

Lot No(s). _____

**CONSENT AND APPROVAL FOR
THE FIRST AMENDMENT TO THE DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS FOR
CASTLE VALLEY RIVER RANCHOS
AND
THE DISSOLUTION OF CASTLE VALLEY RIVER RANCHOS
PROPERTY OWNERS' ASSOCIATION**

The Undersigned represents and warrants that he\she\it:

A. Is the owner or the duly designated agent of the owner of Lot Number(s) _____ of Castle Valley River Ranchos, (the "Lot") located in Grand County, Utah and is the owner of the membership interest in the Castle Valley River Ranchos Property Owners Association (the "Association") associated with such Lot.

B. Consents to the execution of the First Amendment to the Declaration of Covenants, Conditions and Restrictions for Castle Valley River Ranchos and the execution and recording of Restated Declaration as defined therein, a copy of which is attached hereto as Exhibit "A" (the "First Amendment" and "Restated Declaration" respectively).

C. Contingent upon the approval and recordation of the Restated Declaration Amendment, votes in favor of the adoption and filing of the Articles of Dissolution for the Castle Valley River Ranchos Property Owners' Association a copy of which is attached hereto as Exhibit "B" (the "Articles of Dissolution").

D. Confirms and ratifies: i) the election and continued service of John "Jack" Campbell, Scott Crueger, Mike Dege, Dave Erley and Darr Hatch as directors of the Association (the "Directors") to complete the foregoing; and, ii) all actions taken by the Directors for the Dissolution of the Association.

E. **(Optional)** Appoints one of the Directors as his\her\its attorney in fact, for the express limited purpose of executing, filing and recording of the First Amendment, the Restated Declaration and the Articles of Dissolution with the Grand Country Recorder's Office or the Utah Division of Corporations and Commercial Code as applicable. All Directors will vote in favor of the dissolution of the Association and the amendment of the Declaration as outlined. Pick one below or check here if you wish not to select any one. _____

Lot No(s). _____

John "Jack" Campbell _____
Scott Crueger _____
Mike Dege _____
Dave Erley _____
Darr Hatch _____

F. Acknowledges that the First Amendment and the Articles of Dissolution substantially eliminate the rights, restrictions and duties imposed upon the owner's lot as well as all other lots within the subdivision pursuant to the Declaration and the Association including the right to restrict, regulate, assess, lien or maintain the Lot and the surrounding property for Association purposes. It is the express desire that such restrictions, regulations, etc., be eliminated to the extent provided in the First Amendment and the Articles of Dissolution as necessary to avoid competing or duplicate regulation by the Town of Castle Valley or other regulatory body.

G. Waives and/or ratifies, as applicable: i) notice to the Special Meeting of the Membership of the Association; ii) any requirement that an annual meeting of the Association be held relative to dissolution; and, iii) all of the actions of the Association, its Officers and Board of Directors consistent with the recordation and filing of the Restated Declaration and the Articles of Dissolution. The waivers and consents shall be valid until the earlier of the filing of the Articles of Dissolution or September 30, 2012.

Dated this _____ day of _____, 2011

Signature: _____

Print Name: _____

Lot Number(s) _____

STATE OF _____)
: ss
COUNTY OF _____)

On the _____ day of _____, 2011, personally appeared before me _____, the signer of the within instrument, who duly acknowledged to me that he/she/it executed the same.

(Seal)

NOTARY PUBLIC