

Ent 507450 Bk 1375 Pg 1566-1579
Date: 15-SEP-2021 4:15:05PM
Fee: \$540.00 Check Filed By: AA
MARCY M MURRAY, Recorder
WASATCH COUNTY CORPORATION
For: AJ FIRESIDE PARK CITY LLC

When recorded, return to:

Wasatch County Clerk
25 North Main
Heber City, UT 84032

Affects Parcel Nos.: See Exhibit A

**SECOND AMENDMENT TO BENLOCH RANCH
DEVELOPMENT AGREEMENT**

This Second Amendment to Benloch Ranch Development Agreement (“*Amendment*”) is entered into this 7th day of September 2021 (“*Amendment Date*”), by and between AJ Fireside Park City LLC, a Delaware limited liability company (“*Developer*”), and Wasatch County, a political subdivision of the State of Utah (“*County*” and collectively with Developer, the “*Parties*”).

RECITALS

WHEREAS, the Parties entered into the Benloch Ranch Development Agreement dated June 4, 2020, recorded as Entry # 479211 in the recorder’s office of Wasatch County, as amended by that certain First Amendment to Benloch Ranch Development Agreement dated November 24, 2020, recorded in the recorder’s office of Wasatch County as Entry No. 490917 (“*First Amendment*” and collectively, as amended, the “*DA*”).

WHEREAS, the DA applies to the real property described in Exhibit A attached to this Amendment, and the legal description of the Property from the DA is attached as Exhibit A to facilitate recording this Amendment.

WHEREAS, by this Amendment, the Parties have agreed to revise and amend certain terms in the DA.

NOW, THEREFORE, in consideration of the mutual promises, covenants, and provisions set forth herein, the receipt and adequacy of which are hereby acknowledged, the Parties hereby modify the DA as follows:

AGREEMENT

1. Incorporation/Interpretation. All of the terms of the DA are incorporated into this Amendment, except as revised below. In the event of a conflict between the DA and this Amendment, this Amendment shall control. Capitalized terms in this Amendment shall have the same meaning given in the DA, except if there is a conflict, then this Amendment’s definition shall control. The Parties acknowledge the truth and accuracy of the above recitals and incorporate the same herein by this reference.

2. Addition to Section 2. The following shall be added as a definition under Section 2 of the DA:

“**Attached Dwelling Unit / Townhouse or Condominium**, or references herein to attached product types in the Project, means Dwelling Units with a shared structural component (including, without limitation, concrete, pillar, pier, foundations, or footings) which permanently affixes or connects such Dwelling Units to another Dwelling Unit.”

3. Amendment to Section 4.1(e). The following shall be added to the end of Section 4.1(e) of the DA:

“The County acknowledges and agrees that Developer may donate unused vested Density Units or ERUs to the County, and the County will accept such donation. Upon such donation of Density Units or ERUs to the County and the County’s acceptance, such donated Density Units or ERUs shall be extinguished or terminated in perpetuity by the County. Termination of said ERU’s shall be memorialized in an addendum to the development agreement stating the new maximum density numbers. Developer may seek and qualify for certain tax benefits by reason of donating such unused Density Units or ERUs to the County. Developer shall have the sole responsibility to claim and qualify for any tax benefits sought by Developer by reason of the foregoing. The County shall reasonably cooperate with Developer to help the Developer to take advantage of any such tax benefits, including executing and delivering the appropriate Internal Revenue Service form. The County does not warrant or represent that the Developer will obtain any tax benefits.”

4. Amendment to Section 4.1(j). The following shall be added to the end of Section 4.1(j) of the DA:

“Notwithstanding anything to the contrary in this DA or Applicable Law, the road standard for all roadways in the Project providing only secondary access or 200 or less average daily traffic (ADT), and *not* providing direct driveway access to lots and excepting Benloch Ranch Road (also referred to herein as the Spine Road), shall be the mountain road standard in accordance with the mountain road cross-section and specifications set forth in **Exhibit N-1** attached to this Agreement.”

5. Addition of Exhibit N-1. *Exhibit N-1* attached to this Amendment to shall be added to the DA as **Exhibit N-1**.

6. Amendment to Section 4.1(h). The following shall be added to the end of Section 4.1(h) of the DA:

“Except as stated in the immediately preceding sentence, side yard setbacks for the Project shall be 10 feet from the side of the residential Dwelling Unit structures to the adjacent property line, as depicted in **Exhibit O** attached to this Agreement.”

