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When Recorded Mail To:

Sandra Allen, Esq.  
UDEQ/DERR  
168 North 1950 West 1<sup>st</sup> Flr  
Salt Lake City UT 84116

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02/27/2008 09:40 AM \$126.00  
Book - 9574 Pg - 9679-9698  
GARY W. OTT  
RECORDER, SALT LAKE COUNTY, UTAH  
DORSEY & WHITNEY  
170 S MAIN ST STE 900  
SLC UT 84101  
BY: ZJM, DEPUTY - WI 20 P.

In the Matter of:  
Utah Transit Authority  
Surface Passenger Rail Transportation Corridor  
Salt Lake County, Utah

Second Amendment to Agreement, Grant of Access to DEQ, and  
Covenants Not to Sue Utah Transit Authority

Pertains to that certain property described in "Revised Amended Exhibit 1" at Page 2 of  
23 (Bingham Industrial Lead/Dalton Spur), Page 4 of 23, Block 82 (Grant Tower),  
and Page 14 of 23 (Bingham Industrial Lead) attached hereto and  
incorporated herein by this reference.

STATE OF UTAH  
DEPARTMENT OF ENVIRONMENTAL QUALITY

IN THE MATTER OF:  UTAH TRANSIT AUTHORITY Surface Passenger Rail Transportation Corridor	SECOND AMENDMENT TO AGREEMENT, GRANT OF ACCESS TO DEQ AND COVENANTS NOT TO SUE UTAH TRANSIT AUTHORITY
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**I. SECOND AMENDMENT**

This Second Amendment to Agreement, Grant of Access to DEQ and Covenants Not To Sue Utah Transit Authority (“Second Amendment”) amends “Revised Amended” Exhibit 1, Salt Lake County, Pages 2, 4 and 14 of 23, of the Agreement, Grant of Access to DEQ and Covenants Not To Sue Utah Transit Authority (“The Amendment”) recorded in Salt Lake County on October 3, 2005, as Entry 9510571, Book 9197, Pages 7976-8004, which amended the Agreement, Grant of Access to DEQ and Covenants Not To Sue Utah Transit Authority (“The Agreement”) recorded in Salt Lake County on April 12, 2002, as Entry 8204308, Book 8587, Pages 1603-1648.

**II. THE AGREEMENT**

Except as set forth herein, the terms of The Agreement as amended are unchanged and remain in full force and effect and are binding on, and grant rights to, the parties hereto as set forth in The Agreement as amended by The Amendment.

**III. PURPOSE**

Since the execution of The Agreement and The Amendment, Utah Transit Authority (“UTA”) has continued to progress with the design and construction of its commuter rail system.

This ongoing process requires occasional design modifications which sometimes call for the need of UTA to realign and augment UTA's Surface Passenger Rail Transportation Corridor (the "Property"). This process sometimes necessitates the acquisition of additional property to accommodate the Commuter Rail Service as designed or redesigned; to accommodate existing infrastructure, and to meet the needs of Salt Lake City and other municipalities along the Corridor, and the Union Pacific Railroad Company ("Union Pacific"). In certain instances it also necessitates and requires UTA to dispose of unneeded portions of the Property. The attached exhibits provide a complete and accurate legal description and parcel illustration of property to be included within and added to the Property as that term is defined in The Agreement, as the Property acquired by UTA for the construction of its commuter rail system, defined as the Surface Passenger Rail Transportation Corridor.

These changes, in part, have been necessitated by UTA's refining its design of the right-of-way. But, in one instance, UTA's redesign of the right-of-way has come at the request of Salt Lake City and Union Pacific. Another acquisition of property has been required by Union Pacific in order to facilitate the short-haul freight operators' use of the right-of-way for the delivery of freight to, and pick-up of freight from businesses located along the right-of-way.

In an effort to meet the needs of UTA's Commuter Rail Service and the concerns of Salt Lake City and Union Pacific, "Revised Amended Exhibit 1," to the Agreement is amended to incorporate the following changes to the UTA Surface Passenger Rail Transportation Corridor. All property sought to be incorporated into the Agreement by this proposed amendment relates to that portion of the UTA Surface Passenger Rail Transportation Corridor located in Salt Lake County.

