

**AGREEMENT TO VACATE A PORTION OF WINTER ELK ROAD AND  
DEDICATE AND CONSTRUCT AN ALTERNATIVE ACCESS**

**AGREEMENT** dated this 5<sup>th</sup> day of November, 2020, between TOOELE COUNTY, a body politic and corporate of the State of Utah ("County"), OPHIR CANYON SOLAR I LLC ("Solar Company"), and the ESTATE OF GEORGIA R. MONROE ("Estate").

**WHEREAS**, Georgia R. Monroe, also known as Georgia R. Monroe and Georgia J. Russell, is deceased; and

**WHEREAS**, Robert Monroe has been duly appointed as the personal representative of the Estate of Georgia R. Monroe in Third District Court Case No. 193300117; and

**WHEREAS**, Estate owns the following parcels of real property located in Tooele County, State of Utah:

**Parcel A:**

Tax ID Number: 06-057-0-0002

Legal Description: S 1/2 OF NW 1/4, N 1/2 OF N 1/2 OF SEC 13, T5S, R5W

Consisting of 240 acres, more or less

**Parcel B:**

Tax ID Number: 06-057-0-0001

Legal Description: S 1/2 OF NE 1/4, SEC 13, T5S, R5W

Consisting of 80 acres, more or less

**Parcel C:**

Tax ID Number: 06-050-0-0003

Legal Description: E 1/2 OF NW 1/4, NE 1/4 OF SW 1/4, LOTS 1, 2, 3, SEC 18, T5S, R4W

Consisting of 240.37 acres, more or less; and

**WHEREAS**, Solar Company has entered into a lease-option agreement with Estate that allows Solar Company to lease parcels A, B and C for up to 35 years; and

**WHEREAS**, Solar Company intends to construct and maintain a utility scale solar facility (Solar Facility") on portions of parcels A, B and C; and

**WHEREAS**, the northern perimeter of the Solar Facility will be set back approximately 25 feet from the northern boundary of the eastern one-half of parcel A and the northern boundary of parcel C; and

**WHEREAS**, the Bureau of Land Management (“BLM”) administers public lands immediately north of the eastern one-half of parcel A and immediately north of parcel C; and

**WHEREAS**, BLM maintains a road that runs in part, from east to west, immediately north of the eastern one-half of parcel A and immediately north of parcel C (“the BLM road”); and

**WHEREAS**, Winter Elk Road is a Class D county road that runs in part, from west to east: southeasterly through the eastern one-half of parcel A, then southeasterly through the northeastern corner of parcel B, then southeasterly through the western one-fourth of parcel C, and then northeasterly through the northern one-half of parcel B until it exits parcel B on the eastern boundary of parcel B, all as legally described on attached Exhibit A and depicted in purple on attached Exhibit B; and

**WHEREAS**, Solar Company and Estate desire County to abandon that portion of Winter Elk Road described in the preceding paragraph; and

**WHEREAS**, the public may presently use the BLM road as an alternative to Winter Elk Road; and

**WHEREAS**, Solar Company and Estate are willing to construct and dedicate a replacement public road if BLM closes, or restricts public use of, or restricts public access to, the BLM road;

**NOW THEREFORE**, the parties mutually agree as follows:

1. If Solar Company obtains a conditional use permit to build Solar Facility on parcels A, B and C, and if Solar Company begins construction of Solar Facility, County will vacate that portion of Winter Elk Road described in Exhibit A and depicted in Exhibit B.
2. If the BLM closes, or restricts public use of, or restricts public access to, the BLM road during the life of the Solar Project, Solar Company shall construct, within 12 months and at their own expense, a replacement road, to be located south of the northern border of the eastern one-half of parcel A and south of the northern border of parcel C, and north of the northern perimeter of Solar Facility in parcels A and C. The road shall be constructed to a similar width and similar quality as the BLM road existing at the time of construction, and upon completion, shall be dedicated to County in perpetuity.

