

Attachment C

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**RECORDING REQUESTED BY
AND WHEN RECORDED MAIL
THIS DEED TO:**

Mark A. Blum, Esq.
Horan, Lloyd A Professional Corporation
26385 Carmel Rancho Blvd., Suite 200
Carmel, CA 93923

THIS SPACE FOR RECORDER'S USE ONLY

QUITCLAIM DEED

WHEREAS, SANTA LUCIA CONSERVANCY, a California Nonprofit Public Benefit Corporation (the "Conservancy" and "Quitclaimor"), and the TRUST FOR PUBLIC LANDS, a California Nonprofit Public Benefit Corporation, were the Grantees of an easement for conservation and scenic purposes (the "Easement") over a portion of certain real property situated in Monterey County, California (the "Property"); and

WHEREAS, the Property is more particularly described in Exhibit A, attached hereto and incorporated by reference herein; and

WHEREAS, the Property is presently owned by Thomas A. Vardell and Andrea M. Vardell, Trustees of The Vardell Living Trust, dated May 31, 2002 (hereinafter collectively "Owner"); and

WHEREAS, the Conservancy and the TRUST FOR PUBLIC LANDS acquired the Easement pursuant to that certain "Deed of Conservation Easement (Openlands of The Santa Lucia Preserve, Phase A)" recorded November 24, 1988, as Document No. 9882397, Official Records of Monterey County, California (the "Easement Deed"); and

WHEREAS, the TRUST FOR PUBLIC LANDS quitclaimed all of its right, title and interest as an original grantee under the Easement Deed and other instruments by Quitclaim Deed recorded on April 21, 1999, in the Official Records of Monterey County as Instrument No. 9930613. Following said quitclaim, the TRUST FOR PUBLIC LANDS was a contingent interest holder under the Easement Deed; and

WHEREAS, the SONORAN INSTITUTE, an Arizona Nonprofit Corporation under the laws of the State of Arizona, is the successor to the contingent interests of the TRUST FOR PUBLIC LANDS; and

WHEREAS, the conservation easement interest which is hereby being quitclaimed is described in the Easement Deed. This Quitclaim Deed is effectively an amendment to the Easement Deed which specifies at section 16(h) that if the Grantor of the Easement Deed (Rancho San Carlos Partnership, L.P., a California limited partnership) no longer owns any interest in the Approved Project, as defined in the Easement Deed, then the consent of the Board of Directors of the

Approved Project homeowners association shall be required to amend the Easement Deed. The Rancho San Carlos Partnership, L.P., a California limited partnership, has dissolved and therefore no longer owns an interest in the Approved Project. The Santa Lucia Preserve Association is the Approved Project homeowners association.

WHEREAS, the Easement burdens the portion of the Property shown as "Openlands" on the map filed for record in Volume 20, Cities and Towns, Page 8 (the "Map"), Official Records of Monterey County, California; and

WHEREAS, the Conservancy is the Quitclaimor herein; and

WHEREAS, Owner has obtained entitlements from the County of Monterey (Resolution No. 13-340) for an Amendment of the Santa Lucia Preserve Phase A & B Subdivision Maps (the "Map Amendment"). The Map Amendment authorizes certain changes to the Homeland/Openlands boundary on the Property as shown on the Map, subject to Conditions of Approval. Condition No. 5 of the Map Amendment requires adjustment of the existing Easement over the Homeland and Openlands shown on the Map consistent with the Map Amendment including the recordation of a Quitclaim Deed to extinguish a portion of the Existing Conservation Easement on a certain 0.89 acre portion of the Property; and

WHEREAS, in satisfaction of Condition No. 5, Owner has agreed to grant Conservancy in a separate instrument a new conservation easement over the portion of the Property described and shown on Exhibit B, attached hereto and incorporated by reference herein; and Conservancy has agreed to quitclaim to Owner its interests in that portion of the existing Easement area described and shown as "Additional Homeland" on Exhibit C, attached hereto and incorporated by reference herein.

NOW, THEREFORE, in consideration of the premises the Conservancy does hereby forever remise, release and quitclaim unto Owner all of its right, title and interest in that certain portion of the Openlands burdened by the Easement more particularly described and shown as "Additional Homeland" on Exhibit C, attached hereto. Conservancy represents and warrants that the below signators are duly authorized to grant and convey this Quitclaim Deed.

