

SCHEDULE I

**FIRST AMENDMENT
TO THE
MASTER DECLARATION FOR
WATER DANCE ON LAKE DILLON**

This First Amendment to the Master Declaration for Water Dance on Lake Dillon (this "First Amendment"), dated as of May 27, 1995, is executed on behalf of Water Dance on Lake Dillon Master Association, a Colorado nonprofit corporation (the "Master Association").

Recitals

A. Water Dance, Ltd., a Colorado corporation ("Water Dance"), recorded the Master Declaration for Water Dance on Lake Dillon on November 23, 1994 under Reception No. 481092 in the office of the Clerk and Recorder of Summit County, Colorado (the "Original Declaration"), to establish the common interest community known as Water Dance on Lake Dillon in accordance with the Colorado Common Interest Ownership Act, Colo. Rev. Stat. §§ 38-33.3-101 through -319 (as amended and supplemented from time to time, "CIOA"). Water Dance has expanded the jurisdiction of the Original Declaration by recording the First Declaration Supplementing the Master Declaration for Water Dance on Lake Dillon on March 23, 1995, under Reception No. 488294 in the office of the Clerk and Recorder of Summit County, Colorado (the "Annexation Declaration"). The Original Declaration and the Annexation Declaration are referred to, together, as the "Master Declaration" in this First Amendment.

The Master Declaration establishes a regime of covenants, conditions, easements and restrictions that bind and benefit the real property described in the Master Declaration, which, as of the date of this Amendment, is comprised of platted lots zoned for development and occupancy as townhome units and more fully described and defined in the Master Declaration (and referred to here) as "Townhome Lots." (The owners of the Townhome Lots and any other parcels that are made subject to the Master Declaration from time to time are called the "Owners" in the Master Declaration and in this First Amendment.)

B. Under the terms of Section 19.3 of the Master Declaration, the Master Declaration may be amended upon the written consent of Owners who hold 67% or more of the votes in the Water Dance on Lake Dillon Master Association, a Colorado nonprofit corporation (the "Master Association"), which votes are allocated pursuant to Section 4.5 of the Master Declaration, all subject to other conditions specified in the Master Declaration. As provided in Section 19.2 of the Master Declaration, a certificate of a licensed title company showing record ownership of the property to which voting rights have been allocated under the Master Declaration, together with a certificate of the Secretary of the Master Association documenting the voting rights held and the voting rights exercised by the Owners, are considered sufficient to confirm the number of votes necessary to approve an amendment to the Master Declaration.

In accordance with the requirements of Article XIX of the Master Declaration, a certificate of the Secretary of the Master Association is attached to this First Amendment as

Exhibit A, stating that the required number of consents of Owners were obtained in the approval of this First Amendment, based on the certificate of a licensed title company confirming the title of Owners casting such votes.

C. Under Section 19.3 of the Master Declaration, the written consent of Water Dance as declarant is required as a condition to the effectiveness of any amendment to the Master Declaration approved during the Special Declarant Rights Period, as defined in the Declaration.

As the Special Declarant Rights Period remains in effect on the date of this First Amendment, the approval of this First Amendment by Water Dance as Declarant is evidenced by the signature of an authorized officer of Water Dance on this First Amendment below.

D. Under Article XVI of the Master Declaration, Eligible Mortgage Holders (as defined in the Master Declaration) hold the right to receive notice and to vote on amendments to the Master Declaration regarding specified matters. The subject matter of this First Amendment is not governed by such requirements for notice to and approval by Eligible Mortgage Holders.

E. Under Section 38-33.3-217(5) of CIOA, an amendment to the Master Declaration is to be executed by the President or another authorized officer of the Master Declaration.

