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**FIRST AMENDMENT TO
DECLARATION OF CONDOMINIUM REGIME
FOR
WATERSMARK AT BARTON CREEK CONDOMINIUM**

THE STATE OF TEXAS)
)
COUNTY OF TRAVIS) **KNOW ALL MEN BY THESE PRESENTS**

WHEREAS, on or about February 17, 1999, SVW Barton Creek Limited Partnership, a Texas limited partnership, as Declarant, executed that certain DECLARATION OF CONDOMINIUM REGIME FOR WATERSMARK AT BARTON CREEK CONDOMINIUM and filed the same of record in Volume 13372, Page 967, Real Property Records, Travis County, Texas, and thereby established a residential condominium regime covering the land and improvements more specifically described in said Declaration, pursuant to the provisions of the Texas Uniform Condominium Act, Chapter 82, Texas Property Code; and

WHEREAS, pursuant to No. 14 of the Basic Provisions of the Declaration, the Declarant reserved certain Special Rights as set out therein, including, without limitation, the right to amend the Declaration and the right to reallocate Common and Limited Common Elements as provided by the Declaration; and

WHEREAS, the reserved rights of Declarant to reallocate limited and common elements and to recognize and validate changes in the Units, including floor plans and elevations, passed to the Association at the end of the Declarant Control Period and thereafter such rights are exercisable by and through the Board of Directors of the Association; and

WHEREAS, the Watersmark Design Review Committee has duly authorized modifications to the Building Site and appurtenant limited common elements for Unit 28 of the Watersmark at Barton Creek Condominium and as a result amendment of the Condominium Declaration to reflect the authorized changes is required; and

WHEREAS, the Board of Directors of the Association has duly authorized the execution of an amendment of the Condominium Declaration to reflect the authorized changes and an associated plat amendment has been duly prepared; and

WHEREAS, the Board desires to amend the Declaration as provided herein to provide for the recording of the plat amendment and to specify the reallocation of common and limited common elements for Unit 28 as reflected on said survey plat, a copy of which is attached hereto and incorporated herein for all purposes;

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that the Declaration of Condominium Regime for Watersmark at Barton Creek Condominium is hereby amended as follows:

Exhibits "A" and "B" of the Declaration of Condominium Regime for Watersmark at Barton Creek Condominium are hereby amended with respect to Unit No. 28 of the condominium Regime to expand the Home Site outside of the boundaries of Unit No. 28 as depicted on Exhibits "A" and "B" of the Declaration to include the portion of the Common Elements described on the Plat attached hereto as Limited Common Elements. This area is reallocated from being General Common Elements to being Limited Common Elements as permitted by Section 2.5 of the Declaration for the use and benefit of Unit No. 28 as permitted in the Declaration. This Amendment constitutes the notice of substantial completion of the Building on Unit No. 28 and the appurtenant Limited Common Elements referenced in Section 1.25 of the Declaration

IN WITNESS WHEREOF, the Board of Directors of the Watersmark at Barton Creek Condominium Association has executed this First Amendment to Declaration of Condominium Regime for Watersmark at Barton Creek Condominium Covenants, Conditions and Restrictions as of the 23 day of April, 2002.

Watersmark at Barton Creek Condominium Association

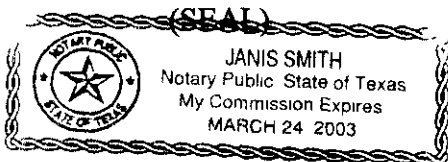
By: Mark Tredenick
Mark Tredenick, its President

ACKNOWLEDGMENT

STATE OF TEXAS)
)
COUNTY OF TRAVIS)

This First Amendment of Declaration of Condominium Regime for Watersmark at Barton Creek Condominium was acknowledged before me on this 23 day of April 2002, by Mark Tredenick, as President of the Board of Directors of the Watersmark at Barton Creek Condominium Association, Inc., on behalf of said Condominium Association

