

**FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS
AND
RESTRICTIONS FOR TENNYSON AT PARK WEST ASSOCIATION, INC.**

THIS FIRST AMENDMENT (the "First Amendment") TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TENNYSON AT PARK WEST ASSOCIATION, INC. is made effective as of the 17th day of November, 1999 (the "Effective Date"), by Park West Development, Inc., a South Carolina corporation (hereinafter referred to as the "Declarant") and Tennyson at Park West Association, Inc., a South Carolina not-for-profit corporation (hereinafter referred to as the "Association").

WITNESSETH THAT:

WHEREAS, Declarant executed and recorded at Book F-322, Page 509, et seq., in the Office of the Register of Mesne Conveyance for Charleston County, South Carolina, the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TENNYSON AT PARK WEST ASSOCIATION, INC. (the "Declaration"); and

WHEREAS, the Association and the Declarant desire to amend the Declaration to eliminate inconsistent provisions of the Declaration and the Rules and Regulations of the Association, clarify the sequence of events for architectural review of a proposed construction or modification of a residence in Tennyson at Park West; and revise and update information regarding the restrictions and procedures for building of docks for certain residences in Tennyson at Park West; and

WHEREAS, the Board of Directors of the Association has approved the provisions set forth in this First Amendment, as required by Section 8.1 of the Declaration, and the Declarant concurs that such provisions comply with Section 8.1 of the Declaration.

NOW THEREFORE, the Declaration is amended as follows:

1. **DOCK PERMITS.** Section 3.2 is deleted and the following re-stated wording is substituted therefor:

"3.2 DOCK PERMITS

Portions of the Property have frontage on Toomer Creek and its tributaries. The South Carolina Department of Health and Environmental Control, Office of Ocean and Coastal Resource Management ("OCRM") has, by letters dated October 19, 1998, March 4, 1999, October 21, 1999 and November 12, 1999 (the "OCRM Letters"), conceptually approved a dock master plan (the "Dock Plan") entitled "A Conceptual Dock Master Plan of Tennyson and Wheatstone Subdivisions" dated April 26, 1998, as last revised on November 1, 1999. The October 19, 1998 and

March 4, 1999 OCRM Letters are attached to the Declaration as originally recorded as Exhibits D-1 and D-2. The OCRM Letters dated October 21, 1999 and November 12, 1999, and the Dock Plan, as revised on November 1, 1999, are attached to the First Amendment to the Declaration as Exhibits D-3, D-4 and D-5, respectively, and are incorporated herein by reference. The location of, and design for proposed docks and piers for the Property ("Docks") are subject to review and approval by OCRM and the Development Review Board, to which information relating to a proposed Dock must be submitted at the expense of the Owner of a Lot. **DECLARANT AND ITS AFFILIATES DO NOT REPRESENT OR WARRANT THAT A PERMIT FOR A DOCK FOR ANY LOT WILL BE ISSUED."**

2. **RULES AND REGULATIONS AMENDMENTS.** The Rules and Regulations of the Association, recorded as Exhibit C to the Declaration, are amended by deleting Rule 5 ("Residence Size"), Rule 9 ("Height"), and Rule 12 ("Walls and Fences"). Rule 5 is inconsistent with Section 2.2.2 of the Tennyson Architectural and Landscaping Design Standards which are attached to the Rules and Regulations as Appendix C-2 (the "Design Standards"). Rule 9 is inconsistent with Section 2.2.3 of the Design Standards. Rule 12 is inconsistent with Section 2.4 of the Design Standards.

3. **MAXIMUM HEIGHT.** The provisions of the Design Standards relating to Maximum Height differ somewhat from those set forth in the Dunes West Planned Development Ordinance adopted by the Town of Mount Pleasant, South Carolina, on September 4, 1990, portions of which are applicable to Park West. As a result, the Rules and Regulations of the Association, recorded as Exhibit C to the Declaration, are further amended by deleting Section 2.2.3 of the Design Standards and substituting therefor the following:

"2.2.3. Maximum Height.

The maximum height for a house is two and one-half (2 ½) stories above ground; provided, that the ARB shall have the right, because of steep topography or similar reasons, to allow greater heights on rear or side elevations. Notwithstanding the above, the house may not exceed the height allowed under the Dunes West Planned Development Ordinance adopted by the Town of Mount Pleasant, South Carolina, on September 4, 1990, that is, not more than forty (40) feet above the average grade of building corners. In determining maximum height, chimneys, spires, belfries, cupolas and domes not intended for human occupancy; electrical and mechanical elements; elevator shafts; and other elements permitted by Town of Mount Pleasant development ordinances and the ARB shall be excluded."

4. **ARCHITECTURAL REVIEW PROCEDURE.** Section 3.1.2 of the Design Standards refers to a chart illustrating the procedure for building a residence in Tennyson at Park West, but the chart was

omitted. The omitted chart is attached to this First Amendment as Exhibit A and incorporated herein by reference.

5. **CALCULATING CONSUMER PRICE INDEX FOR BUDGET.** Section 6.1.1 includes a provision for automatic adjustment of the annual budget of the Association to reflect an increase in the Consumer Price Index in the event that a new budget has not been adopted by the Board of Directors of the Association. The adjustment is based on the increase in the Consumer Price Index for the current calendar year as compared to the preceding calendar year. Because of the timing of the adjustment, it is probable that the Consumer Price Index for the current calendar year will not then be known. To remedy this conflict, Section 6.1.1 is deleted and the following re-stated wording is substituted therefor:

"6.1.1. Fiscal Year and Annual Budget

The fiscal year of the Association shall be the calendar year. Unless otherwise determined by the Board of Directors, the Board of Directors shall prepare or cause to be prepared by December 1 an operating budget (the "Budget") for the next fiscal year setting forth the estimated Common Expenses and anticipated revenues of the Association for such fiscal year, and any projected deficit or surplus from the preceding fiscal year. The Budget, once approved by the Board of Directors, shall serve as the basis for assessments to all Owners (the "Total Assessments") for such fiscal year and the primary guideline under which the Association shall be projected to be operated during such fiscal year. If the Board fails for any reason to adopt a Budget for the fiscal year, then until such time as it is adopted, the Budget and Total Assessments in effect for the current year shall automatically be increased effective the first day of the fiscal year in the same proportion as any percentage increase during the current Year over the preceding Year, in the Consumer Price Index, all Urban Consumers, United States City Average, All Items (the "CPI") or its successor index, as determined by the Board of Directors. In order to provide time to determine any applicable increase, the "Year" for determining the CPI shall be measured from October 1 through September 30. Such adjusted Budget shall be the Budget for the succeeding year, until a new Budget is adopted. Within ninety (90) days following the close of the Association's fiscal year, the Board of Directors shall cause an unaudited or audited financial statement, as the Board shall determine, of the Association (the "Annual Report") to be prepared by a public accountant licensed to practice in the State of South Carolina. Upon request, a copy of the Annual Report shall be provided to any Owner of any Unit which is subject to Assessments."

6. **CALCULATING CONSUMER PRICE INDEX FOR ASSESSMENTS.** Section 6.1.8 includes a provision for automatic adjustment of the maximum annual regular Assessment Share. The adjustment is based on the increase in the Consumer Price Index for the current calendar year as compared to the preceding calendar year. Because of the timing of the adjustment, it is probable that the Consumer Price Index for the current calendar year will not then be known. To remedy this conflict, Section 6.1.8 is deleted and the following re-stated wording is substituted therefor:

"6.1.1. Cap on Regular Assessments; Declarant Subsidy

The maximum annual regular Assessment Share shall not exceed \$150; provided, however, that such maximum amount that may be assessed shall automatically be increased effective the first day of each fiscal year by an amount that equals the percentage increase during the current Year over the preceding Year in the Consumer Price Index, all Urban Consumers, United States City Average, All Items (the "CPI") or its successor index, as determined by the Board of Directors. In order to provide time to determine any applicable increase, the "Year" for determining the CPI shall be measured from October 1 through September 30. If the Assessment is not actually increased by the maximum amount in any year, this shall not preclude including the maximum amount in calculating the cumulative maximum amount of Assessment Share in a subsequent year."

IN WITNESS WHEREOF, the Declarant and the Association have executed this First Amendment effective as of the date first stated above.

PARK WEST DEVELOPMENT, INC.

WITNESS:

Kimberly A. Atkeson
Elizabeth B. Cole

BY:

Henry L. Moise
Henry L. Moise
ITS VICE PRESIDENT

TENNYSON AT PARK WEST ASSOCIATION, INC.

WITNESS:

Kimberly A. Atkeson
Elizabeth B. Cole

BY:

J. Heyward Robinson
J. Heyward Robinson
ITS PRESIDENT

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ACKNOWLEDGEMENT

I, Elisabeth B. Boles, the undersigned Notary Public for the State of South Carolina, do hereby certify that Henry L. Moise, as Vice President of Park West Development, Inc., personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal this 17th day of November, 1999.

