

**SECOND AMENDMENT TO DEVELOPMENT AREA DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR BARTON CREEK ABC WEST, PHASE 1**

THE STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

This Amendment to Development Area Declaration of Covenants, Conditions and Restrictions for Barton Creek ABC West, Phase 1 (the "Amendment") is made by **STRATUS PROPERTIES OPERATING CO.**, a Delaware general partnership ("Declarant"), and is as follows

RECITALS:

A. Declarant recorded that certain Development Area Declaration of Covenants, Conditions and Restrictions for Barton Creek ABC West, Phase 1, in Volume 13281, Page 0035 of the Real Property Records of Travis County, Texas, as amended by that First Amendment to Development Area Declaration of Covenants, Conditions and Restrictions for Barton Creek ABC West, Phase 1, recorded in Volume 13390, Page 2930 of the Real Property Records of Travis County, Texas (the "Declaration"), which relates to certain real property (the "Property") therein described

B. Pursuant to Section 8.03 of the Declaration, the Declaration may be amended by Declarant, acting alone

NOW THEREFORE, the undersigned Declarant hereby declares and certifies and hereby amends and modifies the Declaration, as follows

1. Landscaping. Section 2.01 of the Declaration is hereby amended to add the following subsection

(g) Each Owner shall be required to install landscaping upon such Owner's Lot in accordance with landscaping plans approved in advance of installation by the Master Architectural Control Committee. Notwithstanding any provision in this Declaration to the contrary, such landscaping plans must be approved by the Master Architectural Control Committee prior to occupancy of the single family residential structure located on the Lot to which such landscaping plans relate. All landscaping shown on the landscaping plans and specifications approved by the Master Architectural Control Committee shall be installed, and all such landscaping shall be completed, on or before three (3) months after the landscaping plans have been approved by the Master Architectural Control Committee, unless a variance is obtained pursuant to Section 5.02. In addition to any other trees or landscaping required by the Architectural Guidelines of the Master Architectural Control Committee, the landscaping on each Lot shall include the installation of at least two (2) 2" caliper red oak, live oak, or Chinese pistachio trees, unless otherwise approved by the Master Architectural Control Committee (the "Required Trees"), provided, however, for corner Lots, four (4) 2" caliper trees shall be required. The Required Trees shall (i) be located within twenty (20) feet of the roadway located adjacent to front property line of the Lot (in the case of corner Lots, two (2) trees shall be located within twenty (20) feet of each roadway located adjacent to each property line with street frontage), or in such other location required by the Master Architectural Control Committee, and (ii) comply with the provisions of Section 2.02, unless a variance is obtained in accordance with Section 5.02 or unless otherwise directed by the Master Architectural Control Committee. The requirements of the foregoing sentence may be satisfied by the existence of trees which meet the criteria specified in this section subsequent to construction of a single-family residence on the Lot, provided, however, that the determination of any credit for existing trees shall be determined by the Master Architectural Control Committee, in its sole and absolute discretion. Each Owner shall keep all landscaping and trees, including the Required Trees,

located on such Owner's Lot cultivated, pruned, mowed, and free of trash and debris. The Master Architectural Control Committee or its assigns shall be entitled to make recommendations with respect to tree disease control, whereupon the Owner or Owners to whom such recommendations are directed shall be obligated to comply with such recommendations, which may include, but not be limited to tree removal and replacement.

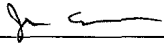
2. **Effect of Amendment.** Any capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Master Declaration. Unless expressly amended by this Amendment, all other terms and provisions of the Master Declaration remain in full force and effect as written.

Executed on this 18th day of October, 1999

DECLARANT:

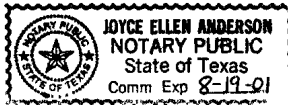
STRATUS PROPERTIES OPERATING CO.,
a Delaware general partnership

By **STRATUS PROPERTIES INC ,**
a Delaware corporation

By 
John Baker, Vice-President

THE STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on October 18, 1999, by John Baker, Vice-President of Stratus Properties Inc , a Delaware corporation, general partner of Stratus Properties Operating Co , a Delaware general partnership, on behalf of said corporation and partnership.




Notary Public Signature

AFTER RECORDING RETURN TO:

Robert D Burton
Ambrust Brown & Davis, L L P
100 Congress Avenue, Suite 1300
Austin, Texas 78701

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dana DeBeauvoir

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Dana DeBeauvoir, COUNTY CLERK
TRAVIS COUNTY, TEXAS

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