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

THIS SECOND 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 "Official Records"), as amended by First Amendment dated January 1, 2003 which was filed under Clerk's File No. 2004011977 and recorded in the Official Records (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 and such entities who have signed Owner's Consents attached hereto hereby declare 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 2005, the Association is hereby authorized to levy annual General Assessments against all Tracts in the Properties based on the number of acres of land within each Tract (calculated to the nearest 1/100th of an acre). General Assessments on all Tracts shall be fixed at a uniform per acre rate. The General Assessment established by the Board for 2005 shall not exceed the sum of \$2,000 per acre of land. Thereafter, the General Assessment shall be levied at the sole discretion in the Board in an amount which is not in excess of ten percent (10%) over the amount of the General Assessment for the previous year. The General Assessment may only be increased by more than ten percent (10%) over the amount of the previous year's General Assessment if such increase is approved by a minimum of fifty percent (50%) of the total votes in the Association (exercised by Members present in person or by proxy at a meeting of the Members called for this purpose).

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

"(b) Special Assessments. In addition to other authorized Assessments, the Board may levy Special Assessments to cover unbudgeted expenses or expenses in excess of those budgeted. Any such

Special Assessment shall be levied against all Tracts on a uniform per acre basis in the same manner as General Assessments pursuant to paragraph (a) above. Special Assessments shall be payable in such manner and at such times as determined by the Board, and may be payable in installments extended beyond the fiscal year in which the Special Assessment is approved."

3. Exhibit "B" is hereby deleted from the Declaration.

4. 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 Second Amendment to Declaration of Covenants, Conditions and Restrictions for Riverstone Commercial Areas is executed effective as of the 1st day of January, 2005.

**DECLARANT:**

FROST RANCH INVESTORS, L.P.

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

By:

  
Tom P. Wilcox

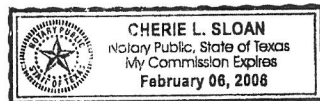
Its: GENERAL MEMBER

THE STATE OF TEXAS

COUNTY OF FORT BEND

This instrument was acknowledged before me on April 27, 2005 by TOM P. WILCOX Vice President 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)



  
Notary Public in and for  
the State of Texas

CHERIE L. SLOAN  
Name printed or typed

My commission expires: 2-06-06

After Recording, Return To:

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**FILED AND RECORDED**

OFFICIAL PUBLIC RECORDS

*Dr. Dianne Wilson*

2005 May 06 01:33 PM 2005052496

BAK \$11.00

Dianne Wilson, Ph.D. COUNTY CLERK

FT BEND COUNTY TEXAS