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Prepared by / Upon recording,
please return to:

Wayne S. Hyatt
Hyatt & Stubblefield, P.C.
1200 Peachtree Center, South Tower
225 Peachtree Street, N.E.
Atlanta, GA 30303

Cross-Reference to:

Community Charter at Instrument No. 2006063505

STATE OF TEXAS

COUNTY OF FORT BEND

**SECOND AMENDMENT TO THE COMMUNITY CHARTER
FOR
TELFAIR**

This Amendment to the Community Charter for Telfair ("**Amendment**") is made this 18th day of December, 2007, by NNP-Telfair, L.P., a Texas limited partnership, (the "**Founder**").

Background Statement

The Founder is the developer of the planned community located in the City of Sugar Land, Fort Bend County, Texas, known as Telfair. The Founder executed and filed that Community Charter for Telfair, which was recorded on May 31, 2006 as Instrument No. 2006063505 in the County Clerk Official Records of Fort Bend County, Texas (as it may be amended and supplemented, the "**Charter**").

Article 5 of the Charter establishes architectural controls and review procedures applicable to the property submitted to the Charter. Section 5.3 of the Charter authorizes the Founder to adopt and record design standards and architectural and aesthetic guidelines ("**Design Guidelines**") to provide guidance to property owners and builders regarding matters of particular concern to the reviewer in considering applications for architectural approval. Pursuant to the authority set forth in Article 5 of the Charter, the Founder has adopted the additional Design Guidelines attached as Exhibit "A" to apply to designated portions of the Community, as specified therein.

Pursuant to Section 20.2(a) of the Charter, the Founder reserved the right to amend the Charter unilaterally for any purpose during the Development and Sale Period, as defined in the Charter. The Development and Sale Period has not yet expired and the Founder desires to amend the Charter to supplement the initial Design Guidelines set forth on Exhibit "F" thereof with the additional Design Guidelines attached as Exhibit "A" to this Amendment.

NOW, THEREFORE, the Founder hereby amends the Charter as follows:

1.

Exhibit "F" is amended by adding to the end of that exhibit the additional Design Guidelines attached as Exhibit "A" to this Amendment.

IN WITNESS WHEREOF, the Founder has executed this Amendment on the 18th day of December, 2007.

FOUNDER: NNP-TELFAIR, L.P., a Texas limited partnership

BY: NNP-TV Communities, LP, a Texas limited partnership, its general partner


BY: NNP-TV Management, LLC, a Delaware limited liability company, its general partner

By: *ET Stone, Jr.*
Name: E. Travis Stone, Jr.
Its: Vice President

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared E. Travis Stone, Jr., personally known to me to be the person whose name is subscribed to the foregoing instrument, and known to me to be the Vice President of NNP-TV Management, LLC, a Delaware limited liability company, General Partner of NNP-TV Communities, LP, a Texas limited partnership, General Partner of NNP-TELFAIR, L.P., a Texas limited partnership, and acknowledged to me that he executed the same for the purpose and consideration therein expressed on behalf of said company and said limited partnerships.

GIVEN under my hand and seal of office this 18 day of December, 2007.

[Notarial Seal] 

Carolyn Davis
Notary Public
My commission expires: 2-22-2009

EXHIBIT "A"

Additional Design Guidelines

[see attached]

1. Applicability. Unless otherwise specified, the following additional Design Guidelines shall apply to all sections of Telfair except Sections 1-7, 11 & 12, as such sections are designated on the recorded plats of the Community:

2. Minimum Landscape Requirements

Standard:

A. All yards shall be landscaped with a minimum combination trees, shrubs, ground covers, and turf.

B. Including street trees, a minimum number of trees should be planted in the yard of each lot. Front yard trees and corner side yard trees are to be container grown or machine dug. They are to have a minimum three to four inch (3-4") caliper, measured twelve inches (12") from the base. Street trees, where required, are to be 30 gallon, two inch (2") caliper or multi-trunk ornamental trees planted five feet (5') from the back of sidewalk.

