



State of Oregon
 Water Resources Department
 725 Summer Street NE, Suite A
 Salem, Oregon 97301-1266
 (503) 986-0900

Application for Groundwater Registration Modification

Part 1 of 5 – Minimum Requirements Checklist

This Groundwater Registration Modification application will be returned if Parts 1 through 4 and all required attachments are not completed and included.
 For questions, please call (503) 986-0900, and ask for Transfer Section.

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Check all included with this application (N/A = Not Applicable)

- Part 1 – Completed Minimum Requirements Checklist.
- Part 2 – Completed Application Map Checklist.
- Part 3 – Completed Applicant Information and Signature.
- Part 4 – Completed Groundwater Registration Modification Application – Groundwater Registration Information. (Only one Groundwater registration per application, unless the Groundwater registrations to be modified are layered).
- Completed Groundwater Registration Modification Application Map (Does not have to be prepared by a Certified Water Right Examiner).
- Groundwater registration modification fees – Amount enclosed: \$ **1,250**. (\$875.00 for a place of use change only; \$1,250.00 for any other change or combination).

Attachments:

- N/A Request for Assignment Form and statutory fee. This form needs to be completed if the applicant owns the land to which the registration is appurtenant and is **not** the registration certificate holder of record. The Request for Assignment Form is available at <https://www.oregon.gov/OWRD/Forms/Pages/default.aspx>.
 Assignment is not needed for any person or entity who can demonstrate authorization to request recognition of a modification (e.g. legal representative, power of attorney, agent, etc.) **or** the applicant is named on the certificate of registration, or has been assigned to the certificate of registration.
- N/A Oregon Water Resources Department’s Land Use Information Form with approval and signature (or signed land use form receipt stub) from each local land use authority in which water is to be diverted, conveyed, and/or used. Not required if water is to be diverted, conveyed, and/or used only on federal lands or if **all** of the following apply: a) a change in place of use only, b) no structural changes, c) the use of water is for irrigation only, and d) the use is located within an irrigation district or an exclusive farm use zone.
- N/A Water Well Report/Well Log for changes in point(s) of appropriation (well(s)) or additional point(s) of appropriation.

(For Staff Use Only)

WE ARE RETURNING YOUR APPLICATION FOR THE FOLLOWING REASON(S):

___ Application fee not enclosed/insufficient	___ Map not included or incomplete
___ Land Use Form not enclosed or incomplete	___ Assignment Form and fee not enclosed/insufficient
___ Additional signature(s) required	___ Part ___ is incomplete

Other/Explanation _____

Staff: _____ 503-986-0 _____ Date: / /

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Part 2 of 4 – Groundwater Registration Modification Map Checklist

Your Groundwater Registration Modification application will be returned if any of the map requirements listed below are not met.

Please be sure that the map you submit includes all the items listed below and meets the requirements of OAR 690-380-3100, however, the map does not have to be prepared by a Certified Water Right Examiner. Check all boxes that apply.

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- Permanent quality printed with dark ink on good quality paper.
- The size of the map can be 8½ x 11 inches, 8½ x 14 inches, 11 x 17 inches, or up to 30 x 30 inches. For 30 x 30 inch maps, one extra copy is required.
- A north arrow, a legend, and scale.
- The scale of the map must be: 1 inch = 400 feet, 1 inch = 1,320 feet, the scale of the county assessor map if the scale is not smaller than 1 inch = 1,320 feet, or a scale that has been pre-approved by the Department.
- Township, Range, Section, ¼ ¼, DLC, Government Lot, and other recognized public land survey lines.
- Tax lot boundaries (property lines) are required. Tax lot numbers are recommended.
- Major physical features including rivers and creeks showing direction of flow, lakes and reservoirs, roads and railroads.
- Major water delivery system features from the point(s) of appropriation such as main pipelines, canals, and ditches.
- Existing place of use that includes hachuring, priority date, and use including number of acres in each quarter-quarter section, government lot, or in each quarter-quarter section as projected within government lots, donation land claims, or other recognized public land survey subdivisions. If less than the entirety of the registration is being changed, a separate hachuring is needed for the portion of the registration left unchanged.
- N/A If you are proposing a modification in place of use, show the proposed place of use with hachuring including priority date and use including number of acres in each quarter-quarter section, government lot, or in each quarter-quarter section as projected within government lots, donation land claims, or other recognized public land survey subdivisions.
- Existing point(s) of appropriation with distance and bearing or coordinates from a recognized survey corner.
- N/A If you are proposing a modification in point(s) of appropriation, show the proposed location and label it clearly with distance and bearing or coordinates. If GPS coordinates are used, latitude-longitude coordinates may be expressed as either degrees-minutes-seconds with at least one digit after the decimal (example – 42°32'15.5") or degrees-decimal with five or more digits after the decimal (example – 42.53764°).

