



ENT 75106:2018 PG 1 of 9
 JEFFERY SMITH
 UTAH COUNTY RECORDER
 2018 Aug 09 10:28 am FEE 38.00 BY SM
 RECORDED FOR DRAPER CITY

**FIFTH AMENDMENT TO
 DEVELOPMENT AGREEMENT**

THIS FIFTH AMENDMENT TO DEVELOPMENT AGREEMENT (this "Amendment") is entered into this 10th day of July, 2018, by and between **DJ Investment Group, LLC**, a Utah limited liability company, and **David K. Mast** (hereinafter collectively referred to as "DJIG"), **Wasatch Land Company**, a Utah corporation ("WLC"), and **Draper City**, a municipality and political subdivision of the State of Utah (the "City") (singularly, a "Party" or collectively, the "Parties"). Except as otherwise defined herein, capitalized terms used in this Amendment shall have the meaning set forth in the Agreement.

RECITALS

WHEREAS, the Parties entered into that certain Master Development Agreement for the Hidden Canyon Estates, Mercer Mountain Estates, and Lakeview Heights Properties on April 13, 2015 (the "Agreement"), which is recorded as Entry No. 41579:2015 in the Official Records of Utah County, Utah, and as Entry No. 12050023, in Book 10324, at Page 310 of the official records of Salt Lake County, Utah.

WHEREAS, the Parties now desire to amend the Development Agreement to memorialize the Parties' agreement to allow Developer to obtain a permit from the City to place suitable earthen fill near the entrance of MME for future City use as open space. See Exhibit A.

WHEREAS, in connection with the development of the MME parcel, the Parties have determined it would be beneficial to modify the boundary line of a portion of the MME parcel to allow the gated entry location to be placed generally easterly of the City's future open space to avoid conflicts with public and private traffic. See also Exhibit A.

WHEREAS, both Parties desire to amend the Agreement, as provided herein.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants and conditions contained herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. **Agreement Continues**. Except as expressly amended herein the Agreement, Amendments One through Four thereto, and all unchanged provisions remain in full force and effect.
2. **Placement of Earthen Fill**. The City and Developer hereby agree that Developer may obtain a land disturbance permit to place earthen fill near the entrance of MME for the future use of City open space in the general vicinity shown on Exhibit A. Developer shall comply with all requirements of the Draper City Municipal Code to obtain the required land disturbance permit necessary to perform any grading operations contemplated herein.

WLC

WASATCH LAND COMPANY,
a Utah corporation

By: Steve Maddox
Name: Steve Maddox
Its: Manager

STATE OF UTAH)
) ss
COUNTY OF Utah)

On July 16, 2018, Steve Maddox personally appeared before me and proved on the basis of satisfactory evidence to be the person whose name is subscribed to in this document, and acknowledged that he executed the same in his capacity as President of Wasatch Land Company, a Utah corporation.

Shelley King
NOTARY PUBLIC



EXHIBIT B

(Legal Description of "MME DJIG Trade Property")

A part of the Northwest and Northeast quarters of Section 15, Township 4 South, Range 1 East, Salt Lake Base & Meridian, in Draper City, Utah County, Utah, being further described as follows:

Beginning at a point on the east right of way line of Corner Canyon Road, as recorded at the Utah County Recorder's Office as Entry No. 37726:2014, Map No. 14263, said point being 158.414 feet South and 717.605 feet West to said east right of way line and 127.74 feet North 32°13'44" East from the North Quarter corner of Said Section 15; running thence along said east right of way (2) two courses as follows: North 32°13'44" East 29.579 feet to a point of curvature and northeasterly along the arc of a 1028.00 foot radius curve to the left a distance of 68.773 feet (central angle equals 3°49'59" and long chord bears North 30°18'44" East 68.760 feet) to a non-tangent point on a curve; thence southeasterly along the arc of a 25.00 foot radius curve to the left a distance of 38.191 feet (central angle equals 87°31'41" and long chord bears South 15°22'06" East 34.584 feet) to a point of non-tangency; thence South 59°07'56" East 122.294 feet to a point of curvature; thence southeasterly along the arc of a 175.00 foot radius curve to the left a distance of 2.656 feet (central angle equals 0°52'11" and long chord bears South 59°34'01" East 2.656 feet) to a non-tangent point on a curve; thence easterly along the arc of a 175.503 foot radius curve to the left a distance of 79.621 feet (central angle equals 25°59'37" and long chord bears South 76°32'55" East 78.940 feet); thence South 89°32'44" East 12.318 feet to point of curvature; thence easterly along the arc of a 12.50 foot radius curve to the left a distance of 3.272 feet (central angle equals 15°00'00" and long chord bears North 82°57'16" East 3.263 feet); thence North 75°27'16" East 82.281 feet to a point of curvature; thence easterly along the arc of a 37.50 foot radius curve to the right a distance of 9.817 feet (central angle equals 15°00'00" and long chord bears North 82°57'16" East 9.789 feet); thence South 89°32'44" East 86.810 feet to a point of curvature; thence easterly along the arc of a 37.50 foot radius curve to the right a distance of 9.817 feet (central angle equals 15°00'00" and long chord bears South 82°02'44" East 9.789 feet); thence South 74°32'44" East 101.600 feet to a non-tangent point on a curve; thence easterly along the arc of a 25.05 foot radius curve to the left a distance of 3.265 feet (central angle equals 7°28'04" and long chord bears South 82°02'44" East 3.263 feet) to a point of non-tangency; thence South 89°32'44" East 406.710 feet to a point of curvature; thence easterly along the arc of a 325.00 foot radius curve to the right a distance of 135.988 feet (central angle equals 23°58'26" and long chord bears South 77°33'31" East 134.988 feet); thence South 65°34'18" East 91.332 feet to a point of curvature; thence southeasterly along the arc of a 350.00 foot radius curve to the left a distance of 106.761 feet (central angle equals 17°28'37" and long chord bears South 74°18'36" East 106.347 feet); thence South 83°02'55" East 22.690 feet to a point of curvature; thence southeasterly along the arc of a 225.00 foot radius curve to the right a distance of 143.342 feet (central angle equals 36°30'06" and long chord bears South 64°47'52" East 140.930 feet); thence South 46°32'49" East 16.210 feet to a point of curvature; thence southeasterly along the arc of a 175.00 foot radius curve to the left a distance of 124.415 feet (central angle equals 40°44'03" and long chord bears South 66°54'50" East 121.812 feet); thence South 87°16'52" East 187.310 feet to a point of curvature; thence southeasterly along the arc of a 225.00 foot radius curve to the right a distance of 138.789 feet (central angle equals 35°20'32" and long chord bears South 69°36'36"

