

STATE OF MISSISSIPPI

COUNTY OF LAFAYETTE

**AMENDMENT TO DECLARATION OF COVENANTS AND
RESTRICTION FOR THE HIGHLANDS**

WHEREAS the Declaration of Covenants and Restrictions for The Highlands were recorded in the land records of Lafayette County, Mississippi, on April 26, 2004, at 2:00 p.m., in Deed Book 524 at Page 569;

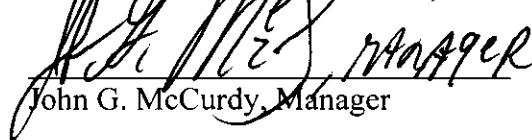
WHEREAS as Exhibit D attached to the aforesaid covenants were the Architectural Review Guidelines;

WHEREAS the developer, Blue Sky Development, LLC, desires to make certain changes in the said Architectural Review Guidelines. Blue Sky Development, LLC, owning all but one lot in the subdivision, that lot being owned by Larry Williams and Pat Williams. Blue Sky Development LLC and the Williams representing 100% of the owners of lots in The Highlands subdivision;

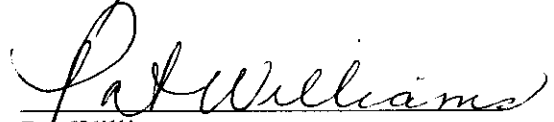
NOW, THEREFORE, in consideration of the premises, and other good and valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged we, the undersigned, do hereby amend the Declaration of Covenants and Restrictions for The Highlands by fully and completely replacing Exhibit D contained therein with the attached ARCHITECTURAL REVIEW GUIDELINES.

WITNESS the execution of this document as indicated.

BLUE SKY DEVELOPMENT, LLC


John G. McCurdy, Manager


Larry Williams


Pat Williams

**STATE OF MISSISSIPPI
COUNTY OF LAFAYETTE**

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, the within named **John G. McCurdy, Manager**, for and on behalf of Blue Sky Development, LLC, who acknowledged that he signed and delivered the above and foregoing instrument on the day and year therein mentioned after being first so authorized to do.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, on this the 12th day of October, 2004.


NOTARY PUBLIC

My Commission expires:
08/27/07

**STATE OF MISSISSIPPI
COUNTY OF LAFAYETTE**

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, the within named **Larry Williams**, who acknowledged that he signed and delivered the above and foregoing instrument on the day and year therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, on this the 12th day of October, 2004.


NOTARY PUBLIC

My Commission expires:
08/27/07

STATE OF MISSISSIPPI
COUNTY OF LAFAYETTE

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, the within named **Pat Williams**, who acknowledged that she signed and delivered the above and foregoing instrument on the day and year therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, on this the 12th day of October, 2004.


NOTARY PUBLIC

My Commission expires:

08/27/07

Prepared by:
Bela J Chain III
MS Bar 8666
1130 North Lamar Blvd.
Oxford, MS 38655
662 234-1667

Chancery Clerk
Lafayette County, Mississippi
I certify the instrument
was filed and recorded
OCTOBER 12 2004 03:52:25PM
Instrument 200404363 Page 3 of 19
Witness my hand and seal
----- D.C.
Sherry Wall

EXHIBIT D

ARCHITECTURAL REVIEW GUIDELINES

THE HIGHLANDS

Oxford, MS

Developer:

Blue Sky Development, LLC

1420 North Lamar Blvd.
P.O. Box 1237
Oxford, MS 38655
Telephone: 662-234-0703
Fax: 662-234-0704

The Highlands

Design Review Guideline

Architectural harmony will give The Highlands its unique character and will ensure the beauty of its waterfront living and produce a development of lasting value and timeless grace.

