

**Leatherleaf Architectural Review Committee
Design Guidelines, Standards, and Procedures**

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I.

Philosophy

(Including any existing amendments and as they may be amended in the future, the "Master Covenants")

To assure an attractive, compatible, and aesthetically pleasing community, the Leatherleaf Homeowners Association, Inc. has adopted these Leatherleaf Architectural Review Committee Design Guidelines, Standards, and Procedures "the "Leatherleaf Design Guidelines" which will be enforced by the Leatherleaf Architectural Review Committee "ARC" as provided in the Declaration of Covenants, Conditions and Restrictions for Barefoot Resort Residential Properties. The ARC's function is to guide residential development in such a way so as to maximize compatibility of all improvements with the natural beauty and topography of the land at Leatherleaf.

Maintaining high standards of excellence at Leatherleaf requires attention to many details. The Leatherleaf Design Guidelines reflect much thought and experience. Variances are to be granted only when the ARC is convinced that it is justified, necessary, is the best resolution of the situation, and is in the best interest of the community.

In order to achieve a traditional detailed residence that is designed to reflect the areas historical architectural character, recommended elements of design for the Leatherleaf residential community include, but are not limited to: broad porches, railings, shutter dogs, dormers, chimneys, shutters, quality windows with divided lights, entry doors that are obvious, copper or metal carriage lanterns, materials that are indigenous to the area, chimney pots and cap detailing of historic character, elements of design that provide a practical yet climatic solution of historic reference.

The design and maintenance of each residence directly impacts every neighbor. Each of the four elevations of every residence should be articulated and landscaped to be aesthetically pleasing from every angle of view. Natural exterior features and materials are desired.

Landscaping should address the retention of natural spaces.

Property ownership in Leatherleaf includes the responsibility of continued maintenance of all structures and grounds which are part of each homeowner's lot. This includes but is not limited to keeping homes and property in good condition and repair.

a). All Owners are responsible for inspecting their own property periodically to ensure there is no faded or peeling paint, rotting wood, lose mortar etc. Homes, fences and driveways should be power washed as necessary.

b). All Owners are responsible for continued maintenance of all grounds and landscaping within their lot. Including keeping grass, shrubs, and trees neatly trimmed.

Property owners are invited to review the Leatherleaf Design Guidelines, to follow the course of the development in Leatherleaf, and to make comments and recommendations to the ARC. All appendices listed herein and attached hereto are hereby fully incorporated by reference.

II Policy

Plans for construction of improvements and any alterations to existing improvements must be submitted to the ARC for design approval prior to commencement of construction. The ARC will meet as necessary to review all applications. Plans & applications should be submitted to:

The Leatherleaf ARC
c/o Ponderosa Management, LLC.
P.O. Box 1706
N. Myrtle Beach, SC 29598 843-399-9888

Plans must be sealed by a South Carolina Licensed Architect and Landscape Architect as needed.

III Applicant's Responsibilities

The "ARC" assumes no liability for Applicant's responsibilities, which include but are not limited to the following:

1. Preparation of Application and Plans and the making of all Improvements in compliance with Leatherleaf Design Guidelines "the Master Covenants" and the Declaration of Covenants. Conditions and Restrictions for Leatherleaf (including any existing amendments and as they may be amended in the future, the "Leatherleaf Covenants").
2. Performance or quality of work of any architect, contractor or subcontractor in accordance with plans prepared and sealed by a South Carolina licensed Architect and Landscape Architect and approved by the ARC.
3. Compliance with all laws, codes, permit conditions, and ordinances of any governmental agency or body.
4. Determination of environmental restrictions, drainage and grading requirements, and all surface and subsurface soil conditions, locations of easements, utilities, and infrastructure.
5. Determination of structural, mechanical, electrical, and all other technical aspects of a proposed design that can only be determined by competent architects, engineers, contractors, and other similar professionals.
6. Accuracy and completeness of all plans, applications, certificates stakeouts and surveys.

The ARC will not undertake to review, verify, or question the sufficiency or accuracy of any plans, surveys, or specifications submitted to it, or any improvements accepted by it.

IV.
Introduction to
The Architectural Review Committee

Purpose:

To assure the protection of the master land plan concept, community lifestyle, and individual property values, Leatherleaf has high standards of design review. The ARC reviews applications and design documents for all new external improvements and alterations to existing improvements at Leatherleaf. Each application is evaluated on its own merits with reasonable flexibility for design function and creativity.

The ARC cannot substitute for community spirit. Often cooperation among neighbors can lead to the best solutions to problems, which may arise. The ARC supports and encourages this neighborly approach to solving problems through consensus of the parties involved. Owners (as that term is defined in the Leatherleaf Covenants) should be familiar with the Leatherleaf Covenants and Master Covenants and these Leatherleaf Design Guidelines.

Members:

The ARC shall include three or more members appointed by the Leatherleaf HOA Board of Directors as permitted by the By-laws of the Leatherleaf Homeowners Association. The presence of members constituting at least two-thirds of the authorized membership of the ARC shall constitute a quorum for the transaction of business and the act of the majority of the ARC members present at any meeting at which quorum is present shall be the act of the ARC. Members are selected to create a balance of lay people and professionals with experience in architecture, construction, and landscaping.

