

**FIFTY-NINTH AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR CIRCLE C RANCH SUBDIVISION**

THE STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

This Fifty-Ninth Amendment to Declaration of Covenants, Conditions and Restrictions is made to be effective as of the date set forth below by HM Grey Rock Ridge Development, Inc., a Texas corporation ("GRR").

RECITALS:

A. By Declaration of Covenants, Conditions and Restrictions for Circle C Ranch Subdivision recorded in Volume 10585, Page 110, Real Property Records of Travis County, Texas (the "**Original Declaration**"), Circle C Development Corporation, a Texas corporation imposed certain covenants, restrictions, charges and liens upon certain real property as therein described.

B. The Original Declaration has been amended by documents including those recorded in Volume 10627, Page 771; Volume 10729, Page 1153; Volume 10778, Page 284; Volume 10847, Page 1704; Volume 10961, Page 0851; Volume 11003, Page 1060; Volume 11134, Page 1045; Volume 11824, Page 0883; Volume 11924, Page 0139; Volume 11924, Page 0959; Volume 11925, Page 0009; Volume 11929, Page 0356; Volume 12081, Page 1479; Volume 12219, Page 0642; Volume 12231, Page 1241; Volume 12236, Page 2799; Volume 12265, Page 0471, as corrected in Volume 12403, Page 0495; Volume 12280, Page 0080; Volume 12377, Page 0508; Volume 12492, Page 0516; Volume 12618, Page 0678; Volume 12667, Page 0072; Volume 12667, Page 0169; Volume 12705, Page 0016; Volume 12721, Page 1542; Volume 12864, Page 1216; Volume 13114, Page 0757; Volume 13224, Page 0043, Document No. 1999160088, Document No. 2000011673, Document No. 2000093548, Document No. 2000114433, Document No. 2000197659, Document No. 2000163769, Document No. 2001089350, Document No. 2002058627, Document No. 2002058630, Document No. 2002058624, Document No. 2002019633, Document No. 2002167238, Document No. 2002102177, Document No. 2002182179, Document No. 2002182178, Document No. 2002183448, Document No. 2002181398, Document No. 2002181399, Document No. 20031512004, Document No. 2005176811, Document No. 2004142555, Document No. 2007003201, Document No. 2007118689, Document No. 2008034578, Document No. 2008152827, Document No. 2011114646 and Document No. 2013007565 respectively, of the Real Property Records of Travis County, Texas, (which Original Declaration, as amended, is herein referred to as the "**Declaration**").

C. Circle C Development Corporation assigned its rights and privileges as "Declarant" under the Declaration to Circle C Development Joint Venture; Circle C

Development Venture subsequently assigned its rights and privileges as "Declarant" under the Declaration to Circle C Land Corp., a Texas corporation; Circle C Land Corp. subsequently assigned its rights and privileges as "Declarant" under the Declaration to Phoenix Holdings, Ltd., a Texas limited partnership. Phoenix Holdings, LTD., a Texas limited partnership subsequently assigned its rights and privileges as "Declarant" under the Declaration, with respect to the property described on Exhibit A attached hereto, to Wildflower Commons I, L.P., a Texas limited partnership. Wildflower Commons I, L.P. assigned its rights and privileges as "Declarant" under the Declaration, with respect to the property described on Exhibit A attached hereto, to HM Grey Rock Ridge Development, Inc., a Texas corporation (the "**Declarant**").

D. Article I, Section 3 of the Declaration provides that Declarant has the right, at any time and from time to time, to bring within the scheme of the Declaration additional properties, and further has the right to supplement or modify the Declaration as may be appropriate for such additional property. Section 3 of the Forty-Second Amendment to Declaration of Covenants, Conditions and Restrictions for Circle C Ranch Subdivision, as recorded in Document No. 2002182179 of the Official Public Records of Travis County, Texas, provides for the recording of a supplemental Declaration to modify certain Articles of the Declaration with respect to certain property.

E. Declarant desires to confirm that certain property is within the scheme of the Declaration and to modify the Declaration as to said property as hereinafter set forth.

NOW, THEREFORE, Declarant hereby declares as follows:

1. Addition to Property Subject to Declaration. To the extent such tracts are not already subject to the Declaration, the following lots (the "**Additional Land**") are hereby added to the properties subject to and covered by the Declaration:

Those certain lots described on Exhibit B attached hereto and made a part hereof.

2. Modification of the Declaration as to the Additional Land. The Additional Land shall be held, transferred, sold, conveyed, occupied and used subject to the covenants, restrictions, charges and liens as set forth in the Declaration, provided that as the same relate to the Additional Land only, the terms and provisions of the Declaration are modified as follows:

(a) Article V, Section 2 of the Declaration is hereby deleted in its entirety, and the following is substituted in the place and stead thereof:

Section 2. Square Footage and Impervious Cover Requirements.

On any single-family residential Lot, the living area of the main residential structure, exclusive of porches, terraces, patios, decks, driveways and parking facilities, shall conform with the minimum and maximum permissible square footage requirements established by City of Austin Land Development Code for SF-2 zoning. No single-family residential lot shall exceed forty-five percent (45%)

impervious cover, as calculated pursuant to the City of Austin Land Development Code.

