

WHEN RECORDED RETURN TO:

Bedford Falls, LLC
Attn: Chet Thomas
299 South Main Street, Suite 2250
Salt Lake City, Utah 84111

**AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS, CONDITIONS
AND RESTRICTIONS FOR CASCADE MEADOWS SUBDIVISION**

This Amendment to the Declaration of Protective Covenants, Conditions and Restrictions for Cascade Meadows Subdivision is made and entered into effective as of the 11 day of DECEMBER 2013, by Bedford Falls, LLC, a Utah limited liability company ("Declarant").

A. The Declarant is the Owner of all of the 15 Lots in the Cascade Meadows Subdivision, which 15 Lots remain to be developed. The legal description of the Property within the Cascade Meadows Subdivision is attached hereto and incorporated herein as Exhibit A.

B. The Declarant now desires to modify and amend the Declaration of Protective Covenants, Conditions and Restrictions for Cascade Meadows Subdivision, dated March 11, 2008 and recorded on March 11, 2008 in the Wasatch County Recorder's office as Document No. 333076 (the "Declaration"), as specifically set forth below.

C. Pursuant to Section 3.2 of the Declaration, the Declaration may be amended at any time if at least sixty-seven percent (67%) of the votes cast by all owners shall be in favor of the Amendment. Declarant owns all of the Lots and has one hundred percent (100%) of the voting rights. As such, Declarant now desires to amend the Declaration as set forth in this amendment.

NOW THEREFORE, in consideration of the mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Declaration is hereby amended as follows:

1. Capitalized Terms. All capitalized terms used in this Amendment shall have the same meaning as set forth in the Declaration, unless another meaning is expressly indicated.

2. Amendment of Section 2.1 of the Declaration. Section 2.1 of the Declaration is hereby amended and restated in its entirety as follows:

2.1 Land Use and Building Type. The land is to be used except for the residential purposes. No building shall be erected altered, placed, or permitted to remain on any Lot other than one (1) single family dwelling not to exceed two (2) stories in height (not counting the basement) and private garage for not less than two (2) vehicles and not more than four (4) vehicles without the prior written approval of the Committee. Carports may not be built. Rambler-style houses shall have a minimum of fifteen hundred (1500) square feet of main floor area above finished grade, not counting the basement, or bonus

rooms minimum. Two story houses shall have a minimum of fourteen hundred (1400) finished square feet of main floor area above finished grade, not counting the basement, and not less than two thousand two hundred (2200) square feet for second tory level and main floor area combined. No multi-family houses shall be permitted. Square footage of any style is excluding garages, porches, verandas, patios, basements, eaves, overhangs and steps. Any square footage with any portion thereof beneath the top grade of the foundations will not qualify to offset the minimum square footage requirement. The Committee must approve any deviations from this requirement in writing.

3. Amendment of Section 2.2 of the Declaration. Section 2.2 of the Declaration is hereby amended and restated in its entirety as follows:

2.2 Architectural Control. To maintain a degree of protection to the investment, which homeowners in this area may make, homes of superior design are requisite. Designs shall be limited to those prepared by architects or by qualified residential designers of outstanding ability whose previous work may be reviewed as a part of the approval process. No landscaping, grading, excavation, building, fence, wall, residence, or other structure, or alteration of any kind, shall be commenced, erected, maintained, improved, altered, or made until the construction plans an specifications, along with topographical plans showing the locations of all improvements, including a detailed landscaping plan, have been approved in writing by the Committee. All subsequent additions to or changes or alterations in any building, fence, wall, or other structure, including exterior color scheme, and all changes in the grade on any Lot, shall be subject to the prior written approval of the Committee. Once approved by the Committee, no changes or deviations in or from the plans and specifications shall be made without the prior written approval of the Committee. Subsequent to receiving approval by the Committee and prior to the commencement of construction, each Owner will be responsible for obtaining a building permit from Midway City. No construction of home or landscaping may commence without approval of the Committee of the working drawings. Each lot owner must submit the following Committee review.

- (a) Plot Plans to scale showing the entire site, building, garages, walks, drives, fences, lights, and retaining walls, with elevations of the existing and finished grades and contours including those at the outside corners of the buildings and at adjacent property lines and street fronts and elevations of floors from a designated point of the street.
- (b) Two (2) sets of plans, one engineered, stamped to be signed and given to the city and a copy of the same set for the committee records. Detailed floor plans showing dimensions, measurements and square footage.
- (c) Detailed elevations, indicating all materials being used with complete descriptions, including manufacturer and colors of materials, to be used on the exterior of the residence. If colors are not known at the time of submittal, the committee reserves the right to disapprove colors being used at the time of construction.

