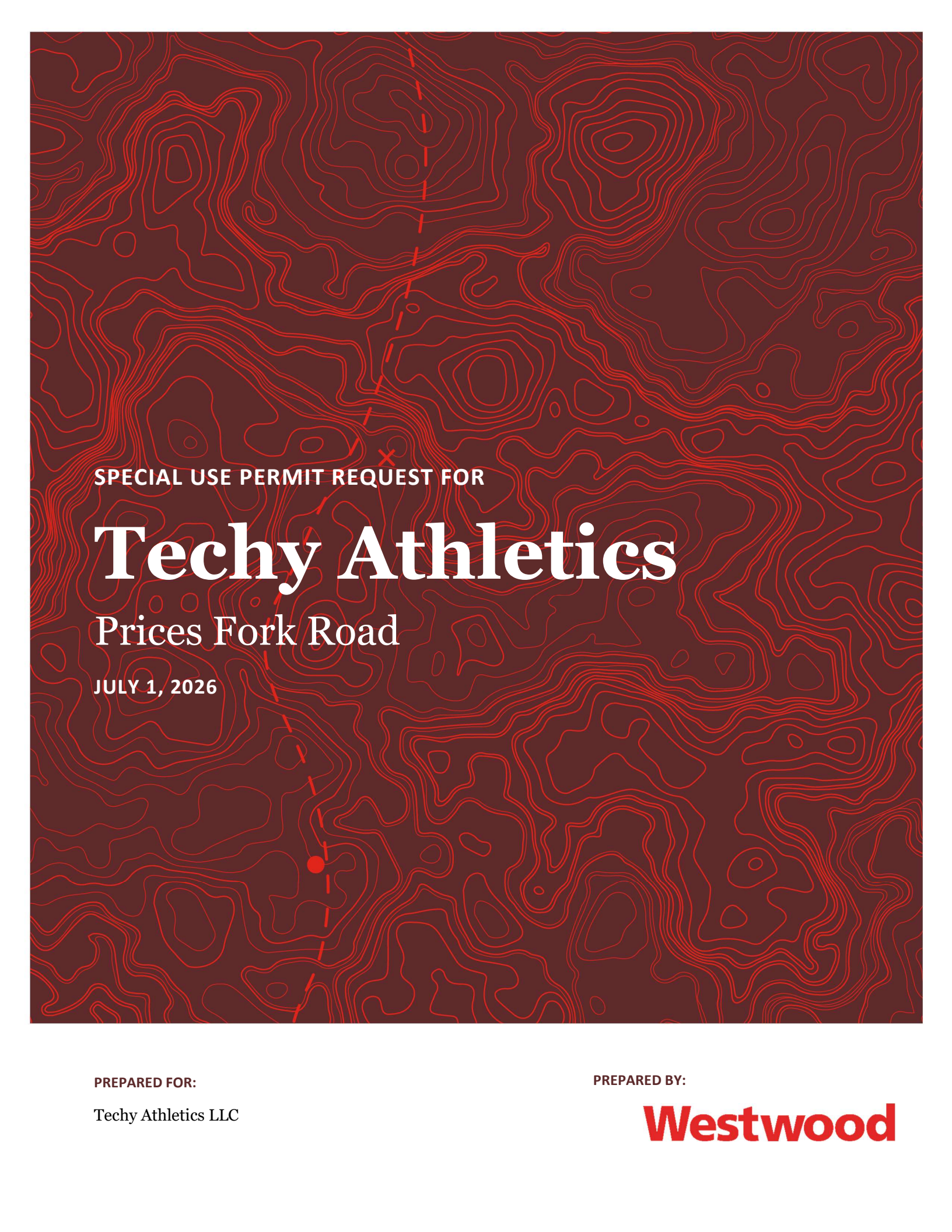




SPECIAL USE PERMIT REQUEST FOR

Techy Athletics

Prices Fork Road

JULY 1, 2026

PREPARED FOR:

Techy Athletics LLC

PREPARED BY:

Westwood



Special Use Permit

Techy Athletics

Montgomery County, Virginia

Prepared For:

Techy Athletics LLC
4820 Prices Fork Rd
Christiansburg, VA 24073
(540) 493-3366

Prepared By:

Westwood Professional Services
80 College Steet, Ste H
Christiansburg, VA 24073
(540) 381-4290

Project Number: R008099.00

Date: August 24, 2026

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1.0 Executive Summary

1.1 Proposal

The applicant proposes to develop a 6,000-square-foot wrestling facility. The project includes a single-story building with rear parking (41 spaces), a dedicated access drive, and on-site stormwater management. The site will connect to public water while utilizing a private septic system. As the properties reside in the A1 zone, the applicant is requesting a Special Use Permit to allow this ‘school of special instruction.’

1.1.1 Design

The proposed structure will front Prices Fork Road with a setback of 40.7 feet. Access will be provided via a 20-foot access road situated just north of the building, which leads to a rear lot accommodating 41 parking spaces. Additionally, a dedicated stormwater management facility will be established just south of the parking area, and the building's exterior is currently planned as a plain metal facade.

Regarding site utilities and infrastructure, the property lacks public sewer service and will rely on an on-site septic system. However, the facility will connect directly into the public water network, eliminating the need for an on-site well system

1.1.2 Included Properties

The following table briefly describes the properties included in the special use permit request. Please note the acreages provided are approximate:

Table 1.1.2 - Properties Proposed for Special Use Permit

Parcel ID	Tax Map ID	Existing Acreage	Existing Use	Zoning	Proposed Use
023160	064- 5 3A	8.055	Vacant	A1	School of Special Instruction
120284	064- 5 3F	2.760	Vacant	A1	School of Special Instruction
021842	064- A 4A	0.931	Vacant	A1	School of Special Instruction
024555	064- A 3D	0.875	Vacant	A1	School of Special Instruction
023157	064- A 3	0.201	Vacant	A1	School of Special Instruction
Total Site		12.822	Vacant	A1	School of Special Instruction

The lot lines between parcels 024555, 120284, and 023157 shall be vacated during the site plan process to allow for the development as proposed.

