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**FIRST AMENDMENT TO
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS
FOR RIVERSTONE COMMERCIAL AREAS**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR RIVERSTONE COMMERCIAL AREAS (this "Declaration"), made as of the date hereinafter set forth by FROST RANCH INVESTORS, L.P., a Texas limited partnership (hereinafter referred to as the "Declarant").

WITNESSETH:

WHEREAS, Declarant executed that certain Declaration of Covenants, Conditions and Restrictions for Riverstone Commercial Areas dated as of June 12, 2001 which was filed under Clerk's File No. 2001052840 and recorded in the Official Records of Real Property of Fort Bend County, Texas (the "Declaration"), which imposed covenants, conditions and restrictions on certain property described therein; and

WHEREAS, as contemplated by the Declaration, and pursuant to the applicable provisions thereof, a Texas non-profit corporation has been formed named the Riverstone Commercial Property Owners Association, Inc. (hereinafter referred to as the "Association"), the purposes of which are to collect, administer and disburse the maintenance assessments described in the Declaration and to provide for the maintenance, preservation and architectural control of the land encumbered by the Declaration and any additional land which may be subsequently brought within the jurisdiction of the Association; and

WHEREAS, Declarant has more than 50% of the total votes in the Association and desires to amend the Declaration as hereinafter specified pursuant to Section 5 of Article X of the Declaration.

NOW, THEREFORE, Declarant hereby declares as follows:

1. Section 2(a) of Article III of the Declaration is hereby amended and restated to read as follows:

"(a) General Assessments. At least sixty (60) days before the beginning of each calendar or fiscal year, the Board shall prepare a budget of the estimated Association Expenses for the coming year, including contributions to be made to any reserve fund created by the Board. The budget shall reflect the sources and estimated amounts of funds to cover such expenses, which may include any surplus to be

applied from prior years, any income expected from sources other than Assessments levied against the Tracts, and the amount to be generated through the levy of General Assessments, Special Assessments and Specific Assessments against the Tracts, as authorized by this Section 2.

Beginning with the General Assessment for 2003, the Association is hereby authorized to levy annual General Assessments against all Tracts in the Properties based on the sum of the number of square feet of land and the number of square feet building improvements within each Tract (calculated in each case to the nearest square foot). General Assessments on all Tracts shall be fixed at a uniform rate per square foot of land and building improvements.

The Board shall use reasonable efforts to send notice of the amount of the General Assessment to be levied against a Tract to the Owner thereof at least thirty (30) days prior to the due date of the Assessment, but the failure to send such notice shall in no way invalidate the Assessment.

The Board may establish a reserve fund in such amount as it determines to be necessary and prepare from time to time a reserve budget for the Area of Common Responsibility which takes into account the number and nature of replaceable assets, the expected life of each asset, and the expected repair or replacement cost. The Board may include in the budget for Association Expenses, a capital contribution to fund such reserves in an amount sufficient to meet the projected need with respect both to amount and timing by annual contributions over the budget period."

2. Except as expressly amended hereby, the Declaration is not affected hereby and the same is ratified as being in full force and effect.

IN WITNESS WHEREOF, this First Amendment to Declaration of Covenants, Conditions and Restrictions for Riverstone Commercial Areas is executed effective as of the 1st day of January, 2003.

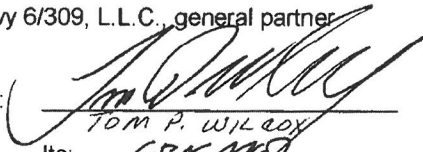
DECLARANT:

FROST RANCH INVESTORS, L.P.

By: Hwy 6/309, L.L.C., general partner

By:

Its:

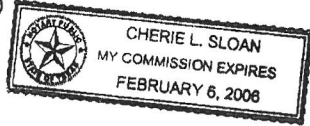


TOM P. WILCOX
GCR M&A

THE STATE OF TEXAS
COUNTY OF Fort Bend

This instrument was acknowledged before me on January 30, 2004 by TOM P. WILCOX, GENERAL MANAGER of HWY 6/309, L.L.C., a Texas limited liability company which is the general partner of Frost Ranch Investors, L.P., a Texas limited partnership, on behalf of said limited partnership.

(SEAL)



[Signature]
Notary Public in and for
the State of Texas

CHERIE L. SLOAN
Name printed or typed
My commission expires: 2-06-06

Not. Cherie Sloan
Riverstone Development
5220 Oilfield Rd.
Sugar Land, TX 77479

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FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

Ds. Dianne Wilson

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Dianne Wilson, Ph.D. COUNTY CLERK
FT BEND COUNTY TEXAS