

When Recorded Mail To:

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ENT 111621;2005 PG 1 of 16
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
2005 Oct 03 2:57 pm FEE 182.00 BY KH
RECORDED FOR UTAH TRANSIT AUTHORITY

In the Matter of:
Utah Transit Authority
Surface Passenger Rail Transportation Corridor

Amendment to Agreement, Grant of Access to DEQ, and
Covenants Not to Sue Utah Transit Authority

Pertains to that certain property described in "Amended Exhibit 1"
attached hereto and Exhibit "3," incorporated herein by this reference.

STATE OF UTAH
DEPARTMENT OF ENVIRONMENTAL QUALITY

<p>IN THE MATTER OF:</p> <p>UTAH TRANSIT AUTHORITY Surface Passenger Rail Transportation Corridor</p>	<p>AMENDMENT TO AGREEMENT, GRANT OF ACCESS TO DEQ AND COVENANTS NOT TO SUE UTAH TRANSIT AUTHORITY</p>
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I. AMENDMENT

This Amendment to Agreement, Grant of Access to DEQ and Covenants Not To Sue Utah Transit Authority (this "Amendment") amends the Agreement, Grant of Access to DEQ, and Covenants Not to Sue Utah Transit Authority ("The Agreement") recorded in Utah County on April 15, 2002, as Entry 42079:2002, Pages 1 through 46, by amending and incorporating into The Agreement the attached "Amended Exhibit 1" for the Exhibit "1" that was originally attached to The Agreement and previously recorded in the above referenced Entry at pages 16 through and including 44. This Amendment also amends The Agreement by adding as Exhibit "3" certain Union Pacific Railroad Company ("UPRR") Valuation Maps that depict the property acquired by Utah Transit Authority ("UTA") from UPRR pursuant to The Agreement (the "Property"). The Valuation Maps depict the final alignment of the UTA commuter/light rail right-of-way and the additions to, and the subtractions from, the property generally described in the Exhibit "1" originally attached to The Agreement. Exhibit "3" is not attached to this Amendment, but will be maintained in both hard copy and compact disc form by the State of Utah, Department of Environmental Quality with this recorded Amendment.

II. THE AGREEMENT

Except as set forth above, the terms of The Agreement are unchanged and remain in full force and effect and are binding on, and grant rights to, the parties hereto as set forth in The Agreement.

III. PURPOSE

In 2002, when UTA was completing the purchase of the Property for the construction of its commuter/light rail right-of-way from UPRR, the best available description of properties that UTA was purchasing from UPRR, and were therefore included within the purview of The Agreement, were generally found by UPRR Railroad Valuation Maps and/or mile posts, not by a final survey. The UPRR Valuation Maps describe property in pictorial terms and in a scale that made definition of property lines difficult for the design and construction of facilities such as UTA's commuter/light rail system.

Since the execution of The Agreement, UTA has continued to progress with the design of its commuter/light rail system. That ongoing design requires that the parties more accurately define the property previously acquired by UTA, define additional property acquired by UTA since execution of The Agreement, and delete certain slivers of property from the property UTA previously acquired from UPRR, but no longer requires for the right-of-way.


UTA has now completed its engineering design of the commuter/light rail track alignment within the UTA corridor in Utah, Salt Lake, Davis and Weber Counties and of the Bingham Branch right-of-way in Salt Lake County. A final survey has been completed and the legal descriptions of the Property have now been determined. The "Amended Exhibit 1" provides the complete and

accurate legal description of the Property acquired by UTA for the construction of its commuter/light rail system.

UPRR and UTA have agreed to adjustments of the right-of-way within the rail corridor based upon the complete and accurate legal descriptions of the Property. UPRR and UTA will execute a new purchase and sale agreement using these more accurate metes and bounds descriptions in describing the Property.