Intent

The following document is presented as the Architectural Review Guideline (ARG) for the Highlands. The intent of this ARG is to ensure that the homes designed and built in The Highlands are compatible with the historic architectural context and craftsmanship of the style chosen. It has been written to promote a sense of coherence and order in such a relatively small neighborhood. The goal is to promote creative design solutions while ensuring compatible design character throughout the development. It is the responsibility of each homeowner, architect, designer and builder to become familiar with, and understand, these Architectural Guidelines prior to submitting a home plan for approval. Only those homes which adhere to the Architectural Guideline will be approved by the Architectural Review Committee.

Adaptation of this guideline, as well as variances, will be considered based on architectural merit and must be approved in writing from the Architectural Review Committee. Exceptions shall be considered on a case-by-case basis and approval of an exception shall not constitute a precedent.

Also, please note that this Guideline is meant to strengthen the aesthetic character of the development. Compliance with governing building codes shall take precedent over this guideline. Should contradictions arise, the designer/homeowner shall inform the Architectural Review Committee and a solution will be reached. Compliance with this Guideline does not exempt a homeowner, architect, designer or builder from the responsibility to conform to other applicable codes and regulations. Please remember this is only a description of minimum requirements. Should any case arise where these guidelines come into conflict with any applicable building code, fire code, safety code or ordinance by any enforcing agency having jurisdiction, the code or ordinance shall prevail over these guidelines.

Architectural Standards

Design Vocabulary:

These Guidelines have been written to encourage an elegant simplicity in the architecture in which quality of detail and materials is emphasized. The style of homes is not necessarily limited but will be reviewed for architectural correctness and form by the ARC.

General Requirements:

These guidelines are not meant to be complete or final in all respects. Homeowners and builders should also refer to the recorded DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE HIGHLANDS for additional information, conditions and restrictions.

Site Selection:

Under no circumstances shall any prospective homeowner or builder be allowed to purchase two or more lots for the purpose of building a single home on them both.

Orientation on Site:

In order for The Highlands to offer both residents and visitors a harmonious neighborhood composition and to offer residents unrestricted access to and unblocked view of the shared lake, special consideration is to be given to the siting of each residence.

House Size:

Minimum heated area is 3,000 square feet.

Finish Floor Height:

Minimum height of finish floor at front entrance shall be 24" above finish grade. As much as practicable, this height shall be maintained along the front elevation of the house.

Garages:

All garages must hold a minimum of two vehicles. There must also be a minimum of one guest parking space exclusive of garage for every lot. No garage doors shall face the street or lake without the approval of the ARC.

Veneer/Cladding:

Exterior wall finish shall be one or more of the following: (1) brick veneer as approved by ARC with mortar color as approved by ARC (2) painted or coated brick i.e. mortar smear or a similar process approved by the ARC (3) smooth finish horizontal solid wood or cement core siding with uniform exposure of 4" to 7". Note: vinyl siding and aluminum siding shall not be used. (4) Synthetic or real stucco with finish texture and color approved by ARC (5) natural, cast or synthetic stone.

Columns:

Use of columns is encouraged. Round columns either smooth or fluted shall be constructed with entasis. Use of classic orders should be appropriate to the design of the house and should conform to proportion, spacing and assembly of the order selected for use. Relationship of entablature or beam supported by columns should be such that face of beam or entablature aligns with column shaft. Beam or entablature supported by columns should be as a minimum the same thickness as the column shaft.

Foundation Walls:

Foundation walls shall be brick, stone (natural, cast, or synthetic), real or synthetic stucco and shall be complementary to the wall proper. Foundation vents shall be pre-finished or painted metal of a size and style appropriate to the size of the project. Visible surfaces behind the foundation vent shall be painted black.

Mailboxes:

The design of decorative metal ground-mounted mailboxes and supports shall be consistent throughout the development. ARC has adopted a standard design.

Fencing:

Fences shall be painted cast iron or a combination of cast iron and masonry. Design shall be as approved by ARC.

Exterior Walls:

Any wall consisting of more than 300 square feet must contain at least one (1) opening (ex. Window, door, fixed shutters or lattice with mature planting).