East 136.599 feet); thence South $51^{\circ}56'20''$ East 106.75 feet to a point of curvature; thence northeasterly along the arc of a 75.00 foot radius curve to the left a distance of 188.579 feet (central angle equals $144^{\circ}03'50''$ and long chord bears North $56^{\circ}01'45''$ East 142.684 feet); thence North $16^{\circ}00'10''$ West 30.720 feet thence North $76^{\circ}15'23''$ West 189.480 feet; thence North $28^{\circ}07'47''$ East 203.030 feet; thence North $64^{\circ}18'19''$ East 228.980 feet to a point on the north line of said Section 15; thence South $89^{\circ}58'55''$ East 600.090 feet along said north line; thence South $68^{\circ}00'12''$ East 185.950 feet; thence South $41^{\circ}05'37''$ East 328.080 feet; thence South $4^{\circ}51'05''$ West 340.100 feet; thence North $84^{\circ}31'36''$ West 40.860 feet; thence South $4^{\circ}51'05''$ West 396.700 feet; thence South $33^{\circ}41'15''$ East 431.480 feet; thence South $17^{\circ}35'09''$ West 136.960 feet; thence South $50^{\circ}19'21''$ West 131.210 feet; thence North $75^{\circ}00'07''$ West 121.720 feet; thence North $51^{\circ}36'36''$ West 145.930 feet thence North $33^{\circ}26'49''$ West 250.770 feet; thence North $28^{\circ}31'00''$ West 86.420 feet; thence North $15^{\circ}42'05''$ West 134.740 feet; thence North $1^{\circ}37'25''$ East 149.780 feet; thence North $5^{\circ}08'53''$ East 184.670 feet; thence South $48^{\circ}13'14''$ West 102.040 feet; thence North $82^{\circ}49'09''$ West 218.440 feet; thence North $20^{\circ}59'18''$ West 88.050 feet; thence North $3^{\circ}54'02''$ West 96.360 feet; thence North $1^{\circ}12'51''$ East 260.777 feet; thence South $88^{\circ}22'31''$ West 287.293 feet to a non-tangent point on a curve; thence southwesterly along the arc of a 125.00 foot radius curve to the right a distance of 293.187 feet (central angle equals $134^{\circ}23'13''$ and long chord bears South $60^{\circ}52'04''$ West 230.455 feet); thence North $51^{\circ}56'20''$ West 106.750 feet to a point of curvature; thence northwesterly along the arc of a 175.00 foot radius curve to the left a distance of 107.947 feet (central angle equals $35^{\circ}20'32''$ and long chord bears North $69^{\circ}36'36''$ West 106.243 feet); thence North $87^{\circ}16'52''$ West 187.310 feet to a point of curvature; thence northwesterly along the arc of a 225.00 foot radius curve to the right a distance of 159.963 feet (central angle equals $40^{\circ}44'03''$ and long chord bears North $66^{\circ}54'50''$ west 156.615 feet); thence North $46^{\circ}32'49''$ West 16.210 feet to a point of curvature; thence northwesterly along the arc of a 175.00 foot radius curve to the left a distance of 111.488 feet (central angle equals $36^{\circ}30'06''$ and long chord bears North $64^{\circ}47'52''$ West 109.612 feet); thence North $83^{\circ}02'55''$ West 22.690 feet to a point of curvature; thence northwesterly along the arc of a 400.00 foot radius curve to the right a distance of 122.012 feet (central angle equals $17^{\circ}28'37''$ and long chord bears North $74^{\circ}18'36''$ West 121.540 feet); thence North $65^{\circ}34'18''$ West 91.330 feet to a point of curvature; thence westerly along the arc of a 275.00 foot radius curve to the left a distance of 115.07 feet (central angle equals $23^{\circ}58'26''$ and long chord bears North $77^{\circ}33'31''$ West 114.229 feet); thence North $89^{\circ}32'44''$ West 406.710 feet to a point of curvature; thence westerly along the arc of a 12.50 foot radius curve to the left a distance of 3.272 feet (central angle equals $15^{\circ}00'00''$ and long chord bears South $82^{\circ}57'16''$ West 3.263 feet); thence South $75^{\circ}27'16''$ West 101.600 feet to a point of curvature; thence westerly along the arc of a 37.50 foot radius curve to the right a distance of 9.817 feet (central angle equals $15^{\circ}00'00''$ and long chord bears South $82^{\circ}57'16''$ West 9.789 feet); thence North $89^{\circ}32'44''$ West 156.410 feet to a point of curvature; thence northwesterly along the arc of a 124.500 foot radius curve to the right a distance of 63.303 feet (central angle equals $29^{\circ}07'57''$ and long chord bears North $74^{\circ}58'45''$ West 62.623 feet); thence North $60^{\circ}53'06''$ West 90.098 feet; thence North $59^{\circ}07'56''$ West 122.310 feet to a non-tangent point on a curve; thence westerly along the arc of a 25.00 foot radius curve to the left a distance of 38.676 feet (central angle equals $88^{\circ}38'22''$ and long chord bears South $76^{\circ}32'55''$ West 34.933 feet) to the point of beginning.

Contains 25.653 acres, more or less.