OPHIR CANYON SOLAR I LLC:



Michael Martin  
Authorized Representative

TOOELE COUNTY:

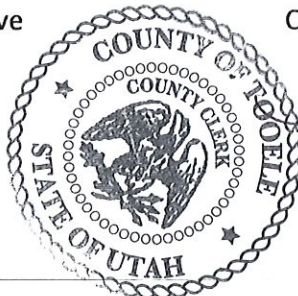


Tom Tripp  
Commission Chair

**ATTEST:**



MARILYN K. GILLETTE  
TOOELE COUNTY CLERK



ESTATE OF GEORGIA R. MONROE

ATTEST:



Robert Monroe  
Personal Representative

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Marilyn K. Gillette  
Tooele County Clerk

APPROVED AS TO FORM:



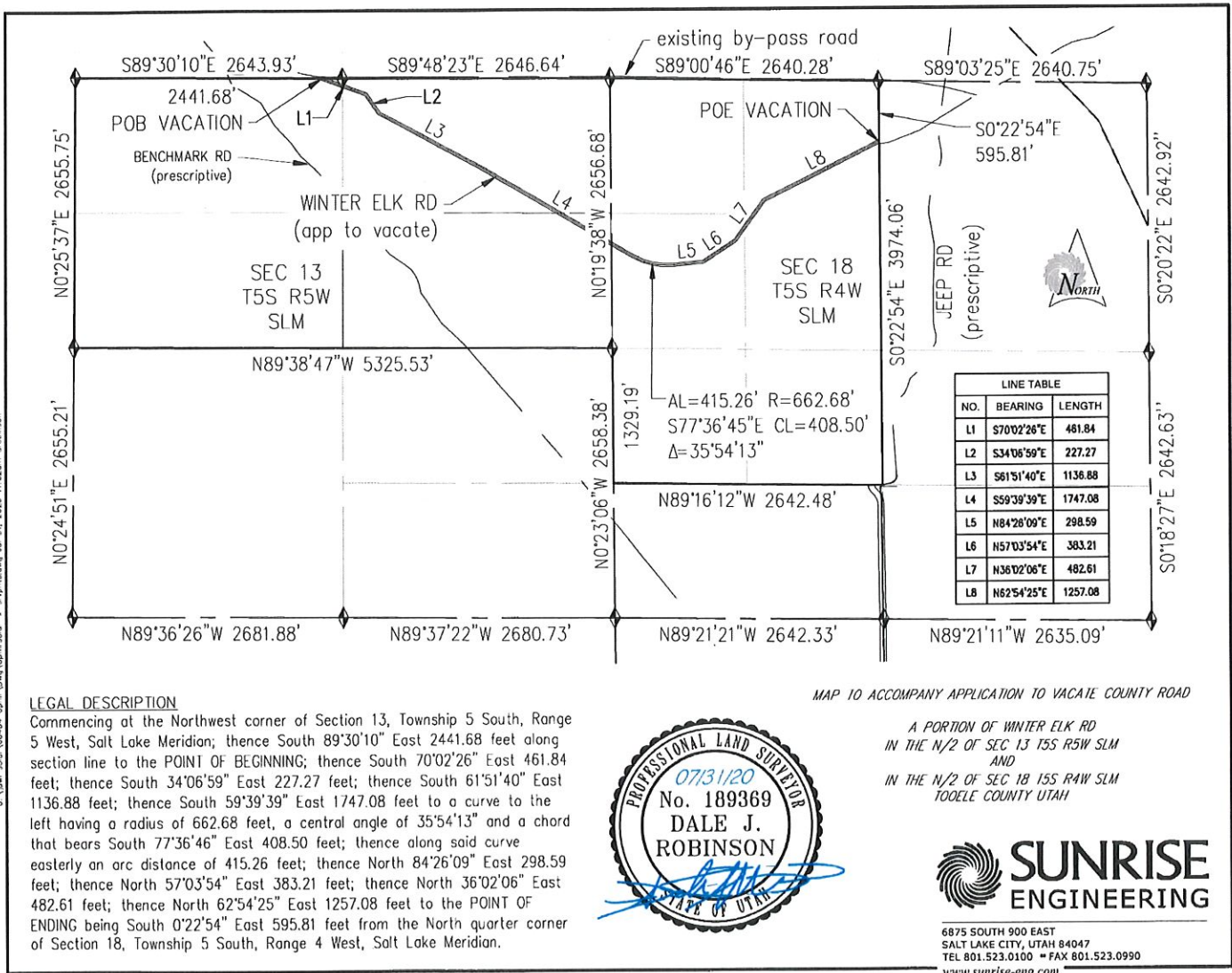
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Colin Winchester  
Deputy Tooele County Attorney



EXHIBIT A

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**LEGAL DESCRIPTION**

Commencing at the Northwest corner of Section 13, Township 5 South, Range 5 West, Salt Lake Meridian; thence South 89°30'10" East 2441.68 feet along section line to the POINT OF BEGINNING; thence South 70°02'26" East 461.84 feet; thence South 34°06'59" East 227.27 feet; thence South 61°51'40" East 1136.88 feet; thence South 59°39'39" East 1747.08 feet to a curve to the left having a radius of 662.68 feet, a central angle of 35°54'13" and a chord that bears South 77°36'46" East 408.50 feet; thence along said curve easterly an arc distance of 415.26 feet; thence North 84°26'09" East 298.59 feet; thence North 57°03'54" East 383.21 feet; thence North 36°02'06" East 482.61 feet; thence North 62°54'25" East 1257.08 feet to the POINT OF ENDING being South 0°22'54" East 595.81 feet from the North quarter corner of Section 18, Township 5 South, Range 4 West, Salt Lake Meridian.