Janis Smith
Notary Public in and for the State of Texas



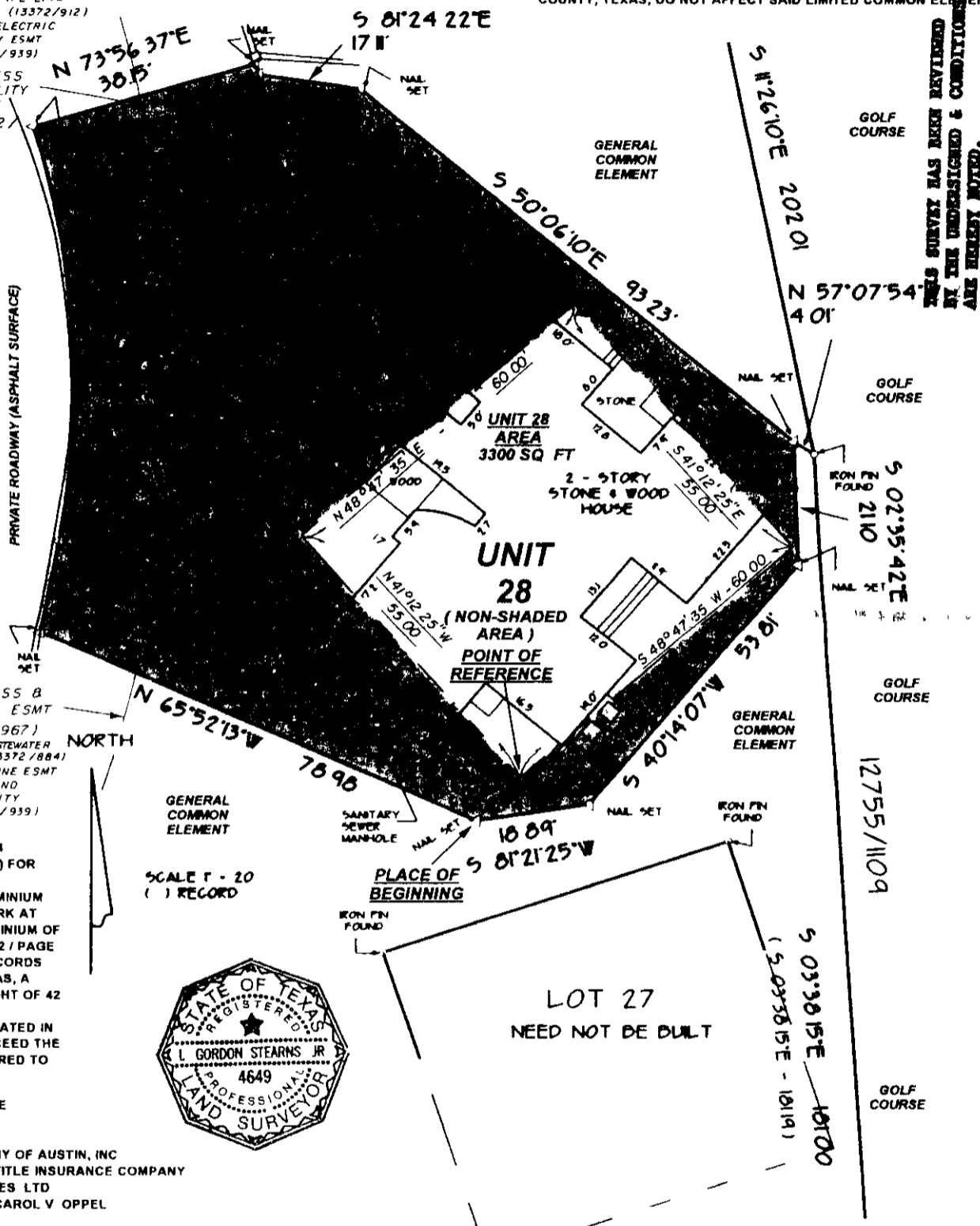
LOCAL ADDRESS 1200 BARTON CREEK BOULEVARD #28 REFERENCE NAME RICHARD A OPPEL AND CAROL V OPPEL
 LEGAL DESCRIPTION UNIT NO 28 WATERSMARK AT BARTON CREEK CONDOMINIUM, A CONDOMINIUM PROJECT IN TRAVIS COUNTY, TEXAS ACCORDING TO THE DECLARATION OF CONDOMINIUM AND AMENDMENTS THERETO, RECORDED IN VOLUME 13372, PAGE 967 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS, TOGETHER WITH AN UNDIVIDED INTEREST IN AND TO THE COMMON ELEMENTS APPURTENANT THERETO