C. Solid St. Augustine sodding is required in Sections 1-7, 11 & 12 on all portions of the lot within public view. This includes the street side of a corner lot and the rear portion of Landscape Reserve lots with metal fences. Sections developed after the 9 listed above will be required to be planted with Bermuda grass.

D. Lawns may be "overseeded" with rye grass (maintained to 2 ½" in height). Wood fenced rear yards may be sprigged. Rear yards visible to the public must be solid sodded.

E. Neither gravel or rock is permitted for ground cover.

F. Flowering shrubs such as azaleas are part of the theme of Telfair. Approximately 25% of the shrubs will be flowering. A minimum of five (5) azaleas are required in all front yards and an additional five (5) are to be planted in rear yards visible to public view. Refer to landscaping charts for front yard and rear yard with public views.

2.1 Street Right of Way

Standard:

A. The street ROW that extends into the front yard of each individual lot and the side yard of corner lots will be landscaped by the builder and maintained by the homeowner.

B. Builders will place a percentage of the required front yard landscaping in the street ROW. This should be done in association with walkways, steps, landings, and terraces described in Section 3.

2.2 Front Yard

Intent: Front Yard Landscaping should be done in such a manner to provide a colorful and complementary foreground for the residence.

Standard:

A. Avoid placing large trees and plants in front of significant architectural features.

B. Use front yard landscape to screen driveways and large blank facades of residences.

C. Of the shrub quantities shown, a minimum amount should be placed in the front twenty feet (20') of the lot as streetscape enhancements. Refer to chart for front yard landscaping

D. Reference Section 9 for a list of approved plant material. The Builder is not limited to the plant material on the list provided, but all other plant material must have the approval from the Founder.

Nominal Section Design		Front Yard Landscaping					
Front Lot Widths Classified by Section		Trees		Shrubs*			% In Front 20'
		3"-4" Caliper Shade Trees	2" Caliper or 30 gal. Multi-Trunk Ornamental Trees	15 Gal	5 Gal	1 Gal	
	< 60'	1	2	3	31	50	15%
	1'-60'	2	2	3	31	50	15%
	61'-88'	2	2	4	56	75	20%
	89'-up	3	3	5	69	100	25%

* A minimum of 5 Azaleas are required

2.3 Rear Yard

Standard:

A. Builders are required to provide landscape planting in all rear yards with public views, that back onto any major road, or are adjacent to the Landscape Reserve.

B. Lots with metal fencing and visible rear yards will have higher minimum standards for planting.

C. All lots are required a minimum of one (1) shade tree (30 gal. minimum or 2 - 15 gallon) in rear yards. If the lots are backing collector roads, they require a minimum of one shade tree (3"-4" caliper). The requirement for a minimum of one tree in all rear yards does not apply to Sections 1-7, 11 & 12.

D. Reference Section 9 for a list of approved plant material. The Builder is not limited to the plant material

Front Lot Widths		Rear Yard With Public Views					All Lots Backing or Siding Roads
		Trees		Shrubs*			3"-4" Caliper Shade Tree
		3"-4" Caliper Shade Trees	2" Caliper Ornamental Trees	15 Gal	5 Gal	1 Gal	
	1'-60'	1	2	2	19	38	1
	61'-88'	2	2	2	25	44	1
	89'-up	2	2	3	38	63	1
Solid Sod Rear Yard Required for Lots w/ Metal Fences							

* A minimum of 5 Azaleas are required

on the list provided, but all other plant material must have the approval from the Founder.

2.4 Side Yard - Corner Lot

Standard:

A. Corner lots that do not have easements are required to use plant material to soften long walls or fences.

B. Fences should be set back twelve feet (12') minimum from the sidewalk to allow for landscaping.

C. Corner lot fences, that are adjacent to side streets and over thirty feet (30') in length, should have a planting buffer between the fence and sidewalk to soften the appearance.

D. A thirty five foot (35') by thirty five foot (35') sight distance triangle is required. Plantings can not violate this requirement.

