

1100
BK ~~2000~~ PG0610

Prepared by/after recording return to:
Kaufman & Canoles, P.C.
Gregory R. Davis, Esq., VSB No.: 26248
4801 Courthouse Street, Suite 300
P. O. Box 6000
Williamsburg, VA 23188

170004036

Henry County Tax Map No.: Portion of 242655000
Franklin County Tax Map Nos.: Portion(s) of 1190006700; 1190002900; 1190003000

Consideration: \$0.00

This Deed is exempt from recordation tax pursuant to §58.1-811(A)(10)

DEED OF EASEMENT

This Deed of Easement ("Deed") is made as of the 18th day of October, 2017, by and between **DANNY L. THOMPSON** and **MARTHA H. THOMPSON**, husband and wife ("GRANTORS") and **ROANOKE RIVER WETLANDS & STREAM MITIGATION BANK LLC**, a Virginia limited liability company ("GRANTEE"), provides as follows:

RECITALS:

A. GRANTORS are the owners of certain real properties (the "Property") located in Henry County, Virginia, and Franklin County, Virginia;

B. GRANTORS desire to grant unto ROANOKE RIVER WETLANDS & STREAM MITIGATION BANK LLC, a Virginia limited liability company, certain rights relating to wetlands and wetland mitigation sites, and to restore, enhance and preserve streams, and create stream mitigation sites on the said Property, all as more particularly set forth herein.

NOW, THEREFORE, incorporating by this reference the foregoing recitals, in consideration for the mutual benefits inuring to the parties hereto, the parties hereby agree as follows:

PROVISIONS:

1. Grant of Wetlands and Stream Construction, Maintenance, Preservation and Inspection Easement. GRANTORS hereby grant, assign and convey unto GRANTEE, its successors and assigns, a perpetual right, privilege and easement upon, over, across and through the property described on Exhibit A (the "Mitigation Site") and shown on the plat referenced in Exhibit A and attached hereto for the establishment, construction, maintenance and monitoring of a wetlands and/or stream mitigation bank, including without limitation, impoundment of water, plantings, sitework and/or soil disturbance, or other activities all pursuant to the mitigation banking instrument entitled: "Roanoke River Wetlands and Stream Mitigation Bank, Franklin

County, Virginia, and Henry County, Virginia,” prepared by Williamsburg Environmental Group, dated May, 2011 and any future amendments thereto (the “MBI”).

2. Compliance. GRANTORS acknowledge that each of them shall remain responsible for compliance with all applicable state and federal environmental protection legislation and regulations including without limitation, the Resource Conservation and Recovery Act of 1976 and the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as each may be amended from time to time (hereinafter “Environmental Laws”) for all GRANTORS’ or any prior owner’s activities on or ownership of the Property, but not for matters caused by GRANTEE or its assigns.

3. Grant of Access Easement. GRANTORS and each of them hereby grant and convey unto GRANTEE a perpetual right, privilege and easement over, upon and across any and all of GRANTORS’ property adjoining the Mitigation Site for ingress to and egress from the Mitigation Site for purposes of access, inspection, maintenance, preservation and other activities reasonably related to establishment and maintenance of wetlands and stream mitigation preservation site(s) described above, as required to comply with terms of the MBI.

4. Representations and Warranties of GRANTORS. The GRANTORS represent and warrant unto the GRANTEE that they are the owners in fee simple of the Mitigation Site, and that there are no other titleholders, claimants or lienholders, whether of record or otherwise, who claim or hold an interest in and to the Mitigation Site, except as disclosed in that certain Declaration of Restrictions of Roanoke River Wetlands & Stream Mitigation Bank LLC, which said declaration is recorded simultaneously herewith.

5. Authorization to sell Mitigation Banking Credits. The GRANTORS expressly acknowledge and agree that the GRANTEE is authorized to create, market, sell and convey mitigation banking credits in accordance with the provisions of the MBI.

6. Miscellaneous.

(a) All provisions of this Deed shall inure to the benefit of and bind the parties hereto, their successors, heirs and assigns. All headings used herein are for convenience of reference only and shall not affect the interpretation hereof. All pronouns shall be construed to be of such number and gender as the context may require.

(b) This Deed and the rights of the parties hereto shall be governed by and construed in accordance with the laws of the Commonwealth of Virginia.

(c) The easement created here and the representations, warranties and rights of the parties shall be assignable by GRANTEE without the prior written consent of GRANTORS.

(d) This Deed may not be amended, modified or altered except by written agreement of all of the parties hereto.

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(e) This Deed may be executed in one or more counterparts, each of which shall upon execution by all parties be deemed to be an original and all of which together shall constitute an entire agreement.

[Signature Page Follows]

[Signature Page to Deed of Easement]

IN WITNESS WHEREOF, the parties have caused this Deed to be signed and delivered as of the date first written above, pursuant to due and property authority.

GRANTORS:

Danny L. Thompson (SEAL)
DANNY L. THOMPSON

Martha H. Thompson (SEAL)
MARTHA H. THOMPSON

COMMONWEALTH OF VIRGINIA
~~CITY~~/COUNTY OF Floyd, to wit:

The foregoing instrument was acknowledged before me this 18th day of October, 2017, by Danny L. Thompson.

Christina M. Mandzak
Notary Public

My commission expires: 12-31-2018

My registration number is 7328414

CHRISTINA M. MANDZAK
NOTARY PUBLIC
REG. # 7328414
COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES DEC. 31, 2018

COMMONWEALTH OF VIRGINIA
~~CITY~~/COUNTY OF Floyd, to wit:

The foregoing instrument was acknowledged before me this 18th day of October, 2017, by Martha H. Thompson.

Christina M. Mandzak
Notary Public

My commission expires: 12-31-2018

My registration number is 7328414

CHRISTINA M. MANDZAK
NOTARY PUBLIC
REG. # 7328414
COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES DEC. 31, 2018

EXHIBIT A

That certain area of land located in Franklin and Henry Counties, Virginia, containing 237.82 acres, more or less, as shown on that certain plat entitled: "PLAT SHOWING MITIGATION BANK EASEMENT CONTAINING 237.82 ACRES IN FAVOR OF ROANOKE RIVER WETLANDS AND STREAM MITIGATION BANK, LLC LOCATED IN FRANKLIN AND HENRY COUNTIES, VIRGINIA" dated July 29, 2014, made by Stantec, which said plat was recorded simultaneously herewith, reference to said plat is here made for a more particular description of the property hereby encumbered.

Being (i) a portion of the property conveyed to Danny L. Thompson and Martha H. Thompson, husband and wife, by deed dated February 19, 2013 from Hopkins, L.L.C., said deed recorded in the Clerk's Office of the Circuit Court of Franklin County, Virginia ("Franklin County Clerk's Office") in Deed Book 1028, page 1756, and the Clerk's Office of the Circuit Court of Henry County, Virginia as Instrument Number 130000622, (ii) a portion of the property conveyed to Danny L. Thompson and Martha H. Thompson, husband and wife, by deed dated January 10, 2013 from James W. Elliott, Special Commissioner, said deed recorded in the Franklin County Clerk's Office in Deed Book 1026, page 2761, and (iii) a portion of the property conveyed to Danny L. Thompson and Martha H. Thompson, husband and wife, by deed dated April 12, 2013, from Benton Bray Blackard and Dathne Blackard Barbour, Co-Administrators C.T.A. of the Estate of Benton S. Blackard and Co-Trustees of the Benton S. Blackard Trust, said deed recorded in the Franklin County Clerk's Office as Instrument Number 130003046.

