

**Counter to Offer of The County of Santa Barbara to the offer of Don Schoenhofer (BUYER) on the purchase of the interest of the County of Santa Barbara (County) in the property (Property) located in Ferndale, California and designated as APN Nos. 106-091-016, 106-091-017, 106-091-026, and 106-091-027 (Humboldt County).**

**Dated: of even date with the signature by the Chair of the Board of Supervisors of Santa Barbara County which is shown on the signature page for the County.**

1. **DISCLOSURE**: the Property which is the subject of this contract was received by the County of Santa Barbara by bequest; it is located at some distance from the County. The County of Santa Barbara has not inspected the subject Property and has no information with regard to the Property, including but not limited to, its condition and its prior use(s).

2. **AS IS WITH ALL FAULTS: BUYER SPECIFICALLY ACKNOWLEDGE THAT THE COUNTY OF SANTA BARBARA IS SELLING AND BUYER IS PURCHASING THE PROPERTY ON AN "AS IS WITH ALL FAULTS" BASIS AND THAT BUYER IS NOT RELYING ON ANY REPRESENTATIONS OR WARRANTIES OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED, FROM THE COUNTY OF SANTA BARBARA, ITS AGENTS, OR BROKERS AS TO ANY MATTERS CONCERNING THE PROPERTY, INCLUDING WITHOUT LIMITATIONS:** its physical condition, including the structural elements of any improvements; its geology; the development potential of the property and its use, habitability, merchantability, or fitness for a particular purpose; its zoning or other legal status; its compliance with law; the presence or removal of hazardous or toxic materials, substances, or wastes on, under or about the Property or the neighboring property; the quality of labor or materials used in any improvements; the conditions of title to the Property; the leases, service contracts, or other agreements affecting the Property; and the economics of the operation of the Property.

\_\_\_\_\_  
Buyer

\_\_\_\_\_  
Buyer

3. **BUYERS' RELEASE**: BUYER hereby waive their right to recover from the County of Santa Barbara and forever release and discharge the County of Santa Barbara from any and all damages, claims, losses, liabilities, penalties, fines, liens, judgments, costs, or expenses whatsoever (including, without limitations, attorneys' fees and costs), whether direct or indirect, known or unknown, foreseen or unforeseen, that may arise on account of or in any way be connected with the physical condition of the Property or any law or regulation applicable thereto.

In connection with this release, BUYER expressly waive the benefits of Section 1542 of the California Civil Code, which provides as follows: "A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR EXPECT TO EXIST IN HIS FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN TO HIM MUST HAVE MATERIALLY AFFECTED THE SETTLEMENT WITH THE DEBTOR."

4. **INDEMNIFICATION:** BUYER shall defend, indemnify and save harmless the County of Santa Barbara, its officers, agents, and employees from any and all claims, demands, damages, costs, expenses (including attorney's fees), judgments or liabilities arising out of the condition of the Property, including but not limited to the possible presence of contamination. In the event this indemnity exceeds that permitted by law, this section shall be interpreted in compliance with the law while at the same time affording the greatest protection permitted for and on behalf of the County of Santa Barbara.

5. **NO MERGER/DEED.** The above provisions shall not merge with the contract and shall appear on the face of the deed conveying the interest of the County of Santa Barbara to BUYER.

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BUYER: \_\_\_\_\_

BUYER: \_\_\_\_\_

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

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

Folio  
APNs: 106-091-016 & 106-091-017  
106-091-026 & 106-091-027 (Humboldt)  
Agent: rc

**IN WITNESS WHEREOF**, COUNTY and BUYER have executed this Purchase Agreement (Approx 136.80 acres) by the respective authorized officers as set forth below and attached signature pages, to be effective as of the date executed by the COUNTY.

"COUNTY"  
COUNTY OF SANTA BARBARA

ATTEST:  
MICHAEL F. BROWN  
CLERK OF THE BOARD

By: \_\_\_\_\_  
Chair, Board of Supervisors

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

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

APPROVED AS TO FORM:  
STEPHEN SHANE STARK  
COUNTY COUNSEL

APPROVED AS TO FORM:  
ROBERT W. GEIS, CPA  
AUDITOR-CONTROLLER

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

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

APPROVED:

APPROVED:

By: \_\_\_\_\_  
Ronn Carlentine, SRWA  
Real Property Manager

By: \_\_\_\_\_  
Ray Aromatorio, ARM, AIC  
Risk Program Administrator