7. Addition of Exhibit O. *Exhibit O* attached to this Amendment to shall be added to the DA as **Exhibit O**.

8. Phase 1A Setbacks; Garage Doors. Minimum setbacks for the Phase 1A final Subdivision plat shall be as follows: (A) Rear: 25 feet from the rear of the Dwelling Unit, with a four foot (4') second floor balcony encroachment allowed; (B) Front: 20 feet to the garage door, from the property line, or 23' from the sidewalk, whichever is more, and in either case, with a four foot (4') second floor balcony encroachment allowed, though in no case can there be less than 20' from the garage to the back of curb where there is no sidewalk; and (C) otherwise in accordance with the Development Agreement and Applicable Law. Garage doors for Phase 1A Dwelling Units shall have windows. These setbacks only apply to Phase 1A.

9. Ratification; Effectiveness. The DA, as amended herein, shall remain in full force and effect. On or after the effective date of this First Amendment, each reference in the DA to "this Agreement," "hereunder," "hereof," "herein" or words of like import shall mean and be a reference to the DA as amended by this Amendment.

~ Signature pages follow ~

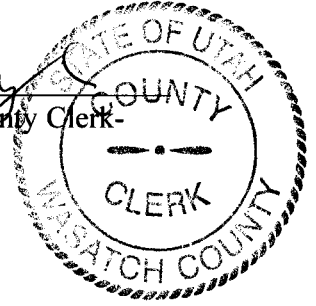
DATED as of the Amendment Date.

WASATCH COUNTY:

Attest:

By: *Dustin Grabau*
Dustin Grabau, Wasatch County Manager

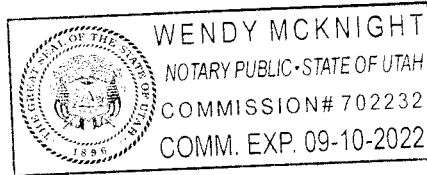
Joey D. Granger
Joey D. Granger, Wasatch County Clerk-Auditor



STATE OF UTAH)
 ss:
COUNTY OF WASATCH)

The foregoing instrument was acknowledged before me this 15 day of September, 2021, by Dustin Grabau, who executed the foregoing instrument in his capacity as the Wasatch County Manager and by Joey D. Granger, who executed the foregoing instrument in his capacity as the Wasatch County Clerk-Auditor.

Wendy MCKnight
NOTARY PUBLIC



DEVELOPER:

AJ FIRESIDE PARK CITY LLC, a Delaware limited liability company

By: JORDANELLE RESERVOIR, LLC,
a Wyoming limited liability company
Its: Managing Member

By: [Signature]
Jamie Mackay, Managing Member

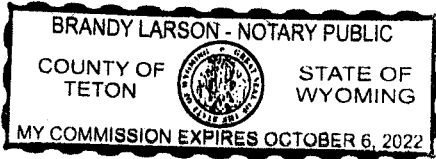
STATE OF Wyoming)

:SS

COUNTY OF Teton)

The foregoing instrument was acknowledged before me this 7th day of September, 2021, by Jamie Mackay, Managing Member of Jordanelle Reservoir, LLC, Managing Member of AJ FIRESIDE PARK CITY LLC, a Delaware limited liability company.

[Signature]
NOTARY PUBLIC



**EXHIBIT A
TO SECOND AMENDMENT TO BENLOCH RANCH DEVELOPMENT AGREEMENT**

[LEGAL DESCRIPTION]
(Attached)

