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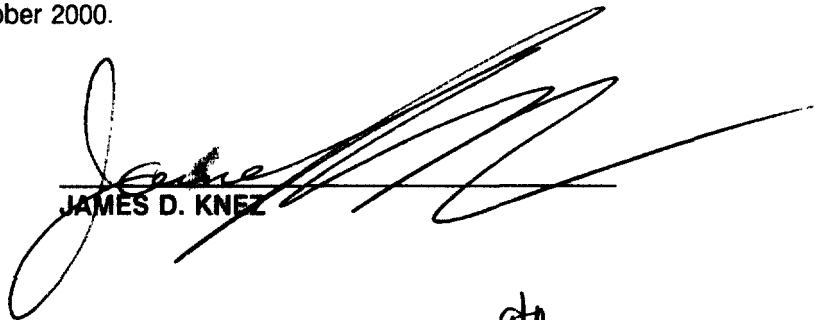
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AFFIDAVIT OF OWNERSHIP

BEFORE ME, the undersigned authority, on this day, personally appeared JAMES D. KNEZ, known to me to be the person herein described as Affiant, and on his oath did depose and say:

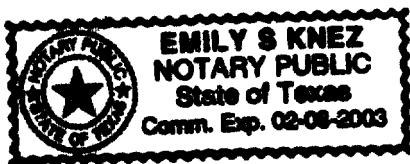
1. "My name is JAMES D. KNEZ. I am an attorney licensed to practice law in the State of Texas and represent WALDEN ON LAKE CONROE COMMUNITY IMPROVEMENT ASSOCIATION, INC., a Texas non-profit corporation ("the "Association"). I am competent to make this Affidavit, am over twenty-one (21) years of age, and have personal knowledge of the facts stated herein
2. "On behalf of the Association, I am filing true and correct copies of the following documents:
 - a. Walden On Lake Conroe Design Guidelines;
 - b. the Board Policy Manual; and
 - c. the By-Laws of the Association (1994 Revised).
3. "The Association has adopted and employs the above described documents as dedicatory instruments as that term is defined in Chapter 202 of the Texas Property Code
4. "In addition to the individual deed restriction recorded in the Montgomery County Clerk's Office, the above described documents also govern the maintenance and operation of all sections of the subdivision known as Walden on Lake.
5. "These documents as recorded pursuant to Section 202.006 of the Texas Property Code and are intended to affect the real property to which the dedicatory instruments relate.
6. "Affiant says nothing further."

EXECUTED THIS 9th day of October 2000.



 JAMES D. KNEZ

ACKNOWLEDGED, SWORN TO, and SUBSCRIBED BEFORE ME, this 9th day of October 2000 by JAMES D. KNEZ for the purposes herein expressed.





 Notary Public - State of Texas

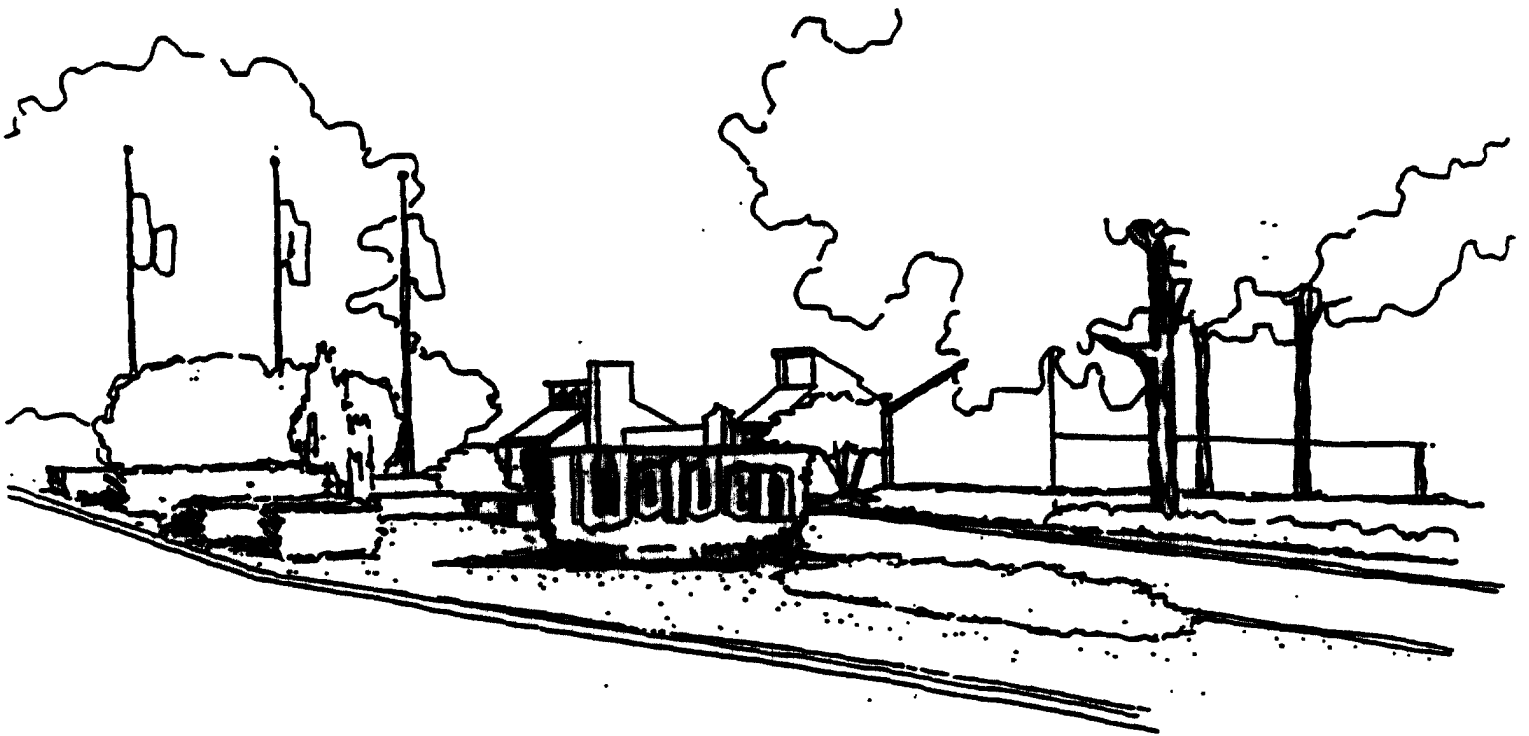
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***Walden
On Lake Conroe
Design
Guidelines***

Revised June 30, 1992

**Walden on Lake Conroe
Community Improvement Association
13301 Walden Road
Montgomery, Texas 77356
(409) 582-1622**

785-00-0851



The Entrance to Walden

These guidelines are for the exclusive use of the Walden on Lake Conroe Community Improvement Association and property owners for use within the community of Walden on Lake Conroe, Montgomery, Texas.

Walden
On Lake Conroe
Design
Guidelines



COMMUNITY IMPROVEMENT ASSOCIATION

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How To Use This Guideline

In Walden on Lake Conroe, property owners who want to make improvements to the exterior of their residence or to their property are required to first obtain the approval of the Architectural Control Committee (ACC). This Design Review Guidelines Manual will help in planning and making any such improvements.

To know everything there is to know about the design review process, as applicable to any improvements, additions and/or alterations, read this entire booklet, including the Appendices.

To know why Walden on Lake Conroe has design guidelines and how the process works, read the Introduction and the Appendices.

To know how to prepare and submit an application to the ACC for a change to your property, read the following:

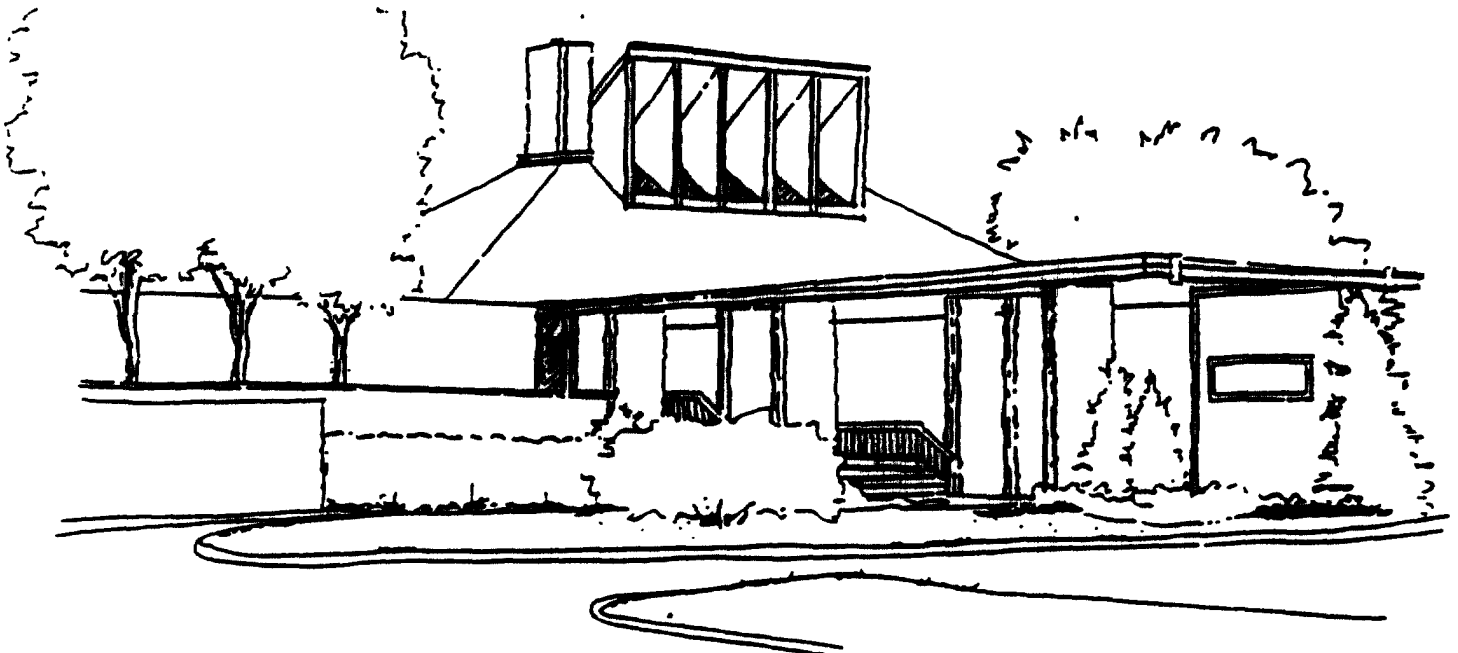
Design Review - the Purpose, Objectives and Design Criteria that relate to the overall Community;

Design Review Guidelines - the Introduction and the subsection that relates to the specific improvement you want to make; and

Appendix - the ACC Approval Process and Application Procedures.

If your application concerns townhouse or condominium, commercial/institutional or public use property, read the applicable section.

If your application is for initial construction, read this section and refer to Appendix A-3, Initial Construction Submission Checklist.



Walden Yacht Club

Introduction

Walden on Lake Conroe

A typical planned community may have 200-500 units, all one style of architecture and usually only one type of housing or use. Walden on Lake Conroe is planned for 5,239 dwellings. Virtually all of the properties have been sold and over 1,500 dwelling units exist today. There are single family detached houses, patio homes, townhouses and condominiums, and a variety of commercial and institutional buildings, including the Walden Yacht Club, Racquet Club and Golf Clubhouse.

Walden on Lake Conroe is located on a peninsula in Lake Conroe, Montgomery County, Texas. The Lake, together with a 536 slip marina, an 18 hole golf course, and 16 court tennis facility, provide the major recreational amenities around which this primarily, second-home community was developed.

Walden is over fifteen years old and as it continues to grow changes are continuing to occur. Year round residency is increasing, as is the average size of the residential dwellings. Additions and alterations to existing older residences are also increasing in number; and replacement (residing, reroofing, painting, etc.) is increasingly required.

Through the administration of the Deed Restrictions and Covenants, the Walden Community Improvement Association (WCIA) and the Architectural Control Committee (ACC) guide the Community's development. The image, quality of life and the highly desirable overall character of Walden are, in part, the result of this process. Maintaining these values is important to all Walden residents. The Deed Restrictions and Covenants are more important than ever to the

future of the Community as Walden continues to grow and age. As Walden grows older, the Community will mature gracefully and maintain the standards initially set out if the Covenants are understood and adhered to by all property owners.

785-00-0858

Walden on Lake Conroe Design Guidelines

Deed Restrictions

Walden on Lake Conroe is a planned community. Walden residents live together under the terms of an agreement that is spelled out in the applicable Deed Restrictions which are recorded in Montgomery County. These Restrictive Covenants are legally incorporated into the deed of each individual property and run with the land.

The Deed Restrictions or Use Covenants are intended to protect the integrity of the entire Community by establishing a uniform plan for the development, improvement and sale of properties; and to insure the preservation of the image and character (the "look" and "feel") of Walden for the benefit of both the present and future owners.

How things look does matter. Appearances are a form of courtesy. Article III of each Section's Restrictions specifically addresses this concept of protecting the "look" of Walden, and maintaining its value as residential property. Use Restrictions (as Article III is entitled), have a direct impact on the quality of everyday life in the Community. Use Restrictions remain an integral part of the overall plan, section and more specifically each individual property.

They are carefully thought out regulations that contribute to the ambiance of Walden by governing how each property is to be utilized and maintained.

The Community Improvement Association (WCIA)

The Walden on Lake Conroe Community Improvement Association (WCIA), a non-profit corporation, was formed for the following purposes:

- To provide for the preservation and maintenance of the properties subject to the Deed Restrictions, Covenants and other conditions applicable to the various Sections of Walden on Lake Conroe;
- To promote the health, safety, welfare, civic pride and aesthetic values of the residents within the Community; and
- To exercise all of the powers and privileges, and to perform all of the duties and obligations of the Walden Community Improvement Association (WCIA), as set forth in the Declaration of Restrictions for each of the Sections of Walden on Lake Conroe.

The Association (WCIA) may make whatever rules or by-laws it may choose to govern the organization, provided that they are not in conflict with the provisions of the Deed Restrictions.

Every property owner of any of the properties within Walden, shall be a member of the Walden on Lake Conroe Community Improvement Association. Ownership shall be the sole qualification for membership. Each lot in Walden is subject to an annual maintenance charge and assessment, for the purpose of creating the "maintenance fund." The WCIA uses the proceeds of the maintenance fund for the use and benefit of all residents of the Community. The uses and benefits include the following: the maintenance and operation of the swimming pools, tennis courts, boat ramps, right-of-ways,

casements, esplanades, parks and other public areas; the payment of all expenses incurred in connection with the enforcement of all charges and assessments, covenants, restrictions, and conditions affecting the properties; and all reasonable and necessary expenses in connection with doing anything desirable or necessary to keep the properties neat and in good order and which is considered of general benefit to the members.

Architectural Control Committee (ACC)

Designation

The By-laws of the Community Improvement Association empower the Association to designate an Architectural Control Committee (ACC). The ACC shall have no fewer than three (3) members appointed by the Board of Trustees of the Association.

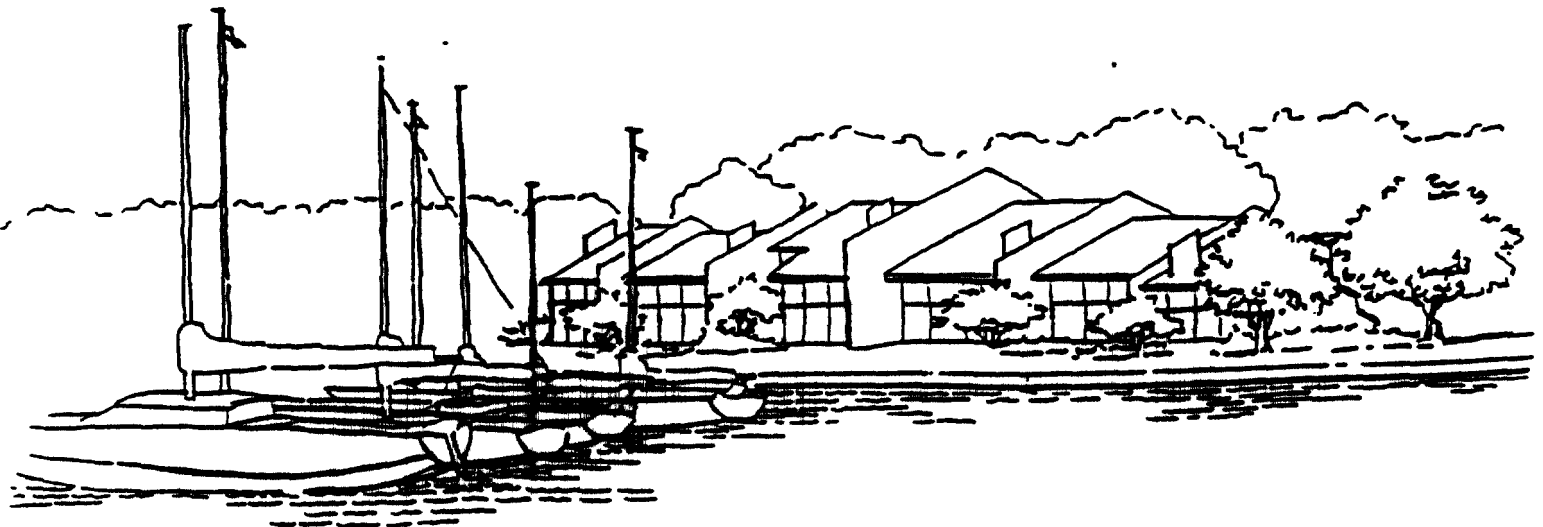
Members have a term of three (3) years. In addition, the Board has the exclusive right and power, at any time, to create and fill vacancies on the Committee.

Function

While the Deed Restrictions give the WCIA the responsibility for administering the Covenants, the power to make decisions involving the "Design Covenants" (design review and approval) is given solely to the Architectural Control Committee (ACC).

No improvement, as defined in any of the Declarations which affect each Section of Walden, shall be commenced, erected, placed, maintained or permitted to remain on any portion of any property, or to existing improvements, until plans and specifications, in such form and detail as the ACC may deem necessary, are submitted and approved in writing by the ACC. The decision of the ACC shall be final and binding upon the applicant.

The ACC has the power to employ professional consultants to assist in discharging its duties and has the right to charge a reasonable fee to defray the cost of review.



Townhouses on the Marina

Rules and Regulations (Design Covenants)

The Architectural Control Committee (ACC) may establish such rules and regulations as it, in its sole discretion, deems proper to govern the submission and review of initial construction, or improvements such as additions and/or alterations. These rules and regulations constitute the "Design Covenants" that are applicable to the Community. These Design Covenants may be amended at any time as the ACC sees fit.

The Design Covenants are available to all property owners upon request. The Design Review Guidelines manual represents the ACC's Design Covenants which become the basis for submission and review. A copy of this document is available to all property owners upon request.

Enforcement

The Community Improvement Association is authorized to enforce compliance with the Deed Restrictions and the decisions of the ACC, through any appropriate legal and equitable proceedings on behalf of and in the name of the Association. In other words, the WCIA, not the ACC, is responsible for enforcing the Design Covenants, including the decisions of the ACC.

To facilitate enforcement, the WCIA employs a *Deeds Restrictions Officer* whose duties include, but are not limited to, verifying the conformity of all construction with the plans and specifications approved by the ACC, as well as the general review of all Sections of Walden on Lake Conroe for compliance with the respective Restrictions and Covenants.

Enforcement of Walden's Deed Restrictions and Covenants, including the Design Covenants, enhances and protects the value, desirability and attractiveness of all property at Walden.

Successful administration of the Design Covenants requires striking a balance between the special design quality of Walden and a concerted effort not to over-regulate. This requires property owners to play an active role in the process. In return for compliance each property owner has the right to expect every other property owner to abide by the Covenants and the decisions of the ACC. Together the Architectural Control Committee, the Community Improvement Association and the individual property owners help create and maintain the value of all property in the Community.

785-00-0862

Walden on Lake Conroe Design Guidelines

Design Review

Purpose

One of the reasons Walden on Lake Conroe is a special place is that all property is subject to the Deed Restrictions, which include the Design Covenants. The intent is to:

- Preserve the overall image and character of Walden on Lake Conroe, especially the preservation of views of the lake and the golf course, and the related open space and woodlands;
- Maintain the overall quality of life, including the aesthetic standards that have been established, the design integrity that has been achieved, and the overall high quality of architecture;
- Encourage environmental sensitivity toward the waterfront and the protection of woodlands, open space and other natural areas;
- Uphold and enhance property values; and
- Prevent the deterioration of those qualities that have been established over time.

These objectives are accomplished primarily through the Architectural Control Committee (ACC) and the design review process, as defined in the Deed Restrictions and in the By-Laws of the Walden Community Improvement Association (WCIA) as and applied to all property.

The Design Review Guidelines manual is intended to provide the information needed to work within this process. Specifically, in order to make any improvement to the external appearance of your property, you must first obtain the approval of the ACC. The Design Review Guidelines outline the why, who, and what involved in obtaining this approval.

Objectives

Specific objectives of the Design Review Guidelines are to preserve and maintain those "special" characteristics of Walden on Lake Conroe that existed when the Community was first planned and have been enhanced through its development. Paramount among these are the following:

- Preservation and enhancement of the views and vistas, especially those of the waterfront, the golf course and related open space and woodlands;
- Maintenance of the integrity and character of development on the waterfront and golf course; in particular, the consistent design treatment of the water's edge and the open character of properties on the golf course;
- Preservation of the woodlands the overall existing natural environment of the Community; and
- Preservation of the look and feel of the "custom" or individual design characteristics of the single-family home areas and the specific avoidance of obvious duplication of exterior elevation plan designs.

Walden was planned and developed around Lake Conroe and the recreational amenities of the marina, the golf course and tennis facility. The interior of the community is, for the most part, wooded. These are the essential elements that create the image and character of Walden; and they must not only be protected but also enhanced. As Walden continues to develop, it is essential that future development maintain a respect for and compatibility with that which exists, both in character and in the high quality of design.

Future development must provide continued sight lines and views of the water and the

golf course. Existing interior woodlands should be conserved to the greatest extent possible; and, where required to be removed for construction, replacement trees should be provided. Supplemental planting is also encouraged around existing native tree stands.

Design Criteria

In addition to the reservations, restrictions, covenants and conditions contained in the Deed Restrictions and Use Covenants, the ACC also applies certain design criteria in making its decisions. Along with the Purpose and Objectives, these Criteria underlie interpretation of the design guidelines.

The Design Criteria are summarized below:

Contextual Harmony - pertains to the characteristics of existing residences, buildings/structures, the lots and/or the overall community.

What may be acceptable design in one instance may not be in another. For example, a request affecting a detached single family dwelling surrounded by heavy woods will be viewed differently by the ACC from one concerning a townhouse where there is a need for more conformity to adjacent property and cluster standards.

To be in harmony in its contextual relationship, a design must be compatible with its surroundings.

Compatibility - is defined as an agreeable relationship in and in some instances actual continuity of, architectural style, mass, proportions, rhythm, scale, and the similar, but not duplicate, use of materials, color, and design details.

Mass - refers to the size and form of the building components; the perceived bulk and aggregation;

Proportion - is the relationship of height to width, voids to solids, and of the parts to the whole;

Rhythm - refers to the regular occurrence of elements such as doors, windows, and trim details;

Scale - is the relative size of the structure; its height, width, and bulk in relationship to its immediate and adjacent surroundings;

Materials and Color - including roofing, siding, doors, windows, trim and all other architectural details must relate within the project; they must also relate to adjacent development and be in context within the overall community.

Location and Impact on Adjacent Properties - the proposed improvement should relate favorably to the site design, architectural design and landscaping, and the overall character of the adjacent properties.

The primary concerns are preservation of access, sunlight, ventilation, view, and drainage, as well as minimizing impact on the privacy and use of property.

Workmanship - the quality of work should be equal or better than that originally used in the project and/or adjacent properties. If past practices are longer acceptable industry or code practices, current and better practices must be followed.

Timing - All applications must include estimated completion dates. If considered unreasonable, the ACC may not approve the request.

Safety - Although safety is an important consideration, this is not the responsibility of the ACC or the WCIA. Safety, however, can and should be taken into account within acceptable design practices.



Homes on the Golf Course

785-00-0866

Walden on Lake Conroe Design Guidelines

Design Guidelines

Introduction

The design guidelines presented on the following pages address site, architectural and landscape design guidelines that apply to a broad range of exterior improvements that a property owner may wish to undertake; including major new construction, additions, renovations, modifications and numerous both site and architectural improvements.

The great variety of differing contextual relationships makes it impossible to address each specific design condition; however, these guidelines define the primary factors to be considered when considering improvements. (Also see Design Criteria, p. 5.)

Where applicable the guidelines include "General Considerations" for the initial planning and design of the improvement(s). These are followed by specific guidelines and specifications which describe acceptable, and sometimes unacceptable, design solutions to assist in the design of your improvement. In many cases the guidelines are very clear as to not only intent but also what is an appropriate improvement; however, these guidelines should not restrict the development of a well thought out alternative solution, nor are they intended to be all inclusive.

The Design Review Guidelines apply in general to all of Walden, and specifically to Residential and Patio Home Lots. Sections specific to multi-family (Townhouse and Condominium), Commercial and Institutional development are also included. (See Special Considerations for Townhouses and Condominiums, p. 43; and Commercial/Institutional Design Guidelines, p. 46.) There is also a section specific to Initial Construction, p. 49.

These Guidelines also describe the submission requirements to be complied with when making application to the ACC. Application procedures are described under Architectural

Control Committee Application Procedures, Appendix A-2, p. 56; also see the Initial Construction Submission Checklist, Appendix A-3, p. 58.

General Considerations

Where applicable the guidelines are presented under the headings of Site Design, Architectural Design and Landscape Design Guidelines. Although most improvements are architectural or building related, some are primarily site and/or landscape improvements. Furthermore, many architectural improvements also involve both site and landscape improvements as well.

The general considerations contained in the Design Review Guidelines are those described in the Purpose and Objectives, p. 4; and Design Criteria, p. 5, sections of this manual. The Guidelines seek to protect the existing character and image of the Community. Major considerations are concerned with such things as consistency, compatibility and harmony.

General Considerations for Site, Architectural and Landscape Design Guidelines follow:

Site Design Guidelines

Walden on Lake Conroe is a planned community. The overall plan for Walden, together with the Deed Restrictions and Restrictive Use Covenants has resulted in a high quality living environment, both functionally and aesthetically. The design of each section and each lot is and should continue to be distinctive, yet cohesive in character with that of other properties in order to create and maintain the overall unified character of the Community.

The overall identity of Walden on Lake Conroe is that of a wooded waterfront community; one of both natural and man-made amenity. This is achieved through well planned and organized site design and the quality of architectural and landscape design.

The site design includes sound site planning and engineering relationships between streets, buildings/structures, open space and utilities; also incorporating screening and buffers. Of particular significance to the maintenance and enhancement of this character is the preservation of the views to the water and the wooded interior lots, while at the same time maintaining the privacy that exists between residences.

Architectural Design Guidelines

Walden on Lake Conroe presents the image and character of a distinctive community of richly differentiated and high quality architecture. Single family residences, and patio homes, townhouses and condominiums, as well as commercial and institutional architecture, all express the overall goals, reinforce the design intent, and reflect the high level of quality of the Community.

Landscape Design Guidelines

As with site design and architecture, the landscape design of Walden on Lake Conroe is integral to the overall character of the Community. Landscape design must not only be consistent with the overall character, including preservation of the natural environment, but must also act as an extension of this theme. Similar, if not identical, paving and plant materials are used throughout; and, although the landscape design may vary from property to property, maintaining the existing unified high quality visual environment is paramount.

Additions

General Considerations

Additions should be planned and designed with the same care and consideration as initial construction.

All ordinances, codes, restrictive covenants and guidelines set forth for initial construction shall apply to additions.

The design of an addition must be compatible in character, scale, massing, materials and color with the original residence: (see Design Criteria, p. 5).

Additions often will have an impact on adjacent properties and plans must minimize any adverse impact. Applicants are encouraged to consult with adjacent property owners.

Concept drawings or preliminary plans may be submitted for an informal review and comments by the ACC before final plans are completed.

Specific Guidelines

Site Design Guidelines

The location of a major addition should not have an adverse impact on adjacent properties through either the elimination of privacy or the removal of existing views.

Additions should be located to minimize the removal of trees and the destruction of natural areas.

Changes in grade or drainage must not adversely affect adjacent properties.

Architectural Design Guidelines

The design must be compatible in architectural style, scale, massing, materials and color with the existing dwelling.

The new roof pitch should, if possible, match that of the existing roof.

New windows and doors should match, and be located to relate well to those of the existing dwelling.

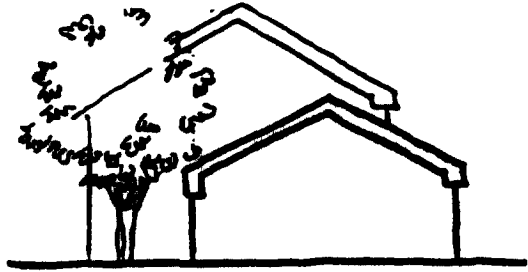
Landscape Design Guidelines

The ACC may require supplemental landscape treatment to compensate for the removal of vegetation, or to visually soften the addition.

