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ENTRY NO. 00823634

08/24/2007 12:00:08 PM B: 1885 P: 0472
Easements PAGE 1/7

ALAN SPRIGGS, SUMMIT COUNTY RECORDER
FEE 0.00 BY SNYDERVILLE BASIN SID

When recorded return to:
Snyderville Basin Water Reclamation District
2800 Homestead Road, Park City, Utah 84098



**GRANT OF EASEMENT
FOR CONSTRUCTION AND MAINTENANCE OF WASTEWATER COLLECTION
AND TRANSPORTATION PIPELINE(S)**

DV Luxury Resort LLC, a Delaware limited liability Company; Deer Valley Resort Company, a Utah limited partnership; and Talisker Empire Pass Hotel LLC, a Delaware limited liability company together as Grantors, do hereby convey and warrant to the Snyderville Basin Water Reclamation District, a special District of the state of Utah, (the District) Grantee, of Summit County, Utah, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, a permanent easement and right-of-way for the purpose of constructing, operating and maintaining one or more underground pipelines in the easement granted herein for the collection and transportation of wastewater as permitted by the District in the exclusive discretion of the District, over, across, through and under the premises of the Grantors situated in Summit County, Utah which are more specifically described as follows:

Sewer Easement No. 1 *EVS - A*

A sanitary sewer easement upon a part of Lot A, Parcel B-2 Empire Village Subdivision, recorded as Entry No. 00814178 in Book 1867 at Page 0841 in the Office of the Recorder, Summit County, Utah, situate in the West 1/2 of Section 28, and the East 1/2 of Section 29, Township 2 South, Range 4 East, Salt Lake Base and Meridian, the boundaries of said easement are described as follows:

Beginning on the westerly right of way line of Marsac Avenue according to the official plat thereof on file and of record in the office of the recorder Summit County, Utah as Entry No. 623451 at a point S00°30'49"E 312.64 feet along the Section Line and East 44.95 feet from the West Quarter Corner of Section 28, Township 2 South, Range 4 East, Salt Lake Base and Meridian; and running thence N03°36'46"E 39.87 feet; thence Northwesterly 36.01 feet along the arc of a 40.00 foot radius curve to the left, chord bears N74°06'36"W 34.81 feet; thence Southwesterly 45.63 feet along the arc of a 490.00 foot radius curve to the left, chord bears S77°25'55"W 45.61 feet; thence Southwesterly 12.80 feet along the arc of a 52.50 foot radius curve to the left, chord bears S67°46'53"W 12.77 feet; thence S60°47'54"W 92.66 feet; thence S34°48'45"W 34.47 feet; thence Southwesterly 26.85 feet along the arc of a 20.00 foot radius curve to the right, chord bears S73°16'26"W 24.88 feet; thence N68°15'54"W 9.64 feet; thence N55°11'15"W 21.97 feet to the boundary of said Lot A; thence along the boundary of said Lot A the following ten (10) courses N34°52'21"E 38.14 feet; (2) thence N79°42'31"E 42.45 feet; (3) thence Northeasterly 2.42 feet along the arc of a 17.00 foot radius curve to the right, chord bears N30°43'45"E 2.42 feet; (4) thence N34°48'45"E 17.05 feet; (5) thence Northeasterly 38.05 feet along the arc of a 55.00 foot radius curve to the right, chord bears N54°37'54"E 37.30 feet; (6) thence N74°27'02"E 51.51 feet; (7) thence Northeasterly 50.53 feet along the arc of a 512.50 foot radius curve to the right, chord bears N77°16'30"E 50.51 feet; (8) thence Southeasterly 77.37 feet along the arc of a 62.50 foot radius curve to the right, chord bears S64°26'06"E 72.53 feet; (9) thence S03°36'46"W 4.26 feet; (10) thence Southeasterly 23.46 feet along the arc of a 27.50 foot radius curve to the left, chord bears S60°25'01"E 22.76 feet to said westerly right of

way line of Marsac Avenue; thence along said westerly right of way line of Marsac Avenue Southwesterly 0.71 feet along the arc of a 10.00 foot radius curve to the right, chord bears S81°41'55"W 0.71 feet; thence continuing along said westerly right of way line of Marsac Avenue Southwesterly 56.36 feet along the arc of a 80.00 foot radius curve to the left, chord bears S63°32'21"W 55.20 feet to the point of beginning.
Contains 8,840 Square Feet or 0.203 Acres

