

WHEN RECORDED, RETURN TO:

Intermountain Healthcare
Attn: Corporate Real Estate Director
36 S. State St., 22nd Floor
Salt Lake City, Utah 84111

Affecting APNs: 00-0017-0410; 00-0017-0428; 00-0017-0402

(area above for Recorder's use only)

NOTICE OF RIGHT OF FIRST REFUSAL

For good and valuable consideration, JAYNE WRIGHT, TRUSTEE OF THE ELMA L. CLYDE LIVING TRUST DATED JULY 14, 2005, located and having a mailing address at **150 E. 400 N. Heber City, UT 84032** ("Seller"), and IHC HEALTH SERVICES, INC., a Utah nonprofit corporation ("Buyer"), located and having a mailing address at 36 South State Street, 22nd Floor, Salt Lake City, Utah 84111, previously entered into that certain Real Estate Purchase Agreement dated August 3, 2018 between Seller and Buyer (as the same may have been amended, the "Agreement"). Included as part of the Agreement, Seller granted Buyer a right of first refusal to purchase all or a portion of the real property situated in Wasatch County, Utah, and more particularly described in the attached Schedule A (the "Property"), which Property is owned by Seller and MARVIS CLYDE, an individual ("Clyde").

In accordance with the Agreement and pursuant to this Notice, Seller, Buyer, and Clyde have agreed that:

1. If Seller and/or Clyde, as applicable, receives an offer to purchase all or a portion of the Property, Seller will promptly deliver to Buyer all applicable documents relating to such offer to purchase.
2. Any such offer will be from a bona fide individual or entity who in Seller's and/or Clyde's judgment, as applicable, has submitted a good faith offer and who is ready, willing and able to perform with respect to such offer.
3. For the 30-day period following the giving of such notice, Buyer will have the right to enter into a purchase and sale agreement with Seller and/or Clyde for the same price and terms as Seller and/or Clyde proposes to accept from the third party.
4. Buyer will exercise such right by giving Seller and/or Clyde, as may be applicable, written notice of its election to do so before expiration of the above mentioned 30-day period.
5. If the right to purchase is not exercised, Seller and/or Clyde, as applicable, may, during the 12-month period following the date on which the notice of proposed sale was given to Buyer, enter into the proposed transaction upon the same material terms and conditions and with the third party specified in such notice.

This Notice is in no way intended to amend or modify the Agreement, and is recorded against the Property solely to provide notice of Buyer's rights thereunder.

[Signature on Following Page]

FIRST AMERICAN TITLE
NCS 919230

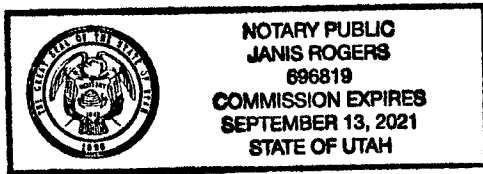
DATED as of 12-12-18, 2018.

Jayne Wright
JAYNE WRIGHT, TRUSTEE

STATE OF UTAH)
 : ss.
COUNTY OF Wasatch)

The foregoing instrument was acknowledged before me this 12th day of December, 2018, by JAYNE WRIGHT, TRUSTEE OF THE ELMA L. CLYDE LIVING TRUST DATED JULY 14, 2005, who acknowledged that he/she executed the same on behalf of said Trust.

Janis Rogers
NOTARY SIGNATURE AND SEAL



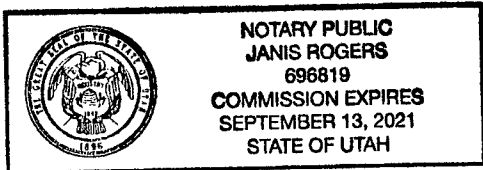
[Clyde Signature and Acknowledgment Follows]

Marvis Clyde
MARVIS CLYDE, an individual

STATE OF UTAH)
 : ss.
COUNTY OF Wasatch)

The foregoing instrument was acknowledged before me this 12th day of December, 2018, by MARVIS CLYDE, who acknowledged that he/she executed the same.

Janis Rogers
NOTARY SIGNATURE AND SEAL



Schedule A

(Description of the Property)

Real property located in Wasatch County, Utah, more particularly described as follows:

BEGINNING AT THE NORTHWEST CORNER OF THE NORTHEAST QUARTER OF SECTION 8, TOWNSHIP 4 SOUTH, RANGE 5 EAST, SALT LAKE BASE AND MERIDIAN; RUNNING THENCE EAST 40 RODS; THENCE SOUTH 160 RODS; THENCE WEST 40 RODS; THENCE NORTH 160 RODS TO THE PLACE OF BEGINNING.

LESS AND EXCEPTING

ALL OF HEBER GATEWAY PLAZA II, ACCORDING TO THE OFFICIAL PLAT THEREOF ON FILE AND OF RECORD IN THE WASATCH COUNTY RECORDER'S OFFICE.

ALSO LESS AND EXCEPTING

ANY PORTION OF THE ABOVE DESCRIBED SUBJECT PROPERTY LYING WITHIN THE BOUNDS OF THE 1200 SOUTH STREET ROAD DEDICATION PLAT, ACCORDING TO THE OFFICIAL PLAT THEREOF ON FILE AND OF RECORD IN THE WASATCH COUNTY RECORDER'S OFFICE.

