

APN: 002-062-05

**Doc # 540828**

Recorded 7/10/2023 10:48 AM

Requested By: CARSON CITY CLERK

TO THE BOARD

Carson City - NV

William "Scott" Hoen Clerk-Recorder

Pg 1 of 10 Fee: \$0.00

Recorded By:CM

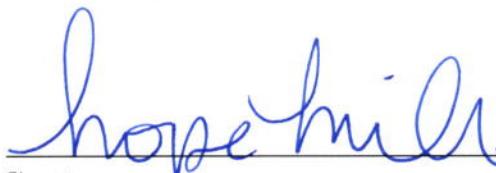
FOR RECORDER'S USE ONLY

## **RESOLUTION NO. 2023-R-22**

Conveyance of 1.133 acres of Carson City land known as 2621 Northgate Lane

I, the undersigned, hereby affirm that the attached document, including any exhibits, hereby submitted for recording does not contain personal information of any person or persons. (NRS 239B.030)

I, the undersigned, hereby affirm that the attached document, including any exhibits, hereby submitted for recording does contain personal information of a person or persons as required by law. State specific law: \_\_\_\_\_



Signature

Hope Mills- Chief Deputy Clerk

Print Name & Title

WHEN RECORDED MAIL TO:

Carson City

885 E. Musser Street, suite 1032

Carson City, NV 89701

**RESOLUTION NO. 2023-R-22**

**A RESOLUTION FOR THE CONVEYANCE, UNDER NRS 244.284, OF 1.133 ACRES OF CARSON CITY ("CITY") LAND KNOWN AS 2621 NORTHGATE LANE, APN 002-062-05, ("PROPERTY"), INCLUDING THE 15,841 SQUARE FOOT OFFICE BUILDING ON THE PROPERTY, TO ADAMS NORTHGATE, INC. FOR \$385,000; AUTHORIZING THE MAYOR TO EXECUTE AND DELIVER A DEED UPON BUYER'S CONFORMING PERFORMANCE OF TERMS AND CONDITIONS FOR CONVEYANCE; TERMINATING FOUR TENANCIES ON THE PROPERTY; AND TERMINATING ONE MAINTENANCE AGREEMENT CONCERNING THE PROPERTY.**

**WHEREAS**, the City owns the Property, which is further depicted in Exhibit A to the resolution, and with the legal description in Exhibit B to the resolution; and

**WHEREAS**, the City acquired the Property in 1982, including the office building situated on the Property, which was constructed in 1976; and

**WHEREAS**, on or about October 24, 1983, the City entered into an agreement with The Mallard Company, and its successors in interest, allowing the City to utilize parking along Northgate Lane behind a building then known as Carson Movies, in exchange for the City performing certain maintenance duties in the surrounding area ("Maintenance Agreement"); and

**WHEREAS**, the Maintenance Agreement may be terminated upon 30 days prior notice; and

**WHEREAS**, on August 12, 1997, the Property was offered for sale at auction and there were no bidders; due to there being no bidders at public auction, the City attempted to list the Property for sale with agents and brokers, but the Property still did not sell; and

**WHEREAS**, the City currently leases the office building on the Property to the Nevada Board of Regents' Carson City and Storey County Cooperative Extension ("Cooperative Extension") as well as the Nevada Rural Counties RSVP Program, Inc. ("RSVP"), Capital City C.I.R.C.L.E.S. Initiative ("Circles") and Ron Wood Family Resource Center ("Ron Wood"), all of which are non-profit organizations serving the Carson City community; and

**WHEREAS**, the City and Cooperative Extension do not have a lease agreement of any kind for the Property; and

**WHEREAS**, the lease agreement between the City and RSVP, dated September 17, 2009, and amended December 21, 2017, ("RSVP Lease") permits the City to terminate the RSVP Lease upon 30-days prior notice if the Property is sold or conveyed; and

**WHEREAS**, the lease agreement between the City and Circles, dated August 4, 2016, and amended December 21, 2017, ("Circles Lease") permits the City to terminate the Circles Lease upon 30-days prior notice if the Property is sold or conveyed; and

**WHEREAS**, the lease agreement between the City and Ron Wood, dated March 18, 2010, and amended December 21, 2017, ("Ron Wood Lease") permits the City to terminate the Ron Wood Lease upon 30-days prior notice if the Property is sold or conveyed; and

**WHEREAS**, NRS 244.284 allows the City to dispose of real property to a corporation for public benefit to be used for charitable or civic purposes on such terms and conditions as seem proper to the City; and