On the basis of the facts and other matters recited above, the Master Declaration is modified by this First Amendment as follows:

Amendment

1. Amendment.

a. General Practices Prohibited. Section 6.27 of the Master Declaration (which is captioned "**General Practices Prohibited**") is amended by substituting a semicolon for the period that follows the text of subsection 6.27.6, and by adding the following as a new subsection 6.27.7:

6.27.7 The burning of solid fuels in fireplaces.

b. Amendment Procedures. Section 19.5 of the Master Declaration is amended and restated as follows, to conform to Section 38-33.3-217(5) of CIOA:

Section 19.5. Effective on Recording. Any amendment or revocation of this Declaration made with such consents as required under this Declaration shall be immediately effective upon the recording in Summit County, Colorado, of a copy of such amendment or revocation which has been executed and acknowledged by the

President of the Master Association or another officer of the Master Association authorized for that purpose, all in accordance with the Act. The amendment or revocation shall be accompanied by either a certificate of a licensed abstract or title company as to ownership (and if pertinent, First Mortgage interests), or a duly authenticated certificate of the Secretary or an Assistant Secretary of the Master Association stating that the required number of consents of Owners (and if applicable, Eligible Mortgage Holders) were obtained, based on a certificate of a licensed title or abstract company or other authoritative evidence of compliance with the requirements of this Declaration regarding an amendment or revocation, which shall be placed on file in the office of the Master Association. Any amendment to this Declaration, including without limitation the First Amendment to the Master Declaration dated May 27, 1995, made in compliance with the applicable requirements of Section 38-33.3-217(5) and other pertinent provisions of the Act, will be effective and binding upon all Owners for all purposes.

2. No Other Changes. Except as set forth above, the Master Declaration remains unchanged and in full force and effect.

Water Dance on Lake Dillon Master Association, a Colorado nonprofit corporation

(SEAL)

Attest:
By: Trish Snyder, Secretary
Trish Snyder, Secretary

By: Jeff Temple, Pres
Jeff Temple, President

Water Dance, Ltd., a Colorado corporation

(SEAL)

Attest:
By: Randolph Myers Secretary
Randolph Myers Secretary

By: Jeff Temple
President
Jeff Temple

STATE OF COLORADO)

County of ~~Summit~~ La Rinne) ss.

The foregoing First Amendment was acknowledged before me by Jeff Temple as President and Trish Snyder as Secretary of Water Dance on Lake Dillon Master Association, a Colorado nonprofit corporation, this 22 day of June 1995.

My Commission expires: March 29, 1999

(SEAL)

Jessie Capel
Notary Public

STATE OF COLORADO)

County of ~~Summit~~ La Rinne) ss.

The foregoing First Amendment was acknowledged before me by Jeff Temple as President and Randolph Myers as Secretary of Water Dance, Ltd., a Colorado corporation, this 22 day of June 1995.

My Commission expires: March 29, 1999

(SEAL)

Jessie Capel
Notary Public

EXHIBIT A
TO
DECLARATION
FOR
WATER DANCE ON LAKE DILLON

Legal Description of the Property

Lots 15 through 22 and Lots 28 through 38, Water Dance Townhomes Filing No. 1, according to the plat recorded Nov. 23, 1994, under Reception No. 481090, Summit County, Colorado.

EXHIBIT B
TO
DECLARATION
FOR
WATER DANCE ON LAKE DILLON

Legal Description of the Expansion Property

Parcel A, Parcel B and Parcel C, Water Dance, according to the plat recorded September 26, 1994, under Reception No. 476735, Summit County, Colorado.

EXCEPT

Lots 15 through 22 and Lots 28 through 38, Water Dance Townhomes Filing No. 1. according to the plat recorded Nov. 23, 1994, under Reception No. 481090, Summit County, Colorado.

