

DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

This Declaration of Covenants, Conditions and Restrictions is made on the ____ day of _____, 20__, by Williamson County Park Foundation, Texas ("Declarant"), a Texas non-profit corporation.

RECITALS

WHEREAS, Declarant is the owner of all of that certain real property located in Williamson County, Texas, more particularly described in Exhibits A, B and C, attached hereto and incorporated herein (the "Property"); and

WHEREAS, the Property is a significant natural area that qualifies as a habitat for native wildlife, including certain species of endangered karst or cave invertebrates ("KI"), notably the Bone Cave Harvestman (*Texella reyesi*) and the Coffin Cave Mold Beetle (*Batrisodes texanus*); and

WHEREAS, the Declarant intends that the Property be considered a karst fauna area ("KFA") and that such KFA shall be a component part of the Williamson County Habitat Conservation Plan ("HCP") as approved through the United States Fish and Wildlife Service (the "Service") on the 21st day of October, 2008; and

WHEREAS, in conjunction with the HCP, Williamson County Conservation Foundation (the "Foundation") has adopted a Preserve, Maintenance and Monitoring Plan (the "Management Plan") which details all actions and activities required to be conducted on the Property to ensure that the KFA status of the KI's, as stated in the HCP, is perpetually maintained.

NOW THEREFORE, in accordance with both the doctrines of restrictive covenant and implied equitable servitude, the Declarant desires to restrict the Property according to these covenants, conditions and restrictions.

Article 1 Definitions

1.01 "Conservation Values" means the presence on the Property of KIs, and the natural, scenic, and open space characteristics of the Property.

1.02 "County" means Williamson County, Texas.

1.03 "Declaration" means this Agreement.

1.04 "ESA" means the Federal Endangered Species Act (16 U.S.C. §1531 et. seq.) and all regulations promulgated pursuant to the ESA.

1.05 "Foundation" means the Williamson County Conservation Foundation.

1.06 "KI's" shall mean the Bone Cave Harvestman and the Coffin Cave Mold Beetle.

1.07 "Management Plan" means the Preserve, Maintenance and Monitoring Plan for lands managed by the Williamson County Conservation Foundation under the Williamson County Regional Habitat Conservation Plan, said Plan being on file at the offices of the Williamson County Conservation Foundation.

1.08 "Property" means the real property in Williamson County, Texas, described in Exhibits A, B and C.

1.09 "Service" means the United States Fish and Wildlife.

1.10 "Third Party Beneficiaries" means TxDOT and the Service.

1.11 "TxDOT" means the Texas Department of Transportation.

Article 2 General Purpose

2.01 The general purposes of this Declaration include the following: to ensure that the Property will be managed for long-term conservation of and use by endangered KIs, including without limitation, management and related activities conducted on the Property by Declarant pursuant to the Management Plan; to ensure the Property will be retained forever predominantly in its natural, scenic, and open space condition; to protect native plants, animals, or plant communities on the Property; and to prevent any use of the Property that will impair or interfere with these Conservation Values or interests of the Property.

2.02 By this Declaration, Declarant agrees to restrict the use of the Property to only such activities as are consistent with this Declaration and the Management Plan. Declarant nor its assigns will perform, nor knowingly allow others to perform, any act on or affecting the Property that is inconsistent with the Declaration, the Management Plan or other relevant provisions of the ESA.

Article 3 Third Party Beneficiary Rights

3.01 This Declaration hereby creates rights of Third Party Beneficiaries, including TxDOT and the Service, to enforce by any proceeding at law or in equity, all of the restrictions, conditions, and reservations imposed by this Declaration. Failure to enforce any covenant or restriction shall not be deemed a waiver of the right of enforcement either with respect to the violation in question or any other violation.

3.02 To accomplish the purpose of this Declaration, the following rights are conveyed to the Third Party Beneficiaries:

3.02.1 The right to preserve and protect the KI's in accordance with the terms of this Declaration and the Management Plan.