4. Amendment of Section 2.3 of the Declaration. Section 2.3 of the Declaration is hereby amended and restated in its entirety as follows:

2.3 Construction Quality, Size, and Cost. The Committee will base its' approval of construction plans, specifications, landscaping plans, and other alterations on the acceptability and harmony of the external design of the proposed structures with respect to topography and grade, quality of materials, size, height, color, etc. Only those exterior materials, which will blend harmoniously with the natural environment, with earth-tones colors, shall be permitted. All exterior material shall be new and consist of brick, rock, stucco, or combination approved in writing by the Architectural Control Committee. Color matched aluminum soffit and fascia is acceptable. All homes will be built in a manner consistent with other homes already being built in the area. This means that if plans being submitted for approval do not compliment the style of homes already approved by the committee, they will not be allowed or will be up to the discretion of the committee. No aluminum siding shall be permitted in the Project including masonite type material. Cement based materials such as Hardi plank or other similar products shall be allowed as a compliment material provided that the thirty percent brick and stone and wainscot requirement is met as noted below. All exterior materials and colors are to be specified on plans and submitted for approval by the Committee. No pre-manufactured homes shall be permitted. No flat roofs shall be permitted in the Project. Pitched roofs shall be at least a 6/12 pitch. A minimum width of seven and one-quarter (7 1/4") inches shall be required on the fascia. All stacks and chimneys from fireplaces shall be non-combustible materials other than natural gas are burned shall be fitted with spark arresters. Each house will have a minimum of thirty percent (30%) brick or stone on the front of all homes. The Committee may at its sole discretion allow for less than the thirty percent (30%) brick and/or stone requirement on the front of the home provided that the home style and architecture supports such deviation and the materials chosen otherwise meet the requirements of this paragraph. All Owners shall strictly comply with all state laws and city ordinances pertaining to fire hazard control.

5. Amendment of Section 2.6 of the Declaration. Section 2.6 of the Declaration is hereby amended in its entirety as follows:

2.6 Landscaping. Only such foliage shall be removed from each Lot as is necessary for clearing the drive-way, excavation for the foundation, and for lawns and patio areas. The Committee must approve lawn, patio, and garden areas. Owners are encouraged to plant trees and shrubs to enhance the natural beauty, provide windbreaks, and improve erosion control. The planting of trees that will have a high profile and obstruct the view from neighboring Lots is prohibited. Such trees may be pruned or removed at the discretion of the Committee, at the Owner's expense. No planting or structures shall be placed or permitted which may damage or interfere with established slope ratios, create erosion, or change the direction of drainage channels. All materials used to retain and contour the slope of any Lot or improvement must conform to the natural beauty and color of the Property and must be approved by the Committee.

Each dwelling shall have installed surrounding it an outdoor sprinkler system for fire protection and irrigation. An automatic sprinkler system will comply. Landscaping may

include a combination of lawn, shrubs, or ground cover. Ground cover may include vegetative vines, low-spreading shrubs, and annual or perennial flowering foliage plants. Ground cover may also include mineral or non-living organic-permeable material in not more than fifteen percent (15%) of the net landscaped area. Minimal ground cover may include such materials as rocks, boulders, gravel, or brick over sand. Species, size, and placement of landscape elements shall be determined by the homeowner and approved by the Committee prior to the commencement of landscaping. No mineral or non-living organic material will be allowed in the drive strips, except for accents consisting of ten percent (10%) or less of park strip area and should be limited to the area at the base of the park strip trees.

- (a) Deadline for Completion of Landscaping. The front yard of each Lot (from the street to the front line of the residence on the Lot) shall be landscaped within four (4) months of the occupancy date of any structure built upon said Lot. The remainder of the Lot shall be landscaped within six (6) months of the occupancy date of any structure built upon said Lot.
- (b) Revegetation of Slopes. Where any slope on any Lot has a slope of thirty percent (30%) or greater, the Owner shall be required to immediately revegetate said slope and present a revegetation plan to the Committee for review and approval.

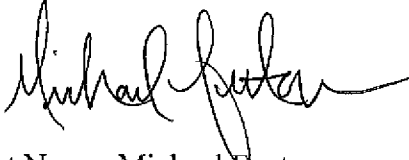
6. Approval. This Amendment is adopted and approved by the undersigned pursuant to the Declaration. All conditions precedent to and requirements of amending the Declaration have been met and satisfied.

7. Effect on Declaration. Except as specifically set forth herein, all other sections, paragraphs, terms, conditions and provisions in the Declaration shall remain in full force and effect and are incorporated herein by this reference.

[Signatures to follow on next page]

IN WITNESS WHEREOF, the undersigned acknowledges that it has signed this Amendment to be effective as of the date first written above.