IT IS SO AGREED:

STATE OF UTAH, DEPARTMENT OF ENVIRONMENTAL QUALITY BY:



DIANNE R. NIELSON, Ph.D.
Executive Director

Dated: 9/12/05

UTAH TRANSIT AUTHORITY:


JOHN M. ENGLISH
General Manager

Dated: 9/30/05


KENNETH D. MONTAGUE JR.
Director of Finance and Administration

Dated: 9/30/05

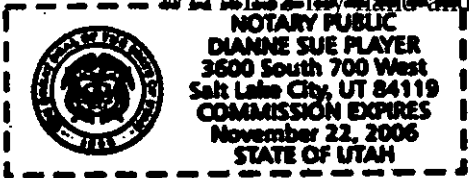

KATHRYN H.S. PETT, ESQ.
General Counsel

Dated: 30 September 2005

STATE OF UTAH)
)
COUNTY OF Salt Lake) : SS

On Sept 30, 2005, before me, Dianne Sue Player, personally appeared Kenneth D. Montague, Jr., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity on behalf of which the person acted executed the instrument.

WITNESS my hand and official seal.

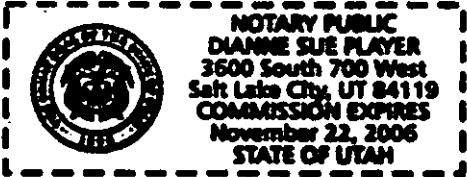


Dianne Sue Player
Notary Public

STATE OF UTAH)
)
COUNTY OF Salt Lake) : SS

On Sept 30, 2005, before me, Dianne Sue Player, personally appeared Kathryn H.S. Pett, Esq., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person or the entity on behalf of which the person acted executed the instrument.

WITNESS my hand and official seal.



Dianne Sue Player
Notary Public

Amended Exhibit 1

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Utah County, Utah

That portion of the Provo Industrial Lead of the Union Pacific Railroad Company (formerly the San Pedro, Los Angeles & Salt Lake Railroad Company), as now constructed and operated, said portion extends northerly from a line drawn at right angles to the center line of the main line track at said railroad industrial lead mile post 762.00, to the northerly county line of Utah County, said county line crosses the center line of the main line track at said railroad industrial lead mile post 775.23, said portion being situate in, over and across the following legal subdivisions of Utah County, Utah:

Subdivision	Section	Township	Range	Meridian
NW 1/4 SE 1/4	32	5S	2E	Salt Lake
W 1/2 NE 1/4	32	5S	2E	Salt Lake
W 1/2 SE 1/4	29	5S	2E	Salt Lake
W 1/2 NE 1/4	29	5S	2E	Salt Lake
NE 1/4 NW 1/4	29	5S	2E	Salt Lake
SW 1/4	20	5S	2E	Salt Lake
N 1/2 SE 1/4	19	5S	2E	Salt Lake
NE 1/4 SW 1/4	19	5S	2E	Salt Lake
S 1/2 NW 1/4	19	5S	2E	Salt Lake
NE 1/4	24	5S	1E	Salt Lake
N 1/2 NW 1/4	24	5S	1E	Salt Lake
S 1/2 SW 1/4	13	5S	1E	Salt Lake
S 1/2 SE 1/4	14	5S	1E	Salt Lake
SW 1/4	14	5S	1E	Salt Lake
NE 1/4 SE 1/4	15	5S	1E	Salt Lake
S 1/2 NE 1/4	15	5S	1E	Salt Lake
NW 1/4	15	5S	1E	Salt Lake
NE 1/4 NE 1/4	16	5S	1E	Salt Lake
S 1/2 SE 1/4	9	5S	1E	Salt Lake
SW 1/4	9	5S	1E	Salt Lake
SW 1/4 NW 1/4	9	5S	1E	Salt Lake
NE 1/4	8	5S	1E	Salt Lake
SW 1/4 SE 1/4	5	5S	1E	Salt Lake
E 1/2 SW 1/4	5	5S	1E	Salt Lake
NW 1/4	5	5S	1E	Salt Lake
SW 1/4 SW 1/4	32	4S	1E	Salt Lake
SE 1/4	31	4S	1E	Salt Lake
NE 1/4 SW 1/4	31	4S	1E	Salt Lake
NW 1/4	31	4S	1E	Salt Lake
NE 1/4 NE 1/4	36	4S	1W	Salt Lake
SE 1/4	25	4S	1W	Salt Lake
W 1/2 NE 1/4	25	4S	1W	Salt Lake
SW 1/4 SE 1/4	24	4S	1W	Salt Lake
S 1/2 SW 1/4	24	4S	1W	Salt Lake
SE 1/4 SE 1/4	23	4S	1W	Salt Lake

Union Pacific Railroad Co.
Real Estate Department
Omaha, NE.
September 12, 2002 T.D.A.

