



Environmental Affairs

RECEIVED
Georgia EPD

August 25, 2015

AUG 31 2015

Response and Remediation Program

Elise Chew
Response and Remediation Program
2 Martin Luther King Jr. Dr. SE
Suite 1054
Atlanta, Georgia 30334-9000

Subject: Waycross Georgia Cattle Dipping Vat - HSI Site Number 10907
Uniform Environmental Covenant

Dear Ms. Chew,

Enclosed is a file stamped copy of the recorded UEC Rayonier agreed to implement as a condition of de-listing HSI Site Number 10907. The UEC was properly recorded with the Ware County Clerk of Courts. Ware County is the only local government entity with an interest in the property. Also enclosed are letters of notification provided to other parties identified as having an interest in the property.

This completes the steps necessary to de-list the site and we request that EPD provide written notification upon completion of that action. Also, please remove Warren Snyder from the contact list for this site as he no longer works for Rayonier. All written communications should be addressed to my attention. If there are any questions please do not hesitate to call.

Sincerely,

A handwritten signature in black ink that reads "Janet Price".

Janet Price
Environmental Affairs Manager
Rayonier Inc.
1901 Island Walkway
Fernandina Beach, FL 32034
(904) 321 5590
janet.price@rayonier.com

FILE FOR RECORD August 4, 2015
TIME 9:00 AM RECORDED IN DEED
BOOK 69-H PAGES 111-119
Melba H. Finck
CLERK SUPERIOR COURT, WARE COUNTY, GA

RAYONIER

ATTN: JANET PRICE

1901 ISLAND WALKWAY
P.O. BOX 728
FERNANDINA BEACH, FL. 32034

Inst. No. 2423

After Recording Return to:

~~Georgia Environmental Protection Division
Response and Remediation Program
2 Martin Luther King, Jr. Drive, SE
Atlanta, Georgia 30334~~

CROSS-REFERENCE: Deed Book: 15-A
Pages: 425 - 428

Environmental Covenant

This instrument is an Environmental Covenant executed pursuant to the Georgia Uniform Environmental Covenants Act, OCGA § 44-16-1, *et seq.* This Environmental Covenant subjects the Property identified below to the activity and/or use limitations specified in this document. The effective date of this Environmental Covenant shall be the date upon which the fully executed Environmental Covenant has been recorded in accordance with OCGA § 44-16-8(a).

Fee Owner of Property/Grantor:

Rayonier Atlantic Timber Company formerly known as Timberlands Holding Company Atlantic, Inc., a Delaware corporation.
1901 Island Walkway
P. O. Box 728
Fernandina Beach, FL 32034

Grantee/Holder

Rayonier Atlantic Timber Company formerly known as Timberlands Holding Company Atlantic, Inc., a Delaware corporation.
1901 Island Walkway
P. O. Box 728
Fernandina Beach, FL 32034

**Grantee/Entity with
express power to enforce:**

State of Georgia
 Department of Natural Resources
 Environmental Protection Division
 2 Martin Luther King Jr. Drive, SE
 Suite 1456 East Tower
 Atlanta, GA 30334

Parties with interest in the Property:

International Paper
 6400 Poplar Avenue
 Memphis, TN 38197
 Undivided ½ interest owner in oil and gas rights

Madison-Hamilton Timberlands of Georgia, LLC
 Principle Office
 PO Box 1857
 Alachua, FL 32616-1857
 Undivided ½ interest owner in mineral, and
 sand, clay and gravel rights

Property:

The property subject to this Environmental Covenant is located south of U. S. Highway 82 approximately eleven miles west of the City of Waycross in Ware County, Georgia (hereinafter "Property"). The Property is located within a 202.60 acre tract of land conveyed on December 1, 1976 from Union Camp Corporation, a Virginia corporation to ITT Rayonier, Inc., a Delaware corporation as recorded on December 29, 1976 in Deed Book 15-A, Folio 425 to 428 of the Ware County Public Records (identified as "Tract No. 2" on this conveyance). The Property is located in Land Lot 97 of the 8th District of Ware County, Georgia. The Property consists of 4.275 acres surrounding the former site of a cattle dipping vat. A complete legal description of the Property is attached hereto as Exhibit A and a map of the Property is attached hereto as Exhibit B.

Tax Parcel Number(s):

Tax Parcel ID number 047-005 of Ware County, Georgia. The Property is a 4.275 acre portion of the larger parcel identified by this Tax Parcel Number.