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**ADDENDUM
TO THE
FIRST AMENDMENT TO THE MASTER DECLARATION
FOR
WATER DANCE ON LAKE DILLON**

Pursuant to the authority provided in the Water Dance Documents, the Board of Directors, on behalf of the Association, proposes that the following provisions be amended in the Master Declaration:

1. Article II, Section 2.13 shall be revised to expand the definition of "Design Guidelines."
2. Article II, Section 2.51 shall be added to set forth the definition of "Appeal Committee."
3. Article V, Section 5.1 shall be revised to provide that the Board of Directors for each Project shall have the authority to adopt and approve Design Guidelines for that Project which shall be established by the Design Review Committee for that Project. Section 5.1 shall also provide that decisions made by a Design Review Committee may be appealed to the Appeal Committee for that Project.
4. Article V, Section 5.2 shall be revised to set forth qualifications for the Design Review Committees.
5. Article V, Section 5.3 shall be revised to set forth procedures for appealing decisions of a Design Review Committee to the Appeal Committee for that Project.
6. Article V, Section 5.4 shall be revised to set forth that the Board of Directors for each Project shall have the authority to appoint Design Review Committee members for that Project and that the members of the Design Review Committee for each Project shall have the authority to appoint a chairman.

Should the First Amendment to the Master Declaration for Water Dance on Lake Dillon be approved by 67% of the votes in the Master Association, the provisions contained therein will be binding on all Owners in the Wooden Canoe at Water Dance on Lake Dillon Homeowners Association and in the Water Dance on Lake Dillon Homeowners Association.

**FIRST AMENDMENT
TO THE
MASTER DECLARATION
FOR
WATER DANCE ON LAKE DILLON**

THIS AMENDMENT is made this 27 day of June, 2003

RECITALS

A. Water Dance, Ltd., a Colorado corporation, created the Water Dance on Lake Dillon Community ("Community") by recording a Master Declaration for Water Dance on Lake Dillon in the real property records of the County of Summit, State of Colorado at Reception No. 481092 on November 23, 1994 (the "Original Declaration").

B. Pursuant to Article XIX, Section 19.2 of the Original Declaration, the written consent of Owners holding at least sixty-seven percent (67%) of the votes is required to approve any amendments to the Original Declaration.

C. Alternatively, pursuant to Colorado Revised Statute, Section 38-33.3-217(7), the Board of Directors on behalf of the Association may seek approval of an amendment to the Original Declaration, pursuant to the requirements of Section 38-33.3-217(7).

D. The undersigned, being the President and Secretary of the Association, hereby certify that the written consent of Owners holding at least sixty-seven percent (67%) of the votes has been obtained as required under Article XIX, Section 19.2 of the Original Declaration and that the instruments signed by these Owners, along with the recorded copy of this First Amendment shall be placed in the corporate records of Water Dance on Lake Dillon Master Association and shall be available for review and inspection upon request. Alternatively, the Association has obtained approval for the proposed First Amendment pursuant to the terms and conditions of the Colorado Common Interest Ownership Act.

E. As amended by this Amendment, the Original Declaration is referred to as the "Declaration."

NOW THEREFORE,

I. Amendments. The Original Declaration is hereby amended as follows:

(a) **Repeal and Restatement**. Article II, Section 2.13 is hereby repealed in its entirety and the following Article II, Section 2.13 is substituted:

Section 2.13. "Design Guidelines" shall mean the guidelines and rules published and amended, supplemented or restated from time to time by the Design Review Committee for each Project and approved by the Board of Directors of each Project, as provided in Article V.

(b) Addition. The following Article II, Section 2.51 shall be added:

Section 2.51 "Appeal Committee" shall mean the committees appointed by the Board of Directors for each Project formed pursuant to the Project Documents to review decisions of the Design Review Committee for each Project upon appeal from Owners and to render a written decision on any such appeal as set forth in Article V of this Declaration. There shall be a separate Appeal Committee for each Project.

