Greg Lewicki And Associates, PLLC

3375 W. Powers Circle Phone: (720) 842-5321 Fax (303) 346-6934
Littleton, CO 80123 E-mail: info@lewicki.biz

January 8, 2019

David Baumgarten
Gunnison County Attorney
200 East Virginia Avenue
Gunnison, CO 81230
(970) 641-5300

Dear David:

On behalf of Colorado Stone Quarries (CSQ), please allow the following information to augment the writing of the MOA between Gunnison County and CSQ regarding relocation of the Yule Trail and transfer of the agreed upon Yule Trail Right-of-Way (ROW) to the existing haul road. CSQ is committed to providing a safe and educational interpretative trail to allow public viewing of the historic areas of the quarry as well as an open air view of the current surface quarry operations.

By relocating the quarry haul road to the previous Yule Trail alignment, the existing haul road can be converted into a satisfactory replacement Yule Trail alignment (Figure 1). Map 'C-1 Current Site Conditions Gunnison ROW.pdf' illustrates the location of the new Yule Trail as well as the location of the proposed portal 1 viewing platform. While discussions regarding a full connection of Yule Trail across the active quarry are in process, the portal 1 viewing area and short walk will allow the public much desired access to the historic and active site. All figures referenced herein are included following the full narrative.

CSQ proposes to close the existing haul road and convert it to a 0.37 mile in-and-out ~15 foot wide walking trail to be utilized by the public (Map C-1). Elevation will raise approximately ~250 feet to the south resulting in a shallow walking grade. The roadway is currently graded with crushed marble fines that provide an aesthetically pleasing 'white marble road.' The trail will begin at the public parking area just north of the new haul road diversion from County Road 3C. The trail will end near the opening of portal 4 and will be barricaded with marble blocks and wire mesh fencing. Adjacent to the northern corner of portal 4, a large fully wire meshed staircase will be installed to allow access to the historic portal 1 opening above. Portal 1 will be accessed from a wire mesh enclosed walkway and the portal itself will be enclosed in wire mesh fencing towards the surface as well as within the portal opening to the underground Washington Gallery of the historic quarry.

Figure 2 provides a schematic interpretation of the viewing areas and platform to be installed.

The Division of Reclamation, Mining and Safety (DRMS) and the Mine Safety and Health Administration (MSHA) hold boundaries with respect to their authority on the site. The DRMS boundary will include the entire relocated Yule Trail and includes: portions of the parking area, the 0.37 mile walking trail, the southern barricade and viewing area, the portal 4 fenced tower, and the portal 1 viewing platform. Changing the DRMS boundary to preclude these public access areas is unnecessary, costly, and will not be pursued. The MSHA boundary will be pulled back and will no longer include the above listed components of the relocated Yule Trail. As the public access walking and viewing areas do not include mining or mining activities, MSHA has no jurisdiction over their construction or maintenance.

Parking for and the trailhead of the new Yule Trail will be located just south of the current Gunnison County parking area; Map C-1 details the location of public parking areas. The area will be widened and marble blocks will be placed along the roadway edge to ensure vehicle fall hazards are greatly minimized. Vehicles will be required to park nose-in toward the barrier marble blocks and will require backing out to exit. Additional marble blocks will be installed along the new Yule Trail trailhead just south of the road divergence to the mine entry. These blocks will serve to block non-foot traffic seeking to utilize the trail, i.e. side by sides and 4-wheelers.

The southern Yule Trail public access barricade will be aligned approximately due north from the northern corner of the portal 4 entrance to the southernmost Jersey barrier installed along the current haul road (Figures 2 and 3). The transition from Jersey barriers to marble blocks along the main Lincoln dump represents the boundary where heavy equipment will operate and active quarry operations commence (Figure 4). No public access will be permitted south of the Jersey barrier to marble block transition as active waste marble dumping will occur in the active site where the marble block barrier begins.

Marble barrier blocks are required to be at a minimum half the height of the largest heavy machinery wheel on site. In this case, the largest heavy equipment on site is the Volvo L350 which necessitates blocks must be 40 inches tall to satisfy the minimum half wheel height requirements. MSHA requires that any area where heavy equipment be segregated or areas with a substantial drop-off be barricaded by half wheel height ‘unmovable’ barriers; therefore, the same standard will be applied to the public access viewing area at the southern extent of the new Yule Trail (Figure 2). In addition to marble blocks, wire mesh fencing will be installed atop the 4 foot tall marble blocks to further dissuade the public from attempting to gain access to the active quarry operations. Surveillance video cameras will continue to be operated near all active quarry entrances to further regulate official and potential access points. Wire mesh installed throughout the site will be wide enough for a small hand or camera lens to fit through.

The wire mesh encased staircase will be installed adjacent to the western quarry highwall at the southern edge of portal 4. While mining and general portal 4 access will be

extremely limited with respect to mine associated activity, the portal must be kept open as the main water drainage ditch from the active portions of the western quarry drains into the Washington galleries at this location. Routine ditch maintenance involving marble mud removal in portal 4 will occur as needed. The fenced stairwell was purchased and is recycled from the Glenwood Caverns Adventure Park bungee jump amusement ride (Figure 5). Each stair section is composed of 7 stairs that raise the viewer to ~70 feet from the ground surface. Landings at each section of stairs provide additional viewing opportunities as well as waiting locations as individuals maneuver up and down traffic.

The upper deck will be utilized to provide a fully encased wire mesh walkway to the portal 1 viewing area (Figure 6). Portal 1 is the first opening of historic marble mining and offers views of the location where the block mined for the Tomb of the Unknown Soldier was excavated. Portal 1 also provides views of more recent quarrying activity such as equipment storage, new mining techniques, and fines waste dumping. The portal will be fortified by ≥8 foot tall wire mesh fencing in two directions – to the east of the visible landing to prevent falls into the active quarry area from the highwall, as well as to the west looking into the historic Washington Gallery, another large fall hazard.

CSQ has already acquired this fully fenced stairway; however, it was transported in multiple pieces that will require welding and certification upon installation. CSQ commits to welding and installing the fenced stairway and guard fencing on both sides of the portal 1 access point and will do so with the same exemplary safety standards applied within the active areas of the mine site. Gunnison County will be responsible for any certification and inspection of the installed fenced stairway prior to opening the new Yule Trail to public access.

Interpretive signage will be located at various locations along the 0.37 mile walking trail and will feature subjects such as: the Strauss quarries, the historic railway to the mill site near the outfall of Yule Creek, portal 1 historic mining efforts, historic artifacts associated with early mining efforts, and current mining efforts including marble cutting techniques and waste marble management. Interpretive signage mock ups will be prepared following additional conversations with Gunnison County and the USFS to ensure signage continuity with existing interpretative signs under both agencies jurisdictions.

