

**MEMORANDUM OF AGREEMENT
BETWEEN THE U.S. FOREST SERVICE, HUMBOLDT-TOIYABE NATIONAL
FOREST (USFS),
NEVADA HISTORIC PRESERVATION OFFICER (SHPO) AND
MT. HAMILTON, LLC (MHLLC)
REGARDING THE
CENTENNIAL-SELIGMAN MINING PROJECT PLAN OF OPERATIONS**

WHEREAS, Mt. Hamilton LLC (MHLLC) has submitted a plan of operations to the USFS to conduct mining in the Mt. Hamilton vicinity on lands administered by the USFS (the Mine) in White Pine County, Nevada; and

WHEREAS, the Mine is an undertaking subject to review under Section 106 (Section 106) of the National Historic Preservation Act (NHPA), 16 U.S.C. § 470f, and its implementing regulations, 36 CFR Part 800; and

WHEREAS, MHLLC has also proposed a processing facility located on nearby private lands (the Processing Facilities). Because the Processing Facilities will process ore from the Mine, the USFS has determined that the Mine may have adverse effects to historic resources located on private lands subject to construction for the Processing Facilities; and

WHEREAS, the USFS, in consultation with the SHPO, has defined the Mine's area of potential effect (APE) as described in Appendix A; and

WHEREAS, the USFS has determined that the Mine will have an adverse effect on two historic properties determined eligible for the National Register of Historic Places (NRHP) (one such property eligible solely under criterion d, and one under criteria a, c, and d), and the USFS has consulted with the SHPO pursuant to 36 CFR part 800; and

WHEREAS, in accordance with 36 CFR Part 800, the USFS acknowledges and accepts the advice and conditions outlined in the Advisory Council on Historic Preservation's (ACHP) "Recommended Approach for Consultation on the Recovery of Significant Information from Archeological Sites," published in the Federal Register on May 18, 1999; and

WHEREAS, the USFS has notified the ACHP of the adverse effect of the Mine on historic properties, but has not invited the ACHP to participate in consultation because the Mine does not meet the regulatory requirements for its participation (36 CFR Part 800.6.a.1.i.(a-c)); and

WHEREAS, the USFS has consulted with MHLLC regarding the effects of the Mine on historic properties and has invited them to sign this Memorandum of Agreement (MOA) as an Invited Signatory; and

WHEREAS, the Signatories and Invited Signatory (referred to collectively as Parties or individually as Party) agree that there is potential for the recovery of significant information from the historic properties listed above, and that such recovery should be accomplished in accordance with the published guidance; and

WHEREAS, the Parties agree that it is in the public interest to implement this MOA to recover significant information from archaeological sites to mitigate the adverse effects of the Mine; and

WHEREAS, the USFS has consulted with the Ely Shoshone Tribe, the Duckwater Shoshone Tribe, the Yomba Shoshone Tribe and the Confederate Tribes of the Goshute Indian Reservation (Tribes) and invited them to participate in the MOA and sign as Concurring Parties; and

WHEREAS, to the best of our knowledge and belief, no Native American human remains, associated or unassociated funerary objects or sacred objects, or objects of cultural patrimony as defined in the Native American Graves Protection and Repatriation Act (25 U.S.C. 3001), are expected to be encountered in the archaeological work; and

NOW, THEREFORE, the USFS, SHPO and MHLLC agree that the Mine shall be implemented in accordance with the following stipulations in order to take into account the effect of the Mine on historic properties.

I. IDENTIFICATION AND EVALUATION

A. MHLLC will bear the expense of identification, evaluation and treatment (if any) of all historic properties directly or indirectly affected by the Mine. Such costs shall include, but not be limited to, pre-field planning, fieldwork, post-fieldwork analysis, research and report preparation, interim and summary report preparation, and the cost of curating project documentation and all activities described in the Treatment Plan. If MHLLC withdraws project applications for the Mine, then MHLLC shall incur no further expense except for completing fieldwork and post-fieldwork activities (production of final inventory, tests and data recovery reports covering the description and analysis of data, and the curation of materials) that has occurred as of the date of withdrawal.

B. The cultural resource management (CRM) firm hired by MHLLC does (and any other CRM firm hired by MHLLC shall) meet the USFS's and the Secretary of the Interior's Professional Qualifications standards.

