

**RESOLUTION OF THE GOVERNING BOARD OF AMPHITHEATER
UNIFIED SCHOOL DISTRICT NO. 10 OF PIMA COUNTY, ARIZONA,
APPROVING A SETTLEMENT AGREEMENT TO RESOLVE THE
LAWSUIT FILED BY VISTOSO PARTNERS, LLC AND AUTHORIZING
THE EXECUTION OF A QUIT CLAIM DEED AND RELATED
INSTRUMENTS, AND DETERMINATION OF OTHER MATTERS IN
CONNECTION THEREWITH.**

At a duly called meeting of the governing body of Amphitheater Unified School District No. 10 of Pima County Arizona held on the 9th day of March, 2021, in accordance with all applicable legal requirements, including the Arizona Open Meeting Law, the following resolution was introduced and adopted:

WHEREAS, the Governing Board of Amphitheater Unified School District No. 10 of Pima County, Arizona (“District”) acquired approximately 40.72 acres (“Property”) in Pima County, Arizona from Vistoso Partners, LLC (“Vistoso”) on or about December 23, 2009, through a Special Warranty Deed with Right of Reversion, a copy of which is attached as Exhibit 1, for purposes of building a school site in the event that the District needed another school to address student enrollment increases from new housing developments planned in that area;

WHEREAS, the Special Warranty Deed with Right of Reversion contained a condition that the District substantially complete the construction of at least 3,000 useable square feet of classroom space on the Property within ten (10) years of the recording of the Special Warranty Deed with Right of Reversion, and expressly states:

“If Grantee does not substantially complete the construction of at least 3,000 square feet of classroom space on or before said date, all right, title and interest in and to the Property shall automatically revert back to Grantor and Grantor’s heirs, devisees, assigns and successors in interest”;

WHEREAS, the Special Warranty Deed with Right of Reversion was recorded on December 28, 2009 in the Pima County Recorder’s Office at Docket 13713, Pages 03724-03729;

WHEREAS, the District has been able to absorb any new student enrollment from the housing developments through its existing schools; therefore, the District never developed the need for a school on the Property in the ten (10) years following the recordation of the Special Warranty Deed with Right of Reversion and it does not currently anticipate any future need for a school on the Property that would sufficiently warrant using current District funds to attempt to retain the Property;

WHEREAS, Vistoso claims that the Property has reverted to Vistoso because the District did not construct a school of at least 3,000 square feet of classroom space on or before December 29, 2019 and, as a result, it tendered the Quit Claim Deed attached as Exhibit 2 to the District on or about December 2, 2020, for return the Property to Vistoso;

WHEREAS, Vistoso filed a lawsuit against the District in the Pima County Superior Court, Case No. C20210162 (“Lawsuit”) on or about January 13, 2021, which seeks to: (i) quiet title to the Property, (ii) request that the Court declare that the Property has reverted to Vistoso, and (iii) order the District to reimburse Vistoso for its attorney’s fees incurred with respect to the Lawsuit;

WHEREAS, the District and Vistoso wish to resolve the Lawsuit in a manner that dismisses the Lawsuit with

prejudice with each party being responsible for their own attorney's fees associated with the Lawsuit, avoids the District incurring any additional costs related to the Property, and confirms in writing through a Quit Claim Deed that the Property has reverted to Vistoso; and

WHEREAS, the signing of a Quit Claim Deed confirming the reversion of the Property to Vistoso in accordance with the terms of the Special Warranty Deed with Right of Reversion recorded at Docket 13713, Pages 03724-03729 is permitted by Title 15, Arizona Revised Statutes;

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BOARD OF AMPHITHEATER UNIFIED SCHOOL DISTRICT NO. 10 OF PIMA COUNTY, ARIZONA AS FOLLOWS:

Section 1. The terms of the settlement of the Lawsuit with Vistoso in the form presented during the March 9, 2021 meeting, which are hereby fully incorporated by reference into this Resolution, including the execution of the Quit Claim Deed identified as Exhibit 2 to this Resolution, are in the best interests of District and are hereby approved;

Section 2. The Quit Claim Deed attached as Exhibit 2 for the right of reversion granted pursuant to the Special Warranty Deed with Right of Reversion recorded at Docket 13713, Pages 03724-03729 is hereby approved;

Section 3. The Associate to the Superintendent and General Counsel, Michelle H. Tong, is authorized to execute, acknowledge and deliver a settlement agreement with Vistoso with any changes, insertions and omissions therein as may be approved by her, such approval to be conclusively evidenced by such execution and delivery of said documents, together with the Quit Claim Deed attached as Exhibit 2, as well as to do, or cause to be done, any and all other acts and things necessary or proper for carrying out this Resolution and the plan approved for the Property by this Governing Board of March 9, 2021.

