

Chad J. Lee, Esq.\*  
Telephone (970) 945-6546  
clee@balcombgreen.com  
\*Licensed in CO, WY, and the  
U.S. Patent and Trademark Office

April 11, 2019

**VIA HAND DELIVERY TO:**

Janet Buck, Planning Director  
Town of Carbondale  
511 Colorado Avenue  
Carbondale, CO 81623

Re: ***Application for Major Plat Amendment to Final Plat for Town Center Subdivision***

Dear Janet:

Please find enclosed three copies of the Major Plat Amendment per UDC 2.6.7.A and 2.6.5 to the Final Plat for Town Center Subdivision in accordance with our pre-application meeting on February 28, 2019 to recognize the termination of the Common Interest Community known as Town Center Owners Association, Inc. I enclose the following:

1. Completed Land Use Application form;
2. Our check #63238 in the amount of \$800.00 which we understand to be the appropriate application fee;
3. Authorization letter executed by Pickwick Holdings LLC authorizing Balcomb & Green, P.C. to submit and prosecute this Application;
4. Amended Final Plat of Tract A, Town Center Subdivision, Filing Nos. 1 and 2;
5. Amendment to Subdivision Improvements Agreement for Town Center Subdivision, Filing Nos. 1 and 2;
6. Termination Agreement for Town Center Owners Association, Inc.; and
7. Consent Resolution of Town Center Owners Association, Inc., Approving Dissolution of Common Interest Community, Termination of Covenants, and Conveyance of Master Open Space to Pickwick Holdings LLC.

Please let us know if you require any additional information. We look forward to working with you on completing this Application.

Regards,

BALCOMB & GREEN, P.C.

By:   
Chad J. Lee, Esq.

CJL/bc  
Encls.



Town of Carbondale  
511 Colorado Ave  
Carbondale, CO 81623  
(970)963-2733

Pre-Application Meeting Date \_\_\_\_\_

Fees \_\_\_\_\_ Date Pd \_\_\_\_\_

### Land Use Application

#### PART 1 – APPLICANT INFORMATION

Applicant Name: Pickwick Holdings LLC Phone: 970-945-6546

Applicant Address: c/o Chad J. Lee/Lawrence R. Green of Balcomb & Green, P.C.

E-mail: clee@balcombgreen.com / larry@balcombgreen.com

Owner Name: Town Center Owners Association, Inc. Phone: 970-945-6546

Address: 818 Colorado Avenue, Glenwood Springs, CO 81601

E-mail: same

Location of Property: provide street address and either 1) subdivision lot and block; or 2) metes and bounds:

Master Common Area Tract A (pedestrian walkway), Town Center Filing 1

#### PART 2 – PROJECT DESCRIPTION

General project description:

Amendment of Tract A to remove the reference to the Master Common Element and to amend  
the SIA to commit to long-term maintenance of Tract A by the underlying landowner

Size of Parcel: 5,5059 sq. ft. # Dwelling Units: \_\_\_\_\_ Sq Ftg Comm: \_\_\_\_\_

Type of Application(s): Subdivision - Final Plat Amendment

Existing Zoning: \_\_\_\_\_ Proposed Zoning: \_\_\_\_\_

#### PART 3 – SIGNATURES

I declare that I have read the excerpt from the Town of Carbondale Municipal Code Article 8 Land Use Fees. I acknowledge that it is my responsibility to reimburse the Town for all fees incurred as a result of this application.

I declare that the above information is true and correct to the best of my knowledge.

Applicant Signature

Date

and Authorized Representative and Successor in interest to Owner  
Signature of all owners of the property must appear before the application is accepted.

Owner Signature

Date

Owner Signature

Date

STATE OF COLORADO )

) ss.

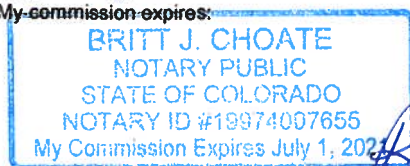
COUNTY OF GARFIELD )

The above and foregoing document was acknowledged before me this 10<sup>th</sup> day of

April 2019, by Randy Metz as Manager of Pickwick Holdings LLC

Witness my hand and official

My commission expires:



Notary Public

**PICKWICK HOLDINGS LLC  
329 MAIN STREET, 2<sup>ND</sup> FLOOR  
CARBONDALE, CC 81623  
(970) 340-4977**

April 10, 2019

Janet Buck, Planning Director  
Town of Carbondale  
511 Colorado Avenue  
Carbondale, CO 81623

Re: ***Land Use Application to Amend Subdivision Final Plat – Town Center Subdivision***

Dear Janet:

Pickwick Holdings LLC is the applicant and authorized representative and successor in interest to owner, Town Center Owners Association, Inc., of the real property which is the subject of the Land Use Application to Amend Town Center Subdivision. Pickwick Holdings LLC hereby authorizes Chad J. Lee and Lawrence R. Green, and the firm of Balcomb & Green, P.C. to act in all respects as the authorized representative of Pickwick Holdings LLC to submit and prosecute the above-referenced application.

Very truly yours,

PICKWICK HOLDINGS LLC,  
a Colorado limited liability company

By:   
Randy Metz, Manager



AMENDED FINAL PLAT OF:  
**TRACT A, TOWN CENTER SUBDIVISION, FILING NO. 1 & 2**  
A PARCEL OF LAND SITUATED IN GOVERNMENT LOT 11, OF SECTION 34, TOWNSHIP 7 SOUTH, RANGE 88 WEST OF THE 6th P.M.  
TOWN OF CARBONDALE, COUNTY OF GARFIELD, STATE OF COLORADO  
SHEET 1 OF 2

**CERTIFICATE OF DEDICATION AND OWNERSHIP**

**CERTIFICATE OF DEDICATION AND OWNERSHIP**

Know all men by these presents

That the Town Center Owners Association, Inc. acting by and through its authorized representative, Pickwick Holdings LLC, is the sole owner in fee simple of all that real property described herein and situated in the Town of Carbondale, County of Garfield, State of Colorado.

