

FORTY-FIFTH SUPPLEMENTAL DECLARATION TO DECLARATION
OF COVENANTS, CONDITIONS, AND RESTRICTIONS
FOR HIGH DESERT RESIDENTIAL PROPERTIES
(Wilderness Compound)

THIS FORTY-FIFTH SUPPLEMENTAL DECLARATION (the "Wilderness Compound Declaration") is made this 14 day of December, 2004, by High Desert Investment Corporation, a New Mexico corporation ("Declarant").

BACKGROUND STATEMENT

A. On December 22, 1993, Declarant executed that certain Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on December 22, 1993, as Document 93145417 in Book 93-37, Pages 1-87, in the Office of the County Clerk of Bernalillo County, New Mexico which was amended by (i) the First Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on February 24, 1995, as Document 95018895 in Book 95-5, Pages 2271-2274, in the Office of the County Clerk of Bernalillo County, New Mexico, (ii) the Second Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on March 8, 1995, as Document 95023420 in Book 95-6, Pages 2332-2334, in the Office of the County Clerk of Bernalillo County, New Mexico, (iii) Third Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on December 4, 1995, as Document 95123873 in Book 95-29, Pages 4886-4891, in the Office of the County Clerk of Bernalillo County, New Mexico; (iv) Fourth Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on December 4, 1995, as Document 95123873 in Book 95-29, Pages 4886-4891, in the Office of the County Clerk of Bernalillo County, New Mexico; (v) Fifth Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on September 12, 1997, as Document 97095103 in Book 97-25, Pages 2445-2463, in the Office of the County Clerk of Bernalillo County, New Mexico; (vi) the Sixth Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on June 8, 1999, as Document 1999075608 in Book 9908, Page 5423, in the Office of the County Clerk of Bernalillo County, New Mexico; (vii) the Seventh Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on April 24, 2001, as Document 2001045228 in Book A18, Page 3676, in the Office of the County Clerk of Bernalillo County, New Mexico; and (viii) the Eighth Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on July 29, 2003, as Document 2003132385 in Book A61, Page 2097, in the Office of the County Clerk of Bernalillo County, New Mexico and which was supplemented by (i) Conditions, and Restrictions for High Desert Residential Properties (Tract 15A), which was recorded March 14, 1995, as Document 95025598 in Book 95-6, Pages 6854-6858, in the Office of the County Clerk of Bernalillo County, New Mexico, (ii) the Second Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tracts 3B and 3C), which was recorded June 19, 1995, as Document 95060324 in Book 95-14, Pages 6088-6092, in the Office of the County Clerk of Bernalillo County, New Mexico, (iii) the Third Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 3A), which was recorded August 18, 1995, as Document 95082948 in Book 95-19, Pages 8921-8925, in the Office of the County Clerk of Bernalillo County, New Mexico, (iv) the Fourth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Unit 2 the Highlands/Tract 15B), which was recorded August 29, 1995, as Document 95087321 in Book 95-20, Pages 8831-8836, in the Office of the County Clerk of Bernalillo County, New Mexico, (v) the Fifth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert



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Residential Properties (Tracts 3B and 3C, Trillium Village) which was recorded December 12, 1995, as Document 95126995 in Book 95-30, Pages 1868-1874, in the Office of the County Clerk of Bernalillo County, New Mexico, (vi) the Sixth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 2A-1A-1) which was recorded February 1, 1996, as Document 96012264 in Book 96-3, Pages 7513-7519, in the Office of the County Clerk of Bernalillo County, New Mexico, (vii) the Seventh Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Lots 1-36 inclusive, Solterra Subdivision Unit 1 at High Desert) which was recorded May 20, 1996, as Document 96056432 in Book 95-14, Pages 2006-2010, in the Office of the County Clerk of Bernalillo County, New Mexico, (viii) the Eighth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 2A-1B-1, Tierra Del Oso Village) which was recorded May 30, 1996, as Document 96060081 in Book 96-15, Pages 673-677, records of Bernalillo County, New Mexico, (ix) Ninth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 4B) which was recorded September 4, 1996, as Document 96098319 in Book 96-24, Pages 2814-2818, records of Bernalillo County, New Mexico, (x) Tenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 14B/Unit 2A, the Highlands) which was recorded September 5, 1996, as Document 96099282 in Book 96-24, Pages 4841-4845, records of Bernalillo County, New Mexico, (xi) Eleventh Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tracts 3B and 3C, Trillium Village) which was recorded November 6, 1996, as Document 96121693 in Book 96-29, Pages 9094-9098, records of Bernalillo County, New Mexico, (xii) Twelfth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Lot 44, Desert Sky Village) which was recorded January 9, 1997, as Document 97002124 in Book 97-1, Pages 5053-5060, records of Bernalillo County, New Mexico, (xiii) Thirteenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tracts 3A, Desert Sky Village) which was recorded June 11, 1997 as Document 97059451 in Book 97-15, Pages 9383-9422, records of Bernalillo County, New Mexico, (xiv) Fourteenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 4B, Chamisa Trail Village) which was recorded January 9, 1997, as Document 97020850 in Book 97-5, Pages 9673-9699, records of Bernalillo County, New Mexico (the "Declaration"), (xv) Fifteenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 15C/Unit 3, the Highlands), which was recorded May 10, 1997, as Document 97049849 in Book 97-13, pages 4210-4214, records of Bernalillo County, New Mexico, (xvi) Sixteenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Solterra Subdivision Unit 1, Lots 1-36), recorded June 20, 1997 as Document 97062870, records of Bernalillo County, New Mexico; (xvii) Seventeenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 9A) which was recorded June 19, 1997, as Document 97062084, records of Bernalillo County, New Mexico; (xviii) Eighteenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract A, Solterra Subdivision/Unit 2) which was recorded June 30, 1997, as Document 97065755, in Book 97-17, pages 5953-5958 records of Bernalillo County, New Mexico; (xix) Nineteenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 9A, Sunset Ridge Village) which was recorded December 19, 1997, as Document 97133979, in Book 97-37, pages 6637-6646 records of Bernalillo County, New Mexico; (xx) Twentieth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 9B) which was recorded December 23, 1997, as Document 97134922, in Book 97-35, pages 9642-9647 records of Bernalillo County, New Mexico (The "Twentieth Supplemental Declaration"); (xxi) Twenty-First Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 8C) which was recorded March 13, 1998, as Document 1998030112, in Book 9806, pages 8629 records of Bernalillo County, New Mexico; (xxii) Twenty-Second Supplemental



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Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 2A-1A-2) which was recorded July 16, 1998, as Document 1998089079, in Book 9812, pages 7379 records of Bernalillo County, New Mexico; (xxiii) Twenty-Third Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 15D-1A/Desert Highlands) which was recorded July 20, 1998, as Document 1998090384, in Book 9812, page 8673 records of Bernalillo County, New Mexico and (xxiv) Twenty-Fourth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 14A/The Overlook at High Desert) which was recorded January 4, 1999 as Document 1999000462, in Book 9901, page 456 records of Bernalillo County, New Mexico; and (xxv) Twenty-Fifth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 11A) which was recorded January 15, 1999, as Document 1999006283, in Book 9901, page 6257 records of Bernalillo County, New Mexico (xxvi) Twenty-Sixth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (The Canyons at High Desert Phase I) which was recorded February 16, 1999, as Document 1999020725, in Book 9903, page 668 records of Bernalillo County, New Mexico; (xxvii) Twenty-Seventh Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (The Canyons at High Desert, Phase I) which was recorded February 16, 1999, as Document 1999020727, in Book 9903, page 670 records of Bernalillo County, New Mexico; (xxviii) Twenty-Eighth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Chaco Ridge Village) which was recorded April 16, 1999, as Document 1999051867, in Book 9906, page 1754 records of Bernalillo County, New Mexico; (xxix) Twenty-Ninth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 5A-1A-1) which was recorded May 24, 1999, as Document 1999068181, in Book 9907, page 8025 records of Bernalillo County, New Mexico; (xxx) Thirtieth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 2A-1C-2A-1) which was recorded June 4, 1999, as Document 1999074085, in Book 9908, page 3907 records of Bernalillo County, New Mexico; (xxxi) Thirty-First Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Chaco Compound Village) which was recorded September 7, 1999, as Document 1999115959, in Book 9912, page 5595 records of Bernalillo County, New Mexico; (xxxii) Thirty-Second Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Enclave Village) which was recorded November 3, 1999, as Document 1999138715, in Book 9914, page 8289 records of Bernalillo County, New Mexico; (xxxiii) Thirty-Third Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 15D-1B-2/Unit 2 Desert Highlands) which was recorded December 6, 1999, as Document 1999149924, in Book 9915, page 9466 records of Bernalillo County, New Mexico, (xxxiv) Thirty-Fourth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Desert Mountain at High Desert, Tract 11A) which was recorded July 11, 2000, as Document 2000067159, in Book A7, page 6894 records of Bernalillo County, New Mexico, (xxxv) Thirty-Fifth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Piñon Point Village) which was recorded April 14, 2000, as Document 2000036364, in Book A4, page 6210 records of Bernalillo County, New Mexico, (xxxiv) Thirty-Sixth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 11B, High Desert) which was recorded May 11, 2000, as Document 2000046065, in Book A5, page 5885 records of Bernalillo County, New Mexico; (xxxv) Thirty-Seventh Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (The Canyons at High Desert) which was recorded October 13, 2000, as Document 2000101492, in Book A11, page 1094, records of Bernalillo County, New Mexico; (xxxvi) Thirty-Eighth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Desert Mountain at High Desert) which was recorded November 28, 2000, as Document 2000117817, in Book A12, page 7373, records of Bernalillo County, New Mexico;



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(xxxvii) Thirty-Ninth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 15D-1B-1A/West Highlands at High Desert) to be recorded in the records of Bernalillo County, New Mexico; (xxxviii) Fortieth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 15D-1B-1B/Unit 1 Mountain Highlands at High Desert) which was recorded February 14, 2001, as Document 2001015665, in Book A15, page 4196, records of Bernalillo County, New Mexico (the "Fortieth Supplemental Declaration"); (xxxix) Forty-First Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Lots 67, 68 and 69, Sunset Ridge at High Desert) which was recorded April 8, 2002, as Document 2002045612, in Book A34, page 5498, records of Bernalillo County, New Mexico; (xl) Forty-Second Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tracts 13-A and 13-B) which was recorded December 20, 2002, as Document 2002171063, in Book A47, page 619, records of Bernalillo County, New Mexico, as amended, (the "Forty-Second Supplemental Declaration"), (xli) Forty-Third Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tracts 15D-1B-1C/Unit 2 Mountain Highlands) which was recorded October 8, 2003, as Document 2003185484, in Book A66, page 5100, records of Bernalillo County, New Mexico, and (xlii) Forty-Fourth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Wilderness Village) to be recorded in the records of Bernalillo County, New Mexico as amended (the "Declaration").

B. Pursuant to the terms of Section 9.4 of the Declaration, the Declarant may unilaterally subject any portion of the property submitted to the Declaration initially or by Supplemental Declaration to additional covenants or easements.

C. Mesa Verde Development Corporation, a New Mexico corporation ("Mesa Verde Development") and the undersigned owners ("Owners") are the owners of the property described on Exhibit "A" (the "Wilderness Compound Property") attached hereto and by this reference incorporated herein. The Wilderness Compound Property is a portion of the property described on Exhibit "B" of the Declaration (the "Property"). Declarant wishes to subject the Wilderness Compound Property to the additional covenants set forth in this Forty-Fifth Supplemental Declaration.

D. Capitalized terms not otherwise defined herein are as defined in the Declaration.

Declarant hereby declares that the Wilderness Compound Property shall be held, sold, used and conveyed subject to the following easements, restrictions, covenants, and conditions, which are for the purpose of protecting the value and desirability of and which shall run with the Wilderness Compound Property. This Forty-Fifth Supplemental Declaration shall be binding on and shall inure to the benefit of the Declarant, the Association, and all parties having any right, title, or interest in the Wilderness Compound Property or any part thereof, their heirs, successors, successors-in title, and assigns.

WITNESSETH:

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration:

1. Clarification of Village Boundaries. Following Section 2 of the Forty-Second Supplemental Declaration the village boundaries for the Wilderness Compound Property are established as described on the attached Exhibit A.

2. Declaration and Design Guidelines. The easements, restrictions, covenants and conditions contained in this Forty-Fifth Supplemental Declaration are additional to and supplement those



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contained in the Declaration and the High Desert Guidelines for Sustainability Builder Homes approved by the Association as provided in the Declaration. This Forty-Fifth Supplemental Declaration shall not limit in any way the effectiveness of the Declaration or the Design Guidelines. The terms of the Declaration, specifically including but not limited to Article X and Section 18.1 of the Declaration, are incorporated herein by reference.

3. Pitched Roofs. No pitched roofs shall be allowed in the Wilderness Compound Property except for shed-type porch roofs, which shall be constructed of flat raked concrete tile and which must be approved by Wilderness Village/Compound Architectural Advisory Committee established pursuant to the Declaration ("WV/CAAC") and the New Construction Committee ("NCC").

4. Walls.

A. All walls that are located on the common property line between adjoining Units shall be party walls that may not be removed by either property owner of the adjoining lots. All walls shall be constructed from the elevation specified by the subdivision engineer and indicated on the approved grading plan of the Wilderness Compound Property. The cost of installation and maintenance of such party retaining walls shall be split equally between the property owners of the adjoining units. The height of party walls may not be change without the written consent of both parties and any costs associated with such change shall be borne by the parties as they may agree.

B. No wall or fence may be erected on a Unit that is closer to the street than the front of the dwelling on the Unit, except for courtyard walls.

C. A Unit is located on a corner when such unit abuts more than one public right-of-way. The corner Unit shall be deemed to front on the right-of-way on which the Unit has a smaller dimension, subject to possible re-designation by the WV/CAAC and/or NCC upon the request of the owner of any such corner unit.

D. Each Unit shall have a rear wall and two sidewalls. All rear walls shall extend the entire length of the rear property line. All sidewalls shall extend from the rear of the lot to at least the rear of the dwelling on the Unit.

5. Landscaping. Plans for front yard landscaping shall be approved prior to the start of construction of landscaping by the WV/CACC and NCC and shall be in compliance with the approved conceptual streetscape plan prepared by Hilltop Landscaping and attached as exhibit B, which plan provides minimum planting requirements. All plants shall be selected from the High Desert approved plant list. The WV/CACC and NCC shall review the front yard landscaping only, but any proposed structures in the back yard shall be submitted separately to the WV/CAVC and NCC for review and approval. All trees and plant materials in the front and back yards shall be maintained at no more than 12 feet in height.

6. Village Improvements; Maintenance.

A. Private Streets. The Wilderness Compound Property shall be a gated community, with private streets and sidewalks and streetlights. The Association shall maintain the private streets (including any landscaped medians and streetlights) within the Wilderness Compound Property (Tract 13-B-1 of Unit 3 - the Wilderness Subdivisions at High Desert as shown on the Plat) subject to and in accordance with rules relating to the streets that may be adopted by the Board of the Association pursuant to the Declaration, as amended or modified



from time to time (the "Street Rules"). A copy of the current Street Rules, if any, shall be available at the office of the Association. The Street Rules may contain parking and traffic regulations, including but not limited to, regulations as to the number of vehicles that may be parked in the streets within the Wilderness Compound Property and in each driveway within each Unit within the Wilderness Compound Property. The Association shall have the right to enforce the Street Rules as set forth in the Declaration. The Association shall also maintain the private sidewalks within the Wilderness Compound Property. The Association shall commence maintenance of the private streets and streetlights at the time that Mesa Verde Development completes the construction and installation of the private streets (including any landscaped medians and streetlights) and the Association accepts the maintenance of such structures in writing. The Association shall commence maintenance of the sidewalks as the construction of the sidewalks is completed by Mesa Verde Development and the Association accepts the maintenance of the completed sidewalks in writing. Such maintenance shall not include maintenance of the area in the private streets between the edge of the property line of each Unit and the curb, as set forth in the Fifth Amendment to the Declaration.

B. Wilderness Compound Entrance Maintenance. The Association shall maintain the entrance to the Wilderness Compound Property. The entrance to the Wilderness Compound Property shall be gated and the Association shall maintain the two gates. The Association shall commence maintenance of the entrances, gates and related structures, if any, at the time that Mesa Verde Development completes the construction and installation of the gates and related structures and the Association accepts the maintenance of such structures in writing. The Association may adopt rules relating to the entrance and the gates pursuant to the Declaration, which rules may be amended and modified from time to time. A copy of the current rules, if any, shall be available at the office of the Association.

C. Village Assessments. All costs associated with the maintenance, operation, inspection, repair and replacement responsibilities and other activities of the Association as set forth in this Forty-Fifth Supplemental Declaration shall be paid by the Owners of Units within the Wilderness Compound Property through Village Assessments, as set forth in the Declaration. The initial Village Assessment shall be \$32.00 per month starting from the date by acceptance of the Association. The Unit owner shall pay for any increase or decrease in the Village Assessment in the event that the assessment is subsequently changed by the Association.

7. Restrictions per Agreement with the Glenwood Hills Neighborhood Association dated February 6, 2003.

A. There shall be no vehicle access across Tract OS-4, High Desert, except for maintenance access easements to the Association, the Albuquerque Metropolitan Arroyo Flood Control Authority ("AMAFCA"), the City of Albuquerque and utility companies. Maintenance access shall be limited to the duration of the maintenance performed and shall be limited to maintenance purposes only. After any such maintenance, the Association shall restore the maintenance access to its near natural condition. There shall be no permanent maintenance roadway in Tract OS-4.

B. The second story square footage of dwellings constructed on Lots 19 and 20 in the Wilderness Compound Property shall be limited to no more than 60% of the first story square footage size.

8. Vacant Lots; Destruction. There shall be no trash, ashes, paper or refuse of any kind thrown or dumped onto vacant Units in the Wilderness Compound Property. In addition to any obligation



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of Owners set forth in the Declaration relating to maintenance of Units, (i) the Owner of a Unit within the Wilderness Compound Property that is vacant shall be responsible to keep the Unit cleared of all weeds, trash and any other impediment that is visually or otherwise undesirable and (ii) the Owner of a Unit upon which a structure is destroyed by fire or other casualty shall either promptly rebuild, repair or replace the structure in compliance with the Declaration and Design Guidelines or remove the debris (including foundations) from the Unit.

9. Timing of Construction. All dwellings constructed on Units within the Wilderness Compound Property shall be completed in accordance with the plans and specifications approved by the WV/CAAC and NCC within six months after the date that construction was commenced. No construction may commence until the plans have been approved by the WV/CAAC and NCC.

10. Restricted Activities. Declarant hereby supplements Section 12.6(b) of the Declaration to amend subsections (i), (vi) and (xii) and to add the following new subsections, which shall apply to the Wilderness Compound Property:

(i) Subsection (i) is amended to prohibit the use of any trailer, motor home, recreational vehicle, boat, shack, tent, garage or any other outbuilding (permitted or not) as a residence, either temporarily or permanently, provided however, that one motor home, recreational vehicle or boat may be kept in the driveway or in front of a Unit for no more than ten days per year. Storage of any trailer, motor home, recreational vehicle or boat is not permitted unless stored in a garage.