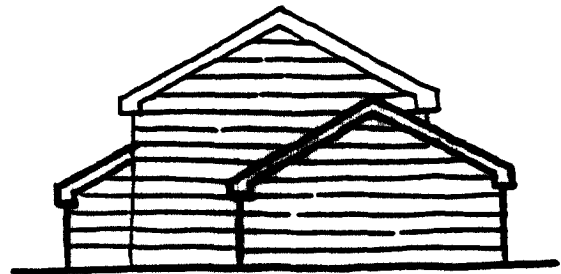
Application Requirements

The submission requirements for Additions are the same as those for Initial Construction, (see Initial Construction Submission Checklist, Appendix A-3, p. 58); and should include:

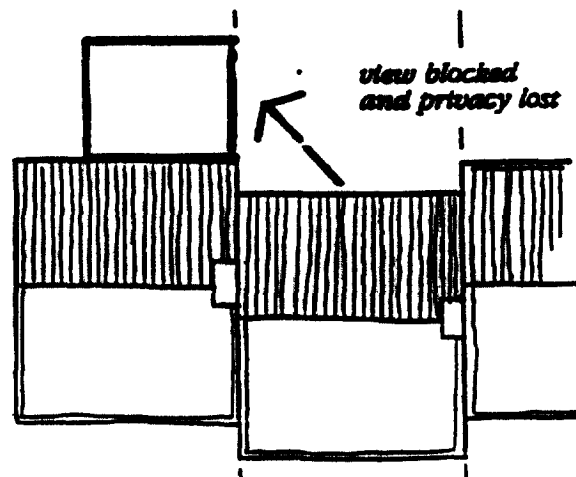
- A site plan (plat, site plan or reasonable facsimile) showing the location of the proposed addition or alteration, the existing residence and any accessory building/structures, property lines, easements, building lines, etc.;
- Detailed construction drawings to scale, including drawings showing the affected elevations with the proposed changes;
- Drawings or photographs showing the existing conditions before the proposed changes;
- Samples of materials and colors;
- Catalogue clippings or manufacturer's "cut sheets" of outdoor light fixtures and other "off-the-shelf" items; and
- A landscape plan, as applicable and/or required.
- The submission of perspective drawings (sketches) and/or models is recommended for complex projects.



Addition Preserves/Maintains Trees



Addition Roof Slope and Materials Match Existing Dwelling



Addition Considers Impact on Adjacent Properties

Exterior (Architectural) Elements

General Considerations

Residences must retain the overall appearance of quality.

There should be no substantial difference between front, sides and rear elevations in that residences are often seen from all sides. This is especially important on waterfront and golf course properties.

All architectural elements, including building accessories, must be designed as part of the total design of the residence whether or not they are standard or optional items.

Materials, color and detailing should relate well to the existing building architecture and design.

Detailing should be thorough, consistent and sensitive throughout.

Walls (Residing)

The exterior walls of all residences are preferred to be primarily of masonry construction and, in all cases, shall be no less than 25% masonry, unless approved in writing by the ACC. (Stucco is considered masonry.)

Masonry is preferred on the front wall of all residences.

Masonry is also recommended on the sides of residences facing the water or the golf course.

Brick is the preferred building material. Sympathetic uses of stone, tile and stucco are encouraged.

The type and color of brick should be compatible and in harmony with that of the adjacent residences.

All wood siding shall be a No. 1 tongue and groove material; cypress is preferred.

All wood siding is required to be painted/stained; clear preservatives are not permitted.

(See Painting/Staining p. 11.)

Any accessory building/structure, including exposed foundation walls, etc., must be finished in a manner compatible with the finished walls of the residence and the overall design and character of the building.

Additions and/or alterations should incorporate the same (brick, wood, or other) siding material as in the original construction; and, if not available, a substitute that best matches the original material, should be submitted for ACC approval.

All additions and/or alterations and/or replacements shall incorporate materials of equal or better quality than the original/existing materials.

Application Requirements

A catalogue clipping, "cut sheet" or sample of the proposed siding material, including color; and

The construction and trim details to be used at the corners, windows, doors, and soffits.

Roofing/Reroofing

Applicable roofing materials include slate, tile, metal, built-up roofing, and composition shingles of a type, weight, quality and color approved by the ACC.

Composition roofing materials are recommended to be 320 lbs. per square and shall be a minimum of 280 lbs. Shingles should have a minimum manufacturer's warranty of 30 years.

Wood shingles, including cedar shakes, are not permitted due to their lack of fire retardant qualities.

Shingle colors shall be "Weathered Wood" or similar in color as may be approved by the ACC. Colors should be consistent throughout the Community. Though the ACC does not make recommendations of any specific manufacturer, approved shingles include:

- Elk Prestige I, Weathered Wood Grey
- GAF Timberline, Weather Wood Blend
- Gen Star Architect 80, Driftwood
- Owens Corning Oakridge, Weathered Wood

Roofing material colors should be compatible between residences of like style and in harmony with adjacent residences.

Replacement roofs are encouraged to use the same roofing material and color as the original roof.

Partial reroofing will not be allowed.

Additions and/or alterations must incorporate the same roofing material and color as the original roof and, if not available, submit a sample of the desired substitute for ACC approval.

Roof vents, vent stacks, roof valleys, flashing and other roof items must be painted to match the color of the roofing material. Galvanized metal must be primed before painting.

Application Requirements

A catalogue clipping, manufacturer's "cut sheet" and/or sample shingle or other roofing material;

A sample of the predominant color and/or a photograph showing the true colors of the residence.

Painting/Staining (Color Changes)

In order to maintain the natural character of the Community, paint/stain colors are recommended to be kept to the very low chroma range (muted tones).

Selected paint colors must be harmonious with the colors of other materials used on the residence, i.e., siding, roofing, etc.

Paint/stain colors must also be harmonious with the colors used on adjacent residences and throughout the Community.

Painting/staining color guidelines apply not only to the walls/siding of the residence, but also to all painted surfaces including, but not limited to, doors, windows, shutters, trim, etc.

Painted concrete sidewalks, stoops, steps and patios are not permitted.

Application Requirements

No application/request for approval is required to re-use existing approved paint/stain colors or, if within a townhouse or condominium project, the approved cluster association palette.

For desired color changes, submit:

- Sample color chips of the proposed new colors and of the existing paint/stain colors to be retained;
- A description of what is to be painted; and
- A color photograph showing the existing colors of the residence, eg. brick, roofing, etc..

Entries, Doors and Windows

Entries, doors and windows should be conceived as reinforcing the design, character and quality of the residence.

Within a townhouse or condominium cluster, replacement doors/windows must be in accordance with the approved cluster association specifications. (See Special Considerations for Townhouses and Condominiums, p. 43.)

Door/Window Additions/Replacements

New or replacement doors/windows should match the design and color of the original existing doors and windows.

If all doors and/or windows are to be replaced, they should be harmonious with the architectural design and character of the residence.

The location of new doors and windows must be in harmony with the composition of the existing residence.

Trim detailing should be consistent.

Colors should be consistent or be compatible with the colors of the original/existing doors and windows.

Replacement glass should match the existing or original glass.

Storm/Screen Doors and Windows

Storm/screen doors and windows should not distract from or alter the appearance of the residence.

Storm/screen doors should have straight-lined framing and be without ornamentation.

The storm/screen door can be the standard "off-the-shelf" black, white or dark brown color; and/or may be painted to match the color of the door it fronts or the color of the surrounding trim.

Sliding storm or screen doors should match the size of the existing glass panels; and the frames should be the same width, color and thickness as the existing sliders.

Storm windows must have frames that:

- Have the same general configuration and are coincident with the existing window frames;
- Have a similar color value as the existing window frames, i.e., not contrasting.

- Scallops, ornamental grillwork, or decorative hinges will generally not be approved.

Application Requirements

A catalogue clipping or manufacturer's "cut sheet" and description of the proposed door/window, and the existing doors and windows;

A description of the color of the existing and proposed door/window frames; and

A diagram showing the location of the windows in relation to any existing windows or doors (for additions only).

Building Accessories**Antenna/Satellite Dishes**

See Utilities (Mechanical Equipment), p. 36.

Attic Ventilators

All roof ventilation other than ridge ventilation, shall be located to the rear of the ridge line and/or gable and shall not extend above the highest point of the roof structure, so as not to be visible from the street.

On waterfront and/or golf course lots the location of ventilators and other major roof penetrations are encouraged to be located on side-sloping roofs so as not to be visible from the water and golf course, whenever possible.

Ventilators should be no higher than ten inches (10") above the surface of the roof.

All roof ventilators and other accessories must be painted with a flat paint to match the color of the roofing material, (see Roofing, p. 10).

Wall units may also be approved provided that they are located on side walls, do not extend excessively beyond the wall, and are painted to match the color of the material on which they are mounted.

Chimneys/Metal Flues

All chimneys shall be of a masonry construction to match the residence.

A replacement chimney should match the design and material of existing chimney(s).

Wooden enclosures of flues are discouraged.

Spark arrestors and other metal extensions must be unadorned and non-ornamental. They should be flat black or painted to match the other roof accessories and the roof.

Metal roof top flues should extend no higher than the minimum required by the building code.

Flues should be black or painted the roof color.

Gutters and Downspouts

All residences are recommended to have gutters and downspouts.

Gutters/downspouts should be located and installed to prevent water runoff from adversely affecting adjacent property.

Gutters/downspouts must be painted to match the surface to which they are attached.

Skylights

Skylights should have a low profile and preferably be flat or with a slight curve.

The skylight should be installed so that it is parallel with the roof ridge and edges.

The skylight frame should be painted to match the color of the roof (roofing material).

Solar Collectors/Panels

See Utilities (Mechanical Equipment), p. 36.

Security Devices

Closed circuit security systems must be designed, located and installed so as to be an integral part of the architecture of the residence, and not detract from its design and appearance.

Closed circuit television cameras should be located behind windows or integrated within the architectural elements of the residence.

Cameras and housings, sirens, speaker boxes, conduit and related other exterior elements should be unobtrusive and inconspicuous. Such devices should be located where not readily visible, and shall be painted to match the surface to which attached.

Cameras and/or other security devices should not extend above the roof nor protrude from corners of buildings.

Barred or ornate metal security doors are discouraged. Grillwork on storm doors should be of simple design and painted flat black or the color of the door to which it is attached. Grillwork should not detract from or alter the appearance of the entryway.

The use of bars and/or grillwork on the outside of windows is discouraged and may not be approved by the ACC. Security window coating film or wiring should be considered in lieu of bars and grillwork.

Security Lighting; see Lighting (Illumination), p. 30.

Application Requirements (for Building Accessories)

A catalogue clipping or manufacturer's "cut sheet" and description of accessories, including dimensions;

Color specifications, chip or sample, including the existing colors of the residence, i.e., siding, roofing, trim, etc.:

A picture or drawing of the residence, accessory building/structure and a description showing where on the building the accessory(ies) will be located; and

Construction drawings showing custom design and details, where applicable.

785-00-0876

Walden on Lake Conroe Design Guidelines

Accessory Buildings/Structures

General Considerations: None

Specific Guidelines

Site Design Guidelines

No building shall be permitted on a residential or patio home lot other than a single family residence to include a fully enclosed garage and/or carport.

Detached garages and associated carports, where approved, must be attached to the residence by a covered walkway or other approved structure.

A bath/poolhouse, sunroom, greenhouse and other accessory buildings/structures may also be approved if attached to the residence.

A free-standing gazebo structure of not more than 150 square feet is permitted.

No attached accessory building may extend beyond the front wall of any single-family residence.

No attached accessory building may extend, nor may a gazebo or other free-standing structure be located, beyond the rear wall of the main residence on a waterfront or golf course lot.

No temporary structures shall be permitted on any property.

Architectural Design Guidelines

Any accessory building shall be of the same architectural design, materials and color as the residence to which attached or associated.

(See Miscellaneous Guidelines for Dog Houses/Runs and Storage Sheds, p. 38.)

Landscape Design Guidelines

When selecting a location for an accessory building, views from the street and adjacent properties should be considered.

Accessory buildings/structures should incorporate appropriate landscaping, to include screening/buffers, where applicable.

The ACC may require additional landscaping if felt desirable to visually soften the accessory building/structure.

Submission Requirements

Submission requirements are the same as those for Additions, p. 8. (Also refer to the Submission Checklist for Initial Construction, Appendix A-3, p. 58.)

785-00-0878

Walden on Lake Conroe Design Guidelines

Driveways, Parking Pads and Sidewalks

General Considerations

The design and treatment of circulation/parking areas should be consistent with the overall image and character of the Community.

Specific Guidelines

Driveways and Parking Pads

Site Design Guidelines

All residential and patio home lots shall have driveways.

All driveways shall be off of the street facing the front of the residence. Corner lots may receive ACC consideration from the side street.

Driveways shall be a minimum width of ten (10) feet and a maximum width of thirty-five (35) feet from the street to the front property line. Beyond the property line, the minimum width of the driveway shall be nine (9) feet.

If more than one driveway is constructed on one residential or "combined" lot, each driveway shall be separated by a minimum distance of twenty (20) feet.

Enlargement of driveways to include a parking pad and/or enlargement of parking pads should not adversely affect adjacent properties, natural areas or drainage.

Architectural Design Guidelines

Driveways shall be of masonry construction (concrete, brick, stone and/or special paving) as approved by the ACC.

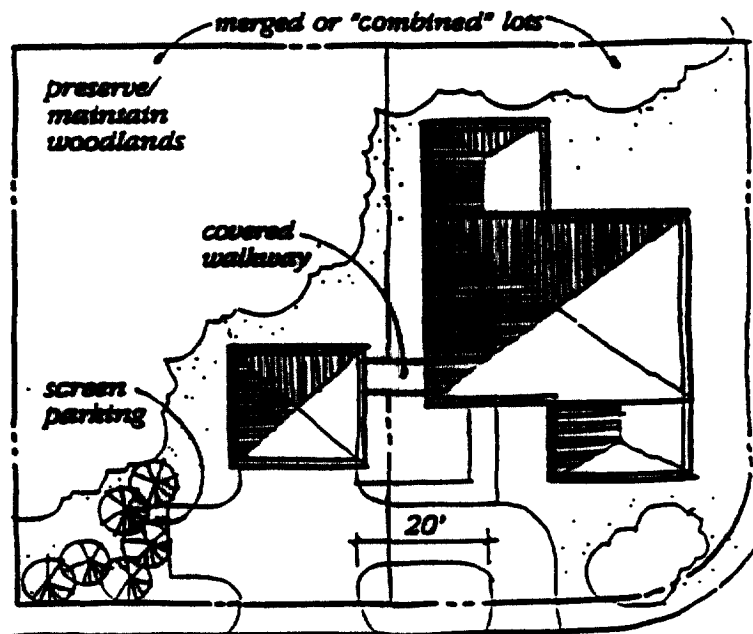
Driveway connections to subdivision streets shall be saw cut and not broken, with an expansion joint installed at each saw cut and at the property line.

Driveway additions/alterations must incorporate the same material(s), finish and color as the existing driveway.

Landscape Design Guidelines

Large areas of paving/parking pads are recommended to be screened from streets and adjacent properties with appropriate landscaping.

Landscaping should emphasize a combination of evergreen and deciduous trees and shrubs.



*Garage (Accessory Building)
Attached to the Residence*

Sidewalks/Walkways

Site Design Guidelines

No sidewalks or walkways shall be constructed across the front of any property, nor on the side of a corner property.

A sidewalk/walkway is recommended to parallel or lead from the driveway to the front entrance of the residence, as well as to connect other entrances and, where applicable, the pool, dock and other use areas.

Architectural Design Guidelines

Sidewalks/walkways shall be a minimum of three (3) feet in width and a maximum of five (5) feet in width.

All sidewalks/walkways shall be of masonry construction, e.g., concrete, brick, stone or other approved special paving.

Sidewalk paving materials should be of compatible color and finish with the driveway, deck/patio and the residence.

Asphalt or gravel walkways are prohibited.

Application Requirements

A site plan showing the location of the existing driveway and/or parking pad, and proposed changes, the residence, accessory building(s), and property lines;

A description and/or sample of the paving material, including color;

A grading plan, if the grading is changed; and

A landscape plan, if applicable.

Garages and Carports

General Considerations

See Accessory Buildings, p. 14.

Specific Guidelines

Site Design Guidelines

A garage and associated carport must be located on the same property as the residence with which it is associated, including "combined" lots consisting of one or more adjoining properties.

Garages must observe the setback requirements of the applicable Deed Restriction(s).

No garage shall open to the rear of a waterfront, or to the golf course side of a golf course lot.

Architectural Design Guidelines

Residential and patio home garages shall be for not less than two (2) or more than four (4) cars. (See the specific requirements of the applicable Deed Restrictions.)

Garages may be either attached to or detached from the residence.

A detached garage must be connected to the residence by a covered walkway or other approved structure.

A detached garage or carport is recommended not to exceed one story in height and shall not exceed the maximum height of the residence in either height or number of stories.

Garage and carport roofs must be of identical material and color as that of the associated residence.

The garage and/or carport is to be designed as an integral part of the residence and to incorporate the design, materials and color(s) of the building.

All exterior walls of garages on waterfront and golf course lots shall be of masonry construction.

Garages on interior lots may have wood siding to match the associated residence.

Landscape Design Guidelines

Landscape screening of parking garages and carports from adjacent properties is desirable and encouraged.

Application Requirements

Submission requirements are the same as those for Additions, p. 8. (Also see the Initial Construction Submission Checklist, Appendix A-3, p. 58.)

Decks, Porches and Patios

General Considerations

The design of decks, porches and patios should be considered an integral part of the design of the residence and the property on which they are located.

Materials, detailing and color should relate well to building architecture.

The addition of a deck has a significant impact on the appearance of a residence, and may also affect the privacy and right of enjoyment of adjacent residences.

The addition of upper level decks must be carefully considered to include the impact of shadow patterns on the use of outdoor space, as well as the potential impact on grass and other plant materials.

Specific Guidelines

Site Design Guidelines

Decks, porches and patios must be located to protect the visual and acoustical privacy of adjacent residences.

Ground level decks and patios should be located within a fully enclosed area or at the rear of the residence.

Patios are encouraged to be located in close proximity to the residence, pool/poolhouse, etc.

Wood decks may be approved for use in association with bulkheading, bridges, piers and docks/boat slips.

Architectural Design Guidelines

The configuration, detail and railing design of a deck, porch and/or patio should relate harmoniously with the architectural design of the residence.

Modifications to existing decks must provide

continuity in detailing; such as material, color, location of the posts, design of the railing, and use of trim.

Decks must be constructed with rot-resistant wood and may be left to weather naturally. In some instances the ACC may require that decks be stained to help integrate the deck with the residence and/or to coordinate with the overall context of the Community.

If decks are stained, the color must relate to the color palette of the residence.

Ground level wood decks shall be left to weather naturally.

Ground level decks must include a skirt board to screen any exposed structural elements.

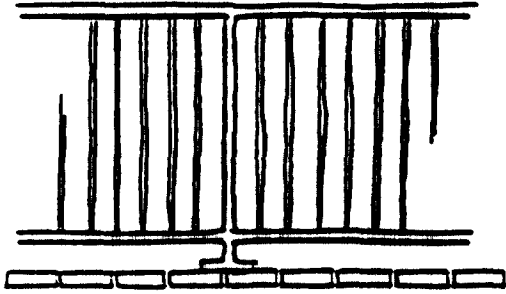
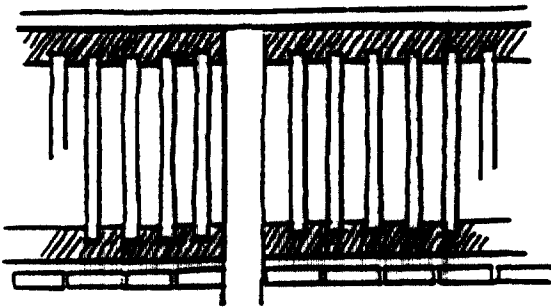
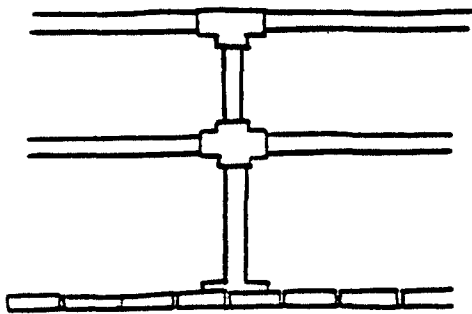
Patios are recommended to be constructed of masonry, e.g., concrete, brick, pavers, etc. to match the sidewalk and/or driveway and to be compatible with the residence and accessory buildings.

Railings should be of a simple design and constructed in a vertical plane, i.e., at a 90 degree angle to the deck.

Recommended railings include both "open" decorative iron and "semi-open" wood railings. Solid railings/walls must be designed as an integral part of the building architecture. Other railing designs, including pipe railings, will be approved only where initially originally incorporated into the design of the residence.

Stairs and stair railings, if applicable, must conform to the design details of the deck.

Although approved, wood railings constructed of heavy timber and construction grade members, (e.g., 2x4s, 2x6s, etc.) are discouraged as not having the design detail and sophistication required to be compatible with the quality of architectural design of the Community.

Deck Railings***Decorative Iron Railing******Wood Picket Railing******Pipe Railing***

Railings can add unnecessary visual complexity to a ground level deck and, unless required for safety, may not be approved. The use of shrubbery or simple backless "T" benches is recommended to provide a visual boundary/enclosure.

Privacy walls/fencing must be designed to relate to the residence in scale, materials and construction details. As an alternative to such structures, wherever possible, the use of landscaping is encouraged. (See Walls and Fencing, p. 20, and Landscape Guidelines, below.)

Decks incorporating sunrooms, screened porches and other enclosures should be architecturally integrated with the residence. Integration is a function of size, color, design detailing, the height above ground, and the relationship to the ground.

Enclosed upper level decks are discouraged unless located over similarly enclosed lower level areas designed as an integral part of the architecture. It is difficult to provide a visual "foundation" for major structures such as screened porches and sunrooms mounted on second level decks, and they are likely to be disapproved for this reason.

Approval of related modifications that may be associated with a deck/patio, such as trellises and/or arbors, must be submitted with the application for the deck. (See Sun Control Devices, p. 24.)

Landscape Design Guidelines

Landscaping should be provided at post foundations and around low decks to screen structural elements and to visually soften the structure.

The use of landscaping is preferred to walls/fencing.

Application Requirements

A site plan showing the location of the proposed deck/patio, the residence and accessory buildings, property lines;

A scale drawing, including plan and elevation of the residence and showing the relation of windows, doors, etc. to the proposed deck(s);

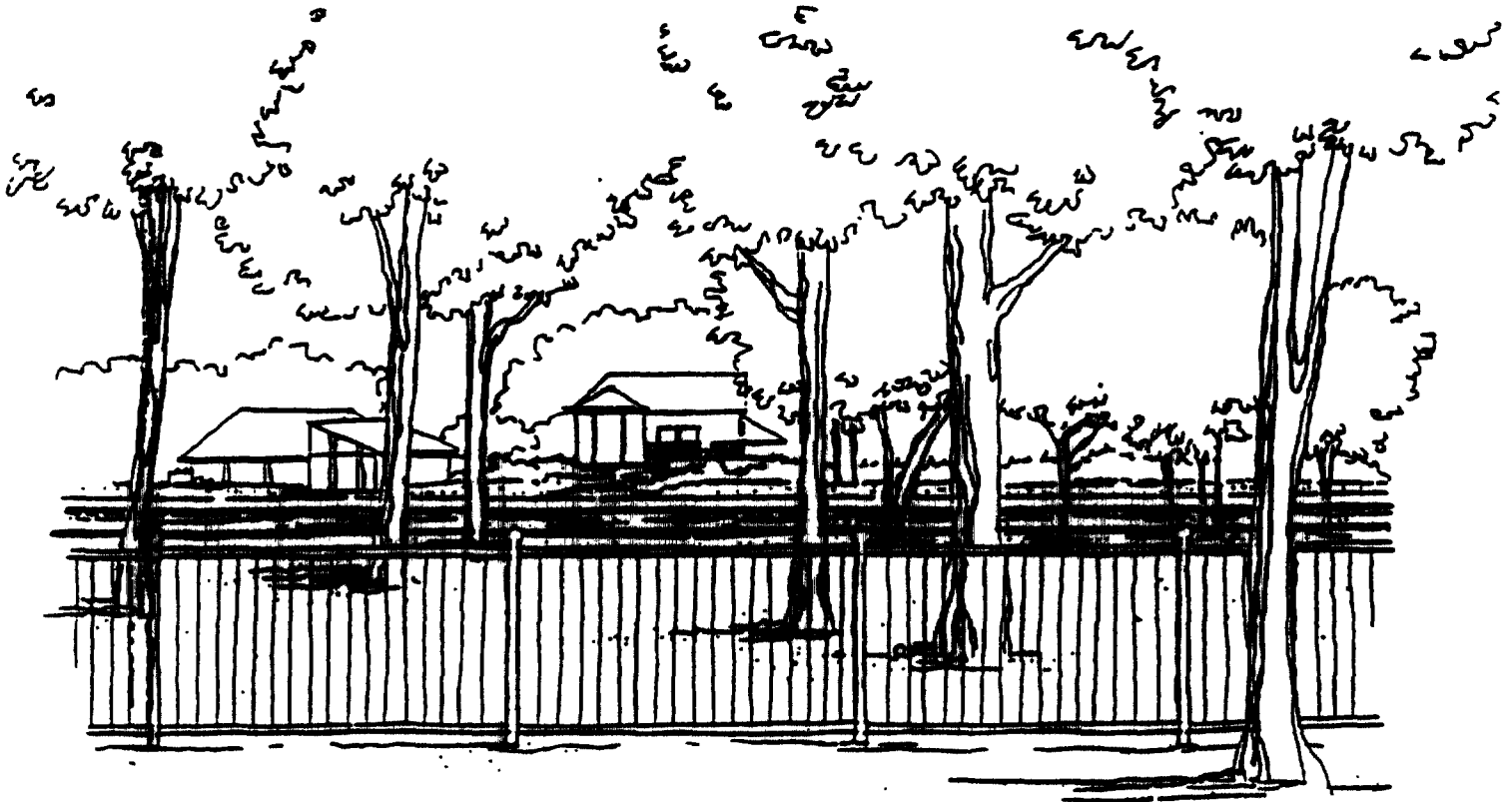
Construction plans of the deck and/or porch, including a section through the house at the

location of the proposed deck, and including details of railings, where applicable;

The dimensions of the deck/patio;

A description of the materials to be used, including proposed paint/stain colors, if applicable; and

Photographs of the existing condition of the residence and/or accessory building(s) to which the deck will be constructed.



"Open" Fencing on Waterfront Lot

785-00-0886

Walden on Lake Conroe Design Guidelines

Walls and Fencing

General Considerations

Careful consideration must be given to the fencing concept and its execution. The location and design of walls and fencing should be considered part of the overall design of the property.

Materials, detailing and color should relate well to building architecture.

Fencing is usually an intrusion on the open character of property, and it may have both a visual as well as physical impact on adjacent property. This is especially important on Walden's waterfront and golf course lots.

Wherever possible, alternatives to fencing should be used. The use of landscaping and plant materials may achieve the sought-after result.

Fencing should be appropriate to its intended purpose, i.e.:

- Where privacy is not a factor security fencing should incorporate an "open" type fence design.
- Varying amounts of privacy may be achieved by choosing from several fencing designs, depending on the amount of screening desired. A spaced board or "semi-open" fence affords privacy while allowing natural ventilation. Greater privacy may be obtained, while still allowing ventilation, by the use of a staggered board fence, sometimes called a board-on-board fence.
- The contextual relationship of the wall/fence to the site, topography, and adjacent properties is also important. The closer to the associated residence, the more the fencing should be integrated into the architecture of the residence and/or accessory building(s);

whereas, it may be more important to relate a property line fence to the natural setting and/or adjacent fencing.

Special Considerations for Waterfront and Golf Course Properties

Existing views of the water and the golf course are required to be protected. These views are a positive addition to the Walden environment and contribute to the overall image, character and quality of life of the Community.

Except for limited areas of privacy fencing in close proximity to the residence, fencing of waterfront and golf course properties is discouraged, and may not be approved in order to protect the views of adjacent residences facing the water/golf course. Where approved, only "open" fencing is permitted.

Specific Guidelines

Site Design Guidelines

No walls or fencing are permitted nearer to the front of any property than the front of the residence.

On adjacent "combined" lots, no walls or fences are permitted nearer to the front of the property than the front of the associated residence; or, if an attached structure (garage, carport, poolhouse, etc.) is constructed on this lot, not nearer to the front of the property than the front wall of this accessory building/structure.

On corner lots, no fence is permitted nearer to the side street property line than the side of the residence or associated accessory building(s) on this side street.

Privacy walls and fencing shall be six (6) to eight (8) feet in height.

Property line fencing shall be at least four (4) feet and not over six (6) feet in height.

