

10

WHEN RECORDED RETURN TO:

CenterCal Properties, LLC
Attn: Sean Dennison
1600 Franklin Avenue
El Segundo, CA 90245

13800660
10/18/2021 11:53 AM \$40.00
Book - 11255 Ps - 2373-2382
RASHELLE HOBBS
RECORDER, SALT LAKE COUNTY, UTAH
RIVERTON CENTERCAL 3 LLC
ATTN SEAN DENNISON
1600 FRANKLIN AVE
EL SEGUNDO, CA 90245
BY: ZHA, DEPUTY - WI 10 P.

CONFIRMATION OF TRANSFER SUBJECT TO TERMS OF DEVELOPMENT AGREEMENT

THIS CONFIRMATION OF TRANSFER SUBJECT TO TERMS OF DEVELOPMENT AGREEMENT (this "Agreement") is made as of the 12 day of Oct., 2021, by Riverton CenterCal 3, LLC, a Delaware limited liability company ("**Riverton 3**"), and joined by Riverton CenterCal, LLC, a Delaware limited liability company ("**Developer**"), and Riverton City, a Utah municipal corporation ("**City**").

WHEREAS, Developer's predecessor-in-interest and City entered into that certain Development Agreement dated as of February 7, 2017, as recorded in the real property records of Salt Lake County, Utah on March 24, 2017 as Entry No. 12502237 in Book 10541 at Page 2871, in the official records of the Salt Lake County recorder, which was assigned to Developer pursuant to that certain Assignment and Assumption of Development Agreement dated as of March 24, 2017, record on March 24, 2017, as Entry No. 12502262 in Book 10541 at Page 3132 (as assigned, the "**Development Agreement**"), Property (as therein defined);

WHEREAS, Riverton 3, an affiliate of Developer, has been formed for the purposes of acquiring, developing, leasing, operating, managing and/or selling a portion of the Property which has been heretofore transferred to it (the "**Phase 3 Property**");

WHEREAS, Riverton CenterCal 2, LLC, a Delaware limited liability company, an affiliate of both Developer and Riverton 3 is desirous of transferring certain land legally described on Exhibit A to Riverton 3 (the "**Subject Property**"); and

WHEREAS, the Subject Property is and will remain subject to the Development Agreement and, pursuant to Section 11.2 of the Agreement, Developer is entitled to transfer (a) any portion of the Property, subject to the terms of the Development Agreement, or (b) the entire Property to Riverton 3 as its affiliate upon written notice to, and without the approval of, the City.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Because the transfer of the Subject Property is less than a complete transfer of Developer's interest in the Property, Riverton CenterCal, LLC, a Delaware limited liability company shall remain Developer under the Development Agreement.

2. Notwithstanding that Riverton 3 shall become the owner of the Subject Property by conveyance of even date herewith, the same shall remain subject to the terms, conditions and benefits of the Development Agreement including, but not limited to the fee and vesting provisions of Articles 7 and 8, respectively, thereof.

3. Riverton 3 hereby accepts and agrees to be bound by the terms of the Development Agreement as and to the extent that the same apply to the Subject Property.

4. This Agreement shall be binding on and inure to the benefit of the parties hereto and their respective successors and assigns.

5. This Agreement shall be governed by and construed in accordance with the laws of the State of Utah.

[Signature pages follow.]


IN WITNESS WHEREOF, each of Developer and Riverton 3 have caused this Agreement to be executed and delivered to the other parties hereto, all as of the date first above written.

RIVERTON 3:

RIVERTON CENTERCAL 3, LLC,
a Delaware limited liability company

By: CENTERCAL, LLC,
a Delaware limited liability company,
its sole member

By: CENTERCAL ASSOCIATES, LLC,
a Delaware limited liability company,
its Managers

By: 
Name: Dean Dennison
Its: SVP & General Counsel

STATE OF CALIFORNIA)
 : ss.
COUNTY OF _____)

On _____ before me, _____,
a Notary Public, personally appeared _____,
who proved to me on the basis of satisfactory evidence to be the person(s) who name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

SEE ATTACHED

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____

CALIFORNIA ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of LOS ANGELES

On OCTOBER 8, 2021 before me, KATHLEEN DONLON, NOTARY PUBLIC
Date Here Insert Name and Title of the Officer

personally appeared SEAN DENNISON
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Place Notary Seal and/or Stamp Above

Signature Kathleen Donlon
Signature of Notary Public

OPTIONAL

Completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

Corporate Officer – Title(s): _____

Partner – Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer is Representing: _____

Signer's Name: _____

Corporate Officer – Title(s): _____

Partner – Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer is Representing: _____

CALIFORNIA ACKNOWLEDGMENT

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I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Place Notary Seal and/or Stamp Above

Signature Kathleen Donlon
Signature of Notary Public

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Signer's Name: _____

Corporate Officer – Title(s): _____

Partner – Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer is Representing: _____

Signer's Name: _____

Corporate Officer – Title(s): _____

Partner – Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer is Representing: _____

Exhibit A

Legal Description of the Property

That certain real property located in Salt Lake County, Utah, specifically described as follows:

Riverton Centercal 2, LLC (Parcel No. 27-31-376-001)

Riverton Centercal 3, LLC (Parcel No. 27-31-451-005)

