

WHEN RECORDED, RETURN TO:

**THIRD AMENDMENT TO WEBER COUNTY ZONING DEVELOPMENT
AGREEMENT FOR THE WOLF CREEK RESORT**

This THIRD AMENDMENT TO WEBER COUNTY ZONING DEVELOPMENT AGREEMENT FOR THE WOLF CREEK RESORT (the “**Amendment**”), is made this ____ day of _____, 2017, by and between Eden Village, L.L.C., a Utah limited liability company (“**Eden Village**”), and Weber County, a body politic in the State of Utah (“**County**”). Eden Village and County are collectively referred to as the “**Parties**.”

RECITALS

A. County and Wolf Creek Properties, L.C., a Utah limited liability company (“**Original Developer**”), entered into that certain Zoning Development Agreement dated October 11, 2002 and recorded in the Official Records of Weber County on October 22, 2002 as Entry No. 1883524, as amended by that certain Agreement Amending and Clarifying the Weber County Zoning Development Agreement for the Wolf Creek Resort, recorded in the Official Records of Weber County on December 4, 2015 as Entry No. 2768159, and by that certain Second Amendment to Weber County Zoning Development Agreement for the Wolf Creek Resort, recorded in the Official Records of Weber County on July 5, 2016 as Entry No. 2802028 (the “**Development Agreement**”), which governs the allocation of density for the development of the Wolf Creek Resort located in the Eden area of the Ogden Valley located within the County (the “**Resort**”).

B. Eden Village has succeeded to the interests of the Original Developer to that portion of the Resort that is legally described on Exhibit “A” attached to and incorporated by reference in this Amendment (the “**Subject Property**”).

C. Density entitlements for the Resort have been assigned to the parcels within the Resort (each a “**Development Parcel**”) as contemplated by the Development Agreement and in accordance with County’s land use code.

D. Eden Village is the owner and developer of The Fairways neighborhood located on a portion of Developer Parcel 3 of the Subject Property (“**The Fairways**”). The Fairways currently has assigned density entitlements for 99 units. Each vested right to develop a residential lot or unit shall be referred to as a “**Density Right**.” Eden Village also currently holds eleven (11) Density Rights in reserve which may be transferred to other Developer Parcels in the future.

E. Eden Village has developed or plans to develop 90 units in the Fairways, resulting in a surplus of nine (9) Density Rights. Eden Village desires to hold the remaining 9 Density Rights from The Fairways in reserve to be sold, assigned or transferred at a later date.

NOW THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the Parties hereby mutually agree to amend the Development Agreement as follows:

AGREEMENT

1. Incorporation of Recitals. The recitals set forth above are incorporated in this Amendment as if fully set forth in the body of this Amendment.

2. Reservation of Density Rights. Eden Village hereby reallocates 9 Density Rights from The Fairways to be held in reserve effective as of the date this Amendment is fully executed and recorded. Maps depicting the Subject Property and density allocations of each Developer Parcel located within the Resort prior to and immediately following the reservation of units are attached hereto and incorporated by reference in this Amendment as Exhibit "B" and Exhibit "C," respectively.

3. County Approval. County hereby approves the reservation of 9 Density Rights, which are in addition to the 11 Density Rights currently held in reserved by Eden Village, and which may be transferred to other Developer Parcels in the future.

4. Development Agreement Remains in Effect. This Amendment shall be considered supplemental to the Development Agreement. Except as expressly amended by the foregoing, the Development Agreement shall remain in full force and effect and shall not be canceled, suspended or otherwise abrogated by the recording of this Amendment.

[Signatures appear on the following pages]

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment

Signed and Dated this _____ day of _____, 2017.

WEBER COUNTY, UTAH

By: _____
Name: _____
Its: _____

STATE OF UTAH)
 : ss.
COUNTY OF WEBER)

The foregoing instrument was acknowledged before me this _____ day of _____,
2017, by _____, who is the _____ of WEBER
COUNTY, UTAH.

NOTARY PUBLIC
Residing at Weber County, Utah

My Commission Expires:

Signed and Dated this _____ day of _____, 2017.

EDEN VILLAGE, L.L.C., a Utah limited liability
company

By: _____
Name: _____
Its: _____

STATE OF UTAH)
 : ss.
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of _____,
2017, by _____, who is the _____ of EDEN VILLAGE, L.L.C., a Utah limited
liability company.

NOTARY PUBLIC
Residing at _____ County, Utah

My Commission Expires:

EXHIBIT "A"