Landscaping:

- All reasonable measures shall be taken to protect and maintain existing trees. No trees with trunk diameter 4" or greater and occurring outside the limits of excavation and/or backfill necessary for construction of the house and for control of storm water drainage shall be removed without approval of the ARC.
- Landscaping and sod shall be in place within thirty (30) days after substantial completion.
- Gated entrances and any planned improvements along lakefront shall be as approved by ARC.

Driveways, Walks and Entrances:

Acceptable materials for driveways are concrete, exposed aggregate concrete, textured and/or stained concrete, textured and/or colored bituminous paving, and masonry pavers. Patterns, colors and designs shall be as approved by ARC.

Accessory Structures:

Piers, boathouses, detached garages/workshops, swimming pools, tennis court or other accessory structures of any kind will not be permitted without the approval of the ARC.

Lakefront Lighting:

All lakefront lighting shall consist of decorative pre-finished or painted cast iron fixture atop decorative pre-finished or painted cast iron pole. Design for lakefront lighting fixtures and support poles shall be uniform throughout the development. A standard has been adopted by the ARC. Lighting shall be of such wattage as required to light the immediate area without causing an unreasonable disturbance or annoyance to adjacent

lots. Lakefront lights shall be operated by photocell. Each lot shall be required to provide a minimum of 1 light pole. The total number of lights and poles shall be determined by the length of shoreline at each site.

Utilities:

Refer to section 10.1.15 in The Declaration of Covenants and Restrictions for The Highlands. All waste water systems must be approved by a local licensed engineer.

Site Management:

Builder shall take precautions during construction to prevent water runoff onto adjacent properties. In addition, builder shall take whatever precautions necessary to insure that no tree-felling, clearing, grading, erosion, construction debris, equipment, vehicles, or any other material generated by or used for his construction activities damage adjacent properties.

Construction activities shall be carried on in such a manner as to provide the least disturbance to residents of The Highlands. Loud or offensive language and/or music is prohibited. Builder shall take care to keep streets free of mud or construction debris. Construction site shall be kept free of paper, empty containers, and windblown trash. Builder shall use regular wetting of site to minimize dust during dry periods. Materials shall be properly stored on construction site. Construction equipment and vehicles shall not be parked on streets. Construction activities shall be restricted to the hours between 7:00 a.m. and 6 p.m. Monday through Saturday. No construction work shall be performed on Sunday.

Builder and architect/designer each will be allowed 1 small (8 sq. Ft. max.) Ground mounted advertisement sign. No advertisement signs are allowed for subcontractors or vendors.

Porch and Balcony Elements:

The design of balcony rails, columns and posts shall be as approved by ARC and shall be considered on a case-by-case basis.

Doors and Windows:

- Windows facing street--shall be either true divided lite or simulated divided light. Double-glazed or insulated glass windows with muntins securely fastened to the exterior face of the exterior glass surface are acceptable.
- Doors facing street--shall be stile and rail or plank type wood or wood clad doors. Other materials and designs shall be as approved by ARC.
- Materials--Etched glass is not approved. Leaded glass or beveled glass is approved. Windows may be wood, aluminum clad wood, steel, or fiberglass.
VINYL OR ALUMINUM WINDOWS MAY NOT BE USED.
- Door and Window Trim-- Trim material shall be painted or stained wood, cement core board, or synthetic polymer material of a style and profile suitable to the style of the project. Door and window openings not receiving decorative trim shall as a

minimum receive lintels of cast stone, natural stone, or corbelled brick (i.e. rowlock, soldier or combination).

Roofing:

- Shingles--Minimum 300 psf architectural asphalt shingles with color approved by ARC. Cedar shingles, cedar shakes, slate, simulated slate, or pre-finished metal standing seam roofing may be used with ARC approval.
- Flashing-- All exposed metal flashing shall be natural copper, lead coated copper, or pre-finished metal with color approved by ARC. **EXPOSED UNPAINTED METAL FLASHING IS UNACCEPTABLE.**
- Gutters and Downspouts--Shall be copper, lead-coated copper, or pre-finished metal with color and profile as approved by ARC.
- Dormers--Shall be appropriate to the scale and design of the project. Materials used in dormers shall match or complement exterior materials used in design of the project.
- Chimneys--Shall be appropriate to the scale and design of the project and shall be constructed of brick, natural or synthetic stone, cast stone, real stucco, synthetic stucco, or cement core board.

