FIRST AMENDMENT TO THE AMENDED AND RESTATED DECLARATION FOR CONDOMINIUM REGIME FOR THE PENINSULA ON LAKE AUSTIN PHASE ONE AND PHASE TWO

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This First Amendment to the Amended and Restated Declaration for Condominium Regime for The Peninsula on Lake Austin Phase One and Phase Two (the "First Amendment") is executed by the undersigned property owners who are at least sixty percent (60%) of the Phase One Owners and eighty percent (80%) of the Phase Two Owners in the Condominium Project (as those terms are more fully defined in the Amended and Restated Declaration identified below).

BACKGROUND:

- A. The Enabling Declaration for Establishment of a Condominium for St. Tropez Lakehomes (the "Original Declaration") recorded at Volume 9671, page 892 of the Real Property Records of Travis County, Texas, was totally amended and restated by the Amended and Restated Declaration for Condominium Regime for the Peninsula on Lake Austin Phase One and Phase Two (formerly Lake Tropez Lakehomes) (the "Amended and Restated Declaration") recorded at Volume 12441, pages 1217-1273, Real Property Records of Travis County, Texas.
- B. The Amended and Restated Declaration authorizes the creation of two phases of the Condominium Regime, Phase One (herein so called) consisting of Units 1 5 and Phase Two (herein so called) consisting of Units 6 15.
- C. Section 6.14 of the Amended and Restated Declaration provides that the Amended and Restated Declaration shall not be amended except at a meeting of the Owners at which such amendment is approved by at least sixty percent (60%) of the Phase One Owners and sixty percent (60%) of the Phase Two Owners in the Condominium Project.
- D. The undersigned, representing at least sixty percent (60%) of the Phase One Owners and eighty percent (80%) of the Phase Two Owners desire to amend the Amended and Restated Declaration, to, among other things, (i) change the number, area, location, configuration and Percentage Interests of the Phase Two Units, (ii) expand the coverage of the blanket property insurance to be maintained by the Boards of Directors for the Units in the Regime and (iii) and confirm that Brenton Development Corporation, a Nevada corporation is the holder of the rights of the Declarant as defined by the Amended and Restated Declaration.

NOW, THEREFORE, the Amended and Restated Declaration is amended as follows:

1. All applicable and affected sections of the Amended and Restated Declaration are amended to provided that Phase Two of the Regime shall consist of the nine (9) Units and the five (5) Buildings described on the attached Exhibit "B" and more fully described as to contours, boundaries, dimensions and elevations on the field notes, drawings and plans on the attached Exhibit "C", which Exhibits are incorporated herein by reference. The Phase Two Common

Elements and the Phase Two Limited Common Elements are shown on Exhibits "B" and "C".

- 2. The Percentage Interest associated with each Unit as shown on the Plat as amended by this First Amendment shall be as set forth in <u>Exhibit "D"</u> attached hereto, which Exhibit is incorporated herein by reference. Those Percentage Interests shall not be changed or adjusted even if the areas of the final Phase Two Units are changed.
- 3. The Owner of the Phase Two Units, Brenton Development Corporation, a Nevada corporation ("Brenton") is the holder of the rights of the Declarant as defined in the Amended and Restated Declaration. Therefore, Brenton shall have the right to amend Exhibits "B" and "C" to incorporate the final design, location, dimensions and elevations of the Phase Two Buildings and Units as allowed by Section 3.2 of the Amended and Restated Declaration.
- 4. Subsections 8.1 (a) and (b) of the Amended and Restated Declaration are amended to provide that the blanket property insurance to be obtained by the Phase One Board of Directors for the Phase One Units and by the Phase Two Board of Directors or the Phase Two Units shall cover not only the respective Units, but also all improvements, structures, fixtures and appliances located in such Units, even though some of such additional property includes more than the General Common Elements of the Regime, provided such changes result in a cost savings to the Unit Owners.
- 5. Except as amended by this First Amendment, all terms and provisions of the Amended and Restated Declaration are ratified and affirmed. All capitalized terms in this First Amendment shall have the same meanings as the corresponding terms in the Amended and Restated Declaration.
- 6. This First Amendment may be executed in multiple counterparts, each of which shall be considered an original.

