

OFFICIAL RECORDS OF  
MARICOPA COUNTY RECORDER  
HELEN PURCELL

94-0654079 09/01/94 01:04

TAMMIE 29 OF 45

When recorded return to:  
Pinnacle Builders  
4715 North 32nd Street  
Phoenix, Arizona 85018  
Attn: Roger Williams

*4 of 15 42023513*

**FIRST AMENDMENT TO DECLARATION OF COVENANTS,  
CONDITIONS AND RESTRICTIONS  
WESTERN SKIES ESTATES GILBERT,  
MARICOPA COUNTY, ARIZONA**

DATE: As of August 15, 1994

RECITALS:

Reference is made to that certain Declaration of Covenants, Conditions and Restrictions, Western Skies Estates, Gilbert, Maricopa County, Arizona dated July 7, 1994 and recorded July 11, 1994 at Instrument No. 94-0532546 in the Official Records (the "Declaration"). Defined terms used in this First Amendment not expressly defined herein shall have the meaning set forth in the Declaration.

Certain boundary and lot line adjustments constituting technical errors and clarifications within the meaning of Section 8.7 of the Declaration have been made with respect to the Golf Course, the Multi-Use Parcels and the Residential Parcels constituting the Project.

Western PB Limited Partnership, an Arizona limited partnership ("Western") is the Owner of all platted Lots presently existing in the Project.

Walter P. Conner, as trustee under Trust Agreement dated November 6, 1973, also known as the Robert W. and Faye G. Conner Irrevocable Trust (the "Trust") continues to own portions of the Property and Val Vista Golf Course Partnership, an Arizona general partnership ("Golf Course Operator") continues to be the Golf Course Operator.

No Eligible First Mortgagees exist and in any event these amendments to the Declaration do not require the consent of any Eligible First Mortgagees.

Western, the Trust and Golf Course Operator desire to amend the Declaration in accordance with Section 8.7 of the Declaration.

NOW THEREFORE, in consideration of the premises and promises contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed as follows:

AGREEMENTS:

1. Section 1.19 of the Declaration is hereby amended as follows:

The definition of "Ground Lease" in Section 1.19 of the Declaration shall include a further amendment to the Ground Lease as set forth in that certain Third Amendment to Ground Lease and to Memorandum of Ground Lease dated as of August 15, 1994, and recorded in the Official Records on ~~September~~ 1994 as Instrument No. \_\_\_\_\_.

2. Section 1.29 of the Declaration is hereby amended as follows:

The definition of "Option" in Section 1.29 of the Declaration shall include a further amendment to the Option as set forth in that certain Third Amendment to Option and Memorandum of Option dated as of August 15, 1994 and recorded in the Official Records on ~~September~~, 1994, as Instrument No. \_\_\_\_\_.

3. Section 1.39 of the Declaration is hereby amended as follows:

The definition of "Suboption" in Section 1.39 of the Declaration shall include a further amendment to the Suboption correcting the legal descriptions contained therein.

4. Exhibit 1.15 attached to the Declaration is hereby deleted and in lieu thereof Exhibit 1.15 attached hereto is substituted in place thereof.

5. Exhibit 1.27A attached to the Declaration is hereby deleted and in lieu thereof Exhibit 1.27A attached hereto is substituted in place thereof.

6. Exhibit 1.27B attached to the Declaration is hereby deleted and in lieu thereof Exhibit 1.27B attached hereto is substituted in place thereof.

7. Exhibit 1.36 attached to the Declaration is hereby deleted and in lieu thereof Exhibit 1.36 attached hereto is substituted in place thereof.

8. Exhibit 1.37A attached to the Declaration is hereby deleted and in lieu thereof Exhibit 1.37A attached hereto is substituted in place thereof.

9. Exhibit 1.37B attached to the Declaration is hereby deleted and in lieu thereof Exhibit 1.37B attached hereto is substituted in place thereof.

10. Exhibit 1.37C attached to the Declaration is hereby deleted and in lieu thereof Exhibit 1.37C attached hereto is substituted in place thereof.

11. Exhibit 1.37D attached to the Declaration is hereby deleted and in lieu thereof Exhibit 1.37D attached hereto is substituted in place thereof.

12. Any reference in the Declaration to "Western PB Limited Partnership, an Arizona limited liability partnership" shall be and mean "Western PB Limited Partnership, an Arizona limited partnership".