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Segment 3.2b

Utah County, Utah

That portion of the Sharp Subdivision of the Union Pacific Railroad Company (formerly the San Pedro, Los Angeles & Salt Lake Railroad Company), as now constructed and operated, said portion extends northerly from the westerly line of University Avenue (80 feet wide) in Provo, Utah, said westerly line crosses the center line of the main line track at said railroad subdivision mile post 752.41, to the intersection with the center line of the main line track of the Provo Subdivision of the Union Pacific Railroad Company (formerly the Denver & Rio Grand Railroad Company) said Sharp Subdivision center line of the main line track crosses said Provo Subdivision center line of the main line track at said Sharp Subdivision mile post 757.25, said portion being situate in, over and across the following legal subdivisions of Utah County, Utah:

Subdivision	Section	Township	Range	Meridian
S 1/2 NE 1/4	12	7S	2E	Salt Lake
S 1/2 NW 1/4	12	7S	2E	Salt Lake
E 1/2 NE 1/4	11	7S	2E	Salt Lake
SE 1/4	2	7S	2E	Salt Lake
NE 1/4 SW 1/4	2	7S	2E	Salt Lake
NW 1/4	2	7S	2E	Salt Lake
SW 1/4 SW 1/4	35	6S	2E	Salt Lake
SE 1/4	34	6S	2E	Salt Lake
SW 1/4 NE 1/4	34	6S	2E	Salt Lake
NW 1/4	34	6S	2E	Salt Lake
SW 1/4	27	6S	2E	Salt Lake
NE 1/4 SE 1/4	28	6S	2E	Salt Lake
NE 1/4	28	6S	2E	Salt Lake

Excepting therefrom all that part of the South Half of the Northeast Quarter of Section 12 Township 7S Range 2E (S1/2 NE1/4 S12 T7S R2E) lying southerly of a line drawn parallel and/or concentric with and 40 feet distant southerly as measured at right angles from the center line of the main line track of said subdivision as now constructed and operated.

Union Pacific Railroad Co.
Real Estate Department
Omaha, NE.
September 12, 2002 T.D.A.

Segment 3.2c

Utah County, Utah

That portion of the Tintic Industrial Lead of the Union Pacific Railroad Company (formerly the Denver & Rio Grand Railroad Company), as now constructed and operated, said portion extends southwesterly from said railroad industrial lead mile post 0.00, to a line drawn at right angles to the center line of the main line track at said railroad industrial lead mile post 13.06, said portion being situate in, over and across the following legal subdivisions of Utah County, Utah:

Subdivision	Section	Township	Range	Meridian
NE 1/4	5	8S	3E	Salt Lake
NW 1/4 SE 1/4	5	8S	3E	Salt Lake
SW 1/4	5	8S	3E	Salt Lake
NW 1/4 NW 1/4	8	8S	3E	Salt Lake
NE 1/4	7	8S	3E	Salt Lake
SE 1/4	7	8S	3E	Salt Lake
SW 1/4	7	8S	3E	Salt Lake
NW 1/4	18	8S	3E	Salt Lake
NE 1/4	13	8S	2E	Salt Lake
SE 1/4	13	8S	2E	Salt Lake
SW 1/4	13	8S	2E	Salt Lake
NW 1/4 NW 1/4	24	8S	2E	Salt Lake
NE 1/4	23	8S	2E	Salt Lake
NW 1/4 SE 1/4	23	8S	2E	Salt Lake
SW 1/4	23	8S	2E	Salt Lake
W1/2 NW 1/4	26	8S	2E	Salt Lake
SE 1/4 NE 1/4	27	8S	2E	Salt Lake
SE 1/4	27	8S	2E	Salt Lake
SE 1/4 SW 1/4	27	8S	2E	Salt Lake
NW 1/4	34	8S	2E	Salt Lake
NW 1/4 SW 1/4	34	8S	2E	Salt Lake
SE 1/4	33	8S	2E	Salt Lake
NW 1/4 NE 1/4	4	9S	2E	Salt Lake
NW 1/4	4	9S	2E	Salt Lake
SW 1/4	4	9S	2E	Salt Lake
SE 1/4 SE 1/4	5	9S	2E	Salt Lake
NE 1/4	8	9S	2E	Salt Lake
SW 1/4	8	9S	2E	Salt Lake
NW 1/4 NW 1/4	17	9S	2E	Salt Lake
NE 1/4	18	9S	2E	Salt Lake
NW 1/4 SE 1/4	18	9S	2E	Salt Lake
SW 1/4	18	9S	2E	Salt Lake
SE 1/4	13	9S	1E	Salt Lake
NW 1/4 NE 1/4	24	9S	1E	Salt Lake

