Reception #: D6014593, 02/12/2016 at 08:23 AM, 1 OF 4, Recording Fee \$26.00 Electronically Recorded Official Records Arapahoe County, CO Matt Crane, Clerk & Recorder

WHEN RECORDED RETURN TO: Rebecca W. Dow, Esq. Holland & Hart LLP 555 17th Street, Suite 3200 Denver, Colorado 80202

AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WHISPERING PINES

WHEREAS, that certain Declaration of Covenants, Conditions and Restrictions for Whispering Pines recorded in the Office of the Clerk and Recorder of Arapahoe County, Colorado, on December 9, 2014, at Reception No. D4115551 (the "Declaration") creates certain protective covenants, conditions and restrictions as set forth therein. All initially capitalized terms shall have the meaning given in the Declaration unless otherwise defined herein.

WHEREAS, CalAtlantic is the Declarant under the Declaration.

WHEREAS, Section 12.4 of the Declaration provides that the Declaration may be amended by a written and recorded instrument containing the consent of the then Owners of at least 75% of the Lots subject to the Declaration.

WHEREAS, collectively, CalAtlantic, SHEA HOMES LIMITED PARTNERSHIP, a California limited partnership, and TRI Pointe Homes, Inc., a Delaware corporation are the Owners of at least 75% of the Lots subject to the Declaration.

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

- 1. Subsection (iii) of Section 4.1 of the Declaration is hereby deleted in its entirety and replaced by the following:
 - (iii) the power to contract with a third-party property manager for the management of the Community and/or for all other duties and responsibilities of the Metropolitan District as provided herein related to the overall operation of the Community, including without limitation contracting for the provision of services for the collection of trash and solid waste within the Community;
- 2. Except as amended herein, the Declaration shall continue in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, CalAtlantic, as Declarant, has executed this Amendment.

CALATLANTIC GROUP, INC., a Delaware corporation, successor-by-merger to THE RYLAND GROUP, INC., a Maryland corporation

By: Name: Daniel J. Nickless
Its: Operational Vice President

STATE OF COLORADO
) ss.

COUNTY OF Alapahor
)

The foregoing instrument was acknowledged before me this day of November, 2015, by Daniel J. Nickless, as Operational Vice President of CALATLANTIC GROUP, INC., a Delaware corporation, successor-by-merger to THE RYLAND GROUP, INC., a Maryland corporation.

Witness my hand and official seal.

(SEAL)

JENNIFER S. WAITON NOTARY PUBLIC STATE OF COLORADO NOTARY ID 20144027146 COMMISSION EXPIRES JUL. 10, 2018 Notary Public_

My Commission Expires:

The undersigned Owner hereby consents to this Amendment as required by Section 12.4 of the Declaration.

	TRI Pointe Homes, Inc., a Delaware corporation By: Name: Martins R. Obborn Its: Sevier Vice Prividual
STATE OF COLORADO) ss. COUNTY OF Logaloe The foregoing instrument was acknown by Matthew 1. Osborn, as Section Delaware corporation.	owledged before me this day 1 of November, 2015 Vice Hesiseat of TRI Pointe Homes, Inc., a
Witness my hand and official seal.	1
ANGELA N. ELLIOTT NOTARY PUBLIC STATE OF COLORADO NOTARY ID 19954011892	Notary Public Well Melleott My Commission Expires:

The undersigned Owner hereby consents to this Amendment as required by Section 12.4 of the Declaration.

	SHEA HOMES LIMITED PARTNERSHIP, a California limited partnership By: Name: Its:
STATE OF COLORADO) ss.	
The foregoing instrument was acknowly by letting to kappus, as Assured PARTNERSHIP, a California limited partnership.	owledged before me this day I of November, 2013, stant Saw lary of SHEA HOMES LIMITED ership.
Witness my hand and official seal.	A A W/A TO
ANGELA N. ELLIOTT NOTARY PUBLIC STATE OF COLORADO NOTARY ID 19954011892 NOTARY ID 19954011892 NOTARY ID 19954011892	Notary Public My Commission Expires