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FIRST AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR
THE MEADOWS AT POUFRE RIVER RANCH,
A PLANNED COMMUNITY,
AND THE MEADOWS AT POUFRE RIVER RANCH
OF GREELEY SUBASSOCIATION

THIS FIRST AMENDMENT TO THE DECLARATION OF COVENANTS,
CONDITIONS, AND RESTRICTIONS FOR THE MEADOWS AT POUFRE RIVER RANCH,
A PLANNED COMMUNITY, AND THE MEADOWS AT POUFRE RIVER RANCH OF
GREELEY SUBASSOCIATION (this "First Amendment") is made and entered
into as of the 5 day of April, 2002, by HARTFORD
HOMES, INC., a Colorado Corporation, as "Declarant"; and the
undersigned owners of the respective Lots (collectively, "Owners").

WITNESSETH:

WHEREAS, Declarant and Owners are the owners of those certain
Lots constituting the real property located in the County of Weld,
State of Colorado, which is the subject matter of the Declaration
(as defined below) and which is more fully described on Exhibit "A"
attached hereto and incorporated herein by this reference (the
"Property"); and

WHEREAS, a Declaration of Covenants, Conditions and
Restrictions for The Meadows at Poudre River Ranch, a Planned
Community, and The Meadows at Poudre River Ranch of Greeley
Subassociation was recorded December 8, 1999, at Reception No.
2737253 of the Weld County, Colorado records (the "Declaration");
and

WHEREAS, Article X, Section 2 of the Declaration reserved to
the Owners the right and power to amend the Declaration in
accordance with the provisions of Colorado statutes, and the
applicable Colorado statutes provide for amendment of the
Declaration, in certain respects by vote or agreement of Owners to
whom more than fifty percent (50%) of the votes in the homeowners
association are allocated; and

WHEREAS, by execution of this First Amendment, the Owners to
which more than fifty percent (50%) of the votes in the homeowners
association are allocated evidence their agreement to the amendment
of the Declaration as set forth herein; and

WHEREAS, Declarant and Owners desire to amend the Declaration
in the following respects:

RE-RECORDED FOR THE EXPRESS PURPOSE OF INSERTING MISSING SECOND PAGE.



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Return to:
1218 West Ash, Suite A
Windsor, CO 80550

1. Declarant and Owners hereby publish and declare that the Property shall be held, sold, conveyed, transferred, leased, subleased and occupied subject to the easements, covenants, conditions and restrictions set forth in the Declaration, as amended and modified herein.

2. Article VI, Section 11 of the Declaration is hereby amended to read in its entirety as follows:

Section 11 - Restrictions on Parking and Storage.
No trailers, motor homes, recreational vehicles, mobile homes, camping units, boats, snowmobiles, all-terrain vehicles, motorcycles, hauling trailers, accessories or similar recreational vehicles shall be stored or permitted to remain for more than two (2) consecutive days on any Lot (or the streets adjoining any Lot or Residence), except within enclosed garages). In addition, no vehicles of the nature described above and no other trucks, commercial vehicles or inoperative vehicles shall be kept, placed, stored or maintained upon any Lot or on the Common Area. The foregoing shall not prohibit the temporary parking of a motor home or other vehicle for the purpose of loading, unloading or cleaning same; nor shall this restriction prohibit washing or polishing any type of vehicle or recreational vehicle or trailer on a Lot for a period of time not to exceed twelve (12) hours. Commercial vehicles engaged in the delivery or pick up of goods or services shall be exempt from the provisions of this Section provided they do not remain within the Project in excess of a reasonable period of time required to perform such commercial function. For purposes of this Section, a three-quarter ton or smaller vehicle commonly known as a pickup truck shall not be deemed to be a "truck" or "commercial vehicle." The term "inoperative vehicle" shall mean and refer to any vehicle which has not been driven under its own propulsion for a period of forty-eight (48) hours or longer. Furthermore, no Owner shall regularly park on or about a Lot (including the driveway of a Residence) for more than forty-eight (48) consecutive hours, more than one automobile, non-commercial pickup truck or other vehicle, it being the intent of this provision that Owners shall not regularly park more than one personal passenger vehicle outside the garage on such Owner's Lot.