The previously surveyed January 2002 ROW map produced for Gunnison County by North Star Surveying, Inc. utilizes a local coordinate system (Maps ‘Gunnison Road ROW-sheet 13.pdf’ and ‘Gunnison Road ROW-sheet 14.pdf). GLA mapping is in state plane coordinate system; therefore, the coordinate discrepancy needs to be rectified to gain an accurate legal description of the new ROW alignment. While we can provide approximate coordinates by overlying the previously surveyed ROW with our current mapping and recent aerial drone extracted topography, this method is technically not legally valid. For official legal GPS coordinates of the new ROW alignment, Gunnison County may consider pursuing their own new survey.

Figure 7 illustrates the extent of active quarrying views that will be available to the public from the portal 1 viewing platform and include quarry features such as: the upper and

lower Franklin mining pads, the McIntyre 'hump' and cabin, the Lincoln dump, the Yule Creek diversion realignment, stepped waste dumps leading up to portal 7 from the creek elevation, the helicopter landing pad, and quarry operations such as: block transport, block finishing and trimming, equipment transport and refueling, and views of active surface mining in the Franklin quarries. CSQ looks forward to sharing their unique marble quarrying operations with the public as well as facilitating and reinvigorating safe public access to glimpses of United States history.

Please do not hesitate to contact me with questions or concerns.

Sincerely,

Katie Todt, P.G.
Greg Lewicki and Associates, PLLC
(314) 704-4505
katie@lewicki.biz
Fax: (303) 346-6934

CC: Daniele Treves, CSQ; Daniel Penfield, CSQ; Ben Miller, GLA; Rachel Magruder, Gunnison County; and Neal Starkebaum, Gunnison County

Enclosures:
- C-1 Current Site Conditions Gunnison ROW.pdf
- Gunnison Road ROW-sheet 13.pdf
- Gunnison Road ROW-sheet 14.pdf

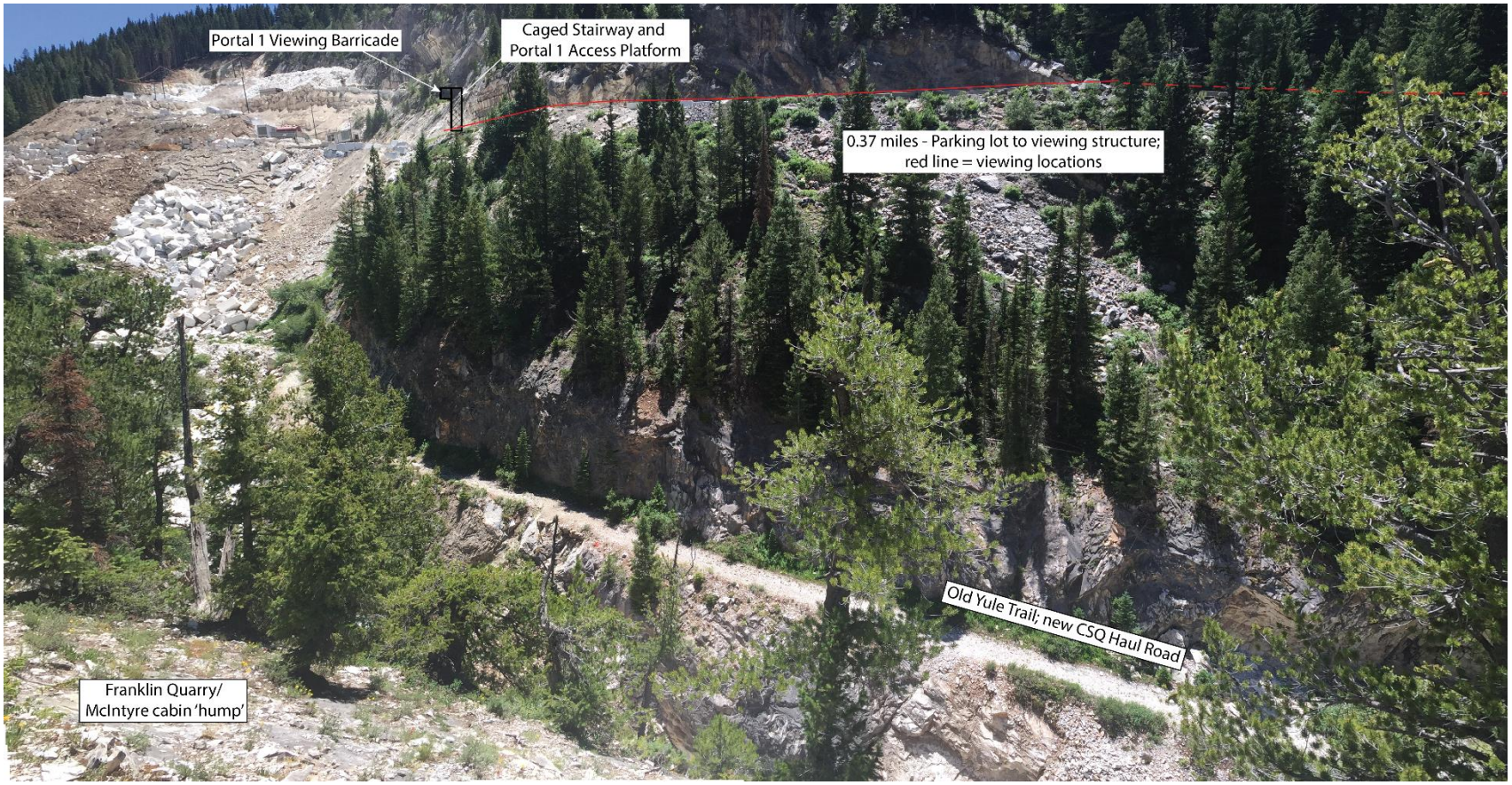


Figure 1. View to the west of previous Yule Trail (lower) and the proposed new Yule Trail (upper). The red line represents the extent of public access along the trail. The proposed Yule Trail southern barrier fence, Portal 1 viewing platform, and fenced stairway are also shown. Photo captured from the Franklin Quarry/McIntyre 'hump' on July 12, 2016.