Attachments:

- Shutters-- shall be sized to match its respective opening. Shutters may be either operating or fixed. Shutters may be constructed of wood or synthetic material designed to simulate wood. Shutters may be painted or stained. Both operating and fixed shutters shall be equipped with hardware including but not limited to hinges, latches and shutter dogs or holdbacks.
- Crawl Space Vents- All crawlspace vents shall have a wood or metal grille. Insect screens should be used behind grilles on conventional foundation walls systems. Surfaces directly behind grilles shall be painted black.
- Mechanical Equipment- HV AC units, utility meters, connection boxes, satellite dishes (18" max. dia.), etc. shall be placed out of view from the street or lake. HVAC units shall be screened from public view, where necessary, with landscaping or approved fencing/wall.
 - Trash Enclosures- Trash containers shall be placed in an approved enclosure/screen (42" high min.) located at the rear of the house on the driveway side.

Color Approval:

Colors of all exterior materials must be approved by ARC prior to installation and/or application.

Elements not permitted

The following is a list of elements or features that are not allowed in The Highlands.

- Window a/c units

- Exterior florescent lighting
- Antennas (dished with a 18" min. diameter. hidden from public view are allowed)
- Plastic furniture or artificial plants visible from any street or the lake.

Kennels:

Special consideration shall be given to the design and location of kennels on a case-by-case basis.

The Design Review Process

Policy:

The design review process at The Highlands exists to ensure that all new homes are built in compliance with The Highlands Architectural Guidelines. No home or structure of any kind shall be built, modified, added to, or renovated without first going through this process. The Highlands Architectural Review Committee (ARC) exists to review submittals for compliance with the Design Guidelines in order to maintain the Developer's aesthetic intent.

The Highlands, the Developer and the Architectural Review Committee are not responsible for the following:

- The structural integrity of the home design
- Soil bearing capacity
- Compliance with applicable building codes
- Compliance with governing laws, regulations, ordinances and safety regulations
- Quality of work of a contractor/builder, architect or designer

The Highlands ARC shall have thirty (30) days to review each submittal. The submittal will be returned as Approved, Approved With Conditions or Disapproved. If a submittal is returned "Approved With Conditions" the architect or home designer may proceed to the final review stage as long as the required changes are made. If a submittal is returned "Disapproved", the architect or home designer must revise the submittal and resubmit for review.

Procedure:

The design review process at The Highlands consists of two (2) parts.

1. Sketch Review

The following documents shall be provided:

- Design Review Fee- \$400.00. Covers all reviews.
- Submittal Form A- Sketch Review Application (preliminary drawings) . Owner's choice of either 5 sets of drawings as described below or 2 sets of drawings and 2 electronic copies of drawings using Autocad Release 14, to wit:
 - Site Plan (1"=20' min.)

- North arrow
- Property lines
- All setbacks and easements
- Building foot print
- Drives, walks and parking
- Trash enclosures
- Floor Plans (1/8"=1'-0" min.)
 - All interior room sizes and overall exterior dimensions including porches and balconies
 - Room names
 - Door and window openings
 - Both heated and unheated area calculations (net/gross)
- Exterior Elevations (1/8"=1'-0" min.)
 - All exterior views
 - Porches, balconies, windows, doors, bays, chimneys, shutters, along with any other significant architectural feature.
 - Roof pitches
 - All material types noted

2. Final Review

The following documents shall be provided:

- Sketch Review approval letter and Owner's copy of Sketch Review drawings with ARC comments, if any.
- Submittal Form B- Final Review Application
- Owner's choice of either 5 sets of drawings as described below or 2 sets of drawings and 2 electronic copies of drawings using Autocad Release 14:
 - Site Plan (1"=20' min.)
 - All elements noted for sketch review fully developed.
 - Foundation/Floor Plans (1/8"=1'-0" min.)
 - All elements noted for sketch review fully developed.
 - Roof Plan (1/8"=1'-0" min.)
 - All pitches and major penetrations shall be indicated
 - Exterior Elevations (1/8"=1'-0" min.)
 - All elements noted for sketch review fully developed.
 - Door and Window Schedules.
 - Detailed floor plans noting door and window sizes along with exterior elevations
 - Depicting door and window design and grille patterns may be used in lieu of schedules. Exterior finishes must also be noted.
 - Details (3/4"=1'-0" min.)
 - Typical wall sections including porches and balconies

- Cornice details -Other details as required by the ARC
- Electrical Plans (1/8"=1'-0" min.)
 - Interior electrical layout as required for permitting
 - Exterior lighting locations (around immediate location only)
- Landscape Plans (may be submitted during construction)
 - Landscaping buffers
 - Hardscapes not shown on the site plan
 - Garden structures not shown on architectural plans

Minor Changes:

If a minor design change is desired after final approval is obtained, the following shall be submitted to the ARC:

- Submittal Form C- Minor Change Application
- Two (2) sets of drawings, details and specifications as required to fully explain the change.

Appeals:

Should the Owner have objections to comments made by the ARC during either the Sketch Review or the Detail Review, he shall have the right to present his objections to the ARC in person. The Owner shall contact the ARC and a meeting time shall be arranged convenient to both the Owner and the ARC.

The Highlands

Definitions:

The following section lists terms and words used throughout these Guidelines. Each term is defined below to clarify its use.

Addition: A construction process increasing the size of the original structure by building outside its existing walls and/or roof.

Balcony: Second or third floor exterior space typically with no roof, cantilevered from the building or supported by columns.

Balusters: Vertical supports between top and bottom rails of a porch or stair railing.

Balustade: The system of balusters and handrails that run along the edge of a porch or staircase.

Bay: Structural or visual configuration of an elevation commonly defined by porch columns. A bay can also be defined by the placement of multi-floor windows aligned over each other.

Beam: Structural member spanning between two columns or bridging an opening, supporting additional structure above.

Bracket: Sloped building component found at the junction of columns to beams, sometimes serving to structurally stiffen the connection, though also commonly used as ornament. Brackets also occur as decorative and structural elements at gable rakes and as balcony or bay supports.

Brick Screens: Brick low walls used as visual screens to provide privacy at courtyards or service areas. Used to screen these areas from public view.

Cantilever: Structural technique of tying floor and/or roof joists, back into adjacent structure and extending these joists out into space, creating floor and/or roof area with no supporting columns or brackets. Typically used with balconies.

Column: Vertical structural member supporting a beam. May be round or square, straight or tapered.

Cornice: The topmost portion of the entablature; a decorative trim typically located at the junction of the wall and roof.

Cupola: Small structure located at the peak or ridge of a roof, consisting of low walls, windows and a small roof.

Deck: A raised wood frame platform with no roof.

Dormer: A small structure that projects from a sloping roof, with a window or vent in the downslope end; may have a hip, gable, shed or other shaped roof.

Eave: The exterior underside of a sloping roof which overhangs a wall.

Entablature: The upper horizontal members of a classical order, consisting of an architrave, frieze and cornice.

Exterior Cladding: The material primarily used to cover the outside of a building. Examples include wood siding, brick masonry and synthetic and true stucco.

Facade: That portion of a building that faces a street, park, public way and alley or property line.

Fence: A barrier made of a variety of materials such as wood, masonry or iron and used to separate specific spaces.

Flush Door: A door with a flat exterior face, as opposed to a paneled door made of rails, stiles and panels.

Frieze: The middle division of an entablature between the architrave and the cornice.

Gable: The triangular portion of a wall at the end of a pitched roof. A roof with two sloping planes meeting at a common ridge and having gabled ends.

Hip: The external angle formed by the meeting of two sloping roof surfaces. A roof with sloping planes at each facade meeting at a common ridge.

