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ADAM GARDINER
RECORDER, SALT LAKE COUNTY, UTAH
CLARK HILL PLC
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THIRD AMENDMENT TO CONSTRUCTION,
OPERATION AND RECIPROCAL EASEMENT AGREEMENT

THIS THIRD AMENDMENT TO CONSTRUCTION, OPERATION AND RECIPROCAL EASEMENT AGREEMENT (this "Amendment") is made and entered into as of the 31st day of October, 2018, by CF III SH VALLEY FAIR, LLC, a Delaware limited liability company ("Developer") and COSTCO WHOLESALE CORPORATION, a Washington corporation ("Costco").

RECITALS

A. VFM-ALC LC, a Utah limited liability company ("VFM-ALC"), VFM-CPZ LC, a Utah limited liability company ("VFM-CPZ"), River Ridge VFM, L.L.C., a Utah limited liability company ("River Ridge"), Hill Field Holding VFM, L.L.C., a Utah limited liability company ("Hill Field") and Costco previously executed and delivered that certain Construction, Operation and Reciprocal Easement Agreement dated July 14, 2006 and recorded July 17, 2006 in the official records of Salt Lake County, Utah at Book 9322, Pages 7622-7670, as amended by a First Amendment to Construction, Operation and Reciprocal Easement Agreement dated June 12, 2009 and recorded June 30, 2009 in the official records of Salt Lake County, Utah at Book 9741, Pages 6810-6819, as amended further by an Amendment to Construction, Operation and Reciprocal Easement Agreement dated June 6, 2011 and recorded June 9, 2011 in the official records of Salt Lake County, Utah at Book 9929, Page 9110 (together, the "REA").

B. Developer is the successor in interest to VFM-ALC, VFM-CPZ, River Ridge and Hill Field.

C. Developer, and Costco wish to amend the REA, subject to and in accordance with the further terms, covenants and provisions of this Amendment.

NOW, THEREFORE, in consideration of the execution and delivery of the REA, the foregoing Recitals, the mutual agreements, covenants and promises contained in this Amendment and other good and valuable considerations, the receipt, sufficiency and validity of which are hereby acknowledged, Developer and Costco agree as follows:

1. Definitions. Capitalized terms used without definition in this Amendment shall have the meanings assigned to such terms in the REA, unless the context expressly requires otherwise.

2. Site Plans. The Site Plan attached to the REA as Exhibit C is hereby deleted in its entirety and replaced with the Site Plan attached to this Amendment as Exhibit C.

3. Legal Descriptions. The legal description of the Costco Parcels is set forth on Exhibit B to this Amendment. The legal description of the Developer Parcels is set forth on Exhibit A to this Amendment.

4. Approval of Hotel Use. Notwithstanding anything to the contrary that may be contained in the REA (including without limitation Article 4 and Section 5.1(q)), Developer and Costco hereby consent to and approve a hotel use in that portion of the Shopping Center identified as "Hotel" on the on the Site Plan attached to this Amendment as Exhibit C, provided that the development, construction, and operation of the Hotel shall at all times be in compliance in all respects with the COREA, including but not limited to the Site Plan.

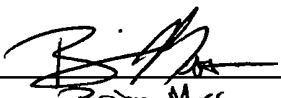
5. Full Force and Effect. Except as expressly modified by this Amendment, the REA remains unmodified and in full force and effect. All references in the REA to "this REA" shall be deemed references to the REA as modified by this Amendment.

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IN WITNESS WHEREOF, Developer and Costco have executed and delivered this Amendment as of the date and year first above written.

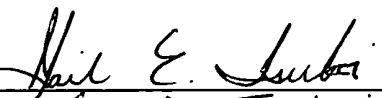
DEVELOPER:

CF III SH VALLEY FAIR, LLC,
a Delaware limited liability company

By: 
Name: Brian Moss
Its: VP

COSTCO:

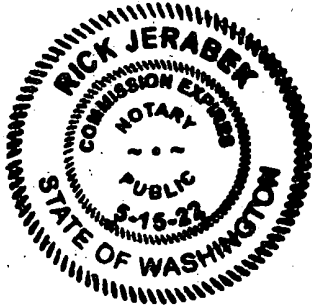
COSTCO WHOLESALE CORPORATION,
a Washington corporation

By: 
Name: Gail E. Tabor
Its: AVP / Assistant Secretary

STATE OF Washington)
) ss.
County of King)

On November 27, 2018, before me, Rick Jerabek, a Notary Public in and for said state, personally appeared Gail Tsuboi, Assistant Secretary, personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument, the persons, or the entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.



Rick Jerabek
Notary Public in and for said State

STATE OF New York)
) ss.
County of New York)

On November 30, 2018, before me, Daria DeChirico, a Notary Public in and for said state, personally appeared Brian Moss, personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument, the persons, or the entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.



Daria DeChirico
Notary Public in and for said State

CONSENT AND SUBORDINATION

PFP IV Sub I, LLC, a Delaware limited liability company ("**Lender**"), is the beneficiary under that certain Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing, recorded on February 5, 2015 as Instrument No. 11987744; Book 10293, Page 7917-7943 in the official records of Salt Lake County, Utah (the "**Mortgage**"). Lender hereby consents to and approves this Third Amendment to Construction, Operation and Reciprocal Easement Agreement to which this consent is attached (the "**Third Amendment**") and hereby acknowledges and agrees that the Mortgage and any other security instruments securing Lender's loan shall be subject to the terms and conditions of the Third Amendment.

DATED this 11th day of December, 2018.

LENDER:

PFP IV SUB I, LLC,
a Delaware limited liability company

By: [Signature]
Name: Jon W. Brayshaw
Its: Authorized Signatory

STATE OF New York)

County of New York) ss.

