

SCANNED



FIRST AMENDMENT  
TO THE  
SECOND AMENDED AND RESTATED  
STONE OAK MASTER PLAN

THE STATE OF TEXAS                    §  
                                                  §            KNOW ALL PERSONS BY THESE PRESENTS:  
COUNTY OF BEXAR                    §

**Affected Property:**            A 25.42 acre tract of land along Evans Road, San Antonio, Bexar County, Texas, more particularly described in Exhibit "A-1" attached hereto, and a 14.68 acre tract of land along Evans Road, San Antonio, Bexar County, Texas, more particularly described in Exhibit "A-2" attached hereto.

**Owner:**                            KB Home San Antonio Division  
                                          4800 Fredericksburg Road  
                                          San Antonio, TX 78229

**Revised Permitted Use:**        MFC (25.42 acres) and C2 (14.68 acres) to LDC (40.10 acres) with special limitations for development and use

WHEREAS, Stone Oak, Inc. established certain General Development Controls and General Deed Restrictions pertaining to the Stone Oak Planned Community, San Antonio, Bexar County, Texas ("Stone Oak"), located on approximately 4,300 acres of land in Bexar County, Texas, pursuant to a First Amended and Restated Stone Oak Master Plan for Stone Oak, recorded July 28, 1988, in Volume 4361, Page 617 of the Real Property Records of Bexar County, Texas, as amended by Articles of Annexation and Amendment to the First Amended and Restated Stone Oak Master Plan, recorded in Volume 6564, Page 828 of the Real Property Records of Bexar County, Texas, and corrected by Corrected Articles of Annexation and Amendment to First Amended and Restated Stone Oak Master Plan, recorded in Volume 6735, Page 882 of the Real Property Records of Bexar County, Texas, as amended by the Second through Fourteenth Amendments, each recorded in the Real Property Records of Bexar County, Texas and subsequently restated by the Second Amended and Restated Master Plan of Stone Oak recorded August 19, 2005, in Volume 11591, Page 374, of the Real Property Records of Bexar County, Texas; (as amended, the "Master Plan"); and

WHEREAS, in accordance with the procedures set forth in the Master Plan, the Owners have submitted to the Project Planning Committee (the "Committee") for the Stone Oak Property Owners Association, Inc., a Texas non-profit corporation (the "Association"), a request in writing for modification and amendment of the Master Plan as required by Attachment A of the Master Plan; and



WHEREAS, Owner requests a change in the existing Land Use Plan (the "Existing Land Use Plan") set forth in the Master Plan with respect to the 25.42 acre tract and the 14.68 acre tract (the "Affected Property"), as depicted in the plat prepared by M.W. Cude Engineers, LLC dated August 2005, and attached as Exhibit "A" to the Fourteenth Amendment to the First Amended and Restated Stone Oak Master Plan, recorded in Volume 11573, Page 2379, Official Public Records of Real Property of Bexar County, Texas but not as to any other property in Stone Oak, to adopt the revised Land Use Plan attached hereto as Exhibit "A" and made a part hereof (the "Revised Land Use Plan"); and

WHEREAS, Owner requests a change in the permitted land use of the Affected Property from MFC (25.42 acres) and C2 (14.68 acres) to LDC (40.10 acres) for development consistent with the permitted use for land designated as LDC as set forth in the Master Plan but with limitations for development as contained in a Site Approval and Development Agreement to be recorded in the Real Property Records of Bexar County, Texas, and subject to the approval of the Stone Oak Architectural Review Committee; and

WHEREAS, the Committee has agreed to modify the designated land use for the Affected Property but subject to specific development limitations required by the Stone Oak Architectural Review Committee; and

WHEREAS, in accordance with the procedures set forth in the Master Plan, the Committee has determined that Owner is a qualified applicant and the owner of the Affected Property located within Stone Oak and pursuant to the written request of Owner, on the 29th day of September, 2005, the Committee conducted a hearing and determined the following:

1. The Affected Property is subject to the Master Plan; and
2. The Existing Land Use Plan set forth in the Master Plan (as amended) establishes for the Affected Property a land use designation and describes the land uses permitted under such designation in a table of permitted uses set forth therein; and
3. The Master Plan was adopted prior to the Affected Property being subject to the zoning ordinances of the City of San Antonio; and
4. Any discrepancies between the Master Plan and the Zoning Map of San Antonio shall be controlled by the more restrictive control unless the Committee determines through its variance procedures that circumstances dictate otherwise; and
5. Owner has requested the Committee to adopt the Revised Land Use Plan to replace the Existing Land Use Plan to modify the permitted use of the Affected Property set forth in the Existing Land Use Plan from MFC to LDC for the 25.42 acre tract and from C2 to LDC for the 14.68 acre tract for use as permitted by the Master Plan but subject to specific development limitations as contained herein; and

6. The Committee has determined that the requested land use designation change is compatible with the Master Plan subject to limited development controls and it is in the best interest of the Owner, the Affected Property and the entire Stone Oak Planned Community to adopt the Revised Land Use Plan and approve the requested changes in consideration of the establishment of the limited development controls set forth herein; and

7. Except for the change in the land use designation requested by Owner evidenced by the Revised Land Use Plan, the Affected Property shall otherwise remain subject to the provisions of the Master Plan, and the improvements to be constructed by Applicant on the Affected Property will be in compliance with the requirements of the Master Plan and the Stone Oak Architectural Review Committee; and

8. The Committee has determined that it is in the best interest of the community of Stone Oak to permit the requested land use change subject to development limitations to create compatibility between the Affected Property and the existing LDC designated tracts contiguous to the Affected Property. The Committee has determined the Affected Property shall receive the LDC designation subject to site development limitations to be contained in a Site Development and Approval Agreement to be recorded in the Real Property Records of Bexar County, Texas. The Site Development and Approval Agreement shall impose the following development limitations on each of the individual lots:

a. An approved site layout for all improvements to be constructed. The density of the single family residences shall not exceed six (6) units per acre. The site development shall include approved sidewalks per the City of San Antonio specifications contiguous to public streets and the construction of such sidewalk shall be mandatory. The schedule and material specifications for construction of the sidewalks, entrance and fencing shall be submitted with the site development plans.

b. An approved depiction of the elevation of all improvements to be constructed and a description of exterior colors and building materials.

c. All homes to be constructed of one hundred percent (100%) brick or stone on both the first and second floors. **THIS DOES NOT INCLUDE ANY CANTILEVER OR POP OUT AREAS; ANY AREAS WHERE THERE IS BRICK ON WOOD OR ON**

d. Foundation reveals of any of the homes along Evans Road or adjacent to the designated open space will not exceed twenty-four inches (24") from finished grade.

e. Perimeter fencing and entry design along Evans Road must be approved by the Stone Oak Architectural Review Committee prior to commencement of construction and must be constructed of limestone. Fencing along the open space must be of wrought iron with design to be approved by the Stone Oak Architectural Review Committee.

**DORMER ACCENTS OR RABLES AS INDICATED ON OWNERS PLANS.**

**⑨ UC  
gpc  
AMS  
JTD  
Jat**

f. All fees associated with this land use change, including reasonable attorney's fees, shall be at the expense of Owner and shall be paid to the Association at the time the Owner is notified of the approval of the land use change by the Committee.

All approvals for construction referenced herein are by the Stone Oak Architectural Review Committee.

WHEREAS, having made the foregoing determinations, upon motion duly made and seconded, the Committee unanimously approved such request; and

WHEREAS, all requirements for the modification and amendment of the Master Plan have been satisfied in accordance with the requirements of the Master Plan.

NOW, THEREFORE, for and in consideration of the premises and adoption of such premises, the land use designations for the Affected Property pursuant to the Master Plan shall be, and hereby are, changed from the existing land use designations set forth in the Existing Land Use Plan to the land use designations set forth in the Revised Land Use Plan and the Affected Property shall be allowed such uses as may be permitted therefore under the new land use designations set forth in the Revised Land Use Plan provided that said Affected Property shall be strictly subject to the development limitations set forth herein and to be contained in a Site Development Agreement to be recorded in Bexar County, Texas. The Revised Land Use Plan is hereby approved and adopted as to the Affected Property. The Revised Land Use Plan depicts all of the land use changes heretofore made of the various parcels of property subject to the Master Plan and as are set forth in the records of the Association. The Revised Land Use Plan shall replace the Existing Land Use Plan as to the Affected Property; provided, however, the official records of the Association shall be the final authority as to the then current land use plan for property covered by the Master Plan as land use changes occur from time to time between recordation of composite land use plans.