EXHIBIT C
(Legal Description of "MME City Trade Property")

A TRACT OF LAND BEING SITUATE IN THE NORTHEAST AND THE NORTHWEST QUARTERS OF SECTION 15, TOWNSHIP 4 SOUTH, RANGE 1 EAST, SALT LAKE BASE AND MERIDIAN, WITH A BASIS OF BEARINGS OF SOUTH 89°58'55" EAST BETWEEN THE NORTH QUARTER AND THE NORTHWEST CORNER OF SAID SECTION 15, SAID TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EAST RIGHT-OF-WAY LINE OF CORNER CANYON ROAD, SAID POINT ALSO BEING SOUTH 159.52 FEET AND WEST 717.60 FEET AND NORTH 32°13'44" EAST 127.74 FEET FROM THE NORTH QUARTER OF SAID SECTION 15, AND RUNNING THENCE ALONG SAID EAST RIGHT-OF-WAY LINE THE FOLLOWING TWO (2) COURSES, 1) NORTH 32°13'44" EAST 29.58 FEET TO THE POINT OF A 1028.00 FOOT RADIUS CURVE TO THE LEFT, 2) ALONG SAID CURVE A DISTANCE OF 68.77 FEET THROUGH A CENTRAL ANGLE OF 3°49'59" (CHORD BEARS NORTH 30°18'44" EAST 68.76 FEET) TO THE POINT OF A 25.00 FOOT RADIUS CURVE TO THE LEFT; THENCE ALONG SAID CURVE FOR A DISTANCE OF 38.19 FEET THROUGH A CENTRAL ANGLE OF 87°31'41" (CHORD BEARS SOUTH 15°22'06" EAST 34.58 FEET); THENCE SOUTH 59°07'56" EAST 122.29 FEET TO THE POINT OF A 150.00 FOOT RADIUS CURVE TO THE LEFT; THENCE ALONG SAID CURVE A DISTANCE OF 86.46 FEET THROUGH A CENTRAL ANGLE OF 33°01'29" (CHORD BEARS SOUTH 73°08'28" EAST 85.27 FEET); THENCE SOUTH 89°32'44" EAST 339.26 FEET TO THE POINT OF A 25.00 FOOT RADIUS CURVE TO THE LEFT; THENCE ALONG SAID CURVE A DISTANCE OF 6.54 FEET THROUGH A CENTRAL ANGLE OF 15°00'00" (CHORD BEARS NORTH 82°57'16" EAST 6.53 FEET); THENCE NORTH 75°27'16" EAST 99.95 FEET TO THE POINT OF A 37.50 FOOT RADIUS CURVE TO THE RIGHT; THENCE ALONG SAID CURVE A DISTANCE OF 9.82 FEET THROUGH A CENTRAL ANGLE OF 15°00'00" (CHORD BEARS NORTH 82°57'16" EAST 9.79 FEET); THENCE SOUTH 89°32'44" EAST 86.81 FEET TO THE POINT OF A 37.50 FOOT RADIUS CURVE TO THE RIGHT; THENCE ALONG SAID CURVE A DISTANCE OF 9.82 FEET THROUGH A CENTRAL ANGLE OF 15°00'00" (CHORD BEARS SOUTH 82°02'44" EAST 9.79 FEET); THENCE SOUTH 74°32'44" EAST 99.95 FEET TO THE POINT OF A 25.00 FOOT RADIUS CURVE TO THE LEFT; THENCE ALONG SAID CURVE A DISTANCE OF 6.54 FEET THROUGH A CENTRAL ANGLE