RESTRICTIONS RECORDED IN VOLUME 98 / PAGES 156-157, PLAT RECORDS OF TRAVIS COUNTY, TEXAS AND VOLUME 11324 / PAGE 707, VOLUME 11706 / PAGE 726, VOLUME 12024 / PAGE 116, VOLUME 12850 / PAGE 367 VOLUME 12883 / PAGE 2511 VOLUME 12883 / PAGE 2498 VOLUME 12881 / PAGE 1132 VOLUME 13309 / PAGE 488 & VOLUME 13372 / PAGE 967 & VOLUME 13389 / PAGE 12, OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY TEXAS AND DOCUMENT NO 2000090600 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS ALL DEFINITIONS EASEMENTS, COVENANTS LIMITATIONS, CONDITIONS RIGHTS, PRIVILEGES OBLIGATIONS AND ALL OTHER TERMS AND PROVISIONS OF THAT CERTAIN DECLARATION OF CONDOMINIUM RECORDED IN VOLUME 13372 / PAGE 967 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS
 EASEMENTS RECORDED IN VOLUME 12577 / PAGE 233 VOLUME 12644 / PAGE 453, 12755 / PAGE 1446, VOLUME 13372 / PAGE 884, VOLUME 13372 / PAGE 912 VOLUME 13372 / PAGE 939, REAL PROPERTY RECORDS OF TRAVIS COUNTY TEXAS DO NOT AFFECT SAID UNIT NO 28
 EASEMENTS RECORDED IN DOCUMENT NO 1999001408, DOCUMENT NO 2001068726 & DOCUMENT NO 2002017585 OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY TEXAS, DO NOT AFFECT SAID UNIT NO 28 AND SAID LIMITED COMMON ELEMENT

TERMS, PROVISIONS AND CONDITIONS OF THAT CERTAIN DESIGNATION OF WATER QUALITY PROTECTION ZONE RECORDED IN VOLUME 12495 / (13372/939) PAGE 20, REAL PROPERTY RECORDS OF TRAVIS COUNTY TEXAS (13372/967) TERMS, PROVISIONS AND CONDITIONS SET OUT IN THAT CERTAIN AGREEMENT REGARDING UTILITY REIMBURSEMENTS DATED MARCH 3 1997, RECORDED IN VOLUME 12883 / PAGE 2481 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS

FLOOD NOTE THE PROPERTY DESCRIBED HEREIN IS NOT WITHIN A SPECIAL FLOOD HAZARD AREA AS IDENTIFIED BY THE FEDERAL EMERGENCY MANAGEMENT AGENCY FLOOD MAP NO - 48463C0250 E EFFECTIVE DATE - 06/16/93 / ZONE - X

EASEMENTS RECORDED IN VOLUME 12577 / PAGE 233, VOLUME 12644 / PAGE AND VOLUME 12755 / PAGE 1446, REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS, DO NOT AFFECT SAID LIMITED COMMON ELEMENT



THIS SURVEY HAS BEEN REVIEWED BY THE UNDERSIGNED & CONDITIONS ARE HEREBY NOTED.