(SEAL)

Elisabeth B. Boles
Notary Public for South Carolina

My commission expires: 5-6-2001

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ACKNOWLEDGEMENT

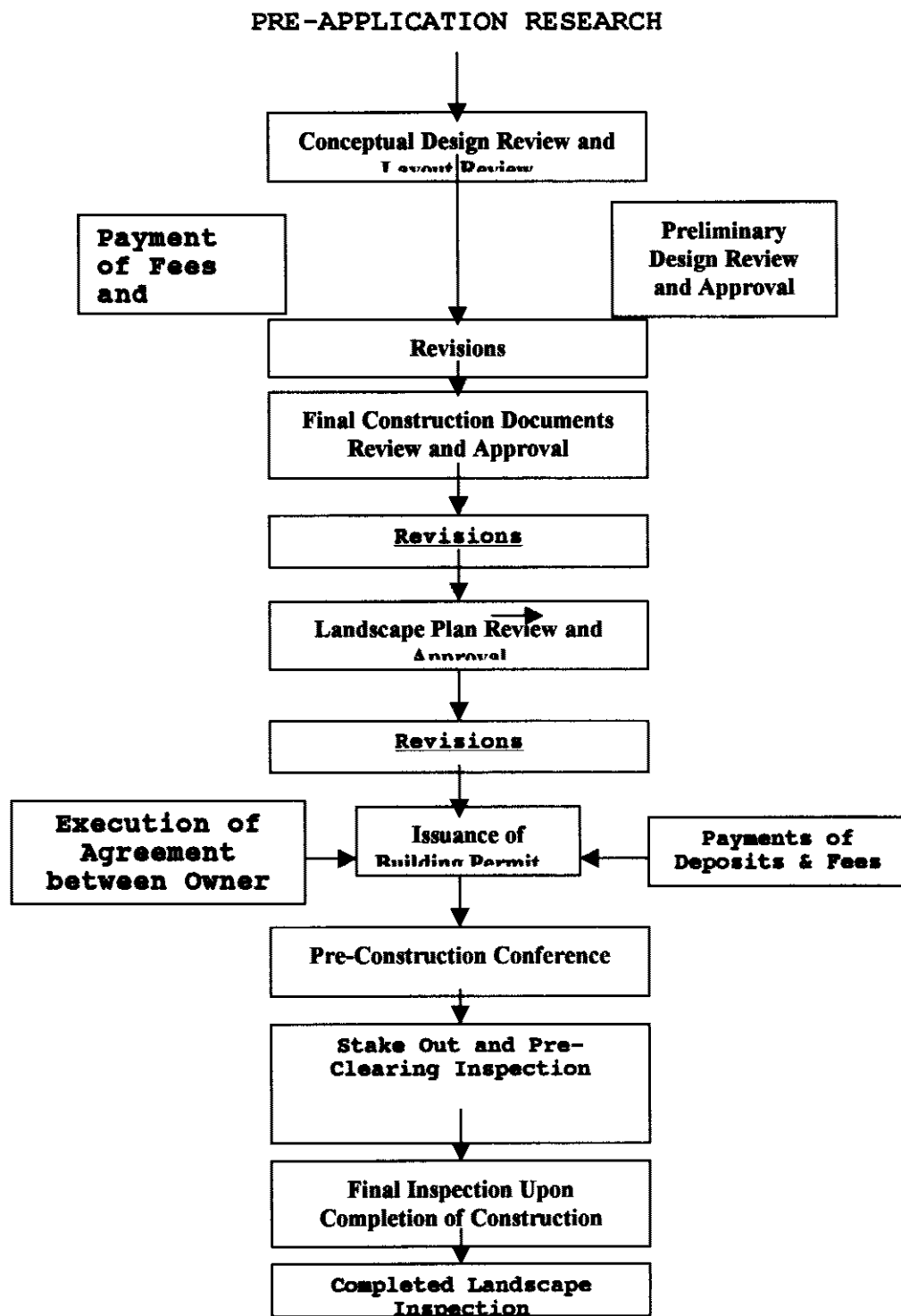
I, Elisabeth B. Boles, the undersigned Notary Public for the State of South Carolina, do hereby certify that J. Heyward Robinson, as President of Tennyson at Park West Association, Inc., personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal this 17th day of November, 1999.