Majority Vote:

Each member of the ARC has an equal vote. Any two members constitute a quorum to transact business at any meeting. A majority vote of those present is required for action. Silver Carolina (as that term is defined in the Master Covenants) retains the right to veto any decision of the ARC as set forth in Section 4.2(b) of the "Master Covenants" recorded in Deed Book 2251 at page 38

Meetings:

The ARC meets as necessary to review any application(s) upon receipt of such application(s).

Responsibilities:

On behalf of the Leatherleaf Homeowners Association, Inc., the ARC:

1. Establishes architectural criteria and exterior design themes for the community.
2. Establishes design review criteria for the enhancement of the community.
3. Reviews all applications for compliance with design review criteria, the Master Covenants, and the Leatherleaf Covenants.
4. Assures compatible architectural designs and visual harmony with neighboring homesites.
5. Requires high standards of design and quality construction.
6. Establishes fees for the review of application.
7. Adopts policies and rules and amends design review criteria and the Leatherleaf Design Guidelines as may be required from time to time with input from the Leatherleaf Homeowners Association, Inc.
8. Contacts applicants whose plans and specifications have been disapproved and provides reasonable assistance and recommendations for adjustments to bring applications into compliance with design review criteria.
9. Maintains copies of design documents and related records.
10. Informs members of the Board regarding activities of the ARC and changes in criteria as they may occur upon reasonable request.
11. Approves proposed builders and establishes criteria for qualification of other builders.
12. Monitors compliance with the Leatherleaf Covenants, the Master Covenants and these Leatherleaf Design Guidelines, and other applicable rules. And notifies the Board of Directors of the Leatherleaf Homeowners Association, Inc. and the Barefoot Resort Residential Owners Association of violations
13. Enforces the architectural and landscaping provisions of the Leatherleaf Covenants, the Master Covenants and these Leatherleaf Design Guideline

Scope

These Leatherleaf Design Guidelines are applicable only to the exclusive area referred to as Leatherleaf within the Barefoot Resort community. Although the Master Covenants allow for the formation of design oversight committees, and provide the procedures for, carrying out design review activities, the Leatherleaf Architectural Review Committee shall only consider applications and make determinations concerning properties within Leatherleaf. However, the existence of the Leatherleaf Architectural Review Committee and the performance of its duties and activities, shall not prohibit the formation or existence of any similar committee which shall consider and review design criteria for Barefoot Resort properties outside of the Leatherleaf neighborhood, provided such is done in full compliance with applicable authoritative documents.

V.

Designing a Home: Leatherleaf Standards

The emphasis is on the aesthetics of the exterior architectural design and a compatible landscape design preserving the natural character of the site. Superior quality construction using natural materials, on all four sides, such as stone, stucco (including synthetic stucco), and brick is expected.

Heated and Cooled Square Footage - Minimums

The following minimum heated square footage requirements should apply for the Leatherleaf dwellings:

One-story	- 2,120sq.ft.
Two-story	- 2,500 sq. ft., w/1,750 sq. ft on the first floor

Footprint:

The footprint of each home shall be compatible with the site, the neighborhood, any approved plans and any conceptual site plans. The ARC may limit the maximum footprint.

Setbacks:

Front: 25ft.

Side: 7.5ft.

Rear Yard setbacks

- A. Lakefront homesites 15 ft. - from top of bank
- B. Golf course homesites 25 ft.
- C. Other homesites 15 ft. - (those not falling within categories A or B)

Golf Course Buffer Strip: All homesites adjoining the golf course shall maintain a 25-foot-wide buffer strip separating the golf course from the residence. Vegetation within the buffer strip shall appear natural or naturalized with trees and shrubs to clearly delineate where the golf course ends and the yard begins.

Exterior Elevations

1. Exterior elevations will be reviewed for architectural design and materials and for aesthetic appearance in terms of the overall dwelling and its relationship to other homes.
2. Design should be site specific and should take advantage of the natural setting.
3. Plans are to address the total design approach of the home including front, rear, and side elevations.
4. Review of exterior design will be based upon the overall design themes and consideration of mass and scale; materials, textures, colors and finishes; continuity between primary design elements and secondary surface treatments; placement of windows, doors, and openings; vertical and horizontal lines; and roof pitches.
5. Preferred exterior features and materials include stone, brick and stucco.
6. The ARC may bar any proposed new construction or changes to existing homes on purely aesthetic grounds, where, in its sole judgment, such action is required to maintain the Leatherleaf standard of architectural excellence in exterior materials and design.
7. No large expanse of walls shall be allowed; wall elevations should provide properly spaced windows.
8. Brick and stucco detailing should provide a continuous water table at the floor level with bullnose or stepped out brick bands. Keystones with appropriate brick header and jack arch detailing are encouraged.

Exterior Colors and Materials

1. Earth-tone exterior colors are preferred. The intent is for the individual house to blend into the natural setting. Dark colors achieve this effect better than light colors. Roof colors should not contrast sharply with the rest of the house.
2. The selection of exterior materials shall be harmonious with the architectural motif of each dwelling unit and the community development as a whole. Natural materials are preferred over synthetic material. Depending upon the specific application, the following materials are recommended:
 - a. **STUCCO AND SYNTHETIC STUCCO:** Approval is subject to application, texture and use of other primary, secondary, or decorative treatments. Only drainable EXTERIOR (ENGINEERED) INSULATION AND FINISH SYSTEMS will be permitted.