1. Realignment of UTA Right-of-Way within Block 82 Parcel (Grant Tower):

In the initial purchase of the Union Pacific right-of-way, UTA acquired a right-of-way for its commuter rail system within Block 82 which is partially described on "Salt Lake County, Page 4 of 23," of the Revised Amended Exhibit 1 to the Agreement. To satisfy the needs of Salt Lake City and the Union Pacific to Abandon the use of its right-of-way along 900 South in Salt Lake City, UTA agreed to acquire a right-of-way a few hundred feet to the west of its existing right-of-way within Block 82, and to abandon its existing right-of-way through this area.

To reflect this change to the Surface Passenger Rail Transportation Corridor, Revised Amended Exhibit 1 is amended by deleting Salt Lake County Page 4 of 23 from the Revised Amended Exhibit 1 and replacing it with the Property described on Salt Lake County, Page 4a of 23 attached hereto as Exhibit "A". Also attached hereto within Exhibit A is Page 4b of 23 which contains the legal description of the property being deleted from the UTA Surface Passenger Rail Transportation Corridor and from The Agreement. Attached as Exhibit A.1 is the Location Map depicting the Surface Passenger Rail Transportation Corridor within Block 82 being acquired by the UTA in exchange for abandoning the right-of-way along the eastern edge of the "American Barrel Site". The right-of-way being abandoned is also shown on Exhibit A.1. All of Exhibit A is incorporated into this Second Amendment.

2. Widening of the UTA Bingham Industrial Lead Right-of-Way.

Salt Lake County, Page 14 of 23 of Revised Amended Exhibit 1, describes the property purchased by UTA known as the Bingham Industrial Lead of the Union Pacific Railroad Company from Mile Post 0.00 to Mile Post 6.60.

As described on Page 14 of 23, the Property initially acquired by UTA and included within the UTA Surface Passenger Rail Transportation Corridor was only that portion of this segment of the Bingham Industrial Lead that “lies between the northerly right-of-way line as then located and a line drawn 35 feet distant southerly as measured at right angles from said northerly right-of-way line, said strip extending westerly from said industrial lead mile post 0.00, to a line drawn at right angles to the center line of the main line track at the railroad subdivision to mile post 6.60.”

Union Pacific was subsequently willing to sell to UTA the entire width of the Bingham Industrial Lead right-of-way between mile post 0.00 and mile post 6.60, so that UTA could better design and construct its light rail system in this area.

Revised Amended Exhibit 1 Salt Lake County, Page 14a of 23, attached hereto as Exhibit B, and incorporated herein, amends the description of the Surface Passenger Rail Transportation Corridor acquired by UTA to include the entire width of the Union Pacific right-of-way and replaces Salt Lake County, Page 14 of 23, of the Revised Amended Exhibit 1.

3. The Dalton Spur:

To assure that the short haul railroad freight haulers are able to service their customers in the area of the Bingham Industrial Lead, UTA is also acquiring the Union Pacific right-of-way, known as the Dalton Spur. The portion of the Bingham Industrial Lead between Mile Post 6.60 and Mile Post 11.81 is described on “Salt Lake County, Page 2a of 23,” of the Revised Amended Exhibit 1. The Dalton Spur extends west southwesterly from a line drawn at approximately 30 degrees from mile post 7.60 on the Bingham Industrial Lead and ends at Mile Post 8.6, as more fully described on Exhibits C and C.1 attached hereto.

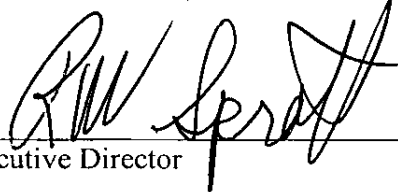
At this time, UTA does not intend to use the Dalton Spur for commuter rail purposes. UTA intends to continue the present use of the Dalton Spur as a railroad right-of-way for use by short-haul rail freight operators with no foreseeable change in future use. UTA does not intend, at this time, to engage in any construction work within the Dalton Spur. Any construction or access rights UTA grants to a short-haul freight operator, or other Second party, will be granted subject to the requirements of The Agreement.

