

**THIRD AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS, RESTRICTIONS,
AND EASEMENTS FOR AGATE CREEK
PRESERVE**

This Third Amendment to Declaration of Covenants, Conditions, Restrictions, and Easements For Agate Creek Preserve (the "Third Amendment") is made effective as of the date of recording of this Third Amendment, and constitutes an amendment to the Declaration of Covenants, Conditions, Restrictions and Easements For Agate Creek Preserve dated June 23, 1999, and recorded in the office the Clerk and Recorder of Routt County, Colorado, on June 25, 1999, in Book 759 at Page 840, under Reception No. 512333 as amended by that First Amendment to the Declaration recorded on June 5, 2003 under Reception No. 584364 and by that Second Amendment to the Declaration recorded on June 5, 2003 under Reception No. 584365. (The Original Declaration, First Amendment and Second Amendment are collectively referred to as the "Declaration").

RECITALS

A. Section 16.2 of the Declaration provides that the Declaration may be amended at any time by the Owners holding more than fifty percent (50%) of the votes possible to be cast under the Declaration at a meeting of the Owner's called for that purpose, or by written consent, or by a mail-in election.

B. By mail-in election, owner's representing more than fifty percent (50%) of the votes possible to be cast voted to amend the Declaration as provided in this First Amendment.

NOW, THEREFORE, The Declaration is hereby amended as follows:

AMENDMENT

1. 15.1.2 Use of Lots. Section 15.1.2 of the Declaration is amended to read as follows:

15.1.2 Use of Lots. Excepting the provisions of Section 15.7 which permits certain business use of a Lot, each lot may be used only for residential purposes in accordance with the restrictions applicable to a particular Lot contained in the Plats and in the County Documents. Notwithstanding the above, any Lot may be used for the grazing of livestock.

2. Section 15.1.7 Animals and Pets. Section 15.1.7 of the Declaration is hereby amended by the addition of the following at the end of said Section:

"Notwithstanding the above, any Lot may be used for the grazing of livestock, and livestock may be kept on any Lot."

3. Section 15.7 Businesses. Section 15.7 of the Declaration is hereby amended by the addition of the following at the end of said Section:

"Notwithstanding the above, any Lot may be used for the grazing of livestock."

4. Section 19.16 Retaining Wall and Fences. Section 19.16 of the Declaration is amended to read as follows:

"19.16 Retaining Walls and Fences. An underlying goal for Agate Creek Preserve is to create a sense of openness throughout the community and to continue its agricultural heritage. For this reason, fences will not be permitted except for fencing required for the grazing of livestock and for dog runs described in Section 19.14.4."

5. Section 19.16.1. Section 19.16.1 of the Declaration is amended to read as follows:

"19.16.1 Fencing required for grazing of livestock shall be allowed within Agate Creek Preserve and shall be constructed and maintained by the Owners on whose Lots grazing operations are conducted."

6. Except as expressly amended and modified by the First Amendment, the Second Amendment and this Third Amendment, all the terms and provisions of the Declaration remain unchanged and in full force and effect.

7. In case of any conflict between this Third Amendment and the Declaration, the provisions hereof shall prevail.

IN WITNESS WHEREOF, the President of the Agate Creek Preserve Homeowners Association has executed this Third Amendment as of the date and year first above written.

Agate Creek Preserve Homeowners Association, a Colorado nonprofit corporation

By



Russell E. Atha, III

Title: President

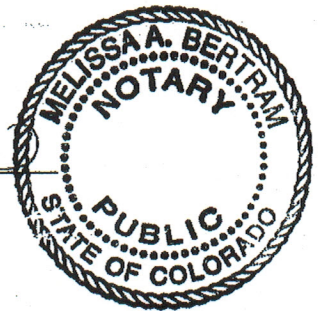
STATE OF COLORADO)
)
COUNTY OF ROUTT)

The foregoing instrument was acknowledged before me this 20th day of August, 2009, by Russell E. Atha, III as President of the Agate Creek Preserve Homeowners Association, a Colorado nonprofit corporation.

WITNESS MY HAND AND OFFICIAL SEAL.

MY COMMISSION EXPIRES: 07-21-2013

Melissa A. Bertram
Notary Public



CERTIFICATE OF APPROVAL

The undersigned, as Secretary of the Agate Creek Preserve Homeowners Association, does hereby certify that, in accordance with Section 16.2 of the Declaration of Covenants For Agate Creek Preserve, the foregoing Third Amendment To the Declaration of Covenants, Conditions, Restrictions and Easements For Agate Creek Preserve was approved by the written consent of more than fifty percent (50%) of the votes possible to be cast under said Declaration of Covenants.

Albert R. Dowden

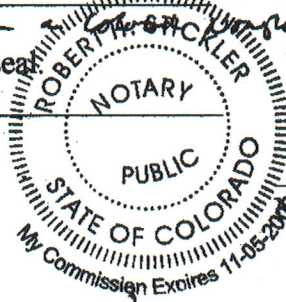
Secretary ALBERT R. DOWDEN

STATE OF COLORADO)
) ss
COUNTY OF ROUTT)

The foregoing instrument was acknowledged before me this 21st day of August, 2009 by Albert R. Dowden as Secretary of the Agate Creek Preserve Homeowners Association

Witness my hand and official seal

My commission expires: _____



Robert H. Ackler

Notary Public