

7 PAGE DOCUMENT

Mesa County Clerk & Recorder: Index in Grantee's Index under Red Rocks Valley and Red Rocks Valley Homeowners Association, Inc., and also under Grantor's Index as Red Rocks Real Estate Partners, LLC, a Colorado limited liability company.

After recording, return to:
Karen Reutzel
Fairfield and Woods, P.C.
1801 California Street, Suite 2600
Denver, CO 80202

**SECOND SUPPLEMENTAL DECLARATION TO THE
AMENDED AND RESTATED MASTER DECLARATION

OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR RED ROCKS VALLEY**

This Second Supplemental Declaration to the Amended and Restated Master Declaration of Covenants, Conditions and Restrictions for Red Rocks Valley (the "Second Supplemental Declaration") is dated this 8th day of May, 2015.

RECITALS

This Second Supplemental Declaration is based upon the following facts:

A. On October 10, 2008, Redlands Valley Cache, LLC, a Colorado limited liability company, recorded the Declaration of Covenants, Conditions and Restrictions of Red Rocks Valley Subdivision in the real property records of Mesa County, Colorado at Reception No. 2461312, thereby creating a planned community known as "Red Rocks Valley" (the Prior Declaration); and,

B. On September 17, 2012, in the real property records of Mesa County, Colorado, the Amended and Restated Master Declaration of Covenants, Conditions and Restrictions for Red Rocks Valley (the "Amended Declaration") was recorded at Reception No. 2625703, which amended and restated the Prior Declaration and modified the Property subject to the Amended Declaration. The Amended Declaration was corrected by the First Amendment to the Amended and Restated Master Declaration of Covenants, Conditions and Restrictions for Red Rocks Valley, recorded on April 20, 2015 at Reception No. 272167 in the real property records of Mesa County, Colorado; and,

C. On April 27, 2015, the First Supplemental Declaration to the Amended Declaration was recorded at Reception No. 2721861 in the real property records of Mesa County, Colorado, which annexed additional Lots into the Common Interest Community; and,

D. The Property subject to the Declaration as of the date of this Second Supplemental Declaration is set forth on **Exhibit A**, attached hereto and incorporated herein by this reference; and,

E. The "Declarant," Red Rocks Real Estate Partners, LLC, a Colorado limited liability company, now desires to annex additional real property into the Common Interest Community and make such property subject to the Amended Declaration, pursuant to Declarant's reserved right to annex additional property as set forth in Chapter 5, Section 9(b) of the Amended Declaration; and,

F. The Declarant is the owner of the real property proposed to be annexed; and,

G. The real property proposed to be annexed is "Annexable Property" described on Exhibit B to the Amended Declaration, as amended; and,

H. As of the date of this Second Supplemental Declaration, the Declarant is within the time period to exercise its reserved right to annex Annexable Property into the Common Interest Community as provided by Chapter 5, Section 9 of the Amended Declaration.

AMENDMENT

NOW THEREFORE, in consideration of the foregoing, the Declarant hereby exercises its right to the annex the additional real property set forth on Exhibit B, attached hereto and incorporated herein by this reference (hereafter the "Additional Property"), into the Common Interest Community subject to the following terms and conditions:

1. The Additional Property shall be annexed into the Common Interest Community and made subject to the Amended Declaration and any amendments and supplements thereto, and shall thereby be subject to all of the terms, provisions, covenants, conditions, reservations, charges and liens, including assessments, applicable under the Amended Declaration and is expressly subject to all of the provisions of the Articles of Incorporation, Bylaws, rules, regulations and guidelines of the Association, except as supplemented herein.

2. The annexation of the Additional Property shall be effective upon the recording of this Second Supplemental Declaration in the office of the Clerk and Recorder for Mesa County, Colorado.

3. Upon the recording of this Second Supplemental Declaration, the Allocated Interests of each Lot shall be recalculated pursuant to the formula set forth in Chapter One, Section 3 of the Amended Declaration, and shall thereafter total 1/58, provided that the Allocated Interests will change if additional Lots are subsequently annexed into the Common Interest Community.

4. The Supplemental Map is Red Rocks Homes Filing 1, a Replat of Block 1 of Red Rocks Patio Homes, recorded on 6-25-2015 at Reception No. 2728517 in the real property records of Mesa County, Colorado.

5. After the recording of this Second Supplemental Declaration, Declarant shall convey Tracts B, C, and D of the Additional Property to the Red Rocks Valley Homeowners Association, Inc. ("HOA") for trail and utility purposes for the use and benefit of the entire

Common Interest Community. Declarant hereby designates Tracts B, C, and D as Association Properties and Common Elements of the Common Interest Community, effective upon the recording of the deed or deeds conveying ownership of such Tracts to the HOA. The care, operation, management, maintenance, upkeep, repair, replacement and renovation (collectively "Maintenance") of Tracts B, C, and D shall be the responsibility of the HOA and shall be a Common Expense of the entire Common Interest Community.