**EXHIBIT A
LEGAL DESCRIPTION OF THE PROPERTY**

PARCEL A

A PARCEL OF LAND LOCATED IN SECTIONS 1, 2, 3, 10, AND 11, TOWNSHIP 3 SOUTH, RANGE 5 EAST, AND SECTIONS 34 AND 35, TOWNSHIP 2 SOUTH, RANGE 5 EAST, SALT LAKE BASE AND MERIDIAN, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A PIN FOUND IN A STONE MARKING THE NORTHEAST CORNER OF SAID SECTION 1; THENCE S01°18'39"E 2649.96 FEET TO A FOUND HOLE IN THE ROCK MARKING THE EAST QUARTER CORNER OF SAID SECTION 1; THENCE S01°29'16"E 2544.74 FEET TO A FOUND REBAR AND CAP MARKED RLS 7600; THENCE N89°51'47"W 466.72 FEET TO A FOUND REBAR AND CAP MARKED CORNERSTONE RLS 7600; THENCE S00°36'10"E 466.74 FEET; THENCE N89°51'52"W 2308.93 FEET TO A FOUND STONE MARKING THE SOUTH QUARTER CORNER OF SAID SECTION 1; THENCE N89°51'50"W 2654.37 FEET TO A FOUND 3" PVC PIPE MARKING THE SOUTHWEST CORNER OF SAID SECTION 1; THENCE S00°06'39"E 1650.00 FEET TO A FOUND REBAR WITH NO CAP; THENCE S89°59'33"W 5283.73 FEET TO A FOUND REBAR WITH NO CAP; THENCE S00°10'22"E 976.48 FEET TO A FOUND REBAR AND CAP MARKED ALM ENG MARKING THE EAST QUARTER CORNER OF SAID SECTION 10; THENCE S88°28'47"W 1311.18 FEET TO A FOUND REBAR AND CAP MARKED ALPINE; THENCE S00°13'51"E 2604.55 FEET; THENCE N89°38'31"W 1321.78 FEET TO A FOUND REBAR AND CAP MARKED ALM ENG MARKING THE SOUTH QUARTER CORNER OF SAID SECTION 10; THENCE N00°20'20"W 5249.30 FEET TO A FOUND STONE WITH AN X MARKING THE NORTH QUARTER CORNER OF SAID SECTION 10; THENCE N89°55'58"W 2456.71 FEET TO A FOUND REBAR AND CAP MARKED ALPINE; THENCE N00°03'54"E 2639.68 FEET; THENCE S89°57'09"E 2454.99 FEET; THENCE N00°01'40"E 2712.94 FEET TO THE SOUTHERLY RIGHT OF WAY LINE OF STATE ROAD 32; THENCE ALONG SAID SOUTHERLY RIGHT OF WAY LINE THE FOLLOWING TWENTY SEVEN (27) COURSES: (1) S84°53'22"E 405.57 FEET; (2) S88°39'45"E 207.41 FEET; (3) S88°39'44"E 292.33 FEET TO A FOUND RIGHT OF WAY MONUMENT; (4) N72°15'28"E 209.92 FEET; (5) N76°15'04"E 224.59 FEET; (6) N76°18'19"E 786.00 FEET TO A FOUND RIGHT OF WAY MONUMENT; (7) N77°43'24"E 191.92 FEET; (8) N81°40'37"E 68.28 FEET; (9) N86°02'18"E 192.34 FEET; (10) N88°29'31"E 471.93 FEET; (11) N87°18'03"E 906.83 FEET; (12) N88°51'37"E 208.38 FEET; (13) N78°10'50"E 209.04 FEET TO A FOUND RIGHT OF WAY MONUMENT; (14) S13°38'47"E 251.40 FEET; (15) N41°30'06"E 80.95 FEET; (16) N41°25'16"E 421.18 FEET TO A FOUND RIGHT OF WAY MONUMENT; (17) N69°06'21"E 612.61 FEET; (18) N69°12'39"E 422.32 FEET TO A FOUND RIGHT OF WAY MONUMENT; (19) S88°26'59"E 300.00 FEET; (20) N89°39'42"E 324.08 FEET TO A FOUND RIGHT OF WAY MONUMENT; (21) N82°24'02"E 333.19 FEET TO A FOUND RIGHT OF WAY MONUMENT; (22) N59°39'18"E 336.67 FEET TO A FOUND RIGHT OF WAY MONUMENT; (23) N41°13'03"E 300.01 FEET TO A FOUND RIGHT OF WAY MONUMENT; (24) N71°55'29"E 195.18 FEET TO A FOUND RIGHT OF WAY MONUMENT; (25) N71°56'08"E 237.32 FEET TO A FOUND RIGHT OF WAY MONUMENT; (26) N71°53'17"E 347.09 FEET TO A FOUND RIGHT OF WAY MONUMENT; AND (27) THENCE N72°01'10"E 24.25 FEET; THENCE S00°06'29"E 1344.24 FEET TO A FOUND BRASS CAP MONUMENT BY WASATCH ENGINEERING DATED 1973 MARKING THE SOUTHEAST

CORNER OF SAID SECTION 35; THENCE N89°33'35"E 2668.11 FEET TO A FOUND REBAR AND ALUMINUM CAP MARKED CORNERSTONE LS 7600 MARKING THE NORTH QUARTER CORNER OF SAID SECTION 1; THENCE N89°33'13"E 2667.85 FEET TO THE POINT OF BEGINNING.

INCLUDED THEREIN ALL OF LOTS 1-25, 28-35, 37, 40, 42-58, AND 61-71, TALISMAN PHASE 1, AS DESCRIBED ON THAT TRUSTEE'S DEED UPON SALE AS RECORDED IN THE OFFICE OF THE WASATCH COUNTY RECORDER AS ENTRY NO. 362227 IN BOOK 1020, PAGES 1272-1274.