(SEAL)

Elisabeth B. Boles
Notary Public for South Carolina

My commission expires: 5-6-2001

EXHIBIT AReview Procedure for Building Residence in Tennyson



**Office of Ocean and Coastal
Resource Management**

1362 McMillan Avenue, Suite 400
Charleston, SC 29405

(803) 744-5838 FAX (803) 744-5847

October 21, 1999

Mr. J. Heyward Robinson
Park West Development, Inc.
1100 Park West Boulevard
Mount Pleasant, S. C. 29466

Re: Park West, Phase #2
Dock Master Plan Revision

Dear Heyward:

The Office of Ocean and Coastal Resource Management planning and permitting staff have reviewed and has conceptually approved a revision to the dock master plan for Phase #2 (Tennyson And Wheatstone sections) of the Park West development on Toomer Creek and its tributaries, in Mount Pleasant, Charleston County, S. C. This revision is specific to lots 12 through 19 qualifying for 6 docks via easements through Tennyson Park. This plan will be used as an advisory opinion in permitting, but designation of any lot as a "dock lot" does not guarantee the issuance of any permits. The following comments will also be made part of the file and any subsequent permit review.

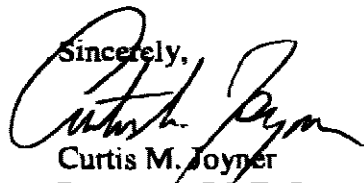
1. Dock sizes will be limited to a total of 160 square foot docks for lots 12 through 19. The joint use dock for lots 16 and 17 will be limited to 160 total square feet per family.
2. Channelward extension of docks will be evaluated at the time of permit application but will generally be limited to $\frac{1}{4}$ of the creek's width as measured from marsh grass to marsh grass.
3. Roofs will not be allowed on either pierheads or boat lifts as they would set a precedence within the Toomer Creek corridor. Additionally, roofs were excluded in the Dunes West Phase 1B5 DMP, approved in 1991.
4. All parts of any permitted dock structure should generally remain a minimum of 20' inside extended corridor lines. However, OCRM may require docks to be built closer than 20' when it would substantially decrease walkway length.
5. Language outlining the restrictions, covenants, or description of the dock easements will be required prior to processing permit applications for lots 12 through 19.

EXHIBIT D-3

Mr. J. Heyward Robinson
October 21, 1999
Page 2

This letter will be made part of the dock master plan file and will be considered as part of any future permit review. Additional concerns and further restrictions may occur as part of the permit public review. Reference must be given to this dock master plan in all contracts of sale of affected lots. OCRM strongly suggests the developer record this DMP in the local RMC office. This would place potential buyers on notice that their property may be affected by the DMP. This master plan shall be presumed to take precedence over applications inconsistent with this plan unless new information is revealed in an application to address and overcome the concerns identified in the dock master plan.

Please call me at 744-5838-122 if you have any questions.

Sincerely,

Curtis M. Joyner
Permitting DMP Coordinator

ParkWestapp
cc:Mr. Chris Brooks
Mr. Richard Chinnis
Mr. Mark Caldwell

EXHIBIT D-3
(continued)



**Office of Ocean and Coastal
Resource Management**

1362 McMillan Avenue, Suite 400
Charleston, SC 29405

(803) 744-5838 FAX (803) 744-5847

November 12, 1999

Mr. J. Heyward Robinson
Park West Development, Inc.
1100 Park West Boulevard
Mount Pleasant, S. C. 29466

Re: Park West, Phase #2
Dock Master Plan Revision

Dear Heyward:

The Office of Ocean and Coastal Resource Management planning and permitting staff have reviewed and has conceptually approved a revision to the dock master plan for Phase #2 (Tennyson And Wheatstone sections) of the Park West development on Toomer Creek and its tributaries, in Mount Pleasant, Charleston County, S. C. This revision dated November 1, 1999, changes the language for note #11 where it states "dock sizes" rather than "floating dock sizes".

This letter will be made part of the dock master plan file and will be considered as part of any future permit review. Additional concerns and further restrictions may occur as part of the permit public review. Reference must be given to this dock master plan in all contracts of sale of affected lots. OCRM strongly suggests the developer record this DMP in the local RMC office. This would place potential buyers on notice that their property may be affected by the DMP and would protect the developer from potential legal liability by prospective buyers.

Please call me at 744-5838-122 if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'Curtis M. Joyner'.

