

When Recorded, Return to:
RES-RLH WEST COAST LLC
Attention: Tim DeGraff
1210 G Street
Sacramento, CA 95814

GNW 20-7717

MEMORANDUM OF AGREEMENT OF ASSIGNMENT AND ASSUMPTION

This **MEMORANDUM OF AGREEMENT OF ASSIGNMENT AND ASSUMPTION** ^{*23RD} (this "Memorandum") is made effective as of December XX, 2021, by and between **NOOKACHAMPS, LLC**, a Delaware limited liability company ("Nookachamps"), and **RES-RLH WEST COAST LLC**, a California limited liability company ("RES-RLH").

Nookachamps and RES-RLH are recording this Memorandum to impart on the public record the existence of that certain Omnibus Assignment, Assumption and Bill of Sale dated on or about the date of this Memorandum by and among Nookachamps, certain other assignors which are parties thereto and RES-RLH (the "Agreement"). Said Agreement is in regards to the below-defined Property and the Nookachamps Wetland Mitigation Bank located on the Property, including without limitation that, pursuant and subject to the Agreement, Nookachamps has assigned to RES-RLH Nookachamps' right, title and interest, and RES-RLH has assumed Nookachamps' obligations and liabilities under or related to, the following documents recorded in the records of the office of the Auditor of Skagit County, Washington, all as more particularly set forth in the Agreement:

1. Auditor's File No. 201001190288;
2. Auditor's File No. 201008230255;
3. Auditor's File No. 201009070185;
4. Auditor's File No. 201102220058;
5. Auditor's File No. 201110200002;
6. Auditor's File No. 201208020019;
7. Auditor's File No. 201302260016; and
8. Auditor's File No. 201309190015.

As used in this Memorandum, the term "Property" means, collectively, the real property more particularly described on **Exhibit A** attached hereto and incorporated herein by this reference and taxed by the following tax account numbers: 111844; 112374; 112375; 23499; 23501; 23513; 23532; 24123; 24132; 24133; 24135; 24186; 24342; 24348; 24349; 24366; and 24368.

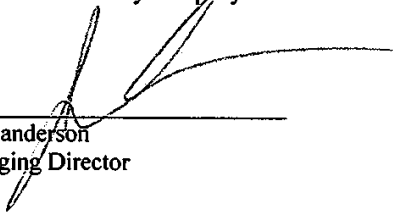
[Remainder of page intentionally left blank; signature commences on following page]

Portions of GL9 in Sec. 4; of GL7 in Sec. 5; GLs 1, 4, 5, 7, and 8 in Sec. 8; and the NW SW and the NW in Sec. 9; ALL: in Twp. 34 N., R. 4 E., WM.

[Signature Page to Memorandum of Agreement of Assignment and Assumption]

NOOKACHAMPS:

NOOKACHAMPS, LLC,
a Delaware limited liability company

By: 
Name: Joe Sanderson
Title: Managing Director

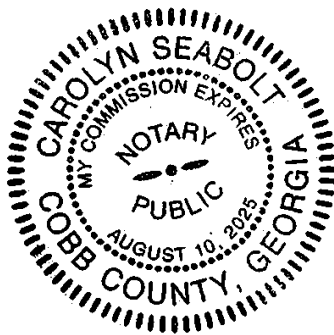
STATE OF GEORGIA

COUNTY OF Fulton

ss.

I certify that I know or have satisfactory evidence that Joe Sanderson is the person who appeared before me, and said person acknowledged that (he/she) signed this instrument, on oath stated that (he/she) was authorized to execute the instrument and acknowledged it as a Managing Director of Nookachamps, LLC, a Delaware limited liability company, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED this 23rd day of December, 2021.
*23RD



Printed Name Carolyn Seabolt

NOTARY PUBLIC in and for the State of Georgia

My Commission Expires August 10, 2025

[Signature Page to Memorandum of Agreement of Assignment and Assumption]

RES-RLH:

RES-RLH WEST COAST LLC,
a California limited liability company

By: HGS, LLC, its manager

By: Tim DeGraff

Name: Tim DeGraff

Title: Authorized Signatory

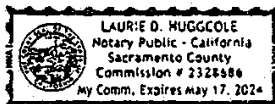
STATE OF California

COUNTY OF Sacramento

SS.

I certify that I know or have satisfactory evidence that Tim DeGraff is the person who appeared before me, and said person acknowledged that (he/she) signed this instrument, on oath stated that (he/she) was authorized to execute the instrument and acknowledged it as an Authorized Signatory of HGS, LLC, a Virginia limited liability company, as the manager of RES-RLH West Coast LLC, a California limited liability company, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED this 20th day of December, 2021.



