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RASHELLE HOBBS
RECORDER, SALT LAKE COUNTY, UTAH
RIVERTON CENTERCAL 3 LLC
ATTN SEAN DENNISON
1600 FRANKLIN AVE
EL SEGUNDO, CA 90245
BY: ZHA, DEPUTY - WI 9 P.

WHEN RECORDED RETURN TO:

CenterCal Properties, LLC
Attn: Sean Dennison
1600 Franklin Avenue
El Segundo, CA 90245

CONSENT TO TRANSFER UNDER PARTICIPATION AGREEMENT

THIS CONSENT TO TRANSFER UNDER DEVELOPMENT AGREEMENT (this "Agreement") is made as of the 12 day of Oct., 2021, by and among the Redevelopment Agency of the City of Riverton, a Political subdivision of the State of Utah ("Agency"), Riverton CenterCal, LLC, a Delaware limited liability company ("Riverton 1"), and by Riverton CenterCal 3, LLC, a Delaware limited liability company ("Riverton 3").

WHEREAS, CenterCal Properties, LLC, a Delaware limited liability company ("CenterCal"), Riverton 1 and Agency entered into that certain Participation Agreement dated February 7, 2017, between Agency and CenterCal, along with Riverton 1 For the Western Commercial District Community Development Project Area, as City Contract Number 17-1040-03 (the "Agreement");

WHEREAS, pursuant to that certain Assignment and Assumption of Participation Agreement by and between CenterCal (as assignor) and Riverton 1 (as assignee), dated March 24, 2017, and recorded as Instrument Number 12502281 among the Land Records of Salt Lake County, CenterCal did assign all of its right, title and interest in the Agreement to Riverton 1 and, pursuant to Subsection 1.7.3 the Agreement, CenterCal was thereafter released;

WHEREAS, Riverton CenterCal 3, LLC, a Delaware limited liability company ("Riverton 3"), an affiliate of Riverton 1, has been formed for the purposes of acquiring, developing, leasing, operating, managing and/or selling a portion of the Site and the Facility thereon (the "Phase 3 Property");

WHEREAS, Riverton CenterCal 2, LLC, a Delaware limited liability company, an affiliate of both Developer and Riverton 3 is desirous of transferring certain land legally described on Exhibit A to Riverton 3 (the "Subject Property"); and

WHEREAS, the Subject Property is and will remain subject to the Agreement and, accordingly, the Agency hereby consents the transfer, sale and conveyance of the Subject Property upon the terms and conditions herein set forth.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Pursuant to Subsection 1.8.3 of the Agreement, the Agency hereby consents to the acquisition of the Subject Property by Riverton 3 and agrees that, by its execution hereof, any and all notice requirements set forth in the Agreement related thereto are hereby satisfied.

2. Notwithstanding that Riverton 3 shall become the owner of the Subject Property by conveyance of even date herewith, the same shall remain subject to the terms and conditions of the Agreement. Notwithstanding the foregoing, Riverton 1 has not, as of the date hereof, requested to transfer of the benefits of the Agreement to Riverton 3 and, until such time as the parties shall agree to a transfer of the same in accordance with the provisions of Subsection 1.8.4, the benefits accruing from or arising out of the Subject Property (including, but not limited to, the Participants' Tax Increment Share and Sales Tax Payment) shall continue to inure to the benefit of Riverton 1.

3. Riverton 3 hereby accepts and agrees to be bound by the terms of the Agreement as and to the extent that the same apply to the Subject Property.

4. This Agreement shall be binding on and inure to the benefit of the parties hereto and their respective successors and assigns.

5. This Agreement shall be governed by and construed in accordance with the laws of the State of Utah.

[Signature pages follow.]

CALIFORNIA ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California }
County of LOS ANGELES }

On OCTOBER 8, 2021 before me, KATHLEEN DONLON, NOTARY PUBLIC
Date Here Insert Name and Title of the Officer

personally appeared SEAN DENNISON
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) 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.



