

**SECOND AMENDED DECLARATION OF
EASEMENTS, COVENANTS AND CONDITIONS
WESTGATE COMMERCIAL CENTER**

TRAILS DOWN, LLC and SCHRADER PROPERTIES, LLC, both Colorado limited liability companies (jointly, the "Declarant") are the Declarant under the Declaration of Easements, Covenants and Conditions Westgate Commercial Center Subdivision recorded on April 27, 1998 at Reception No. 98033430 (the "Declaration"), as amended by the Amended Declaration of Easements, Covenants and Conditions Westgate Commercial Center Subdivision recorded on January 27, 1999 at Reception No. 99007563 of the Records of the Clerk and Recorder of Larimer County, Colorado.

The Declaration provides, at Article 12.3, that the Declaration may be amended at any time by an instrument recorded in the office of the Clerk and Recorder containing the consent of owners holding 75% of the votes entitled to be cast at meetings of the Association at the time such amendment was made. Article 6.7 of the Declaration provides that the Association shall have two classes of voting membership. Class B consisting of the Declarant, who shall be entitled to three votes for each 1,000 square feet of lot area owned.

At the time of the signing of this Declaration, the property subject to the Declaration consisted 566,436 square feet of lot area. As of the date of the signing of this amendment, Declarant owned Lots 1, 2 and 3 of Westgate Commercial Center Subdivision First Filing to the Town of Windsor, Colorado, and Lot 3 of Westgate Commercial Center Subdivision Second Filing to the Town of Windsor, Colorado. A total of 1,155,112 votes were entitled to be voted by the members of the Association on this date. Declarant held 883 of those votes, which equates to a total or more than 76% of the outstanding votes.

Declarant amends the Declaration by the addition of the following provision, to be included as paragraph 5.7:

5.7 Responsibility for Maintenance. The Association's obligation to maintain the Roads and Streets shall include, without limitation, the following:

- a. Maintaining the surfaces of the Roads and Streets in a smooth and evenly covered condition which will allow for proper usage and drainage. Such maintenance shall include replacement or repair of all or any portion of the Roads and Streets with the same type of surface and material originally installed or such substitute as shall in all respects be equal or better in quality, use and durability. Such maintenance shall also include cleaning, sweeping and restriping of the Roads and Streets in conformity with all applicable governmental regulations and in a safe, sound and functional condition consistent with a standard comparable to other similar commercial developments in the Windsor, Colorado area.
- b. Reasonable removal of snow, ice, paper, debris and refuse, and sweeping to the extent reasonably necessary to keep the Roads and Streets in a safe and clean condition. Snow and ice shall be removed as frequently as is reasonably necessary to prevent any significant accumulations on the Roads and Streets and to allow the safe and unobstructed free flow of vehicles on the Roads and Streets.
- c. Placing, keeping in repair and replacing any necessary or appropriate directional signs, markers or lines.
- d. Operating, keeping in repair and replacing such artificial lighting facilities as shall be required by applicable governmental authorities or as installed by the Association.

All costs and expenses for the maintenance, repair and replacement of the Roads and Streets shall be borne by the Association and shall be a Common Expense.

IN WITNESS WHEREOF, the undersigned execute this Second Amended Declaration of Easements, Covenants and Conditions Westgate Commercial Center Subdivision as of the 29th day of March, 2000.

SCHRADER PROPERTIES, LLC

By: Stephen J. Schaffer
Stephen J. Schaffer, Manager

TRAILS DOWN, LLC

By: Stephen J. Schaffer
Stephen J. Schaffer, Manager

LARIMER COUNTY TITLE COMPANY LLC

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CS 51776

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STATE OF COLORADO)
) ss.
COUNTY OF LARIMER)

The foregoing instrument was acknowledged before me this 27th day of March, 2000, by Stephen J. Schrader as Manager of Trails Down, LLC and as Manager of Schrader Properties, LLC.

Witness my hand and official seal.

My commission expires: 12-1-00

Tonda Medley
Notary Public

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