DESIGN GUIDELINES

Oakdale Valley II - (the Valley)

Oakdale Valley III - (the Heights)

Oakdale Valley IV - (the Village)

DECLARANT:

OV DEVELOPMENT, LLC
3540 S. Boulevard - #200
Edmond, OK 73013

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I. INTRODUCTION TO DESIGN REVIEW

A. Purpose of Design Guidelines: The intent of the Design Guidelines for Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV ("Design Guidelines") are to make reasonable accommodations for the views of the surrounding areas, to respect the climatic conditions and environment of the region, and to maintain and enhance community property values. Also within this intent, it is important to allow individual ideas to flourish and enrich the community, provided that standards are maintained.

The Design Guidelines provide an overall framework and comprehensive set of standards and procedures for the development of the community in an orderly and cohesive manner. The architectural and improvement design standards, and the landscaping and site standards have been developed to assist in the modifying and landscaping of Units within Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV. The standards set forth criteria for design, style, materials, colors and location of site improvements, landscaping, and signage. The Design Guidelines also establish a process for review of proposed modifications to Units to ensure that all sites within Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV are developed with the consistency and quality that attracted you to this community.

B. Governmental Permits: To the extent the City of Oklahoma City, Oklahoma ordinances or any building code or regulation requires a more restrictive standard than the standards set forth in these Design Guidelines or the Supplemental Declaration of Covenants, Conditions, and Restrictions for Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV ("Supplemental Declaration"), the governmental standards shall prevail. To the extent that any governmental standard is less restrictive than these Design Guidelines or the Supplemental Declaration, the Supplemental Declaration and Design Guidelines (in that order) shall prevail.

C. Preparer: These Design Guidelines have been prepared by **OV DEVELOPMENT, LLC** (the "Declarant") and adopted by the Declarant pursuant to the Supplemental Declaration. The Design Guidelines may be changed and amended to serve the needs of an evolving community pursuant to the procedures set forth in the Supplemental Declaration and in Article VII of these Design Guidelines.

D. Applicability of Design Review: These Design Guidelines govern all property submitted to the Supplemental Declaration. Unless otherwise specifically stated in the Supplemental Declaration or these Design Guidelines, all plans and materials for new construction or exterior modifications of improvements on a Unit must be approved before any construction activity begins. Unless otherwise specifically stated in these Design Guidelines, no structure may be erected upon any Unit and no improvements (including staking, clearing, excavation, grading and other site work, exterior alteration of existing improvements, and planting or removal of landscaping materials) shall take place without receiving the prior written approval of the appropriate reviewer as described below.

Any Owner may remodel, paint, or redecorate the interior of his or her dwelling Unit without approval. However, alterations to screened porches, patios, and similar portions of a Unit visible from outside the structures on the Unit shall be subject to approval. Where these Design Guidelines specifically allow an Owner to proceed without advance approval, such allowance shall only be effective so long as the Owner complies with the requirements of the stated guideline.

Owners are responsible for ensuring compliance with all standards and procedures within these Design Guidelines. Owners are also governed by the requirements and restrictions set forth in the Supplemental Declaration and any applicable Supplemental Declaration. In particular, Owners must act in accordance with the Community Wide Standard when undertaking any new construction or exterior modifications, including the installation or removal of landscaping, to their Units. In addition, Owners should review and become familiar with the Use Restrictions applicable to Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV promulgated in accordance with Article VIII of the Supplemental Declaration, which address restricted and prohibited activities and conditions within the community.

E. Review Structure: Architectural control and design review for Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV is handled by either (i) the Declarant or (ii) the Design Review and Approval Committee. The term "reviewer," as used in these Design Guidelines, shall refer to the appropriate reviewing entity.

1. Declarant: The Declarant has exclusive jurisdiction over all matters relating to architectural control. The Declarant shall review plans and specifications for and shall have jurisdiction over all construction and landscaping on any Unit; shall be the conclusive interpreter of these Design Guidelines; shall monitor the effectiveness of these Design Guidelines; and may promulgate additional design standards and review procedures as it deems appropriate.

Prior to the surrender or termination of this right, the Declarant may, but shall not be obligated to, delegate in writing all or a portion of its rights under this Section to the Design Review and Approval Committee (the "DRAC") appointed by the Association's Board of Directors. In the event of such delegation, DRAC jurisdiction shall be limited to such matters as are specifically delegated by the Declarant. In addition, any such delegation shall be subject to (i) the right of Declarant to revoke such delegation at any time and reassume jurisdiction over the matters previously delegated; and (ii) the right of Declarant to veto any decision which Declarant determines, in its sole discretion, to be inappropriate or inadvisable for any reason.

2. Design Review and Approval Committee: The DRAC has Jurisdiction over those responsibilities delegated to it by the Declarant during the Declarant Review Period. Upon the expiration or termination of the Declarant Review Period, the DRAC has jurisdiction over architectural matters. Members of the DRAC will be appointed by the Board.

II. DESIGN REVIEW PROCEDURES

A. Review of New Construction: Plans for new construction upon any Unit must be reviewed and approved by the reviewer, requiring the submission of an Application for Review and payment of the Review Fee, as discussed below. Each Applicant shall submit a conceptual or preliminary site layout, rendering and floor plan, as well as any tree removal requests. Also, exterior finishes and color schemes, if available, and information concerning irrigation systems, drainage, lighting, landscaping, and other features shall be provided. Applicants may request an initial meeting with a representative of the reviewer to address any questions about Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV and the Design Guidelines.

The Application for Review may be waived, in the discretion of the reviewer, for Builders who have been approved for participation in a builder program approved by the Declarant. To be pre-approved, the plans and specifications shall show the nature, kind, shape, color (if available at that time), size, materials and location of all proposed structures and improvements. Any changes made to pre-approved plans and specifications during the construction of improvements shall require approval of the reviewer.

B. Review of Modifications: The review of modifications shall require the submission of an Application for Review to the reviewer. Depending on the scope of the modification, the reviewer may require the submission of all or some of the plans and specifications listed below. In the alternative, the reviewer may require a less detailed description of the proposed modification. The review and approval of modifications shall take place within the same time periods as required for new construction. A form Application for Review is attached to these Design Guidelines as Exhibit "A."