The aforesaid owner has by these presents laid out and platted all the above described real property into Tract A shown hereon and designates the same as the Amended Final Plat of Tract A, Town Center Subdivision, Filing No. 1 & 2 in the Town of Carbondale, County of Garfield, State of Colorado, and does hereby make the following dedications:

- A. All portions of the real property identified and depicted on the within plat as rights-of-way are hereby reserved, dedicated and set apart in fee for access, roadway and utility purposes to the Town of Carbondale for public use.
- B. All portions of the real property identified and depicted on the within plat as private access easements are hereby reserved, dedicated and set apart for the joint use and benefit of the owner(s) of the lots served by such access easements.
- C. All portions of the real property identified and depicted on the within plat as public pedestrian easements are hereby reserved, dedicated and set apart as perpetual, non-exclusive pedestrian access easements for the use and benefit of the Town of Carbondale for public use.
- D. All portions of the real property identified and depicted on the within plat as utility easements are hereby reserved, dedicated and set apart as perpetual, non-exclusive utility easements for the use and benefit of the Town of Carbondale or other appropriate utility companies for public use, for the purpose of installation, operation, maintenance, repair and replacement of utility lines and facilities, together with the perpetual right of ingress and egress thereto for the aforesaid purposes, upon the condition that such easements and rights be utilized by the beneficiaries in a reasonable and prudent manner.
- E. Tract A as depicted on the within plat shall be subject to a perpetual, non-exclusive easement upon said Tract A which is hereby granted to the Town of Carbondale for public, pedestrian use of said Tract A as a public pedestrian mall; and subject further, to the right of all public utility companies to make use of said Tract A as utility easement. Tract A shall be maintained by Pickwick Holdings LLC, its successors and assigns, as more particularly set forth in the Amendment to Subdivision Improvements Agreement for Town Center Subdivision, Filing Nos. 1 and 2, recorded in the Garfield County real estate records contemporaneously with this Amended Final Plat.

Owner: Town Center Owners Association, Inc.

By \_\_\_\_\_

As \_\_\_\_\_

State of Colorado )

County of Garfield )

The foregoing dedication was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, A.D., 2019, by \_\_\_\_\_, as \_\_\_\_\_ of the Town Center Owners Association, Inc.

My commission expires \_\_\_\_\_.

witness my hand and seal

Notary Public

**PLANNING COMMISSION CERTIFICATE**

This amended plat approved by the Town of Carbondale Planning and Zoning Commission this \_\_\_\_\_ day of \_\_\_\_\_, A.D. 2019.

Chairperson

**BOARD OF TRUSTEES CERTIFICATE**

This amended plat approved by the Board of Trustees of the Town of Carbondale, Garfield County, State of Colorado, this \_\_\_\_\_ day of \_\_\_\_\_, A.D. 2019, for filing with the clerk and recorder of Garfield County, State of Colorado, and for the conveyance to the town of the public dedications shown hereon, subject to the provision that the approval in no way obligates the Town of Carbondale for financing or constructing improvements on land, streets or easements dedicated to the public except as specifically agreed to by the town board.

Mayor

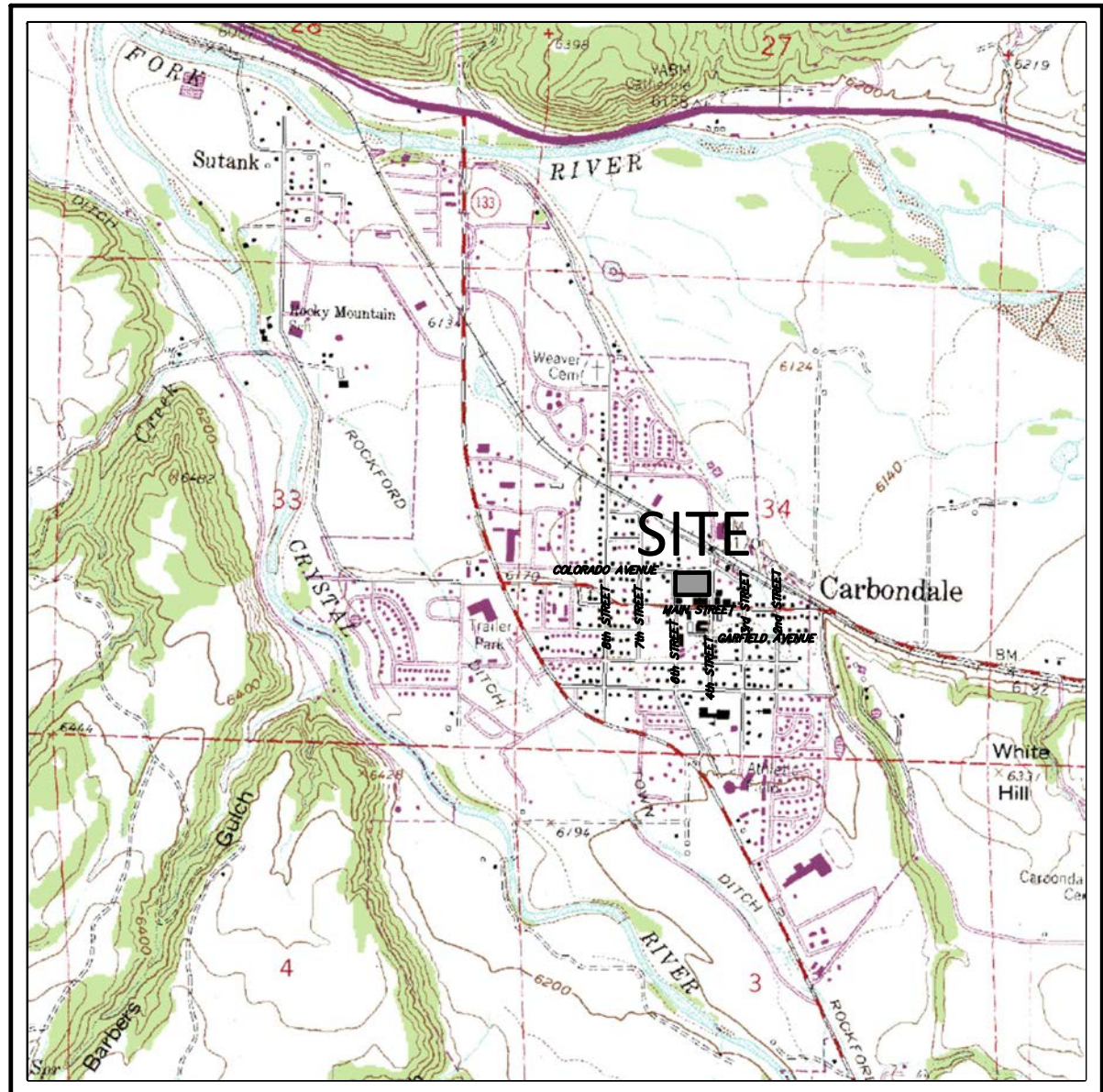
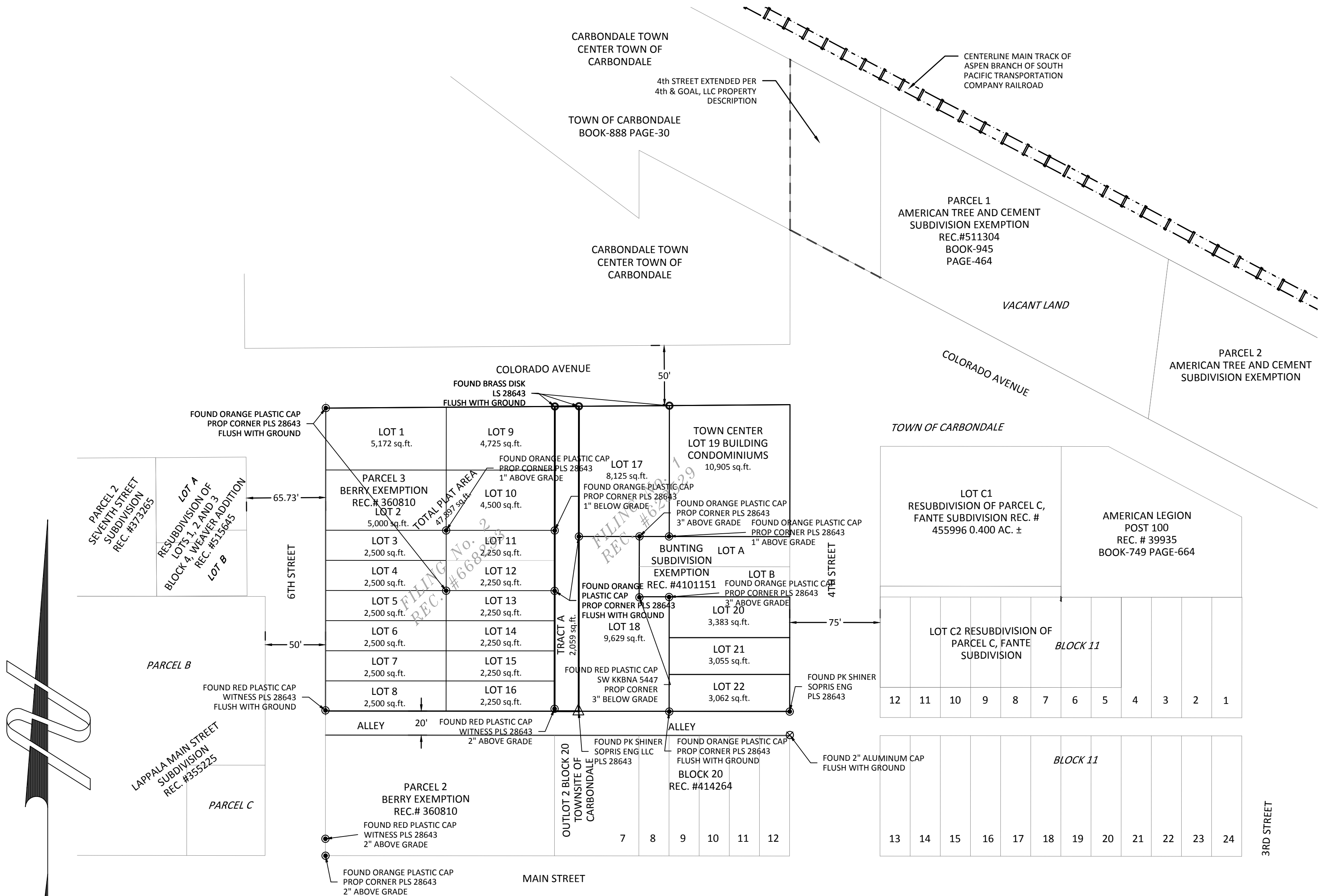
attest