3.02.2 The right to enter the Property at all reasonable times, with prior notice to the Foundation, for the purposes of: (a) inspecting the Property to determine if the Foundation and the County are complying with the covenants and purposes of the Declaration and the Management Plan; (b) enforcing the terms of this Declaration and the Management Plan; (c) taking any and all appropriate actions with respect to the Property, as may be necessary or appropriate, with or without order of the court, to remedy or abate violations hereof.

3.02.3 The right to prevent any activity on or use of the Property that is inconsistent with this Declaration or the Management Plan and to require restoration of such areas or features of the Property that may be damaged by any inconsistent activity or use.

3.03 The Declarant agrees that fee title to the Property will not be transferred without the prior written approval of TxDOT, which shall not be unreasonably withheld.

Article 4 Miscellaneous

4.01 Invalidity of any of these covenants or restrictions by judgment or court order shall in no way affect any other provision, and all other provisions shall remain in full force and effect.

4.02 These covenants, restrictions and conditions are for the purpose of protecting the value and desirability of the Property as a karst fauna area and a component part of the Williamson County Habitat Conservation Plan. Consequently, they shall run with the Property and shall be binding on all parties having any rights, title or interest in the Property in whole or in part, and their successors and assigns.

4.03 These covenants, conditions and restrictions of this Declaration shall be effective for a term of twenty (20) years from the date this Declaration is recorded, after which period these Declarations shall be automatically extended for successive periods of ten (10) years subject to termination by an instrument signed by all parties, including the Third Party Beneficiaries.

This Declaration is executed on this _____ day of _____, 20____.

WILLIAMSON COUNTY, TEXAS

By: _____

Its: _____

ACKNOWLEDGMENT

THE STATE OF TEXAS

'

'

COUNTY OF WILLIAMSON

'

This instrument was acknowledged before me on this the _____ day of the month of _____, 20__ by Dan A. Gattis Williamson County Judge, known to me to be the person whose name is subscribed to the foregoing instrument.

Notary Public, State of Texas

WILLIAMSON COUNTY PARK
FOUNDATION

By: _____

Its: _____

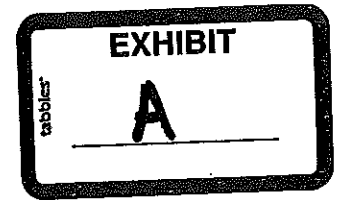
ACKNOWLEDGMENT

THE STATE OF TEXAS '
 '
COUNTY OF WILLIAMSON '

This instrument was acknowledged before me on this the _____ day of the month of _____, 20__ by _____, known to me to be the person whose name is subscribed to the foregoing instrument.

Notary Public, State of Texas

FOREST SURVEYING AND MAPPING CO.
1002 Ash St.
Georgetown, Tx. 78626



DESCRIPTION FOR JOHN GOURLEY ET. AL. – MADISON AT GEORGETOWN COTENANCY

BEING 20.76 acres in the L.S. Walters Survey, Abstract No. 653; in Williamson County, Texas; including part of the property called 424.43 acres that was conveyed by Ken Richmond to John D. Gourley, et. al., as described in Doc. 2006052470, Official Public Records of Williamson County, Texas (OPRWCT). A Cotenancy Agreement is of record as filed in Doc. 2010025541 (ORWCT). Survey note: The bearing basis for this description is the Texas Coordinate System of 1983, Grid North, Texas Central Zone. Line codes herein are in agreement with the drawing for a proposed survey that was prepared this date.

BEGINNING at an iron pin which was found at the intersection of the South line of Ronald Reagan Blvd. with the West line of the said 424.43 acre property, at the Southwest corner of a 17.72 acre property that was conveyed by John Gourley, et. al., to Williamson County (Doc. 2009083183). This corner exists in the East boundary of the property of Somerset Hills Ltd. (Lot 2, 189.153 ac. Doc. 2004098880). An iron pin which was found at the Southeast corner of an 11.33 acre Right-of-way strip which was conveyed by Somerset Hills Ltd. to Williamson County for Ronald Reagan Blvd. (Doc. 2010006962) stands (L46) N 20°43'41" W 23.21 feet.

