

**I.C.R. SANITARY DISTRICT
RESOLUTION 2013-1**

**BILL OF SALE
WHISPERING CANYON**

OFF-SITE, ON-SITE AND OTHER RELATED WASTEWATER FACILITIES

WHEREAS, on February 28, 2013 the Governing Board of the Inscription Canyon Ranch Sanitary District (the "Governing Board") met in special session at

9:00 a.m. at the Days Inn Conference Room 1, 688 Fletcher Court, Chino Valley, AZ 86323 with the follow Directors present:

Bob Hilb
Brian Ray
Scott Robbins


WHEREAS, the AMENDED AND RESTATED DEVELOPMENT AGREEMENT approved by the Governing Board on March 1, 2012, provides for the acceptance of the Whispering Canyon Off-Site, On-Site and Other Related Wastewater Facilities pursuant to the terms and conditions set forth in the Agreement and

WHEREAS the attached Bill of Sale is substantively the same as Exhibit F 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 Whispering Canyon Off-Site, On-Site and Other Related Wastewater Facilities, 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 January 8, 2013.

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

BY:



Bob Hilb, Chairman

When Recorded, Please Mail To:

ICR SANITARY DISTRICT
P.O. Box 215
Chino Valley, AZ 86323
Attn: Bob Hilb

EXHIBIT "F"

BILL OF SALE

WHISPERING CANYON

OFF-SITE, ON-SITE AND OTHER RELATED WASTEWATER FACILITIES


FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, OLD CAPITOL INVESTMENTS, LLC, an Arizona limited liability company ("Transferor"), hereby transfers, conveys 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"), wastewater improvements constructed in Transferor's development known as Whispering Canyon, including but not limited to the following: a wastewater lift station, and wastewater transmission mains together with all wastewater system equipment, valves, meters, electrical systems, control systems and related collection infrastructure and appurtenances (together, the "Facilities" as itemized in Exhibit "A") and further described in the as-built improvement plans provided to Transferee and approved by 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 _____, 2013. 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 Transferor.

SIGNATURES ON NEXT PAGE


IN WITNESS WHEREOF, Transferor and Transferee have duly executed this Bill of Sale (Off-Site, On-Site and Other Related Wastewater Facilities) as of this _____ day of _____, 2013.

TRANSFEROR:
OLD CAPITOL INVESTMENTS, LLC,
an Arizona limited liability company
By: Four Capital Group, Inc.,
an Arizona corporation,
Its Manager-Member

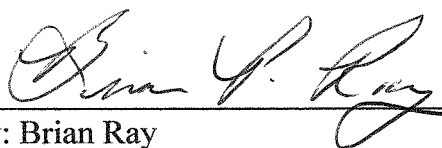


By: Cole Johnson
Its: President

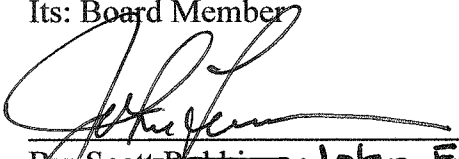
TRANSFEEE:
ICR SANITARY DISTRICT,
a special taxing district



By: Bob Hilb
Its: Chairman



By: Brian Ray
Its: Board Member

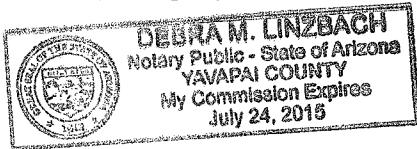


By: ~~Scott Robbins~~ **John Freeman**
Its: Board Member

NOTARIAL CERTIFICATE

STATE OF ARIZONA }
 COUNTY OF MARICOPA } ss.

The above-described instrument was acknowledged before me this 10th day of April, 2013 by Cole Johnson, of Four Capital Group, Inc., in its capacity as Member-Manager of Old Capital Investments, LLC, an Arizona limited liability company.



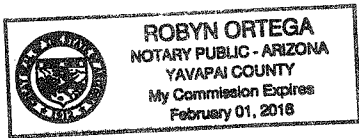
[Signature]
 Notary Public

Description of document this notarial certificate is being attached to:	
Type/Title	Bill of Sale
Date of Document	
Number of Pages	6
Additional signers (other than those named in the notarial certificate)	None

NOTARIAL CERTIFICATE

STATE OF ARIZONA }
 COUNTY OF Yavapai } ss.

The above-described instrument was acknowledged before me this 13th day of March, 2013 by Bob Hill, Chairman of ICR Sanitary District, a special taxing district in the State of Arizona, Buyer.