ALSO INCLUDED THEREIN ALL OF LOTS 26, 27, 36, 38, 39, 41, 59, AND 60 OF TALISMAN PHASE 1, AS DESCRIBED ON THAT TRUSTEE'S DEED UPON SALE AS RECORDED IN THE OFFICE OF THE WASATCH COUNTY RECORDER AS ENTRY NO 382291 IN BOOK 1063, PAGES 1010-1014.

CONTAINING 2349.319 ACRES MORE OR LESS

TOGETHER WITH:

PARCEL B (AS-SURVEYED)

A PARCEL OF LAND LOCATED IN THE SOUTHWEST QUARTER OF SECTION 34, TOWNSHIP 2 SOUTH, RANGE 5 EAST, SALT LAKE BASE AND MERIDIAN, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTH LINE OF SECTION 3, TOWNSHIP 2 SOUTH, RANGE 5 EAST, SAID POINT BEING N89°24'50"E ALONG SAID NORTH LINE, 643.93 FEET FROM THE NORTHWEST CORNER OF SAID SECTION 3; THENCE N00°15'47"W 658.00 FEET; THENCE N89°26'54"E 535.03 FEET; THENCE S00°24'58"E 657.65 FEET; THENCE S89°24'41"W 536.79 FEET TO THE POINT OF BEGINNING.

CONTAINING 352,531 SQUARE FEET OR 8.093 ACRES MORE OR LESS

PARCEL B (RECORD)

A PARCEL OF LAND LOCATED IN THE NORTHWEST QUARTER OF SECTION 3, TOWNSHIP 3 SOUTH, RANGE 5 EAST, SALT LAKE BASE AND MERIDIAN AS DESCRIBED IN THE OFFICE OF THE WASATCH COUNTY RECORDER AS ENTRY # 403725 BOOK 1111 PAGE 0003:

THE EAST HALF OF THE SOUTH HALF OF THE SOUTH WEST QUARTER OF THE SOUTHWEST QUARTER SECTION 34, TOWNSHIP 2 SOUTH, RANGE 5 EAST, SALT LAKE BASE AND MERIDIAN:

LESS AND EXCEPTING THEREFROM:

A RECTANGLE LOCATED ALONG THE WEST EDGE OF SAID PROPERTY RUNNING THE ENTIRE LENGTH OF SAID PROPERTY IN A NORTH SOUTH DIRECTION WITH SUCH WIDTH IN AN EAST WEST DIRECTION SO THAT SAID RECTANGLE CONTAINS 2 ACRES.

LESS AND EXCEPTING FROM PARCEL A, PARCELS C AND D AS DESCRIBED BELOW

PARCEL C

A PARCEL OF LAND LOCATED IN THE NORTHEAST QUARTER OF SECTION 3, TOWNSHIP 3 SOUTH, RANGE 5 EAST, SALT LAKE BASE AND MERIDIAN, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT, SAID POINT BEING 729.94 FEET N0°01'40"E AND 660.99 FEET S89°58'20"E FROM THE CENTER QUARTER CORNER OF SAID SECTION 3 AND RUNNING; THENCE N00°01'19"E 729.37 FEET; THENCE N89°41'47"E 660.93 FEET; THENCE S00°00'57"W 730.99 FEET; THENCE S89°50'13"W 661.00 FEET TO THE POINT OF BEGINNING.

CONTAINING 482616 SQUARE FEET OR 11.079 ACRES MORE OR LESS

PARCEL D

A PARCEL OF LAND LOCATED IN THE SOUTHEAST QUARTER OF SECTION 3, TOWNSHIP 3 SOUTH, RANGE 5 EAST, SALT LAKE BASE AND MERIDIAN, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE CENTER QUARTER CORNER OF SAID SECTION 3 AND RUNNING; THENCE S89°58'41"E ALONG THE QUARTER SECTION LINE 661.07 FEET; THENCE S00°01'18"W 659.88 FEET; THENCE N89°59'59"W 661.14 FEET; THENCE N00°01'39"E ALONG THE QUARTER SECTION LINE 660.13 FEET TO THE POINT OF BEGINNING.

