



SCOTT DOYLE, CLERK
LARIMER COUNTY CO

RCPTN# **2005-0050725**

06/22/2005

09:30:00

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#481199

**AMENDMENT TO THE
DEVELOPMENT AGREEMENT AND RESIDUAL LAND USE RESTRICTIONS
FOR HIDDEN VALLEY ESTATES II R.L.U.P. 02-S1948**

This Amendment to the Development Agreement for Hidden Valley Estates II R.L.U.P. 02-S1948 ("Amendment") is made this 21st day of June, 2005, between the Board of County Commissioners of Larimer County, Colorado ("County"), and Backbone Investments, LLC, Crowder Family Investments, Inc., John L. Holman, III, John L. Holman II, Gene and Susan Humphries, Jeffrey R. and Kay Lucas, Andrew Read, Lina Read, Alistair Bullen & Sandra Bullen, Scott T. Charpentier, Classic Custom Builders, Inc. d/b/a Spencer Masterpiece Homes, James A. Hinojos, Warner Family Trust, and David and Marci Haabestad (collectively "Developers").

WHEREAS, the Final Plat of Hidden Valley Estates II R.L.U.P. 02-S1948 was approved by County on December 9, 2003, and recorded on December 9, 2003, at Reception No. 2003-0154011 of the Larimer County records; and

WHEREAS, County and Developers' or Developers' predecessors in interest entered into and executed the Development Agreement and Residual Land Use Restrictions for Hidden Valley Estates II R.L.U.P. 02-S1948, which Development Agreement was recorded on December 9, 2003, at Reception No. 2003-0154012 and re-recorded at Reception # 2004-0018093 of the Larimer County records for the property described on Exhibit "A" attached; and

WHEREAS, Section 3(e) of the Development Agreement provides that, "This Section 3 as it relates to Residual Lots A, B, C and D may not be amended except with the express written consent of the county, all owners of Residual Lots A, B, C, and D and all owners of Lots 1 through 12 after a published notice and hearing before the Board of County Commissioners; and

WHEREAS, Developers are the current owners of Lots 1-12 and Residual Lots A, B, C and D; and

WHEREAS, as a result of County's approval of the Hidden Valley Estates III R.L.U.P. 03-S2168, recorded at Reception No. 2005-0050726 of the Larimer County Records, County and Developers desire to amend the Development Agreement for Hidden Valley Estates II R.L.U.P. 02-S1948.

NOW, THEREFORE, in consideration of the mutual covenants and promises set out herein and the covenants and promises in the Agreement, the parties agree as follows:

Section 3.b.(3) shall be and are hereby modified to read in their entirety as follows:

**Return to:
RLUC/PLNG**

2

3. Residual Lots Use Restrictive Covenant.

b.(3) A Horse Barn not to exceed 5,000 square feet may be constructed in the building envelope shown on Residual Lot A as shown on the Plat. An attached corral not to exceed 10,000 square feet may be constructed in the building envelope shown on Residual Lot A as shown on the Plat. The Horse Barn and corral shall be for the exclusive boarding and stabling of horses owned by the participating owners and residents of Hidden Valley RLUP, Hidden Valley II RLUP, Hidden Valley III RLUP, and other Rural land Use Plans whose Homeowners' Associations have merged with the Hidden Valley Homeowners' Association, including but not limited to Wild Valley RLUP and Wild Valley North RLUP, and their guests. The Horse Barn may include pens, storage for tools, hay, feed, tack, and other equipment and materials incidental to its operation and maintenance. The Horse Barn shall not include facilities for special events such as show, rodeos, exhibitions, parties, or any other activities which could attract large numbers of people, nor shall it permit any activity of a commercial nature.