Executed this & day of November, 1999.

ANE BERNHARD

Owner of Unit 5, Phase One

STATE OF TEXAS §	
COUNTY OF TRAVIS §	
This instrument was acknowledged Bernhard.	before me on this day of November, 1999, by Jane Dohby Wolverton
Notary Public in and for	
the State of Texas	
DEBBY WOLVERTON Notary Public, State of Texas My Commission Expires	My Commission Expires: $2-12-200$
FEB. 12, 2001	Robert W. Otassi
	ROBERT K. STEER
	Elizabeth Steen Elizabeth Steen Owner(s) of Unit 4, Phase One
STATE OF TEXAS §	•
\$ COUNTY OF TRAVIS \$	
COUNTY OF TRAVIS §	
This instrument was acknowledged Robert K. Steer 4 Elizabeth	before me on this <u>B</u> day of November, 1999, by_
Belly Maherton	Debby Wolverton [type or print name]
Notary Public in and for	[type or print name]
the State of Texas	
DEBBY WOLVERTON Notary Public, State of Texas My Commission Expires	My Commission Expires: <u>\(\partial - 12 - 200</u> \)

FEB. 12, 2001

	Awy Korsoner
	Owner(s) of Unit, Phase One
STATE OF TEXAS § COUNTY OF TRAVIS §	
This instrument was acknowledged	d before me on this 9 day of November, 1999, by_
Notary Public in and for the State of Texas	Vicki Zamorsky [type or print name]
	My Commission Expires: 9-14-03

	BRENTON DEVELOPMENT CORPORATION, Nevada corporation By:
	Wes Johnson, President
	Owner of Units 7 - 14, Phase Two
STATE OF TEXAS §	
COUNTY OF TRAVIS §	
This instrument was acknowl Johnson, President of Brenton Devel corporation.	edged before me on this <u>ed</u> day of November, 1999, by We opment Corporation, a Nevada corporation, on behalf of said
- Nahly Many Ton	Debby Wolverton
Notary Public in and for the State of Texas	Debby Wolverton [type or print name]
Side of Toxing	My Commission Expires: 2-12-200
DEBBY WO Notary Public	DLVERTON State of Town

EXHIBIT 'C'

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FIELD NOTES DESCRIPTION ST. TROPEZ CONDOMINIUM UNIT NO. 6

DESCRIPTION OF 1689 SQUARE FEET OF LAND LOCATED IN THE WILKINSON SPARKS SURVEY, A-21, TRAVIS COUNTY, TEXAS; BEING THE APPROXIMATE INTERIOR FOOTPRINT OF CONDOMINIUM UNIT NO. 6, BEING A PORTION OF THAT TRACT CONVEYED TO THE BRENTON DEVELOPMENT CORPORATION AND DESCRIBED IN A DEED RECORDED IN VOLUME 12827, PAGE 245 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS (R.P.R.T.C., TX.) SAME BEING A PART OF THAT CERTAIN CALLED 4.21 ACRE TRACT OF LAND DESCRIBED IN A DEED RECORDED IN VOLUME 12441, PAGE 1258 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS (R.P.R.T.C., TX.); SAID 1689 SQUARE FOOT TRACT, AS SHOWN ON THE ATTACHED SKETCH (EXHIBIT 'B'), LOOMIS-AUSTIN, INC. DRAWING NO. 990930, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING for reference at a point in the south line of said 4.21 acre tract at a ½inch iron rod found in the east line of Westlake Drive, being a 60-foot wide roadway
easement as described in a deed recorded in Volume 8436, Page 508 of the Deed Records
of Travis County, Texas, and being in the north line of Lot 1, St. Tropez Yacht Club and
Marina tract as recorded in Volume 86, Page 75D of the Plat Records of Travis County,
Texas (P.R.T.C., TX.);