Name and Location of Administrative Records:

The corrective action at the Property that is the subject of this Environmental Covenant is described in the following document[s] (as same may be amended from time to time with written approval from EPD):

- Interim Remedial Action (IRA) Report dated April 17, 2009;
- Final Compliance Status Report (CSR) dated March 28, 2014; and
- Final Compliance Status Report Addendum (CSRA) dated October 28, 2014.

These documents are available at the following locations in the files for HSI No. 10907:

Georgia Environmental Protection Division
Response and Remediation Program
2 MLK Jr. Drive, SE, Suite 1054 East Tower
Atlanta, GA 30334
M-F 8:00 AM to 4:30 PM excluding state holidays

Description of Contamination and Corrective Action:

This Property has been listed on the state's hazardous site inventory and was designated as needing corrective action due to the presence of hazardous wastes, hazardous constituents, or hazardous substances regulated under state law. Corrective Action has been undertaken and the Property will be removed from the state's hazardous site inventory upon execution of this Environmental Covenant. Contact the property owner or the Georgia Environmental Protection Division for further information concerning this Property. This notice is provided in compliance with the Georgia Hazardous Site Response Act.

This Declaration of Covenant is made pursuant to the Georgia Uniform Environmental Covenants Act, O.C.G.A. § 44-16-1 *et seq.* by Rayonier Atlantic Timber Company, its successors and assigns, and the State of Georgia, Department of Natural Resources, Environmental Protection Division (hereinafter "EPD"), its successors and assigns. This Environmental Covenant is required because a release of arsenic occurred on the Property. Arsenic is a "regulated substance" as defined under the Georgia Hazardous Site Response Act, O.C.G.A. § 12-8-90 *et seq.*, and the rules promulgated thereunder (hereinafter "HSRA" and "Rules", respectively). The on-going corrective action consists of a limitation on land use as an institutional control to protect human health and the environment.

Grantor, Rayonier Atlantic Timber Company f/k/a Timberlands Holding Company Atlantic, Inc., a Delaware corporation (hereinafter "Rayonier"), hereby binds Grantor, its successors and assigns to the activity and use restriction(s) for the Property as expressly provided herein and grants such other incidental rights under this Environmental Covenant in favor of EPD which are reasonably necessary for the enforcement of this Environmental Covenant. EPD shall have full right of enforcement of the rights conveyed under this Environmental Covenant pursuant to HSRA, O.C.G.A. § 12-8-90 *et seq.*, and the rules promulgated thereunder. Failure to timely enforce compliance with this Environmental Covenant or the use or activity limitations contained herein by any person expressly granted the power to enforce this Environmental Covenant pursuant to O.C.G.A. §44-16-11 shall not bar subsequent enforcement by such person and shall not be deemed a waiver of the person's right to take action to enforce any non-compliance. Nothing in this Environmental Covenant shall restrict EPD from exercising any authority under applicable law.

Rayonier makes the following declaration as to limitations, restrictions, and uses to which the Property may be put and specifies that such declaration shall constitute a covenant running with the land, pursuant to O.C.G.A. § 44-16-5(a); shall be perpetual, unless modified or terminated pursuant to the terms of this Covenant pursuant to O.C.G.A. § 44-16-9 and 10; and shall be binding on all parties and all persons claiming under them, including all current and future owners of any portion of or interest in the Property (hereinafter "Owner"). Should a transfer or sale of the Property occur before such time

as this Environmental Covenant has been amended or revoked then said Environmental Covenant shall be binding on the transferee(s) or purchaser(s).

The Environmental Covenant shall inure to the benefit of EPD, Rayonier and their respective successors and assigns and shall be enforceable by the Director of EPD ("Director) or his agents or assigns, Rayonier or its successors and assigns, and other party(ies) as provided for in O.C.G.A. § 44-16-11 in a court of competent jurisdiction.

Activity and/or Use Limitation(s)