OF 15°00'00" (CHORD BEARS SOUTH 82°02'44" EAST 6.53 FEET); THENCE SOUTH 89°32'44" EAST 55.24 FEET TO THE POINT OF A 325.00 FOOT RADIUS CURVE TO THE RIGHT; THENCE ALONG SAID CURVE A DISTANCE OF 135.99 FEET THROUGH A CENTRAL ANGLE OF 23°58'26" (CHORD BEARS SOUTH 77°33'31" EAST 135.00 FEET); THENCE SOUTH 65°34'18" EAST 91.33 FEET TO THE POINT OF A 350.00 FOOT RADIUS CURVE TO THE LEFT; THENCE ALONG SAID CURVE A DISTANCE OF 106.76 FEET THROUGH A CENTRAL ANGLE OF 17°28'37" (CHORD BEARS SOUTH 74°18'37" EAST 106.35 FEET); THENCE SOUTH 83°02'55" EAST 22.69 FEET TO THE POINT OF A 225.00 FOOT RADIUS CURVE TO THE RIGHT; THENCE ALONG SAID CURVE A DISTANCE OF 143.34 FEET THROUGH A CENTRAL ANGLE OF 36°30'06" (CHORD BEARS SOUTH 64°47'52" EAST 140.93 FEET); THENCE SOUTH 46°32'49" EAST 16.21 FEET TO THE POINT OF A 175.00 FOOT RADIUS CURVE TO THE LEFT; THENCE ALONG SAID CURVE A DISTANCE OF 124.42 FEET THROUGH A CENTRAL ANGLE OF 40°44'03" (CHORD BEARS SOUTH 66°54'51" EAST 121.81 FEET); THENCE SOUTH 87°16'52" EAST 187.31 FEET TO THE POINT OF A 225.00 FOOT RADIUS CURVE TO THE RIGHT; THENCE ALONG SAID CURVE A DISTANCE OF 138.79 FEET THROUGH A CENTRAL ANGLE OF 35°20'32" (CHORD BEARS SOUTH 69°36'36" EAST 136.60 FEET); THENCE SOUTH 51°56'20" EAST 106.75 FEET TO THE POINT OF A 75.00 FOOT RADIUS CURVE TO THE LEFT; THENCE ALONG SAID CURVE A DISTANCE OF 188.58 FEET THROUGH A CENTRAL ANGLE OF 144°03'50" (CHORD BEARS NORTH 56°01'45" EAST 142.68 FEET); THENCE NORTH 16°00'10" WEST 30.72 FEET; THENCE NORTH 76°15'23" WEST 189.48 FEET; THENCE NORTH 28°07'47" EAST 203.03 FEET; THENCE NORTH 64°18'19" EAST 228.98 FEET TO THE NORTH LINE OF SAID SECTION 15; THENCE SOUTH 89°58'55" EAST ALONG SAID SECTION LINE A DISTANCE OF 600.09 FEET; THENCE SOUTH 68°00'12" EAST 185.95 FEET; THENCE SOUTH 41°05'37" EAST 328.08 FEET; THENCE SOUTH 04°51'05" WEST 340.10 FEET; THENCE NORTH 84°31'36" WEST 40.86 FEET; THENCE SOUTH 04°51'05" WEST 396.70 FEET; THENCE SOUTH 33°41'15" EAST 431.48 FEET; THENCE SOUTH 17°35'09" WEST 136.96 FEET; THENCE SOUTH 50°19'21" WEST 131.21 FEET; THENCE NORTH 75°00'07" WEST 121.72 FEET; THENCE NORTH 51°36'36" WEST 145.93 FEET; THENCE

