

EXHIBIT B

PROTECTIVE COVENANTS

ARTICLE I

GENERAL RESTRICTIONS ON ALL TRACTS
IN BRUSH CREEK VILLAGE

1. ZONING REGULATIONS. Said lands shall not be occupied or used by or for any structure or purpose or any manner which is contrary to the zoning regulations of Pitkin County, Colorado, validly in force from time to time.
2. NO MINING, DRILLING, OR QUARRYING. No mining, quarrying, tunneling, excavating, or drilling for any substances within the earth including oil, gas, minerals, gravel, sand, rock and earth shall be permitted within or on said property, except for domestic water wells.
3. NO BUSINESS USES. Said land shall not be occupied or used for any commercial or business purposes nor for any noxious or offensive activity and nothing shall be done or permitted to be done on said lands which is a nuisance or might become a nuisance to the owner or owners of any of surrounding lands.
4. RESIDENTIAL USE. Said land shall be used for residential purposes only and no residential building shall be permitted which shall house more than one family. Two family dwellings shall not be permitted.
5. SIGNS. With the exception of one for rent or for sale sign (which shall not be larger than twenty by twenty-six inches) and except for one entrance gate sign of a style and design approved by an architectural control committee, no advertising signs, billboards, unsightly objects, or nuisances shall be erected, altered or permitted to remain on any of said land.
6. ANIMALS. No animals or poultry shall be kept on said lands except ordinary household pets belonging to the household and horses and cows. Other animals or poultry may be kept only with the prior written permission of the architectural control committee.
7. NO RESUBDIVISION. Said land shall not be resubdivided into smaller tracts or lots nor conveyed or encumbered in any size less than the full dimensions as will be shown on a recorded plat, which plat shall be recorded in the records of the Pitkin County Clerk and Recorder within a reasonable time after conveyance of said properties; provided that conveyances or dedications of easements for utilities or roads may be made for less than all of one tract.
8. SERVICE YARDS AND TRASH. All clothes lines, equipment, service yards, woodpiles, or storage piles on any tract in said land shall be kept screened by adequate planting or fencing so as to conceal them from the view of neighboring tracts and streets and access roads. All rubbish and trash shall be removed from said land and shall not be allowed to accumulate and shall not be burned thereon except in burners approved by the architectural control committee as to location, design, materials, and construction, and

except at such hours of the day as shall be established by the architectural control committee.

9. UNDERGROUND UTILITY LINES. All water, gas, electric, and telephone pipes and lines and all other utility lines within the limits of said land shall be buried underground and may not be carried on overhead poles nor above the surface of the ground, unless otherwise approved by the architectural control committee.

10. NUMBER AND LOCATION OF BUILDINGS. No buildings or structures shall be placed, erected, altered, or permitted to remain on any residential tract other than:

- (a) One detached single family dwelling house; and
- (b) One guest or servant house; and
- (c) One attached or detached garage; and
- (d) One barn or stable or other non-residential out building other than a garage.

No dwelling house shall be placed, erected, altered, or permitted to remain on said land at any site or location other than that approved by and indicated by the architectural control committee. The minimum living floor area above grade level for principal dwelling shall be 1200 square feet, excluding garages, carports, and porticos and porches, unless otherwise approved by the architectural control committee.

11. DWELLING HOUSE TO BE CONSTRUCTED FIRST. No guest house, servant house, garage, barn, stable, or other out buildings shall be constructed on said tract until after commencement or construction of the dwelling house on the same land. All construction and alteration work shall be prosecuted diligently, and each building, structure, or improvement which is commenced on any of said land shall be entirely completed within 18 months after commencement of construction.

12. TOWERS AND ANTENNAE. No towers or radio or television antennae higher than three feet above the highest roof line of the dwelling house shall be erected on any of said land and all such towers and antennae must be attached to the dwelling house, unless otherwise approved by the architectural control committee.

13. TREES AND LANDSCAPING. No trees or brush growing on any of said land shall be felled or trimmed nor shall any natural area be cleared or landscaping performed on any tract without the prior written permission of the architectural control committee.

14. TANKS. No elevated tanks of any kind shall be erected, placed, or permitted upon any of said land. Any such tanks shall be buried or if located above ground location of screening shall be as determined by the architectural control committee.

