
Date: September 23, 2025

Item Number: _____

Resolution Number: _____

☐ 4/5 Vote Required

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SONOMA COUNTY AGRICULTURAL PRESERVATION AND OPEN SPACE DISTRICT, MAKING CERTAIN FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND THE SURPLUS LANDS ACT, INCLUDING DECLARING REAL PROPERTY LOCATED AT 651 AIRPORT BOULEVARD IN UNINCORPORATED SONOMA COUNTY, CALIFORNIA "EXEMPT SURPLUS LAND" AND DECLARING THE INTENTION TO SELL SAID PROPERTY TO TIERRA VEGETABLES, INC. SUBJECT TO A CONSERVATION EASEMENT AND AGRICULTURAL CONSERVATION COVENANT FOR THE APPRAISED VALUE OF \$455,000; DELEGATING AUTHORITY TO THE GENERAL MANAGER TO EXECUTE A REAL PROPERTY PURCHASE AND SALE AGREEMENT AND A LOT MERGER APPLICATION, AND ANY OTHER RELATED DOCUMENTS NECESSARY TO COMPLETE THE TRANSACTION, IN A FORM APPROVED BY COUNTY COUNSEL, AUTHORIZING AND DIRECTING THE PRESIDENT TO EXECUTE THE CONSERVATION EASEMENT, AGRICULTURAL CONSERVATION COVENANT AND ASSOCIATED CERTIFICATE OF ACCEPTANCE; DIRECTING THE RECORDATION OF DOCUMENTS; AND DEDICATING THE CONSERVATION EASEMENT TO OPEN SPACE PURPOSES PURSUANT TO PUBLIC RESOURCES CODE SECTION 5540.

Whereas, in 1990, the voters of Sonoma County approved the creation of the Sonoma County Agricultural Preservation and Open Space District ("District") and the imposition of a transactions and use tax. The purpose for the creation of the District and the imposition of the special tax was to provide for the preservation of agriculture and open space through the acquisition of interests in appropriate properties from willing sellers consistent with a voter-approved expenditure plan. The District was created and the tax imposed in order to further the state policy for the preservation of agricultural and open space lands, to meet the mandatory requirements imposed on the County and each of its cities by Government Code sections 65560 *et seq.* and to advance the implementation of the open space elements of their respective general plans. In 2006, the voters of Sonoma County approved an extension of the transaction and use tax and an update of the Expenditure Plan.

Whereas, the District is the fee title owner of an approximately 16.25-acre agricultural property located at 651 Airport Boulevard, north of Santa Rosa in unincorporated Sonoma County (the "Property"); and

Whereas, the District purchased the Property in 1998 under the Greenbelt/Agricultural category of its 1992 Acquisition Plan to maintain the open space character and agricultural uses of the area. The District's Board of Directors authorized the purchase with the expressed intention of selling the land to a farmer subject to a conservation easement protecting its open space and agricultural values; and

Whereas, in 2002, pursuant to a competitive process, Tierra Vegetables, Inc. ("Tierra Vegetables") was

selected to lease the Property due to its extensive experience farming in Sonoma County, lack of land tenure, preparedness for farming on the urban edge, and ability to make the transition to a larger property. The Property has been continuously leased to Tierra Vegetables since that time, and is now a highly productive row-crop operation providing food to local residents through community supported agriculture memberships, a farmstand, farmers' markets, and sales to restaurants; and

Whereas, in 2011, the lease with Tierra Vegetables was amended for various purposes, including to require that active farming operations be conducted on the Property. This lease amendment also included a provision whereby the District and Tierra Vegetables agreed to negotiate an option to purchase the Property; and

Whereas, consistent with the lease and with the direction of this Board, the General Manager has negotiated and is recommending the sale of the Property subject to a conservation easement and affirmative agricultural covenant to Tierra Vegetables for the appraised value; and

Whereas, this Board finds and declares that (1) the agricultural lands of the County of Sonoma contribute substantially to the local, state, national, and world food supply and are a vital part of the local and state economy; (2) the growing population and expanding economy of the County have had a profound impact on the ability of the public and private sectors to conserve land for the production of food and fiber, especially agricultural land around urban areas; (3) the challenge of maintaining agricultural land in agricultural use is compounded by local real estate market trends which see persistent high demand for working farms and ranches to be converted into rural residential homes and estates for non-farmers; (4) agricultural lands near urban areas that are maintained in productive agricultural use are a significant part of California's agricultural heritage. These lands, contribute to the economic betterment of local areas and the entire state and are an important source of food, fiber, and other agricultural products; and (5) keeping agricultural land in productive use protects the local food supply and the larger agricultural economy for the benefit of future generations; and (6) that the District can support efforts to keep local agricultural lands in productive use by purchasing land suitable for farming or ranching, protecting it with a conservation easement and agricultural conservation covenant, and then selling the conserved land to a qualified farmer or rancher at a substantially reduced price relative to comparable properties that remain unprotected from development; and

