



201108240031
Skagit County Auditor

8/24/2011 Page 1 of 6 9:55AM

MEMORANDUM OF PURCHASE AND SALE AGREEMENT

THIS MEMORANDUM OF PURCHASE AND SALE AGREEMENT is made by and between Clear Valley Environmental Farm LLC and Clear Valley Environmental Farm II, Inc., having an address at: 2200 Sixth Avenue, Suite 1100, Seattle, WA 98121 ("Seller"), and Skagit Land Trust, a Washington nonprofit corporation qualified to do business in Washington, having an address at P.O. Box 1017, Mt. Vernon, Washington 98273 ("Buyer")

WITNESSETH:

The parties hereto entered into a written VACANT LAND REAL ESTATE PURCHASE & SALE AGREEMENT with EARNEST MONEY PROVISION dated July 23, 2011 for the Property, situated in Skagit County, and including Assessor's Parcel ID 340415-1-004-0003 P24804, known and designated in Exhibit A hereto, consisting of land together with all appurtenant rights, privileges and easements. Said Purchase and Sale Agreement provides to Buyer the exclusive right to purchase the Property from this date until November 15, 2012, unless terminated sooner by the parties, subject to the terms and conditions therein stated.

* 10-34-04 etal
The parties hereto have set their hands and seals, this the 18 day of Aug., 2011.

SELLER:

Clear Valley Environmental Farm, LLC

By: [Signature]

Its: Manager

Date: 8/18/11

Clear Valley Environmental Farm II, Inc.

By: [Signature]

Its: President

Date: 8/18/11

BUYER:

Skagit Land Trust, a Washington nonprofit corporation

By: [Signature]

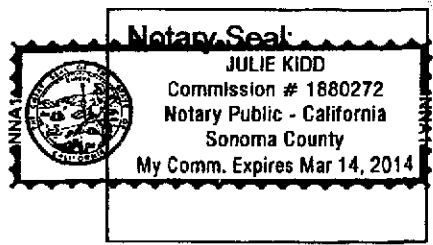
Its: Vice-President

Date: 8-23-11

STATE OF California)
) ss.
COUNTY OF Sonoma)

On this 18 day of August 2011, before me, the undersigned, a Notary Public in and for the state of State of Calif., duly commissioned and sworn, personally appeared Jerome Ryan, to me known to be the Manager of Clear Valley Environmental Farm LLC, and the President of Clear Valley Environmental Farm II, Inc., the entities that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said limited liability company, for the uses and purposes therein mentioned, and on oath stated that he/she was authorized to execute the said instrument.

Witness my hand and official seal hereto affixed the day and year first above written.



Julie Kidd
Printed Name: Julie Kidd
Notary Public in and for the State of Washington, California
residing at: Sonoma County
My Commission Expires: 3-14-14



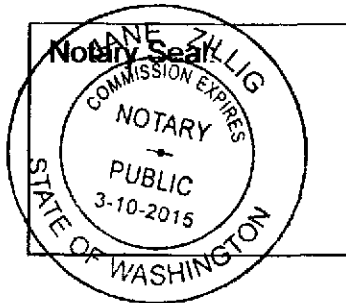
STATE OF WASHINGTON)

) ss.

COUNTY OF SKAGIT)

On this 23 day of August 2011, before me, the undersigned, a Notary Public in and for the state of Washington, duly commissioned and sworn, personally appeared Brenda Cunningham to me known to be the Vice-president of Skagit Land Trust, a Washington nonprofit corporation, the entity that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said entity, for the uses and purposes therein mentioned, and on oath stated that he/she was authorized to execute the said instrument.

Witness my hand and official seal hereto affixed the day and year first above written.



Jane Zullig
Printed Name: JANE ZULLIG
Notary Public in and for the State of Washington,
residing at: Scoro Woolley, WA
My Commission Expires: 3-10-15



EXHIBIT A

Legal Description of Subject Property

That portion of Sections 10, 14 and 15 Township 34 North, Range 4 East, WM, described as follows:

Commencing at the Southwest corner of Section 11, Township 34 North, Range 4 East, WM, Thence South 88° 32' 07" East, along the South line of said Section 11 a distance of 1168.41 feet; Thence North 1° 06' 44" East 1024.71 feet, said point is the true point of beginning as described in that certain document recorded under Auditors File No. 200710110106, records of Skagit County Washington titled parcel "B" after adjustment; Thence the following courses along said Parcel "B" boundary, North 65° 38' 15" West 89.27 feet; Thence North 60° 12' 24" West 578.82 feet; Thence North 58° 52' 21" West 337.35 feet; Thence North 43° 09' 09" West 68.08 feet; Thence North 0° 43' 05" West 371.65 feet; Thence North 3° 01' 13" East 349.79 feet; Thence North 28° 03' 28" East 282.53 feet; Thence North 39° 46' 02" East 128.04 feet; Thence North 73° 15' 44" East 458.76 feet; Thence North 49° 28' 04" East 210.47 feet; Thence along a curve to the left having a radius of 148.75 feet through a central angle of 87° 56' 43" an arc distance of 228.33 feet; Thence North 38° 28' 39" West 106.10 feet; Thence North 29° 08' 06" West 48.98 feet; Thence North 5° 45' 31" West 28.47 feet; Thence North 27° 57' 37" East 255.36 feet; Thence North 38° 57' 10" East 102.81 feet; Thence North 76° 29' 57" East 62.91 feet; Thence North 60° 00' 00" East 58.53 feet; Thence South 44° 26' 23" East 49.42 feet, more or less to the Westerly margin of Babcock Road; Thence leaving said boundary of Parcel "B" Northerly along the West margin of Babcock Road, North 3° 26' 55" East 41.07 feet; Thence continuing along said West margin the following courses, North 11° 45' 40" East 40.64 feet; Thence North 27° 27' 02" East 32.32 feet; Thence North 32° 48' 39" East 35.96 feet, more or less to the East line of the Southwest Quarter of the Northwest Quarter of said Section 11; Thence North 1° 36' 43" East, along said East line, 139.16 feet to the Southerly margin of Swan Road; Thence the following courses along said Southerly margin, Northwesterly along a non-tangent curve concave to the Southwest whose radius point bears South 10° 04' 23" West a distance of 2834.79 feet through a central angle of 6° 32' 59" an arc distance of 324.06 feet; Thence North 86° 28' 36" West 1027.43 feet, more or less to the West line of said Section 11; Thence North 1° 29' 48" East, along said West line, 15.22 feet; Thence continuing along said right of way North 86° 40' 21" West 59.18 feet; Thence North 86° 44' 13" West 105.52 feet; Thence North 85° 17' 44" West 96.36 feet; Thence North 82° 50' 22" West 76.89 feet; Thence North 81° 18' 27" West 146.29 feet to the centerline of Nookachamps creek; Thence the following meandered courses along the centerline of said Nookachamps creek, South 14° 59' 44" West 44.48 feet; Thence South 1° 39' 17" East 70.61 feet; Thence South 28° 20' 12" East 86.67 feet; Thence South 63° 39' 24" East 100.51 feet; Thence South 75° 45' 56" East 110.95 feet; Thence South 66° 37' 29" East 133.10 feet; Thence South 50° 39' 38" East 53.86 feet; Thence South 36° 57' 59" East 46.09 feet; Thence South 31° 38' 29" East 105.02 feet; Thence South 19° 37' 45" East 78.67 feet; Thence South 6° 28' 20" East 36.00 feet; Thence South 1° 15' 55" East 48.25 feet; Thence South 21° 57' 10" West 65.40 feet; Thence South 52° 42' 41" West 71.75 feet; Thence South 87° 55' 04" West 50.91 feet; Thence South 70° 43' 30" West 73.77 feet; Thence North 83° 33' 13" West 37.27 feet; Thence North 67° 12' 20" West 51.36 feet; Thence North 46° 14' 06" West 152.66 feet; Thence North 55° 38' 38" West 50.63 feet; Thence North 41° 51' 17" West 255.39 feet; Thence North 62° 11' 43" West 53.08 feet; Thence North 79° 35' 00" West 58.48 feet; Thence South 82° 24' 56" West 86.84 feet; Thence South 54° 57' 47" West 88.04 feet; Thence South 36° 22' 07" West 58.88 feet; Thence South 33° 34' 34" West 198.18 feet; Thence South 55° 01' 33" West 58.93 feet; Thence North 89° 28' 26" West 79.74 feet; Thence North 80° 41' 38" West 63.98 feet; Thence North 65° 20' 23" West 91.10 feet; Thence North 56° 36' 34" West 115.20 feet; Thence North 70° 29' 45" West 114.29 feet; Thence South 89° 35' 10" West 129.32 feet; Thence South 64° 49' 30" West 116.57 feet; Thence South 42° 00' 02" West 51.82 feet; Thence South 31° 47' 58" West 50.90 feet; Thence South 36° 03' 58" West 97.32 feet; Thence South 40° 28' 29" West 111.76 feet; Thence South 27° 08' 00" West 48.46 feet; Thence South 13° 48' 27" West 146.66

Page 4 of 6



201108240031
Skagit County Auditor

8/24/2011 Page

4 of

6 9:55AM

feet; Thence South 20° 24' 58" West 163.42 feet; Thence South 50° 47' 36" West 107.26 feet; Thence South 57° 39' 24" West 85.65 feet, more or less to the North line of the Northwest Quarter of the Southeast Quarter of said Section 10; Thence leaving said creek centerline North 88° 44' 43" West, along said North line, 196.82 feet to the **TRUE POINT OF BEGINNING**;