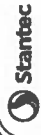
PLAT SHOWING MITIGATION BANK EASEMENT CONTAINING 237.82 ACRES IN FAVOR OF ROANOKE RIVER WETLANDS AND STREAM MITIGATION BANK, LLC LOCATED IN FRANKLIN AND HENRY COUNTIES, VIRGINIA

FRANKLIN AND HENRY COUNTIES, VIRGINIA

DATE: JULY 29, 2014

SCALE: 1"=500'

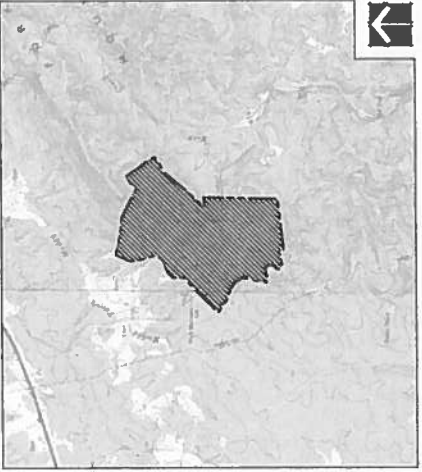
JOB NO.: 203441891



6700 Corner Street
Herndon, Virginia 22188
1511 Backlick Ridge Drive, Suite 218
Petersburg, Virginia 23223
(804) 287-3174
100 Riverside Parkway, Suite 201
Virginia Beach, Virginia 23462
(424) 785-9944
Environmental Consultants



VICINITY MAP: 1" = 3000'



LATITUDE: 36° 48' 37.0"
LONGITUDE: 79° 55' 41.5"
SOURCE: USGS 7.5 MINUTE SERIES TOPOGRAPHIC MAP, BAGBETT, VA AND BOUNDARIES AS A SUPPLEMENT, 1986 (REVISED 1978).

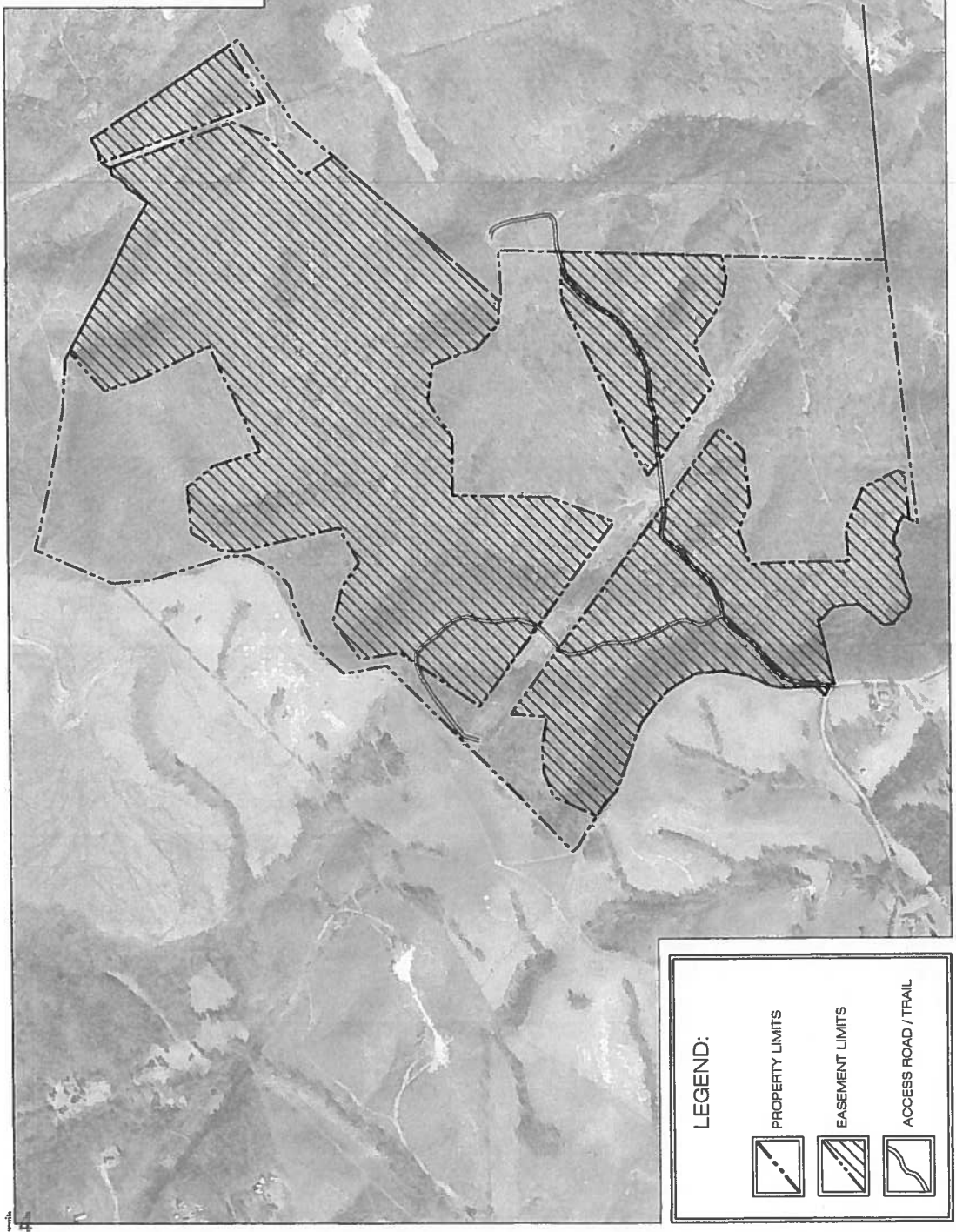
OWNER
DANNY THOMPSON
8561 FLOYD HWY
COPPER HILL, VIRGINIA 24079

PLAT INFORMATION
FRANKLIN COUNTY, VIRGINIA
TAX MAP 11900,
PARCELS 06700 & 02800

NOTES:




- 1.) THIS PROPERTY DESCRIPTION WAS DRAWN WITHOUT THE ASSISTANCE OF A SURVEYOR. NO FIELD WORK HAS BEEN PERFORMED ON THIS PROPERTY DESCRIPTION.
- 2.) THE BANK LIMITS ARE GUARANTEED TO BE SHOWN ON THE BANK LIMITS HAVE RESTRICTIVE COVENANTS PLACED UPON THEM BY THE U.S. ARMY CORPS OF ENGINEERS.
- 3.) THE PROPERTY SHOWN HEREON IS INTENDED TO BE A MITIGATION BANK.
- 4.) THE COORDINATE SYSTEM USED IN THE GENERATION OF THIS PLAT IS US STATE PLANE 1883, VIRGINIA SOUTH, DATUM NAD 1983 (CONUS).

SHEET 1 OF 3



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BK 2000 PG 0615

LEGEND:

-  PROPERTY LIMITS
-  EASEMENT LIMITS
-  ACCESS ROAD / TRAIL

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**PLAT SHOWING MITIGATION BANK EASEMENT CONTAINING
237.82 ACRES IN FAVOR OF ROANOKE RIVER WETLANDS
AND STREAM MITIGATION BANK, LLC
LOCATED IN FRANKLIN AND HENRY COUNTIES, VIRGINIA**

FRANKLIN AND HENRY COUNTIES, VIRGINIA

JOB NO.: 203441937

SCALE: 1"=300'