(vi) Subsection (vi) is amended to provide that, with the approval of Declarant, one or more Units may be combined through replatting of the Units to form one Unit and one building site;

(xi) Subsection (xi) is amended to prohibit the placement, permanently or temporarily, of any kind of antenna (radio, shortwave radio, television or others) on the outside portions of the Unit, without the prior written approval of the WV/CAAC and NCC and to provide that satellite dishes will be subject to the applicable design guidelines relating to placement, screening, etc. and the written approval of WV/CAAC and NCC;

(xiii) Subsection (xiii) is amended to prohibit any construction, erection, placement, assembly, or maintenance of any outbuilding or storage building or other auxiliary building of any nature, permanent or temporary, detached from the permitted improvements on the Unit, except as approved in writing by the WV/CAAC and NCC;

(xiv) Subsection (xiv) is amended to prohibit any construction of maintenance of any billboard, poster board or advertising structure of any kind on any part of any Unit except those permitted by the Design Guidelines by builders and architects during construction of permitted Improvements on the Unit;

(xv) Subsection (xv) is amended to prohibit construction of any improvements other than a single-family residence on lots 1- 26.



(xvi) In order to preserve views, all plant material and trees used (which shall be limited to those on the High Desert approved plant list) shall be maintained in a manner so that they do not exceed 12 feet in height.

11. Amendment. This Forty-Fifth Supplemental Declaration may be amended only by the affirmative vote or written consent, or any combination thereof, of 75% of the Voting Members of Wilderness Compound that constitutes the Wilderness Compound Property, and the consent of the Declarant, so long as the Declarant has an option to subject additional property to the Declaration pursuant to Section 9.1 of the Declaration. The Association shall have the power to veto any action taken by Wilderness Compound Committee that relates to the Wilderness Compound Property.

12. Consent of Owners. Owners, by their signature below, consent to this Forty-Fifth Supplemental Declaration. This consent constitutes the written consent of the property owners required under Section 9.4 of the Declaration.

IN WITNESS WHEREOF, the undersigned, on behalf of the Declarant, have executed this Forty-Fifth Supplemental Declaration as of the day and year first written above.

HIGH DESERT INVESTMENT CORPORATION, a
New Mexico corporation

By: *D. H. Collister*
Name: Douglas H. Collister
Title: President

By: *J. Eichorn*
Name: Jack Eichorn
Title: Vice President

Address: Suite 202
3791 Southern Blvd SE
Rio Rancho, NM 87124

Date Signed: December 14, 2004

STATE OF NEW MEXICO)
)ss.
COUNTY OF BERNALILLO)

This instrument was acknowledged before me on December 14, 2004, by Douglas H. Collister, President of High Desert Investment Corporation, a New Mexico corporation.

David M. Chase
Notary Public

My Commission Expires:

May 13, 2007


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STATE OF NEW MEXICO)
)ss.
COUNTY OF BERNALILLO)

This instrument was acknowledged before me on December 14, 2004, by Jack Eichorn, Vice President of High Desert Investment Corporation, a New Mexico corporation.

David M. Chase
Notary Public

My Commission Expires:

May 13, 2007

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CONSENTED TO:

OWNER: Richard Davis

Elaine Davis

By: *Richard Davis*

Elaine C Davis

Name: *Elaine C Davis*

Title: *homeowner*

Date Signed: *12-14-04*

STATE OF NEW MEXICO)
)
COUNTY OF BERNALILLO) (ss.)

This instrument was acknowledged before me on December *14th*, 2004, by

Richard and Elaine Davis



OFFICIAL SEAL
JULIE A. CORDOVA
NOTARY PUBLIC - STATE OF NEW MEXICO



My Commission expires: *2/27/08*

Notary Public

2/27/08



Mary Herrera

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CONSENTED TO:

OWNER: Richard Barr

Linda Barr

By:

Linda Barr
Richard Barr

Name:

Linda BARR

Title:

Buyer

Date Signed:

12/9/04

STATE OF NEW MEXICO)

(ss.

