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When recorded mail to:  
King & Spalding LLP  
1100 Louisiana, Suite 4000  
Houston, Texas 77002  
Attn: David Runnels

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6/11/2019 10:23:00 AM \$40.00  
Book - 10790 Pg - 4632-4636  
RASHELLE HOBBS  
Recorder, Salt Lake County, UT  
INGEO SYSTEMS  
BY: eCASH, DEPUTY - EF 5 P.

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**MEMORANDUM OF COMPLETION AGREEMENT**

STATE OF UTAH                   §  
                                                  §  
COUNTY OF SALT LAKE       §

This **MEMORANDUM OF COMPLETION AGREEMENT** (“Memorandum”) is made as of the 10th day of June, 2019, by and between UW APARTMENTS LLC, a Delaware limited liability company (“*Lot 2 Owner*”) and GRIFFIN SL SOUTH UNION PARK 7090 PROPERTY, LLC, a Delaware limited liability company (“*Griffin*”).

WITNESSETH:

1. Lot 1 Parking Garage. Reference is hereby made to that certain Completion Agreement dated effective as of June 10, 2019 (as may be modified or amended, the “*Agreement*”), entered into by and between Lot 2 Owner and Griffin, pursuant to which the parties have certain rights and obligations relating to Lot 2 Owner’s completion of the Garage (as defined in the Agreement) on that certain tract or parcel of real property located in Salt Lake County, Utah, as more particularly described in the Agreement and in Exhibit “A” attached hereto and incorporated herein by this reference and referred to as “*Lot 1*” (“*Lot 1*”). The obligations relating to Lot 2 Owner’s completion of the Garage burden the property owned by Lot 2 Owner and described on Exhibit “B” attached hereto and incorporated herein by this reference and referred to as “*Lot 2*”.

2. Completion of Work. Lot 2 Owner is not obligated to commence construction of the Garage on Lot 1 by any deadline, but if Lot 2 Owner commences construction of the Garage, Lot 2 Owner must complete such construction no later than the Work Completion Date (as defined in the Agreement) in accordance with the Agreement, that certain Development Agreement (Union Woods Project) dated July 18, 2017 and recorded as Entry No. 12635522 in Book 10608 at Page 3566 and that certain Declaration of Reciprocal Easements dated February 8, 2019, and recorded in the Salt Lake County Records, Book 10751, Page 7536-7545, as amended by that certain First Amendment to Declaration of Reciprocal Easements dated April 18, 2019, and recorded in the Salt Lake County Records, Book 10771, Pages 1289-1292.

[Signature Page Follows]

IN WITNESS WHEREOF, this Memorandum has been executed as of the day and year first written above.

LOT 2 OWNER:

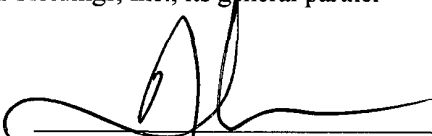
**UW APARTMENTS LLC,**  
a Delaware limited liability company

By: UW Apartments Partners LLC, its sole member

By: Hines UW Apartments Associates LP, its sole member

By: Hines Interests Limited Partnership, its general partner

By: Hines Holdings, Inc., its general partner

By:   
Name: Dustin Harris  
Title: Senior Managing Director

STATE OF Utah

COUNTY OF Salt Lake

This instrument was acknowledged before me on June 7<sup>th</sup>, 2019 by Dustin Harris, senior Managing Director of Hines Holdings, Inc., the general partner of Hines Interests Limited Partnership, the general partner of Hines UW Apartments Associates LP, the sole member of UW Apartments Partners LLC, the sole member of UW Apartments LLC, a Delaware limited liability company, on behalf of said entity.

Date: 6/7/19

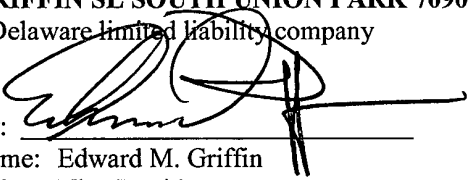
  
Official Signature of notary



Morgan Carmen  
Notary's printed or typed name, Notary Public

**GRIFFIN:**

**GRIFFIN SL SOUTH UNION PARK 7090 PROPERTY, LLC,**  
a Delaware limited liability company

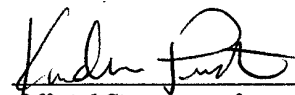
By:   
Name: Edward M. Griffin  
Title: Vice President

STATE OF Texas

COUNTY OF Harris

This instrument was acknowledged before me on June 6, 2019 by Edward M. Griffin, Vice President of Griffin SL South Union Park 7090 Property, LLC, a Delaware limited liability company.

Date: June 6, 2019

  
Official Signature of notary

Kandice Pimpton  
Notary's printed or typed name, Notary Public



**EXHIBIT "A"**

**Legal Description of Lot 1**

Lot 1, "Union Woods Subdivision No. 3" recorded with the County Recorder for Salt Lake County, Utah on June 8, 2017 as Entry No. 12551789 in Book 2017P at Page 135.

**EXHIBIT "B"**

**Legal Description of Lot 2**

Lot 2, "Union Woods Subdivision No. 3" recorded with the County Recorder for Salt Lake County, Utah on June 8, 2017 as Entry No. 12551789 in Book 2017P at Page 135.