1. Registry. Pursuant to O.C.G.A. § 44-16-12, this Environmental Covenant and any amendment or termination thereof, may be contained in EPD's registry for environmental covenants.
2. Notice. The Owner of the Property must give thirty (30) day advance written notice to EPD of the Owner's intent to convey any interest in the Property, including title, easement or lease, to a party other than an affiliate or subsidiary of the Owner. The Owner of the Property must also give thirty (30) day advance written notice to EPD of the Owner's intent to change the use of the Property, apply for building permit(s), or propose any site work that would affect the Property.
3. Notice of Limitation in Future Conveyances. Each instrument hereafter conveying an interest in the Property subject to this Environmental Covenant shall contain a notice of the activity and use limitations set forth in this Environmental Covenant and shall provide the recorded location of the Environmental Covenant.
4. Periodic Reporting. Reporting, certification of non-residential use and documentation of compliance with use limitations is not required provided the Property use is limited to forestry and/or silviculture practices. EPD may modify the requirements of this section upon receiving notice of intent to change the use of the Property, apply for building permit(s) or propose any site work that would affect the Property.
5. Activity and Use Limitation(s). The Property shall be used only for non-residential uses, as defined in Section 391-3-19-.02 of the Rules (as hereinafter defined) and defined in and allowed under the Ware County zoning regulations in effect as of the date of this Environmental Covenant. Any residential use on the Property shall be prohibited. Any activity on the Property other than forestry and/or silviculture practices that may result in a release or exposure to the arsenic that was remediated as part of the Corrective Action, or create a new exposure pathway, is prohibited. Forestry operations allowed on the Property include harvesting, site preparation, planting, thinning, fertilization, chemical application, controlled burns and other associated silviculture land management practices.
6. Groundwater Limitation. The use or extraction of groundwater beneath the Property for drinking water or for any other non-remedial purposes shall be prohibited.
7. Right of Access. In addition to any rights already possessed by EPD, the Owner shall allow authorized representatives of EPD the right to enter the Property at reasonable times and upon reasonable notice, which shall not be less than five (5) business days unless there is a documented imminent threat to human health or the environment which reasonably requires a shorter notice period, to determine compliance with this Environmental Covenant.
8. Recording of Environmental Covenant and Proof of Notification. Within thirty (30) days after the date of the Director's signature, the Owner shall file this Environmental Covenant with the Recorders of Deeds in Ware County, and send a file stamped copy of this Environmental Covenant to EPD within thirty (30) days of recording. Within that time period, the Owner shall also send a file-stamped copy to each of the following: (1) each person holding a recorded interest in the Property subject to the covenant, (2) each person in possession of the real property

subject to the covenant, (3) each municipality, county, consolidated government, or other unit of local government in which real property subject to the covenant is located, and (4) each owner in fee simple whose property abuts the property subject to the Environmental Covenant.

9. Termination or Modification. The Environmental Covenant shall remain in full force and effect in accordance with O.C.G.A. § 44-5-60, unless and until the Director determines that the Property is in compliance with Type 1 or 2 Risk Reduction Standards, as defined in Georgia Rules of Hazardous Site Response ("Rules") Section 391-3-19-.07, whereupon the Environmental Covenant may be amended or revoked in accordance with Section 391-3-19-08(7) of the Rules and O.C.G.A. § 44-16-1 *et seq.*
10. Severability. If any provision of this environmental covenant is found to be unenforceable in any respect, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired.
11. Neither EPD nor General Public Interest in Property Created. This Environmental Covenant does not in any way create any interest by either EPD or the general public in the Property that is subject to the Environmental Covenant. Furthermore, the act of approving this Environmental Covenant does not in any way create any interest by either EPD or the general public in the Property in accordance with O.C.G.A. § 44-16-3(b).

Representations and Warranties.

Grantor hereby represents and warrants to the other signatories hereto:

- a) That the Grantor has the power and authority to enter into this Environmental Covenant, to grant the rights and interests herein provided and to carry out all obligations hereunder;
- b) That, to the best of Grantor's actual knowledge and belief, Grantor is the sole record owner of the Property and has good and lawful authority to grant this Environmental Covenant;
- c) That, to the best of Grantor's actual knowledge and belief, Grantor has identified all other parties that hold any interest (e.g., encumbrance) in the Property, if any, and has notified such parties of the Grantor's intention to enter into this Environmental Covenant;
- d) That this Environmental Covenant will not materially violate, contravene, or constitute a material default under any other agreement, document or instrument to which Grantor is a party, by which Grantor may be bound or affected;
- e) That the Grantor has served each of the people or entities referenced in Activity 8 above with an identical copy of this Environmental Covenant in accordance with O.C.G.A. § 44-16-4(d).
- f) That, to the best of Grantor's actual knowledge and belief, this Environmental Covenant will not materially violate or contravene any zoning law or other law regulating use of the Property; and
- g) That, to the best of Grantor's actual knowledge and belief, this Environmental Covenant does not authorize a use of the Property that is otherwise prohibited by a recorded instrument that has priority over the Environmental Covenant.

Notices.