15. USED OR TEMPORARY STRUCTURES. No used or previously erected or temporary house structure house trailer or nonpermanent out building shall be placed, erected or allowed to remain on any of said land except during construction periods and no dwelling house shall be occupied in any manner prior to its completion.

16. EXTERIOR LIGHTING. All exterior lights on said land shall be approved by the architectural control committee for the harmonious development and the prevention of lighting nuisances to other land in the area.

17. OFF-STREET PARKING. No dwelling house shall be constructed on said land unless there is concurrently constructed on

the same land adequate off-street parking for at least four automobiles.

18. GARBAGE DISPOSAL AND SANITARY SYSTEMS. No sewerage disposal system, sanitary system, cesspool, or septic tank shall be constructed, altered, or allowed to remain or be used in any tract unless fully approved as to design, capacity, location, and construction by all proper public health agencies of the State of Colorado and the County of Pitkin and also by the architectural control committee.

19. UTILITY EASEMENTS RESERVED. The Seller herein named hereby reserves to itself, its successors and assigns, perpetual easements ten feet in width on each side of the boundary line along the entire perimeter of each lot for the purpose of constructing, maintaining, operating, replacing, enlarging, and repairing electric, telephone, water, irrigation, sewer, gas, and similar lines, pipes, wires, ditches, and conduits, and walking and bridle trails; provided, however, in the event more than one lot or tract as shown on the plat is sold in one unit at one time, to be used as one unit, said ten foot easement shall be around the perimeter of said lots or tracts sold as a unit and not around each individual lot or tract.

20. EASEMENTS FOR ROADS. The Seller herein named hereby reserves to itself, its successors and assigns a permanent easement not exceeding thirty (30) feet in width on each side of the roadways or streets to be shown in the plat of the subdivision for the purposes of the initial installation of the roads, but to be exercised only in the event the Seller at its discretion deems the same necessary for bypassing rock or for the proper installation of the roads. The Seller further reserves to itself, its successors and assigns, such permanent easements and rights of way as may be required by the County of Pitkin for the reinstallation of Brush Creek road; however, said easements shall be limited to the initial improvement and reinstallation of said road and shall not exceed thirty (30) feet in width on each side of the said road.

ARTICLE II

ARCHITECTURAL CONTROL COMMITTEE

1. The architectural control committee shall consist of Albert Rose, Leonard Millman and either Roy Vroom or Gerald Kessler. A majority of the committee may designate a representative to act for it. In the event of death or resignation of any member of the committee, the remaining members shall have full authority to designate a successor. Neither the members of the committee nor its designated representative shall be entitled to any compensation for services performed pursuant to this covenant.

2. At any time, the then record owner of a majority of the lots shall have the power through a duly-recorded instrument to change the membership of the committee or to withdraw from the committee or to restore to it any of its powers and duties. The committee's approval or disapproval as required in these covenants shall be in writing. In the event the committee, or its designated representative, fails to approve or disapprove within thirty (30) days after plans and specifications have been submitted to it, or in any event, if no suit to enjoin the construction has been commenced prior to the completion thereof, approval will not be required and the related covenants shall be deemed to have been fully complied with.

GENERAL PROVISIONS

1. These covenants are to run with the land and are to be binding on all persons and parties claiming under them for a period of thirty (30) years from the date these covenants are recorded, after which time said covenants shall be automatically extended for successive periods of ten (10) years unless an instrument signed by a majority of the owners of the lots has been recorded agreeing to change the covenants in whole or in part.

2. Enforcement shall be by proceeding at law or in equity against any person or persons violating or attempting to violate any covenant either to restrain violation or to recover damages.

3. Invalidation of any one of these covenants by judgment or court order shall in no way affect any of the other provisions which shall remain in full force and effect.

Dated this 19th day of January, 1966.



Albert Rose
Secretary

ELAY CORPORATION

By Ian Millman President

STATE OF COLORADO)
CITY AND) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 19th day of January, 1966, by Ian Millman as President and Albert Rose as Secretary of Elay Corporation, a corporation.

My notarial commission expires My Commission expires February 18, 1967

Witness my hand and official seal.



Anita M. Aum
Notary Public