1.2 Comprehensive Plan

The proposal is consistent with the County’s Comprehensive Plan, particularly goals related to recreation and economic development. The facility supports community health by providing dedicated

athletic space and encourages active lifestyles. It also contributes to economic diversification by introducing a specialized recreational service and supporting small business opportunities.

1.3 Land Use

The project is compatible with surrounding uses due to its modest scale, significant setbacks, and placement along a major roadway. The design minimizes impacts through screened parking, controlled access, and on-site stormwater management.

1.4 Operating Hours

The proposed wrestling facility is planning to operate approximately from 4pm to 9pm every weekday to capture the after school market. The facility also plans to host various training clinics for students on weekends. However, those will be on an as scheduled basis and not necessarily every weekend.

2.0 Comprehensive Plan

2.1 Consistency

The proposed project aligns with the county’s comprehensive plan goals for both recreation and economic development. By introducing a specialized athletic space, the project fosters community health and encourages active living habits among county residents. While the site sits outside a designated village district, its close proximity to the Prices Fork Village area ensures it will serve as a valuable recreational asset for the surrounding community. Furthermore, the layout is designed with long-term compatibility in mind; it features an organized footprint with 41 rear parking spaces, a dedicated stormwater management facility, and a flexible site design that allows for planned future building expansion across multiple adjacent parcels.

From an economic perspective, the facility supports regional resilience by diversifying the local economy with a niche athletic and recreational service. Operating as a small business, the development serves as a practical hub for economic incubation that can support secondary micro-businesses, including private coaching, specialized physical therapy, and sports retail. Additionally, the project expands the local tax base by transforming the existing parcels into a fully utilized commercial asset. By addressing an underserved fitness need while bolstering the local economy, this development directly enhances the county’s overall quality of life and furthers its vision as a highly desirable place to live and work.

2.2 Policies

2.2.1 Recreation

Recreation Goals & Strategies

Policy	Text	Compatibility
Goal A	<i>“Foster community health through active living.”</i>	This facility will provide greater recreation opportunities for County residents.
R.A.5	<i>“[Foster] active and passive recreational spaces in new communities.”</i>	Although not within a village district or a new community, the proximity of this site to the Prices Fork Village area will contribute to the recreational space for that area.
R.A.6	<i>“[Encourage] active living habits for County residents.”</i>	As a recreational facility, this development will support this strategy.

2.2.2 Economic Development

Economic Development Goals & Strategies

Policy	Text	Compatibility
Goal B	<i>“Diversify the County’s economy and workforce for a more resilient region that does not rely on too few industries.”</i>	The wrestling facility introduces a specialized athletic and recreational service to the area, moving beyond traditional commercial or industrial sectors.
ED.B.1	<i>“[Provide] opportunities for small business incubation.”</i>	Operating as a niche athletic facility, the project serves as a practical example of small business incubation. It establishes a localized service hub that can foster secondary micro-businesses, such as private athletic coaching, specialized physical therapy, or sports retail.
Goal C	<i>“Promote economic development in the region by... providing diverse economic opportunities and meeting the needs of all county residents.”</i>	The facility addresses underserved recreational and fitness needs of county residents. By designing a flexible site layout that accommodates future buildings across multiple adjacent parcels, the project sets the stage for diverse, long-term commercial opportunities that can evolve with community demands.
ED.C.2	<i>“[Expand] the local tax base and maintaining qualities that make the County a highly desirable place to live and work.”</i>	The development expands the local tax base by transforming existing parcels into a fully utilized 6,000-square-foot commercial asset with 41 parking spaces and a dedicated stormwater management system. Furthermore, providing a dedicated space for youth and adult athletics directly enhances the community's quality of life, making the county a more desirable place to live.

3.0 Site Development

3.1.1 Dimensions

The dimensions of the project shall be as follows:

Proposed Dimensions

Regulation	Proposed	Agriculture District (A1) Requirement
Setbacks		
- Front	40.7'	Min. 40'
- Side	~50'	Min.15'
- Rear	150'+	Min.40'
Lot Width	400'+	Min. 120'
Lot Size	~12.8 acres	Min. 1 acre
Height	TBD	Max. 40'
Building Coverage	~1.1%	20%
Total Impervious Surface	~4.2%	30%

3.1.2 Parking

Parking for the site is proposed as follows:

Parking

Regulation	Proposed	Required Spaces
Minimum Parking (Total)	41	41
- Per person of max occupancy	Max occupancy: 115	36
- Per employee	Employees: 5	5

4.0 Land Use

4.1 Proposed Uses

Currently, the subject property is zoned Agricultural (A-1). While the A-1 designation does not accommodate the development of the proposed use by right, it is permissible within this district through the issuance of a Special Use Permit.

Therefore, the applicant is seeking Special Use Permit approval to allow the athletic venue to operate on the site. The proposed development will utilize an on-site septic system for wastewater management while connecting directly into the public water network, eliminating the need for an on-site well. This new recreational facility will be a community asset that aligns with local community goals.

4.2 Compatibility

The proposed project is designed to integrate smoothly with the existing neighborhood fabric, resulting in a modest and well-balanced impact on the surrounding area. A key factor in this compatibility is the site's strategic location directly on Prices Fork Road, an established major thoroughfare equipped to handle the traffic volumes associated with a recreational facility. Furthermore, the overall development is relatively small, which naturally limits the scope and intensity of the operations.