On December 11th, 2018, before me, Teodolinda Dushallari, a Notary Public in and for said state, personally appeared

Jon W. Brayshaw, personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument, the persons, or the entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]
Notary Public in and for said State

TEODOLINDA DUSHALLARI
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01DU6208162
Qualified in New York County
Commission Expires June 22, 2021

EXHIBIT A

LEGAL DESCRIPTION OF DEVELOPER PARCELS

The land referred to herein is situated in the County of Salt Lake, State of Utah, and is described as follows:

PARCEL 1: (15-33-201-014)

Beginning at a point which is South 89°56' West along the Quarter Section line 1322.02 feet and North 1483.67 feet and South 89°57' West 121.85 feet from the East Quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence South 89°57' West 216.0 feet, thence North 0°03' West 258.0 feet, thence North 89°57' East 216.0 feet to a point of a 24.0 foot radius curve to the right, thence Southeasterly along the arc of said curve 37.70 feet to a point of tangency, thence South 0°03' East 210.0 feet to a point of 24.0 foot radius curve to the right, thence Southwesterly along the arc of said curve 37.70 feet to the point of beginning.

EXCEPTING THEREFROM THE FOLLOWING:

Beginning at a point which is 821.85 feet South 89°58'40" East along the Section line and 1026.09 feet South from the North Quarter corner of said Section 33 and running thence North 89°55'52" East 43.40 feet, thence North 25.62 feet, thence East 16.86 feet, thence North 56.05 feet, thence East 23.58 feet, thence North 6.25 feet, thence East 49.92 feet, thence South 21.34 feet, thence South 45°00'00" East 27.88 feet, thence North 45°00'00" East 12.91 feet, thence East 17.72 feet, thence North 19.52 feet, thence East 56.33 feet, thence South 21.28 feet, thence East 19.42 feet, thence North 38.03 feet, thence East 50 feet, thence North 4.75 feet, thence East 53.67 feet, thence South 12.50 feet, thence East 45.25 feet, thence South 12.75 feet, thence South 89°38'39" East 52.97 feet, thence South 54.92 feet, thence West 13.76 feet, thence South 10.67 feet, thence East 25.63 feet, thence South 98.83 feet, thence West 25.63 feet, thence South 7.58 feet, thence East 18.30 feet, thence South 00°01'49" East 55.86 feet, thence West 47.03 feet, thence South 12.05 feet, thence West 94.33 feet, thence North 12.08 feet, thence West 52 feet, thence North 17.39 feet, thence West 10.42 feet, thence South 19.22 feet, thence West 49 feet, thence North 7.83 feet, thence West 47.00 feet, thence North 15.83 feet, thence West 4.78 feet, thence South 89°48'52" West 19.98 feet, thence South 00°11'08" East 18.45 feet, thence West 29.33 feet, thence North 00°15'05" East 60.71 feet, thence North 89°57'42" West 77.74 feet, thence North 26.22 feet, thence West 31.67 feet, thence North 00°22'40" East 66.04 feet to the point of beginning.

PARCEL 2: (15-33-201-006)

Beginning at a point which is South 0°00'42" West along the center Section line 342.74 feet, and South 89°59'18" East 604.30 feet from the North Quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, said point also being the Northwest corner of building and running thence North 89°56'37" East 323.40 feet, thence North 00°03'23" West 37.00 feet, thence North 89°56'37" East 22.70 feet, thence South 00°03'23" East 37.00 feet, thence North 89°56'37" East 67.90 feet, thence South 00°03'23" East 226.06 feet, thence South 89°56'37" West 414.00 feet, thence North 00°03'23" West 226.06 feet to the point of beginning.

PARCEL 3: (15-33-201-012-2000 & 15-33-201-012-2001)

Beginning at a point on the East right of way line of 2700 West Street said point being South 89°58'40" East along the Section line 33.00 feet and South 0°00'44" West along said East right of way line 154.91 feet from the North Quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence South 89°59'21" East 39.00 feet to a point of a curve to the right, the radius point of which is South 89°59'21" East 75.00 feet, thence Northeasterly along the arc of said curve 117.83 feet to a point of tangency, said point being 80.00 feet perpendicularly distant Southerly from the center line of 3500 South Street at Engineer Station 5+97.53 of State Freeway Project I-215, thence South 89°58'40" East 505.72 feet to a point of a curve to the right, the radius point of which is South 5°08'45" West 848.83 feet, said point also being 80.00 feet perpendicularly distant Southerly from the centerline of said 3500 South Street at Engineer Station 11+03.24, thence Southeasterly along the arc of said curve 683.09 feet, thence South 0°01'17" West 19.30 feet, thence South 89°58'40" East 15.68 feet to a point on a curve to the right the radius point of which is South 52°55'58" West 848.83 feet, thence Southeasterly along the arc of said curve 33.77 feet to a point of intersection with a curve to the right, the radius point of which is South 54°01'22" West 768.83 feet, said point of intersection being 80.00 feet radially distant Southwesterly from the centerline of J-6 ramp of Engineer Station 18+00, thence Southeasterly along the arc of said curve 88.48 feet to a point on the East line of the West one-half of the Northeast Quarter of Section 33, thence South along said East line 1469.58 feet to the Southeast corner of the Northeast Quarter of the Southwest Quarter of the Northeast Quarter of said Section 33, thence South 89°57'20" West along the South line of the North one-half of the Southwest Quarter of the Northeast Quarter of said Section 33, 1288.88 feet to the East right of way line of 2700 West Street, thence North 0°00'44" East along said East right of way line 1831.35 feet to the point of beginning.

LESS AND EXCEPTING THEREFROM the following Seven (7) tracts:

TRACT 1:

Beginning at a point which is South 89°56' West along the Quarter Section line 1322.02 feet and North 1483.67 feet and South 89°57' West 121.85 feet from the East Quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence South 89°57' West 216.0 feet, thence North 0°03' West 258.0 feet, thence North 89°57' East 216.0 feet to a point of a 24.0 foot radius curve to the right, thence Southeasterly along the arc of said curve 37.70 feet to a point of tangency, thence South 0°03' East 210.0 feet to a point of a 24.0 foot radius curve to the right, thence Southwesterly along the arc of said curve 37.70 feet to the point of beginning.