- b. MASONRY: Natural stone similar to brick, brick and fieldstone (physical sample must be submitted and approved by the Leatherleaf ARC). The ARC can conceptually approve use of stone contingent upon approval of material submitted for review.
 - c. WINDOWS: Wood or clad which resembles wood traditional profiles with divided lights (true divided or grids, internal or external).
 - d. GARAGE DOORS: Metal raised panel door profiles
 - e. CHIMNEY: Exterior to be masonry or stucco. Chimney caps of copper, metal or clay chimney pots are required. Fireplace vent stacks of dark color with caps are acceptable.
3. The following exterior materials will not be approved for construction: Metal siding; wood or plank siding; decorative concrete block; concrete block (except subsurface wall); fiberglass, plastic, or asphalt siding; logs (imitation or otherwise, except for landscaping purposes); flagstone used as siding; fiberglass or asphalt shingles for siding; certain types of imitation stone and brick. High quality simulated materials (e.g., stone and brick) will be considered on their own merit by the ARC, but will be subject to disapproval.
 4. The ARC shall have final approval of all exterior colors and materials. Exterior colors that, in the opinion of the ARC, would be inharmonious, discordant or incongruous shall not be permitted.

Roofs

1. Flat roofs are not permitted. Overhangs are encouraged. Recommended roof-surfacing materials are cedar shakes, cedar shingles, natural slate, tile, and copper seamed roofing. Certain architectural asphalt shingles will be considered on an individual basis.

Roofing materials may be approved by the ARC on an individual basis. The ARC has the right to disapprove any roofing material or color choice that it deems to be inharmonious or discordant with the house design, surroundings or the development as a whole.

2. Gutters and downspouts should be painted to match the trim. Any proposed leaf guards must either be compatible with the roof color or painted to match the gutter.
3. All roof stacks, flashing and metal chimney caps shall have a dark dull finish. Roof stacks and plumbing vents shall be placed on rear slopes of the roofs where possible. For chimney treatment see "Exterior Colors and Materials" paragraph 2.g.
4. Antennas are not permitted unless they are designed and located so as to not be visible from adjoining homesites, streets, golf club property, common property or common area.

Prior written approval of the ARC is required and the ARC is to conduct an inspection after installation.

5. Skylights shall not be visible to any street; they shall be low in profile and match the roof color. The location of skylights on view lots will be carefully reviewed by the ARC.

Design Duplication

1. Applicants should select building sites and home plans so as not to construct repetitious designs within close proximity. Similar designs or design duplications are discouraged and subject to disapproval without sufficient variations in exterior colors, materials, finishes, trim and detailing.
2. Elevations that are similar in appearance are prohibited on any four (4) adjacent homesites, any three (3) homesites immediately across the street, or any three (3) homesites on a cul-de-sac, except in unified design phases.
3. The approval of plans, materials, or colors for a specific site does not imply approval for another building site.

Grading and Drainage

1. No bulldozing or clearing of trees shall begin until site plans and specifications showing the nature type, shape, and location of work have been submitted and approved by the ARC and permitted by an applicable governing authority. The final stakeout on-site must be approved by a designated ARC representative.
2. To protect trees that are to remain on the site, safety fencing shall be used to mark the perimeter of the building envelope and tree fencing shall be used to protect any other individual specimens.
3. Cuts and fills should be kept to a minimum and designed to complement the natural topography of the site. Fill shall not be deposited at any location without prior ARC approval. Cut or fill shall be replanted with plant materials, which shall blend with native vegetation.
4. No bulldozing or digging shall begin until erosion control plans are approved by the ARC and the final stakeout on site has been approved by a designated ARC representative.
5. A finish floor minimum of 3' above back of the curb is recommended to provide an on- site swale according to the design storm approved in any applicable Barefoot Resort permits.
6. For homesites bordering lakes, plans must provide for retention of a minimum of one inch of surface water run-off from all impervious paved surfaces.
7. Silt fencing is to be installed on all sides including streets and water bodies to collect debris and silt-runoff.
8. The contractor is responsible for installing the drainage system in accordance with the approved plans. The contractor is to submit any proposed field changes within the approved site and grading plans, such as a change in pipe diameter or a change in the number or location of basins, to the ARC for review and approval. The contractor will be held responsible.

9. Gutters may be attached to underground pipe that is then connected to site drainage structures. Storm water must be managed so that it will not drain directly toward the buildable area on adjoining homesites. It is to be diverted around such areas and connected to any Leatherleaf storm drainage structure, if available, or carried to a low point and dispersed or discharged into properly located basins or energy dissipaters.
10. Grading plans must be designed to preserve the line of sight at intersections.
11. Slab on grade construction is permitted.
12. Drainage culverts, piping, and swales shall be provided at the entry off the street and/or across the driveway so as not to obstruct the flow of drainage.
13. Finish grading should provide a minimum of 6" for every 10' of fall away from any home.
14. The limits of the construction should be provided on the site plan, showing all areas that are proposed to be cleared.
15. Finish grading should provide a minimum of 6" for every 10' of fall away from any home. areas that are proposed to be cleared

