

**FIRST AMENDMENT AND SUPPLEMENTAL DECLARATION
TO THE
CONDOMINIUM DECLARATION OF BURLINGAME RANCH II
AND THE
CONDOMINIUM MAP OF BURLINGAME RANCH II**

This First Amendment and Supplemental Declaration to the Condominium Declaration of Burlingame Ranch II and the Condominium Map of Burlingame Ranch II (this "Supplemental Declaration") is made by the City of Aspen (the "Declarant").

WHEREAS, Declarant recorded the Condominium Map of Burlingame Ranch II on January 8, 2014, at Reception Number 607202, in the records of the office of the Clerk and Recorder of Pitkin County, Colorado ("Initial Condominium Map"), as supplemented by the First Supplement to Condominium Map of Burlingame Ranch II, recorded contemporaneously herewith in the records of the office of the Clerk and Recorder of Pitkin County, Colorado (the "Supplement") (collectively, the Initial Condominium Map and the Supplement are referred to herein as the "Condominium Map"); and

WHEREAS, Declarant recorded the Condominium Declaration of Burlingame Ranch II on January 8, 2014, at Reception Number 607201, in the records of the office of the Clerk and Recorder of Pitkin County, Colorado (the "Declaration"); and

WHEREAS, the Condominium Map is deemed to be part of the Declaration pursuant to C.R.S. §§ 38-33.3-103(13) and (19.5); and

WHEREAS, pursuant to Recital B, Section 15.1, Section 15.2, Section 18.5 and Exhibit B of the Declaration, Declarant reserved the right to amend the Declaration unilaterally to annex additional property into the Project, and for such property to become subject to the Declaration, by the recording of this Supplemental Declaration; and

WHEREAS, the Supplement was recorded contemporaneously with this Supplemental Declaration; and

WHEREAS, Declarant intends to amend the Declaration to annex additional property into the Project; to assign an identifying number to each new Unit created by the Supplement and this Supplemental Declaration; and to reallocate the Allocated Interest among all Units effective as of the date this Supplemental Declaration is recorded, which allocation shall be done in a manner consistent with Section 2.2 of the Declaration, all as more particularly set forth in this Supplemental Declaration.

NOW THEREFORE, Declarant hereby declares as follows:


1. Capitalized Terms. Capitalized terms not defined herein shall have the same meaning as set forth in the Declaration and/or the Condominium Map.

2. Legal Description of the Additional Property. The additional property which is being annexed into the Project by this Supplemental Declaration is described in Exhibit A ("Additional Property"), which is attached hereto and incorporated by this reference. The legal description in the attached Exhibit A will supplement the property described in original Exhibit A to the Declaration.
3. Annexation. The Additional Property is being annexed into the Project pursuant to Recital B, Section 15.1, Section 15.2, Section 18.5 and Exhibit B of the Declaration. The Additional Property is now part of the Project.
4. Effect of Annexation. The Additional Property shall be deemed to be included within the Project covered by the Declaration and the Additional Property shall be subject to all of the terms, provisions, covenants, conditions, restrictions, reservations, charges and liens set forth in the Declaration, including all Assessment obligations set forth in the Declaration. The Additional Property is also expressly subject to all of the provisions of the Articles of Incorporation, Bylaws and Rules and Regulations of the Association, as more particularly described in the Declaration, Articles of Incorporation, Bylaws and Rules and Regulations of the Association.
5. Supplement to Condominium Map. The Condominium Map is hereby amended and supplemented to add the Additional Property, Units and Common Elements set forth on that certain Supplement recorded contemporaneously herewith.
6. Reallocation of Allocated Interests. Exhibit C of the Declaration is hereby superseded and replaced in its entirety by the attached Exhibit C, which reallocates the percentage share of the Common Expenses and percentage share of ownership of Common Elements associated with each Unit in accordance with Section 2.2 of the Declaration.
7. Additional Common Elements. Additional General Common Elements and Limited Common Elements being annexed into the Association are set forth on the Supplement.
8. Ratification. The Declaration and Condominium Map, except as amended and/or supplemented by this Supplemental Declaration, are hereby ratified and confirmed, and except as herein expressly provided, all terms and provisions of the Declaration and Condominium Map remain unchanged and in full force and effect.
9. Governing Law. This Supplemental Declaration shall be governed by the laws of the State of Colorado.
10. Severability. In the event that any part of this Supplemental Declaration shall be held to be invalid or unenforceable by a court of competent jurisdiction, such provision shall be reformed, and enforced to the maximum extent permitted by law. If such provision cannot be reformed, it shall be severed from this Supplemental Declaration and the remaining portions of this Supplemental Declaration shall be valid and enforceable.

