

F. ANN RODRIGUEZ, RECORDER
RECORDED BY: J_V
DEPUTY RECORDER
4437 PE3

TFATT
FENNEMORE CRAIG
3003 N CENTRAL AVE STE 2600
PHOENIX AZ 85012



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Attention: Jay Kramer
333-1

**SECOND AMENDMENT TO DECLARATION
OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
VISTA MONTAÑA ESTATES**

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THIS SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS (the "Amendment") is made as of this 4th day of August, 2005 by Talaco Development, Inc., an Arizona corporation ("Declarant") and consented to by First American Title Insurance Company, a California corporation, as Trustee (the "Consenting Party") under Trust No. 9065 (the "Trust").

RECITALS

- A. Declarant is the beneficial owner, under the Trust, of certain real property located in Pima County, Arizona, more specifically described on Exhibit "A" attached hereto (the "Property"), which Declarant has subjected to that certain Declaration of Covenants, Conditions, and Restrictions, dated September 2, 2004, and recorded on October 15, 2004, as Fee No. 20042000309 in the official records of Pima County, Arizona, as the same may be amended from time to time (the "Master Declaration").
- B. Declarant is beneficial owner, under the Trust, of certain real property located in Pima County, Arizona, and more specifically described on Exhibit "B" attached hereto (the "Phase II Parcel"), which Declarant has subjected to the Master Declaration by that certain Supplemental Declaration for Vista Montaña Estates Phase II dated December 15, 2004 and recorded t Docket 12449, Page 7514, in the official records of Pima County, Arizona.
- C. Section 3.10 of the Master Declaration prohibits the installation of HVAC Equipment (defined below), as well as any other equipment or structures on the roof of any Dwelling Unit (defined in the Master Declaration).
- D. Declarant desires to amend the Master Declaration to permit the installation of the certain HVAC Equipment on the roof of any Dwelling Unit, in accordance with the terms and subject to the conditions contained herein.

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DECLARATIONS

NOW, THEREFORE, Declarant hereby declares as follows:

1. Definitions. All capitalized terms used but not defined when first used herein, shall have the meanings ascribed to such terms in the Master Declaration.
2. Installation of HVAC Equipment. Section 3.10 of the Master Declaration is hereby deleted in its entirety and replaced with the following:

“3.10. Roof Structures and Equipment. Any heating, air-conditioning or ventilation equipment (“HVAC Equipment”) located or installed on any roof shall be located and installed so that such HVAC Equipment is not visible to a person six feet tall, standing on the ground level, anywhere on an abutting lot. Except for HVAC Equipment meeting the requirements of the immediately preceding sentence, no equipment or structures of any kind shall be located or installed on any roof. In addition, no equipment or structures of any kind shall be located or installed anywhere on a Lot or Parcel if it is Visible From Neighboring Property. The location and installation of solar units and panels on the roof shall not be prohibited, but the Board may adopt reasonable rules, restrictions and requirements, from time to time, regulating the placement, appearance, size, operation, and other aspects of any solar units and panels, and the placement of any solar units and panels on any roof or anywhere on a Lot or Parcel that is Visible From Neighboring Property shall require the prior written approval of the Design Review Committee, which approval shall not be unreasonably withheld or delayed.”

3. Effect of Amendment. Except as amended by this Amendment, the Master Declaration shall remain in full force and effect.

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IN WITNESS WHEREOF, Declarant has caused its name to be signed by the signature of its duly authorized representatives as of the day and year first above written.

TALACO DEVELOPMENT, INC., an Arizona corporation

By: Ross M. Cooper
Name: ROSS, M. Cooper
Title: Secretary

Consented to by:

“CONSENTING PARTY”

FIRST AMERICAN TITLE INSURANCE COMPANY, a California corporation under Trust No. 9065, as Trustee only and not otherwise

By: Rachel L. Turnipseed
Name: Rachel L. Turnipseed
Title: Trust Officer

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 3 day of August 2005 by Ross M. Cooper, the Secretary of Talaco Development, Inc., an Arizona corporation, on behalf thereof.

Linda Telles
Notary Public

My Seal and Commission Expiration Date:

6/6/08



TALACO COMPANY

STATE OF ARIZONA)
) ss.
County of Pima)

The foregoing instrument was acknowledged before me this 4th day of August, 2005 by Rachel L Turnipseed, the Trust Officer of First American Title Insurance Company, a California corporation under Trust No. 9065, as Trustee only and not otherwise, on behalf thereof.

