

6/10/14

## SCHEDULE 2.1: BILL OF SALE FOR SCWMS INFRASTRUCTURE

THIS BILL OF SALE is executed as of the 21th day of June, 2014, by CLARK COUNTY, Washington, a political subdivision of the State of Washington ("Assignor"):

**FOR VALUE RECEIVED**, receipt of which is hereby acknowledged, Assignor does hereby grant, bargain, sell, convey, assign, transfer, and set over to the DISCOVERY CLEAN WATER ALLIANCE, a Washington municipal corporation ("Assignee"): (i) the Salmon Creek Interceptor; (ii) the Klineline Interceptor; (iii) the 36th Avenue Pump Station; (iv) the 117th Street Pump Station (also referred to as the Klineline Pump Station); (v) the 36th Avenue Pump Station Force Main; (vi) the 117th Street Pump Station Force Main; (vii) the Salmon Creek Treatment Plant and Outfall; and, (viii) all improvements, upgrades, and appurtenances now existing or in the process of construction that are comprised of or are used by the SCWMS Infrastructure owned by Assignor (collectively referred to as the "SCWMS Infrastructure") located in, on, and around the SCTPO Real Property, as defined in **Section 2.2** of the Clark County and Discovery Clean Water Alliance Salmon Creek Wastewater Management System Transfer Agreement (the "SCWMS Transfer Agreement"), the 36th Avenue Pump Station Real Property, as defined in **Section 2.3** of the SCWMS Transfer Agreement, the SCWMS Easements, as defined in **Section 2.4** of the SCWMS Transfer Agreement, and all other Assignor properties and rights of way where SCWMS Infrastructure is located.

The SCWMS Infrastructure is graphically depicted for illustrative purposes on the diagrams attached as **Exhibit 2.1.A** of this **Schedule 2.1**.

In all respects, the SCWMS Infrastructure is being transferred in its "as is, where is" condition, and without representation or warranty.

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**IN WITNESS WHEREOF**, Assignor has executed and delivered this Bill of Sale as of the day and year first above written.

**ASSIGNOR:**

**BOARD OF COUNTY COMMISSIONERS  
CLARK COUNTY, WASHINGTON**

  
\_\_\_\_\_  
Tom Mielke, Chair

Date: June 24, 2014

\_\_\_\_\_  
David Madore, Commissioner

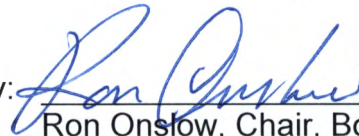
\_\_\_\_\_  
Edward L. Barnes, Commissioner

