

**SECOND AMENDMENT TO SUPPLEMENT TO
DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR
HIGHLAND MEADOWS
(The Woods at Highland Meadows)**

This Second Amendment to Supplement to Declaration of Covenants, Conditions, and Restrictions for Highland Meadows (The Woods at Highland Meadows) (the "Second Amendment") is made effective as of the date recorded with the Clerk and Recorder of Larimer County, Colorado.

Recitals

A. The Supplement to Declaration of Covenants, Conditions, and Restrictions for Highland Meadows (The Woods at Highland Meadows) (the "Supplement") was recorded with the Clerk and Recorder of Larimer County, Colorado on September 29, 2004 at Reception No. 2004-0095526.

B. The First Amendment to Supplement to Declaration of Covenants, Conditions and Restrictions for Highland Meadows (The Woods at Highland Meadows) (the "First Amendment") was recorded with the Clerk and Recorder of Larimer County, Colorado on July 28, 2010 at Reception No. 20100043074.

C. Article X of the Supplement provides that the Supplement may be amended by the written consent of those Members of the Highland Meadows Community Association, Inc., a Colorado nonprofit corporation (the "Association") who represent at least 67% of the total votes in The Woods at Highland Meadows neighborhood (the "Neighborhood"), as well as the consent of the Association and the Association's Board. No Declarant consent is required because the Declarant Control Period has expired.

D. Attached to this Second Amendment and incorporated by reference are the consents of Association Members representing at least 67% of the total votes in the Neighborhood, as well as the consents of the Association and the Association's Board.

Second Amendment

1. Article 6.2.1 of the Supplement (Residences) is deleted in its entirety and replaced with the following:

6.2.1 Residences. All exterior maintenance, repair and replacement of each owner's residential dwelling structure ("Residence") including, without limitation, the roof, foundation, walls, windows, screens, patios, decks, repair and replacement of the exterior trim and exterior surfaces of doors and paint on all exterior trim and exterior surfaces of doors shall be the responsibility of the Owner. Each Owner shall keep his/her Unit's appearance well maintained and comparable to other Units in the neighborhood (including without limitation, repainting in approved colors and textures when exterior paint is peeling, cracked or faded). Each Owner is

responsible for the interior of the Owner's Residence and all other maintenance and repair of the Residence not otherwise the responsibility of the Association under this supplement.

2. Article IX (Neighborhood Committee) is amended and restated to read in its entirety as follows:

ARTICLE IX. NEIGHBORHOOD COMMITTEE

As authorized in Section 5.2 of the By-Laws, Owners in the Neighborhood shall elect a five person Neighborhood Committee to determine the nature and extent of any additional services beyond those set forth in this Supplemental Declaration to be provided to the Neighborhood by the Association. The Neighborhood Committee may advise the Board on other issues relating to the Neighborhood, but it shall not have the authority to bind the Board except as specified in this Supplemental Declaration.

Neighborhood Committee members shall be elected for staggered terms of two years each. Members of the Neighborhood Committee may act by unanimous written consent in lieu of a meeting. Any director elected to the Board from the Neighborhood shall be an ex-officio member of the Neighborhood Committee.

3. Unless otherwise defined, words and phrases in this Second Amendment are as defined in the Supplement or in the Declaration of Covenants, Conditions, and Restrictions for Highland Meadows recorded with the Clerk and Recorder of Larimer County, Colorado on November 17, 1998 at Reception No. 98101021.

4. Except as amended by this Second Amendment, all provisions of the Supplement remain in full force and effect.

[Consent pages follow]

**MEMBER CONSENT
TO
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Date: 11-26, 2014

Cecil Maddox

Mary Maddox

Member(s) Name(s) (please print)

Cecil Maddox

Member Signature

Mary Maddox

Member Signature

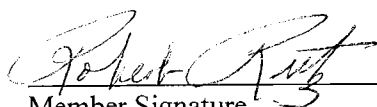
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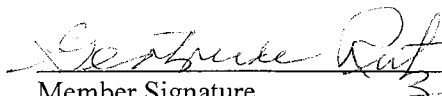
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Date: 11/27, 2014

BOB & GERTY RUTZ
Member(s) Name(s) (please print)


Member Signature


Member Signature

Address: 8234 SPINNAKER BAY DR.

**MEMBER CONSENT
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Date: 11-27-14, 2014

Lois + Bill Bruss
Member(s) Name(s) (please print)

Lois Bruss
Member Signature

Bill Bruss
Member Signature

Address: 8242 Hidden Cove Ct.

**MEMBER CONSENT
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Date: 12-3-2014, 2014

RICK PILLING, CATHERINE PILLING
Member(s) Name(s) (please print)

Rick Pilling
Member Signature

Catherine Pilling
Member Signature

Address: 8245 Hidden Cove Ct.

**MEMBER CONSENT
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Date: 12/03/14, 2014

David L. Danielson

Member(s) Name(s) (please print)

David L. Danielson

Member Signature

Bonnie Danielson

Member Signature

Address: 8230 SPINDAKER BAY DR.