Notwithstanding the foregoing, should Developer or any Homeowner or any successor or assign elect to construct a Horse Barn and/or corral on Common Area Lot B, Hidden Valley Estates III R.L.U.P., pursuant to Section 3.a.3 of the Hidden Valley Estates III R.L.U.P. 03-S2168 Development Agreement recorded in the Larimer County records, Developers right to construct a Horse Barn and/or corral pursuant to this Section shall be forever extinguished and Residual Lot A of the Hidden Valley Estates II R.L.U.P. 02-S1948 shall remain undeveloped open space.

Except as modified herein, all terms and conditions of the Development Agreement recorded on December 9, 2003, at Reception No. 20030154012 and recorded on February 27, 2004, at Reception 20040018093 of the Larimer County records shall remain in full force and effect.

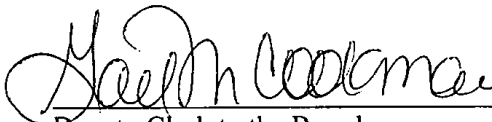
IN WITNESS WHEREOF

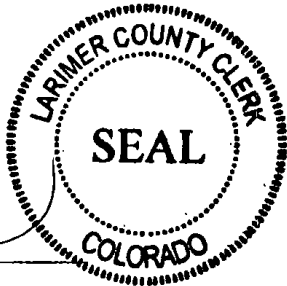
LARIMER COUNTY:

**Board of County Commissioners of
Larimer County, Colorado**


Chair

ATTEST:


Deputy Clerk to the Board



3

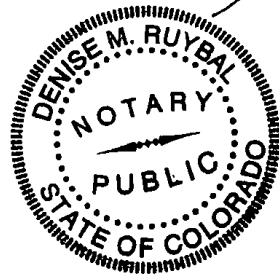
STATE OF COLORADO)
COUNTY OF LARIMER) SS.

Acknowledged before me this 21st day of June, 2005 by
Lathay Fennels

Dense M. Ruybal
Notary Public

Witness my hand and official seal.

My commission expires: 4/29/2007



OWNER(S)/DEVELOPER(S):

Backbone Investments, LLC (Owners of Residual Lots A through D)

By: [Signature] member
Name & Title

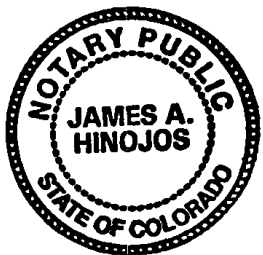
COUNTY OF LARIMER)
STATE OF COLORADO) SS.

Acknowledged before me this 2nd day of June, 2005 by
Scott T. Carpentier

[Signature]
Notary Public

Witness my hand and official seal.

My commission expires: 2-4-08



K

OWNER(S)/DEVELOPER(S):

Crowder Family Investments, Inc. (Owner of Lot 1)

BY: James L. Crowder, Pres.
Name & Title

COUNTY OF LARIMER)
STATE OF COLORADO) SS.

Acknowledged before me this 8th day of June, 2005 by
James L. Crowder President of Crowder Family Investments
Inc.
Barbara C Messmer
Notary Public

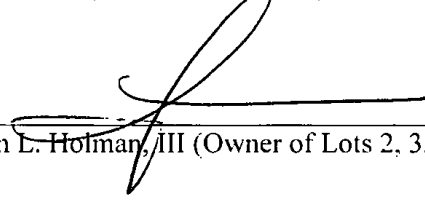
Witness my hand and official seal.

My commission expires. 4-24-08



5

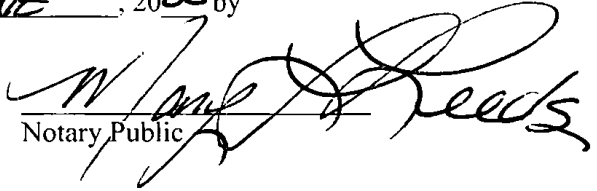
OWNER(S)/DEVELOPER(S):



John L. Holman, III (Owner of Lots 2, 3, and 11)

COUNTY OF LARIMER)
STATE OF COLORADO) SS.