**Special Site Design (Guideline)
Considerations for Waterfront and Golf
Course Properties**

No wall or fence shall be constructed nearer to the water or golf course side on any waterfront or golf course lot than the side wall of the residence facing the water and/or golf course.

No fencing is permitted across the rear of a waterfront or golf course property.

Fence location should be restricted to the area the fence is intended to serve; e.g., the privacy fencing of a deck/patio will be restricted to the patio area, etc.

Except for privacy walls/fences in close proximity and integral to the residence, all waterfront and golf course property fencing shall be of the "open," decorative iron type.

Architectural Design Guidelines

All walls shall be of masonry construction to match the construction, design, material and color of the associated residence.

Fences may be of either decorative iron or wood.

No chain link fencing is permitted.

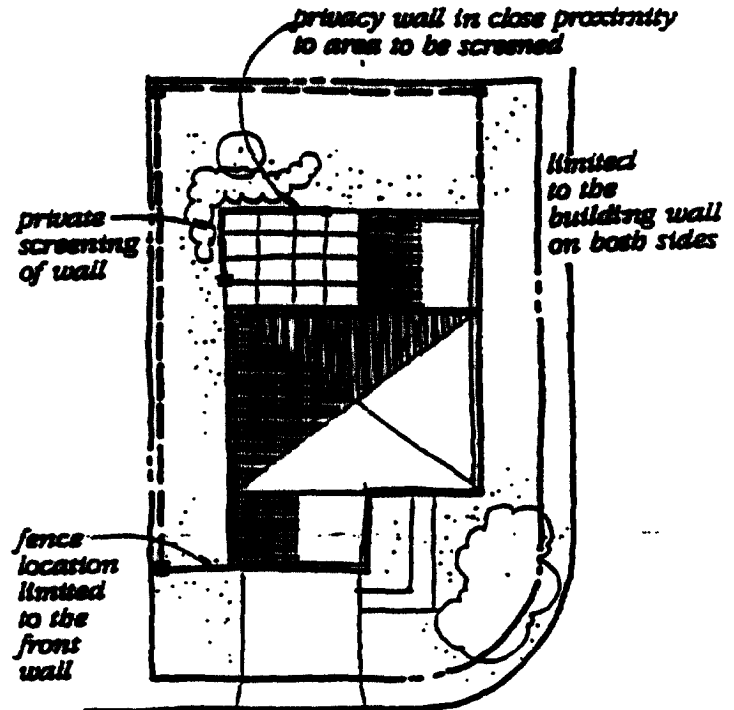
No picket fencing is permitted.

No lattice fencing is permitted.

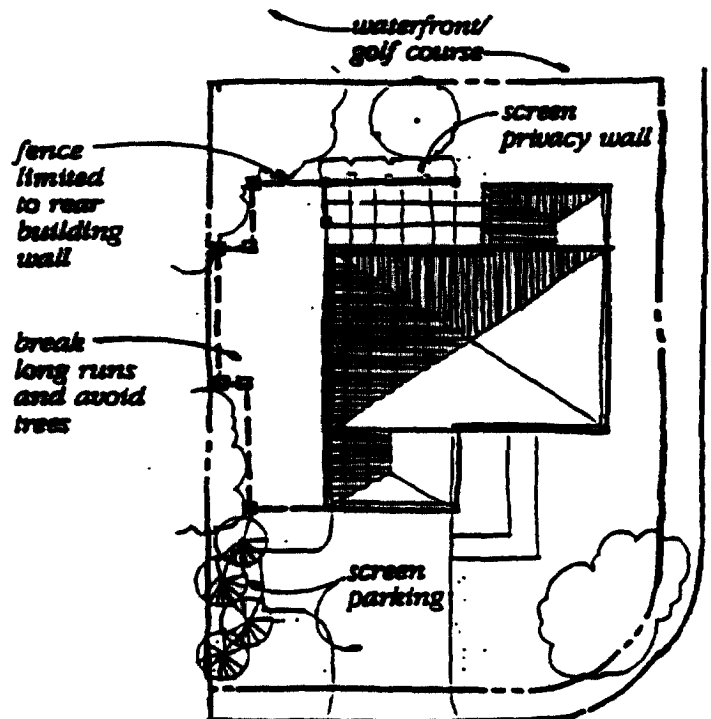
The preferred decorative iron fence shall incorporate masonry columns of the same material as the walls of the residence with which it is associated.

Decorative iron fencing shall be of a simple design that conforms to the Community standard; it should not incorporate ornate patterns and detail.

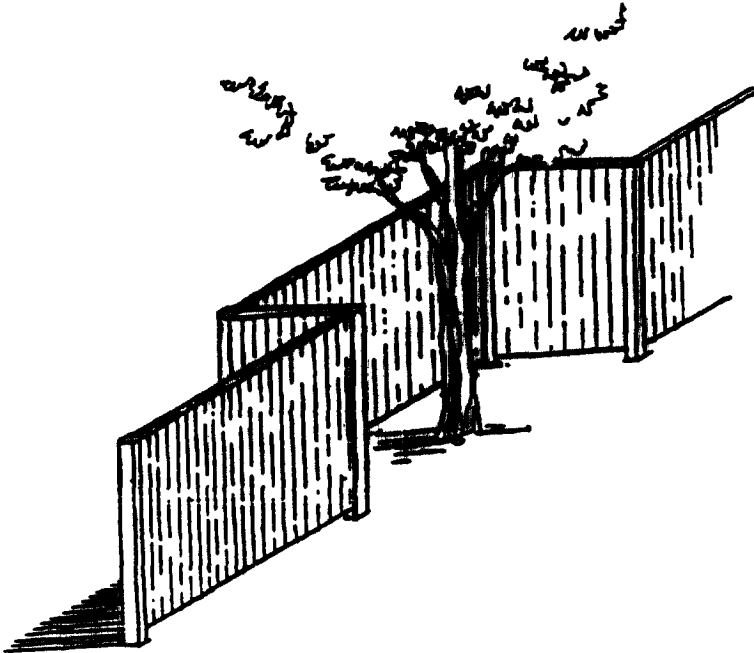
All decorative iron fencing shall be black in color.



**Privacy Wall and
Property Line Fencing**



**Walls and Fencing on Waterfront
and Golf Course Lots**



***Break Long Runs of Fencing
and Avoid Trees***

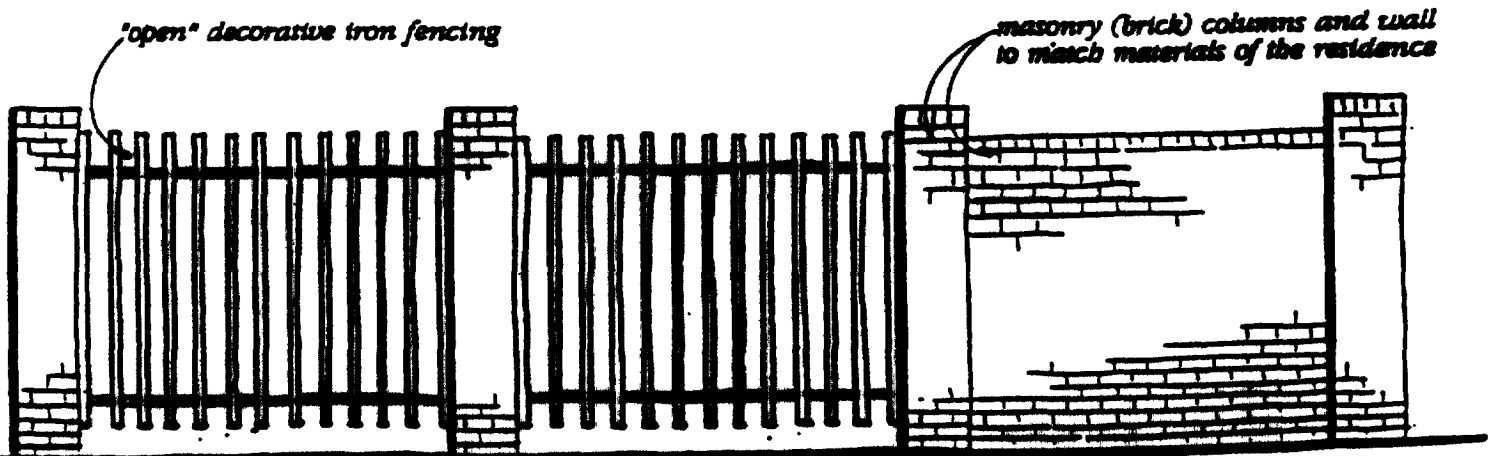
All wooden fences shall be constructed of No. 1 Western Cedar.

Wooden fences shall be constructed with the finished side facing to the street and to adjacent properties. Ideally, all wooden fences will be finished on both sides.

Wooden fencing may be either "semi-open" spaced or staggered board (board-on-board), or "closed" solid board in design. "Semi-open" wooden fencing may incorporate a cap board.

"Closed" solid board fencing is recommended to be limited to enclose small deck/patio areas in close proximity to the residence and/or associated accessory buildings/areas, e.g., pool/poolhouse, etc.; and is to be designed as an integral part of the residence (and/or accessory building/structure, etc.).

Patio home property line fencing may be appropriately painted/stained to match the color of the associated residence(s) to which



***"Open" Decorative Iron Fence with Masonry
Columns***

it is a visual extension; and, if masonry, is recommended to be of the same material.

"Solid" board privacy fencing must be painted/stained the same color as the siding of the associated residence. All other wooden fencing must be painted/stained either an earthen tan, brown, or grey color that is in harmony with the color of the residence. The fence may also be painted/stained the color of the wood siding, if siding is incorporated on the residence.

Residential lot perimeter fencing should be left to weather naturally.

Gate design, material and color must conform to the design of the fence.

Landscape Design Guidelines

All fence tops must be level; if the ground slopes, step the fence. The distance between the fence and the ground grade should not exceed six (6) inches in height.

It is recommended that long lengths of continuous fencing be interrupted with recesses and landscaping to provide visual relief.

Where possible, locate the fence to avoid the removal of major trees.

Application Requirements

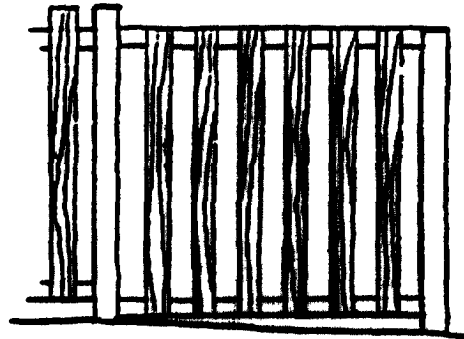
A site plan showing the location of the residence, accessory buildings/structures, the property lines and the proposed location of the fence and any gates;

A plan, section and elevation of the wall design, if proposed.

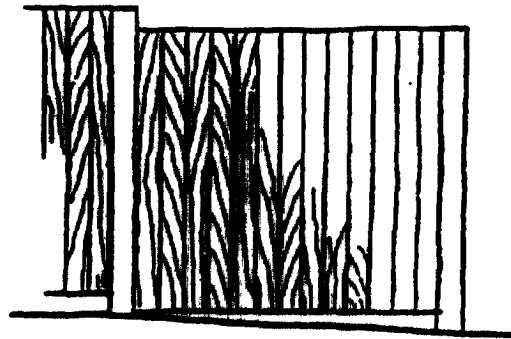
A catalogue clipping or manufacturer's "cut sheet" and other materials describing the proposed wall/fence, including height(s), or other relevant dimensions; and

The materials and colors to be used.

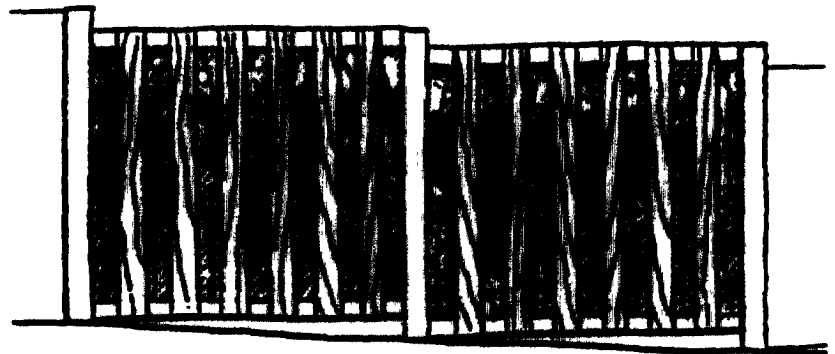
Fence Types



"Semi-Open" Spaced Board Fence



"Closed" Solid Board Fence



"Semi-Open" Board-on-Board Fence

**Sunrooms, Greenhouses and
Gazebos**

See Accessory Buildings/Structures, p. 14.

785-00-0892

Walden on Lake Conroe Design Guidelines

Sun Control Devices

General Considerations

Awnings may be appropriate for the cover of decks and patios where justified for the purpose of sun control. Trellises are also appropriate for this purpose. The use of a trellis for solely ornamental purposes is discouraged.

Awnings and trellises should be compatible with and integrated into the architectural design of the residence.

Awnings may also be appropriate at the entrance to multi-family, commercial and institutional buildings, and in other special uses. If installed within a townhouse or condominium cluster, the awning must be in accordance with the approved cluster association specifications; see Special Considerations for Townhouses and Clusters, p. 43.)

Specific Guidelines

Awnings

Awnings must have a straight-forward design and be consistent with the architectural design and scale of the residence and/or accessory building(s) to which they will be attached.

The color of the fabric must be compatible with the existing residence/building color palette.

Any exposed frames must be painted to match the trim or the dominant color of the residence/accessory building(s).

Metal, vinyl, plastic or other materials will generally not be approved.

“Roll-away” awnings/covers will be allowed in special situations; frames must be removed when the awning is removed.

Temporary overhead covers are prohibited.

Trellises (Arbors)

A trellis and/or arbor must be designed as integral to the architecture of the residence and/or accessory building(s) to which attached.

Free-standing trellises and/or arbors usually will not be approved.

The application of lattice is not acceptable in the design of either trellises or arbors.

Application Requirements

A plan of the residence/accessory building showing the location of the awning/trellis;

Construction drawings of the trellis and/or arbor;

A scale drawing of the awning configuration and the existing structure to which it is proposed to be attached; and

A sample of the material/fabric large enough to show the true color.

785-00-0894

Walden on Lake Conroe Design Guidelines

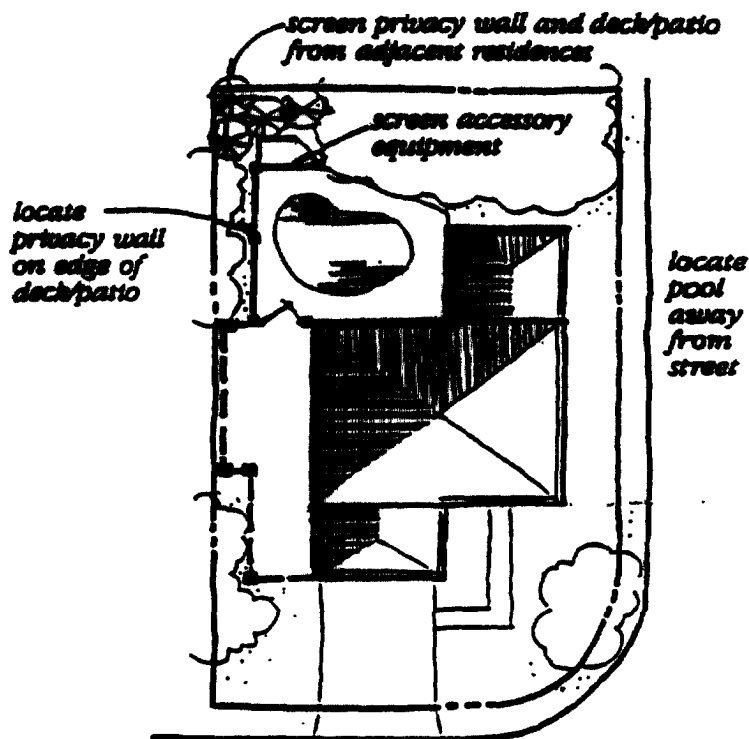
Swimming Pools, Spas/Hot Tubs

General Considerations

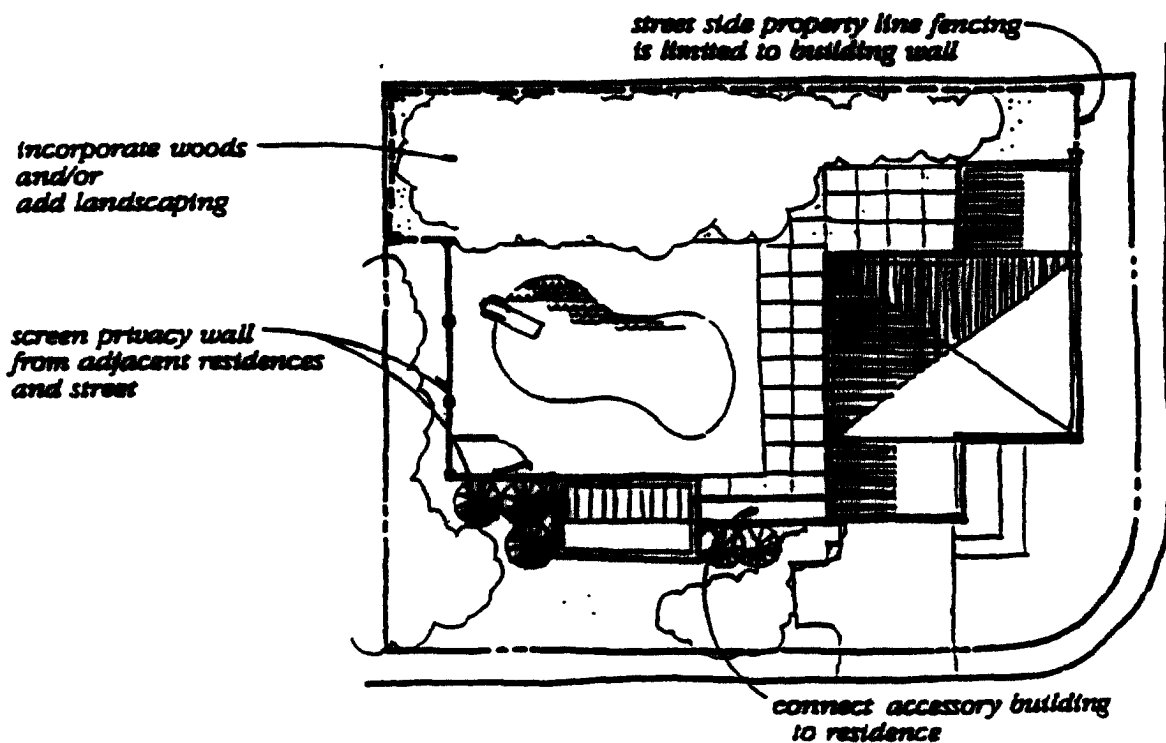
Plan and design swimming pools, related poolhouses, decks/ patios, walls and fencing, and other accessories so as to harmonize with the architectural design of the residence, lot on which they are located, and the overall character of Walden on Lake Conroe.

Pool location and design must consider adjacent residences, views and site lines, woods and other natural areas, grading and drainage.

Consideration should be given to screening of the swimming pool, deck and associated accessory areas, (e.g., mechanical equipment and storage), for both visual and acoustical privacy, as well as for safety; so as not to present an intrusion to adjacent residences and public areas.



Residential Lot Swimming Pool



"Combined" Residential Lot Swimming Pool

*Specific Guidelines***Site Design Guidelines**

No swimming pools shall be located in front yards.

Pools on adjacent "combined" lots should be located so as to be an integral part of the associated residence.

The size of the pool and related deck/patio area and associated accessory buildings should be in relation to the size of the lot on which they are located.

Locate pools in rear or side yards away from adjacent residences.

Swimming pools must not be located beyond side setback lines or easements.

Locate and conceal all mechanical equipment where it will not have an adverse affect on adjacent residences.

Privacy walls/fencing should be limited to the deck/patio or pool area. The fence location and design must be considered at the time the pool is designed. (See Walls and Fencing, p. 20.)

Architectural Design Guidelines

See Accessory Buildings, p. 14.



Residences on the Water

Landscape Design Guidelines

Landscaping can also provide screening and will usually be required to soften the visual impact of the fence and other related pool structures.

Application Requirements

A site plan showing the proposed pool, deck/patio, and associated accessory buildings/structures; as well as the existing residence, property lines, setbacks, easements, and adjacent residences;

A proposed grading plan and drainage;

Construction plans;

Walls and fencing design, if applicable; and

A landscape plan.

Bulkheads, Docks and Boat Slips (Including Boat Covers)

Special Considerations

There are two standard bulkheads. The "soil cement" bulkhead on the north and east side of the peninsula is designed to accommodate wind driven waves and high water. This bulkhead is fixed and must be incorporated into the design of decks, docks and boat slips in these areas.

The remainder of Walden utilizes a timber bulkhead design incorporating 6x6 inch pilings at 5 foot centers and 2x10 inch sheathing (designed in accordance with specifications on file at the ACC). The 2x12 inch cap at the top of this bulkhead is installed at elevation 203 feet above mean sea level. Where the bulkhead terminates, it typically should incorporate a ten (10) foot wing wall.

Specific Guidelines

Site Design Guidelines

All construction on the waterfront must first have the approval of the ACC and must subsequently receive the approval of the San Jacinto River Authority.

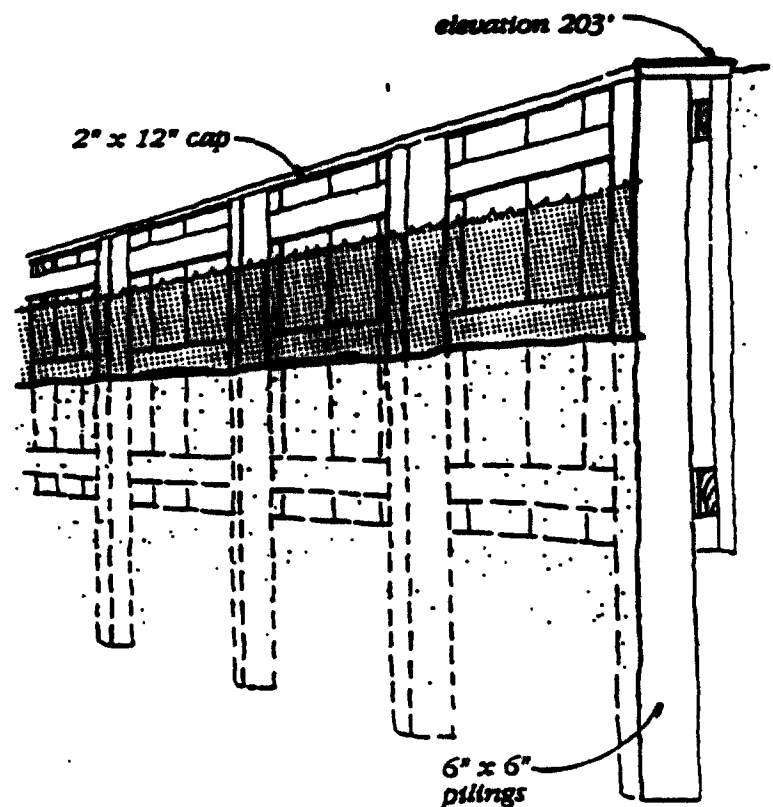
All additions and/or alterations to bulkheads, waterfront decks, docks, ramps, piers and/or boat slips must comply with the applicable Deed Restrictions as to location, elevation and design.

Additions and/or alterations to bulkheads must be designed and constructed to the same specifications as the existing bulkhead and located along the existing shoreline so as to not disturb the natural shoreline whenever feasible.

Docks, boat slips and other waterfront

structures are recommended to be constructed within the property and not project beyond the existing bulkhead. However, a deck and associated boat slip may be constructed over the existing "soil cement" bulkhead. The dock and associated boat slip must be constructed on the water beyond this bulkhead.

The width of any deck and/or dock or pier shall be no greater than ten percent (10%) of the waterfront property, and in no case greater than ten (10) feet. The minimum width shall be five (5) feet, except there is no minimum width for a bridge to any dock (as only applicable to the "soil cement" bulkhead).



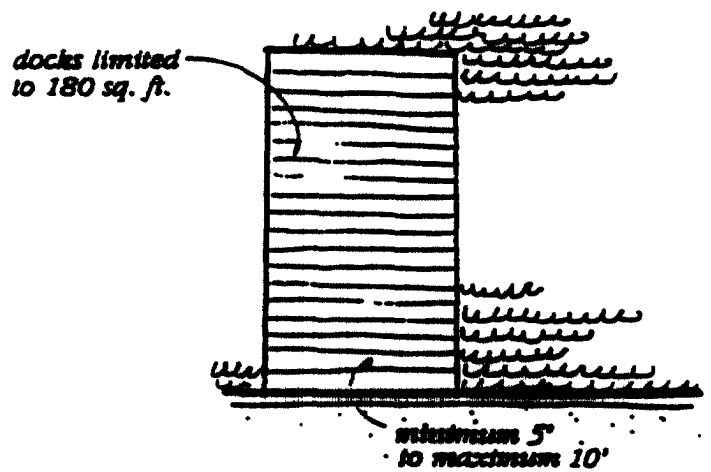
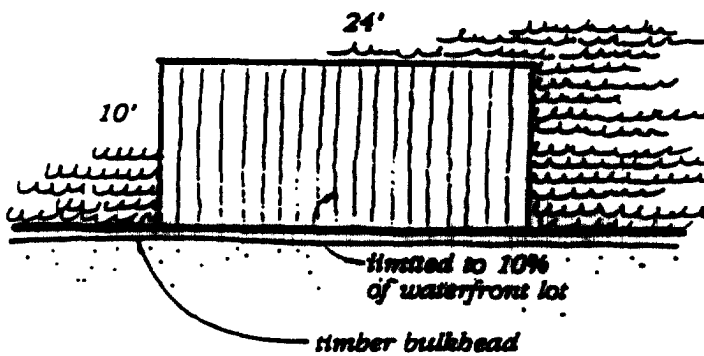
Timber Bulkhead

The length of any dock or pier, that which is perpendicular to the waterfront property line, shall not exceed thirty (30) feet from the bulkhead (the 201 foot elevation of the "soil cement" bulkhead).

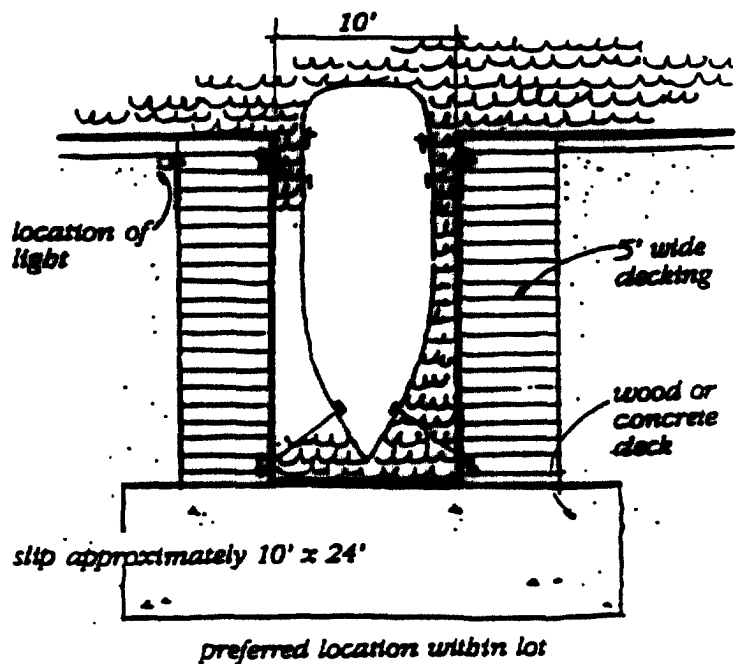
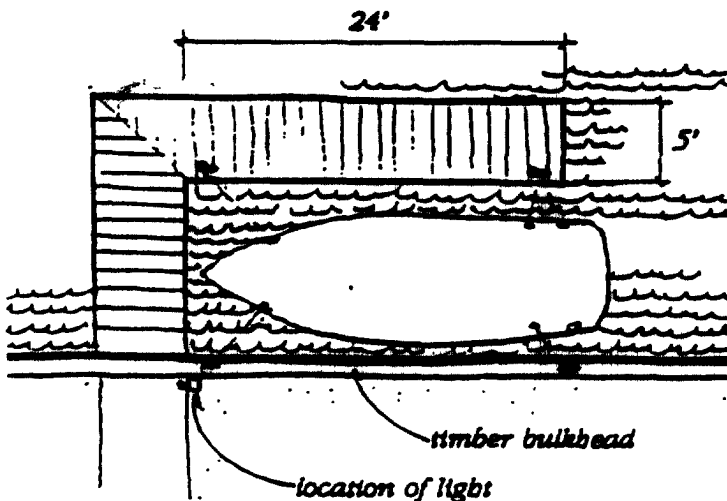
The recommended maximum size of a deck, dock or pier is one hundred and eighty (180) square feet in area.

Care must also be taken to insure that no dock, pier or ramp extends into any channel in a manner to obstruct navigation.

Decks/docks, piers on the water are recommended to be not more than sixteen (16) inches above the water (line) and in no cases shall they exceed the top of the timber bulkhead (elevation 203 feet).