Easement No. 2

PCA-S-98-FF

A sanitary sewer easement upon a part of Lot C, Parcel B-2 Empire Village Subdivision, recorded as Entry 00814178 in Book 1867 at Page 0841 in the Office of the Recorder, Summit County, Utah situate in the West ½ of Section 28, and the East ½ of Section 29, Township 2 South, Range 4 East, Salt Lake Base and Meridian, the boundaries of said easement are described as follows:

Beginning on the boundary of said Lot C, Parcel B-2 Empire Village Subdivision, at a point S00°30'49"E 272.46 feet along the Section Line and East 75.90 feet from the West Quarter Corner of Section 28, Township 2 South, Range 4 East, Salt Lake Base and Meridian; and running thence along said northerly boundary of said Lot A the following seven (7) courses and distances Northwesterly 77.37 feet along the arc of a 62.50 foot radius curve to the left, chord bears N64°26'06"W 72.53 feet; (2) thence Southwesterly 50.53 feet along the arc of a 512.50 foot radius curve to the left, chord bears S77°16'30"W 50.51 feet; (3) thence S74°27'02"W 51.51 feet; (4) thence Southwesterly 38.05 feet along the arc of a 55.00 foot radius curve to the left, chord bears S54°37'53"W 37.30 feet; (5) thence S34°48'45"W 17.05 feet; (6) thence Southwesterly 2.42 feet along the arc of a 17.00 foot radius curve to the left, chord bears S30°43'46"W 2.42 feet; (7) thence S79°42'31"W 42.75 feet; thence N34°48'45"E 54.78 feet; thence Northeasterly 42.20 feet along the arc of a 70.00 foot radius curve to the right, chord bears N52°05'06"E 41.57 feet; thence N69°21'28"E 24.90 feet; thence Northeasterly 43.16 feet along the arc of a 420.00 foot radius curve to the right, chord bears N72°18'06"E 43.14 feet; thence N75°14'44"E 94.90 feet; thence S14°45'16"E 10.00 feet; thence N75°14'44"E 18.54 feet; thence Northeasterly 62.26 feet along the arc of a 52.50 foot radius curve to the left, chord bears N41°16'21"E 58.67 feet; thence N07°17'58"E 60.94 feet; thence S88°23'09"W 24.48 feet; thence Northwesterly 91.01 feet along the arc of a 113.33 foot radius curve to the right, chord bears N68°36'28"W 88.59 feet; thence N45°36'05"W 46.43 feet; thence Northwesterly 5.51 feet along the arc of a 84.67 foot radius curve to the left, chord bears N47°27'53"W 5.51 feet; thence N49°19'40"W 122.28 feet; thence Northwesterly 62.86 feet along the arc of a 184.67 foot radius curve to the left, chord bears N59°04'45"W 62.56 feet; thence N68°49'51"W 12.83 feet; thence Northwesterly 43.51 feet along the arc of a 130.00 foot radius curve to the right, chord bears N59°14'36"W 43.30 feet; thence S10°45'59"W 6.81 feet; thence Northwesterly 60.12 feet along the arc of a 207.00 foot radius curve to the right, chord bears N48°58'34"W 59.91 feet; thence N40°39'19"W 26.60 feet; thence Northwesterly 70.92 feet along the arc of a 100.00 foot radius curve to the right, chord bears N20°20'12"W 69.45 feet; thence Northwesterly 84.47 feet along the arc of a 100.00 foot radius curve to the left, chord bears N24°13'07"W 81.99 feet; thence N28°29'46"E 53.38 feet to the boundary of said Lot C, Parcel B-2 Empire Village Subdivision; thence along the boundary of said Lot C S43°51'26"E 128.70 feet; thence Southeasterly 105.32 feet along the arc of a 100.00 foot radius curve to the left, chord bears S09°15'40"E 100.52 feet; thence Northeasterly 39.08 feet along the arc of a 213.70 foot radius curve to the right, chord bears N13°35'56"E 39.03 feet; thence S10°53'39"E 86.28 feet; thence Southeasterly 10.63 feet along the arc of a 110.00 foot radius curve to the left, chord bears S66°03'48"E 10.62 feet; thence S68°49'51"E 12.83 feet; thence Southeasterly 69.67 feet along the arc of a 204.67 foot