Approved as to form only  
Anthony F. Golik  
Prosecuting Attorney

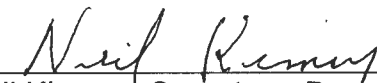
BY:   
\_\_\_\_\_

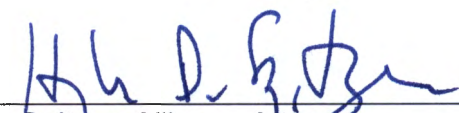
**ASSIGNEE:**

**DISCOVERY CLEAN WATER ALLIANCE,  
a Washington municipal corporation**

By:   
\_\_\_\_\_  
Ron Onslow, Chair, Board of Directors

Date: June 27, 2014

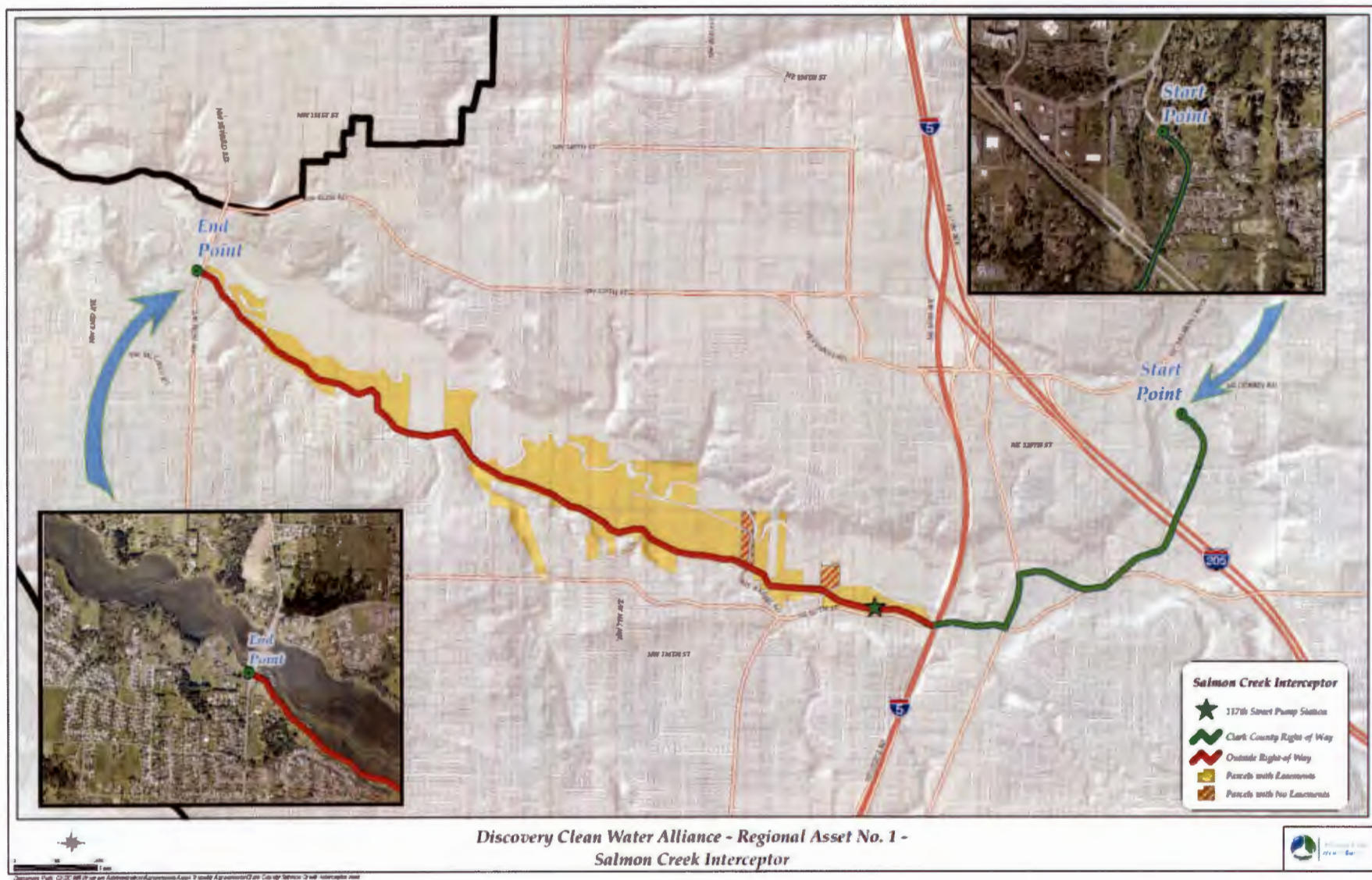
Attest:   
\_\_\_\_\_  
Neil Kimsey, Secretary, Board of Directors