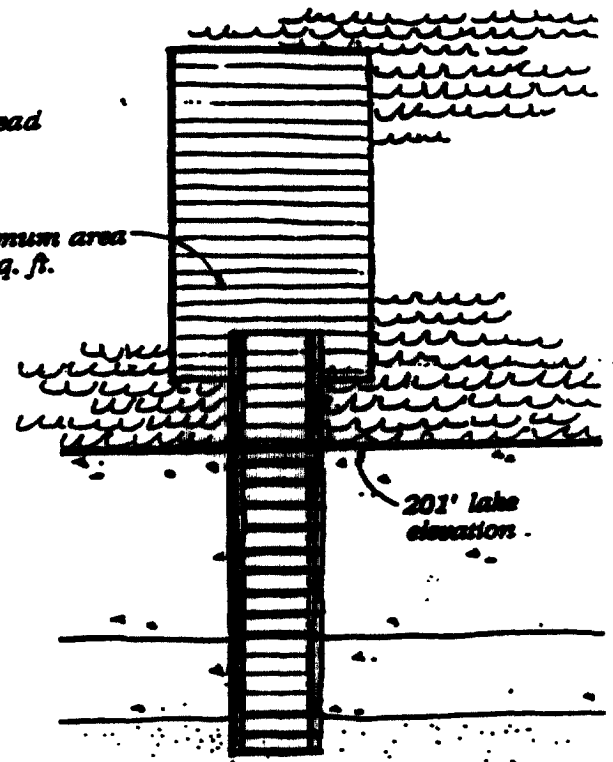
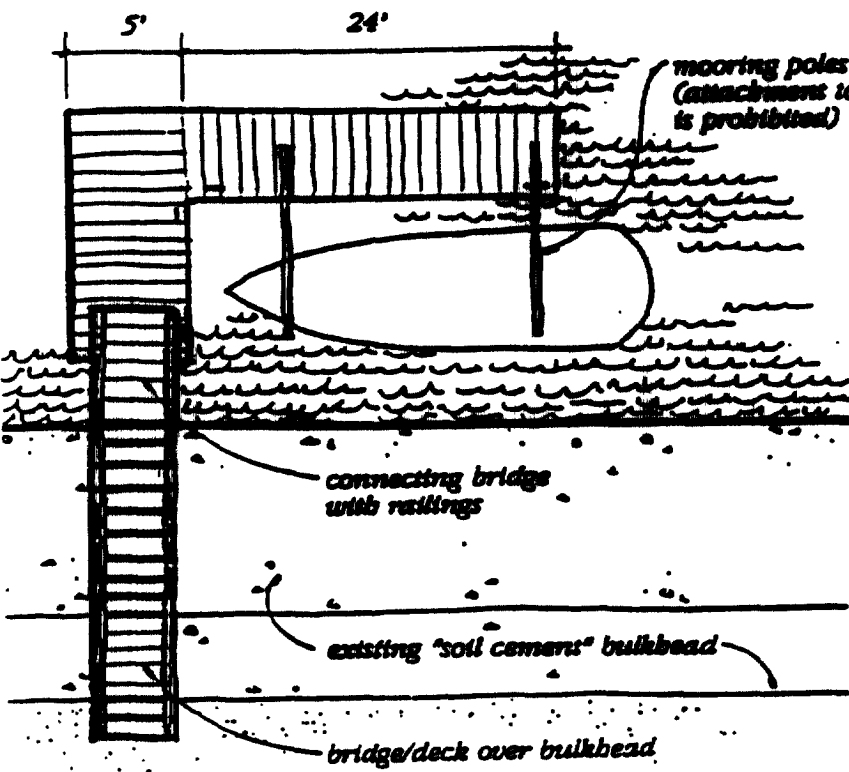
Docks on the Timber Bulkhead



Boat Slips on the Timber Bulkhead

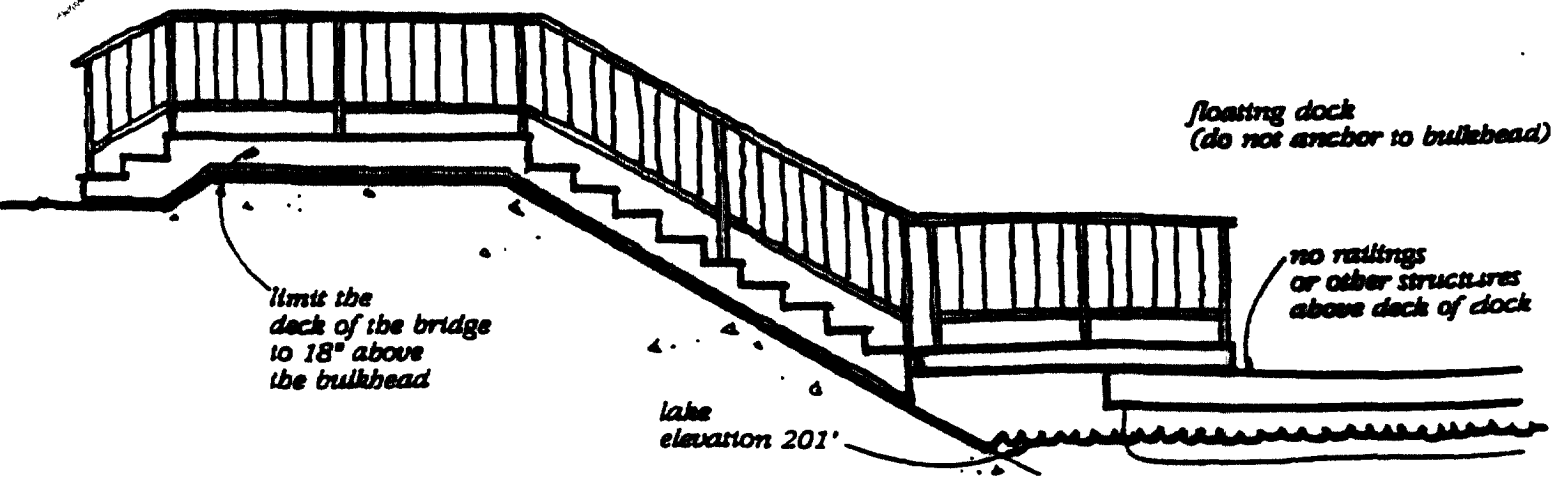
Walkways and decks may be constructed over the "soil cement" bulkhead to an elevation not to exceed eighteen (18) inches above the top of the bulkhead.

It is preferred that no more than two boat slips capable of docking one boat each or a double boat slip capable of docking two



Boat Slip and Dock on the Soil "Cement" Bulkhead

see Decks, Porches and Patios for limits of bulkhead deck



Deck and Bridge Over the "Soil Cement" Bulkhead

boats will be permitted on any one waterfront property. The preferred size of a single boat slip is ten (10) feet in width by twenty four (24) feet in length.

Architectural Design Guidelines

No roof or other structure shall be built on any bulkhead.

No poles or other structures may be constructed above the height of the dock.

No railing may be constructed on any bulkhead, dock, pier or ramp, or in association with any boat slip; however, a railing may be constructed on bridge structures and on decks located on the "soil cement" bulkhead.

All railings above the top of the "soil cement" bulkhead, are recommended to be painted/stained an approved color compatible with the color of the associated residence.

No "homemade" type bulkhead, dock, boat slip, boat cover or related structure is permitted.

Boat Covers

Boat covers shall be the "canopy" design approved and on file with the ACC.

No boat cover may be higher than five (5) feet above the existing bulkhead.

All boat covers shall be either dark green or dark brown in color.

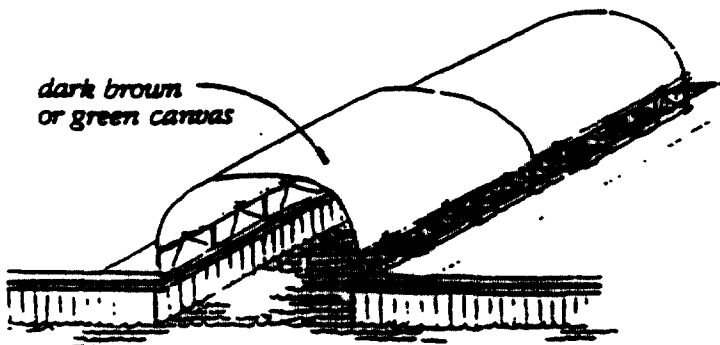
Application Requirements

A site/grading plan or facsimile showing the natural shoreline and/or the existing bulkhead, property lines; and the location of the proposed bulkhead; deck, dock, piers, etc.;

A construction plan and section through the bulkhead that shows the relationship between the bulkhead and the proposed improvement, construction details;

Details of proposed railings, if applicable; and

The materials and colors, if any, to be used.



Boat Cover

Exterior Lighting (Illumination)

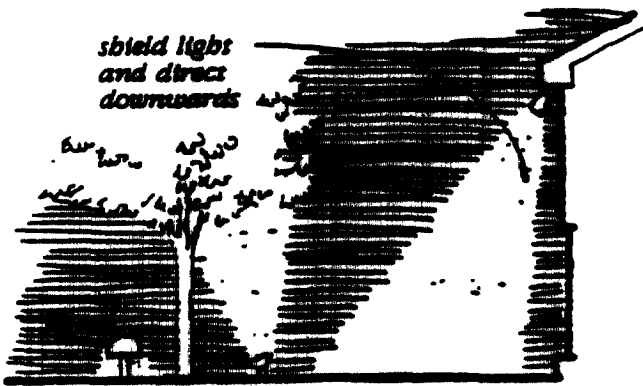
General Considerations

It is important that lighting complement the overall image and character of the Community.

Exterior lighting should be consistent throughout Walden to maintain the quality and character of the Community.

Consideration must be given to the maintenance of privacy.

If installed within a townhouse or condominium project, lighting must be within the approved cluster association specifications. (See Special Considerations for Townhouses and Condominiums, p. 43.)



Low Wattage Incandescent Lighting

Specific Guidelines

Site Design Guidelines

Light fixtures must be carefully located, and lamp intensities maintained so as to prevent glare and misdirected light.

The lights must be directed downwards, diffused, shielded and/or of low wattage.

Security lighting shall be located and shielded to prevent glare beyond the lot.

Architectural Design Guidelines

The lighting fixture design must be compatible with the architecture of the residence with which it is associated.

The type, color and quality of light must be consistent with other lights on the property and in the Community.

Incandescent-type lighting is recommended.

Sodium vapor lights are prohibited.

Bare-bulb floodlight fixtures normally will not be approved.

High wattage commercial/industrial type fixtures are not permitted in residential areas.

Exposed conduit or wiring is not acceptable.

Landscape Design Guidelines

Yard and landscape lighting is encouraged within the limits of the above guidelines.

Application Requirements

A site plan showing the proposed location(s) of the lights, existing lights, the residence and accessory buildings, property lines;

A catalogue clipping or manufacturer's "cut sheet" of the fixture providing descriptive and lamping data; and

Photographs or descriptions of existing lighting fixtures.

785-00-0903

Walden on Lake Conroe Design Guidelines

Landscaping

General Considerations

See the General Considerations for Landscape Design Guidelines at the beginning of the Design Guidelines section, p. 8.

Specific Guidelines

Existing Natural Areas

Because of the importance of the trees and other natural areas to the existing overall character of Walden on Lake Conroe, guidelines exist for the preservation of wooded areas and specimen trees, as well as for the addition/replacement of trees. (See Building Siting guidelines in the Initial Construction section, p. 49.; and, in particular, "Limits of Clearance", p. 50.)

The location and extent of any woods and specimen trees, as well as other natural areas, shall be identified on the site plan. The ACC may also require a tree survey for the identification of all trees larger than an eighteen (18) inch caliper.

After site plan approval, those trees and other natural areas which are to remain undisturbed shall be surrounded by a protection fence to prevent damage during construction.

Additional indigenous plant materials should replace vegetation lost to construction or those that are sick and dying in order to preserve these wooded areas.

The preservation of natural areas, both woodlands and open space, is especially important on "combined" lots.



*Typical Walden Cul-de-Sac
Landscaping*

Developed Open Space

Whereas existing open space shall be maintained in its natural state; where appropriate, new open space should have the open character of a lawn, framed by a mix of deciduous and evergreen trees.

The introduction of flowering trees is also encouraged.

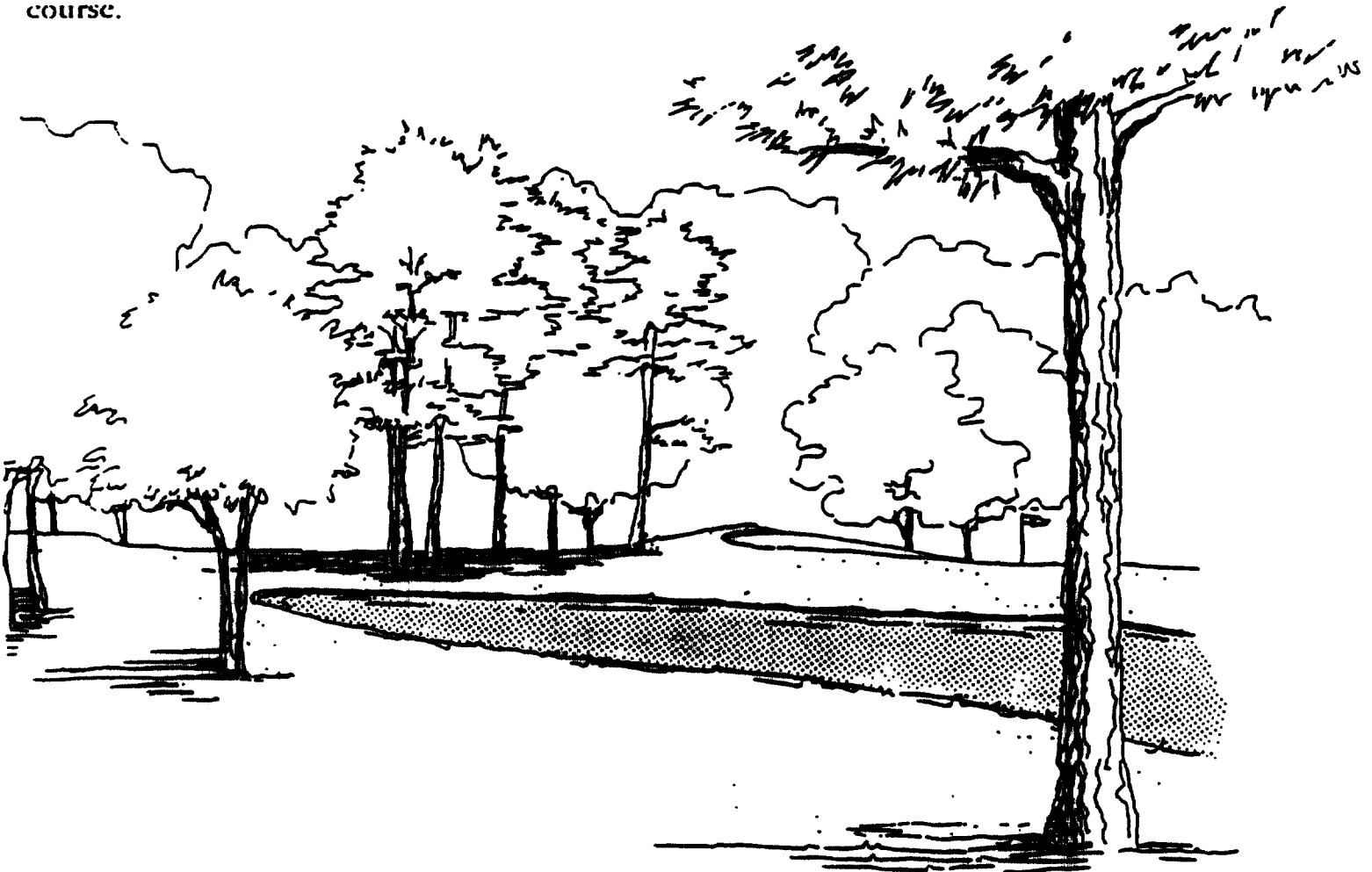
Where possible, adjacent existing woods shall be incorporated.

The development of open space is appropriate and encouraged on "combined" waterfront and golf course lots. This allows for the preservation of views of the water and golf course.

Decorative Planting

Decorative Planting is encouraged in association with the development of all residential properties. Landscaping shall consist of the clustering of indigenous plant materials, including annual and perennial flowers and shrubs, ornamental/flowering trees, and deciduous and evergreen trees.

Adequate separation should be provided for large trees to allow for root growth and maintenance.



Walden Golf Course

Foundation Planting should be similar in character and relate to other decorative landscaping and the overall landscape character of the property. Plant materials should be indigenous and the overall effect should be natural in character.

Vegetable Gardens should be located in side or rear yards. Vegetable gardens are not allowed in front yards or side yards facing on side streets. Vegetable gardens are also discouraged in yards that face on the water or golf course.

Landscape Edging is recommended to reflect the primary materials used in the residence. Masonry (brick) is the preferred material. Where wood is used, square (not round) corner timbers are the appropriate material for edging. Edging shall have a flat top (not staggered). The use of pilings is considered inappropriate for landscape edging.

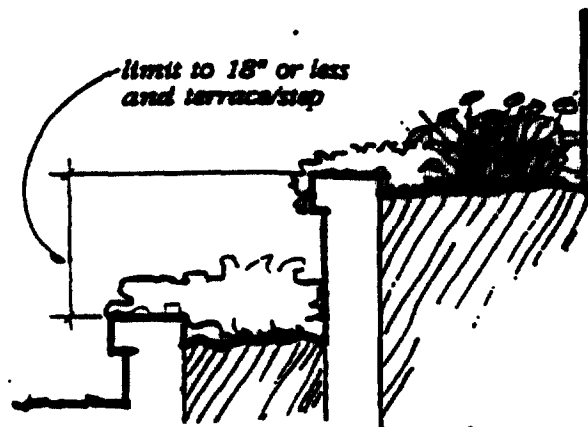
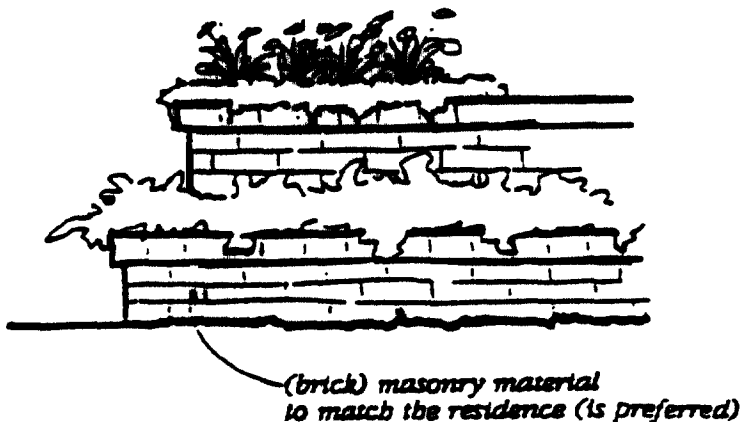
Planters should be of masonry construction. The use of planters should be limited to patio and/or deck areas. Planters should not be used in open space or natural areas.

Retaining Walls

Retaining walls should be as unobtrusive as possible and built to the minimum height needed to serve their function.

Depending on location and contextual relationship, materials may be concrete, brick, natural stone, railroad ties or square corner timbers. Generally, rounded landscape timbers will not be approved due to their lack of stability when used to retain earth, their strong horizontal lines and their overall "log cabin-like" appearance.

Masonry is preferred over wood. Brick should match the materials of the residence with which associated.



Landscape Edging/Retaining Walls

Wherever possible, walls should be connected to the residence and/or associated accessory buildings, walls and fencing.

Where retaining walls exceed eighteen (18) inches in height, consideration should be given to stepping the wall in a terracing effect.

The ends of walls should be tapered into the ground rather than ending abruptly.

The top of the wall must be level and stepped to accommodate a change in grade.

Application Requirements

A site plan showing the location of the retaining wall, the existing residence, accessory buildings/structures, walls and fencing, property lines and adjacent residences;

A section view showing the construction details; and

A description of the material and color.

Fountains,

Sculpture/Statuary and Yard Art

Ornamental elements introduced into the landscape should not be intrusive and must be appropriate to their surroundings. Size, scale, color and material are the appropriate criteria for approval.

Bird baths, fountains, sculpture, statuary and related landscape fixtures should be located in decorative planting areas. They should not be located in open space and are discouraged from placement in natural wooded areas.

The location of these elements in the front yard or in yards facing on the water, golf course, or other common area is discouraged.

Yard art that is not deemed appropriate to its surroundings and/or the overall image and

character of the Community will not be approved.

All structural and/or ornamental elements are recommended to be screened from public view.

Landscape screening may also be required by the ACC.

Application Requirements (for all Landscaping)

A site plan showing the location of the plant material(s);

A schedule of plant material(s); and

A description and location of any structural elements.

Mailboxes

General Considerations

Mailboxes are to serve functional purposes and, although they may be custom designed, they are not intended as signage, sculpture, art, etc.

Specific Guidelines

Site Design Guidelines

Residential and patio home lot mailboxes shall be consistently located at the curb immediately adjacent to the driveway.

Where several mailboxes are in close proximity they must be in a similar, coordinated location.

Mailboxes shall be located so as to not obstruct any traffic sight lines.

Architectural Design Guidelines

The standard mailbox is a traditional rural style metal mailbox mounted on a 4x4 inch wood post.

The mailbox may be black or painted an earthtone color to be compatible with the color of the associated residence. The wood post should be left to weather naturally.

The preferred "custom" mailbox shall incorporate a masonry column constructed of the same material as the associated residence.

Mailboxes incorporating sculpture, art work or related decoration are not permitted.

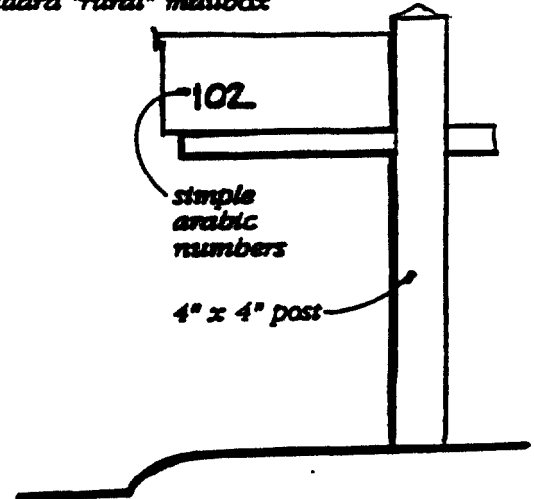
The mailbox should contain house numbers that are painted or applied in legible, arabic numerals. Numbers shall be either black, white, brass or dark brown in color. Metallic or reflective numbers are not permitted.

Numbers shall be no larger than three (3) inches in height and should be placed in a horizontal line.

Townhouse and/or condominium project mailboxes must be installed in accordance with the approved cluster association specifications. (See Special Considerations for Townhouses and Condominiums p. 43.)

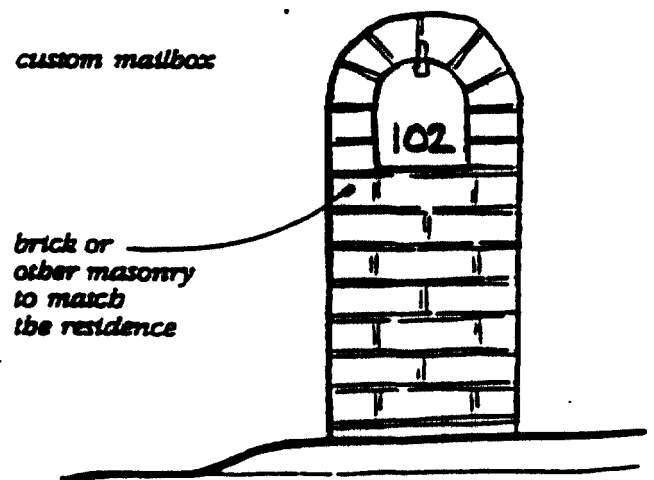
Mailboxes

standard "rural" mailbox



Traditional Mailbox

custom mailbox



Custom Mailbox

Application Requirements

**A description of the mailbox and its color;
and the proposed location of the mailbox.**

Signage

General Considerations

Requests for approval regarding the use of temporary signs advertising the sale of the residence require completion of the WCIA's "Sign Policy Agreement" form.

All approved signs shall conform to the WCIA's predetermined sign policy. This policy constitutes the written consent application required by the Deed Restrictions for proper approval.

No signs, billboards, posters or advertising devices of any kind are permitted without prior approval of the ACC.

Site Design Guidelines

No sign is permitted on a lot without a residence.

Only one sign is permitted on a residential lot with a dwelling.

In addition to the single "For Sale" sign, one "Open House" sign may also be incorporated.

The sign must be placed in the front yard facing the street, at twenty five (25) feet from the curb and ten (10) feet from the driveway; or as close as possible to allow adequate visibility.

The sign must be removed immediately after the sale has been consummated.

No sign may be placed on the waterfront or golf course side of any lot.

No signs are permitted in windows of residences, garages or other accessory buildings.

No directional signs, flags, banners, balloons or other attention getting devices, or advertising, are permitted (at any time).

Also see Special Considerations for Townhouses and Condominiums, p. 43; and Commercial/Institutional Guidelines, p. 46.

Architectural Design Guidelines

Dimensions of the "For Sale" sign must be 24 inches vertically by 32 inches horizontally.

Dimensions of the "Open House" sign must be 8 inches vertically by 24 inches horizontally.

The sign must be PMS #155 Beige in color with graphics to be PMS #114L Brown in color. The sign must be painted on both sides.

The sign must be mounted on either a single metal stake or metal type frame.

Application Requirements

Completed "Sign Policy Agreement" form.

785-00-0911

Walden on Lake Conroe Design Guidelines

Utilities (Mechanical Equipment)

General Considerations

Exterior utilities and mechanical and electrical equipment such as air conditioners/heat pumps, condensers, meters, etc. must be housed or screened from view from streets, outdoor common and community areas, (e.g., the golf course, marina, etc.), and from adjacent properties.

Noise shall also be acoustically screened/buffered.

Property owners should investigate all alternatives to exterior mounted antenna(s) before submitting a request to the ACC.

Air Conditioners/Heat Pumps

Air conditioners/heat pumps are prohibited in the front yards of all residences.

All air conditioners/heat pumps must be located so as not to be both visually and acoustically intrusive to adjacent residences.

Equipment should be hidden from view from all other property.

Equipment should be located on the ground, wherever possible.

Screen air conditioning/heat pump equipment by architectural treatment or landscaping.

The use of plant materials to provide required screening is preferred to fencing.

Through-the-wall air conditioning units are prohibited on all residences.

Window unit air conditioners are prohibited.

Antenna

Antenna, satellite dishes, and other devices for receiving or transmitting any signal of any kind are discouraged and shall not be erected unless approved by the ACC.

Antenna(s) are recommended to be located in attics or within other structures.

No antenna of any style that will extend more than ten (10) feet above the highest ridge of the roof to which it is attached shall be permitted on a residential or patio home lot.

In no case shall a free-standing antenna or guide structure be permitted.

Satellite Dishes

A satellite dish may be approved by the ACC if its location does not impact adjacent views and the overall aesthetics of the Community.

No satellite dish is, however, permitted in the front of any residence or beyond any wall facing onto either the water or golf course.

No dish shall exceed ten (10) feet in diameter and the top of the installed dish may not exceed six (6) feet from the grade level of the ground.

An expanded metal (see-through) type dish is preferred.

All approved satellite dishes shall be painted one solid color of black or an earthtone or dark brown, or grey.

No more than one dish will be approved on each property.

Wherever possible, dishes shall be located behind existing walls/fencing or in attics so as to be screened from view.

Landscaping is recommended and may be required to soften the visual impact and screen/buffer the dish from both adjacent properties and long-range views.

Telephone/Cable TV

All telephone, electric cable, cable TV and other service lines shall be installed underground.

Telephone, cable TV and other utility boxes shall be located on the ground and screened from both private and public view.

For guidelines associated with closed circuit television systems. See *Building Accessories, Security Devices*, p. 13.

Meters

The recommended screening of utility boxes, meters, etc. is through their location; preferably through their integration into the architectural design of the residence.

Solar Collectors (Panels)

Solar collectors on pitched roofs must lie flat on the roof and be placed so that the top edge is parallel with the roof line.

Solar collectors on flat roofs must not be visible from the street or from adjacent properties.

No part of any installation shall be visible above the roof line.

All solar collector panels shall be installed in such a manner so that the associated structural members are not visible.

The installation framing shall, wherever possible, be integral to the architecture and in harmony with the residence/structure on which constructed.

All pipes, wires and related equipment shall also be concealed.

All framing, piping and other exposed equipment, as well as the collector frames, must be painted to match the roof.

Although discouraged, where solar collectors may be required to be installed on the ground; they should be located in side yards and not present a visual intrusion to adjacent residences.

Ground level solar collectors shall be screened through landscaping.

No solar collectors shall be located in front yards or on waterfront or golf course lots so as to be visible from the Lake or the golf course.