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3. The effective date of this First Amendment of the Declaration as set forth above shall be the date of recording of this First Amendment in the real property records of Weld County, Colorado.

4. Except as expressly amended and modified herein, the terms, covenants, conditions, easements, restrictions and reservations contained in the Declaration shall remain in full force and effect; and the Declaration, as hereby amended, shall be deemed to run with the Property and be a burden and benefit on the undersigned and any person or persons acquiring or owning any interest in the Property, or any part thereof, and their respective grantees, heirs, personal representatives, successors and assigns.

5. This First Amendment to the Declaration of Covenants, Conditions and Restrictions for The Meadows at Poudre River Ranch, a Planned Community, and The Meadows at Poudre River Ranch of Greeley Subassociation may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one in the same instrument, notwithstanding the fact that all parties are not signatory to the original or to the same counterpart.

IN WITNESS WHEREOF, Declarant and Owners have caused this First Amendment to the Declaration of Covenants, Conditions and Restrictions for The Meadows at Poudre River Ranch, a Planned Community, and The Meadows at Poudre River Ranch of Greeley Subassociation to be executed the day and year first above written.

HARTFORD HOMES, INC.,
a Colorado Corporation

By: 
Gary Hoover, President

"Declarant"

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SIGNATURE PAGE ATTACHED TO AND MADE A PART OF THE FIRST AMENDMENT DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR THE MEADOWS AT Poudre RIVER RANCH, A PLANNED COMMUNITY, AND THE MEADOWS AT Poudre RIVER RANCH OF GREELEY SUBASSOCIATION.

The undersigned, being one or more of the Owners of The Meadows at Poudre River Ranch, a subdivision in the County of Weld, State of Colorado, and in accordance with the provisions of Article X, Section 2 of the Declaration of Covenants, Conditions and Restrictions for The Meadows at Poudre River Ranch, a Planned Community, and The Meadows at Poudre River Ranch of Greeley Subassociation recorded on December 8, 1999, as Reception No. 2737253 of the Weld County, Colorado records, hereby executes this page as part of said First Amendment and expressly agrees and consents to the amendment of said Declaration of Covenants, Conditions and Restrictions for The Meadows at Poudre River Ranch, a Planned Community, and The Meadows at Poudre River Ranch of Greeley Subassociation, as more fully provided therein.

LOT(S) OWNED BY UNDERSIGNED: Lot 5, Block 3; Lots 5, 7, 9 and 10, Block 4; Lots 1, 2 and 3, Block 5, Third Replat of Poudre River Ranch First Filing, a Replat of PUD 1B, City of Greeley, Weld County, Colorado.

HARTFORD HOMES, INC.,
a Colorado Corporation

By: Gary Hoover *President*
Gary Hoover, President

* PLEASE SIGN YOUR NAME EXACTLY AS IT APPEARS

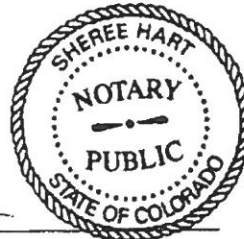
STATE OF COLORADO)
) ss.
COUNTY OF WELD)

The foregoing instrument was acknowledged before me this 5th day of April, 2002, by Gary Hoover as President of HARTFORD HOMES, INC., a Colorado Corporation.

WITNESS my hand and official seal.

My commission expires: 8/20/2003

Sherie Hart
Notary Public



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The undersigned, being one or more of the Owners of The Meadows at Poudre River Ranch, a subdivision in the County of Weld, State of Colorado, and in accordance with the provisions of Article X, Section 2 of the Declaration of Covenants, Conditions and Restrictions for The Meadows at Poudre River Ranch, a Planned Community, and The Meadows at Poudre River Ranch of Greeley Subassociation recorded on December 8, 1999, as Reception No. 2737253 of the Weld County, Colorado records, hereby executes this page as part of said First Amendment and expressly agrees and consents to the amendment of said Declaration of Covenants, Conditions and Restrictions for The Meadows at Poudre River Ranch, a Planned Community, and The Meadows at Poudre River Ranch of Greeley Subassociation, as more fully provided therein.