6. After the recording of this Second Supplemental Declaration, Declarant shall convey Tract A of the Additional Property to the HOA for private street purposes. Declarant hereby designates Tract A together with the Improvements located upon the Additional Property listed below as "limited common elements" for the primary use and benefit of the Lots within the Additional Property: 1) any fencing installed by Declarant to separate Tracts B, C, and D (private trails) from the Lots; 2) any perimeter privacy fencing and/or retaining walls installed by Declarant between Ruby Mountain Road and/or Rock Valley Road and the Additional Property (Tract A and the foregoing listed Improvements shall collectively be referred to as the "LCEs").

7. The Maintenance of the LCEs shall be the responsibility of the HOA; provided, however, that the cost for such Maintenance shall be assessed solely against the Lots within the Additional Property as an "Assessment to Fewer than All Lots" as authorized by Chapter Two, Article IV, Section 8 of the Amended and Restated Declaration (the "LCE Assessment"). The formula for calculating the LCE Assessment against the Lots within the Additional Property shall be equal to a fraction, the numerator of which is 1 and the denominator of which is the total number of Lots that have been assigned the primary use of such LCEs by this or future Supplemental Declarations. The initial Allocated Interest for the LCE Assessment shall be 1/12.

8. Any curbing, property boundary markers or other such similar landscaping elements installed or permitted to be installed by Declarant to demarcate the property boundary line between two Lots ("Boundary Markers") shall be jointly owned, maintained and kept in good repair by the Owners of the Lots who share the property boundary. No Owner may remove any Boundary Marker without the prior written consent of the HOA and of the Owner of the adjacent Lot that who shares the Boundary Marker.

9. Notwithstanding any contrary provision in the Amended Declaration, no fences shall be constructed, installed, erected or maintained on any Lot within the Additional Property except such fences, in such locations, as were installed or permitted to be installed by the Declarant in its construction of Improvements on the Lots. Notwithstanding the foregoing, small privacy areas or dog runs may be permitted with the prior approval of the Architectural Review Committee, subject to any applicable design guidelines adopted by the Architectural Review Committee.

10. Any capitalized term not otherwise defined in this Second Supplemental Declaration shall have the same meaning herein as ascribed to such term in the Amended Declaration.

11. Except as amended and supplemented by this Second Supplemental Declaration, the Amended and Restated Declaration remains in full force and effect in accordance with its terms. If any term or provision of this Second Supplemental Declaration is inconsistent with any

term or provision of the Amended Declaration, the term or provision of this Second Supplemental Declaration shall control. This Second Supplemental Declaration shall inure to the benefit of and be binding upon the Owners within the Additional Property and their heirs, personal representatives, successors and assigns.

Dated in the date and year first written above.

[Signature Pages Follow]

DECLARANT:

RED ROCKS REAL ESTATE PARTNERS, LLC, a Colorado limited liability company

By: *Mike Serra*

Its: *Authorized Signatory*

STATE OF COLORADO)
) ss.
COUNTY OF *Denver*)

The foregoing instrument was acknowledged before me this *8th* day of *May*, 2015, by *Mike Serra III*, as *Authorized Signatory* of RED ROCKS REAL ESTATE PARTNERS, LLC, a Colorado limited liability company, on its behalf.

Witness my hand and official seal.

Rebecca Taladay
Notary Public

My commission expires: *July 14, 2015*

(S E A L)

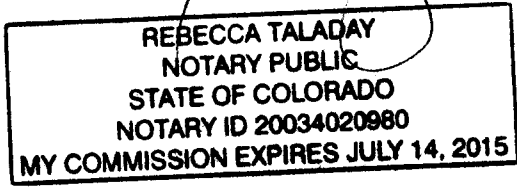


EXHIBIT A

**to the
FIRST SUPPLEMENTAL DECLARATION TO THE
AMENDED AND RESTATED MASTER DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR RED ROCKS VALLEY**

LEGAL DESCRIPTION OF THE PROPERTY:

LOTS 1 THROUGH 6, INCLUSIVE, BLOCK 1;
LOTS 1 THROUGH 17, INCLUSIVE, BLOCK 2;
LOTS 1 THROUGH 9, INCLUSIVE, BLOCK 3;
LOTS 1 THROUGH 10, INCLUSIVE, BLOCK 4;
LOTS 1 THROUGH 4, INCLUSIVE, BLOCK 6;
AND
TRACTS A, B, C, D, E, F, G, H, J, K, L, M, T AND U,

RED ROCKS VALLEY SUBDIVISION,
COUNTY OF MESA
STATE OF COLORADO,

according to the plat thereof recorded on October 10, 2008 at Reception No. 2461307 in the real property records of Mesa County, Colorado.

EXHIBIT B

to the
**SECOND SUPPLEMENTAL DECLARATION TO THE
AMENDED AND RESTATED MASTER DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR RED ROCKS VALLEY**

LEGAL DESCRIPTION OF ADDITIONAL PROPERTY BEING ANNEXED:

LOTS 1 THROUGH 12, INCLUSIVE; AND
TRACTS A, B, C, AND D;
RED ROCKS HOMES FILING 1,
COUNTY OF MESA,
STATE OF COLORADO,

according to the plat thereof, recorded on 6-25-2015 at Reception No.
2728517 in the real property records of the County of Mesa, State of Colorado, a
replat of Block 1 of Red Rocks Patio Homes (Rec. No. 2689268).