RECORDING COVER SHEET TO

THIRD AMENDMENT TO
DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS

Prepared by and, after recording, return to:	Christopher S. Talcott Dentons Davis Brown PC 215 10th St. Suite 1300 Des Moines, IA 50309 (515)288-2500
Taxpayer:	CMK Development, LLC 16820 Frances Street, Suite 205 Omaha, Nebraska 68130
Title of Document:	Third Amendment to Declaration of Restrictions and Grant of Easements
Grantor:	CMK Development, LLC 16820 Frances Street, Suite 205 Omaha, Nebraska 68130
Grantee:	N/A
Legal Description:	See Exhibit A
Previous Documents:	Declaration: Book 103, Page 37605 First Amendment: Book 106, Page 3484 Second Amendment: TBD

THIRD AMENDMENT
TO
DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS

THIS THIRD AMENDMENT TO DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS ("Amendment") is made effective on this _____day of _____ _____, 2023, by SOUTHWEST IOWA FOUNDATION, INC., an Iowa not-for-profit corporation (the "Declarant"), CITY OF COUNCIL BLUFFS, an Iowa Municipality (the "City"), CMK DEVELOPMENT, LLC, an Iowa limited liability company ("CMK"), and each other Owner that is a signatory hereto ("Other Signatories".

PRELIMINARY STATEMENT

By that certain Declaration of Restrictions and Grant of Easements dated October 31, 2002, recorded at Book 103, Page 37605 of the Records of the Recorder's Office of Pottawattamie County, Iowa (the "Official Records"), as amended by that certain Amendment to Declaration of Restrictions and Grant of Easements dated August 16, 2005, recorded at Book 106, Page 3484 of the Official Records, and that Second Amendment to Declaration of Restrictions and Grant of Easements (the "Declaration"), Declarant and CMK Development, LLC, an Iowa limited liability company ("CMK") imposed certain restrictions, easements and covenants on Lots 1-8 of the Bluffs Vision Subdivision (the "Lots"), as that subdivision is recorded in the Official Records by final plat on February 19, 2002 at Book 102, Page 66081 ("Bluffs Vision"). Pursuant to Section 6.2 of the Declaration, the Declaration may be amended by the mutual agreement of Declarant and Bluffs Vision Owners owning Bluffs Vision Lots equal to at least seventy-five percent (75%) of the Lot Area of all Bluffs Vision Lots.

Lot 1 of Bluffs Vision was later replatted and subdivided into Lots 1 through 3 of Morris Subdivision and Morris Subdivision Replat 1, each of which is a subdivision as surveyed, platted, and recorded in Pottawattamie County, Iowa (the "County"). Lot 2 of Bluffs Vision is now owned by Council Bluffs Savings Bank. Lots 3 and 4 of Bluffs Vision were later replatted and subdivided into Bluffs Vision Subdivision Replat 1, a subdivision as surveyed, platted, and recorded in the County. Lot 5 of Bluffs Vision is now owned by the City. Lot 6 of Bluffs Vision was later replatted and subdivided primarily into Lots 1 and 2 of Bluffs Vision 4 and Lots 1 through 3 of Bluffs Vision 4 Replat 1, each of which is a subdivision as surveyed, platted, and recorded in the County. Lot 7 of Bluffs Vision was later replatted and subdivided primarily into Lots 1 and 2 of Hotel Plaza at the MAC, Lots 1 through 6 of Hotel Plaza at the MAC Replat 1, and Lots 1 and 2 together with Outlots 1 and 2 of Plaza at the MARCC, each of which is a subdivision as surveyed, platted, and recorded in the County. Lot 8 of Bluffs Vision was later replatted and subdivided primarily into Plaza at the MARCC, a subdivision as surveyed, platted, and recorded in the County. A portion of Lots 6, 7, and 8 of Bluffs Vision were later replatted and subdivided into a portion of Lot 1 of Bass Pro Subdivision, a subdivision as surveyed, platted, and recorded in the County.

In light of the foregoing replattings and subdivisions, set forth on Exhibit B attached hereto and incorporated herein by this reference are all of the current Bluffs Vision Owners (the "Owners") and their proportionate percentage of the Lot Area of all Bluffs Vision Lots.

The undersigned, the Declarant and Owners owning Bluffs Vision Lots equal to at least seventy-five percent (75%) of the Lot Area of all Bluffs Vision Lots, believe it is in the best interests of themselves and the community of Southwest Iowa to further amend the Declarations.

NOW THEREFORE, the parties acknowledge and agree to substitute, amend and restate sections in the Declaration, in the following particulars only:

1. Section 2.1(a) is hereby amended by adding the following immediately preceding the last sentence of said Section 2.1(a):

   Subject to the foregoing, Lots 2 and 3, Bluffs Vision Subdivision Replat 1 may be used for the construction and operation of a HILTON branded hotel or other comparable hotel brand to the extent permitted in the Planned Commercial zoning classification under the Zoning Code of Council Bluffs, Iowa.