11. Conflict. In the case of any conflict between this Supplemental Declaration and the Declaration and/or the Condominium Map, this Supplemental Declaration shall control.

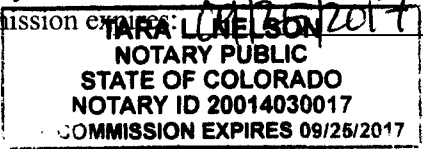
IN WITNESS WHEREOF, Declarant has caused this Supplemental Declaration to be executed this 23 day of February, 2015.

City of Aspen

By: 

STATE OF COLORADO)
COUNTY OF Pitkin) ss.

The foregoing instrument was acknowledged before me this 23rd day of February, 2015 by R. Barry Crook as Asst City Manager of City of Aspen.

Witness my hand and official seal.
My commission expires: 09/25/2017



Notary Public

Exhibit A

Additional Property Annexed Into Project

CONDOMINIUM MAP BOUNDARY DESCRIPTION AREA E1

A PARCEL OF LAND SITUATED WITHIN TRACT 1 ACCORDING TO THE FINAL PLAT OF BURLINGAME RANCH AFFORDABLE HOUSING, FILING NO. 1 FINAL SUBDIVISION PLAT - SECOND AMENDMENT, RECORDED APRIL 9, 2013 AS RECEPTION NO. 598456 IN THE PITKIN COUNTY RECORDS, SAID PARCEL LYING IN THE WEST HALF OF SECTION 2, TOWNSHIP 10 SOUTH, RANGE 85 WEST OF THE 6TH PRINCIPAL MERIDIAN, CITY OF ASPEN, COUNTY OF PITKIN, STATE OF COLORADO, AND IS FURTHER DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 2 (A FOUND CAP, L.S. NO. 9184): WHENCE THE WEST QUARTER CORNER OF SAID SECTION 2 (A FOUND 1954 B.L.M. BRASS CAP) BEARS S.04°41'16"W. (BASIS OF BEARING) A DISTANCE OF 2635.72 FEET; THENCE S.47°07'32"E., A DISTANCE OF 807.80 FEET TO A POINT ON THE BOUNDARY OF SAID TRACT 1, THE POINT OF BEGINNING; THENCE LEAVING SAID TRACT BOUNDARY THE FOLLOWING THREE (3) COURSES:

- 1) S.15°28'41"E., 102.53 FEET;
- 2) S.74°31'19"W., 5.00 FEET;
- 3) S.15°53'17"E., 31.10 FEET TO A POINT ON SAID TRACT BOUNDARY; THENCE ALONG SAID TRACT BOUNDARY THE FOLLOWING SIX (6) COURSES:

- 1) 120.02 FEET ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT, RADIUS OF 125.00 FEET, CENTRAL ANGLE OF 55°00'44" (CHORD S.30°51'42"W., 115.46 FEET);
- 2) S.86°38'40"E., 10.00 FEET;
- 3) 31.52 FEET ALONG THE ARC OF A CURVE TO THE LEFT, RADIUS OF 115.00 FEET, CENTRAL ANGLE OF 15°42'20" (CHORD S.04°29'50"E., 31.42 FEET);
- 4) S.12°21'00"E., 112.34 FEET;
- 5) 27.48 FEET ALONG THE ARC OF A CURVE TO THE LEFT, RADIUS OF 315.00 FEET, CENTRAL ANGLE OF 04°59'55" (CHORD S.14°50'58"E., 27.47 FEET);
- 6) S.17°20'55"E., 383.56 FEET; THENCE LEAVING SAID TRACT BOUNDARY S.60°18'50"W., A DISTANCE OF 49.12 FEET TO A POINT ON SAID TRACT BOUNDARY; THENCE ALONG SAID TRACT BOUNDARY THE FOLLOWING FIVE (5) COURSES:

- 1) N.08°51'05"W., 19.04 FEET;
- 2) N.18°12'05"W., 484.43 FEET;
- 3) N.05°07'19"W., 164.96 FEET;
- 4) N.26°27'02"E., 124.14 FEET;
- 5) N.38°35'29"E., 42.69 FEET TO THE POINT OF BEGINNING.

SAID PARCEL OF LAND CONTAINING 42,979 SQUARE FEET OR 0.987 ACRES, MORE OR LESS.

AND

AREA C, A PARCEL OF LAND SITUATED WITHIN TRACT 2 ACCORDING TO THE FINAL PLAT OF BURLINGAME RANCH AFFORDABLE HOUSING, FILING NO. 1 FINAL SUBDIVISION PLAT - SECOND AMENDMENT, RECORDED APRIL 9, 2013 AS RECEPTION NO. 598456 IN THE PITKIN COUNTY RECORDS, SAID PARCEL LYING IN THE WEST HALF OF SECTION 2, TOWNSHIP 10 SOUTH, RANGE 85 WEST OF THE 6TH PRINCIPAL MERIDIAN, CITY OF ASPEN, COUNTY OF PITKIN, STATE OF COLORADO, AND IS FURTHER DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 2 (A FOUND CAP, L.S. NO. 9184): WHENCE THE WEST QUARTER CORNER OF SAID SECTION 2 (A FOUND 1954 B.L.M. BRASS CAP) BEARS S.04°41'16"W. (BASIS OF BEARING) A DISTANCE OF 2635.72 FEET; THENCE S.41°38'09"E., A DISTANCE OF 970.42 FEET TO A POINT ON THE BOUNDARY OF SAID TRACT 2, THE POINT OF BEGINNING; THENCE ALONG SAID BOUNDARY THE FOLLOWING THIRTY-SEVEN (37) COURSES:

- 1) S.10°54'06"E., 8.40 FEET;
- 2) S.14°13'40"E., 5.63 FEET;
- 3) S.31°19'28"E., 14.14 FEET;
- 4) S.74°33'14"E., 12.62 FEET;
- 5) N.85°41'30"E., 16.23 FEET;
- 6) S.37°03'43"E., 29.06 FEET;
- 7) S.43°31'26"E., 22.69 FEET;
- 8) S.41°25'32"E., 17.59 FEET;
- 9) S.34°16'49"E., 12.85 FEET;
- 10) S.26°09'39"E., 17.03 FEET;
- 11) S.19°51'37"E., 16.13 FEET;
- 12) S.09°22'27"E., 17.86 FEET;
- 13) S.04°34'18"E., 20.37 FEET;
- 14) S.11°11'17"W., 20.22 FEET;
- 15) S.02°28'09"W., 14.13 FEET;
- 16) S.07°14'00"E., 19.88 FEET;
- 17) S.14°52'05"E., 12.92 FEET;
- 18) S.16°18'38"E., 12.77 FEET;
- 19) S.23°44'05"E., 26.39 FEET;
- 20) S.22°19'58"E., 19.05 FEET;
- 21) S.17°42'56"E., 12.01 FEET;
- 22) S.13°00'23"E., 17.55 FEET;
- 23) S.05°36'51"E., 11.24 FEET;
- 24) S.02°50'44"W., 15.40 FEET;
- 25) S.01°52'00"W., 6.43 FEET;
- 26) S.08°40'08"E., 11.18 FEET;