The undersigned further certifies that the above resolution was approved by the Governing Board of Amphitheater Unified School District No. 10 of Pima County, Arizona on March 9, 2021, and remains in full force and effect.

Executed on this 9th day of March, 2021 by:

Governing Board Members:

Susan Zibrat
President

Deanna M. Day, M.Ed.
Vice-President

Scott K. Baker, Ph.D.

Vicki Cox Golder

Matthew A. Kopec

EXHIBIT 1

F. ANN RODRIGUEZ, RECORDER
RECORDED BY: LLW
DEPUTY RECORDER
1956 PE-2

TEATI
FIRST AMERICAN TITLE
PICK UP
TUCSON AZ 85718



DOCKET: 13713
PAGE: 3724
NO. OF PAGES: 6
SEQUENCE: 20092481135
12/28/2009
WTDEED 18:00
PICKUP
AMOUNT PAID \$ 10.00

5259251

SPECIAL WARRANTY DEED WITH RIGHT OF REVERSION

A3.

FOR AND IN CONSIDERATION of Ten Dollars (\$10.00) and other valuable consideration, Vistoso Partners, L.L.C., an Arizona limited liability company ("Grantor"), hereby conveys to Amphitheater Unified School District No. 10 of Pima County, Arizona ("Grantee"), the real property situated in the County of Pima, State of Arizona, which is legally described on Exhibit "A" annexed hereto and incorporated herein by reference (the "Property"), so long as Grantee substantially completes the construction of at least 3,000 useable square feet of classroom space on the Property on or before the date which is the tenth (10th) anniversary of the date of the recording of this instrument in the Office of the Recorder of Pima County, Arizona. If Grantee does not substantially complete the construction of at least 3,000 square feet of classroom space on or before said date, all right, title, and interest in and to the Property shall automatically revert back to Grantor and Grantor's heirs, devisees, assigns and successors in interest. The reversionary interests created by this instrument shall run with the land and shall be binding on Grantee and its grantees, heirs, devisees, assigns and successors in interest.

The foregoing conveyance is made SUBJECT TO current taxes and other assessments, reservations in patents and all easements, rights-of-way, encumbrances, liens, covenants, conditions, restrictions, obligations, liabilities and all other matters as may appear herein and of record and all matters which an accurate survey of the Property or a physical inspection of the Property would disclose. Grantor binds itself to warrant and

13713
03724

defend title to the Property solely against all acts of Grantor and no other, subject to the matters described above.

DATED this 23 day of December, 2009.

VISTOSO PARTNERS, L.L.C., an
Arizona limited liability
company

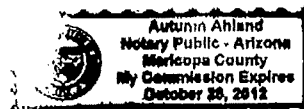
By: [Signature]
Its: Manager

State of Arizona)
) ss.
County of Maricopa)

Acknowledged before me this 23 day of December, 2009 by
Ashon Wolffswinkel, as Manager of VISTOSO
PARTNERS, L.L.C., an Arizona limited liability company.

[Signature]
Notary Public

My Commission Expires:



1071303725

EXHIBIT A
LEGAL DESCRIPTION

100-13 00000



**LEGAL DESCRIPTION
RANCHO VISTOSO NEIGHBORHOOD 5
PARCEL 5R NEW
SCHOOL SITE**

Those portions of Section 36, Township 11 South, Range 13 East, and Section 31, Township 11 South, Range 14 East, Gila and Salt River Meridian, Pima County, Arizona, described as follows:

COMMENCING at the Northwest corner of said Section 31;

THENCE S00°01'02" E, along the West line of the Northwest Quarter (NW 1/4) of said Section 31, a distance of 2,192.01 feet to the **POINT OF BEGINNING**;

THENCE S 52°30'00" E, 97.08 feet;

THENCE S 80°00'00" E, 440.00 feet;

THENCE N 49°29'10" E, 135.56 feet;

