

RECORDING REQUESTED BY:
WHEN RECORDED MAIL TO:

Daybreak Communities LLC
11248 Kestrel Rise Road, Suite 201
South Jordan, UT 84009
Attention: Scott R. Kaufmann

13170793
1/15/2020 1:06:00 PM \$56.00
Book - 10885 Pg - 2209-2220
RASHELLE HOBBS
Recorder, Salt Lake County, UT
OLD REPUBLIC TITLE DRAPER/OREM
BY: eCASH, DEPUTY - EF 12 P.

Above Space for Recorder's Use

**PARTIAL ASSIGNMENT AND ASSUMPTION
OF MASTER DEVELOPMENT AGREEMENT**

THIS PARTIAL ASSIGNMENT AND ASSUMPTION OF MASTER DEVELOPMENT AGREEMENT (“**Agreement**”) is made as of January 15, 2020, by and between **VP DAYBREAK INVESTCO 1 LLC**, a Utah limited liability company (“**Assignor**”), and **VP DAYBREAK DEVCO LLC**, a Delaware limited liability company (“**Assignee**”); individually, a “**Party**”, and collectively, the “**Parties**”.

RECITALS

- A.** VP Daybreak Investco 1 LLC, a Utah limited liability company (“**Seller**”), has entered into that certain Purchase and Sale Agreement with Assignee dated as of January 9, 2020 (“**Purchase Agreement**”) regarding the purchase and sale of certain real property located in the City of South Jordan, County of Salt Lake, State of Utah, as more particularly described in Exhibit A attached hereto and incorporated herein (“**Property**”). The Property is within a planned development known as the “**Kennecott Master Subdivision #1 Project**” (“**Project**”).
- B.** The Property and the Project are subject to that certain Master Development Agreement for the Kennecott Master Subdivision #1 Project dated March 18, 2003, by and between OM Enterprises Company, a Utah corporation (“**OME**”), and South Jordan City, a Utah municipal corporation (“**City**”), which was recorded on March 26, 2003 in the Salt Lake County Recorder's Office as Instrument No. 8581557 (as amended, supplemented and assigned from time to time, collectively, the “**MDA**”).
- C.** Assignor is the successor in interest to OME's rights and obligations as “**Master Developer**” under the MDA with respect to the Property.
- D.** In connection with the conveyance of the Property by Seller to Assignee, Assignor desires to assign certain rights and to delegate certain of its obligations under the MDA, to the extent they relate to the Property, to Assignee, and Assignee desires to accept such assignment and delegation.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as set forth below.

- 1. ASSIGNMENT OF MDA.** Pursuant to Section 11 of the MDA, Assignor (as “**Master Developer**” thereunder) hereby assigns to Assignee (as “**Developer**” thereunder) all of its rights under the MDA with respect to the Property including, without limitation, (a) all rights to develop the Property in

the manner set forth in the MDA; and (b) all impact fee credits and/or reimbursements relative to the Property and accruing to the owner thereof under the MDA after the date hereof, if any (“Assignment”), subject, however, to the following:

1.1 As set forth in **Section 11(b)(2)** of the MDA, Assignee shall not in each case without the prior written consent of Assignor, which may be granted or withheld in Assignor’s sole and absolute discretion:

- (i) submit any design guidelines to the City with respect to the Property, and/or propose any amendments, modifications or other alterations to any design guidelines previously submitted by Assignor to the City with respect to the Property;
- (ii) process any preliminary or final subdivision plats or site plans for the Property, and/or propose any amendments, modifications or other alterations of any approved final subdivision plats and/or site plans procured by Assignor for the Property; or
- (iii) propose any amendments, modifications or other alterations to the MDA.

1.2 Assignee acknowledges that the City has agreed (pursuant to **Section 11(b)(2)** of the MDA) not to accept or process any of the foregoing matters from Assignee unless the matter has been previously approved by Assignor.

2. DELEGATION AND ASSUMPTION. Assignor hereby delegates to Assignee all of its obligations under the MDA to the extent such obligations relate to the Property and Assignee hereby accepts such delegation. Assignee hereby assumes, agrees to be bound by, and agrees to perform all such obligations under the MDA as the same specifically relate to the Property, including, without limitation, the indemnification obligation of Assignor with respect to the Property set forth in **Section 8(c)** of the MDA.

3. RETAINED RIGHTS. Assignor retains all rights under the MDA to modify, amend or terminate the MDA with respect to all other areas within the Project excluding the Property; provided, however, that Assignor shall not modify or alter the MDA in a manner which would materially interfere with Assignee’s rights under the MDA with respect to the Property without Assignee’s prior written consent, which shall not be unreasonably withheld or delayed. Assignee acknowledges and agrees that all matters regarding the Project (excluding the Property) and the development thereof shall be determined by Assignor in its sole and absolute discretion and Assignee shall have no interest or right to participate therein.