DATE: JULY 29, 2014



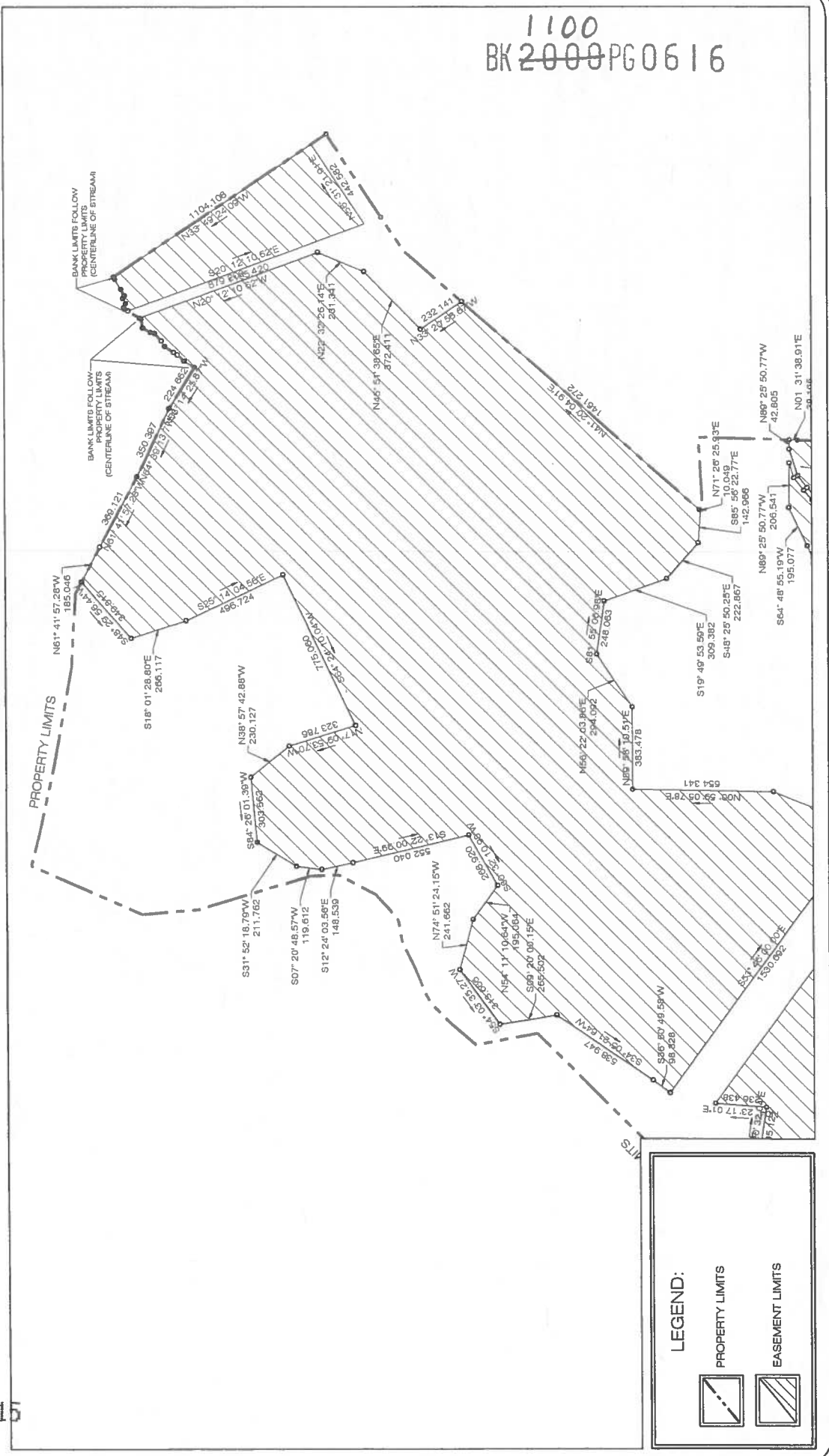
3200 Capital Plaza
Wilmington, Virginia 23186
(817) 250-8800
1011 Boulder Springs Drive, Suite 228
Ft. Worth, Texas 76102
(817) 997-5471
100 Riverside Parkway, Suite 201
Falls Church, Virginia 22046
(703) 758-8544
Environmental Consultants



NOTES:
1.) THIS PROPERTY DESCRIPTION WAS DRAWN WITHOUT THE ASSISTANCE OF A SURVEYOR. THE FIELD WORK HAS BEEN PERFORMED AT THIS TIME. NOT ALL EASEMENTS ARE GUARANTEED TO BE SHOWN ON THIS PROPERTY DESCRIPTION.
2.) THE BANK LIMITS HAVE RESTRICTIVE COVENANTS PLACED UPON THEM BY THE U.S. ARMY CORPS OF ENGINEERS.
3.) THE PROPERTY SHOWN HEREON IS INTENDED TO BE A PROPERTY DESCRIPTION.
4.) THE COORDINATE SYSTEM USED IN THE GENERATION OF THIS PLAT IS THE STATE PLANE 1883, VIRGINIA SOUTH, DATUM NAD 1983 (CONUS).

SHEET 2 OF 3

2017 P00115



LEGEND:

PROPERTY LIMITS

EASEMENT LIMITS

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**PLAT SHOWING MITIGATION BANK EASEMENT CONTAINING
237.82 ACRES IN FAVOR OF ROANOKE RIVER WETLANDS
AND STREAM MITIGATION BANK, LLC
LOCATED IN FRANKLIN AND HENRY COUNTIES, VIRGINIA**

FRANKLIN AND HENRY COUNTIES, VIRGINIA

JOB NO. 203441891

SCALE: 1"=300'

