

Board Resolution

By affirmative vote of the Board of Directors ("Board") of Inland Northwest Land Trust, a Washington non-profit corporation doing business as Inland Northwest Land Conservancy ("**INLC**"), on May 21, 2018 the Board did pass the following resolution:

WHEREAS, on May 9, 2017 the INLC Land Protection Committee gave approval to proceed with a 110+/- acre conservation easement donation on the Sacheen Springs property from Avista Corporation, and Board of Directors was briefed on the project at its Board Meeting on May 22, 2017; and

WHEREAS, INLC staff has proposed and the Land Protection Committee has recommended the acceptance by INLC of the following gift from **Avista Corporation** ("Donor"): a Grant of Development Rights and Conservation Easement ("Easement") on real property located on the Little Spokane River in Township 31 North, Range 43 East Willamette Meridian in Pend Oreille County Washington; and

WHEREAS, the Land has conservation values which have been evaluated based on INLC policies and selection criteria and documented in a Baseline Resource Report ("Conservation Values"); and

WHEREAS, INLC staff and legal counsel have completed a due diligence evaluation of the Land, the Donor, the proposed Easement and the other transaction documents in accordance with INLC policies; and

WHEREAS, the Board has determined that the Easement will provide permanent protection for the Land's Conservation Values and that acceptance of the Donation is in INLC's best interests and in accordance with its mission.

NOW, THEREFORE, be it resolved that the Board hereby authorizes INLC to accept the Donation from the Donor and directs its President, Carl Griffin, his successor, or if he is unavailable, his delegate from the INLC Executive Committee, to execute an Easement between Donor, as grantor, and INLC, as grantee, and sign the Baseline Resource Report, and such other and further documents as may be necessary to consummate the transaction contemplated hereby.

Dated this 21st day of May 2018.

Attested to by the following Board officer

Rod Price, INLC Board Secretary