

is this the same prop. as Amended
RCR'S - TC RPI2 - 2000-130749?

DECLARATION OF RESTRICTIVE COVENANTS

STATE OF TEXAS §
§
COUNTY OF TRAVIS §

TRV 2001100285
13 PGS

THIS DECLARATION OF RESTRICTIVE COVENANTS (this "Declaration") is made on this 17th day of April, 2000 by Marshall's Harbor Limited, a Texas Limited Partnership hereinafter referred to as "Declarant"

WHEREAS, Declarant is the fee simple owner of two contiguous tracts of land comprising in total 462.785 acres out of the D&W R.R. CO Survey, No. 99, Abstract 246, D&W R.R. CO Survey No. 101, Abstract 247, and the W B Corwin Survey, No. 189, Abstract 2634 Travis County, Texas, more particularly described in Exhibit A-1 and A-2 attached hereto and incorporated herein by reference (the "Property"), and

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WHEREAS, Declarant has agreed to subject the Property to certain covenants, conditions and restrictions as more specifically set forth in this Declaration,

NOW THEREFORE, intending to bind itself, its assigns and successors and all other persons hereafter having an interest in the Property to Declarant does hereby declare, impose and subject the Property as follows

- 1 Development and Maintenance Standards The Property shall be developed and/or maintained in accordance with each of the following
 - (1) All single family development will be set back at least 75 feet from the 681-foot contour line above mean sea level, as established by the United States Geological Survey in effect as of the date hereof. All condominium units and commercial buildings (excluding any marinas) will be set back at least 100 feet from said 681-foot contour line
 - (2) Temporary erosion and sedimentation controls as required by the LCRA under Section 5(c) of the Lake Travis Nonpoint Source Pollution Control Ordinance in effect as of the date hereof, and the City of Austin under Section 25-8-181 of the City of Austin Land Development Code in effect as of the date hereof, will be implemented
 - (3) Permanent water quality controls equivalent to or better than that required under the City of Austin Land Development Code in effect as of the date hereof will be implemented, designed, constructed and maintained according to the City Environmental Criteria Manual, as determined by comparing calculations under the City of Austin's requirements with those under the

proposed controls

- (4) Impervious cover will be limited to twenty percent (20%) of the net site area, as defined in City of Austin Land Development Code Section 25-8-62, over the Property for any lot developed with any retail or office commercial uses
- (5) A minimum average lot size of two (2) acres shall be maintained on all residential lots in the Subdivision
- (6) Cut and fill is limited to four feet (4') maximum, provided that cut and fill over four feet (4') shall be permitted if the cut/fill slope is terraced to control erosion and sedimentation
- (7) Detention of the 2-year storm for erosion control, or, as an alternative, non-erosive conveyance of storm water to Lake Travis, will be provided, as required under City of Austin Land Development Code Chapter 25-7 (Drainage) and the City of Austin Drainage Criteria Manual
- (8) A building envelope that encompasses the limits of building disturbances will be established and required for residential construction on any lot
- (9) All of the 100-year flood plain located within the Property shall be dedicated to the City of Lago Vista as a drainage easement in accordance with the City of Lago Vista's development rules
- (10) Declarant shall provide notice of all site plan or subdivision plat approvals by the City of Lago Vista to the City of Austin within 72 hours of such approval

- 2 **Binding Effect Third Parties.** It is intended that the provisions of this Declaration shall be binding on all successors and assigns and run with the land. No rights, privileges or immunities, however, shall inure to the benefit of the public, any adjoining property owner or other third party (other than the Cities of Austin and Lago Vista) as a result of this Declaration, nor shall any adjoining property owner or other third party (other than the Cities of Austin and Lago Vista) be deemed to be a beneficiary of any of the provisions contained herein. The provisions of this Declaration shall be enforceable by the City of Austin and/or the City of Lago Vista. If any person or entity shall violate or attempt to violate this agreement and covenant, it shall be lawful for the City of Austin and/or the City of Lago Vista to prosecute proceedings at law or inequity against such person or entity violating or attempting to violate such agreement or covenant, to prevent the person or entity from such actions, and to collect damages for such actions.

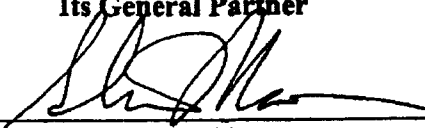
If any part of this agreement or covenant is declared invalid, by judgment or court order, the same shall in no way affect any of the other provisions of this agreement, and such remaining portion of this agreement shall remain in full effect.