Vehicular access is safely managed via a 20-foot access road north of the structure, leading to a rear lot with 41 parking spaces. This configuration keeps vehicles screened from primary view. Visual and operational privacy for neighboring properties is further guaranteed by the substantial setback distances, including a 40.7-foot front setback from Prices Fork Road. While the current architectural plans feature a plain metal facade, the building's footprint is proportional to the lot. Additionally, environmental compatibility is maintained through a dedicated stormwater management facility located just south of the parking area, ensuring that runoff is managed entirely on-site without affecting adjacent landowners.

5.0 Facilities

5.1 Utilities

5.1.1 Water & Sanitary Sewer

The project will connect into the water system in Prices Fork Road.

The proposed development will secure a reliable potable water supply by connecting directly into the existing municipal water main located along Prices Fork Road. This connection will be designed and constructed to meet all local public service authority specifications, ensuring adequate water pressure and volume for both daily domestic consumption and necessary fire protection services. By tapping into this established public utility line, the project eliminates the need for independent onsite well drilling, thereby minimizing localized groundwater drawdown.

Because public centralized sewer infrastructure does not currently extend to service this specific site, the development will utilize an onsite private septic system for wastewater management. This decentralized system will be custom-engineered to match the property's specific soil classifications and absorption capabilities, ensuring fully compliant and environmentally safe effluent dispersal. Prior to installation, comprehensive soil evaluation and percolation testing will be conducted to determine the optimal location and design for the drainfield. The system will strictly adhere to state department of health regulations to prevent groundwater contamination and protect the long-term environmental health of the local watershed.

Table 5.1.1 - Estimated Water & Sewer Usage

Use	Number of Persons Estimated Per Day	Assumed Usage Rate	Projected Gallons Per Day
School of Instruction (Sports Facilities)	50	15 gallons per person	750 gallons per day

5.1.2 Stormwater

A stormwater management area has been designated on the concept plan. Stormwater infrastructure will be constructed here as needed to meet all applicable Montgomery County and Virginia DEQ requirements. It is anticipated that the facility will be a standard dry detention pond for managing water quantity.

The site will meet all applicable water quality requirements by managing water quality either on site or through nutrient credits.

5.2 Transportation

The development is not expected to substantially increase traffic. A traffic study is not required due to the low volume of trip generation from the proposed use. While a comparable land use code is not present in ITE’s Trip Generation manual for this use, a reasonable assumption can be made that the

peak hour trip generation for the site is no more than 74 vehicles per hour (90% turn over of the parking lot) and the daily maximum peak trip generation is no more than 370 vehicles per day (five turnovers of the parking lot per day).

The project will only have one twenty-foot wide access onto Prices Fork Road. The access has been optimally located to maximize visibility for drivers.

5.3 Public Schools

The property is not adjacent to or near any schools. No impact is expected on the public schools system, except that this facility will serve the local high school wrestling teams as a place for team practice and private lessons.

6.0 Environment

6.1 Soils

The proposed development is situated primarily within two distinct soil classifications: the Caneyville-Opequon-Rock outcrop complex, which features steep gradients of 25% to 60%, and Groseclose and Poplimento soils, characterized by more moderate slopes of 7% to 15%. While the site encompasses a range of topographical conditions, the project has been designed with sensitive land use in mind. Consequently, the majority of the development will be strategically located on areas with slopes of less than 15% to ensure stability and optimize construction feasibility.

6.2 Sensitive Lands

Due to the naturally sloping topography of the site, targeted grading and land disturbance will be necessary during the initial construction phases. However, all grading activities will strictly adhere to applicable municipal regulatory frameworks, state environmental protections, and rigorous civil engineering standards. If approved, the project will implement a comprehensive Erosion and Sediment Control (ESC) plan as part of the development review process.

7.0 Economic Development

7.1 Site Viability

Constructing a dedicated wrestling facility in Montgomery County, Virginia, presents a compelling commercial opportunity driven by strong regional market demand. The project would capitalize on a highly concentrated, passionate local market with a proven track record of athletic success. At the collegiate level, Virginia Tech boasts a consistently top-tier, nationally ranked Division I wrestling program that anchors the region's wrestling culture and provides a steady pipeline of elite coaching talent, camp opportunities, and brand prestige. This collegiate excellence is mirrored at the scholastic level by high-performing programs at the local high schools in the region. This dense concentration of successful high school and youth programs creates an immediate, built-in customer base of year-round athletes seeking advanced training infrastructure, private club opportunities, and specialized wrestling clinics that standard multi-purpose fitness centers cannot adequately accommodate.

From a market supply perspective, a specialized facility addresses a significant gap in the regional sports infrastructure. Standard scholastic facilities are heavily constrained by academic schedules, seasonal demands, and sharing arrangements with other sports, leaving local wrestling teams and private training groups to compete for limited, fragmented mat space. By offering a dedicated venue equipped with high-grade, permanent mat layouts, professional training amenities, and specialized conditioning equipment, the facility can capture premium market share.

7.2 Business Model

The facility is not expected to have paid staff. Volunteers and coaches will be expected to oversee their teams while using the facility. The dominant source of income for the facility will come from renting out it out seasonally by team so that teams can use the facility at their discretion.

7.3 Industry Sector Impacts

A dedicated wrestling facility provides a low-impact commercial opportunity that respects the area's rural character while serving a passionate sports community. Anchored by Virginia Tech's elite program and high-performing high schools in the region, the facility fills a gap in local training space, operating primarily as a community-focused hub for existing residents.

8.0 Housing Impacts

This facility is not expected to change the area's rural character. Because the neighboring properties consist of large agricultural lots, the substantial acreage allows for expansive building setbacks. By strategically positioning the 6,000-square-foot structure toward the center of the site, a generous physical buffer is created, maintaining a respectful separation from existing land uses and preserving open vistas.