4. COOPERATION. The Parties hereto agree to cooperate with each other in carrying out the purpose and intent of this Agreement, including cooperating to obtain the consent of the City Council to the delegation of duties under the MDA described above.

6. GOVERNING LAW. This Agreement shall be governed by and construed under the laws of the State of Utah without regard to choice of law rules.

7. SUCCESSORS AND ASSIGNS. Each and all of the covenants and conditions of this Agreement will inure to the benefit of and be binding upon the successors in interest of Assignor and the successors, heirs, representatives and assigns of Assignee. As used in this Section, “successors” means

successors to the Parties' interest in the Property, successors to all or substantially all of the Parties' assets, and successors by merger or consolidation.

8. ATTORNEYS' FEES. If any action, arbitration, judicial reference or other proceeding is instituted between Assignor and Assignee in connection with this Agreement, the losing Party shall pay to the prevailing Party a reasonable sum for attorneys' and experts' fees and costs actually incurred (based on such attorneys normal and customary hourly rates for services actually rendered) in bringing or defending such action or proceeding and/or enforcing any judgment granted therein, all of which shall be deemed to have accrued upon the commencement of such action or proceeding and shall be paid whether or not such action or proceeding is prosecuted to final judgment.

9. SEVERABILITY. If any phrase, clause, sentence, paragraph, section, article or other portion of this Agreement is held by any court of competent jurisdiction to be illegal, null or void or against public policy, the remaining portions of this Agreement will not be affected thereby and will remain in force and effect to the fullest extent permissible by law.

10. ENTIRE AGREEMENT. This Agreement constitutes the entire agreement between the Parties pertaining to the subject matter of this Agreement, and all prior and contemporaneous agreements, representations, negotiations and understandings of the Parties, oral or written, are hereby superseded and merged herein. No modification, waiver, amendment, discharge or change of this Agreement shall be valid unless it is in writing and signed by the Party against which the enforcement of such modification, waiver, amendment, discharge or change is or may be sought.

11. COUNTERPARTS. This Agreement may be executed in counterparts, each of which, when taken together, will constitute a fully executed original.

[Signatures on Next Page]

[Partial Assignment and Assumption of MDA – Assignor’s Signature Page]

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date first written above.

ASSIGNOR:

VP DAYBREAK INVESTCO 1 LLC,
a Utah limited liability company

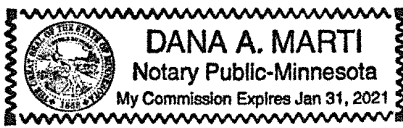
By 
Name: Brendan Bosman
Title: President


ACKNOWLEDGMENT

STATE OF Minnesota)
) SS.
COUNTY OF Hennepin)

On January 10, 2020, personally appeared before me, a Notary Public, Brendan Bosman, the President of VP DAYBREAK INVESTCO 1 LLC, a Utah limited liability company, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of VP DAYBREAK INVESTCO 1 LLC, a Utah limited liability company.

WITNESS my hand and official Seal.




Notary Public in and for said State

My commission expires: 1 / 31 / 2021

[SEAL]

[Signatures Continue on Next Page]

[Partial Assignment and Assumption of MDA – Assignee’s Signature Page]

ASSIGNEE:

VP DAYBREAK DEVCO LLC,
a Delaware limited liability company

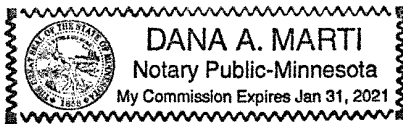
By *Brendan Bosman*
Name: Brendan Bosman
Title: President

ACKNOWLEDGMENT

STATE OF Minnesota)
) SS.
COUNTY OF Hennepin)

On January 10, 2020, personally appeared before me, a Notary Public, Brendan Bosman, the President of VP DAYBREAK DEVCO LLC, a Delaware limited liability company, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of VP DAYBREAK DEVCO LLC, a Delaware limited liability company.

WITNESS my hand and official Seal.



Dana Marti
Notary Public in and for said State

My commission expires: 1 / 31 / 2021

[SEAL]

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

PARCEL 1: (TPN 10 - West Road Dedication Plat Parcel OO - 26-22-328-001)