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Part 3 of 4 – Applicant Information and Signature

Applicant Information

APPLICANT/BUSINESS NAME ACMPC Oregon 2, LLC (dba Halls Ferry Farms)		PHONE NO. (541) 327-7853	ADDITIONAL CONTACT NO. (503) 551-6544
ADDRESS PO Box 717		FAX NO.	
CITY Jefferson	STATE OR	ZIP 97352	E-MAIL riverbend@agricare.com
BY PROVIDING AN E-MAIL ADDRESS, CONSENT IS GIVEN TO RECEIVE ALL CORRESPONDENCE FROM THE DEPARTMENT ELECTRONICALLY. COPIES OF THE FINAL ORDER DOCUMENTS WILL ALSO BE MAILED.			

Agent Information – The agent is authorized to represent the applicant in all matters relating to this application

APPLICANT/BUSINESS NAME Will McGill Surveying, LLC		PHONE NO. (503) 510-3026	ADDITIONAL CONTACT NO. (503) 931-0210
ADDRESS 15333 Pletzer Rd. SE		FAX NO.	
CITY Turner	STATE OR	ZIP 97392	E-MAIL willmcgill.surveying@gmail.com
BY PROVIDING AN E-MAIL ADDRESS, CONSENT IS GIVEN TO RECEIVE ALL CORRESPONDENCE FROM THE DEPARTMENT ELECTRONICALLY. COPIES OF THE FINAL ORDER DOCUMENTS WILL ALSO BE MAILED.			

Explain in your own words what you propose to accomplish with this modification; and why:
It is proposed to add wells 5, 7, & 27 to GR 1513 as additional points of appropriation.

Check this box if this project is fully or partially funded by the American Recovery and Reinvestment Act. (Federal stimulus dollars)

(Check one box)

- By signing this application, I (we) understand that, upon receipt of the draft preliminary determination and prior to Department approval of the Groundwater modification, I (we) will be required to provide landownership information and evidence that I am authorized to pursue the modification as identified in OAR 690-382-0400(16)(a); **OR**
- I (we) affirm the applicant is a municipality as defined in ORS 540.510(3)(b) and that the right is in the name of the municipality or a predecessor; **OR**
- I (we) affirm that the applicant is an entity with the authority to condemn property and is acquiring the property to which the Groundwater registration proposed for modification is appurtenant by condemnation and have attached supporting documentation.

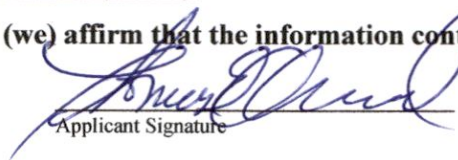
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I understand that prior to Department approval of the groundwater registration modification, I may be required to submit payment to the Department for publication of a notice in a newspaper with general circulation in the area where the groundwater registration is located, once per week for two consecutive weeks. If more than one qualifying newspaper is available, I suggest publishing the notice in the following paper: Polk County Itemizer-Observer (Dallas).

I (we) affirm that the information contained in this application is true and accurate.


Thomas E Aviculis
11-13-20

Applicant Signature

Print Name (and Title if applicable)

Date

Applicant Signature

Print Name (and Title if applicable)

Date

Is the applicant the sole owner of the land on which the Groundwater registration modification or portion thereof, is located? Yes No *If NO, include signatures of all deeded landowners (and mailing and/or e-mail addresses if different than the applicant's) or attach affidavits of consent (and mailing and/or e-mail addresses) from all landowners or individuals/entities to which the Groundwater registration has been conveyed.*

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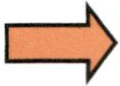
Check the appropriate box, if applicable:

Check here if the Groundwater registration proposed for modification is or will be located within or served by an irrigation or other water district.

IRRIGATION DISTRICT NAME	ADDRESS	
CITY	STATE	ZIP

Check here if water for the Groundwater registration is supplied under a water service agreement or other contract with a federal agency or other entity.

ENTITY NAME	ADDRESS	
CITY	STATE	ZIP



To meet State Land Use Consistency Requirements, you must list all local governments (each county, city, municipal corporation, or tribal government) within whose jurisdiction water will be diverted, conveyed or used.

ENTITY NAME Polk County	ADDRESS 350 Main St.	
CITY Dallas	STATE OR	ZIP 97338

ENTITY NAME	ADDRESS	
CITY	STATE	ZIP

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Part 4 of 4 – Groundwater Registration Information

Registration GR-1513 (Certificate # GR-1461)

Table 1. Location of Authorized and Proposed Point(s) of Appropriation (POA)

(Note: If the POA name is not specified in the registration, assign it a name or number here.)