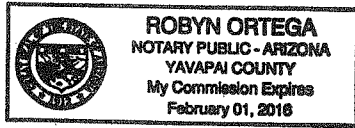
[Signature]
 Notary Public

Description of document this notarial certificate is being attached to:	
Type/Title	Bill of Sale
Date of Document	<u>3/13/13</u>
Number of Pages	6
Additional signers (other than those named in the notarial certificate)	None

NOTARIAL CERTIFICATE

STATE OF ARIZONA }
COUNTY OF Yavapai } ss.

The above-described instrument was acknowledged before me this 14th day of March, 2013 by Bruan Ray, Board Member of ICR Sanitary District, a special taxing district in the State of Arizona, Buyer.



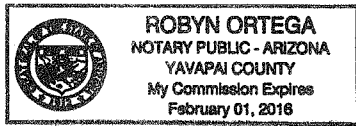
Robyn Ortega
Notary Public

Description of document this notarial certificate is being attached to:	
Type/Title	Bill of Sale
Date of Document	<u>3/14/13</u>
Number of Pages	6
Additional signers (other than those named in the notarial certificate)	None

NOTARIAL CERTIFICATE

STATE OF ARIZONA }
COUNTY OF Yavapai } ss.

The above-described instrument was acknowledged before me this 25th day of March, 2013 by John Freeman, Board Member of ICR Sanitary District, a special taxing district in the State of Arizona, Buyer.



Robyn Ortega
Notary Public

Description of document this notarial certificate is being attached to:	
Type/Title	Bill of Sale
Date of Document	<u>3/25/13</u>
Number of Pages	6
Additional signers (other than those named in the notarial certificate)	None

EXHIBIT "A"
WHISPERING CANYON - BILL OF SALE
SEWER DEVELOPMENT COSTS FOR WHISPERING CANYON

OFF-SITE WASTEWATER

Description	Quantity	UM	Unit Price	Extended Cost
8" PVC Sewer Main	4,160	Lf	28.00	\$ 116,480.00
8" DIP Sewer Main	126	Lf	40.00	\$ 5,040.00
6' Sewer Manhole	2	Ea	12,000.00	\$ 24,000.00
5' Sewer manhole	1	Ea	2,400.00	\$ 2,400.00
5' Drop Sewer Manhole	1	Ea	2,600.00	\$ 2,600.00
4' Sewer Manhole	13	Ea	1,500.00	\$ 19,500.00
4' Drop Sewer Manhole	1	Ea	1,800.00	\$ 1,800.00
LPS Manhole Connection	1	Ea	730.00	\$ 730.00
6" SCH40 LPS	2,606	Lf	24.00	\$ 62,544.00
6" LPS Gate Valve	3	Ea	700.00	\$ 2,100.00
6" LPS Inline Flushing Connection	3	Ea	1,050.00	\$ 3,150.00
6" LPS Air Release Valve	2	Ea	3,300.00	\$ 6,600.00
LPS Horizontal Alignment	8	Ea	800.00	\$ 800.00
Sewer Service	1	Ea	100.00	\$ 100.00
2" LPS Gate Valve	1	Ea	360.00	\$ 360.00
4" SCH 40 LPS	960	Lf	22.00	\$ 21,120.00
4" LPS Air Release Valve	2	Ea	3,500.00	\$ 7,000.00
4" Forced Main Tee	1	Ea	350.00	\$ 350.00
4" Forced Main Gate Valve	2	Ea	600.00	\$ 1,200.00
4" Forced Main Blind Flange	1	Ea	50.00	\$ 50.00
Sewer Lift Station	1	Ea	25,400.00	\$ 25,400.00
Remove/Replace Chain Link Fence	30	Lf	25.00	\$ 750.00
Mobilization (20%)	1	Ea	10,800.00	\$ 10,800.00
Blasting (33%)	1	Ls	9,914.03	\$ 9,914.03
CO # 4 - Lift Station Tie-in	1	Ls	7,845.00	\$ 7,845.00
CO #4 - Delete 4" Forced Main	1	Ls	1,600.00	\$ (1,600.00)
Subtotal Off-site Wastewater				\$ 331,033.03