Beginning at a point that lies South 89°56'03" East 2692.863 feet along the Daybreak Baseline South (Being South 89°56'03" East 21225.293 feet between the Southwest Corner of Section 22, T3S, R2W and the Southeast Corner of Section 19, T3S, R1W) and North 1030.274 feet from the Southwest Corner of Section 22, Township 3 South, Range 2 West, Salt Lake Base and Meridian and running thence North 71°45'46" West 809.542 feet to a point on a 230.000 foot radius tangent curve to the left, (radius bears South 18°14'14" West, Chord: North 79°08'42" West 59.103 feet); thence along the arc of said curve 59.267 feet through a central angle of 14°45'51"; thence North 00°57'15" West 646.535 feet; thence South 89°02'45" West 11.500 feet to a point on a 318.500 foot radius non tangent curve to the left, (radius bears South 89°02'45" West, Chord: North 05°25'28" West 49.649 feet); thence along the arc of said curve 49.700 feet through a central angle of 08°56'26"; thence North 09°53'41" West 113.062 feet to a point on a 981.500 foot radius tangent curve to the right, (radius bears North 80°06'19" East, Chord: North 03°31'18" West 217.896 feet); thence along the arc of said curve 218.346 feet through a central angle of 12°44'46"; thence North 16°01'15" East 14.561 feet to a point on a 34.500 foot radius tangent curve to the right, (radius bears South 73°58'45" East, Chord: North 69°39'37" East 55.566 feet); thence along the arc of said curve 64.597 feet through a central angle of 107°16'45" to a point of reverse curvature with a 509.500 foot radius tangent curve to the left, (radius bears North 33°17'59" East, Chord: South 58°39'27" East 34.803 feet); thence along the arc of said curve 34.810 feet through a central angle of 03°54'52"; thence South 29°23'07" West 17.500 feet to a point on a 527.000 foot radius non tangent curve to the left, (radius bears North 29°23'07" East, Chord: South 64°43'08" East 75.432 feet); thence along the arc of said curve 75.497 feet through a central angle of 08°12'29"; thence South 68°49'22" East 779.106 feet to a point on a 230.000 foot radius tangent curve to the left, (radius bears North 21°10'38" East, Chord: South 77°31'41" East 69.622 feet); thence along the arc of said curve 69.890 feet through a central angle of 17°24'38" to a point of compound curvature with a 230.000 foot radius non tangent curve to the left, (radius bears North 83°04'55" East, Chord: South 16°49'13" East 79.106 feet); thence along the arc of said curve 79.502 feet through a central angle of 19°48'17"; thence South 26°43'22" East 140.236 feet to a point on a 170.000 foot radius tangent curve to the right, (radius bears South 63°16'38" West, Chord: South 09°09'45" East 102.580 feet); thence along the arc of said curve 104.204 feet through a central angle of 35°07'13"; thence South 08°23'51" West 185.574 feet; thence South 15°08'46" West 491.514 feet to the point of beginning.

PARCEL 2: (TPN 11 - West Road Dedication Plat Parcel II - 26-22-404-001)

Beginning at a point being 60.000 feet perpendicularly distant Westerly from the West Line of Lot C-102 of the Daybreak Village 8, Village 9 & Village 13 School Sites Subdivision, said point lies South 89°56'03" East 3153.218 feet along the Daybreak Baseline South (Being South 89°56'03" East 21225.293 feet between the Southwest Corner of Section 22, T3S, R2W and the Southeast Corner of Section 19, T3S, R1W) and North 879.115 feet from the Southwest Corner of Section 22, Township 3 South, Range 2 West, Salt Lake Base and Meridian and running thence North 71°45'46" West 424.615 feet; thence North 15°08'46" East 343.196 feet; thence North 09°26'08" East 20.100 feet; thence North 15°08'46" East 151.996 feet; thence North 08°23'51" East 172.092 feet to a point on a 230.000 foot radius tangent curve to the left, (radius bears North 81°36'09" West, Chord: North 04°49'23" West 105.203 feet); thence along the arc of said curve 106.142 feet through a central angle of 26°26'29" to a point of reverse curvature with a 170.000 foot radius non tangent curve to the right, (radius bears South 13°12'34" East, Chord: North 87°35'38" East 63.730 feet); thence along the arc of said curve 64.109 feet through a central angle of 21°36'25"; thence South 81°36'09" East 350.730 feet; thence South 80°19'13" East 71.151 feet; thence

South 09°40'47" West 15.585 feet to a point on a 170.000 foot radius tangent curve to the right, (radius bears North 80°19'13" West, Chord: South 12°24'46" West 16.213 feet); thence along the arc of said curve 16.219 feet through a central angle of 05°27'59" to said perpendicularly distant line; thence along said perpendicularly distant line South 15°08'46" West 843.370 feet to the point of beginning.

PARCEL 3: (TPN 13 - West Road Dedication Plat Parcel T - 26-22-437-001)

