

RESOLUTION NO. 100-97

A RESOLUTION OF THE NAVAJO COUNTY BOARD OF SUPERVISORS; APPROVING THE ACCEPTANCE OF A QUITCLAIM DEED FROM THE CITY OF HOLBROOK, CONVEYING THE CITY'S INTEREST IN CERTAIN REAL PROPERTY COMMONLY KNOWN AS 121 WEST BUFFALO STREET, SUBJECT TO THE TERMS OF AN AGREEMENT OF TRANSFER BETWEEN THE CITY AND CITIZENS UTILITIES COMPANY; AND APPROVING THE ACCEPTANCE OF AN ASSIGNMENT OF THE CITY'S INTEREST AS LANDLORD UNDER A LEASE OF THE SAME PROPERTY WITH CITIZENS AS TENANT.

WHEREAS, the City of Holbrook (the "**City**") is the owner of certain real property more particularly described in **Exhibit A** hereto, the street address of which is 121 West Buffalo in Holbrook (the "**Property**"); and

WHEREAS, the City is willing to convey the Property to Navajo County (the "**County**") by Quitclaim Deed pursuant to a resolution duly adopted by the Mayor and City Council; and

WHEREAS, A.R.S. § 9-407(B) authorizes the City to convey real property to another political subdivision such as the County without following the public bidding or election procedures set forth in A.R.S. §§ 9-402 and 9-403; and

WHEREAS, the City acquired the Property from Citizens Utilities Company ("**Citizens**") pursuant to an Agreement of Transfer dated as of March 12, 1996 (the "**Agreement of Transfer**") and a Quitclaim Deed recorded in the Office of the Navajo County Recorder on September 27, 1997 at Fee No. 1996 19128; and

WHEREAS, the Agreement of Transfer requires Citizens' consent to any conveyance of the Property by the City; and

WHEREAS, Citizens occupies a portion of the Property pursuant to a long-term Lease Agreement dated as of March 12, 1996 (the "**Lease**") between itself as Tenant and the City of as Landlord; and

WHEREAS, Citizens is willing to approve the City's conveyance of the Property to the County, provided that the County assumes the City's obligations under the Agreement of Transfer and the Lease, effective as of the date that the Property is conveyed to the County; and

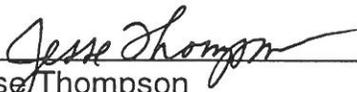
WHEREAS, the Board of Supervisors is authorized by A.R.S. § 11-251 to acquire real property for County purposes; and

WHEREAS, the Board of Supervisors finds that the conveyance of the Property to the County, subject to the County's assumption of the City's obligations under the Agreement of Transfer and the Lease, would be in the best interests of the County and its residents,

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors as follows:

1. The Chairman is authorized to accept and execute on behalf of the County a Quitclaim Deed in the form of **Exhibit B** hereto.
2. The Chairman is authorized to execute on behalf of the County an Assignment of Lease in the form of **Exhibit C** hereto.
3. The Chairman is authorized to execute such other documents as may be required to complete the conveyance of the Property to the County and the County's assumption of the City's obligations under the Agreement of Transfer and the Lease.

PASSED AND ADOPTED on August 4, 1997, at Holbrook, Navajo County, Arizona.



Jesse Thompson
Chairman, Navajo County Board of Supervisors

Attest:



Judy Jones
Clerk of the Board

Approved:



Lance B. Payette
Deputy County Attorney

EXHIBIT A TO RESOLUTION NO. 100-97

All that certain real property located in the State of Arizona, County of Navajo, more particularly described as follows:

Parcel No. 1:

The North 100 feet of Lots 27, 28, 29 and 30, Block 15 of the Zuck Addition to Holbrook, Navajo County, Arizona, according to the plat thereof filed in the Office of the County Recorder of Navajo County, Arizona, in Book 1 of Maps, Page 34.

Parcel No. 2:

The South 53 feet of Lots 27, 28, 29 and 30, Block 15 of the Zuck Addition to Holbrook, Navajo County, Arizona, according to the plat thereof filed in the Office of the County Recorder of Navajo County, Arizona, in Book 1 of Maps, Page 34.

Parcel No. 3:

Lots 31, 32, 33 and 34 in Block 15 of the Zuck Addition to Holbrook, Navajo County, Arizona, according to the plat thereof filed in the Office of the County Recorder of Navajo County, Arizona, in Book 1 of Maps, Page 34.

Parcel No. 4:

Lots 35, 36 and 37 in Block 15 of the Zuck Addition to Holbrook, Navajo County, Arizona, according to the plat thereof filed in the Office of the County Recorder of Navajo County, Arizona, in Book 1 of Maps, Page 34.