THENCE with the South boundary of Ronald Reagan Blvd., (C6) 92.21 feet with the arc of the curve to the left having a radius of 3580.01 feet and a central angle of 01°28'33", the chord bears N 34°54'17"E 92.21 feet to an iron pin found; and N 34°12'51"E 188.41 feet to an iron pin which was set in June of 2012.

THENCE setting ½ inch capped iron pins as follows; S 78°26'45" E 199.03 feet; S 77°40'51" E 316.45 feet; S 69°14'38"E 214.30 feet; S 68°23'52" E 235.93 feet; S 27°20'53" E 238.35 feet; and (L70) S 26°29'36" E 122.68 feet.

THENCE with a boundary that has not been staked, as follows; S 33°10'27" W 371.50 feet to the beginning of a curve to the right (C21) having a radius of 343.20 feet and a central angle of 63°25'54", 379.95 feet with the arc of the curve, the chord bears S 61°08'55" W 360.84 feet to the beginning of a curve to the right (C20) having a radius of 302.85 feet and a central angle of 45°11'57", 238.91 feet with the arc of the curve, the chord bears N 71°49'46" W 232.77 feet to the beginning of a curve to the right (C19) having a radius of 301.24 feet and a central angle of 42°16'34", 222.27 feet with the arc of the curve, the chord bears N 63°02'32" W 217.26 feet.

THENCE (L69) S 69°46'32" W 60.47 feet to the West line of the said 424.43 acres.

THENCE with the West boundary of the said 424.43 acre tract, and the East line of the property of Somerset Hills, Ltd. (Lot 2 189.153 ac. Doc. 2004098880), along the West line of the L.S. Walters Survey and the East line of the F. Foy Survey, A-229, N 20°12'46"W 740.79 feet to the POINT OF BEGINNING.

STATE OF TEXAS :
: KNOW ALL MEN BY THESE PRESENTS;
COUNTY OF WILLIAMSON :

I, WM. F. FOREST, JR., do hereby certify that this description was prepared based on a survey of 374.43 acres that was made on the ground of the property legally described hereon, under my supervision in April of 2010. This description is true and correct to the best of my knowledge and belief and does not represent a survey that was made on the ground.

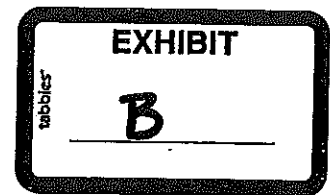
TO CERTIFY WHICH, WITNESS my hand and seal at Georgetown, Texas, this the 26th day of June of 2012, A.D.

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WM. F. FOREST JR.
REGISTERED PROFESSIONAL LAND SURVEYOR NO. 1847



FOREST SURVEYING AND MAPPING CO.
1002 Ash St.
Georgetown, Tx. 78626



DESCRIPTION FOR JOHN GOURLEY ET. AL. – MADISON AT GEORGETOWN COTENANCY

BEING 6.91 acres in the L.S. Walters Survey, Abstract No. 653; in Williamson County, Texas; including part of the property called 424.43 acres that was conveyed by Ken Richmond to John D. Gourley, et. al., as described in Doc. 2006052470, Official Public Records of Williamson County, Texas (OPRWCT). A Cotenancy Agreement is of record as filed in Doc. 2010025541 (ORWCT). Survey note: The bearing basis for this survey is the Texas Coordinate System of 1983, Grid North, Texas Central Zone. Line codes herein are in agreement with the survey drawing prepared this date.

