



Utah Department of Transportation Right of Entry and Occupancy Agreement

Project No: F-0092(12)1
Parcel No.(s): 18:A, 18:E, 19:A, 19:E, 23:A, 23:E, 25:A, 25:E, 26:A, 26:E, 48:A, 48:E
Job/Proj / Auth No: 52647 Pin No: 6690
Project Location: SR-92, LEHI TO HIGHLAND
County of Property: UTAH Tax ID / Sidwell No: 11-029-0035
Property Address: 1550 E. 3500 North LEHI UT, 84043
Owner / Grantor (s): Micron Technology, Inc., a Delaware corporation
Owner's Address: 8000 South Federal Way, Boise, ID 83706-9632
Owner's Phone: 208-368-4000

Acquiring Entity: Utah Department of Transportation (UDOT)

For the subject property described in the attached Exhibit A.

This Right of Entry and Occupancy Agreement ("Agreement") is made pursuant to Utah Code Annotated Section 59-2-1337.

Micron Technology, Inc. (as Property Owner), hereby grants to the State of Utah, Department of Transportation ("UDOT") and its contractors permission to enter upon, take possession of, and commence construction of its public works facility on the property described in attached Exhibit A, subject to the terms and conditions contained herein. This Agreement is made in connection with a pending condemnation action by UDOT and is intended to provide for the entry and occupancy of the property pending further negotiations or the pursuit of condemnation proceedings and possible alternative informal proceedings. Property Owner understands that, by executing this Agreement, Property Owner has waived and abandoned all defenses to the acquisition of the property.

It is understood and agreed that the sum of \$ 4,435,000.00 will be paid to the Property Owner as consideration for entering into this Agreement. This amount paid to the Property Owner shall be deducted from a final settlement, award of arbitration, or other determination of just compensation in an eminent domain action to acquire the property. The amount paid will be for the purposes of this Agreement only, and will not be admissible as evidence in any subsequent process used to establish the value of the property or the amount of compensation that may be due to the Property Owner. This Agreement is an 'entry agreement' made pursuant to Utah Code Annotated Section 59-2-1337.

It is understood and agreed that this Agreement is granted without prejudice to the rights of the Property Owner, pending any settlement, to contest the amount of compensation to be paid the Property Owner for the property described in Exhibit A.

Dated this 11th day of August, 2009

REVIEWED
MTI Legal

Micron Technology, Inc.

By Mike Botan
Its V.P. of OEM sales

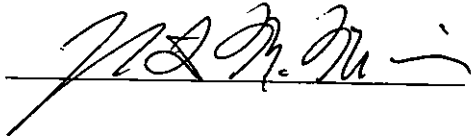
STATE OF IDAHO
County of Ada

On the 11th day of August, 2009 personally appeared before me Mike Botan the signer(s) of this Agreement for Micron Technology, Inc. who duly acknowledged to me that they executed the same.

Notary Public

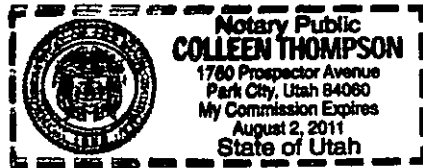
Lyle McMillan, UDOT Director of Right of Way

ENT 91624:2009 P6 2 of 12



STATE OF UTAH
County of Utah

On the 11 day of August, 2009 personally appeared before me Lyle McMillan the signer(s) of this Agreement for UDOT who duly acknowledged to me that they executed the same.



Notary Public



EXHIBIT A

Parcel No. 0092:18:A

A parcel of land in fee, for the widening of highway State Route 92 known as Project No. 0092, being part of an entire tract of property, situate in the NW¼NE¼ of Section 32, Township 4 South, Range 1 East, Salt Lake Base and Meridian. The boundaries of said parcel of land are described as follows:

Beginning at the intersection of the northerly right of way line of said State Route 92 (Alpine Highway) and the westerly boundary line of said entire tract, which point is 921.86 feet S.00°01'08"E. along the Quarter Section line of said Section 32 and 586.23 feet S.87°42'56"E. from the North Quarter corner of said Section 32; and running thence N.00°05'24"W. 246.94 feet along the westerly boundary line of said entire tract (record N.00°05'59"W) to a point 304.41 feet perpendicularly distant northerly from the centerline of said project, opposite approximate Engineer Station 102+19.76; thence S.87°53'24"E. 743.44 feet to the easterly boundary line of said entire tract at a point 217.73 feet radially distant northerly from said centerline, opposite approximate Engineer Station 110+12.51; thence S.00°03'00"E. 249.20 feet, more or less, along said easterly boundary line to said northerly right of way line; thence N.87°42'56"W. 743.36 feet along said right of way line to the point of beginning. The above described part of an entire tract contains 184,271 square feet in area or 4.230 acres.

