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09/21/2018 11:37 AM \$77.00
Book - 10714 Pg - 5347-5351
ADAM GARDINER
RECORDER, SALT LAKE COUNTY, UTAH
D.R. HORTON, INC
12351 S GATEWAY PARK PLACE
STE D-100
DRAPER UT 84020
BY: PSA, DEPUTY -- MI 5 P.

WHEN RECORDED RETURN TO:

D.R. Horton, Inc.
12351 South Gateway Park Place, Suite D-100
Draper, Utah 84020
Attn: Jon Thornley

Space above for County Recorder's Use

**NOTICE OF REINVESTMENT FEE COVENANT
SOUTH HILLS POD 2 PHASE 1B**

Pursuant to Section 57-1-46 of the Utah Code, this NOTICE OF REINVESTMENT FEE COVENANT SOUTH HILLS POD 2 PHASE 1B is hereby given for that certain real property located in Salt Lake County, Utah (the "Property") which is more particularly described on Exhibit A attached hereto and incorporated herein, with respect to the following:

1. The Declaration of Covenants, Conditions and Restrictions for South Hills Pod 2 dated July 23, 2018 (the "Declaration") was recorded in the Office of the Recorder of Salt Lake County, Utah on July 26, 2018 as Entry No. 12817590 in Book 10696 beginning at Page 9663-9743.

2. Pursuant to Section 9.11 of the Declaration, the South Hills Pod 2 Owners Association, a Utah nonprofit corporation (the "Association"), is authorized to collect a fee (the "Reinvestment Fee") upon the sale of certain transfers of portions of the Property (except for those certain transfers described in the Declaration that are not subject to the Reinvestment Fee).

3. The Reinvestment Fee is payable to the Association at the closing of the transfer of the title of the affected portion of the Property.

4. The Reinvestment Fee shall be paid to the Association, at the following address:

South Hills Pod 2 Owners Association
c/o Advantage Management
P O Box 1006
Orem, Utah 84059-1006

5. The burden of the Reinvestment Fee runs with the land and binds all successors in interest and assigns of the Property.

6. Unless terminated pursuant to the Declaration, the duration of the Reinvestment Fee is perpetual.

7. Pursuant to the Declaration, the Reinvestment Fee shall belong to the Association, and the purpose of the Reinvestment Fee is to benefit the Property, including payment for common planning, facilities and infrastructure, obligations arising from an environmental covenant,

community programming, resort facilities, open space, recreation amenities, charitable purposes or association expenses.

8. The Reinvestment Fees paid under the Declaration are required to benefit the Property.

9. The Reinvestment Fee (as more specifically set forth and described in the Declaration) is the only reinvestment fee covenant to burden the Property, and no additional reinvestment fee covenant of any type or kind may be imposed on the Property.

IN WITNESS WHEREOF, the undersigned have executed this Notice of Reinvestment Fee Covenant South Hills Pod 2 as of September 14, 2018.

SOUTH HILLS POD 2 OWNERS
ASSOCIATION, a Utah nonprofit corporation

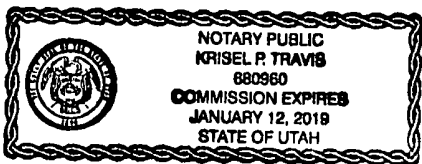
By: [Signature]
Name: David Andrus
Title: Board Member

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged to me this 20 day of September, 2018, by David Andrus, in his or her capacity as Board Member of SOUTH HILLS OWNERS ASSOCIATION, a Utah nonprofit corporation.

[Signature]
NOTARY PUBLIC
Residing at: London, UT

My commission expires:
Jan. 12, 2019



D.R. HORTON, INC., a Delaware corporation

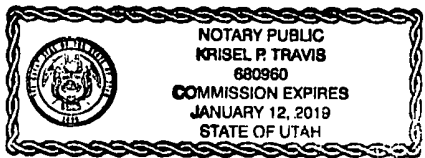
By: [Signature]
Name: Jonathan S. Thornley
Title: Division CFO

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged to me this 10 day of September, 2018, by Jonathan S. Thornley, in his or her capacity as DIVISION CFO of D.R. HORTON, INC., a Delaware corporation.