Lite: A glass pane in a door or window.

Masonry: Construction technique utilizing modular units stacked with mortar as a bonding agent. Examples include stone masonry, brick masonry or concrete block masonry .

Maximum Height: The tallest dimension of the roof structure of the building, typically the highest ridge.

Muntin: The small molding or bar that separates the individual planes of a multi-paned

window or door. Sometimes referred to as a grid.

Outbuilding: A building located to the rear of a lot, separate from the principal building. An outbuilding may be connected to the principal building by a breezeway.

Panel: That portion of a door filling the void between stiles and rails.

Pickets: Vertical members of a fence supported of a top or bottom rail.

Plank: Type of door or gate utilizing vertical wooden boards usually with butt joint, v-groove or beaded edge.

Principal Building: The main house or building built on a lot, as opposed to an outbuilding.

Rafter: Structural member supporting a roof.

Rake: The sloping fascia of a gable.

Ridge: The line formed where two sloping *roof* surfaces meet at the top; may be horizontal or inclined.

Roof Pitch: The slope of the roof in relation to the horizontal, expressed as a ratio of vertical inches to 12 horizontal inches.

Screening: The use of a wall, fence or vegetation to give privacy to private areas or to screen parking mechanical equipment or trash receptacles from view.

Setbacks: Lines established on each lot, recorded on the plat, parallel to property lines. They determine the closest distance a structure may be built to the property line.

Shed Roof: Roof type consisting of a single sloping plane.

Stile: Vertical member of a window sash or door.

Stoop: Steps and rails leading from grade to a front porch that are not covered by a 1;00

Style: Classification of architecture base on common elements that were popular during a given period of history, not to be confused with building type.

FORM A
Sketch Review Application

Lot number:

Owner

Name: _____

Address: _____

Telephone: _____ Fax: _____

e-mail: _____ Other: _____

Architect/Designer

Name: _____

Address: _____

Telephone: _____ Fax: _____

e-mail: _____ Other: _____

Landscape

Name: _____

Address: _____

Telephone: _____ Fax: _____

e-mail: _____ Other: _____

Builder (if selected)

Name: _____

Address: _____

Telephone: _____ Fax: _____

e-mail: _____ Other: _____

Signed: _____ Date: _____

FORM B
Final Review Application

Lot Number:

Owner

Name: _____

Address: _____

Telephone: _____ Fax: _____

e-mail: _____ Other: _____

Architect/Designer

Name: _____

Address: _____

Telephone: _____ Fax: _____

e-mail: _____ Other: _____

Landscape

Name: _____

Address: _____

Telephone: _____ Fax: _____

e-mail: _____ Other: _____

Builder (if selected)

Name: _____

Address: _____

Telephone: _____ Fax: _____

e-mail: _____ Other: _____

Signed: _____ Date: _____

FORM C
Minor Change Application

Lot number:

Owner

Name: _____

Address: _____

Telephone: _____ Fax: _____

e-mail: _____ Other: _____

Architect/Designer

Name: _____

Address: _____

Telephone: _____ Fax: _____

e-mail: _____ Other: _____

Landscape

Name: _____

Address: _____

Telephone: _____ Fax: _____

e-mail: _____ Other: _____

Builder (if selected)

Name: _____

Address: _____

Telephone: _____ Fax: _____

e-mail: _____ Other: _____

Signed: _____ Date: _____

FORM D
ARC Certification of Compliance

Lot Number:

Owner

Name: _____

Address: _____

Telephone: _____ Fax: _____

e-mail: _____ Other: _____

Architect/Designer

Name: _____

Address: _____

Telephone: _____ Fax: _____

e-mail: _____ Other: _____

Builder

Name: _____

Address: _____

Telephone: _____ Fax: _____

e-mail: _____ Other: _____

To the best of my knowledge and belief, the house constructed on lot _____ in The Highlands has been constructed in accordance with the approved plans and specs dated _____ along with minor changes dates _____.

Architect's/Designer's Signature: _____

Date: _____