

PURCHASE AGREEMENT FOR SALE OF MITIGATION CREDITS
USACE PROJECT #: SPA-2021-00173

This Agreement is entered into this day of February __, 2023, by and between M. L. Wetlands, Inc (Bank Sponsor) and Fremont County (Project Applicant), jointly referred to as the "Parties," as follows:

RECITALS

A. The Bank Sponsor has developed the Maria Lake Mitigation Bank (Bank) located near Walsenburg, Huerfano County, Colorado;

B. The Bank was approved by the Army Corps of Engineers (USACE) on October 19, 2018 and is currently in good standing;

C. The Bank has received approval from USACE to wetland credits for sale as compensation for the loss of water of the U.S. through the Maria Lake Mitigation Bank Instrument (MBI);

D. Project Applicant is seeking to implement the project described on Exhibit "A" attached hereto (Project), which would unavoidably and adversely impact wetlands, and seeks to compensate for the loss of water of the U.S. by purchasing Mitigation Credits from Bank;

E. Project Applicant has been authorized by the Army Corps to purchase from the Bank 0.01 wetland credits upon confirmation by the Bank Sponsor of credit availability/adequate balance of credits remaining for sale; and

F. Project Applicant desires to purchase from Bank Sponsor and Bank Sponsor desires to sell to Project Applicant 0.01 wetland credits.

NOW, THEREFORE, THE PARTIES AGREE AS FOLLOWS:

1. Bank Sponsor hereby sells to Project Applicant and Project Applicant hereby purchases from Bank Sponsor 0.01 wetland credits for the purchase price of U.S. \$ 5,000 (Purchase Price). The Bank Sponsor will then deliver to Project Applicant an executed Bill of Sale in the manner and form as attached hereto and marked Exhibit "B". The purchase price for said credits shall be paid by check or, at the option of Bank Sponsor, wire transfer of funds according to written instructions by Bank Sponsor to Project Applicant.

2. The sale and transfer herein is not intended as a sale or transfer to Project Applicant of a security, license, lease, easement, or possessory or non-possessory interest in real property, nor the granting of any interest of the foregoing.

3. Project Applicant shall have no obligation whatsoever by reason of the purchase of the Mitigation Credits, to support, pay for, monitor, report on, sustain, continue in perpetuity, or otherwise be obligated or liable for the success or continued expense or maintenance in perpetuity of the credits sold, or the Bank. Pursuant to the MBI and any amendments thereto, Bank Sponsor shall monitor and make reports to the appropriate agency or agencies on the status of any Mitigation Credits sold to Project Applicant. Bank Sponsor shall be fully and completely responsible for satisfying any and all conditions placed on the Bank or the Mitigation Credits by USACE.

4. The Mitigation Credits sold and transferred to Project Applicant shall be non-transferable and non-assignable, and shall not be used as compensatory mitigation for any other Project or purpose, except as set forth herein.

5 Upon purchase of the credits specified in paragraph D above, the Bank shall submit to the parties listed in the Notices section of the MBI, copies of the: a) Agreement for Sale of Mitigation Credits; b) Bill of Sale; c) Payment Receipt; and d) an updated ledger. The updated inventory / ledger must detail: i) Project Applicant; ii) Project Name; iii) Status (sale complete/sale not complete); iv) Credit Sale Date; v) Army Corps File Number; vi) Total Number of Credits Authorized to Sell; vii) Total Number of Credits Sold to Date (inclusive); and viii) Balance of all Credits Available. The inventory / ledger should include all sales data from bank opening/establishment to the present.

6. Project Applicant must send full payment of the Purchase Price within 30 days of the date of this Agreement. After the 30-day period, this Agreement will be considered null and void.

IN WITNESS WHEREOF, the parties have executed this Agreement the day and year first above written.