Thence leaving said North line South 31° 56' 05" West 31.48 feet; Thence South 22° 29' 52" West 15.99 feet; Thence South 34° 40' 55" West 51.25 feet; Thence South 5° 54' 54" East 100.00 feet; Thence South 7° 21' 13" West 80.73 feet; Thence South 49° 27' 34" East 158.12 feet; Thence South 33° 46' 25" East 6.19 feet; Thence South 23° 32' 55" East 28.75 feet; Thence South 14° 56' 18" East 62.19 feet; Thence South 31° 17' 40" East 62.18 feet; Thence South 21° 43' 52" East 44.19 feet; Thence South 26° 20' 27" East 50.67 feet; Thence South 21° 18' 30" East 50.11 feet; Thence South 26° 08' 06" East 87.41 feet; Thence South 49° 19' 42" East 101.36 feet; Thence South 74° 28' 53" East 68.57 feet; Thence South 61° 47' 09" East 24.61 feet; Thence South 60° 00' 49" East 21.17 feet; Thence South 35° 59' 34" West 60.63 feet; Thence South 16° 40' 14" West 121.02 feet; Thence South 19° 08' 12" East 132.43 feet; Thence South 12° 29' 58" East 52.68 feet; Thence South 46° 52' 30" East 48.87 feet; Thence South 60° 03' 05" East 103.02 feet; Thence South 69° 30' 09" East 48.21 feet; Thence South 85° 54' 15" East 100.84 feet; Thence South 13° 32' 45" West 57.27 feet; Thence South 2° 03' 06" East 172.92 feet; Thence South 2° 06' 02" West 912.30 feet; Thence South 27° 26' 09" West 80.39 feet; Thence South 25° 10' 53" East 33.79 feet; Thence South 22° 11' 09" East 134.93 feet; Thence South 22° 14' 46" East 135.27 feet; Thence South 19° 27' 00" East 152.21 feet; Thence South 19° 27' 02" East 154.76 feet; Thence South 30° 22' 07" East 160.09 feet; Thence South 31° 44' 17" East 165.70 feet; Thence South 8° 25' 19" East 88.89 feet; Thence South 9° 23' 50" East 153.52 feet; Thence South 13° 53' 40" East 127.17 feet; Thence South 5° 13' 09" West 703.31 feet; Thence South 16° 31' 19" West 90.60 feet; Thence South 13° 16' 59" East 93.08 feet; Thence South 15° 26' 09" East 27.73 feet; Thence South 26° 42' 33" East 216.31 feet; Thence South 53° 03' 24" East 45.81 feet; Thence South 21° 00' 54" West 115.42 feet; Thence South 7° 01' 24" West 143.10 feet; Thence South 29° 48' 00" East 59.82 feet; Thence South 1° 34' 02" East 49.36 feet; Thence South 13° 38' 32" East 64.62 feet; Thence South 23° 58' 35" East 65.67 feet; Thence South 40° 38' 15" East 90.57 feet; Thence South 50° 23' 19" East 102.63 feet; Thence South 79° 51' 55" East 166.09 feet; Thence North 70° 45' 13" East 43.22 feet; Thence South 79° 25' 18" East 20.49 feet; Thence South 81° 40' 02" East 29.44 feet; Thence South 11° 49' 18" West 92.65 feet; Thence South 12° 29' 54" East 123.98 feet; Thence South 28° 39' 56" West 29.14 feet; Thence South 14° 37' 34" West 75.63 feet; Thence South 0° 20' 45" East 111.73 feet; Thence South 48° 25' 28" East 11.36 feet; Thence South 5° 04' 40" East 65.41 feet; Thence South 19° 53' 20" East 63.44 feet; Thence South 28° 19' 19" East 94.72 feet; Thence South 70° 31' 51" East 89.84 feet; Thence South 43° 33' 29" East 155.07 feet; Thence North 70° 24' 51" East 83.00 feet; Thence South 54° 50' 52" East 21.37 feet; Thence North 79° 28' 23" East 71.92 feet; Thence South 62° 24' 17" East 18.77 feet; Thence South 72° 29' 08" East 30.68 feet; Thence North 78° 29' 56" East 189.47 feet; Thence North 76° 52' 30" East 48.87 feet; Thence North 60° 00' 00" East 39.16 feet; Thence North 45° 00' 00" East 39.16 feet; Thence North 30° 00' 00" East 39.16 feet; Thence North 15° 00' 00" East 39.16 feet; Thence North 2° 40' 41" East 22.23 feet, more or less to the North line of the South Half of the Northwest Quarter of the Southwest Quarter of Section 14; Thence South 88° 07' 27" East, along said line, 369.47 feet to the centerline of that certain 100 foot wide strip of land conveyed to the Seattle Lake Shore and Eastern Railway Company by deed dated July 17, 1891 and recorded July 25, 1891 as Auditors File No. 3823, in Volume 20 of Deeds, page 504, records of Skagit County Washington; Thence Southerly along said centerline a distance of 766 feet, more or less to the South line of the Northwest Quarter of the Southwest Quarter of Section 14; Thence North 88° 33' 36" West 752.72 feet, more or less, to the Southwest corner of the Northwest Quarter of the Southwest Quarter of said Section 14; Thence North 88° 36' 40" West, along the South line of the Northeast Quarter of the Southeast Quarter of Section 15, a distance of 1333.41 feet to the Southwest corner thereof; Thence North 1° 12' 08" East, along the West line of said Northeast Quarter of the Southeast Quarter of said Section 15, a distance of 688.46 feet, more or less to the North margin of College Way (SR538); Thence Westerly along said margin, 2606.52 feet, more or less to the East line of the West 208.7 feet of the South 626.1 feet of that portion of the Southeast Quarter of the Northwest Quarter lying North



