
Date: March 12, 2019

Item Number: _____

Resolution Number: _____

☐ 5/5 Vote Required

Resolution of the Board of Directors of the Sonoma County Agricultural Preservation and Open Space District Making Certain Findings and Taking the Necessary Actions to Transfer the Healdsburg Ridge Open Space Preserve to the City of Healdsburg Subject to a Conservation Easement and Recreation Covenant

Whereas, in 1995, the Sonoma County Agricultural Preservation and Open Space District (the “District”) purchased conservation easements over certain properties near Healdsburg, California commonly referred to as the Fox Pond property (Portion of APN 091-040-107) (the “Fox Pond Easement”) and the Asborno/Nelson properties (Portions of APNs 091-040-050 and 091-040-110) (the “Asborno/Nelson Easement”);

Whereas, in 2003, the District acquired the underlying fee interest in the Fox Pond property (APN 091-040-107) and the Asborno/Nelson properties (APNs 091-040-050 and 091-040-110) in addition to the fee interest in adjacent unencumbered land (APNs 091-040-050 and 091-040-110), resulting in the District owning the fee interest in approximately 152 acres of land now commonly referred to as the “Healdsburg Open Space Preserve” (the “Preserve”);

Whereas, in 2005, the District conveyed fee interest in a 2.33-acre portion of the Asborno/Nelson fee property to the City of Healdsburg (the “City”) in exchange for a 2.97-acre conservation easement from the City over City-owned property (“Exchange Easement”);

Whereas, the Fox Pond Easement, the Asborno/Nelson Easement, and the Exchange Easement, are hereinafter referred to as the “Existing Easements;”

Whereas, in 2005, in connection with the exchange transaction described above, the City granted a trailhead and trail easement to the District to facilitate public access to the Preserve across City-owned property (“Trailhead Easement”);

Whereas, the City is willing to own, operate and maintain parks, open space, recreation facilities and programs inside and adjacent to its boundary, including the Preserve; and

Whereas, pursuant to its authority under Public Resources Code section 5540.6, the District is prepared to convey its fee interest in the Preserve to the City, subject to a conservation easement over the entire Preserve that will amend, replace and supersede the Existing Easements (the “New Conservation Easement”);

Whereas, the District will also obtain a Recreation Conservation Covenant (the “Recreation Covenant”) and an Irrevocable Offer of Dedication that will ensure the Preserve remains open to the public in perpetuity;

Whereas, once the City owns the fee interest in the Preserve, the District will no longer need the Trailhead Easement because the City, as landowner, will be responsible for providing access consistent with the New Conservation Easement and the Recreation Covenant;

Whereas, the project fulfills policies of the District’s acquisition plan, *Connecting Communities and the Land*, in three categories: Greenbelts and Scenic Hillside, as the project protects a prominent, scenic, highly visible and unique property adjacent to a city; Water, Wildlife, and Natural Areas, as the project preserves natural systems and lands that support the diverse biological resources of the county; and Recreation and Education, as the project works with partners to create parks and promotes recreational and educational opportunities for residents to learn about, enjoy and experience the natural diversity of Sonoma County;

Whereas, because the New Conservation Easement will amend, replace and supersede the Existing Easements, the District makes the following findings pursuant to the District’s Easement Amendment Policy:

A. The New Conservation Easement is clearly consistent with the conservation purpose of the Existing Easements insofar as all easements identify preservation of open space, natural and scenic values of the Preserve as primary

conservation purposes, and all easements allow for recreational and educational uses of the Preserve, provided such uses are compatible with the primary conservation purposes;

B. The New Conservation Easement enhances and otherwise does not impair the conservation values of the land subject to the Existing Easements because the amount of acreage that must remain in its natural state has been increased by 10 acres, all further park development must take place in a 0.5-acre envelope near the perimeter of the Preserve, and all additional uses and improvements allowed by the New Conservation Easement, e.g. for fencing and signage, support use of the Preserve for recreational purposes compatible with natural resource protection;