**WHEREAS**, on April 21, 2022, the Carson City Board of Supervisors ("Board of Supervisors") adopted Resolution No. 2022-R-9 declaring its intention to sell the Property at an auction among qualified non-profits under NRS 244.284 and setting forth the terms and conditions for conveyance of the Property, including a minimum sale price of Three Hundred Eighty-Five Thousand and No/100 Dollars (\$385,000.00); and

**WHEREAS**, the Board of Supervisors conducted an auction at its July 7, 2022, meeting under Resolution No. 2022-R-9, but no bids were submitted; and

**WHEREAS**, though no bids were received, the Board of Supervisors were notified that the Hop and Mae Adams Foundation, an Idaho 501(c)(3) non-profit foundation formed for the purpose of providing benefit to the community of Carson City, is interested in purchasing the Property for the Three Hundred Eighty-Five Thousand and No/100 Dollars (\$385,000.00) minimum asking price, but the Hop and Mae Adams Foundation did not qualify as a bidder under Resolution No. 2022-R-9; and

**WHEREAS**, the Hop and Mae Adams Foundation has since formed Adams Northgate, Inc., a Nevada non-profit corporation, with the Board of Directors thereof comprised solely of the Trustees of the Hop and Mae Adams Foundation, and created, as stated in its Articles of Incorporation, for the purpose of promoting and aiding religious, charitable, educational, scientific and other exclusively charitable or public endeavors and/or to provide aid for the use and benefit of the United States, any state, territory or political purpose and all other exclusively charitable endeavors which will tend to improve social conditions, promote humane welfare and/or alleviate pain and suffering, with the intent to qualify the entity as a charitable entity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and

**WHEREAS**, Adams Northgate, Inc. is a "Corporation for Public Benefit" as defined by NRS 82.021(2) because it is a Nevada nonprofit corporation that is obligated to distribute its assets for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or to a federal, state or local government for public purpose; and

**WHEREAS**, pursuant to NRS 244.284, the City desires to sell the Property and have it used for continued public benefit, and Adams Northgate, Inc. desires to purchase the Property to carry out its purpose of carrying out charitable and/or civic endeavors in the Carson City region; and

**WHEREAS**, Adams Northgate, Inc. has been in contact with the Cooperative Extension, RSVP, Circles and Ron Wood, and is prepared to offer them new leases on the Property with rent payments well below market rates; and

**WHEREAS**, pursuant to NRS 244.284, the Corporation for Public Benefit receiving the Property must continually use the Property conveyed thereunder for public benefit, and, if not, the Property shall automatically revert to the City; and

**NOW, THEREFORE**, the Board of Supervisors hereby resolves that:

(1) The offer in the amount of Three Hundred Eighty-Five Thousand and No/100 Dollars (\$385,000.00) from Adams Northgate, Inc., a Nevada non-profit corporation satisfies the previously set minimum bid for the Property;

(2) The City does not need the Property for public purposes, and conveying the Property to Adams Northgate, Inc., to be used for charitable purposes is desirable and in the best interest of Carson City; and

(3) As required by NRS 244.284(3), any conveyance is subject to automatic reversion to the City if Adams Northgate, Inc. ceases to use the Property for charitable or civic purposes;

(4) Should Adams Northgate, Inc. undertake significant improvements to the Property and subsequently cease to use the Property for charitable or civic purposes, thereby causing the Property to revert to the City pursuant to NRS 244.284, the City shall reimburse Adams Northgate, Inc., within one year of said reversion, the Three Hundred Eighty Five Thousand and No/100 Dollars (\$385,000.00) purchase price paid by Adams Northgate, Inc. for the Property;

(5) Within two weeks of the adoption of this resolution, Adams Northgate, Inc. shall tender to the City the purchase price for the Property via certified funds acceptable to the Carson City Treasurer or wire-transferred funds, and Carson City shall provide a fully executed quitclaim deed, substantially similar to Exhibit C to this resolution, to Adams Northgate, Inc. upon confirmation that the full purchase price has cleared;

(6) Upon approval of this resolution, the City's Real Property Manager shall provide a minimum of 30-days written notice to the Cooperative Extension, RSVP, Circles and Ron Wood that their tenancies are being terminated effective August 31, 2023;

(7) Also upon approval of this resolution, the City's Real Property Manager shall provide 30-days written notice terminating the Maintenance Agreement;

(8) Carson City shall record that fully executed quitclaim deed upon Adams Northgate, Inc.'s request;

