TWENTY-SECOND SUPPLEMENTAL DECLARATION

OF

COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS

FOR

PINE CREEK VILLAGE AT BRIARGATE

(Pine Creek Subdivision Filing No. 30
and
Pine Creek Subdivision Filing No. 35)

THIS TWENTY-SECOND SUPPLEMENTAL DECLARATION (this "Supplemental Declaration"), dated to be effective as of August 6, 2004, is executed by LP47, LLC, a Colorado limited liability company doing business as La Plata Investments, LLC ("La Plata"); S&S HOMES, LLC, a Colorado limited liability company, VANTAGE HOMES CORP., a Colorado corporation, HEARTVIEW COMPANY, INC., a Colorado corporation, and THE CAMPBELL COMPANIES, LTD., a Colorado corporation (collectively the "Builders"); and by PINE CREEK VILLAGE ASSOCIATION, INC., a Colorado nonprofit corporation ("PCVA").

RECITALS

A. This Supplemental Declaration amends and supplements the Declaration of Covenants, Conditions and Restrictions for Pine Creek Village at Briargate recorded November 12, 1998 under Reception No. 098165891, records of El Paso County, Colorado, and supplements thereto, as amended (the "Declaration").

B. This Supplemental Declaration is made with respect to the real property in the City of Colorado Springs, El Paso County, Colorado, platted and legally described as Pine Creek Subdivision Filing No. 30 ("Pine Creek No. 30") and Pine Creek Subdivision Filing No. 35 ("Pine Creek No. 35").

C. La Plata is the "Declarant" under the Declaration and the developer of the residential community known as Pine Creek at Briargate, which includes Pine Creek No. 30 and Pine Creek No. 35. The "Development Period," as defined in the Declaration, has not yet expired.

D. La Plata and Builders are the "Owners" of the platted lots within Pine Creek No. 30 and Pine Creek No. 35 as
identified and described on Exhibit A attached hereto. La Plata also owns the platted tracts within Pine Creek No. 30 and Pine Creek No. 35. Pine Creek No. 30 and Pine Creek No. 35 are within the "Additional Property," as defined in the Declaration.

E. PCVA is the homeowners association established pursuant to the Declaration and is responsible for maintaining the "Common Area" and "Areas of Common Responsibility" as provided in the Declaration.

Pursuant to the Declaration, La Plata and Builders have the right, power and authority to amend the Declaration as provided herein. The purpose of this Supplemental Declaration is to extend the Declaration to Pine Creek No. 30 and Pine Creek No. 35, to make Pine Creek No. 30 and Pine Creek No. 35 subject to the provisions of the Declaration and impose additional covenants, conditions, restrictions and easements on Pine Creek No. 30 and Pine Creek No. 35. Accordingly, La Plata and Builders hereby amend the Declaration as follows:

1. Addition of Pine Creek No. 30 and Pine Creek No. 35. Pursuant to Section 7.1 of the Declaration, La Plata hereby adds all of Pine Creek No. 30 and Pine Creek No. 35 to the "Properties," as defined and described in the Declaration. All of the terms, conditions and provisions of the Declaration shall apply to and be binding upon Pine Creek No. 30 and Pine Creek No. 35 and Pine Creek No. 30 and Pine Creek No. 35 shall be subject to all of the terms, conditions and provisions of the Declaration and of this Supplemental Declaration.

2. Sixteenth Supplemental Plat. La Plata hereby adopts and implements the Sixteenth Supplemental Plat for Pine Creek Village at Briargate (Pine Creek at Briargate Filing No. 30 and Pine Creek at Briargate Filing No. 35) attached hereto as Exhibit B (referred to herein as the "Sixteenth Supplemental Plat") pursuant to its rights, power and authority set forth in the Declaration and in accordance with the Colorado Common Interest Ownership Act. The Sixteenth Supplemental Plat shows Pine Creek No. 30 and Pine Creek No. 35 and modifies the Plat of Pine Creek Village at Briargate, which is part of and is attached to the Declaration as Exhibit D (the "Plat") and was recorded with the Declaration.