E. Positioning of the planting materials should not impede pedestrian access on the public sidewalk.

Side Yard Landscaping On Corner Lots

Side Yard Landscaping On Corner Lots Between Fence and Sidewalk						
Front Lot Widths		Trees		Shrubs**		
		3"-4" Caliper Shade Trees	2" Caliper Ornamental Trees	15 Gal	5 Gal	1 Gal
	1'-60'	1	3	2	12	20
	61'-88'	1	3	3	18	30
	89'-up	1	3	3	18	40

* If required

** A minimum of 3 Azaleas are required

*** 3. Walkways**

Intent: Walkways from the street to the residence are important in creating an enriched neighborhood feeling and providing a good first impression upon entering the residence.

Standard:

A. Builders should provide walks from the street rather than connections to the driveway. This minimizes the importance of the driveway as a pedestrian route to the house.



3. Walkways

B. Straight walks to the house are strongly discouraged. A slight curve in the walk softens the landscape.

C. Plain concrete walks are acceptable but the builder is strongly encouraged to enhance the walkway by employing various brooming or scoring techniques, brick pavers or other materials that are compatible with the building architecture and are approved by the Founder for exterior paving applications.

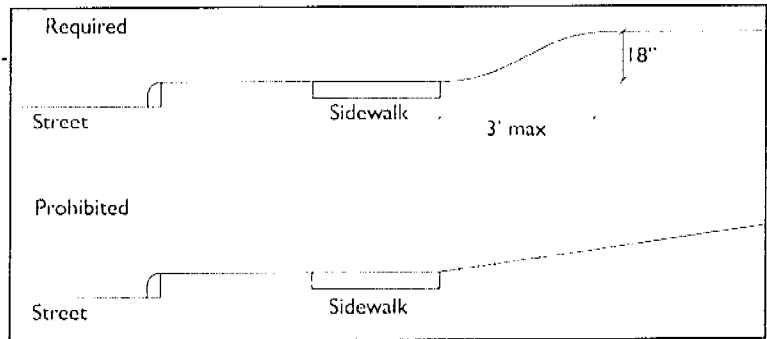


3. Walkways

* Refer to the STND section for changes to the criteria.

* 4. Walls and Terraces

Intent: In keeping with the theme of creating a traditional neighborhood feeling, many of the lots are raised with front yard terraces. The manner in which the transition is handled will be very important in determining the feeling of the neighborhood. These lots are referred to as Step-up lots. Please see the exhibits on the following pages for various examples by lot size. Any lot that cannot accommodate the typical retaining wall width must be submitted for approval.



4. Step Up Lots

Standard:

A. Step-up lots should mitigate grade changes through the use of steps and retaining walls. The steps and/or walls (2' maximum height) should be constructed of brick or stone and compliment the architecture of the house. The Builder is required to submit plans for Founder approval.

B. All terraces will be approximately eighteen inches (18") in height.

D. Walls are encouraged on Step-Up lots but should meet municipal code for distance behind the sidewalk. A maximum two foot (2') distance behind the sidewalk will be used if there is no code governing this setback.

E. Plant materials will be used to enrich the area around the steps and retaining walls. Low growing ground covers, vines, shrubs and ornamental trees may be used, but should not hide the structure.