Storage Tanks

The installation and use of propane, butane, LP gas or other gas tank, bottle or cylinder of any type shall be located, wherever possible, in the side yard and screened from view.

Gas fuel tanks in excess of twenty-five (25) gallons (outside of vehicle gas tanks) are prohibited. (Is this appropriate to the guidelines?)

Application Requirements (for all Utilities)

A catalogue clipping or manufacturer's "cut sheet" and description of the equipment, including dimensions, materials and color;

The location of the equipment with respect to the residence, property lines and adjacent residences and/or the location of the equipment installation on the building; and

A landscape plan of proposed screening/buffers.

Miscellaneous (Guidelines)

Barbecue Pits and Smokers

Permanent free-standing grills, barbecue pits and smokers are prohibited.

Where desired, permanent grills, barbecue pits and smokers should be incorporated into the design of the residence, accessory buildings, or walls and fencing.

Barbecue pits and smokers are not allowed in front yards, nor should they be located where visible from the street, including side streets, or from the water or golf course.

Consideration should also be given to the location and design of these items to avoid adverse impacts to adjacent residences from the associated smoke, noise, etc.

Barbecue pits, smokers, etc. shall be black or painted earthtone colors.

Approval may require screening/buffering with landscaping.

Application Requirements

A catalogue clipping and description including color; and

A site plan showing the proposed location of the equipment in relation to the residence, accessory buildings, walls and fencing, property lines and adjacent residences.

Clotheslines

Exterior clotheslines are prohibited.

Dog Houses/Runs

No dog houses/runs shall be located in front or side street yards; nor shall any dog house or run be located on the water or golf course side of waterfront or golf course lots.

Dog houses and runs should be located so as to be unobtrusive.

It is recommended that dog houses be integrated into the architecture of the residence, accessory building/structure, walls and/or fencing.

They should be painted to conform to match the color palette of the residence, or with earthtone colors to match their surroundings.

Dog runs must generally follow the guidelines for fencing. (See Walls and Fencing, p. 20.)

Landscaping may be required for screening.

Application Requirements

A site plan showing the location of the dog house/run, the residence and accessory buildings, walls and fencing, property lines and adjacent residences;

A description of the dog house/run to include catalogue clippings, dimensions, pictures, etc., as applicable; and

The material(s) and color to be used.

Flagpoles

A flagpole may be approved for flying the American flag.

The flagpole height and flag size should be in proportion to the residence.

The color of the pole can be black, white, tan or grey, or may relate to the trim color of the residence.

No polished metal or unfinished wood poles are allowed.

Illumination of the flag/flagpole may be approved, depending upon the location and intensity of the lighting. (See Lighting, p. 30.)

Application Requirements

Site plan showing the proposed location of the pole and lighting, if any;

Catalogue clipping and description, drawing and/or photograph of the pole, with dimensions and color sample; and

Specifications of lighting, if applicable.

Fountains, Sculpture, Statuary (and Yard Art)

See Landscape Guidelines, p. 31.

Recreational/Play Equipment

When considering play equipment, the size of the lot, equipment size, material, color, relationship to adjacent residences and the amount of visual screening are important factors.

Recreational/play equipment is not allowed in front yards, in side yards that face on the street, nor on the water or golf course side of waterfront and/or golf course lots.

Play equipment should be located no closer than twenty (20) feet to the nearest property line.

Equipment is recommended to be constructed from natural materials (predominantly of wood) and left to weather naturally.

Metal equipment, not including wearing surfaces (e.g., slides, sliding poles and climbing rungs), must be painted either black or a dark brown to blend with the natural surroundings. Bright, primary colors will not be approved.

Play equipment should be screened by natural vegetation and/or by the addition of additional landscaping.

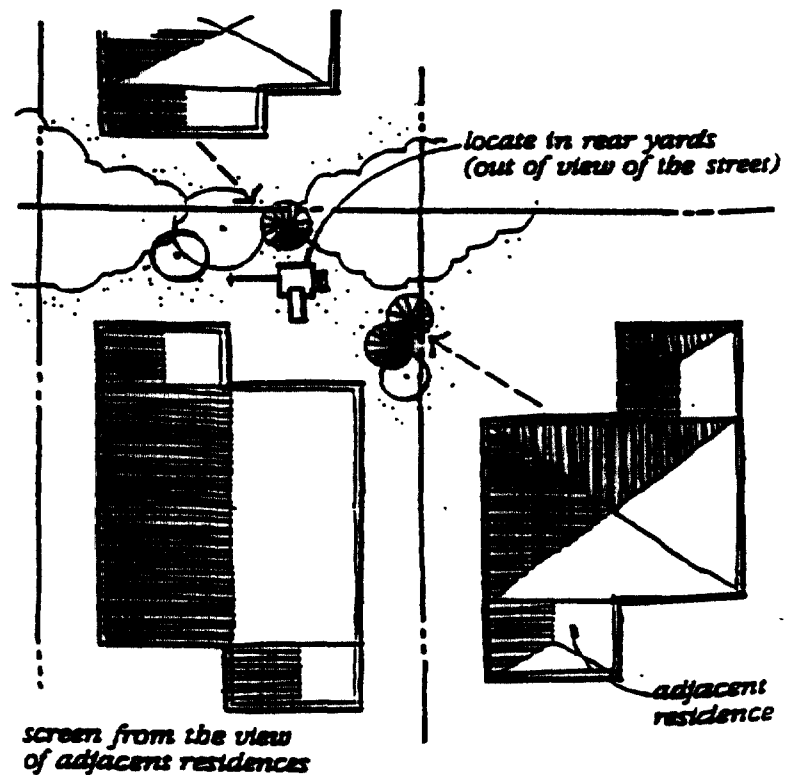
Treehouses are generally discouraged because of their visibility from adjacent properties.

Application Requirements

A catalogue clipping, and description of the recreational/play equipment, including dimensions, materials and colors;

A site plan showing the proposed location of the equipment in relation to the residence, accessory buildings, walls and fencing, property lines and adjacent residences; and

A landscape plan identifying existing woods and landscaping and indicating additional landscaping to be added for screening/buffers.



Play Equipment

Basketball Backboards

Basketball backboards on residential and patio home lots should be located in such a manner as to be visually unobtrusive.

Consideration must be given to not only the visual impact of the backboard but also to safety considerations and the affect its normal use will have on adjacent residences.

The preferred location is centered over the garage or secured to a similar accessory building.

It is recommended that backboards be painted to match the color of the surface behind the backboard, the color of either the siding or the roof.

Free-standing basketball backboards and poles must be located over the driveway, at a distance from the nearest adjacent residence so as not to be obtrusive.

Poles can be black or painted dark brown to blend with the natural background; or, if made of wood, left to weather naturally. Exposed, unpainted metal poles will not be approved.

Pole and backboard shall be visually screened from the nearest property by existing or new trees.

Application Requirements

A site plan showing the proposed location in relation to the residence, accessory buildings, property lines, and adjacent residences;

A description of the proposed backboard and pole, including material(s) and color(s); and

A landscape plan identifying existing woods and landscaping and indicating proposed new plantings, if required.

Storage Sheds (also see Accessory Buildings)

All of the locational guidelines applicable to Accessory Buildings apply to the location of storage sheds.

When selecting a location for a shed, views from adjacent residents must be considered.

Wherever possible, sheds should be designed as an integral part of the architecture of the residence, associated accessory building/structures, walls and/or fencing.

Sheds should also be compatible with the architectural design and details of the residence and/or accessory buildings; including siding materials, roofing and color(s).

If integrated into a wall and/or fence, the shed should not extend above the wall/fence.

The ACC may require additional landscaping to screen the shed.

Application Requirements

A site plan showing the location of the shed, residence, accessory buildings, property lines;

A drawing, dimensions and description of the shed;

The materials and color of the proposed shed and those of existing buildings; and

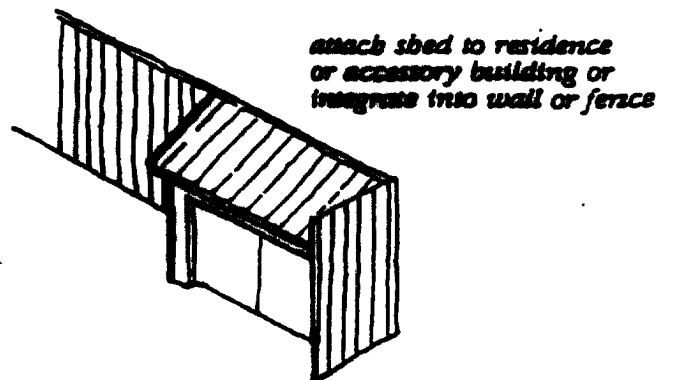
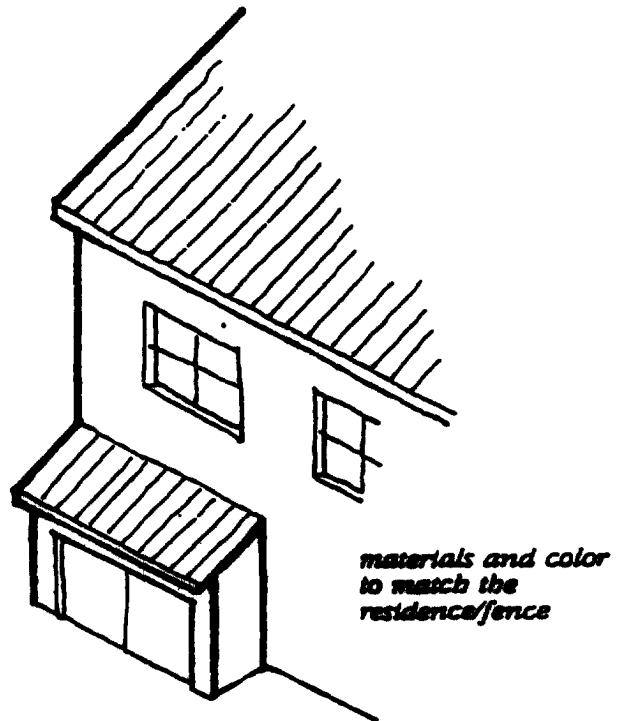
Any additional landscaping proposed for screening.

Other (Miscellaneous) Elements

For improvements to your property that are not specifically described in the above guidelines, refer to the guideline that is most similar in concept to the project being proposed and use it as a guide in the planning, design and application to the ACC. You may also call the WCIA for assistance.

In general your application should include:

- A description of the proposed improvement to include dimensions, materials, color, etc., as applicable; and
- A site plan showing the proposed location of the improvement and the relationship to the existing residence, accessory buildings/structures, property lines, set backs, easements, etc.



Storage Sheds

Guidelines for “Combined” Lots

General Considerations

Where adjacent residential lots, including patio home lots, have been purchased by the same owner and merged to form what are referred to as “combined” lots, special considerations apply.

These “combined” lots offer a substantial opportunity to reinforce the image and character of Walden on Lake Conroe. Generally left undeveloped or only partially developed for additional parking and/or garage, or swimming pool/poolhouse and related uses; these properties provide the opportunity for the long-term preservation of woods, open space and other related natural areas. They also allow for the protection of views and site lines. This is especially important on waterfront and golf course lots.

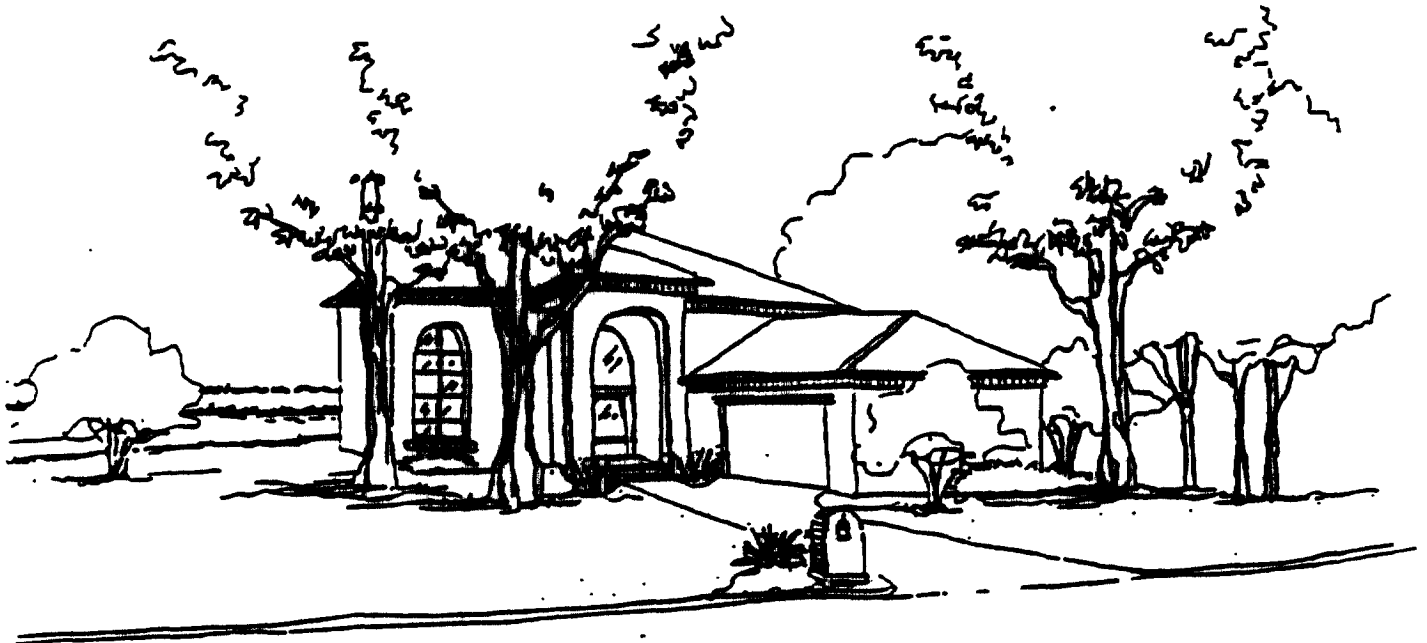
If inappropriately developed, however, “combined” lots will distract from the overall character of the Community. The unrelated design and placement of accessory buildings,

inappropriately designed and/or located walls and fencing, use as storage, and indiscriminate clearance, landscaping, and/or lack of maintenance are just a few of the potential changes that can result in these properties, distracting from the associated residence, adjacent properties, and the overall Community.

Although all of the Design Guidelines apply to “combined” lots, the following require special attention consideration:

- Accessory Buildings/Structures;
- Garages and Carports;
- Decks, Porches and Patios;
- Walls and Fencing;
- Swimming Pools, Spas/Hot Tubs;
- Bulkheads, Docks and Boat Slips; and Landscaping.

Specific guidelines that apply to “combined lots” are identified within each of these guidelines. (See Design Guidelines, p. 7-41.)



785-00-0919

Walden on Lake Conroe Design Guidelines

Special Considerations for Townhouses and Condominiums

General Considerations

[Note: Townhouse and condominium projects are referred to as "clusters" and their related associations as "cluster associations." Guidelines that are specific to townhouse and condominium clusters are referred to as "cluster association specifications." Townhouse and condominium projects are also occasionally referred to as "multi-family" projects or developments.]

The development of townhouses and condominiums support the overall image and character of Walden on Lake Conroe. This is achieved through an orientation to the major amenities of the Lake, marina and golf course; and a consistency of design themes and recurring architectural and landscape elements.

The Purpose/Objectives, Design Principles and Design Criteria all apply to townhouses and condominiums; and all of the previously described Design Guidelines also apply. In addition, townhouse and condominium cluster association specifications also apply. For some guidelines "special considerations" are also applicable; see Special Considerations, p. 44.

Townhouse and condominium projects require a high degree of site, architectural and landscape design consistency and courtesy. Alterations to one property may affect privacy and may create adverse impact on adjacent residences and/or properties. For this reason the ACC may restrict individual improvements relative to the overall townhouse or condominium project and the Community.

Building Character - Townhouse and Condominium projects should incorporate materials and colors that are utilized in single

family residences. The buildings should be masonry with a predominance of brick. Architectural design and workmanship must be of the highest quality.

Building Location and Orientation - Townhouses and Condominiums should recognize the existence of natural features and the recreational amenities of Lake Conroe, marina, tennis center, golf course, woods and related open space. The primary living areas of these projects should orient to these amenities.

Privacy - Cross-views between multi-family residences must be carefully considered in the design of these projects. This is of special concern in the location of balconies, decks and outdoor living areas.

Parking - Townhouses and condominiums create the need for additional parking requirements. The location and design of surface parking lots, and possibly garages, must be consistent with the overall image of Walden. Parking lots should be sited to preserve woods and other natural areas and to maximize the open space available to the units. Parking lots should also limit the number of continuous spaces, incorporate planting strips, and be visually screened/buffered from adjacent streets and properties.

Other areas such as lighting, signage and trash removal also deserve special consideration in the design and maintenance of townhouses and condominiums. (See Special Considerations, below.)

Cluster Association Specifications

In approving the initial plans for a townhouse or condominium project the

ACC established specific cluster specifications for the project. Each multi-family project has its own cluster specifications. These typically include exterior colors and materials, decks, fencing, lighting, signage and other common elements.

Where townhouse and condominium cluster association specifications exist, requests for changes to individual units must conform to the approved cluster association specification. If a townhouse or condominium owner desires to make an exterior alteration and/or addition for which there are no cluster association specifications, the ACC will review the application both on its own merits and in terms of its broader acceptability as a cluster specification.

Consistent with the Design Guidelines, the ACC reviews existing cluster association specifications on a periodic basis to assure that they are current, are based on available products, and reflect the needs of the association members. The ACC encourages cluster association participation in this process.

As townhouse and condominium projects age, areas or elements that require periodic maintenance are of special concern. The most common of these include painting/staining, walls/siding, roofing, lighting and signage. Material substitutions should not wait until required.

Requests for revisions to cluster association specifications are handled similarly to requests for changes in single-family residential and patio home residences.

Design guidelines that are generally included in cluster association specifications include the following:

- Walls (Residing);
- Roofing (Reroofing);
- Painting/Staining (Color Changes);
- Entries, Doors and Windows, (including Storm/Screen Doors and

Windows);

- Building Accessories;
- Decks, Porches and Patios;
- Walls and Fencing;
- Exterior Lighting (Illumination);
- Mailboxes; and
- Signage.

Generally unless otherwise approved by the ACC, improvements in these areas must conform to the applicable cluster association standards.

Special Considerations

In addition to the guidelines that are included in cluster association specifications, there are special conditions that apply, to the following guidelines:

Additions - Additions are generally prohibited to individual townhouse and/or condominium units.

Antenna/Satellite Dishes - No exterior antenna/satellite dishes are allowed in association with individual townhouse or condominium units.

Basketball Backboards - Backboards are not allowed on individual townhouse properties.

Decks and Patios - New decks and/or additions to decks shall be sufficiently set back from common walls to assure visual privacy to adjacent residences.

Upper level decks/balconies must be located so as not to cast shadows on walls/windows or outdoor living areas (e.g., ground level decks/patios) of adjacent units.

Privacy walls/screens may be approved provided they do not block major views and sight lines. This is of special importance on waterfront and/or golf course properties

Swimming Pools, Spas/Hot Tubs - Swimming pools are not allowed on indi-

vidual townhouse properties. The addition of spas/hot tubs is discouraged.

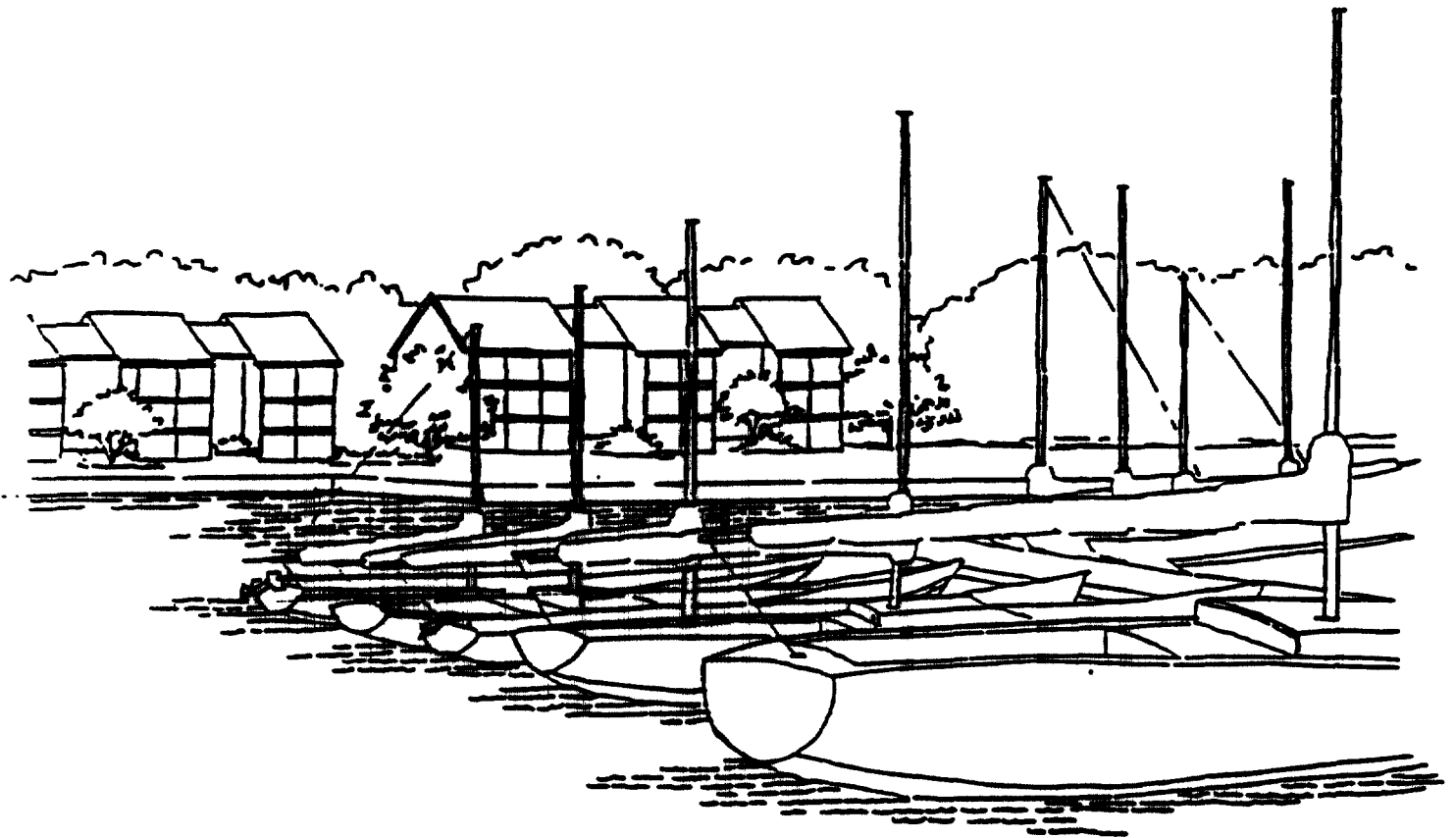
Landscaping - Landscaping is the responsibility of the cluster association.

The decorative landscaping of individual townhouse cluster properties is allowed to the extent that it is kept within the scale and

context of the overall cluster design concept.

Lighting - Lighting must be in accordance with approved cluster association specifications.

Colored or otherwise non-standard fixtures, bulbs, etc. will not be approved.



Condominiums on the Marina

Mailboxes - Where mailboxes are located together they must be of a similar, coordinated design and in accordance with the cluster association specifications. Supplemental identification and/or individual mailboxes are prohibited.

Signage - Unit identification numbers shall conform to the approved cluster association specifications. Supplemental identification is prohibited.

Commercial/Institutional Guidelines

General Considerations

This section is for owners and their agents who are considering additions and/or alterations to office, retail/convenience centers, institutional, recreational and community buildings.

Both commercial and institutional architecture should express the overall goals of Walden on Lake Conroe, reinforce the design intent, and reflect the highest level of quality and workmanship. The overall character of Walden on Lake Conroe is closely tied to the images presented by the entrance, yacht club and marina, golf clubhouse and tennis center. The architecture of these facilities is consistent and reinforces that of the townhouses and condominiums and the overall residential community.

Building Character - A consistency of site design, architectural and landscape theme is essential in maintaining this relationship of residential and non-residential development of the Community. Scale, form, texture and facade treatment are all important considerations in expressing a consistent character of commercial/institutional architecture.

Building Facade - Building materials should be limited to one or two facade materials with one material dominant. These materials should reflect durability, permanence, quality and harmony with the overall architectural character of the Community.

Acceptable materials include brick, stone, integral color/texture pre-cast concrete and wood. Reflective glass, poured-in-place unfinished concrete, concrete block and metal sidings are inappropriate.

A single material and color should comprise the majority of the building facade. Masonry, brick or stone of earth tones is encouraged in order to harmonize with the residential

architectural character and the natural landscape.

The use of consistent building materials in related circulation and landscape elements, e.g., streets, parking, plazas, walks, etc., is required; the use of the same materials is encouraged.

Glazing - Glazing shall be clear; reflective glass is not permitted. Punched window openings are encouraged. Large expanses of glass are discouraged. Metal frames should be kept to a minimum and compatible in color with facade materials. Bright metal and/or accent mullions are inappropriate.

Roofing - Commercial buildings should have penthouses to conceal rooftop mechanical equipment, etc. Shed or pitched roofs are encouraged. The architectural character of these elements should reinforce that of the overall Walden.

Parking - Parking lots should be kept to the minimum area required with the distance to building entrances minimized. Parking lots should be sited to maximize the preservation of woods and open space and other natural areas.

Parking lots should contain islands to break up the mass of paving, and all islands should be large enough to contain deciduous trees.

Street trees and woods, surrounding parking areas should be supplemented with additional landscaping. Parking lots must be screened/buffered where adjacent to residences.

Service Areas - All service areas, including loading docks, entrances to service bays, exterior storage areas, etc., shall be screened from view by walls of a material compatible with building architecture. Trash collection (dumpsters) shall be screened in a similar

manner. Entrances to these areas shall be buffered and screened through the use of appropriate landscaping.

Other areas such as walls and fencing, landscaping, lighting and signage also merit special consideration in the design of commercial/institutional properties.

Submission requirements for applications for improvements to include additions and/or alterations to commercial/institutional properties are handled similarly to requests for improvements to residential properties. (Also see ACC Application Procedures, p. 56; and the Initial Construction Submission Checklist, Appendix A-3, p. 58.)

Special Considerations

The Purpose/Objectives, Design Principles and Design Criteria all apply to the commercial and institutional properties in Walden on Lake Conroe. Many of the considerations described in both the Design Guidelines, p. 7-41; and under Special Considerations for Townhouses and Condominiums, p. 43, also apply.

Below are additional design considerations for these commercial/institutional properties:

Antennas/Satellite Dishes - Wherever possible, antennas and/or satellite dishes should be made an integral part of the building architecture.

Ideally, antennas/satellite dishes should be located on the building roof and screened by the building architecture to not be visible from the street or adjacent properties. When location on the building is not possible, antennas or dishes should be located and screened so as not to be visible from public areas or adjacent properties. The ACC may require the addition of walls, fencing, berms and landscaping and a combination of these may be required to provide adequate screening/buffers.

Walls and Fencing - The limited use of walls and fencing to provide security or screening to certain limited areas will usually be approved by the ACC.

In most instances walls and fencing must be an integral part of the building architecture.

Perimeter or property line fencing is generally not permitted.

Landscaping - The landscaping of commercial/institutional properties should reinforce the overall landscape theme of the Community, as well as provide for the special considerations of:

- Preserving views and providing privacy;
- Providing property line screening/buffers, especially when adjacent to residential properties;
- Screening views of walls, parking, service areas and mechanical equipment.

Lighting - Commercial/institutional project lighting should be consistent with the lighting throughout the Community both in location, materials and color(s).

Site lighting should be limited to levels required for function and safety.

All lighting fixtures shall be designed and located to avoid glare and excessive brightness; especially as regards adjacent properties.

Any building to be washed or highlighted (with lighting) must receive ACC approval.

High pressure sodium (yellow-orange) lighting is prohibited.

(See Signage for illuminated signage guidelines.)

Signage - Commercial site and exterior building signage is considered integral to the

total project design and that of the Community. Signage will be reviewed both on its own merits and in relationship to adjacent properties and the overall Community.

Generally, signage should be discreet and minimized both in size and quantity.

Any monument or free-standing sign(s) should be located at the entrance to the project; (see Project Identification Signs below).

No building mounted sign shall protrude above the building or above the wall to which it is mounted. Roof mounted signs are not permitted.