Approved:   
\_\_\_\_\_  
Hugh D. Spitzer, Alliance Attorney

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**EXHIBIT 2.1.A**  
**DIAGRAMS OF THE SCWMS INFRASTRUCTURE**

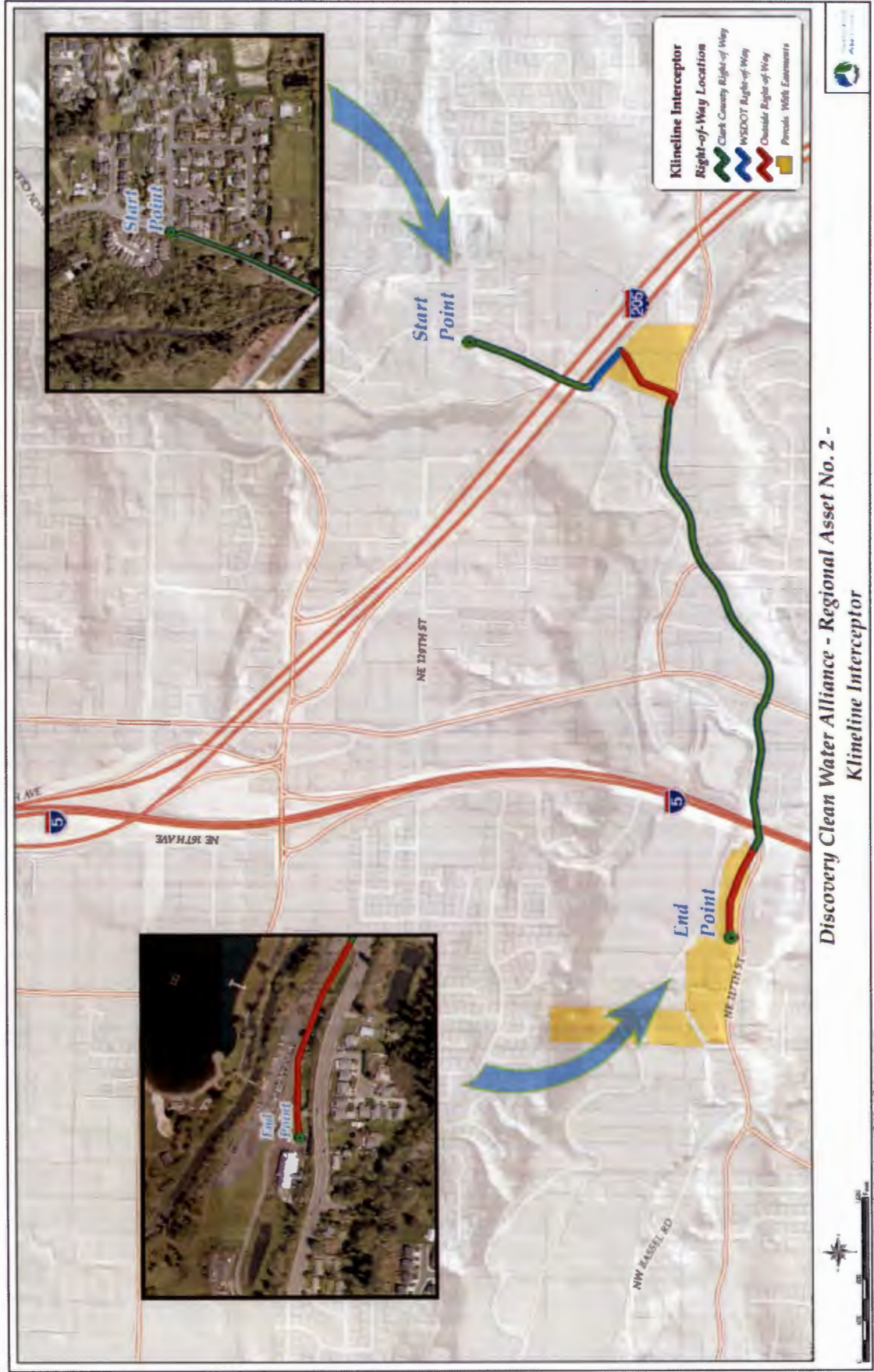