4. Walls

5. Planting Beds - Edging

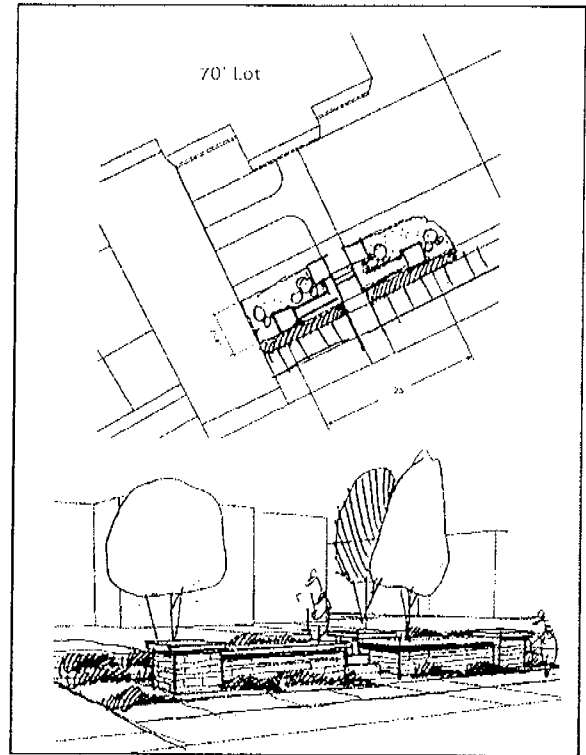
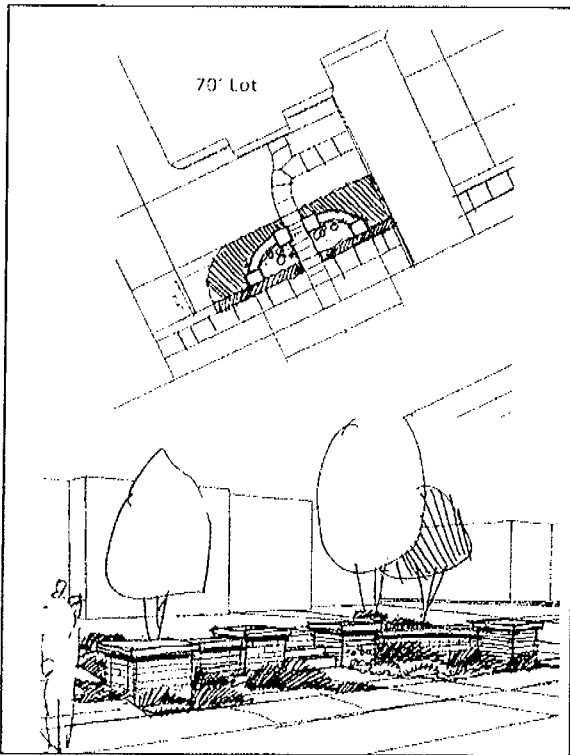
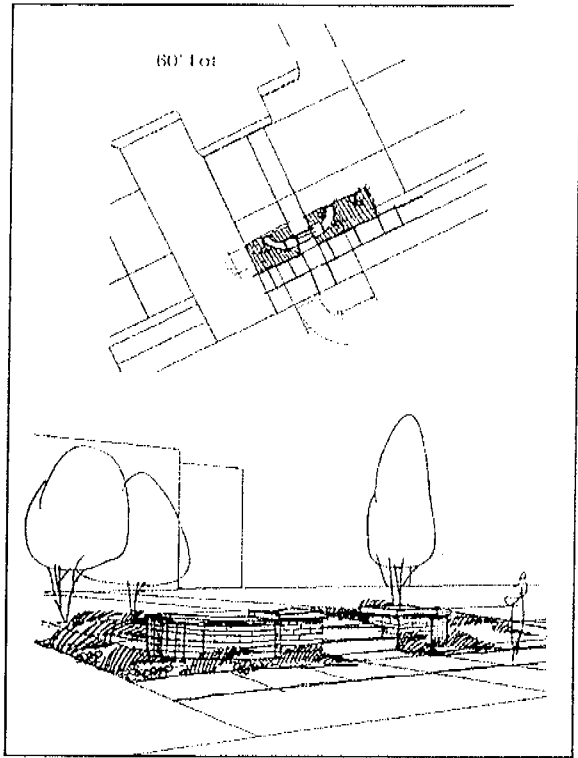
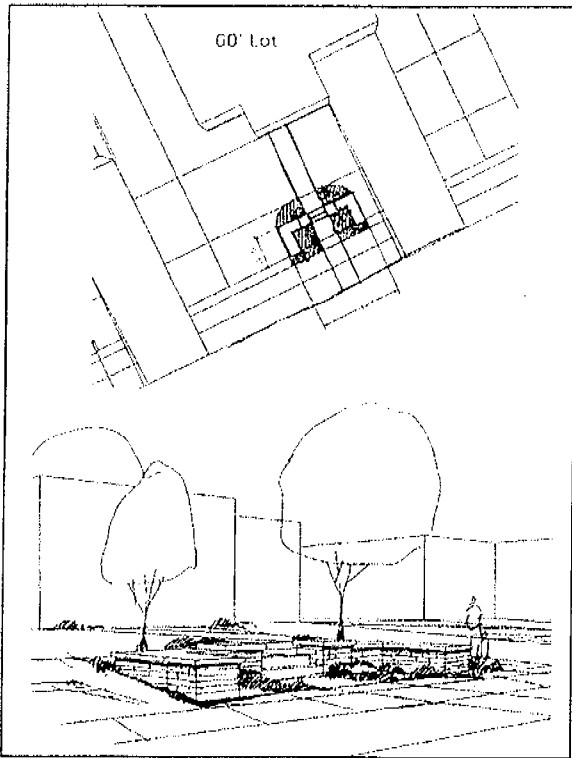
Standard:

A. Plant bed edging is not required. In cases where edging is used, it should compliment the architecture of the house.

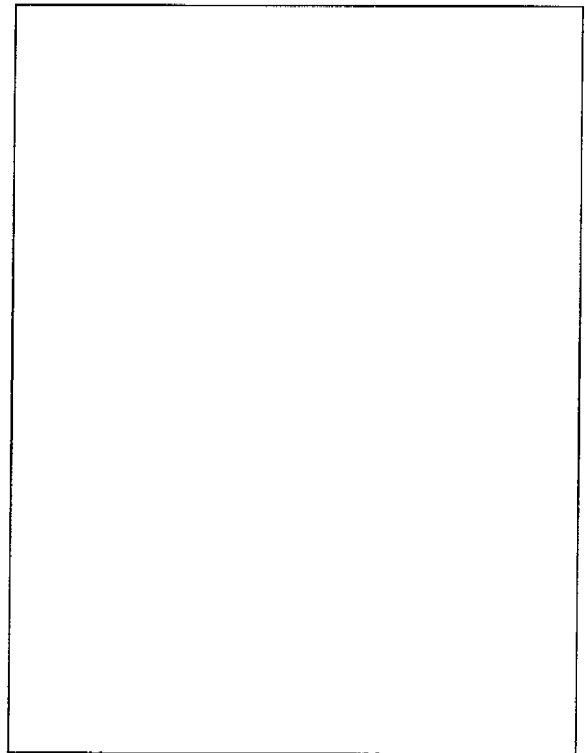