2. The last sentence of Section 2.3(c) is hereby stricken and replaced in its entirety with the following:

   Except in connection with construction activities permitted pursuant to this Agreement, as may otherwise be permitted in writing by the Declarant in specific areas of Bluffs Vision, and except as it relates to hotel operations on Lot 1, Bluffs Vision 4 Subdivision and Lots 2 and 3, Bluffs Vision Subdivision Replat 1 and the WILD Lot, no cars, trucks, vans, trailers, or other vehicles may remain on any part of Bluffs Vision overnight.

3. Section 2.5(f) is amended by adding the following:

   Any hotel located on Lots 2 and 3, Bluffs Vision Subdivision Replat 1 may have merchandise, vending machines, food products, and other articles for sale that may be located within the hotel building but out of the sight of the outside general public.

4. The last sentence of Section 3.5(d) is hereby stricken and replaced in its entirety with the following:

   Subject to the other requirements in this Section 3.5, including (a) to (c), and compliance with applicable laws and regulations, Lot 1 and Lot 2 of the Bluffs Vision 4 Subdivision and Lots 2 and 3, Bluffs Vision Subdivision Replat 1 shall be permitted to have more than one rooftop antenna and dish.

5. Exhibit “C”, as set forth in the Amendment, is revised to strike the restriction added by the Amendment to Declaration of Restrictions and Grant of Easements dated August 16, 2005, recorded at Book 106, Page 3484 of the Official Records and replace it in its entirety with the following:

   Except for the construction and operation of a Marriott or comparable branded

hotel on Lot 1, Bluffs Vision 4 Subdivision and except for the construction and operation of a HILTON branded hotel or other comparable hotel brand on Lots 2 and 3, Bluffs Vision Subdivision Replat 1 no Lot within Bluffs Vision shall have on it any lodging facilities (e.g. hotel, motel, and bed and breakfast facilities but excluding restaurants with no associated lodging facilities attached) (the "Hotel Restriction").

6. This Third Amendment to Declaration of Restrictions and Grant of Easements can be executed in any number of counterparts, each of which, when executed and delivered, shall be deemed to be an original, and all of which, together, constitute one and the same instrument.

[Remainder of Page Intentionally Left Blank; Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned have caused this Amendment to be executed pursuant to due and proper authority as of the date first set forth above:

DECLARANT:

SOUTHWEST IOWA FOUNDATION, INC., an Iowa not-for-profit corporation

By:_____
Name: _____
Title: _____

STATE OF_____)
) ss.
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of _____, 2023 by _____, _____ of _____, a _____ _____, on behalf of said _____.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

_____
Notary Public
My Commission Expires:

..... _____

[SEAL]

OWNERS:

CITY OF COUNCIL BLUFFS, an Iowa municipality

By:_____
Name: _____
Title: _____

STATE OF_____)
) ss.
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of _____, 2023 by _____, _____ of _____, a _____ _____, on behalf of said _____.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

_____
Notary Public
My Commission Expires:

..... _____

[SEAL]

CMK DEVELOPMENT, LLC, an Iowa limited liability company

By:_____
Name: _____
Title: _____

STATE OF_____)
) ss.
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of _____, 2023 by _____, _____ of _____, a _____ _____, on behalf of said _____.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

_____
Notary Public
My Commission Expires:

..... _____

[SEAL]

_____,
a _____

By:_____
Name: _____
Title: _____

STATE OF_____)
) ss.
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of _____, 2022 by _____, _____ of _____, a _____ _____, on behalf of said _____.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

_____
Notary Public
My Commission Expires:

..... _____

[SEAL]

EXHIBIT A

Legal Description of Affected Real Property

All land originally forming a part of Bluffs Vision Subdivision, recorded in the Official Records by final plat on February 19, 2002 at Book 102, Page 66081, as the same has from time to time been replatted and/or further subdivided.

EXHIBIT B

Current Bluffs Vision Owners and Lot Area Relative to Lot Area of All Bluffs Vision Lots

Current Bluffs Vision Owner	Approx. Lot Area (Acres)	Lot Area Relative to Lot Area of All Bluffs Vision Lots (%)
City of Council Bluffs, Iowa	42.63	44.309%
MAC Ventures LLC	11.61	12.067%
CB Lodging LLC	9.34	9.708%
Frank R. Krejci Trust and Western Iowa Land Development LLC	7.14	7.421%
Edward L. Morris & Frances M. Morris JTWROS	5.44	5.654%
La Posada Group	3.67	3.815%
CMK Development LLC	3.14	3.264%
Brent Associates CB LLC	2.47	2.567%
IRH Council Bluffs LLC	2.32	2.411%
QSL LLC	2.29	2.380%
Council Bluffs Savings Bank	2.00	2.079%
RPB Farms LLC	1.64	1.705%
Tarr Farms Inc.	1.50	1.559%
Cave Industries LLC	1.02	1.060%
TOTAL	96.21	100.000%