

**AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS FOR
ALLIANCE TOWN CENTER – PHASE II ASSOCIATION**

This Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Alliance Town Center – Phase II Association (the “Amendment”) is executed to be effective as of the 30 day of March, 2017 (the “Effective Date”), by AIL Investment, L.P., a Texas limited partnership (“Declarant”), and Hillwood Multifamily Land, LP, a Texas limited partnership, Parkway North No. 1, LP, a Texas limited partnership, Texas Health Resources, a Texas nonprofit corporation, FAA DFW Associates, LLC, a Delaware limited liability company, ATC MF No. 3, LP, a Texas limited partnership, ATCN Retail No. 1, Ltd., a Texas limited partnership, and GL ATC No. 4, Ltd., a Texas limited partnership (each being referred to herein as an “Owner” and collectively as the “Owners”).

Declarant executed the Declaration of Covenants, Conditions, Restrictions and Easements for Alliance Town Center – Phase II Association dated December 15, 2009, and recorded at Document No. D209326472 in the Real Property Records of Tarrant County, Texas (the “Original Declaration”). The Declaration was amended and supplemented by that Supplement to Declaration of Covenants, Conditions, Restrictions and Easements for Alliance Town Center – Phase II Association dated April 18, 2013, which document is recorded at Document No. D213098966 in the Real Property Records of Tarrant County, Texas. The Declaration was further amended by (i) that Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Alliance Town Center – Phase II Association dated April 18, 2013, which document is recorded at Document No. D213098967 in the Real Property Records of Tarrant County, Texas, and (ii) that Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Alliance Town Center – Phase II Association dated April 29, 2016, which document is recorded at Document No. D216191921 in the Real Property Records of Tarrant County, Texas. The Original Declaration, as previously amended and supplemented, is referred to in this Amendment as the “Declaration”.

Declarant and Owner(s) desire to amend the Declaration in accordance with the provisions of Section 10.04 of the Declaration. As of the Effective Date of this Amendment, Declarant and Owner(s), in the aggregate, own more than a majority of the gross acreage contained in the Property (as defined in the Declaration). Further, Declarant and Owner(s) are, as of the Effective Date of this Amendment, Members in Good Standing (as defined in the Declaration). At a duly called meeting of the Class A Members held on March 30, 2017, at which a Quorum (as defined in the Declaration) was present, Class A Members in Good Standing (as defined in the Declaration), including Declarant, holding, in the aggregate, more than two-thirds of the votes eligible to be cast by all Class A Members in Good Standing present or voting by legitimate proxy at such meeting, approved this Amendment. Therefore, the Declaration is amended by this Amendment. Due to their ownership of a majority of the Property and the above referenced approval of this Amendment by Special Vote of the Class A Members, no person or entity other than Declarant and Owners is required to join in and consent to this Amendment.

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. Section 4.02 Regular Assessments: The fourth sentence of Section 4.02 of the Declaration is hereby deleted in its entirety and replaced with the following:

“Thereafter, for 2010 and each following year while this Declaration is in force, the Board shall set the amount of the Regular Assessments to be levied for the next calendar year, taking into consideration Common Expenses for the then current year (annualized with respect to 2009 expenses), expected increases in such expenses during the next year, a contingency amount (not exceeding 5% of the anticipated expenditures for such next year) and an optional reserve fund contribution (not exceeding 7% of the anticipated expenditures for such next year); provided, however, no reserve fund contribution amount shall be included in Regular Assessments for any year in which the unused balance of the reserve fund equals or exceeds 35% of the other anticipated expenditures for that year.”

2. All capitalized terms not defined herein are shall have the meanings ascribed to them in the Declaration.

3. The Declaration, as previously amended and supplemented, and as amended by this Amendment, remains in full force and effect.

[Signatures on following pages]

Executed to be effective as of the Effective Date.

Declarant:

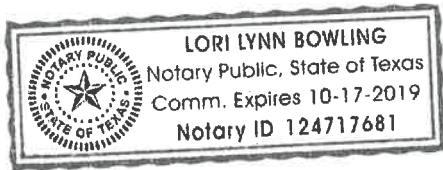
AIL INVESTMENT, L.P.,
a Texas limited partnership,

By: AIL GP, LLC,
a Texas limited liability company,
its general partner

By: [Signature]
Name: L. Russell Laughlin
CAK Title: Sr. Vice President

THE STATE OF TEXAS §
§
COUNTY OF TARRANT §

This instrument was acknowledged before me on July 13, 2017, by L. Russell Laughlin, Sr. Vice Pres. of AIL GP, LLC, a Texas limited liability company, as general partner of AIL Investment, L.P., a Texas limited partnership, on behalf of said limited partnership.



[Signature]
Notary Public, State of Texas

Owner:

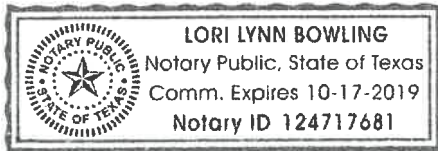
HILLWOOD MULTIFAMILY LAND, LP,
a Texas limited partnership

By: Hillwood Multifamily Land GP, LLC,
a Texas limited liability company,
its general partner

By: [Signature]
Name: C. Russell Laughlin
CAK Title: Jr. Vice President

THE STATE OF TEXAS §
 §
COUNTY OF Tarrant §

This instrument was acknowledged before me on July 13, 2017, by C. Russell Laughlin, SVP of Hillwood Multifamily Land GP, LLC, a Texas limited liability company, on behalf of said limited liability company, in its capacity as the general partner of Hillwood Multifamily Land, LP, a Texas limited partnership, on behalf of said limited partnership.



[Signature]
Notary Public, State of Texas

Owner:

PARKWAY NORTH NO. 1, LP,
a Texas limited partnership

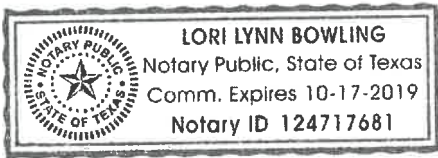
By: Hillwood Alliance Management, L.P.,
a Texas limited partnership,
its general partner

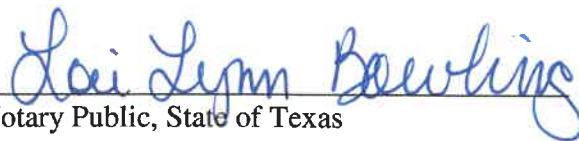
By: Hillwood Alliance GP, LLC,
a Texas limited liability company,
its general partner

By: 
Name: L. Russell Laughlin
CAK Title: Sr. Vice President

THE STATE OF TEXAS §
§
COUNTY OF Tarrant §

This instrument was acknowledged before me on July 13, 2017, by L. Russell Laughlin, Sr. Vice Pres. of Hillwood Alliance GP, LLC, a Texas limited liability company, on behalf of said limited liability company, in its capacity as general partner of Hillwood Alliance Management, L.P., a Texas limited partnership, on behalf of said limited partnership, in its capacity as general partner of Parkway North No. 1, LP, a Texas limited partnership, on behalf of said limited partnership.




Notary Public, State of Texas

Owner:

TEXAS HEALTH RESOURCES,
a Texas nonprofit corporation

By: Clint Abernathy
Name: Clint Abernathy
Title: President

THE STATE OF TEXAS §
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COUNTY OF TARRANT §

This instrument was acknowledged before me on Sept 27, 2017, by Clint Abernathy, President of Texas Health Resources, a Texas nonprofit corporation, on behalf of said nonprofit corporation.

Trayce Gallman
Notary Public, State of Texas



Owner:

FAA DFW ASSOCIATES, LLC,
a Delaware limited liability company

By: US Government Building Open-End Operating Partnership, LP, a
Delaware limited partnership, its managing member

By: USAA GB OP GP, LLC,
a Delaware limited liability company, its general partner

By: US Government Building Open-End REIT, LLC, a
Delaware limited liability company, its manager

By: US Government Building US Lux JV, LP, a
Delaware limited partnership, its manager

By: USAA GB PP GP LLC,
a Delaware limited liability company, a general partner

By: [Signature]
Name: STANLEY R. ALTERMAN
Title: Executive Managing Director

By: US GB EU 1 GP LLC,
a Delaware limited liability company, a general partner

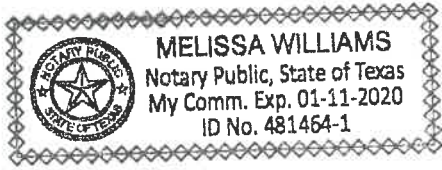
By: [Signature]
Name: STANLEY R. ALTERMAN
Title: Executive Managing Director

By: US GB EU 2 GP LLC,
a Delaware limited liability company, a general partner

By: [Signature]
Name: STANLEY R. ALTERMAN
Title: Executive Managing Director

STATE OF Texas §
COUNTY OF Bexar §
§

This instrument was acknowledged before me on the 27th day of July, 2017, by Stanley R. Alterman, Exec. Managing Director of US GB EU 2 GP LLC, a Delaware limited liability company, as general partner of US GB EU 1 GP LLC, a Delaware limited liability company, as general partner of USAA GP PP GP LLC, a Delaware limited liability company, as general partner of US Government Building US Lux JV, LP, a Delaware limited partnership, as manager of US Government Building Open-End REIT, LLC, a Delaware limited liability company, as manager of USAA GB OP GP, LLC, a Delaware limited liability company, as general partner of US Government Building Open-End Operating Partnership, LP, a Delaware limited partnership, as manager of FAA DFW Associates, LLC, a Delaware limited liability company, on behalf of said limited liability company.