THENCE N 83°50'20" E, 304.08 feet to a point on the Westerly line of the Conservation Easement recorded in Docket 11873, Page 363;

THENCE S 04°28'29" E, along said line a distance of 1153.45 feet;

THENCE S 25°11'21" E, along said line a distance of 355.78 feet;

THENCE S 69°09'23" W, 357.95 feet;

THENCE N 32°01'49" W, 661.37 feet

THENCE N 71°59'20" W, 232.18 feet to the Easterly corner of Common Area "A"/Natural open Space as shown in sheet 3 of Rancho Vistoso Parcel T, Neighborhood 5, recorded in Book 47, Maps and Plats, Page 68;

THENCE continue N 71°59'20" W, along the Easterly line of said plat, a distance of 470.00 feet;

THENCE N 34°21'25" W, along said line a distance of 1128.52 feet to the Southerly corner of a parcel conveyed to the Town of Oro Valley in Docket 10285, Page 387;

THENCE S 90°00'00" E, along said parcel a distance of 72.27 feet;



THENCE N 00°00'00" E, along said parcel a distance of 100.00 feet;

THENCE N 90°00'00" W, along said parcel a distance of 100.00 feet;

THENCE S 00°00'00" W, along said parcel a distance of 59.44 feet to a point on the Easterly line of said Rancho Vistoso Parcel T, Neighborhood 5;

THENCE N 34°21'25" W, along said line a distance of 308.96 feet;

THENCE S 78°42'10" E, 159.08 feet to a point of curvature of a tangent curve concave to the North;

THENCE Easterly along the arc of said tangent curve to the left, having a radius of 440.00 feet, a central angle of 44°31'27", for an arc distance of 341.92 feet to a point of a non-tangent line;

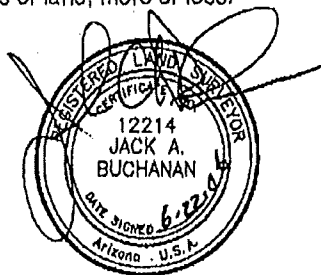
THENCE S 52°30'00" E, 695.28 feet to the POINT OF BEGINNING.

CONTAINING 40.72 acres of land, more or less.

Prepared By:

THE WLB GROUP, INC.