POA Name or Number	Is this POA Authorized by the registration or is it Proposed?	OWRD Well Log ID# (or Well ID Tag # L-___)	Twp		Rng		Sec	¼ ¼		Tax Lot, DLC or Gov't Lot	Measured Distances (from a recognized survey corner)
Well 6	<input checked="" type="checkbox"/> Authorized <input type="checkbox"/> Proposed	POLK 2879	8	S	4	W	11	NE	NW	103	S 84° 30' E – 2190' from NW corner of sec. 11
Well 5	<input type="checkbox"/> Authorized <input checked="" type="checkbox"/> Proposed	POLK 53567	8	S	4	W	2	NE	SW	103	1365' N and 2055' E from SW corner of sec. 2
Well 7	<input type="checkbox"/> Authorized <input checked="" type="checkbox"/> Proposed	POLK 2791	8	S	4	W	2	NE	SW	103	1525' N and 1485' E from SW corner of sec. 2
Well 27	<input type="checkbox"/> Authorized <input checked="" type="checkbox"/> Proposed	POLK 54272	8	S	4	W	11	NW	SW	104	2930' S and 570' E from NW corner of sec. 11

Check all type(s) of modifications(s) proposed below (modification “CODES” are provided in parentheses):

- | | |
|---|--|
| <input type="checkbox"/> Place of Use (POU) | <input type="checkbox"/> Point of Appropriation (well) (POA) |
| <input type="checkbox"/> Character of Use (USE) | <input checked="" type="checkbox"/> Additional Point of Appropriation (APOA) |

Will all of the proposed changes affect the entire Groundwater registration?

- Yes Complete only the proposed (“to” lands) section of Table 2 on the next page. Use the “CODES” listed above to describe the proposed changes.
- No Complete all of Table 2 to describe the portion of the registration to be changed.

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Groundwater Registration # GR-1513 (Certificate # GR-1461)

For a modification in place of use or character of use:

Are there other water right certificates, water use permits, or Groundwater registrations associated with the “from” or “to” lands? Yes No

If YES, list the other certificate, water use permit, or other Groundwater registration numbers:
CERT. 86604, 68266, INCHOATE T-12036



Pursuant to OAR 690-382-0200, any “layered” water use, such as an irrigation right that is supplemental to a primary irrigation right proposed for transfer, must be concurrently transferred with the registration or be cancelled. Any change to a water right must be filed separately in a transfer application. Any change to a water use permit must be filed separately with a permit amendment. Any modification to a Groundwater registration on the “to” lands must be filed separately with a Groundwater registration modification.

For modifications in point(s) of appropriation (well(s) or additional point(s) of appropriation:

- Well log(s) are attached for each well that are clearly labeled and associated with the corresponding well(s) in Table 1 above and on the accompanying application map.
 (Tip: You may search for well logs on the Department’s web page at:
http://apps.wrd.state.or.us/apps/gw/well_log/)

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AND/OR

- Describe the construction of the authorized and proposed well(s) in Table 3 for any wells that do not have a well log. For *proposed wells not yet constructed or built*, provide “a best estimate” for each requested information element in the table. The Department recommends you consult a licensed well driller, geologist, or certified water right examiner to assist with assembling the information necessary to complete Table 3.

Table 3. Construction of Point(s) of Appropriation

Any well(s) in this listing must be clearly tied to corresponding well(s) described in Table 1 and shown on the accompanying application map. Failure to provide adequate information is likely to delay the processing of your modification application until it is received. The information is necessary for the department to assess whether the proposed well(s) will access the same source aquifer as the authorized point(s) of appropriation (POA). The Department is prohibited by law from approving POA changes that do not access the same source aquifer.

Proposed or Authorized POA Name or Number	Is well already built? (Yes or No)	If an existing well, OWRD Well ID Tag No. L-___	Total well depth	Casing Diameter	Casing Intervals (feet)	Seal depth(s) (intervals)	Perforated or screened intervals (in feet)	Static water level of completed well (in feet)	Source aquifer (sand, gravel, basalt, etc.)	Well - specific rate (cfs or gpm). If less than full rate of water right

STATE ENGINEER
Salem, Oregon

Polk Well Record
2879 GR- 1461

Well 6

STATE WELL NO. *8/4W-11C*
COUNTY *Polk*
APPLICATION NO. *GR- 1513*

OWNER: *E. Clemens Horst Co.*

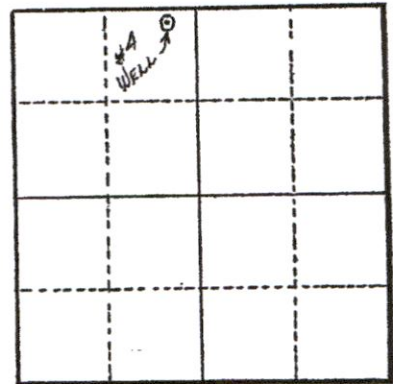
MAILING ADDRESS: *Rt. 1*

LOCATION OF WELL: Owner's No. *#4*

CITY AND STATE: *Independence, Oregon*

NE 1/4 NW 1/4 Sec. *11* T. *8* S. R. *4* W., W.M.