"QUITCLAIMOR"

Dated: 8/14/2014

SANTA LUCIA CONSERVANCY
A California Nonprofit Public Benefit Corporation

By: Richard G. Rayburn, Jr.
Print name: RICHARD G. RAYBURN, JR.
Its: CHAIRMAN

And by: Michael K. McCover
Print name: MICHAEL K. MCCOVER
Its: TREASURER

APPROVED AS TO FORM:

COUNTY COUNSEL

By: _____

Print Name: Michael J. Whilden

Deputy County Counsel

PLANNING & BUILDING INSPECTION DEPARTMENT

By: _____

Print Name: Mike Novo

Its: Authorized Representative

CONSENT OF MONTEREY COUNTY BOARD OF SUPERVISORS

The Monterey County Board of Supervisors hereby consents to the Quitclaim Deed as set forth above.

Dated: _____

MONTEREY COUNTY BOARD OF SUPERVISORS

By: _____

Louis R. Calcagno
Chair, Monterey County Board of Supervisors

CONSENT OF THE SONORAN INSTITUTE

The Sonoran Institute, an Arizona Nonprofit Corporation under the Laws of the State of Arizona, hereby consents to the Quitclaim Deed as set forth above.

Dated: August 27, 2014

THE SONORAN INSTITUTE, an Arizona Nonprofit Corporation under the Laws of the State of Arizona

By: Katherine J. Shields
Print name: Katherine J. Shields
Its: Chief Finance & Administrative Officer
And by: J. S. Shepard
Print name: JOHN S SHEPARD
Its: SENIOR ADVISER / INTERIM CEO

CONSENT OF SANTA LUCIA PRESERVE ASSOCIATION

Santa Lucia Preserve Association hereby consents to the Quitclaim Deed set forth above.

Dated: August 21, 2014

SANTA LUCIA PRESERVE ASSOCIATION

By: Susan J. Passovoy
Print name: SUSAN J. PASSOVOT
Its: Authorized Representative

STATE OF CALIFORNIA
COUNTY OF Sacramento

On 14th of August 2014, before me Christine Shimada
Notary Public, personally appeared Richard G. Rayburn Jr cs
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) ~~is/are~~
subscribed to the within instrument and acknowledged to me that ~~he/she/they~~ executed the same in
~~his/her/their~~ authorized capacity(ies), and that by ~~his/her/their~~ signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Notary Public

(Seal)



STATE OF CALIFORNIA
COUNTY OF Monterey

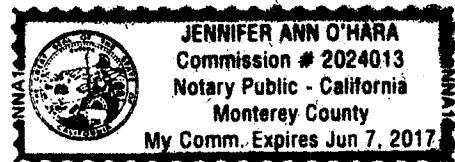
On August 21, 2014, before me Jennifer Ann O'Hara, Notary Public
Notary Public, personally appeared Susan J. Passovoy
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) ~~is/are~~
subscribed to the within instrument and acknowledged to me that ~~he/she/they~~ executed the same in
~~his/her/their~~ authorized capacity(ies), and that by ~~his/her/their~~ signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Notary Public

(Seal)



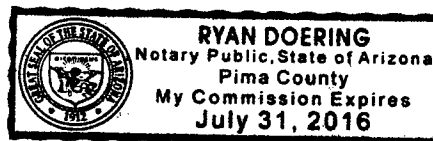
STATE OF CALIFORNIA, Arizona
COUNTY OF Pima

On 8/26/2014, before me Ryan Doering/Ryan VanDero
Notary Public, personally appeared John Shepard & Katherine Shields
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct.

WITNESS my hand and official seal.

Ryan Doering
Notary Public _____ (Seal)
Ryan VanDero



STATE OF CALIFORNIA
COUNTY OF Monterey

On 8/29/14, before me Jennifer Ann O'Hara
Notary Public, personally appeared Michael K McCourt
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct.

WITNESS my hand and official seal.

