

RESOLUTION NUMBER 06-005

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF KETCHUM, IDAHO, AUTHORIZING THE MAYOR TO EXECUTE A SETTLEMENT AGREEMENT AND QUITCLAIM DEED BETWEEN THE CITY OF KETCHUM AND SIMPLOT KETCHUM PROPERTIES, LLC, AN IDAHO LIMITED LIABILITY COMPANY FOR THE RELEASE OF CLAIM TO LOTS 5, 6, 7 & 8, BLOCK 66, KETCHUM TOWNSITE.

WHEREAS, Simplot Ketchum Properties, LLC applied to Ketchum to create a PUD on Lots 1-8, Block 65 & Lots 1-8 Block 66, Ketchum Townsite and in the course of evaluating such PUD application and associated applications, the Parties learned that they had competing claims due to two competing chains of title to portions of Lots 5, 6, 7 & 8, Block 66, Ketchum Townsite (the "Subject Property"); and

WHEREAS, it is uncertain which Party owns the Subject Property; and

WHEREAS, Ketchum has offered to release its claim to the Subject Property in exchange for certain consideration listed in the Settlement Agreement; and


WHEREAS, Simplot Ketchum Properties, LLC has agreed to accept such offer; and

WHEREAS, both parties desire to settle this good faith dispute without expending resources unnecessarily on litigation.

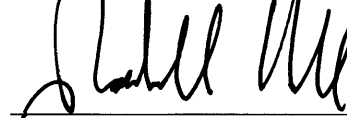
NOW, THEREFORE, BE IT RESOLVED by the Mayor and City Council of the City of Ketchum, Idaho that the City Council hereby authorizes and instructs the Mayor to execute a Settlement Agreement and Quitclaim Deed between the City Of Ketchum and Simplot Ketchum Properties, LLC, an Idaho Limited Liability Company for the release of claim to Lots 5, 6, 7 & 8, Block 66, Ketchum Townsite.

This Resolution will be in full force and effect upon its adoption this seventeenth (17th) day of January 2006.

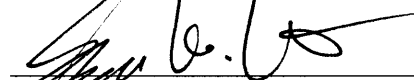
ATTEST:


Sandra E. Cady, CMC
City Treasurer/Clerk

CITY OF KETCHUM


Randall Hall, Mayor

APPROVED AS TO FORM
AND CONTENT:


Benjamin W. Worst, City Attorney

RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:

City of Ketchum
P.O. Box 2315
Ketchum, Idaho 83340

Instrument # 533785

HAILEY, BLAINE, IDAHO

2006-03-31 01:24:00 No. of Pages: 2

Recorded for : SUN VALLEY TITLE

MARSHA RIEMANN

Fee: 6.00

Ex-Officio Recorder Deputy

Index to: MSC LIENS

JKS

CONSENSUAL LIEN FOR PERFORMANCE

Real Property Description: Lots 1, 2 and 3 of SIMPLOT SUBDIVISION, BLAINE COUNTY, IDAHO, as shown on the official plat thereof, recorded March 31, 2006 as Instrument No. 533783, records of Blaine County, Idaho.

Owner: Simplot Ketchum Properties, LLC

Simplot Ketchum Properties, LLC, an Idaho limited liability company (the "Applicant"), hereby grants to the City of Ketchum, an Idaho municipal corporation (the "City"), a Lien upon that real property described above.

Said Lien is granted as security for performance of Applicant's obligations of temporary curb, gutter and sidewalks, and temporary landscaping within the Simplot Subdivision, as set forth in paragraphs 9(b), 9(c) and 10 of the Planned Unit Development Agreement (the "Agreement") entered into between the Applicant and the City dated the 17th day of January, 2006 the terms and conditions of which are hereby incorporated herein by reference.

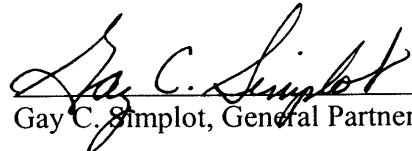
Upon failure of the Applicant to satisfy the terms of the Agreement, the City shall be entitled to enforce the terms of said instruments by foreclosure of this Lien pursuant to the procedures provided by Idaho law for foreclosure of mortgages. In addition to any sums to which the City is entitled to collect as damages for the Applicant's breach of the Agreement or the Approval pursuant to the terms provided therein, the City shall also be entitled to recover its reasonable costs and attorney fees incurred in enforcing this Lien including reasonable attorney fees and costs on appeal.

DATED this 30 day of March, 2006.

SIMPLOT KETCHUM PROPERTIES, LLC,
an Idaho limited liability company

GCS Properties, L.P.,
an Idaho limited partnership, Member

By:


Gay C. Simplot, General Partner

AND