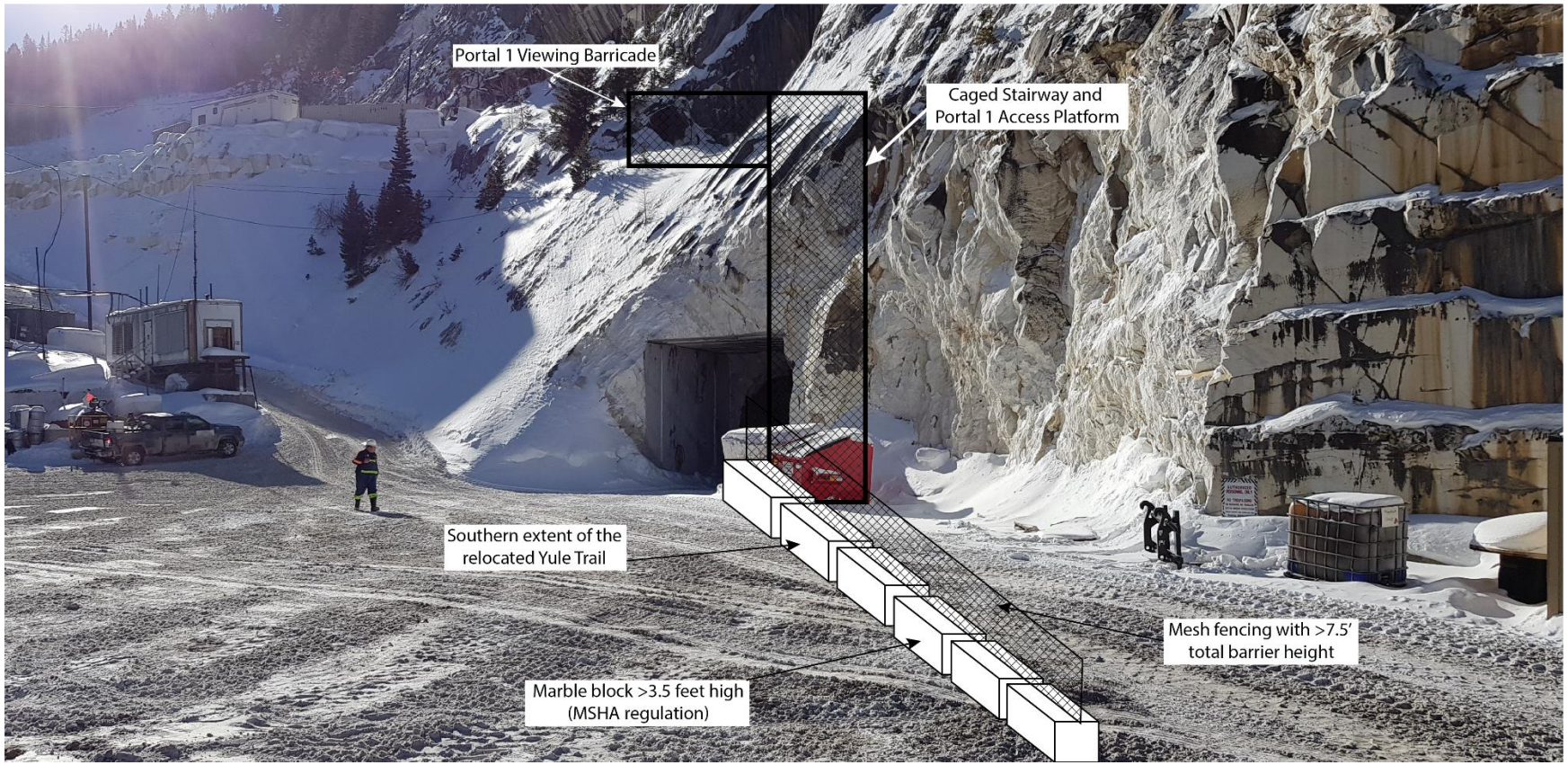


Figure 2. Schematic design of the southern Yule Trail barricade, portal 1 viewing platform, and caged access stairway. Portal 4 is the portal shown with ground access. Photo captured December 12, 2018; view to the southwest; schematic polygons not to scale.

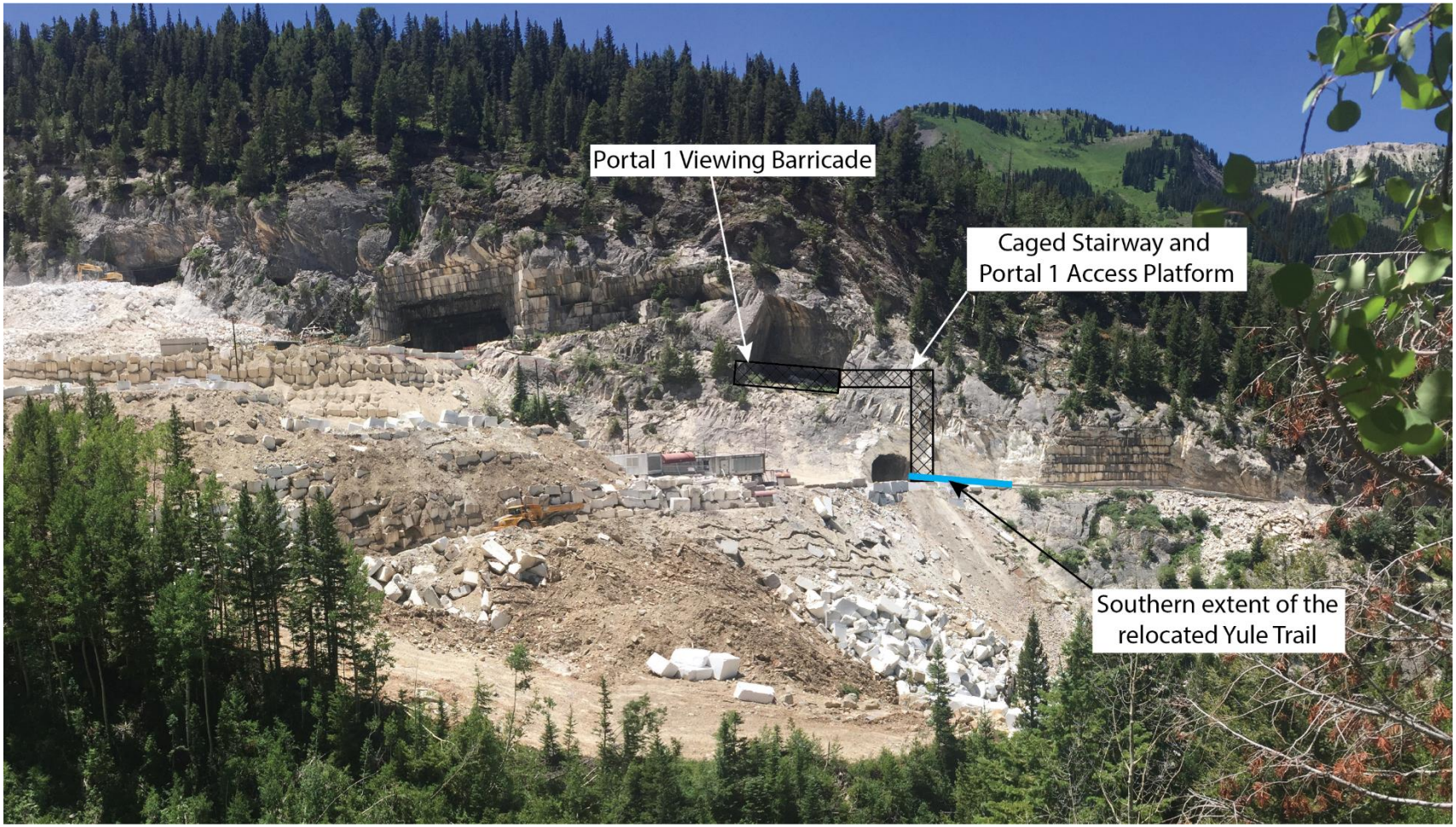


Figure 3. View to the west of CSQ quarry operations detailing the proposed Yule Trail southern barrier fence, Portal 1 viewing platform, and fenced stairway. Photo captured July 13, 2016.