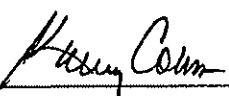
The adoption of the Revised Land Use Plan and the resulting change in land use designation affected hereby shall run with the Affected Property and shall be binding upon and inure to the benefit of the Affected Property, Owner and its successors and assigns, including without limitation, each future owner of the Affected Property or any portion thereof.

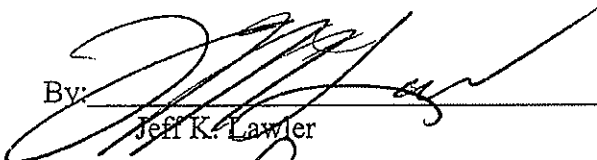
The adoption of the Revised Land Use Plan and the resulting change in land use designation set forth herein shall affect only the Affected Property, and does not change any land use designation for any property other than the Affected Property. Except as expressly amended hereby, the Master Plan, as heretofore amended, shall continue unchanged and in full force and effect, including without limitation the authority of the Committee to make further and additional changes to the land use plan set forth in the Master Plan, as amended hereby. After the execution hereof, the Master Plan shall consist of so much of the Master Plan as is not amended plus all amendments thereto.

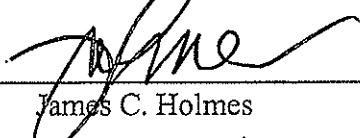
This First Amendment to the Second Amended and Restated Master Plan may be signed in multiple counterparts, each of which shall constitute an original hereof and all of which, taken together, shall constitute one and the same agreement.


EXECUTED as of the 15<sup>th</sup> day of NOVEMBER 2005, although not necessarily executed on such date.

THE STONE OAK PROJECT PLANNING COMMITTEE


By:   
Kelley Coker

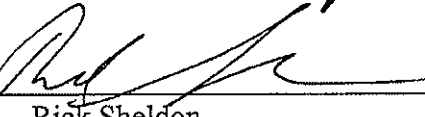
By:   
Jeff K. Lawler

By:   
James C. Holmes

By:   
Jeff Coupe

By:   
Andrew Schmeltkopf

By:   
H. J. Buckley

By:   
Rick Sheldon

AGREED TO, APPROVED AND ACCEPTED:

THE STONE OAK PROPERTY OWNERS ASSOCIATION, INC.,  
a Texas non-profit corporation

By: *H. J. Buckley*  
Name: *H. J. Buckley as*  
Title: *Agent for the Association*

STATE OF TEXAS §  
§  
COUNTY OF McLENNAN §

This instrument was acknowledged before me this *3<sup>rd</sup>* day of *November*, 2005,  
by Kelley Coker, as a member of the Stone Oak Project Planning Committee.



*Nancy L. Moore*  
Notary Public, State of Texas

STATE OF TEXAS §  
§  
COUNTY OF McLENNAN §

This instrument was acknowledged before me this *7<sup>th</sup>* day of *November*, 2005,  
by Jeff K. Lawler, as a member of the Stone Oak Project Planning Committee.



*Nancy L. Moore*  
Notary Public, State of Texas

STATE OF TEXAS       §  
                                  §  
COUNTY OF McLENNAN §

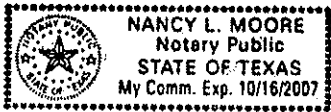
This instrument was acknowledged before me this 3<sup>rd</sup> day of November, 2005, by James C. Holmes, as a member of the Stone Oak Project Planning Committee.



Nancy L. Moore  
Notary Public, State of Texas

STATE OF TEXAS       §  
                                  §  
COUNTY OF McLENNAN §

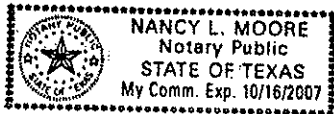
This instrument was acknowledged before me this 3<sup>rd</sup> day of November, 2005, by Jeff Coupe, as a member of the Stone Oak Project Planning Committee.



Nancy L. Moore  
Notary Public, State of Texas

STATE OF TEXAS       §  
                                  §  
COUNTY OF McLENNAN §

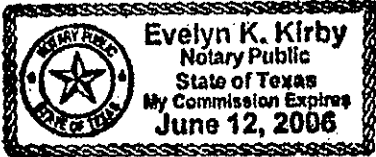
This instrument was acknowledged before me this 3<sup>rd</sup> day of November, 2005, by Andrew Schmeltkopf, as a member of the Stone Oak Project Planning Committee.