(c) Amendment. Article V, Section 5.1 is hereby amended as follows:

Section 5.1. Design Review Committee and Guidelines. Each Project shall have a separate and distinct Design Review Committee, which shall be responsible for the administration and enforcement of the Design Guidelines for that Project in order to facilitate the purposes and intent of this Declaration. The Design Guidelines for each Project shall be proposed by the Design Review Committee for that Project and be submitted to the Board of Directors of that Project. The Design Guidelines for each Project shall be adopted through the agreement of a majority of the Board of Directors of that Project. Design Guidelines may contain separate and distinct Guidelines applicable to specific Projects or other areas within the master planned community of Water Dance, as well as that relate to Water Dance generally. The Design Review Committee for each Project, with the Board of Directors of that Project, may amend, vary, repeal and augment the Design Guidelines for their respective Projects from time to time, based upon concerns for good planning and design, the aesthetic, architectural and environmental harmony of Water Dance or other factors as necessary or desirable to fulfill the intent of the Design Guidelines. If the Board of Directors for one Project opposes the Design Guidelines for another Project, the Board of Directors of the Master Association shall review such Design Guidelines and render a written decision, which shall be binding on the Projects involved in the dispute. Design Guidelines for each Project shall be binding on all Owners in that Project and any other persons governed by this Declaration.

The Design Guidelines may include, among other things, those restrictions and limitations set forth below:

[Sections 5.1.1 through 5.1.12 remain unchanged]

5.1.13 Procedures for appealing any decision made by the Design Review Committee to an Appeal Committee appointed by the Board of Directors for each Project as provided for in the Project Documents.

(d) Repeal and Restatement. Article V, Section 5.2 is hereby repealed in its entirety and the following Article V, Section 5.2 is substituted:

Section 5.2 Design Review Committee Membership and Organization. The Design Review Committee for each Project shall be composed of three (3) persons. No member of a Design Review Committee can be a member of the Board of Directors of the Master Association or of any Project. Design Review Committees need not include any Member of the Master Association. One or more professional design consultants may serve on a Design Review Committee. In the event there are no professional design consultants on a Design Review Committee, the Design Review Committee for that Project may consult with professional design consultants as it deems necessary. Members of the Design Review Committees shall be appointed by the Board of Directors of the Project for which the Committee serves.

(e) Repeal and Restatement. Article V, Section 5.3.2 is hereby repealed in its entirety and the following Article V, Section 5.3.2 is substituted:

5.3.2 Right to Appeal. An Owner may appeal any decision of a Design Review Committee to the Appeal Committee for the Project which the Owner resides in. The Appeal Committee for the Project shall review the decision of the Design Review Committee pursuant to the criteria set forth in this Article V and the Design Guidelines. Any decision of a Design Review Committee may be overruled and reversed by a majority of the members of the Appeal Committee for the Project by a written decision setting forth the reasons for the reversal when the Appeal Committee concludes that the Design Review Committee's decision was inconsistent with the criteria set forth in this Article and the Design Guidelines for that Project. If the appeal involves modification to the Common Area, such appeal shall be heard by the Appeal Committees for each Project and the Design Review Committee's decision may be overruled by a majority of the combined Appeal Committees. In the event an Owner does not appeal a Design Review Committee's decision in accordance with procedures set forth in the Design Guidelines for that Project, the decision of the Design Review Committee for that Project shall be conclusive and binding upon all interested parties.

(f) Repeal and Restatement. Article V, Section 5.4.1 is hereby repealed in its entirety and the following Article V, Section 5.4.1 is substituted:

5.4.1 Term. The term of office of each member of a Design Review Committee shall be a maximum of two (2) years. Staggered terms for members of a Design Review Committee may be established by the Board of Directors of that Project at the time of appointment by resolution of the Board. A member of a Design Review Committee may serve an additional term beyond two (2) years if appointed by a majority of the members of the Board of Directors for that Project. Terms shall commence January 1 of each year, and continue until his successor shall have been appointed. Should a Design Review Committee member die, retire, resign, become incapacitated or otherwise become disqualified, the Board of that Project, shall appoint a successor to fulfill the member's term. The Board of Directors for any Project shall not remove all members of a Design Review Committee simultaneously.