TRACT 2:

Beginning at a point which is South 0°00'42" West along the center Section line 1548.84 feet, and South 89°59'18" East 601.21 feet from the North Quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, said point also being the Northwest corner of the building, and running thence North 89°59'30" East 477.40 feet, thence South 00°00'30" East 29.69 feet, thence South 89°59'30" West 5.40 feet, thence South 00°00'30" East 40.20 feet, thence North 89°59'30" East 5.40 feet, thence South 00°00'30" East 71.80 feet, thence South 89°59'30" West 56.00 feet, thence South 00°00'30" East 84.00 feet, thence South 89°59'30" West 85.00 feet, thence North

00°00'30" West 28.00 feet, thence South 89°59'30" West 126.20 feet, thence North 00°00'30" West 5.40 feet, thence South 89°59'30" West 82.20 feet, thence South 00°00'30" East 5.40 feet, thence South 89°59'30" West 128.00 feet, thence North 00°00'30" West 57.85 feet, thence North 89°59'30" East 8.40 feet, thence North 00°00'30" West 26.20 feet, thence South 89°59'30" West 2.80 feet, thence North 00°00'30" West 29.75 feet, thence North 89°59'30" East 2.80 feet, thence North 00°00'30" West 26.20 feet, thence South 89°59'30" West 8.40 feet, thence North 00°00'30" West 57.69 feet to the point of beginning.

TRACT 3:

Beginning at a point which is South 0°00'42" West along the center Section line 342.74 feet and South 89°59'18" East 604.30 feet from the North Quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, said point also being the Northwest corner of building and running thence North 89°56'37" East 323.40 feet, thence North 00°03'23" West 37.00 feet, thence North 89°56'37" East 22.70 feet, thence South 00°03'23" East 37.00 feet, thence North 89°56'37" East 67.90 feet, thence South 00°03'23" East 226.06 feet, thence South 89°56'37" West 414.00 feet, thence North 00°03'23" West 226.06 feet to the point of beginning.

TRACT 4:

Less and except any portion lying within the In N Out Subdivision.

TRACT 5:

A parcel of land in fee for Constitution Boulevard (2700 West), being located in the Northeast Quarter of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian. The boundaries of said parcel of land are described as follows:

Beginning at a point which is South 89°58'40" East 33.00 feet and South 00°00'44" West 154.91 feet from the North Quarter corner of said Section 33, thence along the North line of said property the following two (2) courses and distances: (1) South 89°59'21" East 39.00 feet, (2) thence Northeasterly 62.49 feet along the arc of a 75.00 foot radius curve to the right, chord bears North 23°52'45" East 60.70 feet, thence Southwesterly 18.74 feet along the arc of a 79.34 foot radius curve to the left, chord bears South 32°36'56" West 18.69 feet, thence South 00°01'07" East 254.41 feet, thence South 00°04'06" West 22.90 feet, thence South 03°24'41" West 300.28 feet, thence South 65.28 feet, thence East 5.45 feet, thence South 238.46 feet, thence South 10°11'26" East 20.12 feet, thence South 103.35 feet, thence South 10°08'57" West 51.15 feet, thence South 131.14 feet, thence South 45°00'00" East 23.57 feet, thence South 73.16 feet, thence South 45°00'00" West 23.57 feet, thence South 578.81 feet to the South boundary line of said property, thence South 89°57'20" West 36.07 feet along said South boundary line, thence North 00°00'44" East 1831.03 feet along the West boundary line of said property to the point of beginning.

TRACT 6:

A parcel of land in fee affecting Tax ID No. 15-33-201-009 for the purpose of constructing thereon a roadway known as Project No. S-I215(139), being part of an entire tract of property situate in the Northwest Quarter of the Northeast Quarter of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian. The boundary of said parcel of land is described as follows:

Beginning at a point on the existing Westerly right of way and non-access line of a freeway, Interstate Highway I-215, known as Project No. I-215-9(6)297 which point is 260.09 feet perpendicularly distant Westerly from the centerline of the I-215 Alignment of said Project opposite Engineer Station 369+02.20 (Note: said point of beginning is 1319.93 feet South 89°56'00" West along the South line of said Northeast Quarter of Section 33 and 2133.67 feet North 00°04'00" West from the East Quarter corner of said Section 33. Said point is also 260.05 feet perpendicularly distant Westerly from the centerline of the I-215 South Alignment of Project No. S-I215(139), opposite Engineer Station 369+01.78), and running thence South 00°00'14" West along the East line of said entire tract 69.16 feet to the Westerly right of way and non-access line, at a point 264.39 feet perpendicularly distant Westerly from the centerline of the I-215 South Alignment of said Project No. S-I215(139) opposite Engineer Station 368+32.76, and point on a 1397.00 foot radius curve to the left, (Note: radius bears South 64°31'12" West), thence along said new Westerly right of way and non-access line the following three (3) courses: (1) Northwesterly along the arc of said curve 14.57 feet, thence (2) North 26°06'33" West 147.42 feet to a point on a 590.00 foot radius curve to the right, (Note: radius bears North 63°55'20" East), thence (3) Northwesterly along said curve 67.11 feet to a point on the existing right of way and non-access line of Interstate Highway I-215, known as Project No. I-215-9(6)297, which point is 348.49 feet perpendicularly distant Westerly from the centerline of the I-215 Alignment of said Project No. S-I215(139) opposite Engineer Station 370+46.17 (Note: said point is also 348.44 feet perpendicularly distant Westerly from the centerline of the I-215 South Alignment of Project No. S-I215(139), opposite Engineer Station 370+45.76), and point on a 848.83 foot radius curve to the right, (Note: radius bears South 49°36'16" West), thence along said Westerly right of way and non-access line the following five (5) courses: (1) Southeasterly along the arc of said curve 23.11 feet, thence (2) South 00°00'06" West, 19.58 feet, thence (3) South 89°59'54" East 15.30 feet to a point on a 850.65 foot radius curve to the right, (Note: radius bears South 52°50'38" West), thence (4) Southeasterly along the arc of said curve 34.16 feet to a point on a 774.72 foot radius curve to the right, (Note: radius bears South 53°59'30" West), thence (5) Southeasterly along the arc of said curve 87.05 feet to the point of beginning.

