

MEMORANDUM AGREEMENT

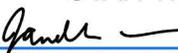
This MEMORANDUM AGREEMENT is entered into between the Utah Transit Authority (“UTA”) and the Utah Department of Transportation (“UDOT”), regarding the FrontRunner Point Improvements Project (FPI), which is UDOT Project Number S-R299(483), UDOT PIN 21213 (referred to herein as the “Project”).

The Utah Legislature has allocated certain funds for UDOT to acquire properties to be used for the Project (which includes the property deed to which this Memorandum Agreement is attached), but such properties will be acquired in the name of UTA. The parties agree that any properties acquired by UDOT for the Project (i) will not be disposed of by UTA without prior notice to UDOT (which notice shall be given within a reasonable time after UTA determines a property is surplus) and receipt of UDOT’s written consent to the disposition; (ii) that if a federal interest has attached to the property due to Federal Transit Administration (FTA) participation in the Project, any disposition will be conducted in accordance with the FTA’s (or its successor agency’s) regulations and guidance; and (iii) whether such disposition is by sale or transfer of ownership to another party, UDOT will have the right to receive all sales proceeds or, if parties in addition to UDOT contributed to the purchase of the property, UTA will repay to UDOT UDOT’s share of the fair market value, whichever is greater. In the event any property acquired for the Project is disposed of without UDOT’s consent, UDOT shall have the right to collect from UTA an amount equal to the sales proceeds and UDOT’s damages, which it may do by withholding amounts that might be owing to UTA for this or any other project, or any other remedy available at law or in equity. All properties acquired for this Project may have the following language in the conveyance deed to UTA, which is enforceable as a material term of this Agreement:

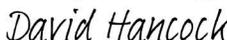
SUBJECT TO the interests of the Utah Department of Transportation (“UDOT”), which is authorized to act on behalf of, or in collaboration with, the Grantee, for the FPI project, referred to by UDOT with UDOT Project Number S-R299(483), UDOT PIN 21213 (the “Project”), and more fully explained in the Memorandum Agreement attached hereto as an exhibit. The real property conveyed in this deed is intended to be part of the Project, and is therefore subject to UDOT’s rights. The land may not be transferred or conveyed without the written, signed consent of UDOT.

UTA agrees that this Memorandum may be attached as an exhibit to any deed conveying land to UTA that is intended to be part of the Project, and UTA also agrees to cooperate with UDOT to execute and deliver such further documents and to take such further actions as may be reasonably necessary not only to carry out the purposes of the Project, but to protect the legislative intent in using these funds for UDOT’s construction of public transit projects.

UTAH TRANSIT AUTHORITY


 Janelle Robertson (May 28, 2025 10:44 MDT)

By: Janelle Robertson Date
 Its: Project Manager III


 David Hancock (Jun 9, 2025 08:38 MDT)

By: David Hancock Date
 Its: Chief Capital Services Officer


 Michael Bell (Jun 3, 2025 09:18 MDT)

By: Mike Bell Date
 Its: Assistant Attorney General

UTAH DEPARTMENT OF TRANSPORTATION


 Brian Allen (May 21, 2025 15:21 MDT)

By: Brian Allen Date
 Its: Transit Project Director


 Ross Crowe (May 21, 2025 15:40 MDT)

By: Ross Crowe Date
 Its: UDOT Right of Way Director


 Jodi Howick (Jun 9, 2025 10:54 MDT)

By: Jodi Howick Date
 Its: Assistant Attorney General

06/09/2025

25.05.21 FPI Property Acquisition Deed Memorandum CLEAN

Final Audit Report

2025-06-09

Created:	2025-05-21
By:	Jeremy Harbaugh (jeremy.harbaugh@wsp.com)
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-  Email viewed by dhancock@rideuta.com
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-  Document e-signed by Janelle Robertson (jarobertson@rideuta.com)
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-  Signer mbell@rideuta.com entered name at signing as Michael Bell
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-  Signer dhancock@rideuta.com entered name at signing as David Hancock
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✔ Agreement completed.

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