

**Resolutions of the Board of Directors
of Wintonbury Land Trust, Inc.**

March 8, 2023

WHEREAS, Wintonbury Land Trust, Inc., (“**Wintonbury**”), The East Granby Land Trust, Inc. (“**East Granby**”), and West Hartford Land Trust, Inc. (“**West Hartford**”) have engaged in negotiations regarding the merger of East Granby and West Hartford with and into Wintonbury (the “**Merger**”) in accordance with Section 33-1155 of the General Statutes of the State of Connecticut (the “**Act**”);

WHEREAS, the terms of the Merger have been memorialized in that certain Merger Agreement (the “**Merger Agreement**”) and Plan of Merger (the “**Plan of Merger**”) made available to and reviewed by the Board of Directors of Wintonbury (the “**Board**”);

WHEREAS, the obligations of the parties under the Merger Agreement are subject to certain conditions laid out in the Merger Agreement that must be satisfied by Wintonbury, East Granby, and West Hartford prior to the Effective Time (defined below) (collectively, the “**Conditions**”);

WHEREAS, Wintonbury recognizes that it is in the best interests of Wintonbury as well as its members and other stakeholders, pursuant to the terms laid out in the Merger Agreement and Plan of Merger, for Wintonbury, West Hartford, and East Granby to consummate the Merger; and

WHEREAS, as provided in the Merger Agreement, the Merger will close upon satisfaction or waiver of the Conditions (the “**Closing**”) and will be effective upon the filing of the Certificate of Merger with the Secretary of State of Connecticut at the time specified therein (the “**Effective Time**”),

WHEREAS, the Board held a meeting on March 8, 2023 at which a quorum was present and adopted the following resolutions:

RESOLVED: That the Board hereby approves and adopts the Plan of Merger and the Merger Agreement in substantially the form provided.

RESOLVED: That the Board recommends the approval of the Plan of Merger to the Members of Wintonbury.

RESOLVED: That the Board hereby approves and adopts for execution by Wintonbury the Merger Agreement in substantially the form that has been made available to and reviewed by the Board and any and all other documents identified, described or referenced in those or documents or appropriate to the consummation of the Merger.

RESOLVED: That upon the Closing, the Board hereby authorizes the filing of a Certificate of Merger with the office of the Secretary of the State of Connecticut to be effective at the Effective Time.

RESOLVED: That Victor Herson, the President of the Board, Paula Jones, the Vice President of the Board, and Christopher Shepard, the Secretary of the Board are hereby granted joint and several authority to determine whether the Conditions have been satisfied or may be waived at the Closing.

RESOLVED: That Victor Herson, the President of the Board, Paula Jones, the Vice President of the Board, and Christopher Shepard, the Secretary of the Board are hereby granted joint and several authority to execute such documents, forms, filings, contracts and agreements, make such decisions and expenditures, and take any other actions any of them deem necessary or appropriate to complete the matters contemplated by the above resolutions, including approval of any final non-substantial revisions to the Merger Agreement and the Plan of Merger and the filing of an appropriate Certificate of Merger with the office of the Secretary of the State of Connecticut.

RESOLVED: That any and all acts taken prior to the date hereof by or under the authorization of any director of the Board or officer of Wintonbury in order to effectuate the intention of the foregoing resolutions be, and hereby are, approved, ratified, and continued in all respects.