

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

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

B. 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 ("Association") who represent at least 67% of the total votes in The Woods at Highland Meadows neighborhood ("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.

C. Attached to this First 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.

First Amendment

1. Articles 6.2.2 of the Supplement (Maintenance of Landscaping and Other Improvements) is amended and restated to read in its entirety as follows:

6.2.2 Landscaping and Other Improvements. Except as provided below with regard to snow removal, each Owner shall be responsible for maintaining, repair and replacing:

(a) All landscaping and other improvements (including, without limitation, driveways and sidewalks) that are located on the Owner's Unit (with the exception of the Residence which is addressed in Article 6.2.1 above); and

(b) Any portion of the driveway serving each Owner's Unit which is located outside the Unit's boundary on Exclusive Common Area.

The Association shall be responsible for removing snow as reasonably necessary from the walkways and driveways located either on the Unit or the Common Area, including any walkway leading from the front door of the Residence to the adjacent street and/or to the driveway located on a Unit, whether such walkway lies on the Common Area or a Unit. Each Owner shall be responsible for snow removal from any patio or deck areas located on a Unit and any other areas of the Unit for which the Association does not have snow removal responsibility. The sidewalks immediately adjacent to and parallel with the streets in the Neighborhood ("Street Sidewalks") are within the publicly dedicated street right-of-way. As a result, the Town of Windsor is responsible for maintaining, repairing and replacing the Street Sidewalks, except that the Association shall be responsible for removing snow as reasonably necessary from the Street Sidewalks.

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 five years each such that, in any given year, one Neighborhood Committee member's term will expire and one Neighborhood Committee member will be elected to a new five year term. 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 First 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 First Amendment, all provisions of the Supplement remain in full force and effect.

[Consent pages follow]

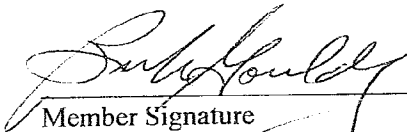
**MEMBER CONSENT
TO
FIRST AMENDMENT TO SUPPLEMENT TO
DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR
HIGHLAND MEADOWS
(The Woods at Highland Meadows)**

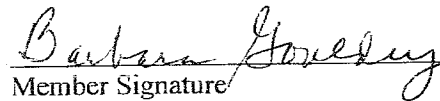
The undersigned, being a Member in the Highland Meadows Community Association, Inc., a Colorado nonprofit corporation ("Association"), and an Owner of a Unit within The Woods at Highland Meadows neighborhood, consents to the foregoing First Amendment to Supplement to Declaration of Covenants, Conditions,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

Date: June 26, 2010

Bruce K. & Barbara M. Gouldley

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


Member Signature


Member Signature

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

**MEMBER CONSENT
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Date: July 2, _____, 2010

Warren D Wilson
Member(s) Name(s) (please print)

Warren D Wilson
Member Signature

Member Signature

Address:



Mr Warren D Wilson
8208 Spinnaker Bay Dr
Windsor CO 80528-7504

**MEMBER CONSENT
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Date: _____, 2010

JEFFREY L. STRAVES
Member(s) Name(s) (please print)

Member Signature

[Signature]
Member Signature

Address: 8219 NAUTICAL CT.

**MEMBER CONSENT
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Date: June 24, 2010

Yvonne Hill/Donald Hill
Member(s) Name(s) *(please print)*

Yvonne Hill
Member Signature

Donald Hill
Member Signature

Address: 8237 Hidden Cove Ct, Windsor, CO 80528

**MEMBER CONSENT
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Date: 6-24-10, 2010 Lois & Bill BRUSS
Member(s) Name(s) (please print)

Lois Riley Bruss [Signature]
Member Signature Member Signature

Address: 8242 Hidden Cove Ct.

**MEMBER CONSENT
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Date: JUNE 21, 2010

HAROLD E. & DEANNA D MILLER
Member(s) Name(s) (please print)

H. E. Miller
Member Signature

Deanna D. Miller
Member Signature

Address: 8212 SPINNAKER BAY DRIVE

**MEMBER CONSENT
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Date: June 16, 2010

Rand & Joanne Coolman
Member(s) Name(s) (please print)

Rand Cool

Member Signature

Joanne Coolman

Member Signature

Address: 8239 Hidden Cove Ct.

MEMBER CONSENT
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Date: June 23, 2010

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

Cecile Nelson
Member Signature

Lloyd Nelson
Member Signature

Address: 8256 SPINNAKER BAY DR. WINDSOR - 80528

**MEMBER CONSENT
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Date: June 14, 2010

John R. Powell
Member(s) Name(s) (please print)

[Signature]
Member Signature

[Signature]
Member Signature

Address: 8210 Spinnaker Bay

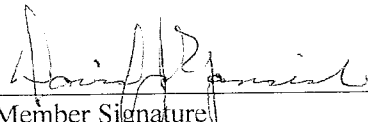
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DAVID J. & CAROL L. YANCIK +1

Date: 6/14, 2010

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


Member Signature

Carol L. Yancik
Member Signature


Address: 8339 Spinnaker Bay Dr, Windsor, Co. 80528

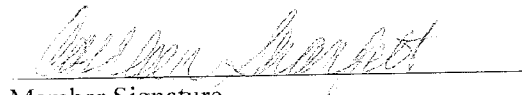
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Date: 15 JUNE, 2010

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


Member Signature


Member Signature

Address: 8218 SPINNAKER TRAY DR.
WINDSOR, CO 80528

FELT

**MEMBER CONSENT
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Date: JUNE 15 , 2010

William L. Weaver
Nancy P. Weaver
Member(s) Name(s) (please print)

William L. Weaver
Member Signature

Nancy P. Weaver
Member Signature

Address: 8254 SPINNAKER BAY DR

**MEMBER CONSENT
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Date: June 16, 2010

Paul & Becky McDill
Member(s) Name(s) (please print)

Paul L. McDill
Member Signature

BK McDill
Member Signature

Address: 8240 Hidden Cove Ct

**MEMBER CONSENT
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Date: June 17, 2010 2010

David L. Danielson
BONNIE DANIELSON
Member(s) Name(s) (please print)

David L. Danielson
Member Signature

Bonnie Danielson
Member Signature

Address: 8230 Spinnaker Bay Dr.