3. Units. Each of the platted lots identified as Lots 1 through 38, inclusive, in Pine Creek No. 30 and Lots 1 through 56, inclusive, in Pine Creek No. 35 on the Sixteenth Supplemental Plat is a "Unit" for all purposes of the Declaration.
4. **Designation as Common Area.** La Plata, in its capacity as Declarant under the Declaration and pursuant to its express rights under Section 7.5 "Additional Covenants and Easements" of the Declaration during the Development Period, hereby declares that the areas described as Tract F in Pine Creek No. 30 and Tract H, Tract I, Tract J, Tract K and Tract N in Pine Creek No. 35 shall, from and after the date of this Supplemental Declaration, be deemed to be additional Common Area under the Declaration to be maintained by PCVA. La Plata further declares that the areas described as Tract A, Tract B, Tract C, Tract D and Tract E in Pine Creek Subdivision No. 30 and Tract A, Tract B, Tract C, Tract D, Tract E, Tract F, Tract G and Tract M in Pine Creek No. 35 shall, from and after the date of this Supplemental Declaration, be deemed to be Areas of Common Responsibility to be maintained by the PCVA in accordance with the Declaration.

5. **Acknowledgement and Ratification.** The Builders hereby acknowledge that the platted lots within Pine Creek No. 30 and Pine Creek No. 35 are subject to the Declaration. The respective Builders who are Owners of lots within Pine Creek No. 35 hereby acknowledge and ratify the Nineteenth Supplemental Declaration of Covenants, Conditions, Restrictions and Easements for Pine Creek Village at Briargate recorded June 23, 2004 under Reception No. 204104536, records of El Paso County, Colorado that, among other things, provides for Common Areas and Areas of Common Responsibility, other than as set forth above. The Builders further ratify the Sixteenth Supplemental Plat attached hereto.

6. **Acceptance of Maintenance.** Upon completion of fences, walls and landscaping within additional Common Areas and Areas of Common Responsibility designated above by La Plata, and following inspection of such improvements by PCVA and conveyance of Tract F in Pine Creek No. 30 and Tract H, Tract I, Tract J, Tract K and Tract N in Pine Creek No. 35 to PCVA, PCVA shall accept Tract F in Pine Creek No. 30 and Tract H, Tract I, Tract J, Tract K and Tract N in Pine Creek No. 35 and any fences, walls and landscaping within such tracts as Common Area. PCVA shall accept such Common Area by written notice of acceptance delivered to La Plata. After such acceptance, PCVA shall maintain such Common Area in accordance with the Declaration and as provided in this Supplemental Declaration. Upon completion of the landscaped areas within Tract A, Tract B, Tract C, Tract D and Tract E in Pine Creek No. 30 and Tract A, Tract B, Tract C, Tract D, Tract E, Tract F, Tract G and Tract M in Pine Creek No. 35 by La Plata and inspection thereof by PCVA, PCVA
shall accept such landscaped areas as Areas of Common Responsibility and shall maintain such areas in accordance with the Declaration and as provided in this Supplemental Declaration. PCVA shall accept such Areas of Common Responsibility by written notice delivered to La Plata. To the maximum practicable extent, PCVA shall use existing gates, roads, trails and facilities to avoid disturbing the owners of the Lots when working on Common Area or Areas of Common Responsibility.

7. Definitions. Any capitalized phrase, term or word used in this Supplemental Declaration or in the Sixteenth Supplemental Plat that is not otherwise expressly defined in this Supplemental Declaration or the Sixteenth Supplemental Plat shall have the meaning set forth in Article 1 of the Declaration, unless the context requires otherwise.

IN WITNESS WHEREOF, the parties have executed this Supplemental Declaration to be effective as of the day and year first above written.