THENCE N 34° 54' 08" E, a distance of 64.24 feet with said east line to a point;

THENCE N 35° 00' 26" E, a distance of 30.09 feet with said east line to a 1/2-inch iron rod found;

THENCE N 34° 22' 56" E, a distance of 92.21 feet with said east line to a point;

THENCE N 30° 31' 21" E, a distance of 19.29 feet with said east line to a point;

THENCE S 59° 28' 39" E, a distance of 58.19 feet through the interior of said 4.21 acre tract to a point on the approximate inside wall of the existing said Condominium Unit No. 6 at its' southwest corner for the POINT OF BEGINNING of the tract described herein;

THENCE through the interior of said 4.21 acre tract with the approximate inside wall of the interior footprint of the said Condominium Unit No. 6, the following nineteen (19) courses:

- 1. N 31° 15' 11" E, a distance of 21.38 feet;
- 2. S 58° 44' 49" E, a distance of 4.00 feet;
- 3. N 31° 15' 11" E, a distance of 1.30 feet;
- 4. S 58° 44' 49" E, a distance of 6.00 feet;

EXHIBIT 'C'

Travis County, Texas

- 5. N 31° 15' 11" E, a distance of 3.18 feet;
- 6. S 59° 26' 35" E, a distance of 65.73 feet;
- 7. S 31° 00' 04" W, a distance of 13.02 feet to point 'A', see Patio One calls below;
- 8. N 59° 07' 13" W, a distance of 18.71 feet;
- 9. S 30° 52 47" W, a distance of 13.04 feet to point 'B', see Patio One calls below;
- 10. N 58° 48' 03" W, a distance of 6.43 feet;
- 11. S 31° 11' 57" W, a distance of 0.50 feet;
- 12. N 58° 48' 03" W, a distance of 12.79 feet;
- 13. S 76° 11' 57" W, a distance of 4.55 feet to point 'C', see Patio Two calls below;
- 14. N 13° 41' 23" W, a distance of 6.94 feet;
- 15. N 58° 41' 23" W, a distance of 9.99 feet;
- 16. S 76° 18' 37" W, a distance of 3.50 feet to point 'D', see Patio Two calls below;
- 17. N 58° 41' 23" W, a distance of 5.46 feet;
- 18. N 31° 18' 37" E, a distance of 0.80 feet;
- 19. N 58° 41' 23" W, a distance of 11.91 feet to the POINT OF BEGINNING and containing 1689 square feet of land, more or less.

Patio One Description:

COMMENCING at Point 'A? from the above condominium description;

THENCE S 14° 03' 34" E, a distance of 0.65 feet to a corner point of said Patio One and the POINT OF BEGINNING of said Patio One;

THENCE S 31° 00' 04" W, a distance of 13.15 feet to a corner point of said Patio One;

THENCE N 58° 48' 03" W, a distance of 18.68 feet to a corner point of said Patio One from which Point 'B' described above bears N 13° 57' 38" W, a distance of 0.65 feet;

THENCE N 30° 52' 47" E, a distance of 13.04 feet to a corner point of said Patio One;

THENCE S 59° 07' 13" E, a distance of 18.71 feet to the POINT OF BEGINNING and containing 245 square feet of land more or less.

Patio Two Description:

COMMENCING at Point 'C' from the above condominium description;

THENCE N 21° 43' 58" W, a distance of 3.28 feet to a corner point of said Patio Two and the POINT OF BEGINNING of said Patio Two;

THENCE N 58° 41' 23" W, a distance of 14.56 feet to a corner point of said Patio Two from which Point 'D' described above bears N 8° 48' 37" E, a distance of 0.50 feet;

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THENCE N 76° 18' 37" E, a distance of 3.50 feet to a corner point of said Patio Two;

THENCE S 58° 41' 23" E, a distance of 9.61 feet to a corner point of said Patio Two;

THENCE S 13° 41' 23" E, a distance of 6.94 feet to the POINT OF BEGINNING and containing 30 square feet of land more or less.