Whereas, the proposed conservation transaction fulfills policies in the District's Vital Lands Initiative, including policies to preserve Agricultural Lands, Community Identity, and Healthy Communities. Specifically, ownership of the property by the current farmer-tenant will enable it to make capital investments in the operation that will support diversification and improvement of the agricultural utility of the property for the benefit of the community. Private ownership of this property will provide greater stability for the operator to invest in innovation, diversification, and climate-friendly farming improvements, while encouraging economic growth and community engagement. The establishment of the conservation easement will assure the preservation of the Property's agricultural, natural resource, and scenic values in perpetuity, and the companion agricultural conservation covenant will assure the continued and perpetual use of the Property for agricultural production consistent with the terms of the conservation easement. The conservation easement and agricultural conservation covenant will run with the land in perpetuity, assuring these conservation benefits are achieved even as the property changes hands over time.

Whereas, the Surplus Land Act, Government Code sections 54220 *et seq.* (the "SLA") applies when a local agency disposes of "surplus land," which is defined in the Act as "land owned in fee simple by any local agency for which the local agency's governing body takes formal action in a regular public meeting

declaring that the land is surplus and is not necessary for the agency's use." (Government Code section

Whereas, the SLA expressly does “not apply to the disposal of exempt surplus land” (Government Code section 54222.3); and

Whereas, under the SLA, “exempt surplus land” means land that is described under any subdivision of Government Code section 54221(f)(1); and

Whereas, under section Government Code section 54221(f)(1)(N), real property that is used by a district for the “agency's use” as expressly authorized in subdivision (c) of section 54221 is exempt surplus land; and

Whereas, under Government Code section 54221(c), “agency use” shall include, but not be limited to, land that is being used, or is planned to be used pursuant to a written plan adopted by the local agency’s governing board, for agency work or operations, including, but not limited to, land being used for conservation purposes. Further, “agency use” in the case of a local agency that is a district, excepting those whose primary mission or purpose is to supply the public with a transportation system, may also include commercial or industrial uses or activities, including nongovernmental retail, entertainment, or office development or be for the sole purpose of investment or generation of revenue if the agency’s governing body takes action in a public meeting declaring that the use of the site will directly further the express purpose of agency work or operations.

Whereas, the SLA requires local agencies such as the District to declare certain real property they own as either “surplus land” or “exempt surplus land,” as supported by written findings, prior to any disposition of the real property;

Whereas, none of the characteristics listed under Government Code section 54221(f)(2) apply to the Property;

Whereas, the Board of Directors desires to declare the Property as exempt surplus land under the SLA, based on the findings and justifications contained in this Resolution;

Whereas, by its Resolution No. 2025-002, dated April 3, 2025, the Sonoma County Agricultural Preservation and Open Space Fiscal Oversight Commission determined that proposed sale price for the fee interest in the Property subject to the Conservation Easement and affirmative covenant, which is equal to the value set forth in the appraisal, is not less than the fair market value of the interests to be conveyed to Tierra Vegetables.

Now, Therefore, Be It Resolved that this Board of Directors hereby finds, determines, declares and orders as follows:

1. *Truth of Recitals.* That the foregoing recitations are true and correct.

2. *General Plan Consistency.* That the sale of the fee interest in the property, subject to the Conservation Easement and Agricultural Conservation Covenant (“the Project”) further implements the 2020 Sonoma County General Plan. The Project supports goals and policies in Land Use, Open Space and Resource Conservation, and Agriculture Elements, including maintenance of agricultural production on farmlands at the edges but beyond the Urban Service Areas, to minimize the influence of speculative land transactions on the price of farmland and to provide incentives for long term agricultural use (Goal AR-2); encouraging and supporting farms and ranches, both large and small, that are seeking to implement programs that

increase the sustainability of resources, conserve energy, and protect water and soil in order to bolster the

local food economy, increase the viability of diverse family farms and improve the opportunities for farm workers (Policy AR-1e); preservation of the unique rural and natural character of Sonoma County (Goal OSRC-6); preservation of roadside landscapes that have a high visual quality (Goal OSRC-3); and maintenance of important open space areas between and around the county's cities in a largely open or natural character with low intensities of development (Goal LU-5).

3. *Expenditure Plan Consistency.* That the Project is consistent with the Expenditure Plan approved by the voters of Sonoma County in 2006 via Measure F, because it will protect the highest priority lands using a conservation easement as the primary tool for protection, and specifically preserves greenbelts, scenic landscape units, and agriculturally productive land.