Town Clerk

**GENERAL UTILITY NOTES:**

The locations of underground utilities have been plotted based on utility maps, construction/design plans, other information provided by utility companies and actual field locations in some instances. These utilities, as shown, may not represent actual field conditions. It is the responsibility of the contractor to contact all utility companies for field location of utilities prior to construction.

NOTICE: ACCORDING TO COLORADO LAW YOU MUST COMMENCE ANY LEGAL ACTION BASED UPON ANY DEFECT IN THIS SURVEY WITHIN THREE YEARS AFTER YOU FIRST DISCOVER SUCH DEFECT. IN NO EVENT MAY ANY ACTION BASED UPON ANY DEFECT IN THIS SURVEY BE COMMENCED MORE THAN TEN YEARS FROM THE DATE OF CERTIFICATION SHOWN HEREON.



VICINITY MAP  
SCALE: 1" = 2000'

**SURVEY NOTES**

- 1) Date of survey: March 20, 23 & 30, 2015. Updated March 25, 2019.
- 2) Date of preparation: April 2019.
- 3) Basis of bearing: all bearings shown hereon are relative to a bearing of N 89°57'00" W between street centerline monuments found in place at the intersection of Fourth Street and Euclid Avenue and at the intersection of Eighth Street and Euclid Avenue in the Town of Carbondale, Colorado.
- 4) Basis of survey: the recorded plats of Town Center Subdivision, Filing No. 1, Town Center Subdivision, Filing No. 2, various documents of record and the found lot/subdivision and street monuments as shown or noted hereon.

**PLAT NOTES**

- 1) Subject Property Description. The property subject to the within Amended Final Plat is Tract A as described on the Final Plat of Town Center Subdivision, Filing No. 1 recorded March 25, 2003 at Reception No. 623529 ("Town Center Filing No. 1 Final Plat") and Final Plat of Town Center Sub-division, Filing No. 2 recorded February 4, 2005 at Reception No. 668233 ("Town Center Filing No. 2 Final Plat").
- 2) Termination of Town Center Owners Association, Inc. On February 26, 2019, in accordance with applicable provisions of the Colorado Common Interest Ownership Act, and conditioned upon the approval of the within Amended Final Plat, a supermajority of the Members of the Town Center Owners Association, Inc. approved the dissolution and termination of said Association. All documents reflecting such dissolution and termination shall be recorded in the Garfield County real estate records contemporaneously with this Amended Final Plat.
- 3) Purpose of this Amended Final Plat. The purpose of this Amended Final Plat is to reflect that Tract A is no longer Master Common Area to be owned by the Town Center Owners Association, Inc. as depicted on the Town Center Filing No. 1 Final Plat and the Town Center Filing No. 2 Final Plat, but is now a parcel of real property that may be privately owned, subject to a perpetual, non-exclusive pedestrian easement as granted in the Certificate of Dedication set forth hereon, that may be owned and transferred, and which shall be maintained, as provided in the Amendment to Subdivision Improvements Agreement for Town Center Subdivision, Filing Nos. 1 and 2 recorded contemporaneously herewith.
- 4) No Other Changes. Except as expressly amended hereby, all property descriptions, dedications, easements, descriptions of limited common elements, and every other matter set forth on the Town Center Filing No. 1 Final Plat and the Town Center Filing No. 2 Final Plat remain in effect as shown on said Final Plats.