BEARING BASIS: The line between a ½-inch iron rod found at the intersection of the south line of a called 4.21 acre tract described in a deed recorded in Volume 12441, Page 1258, R.P.R.T.C., IX. and the east line of Westlake Drive and a ½-inch iron rod found at the interior ell corner of said tract, also on the east line of said Westlake Drive near the northwest corner of said tract, we found the calculated record inverse to be N 31° 59° 03" E, a distance of 527.80 feet. Held called bearing and found the distance to be 527.79 feet.

I hereby certify that this description was prepared from an actual survey made on the ground during October 1999, under my direction and supervision and is true and correct to the best of my knowledge.

Douglas J. Edwards

RPLS, No. 5114- State of Texas

Loomis-Austin, Inc.

3103 Bee Caves Rd., Suite 225

Austin, Texas 78746

Date

EXHIBIT 'C'

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FIELD NOTES DESCRIPTION ST TROPEZ CONDOMINIUM UNIT NO. 7

DESCRIPTION OF 1906 SQUARE FEET OF LAND LOCATED IN THE WILKINSON SPARKS SURVEY, A-21, TRAVIS COUNTY, TEXAS; BEING THE APPROXIMATE INTERIOR FOOTPRINT OF CONDOMINIUM UNIT NO. 7 AND BEING A PORTION OF A TRACT CONVEYED TO THE BRENTON DEVELOPMENT CORPORATION AND DESCRIBED IN A DEED RECORDED IN VOLUME 12827, PAGE 245 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS (R.P.R.T.C., TX.) SAME BEING A PART OF THAT CERTAIN CALLED 4.21 ACRE TRACT OF LAND DESCRIBED IN A DEED RECORDED IN VOLUME 12441, PAGE 1258 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS (R.P.R.T.C., TX.); SAID 1906 SQUARE FOOT TRACT, AS SHOWN ON THE ATTACHED SKETCH (EXHIBIT 'B'), LOOMIS-AUSTIN, INC. DRAWING NO. 990930, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING for reference at a point in the south line of said 4.21 acre tract at a ½-inch iron rod found in the east line of Westlake Drive, being a 60-foot wide roadway easement as described in a deed recorded in Volume 8436, Page 508 of the Deed Records of Travis County, Texas, and being in the north line of Lot 1, St. Tropez Yacht Club and Marina tract as recorded in Volume 86, Page 75D of the Plat Records of Travis County, Texas (P.R.T.C., TX.);

THENCE N 34° 54' 08" E, a distance of 64.24 feet with said east line to a point;

THENCE N 35° 00' 26" E, a distance of 30.09 feet with said east line to a ½-inch iron rod found;

THENCE N 34° 22' 56" E, a distance of 92.21 feet with said east line to a point;

THENCE N 30° 31' 21" E, a distance of 10.19 feet with said east line to a point;

THENCE S 59° 28' 39" E, a distance of 28.03 feet through the interior of said 4.21 acre tract to a point on the approximate inside wall of the existing said Condominium Unit No. 7, at its' northwest corner for the POINT OF BEGINNING of the tract described herein;

THENCE through the interior of said 4.21 acre tract with the approximate inside wall of the interior footprint of said condominium, the following sixteen (16) courses:

- 1. S 59° 00' 51" E, a distance of 13.86 feet;
- 2. N 30° 59' 09" E, a distance of 0.80 feet;
- 3. S 59° 00' 51" E, a distance of 5.53 feet;
- 4. S 14° 00' 51" E, a distance of 3.89 feet;
- 5. S 59° 00' 51" E, a distance of 14.75 feet;
- 6. S 14° 00' 51" E, a distance of 3.49 feet;
- 7. S 59° 00' 51" E, a distance of 11.84 feet;
- 8. N 75° 59' 09" E, a distance of 6.18 feet;
- 9. S 58° 45' 30" E, a distance of 26.23 feet to point 'A', see Patio One calls below;
- 10. S 31° 28' 21" W, a distance of 9.73 feet;