Excepting therefrom all that part of the Southeast Quarter of the Northeast Quarter of Section 23 Township 8S Range 2E (SE1/4 NE1/4 S23 T8S R2E) lying southeasterly of a line that is parallel and/or concentric with and 33 feet distant southeasterly as measured at right angles from the center line of the main line track of said industrial lead as now constructed and operated.

Union Pacific Railroad Co.
Real Estate Department
Omaha, NE.
September 12, 2002 T.D.A.

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Segment 3.2d

Utah County, Utah

That portion of the Provo Subdivision of the Union Pacific Railroad Company (formerly the Denver & Rio Grand Railroad Company), that lies between a line drawn parallel and/or concentric with and 30 feet distant westerly as measured at right angles and/or radially from the center line of the most westerly main line track of said railroad subdivision, as now constructed and operated and the westerly right of way line of said railroad subdivision as now located, said strip extends northerly from a line drawn at right angles to the center line of the main line track of said Provo Subdivision at the point of intersection with the center line of the main line track of the Sharp Subdivision of the Union Pacific Railroad Company (formerly the San Pedro, Los Angeles & Salt Lake Railroad Company), said center line of the main line track of said Sharp Subdivision crosses said center line of the main line track of said Provo Subdivision at said Provo Subdivision mile post 705.71, to the northerly county line of Utah County, Utah, said county line crosses the center line of the main track of said Provo Subdivision at said Provo Subdivision mile post 722.12, said strip of land being situate in, over and across the following legal subdivisions of Utah Country, Utah:

Subdivision	Section	Township	Range	Meridian
NW 1/4 NE 1/4	28	6S	2E	Salt Lake
SW 1/4 SE 1/4	21	6S	2E	Salt Lake
E 1/2 SW 1/4	21	6S	2E	Salt Lake
NW 1/4	21	6S	2E	Salt Lake
SW 1/4 SW 1/4	16	6S	2E	Salt Lake
E 1/2 SE 1/4	17	6S	2E	Salt Lake
NE 1/4	17	6S	2E	Salt Lake
NE 1/4 NW 1/4	17	6S	2E	Salt Lake
SW 1/4	8	6S	2E	Salt Lake
W 1/2 NW 1/4	8	6S	2E	Salt Lake
NE 1/4 NE 1/4	7	6S	2E	Salt Lake
	6	6S	2E	Salt Lake
SW 1/4	31	5S	2E	Salt Lake
SW 1/4 NW 1/4	31	5S	2E	Salt Lake
NE 1/4	36	5S	1E	Salt Lake
SW 1/4 SE 1/4	25	5S	1E	Salt Lake
SW 1/4	25	5S	1E	Salt Lake
NW 1/4	25	5S	1E	Salt Lake
NE 1/4 NE 1/4	26	5S	1E	Salt Lake
SE 1/4	23	5S	1E	Salt Lake
NE 1/4 SW 1/4	23	5S	1E	Salt Lake
S 1/2 NW 1/4	23	5S	1E	Salt Lake
NE 1/4	22	5S	1E	Salt Lake
N 1/2 NW 1/4	22	5S	1E	Salt Lake
NE 1/4 NE 1/4	21	5S	1E	Salt Lake
S 1/2 SE 1/4	16	5S	1E	Salt Lake
SW 1/4	16	5S	1E	Salt Lake
SE 1/4	17	5S	1E	Salt Lake
W 1/2 NE 1/4	17	5S	1E	Salt Lake
SW 1/4 SE 1/4	8	5S	1E	Salt Lake
SW 1/4	8	5S	1E	Salt Lake
SW 1/4 NW 1/4	8	5S	1E	Salt Lake

