

AMENDMENT TO DECLARATION OF COVENANTS

WHEREAS, on July 12, 1991, Declarant, Bear Creek Land Company, did make, execute and record Declaration of Covenants, Restrictions, Easements, and Liens for certain real property know as Bear Creek Subdivision, a residential subdivision in Conejos County, Colorado, as more fully described in the legal description attached hereto.

NOW THEREFORE, in accordance with Article X, Section 3 of said Covenants, Declarant being the owner of a number of lots in excess of the required majority hereby amends the aforementioned Covenants and incorporates the following amendments by reference thereto as follows:

Refer: ARTICLE IX RESTRICTIONS ON RESIDENTIAL TRACTS, Section 2, Dwelling Home to be Constructed First, page 22, delete last sentence; last sentence shall now read as follows:

Any and all building or construction, whether it be a new building or remodeling, shall be approved in writing by the Homeowners Association Architectural Committee and done in compliance with that approval and in accordance with a building permit secured from Conejos County.

Add the following language on new pages 22(a) and 22(b):

Section 2 (a) Approval of Plans. For the purpose of further insuring the construction and/or alteration of all building structures to high standards, the Architectural Committee reserves the power to control the building, structures and other improvements placed on each lot, as well as to make exceptions to these Restrictions as the Architectural Committee deems necessary, appropriate or proper. Any exception(s) to these Restrictions made by the Architectural Committee shall not establish a precedent or implied approval to a new application as the Architectural Committee deems each lot unique to other lots in the Subdivision.

Section 2 (b) Refusal to Approve. Refusal to approve plans and specifications by the Architectural Committee may be based on any ground, including purely aesthetic grounds which, in the sole judgement and uncontrolled discretion of the Architectural Committee shall seem sufficient.

Section 2 (c) Failure to Approve or Disapprove. If the Architectural Committee shall fail to approve or disapprove the plans and specifications within forty five (45) days after written request, then approval shall not be required; provided that no building or structure shall be erected which violates any of the Covenants or Amendments thereto.

Section 2 (d) Composition of Committee. The Homeowners Association Architectural Committee shall be composed of not less than three (3) nor more than five (5) members and shall be responsible to the Board of Directors of the Association. The members of the Architectural Committee shall not be entitled to any compensation for services performed pursuant to this Declaration.

Section 2 (e) Services of Architect. The Architectural Committee shall, however, have the authority to use the services of an architect as consultant and charge a sum to the submitting Lot Owner, not to exceed one hundred fifty dollars (\$150.00), for each set of plans and specifications submitted to it for approval to defray the fees of the consultant. The consultant shall not have the right to vote in passing on the plans and specifications.

Section 2 (f) Successors and Election. Until Declarant sells or conveys all lots owned by Declarant, Declarant shall have the right to appoint two (2) members (or their successors) to the Committee in the event that the Committee is composed of three (3) members and shall appoint three (3) members in the event that the committee is composed of five (5) members. The member(s) not so appointed by the Declarant shall be elected by the members of the Homeowners Association. Upon the sale of all lots owned by Declarant, all members of the Architectural Committee shall be elected on an annual basis by the Association and all members shall be members of the Association. In the event of death or resignation of any member of the Architectural Committee, the remaining members shall have the authority to designate a successor until the next regularly scheduled annual meeting.

Section 2 (g) The Architectural committee shall designate a chairperson who shall be responsible for the day to day administration of the Committee and represent the Committee at the Homeowners Association Board Meeting.

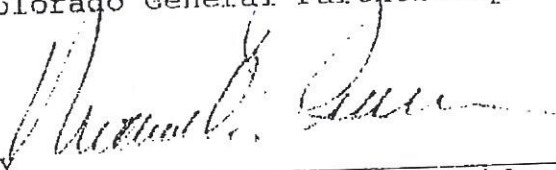
Refer: ARTICLE IX RESTRICTIONS ON RESIDENTIAL TRACTS, Section 3, Building Specifications, page 23. Delete second full sentence. New Section 3(a) shall now read as follows:

Section 3(a). Minimum Size Requirements. No one story buildings shall be constructed with a fully enclosed first floor area of less than 1050 square feet, exclusive of carport, garage, and open porches or decks. No two story building shall be constructed with a fully enclosed first floor area of less than 900 square feet.