**MEMBER CONSENT
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Date: June 17, 2010

JAMES A. LOISELLE
Mildred K. Loiseau
Member(s) Name(s) (please print)

James A. Loiseau
Member Signature

Mildred K. Loiseau
Member Signature

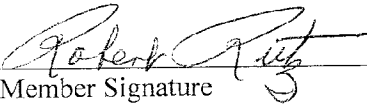
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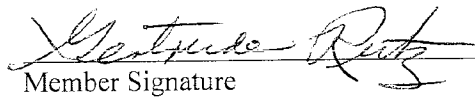
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Date: 6/17, 2010

ROBERT RUTZ & GERTRUDE RUTZ
Member(s) Name(s) (please print)


Member Signature


Member Signature

Address: 8234 Spinnaker Bay Dr, Windsor, Co.

**MEMBER CONSENT
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Date: 6-17-10, 2010

J. David Vorkes
Member(s) Name(s) (please print)

[Handwritten Signature]
Member Signature

[Handwritten Signature] 80528
Member Signature

Address: 8251 Hidden Cove CT

**MEMBER CONSENT
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Date: June 15, 2010

Bruce G. Baker Marsha Baker
Member(s) Name(s) (please print)

Bruce G. Baker
Member Signature

Marsha Baker
Member Signature

Address: 8238 Hidden Cove CT. Windsor, Co. 80528

**MEMBER CONSENT
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Date: JUNE 15, 2010

RONALD E. + KATHRYN E. SMITH
Member(s) Name(s) (please print)

Ronald E. Smith
Member Signature

Kathryn E. Smith
Member Signature

Address: 8223 NAUTICAL COURT
WINDSOR, CO 80518-7503

**MEMBER CONSENT
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Date: 6-14, 2010

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

Tanya M Dutton
Member Signature

[Signature]
Member Signature

Address: 8216 Spinnaker Bay Dr
Windsor, CO 80528

**MEMBER CONSENT
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Date: June 17, 2010

JAMES & DOROTHY FITZGERALD
Member(s) Name(s) (please print)

[Signature]
Member Signature

[Signature]
Member Signature

Address: 8736 Huddle Cove Ct, Windsor 80528

**MEMBER CONSENT
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Date: June 18, 2010 Alan Brown
Member(s) Name(s) (please print)

Alan Brown _____
Member Signature Member Signature

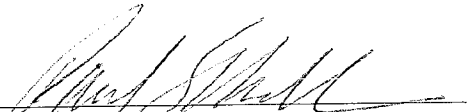
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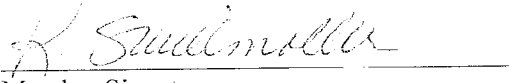
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Date: June 16, 2010

Paul & Kay Schillmoller
Member(s) Name(s) (please print)


Member Signature


Member Signature

Address: 8247 Hidden Cove Ct Windsor CO 80528

**MEMBER CONSENT
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Date: June 16, 2010

JANA McCullough
Member(s) Name(s) (please print)

Jana McCullough
Member Signature

Member Signature

Address: 8211 Nautical Ct - Windsor, CO 80528

**MEMBER CONSENT
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Date: June 18, 2010

Rick + 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: JUNE 19 , 2010

 ANTHONY M. PECONE
Member(s) Name(s) *(please print)*

 Anthony M. Pecone
Member Signature

Member Signature

Address: 8221 NAUTICAL CT., WINDSOR, CO. 80528

**MEMBER CONSENT
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Date: 17 June, 2010

Sonja L. Trierweiler
John F. Trierweiler
Member(s) Name(s) (please print)

Sonja L. Trierweiler
Member Signature

John F. Trierweiler
Member Signature

Address: 8214 Spinnaker Bay Drive

**MEMBER CONSENT
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Date: June 18, 2010

Burton I. Dolgin and
Fiona A. Dolgin
Member(s) Name(s) *(please print)*

Burton I. Dolgin
Member Signature

Fiona A. Dolgin
Member Signature

Address: 8717 Nautical Ct, Windsor, CO 80578

**MEMBER CONSENT
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Date: June 14, 2010

THOMAS MACHIORLETT,
MARILYN MACINTYRE
Member(s) Name(s) (please print)

[Signature]
Member Signature

[Signature]
Member Signature

Address: 5235 Hidden Cove Crt, Warden, Co 80525

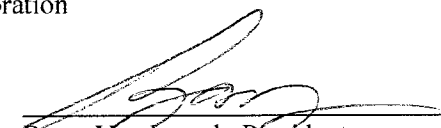
**ASSOCIATION AND BOARD CONSENT
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Date: July 19, 2010

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


By:


Barry Vanderwyk, President

ATTEST:


Marjorie Blixhavn, Secretary

The undersigned, being the duly elected and acting Secretary of the Association, certifies that the Association Board has consented to the foregoing First 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 19th day of July, 2010.


Marjorie Blixhavn, Secretary