**(9) The Property is being conveyed AS-IS, WHERE-IS, via quitclaim deed and subject to NRS 244.284 and any other restrictions on future conveyance shown in Exhibit C to this resolution.** Carson City has disclosed the following items during open meetings regarding the Property: a title report from Stewart Title (dated July 26, 2021; File No. 1321115); two appraisals for the Property (Johnson, Perkins, Griffin appraisal, dated Nov. 12, 2021; John S. Wright & Assocs. appraisal, dated Sept. 29, 2021) and a facility condition assessment for the Property (Faithfu+Gould assessment, dated March 3, 2020). **However, Adams Northgate, Inc. has conducted, and will rely on, its own due diligence in making its determination to purchase the Property. This section is a material part of Carson City's consideration for and inducement to offer the Property for sale, and this term shall survive the closing for this transaction.**

(10) Adams Northgate, Inc. shall be responsible for all costs associated with closing, including but not limited to any transfer costs.

(11) The Mayor is authorized to execute a quitclaim deed for the Property that is substantially similar to Exhibit C to this resolution, and to deliver said deed to Adams Northgate, Inc., upon its conforming performance of all the terms or conditions set forth in this resolution.

Upon motion by Supervisor Curtis Horton, seconded by Supervisor Lisa Schuette, the foregoing Resolution was passed and adopted this 6th day of July, 2023 by the following vote.

|       |          |  |
|-------|----------|--|
| VOTE: | AYES:    | Supervisor Maurice White<br>Supervisor Curtis Horton<br>Supervisor Lisa Schuette<br>Mayor Lori Bagwell |
|       | NAYS:    | None   |
|       | ABSENT:  | None   |
|       | ABSTAIN: | Supervisor Stacey Giomi  |

Lori Bagwell  
Lori Bagwell, Mayor

ATTEST

William Scott Hoen, Clerk-Recorder  
Carson City, Nevada

4856-2901-7435, v. 1



# RECORDER'S CERTIFICATE:

FILED FOR RECORD AT THE REQUEST OF MANHARD CONSULTING, LTD. ON THIS  
17 DAY OF SEPT 2018, AT 32 MINUTES PAST 10 O'CLOCK A.M. IN  
BOOK 14, AT PAGE 2949 OF OFFICIAL RECORDS OF CARSON CITY, NEVADA.

RECORDING FEE: \$17.00 BY: SUSAN MERRIWETHER  
RECORDER

SECTION 8,  
SURVEY

THE DATE  
OF THE  
SURVEY

AND ARE

FILE NUMBER: 488548 BY: Plants

RECORD OF SURVEY  
FOR

**CARSON CITY**

© 2015 MANHARD CONSULTING, LTD. ALL RIGHTS RESERVED.

BEING THAT PARCEL OF LAND DESCRIBED IN DOC. # 14528  
RECORDED NOV. 4, 1982, OFFICIAL RECORDS OF CARSON CITY, NV  
SITUATE WITHIN THE NE 1/4 NW1/4 OF SECTION 8, T15N, R20E, MDB&M  
CARSON CITY

NEVADA

**Manhard**  
CONSULTING LTD™

|             |          |
|-------------|----------|
| DRAWN BY:   | JM       |
| DATE:       | 4/5/2018 |
| PROJ. CODE: | CON.CCNV |
| PROJ. #:    | 01       |

1 SHEET  
1 OF

9850 Double R Boulevard, Suite 101, Reno, NV 89521 ph:775-748-3100 fx:775-748-31520 manhard.com  
Civil Engineers • Surveyors • Water Resource Engineers • Water & Wastewater Engineers  
Construction Managers • Environmental Scientists • Landscape Architects • Planners

2949

EXHIBIT A

2949

# EXHIBIT B

## **Legal Description**

That portion of the Northeast 1/4 of the Northwest 1/4 of Section 8, Township 15 North, Range 20 East, M.D.B. & M., in Carson City Nevada, described as follows:

Commencing at the North 1/4 corner of Section 8, Township 15 North, Range 20 East, M.D.B.&M., thence South 56°16'21" West, 1404.87 feet to the Northeast corner of the parcel and the True Point of Beginning; thence South 00°26'34" East, 288.37 feet; thence South 87°20'26" West, 173.50 feet; thence along Northgate Street, North 00°46'26" East, 291.79 feet; thence North 88°24'26" East, 167.21 feet to the Point of Beginning.