The Owner shall submit the Application for Review requesting review by the reviewer. Such Application for Review shall meet the following requirements:

1. Information Regarding Owner. The Application for Review shall include the following information about the Owner and the site.

(a) Owner's name, address, and telephone number,
(b) Type of home,
(c) Agent's name, company name, and business telephone number; and
(d) Unit number. (Address)

2. Nature of Request. The Applicant shall attach a written description of the proposed new construction or modification not to exceed one page in length, to the Application for Review. If the

Application for Review is being re-submitted pursuant to an appeal of the reviewer's decision, the application shall state clearly such fact.

3. Duplicate. If requested, the Owner shall submit all documents included in the Application for Review in duplicate.

4. Address of Reviewer All applications for Review shall be addressed to the appropriate committee at the address set forth on the cover of these Design Guidelines.

C. Plans to be Reviewed: The Applicant shall submit one non-returnable set of final plans and specifications of the proposed new construction or modifications, which may consist of any or all of the following, as appropriate (Unless otherwise noted, minimum scale of plans shall be 1/4 inch = 1 foot).

1. Site Plan: Site plan, including building foot print, setback lines, easements, finished floor elevation paving and parking (driveway widths, parking bay sizes), concrete curbs, planters, sidewalks, fences, grading and drainage, utility enclosures, retaining walls and other improvements (scale 1/16 inch=1 ft. or greater when submitted to the City of Oklahoma City for plan review).

2. Floor Plans: Showing decks, patios, stoops, trash enclosures, HVAC equipment and utilities, and the screening for same, interior spacing of rooms, and connections to driveways and walkways.

3. Elevations: Front, rear and side exterior elevations showing building materials and finishes, and indicating the maximum height of the home.

4. Roof Plan: Roof plan indicating type and color of materials, pitch, and gable details.

5. Landscaping Plan: Landscaping plan showing location of trees, protection of existing vegetation, use of approved plants, and other landscaping details. Applicants shall use the landscaping checklist attached as Exhibit "B" when complying the landscape plan.

6. Other: Such other information, data, and drawings as may be reasonably requested, including, without limitation, walls and fences, irrigation systems, drainage, lighting, satellite dish placement, landscaping, and other features.

D. Review Criteria; Variances: While the Design Guidelines are intended to provide a framework for construction and modifications, the Design Guidelines are not all-inclusive. In its review process, the reviewer may consider the quality of workmanship and design, harmony of external design with existing structures, and location in relation to surrounding structures, topography, and finish grade elevation, among other things. Reviewer decisions may be based on purely aesthetic considerations. However, no reviewer shall grant approval for proposed construction that is inconsistent with the Design Guidelines, unless such reviewer grants a variance.

The Declarant, prior to the expiration or termination of the Declarant Review Period and the DRAC, after the expiration or termination of the Declarant Review Period, shall have the authority from time to time to adopt and revise lists of recommended landscape materials and landscape materials. The Declarant or DRAC may, in its sole discretion, provide that the lists of recommended materials constitute "approved materials" and that the installation of such materials requires no reviewer approval. Alternatively, the reviewer may provide that the purpose of the list(s) is merely to provide guidance and that installation of recommended materials does not relieve the Applicant from any obligations set forth in these Design Guidelines to acquire approval prior to installation.

The reviewer may grant variances when circumstances require deviation. Such circumstances may include, without limitation, topography, natural obstructions, hardship, or environmental considerations. The reviewer shall have the power to grant a variance from strict compliance in such circumstances, so long as the variance does not result in a material violation of the Supplemental Declaration and is compatible with existing and anticipated uses of the adjoining properties. No variance shall be effective unless in writing and signed by the Declarant or the reviewing committee's chairperson

with the support of a majority of the committee members, as appropriate. The DRAC may not authorize variances without the written consent of the Declarant so long as the Declarant owns any portion of the Property or has a right to annex additional property.

E. Review Period: Each Application for Review shall be approved or disapproved within 30 days of submission of all materials required by the reviewer. Within 30 days of receipt of a complete review request, the reviewer shall respond to the Owner. One set of plans shall be returned to the Owner, accompanied by the reviewer's decision. The other set of plans shall be retained for the reviewer's records. The reviewer's decision shall be rendered in one of the following forms:

1. "Approved": The entire application as submitted is approved in total.

2. "Approved as noted": The application is not approved as submitted, but the reviewer's suggestions for curing objectionable features or segments are noted. The Owner may proceed with the work to be performed; however, in so doing, the Owner must cure the objectionable features or segments that have been noted by the reviewer.

3. "Disapproved": The entire application as submitted is rejected in total. The reviewer may provide comments but is not required to do so.

If the reviewer fails to respond within 30 days, approval shall be deemed granted. However, no construction or modification that is inconsistent with the Supplemental Declaration or the Design Guidelines shall be deemed approved, unless the reviewer has granted a variance.

F. Appeal: Any Owner shall have the right to appeal a decision of the reviewer by resubmitting the information and documents specified above. However, such appeal shall be considered only if the applicant has modified the proposed construction or modification or has new information which would, in the reviewer's opinion, warrant reconsideration. If the reviewer does not allow an appeal or if the reviewer, after appeal, again rules in a manner aggrieving the Owner, the reviewer's decision shall be final. In the case of a disapproval and resubmittal, the reviewer shall have 10 days from the date of each resubmittal to approve or disapprove any resubmittal. The filing of an appeal does not extend any maximum time period for the completion of any new construction or modification.

G. City of Oklahoma City Approval: The review and approval of plans and specifications shall not be a substitute for compliance with the permitting and approval requirements of the City of Oklahoma City or other governmental authorities. It is the responsibility of the Owner to obtain all necessary permits and approvals. Likewise, approval of plans and specifications by the City of Oklahoma City does not replace the need to obtain approval from the reviewer.