**MEMBER CONSENT
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Date: 2 December, 2014

John Trierweiler
Sonja Trierweiler

Member(s) Name(s) (please print)

John Trierweiler
Member Signature

Sonja Trierweiler
Member Signature

Address: 8214 Spinnaker Bay Drive

**MEMBER CONSENT
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Date: 12-1, 2014

Michael Prom
Member(s) Name(s) (please print)

Member Signature

Michael Prom
Member Signature

Address:

8222 Spinnaker Bay Dr.
Windson, CO 80528

**MEMBER CONSENT
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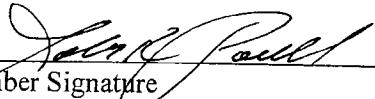
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12-16-2014

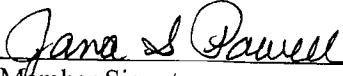
Member(s) Name(s) (please print)

John R + Jane S. Powell

Member Signature



Member Signature



Address:

8210 SPinnaker Bay Dr

**MEMBER CONSENT
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Date: 12-1-2014, 2014

Jana S. Powell (McCollough)
Member(s) Name(s) (please print)

Member Signature

Jana S Powell
Member Signature

Address: 8211 8211 Nautical CT

**MEMBER CONSENT
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Date: December 1, 2014

DOROTHY M. FITZGERALD
Member(s) Name(s) (please print)

Dorothy M. Fitzgerald
Member Signature

Member Signature

Address: 8236 HIDDEN COVE CT, WINDSOR, CO. 80578

**MEMBER CONSENT
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Date: December 3, 2014

James F & Marilyn A. Fender
Member(s) Name(s) (please print)

James F. Fender
Member Signature

Marilyn A. Fender
Member Signature

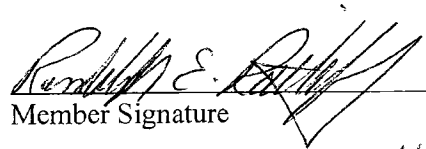
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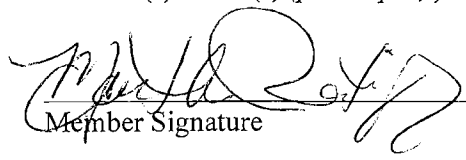
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Date: 12-1-2014, 2014

Martha & Randy Ratliff
Member(s) Name(s) (please print)


Member Signature


Member Signature

Address: 8238 Hidden Cove Ct

**MEMBER CONSENT
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Date: 11-28, 2014

Kileen Pearson
Member(s) Name(s) (please print)

Member Signature

Kileen Pearson
Member Signature

Address: 8213 Nautical Ct. Windsor, Co 80528

**MEMBER CONSENT
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Date: 12-1-14, 2014

KATHRYN + RON SMITH
Member(s) Name(s) (please print)

Kathryn Smith
Member Signature

Ronald S. Smith
Member Signature

Address: 8223 Nautical Ct. Windsor, Co 80528

**MEMBER CONSENT
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Date: DECEMBER 2, 2014, 2014

JAMES A LOISEAU

Millie Loiseau

Member(s) Name(s) (please print)

James A. Loiseau
Member Signature

Millie K. Loiseau
Member Signature

Address: 8246 SPINDLER BR; DV

**MEMBER CONSENT
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Date: DEC. 1, 2014

LLOYD & CECILE NELSON
Member(s) Name(s) (please print)

Lloyd Nelson
Member Signature

Cecile Nelson
Member Signature

Address: 8256 SPINNAKER BAS DR. WINDSOR CO 18
80528

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Date: 1 Dec., 2014

William L. Weaver

William L. Weaver

Member(s) Name(s) (please print)

William L. Weaver

Member Signature

Nancy P. Weaver

Member Signature

Address: 8254 Spruce Ln Bay Dr. Windsor, CO 80525

**MEMBER CONSENT
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Date: Nov 30, 2014

RONALD S. HERT

MARY A. HERT
Member(s) Name(s) (please print)

Ronald S. Hert
Member Signature

Mary A. Hert
Member Signature

Address: 8215 Nautical CT

**MEMBER CONSENT
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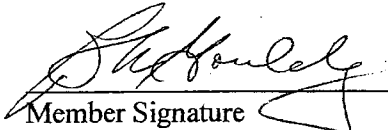
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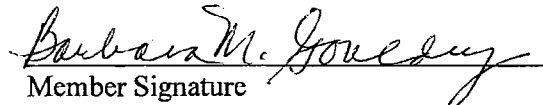
Date: November 26, 2014

Bruce K. Gouldley

Barbara M. Gouldley

Member(s) Name(s) (please print)


Member Signature


Member Signature

Address: 8249 Hidden Cove Ct., Windsor, CO 80528

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Date: November 26, 2014, 2014

BK & Paul L McDill

Member(s) Name(s) (please print)

