

After recording return to:  
Routt County Attorney  
522 Lincoln Avenue, 3rd Floor  
P.O. Box 773598  
Steamboat Springs, CO 80477

Clerk and Recorder: Please index in real property transfer records with Routt County, Colorado, a body corporate and politic, as Grantee, and Alpine Mountain Ranch at Steamboat Springs, LLLP, as Grantor.

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**SECOND AMENDMENT TO ALPINE MOUNTAIN RANCH  
LAND PRESERVATION SUBDIVISION EXEMPTION  
DEVELOPMENT AGREEMENT**

**THIS SECOND AMENDMENT TO ALPINE MOUNTAIN RANCH LAND PRESERVATION SUBDIVISION EXEMPTION DEVELOPMENT AGREEMENT** (the "**Amendment**") dated as of April 7, 2009, is entered into by **ALPINE MOUNTAIN RANCH AT STEAMBOAT SPRINGS, LLLP**, a Colorado limited liability limited partnership ("**Landowner**") and **ROUTT COUNTY, COLORADO** ("**County**"), acting by and through its Board of County Commissioners.

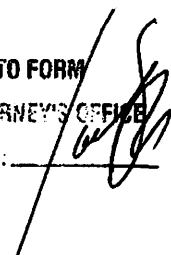
**RECITALS**

A. Landowner and County entered into that certain Alpine Mountain Ranch Land Preservation Subdivision Exemption Development Agreement dated December 19, 2006, and recorded December 29, 2006 at Reception No. 650169 in the Routt County Clerk and Recorder's Office as amended by that certain Amendment to the Alpine Mountain Ranch Land Preservation Subdivision Exemption Development Agreement dated January 8, 2008 and recorded July 25, 2008 at Reception No. 677072 (as amended, the "**Development Agreement**").

B. The Development Agreement affects the real property described as Alpine Mountain Ranch Land Preservation Subdivision Exemption as shown on the Plat thereof recorded at File No. 13686 of the Routt County records ("**Alpine Mountain Ranch**").

C. The Development Agreement documents County's approval of the Alpine Mountain Ranch Land Preservation Subdivision Exemption ("**Alpine LPS**"), which approved residential development on forty-three (43) Buildable Lots, twenty (20) Contingent Lots and one (1) Remainder Parcel on Alpine Mountain Ranch.

D. Section 1.b) of the Development Agreement provides that the Contingent Lots are not Buildable Lots unless they are converted to Buildable Lots in accordance with Section 2.12.2 of the Routt County Subdivision Regulations.

APPROVED AS TO FORM  
ROUTT COUNTY ATTORNEY'S OFFICE  
Date 3/3/2009 By: 

E. Section 2.12.2 of the Routt County Subdivision Regulations provide for the conversion of the Contingent Lots upon identification of Non-Contiguous Remainder Parcels from which development rights may be transferred.

F. Landowner and Thorpe Mountain LLC (“**Thorpe Mountain**”) have entered in to that certain Agreement dated July 1, 2008 (“**Thorpe Agreement**”), in which Thorpe Mountain has agreed to sell development rights to Landowner by designating a portion of the real property owned by Thorpe Mountain known as Flying Diamond Ranch, as Non-Contiguous Remainder Parcels under Section 2.12 of the Routt County Subdivision Regulations. The portion of the Flying Diamond Ranch designated as Non-Contiguous Remainder Parcels is located in Sections 27, 28, 33 and 34, Township 5 North, Range 85 West of the 6th P.M. and Section 15, Township 4 North, Range 85 West of the 6th P.M., Routt County, Colorado, more particularly described on the attached **Exhibit A** (“**Flying Diamond Parcels**”).

G. The Flying Diamond Parcels meet the standards and guidelines for acceptable Non-Contiguous Remainder Parcels as set forth in Section 2.12 of the Routt County Subdivision Regulations.

H. The parties desire to amend the Development Agreement as set forth herein.

NOW, THEREFORE, in consideration of the above recitals, the mutual covenants, terms and conditions contained herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Landowner and the County hereby amend the Development Agreement to convert the twenty (20) Contingent Lots into twenty (20) Buildable Lots by utilizing the Flying Diamond Parcels as Non-Contiguous Remainder Parcels, pursuant to Section 2.12.2 of the Routt County Subdivision Regulations, subject to the terms and conditions set forth in this Amendment.