C. The New Conservation Easement does not undermine the perpetual nature of the Existing Easements. The New Conservation Easement will remain perpetual and shall be dedicated to open space pursuant to Public Resources Code section 5540;

D. The amendment and replacement of the Existing Easements with the New Conservation Easement is not precluded by the Existing Easements or by state or federal law;

E. The amendment and replacement of the Existing Easements with the New Conservation Easement does not reconvey any interest in land that has been expressly extinguished by the Existing Easements, except as to the landowner's rights to engage in limited commercial uses associated with permitted recreation and education and to install related signs and fencing, which are expanded by the New Conservation Easement. The relinquishment of these rights to the City does not result in any net loss of conservation because the New Conservation Easement is more restrictive in a number of ways in that it prohibits residential use and agricultural development and limits all additional park development to no more than 0.5 acres of the Preserve, and all revenue generated from commercial activities and uses must be used toward the cost of operating, maintaining, restoring, and enhancing the Preserve, whereas no such limitations

are established by the Existing Easements;

F. The New Conservation Easement is the minimum change necessary to satisfy the purpose of the amendment, which is to manage the entire Preserve under a single conservation easement and to update the form of the easement to reflect the District's current easement standards and practices;

G. The New Conservation Easement is consistent with the District's Acquisition Plan and other applicable District policies now in effect insofar as it is categorized as a "Recreation and Education" project in the District's long-range Acquisition Plan and it meets a number of policies in this category by virtue of its nature as a partnership with a City to acquire, develop, and manage land for park purposes in close proximity to an urban community. In addition, the project will preserve and protect Sonoma County's unique natural habitats, scenic areas and other open space values of regional significance;

H. The New Conservation Easement is consistent with all applicable land use and zoning regulations because (1) it maintains important open space areas between and around the county's cities and communities in a largely open or natural character with low intensities of development; it preserves important biotic resource areas and scenic features with consistent uses and intensities; it preserves the unique rural and natural character of Sonoma County; it protects and enhances the county's natural habitats and diverse plant and animal communities; and it provides opportunities for public outdoor recreation in a location convenient to urban areas; and (2) the Preserve, which is within the City of Healdsburg's Sphere of Influence, has been designated as Open Space by the City of Healdsburg. The New Conservation Easement and Recreation Covenant are consistent with these regulations;

I. The New Conservation Easement incorporates, to the maximum extent practical and legally permissible, the language used by the District in its current conservation easements;

J. The amendment and replacement of the Existing Easements with the New Conservation Easement increases or has no effect on the appraised value

of the interests retained by the District, as determined by the Sonoma County Fiscal Oversight Commission in its Resolution No. 2019-002 on February 7, 2019;

Whereas, for the foregoing reasons, the New Conservation Easement provides protections equal to or greater than those provided by the Existing Easements in conformance with the requirements of California Public Resources Code Section 5540.5.

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 recitals are true and correct.
2. *Approval of Amendment to and Replacement of Existing Easements.* That the proposed amendment and replacement of the Existing Easements with the New Conservation Easement is consistent with the District's Easement Amendment Policy and the exchange of rights contemplated by the amendment and replacement is consistent with Public Resources Code section 5540.5 in that (1) the protections embodied in the New Conservation Easement are equal or greater value than the interests relinquished to the City via the amendment of the Existing Easements and (2) the acquisition of the New Conservation Easement is necessary for park and open-space purposes.
3. *Authority to Execute Deeds and Certificates of Acceptance.* That the President is authorized and directed to execute, on behalf of the District, a grant deed in a form approved by District counsel to transfer fee title in the Preserve to the City of Healdsburg. The President is further authorized and directed to execute, on behalf of the District, that certain "Deed and Agreement By and Between the City of Healdsburg and the Sonoma County Agricultural Preservation and Open Space District Conveying a Conservation Easement and Assigning Development Rights," and "Healdsburg Ridge Open Space Preserve Recreation Conservation Covenant," both substantially in the form on file with the Clerk, together with the certificates of acceptance required by Government Code Section 27281. The President is further authorized and directed to execute, on behalf of the District, a quitclaim deed as to the Trailhead Easement to the City of Healdsburg in the form on file with the Clerk.

