

WHEN RECORDED, RETURN TO:
CW THE CLARA QOZB, LLC
Attn: Legal Department
1222 W. Legacy Crossing Blvd., Ste. 6
Centerville, UT 84014

Affecting parcel no(s): 11-900-0101 through 0102
CT-142780-CAF

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT ("**Memorandum**") is dated as of the 11 day of MARCH, 2022, by and between CW The Clara QOZB, LLC, a Utah limited liability company ("**CW The Clara**") and Domino II, LLC, a Utah limited liability company ("**Domino**"). CW The Clara and Domino may be referred to herein as a "**Party**" or collectively, as the "**Parties**".

The Parties have entered into that certain *Maintenance and Reimbursement Agreement* (the "**Agreement**") for the purpose of setting forth each Party's respective obligations with respect to maintenance, repair, and reimbursement within the Easement Area.

The Terms of the Agreement are incorporated herein. At the sole and exclusive discretion of the Parties, a copy of the Agreement may be obtained from either CW The Clara or Domino by written request made at the addresses set forth below. All capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Agreement.

This Memorandum is intended only to evidence the existence of the Agreement and does not amend, modify or supersede in any respect the terms, covenants, and provisions of the Agreement. In the event of any conflict or inconsistency between this Memorandum and the Agreement, the terms, provisions, and conditions in the Agreement shall control and prevail.

[Signature Page Follows]

IN WITNESS WHEREOF, the Parties have executed this agreement as of the latest date set forth below (the "Effective Date").

CW THE CLARA

CW THE CLARA QOZB, LLC,
a Utah limited liability company

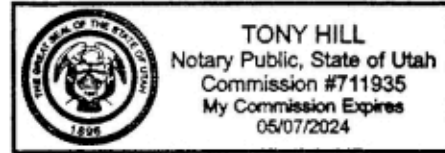
By: [Signature]
Name: HOLTON HUNSAKER
Title: CFO
Date: 3.11.2022

State of Utah)
 §
County of Davis)

On this 11 day of MARCH, 2022, before me TONY HILL a notary public, personally appeared HOLTON HUNSAKER, whose identity is personally known to me (or proved on the basis of satisfactory evidence) and who by me being duly sworn / affirmed, did say that he is the CHIEF FINANCIAL OFFICER of CW The Clara QOZB, LLC, a Utah limited liability company and that said document was signed by him in behalf of said limited liability company by authority of its governing documents, and acknowledged to me that said limited liability company executed the same.

Witness my hand and official seal.

[Signature]
(Notary Signature)



(Seal)

[Domino Signature and Acknowledgement Page Follows]

DOMINO

DOMINO II, LLC,
a Utah limited liability company

By: [Signature]
Name: JOSHUA GREEN
Title: MEMBER
Date: 3/11/2022

By: [Signature]
Name: Brandon Rindlisbacher
Title: Member
Date: 3/11/2022

By: [Signature]
Name: JONATHAN GALBRAITH
Title: MEMBER
Date: 3/11/2022

State of Utah)
 §
County of Davis)

On this 11 day of March, 2022, before me Bridgette Clark a notary public, personally appeared Joshua Green, Brandon Rindlisbacher, and Jonathan Galbraith whose identities are personally known to me (or proved on the basis of satisfactory evidence) and who by me being duly sworn / affirmed, did say that they are the members of Domino II, LLC, a Utah limited liability company and that said document was signed by them in behalf of said limited liability company by authority of its governing documents, and acknowledged to me that said limited liability company executed the same.

Witness my hand and official seal.

[Signature]
(Notary Signature)



(Seal)

EXHIBIT "A"
(Legal Description)

Parcel 1

ALL OF LOT 102 OF THE DANSIE MARKET SUBDIVISION RECORDED IN THE OFFICE OF THE DAVIS COUNTY RECORDER ON DECEMBER 20, 2021, AS ENTRY NO. 3444041 IN BOOK 7909 ON PAGE 604.

Parcel No. 11-900-0102 (for reference purposes only)

Parcel 2

ALL OF LOT 101 OF THE DANSIE MARKET SUBDIVISION RECORDED IN THE OFFICE OF THE DAVIS COUNTY RECORDER ON DECEMBER 20, 2021, AS ENTRY NO. 3444041 IN BOOK 7909 ON PAGE 604.

Parcel No. 11-900-0101 (for reference purposes only)