Travis County, Texas

- 11. S 58° 31' 39" E, a distance of 24.25 feet to point 'B', see Patio One calls below;
- 12. S 30° 57' 11" W, a distance of 11.22 feet:
- 13. N 58° 52' 36" W, a distance of 95.99 feet:
- 14. S 30° 59' 09" W, a distance of 0.12 feet:
- 15. N 59° 00' 51" W, a distance of 9.97 feet;
- 16. N 30° 59' 09" E, a distance of 21.21 feet to the POINT OF BEGINNING and containing 1906 square feet of land, more or less.

Patio One Description:

COMMENCING at Point 'A' from the above condominium description;

THENCE N 76° 21' 26" E, a distance of 0.65 feet to a corner point of said Patio One and the POINT OF BEGINNING of said Patio One;

THENCE S 58° 45' 30" E, a distance of 24.15 feet to a corner point of said Patio One;

THENCE S 30° 57' 11" W, a distance of 9.83 feet to a corner point of said Patio One from which Point 'B' described above bears S 76° 12' 46" W, a distance of 0.65 feet;

THENCE N 58° 31' 39" W, a distance of 24.24 feet to a corner point of said Patio One;

THENCE N 31° 28' 21" E, a distance of 9.73 feet to the POINT OF BEGINNING and containing 237 square feet of land more or less.

BEARING BASIS: The line between a 1/2-inch iron rod found at the intersection of the south line of a called 4.21 acre tract described in a deed recorded in Volume 12441, Page 1258, R.P.R.T.C.,TX., and the east line of Westlake Drive and a 1/2-inch iron rod found at the interior ell corner of said tract, also on the east line of said Westlake Drive near the northwest corner of said tract, we found the calculated record inverse to be N 31° 59' 03" E, a distance of 527.80 feet. Held called bearing and found the distance to be 527.79 feet.

I hereby certify that this description was prepared from an actual survey made on the ground during October 1999, under my direction and supervision and is true and correct to the best of my knowledge.

