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**COLCHESTER LAND TRUST, INC.**

**NOTICE OF SPECIAL MEETING OF MEMBERS**

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Pursuant to its Bylaws of, the Board of Directors (the “Board”) of Colchester Land Trust, Inc. (“Colchester”) has called for a Special Meeting of Colchester’s members (the “Members”) to take place on June 2, 2026 from 4 PM ET through 7 PM ET at Carl Guild Associates, 392 S. Main St., #2, Colchester CT.

Colchester, Salem Land Trust, Inc. (“Salem”), and Avalonia Land Conservancy, Inc. (“Avalonia”) are negotiating the merger of Colchester and Salem into Avalonia in accordance with Section 33-1155 of the Connecticut Revised Nonstock Corporation Act.

The material terms and conditions of the merger are set forth in the Plan of Merger attached as Exhibit A, including continuing our land conservation and stewardship work in the Town of Colchester, managing Colchester’s existing funds, maintaining the Colchester legacy, adopting the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of Avalonia, and electing two directors from the Colchester Board to serve on the Avalonia Board.

Accordingly, the purpose of the meeting will be to discuss and vote on the following:

1. The Plan of Merger in the form of Exhibit A attached, and
2. Such other matters as may properly come before the meeting.

The resolutions proposed for adoption by the members are attached as Exhibit B.

David Levine  
Co-President

Lisa Hageman  
Co-President

May 13, 2026

**Exhibit A**  
**Plan of Merger**

**Exhibit B**  
**Proposed Member Resolutions**

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**COLCHESTER LAND TRUST, INC.**

**RESOLUTION OF THE MEMBERS**

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June 2, 2026

WHEREAS, Colchester Land Trust, Inc. ("Colchester"), Salem Land Trust, Inc. ("Salem"), and Avalonia Land Conservancy, Inc. ("Avalonia") have engaged in negotiations regarding the merger of Colchester and Salem with and into Avalonia (the "Merger") in accordance with Section 33-1155 of the Connecticut Revised Nonstock Corporation Act;

WHEREAS, the Plan of Merger, including the Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws of Avalonia, were provided to Colchester's members (the "Members") with the Notice of Special Meeting of Members;

WHEREAS, the Board of Directors of Colchester approved the Plan of Merger as being in the best interests of Colchester, as well as its members and other stakeholders, and recommended the Plan of Merger to the Members; and

WHEREAS, a Special Meeting of the Members was held on June 2, 2026 at which a quorum was present and at which the recommendation of the Colchester Board of Directors for the adoption of the Plan of Merger by the Members was heard, and the following resolution was adopted:

**RESOLVED:** That the Members hereby approve and adopt the Plan of Merger in the form provided with the Notice of Special Meeting of Members.