**SURVEYOR'S CERTIFICATE**

I, Mark S. Beckler, do hereby certify that I am a professional land surveyor licensed under the laws of the State of Colorado, that this plat is a true, correct and complete AMENDED FINAL PLAT OF TRACT A, TOWN CENTER SUBDIVISION, FILING NO. 1 & 2 as laid out, platted, dedicated and shown hereon, that such plat was made from an accurate survey of said property by me or under my supervision, and correctly shows the location and dimensions of the lots, easements and streets of said amended final plat as the same are staked upon the ground in compliance with applicable regulations governing the subdivision of land.

In witness whereof, I have set my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, A.D., 2019.

Mark S. Beckler, P.L.S. #28643

**CLERK AND RECORDER'S CERTIFICATE**

This amended plat was filed for record in the Office of the Clerk and Recorder of Garfield County, Colorado, at \_\_\_\_\_ o'clock \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_, 2019, and is duly recorded as reception no. \_\_\_\_\_.

Clerk and Recorder

By: \_\_\_\_\_

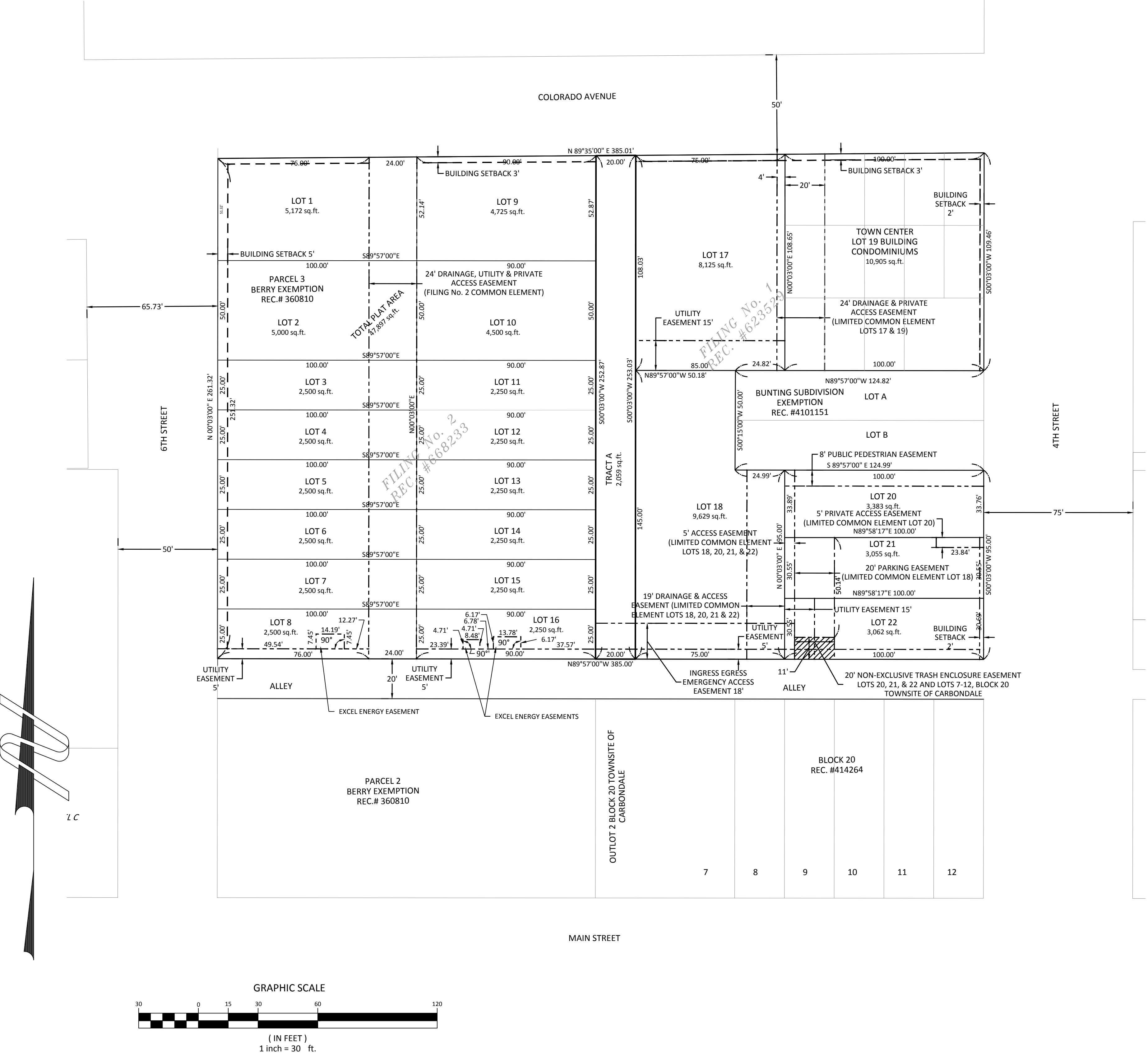
Deputy

**SOPRIS ENGINEERING - LLC**

CIVIL CONSULTANTS  
502 MAIN STREET, SUITE A3  
CARBONDALE, COLORADO 81623  
(970) 704-0311 SOPRISENG@SOPRISENG.COM



AMENDED FINAL PLAT OF:  
**TRACT A, TOWN CENTER SUBDIVISION, FILING NO. 1 & 2**  
A PARCEL OF LAND SITUATED IN GOVERNMENT LOT 11, OF SECTION 34, TOWNSHIP 7 SOUTH, RANGE 88 WEST OF THE 6th P.M.  
TOWN OF CARBONDALE, COUNTY OF GARFIELD, STATE OF COLORADO  
SHEET 2 OF 2



GENERAL UTILITY NOTES:

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**SOPRIS ENGINEERING - LLC**

CIVIL CONSULTANTS  
502 MAIN STREET, SUITE A3  
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(970) 704-0311 SOPRISENG@SOPRISENG.COM

## **AMENDMENT TO SUBDIVISION IMPROVEMENTS AGREEMENT FOR TOWN CENTER SUBDIVISION, FILING NOS. 1 AND 2**

THIS AMENDMENT TO SUBDIVISION IMPROVEMENTS AGREEMENT FOR TOWN CENTER SUBDIVISION, FILING NOS. 1 AND 2 ("Amendment") is made and entered into between the Town of Carbondale, Colorado ("Town"), and PICKWICK HOLDINGS LLC, a Colorado limited liability company ("Pickwick"), acting as the authorized representative and successor in interest to Town Center Owners Association, Inc.