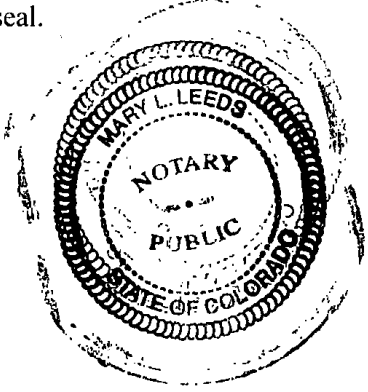
Acknowledged before me this 6 day of JUNE, 2005 by
John L. Holman III



Notary Public

Witness my hand and official seal.

My commission expires:



4

OWNER(S)/DEVELOPER(S):

[Handwritten signature]

John L. Holman Jr. (Owner of Lot 3)

COUNTY OF LARIMER)
STATE OF COLORADO) SS.

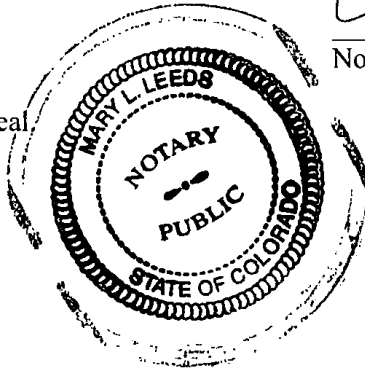
Acknowledged before me this 14 day of JUNE, 2005 by

[Handwritten signature]

[Handwritten signature]
Notary Public

Witness my hand and official seal.

My commission expires:



OWNER(S)/DEVELOPER(S):

Gene Humphries Susan Humphries
Gene and Susan Humphries (Owners of Lot 7)

COUNTY OF LARIMER)
STATE OF COLORADO) SS.

Acknowledged before me this 6th day of June, 2005 by
Gene Humphries

Michelle Keating
Notary Public

Witness my hand and official seal.

My commission expires: 01-28-06



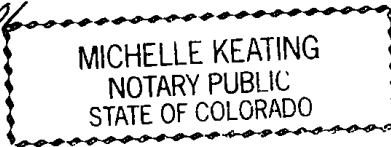
COUNTY OF LARIMER)
STATE OF COLORADO) SS.

Acknowledged before me this 6th day of June, 2005 by
Susan Humphries

Michelle Keating
Notary Public

Witness my hand and official seal.

My commission expires: 01-28-06



8

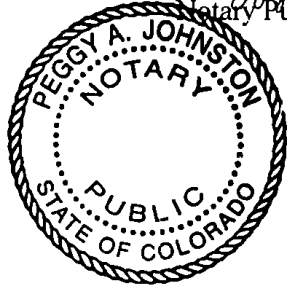
OWNER(S)/DEVELOPER(S):

Jeffrey R. Lucas *Kay Lucas*
Jeffrey R. and Kay Lucas (Owners of Lots 4 and 5)

COUNTY OF LARIMER)
STATE OF COLORADO) SS.

Acknowledged before me this 5th day of June, 2005 by

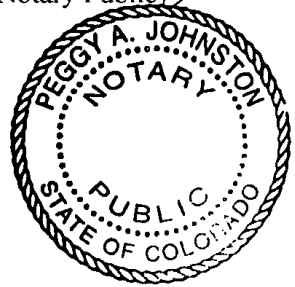
Witness my hand and official seal.
My commission expires:

Peggy Johnston
Notary Public

My Commission Expires 10/26/2005

COUNTY OF LARIMER)
STATE OF COLORADO) SS.

Acknowledged before me this 5th day of June, 2005 by

Witness my hand and official seal.
My commission expires:

Peggy Johnston
Notary Public

My Commission Expires 10/26/2005

9

OWNER(S)/DEVELOPER(S):

Scott T. Charpentier
Scott T. Charpentier (Owner of Lot 6)

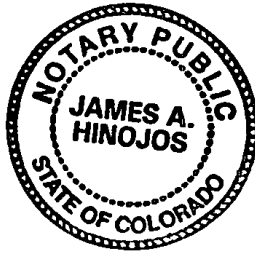
COUNTY OF LARIMER)
STATE OF COLORADO) SS.