That portion of the Bingham Industrial Lead described on Salt Lake County, Page 2 of 23 of Revised Amended Exhibit 1 is amended by appending to Page 2 of 23 Salt Lake County, Page 2a of 23 containing the legal description of the Dalton Spur, being acquired, attached hereto as Exhibit "C" and incorporated herein, and the attached Exhibit C.1.

The Parties agree that this Amendment is not a material or substantive deviation from the intent of The Parties as represented in the Agreement.

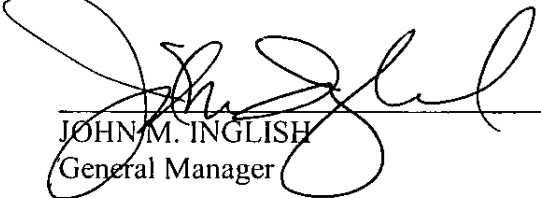
IT IS SO AGREED:

STATE OF UTAH, DEPARTMENT OF ENVIRONMENTAL QUALITY BY:

  
Executive Director

Dated: 2/4/08

UTAH TRANSIT AUTHORITY

  
JOHN M. ENGLISH  
General Manager

Dated: 1/29/08

Kenneth D. Montague Jr.  
KENNETH D. MONTAGUE JR.  
Director of Finance and Administration

Dated: January 25, 2008

Bruce T. Jones  
BRUCE T. JONES  
General Counsel

Dated: January 25, 2008

**ACKNOWLEDGMENTS**

STATE OF UTAH )  
 : §  
COUNTY OF SALT LAKE )

On this \_\_\_\_\_ day of \_\_\_\_\_ 2008, \_\_\_\_\_  
personally appeared before me and being personally known to me or proved to me on the basis  
of satisfactory evidence to be the person whose name is subscribed to the within instrument and  
acknowledged to me that he/she executed the same in her/his authorized capacity, and that by  
his/her signature on the instrument the person or the entity on behalf of which the person acted  
executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
NOTARY PUBLIC

STATE OF UTAH )  
 : §  
COUNTY OF SALT LAKE )

On this 29th day of January 2008, **John M. English** personally appeared  
before me and being personally known to me or proved to me on the basis of satisfactory  
evidence to be the person whose name is subscribed to the within instrument and acknowledged  
to me that he/she executed the same in her/his authorized capacity, and that by his/her signature  
on the instrument the person or the entity on behalf of which the person acted executed the  
instrument.

WITNESS my hand and official seal.

Linda J. Blossah  
NOTARY PUBLIC

NO NOTARY SEAL  
CO. RECORDER

STATE OF UTAH )  
 : §  
COUNTY OF SALT LAKE )

On this 25<sup>th</sup> day of January 2008, **Kenneth D. Montague, Jr.** personally appeared before me and being personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in her/his authorized capacity, and that by his/her signature on the instrument the person or the entity on behalf of which the person acted executed the instrument.

WITNESS my hand and official seal.

Linda J. Blossch  
NOTARY PUBLIC

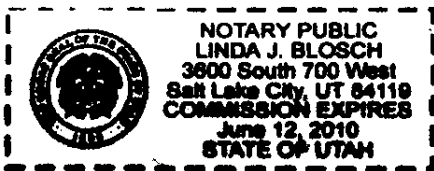
NO NOTARY SEAL  
CO. RECORDER

STATE OF UTAH )  
 : §  
COUNTY OF SALT LAKE )

On this 25<sup>th</sup> day of January 2008, **Bruce T. Jones** personally appeared before me and being personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in her/his authorized capacity, and that by his/her signature on the instrument the person or the entity on behalf of which the person acted executed the instrument.

WITNESS my hand and official seal.

Linda J. Blossch  
NOTARY PUBLIC



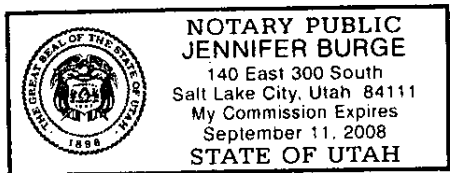


ACKNOWLEDGMENTS

STATE OF UTAH )  
 : §  
COUNTY OF SALT LAKE )

On this 04 day of February 2008, Richard W. Spratt  
personally appeared before me and being personally known to me or proved to me on the basis  
of satisfactory evidence to be the person whose name is subscribed to the within instrument and  
acknowledged to me that he/she executed the same in her/his authorized capacity, and that by  
his/her signature on the instrument the person or the entity on behalf of which the person acted  
executed the instrument.

