

EXHIBIT "A"

AMENDMENTS TO WINDMILL HARBOUR COVENANTS AND BYLAWS

Amendment 1. 92% of the Owners responding to the Referendum voted in favor of amending Section 8-21 of the Windmill Harbour Covenants and Article II, Section 21 of the Bylaws to read as follows:

The Association shall have the ultimate authority for Approvals, decisions and actions made pursuant to Article III of these Covenants. In order to carry out this function, the Board of Directors of the Association shall appoint within sixty (60) days after each Board election of new officers, a five (5) or seven (7) member Architectural Review Board, the Members of which shall be Property Owners. The Members of the Architectural Review Board shall be appointed to serve three (3) year, staggered terms. All officers of a corporate Property Owner, and all adult members of the immediate family of an individual Property Owner, for purposes of this Section, shall be deemed to be Members of the Association to qualify to serve on the Architectural Review Board. The Architectural Review Board shall function as an agent of the Association for the purpose of establishing and enforcing architectural, siting, landscaping, vegetation, drainage and building controls in conformity with these Covenants and Pertinent law. The business of the Association shall be conducted as follows: . . .

Amendment 2. 78% of the Owners responding to the Referendum voted in favor of amending Section 8-21(b) of the Windmill Harbour Covenants and Article II, Section 21(b) of the Bylaws to read as follows:

. . . The Architectural Review Board may require payment of a fee, in a reasonable amount which shall be approved by the Board of Directors in its discretion prior to implementation, and which fee is expected to partially compensate for the expense of reviewing plans and related data submitted for review, for site inspections, or related items.

Amendment 3. 75% of the Owners responding to the Referendum voted in favor of amending Section 11-5 and 11-7 of the Windmill Harbour Covenants to read as follows:

Amended Covenant Section 11-5:

Beginning with the budget for 1996, the Board of Directors shall utilize the concept of zero-based budgeting in formulating each year's budget rather than simply adding annual adjusters to the previous year's budget. For example, the Board of Directors

shall determine the amount of funds required to carry out the necessary and appropriate functions of the Association for the budget year in question, including an amount to contribute to an Association reserve account of no less than five percent (5%) and no greater than twenty percent (20 %) of the proposed budget as provided in Section 11-7. . .

Amended Covenant Section 11-7:

Beginning with the annual budget for 2003 the Association shall establish an annual reserve fund assessment equal to no less than five percent (5%) and no greater than twenty percent (20 %) of receipts from Annual Assessments, to be held in reserve in an interest bearing, federally insured account or similar investment in obligations of the United States Government, as a reserve for (i) major rehabilitation or major repairs, and (ii) emergency and other repairs required as a result of a storm, fire, natural disaster, or uninsured casualty loss (the "Association Reserve Account"). Such Association Reserve Account shall be in the name of the Association and shall be established and maintained under the control and management of the Board of Directors. When the amount on deposit in the Association Reserve Account equals one hundred percent (100%) of the amount of the Association's annual budget, the Association shall collect only so much to be added to the Association Reserve Account as shall be needed to keep said account equal to one hundred percent (100%) of such budget total unless the Board of Directors by unanimous vote determines that a higher amount should be collected, subject, however, to the twenty percent (20%) maximum limitation.