

**WHEN RECORDED RETURN TO:**

Riverton CenterCal, LLC  
Attn: Jean Paul Wardy  
1600 Franklin Avenue  
El Segundo, CA 90245

12502271  
3/24/2017 4:50:00 PM \$18.00  
Book - 10541 Pg - 3178-3182  
Gary W. Ott  
Recorder, Salt Lake County, UT  
OLD REPUBLIC TITLE DRAPER/OREM  
BY: eCASH, DEPUTY - EF 5 P.

Tax Parcel No. 27-31-300-011, 27-31-400-022

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**NOTICE OF PARTICIPATION AGREEMENT**

THIS NOTICE OF PARTICIPATION AGREEMENT (this "*Notice*") is given as of the 24 day of March, 2017, by the Redevelopment Agency of Riverton City, a political subdivision of the State of Utah (the "*Agency*"), CenterCal Properties, LLC, a Delaware limited liability company ("*CCP*"), and Riverton CenterCal, LLC, a Delaware limited liability company ("*RCC*"). CCP and RCC are jointly and severally referred to as "Participants", and the Agency and the Participants may also be referred to individually as "Party" and collectively as "Parties".

CCP, RCC and the Agency entered into that certain Participation Agreement dated as of February 7, 2017 (the "*Participation Agreement*"), regarding the real property as described on Exhibit A attached hereto and incorporated herein (the "*Property*"). The Parties hereby provide notice of approval of the Participation Agreement. Pursuant to the Participation Agreement, the economic benefits described therein run in favor of CCP and RCC and do not extend to any lessee, purchaser, transferee or successor in interest of CCP or RCC of any portion of the Property; no assignment, sale, lease or other transfer of any portion of the Property by CCP or RCC will constitute an assignment of any of the rights or benefits under the Participation Agreement, unless the Parties specifically so agree in a writing signed by the Parties. The specific terms of the Participation Agreement are hereby incorporated by reference. A copy of the Participation Agreement is available in the office of the Riverton City Recorder.

*[Signature pages follow.]*

IN WITNESS WHEREOF, the Parties have caused this Notice to be executed and delivered to the other parties hereto, all as of the date first above written.

**AGENCY:**

**REDEVELOPMENT AGENCY OF RIVERTON CITY**



By: Bill Applegarth  
Bill Applegarth, Chair

Attest

By: Virginia Loader  
Virginia Loader, Secretary

Approved as to Legal Form

[Signature]  
City Attorney

STATE OF UTAH )  
: ss.  
COUNTY OF SALT LAKE )

In the County of Salt Lake, State of Utah, on this 21 day of March, 2017, before me, the undersigned notary, personally appeared Bill Applegarth and Virginia Loader, the Chair and the Secretary, respectively, of the Redevelopment Agency of Riverton City, who are personally known to me or who proved to me their identities through documentary evidence to be the persons who signed the preceding document in my presence and who swore or affirmed to me that their signatures are voluntary and on behalf of the Redevelopment Agency of Riverton City by authority of a Resolution of its Board of Directors.

Joy Suzanne Johnson  
Notary signature and seal



CCP:

**CENTERCAL PROPERTIES, LLC,**  
a Delaware limited liability company

By: CENTERCAL ASSOCIATES, LLC,  
a Delaware limited liability company,  
its Manager

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

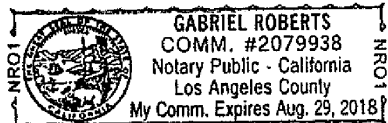
STATE OF CALIFORNIA )  
 ) : ss.  
COUNTY OF Los Angeles )

On March 23, 2017 before me Gabriel Roberts,  
a Notary Public, personally appeared Jean Paul Waudry,  
who proved to me on the basis of satisfactory evidence to be the person(s) who name(s) is/are  
subscribed to the within instrument and acknowledged to me that he/she/they executed the same  
in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the  
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Gabriel Roberts

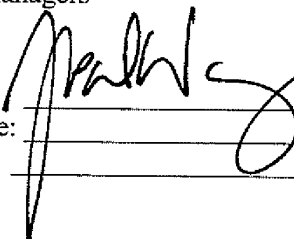


RCC:

RIVERTON CENTERCAL, LLC,  
a Delaware limited liability company

By: CENTERCAL, LLC,  
a Delaware limited liability company,  
its sole member

By: CENTERCAL ASSOCIATES, LLC,  
a Delaware limited liability company,  
its Managers