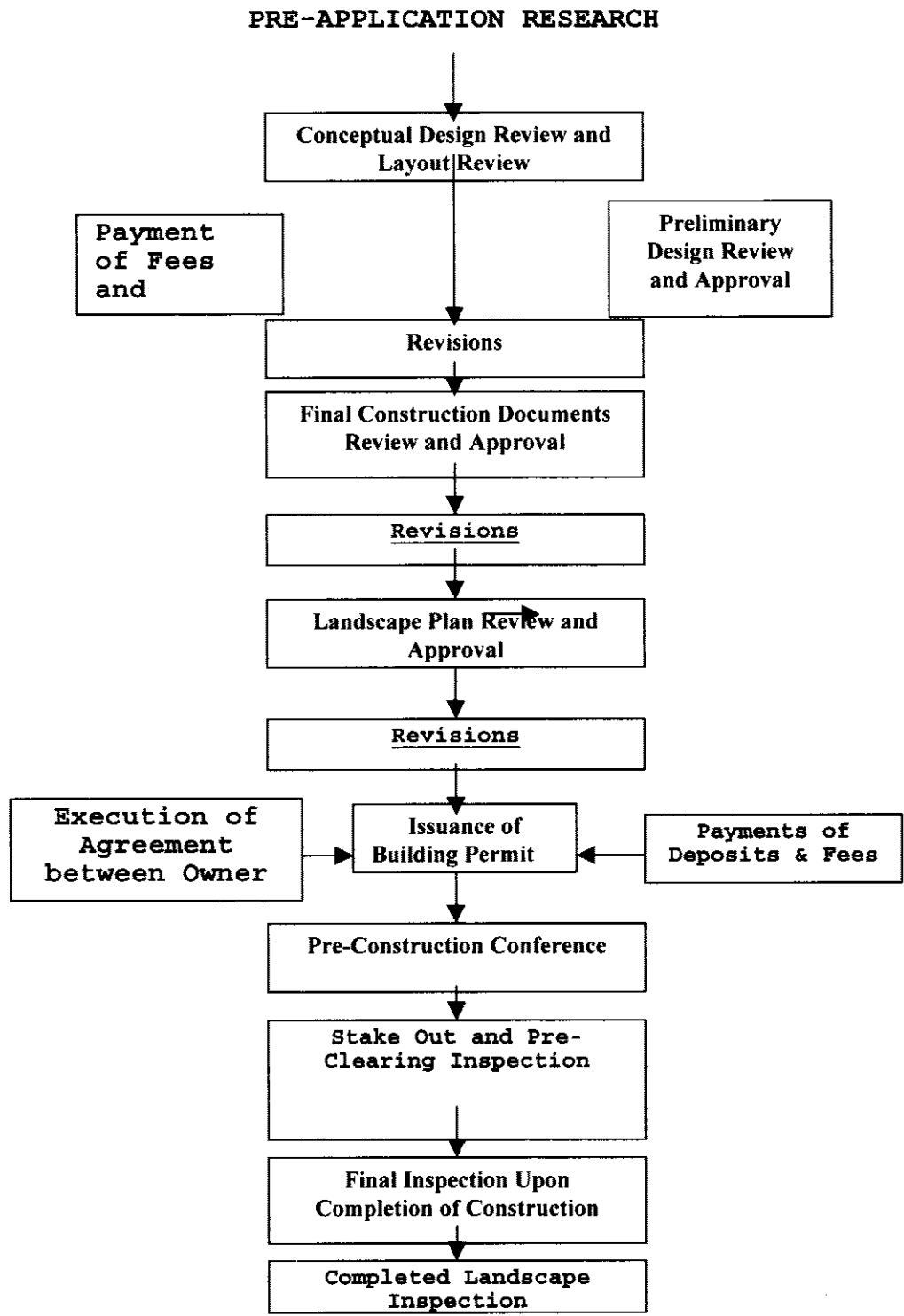
Curtis M. Joyner
Permitting DMP Coordinator

