

AGREEMENT

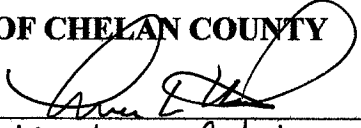
This Agreement is made and entered into by and among the Port of Chelan County, a Washington municipal corporation, (the "Port") Charles B. Reppas ("Reppas"), and Chelan County, a Washington municipal corporation, (the "County"). The Port, as Seller, and Reppas, as Buyer, are parties to that certain Purchase and Sale Agreement, Peshastin Mill Property, Chelan County, Washington dated January 16, 2008 (the "P&S Agreement").

This Agreement is being entered into to record and reflect the understanding and agreement between the Port and Reppas that the form of Conservation Easement Agreement which is attached to this Agreement as Exhibit A, and incorporated herein by this reference, is acceptable to the Port and, when executed, shall satisfy the requirements of the P&S Agreement for a Conservation Easement Agreement whose terms and conditions are acceptable to the Port.

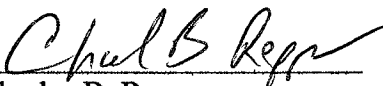
The form of Conservation Easement Agreement attached hereto as Exhibit A shall be entered into at the closing of the transaction contemplated by the P&S Agreement by Reppas (or his assigns), as Grantor, and by the County, as Grantee. Reppas hereby acknowledges and agrees that the "CE Area," as identified and described in Recital C of the P&S Agreement, shall be surveyed and made into a legal lot of record (at Reppas' sole cost and expense) prior to closing, and the survey and a legal description of the CE Area, which survey shall also show the River Access, shall be attached to the Conservation Easement Agreement as Exhibit "C" prior to closing (Exhibit "C" to the attached is a draft depicting the approximate location of the River Access pending completion of the survey; see area shaded in green).

DATED this 16 day of April, 2008.

PORT OF CHELAN COUNTY

By: 
Name: Mark Urdahl
Its: Executive Director
Date: 4-16-08

REPPAS

By: 
Charles B. Reppas
Date: 3-29-08

CHELAN COUNTY

By: Buell Hawkins BOCC Chair
Name: BUELL HAWKINS
Its: BOCC CHAIR
Date: 4/1/08