COMMENCING (for a point of reference) at an iron pin which was found at the intersection of the South line of Ronald Reagan Blvd. with the West line of the said 424.43 acre property, at the Southwest corner of a 17.72 acre property that was conveyed by John Gourley, et. al., to Williamson County (Doc. 2009083183). This corner exists in the East boundary of the property of Somerset Hills Ltd. (Lot 2, 189.153 ac. Doc. 2004098880). An iron pin which was found at the Southeast corner of an 11.33 acre Right-of-way strip which was conveyed by Somerset Hills Ltd. to Williamson County for Ronald Reagan Blvd. (Doc. 2010006962) stands (L46) N 20°43'41" W 23.21 feet. This corner exists at the Northwest corner of a 20.76 acre parcel reserved for the Williamson County Karst Foundation Preserve.

THENCE along the West boundary of the said 424.43 acre property and the East line of the said Lot 2 of 189.153 acres, S 20°12'46" E 740.79 feet passing the Southwest corner of the said 20.76 acre karst preserve, continuing with the same line an additional 514.27 feet, in all 1255.06 feet to the Northwest corner of this parcel and to the TRUE POINT OF BEGINNING.

THENCE along an unmarked boundary with the boundary of a proposed subdivision of 196.50 acres, with the arc of a curve to the right (C18) having a radius of 349.08 feet and a central angle of 75°31'10", 460.11 feet with the arc of the curve, the chord bears S 79°46'10 E 427.52 feet to the end of the curve; continuing with the boundary of the subdivision, (L68) S 47°26'24" E 91.79 feet to the beginning of a curve to the right (C17) having a radius of 366.25 feet and a central angle of 68°20'37", 436.87 feet with the arc of the curve, the chord bears S 06°41'45" E 411.43 feet to the beginning of a curve to the right (C 16) having a radius of 369.97 feet, and a central angle of 19°41'05", 127.11 feet with the arc of the curve, the chord bears S 26°12'18" W 126.48 feet; (L 67) S 78°28'19" E 2.55 feet, and (L66) S 44° 36'43" W 74.32 feet to a mag nail which was set in a washer in a limestone rock; and S 19°12' 15" W 248.35 feet to a steel cotton spindle which was set in a limestone rock for the Southwest corner of this property.

THENCE with the West boundary of the said 424.43 acre tract, and the East line of the property of Somerset Hills, Ltd. (Lot 2 189.153 ac. Doc. 2004098880), along the West line of the L.S. Walters Survey and the East line of the F. Foy Survey, A-229, N 20°12'46"W 1010.29 feet to the POINT OF BEGINNING.

STATE OF TEXAS :
: KNOW ALL MEN BY THESE PRESENTS;
COUNTY OF WILLIAMSON :

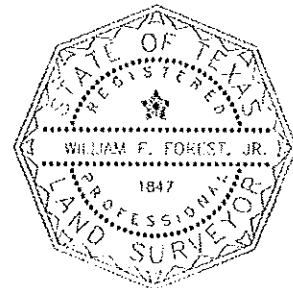
I, WM. F. FOREST, JR., do hereby certify that this description was prepared based on a survey of 374.43 acres that was made on the ground of the property legally described hereon, under my supervision in April of 2010. This description is true and correct to the best of my knowledge and belief and does not represent a

survey that was made on the ground.

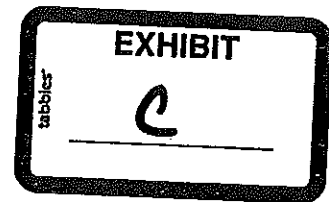
TO CERTIFY WHICH, WITNESS my hand and seal at Georgetown, Texas, this the 26th day of June of 2012, A.D.

File: Word: Madison Park south preserve.doc


WM. F. FOREST JR.
REGISTERED PROFESSIONAL LAND SURVEYOR NO. 1847



FOREST SURVEYING AND MAPPING CO.
1002 Ash St.
Georgetown, Tx. 78626



DESCRIPTION FOR SOMERSET HILLS LTD.