ON-SITE WASTEWATER PHASES 1 & 2, Bk 46, Pg 72 - 2/7/03

Description	Quantity	UM	Unit Price	Extended Cost
LPS TrenchDig/Backfill	14,786	Lf	16.00	\$ 236,576.00
4" SCH 40 LPS	2,560	Lf	1.50	\$ 3,840.00
4" LPS Gate Valve	16	Ea	470.00	\$ 7,520.00
3" SCH 40 LPS	1,100	Lf	1.25	\$ 1,375.00
3" LPS Gate Valve	5	Ea	480.00	\$ 2,400.00
2.5" SCH 40 LPS	2,520	Lf	1.00	\$ 2,520.00
2.5" LPS Gate Valve	3	Ea	375.00	\$ 1,125.00
2" SCH 40 LPS	3,826	Lf	0.75	\$ 2,869.50
2" LPS Gate Valve	15	Ea	360.00	\$ 5,400.00
1" SCH 40 LPS	4,440	Lf	0.50	\$ 2,220.00
LPS Inline Flushing Connection	22	Ea	1,200.00	\$ 26,400.00
LPS ARV	13	Ea	3,500.00	\$ 45,500.00
LPS Terminal Cleanout	10	Ea	850.00	\$ 8,500.00
LPS Sewer Service	92	Ea	600.00	\$ 55,200.00
LPS Sewer Service Sleeve	44	Ea	205.00	\$ 9,020.00
LPS/FM Vertical Realignment	8	Ea	720.00	\$ 5,760.00
Mobilization (20%)	1	Ls	18,000.00	\$ 18,000.00
Blasting (33%)	1	Ls	27,607.90	\$ 27,607.90
Subtotal On-site Phases 1 & 2 Wastewater				\$ 461,833.40

EXHIBIT "A"
WHISPERING CANYON - BILL OF SALE
SEWER DEVELOPMENT COSTS FOR WHISPERING CANYON

ON-SITE WASTEWATER PHASE 3, Bk 57, Pg 75 - 7/10/06

<u>Description</u>	<u>Quantity</u>	<u>UM</u>	<u>Unit Price</u>	<u>Extended Cost</u>
JMS Excavating & Grading, LLC				
3" Pressure Sewer	977	LF	28.00	\$ 27,356.00
2" Pressure Sewer	2,752	LF	27.75	\$ 76,368.00
1 ¼" Sewer Lateral	41	Ea	1,013.00	\$ 41,533.00
Inline Flush	8	Ea	1,350.00	\$ 10,800.00
Endline Flush	6	Ea	633.00	\$ 3,798.00
Sewer Encasements	21	Ea	350.00	\$ 7,350.00
Raise Manholes	14	Ea	350.00	\$ 4,900.00
Raise Sewer Valve Boxes	10	Ea	250.00	\$ 2,500.00
Mobilization (20%)	1	Ls	2,200.00	\$ 2,200.00
CO#1 Water & Sewer Material Increase (46%)	1	Ls	6,705.00	\$ 6,705.00
JBT Contractors, LLC				
Finish Sewer System - retest & repair CO#1	1	Ls	19,538.89	\$ 19,538.89
Subtotal On-Site Phase 3 Wastewater				\$ 203,048.89

ON-SITE WASTEWATER PHASE 4, Bk 57, Pg 78 - 7/10/06

<u>Description</u>	<u>Quantity</u>	<u>UM</u>	<u>Unit Price</u>	<u>Extended Cost</u>
JMS Excavating & Grading, LLC				
2" Pressure Sewer	3,261	LF	27.75	\$ 90,492.75
1 ¼" Sewer Lateral	42	Ea	1,013.00	\$ 42,546.00
Inline Flush	5	Ea	1,350.00	\$ 6,750.00
Endline Flush	3	Ea	633.00	\$ 1,899.00
Sewer Encasements	21	Ea	350.00	\$ 7,350.00
Raise Manholes	8	Ea	350.00	\$ 2,800.00
Raise Sewer Valve Boxes	8	Ea	250.00	\$ 2,000.00
Mobilization (20%)	1	Ls	2,200.00	\$ 2,200.00
CO#1 Water & Sewer Material Increase (42%)	1	Ls	6,622.00	\$ 6,622.00
JBT Contractors, LLC				
Finish Sewer System	1	Ls	22,426.36	\$ 22,426.36
Subtotal On-Site Phase 4 Wastewater				\$ 185,086.11

TOTAL OFF-SITE & ON-SITE WASTEWATER **\$ 1,181,001.43**

RECORDERS MEMO: LEGIBILITY
QUESTIONABLE FOR GOOD REPRODUCTION