

NTC 1396-10149

2010-009676

Klamath County, Oregon

AFTER RECORDING, RETURN TO:

JWTR Oregon, LLC

6400 Highway 66

Klamath Falls, OR 97601



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08/16/2010 11:26:20 AM

Fee: \$52.00

CONSERVATION EASEMENT

12th day of August, 2010 by JWTR Oregon, LLC, an Oregon limited liability company, hereinafter referred to as "Grantor," in favor of KLAMATH COUNTY, a political subdivision of the State of Oregon (hereinafter referred to as "Grantee").

RECITALS:

A. Pursuant to DRO 1-94, the Klamath County Planning Commission approved the Preliminary Development Plan for the Running Y Resort, a destination resort located between Highway 140 and Upper Klamath Lake in Klamath County, Oregon (the "Resort").

B. A condition of approval ("Condition 20") of DRO 1-94 requires that the developer of the Resort, through consultation with the Oregon Department of Fish and Wildlife and the U.S. Fish and Wildlife Service, determine the appropriate compensation goal (in-kind, out-of-kind equal, or out-of-kind relative) for impacts on fish and wildlife resulting from development of the Resort, and that the developer implement a combination of mitigation measures sufficient to eliminate any significant adverse impact on fish and wildlife.

C. In a public hearing on June 22, 2010, the Klamath County Planning Commission determined that Condition 20 would be satisfied by implementation of a mitigation plan titled "Wildlife Habitat Mitigation Plan for the Running Y Resort in Klamath Falls, Oregon," dated April 7, 2010 and prepared by Rabe Consulting (the "Mitigation Plan").

D. The Mitigation Plan identifies two mitigation areas: 640 acres referred to as the "Bly Mountain Site" and 110 acres referred to as the "Wocus Marsh ridge site". The Mitigation Plan describes habitat management recommendations for each of the two mitigation areas, and requires the recordation of conservation easements to ensure the implementation of the habitat management recommendations.

D. Grantor is the owner of the real property in Klamath County, Oregon, identified in the Mitigation Plan as the Bly Mountain Site, and legally described on the attached

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Exhibit A. Grantor desires to grant a conservation easement on the Bly Mountain Site consistent with the requirements of DRO 1-94 and the Mitigation Plan.

TERMS AND CONDITIONS

1. Grant of Easement.

Pursuant to Condition 20 of DRO 1-94 and the approved Mitigation Plan, Grantor hereby grants to Grantee an easement on the Bly Mountain Site, of the nature and character and to the extent hereinafter set forth.

2. Restrictions on Use.

The Bly Mountain Site shall be used and managed by Grantor and its successors and assigns in accordance with the recommendations for the Bly Mountain Site set forth in the Mitigation Plan, as said Mitigation Plan may be amended from time to time with the approval of Grantee. Nothing in this Easement shall be construed to prohibit any use by Grantor of the Bly Mountain Site that is not prohibited by or inconsistent with the Mitigation Plan, and Grantor expressly reserves to itself and its successors and assigns the right to such use of the Bly Mountain Site.

3. Access.

Grantee and the Oregon Department of Fish and Wildlife shall have the non-exclusive right of access to and entry upon the Bly Mountain Site to inspect and monitor the Bly Mountain Site for compliance with the terms of this Easement and the Mitigation Plan, subject to reasonable advance notice to Grantor and compliance with Grantor's reasonable security precautions.

4. General Provisions.

4.1 Effect of Easement.

This Easement shall run with the Bly Mountain Site, and each and every portion thereof, and shall be binding upon all parties having or acquiring any right, title or interest therein. The rights, covenants and obligations contained in this Easement shall bind, burden and benefit the successors and assigns of Grantor.

4.2 Not a Public Dedication.

Nothing herein contained shall be construed as a gift or dedication of any portion of the Bly Mountain Site or portion thereof to the general public, nor as a right of use or access by the general public.

4.3 Amendment.

No part of this Easement may be revoked or amended without the written approval of Grantor and Grantee.

4.4 Severability.

Invalidation of any provision of this Easement, in whole or in part, or of any application of a provision of this Easement, by judgment or court order shall in no way affect other provisions or applications.

4.5 Choice of Law.

The interpretation and enforcement of this Easement shall be governed by the laws of the State of Oregon.

IN WITNESS WHEREOF, Grantor has executed this Easement effective as of the date set forth above.

JWTR Oregon, LLC, an Oregon limited liability company

By: _____

(name)

Its: _____

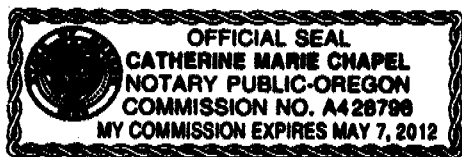
CFO

STATE OF OREGON)

)ss.

County of Klamath)

On this day personally appeared before me Thomas Ludlow to me known to be the individual, or individuals described in and who executed the within and foregoing instrument, and acknowledged that he/she signed the same as his/her free and voluntary act and deed, for the uses and purposes therein mentioned. Given under my hand and official seal this 12th day of August, 2009.



Catherine Marie Chapel
Notary Public in and for the State of Oregon
Residing at Klamath County, OR
My Commission Expires: May 7, 2012

EXHIBIT "A"

LEGAL DESCRIPTION OF CONSERVATION EASEMENT PROPERTY
BLY MOUNTAIN SITE

An easement on a parcel of land owned by Grantor located in Klamath County, Oregon, being more particularly described as follows:

The E1/2 of the E1/2 of Section 12, Township 38 South, Range 11 East, Willamette Meridian and the W1/2 and the W1/2E1/2 of Section 7, Township 38 South, Range 12 East, Willamette Meridian. Containing approximately 640 acres.

Subject to any easements, reservations, or restrictions on record or now in effect.