Jennifer Ann O'Hara
Notary Public _____ (Seal)

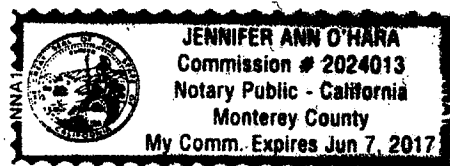


EXHIBIT A

LEGAL DESCRIPTION

Real property in the unincorporated area of the County of Monterey, State of California, described as follows:

PARCEL I:

LOT 65 AS SHOWN ON THE MAP OF TRACT NO. 1308, "SANTA LUCIA PRESERVE PHASE A", FILED FOR RECORD ON NOVEMBER 24, 1998, IN VOLUME 20 OF "CITIES AND TOWNS", AT PAGE 8, OFFICIAL RECORDS OF MONTEREY COUNTY, CALIFORNIA AND BY CERTIFICATE OF CORRECTION RECORDED SEPTEMBER 24, 1999 AS RECORDER'S SERIES NO. 9971340 OF OFFICIAL RECORDS AND BY CERTIFICATE OF CORRECTION RECORDED AUGUST 26, 2002 AS RECORDER'S SERIES NO. 2002078268 OF OFFICIAL RECORDS.

EXCEPTING THEREFROM ALL THAT PORTION CONVEYED TO THE PRESERVE GOLF CLUB, INC. BY DEED RECORDED OCTOBER 16, 2003, INSTRUMENT NO. 2003-126274 AND RE-RECORDED OCTOBER 28, 2003, INSTRUMENT NO. 2003-131365, MONTEREY COUNTY RECORDS PURSUANT TO LOT LINE ADJUSTMENT RECORDED JULY 8, 2003, INSTRUMENT NO. 2003-079618, MONTEREY COUNTY RECORDS.

PARCEL IA:

A NON-EXCLUSIVE EASEMENT FOR INGRESS, EGRESS AND UTILITIES PURPOSES OVER, UNDER AND ACROSS RANCHO SAN CARLOS ROAD, CHAMISAL PASS, VUELO DE LAS PALOMAS, VISTA CIELO, WILD TURKEY RUN, RUMSEN TRACE, ARROWMAKER TRACE, GARZAS TRAIL, VASQUEZ TRAIL, PRONGHORN RUN AND VIA VAQUERA AS SHOWN AND DESIGNATED ON THE MAP OF TRACT NO. 1308, "SANTA LUCIA PRESERVE PHASE A" FILED FOR RECORD ON NOVEMBER 24, 1998, IN VOLUME 20 OF MAP, "CITIES AND TOWNS", AT PAGE 8, OFFICIAL RECORDS OF MONTEREY COUNTY, CALIFORNIA AND BY CERTIFICATE OF CORRECTION RECORDED SEPTEMBER 24, 1999 AS RECORDER'S SERIES NO. 9971340 OF OFFICIAL RECORDS.

PARCEL IB:

A NON-EXCLUSIVE EASEMENT FOR INGRESS, EGRESS AND PUBLIC UTILITIES OVER, UNDER AND ACROSS THAT PORTION OF RANCHO SAN CARLOS ROAD FROM THE NORTHERLY BOUNDARY OF SANTA LUCIA PRESERVE PHASE A, AS SAID ROAD IS SHOWN AND DESIGNATED ON THE MAP FILED NOVEMBER 18, 1998 IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY OF MONTEREY, IN VOLUME 22 OF SURVEYS, AT PAGE 20 AND CERTIFICATE OF CORRECTION RECORDED DECEMBER 4, 1998, AS RECORDER'S SERIES NO. 9885114.

PARCEL IC:

A NON-EXCLUSIVE EASEMENT FOR INGRESS, EGRESS AND UTILITIES PURPOSES OVER, UNDER AND ACROSS THAT PORTION OF RANCHO SAN CARLOS ROAD FROM THE NORTHERLY TERMINUS OF RANCHO SAN CARLOS ROAD AS SHOWN ON MAP FILED NOVEMBER 18, 1998 IN VOLUME 22 OF SURVEYS, AT PAGE 20 AND CERTIFICATE OF CORRECTION RECORDED DECEMBER 4, 1998, AS RECORDER'S SERIES NO. 9885114, TO THE INTERSECTION WITH CARMEL VALLEY ROAD, A COUNTY ROAD.

