

April 19, 2009

Arapahoe Highlands
Owners of Lots 1 - 101
Centennial, Colorado 80122

Dear Lot Owner,

The Arapahoe Highlands Civic Association (AHCA) Board of Directors and the Architectural Control Committee (ACC) hereby present for your consideration the attached **'Proposed Amendment to the Protective Covenants'**, which clarifies the current covenant amendment voting procedure. The Proposed Amendment was approved by the AHCA Board of Directors March 12, 2009 and presented at the March 17, 2009 AHCA Board Meeting and approved by the ACC on March 18, 2009.

We believe this amendment to our Covenants is necessary because the current language referring to how to amend the Covenants has been found to be very difficult to interpret. The current Covenants may be found in your AHCA Directory or on the web at <http://www.ArapahoeHighlands.com> on the "Documents" page. The amendment has been written to replace section, IV. GENERAL PROVISIONS, A. TERM of the AHCA Protective Covenants (listed below the attached Proposed Amendment for your review) and add a new section D. AMENDMENT PROCEDURE. Note, sections B. ENFORCEMENT. and C. SEVERABILITY. shall remain unchanged.

In general, the proposed voting procedure amendment shall permit multi-part documents, which includes individual and absentee ballots, clarifies that each lot gets one vote and provides for fractional votes by individual lot owners. If you have any questions, please come to the April 21st or May 19th AHCA meetings or contact a board member. Board meeting dates, locations and contact information are posted on the web at <http://www.ArapahoeHighlands.com>.

Voting on the proposed covenant amendment will begin at the May 19, 2009 AHCA meeting to be held at the Bennick's home at 7643 S. Gilpin Court at 7:30 PM, everyone is welcome. It is planned that voting shall continue for 60 days. Those who do not vote at the May 19, meeting will be contacted by a board member to vote. Remote owners will be mailed an absentee ballot. Vorry Moon is the AHCA voting coordinator for this covenant amendment. Should you have any questions or issues, please contact Vorry at 303-347-2364.

Each lot will get one vote. Each person listed on the Arapahoe County record of your deed for your address will be given an equal share of that vote. Each person on a deed may only vote their share of the vote. You can go to <http://www.co.arapahoe.co.us/Apps/ParcelSearch/PropForm.aspx> and search by address to see your deed as recorded with Arapahoe County.

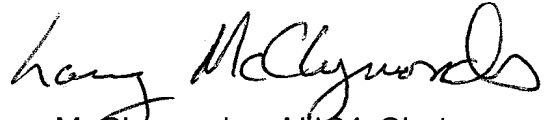
If your deed indicates ownership by anything other than individual names, such as a trust, estate, or company name, you will be required to prove who is authorized to vote for the named entity. Most organizational or trust documents have a short, one page document to indicate who is authorized to act for the entity. Please provide a copy of this document prior to or when voting. If your ownership agreement requires that the vote shares be distributed unequally, please provide proof of the appropriate distribution.

For the betterment of our neighborhood, the AHCA Board of Directors and the Architectural Control Committee, ask you to seriously review the attached information and vote "YES" for the Proposed Amendment to the Protective Covenants. Thank you for your consideration.

Sincerely,



Candace Moon - ACC Chairperson



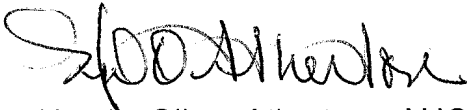
Larry McClymonds - AHCA Chairperson



Joel Bennick - AHCA Vice Chairperson & ACC



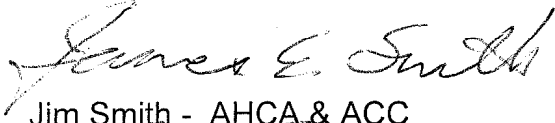
Susan Ketchum - AHCA Treasurer



Natalie Oliver-Atherton - AHCA Co-Secretary



Tanya Brandorff - AHCA Co-Secretary



Jim Smith - AHCA & ACC



Lila Greaves - AHCA



Hank Salmons - AHCA



Vorry Moon - AHCA

PROPOSED AMENDMENT TO PROTECTIVE COVENANTS

WHEREAS, Protective Covenants were executed and recorded on July 25, 1972 in Book 2040 at Page 225 of the records of Arapahoe County, Colorado, governing Blocks 1, 2, 3, 4, and 5, ARAPAHOE HIGHLANDS, County of Arapahoe, State of Colorado; and

WHEREAS, said Protective Covenants provide a process for changing said Protective Covenants in whole or in part under Article IV, Section A; and

WHEREAS, the following Amendment clarifies the process of changing said Protective Covenants in whole or in part;

NOW, THEREFORE, the undersigned, who constitute a majority of the current Owners in fee simple absolute of individual Lots within the Arapahoe Highlands subdivision, located in the City of Centennial, hereby amend the Protective Covenants referenced above: by replacing Section A. TERM. of Article IV and by adding Section D. AMENDMENT PROCEDURE. to Article IV of said Protective Covenants, to-wit:

IV. GENERAL PROVISIONS

A. TERM. These Protective Covenants, as may be amended as set forth in Section D of this Article IV, are to run with the land and shall be perpetually binding on all parties and all persons claiming under them.

D. AMENDMENT PROCEDURE. Each Lot shall have one vote. Said vote shall be equally divided among the Owners on record, unless the Owners prove an alternate distribution of ownership to the satisfaction of the Architectural Control Committee.

Votes shall be indicated by original signature of each Owner. Votes may be cast in person or by absentee ballot.

A copy of any proposed amendment must be provided to all Owners on record not less than 30 days prior to the election for such proposed amendment.

When the total vote in favor of an amendment is greater than half the number of Lots, the proposed amendment is considered passed. Said amendment must be recorded with the Arapahoe County Clerk and Recorder within 30 days of being passed, and becomes effective on the day of recording.

Amendments to these Protective Covenants may be executed in multiple documents and when consolidated together shall constitute one instrument.

Proposed Amendment would replace this current Covenant Section

IV. GENERAL PROVISIONS

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