Outdoor Living Areas / Swimming Pools, Spas, and Hot Tubs

1. Outdoor living is comfortable throughout most of the year. Generously proportioned porches will encourage frequent use. The shade and shadows created by the porches and roof overhangs soften the rigid lines of a structure. The ARC prefers that other outdoor living areas be compatible with that used on the home.
2. Any proposed decks must be designed in keeping with the architectural treatment for the home as a whole. The use of masonry or fire-retardant material for decks is encouraged. In its review, the ARC will look for careful design and landscaping of decks, including appropriate elevations, materials compatible with those used on the home, and landscaping of sufficient size to screen the perimeter or a masonry foundation.
3. Special emphasis will be placed on the appearance of any outdoor living areas visible from the golf course.
4. Piers supporting porches and decks are to be substantial masonry type structures unless a design alternative is specifically approved by the ARC.
5. Areas beneath decks and elevated terraces, i.e., lattice work, are to be shielded from public view.
6. The elevation of the top of any swimming pool construction on any homesite may not be over two (2) feet above the natural grade unless integrated into terraced construction upon ARC approval. No aboveground swimming pools are permitted. Swimming pools, spas, and hot tubs

shall not be permitted on the street side of the residence. Safety barriers which meet the standards of the City of North Myrtle Beach are required.

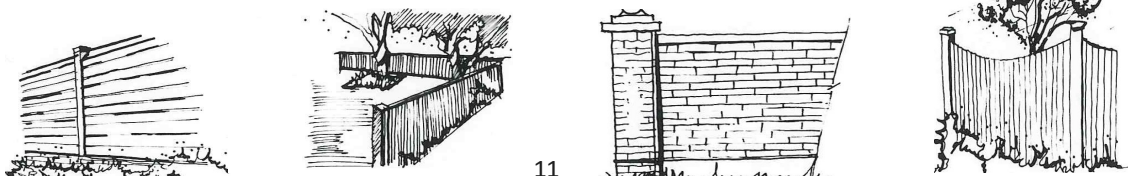
7. All swimming pools, spas, hot tubs, decks, screen enclosures, or patio/decks shall be located within the building envelope, and also approved by the ARC.
8. Any pool enclosures must be neutral in color and pool covers should be dark green. Please submit materials and colors for ARC approval.
9. Except for cabanas, accessory buildings are prohibited. (See Leatherleaf Covenants, Section 2.5) Cabanas will be subject to stringent review. They are appropriate for only very large homesites and must be located within the prescribed setbacks. (A cabana is an enclosed structure with plumbing; most often associated with a swimming pool.) Period design outbuildings are appropriate, provided they complement the home's materials.
10. Owners are encouraged to select high quality deck furniture made of iron or steel or wood in black, white or muted colors. It is the belief of the ARC that such conservatism will enhance the appearance of the Leatherleaf homes.

Mailboxes

1. Mailboxes must match the existing neighborhood style and color. If you need a recommendation on where to buy the mailbox please contact the Leather HOA or management company. The approved color for mailbox and post is Black Satin The paint can be purchased at Sherwin Williams located at 2600 Highway 17 South, North Myrtle Beach, SC 29682.

Fences and Walls

1. Attempts to establish property lines through individual fencing or hedges are discouraged. Fences must encompass general areas and not entire yards. Every effort must be made to retain the feeling of open spaces. Living fence areas will be permitted to provide a buffer or screened area for vehicular courts. Living fences shall be lattice fences or wood or metal lattice fences with evergreen plantings, jasmine, ivy that will smother the fence and maintain a buffer.
2. No wall, fence, hedge, or coping may be constructed on any homesite unless specifically approved by the ARC. Any fence or wall must be consistent with the material used in the surrounding residences and other fences. Any proposed walls or fences will be subject to a stringent review. Care must be taken to preserve the pleasing natural contours and open space of the Leatherleaf setting with its rolling golf course and tree covered hills. A proliferation of fences and walls would have the negative effect of increasing the ratio of built upon to natural area. Maximum height is 4' for the fence, 5' for the piers or posts.
3. No wall, coping, fence, or boundary planting may be constructed or maintained in such manner as to interfere with vision of drivers at any intersection of streets or roads.



Garages, Driveways, and Walkways

1. All single-family homes shall have a minimum of a two-car garage with at least one space for each resident vehicle. Attached garages are required. The garage door design and material shall be compatible with other doors.
2. Driveways shall be paved. Possible surfaces include concrete, concrete with aggregate surface, and concrete pavers. Brick inlays or brick edging are accents that are encouraged. Any such accent should be similar in color and texture to brick used on the home.
3. Driveways are to have a single entrance from the street. Exceptions may be granted in instances where frontage of the homesite is sufficiently large to absorb the impact of two driveway cuts on the streetscape.
4. Garage doors shall be constructed of steel or aluminum on heavy-duty frames with raised panels. Garage doors shall face the side lot lines and not face the street.
5. Driveway widths shall be maintained to a maximum of 15 feet at the street and into the vehicular court.