Beginning at a point on the West Line of Daybreak Village 8 Plat 3 subdivision, said point lies South 89°56'03" East 4709.691 feet along the Daybreak Baseline South (Being South 89°56'03" East 21225.293 feet between the Southwest Corner of Section 22, T3S, R2W and the Southeast Corner of Section 19, T3S, R1W) and North 1632.569 feet from the Southwest Corner of Section 22, Township 3 South, Range 2 West, Salt Lake Base and Meridian and running thence along said Daybreak Village 8 Plat 3 South 8.702 feet; thence South 89°49'44" West 70.421 feet to a point on a 477.000 foot radius tangent curve to the right, (radius bears North 00°10'16" West, Chord: North 87°03'54" West 51.695 feet); thence along the arc of said curve 51.720 feet through a central angle of 06°12'45"; thence North 83°57'31" West 622.460 feet to a point on a 175.000 foot radius non tangent curve to the right, (radius bears South 78°40'03" East, Chord: North 20°25'06" East 55.269 feet); thence along the arc of said curve 55.502 feet through a central angle of 18°10'17"; thence North 29°30'14" East 57.089 feet to a point on a 175.000 foot radius tangent curve to the right, (radius bears South 60°29'46" East, Chord: North 34°25'46" East 30.050 feet); thence along the arc of said curve 30.087 feet through a central angle of 09°51'03"; thence North 39°21'17" East 171.628 feet; thence South 51°52'46" East 310.517 feet to a point on a 435.000 foot radius tangent curve to the left, (radius bears North 38°07'14" East, Chord: South 58°38'10" East 102.359 feet); thence along the arc of said curve 102.597 feet through a central angle of 13°30'49"; thence South 65°23'35" East 102.910 feet to a point on a 335.000 foot radius tangent curve to the left, (radius bears North 24°36'25" East, Chord: South 77°53'16" East 144.956 feet); thence along the arc of said curve 146.111 feet through a central angle of 24°59'23"; thence North 89°37'03" East 0.847 feet to the point of beginning.

PARCEL 4: (TPN 14 - West Road Dedication Plat Parcel U - 26-22-403-001)

Beginning at a point being 45.500 feet perpendicularly distant Northerly from the North Line of Lot C-102 of the Daybreak Village 8, Village 9 & Village 13 School Sites Subdivision, said point lies South 89°56'03" East 3918.264 feet along the Daybreak Baseline South (Being South 89°56'03" East 21225.293 feet between the Southwest Corner of Section 22, T3S, R2W and the Southeast Corner of Section 19, T3S, R1W) and North 1693.361 feet from the Southwest Corner of Section 22, Township 3 South, Range 2 West, Salt Lake Base and Meridian and running thence along said perpendicularly distant line North 81°36'09" West 476.399 feet; thence North 09°40'47" East 1.849 feet to a point on a 180.000 foot radius tangent curve to the left, (radius bears North 80°19'13" West, Chord: North 03°43'50" West 83.492 feet); thence along the arc of said curve 84.259 feet through a central angle of 26°49'13"; thence North 17°08'27" West 170.968 feet to a point on a 170.000 foot radius tangent curve to the right, (radius bears North 72°51'33" East, Chord: North 05°23'58" West 69.187 feet); thence along the arc of said curve 69.674 feet through a central angle of 23°28'56"; thence North 06°20'30" East 99.201 feet to a point on a 170.000 foot radius tangent curve to the right, (radius bears South 83°39'30" East, Chord: North 18°10'15" East 69.698 feet); thence along the arc of said curve 70.196 feet through a central angle of 23°39'30"; thence North 30°00'00" East 190.352 feet to a point on a 170.000 foot radius tangent curve to the right, (radius bears South 60°00'00" East, Chord: North 32°08'11" East 12.675 feet); thence along the arc of said curve 12.678 feet through a central angle of 04°16'23"; thence North 34°16'23" East 2.284 feet; thence South 55°43'37" East 403.106 feet to a point on a 165.000 foot radius tangent curve to the right, (radius bears South 34°16'23" West, Chord: South 51°46'06" East 22.781 feet); thence along the arc of said curve 22.800 feet through a central angle of 07°55'01"; thence South 47°48'36" East 91.171 feet to a point on a 535.000 foot radius tangent curve to the left, (radius bears North 42°11'24" East, Chord:

South 48°47'52" East 18.448 feet); thence along the arc of said curve 18.449 feet through a central angle of 01°58'33"; thence South 49°47'09" East 196.178 feet; thence South 39°21'17" West 171.469 feet to a point on a 225.000 foot radius tangent curve to the left, (radius bears South 50°38'43" East, Chord: South 34°25'46" West 38.636 feet); thence along the arc of said curve 38.684 feet through a central angle of 09°51'03"; thence South 29°30'14" West 57.089 feet to a point on a 225.000 foot radius tangent curve to the left, (radius bears South 60°29'46" East, Chord: South 19°27'51" West 78.449 feet); thence along the arc of said curve 78.852 feet through a central angle of 20°04'46" to the point of beginning.

