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**ASSIGNMENT OF PLANNING AND ARCHITECTURAL CONTROL
FOR
PROPERTY SUBJECT TO THE
COPPER MOUNTAIN PLANNED UNIT DEVELOPMENT DESIGNATION**

RECITALS

WHEREAS, the Copper Mountain Planned Unit Development Designation ("Copper Mountain PUD"), originally approved on October 18, 1971, and revised on November 10, 1986, February 22, 1993, August 9, 1999, March 27, 2000, June 25, 2001, May 23, 2006, August 12, 2008, December 8, 2009, September 14, 2010, December 6, 2011, December 11, 2012, and on July 23, 2013, by the Board of County Commissioners of Summit County, Colorado provides that the Copper Mountain Planning and Architectural Control Committee ("CMPACC") reviews, studies, approves or rejects all new development/building proposals and building modifications, and reviews and approves or rejects applications for signs consistent with the Copper Mountain Sign Program, and CMPACC has the power to enforce and make such rules and regulations and adopt procedures as it may deem appropriate to govern its proceedings and effect its functions for Property within the Copper Mountain Planned Unit Development; and

WHEREAS, CMPACC was originally established in certain real property covenants for Copper Mountain Filing Nos. 1, 2, 3, and 5, which are identified as "Filing Declarations" in the Declaration of Covenants, Conditions and Restrictions for The Village at Copper ("Village Declaration"), recorded on August 15, 2000, at Reception No. 624808, in the Summit County Clerk and Recorder's office; and

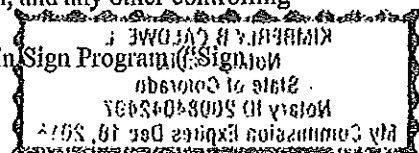
WHEREAS, the Filing Declarations gave Copper Mountain, Inc., and its successors and assigns, the authority to designate CMPACC members; and

WHEREAS, Powdr-Copper Mountain, LLC ("Powdr-Copper Mountain") is the successor to Copper Mountain, Inc.; and

WHEREAS, to allow for direct community oversight and control of architectural and sign decisions within the Copper Mountain PUD, Powdr-Copper Mountain desires to assign its authority over CMPACC to the Copper Mountain Resort Association.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Powdr-Copper Mountain and Copper Mountain Resort Association hereby agree to the following:

1. Subject to the remaining terms of this Assignment, Powdr-Copper Mountain assigns to Copper Mountain Resort Association its ownership and authority over CMPACC, including, specifically, its power to designate CMPACC members.
2. Copper Mountain Resort Association's powers under this Assignment include the right to appoint and remove CMPACC members at its discretion.
3. When designating members to the CMPACC, Copper Mountain Resort Association shall select a minimum of five members, comprised of the following representatives: (1) one member who owns or operates a commercial space within the PUD (2) one member who owns a residential dwelling unit within the PUD; (3) one member who is employed by Powdr-Copper Mountain; (4) one member who is employed by Copper Mountain Resort Association; and (5) one at-large member. Additional members at-large may be appointed by CMPACC to serve on the committee.
4. During the period this Assignment remains in effect, CMPACC, in conjunction with Summit County or applicable Summit County governmental agencies, will oversee architectural and sign control under the Copper Mountain PUD, the Filing Declarations, the Village Declaration, and any other controlling documents.
5. CMPACC may make revisions and amendments to the Copper Mountain Sign Program ("Sign Program") and architectural guidelines as needed.



6. Powdr-Copper Mountain shall not hold any rights with regard to the Sign Program or architectural guidelines oversight except to the extent a Powdr-Copper Mountain employee serves on the CMPACC.
7. CMPACC shall exercise all rights and powers granted to it within the Copper Mountain PUD, the Filing Declarations, the Village Declaration, and any other applicable documents.
8. Copper Mountain Resort Association shall have the right to refer to CMPACC by a different name.
9. Powdr-Copper Mountain and Copper Mountain Resort Association reserve the right to modify the terms of this Assignment upon written agreement between the parties.
10. This Assignment shall become effective upon its execution and recording in the real property records of Summit County, Colorado.
11. This Assignment shall terminate when the authority given to CMPACC in the underlying documents, including, specifically, the Copper Mountain PUD, the Filing Declarations and the Village Declaration, expires or otherwise terminates.

IN WITNESS WHEREOF, the parties have set their hands effective this 11 day of April 2014.

POWDR-COPPER MOUNTAIN, LLC, a
Delaware limited liability corporation

COPPER MOUNTAIN RESORT
ASSOCIATION, a Colorado nonprofit
corporation

By: [Signature]

By: [Signature]

Its: President & General Manager

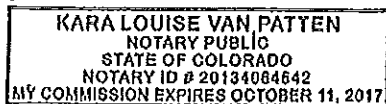
Its: EXECUTIVE DIRECTOR

STATE OF COLORADO)
) ss.
COUNTY OF Summit)

The foregoing Assignment of Planning and Architectural Control for Property Subject to the Copper Mountain Planned Unit Development Designation was acknowledged before me this 11 day of April 2014, by Gary Rodgers as President & General Manager of Powdr-Copper Mountain, LLC.

My commission expires: October 11, 2017

(Seal)

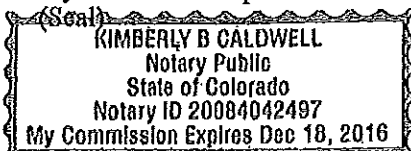


Notary Public: [Signature]

STATE OF COLORADO)
) ss.
COUNTY OF Summit)

The foregoing Assignment of Planning and Architectural Control for Property Subject to the Copper Mountain Planned Unit Development Designation was acknowledged before me this 11 day of April 2014, by Peter Siegel as Executive Director of Copper Mountain Resort Association.

My commission expires: Dec 18, 2016



Notary Public: [Signature]