

WHEN RECORDED, PLEASE RETURN TO:

Parr Brown Gee & Loveless
101 South 200 East, Suite 700
Salt Lake City, Utah 84111
Attn: Robert A. McConnell

Ent. 135853 Bk. 321 Pg. 1376
Date: 20-AUG-2015 4:52:06PM
Fee: \$22.00 Check
Filed By: CB
BRENDA NELSON, Recorder
MORGAN COUNTY
For: GARDNER COTTONWOOD CREEK LC

Tax Parcel Nos.:

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT (this “**Memorandum**”) is executed as of July ~~14~~, 2015, by and between GARDNER COTTONWOOD CREEK, L.C., a Utah limited liability company (“**GCC**”) and WILKINSON FAMILY FARM, LLC, a Utah limited liability company (“**WFF**”). GCC and WFF are collectively referred herein as the “**Parties**”.

1. Notice. Notice is hereby given that subject to certain terms and conditions set forth in that certain Settlement Agreement, dated as of April 30, 2015 (the “**Agreement**”) by and among GCC and WFF (and other parties thereto), GCC has granted to WFF the right, upon the payment of certain Infrastructure Participation Fee(s) (as defined and set forth in the Agreement), to access GCC property located in Morgan County, Utah for the purpose of connecting to existing infrastructure previously installed by or at the direction of GCC (the “**Infrastructure Access Rights**”).

2. Infrastructure Access Rights. Pursuant to the terms of the Agreement, the Infrastructure Participation Fees are due and payable on a phase-by-phase basis upon: (i) the sale, conveyance or other transfer of an interest in WFF’s property located in Morgan County, Utah and more particularly described on Exhibit A attached hereto (“**WFF’s Property**”); or (ii) the recordation of a subdivision plat for the applicable portion of WFF’s Property. WFF’s payment obligations with respect to the Infrastructure Participation Fees terminates on April 30, 2025.

3. Terms of Infrastructure Access Rights. The provisions set forth in the Agreement regarding the Development Rights and the accompanying Infrastructure Participation Fee(s) are hereby incorporated herein by this reference. In the event of any conflict between the provisions of the Agreement and this Memorandum, the provisions of the Agreement shall control.

4. Additional Information. For more information, GCC may be contacted at the following addresses:

Gardner Cottonwood Creek, L.C.
90 South 400 West, Suite 330
Salt Lake City, Utah 84101

5. Miscellaneous. This Memorandum shall inure to the benefit of and be binding upon the Parties and their respective successors, assigns and legal representatives. This Memorandum shall be construed and interpreted in accordance with the laws of the State of Utah.

[Signature page to immediately follow]

IN WITNESS WHEREOF, the Parties have executed this Memorandum on the date first set forth above.

“GCC”

GARDNER COTTONWOOD CREEK, L.C.,
a Utah limited liability company,

By: R. C. Gardner
Name: Rulon C. Gardner
Its: manager

“WFF”

WILKINSON FAMILY FARM, LLC,
a Utah limited liability company,

By: Kathy W Collins
Name: Kathy W. Collins
Its: manager

STATE OF UTAH)
 : ss.
County of SALT LAKE)

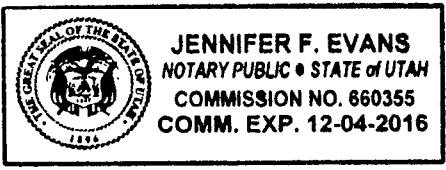
The foregoing Memorandum was acknowledged before me this 14th day of July, 2015, by Rulon C Gardner, the MANAGER of, Gardner Cottonwood Creek, L.C, a Utah limited liability company, on behalf of such limited liability company.

[Seal] 

Janet H. Hancock
NOTARY PUBLIC

STATE OF UTAH)
 : ss.
County of Morgan)

The foregoing Memorandum was acknowledged before me this 5th day of ~~July~~ ^{Aug.}, 2015, by Kathy W Collins, the manager of, Wilkinson Family Farm, LLC, a Utah limited liability company, on behalf of such limited liability company.