Acknowledged before me this 2nd day of June, 2005 by
Scott T. Charpentier

James A. Hinojos
Notary Public

Witness my hand and official seal.

My commission expires: 2-4-08



10

OWNER(S)/DEVELOPER(S):

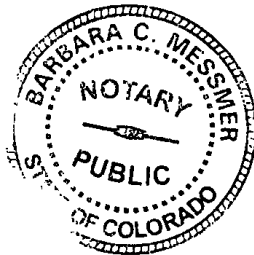
James A. Hinojos
James A. Hinojos (Owner of Lot 8)

COUNTY OF LARIMER)
STATE OF COLORADO) SS.

Acknowledged before me this 2nd day of June, 2005 by
James A. Hinojos *Barbara C. Messmer*
Notary Public

Witness my hand and official seal.

My commission expires: 4-24-08



11
OWNER(S)/DEVELOPER(S):

Classic Custom Builders, Inc. d/b/a Spencer Masterpiece Homes (Onwer of Lot 9)

BY: *Raymond W. Spencer, President*
Name & Title

COUNTY OF LARIMER)
STATE OF COLORADO) SS.

Acknowledged before me this 6th day of June, 2005 by
Raymond W. Spencer, Pres.



My Commission Expires
JANUARY 10, 2008

Brenda L. Bisell
Notary Public

Witness my hand and official seal.

My commission expires: 1/10/2008

12

OWNER(S)/DEVELOPER(S):

Warner Family Trust (Owner of Lot 10)

BY: F.P. Warner R.A. Warner TRUSTEES.

Name & Title

FRANK PHILLIP WARNER ROSEMARY ANN WARNER

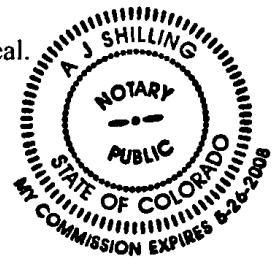
COUNTY OF LARIMER)
STATE OF COLORADO) SS.

Acknowledged before me this 6th day of June, 2005 by
FRANK PHILLIP WARNER AND ROSEMARY ANN WARNER

A. J. Shilling
Notary Public

Witness my hand and official seal.

My commission expires:



13

OWNER(S)/DEVELOPER(S):

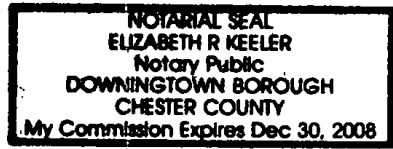
[Signature] *[Signature]*
David and Marci Haabestad (Owners of Lot 12)

Acknowledged before me this 7th day of June, 2005 by
Elizabeth Keeler

Elizabeth R. Keeler
Notary Public

Witness my hand and official seal.

My commission expires: December 30, 2008

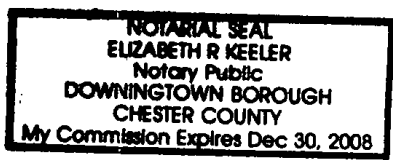


Acknowledged before me this 7th day of June, 2005 by
Elizabeth Keeler

Elizabeth R. Keeler
Notary Public

Witness my hand and official seal.

My commission expires: December 30, 2008



14

OWNER(S)/DEVELOPER(S):

[Signature] [Signature]
Andrew Read and Lina Read (Owners of Lot 4)

COUNTY OF LARIMER)
STATE OF COLORADO) SS.

Acknowledged before me this 14 day of June, 2005 by
Andrew Read & Lina Read

[Signature]
Notary Public
SEAL: NOTARY PUBLIC, STATE OF COLORADO

Witness my hand and official seal.

