

RECORDED

MAY 03 2005

CITY RECORDER

16-21

WHEN RECORDED, PLEASE RETURN TO:

REDEVELOPMENT AGENCY OF SALT LAKE CITY  
Room 418, City & County Building  
451 South State Street  
Salt Lake City, Utah 84111  
Attn: Executive Director

9370280  
05/06/2005 04:27 PM \$61.00  
Book - 9128 Pg - 481-496  
GARY W. QTT  
RECORDER, SALT LAKE COUNTY, UTAH  
LANDMARK TITLE  
BY: SBM, DEPUTY - MI 16 P.

FIRST AMENDMENT TO RIO GRANDE STREET GRANT OF EASEMENT

THIS FIRST AMENDMENT TO RIO GRANDE STREET GRANT OF EASEMENT (this "Amendment") is made this 3<sup>rd</sup> day of April, 2005, by the undersigned fee owners and controlling associations of the Retail Parcels and Office Parcels (collectively, "Owners"), Redevelopment Agency of Salt Lake City, a public agency organized and existing under the Redevelopment Agencies Act ("Agency"), and Salt Lake City Corporation, a municipal corporation of the State of Utah (the "City"). Capitalized terms not otherwise defined herein shall have the same meaning given to such terms in the Easement Agreement (defined below).

RECITALS:

A. Gateway Associates, Ltd., a Utah limited partnership ("Gateway Associates"), Agency and City entered into that certain Rio Grande Street Grant of Easement dated January 3, 2000, and recorded in the office of the Salt Lake County Recorder on January 5, 2000 as Entry No. 7553963 in Book 8336, Pgs. 1217-1239 (the "Easement Agreement").

B. The Owners are the successors in interest of Gateway Associates to the real property which is the subject of the Easement Agreement.

C. Exhibit A and Exhibit D to the Easement Agreement contemplate that upon creation of certain condominiums on the Retail and Office Parcels, the legal descriptions of such parcels would be revised and updated to reflect the creation of such condominium units. Such condominium units have been created by mesne documents of record.

D. Certain of the Developer Improvements encroach in minor respects upon the Rio Grande Easement.

E. Pursuant to separate approvals of the City and Agency, the approved use of the Hotel Parcel has been modified such that the Parcel identified on Exhibit D to the Easement Agreement as the "Hotel Parcel" (identified on Exhibit A-1 to this Amendment as "LOT 6") is no longer intended for use for hotel purposes and now constitutes an additional "Retail Parcel."

F. The undersigned desire to amend the Easement Agreement as provided herein.

AGREEMENT:

FOR THE SUM OF TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the undersigned agree as follows:

1. Amendment to Recitals.

- (a) Recital A is amended by deleting the words "and shown on the Site Plan attached as Exhibit "B" (the "Site Plan")".
- (b) Recital B is amended by deleting the words "as depicted on the Site Plan."
- (c) Recital C is amended by inserting, following the words "by reference," the following: "as shown on that certain ALTA/ACSM Land Title Survey dated April 29, 2005, prepared by McNeil Engineering and Land Surveying and identified as Project No. 250155, a copy of which has been filed with the Salt Lake County Surveyor's Office (the "Survey")".

2. Amendments to Exhibits of the Easement Agreement. Exhibit A to the Easement Agreement, which sets forth the legal descriptions of the Retail Parcels, and Exhibit D to the Easement Agreement, which sets forth the legal descriptions of the Hotel Parcel and Office Parcels, are hereby amended and replaced in their entirety with Exhibit A-1 and Exhibit D-1, respectively, attached hereto and incorporated herein by this reference. All references to "Exhibit A," or "Exhibit D" in the Easement Agreement are hereby deleted and replaced in their entirety with "Exhibit A-1" and "Exhibit D-1," respectively. Exhibit B to the Easement Agreement is deleted. Exhibit E attached hereto is hereby added to the Easement Agreement.

3. Encroachments. The Easement Agreement is hereby amended by adding the following new Section 9.16:

"9.16. *Encroachments.* Agency and City, as applicable, hereby accept the location of (a) the Developer Improvements that are listed on Exhibit E, as depicted on the Survey, and (b) any Developer Improvements that encroach on the Rio Grande Easement by twelve (12) inches or less (collectively, the encroachments described in (a) and (b) being referred to herein as the "Permitted Encroachments"), and waive any and all rights they

may have arising from any encroachment of any Permitted Encroachment upon the Rio Grande Easement. The rights granted to Owners hereunder include without limitation the right of ingress and egress to use the Developer Improvements that constitute Permitted Encroachments and to use such equipment as is reasonably necessary to, from time to time, install, maintain, repair, inspect, protect, remove and replace such Developer Improvements and keep such Developer Improvements free from ice, snow, debris and obstructions.”