Laurie D. Hugg-Cole

Printed Name Laurie D. Hugg-Cole

NOTARY PUBLIC in and for the State of California

My Commission Expires May 17, 2024

EXHIBIT A
Legal Description

All those tracts or parcels of land lying and being in Skagit County, Washington, and being more particularly described as follows:

Parcel "A":

Those portions of Government Lots 1, 4, 5, and 7 of Section 8, Government Lot 7 of Section 5, and Government Lot 9 of Section 4, all in Township 34 North, Range 4 East, W.M., described as follows:

Commencing at the Southeast corner of said Section 8, as shown on Short Plat No. MV-8-94, recorded in Book 13 of Short Plats, Pages 17 and 18, records of Skagit County, Washington; thence North 87 degrees 57 minutes 29 seconds West, along the South line of said Section 8, a distance of 1322.53 feet to the Southwest corner of said Government Lot 7 of Section 8; thence North 0 degrees 02 minutes 33 seconds East, along the West line of said Government Lot 7, a distance of 1294.08 feet to the Northwest corner of said Government Lot 7 and the True Point of Beginning; thence South 0 degrees 02 minutes 33 seconds West, along said West line, 792.07 feet to the intersection with the Northerly margin of Diking District No. 20 right-of-way as established under Auditor's File No. 140940, and depicted on said Short Plat; thence North 73 degrees 49 minutes 04 seconds East, along said Northerly margin, 62.94 feet to the intersection with the Southerly projection of an existing fence line; thence North 4 degrees 04 minutes 09 seconds West, along said Southerly projection, 87.79 feet to the Southerly end of said fence; thence along said fence, through the following courses and distances:

North 4 degrees 04 minutes 09 seconds West, 220.90 feet; thence North 1 degree 40 minutes 44 seconds East, 226.34 feet; thence North 2 degrees 35 minutes 50 seconds West, 145.12 feet; thence North 12 degrees 00 minutes 32 seconds West, 70.50 feet; thence North 9 degrees 25 minutes 10 seconds East, 248.09 feet; thence North 54 degrees 29 minutes 36 seconds West,

119.44 feet; thence North 13 degrees 30 minutes 57 seconds East, 213.35 feet; thence North 1 degree 05 minutes 00 seconds East, 306.24 feet; thence North 3 degrees 26 minutes 29 seconds West, 321.87 feet to the Northerly end of said fence; thence along the Westerly edge of cleared land through the following courses and distances:

North 40 degrees 57 minutes 02 seconds East, 140.48 feet; thence North 7 degrees 53 minutes 01 seconds West, 448.95 feet; thence North 6 degrees 52 minutes 51 seconds West, 435.47 feet; thence North 2 degrees 48 minutes 47 seconds East, 168.76 feet; thence North 10 degrees 18 minutes 35 seconds East, 840.58 feet; thence North 20 degrees 14 minutes 28 seconds East, 219.26 feet; thence North 29 degrees 26 minutes 41 seconds East, 160.56 feet; thence North 37 degrees 50 minutes 51 seconds East, 718.19 feet; thence North 48 degrees 23 minutes 50 seconds East, 487.33 feet; thence North 61 degrees 18 minutes 31 seconds East, 252.59 feet; thence North 18 degrees 24 minutes 20 seconds East, 85.14 feet; thence North 47 degrees 42 minutes 23 seconds East, 42.85 feet; thence North 61 degrees 26 minutes 11 seconds East, 309.97 feet; thence North 51 degrees 56 minutes 44 seconds East, 290.58 feet; thence North 55 degrees 18 minutes 16 seconds East, 233.00 feet; thence North 40 degrees 22 minutes 16 seconds East, 635.78 feet; thence North 44 degrees 00 minutes 20 seconds East, 264.16 feet to the East line of said Government Lot 9 of Section 4, also being the West line of Government Lot 7 of said Section 4; thence North 0 degrees 30 minutes 53 seconds East, along said East line of Government Lot 9, a distance of 786.63 feet to the North line of said Government Lot 9; thence North 89 degrees 42 minutes 49 seconds West, along said North line 530.3 feet, more or less, to the line of ordinary high water of the Skagit River; thence Southerly along said line of ordinary high water to a point on the South line of said Government Lot 5 of Section 8, also being the North line of Government Lot 8 of said Section 8, which lies North 87 degrees 49 minutes 30 seconds West, from the True Point of Beginning; thence South 87 degrees 49 minutes 30 seconds East, along said South line of Government Lot 5, a distance of 220.9 feet, more or less, to the True Point of Beginning.

(A Southerly portion of said premises is a portion of Lot 4 of City of Mount Vernon Short Plat No. MV-8-94, approved July 1, 1997 and recorded July 1, 1997 under Auditor's File No. 9707010107 in Volume 13 of Short Plats, Page 18, Records of Skagit County, Washington.

Except from all of the above, those portions conveyed to and/or lying within as-built rights-of-way of Diking District No. 20.