NORTH 33°26'49" WEST 250.77 FEET; THENCE NORTH 28°31'00" WEST 86.42 FEET; THENCE NORTH 15°38'42" WEST 134.74 FEET; THENCE NORTH 01°37'25" EAST 149.78 FEET; THENCE NORTH 05°08'53" EAST 184.67 FEET; THENCE SOUTH 48°13'14" WEST 102.04 FEET; THENCE NORTH 82°49'09" WEST 218.44 FEET; THENCE NORTH 20°59'18" WEST 88.05 FEET; THENCE NORTH 03°54'02" WEST 96.36 FEET; THENCE NORTH 01°12'51" EAST 260.78 FEET; THENCE SOUTH 88°22'31" WEST 287.29 FEET TO THE POINT OF A 125.00 FOOT RADIUS CURVE TO THE RIGHT; THENCE ALONG SAID CURVE A DISTANCE OF 293.19 FEET THROUGH A CENTRAL ANGLE OF 134°23'12" (CHORD BEARS SOUTH 60°52'04" WEST 230.45 FEET); THENCE NORTH 51°56'20" WEST 106.75 FEET TO THE POINT OF A 175.00 FOOT RADIUS CURVE TO THE LEFT; THENCE ALONG SAID CURVE A DISTANCE OF 107.95 FEET THROUGH A CENTRAL ANGLE OF 35°20'32" (CHORD BEARS NORTH 69°36'36" WEST 106.24 FEET); THENCE NORTH 87°16'52" WEST 187.31 FEET TO THE POINT OF A 225.00 FOOT RADIUS CURVE TO THE RIGHT; THENCE ALONG SAID CURVE A DISTANCE OF 159.96 FEET THROUGH A CENTRAL ANGLE OF 40°44'03" (CHORD BEARS NORTH 66°54'51" WEST 156.62 FEET); THENCE NORTH 46°32'49" WEST 16.21 FEET TO THE POINT OF A 175.00 FOOT RADIUS CURVE TO THE LEFT; THENCE ALONG SAID CURVE A DISTANCE OF 111.49 FEET THROUGH A CENTRAL ANGLE OF 36°30'06" (CHORD BEARS NORTH 64°47'52" WEST 109.61 FEET); THENCE NORTH 83°02'55" WEST 22.69 FEET TO THE POINT OF A 400.00 FOOT RADIUS CURVE TO THE RIGHT; THENCE ALONG SAID CURVE A DISTANCE OF 122.01 FEET THROUGH A CENTRAL ANGLE OF 17°28'37" (CHORD BEARS NORTH 74°18'37" WEST 121.54 FEET); THENCE NORTH 65°34'18" WEST 91.33 FEET TO THE POINT OF A 275.00 FOOT RADIUS CURVE TO THE LEFT; THENCE ALONG SAID CURVE A DISTANCE OF 115.07 FEET THROUGH A CENTRAL ANGLE OF 23°58'26" (CHORD BEARS NORTH 77°33'31" WEST 114.23 FEET); THENCE NORTH 89°32'44" WEST 56.88 FEET TO THE POINT OF A 12.50 FOOT RADIUS CURVE TO THE LEFT; THENCE ALONG SAID CURVE A DISTANCE OF 3.27 FEET THROUGH A CENTRAL ANGLE OF 15°00'00" (CHORD BEARS SOUTH 82°57'16" WEST 3.26 FEET); THENCE SOUTH 75°27'16" WEST 101.60 FEET TO THE POINT OF A 37.50 FOOT RADIUS CURVE TO THE RIGHT; THENCE ALONG SAID CURVE A DISTANCE OF 9.82 FEET THROUGH A CENTRAL ANGLE OF 15°00'00" (CHORD BEARS SOUTH 82°57'16" WEST 9.79 FEET); THENCE NORTH 89°32'44" WEST 156.40 FEET TO THE POINT OF A 37.50 FOOT RADIUS CURVE TO THE RIGHT; THENCE ALONG SAID CURVE A DISTANCE OF 9.82 FEET THROUGH A CENTRAL ANGLE OF 15°00'00" (CHORD BEARS NORTH 82°02'44" WEST 9.79 FEET); THENCE NORTH 74°32'44" WEST 99.95 FEET TO THE POINT OF A 25.00 FOOT RADIUS CURVE TO THE LEFT; THENCE ALONG SAID CURVE A DISTANCE OF 6.54 FEET THROUGH A CENTRAL ANGLE OF 15°00'00" (CHORD BEARS NORTH 82°02'44" WEST 6.53 FEET); THENCE NORTH 89°32'44" WEST 269.67 FEET TO THE POINT OF A 200.00 FOOT RADIUS CURVE TO THE RIGHT; THENCE ALONG SAID CURVE A DISTANCE OF 106.16 FEET THROUGH A CENTRAL ANGLE OF 30°24'48" (CHORD BEARS NORTH 74°20'20" WEST 104.92 FEET); THENCE NORTH 59°07'56" WEST 129.11 FEET TO THE POINT OF A 25.00 FOOT RADIUS CURVE TO THE LEFT; THENCE ALONG SAID CURVE A DISTANCE OF 38.68 FEET THROUGH A CENTRAL ANGLE OF 88°38'22" (CHORD BEARS SOUTH 76°32'55" WEST 34.93 FEET) TO THE POINT OF BEGINNING.

CONTAINS 1,117,031 SQUARE FEET
 25.644 ACRES, MORE OR LESS