[Seal] 

Jennifer F. Evans
NOTARY PUBLIC

EXHIBIT A
TO
MEMORANDUM OF AGREEMENT

Legal Description of WFF's Property

That certain real property located in Morgan County, Utah, and more particularly described as follows:

Phase 5 Legal Description *Serial 03-005-108 Parcel 00-0002-7340*

Beginning at a point North 3177.45 feet and East 2161.07 feet from the CE 1/16 corner of Section 30, Township 5 North, Range 2 East, Salt Lake Base and Meridian (Basis of bearing being S 88°42'14" E between the Center of Section and the CE 1/16 Corner of said Section 30); and running thence N 09°49'51" W 328.95 feet; thence Northeasterly 329.41 feet along the arc of a 222.50 foot radius curve to the right, chord bears N 32°34'56" E 300.14 feet; thence N 74°59'43" E 296.16 feet; thence Easterly 323.98 feet along the arc of a 600.00 foot radius curve to the right, chord bears S 89°32'09" E 320.06 feet; thence Southeasterly 33.15 feet along the arc of a 230.00 foot radius curve to the left, chord bears S 78°11'47" E 33.12 feet; thence Southeasterly 20.77 feet along the arc of a 15.00 foot radius curve to the right, chord bears S 42°39'46" E 19.15 feet; thence S 03°00'00" E 4.31 feet; thence Southeasterly 103.12 feet along the arc of a 227.50 foot radius curve to the left, chord bears S 15°59'08" E 102.24 feet; thence S 28°58'16" E 195.33 feet; thence Southeasterly 497.04 feet along the arc of a 572.50 foot radius curve to the right, chord bears S 04°05'57" E 481.58 feet; thence S 20°46'21" W 7.18 feet; thence Southwesterly 23.02 feet along the arc of a 15.00 foot radius curve to the right, chord bears S 64°44'16" W 20.83 feet; thence N 71°17'40" W 19.51 feet; thence Northwesterly 88.88 feet along the arc of a 177.50 foot radius curve to the left, chord bears N 85°38'22" W 87.95 feet; thence Northwesterly 507.58 feet along the arc of a 960.90 foot radius curve to the right, chord bears N 84°51'06" W 501.70 feet; thence N 69°43'07" W 48.59 feet; thence Northwesterly 23.56 feet along the arc of a 15.00 foot radius curve to the right, chord bears N 24°43'07" W 21.21 feet; thence N 69°43'07" W 55.00 feet; thence Southwesterly 23.56 feet along the arc of a 15.00 foot radius curve to the right, chord bears S 65°16'40" W 21.21 feet; thence N 69°43'07" W 32.58 feet; thence Northwesterly 116.00 feet along the arc of a 227.50 foot radius curve to the left, chord bears N 84°19'31" W 114.74 feet; thence Northwesterly 23.33 feet along the arc of a 15.00 foot radius curve to the right, chord bears N 54°22'53" W 21.05 feet to the point of beginning.

Contains 661,934 Square Feet or 15.196 Acres

Phase 6-8 Legal Description *Serial 03-005-108 Parcel 00-0002-7340*

A Parcel of Land located in Section 20, and the North half of Section 29, Township 5 North, Range 2 East, Salt Lake Base and Meridian:

Beginning at the Southeast corner of Phase 3A Parcel recorded on January 26, 2007 as Entry No. 106182, in Book 242 at Page 386 of the records of Morgan County, said point being 659.61 feet North 89°47'41" West from the West Quarter corner of said Section 29; thence North 07°15'43" East 973.56 feet along the easterly line of the aforementioned Phase 3A Parcel to the Southeasterly line of Park Meadow Drive as platted on the Cottonwood Meadows A P.U.D. Subdivision recorded on August 8, 2005, as Entry No. 108786, in Book 251 at Page 807 of the records of Morgan County; thence two (2) courses along said Southeasterly line as follows: (1) North 54°28'05" East 25.48 feet to a point of curvature; and (2) Northeasterly along the arc of a 2027.50 foot radius curve to the left a distance of 102.09 feet (Central Angle equals 02°53'06" and Long Chord bears North 53°01'32" East 102.08 feet) to the Westerly line of Lot 3058 of said Cottonwood Meadows A P.U.D. Subdivision; thence South 39°27'16" East 171.78 feet along said Westerly line to the Southeasterly line of said Cottonwood Meadows A P.U.D. Subdivision; thence five (5) courses along said Southeasterly line as follows: (1) North 48°48'18" East 320.36 feet; (2) North 39°49'06" East 355.48 feet; (3) North 25°41'00" East 487.28 feet; (4) North 18°25'34" East 814.88 feet; and (5) due North 396.12 feet to the Northeast corner of said Subdivision; thence North 69°13'39" West 58.44 feet (55.030 more or less along the North line of said Subdivision to the point of intersection with the line described in Parcel 3 B of the aforementioned document recorded on January 26, 2007 as Entry No. 106182, in Book 242 at Page 391 of the records of Morgan County; thence North 05°41'26" West 141.48 feet; thence South 76°00'11" West 275.25 feet; thence South 87°23'49" West 291.01 feet; thence North 72°26'39" West 279.93 feet; thence North 69°33'51" West 55.00 feet; thence North 79°01'03" West 146.06 feet; thence North 03°54'09" West 366.12 feet; thence North 27°25'51" East 194.78 feet; thence North 74°17'54" East 392.09 feet; thence South 78°18'23" East 340.72 feet; thence South 44°13'04" East 171.56 feet; thence North 79°00'05" East 123.60 feet; thence North 00°19'26" East 596.26 feet; thence North 25°28'48" East 439.46 feet; thence North 01°27'19" West 1,043.77 feet; thence North 39°24'40" West 471.89 feet; thence North 59°15'48" East 141.36 feet; thence North 47°08'47" East 1225.38 feet; thence North 48°58'41" East 955.10 feet; thence North 47°35'40" East 520.37 feet to the North line of said Section 20; thence South 89°41'41" East 1,499.70 feet along said North line to the Northeast corner of said Section 20; thence South 38°43'29" West 3,015.59 feet; thence South 08°00'06" West 2,521.06 feet; thence South 70°46'43" East 639.68 feet; thence South 30°40'10" West 1,174.93 feet; thence South 39°58'02" West 969.95 feet; thence South 55°27'20" West 1,050.86 feet; thence South 65°26'03" West 323.30 feet; thence South 73°16'19" West 389.19 feet; thence South 44°03'02" West 433.01 feet; thence North 88°22'28" West 2.06 feet to the Point of Beginning.

Contains 275.675 Acres

Phase 9 Legal Description

Serial 03-005-120 Parcel 02-005-133-0
 Serial 02-002-7597 Parcel 00-002-8058

A part of the South Half of Section 30, and the North Half of Section 31, Township 5 North, Range 2 East, Salt Lake Base & Meridian

Commencing at the Center of Section 30; thence 818.21 feet South 88°42'14" East along the Section line; and 524.30 feet due South to the true point of beginning said point being on the Southeast corner of the Gardner Cottonwood property (Entry #96852); running thence North

89°41'34" East 1,862.06 feet along the South line of said property to the Section line; thence South 00°25'48" East 2640 feet more or less along said Section line to the Southeast corner of said Section 30; thence South 00°25'48" East 3275.82 feet more or less along the Section line to the North line of the Bohman Ranch Property (Entry #052741); thence South 79°09'12" West 1500.00 feet more or less along said North line to the East right of way line of State Highway (Old U.S. Highway 30); thence Northwesterly 2490 feet more or less along said East right of way line and the East line of the Wilkinson Family Farms Property to the Southeast corner of the Rex & Janeal Wilkinson Property (Entry #42297); thence North 01°38'00" West 1,819.63 feet more or less to the Northeast corner of the Sean & Heidi Dorius Property (Entry #126982); thence South 80°02'00" West 131.94 feet to the East boundary line of An Amendment of Coventry Cove Subdivision , a planned unit development, in Mountain Green, Morgan County, Utah (Entry #106180); thence North 05°25'44" West 961.70 feet along said East boundary line to the South line of the Gardner Cottonwood Creek LLC Property; thence North 89°57'45" East 1,378.03 feet along said property; thence due North 1,525.00 feet along said Property to the Point of Beginning.

Containing 320 acres, more or less.