Nancy L. Moore  
Notary Public, State of Texas

STATE OF TEXAS       §  
                                  §  
COUNTY OF BEXAR     §

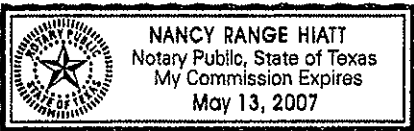
This instrument was acknowledged before me this 15th day of November, 2005, by H. J. Buckley, as a member of the Stone Oak Project Planning Committee.



Evelyn K. Kirby  
Notary Public, State of Texas

STATE OF TEXAS       §  
                                  §  
COUNTY OF Bexar     §

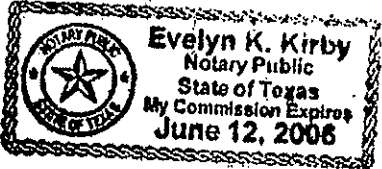
This instrument was acknowledged before me this 15th day of November, 2005, by Rick Sheldon, as a member of the Stone Oak Project Planning Committee.



Nancy Range Hiatt  
Notary Public, State of Texas

STATE OF TEXAS       §  
                                  §  
COUNTY OF Bexar     §

This instrument was acknowledged before me this 15th day of November, 2005, by H. J. Buckley, Manager of the Stone Oak Property Owners Association, Inc., a Texas non-profit corporation, on behalf of said corporation.



Evelyn K. Kirby  
Notary Public, State of Texas

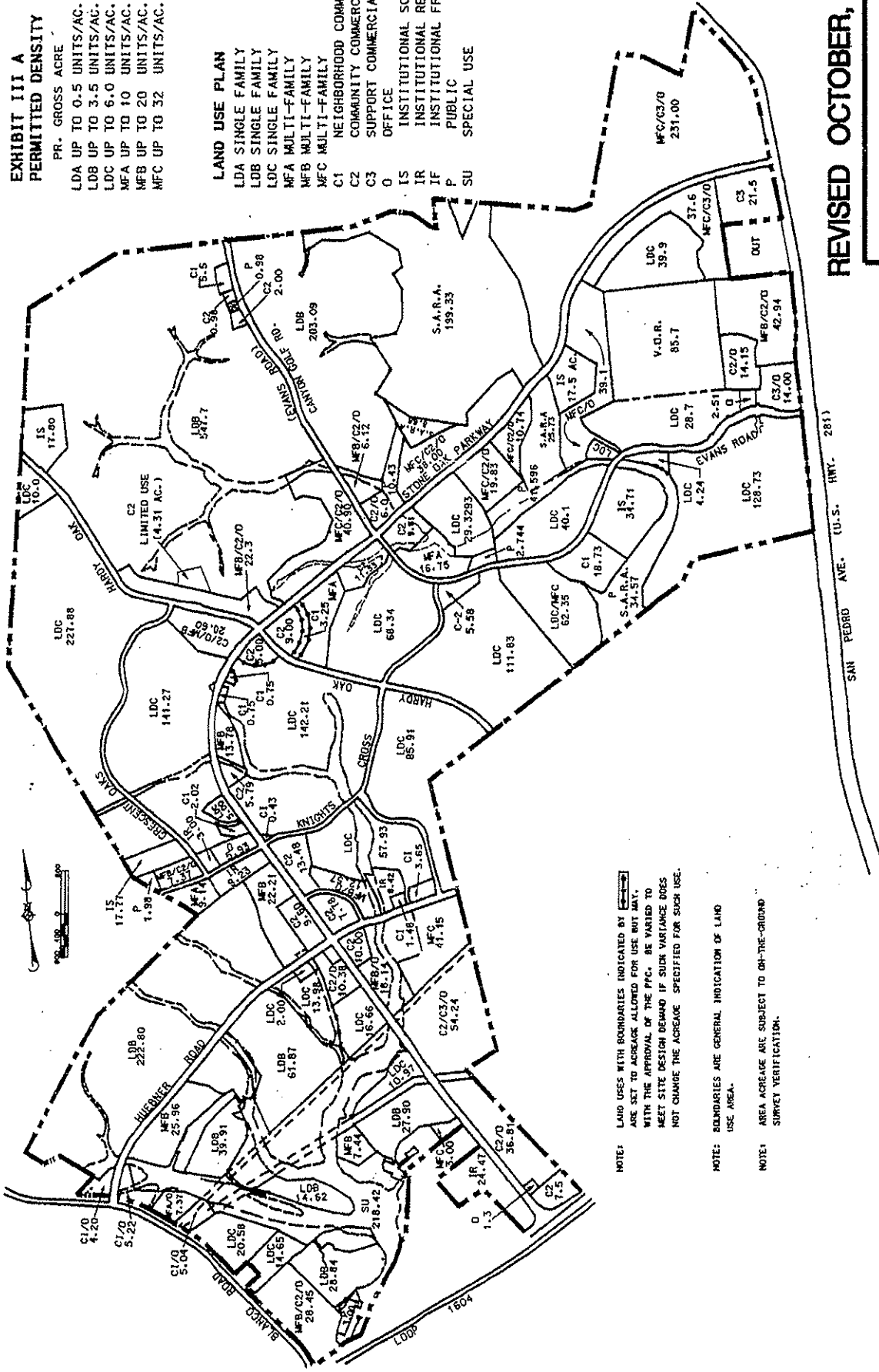
After Recording, Return To:  
**THURMAN & PHILLIPS, P.C.**  
8000 IH 10 West, Suite 1000  
San Antonio, Texas 78230  
Attn: **MICHAEL B. THURMAN**

