
Date: July 9, 2024

Item Number: _____

Resolution Number: _____

☒ 4/5 Vote Required

Resolution of the Board Of Directors of the Sonoma County Agricultural Preservation and Open Space District, Authorizing a \$650,000 Matching Grant to the Town of Windsor Toward its Acquisition of Property to Expand Keiser Park; Authorizing Execution of a Matching Grant Agreement; Determining that the Grant is Consistent with the Sonoma County General Plan 2020 and the District’s Expenditure Plan; Authorizing and Directing the President to Execute an Amended and Restated Conservation Easement and a Recreation Conservation Covenant to Preserve the Property and Assure Public Access; Dedicating the Conservation Easement to Open Space Purposes pursuant to Public Resources Code Section 5540; Consenting to the Recordation of an Irrevocable Offer of Dedication in Favor of Ag + Open Space Pursuant to Public Resources Code Section 5565.5; Making Certain Findings Under the California Environmental Quality Act and Directing the Filing of a Notice of Exemption; and Authorizing the General Manager to Take all Other Actions Necessary to Complete this Transaction, in Consultation with County Counsel.

Whereas, the Town of Windsor (“Town”) is the owner of an approximately 2.55-acre property (“Property”) located adjacent to the eastern boundary of Keiser Park in the Town of Windsor, California; and

Whereas, on August 5, 2020, the Town Council of the Town of Windsor adopted Resolution No. 3614-20 authorizing the submission of a Matching Grant Program application requesting Six Hundred and Fifty Thousand Dollars \$650,000 in reimbursement funding for the proposed acquisition of the Property and determined the acquisition was consistent with its General Plan; and

Whereas, on March 3, 2021, this Board approved the recommendation from staff to accept the Town’s Matching Grant Program application; and

Whereas, on March 7, 2024, the District’s Fiscal Oversight Commission adopted Resolution 2024-002, determining that the acquisition of a conservation easement and recreation covenant as a condition of the District’s contribution towards the fee purchase of

the Property in an amount not to exceed the appraised value does not result in the District paying more than the fair market value for the acquisition of such interests; and

Whereas, on August 28, 2002, the District and the Town executed that certain instrument entitled “Deed and Agreement By and Between The Town of Windsor and the Sonoma County Agricultural Preservation and Open Space District Conveying a Conservation Easement,” which instrument was recorded on August 30, 2002 as Document Number 2002130786 in the Official Records of Sonoma County, which covers a 6.81-acre property referred to herein as the “First Keiser Park Expansion Property”; and

Whereas, as a condition of this matching grant project, the District and the Town will amend and restate the existing conservation easement, resulting in a single conservation easement covering both the First Keiser Park Expansion Property and the subject Property, totaling approximately 9.36-acres (the “Amended and Restated Conservation Easement”); and

Whereas, the Amended and Restated Conservation Easement is subject to the District’s Easement Amendment Policy, which requires this Board to make the following findings prior to its approval of the proposed easement amendment:

- a. The amendment is clearly consistent with the conservation purpose of the easement because the amendment maintains the scenic and open space resources, natural resources, and recreational and educational resources protected by the easement.
- b. The amendment enhances and otherwise does not impair the conservation values of the land subject to the easement.
- c. The amendment does not undermine the perpetual nature of the easement because the amended easement will also be perpetual.
- d. The amendment is not precluded by the easement or by state or federal law.
- e. The amendment does not reconvey any interest in land that has been expressly extinguished by the original conservation easement.
- f. The amendment is the minimum change necessary to satisfy the purpose of the amendment, which is to allow for a single common easement over multiple conserved properties.
- g. The amendment is consistent with the District’s Vital Lands Initiative and other applicable District policies.
- h. The amendment is consistent with all applicable land use and zoning regulations.
- i. The amendment incorporates the language used by the District in its current conservation easements.

- j. The amendment will not result in the District paying more or receiving less than fair market value for the rights that will be acquired and conveyed via the amendment.

Whereas, for the foregoing reasons, the Amended and Restated Conservation Easement conforms with the requirements of the California Civil Code and the District's Easement Amendment Policy; and

Whereas, the District's General Manager is recommending an allocation of Matching Grant Program funds towards the acquisition of the Property by the Town in the amount of Six Hundred and Fifty Thousand Dollars (\$650,000), conditioned on conveyance to the District of the Amended and Restated Conservation Easement and recreation conservation covenant with offer to dedicate to protect the Property and ensure public access in perpetuity ("Project").