4. *Consent to Recordation of Irrevocable Offer.* That the District hereby consents to the recordation of that certain agreement entitled “Irrevocable Offer of Dedication” from the City of Healdsburg in the form on file with the Clerk.

5. *General Plan Consistency Determination.* Pursuant to California Government Code Section 65402 and in accordance with Section 2-76 of the Sonoma County Code, that the acquisition of the Conservation Easement and Recreation Covenant (“the Project”) and the transfer of the fee interest in the Preserve is consistent with and further implements the 2020 Sonoma County General Plan. The Project supports goals and policies in the Land Use, and Open Space and Resource Conservation Elements, in that it maintains important open space areas between and around the county’s cities and communities in a largely open or natural character with low intensities of development; it preserves important biotic resource areas and scenic features with consistent uses and intensities; it preserves the unique rural and natural character of Sonoma County for residents, businesses, visitors and future generations; it protects and enhances the county’s natural habitats and diverse plant and animal communities; and it provides opportunities for public outdoor recreation in a location convenient to urban areas.

6. *Expenditure Plan Consistency Determination.* 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, protect biotic habitat areas, riparian corridors, and other areas of biotic significance; will preserve a scenic landscape, maintaining the open nature of the county; and will further outdoor public recreation where the public use is not inconsistent with open space values.

7. *California Environmental Quality Act.* That the project authorized by this resolution is exempt from the requirements of the California Environmental Quality Act (Public Resources Code Sections 21000 *et seq.*) (“CEQA”) pursuant to pursuant CEQA Guidelines section 15061(b)(3) because it can be seen with certainty that there is no possibility that the project may have a significant effect

on the environment; alternatively it is exempt pursuant to CEQA Guidelines section 15313(a) and (c) because the purpose of the acquisition is to preserve fish and wildlife habitat and to preserve public access to land in its natural condition; alternatively is exempt pursuant to Section 15317 of Title 14 of the California Code of Regulations because the purpose of the acquisition is to maintain the open space character of the area; and alternatively is exempt pursuant to Section 15325(a), (c) and (f) of Title 14 of the California Code of Regulations because the purpose of the acquisition is to preserve and restore the existing natural conditions and to preserve lands for park purposes, respectively.

8. *Necessary Actions.* That the General Manager is authorized to take all necessary steps to effectuate the transaction, including, without limitation, making any technical, non-substantive changes to the New Conservation Easement and Recreation Covenant, with the prior approval of County Counsel.

9. *Closing Documents.* That County Counsel is directed to prepare and deliver appropriate escrow instructions and other necessary documents to Fidelity National Title Company to complete the transaction as described. The General Manager is further authorized to execute any other documents necessary to complete this transaction as described in a form approved by County Counsel.

14. *Costs of Escrow.* That, at the request of the 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 payable to Fidelity National Title Company (Escrow No. FSNX-490512235) in such amounts necessary for associated transactional costs requested by the General Manager.

15. *Authorization for Recordation.* That the General Manager is authorized and directed to record with the Sonoma County Recorder the New Conservation Easement and Recreation Covenant, with their respective Certificates of Acceptance, and to deliver conformed copies of these documents, bearing evidence of recording, to the Clerk of the Board of Directors.

16. *Notice of Exemption.* That, immediately upon the adoption of this resolution, the General Manager is directed to post and to maintain the posting

of a notice of exemption pursuant to Public Resources Code 21152.

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

Directors:

Gorin:

Zane:

Gore:

Hopkins:

Rabbitt:

Ayes:

Noes:

Absent:

Abstain:

So Ordered.