PARCEL 5: (TPN 15 - West Road Dedication Plat Parcel HH - 26-22-402-001)

Beginning at a point that lies South 89°56'03" East 3387.098 feet along the Daybreak Baseline South (Being South 89°56'03" East 21225.293 feet between the Southwest Corner of Section 22, T3S, R2W and the Southeast Corner of Section 19, T3S, R1W) and North 1768.136 feet from the Southwest Corner of Section 22, Township 3 South, Range 2 West, Salt Lake Base and Meridian and running to a point on a 25.000 foot radius non tangent curve to the right, (radius bears North 10°59'14" West, Chord: South 89°20'47" West 8.969 feet); thence along the arc of said curve 9.018 feet through a central angle of 20°40'00"; thence North 80°19'13" West 62.803 feet; thence North 81°36'09" West 351.206 feet to a point on a 212.500 foot radius tangent curve to the left, (radius bears South 08°23'51" West, Chord: South 86°53'47" West 84.739 feet); thence along the arc of said curve 85.311 feet through a central angle of 23°00'08" to a point of reverse curvature with a 25.000 foot radius tangent curve to the right, (radius bears North 14°36'17" West, Chord: South 78°03'54" West 2.329 feet); thence along the arc of said curve 2.330 feet through a central angle of 05°20'23"; thence North 26°43'22" West 131.877 feet to a point on a 170.000 foot radius tangent curve to the right, (radius bears North 63°16'38" East, Chord: North 02°25'23" West 139.914 feet); thence along the arc of said curve 144.198 feet through a central angle of 48°35'58"; thence North 21°52'37" East 698.474 feet; thence South 55°43'37" East 480.606 feet; thence South 34°16'23" West 7.284 feet to a point on a 230.000 foot radius tangent curve to the left, (radius bears South 55°43'37" East, Chord: South 32°08'11" West 17.149 feet); thence along the arc of said curve 17.153 feet through a central angle of 04°16'23"; thence South 30°00'00" West 190.352 feet to a point on a 230.000 foot radius tangent curve to the left, (radius bears South 60°00'00" East, Chord: South 18°10'15" West 94.297 feet); thence along the arc of said curve 94.971 feet through a central angle of 23°39'30"; thence South 06°20'30" West 99.201 feet to a point on a 230.000 foot radius tangent curve to the left, (radius bears South 83°39'30" East, Chord: South 05°23'58" East 93.606 feet); thence along the arc of said curve 94.264 feet through a central angle of 23°28'56"; thence South 17°08'27" East 170.968 feet to a point on a 120.000 foot radius tangent curve to the right, (radius bears South 72°51'33" West, Chord: South 03°43'50" East 55.661 feet); thence along the arc of said curve 56.172 feet through a central angle of 26°49'13"; thence South 09°40'47" West 6.187 feet to the point of beginning.

PARCEL 6: (TPN 21 - West Road Dedication Plat Parcel V - 26-22-436-001)

Beginning at a point on a Northerly Line of Daybreak Village 8 Plat 3 subdivision, said point also being 16.500 feet perpendicularly distant Westerly from the East Line of Lot Z101 of the VP Daybreak Operations-Investments Plat 1 subdivision, said point lies South 89°56'03" East 4713.691 feet along the Daybreak Baseline South (Being South 89°56'03" East 21225.293 feet between the Southwest Corner of Section 22, T3S, R2W and the Southeast Corner of Section 19, T3S, R1W) and North 1695.602 feet from the Southwest Corner of Section 22, Township 3 South, Range 2 West, Salt Lake Base and Meridian and running thence along said Northerly Line South 89°37'03" West 4.000 feet to a point on a 272.061 foot radius non tangent curve to the right, (radius bears North 00°38'43" West, Chord: North 78°01'12" West 118.933 feet); thence along the arc of said curve 119.901 feet through a central angle of 25°15'04"; thence North 65°23'35" West 102.910 feet to a point on a 372.000 foot radius tangent curve to the right, (radius bears North 24°36'25" East, Chord: North 58°38'10" West 87.535 feet); thence along the arc of said curve 87.738 feet through a central angle of 13°30'49"; thence North 51°52'46" West 334.166 feet; thence North

39°21'17" East 2.997 feet; thence North 49°47'09" West 220.191 feet to a point on a 469.000 foot radius tangent curve to the right, (radius bears North 40°12'51" East, Chord: North 48°47'52" West 16.172 feet); thence along the arc of said curve 16.173 feet through a central angle of 01°58'33"; thence North 47°48'36" West 91.171 feet to a point on a 231.000 foot radius tangent curve to the left, (radius bears South 42°11'24" West, Chord: North 51°46'06" West 31.894 feet); thence along the arc of said curve 31.919 feet through a central angle of 07°55'01"; thence North 55°43'37" West 281.802 feet; thence North 57°01'47" West 43.987 feet; thence North 55°43'37" West 77.328 feet; thence North 34°16'23" East 235.056 feet; thence North 30°00'00" East 358.804 feet to a point on a 230.000 foot radius tangent curve to the left, (radius bears North 60°00'00" West, Chord: North 17°15'49" East 101.414 feet); thence along the arc of said curve 102.254 feet through a central angle of 25°28'22"; thence North 04°31'38" East 155.052 feet; thence North 1.186 feet; thence East 254.060 feet; thence North 29.500 feet; thence East 212.339 feet; thence South 26.500 feet; thence East 337.730 feet to a point being 14.500 feet perpendicularly distant Westerly from said East Line; thence along said perpendicularly distant line South 971.000 feet; thence West 2.000 feet to a point being 16.500 feet perpendicularly distant Westerly from said East Line; thence along said perpendicularly distant line South 571.212 feet to the point of beginning.

