



NINTH AMENDMENT

TO

DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS

AND EASEMENTS FOR

NORTHGATE RESIDENTIAL PROPERTIES

THIS NINTH AMENDMENT is made this 29TH day of January, 2001 by PICOLAN, INC., a Colorado corporation ("Declarant"), and amends that certain Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties (the "Declaration"), dated July 8, 1997 and recorded July 10, 1997 under Reception No. 097079216 of the records of El Paso County, Colorado. The Declaration was previously amended by a First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties dated May 15, 1998 and recorded May 19, 1998 under Reception No. 098066621, by a Second Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties dated October 8, 1999 and recorded October 15, 1999 under Reception No. 099160922, by a Third Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties dated November 22, 1999 and recorded November 29, 1999 under Reception No. 099180174, by a Fourth Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties dated January 18, 2000 and recorded January 31, 2000 under Reception No. 200010109, by a Fifth Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties dated April 25, 2000 and recorded April 27, 2000 under Reception No. 200046047, by a Sixth Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties dated October 3, 2000 and recorded October 6, 2000 under Reception No. 200121698, by a Seventh Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate

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Residential Properties dated October 17, 2000 and recorded October 19, 2000 under Reception No. 200127007, and by an Eighth Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties dated December 4, 2000 and recorded December 5, 2000 under Reception No. 200146143, records of El Paso County, Colorado. The Declaration and the Amendments are collectively referred to herein as the "Declaration."

Declarant is the owner of the real property in the City of Colorado Springs, County of El Paso and State of Colorado, as more particularly described on Exhibit A attached hereto (the "Ninth Additional Property"), which is part of the Expansion Property defined in the Declaration.

The purpose of this Ninth Amendment is to extend the Declaration to the Ninth Additional Property. Declarant has the right, power and authority to amend the Declaration as provided herein. Accordingly, pursuant to Section 7.2 and Section 10.3 of the Declaration, the Declaration is hereby amended to add the Ninth Additional Property to the area made subject to the Declaration. All of the terms, conditions and provisions of the Declaration shall apply to and be binding upon the Ninth Additional Property, and the Ninth Additional Property shall be subject to all of the terms, conditions and provisions of the Declaration.

Any capitalized phrase, term or word used in this Ninth Amendment that is not otherwise expressly defined in this Ninth Amendment shall have the meaning set forth in Article 1 of the Declaration, unless the context requires otherwise.

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Exhibit A

A TRACT OF LAND BEING A PORTION OF THE EAST HALF OF SECTION 17, TOWNSHIP 12 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, EL PASO COUNTY, COLORADO, BEING DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE EAST LINE OF LOT 1, COMPASSION INTERNATIONAL'S NORTHGATE CAMPUS FILING NO. 1, RECORDED UNDER RECEPTION NO. 99142814, RECORDS OF EL PASO COUNTY, COLORADO, BEING MONUMENTED AT THE NORTHEASTERLY CORNER BY A NO. 5 REBAR AND 1 1/2" ALUMINUM SURVEYOR'S CAP STAMPED "JR ENG LTD RLS 32820" AND AT THE SOUTHEASTERLY CORNER BY A NO. 5 REBAR AND 1 1/2" ALUMINUM SURVEYOR'S CAP STAMPED "JR ENG LTD RLS 32820", BEING ASSUMED TO BEAR N 00° 24' 47" W, A DISTANCE OF 103.02 FEET.

COMMENCING AT THE NORTHEASTERLY CORNER OF LOT 1, COMPASSION INTERNATIONAL'S NORTHGATE CAMPUS FILING NO. 1, RECORDED UNDER RECEPTION NUMBER 99142814, RECORDS OF EL PASO COUNTY, COLORADO, SAID POINT BEING A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF VOYAGER PARKWAY AS PLATTED IN NORTHGATE FILING NO. 5, RECORDED IN PLAT BOOK E-4 AT PAGE 92, THENCE S 70° 00' 25" E, A DISTANCE OF 1455.41 FEET TO A POINT ON SAID SOUTHERLY RIGHT OF WAY LINE; THENCE ON SAID RIGHT-OF-WAY LINE AND ON THE ARC OF A CURVE TO THE RIGHT, WHOSE CENTER BEARS S 45° 10' 19" W, HAVING A DELTA OF 05° 10' 28", A RADIUS OF 1181.61 FEET, A DISTANCE OF 106.71 FEET TO THE NORTHWESTERLY CORNER OF NORTHGATE FILING NO. 3, RECORDED IN PLAT BOOK E-4 AT PAGE 12;

THENCE CONTINUING ON THE WESTERLY RIGHT-OF-WAY LINE OF VOYAGER PARKWAY AS PLATTED IN SAID NORTHGATE FILING NO. 3 AND ON THE ARC OF A CURVE TO THE RIGHT, HAVING A DELTA OF 43° 05' 35", A RADIUS OF 1181.61 FEET, A DISTANCE OF 888.71 FEET TO A POINT ON CURVE, THENCE N 86° 33' 06" W, A DISTANCE OF 132.10 FEET TO A POINT OF CURVE;

THENCE ON THE ARC OF A CURVE TO THE LEFT, HAVING A DELTA OF 01° 45' 16", A RADIUS OF 500.00 FEET, A DISTANCE OF 15.31 FEET TO A POINT OF TANGENT;

THENCE N 88° 18' 23" W, A DISTANCE OF 502.11 FEET;

THENCE N 01° 41' 37" E, A DISTANCE OF 9.42 FEET TO A POINT OF CURVE;

THENCE ON THE ARC OF A CURVE TO THE LEFT, HAVING A DELTA OF 20° 32' 13", A RADIUS OF 340.00 FEET, A DISTANCE OF 121.87 FEET TO A POINT OF TANGENT;

THENCE N 18° 50' 36", A DISTANCE OF 88.10 FEET TO A POINT OF CURVE;

THENCE ON THE ARC OF CURVE TO THE LEFT, HAVING A DELTA OF 27° 47' 11", A RADIUS OF 511.61 FEET, A DISTANCE OF 248.11 FEET TO A POINT ON CURVE;

THENCE N 47° 01' 03" W, A DISTANCE OF 75.25 FEET TO A POINT ON CURVE;

THENCE ON THE ARC OF A CURVE TO THE LEFT, WHOSE CENTER BEARS S 34° 59' 42" W, HAVING A DELTA OF 12° 23' 26", A RADIUS OF 516.61 FEET, A DISTANCE OF 111.72 FEET TO A POINT OF TANGENT;

THENCE N 67° 23' 44" W, A DISTANCE OF 143.08 FEET;

THENCE N 20° 30' 03" E, A DISTANCE OF 125.10 FEET;

THENCE S 69° 29' 57" E, A DISTANCE OF 24.49 FEET;

THENCE N 20° 30' 03" E, A DISTANCE OF 172.72 FEET;

THENCE S 70° 57' 51" E, A DISTANCE OF 62.02 FEET;

THENCE S 69° 19' 25" E, A DISTANCE OF 65.37 FEET;

THENCE S 65° 24' 39" E, A DISTANCE OF 70.55 FEET;

THENCE S 59° 54' 16" E, A DISTANCE OF 70.55 FEET;

THENCE S 55° 10' 18" E, A DISTANCE OF 70.54 FEET;

THENCE S 50° 34' 49" E, A DISTANCE OF 73.45 FEET;

THENCE S 46° 47' 29" E, A DISTANCE OF 25.00 FEET;

THENCE N 43° 42' 58" E, A DISTANCE OF 125.00 FEET;

THENCE N 43° 54' 52" E, A DISTANCE OF 50.00 FEET;

THENCE N 43° 18' 28" E, A DISTANCE OF 115.00 FEET;

THENCE N 88° 18' 28" E, A DISTANCE OF 34.62 FEET;

THENCE N 45° 10' 19" E, A DISTANCE OF 45.00 FEET TO THE POINT OF BEGINNING,

AND

PARCEL A:

A TRACT OF LAND BEING A PORTION OF THE EAST HALF OF SECTION 17, TOWNSHIP 12 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, EL PASO COUNTY, COLORADO, BEING DESCRIBED AS FOLLOWS:

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