Any document or communication required to be sent pursuant to the terms of this Environmental Covenant shall be sent to the following persons:

Georgia Environmental Protection Division
 Branch Chief
 Land Protection Branch
 2 Martin Luther King Jr. Drive SE

Suite 1054 East Tower
Atlanta, GA 30334

Grantor has caused this Environmental Covenant to be executed pursuant to The Georgia Uniform Environmental Covenants Act, on the 18th day of May, 2015.

Signed, sealed, and delivered in the presence of:

Tracie Lamb
Unofficial Witness (Signature)

Tracie Lamb
Unofficial Witness Name (Print)

225 Water St
Jacksonville, FL 32202
Unofficial Witness Address (Print)

Ann Williams
Notary Public (Signature)

My Commission Expires: 4/30/2019

For the Grantor:

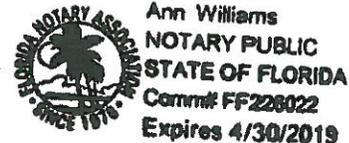
Rayonier Atlantic Timber Company
Name of Grantor (Print)

Douglas M Long (Seal)
Grantor's Authorized Representative (Signature)

Douglas M Long
Authorized Representative Name (Print)

Vice President, U.S. Operations
Title of Authorized Representative (Print)

Dated: 05/18/15
(NOTARY SEAL)



Signed, sealed, and delivered in the presence of:

Dorah S. Kirkland
Unofficial Witness (Signature)

Doralyn S. Kirkland
Unofficial Witness Name (Print)

2 MLK Jr Dr; Suite 1456
Atlanta GA 30334
Unofficial Witness Address (Print)

Crystal Sailors
Notary Public (Signature)

My Commission Expires: 1/22/16

For the State of Georgia
Environmental Protection Division:

Judson H. Turner (Seal)
(Signature)

Judson H. Turner
Director

Dated: 2/13/15

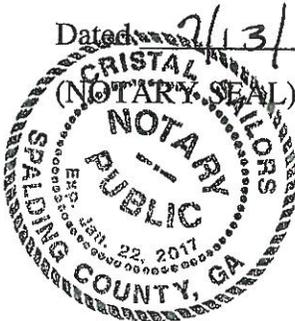


Exhibit A
Legal Description

BOOK 69 # PAGE 117

All that tract or parcel of land lying and being in Land Lot 97 of the 8th Land District of Ware County, Georgia, being more particularly described as follows:

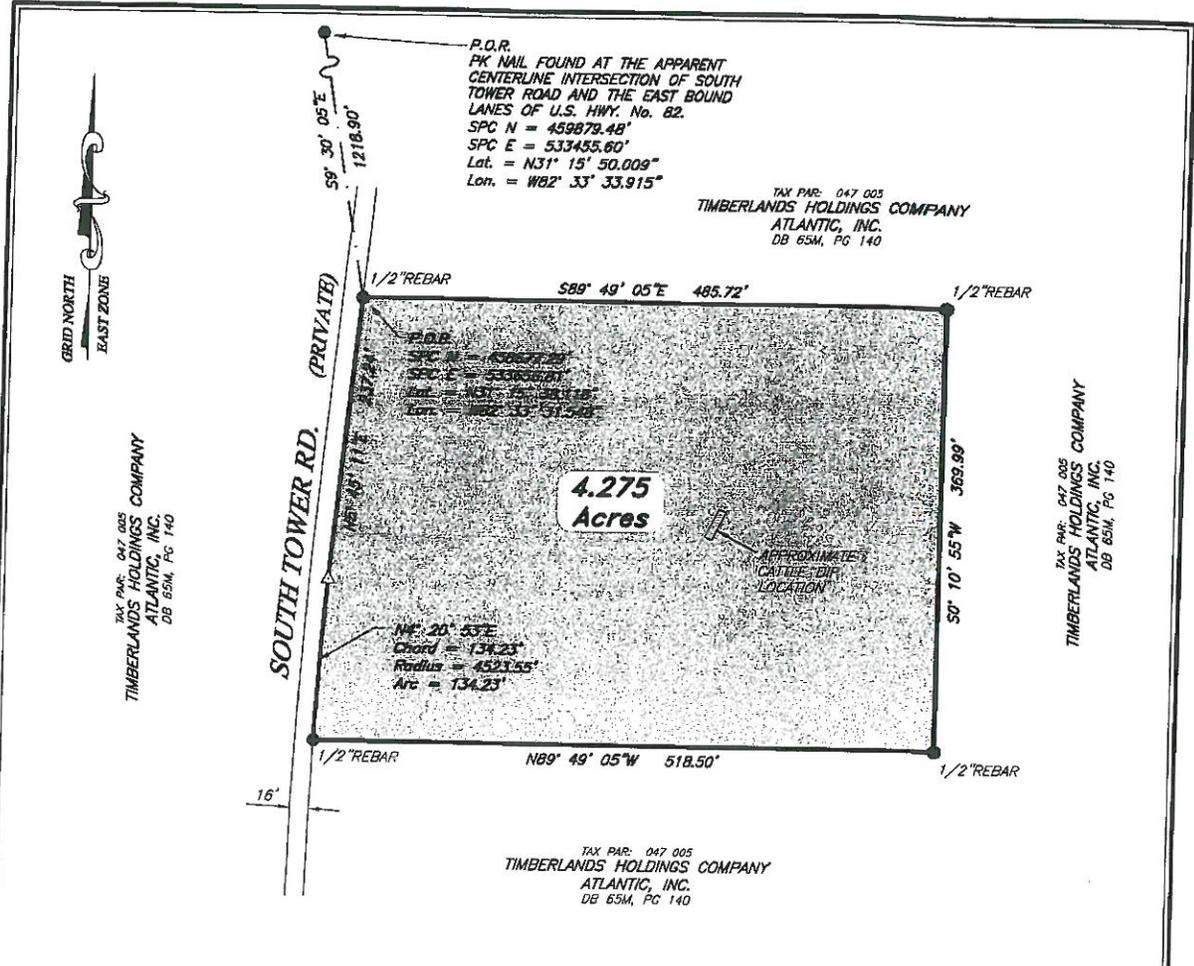
Commencing at a PK Nail found at the apparent centerline intersection of South Tower Road and the East bound lanes of U. S. Hwy. No. 82 having State Plane Coordinates of North 459879.48' and East 533455.60'; THENCE South 09° 30' 05" East for a distance of 1218.90' to a ½ inch rebar found on the Eastern edge of South Tower Rd., having State Plan Coordinates of North 458677.29' and East 533656.81', this being the "Point of Beginning" of this parcel;