Furthermore, situating the facility directly on Prices Fork Road ensures that all operational traffic is kept entirely on a major thoroughfare, preventing vehicle influx on quiet secondary roads. The facility's low-intensity use—operating primarily during specific afternoon training hours and modest weekend events—means noise and neighborhood disruptions will be minimal, offering a well-buffered, community-oriented addition that respects its agricultural neighbors.

9.0 Appendices

9.1 Appendix A: Architectural Renderings

The following images are conceptual images that will resemble, but not be exactly render, the proposed structure.

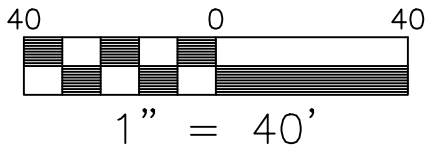




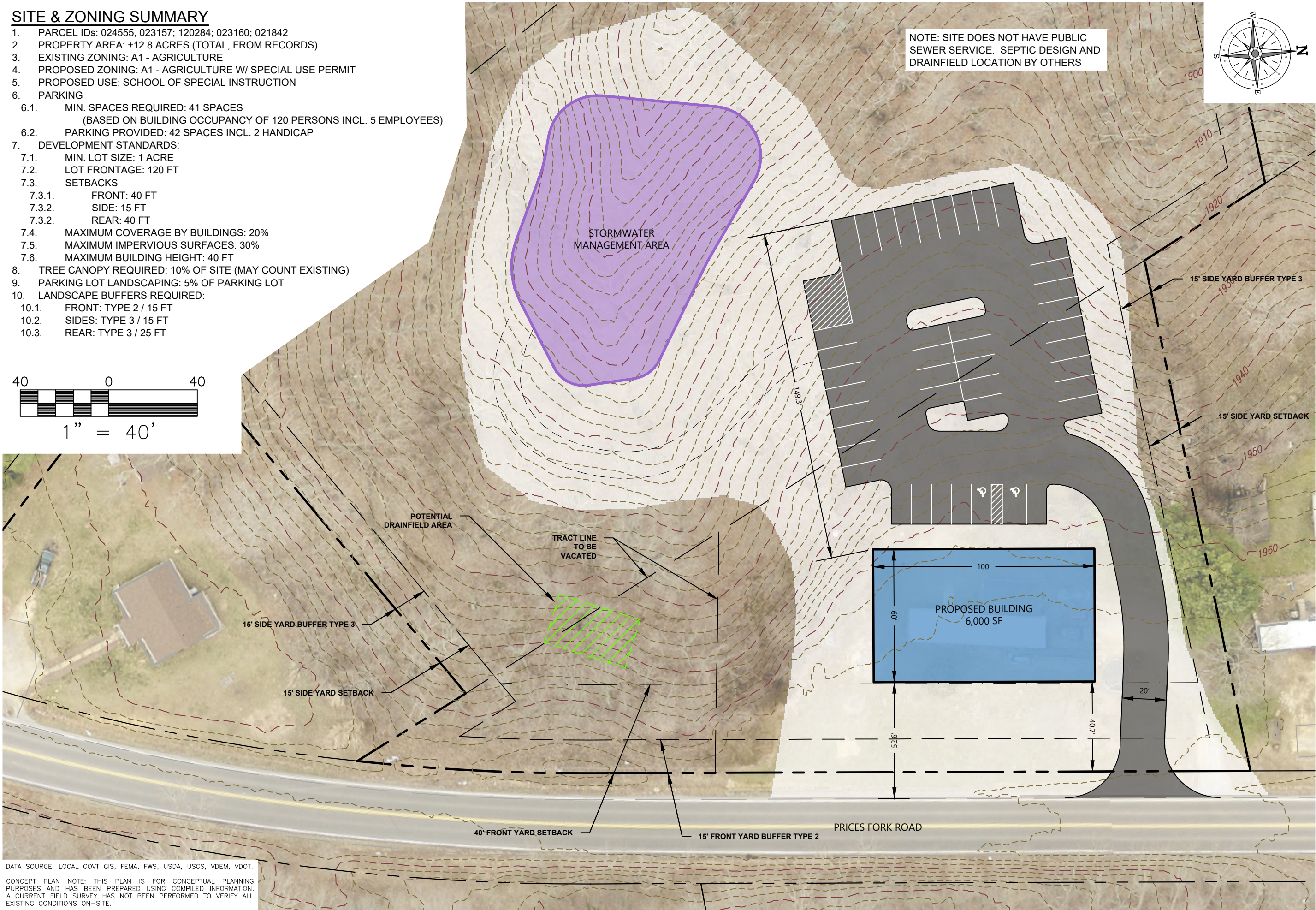
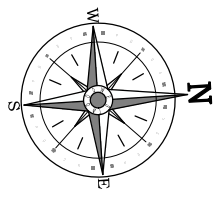
9.2 Appendix B: Concept Drawings

