
Date: May 19, 2026

Item Number: _____

Resolution Number: _____

4/5 Vote Required

Resolution Of The Board Of Directors Of The Sonoma County Agricultural Preservation and Open Space District Consenting to a Subordination Agreement To Allow the Establishment of a City-Owned Mitigation Bank on the City of Santa Rosa Farms Property

Whereas, the District holds a Conservation Easement over the 1,411.84-acre City of Santa Rosa Farms property (“Property”) consisting of that certain “Deed and Agreement by and between the City of Santa Rosa and the Sonoma County Agricultural Preservation and Open Space District Conveying a Conservation Easement,” recorded on December 17, 2001 as Instrument Number 2001173432 in the Official Records of Sonoma County, California (“Conservation Easement”);

Whereas, the principal purpose of the Conservation Easement is to ensure the preservation of the open space, scenic and biotic values of the Property, and to prevent any uses of the Property that will significantly impair or interfere with those values;

Whereas, the City of Santa Rosa, which owns the Property, is seeking to establish a mitigation bank on an approximately 99-acre portion of the Property (“Kelly Farm Mitigation Bank”), which requires the City to record a Mitigation Bank Easement on the property to protect the restored, created, enhanced and/or preserved habitat for California tiger salamander and related jurisdictional Waters of the United States that will be established by the City in connection with its creation of the bank. The City proposes to convey the required Mitigation Bank Easement to the Center for Natural Lands Management.

Whereas, District staff have found the Kelly Farm Mitigation Bank, and the related Mitigation Bank Easement, consistent with the Conservation Easement and the District’s Mitigation Policy.

Whereas, the Interagency Review Team (“IRT”), which is comprised of the U.S. Army

Corps of Engineers, the U.S. Environmental Protection Agency, the U.S. Fish and Wildlife Service, the National Oceanic and Atmospheric Administration's National Marine Fisheries Service, the North Coast Regional Water Quality Control Board, and the California Department of Fish and Wildlife, is responsible for permitting mitigation banks.

Whereas, the IRT requires the District's Conservation Easement to be subordinate to the Mitigation Bank Easement to assure that the requirements of the Mitigation Bank Easement control to the extent of any conflict between the Mitigation Bank Easement and the Conservation Easement. Thus, the City of Santa Rosa is requesting that the District enter into a Subordination Agreement, in the form on file with the Clerk.

Whereas, the proposed Subordination Agreement (1) acknowledges that it is unlikely for a conflict to arise between the requirements of the Conservation Easement and the Mitigation Bank Easement, (2) limits the scope of the District's agreement to subordinate "solely to the extent of any conflict as between the easements," and (3) clearly states that the agreement shall not be construed as a waiver by the District of rights that it possesses to remedy breaches of the Conservation Easement or enforce the terms of the Conservation Easement that do not conflict with the Mitigation Bank Easement.

Now, Therefore, Be It Resolved that all of the above findings are true and correct and the Board President is authorized to sign the Subordination Agreement in the form on file with the Clerk.

Directors:

Rabbitt:

Coursey:

Gore:

Hopkins:

Hermosillo:

Ayes:

Noes:

Absent:

Abstain:

So Ordered.