CONTAINING 436331 SQUARE FEET OR 10.017 ACRES MORE OR LESS

(NET ACREAGE OF PARCEL A LESS AND EXCEPTING PARCELS C AND D IS 2328.221 ACRES MORE OR LESS)

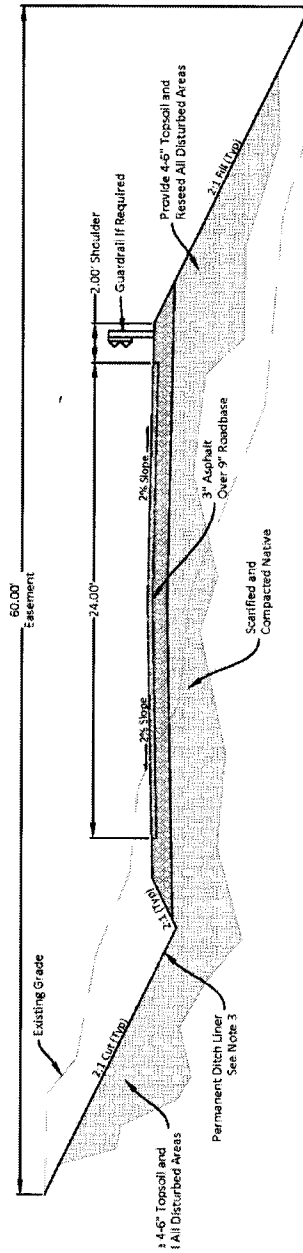
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EXHIBIT N-1
TO SECOND AMENDMENT TO BENLOCH RANCH DEVELOPMENT AGREEMENT

(Attached)

Mountain Road



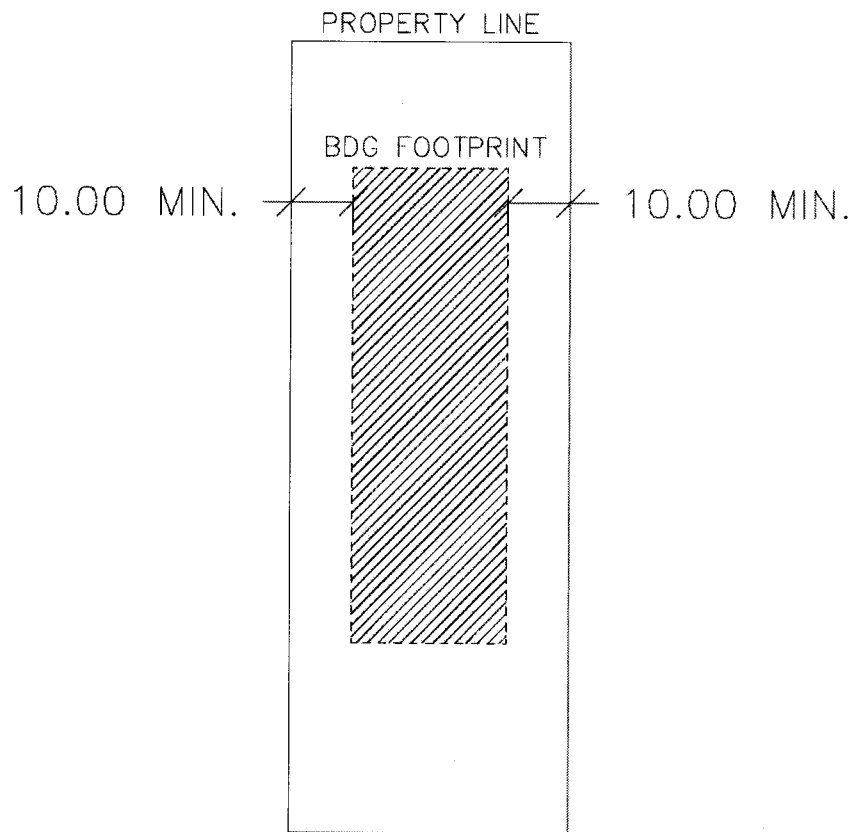
- * Permanent erosion control mat to conform to the following minimum specifications:
 - ** Thickness 0.4 inches
 - ** Ground Cover Factor 74%
 - ** Tensile Strength 170 X 125 LB/FT
 - ** Tensile Elongation 50% Max
 - ** Ultraviolet Stabilization 1000 Hrs

- Notes:
1. If durable bedrock or granular soil with CBR of 20 or greater are encountered at the subgrade level, a granular sub-base layer may be omitted. To be determined by the Geotechnical Engineer.
 2. Section width to be a minimum of three (3) inches of asphalt over nine (9) inches of road base.
 3. Permanent erosion control mat* required for ditch slopes greater than 5%.
 4. Check dams required for ditch slopes greater than 5%.
 5. Cut or fill slopes steeper than 3:1 to be designed and approved by a Geotechnical Engineer.
 6. Guardrail required on all fill slopes steeper than 3:1 where the vertical drop of the slope is greater than 8'.

EXHIBIT O
TO SECOND AMENDMENT TO BENLOCH RANCH DEVELOPMENT AGREEMENT

(Attached)

BENLOCH RANCH SIDE YARD SETBACKS



*This exhibit is not to scale

**Benloch Ranch has been granted and is vested for 10 foot side yard setbacks from the side of a building to property line