H. Implementation of Approved Plans: All work must conform to approved plans. If it is determined by the reviewer that work completed or in progress on any Unit is not in compliance with these Design Guidelines or any approval issued by the reviewer, the reviewer shall notify the Owner of the Unit on which such noncompliance is located or shall notify the Board. If the reviewer notifies the Board, the Board shall notify the Owner. In either case, the reviewer or the Board shall give, within 30 days of the inspection, written notice to the Owner of such noncompliance, which notice shall specify in reasonable detail the particulars of noncompliance and shall require the Owner to remedy the same. Prior to issuance of written notice and referral for further Board action, the reviewer shall use reasonable efforts to mediate the dispute and encourage the Owner to bring the improvements into compliance with these Design Guidelines or any variance issued by the reviewer.

If the Owner fails to remedy such noncompliance or fails to commence and continue diligently toward achieving compliance within the time period stated in the notice, then such noncompliance shall be deemed to be in violation of the Supplemental Declaration and these Design Guidelines. In such case, the Board or the Declarant, whichever is appropriate, shall notify the Owner that it may take action to remove the noncompliance and/or seek injunctive relief, recovery of costs incurred, and imposition of an assessment.

1. Time to Commence: If construction does not commence on a project for which plans have been approved within 120 days of such approval, such approval shall be deemed withdrawn, and it shall be necessary for the Owner to resubmit the plans to the appropriate reviewer for reconsideration.

2. Time to Complete:

(a) New Construction: Homes shall be complete within 12 months after the commencement of construction. For the purposes of this Section, construction shall be deemed "completed" upon the issuance of a certificate of occupancy for the home located on the Unit by the appropriate City of Oklahoma City entity and the complete installation of all landscaping on the Unit in accordance with the landscaping plan submitted by the Applicant.

(b) Modifications: The reviewer shall include in any approval of a modification a maximum time period for the completion of any modification. If no maximum time period is specified in the approval, modifications shall be completed within 90 days of the commencement of work. The Owner may request an extension of the maximum time period for both new construction and modifications not less than 3 days prior to the expiration of the maximum time period, which the reviewer may approve or disapprove, in its sole discretion.

If construction is not completed on a project within the default periods set forth above or, if applicable, within any extension approved by the reviewer, the approval shall be deemed withdrawn, and the incomplete construction shall be deemed to be in violation of the Supplemental Declaration and these Design Guidelines.

I. Changes After Approval: All proposed changes to plans, including changes that affect the exterior of any building, colors, windows, grading, paving, utilities, landscaping or signage, made after the approval of plans must be submitted to and approved in writing by the reviewer prior to implementation. Close cooperation and coordination between the Owner and the reviewer will ensure that changes are approved in a timely manner.

If the City of Oklahoma City or any other authority having jurisdiction requires that changes be made to final construction plans previously approved by the reviewer, the Owner must notify the reviewer and receive approval from the reviewer prior to implementing such changes.

J. Enforcement: In the event of any violation of these Design Guidelines, the Declarant or the Board may take any action set forth in the By-Laws or the Supplemental Declaration, including the levy of a Specific Assessment. The Declarant or the Board may remove or remedy the violation and/or seek injunctive relief requiring the removal or the remedying of the violation. In addition, the Declarant or the Board shall be entitled to recover the costs incurred in enforcing compliance and/or impose an assessment against the Owner and the Unit upon which such violation exists.

III. DESIGN STANDARDS

A. Accessory Buildings: Owners shall secure reviewer approval prior to construction of any accessory building. A detached garage is not considered an accessory building and its construction shall require reviewer approval on a case-by-case basis. Accessory buildings shall meet the following criteria:

1. An accessory building must be of the same color, material and architectural style as the main residence. An accessory building's roofing material and style shall match those of the main residence.

2. Any utilities servicing accessory buildings shall be installed underground.

3. Accessory buildings generally shall be located in the rear one third of the yard, shall conform to the side and rear yard setbacks required pursuant to City of Oklahoma City ordinances, shall not unreasonably obstruct any adjacent neighbor's views.

B. Additions, Expansions, and Alterations: Reviewer approval is required for any alteration to, addition to or expansion of a home. The architectural design and materials used in any and all exterior additions, alterations or renovations shall strictly conform to the original home's design with respect to style, detailing and materials used in the initial construction.

C. Air-Conditioning Equipment: Reviewer approval is required for the installation of air-conditioning equipment. Window units are prohibited. Installation of air-conditioning equipment higher than 4 feet above finished ground is prohibited.

D. Animals: No animals, livestock or poultry of any kind (except for household pets) shall be kept on any Lot. A maximum of three (3) household pets, two (2) of which may be adult dogs, shall be maintained on any Lot. Animals shall not be kept, bred or maintained for commercial purposes on any Lot. All household pets must be kept on a leash when not contained on their designated Lot and shall not be allowed to make an unreasonable amount of noise or become a nuisance. Household pets shall not be permitted to roam the neighborhood and at the option of the Association, lawful measures may be taken to control any household pets not under control, including but not limited to the right to impound such household pets.

E. Antennae: Except for satellite receivers as set forth hereinafter in Paragraph FF, antennae, radio towers, or other apparatus for sending or receiving communication signals are subject to approval.

F. Architectural Standards: All buildings must be designed to be compatible with the natural site features of the Unit and to be in harmony with their surroundings. The land forms the natural contours. Local climate, vegetation and the views should dictate the building location, the building form and the architectural style. The reviewer may disapprove plans if in its judgment the massing, architectural style, roof, exterior materials, colors or other features of the building do not meet these standards.

G. Awnings and Overhangs: The installation of awnings or overhangs requires reviewer approval. The awning or overhang color must be the same as or generally recognized as complementary to the exterior of the residence. All awnings must be kept in good repair.

H. Birdbaths, Birdhouses and Birdfeeders: Reviewer approval is not required for the rear yard installation of any birdbath that has height of 30 inches or less, including any pedestal. Placement in any front or side yard requires reviewer approval.