### **RECITALS**

For the purpose of interpreting and giving effect to this Amendment, the Town and Pickwick agree to the truth and accuracy of the following:

A. Whereas, the developer of Town Center Subdivision, Filing No. 1 as reflected on the final plat thereof recorded March 25, 2003 as Reception No. 623529 ("Town Center Filing 1 Plat") entered into that certain Subdivision Improvements Agreement for Town Center Subdivision, Filing No. 1 with the Town, recorded in the records of the Garfield County Clerk and Recorder on March 25, 2003 as Reception No. 623531 (the "Filing 1 SIA") as amended by the Amendment to Subdivision Improvements Agreement Town Center Subdivision, Filing No. 1, recorded on February 4, 2005 (the "First Amendment to Filing 1 SIA"); and

B. Whereas, the developer of Town Center Subdivision, Filing No. 2 as reflected on the final plat thereof recorded February 4, 2005 as Reception No. 668233 ("Town Center Filing 2 Plat") entered into that certain Subdivision Improvements Agreement for Town Center Subdivision, Filing No. 2 with the Town, recorded in the records of the Garfield County Clerk and Recorder on February 4, 2005 as Reception No. 668234 (the "Filing 2 SIA"), as amended by the Amendment to Subdivision Improvements Agreement Town Center Subdivision, Filing No. 2, recorded on July 10, 2007 (the "First Amendment to Filing 2 SIA"), the Second Amendment to Subdivision Improvements Agreement for Town Center Subdivision, Filing No. 2 with effective date of June 24, 2008 which was recorded in the Garfield County records on January 28, 2009 as Reception No. 762244 ("Second Amendment to Filing 2 SIA"), the Third Amendment to Subdivision Improvements Agreement for Town Center Subdivision, Filing No. 2, with effective date of June 1, 2009 which was recorded in the Garfield County Records on June 30, 2009 as Reception No. 770337 ("Third Amendment to Filing 3 SIA") and the Fourth Amendment to Subdivision Improvements Agreement for Town Center Subdivision, Filing No. 2, with effective date of April 8, 2010 which was recorded in the Garfield County records on May 6, 2010 as Reception No. 785649 ("Fourth Amendment to Filing 2 SIA"); and

C. Whereas, the Town Center Owners Association, Inc. was the master association "Master Association" created to own and maintain the master common elements for Town Center, which consists of a pedestrian walkway known as Tract A owned in fee by the Master HOA as depicted on the Town Center Filing 2 Plat, which is encumbered by public pedestrian easement held by the Town of Carbondale; and

D. Whereas an 8 foot wide public easement was also shown as a "Master Common Element" on the Filing 2 Plat, but was not owned or held by the Master Association, but rather is an easement benefitting the Town of Carbondale; and

E. Whereas, on February 26, 2019, a supermajority of members of the Master Association approved the dissolution of the Master Association, which actions are reflected in that certain Consent Resolution of Town Center Owners Association, Inc., Approving Dissolution of Common Interest Community, Termination of Covenants, and Conveyance of Master Open Space to Pickwick Holdings LLC with effective date of February 26, 2019 ("Consent Resolution"), as well as that certain Termination Agreement to effectuate the Consent dated February 26, 2019, which will be recorded in the Garfield County records contemporaneous herewith ("HOA Termination Agreement"); and

F. Whereas, the Consent Resolution also terminated the master covenants applicable to the Town Center Subdivision, being the Master Declaration of Covenants, Conditions, and Restrictions for Town Center Subdivision ("Master Declaration") recorded in the records of the Clerk and Recorder of Garfield County, Colorado on March 25, 2003 as Reception No. 623533, at Book 1450, Page 31, together with the Supplemental Declaration to Master Declaration of Covenants, Conditions and Restrictions for Town Center Subdivision were recorded February 4, 2005 as Reception No. 668235 ("Supplemental Declaration"); and

G. Pickwick Holdings, LLC, as Owner of 70.9% of the interest in the Master Association was authorized by the Consent Resolution to take all further and necessary actions to effectuate the termination and dissolution of the Master HOA and the Master Declaration and Supplemental Declaration; and

H. Whereas, Pickwick and the Town desire to enter into this Amendment to formally acknowledge the Town's consent to the dissolution of the HOA and the termination of the Town Center Covenants.

### **AGREEMENT**

NOW, THEREFORE, in consideration of the premises, the Town and Pickwick agree that the Filing 1 SIA and Filing 2 SIA shall be amended as follows:

1. **Dissolution of Master Association and Termination of Master Covenants.** The Town hereby consents to the dissolution of the common interest community known as the Town Center Owner's Association, Inc., as well as the



termination of the Master Declaration and Supplemental Declaration. Pickwick may take all further actions to effectuate such dissolution and termination, including the recordation of various instruments in the Garfield County Clerk and Recorder, including the Termination Agreement.

2. **Conveyance of Tract A to Pickwick, LLC.** To effectuate the foregoing, the Town hereby consents to the conveyance of Tract A from the Master Association to Pickwick, LLC, subject at all times to the perpetual, non-exclusive easement upon the entirety of Tract A held by the Town for public, pedestrian use as a public pedestrian mall, and subject further to the right of all public utility companies to make use of Tract A as a utility easement, both as set forth on the Filing 1 Plat and Filing 2 Plat. Both Plats are otherwise unaffected and remain in full force and effect.

a) **Maintenance of Tract A.** Pickwick, its successors and assigns shall be responsible for the maintenance, repair, and replacement of Tract A. Such maintenance, repair, and replacement shall include, but is not limited to: (a) keeping and maintaining all surfaces in good, safe, clean and slightly condition; (b) repairing significant surface cracks or damage; (c) replacing the surface if necessary for safety; and (d) removing snow, ice, and debris. Pickwick shall be solely responsible for removing snow and ice therefrom, and in no event shall Pickwick dump or place snow onto public streets owned by the Town of Carbondale.

b) **Maintenance Due to Negligent or Intentional Acts or Omissions.** Notwithstanding the foregoing, any maintenance, repair, or replacement reasonably required to be performed on Tract A that results from the negligent or intentional act or omission of the Town or any Owner within Town Center will be the responsibility of such party.

c) **Assignment of Maintenance Responsibilities.** Pickwick LLC's maintenance obligations described above shall be assigned to any successor owner of Pickwick's entire interest in Town Center, being Lots 1-10, 13-18, but such obligations may not be assigned to an owner of less than this entire interest until the Town approves the creation of a successor common interest community.

3. **Grants of Licenses to Encroach on Pedestrian Walkway (Tract A).** The Town shall have the right to grant a license to individual Lot Owners, Building Associations, or owners of a Unit within a Building, for the exclusive use of a portion of Tract A for commercial purposes associated with a commercial use in an adjacent Building or Unit on the condition that: (i) the portion of Tract A so licensed shall be limited in size to an area that will not interfere with the free flow of pedestrian traffic along the length of Tract A; (ii) the use of the licensed area by the licensee shall comply with all applicable laws and regulations; (iii) the licensee shall be solely responsible to maintain and repair the licensed area; (iv) the licensee shall be required to fully indemnify and hold Pickwick harmless from any and all claims, demands, liabilities, payments and all other matters arising out of the licensee's use of the licensed premises,

and to provide adequate insurance to guarantee such indemnification; and (v) the licensee shall agree to such other terms and conditions of use as shall be required by the Town.