(g) Repeal and Restatement. Article V, Section 5.4.2 is hereby repealed in its entirety and the following Article V, Section 5.4.2 is substituted:

5.4.2 Chairman. The chairman of the Design Review Committee for each Project shall be elected annually from among the members of the Design Review Committee for that Project by a majority vote of the members of the Design Review Committee for that Project. In the absence of a chairman, the party responsible for electing the chairman may elect a successor.

II. No Other Amendments. Except as amended by the terms of this Amendment and previous Amendments, the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment is executed by the undersigned.

WATER DANCE ON LAKE DILLON MASTER
ASSOCIATION,

a Colorado nonprofit corporation

By:  _____

President

By:  _____

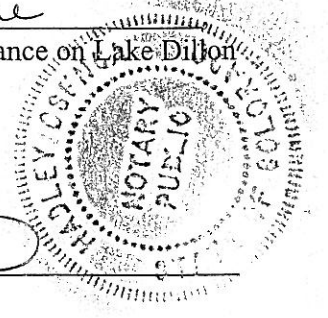
Secretary

STATE OF COLORADO)
) ss.
COUNTY OF Summit)

The foregoing was acknowledged before me this 27th day of June
2003, by Dennis Clauer, as President of Water Dance on Lake Dillon
Master Association, a Colorado nonprofit corporation.

Witness my hand and official seal.
My commission expires: 8-24-03

Hadley Dunge
Notary Public

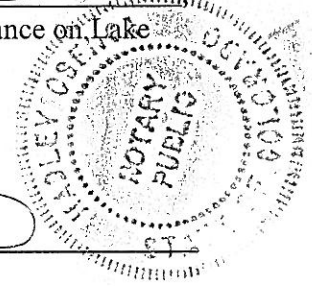


STATE OF COLORADO)
) ss.
COUNTY OF Summit)

The foregoing was acknowledged before me this 27th day of June
2003, by Kimberly Cancelos, as Secretary of Water Dance on Lake
Dillon Master Association, a Colorado nonprofit corporation.

Witness my hand and official seal.
My commission expires: 8-24-03

Hadley Dunge
Notary Public



**SECOND AMENDMENT
TO THE
MASTER DECLARATION FOR
WATER DANCE ON LAKE DILLON**

This Second Amendment to the Master Declaration for Water Dance on Lake Dillon (this "**Second Amendment**"), dated as of _____, 199___, is executed on behalf of Water Dance on Lake Dillon Master Association, a Colorado nonprofit corporation (the "**Master Association**").

Recitals

A. Water Dance, Ltd., a Colorado corporation ("**Water Dance**"), recorded the Master Declaration for Water Dance on Lake Dillon on November 23, 1994 under Reception No. 481092 in the office of the Clerk and Recorder of Summit County, Colorado (the "**Original Declaration**"), to establish the common interest community known as Water Dance on Lake Dillon in accordance with the Colorado Common Interest Ownership Act, Colo. Rev. Stat. §§ 38-33.3-101 through -319 (as amended and supplemented from time to time, "**CIOA**"). Water Dance has expanded the jurisdiction of the Original Declaration by recording the following documents:

1. First Declaration Supplementing the Master Declaration for Water Dance on Lake Dillon on March 23, 1995, under Reception No. 488294 in the office of the Clerk and Recorder of Summit County, Colorado.
2. Declaration of Annexation Supplementing Master Declaration for Water Dance on Lake Dillon on June 20, 1996, under Reception No. 517529 in the office of the Clerk and Recorder of Summit County, Colorado.
3. Declaration of Annexation Supplementing Master Declaration for Water Dance on Lake Dillon on July 31, 1996, under Reception No. 520526 in the office of the Clerk and Recorder of Summit County, Colorado.
4. Declaration of Annexation Supplementing Master Declaration for Water Dance on Lake Dillon on December 3, 1996, under Reception No. 529461 in the office of the Clerk and Recorder of Summit County, Colorado.
5. Declaration of Annexation Supplementing Master Declaration for Water Dance on Lake Dillon on April 23, 1997, under Reception No. 537576 in the office of the Clerk and Recorder of Summit County, Colorado.

