

Arizona Rights Sale to
County

SEC CLERK RECORDED 03/25/2013

**ASSIGNMENT AND BILL OF SALE
FACILITY OPERATIONS
AND PROCEDURES AGREEMENT**

This Assignment and Bill of Sale, Facility Operations and Procedures Agreement, is made and entered into this 25th day of March 2013, by and between Arizona Rights, L.L.C., an Arizona limited liability company (hereinafter "Arizona Rights") and Santa Fe County, a political subdivision of the State of New Mexico (hereinafter, the "County");

WITNESS the following Recitals:

WHEREAS, Arizona Rights is a party to a certain document titled "Facility Operations and Procedures Agreement for the Buckman Direct Diversion Project Between the City of Santa Fe, Santa Fe County and Las Campanas LP" dated October 16, 2006, and as amended (hereinafter referred to as the "FOPA"), establishing the respective rights and responsibilities with regard to the Buckman Direct Diversion (hereinafter the "BDD") of the County, the City of Santa Fe, a municipal corporation of the State of New Mexico (hereinafter, the "City"), and Las Campanas Limited Partnership, a Delaware limited partnership (hereinafter, "Las Campanas"), and their successors in interest; and

WHEREAS, Las Campanas has previously conveyed and assigned all of its interest in and to its BDD capacity allocation under the FOPA to Arizona Rights, The Club at Las Campanas, Inc., a New Mexico not for profit corporation, and the Las Campanas Homeowners' Water Cooperative Association, a New Mexico cooperative association; and

WHEREAS, Arizona Rights desires to convey and assign to the County, and the County desires to accept from Arizona Rights, all of the rights afforded to it under said FOPA, subject to the terms and conditions hereinafter stated.

NOW THEREFORE, for and in consideration of these premises, it is agreed:

1. **Conveyance and Assignment.** Arizona Rights hereby sells, assigns, transfers and conveys to the County, and the County hereby agrees to accept, all of Arizona Rights' right, title, and interest in and to its BDD capacity allocation under the FOPA, consisting of 5.28% of the peak day diversion capacity of the BDD (0.96 mgd allocation of 18.2 mgd total capacity), or 30% of the 17.58% Las Campanas capacity allocation set forth in *FOPA Section 7. BDD Project Facility Capacity Allocation*, equal to approximately 541 acre-feet per annum of capacity.

2. **Assumed Obligations.** The County agrees that it will assume all of Arizona Rights' obligations under the FOPA proportionate to the percentage of BDD capacity conveyed and assigned hereunder, including a pro rata portion of the Fixed and Variable OMR&R Costs described in Sections 20 through 24 of the FOPA.

3. **Successors and Assigns.** Each and all of the agreements, covenants and conditions set forth herein shall be binding upon and inure to the benefit of the parties hereto and their respective representatives, successors, transferees and assigns.

Arizona Rights, L.L.C.
County of Santa Fe, New Mexico

Sale of Diversion Capacity - Buckman Direct Diversion

Asset Conveyed	Total Purchase Price
5.28% of the peak day diversion capacity of the Buckman Direct Diversion (0.96 mgd allocation of 18.2 mgd total capacity), equal to approximately 541 acre-feet per annum of capacity	\$1,875,000.00

Amounts Payable

Arizona Rights, L.L.C. Total Purchase Price \$1,875,000.00
TOTAL \$1,875,000.00 3465. AF

Approval:

Arizona Rights, L.L.C., an Arizona limited liability company

Approval:

Santa Fe County, a New Mexico political subdivision

By: _____
Richard Altman, President

Date: _____

By: Katherine Miller
Katherine Miller, County Manager

Date: 3-22-13

Approved as to form
Santa Fe County Attorney
By: [Signature]
Date: 3-21-13

Arizona Rights, L.L.C.
County of Santa Fe, New Mexico

Sale of Diversion Capacity - Buckman Direct Diversion

Asset Conveyed	Total Purchase Price
5.28% of the peak day diversion capacity of the Buckman Direct Diversion (0.96 mgd allocation of 18.2 mgd total capacity), equal to approximately 541 acre-feet per annum of capacity	\$1,875,000.00

Amounts Payable

Arizona Rights, L.L.C. Total Purchase Price \$1,875,000.00
TOTAL \$1,875,000.00

Approval:

Arizona Rights, L.L.C., an Arizona limited liability company

Approval:

Santa Fe County, a New Mexico political subdivision

By:



Richard Altman, President

By:

Katherine Miller, County Manager

Date:

3/15/13

Date: