

EXHIBIT 9

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September 15, 2005

Laurel Mountain Preserve LLC
131 Garren Creek Road
Fairview NC, 28730

RE: Conservation Easement Project Proposal

Dear Nadel:

This letter serves as the Carolina Mountain Land Conservancy's proposal for preparing and holding a conservation easement on your 169 acre property on Laurel Mountain Trail near Black Mountain in Buncombe and McDowell Counties constituting tax parcel number(s) _____. We are especially delighted to have the opportunity to work with you to protect the land due to its high quality natural resources. The easement would encompass your entire property and be designed to protect the property's most sensitive natural and scenic resources, such as the creeks, steep slopes, woodlands and scenic public views.

We will work with you to prepare a deed or agreement of conservation easement that meets your conservation objectives, CMLC's standards and the IRS requirements for qualified conservation donations, using CMLC's standard easement document (*sample copy enclosed*). The document will be designed to permanently protect the property's most sensitive natural resources and will contain our customary environmental protection clauses. The easement will list any reserved rights for you, the landowner, as well as generally permitted and prohibited activities on the property.

CMLC's "Frequently Asked Questions" document (*enclosed*) provides you with general information regarding conservation easements and the role of CMLC in preparing and monitoring them, as well as other costs that you may incur in regards to this project. We encourage you to read the "Frequently Asked Questions" thoroughly and contact us with any questions you may have.

By accepting the donation of a conservation easement, CMLC agrees to monitor, and enforce if necessary, the terms of the easement in perpetuity. In order to fund this perpetual obligation, the land trust has created two endowment funds – one for stewardship (to fund annual property monitoring, educating new owners of your land about the easement, etc.) and one for legal defense of the easements. Contributions to the stewardship fund depend on various factors, i.e. size of easement, location, etc. For your property, we are asking for a \$27,530 donation to cover stewardship, legal defense, as well as boundary delineation. (*Please see the enclosed Stewardship Endowment Contribution worksheet*). This endowment donation would be treated as a charitable contribution and would not be needed until the easement is signed and recorded. The contributions can be

made in a variety of ways, including the donation of publicly traded securities or by a bequest. If you wish to spread the contributions over time, we would ask you to provide us with a pledge letter to that effect. Please see the “Frequently Asked Questions” for further discussion of easement endowments, or if you have any questions, please contact me and I’ll be happy to talk with you.

Once CMLC receives your signed copy of this letter, we will commence working with you and your legal counsel to draft a conservation easement document that reflects your goals and the mission of CMLC and that meets the requirements of the Internal Revenue Code for a “qualified conservation easement.” There are several items that we need in order to complete an easement on your property, as follows:

1. Baseline Documentation Report – *already completed by Equinox Environmental Consultation and Design, Inc.*
2. Title Report – please provide us a copy of the title insurance for your property or a title report from your attorney.
3. Survey – please provide us with a survey and legal description of your property. If you do not have a survey of your land, please contact CMLC to discuss this matter.
4. Mineral Rights – if you do not own 100% of the mineral rights associated with your property, you need to secure a report from a qualified geologist that assesses the likelihood of surface mineral development on your property. If this assessment does not conclude that the possibility of surface mining is so remote as to be negligible, the easement will not qualify under the Internal Revenue Code and CMLC cannot accept a donation of your easement.
5. Appraisal – if you are seeking federal and/or state tax benefits for the donation of your conservation easement, you will need to secure a qualified appraisal of the easement value to submit with your tax returns. CMLC will need a copy of the appraisal for our files, and your appraiser will need to complete the appraisal portion of IRS Form 8283 before we can sign that tax document evidencing your donation. We advise landowners to carefully review appraisals of conservation easement values for tax purposes, and to note that **CMLC’s signing of Form 8283 for federal taxes does not represent agreement with the claimed fair market value of the property.** Be aware that the IRS can attach penalties for the overvaluation of a donation on an income tax return or the undervaluation of land subject to a conservation easement on a gift or estate tax return. CMLC recommends using experienced appraisers to reduce the possibility of such penalties, and can provide a list upon request.
6. If your property is subject to a mortgage, your lender must subordinate their loan to the terms of the conservation easement in order for the easement to qualify for federal and/or state tax benefits and to qualify as an easement CMLC can accept. CMLC can provide you with our model Subordination Agreement for use by your lender if necessary.

7. CMLC does not provide its landowner partners with legal or financial advice as to the consequences of placing a conservation easement on their property; therefore, we strongly recommend that you consult with your legal and/or financial advisors with respect to the easement.

On a more personal note, please let me express how wonderful it will be for Carolina Mountain Land Conservancy to work with you as partners to help conserve your special property. By protecting the natural attributes of your land, you will be helping our community retain its unique character and leave a lasting legacy for generations to come. I continue to be amazed and heartened by the generosity and conservation ethic of landowners such as you who voluntarily protect their property.

When you sign and return this letter, CMLC will begin work on the project (*an extra copy is enclosed for your records*). Please call with any questions you may have with respect to this information or with respect to the conservation easement process in general. We look forward to working with you to achieve our mutual conservation goals. Enclosed you will find a first draft of our easement document. Please call with any questions.

Sincerely,

Reggie Hall
Director of Land Protection

CC: Bob Deutsch

Enclosures:

- Sample Easement Document
- "Frequently Asked Questions"
- Stewardship Endowment Contribution worksheet
- Copy of Letter

I have received and reviewed the information regarding the Carolina Mountain Land Conservancy's procedures for working with me/us to place a conservation easement on my/our property.

Landowner(s)

Date