

BILL OF SALE

This Bill of Sale is dated for reference purposes as of date of last signature below, and is made by and between RIVERFRONT COMMERCIAL INVESTMENT, L.L.C., a Washington limited liability company, which acquired title as Riverfront Commercial L.L.C., a Washington limited liability company, RIVERFRONT PHASE 1 LLC, a Washington limited liability company, RIVERFRONT PHASE 2 LLC, a Washington limited liability company, RIVERFRONT PHASE 4 LLC, a Washington limited liability company, RIVERFRONT GROCER LLC, a Washington limited liability company, and RIVERFRONT THEATER LLC, a Washington limited liability company (collectively, “**Grantor**”), and CITY OF EVERETT, A MUNICIPAL CORPORATION OF THE STATE OF WASHINGTON (“**Grantee**”).

RECITALS

A. Grantor and Grantee are parties to that certain Third Amendment to Grant of Easement for Existing Landfill Systems and Related Utilities dated as of September __, 2024 (the “**Amendment**”). Capitalized terms used but not defined herein have the meanings given to them in the Amendment.

B. In the Amendment, the parties added to the easement thereunder for certain components of the as-built LFG System shown in as built drawings on file with the City in the area approximately shown on Exhibit E-1 thereto (such components, the “**Transferred Components**”).

C. Grantor and Grantee desire to enter into this Bill of Sale to complete the conveyance of the Transferred Components according to the terms and provisions provided herein.

AGREEMENTS

In consideration of the mutual covenants and promises contained in this Bill of Sale, the parties agree as follows:

1. Conveyance and Assignment. Grantor hereby (1) conveys the Transferred Components, (2) assigns all warranties held by Grantor associated with the Transferred Components, and (3) warrants that the conveyance and assignment hereunder are free and clear of all liens. For the purposes of clarity, the parties agree that the Transferred Components conveyed hereunder does not include the QED valves located where building LFG systems will connect to the Grantee-owned LFG header system and that such QED valves remain the property of Grantor.

2. Legal Matters. In the event any legal proceeding is instituted to enforce this Bill of Sale or any claim arising hereunder, Section 13.8 of the PDA shall control. The laws of the State of Washington shall govern this Bill of Sale and its validity, construction, and performance. Each party consents to venue in Snohomish County, Washington, for any legal proceeding arising under or by reason of this Bill of Sale. This Bill of Sale may be executed and delivered by AdobeSign or other electronic transmission, and in counterparts, each of which shall be deemed and original, and all of which together shall constitute one and the same instrument.

3. Effective Date. This Bill of Sale is effective as of the date of recording of the Amendment.

GRANTORS:	
<p>RIVERFRONT COMMERCIAL INVESTMENT, L.L.C., a Washington limited liability company</p> <p>By: <u>[Signature]</u></p> <p>Name: <u>Derek Straight</u></p> <p>Title: <u>Authorized Signer</u></p>	<p>RIVERFRONT PHASE 1 LLC, a Washington limited liability company</p> <p>By: <u>[Signature]</u></p> <p>Name: <u>Derek Straight</u></p> <p>Title: <u>Authorized Signer</u></p>
<p>RIVERFRONT PHASE 2 LLC, a Washington limited liability company</p> <p>By: <u>[Signature]</u></p> <p>Name: <u>Derek Straight</u></p> <p>Title: <u>Authorized Signer</u></p>	
<p>RIVERFRONT PHASE 4 LLC, a Washington limited liability company</p> <p>By: <u>[Signature]</u></p> <p>Name: <u>Derek Straight</u></p> <p>Title: <u>Authorized Signer</u></p>	<p>RIVERFRONT GROCER LLC, a Washington limited liability company</p> <p>By: <u>[Signature]</u></p> <p>Name: <u>Derek Straight</u></p> <p>Title: <u>Authorized Signer</u></p>
<p>RIVERFRONT THEATER LLC, a Washington limited liability company</p> <p>By: <u>[Signature]</u></p> <p>Name: <u>Derek Straight</u></p> <p>Title: <u>Authorized Signer</u></p>	

Accepted and Approved:

CITY OF EVERETT, a municipal
corporation of the State of Washington

By: _____

Cassie Franklin, Mayor

Date: _____

9/23/2024

Attest:

Office of the City Clerk

Office of the City Attorney
APPROVED AS TO FORM
David C. Hall, City Attorney