4. **Design Guidelines**

Section 8 (a.) of the Filing No. 1 SIA is hereby amended in its entirety as follows:

a. Compliance with Design Guidelines. All buildings constructed in the Town Center Subdivision shall comply with the Town of Carbondale's Unified Development Code Effective May 9, 2016.

5. **Authority.** Pickwick Holdings, as authorized representative of the Master Association, is hereby authorized to execute this Amendment.

6. Except as expressly modified hereby, all terms and conditions of the Filing 1 SIA and Filing 2 SIA, both as amended, remain in full force and effect.

THE TOWN OF CARBONDALE

By: \_\_\_\_\_  
Dan Richardson, Mayor

ATTEST:

\_\_\_\_\_  
Cathy Derby, Town Clerk

PICKWICK HOLDINGS LLC,  
a Colorado limited liability company

By: \_\_\_\_\_  
Randy Metz, Manager

STATE OF COLORADO     )  
  ) ss.  
COUNTY OF \_\_\_\_\_ )

The above and foregoing document was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2019, by Randy Metz, as Manager for Pickwick Holdings LLC, a Colorado limited liability company.

Witness my hand and official

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

My commission expires: \_\_\_\_\_.  
My address is: \_\_\_\_\_.

**TERMINATION AGREEMENT  
FOR  
TOWN CENTER OWNERS ASSOCIATION, INC.,  
A COMMON INTEREST COMMUNITY**

The undersigned members (the "Members") of the Town Center Owners Association, Inc. (the "Master Association") hereby agree this 26<sup>th</sup> day of February, 2019 to the terms and conditions of this Termination Agreement as follows:

**I. RECITALS**

A. Whereas, the Master Declaration of Covenants, Conditions, and Restrictions for Town Center Subdivision ("Master Declaration") recorded in the records of the Clerk and Recorder of Garfield County, Colorado on March 25, 2003 as Reception No. 623533, at Book 1450, Page 31 created Master Association, which consists of Lots 17-22, of the real property described on Exhibit A of the Declaration, together with Tract A (Master Common Area) (hereinafter "Tract A"), and more particularly depicted on that certain Plat thereof recorded March 25, 2003, under Reception No. 1023529 ("Subdivision Plat"); and

B. Whereas the Master Declaration also included a future Filing No. 2 which could be annexed into the Association; and

C. Whereas, the Supplemental Declaration to [the] Master Declaration of Covenants, Conditions and Restrictions for Town Center Subdivision were recorded February 4, 2005 as Reception No. 668235 ("Supplemental Declaration"), which annexed into the Association Town Center Filing No. 2, consisting of Lots 1 through 16, inclusive, of the Town Center Subdivision and more particularly depicted on that certain Final Plat of Town Center Subdivision, Filing No. 2 recorded February 4, 2005, as Reception No. 668233 ("Filing 2 Subdivision Plat"); and

D. Whereas, the Master Declaration and Supplemental Declaration created a Common Interest Community consisting of integrated commercial and residential units known as "Town Center" in accordance with the provisions of the Colorado Common Interest Owners Act, (C.R.S. § 38.33.3-101 et seq); and

E. Whereas, the Master Association was created as a Common Interest Community on March 28, 2003 as the Town Center Owners Association, Inc. by the filing of Articles of Incorporation with the Colorado Secretary of State; and

F. Whereas, according to the Master Declaration, the Master Association was created for the limited purposes of owning and maintaining Tract A, together with design review control, as well as other discretionary purposes; and

G. Whereas, Article 8 of the Master Declaration confirms that Tract A was dedicated to the Master Association for the benefit of Declarant and the Members and guests of the Association, subject to a perpetual non-exclusive easement granted to the Town of Carbondale for public pedestrian use, and as a drainage and utility easement; and

H. Whereas, each of the Members is required to contribute pro rata towards the expenses to operate the Association, including for maintenance of Tract A; and



I. Whereas, since its inception, the Master Association has not actively collected assessments from any of its members, or otherwise been active in any meaningful manner; and

J. Whereas, the Master Association has no assets other than Tract A; and

K. Whereas, there is currently no active Board of Directors of the Master Association, nor are there any bylaws of the Master Association; and

L. Whereas, the Members of the Master Association and their interests in the same are set forth on Exhibit A hereto; and

M. Whereas, the Members have determined that there is no longer a need to have the Master Association; and

N. Whereas, the Members intend to dissolve the Master Association, terminate the Master Covenants and Supplemental Covenants, and to convey Tract A to Pickwick Holdings subject to the perpetual non-exclusive easement granted to the Town of Carbondale for public pedestrian use, and as a drainage and utility easement, and the Town has consented to the same; and

O. Whereas, pursuant to C.R.S. § 38-33.3-218, a common interest community may be terminated only by agreement of owners to which at least 67% of the votes in the Association are allocated or any larger percentage the Declaration specifies; and

P. Whereas, Article 14 of the Master Declaration also provides that the Declaration may be revoked or terminated upon the affirmative vote or written consent of sixty-seven percent (67%) of the total votes in the Association; and

Q. Whereas, the undersigned Members, consisting of at least sixty-seven percent (67%) of the total votes in the Master Association have the requisite authority to enter into this Termination Agreement; and

R. Whereas, the undersigned Members desire to terminate the Master Association in accordance with C.R.S. § 38-33.3-218, to revoke and terminate the Declaration, and to dissolve Town Center Owners Association, Inc., and to convey Tract A to Pickwick Holdings, LLC as set forth below.

## **II. AGREEMENT / DECLARATION**

1. As a result of the foregoing approvals and declaration, the common interest community known as "Town Center Owners Association, Inc." which was created by the Master Declaration as supplemented by the Supplemental Declaration, is hereby terminated as provided in C.R.S. § 38-33.3-218.

2. The Master Declaration and Supplemental Declaration are both hereby revoked, rescinded, and terminated in their entirety.

3. The Subdivision Plat shall remain in effect and shall continue to define the boundaries of Lots 17–22 and Tract A of the Property previously encumbered by the Master and Supplemental Declarations.

4. The Filing 2 Subdivision Plat shall also remain in effect and shall continue to define the boundaries of Lots 1–16 of the Property previously encumbered by the Master and Supplemental Declarations.