MAP TO ACCOMPANY APPLICATION TO VACATE COUNTY ROAD

A PORTION OF WINTER ELK RD  
IN THE N/2 OF SEC 13 T5S R5W SLM  
AND  
IN THE N/2 OF SEC 18 T5S R4W SLM  
TOOULE COUNTY UTAH



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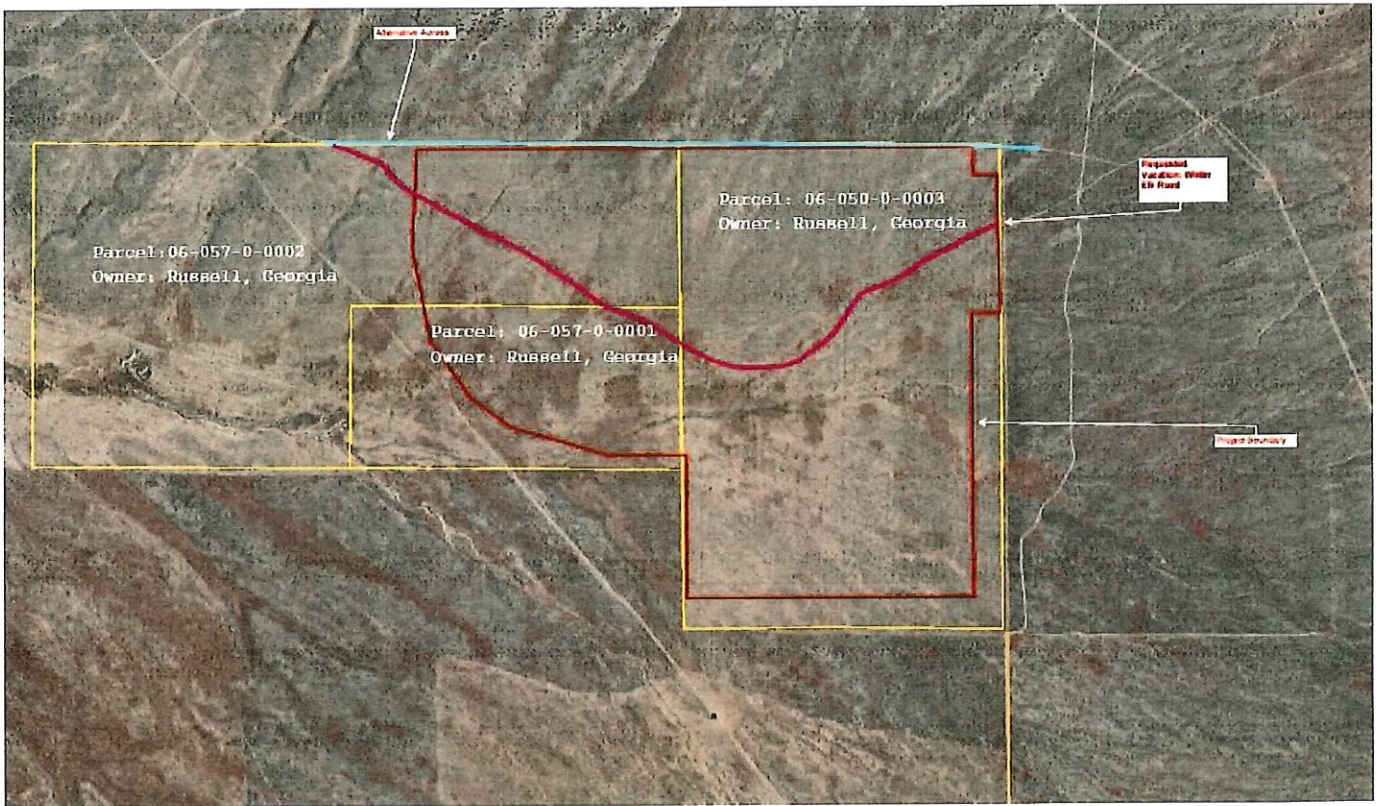


EXHIBIT B