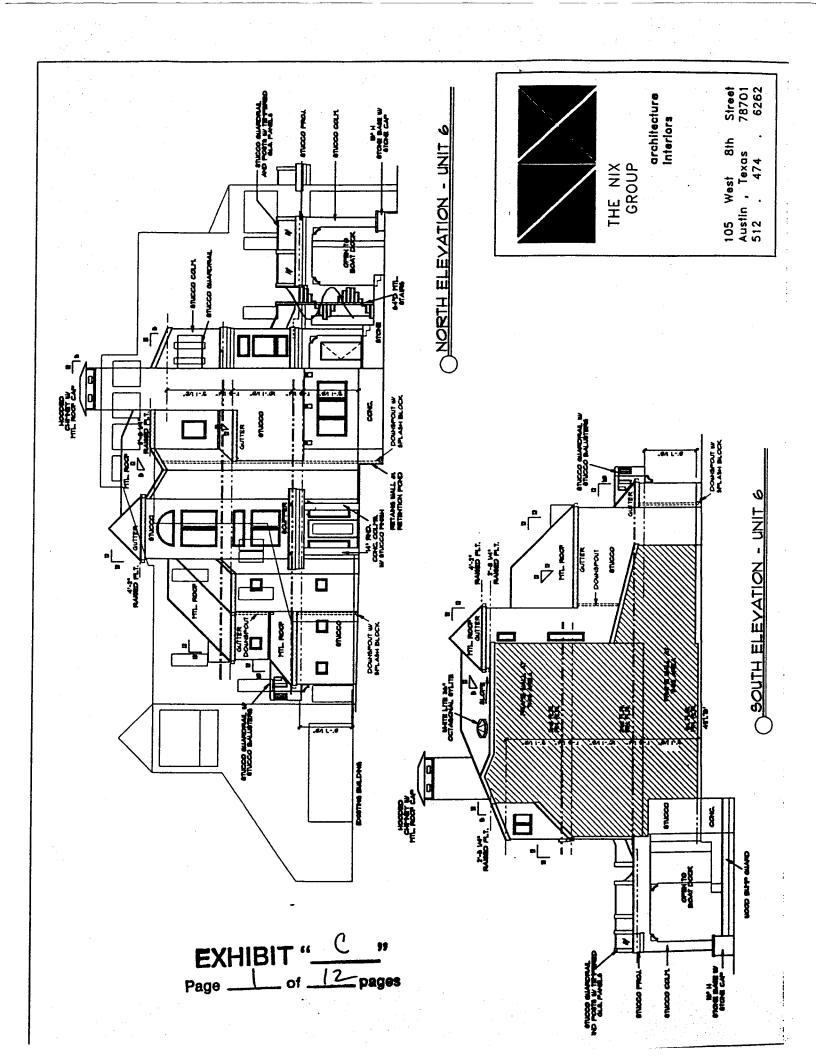
Douglas J. Edwards

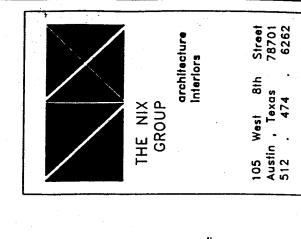
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