C. Class III inventories designed to identify all historic properties potentially affected (directly or indirectly) by the Mine have been conducted by the CRM firm and submitted to the USFS for review. Upon approval, the USFS shall submit such reports to the SHPO for comment and concurrence on the USFS's eligibility determinations.

II. HISTORIC PROPERTIES TREATMENT PLAN

A. A Historic Properties Treatment Plan (Treatment Plan) has been developed by the CRM firm hired by MHLLC and submitted to the USFS for review. The USFS will review and upon its approval of the Treatment Plan USFS will submit the Treatment Plan to SHPO for review and comment.

B. If the USFS, in consultation with SHPO, requires changes to the Treatment Plan, MHLLC shall cause the CRM firm to make such changes. Upon USFS approval of the

final revised Treatment Plan, MHLLC shall cause the CRM firm to execute the treatment plan in accordance with its terms.

C. Upon completion of the Treatment Plan, MHLLC will cause the CRM firm to complete a draft treatment report, as set forth in the final Treatment Plan. The USFS will review the draft treatment report. Upon USFS approval of the draft treatment report, the USFS will submit the draft treatment report to SHPO for review and comment.

D. Treatment may be completed in phases in accordance with a schedule developed by MHLLC, the USFS, and SHPO, with historic properties within the private lands containing the Processing Facilities surface disturbances undergoing treatment first. The level of mitigation required for each property will be set forth in the Treatment Plan, with the intent that at the expiration of this MOA no historic properties shall remain untreated on the private land housing the Processing Facilities.

III. CONSTRUCTION AND AVOIDANCE

A. Private Lands: MHLLC shall continue to avoid historic properties on the Private Lands, in accordance with this Stipulation III.A, until the fieldwork activities specified in the Treatment Plan are completed. USFS will provide MHLLC with a Notice to Proceed (NTP) after USFS, in consultation with SHPO, has reviewed the mitigation to ensure compliance with the Historic Properties Treatment Plan. To ensure compliance, the following will be carried out:

1. The CRM firm hired by MHLLC will provide USFS with a summary of fieldwork after any historic property or series of historic properties has been mitigated according to the Historic Properties Treatment Plan.
2. USFS shall review the summary.
3. USFS shall provide a copy of the summary to SHPO.
4. SHPO shall review the summary. If SHPO concurs or does not respond within two working days of receipt, USFS shall assume concurrence and issue the NTP.
5. MHLLC shall not begin any ground disturbing activities within any avoidance zone (as defined in Stipulation III.A.8.c below) for any historic property (or contributing element thereto) until USFS issues a NTP for the property. For purposes of this MOA, all identified features within the Monte Cristo townsite and the prehistoric property (Site number 26WP-2963) shall be treated as contributing elements to the eligibility of such properties until determined otherwise by the USFS, in consultation with SHPO, and such features will each be protected by avoidance zones as described in Stipulation III.A.8.c.
6. The locations of historic properties listed above, and all identified features, have been identified on Appendix B to ensure their avoidance until

treatment is deemed complete. MHLLC hereby agrees to protect and secure access to this information until the USFS and SHPO have deemed implementation of the Treatment Plan complete in accord with Stipulation III.A.1-4 above. Notwithstanding the foregoing, MHLLC may provide information about the location of avoidance zones to such employees and contractors as is necessary to protect historic resources.

7. USFS may issue a NTP for portions of the APE.
8. To accomplish avoidance on the Private Lands, MHLLC will avoid conducting ground-disturbing activities within the avoidance areas except as follows:
 - a. MHLLC may conduct non-surface disturbing activities, such as (but not limited to) collection of data, monitoring of wells, equipment maintenance, mapping, planning, surface sample collection, etc.
 - b. MHLLC may conduct surface disturbing activities that do not involve any new surface disturbance, such as (but not limited to):
 - i. Maintenance or grading of existing roads within the existing road prism, where such activity would not increase the amount of surface disturbance or footprint of such road; and
 - ii. Drilling, staging of equipment, underground mining and other potentially surface-disturbing activity that is conducted solely on modern surface disturbance (for the purpose of this MOA “modern” is defined as less than 50 years in age), whether or not such modern surface disturbance is within an identified site or historic property boundary.
 - c. MHLLC may conduct new surface disturbance outside of specifically designated avoidance zones. The standard avoidance zone shall be 50 feet surrounding any feature of a historic property. If MHLLC wishes to conduct new surface disturbance within an avoidance zone, MHLLC shall contact the USFS to request such modification USFS, in consultation with SHPO, shall consider the request and provide MHLLC with its determination.
 - d. Prior to initiating surface disturbing activities, the CRM firm shall place flagging or fencing between the activity and the avoidance area. If the USFS, in consultation with MHLLC, determines that signs are necessary, they should read “environmentally sensitive area.” MHLLC shall ensure that personnel and contractors are aware of the avoidance areas, and that all personnel have been briefed regarding these avoidance areas.