### TERMS AND CONDITIONS

1. The Lots to be converted from Contingent Lots to Buildable Lots in accordance with the express terms of this Amendment are shown on the Plat of Alpine Mountain Ranch Land Preservation Subdivision Exemption Amendment No. 3 filed for record at File No. 13927 of the Routt County records (the “**AMR LPSE Amendment No. 3 Plat**”) and consist of the following:

Lot No.	Acres	Lot No.	Acres
44	5.01	54	5.02
45	5.01	55	5.00
46	5.01	56	5.00
47	5.03	57	5.03
48	5.01	58	5.02
49	5.00	59	5.01
50	5.00	60	5.00
51	5.00	61	5.02
52	5.01	62	5.00
53	5.00	63	5.00

The County and Developer agree that from and after the date of recording of this instrument the Remainder Parcel shall be the Remainder Parcel shown on AMR LPSE Amendment No. 3 Plat.

2. County has identified the above-listed Lots as Buildable Lots on the AMR LPSE Amendment No. 3 Plat. Upon recordation of this Amendment and the AMR LPSE Amendment No. 3 Plat, the above-listed Lots shall be deemed Buildable Lots for all purposes except as provided in any Subdivision Improvements Agreement between Developer and County applicable to such Lots.
3. No Secondary Dwelling Units shall be allowed on Lots 44 through 63.
4. At the time of approval of this Amendment, Thorpe Mountain and the County have entered into that certain Thorpe Mountain Land Preservation Subdivision Exemption Development Agreement ("**Thorpe Mountain Development Agreement**"). The Thorpe Mountain Development Agreement extinguishes all development rights of the Flying Diamond Parcels, expressly prohibits residential development of the Flying Diamond Parcels in perpetuity, and complies with all requirements of Section 2.12.2 of the Routt County Subdivision Regulations.
5. All capitalized terms in this Amendment not otherwise defined herein shall have the definitions assigned to them in the Development Agreement, or if not defined in the Development Agreement, such terms shall have the definitions assigned to them in the currently effective Routt County Zoning Resolution and Routt County Subdivision Regulations.
6. In the event of a conflict between the terms of the Development Agreement and this Amendment, the terms of this Amendment shall prevail.
7. Except as amended by this Amendment, the terms of the Development Agreement are hereby ratified and confirmed and shall remain in full force and effect.

(SIGNATURE PAGES TO FOLLOW)

IN WITNESS WHEREOF, Landowner and County have executed this Amendment as of the above date.

LANDOWNER:

ALPINE MOUNTAIN RANCH AT STEAMBOAT SPRINGS, LLLP, a Colorado limited liability limited partnership

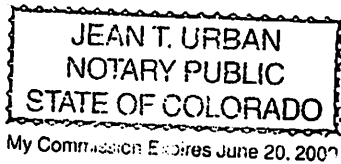
By: Steamboat Alpine Development, LLC, a Colorado limited liability company as General Partner

By: William P. Butler  
Name: \_\_\_\_\_  
Title: Managing Member

STATE OF COLORADO            )  
  )ss.  
COUNTY OF ROUTT            )

The foregoing instrument was acknowledged before me this 26 day of March, 2009, by William P. Butler as Managing Member of Steamboat Alpine Development, LLC, as General Partner of Alpine Mountain Ranch at Steamboat Springs, LLLP.

Witness my hand and official seal.



Jean T. Urban  
Notary Public

COUNTY:

BOARD OF COUNTY COMMISSIONERS  
ROUTT COUNTY, COLORADO

By: *Douglas B. Monger*  
Name: Douglas B. Monger  
Title: Chairman

~~STATE OF COLORADO )  
COUNTY OF ROUTT )ss.~~

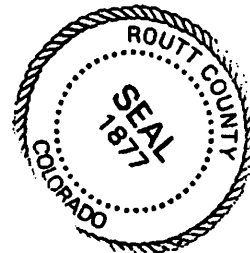
~~The foregoing instrument was acknowledged before me this \_\_\_ day of  
\_\_\_\_\_, 2009, by Douglas B. Monger as Chairman of the Board of County  
Commissioners, Routt County, Colorado.~~

~~Witness my hand and official seal.~~

~~\_\_\_\_\_  
Notary Public~~

ATTEST :

*Kay Weinland*  
KAY WEINLAND, ROUTT COUNTY CLERK  
AND RECORDER  
by: *Judy Wiegand*  
Deputy Clerk



**EXHIBIT A**  
**Legal Description of Land**

North Parcel

Description of a parcel of land located in Tract 151, of Section 27, Tract 80 of Section 27, Tract 153, of Section 27 and Section 28, Tract 81 of Sections 27, 28, 33 and 34, Lot 10, Lot 15 and Tract 154 of Section 28, and Tract 171 of Sections 28 and 33, T5N, R85W, of the 6th P.M., Routt County, Colorado.