Jack A. Buchanan
JAB: mo



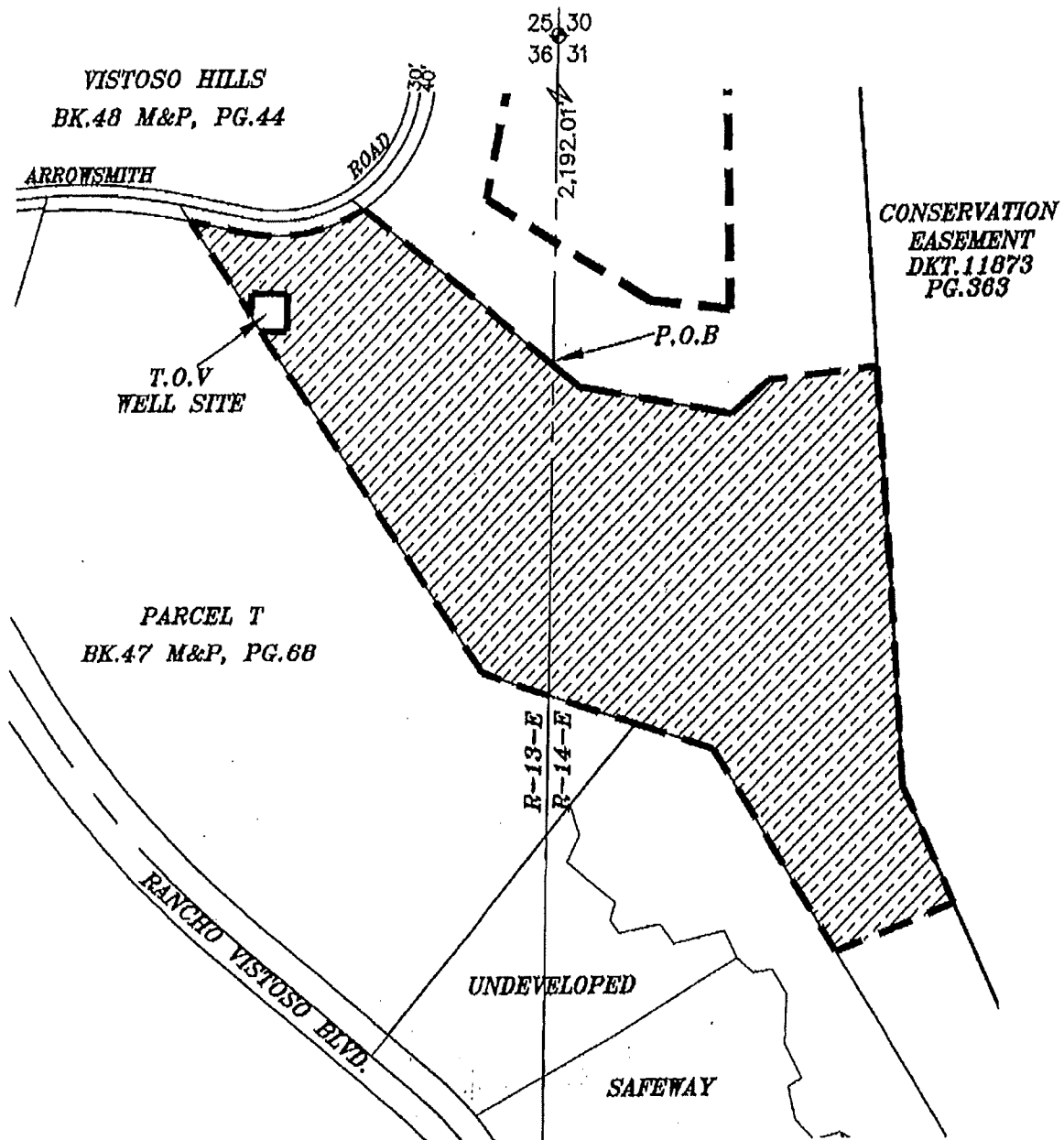


EXHIBIT TO ACCOMPANY DESCRIPTION OF
 AMPHI SCHOOL DISTRICT PARCEL
 WITHIN
 RANCHO VISTOSO NEIGHBORHOOD 5
 SECTION 36, T. 11 S., R. 13 E., G.S.R.M.,
 SECTION 31, T. 11 S., R. 14 E., G.S.R.M.,
 PIMA COUNTY, ARIZONA

WLB# project No. 185050-A005-1003X
 06-06 N:\185050\NEIGH5\EXHIBITS\AMPHI SCHOOL.DWG



1313 06729

EXHIBIT 2

When recorded mail to:

Florence M. Bruemmer
Law Office of Florence M. Bruemmer, P.C.
42104 N. Venture Dr., A122
Anthem, AZ 85086

QUIT-CLAIM DEED TO QUIET TITLE

For the consideration of Five Dollars (\$5.00) and pursuant to A.R.S. §12-1103, AMPHITHEATER UNIFIED SCHOOL DISTRICT NO. 10 OF PIMA COUNTY, ARIZONA ("Grantor"), hereby quit-claims to VISTOSO PARTNERS, L.L.C., an Arizona limited liability company ("Grantee"), all right, title or interest in the following real property situated in Pima County, Arizona which is legally described on Exhibit "A".

The foregoing conveyance is make SUBJECT TO current taxes and other assessments, reservations in patents and all easements, rights-of-way, encumbrances, liens, covenants, conditions, restrictions, obligations, liabilities and all other matters as may appear herein and of record and all matters which an accurate survey of the Property or a physical inspection of the Property would disclose.

Pursuant to A.R.S. §11-1134(A)(4), no affidavit and filing fee are required to be filed herewith.

DATED this ____ day of _____ 2020.

of AMPHITHEATER
UNIFIED SCHOOL DISTRICT NO. 10
OF PIMA COUNTY, ARIZONA

STATE OF ARIZONA)
) ss.
County of)

The foregoing instrument was acknowledged before me this ____
day of _____ 2020, by .