NOTARY PUBLIC [Signature]
Residing at: London, UT

My commission expires:
Jan. 12, 2019



**EXHIBIT A
TO
NOTICE OF REINVESTMENT FEE COVENANT
SOUTH HILLS POD 2**

As used in this NOTICE OF REINVESTMENT FEE SOUTH HILLS POD 2 OWNERS ASSOCIATION, the term "Property" means and refers to that certain real property located in Davis County, State of Utah, more particularly described as follows:

POD 2, PHASE 1B BOUNDARY DESCRIPTION

A PARCEL OF LAND SITUATED IN THE EAST HALF OF SECTION 8, TOWNSHIP 4 SOUTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN, SAID PARCEL BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT A POINT THAT IS NORTH 89°25'56" EAST ALONG THE SECTION LINE 622.85 FEET AND NORTH 803.60 FEET FROM THE SOUTH QUARTER CORNER OF SECTION 8, TOWNSHIP 4 SOUTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN;

AND RUNNING THENCE SOUTH 66°32'38" WEST 86.87 FEET TO THE POINT OF A 15.00 FOOT RADIUS CURVE; THENCE NORTHWESTERLY 23.12 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 88°10'41" (WHICH LONG CHORD BEARS NORTH 69°17'35" WEST 20.90 FEET) TO THE POINT ON A 1296.50 FOOT RADIUS COMPOUNDING CURVE; THENCE NORTHWESTERLY 6.70 FEET ALONG THE ARC OF SAID CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 0°17'46" (WHICH THE RADIUS POINT BEARS SOUTH 64°47'46" WEST AND LONG CHORD BEARS NORTH 25°21'07" WEST 6.70 FEET); THENCE SOUTH 64°30'00" WEST 50.00 FEET TO THE POINT OF A 1246.00 FOOT NON-TANGENT RADIUS CURVE; THENCE SOUTHEASTERLY 3.97 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 0°10'57" (WHICH THE RADIUS POINT BEARS SOUTH 64°30'00" WEST AND LONG CHORD BEARS SOUTH 25°24'31" EAST 3.97 FEET) TO THE POINT ON A 15.00 FOOT RADIUS COMPOUNDING CURVE; THENCE SOUTHWESTERLY 24.05 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 91°51'41" (WHICH LONG CHORD BEARS SOUTH 20°36'47" WEST 21.55 FEET); THENCE SOUTH 66°32'38" WEST 71.54 FEET TO THE POINT ON A 15.00 FOOT RADIUS CURVE; THENCE NORTHWESTERLY 23.04 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 88°01'26" (WHICH LONG CHORD BEARS NORTH 69°26'39" WEST 20.84 FEET) TO THE POINT OF A 1145.00 FOOT RADIUS COMPOUNDING CURVE; THENCE NORTHWESTERLY 621.55 FEET ALONG THE ARC OF SAID CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 31°06'09" (WHICH THE RADIUS POINT BEARS SOUTH 64°34'04" WEST AND LONG CHORD BEARS NORTH 40°59'00" WEST 613.95 FEET); THENCE NORTH 33°27'55" EAST 106.15 FEET; THENCE NORTH 24°00'00" EAST 276.85 FEET; THENCE SOUTH 43°28'21" EAST 128.47 FEET TO THE POINT OF A 225.00 FOOT NON-TANGENT RADIUS CURVE; THENCE NORTHEASTERLY 132.65 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 33°46'49" (WHICH THE RADIUS POINT BEARS SOUTH 43°28'21" EAST AND LONG CHORD BEARS NORTH 63°25'03" EAST 130.74 FEET); THENCE NORTH 9°41'32" WEST 101.66 FEET; THENCE NORTH 82°04'39" EAST 202.82 FEET; THENCE SOUTH 07°55'21" EAST 88.00 FEET; THENCE NORTH 82°04'39" EAST 68.00 FEET; THENCE NORTH 07°55'21" WEST 88.00 FEET; THENCE NORTH 82°04'39" EAST 287.87 FEET; THENCE SOUTH 44°09'45" EAST 107.88 FEET; THENCE SOUTH 30°28'07" WEST 80.55 FEET TO THE POINT OF A 225.00 FOOT NON-TANGENT RADIUS CURVE; THENCE SOUTHEASTERLY 88.98 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 22°39'28" (WHICH THE RADIUS POINT BEARS SOUTH 30°28'07" WEST AND LONG CHORD BEARS SOUTH 48°12'09" EAST 88.40 FEET) TO THE POINT OF A 2055.50 FOOT RADIUS COMPOUNDING CURVE; THENCE SOUTHEASTERLY 440.04 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 12°15'57" (WHICH THE RADIUS POINT BEARS SOUTH 53°07'35" WEST AND LONG CHORD BEARS SOUTH 30°44'26" EAST 439.20 FEET); THENCE SOUTH 65°23'33" WEST 50.00 FEET TO THE POINT ON A 15.00 FOOT NON-TANGENT RADIUS CURVE; THENCE SOUTHWESTERLY 23.86 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 91°09'05" (WHICH THE RADIUS POINT BEARS SOUTH 65°23'33" WEST AND LONG CHORD BEARS SOUTH 20°58'05" WEST 21.43 FEET); THENCE SOUTH 66°32'38" WEST 86.26 FEET TO THE POINT ON A 1904.00 FOOT NON-TANGENT RADIUS CURVE; THENCE NORTHWESTERLY 584.28 FEET ALONG THE ARC OF SAID CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 17°34'57" (WHICH THE RADIUS POINT BEARS SOUTH 65°47'29" WEST AND LONG CHORD BEARS NORTH 32°59'59" WEST 582.00 FEET); THENCE SOUTH 82°04'39" WEST 87.09 FEET TO THE POINT ON A 15.00 FOOT RADIUS CURVE; THENCE SOUTHWESTERLY 25.75 FEET ALONG THE ARC OF SAID CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 98°20'33" (WHICH LONG CHORD BEARS SOUTH 32°54'23" WEST 22.70 FEET); THENCE SOUTH 73°44'06" WEST 50.00 FEET TO THE POINT ON A 125.00 FOOT NON-TANGENT RADIUS CURVE; THENCE NORTHWESTERLY 10.42 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 4°46'39" (WHICH THE RADIUS POINT BEARS NORTH 73°44'06" EAST AND LONG CHORD BEARS NORTH 13°52'34" WEST 10.42 FEET) TO THE POINT ON A 15.00 FOOT RADIUS COMPOUNDING