Figure 4. View to the west-northwest of CSQ quarry dump wall. The red line represents the extent of public access and terminates to the south at the Jersey barrier to marble block transition. The proposed Yule Trail southern barrier fence, Portal 1 viewing platform, and fenced stairway are also shown. Photo captured August 14, 2018.

Figure 5. Image of the Glenwood Caverns Adventure Park Bungee Jump Amusement Ride when in service at the park. Photo: http://www.waymarking.com/waymarks/WMD93F_Bungee_Tower_Glenwood_Caverns_Adventure_Park_Glenwood_Springs_CO .

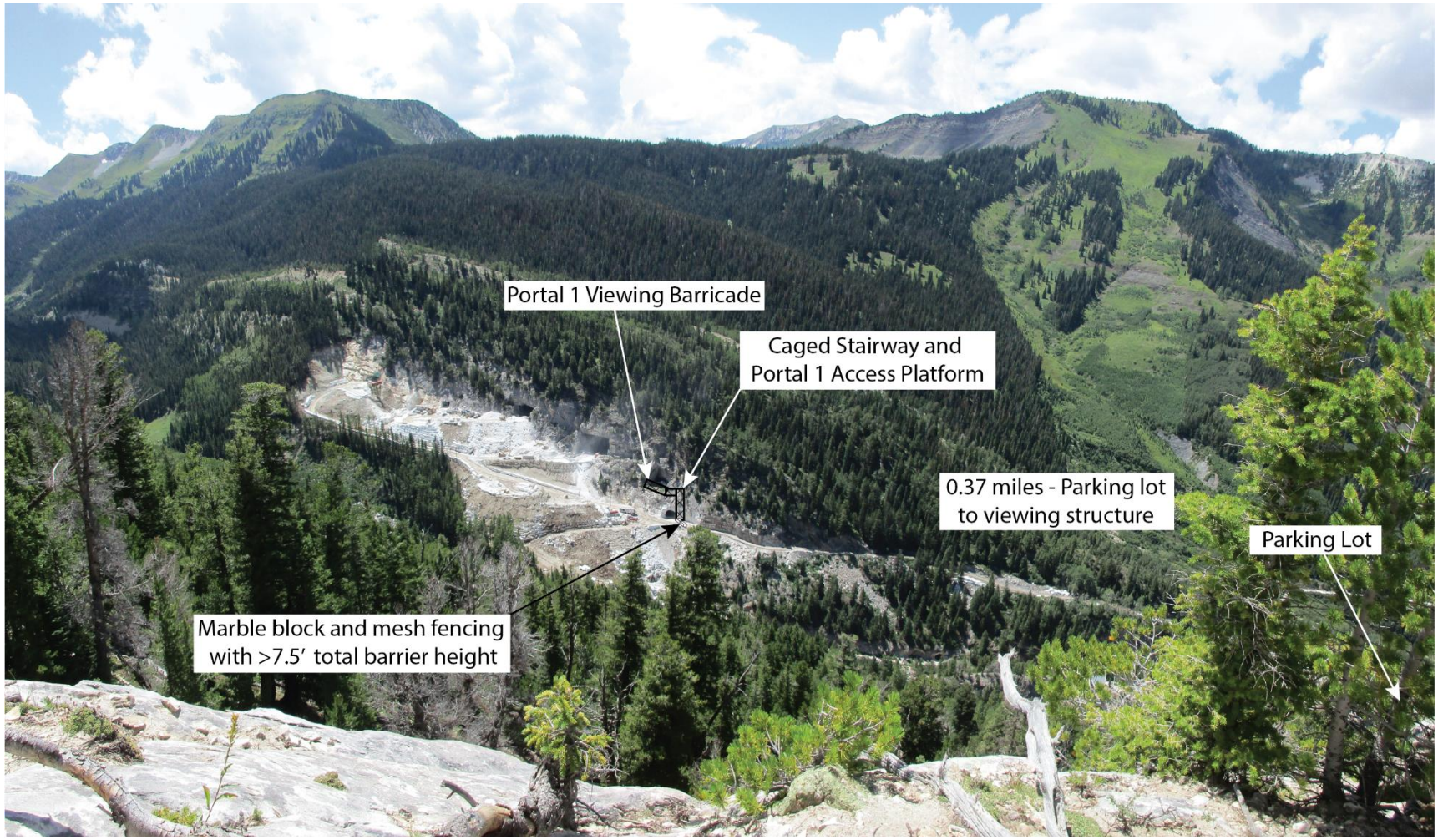
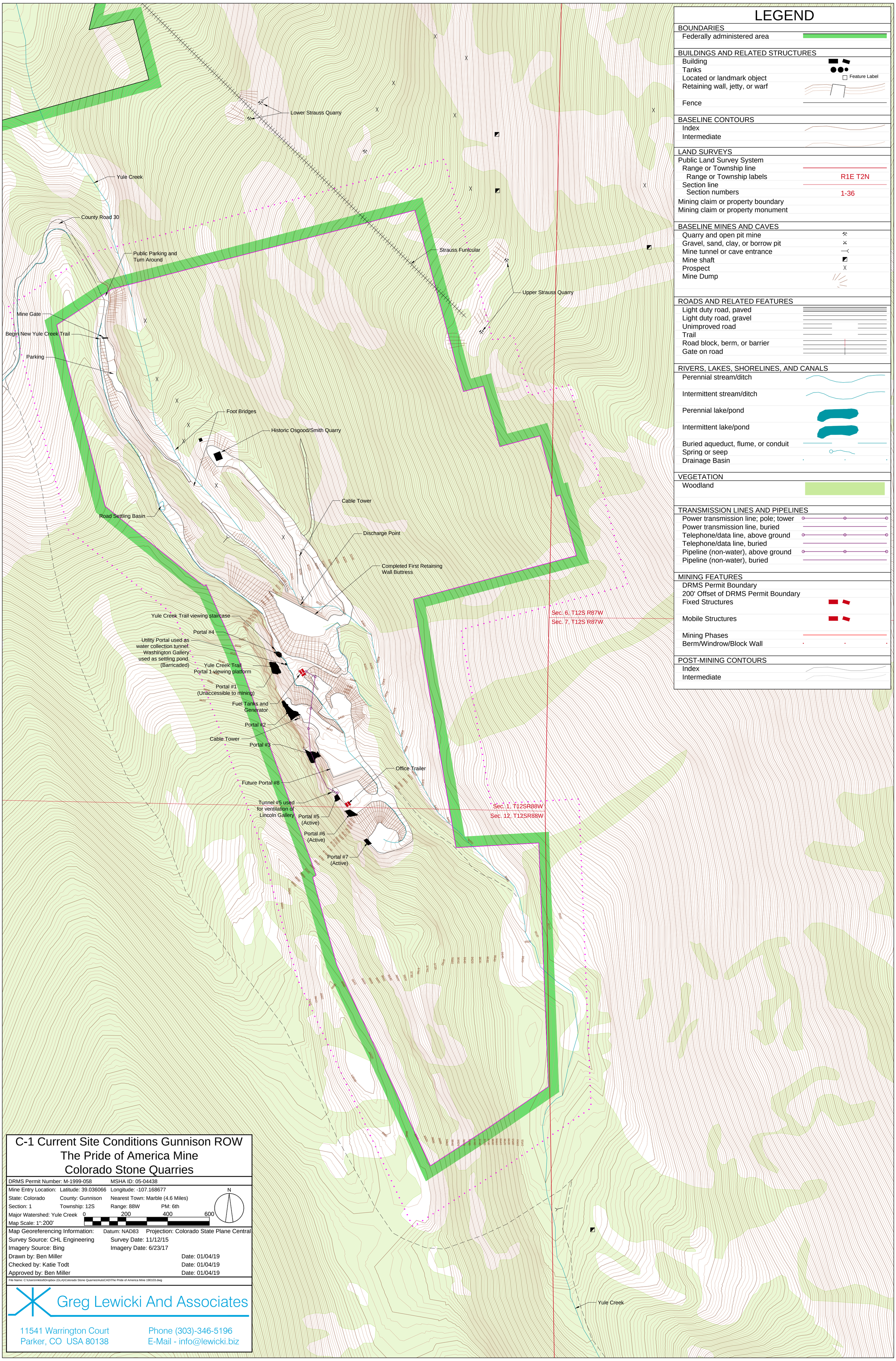