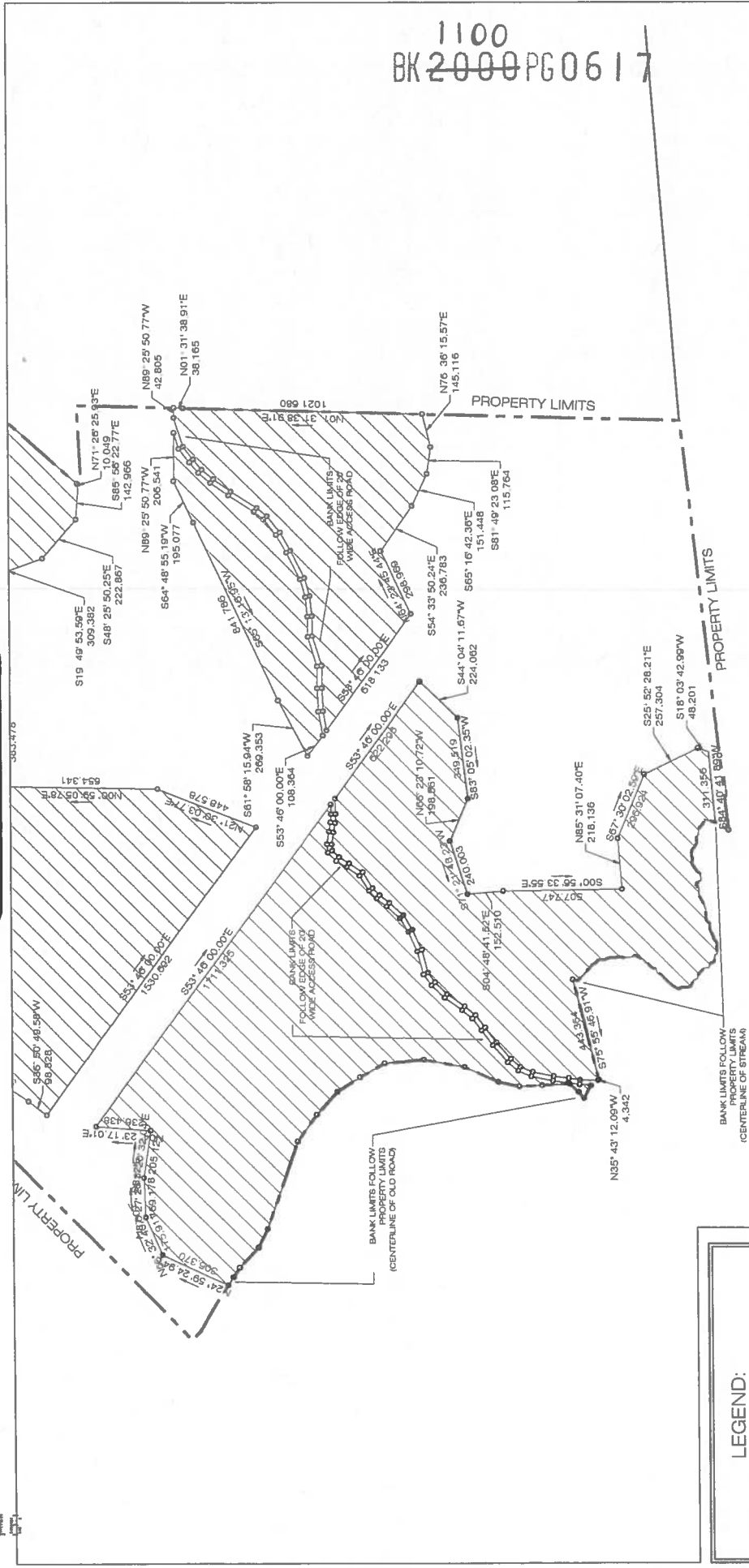
DATE: JULY 29, 2014



Stantec
Environmental Consultants
1011 Boulder Springs Drive, Suite 225
Roanoke, VA 24060
Phone: (540) 343-2222
Fax: (540) 343-2222
140 Riverside Parkway, Suite 301
Petersburg, Virginia 23086
Phone: (804) 798-5544

NOTES:
1.) THIS PROPERTY DESCRIPTION WAS DRAWN WITHOUT THE BENEFIT OF A TITLE BINDER. NO FIELD WORK HAS BEEN PERFORMED TO VERIFY THE ACCURACY OF THIS PROPERTY DESCRIPTION.
2.) THE BANK LIMITS HAVE RESTRICTIVE COVENANTS PLACED UPON THEM BY THE U.S. ARMY CORPS OF ENGINEERS.
3.) THIS SUBDIVISION OF THE PROPERTY SHOWN HEREON IS INTENDED BY THE COOPERATIVE SYSTEM USED IN THE GENERATION OF THIS PLAN TO BE A COOPERATIVE SYSTEM AS PROVIDED IN THE PLANNING ACT AND VIRGINIA STATE PLANS, 1983, VIRGINIA SOUTH, DATUM NAD 1983 (CONUS).

SHEET 3 OF 3



LEGEND:

- PROPERTY LIMITS
- EASEMENT LIMITS

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INSTRUMENT 170004036
RECORDED IN THE CLERK'S OFFICE OF
COUNTY OF HENRY CIRCUIT COURT ON
November 6, 2017 AT 03:08 PM
JENNIFER R. ASHWORTH , CLERK
RECORDED BY: TKP

INSTRUMENT 170007151
RECORDED IN THE CLERK'S OFFICE OF
FRANKLIN COUNTY CIRCUIT ON
November 6, 2017 AT 01:41 PM
TERESA J. BROWN , CLERK
RECORDED BY: AMT

NOV 6 2017 PG0117

COURT ADDRESS:
 3160 KINGS MOUNTAIN ROAD SUITE B
 MARTINSVILLE, VA 24112
 PHONE #: 276-634-4880



OFFICIAL RECEIPT
 COUNTY OF HENRY CIRCUIT COURT
 DEED RECEIPT

DATE : 11/06/2017 TIME : 15:14:52 CASE # : 089CLR170004037
 RECEIPT # : 17000019383 TRANSACTION # : 17110600065
 CASHIER : TKP REGISTER # : B094 FILING TYPE : DEC PAYMENT : FULL PAYMENT
 INSTRUMENT : 170004037 BOOK : RECORDED : 11/06/2017 AT : 15:13
 GRANTOR : THOMPSON, DANNY L EX : N LOC : CO
 GRANTEE : THOMPSON, DANNY L EX : N PCT : 100%
 RECEIVED OF : KAUFMAN & CANOLES
 ADDRESS :
 DATE OF DEED : 10/18/2017 CHECK/MO NUMBER : 432503 OP : 0
 MULTI : \$36.00 DESCRIPTION 1 : DECLARATION OF RESTRICTIONS NAMES : 0
 2 : INSTRUMENT 130003046 MAP : PIN : 24265000
 CONSIDERATION : \$0.00 AVAL : \$0.00

ACCOUNT CODE	DESCRIPTION	PAID
035	VOF FEE	\$1.00
145	VSLF	\$1.50

ACCOUNT CODE	DESCRIPTION	PAID
106	(TTF) TECHNOLOGY TRUST FUND FEE (CIRCUIT COURT)	\$5.00
301	DEEDS	\$28.50

TENDERED : \$ 36.00
 AMOUNT PAID : \$ 36.00

COURT ADDRESS:

P. O. BOX 567
ROCKY MOUNT, VA. 24151
PHONE # :540-483-3065



OFFICIAL RECEIPT
FRANKLIN COUNTY CIRCUIT
DEED RECEIPT

DATE : 11/06/2017 TIME : 13:55:46 CASE # : 067CLR170007152
RECEIPT # : 17000014842 TRANSACTION # : 17110600050
CASHIER : AMT REGISTER # : B050 FILING TYPE : DEC PAYMENT : FULL PAYMENT
INSTRUMENT : 170007152 BOOK : ~~2066~~ RECORDED : 11/06/2017 AT : 13:42
GRANTOR : THOMPSON, DANNY L EX : N LOC : CO
GRANTEE : THOMPSON, DANNY L EX : N PCT : 100%
RECEIVED OF : KUFMAN & CANOLES

ADDRESS : DEL TO THOMAS WILLIAMSBURG, VA 23188
DATE OF DEED : 11/06/2017
MULTI : \$35.67 CHECK/MO NUMBER : 2507
DESCRIPTION 1 : DECLARATION OF RESTRICTIONS

NAMES : 0
CONSIDERATION : \$0.00 AVAL : \$0.00 MAP : P/O1190006700 PIN :

ACCOUNT CODE	DESCRIPTION	PAID	ACCOUNT CODE	DESCRIPTION	PAID
035	VOF FEE	\$1.00	106	(TTF) TECHNOLOGY TRUST FUND FEE (CIRCUIT COURT)	\$5.00
145	VSLF	\$1.50	301	DEEDS	\$28.50

TENDERED : \$ 36.00
AMOUNT PAID : \$ 36.00

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Prepared by/after recording return to:
Kaufman & Canoles, P.C.
4801 Courthouse Street, Suite 300
Williamsburg, VA 23188
(757) 259-3800

170004037

Henry County Tax Map No.: Portion of 242655000
Franklin County Tax Map Nos.: Portion(s) of 1190006700; 1190002900; 1190003000

**DECLARATION OF RESTRICTIONS
OF**

ROANOKE RIVER WETLANDS AND STREAM MIGITATION BANK, LLC

THIS DECLARATION OF RESTRICTIVE COVENANTS is made this 18th day of October, 2017, by **DANNY L. THOMPSON** and **MARTHA H. THOMPSON**, husband and wife (the "Owners"), to be indexed as Grantors, provides as follows:

Recitals:

WHEREAS, Danny L. Thompson and Martha H. Thompson are the owners of certain property more fully described on EXHIBIT A attached hereto ("Parcel 1"); it being a portion of the same property conveyed to Danny L. Thompson and Martha H. Thompson, husband and wife, by deed dated February 19, 2013 from Hopkins, L.L.C., said deed recorded in the Clerk's Office of the Circuit Court of Franklin County, Virginia ("Franklin County Clerk's Office") in Deed Book 1028, page 1756, and the Clerk's Office of the Circuit Court of Henry County, Virginia (the "Henry County Clerk's Office"), as Instrument Number 130000622;