Bearing and distance from section or subdivision corner *S. 84°30' E. 2190' from NW cor. Sec. 11*



Section *11*

Altitude at well

TYPE OF WELL: *Drilled* Date Constructed *1953*

Depth drilled *40'* Depth cased *40'*

CASING RECORD:

12"

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FINISH:

Torch cut perforations from 25 to 40 ft.

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AQUIFERS:

WATER LEVEL:

25'

PUMPING EQUIPMENT: Type *4" x 5" Cent.* H.P. *30*

Capacity *300* G.P.M.

WELL TESTS:

Drawdown *10* ft. after *300* hours G.P.M.

Drawdown *10* ft. after *300* hours G.P.M.

USE OF WATER *Irrigation* Temp. *19* °F.

SOURCE OF INFORMATION *GR Record*

DRILLER or DIGGER

ADDITIONAL DATA:

Log Water Level Measurements Chemical Analysis Aquifer Test

REMARKS:

Log: Clay loam 0 to 15 ft.
Sandy loam 15 to 25 ft.
Gravel 25 to 40 ft.

Irrigation of *42.7* acres.

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POLK 53567

amended

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STATE OF OREGON
WATER SUPPLY WELL REPORT
(as required by ORS 537.765 & OAR 690-205-0210)

Well 15

WELL LABEL # L 113610
START CARD # 1023790

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(1) LAND OWNER
Owner Well I.D. 5430
First Name Last Name
Company ACMPC Oregon 2 LLC/Halls Ferry
Address 37511 Helms Dr.
City Jefferson State OR Zip 97352

(2) TYPE OF WORK
[X] New Well [] Deepening [] Conversion
[] Alteration (repair/recondition) [] Abandonment

(3) DRILL METHOD
[X] Rotary Air [] Rotary Mud [] Cable [] Auger [] Cable Mud
[] Reverse Rotary [] Other

(4) PROPOSED USE
[] Domestic [X] Irrigation [] Community
[] Industrial/ Commercial [] Livestock [] Dewatering
[] Thermal [] Injection [] Other

(5) BORE HOLE CONSTRUCTION
Special Standard [] Attach copy
Depth of Completed Well 69 ft.

Table with columns: Dia, From, To, Material, SEAL, Amt, lbs. Includes data for Bentonite seal.

How was seal placed: Method [] A [] B [] C [] D [] E
[X] Other Poured dry
Backfill placed from ft. to ft. Material
Filter pack from ft. to ft. Material Size
Explosives used: [] Yes Type Amount

(6) CASING/LINER
Table with columns: Casing Liner, Dia, From, To, Gauge, Stl, Plstc, Wld, Thrd

Shoe [] Inside [] Outside [] Other Location of shoe(s)
Temp casing [X] Yes Dia 16 From 0 To 59

(7) PERFORATIONS/SCREENS
Table with columns: Perf/S, Casing/Screen, Dia, From, To, Scm/slot width, Slot length, # of slots, Tel/pipe size

(8) WELL TESTS: Minimum testing time is 1 hour
Pump [X] Bailer [] Air [] Flowing Artesian
Yield gal/min Drawdown Drill stem/Pump depth Duration (hr)

Table for water quality concerns with columns: From, To, Description, Amount, Units

(9) LOCATION OF WELL (legal description)
County POLK Twp 8 S N/S Range 4 W E/W WM
Sec 21 NE 1/4 of the SW1/4 1/4 Tax Lot 103
Tax Map Number Lot
Lat Long
[] Street address of well [] Nearest address

5605 Halls Ferry Rd., Independence, OR 97351

(10) STATIC WATER LEVEL
Date SWL(psi) + SWL(ft)
Existing Well / Predeepening
Completed Well 07-31-2014 24
Flowing Artesian? [] Dry Hole? []

WATER BEARING ZONES
Table with columns: SWL Date, From, To, Est Flow, SWL(psi), + SWL(ft)