WITNESS my hand and official seal.



Jennifer Burge  
NOTARY PUBLIC

STATE OF UTAH )  
 : §  
COUNTY OF SALT LAKE )

On this \_\_\_\_\_ day of \_\_\_\_\_ 2007, **John M. English** personally appeared  
before me and being personally known to me or proved to me on the basis of satisfactory  
evidence to be the person whose name is subscribed to the within instrument and acknowledged  
to me that he/she executed the same in her/his authorized capacity, and that by his/her signature  
on the instrument the person or the entity on behalf of which the person acted executed the  
instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
NOTARY PUBLIC

STATE OF UTAH )  
 : §  
COUNTY OF SALT LAKE )

On this \_\_\_\_\_ day of \_\_\_\_\_ 2007, **Kenneth D. Montague, Jr.** personally  
appeared before me and being personally known to me or proved to me on the basis of  
satisfactory evidence to be the person whose name is subscribed to the within instrument and

# **EXHIBIT A**

## REVISED AND AMENDED EXHIBIT 1

### Salt Lake County, Utah

A portion of the Salt Lake Subdivision of the Union Pacific Railroad Company (formerly the Oregon Short Line Railroad Company and, originally, the Utah Central Railroad Company) Right of Way, being a strip of land from mile post 782.55 to 782.70, located in Block 82, Official Survey of Plat "A", Salt Lake City Survey in the NW ¼ of the NW ¼, Section 1, Township 1 South, Range 1 West, and the S ½ of the SW ¼, Section 36, Township 1 North, Range 1 West, Salt Lake Base and Meridian, and more specifically described as follows:

Beginning at a point on the East Line of said Block 82, Official Survey of Plat "A", Salt Lake City Survey, said point being North 00°00'18" West 63.18 feet and South 89°57'09" West 60.79 feet to the Southeast Corner of said Block 82 and North 00°00'10" West 275.50 feet along said East Line from the Salt Lake City Monument in the intersection of South Temple and 500 West Streets (Basis of Bearing being South 00°00'18" East 792.14 feet from said Monument to the Salt Lake City Monument at the intersection of 100 South and 500 West Streets, Atlas Plat Bearing between said monuments being South 00°01'01" East 791.908 feet); thence 363.31 feet along the arc of a curve to the right with a radius of 765.00 feet, through a central angle of 27°12'39" (long chord = South 50°31'53" West 359.91 feet); thence 41.35 feet along the arc of a curve to the right with a radius of 843.29 feet, through a central angle of 02°48'35" (long chord = South 65°32'30" West 41.35 feet); thence 43.65 feet along the arc of a curve to the right with a radius of 1321.96 feet, through a central angle of 01°53'31" (long chord = South 67°53'33" West 43.65 feet); thence 38.97 feet along the arc of a curve to the right with a radius of 2120.28 feet, through a central angle of 01°03'11" (long chord = South 69°21'53" West 38.97 feet); thence 32.58 feet along the arc of a curve to the right with a radius of 9658.11 feet, through a central angle of 00°11'36" (long chord = South 69°59'17" West 32.58 feet); thence South 70°03'26" West 160.58 feet to the South Line of the vacated portion of South Temple Street; thence South 89°57'09" West 85.57 feet along said South Line to the West Line of the vacated portion of South Temple Street; thence North 00°34'22" West 14.18 feet along said West Line; thence North 70°03'26" East 201.30 feet; thence 36.43 feet along the arc of a curve to the left with a radius of 17,023.02 feet, through a central angle of 00°07'21" (long chord = North 69°56'49" East 36.43 feet); thence 37.63 feet along the arc of a curve to the left with a radius of 1760.78 feet, through a central angle of 01°13'28" (long chord = North 69°16'25" East 37.62 feet); thence 39.21 feet along the arc of a curve to the left with a radius of 1357.77 feet, through a central angle of 01°39'17" (long chord = North 67°50'03" East 39.21 feet); thence 40.44 feet along the arc of a curve to the left with a radius of 807.31 feet, through a central angle of 02°52'12" (long chord = North 65°34'18" East 40.43 feet); thence 461.81 feet along the arc of a curve to the left with a radius of 737.50 feet, through a central angle of 35°52'39" (long chord = North 46°11'53" East 454.30 feet) to the East Line of said Block 82; thence South 00°00'10" East 112.57 feet along said East Line to the Point of Beginning. Contains 37,246 square feet or 0.8551 acres.