Figure 6. View to the southwest of CSQ quarry operations detailing the proposed Yule Trail southern barrier fence, Portal 1 viewing platform, and fenced stairway. The portal 1 viewing platform will provide the public access to historic workings and wide views into the active quarrying operation. Photo captured August 10, 2016.

Figure 7. View from the Upper Franklin mining pad that illustrates the extent of active quarrying views that will be available to the public from the portal 1 viewing platform. Photo captured August 30, 2018.



C-1 Current Site Conditions Gunnison ROW
The Pride of America Mine
Colorado Stone Quarries

DRMS Permit Number: M-1999-058 MSHA ID: 05-04438

Mine Entry Location: Latitude: 39.036066 Longitude: -107.168677

State: Colorado County: Gunnison Nearest Town: Marble (4.6 Miles)

Section: 1 Township: 12S Range: 88W PM: 6th

Major Watershed: Yule Creek

Map Scale: 1":200'

0 200 400 600

N

Map Georeferencing Information: Datum: NAD83 Projection: Colorado State Plane Central

Survey Source: CHL Engineering Survey Date: 11/12/15

Imagery Source: Bing Imagery Date: 6/23/17

Drawn by: Ben Miller Date: 01/04/19

Checked by: Katie Todt Date: 01/04/19

Approved by: Ben Miller Date: 01/04/19

File Name: C:\Users\mktod\Dropbox (GLA)\Colorado Stone Quarries\AutoCAD\The Pride of America Mine 190103.dwg

Greg Lewicki And Associates

11541 Warrington Court
Parker, CO USA 80138

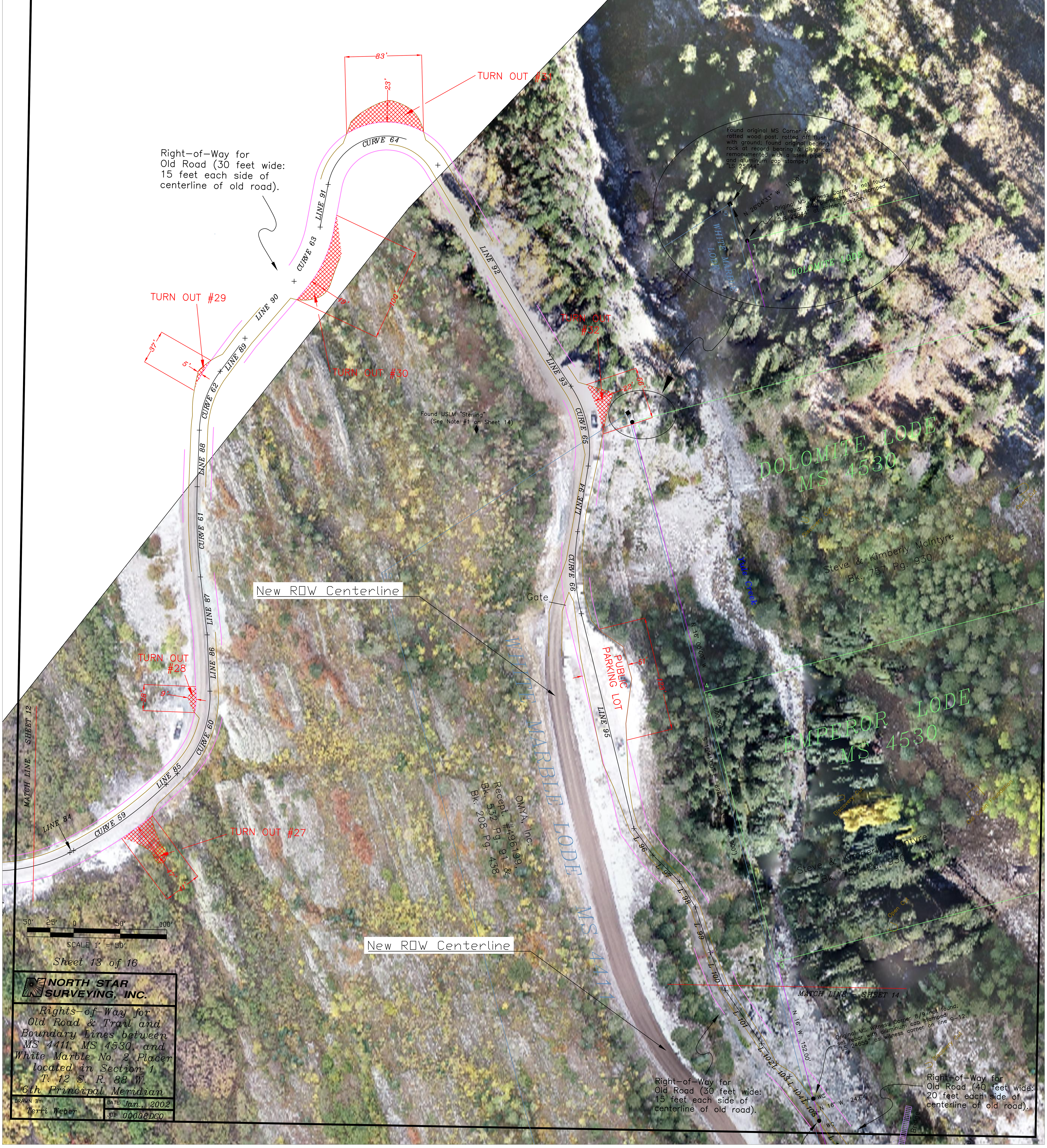
Phone (303)-346-5196
E-Mail - info@lewicki.biz