(Note: Rotate above bearings 0°00'14" clockwise to equal highway bearings.)

Parcel No. 0092:18:E

A perpetual easement, upon part of an entire tract of property, situate in the NW¼NE¼ of Section 32, Township 4 South, Range 1 East, Salt Lake Base & Meridian, for the purpose of constructing and maintaining thereon public utilities and appurtenant parts thereof including, but not limited to ATMS Fiber Optic conduit, phone/communication lines, electrical service lines, gas lines, and cut and/or fill slopes to facilitate for the widening of State Route 92, known as Project No. 0092. The easement includes the right to maintain and continue the existence of said cut and/or fill slopes in the same grade and slope ratio as constructed by UDOT. The easement specifically including the right to maintain and continue the existence of said cut and/or fill slopes in the same grade and slope ratio as constructed by UDOT. The easement includes and conveys all rights of the servient estate owner to change the vertical distance or grade of said cut and/or fill slopes. The boundaries of said part of an entire tract are described as follows:

Beginning at the intersection of the northerly right of way and limited-access line of said project and the westerly boundary line of said entire tract, at a point 304.41 feet perpendicularly distant northerly from the centerline of said project, opposite approximate Engineers Station 102+19.76, which point is 921.86 feet S.00°01'08"E. along the Quarter Section line and 586.23 feet S.87°42'56"E. and 246.94 feet N.00°05'24"W. from the North Quarter corner of said Section 32; and running thence N.00°05'24"W. 50.04 feet along said westerly boundary line (record N.00°05'59"W); thence S.87°53'24"E. 743.47 feet; thence S.00°03'00"E. 50.04 feet; thence N.87°53'24"W. 743.44 feet to the point of beginning. The above described part of an entire tract contains 37,176 square feet in area or 0.853 acre.

(Note: Rotate above bearings 00°00'14" clockwise to equal highway bearings.)

Parcel No. 0092:19:A

A parcel of land in fee, for the widening of highway State Route 92 known as Project No. 0092, being part of an entire tract of property, situate in the NE $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 32, Township 4 South, Range 1 East, Salt Lake Base and Meridian. The boundaries of said parcel of land are described as follows:

Beginning at the intersection of the northerly right of way line of said State Route 92 (Alpine Highway) and the easterly boundary line of said entire tract, which point is 1,026.56 feet S.00°04'39"E. along the east line of said Section 32 from the Northeast corner of Section 32; and running thence N.87°47'39"W. 1,329.43 feet along said northerly right of way line to the westerly boundary line of said entire tract; thence N.00°02'37"W. 247.53 feet along said westerly boundary line; thence S.87°52'54"E. 1,287.52 feet to the point of tangency of a 9,520.00-foot radius curve to the right; thence Easterly 41.69 feet along the arc of said curve (chord bears S.87°45'22"E. 41.69 feet) to said easterly boundary line also being the east line of said Section 32; thence S.00°04'39"E. 249.47 feet along said Section line to the point of beginning. The above described parcel of land contains 330,146 square feet or 7.579 acres, more or less.

Note: Rotate above bearings 0°00'16" counterclockwise to equal highway bearings.)

Parcel No. 0092:19:E

A perpetual easement, upon part of an entire tract of property, situate in the NE $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 32, Township 4 South, Range 1 East, Salt Lake Base & Meridian, for the purpose of constructing and maintaining thereon public utilities and appurtenant parts thereof including, but not limited to ATMS Fiber Optic conduit, phone/communication lines, electrical service lines, gas lines, and cut and/or fill slopes to facilitate for the widening of State Route 92, known as Project No. 0092. The easement includes the right to maintain and continue the existence of said cut and/or fill slopes in the same grade and slope ratio as constructed by UDOT. The easement specifically including the right to maintain and continue the existence of said cut and/or fill slopes in the same grade and slope ratio as constructed by UDOT. The easement includes and conveys all rights of the servient estate owner to change the vertical distance or grade of said cut and/or fill slopes. The boundaries of said part of an entire tract are described as follows:

Beginning at the intersection of the northerly right of way and limited-access line of said project and the easterly boundary line of said entire tract, at a point 110.00 feet radially distant northerly from the centerline of said project, opposite approximate Engineers Station 123+01.66, which point is 777.09 feet S.00°04'39"E. along the Section line from the Northeast corner of said Section 32; and running thence N.00°04'39"W. 50.05 feet along said easterly boundary line; thence Westerly 39.77 feet along the arc of a 9,570.00-foot radius curve to the left (chord bears N.87°45'46"W. 39.77 feet); thence N.87°52'54"W. 1,289.40 feet to the easterly boundary line of said entire tract; thence S.00°02'37"E. 50.04 feet along said easterly boundary line to the northerly right of way and limited-access line, at a point 217.73 feet perpendicularly distant northerly from the centerline of said project, opposite approximate Engineers Station 110+12.51; thence along said northerly right of way and limited-access line the following two (2) courses and distances; (1) thence S.87°52'54"E. 1,287.52 feet to the point of tangency of a 9,520.00-foot radius curve to the right; (2) thence Easterly 41.69 feet along the arc of said curve (chord bears S.87°45'22"E. 41.69 feet) to the

point of beginning. The above described part of an entire tract contains 66,465 square feet in area or 1.526 acres.

Parcel No. 0092:23:A

A parcel of land in fee, for the widening of highway State Route 92 known as Project No. 0092, being part of an entire tract of property, situate in the NW $\frac{1}{4}$ NW $\frac{1}{4}$ and the NE $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 33, Township 4 South, Range 1 East, Salt Lake Base and Meridian. The boundaries of said parcel of land are described as follows:

Beginning at the intersection of the northerly right of way line of said State Route 92 (Alpine Highway) and the westerly boundary line of said entire tract, which point is 1,034.52 feet S.00°04'39"E. along the west line of said Section 33 and 24.77 feet S.87°50'00"E from the Northwest corner of said Section 33; and running thence N.00°04'39"W. 257.31 feet along the westerly boundary line of said entire tract to a point 110.00 feet radially distant northerly from the centerline of said project, opposite approximate Engineers Station 123+26.15; thence Easterly 967.46 feet along the arc of a 9,520.00-foot radius curve to the right (chord bears S.84°34'13"E. 967.04 feet); thence S.81°39'33"E. 810.94 feet; thence S.87°29'01"E. 36.25 feet to the easterly boundary line of said entire tract at a point 80.00 feet perpendicularly distant northerly from said centerline, opposite approximate Engineers Station 141+38.92; thence S.00°02'54"E. 253.10 feet along said easterly boundary line to the northerly right of way line of said SR-92; thence along said northerly right of way line the following four (4) courses and distances; (1) thence Westerly 78.35 feet along the arc of a 5,679.70-foot radius curve to the right (chord bears N.81°25'05"W. 78.35 feet); (2) thence N.81°02'00"W. 750.50 feet to the point of tangency of a 5,779.70-foot radius curve to the left; (3) thence Westerly 686.00 feet along the arc of said curve (chord bears N.84°26'01"W. 685.60 feet); (4) thence N.87°50'00"W. 300.19 feet to the point of beginning . The above described parcel of land contains 443,200 square feet in area or 10.174 acres.

(Note: Rotate above bearings 0°00'16" counterclockwise to equal highway bearings.)

Parcel No. 0092:23:E

A perpetual easement, upon part of an entire tract of property, situate in the NW $\frac{1}{4}$ NW $\frac{1}{4}$ and the NE $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 33, Township 4 South, Range 1 East, Salt Lake Base and Meridian. for the purpose of constructing and maintaining thereon public utilities and appurtenant parts thereof including, but not limited to ATMS Fiber Optic conduit, phone/communication lines, electrical service lines, gas lines, and cut and/or fill slopes to facilitate for the widening of State Route 92, known as Project No. 0092. The easement includes the right to maintain and continue the existence of said cut and/or fill slopes in the same grade and slope ratio as constructed by UDOT. The easement specifically including the right to maintain and continue the existence of said cut and/or fill slopes in the same grade and slope ratio as constructed by UDOT. The easement includes and conveys all rights of the servient estate owner to change the vertical distance or grade of said cut and/or fill slopes. The boundaries of said part of an entire tract are described as follows:

Beginning at the intersection of the northerly right of way and limited-access line of said project and the westerly boundary line of said entire tract, at a point 110.00 feet radially distant

northerly from the centerline of said project, opposite approximate Engineers Station 123+26.15, which point is 778.18 feet S.00°04'39"E. along the Section line and 24.75 feet N.89°55'21"E. from the Northwest corner of said Section 33; and running thence N.00°04'39"W. 50.05 feet along said westerly boundary line; thence Easterly 974.81 feet along the arc of a 9,570.00-foot radius curve to the right (chord bears S.84°34'38"E. 974.39 feet); thence S.81°39'33"E. 808.40 feet; thence S.87°29'01"E. 31.46 feet to the easterly boundary line of said entire tract; thence S.00°02'54"E. 50.05 feet along said easterly boundary line to the northerly right of way and limited-access line of said project, at a point 80.00 feet perpendicularly distant northerly from said centerline, opposite approximate Engineers Station 141+38.92; thence along said northerly right of way and limited-access line the following three (3) courses and distances; (1) thence N.87°29'01"W. 36.25 feet; (2) thence N.81°39'33"W. 810.94 feet to the point of tangency of a 9,520.00-foot radius curve to the left; thence Westerly 967.46 feet along the arc of said curve (chord bears N.84°34'14"W. 967.04 feet) to the point of beginning. The above described part of an entire tract contains 90,732 square feet in area or 2.083 acres.

(Note: Rotate above bearings 00°00'16" counterclockwise to equal highway bearings.)

Parcel No. 0092:25:A

A parcel of land in fee, for the widening of highway State Route 92 known as Project No. 0092, being part of an entire tract of property, situate in the NE¼NW¼ of Section 33, Township 4 South, Range 1 East, Salt Lake Base and Meridian. The boundaries of said parcel of land are described as follows:

Beginning at a point in the north line of a State Road which point is 1,383.21 feet North and 3,483.47 feet West from the East Quarter corner of Section 33, Township 4 South, Range 1 East, Salt Lake Base and Meridian (Basis of Bearing: N.00° 01'41" E. from said corner to the Northeast corner of said Section, being a State Plane Coordinate Bearing); and running thence; N.00°03'10"W. 281.21 feet to a point 80.00 feet perpendicularly distant northerly from the centerline of said project, opposite approximate Engineers Station 141+38.92; thence S.87°29'17"E. 12.03 feet to the easterly boundary line of said entire tract; thence S.00°03'10"E. 283.00 feet; thence N.79°05'15"W. 12.24 feet to the point of beginning. The above described tract of land contains 3,390 square feet in area or 0.078 acre.

Parcel No. 0092:25:E

A perpetual easement, upon part of an entire tract of property, situate in the NE¼NW¼ of Section 33, Township 4 South, Range 1 East, Salt Lake Base and Meridian, for the purpose of constructing and maintaining thereon public utilities and appurtenant parts thereof including, but not limited to ATMS Fiber Optic conduit, phone/communication lines, electrical service lines, gas lines, and cut and/or fill slopes to facilitate for the widening of State Route 92, known as Project No. 0092. The easement includes the right to maintain and continue the existence of said cut and/or fill slopes in the same grade and slope ratio as constructed by UDOT. The easement specifically including the right to maintain and continue the existence of said cut and/or fill slopes in the same grade and slope ratio as constructed by UDOT. The easement includes and conveys all rights of the servient estate owner to change the vertical distance or grade of said cut and/or fill slopes. The boundaries of said part of an entire tract are described as follows:

Beginning at the intersection in northerly right of way and limited-access line of said project and the westerly boundary line of said entire tract, at a point 80.00 feet perpendicularly distant northerly from the centerline of said project, opposite approximate Engineers Station 141+38.92, which point is 1,383.21 feet North and 3,483.47 feet West and 281.21 feet N.00°03'10"W. along Section line from the East Quarter corner of Section 33, T4S, R1E, Salt Lake Base and Meridian (Basis of Bearing: N.00°01'41"E. from said corner to the Northeast Corner of said Section); and running thence N.00°03'10"W. 50.05 feet along the westerly boundary line and said Section line; thence S.87°29'17"E. 12.03 feet; thence S.00°03'10"E. 50.05 feet; thence N.87°29'17"W. 12.03 feet to the point of beginning. The above described part of an entire tract contains 601 square feet in area or 0.014 acres.