(11) WELL LOG
Ground Elevation
Material From To
Topsoil 0 2
Silty brown clay 2 15
Brown sand 15 25
Brown sand and gravel small 25 50
Cemented sand and gravel 50 55
Blue clay 55 56
Gray claystone 56 69
16" casing pulled back and allowed to cave around
12" from 18' to 59'
JONES DRILLING CO., INC.
29400 SANTIAM HWY.
LEBANON, OR 97355
541-367-2560 541-451-2686
1-800-915-8388
SALEM, OR

Date Started 07-25-2014 Completed 07-28-2014

(unbonded) Water Well Constructor Certification
I certify that the work I performed on the construction, deepening, alteration, or abandonment of this well is in compliance with Oregon water supply well construction standards.
License Number 1888 Date 08-06-2014
Signed [Signature]

(bonded) Water Well Constructor Certification
I accept responsibility for the construction, deepening, alteration, or abandonment work performed on this well during the construction dates reported above.
License Number 1684 Date 08-06-2014
Signed [Signature]

POLK 54272

STATE OF OREGON
WATER SUPPLY WELL REPORT
(as required by ORS 537.765 & OAR 690-205-0210)

WELL I.D. LABEL# 131606
START CARD # 1042219
ORIGINAL LOG #

Well 27

POLK 54272

(1) LAND OWNER
Owner Well I.D. 5981
First Name Last Name
Company ACMPC Oregon 2 LLC
Address P.O. Box 717
City Jefferson State OR Zip 97352

(2) TYPE OF WORK
[X] New Well [] Deepening [] Conversion
[] Alteration (complete 2a & 10) [] Abandonment (complete 5a)

(2a) PRE-ALTERATION
Dia + From To Gauge Stl Plstc Wld Thrd
Casing:
Material From To Amt sacks/lbs
Seal:

(3) DRILL METHOD
[X] Rotary Air [] Rotary Mud [] Cable [] Auger [] Cable Mud
[] Reverse Rotary [] Other

(4) PROPOSED USE
[X] Domestic [] Irrigation [] Community
[] Industrial/ Commercial [] Livestock [] Dewatering
[] Thermal [] Injection [] Other

(5) BORE HOLE CONSTRUCTION
Special Standard (Attach copy)
Depth of Completed Well 60 ft.
BORE HOLE SEAL
Dia From To Material From To Amt sacks/lbs

How was seal placed:
[X] Other Poured dry
Backfill placed from ft. to ft. Material
Filter pack from ft. to ft. Material Size
Explosives used: Yes Type Amount

(5a) ABANDONMENT USING UNHYDRATED BENTONITE
Proposed Amount Pounds Actual Amount Pounds

(6) CASING/LINER
Casing Liner Dia + From To Gauge Stl Plstc Wld Thrd
Shoe Inside Outside Other Location of shoe(s)
Temp casing Yes Dia 16 From 0 To 60

(7) PERFORATIONS/SCREENS
Perforations Method Torch cut
Screens Type Material
Perf/S Casing/ Screen Scrn/slot Slot # of Tele/
cren Liner Dia From To width length slots pipe size

(8) WELL TESTS: Minimum testing time is 1 hour
Pump Bailer Air Flowing Artesian
Yield gal/min Drawdown Drill stem/Pump depth Duration (hr)
Temperature 58 °F Lab analysis Yes By
Water quality concerns? Yes (describe below) TDS amount 170
From To Description Amount Units

(9) LOCATION OF WELL (legal description)
County POLK Twp 8 S N/S Range 4 W E/W WM
Sec 11 SW 1/4 of the NW 1/4 Tax Lot 103
Tax Map Number Lot
Lat " or DMS or DD
Long " or DMS or DD
Street address of well Nearest address
5605 Halls Ferry Rd. - Independence, OR

(10) STATIC WATER LEVEL
Date SWL(psi) + SWL(ft)
Existing Well / Pre-Alteration
Completed Well 05-08-2019 8
Flowing Artesian? Dry Hole?
WATER BEARING ZONES Depth water was first found 22
SWL Date From To Est Flow SWL(psi) + SWL(ft)
05-08-2019 22 580 8

(11) WELL LOG
Ground Elevation
Material From To
Topsoil 0 2
Brown clay 2 10
Cemented gravel 10 24
Sand & gravel 24 27
Cemented gravel 27 40
Gravel cemented 40 47
Dark grey claystone 47 60
JONES DRILLING CO., INC.
29400 SANTIAM HWY.
LEBANON, OR 97355
541-367-2560 541-451-2686
1-800-915-8388

Date Started 05-06-2019 Completed 05-08-2019

(unbonded) Water Well Constructor Certification
I certify that the work I performed on the construction, deepening, alteration, or abandonment of this well is in compliance with Oregon water supply well construction standards. Materials used and information reported above are true to the best of my knowledge and belief.
License Number 1411 Date 5/16/19
Signed