Reference is hereby made to that certain Record of Survey Map No. 2949 for Carson City in the office of the County Recorder of Carson City, State of Nevada, on September 17, 2018 as file no. 488548 of Official Records.

## EXHIBIT C

APN 002-062-05

AFTER RECORDING RETURN TO:

Attention: Real Property Manager  
Carson City Public Works  
3505 Butti Way  
Carson City, NV 89701

MAIL TAX STATEMENTS TO:

Adams Northgate, Inc.  
c/o Steven Neighbors, President  
5598 N. Eagle Road, Ste. 102  
Boise, ID 83713

The undersigned hereby affirms that this document, including any exhibits, submitted for recording does not contain the personal information of any person or persons. (Pursuant to NRS 239B.030)

### QUITCLAIM DEED

THIS DEED, made this \_\_\_\_\_ day of \_\_\_\_\_, 2023 by and between CARSON CITY, a consolidated municipality and political subdivision of the State of Nevada, hereinafter called GRANTOR, and ADAMS NORTHGATE, INC., a Nevada non-profit corporation, hereinafter called GRANTEE,

WITNESSETH:

That said GRANTOR, pursuant to Resolution 2023-R-\_\_\_\_ (recorded with the Carson City Recorder as Document No. \_\_\_\_\_) and NRS 244.284, and for good and valuable consideration, the receipt whereof is hereby acknowledged, and subject to the requirements of NRS 244.284(3), does hereby remise, release and forever quitclaim unto the said GRANTEE all of the right, title and fee interest said GRANTOR can convey in and to that certain real property, hereinafter PROPERTY, located at 2621 Northgate Lane, Carson City, Nevada (APN 002-062-05), described as follows:

That portion of the Northeast 1/4 of the Northwest 1/4 of Section 8, Township 15 North, Range 20 East, M.D.B. & M., in Carson City Nevada, described as follows: Commencing at the North 1/4 corner of Section 8, Township 15 North, Range 20 East, M.D.B.&M., thence South 56°16'21" West, 1404.87 feet to the Northeast corner of the parcel and the True Point of Beginning; thence South 00°26'34" East, 288.37 feet; thence South 87°20'26" West, 173.50 feet; thence along Northgate Street, North 00°46'26" East, 291.79 feet; thence North 88°24'26" East, 167.21 feet to the Point of Beginning. Reference is hereby made to that certain Record of Survey Map No. 2949 for Carson City in the office of the County Recorder of Carson City, State of Nevada, on September 17, 2018 as file no. 488548 of Official Records.

## EXHIBIT C

### **SUBJECT TO THE FOLLOWING RESTRICTIONS WHICH GRANTEE AND GRANTOR INTEND TO RUN WITH THE LAND:**

- (1) Consistent with NRS 244.284(3), this Quitclaim Deed conveys GRANTOR's interest in the PROPERTY to GRANTEE so long as the PROPERTY is used by a Corporation for Public Benefit (-as defined at NRS 82.021) to actually provide, or lease for less than market value said PROPERTY to one or more non-profits providing, charitable services to the residents of Carson City, and if the PROPERTY ceases to be so used for such charitable purposes, the PROPERTY automatically reverts to GRANTOR and GRANTOR shall, within one year of such reversion, reimburse GRANTEE the Three Hundred Eight-Five Thousand and No/100 Dollars (\$385,000.00) purchase price paid by GRANTEE for the PROPERTY.
- (2) In addition, any transfer of estate or interest in the PROPERTY from GRANTEE or its successors ("GRANTEE-CONVEYOR"), to a third party ("GRANTEE-CONVEYEE") with a term of 10 years or longer is void unless pre-approved by the Board of Supervisors. GRANTEE-CONVEYOR and GRANTEE-CONVEYEE will be responsible for presenting the Board of Supervisors with information sufficient to determine whether the GRANTEE-CONVEYEE will be eligible to receive an interest in the Property under NRS 244.284 without triggering reversion. The Board of Supervisors shall not unreasonably withhold such pre-approval.

IN WITNESS WHEREOF said GRANTOR has hereunto signed on the day and year first above written.

---

LORI BAGWELL, Mayor

STATE OF NEVADA )  
                         ) ss.  
CARSON CITY        )

This instrument was acknowledged before me on this \_\_\_\_\_ day of  
\_\_\_\_\_, \_\_\_\_\_ by \_\_\_\_\_

---

Notary Public

APPROVED AS TO FORM:  
Carson City District Attorney

By: \_\_\_\_\_

Date: \_\_\_\_\_