BEING 24.29 acres in Williamson County, Texas; including part of the property called 189.153 ac. according to the deed from Del Webb Texas L.P. to Somerset Hills, Ltd., of record in Doc. 2004098880, of the Official Public Records of Williamson County, Texas (OPRWCT). Survey note: The bearing basis for this description is the Texas Coordinate System of 1983, Grid North, Texas Central Zone. Line codes herein are in agreement with the drawing for a proposed survey that was prepared this date.

BEGINNING at an iron pin which was found at the Northeast corner of the said 189.153 ac. property of Somerset Hills, Ltd., at an offset in the South R.O.W. line of Ronald Reagan Blvd., and in the West line of the 424.43 acre property of J.D. Gourley, et. al. (Doc. 2006052470). This corner exists at the Southeast corner of a right-of-way parcel which was conveyed to Williamson County for Ronald Reagan Blvd. as described in Doc. 2010006962.

THENCE with the East boundary of the property of Somerset Hills Ltd. and the West boundary of the said property of J.D. Gourley, et. al., (L46) S 20°40'51" E 23.18 feet to an iron pin which was found at the Southwest corner of a right-of-way strip which was conveyed to Williamson County (17.72 Ac. Doc. 2009083183); and continuing with the West line of the said 424.43 acre Gourley parcel, S 20°12'46" E 2237.68 feet to an iron pin which is to be set. From this corner a steel cotton spindle which was set at a previous time stands (L48) S 20°12'46" E 27.67 feet.

THENCE with the South boundary of this parcel as proposed to be surveyed, S 67°13'31" W 95.24 feet to an iron pin to be set.

THENCE with the East boundary of a proposed roadway, with a boundary that is to be staked at a later time, as follows; (C14) 83.58 feet with the arc of a curve to the left having a radius of 395 feet and a central angle of 12°07'27", the chord bears N 63°04'06" W 83.43 feet to the end of the curve; N 69°07'50" W 198.60 feet to the beginning of a curve to the right (C15) having a radius of 325.0 feet and a central angle of 50°02'09", 283.82 feet with the arc of the curve, the chord bears N 44°06'45" W 274.89 feet to the end of the curve; N 19°05'41" W 269.40 feet to the beginning of a curve to the left (C16) having a radius of 655 feet and a central angle of 39°07'05"; continuing with the arc of the curve 447.19 feet, the chord bears N 38°39'13" W 438.56 feet to the end of the curve; N 58°12'46" W 105.76 feet to the beginning of a curve (C17) to the right having a radius of 345.0 feet and a central angle of 36°54'38"; 222.25 feet with the arc of the curve, the chord bears N 39°45'27" W 218.43 feet to the end of the curve; N 21°18'08" W 184.64 feet to the beginning of a curve (C18) to the left having a radius of 335.0 feet and a central angle of 18°59'26", the chord bears N 30°47'51" W 110.53 feet to the end of the curve; and N 40°17'34" W 146.76 feet to the South line of Ronald Reagan Blvd. (right-of-way deed Doc. 2010006962).

THENCE with the South boundary of Ronald Reagan Blvd., (C12) 816.02 feet with the arc of the curve to the left having a radius of 3110.0 feet and a central angle of 15°02'01", the chord bears N 41°31'03" E 813.68 feet to an iron pin found; and (L47) N 33°16'24" E 52.13 feet to the POINT OF BEGINNING.

STATE OF TEXAS :
: KNOW ALL MEN BY THESE PRESENTS;
COUNTY OF WILLIAMSON :

I, WM. F. FOREST, JR., do hereby certify that this description was prepared based on a survey of 374.43 acres that was made on the ground of the property legally described hereon, under my supervision in April of 2010. This description is true and correct to the best of my knowledge and belief and does not represent a survey that was made on the ground.

TO CERTIFY WHICH, WITNESS my hand and seal at Georgetown, Texas,
this the 26th day of November of 2012, A.D. File: Word: Somerset Hills Preserve.doc


WM. F. FOREST JR.
REGISTERED PROFESSIONAL LAND SURVEYOR NO. 1847