Salt Lake County  
Exhibit 1  
Page 4a of 23

## REVISED AND AMENDED EXHIBIT 1

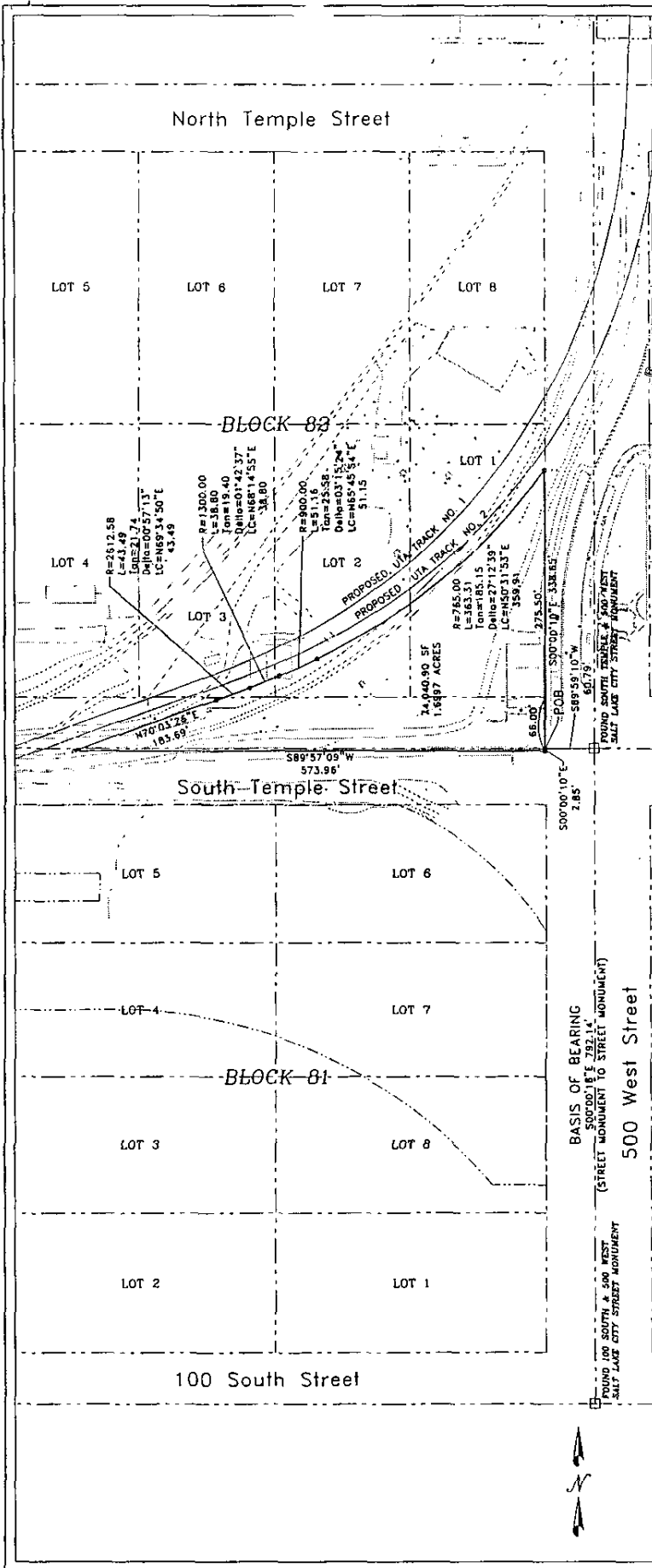
### Salt Lake County, Utah

A portion of the Salt Lake Subdivision of the Union Pacific Railroad Company (formerly the Oregon Short Line Railroad Company and, originally, the Utah Central Railroad Company) Right of Way, being a strip of land from mile post 782.60 to 782.74, located in Block 82, Official Survey of Plat "A", Salt Lake City Survey in the NW ¼ of the NW ¼, Section 1, Township 1 South, Range 1 West, and the S ½ of the SW ¼, Section 36, Township 1 North, Range 1 West, Salt Lake Base and Meridian, and more specifically described as follows:

Beginning at a point on the East Line of said Block 82, said point being North 00°00'18" West 63.18 feet and South 89°57'09" West 60.79 feet to the Southeast Corner of said Block 82 and North 00°00'10" West 194.51 feet along said East Line from the Salt Lake City Monument in the intersection of South Temple and 500 West Streets (Basis of Bearing being South 00°00'18" East 792.14 feet from said Monument to the Salt Lake City Monument at the intersection of 100 South and 500 West Streets, Atlas Plat Bearing between said monuments being South 00°01'01" East 791.908 feet); thence 443.80 feet along the arc of a curve to the right with a radius of 810.00 feet, through a central angle of 31°23'33" (long chord = South 53°28'59" West 438.27 feet) to the South Line of the vacated portion of South Temple Street; thence South 89°57'09" West 122.99 feet along said South Line; thence 50.78 feet along the arc of a curve to the left with a radius of 901.47 feet, through a central angle of 03°13'38" (long chord = North 75°26'54" East 50.77 feet); thence 545.38 feet along the arc of a curve to the left with a radius of 755.00 feet, through a central angle of 41°23'17" (long chord = North 52°59'14" East 533.60 feet) to the East Line of said Block 82; thence South 00°00'10" East 73.08 feet along said East Line to the Point of Beginning. Contains 19,614 square feet or 0.4503 acres.

Salt Lake County  
Exhibit 1  
Page 4b of 23

# **EXHIBIT A.1**



SCALE: 1"=120'	WEBER COUNTY TO SALT LAKE CITY COMMUTER RAIL	REVISIONS:		<b>PARSONS</b>  <b>KREDOON</b> 	
DATE: 2-9-07	GRANT TOWER SLC CORP FRANCHISE AGREEMENT TRANSFERS UTA/UPRR TO CROFT	LKS			<b>commuter rail</b> UTA
PROJECT NO.:	BLOCK 82	BJM			
ISSUE NO.:		LDO	CONTRACT NO. 0129-01137		
DATE:		DATE:			
DATE:		DATE:			
DATE:		DATE:			
DATE:		DATE:			
DATE:		DATE:			

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CO. RECORDER

# **EXHIBIT B**

REVISED AND AMENDED EXHIBIT 1

Salt Lake County, Utah

That portion of the Bingham Industrial Lead of the Union Pacific Railroad Company (formerly the Denver and Rio Grand Railroad Company) as now constructed and operated, said portion extends westerly from a line drawn at right angles from the center line of the main track at said railroad industrial lead mile post 0.00, to a line drawn at right angles to the main line track at said industrial lead mile post 6.60, said portion being situate in, over and across the following legal subdivisions of Salt Lake County, Utah:

Subdivision	Section	Township	Range	Meridian
S1/2 NW1/4	25	2S	1W	Salt Lake
S1/2 NE1/4	26	2S	1W	Salt Lake
NW1/4 SE1/4	26	2S	1W	Salt Lake
E1/2 SW1/4	26	2S	1W	Salt Lake
N1/2 NW1/4	35	2S	1W	Salt Lake
NE1/4	34	2S	1W	Salt Lake
S1/2 NW1/4	34	2S	1W	Salt Lake
NW1/4 SW1/4	34	2S	1W	Salt Lake
SE1/4	33	2S	1W	Salt Lake
SW1/4	33	2S	1W	Salt Lake
SE1/4 SE1/4	32	2S	1W	Salt Lake
N1/2 NE1/4	5	3S	1W	Salt Lake
NW1/4	5	3S	1W	Salt Lake
S1/2 NE1/4	6	3S	1W	Salt Lake
N1/2 SE1/4	6	3S	1W	Salt Lake
SW1/4	6	3S	1W	Salt Lake
SE1/4 SE1/4	1	3S	2W	Salt Lake
NE1/4	12	3S	2W	Salt Lake
S1/2 NW1/4	12	3S	2W	Salt Lake