4. Elimination of the Hotel Parcel. All references to the “Hotel Parcel” included in the Easement Agreement are hereby deleted in their entirety. The Retail Building Parcel identified on Exhibit A-1 as LOT 6 shall for all purposes of the Easement Agreement constitute a “Retail Parcel.”

5. Amendment to Owner’s Notice Address. The notice address for Owners set forth in Section 6 of the Easement Agreement is hereby amended and replaced as follows:

If to Owners: Gateway Associates, Ltd.  
Gateway Retail Holdings, L.C.  
Gateway Block A Condominium Association, Inc.  
Gateway Block B Condominium Association, Inc.  
Gateway Block C-1 Condominium Associates, Inc.  
Gateway Block C-2 Condominium Association, Inc.

C/O The Boyer Company, L.C.  
90 South 400 West, Suite 200  
Salt Lake City, Utah 84101

6. No Consents Necessary. Each of the Owners, Agency and City hereby represents and warrants that it does not need to obtain the consent of any other party in order to execute this First Amendment, except in the case of the Owners, the consent of Wells Fargo Bank, National Association, which is provided below.

7. Miscellaneous. Except as expressly modified by the provisions of this First Amendment, the Easement Agreement shall continue in full force and effect. In the event any inconsistencies exist between the terms of this First Amendment and the Easement Agreement, this First Amendment shall control. The deletion of an entire Section of the Easement Agreement pursuant to this Amendment shall not result in any renumbering of the remaining Sections of the Easement Agreement. The individuals who execute this First Amendment represent and warrant that they are duly authorized to execute this First Amendment on behalf of Gateway, Agency and City, as the case may be, and that the parties named are all of the parties and proper parties, and that no other signature, act or authorization is necessary to bind such entities to the provisions of this First Amendment. This First Amendment may be executed in counterpart originals, each of which when duly executed and delivered shall be deemed an original and all of which when taken together shall constitute one instrument. Executed originals (or counterpart originals) of this First Amendment may be delivered by facsimile transmission, which facsimile transmission copies shall be deemed originals.


IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the day and year first above written.

**OWNERS:**

**GATEWAY ASSOCIATES, LTD.**, a Utah limited partnership, by its general partner


BOYER GATEWAY, L.C., a Utah limited liability company, by its Manager

THE BOYER COMPANY, L.C., a Utah limited liability company


By:   
Name: STEVEN B. OSTLER  
Title: Manager

**GATEWAY RETAIL HOLDINGS, L.C.**, a Utah limited liability company, by its manager


GATEWAY RETAIL MANAGER, INC, a Utah corporation

By:   
Name: STEVEN B. OSTLER  
Title: President


**GATEWAY BLOCK A CONDOMINIUM ASSOCIATION, INC.**, a Utah non-profit corporation

By:   
Name: STEVEN B. OSTLER  
Title: Secretary/Treasurer


**GATEWAY BLOCK B CONDOMINIUM ASSOCIATION, INC.**, a Utah non-profit corporation

By:   
Name: STEVEN B. OSTLER  
Title: Secretary/Treasurer

**GATEWAY BLOCK C-1 CONDOMINIUM  
ASSOCIATION, INC., a Utah non-profit corporation**

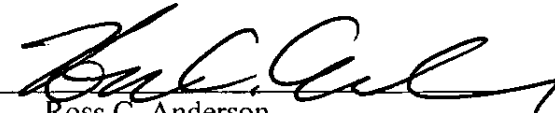
By:   
Name: STEVEN B. OSTLER  
Title: Secretary/Treasurer


**GATEWAY BLOCK C-2 CONDOMINIUM  
ASSOCIATION, INC., a Utah non-profit corporation,**

By:   
Name: STEVEN B. OSTLER  
Title: Secretary/Treasurer

**AGENCY:**

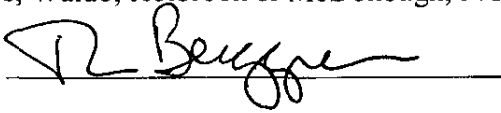
REDEVELOPMENT AGENCY OF SALT LAKE CITY

By:   
Ross C. Anderson  
Its: Chief Administrative Officer

By:   
David J. Oka  
Its: Executive Director

Approved as to legal form by counsel:

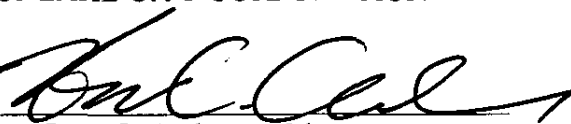
Jones, Waldo, Holbrook & McDonough, P.C.