(bonded) Water Well Constructor Certification
I accept responsibility for the construction, deepening, alteration, or abandonment work performed on this well during the construction dates reported above. All work performed during this time is in compliance with Oregon water supply well construction standards. This report is true to the best of my knowledge and belief.
License Number 1684 Date 5/16/19
Signed
Contact Info (optional) jonesdrilling@hotmail.com

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Polk County Planning notes:

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This review is specific to the proposal to use existing wells to irrigate existing hazelnut and blueberry crops, where no structural or non-structural development is proposed. Any activities beyond this scope would require an additional land use compatibility (LUC) review in order to review compliance with the following Overlay zones including; Greenway, regulated 100-year floodplain, Mineral and Aggregate Overlay, and inventoried Significant Resource Areas.

Sidney Mulder, Planning Manager

 10-6-2020

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**OPERATING AGREEMENT
OF
ACM PERMANENT CROPS, LLC
a Delaware limited liability company**

THE INTERESTS (AS DEFINED BELOW) HAVE BEEN ACQUIRED FOR INVESTMENT AND HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, NOR HAVE THEY BEEN REGISTERED OR QUALIFIED UNDER ANY STATE SECURITIES LAWS. THE INTERESTS HAVE BEEN ISSUED AND SOLD PURSUANT TO AN EXEMPTION FROM THE SECURITIES ACT OF 1933, AS AMENDED AND THE SECURITIES LAWS OF THE VARIOUS STATES. THE INTERESTS MAY NOT BE OFFERED FOR SALE, SOLD, PLEDGED, HYPOTHECATED OR OTHERWISE TRANSFERRED UNLESS QUALIFIED AND REGISTERED UNDER APPLICABLE STATE AND FEDERAL SECURITIES LAWS OR UNLESS, IN THE OPINION OF COUNSEL SATISFACTORY TO THE MANAGER (AS DEFINED BELOW), SUCH QUALIFICATION AND REGISTRATION ARE NOT REQUIRED. ANY TRANSFER OF THE INTERESTS IS FURTHER SUBJECT TO OTHER RESTRICTIONS, TERMS AND CONDITIONS WHICH ARE SET FORTH IN THIS OPERATING AGREEMENT.

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"Investment Committee" is defined in Section 3.02.

"Investment Period" means, in conjunction with the provisions of Section 3.04, the period ending on the date which is four (4) years after the Initial Closing, which period may be extended for one (1) additional one (1) year period upon the determination of the Manager (with the consent of the Advisory Committee), or if earlier, the first date on which all Remaining Capital Commitments (net of amounts reserved by the Manager for remaining Company expenses during the Term, Follow-On Investments and investments with respect to which commitments have been made) are zero.

"Investment Subsidiary" or "Investment Subsidiaries" means entities or tenancies-in-common owned in whole or in part by the Company for purposes of acquiring, owning or operating Portfolio Investments.

"Investor Member" means any Member, excluding the Founding Member.

"Investor Units" means all of the Investor Units issued by the Company to its Members (including the Founding Member) in exchange for Capital Contributions, which represents the Members' respective Interests (excluding the Founder Interests) in the Company.

"IRS" means the Internal Revenue Service.

"JAMS" is defined in Section 12.02(c).

"Key Person" means (i) Thomas E. Avinellis and (ii) those other individuals set forth in Section 4.05(b), as replaced in accordance with the procedure set forth therein.

"Liquidation Date" is defined in Section 10.01(b).

"Losses" is defined in "Profits" or "Losses" below.

"Major Capital Event" means (a) the sale, exchange, or other transfer by the Company of all or any material portion of a Portfolio Investment, (b) the recovery of damage awards, condemnation awards, and insurance proceeds (other than business or rental interruption insurance proceeds), or (c) the placement of financing upon one or more Portfolio Investments.

"Majority in Interest" or " % in Interest" means, at any time, the Members (excluding Defaulting Members) holding collectively more than fifty percent (50%) (or such other stated percentage) of the total Interests of the Company then entitled to vote, as determined based on Investor Units.

"Management Fee" is defined in Section 6.07(a).

"Manager" means the initial manager, Agriculture Capital Management, LLC, or any successor Manager appointed pursuant to this Agreement.

"Maximum Offering" is defined in Section 4.03(a).

"Member" means the Founding Member of the Company admitted as such pursuant to the terms of this Agreement, and any other Person admitted as an Investor Member or Substitute Member pursuant to the terms of this Agreement. References to the Members in the plural, or other like references shall also, where the context so

requires, be deemed to include the singular or the masculine or feminine reference, as the case may be, and vice versa.

"Minimum Offering" is defined in Section 4.03(a).

