

ASSIGNMENT AND ASSUMPTION OF SPECIAL DECLARANT RIGHTS

PONCHA MEADOWS FILING NO. 1, BLOCK 5

THIS ASSIGNMENT AND ASSUMPTION OF SPECIAL DECLARANT RIGHTS (“Assignment”) is made effective as of the 10th day of May, 2021 by and between **Poncha Meadows, LLC**, a Colorado limited liability company of 7693 US Highway 285, Salida, CO 81201 (“Declarant” or “Assignor”), as Declarant under that certain Declaration of Covenants, Conditions, Restrictions and Easements for Poncha Meadows Filing No. 1, Block 5, Town of Poncha Springs, Chaffee County, Colorado, recorded at Reception No. 468359 in the office of the Chaffee County Colorado Clerk and Recorder (the “Declaration”), and **QP Poncha, LLC**, a Colorado limited liability company of 430 Lexington Street, 2nd Floor, Newton Massachusetts 02466 (“Successor Declarant” or “Assignee”).

RECITALS

WHEREAS, Assignor is the Declarant pursuant to the Declaration, and the Plat thereof recorded at Reception No. 456329 in the records of the office of the Chaffee County Colorado Clerk and Recorder (the “Plat”); and

WHEREAS, Section 38-33.3-304 of the Colorado Common Interest Ownership Act (“CCIOA”), and Section 8.7 of the Declaration permits the transfer of Special Declarant Rights; and

WHEREAS, Successor Declarant desires to accept the Assignment of Declarant's Special Declarant Rights as described in Section 8 of the Declaration, including the reserved Development Rights described therein as to the following described real property (the “Property”):

**Lots 1-19, Block 5
Poncha Meadows, Filing No. 1
per Plat recorded January 8, 2020 as Reception No. 456239
Town of Poncha Springs
Chaffee County, Colorado**

NOW, THEREFORE, in consideration of the forgoing, and for good and valuable consideration, the receipt of which is hereby acknowledged, Declarant (Assignor) and Successor Declarant (Assignee) hereby covenant, agree and declare as follows:

1. Assignment of Special Declarant Rights. In accordance with and subject to the provisions of the Declaration and the provisions of CCIOA, Declarant (Assignor) hereby assigns, transfers, and conveys to Successor Declarant (Assignee) all of Declarant's rights, responsibilities, and obligations as described and set forth in the Declaration and CCIOA as it pertains to the Property described above.

2. Acceptance and Assumption of Assignment. In accordance with Section 38-33.3-304 of CCIOA, the Successor Declarant (Assignee) accepts and assumes this Assignment of the rights, responsibilities, and obligations of Declarant (Assignor), and shall execute this Assignment to indicate acceptance and assumption thereof.

3. Effect of Assignment. From the date of recording this instrument, Successor Declarant is and shall be referred to as the "Declarant" under CCIOA and the terms of the Declaration, and Successor Declarant shall have and exercise all those rights, responsibilities and obligations under the Declaration, as amended, subject to and in accordance with CCIOA.

4. Recording. This Assignment shall be duly recorded in the Office of the Clerk and Recorder, Chaffee County, Colorado, and shall be effective upon recording. Unless and until recording, this instrument shall be void and of no effect.

IN WITNESS WHEREOF, the parties set forth their signatures to be effective the day and year first above written.

ASSIGNOR: Poncha Meadows, LLC, a Colorado limited liability company

By: Janet Sherwood
Janet Sherwood
Its: President

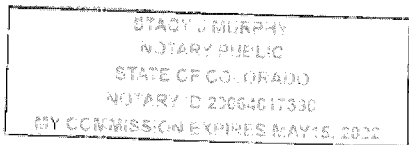
By: Larry Sherwood
Larry Sherwood
Its: Vice President

STATE OF COLORADO)
) ss.
COUNTY OF CHAFFEE)

The foregoing instrument was acknowledged before me this 15th day of Nov., 2021, by Janet Sherwood, as President and Larry Sherwood as Vice President of and on behalf of Poncha Meadows, LLC, a Colorado limited liability company.

Witness my hand and official seal.

[Signature]
Notary Public



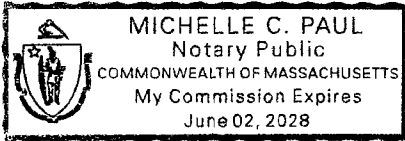


By: David Roover
Its: Manager

STATE OF MASSACHUSETTS
COUNTY OF NORFOLK) ss.

The foregoing instrument was acknowledged before me this 16 day of November 2021, by David Roover as Manager of and on behalf of QP Poncha, LLC, a Colorado limited liability company.

Witness my hand and official seal.



Michelle C. Paul
Notary Public