radius curve to the right, chord bears S59°04'46"E 69.33 feet; thence S49°19'40"E 122.28 feet; thence Southeasterly 6.81 feet along the arc of a 104.67 foot radius curve to the right, chord bears S47°27'52"E 6.81 feet; thence S45°36'05"E 46.43 feet; thence Southeasterly 74.95 feet along the arc of a 93.33 foot radius curve to the left, chord bears S68°36'28"E 72.95 feet; thence N88°23'09"E 47.87 feet; thence S07°17'58"W 84.32 feet; thence Southwesterly 80.31 feet along the arc of a 72.50 foot radius curve to the right, chord bears S39°01'59"W 76.27 feet; thence S03°36'46"W 55.12 feet to the point of beginning.
Contains 36,149 Square Feet or 0.830 Acres

Sewer Easement No. 3

PCA-5-98-C

A sanitary sewer easement upon part of an entire parcel of land, situate in the West ½ of Section 28, and the East ½ of Section 29, Township 2 South, Range 4 East, Salt Lake Base and Meridian, the boundaries of said easement are described as follows:

Beginning on the northerly boundary of Lot C, Parcel B-2 Empire Village Subdivision, recorded as Entry 00814178 in Book 1867 at Page 0841 in the Office of the Recorder, Summit County, Utah at a point North 258.05 feet and West 228.95 feet from the West Quarter Corner of Section 28, Township 2 South, Range 4 East, Salt Lake Base and Meridian; and running thence along said northerly boundary of Lot C N43°51'26"W 128.70 feet; thence N28°29'46"E 10.98 feet; thence S61°40'12"E 104.97 feet; thence Northeasterly 34.12 feet along the arc of a 130.00 foot radius curve to the right, chord bears N58°03'29"E 34.02 feet; thence N65°34'39"E 117.81 feet; thence Northeasterly 25.14 feet along the arc of a 80.00 foot radius curve to the left, chord bears N56°34'26"E 25.04 feet; thence N47°34'13"E 14.52 feet; thence Northeasterly 183.82 feet along the arc of a 190.00 foot radius curve to the left, chord bears N19°51'16"E 176.73 feet; thence N07°51'40"W 155.36 feet; thence N86°36'40"W 9.61 feet; thence N03°23'20"E 35.91 feet; thence S86°36'40"E 30.00 feet; thence S03°23'20"W 35.91 feet; thence S07°51'40"E 151.38 feet; thence Southwesterly 203.17 feet along the arc of a 210.00 foot radius curve to the right, chord bears S19°51'17"W 195.34 feet; thence S47°34'13"W 14.52 feet; thence Southwesterly 31.43 feet along the arc of a 100.00 foot radius curve to the right, chord bears S56°34'26"W 31.30 feet; thence S65°34'39"W 110.72 feet; thence Southwesterly 77.96 feet along the arc of a 100.00 foot radius curve to the left, chord bears S43°14'38"W 76.00 feet to the point of beginning.

Contains 15,602 Square Feet or 0.358 Acres

Also granting to the Snyderville Basin Water Reclamation District a perpetual right of ingress and egress to and from and along said right-of-way and with the right to operate, maintain, repair, replace, augment and/or remove the pipelines deemed necessary by the District for the collection and transportation of wastewater; also the right to trim, clear or remove, at any time from said right-of-way any tree, brush, structure or obstruction of any character whatsoever, which in the sole judgment of the Grantee may endanger the safety of or interfere with the operation of Grantee's facilities. The Grantors and their successors in interest hereby forever relinquish the right to construct any improvement which would interfere with the operation, replacement or repair of the pipelines constructed and maintained under the provisions of this easement and covenant and agree that no improvement, trees or structures will be constructed over the surface of the easement granted herein, without the express written consent in advance

of the Grantee, which would interfere with the right of the Grantee to operate, maintain, repair or replace the sewer pipeline constructed by or for the Grantee.