Exterior Lighting

1. Landscape, pool, recreation, and security lighting ("outdoor lighting") shall be designed so as to not be an annoyance to the surrounding residents. All outdoor lighting should be designed, installed, and maintained so that the source of the light (bulb) cannot be viewed off premises. All proposed outdoor lighting should be detailed on the final landscape plans, and manufacturer illustrations and specifications. All outdoor lighting shall be unobtrusive and be compatible with the neighborhood and the proposed residence.
2. Acceptable locations for entry lights are over the garage and at either side of the main entrance. Design is to be consistent with the architecture of the home. Exterior wall lamps should be fitted with 25 watt-LED bulbs to control intensity and light pollution. Location of fixtures is to be indicated on Final Exterior Elevation Plans.
3. Security lights are discouraged.
4. Lighting for walkways and outdoor living areas should be low lumen diffused lighting, such as "mushroom" fixtures not over 30 inches high with shielding of the bulbs. The light source (bulb) should not be visible. Light placement should avoid a "runway" effect. A dimmer switch to accommodate the total wattage of existing line-voltage landscape lighting systems would help to achieve optimum lighting intensity. .
5. Decorative lighting is to be restrained. Streetlights are prohibited. Lamps on posts which illuminate a wider area than low lumen down lights may be considered for the interior of larger Leatherleaf homesites and will be carefully evaluated on a case-by-case basis. Any post lamps should be fitted with 25 watt-frosted bulbs to control intensity and light pollution.

6. Up lighting for landscape lighting should be low lumen (low voltage and minimum wattage). Landscape lighting should be designed and maintained to serve a specific purpose and to minimize pollution.

Awnings and Shutters

1. Awnings and canopies shall not be permitted or affixed to the exterior of the residence without prior approval of the ARC.

Landscaping and Irrigation

1. The ARC recommends that plant material blend with existing plantings on the lot and adjacent lots. The planting of hardwood vegetation is encouraged.
2. Any landscaping changes to the approved plan are subject to the approval of the ARC prior to installation. Approval is not required for minor changes to landscaping.
3. Tree's larger than 6" in diameter require ARC approval for removal, unless damaged, diseased or causing danger or damage to property. Tree removal must include the removal of the stump below ground level and the ground repaired with sod or otherwise landscaped.
4. Property landscaping must be maintained in accordance with the standard for the neighborhood.
5. An automatic underground irrigation system of sufficient size and capacity to irrigate all landscaped areas, including lawns, plant beds and planted or sodded areas adjacent to the street is recommended.
6. Irrigation lines are to be placed at least 30 inches away from the curb in order to preserve the space for the mailbox post. Sprinkler heads are to be directed away from the street to guard against saturation of the road base and discoloration of the curb and pavement.
7. The connection point to the irrigation system and location shall be identified on the Final Landscape Plan.
8. All homes must be landscaped and irrigated prior to obtaining a Certificate of Compliance from the ARC.
9. In cases where the applicant seeks approval of plans including a proposed future installation of additional plant material in excess of the requirements for the initial planting, the ARC may approve a phased landscaping plan to allow completion of the additional planting within 24 months of occupancy. The 24-month limit is to be stated on the plans.
10. The HVAC units must be screened with shrubs of sufficient size to conceal the units.
11. The landscape plan shall provide for plant material of sufficient size and quantity to maintain or re-establish the natural wooded setting and to unite the dwelling with the setting in keeping with

the high standards of quality for Leatherleaf. It is important to preserve shade trees when possible and to plant them when necessary.

Landscape plans must specify caliper, diameter, and height of plant material (not gallon or container size).

12. All homesites adjoining the golf course shall maintain a 25-foot-wide buffer strip separating the golf course from the residence. Vegetation within the buffer strip shall appear natural or naturalized with trees and shrubs to clearly delineate where the golf course ends and the yard begins. Evergreen, ornamental, and shade trees shall be added as appropriate.
13. Landscape design should take advantage of opportunities to replant native shade trees on individual homesites to replace trees lost to construction activities. Replacement planting of trees shall be provided for hardwoods or tree removal to place a house or driveway, a replacement of trees a minimum of 2" shall be provided. A tree arborist is recommended prior to construction activity around significant trees to assess and limb or fertilize in order to avoid construction shock to the trees.
13. Review "deer tolerant" plants with your Landscape Architect and installer.

Utilities/Service Areas/Play Equipment/ Accessory Buildings

1. The applicant shall be responsible for all installations of utility services from the point of utility company connections underground to the Applicant's home. All utilities shall be underground except temporary electrical service for homes under construction.

Meters, transformers, and other utility service equipment/gear shall be screened from view by walls or landscaping approved by the ARC.

2. All playground equipment shall be placed to the rear of the residence and only with approval of the ARC. Playground equipment such as a swing set or climbing apparatus shall be of high-quality materials in the least obtrusive colors available.

Brightly colored, molded plastic components are discouraged. An example of acceptable equipment is a redwood timber frame set manufactured by Walpole with a green canvas canopy, black support beams and green plastic slide. The location, materials and colors of any proposed outdoor play equipment are subject to ARC approval. These structures must be located within the buildable areas.

3. No permanent decorative objects such as sculptures, figurines, fountains and the like shall be placed or installed on the building site without approval of the ARC.
4. Holiday Decorations: It is hoped that the cumulative effect of simple but effective display will contribute to the sense of community throughout Leatherleaf. Wreaths with accent lighting are acceptable. Note: Any other appropriate religious symbol is acceptable.