- 27) S.15°30'55"E., 11.75 FEET;
- 28) S.25°48'41"E., 17.03 FEET;
- 29) S.21°23'14"E., 12.47 FEET;
- 30) S.19°38'35"E., 13.51 FEET;
- 31) S.16°09'58"E., 22.20 FEET;
- 32) S.16°14'39"E., 32.37 FEET;
- 33) S.16°13'14"E., 26.43 FEET;
- 34) S.14°52'17"E., 18.75 FEET;
- 35) S.05°54'10"E., 13.03 FEET;
- 36) S.01°46'41"W., 17.90 FEET;
- 37) S.13°28'41"W., 0.44 FEET TO A POINT ON SAID BOUNDARY; THENCE ALONG SAID BOUNDARY THE FOLLOWING NINE (9) COURSES:

- 1) N.85°23'22"W., 7.43 FEE
- 2) S.37°00'48"W., 27.34 FEET;
- 3) S.74°07'04"W., 50.52 FEET;
- 4) N.17°20'55"W., 374.05 FEET;
- 5) 23.69 FEET ALONG THE ARC OF A CURVE TO THE RIGHT, RADIUS OF 271.50 FEET, CENTRAL ANGLE OF 04°59'55" (CHORD N.14°50'58"W., 23.68 FEET);
- 6) N.12°21'00"W., 112.34 FEET;
- 7) 12.05 FEET ALONG THE ARC OF A CURVE TO THE RIGHT, RADIUS OF 71.50 FEET, CENTRAL ANGLE OF 09°39'34" (CHORD N.07°31'14"W., 12.04 FEET);
- 8) S.87°18'34"W., 3.50 FEET;
- 9) 74.48 FEET ALONG THE ARC OF A CURVE TO THE RIGHT, RADIUS OF 75.00 FEET, CENTRAL ANGLE OF 56°53'47" (CHORD N.25°45'28"E., 71.45 FEET) TO THE POINT OF BEGINNING.

SAID PARCEL OF LAND CONTAINING 52,365 SQUARE FEET OR 1.202 ACRES, MORE OR LESS.

Exhibit C

GENERAL COMMON EXPENSE LIABILITY

Unit Number	Area of Unit	Percentage Share of Common Expenses	Percentage Share of Ownership of Common Elements
273 Paepcke Drive Unit 101	1294	1.50%	1.50%
273 Paepcke Drive Unit 102	1021	1.18%	1.18%
273 Paepcke Drive Unit 201	1260	1.46%	1.46%
273 Paepcke Drive Unit 202	1045	1.21%	1.21%
273 Paepcke Drive Unit 203	1032	1.20%	1.20%
273 Paepcke Drive Unit 204	1036	1.20%	1.20%
273 Paepcke Drive Unit 301	1327	1.54%	1.54%
273 Paepcke Drive Unit 302	730	0.85%	0.85%
275 Paepcke Drive Unit 101	708	0.82%	0.82%
275 Paepcke Drive Unit 102	1289	1.49%	1.49%
275 Paepcke Drive Unit 201	673	0.78%	0.78%
275 Paepcke Drive Unit 202	1321	1.53%	1.53%
275 Paepcke Drive Unit 203	1019	1.18%	1.18%
275 Paepcke Drive Unit 301	725	0.84%	0.84%
275 Paepcke Drive Unit 302	1042	1.21%	1.21%
333 Paepcke Drive Unit 101	1290	1.49%	1.49%
333 Paepcke Drive Unit 102	1018	1.18%	1.18%
333 Paepcke Drive Unit 201	1260	1.46%	1.46%
333 Paepcke Drive Unit 202	1044	1.21%	1.21%
333 Paepcke Drive Unit 203	1035	1.20%	1.20%
333 Paepcke Drive Unit 204	1036	1.20%	1.20%
333 Paepcke Drive Unit 301	1323	1.53%	1.53%
333 Paepcke Drive Unit 302	734	0.85%	0.85%
335 Paepcke Drive Unit 101	707	0.82%	0.82%
335 Paepcke Drive Unit 102	1285	1.49%	1.49%
335 Paepcke Drive Unit 201	675	0.78%	0.78%
335 Paepcke Drive Unit 202	1323	1.53%	1.53%
335 Paepcke Drive Unit 203	1024	1.19%	1.19%
335 Paepcke Drive Unit 301	734	0.85%	0.85%
335 Paepcke Drive Unit 302	1044	1.21%	1.21%
360 Paepcke Drive Unit 101	1431	1.66%	1.66%
360 Paepcke Drive Unit 102	1405	1.63%	1.63%
360 Paepcke Drive Unit 103	1035	1.20%	1.20%
360 Paepcke Drive Unit 104	1052	1.22%	1.22%