If at any time the City of Austin and/or the City of Lago Vista fails to enforce this agreement, whether or not any violations of it are known, such failure shall not constitute a waiver of estoppel of the right to enforce it

- 3 Modification. This Declaration may be modified, amended, or terminated only by the collective action of (a) at least fifty percent (50%) of the members of the City Council of the City of Austin, (b) at least fifty percent (50%) of the members of the City Council of the City of Lago Vista, and (c) by the owner(s) of at least fifty percent (50%) of the gross land area of the Property at the time of such modification, amendment or termination
- 4 Counterparts. This Declaration may be executed in multiple counterparts, which shall be considered on instrument when taken together

MARSHALL'S HARBOR LTD.

**BY: Marshall's Point Management, Inc.,
Its General Partner**

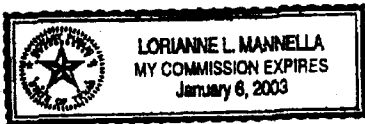


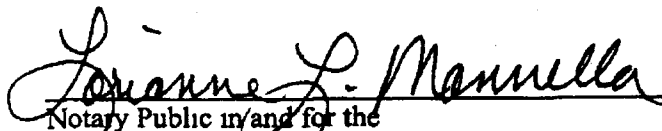
Steven Morse, President

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

BEFORE ME, the undersigned authority, on this day personally appeared Steven Morse, President of Marshall's Point Management, Inc., general partner to Marshall's Harbor, Ltd. on behalf of said limited partnership

GIVEN UNDER MY HAND AND SEAL of office this 17th day of April, 2000





Notary Public in and for the
State of Texas

DESCRIPTION

DESCRIBING 445 355 ACRES OF LAND SITUATED IN THE D & W R.R. CO SURVEY NO. 99, ABSTRACT 246, DSW R.R. CO. SURVEY NO. 101, ABSTRACT 247 AND THE W B. CORWIN SURVEY NO. 189, ABSTRACT 2634, TRAVIS COUNTY, TEXAS, SAID 445.355 ACRES BEING A PART OF THE 434 662 ACRE TRACT OF LAND DESCRIBED IN A DEED TO SHORELINE JOINT VENTURE IN VOL. 12321, PAGE 1588 AND THOSE CERTAIN TRACTS OF LAND DESCRIBED AS TRACT I (0.632 ACRES), TRACT II (10.804 ACRES) AND TRACT III (1.253 ACRES) IN A DEED TO SHORELINE JOINT VENTURE IN VOL. 12952, PAGE 220 OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS, SAID 445 355 ACRES BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS

BEGINNING at an iron rod found in the easterly right of way line of Lohman Ford Road, said point being the northwest corner of said 434 662 acres and the southwest corner of a 101.00 acre tract described in a deed to Lago Vista Independent School District in Vol. 13174, Page 3008 of the Deed Records of Travis County, Texas;

THENCE, along the northeast line of said 434 662 and the southeast line of said 101.00 acre tract, the following twelve (12) courses:

- 1) N34°13'07"E, a distance of 17.79 feet to an iron rod found;
- 2) N33°46'18"E, a distance of 121.89 feet to an iron rod found,
- 3) N30°26'06"E, a distance of 563.78 feet to an iron rod found;
- 4) N24°29'58"E, a distance of 52.96 feet to an iron rod found;
- 5) N27°13'44"E, a distance of 77.97 feet to an iron rod found,
- 6) N29°52'48"E, a distance of 258.54 feet to an iron rod found;
- 7) N31°15'13"E, a distance of 79.99 feet to an iron rod found,
- 8) N30°37'12"E, a distance of 635.89 feet to an iron rod found at Fence Post, same being on the north line of the said Survey No. 99 and the south line of the said Survey No. 101;
- 9) N31°39'44"E, a distance of 154.24 feet to an iron rod found,
- 10) N31°18'50"E, a distance of 397.58 feet to an iron rod found,
- 11) N31°57'28"E, a distance of 127.36 feet to a 60d nail found;
- 12) N27°49'14"E, a distance of 116.64 feet to an iron rod found at the northeast corner of said 434.662 acres, same being the northwest corner of a 533.82 acre tract as described in a deed to George K. Marshall III and Warner Croft in Vol. 12685, Page 1436 of the Deed Records of Travis County, Texas;

THENCE, along the common line of said 434 662 acre tract and the said 533.82 acre tract the following five (5) courses