Parcel No. 0092:26:A

A parcel of land in fee, for the widening of highway State Route 92 known as Project No. 0092, being part of an entire tract of property, situate in the NE $\frac{1}{4}$ NW $\frac{1}{4}$ and the NW $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 33, Township 4 South, Range 1 East, Salt Lake Base and Meridian. The boundaries of said parcel of land are described as follows:

Beginning at the intersection of the northerly right of way line of said State Route 92 (Alpine Highway) and the easterly boundary line of said entire tract, which point is 403.26 feet S.89°58'38"E. along the north line of said Section 33 and 1,303.43 feet S.04°02'40"E. from the North Quarter corner of said Section 33; thence along said northerly right of way line the following four (4) courses and distances; (1) thence N.89°58'01"W. 162.40 feet; (2) thence S.89°13'00"W. 158.00 feet; (3) thence N.87°33'26"W. 155.41 feet; (4) thence N.85°32'56"W. 838.85 feet to the Southwest corner of said entire tract; thence N.00°03'24"W. 242.89 feet along the westerly boundary line of said tract to a point 80.00 feet perpendicularly distant northerly from the centerline of said project, opposite approximate Engineers Station 141+50.67; thence S.87°29'17"E. 1,173.26 feet to a point 122.70 feet perpendicularly distant northerly from said centerline, opposite approximate Engineers Station 153+15.67; thence N.89°42'00"E. 121.57 feet to the easterly boundary line of said entire tract; thence S.04°02'40"E. 262.42 feet along said easterly boundary line to the point of beginning. The above described parcel of land contains 339,295 square feet in area or 7.789 acres.

Parcel No. 0092:26:E

A perpetual easement, upon part of an entire tract of property, situate in the NE $\frac{1}{4}$ NW $\frac{1}{4}$ and the NW $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 33, Township 4 South, Range 1 East, Salt Lake Base and Meridian. for the purpose of constructing and maintaining thereon public utilities and appurtenant parts thereof including, but not limited to ATMS Fiber Optic conduit, phone/communication lines, electrical service lines, gas lines, and cut and/or fill slopes to facilitate for the widening of State Route 92, known as Project No. 0092. The easement includes the right to maintain and continue the existence of said cut and/or fill slopes in the same grade and slope ratio as constructed by UDOT. The easement specifically including the right to maintain and continue the existence of said cut and/or fill slopes in the same grade and slope ratio as constructed by UDOT. The easement includes and conveys all rights of the servient estate owner to change the vertical distance or grade of said cut and/or fill slopes. The boundaries of said part of an entire tract are described as follows:

Beginning at the intersection of the northerly right of way and limited-access line of said project and the easterly boundary line of said entire tract at a point 138.09 feet radially distant northerly from the centerline of said project, opposite approximate Engineers Station 154+36.29, which point is 403.26 feet S.89°58'38"E. along the north line of said Section 33 and 1040.99 feet S.04°02'40"E. from the North Quarter corner of said Section 33; and running thence along said northerly right of way line and limited-access line the following two (2) courses and distances; (1) thence S.89°42'00"W. 121.57 feet; (2) thence N.87°29'17"W. 1,173.26 feet to the westerly boundary line of said entire tract; thence N.00°03'24"W. 50.05 feet along said westerly boundary line; thence S.87°29'17"E. 1,174.28 feet; thence N.89°42'00"E. 117.07 feet; thence S.04°02'35"E. 50.11 feet to the point of beginning. The above described part of an entire tract contains 64,656 square feet in area or 1.484 acres.

Parcel No. 0092:48:A

A parcel of land in fee, for the widening of highway State Route 92 known as Project No. 0092, being part of an entire tract of property, situate in the NE¼NW¼ Section 34, Township 4 South, Range 1 East, Salt Lake Base and Meridian. The boundaries of said parcel of land are described as follows:

Beginning at the intersection of the northerly right of way line of said State Route 92 (Alpine Highway) and the westerly boundary line of said entire tract, which point is 1,222.77 feet S.89°57'12"W. along the Section line and 1,284.71 feet S.01°24'45"W. from the Northeast corner of said Section 34; and running thence N.01°24'45"E. 264.45 feet along the westerly boundary line of said entire tract to a point 258.31 feet perpendicularly distant northerly from the centerline of said project, opposite approximate Engineers Station 190+26.84; thence N.89°42'00"E. 959.29 feet to a point 298.27 feet perpendicularly distant northerly from said centerline, opposite approximate Engineers Station 199+85.30; thence North 324.54 feet to the easterly boundary line of said entire tract established by Survey of Micron recorded as file name 95-0109 in Utah County Surveyors Office; thence S.09°40'00"E. 554.46 feet along said surveyed line to the northerly right of way line of SR-92; thence along said northerly right of way line the following five (5) courses and distances; (1) thence S.72°05'56"W. 48.52 feet; (2) thence S.88°00'19"W. 679.12 feet; (3) thence S.00°18'40"E. 7.00 feet; (4) thence S.89°41'34"W. 300.00 feet; (5) thence S.89°41'35"W. 34.07 feet to the point of beginning as shown. The above described parcel of land contains 270,599 square feet in area or 6.212 acres.