(Note: Rotate all bearings in the above descriptions 00°14'45" clockwise to match highway bearings.)

TRACT 7:

Beginning at a point which is 821.85 feet South 89°58'40" East along the Section line and 1026.09 feet South from the North Quarter corner of said Section 33 and running thence North 89°55'52" East 43.40 feet, thence North 25.62 feet, thence East 16.86 feet, thence North 56.05 feet, thence East 23.58 feet, thence North 6.25 feet, thence East 49.92 feet, thence South 21.34 feet, thence South 45°00'00" East 27.88 feet, thence North 45°00'00" East 12.91 feet, thence East 17.72 feet, thence North 19.52 feet, thence East 56.33 feet, thence South 21.28 feet, thence East 19.42 feet, thence North 38.03 feet, thence East 50 feet, thence North 4.75 feet, thence East 53.67 feet, thence South 12.50 feet, thence East 45.25 feet, thence South 12.75 feet, thence South 89°38'39" East 52.97 feet, thence South 54.92 feet, thence West 13.76 feet, thence South 10.67 feet, thence East 25.63 feet, thence South 98.83 feet, thence West 25.63 feet, thence South 7.58 feet, thence East 18.30 feet, thence South 00°01'49" East 55.86 feet, thence West 47.03 feet, thence South 12.05 feet, thence West 94.33 feet, thence North 12.08 feet, thence West 52 feet, thence North 17.39 feet, thence West 10.42 feet, thence South 19.22 feet, thence West 49 feet, thence North 7.83 feet,

thence West 47.00 feet, thence North 15.83 feet, thence West 4.78 feet, thence South 89°48'52" West 19.98 feet, thence South 00°11'08" East 18.45 feet, thence West 29.33 feet, thence North 00°15'05" East 60.71 feet, thence North 89°57'42" West 77.74 feet, thence North 26.22 feet, thence West 31.67 feet, thence North 00°22'40" East 66.04 feet to the point of beginning.

PARCEL 4: (15-33-251-007)

Beginning at a point which is South 0°00'42" West along the center Section line 1548.84 feet and South 89°59'18" East 601.21 feet from the North Quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, said point also being the Northwest corner of the building and running thence North 89°59'30" East 477.40 feet, thence South 00°00'30" East 29.69 feet, thence South 89°59'30" West 5.40 feet, thence South 00°00'30" East 40.20 feet, thence North 89°59'30" East 5.40 feet, thence South 00°00'30" East 71.80 feet, thence South 89°59'30" West 56.00 feet, thence South 00°00'30" East 84.00 feet, thence South 89°59'30" West 85.00 feet, thence North 00°00'30" West 28.00 feet, thence South 89°59'30" West 126.20 feet, thence North 00°00'30" West 5.40 feet, thence South 89°59'30" West 82.20 feet, thence South 00°00'30" East 5.40 feet, thence South 89°59'30" West 128.00 feet, thence North 00°00'30" West 57.85 feet, thence North 89°59'30" East 8.40 feet, thence North 00°00'30" West 26.20 feet, thence South 89°59'30" West 2.80 feet, thence North 00°00'30" West 29.75 feet, thence North 89°59'30" East 2.80 feet, thence North 00°00'30" West 26.20 feet, thence South 89°59'30" West 8.40 feet, thence North 00°00'30" West 57.69 feet to the point of beginning.

PARCEL 5: (15-33-251-008 & 15-33-251-011)

Beginning at a point on the North line of 3800 South Street which is 396 feet North 89°56'00" East along the Quarter Section line and North 30.00 feet from the center of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 630.31 feet (measured North 0°00'44" East 630.36 feet to a point on the South line of that property defined by a Special Warranty Deed found in Book 9555, Page 7461), thence East 253.08 feet (measured North 89°57'20" East 252.93 feet along said line to a point on the West property line as defined by said Special Warranty Deed), thence South 0°04'00" East 630.01 feet along an existing fence to the North right of way line of 3800 South Street (measured the following three calls as defined by said Special Warranty Deed South 0°04'00" East 330.16 feet, thence East 1.11 feet, thence South 0°04'00" East 300.83 feet), thence South 89°56'00" West 253.81 feet (measured 254.10 feet) along the North line of 3800 South Street to the point of beginning.

PARCEL 6: (15-33-251-009)

Beginning at a point 660 feet West along the Quarter Section line and North 00°04'00" West 329.969 feet from the Southeast corner of the Southwest Quarter of the Northeast Quarter of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence West 12.8 feet, thence North 00°04'00" West 330.016 feet, thence North 89°56'00" East 12.8 feet, thence South 00°04'00" East 330.031 feet to the point of beginning.

PARCEL 7: (15-33-251-010)

Beginning at the Southeast corner of the Southwest Quarter of the Northeast Quarter of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 40

rods, thence West 40 rods, thence South 20 rods, thence West 11.69 feet, more or less, to the Northeast corner of that property shown in Quit Claim Deed recorded May 16, 2001, as Entry No. 7897248, in Book 8457, Page 5615, thence along the East line of said property South 0°04' West 330.014 feet, thence East 672.175 feet to the point of beginning.

LESS AND EXCEPTING that portion of subject property disclosed by that certain Special Warranty Deed recorded March 8, 2007, as Entry No. 10027042, in Book 9432, Page 6021, being described as follows:

Commencing at the East Quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Meridian, thence North 89°48'37" West 1322.05 feet along Quarter Section line to the point of beginning, thence continuing North 89°48'37" West 442.96 feet, thence North 00°11'23" East 25.00 feet, thence North 89°48'37" West 229.16 feet, thence North 00°14'55" East 15.00 feet, thence South 89°48'36" East 672.15 feet, thence South 00°15'23" West 40.00 feet to the point of beginning.