B. USFS Lands: MHLLC designed the Mine to avoid direct effects to historic properties, as reflected in the Plan of Operations. Historic properties within the Mine boundary are defined as avoidance zones, and are depicted on Appendix C. The USFS shall ensure that they will be avoided by all undertaking activities by ensuring that MHLLC complies with the following:

1. Prior to the initiation of the Mine, the CRM firm shall place flagging or fencing between the activity and the avoidance zone. If the USFS, in consultation with MHLLC, determines that signs are necessary, they should read “environmentally sensitive area.” MHLLC shall ensure that personnel and contractors are aware of the avoidance zones, and that all personnel have been briefed regarding these avoidance zones.
2. USFS shall provide MHLLC with the location of historic properties on Forest Lands as described above to ensure their avoidance. MHLLC shall protect, secure, and restrict access to this sensitive information. MHLLC shall not share this information with others without prior consent in writing from USFS.

IV. MONITORING

The USFS, in consultation with SHPO, may require monitoring by an archaeological contractor meeting the USFS and the Secretary of the Interior’s Standards for activities involving new surface disturbance within an avoidance zone. Such monitor may be a qualified employee of the CRM firm. MHLLC shall be responsible for such monitoring costs. If during ongoing tribal consultation the Tribes identify a property of religious or cultural importance that the USFS determines may be adversely affected by the Mine, the USFS may require additional monitoring.

V. DURATION

This MOA will expire when the stipulations are completed or in ten (10) years from the date of its execution, whichever comes first.

VI. POST-REVIEW DISCOVERIES

If potential historic properties are discovered that were not identified in previous surveys, or unanticipated effects on historic properties on federal or private land are found, the USFS shall implement the following procedure:

- A. USFS shall notify the SHPO, the Tribes, and other consulting parties as appropriate, within one (1) working day of the discovery or unanticipated effect notification, and consider their initial comments on the situation. Within two (2) working days after initial discovery, USFS shall notify SHPO or other consulting parties, of the decision to either allow MHLLC activities to proceed or to require further evaluation and/or mitigation.

B. If USFS, in consultation with SHPO, determines that mitigation for discoveries or unanticipated impacts is required, USFS shall solicit comments from SHPO, Tribes, and other consulting parties, as appropriate, to develop mitigating measures. SHPO, Tribes, and other consulting parties, as appropriate, will have two (2) working days to provide USFS with comments on the nature and extent of mitigative efforts. Within seven (7) working days of initial SHPO notification, USFS will inform SHPO of the nature of the mitigation required, and ensure that such mitigative actions are implemented before allowing MHLCC activities to resume.

C. USFS shall ensure that reports of mitigation efforts for discoveries or unanticipated impacts are completed in a timely manner and conform to the Department of Interior's Formal Standards for Final Reports of Data Recovery Program (42 FR 5377-79). Drafts of such reports shall be submitted to the SHPO for a fifteen (15) day review and comment period. USFS will submit final reports to the SHPO, other Signatories, Tribes, and other consulting parties, as appropriate for informational purposes.

D. Any disputes or objections arising during a discovery or unanticipated effect situation regarding the treatment of historic properties that cannot be resolved by USFS and SHPO shall comply with Stipulation VIII below.

E. MHLCC-related activities in the area of the discovery or unanticipated impact will be halted until the USFS Authorized Officer in writing notifies MHLCC that mitigation is complete and activities can resume.

For Native American human remains discovered on USFS-administered lands, the USFS will follow the provisions of Native American Graves Protection and Repatriation Act (NAGPRA) (25 U.S.C. § 3001). For Native American remains found on non-federal lands, the USFS and MHLCC will follow applicable state and local laws NRS 383.400-383.430.