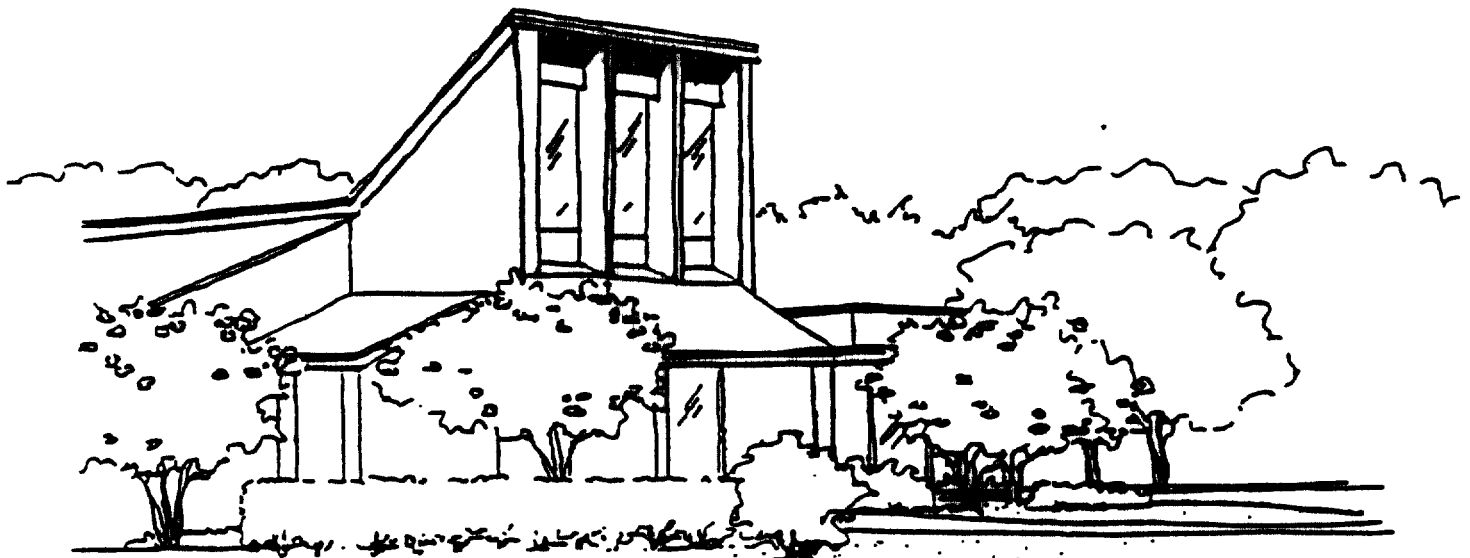
Illuminated signs should be internally or "halo" lit rather than by external fixtures.

Illuminated signs must not create excessive glare or intensity and must not disturb adjacent residential properties.

Project Identification Signs must be of a straightforward design without ornamentation and be located on the project, usually at the main entrance. If there is an additional entrance, a second sign of similar design may be approved.

A sign with a low profile, set in a landscaped area, with colors and material related to those of the buildings is most suitable.

The lettering style should also relate to the project architecture. Simple, straightforward lettering is preferred. The size of the



Walden Golf Clubhouse

letters should be scaled to the speed limit and the line of sight from the street. The size of the sign must be proportional to the size of the lettering.

An internally illuminated sign may be acceptable as long as the illuminated letters do not glare.

Directional and advisory signs must be straightforward, without ornamentation, and located within the project. Multiple signs should be clustered and be of a uniform design. Their size must be appropriate to the setting.

Initial Development and Construction

General Considerations

Initial construction and development of property in Walden on Lake Conroe is reviewed by the ACC in accordance with the standards provided by the Deed Restrictions and associated Restrictive Covenants that apply to the Section and lot.

The Purpose/Objectives, Design Principles and Design Criteria apply to all new construction and the Design Guidelines will be applied, as appropriate. Each project will be reviewed on its own merits in the context of its surroundings and within the overall context of the image and character of Walden. Both preliminary and final plans shall be submitted to the ACC for approval prior to the start of construction. (See ACC Application Procedures and the Initial Project Submission Checklist, Appendix A-3, p. 58.)

Site Design Guidelines

General Considerations

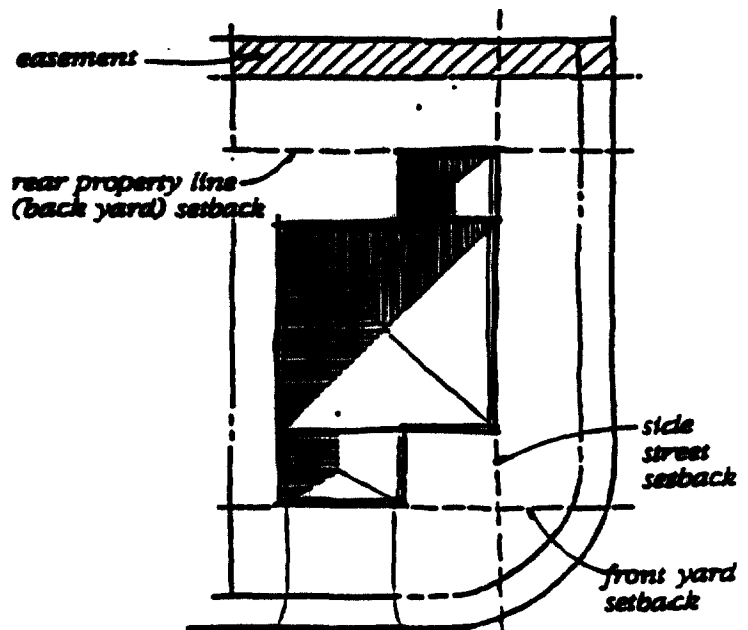
Walden on Lake Conroe is a planned community that provides an environment of high quality, both functionally and aesthetically. The design of each property should be distinctive, yet cohesive in character with other properties in order to reinforce the overall image and character of the Community.

Site design must include sound engineering and site planning relationships between streets, parking and buildings. It must also incorporate open space, buffer zones and screening. Of particular significance is the enhancement of the character of Walden through the preservation of the natural site features of woods and water.

Specific Guidelines

Setbacks and Easements - Site design and building siting must adhere to all of the setback requirements and easements that are described in the Deed Restrictions pertaining to the lot. These restrictions provide a continuity of building setback from the street(s), and side and rear property lines; and they insure privacy and the preservation of views and sight lines.

Depending upon the size and location of the proposed residence, the ACC may require additional setback to insure visual privacy



Setback and Easement Restrictions

and/or the preservation of view(s) and sight lines from adjacent properties. This is important on waterfront and golf course lots.

Building Siting/Orientation - Siting of residences should maximize existing topography, preserve existing vegetation, minimize grading, accommodate drainage requirements and, in general, allow for a variety of opportunities for building massing and orientation, the preservation of views, the provision of outdoor living areas and the maintenance of privacy. Primary living areas should orient to these site amenities, including where applicable the water and golf course.

Grading and Drainage - Residences should be designed to suit the topography of the site with a minimum of required clearing and grading.

Grading shall avoid disturbance of all natural areas to the greatest extent possible.

Owners are responsible for proper grading of lots to assure adequate drainage. Unimproved lots must also drain properly.

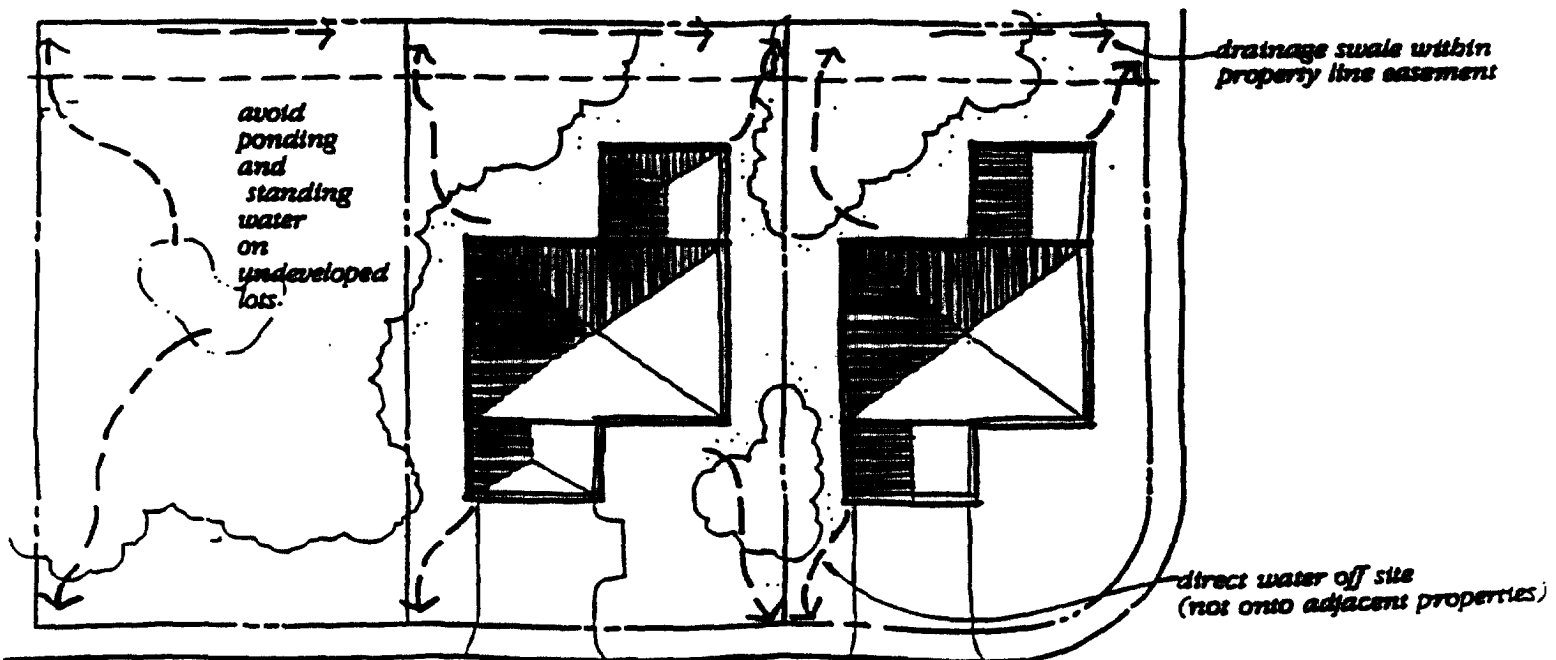
Storm drainage shall avoid creating erosion and shall not drain onto adjacent properties.

tion and preservation of woods, specimen trees, and other designated natural areas.

As a part of the preliminary site plan review a "limits of clearance" line shall be designated to identify the location and extent of any natural areas and specimen trees not to be disturbed during construction. The ACC may also require a tree survey identifying all trees larger than an eighteen (18) inch caliper.

After final site plan approval and before construction may proceed, the trees and other natural areas which are to remain undisturbed shall be protected with a fence located at the "limits of clearance" line. Specimen trees outside this area that are also to remain undisturbed shall be clearly flagged.

Site Plan - The site plan must include natural and finished grades by contour lines and, where applicable, spot elevations, limits of clearance, trees and tree clearance lines, grading, silt control, walls and fencing, driveway(s), parking pads, walks, decks and patios, and steps.



Grading and Drainage

Architectural Design

General Considerations

Building architecture should support the overall image and character of Walden. Consistent design themes and the recurring use of materials, color and architectural elements are of primary concern in reinforcing the image of a distinctive and unified Community.

The ACC's interest in architectural design is primarily concerned with the exterior elevations of the building(s), including accessory buildings/structures, the relationship to the site, and design compatibility with adjacent properties.

All exterior elevations and surfaces are considered in determining the acceptability of a design proposal. Size, bulk, organization, architectural style, attention to detail, materials and color are among the many criteria used by the ACC in evaluation. Particular attention is given to those elevations and roofs that are visible to adjacent residences and/or public view. Elevations on the water and/or the golf course are of particular concern.

Building form, including height, bulk, roofline, massing, fenestration, and composition is an important design consideration. The ACC will evaluate the total composition, including massing of the major building elements, proportions of solids and voids, colors, finishes, etc. The building design should incorporate a consistent level of architecture.

In general, architectural form and massing should develop as a natural response to the character of the site. The design is encouraged to take maximum advantage of site features such as topography, vegetation, and views while maintaining a respect and courtesy for adjacent properties.

Landscape Design

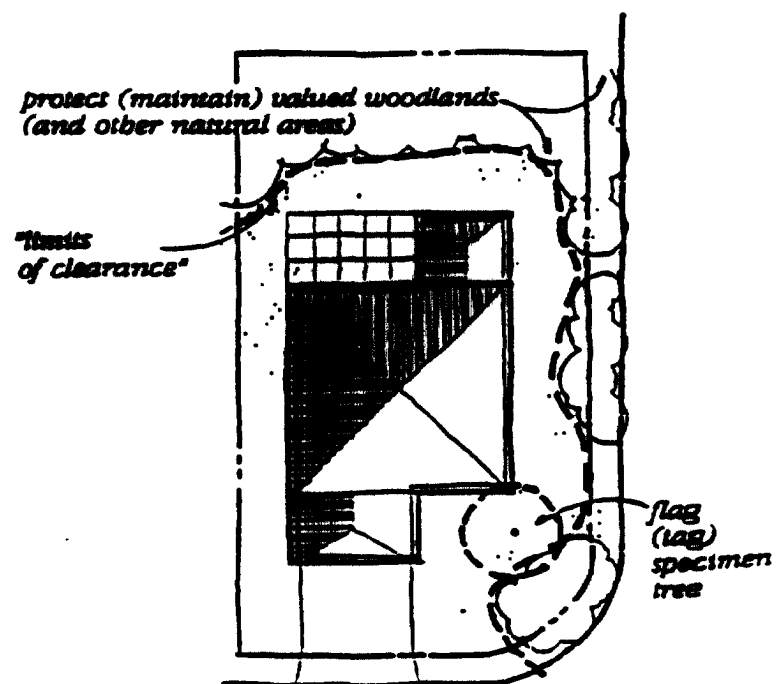
General Considerations

As with site design and architecture, the overall landscape design of Walden is an integral part of the overall image and character of the Community. The landscape design of each property must be consistent with the overall theme of the Community. Although the landscape is encouraged to vary from property to property, reinforcing the existing unified high quality visual environment is paramount.

Specific Guidelines

A landscape plan is required for all initial construction.

A landscape plan is required for all townhouse and condominium projects and for all commercial/institutional buildings.



Limits of Clearance

The ACC may require the submission of a landscape plan for improvements on residential lots where significant woods, and/or other natural features exist.

The ACC may also require a landscape plan to accompany the application of various other improvements where screening/buffers are required.

Maintenance Guidelines

General Considerations

In accordance with the covenants, the ACC has established the following minimum guidelines for the maintenance and improvements of property in Walden on Lake Conroe. The WCIA, pursuant to the Deed Restrictions, has the responsibility to administer the maintenance covenants.

Guidelines for the Maintenance of Improvements

Owners of properties subject to the Deed Restrictions and Restrictive Covenants of Walden on Lake Conroe shall maintain their property in a clean, attractive, and serviceable appearance, substantially similar to its original condition. Such maintenance includes, but is not limited to, the following:

Replacement, repainting/restaining on a periodic basis, as needed, exterior wall surfaces which are significantly different in appearance from the original appearance approved by the ACC, by reason of weathering, or otherwise.

Replacement of missing elements or repair of exterior damage or deterioration, including, but not limited to:

- Siding, roofing, trim, gutters and downspouts, flues, doors and windows and other building accessories.
- Garages, carports and other accessory buildings, recreational structures (including pools, docks and boat slips), exterior lighting and signage;
- Walls and fencing, decks and patios, driveways, parking pads, sidewalks and other paving; and
- Landscaping.

The removal of an approved architectural element must be approved by the ACC.

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Walden on Lake Conroe Design Guidelines

Other Considerations (Things You Need to Know)

Removal of Existing Buildings/ Structures

The removal of any building, addition, wall, fence or structural element which may change the exterior appearance of a residence must be approved by the ACC.

Although the removal of the structure may improve the appearance of the property, it also may adversely impact the residence, may expose areas required to be kept screened, and may adversely impact adjacent properties and the overall appearance image of Walden on Lake Conroe.

Tree Removal

Trees, regardless of size, located within woods and other natural areas may not be disturbed or altered without specific approval of the ACC.

No live deciduous or evergreen trees the trunks of which are four (4) inches or more in diameter, as measured two feet above the ground (grade), may be removed without specific approval.

No live ornamental trees (e.g., flowering trees) may be removed without specific approval.

Removal of live trees will be approved if there is imminent danger to people or property and their continued existence would be detrimental. "Detrimental" conditions include the physical intrusion by trees, roots, and branches on residences or other structures in a way that may cause damage, excessive shade, or could block views and sight lines. Overgrowth may also be considered detrimental.

The ACC may require the replacement of removed trees.

Other Approvals

Many projects require county governmental review and permits in addition to ACC approval. The property owner is responsible for obtaining all required governmental (state, county, river authority and other agency) approvals.

Montgomery County authorities should be contacted before beginning any project in order to verify what permits and other approvals are required.

Plans submitted to the ACC must comply with all applicable zoning ordinances, building codes and other requirements of all agencies having jurisdiction over the project. It is the responsibility of the applicant to obtain all necessary permits and approvals. It is not the responsibility of the ACC to review submissions to determine whether they comply with applicable governmental regulations.

ACC approval does not relieve the applicant of the responsibility for complying with county and other agency regulations, nor do other approvals preclude the need for ACC approval.

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Walden on Lake Conroe Design Guidelines

Et Cetera

Timing

The submission of applications for ACC review and approval of initial construction and/or improvements such as changes, additions and/or alterations should not be delayed. Applications should be made as soon as the required submission materials are available.

Under normal conditions allow one (1) week from application to receipt of approval. This time may be reduced depending on the scheduled date of the next ACC meeting, applicant participation, other factors, etc. On the other hand, if modifications and a resubmission are required, and/or if disapproved and requiring resubmission is required, the time of approval may be substantially increased.

Work may not proceed without ACC approval. The ACC will require construction that is started without prior ACC approval to be stopped pending formal application, review and approval.

Changes by the Previous Owner

Purchasers of a previously occupied residence may receive notice that, because of an unapproved exterior change made by the previous owner, they are in violation of the Covenants.

Current owners are responsible for any existing violations on their property. An owner in this situation should submit an application seeking approval and explaining the situation.

Don't Copy Your Neighbors

When considering making an exterior improvement such as a change, addition or alteration to your property, do not rely on what others may have done. It may not have been approved; and/or it may have been disapproved and be awaiting modification. You are responsible for obtaining ACC approval for your improvement project.

785-00-0937

Walden on Lake Conroe Design Guidelines

APPENDIX

A-1, Architectural Control Committee Approval Process

The Deed Restrictions and Restrictive Covenants of Walden on Lake Conroe, as applicable to all properties within the Community, including townhouse and condominium projects and commercial/institutional projects, require Architectural Control Committee review and prior approval for not only initial construction, but for any subsequent improvements to the property, including but not limited to:

- Additions and/or alterations;
- Reroofing;
- Residing;
- Painting/staining (color changes);
- Walls and fencing;
- Decks and patios;
- Bulkheading, docks, piers and boat slips; and
- Landscaping.

Approval is also required for the installation of many miscellaneous items, such as:

- Doghouses and dog runs;
- Recreational/play equipment; and
- Antennas and satellite dishes.

The first step in planning an improvement is completion and submission of the ACC application.

A detailed site plan must be submitted with the application for approval of any initial construction or improvement to your property. The detail provided by the site plan is reviewed by the ACC to determine the exact location of any improvement in relation to property lines, the required setbacks, easements or other criteria created by the recorded plat or by the Deed Restrictions.

The ACC evaluates all submissions on the individual merits of the proposed improvement as presented in the application. Besides evaluation of the particular project, this includes consideration of not only the individual property, but also the impact on adjacent properties and the overall Community. What may be an acceptable design on one property

in one instance may not be on another. For example, exterior changes to multi-family dwellings (townhouses and condominiums), due to their relative closeness to one another, usually are more noticeable and may have more of an impact on adjoining dwellings than the same changes to detached single family residences.

Decisions made by the ACC in reviewing applications are based on the restrictions in the applicable Section's Deed Restrictions, on the overall Purpose, Objectives and Design Criteria, and the applicable Design Guidelines presented in this manual.

Problems the ACC normally encounters are usually a result of lack of understanding of or failure to review the Deed Restrictions, Covenants and Design Review Guidelines, failure to submit an application, failure to submit a site plan and/or other submission requirements, initiating construction before the ACC review process is completed or failure to construct projects as they were approved.

Your on-going cooperation in familiarizing yourself with the details of your Deed Restrictions and the architectural review process will serve to enhance the entire Walden on Lake Conroe Community. Please do not hesitate to contact the Walden Community Improvement Association (WCIA) should you have questions or concerns.

785-00-0939

Walden on Lake Conroe Design Guidelines

A-2, Architectural Control Committee Application Procedures

Following are the steps necessary to complete and submit the Architectural Control Committee's application for improvements of any kind to an existing improved property. (For initial construction refer to the following Initial Construction Submission Checklist, Appendix A-3, p. 58.)

- Pick up an application form from the Walden Community Improvement Association (WCIA) administration office, located in the lower level of the Walden Yacht Club; or call (409) 582-4222 and one will be mailed to you.
- Read the application form carefully and provide complete detail as requested on the form.
- Read your Deed Restrictions and Restrictive Use Covenants.
- Refer to the Design Review Guidelines and the guideline that applies to your proposed improvement. If your improvement is not specifically covered in the Guidelines, refer to the guideline that most closely resembles your proposed project.
- If you need clarification regarding the requirements of the restrictions and/or interpretation of the guidelines, call the WCIA general manager or deed restrictions officer at (409) 582-4222.
- Think about what you want to do. Consider the impact your proposed project will have on adjacent properties.
- Complete the application.
- Attach the supplemental materials specified in the guidelines. Some projects may require professional drawings.
- Always include a site plan.
- Deliver or mail your application along with the appropriate supplemental materials to:
 - Architectural Control Committee
Walden on Lake Conroe
Community Improvement Association
13101 Melville Drive
Montgomery, Texas 77356
- A staff member will then review the application to determine if the information provided is sufficient for the ACC to review. If not, you will be asked to provide additional information.
- Your request will be included in the agenda for the next ACC meeting.
- Your application may be provided to the ACC members prior to the meeting so they will have a chance to review it and, if needed, visit your property to gain a better appreciation for the merits of the request.
- Your request will be reviewed by the ACC at a regularly scheduled meeting, usually on a Wednesday morning in the WCIA conference room.
- You may attend the meeting by notifying the WCIA administration office that you wish to be present or make a special presentation. An applicant who wishes to address the Committee must notify the WCIA administration office by 5:00 p.m. on the day preceding the meeting.
- The ACC may approve, approve with stipulations, disapprove, or defer its decision on the application.
- A letter providing the decision is sent following the ACC meeting. You may obtain a verbal decision regarding your application by calling the WCIA administration office after 2:00 p.m. on the day of review.

- Your application is filed in the ACC's records of your specific lot.
- If you disagree with the decision, you may appeal it. To do so, contact the WCIA administration office for help with the procedure.

A sample ACC Application Form for improvements, to include changes, additions or alterations, follows:

(Insert ACC Application Form)

A-3, Initial Construction Submission Checklist

The following lists the documents to be submitted by the applicant to the Architectural Control Committee (ACC) in order to describe the character of an initial construction project. Depending upon the complexity of the project a preliminary review with an abbreviated list of information may be desirable.

Preliminary review will cover the following areas:

- Site plan;
- Exterior elevations and materials;
- Any modification to the existing bulkhead;
- Walls and fencing; and
- Landscape plan(s).

Final review will require one set of plans and specifications, prepared by a licensed architect, engineer or the contractor, to be submitted to the ACC for review. All plans shall include lot, block and section numbers. Where applicable, plans should include north arrows.

Materials to be submitted for review and approval shall include, at a minimum, the following:

- ACC Project Application Form;
- Project property boundary and topographical survey, at a minimum scale of 1"=50' and two foot contour interval providing lot dimensions and coordinates and identifying all existing streets, buildings/structures, tree masses and specimen trees (deciduous trees over 18" in diameter, evergreen trees over 20 feet in height and flowering trees over 4" in diameter), right-of-ways, setbacks, easements and other significant site features.
- Site plan, at a minimum scale of 1"=50' and two foot contour interval with lot dimensions and coordinates and locating all proposed buildings/structures, streets, driveways, parking pads, sidewalks, walls and fencing, utilities and other site improvements.

Existing and finished grades shall be shown at lot corners and at corners of proposed improvements. Grading and drainage are also to be shown;

- Architectural drawings, at a minimum scale of 1/8"=1' showing all exterior building elevations and indicating building height and massing. All visible roof projections and mechanical equipment shall be shown;
- A description of all exterior materials and colors, textures and shapes; including, where applicable, manufacturer's "cut sheets," color chips, and samples;
- A landscape plan, including the location, type and size of all proposed plant materials; and irrigation plans, where applicable;
- A lighting plan and fixture selection, indicating location, type and wattage; manufacturer's "cut sheets" and samples of exterior lighting;
- A description of all exterior signage, indicating size, shape, color, materials and locations. A Sign Policy Agreement must be completed and submitted to the WCIA administrative office for review;
- Any other materials as may be desirable or necessary to explain the intent and character of the project; and/or as may be requested by the ACC.

785-00-0943

Walden on Lake Conroe Design Guidelines

After Recording Return TO:

James Knez, Attorney
709 North San Jacinto
Conroe, Texas 77301
Return To Sender after 5 Days

785-00-0944

**WALDEN ON LAKE CONROE
COMMUNITY IMPROVEMENT
ASSOCIATION, INC.

BOARD POLICY MANUAL**

Revised May 22, 1999

**Walden On Lake Conroe Community Improvement Association
Board Policy Manual**

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**Walden on Lake Conroe Community Improvement Association, Inc.
Policy Manual**

I. Purpose:

The Board of Trustees wishes to consistently administer the various rules and regulations of the association. The association is, as a Texas not-for-profit corporation, obligated to conform to its governing documents. However, in the absence of specific direction from its governing documents, the Board has established certain policies and procedures. Procedures are documented separately by subject matter and generally deal with the direct management of retail operations and standards of service. Policies, on the other hand, are Board directed and usually initiated by a resolution of the Board of Trustees. These various resolutions are, hereby, presented as a collective statement of Board policy.

II. Review:

These collective policies shall be reviewed no less than annually by the Board of Trustees and/or a specially appointed Policy Committee.

**Walden on Lake Conroe Community Improvement Association, Inc.
Open Board Meetings Policy**

I. General:

The Board of Trustees of the Walden on Lake Conroe Community Improvement Association formally approved an open meeting policy on May 23, 1989, as reflected in the minutes of its meeting held on that date. An ad hoc committee was appointed at that time to develop "format and rules for these meetings." However, records do not reflect a follow-up report. Therefore, it is the intent of this statement to clarify the Board's practice since then of allowing any member to attend Board meetings.

II. Purpose:

Clearly, the Board of Trustees wishes to conduct its meetings openly and without secrecy; to encourage member input and participation when appropriate and to communicate effectively and directly with its membership when practical.

III. Rules:

A. Regular Board of Trustees meetings shall be scheduled annually in advance and published in the February newsletter. Periodic notices of each meeting shall also be noted in the newsletter in the month preceding each scheduled meeting.

B. Agendas are posted at the Administration Office, Yacht Club, and Racquet Club prior to each meeting.

C. A member may have a subject scheduled to appear on the agenda of any meeting merely by directing a written request to the general manager or president of the association. A member may then have his written question(s) or comment(s) read before the Trustees or may choose to make a personal presentation to the Board. The Board will respond directly during the meeting or follow-up after the meeting in an appropriate manner.

D. Members may attend any Board meeting in person and are encouraged to do so. The Board Chairperson has allowed members attending to make presentations even when not scheduled formally on the agenda.

E. Substantial time shall be scheduled at each annual meeting for members to address the Board on any matter affecting the association. In addition, comment/question cards shall be distributed to encourage input from those not choosing to verbally address the Board. Written responses shall then be mailed to the member by the appropriate Board member or general manager.

Page Two - Open Board Meetings

F. Members are encouraged to address comments or questions to the general manager at any time between scheduled meetings by phone, letter or in person at the administration office. All records of the association are open and available for review by members. It is the intent of the Board of Trustees and management to address each member's concern with a prompt and direct response for the benefit of all concerned.

**Walden on Lake Conroe Community Improvement Association, Inc.
Inspection of Association Records**

I. Purpose:

To provide reasonable access to information regarding financial performance of the association to include both operating statements and annual audits, records of Board of Trustees and Committee meetings, policy and procedure, etc. It is the intent of the Board of Trustees to be as open as is reasonable with regard to any information produced on behalf of the corporation.

II. Policy:

A. The association will allow any Walden on Lake Conroe property owner to inspect the records. When a member requests to inspect the records, an appointment will be established during regular business hours. Assistance will be provided by the association's Controller or General Manager to the degree necessary to answer any questions.

B. Should the property owner require a copy of any document, every effort will be made to do so in a reasonable time, manner, and at a minimal charge.

C. Copies of annual financial summaries and annual audited financial statements are available at no charge.

D. Copies of corporate documents such as corporate charter, by-laws, deed restrictions, etc. are available at a nominal per page copy charge.

E. Personnel records of association employees will not be made available for open inspection. However, certain general employment information regarding an individual employee may be available at the discretion of management or the Board of Trustees.