Parcel No. 0092:48:E

A perpetual easement, upon part of an entire tract of property, situate in the NE¼NW¼ Section 34, Township 4 South, Range 1 East, Salt Lake Base & Meridian, for the purpose of constructing and maintaining thereon public utilities and appurtenant parts thereof including, but not limited to ATMS Fiber Optic conduit, phone/communication lines, electrical service lines, gas lines, and cut and/or fill slopes to facilitate for the widening of State Route 92, known as Project No. 0092. The easement includes the right to maintain and continue the existence of said cut and/or fill slopes in the same grade and slope ratio as constructed by UDOT. The easement specifically including the right to maintain and continue the existence of said cut and/or fill slopes in the same grade and slope ratio as constructed by UDOT. The easement includes and

conveys all rights of the servient estate owner to change the vertical distance or grade of said cut and/or fill slopes. The boundaries of said part of an entire tract are described as follows:

Beginning at the intersection of the northerly right of way and limited-access line of said project and the westerly boundary line of said entire tract, at a point 258.31 feet perpendicularly distant northerly from the centerline of said project, opposite approximate Engineers Station 190+26.84, which point is 1,222.77 feet S.89°57'12"W. along the Section line and 1,020.26 feet S.01°24'45"W. along the westerly boundary line from the Northeast corner of said Section 34; and running thence N.01°24'45"E. 50.02 feet along said westerly boundary line; thence N.89°42'00"E. 958.06 feet to said northerly right of way and limited-access line; thence along said right of way line the following two (2) courses and distances; (1) thence South 50.00 feet to a point 298.27 feet perpendicularly distant northerly from the centerline of said project, opposite approximate Engineers Station 199+85.30; (2) thence S.89°42'00"W. 959.29 feet to the point of beginning. The above described part of an entire tract contains 47,932 square feet in area or 1.100 acres.

COOPERATION AGREEMENT

THIS COOPERATION AGREEMENT is made and entered into this 11th day of August, 2009, by and between the **UTAH DEPARTMENT OF TRANSPORTATION ("UDOT")** and **MICRON TECHNOLOGY, INC.**, a Delaware Corporation ("**Micron**") (Micron and UDOT are referred collectively as the "**Parties**").

RECITALS

1. UDOT is engaged in a project to improve State Road 92 ("**SR-92**") (the "**Project**").
2. Micron is the fee simple owner of approximately 333 acres of real property north of SR-92 and located at approximately 1200 East State Road 92 in Lehi, Utah (the "**Property**")
3. Given the design build nature of the Project, the Parties agree that it is desirable to cooperate during the construction of the Project.
4. Based on the mutual promises contained herein, the Parties agree as follows:

AGREEMENT

1. **COOPERATION.** The Parties agree to cooperate with each other with the intent to facilitate the Project and to avoid and mitigate any damage to the Property.
2. **COMMUNICATION PROCESS.** UDOT will hold a weekly project status meeting for Micron to discuss the following:
 - a. Current design-build plans;
 - b. Project schedule; and
 - c. Management of traffic plans;
3. **AMOUNT OF TAKE**
 - a. UDOT will direct its design builder to use its best efforts to design the Project so as to minimize the amount of the Property necessary for the Project and so as to maximize the amount of land to be offered back to Micron at the acquisition price negotiated by the Parties or determined by the court.
 - b. UDOT will direct its design builder to use its best efforts to design the Project to locate utilities as close to SR-92 as reasonably possible.
4. **NOTIFICATION.** The Parties will each designate a liason representative to coordinate with each other. The initial liason representative for each Party will be the following:
 - a. UDOT: Jim Golden, UDOT Project Lead, 3098 Executive Parkway, Suite 125, Lehi, Utah 84043, Telephone Number (801) 360-0052.

b. Micron: Clint Utter, 1550 East 3400 North, Lehi, Utah 84043, Telephone Number 801-767-3392.

5. **NON-WAIVER.** Neither Micron nor UDOT waives any rights under the law, including the Governmental Immunity Act.

UDOT:

Micron Technology, Inc.

M. Q. M. M. M.
Title: Director, Right of Way
Date: 8-11-09

Clint Utter
Title: V.P. of OEM Sales
Date: August 11, 2009

REVIEWED
MTI Legal
TCM