PARCEL 7: (TPN 22 - West Road Dedication Plat Parcel Y - 26-22-279-001)

Beginning at a point on the East Line of Lot Z101 of the VP Daybreak Operations-Investments Plat 1 subdivision, said point also being a point on a 1518.500 foot radius non tangent curve to the left, (radius bears South 84°36'58" East, Chord: South 02°41'31" West 142.636 feet), said point lies South 89°56'03" East 4736.890 feet along the Daybreak Baseline South (Being South 89°56'03" East 21225.293 feet between the Southwest Corner of Section 22, T3S, R2W and the Southeast Corner of Section 19, T3S, R1W) and North 4366.572 feet from the Southwest Corner of Section 22, Township 3 South, Range 2 West, Salt Lake Base and Meridian and running thence along said Lot Z101 the following (2) courses: 1) along the arc of said curve 142.689 feet through a central angle of 05°23'02"; 2) South 383.562 feet; thence South 87°16'17" West 11.513 feet to a point being 11.500 feet perpendicularly distant Westerly from said East Line; thence along said perpendicularly distant line South 281.278 feet; thence South 07°07'30" West 80.623 feet to a point being 21.500 feet perpendicularly distant Westerly from said East Line; thence along said perpendicularly distant line South 109.865 feet; thence West 330.730 feet; thence South 26.500 feet; thence West 212.339 feet; thence North 30.500 feet; thence West 257.060 feet; thence North 153.028 feet to a point on a 273.000 foot radius non tangent curve to the right, (radius bears East, Chord: North 12°07'30" East 114.684 feet); thence along the arc of said curve 115.545 feet through a central angle of 24°15'00"; thence North 24°15'00" East 223.246 feet to a point on a 723.000 foot radius tangent curve to the right, (radius bears South 65°45'00" East, Chord: North 28°30'30" East 107.371 feet); thence along the arc of said curve 107.470 feet through a central angle of 08°31'00" to a point of compound curvature with a 273.000 foot radius tangent curve to the right, (radius bears South 57°14'00" East, Chord: North 34°52'19" East 20.057 feet); thence along the arc of said curve 20.062 feet through a central angle of 04°12'38"; thence North 36°58'37" East 66.078 feet to a point on a 273.000 foot radius tangent curve to the right, (radius bears South 53°01'23" East, Chord: North 39°04'56" East 20.057 feet); thence along the arc of said curve 20.062 feet through a central angle of 04°12'38" to a point of compound curvature with a 723.000 foot radius tangent curve to the right, (radius bears South 48°48'45" East, Chord: North 42°04'51" East 22.544 feet); thence along the arc of said curve 22.545 feet through a central angle of 01°47'12"; thence North 42°58'27" East 345.423 feet to a point on a 327.000 foot radius tangent curve to the left, (radius bears North 47°01'33" West, Chord: North 33°55'15" East 102.910 feet); thence along the arc of said curve 103.339 feet through a central angle of 18°06'24"; thence North 24°52'02" East 78.425 feet; thence South 65°07'58" East 106.518 feet to a point on a 225.000 foot radius tangent curve to the left, (radius bears North 24°52'02" East, Chord: South 72°41'36" East 59.210 feet); thence along the arc of said curve 59.382 feet through a central angle of 15°07'18"; thence South 80°15'15" East 104.806 feet to the point of beginning.

PARCEL 8: (TPN 34 - West Road Dedication Plat Parcel H - 26-23-127-001)

Beginning at the North Quarter Corner of Section 23, Township 3 South, Range 2 West, Salt Lake Base and Meridian, said point being South 89°56'03" East 7936.067 feet along the Daybreak Baseline South (Being South 89°56'03" East 21225.293 feet between the Southwest Corner of Section 22, T3S, R2W and the Southeast Corner of Section 19, T3S, R1W) and North 5281.288 feet from the Southwest Corner of Section 22, Township 3 South, Range 2 West, Salt Lake Base and Meridian and running thence North 89°58'54" East 25.862 feet along the North line of the Northeast Quarter of said Section 23; thence South 211.912 feet to a point on a 532.000 foot radius tangent curve to the left, (radius bears East, Chord: South 16°46'44" East 307.157 feet); thence along the arc of said curve 311.591 feet through a central angle of 33°33'29"; thence South 33°33'29" East 150.281 feet; thence South 54°38'21" West 1002.300 feet to a point being 11.500 feet perpendicularly distant Easterly of the West Line of Lot Z107 of the VP Daybreak Operations-Investments Plat 1 subdivision and a point on a 1170.000 foot radius non tangent curve to the right, (radius bears North 57°29'24" East, Chord: North 16°15'18" West 654.998 feet); thence along said perpendicularly distant line the following (2) courses: 1) along the arc of said curve 663.868 feet through a central angle of 32°30'36"; 2) North 455.648 feet; thence West 11.500 feet to said West Line; thence along said Lot Z107 the following (2) courses: 1) North 126.510 feet; 2) North 89°58'44" East 814.638 feet to the point of beginning.