(b) Article V, Section 8(e) of the Declaration is hereby deleted in its entirety, and the following is substituted in the place and stead thereof:

e. Fences and/or Walls. Prior to the occupancy of a Lot for residential purposes, there shall be constructed thereon, at the Owner's sole cost and expense, a wooden fence and/or wall along the rear and side Lot lines. Notwithstanding the foregoing, wrought iron or decorative metal fencing will be installed in lieu of wooden fencing on the northern (rear) or north eastern (rear) boundary of Lots 19-20, Block A; eastern (rear) boundary of Lots 16 and 17, and Lots 21-28, Block A, the southern (rear) boundary of Lots 129-132, Block A; and the northern (rear) and western (side) of Lot 18, Block A, all of Greyrock Ridge, Phase 2, a subdivision located in Travis County, Texas, according to the map or plat thereof recorded in Document No. 201300061 of the Official Public Records of Travis County, Texas. The materials and location of fencing is subject to approval by the Architectural Control Committee. Where fences and/or walls are constructed adjacent to any school, open space, common area, or Right-of-Way such fences and/or walls shall be constructed on the single-family Lot with face toward the school, open space, or common area, as applicable. Gates are not allowed on rear or side fences and/or walls. Cost of construction and maintenance of fences along common single-family Lot lines may be shared by the Owners of adjacent Lots; however, each such Owner shall be fully liable for the construction and maintenance of fences along the rear and side Lot lines of his respective Lot. The Owners of Lot 1, Block A; Lot 18-23, Block B, Greyrock Ridge, Phase 2, a subdivision located in Travis County, Texas, according to the map or plat thereof recorded in Document No. 201300061 of the Official Public Records of Travis County, Texas (the "**Archeleta Lots**") shall each construct or cause to be constructed, at such Owner's expense, a masonry wall in lieu of the fencing required hereunder upon such Owner's Lot adjacent to Archeleta Blvd. The Association will maintain in good condition and repair, as a common expense, the landscaping and irrigation between the exterior boundary of the masonry wall located on the Archeleta Lots and the street curb of Archeleta Blvd (the "**Landscape Area**"). An easement over and across the Landscape Area is reserved on behalf of the Association for the purpose of providing such maintenance.

f. In accordance with Article I, Section 1(b) of the Declaration, Lot 17, Block E and Lot 28 Block E, Greyrock Ridge, Phase 2, a subdivision located in Travis County, Texas, according to the map or plat thereof recorded in Document No. 201300061 of the Official Public Records of Travis County, Texas (the "CP Lots"), will be conveyed by the Declarant to the Association, the Association will accept the CP Lots, and upon such conveyance the CP Lots will be considered Common Properties. Declarant shall convey the CP Lots to the Association free and clear of all mechanic's or materialmen's liens or mortgages, deeds of trust, or other instruments creating a lien or encumbrance against all or any part of the CP Lots (other than any liens created by the Declaration or liens arising due to acts of the Association.

g. Street lights to match existing Circle C area street lights shall be installed on all streets within the Additional Land to the extent required and in accordance with applicable City of Austin and Pedernales Electric Coop specifications. Street lights will be maintained on all public streets by the City of Austin, according to the Settlement Agreement between the City of Austin and the Circle C Homeowners Association, April, 2000.

(c) Article V, Section 9(b)(iv) of the Declaration is hereby deleted in its entirety, and the following is substituted in the place and stead thereof:

iv. The exterior walls of all residential structures constructed on any Lot within the Additional Land must have a minimum of 100% masonry coverage on all front elevations and side and rear elevations facing a street; a minimum of 50% masonry on all rear elevations other than rear elevations facing a street; and a minimum of 60% masonry on all side elevations other than side elevations facing a street.

3. In consideration of the benefits to the Additional Land and the subsequent owners thereof as a result of being brought within the scheme of the Declaration, as hereby modified, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Declarant declares that the Additional Land shall be held, transferred, sold, conveyed, occupied and used subject to the covenants, restrictions, charges and liens as set forth in the Declaration, provided that as the same relate to the Additional Land, the terms and provisions of the Declaration are modified as set forth in this Amendment.

[signature page to follow]

GRR:

HM Grey Rock Ridge Development, Inc.,
a Texas corporation

By: [Signature]

Name: Blake J. Magee

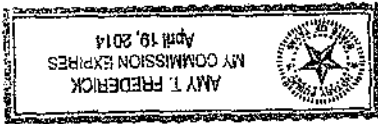
Title: President

Date: 1/30/14

THE STATE OF TEXAS §
 §
COUNTY OF Travis §

This instrument was acknowledged before me on January 30, 2014,
by Blake Magee, President of HM Grey Rock Ridge
Development, Inc., a Texas corporation, on behalf of said corporation.

(SEAL)



[Signature]
Notary Public Signature

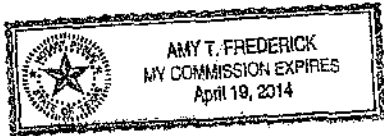


Exhibit A

Lots 16 through 28, and Lots 129 through 132, Block A; Lots 10 through 23, Block B; Lots 1 through 24, Block C; Lots 17 and 28, Block E, and Lots 1 through 15, Block F, Greyrock Ridge, Phase 2, a subdivision located in Travis County, Texas according to the map or plat thereof recorded in Document No. 201300061 of the Official Public Records of Travis County, Texas.

Exhibit B

Lots 16 through 28, and Lots 129 through 132, Block A; Lots 10 through 23, Block B; Lots 1 through 24, Block C; and Lots 1 through 15, Block F, Greyrock Ridge, Phase 2, a subdivision located in Travis County, Texas according to the map or plat thereof recorded in Document No. 201300061 of the Official Public Records of Travis County, Texas.