Unit Number	Area of Unit	Percentage Share of Common Expenses	Percentage Share of Ownership of Common Elements
410 Paepcke Drive Unit 101	1295	1.50%	1.50%
410 Paepcke Drive Unit 102	1025	1.19%	1.19%
410 Paepcke Drive Unit 201	1261	1.46%	1.46%
410 Paepcke Drive Unit 202	1047	1.21%	1.21%
410 Paepcke Drive Unit 301	733	0.85%	0.85%
410 Paepcke Drive Unit 302	1065	1.23%	1.23%
412 Paepcke Drive Unit 101	708	0.82%	0.82%
412 Paepcke Drive Unit 102	1287	1.49%	1.49%
412 Paepcke Drive Unit 201	679	0.79%	0.79%
412 Paepcke Drive Unit 202	1308	1.52%	1.52%
412 Paepcke Drive Unit 203	1014	1.17%	1.17%
412 Paepcke Drive Unit 301	724	0.84%	0.84%
412 Paepcke Drive Unit 302	1039	1.20%	1.20%
425 Paepcke Drive Unit 101	1292	1.50%	1.50%
425 Paepcke Drive Unit 102	1023	1.19%	1.19%
425 Paepcke Drive Unit 201	1325	1.54%	1.54%
425 Paepcke Drive Unit 202	1045	1.21%	1.21%
425 Paepcke Drive Unit 203	1036	1.20%	1.20%
425 Paepcke Drive Unit 204	1034	1.20%	1.20%
425 Paepcke Drive Unit 301	1324	1.53%	1.53%
425 Paepcke Drive Unit 302	734	0.85%	0.85%
440 Paepcke Drive Unit 101	712	0.82%	0.82%
440 Paepcke Drive Unit 201	682	0.79%	0.79%
440 Paepcke Drive Unit 202	1377	1.60%	1.60%
440 Paepcke Drive Unit 203	1378	1.60%	1.60%
440 Paepcke Drive Unit 204	1414	1.64%	1.64%
440 Paepcke Drive Unit 301	733	0.85%	0.85%
442 Paepcke Drive Unit 101	1292	1.50%	1.50%
442 Paepcke Drive Unit 102	1021	1.18%	1.18%
442 Paepcke Drive Unit 201	1256	1.46%	1.46%
442 Paepcke Drive Unit 202	1045	1.21%	1.21%
442 Paepcke Drive Unit 203	1033	1.20%	1.20%
442 Paepcke Drive Unit 204	1038	1.20%	1.20%
442 Paepcke Drive Unit 301	1322	1.53%	1.53%
442 Paepcke Drive Unit 302	736	0.85%	0.85%
473 Paepcke Drive Unit 101	1272	1.47%	1.47%
473 Paepcke Drive Unit 102	1012	1.17%	1.17%
473 Paepcke Drive Unit 201	1325	1.54%	1.54%

Unit Number	Area of Unit	Percentage Share of Common Expenses	Percentage Share of Ownership of Common Elements
473 Paepcke Drive Unit 202	1049	1.22%	1.22%
473 Paepcke Drive Unit 301	731	0.85%	0.85%
473 Paepcke Drive Unit 302	1047	1.21%	1.21%
475 Paepcke Drive Unit 101	707	0.82%	0.82%
475 Paepcke Drive Unit 102	1285	1.49%	1.49%
475 Paepcke Drive Unit 201	733	0.85%	0.85%
475 Paepcke Drive Unit 202	1327	1.54%	1.54%
475 Paepcke Drive Unit 203	1027	1.19%	1.19%
475 Paepcke Drive Unit 301	735	0.85%	0.85%
475 Paepcke Drive Unit 302	1048	1.21%	1.21%
Total	86312	100.00%	100.00%