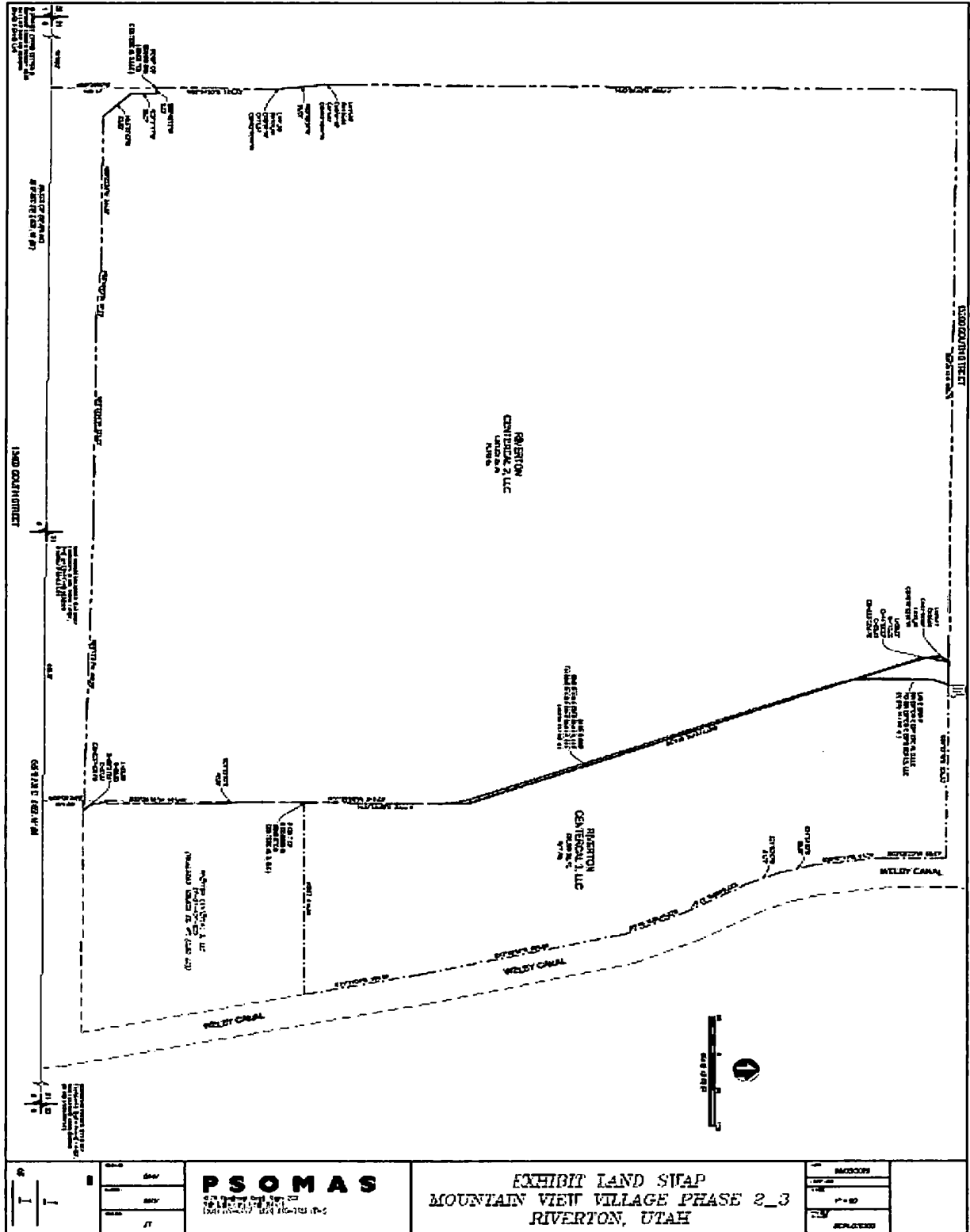
Located in the Southeast Quarter of Section 31, Township 3 South, Range 1 West, Salt Lake Base and Meridian, Riverton, Utah, more particularly described as follows:

Beginning at a point being on the east line of that certain Special Warranty Deed recorded January 16, 2019 as Entry No. 12920129 in Book 10746 at Page 2826 in the office of the Salt Lake County Recorder, said point also being South 89°33'36" East 238.31 feet, along the section line, and North 00°26'24" East 1148.16 feet from the South Quarter Corner of Section 31, Township 3 South, Range 1 West Salt Lake Base and Meridian and running thence North 20°31'57" West 91.30 feet; thence northerly 29.27 feet along the arc of a 112.00 foot radius curve to the right, through a central angle of 14°58'32", (chord bears North 13°02'41" West 29.19 feet); thence northerly 25.11 feet along the arc of a 30.00 foot radius curve to the right, through a central angle of 47°57'03", (chord bears North 18°25'07" East 24.38 feet) to the south line of 13200 South Street; thence, along said south line, South 89°25'15" East 39.52 feet to the aforesaid east line of that Special Warranty Deed; thence, along said east line, the following three (3) courses: (1) southwesterly 24.18 feet along the arc of a 29.50 foot radius curve to the left, through a central angle of 46°57'13", (chord bears South 23°59'12" West 23.50 feet), (2) South 00°30'35" West 90.73 feet, (3) southerly 24.56 feet along the arc of a 153.00 foot radius curve to the left, through a central angle of 9°11'48", (chord bears South 04°05'19" East 24.53 feet) to the Point of Beginning.

Contains 3,126 Sq. Ft. (0.07 Ac.)

Basis of Bearing being South 89°33'36" East between the South Quarter Corner and the Southeast Corner of Section 31, Township 3 South, Range 1 West, Salt Lake Base and Meridian.

EXHIBIT A-1
(Depiction of Conveyance)



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PSOMAS
 10000 S. 1000 W. SUITE 100
 WEST VALLEY CITY, UT 84113
 (801) 373-1000

EXHIBIT LAND SWAP
MOUNTAIN VIEW VILLAGE PHASE 2_3
RIVERTON, UTAH

100000
1" = 50'
DATE PLOTTED

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PAGE