4. *California Environmental Quality Act (CEQA); Notice of Exemption.* Pursuant to Public Resources Code Section 21080.28 (a) and (c), Ag + Open Space's sale of the Property, subject to a conservation easement, agricultural covenant, is statutorily exempt from CEQA because it will enable continued agricultural use of the land and preserve natural conditions, including plant and animal habitats. Alternatively, pursuant to California Code of Regulations section 15325 (a) and (b), the District's sale of the Property, subject to a conservation easement and agricultural conservation covenant is exempt from CEQA because its purpose is to allow continued agricultural use of the land, as well as to preserve natural conditions, including plant or animal habitats. Additionally, pursuant to California Code of Regulations section 15317, the District's sale of the Property subject to the conservation easement and agricultural conservation covenant is exempt from CEQA because it will maintain the open space character of the area. Immediately upon adoption of this resolution, the General Manager is directed to file with the County Clerk, and the County Clerk is directed to post and to maintain the posting of a notice of exemption pursuant to Public Resources Code Section 21152.

5. *Surplus Lands Act.* The Board of Directors hereby declares that the proposed transaction is exempt from the Surplus Lands Act (SLA) because the subject property is "exempt surplus land" pursuant to Government Code section 54221(f) (1)(N). The subject Property is "real property that is used by a district for the 'agency's use' as expressly authorized in subdivision (c) [of section 54221]" based on the findings contained in this Resolution, namely that foundational District purposes are achieved in selling the Property to Tierra Vegetables subject to a conservation easement and agricultural conservation covenant. These encumbrances will be enforceable by the District in perpetuity to require productive agricultural use of the property, consistent with preservation of the Property's other open space resources. Pursuant to Cal Gov Code § 54221(c), which specifies that land being used for conservation purposes qualifies as an "agency use" if such purposes are included in a written plan adopted by the agency's governing board, this Board relies on the District's Expenditure Plan, Fee Lands Strategy, Vital Lands Initiative and the original acquisition plan for this Property, all of which describe the District conservation purposes that are furthered by this transaction. For clarity, this Board notes that revenue from the sale the Property will further the express purpose of District's work or operations and it will remain subject to the District's

voter-approved Expenditure Plan. None of the disqualifying characteristics listed under Government Code section 54221(f)(2) apply to the Property to prevent it from being classified as "exempt surplus land." The General Manager is authorized and directed to provide documentation that this transaction meets the definition of "agency use" to the California Department of Housing and Community Development (HCD) at least 30 days prior to disposition.

6. *Authority to Execute Purchase and Sale Agreement.* That the General Manager is authorized and directed to execute, on behalf of the District the Purchase and Sale Agreement in the form on file with the Clerk.

7. *Authority to Apply for Voluntary Merger of Parcels.* That the General Manager is authorized and directed to apply for and complete a voluntary merger of the existing parcels comprising the Property prior to the

8. *Authority to Execute Instruments to be Recorded.* That the President is authorized and directed to execute, on behalf of the District:

- a. That certain Grant Deed conveying fee title to the Property to Tierra Vegetables Inc.
- b. That certain agreement entitled "Deed and Agreement By and Between Tierra Vegetables Inc., and the Sonoma County Agricultural Preservation and Open Space District Conveying a Conservation Easement and Assigning Development Rights" together with the certificate of acceptance required by Government Code Section 27281.
- c. That certain agreement entitled "Agricultural Conservation Covenant" together with the certificate of acceptance required by Government Code Section 27281.

9. *Closing Documents.* That the District's Counsel is hereby authorized and directed to prepare and deliver appropriate escrow instructions and other necessary documents to Fidelity Title Company to complete the transaction as described. The General Manager is authorized to make any technical, non-substantive changes in the Conservation Easement, Agricultural Conservation Covenant and other closing documents prior to execution and recordation with the prior approval of the District's Counsel. With approval of the District's Counsel and the District's surveyor, the General Manager is further authorized to make minor changes to the Project Structure Map that do not change the total acreage protected, in order to make the map conform to features that may be surveyed. The General Manager is further authorized and directed to execute any other documents, including grant agreements, necessary to complete this transaction as described.

10. *Authorization for Recordation.* That the General Manager is authorized and directed to record with the Sonoma County Recorder the Conservation Easement and Certificate of Acceptance, and to deliver conformed copies of these documents, bearing evidence of recording, to the Clerk of the Board of Directors.

11. *Dedication.* That the Conservation Easement to be acquired by the District is hereby dedicated to open space purposes pursuant to Public Resources Code Section 5540.

Directors:

Hermosillo: Rabbitt: Coursey: Gore: Hopkins:

Ayes: Noes: Absent: Abstain:

So Ordered.