I. Carports: Carports are prohibited.

J. Clothes Lines: Clothes lines are prohibited.

K. Compost: One compost pile measuring not more than 3 feet in diameter and 3 feet in height may be permitted in the rear yard if such is adequately screened by planting and/or fencing so as to conceal them from view of neighboring residents and the street. Owners shall be responsible for ensuring that compost piles are maintained in a manner which does not emit odors or attract rodents or insects which may result in appropriate remedies if allowed to occur.

L. Decks and Balconies: Owners shall secure reviewer's approval before installing decks or balconies. Decks and balconies must be constructed of wood or other material similar to that of the residence and, if painted, must be painted a color similar to or generally accepted as complementary to the residence. Decks and balconies must be installed as an integral part of the residence or patio area. Any such decks or balconies must be located so as not to obstruct or diminish the view of or create an unreasonable level of noise for adjacent property owners. Construction shall not occur over easements and must comply with the applicable City of Oklahoma City requirements.

M. Dog Houses, Runs and Kennels: Doghouses are permitted without review so long as the dog house is not visible from the street or adjacent property. If the doghouse will be visible from the street or adjacent property, reviewer approval shall be required and screening, fencing or landscaping may be required. Dog runs and animal kennels are prohibited. No animal structure shall provide shelter for more than two (2) dogs over 6 months of age.

N. Elevation: A height limit of 35 feet for each Unit shall be the maximum height of each building and shall be measured from finished ground floor to the highest projection of the roof or roof element. The reviewer will consider vertical height coordination and compatibility of adjacent buildings with regard to building profiles an important design element. The Owner may be required to provide additional drawings to the reviewer demonstrating the compatibility of building profiles not only in frontal elevation but also from overlapping side elevations of structures on adjacent Units.

O. Exterior Lighting: Reviewer approval is not required for exterior lighting if the lighting is installed in accordance with the following guidelines: Exterior lights shall be conservative in design and as small in size as is reasonably practical. Exterior lighting shall be directed toward the house and be of low wattage (limited to 2,000 lumens) to minimize glaring sources to neighbors and other homeowners. Lighting for walkways generally must be directed toward the ground. Lighting fixtures shall be dark colored so as to be less obtrusive. Low voltage (12 volts) lighting is preferable to conventional house-voltage systems because of its safety advantages. Any deviation from the aforementioned guidelines or use of high-wattage spotlights, floodlights, or ballasted fixtures (sodium, mercury, multi-vapor, fluorescent, metal halide, etc.) requires reviewer approval. The reviewer may take into consideration the visibility and style of the fixture and its location on the home.

P. Exterior Walls. The exterior walls for vertical surfaces shall be at least 60% dimensional brick, natural stone or cultured stone made of a masonry product. "Hardie Plank" cement based siding does not qualify as a masonry product. "Hardie Plank" siding is considered a secondary, accent material and must be accompanied by brick or stone wainscoting. The remaining 40% may be lapping siding or other material which will blend with and complement the brick, stone or stucco. This requirement is intended to provide for predominately masonry homes, but allow for panels and accents to eliminate repetitious design and appearance. The calculation of the vertical surfaces shall exclude openings, such as windows and doors, and shall be measured from the finish grade to the top plate of the first floor of the structure. **Special guidelines for Oakdale Valley IV: only Boral "Wood Mold" bricks are allowed. Rock, if used, must be Owens-Corning "Cultured Stone".**

Brick or stone faced chimney stacks are required for any fireplace located on an outside wall. Isokern fireplaces will be approved.

Vinyl or metal siding is prohibited.

Q. Flagpoles and Seasonal Decorations: Reviewer approval is not required for the installation of a single flagpole so long as it not exceed 15 feet above finished grade. If located in the front yard, a flagpole must be at least 15 feet from the front property line. Seasonal decorations are encouraged in Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV but they must conform to the Community Wide Standard and must be removed within twenty (20) days of the subject holiday.

R. Frontage Requirements: There are no minimum frontage requirements for any residence in Oakdale Valley II (the Valley), Oakdale Valley III (the Heights) or Oakdale Valley IV (the Village).

S. Garages: Side or rear entry garages shall be required (exceptions may be made on certain lots with Reviewer approval). Garages which are constructed independent from the home require reviewer approval. Such garages shall be compatible with and complementary to the main residence in architectural style, material, color and location. A residence in Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV must have a minimum two car garage capacity and a maximum four car garage capacity. Garage capacities in excess of four shall require Reviewer approval.

T. Gazebos and Greenhouses: Reviewer approval is required prior to the construction of any gazebo or greenhouse. Any gazebo or greenhouse must be an integral part of the landscape plan and must not obstruct any adjacent property owner's view.

U. Hot Tubs and Saunas: Reviewer approval is required for the installation of any outdoor hot tub, sauna or spa. Any hot tub, sauna or spa shall be an integral part of the deck or patio area and/or the rear yard landscaping. A hot tub, sauna or spa shall be located in the rear or side yard, shall be installed

in such a way that it is not immediately visible to adjacent property owners and shall not create an unreasonable level of noise for adjacent property owners. Owners may be required to install safety features such as locks or covers for these items when such are not in use.

V. Latticework: Latticework or a garden trellis which is a part of the landscaping and compatible with the exterior of a structure may be installed without approval.

W. Mailboxes: Mailboxes shall be of standard design and approved by the Declarant. Newspaper tubes and driveway reflectors are prohibited.

X. Massing: Equal attention to detail and architectural definition must be given to all sides of the structure, including, but not limited to, the foundations, banding, accent materials, roof character and window treatment. Retaining walls, planter walls and privacy walls should be used to break up the elevation of a building and help relate the structure to the ground. All exposed concrete block or poured concrete foundations and site retaining walls must be covered with an appropriate wall-facing material which must be approved by the reviewer.

Y. Mechanical Equipment: All mechanical equipment shall be screened from neighboring dwellings and yards, Common Area, sidewalk and street view.

Z. Minimum Square Footage Requirement: The minimum square footage requirement in Oakdale Valley II (the Valley) is 2,200 square feet; in Oakdale Valley III (the Heights) 2,800 square feet and in Oakdale Valley IV (the Villages) 1,800 square feet.