**EXHIBIT III A  
PERMITTED DENSITY**

PR. GROSS ACRE  
LDA UP TO 0.5 UNITS/AC.  
LDB UP TO 3.5 UNITS/AC.  
LDC UP TO 6.0 UNITS/AC.  
MFA UP TO 10 UNITS/AC.  
MFB UP TO 20 UNITS/AC.  
MFC UP TO 32 UNITS/AC.

**LAND USE PLAN**

LDA SINGLE FAMILY  
LDB SINGLE FAMILY  
LDC SINGLE FAMILY  
MFA MULTI-FAMILY  
MFB MULTI-FAMILY  
MFC MULTI-FAMILY  
C1 NEIGHBORHOOD COMMERCIAL  
C2 COMMUNITY COMMERCIAL  
C3 SUPPORT COMMERCIAL  
O OFFICE  
IS INSTITUTIONAL SCHOOL  
IR INSTITUTIONAL RELIGIOUS  
IF INSTITUTIONAL FRATERNAL  
P PUBLIC  
SU SPECIAL USE



NOTE: LAND USES WITH BOUNDARIES INDICATED BY [Symbol] ARE SET TO ACREAGE ALLOWED FOR USE BUT MAY, WITH THE APPROVAL OF THE FPIC, BE VARIED TO MEET SITE DESIGN DEMAND IF SUCH VARIANCE DOES NOT CHANGE THE ACREAGE SPECIFIED FOR SUCH USE.

NOTE: BOUNDARIES ARE GENERAL INDICATION OF LAND USE AREA.

NOTE: AREA ACREAGE ARE SUBJECT TO ON-THE-GROUND SURVEY VERIFICATION.

**REVISED OCTOBER, 2005**

**STONE OAK  
LAND USE PLAN**

PREPARED BY: [Firm Name], INC. 1000 [Address], [City], [State], [Zip].  
DATE: [Date]

RECORDER'S MEMORANDUM  
AT THE TIME OF RECORDATION, THIS  
INSTRUMENT WAS FOUND TO BE INADEQUATE  
FOR THE BEST PHOTOGRAPHIC REPRODUCTION  
BECAUSE OF ILLEGIBILITY, CARBON OR  
PHOTO COPY DISCOLORED PAPER ETC.

Any provision herein which restricts the sale, or use of the described real  
property because of race is invalid and unenforceable under Federal law  
STATE OF TEXAS, COUNTY OF BEXAR

I hereby certify that this instrument was FILED in File Number Sequence on  
the date and at the time stamped hereon by me and was duly RECORDED  
in the Official Public Record of Real Property of Bexar County, Texas on:

NOV 28 2005

Doc# 20050276043 Fees: \$52.00  
11/28/2005 11:40AM # Pages 10  
Filed & Recorded in the Official Public  
Records of BEXAR COUNTY  
GERRY RICKHOFF COUNTY CLERK



*Gerry Rickhoff*  
COUNTY CLERK BEXAR COUNTY, TEXAS