My commission expires: 4-24-05

COUNTY OF LARIMER)
STATE OF COLORADO) SS.

Acknowledged before me this _____ day of _____, 20__ by _____

Notary Public

Witness my hand and official seal.

My commission expires:

15

OWNER(S)/DEVELOPER(S):

Alistair Bullen

Sandra Bullen

Alistair and Sandra Bullen (Owners of Lot 4)

COUNTY OF LARIMER)
STATE OF COLORADO) SS.

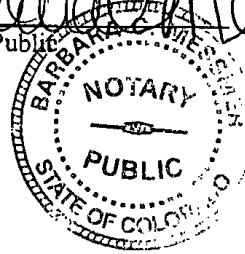
Acknowledged before me this 15 day of JUNE, 2005 by

Alistair & Sandra Bullen

Comm Exp 4-24-08

Barbara M. [Signature]
Notary Public

Witness my hand and official seal.



COUNTY OF LARIMER)
STATE OF COLORADO) SS.

Acknowledged before me this _____ day of _____, 20__ by

Notary Public

Witness my hand and official seal.

My commission expires:

16

Exhibit "A"

A TRACT OF LAND SITUATE IN SECTIONS 5, 8 AND 17, TOWNSHIP 5 NORTH, RANGE 69 WEST OF THE SIXTH P.M., COUNTY OF LARIMER, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTH QUARTER CORNER OF SAID SECTION 8, AND CONSIDERING THE EAST LINE OF THE SOUTHWEST QUARTER OF SECTION 8 TO HAVE AN ASSUMED BEARING OF S01°30'12"E AS DETERMINED BY MONUMENTS FOUND AT THE CENTER QUARTER CORNER AND AT THE SOUTH QUARTER CORNER OF SAID SECTION 8, WITH ALL OTHER BEARINGS RELATIVE THERETO;

THENCE S00°06'42"W, 201.89 FEET TO A POINT ON THE NORTHERLY RIGHT-OF-WAY LINE OF U.S. HIGHWAY 34;
THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE THE FOLLOWING THREE COURSES:

1. N78°08'12"W, 56.77 FEET;
2. ALONG A TANGENT CURVE TO THE LEFT HAVING A RADIUS OF 5,773.75 FEET, AN ARC LENGTH OF 120.93 FEET, A CENTRAL ANGLE OF 01°12'00", AND A CHORD WHICH BEARS N78°44'12"W, 120.92 FEET;
3. N79°20'12"W, 223.81 FEET;

THENCE N31°09'27"W, 144.09 FEET;
THENCE S89°46'08"W, 545.03 FEET TO A POINT ON THE NORTHERLY RIGHT-OF-WAY LINE OF U.S. HIGHWAY 34;
THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE THE FOLLOWING TWO COURSES:

1. N68°55'25"W, 171.30 FEET;
 2. N85°25'11"W, 145.13 FEET TO A POINT ON THE WEST LINE OF THE SOUTHEAST QUARTER OF THE SOUTHWEST QUARTER OF SAID SECTION 8;
- THENCE ALONG SAID WEST LINE, N00°26'48"W, 1223.99 FEET TO THE SOUTHWEST SIXTEENTH CORNER OF SAID SECTION 8;
THENCE ALONG THE WEST LINE OF THE NORTHEAST QUARTER OF THE SOUTHWEST QUARTER OF SAID SECTION 8, N00°26'38"W, 1298.07 FEET TO THE WEST SIXTEENTH CORNER OF SAID SECTION 8;
THENCE ALONG THE WEST LINE OF THE SOUTHEAST QUARTER OF THE NORTHWEST QUARTER OF SAID SECTION 8, N00°49'02"W, 358.04 FEET;
THENCE S89°10'58"W, 339.89 FEET;
THENCE N00°49'02"W, 333.72 FEET;
THENCE S89°10'58"W, 230.20 FEET;
THENCE N00°49'02"W, 1,707.47 FEET;
THENCE N89°10'58"E, 570.08 FEET TO A POINT ON THE WEST LINE OF THE NORTHEAST QUARTER OF THE NORTHWEST QUARTER OF SAID SECTION 8;
THENCE ALONG SAID WEST LINE, N00°49'02"W, 144.42 FEET TO THE WEST SIXTEENTH CORNER OF SECTIONS 5 AND 8;
THENCE ALONG THE WEST LINE OF THE SOUTHEAST QUARTER OF THE SOUTHWEST QUARTER OF SAID SECTION 5, N01°38'14"E, 613.31 FEET;
THENCE S89°29'53"E, 1,246.33 FEET TO A POINT ON THE EAST LINE OF THE SOUTHEAST QUARTER OF THE SOUTHWEST QUARTER OF SAID SECTION 5;