SUBJECT PROPERTY DESCRIPTION

PARCEL 3
BOUNDARY DESCRIPTION

A PART OF THE NORTHWEST QUARTER OF SECTION 22, TOWNSHIP 7 NORTH, RANGE 1 EAST, OF THE SALT LAKE BASE AND MERIDIAN MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF SAID SECTION 22 AND RUNNING THENCE ALONG THE NORTH LINE OF SAID SECTION 22 SOUTH 89°12'43" EAST 1484.21 FEET; THENCE SOUTH 89°10'46" EAST 289.74 FEET TO THE INTERSECTION OF THE SOUTH LINE OF SAID SOUTHWEST QUARTER AND THE NORTH RIGHT-OF-WAY LINE OF A FUTURE 80.00 FOOT RIGHT-OF-WAY; THENCE ALONG THE NORTH LINE OF SAID 80.00 FOOT RIGHT-OF-WAY LINE THE FOLLOWING FIVE (5) COURSES: (1) ALONG THE ARC OF A 390.00 FOOT RADIUS NON-TANGENT CURVE TO THE LEFT 221.36 FEET, HAVING A CENTRAL ANGLE OF 32°31'14", CHORD BEARS SOUTH 74°31'40" WEST 218.40 FEET; (2) SOUTH 58°16'30" WEST 508.21 FEET; (3) ALONG THE ARC OF A 560.00 FOOT RADIUS CURVE TO THE RIGHT 330.58 FEET, HAVING A CENTRAL ANGLE OF 33°49'23", CHORD BEARS SOUTH 75°10'44" WEST 325.80 FEET; (4) NORTH 87°54'34" WEST 302.48 FEET; (5) ALONG THE ARC OF A 1540.00 FOOT RADIUS CURVE TO THE LEFT 524.05 FEET, HAVING A CENTRAL ANGLE OF 19°29'50", CHORD BEARS SOUTH 82°20'31" WEST 521.53 FEET TO THE WEST LINE OF SAID NORTHWEST QUARTER; THENCE ALONG THE WEST LINE OF SAID NORTHWEST QUARTER NORTH 00°21'24" EAST 491.93 FEET TO THE POINT OF BEGINNING.

EXHIBIT “B”

ZONING AND DENSITY MAP – PRE-TRANSFER

WOLF CREEK RESORT

OCTOBER 2017

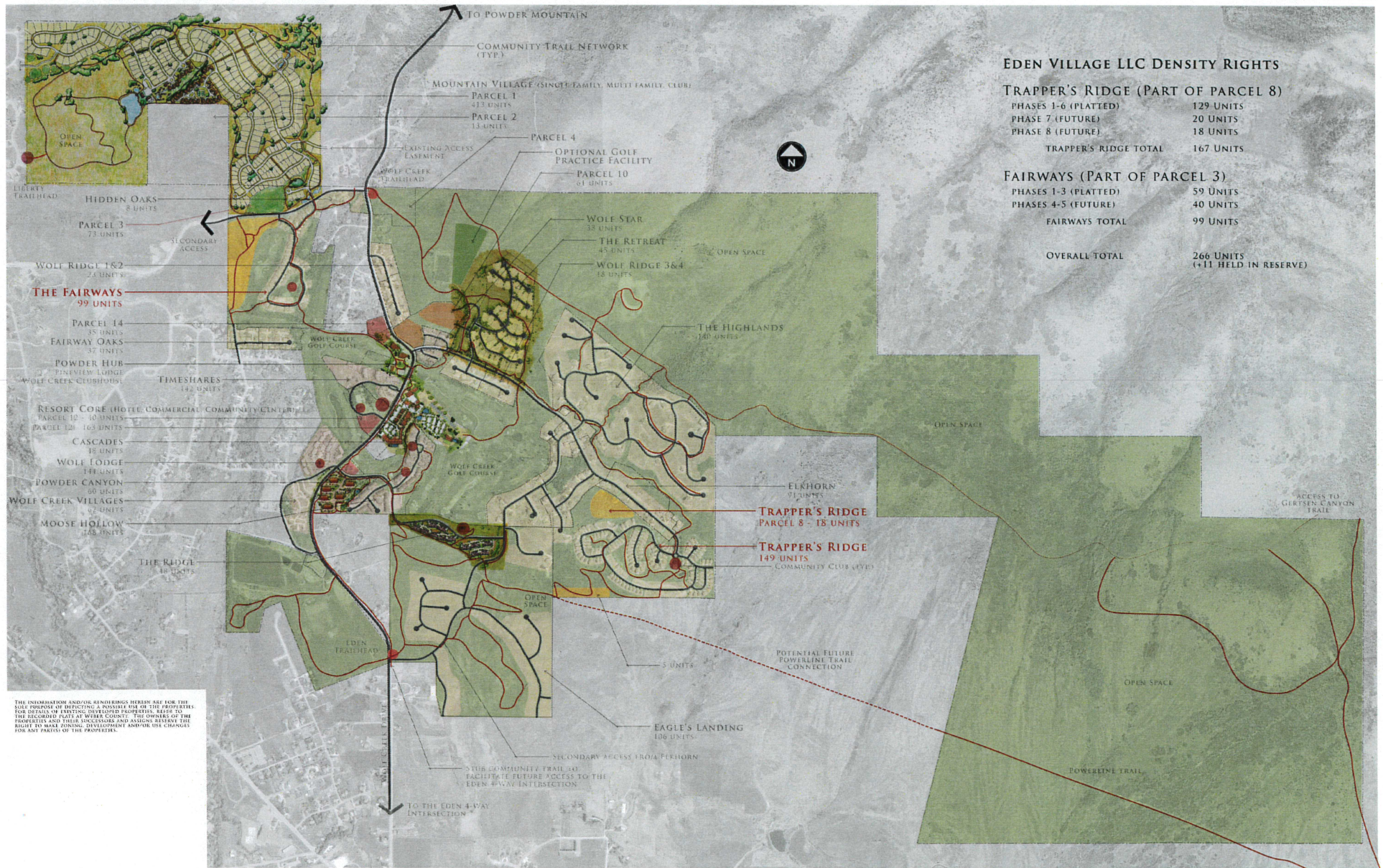


EXHIBIT “C”

ZONING AND DENSITY MAP – POST-TRANSFER

OCTOBER 2017