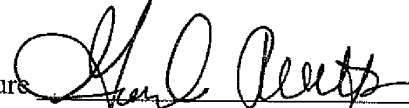
By:   
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

STATE OF CALIFORNIA        )  
                                              : ss.  
COUNTY OF Los Angeles     )

On March 23, 2017 before me, Gabriel Roberts,  
a Notary Public, personally appeared Jacyn Paul Ward,  
who proved to me on the basis of satisfactory evidence to be the person(s) who name(s) is/are  
subscribed to the within instrument and acknowledged to me that he/she/they executed the same  
in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature 

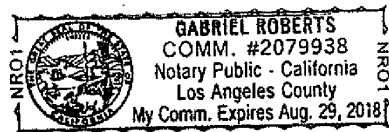


EXHIBIT "A"

CENTERCAL PROPERTY

**Riverton Overall Legal Description, (Parcel 1, Parcel 2 and Canal combined)  
3-16-2017 srv/cea**

Beginning at a point on the east right-of-way line of the Mountain View Corridor for the Utah Department of Transportation Project No. MP-0182(6) as described in a Quit Claim Deed recorded July 15, 2014 in Book 10245 at Page 5268 in the Salt Lake County Recorder's Office, said point also being South 89°34'03" East, along the Section Line, 534.33 feet and North 00°25'57" East 136.72 feet from the Southwest Corner of Section 31, Township 3 South, Range 1 West, Salt Lake Base and Meridian and running thence along said east right-of-way line the following five (5) courses: (1) North 15°19'40" West 67.94 feet, (2) North 02°30'46" East 553.12 feet, (3) North 12°02'08" East 266.84 feet, (4) North 05°07'17" West 269.61 feet, (5) North 03°33'19" West 6.27 feet; thence South 89°25'15" East 2945.00 feet; thence South 00°32'06" West 647.62 feet to a point on a 149.87 foot radius curve to the right; thence Southwesterly 106.14 feet along said curve, through a central angle of 40°34'40" (chord bears South 20°49'07" West 103.94 feet); thence South 41°05'23" West 88.60 feet to a point on a 220.00 foot radius curve to the left; thence Southwesterly 156.03 feet along said curve, through a central angle of 40°38'06", (chord bears South 20°46'20" West 152.78 feet); thence South 00°27'17" West 239.36 feet to a point on a 66.72 foot radius curve to the right; thence Southwesterly 32.29 feet along said curve, through a central angle of 27°43'43", (chord bears South 10°52'13" West 31.97 feet) to the north right-of-way line of 13400 South Street; thence along said north right-of-way, North 89°34'44" West 220.46 feet to the north right-of-way of 13400 South Street as described in a Quit Claim Deed recorded March 19, 2012 in Book 10000 at Page 4080 in the Salt Lake County Recorder's Office; thence, along said north right-of-way line, the following eleven (11) courses: (1) North 88°17'31" West 500.73 feet, (2) North 89°33'54" West 325.00, (3) North 85°45'03" West 97.72 feet, (4) North 89°33'54" West 244.87 feet, (5) North 44°07'42" West 55.55 feet, (6) North 00°11'47" West 35.07 feet, (7) South 89°48'13" West 102.00 feet, (8) South 00°11'47" East 39.61 feet, (9) South 45°07'09" West 56.85 feet, (10) North 89°33'54" West 348.39 feet to a point on a 5861.83 foot radius curve to the right, (11) Northwesterly along said curve 141.13 feet through a central angle of 01°22'46", (chord bears North 88°52'31" West 141.13 feet), to the north right-of-way line of 13400 South Street as described in a Quit Claim Deed recorded May 11, 2010 in Book 9824 at Page 7738 in the Salt Lake County Recorder's Office; thence along said north right-of-way line the following ten (10) courses: (1) North 84°42'01" West 92.10 feet, (2) North 05°00'00" East 6.45 feet, (3) North 85°00'00" West 58.96 feet, (4) South 05°00'00" West 6.45 feet, (5) North 86°05'31" West 78.08 feet, (6) North 87°11'25" West 78.08 feet, (7) North 88°13'22" West 68.71 feet, (8) North 89°11'32" West 69.14 feet, (9) North 89°40'21" West 90.78 feet, (10) North 78°25'02" West 230.08 feet to the Point of Beginning.

*Contains 3,520,733 Sq. Ft. or 80.82 Ac.*