**LA PLATA:**

LP47, LLC, a Colorado limited liability company

By

Scott E. Smith, Manager

By

B. Douglas Quimby, Manager

**BUILDERS:**

THE CAMPBELL COMPANIES, LTD., a Colorado corporation

By

Randall L. Deming
Chief Operations Officer
HEARTVIEW COMPANY, INC., a Colorado corporation

By

Dennis P. Obenauf, President

S&S HOMES, LLC, a Colorado limited liability company

By

Kelley J. Barcus, Manager

VANTAGE HOMES CORP., a Colorado corporation

By

George C. Hess, III, President

PCVA:

PINE CREEK VILLAGE ASSOCIATION, INC., a Colorado nonprofit corporation

By

Chuck Fowler, President
The foregoing instrument was acknowledged before me this 6th day of August, 2004 by Scott E. Smith as Manager and by B. Douglas Quimby as Manager of LP47, LLC, a Colorado limited liability company.

Witness my hand and official seal.

My commission expires: **August 4, 2009**

(SEAL)

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The foregoing instrument was acknowledged before me this 9th day of August, 2004 by Randall L. Deming as Chief Operations Officer for The Campbell Companies, Ltd., a Colorado corporation.

Witness my hand and official seal.

My commission expires: **6-22-08**

(SEAL)
STATE OF COLORADO } ss.
COUNTY OF EL PASO } ss.

The foregoing instrument was acknowledged before me this 15th day of August, 2004 by Dennis P. Obenauf as President of Heartview Company, Inc., a Colorado corporation.

Witness my hand and official seal.

My commission expires: MY COMMISSION EXPIRES 05/10/2008

(SEAL) 

Notary Public

STATE OF COLORADO } ss.
COUNTY OF EL PASO }

The foregoing instrument was acknowledged before me this 4th day of August, 2004 by Kelley J. Barcus as Manager of S&S Homes, LLC, a Colorado limited liability company.

Witness my hand and official seal.

My commission expires: 6/6/2008

[Notary Seal]

Notary Public
The foregoing instrument was acknowledged before me this 9th day of August, 2004 by George C. Hess, III as President of Vantage Homes Corp., a Colorado corporation.

Witness my hand and official seal.

My commission expires: 6-22-05

Notary Public

STATE OF COLORADO  )
COUNTY OF EL PASO  ) ss.

The foregoing instrument was acknowledged before me this 9th day of August, 2004 by Chuck Fowler as President of Pine Creek Village Association, Inc., a Colorado nonprofit corporation.

Witness my hand and official seal.

My commission expires: 10-19-04

Notary Public

STATE OF COLORADO  )
COUNTY OF EL PASO  ) ss.

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Exhibit A

UNITS:

Lots 1 through 38, inclusive in Pine Creek Subdivision Filing No. 30, and

Lots 1 through 56, inclusive in Pine Creek Subdivision Filing No. 35, all in the City of Colorado Springs, County of El Paso and State of Colorado.

OWNERSHIP:

The Campbell Companies, Ltd. - Lots 8, 14, 22, 42, 47 and 54 in Pine Creek Subdivision Filing No. 35, in the City of Colorado Springs, County of El Paso and State of Colorado.

Heartview Company, Inc. - Lots 1, 10, 11, 18, 19, 20, 31, 34, 41, 51 and 56 in Pine Creek Subdivision Filing No. 35, in the City of Colorado Springs, County of El Paso and State of Colorado.

LP47, LLC - Lots 1, 2, 3, 4, 5, 7, 8, 9, 10, 11, 12, 13, 14, 15, 17, 20, 21, 22, 23, 24, 25, 26, 27, 29, 30, 31, 32, 33, 35 and 37 in Pine Creek Subdivision Filing No. 30, and

Lots 2, 3, 4, 5, 6, 7, 9, 12, 13, 15, 16, 17, 21, 23, 24, 25, 26, 27, 28, 29, 30, 32, 33, 35, 36, 37, 38, 39, 40, 43, 44, 45, 46, 48, 49, 50, 52, 53 and 55 in Pine Creek, Subdivision Filing No. 35, all in the City of Colorado Springs, County of El Paso and State of Colorado.

Vantage Homes Corp. - Lots 6, 16, 18, 28, 34, 36 and 38 in Pine Creek Subdivision Filing No. 30, in the City of Colorado Springs, County of El Paso and State of Colorado.