By: 

CITY:

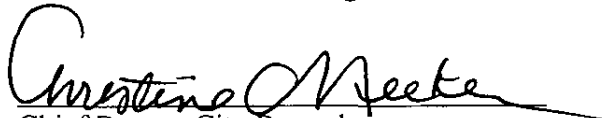
**RECORDED** SALT LAKE CITY CORPORATION

MAY 03 2005

By:   
Ross C. Anderson, Mayor

**CITY RECORDER**

**Attest and Countersign:**

  
Christina Meeker  
Chief Deputy City Recorder



Approved as to form by:  4/21/05

STATE OF UTAH )  
 ) SS:  
COUNTY OF SALT LAKE )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of April, 2005, by Steven B. Oster, a manager of The Boyer Company, L.C., which is the manager of Boyer Gateway, L.C., which is the general partner of Gateway Associates, Ltd.



Rachael N. Niusulu  
Notary Public

STATE OF UTAH )  
 ) SS:  
COUNTY OF SALT LAKE )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of April, 2005, by Steven B. Oster, the President of Gateway Retail Manager, Inc., which is the manager of Gateway Retail Holdings, L.C.



Rachael N. Niusulu  
Notary Public

STATE OF UTAH )  
 ) SS:  
COUNTY OF SALT LAKE )

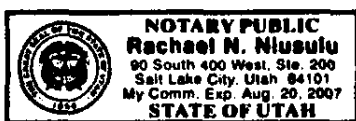
The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of April, 2005, by Steven B. Oster, the Secretary/Treasurer of Gateway Block A Condominium Association, Inc.



Rachael N. Niusulu  
Notary Public

STATE OF UTAH )  
 ) SS:  
COUNTY OF SALT LAKE )

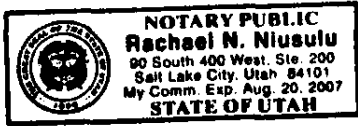
The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of April, 2005, by Steven B. Oster, the Secretary/Treasurer of Gateway Block B Condominium Association, Inc.



Rachael N. Niusulu  
Notary Public

STATE OF UTAH )  
 ) SS:  
COUNTY OF SALT LAKE )

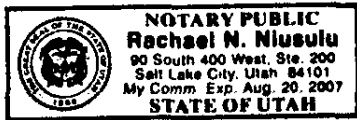
The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of April, 2005, by Steven B. Ostler, the Secretary/Treasurer of Gateway Block C-1 Condominium Association, Inc.



Rachael N. Niusulu  
Notary Public

STATE OF UTAH )  
 ) SS:  
COUNTY OF SALT LAKE )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of April, 2005, by Steven B. Ostler, the Secretary/Treasurer of Gateway Block C-2 Condominium Association, Inc.



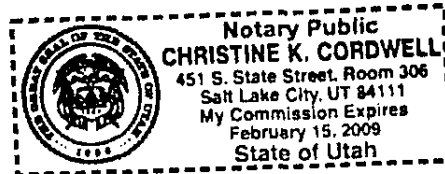
Rachael N. Niusulu  
Notary Public

STATE OF UTAH )  
 ) SS:  
COUNTY OF SALT LAKE )

The foregoing instrument was acknowledged before me this 27 day of April, 2005, by Ross C. Anderson, the Chief Administrative Officer of the Redevelopment Agency of Salt Lake City, a public agency.

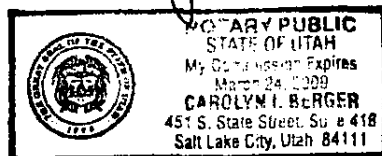
Christine K. Cordwell  
Notary Public

STATE OF UTAH )  
 ) SS:  
COUNTY OF SALT LAKE )



The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of April, 2005, by David J. Oka, Executive Director of the Redevelopment Agency of Salt Lake City, a public agency.


Carolyn I. Berger  
Notary Public

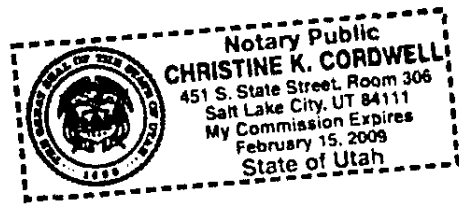




STATE OF UTAH            )  
                                  ) SS:  
COUNTY OF SALT LAKE )

The foregoing instrument was acknowledged before me this 27 day of April, 2005, by Ross C. Anderson, the Mayor of the Salt Lake City Corporation.

  
Notary Public





**Exhibit A-1**

**Revised Legal Description of Retail Parcels**

RETAIL UNITS 1-4, contained within the Block A Condominium Project as the same are identified in the Record of Survey Map recorded in the office of the Salt Lake County Recorder on February 26, 2001, as Entry No. 7828968 (as said Record of Survey Map shall have heretofore been amended or supplemented, including that certain amended Record of Survey Map, recorded in the office of the Salt Lake County Recorder on December 6, 2002 as Entry No. 8448732, in Book "2002P" at Page 532 of Plats) (the "Block A Map") and in the Declaration of Condominium for Gateway Block A Condominium Project, recorded in the office of the Salt Lake County Recorder on February 26, 2001, as Entry No. 7828969, in Book No. 8427 at Page 4676-4750 (as said Block A Declaration may have heretofore been amended or supplemented), TOGETHER WITH the undivided Ownership interest in said Block A Condominium's Common Elements that is appurtenant to said Units as more particularly described in the Block A Declaration.

Tax Parcel Nos.: 15-01-177-002-0000, 15-01-177-003-0000, 15-01-177-010-0000 and  
15-01-177-011-0000

RETAIL UNITS 1-4, contained within the Block B Condominium Project as the same are identified in the Record of Survey Map recorded in the office of the Salt Lake County Recorder on February 26, 2001, as Entry No. 7828970 (as said Record of Survey Map shall have heretofore been amended or supplemented) (the "Block B Map") and in the Declaration of Condominium for Gateway Block B Condominium Project, recorded in the office of the Salt Lake County Recorder on February 26, 2001, as Entry No. 7828971, in Book No. 8427 at Page 4752-4829 (as said Block B Declaration may have heretofore been amended or supplemented), TOGETHER WITH the undivided Ownership interest in said Block B Condominium's Common Elements that is appurtenant to said Units as more particularly described in the Block B Declaration.

Tax Parcel Nos.: 15-01-131-001-0000, 15-01-131-002-0000, 15-01-131-003-0000 and  
15-01-131-004-0000

RETAIL UNIT, contained within the Block C1 Condominium Project as the same is identified in the Record of Survey Map recorded in the office of the Salt Lake County Recorder on December 27, 2000, as Entry No. 7788087, in Book 2000P at Page 364 of Plats (as said Record of Survey Map shall have heretofore been amended or supplemented) (the "Block C1 Map") and in the Declaration of Condominium for Gateway Block C1 Condominium Project, recorded in the office of the Salt Lake County Recorder on April 27, 2001, as Entry No. 7881708, in Book No. 8450 at Page 4761-4842-A (as said Block C1 Declaration may have heretofore been amended or supplemented), TOGETHER WITH the undivided Ownership interest in said Block C1 Condominium's Common Elements that is appurtenant to said Unit as more particularly described in the Block C1 Declaration.

Tax Parcel No.: 15-01-185-001-0000

**RETAIL PARCELS (CONT.):**

RETAIL UNIT 1, contained within the Block C2 Condominium Project as the same is identified in the Record of Survey Map recorded in the office of the Salt Lake County Recorder on December 27, 2000, as Entry No. 7788089, in Book 2000P at Page 365 of Plats (as said Record of Survey Map shall have heretofore been amended or supplemented) (the "Block C2 Map") and in the Declaration of Condominium for Gateway Block C2 Condominium Project, recorded in the office of the Salt Lake County Recorder on April 27, 2001, as Entry No. 7881709, in Book No. 8450 at Page 4843-4926 (as said Block C2 Declaration may have heretofore been amended or supplemented), TOGETHER WITH the undivided Ownership interest in said Block C2 Condominium's Common Elements that is appurtenant to said Unit as more particularly described in the Block C2 Declaration.

Tax Parcel No.: 15-01-130-001-0000

LOT 3, Boyer Gateway Subdivision Plat, recorded in the office of the Salt Lake County Recorder on February 23, 2001, as Entry No. 7828967, in Book 2001P at Page 37 of Plats.

Tax Parcel No.: 08-36-376-016-0000

LOT 4, Boyer Gateway Subdivision Plat, recorded in the office of the Salt Lake County Recorder on February 23, 2001, as Entry No. 7828967, in Book 2001P at Page 37 of Plats.

Tax Parcel No.: 08-36-376-015-0000

LOT 6, Boyer Gateway Subdivision Plat, recorded in the office of the Salt Lake County Recorder on February 23, 2001, as Entry No. 7828967, in Book 2001P at Page 37 of Plats.