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- 1) S51°50'43"E, a distance of 1736.11 feet to an iron rod found,
- 2) S62°33'14"E, passing an iron rod found at a distance of 164 32 feet , then for a total distance of 1736.11 feet to an iron rod found;
- 3) Along a curve to the right having a radius of 850 00 feet, central angle of 39°25'53" and whose chord bears S42°50'48"E, a distance of 573 50 feet to an iron rod found;
- 4) S56°24'40"E, a distance of 518.91 feet to a point,
- 5) N79°24'24"E, a distance of 81.88 feet to a point for a corner of the herein described tract, same being the northwest corner of a 1 815 acre tract as described in Vol. _____, Page _____ of the Deed Records of Travis County, Texas;

THENCE, S06°03'05"E, a distance of 141.59 feet to a point,

THENCE, S39°18'08"E, a distance of 224.01 feet to a point,

THENCE, S15°35'40"E, a distance of 387.69 feet to a point on the northwest line of the W. B. Corwin Survey No 189, Abstract 2634, same being the northeast corner of the D and W R.R. Co. Survey No. 99, Abstract No. 246 and the southeast corner of D and W R.R Co Survey No 101, Abstract 247 from which an iron rod found bears N29°59'17"E, a distance of 157 65 feet

THENCE, S29°59'17"W, along the common line of said Survey No. 99 and Survey No. 189, a distance of 151.47 feet to a point from which an iron rod found which bears S29°59'17"W, a distance of 63 70 feet,

THENCE, along the southeasterly line of the said 434.662 acre tract and the northwesterly line of a 128 61 acre tract as described in a deed to Shoreline Joint Venture in Vol 12321, Page 1588 of the Deed Records of Travis County, Texas, the following eighteen (18) courses:

- 1) S30°58'58"E, a distance of 5.95 feet to a point,
- 2) S25°10'17"E, a distance of 55.26 feet to a point;
- 3) S33°15'08"E, a distance of 63 97 feet to a point;
- 4) S00°38'49"E, a distance of 49 37 feet to a point,
- 5) S08°40'16"E, a distance of 164 30 feet to a point,
- 6) S49°32'15"E, a distance of 127.93 feet to a point;
- 7) S24°13'53"E, a distance of 34.38 feet to a point,
- 8) S10°08'52"W, a distance of 28.76 feet to a point,
- 9) S17°52'45"W, a distance of 122 94 feet to a point,
- 10) S16°59'57"W, a distance of 96 44 feet to a point;
- 11) S45°09'04"W, a distance of 41 91 feet to a point,
- 12) S69°40'51"W, a distance of 39.29 feet to a point,
- 13) N71°33'36"W, a distance of 32.11 feet to a point,

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- 14) N40°11'56"W, a distance of 98.47 feet to a point;
- 15) N39°11'06"W, a distance of 57.07 feet to a point;
- 16) N55°43'48"W, a distance of 49.24 feet to a point;
- 17) N47°08'34"W, a distance of 151.03 feet to a point,
- 18) N63°30'08"W, a distance of 36.32 feet to a point on the common line of said Survey No. 99 and said Survey No. 189,

THENCE, S29°59'17"W along the common line of the said Survey No. 99 and said Survey No. 189, a distance of 400.10 feet to an iron rod found,

THENCE, continuing along said common line and along the northwest line of a 2.26 acre tract as described in a deed to Kurt Banff in Vol. 8635, Page 111 of the Deed Records of Travis County, Texas, the following three (3) courses.

- 1) S29°20'51"W, a distance of 289.82 feet to an iron rod found,
- 2) N76°58'04"E, a distance of 74.15 feet to an iron rod found;
- 3) S10°30'11"E, a distance of 127.54 feet to an iron rod found, same being the northeast corner of a 3.54 acre tract as described in a deed to Albert B. Horn III and Terry Aldrich in Vol. 8900, Page 176 of the Deed Records of Travis County, Texas;

THENCE, along the common line of said 434.662 acre tract and said 3.54 acre tract the following two (2) courses:

- 1) N89°48'21"W, a distance of 217.40 feet to an iron rod found;
- 2) S80°04'24"W, passing an iron rod found at a distance of 163.41 feet and for a total distance of 223.47 feet to an iron rod found, same being the northeast corner of a 4.52 acre tract as described in a deed to Paul W. Gudgell in Vol. 6556, Page 1977 of the Deed Records of Travis County, Texas;

THENCE, along the common line of 434.662 acre tract and said 4.52 acre tract, the following three (3) courses:

- 1) S81°24'56"W, 218.76 feet to an iron rod found;
- 2) S33°54'42"W, 144.74 feet to a 60d nail found;
- 3) S00°05'19"E, a distance of 65 feet to an iron rod set, same being the northeast corner of a 1.95 acre tract as described in a deed to John D. Culp and Kateryne N. Culp in Vol. 4501, Page 1933 of the Deed Records of Travis County, Texas;

THENCE, along the common line of the said 434.66 acre tract and said 1.95 acre tract and a 2.26 acre tract as described in a deed to John D. Culp and Kateryne N. Culp in Vol. 4501, Page 2271 of the Deed Records of Travis County, Texas, the following three (3) courses:

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- 1) S08°03'58"W, crossing Austin Boulevard a distance of 425.48 feet to an iron rod found,
- 2) S30°40'54"W, a distance of 278.63 feet to an iron pipe found, same being the northwest corner of said 2.26 acre tract;
- 3) S49°21'40"E, a distance of 216.01 feet to an iron rod found on the common line of said Survey No. 99 and Survey No. 189, same point being the northwest corner of Lot 1 of the Resubdivision Lakeshore Ranch Subdivision No. 1 as recorded in Book 15, Page 34 of the Plat Records of Travis County, Texas,

THENCE, S29°27'55"W, crossing Austin Boulevard a distance of 60.12 feet to an iron rod found at the northeast corner of Lot 92A of the Amended Plat of Lots 79 and 92 Resubdivision Lakeshore Ranch Subdivision No. 1 as recorded in Book 96, Page 283-284 of the Plat Records of Travis County, Texas;

THENCE, S29°56'49"W, along the common line of said 434.662 acre tract and said Lot 92A, a distance of 419.21 feet to an iron rod found, said point being the common corner of said Lot 92A and Lot 79A of said Amended Plat of Lots 79 and 92 Resubdivision Lakeshore Ranch Subdivision No. 1,

THENCE, S29°56'43"W, along the common line of said 434.662 acre tract and said Lot 79A, a distance of 395.44 feet to an iron rod found at a common corner of said Lot 79A and the northeast corner of Ridge Road, a 60 foot right of way dedicated by plat of said Resubdivision Lakeshore Ranch Subdivision No. 1,

THENCE, S29°53'52"W, along the common line of said 434.662 acre tract and said Ridge Road, a distance of 81.21 feet to an iron rod found, same point being the northeast corner of Lot 78A of the Amended Plat of Lots 77 and 78 Resubdivision Lakeshore Ranch Subdivision as recorded in Book 86, Page 1760 of the Plat Records of Travis County, Texas;

THENCE, S30°01'50"W, along the common line of said 434.662 acre tract and said Lot 78A, a distance of 328.15 feet to an iron rod found at the northeast corner of Lot 77A of said Amended Plat of Lots 77 and 78 Resubdivision Lakeshore Ranch Subdivision,

THENCE, S30°07'42"W, along a common line of said Lot 77A and said 434.662 acre tract, a distance of 384.36 feet to an iron pipe found at a corner of said 434.662 acre tract, from which an iron rod found with a LCRA cap bears S30°16'55"W, a distance of 0.23 feet,

THENCE, S30°01'46"W, a distance of 74.27 feet to a point, same being the southwest corner of a 1.253 acre tract described in a deed to Shoreline Joint Venture recorded in Vol. 12952, Page 220 of the Deed Records of Travis County, Texas, same being the northeast corner of a 2.673 acre tract as described in a deed to Victoria Hammond and Husband Robert Hammond in Vol. 12960, Page 732 of the Deed Records of Travis County, Texas,

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THENCE, along the common line of the 1 253 acre tract and the 2 673 acre tract the following eight (8) courses

- 1) N35°44'52"W, a distance of 120 95 feet to an iron rod found with an LCRA cap;
- 2) N29°11'23"W, a distance of 186 99 feet to an iron rod found with an LCRA cap;
- 3) N05°29'48"E, a distance of 99.67 feet to an iron rod found with an LCRA cap,
- 4) N34°11'45"E, a distance of 146 28 feet to an iron rod found with an LCRA cap;
- 5) N17°15'50"E, a distance of 84.45 feet to an iron rod found with an LCRA cap,
- 6) N20°20'29"W, a distance of 109 29 feet to an iron rod found with an LCRA cap,
- 7) N64°43'36"W, a distance of 77.26 feet to an iron rod found with an LCRA cap;
- 8) N14°13'55"E, a distance of 52.69 feet to an iron rod found in a fence line for a corner of the said 434.662 acres from which an iron rod found with an LCRA cap bears N27°58'33"W, a distance of 2.17 feet,