AA. Patios: Reviewer approval is required for the construction of patio covers, open patios and enclosed patios. Patio covers shall be constructed of wood and shall be the same color as the residence. Free-standing patio covers may be permitted as well as extensions of the roof. Open patios must be an integral part of the landscape plan and must be located so as not to create an unreasonable level of noise for adjacent property owners. Enclosed patios shall be constructed of materials that are similar to or generally accepted as complementary to those of the residence. Metal patio covers are prohibited.

BB. Playhouses: A playhouse shall be considered an accessory building if it measures more than 50 square feet, is more than 6 feet high from peak to ground or is constructed on a concrete slab or footing.

CC. Pools: Reviewer approval is required for the construction or installation of pools. Pools shall be an integral part of the deck or patio area and/or the rear yard landscaping. Any pool shall be located in the rear or side yard, shall be installed in such a way that it is not immediately visible to adjacent property owners and shall not create an unreasonable level of noise for adjacent property owners. Pools shall be fenced for safety purposes and Owners may be required to install safety features such as locks or covers for these items when they are not in use. Above ground pools will not be permitted.

DD. Recreational Equipment: Basketball goals shall be sleeve-set and be located behind the building line of the unit. Backboards shall be clear. Goals shall not be located adjacent to property lines if such will interfere with a neighbor's living areas, landscaping and vehicles. Portable basketball goals are prohibited.

No approval is required for the installation of play and sports equipment so long as the equipment is no taller than nine (9) feet. Owners shall exercise consideration toward their neighbors. Any such equipment shall be set back a reasonable distance from adjacent property lines so as to avoid disturbance of neighbors and shall not obstruct neighbor's views. Tree houses are prohibited.

EE. Roofing: Roofing materials shall be rated at least a 40 year or greater asphalt composition shingle of Weathered Wood, Antique Slate, Shadow Gray or Bark Wood (dark brown) color. Exceptions must be approved by Reviewer. Wood shingles are prohibited, no exceptions. Metal "W" roof valleys are required. Roof pitch will be 8/12 or above. **Special guidelines for Oakdale Valley IV: Roof pitch shall be at least 10/12; color of roofing materials must be Slate or Antique Slate, depending upon supplier. Due to supplier constraints, 30 year asphalt shingles shall be allowed in this area.**

FF. Roofing Accessories and Equipment: Reviewer approval is required for all rooftop equipment and accessories unless specifically accepted in this Section. Full guttering on all units is required in Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV. Fascia shall be painted to match gutters. Gutters shall be anodized aluminum or copper. No exposed attachment straps will be allowed. Any installed solar energy equipment shall have the appearance of a skylight, shall have a finished trim material or curb and shall not be visible from the street. Landscaping or other buffering may be required for solar panels. Reviewer approval is not required for skylights having measurements of 3 feet by 5 feet or less. Skylights should be placed in locations so as not to detract from the building elevations.

GG. Satellite Receivers: To the extent permitted by law, all plans relating to the installation of satellite receivers shall be submitted to the reviewer prior to installation. Satellite receivers shall be no larger than 30 inches in diameter, and shall be mounted on the main residential dwelling in a location, which is not visible from the street.

HH. Setbacks: Setback requirements from property lines are established by City of Oklahoma ordinance and are subject to public utility easements, drainage easements, landscape easements depicted on the Master Plan and rights-of-way. (Refer to PUD #690 filed with the City of Oklahoma City for further guidance). Side yard setbacks, if not designated in the PUD #690, shall be five (5) feet.

II. Siding: Owners shall seek reviewer approval before installing or replacing siding which differs from original material.

JJ. Signs: Placement of any sign on a Unit is prohibited except for the following limited exceptions:

1. Builder or Trade Signs: One builder sign and permit board shall be allowed with reviewer approval. No subcontractor or trade signs shall be permitted. A single Realtor or For Sale by Owner sign may be placed on a property while the property is "for sale" and a single Open House sign may be placed on a property during an Open House but must be removed promptly after the event. At no time, will a Realtor or Builder sign be placed at any location in Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV except on the subject property. Builder and Realtor signs are subject to review as to location, color, size and detailing. A builder sign shall be erected on the Unit prior to the commencement of any work including clearing or grading. Builder and Realtor signs shall be securely erected and no signs or permits shall be placed in trees. The builder, Realtor and For Sale by Owner signs shall be removed within 5 days of the closing of a unit unless a longer period is granted in advance by the reviewer.

2. Security Signs: One security sign may be permitted in the front yard located either adjacent to the driveway or in close proximity to the front entrance of the main dwelling. The reviewer may impose size, shape and color restrictions on security signs.

3. For Lease Signs: One temporary sign per Unit that advertises the property for lease which stands no more than 4 feet high, which has dimensions of no more than 2 feet by 3 feet and which is conservative in color and style may be installed on a Unit without the reviewer's approval. Temporary signs may be displayed only while the Unit is for lease and must be removed when the property is no longer for lease. The installation or relocation of all other signs requires reviewer approval.

KK. Statues: Reviewer approval is not required for the rear-yard installation of any statue which, including any pedestal stands no more than 4 feet tall. Other accessory features such as fountains, ponds, reflecting pools or yard ornaments require reviewer approval.

LL. Temporary Structures: Temporary structures other than those used during the initial construction of a residence, including without limitation, shacks are prohibited. Reviewer approval is required for tents other than camping tents that are used for occasional overnight sleeping by children and are left standing for no longer than 72 hours.

MM. Trash Containers: Trash containers shall not be stored in view from the street and shall be removed from the sidewalk no more than one day after trash pickup.

NN. Utilities: Pipes, wires, poles, utility meters and other utility facilities shall be kept and maintained, to the extent reasonably possible, underground or within an enclosed structure. Any utilities or utility equipment not installed below ground or within an enclosed structure requires reviewer approval. Utilities include water, wastewater systems, telephone, cable television and miscellaneous conduits.

