

EXHIBIT B

AFFIDAVIT AND CONSENT RESOLUTION

of TP LAMPLIGHTER LC, a Utah limited liability company

Re: Salt Lake City Zoning Map Amendment Application — Lamplighter Square, 1629 South Foothill Drive and 2475 East 1700 South, Salt Lake City, UT 84108 (Salt Lake County Tax ID Nos. 16-15-258-027-0000, 16-15-258-028-0000, 16-15-258-030-0000, 16-15-258-016-0000, 16-15-258-031-0000, and 16-15-278-009-0000)

Recitals

- A. TP Lamplighter LC, a Utah limited liability company (the **"Company"**), is the fee title owner of certain real property located in Salt Lake City, Salt Lake County, State of Utah, more particularly described in Exhibit C to the Zoning Amendment Application of which this Affidavit and Consent Resolution forms a part (collectively, the **"Property"**).
- B. Monterra Capital LLC, a Utah limited liability company (**"Monterra"**), is engaged in the planning and development of a proposed mixed-use project on the Property and has requested the Company's consent and authorization to submit an application to Salt Lake City for a zoning map amendment to rezone the Property to a uniform MU-3 (Mixed Use) designation — eliminating the current split MU-2 / MU-3 designation that applies to the original five parcels and consolidating an additional 0.11-acre parcel currently zoned R-1/7,000 (Single-Family Residential) into the unified MU-3 site (the **"Zoning Amendment Application"**).
- C. Monterra has retained Jon Galbraith of Element Design (**"Element Design"**) as its architect of record for the project and has authorized Mr. Galbraith and Element Design to act as Monterra's authorized agent in connection with the Zoning Amendment Application, including without limitation by signing and filing the Zoning Amendment Application with the City.
- D. The undersigned constitute all of the Members and/or Managers of the Company whose authorization is required under the Company's Operating Agreement and applicable law in order to authorize the actions described herein, and the undersigned are duly authorized to act on behalf of the Company in respect of the matters set forth in this Affidavit and Consent Resolution.
- E. The undersigned execute this Affidavit and Consent Resolution to (i) evidence the Company's consent, as fee title owner of the Property, to the filing and prosecution of the Zoning Amendment Application by Monterra and its authorized agents (including Mr. Galbraith and Element Design), (ii) authorize Monterra and its authorized agents to act on the Company's behalf in connection with the Zoning Amendment Application, and (iii) satisfy the requirements of Salt Lake City's zoning amendment application packet, including without limitation the affirmation of sufficient interest and the requirement, where the fee owner is a limited liability company, to attach evidence of authority to act on behalf of the company.

Affirmations and Resolutions

NOW, THEREFORE, the undersigned, intending to be legally bound, hereby affirm, consent, and resolve as follows:

- 1. Affirmation of Sufficient Interest.** The Company is the sole fee title owner of the Property. The undersigned hereby affirm, under penalty of perjury under the laws of the State of Utah, that the Company is the fee title owner of the Property and that the undersigned have full power and authority to authorize the Zoning Amendment Application on behalf of the Company.
- 2. Authority of the Undersigned.** The undersigned, being all of the Members and/or Managers of the Company whose authorization is required under the Company's Operating Agreement and applicable law, are duly authorized to execute this Affidavit and Consent Resolution on behalf of the Company and to bind the Company with respect to the matters set forth herein.
- 3. Consent to Application.** The Company hereby consents, in its capacity as fee title owner of the Property, to the filing of the Zoning Amendment Application by Monterra (acting through its authorized agents, including Mr. Galbraith and Element Design) with Salt Lake City and to the prosecution of that application through the City's administrative and legislative review process, including without limitation review by Salt Lake City Planning staff, the Salt Lake City Planning Commission, and the Salt Lake City Council.
- 4. Authorization of Monterra and Its Agents.** The Company hereby authorizes Monterra, and its officers, members, managers, employees, agents, attorneys, and other authorized representatives (including without limitation Mr. Galbraith and other personnel of Element Design), to act on behalf of the Company solely with respect to the Zoning Amendment Application and related land use entitlements for the Property, including without limitation the authority to (a) prepare, sign, file, and submit the Zoning Amendment Application and any associated forms, exhibits, supplements, modifications, and amendments thereto; (b) appear before, communicate with, and submit information to Salt Lake City Planning staff, the Salt Lake City Planning Commission, the Salt Lake City Council, and any other applicable City department, board, or commission; (c) participate in and respond to public engagement processes, open houses, community council presentations, and public hearings; and (d) take such other actions as are reasonably necessary or convenient to prosecute the Zoning Amendment Application to a final decision.
- 5. Limitations.** Nothing in this Affidavit and Consent Resolution shall be construed as authorizing Monterra, Mr. Galbraith, Element Design, or any other party to (a) sell, encumber, lease, or otherwise transfer any interest in the Property, (b) execute any development agreement, restrictive covenant, easement, or similar instrument binding on the Property without separate written authorization from the Company, or (c) take any action other than as reasonably necessary to prosecute the Zoning Amendment Application and related land use entitlements as described herein. Approval of the Zoning

Amendment Application by Salt Lake City does not, by itself, obligate the Company to convey the Property or to develop or permit development of the Property.

6. **Ratification.** All actions taken by Monterra, Mr. Galbraith, or Element Design prior to the date of this Affidavit and Consent Resolution in furtherance of the matters set forth herein are hereby ratified, approved, and confirmed in all respects.
7. **No False Statement.** The undersigned acknowledge that knowingly making a false written statement to a government entity is a crime under Utah Code Chapter 76-8, Part 5, and affirm that the statements made in this Affidavit and Consent Resolution are true and correct to the best of their knowledge and belief.
8. **Counterparts; Effectiveness.** This Affidavit and Consent Resolution may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. Signatures delivered electronically (including by PDF or established electronic signature platform) shall be deemed originals for all purposes. This Affidavit and Consent Resolution is effective as of the latest date set forth opposite the signatures below.

IN WITNESS WHEREOF, the undersigned, in their respective capacities as Members and/or Managers of TP Lamplighter LC, have executed this Affidavit and Consent Resolution as of the dates set forth opposite their signatures below.

TP LAMPLIGHTER LC,

a Utah limited liability company

By: 
Name: John R. Thackeray
Title: MANAGER
Date: 6/22/24

By: 
Name: Kip Paul
Title: MANAGER
Date: 6/22/24

End of Exhibit B.