"Nonrecourse Debt" means any Company liability to the extent such liability is nonrecourse and a Member or a Person related to such Member does not bear the economic risk of loss and as otherwise defined in Treasury Regulations 1.704-2(b)(4).

"Offering" means the process of raising capital on behalf of the Company and accepting Members into the Company pursuant to the Private Placement Memorandum and this Agreement.

"Officer" means one or more Persons designated as such by the Manager pursuant to this Agreement, if any.

"Organization and Offering Expense" is defined in Section 6.06(a).

"Parallel Entities" is defined in Section 4.07(c).

"Parties" means, collectively, the Manager and the Members and Officers and the members of the Advisory Committee. Reference to a "Party" means any one of the Parties.

"Patriot Act Compliance Provisions" means the undertakings under the Patriot Act, as defined in the Subscription Agreement, and/or any similar or superseding legislation that may be enacted from time to time.

"Percentage Interest" means the percentage equal to the ratio of a Member's Investor Units to all of the Investor Units issued and outstanding from time to time, as reflected on Schedule "I" attached to this Agreement, as the same may be amended from time to time pursuant to this Agreement, and as may be modified pursuant to Section 3.03.

"Person" means an individual, partnership, limited liability company, trust, estate, association, corporation, pension, profit sharing, or other employee benefit plan, or other Entity, as well as guardian, trustee, executor, administrator, committee, trustee in bankruptcy, receiver, assignee for the benefit of creditors, conservator, or other Person acting in a fiduciary capacity.

"Pooled Partner Vehicle" is defined in Section 11.01(e).

"Portfolio Confidential Information" is defined in Section 11.01(e).

"Portfolio Investment" means debt or equity investments made by the Company (whether directly or indirectly through one or more entities), including investments in real estate and Securities.

"Preferred Return" means, with respect to each Capital Commitment of a Member, a sum equivalent to eight percent (8%) per-annum, compounded annually (and prorated for any partial year), of the Unrecovered Capital Contributions of such Member in respect of such Capital Commitment, from time to time during the period to which the respective Preferred Return relates as applicable. Each Member's respective Preferred Return will begin to accrue on (i) the date the capital is contributed (or other such date as agreed to by the Member and the Manager) but (A) not earlier than the date the Member's subscription is accepted and such Investor Units are issued, as determined

"Treasury Regulations" means the Income Tax Regulations, including temporary regulations, promulgated under the Code, as amended from time to time.

"Unpaid Preferred Return" means, with respect to each Investor Member, the sum of such Investor Member's Preferred Return with respect to each Capital Contribution of such Investor Member, less prior distributions under Section 5.01(a)(ii) and Section 10.03(a)(iv).

"Unrecovered Capital Contributions" means, with respect to each Member, the amount of Capital Contribution(s) made by such Member, adjusted as follows:

- (a) Reduced by the amount of cash and the Gross Asset Value of any property distributed to such Member pursuant to Section 5.01(a)(i) and Section 10.03(a)(iii).
- (b) Reduced by the amount of any liabilities of such Member assumed by the Company or which are secured by any property contributed by such Member to the Company.
- (c) Increased by the amount of any Company liabilities which, in connection with any distributions by the Company to such Member, are assumed by such Member or are secured by any Company property distributed to such Member.

If any Member (or Economic Interest Holder) Transfers all or any portion of its Interest (or Economic Interest) in accordance with the terms of this Agreement, its Transferee shall succeed to the Unrecovered Capital Contributions of the Transferor to the extent it relates to the transferred Interest (or Economic Interest).

"Withholding Tax Deficiency" is defined in Section 13.09(c).

ARTICLE 3 PURPOSES AND INVESTMENTS

3.01 Permitted Businesses and Activities. The purposes of the Company shall be to engage in the following activities:

- (a) To invest in permanent cropland and synergistic midstream assets and related undertakings, as set forth in the Company's Private Placement memorandum;
- (b) To acquire, own, hold for investment, develop, entitle, operate, improve, maintain, refinance, manage, lease, exchange, sell and dispose of Portfolio Investments (directly or indirectly through Investment Subsidiaries);
- (c) To acquire and dispose of equity shares or real estate mortgages (directly or indirectly through Investment Subsidiaries), including with the intent to restructure or foreclose upon such instruments to gain control of the underlying real estate;
- (d) To incur indebtedness, subject to Sections 3.02 and 3.05, on a recourse or non-recourse basis, issue guarantees, and to enter into any instrument in connection therewith, including any pledge, security, assignments or indemnity agreements; and
- (e) To engage in such other activities related or incidental thereto, and to exercise all other powers which may be legally exercised by limited liability companies under the Act and necessary to, reasonably

connected with, or convenient to the conduct, promotion or attainment of the business or purposes of the Company or the protection or benefit of the Company and its assets.