OO. Vehicle Parking and Storage: Large trucks, boats, motorcycles, campers, motor homes, recreational vehicles, trailers or wrecked/disabled vehicles of any kind (prohibited vehicles) shall not be parked, maintained, repaired, constructed or stored on any Lot or in any street for more than forty-eight (48) hours except in a garage or outbuilding. No commercial vehicle larger than a standard size pickup truck or SUV shall be parked at any time on a street or driveway by a Lot Owner or occupant or by any other person for a period longer than is reasonably necessary for the driver thereof to perform the business functions to which the vehicle relates. It is the intent of this requirement that Lot Owners, other occupants, family members, visitors and nonresidents shall not use driveways or the street for the storage or habitual parking of prohibited vehicles. It is not the intent of this requirement to prohibit the parking of passenger vehicles on the driveways of any Lot or on the streets in the neighborhood.

PP. Windows: Windows shall contain clear glass or tinted glass of bronze, gray or smoke colors. Reflective glass or reflective tinting is prohibited. Window frames shall be wood or vinyl in Oakdale III and Oakdale IV. Window frames shall be wood, vinyl or aluminum in Oakdale Valley II. All windows shall have a minimum 10-year warranty. Windows and door trim shall be compatible with and complementary to the main residence in style and color. Side garage doors and mechanical room doors may be metal. **Special guidelines for Oakdale Valley IV: Putty colored vinyl windows with exterior mounted simulated divider bars are required on at least the front elevation.**

IV. LANDSCAPING AND SITE STANDARDS

Landscaping is an essential element of design in Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV. No planting or removing of landscaping or placement or posting of anything on any Unit shall take place without the approval of the reviewer. While keeping with the landscape theme of Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV, it is important that all residential landscapes blend with the surrounding environment. Careful integration of site grading, architecture, and landscaping will accomplish this, while also maximizing each site's potential. Thoughtful attention to landscape design will ensure that as each home site is completed, it will become an integrated element in the overall character of Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV. To further this goal, it is important to preserve and incorporate native plant material and existing trees into all proposed landscape designs when possible. Homeowners are required to extend landscaping to the street curb or sidewalk when adjacent to the local street. ALL landscaping shall be maintained in accordance with the requirements of the Supplemental Declaration and any City of Oklahoma City ordinances that may be applicable.

A. Initial Landscaping: Unless landscaping is provided with the purchase of the Unit, within 90 days of recordation of the deed of a Unit to an Applicant or within any extended period as may be provided in writing by the reviewer, the Applicant shall develop a landscaping plan and install and maintain landscaping on such Unit (subject to such extensions granted by the reviewer due to weather conditions). All landscaping installed by a Builder or approved by the reviewer shall be maintained by the Owner in a manner consistent with the Community Wide Standard. Features to be included are illustrated below and the minimum amount of beds will be 300 square feet per 1,000 square feet of unit. Plant units are as follows:

a. Seventy-five (75) gallons of shrubs are required.
b. Three (3) and Five (5) gallon shrubs only.
c. One ornamental or evergreen tree with a minimum three (3) inch trunk is required.
d. One 4-5 inch deciduous tree per lot is required.

1. Trees: All trees planted shall be staked with a minimum of two stakes. Trees that are planted pursuant to the requirements of this Section shall not require prior reviewer approval.

2. Ground Cover. The ground surfaces of all yards shall be covered with inert or living materials or any combination of both. Inert materials shall include decomposed granite, native river-run rock and other such similar materials which are compatible, in the reviewer's discretion with the natural environment for Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV provided that black rock shall not be the predominant landscaping material. For the purpose of these Design Guidelines, topsoil shall not be considered inert material. Excessive use of concrete at front and street side yards is prohibited. No artificially colored rock shall be permitted as ground cover. If turf is used as ground cover, the turf shall be Bermuda grass or fescue, unless otherwise approved by reviewer. Wood chips and bark shall not be used as ground cover provided that wood chips may be used as mulch for ground cover within the immediate area of a shrub or tree. All lawn areas shall be installed with 100% sod. Seeding of lawn areas is not permitted. Mulch beds without shrubs or groundcover shall not dominate the landscape design.

B. Weed Block: The use of solid plastic sheeting or polyethylene over ground plane areas is strictly prohibited. If landscape fabric is used, such fabric shall be of an A.B.S. or Nylon A.B.S. composite type to allow the free flow of water, air, and gasses to and from the soil.

C. Drainage: Drainage of the Unit must conform to all City of Oklahoma City requirements. All drainage and grading must be indicated on the Site Plan. There shall be no interference with the established drainage pattern over any property except as approved in writing by the reviewer. The established drainage pattern is defined as the drainage pattern as engineered and constructed by the Builder prior to (or in some cases, immediately following) conveyance of title from Builder to the individual homeowner. Owners may make minor drainage modifications to their Units provided that they do not alter the established drainage pattern.

Landscape plans shall conform to the established drainage pattern, shall cause water to drain away from the foundation of the house, and shall prevent water from flowing under or pooling near or against the house foundation. Water should flow fully over walkways, sidewalks or driveways into the street. The reviewer may require a report from a drainage engineer as part of landscaping or improvement plan approval. Sump pump drainage should be vented a reasonable distance from the property line to allow for absorption.

Special guidelines for Oakdale Valley IV: due to the proximity to the lake, all lots in Block Ten (10) shall need to have stem walls backfilled with gravel instead of sand.