ALSO LESS AND EXCEPTING

THE HEBER CITY AND WASATCH COUNTY CANAL

ALSO LESS AND EXCEPTING

BEGINNING ON THE EASTERLY LINE EXTENSION OF THE INTERMOUNTAIN HEALTH CARE SMALL SUBDIVISION PLAT, AS RECORDED WITH THE OFFICE OF THE WASATCH COUNTY RECORDER AS ENTRY NO. 225957 IN BOOK 470 ON PAGES 159-168, SAID POINT BEING ON THE SOUTHERLY LINE OF THE HEBER CITY AND WASATCH COUNTY CANAL, SAID POINT ALSO BEING SOUTH 01°12'51" EAST 467.61 FEET AND SOUTH 0°01'12" EAST 31.42 FEET FROM A FOUND WASATCH COUNTY BRASS CAP MONUMENT MARKING THE NORTH QUARTER OF SECTION 8, TOWNSHIP 4 SOUTH, RANGE 5 EAST, SALT LAKE BASE AND MERIDIAN, AND RUNNING THENCE ALONG THE SOUTHERLY LINE OF SAID CANAL THE FOLLOWING THREE COURSES: SOUTH 81°28'02" EAST 19.21 FEET, SOUTH 65°35'59" EAST 681.09 FEET, SOUTH 72°04'50" EAST 20.78 FEET, MORE OR LESS, TO A POINT ON THE EASTERLY LINE OF THE WEST HALF OF THE WEST HALF OF THE NORTHEAST QUARTER OF SAID SECTION 8; THENCE SOUTH 0°16'31" EAST 520.43 FEET; THENCE SOUTH 89°52'45" WEST 661.24 FEET, MORE OR LESS, TO THE EASTERLY LINE OF SAID SUBDIVISION; THENCE NORTH 0°01'12" WEST ALONG SAID EASTERLY LINE AND LINE EXTENDED 812.42 FEET TO THE POINT OF BEGINNING.

ALSO LESS AND EXCEPTING

A PART OF THE NORTHEAST QUARTER OF SECTION 8, TOWNSHIP 4 SOUTH, RANGE 5 EAST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY IN HEBER CITY, WASATCH COUNTY, UTAH:

BEGINNING AT THE WEST END OF A 2007 BOUNDARY LINE AGREEMENT ON THE EAST BOUNDARY LINE OF THE 2000 SMALL SUBDIVISION FOR INTERMOUNTAIN HEALTH CARE AS IT EXISTS ON THE GROUND BEING 36.71 FEET NORTH 0°04'12" WEST ALONG SAID EAST LINE FROM THE SOUTHEAST CORNER OF SAID SUBDIVISION; SAID POINT OF BEGINNING IS LOCATED 503.48 FEET SOUTH 1°42'36" EAST TO THE NORTHEAST CORNER OF PARCEL A OF SAID SUBDIVISION; AND 808.05 FEET SOUTH 0°04'12" EAST ALONG SAID EAST LINE FROM THE NORTH QUARTER CORNER OF SAID SECTION 8; AND RUNNING THENCE NORTH 89°39'43" EAST 660.41 FEET (661.24 FEET RECORD) ALONG SAID BOUNDARY LINE AGREEMENT; THENCE SOUTH 0°29'33" EAST 526.13 FEET; THENCE SOUTH 89°39'43" WEST 664.29 FEET TO A POINT ON THE EXTENSION OF SAID EAST LINE OF THE SUBDIVISION; THENCE NORTH 0°04'12" WEST 526.13 FEET TO AND ALONG SAID EAST LINE TO THE ENDPOINT OF BEGINNING.

APN: 00-0017-0410

Together with that real property located in Wasatch County, Utah, more particularly described as follows:

BEGINNING AT THE CENTER OF SECTION 8, IN TOWNSHIP 4 SOUTH OF RANGE 5 EAST OF THE SALT LAKE BASE AND MERIDIAN; AND RUNNING THENCE NORTH 47.22 RODS; THENCE NORTH 46°44' WEST 4.66 RODS; THENCE SOUTH 85°00' WEST 11.29 RODS; THENCE SOUTH 65°16' WEST 9.14 RODS; THENCE NORTH 24°44' WEST 1.33 RODS; THENCE SOUTH 57°57' WEST 18.1 RODS TO A POINT ON THE EAST SIDE OF HIGHWAY RIGHT OF WAY; THENCE SOUTH 37°50' EAST FOLLOWING SAID EAST SIDE OF HIGHWAY RIGHT OF WAY 47.17 RODS; THENCE EAST 9.9 RODS TO THE PLACE OF BEGINNING.

EXCEPTING FROM THE ABOVE DESCRIBED TRACT OF LAND THAT PORTION CONVEYED BY WILLIS M. CLYDE AND LORA CLYDE, HIS WIFE, TO THE UTAH STATE ROAD COMMISSION, DATED MARCH 23RD, 1960, RECORDED MAY 4TH, 1960, IN BOOK "37" OF RECORDS, PAGE 49, ENTRY NO. 80442.

APNS: 00-0017-0402, 00-0017-0428