WHEREAS, Danny L. Thompson and Martha H. Thompson are the owners of certain property more fully described on EXHIBIT B attached hereto ("Parcel 2"); it being a portion of the same property conveyed to Danny L. Thompson and Martha H. Thompson, husband and wife, by deed dated January 10, 2013 from James W. Elliott, Special Commissioner, said deed recorded in the Franklin County Clerk's Office in Deed Book 1026, page 2761;

WHEREAS, Danny L. Thompson and Martha H. Thompson are the owners of certain property more fully described on EXHIBIT C attached hereto ("Parcel 3" and together with Parcel 1 and Parcel 2, collectively, the "Property"); it being the same property conveyed to Danny L. Thompson and Martha H. Thompson, husband and wife, by deed dated April 12, 2013 from Benton Bray Blackard and Dathne Blackard Barbour, Co-Administrators C.T.A. of the Estate of Benton S. Blackard and Co-Trustees of the Benton S. Blackard Trust, said deed recorded in the Franklin County Clerk's Office as Instrument Number 130003046;

2017 NOV -6 PM 1:42

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WHEREAS, Owners desire to comply with the conditions of the Mitigation Banking Instrument (the "MBI") between Roanoke River Wetlands and Stream Mitigation Bank, LLC and the Interagency Review Team ("IRT"), which consists of the U.S. Army Corps of Engineers (the "Corps") U.S. Environmental Protection Agency ("EPA") the U.S. Fish and Wildlife Service ("FWS"), the Virginia Department of Environmental Quality ("DEQ"), Virginia Department of Conservation and Recreation ("DCR"), the Virginia Department of Forestry ("VDOF), and the Virginia Department of Game and Inland Fisheries ("DGIF"), dated May 2011, by imposing these restrictive covenants on portions of the Property that may consist of preserved wetlands and streams, restored wetlands and streams, enhanced wetlands and streams, created wetlands, uplands, riparian buffers, and areas to be converted into wetlands.

WHEREAS, Owners desire to impose restrictive covenants in perpetuity expressing Owners' intent to preserve 237.82 acres of the Property (the "Mitigation Area") as shown on the plat attached as EXHIBIT D, and as described as the Roanoke River Wetlands and Stream Mitigation Bank in perpetuity as detailed below. These covenants are imposed by the Owners freely and voluntarily.

WHEREAS, the Property may contain land, functions, values and services that serve as compensation and mitigation for impacts to state waters and Waters of the U. S. that were permitted by the Corps and the DEQ;

WHEREAS, on account of the fact that the Property may serve as compensation for such above- referenced impacts, the Corps and the DEQ are third-party beneficiaries under this Declaration of Restrictive Covenants; and

NOW THEREFORE THIS DECLARATION WITNESSETH: Owners do hereby declare, covenant and agree, for themselves and their successors and assigns, that said Mitigation Area shall hereafter be held, leased, transferred and sold subject to the following conditions and restrictions which shall run with the land and be binding in perpetuity and forever on all parties and persons claiming under them.

Covenants and Restrictions:

1. **Covenants.** The Mitigation Area shall be preserved in perpetuity in its natural state, by prohibiting the following activities:

1.1 Destruction or alteration of the area shown on EXHIBIT D, except:

a) Alteration necessary to construct the Mitigation Area and associated improvements, such as dams, outlet structures and spillways, nature trails, and interpretive stations, proposed to be built by Roanoke River Wetlands and Stream Mitigation Bank, LLC, or its successors and/or assigns, for the Roanoke River Wetlands and Stream Mitigation Bank- as approved in the MBI;

b) Alterations necessary to ensure the success of the Roanoke River Wetlands and Stream Mitigation Bank including monitoring, reconstruction or maintenance of the constructed Mitigation Area as approved by the IRT;

c) With approval of the IRT, alterations to construct structures such as walkways, boardwalks, foot trails, wildlife observation or management structures, benches, observation decks, picnic tables, fence posts (spaced in a manner so that neither the posts nor the fence itself prevents the natural movement of water), fish ladders, and ecological, biological, hydrological or chemical monitoring, observation or management equipment including, without limitation, monitoring wells, water control weirs or interpretive stations, or other structures approved by the IRT, provided that

(i) Any such structures permit, and do not impede, the natural movement of water, and

(ii) Such facilities are constructed and maintained in accordance with all applicable federal and state laws;

d) Addition of signs constructed in public right of ways by or on behalf of the Virginia Department of Transportation or other governmental agencies;

e) Removal of vegetation (where not precluded by federal or state law) when approved by the IRT and conducted for

(i) Removal of noxious or invasive plants, or

(ii) Public safety purposes

f) Planting of native species of wetlands plants by hand for aesthetic landscaping or screening purposes and where not prohibited by the MBI; and

g) Alteration as reasonably necessary to comply with state or federal law or appropriate court order.

1.2 Construction, maintenance or placement of any structures or fills including but not limited to buildings, building pads, mobile homes, other than those which currently exist.

1.3 Ditching, draining, diking, damming, filling, excavating, grading, plowing, flooding/ponding, mining or drilling, placing of trash and yard debris or removing/adding topsoil, sand, or other materials (except as may be necessary on a case-by-case basis with prior written approval by the IRT), other than any authorized under the MBI.

1.4 Permitting livestock to graze, inhabit or otherwise enter the preservation area.

1.5 Harvesting, cutting, logging, and pruning of trees and plants, or using fertilizers and spraying with biocides other than what is authorized by the MBI (except as may be necessary on a case-by-case basis with prior approval by the IRT).

1.6 Utilizing a non-reporting Nationwide Permit or State Program General Permit under Section 404 of the Clean Water Act or state general permits under VWPP regulations to impact any Water of the U.S., or any State Waters on the Property. Notification shall be required for the use of any Nationwide Permit, State Program General Permit, Regional Permit, or state general permit under VWPP regulations.

1.7 Further subdividing the area shown on Exhibit C.

2. **Restrictions.** The Property (as defined above, and intended here to refer specifically to the lands surrounding the Mitigation Area) shall be restricted as follows:

2.1. No livestock shall be permitted upon the Property, including without limitation the grazing, pasturage, storing, running or other activities requiring or involving the presence of livestock on the Property.

2.2. The Owners, their successors and or assigns may obtain relief from the provisions of this paragraph restricting the activities of livestock outside the Mitigation Area upon erection and maintenance of a fence preventing livestock from entering into the Mitigation Area.

3. **Amendment.** This Declaration and the covenants contained herein shall not hereafter be altered in any respect without the express written approval and consent of the Owners or their successor in interest and the IRT. The Owners or their successor may apply to the IRT for vacation or modification of this declaration; however, after recording, these restrictive covenants may only be amended or vacated by a recorded document signed by the signatory members of the IRT and the Owners or their successor in interest.

4. **Notice.** The Corps and DEQ shall be provided with a 60-day advance written notice of any legal action concerning these restrictive covenants or of any action to extinguish, void or modify the restrictive covenants in whole or in part. These restrictive covenants are intended to survive foreclosure, bankruptcy, condemnation or judgments affecting this Property.

5. **Compliance Inspections and Enforcement.** The IRT, and its authorized agents and the designated Long Term Steward of the Mitigation Bank, shall have the right to enter and go on the Property to inspect the Mitigation Area and take actions necessary to verify compliance with these restrictive covenants. The restrictive covenants herein shall be enforceable by any proceeding at law or in equity or administrative proceeding by the IRT, including the Corps or DEQ or citizens. Failure by any agency (or owner) to enforce any covenant or restriction contained herein shall in no event be deemed a waiver of the rights to do so thereafter.