PARCEL 8: (15-33-276-005)

Beginning at a point South 89°56' West along the Quarter Section line 1273.985 feet and North 0°04' West 33.00 feet and North 0°05'58" West 525.48 feet from the East Quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence West 47.09 feet, thence North 278.46 feet, thence East 48.12 feet, thence South 0°12'42" West 278.46 feet to the point of beginning.

PARCEL 9: (15-33-276-007)

Beginning at a point on the North right of way line of 3800 South Street, said point being South 89°56' West along the Quarter Section line 1273.985 feet and North 0°04' West 40.00 feet from the East Quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence South 89°56' West along said North right of way line 48.00 feet, thence North 518.54 feet, thence East 47.09 feet, thence South 0°05'58" East 518.48 feet to the point of beginning.

PARCEL 10: (15-33-276-009)

Beginning on the West right of way and non-access line of State Freeway Project I-215 at a point which is South 89°56' West along the Quarter Section line 1076.295 feet and North 0°04' West 33.00 feet and North 3°35'13" West 805.29 feet from the East Quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and meridian, and running thence North 3°35'13" West along said right of way and non-access line 553.785 feet, thence North 6°34'37" West along said right of way and non-access line 431.80 feet, thence North 17°00'58" West along said right of way and non-access line 239.87 feet to a point on a 768.83 foot radius curve to the left, the center of which bears South 67°31'22" West from said point, thence Northwesterly along said right of way and non-access line and the arc of said curve 92.67 feet to a point on the West line of the East half of the Northeast Quarter of said Section 33, thence South along said West line 1294.16 feet, thence East 195.31 feet to the point of beginning.

LESS AND EXCEPTING the following tract conveyed to West Valley City by that certain Special Warranty Deed and Reservation of Easement recorded June 9, 2011 as Entry No. 11196032, in Book 9929, Page 9086, of Official Records and described as follows:

A parcel of land in fee affecting Tax ID No. 15-33-276-003 for the purpose of constructing thereon a roadway known as Project No. S-I215(139), being part of an entire tract of property situate in the Northeast Quarter of the Northeast Quarter and the Southeast Quarter of the Northeast Quarter of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian. The boundary of said parcel of land is described as follows:

Beginning at Southeast corner of said entire tract, which is 1124.86 feet South $89^{\circ}56'00''$ West along the South line of said Northeast Quarter of Section 33 and 837.05 feet North $00^{\circ}04'00''$ West from the East Quarter corner of said Section 33, said point also being 145.05 feet perpendicularly distant Westerly from the centerline of the I-215 Alignment of Project No. S-I215(139), opposite Engineer Station 355+95.62, and running thence North $89^{\circ}59'46''$ West along the South line of said entire tract 11.74 feet, thence North $02^{\circ}05'08''$ West 148.15 feet to a point of tangency with a 6984.50 foot radius curve to the left, thence Northerly 663.89 feet along the arc of said curve to a point of tangency with a 1397.00 foot radius compound curve to the left, thence Northerly along the arc of said curve, a distance of 169.62 feet to the beginning of the new non-access line to be established by said Special Warranty Deed and Reservation of Easement at a point 188.87 feet perpendicularly distant Westerly from the centerline of the I-215 South Alignment of said Project No. S-I215(139), opposite Engineer Station 365+76.05, thence continuing along said new non-access line to be established by said Special Warranty Deed and Reservation of Easement and the arc of said curve 268.00 feet to the West line of said entire tract, thence departing said new non-access line North $00^{\circ}00'14''$ East along said West line 69.16 feet to the Easterly line of said entire tract which point is also the existing Westerly right of way and non-access line to be abandoned by said Special Warranty Deed and Reservation of Easement, Interstate Highway I-215, known as Project No. I-215-9(6)297, said point being 260.09 feet perpendicularly distant Westerly from the centerline of the I-215 South Alignment of said Project No. I-215-9(6)297, opposite Engineer Station 369+02.20, and a point on a 774.72 foot radius curve to the right, (Note: radius bears South $60^{\circ}25'47''$ West), thence along said Westerly right of way and non-access line to be abandoned by said Special Warranty Deed and Reservation of Easement the following five (5) courses: (1) Southeasterly along the arc of said curve 1.62 feet to a point on a 768.83 foot radius curve to the right, (Note: radius bears South $60^{\circ}33'44''$ West), thence (2) Southeasterly along the arc of said curve 93.41 feet, thence (3) South $17^{\circ}08'55''$ East 239.87 feet, thence (4) South $06^{\circ}35'15''$ East, 431.82 feet, thence (5) South $03^{\circ}35'13''$ East 553.96 feet to the point of beginning.

PARCEL 11: (15-33-276-010)

Beginning at a point on the West right of way and non-access line of State Freeway Project I-215, said point being South $89^{\circ}56'$ West along the Quarter Section line 1076.295 feet and North $0^{\circ}04'$ West 33.00 feet and North $3^{\circ}35'13''$ West 526.29 feet from the East Quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence West 165.68 feet, thence North $0^{\circ}12'42''$ East 278.46 feet, thence East 147.19 feet to the West right of way line and non-access line of State Highway Project I-215, thence South $3^{\circ}35'13''$ East along said right of way line 279.00 feet to the point of beginning.