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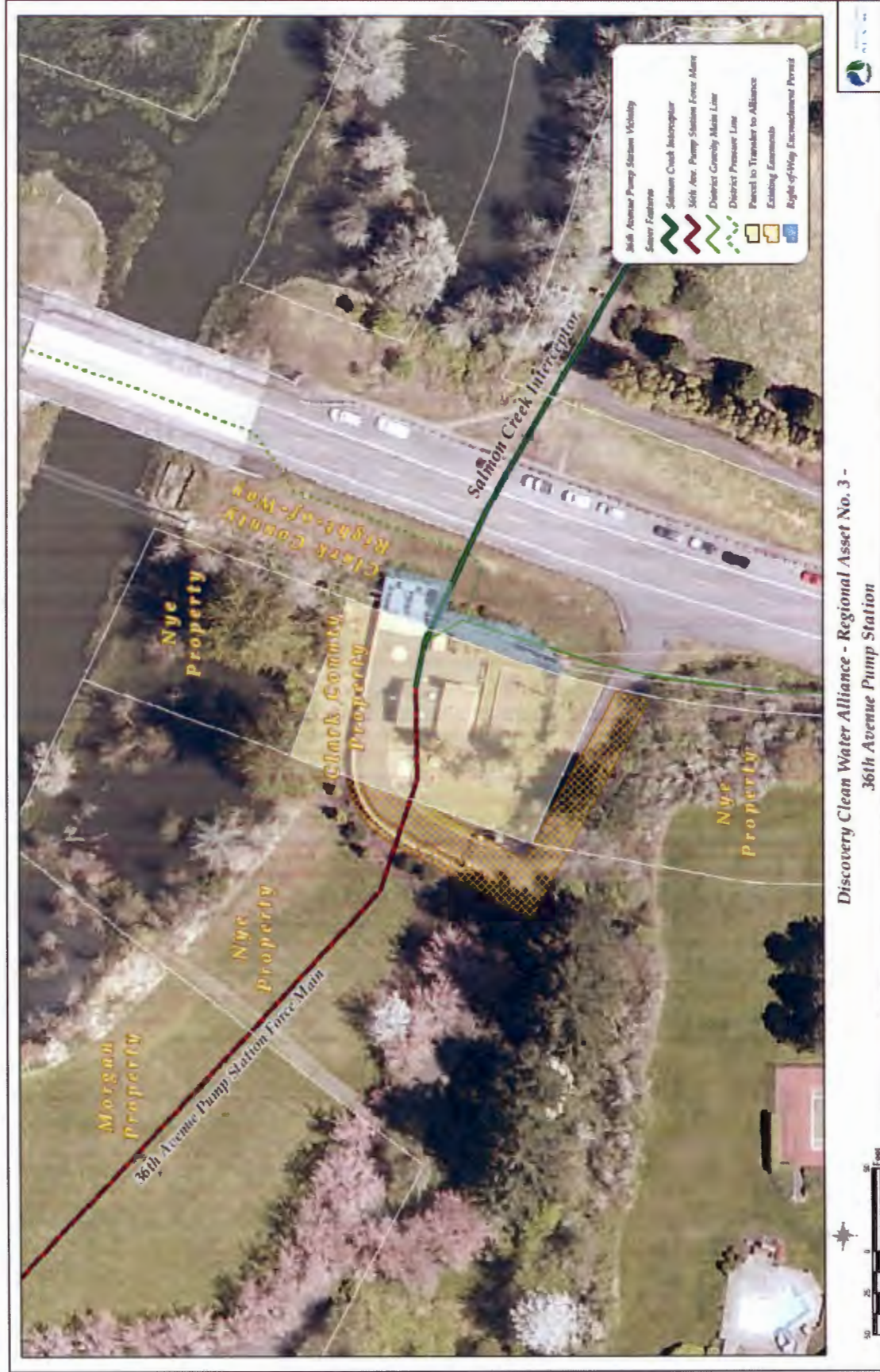
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Discovery Clean Water Alliance - Regional Asset No. 4 -  
117th Street Pump Station