LINE TABLE

NUMBER	DIRECTION	DISTANCE	IN LEGAL DESCRIPTION
LINE 84	North 61°48'27" East	4.46 Feet	Call #142
LINE 85	North 44°57'16" East	16.56 Feet	Call #144
LINE 86	North 3°51'15" West	60.51 Feet	Call #146
LINE 87	North 7°29'16" West	62.60 Feet	Call #147
LINE 88	North 1°09'52" East	60.78 Feet	Call #149
LINE 89	North 35°45'40" East	44.45 Feet	Call #151
LINE 90	North 39°45'27" East	80.68 Feet	Call #152
LINE 91	North 9°33'57" East	46.55 Feet	Call #154
LINE 92	South 31°38'32" East	235.73 Feet	Call #156
LINE 93	South 34°29'38" East	41.35 Feet	Call #157
LINE 94	South 08°04'17" West	71.38 Feet	Call #159
LINE 95	South 14°47'56" East	237.53 Feet	Call #161
L 96	South 36°41'41" East	35.08 Feet	Call #162
L 97	South 46°00'17" East	39.98 Feet	Call #163
L 98	South 33°04'52" East	32.35 Feet	Call #164
L 99	South 19°09'19" East	51.64 Feet	Call #165
L 100	South 22°43'55" East	43.42 Feet	Call #166
L 101	South 35°15'47" East	69.39 Feet	Call #167
L 102	South 38°24'25" East	26.26 Feet	Call #168
L 103	South 45°49'04" East	20.24 Feet	Call #169
L 104	South 38°44'10" East	31.44 Feet	Call #170
L 105	South 38°09'46" East	16.22 Feet	Call #171

CURVE TABLE

NUMBER	CENTRAL ANGLE	RADIUS	ARC DISTANCE	CHORD BEARING	CHORD DISTANCE	IN LEGAL DESCRIPTION
CURVE 59	16°51'11"	417.00	122.66	North 53°22'51" East	122.22	Call #143
CURVE 60	48°48'31"	115.24	98.17	North 20°33'00" East	95.23	Call #145
CURVE 61	08°39'08"	642.41	97.01	North 03°09'42" West	96.92	Call #148
CURVE 62	34°35'47"	112.67	68.03	North 18°27'46" East	67.00	Call #150
CURVE 63	30°11'30"	124.02	65.35	North 24°39'42" East	64.60	Call #153
CURVE 64	138°47'31"	63.86	154.70	North 78°57'42" East	119.56	Call #155
CURVE 65	42°33'55"	120.83	89.76	South 13°12'40" East	87.71	Call #158
CURVE 66	23°09'26"	219.69	88.79	South 03°30'25" East	88.19	Call #160



Sheet 13 of 16

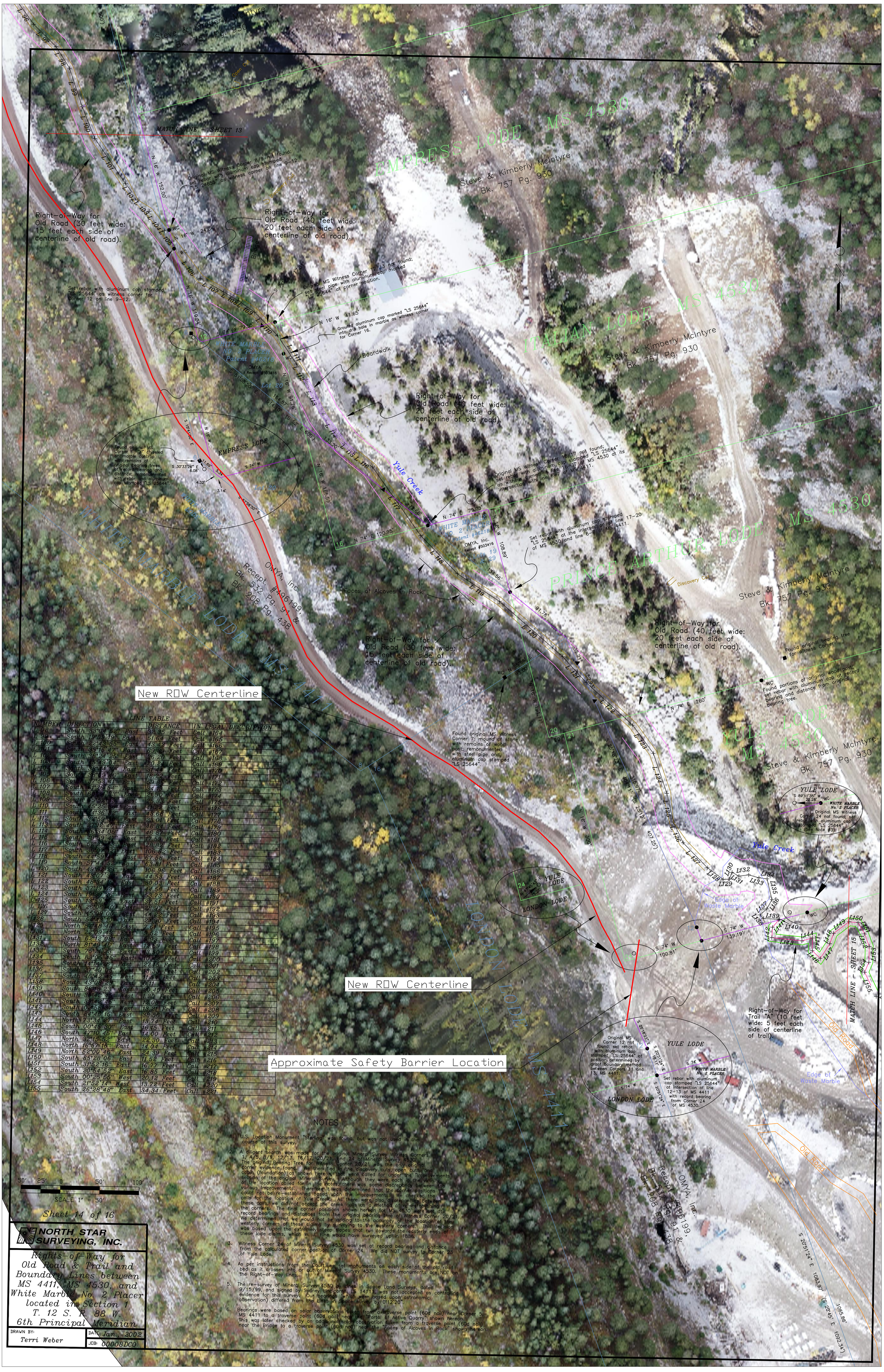
NORTH STAR SURVEYING, INC.