25
17

Exhibit "A" continued

THENCE ALONG SAID EAST LINE, S02°13'42"W, 613.47 FEET TO THE NORTH QUARTER CORNER OF SAID SECTION 8;
THENCE ALONG THE EAST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 8, S01°30'14"E, 2,541.51 FEET TO THE CENTER QUARTER CORNER OF SAID SECTION 8;
THENCE ALONG THE EAST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 8, S01°30'12"E, 2,583.88 FEET TO THE POINT OF BEGINNING.

ALSO: A TRACT OF LAND LOCATED IN SAID SECTION 17; BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTH QUARTER CORNER OF SAID SECTION 8, AND CONSIDERING THE EAST LINE OF THE SOUTHWEST QUARTER OF SECTION 8 TO HAVE AN ASSUMED BEARING OF S01°30'12"E, WITH ALL OTHER BEARINGS RELATIVE THERETO;

THENCE S25°14'41"W, 306.19 FEET TO THE POINT OF BEGINNING;
THENCE S58°58'51"W, 30.77 FEET;
THENCE S51°28'51"W, 45.00 FEET;
THENCE S46°38'51"W, 73.00 FEET;
THENCE N31°16'09"W, 153.75 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF U.S. HIGHWAY 34;
THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF U.S. HIGHWAY 34 THE FOLLOWING TWO COURSES:
1. S79°12'44"E, 134.09 FEET;
2. ALONG A TANGENT CURVE TO THE RIGHT HAVING A RADIUS OF 5,679.95 FEET, AN ARC LENGTH OF 63.94 FEET, A CENTRAL ANGLE OF 00°38'42", AND A CHORD WHICH BEARS S78°53'23"E, 63.94 FEET TO THE POINT OF BEGINNING.

EXCEPT a tract of land located in the West half of Section 8 and the Southwest Quarter of Section 5, Township 5 North, Range 69 West of the 6th P.M. County of Larimer, State of Colorado. More particularly described as follows:

Commencing at the West Sixteenth Corner of Section 8, Township 5 North, Range 69 West and considering the West line to bear N00°49'02"W with all other bearings relative thereto;

Thence N00°49'02'W, 358.04 feet to the Point of Beginning.

Thence S89°10'58"W, 339.89 feet;

Thence N00°49'02'W, 333.72 feet;

Thence S89°10'58"W, 230.20 feet;

Thence N00°49'02"E, 1707.47 feet;

Thence N89°10'58"E, 570.08 feet;

Thence S00°49'02"W, 2014.19 feet to the Point of Beginning. Said described land contains 1,086,829.15 sq.ft., 24.95 acres more or less.

SAID DESCRIBED TRACT CONTAINS 169.16 ACRES, MORE OR LESS AND IS SUBJECT TO ALL EASEMENTS AND RIGHTS-OF-WAY NOW ON RECORD OR EXISTING.

Also known as Lots 1-12 and Residual Lots A-D, Hidden Valley Estates II R.L.U.P. 02-S1948.