D. Fences: Fencing on all property lines in Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV which abut a Common Area or Greenbelt Area shall be black Ameristar imitation wrought iron fencing or equivalent, **NO EXCEPTIONS.** Wrought iron fencing is recommended for all property lines in Oakdale Valley. However, sight proof fencing may be allowed in certain areas (side yards, back yards that abut another back yard, etc), but only with Reviewer approval. Sight proof fencing may be necessary to enclose certain areas for safety or privacy reasons and, if approved, must be six (6) foot cedar, dog eared, six inch slats with metal posts and no cap. No fence may extend beyond the front face of the exterior wall that contains the primary unit's front entrance. Any fencing which is inconsistent with these Design Guidelines or located in areas not permitted is prohibited unless the reviewer grants a variance. Any fences, whether constructed by the Owner or the Builder, shall be well repaired and maintained consistent with the Community Wide Standard. In the event a fence or wall is damaged or destroyed, the Owner shall repair or recondition the same at the Owner's expense within a reasonable time. **Special guidelines for Oakdale Valley IV: black, imitation wrought iron fencing not to exceed four feet (4') in height is required on all property lines in Oakdale Valley IV.**

1. Reviewer's Authority: The Declarant, prior to the expiration or termination of the Declarant Review Period and the DRAC, after the expiration or termination of the Declarant Review Period, shall have the authority from time to time to revise or eliminate the list of pre-approved fence types and/or fence materials set forth in this Section.

2. Maintenance: Any fences, whether constructed by the Owner or a Builder, shall be well repaired and maintained consistent with the Community Wide Standard. In the event a fence or wall is damaged or destroyed, the Owner shall repair or recondition the same at the Owner's expense.

E. Grading: Owners shall not grade their property so as to interfere with the established drainage pattern over any property except as approved in writing by the reviewer. Owners should work with the natural contours and seek solutions that minimize the impact of grading with respect to major alterations of existing grades.

Owners may create berms, slopes and swales for the purpose of defining space and screening undesirable views, noise and high winds. Grassed slopes or berms are suggested not to exceed 3 feet of horizontal distance to 1 foot of rise or vertical height (3 to 1 slope) in order to permit greater ease of mowing and general maintenance.

F. Paving and Driveways: Owner shall secure reviewer's approval prior to paving with any paving material, including concrete, asphalt, brick, flagstone, stepping stones, and pre-cast patterned or exposed aggregate concrete pavers, and for any purpose, including walks, driveways, or patio areas. Owners shall secure reviewer approval before extending or expanding any driveway. The reviewer shall not approve such extensions or expansions for Owner's intended purpose of providing side yard parking or vehicle storage.

G. Retaining Walls: All retaining walls require approval by the reviewer. No timber retaining walls will be approved for front yards or for side yards visible from the street. Such walls shall be properly anchored to withstand overturning forces. Stonewalls shall be made thicker at the bottom than at the top to achieve stability. All retaining walls shall incorporate weep holes into the wall design to permit water trapped behind them to be released. Timbers for walls or other landscape use should be treated to resist decay. Walls shall not be located so as to alter the existing drainage patterns. **Special guidelines for Oakdale Valley IV: all lots located in Block 10 shall be required to have retaining walls with stairs to the shore line that are equivalent to the neighboring retaining walls in the area.**

The foregoing standards are intended as an aesthetic guide only. Neither the Declarant nor the reviewer ensures the soundness, structural integrity or effectiveness of retaining walls constructed in conformity with this Section.

H. Underground Installations: Owners shall seek approval for any proposed underground installation, except for installation of underground sprinkler systems.

I. Irrigation: Automatic irrigation systems are required in the front yard of any residence in Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV. Spray heads should be located so as not to cause over spray onto adjacent property, roads, sidewalks or buildings. The environment of the area—wind, rain, temperature, exposure and topography should be considered when designing a system. Low spraying irrigation devices minimize water use. Drip or bubbler irrigation systems are recommended for trees. Owners may install irrigation systems, above ground or underground, without reviewer's approval so long as the Owner installing such system obtains any permits required by city or county ordinance or other governmental authorities. Any other water system may be installed without the reviewer's approval so long as the water system is completely contained within the dwelling and causes no architectural change to the exterior of the dwelling. Irrigation wells must be screened from view from any street or abutting lot.

J. Views: Views from the roadways and walkways toward a landscaped area should complement the appearance of the existing natural vegetation.

L. Yard Orientation:

Yard orientation is defined as follows:

1. **Front Yard:** the area between the curb and the front of the home.
2. **Side Yard:** the open space between the home and the Unit's property line.
3. **Rear Yard:** the area between the rear property line and the back of the home.

M. Wall Systems: Walls should appear as an extension of the home's architecture and be constructed in the same or complementary character to the main structure. Walls can be used to enclose and define courtyards, extend and relate the building forms to the landscape, and provide security and privacy. In no case should they block community views. Freestanding walls should not exceed 6' in height without specific approval of the Reviewer. Vegetation may be used to screen or define boundaries. Low decorative walls that are part of the landscape design will be considered. Front yard landscape walls shall not exceed 3' in height.

N. Pruning: Trees shall be pruned and maintained as necessary. Mature trees with overhead encroachment upon adjacent Units shall be permitted, provided that such encroachment does not unreasonably interfere with the use and enjoyment of the adjacent Unit or Common Area.

O. Landscape Maintenance: Owners shall maintain landscaping and vegetation in a timely manner and in a manner consistent with the Community Wide Standard. Such standard shall specifically include, without limitation, removing weeds, mowing, trimming, and replacing diseased and damaged plants.

P. Gardens: Front yard flowerbeds are encouraged, provided that they are well maintained. In addition, small gardens are permissible in the rear or side yard of a Unit. During the non-growing season, the garden shall be maintained in a weed and debris free condition. No planter shall be higher than 2 feet above the finished lot grade. Gardens must at all times be maintained in accordance with the Community Wide Standard.

V. CONSTRUCTION GUIDELINES

A. Inspections: If requested by the reviewer, the Applicant shall schedule and coordinate a review of all new construction and modification activities with the reviewer to verify compliance with the approved plans and specifications. The reviewer may also perform additional periodic informal inspections to ensure that work is being performed in conformance with approved plans, these Design Guidelines and the Community Wide Standard. ALL inspections are observations only and will not relieve the obligation to obtain inspection approvals from the City of Oklahoma City and other organizations having jurisdiction.

Job sites not in compliance with the Supplemental Declaration, these Design Guidelines or approved plans will be issued a Notice of Violation and a list of items needed to bring the construction and/or job site into compliance. Further construction is prohibited until such punch fist items have been corrected.