Beginning at AP 2 of Tract 171;

Thence S 00°47'37" W 550.39 feet along the west line of said Tract 171 to the north boundary line of a tract of land as described by deed as filed with the Routt County Clerk and Recorder appearing in Book 750 at Page 372;

Thence along the north and east boundary line of said tract of land the following eight (8) calls;

1. Thence N 80°48'49" E 320.18 feet;
2. Thence S 78°25'59" E 304.12 feet;
3. Thence N 66°37'32" E 106.06 feet;
4. Thence S 89°36'53" E 123.63 feet;
5. Thence S 81°48'41" E 132.66 feet;
6. Thence S 50°31'17" E 88.13 feet;
7. Thence S 20°08'56" E 293.40 feet;
8. Thence S 21°22'13" W 10.97 feet to the north right-of-way line for the Denver and Rio Grande Western Railroad.

Said right-of-way line being north of, parallel with and 50 feet distant from the existing railroad track centerline;

Thence N 84°44'05" E 69.61 feet along said north right-of-way line;  
Thence N 84°50'13" E 3550.22 feet along said north right-of-way line to a point of curvature from which the radius point bears N 05°09'47" W 4689.25 feet

Thence along said north right-of-way line and along said curve to the left a distance of 646.40 feet, with a central angle of 07°53'53" and whose chord bears N 80°53'16" E 645.89 feet;  
thence N 76°56'20" E 492.65 feet along said north right-of-way line to the east right-of-way line for Routt County Road No. 35. Said right-of-way line being east of, parallel with and 30 feet distant from the existing road centerline;

Thence along said east right-of-way line the following seven (7) calls;

1. Thence N 14°57'40" W 0.96 feet;

2. Thence N 04°59'13" W 30.50 feet;  
3. Thence N 04°47'54" W 52.09 feet;  
4. Thence N 01°44'38" W 73.74 feet;  
5. Thence N 02°38'44" W 119.02 feet;  
6. Thence N 01°31'06" W 101.90 feet;  
7. Thence N 02°56'05" E 55.76 feet;  
Thence S 88°10'41" W 322.76 feet;  
Thence N 02°56'05" E 321.11 feet;  
Thence N 88°10'41" E 350.77 feet to the above said east right-of-way line;

Thence along said east right-of-way line the following eight (8) calls;

1. Thence N 10°11'52" E 41.07 feet;  
2. Thence N 10°18'28" E 153.93 feet;  
3. Thence N 06°58'49" E 105.66 feet;  
4. Thence N 00°08'21" E 95.61 feet;  
5. Thence N 10°01'03" W 59.67 feet;  
6. Thence N 16°19'03" W 82.31 feet;  
7. Thence N 11°57'15" W 120.58 feet;  
8. Thence N 06°30'18" W 104.95 feet to its intersection with an existing fence line;

Thence N 55°05'28" E 1681.62 feet along said fence line;  
Thence N 54°58'29" E 725.26 feet along said fence line;  
Thence N 54°56'54" E 168.33 feet along said fence line;  
Thence N 55°12'13" E 72.61 feet along said fence line to AP 2 of Tract 77;

Thence N 03°59'53" E 534.67 feet along the east line of Tract 80, being the line between AP 2 Tract 77 and AP 1 of Tract 80;

Thence S 65°17'11" W 1329.87 feet;  
Thence S 88°56'12" W 837.02 feet to the east right-of-way line for the above said Routt County Road No. 35.

