

6/10/14

SCHEDULE 2.5: BILL OF SALE FOR SCWMS PERSONAL PROPERTY

THIS BILL OF SALE is executed as of the 20th day of June, 2014 (the "Execution Date"), by CLARK COUNTY, Washington, a political subdivision of the State of Washington ("Assignor"):

FOR VALUE RECEIVED, receipt of which is hereby acknowledged, Assignor shall, upon the Effective Date of this Bill of Sale, grant, bargain, sell, convey, assign, transfer, and set over to the DISCOVERY CLEAN WATER ALLIANCE, a Washington municipal corporation ("Assignee"), (i) all laboratory equipment and supplies purchased for and stored in the on-site laboratory; (ii) all maintenance and operations tools and specialized equipment; (iii) all spare parts purchased for or furnished by equipment manufacturers; (iv) all operational fixtures, furniture, furnishings, appliances, and related items; (v) all operating and processing chemicals; (vi) all maintenance and operations vehicles and rolling stock; (vii) all maintenance and operations information technology hardware, equipment, systems, and software (to the extent transferrable under applicable software licenses); and, (viii) all associated forms of documentation, including, but not limited to, reports, plans, specifications, estimates, designs, drawings, maps, surveys, construction records, photos, documentation, maintenance and operation manuals and correspondence, any component thereof, and any existing, in progress or proposed parts of the same owned by Assignor (collectively referred to as the "SCWMS Personal Property") located in, on, and around the SCWMS Infrastructure as defined in **Section 2.1** of the Clark County and Discovery Clean Water Alliance Salmon Creek Wastewater Management System Transfer Agreement (the "SCWMS Transfer Agreement"), the SCTPO Real Property as defined in **Section 2.2** of the SCWMS Transfer Agreement, the 36th Avenue Pump Station 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 Personal Property is located.

The "Effective Date" of this Bill of Sale is that date of the expiration or termination of that "Clark County and Discovery Clean Water Alliance Operator Agreement," effective January 1, 2015.

In no event shall the transfers created in this Bill of Sale be effective beyond the expiration of 21 years from the death of the survivors of the descendants of Joseph P. Kennedy, the late Ambassador of the United States to the Court of St. James's, living on the Execution Date of this Bill of Sale.

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

6/10/14

ASSIGNOR:

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


Tom Mielke, Chair

Date: 6/24/14

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