ACCESS & UTILITY ESMT (13372/967) AND WATER WASTEWATER DRAIN ESMT (13372/884) AND GAS PIPE LINE ESMT (13372/912) AND ELECTRIC UTILITY ESMT (13372/939)

NOTE AS PER EXHIBIT 14 (PROPOSED FLOOR PLAN) FOR UNIT 28 AS SHOWN IN DECLARATION OF CONDOMINIUM REGIME FOR WATERSMARK AT BARTON CREEK CONDOMINIUM OF RECORD IN VOLUME 13372 / PAGE 967, REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS, A MAXIMUM VERTICAL HEIGHT OF 42 FEET IS SHOWN THE IMPROVEMENTS LOCATED IN SAID UNIT 28 DO NOT EXCEED THE MAXIMUM HEIGHT REFERRED TO ABOVE

SURVEYOR'S CERTIFICATE TO HERITAGE TITLE COMPANY OF AUSTIN, INC COMMONWEALTH LAND TITLE INSURANCE COMPANY WATERSMARK PROPERTIES LTD RICHARD A OPPEL AND CAROL V OPPEL BANK OF AMERICA, N.A

SCALE 1" = 20' () RECORD



I HEREBY CERTIFY TO THE ABOVE PERSONS THEIR SUCCESSORS AND ASSIGNS THAT AS OF THE 16TH DAY OF MARCH 2002

- 1 AN ACCURATE ON-THE-GROUND INSTRUMENT SURVEY TITLED UNIT 28, WATERSMARK AT BARTON CREEK CONDOMINIUM JOB NO 18808 OF UNIT 28 OF WATERSMARK AT BARTON CREEK CONDOMINIUM CREATED BY DECLARATION OF CONDOMINIUM REGIME FOR WATERSMARK AT BARTON CREEK CONDOMINIUM RECORDED IN VOLUME 13372 PAGE 967 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS, AS AMENDED, INCLUDING THE LIMITED COMMON ELEMENTS APPURTENANT THERETO WAS CONDUCTED UNDER MY SUPERVISION ACCORDING TO THE LOCAL PROFESSIONAL PRACTICES
- 2 THE SURVEY, THE INFORMATION AND THE METES AND BOUNDS DESCRIPTION INCLUDING COURSES AND DISTANCES SHOWN THEREON, ARE CORRECT
- 3 UNIT 28 IS LOCATED IN A CONDOMINIUM REGIME WITH PRIVATE ROADS LEADING TO AND FRONTING ON BARTON CREEK BOULEVARD A PUBLIC DEDICATED ROADWAY
- 4 THERE ARE NO ENCROACHMENTS AFFECTING THIS PROPERTY
- 5 THERE ARE NO VISIBLE DISCREPANCIES CONFLICTS SHORTAGES IN AREA OR BOUNDARY LINE CONFLICTS
- 6 ALL MATTERS THAT ARE CAPABLE OF DEPICTION BY SURVEY THAT ARE LISTED IN SCHEDULE B TO THE TITLE COMMITMENT ISSUED BY THE TITLE COMPANY AS ITS COMMITMENT 00020445 DATED MARCH 5 2002 HAVE BEEN CORRECTLY PLATTED ON THE SURVEY

THIS SURVEY MEETS ALL THE REQUIREMENTS OF A CATEGORY 1A LAND TITLE SURVEY CONDITION SUBURBAN III OF THE MANUAL OF PRACTICE FOR LAND SURVEYING IN TEXAS THE TEXAS SOCIETY OF PROFESSIONAL SURVEYORS EXECUTED THIS THE 16TH DAY OF MARCH 2002

L. Gordon Stearns Jr.
 LEO GORDON STEARNS JR., REGISTERED PROFESSIONAL LAND SURVEYOR/ NO 4649
 FIELD BOOK DATAREC DISC DCCOGOM2/MAR FILE BART-26C JOB NUMBER 18808

FIELD NOTES FOR
7861 SQUARE FEET OF LAND

FIELD NOTES FOR 7861 SQUARE FEET OF LAND, BEING A PORTION OF LOT 245 / BLOCK A OF "THE POINTE AT BARTON CREEK", A SUBDIVISION IN TRAVIS COUNTY, TEXAS, RECORDED IN PLAT BOOK 98 AT PAGES 156-157 OF THE PLAT RECORDS OF TRAVIS COUNTY, TEXAS, BEING FURTHER DESCRIBED AS BEING ADJACENT TO AND AROUND UNIT 28 OF "WATERSMARK AT BARTON CREEK CONDOMINIUM", A CONDOMINIUM PROJECT IN TRAVIS COUNTY, TEXAS, ACCORDING TO THE DECLARATION OF CONDOMINIUM AND AMENDMENTS AS RECORDED IN VOLUME 13372 AT PAGE 967 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS, SAID 7861 SQUARE FEET OF LAND, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS :


Beginning for reference, at a point being the North corner of Unit 28 of "Watersmark at Barton Creek Condominium", a condominium project in Travis County, Texas, of record in Volume 13372 at Page 967 of the Real Property Records of Travis County, Texas;

Thence S 44-38-04 W, for a distance of 10.37 feet, to the PLACE OF BEGINNING, being a 60-d Nail, set, being the most Northerly corner of Subject Tract;

THENCE for the following ten (10) courses and distances :

1. N 65-52-13 W for a distance of 78.98 feet, to a 60-d Nail, set, being located adjacent to a concrete apron of an existing private roadway;
2. N 10-50-45 E along and adjacent to the aforementioned concrete apron, for a distance of 15.96 feet, to a 60-d Nail, set;
3. along and adjacent to the aforementioned curving concrete apron, being a curve to the left, with a radius of 148.11 feet and an arc distance of 71.50 feet, whose chord bears N 03-21-52 W for a distance of 70.81 feet, to a P-K Nail, set;
4. N 73-56-37 E leaving the aforementioned concrete apron, and crossing an existing concrete driveway, for a distance of 38.15 feet, to a 60d nail, set, being located adjacent to the East side of the existing concrete driveway;
5. S 17-51-56 E along the East side of the aforementioned concrete driveway, for a distance of 1.96 feet, to a 60-d Nail, set;
6. S 81-24-22 E leaving the East side of the aforementioned concrete driveway, for a distance of 17.11 feet, to a 60-d Nail, set;
7. S 50-06-10 E for a distance of 93.23 feet, to a 60-d Nail, set;
8. S 02-35-42 E for a distance of 21.10 feet, to a 60-d Nail, set;
9. S 40-14-07 W for a distance of 53.81 feet, to a 60-d Nail, set;
10. S 81-21-25 W for a distance of 18.89 feet, to the PLACE OF BEGINNING, being all the land contained within the perimeter of the above field notes, SAVE AND EXCEPT the area contained within the above Unit 28 (being a rectangle of 60 feet by 55 feet), being 7861 square feet of land, more or less.

I, LEO GORDON STEARNS, JR., A REGISTERED PROFESSIONAL LAND SURVEYOR, DO CERTIFY THAT THE COURSES, DISTANCES AND AREA WERE DETERMINED BY A SURVEY ON THE GROUND AND ARE TRUE AND CORRECT. GIVEN UNDER MY HAND AND SEAL, THIS THE 16TH DAY OF MARCH, 2002.



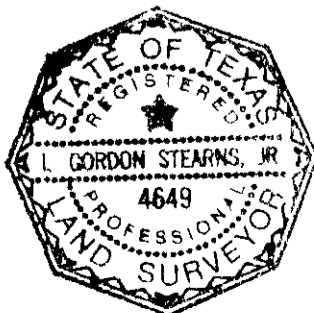
LEO GORDON STEARNS, JR.

REGISTERED PROFESSIONAL LAND SURVEYOR / NO. 4649

STEARNS AND ASSOCIATES, INC. / 11303 TEDFORD STREET / AUSTIN, TEXAS / 78753

PHONE NUMBER : (512) 836-0533

FILE : D:/CCOGO/02/APR/BART-28C JOB NUMBER : 18808



FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dana DeBeauvoir

04-23-2002 12 18 PM 2002075376
JUAREZY \$17 00
DANA DEBEAUVOIR ,COUNTY CLERK
TRAVIS COUNTY, TEXAS

Recorders Memorandum-At the time of recordation this instrument was found to be inadequate for the best reproduction because of illegibility carbon or photocopy discolored paper etc All blockouts additions and changes were present at the time the instrument was filed and recorded