Place Notary Seal and/or Stamp Above

Signature Kathleen Donlon
Signature of Notary Public

OPTIONAL

Completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

Corporate Officer – Title(s): _____

Partner – Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer is Representing: _____

Signer's Name: _____

Corporate Officer – Title(s): _____

Partner – Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer is Representing: _____

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State of California }
County of LOS ANGELES }

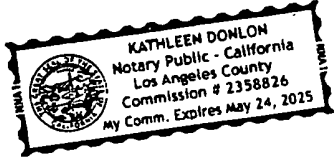
On OCTOBER 8, 2021 before me, Kathleen Donlon, Notary Public
Date Here Insert Name and Title of the Officer

personally appeared SEAN DENNISON
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose 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.



Place Notary Seal and/or Stamp Above

Signature Kathleen Donlon
Signature of Notary Public

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Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

Corporate Officer – Title(s): _____

Partner – Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer is Representing: _____

Signer's Name: _____

Corporate Officer – Title(s): _____

Partner – Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer is Representing: _____

AGENCY:

REDEVELOPMENT AGENCY OF RIVERTON CITY,
a subdivision of the State of Utah .

By: [Signature]
Name: Jason Lettbridge
Its: Development Services Dir

STATE OF UTAH)
: ss.
COUNTY OF Salt Lake)

On October 12, 2021 before me, Marcie J. Reader,
a Notary Public, personally appeared Jason Lettbridge,
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 Utah that the foregoing
paragraph is true and correct.

WITNESS my hand and official seal.

Signature Marcie J. Reader

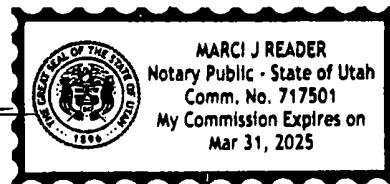


Exhibit A

Legal Description of the Property

That certain real property located in Salt Lake County, Utah, specifically described as follows:

Located in the Southeast Quarter of Section 31, Township 3 South, Range 1 West, Salt Lake Base and Meridian, Riverton, Utah, more particularly described as follows:

Beginning at a point being on the east line of that certain Special Warranty Deed recorded January 16, 2019 as Entry No. 12920129 in Book 10746 at Page 2826 in the office of the Salt Lake County Recorder, said point also being South 89°33'36" East 238.31 feet, along the section line, and North 00°26'24" East 1148.16 feet from the South Quarter Corner of Section 31, Township 3 South, Range 1 West Salt Lake Base and Meridian and running thence North 20°31'57" West 91.30 feet; thence northerly 29.27 feet along the arc of a 112.00 foot radius curve to the right, through a central angle of 14°58'32", (chord bears North 13°02'41" West 29.19 feet); thence northerly 25.11 feet along the arc of a 30.00 foot radius curve to the right, through a central angle of 47°57'03", (chord bears North 18°25'07" East 24.38 feet) to the south line of 13200 South Street; thence, along said south line, South 89°25'15" East 39.52 feet to the aforesaid east line of that Special Warranty Deed; thence, along said east line, the following three (3) courses: (1) southwesterly 24.18 feet along the arc of a 29.50 foot radius curve to the left, through a central angle of 46°57'13", (chord bears South 23°59'12" West 23.50 feet), (2) South 00°30'35" West 90.73 feet, (3) southerly 24.56 feet along the arc of a 153.00 foot radius curve to the left, through a central angle of 9°11'48", (chord bears South 04°05'19" East 24.53 feet) to the Point of Beginning.

Contains 3,126 Sq. Ft. (0.07 Ac.)

Basis of Bearing being South 89°33'36" East between the South Quarter Corner and the Southeast Corner of Section 31, Township 3 South, Range 1 West, Salt Lake Base and Meridian.

Parcel No. 27-31-376-001 TB

Parcel No. 27-31-451-005 TB

EXHIBIT A-1
(Depiction of Conveyance)