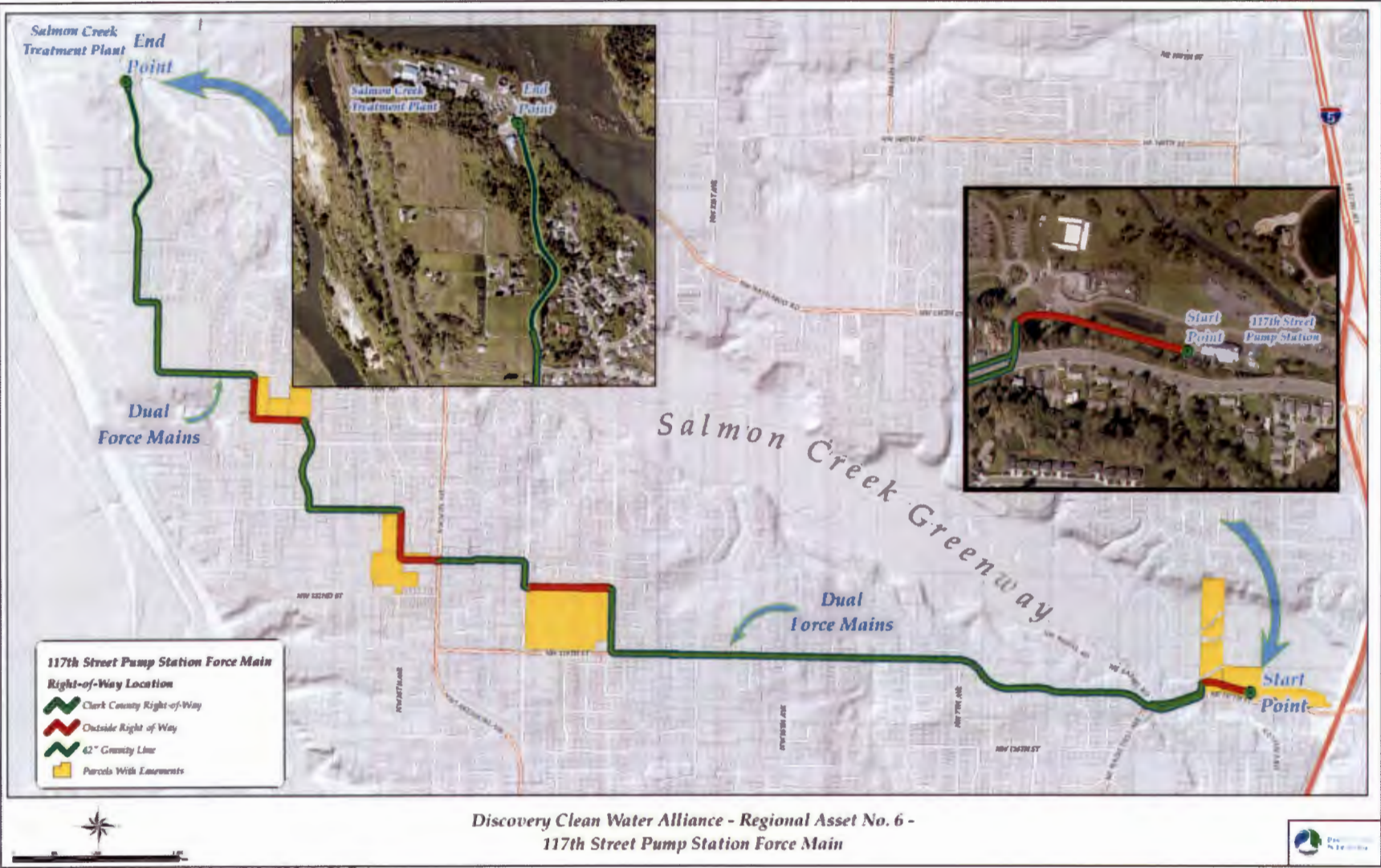
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Schedule 2.1 - 5



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Schedule 2.1 - 6

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