PARCEL II:

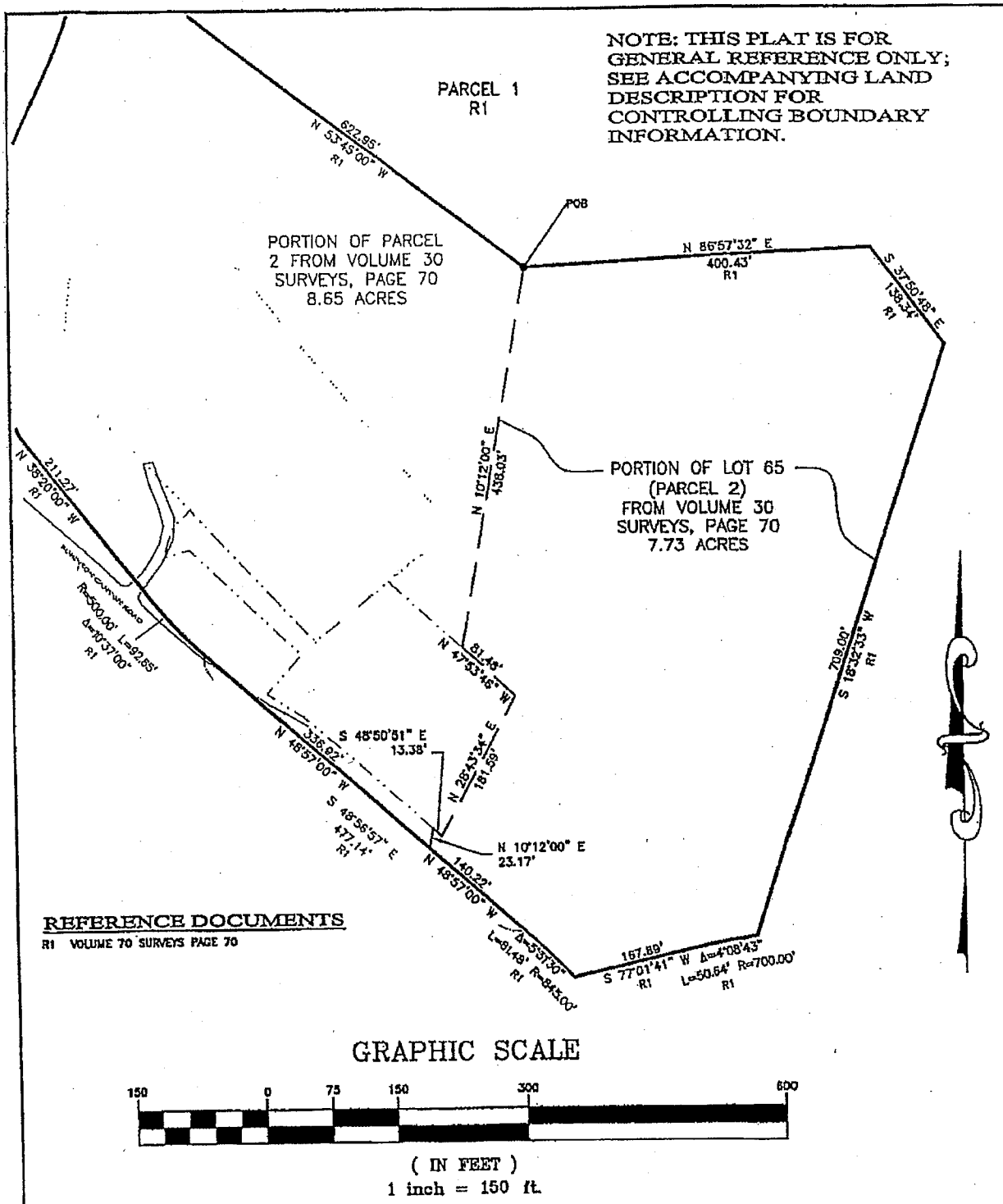
PARCEL 2 AS SHOWN ON THAT CERTAIN MAP ENTITLED "RECORD OF SURVEY"; LOT LINE ADJUSTMENT OF PARCELS 'A' AND 'B' AS SHOWN ON THE MAP FILED IN VOLUME 26 OF

SURVEYS AT PAGE 86; WHICH MAP WAS FILED IN THE OFFICE OF THE MONTEREY COUNTY RECORDER ON APRIL 29, 2009 IN BOOK 30 OF SURVEYS AT PAGE 70, MONTEREY COUNTY RECORDS.

APN: 239-061-011

EXHIBIT B

NOTE: THIS PLAT IS FOR GENERAL REFERENCE ONLY; SEE ACCOMPANYING LAND DESCRIPTION FOR CONTROLLING BOUNDARY INFORMATION.