5. Proposed locations for 18-inch satellite dishes are to be submitted for ARC review and approval and will be considered on a case-by-case basis. Some homesites may have no acceptable location for a satellite dish. The following standards apply:
 - a. The location must be unobtrusive. The best locations are tucked back in valleys and shielded by projecting roof structures.
 - b. Adequate screening is to be provided.
 - c. Siting is to be achieved without cutting or pruning any trees.
 - d. No front lawn installation is to be allowed.
 - e. No installation at the peak of a roof is to be allowed.
 - f. For new construction, an architectural solution is desirable. For instance, roof design could include a recessed area to effectively conceal the dish.
6. No clotheslines or T. V./ radio antennas will be allowed.
7. Service court areas are required to contain garbage cans/containers. Power meter, phone, cable boxes can be painted to match home color, irrigation pumps control boxes, HVAC condensing units, propane tanks, etc. Each enclosure shall be designed to reflect the home. Material of a hardscape screen and plantings of softscape shall provide a vegetative buffer to block the service court area from the street and adjacent property owners. All refuse containers, AC compressors, water softeners, pool pump equipment, and etc. shall be located in rear yards or side yards behind the setback line and shall be screened or walled from front streets and adjoining properties as required by the ARC. Indoor or underground locations are to be used when possible.

Signs

1. No sign or banner of any kind is allowed unless approved by the ARC before installation. The ARC has approved Contractor signs and permit boxes; the purpose of such signs is to identify job sites. No subcontractor signs are allowed. "For Rent" signs are prohibited, unless otherwise approved by the ARC.
2. Approved signage for real estate sales is a sand-blasted redwood sign (19 ¾" in height and 19 ¾" in width) identical to those that are approved in the Barefoot Resort master deed and as mentioned in Leatherleaf Conditions, Covenants and Restrictions (CC&R's), Article II, Item 2.4. Sign may include: A) Barefoot Resort & Golf logo, B) the words "FOR SALE" and C) phone number. Approved color combination of green, white, tan and gold. Sign may not be constructed of plywood, plastic or any other alternative. Sign may not include mention of "For Sale by Owner" or any specific real estate office. Sign post must be constructed of wood. Only attachments allowed to sign post are clear document holders that may not include logo.

3. 911 numerical posting shall be provided on each residence and located as per local authority approval. Numerals shall be brass or black metal.

Vehicle Parking

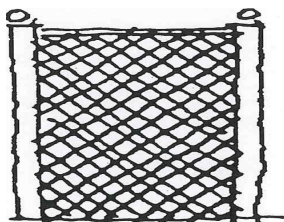
1. No commercial vehicles, boats, boat trailers, buses, house trailers, trucks, motorcycles, motor scooters, go-carts, motorbikes or other similar vehicles, whether of a recreational nature or otherwise, with the exception of a 4-wheel passenger automobiles and pickup trucks, shall be placed, or parked upon any homesite, street or common area (as such terms are defined in the Leatherleaf Covenants and Restrictions) except within the Owners garage. Owners may bring on the property a motor home, camping trailer or van for 48 hours. If longer than 48 hours is desired the Association must be contacted for an extended parking exception. Owners shall not have a boat outside for more than twenty-four (24) hours preparing it for storage.

Construction Site Requirements

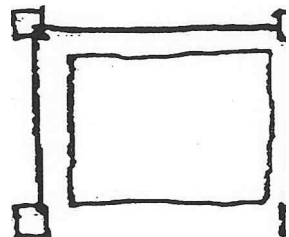
1. All job sites will be kept in a clean and orderly condition. No materials will be stored or placed in the right-of-way, natural areas, or golf course frontages.
2. Job site debris shall be removed weekly by 3pm Thursday. Should it be necessary for Leatherleaf to clean a site or have a site cleaned, the offending contractor will be responsible for paying the costs.
3. The owner and contractor are responsible for any damage caused by construction delivery vehicles, concrete trucks and contractor vehicles to the edge of the street in front or on the side of the lot. The owner is responsible for any base work and repaving that needs to be done to restore the street to original condition. If the owner does not complete this repair work, the ARC will deduct this repair cost from the owners' construction compliance fees.
4. No signage is permitted at any job site unless required by law or approved by the ARC. Permits shall be posted in the permit box provided with the Contractor sign.
5. Construction hours are 7 a.m. to 6 p.m. Monday through Friday. Weekends are times residents enjoy their homes and the golf course. Builders must make special arrangements for any weekend work by requesting approval in advance, before 3 p.m. on Friday. If the proposed work is noisy or if it is outside, then any special permission granted will limit the hours to 8 a.m. to 3 p.m. on Saturday. No exterior work is to be done on the following days: Sundays, Good Friday, Memorial Day, Fourth of July, Labor Day, Thanksgiving Day, Christmas Day and New Year's Day.
6. All Builders shall keep a 24-hour emergency phone number on record with the Developer and the ARC. The Contractor shall submit personnel and subcontractor lists to the ARC before the ARC gives approval to obtain a building permit.
7. No alcoholic beverages or illegal drugs are permitted on job sites.