of State Road No. 1-G, as described under AFN 8305270054, in said Section 15; Thence North 1° 26' 36" East, along said East line, 626.10 feet to the Northeast corner of said parcel being on the South line of that certain parcel as described under Auditors File No. 200411050096; Thence South 88° 41' 14" East, along the South line of said parcel recorded under Auditors File No. 200411050096, a distance of 771.45 feet to the Southeast corner thereof; Thence North 1° 26' 36" East, along the East line of said parcel, 433.56 feet, to the Southwest corner of Parcel 4, as shown and described on that certain Boundary Line Adjustment survey map recorded under Auditors File No. 200706190095, records of Skagit County Washington; Thence the following courses along the Southerly, Easterly and Northerly line of said Parcel 4, South 88° 33' 24" East 370.33 feet; Thence South 85° 42' 09" East 472.91 feet; Thence South 86° 50' 15" East 213.62 feet; Thence North 71° 25' 46" East 334.89 feet; Thence North 29° 59' 41" East 162.34 feet; Thence North 29° 59' 41" East 45.44 feet; Thence North 29° 59' 41" East 117.22 feet; Thence North 5° 34' 33" East 162.09 feet; Thence North 12° 48' 25" West 218.85 feet; Thence North 25° 34' 21" West 205.38 feet; Thence North 18° 17' 32" West 348.90 feet; Thence North 8° 07' 49" West 157.41 feet; Thence North 30° 23' 11" West 111.90 feet; Thence North 25° 47' 39" West 87.34 feet; Thence North 25° 47' 39" West 91.15 feet; Thence North 54° 48' 59" West 93.58 feet; Thence North 76° 59' 11" West 180.46 feet; Thence North 76° 50' 23" West 84.64 feet; Thence North 57° 43' 31" West 112.69 feet; Thence North 78° 26' 16" West 220.72 feet to the Northwest corner of said Parcel 4; Thence continue along the Northerly boundary of Parcel 3 of said Boundary Line Adjustment the following courses, North 66° 03' 52" West 103.00 feet; Thence North 66° 03' 52" West 138.90 feet; Thence South 79° 36' 46" West 295.79 feet; Thence North 88° 04' 38" West 128.61 feet; Thence North 52° 05' 24" West 149.71 feet; Thence North 32° 41' 51" West 129.01 feet; Thence North 15° 42' 36" West 159.39 feet; Thence North 63° 15' 58" West 111.40 feet; Thence South 62° 42' 54" West 117.72 feet to the Northwest corner of said Parcel 3; Thence continuing along the Southerly and Westerly boundary of Parcel 1 of said Boundary Line Adjustment the following courses, North 89° 11' 17" West 363.49 feet to the West line of the East Half of the Southwest Quarter of Section 10; Thence North 0° 12' 29" East, along said line, 1982.62 feet to the Northwest corner thereof; Thence 88° 44' 43" East, along the East-West centerline of said Section 10 a distance of 1681.35 feet to the **TRUE POINT OF BEGINNING.**

Except the following described parcels:

Exception no. 1, any portion lying within the right of way of State Road No. 538, also known as College Way.

Exception No. 2, any portion lying within the right of way of McLaughlin Road.

Exception No 3, that portion, if any, that lies within the previous right of way of college way between the center of section 15, and the existing right of way of college way to the west of said center of section .

Containing 220 Acres, more or less.

Subject to and together with Easements, and Restrictions of record.

Situate in the County of Skagit, State of Washington.