THENCE South 89° 49' 05" East for a distance of 485.72' to a ½ inch rebar found; THENCE South 00° 10' 55" West for a distance of 369.99' to a ½ inch rebar found; THENCE North 89° 49' 05" West for a distance of 518.50' to a ½ inch rebar found on the Eastern edge of South Tower Road; THENCE along a curve to the right with a chord bearing and distance of North 04° 20' 53" East 134.23' and a radius of 4523.55' with an arc distance of 134.23' along said edge of road to a point; THENCE North 05° 45' 11" East for a distance of 237.24' along said edge of road back to the "Point of Beginning" of this parcel;

Said parcel having 4.275 Acres.

Exhibit B
Map of the Property

BOOK 697 PAGE 118



LEGAL DESCRIPTION

All that tract or parcel of land lying and being in Land Lot 97 of the 8th Land District of Ware County, Georgia, being more particularly described as follows;

Commencing at a PK Nail found at the apparent centerline intersection of South Tower Road and the East bound lanes of U. S. Hwy. No. 82 having State Plane Coordinates of North 459879.48' and East 533455.60'; THENCE South 09° 30' 05" East for a distance of 1218.90' to a 1/4 inch rebar found on the Eastern edge of South Tower Rd., having State Plane Coordinates of North 458677.29' and East 533656.81, this being the "Point of Beginning" of this parcel;

THENCE South 89° 49' 05" East for a distance of 485.72' to a 1/4 inch rebar found; THENCE South 00° 10' 55" West for a distance of 369.89' to a 1/4 inch rebar found; THENCE North 89° 49' 05" West for a distance of 518.50' to a 1/4 inch rebar found on the Eastern edge of South Tower Road; THENCE along a curve to the right with a chord bearing and distance of North 04° 20' 53" East 134.23' and a radius of 4523.55' with an arc distance of 134.23' along said edge of road to a point; THENCE North 05° 45' 11" East for a distance of 237.24' along said edge of road back to the "Point of Beginning" of this parcel;

Said Parcel having 4.275 Acres.