VII. REPORTING

The CRM firm hired by MHLCC to implement the Treatment Plan will provide the USFS with a report as each phase is completed (as indicated in Stipulation II.D). This report shall include any scheduling changes proposed, any problems encountered, and any disputes and objections received in the USFS's efforts to carry out the terms of this MOA.

VIII. DISPUTE RESOLUTION

A. Should any Party to this MOA object at any time to any actions proposed or the manner in which the terms of this MOA are implemented, the USFS shall consult with such Party to resolve the objection. If the USFS determines that such objection cannot be resolved, the USFS shall refer the matter to the ACHP for comment. The Parties may carry out all other actions subject to the terms of the MOA that are not the subject of dispute.

B. Nothing in this MOA shall waive or otherwise limit any of the Parties' administrative or judicial remedy or right of review available under applicable law or regulations.

IX. AMENDMENT

Any Party to this MOA may request that it be amended, whereupon the Parties will consult to consider such amendment. The amendment will be effective on the date a copy signed by all of the Parties is filed with the ACHP.

X. TERMINATION

If any Party to this MOA determines that its terms will not or cannot be carried out, that Party shall immediately consult with the other Parties to develop an amendment per Stipulation IX, above. If within thirty (30) days (or another time period agreed to by all Parties) an amendment cannot be reached, any Party may terminate the MOA upon written notification to the other Parties.

Once the MOA is terminated, and prior to work continuing on the Mine within 30 meters of a historic property and for which the USFS has determined Section 106 has not been satisfied, the USFS must either (a) execute an MOA pursuant to 36 CFR § 800.6, or (b) request, take into account, and respond to the comments of the ACHP under 36 CFR § 800.7. The USFS shall notify the Parties as to the course of action it will pursue.

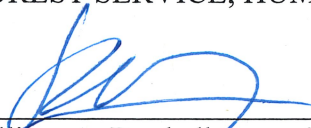
XI. NATURE OF MHLLC CONTRACTUAL OBLIGATIONS.

The contractual obligations of MHLLC created by this MOA are enforceable only by the USFS against MHLLC. This MOA creates no contractual right or obligation between MHLLC and any other person or entity, including any other Signatory (other than the USFS), or any Concurring Parties, Tribe, or member of the public. Nothing herein shall limit any person's or entity's rights, if any, under the NHPA or the Administrative Procedure Act.

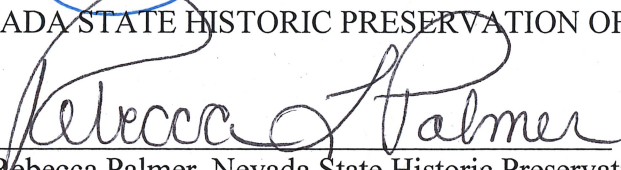
EXECUTION of this MOA by the USFS, SHPO, and MHLLC and implementation of its terms, evidence that the USFS has taken into account the effects of this undertaking on historic properties and fully satisfied its obligations under Section 106 of NHPA as amended and its implementing regulations.

SIGNATORIES:

U.S. FOREST SERVICE, HUMBOLDT-TOIYABE NATIONAL FOREST

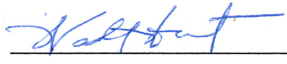
By:  Date: 3/30/14
William A. Dunkelberger, Supervisor

NEVADA STATE HISTORIC PRESERVATION OFFICER

By:  Date: 4/3/14
Rebecca Palmer, Nevada State Historic Preservation Officer

INVITED SIGNATORY:

MT. HAMILTON LLC

By:  COO Date: 3/25/2014

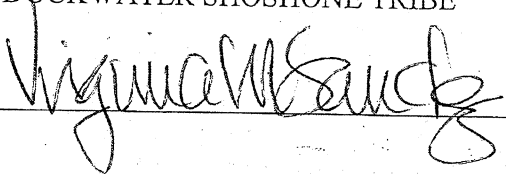
CONCURRING PARTIES:

THE ELY SHOSHONE TRIBE

By: _____

Date: _____

THE DUCKWATER SHOSHONE TRIBE

By: 