Notary Public

My Commission Expires:

EXHIBIT A
LEGAL DESCRIPTION

100-100 000-000



June 14, 2006
WLB No. 185050-A-005-1003X
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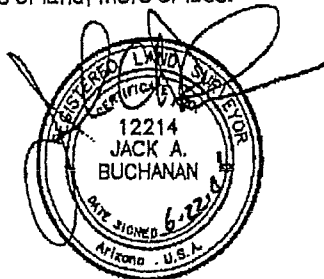
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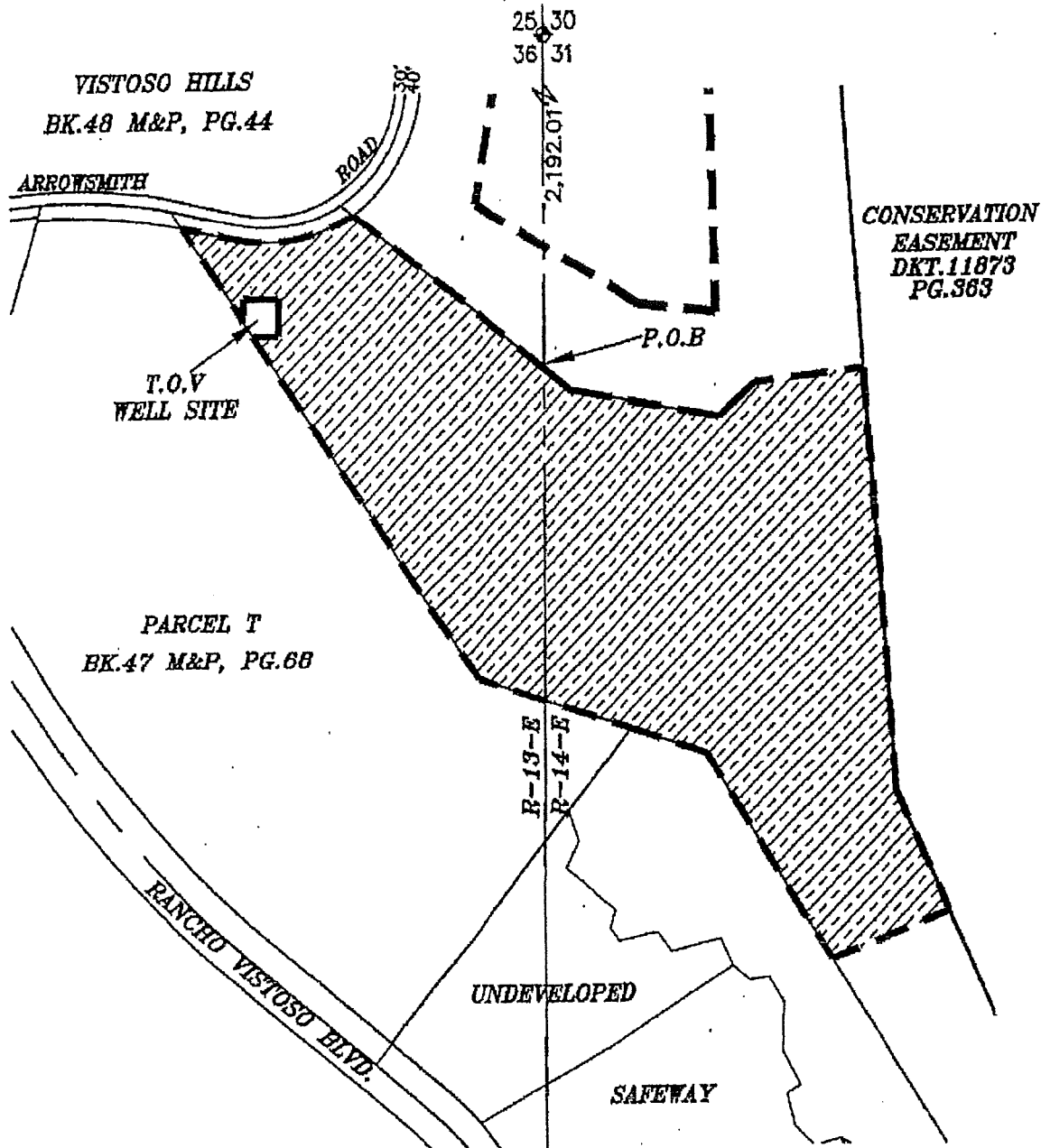


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 PIMA COUNTY, ARIZONA

1 foot to 300 feet

1"=400'



WLB# project No. 185050-A005-1003X
 06-06 N:\185050\NEIGH5\EXHIBITS\AMPHI SCHOOL.DWG