# EXHIBIT C

## Salt Lake County, Utah

### Exhibit Revised Amended Exhibit 1

That segment of the Bingham Industrial Lead of the Union Pacific Railroad Company (formerly the Bingham Branch of the Denver and Rio Grande Western Railroad Company) Right of Way, the centerline of said Right of Way segment beginning at mile post 7.60 of the original Bingham Branch Right of Way and on the South Line of that portion of said Right of Way conveyed to the Utah Transit Authority in that certain Quitclaim Deed recorded September 20, 2002, as Entry 8360002, Book 8651, Pages 3988-4013, and extending to mile post 8.86 of said original Bingham Branch Right of Way, and more specifically described as follows:

Tract 01A - Located in the North ½ of Section 15, Township 3 South, Range 2 West, Salt Lake Base and Meridian

Beginning at the point of intersection of the Southerly Line of said Bingham Branch Right of Way and the East Line of said Section 15, said point being North 0°02'25" West 1159.872 feet along said East Line from the East Quarter Corner of said Section 15 (Basis of Bearing being North 0°02'25" West 2650.832 feet from said East Quarter Corner to the Northeast Corner of said Section 15); thence 1434.455 feet along the arc of a curve to the right with a radius of 4397.183 feet, through a central angle of 18°41'28" (long chord = South 79°46'17" West 1428.109 feet) to a point of tangency; thence South 89°07'01" West 1572.971 feet along said Southerly Line; thence North 78°14'58" West 407.402 feet; thence South 89°55'29" West 584.404 feet to a point, said point being North 00°16'15" West 951.066 feet along the Section Line and North 90°00'00" East 1322.090 feet from the West Quarter Corner of said Section 15; thence North 00°12'12" West 102.523 feet to the Northerly Line of said Bingham Branch Right of Way; thence North 89°07'01" East 2563.638 feet along said Northerly Line to a point of curvature; thence 1440.390 feet along the arc of a curve to the left with a radius of 4197.183 feet, through a central angle of 19°39'46" (long chord = North 79°17'08" East 1433.333 feet) along said Northerly Line to the East Line of said Section 15; thence South 00°02'25" East 212.858 feet along said East Line to the point of Beginning. Tract 1A contains 727,232 square feet or 16.6949 acres.