Said Parcel "A" being Together with shorelands of the Second Class, as conveyed by the State Washington, lying in front of, adjacent to or abutting upon that portion of the property described herein which lies within the East 1/2 of Government Lot 9 of Section 4, Township 34 North, Range 4 East, W.M..

Parcel "B":

Tract "A" of that certain City of Mount Vernon Short Plat No. 11-91, known as "Hoag Hill" as recorded in Book 10 of Short Plats at Pages 31 and 32, under Auditor's File No. 9112050009, records of Skagit County, Washington. Being a portion of Government Lot 8 in Section 8, Township 34 North, Range 4 East, W.M.)

Parcel "C":

Lot 1 of Short Plat No. PL-03-0689, approved February 4, 2004 and recorded February 10, 2004 under Skagit County Auditor's File No. 200402100118; being a portion of the Northwest 1/4 of Section 9, Township 34 North, Range 4 East, W.M., together with a non-exclusive 20-foot easement for access and utilities over, under and across Lot 2 of said Short Plat.

The following described Parcels "D", "E", "F", "G", "H", "I" and "J", except those portions thereof conveyed to the City of Mount Vernon by deed recorded January 7, 1998 as Skagit County Auditor's File No. 9801070068:

Parcel "D":

The East 1/2 of Government Lot 9 in Section 4, Township 34 North, Range 4 East, W.M., EXCEPT dike right-of-way, and except those portions conveyed to Skagit County for road purposes by deed recorded as Auditor's File Nos. 157533 and 157534.

Parcel "E":

The West 1/2 of Government Lot 9, Section 4, Township 34 North, Range 4 East, W.M., except that portion conveyed to Diking District No. 20, by deed recorded April 5, 1920, under Auditor's File No. 140934, and except roads.

Parcel "F":

Government Lot 7, Section 5, Township 34 North, Range 4 East, W.M., except right-of-way for dikes.

Parcel "G":

Government Lots 1, 4 and 5, Section 8, Township 34 North, Range 4 East, W.M., except that portion conveyed to Diking District No. 20 by deed recorded April 5, 1920, under Auditor's File No. 140940, and except those portions conveyed to Skagit County for road purposes by deeds recorded January 17, 1911 and September 15, 1913, under Auditor's File Nos. 82886 and 98377, respectively.

Parcel "H":

Lot 4, City of Mount Vernon Short Plat No. MV-8-94, approved July 1, 1997 and recorded July 1, 1997 under Auditor's File No. 9707010107 in Volume 13 of Short Plats, Page 18, records of Skagit County, Washington; being a portion of Government Lot 7, Section 8, Township 34 North, Range 4 East, W.M.

Parcel "I":

That portion of Government Lot 7 of Section 8, Township 34 North, Range 4 East, W.M., lying North of the Northerly boundary line of the "City Limits of Mount Vernon" as described in Ordinance No. 1134 approved December 22, 1954. (Said Northerly boundary line being the North line of City of Mount Vernon Short Plat MV-S-94, Skagit County Auditor's File No. 9707010107 and as extended Easterly to the East line of said Government Lot 7);

Except those portions conveyed to Skagit County for road purposes by deeds recorded January 17, 1911 and September 15, 1913, under Auditor's File Nos. 82886 and 98377, respectively.

And except that portion conveyed to Diking District No. 20 by deed recorded April 5, 1920 under Auditor's File No. 140940.

Parcel "J":

The West 330 feet of the North 1/2 of the Northwest 1/4 of the Southwest 1/4 of Section 9, Township 34 North, Range 4 East, W.M.;

Also, that portion of the West 1/2 of the Southwest 1/4 of the Northwest 1/4 of the Southwest 1/4 of Section 9, Township 34 North, Range 4 East, W.M., lying Northerly of the Northerly line of the right-of-way conveyed to Diking District No. 20 by deed recorded April 5, 1920, under Auditor's File No. 140928.

Except from Parcels "D", "E", "F", "G", "H", "I" and "J", described above, all those portions conveyed to the City of Mount Vernon by deed recorded January 7, 1998 under Skagit County Auditor's File No. 9801070068.

Parcel "K":

Those portions of the North 1/2 of the Northeast 1/4 of the Northwest 1/4; and of the North 1/2 of the Northwest 1/4 of the Northwest 1/4; and of the South 1/2 of the Northeast 1/4 of the Northwest 1/4, all in Section 9, Township 34 North, Range 4 East, W.M., lying within Parcel 1 "After BLA" of "Skagit County BLA No. PL05-0319 for Wildlands of Washington, Inc." as described and delineated on the face of a Survey of said BLA No. PL05-0319 recorded July 6, 2005 as Auditor's File No. 200507060131.

APN: 111844; 112374; 112375; 23499; 23501; 23513; 23532; 24123; 24132; 24133; 24135; 24186; 24342; 24348; 24349; 24366; 24368

NOTE: APN(s)/Parcel ID(s) is (are) provided for informational and reference purposes only and are not warranted.