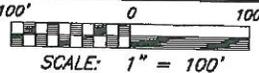
SURVEYOR'S NOTES

- 1: Horizontal coordinates shown are NAD83 State Plane Coordinates, EAST Zone as determined from a RTK GPS Survey using dual frequency TOPCON HIPER V receivers with data reduction via the NGS Web Site to NGS CORS Stations. Distances shown are ground distances obtained from grid measurements. Grid to Ground was computed using a Combined Scale Factor of 1.00008598739.
- 2: In my opinion, this plat of survey did not require approval pursuant to O.C.G.A. Section 15-06-67 (d).
- 3: Any certification expressed or implied herein applies only to the individual(s), association(s), agency(s), and/or corporation(s) explicitly listed.
- 4: All iron pins set are 5/8 inch diameter rebar 18 inches long, capped and stamped "RLS 2934".
- 5: True Point Surveying and the Land Surveyor whose seal is affixed hereto do not guarantee that all easements which may affect this property are shown.

Boundary Survey for
RAYONIER ATLANTIC TIMBER COMPANY
t/k/a **TIMBERLANDS HOLDING COMPANY ATLANTIC, INC., its affiliates and related companies and their successors or assigns.**



LAND LOT:	97	LAND DIST.	8th	COUNTY:	WARE	CITY:		STATE:	GEORGIA	PLAT DATE:	JAN. 19, 2015
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CRAIG BARGSTADT
 GA. R.L.S. No. 2934
 CELL: (912)539-0910



TRUE POINT SURVEYING
 637 PAT DIXON RD.
 HAZLEHURST, GA 31539
 OFFICE: (912)551-9172

INSTRUMENT:	GPT3000
FIELD CLOSURE:	1/22,300
ANGLE CLOSURE:	02"/ANGLE
ADJUSTMENT:	COMPASS
PLAT CLOSURE:	1/308,889
SURVEY DATE:	JAN. 2015
REFERENCE JOB:	NONE
IRON PIN/PIPE FOUND	●
IRON PIN SET	○
CONC. MONU. FOUND	■
CONC. MONU. SET	□
NO CORNER FOUND/SET	△
JOB NUMBER:	15004

This survey was prepared in conformity with The Technical Standards for Property Surveys in Georgia as set forth in Chapter 180-7 of the Rules of the Georgia Board of Registration for Professional Engineers and Land Surveyors and as set forth in the Georgia Plat Act O.C.G.A. 15-6-67.



Environmental Affairs

August 11, 2015

Sharon Ryan
Senior V. P., General Counsel
And Corporate Secretary
International Paper
6400 Poplar Avenue
Memphis, TN 38197

Subject: Waycross Georgia Cattle Dipping Vat - HSI Number 10907
Recorded Uniform Environmental Covenant

Dear Ms. Ryan,

Rayonier Atlantic Timber Company f/k/a Timberlands Holding Company Atlantic, Inc., a Delaware corporation owns timberland property in Ware County, Georgia that is the site of a former cattle dipping vat listed on the State of Georgia Hazardous Site Inventory ("Property"). This is to inform you that as a "party with interest in the property" International Paper (IP) is entitled to a file-stamped copy of the final Uniform Environmental Covenant (UEC) recorded for this site. As defined under Item 8 of the UEC we are providing that document for your records. No response on the part of IP is required however, should you have questions about the covenant, my contact information is enclosed.

Sincerely,

A handwritten signature in cursive script that reads "Janet Price".

Janet Price
Environmental Affairs Manager
Rayonier Inc.
1901 Island Walkway
Fernandina Beach, FL 32034
(904) 321 5590



Environmental Affairs

August 11, 2015

C. Brown Edwards, Jr.
Registered Agent
Madison-Hamilton Timberlands
of Georgia, LLC
240 Third St.
Macon, GA 31201

Subject: Waycross Georgia Cattle Dipping Vat - HSI Number 10907
Notice of Proposed Uniform Environmental Covenant

Dear Mr. Edwards,

Rayonier Atlantic Timber Company f/k/a Timberlands Holding Company Atlantic, Inc., a Delaware corporation owns timberland property in Ware County, Georgia that is the site of a former cattle dipping vat listed on the State of Georgia Hazardous Site Inventory (Property). This is to inform you that as a "party with interest in the property" Madison-Hamilton Timberlands is entitled to a file-stamped copy of the final Uniform Environmental Covenant (UEC) recorded for this site. As defined under Item 8 of the UEC we are providing that document for your records. No response on the part of MHT is required, however, should you have questions about the covenant, my contact information is enclosed.

Sincerely,

A handwritten signature in cursive script that reads "Janet Price".

Janet Price
Environmental Affairs Manager
Rayonier Inc.
1901 Island Walkway
Fernandina Beach, FL 32034
(904) 321 5590

cc: Madison-Hamilton Timberlands of Georgia, LLC