SITE & ZONING SUMMARY

- 1. PARCEL IDs: 024555, 023157; 120284; 023160; 021842
- 2. PROPERTY AREA: ±12.8 ACRES (TOTAL, FROM RECORDS)
- 3. EXISTING ZONING: A1 - AGRICULTURE
- 4. PROPOSED ZONING: A1 - AGRICULTURE W/ SPECIAL USE PERMIT
- 5. PROPOSED USE: SCHOOL OF SPECIAL INSTRUCTION
- 6. PARKING
 - 6.1. MIN. SPACES REQUIRED: 41 SPACES
(BASED ON BUILDING OCCUPANCY OF 120 PERSONS INCL. 5 EMPLOYEES)
 - 6.2. PARKING PROVIDED: 42 SPACES INCL. 2 HANDICAP
- 7. DEVELOPMENT STANDARDS:
 - 7.1. MIN. LOT SIZE: 1 ACRE
 - 7.2. LOT FRONTAGE: 120 FT
 - 7.3. SETBACKS
 - 7.3.1. FRONT: 40 FT
 - 7.3.2. SIDE: 15 FT
 - 7.3.2. REAR: 40 FT
 - 7.4. MAXIMUM COVERAGE BY BUILDINGS: 20%
 - 7.5. MAXIMUM IMPERVIOUS SURFACES: 30%
 - 7.6. MAXIMUM BUILDING HEIGHT: 40 FT
- 8. TREE CANOPY REQUIRED: 10% OF SITE (MAY COUNT EXISTING)
- 9. PARKING LOT LANDSCAPING: 5% OF PARKING LOT
- 10. LANDSCAPE BUFFERS REQUIRED:
 - 10.1. FRONT: TYPE 2 / 15 FT
 - 10.2. SIDES: TYPE 3 / 15 FT
 - 10.3. REAR: TYPE 3 / 25 FT



NOTE: SITE DOES NOT HAVE PUBLIC SEWER SERVICE. SEPTIC DESIGN AND DRAINFIELD LOCATION BY OTHERS



DATA SOURCE: LOCAL GOVT GIS, FEMA, FWS, USDA, USGS, VDEM, VDOT.

CONCEPT PLAN NOTE: THIS PLAN IS FOR CONCEPTUAL PLANNING PURPOSES AND HAS BEEN PREPARED USING COMPILED INFORMATION. A CURRENT FIELD SURVEY HAS NOT BEEN PERFORMED TO VERIFY ALL EXISTING CONDITIONS ON-SITE.

Westwood

Westwood Professional Services, Inc.
80 COLLEGE STREET, STE H
CHRISTIANSBURG, VA 24073
T: 540.381.4290
westwoodps.com

TECHY ATHLETICS

CONCEPT PLAN #1

MONTGOMERY COUNTY
4820 PRICES FORK ROAD

DRAFTER: ERS

DESIGNER: JRT

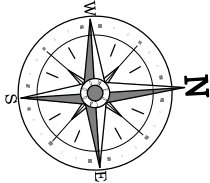
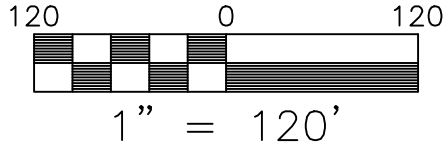
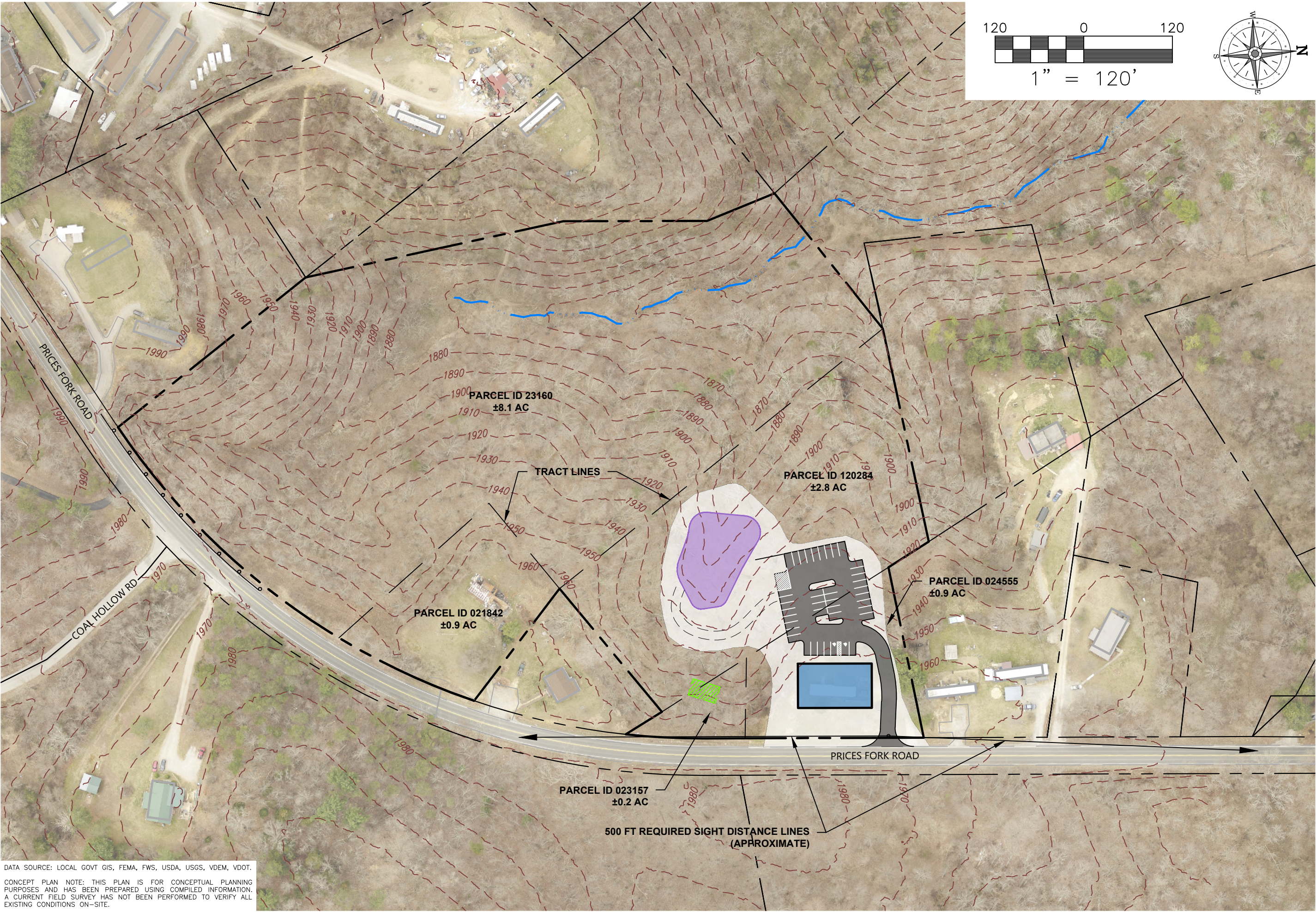
CHECKED: JRT