13. Except as set forth herein, the Declaration remain unmodified.

14. This instrument may be executed in any number of counterparts. Each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts shall constitute but on instrument.

IN WITNESS WHEREOF, the parties have executed this First Amendment to Declaration of Covenants, Conditions and Restrictions as of the day and year first above written.

Walter P. Conner

Walter P. Conner, as Trustee under Trust Agreement dated November 6, 1973, also known as the Robert W. and Faye G. Conner Irrevocable Trust

[Trust]

WESTERN PB LIMITED PARTNERSHIP, an Arizona limited partnership

By: PB Investment I, L.L.C., an Arizona limited liability company, Its Administrative General Partner

By: Pinnacle Builders, Inc., an Arizona corporation, its member

By \_\_\_\_\_

Its \_\_\_\_\_

[Western]

10. Exhibit 1.37C attached to the Declaration is hereby deleted and in lieu thereof Exhibit 1.37C attached hereto is substituted in place thereof.

11. Exhibit 1.37D attached to the Declaration is hereby deleted and in lieu thereof Exhibit 1.37D attached hereto is substituted in place thereof.

12. Any reference in the Declaration to "Western PB Limited Partnership, an Arizona limited liability partnership" shall be and mean "Western PB Limited Partnership, an Arizona limited partnership".

13. Except as set forth herein, the Declaration remain unmodified.

14. This instrument may be executed in any number of counterparts. Each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts shall constitute but on instrument.

IN WITNESS WHEREOF, the parties have executed this First Amendment to Declaration of Covenants, Conditions and Restrictions as of the day and year first above written.

\_\_\_\_\_  
Walter P. Conner, as Trustee under Trust Agreement dated November 6, 1973, also known as the Robert W. and Faye G. Conner Irrevocable Trust

[Trust]

WESTERN PB LIMITED PARTNERSHIP, an  
Arizona limited partnership

By: PB Investment I, L.L.C., an Arizona limited liability company, Its Administrative General Partner

By: Pinnacle Builders, Inc., an Arizona corporation, its member

By DWL


Its vice-president

[Western]

VAL VISTA GOLF COURSE  
PARTNERSHIP, an Arizona general  
partnership

By: DJK&T Limited Partnership, an  
Arizona limited partnership, Its General  
Partner

By: DJK&T Corp., an Arizona  
corporation, its general partner

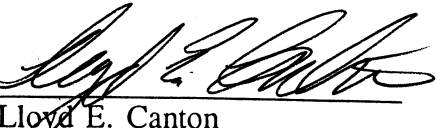
By   
Donald M. Switzenberg  
President

By: Kencorp., Inc., a Michigan corporation,  
its General Partner

By   
Kenneth Magill  
President

By: Lloyd E. Canton Investments Limited  
Partnership, an Arizona limited  
partnership, Its General Partner

By: The Canton Group, Inc., its  
General Partner

By   
Lloyd E. Canton  
President

[Golf Course Operator]

State of Arizona

County of Maricopa

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of August, 1994, by Walter P. Conner, as Trustee under Trust Agreement dated November 6, 1973, also known as the Robert W. and Faye G. Conner Irrevocable Trust, on behalf of the Trust.

(Seal and Expiration Date)



Mary E. Gilbert  
Notary Public

State of Arizona

County of Maricopa

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1994, by \_\_\_\_\_, the \_\_\_\_\_ of Pinnacle Builders, Inc., an Arizona corporation, as a member of PB Investment I, L.L.C., an Arizona limited liability company, the Administrative General Partner of Western PB Limited Partnership, an Arizona limited partnership, on behalf of the partnership.

(Seal and Expiration Date)

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

State of Arizona

County of Maricopa

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1994, by Donald M. Switzenberg, President of DJK&T Corp., an Arizona corporation, as general partner of DJK&T Limited Partnership, an Arizona limited partnership, General Partner of Val Vista Golf Course Partnership, an Arizona general partnership, on behalf of the partnership.

(Seal and Expiration Date)

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

State of \_\_\_\_\_

County of \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1994, by Walter P. Conner, as Trustee under Trust Agreement dated November 6, 1973, also known as the Robert W. and Faye G. Conner Irrevocable Trust, on behalf of the Trust.

(Seal and Expiration Date)

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

State of Arizona

County of Maricopa

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of August, 1994, by Don Kile, the Vice President of Pinnacle Builders, Inc., an Arizona corporation, as a member of PB Investment I, L.L.C., an Arizona limited liability company, the Administrative General Partner of Western PB Limited Partnership, an Arizona limited partnership, on behalf of the partnership.