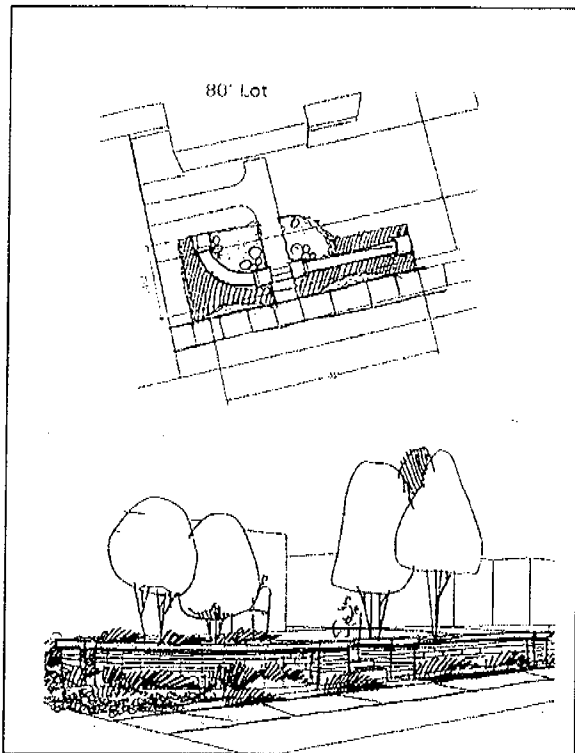
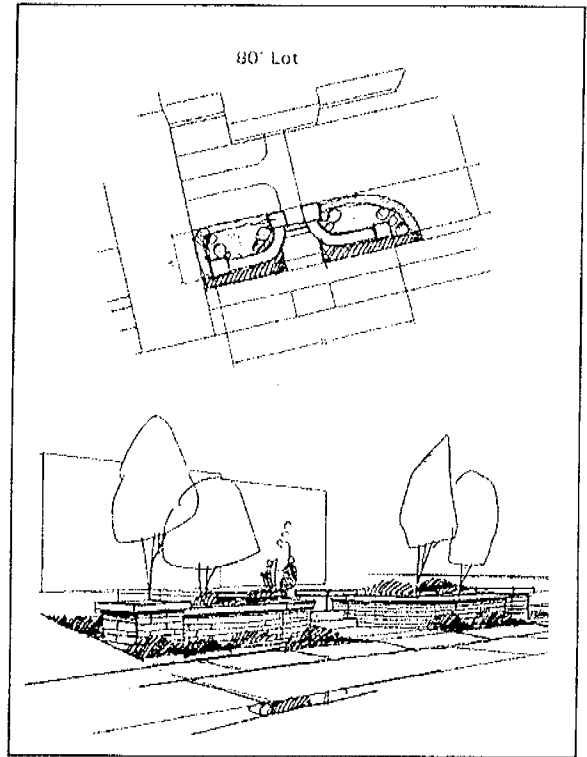
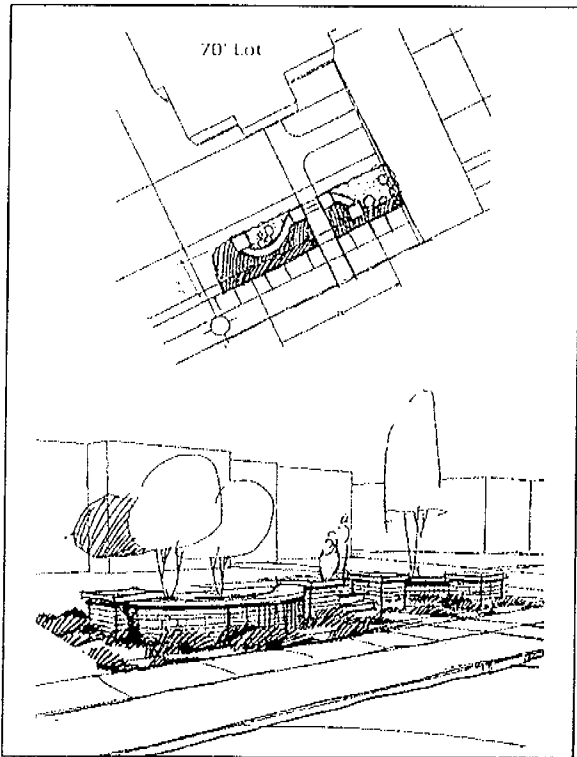
B. Materials that are prone to rot, rust, split, or crack are discouraged.