Melissa Williams
Notary Public,
State of Texas

Owner:

ATC MF NO. 3, LP,
a Texas limited partnership

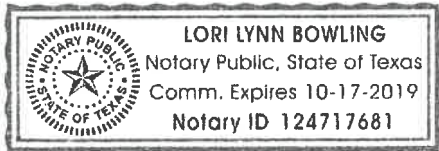
By: ATC MF No. 3 GP, LLC,
a Texas limited liability company,
its general partner

By: [Signature]
Name: L. Russell Laughlin
CAK Title: Sr. Vice President

THE STATE OF TEXAS §
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COUNTY OF Tarrant §

This instrument was acknowledged before me on July 13, 2017, by L. Russell Laughlin
Sr. V.P. of ATC MF No. 3 GP, LLC, a Texas limited liability company, on behalf of
said limited liability company, in its capacity as general partner of ATC MF No. 3, LP, a Texas
limited partnership, on behalf of said limited partnership.

[Signature]
Notary Public, State of Texas



Owner:

ATCN RETAIL NO. 1, LTD.,
a Texas limited partnership

By: Hillwood Alliance Management, L.P.
a Texas limited partnership,
its general partner

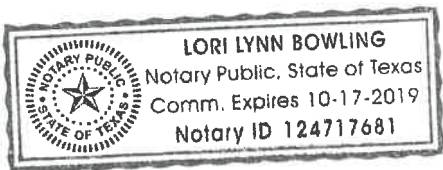
By: Hillwood Alliance GP, LLC
a Texas limited liability company
its general partner

By: [Signature]
Name: L. Russell Laughlin
CAK Title: Sr. Vice President

THE STATE OF TEXAS §
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COUNTY OF Tarrant §

This instrument was acknowledged before me on July 13, 2017, by L. Russell Laughlin, Sr. of Hillwood Alliance GP, LLC, a Texas limited liability company, on behalf of said limited liability company, in its capacity as general partner of Hillwood Alliance Management, L.P., a Texas limited partnership, on behalf of said limited partnership, in its capacity as general partner of ATCN Retail No. 1, Ltd., a Texas limited partnership, on behalf of said limited partnership.

[Signature]
Notary Public, State of Texas



Owner:

GL ATC NO. 4, LTD.,
a Texas limited partnership

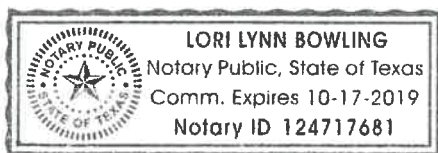
By: Hillwood Alliance Management, L.P.
a Texas limited partnership,
its general partner

By: Hillwood Alliance GP, LLC
a Texas limited liability company
its general partner

By: [Signature]
Name: L. Russell Laughlin
CAK Title: Sr. Vice President

THE STATE OF TEXAS §
 §
COUNTY OF Tarrant §

This instrument was acknowledged before me on July 13, 2017, by L. Russell Laughlin, Sr. VP of Hillwood Alliance GP, LLC, a Texas limited liability company, on behalf of said limited liability company, in its capacity as general partner of Hillwood Alliance Management, L.P., a Texas limited partnership, on behalf of said limited partnership, in its capacity as general partner of GL ATC No. 4, Ltd., a Texas limited partnership, on behalf of said limited partnership.



[Signature]
Notary Public, State of Texas

The undersigned Secretary of Alliance Town Center – Phase II Association (referenced as the Association in the Declaration) certifies that the above and foregoing Amendment has been approved by a Special Vote of the Class A Members (as defined in the Declaration).

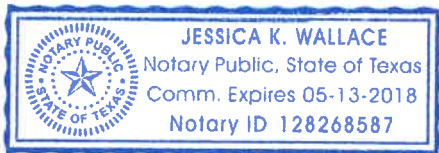
Date: October 9, 2017

Alliance Town Center – Phase II Association

By: Stephanie Wright
Name: Stephanie Wright
CAK Title: Secretary

THE STATE OF TEXAS §
§
COUNTY OF TARRANT §

This instrument was acknowledged before me on October 9, 2017, by Stephanie Wright, as Secretary of Alliance Town Center – Phase II Association, a Texas non-profit corporation, on behalf of said non-profit corporation.



Jessica K Wallace
Notary Public, State of Texas

MARY LOUISE GARCIA

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

HILLWOOD PROPERTIES
9800 HILLWOOD PARKWAY - STE 300
FT WORTH, TX 76177

Submitter: JESSICA WALLACE

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 10/19/2017 2:11 PM

Instrument #: D217243750

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PGS

\$56.00

By: _____

Mary Louise Garcia

D217243750

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.