COUNTY OF BERNALILLO)

This instrument was acknowledged before me on December 9th, 2004, by

Richard and Linda Barr

(SEAL)

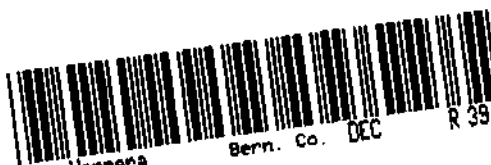
NOTARY PUBLIC STATE OF NEW MEXICO

My Commission expires:

2/27/08

2/27/08

[Signature]
Notary Public



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CONSENTED TO:

OWNER: Thomas Chalamidas

Vasso Chalamidas

By:

Thomas Chabil
x Vasso Chalamidas

Name:

THOMAS CHALAMIDAS

Title:

BUYER

Date Signed:

12/9/04

STATE OF NEW MEXICO)
(ss.
COUNTY OF BERNALILLO)

This instrument was acknowledged before me on December 9th, 2004, by

Thomas and Vasso Chalamidas

(SEAL)



OFFICIAL SEAL
JULIE A. CORDOVA
NOTARY PUBLIC STATE OF NEW MEXICO

My commission expires:

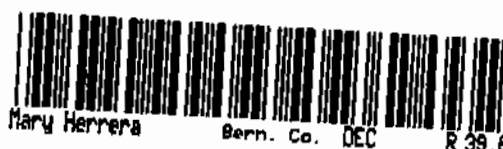
2/27/08

My commission expires:

2/27/04

Notary Public

[Signature]



Mary Herrera

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CONSENTED TO:

OWNER: Michael Tobin

By: Sylvia Tobin
[Signature]

Name: Mr. Tobin

Title: Buyer

Date Signed: 12/12/04

STATE OF NEW MEXICO)
)
COUNTY OF BERNALILLO) (ss.)

This instrument was acknowledged before me on December 12, 2004, by

Michael and Sylvia Tobin



OFFICIAL SEAL
JULIE A. CORDOVA
NOTARY PUBLIC-STATE OF NEW MEXICO

[Signature]
Notary Public

My Commission Expires: 2/27/06
2/27/06



Mary Herrera

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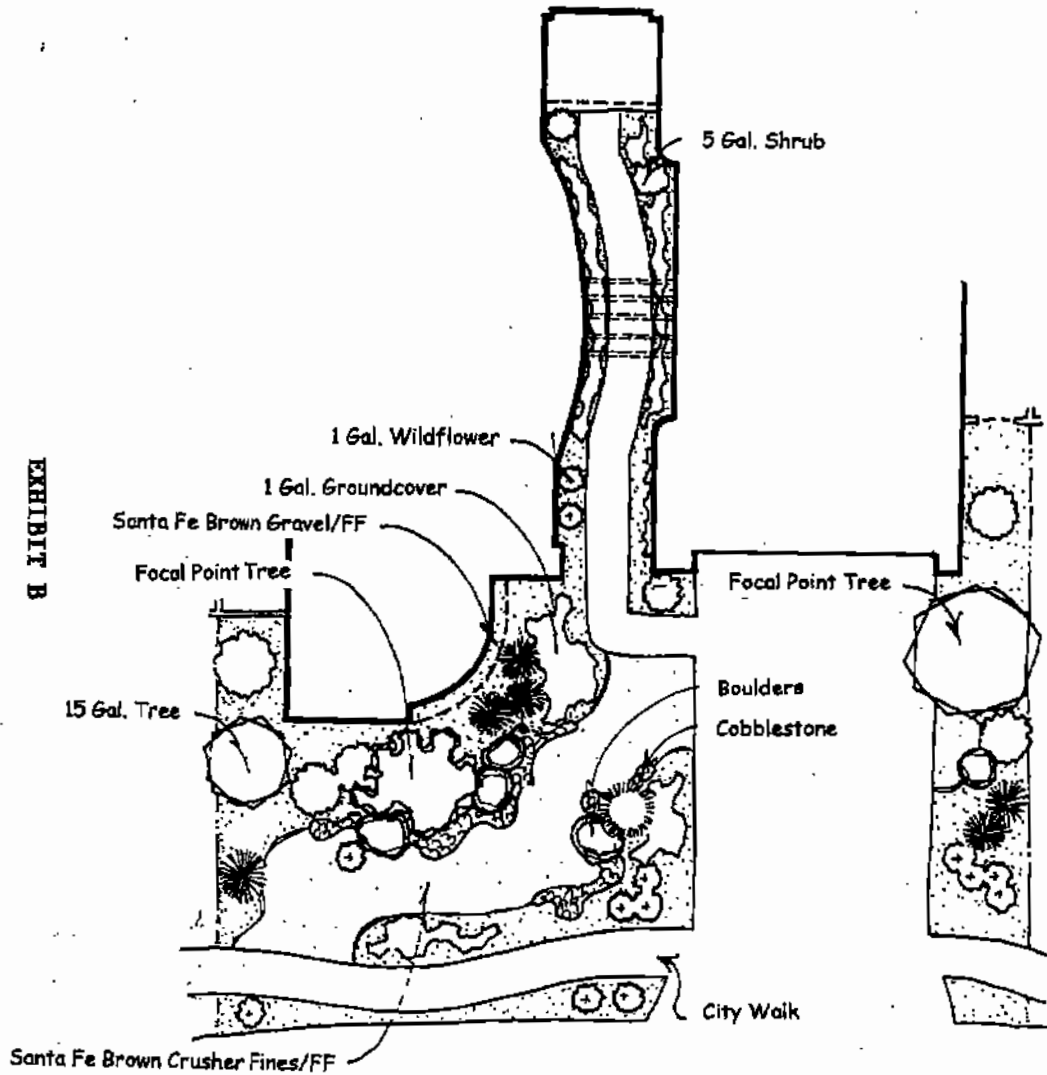
Exhibit A