Said east right-of-way line being east of, parallel with and 30 feet distant from the existing Road center line;

Thence along said east right-of-way line the following thirteen (13) calls;

1. Thence N 00°51'55" W 42.26 feet;  
2. Thence N 17°49'07" E 44.26 feet;  
3. Thence N 37°53'24" E 54.12 feet;  
4. Thence N 50°28'00" E 73.51 feet;  
5. Thence N 48°19'16" E 77.47 feet;  
6. Thence N 29°36'32" E 70.78 feet;  
7. Thence N 04°10'14" E 76.76 feet;  
8. Thence N 14°26'44" W 79.72 feet;  
9. Thence N 27°16'03" W 94.54 feet;  
10. Thence N 36°09'25" W 104.68 feet;

11. Thence N 29°56'41" W 86.97 feet;
12. Thence N 18°30'40" W 55.82 feet;
13. Thence N 03°17'21" E 40.73 feet;

Thence N 77°27'05" W 60.79 feet to the west right-of-way line for said Routt County Road No. 35 and to a point on the north line of an easement as described in that certain Easement Agreement as filed with the Routt County Clerk and Recorder appearing in Book 697 at Page 863;

Thence S 72°15'27" W 568.73 feet along the north line of said easement to the west line of Tract 80, being the line between AP 2 and AP 3 of said Tract 80;

Thence S 00°35'36" W 542.01 feet along said west line to AP corner 3 of said Tract 80;

Thence N 89°52'32" W 1321.11 feet along the south line of Tract 152 being the line between AP 8 and Ap 7 of said tract 152;

Thence S 00°58'33" W 1301.76 feet along a west line of said Tract 152, being the line between AP 7 and AP 6 of said Tract 152;

Thence N 89°54'00" W 1368.29 feet along a south line of said Tract 152, being the line between AP 6 of Tract 152 and AP 4 of Tract 153;

Thence N 89°54'47" W 1351.61 feet along a south line of said Tract 152, being the line between AP 4 of Tract 153 and AP 5 of Tract 152 to AP 5 of said Tract 152 and to the

SE corner of lot 25 of Deerwood Ranches a subdivision as filed by plat with the Routt County Clerk and Recorder appearing at File No. 12095;

Thence S 74°20'09" W 977.19 feet along the south line of said lot 25 to the NE corner of Lot 14 of Section 28;

Thence S 00°08'27" W 1164.23 feet along the east line of said Lot 14 to the SE corner of said Lot 14;

Thence N 89°56'34" W 420.31 feet along the south line of said Lot 14 to the Point of Beginning.

Containing 365.38 Acres more or less.

Bearings are assumed and based upon the monumented line between AP 2 Tract 171 and AP 6 Tract 157 being N 00°47'37"E. Said monuments being standard GLO brass caps set for said corners.

This legal description was prepared by R.C. Moon, Colorado Registration No. 13221, at D&D Inc., a Professional Land Surveying and Planning Co., 2145 Resort Drive, Suite 105 Steamboat Springs, CO. 80487-8807



South Parcel



**D & D INC.**

A PROFESSIONAL LAND SURVEYING AND PLANNING CO.  
2145 RESORT DR. SUITE 105, STEAMBOAT SPRINGS, CO 80487  
(970) 879-2715 • FAX (970) 879-3028

February 9th, 2009

Description of a parcel of land located Section 15,  
T4N, R85W, of the 6th P.M., Routt County, Colorado.

Beginning at the E1/4 corner of Section 15;

Thence S 00 03'00" W 2694.78 feet to the SE corner of  
Section 15;  
Thence S 89 39'00" W 2796.42 feet to the S1/4 corner of  
Section 15;  
Thence S 89 50'00" W 2678.28 feet to the SW corner of  
Section 15;  
Thence N 00 08'00" E 2669.04 feet to the W1/4 corner of  
Section 15;  
Thence N 00 02'00" E 1614.25 feet along the west line of  
Lot 5 and along the west line of Lot 4 of said Section 15;  
Thence N 89 28'13" E 5473.83 feet to the east line of Lot 1  
of said Section 15;  
Thence S 00 08'00" W 1614.25 feet along the east line of said  
Lot 1 and along the east line of Lot 8 of said Section 15  
to the Point of Beginning.

Containing 540.0 Acres more or less.

Bearings are based upon those shown on the Government Land  
Office plat for Section 15, T4N, R8W.

This legal description was not prepared from a field  
survey. The bearings and distances were determined  
from the Government Land Office Plat.

This legal description was prepared by R.C. Moon, Colorado  
Registration No. 13221, at D&D Inc., a Professional Land  
Surveying and Planning Co., 2145 Resort Drive, Suite 105  
Steamboat Springs, CO. 80487-8807  
970-879-2715

c:\pw\adams540.leg