Bedford Falls, LLC
A Utah limited liability company

By: 

Print Name: Michael Fenton
Its: Manager

STATE OF UTAH)
 : ss
COUNTY OF SALT LAKE)

On the 16 day of Dec, 2013, personally appeared before me Michael Fenton, a Manager of Bedford Falls LLC who acknowledged that he executed the foregoing document on behalf of said company for its stated purpose.


Notary Public

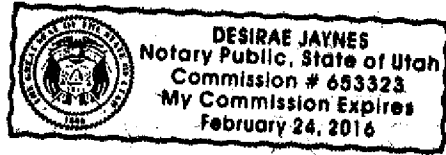


EXHIBIT "A"

BEGINNING NORTH 00°06'36" WEST 2053.12 FEET ALONG THE SECTION LINE AND EAST 1623.64 FEET FROM THE WASATCH COUNTY SURVEY MONUMENT FOR THE SOUTHWEST CORNER OF SECTION 3, TOWNSHIP 4 SOUTH, RANGE 4 EAST, SALT LAKE BASE AND MERIDIAN; AND RUNNING THENCE NORTH 318.00 FEET; THENCE NORTH 56°12'18" EAST 141.69 FEET TO THE BEGINNING OF A NON-TANGENT CURVE TO THE RIGHT AND CONCAVE SOUTHEASTERLY WITH A RADIUS OF 115.50 FEET FROM WHICH A RADIAL LINE BEARS SOUTH 84°22'41" EAST; THENCE NORTHEASTERLY 109.87 FEET ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 54°30'15" (CHORD BEARS NORTH 32°52'27" EAST 105.78 FEET); THENCE NORTH 160.16 FEET; THENCE SOUTH 89°53'30" EAST 476.76 FEET ALONG AN EXISTING FENCE LINE; THENCE NORTH 89°28'40" EAST 64.83 FEET ALONG THE SOUTHERLY BOUNDARY OF THE WILLIAM A. RICHARDSON SMALL SUBDIVISION; THENCE SOUTH 06°04'52" EAST 236.57 FEET; THENCE SOUTH 422.28 FEET; THENCE NORTH 89°04'19" WEST 741.92 FEET TO THE POINT OF BEGINNING.

NOW BEING DESCRIBED AS:

LOTS 1 THROUGH 15, CASCADE MEADOWS P.U.D., ACCORDING TO THE OFFICIAL PLAT THEREOF ON FILE AND OF RECORD IN THE WASATCH COUNTY RECORDER'S OFFICE.

LOT 1

**526 WEST CASCADE MEADOWS LOOP, MIDWAY, UT 84049
Tax Serial No.: 00-0020-7795**

LOT 2

**530 WEST CASCADE MEADOWS LOOP, MIDWAY, UT 84049
Tax Serial No.: 00-0020-7796**

LOT 3

**534 WEST CASCADE MEADOWS LOOP, MIDWAY, UT 84049
Tax Serial No.: 00-0020-7797**

LOT 4

**536 WEST CASCADE MEADOWS LOOP, MIDWAY, UT 84049
Tax Serial No.: 00-0020-7798**

LOT 5

**538 WEST CASCADE MEADOWS LOOP, MIDWAY, UT 84049
Tax Serial No.: 00-0020-7799**

LOT 6

**542 WEST CASCADE MEADOWS LOOP, MIDWAY, UT 84049
Tax Serial No.: 00-0020-7800**

LOT 7

**544 WEST CASCADE MEADOWS LOOP, MIDWAY, UT 84049
Tax Serial No.: 00-0020-7801**

LOT 8

**548 WEST CASCADE MEADOWS LOOP, MIDWAY, UT 84049
Tax Serial No.: 00-0020-7802**

LOT 9

**550 WEST CASCADE MEADOWS LOOP, MIDWAY, UT 84049
Tax Serial No.: 00-0020-7803**

LOT 10

**554 WEST CASCADE MEADOWS LOOP, MIDWAY, UT 84049
Tax Serial No.: 00-0020-7804**

LOT 11

**567 WEST CASCADE MEADOWS LOOP, MIDWAY, UT 84049
Tax Serial No.: 00-0020-7805**

LOT 12

**569 WEST CASCADE MEADOWS LOOP, MIDWAY, UT 84049
Tax Serial No.: 00-0020-7806**

LOT 13

**573 WEST CASCADE MEADOWS LOOP, MIDWAY, UT 84049
Tax Serial No.: 00-0020-7807**

LOT 14

574 WEST CASCADE MEADOWS LOOP, MIDWAY, UT 84049

Tax Serial No.: 00-0020-7808

LOT 15

570 WEST CASCADE MEADOWS LOOP, MIDWAY, UT 84049

Tax Serial No.: 00-0020-7809

DISCLOSED