Cindy A. Reiche
Notary Public

My Seal and Commission Expiration Date:



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EXHIBIT 'A'

LEGAL DESCRIPTION: ALL THAT PORTION OF THE SOUTHWEST ONE-QUARTER OF SECTION 19, TOWNSHIP 15 SOUTH, RANGE 15 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, PIMA COUNTY, ARIZONA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID SECTION 19;

THENCE, S 88°00'00" E ALONG THE SOUTHERLY LINE OF SAID SECTION 19, A DISTANCE OF 1058.46 FEET TO THE SOUTHEASTERLY CORNER OF A PARCEL OF LAND CONVEYED TO EL PASO NATURAL GAS COMPANY ACCORDING TO DOCKET 687 AT PAGE 562, RECORDS OF PIMA COUNTY, ARIZONA DESIGNATED TO PARCEL "E";

THENCE, LEAVING SAID SOUTHERLY LINE, N 00°04'14" E ALONG THE EASTERLY LINE OF SAID PARCEL OF LAND, A DISTANCE OF 75.05 FEET TO A POINT ON THE NORTHERLY RIGHT-OF-WAY OF HERMAN'S ROAD ACCORDING TO DOCKET 11114 AT PAGE 930, RECORDS OF PIMA COUNTY, ARIZONA;

THENCE, S 88°00'17" E ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF HERMAN'S ROAD, A DISTANCE OF 661.11 FEET TO THE TRUE POINT OF BEGINNING;

THENCE, LEAVING SAID NORTHERLY RIGHT-OF-WAY LINE OF HERMAN'S ROAD, N 00°02'00" W, A DISTANCE OF 919.30 FEET;

THENCE, N 53°36'36" W, A DISTANCE OF 160.13 FEET;

THENCE, S 36°27'15" W, A DISTANCE OF 65.29 FEET TO A POINT OF CURVATURE FROM WHICH THE RADIUS POINT OF SAID CURVE BEARS N 53°32'45" W;

THENCE, SOUTHWESTERLY ALONG SAID CURVE CONCAVE TO THE NORTHWEST HAVING A CENTRAL ANGLE OF 04°54'52", A RADIUS OF 265.09 FEET AND AN ARC LENGTH OF 22.74 FEET;

THENCE LEAVING SAID CURVE ON A NON-TANGENT BEARING, N 48°37'53" W, A DISTANCE OF 60.00 FEET TO A POINT OF CURVATURE FROM WHICH THE RADIUS POINT OF SAID CURVE BEARS N 48°37'53" W;

THENCE SOUTHWESTERLY ALONG SAID CURVE, CONCAVE TO THE NORTHWEST HAVING A CENTRAL ANGLE OF 12°14'30", A RADIUS OF 205.09 FEET AND AN ARC LENGTH OF 43.82 FEET TO THE END OF SAID NONTANGENT CURVE;

THENCE, N 49°14'23" W, A DISTANCE OF 101.54 FEET;

THENCE, S 66°56'27" W, A DISTANCE OF 192.44 FEET;

THENCE, S 48°38'26" W, A DISTANCE OF 71.25 FEET;

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THENCE, S 36°53'04" W, A DISTANCE OF 78.77 FEET;

THENCE, N 89°55'46" W, A DISTANCE OF 45.20 FEET TO A POINT ON THE EASTERLY LINE OF SAID PARCEL OF LAND CONVEYED TO EL PASO GAS COMPANY;

THENCE ALONG SAID EASTERLY LINE, N 00°04'14" E, A DISTANCE OF 878.57 FEET;

THENCE LEAVING SAID EASTERLY LINE, S 53°36'36" E, A DISTANCE OF 365.26 FEET;

THENCE, N 36°38'34" E, A DISTANCE OF 569.93 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF TUCSON-BENSON HIGHWAY;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY, S 53°36'29" E, A DISTANCE OF 1135.53 FEET TO A FOUND ACP MARKED PE 2368 AND BEING ON THE EASTERLY LINE OF THE SOUTHWEST ONE-QUARTER OF SAID SECTION 19;

THENCE LEAVING SAID SOUTHERLY RIGHT-OF-WAY AND ALONG SAID EASTERLY LINE, S 00°01'09" E, A DISTANCE OF 1206.57 FEET TO THE NORTHEAST CORNER OF A PARCEL OF LAND DESCRIBED IN DOCKET 11114 AT PAGE 933;

THENCE, N 88°00'00" W, A DISTANCE OF 42.14 FEET TO A POINT OF CURVATURE OF A NON-TANGENT CURVE FROM WHICH THE RADIUS POINT OF SAID CURVE BEARS N 32°01'51" W;

THENCE WESTERLY ALONG SAID CURVE CONCAVE TO THE NORTH HAVING A CENTRAL ANGLE OF 58°57'41", A RADIUS OF 58.00 FEET AND AN ARC LENGTH OF 59.69 FEET TO A POINT OF REVERSE CURVATURE OF A NON-TANGENT CURVE FROM WHICH THE RADIUS POINT OF SAID CURVE BEARS S 20°00'30" W;

THENCE WESTERLY ALONG SAID CURVE CONCAVE TO THE SOUTH HAVING A CENTRAL ANGLE OF 01°02'24", A RADIUS OF 50.00 FEET AND AN ARC LENGTH OF 0.91 FEET;

THENCE LEAVING SAID CURVE ON A NON-TANGENT BEARING, S 00°01'13" E, A DISTANCE OF 100.73 FEET TO A POINT ON THE NORTHERLY RIGHT-OF-WAY LINE OF HERMAN'S ROAD ACCORDING TO DOCKET 11114 PAGE 930, RECORDS OF PIMA COUNTY, ARIZONA;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE, N 88°00'17" W, A DISTANCE OF 790.54 FEET TO THE TRUE POINT OF BEGINNING.