6. **Provision.** Should an easement, right, or lease on or to the Property not shown on the survey or listed in Exhibit A or Exhibit B, and prior in time and recording to these restrictive covenants, or unrecorded, be exercised in such a manner that it conflicts with or voids the prohibited uses of the Mitigation Area set out in these restrictive covenants, then the Bank Sponsor of the Bank shall be responsible for providing alternative conservation mitigation in such amounts and of such service and function as the Corps, DEQ, IRT or any enforcer of these restrictive covenants shall determine in accordance with the Clean Water Act and/or Sections 62.1-44.15:20-23 of the Code of Virginia.
7. **Eminent Domain**
- 7.1 If any Property is condemned or taken pursuant to governmental action or other exercise of the power of eminent domain (a "Taking"), or if Bank Sponsor or Owner of the property receives notice of a potential Taking, Bank Sponsor will notify IRT in writing.
- 7.2 Bank Sponsor has the obligation to pursue an award for the value of any Lost Mitigation (as defined in subsection (c)). If Bank Sponsor or Owner of the property receives an award or any type of compensation from or related to the Taking that represents the value of any Lost Mitigation, then Bank Sponsor will use that award, net of the cost and expense incurred by Bank Sponsor or Owner of the Property to pursue the award, to replace the Lost Mitigation, in accordance with instructions and approval of the IRT.
- 7.3 For purposes of this Section, "Lost Mitigation" means those Functions and Values (as hereafter defined) lost in the Taking for which credits have been sold by Bank Sponsor at the time of the Taking. "Functions and Values" means preservation, enhancement and restoration of streams, wetlands and other aquatic resources.
- 7.4 It is the intention of Bank Sponsor and IRT that (i) this section requires Bank Sponsor to replace lost Functions and Values only when Bank Sponsor has, as of the time of the Taking, sold the credits derived from the lost Functions and Values and (ii) Bank Sponsor's obligation under those circumstances is limited to the award Bank Sponsor or Owner of the property receives for the value of the lost Functions and Values, net of the cost and expense incurred by Bank Sponsor or Owner of the Property to pursue the award.
8. **Litigation in Court.** In any state court action, Corps reserves the right to be represented by the U.S. Department of Justice and/or to remove a legal action affecting jurisdictional waters of the U.S. to the United States Federal District court in the district where the land lies.
9. **Separability Provision.** The provisions hereof shall be deemed individual and severable and the invalidity or partial invalidity or unenforceability of any one provision or any portion thereof shall not affect the validity or enforceability of any other provision thereof.
10. **Consent of Lender and Trustee.**

10.1 The Lyons State Bank is the noteholder of obligations which are secured by, among other things, a deed of trust dated March 12, 2013, from Danny L. Thompson and Martha H. Thompson to Dale Profitt, trustee, recorded in the Franklin County Clerk's Office in Deed Book 1029 at page 1925 and recorded in the Henry County Clerk's Office as Instrument Number 130001961, which said deed of trust grants a lien on Parcel 1 and Parcel 2.

10.2 The Lyons State Bank is the noteholder of obligations which are secured by, among other things, a deed of trust dated April 15, 2013, from Danny L. Thompson and Martha H. Thompson to Dale Profitt, trustee, recorded in the Franklin County Clerk's Office in Deed Book 1031, page 1476 as Instrument Number 130003047, which said deed of trust grants a lien on Parcel 3.

10.3 The trustees of the above-described deeds of trust joins in execution of this Declaration for purposes of agreeing to subordination of the liens of the aforesaid deeds of trust to the terms and conditions of this Declaration.

Remainder of page intentionally blank.

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WITNESS the following signature the day and year first above written.

Danny L. Thompson (SEAL)
DANNY L. THOMPSON

STATE OF VIRGINIA,
~~CITY~~/COUNTY OF Floyd, to-wit:

The foregoing document was acknowledged before me this 18th day of October,
2017, by DANNY L. THOMPSON, who is personally known to me or produced a valid form of
proof of identification.

CHRISTINA M. MANDZAK
NOTARY PUBLIC
REG. # 7328414
COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES DEC. 31, 2018

Christina M. Mandzak
Notary Public

My commission expires: 12-31-2018

My registration number is 7328414

1100
BK ~~2000~~ PG0626

Martha H. Thompson (SEAL)
MARTHA H. THOMPSON

STATE OF VIRGINIA
CITY/COUNTY OF Floyd, to-wit:

The foregoing document was acknowledged before me this 19th day of October, 2017,
by MARTHA H. THOMPSON, who is personally known to me or produced a valid form of
proof of identification.

Christina M. Mandzak
Notary Public

CHRISTINA M. MANDZAK
NOTARY PUBLIC
REG. # 7328414
COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES DEC. 31, 2018

My commission expires: 12-31-2018

My registration number is 7328414

1100
BK ~~2000~~ PG 0627

TRUSTEE:

By: *Dale* (SEAL)
Name: *Dale Proffitt*

STATE OF *Virginia* ,
CITY/COUNTY OF *Floyd* , to-wit:

The foregoing document was acknowledged before me this *17th* day of
 October , 2017, by *Dale Proffitt* as trustee, who is personally known
to me or produced a valid form of proof of identification.

 Christina M. Mandzak
Notary Public

CHRISTINA M. MANDZAK
NOTARY PUBLIC
REG. # 7328414
COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES DEC. 31, *2018*

My commission expires: *12-31-2018*
Registration Number: *7328414*

1100
BK ~~2000~~ PG 0628

EXHIBIT A

Parcel 1

The land referred to herein below is situated in the County of Franklin and the County of Henry, Commonwealth of Virginia, and is described as follows:

ALL that certain tract or parcel of real estate belonging, situate and being mostly in the Snow Creek Magisterial District of Franklin County, Virginia and partially in the Reed Creek Magisterial District of Henry County, Virginia, containing 197.0273 acres, more or less, as shown on that certain plat of survey by Larry G. Rakes, L.S., a copy of said survey being of record in the Office of the Clerk of the Circuit Court of Franklin County, Virginia, in Deed Book 768, page 960 and in Deed Book 1028, page 1759, being of record in the Office of the Clerk of the Circuit Court of Henry County, Virginia, a part of Instrument #130000622.

1100
BK ~~2000~~ PG 0629

EXHIBIT B

Parcel 2

The land referenced to herein below is situated in the County of Franklin, Commonwealth of Virginia, and is described as follows:

ALL that certain tract or parcel of real estate thereunto belonging, situate and being in the Snow Creek Magisterial District of Franklin County, Virginia, lying near County Route 618, containing 83 acres, more or less, nevertheless this being a conveyance in gross by the boundary and not by the acre.

TOGETHER WITH a perpetual right of way easement for access over the 68 acre parcel of land presently owned by Danny L. Thompson and Martha H. Thompson, which was conveyed to the said Danny L. Thompson and Martha H. Thompson by Deed of record in the Clerk's Office of the Circuit Court of Franklin County, Virginia, in Deed Book 925, page 706, to and from the presently existing State Road.

1100
BK ~~2000~~ PG 0630

EXHIBIT C

Parcel 3

ALL that certain tract or parcel of real estate belonging, situate and being mostly in the Snow Creek Magisterial District of Franklin County, Virginia, containing 97.702 acres, more or less, as shown on that certain plat of survey by J.A. Gustin, L.S., dated April 22, 1985, a copy of said survey recorded in the Clerk's Office of the Circuit Court of Franklin County, Virginia, in Deed Book 1031, page 1470.

TOGETHER WITH a perpetual right of way easement for access to the above described property over Parcel 2 of land presently owned by Danny L. Thompson and Martha H. Thompson, which was conveyed to the said Danny L. Thompson and Martha H. Thompson by Deed of record in the Clerk's Office of the Circuit Court of Franklin County, Virginia, in Deed Book 1026, page 2761, and over that 68 acre parcel of land presently owned by Danny L. Thompson and Martha H. Thompson by Deed of record in the Clerk's Office of the Circuit Court of Franklin County, Virginia, in Deed Book 925, page 706, to and from the presently existing State Road to provide access to the above described property.