DATE: 8/21/2026

SCALE: 1" = 40'

R0080990.00

Last Saved by JHarding
Plot Date/Time: 8/21/2026 2:33 PM
Drawing: N:\0080990\0006 Service Groups\Planning\01_CAD\SCHEMATIC BASE



DATA SOURCE: LOCAL GOVT GIS, FEMA, FWS, USDA, USGS, VDEM, VDOT.
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TECHY ATHLETICS

CONCEPT PLAN #1 - OVERALL VIEW

MONTGOMERY COUNTY
4820 PRICES FORK ROAD

DRAFTER: ERS
DESIGNER: JRT
CHECKED: JRT
DATE: 8/21/2026
SCALE: 1" = 120'

R0080990.00

PROPERTY OWNER CONSENT AND AUTHORIZATION

This consent is required to be submitted with all Planning applications.

If the Property Owner is a corporation/other legal entity, please list the corporation/other legal entity as the owner. In such cases, proof of signature authority must be attached as well. If the Property is owned by multiple entities (as in a family trust, or otherwise co-owners), a signed consent form is required to be completed by each individual.

The Property Owner may designate a representative for the application review process.

- The Owner or Representative is solely responsible for the accuracy of the application documentation (electronic and paper forms/drawings/exhibits/narratives, etc.)
- The Owner or Representative is solely responsible for the accuracy and coordination of the submitted application documentation (electronic and paper forms/drawings/exhibits/narratives, etc.) to the County or other jurisdictions requiring permit approval.
- The Owner or Representative is solely responsible for providing access to the property if requested by the County and/or it's agencies.
- The Owner or Representative is solely responsible for payment of all applicable application fees, legal advertisement fees, etc.

AUTHORIZATION BY PROPERTY OWNER(S) (Complete one for each owner)

I, Dawn D. Reynolds, or the authorized representative(s) listed below, are submitting this Application, and am solely responsible for its accuracy and completeness. I understand that incomplete or inaccurate applications can lead to a delay in review and processing. I further confirm that I am the owner of the property at 4820 Prices Fork Rd, PID(s) # 024555, that is/are the subject of this application. I further confirm that I am fully aware of the County's application fee(s) and procedural requirements, and I hereby consent to this application.



Property Owner - Signature

7/6/2026

Date

AUTHORIZED REPRESENTATIVE INFORMATION*

I, James Taylor for Westwood Professional Services, Inc., confirm that I am the authorized representative for this Application and understand the requirements as noted above.



Authorized Representative Signature

7/4/2026

Date

*Only used when someone other than the property owner is submitting the application.

Industrious | Diverse | Steadfast | Helpful | Ethical



PROPERTY OWNER CONSENT AND AUTHORIZATION

This consent is required to be submitted with all Planning applications.

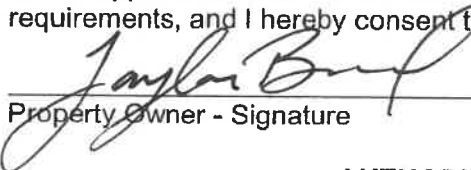
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- The Owner or Representative is solely responsible for providing access to the property if requested by the County and/or it's agencies.
- The Owner or Representative is solely responsible for payment of all applicable application fees, legal advertisement fees, etc.

AUTHORIZATION BY PROPERTY OWNER(S) (Complete one for each owner)

I, Taylor W. Baird for Masters Hands Holdings, LLC, or the authorized representative(s) listed below, are submitting this Application, and am solely responsible for its accuracy and completeness. I understand that incomplete or inaccurate applications can lead to a delay in review and processing. I further confirm that I am the owner of the property at 4820 Prices Fork Rd, PID(s) # 120284, 023157, 023160, 021842, that is/are the subject of this application. I further confirm that I am fully aware of the County's application fee(s) and procedural requirements, and I hereby consent to this application.


Property Owner - Signature

7/6/2026
Date

AUTHORIZED REPRESENTATIVE INFORMATION*

I, James Taylor for Westwood Professional Services, Inc., confirm that I am the authorized representative for this Application and understand the requirements as noted above.


Authorized Representative Signature

7/4/2026
Date

*Only used when someone other than the property owner is submitting the application.

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PROPERTY OWNER CONSENT AND AUTHORIZATION

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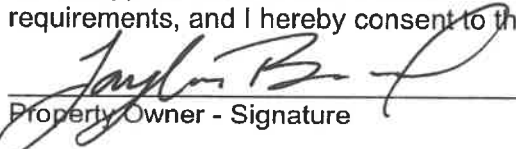
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The Property Owner may designate a representative for the application review process.

- The Owner or Representative is solely responsible for the accuracy of the application documentation (electronic and paper forms/drawings/exhibits/narratives, etc.)
- The Owner or Representative is solely responsible for the accuracy and coordination of the submitted application documentation (electronic and paper forms/drawings/exhibits/narratives, etc.) to the County or other jurisdictions requiring permit approval.
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- The Owner or Representative is solely responsible for payment of all applicable application fees, legal advertisement fees, etc.