ABOVE DESCRIBED PARCEL OF LAND CONTAINS 43.92 ACRES OF LAND, MORE OR LESS.

Exhibit "A"

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Revised September 24, 2004
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Legal Description

Phase 2 Parcel (East of El Paso Natural Gas Parcel)

All that portion of the southwest one-quarter of Section 19, Township 15 South, Range 15 East, Gila and Salt River Meridian, Pima County, Arizona and being more particularly described as follows:

Commencing at the southwest corner of said Section 19, thence South 88° 00' 00" East along the southerly line of said Section 19 a distance of 1058.46 feet measured (1058.45 feet record) to the southeasterly corner of a parcel of land conveyed to El Paso Natural Gas according to Docket 687 at page 562 , records of Pima County, Arizona designated as Parcel "E";

Thence leaving said southerly line , North 00° 04' 14" East along the easterly line of said parcel of land a distance of 75.05 feet to here-in-after described Point " B " on the northerly right-of-way of Herman's Road according to Docket 11114 at page 930, records of Pima County, Arizona and True Point of Beginning;

Thence continuing North 00° 04' 14" East along the easterly line of said El Paso Natural Gas parcel, 812.07 feet;

Thence South 89° 55' 46" East, 45.20 feet;

Thence North 36° 53' 04" East, 78.77 feet;

Thence North 48° 38' 26" East, 71.25 feet

Thence North 66° 56' 27" East, 192.44 feet;

Thence South 49° 14' 23" East along a non-tangent bearing, 101.54 feet to a point of curvature;

Thence northeasterly along said curve concave to the northwest, having a central angle of 12° 14' 30", a radius of 205.09 feet and an arc length of 43.82 feet, the radial bearing from said point bears North 48° 37' 53" West;

Thence from a non-tangent bearing to said curve, South 48° 37' 53" East, 60.00 feet to a point of curvature;

Thence northeasterly along said curve concave to the northwest having a central angle of 04° 54' 52" a radius of 265.09 feet and an arc length of 22.74 feet to a point of tangency;

Exhibit "B"

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Thence northeasterly along said curve concave to the northwest having a central angle of 40° 08' 52" a radius of 205.09 feet and an arc length of 143.70 feet;

Thence leaving said curve on a non-tangent bearing, South 48° 37' 53" East, 60.00 feet to a point of curvature from which point the radius point of said curve bears South 48° 37' 53" East;

Thence southeasterly along said curve concave to the southeast having a central angle of 87° 43' 13" a radius of 18.00 feet and an arc length of 27.56 feet to a point of tangency;

Thence South 46° 21' 06" East, 14.14 feet to a point of curvature;

Thence southeasterly along said curve concave to the southwest having a central angle of 30° 38' 41" a radius of 265.00 feet and an arc length of 141.74 feet to a point of compound curvature;

Thence southerly along said curve concave to the west having a central angle of 25° 10' 09" a radius of 447.00 feet and an arc length of 196.36 feet to a point of reverse curvature;

Thence southeasterly along said curve concave to the northeast having a central angle of 99° 28' 52" a radius of 18.00 feet and an arc length of 31.25 feet to a point of tangency;

Thence North 89° 58' 51" East, 70.08 feet;

Thence South 00° 02' 00" East, 30.00 feet to the True Point of Beginning.

Rec. Center area 5.585 acres of land more or less.

Additional Portion of Phase 2 (West of El Paso Natural Gas Parcel)

Commencing at before described Point " B " , thence North 88° 00'00" West along the northerly right-of-way line of Herman's Road a distance of 65.99 feet to the westerly line of El Paso Natural Gas Parcel and True Point of Beginning of additional portion of Phase 2;

Thence continuing North 88° 00' 00" West along said northerly line, 917.54 feet to the easterly right-of-way line of Wilmot Road;

Thence North 00° 01' 11" West along said easterly right-of-way line, 874.44 feet;

Thence South 87° 59' 42" East, 145.05 feet;

Exhibit "B"

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Thence South 00° 02' 00" East, 190.94 feet;

Thence South 88° 00' 20" East, 110.07 feet;

Thence South 00° 02' 00" East, 11.14 feet to a point of curvature;

Thence southeasterly along said curve concave to the northeast having a central angle of 87° 58' 20" a radius of 18.00 feet and an arc length of 27.64 feet to a point of tangency;

Thence South 88° 00' 20" East, 646.02 feet;

Thence South 00° 04' 13" West, 655.01 feet to the True Point of Beginning.

Total area for both parcels in phase 2 is 23.298 acres of land more or less. (Excludes Rec. Center Area).

PLANNED COMMUNITIES

Exhibit "B"