785-00-0950

**Walden on Lake Conroe Community Improvement Association, Inc.
Architectural Control Committee Appeal Policy**

I. Purpose:

The Board of Trustees of the Walden on Lake Conroe Community Improvement Association wishes to maintain conformity to established standards of the deed restrictions of each platted section of Walden, the Design Guidelines and any requirements of the Architectural Control Committee (A.C.C.). However, periodically a property owner may disagree with a decision rendered by the A.C.C. There needs to be a fair and equitable hearing of any resulting disagreements.

II. Policy:

- A. Should a property owner disagree with a decision of the A.C.C., the property owner may request to appeal that decision for a secondary review by the A.C.C. by requesting in writing to be placed in the committee's agenda.
- B. All A.C.C. members shall be notified by the Deed Restrictions Officer in advance of the scheduled appeal and provided with any additional preliminary information available.
- C. The property owner shall be allowed to make a personal presentation in order to provide any compelling information required of the subject application.
- D. Should the A.C.C.'s original decision be upheld, the property owner may appeal ultimately to the Board of Trustees of the Walden of Lake Conroe Community Improvement Association, Inc.
- E. The Board may schedule a specific meeting to review an appeal at its own discretion.

**Walden on Lake Conroe Community Improvement Association, Inc.
Architectural Control Committee Review Fees**

I. Purpose:

The Walden on Lake Conroe Community Improvement Association guides the community's development through the administration of the Architectural Control Committee and by enforcement of deed restrictions and the design guidelines. The image, quality of life and the highly desirable overall character of Walden are, in part, the result of this process. Maintaining these values is important to all Walden property owners. The deed restrictions and design guidelines will become increasingly important as the community grows and matures if standards are to be maintained. The fee structure set for various phases of the review and project completion process are intended to reimburse the association for out-of-pocket review costs, but also to ensure certain standards relating to building locations, completion of landscaping, etc.

II. Design Review Fee Structure:

A. New Home Plans

A combined review fee and deposit fee will be required for each new home plan submitted for review. One complete set of construction drawings presented in a professional manner will be required. Upon submission, the set of drawings will remain in the possession of the association. Drawings required are as follows:

- 1.) All exterior elevations;
- 2.) Floor plan(s);
- 3.) Electrical plan;
- 4.) Foundation plan;
- 5.) Site plan;
- 6.) Roof plan;
- 7.) Drainage plan;
- 8.) Typical detail sheet.

All plans are to include sufficient detail such as dimensions, scale, square footage or other appropriate information.

Page Two - Architecture Control Committee Fees

The fee and deposit will be applied as follows:

\$200.00 Non-refundable architectural review fee.

\$300.00 Refundable deposit to secure the submission of a forms/slab survey.

\$700.00 Refundable deposit to secure proper clean-up of a building site throughout construction and completion of minimum landscape requirements.

*\$200.00 Refundable construction fence deposit.

*\$200.00 Refundable portable toilet delivery deposit.

*\$200.00 Refundable on-site trash receptacle deposit.

*May be waived at management or Board of Trustees discretion.

B. Forms/Slab Survey

The Architectural Control Committee requires the submission of a forms/slab survey for its review. The obvious intent of this requirement is to ensure prior to pouring of the slab, the proposed building will be located on the lot as approved and required by the applicable restrictions and plot. The survey should be submitted to the Architectural Control Committee within ten (10) days of the slab being poured verifying that there are no encroachments or violations to building location restrictions. The actual minimum slab elevation must also be noted on the survey to qualify for a full deposit refund.

C. Maintaining the Construction Site

The Architectural Control Committee requires that safety fencing be installed along both side and rear lot lines on all lots under construction. The fence height should be four feet (4') with steel "T" posts every eight feet (8') to secure the fencing material. The fence must be maintained in a neat and orderly manner throughout the construction phase.

The site should be maintained throughout the construction to include daily pick-up of trash with no less than weekly removal of trash and construction debris. It is recommended that a commercial dumpster be placed on-site to contain all trash and that regular pick-up service be scheduled. Should the site not be maintained properly and the builder not comply with requests to clean it up, the Deed Restrictions Officer will order a contract service to clean the lot and the cost deducted from the owner's deposit.

The Architectural Control Committee requires that a portable toilet facility be provided for construction workers.

III. Performance Bond

The Architectural Control Committee may require the execution of a performance bond to secure the completion of any project. For first time in Walden builders, property owners acting as their own general contractor, or builders who previously failed to meet Walden construction completion time limits, deed restrictions or other standards will be required to execute the bond agreement prior to plan approval. Association management or the Board of Trustees may waive this requirement at their own discretion.

**Walden on Lake Conroe Community Improvement Association, Inc.
Design Guidelines/Review Policy**

I. Purpose:

The Board of Trustees of the association has established the Design Guidelines as a detailed supplement to the deed restrictions for each section of Walden on Lake Conroe. Property owners wishing to make improvement to the exterior of their residence or to their property are required first to obtain approval of the Architectural Control Committee. The Design Guidelines, intended as a guide to maintaining standards and the overall image of Walden, will help in planning and making such improvements. Periodic review of the guidelines will ensure that the standards remain current compared to the latest building codes and newest materials available.

II. Policy:

A. The Board of Trustees of the association has appointed the Architectural Control Committee (A.C.C.) as its designated representative to review every application for improvement to Walden property. The A.C.C. shall report to the Board of Trustees any need for revisions, additions, deletions or other recommended changes to the Design Guidelines. The Board shall review these periodic recommendations and act accordingly to revise the manual.

B. The Board of Trustees is authorized to enforce compliance with the standards of the Design Guidelines, the deed restrictions and the decisions of the A.C.C. through any appropriate legal and equitable proceedings on behalf of and in the name of the association.

C. To facilitate enforcement, the association shall employ a Deed Restrictions Officer whose duties include verifying the conformity of all construction with the plans and specifications approved by the A.C.C. as well as the general review of all sections of Walden for compliance with the respective restrictions, covenants and Design Guidelines.

D. The Board shall review the Design Guidelines at least annually to ensure conformity to current building standards and acknowledgement of new and acceptable building materials in an effort to preserve the overall image of Walden.

**Walden on Lake Conroe Community Improvement Association, Inc.
Maintenance Fee for Home on Combined Lots**

I. Purpose:

It is the intent of the Board of Trustees to align its maintenance fee assessment policy to clearly reflect the intention of the deed restrictions regarding uniformity.

II. Deed Restrictions:

The language utilized in the deed restrictions as filed in the Montgomery County Deed Records for each plotted section of Walden on Lake Conroe is virtually identical. A sample is as follows:

"...Every person or entity who is an owner of more than one lot... shall pay the full assessed rate on one lot and twenty percent (20%) of the assessed rate on all additional lots owned..."

III. Definition:

Combined Lot(s) shall refer to any combination of lots which have been configured into a single parcel on which one house is constructed.

IV. Change in Policy (January 10, 1998):

For some time the Walden on Lake Conroe Community Improvement Association allowed a policy which waived the maintenance fee for the additional lot(s) in a combined lot/house configuration. More specifically, one full fee was assessed for the first lot and no fee for the additional lot(s) on which the house was positioned. This policy was in direct conflict with the language of the restrictions. The recorded deed restrictions document is clearly recognized as the controlling document. Therefore, when presented to the Board, the former waiver policy was rescinded.

The policy regarding the assessment of maintenance fees is, hereby, conformed strictly to the language of the deed restrictions for each section. Each lot of Walden will be assessed the appropriate full fee or allowable discounted fee as stated in the restrictions.

**Walden on Lake Conroe Community Improvement Association, Inc.
Capital Reserves Study Policy**

I. General:

The Board of Trustees of the association recognizes its responsibility to effectively manage and maintain its physical and real property assets. In addition, the Board realizes it must periodically determine the useful life expectancy of these assets and the need to project an estimated cost of replacing them in the future. This responsibility has been addressed by conducting a thorough engineering study in 1990 of all association assets and individual components. Subsequently, this study in 199_ (see Replacement Reserve Report). In addition, the Board of Trustees of the association recognizes its fiduciary responsibility to manage its cash designated for future asset replacements in a present manner. Accordingly, the Board has set forth an investment strategy, security selection criteria, and control and review procedures to pursue the stated objectives as goals (see Investment Policy).

II. Purpose:

- A. The Board of Trustees wishes to establish and maintain a reasonable, unchanged yearly reserve contribution necessary to meet future expenditures for major replacements or repairs of the common area elements owned and operated by the association.
- B. The underlying, if not primary purpose, of conducting, updating, funding and implementing the various projects for repair and replacement is to maintain the highest possible property value of all association assets for the long term at the least possible cost.
- C. By conducting periodic updates and appropriate annual funding, the Board will avoid the necessity of a special assessment.

III. Definition:

- A. Reserves for Replacement are estimates of that amount of money which must be put aside to replace major issues such as building components that will wear out before the entire facility or project wears out.
- B. Replacement Cost is the cost to replace an item or component which will perform the same function and have the same usage.
- C. Useful Life is the average expected life of a component when new.
- D. Estimated Remaining Life is the life expectancy of an item or building component based on the condition and state of repair.

IV. Policy:

A. The Board of Trustees shall review its capital funding requirements annually and shall set its annual assessment accordingly.

B. The Board shall review the component study periodically and have a professional engineer and/or CPA or other qualified professional appraiser update the 10-year reserve plan at least every 3-5 years.

**Walden on Lake Conroe Community Improvement Association, Inc.
Guest Policy**

I. Purpose:

It is the intent of the Board of Trustees of the Walden on Lake Conroe Community Improvement Association to allow certain non-property owners to utilize the amenities of the association when that utilization is considered beneficial to the association in the sole discretion of the Board. Allowing certain selected guests is intended to add value to property ownership and increase revenues in retail outlets without negatively impacting space available to members of the association.

II. Types of Authorized Guests:

- A. Overnight house guests of property owners;
- B. Day guests of property owners;
- C. Recognized rental program guests;
- D. Lessees of a Walden residence;
- E. Time Share/Vacation Rentals International or Resort Condominiums International guests;
- F. Contracted catering and tournament group guests;
- G. Reciprocal program guests;
- H. Guests of the Board on Management.

III. Amenities of the Association:

The following amenities are impacted by this policy:

- A. Walden Yacht Club;
- B. Walden Racquet Club;
- C. Yacht Club Pool;
- D. Breakwater Grill;

Page Two - Guest Policy

- E. North Boat Ramp;
- F. South Boat Ramp;
- G. Baseball Park;
- H. Breakwater Peninsula Park.

IV. Guest Privileges:

A. Overnight House Guests of property owners may have access to any of the amenities listed above without guest fees when accompanied by a property owner. Guest fees at the Racquet Club will apply when the "house guest" is unaccompanied or when the term of their visit requires a green guest card to be issued.

B. Day Guests of property owners may have access to any amenities listed above without guest fees when accompanied by the property owner. Guest fees at the Racquet Club will apply when the day guest is unaccompanied.

C. Recognized Rental Program Guests should be issued a green guest card assigned by unit number and are subject to guest fees and court fees at the Racquet Club.

D. Lessees of a Walden residence (whether single family, condominium or town house) may be issued a green guest card for the term of their lease upon meeting the following requirements:

- 1.) The tenant must be an individual (not a corporation or other commercial entity).
- 2.) The term of the lease must be at least three (3) months.
- 3.) A copy of the lease must be placed on file with the Walden on Lake Conroe Community Improvement Association.
- 4.) The lessee must pay a monthly assessment of \$10 per month in advance for the entire term of the lease as a maintenance fee for use of the facilities.
- 5.) The lessee must agree to abide by the policies and rules of the association.
- 6.) A lessee must pay appropriate fees for his guests when accessing the Yacht Club Pool and Walden Racquet Club.
- 7.) The leaser does not waive any of his property owner privileges upon leasing his Walden residence.

E. Time Share guests (utilization of a time share unit outside the week of ownership or as a result of a trade program) must pay appropriate guest and court fees when accessing the Walden Racquet Club.

F. Group guests contracted by the Yacht Club or Racquet Club will be assessed appropriate access fees under the terms of the catering contract or tournament contract. Walden green guest cards will not be issued to individual members of the group.

G. Reciprocal club programs will be honored upon management approval of individual requests.

H. Guests of the Board are considered those allowed dining privileges in the Commodore Dining Room and are usually members of other area dining clubs. Guests of management are usually dining guests generated as a result of gift certificates or other promotional programs. No access fees are assessed in the case of either.

V. Guest Fees:

A. Racquet Club - Tennis
Weekdays, \$4/day
Weekends, \$6/day

B. Racquet Club - Exercise
\$3/day

C. Yacht Club Pool
Weekdays, \$2/day
Weekends, \$3/day
Holidays , \$3/day

D. Yacht Club Commodore Dining Room

The Board of Trustees has approved a special discount program available to all property owners/members of the Walden on Lake Conroe Community Improvement Association when dining a la carte in the Commodore Room or when ordering from the banquet menu for special events. The 15% discount, effective April 1, 1998, will apply to any food purchases by the property owner, his family or accompanied guests. In order to receive the discount, the property owner must present a current property owner identification card upon payment. The purpose of this policy is to provide an obvious benefit to owners while continuing to allow authorized guests to access the dining club. Guests of programs such as rental programs, reciprocation, members of local clubs, etc. will pay full menu price.

E. Marina Slip Rental Guests

The former policy of issuing green guest cards to Walden Marina slip renters has been rescinded effective January 10, 1998, or until the current slip lease term expires.

**Walden on Lake Conroe Community Improvement Association, Inc.
Single Family Residential Trash Service**

I. Purpose:

The Board of Trustees of the association wishes to maintain a uniform plan for removal of residential trash. The nature of the Walden community makes this goal difficult when recognizing the high percentage of secondary home ownership and the resulting part-time, if not infrequent, occupancy of those homes. Additionally, it is important to maintain the image of the community by limiting the visibility of trash containers.

II. Policies:

- A. The association shall require every single family residence to participate in the association managed trash removal system.
- B. The association shall maintain a service agreement with a reliable, professional residential trash contractor.
- C. The association shall require the service contractor to provide garage door area pick-up in order to prevent, to the best degree possible, public view of trash containers. This service allows secondary owners to participate in the trash service program without having to deal with the typical problems of a curb-side program.
- D. The association shall maintain a billing service agreement with the local M.U.D.'s or other convenient billing service.
- E. The association shall also maintain a recycling drop-off container in a generally central location to allow property owners an opportunity to recycle certain materials.

**Walden on Lake Conroe Community Improvement Association, Inc.
Selection of Nominating Committee**

I. General:

The By-Laws of the Walden on Lake Conroe Community Improvement Association, Inc. establish that a nominating committee shall be appointed annually. The committee's responsibility is to select nominees for the position of Trustee to be elected by the membership at the next annual member's meeting. The By-Laws require that the committee chairperson be a member of the Board and members of the committee can be any property owner. (Traditionally, all members of the committee have been elected Trustees or appointed Advisors. In addition, traditionally nominees have been selected from the current group of Advisors.)

II. Purpose:

The Board wishes to avoid placing an Advisor in the difficult position of being a member of the nominating committee which may, in turn, name him as a nominee.

III. Policy:

A. The Board of Trustees shall not appoint to the annual nominating committee any current Advisor who would also be eligible to become a nominee.

B. The Walden on Lake Conroe developers currently serve as Advisors and are allowed by the By-Laws to remain indefinitely as such. The developers shall be allowed as Advisors to serve on the Nominating Committee as long as they express no interest in being renominated for election.

C. The committee shall poll the eligible Trustees and/or nominees to determine in advance of the Board meeting what office they would be willing to serve in.

**Walden on Lake Conroe Community Improvement Association, Inc.
Managing Deer Population**

I. Purpose:

Part of the attraction of the Walden on Lake Conroe community is its natural beauty to include the wooded environment and its indigenous wildlife. As attractive and desirable as the wildlife can be, it can become a nuisance if not also dangerous to vehicular traffic.

As late as 1982 the Board of Trustees informally endorsed a voluntary program to feed the local deer population to hold them in the subdivision even as development increased. Ironically, as the subdivision has grown, so has the deer population. It is desirable to maintain natural animal resources and integrate that animal population within the human residential population's activities. However, when conflict occurs, control must be implemented.

II. Protective Devices and Feeder Devices:

A. Warning Signs

Roadside warning signs will be maintained where approved by Montgomery County Commissioners Court or the Precinct One County Commissioner. Signs, such as deer crossing signs, are intended as reminders to drivers to exercise caution and develop awareness of the presence of deer activity while driving through the community. Hopefully, vehicular/deer accidents can be avoided by creating awareness.

B. Feeding

Feeding devices are discouraged. Some natural dissipation of deer populations may occur if they are not artificially encouraged to stay near feeding stations. Life long exposure to feeding stations trains deer as wildlife to be dependent on unnatural food sources. If these unnatural food sources are interrupted or discontinued they will feed on the next available source of food which typically is urban landscape material. One owner's love of wildlife may only serve as an attractive nuisance to another owner who may be less tolerant of destructive wildlife habits.

C. High Frequency Noise Devices

All Walden residents are encouraged to attach "Game Saver" type devices to their vehicles to serve as a deterrent to deer grazing near or crossing our roadways. Samples of these devices and purchasing information are available in the administration office.

III. Managed Programs

It is not the desire of the Board of Trustees to enter into a licensed trapping program to prevent deer overpopulation. However, if natural occurrences do not balance deer population with increases in human activities, then managed control programs may be implemented.

**Walden On Lake Conroe Community Improvement Association, Inc.
Pet Policy**

I. Purpose:

One of the reasons Walden on Lake Conroe is a special place to live is that all property is subject to Deed Restrictions. The intent is to:

- 1.) Provide for a uniform plan to preserve the image and character of the subdivision;
- 2.) Maintain the overall quality of life that has been achieved;
- 3.) Encourage sensitivity between neighbors so that all may reside in harmony;
- 4.) Uphold and enhance property values;
- 5.) Prevent the deterioration of these desirable qualities;
- 6.) Encourage responsible pet ownership.

II. Deed Restrictions:

The covenants recorded in Montgomery County Deed Records for each of the platted sections of Walden on Lake Conroe contain similar language under the heading of Article III. USE RESTRICTIONS, subtitle, Pets:

"No horses, cows, hogs, poultry or livestock of any kind (other than house pets of reasonable kind and number) may be kept on any lot. Should such pets become a nuisance in the opinion of the Declarants, they must be removed from the premises and the subdivision. No pets are to run at large."

III. Definitions:

Reasonable. Fair, proper, just, moderate, tolerable, suitable under the circumstances. Fit an appropriate to the end in view. Rational, governed by reason. Not immoderate or excessive.

Kind. The genus or generic class; Description.

House pet(s): Animal(s) belonging to the house and/or family. Domestic, but not intended to include animals normally considered raised or used on a farm. It is not intended to include animals normally living in the wild, but raised domestically in captivity or fur bearing animals raised in captivity

Nuisance. That activity which arises from unreasonable, unwarranted or unlawful use by a person of his own property; obstruction to the right of another. Producing such material annoyance, inconvenience and discomfort that will presume resulting damage. That which annoys and disturbs

one in possession of his property, rendering its ordinary use physically uncomfortable to him; e.g. odors, or noise. An offensive, annoying, unpleasant or obnoxious thing or practice; a cause or source of annoyance especially a continuing or repeated invasion or disturbance of another's rights.

Declarants. The Board of Trustees of The Walden on Lake Conroe Community Improvement Association, Inc.

Pets at Large. Pets which are not contained within the owner's property; free, unrestrained, not under control.

IV. Rules

A. No animals, whether livestock, wildlife, bees, poultry, or even household pets shall be raised, bred or maintained on any lot for commercial purposes.

B. No animals other than dogs, cats or other normal household pets of reasonable and limited number or specie may be kept on any lot.

C. No owner shall allow his pet to become a nuisance or threat to other owners, guests or neighbors.

D. No owner shall allow his pet, whether dog, cat or other domestic pet under his ownership or control to leave such owner's lot unless leashed or under firm personal control and accompanied by a responsible member of the owner's family.

E. Owners shall at all times conform to the Montgomery County Health Department's Animal Restraint and Rabies Control Ordinance.

F. Owners wishing to report a complaint against another owner's pet shall be required to do so in writing by filing a Pet Grievance Form.

G. Grievances shall be reviewed by association management and if appropriate, referred to the Association's Pet Committee for review. The Pet Committee shall make recommendations to the W.C.I.A. Board of Trustees regarding serious corrective action such as legal process.

WALDEN ON LAKE CONROE COMMUNITY IMPROVEMENT ASSOCIATION, INC.

Pet Committee Grievance Form 785-00-0966

COMPLAINANTS

Name _____

Address _____

Phone (H) _____ **(W)** _____

PET OWNERS

Name (If Known) _____

Address _____

Phone (H) _____ **(W)** _____

TYPE OF ANIMAL _____

NATURE OF COMPLAINT:

Are you willing to testify in court as a witness should this matter ultimately require your testimony?

Yes **No**

DATE: _____

SIGNATURE OF COMPLAINANT: _____

**Walden On Lake Conroe Community Improvement Association, Inc.
Y2K Compliance Plan**

I. General:

What is Y2K and why is there a problem? Y2K refers to the Year 2000 bug, sometimes referred to as the "Millenium Bug". It affects almost all computer and electronic operations related to the century date change from 1999 to 2000. It is a significant milestone for anyone with equipment using the Julian date calendar of two-digits (00-00-00, month-date-year).

Computer programs that are not written using the four-digit year date, those that have the old BIOS (Basic Input/Output System) or real-time clock chips (which include most computers prior to 1997) are subject to a wide variety of problems ranging from minor inconveniences of needing to re-enter some data to the extreme of complete shutdown of entire computer networks.

This will occur because the computer will think it is year 1900 instead of year 2000. All financial records including amortized loans, interests due, scheduled payments, accounts payables, accounts receivables, and general ledgers are date sensitive and subject to these problems.

II. Purpose:

To prepare for compliance and conversion of all equipment necessary for the operations of the association. It is the intent of management to analyze, develop, budget and implement a plan to be prepared for the Year 2000 conversion of date sensitive equipment.

III. Plan:

During July and August, 1998 all equipment and operations of the association will be inventoried and assessed as to its needs for replacement and/or upgrading in 1999 to be compliant to the year 2000.

The areas which will be affected the most will be Accounting, Racquet Club, and the Yacht Club. These areas have been evaluated and the following has been determined:

A. Accounting

The file server which operates the accounts payable and general ledger for the association is in compliance for the year 2000. The accounting software is also compliant. The accounts payable computer station will need to be replaced along with a network card.

The accounts receivable computer will need to be replaced. The maintenance fee software, which is a customized program will need to be modified. This must be done and tested prior to October, 1999 billing of maintenance fees.

Since it is unknown even with testing if equipment and programs will continue to operate until January 1, 2000 a backup plan has been implemented. Accounting personnel will prepare a complete

paper backup of all computer data. All data will also be downloaded on tapes December 31, 1999. In a worse case scenario all data with beginning balances could be re-input into the system or if needed a manual double entry bookkeeping system could be implemented with no loss of records.

All bank accounts will be reconciled by bank printouts through December 29, 1999 to ensure there is no loss of funds to the association should the banking institutions' systems fail. Attached is a publication from Klein Bank regarding their plan to be in compliance by Y2K.

Payroll for the association is processed by Payroll Resource Management Company of Conroe. This company is currently working on their Y2K plan. They will have new equipment and software in place in the first quarter of 1999 and will perform diagnostic testing on the equipment to ensure everything is in compliance. The W.C.I.A. accounting department will maintain backup records should the need arise to manually produce fourth quarter reports and W-2 forms for our employees.

B. Racquet Club

The computer that records point of sale transactions at the Racquet Club will need to be replaced. The point of sale software is a customized program and will need to be modified. This will need to be done and tested before the last quarter of 1999.

The proposed backup plan for the Racquet Club will include all inventory adjustments being made to the computer system and all data downloaded to diskette and a complete paper backup. Sales figures both monthly and year-to-date will be downloaded on diskette and printed on December 31, 1999.

The Racquet Club closes before midnight December 31, 1999, but all credit cards batched out that day through the credit card capture terminal will be audited the next business day to ensure that no loss of revenues have occurred.

C. Yacht Club

The only date sensitive equipment at the Yacht Club is the timeclock, cash registers, and the credit card capture device. It is recommended that the timeclock be replaced in the first quarter of 1999. The cash registers were purchased in May of 1998 and are capable of Year 2000 conversion. As with the Racquet Club the credit card capture terminals will need upgrading in 1999.

Since New Year's Eve is one of the Yacht Club's largest revenue generating functions a proposed backup plan will be developed and implemented to include but not limited to the following:

- 1.) All tickets for New Year's Eve dinner and dance will be paid for in advance of the function and tickets will be issued to those attending. This has been done in the past and works well for this function.

Page Three - Y2K Compliance Plan

2.) All credit cards will be imprinted that evening for backup should the credit card capture terminal fail to operate after midnight December 31, 1999. This will ensure all charges that evening can be processed at a later date.

D. Other Concerns

Other facilities and operations have been evaluated. The boat ramp gates are not date sensitive so no modifications will need to be made. The Estates gates are date sensitive, but according to Houston Gate are in compliance with Year 2000. However, should there be a power outage because of Entergy's computer system shutdown these gates may need to be manually opened on December 31, 1999.

Also minor consideration should be given to the possibility of electrical failure at the Yacht Club. If there is a power failure, a gas generator might need to be in place at the Yacht Club. First, the Yacht Club will be full that evening and power is a must. Also, December and January are usually cold and heat is necessary in that particular building to prevent freezing and subsequent damage.

Minor consideration should also be given to phone systems and communications with the sheriff's department, ambulance and 911. We are certain they are developing their own compliance plans, but we may need to have a backup plan in place for our residents.

**Walden on Lake Conroe Community Improvement Association, Inc.
Use of Yacht Club Pool After Scheduled Hours**

I. Purpose:

It is the intent of the Board of Trustees of the Walden On Lake Conroe Community Improvement Association to operate the Walden Yacht Club swimming pool in as safe a manner as possible while meeting all maintenance guidelines of the Montgomery County Health Department. In addition, the Board wishes to allow a liberal schedule of operating hours that will maximize the pool's usage by various age and user groups on a year-round basis.

II. Policy:

A. Walden Yacht Club swimming pool will be available for property owners in good standing and authorized guests. Access will be allowed on a daily, off-season schedule without life guards on a "swim at your own risk" basis. Proper posting of the Health Department's required signage in this regard will be maintained. Off-season hours of operation will be 10:00 a.m. until 6:00 p.m., generally from Labor Day to Memorial weekend.

B. In summer season, Memorial weekend until Labor Day, Walden Yacht Club swimming pool will be available to property owners in good standing and authorized guests with life guards on duty 10:00 a.m. until 10:00 p.m.

C. Access prior to 10:00 a.m. in the summer season will be limited to participants in scheduled programs such as swim lessons, swim team and aquatic exercise groups.

D. Gates to the pool will be locked at 6:00 p.m. off-season and 10:00 p.m. summer season and all users will be required to leave the pool premises at closing.

E. Swimming "after hours" or after posted hours of operation will not be allowed. This after hours period will be utilized for proper maintenance and obviously as an observance of all normally recognized safety precautions.

**Walden on Lake Conroe Community Improvement Association, Inc.
Boat Ramp Storage Violation/Towing Policy**

I. Purpose:

To provide reasonable guidelines for access to and usage of the two boat ramps and adjacent parking areas known as the North and South Boat Ramps. These areas are designated for parking during watercraft day usage only, not as temporary or permanent storage under any circumstance.

II. Policy:

A. Access to the boat ramps and respective parking areas is limited to Walden property owners in good standing and authorized guests. Authorized guests will include house guests of owners, guests of the W.C.I.A. Board or Management, overnight guests of recognized rental programs, lessees of a Walden residence and authorized boat repair shop representatives.

B. The ramps may be utilized for launching or re-trailering of owners' and guests' watercraft. The related equipment to include trailer and vehicle used to launch the watercraft may be parked in the adjacent lot for the period of watercraft usage.

C. Vehicles and trailers should be appropriately identified by display of property owner decals or a guest launch pass. Guest launch passes may be obtained with proper identification from the W.C.I.A. Administration Office or Walden Marina. Authorized rental programs will issue the approved guest(s) a Walden guest card (green card) with magnetic strip to operate the security gate at either ramp.

D. Extended parking up to 72 hours may be preapproved at either the Administration Office or Walden Marina for extenuating circumstances.

E. The Walden Deed Restrictions Officer will check each ramp daily to identify users. The following circumstances will result in a tow order to be initiated with a recognized storage-for-fee lot (all related tow and storage fees to be paid by violator/owner of equipment towed).

- 1) Watercraft without TX numbers or trailers without license plate.
- 2) Any vehicle or trailer without Walden owner identification of guest pass.
- 3) Any vehicle or trailer stored past expiration date of special 72-hour pass.

**Walden on Lake Conroe Community Improvement Association, Inc.
Tree Policy**

I. Purpose:

To provide guidelines for the reasonable preservation of specimen native trees on lots, to prevent the unnecessary clear-cutting of lots and to encourage sensitivity towards the woodlands environment in an effort to maintain the naturally wooded image of the Walden subdivision.