The Original Declaration and the above Annexation Declarations are referred to, together, as the "**Master Declaration**" in this Second Amendment.

The Master Declaration establishes a regime of covenants, conditions, easements and restrictions that bind and benefit the real property described in the Master Declaration, which, as of the date of this Amendment, is comprised of platted lots zoned for development and occupancy as townhome units or single family dwelling units and more fully described and defined in the Master Declaration (and referred to here) as “**Townhome Lots**” or “**Lots.**” (The owners of the Townhome Lots, Lots and any other parcels that are made subject to the Master Declaration from time to time are called the “**Owners**” in the Master Declaration and in this Second Amendment.)

B. Under the terms of Section 19.2 of the Master Declaration, the Master Declaration may be amended upon the written consent of Owners who hold 67% or more of the votes in Water Dance on Lake Dillon Master Association, a Colorado nonprofit corporation (the “**Master Association**”), which votes are allocated pursuant to Section 4.5 of the Master Declaration, all subject to other conditions specified in the Master Declaration. As provided in Section 19.2 of the Master Declaration, a certificate of a licensed title company showing record ownership of the property to which voting rights have been allocated under the Master Declaration, together with a certificate of the Secretary of the Master Association documenting the voting rights held and the voting rights exercised by the Owners, are considered sufficient to confirm the number of votes necessary to approve an amendment to the Master Declaration.

In accordance with the requirements of Article XIX of the Master Declaration, a certificate of the Secretary of the Master Association is attached to this Second Amendment as Exhibit A, stating that the required number of consents of Owners were obtained in the approval of this Second Amendment, based on the certificate of a licensed title company confirming the title of Owners casting such votes.

C. Under Section 19.3 of the Master Declaration, the written consent of Water Dance Ltd. as declarant is required as a condition to the effectiveness of any amendment to the Master Declaration approved during the Special Declarant Rights Period, as defined in the Declaration.

As the Special Declarant Rights Period remains in effect on the date of this Second Amendment, the approval of this Second Amendment by Water Dance as Declarant is evidenced by the signature of an authorized officer of Water Dance on this Second Amendment below.

D. Under Article XVI of the Master Declaration, Eligible Mortgage Holders (as defined in the Master Declaration) hold the right to receive notice and to vote on amendments to the Master Declaration regarding specified matters. The subject matter of this Second Amendment is not governed by such requirements for notice to and approval by Eligible Mortgage Holders.

E. Under Section 38-33.3-217(5) of CIOA, an amendment to the Master Declaration is to be executed by the President or another authorized officer of the Master Association.

On the basis of the facts and other matters recited above, the Master Declaration is modified by this Second Amendment as follows:

Amendment

1. Amendment.

a. General Practices Prohibited. Section 6.27.7 of the Master Declaration (which is captioned "**General Practices Prohibited**") is amended and restated as follows:

6.27.7 The burning of solid fuels in fireplaces is prohibited in the 38 Townhome Lots of the first phase of Water Dance on Lake Dillon. The 55 single family homes of Wooden Canoe on Lake Dillon are allowed the burning of solid fuels in fireplaces, in accordance with Frisco's Ordinance #93-4 which was added on 3/16/93 (unless repealed), and any other local, state or national regulations and requirements which apply.