8. The playing of loud music is prohibited.
9. Safety fencing shall be used to mark the perimeter of the building envelope to protect trees and their root systems from vehicles, equipment, and materials. Tree fencing shall be used to protect all trees within the building envelope. When adjacent to a jurisdictional wetland buffer or AIWW, the perimeter of the entire site must be silt fenced.
10. All persons, including construction personnel, shall drive carefully, obey the community wide 25 m.p.h. speed limit, avoid parking on the roads, and put-up cones and use flagmen when needed to warn of a potentially dangerous situation.
11. Any agents, subcontractors, and employees of builders who violate construction site requirements or any other ARC criteria may be removed and prohibited from entering Leatherleaf by the Board of Directors or the ARC.
12. Builders shall take all reasonable precautions to prevent accidents. When it is necessary to use a street for a brief period to load or unload or when using hidden drives, flagmen and warning devices shall be used at all times. All drivers, subcontractors, and suppliers shall be warned that there are hidden drives and that driving in excess of 25 m.p.h. is prohibited.
13. In no case should Leatherleaf streets be used as material staging areas. Piling materials in any street or cul-de-ac is not allowed.
14. No fires on construction sites are allowed at Leatherleaf.
15. Builders must ask the ARC for permission to utilize roll-off dumpsters and requests will be considered on a case-by-case basis. In general, roll-off dumpsters will be allowed on homesites for construction purposes only.
16. Temporary construction site trailer offices may not be placed on any homesite unless the ARC has granted permission and approved the proposed trailer site.
17. Keep construction trucks off neighbors' homesites. Trucks may not be parked on neighboring property without the written permission of the Owner of that property. Parking on the curb area shall not be allowed. Utility pipes are installed in the right-of- way and heavy trucks may cause damage.
18. Port-o-John lattice screen is required w/ 4x4 post treated and lattice or louvers on 3 sides.

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VI.



Building a Home: The ARC Process

The construction of a home and landscaping of a homesite require ARC approval.

Design Documents (Architectural/Landscaping Plans)

The following is an outline of the steps required in the design and construction approval process from preliminary architectural review to final inspection.

Step One: Preliminary Architectural Review

Preliminary architectural review provides an opportunity for the architect and applicant to review proposed plans with the ARC and to take advantage of input from the ARC early in the design process. This step is especially important if there are any proposed deviations from the Leatherleaf Design Guidelines, intrusion into any setback, approval of any new material, variance request, questions about the Covenants or the Leatherleaf Design Guidelines, or with regard to homes in the Leatherleaf. The applicant shall submit the proposed site plans drawn to scale, not smaller than 1" = 20', elevation drawings, floor plan drawings, description of exterior materials and colors by 5:00 p.m. on the Monday prior to the next scheduled meeting of the ARC. At the first scheduled meeting of the ARC which follows the ARC's receipt of the applicant's site plans, the ARC will meet with the applicant and/or architect to address any concerns the ARC may have in relation to the plans.

Applicants must also provide the following items at the time of the preliminary application:

1. Leatherleaf Design Review Fee of \$500.00. This review fee is non-refundable
2. Leatherleaf Construction Compliance Fee

When a contractor or Owner, as the applicant, submits plans to the ARC for design and construction approval, the submission shall include the construction fee described below. On all new construction, additions or major renovations, the contractor or homeowner shall submit to the ARC, a construction compliance fee of two thousand five hundred dollars (\$2,500.00) per home, to be held in escrow by the ARC until the improvements are completed and the Leatherleaf ARC performs its final inspection. The construction compliance fee shall be used to offset any costs incurred by the ARC or the Leatherleaf Homeowners Association, Inc. in order to:

- A. Repair damage to any property caused by the contractor or homeowner or their subcontractors, suppliers and representatives during construction.
 - B. Recover legal fees and other costs incurred by the ARC in order to correct any construction or alteration not performed in substantial compliance with the plans receiving final approval; and
 - C. Pay for any fines or penalties imposed by the ARC or the Leatherleaf HOA for violations of any rules of conduct or regulations governing use of any property within the Leatherleaf.
3. Leatherleaf Road Impact Fee

A fee of two hundred and fifty dollars (\$250.00) for each unit or home plus the amount of total square footage (both heated and unheated) multiplied times \$0.08 will be paid by the general contractor for each home for all new construction to pay the Leatherleaf Homeowners Association, Inc. as an impact fee to defray road maintenance costs within the gated Leatherleaf. This fee shall apply to all new construction and major renovations and additions. For all improvements or additions that do not require a building permit, no impact fee will be assessed. For any minor improvements, additions and/ or color scheme changes, the Leatherleaf HOA will assess the general contractor a set fee of \$75.00. In addition, the Leatherleaf HOA reserves the right to assess the general contractor over and above the levied charges if the Board finds that the contractor is responsible for any damage in the Leatherleaf or the Barefoot Resort community.

Payment by the owner / general contractor is to be made to the Leatherleaf Homeowners Association, Inc. and a copy of the approved building permit application which shows the value of the construction, improvements and / or additions must accompany the payment prior to the commencement of any work.