THENCE, along a fence line, the southerly line of said 434 662 acre tract, the following three (3) courses:

- 1) N60°23'13"W, a distance of 438.36 feet to an iron rod found at a fence post,
- 2) N60°13'44"W, a distance of 883 75 feet to an iron rod found in a fence line;
- 3) N60°38'07"W, a distance of 1419.49 feet to an iron rod found at a fence corner being the common corner of the said 434 662 acre tract and a 7.00 acre tract as described in a deed to Jesse J. Butler and Diane E. Butler in Volume 12988, Page 2373 of the Deed Records of Travis County, Texas, said iron rod being in the east right of way line of Lohman Ford Road;

THENCE, along the east right of way line of said Lohman Ford Road and the westerly line of said 434 662 acre tract, the following five (5) courses

- 1) N02°54'51"E, a distance of 1579 82 feet to an iron rod set,
- 2) N18°25'51"W, a distance of 318.02 feet to an iron rod set,
- 3) N26°05'08"W, a distance of 751 10 feet to an iron rod set,
- 4) N07°27'26"W, a distance of 27 65 feet to a Pk nail set,
- 5) N15°52'00"W, a distance of 25 09 feet to an iron rod found for the POINT OF BEGINNING containing 445 355 acres of land.

Surveyed by
URBAN DESIGN GROUP
3660 Stoneridge Road, Suite E101
Austin, Texas 78746
(512) 347-0040

John Noell, R P L S. #2433

Date _____

Sketch or map attached

.C:\Voba\Goodwin Tract\Goodwin Field Notes.wpd

EXHIBIT "A-1"
Page 5 of 6



FIELD NOTES

DESCRIBING A 17.43 ACRE TRACT OF LAND SAME BEING A PORTION OF A 128.61 ACRE TRACT OF LAND DESCRIBED IN A DEED TO SHORELINE J.V. AND RECORDED IN VOLUME 12321, PAGE 1588 OF THE DEED RECORDS OF TRAVIS COUNTY TEXAS, SAID 17.43 ACRES BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING at a point at the northeast corner of the D&W Railroad Company Survey No. 99, said point being the southeast corner of the D&W Railroad Company Survey No. 101, said point being inundated by the waters of Lake Travis in Travis County, Texas,

THENCE, S33°48'48"E, 417.89 feet to a point,

THENCE, S04°15'26"E, 463.83 feet to a point;

THENCE, S12°04'16"W, 24.67 feet to a point;

THENCE, S86°30'59"E, 185.70 feet to a point;

THENCE, S00°53'20"W, 126.84 feet to a point,

THENCE, S09°38'20"W, 171.11 feet to a point;

THENCE, S10°21'40"E, 146.39 feet to a point;

THENCE, S32°12'40"E, 113.33 feet to a point,

THENCE, S79°30'09"W, 714.16 feet to a point in a southwesterly line of said 128.61 acre tract,

THENCE, N00°09'20"E, 169.17 feet to a point;

THENCE, N34°23'40"W, 473.61 feet to a point,

THENCE, N59°03'40"W, 73.33 feet to a point in the east line of said D&W Railroad Company Survey No. 99;

THENCE, with said east line, N29°57'49"E, 427.78 feet to a point;

EXHIBIT "A-2"
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THENCE, continuing with a west line of said 128.61 acres the following five courses;