Now, Therefore, Be It Resolved that this Board of Directors hereby find, determine, declare and order as follows:

1. *Truth of Recitals.* The foregoing recitations are true and correct.
2. *General Plan Consistency.* The Project further implements the 2020 Sonoma County General Plan. The Project supports goals and policies in Land Use and Open Space and Resource Conservation, in urban open space, recreational and educational resources, natural resources and scenic resources.
3. *Expenditure Plan Consistency.* 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 scenic landscape units, riparian corridors, biotic habitats, and urban open space with recreational and educational opportunities.
4. *Consistency with Ag + Open Space Easement Amendment Policy.* The Amended and Restated Conservation Easement complies with District's Easement Amendment Policy.
5. *District Board President Authority to Sign Contracts.* The District Board President is authorized and directed to execute, on behalf of the District that certain agreement entitled "First Amended and Restated Deed and Agreement By and Between Town of Windsor 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, as well as the "Recreation Conservation Covenant" together with the associated certificate of acceptance required by Government Code Section 27281.
6. *Dedication.* The Amended and Restated Conservation Easement to be acquired by the District is hereby dedicated to open space purposes pursuant to Public Resources Code Section 5540.

7. *Irrevocable Offer of Dedication.* Pursuant to Public Resources Code 5565.5, the District Board of Directors consents to the recordation by the Town of a certain Irrevocable Offer to Dedicate the fee interest in the property to the District, as contemplated by the Recreation Covenant authorized hereunder.
8. *Matching Grant Agreement.* The General Manager is authorized to execute a matching grant agreement between Ag + Open Space and the Town.
9. *California Environmental Quality Act; Notice of Exemption.* The Project, consisting of the provision of funding by the District towards the acquisition of fee title by the Town of Windsor, as well as the District's acquisition of the Amended and Restated Conservation Easement and Recreation Covenant, and the acquisition of the fee title by the Town of Windsor, is exempt from the requirements of the California Environmental Quality Act (Public Resources Code Sections 21000 and following) pursuant to Public Resources Code Section 21080.28(a)(1)(A),(B) & (F) and Cal. Code of Regs. Tit. 14, § 15325(a) & (b), which exempts from CEQA the acquisition, sale, or other transfer of interest in land by a public agency for the preservation of land for park purposes and to preserve natural conditions existing at the time of acquisition, including plant and animal habitat, even if physical changes to the environment or changes in the use of the land are a reasonably foreseeable consequence of the acquisition, sale, or other transfer of the interests in land, or of the granting or acceptance of funding, provided that environmental review otherwise required by the Public Resources Code occurs before any project approval that would authorize physical changes being made to the land. This project is also exempt from CEQA pursuant to Sections 15316 and 15317 of Title 14 of the California Code of Regulations, because the purpose of the acquisition is to provide for a park and to 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.
10. *Closing Documents.* County Counsel is hereby authorized and directed to prepare and deliver appropriate escrow instructions and other necessary documents to complete the transaction as described. The District General Manager is authorized to make any technical, non-substantive changes to the Amended and Restated Conservation Easement and Recreation Conservation Covenant and other closing documents, respectively, prior to recordation with the prior approval of County Counsel. With approval of County Counsel and the District's surveyor, the General Manager for District is further authorized to make minor changes to the Project Structure Map that do not substantially 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 necessary to complete this transaction as described, in consultation with County Counsel.
11. *Payment of Purchase Price and Costs of Escrow.* At the request of District's General Manager, the County Auditor is authorized and directed to draw a warrant or warrants against available funds in the County's Open Space

Special Tax Account for the proposed acquisition in an amount not to exceed \$650,000, and in such other amounts necessary for associated transactional costs requested.

12. *Authorization for Recordation.* The District General Manager is authorized and directed to record with the Sonoma County Recorder the Amended and Restated Conservation Easement and Certificate of Acceptance, the Recreation Covenant and Certificate of Acceptance, and the Offer to Dedicate, and to deliver conformed copies of these documents, bearing evidence of recording, to the Clerk of the Board of Directors.

Directors:

Gorin: Coursey: Gore: Hopkins: Rabbitt:

Ayes: Noes: Absent: Abstain:

So Ordered.