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0139797

BILL OF SALE

**Title of Document**

**Affirmation Statement**

X I, the undersigned hereby affirm that the attached document, including any exhibits, hereby submitted for recording **does not contain** the social security number, driver's license or identification card number, or any "Personal Information" (as defined by NRS 603A.040) of any person or persons. (Per NRS 239B.030)

\_\_\_\_\_ I, the undersigned hereby affirm that the attached document, including any exhibits, hereby submitted for recording **does contain** the social security number, driver's license or identification card number, or any "Personal Information" (as defined by NRS 603A.040) of a person or persons as required by law:

(State specific law)

Keith Larson MAYOR  
Signature Title

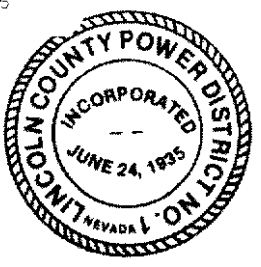
KEITH LARSON  
Print

10/31/11  
Date

**Grantees address and mail tax statement:**

CITY OF CALIENTE  
P.O. Box 1006  
CALIENTE, NV 89008

**BOARD OF TRUSTEES**  
James E. Wilkin, President  
John M. Christian, Vice President  
Lee Mathews, Trustee  
Bob Rollins, Trustee  
Michael Fogliani, Trustee



Mick Lloyd  
General Manager  
Phone: (775) 962-5122  
Fax: (775) 962-5299

**LINCOLN COUNTY POWER DISTRICT NO. 1**  
**HC 74 Box 101**  
**Pioche, Nevada 89043**

October 10, 2011

Mayor Keith Larson  
City of Caliente  
P.O. Box 1006  
Caliente, Nevada 89008

Re: Transfer of Caliente Substation

Dear Mayor Larson:

Following the action taken by the City of Caliente Council on September 15, 2011 to assume ownership of the Caliente Substation, the Lincoln County Power District No. 1 (Power District) approved today the enclosed Bill of Sale thereby completing this transfer. As of this date, all ownership, operation and maintenance of the material and equipment comprising the existing Caliente Substation on Clover Creek Road is transferred to the City of Caliente, except for those items reserved to the Power District as detailed in the Bill of Sale.

As always, the Power District stands ready to assist the City of Caliente with the operation and maintenance of its electrical facilities, including the Caliente Substation. Please do not hesitate to contact us at anytime to request support for normal maintenance activities or help with emergency service restoration.

Sincerely,

Mick Lloyd  
General Manager

## BILL OF SALE

**FOR GOOD AND VALUABLE CONSIDERATION**, and the payment of the sum of one dollar, receipt of which is hereby acknowledged, the **Lincoln County Power District No. 1** (the Seller) a general improvement district, organized and existing under the laws of the State of Nevada; hereby sells and transfers to the **City of Caliente**, (the Buyer), a Nevada municipal corporation; the following described real property:

All material and equipment comprising the Caliente Substation located adjacent to Clover Creek Road and near the intersection of U.S. Highway 93 and Clover Creek Road, excluding those items of equipment specifically reserved to the Seller as identified in this Bill of Sale. The location of said substation is more particularly described in the legal description provided in Exhibit A. The Caliente Substation is understood by the parties to include the substation fence, substation ground grid, equipment structures and foundations, bus work, transformers, lightning arresters, switches, fuses and similar power transformation and conveyance equipment located interior to the substation fence. The Caliente Substation being conveyed hereunder excludes the primary metering equipment used by the Seller to measure energy and power deliveries to the Buyer, including associated meters, current transformers, potential transformers, cable, conduit and the like which are retained by the Seller. The Caliente Substation also does not include incoming electric power conductors owned and retained by the Seller which attach to and supply power to the Caliente Substation.

The Buyer understands as a condition of purchase that it herewith grants and conveys to the Seller at no cost, the authority to enter the substation obtained pursuant to this Bill of Sales for the purpose of constructing, operating, and maintaining the primary metering equipment and incoming power supply conductors. The Buyer and Seller agree to indemnify each other for their respective activities within the Caliente Substation.

The Seller does hereby warrant, represent to, and covenant that at the time of execution hereof, the Seller is lawfully possessed in its own right of a good title to the above-described real property and that the Seller has good right and lawful authority to sell and deliver the same, and that the above-described property is free of all encumbrances of whatsoever kind or nature.

The property is sold "as is" and "where is" without any expressed or implied warranty as to condition or acceptability for use. Manufacturer warranties associated with the property, if any, are deemed cancelled by this transfer and the Buyer shall have no recourse against the Seller or the manufacturer of the real property for its failure to function as intended.



Witness my hand this tenth day of October, 2011.

LINCOLN COUNTY POWER DISTRICT NO. 1

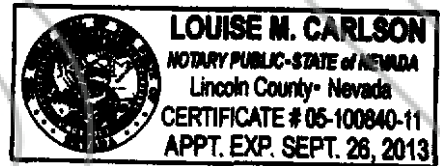
By: James E. Wilkin  
James E. Wilkin, President

ATTEST

Mick Lloyd  
Mick Lloyd, Secretary

(SEAL)

ACKNOWLEDGEMENT



State of Nevada )  
                          ) SS  
County of Lincoln )

I, Louise M. Carlson, a Notary Public in and for the State and County, do hereby certify that James E. Wilkin, the same individual who executed the above and foregoing instrument, appeared before me this day in person and acknowledged that they executed the above instrument as a free and voluntary act.

Given under my hand and Notary Seal this 10 day of October 2011.

My Commission expires on 9/26/2013.



**DESCRIPTION: Lincoln County Power District substation, Caliente, Nevada**

Existing electrical power substation bounded by a 6 foot chainlink fence located within the SE1/4/SE1/4NE1/4 Section 8, Township 4 South, Range 67 East, Mount Diablo Meridian and which is in the City of Caliente, Lincoln County, Nevada, and more particularly described as follows:

Beginning on the northwesterly corner of said chainlink fenced substation from which the north quarter corner of said Section 8 bears N 25°42'40" E 861.01 feet.

- Thence N 44°11'12" E 40.64';
- Thence S 72°04'46" E 6.88'
- Thence S 47°06'30" E 52.13';
- Thence S 43°48'43" W 38.85';
- Thence N 47°42'25" W 32.33';
- Thence S 42°56'20" W 5.31' (for a gate);
- Thence N 45°01'07" W 26.35' to the point of beginning.

Containing 2402 square feet more or less.

The basis of bearings is the north line of the northeast quarter of Section 8, T. 4 S., R. 67 E., M. D. M. as given in the Record of Survey, Plat Book C at Page 112, Document File Number 124325, of Lincoln County, Nevada Records as N 89°21'53" E.