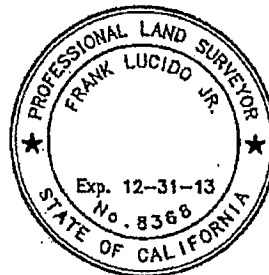
<p>PLAT TO ACCOMPANY DESCRIPTION</p> <p>PORTION OF LOT 65 (PARCEL 2) FROM VOLUME 30 SURVEYS, PAGE 70</p>	<p>SANTA LUCIA PRESERVE LOT 65 TOMMY VARDELL</p>	<p>DRAWN BY: CAL DESIGNED BY: CAL DATE: 02/26/13 SCALE: 1" = 150' JOB NUMBER: 12-002 LAST REVISED: REVISED BY:</p>	<p>LS ENGINEERING AND SURVEYING, INC</p> <p>2460 Garden Road, Suite G, Monterey, California 93940 Ph 831.855.2723 Fx 831.855.3425 LandSurveyors.com</p>
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**LEGAL DESCRIPTION FOR PORTION OF LOT 65 (PARCEL 2) FROM VOLUME 30
SURVEYS, PAGE 70, COUNTY OF MONTEREY OFFICIAL RECORDS**

All that portion of that certain real property situate in the County of Monterey, State of California, lying within Rancho San Francisquito, Monterey County, described more particularly as follows:

BEGINNING at the Northeasterly corner of that certain 8.45 acre parcel of land designated as Lot 65 of Santa Lucia Preserve, Phase A, as recorded in Volume 20, Cities and Towns, Page 8, Official Records of Monterey County and as identified as "POB" on the attached exhibit (Northing 2055602.4767, Easting 5739537.9919 on said map); thence following the boundary line of that certain 16.38 acre parcel designated Parcel 2, recorded in Volume 30, Surveys, Page 70, Official Records of Monterey County, the following courses and distances:

- 1) North 86° 57' 32" East, 400.43 feet; thence
- 2) South 37° 50' 48" East, 138.34 feet; thence
- 3) South 18° 32' 33" West, 709.00 feet; thence
- 4) Along the arc of a curve to the left the center of which bears North 08° 50' 12" West 700.00 feet, through a central angle of 04° 08' 43", an arc distance of 50.64 feet; thence
- 5) South 77° 01' 41" West, 167.89 feet; to the centerline of Robinson Canyon Road, thence along the centerline of said road
- 6) Along the arc of a curve to the left the center of which bears North 46° 34' 30" East 845.00 feet, through a central angle of 05° 31' 30", an arc distance of 81.48 feet; thence
- 7) North 48° 57' 00" West, 140.22 feet; thence leaving said centerline and Parcel 2 boundary
- 8) North 10° 12' 00" East, 23.17 feet; thence
- 9) South 48° 50' 51" East, 13.38 feet; thence
- 10) North 28° 43' 34" East, 181.59 feet; thence
- 11) North 47° 53' 46" West, 81.48 feet; thence
- 12) North 10° 12' 00" East, 438.03 feet to the **POINT OF BEGINNING**.



Containing 336,915 square feet, being 7.73 acres more or less.

APN 239-061-011(portion)

END OF DESCRIPTION

Exhibit B Page 2 of 4

LOT 65 (PARCEL 2) VOL 30 SURV PG 70

North: 2055602.48' East: 5739537.99'

Segment #1 : Line

Course: N86°57'32"E Length: 400.43'
North: 2055623.72' East: 5739937.86'

Segment #2 : Line

Course: S37°50'48"E Length: 138.34'
North: 2055514.48' East: 5740022.74'

Segment #3 : Line

Course: S18°32'33"W Length: 709.00'
North: 2054842.29' East: 5739797.27'

Segment #4 : Curve

Length: 50.64' Radius: 700.00'
Delta: 004°08'43" Tangent: 25.33'
Chord: 50.63' Course: S79°05'27"W
Course In: S08°50'12"E Course Out: N12°58'55"W
RP North: 2054150.59' East: 5739904.80'
End North: 2054832.70' East: 5739747.55'

Segment #5 : Line

Course: S77°01'41"W Length: 167.89'
North: 2054795.02' East: 5739583.95'