LESS AND EXCEPTING the following tract conveyed to West Valley City by that certain Special Warranty Deed and Reservation of Easement recorded June 9, 2011, as Entry No. 11196032, in Book 9929, Page 9086 of Official Records and described as follows:

A parcel of land in fee affecting Tax Id No. 15-33-276-006 for the purpose of constructing thereon a roadway known as Project No. S-I215(139), being part of an entire tract of property situate in the Southeast Quarter of the Northeast Quarter of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian. The boundary of said parcel of land is described as follows:

Beginning at Southeast corner of said entire tract which is 1107.76 feet South 89°56'00" West along the South line of said Northeast Quarter of Section 33, and 559.07 feet North 00°04'00" West from the East Quarter corner of said Section 33, said point also being 145.07 feet perpendicularly distant Westerly from the centerline of the I-215 Alignment of Project No. S-I215(139), opposite Engineer Station 353+17.11, and running thence North 89°59'46" West along the South line of said entire tract 19.04 feet, thence North 02°05'08" West 278.14 feet to the North line of said entire tract, thence South 89° 59'46" East along said North line 11.74 feet to the East line of said entire tract, which is a point 145.05 feet perpendicularly distant Westerly from the centerline of the I-215 South Alignment of said Project No. S-I215(139), opposite Engineer Station 355+95.62, thence South 03°35'13" East along said East line 278.50 feet to the point of beginning.

PARCEL 12: (15-33-276-011)

Beginning at a point on the West right of way line and non-access line of State Freeway Project I-215 and on the North right of way line of 3800 South Street, said point being South 89°56' West along the Quarter Section line 1076.295 feet and North 0°04' West 33.00 feet and North 3°35'13" West 7.01 feet from the East Quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence South 89°56' West along said North right of way line 197.28 feet, thence North 0°05'58" West 518.48 feet, thence East 165.68 feet to the West right of way line and non-access line of State Highway Project I-215, thence South 3°35'13" East along said right of way line 519.28 feet to the point of beginning.

LESS AND EXCEPTING the following tract conveyed to West Valley City by that certain Special Warranty Deed and Reservation of Easement recorded June 9, 2011, as Entry No. 11196032, in Book 9929, Page 9086, of Official Records and described as follows:

A parcel of land affecting Tax ID No. 15-33-276-008 in fee for the purpose of constructing thereon a roadway known as Project No. S-I215(139), being part of an entire tract of property situate in the Southeast Quarter of the Northeast Quarter of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian. The boundary of said parcel of land is described as follows:

Beginning at the Southeast corner of said entire tract, which is 1075.40 feet South 89°56'00" West along the South line of said Northeast Quarter of Section 33 and 33.00 feet North 00°04'00" West and 7.01 feet North 03°35'13" West from the East Quarter corner of said Section 33, said point also being the intersection of the Westerly right of way and non-access line of I-215 and the Northerly right of way of 3800 South Street which point is 145.11 feet perpendicularly distant Westerly from the centerline of the I-215 Alignment of Project No. S-I215(139), opposite Engineer Station 347+97.06, and running thence South 89°56'00" West 62.33 feet along the South line of

said entire tract, thence North 35°54'57" East 48.14 feet, thence North 02°05'08" West 480.43 feet, thence South 89°59'46" East 19.04 feet to the East line of said entire tract, which point is 145.07 feet perpendicularly distant Westerly from the centerline of the I-215 South Alignment of said Project No. S-I215(139), opposite Engineer Station 353+17.11, thence South 03°35'13" East along said East line 520.05 feet to the point of beginning.

PARCEL 13: (15-33-201-013)

A parcel of land situate in the West half of the Northeast Quarter of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, the boundaries of said parcel of land are described as follows:

Beginning at a point which is 821.85 feet South 89°58'40" East along the Section line and 1026.09 feet South from the North Quarter corner of said Section 33 and running thence North 89°55'52" East 43.40 feet, thence North 25.62 feet, thence East 16.86 feet, thence North 56.05 feet, thence East 23.58 feet, thence North 6.25 feet, thence East 49.92 feet, thence South 21.34 feet, thence South 45°00'00" East 27.88 feet, thence North 45°00'00" East 12.91 feet, thence East 17.72 feet, thence North 19.52 feet, thence East 56.33 feet, thence South 21.28 feet, thence East 19.42 feet, thence North 38.03 feet, thence East 50 feet, thence North 4.75 feet, thence East 53.67 feet, thence South 12.50 feet, thence East 45.25 feet, thence South 12.75 feet, thence South 89°38'39" East 52.97 feet, thence South 54.92 feet, thence West 13.76 feet, thence South 10.67 feet, thence East 25.63 feet, thence South 98.83 feet, thence West 25.63 feet, thence South 7.58 feet, thence East 18.30 feet, thence South 00°01'49" East 55.86 feet, thence West 47.03 feet, thence South 12.05 feet, thence West 94.33 feet, thence North 12.08 feet, thence West 52 feet, thence North 17.39 feet, thence West 10.42 feet, thence South 19.22 feet, thence West 49 feet, thence North 7.83 feet, thence West 47.00 feet, thence North 15.83 feet, thence West 4.78 feet, thence South 89°48'52" West 19.98 feet, thence South 00°11'08" East 18.45 feet, thence West 29.33 feet, thence North 00°15'05" East 60.71 feet, thence North 89°57'42" West 77.74 feet, thence North 26.22 feet, thence West 31.67 feet, thence North 00°22'40" East 66.04 feet to the point of beginning.

PARCEL 14:

Benefits, if any, accruing pursuant to the following:

Covenants, Conditions, Restrictions, Easements, and assessments, if any, recorded March 18, 1976 as Entry no. 2795779, in Book 4139, Page 88, of Official Records.

Construction, Operation and Reciprocal Easement Agreement, recorded July 17, 2006, as Entry No. 9784299, in Book 9322, Page 7622, of Official Records,

First Amendment To Construction, Operation and Reciprocal Easement Agreement, recorded June 30, 2009, as Entry No. 10744097, in Book 94761, Page 6810, of Official Records.

Amendment To Construction, Operation and Reciprocal Easement Agreement, recorded June 9, 2011, as Entry No. 11196035, in Book 99219, Page 9110, of Official Records.

Declaration of Easements and Restrictions, recorded January 7, 2010, as Entry No., 10874704, in Book 9795, Page 1537, of Official Records.

Reciprocal Easement Agreement and Affidavit, recorded January 7, 11, 2010, as Entry No. 10875986, in Book 9705, Page 8075 of Official Records.