B. Vegetation Protection and Barricading: Prior to performing any new construction or modifications, the Applicant shall take measures to protect vegetation and the Conservation Easement. **Construction fencing enclosing the entire lot is required.** The reviewer may review the type and materials of barricades. In addition, the following actions are prohibited:

1. Dumping backfill into an area containing protected vegetation ("protected area"),
2. Excavating soil from a protected area,
3. Falling trees into a protected area,
4. Parking in or driving through protected areas,
5. Stacking or storing supplies or equipment in protected areas,
6. Changing site grading to cause drainage into a protected area,
7. Locating temporary construction buildings in a protected area, or
8. Disposing of toxic materials into a protected area.

C. Construction Damages: Any damage to vegetation or common area facilities caused by the Applicant, its contractors, subcontractors, agents or employees must be corrected immediately to the satisfaction of the reviewer, the Declarant and the owner of the damaged property. If the damage is not corrected, the Declarant or the Association may repair such damage and assess the costs of repair to the Applicant.

D. Conduct: The Applicant must ensure that all contractors and subcontractors control the conduct of their employees while working in Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV. Loud music, profanity and other behavior which is unbecoming of a quality operation will not be tolerated. Employees shall not be allowed to possess beer or alcoholic beverages while on the premises. Employees violating this policy may be asked to leave the premises and may be denied access at the construction entrance. The Applicant shall also ensure that highly visible construction warning signs are prominently displayed in the construction area.

E. Site Cleanliness: All contractors and subcontractors must maintain the sites in a clean and orderly manner at all times. The storage of materials should be in an inconspicuous location within the site and stored neatly and orderly. Each site or group of adjacent work sites shall have a trash dumpster unless a confinement area has been approved by reviewer. The Declarant has the authority to clean building sites, if necessary, and the cost of cleaning the site shall be the responsibility of the Lot owner. Liens shall be filed against the subject property, if necessary.

VI. LIMITATION OF LIABILITY FOR APPROVAL OF PLANS

Review and approval of any application is made on the basis of aesthetic considerations only and the Declarant, Association, Board, and/or DRAC shall NOT bear any responsibility for ensuring the structural integrity or soundness of approved new construction or modifications, nor for ensuring compliance with building codes and other governmental requirements. Neither the Declarant, Association, Board, or DRAC; or member of any of the foregoing shall be held liable for any injury, damages, or loss arising out of the manner or quality of approved construction on or modifications to any Unit.

VII. AMENDMENTS TO DESIGN GUIDELINES

The Declarant shall have sole and full authority to amend the Design Guidelines until its jurisdiction is surrendered or terminated pursuant to the Supplemental Declaration. If the Declarant's jurisdiction is so terminated or surrendered, the DRAC shall have authority to amend the Design Guidelines; provided, however, the Declarant's consent shall be required so long as the Declarant owns any property as described in the Supplemental Declaration. There shall be no limitation on the scope of amendments to the Design Guidelines. The Design Guidelines may be amended to remove requirements previously imposed or otherwise to make the Design Guidelines less restrictive. Any amendments to the Design Guidelines shall apply to construction and modifications commenced after the date of such amendment only and shall not apply to require modifications to or removal of structures previously approved once the approved new construction or modification has commenced.

VIII. DEFINITIONS

Capitalized terms that are not defined in these Design Guidelines shall have the same meaning as set forth in the Supplemental Declaration.

IX. AUTHORIZATIONS

The Declarant has adopted these Design Guidelines on the 1st day of October, 2009.

OV DEVELOPMENT, LLC
An Oklahoma Limited Liability Company

Derek S. Turner

Derek S. Turner, Manager

EXHIBIT "A"

Owner Application for Design Review and Approval

Date: _____
Owner's Name: _____
Address: _____
Telephone: _____
Location of Improvement: _____
Unit Number: _____

If an agent is submitting on behalf of the owner, also complete the following:
Agent's Name: _____
Company Name: _____
Business Name: _____
Telephone: _____

In accordance with the Supplemental Declaration of Covenants, Conditions, and Restrictions for Oakdale Valley II, Oakdale Valley III and Oakdale Valley IV and the Design Guidelines, application is hereby made for review and approval of the following described improvements: (Provide brief description.)

_____
_____
_____
_____

In support of this application the following required items are submitted:

1) One sets of plans: The plans will show the following (where applicable): site plan, floor plan, elevations, roof plan, landscaping plan and such other items as may be needed to reflect the character and dimensions of the improvements (**Please review Section II, Design Review Procedures for further details)**.

2) Any written statements or other submissions that may be required.

It is hereby understood and agreed that approval of this application by a reviewer does not constitute approval as to compliance with applicable Oklahoma law or City of Oklahoma City ordinances.

It is hereby understood and agreed that approval of this application by a reviewer does not constitute approval as to compliance with applicable Oklahoma law or City of Oklahoma City ordinances.

Signature of Owner(s) _____ Date _____

Signature of Agent _____ Date _____

Approved by Reviewer _____ Date _____

Submit Applications to:

OV DEVELOPMENT, LLC
Design Review and Approval
3540 S. Boulevard - #200
Edmond, Oklahoma 73013

If the application is incomplete, the reviewer will notify the applicant as to the needed documents and the application will not be further considered until receipt of these materials.

EXHIBIT "B"

Landscape Plan Submittal Checklist

1. Format to be 24 inch x 36 inch sheet size.
2. Site plan with property boundary, footprints of permanent structures, and locations and identifications of every hardwood tree with a diameter of eight inches or more at a height of 3 feet above grade.
3. Contour lines as needed to illustrate grade conditions.
4. Project location and owner's name.
5. North arrow, drawing scale, sheet number, and date.
6. Boundaries of protected areas and method of protection.
7. Planting plan showing locations of proposed and existing plants.
8. Plan materials list with scientific names of plants, sizes, and quantities.
9. Hard surface plan and layout dimensions noting materials to be used.
10. Irrigation plan.
11. Construction details for all structural elements (retaining walls, pools, decks, etc).
12. Submit 2 copies of the package.