



SUMMARY REPORT

Agenda Date: 8/26/2025

To: Board of Directors of the Sonoma County Agricultural Preservation and Open Space District
Department or Agency Name(s): Sonoma County Agricultural Preservation and Open Space District
Staff Name and Phone Number: Misti Arias, General Manager, 565-7264; Sheri Emerson, Stewardship Manager, 565-7358; Fraser Ross, Stewardship Specialist, 565-7347
Vote Requirement: Majority
Supervisory District(s): 4 & 5

Title:

Pryor Ranch Conservation Easement First Amendment

Recommended Action:

Adopt a Resolution:

- A) Making certain findings in support of amending the Pryor Ranch Conservation Easement to correct a drafting error to allow for the construction of new improvements within the Accessory Structure Areas, subject to specific limitations set forth in the Conservation Easement, and to make other clarifying non-material revisions in accordance with the District's Easement Amendment Policy;
- B) Authorizing the Board President to execute the First Amendment to the Pryor Ranch Conservation Easement; and
- C) Delegating authority to the District's General Manager to take all necessary steps to effectuate the amendment of the Conservation Easement.

Executive Summary:

The Sonoma County Agricultural Preservation and Open Space District ("Ag + Open Space") holds a Conservation Easement over the 1,509-acre Pryor Ranch property, located off Sweetwater Springs Road in Healdsburg, California. In 2018, Ag + Open Space notified the Conservation Easement landowners that there was a drafting error in the Conservation Easement that effectively prohibits the construction of additional improvements within the property's two Accessory Structure Areas.

Ag + Open Space is requesting Board approval to amend the Conservation Easement to allow for construction of new improvements in the Accessory Structure Areas, and to make other clarifying non-material revisions.

Discussion:

Background

The Sonoma County Agricultural Preservation and Open Space District ("Ag + Open Space") acquired a Conservation Easement ("Easement") over the 1,509-acre Pryor Ranch ("Property") in 2011 to preserve the Property's open space, natural, and scenic values. The First Amendment to the Easement is to correct a drafting error that prohibited the construction of new improvements in the Accessory Structure Areas and to make other clarifying non-material revisions.

The Property is located off Sweetwater Springs Road in southwest Healdsburg and consists of working forest,

oak woodlands, and grazing land. The Easement covers two legal parcels and restricts certain structures, improvements, and uses to two Residential Areas (one on each parcel), two Accessory Structure Areas (one on each parcel), and a Recreational Cabin Area (on Parcel 1), as designated on the Baseline Site Map approved by the parties at the time of execution of the Easement.

In August of 2018, Ag + Open Space staff notified the Property owners that we identified a drafting error in the Easement. Although Easement Exhibit B (Permitted Uses and Practices), Paragraph 6d (Accessory Structure Area) allows for the replacement, maintenance, and repair of improvements within the Property's two Accessory Structure Areas, this provision does not allow for construction of additional improvements.

At the time of Easement execution, the Accessory Structure Area on Parcel 2 contained a stock barn, but the Accessory Structure Area on Parcel 1 was undeveloped. The intent of the Easement was to allow for the construction of one residence and accessory structures on both of the Property's parcels so that the two parcels can operate independently if sold to separate owners. Therefore, Ag + Open Space staff consider the prohibition on constructing new accessory improvements to be a drafting error.

During the process of pursuing the Amendment, Ag + Open Space staff identified other areas within the Easement to correct and clarify, which we propose to address as part of this Amendment (discussed below).

Proposed Amendment

1. To correct the drafting error in the Easement to allow for new construction within the Accessory Structure Areas, Ag + Open Space proposes to amend Easement Exhibit B (Permitted Uses and Practices), Paragraph 6d (Accessory Structure Area) by updating the language to read:

"Accessory Structure Areas. To use the 'Accessory Structure Areas' delineated on the Baseline Site Map solely for non-residential uses. GRANTOR may construct or place additional improvements within the 'Accessory Structure Areas' necessary for the non-residential uses of the Property permitted under this Agreement. GRANTOR may also replace, maintain, and repair existing improvements within the 'Accessory Structure Areas' in accordance with subparagraphs d, e and f of this Paragraph 6. Any activities, uses, or improvements provided for in this Paragraph 6 that will result in significant surface alteration or other development of the land require the prior written approval of DISTRICT in accordance with the provisions set forth in Paragraph 5 of this Agreement. DISTRICT approval shall be based upon its finding that the proposed activity, use, or improvement is consistent with the conservation purpose of this Agreement."

2. To correct a drafting error in Easement Exhibit B, Paragraph 5b(ii) to delete and replace the word "wildlife" with the word "wildfire".
3. To correct a drafting error in the title of Easement Exhibit B, Paragraph 6b, which currently reads "Additional Improvements," and is deleted and replaced with the following title: "Additional Improvements - Residential Areas".

Ag + Open Space Easement Amendment Policy

Ag + Open Space's Easement Amendment Policy 5 (contained within Ag + Open Space's Stewardship Policy, on file with the Clerk) requires that the Board approve easement amendments only after making all the required findings as set forth in the attached Resolution.

Agenda Date: 8/26/2025

Ag + Open Space's General Manager has found that the proposed amendment (Attachment 1) is consistent with the Easement Amendment Policy because, among other reasons, it is consistent with law and the conservation purpose of the Easement, and the proposed amendment will correct errors made in the drafting process, resulting in the Easement reflecting the original intention of the agreement.

CEQA

This action is not subject to CEQA because it does not constitute the approval of a project.

Racial Equity:

Was this item identified as an opportunity to apply the Racial Equity Toolkit?

No

Prior Board Actions:

November 15, 2011: Board of Directors authorized execution of Conservation Easement. (Resolution No. 11-0620

FISCAL SUMMARY

Expenditures	FY23-24 Adopted	FY24-25 Projected	FY25-26 Projected
Budgeted Expenses			
Additional Appropriation Requested			
Total Expenditures			
Funding Sources			
General Fund/WA GF			
State/Federal			
Fees/Other			
Use of Fund Balance			
General Fund Contingencies			
Total Sources			

Narrative Explanation of Fiscal Impacts:

Costs include staff time and County Counsel time spent developing Amendment language, coordinating with the Property owners, and preparing Board of Directors Agenda Item. The costs are included in the current appropriations.

Staffing Impacts:

Agenda Date: 8/26/2025

Position Title (Payroll Classification)	Monthly Salary Range (A-I Step)	Additions (Number)	Deletions (Number)

Narrative Explanation of Staffing Impacts (If Required):

N/A

Attachments:

1. Pryor Ranch Conservation Easement First Amendment
2. Resolution of the Board of Directors for the Sonoma County Agricultural Preservation and Open Space District

Related Items "On File" with the Clerk of the Board:

1. Pryor Ranch Conservation Easement
2. Pryor Ranch Baseline
3. Pryor Ranch Baseline Site Map
4. Ag + Open Space Stewardship Policy