CURVE; THENCE NORTHWESTERLY 22.63 FEET ALONG THE ARC OF SAID CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 86°26'06" (WHICH THE RADIUS POINT BEARS NORTH 78°30'45" EAST AND LONG CHORD BEARS NORTH 54°42'18" WEST 20.54 FEET); THENCE SOUTH 82°04'39" WEST 234.36 FEET TO THE POINT ON A 175.00 FOOT RADIUS CURVE; THENCE SOUTHWESTERLY 16.56 FEET ALONG THE ARC OF SAID CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 5°25'17" (WHICH LONG CHORD BEARS SOUTH 79°22'01" WEST 16.55 FEET) TO THE POINT ON A 15.00 FOOT RADIUS COMPOUNDING CURVE THENCE SOUTHWESTERLY 32.42 FEET ALONG THE ARC OF SAID CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 123°51'07" (WHICH THE RADIUS POINT BEARS SOUTH 13°20'38" EAST AND LONG CHORD BEARS SOUTH 14°48'44" WEST 26.47 FEET); THENCE SOUTH 40°07'27" WEST 50.00 FEET TO THE POINT ON A 125.00 FOOT NON-TANGENT RADIUS CURVE; THENCE NORTHWESTERLY 26.66 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 12°13'18" (WHICH THE RADIUS POINT BEARS NORTH 40°07'27" EAST AND LONG CHORD BEARS NORTH 43°45'54" WEST 26.61 FEET) TO THE POINT ON A 15.00 FOOT RADIUS COMPOUNDING CURVE; THENCE NORTHWESTERLY 25.03 FEET ALONG THE ARC OF SAID CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 95°36'43" (WHICH THE RADIUS POINT BEARS NORTH 52°20'45" EAST AND LONG CHORD BEARS NORTH 85°27'37" WEST 22.23 FEET) TO THE POINT ON A 175.00 FOOT RADIUS COMPOUNDING CURVE THENCE SOUTHWESTERLY 69.44 FEET ALONG THE ARC OF SAID CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 22°44'02" (WHICH THE RADIUS POINT BEARS SOUTH 43°15'58" EAST AND LONG CHORD BEARS SOUTH 35°22'01" WEST 68.98 FEET); THENCE SOUTH 24°00'00" WEST 23.97 FEET TO THE POINT ON A 1398.00 FOOT NON-TANGENT RADIUS CURVE; AND RUNNING THENCE SOUTHEASTERLY 651.80 FEET ALONG THE ARC OF SAID CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 26°42'48" (WHICH THE RADIUS POINT BEARS SOUTH 38°48'21" WEST AND LONG CHORD BEARS SOUTH 37°50'15" EAST 645.91 FEET) TO THE POINT OF BEGINNING.

CONTAINS 373,072.50 SQ/FT OR 8.564 ACRES CONTAINS 55 UNITS