3.02 Investment Restrictions, Investment Committee and Advisory Committee Matters.

(a) Except as otherwise approved by the Advisory Committee, the Manager will not cause the Company to:

(i) invest equity in any individual Portfolio Investment (directly or indirectly) in an aggregate amount that would exceed 25% of the Aggregate Capital Commitments; or

(ii) incur, or cause one or more Affiliates to incur, Indebtedness after the Final Closing Date that would cause the aggregate Indebtedness of the Company (including at the portfolio company level) and any Parallel Entity (but excluding capital call lines of credit), to exceed the greater of (x) 40% of the aggregate acquisition cost of all the Company's Portfolio Investments as of the date of determination, or (y) 25% of the fair market value of all Portfolio Investments held by the Company as of the date of determination; *provided, however,* that any Indebtedness secured by the Remaining Capital Commitments of the Partners shall not be included in the calculation of such Indebtedness. Any Indebtedness secured by Remaining Capital Commitments of the Members shall be limited to the lesser of ten percent (10%) of Aggregate Commitments or one hundred percent (100%) of Remaining Capital Commitments, and shall be limited in duration to no longer than one hundred twenty (120) days; or

(iii) make any investment outside of the United States, or in any property not currently used primarily for or intended primarily for permanent crop agricultural use, or

(iv) invest in (x) publicly traded securities or (y) derivative securities or instruments (unless for hedging and not for speculative purposes); or

(v) re-invest the proceeds of a sale of a Portfolio Investment pursuant to a tax-deferred 1031 exchange; or (vi) acquire or otherwise invest in any Portfolio Investment that is wholly or partially owned by the Manager or any Affiliate thereof (except that the preceding clause shall not apply to assignments to the Company from the Manager or an Affiliate thereof (at no profit to the Manager or such Affiliate) of contracts to purchase potential properties; or

(vii) sell any Portfolio Investment to a Manager or any Affiliate thereof unless such sale is approved by the Advisory Committee.

In connection with any Portfolio Investment or other Company property that collateralizes Indebtedness of the Company or its Portfolio Investments and which is secured by a mortgage, deed of trust, security interest, lien or other similar encumbrance, the Company shall not (and shall not permit its Portfolio Investments to) grant or enter into any other mortgage, deed of trust, security interest, lien or other similar encumbrance that would cross-collateralize or otherwise encumber Portfolio Investments or other Company property.

These restrictions apply to the Company and Parallel Entities in the aggregate (but exclude capital call lines of credit). Notwithstanding anything to the contrary in this Agreement, the matters set forth in this Section 3.02 are matters solely among the Members and Manager and shall not affect or limit in any manner the authority of the Manager with respect to third parties as set forth in Section 6.14.

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NOV 18 2020

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IN WITNESS WHEREOF, the undersigned Manager and Founding Member have executed and delivered this Agreement as of the day and year first above written, and agree to and acknowledge all of its terms and those of the attached Schedules.

Manager .

Agriculture Capital Management, LLC,
an Oregon limited liability company

By: Brooke M. Randall
Name: Brooke Randall
Title: Principal

Founding Member

Agriculture Capital Management, LLC,
an Oregon limited liability company

By: Brooke M. Randall
Name: Brooke Randall
Title: Principal

The undersigned each acknowledge and agree to the obligation set forth in paragraph 10.04 of this Agreement

<u>Thomas E. Avinellis</u> Thomas E. Avinellis	<u>Will Kinnaman</u> Equilibrium Capital Group, LLC, by Equilibrium Capital Management, Inc. its Managing Member
<u>Michael Staff</u> Michael Staff	<u>Brooke M. Randall</u> Brooke M. Randall
<u>Eric Pond</u> Eric Pond	<u>Roll Harlow</u> Roll Harlow

[SIGNATURES OF OTHER MEMBERS MADE PURSUANT TO COUNTERPART SIGNATURE PAGES AND SUBSCRIPTION AGREEMENTS]

ACM Permanent Crops, LLC Operating Agreement

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SCHEDULE "2"

SCHEDULE OF KEY PERSONS' OUTSIDE ACTIVITIES

- **Thomas Avinelis:** CEO of AgriCare, Chairman of AgriVision;
- **Eric Pond:** COO, Northwest Operations of AgriCare;
- **Robert Hurlbut:** Board member, Just Desserts and Board member SK Foods; and
- **Michael Skaff:** Professor at College of the Sequoias (maximum four classes) and Board member of Brokaw Nursery.

ACMPC Oregon 2, LLC
Halls Ferry Farms
Groundwater Registration Modification - GR 1513

Township 8S, Range 4W

