

**I.C.R. SANITARY DISTRICT  
RESOLUTION 2012- \_4**

**BILL OF SALE – SANTEC WASTEWATER TREATMENT PLANT**

WHEREAS, on May 1, 2012 the Governing Board of the Inscription Canyon Ranch Sanitary District (the "Governing Board") met in special session at 9 a.m. at the Days Inn Conference Room 1, 688 Fletcher Court, Chino Valley, AZ 86323 with the follow Directors present:

Bob Hilb

Scott Robbins

WHEREAS, the AMENDED AND RESTATED DEVELOPMENT AGREEMENT approved by the Governing Board on March 1, 2012, provides for the acceptance of the existing Santec Plant, pursuant to the terms and conditions set forth in the Agreement and

WHEREAS the attached Bill of Sale is substantively the same as Exhibit E to the Amended and Restated Development Agreement,

THEREFORE, BE IT RESOLVED by the Governing Board of the I.C.R. Sanitary District, Yavapai County, Arizona, that the Bill of Sale for the Santec Plant, together with the Description of Property and Facilities attached hereto is approved and the Board is authorized to execute the Bill of Sale. The motion authorizing this resolution was adopted unanimously at the Board meeting on May 1, 2012.

I.C.R. SANITARY DISTRICT, a political subdivision of the State of Arizona.

ATTEST:

BY

Isabel Yrbe, District Clerk

When Recorded, Please Mail To:

ICR SANITARY DISTRICT  
P.O. Box 215  
Prescott, AZ 86305  
Attn: Bob Hilb

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## BILL OF SALE

### SANTEC WASTEWATER TREATMENT FACILITY PHASE 1

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, TALKING ROCK LAND, L.L.C., an Arizona limited liability company and OLD CAPITOL INVESTMENTS, LLC, an Arizona limited liability company, (together "Transferors"), hereby transfer, convey and absolutely sets over to ICR SANITARY DISTRICT, a special taxing district formed pursuant to A.R.S. §§ 48-101 et seq. and 48-2001 et seq. ("Transferee"), the wastewater treatment facilities constructed on Transferee's property as described on Exhibit "A" including but not limited to those treatment facilities and related equipment, valves, meters, electrical systems and control systems (together, the "Facilities") at a total cost shown on Exhibit "A" and further described in the as-built improvement plans provided to Transferee and Yavapai County Development Services Department.

Transferee has fully reviewed the design of the Facilities and has inspected the Facilities and accepts title, operation, maintenance and repair responsibilities to the Facilities as of the \_\_\_\_\_, 2012. Upon Transferee's execution of this Bill of Sale, Transferee shall be deemed to have accepted the Facilities in "as is" and "as-constructed" condition without representation or warranty of the Transferors.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Bill of Sale (Santec Wastewater Treatment Facility Phase 1) as of this \_\_\_\_\_ day of \_\_\_\_\_, 2012.

SIGNATURES ON NEXT PAGE

**TRANSFERORS:**

**TALKING ROCK LAND, LLC.,**

an Arizona limited liability company

By: Harvard Simon I, L.L.C.  
an Arizona limited liability company

Its: Manager

By: Harvard Talking Rock, L.L.C.,  
an Arizona limited liability company

Its: Operating Member

By: Harvard Investments, Inc.  
a Nevada corporation

Its: Manager

By: \_\_\_\_\_

Its: \_\_\_\_\_

**OLD CAPITOL INVESTMENTS, LLC,**

An Arizona limited liability company,

By: Four Capital Group, Inc.,  
An Arizona corporation,  
Its Manager-Member

By: \_\_\_\_\_

Its: \_\_\_\_\_

**TRANSFeree:**

**I.C.R. SANITARY DISTRICT,**

a political subdivision of the State of Arizona

By: Bob Hilb

Its: Chairman

By: Brian Ray

Its: Board Member

By: Scott Robbins

Its: Board Member

NOTARIAL CERTIFICATE

STATE OF ARIZONA }  
COUNTY OF MARICOPA } ss.

Title/Type of Document: Bill of Sale (Santec Wastewater Treatment Facility Phase 1)  
Date of Document: \_\_\_\_\_  
Number of Pages (including this notarial certificate: \_\_\_\_\_ pages  
Name(s) of Signer(s): \_\_\_\_\_

The above-described instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2012 by \_\_\_\_\_ of Harvard Investments, Inc., in its capacity as Manager of Harvard Talking Rock, L.L.C., in its capacity as Operating Member of Harvard Simon I, L.L.C., in its capacity as Manager of Talking Rock Land, L.L.C.