The easement granted herein is subject to the condition that the Grantee shall indemnify and hold harmless, the Grantors, its heirs and successors against any and all liability caused by the acts of the Grantee, its contractors or agents, during the construction, operation or maintenance of the sewer pipeline provided for in this easement; the Grantors' right to indemnification or to be held harmless by the Grantee under the terms of this paragraph are expressly conditioned upon prompt and immediate notice to the Grantee of any claim or demand which would cause a claim against the Grantee and upon the Grantees right to defend any claim against the Grantors which would cause a claim of indemnification against the Grantors. This provision shall not be interpreted or construed to waive the rights of the Grantee to the affirmative defenses to claims provided under the Utah Governmental Immunity Act.

WITNESS the hand of said Grantor this 31ST day of JULY, 2007.

DV LUXURY RESORT LLC
a Delaware limited liability company
By: Ohana DV LLC
Its Manager

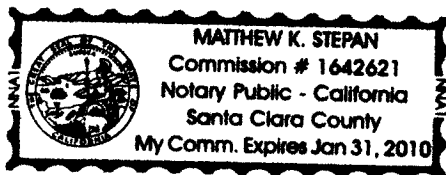
By: [Signature]
Michael G. Mohr
Member

STATE OF CALIFORNIA)
COUNTY OF SANTA CLARA)

On the 31ST day of JULY, 2007, personally appeared before me MICHAEL G. MOHR the signor of the foregoing instrument, who did personally acknowledge to me that the foregoing easement was executed by the Grantor.

JAN. 31, 2010
My Commission Expires

NOTARY PUBLIC
RESIDING AT:



[Signature]
720 UNIVERSITY AVE, STE. 200
LOS GATOS, CA 95032

WITNESS the hand of said Grantor this 27th day of July, 2007.

TALISKER EMPIRE PASS HOTEL LLC

By: [Signature]

Name: David J. Smith

Title: Authorized Sign Officer

STATE OF UTAH)
COUNTY OF SUMMIT)

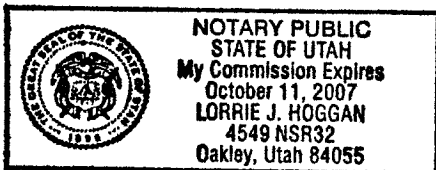
On the 27th day of July, 2007, personally appeared before me David S. Smith the signor of the foregoing instrument, who did personally acknowledge to me that the foregoing easement was executed by the Grantor.

10-11-07
My Commission Expires

NOTARY PUBLIC
RESIDING AT:

[Signature]

WITNESS the hand of said Grantor this 27th day of July, 2007.



DEER VALLEY RESORT COMPANY
a Utah limited partnership

By: Royal Street of Utah a Utah corporation, its General Partner

By: *Robert W. Wells*
Robert W. Wells
Vice President

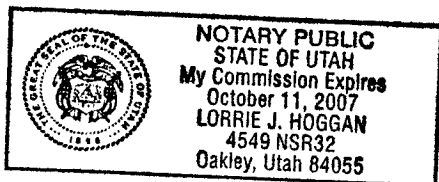
STATE OF UTAH)
COUNTY OF SUMMIT)

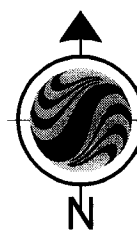
On the 27 day of July, 2007, personally appeared
before me Robert W. Wells the signor of the foregoing instrument, who did
personally acknowledge to me that the foregoing easement was executed by the Grantor.

10-11-07
My Commission Expires

NOTARY PUBLIC
RESIDING AT:

Lorrie J. Hoggan





SEWER
EASEMENT
NO.3

DEER VALLEY
RESORT COMPANY
PCA-S-98-C

WEST 1/4 CORNER
S. 28, T. 2 S., R. 4 E. SLB&M
ALUMINUM PIPE & CAP (DISTURBED)

SEWER
EASEMENT
NO.2

LOT C
PARCEL B-2 EMPIRE
VILLAGE SUBDIVISION
ENTRY NO. 814178

MARSAC AVE.

SEWER
EASEMENT
NO.1

LOT A
PARCEL B-2 EMPIRE
VILLAGE SUBDIVISION
ENTRY NO. 814178

SW CORNER S. 28
T. 2 S., R. 4 E. SLB&M
FOUND GLO STONE MONUMENT, "X"
SCRIBED ON STONE

SNYDERVILLE BASIN WATER
RECLAMATION DISTRICT
MONTAGE - RESORT, SPA & RESIDENCES
SEWER EASEMENT EXHIBIT



Stantec

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