Rights-of-Way for Old Road & Trail and Boundary Lines between MS 4411, MS 4530, and White Marble No. 2 Placer located in Section 1, T. 12 S. R. 88 W. 6th Principal Meridian

DRAWN BY: Terri Weber

DATE: Jan., 2002

JOB: 00008DCO



LINE TABLE

NUMBER	DIRECTION	DISTANCE	IN LEGAL DESCRIPTION
L 98	South 33°04'52" East	32.35 Feet	Call #164
L 99	South 19°09'19" East	51.64 Feet	Call #165
L 100	South 22°43'55" East	43.42 Feet	Call #166
L 101	South 35°15'47" East	69.39 Feet	Call #167
L 102	South 38°24'25" East	26.26 Feet	Call #168
L 103	South 15°19'04" East	20.24 Feet	Call #169
L 104	South 38°44'10" East	31.44 Feet	Call #170
L 105	South 38°09'46" East	16.22 Feet	Call #171
L 106	South 37°53'41" East	59.86 Feet	Call #172
L 107	South 51°26'54" East	34.19 Feet	Call #173
L 108	South 60°24'33" East	21.90 Feet	Call #174
L 109	South 55°52'19" East	25.33 Feet	Call #175
L 110	South 45°25'16" East	41.22 Feet	Call #176
L 111	South 34°36'32" East	43.68 Feet	Call #177
L 112	South 32°59'30" East	23.01 Feet	Call #178
L 113	South 27°12'47" East	48.84 Feet	Call #179
L 114	South 36°34'05" East	46.87 Feet	Call #180
L 115	South 49°59'47" East	17.59 Feet	Call #181
L 116	South 52°29'53" East	28.82 Feet	Call #182
L 117	South 36°07'12" East	106.52 Feet	Call #183
L 118	South 44°59'14" East	67.58 Feet	Call #184
L 119	South 57°44'52" East	63.81 Feet	Call #185
L 120	South 49°52'29" East	106.96 Feet	Call #186
L 121	South 43°07'3[illegible]" East	44.53 Feet	Call #187
L 122	South 48°34'15" East	80.03 Feet	Call #188
L 123	South 37°19'09" East	44.56 Feet	Call #189
L 124	South 19°39'26" East	53.73 Feet	Call #190
L 125	South 13°59'[illegible]7" East	37.51 Feet	Call #191
L 126	South 26°06'40" East	28.92 Feet	Call #192
L 127	South 45°09'00" East	44.22 Feet	Call #193
L128	South 54°43'10" East	24.90 Feet	Call #194
L129	North 87°48'48" East	7.61 Feet	Call #195
L130	North 22°09'42" East	9.52 Feet	Call #196
L131	South 62°12'08" East	9.93 Feet	Call #197
L132	North 81°49'46" East	12.59 Feet	Call #198
L133	South 75°21'23" East	13.50 Feet	Call #199
L134	South 83°05'45" East	10.42 Feet	Call #200
L135	South 14°14'26" East	27.15 Feet	Call #201
L136	South 27°49'05" West	13.33 Feet	Call #202
L137	South 46°42'45" West	11.64 Feet	Call #203
L138	South 43°08'23" East	6.11 Feet	Call #204
L139	South 88°18'23" East	20.40 Feet	Call #205
L140	South 38°42'45" West	1.30 Feet	Call #206
L141	South 38°42'45" West	12.06 Feet	Call #207
L142	South 02°58'37" West	13.21 Feet	Call #208
L143	South 84°46'15" East	38.56 Feet	Call #209
L144	North 73°34'27" East	13.74 Feet	Call #210
L145	South 00°45'30" East	16.15 Feet	Call #211
L146	South 47°10'45" East	14.00 Feet	Call #212
L147	North 32°15'52" East	22.30 Feet	Call #213
L148	North 18°57'16" East	14.04 Feet	Call #214
L149	North 52°00'46" East	24.39 Feet	Call #215
L150	South 85°28'06" East	11.52 Feet	Call #216
L151	South 31°52'16" East	16.77 Feet	Call #217
L152	South 20°54'52" East	16.85 Feet	Call #218
L153	South 00°25'55" West	20.12 Feet	Call #219
L154	South 21°52'14" West	13.72 Feet	Call #220
L155	South 26°28'48" East	34.34 Feet	Call #221

NOTES

1. U.S. Location Monument "Sterling" was found, but was not used in the course of this survey.
2. A diligent search was made for the original Mineral Survey Witness Corners 1, 4/5, 8/9, 12/13, 16/17, 20/21, and 24 of Mineral Survey 4530. The original Bearing Tree for Witness Corner 20/21 was the only original corner evidence found. We then tied in the discovery cuts, open cuts, and cabin (foundation) as shown hereon, that were called for under the "improvements" section of the original Mineral Survey. Although they were each in the vicinity of the location called for in the notes, there was some discrepancy between the various improvements. Therefore it was determined that the corner positions could not be re-established based upon the improvements. We checked the calls for the location of Yule Creek. As there were also discrepancies between these calls, we did not accept the creek calls as a method of re-establishing the corners. The final corner positions shown hereon for MS 4530 were set at record bearings and distances from the original bearing tree of Witness Corner 20/21. We determined that we would not be adding to the accuracy of the location of the westerly corners of these claims by surveying to the easterly corners. This decision was based upon the extremely steep slopes that run towards the easterly ends of these lode claims, which W. J. Fine would have surveyed up in 1886.
3. Witness Corner 24 of Mineral Survey 4530 was set at record bearing and distance from the calculated corner position of Corner 24. We did NOT survey to Corner 23 of Yule Lode.
4. As per instructions from the Court, we set monuments on each side of the old road bed as it crosses into or out of Mineral Survey 4530. These monuments are NOT on the Right-of-Way lines.
5. The re-survey of Mineral Survey 4530 by Lines in Space Land Surveys, dated 9/15/99, and signed by Sydney Lincicome, LS 14111, was not accepted as controlling evidence for this survey. Our bearings (which were based upon astronomic observation) differed from the Lines in Space survey by 0°12'20".
6. Bearings were based on solar observations taken from a traverse point (60d nail) near Corner 5, MS 4411 to a traverse point (60d nail) near the "Portal of Active Quarry" shown hereon. This was later checked by an additional solar observation taken from a traverse point (60d nail) near the Bridge to a traverse point (60d nail) near the "Faces of Alcoves in Rock" shown hereon.

Sheet 14 of 16

NORTH STAR SURVEYING, INC.

Rights-of-Way for Old Road & Trail and Boundary Lines between MS 4411, MS 4530, and White Marble No. 2 Placer located in Section 1 T. 12 S. R. 88 W. 6th Principal Meridian

DRAWN BY: Terri Weber
DATE: Jan., 2002
JOB: 00008DC0

MEMORANDUM OF AGREEMENT
BETWEEN THE BOARD OF COUNTY COMMISSIONERS OF THE COUNTY OF GUNNISON, COLORADO AND COLORADO STONE QUARRIES, INC.