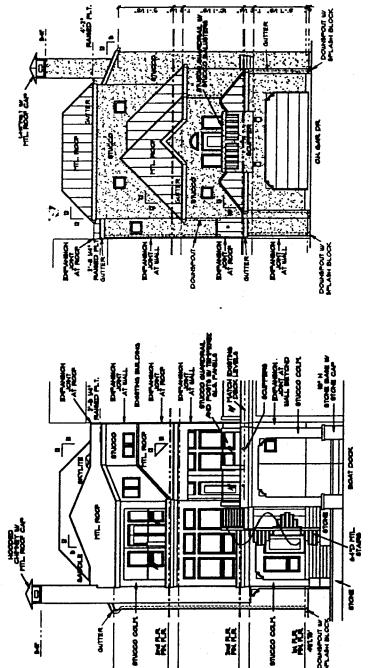
Loomis-Austin, Inc.

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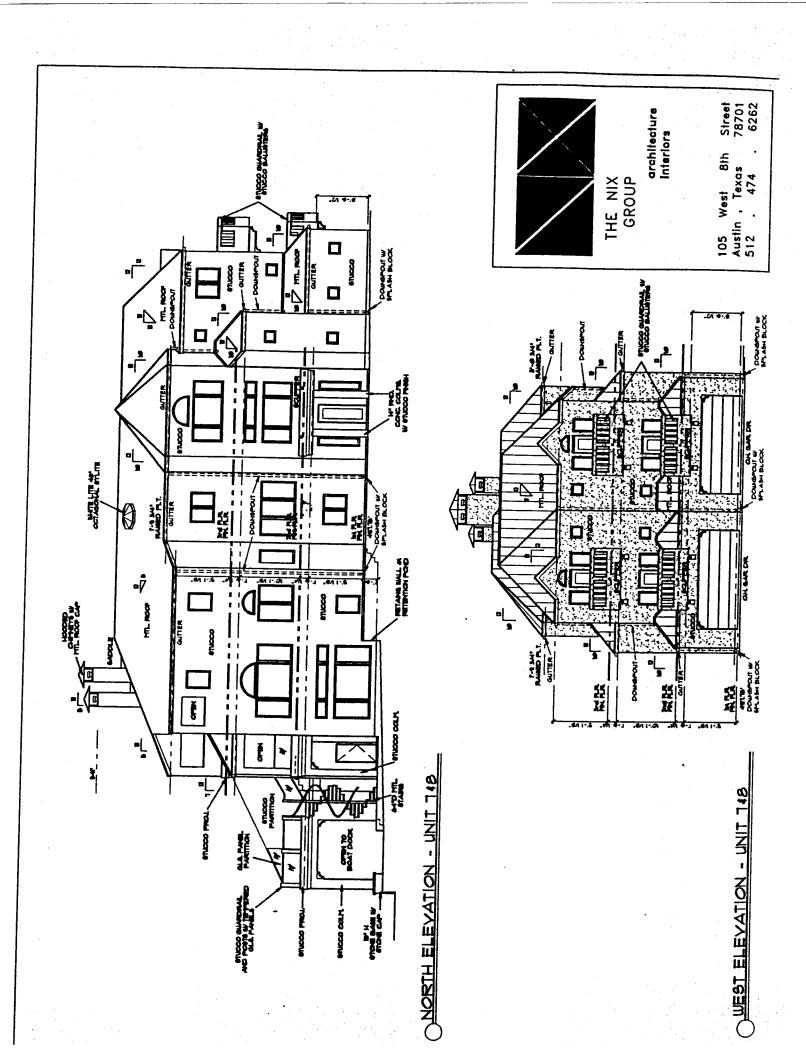


