

**AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
WILLOW BEND UNIT TWO
A Residential Subdivision**

THIS AMENDMENT TO DECLARATION, made on the date hereinafter set forth by **UPPER VALLEY WILLOWS, INC.**, a Texas corporation, hereinafter referred to as "Declarant."

WHEREAS, Declarant has previously caused to be filed that certain Declaration of Covenants, Conditions and Restrictions for Willow Bend Unit Two (a Residential Subdivision), hereinafter referred to as the "Declaration," being recorded in Book 3049, Page 163, Real Property Records of El Paso County, Texas; and

WHEREAS, Declarant desires to amend the Declaration as permitted by Section 9.03 of the Declaration (i) to recognize the reconfiguration of certain lots and the possible replat of those lots pursuant to a proposed Willow Bend Unit Two Replat "A" (the "Replat"), (ii) to provide for the conversion of Meadow Willow Drive from Lazy Willow Drive west to the end of the cul de sac from a public street to a private street (the "Private Street") if approved by the Declarant and the City of El Paso, (iii) to provide for adjusted Regular annual Assessments to recognize the increased size of the reconfigured or replatted lots, and (iv) if the Private Street is approved by the Declarant and the City of El Paso, to provide for Special Assessments to be paid by the owners of the reconfigured or replatted lots for the maintenance of the Private Street, a gate at the entrance to the Private Street, and such other common facilities as may hereafter be approved;

NOW, THEREFORE, the Declarant hereby amends the Declaration as follows:

1. **Reconfiguration or Replat of Lots.** Lots 30-32, inclusive, 41 though 52, inclusive, and Lots 57 and 58, Block 5, Willow Bend Subdivision Unit Two, may be reconfigured or, at the option of the Declarant and with the approval of the City of El Paso, may be replatted as Lots 1 through 12, inclusive, Block 9, Willow Bend Subdivision Unit Two Replat "A" (the "Reconfigured Lots"). Except as otherwise provided in this Amendment, each of the Reconfigured Lots shall be considered a Lot in accordance with the terms of the Declaration; provided, that the Owners of each of the Reconfigured Lots that front on Meadow Willow Drive (i) shall pay Regular Annual Assessments equal to one and seven tenths (1.7) times the Regular Annual Assessments paid by all other Owners, and (ii) shall have one and seven tenths (1.7) votes instead of one (1) vote as provided in Section 4.05 of the Declaration. If a replat is filed, the replat will be included in the term "Subdivision" in the Declaration.

2. **Special Common Facilities Assessments.** If the Private Street is approved by Declarant and the City of El Paso, then, in addition to Regular Annual Assessments payable as set forth in Section I of this Amendment, the Owners of the Reconfigured Lots fronting on the Private Street (if a replat is filed, these Lots will be known as Lots 4 through 10, Block 9, Willow Bend Unit Two Replat "A") (the "Private Street Lots") shall pay Private Street Assessments to cover the costs of maintaining and repairing the Private Street, the gate at the entrance to the Private Street and any other improvements installed specifically for the benefit of the Owners of the Private Street Lots (collectively referred to herein as the "Private Street Facilities").

3. **Restricted Voting Rights.** Notwithstanding any other provision of the Declaration to the contrary, the Owners of the Private Street Lots shall constitute a committee of the Association to be known as the "Private Street Committee" with the sole right to vote on all matters exclusively related to the Private Street Lots, including without limitation, the right to establish a budget for the operation of the Private Street Committee, the maintenance and repair of the Private Street, the maintenance and repair of the gate at the entrance to the Private Street, and other special common facilities for the exclusive use and benefit of the Owners of the Private Street Lots. Sections 6.02 and 6.05 of the Declaration regarding the budget process, the determination of Regular Annual Assessments, and the payment of Regular Annual Assessments shall apply to the Private Street Committee and to the determination and payment of the Private Street Assessments. Payment of Private Street Assessments shall be enforced in accordance with Section 6.07 of the Declaration, and shall be secured by a lien as described in Section 6.08 of the Declaration.

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NOTARY PUBLIC

4. **Failure to Secure Street Vacation or Special Permit.** If the street vacation or the special permit application requesting the designation of the Private Street is withdrawn by the Declarant or not approved by the City of El Paso, then Sections 2 and 3 of this Amendment shall be null and void.

All capitalized terms used in this Amendment, unless otherwise defined, shall have the meanings given to them in the Declaration. Except as supplemented by this Amendment, the original Declaration is hereby confirmed and ratified in all respects.

IN WITNESS WHEREOF, the undersigned, being the Declarant herein, has executed this Amendment to be effective as of the 18th day of June, 1999.

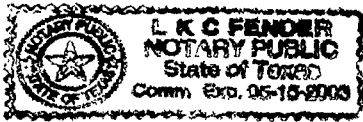
UPPER VALLEY WILLOWS, INC.

By: [Signature]
JOE G. HANSON, President

STATE OF TEXAS)

COUNTY OF EL PASO)

This instrument was acknowledged before me this 1st day of February, 2000, by Joe G. Hanson, President of Upper Valley Willows, Inc., a Texas corporation, on behalf of said corporation.



[Signature]
Notary Public for the State of Texas

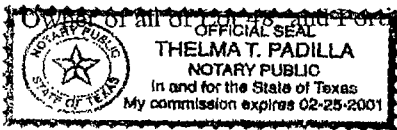
IN WITNESS WHEREOF, the undersigned, being the Owners of all of Lot 48 and portions of Lots 47, 57, and 58 Block 5, Willow Bend Unit Two, (to be known as lot 8, Block 9, Willow Bend Unit 2 Replat "A") have hereby acknowledged and accepted this Amendment to be effective as of the date of ownership of said property on the 18th day of June, 2000. Executed this ___ day of February, 2000.

By: [Signature]
Joe M. Lozano
By: [Signature]
Elizabeth Lozano

STATE OF TEXAS)

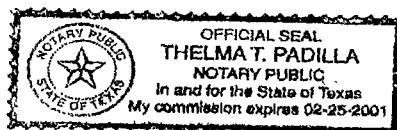
COUNTY OF EL PASO)

This instrument was acknowledged before me this 12 day of February, 2000, by Joe M. Lozano, Owner of all of Lot 48, and Portions of Lots 47, 57, and 58, Block 5, Willow Bend Unit 2.



[Signature]
Notary Public for the State of Texas

This instrument was acknowledged before me this 17 day of February, 2000, by Elizabeth Lozano, Owner of all of Lot 48, and Portions of Lots 47, 57, and 58, Block 5, Willow Bend Unit 2.



[Signature]
Notary Public for the State of Texas

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Inch 2000011762
Pages 2
02/23/00 08:00:25 AM
Filed & Recorded in
Official Records of
EL PASO COUNTY
MECTOR SANCHEZ, JR.
COUNTY CLERK
Fees \$11.00

ANY PROVISIONS HEREIN WHICH RESTRICTS THE SALE, RENTAL
OR LEASE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR
OR RACE IS HEREBY DECLARED UNENFORCEABLE UNDER THE LAW
OF THE STATE OF TEXAS. COUNTY OF EL PASO
I hereby certify that this instrument was filed on the date and time stamped
hereon by me or my authorized representative and was duly recorded in the volume and page of the Official
Public Record of Real Property of El Paso County.

FEB 23 2000



EL PASO COUNTY, TEXAS

**END OF
INSTRUMENT**

COMMISSIONER

PLEASE RETURN RECORDED DOCUMENT TO:
Rick Cochran
HANSON DEVELOPMENT CORPORATION
1715 B. WESTON BRENT
EL PASO, TEXAS 79935