1100
BK ~~2000~~ PG 0631

EXHIBIT D

Plat Showing Mitigation Bank Easement Containing 237.82 Acres in Favor of
Roanoke River Wetlands and Stream Mitigation Bank, LLC
Located in Franklin and Henry Counties, Virginia

**PLAT SHOWING MITIGATION BANK EASEMENT CONTAINING
237.82 ACRES IN FAVOR OF ROANOKE RIVER WETLANDS
AND STREAM MITIGATION BANK, LLC
LOCATED IN FRANKLIN AND HENRY COUNTIES, VIRGINIA**

FRANKLIN AND HENRY COUNTIES, VIRGINIA

DATE: JULY 28, 2014

SCALE: 1"=500'

JOB NO.: 203441891



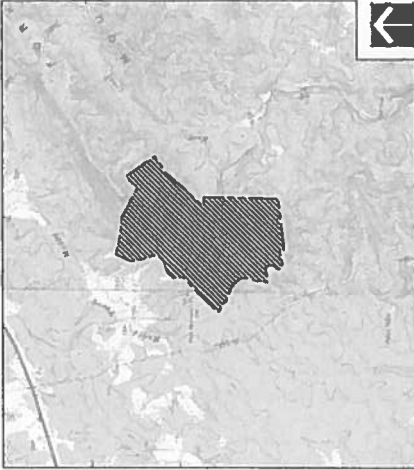
6205 Over Street
Williamsburg, Virginia 23188
Tel: 757-253-8800
1111 Backlick Swamp Circle, Suite 225
Richmond, Virginia 23225
Email: 3617-3474

150 Riverside Parkway, Suite 201
Virginia Beach, Virginia 23462
Phone: 757-538-3514

Environmental Consultants



VICINITY MAP: 1" = 3000'

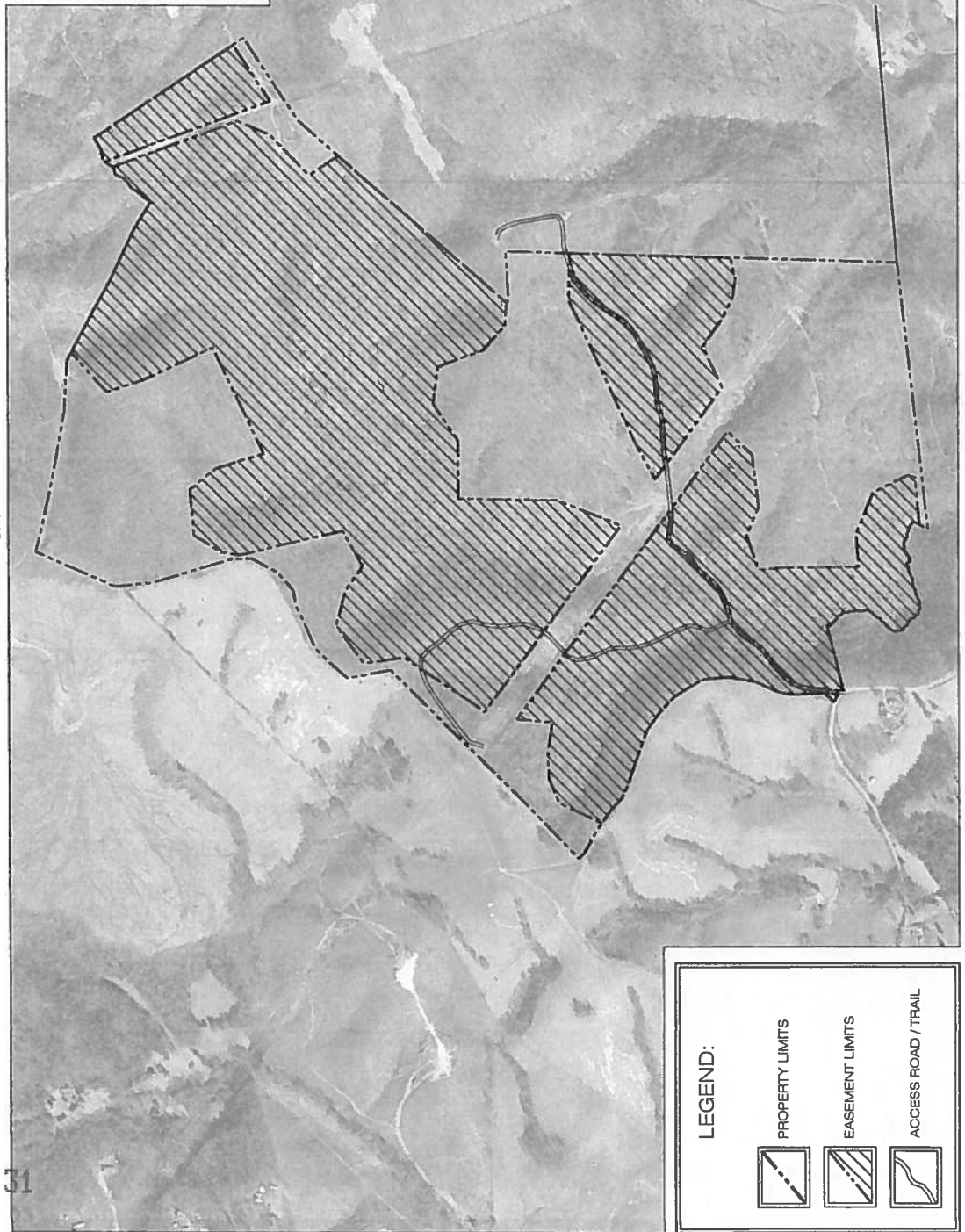


LATITUDE: 38° 48' 37.0"
LONGITUDE: 79° 52' 41.5"
SOURCE: USGS 7.5 MINUTE SERIES TOPOGRAPHIC
MAP BARRETT, VA AND SNOW CREEK, VA
QUADRANGLES, 1982 (REVISED 1979)

OWNER
DANNY THOMPSON
8501 FLOYD HWY
COPPER HILL, VIRGINIA 24079

PLAT INFORMATION
FRANKLIN COUNTY, VIRGINIA
TAX MAP 11800,
PARCELS 06700 & 02900

1100
BK 2000 PG 0632






NOTES:
1.) THIS PROPERTY DESCRIPTION WAS DRAWN WITHOUT THE
BENEFIT OF A TITLE BINDER. NO FIELD WORK HAS BEEN PERFORMED
AT THIS TIME. NOT ALL EASEMENTS ARE GUARANTEED TO BE SHOWN
ON THIS PROPERTY DESCRIPTION.
2.) THE BANK LIMITS HAVE RESTRICTIVE COVENANTS PLACED UPON
THEIR RESPECTIVE ACRES.
3.) NO SUBDIVISION OF THE PROPERTY SHOWN HEREON IS INTENDED
BY THIS PROPERTY DESCRIPTION.
4.) THE COORDINATE SYSTEM USED IN THE GENERATION OF THIS
PLAT IS THE STATE PLANE 11803, VIRGINIA SOUTH, DATUM/NAAD 11803
(CONBIN)

2014 PC0131

SHEET 1 OF 3

LEGEND:

-  PROPERTY LIMITS
-  EASEMENT LIMITS
-  ACCESS ROAD / TRAIL

1100
BK 2000 PG 0633

**PLAT SHOWING MITIGATION BANK EASEMENT CONTAINING
237.82 ACRES IN FAVOR OF ROANOKE RIVER WETLANDS
AND STREAM MITIGATION BANK, LLC
LOCATED IN FRANKLIN AND HENRY COUNTIES, VIRGINIA**