Tax Parcel No.: 08-36-376-013-0000

LOT 7, Boyer Gateway Subdivision Plat, recorded in the office of the Salt Lake County Recorder on February 23, 2001, as Entry No. 7828967, in Book 2001P at Page 37 of Plats.

Tax Parcel No.: 08-36-376-012-0000

**Exhibit B**

**Deleted**

**Exhibit D-1**

**Revised Legal Description of Office Parcels**

**OFFICE PARCELS:**

OFFICE UNIT 1, contained within the Block A Condominium Project as the same is identified in the Record of Survey Map recorded in the office of the Salt Lake County Recorder on February 26, 2001, as Entry No. 7828968 (as said Record of Survey Map shall have heretofore been amended or supplemented, including that certain amended Record of Survey Map, recorded in the office of the Salt Lake County Recorder on December 6, 2002 as Entry No. 8448732, in Book "2002P" at Page 532 of Plats) (the "Block A Map") and in the Declaration of Condominium for Gateway Block A Condominium Project, recorded in the office of the Salt Lake County Recorder on February 26, 2001, as Entry No. 7828969, in Book No. 8427 at Page 4676-4750 (as said Block A Declaration may have heretofore been amended or supplemented), TOGETHER WITH the undivided ownership interest in said Block A Condominium's Common Elements that is appurtenant to said Unit as more particularly described in the Block A Declaration.

Tax Parcel No. 15-01-177-006-000

OFFICE UNIT 1, contained within the Block B Condominium Project as the same is identified in the Record of Survey Map recorded in the office of the Salt Lake County Recorder on February 26, 2001, as Entry No. 7828970 (as said Record of Survey Map shall have heretofore been amended or supplemented) (the "Block B Map") and in the Declaration of Condominium for Gateway Block B Condominium Project, recorded in the office of the Salt Lake County Recorder on February 26, 2001, as Entry No. 7828971, in Book No. 8427 at Page 4752-4829 (as said Block B Declaration may have heretofore been amended or supplemented), TOGETHER WITH the undivided ownership interest in said Block B Condominium's Common Elements that is appurtenant to said Unit as more particularly described in the Block B Declaration.

Tax Parcel No. 15-01-131-005-000

**OFFICE PARCELS (Cont.):**

OFFICE UNITS 2A, 2B, 2C, 2D, 2E and 2F, contained within the Gateway Block B—Office Unit 2 Condominium Project as the same are identified in the Record of Survey Map recorded in the office of the Salt Lake County Recorder on May 16, 2002, as Entry No. 8235749 (as said Record of Survey Map shall have heretofore been amended or supplemented) (the “Block B—Office Unit 2 Map”) and in the Declaration of Condominium for Gateway Block B—Office Unit 2 Condominium Project, recorded in the office of the Salt Lake County Recorder on May 16, 2002, as Entry No. 8235750, in Book No. 8598 at Pages 7020-7086 (as said Block B—Office Unit 2 Declaration may have heretofore been amended or supplemented), TOGETHER WITH the undivided ownership interest in said Block B—Office Unit 2 Condominium’s Common Elements that is appurtenant to said Sub-Units as more particularly described in the Block B—Office Unit 2 Declaration.

Tax Parcel Nos. 15-01-131-010-000, 15-01-131-011-000, 15-01-131-012-000, 15-01-131-013-000, 15-01-131-014-000, and 15-01-131-015-000

LOT 5, Boyer Gateway Subdivision Plat, recorded in the office of the Salt Lake County Recorder on February 23, 2001, as Entry No. 7828967, in Book 2001P at Page 37 of Plats.

Tax Parcel No.: 08-36-376-014-0000

**Exhibit E**

**Developer Improvements**

Columns supporting 3rd Level Deck, Block C2 Condominium Building  
Supporting Columns for Pedestrian Bridge  
Corner of Block B Condominium Building  
Columns supporting Dick's Canopy  
Corner of Block C2 Condominium Building  
Street Improvements, including curb and gutter  
Surface level facilities (i.e., manhole covers, drainage grates, basins, etc.)  
Planter Boxes and similar landscape containers  
Bollards  
Hand Rails  
Light Poles  
Fire Hydrants & Water Valves  
Above-Ground bridges, canopies and overhangs (i.e. items that do not impede pedestrian or vehicular ingress and egress)  
Park Benches  
Trash Cans  
Landscaping ponds and fountains  
Plants, turf and other landscaping features, etc.  
Information and traffic signage  
Bike racks