C. Black plastic, railroad ties, landscape timbers are prohibited.

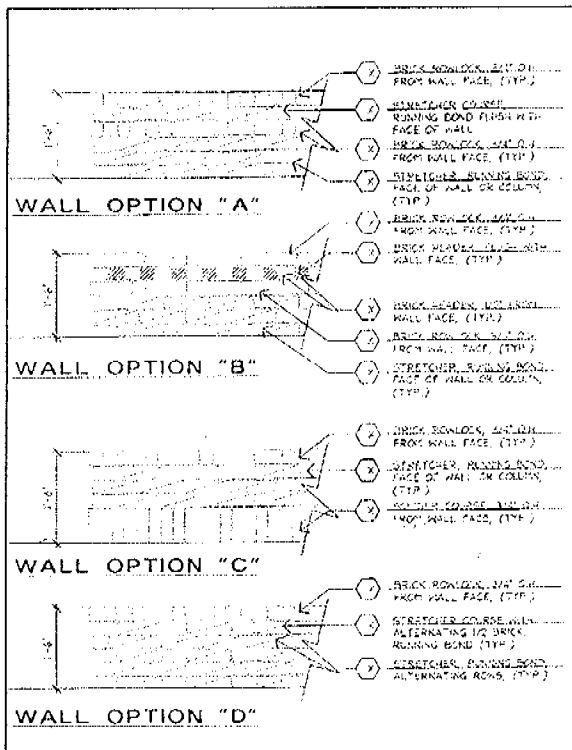
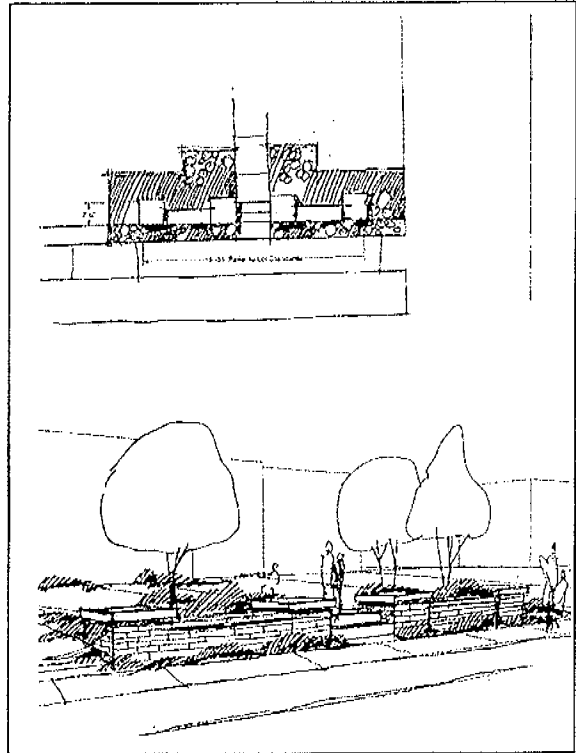
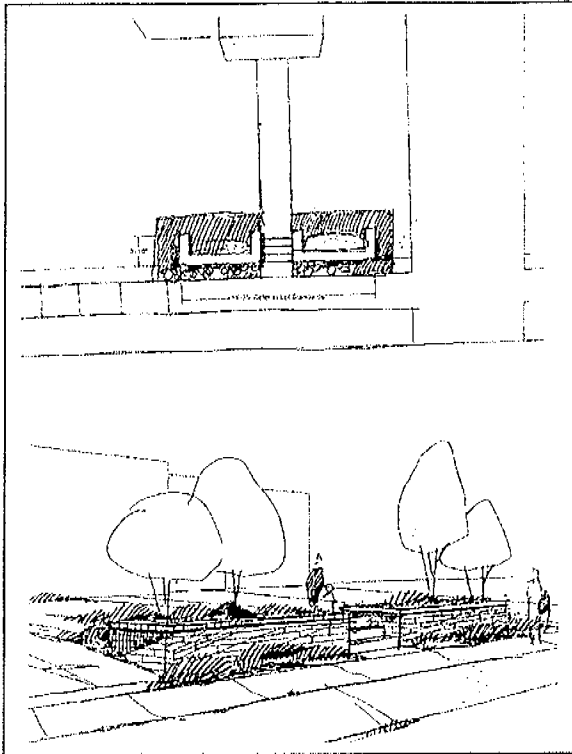
* Refer to the STND section for changes to the criteria.



4. Step Up Lot Diagrams



4. Step Up Lot Diagrams



4. Step Up Lot Diagrams

6. Irrigation

Standard:

- A. Sprinkler heads should be located to effectively and evenly water intended areas with 100% coverage while minimizing overthrow onto pavement or adjacent property.
- B. The use of irrigation controllers that are water management system related (i.e. connected to a weather station or satellite for operational data) are strongly encouraged.
- C. Homeowners should be instructed in the operation of the system so as to not over or under water the landscaping.
- D. All irrigation systems shall be designed and installed by a licensed irrigator in the state of Texas and be equipped with a backflow prevention device as mandated by appropriate local code.

7. Grading

Standard:

- A. Berms should be graded in gentle, undulating naturalistic forms, and not in straight or steep slopes.
- B. Provisions should be made for drainage around or through berms as required.
- C. The maximum berm height from top of adjacent curb should be forty eight inches (48").
- D. Swales are to be graded shallow and wide to slow runoff. Avoid steep cuts for a natural look.
- E. Steep slopes of 2.5:1 or greater should be broken with retaining walls or steps. Terracing of lawns is encouraged, especially in front yards. All retaining walls will be submitted to and approved by the Founder prior to construction.