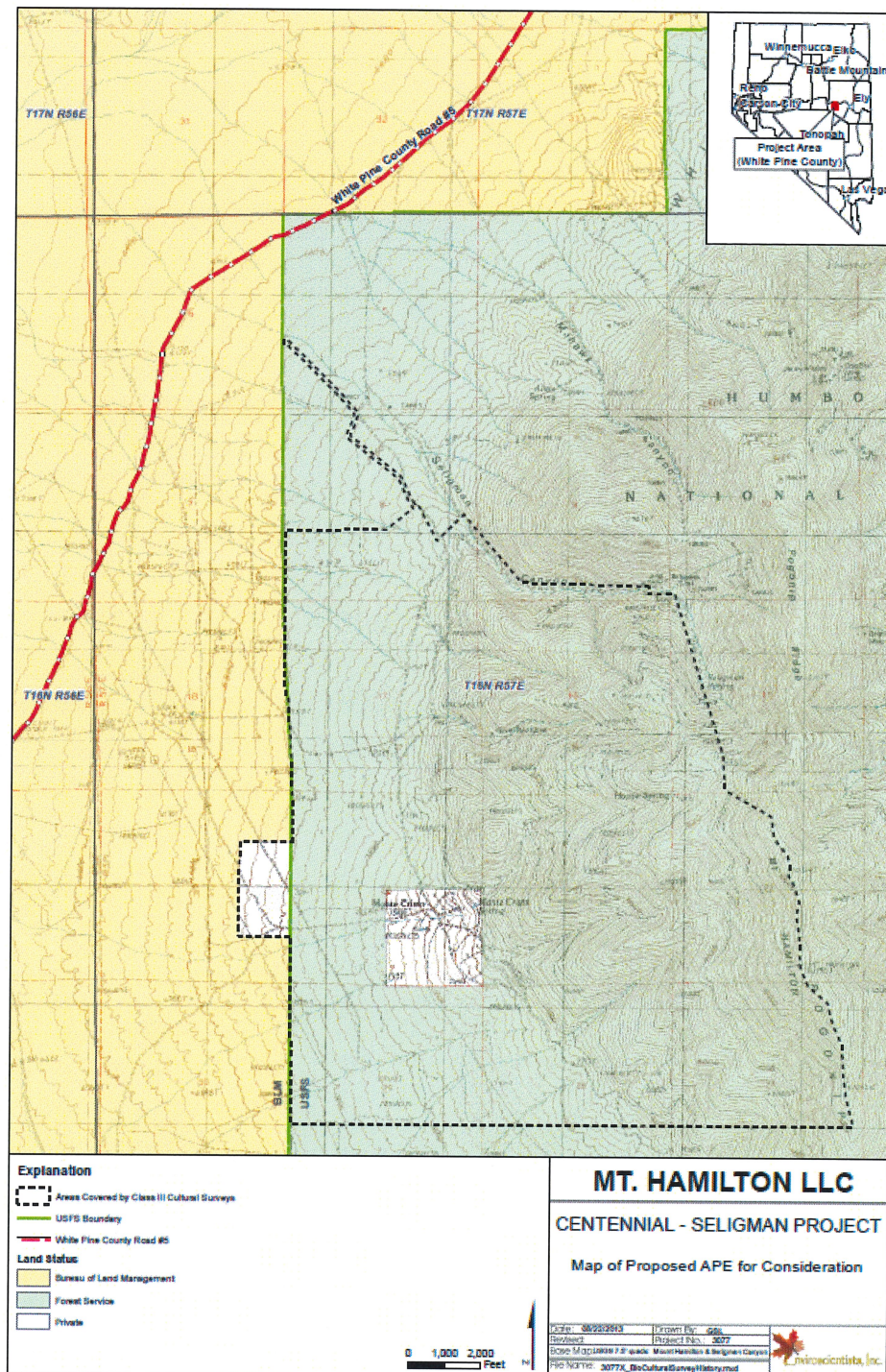
Date: 1/14/2014

THE CONFEDERATED TRIBES OF THE GOSHUTE INDIAN RESERVATION

By: _____

Date: _____

APPENDIX A: AREA OF POTENTIAL EFFECT (APE)



APPENDIX B
PRIVATE LAND AVOIDANCE AREAS

This attachment contains information that may be exempt from
Freedom of Information Act requests.

Please consult the appropriate federal agency to obtain this information.

APPENDIX C
USFS AVOIDANCE AREAS

This attachment contains information that may be exempt from
Freedom of Information Act requests.

Please consult the appropriate federal agency to obtain this information.