2. No Other Changes. Except as set forth above, the Master Declaration remains unchanged and in full force and effect.

**Water Dance on Lake Dillon
Master Association**, a Colorado
nonprofit corporation

(SEAL)

Attest:
By: *Anniberto Cancalosi*
Secretary

By: *James Wain*
President

Water Dance, Ltd., a Colorado
corporation

(SEAL)

Attest:
By: *Trish Snyder*
Trish Snyder, Vice President

By: *Jeff Temple* Pres.
Jeff Temple, President

STATE OF COLORADO)
) ss.
County of Summit)

The foregoing Second Amendment was acknowledged before me by
DEANNE LUBER as President and KIMBERLY CARROLL
as Secretary of Water Dance on Lake Dillon Master Association, a Colorado nonprofit
corporation, this 12th day of December, 1998.

My Commission expires: 9-16-01

(SEAL)


Notary Public

STATE OF COLORADO)
) ss.
County of Summit)

The foregoing Second Amendment was acknowledged before me by Jeff Temple
as President and Trish Snyder as Vice President of Water Dance, Ltd., a Colorado
corporation, this 14th day of September, 1998.

My Commission expires: Laura Russett

(SEAL)

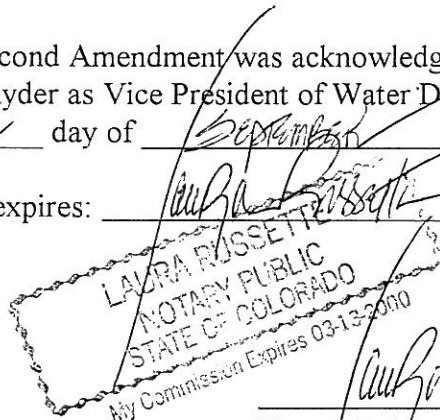
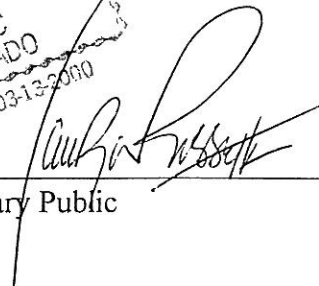


Notary Public

Exhibit A
to
Second Amendment
to the
Master Declaration for Water Dance on Lake Dillon

Secretary's Certificate

The undersigned, Secretary of Water Dance on Lake Dillon Master Association, a Colorado nonprofit corporation (the "Master Association"), certifies that the foregoing Second Amendment to the Master Declaration for Water Dance on Lake Dillon was approved by owners of property in the common interest community of Water Dance on Lake Dillon (platted and described as "Townhome Lots" and "Lots" under the Master Declaration more fully described below), to which property at least 67% of the votes in the Master Association are allocated, in accordance with (i) the requirements of the Colorado Common Interest Ownership Act, Colo. Rev. Stat. §§ 38-33.3-101 through 38-33.3-319, as amended from time to time, and (ii) the requirements of the Master Declaration for Water Dance on Lake Dillon recorded November 23, 1994 under Reception No. 481092, and supplemented the following documents recorded:

1. March 23, 1995 under Reception No. 488294 in the official records of Summit County, Colorado;
2. June 20, 1996 under Reception No. 517529 in the official records of Summit County, Colorado;
3. July 31, 1996, under Reception No. 520526 in the official records of Summit County, Colorado;
4. December 3, 1996, under Reception No. 529461 in the official records of Summit County, Colorado;
5. April 23, 1997, under Reception No. 537576 in the official records of Summit County, Colorado.

This certification is based on a certificate confirming the names of the owners of Townhome Lots and Lots as of the date of the Second Amendment, prepared by Land Title Guarantee Company in Breckenridge, Colorado. A copy of that certificate is on file with the records of the Master Association.

Dated December 12, 1998.

Kimberly Cancosi
Secretary
Water Dance on Lake Dillon Master
Association

STATE OF COLORADO)
) ss.
County of Summit)

The foregoing Secretary's Certificate was acknowledged before me by
Kimberly Cancosi as Secretary of Water Dance on Lake Dillon
Master Association, a Colorado nonprofit corporation this 12th day of
December, 1998.

My Commission expires: 9-16-01

(SEAL)

[Signature]
Notary Public