Segment #6 : Curve

Length: 81.48' Radius: 845.00'
Delta: 005°31'30" Tangent: 40.77'
Chord: 81.45' Course: N46°11'15"W
Course In: S46°34'30"W Course Out: N41°03'00"E
RP North: 2054214.16' East: 5738970.24'
End North: 2054851.40' East: 5739525.17'

Segment #7 : Line

Course: N48°57'00"W Length: 140.22'
North: 2054943.49' East: 5739419.42'

Segment #8 : Line

Course: N10°12'00"E Length: 23.17'
North: 2054966.29' East: 5739423.53'

Segment #9 : Line

Course: S48°50'51"E Length: 13.38'
North: 2054957.49' East: 5739433.60'

Segment #10 : Line

Course: N28°43'34"E Length: 181.59'
North: 2055116.73' East: 5739520.88'

Segment #11 : Line

Course: N47°53'46"W Length: 81.48'
North: 2055171.36' East: 5739460.43'

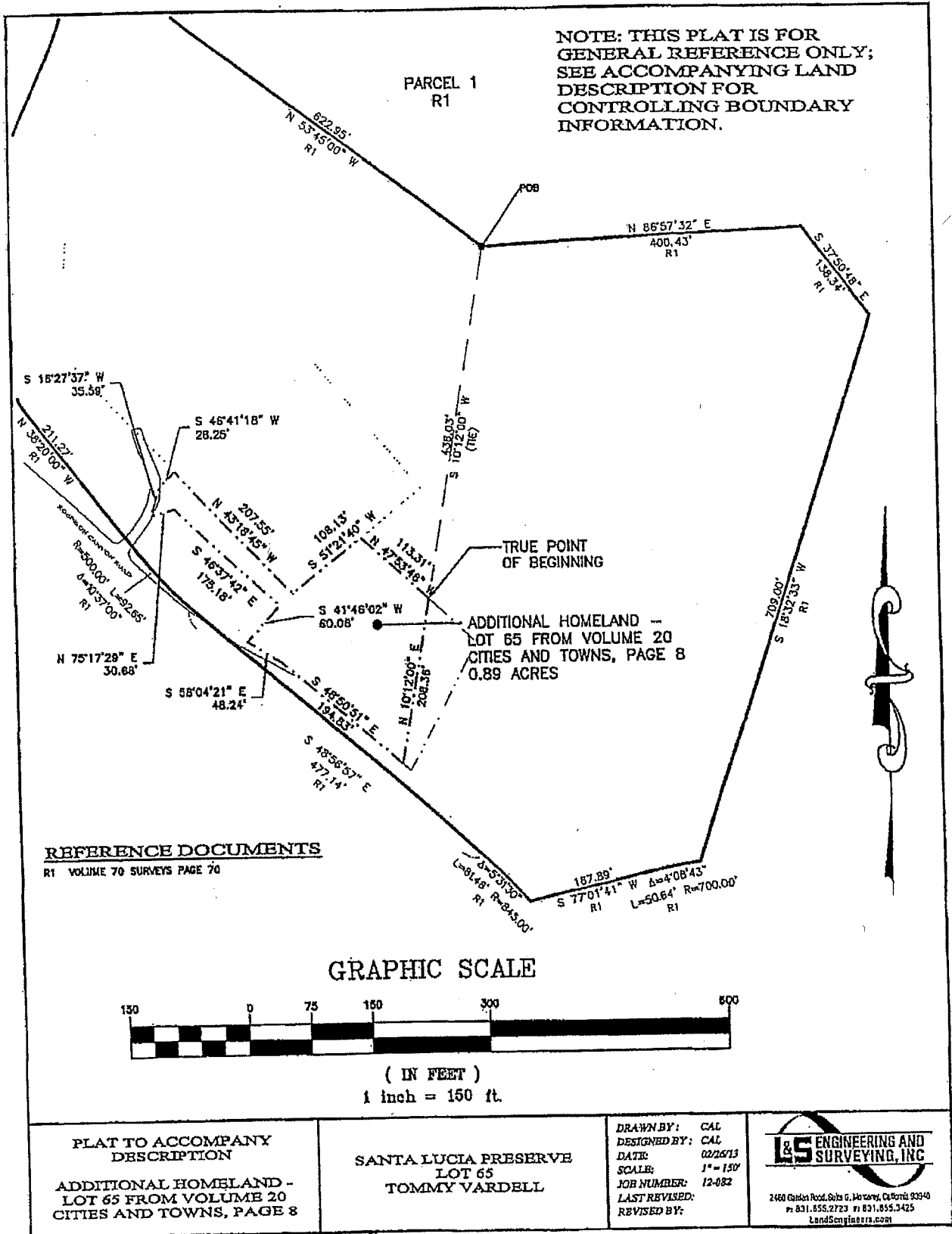
Segment #12 : Line

Course: N10°12'00"E Length: 438.03'
North: 2055602.47' East: 5739537.99'

Perimeter: 2425.66' Area: 336915.39 Sq. Ft.
Error Closure: 0.01 Course: S13°58'49"E
Error North: -0.010 East: 0.002

Precision 1: 242565.00

EXHIBIT C



**LEGAL DESCRIPTION FOR THE ADDITIONAL HOMELAND ON LOT 65 FROM
VOLUME 20 CITIES AND TOWNS, PAGE 8, COUNTY OF MONTEREY OFFICIAL
RECORDS**

All that portion of that certain real property situate in the County of Monterey, State of California, lying within Rancho San Francisquito, Monterey County, described more particularly as follows:

COMMENCING at the Northeasterly corner of that certain 8.45 acre parcel of land designated as Lot 65 of Santa Lucia Preserve, Phase A, as recorded in Volume 20, Cities and Towns, Page 8, Official Records of Monterey County and as identified as "POB" on the attached exhibit (Northing 2055602.4767, Easting 5739537.9919 on said map); thence South 10° 12' 00" West, 438.03 feet to the **TRUE POINT OF BEGINNING**; thence the following courses and distances

- 1) North 47° 53' 46" West, 113.31 feet; thence
