

---

Date: , 2025

Item Number: \_\_\_\_\_

Resolution Number: \_\_\_\_\_

---

☐ 3/5 Vote Required

---

**Resolution Of The Board Of Directors Of The Sonoma County Agricultural Preservation and Open Space District, County of Sonoma, State of California, 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.**

**Whereas,** the Sonoma County Agricultural Preservation and Open Space District (“District”) is the owner of a Conservation Easement known as the Pryor Ranch Conservation Easement (“Property”) recorded on December 21, 2011 as Document No. 2011113658 (“Easement”) at the County of Sonoma Recorder’s Office.

**Whereas,** 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 Accessory Structure Areas (“ASAs”), but does not allow for construction of additional improvements.

**Whereas,** the Property consists of two legal parcels which may be sold and developed separately from each other. Each parcel contains an ASA, and the ASA on Parcel 1 was undeveloped at the time of Easement recordation.

**Whereas,** in 2018 District staff determined that the Easement intended to permit the construction of additional structures and improvements in both the ASAs, not just the replacement of existing ones. This conclusion thus indicated that the prohibition on constructing new improvements within the ASAs was a drafting error.

**Whereas,** due to the discovery of this drafting error, District and the Easement Grantors have agreed to execute the First Amendment to the Easement to allow for the construction of accessory structures and improvements within the ASAs and to make other clarifying non-material revisions.

**Whereas,** the First Amendment satisfies the requirements of the District’s Easement Amendment Policy because:

- a. The First Amendment is clearly consistent with the conservation purpose of

the Easement because the amendment maintains the open space, natural, and scenic values protected by the Easement.

- b. The First Amendment enhances and otherwise does not impair the conservation values of the Property subject to the Easement because the amendment will correct the drafting error and clarify the intent of the Easement; and will have no negative impact to the open space, natural, and scenic values of the Property.
- c. The First Amendment does not undermine the perpetual nature of the Easement because the amended Easement will remain perpetual and dedicated to open space pursuant to Public Resources Code section 5540.
- d. The First Amendment is not precluded by the Easement or by state or federal law.
- e. The First Amendment does not relinquish to the landowner any interest in land that has been expressly extinguished by the Easement.
- f. The First Amendment is the minimum change necessary to satisfy the purpose of the amendment, which is to allow for the construction of accessory structures and improvements within the ASAs.
- g. The First Amendment is consistent with the District's Vital Lands Initiative and other applicable District policies because it will correct a drafting error and clarify the intent of the Easement.
- h. The First Amendment is consistent with all applicable land use and zoning regulations.
- i. The First Amendment incorporates, to the maximum extent practical and legally permissible, the language used by the District in its current conservation easements.
- j. The proposed amendment increases or has no effect on the appraised value of the interests retained by the District because the proposed changes have no impact on the market value of the Easement.

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

1. **Truth in Recitals.** The forgoing recitations are true and correct.
2. **Consistency with District Easement Amendment Policy.** The First Amendment complies with District's Easement Amendment Policy.
3. **Authority to Execute Documents.** The President is authorized and directed to execute, on behalf of the District, the amendment to the Easement entitled "FIRST AMENDMENT TO DEED AND AGREEMENT CONVEYING A CONSERVATION EASEMENT" together with the certificate of acceptance required by Government Code section 27281.
4. **Authorization for Recordation.** The General Manager is authorized and directed to record with the Sonoma County Recorder the First Amendment and the certificate of acceptance.
5. **Delegation of Authority.** The General Manager is authorized to take all necessary steps to effectuate the amendment of the Easement.

**Directors:**

Hermosillo:

Rabbitt:

Coursey:

Gore:

Hopkins:

Ayes:

Noes:

Absent:

Abstain:

**So Ordered.**