AUTHORIZATION BY PROPERTY OWNER(S) (Complete one for each owner)

I, Taylor Wayne Baird, or the authorized representative(s) listed below, are submitting this Application, and am solely responsible for its accuracy and completeness. I understand that incomplete or inaccurate applications can lead to a delay in review and processing. I further confirm that I am the owner of the property at 4820 Prices Fork Rd, PID(s) # 024555, that is/are the subject of this application. I further confirm that I am fully aware of the County's application fee(s) and procedural requirements, and I hereby consent to this application.


Property Owner - Signature

7/6/2026
Date

AUTHORIZED REPRESENTATIVE INFORMATION*

I, James Taylor for Westwood Professional Services, Inc., confirm that I am the authorized representative for this Application and understand the requirements as noted above.


Authorized Representative Signature

7/4/2026
Date

*Only used when someone other than the property owner is submitting the application.

Industrious | Diverse | Steadfast | Helpful | Ethical

Page 1 of 8

****LIMITED LIABILITY COMPANY OPERATING AGREEMENT****

****OF****

****MASTERS HANDS HOLDINGS LLC****

****(A Virginia Limited Liability Company)****

****Effective Date: May 1, 2026****

This Operating Agreement (the “Agreement”) is entered into by and among the following Members: Daniel Amos Reynolds, Dawn Drew Reynolds, and Taylor Wayne Baird (collectively, the “Members”), who form Masters Hands Holdings LLC (the “Company”), a limited liability company organized under the Virginia Limited Liability Company Act (the “Act”), Va. Code § 13.1-1000 et seq.

****RECITALS****

WHEREAS, the Company was formed by filing Articles of Organization with the Virginia State Corporation Commission;

WHEREAS, the Members desire to adopt this written Operating Agreement to govern the affairs of the Company and the relations among the Members;

NOW, THEREFORE, the Members agree as follows:

**ARTICLE 1: FORMATION AND ORGANIZATIONAL MATTERS**

****1.1 Name.**** The name of the Company is Masters Hands Holdings LLC.

****1.2 Principal Office.**** The principal office shall be at 4820 Prices Fork Road Christiansburg, VA 24073 or such other place as the Members may designate.

****1.3 Registered Agent and Office.**** The initial registered agent is Daniel Amos Reynolds at 4820 Prices Fork Road Christiansburg, VA 24073. It may be changed as permitted by the Act.

****1.4 Term.**** The Company shall continue perpetually unless dissolved as provided herein.

****1.5 Purpose.**** The purpose of the Company is to acquire, hold, develop, lease, manage, improve, and sell real property (land parcels) and related improvements for investment and business purposes. This includes (but is not limited to) leasing farmland for agricultural use (e.g., cattle or crop production), developing or utilizing structures for commercial purposes such as athletic training/coaching facilities or multi-use buildings near towns or corporate centers, constructing new improvements when appropriate, and engaging in any other lawful activities incidental thereto.

****1.6 Powers.**** The Company shall have all powers permitted under the Act and Virginia law.

****1.7 Governing Law.**** This Agreement shall be governed by the laws of the Commonwealth of Virginia.

****ARTICLE 2: MEMBERS AND MEMBERSHIP INTERESTS****

****2.1 Initial Members and Percentage Interests.**** The initial Members and their Percentage Interests are:

Member Name	Percentage Interest
-----	-----
Daniel Amos Reynolds	33.33%
Dawn Drew Reynolds	33.33%
Taylor Wayne Baird	33.33%

****2.2 Initial Capital Contributions.**** Each Member shall contribute the following on or before May 1, 2026:

- Daniel Amos Reynolds** John Deere Z425 Zero turn lawnmower. \$1,750.00
- Dawn Drew Reynolds** John Deere Z757 Zero turn lawnmower. \$2,750.00
- Taylor Wayne Baird** John Deere Sabre 2554HV Lawnmower. \$1,750.00
- Total Company Capital: \$6,250.00**

Page **3** of **8**

****2.3 Additional Contributions.**** Additional capital contributions may be required only with unanimous approval of all Members.

****2.4 Capital Accounts.**** The Company shall maintain a capital account for each Member in accordance with applicable tax regulations. No interest shall be paid on capital contributions.

****2.5 Admission of New Members.**** New Members may be admitted only with the unanimous written consent of all existing Members and upon execution of this Agreement (or an amendment).

**ARTICLE 3: MANAGEMENT**

****3.1 Management Structure.**** The Company shall be ****Member-Managed****. All Members shall participate in the management and control of the Company's business and affairs. No Member shall have any special or exclusive management authority unless otherwise agreed in writing.

****3.2 Authority of Members.**** Each Member is authorized to act on behalf of the Company in the ordinary course of business, consistent with this Agreement and any approved budgets or policies. However, no Member may take any action that would bind the Company in a manner that violates this Agreement or requires approval under Section 3.5.

****3.3 Voting Rights.**** Each Member shall have voting rights in proportion to their Percentage Interest. Voting may also be conducted on a per capita (one Member, one vote) basis if all Members unanimously agree in a specific instance.

****3.4 Ordinary Course Decisions.**** Decisions relating to the day-to-day operations of the Company shall be made by the ****affirmative vote of a simple majority**** (more than 50%) of the Percentage Interests held by Members voting on the matter. Examples include:

- Approving routine maintenance, repairs, or minor improvements to properties costing less than ****\$10,000**** per project;
- Entering into leases or rental agreements with terms of less than one (1) year and annual rent under ****\$25,000****;

- Managing tenant relationships and collecting rents;
- Paying ordinary operating expenses;
- Hiring or terminating service providers (accountants, attorneys, property managers) where anticipated fees are under ****\$10,000**** per year.