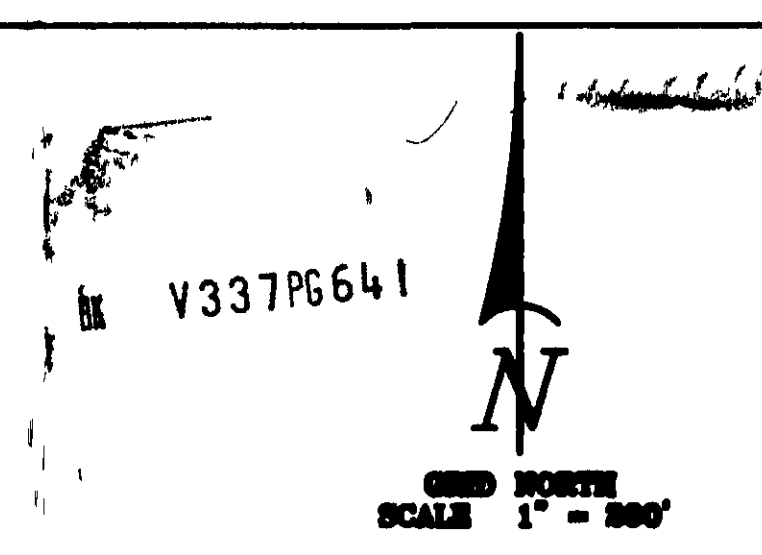
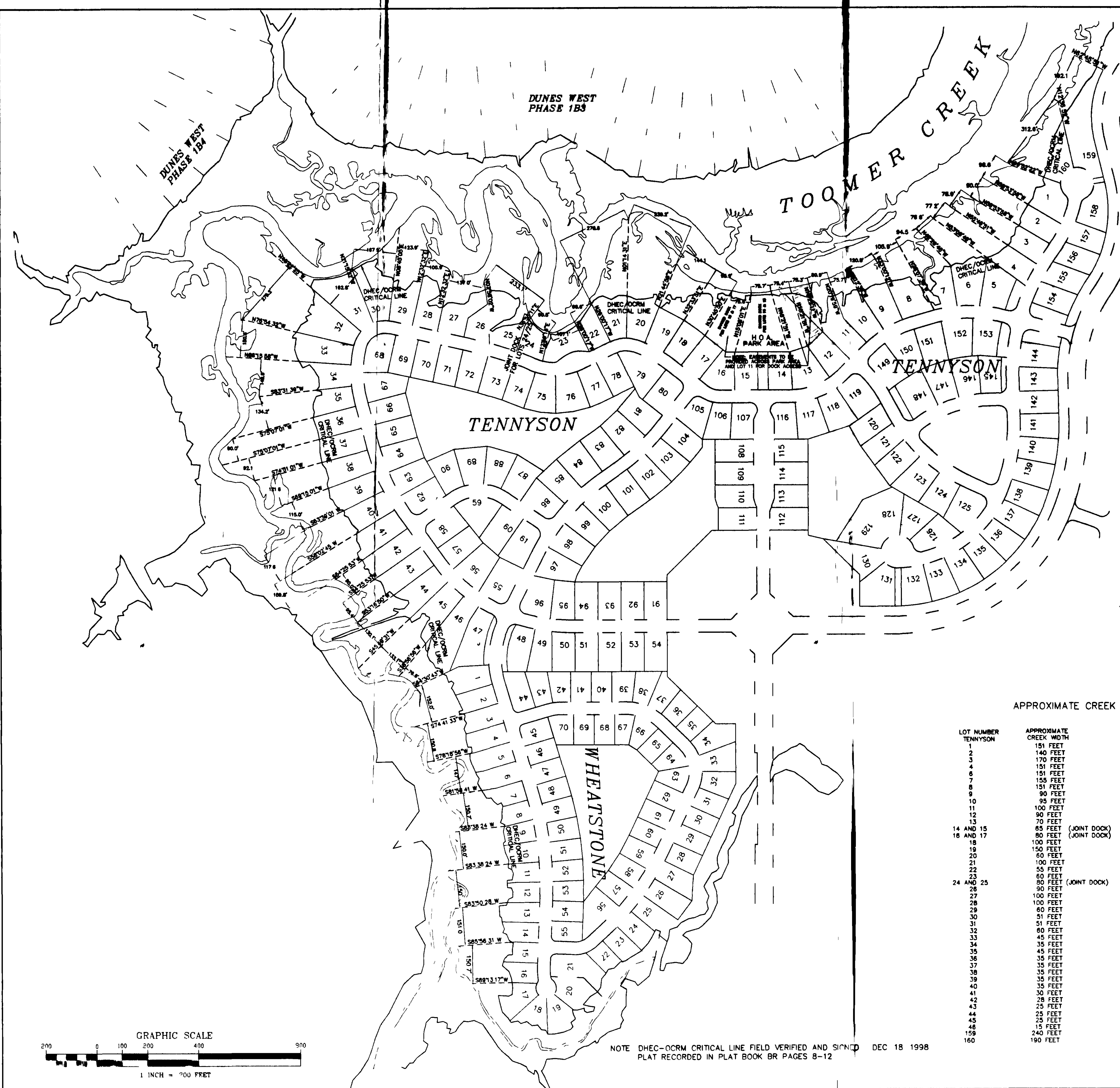
ParkWestapp
cc:Mr. Chris Brooks
Mr. Richard Chinnis
Mr. Mark Caldwell