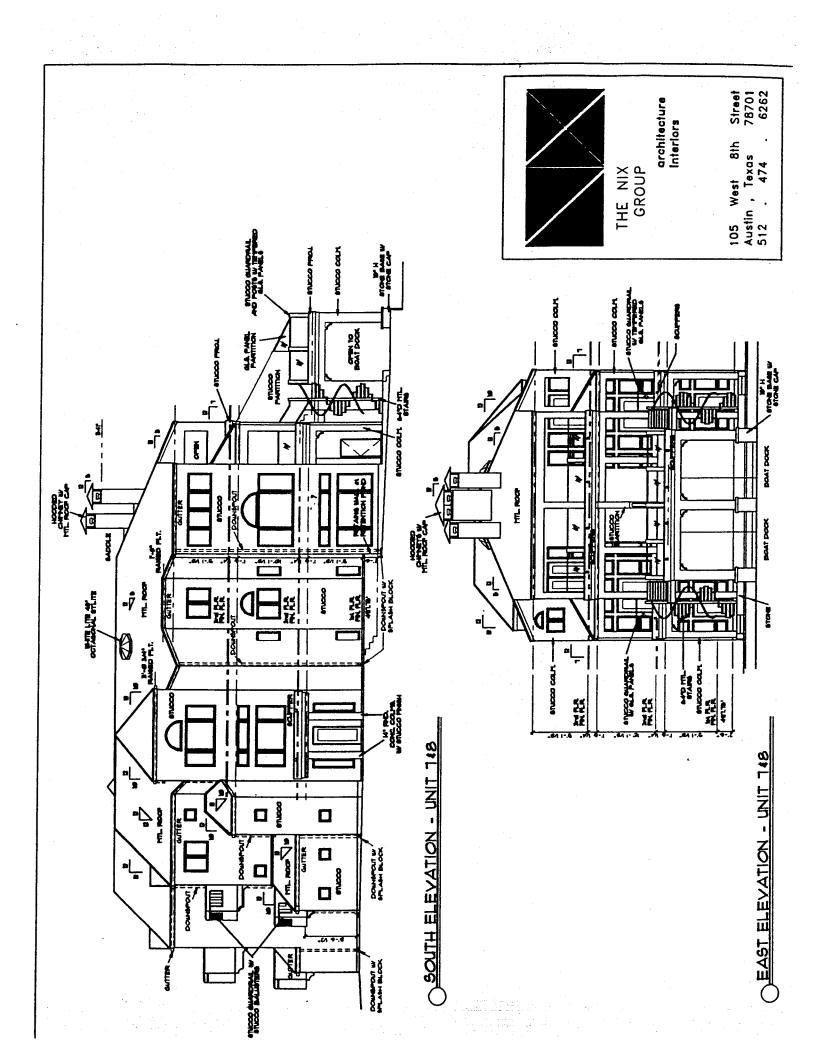




WEST ELEVATION - UNIT 6

EAST ELEVATION - UNIT 6





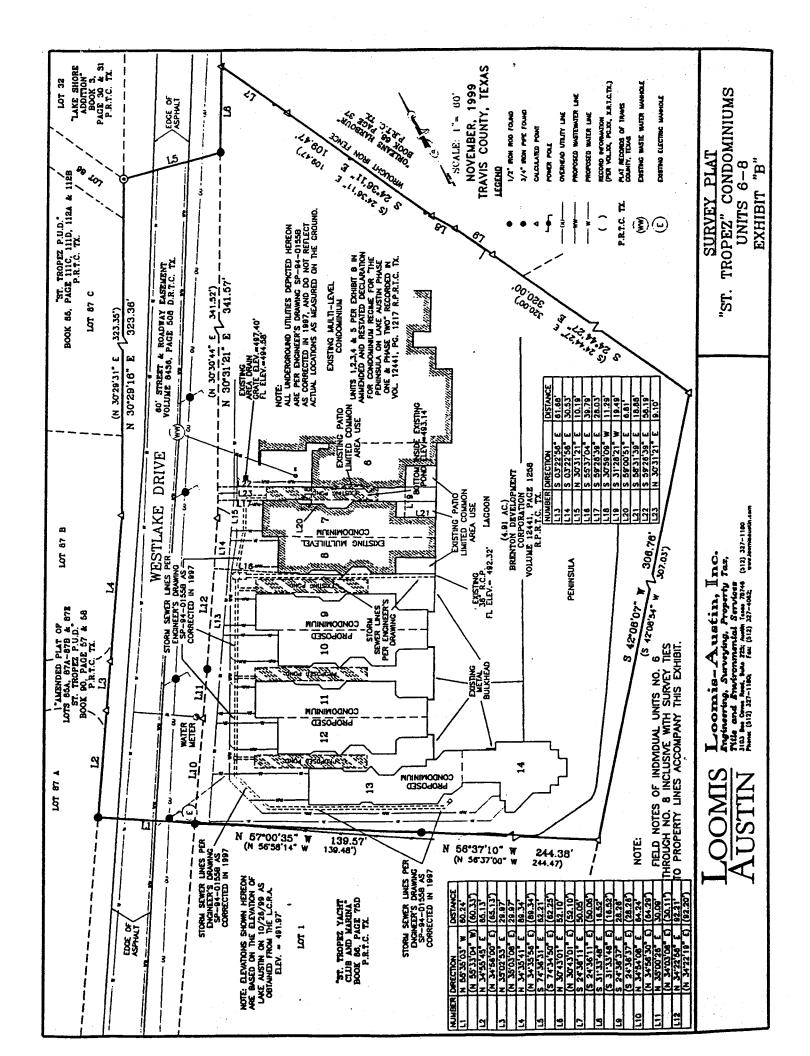


EXHIBIT "D"

Phase One Unit	Percent of Common Element Ownership & Liability	Percent of Phase One Common Element Ownership & Liability
Unit #1	7.58%	23.05%
Unit #2	6.67%	20.29%
Unit #3	7.29%	22.17%
Unit #4	5.67%	17.24%
Unit #5	5.67%	17.24%
	32.88%	100.00%

Phase Two Unit	Percent of Common Element Ownership & Liability	Percent of Phase One Common Element Ownership & Liability
Unit #6	6.57%	9.61%
Unit #7	7.88%	11.72%
Unit #8	7.15%	10.21%
Unit #9	7.88%	11.72%
Unit #10	7.15%	10.21%
Unit #11	7.88%	11.72%
Unit #12	7.15%	10.21%
Unit #13	6.95%	11.62%
Unit #14	8.51%	12.98%
	67.12%	100.00%