- 2) South 51° 21' 40" West, 108.13 feet; thence
- 3) North 43° 18' 45" West, 207.55 feet; thence
- 4) South 46° 41' 18" West, 28.25 feet; thence
- 5) South 16° 27' 37" West, 35.59 feet; thence
- 6) North 75° 17' 29" East, 30.68 feet; thence
- 7) South 46° 37' 42" East, 175.18 feet; thence
- 8) South 41° 46' 02" West, 60.06 feet; thence
- 9) South 58° 04' 21" East, 48.24; thence
- 10) South 48° 50' 51" East, 194.83 feet; thence
- 11) North 10° 12' 00" East, 208.36 feet to the **POINT OF BEGINNING**.

Containing 38,874 square feet, being 0.89 acres more or less.

APN 239-061-011(portion)

END OF DESCRIPTION



HOMELAND LOT 65 VOL 20 CT PG 8

North: 2055171.37' East: 5739460.42'

Segment #1 : Line

Course: N47°53'46"W Length: 113.31'
North: 2055247.34' East: 5739376.35'

Segment #2 : Line

Course: S51°21'40"W Length: 108.13'
North: 2055179.82' East: 5739291.89'

Segment #3 : Line

Course: N43°18'45"W Length: 207.55'
North: 2055330.84' East: 5739149.52'

Segment #4 : Line

Course: S46°41'18"W Length: 28.25'
North: 2055311.46' East: 5739128.96'

Segment #5 : Line

Course: S16°27'37"W Length: 35.59'
North: 2055277.33' East: 5739118.88'

Segment #6 : Line

Course: N75°17'29"E Length: 30.68'
North: 2055285.12' East: 5739148.55'

Segment #7 : Line

Course: S46°37'42"E Length: 175.18'
North: 2055164.82' East: 5739275.90'

Segment #8 : Line

Course: S41°46'02"W Length: 60.06'
North: 2055120.02' East: 5739235.89'

Segment #9 : Line

Course: S58°04'21"E Length: 48.24'
North: 2055094.51' East: 5739276.83'

Segment #10 : Line

Course: S48°50'51"E Length: 194.83'
North: 2054966.30' East: 5739423.53'

Segment #11 : Line

Course: N10°12'00"E Length: 208.36'
North: 2055171.37' East: 5739460.43'

Perimeter: 1210.18' Area: 38873.71 Sq. Ft.
Error Closure: 0.01 Course: S86°14'52"E
Error North: -0.000 East: 0.005

Precision 1: 121018.00