Step Two: Final Architectural Review and Final Landscaping Review

A complete set of the following information is to be submitted to the ARC by 5 p.m. on the Monday preceding the next scheduled meeting of the Committee:

1. Final site plan
2. Final grading plan
3. Final floor plans and elevations
4. Plans for ancillary detached structure showing quality and standard of materials
5. Exterior lighting plan
6. Final construction specifications
7. Sample materials and colors of exterior components for actual materials to be used
8. Proposed construction schedule
9. Sections:
 - a. Typical wall from Grade to roof
 - b. Typical decks and railings
 - c. Typical foundation screen details
 - d. Typical screened porch
 - e. Typical service yard fence or screening detail

10. Landscape and irrigation plan
11. Application and application fees

Plans submitted for review, or any portion thereof, may be disapproved upon any grounds which are consistent with the purpose and objectives of the ARC and the Leatherleaf Design Guidelines including purely aesthetic considerations.

The ARC shall, within 30 days after receipt of each submission of the plans, advise the applicant, in writing, of either (a) the approval of the plans or (b) the disapproval of the plans.

Any disapproval of the plans will specify the segments or features of the plans which are objectionable and provide any suggestions for curing the objections which the ARC may have. If the ARC fails to advise the applicant by written notice within the thirty days of either approval or disapproval of the plans, the applicant may give the ARC written notice of such failure to respond, stating that unless the ARC responds within ten days of receipt of such notice, approval shall be deemed granted. Upon such further failure, approval shall be deemed to have been given, subject to the right of Silver Carolina to veto the approval pursuant to Article IV of the Master Covenants and the By-laws of the Leatherleaf HOA.

Unless otherwise delegated by Silver Carolina, the Master Covenants allow Silver Carolina 10 days upon receipt of a written verification from the ARC of an approved application in which to veto said approval. (The ARC must provide Silver Carolina written evidence of its application approval within three days of such approval.) Such veto must be in writing from Silver Carolina to the ARC and the applicant. The applicant shall not proceed to Step Three and be deemed to have received complete final approval of the Stage Two process (I) until the time period for a veto has expired and no such notice has been received from Silver Carolina, or (ii) confirmation is received by the applicant to the effect that Silver Carolina has waived or delegated its right of veto.

Step Three: Issuance of Water and Sewer Permits, Submission of Plans to Appropriate Building Inspection Departments And Certificate of Approval

After receipt of notice of approval from the ARC and the time period for veto has expired as discussed immediately above, the applicant should submit all plans to the necessary departments and agencies of the City of North Myrtle Beach to acquire all necessary permits and authorizations to commence construction. After receipt of all necessary building permits, the applicant shall furnish a copy of the same to the ARC. At any time after submission of copies of all permits to the ARC, the applicant may undertake the following:

1. The property line and the outline of the foundation for all structures shall be identified by a series of stakes connected by strings.
2. Clearings limits shall be delineated for the installation of orange construction fencing or other means, as approved by the ARC. In addition, the tree protection within cleared areas shall also be required for any trees to remain. Access to this area during construction shall be prohibited.
3. Any trees to be removed shall be prominently marked or flagged.

4. A representative of the ARC will inspect the lot when notification of the above action has been given to the Committee and a certificate of approval to begin construction will be issued.
5. Absolutely no clearing of the lot may be done prior to the issue of the certificate of approval without contacting the ARC.

Step Four: Construction and Landscape Installation

Upon receipt of the certificate of approval, construction and landscaping installation may be begun. The right of entry and inspection is specifically reserved by the ARC, its agents or representatives to visit all or any portion of the Owner's property for the purpose of verifying compliance with the requirements of the ARC and the Leatherleaf Design Guidelines. A representative of the ARC will make periodic inspections without notice during the entire construction period. The Owner will be notified in writing with a copy to the architect and general contractor of any items and exceptions noted in the inspection report, and all such items and exceptions must be resolved by the next meeting of the ARC.

Note: If construction does not commence on any work for which approval has been granted by the ARC within six months of such approval, the approval shall be deemed withdrawn, and it shall be necessary for the Owner to resubmit the plans for reconsideration in accordance with the Leatherleaf Design Guidelines. All construction of homes shall be completed within one year of commencement of such construction or such other time as specified in the certificate of approval, unless completion is delayed due to causes beyond the reasonable control of the Owner, as determined in the sole discretion of the ARC.

Five: Revisions and Changes

Any revisions or changes to plans which have already been approved by the ARC, will need to be submitted to the ARC for approval. Any changes or revisions will be submitted no later than 5 p.m. on the Monday preceding the next scheduled meeting of the ARC. The ARC will notify the applicant in writing within ten days of its meeting of approval or disapproval of the revision or change, subject to Silver Carolina's right to veto as set forth in Article IV of the Master Covenants and the By-laws of the Leatherleaf HOA. Any application for a revision or change will be accompanied by a change application and application fee.

Step Six: Certificate of Compliance

After construction of the home and all landscaping has been completed, a representative of the ARC shall inspect the property to ensure compliance with the Master Covenants, Leatherleaf Covenants, and these Leatherleaf Design Guidelines. If the representative finds that all construction has been completed in compliance with the approved plans and specifications, the ARC will issue a certificate of compliance for the home. If the ARC representative determines that the construction and landscaping has not been completed in compliance with any of the foregoing documents, the ARC may seek any enforcement remedies available to it as provided in such documents or any pertinent or related by-laws or articles of incorporation.