NE 1/4	7	5S	1E	Salt Lake
SW 1/4 SE 1/4	6	5S	1E	Salt Lake
SW 1/4	6	5S	1E	Salt Lake
NW 1/4	6	5S	1E	Salt Lake
NE 1/4 NE 1/4	1	5S	1W	Salt Lake
SE 1/4	36	4S	1W	Salt Lake
NE 1/4 SW 1/4	36	4S	1W	Salt Lake
NW 1/4	36	4S	1W	Salt Lake
NE 1/4 NE 1/4	35	4S	1W	Salt Lake
S 1/2	26	4S	1W	Salt Lake

Provided, however, that subject to the exception(s) from this quitclaim described below, the portion of the right of way quitclaimed hereby shall comprise not less than the westerly 20.00 feet of said portion of said right of way.

EXCEPTING from the portion of the right of way quitclaimed hereby any portion thereof that lies between the easterly right of way line and a line drawn parallel and/or concentric with and 30 feet distant westerly from such easterly right of way line.

Grantor and Grantee acknowledge that it is their intent that the widths of the portions of the right of way referred to in the two immediately preceding paragraphs shall be measured as if each outer boundary of the right of way were a continuous line, i.e., without regard to so-called "notching" or "notch-outs," as shown on the "Val Maps" as defined in that certain Purchase and Sale Agreement dated January 17, 2002, by and between Grantor and Grantee, as amended by First Amendment to Purchase and Sale Agreement dated as of September 19, 2002.

Union Pacific Railroad Co.
Real Estate Department
Omaha, NE.
September 12, 2002 T.D.A.

Segment 3.4b-1

Utah County, Utah

That portion of the Sharp Subdivision of the Union Pacific Railroad Company (formerly the San Pedro, Los Angeles & Salt Lake Railroad Company), that lies between a line drawn parallel and/or concentric with and 13 feet distant westerly as measured at right angles and/or radially from the center line of the main line track of said railroad subdivision, as now constructed and operated, and the westerly right of way line of said railroad subdivision as now located, said strip extends northerly from a line drawn at right angles to the centerline of the main line track at said railroad subdivision mile post 750.18, to the easterly line of University Avenue (80 feet wide) in Provo, Utah, at said railroad subdivision mile post 752.41, said strip of land being situate in over and across the following legal subdivisions of Utah Country, Utah:

Subdivision	Section	Township	Range	Meridian
E 1/2 NE 1/4	19	7S	3E	Salt Lake
SE 1/4	18	7S	3E	Salt Lake
W 1/2 NE 1/4	18	7S	3E	Salt Lake
NE 1/4 NW 1/4	18	7S	3E	Salt Lake
SW 1/4	7	7S	3E	Salt Lake
SW 1/4 NW 1/4	7	7S	3E	Salt Lake
SE 1/4 NE 1/4	12	7S	2E	Salt Lake

Provided, however, that subject to the exception(s) from this quitclaim described below, the portion of the right of way quitclaimed hereby shall comprise not less than the westerly 20.00 feet of said portion of said right of way.

EXCEPTING from the portion of the right of way quitclaimed hereby any portion thereof that lies between the easterly right of way line and a line drawn parallel and/or concentric with and 30 feet distant westerly from such easterly right of way line.

Grantor and Grantee acknowledge that it is their intent that the widths of the portions of the right of way referred to in the two immediately preceding paragraphs shall be measured as if each outer boundary of the right of way were a continuous line, i.e., without regard to so-called "notching" or "notch-outs," as shown on the "Val Maps" as defined in that certain Purchase and Sale Agreement dated January 17, 2002, by and between Grantor and Grantee, as amended by First Amendment to Purchase and Sale Agreement dated as of September 19, 2002.

Union Pacific Railroad Co.
Real Estate Department
Omaha, NE.
September 12, 2002 T.D.A.

