

**I.C.R. SANITARY DISTRICT
RESOLUTION 2012- X3**

AMENDED AND RESTATED DEVELOPMENT AGREEMENT

WHEREAS, on March 1, 2012 the Governing Board of the Inscription Canyon Ranch Sanitary District (the "Governing Board") met in special session at 3 p.m. at the Days Inn Conference Room 1, 688 Fletcher Court, Chino Valley, AZ 86323 with the follow Directors present:

Bob Hillb
Brian Ray
Scott Robbins

WHEREAS, the attached AMENDED AND RESTATED DEVELOPMENT AGREEMENT establishes: (i) an orderly basis for operating the Santec Plant and the existing infrastructure, (ii) clear procedures for the expansion of sewer capacity when needed in the future, (iii) a protocol for approving future phases of Developers property, and (iv) provide for the acceptance of the existing Santec Plant, the Talking Rock infrastructure, on-site and off-site and confirmation of the acceptance of the Whispering Canyon Infrastructure pursuant to the terms and conditions set forth in this Amended Development Agreement.

THEREFORE, BE IT RESOLVED by the Governing Board of the I.C.R. Sanitary District, Yavapai County, Arizona, that the Amended and Restated Development Agreement in the form submitted to the Board in an email from Kim Korp dated Tuesday February 21, 2012 together with the exhibits thereto presented to the Board by email from Clint Poteet on Wednesday February 22, 2012 is approved and the Board is authorized to execute the Agreement in a final form substantively the same as presented to the Board. The motion authorizing this resolution was adopted unanimously at the Board meeting on March 1, 2012.

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

ATTEST:

BY:


Isabel Yrbe, District Clerk

3/1/12