THIS MEMORANDUM OF AGREEMENT ("Agreement"), is entered into this _____ day of _____, 2019, by and between the BOARD OF COUNTY COMMISSIONERS OF THE COUNTY OF GUNNISON, COLORADO whose address is 200 E. Virginia, Gunnison, Colorado 81230 ("Gunnison County") and COLORADO STONE QUARRIES, INC., a Delaware corporation, whose address is 1 Marble Road, Marble, Colorado 81623 ("Colorado Stone Quarries").

A. RECITALS

WHEREAS, the historic public Yule Creek Trail had been used for over a century by the public to access public land and to view the marble quarry now owned by Colorado Stone Quarries; and

WHEREAS, during the expansion of the marble quarry Colorado Stone Quarries eliminated the historic public Yule Creek Trail and the public's ability to view the historic marble quarry; and

WHEREAS, because of the significance of the historic public Yule Creek Trail the relocation and re-establishment of it and the public's ability to view the historic marble quarry it is a priority of the parties herein; and

WHEREAS, this Agreement will address establishing public access to view the historic marble quarry by delegating tasks and identifying a date certain for completion of each task; and

WHEREAS, with the participation of the United States Forest Service, Gunnison County and Colorado Stone Quarries intend to relocate and re-establish the Yule Creek Trail and memorialize that endeavor in a future Memorandum of Understanding amongst the parties.

B. AGREEMENT

NOW, THEREFORE, Gunnison County and Colorado Stone Quarries, in consideration of the recitals above, understand and agree to the following delegation of tasks, obligations and mutual covenants contained herein.

1. TERM.

The term of this Agreement shall be effective upon the date first set forth above and continue until September 30, 2019 ("Term"), unless sooner amended or replaced as provided herein.

2. ESTABLISHING PUBLIC ACCESS AND VIEWING OF THE QUARRY.

To re-establish and allow for public access and viewing of one of the quarry portals, the parties herein have identified and mutually agree that public access and a viewing area shall be established along the current haul road commencing from the public parking lot to the area before the portal 4 in the configuration and general location as described in the proposal submitted by Greg Lewicki and Associates, PLLC, dated January 8, 2019 attached hereto and incorporated herein by reference as Appendix "A" and as identified on the maps attached hereto and incorporated herein by reference as Appendix "B".

3. IDENTIFICATON OF TASKS AND CONTRIBUTIONS TOWARDS RE-ESTABLISMENT OF PUBLIC ACCESS AND VIEWING OF THE QUARRY.

In consideration of the mutual intent to re-establish public access and viewing of the quarry as a useable normal pedestrian passage, the parties herein agree to the following identification of tasks:

A. Colorado Stone Quarries shall during the Term of this Agreement:

1. By no later than _____, 2019, establish public access and viewing area, public parking lot and interpretive signage as more specifically described and identified in Appendices "A" and "B" attached hereto; and

2. By no later than _____, 2019, a legal description of the public access and viewing area and public parking lot will be prepared, to identify those areas so that those areas may be conveyed to Gunnison County for public use; and

3. By no later than _____, 2019, convey to Gunnison County a deed of dedication for public use of the public access and viewing area and parking lot.

B. Gunnison County shall during the Term of this Agreement:

1. After the establishment of the public access and viewing area and public parking lot and interpretative signage, Gunnison County will prepare, for Colorado Stone Quarries' conveyance, a deed of dedication for public use of the public access and viewing area and public parking lot and accept said conveyance; and

2. Upon recording of the deed of dedication, Gunnison County shall provide administrative approval for the extinguishment of the old Yule Creek Trail that Colorado Stone Quarries had been eliminated.

The parties herein shall furnish all materials, labor, supervision, supplies and equipment to commence, diligently pursue, and complete their respective tasks identified above

within the Term of this Agreement. Those tasks shall be performed in a timely manner and in accordance with generally accepted standards for construction and all applicable federal, state and local laws and regulations affecting those tasks or the subject matter thereof.

4. RELATIONSHIP BETWEEN PARTIES

The relationship of Colorado Stone Quarries to Gunnison County is that of an independent contractor, in establishing a public access and viewing area. Colorado Stone Quarries is not an agent of Gunnison County and Gunnison County is not responsible for the acts or omissions of Colorado Stone Quarries, its officers, employees or agents.

5. INDEMNIFICATION

Colorado Stone Quarries agrees to indemnify, defend and hold harmless Gunnison County, its elected officials, its agents, and employees, of and from any and all liability, claims, liens, demands, actions and causes of action whatsoever (including reasonable attorney's and expert's fees and costs) arising out of or related to any loss, cost, damage or injury, including death, of any person or damage to property of any kind caused by the misconduct or negligent acts, errors or omissions of Colorado Stone Quarries or its employees, subcontractors or agents in connection with this Agreement.

This provision shall survive any termination or expiration of this Agreement with respect to any liability, injury or damage occurring prior to such termination.

6. MISCELLANEOUS.

A. SEVERABILITY. If any clause or provision of this Agreement shall be held to be invalid in whole or in part, then the remaining clauses and provisions, or portions thereof, shall nevertheless be and remain in full force and effect.

B. AMENDMENT. No amendment, alteration, modification of or addition to this Agreement shall be valid or binding unless expressed in writing and signed by the parties to be bound thereby.

C. NO WAIVER OF GOVERNMENTAL IMMUNITY. Nothing in this Agreement is, or shall be, construed to be a waiver, in whole or part, by Gunnison County of governmental immunity provided by the Colorado Governmental Immunity Act or otherwise.

7. DELEGATION AND ASSIGNMENT.

The duties and obligations of identified within this Agreement shall not be assigned, delegated or subcontracted without the express written consent of the other party. Subject to the foregoing, the terms, covenants and conditions of this Agreement shall be binding on the successors and assigns of either party.

8. GOVERNING LAW.

This Agreement shall be governed by and interpreted in accordance with the laws of the State of Colorado. Exclusive jurisdiction and venue for any legal proceedings related to this Agreement shall be in the State District Court governing Gunnison, Colorado.

9. COUNTERPARTS: FACSIMILE TRANSMISSION.

This Agreement may be executed by facsimile and/or in any number of counterparts, any or all of which my contain the signatures of less than all the Parties, and all of which shall be construed together as but a single instrument and shall be binding on the Parties as though originally executed on one originally executed document. All facsimile counterparts shall be promptly followed with delivery of original executed counterparts.

10. ENTIRE AGREEMENT.

This Agreement contains the entire Agreement between the Parties hereto with respect to the subject matter hereof, and supersedes any and all prior Agreements, proposals, negotiations and representations pertaining to the obligations to be performed hereunder.

IN WITNESS WHEREOF, the Parties herein have executed this Memorandum of Understanding as of the date set forth above.

BOARD OF COUNTY COMMISSIONERS
OF THE COUNTY OF GUNNISON, COLORADO

By: _____
Jonathan Houck, Chairperson

ATTEST:

_____
Deputy County Clerk

COLORADO STONE QUARRIES, INC.,
a Delaware corporation

By: _____
Daniele Treves

ATTEST:

_____
Secretary