PARCEL 9: (TPN 26b - West Road Dedication Plat Parcel BB - 26-15-476-001)

Beginning at the Northernmost Corner of Lot Z101 of the VP Daybreak Operations-Investments Plat 1 subdivision, said point also being a point on a 1981.500 foot radius non tangent curve to the right, (radius bears North 78°36'08" West, Chord: South 15°37'17" West 291.873 feet), said point lies South 89°56'03" East 5107.760 feet along the Daybreak Baseline South (Being South 89°56'03" East 21225.293 feet between the Southwest Corner of Section 22, T3S, R2W and the Southeast Corner of Section 19, T3S, R1W) and North 5513.709 feet from the Southwest Corner of Section 22, Township 3 South, Range 2 West, Salt Lake Base and Meridian and running thence along said Lot Z101 and the arc of said curve 292.137 feet through a central angle of 08°26'50"; thence South 23°54'58" West 59.908 feet; thence North 65°07'58" West 174.046 feet to a point on a 218.500 foot radius tangent curve to the left, (radius bears South 24°52'02" West, Chord: North 73°58'34" West 67.183 feet); thence along the arc of said curve 67.451 feet through a central angle of 17°41'14" to the Northerly Line of said Lot Z101; thence along said Northerly Line North 53°07'08" East 406.764 feet to the point of beginning.

PARCEL 10: (TPN 29a - West Road Dedication Plat Parcel Z - 26-22-227-002)

Beginning at a point on the East Line of Lot Z101 of the VP Daybreak Operations-Investments Plat 1 subdivision, said point lies South 89°56'03" East 4932.700 feet along the Daybreak Baseline South (Being South 89°56'03" East 21225.293 feet between the Southwest Corner of Section 22, T3S, R2W and the Southeast Corner of Section 19, T3S, R1W) and North 5002.564 feet from the Southwest Corner of Section 22, Township 3 South, Range 2 West, Salt Lake Base and Meridian and running thence along said Lot Z101 the following (2) courses: 1) South 23°54'58" West 177.923 feet to a point on a 1518.500 foot radius tangent curve to the left, (radius bears South 66°05'02" East, Chord: South 15°35'42" West 439.517 feet); 2) along the arc of said curve 441.066 feet through a central angle of 16°38'32"; thence North 80°15'15" West 101.821 feet to a point on a 175.000 foot radius tangent curve to the right, (radius bears North 09°44'45" East, Chord: North 72°41'36" West 46.052 feet); thence along the arc of said curve 46.186 feet through a central angle of 15°07'18"; thence North 65°07'58" West 106.518 feet; thence North 24°52'02" East 79.168 feet to a point on a 327.000 foot radius tangent curve to the left, (radius bears North 65°07'58" West, Chord: North 17°40'07" East 81.955 feet); thence along the arc of said curve 82.171 feet through a central angle of 14°23'52"; thence North 10°28'11" East 411.839 feet to a point on a

227.000 foot radius tangent curve to the left, (radius bears North 79°31'49" West, Chord: North 05°14'05" East 41.422 feet); thence along the arc of said curve 41.480 feet through a central angle of 10°28'11"; thence North 72.763 feet to a point on the Northerly Line of said Lot Z101; thence along said Northerly Line North 53°07'08" East 102.271 feet; thence East 35.047 feet to a point on a 170.000 foot radius non tangent curve to the right, (radius bears South, Chord: South 77°33'59" East 73.205 feet); thence along the arc of said curve 73.783 feet through a central angle of 24°52'02"; thence South 65°07'58" East 174.851 feet; thence South 23°54'58" West 100.809 feet; thence South 16°47'28" West 40.311 feet to the point of beginning.

PARCEL 11: (TPN 29b - West Road Dedication Plat Parcel AA - 26-22-227-001)

Beginning at a point on the Northerly Line of Lot Z101 of the VP Daybreak Operations-Investments Plat 1 subdivision, said point lies South 89°56'03" East 4720.038 feet along the Daybreak Baseline South (Being South 89°56'03" East 21225.293 feet between the Southwest Corner of Section 22, T3S, R2W and the Southeast Corner of Section 19, T3S, R1W) and North 5222.356 feet from the Southwest Corner of Section 22, Township 3 South, Range 2 West, Salt Lake Base and Meridian and running thence along said Northerly Line South 53°07'08" West 102.271 feet; thence North 61.379 feet; thence East 81.805 feet to the point of beginning.

PARCEL 12: (TPN AA - 26-23-426-020)

Lot P-126, DAYBREAK LAKE AVENUE FROM MOUNTAIN VIEW CORRIDOR TO 6600 WEST SUBDIVISION Amending Lots V7, T6 and WTC2 of The Kennecott Master Subdivision #1 Amended, according to the official plat thereof on file in the office the Salt Lake County Recorder, Utah.

