

PLAN OF MERGER
OF
WEST HARTFORD LAND TRUST, INC.
AND
THE EAST GRANBY LAND TRUST, INC.
WITH AND INTO
WINTONBURY LAND TRUST, INC.

1. As of the Effective Time (as defined below), West Hartford Land Trust, Inc., a Connecticut nonstock corporation (“**West Hartford**”) and The East Granby Land Trust, Inc., a Connecticut nonstock corporation (“**East Granby**”), shall merge with and into Wintonbury Land Trust, Inc., a Connecticut nonstock corporation (“**Wintonbury**”), as authorized by Title 33, Chapter 602 of the General Statutes of Connecticut (the “**Merger**”).
2. The Merger shall be effective upon the filing of the Certificate of Merger with the Secretary of the State of Connecticut at the time specified therein (the “**Effective Time**”).
3. Upon completion of the Merger, Wintonbury shall be the “surviving corporation.”
4. As of the Effective Time, the membership classes of the surviving corporation shall be individual, household and organization and the memberships of each of the corporations that are parties to the Merger shall be structured as follows:
 - (a) West Hartford’s Life, Charter, Regular and Youth members (individual) immediately prior to the Effective Time shall be reclassified as Individual members of the surviving corporation.
 - (b) West Hartford’s Life, Charter and Regular members (household) immediately prior to the Effective Time shall be reclassified as Household members of the surviving corporation.
 - (c) East Granby’s Individual, Life and Honorary members immediately prior to the Effective Time shall be reclassified as Individual members of the surviving corporation.
 - (d) East Granby’s Family members immediately prior to the Effective Time shall be reclassified as Household members of the surviving corporation.

- (e) East Granby's Corporate members immediately prior to the Effective Time shall be reclassified as Organization members of the surviving corporation.
- (f) Wintonbury's Individual Annual and Individual Lifetime members immediately prior to the Effective Time shall be reclassified as Individual members of the surviving corporation.
- (g) Wintonbury's Family Annual and Family Lifetime members immediately prior to the Effective Time shall be reclassified as Household members of the surviving corporation.
- (h) Wintonbury's Corporate members immediately prior to the Effective Time shall be reclassified as Organization members of the surviving corporation.
- (i) Existing Life and Lifetime members of each of the three (3) merging corporations as of the Effective Time shall not be required to pay any further dues to the surviving corporation.

5. In connection with the Merger, the surviving corporation shall change its name to "Traprock Ridge Land Conservancy, Inc." and shall further amend and restate its certificate of incorporation as set forth on **Exhibit A** hereto.

6. In connection with the Merger, the bylaws of the surviving corporation shall be as set forth on **Exhibit B**.

7. As of the Effective Time, the directors and officers of the surviving corporation shall be as follows:

Class 1 (Term to end at the Annual Meeting held in 2024):

- Victor Herson * Past President – WLT
- Catherine Delasco – EGLT
- Alex Cardoso – EGLT (Intern)
- Mira Goberman – EGLT (Intern)
- Christopher Shepard * Secretary – WLT
- Dale Bertoldi – WLT
- Ashley Stewart – WLT
- Jennifer Frank – EGLT
- David Iannucci – EGLT

Class 2 (Term to end at the Annual Meeting held in 2025):

- David Sagers * Treasurer – WHLT
- Amanda Thompson * President – EGLT
- Bob Ravens Seger - EGLT
- Chip Caton – WLT
- Paula Jones * Vice President – WLT
- Cameron Llyod – EGLT (Intern)

- Alyssa Kovaleski – EGLT (Intern)
- Kiley Rudzik – EGLT (Intern)
- Ava Pasquantonio – EGLT (Intern)

8. Other terms regarding the Merger are set forth in a certain Merger Agreement by and among Wintonbury, East Granby and West Hartford including, but not limited to, the following post-Merger closing conditions to be honored and observed by the surviving corporation, subject to its reasonable discretion to govern its activities and affairs, exercised in good faith:

- (a) Preservation of all farms and continuation of associated existing farm leases, including specifically leases to Nourish My Soul at Howard Preserve, Newgate Farms at Thrall Farm, and The 4 Five Farm at Hawk Hill Farm, in accordance with the terms and conditions provided therein.
- (b) Commitment to LaSalette Trail Initiative.
- (c) Commitment to continued use of lands for public use.
- (d) Ability to sell the following Wintonbury parcels without the further approval of the members of the surviving corporation: Howard Smith (MBL 39-282), Violette (MBL 528, MBL 532), Lyman Lane (MBL 33-247, MBL 33-57) and 513 Simsbury Road (MBL 29-18).
- (e) Commitment to an active effort to acquire or pursue conservation easements over land in West Hartford even if such land would not necessarily be pursued or preserved if it were in one of the other towns since it may be smaller and there may be multiple neighbors with whom to coordinate.
- (f) Commitment to manage the plastic film recycling program in West Hartford and associate the program with the surviving corporation.
- (g) Commitment to continue the Internship program in East Granby with board of directors participation being a part of that experience.
- (h) Except as provided in Section 8(d) above, commitment not to sell properties held by the surviving corporation unless allowed in the deed transferring the property, permission is obtained from a donor or transferor, or permission is obtained from the Office of the Connecticut Attorney General.
- (i) Commitment to continue working with the Town of East Granby to connect the R. D. Seymour School to Howard Preserve.