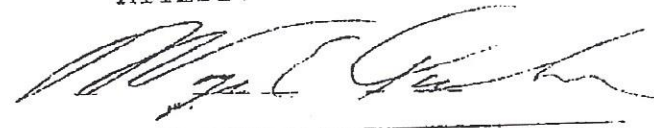
IN WITNESS WHEREOF, the undersigned, the Declarant herein has hereunto set their hand and seal this 31<sup>st</sup> day of May 1992.

BEAR CREEK LAND COMPANY, a  
Colorado General Partnership

BY

  
Michael C. Quinlan, President  
Quinlan Group, Inc., General  
Partner.

ATTEST:

  
Wayne E. Quinlan, Vice  
President

The land referred to in Schedule A is situated in the State of Colorado, County of ... CONEJOS ...  
and is described as follows:

All of tract 48 and a portion of tract 49, located in Sections 22, 26, and 27, Township 33 North, Range 6 East N.M.P.M., as shown on the plat thereof on file in the Office of the Clerk and Recorder of Conejos County, Colorado, under Reception No. 148083.  
Formerly described as follows: (SW $\frac{1}{4}$ NW $\frac{1}{4}$ NW $\frac{1}{4}$ , S $\frac{1}{4}$ NW $\frac{1}{4}$ , and N $\frac{1}{4}$ NW $\frac{1}{4}$ SW $\frac{1}{4}$  of Section 26, Township 33 North, Range 6 East N.M.P.M., and SW $\frac{1}{4}$ NE $\frac{1}{4}$ , NW $\frac{1}{4}$ NE $\frac{1}{4}$ NE $\frac{1}{4}$ , S $\frac{1}{4}$ NE $\frac{1}{4}$ NE $\frac{1}{4}$ , W $\frac{1}{4}$ NE $\frac{1}{4}$ NE $\frac{1}{4}$ NE $\frac{1}{4}$ , SE $\frac{1}{4}$ NE $\frac{1}{4}$ , E $\frac{1}{4}$ NW $\frac{1}{4}$ NE $\frac{1}{4}$ SE $\frac{1}{4}$  and NE $\frac{1}{4}$ NE $\frac{1}{4}$ SE $\frac{1}{4}$  of Section 27, Township 33 North, Range 6 East N.M.P.M.)

Said Tract 48 and a portion of Tract 49, located in Sections 22, 26 and 27, Township 33 North, Range 6 East N.M.P.M., Conejos County, Colorado, is more particularly described as follows:

Beginning at AP 1, a G.L.O. brass cap, set for the upper northeast corner of said Tract 48;

Thence along the boundary of said Tract 48 for the following nine courses:

Thence South 660.00 feet to AP 14;  
Thence East 990.00 feet to AP 13;  
Thence South 660.00 feet to AP 12;  
Thence East 1981.98 feet to AP 11;  
Thence South 1320.00 feet to AP 10;  
Thence West 1321.32 feet to AP 9;  
Thence South 660.00 feet to AP 8;  
Thence N 89°58'43" W 2310.00 feet to AP 7;  
Thence North 660.00 feet to AP 6, on the South line of said Tract 49;

Thence S 89°51' W 1647.36 feet to AP 5, a G.L.O. brass cap, set for the lower Southwest corner of said Tract 49;

Thence North 1320.00 feet along the lower West line of said Tract 49 to a G.L.O. brass cap set for the Southwesterly inner corner of said Tract 49;

Thence N 89°51' E 1318.02 feet across said Tract 49 to AP 3., a G.L.O. brass cap, set for the upper Southwest corner of said Tract 48;

Thence North 1320.00 feet on a line between said Tract 48 and 49 to a point for the Northwest corner of said Tract 48 and the Northeast corner of Tract 49; (AP2, TR 48, AP 1, TR 49)

Thence East 988.68 feet along the North line of said Tract 48 to the Place of Beginning.

Less and except that portion of the above described tract lying within the right-of-way of Colorado State Highway No. 17. The description of said right-of-way is recorded in Book 217, Pages 443-454 A of the deed records of Conejos County, Colorado, containing 9.702 Acres, more or less.

AND, Lots 122, 123, 124, 125, 126, 137, 138, 139, 140, 141, and 142 in Phase II-A of Bear Creek Subdivision, as per the plat filed for record under Reception No. 205806 in the Office of the County Clerk and Recorder, Conejos County, Colorado;

AND, Lots 1 through 81 in Bear Creek Subdivision, Phase I, as per the amended plat recorded under reception No. 203118 in the Office of the County Clerk and Recorder, Conejos County, Colorado.