

**CONEJO VALLEY UNIFIED SCHOOL DISTRICT
RESOLUTION NO. 23/24-40**

**RATIFYING PURCHASE AND SALE AGREEMENT BETWEEN CONEJO VALLEY
UNIFIED SCHOOL DISTRICT AND SCSS HOLDINGS INC. FOR THE DISTRICT'S
ACQUISITION OF 711 RANCHO CONEJO BOULEVARD, THOUSAND OAKS, CA,
AND AUTHORIZING OPENING AND CLOSING OF ESCROW**

WHEREAS, SCSS Holdings, Inc., a California corporation ("Seller") owns that certain improved real property located at 711 Rancho Conejo Boulevard, Thousand Oaks, California 91320 (the "Property"); and

WHEREAS, the Property is situated within an industrial development that also includes the real property located at 667 Rancho Conejo Boulevard, Thousand Oaks, California 91320, which is owned by District, and 703 Rancho Conejo Boulevard, Thousand Oaks, California 91320, which is owned by a third party, and all three properties are subject to that certain Declaration of Covenants, Conditions and Restrictions for the Parcel Map No. 4102 Industrial Properties (the "CC&Rs"); and

WHEREAS, a dispute arose between District and Seller regarding the CC&Rs, as set forth in that certain lawsuit identified as Case No. 56-2016-00481228-CU-BC-VTA which was consolidated with Case No. 56-2021-00551873-CU-OR-VTA in the Ventura County Superior Court (the "Lawsuit"), and in connection with the settlement of the Lawsuit, as read into the court records of the Ventura County Superior Court on May 17, 2024 at the conclusion of trial, Seller desires to sell the Property to District, and District desires to purchase the Property from Seller for the price of \$5,350,000.00; and

WHEREAS, District and Seller have negotiated the terms and conditions of the District's acquisition of the Property as set forth in that certain Purchase and Sale Agreement and Joint Escrow Instructions (the "Agreement"), which is attached hereto as Exhibit A and incorporated herein by this reference; and

WHEREAS, the transaction includes the District's acquisition of certain equipment and supplies as set forth in the Agreement; and

WHEREAS, District and Seller would like to open escrow for the purchase and sale of the Property through Lawyers Title Company, Oxnard CA and close escrow within the timeframe set forth in the Agreement;

NOW, THEREFORE, BE IT RESOLVED that:

1. The Recitals set forth above are true and correct.
2. The Board of Education (the "Board") hereby ratifies settlement of the Lawsuit, ratifies the Agreement (inclusive of all exhibits therein, which may be updated and corrected as

reasonably necessary during escrow), and authorizes the Deputy Superintendent, Business Services to execute the Agreement.


3. The Board hereby further authorizes the Deputy Superintendent, Business Services or his designee(s), to take all other steps reasonably necessary and advisable to effectuate the purpose of this Resolution, including, but not limited to, (a) directing staff and/or consultants to open escrow; (b) collecting and reviewing any documents related to the Property; (c) inspecting and reviewing the physical condition of the Property; (d) executing and delivering into escrow any and all documentation contemplated within the Agreement, including, but not limited to, any certificate of acceptance required in connection with the final form of the grant deed; (e) accepting on behalf of the District and the Board the interests in the Property to be conveyed to the District; (f) causing to be disbursed all funds necessary to consummate the closing of the escrow in accordance with the Agreement; (g) consenting to the recordation of the grant deed and any related documentation, including any certification of acceptance, providing for the conveyance of the Property to the District and the settlement of the Lawsuit in accordance with the Agreement; (h) taking any and all other such actions, and executing any and all other documents, as reasonably necessary, convenient or advisable to complete the District's acquisition of the Property in accordance with the Agreement and the terms and conditions of the settlement articulated at the conclusion of trial; and (i) working with the District's special consultants and/or legal counsel to accomplish the foregoing tasks.

PASSED AND ADOPTED by the Conejo Valley Unified School District Board of Education at a regular meeting held on the 5th day of June, 2024 by the following vote on roll call:

AYES: **5**
NOES: 0
ABSENT: 0
ABSTAIN: 0



Bill Gorback, Clerk, Board of Education



Mark W. McLaughlin, Ed.D., Superintendent and
Secretary to the Board of Education