BANK SPONSOR:

M. L. WETLANDS, INC

By: _____ Date: _____

PROJECT APPLICANT:

Fremont County

By: _____ Date: _____

Exhibit "A"

DESCRIPTION OF PROJECT TO BE MITIGATED

USACE Project #: SPA-2021-00173

The Grandview Avenue Bridge over Fourmile Creek is a critical link in the roadway network of Fremont County, providing a creek crossing and connectivity between Cañon City and State Highway (SH) 50. The current bridge is believed to have been built in 1940 and modified multiple times since its original construction. Per recent inspection reports, the bridge is considered structurally deficient and is load restricted. The current bridge also has a substandard roadway width and no accommodation for pedestrian access that is separated from vehicular traffic.

The proposed project includes replacing and widening the bridge to meet current codes. The proposed roadway configuration will match the existing configuration with one lane in each direction. A sidewalk will be added to improve pedestrian safety. The replacement structure will provide improved Fourmile Creek hydraulic conveyance at the crossing. Exposed soil riprap will be used in the main channel. The infill material covering the top layer of the riprap will be natural cobble material from the existing channel to match the current channel to the greatest extent possible. The top elevation of replacement material will match the pre-construction elevation. Other project improvements include constructing new approach guardrail and end anchorages to meet current CDOT and American Association of State Highway Transportation Officials standards for improved user safety. Project is anticipated to begin construction March 2023 and is proposed to be completed by July 2023.

Exhibit "B"

BILL OF SALE

Contract # 2023-02

USACE PROJECT #: SPA-2021-00173

In consideration of \$ 5,000, receipt of which is hereby acknowledged, M. L. Wetlands, Inc (Bank Sponsor) does hereby bargain, sell, and transfer to Fremont County (Project Applicant), 0.01 wetland credits in the Maria Lake Mitigation Bank near Walsenburg, Huerfano County, Colorado, approved by the Army Corps of Engineers.

Bank Sponsor represents and warrants that it has good title to the credits, has good right to sell the same, and that they are free and clear of all claims, liens, or encumbrances.

Bank Sponsor covenants and agrees with the buyer to warrant and defend the sale of the credits hereinbefore described against all and every person and persons whomsoever lawfully claiming or to claim the same.

DATED: _____

M. L. Wetlands, Inc.

By: _____

Exhibit "C"
MARIA LAKE MITIGATION BANK

WETLAND CREDITS: PAYMENT RECEIPT

PERMITEE INFORMATION

Name: Fremont County
Contact: Kevin Grantham
Address: 615 Macon Avenue, Rm 105, Canon City CO, 81212
Telephone: (719) 276-7352
Email: commissioners@fremontco.com

PROJECT INFORMATION

Project Description: The Grandview Avenue Bridge over Fourmile Creek is a critical link in the roadway network of Fremont County, providing a creek crossing and connectivity between Cañon City and State Highway (SH) 50. The current bridge is believed to have been built in 1940 and modified multiple times since its original construction. Per recent inspection reports, the bridge is considered structurally deficient and is load restricted. The current bridge also has a substandard roadway width and no accommodation for pedestrian access that is separated from vehicular traffic.

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Project Location: The proposed project is located where Grandview Avenue crosses Fourmile Creek, just east of the intersection of Grandview Avenue and Steinmeier Avenue, in Cañon City, Fremont County, Colorado (Figure 1). The approximate geographical location of the project is centered at decimal degree coordinates (World Geodetic System of 1984 [WGS84]) latitude 38.439425°, longitude -105.191431°. The project is located in Section 35, Township 18 South, Range 70 West of the 6th Principal Meridian on the U.S. Geological Survey (USGS) Cañon City, Colorado 7.5-Minute Quadrangle (USGS, 1976). The elevation of the proposed project is approximately 5,285 feet above mean sea level (msl) (USGS, 1976).

Army Corps File Number: SPA-2021-00173

Habitat Affected: PEM and PSS floodplain/fringe wetlands

**Number of Credits and
Credit Type to be Purchased:** 0.01 wetland credits (0.01 PEM and 0.00 buffer)

Purchase Price: \$ 5,000