Segment 3.4d

Utah County, Utah

That portion of the Sharp Subdivision of the Union Pacific Railroad Company (formerly the San Pedro, Los Angeles & Salt Lake Railroad Company), that lies between a line drawn parallel and/or concentric with and 13 feet distant easterly as measured at right angles and/or radially from the center line of the main line track of said railroad subdivision, as now constructed and operated, and the easterly right of way line of said railroad subdivision as now located, said strip extends northerly from a line drawn at right angles to the centerline of the main line track at said railroad subdivision mile post 745.82, to a line drawn at right angles to the centerline of the main line track at said railroad subdivision mile post 749.99, and said strip of land being situate in, over and across the following legal subdivisions of Utah Country, Utah:

Subdivision	Section	Township	Range	Meridian
SE 1/4 NW 1/4	7	8S	3E	Salt Lake
NE 1/4	7	8S	3E	Salt Lake
E 1/2 SE 1/4	6	8S	3E	Salt Lake
E 1/2 NE 1/4	6	8S	3E	Salt Lake
E 1/2 SE 1/4	31	7S	3E	Salt Lake
E 1/2 NE 1/4	31	7S	3E	Salt Lake
E 1/2 SE 1/4	30	7S	3E	Salt Lake
E 1/2 NE 1/4	30	7S	3E	Salt Lake
E 1/2 SE 1/4	19	7S	3E	Salt Lake

Provided, however, that subject to the exception(s) from this quitclaim described below, the portion of the right of way quitclaimed hereby shall comprise not less than the easterly 20.00 feet of said portion of said right of way.

EXCEPTING from the portion of the right of way quitclaimed hereby any portion thereof that lies between the westerly right of way line and a line drawn parallel and/or concentric with and 30 feet distant easterly from such westerly right of way line.

Grantor and Grantee acknowledge that it is their intent that the widths of the portions of the right of way referred to in the two immediately preceding paragraphs shall be measured as if each outer boundary of the right of way were a continuous line, i.e., without regard to so-called "notching" or "notch-outs," as shown on the "Val Maps" as defined in that certain Purchase and Sale Agreement dated January 17, 2002, by and between Grantor and Grantee, as amended by First Amendment to Purchase and Sale Agreement dated as of September 19, 2002.

Union Pacific Railroad Co.
Real Estate Department
Omaha, NE.
September 12, 2002 T.D.A.

Segment 3.4e

Utah County, Utah

EASEMENT DESCRIPTION:

A 20.00 foot wide easement beginning on the easterly right of way line of the Sharp Subdivision of the Union Pacific Railroad Company, at mile post 749.99 of said railroad subdivision,

...THENCE NORTH 13°28'35" WEST 6.09 FEET; THENCE 199.74 FEET ALONG A CURVE TO THE LEFT WITH A RADIUS OF 7629.48 FEET AND A CHORD BEARING NORTH 14°39'6" WEST 199.74 FEET; THENCE NORTH 15°49'36" WEST 169.89 FEET; THENCE NORTH 16°2'21" WEST 410.06 FEET; THENCE NORTH 15°49'35" WEST 170.11 FEET; THENCE 47.65 FEET ALONG A CURVE TO THE RIGHT WITH A RADIUS OF 7649.48 FEET WITH A CHORD BEARING NORTH 15°13'23" WEST 47.65 FEET; THENCE 47.66 FEET ALONG A CURVE TO THE LEFT WITH A RADIUS OF 7629.48 FEET WITH A CHORD BEARING SOUTH 15°13'21" EAST 47.66 FEET; THENCE SOUTH 15°49'36" EAST 169.89 FEET; THENCE SOUTH 16°2'21" EAST 410.06 FEET; THENCE SOUTH 15°49'35" EAST 170.11 FEET; THENCE 200.26 FEET ALONG A CURVE TO THE RIGHT WITH A RADIUS OF 7649.48 FEET AND A CHORD BEARING SOUTH 14°39'6" EAST 200.26 FEET; THENCE SOUTH 13°28'36" EAST 6.09 FEET; THENCE SOUTH 76°5'9" WEST 20.00 FEET TO THE POINT OF BEGINNING.

CONTAINS 20,075.98 SQ. FT. OR 0.46 ACRES

Union Pacific Railroad Co.
Real Estate Department
Omaha, NE.
September 10, 2002 T.D.A.

(Sharp Sub. Flyover)