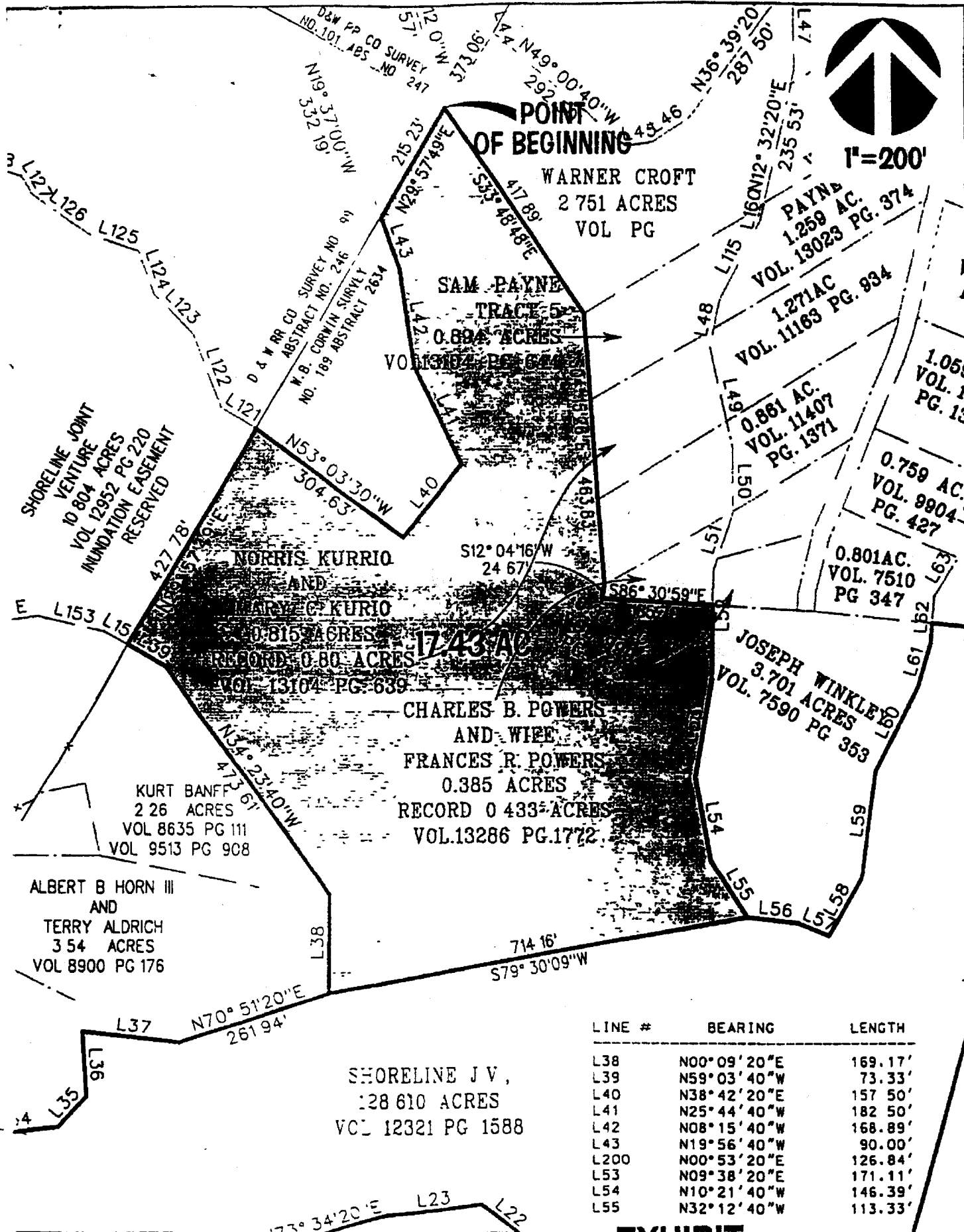
- 1) S53°03'30"E, 304.63 feet to a point;
- 2) N38°42'20"E, 157.50 feet to a point;
- 3) N25°44'40"W, 182.50 feet to a point;
- 4) N08°15'40"W, 168.89 feet to a point;
- 5) N19°56'40"W, 90 feet to a point in the west line of said D&W Railroad Company Survey No. 99;

THENCE with said east line N29°57'49"E, 215.23 feet to the POINT OF BEGINNING and containing 17.43 acres.

EXHIBIT "A-2"
page 2 of 3



1"=200'



LINE #	BEARING	LENGTH
L38	N00° 09' 20" E	169.17'
L39	N59° 03' 40" W	73.33'
L40	N38° 42' 20" E	157.50'
L41	N25° 44' 40" W	182.50'
L42	N08° 15' 40" W	168.89'
L43	N19° 56' 40" W	90.00'
L200	N00° 53' 20" E	126.84'
L53	N09° 38' 20" E	171.11'
L54	N10° 21' 40" W	146.39'
L55	N32° 12' 40" W	113.33'

EXHIBIT "A-2" pg 3 of 3

Return Original to

Terrence L. Irion
3860 Stone Ridge Rd. #B-102
Austin, Texas 78746

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dana Debeaudoir

05-20-2001 03 42 PM 2001100285
BENAVIDESV \$33 00
DANA DEBEAUDOIR, COUNTY CLERK
TRAVIS COUNTY, TEXAS

Recorders Memorandum-At the time of recordation this instrument was found to be inadequate for the best reproduction because of illegibility, carbon or photocopy, discolored paper etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.