(Seal and Expiration Date)



*Shirley J. Rivera*  
\_\_\_\_\_  
Notary Public

State of Arizona

County of Maricopa

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1994, by Donald M. Switzenberg, President of DJK&T Corp., an Arizona corporation, as general partner of DJK&T Limited Partnership, an Arizona limited partnership, General Partner of Val Vista Golf Course Partnership, an Arizona general partnership, on behalf of the partnership.

(Seal and Expiration Date)

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

State of \_\_\_\_\_

County of \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1994, by Walter P. Conner, as Trustee under Trust Agreement dated November 6, 1973, also known as the Robert W. and Faye G. Conner Irrevocable Trust, on behalf of the Trust.

(Seal and Expiration Date)

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

State of Arizona

County of Maricopa

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1994, by \_\_\_\_\_, the \_\_\_\_\_ of Pinnacle Builders, Inc., an Arizona corporation, as a member of PB Investment I, L.L.C., an Arizona limited liability company, the Administrative General Partner of Western PB Limited Partnership, an Arizona limited partnership, on behalf of the partnership.

(Seal and Expiration Date)

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

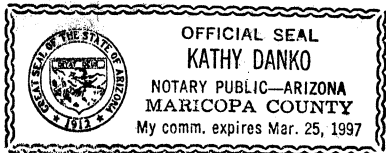
State of Arizona

County of Maricopa

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of August, 1994, by Donald M. Switzenberg, President of DJK&T Corp., an Arizona corporation, as general partner of DJK&T Limited Partnership, an Arizona limited partnership, General Partner of Val Vista Golf Course Partnership, an Arizona general partnership, on behalf of the partnership.

(Seal and Expiration Date)

Kathy Danko  
\_\_\_\_\_  
Notary Public



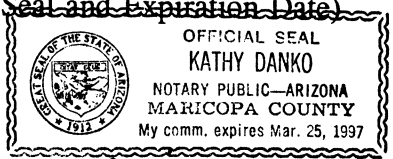


State of Arizona

County of Maricopa

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of August, 1994, by Kenneth Magill, President of Kencorp., Inc., a Michigan corporation, General Partner of Val Vista Golf Course Partnership, an Arizona general partnership, on behalf of the partnership.

(Seal and Expiration Date)



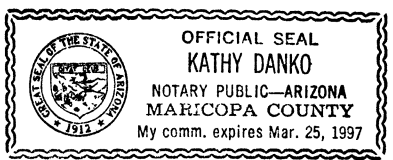
Kathy Danko  
Notary Public

State of Arizona

County of Maricopa

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of August, 1994, by Lloyd E. Canton, President of The Canton Group, Inc., as general partner of Lloyd E. Canton Investments Limited Partnership, an Arizona limited partnership, General Partner of Val Vista Golf Course Partnership, an Arizona general partnership, on behalf of the partnership.

(Seal and Expiration Date)



Kathy Danko  
Notary Public

Exhibit 1.15  
Golf Course Property

Exhibit 1.27A  
Multi-Use Parcel

Exhibit 1.27B  
Multi-Use Parcel

Exhibit 1.36  
Property

Exhibit 1.37A  
Residential Parcels

Exhibit 1.37B  
Residential Parcels

Exhibit 1.37C  
Residential Parcels

Exhibit 1.37D  
Residential Parcels

Exhibit 1.15  
Golf Course Property

Exhibit 1.27A  
Multi-Use Parcel

Exhibit 1.27B  
Multi-Use Parcel

Exhibit 1.36  
Property

Exhibit 1.37A  
Residential Parcels

Exhibit 1.37B  
Residential Parcels

Exhibit 1.37C  
Residential Parcels

Exhibit 1.37D  
Residential Parcels

CONSENT

RRH Financial, doing business as R.R. Hensler, Inc., as Golf Course Lienholder, hereby consents and agrees to the foregoing as the sole beneficiary under the Golf Course Deed of Trust.

RRH FINANCIAL

By Paul E Sargent  
Its EVP

State of Arizona

County of Maricopa

The foregoing instrument was acknowledged before me this 31st day of August, 1994, by Paul E. Sargent, the EVP of RRH Financial, a corporation, on behalf of the corporation.

(Seal and Expiration Date)

Beverly Pearson  
Notary Public



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EXHIBIT 1.15