Wilderness Compound Property

Unit 3 - Wilderness Subdivision (also referred to as "Wilderness Compound") as the same is shown on the Plat of Unit 2 - Wilderness Subdivision and Unit 3 - Wilderness Subdivision at High Desert recorded in the Bernalillo County, New Mexico real estate records on December 11, 2003 in Book 2003C, page 373, as document 2003220908

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EXHIBIT B



Wilderness Compound

Example of Typical Landscape & Calculations

Total Landscape Area 1930 sq. ft.

1 - 24" Box or 6'-8' Focal Point Tree / 950 sq. ft.
 (1930 sq. ft./950 = 2 Focal Point Trees)
 Aspen, Chitalpa, Desert Willow, Escarpment Live Oak, Gambel Oak, New Mexico Locust, One-seed Juniper, Pinon Pine, Prairie Flameleaf Sumac, Rocky Mountain Juniper, Shrub Live Oak, Washington Hawthorn

1 - 15 Gal. Tree/1900 sq. ft.
 (1930 sq. ft./1900 = 1 15 Gal. Trees)
 Aspen, Chitalpa, Desert Willow, Escarpment Live Oak, Gambel Oak, New Mexico Locust, One-seed Juniper, Pinon Pine, Prairie Flameleaf Sumac, Rocky Mountain Juniper, Shrub Live Oak, Washington Hawthorn

1 - 5 Gal. Shrub/160 sq. ft.
 (1930 sq. ft./160 = 12 5 Gal. Shrubs)
 From Approved High Desert Plant List

1 - 1 Gal. Wildflower/80 sq. ft.
 (1930 sq. ft./80 = 24 1 Gal. Wildflowers)
 From Approved High Desert Plant List

Groundcovers

- Cobblestone Accent (not to exceed 10% of total sq. ft. if used)
- Santa Fe Brown Gravel/Filter Fabric
- Santa Fe Brown Crusher Fines/Filter Fabric
- Steel Edge to Separate Santa Fe Brown Gravels

City Walk Not Required on all Lots
 All Plantings Shall Conform to the High Desert Plant List
 All Retainers Shall be Limited to Moss Rock or Boulders
 Up to 20% of the Landscaped Area May Be Lawn
 (Lawn is Only Allowed in the Backyard)



The Hilltop

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