BK McDill

Member Signature

Paul L McDill

Member Signature

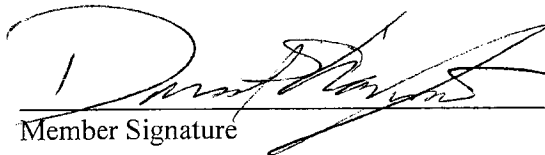
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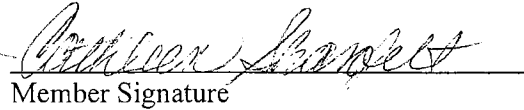
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Date: November 26, 2014

DONALD & CATHLEEN SHANFELT
Member(s) Name(s) (please print)


Member Signature


Member Signature

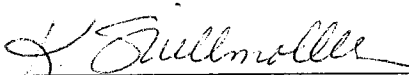
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Date: 11-25-2014, 2014

PAUL SCHILLMOLLER
KAY SCHILLMOLLER
Member(s) Name(s) (please print)


Member Signature


Member Signature

Address: 8247 Hidden Cove Ct Windsor 80528

**MEMBER CONSENT
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Date: 11/26, 2014

THOMAS M. MACHIORLETTI
MARILYN C. MACINTYRE
Member(s) Name(s) (please print)

Marilyn MacIntyre Thomas M. Machiorletti
Member Signature Member Signature

Address: 8235 Hidden Cove Est, Windsor, CO

80521



**MEMBER CONSENT
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Date: 4/25, 2014

J. David Voies

Member(s) Name(s) (please print)

J. David Voies

Member Signature

Member Signature

Address:

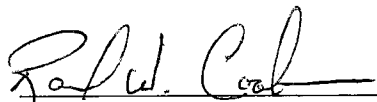
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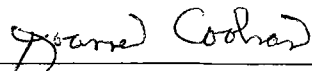
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Date: 11-27-14, 2014

RAUD W. COOLMAN - JOANNE COOLMAN lman
Member(s) Name(s) (please print)


Member Signature


Member Signature

Address: 8239 HIDDEN COVE CT. WINDSOR CO 80528

**MEMBER CONSENT
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Date: Nov. 25, 2014

GORDON; FAYE MURDOFF
Member(s) Name(s) (please print)

Jordan A. Murdoff
Member Signature

Faye A. Murdoff
Member Signature

Address: 8209 SPINNAKER BAY DR. Windsor, Co. 80528

**MEMBER CONSENT
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Date: November 28, 2014

Burton I. Dolgin
IONA A. DOLGIN

Member(s) Name(s) (please print)

Burton I. Dolgin
Member Signature

Iona A. Dolgin
Member Signature

Address: 8217 Nautical Ct., Windsor, CO 80528

**MEMBER CONSENT
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Date: Nov. 26, 2014

DAVID S. YANCIECH
Member(s) Name(s) (please print)

David S. Yanciech
Member Signature

Member Signature

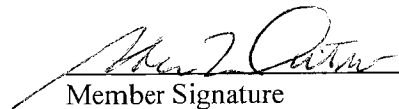
Address: 8232 Spismaker Bay Dr, Denver, Co. 80528

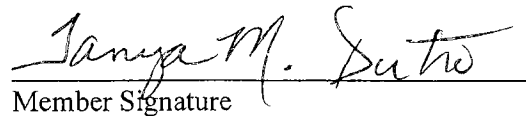
**MEMBER CONSENT
TO
SECOND AMENDMENT TO SUPPLEMENT TO
DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR
HIGHLAND MEADOWS
(The Woods at Highland Meadows)**

The undersigned, being a Member in the Highland Meadows Community Association, Inc., a Colorado nonprofit corporation ("Association"), and an Owner of a Unit within The Woods at Highland Meadows neighborhood, consents to the foregoing Second Amendment to Supplement to Declaration of Covenants, Conditions, and Restrictions for Highland Meadows (The Woods at Highland Meadows).

Date: Nov. 25, 2014

Steven L. Dutro, Tanya M. Dutro
Member(s) Name(s) (please print)


Member Signature


Member Signature

Address: 8216 Spinnaker Bay Dr.

**ASSOCIATION AND BOARD CONSENT
TO
SECOND AMENDMENT TO SUPPLEMENT TO
DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR
HIGHLAND MEADOWS
(The Woods at Highland Meadows)**

The Highland Meadows Community Association, Inc., a Colorado nonprofit corporation ("Association"), consents to the foregoing Second Amendment to Supplement to Declaration of Covenants, Conditions, and Restrictions for Highland Meadows (The Woods at Highland Meadows).

Date: Dec. 11, 2014, 2014

Highland Meadows Community
Association, Inc., a Colorado nonprofit
corporation

By: Marjorie Blixhavn
Marjorie Blixhavn, President

ATTEST:

Arthur H. Downey
ARTHUR H. DOWNEY, Secretary

The undersigned, being the duly elected and acting Secretary of the Association, certifies that the Association Board has consented to the foregoing Second Amendment to Supplement to Declaration of Covenants, Conditions, and Restrictions for Highland Meadows (The Woods at Highland Meadows) at a meeting of the Board held on the 14th day of October, 2014.

Arthur H. Downey
ARTHUR H. DOWNEY, Secretary