

**Membership Resolution**

Given all of the following:

- That the Board of Directors of Brunswick-Topsham Land Trust (BTLT) voted unanimously on December 21, 2023, to approve the merger transaction described in a Merger Agreement whereby the Cathance River Education Alliance (CREA) shall merge with and into BTLT as the Surviving Corporation (the “Merger”); and
- That the Board of Directors of CREA also voted unanimously on December 19, 2022 to approve the Merger; and
- That the Board of Directors of BTLT has determined, through extensive due diligence, that CREA 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 BTLT hereby approve the Merger and the Merger Agreement, in substantial accordance with the draft dated December 5, 2022.

RESOLVED, that the Members of BTLT hereby approve the Amended Bylaws, in substantial accordance with the draft dated November 22, 2022.

RESOLVED, that the Members of BTLT hereby approve the Restated Articles of Incorporation, in substantial accordance with the draft dated November 22, 2022.

RESOLVED, that the Members of BTLT hereby approve the following individuals currently serving on CREA’s Board of Directors to join the BTLT Board of Directors effective as of the Merger Closing Date:

- Ellen Trout Bennett (current CREA President)
- Matt Nixon
- Tim Paul
- Susan Moyes Rae-Reeves
- Janvier Smith

This Resolution was approved by a two thirds majority of Members present at a meeting of the Members of BTLT on March 30, 2023, at which a quorum existed, pursuant to the applicable provisions of the Bylaws of BTLT.

\_\_\_\_\_  
Date

\_\_\_\_\_  
By:  
Its: Secretary