****3.5 Major Decisions.**** The following actions require the ****affirmative vote**** indicated below:

**** (a) Unanimous (100%) Approval Required: ****

- Purchasing or acquiring any real property or interest in real property (of any amount);
- Selling, transferring, or disposing of any real property or substantially all of the Company's assets (of any amount);
- Incurring any debt, loan, mortgage, or financing obligation on behalf of the Company in excess of ****\$100,000****;
- Granting any lien, easement, or encumbrance on Company property;
- Approving any capital improvement, construction, or development project with a total projected cost exceeding ****\$150,000****;
- Changing the purpose or scope of the Company's business;
- Admitting a new Member;
- Amending this Operating Agreement;
- Dissolving or winding up the Company;
- Merging, consolidating, or converting the Company with another entity;
- Making any tax election that materially affects the Members differently (other than standard partnership taxation).

**** (b) Supermajority (75%) Approval Required: ****

- Approving annual operating budgets or capital expenditure plans;

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- Entering into leases or rental agreements with terms of one (1) year or longer, or annual rent exceeding **\$50,000**;
- Initiating or settling any lawsuit or legal claim involving the Company valued over **\$25,000**;
- Appointing or removing the Tax Matters Partner;
- Distributing cash or property to Members outside of regular distributions;
- Incurring any debt, loan, mortgage, or financing obligation between **\$25,000** and **\$100,000**;
- Approving any capital improvement, construction, or development project with a total projected cost between **\$50,000** and **\$150,000**.

3.6 Meetings of Members. Meetings may be called by any Member upon at least **seven (7) days'** written notice (or shorter if all Members consent). A quorum shall consist of Members holding at least **sixty percent (60%)** of the Percentage Interests. Meetings may be held in person, by telephone, or by video conference.

3.7 Action by Written Consent. Any action may be taken without a meeting if a written consent is signed by Members holding the required Percentage Interest. Electronic signatures are permitted.

3.8 Duty of Care and Loyalty. Each Member shall act in good faith and in the best interests of the Company, owing fiduciary duties as provided under Virginia law.

ARTICLE 4: ALLOCATIONS AND DISTRIBUTIONS

4.1 Allocations of Profits and Losses. Allocated according to Percentage Interests (subject to tax rules).

4.2 Distributions. Available cash shall be distributed at times and in amounts determined by Majority vote (or as otherwise agreed), generally in proportion to Percentage Interests.

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****4.3 No Right to Demand Distributions.**** No Member has the right to demand distributions except as approved.

****4.4 Tax Matters.**** The Company shall be taxed as a partnership. [Daniel Amos Reynolds] shall serve as the initial Tax Matters Partner.

**ARTICLE 5: BOOKS, RECORDS, AND ACCOUNTING**

****5.1 Books and Records.**** Complete records shall be maintained at the principal office and available for inspection by any Member.

****5.2 Fiscal Year.**** Calendar year.

****5.3 Bank Accounts.**** All funds shall be held in separate Company accounts.

****5.4 Financial Reports.**** Annual reports and tax information (K-1s) shall be provided to each Member.

**ARTICLE 6: TRANSFER OF MEMBERSHIP INTERESTS**

****6.1 General Restriction.**** No Member may transfer any interest without prior unanimous written consent of the other Members.

****6.2 Right of First Refusal.**** A transferring Member must first offer the interest to the other Members on the same terms.

****6.3 Permitted Transfers.**** Transfers to immediate family members may be allowed with approval.

****6.4 Death or Incapacity.**** The successor receives economic rights only unless unanimously admitted as a Member.

**ARTICLE 7: DISSOLUTION AND WINDING UP**

****7.1 Dissolution Events.**** Occurs upon unanimous vote, sale of substantially all assets, or as required by law.

****7.2 Winding Up.**** Assets distributed first to creditors, then to capital accounts, then remaining per Percentage Interests.

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ARTICLE 8: GENERAL PROVISIONS

****8.1 Indemnification.**** The Company indemnifies Members to the fullest extent permitted by law.

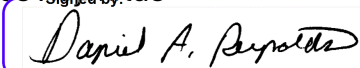
****8.2 Amendments.**** This Agreement may be amended only by a written instrument signed by all Members.

****8.3 Severability / Entire Agreement / Notices / Counterparts.**** [Standard language – add if desired].

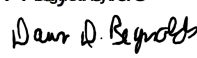
****8.4 No Partnership for Tax Purposes Clarification.**** The Members intend to form a partnership for tax purposes only.

****IN WITNESS WHEREOF****, the Members execute this Agreement as of the Effective Date.

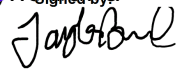
****Daniel Amos Reynolds****

Signed by: 
Signature: _____ Date: 5/22/2026
02286465ADE5432...

****Dawn Drew Reynolds****

Signed by: 
Signature: _____ Date: 5/22/2026
366DD81E0013476...

****Taylor Wayne Baird****

Signed by: 
Signature: _____ Date: 5/22/2026
91E34103D22447E...

****Schedules**** (Attach):

- Schedule A: Member Addresses and Contact Information

- Daniel Amos Reynolds
 - PO Box 291 Wirtz, VA 24184
 - Cell 540-580-1658
 - Email MHHLLC@outlook.com
- Dawn Drew Reynolds
 - PO Box 291 Wirtz, VA 24184
 - Cell 540-529-3466
 - Email msgrumpy40@jetbroadband.com
- Taylor Wayne Baird
 - 3003 Stradford Ln NW Blacksburg, VA 24060
 - Cell 540-493-3366
 - Email twbaird2@gmail.com

- Schedule B: Initial Capital Contributions and Percentage Interests

Name	Asset	Value	Percentage Interests
Daniel Amos Reynolds	John Deere Z425 Zero turn lawnmower	\$1,750.00	33.33%
Dawn Drew Reynolds	John Deere Z757 Zero turn lawnmower	\$2,750.00	33.33%
Taylor Wayne Baird	John Deere Sabre 2554HV Lawnmower	\$1,750.00	33.33%