
Date: May 11, 2021

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 and Authorizing and Directing the General Manager to Execute a Transfer Agreement; Authorizing the President to Execute a Grant Deed to Convey the Calabazas Creek Property to the County of Sonoma; Authorizing the President to Execute and Accept a Conservation Easement and a Recreation Conservation Covenant; Consenting to the Recordation of an Irrevocable Offer; Dedicating the Conservation Easement to Open Space; Directing the General Manager to File of a Notice of Exemption under C.E.Q.A.; and Authorizing All Other Actions Necessary to Complete the Transfer.

Whereas, the District owns approximately 1,285 acres of land located in the northeastern Sonoma Valley near Glen Ellen, CA (APNs: 053-030-002, 053-030-003, 053-040-002, 053-040-003, 053-040-006, 053-040-024, 053-040-025, 053-040-032, and 053-040-033) known as Calabazas Creek ("Calabazas Creek" or "the Property"); and

Whereas, the District's General Manager has negotiated and is recommending the transfer of the fee interest in the Property to the County of Sonoma to be managed as a public park and open space preserve subject to a Conservation Easement, a Recreation Covenant, an Irrevocable Offer of Dedication, and other specified conditions ("the Project"); and

Whereas, as a component of the Project, the District's General Manager is recommending an allocation of funds for use by the County of Sonoma of up to a total of \$889,000 over a period of three (3) years for reimbursement of the County of Sonoma's costs of providing initial public access, operations and management of the Property; and

Whereas, as a component of the Project, the District's General Manager is recommending an allocation of up to \$194,000 in funds for use by the County of Sonoma to complete roadwork and restoration already underway on the Property; and

Whereas, the transfer of fee title to the County and Ag + Open Space's receipt of the conservation easement and recreation covenant is consistent with Ag + Open Space's *Vital Lands Initiative*, in the Community Identity category, Healthy Communities category, Water category, and Wildlands category; and

Whereas, that by its Resolution No. 2021-001 dated April 15, 2021, the Sonoma

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County Open Space Fiscal Oversight Commission determined that it can be reasonably concluded that the cumulative value of the Conservation Easement and Recreation Covenant to be received by the District is not less than the fair market value of the restricted fee interest the District is conveying to the County of Sonoma;

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

1. *Truth of Recitals.* The foregoing recitations are true and correct.
2. *General Plan Consistency.* The Project furthers goals in the Land Use and Open Space and Resource Conservation Elements of the 2020 Sonoma County General Plan in that it preserves important biotic resource areas and scenic features with consistent uses and intensities; preserves roadside landscapes that have a high visual quality as they contribute to the living environment of local residents and to the county's tourism economy; protects and enhances the county's natural habitats and diverse plant and animal communities; and helps to establish a countywide park and trail system that meets future recreational needs of the county's residents.
3. *Expenditure Plan Consistency.* The Project is consistent with the Expenditure Plan approved by the voters of Sonoma County in 2006 in Measure F.
4. *Transfer Agreement.* The District's General Manager is authorized to execute the Transfer Agreement by and between the County of Sonoma and the District in the form on file with the Clerk.
5. *Authority to Execute Grant Deed.* The President is authorized and directed to execute, on behalf of the District, a grant deed to transfer fee title in the Property to the County of Sonoma in the form on file with the Clerk.
6. *Authority to Sign Conservation Easement and Recreation Covenant.* The President is authorized and directed to execute, on behalf of the District those certain agreements entitled "Deed and Agreement By and Between the County of Sonoma and the Sonoma County Agricultural Preservation and Open Space District Conveying a Conservation Easement and Assigning Development Rights" ("Conservation Easement") and "Calabazas Creek Recreation Conservation Covenant" ("Recreation Covenant"), together with the certificates of acceptance required by Government Code Section 27281.

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7. *Consent to Recordation of Irrevocable Offer.* Pursuant to Public Resources Code section 5565.5, the District hereby consents to the recordation of that certain agreement entitled "Irrevocable Offer of Dedication (Calabazas Creek)" from the County of Sonoma.

8. *Delegation to Finalize and Record Documents.* The General Manager is authorized to make any technical, non-substantive changes in the Conservation Easement, Recreation Covenant, Transfer Agreement, Irrevocable Offer of Dedication and other closing documents prior to recordation with the prior approval of the District's Counsel. The General Manager is further authorized to execute any other documents necessary to complete this transaction as described. The General Manager is further authorized and directed to record with the Sonoma County Recorder the Conservation Easement and the Recreation Conservation Covenant and to deliver conformed copies of these documents, bearing evidence of recording, to the Clerk of the Board of Directors.

10. *Costs of Escrow.* That, at the request of the General Manager, the County Auditor draw a warrant or warrants against available funds in the County's Open Space Special Tax Account in such amounts necessary to close escrow and secure a policy of title insurance.

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

12. *Funding for Initial Public Access, Operations and Management.* After transfer of fee title of the Property to the County and recordation of the Conservation Easement, Recreation Covenant, and Irrevocable Offer of Dedication, and at the request of the General Manager, the County Auditor shall draw a warrant or warrants against available funds in the County's Open Space Special Tax Account in amounts not to exceed a total of \$889,000 over a period of three (3) years for reimbursement to the County for its costs of providing initial public access and operation and management of the Property, in accordance with the terms of the Transfer Agreement.

13. *Funding for Additional Management Activities that are Underway.* After transfer of fee title of the Property to the County of Sonoma and recordation of the Conservation Easement, Recreation Covenant, and Irrevocable Offer of Dedication, and at the request of the General Manager, the County may request reimbursement of up to \$194,000 in funds for use by the County of Sonoma to

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complete roadwork currently underway at the Property and identified in a Pacific Watershed Associates sediment source assessment.

14. *California Environmental Quality Act.* The project authorized by this resolution is exempt from the requirements of the California Environmental Quality Act pursuant to Public Resources Code section 21080.28, because the purpose of the project is to preserve the natural condition of the Property including plant and animal habitats; restoration of natural conditions including plant and animal habitats; for continuing agricultural use of the land; prevention of encroachment of development into flood plains; preservation of historical resources; and preservation of open space or lands for park purposes.

15. *Notice of Exemption.* 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.

Directors:

Rabitt:

Coursey:

Gore:

Hopkins:

Gorin:

Ayes:

Noes:

Absent:

Abstain:

So Ordered.