Parcel No. 5:

Beginning at the Southwest corner of Lot 30 in Block 15 of the Zuck Addition to Holbrook, Navajo County, Arizona, according to the plat thereof filed in the Office of the County Recorder of Navajo County, Arizona, in Book 1 of Maps, Page 34;

Thence Westerly parallel to the South line of Lot 30 for 12½ feet;

Thence Northerly, at right angles and parallel to to West boundary of said Lot 30 for 53 feet;

Thence Easterly, at right angles for 12½ feet;

Thence Southerly along the West boundary of said Lot 30 in said Block 15 for 53 feet to the point of beginning, being a portion of alley vacated by the Common Council of the Town of Holbrook, Arizona, pursuant to Ordinance No. 114, dated June 27, 1962.

Parcel No. 6:

Beginning at the Northwest corner of Lot 30 in Block 15 of the Zuck Addition to Holbrook, Navajo County, Arizona, according to the plat thereof filed in the Office of the County Recorder of Navajo County, Arizona, in Book 1 of Maps, Page 34;

Thence Southerly along the West boundary of said Lot 30 a distance of 153 feet to the Southwest corner of said Lot 30;

Thence Westerly, at right angles, a distance of 25 feet across said alley to the Southeast corner of said Lot 31 of said Block 15;

Thence Northerly along the Easterly boundary of said Lot 31, a distance of 153 feet to the Northeast corner of said Lot 31;

Thence Easterly, at right angles, a distance of 25 feet across said alley to the point of beginning, being a tract of land 25 feet by 153 feet;

EXCEPTING therefrom that portion described as Parcel Five above, being a portion of alley vacated by the Common Council of the Town of Holbrook, Arizona, pursuant to Ordinance No. 114, dated June 27, 1962.

When recorded, return to:
Judy Jones
Clerk of the Board
Navajo County
P.O. Box 668
Holbrook, AZ 86025

QUITCLAIM DEED

Exempt from Affidavit of Value by A.R.S. § 42-1614(A)(3)

FOR VALUE RECEIVED, the CITY OF HOLBROOK, an Arizona municipal corporation ("Grantor"), pursuant to a resolution duly adopted by its Mayor and City Council, hereby quitclaims to the COUNTY OF NAVAJO, a political subdivision of the State of Arizona ("Grantee"), without any warranty, express or implied, all of Grantor's right, title and interest in and to that certain real property situated in the City of Holbrook, Navajo County, Arizona, as more particularly described in Exhibit A hereto (the "Property").

Grantee acknowledges receipt of that certain Agreement of Transfer dated as of March 12, 1996, by and between Grantor and CITIZENS UTILITIES COMPANY, a Delaware corporation ("Citizens"). Grantor hereby assigns to Grantee all of Grantor's interest in, and rights and obligations under, said Agreement of Transfer, and Grantee hereby accepts such assignment pursuant to a resolution duly adopted by its Board of Supervisors; provided, however, that Grantee's indemnity to Citizens under Paragraph 15 of said Agreement of Transfer shall extend solely to events occurring after the date on which this instrument is recorded.

Citizens hereby consents to Grantor's conveyance of the Property to Grantee, as well as to Grantor's assignment of its interest in, and its rights and obligations under, said Agreement of Transfer; provided, however, that such assignment shall not release Grantor from its indemnity or other obligations under said Agreement of Transfer with respect to events occurring prior to the date on which this instrument is recorded.

DATED August 26, 1997.

CITY OF HOLBROOK

By 
Roy W. Hunt
City Manager

ACCEPTED AND APPROVED:

NAVAJO COUNTY

By 
Jesse Thompson
Chairman of the Board of Supervisors

APPROVED:

CITIZENS UTILITIES COMPANY

By 
Ron Ethridge
Director of Operations

ACKNOWLEDGMENTS

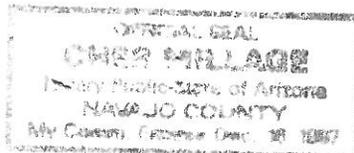
STATE OF ARIZONA)
) ss.
County of Navajo)

The foregoing instrument was acknowledged before me on 27 Aug., 1997
by ~~Claudia Mastas, Mayor of the City of Holbrook~~ Roy W. Hunt, City Manager for the City
of Holbrook

Cher Millage
Notary Public

My Commission Expires:

16 Dec 97

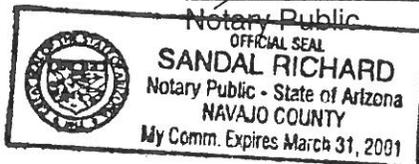


STATE OF ARIZONA)
) ss.
County of Navajo)

The foregoing instrument was acknowledged before me on August 4, 1997
by Jesse Thompson, Chairman of the Navajo County Board of Supervisors.

Sandal Richard

Notary Public



My Commission Expires:

03/31/01

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me on September 4, 1997
by Ron Ethridge, Director of Operations of Citizens Utilities Company, on behalf of the corporation.

Lorna Steinberger
Notary Public

My Commission Expires:

May 6, 1998

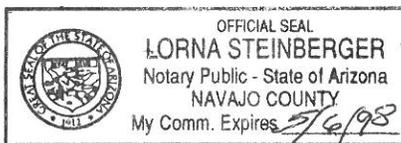


EXHIBIT C TO RESOLUTION NO. 100-97

When recorded, return to:

Judy Jones
Clerk of the Board
Navajo County
P.O. Box 668
Holbrook, AZ 86025

ASSIGNMENT OF LEASE

Exempt from Affidavit of Value by A.R.S. § 42-1614(A)(2)

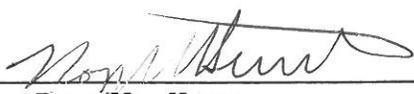
The CITY OF HOLBROOK, an Arizona municipal corporation (the "City"), as Landlord under that certain Lease Agreement dated as of March 12, 1996 (the "Lease"), by and between itself and CITIZENS UTILITIES COMPANY, a Delaware corporation ("Citizens"), hereby assigns, pursuant to a resolution duly adopted by its Mayor and City Council, all of its interest in, and rights and obligations under, the Lease to the COUNTY OF NAVAJO, a political subdivision of the State of Arizona (the "County"). The County hereby accepts such assignment pursuant to a resolution duly adopted by its Board of Supervisors; provided, however, that the County's indemnity to Citizens under Article 10(d) of the Lease shall extend solely to events occurring after the date on which this instrument is recorded. Citizens hereby consents to such assignment; provided, however, that such assignment shall not release the City from its indemnity or other obligations under the Lease with respect to events occurring prior to the date on which this instrument is recorded.

Citizens and the County hereby agree that the Lease is amended as follows: The final sentence of Article 2(a) is amended to read "Tenant shall have *non-exclusive* use and possession of the Microwave Tower during the Term (as hereinafter defined) of this Lease." Except as expressly amended herein, the Lease is hereby restated, ratified and reaffirmed.

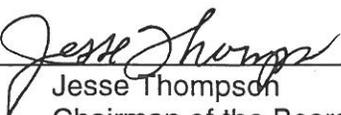
The Lease concerns that certain real property, improvements and fixtures situated in the City of Holbrook, Navajo County, Arizona, as more particularly described in Exhibit A hereto, the street address of which is 121 West Buffalo.

DATED August 26, 1997.

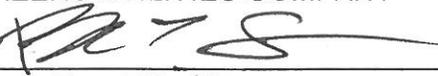
CITY OF HOLBROOK

By 
Roy W. Hunt
City Manager

NAVAJO COUNTY

By 
Jesse Thompson
Chairman of the Board of Supervisors

CITIZENS UTILITIES COMPANY

By 
Ron Ethridge
Director of Operations

ACKNOWLEDGMENTS

STATE OF ARIZONA)
) ss.
County of Navajo)

The foregoing instrument was acknowledged before me on _____, 1997
by Claudia Maestas, Mayor of the City of Holbrook.

Notary Public

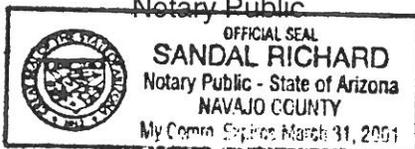
My Commission Expires:

STATE OF ARIZONA)
) ss.
County of Navajo)

The foregoing instrument was acknowledged before me on August 4, 1997
by Jesse Thompson, Chairman of the Navajo County Board of Supervisors.

Sandal Richard

Notary Public



My Commission Expires:

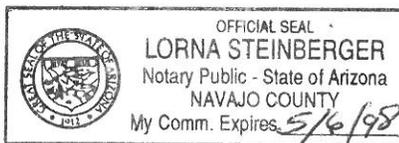
03/31/01

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me on September 4, 1997
by Ron Ethridge, Director of Operations of Citizens Utilities Company, on behalf of the corporation.

Lorna Steinberger

Notary Public



My Commission Expires:

May 6, 1998