Reciprocal Easement Agreement, recorded January 7, 2010, as Entry No. 10874705, in Book 9795, in Page 1629, of Official Records.

Reciprocal Easement Agreement and Affidavit, recorded January 11, 2010, as Entry No. 10875986, in Book 9795, Page 8075, of Official Records.

Tax ID: 15-33-201-014, 15-33-201-006, 15-33-201-012-2000, 15-33-201-012-2001, 15-33-251-007, 15-33-251-008, 15-33-251-011, 15-33-251-009, 15-33-251-010, 15-33-276-005, 15-33-276-007, 15-33-276-009, 15-33-276-010, 15-33-276-011, and 15-33-201-013

EXHIBIT B

LEGAL DESCRIPTION OF COSTCO PARCELS

PARCEL A:

Beginning at a point on the West right of way and non-access line of State Freeway Project 1-215, said point being S. 89°56' W. along the quarter section line 1076.295 feet and N. 00°04' W., 33.00 feet and N. 03°35'13" W., 526.29 feet from the East quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian; and running thence West 165.68 feet; thence N. 00°12'42" E., 278.46 feet; thence East 147.19 feet to the West right of way line and non-access line of State Highway Project 1-215; thence S. 03°35'13" E. along said right of way line 279.00 feet to the point of beginning.

Less and excepting the following:

A parcel of land in fee affecting Tax. ID. No. 15-33-276-006 for the purpose of constructing thereon a roadway known as Project No. S-I215(139), being part of an entire tract of property situate in the SE1/4NE1/4 of Section 33, T. 1 S, R. 1 W, S.L.B. & M. The boundary of said parcel of land is described as follows:

Beginning at southeast corner of said entire tract, which is 1,107.76 ft. S. 89°56'00" W. along the south line of said NE1/4 of Section 33, and 559.07 ft. N. 00°04'00" W., from the East Quarter corner of said Section 33, said point also being 145.07 ft. perpendicularly distant westerly from the centerline of the I-215 Alignment of Project No. S-I215(139), opposite Engineer station 353+17.11; and running thence N. 89°59'46" W., along the south line of said entire tract 19.04 ft.; thence N. 02°05'08" W., 278.14 ft. to the north line of said entire tract; thence S. 89°59'46" E., along said north line 11.74 ft. to the east line of said entire tract, which is a point 145.05 ft. perpendicularly distant westerly from the centerline of the 1-215 South Alignment of said Project No. S-I215(139), opposite Engineer station 355+95.62; thence S. 03°35'13" E., along said east line 278.50 ft. to the point of beginning.

PARCEL B:

Beginning at a point on the West right of way line and non-access line of State Freeway Project 1-215 and on the North right of way line of 3800 South Street, said point being S. 89°56' West along the quarter section line 1076.295 feet and N. 00°04' W., 33.00 feet and N. 03°35'13" W., 7.01 feet from the East quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence S. 89°56' W. along said North right of way line 197.28 feet; thence N. 05'58" W., 518.48 feet; thence East 165.68 feet to the West right of way line and non-access line of State Highway Project 1-215; thence S. 03°35'13" E. along said right of way line 519.28 feet to the point of beginning.

Less and excepting the following:

A parcel of land affecting Tax ID. No. 15-33-276-008 in fee for the purpose of constructing thereon a roadway known as Project No. S-I215(139), being part of an entire tract of property situate in the SE1/4NE1/4 of Section 33, T. 1 S, R. 1 W, S.L.B. & M. The boundary of said parcel of land is described as follows:

Beginning at the southeast corner of said entire tract, which is 1,075.40 ft. S. 89°56'00" W. along the south line of said NE1/4 of Section 33, and 33.00 ft. N. 00°04'00" W. and 7.01 ft. N. 03°35'13" W., from the East Quarter corner of said Section 33, said point also being the intersection of the westerly right of way and non-access line of I-215 and the northerly right of way of 3800 South Street, which point is 145.11 ft. perpendicularly distant westerly from the centerline of the I-215 Alignment of Project No. S-I215(139), opposite Engineer station 347+97.06; and running thence S. 89°56'00" W., 62.33 ft. along the south line of said entire tract; thence N. 35°54'57" E., 48.14 ft.; thence N. 02°05'08" W., 480.43 ft.; thence S. 89°59'46" E., 19.04 ft. to the east line of said entire tract, which point is 145.07 ft. perpendicularly distant westerly from the centerline of the I-215 South Alignment of said Project No. S-I215(139), opposite Engineer station 353+17.11; thence S. 03°35'13" E., along said east line 520.05 ft. to the point of beginning.

PARCEL C:

Beginning at a point South 89°56' West along the quarter section line 1273.985 feet and North 0°04' West 33.00 feet and North 0°05'58" West 525.48 feet from the East quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian; and running thence West 47.09 feet, thence North 278.46 feet; thence East 48.12 feet; thence South 0°12'42" West 278.46 feet to the point of beginning.

PARCEL D:

Beginning at a point on the North right of way line of 3800 South Street, said point being South 89°56' West along the quarter section line 1273.985 feet and North 0°04' West 40.00 feet from the East quarter corner of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence South 89°56' West along said North right of way line 48.00 feet, thence North 518.54 feet; thence East 47.09 feet, thence South 0°05'58" East 518.48 feet to the point of beginning.