II. General:

A. Walden was planned and developed around Lake Conroe and recreational amenities of the marina, golf course and tennis facilities. The community, for the most part, is considered heavily wooded. These are the essential elements that create the image and character of Walden, and they must not only be protected, but also enhanced. As Walden continues to develop, it is essential that future development maintain a respect for and compatibility with that which exists, both in character and in the quality of the natural environment.

B. The Board of Trustees of the association has designated the Architectural Control Committee (A.C.C.) as its representative to review every application for developmental improvement of Walden property.

C. The Board of Trustees is authorized to enforce compliance with the standards set forth in the deed restrictions, the Design Guidelines, this policy statement and the decisions of the A.C.C. through any appropriate legal and equitable proceedings on behalf of and in the name of the association.

III. Policy:

A. Clearing of any lot may not commence until a new home plan has been approved by the A.C.C. The A.C.C. may consider a clearing plan as part of a preliminary site plan review prior to submission of final construction drawings.

B. Existing trees which have a six inch (6") or greater caliper trunk, measured one foot (1') above natural grade shall be preserved and protected to the greatest reasonable extent possible. The lot owner and the A.C.C. will consider the relatively small size of the lot when compared to the proposed home construction and finished improvements.

Page Two - Tree Policy

C. Unless otherwise approved by the A.C.C. in writing, no trees as described above shall be cut or removed except to provide adequate and reasonable room for construction of improvements. Those trees which are of smaller size than described above, dead, unsightly or unhealthy trees or those which present a hazard to the structural integrity of the slab may be removed without limitation.

D. The lot owner shall consider appropriate species and a reasonable quantity (minimum of one) replacement for trees removed when designing the required landscape plan. (As required by Article III, Use Restrictions, Section 4. Type of Construction, Materials and Landscaping, b. of each section's Restrictions.)

**Walden on Lake Conroe Community Improvement Association, Inc.
Storage of Small Watercraft on Private Docks**

I. General:

Walden on Lake Conroe, as its name implies, is a waterfront community which depends greatly on the quality of life the lake, as an amenity, affords waterfront property owners. The lake provides one of the major recreational amenities around which this community was developed. It would follow, therefore, that the various watercraft and water-based recreational "toys" are critically related to the overall enjoyment of the lake as an amenity. Perceived value of property is impacted by accessibility of the lake by waterfront owners. The storage of this type of equipment, in turn, has impact on the image or the "look and feel" of the community.

The restrictions for each platted Section of the community specifically address the issue of boat trailers, boats, travel trailers, inoperative automobiles, campers, vehicles of any kind or portable buildings being stored permanently or semi-permanently in public view. "Public view" is generally considered to be the front or street-side of the property such as the driveway or in the street right-of-way. The restrictions do not specifically address the storage of smaller watercraft or water related recreational equipment on waterfronts except to address approval of construction of boat slips, docks and bulkheads.

II. Purpose:

The Board of Trustees of the Walden on Lake Conroe Community Improvement Association wishes to create a reasonable plan to allow the normal usage of equipment such as jet skis or similar watercraft, canoes, kayaks, peddleboats, etc., and that the storage of such equipment at the shoreline be controlled so as not to negatively impact the surrounding community.

III. Policy:

A. Jet skis (or similar watercraft) are to be stored in the water at the shoreline, on a ramp designed into and constructed as part of the bulkhead and dock or stored on a mechanical lift device. Should a lift be utilized, the top of the watercraft, when raised to its maximum height position, should be no higher than 20' MSL (or approximately 4' above normal bulkheading of 203' MSL). This height and size of this category of watercraft must not unreasonably restrict views from adjacent property. It is intended that this height not exceed that of normally accepted boat covers installed over boat lifts. In addition, consideration should be given to limiting storage of jet ski type craft to a reasonably limited number.

B. Paddle craft to include canoes, kayaks, peddleboats, flat bottom boats, etc. should also be limited in number and kind. These items may be stored neatly at the shoreline in a safe and secure manner so as not to create an unreasonable visual obstruction or to create a nuisance by their presence. Clearly, the preferred or most acceptable storage of this type of watercraft would be in a garage or behind a side yard fence.

C. As with any other play or work equipment, it should be returned to proper storage after each usage.

D. Storage of any watercraft on the lawn or landscaped area is prohibited.

AFTER RECORDING
RETURN TO:

James Knez, Attorney
709 North San Jacinto
Conroe, Texas 77301
Return To Sender after 5 Days

785-00-0976

(1994 REVISED)
BY-LAWS OF
WALDEN ON LAKE CONROE
COMMUNITY IMPROVEMENT ASSOCIATION

ARTICLE I
NAME AND LOCATION

Section 1. The name of the Corporation is Walden On Lake Conroe Community Improvement Association, hereinafter referred to as "the Association".

Section 2. Meetings of Members and trustees may be held at such places either within or without the State of Texas, as may be designated and directed by the Board of Trustees.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to Walden On Lake Conroe Community Improvement Association, a Texas Non-Profit Corporation, its successors and assigns.

Section 2. "Properties" or property shall mean and refer to that certain property and portions thereof, described in the Declarations of Restrictions for Walden On Lake Conroe Sections One, Two and Three, Subdivisions in Montgomery County, Texas, and any additional Sections or Reserves and portions thereof of Walden On Lake Conroe as may have been or may hereafter be platted into Subdivisions, condominiums, townhouse development, patio homes, residential lots, or similar residential divisions of real property known as Walden On Lake Conroe.

Section 3. "Lot" shall mean and refer to a plot of land subject to the jurisdiction of the Association as is more fully specified in the said Declarations of Restrictions.

Section 4. "Owner" shall mean and refer to the owner of a fee, undivided fee interest or other fee estate or a purchaser thereof under a contract of sale whether one or more persons or entities of any properties or portions thereof which are subject to a maintenance charge assessment by the Walden On Lake Conroe Community Improvement Association, but excluding those having such interest merely as security for the performance of an obligation and those having only an interest in the mineral estate.

Section 5. "Declarants" shall mean and refer to Jerry H. Deutser, Trustee and S. Conrad Weil, Jr., Trustee, the Declarants in the Declarations of Restrictions.

Section 6. "Declarations" shall mean and refer to the Declarations of Restrictions for Walden, Sections, One, Two and Three and all additional Sections hereafter platted as a Section of Walden On Lake Conroe.

Section 7. "Member" shall mean and refer to those persons who are the Owners, as such term is defined above, of property which is subject to a maintenance charge assessed by the Walden On Lake Conroe Community Improvement Association and are thus entitled to membership in the Association. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all those Owners as defined in Section 4 hereinabove with the exception of those Owners designated below as Class B Members. Class A Members shall be entitled to one vote for each property owned which is subject to a maintenance charge assessment by the Corporation. When more than one person holds such interest in any such property, all such persons shall be Members. The vote for such property shall be exercised as they among themselves determine, but no more than one vote shall be cast with respect to any such property.

Class B. The Class B Members shall be Jerry H. Deutser, Trustee; S. Conrad Weil, Jr., Trustee; any corporation owned or controlled by either Jerry H. Deutser or S. Conrad Weil, Jr., which at the time of platting thereof is the record owner of the fee title to an entire section of Walden On Lake Conroe; any individual who at the time of platting thereof is the record owner of the fee title to an entire section of Walden On Lake Conroe. The Class B Members shall be entitled to three (3) votes for each lot in which they hold the interest required for membership by Section 4; provided, however, that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 1, 1987.

Initially, the Association shall act through a five (5) member Board of Trustees elected annually in the month of January on the third Wednesday thereof. The initial Board of Trustees, which shall serve through January 31, 1973, shall be composed of William Schmuck, Jerry H. Deutser, S. Conrad Weil, Jr., Glenn Loggins and Richard Therrien. Any vacancy on the Board of Trustees from whatever cause may be filled by the remaining member or Members of the Board.

Section 8. "Architectural Control Committee" shall mean that standing Committee appointed by the Board of Trustees and empowered to oversee and protect the general scheme and development of WALDEN ON LAKE CONROE for the benefit of all Members of the Association.

Section 9. "Nominating Committee" shall mean that standing Committee appointed by the Board of Trustees and empowered to nominate Members for election to the Board of Trustees as provided herein.

Section 10. The masculine and neuter pronouns used in this instrument shall include the masculine, feminine and neuter genders.

ARTICLE III
MEETINGS OF MEMBERS

Section 1. Annual Meetings. After January 16, 1993, the regular annual meeting of the Members of the Association shall be held at 10:00 a.m. on the fourth Saturday in January each year, or on such other day as designated by the Board of Trustees, at a place to be designated by the Board of Trustees.

Section 2. Special Meetings. Special meetings of the Members may be called upon the written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each special meeting of the Members shall be given by, or at the direction of, the secretary or any person or persons authorized to call a meeting, by mailing a copy of such notice, postage paid, at least fifteen (15) days, but not more than fifty (50) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of the notice. Such notice shall specify the place, day and hour of the meeting, and the purpose of the meeting. Notice of annual meetings shall not be required, but may be given in a like manner.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the total votes of all Members shall constitute a quorum for any

action except as otherwise provided in the Articles of Incorporation, the Declaration, or by these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

ARTICLE IV
BOARD OF TRUSTEES

Section 1. Board of Trustees. Initially the affairs of this Association shall be managed by a Board of five (5) Trustees. After the 1989 annual meeting, the affairs of this Association shall be managed by a Board of seven (7) Trustees, who are Members of the Association.

Section 2. Term of Office. The initial Board of Trustees of the Association set forth in the Articles Of Incorporation, being William Schmuck, Jerry H. Deutser, S. Conrad Weil, Jr., Glenn Loggins and Richard Therrien, shall serve as the initial trustees of the Association and shall hold office until the 1973 annual meeting. At the annual meeting in 1973, the Members shall elect one (1) trustee for a term of one (1) year, two (2) trustees for a term of two (2) years and two (2) trustees for a term of three (3) years; at each annual meeting thereafter, the Members shall elect for a term of three (3) years that number of trustees whose terms expire at such time. All trustees elected after 1988 shall be Members of the Association. At the annual meeting in 1989, when the Board is expanded to seven (7) trustees, the Members shall elect three (3) trustees for a term of three (3) years; at the annual meeting of 1990, the Members shall elect two (2) trustees for a term of three (3); and at the annual meeting of 1991, the

Members shall elect two (2) trustees for a term of three (3) years. Thereafter, trustees shall be elected following expiration of the terms of existing trustees or to fill vacancies created by resignation or removal of trustees.

Section 3. Nomination. Nomination of Members for election to the Board of Trustees shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman who shall be a member of the Board of Trustees, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Trustees prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next meeting. The Nominating Committee shall make as many nominations for election to the Board of Trustees as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among Members.

Section 4. Election. Election to the Board of Trustees shall be by secret written ballot. At such election the Members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to cast under the provisions of the Declarations. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5. Removal. Any trustee may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a trustee, his successor for the unexpired term shall be elected by those Members present or by proxy at the next annual meeting of the association.

Section 6. Compensation. No trustee shall receive compensation for any service he may render to the Association; provided, however, any trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 7. Action Taken Without a Meeting. The trustees shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the trustees. Any action so approved shall have the same effect as though taken at a meeting of the trustees.

Section 8. Conflict of Interest. No trustee shall vote in any contract matter in which he, his direct beneficiary, or a company in which he is a principal owner is a signatory to the contract with the Community Improvement Association. This prohibition of voting shall not preclude such trustee from participating in discussion by the Board of adoption of such contract.

Section 9. Term Limitations. Effective 1 January 1995, a Member shall not serve as a Trustee if that Member has previously served two (2) consecutive terms [of three (3) years each] immediately preceding his election to a third term;

PROVIDED HOWEVER that any Trustee serving an unexpired term shall not have any portion of that unexpired term computed in calculating time served as a Trustee; and

PROVIDED FURTHER that any Member who has not served as a Trustee within the preceding Three Hundred Sixty-Five (365) days to such election shall be eligible for election to the Board of Trustees.

Section 10. Ex Officio Members. (a) The immediately out-going President of the Board of Trustees shall serve as an ex-officio and non-voting member of the Board for one (1) year with the right to discuss and propose all matters.

(b) Jerry H. Deutser and S. Conrad Weil, Jr., shall serve as an ex-officio and non-voting member of the Board of Trustees with the right to discuss and propose all matters; PROVIDED that nothing herein shall preclude Jerry H. Deutser or S. Conrad Weil, Jr., from serving as a Trustee on the Board of Trustees subject to the provisions of Section 9 hereof.

(This Section 10 Shall be effective 1 January 1995.)

ARTICLE V
MEETING OF TRUSTEES

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held at least annually with notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Trustees shall be held when called by the President of the Association or by any trustee after not less than three (3) days' notice to each trustee, which such notice may be waived at or prior to such meeting.

Section 3. Quorum. A majority of the number of trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the trustees present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VI
POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1. Powers. The Board of Trustees shall have power to:

- (a) Suspend the voting rights and right to the use of any facilities or services provided by the Association of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty 60 days for infraction of published rules and regulations and for violation of the applicable Deed Restrictions;
- (b) Exercise for the Association all powers, duties and authority vested in or designated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declarations.
- (c) Declare the office of a member of the Board of Trustees to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Trustees;
- (d) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribed their duties and the terms of employment or services; and
- (e) Exercise for the Association all powers, duties and authority necessary in connection with the operation and management of, including, but not limited to the collection of Member accounts incurred at; i) the Walden On Lake Conroe Yacht Club; and ii) the Walden On Lake Conroe Racquet Club; and in the furtherance of contracts with others in connection with the collection of Member accounts incurred at i) the Walden On Lake Conroe Marina and ii) the Walden Golf and Country Club.

Section 2. Duties. It shall be the duty of the Board of Trustees to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Members who are entitled to vote;

- (b) Supervise all officers, agent and employees of this Association, and to see that their duties are properly performed;
- (c) To fix the amount of the annual assessment against properties subject to the jurisdiction of the Association and to take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;
- (d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association; and
- (f) Cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president, who shall be at all times a member of the Board of Trustees; a vice president; a secretary; and a treasurer, and such other officers as the Board may from time to time create by resolution.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Trustees following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year, unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Officers. No person shall simultaneously hold more than one office except the office of Vice President, Secretary, Treasurer and/or special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers of the Association are as follows:

PRESIDENT

- (a) The President shall preside at all meetings of the Board of Trustees and of the Association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall sign all checks and promissory notes. Authority for any other person to sign checks and promissory notes may be granted by the Board of Trustees.

VICE PRESIDENT

- (b) The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him by the Board.

SECRETARY

- (c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Trustees and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Trustees and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

TREASURER

- (d) The Treasurer shall receive and deposit in appropriate bank account of all monies of the Association and shall disburse such funds as directed by resolution of the Board of Trustees; shall sign all checks and promissory notes of the Association; keep proper books of account; and keep accurate books and records of the fiscal affairs of the Association and to make the same available for inspection by Members of the Association during normal business hours. All duties of the Treasurer may be delegated to any other person by the Board of Trustees.

ARTICLE VIII
COMMITTEES

- (a). **Committees.**

The Board of Trustees shall appoint a Nominating Committee and an Architectural Control Committee as provided in these By-Laws and the respective Restrictions affecting each Section of Walden On Lake Conroe. The Board of Trustees shall appoint other committees as deemed appropriate in carrying out its purpose.

(b). Advisory Trustees.

The Board of Trustees shall have the authority to appoint four (4) non-voting advisory Trustees who are members of the Association. Each such advisory Trustee shall attend all regular and special meetings of the Board of Trustees and shall participate in the discussion of all matters affecting the Association. Any such advisory Trustee may be appointed to any committee deemed appropriate to carry out the affairs of the Association. All such advisory Trustees shall be fully insured by the Association's Errors and Omissions Coverage.

However such advisory Trustees shall not vote on any matters before the Board of Trustees; shall not be counted in the calculating of a quorum as provided in Article V, Section 3, hereof; and shall not propose or second any resolutions before the Board of Trustees.

The advisory Trustees shall be divided into two classes of two (2) Trustees each and each class of two (2) Trustees shall serve a three (3) year term. The nomination of the advisory Trustees shall be made by the Nominating Committee set forth in Article IV, Section 3, hereof. The advisory Trustees shall be elected by the Board of Trustees after the annual meeting of the Association. The initial advisory Trustees shall be Frederick D. McMurry and William E. N. Doty who shall serve from the annual meeting of January 1993 until the annual January meeting of 1994 and T.C. "Buddy" Brennan and Jim D. Callison who shall serve from the annual January meeting 1993 until the annual January meeting of 1995. Thereafter the advisory Trustees shall be elected for three (3) year terms following the expiration the initial appointments.

ARTICLE IX
BOOKS AND RECORDS

The books, and records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any Member. The Declarations, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE X
ASSESSMENTS

As more fully provided in the Declarations, each Member is obligated to pay the Association certain annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquent at the rate of six percent (6%) per annum, and the Association may bring an action at law against the Owners personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessment provided for herein by nonuse of any of the facilities or services provided by the Association or by abandonment of his Lot.

All annual assessments not paid in full within Forty-Five (45) days after the due date, shall be subject to a late charge of TWENTY-FIVE DOLLARS (\$25.00), which shall be added to the amount of the delinquent assessment. Such late charge may be imposed on each year's delinquent assessments.

ARTICLE XI
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association and the word "Texas".

ARTICLE XII
AMENDMENTS

Section 1. Amendments. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy or by the Board of Trustees.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declarations and these By-Laws, the Declarations shall control.

ARTICLE XIII
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the initial fiscal year shall begin on the date of incorporation.

Section 2. Clubs and Rights of Use. The facilities which have historically been identified as the Walden On Lake Conroe Yacht Club (the "Yacht Club") and the Walden On Lake Conroe Racquet Club (the "Racquet Club") shall be deemed to be clubs, wholly owned by the Association, to be operated for the benefit of Members of the Association, and separate and apart from other facilities of the Association. By virtue of being a Member of the Association, each Member shall also be a Member of the Yacht Club and the Racquet Club.

ARTICLE XIV
Architectural Control Committee

Section 1. Designation of Committee. The Association shall have an Architectural Control Committee (the "Committee") which shall consist of no fewer than three (3) Members who shall be

natural persons, and who shall be appointed by the Board of Trustees of the Association and who shall have a term of appointment of three (3) years. The Board of Trustees shall have the exclusive right and power at any time and from time to time to create and fill vacancies on the Committee. The Board's discretion in such matters shall be absolute and not subject to review.

Section 2. Function of Architectural Control Committee. No Improvement (as defined in any of the Declarations which affect each Section of WALDEN ON LAKE CONROE) shall be commenced, erected, placed, maintained or permitted to remain on any portion of any lot or to any Improvements thereon until plans and specifications in such form and detail as the Committee may deem necessary shall be submitted and approved in writing by the Committee. The Committee shall have the power to employ professional consultants to assist it in discharging its duties and shall have the right to charge any applicant a reasonable fee to defray its cost of reviewing such plans and specifications. The decision of the Committee shall be final, conclusive and binding upon the applicant. "Improvement" shall mean and include all buildings, roof structures, parking areas, loading areas, trackage, fences, walls, hedges, mass plantings, poles, driveways, grading and site preparation work, concrete or asphalt pads, ponds, illumination, changes in any exterior color or shape, satellite dishes and other reception devices, utility connections, exterior construction or exterior Improvement that may not be included in any of the foregoing. "Improvement" shall include both original Improvements and all later changes and Improvements.

Section 3. Content of Plans and Specifications. One set of written plans and specifications prepared by a licensed architect, the contractor or a licensed engineer shall be submitted to the Committee for approval PRIOR to commencement of construction. Upon submission of such plans and specifications the Committee shall issue a written receipt with date signifying such submission.

Plans and specifications to be submitted and approved shall include, at a minimum, the following:

- (a) A topographical plot showing two foot contour grades and showing the location of all improvements, structures, walks, patios, driveways, fences and walls. Existing and finished grades shall be shown at lot corners and at corners of proposed Improvements. Lot details if any appreciable change in the lot contour is contemplated;
- (b) Exterior elevations, exterior materials, colors, textures and shapes;
- (c) Structural design, including soil test information upon request;
- (d) Landscaping plan, including walkways, fences and walls, elevation changes, watering systems, vegetation and ground cover;
- (e) Parking area and driveway sizes;
- (f) Screening, including size, location and method;
- (g) Utility connections;
- (h) Exterior illumination, including location and method;
- (i) Fire protection system, if any, to be provided;
- (j) Signs, including size, shape, color, location and materials;
- (k) Trash container storage locations and related screening;
- (l) Proposed use of Parcel and improvements thereon, and estimated building occupancy and parking load; and
- (m) Such other matters as may be required by the Committee including but not limited to the grade, quality and composition of materials to be used.

Section 4. Rules, Regulations and Design Review Guidelines.

The Committee shall promulgate such rules and regulations as it, in its sole discretion, deems proper to govern the submission of plans and specifications, including a requirement of design submission in phases, as well as format and content. A copy of such rules and regulations shall be made available to all Owners upon request. Such rules and regulations may be amended at any time and from time to time as the Committee may see fit; provided, however, that once final approval has been given, no subsequent change in rules or regulations shall affect such approval.

Section 5. Basis of Approval. Approval of plans and specification shall be based, among other things, on adequacy of site dimensions, quality of materials, conformity and harmony of external design and of location with neighboring structures and sites, relation of finish grades and elevation to neighboring sites, conformity to both the specific and general intent of the restrictions and covenants set forth herein, and in conformity with existing neighborhood standards. If plans and specifications are not sufficiently complete or are otherwise adequate, the Committee may reject them totally or may approve them in part, conditionally or unconditionally, and reject the balance.

Section 6. Failure of Committee to Act. If the Committee fails to approve or disapprove plans or specifications or to reject them as being inadequate within thirty (30) days after proper written submission thereof, it shall be conclusively presumed that the Committee has approved such plans and specifications; provided, however, that the Committee shall have no right or power either by action or failure to act, to waive or grant any variances from the requirements set forth in the respective Declaration.

Section 7. Limitation of Liability. Neither the Association, the Committee, nor any of the Members thereof shall be liable in damages or otherwise to anyone submitting plans and specifications for approval or to any Owner affected by the Deed Restrictions by reason of mistake of judgment, negligence, or nonfeasance arising out of or in connection with the approval or disapproval or failure to approve or disapprove any plans or specifications.

Section 8. Conflicts. In the event of a conflict between the powers of the Architectural Control Committee set forth in the By-Laws and those set forth in the Declarations, the respective Declarations shall control.

Section 9. Deeds Restriction Officer. To facilitate and enforce the general scheme of development in WALDEN ON LAKE CONROE, the Committee shall be empowered to employ a Deeds Restrictions Officer. Such Officer's duties shall include but not be limited to verifying the conformity of all construction with the plans and specifications approved by the Committee as well as the general review of all Sections of WALDEN ON LAKE CONROE for compliance with the respective Declarations.

Section 10. Enforcement. The Committee is hereby authorized to enforce compliance with the respective Declarations and with the decisions of the Committee through any appropriate legal and equitable proceedings on behalf of and in the name of the Association.

Section 11. Reporting. Upon request, the Committee shall report all of its activities to the Board of Trustees which shall retain overall supervision and oversight.

ARTICLE XV
PROHIBITION OF TIMESHARE INTERESTS

Section 1. General Intent and Purpose. The purpose of this Article is to prohibit the use of any interests in a Timeshare Program as the basis for membership in the Walden On Lake Conroe Community Improvement Association. Furthermore, the purpose of this Article is to prohibit the use of any lot, common area, improvement, parcel, single family dwelling, multiple family dwelling, townhouse, patio home or any other property or land within the Walden On Lake Conroe community for Timeshare Programs, taking into account the impact of the development of such a Program on the existing development within the Walden On Lake Conroe community and the impact on the use and enjoyment of property within Walden On Lake Conroe by the development of Timeshare Programs at Walden On Lake Conroe. In addition, the further intent of this Article is to preserve the character of Walden On Lake Conroe and membership in the Corporation for intended owners of property being owners in a residential community of lower density than allowable through Timeshare Programs.

Section 2. Definitions. For the purpose of this Article, the following words shall have the meaning prescribed herein:

- (a) **"Accommodations"** means any lot, apartment, improvement, condominium or cooperative unit, townhouse, patio home, cabin, lodge, hotel or motel room, single family dwelling, multiple family dwelling, living unit, or any other private or commercial structure designed for occupancy by one or more individuals.
- (b) **"Person"** means one or more natural persons, corporations, partnerships, associations, trusts, clubs or other entities, or any combination thereof.
- (c) **"Purchaser"** means any person who is buying who has bought, or who acquires an interest in a Timeshare Interval or Timeshare Program.

- (d) **"Timeshare Estate"** means an ownership or a leasehold estate subject to a Timeshare Program, including tenants in common, interval ownership, joint ownership, timespan ownership or any other type of ownership or leasehold Timeshare Program.
- (e) **"Timeshare Interval"** means a Timeshare Estate or Timeshare Use.
- (f) **"Timeshare Program"** means any arrangement, plan, scheme, or similar device, whether by membership agreement, tenancy in common, joint tenancy, sale, lease, deed, rental agreement, license, right to use agreement or by any other means, whereby a Timeshare Interval is created and whereby the use, occupancy or possession of the Accommodation subject to such Timeshare Interval circulates among purchasers thereof according to a fixed or floating time schedule on a periodic basis occurring annually over any period of time in excess of one (1) year in duration.
- (g) **"Timeshare Use"** means any contractual or membership or use right of exclusive occupancy or use whereby a Timeshare Program is created, or exists, whether fixed for a specific period or not, which does not fall within the definition of a "Timeshare Estate", including, without limitation, a vacation license, prepaid hotel reservations, club membership, limited partnership, trust agreement or vacation bond.

Section 3. Prohibition of Timeshare Programs as Basis for Membership in Walden On Lake Conroe Community Improvement Association. Unless otherwise authorized, in writing, by the Board of Trustees of the Walden On Lake Conroe Community Improvement Association, any interests based upon a Timeshare Program shall not entitle the holder of such interest, whether by ownership or otherwise, to any membership interest whatsoever in the Walden On Lake Conroe Community Improvement Association and, as such, the holder thereof shall not be entitled to any membership rights of use to the Walden On Lake Conroe Community Improvement Association, including by way of example but not limitation, membership rights

of use to the Walden On Lake Conroe Community Improvement Association. Furthermore, unless otherwise authorized by the Board of Trustees of the Walden On Lake Conroe Community Improvement Association, Timeshare Programs are expressly prohibited in any respect within the development and community of Walden On Lake Conroe.

Section 4. Miscellaneous. No participant, owner, user, occupant, tenant or other person involved in a Timeshare Estate, Timeshare Interval, Timeshare Program or Timeshare Use shall be considered an "Owner" as defined under these By-Laws or the Articles of Incorporation of the Walden On Lake Conroe Community Improvement Association, but instead shall solely be considered in accordance with the terms of this Article, subject to such exceptions as previously authorized by the Board of Trustees prior to the date of this Amendment to the By-Laws.

Section 5. Integration Clause. Despite anything to the contrary contained herein, this Article shall be read in the conjunction with the remaining parts of the By-Laws of the Walden On Lake Conroe Community Improvement Association, including, but not limited to, Article XIV of the By-Laws, such that the provisions hereof shall be read to be consistent with the provisions of Article XIV and the remaining Articles, Sections and provisions of the By-Laws of the Corporation.

Section 6. Savings Clause. If any Section, subsection, subdivision, paragraph, sentence, clause, phrase or word in this Article or any part hereof is for any reason held to be unconstitutional, invalid, ineffective or otherwise unenforceable by any court of competent jurisdiction, such decision shall not effect the validity of effectiveness of the remaining portions of this Article or any part thereof. The Corporation and its Board of Trustees, by adoption hereof, does hereby declare it has enacted each Section, subsection, subdivision, paragraph, sentence, clause,

phrase or word of this Article irrespective of the enactment of any other and irrespective of the fact that one or more sections, subsections, subdivisions, paragraphs, sentences, clauses, phrases or words be declared unconstitutional, invalid, ineffective or otherwise unenforceable.

IN WITNESS WHEREOF, we, being all of the Trustees of the Walden On Lake Conroe Community Improvement Association, have hereunto set our hands this the 15th day of January 1994.

Miriam Burton
MIRIAM BURTON, President

F.E. Ellis
F.E. ELLIS, Vice President

Clark N. Wagner
CLARK N. WAGNER, Secretary

Dennis C. Bush
DENNIS C. BUSH, Treasurer

James B. Flodine
JAMES B. FLODINE, Trustee

S. Conrad Weil, Jr.
S. CONRAD WEIL, JR., Trustee

Jerry H. Deutscher
JERRY H. DEUTSER, Trustee

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709 North San Jacinto
Conroe, Texas 77301
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MARK TURNBULL, CO. CLERK
MONTGOMERY COUNTY, TEXAS

DEPUTY

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. All black-outs, additions and changes were present at the time the instrument was filed and recorded.

STATE OF TEXAS
COUNTY OF MONTGOMERY
I hereby certify that this instrument was filed in
file Number Sequence on the date and at the time
stamped herein by me and was duly RECORDED in
the official Public Records of Real Property of
Montgomery County, Texas.

OCT - 9 2000



Mark Turnbull
COUNTY CLERK
MONTGOMERY COUNTY, TEXAS