LOT(S) OWNED BY UNDERSIGNED: Lots 1 and 4, Block 1; Lots 1, 7, 8 and 9, Block 2, of PUD 1B of the Poudre River Ranch First Filing, as shown on the filing plat recorded March 26, 1999, at Reception No. 2682498, City of Greeley, Weld County, Colorado.

HARTFORD HOMES, INC.,
a Colorado Corporation

By: Gary Hoover President
Gary Hoover, President

* PLEASE SIGN YOUR NAME EXACTLY AS IT APPEARS

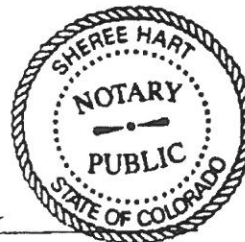
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) ss.
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My commission expires: 8/20/2003

Sheree Hart
Notary Public



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EXHIBIT "A" ATTACHED TO AND MADE A PART OF THE FIRST AMENDMENT DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR THE MEADOWS AT POUDRE RIVER RANCH, A PLANNED COMMUNITY, AND THE MEADOWS AT POUDRE RIVER RANCH OF GREELEY SUBASSOCIATION.

Legal Description of the Property

Originally described as:

Lots 1-13 of Poudre River Ranch First Filing, a Replat of PUD 1A as shown on the filing plat recorded July 7, 1999, at Reception No. 2704934, and Lots 1-4, Block 1; Lots 1-9, Block 2; Lots 1-5, Block 3; Lots 1-4, Block 4; Lots 1-7, Block 5 and Lots 1-3, Block 6 of PUD 1B of the Poudre River Ranch First Filing as shown on the filing plat recorded March 26, 1999, at Reception No. 2682498, City of Greeley, Weld County, Colorado.

Now described as:

Lots 1-13 of Poudre River Ranch First Filing, a Replat of PUD 1A as shown on the on the filing plat recorded July 7, 1999, at Reception No. 2704934, and Lots 1-4, Block 1; Lots 1-9, Block 2; Lots 1-5, Block 3; Lots 1-10, Block 4; Lots 1-3, Block 5 of the Third Replat of Poudre Ranch First Filing, a Replat of PUD 1B, City of Greeley, Weld County, Colorado.

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LOT(S) OWNED BY UNDERSIGNED: Lot 2, Block 1, of PUD 1B of the Poudre River Ranch First Filing, as shown on the filing plat recorded October 19, 2000, at Reception No. 2801305, City of Greeley, Weld County, Colorado.

BONNIE E. WHITE TRUST
DATED AUGUST 21, 1991

By: Bonnie E. White, Trustee

* PLEASE SIGN YOUR NAME EXACTLY AS IT APPEARS

STATE OF COLORADO)
) ss.
COUNTY OF weld)

The foregoing instrument was acknowledged before me this 12th day of March, 2002, by Bonnie E. White as Trustee of the BONNIE E. WHITE TRUST DATED AUGUST 21, 1991.

WITNESS my hand and official seal.

My commission expires: August 9, 2004



Kathryn E. Rodriguez
Notary Public
State of Colorado

Kathryn E. Rodriguez
Notary Public

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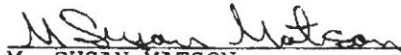
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LOT(S) OWNED BY UNDERSIGNED: Lot 3, Block 1, Third Replat of Poudre River Ranch First Filing, a Replat of PUD 1B, City of Greeley, Weld County, Colorado.



LESLIE D. MATSON



M. SUSAN MATSON

* PLEASE SIGN YOUR NAME EXACTLY AS IT APPEARS

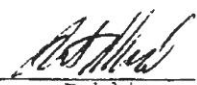
STATE OF COLORADO)
) ss.
COUNTY OF WELD)

The foregoing instrument was acknowledged before me this 22nd day of March, 2002, by LESLIE D. MATSON and M. SUSAN MATSON.

WITNESS my hand and official seal.

My commission expires: **My Commission Expires Dec. 3, 2005**





Notary Public