5. Tract A (Master Common Area), as shown on both the Subdivision Plat and Filing 2 Subdivision Plat is hereby authorized to be conveyed by quitclaim deed to Pickwick Holdings, LLC for no consideration. Contemporaneous therewith, Pickwick Holdings, LLC shall execute and record a Declaration in a form acceptable to the Town of Carbondale creating a perpetual obligation for operation and maintenance of Tract A as a pedestrian sidewalk. Any authorized signatory for Pickwick Holdings, LLC is hereby authorized to execute on behalf of the Master Association a deed conveying Tract A to Pickwick Holdings, LLC as "authorized signatory" of the Association.

6. This Termination Agreement shall be void if not recorded in the real property records of Garfield County, Colorado, on or before December 31, 2019.

[Signature Page Follows]

**RATIFICATION AND APPROVAL**

The undersigned Members do hereby agree to the actions described above.

**OWNER OF LOTS 1-10, 13-18  
PICKWICK HOLDINGS LLC  
A Colorado limited liability company**

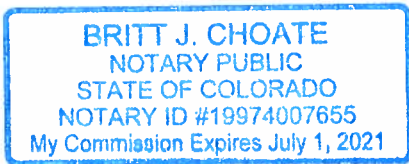
  
By: Randy Metz, Manager

Date

STATE OF COLORADO     )  
  ) ss  
COUNTY OF Garfield     )

The above and foregoing document was acknowledged before me this 10<sup>th</sup> day of April, 2019, by Randy Metz as Manager, on behalf of Pickwick Holdings LLC, a Colorado limited liability company.

Witness my hand and official seal.  
My commission expires:



  
Notary Public

**OWNER OF LOTS 11 and 12  
ROARING FORK FRIENDS OF THE THEATRE, INC.,  
A Colorado corporation**

\_\_\_\_\_  
By: \_\_\_\_\_ Date  
As:

STATE OF COLORADO       )  
  ) ss  
COUNTY OF \_\_\_\_\_ )

The above and foregoing document was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2019, by \_\_\_\_\_ as \_\_\_\_\_, on behalf of Roaring Fork Friends of the Theatre, Inc., a Colorado corporation.

Witness my hand and official seal.  
My commission expires:

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



OWNER OF LOTS 20-22  
MORNINGWOOD, LLC  
A Colorado limited liability company

Thomas H Bailey  
By: \_\_\_\_\_ Date  
As:

JULIE WEDHORN  
NOTARY PUBLIC  
STATE OF COLORADO  
NOTARY ID 20154017783  
COMMISSION EXPIRES MAY 5, 2019

STATE OF COLORADO     )  
  ) ss  
COUNTY OF Garfield     )

The above and foregoing document was acknowledged before me this 27<sup>th</sup> day of February, 2019, by Thomas H Bailey as Owner, on behalf of Morningwood, LLC, a Colorado limited liability company.

Witness my hand and official seal.  
My commission expires:

Julie Wedhorn  
Notary Public

**AGENT FOR LOT 19  
TOWN CENTER LOT 19 BUILDING CONDOMINIUM ASSOCIATION, INC.  
A Colorado nonprofit corporation**

\_\_\_\_\_  
By: \_\_\_\_\_ Date  
As:

STATE OF COLORADO       )  
  ) ss  
COUNTY OF \_\_\_\_\_ )

The above and foregoing document was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2019, by \_\_\_\_\_ as \_\_\_\_\_, on behalf of Town Center Lot 19 Building Condominium Association, Inc., a Colorado nonprofit corporation.

Witness my hand and official seal.  
My commission expires:

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

## EXHIBIT A

### TOWN CENTER SUBDIVISION, FILING NO. 1 Allocated Interests

Lot Number	Owner / Address	Square Footage	Allocated Interest	Percent Vote
17	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	8,125	9.4%	9.4%
18	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	9,629	11.2%	11.2%
19	Town Center Lot 19 Building Condominium Association c/o Silver Mtn Properties 326 Highway 133, Suite 120 Carbondale, CO 81623	10,905	12.8%	12.8%
20	Morningwood, LLC 1000 Blue Heron Lane Carbondale, CO 81623	3,383	3.9%	3.9%
21	Morningwood, LLC 1000 Blue Heron Lane Carbondale, CO 81623	3,055	3.6%	3.6%
22	Morningwood, LLC 1000 Blue Heron Lane Carbondale, CO 81623	3,062	3.6%	3.6%

**TOWN CENTER SUBDIVISION, FILING NO. 2**  
**Allocated Interests**

<b>Lot Number</b>	<b>Owner / Address</b>	<b>Square Footage</b>	<b>Allocated Interest</b>	<b>Percent Vote</b>
1	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	5,172	6.0%	6.0%
2	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	5,000	5.8%	5.8%
3	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	2,500	2.9%	2.9%
4	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	2,500	2.9%	2.9%
5	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	2,500	2.9%	2.9%
6	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	2,500	2.9%	2.9%
7	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	2,500	2.9%	2.9%
8	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	2,500	2.9%	2.9%
9	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	4,725	5.5%	5.5%
10	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	4,500	5.2%	5.2%
11	Roaring Fork Friends of the Theater Inc. 1266 County Road 112 Carbondale, CO 81623	2,250	2.6%	2.6%
12	Roaring Fork Friends of the Theater Inc. 1266 County Road 112 Carbondale, CO 81623	2,250	2.6%	2.6%



<b>Lot Number</b>	<b>Owner / Address</b>	<b>Square Footage</b>	<b>Allocated Interest</b>	<b>Percent Vote</b>
13	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	2,250	2.6%	2.6%
14	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	2,250	2.6%	2.6%
15	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	2,250	2.6%	2.6%
16	Pickwick Holdings LLC 329 Main Street Carbondale, CO 81623	2,250	2.6%	2.6%

### Ownership by Lots

Lot Number	Owner / Registered Agent and Address	Allocated Interest	Percent Vote
1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 13, 14, 15, 16, 17 and 18	Pickwick Holdings LLC c/o Randy Scott Metz 329 Main Street Carbondale, CO 81623	70.9%	70.9%
19	Town Center Lot 19 Building Condominium Association c/o Silver Mtn Properties 326 Highway 133, Suite 120 Carbondale, CO 81623	12.8%	12.8%
20, 21 and 22	Morningwood, LLC c/o Thomas H. Bailey 1000 Blue Heron Lane Carbondale, CO 81623	11.1%	11.1%
11 and 12	Roaring Fork Friends of the Theater, Inc. c/o Whitsitt Gross Rowberry, LLC 320 Main Street, Suite 200 Carbondale, CO 81623  and Principal Office Address:  Roaring Fork Friends of the Theater, Inc. 67 Promenade Carbondale, CO 81623	5.2%	5.2%
<b>TOTALS:</b>	<b>86,056 square footage</b>	<b>100%</b>	<b>100%</b>