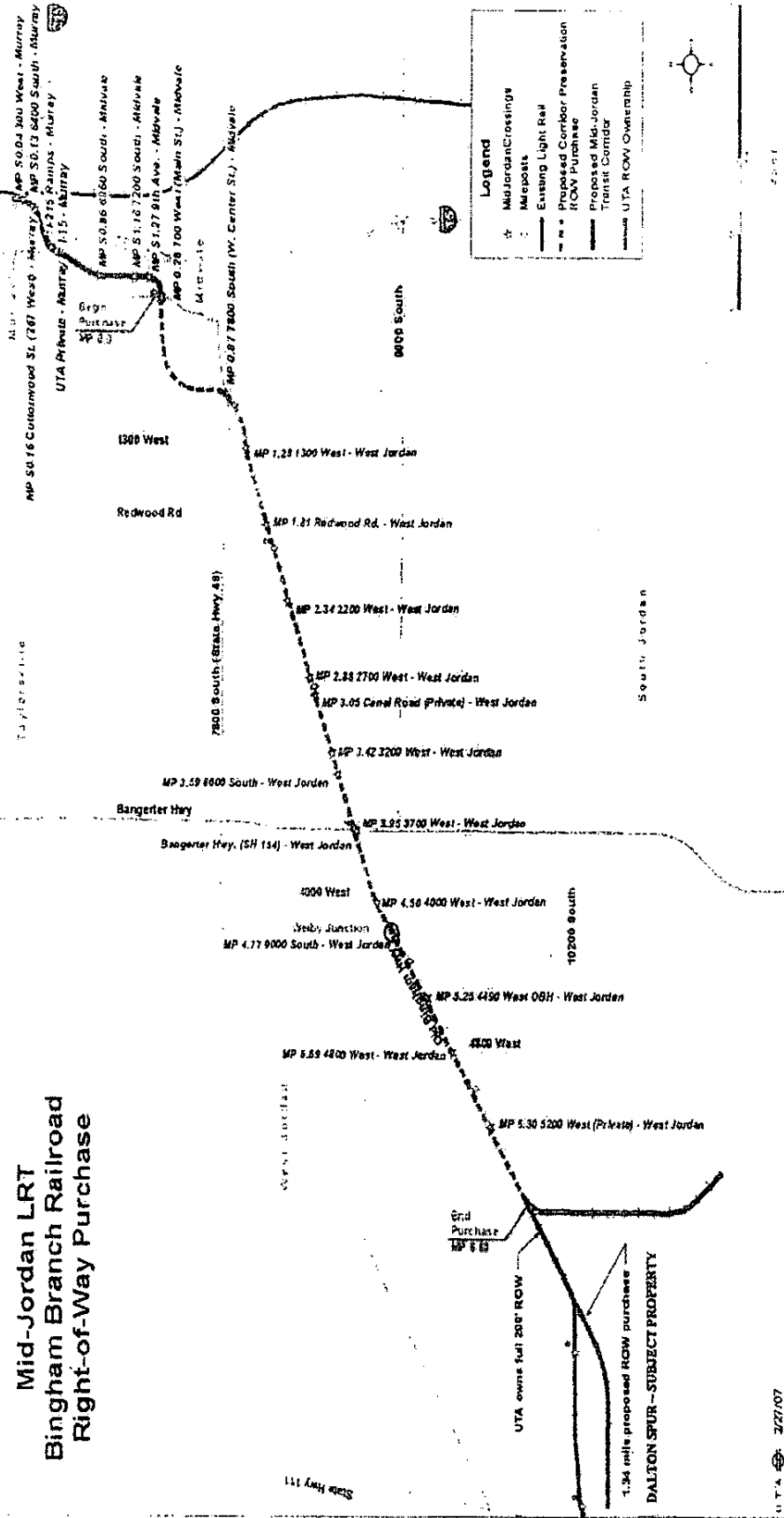
Tract 02A - Located in the Northwest Quarter of Section 14, Township 3 South, Range 2 West, Salt Lake Base and Meridian

Beginning at the point of intersection of the Southerly Line of said Bingham Branch Right of Way and the South Line of that portion of said Right of Way conveyed to the Utah Transit Authority in said Quitclaim Deed, said point being North 89°55'20" West 146.632 feet along the Section Line and South 56°54'45" West 242.872 feet along said Southerly Line from the North Quarter Corner of said Section 14 (Basis of Bearing being North 89°55'20" West 2653.668 feet from said North Quarter Corner to the Northwest Corner of said Section 14); thence South 56°54'45" West 1641.324 feet along said Southerly Line to a point of curvature; thence 1037.085 feet along the arc of a curve to the right with a radius of 4397.183 feet, through a central angle of 13°30'48" (long chord = South 63°40'09" West 1034.684 feet) along said Southerly Line to a point on the West Line of said Section 14, said point being North 00°02'25" West 1159.872 feet along said West Line from the West Quarter Corner of said Section 14, thence North 00°02'25" West 212.858 feet along said West Line to a point on the Northerly Line of said Bingham Branch Right of Way; thence 918.736 feet along the arc of a curve to the left with a radius of 4197.183 feet, through a central angle of 12°32'30" (long chord = North 63°11'00" East 916.908 feet) along said Northerly Line to a point of tangency; thence North 56°54'45" East 1335.191 feet along said Northerly Line to a point on the South Line of that portion of said Right of Way conveyed to the Utah Transit Authority in said Quitclaim Deed; thence South 89°55'47" East 365.675 feet along said South Line to the Point of Beginning. Tract 02A contains 493,252 square feet or 11.3235 acres.

Salt Lake County  
Page 2a of 23

# **EXHIBIT C.1**

**Mid-Jordan LRT  
Bingham Branch Railroad  
Right-of-Way Purchase**



**Figure 2**

Dalton Spur  
Copperton, Utah  
07E-7061

**Detailed Location Map**

Salt Lake County, Utah  
2 of 22

Exhibit 'B'

IHI  
ENVIRONMENTAL  
640 East Wilmington Avenue  
Salt Lake City, Utah 84106  
(801) 466-2223

- POOR COPY -  
CO. RECORDER