PARCEL E

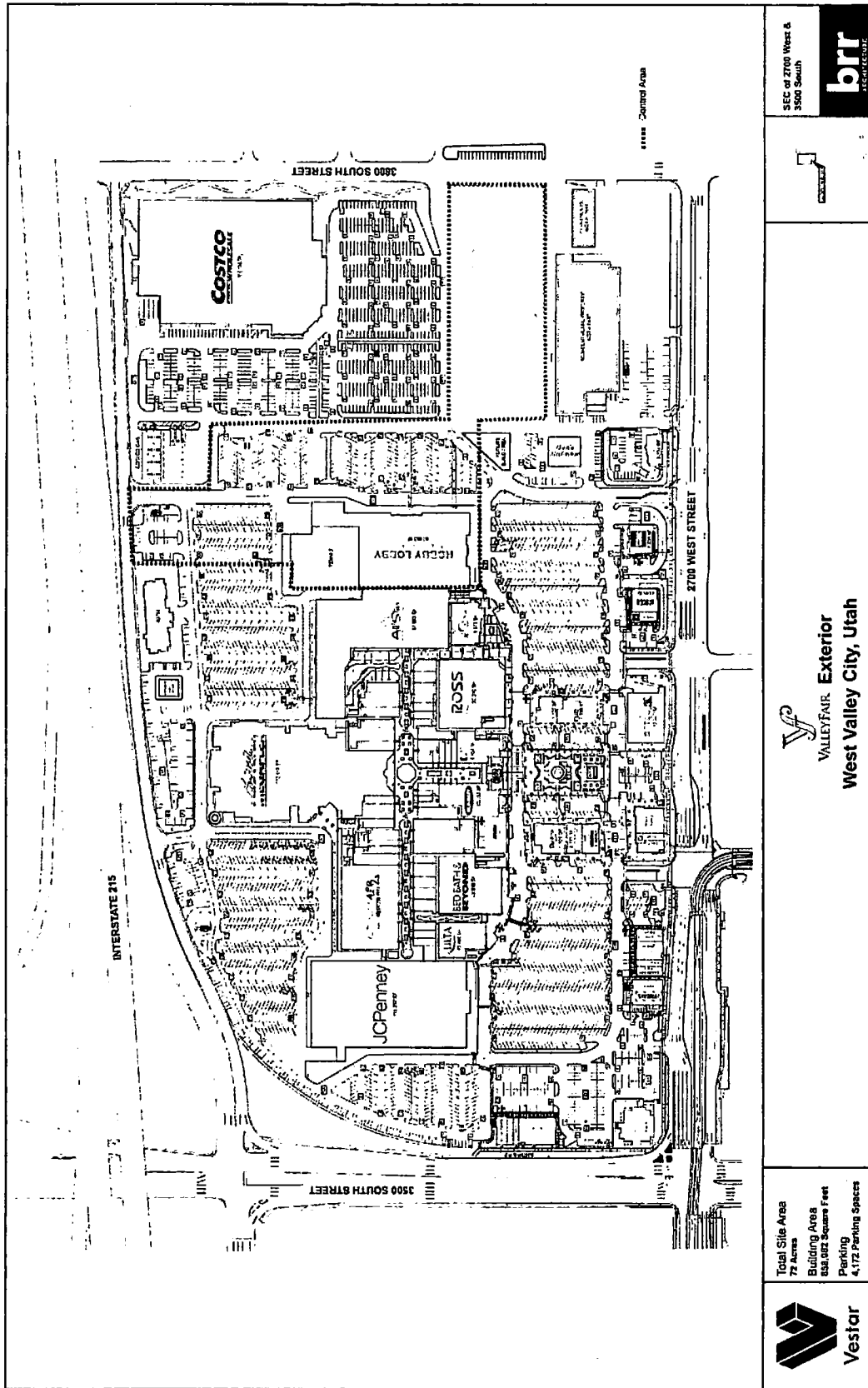
Beginning at the Southeast corner of the Southwest quarter of the Northeast quarter of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian; and running thence North 40 rods; thence West 40 rods; thence South 20 rods; thence West 11.69 feet, more or less, to the Northeast corner of that property shown in Quit Claim Deed recorded May 16, 2001, as Entry No. 7897248, in Book 8457, at Page 5615; thence along the East line of said property South 0°04' West 330.014 feet; thence East 672.175 feet to the point of beginning.

PARCEL F:

Beginning at a point 660 feet West along the quarter section line and North 00°04'00" West 329.969 feet from the Southeast corner of the Southwest quarter of the Northeast quarter of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian; and running thence West 12.8 feet; thence North 00°04'00" West 330.016 feet; thence North 89°56'00" East 12.8 feet; thence South 00°04'00" East 330.031 feet to the point of beginning.

EXHIBIT C

SITE PLAN



SEC of 2700 West &
3500 South



ValleyFair Exterior
West Valley City, Utah

Total Site Area
72 Acres
Building Area
651,000 Square Feet
Parking
4,172 Parking Spaces



CLARK HILL

PLC

CHECK REQUEST

Instructions and Required Actions: Complete all sections and forward to Accounting-Payables with original or copy of invoice(s). (Note: Certain check requests require PGL and/or Financial Operations Manager approval. See Policy on the subject of Client Disbursements.)

Requestor and Business Purpose Information

Name of Individual Requesting Check Christian Trambley (print name of member or employee)

Office Location Phoenix/Scottsdale

Return Check To: _____ (print name of member or employee)

Business Reason For Check Request: Filing of 3rd Amendment to COREA (Valley Fair Mall) with Salt Lake Co

Check One and Provide Required Coding

: Client Disbursement – Enter Disbursement Code: 35 (This is obtained from the Client Disbursement Code list on page two of this form.)

OR

: Firm – Complete sections A and C below

A. Payee Information – General

Today's Date: 12/20/2018

Date/Time check required: 12/20/2018 @ Noon

Amount and Payment:

Clark Hill Account: Amount \$ 71.00

< \$150 one-time payment – no W-9 required

Payee: Salt Lake County Recorder

Additional Information: Filing of 3rd Amendment to COREA (Valley Fair Mall) with Salt Lake Co

B. Client Disbursement Information and Approvals

Client #: 56837 Client Name: Vestar

Matter #: 329556 Matter Name: Valley Fair Mall - Hotel Pad Sale

Required Approvals: (See table on page two of this form for required approvals/signature)

Sign: Christian Trambley Date: 12/20/2018

Print Name: Christian A. Trambley

C. Firm Expense Approvals

Standard Authorizations *

Sign: _____ Date: _____

Print Name: _____

*See Standard Authorization Table (provided in Outlook folder)