8. Rain Gutter Drains

Standard:

- A. Although gutters are not required, roof design or the use of diverters should be utilized to keep dripping water off patios, balconies, stairs, doorways, etc.
- B. Positive drainage away from the house should be provided for all types of water runoff.
- C. Down spouts on the front façade are to be located to provide a clean, unobtrusive appearance.
- D. Down spouts should be terminated by either buried grates, flush with the ground or splash blocks. Down spouts drained into the yard should utilize "bubblers" placed no closer than ten feet (10') away from the house foundation.

9. Plant Material

Standard:

- A. The following is a list of plant material considered to be appropriate for Telfair. Other plant material may be used if approved by the Founder, but priority should be given to plants from this palette.

B. The Builder is encouraged to use a blend of the suggested plant material throughout the community (The Founder may require submission of a front yard tree planting plan).

C. Arborvitae, Italian cypress, junipers (other than ground cover varieties), yucca, cactus, and bamboo are not in character with the suggested plant palette and may be cause for rejection of plans.

Plant List

Shade Trees

Bald Cypress – *Taxodium distichum*
Burr oak – *Quercus macrocarpa*
Cedar Elm – *Ulmus crassifolia*
Drake Elm – *Ulmus parvifolia sempervirens*
Live Oak – *Quercus virginiana*
Shumard Oak – *Quercus shumardii*
Magnolia – *Magnolia sp.*
Monterrey Oak – *Quercus polymorpha*
Pecan – *Carya illinoensis*
Sweetgum – *Liquidambar styraciflua*
Water Oak – *Quercus nigra*

Ornamental Trees

American Holly – *Ilex opaca*
Bradford Pear – *Pyrus calleryana 'Bradford'*
Crape Myrtle – *Lagerstroemia indica*
Redbud – *Cercis canadensis*
Yaupon Holly – *Ilex vomitoria*
Evergreen Chinese Elm – *Ulmus Parvifolia*

Shrubs

Azalea	36" o.c.
Abelia	40" o.c.
Banks Rose	Specimen
Cleyera	30" o.c.
Dwarf Crape Myrtle	24" o.c.
Dwarf Wax Myrtle	36" o.c.
Dwarf Pittosporum	24" o.c.
Dwarf Pyracantha	24" o.c.
Fatsia	24" o.c.
Floribunda Rose	Specimen
Fountain Grass	
Indian Hawthorne	30" o.c.
Italian Jasmine	60" o.c.
Muhly Grass	
Nandina	30" o.c.
Oleander	60" o.c.
Pampas Grass	60" o.c.
Pineapple Guava	Specimen
Pittosporum	42" o.c.

Poosum Haw	Specimen
Texas Silverleaf Sage	24" o.c.
Variegated Pittosporum	36" o.c.
Ground Cover & Vines	
Ajuga	6" o.c.
Algerian Ivy	12" o.c.
Boston Fern	12" o.c.
Carolina Jasmine	12" o.c.
Chinese Star Jessamine	12" o.c.
Chinese Wisteria	Specimen
Climbing Fig	12" o.c.
English Ivy	12" o.c.
Holly Fern	12 - 18" o.c.
Honeysuckle	18" o.c.
Japanese Star Jasmine	12" o.c.
Lamb's Ear	12" o.c.
Liriope	12" o.c.
Monkey Grass	12" o.c.
New Gold Lantana	18 - 24" o.c.
Trumpet Creeper	Specimen
Wood Fern	12" o.c.
Annuals & Bulbs	
Spring & Summer	
Amaryllis	
Begonias	
Daylily	
Dusty Miller	
Impatiens	
Lily of the Nile	
Marigolds	
Periwinkle (Vinca)	
Petunias	
Portulaca	
Rain Lily	
Salvia	
Verbena	
Fall & Winter	
Chrysanthemum	
Daffodil	
Pansies	
Tulip	

RETURNED AT COUNTER TO:

Courthouse Specialists
9800 North West Freeway, Suite 400
Houston, TX 77023

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OFFICIAL PUBLIC RECORDS

Dianne Wilson

2007 Dec 21 03:04 PM

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Dianne Wilson COUNTY CLERK

FT BEND COUNTY TEXAS