**CONSENT RESOLUTION  
OF  
TOWN CENTER OWNERS ASSOCIATION, INC.,  
APPROVING DISSOLUTION OF COMMON INTEREST COMMUNITY,  
TERMINATION OF COVENANTS, AND CONVEYANCE OF MASTER  
OPEN SPACE TO PICKWICK HOLDINGS, LLC**

**Effective Date: February 26, 2019**

Town Center Owners Association, Inc, together with the undersigned owners (the "Owners") of at least 67% of the ownership interest in the Town Center Owners Association, Inc, do by this writing consent to the following actions and adopt the following resolutions:

A. Whereas, the Master Declaration of Covenants, Conditions, and Restrictions for Town Center Subdivision ("Master Declaration") recorded in the records of the Clerk and Recorder of Garfield County, Colorado on March 25, 2003 as Reception No. 623533, at Book 1450, Page 31 created the Town Center Owners Association, Inc. ("Master Association") consisting of Lots 17–22, of the real property described on Exhibit A of the Declaration, together with Tract A (Master Common Area) (hereinafter "Tract A"), and more particularly depicted on that certain Plat thereof recorded March 25, 2003, under Reception No. 623529 ("Subdivision Plat"); and

B. Whereas the Master Declaration also included a future Filing No. 2 which could be annexed into the Association; and

C. Whereas, the Supplemental Declaration to Master Declaration of Covenants, Conditions and Restrictions for Town Center Subdivision were recorded February 4, 2005 as Reception No. 668235 ("Supplemental Declaration"), which annexed into the Association Town Center Filing No. 2, consisting of Lots 1 through 16, inclusive, of the Town Center Subdivision and more particularly depicted on that certain Final Plat of Town Center Subdivision, Filing No. 2 recorded February 4, 2005, as Reception No. 668233 ("Filing 2 Subdivision Plat"); and

D. Whereas, the Master Declaration and Supplemental Declaration created the Master Association as a Common Interest Community consisting of integrated commercial and residential units known as "Town Center" in accordance with the provisions of the Colorado Common Interest Ownership Act, (C.R.S. § 38.33.3-101 *et seq*); and

E. Whereas, the Master Association was registered with the Secretary of State on March 28, 2003 by the filing of Articles of Incorporation; and

F. Whereas, according to the Master Declaration, the Master Association was created for the limited purposes of owning and maintaining Tract A, together with design review control; and

G. Whereas, Article 8 of the Master Declaration confirms that Tract A was dedicated to the Master Association for the benefit of Declarant and the Members and guests of the Association,

subject to a perpetual non-exclusive easement granted to the Town of Carbondale for public pedestrian use, and as a drainage and utility easement; and

H. Whereas, the members of the Master Association (the "Members"), and their interests in the same are set forth on **Exhibit A** hereto; and

I. Whereas, each of the Members are required to contribute pro rata towards the expenses to operate the Association, including for maintenance of Tract A; and

J. Whereas, since its inception, the Master Association has not actively collected assessments from any of its Members, or otherwise been active; and

K. Whereas, the Master Association has no assets other than Tract A; and

L. Whereas, there is no active Board of Directors of the Master Association, nor are there any bylaws of the Master Association; and

M. Whereas, the Owners have determined that there is no longer a need to have the Master Association; and

N. Whereas, the Owners intend to dissolve the Master Association, terminate the Master Covenants and Supplemental Covenants, and to convey Tract A to Pickwick Holdings, LLC subject to the perpetual non-exclusive easement granted to the Town of Carbondale for public pedestrian use, and as a drainage and utility easement, and the Town has consented to the same; and

O. Whereas, pursuant to C.R.S. § 38-33.3-218, a common interest community may be terminated only by agreement of owners to which at least 67% of the votes in the Association are allocated or any larger percentage the Declaration specifies; and

P. Whereas, Article 14 of the Master Declaration also provides that the Declaration may be revoked or terminated upon the affirmative vote or written consent of sixty-seven percent (67%) of the total votes in the Association; and

Q. Whereas, the undersigned Owners, consisting of at least sixty-seven percent (67%) of the total votes in the Master Association hereby consent to the actions described herein and by the execution of this Consent Resolution hereby evidence said approval.

NOW THEREFORE, BE IT RESOLVED,

1. That the Common Interest Community created by the Master Declaration, known as the Town Center Owners Association, Inc. is hereby terminated and dissolved, and that Pickwick Holdings, LLC is hereby authorized to take all further necessary actions to accomplish the same, including to dissolve the corporate entity of Town Center Owners Association, Inc. with the Colorado Secretary of State; and



2. That the conveyance of Tract A to Pickwick Holdings, LLC is hereby authorized, and that Pickwick Holdings, LLC is authorized to execute a deed conveying the same to Pickwick Holdings, LLC as “authorized representative” of the Master Association; and
3. Tract A (Master Common Area), as shown on both the Subdivision Plat and Filing 2 Subdivision Plat is hereby authorized to be conveyed by quitclaim deed to Pickwick Holdings, LLC for no consideration, and that contemporaneous therewith, Pickwick Holdings, LLC shall execute and record a Declaration in a form acceptable to the Town of Carbondale creating a perpetual obligation for operation and maintenance of Tract A as a pedestrian sidewalk;
4. That any authorized signatory for Pickwick Holdings, LLC is hereby authorized to execute said deed on behalf of the Master Association a deed conveying Tract A to Pickwick Holdings, LLC as “authorized signatory” of the Association.
5. That the Master Declaration and Supplemental Declaration is hereby terminated, and that Pickwick Holdings, LLC is authorized to record a formal termination of the same in the records of Garfield County, Colorado; and
6. That the actions authorized by this Consent Resolution shall be conditioned upon, and effective only upon, approval by the Town of Carbondale, Colorado.

## RATIFICATION AND APPROVAL

The undersigned Owners have executed this Consent Resolution effective as of the date first set forth above.

**OWNER OF LOTS 1-10, 13-18**  
**PICKWICK HOLDINGS LLC**  
A Colorado limited liability company

By:  Randy Metz, Manager

Date 

**OWNER OF LOTS 11 and 12**  
**ROARING FORK FRIENDS OF THE THEATRE, INC.,**  
A Colorado nonprofit corporation

By: \_\_\_\_\_ Date \_\_\_\_\_  
As: \_\_\_\_\_

**OWNER OF LOTS 20-22**  
**MORNINGWOOD, LLC**  
A Colorado limited liability company

By:   
As: \_\_\_\_\_

Date \_\_\_\_\_

**AGENT FOR LOT 19**  
**TOWN CENTER LOT 19 BUILDING CONDOMINIUM ASSOCIATION, INC.**  
A Colorado nonprofit corporation

By: \_\_\_\_\_ Date \_\_\_\_\_  
As: \_\_\_\_\_

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