\_\_\_\_\_  
Notary Public

NOTARIAL CERTIFICATE

STATE OF ARIZONA }  
COUNTY OF \_\_\_\_\_ } ss.

Title/Type of Document: Bill of Sale (Santec Wastewater Treatment Facility Phase 1)  
Date of Document: \_\_\_\_\_  
Number of Pages (including this notarial certificate: \_\_\_\_\_ pages  
Name(s) of Signer(s): \_\_\_\_\_

The above-described instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2012 by \_\_\_\_\_ of Four Capital Group, Inc., in its capacity as Member-Manager of Old Capital Investments, LLC, an Arizona limited liability company.

\_\_\_\_\_  
Notary Public

NOTARIAL CERTIFICATE

STATE OF ARIZONA }  
COUNTY OF YAVAPAI } ss.

Title/Type of Document: Bill of Sale (Santec Wastewater Treatment Facility Phase 1)  
Date of Document: \_\_\_\_\_  
Number of Pages (including this notarial certificate: \_\_\_\_\_ pages  
Name(s) of Signer(s): \_\_\_\_\_

The above-described instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2012 by \_\_\_\_\_ of ICR Sanitary District, a special taxing district in the State of Arizona.

\_\_\_\_\_  
Notary Public

NOTARIAL CERTIFICATE

STATE OF ARIZONA }  
COUNTY OF YAVAPAI } ss.

Title/Type of Document: Bill of Sale (Santec Wastewater Treatment Facility Phase 1)  
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Number of Pages (including this notarial certificate: \_\_\_\_\_ pages  
Name(s) of Signer(s): \_\_\_\_\_

The above-described instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2012 by \_\_\_\_\_ of ICR Sanitary District, a special taxing district in the State of Arizona.

\_\_\_\_\_  
Notary Public

NOTARIAL CERTIFICATE

STATE OF ARIZONA

COUNTY OF YAVAPAI

}  
} ss.  
}

Title/Type of Document: Bill of Sale (Santec Wastewater Treatment Facility Phase 1)

Date of Document: \_\_\_\_\_

Number of Pages (including  
this notarial certificate: \_\_\_\_\_ pages

Name(s) of Signer(s): \_\_\_\_\_

The above-described instrument was acknowledged before me this \_\_\_\_\_ day of  
\_\_\_\_\_, 2012 by \_\_\_\_\_ of ICR  
Sanitary District, a special taxing district in the State of Arizona.

\_\_\_\_\_  
Notary Public

**EXHIBIT "A"**

**DESCRIPTION OF  
TRANSFEREE'S PROPERTY and the FACILITIES**

**LEGAL DESCRIPTION OF TRANSFEREE'S PROPERTY:**

A portion of the following described property: TRACT A, a shown on Final Plat of INSCRIPTION CANYON RANCH SUBDIVISION – UNIT ONE, PHASE ONE, recorded in Book 32, at Page 38, in the official records of Yavapai County, Arizona Recorder's Office.

**DESCRIPTION OF FACILITIES:**

	<b>Description</b>	<b>Cost</b>
<b>Tanks &amp; Manufacturing:</b>		
	Flow Equalization Basin	23,299.25
	Aeration Tank #1	36,695.75
	Aeration Tank #2	32,197.75
	Denitrification Tank	17,368.00
	Clarifier	48,059.38
	Chlorine Contact	15,733.25
	Sludge Holding Tank	23,278.13
	Sewer Lift Station	19,573.13
<b>Pumping Systems:</b>		
	Flow Equalization Basin	16,703.13
	Sewer Lift Station	26,620.00
	Chemical Feed Pump	2,906.25
	Process Blower System	35,540.00
<b>Installation &amp; Subcontracts:</b>		
	Tank Installation	93,750.00
	Plant Piping Installation	35,716.25
	Misc. Building Work	6,250.00
	Misc. Subcontracts	17,037.50
<b>Misc. Equipment:</b>		
	Dechlor Tablet Feeder	1,312.50
	Plant Testing Equipment	6,875.00
	Chemical Storage Cabinet	2,982.50
<b>Freight:</b>		
	Tank Delivery	29,767.50
	<b>Subtotal:</b>	<b>491,665.27</b>
<b>Engineering:</b>		
		25,150.00
<b>Legal/Administrative/Permitting:</b>		
		274,184.00
	<b>TOTAL:</b>	<b>790,999.27</b>