PARCEL 13: (TPN DD - 26-24-376-014 and TPN EE - 26-24-376-015)

Lot C-103 and C-102, DAYBREAK VILLAGE 7A PLAT 2 SUBDIVISION Amending Lots B3 And B3B of The Kennecott Master Subdivision #1 Amended and Amending Daybreak Parkway Right-of-Way Dedication Plat (East Frontage Road to 11800 South, according to the official plat thereof on file in the office the Salt Lake County Recorder, Utah.

PARCEL 14: (TPN JJ - 27-19-154-076)

That portion of Lots C-123, C-124 and C-125 of KENNECOTT DAYBREAK VILLAGE CENTER 1A Amending Parcel A and Parcel B of The Kennecott Phase II, according to the official plat thereof on file and of record in the Salt Lake County Recorder's Office, being more particularly described as follows:

Beginning at a point on the South line of Daybreak Parkway said point also being the Northwest corner of Lot C-125 KENNECOTT DAYBREAK VILLAGE CENTER 1A Amending Parcel A and Parcel B of Kennecott Daybreak Phase II Subdivision said point also being North 3130.65 feet and West 79.20 feet from the Southwest corner of Section 19, Township 3 South, Range 1 West, Salt Lake Base and Meridian and running; thence Northeasterly 82.61 feet along the arc of said South line of Daybreak Parkway a 233.00 foot radius curve to the left (center bears North 18°55'32" West and the chord bears North 60°55'03" East 82.18 feet with a central angle of 20°18'51"); thence South 42°53'20" East 129.13 feet; thence Southwesterly 31.14 feet along the arc of a 124.50 feet radius curve to the left (center bears South 50°06'01" East and the chord bears South 32°44'04" West 31.06 feet with a central angle of 14°19'51"); thence Southwesterly 5.29 feet along the arc of a 28.00 feet radius curve to the right (center bears North 64°25'52" West and the chord bears South 30°59'03" West 5.29 feet with a central angle of 10°49'51") to a point on the North line of Daybreak Rim Way; thence Northwesterly 118.73 feet along the arc of said North line of Daybreak Rim Way a 233.00 foot radius curve to the left (center bears South 16°56'19"

West and the chord bears North 87°39'32" West 117.45 feet with a central angle of 29°11'43"); thence Northeasterly 84.69 feet along the arc of a 160.00 feet radius curve to the left (center bears South 89°19'47" West and the chord bears North 15°50'00" West 83.70 feet with a central angle of 30°19'33") to the point of beginning.

PARCEL 15: (TPN LL - 27-18-151-003)

Parcel A-1, KENNECOTT DAYBREAK OQUIRRH LAKE PLAT, according to the official plat thereof on file in the office the Salt Lake County Recorder, Utah.

LESS AND EXCEPTING THE FOLLOWING REAL PROPERTY:

Daybreak South Mixed-Use Plat 1

Beginning at the North Quarter Corner of Section 23, Township 3 South, Range 2 West, Salt Lake Base and Meridian, said point being South 89°56'03" East 7936.067 feet along the Daybreak Baseline South (Being South 89°56'03" East 21225.293 feet between the Southwest Corner of Section 22, T3S, R2W and the Southeast Corner of Section 19, T3S, R1W) and North 5281.288 feet from the Southwest Corner of Section 22, Township 3 South, Range 2 West, Salt Lake Base and Meridian and running thence North 89°58'54" East 25.862 feet along the North Line of the Northeast Quarter of said Section 23 to the West right-of-way line of Trocadero Avenue; thence along said West right-of-way line the following (3) courses: 1) South 211.912 feet to a point on a 532.000 foot radius tangent curve to the left, (radius bears East, Chord: South 16°46'44" East 307.157 feet); 2) along the arc of said curve 311.591 feet through a central angle of 33°33'29"; 3) South 33°33'29" East 150.281 feet to the Northerly right-of-way line of South Jordan Parkway; thence along said Northerly right-of-way line South 54°38'21" West 1002.300 feet to the Easterly right-of-way line of Kitty Hawk Road and a point on a 1170.000 foot radius non tangent curve to the right, (radius bears North 57°29'24" East, Chord: North 16°15'18" West 654.998 feet); thence along said Easterly right-of-way line the following (2) courses: 1) along the arc of said curve 663.868 feet through a central angle of 32°30'36"; 2) North 455.648 feet to the North right-of-way line of Copperhawk Drive; thence along said Copperhawk Drive West 11.500 feet to the West Line of Lot Z107 of the VP Daybreak Operations-Investments Plat 1; thence along said West Line North 126.510 feet to the North Line of the Northwest Quarter of said Section 23; thence along said North Line North 89°58'44" East 814.638 feet to the point of beginning.