

Cathance River Education Alliance
Membership Resolution

Given all of the following:

- That the Board of Directors of Cathance River Education Alliance (CREA) voted unanimously on December 19, 2022 to approve the merger transaction described in a Merger Agreement whereby CREA shall merge with and into Brunswick-Topsham Land Trust (BTLT) as the Surviving Corporation (the “Merger”); and
- That the Board of Directors of BTLT also voted unanimously on December 21, 2022 to approve the Merger; and
- That the Board of Directors of CREA has determined, through extensive due diligence, that BTLT is a strong, well-managed organization and that we can accomplish more as one entity than we can as two distinct organizations.

Therefore,

RESOLVED, that the Members of CREA hereby approve the Merger and the Merger Agreement, in substantial accordance with the draft dated December 5, 2022.

This Resolution was approved by a two thirds majority of Members present at a meeting of the Members of CREA on _____, 2023, at which a quorum existed, pursuant to the applicable provisions of the Bylaws of CREA.

Date

By:
Its: Secretary