FRANKLIN AND HENRY COUNTIES, VIRGINIA

DATE: JULY 29, 2014

SCALE: 1"=300'

JOB NO.: 203441891



Stantec
 6200 Corner Street
 Williamsburg, Virginia 23188
 (803) 255-0000
 10000 Lakeside Drive, Suite 210
 Richmond, Virginia 23233
 (800) 297-3474
 150 Riverside Highway, Suite 201
 Norfolk, Virginia 23502
 (404) 758-3344
 Environmental Consultants

NOTE:
 1.) THIS PROPERTY DESCRIPTION WAS DRAWN WITHOUT THE BENEFIT OF A TITLE BINDER. NO FIELD WORK HAS BEEN PERFORMED AT THIS TIME. NOT ALL EASEMENTS ARE GUARANTEED TO BE SHOWN ON THIS PROPERTY DESCRIPTION.
 2.) THE BANK LIMITS HAVE RESTRICTIVE COVENANTS PLACED UPON THEM. THE RESTRICTIVE COVENANTS ARE SHOWN IN GREEN.
 3.) NO SUBDIVISION OF THE PROPERTY SHOWN HEREON IS INTENDED BY THIS PROPERTY DESCRIPTION.
 4.) THE COORDINATE SYSTEM USED IN THE GENERATION OF THIS PLAT IS THE STATE PLANE 1983, VIRGINIA SOUTH, DATUM 1983 (CGP83).

SHEET 2 OF 3

2017 00132




LEGEND:

- PROPERTY LIMITS
- EASEMENT LIMITS

**PLAT SHOWING MITIGATION BANK EASEMENT CONTAINING
237.82 ACRES IN FAVOR OF ROANOKE RIVER WETLANDS
AND STREAM MITIGATION BANK, LLC
LOCATED IN FRANKLIN AND HENRY COUNTIES, VIRGINIA**

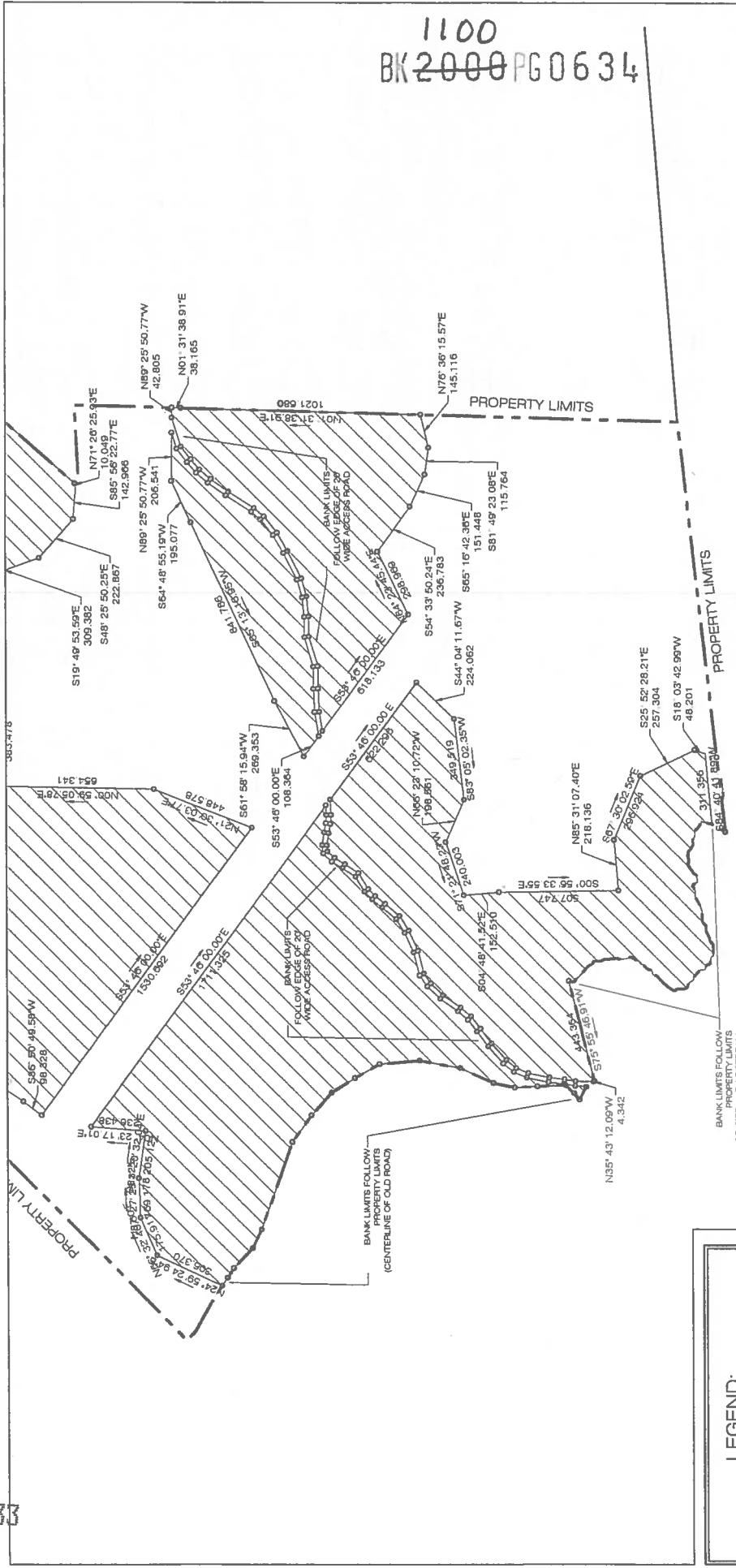
FRANKLIN AND HENRY COUNTIES, VIRGINIA
DATE: JULY 29, 2014 SCALE: 1"=300'
JOB NO.: 203441891





1811 Boulevard
Washington, Virginia 22180
(703) 220-0800
1811 Boulevard
Roanoke, Virginia 24012
(540) 207-3474
150 Riverchase Parkway, Suite 301
Roanoke, Virginia 24012
(540) 786-3000
Environmental Consulting

NOTES:
1. THIS PROPERTY DESCRIPTION WAS DRAWN WITHOUT THE BENEFIT OF A TITLE BINDER. NO FIELD WORK HAS BEEN PERFORMED AT THIS TIME. NOT ALL EASEMENTS ARE GUARANTEED TO BE SHOWN ON THIS PROPERTY DESCRIPTION.
2. THE BANK LIMITS HAVE RESTRICTIVE COVENANTS PLACED UPON THEM.
3. NO SUBDIVISION OF THE PROPERTY SHOWN HEREON IS INTENDED BY THIS EASEMENT DESCRIPTION.
4. THE COORDINATE SYSTEM USED IN THE GENERATION OF THIS PLAT IS THE STATE PLANE 1983, VIRGINIA SOUTH, DATUM NAD 1983 (CONUS).

SHEET 01 OF 3
2014
PG 0133



LEGEND:

-  PROPERTY LIMITS
-  EASEMENT LIMITS

1100
BK ~~2000~~ PG 0635

INSTRUMENT 170004037
RECORDED IN THE CLERK'S OFFICE OF
COUNTY OF HENRY CIRCUIT COURT ON
November 6, 2017 AT 03:13 PM
JENNIFER R. ASHWORTH , CLERK
RECORDED BY: TKP

INSTRUMENT 170007152
RECORDED IN THE CLERK'S OFFICE OF
FRANKLIN COUNTY CIRCUIT ON
November 6, 2017 AT 01:42 PM
TERESA J. BROWN , CLERK
RECORDED BY: AMT

NOV 6 2017 PG0134