EXHIBIT D-4

EXHIBIT A

Review Procedure for Building Residence in Tennyson





- NOTES
1. THIS PLAN IS CONCEPTUAL AND SUBJECT TO CHANGE DUE TO FUTURE DESIGN CONSIDERATIONS, MARKET CONDITIONS, REQUIREMENTS OF REVIEW AGENCIES AND OTHER FACTORS.
 2. ELEVATION REFERENCES ARE NGVD 1929 SEA LEVEL. ELEVATIONS ARE TAKEN FROM AERIAL TOPOGRAPHIC SURVEY. CREEK BOUNDARIES ARE TAKEN FROM AERIAL PHOTOGRAPHS AND FIELD VERIFIED COASTAL CRITICAL LINE HAS BEEN APPROVED DEC 18, 1998.
 3. A STORM WATER FILTER BUFFER OF 10 FEET AVERAGE WIDTH FOR THE TENNYSON AND WHEATSTONE SUBDIVISIONS SHALL BE LOCATED LANDWARD ALONG THE ESTABLISHED COASTAL CRITICAL LINE AS SHOWN ON THE APPROVED SUBDIVISION PLAT FOR THE PROPERTY. THIS STORM WATER BUFFER IS INTENDED TO PROVIDE A STRIP OF NATURAL VEGETATION THROUGH WHICH RUNOFF FROM YARDS WILL BE FILTERED PRIOR TO ENTERING THE MARSH AND THE ASSOCIATED NATURAL RESOURCES IN THE AREA. NO CONSTRUCTION ACTIVITY (OTHER THAN THAT NECESSARY FOR DRAINAGE OR WATER ACCESS STRUCTURES) OR PERMANENT STRUCTURES (OTHER THAN THAT NECESSARY FOR DRAINAGE OR WATER ACCESS STRUCTURES) THAT DECREASE THE EFFECTIVENESS OF THE STORM WATER BUFFER SHALL BE ALLOWED. STRUCTURES PERMITTED OR APPROVED BY DHEC-OORM SUCH AS EROSION CONTROL BULKHEADS OR RIP-RAP ARE NOT PROHIBITED. LIMITED CLEARING OF TREES AND GROUND COVER IS ALLOWED TO PROVIDE AND MAINTAIN VIEWS ONLY INDIGENOUS SPECIES OR SPECIES THAT ARE NATURALLY ADAPTED TO LOCAL CONDITIONS WITHOUT FERTILIZATION SHALL BE PLANTED.
 4. WETLAND BUFFER BOUNDARIES SHOWN ON THIS DRAWING REFLECT ADDITIONAL UPLAND BUFFER MITIGATION PER ARMY CORP OF ENGINEERS PERMIT AMENDMENT GRANTED DECEMBER 7, 1997.
 5. DOCKS AND PIERS SHALL CONFORM TO OORM REGULATIONS FOR PERMITTING IN THE CRITICAL AREA OF THE COASTAL ZONE SECTION 30-12 SPECIFIC PROJECT STANDARDS FOR TIDELANDS AND COASTAL WATERS.
 6. THIS PLAN IS CONCEPTUAL IN NATURE AND INTENDED TO GIVE GUIDANCE FOR THE FUTURE INDIVIDUAL PERMITTING OF ALL DOCKS OR PIERS. APPROVAL OF THIS PLAN DOES NOT GUARANTEE APPROVAL OF INDIVIDUAL DOCK PERMITS.
 7. LOT WIDTH AT MARSH LINE (COASTAL CRITICAL LINE, CCL) AND WIDTH BETWEEN PROJECTED LOT LINES AT CREEK LINE SHALL BE AT LEAST 75 FEET TO BE ELIGIBLE FOR PERMIT. WIDTHS SHALL BE MEASURED AT THEIR NARROWEST DIMENSION.
 8. ENCLOSED BOAT HOUSES ARE PROHIBITED.
 9. DOCKS OR PIERS GREATER THAN 1000 FEET LONG ARE PROHIBITED.
 10. NO DOCKS OR PIERS SHALL BE ALLOWED WITHIN 20 FEET OF PROJECTED PROPERTY LINES EXCEPT JOINT USE DOCKS AND PIERS.
 11. DOCK SIZE AND CRITERIA ARE DEPENDENT ON WIDTH OF CREEK BETWEEN PROJECTED PROPERTY LINES AND ANY OTHER CRITERIA SET FORTH IN OORM LETTERS APPROVING THIS CONCEPTUAL DOCK MASTER PLAN. THE MAXIMUM SQUARE FOOTAGE OF DOCKS BASED SOLELY ON CREEK WIDTH CRITERIA ARE:

CREEK WIDTH	MAXIMUM SQ. FT.
LESS THAN 20 FEET	WALKWAY OR PIERHEAD OF 50 SQ. FT. NO FLOATS
20 TO 50 FEET	120 SQ. FT.
51 TO 150 FEET	180 SQ. FT.
GREATER THAN 150 FEET	CASE BY CASE BASIS

APPROXIMATE CREEK WIDTHS FOR POTENTIAL INDIVIDUAL LOT PERMITS ARE

LOT NUMBER TENNYSON	APPROXIMATE CREEK WIDTH	DOCK LIMITATIONS FOR POTENTIAL PERMITS (MAXIMUM SQ. FT.)	LOT NUMBER WHEATSTONE	APPROXIMATE CREEK WIDTH	DOCK LIMITATIONS FOR POTENTIAL PERMITS (MAXIMUM SQ. FT.)
1	151 FEET	180	1 AND 2	25 FEET (JOINT DOCK)	50
2	140 FEET	180	3 AND 4	18 FEET (JOINT DOCK)	50
3	170 FEET	180	5 AND 6	13 FEET (JOINT DOCK)	50
4	151 FEET	180	7 AND 8	15 FEET (JOINT DOCK)	50
5	151 FEET	180	9 AND 10	10 FEET (JOINT DOCK)	50
6	155 FEET	180	11 AND 12	12 FEET (JOINT DOCK)	50
7	151 FEET	180	13 AND 14	8 FEET (JOINT DOCK)	50
8	90 FEET	180	15 AND 16	8 FEET (JOINT DOCK)	50
9	95 FEET	180	17 THRU 24	N/A NO DOCKS	
10	100 FEET	180			
11	70 FEET	180			
12	85 FEET	180			
13	80 FEET (JOINT DOCK)	180 EACH LOT 320 COMBINED			
14 AND 15	100 FEET (JOINT DOCK)	180 EACH LOT 320 COMBINED			
16 AND 17	150 FEET	180			
18	60 FEET	180			
19	100 FEET	180			
20	55 FEET	180			
21	60 FEET	180			
22	55 FEET	180			
23	60 FEET	180			
24 AND 25	80 FEET (JOINT DOCK)	180			
26	90 FEET	180			
27	100 FEET	180			
28	100 FEET	180			
29	60 FEET	180			
30	51 FEET	180			
31	51 FEET	180			
32	60 FEET	180			
33	45 FEET	180			
34	35 FEET	180			
35	45 FEET	180			
36	35 FEET	180			
37	35 FEET	180			
38	35 FEET	180			
39	35 FEET	180			
40	35 FEET	180			
41	30 FEET	180			
42	28 FEET	180			
43	25 FEET	180			
44	25 FEET	180			
45	25 FEET	180			
46	15 FEET	180			
47	240 FEET	180			
48	190 FEET	180			

NOTE DHEC-OORM CRITICAL LINE FIELD VERIFIED AND SIGNED DEC 18 1998
PLAT RECORDED IN PLAT BOOK BR PAGES 8-12

1. 09/10/98 REVISE WHEATSTONE DOCKS

2. 09/21/98 REVISE WHEATSTONE DOCKS

3. 10/07/98 DELETED

4. 12/15/98 REV TENNYSON LOTS 24/25 & LOTS 10/11

5. 01/19/99 REVISE DOCK PLAN NOTE #3

6. 03/08/99 REV TEN LOTS 11-16, REV BLACK NOTES, DING NOTES 2, 4, 6, 7 & 8, 11 REV OR WHIT TABLE PER CLIENT REQUEST

7. 11/01/99 REVISED COL TO REFLECT APPROVED DELEGATION

Southeastern Surveying, Inc.

147 Wappoo Creek Drive - Suite 102
Charleston, South Carolina 29412
(803) 795-9330 FAX: 795-2007

A CONCEPTUAL DOCK MASTER PLAN OF
TENNYSON AND WHEATSTONE SUBDIVISIONS
PARK WEST PHASE II
CHARLESTON COUNTY SOUTH CAROLINA
LOCATED IN THE TOWN OF MOUNT PLEASANT
OWNED BY LANDECH CHARLESTON LLC

DATE: APRIL 26, 1998
DRAWN: P.W.
CHECKED: M.B.
JOB: 70001
DWG: 100101-K
SHEET 1 OF 1

EXHIBIT D-5

Am
LD *WLC Nair Law Firm*

BK V337PG642

FILED

V337-631

1999 NOV 17 PM 3:10

CHARLIE LYBRAND
REGISTER
CHARLESTON COUNTY SC

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