

Resolution No. _____

Dated: _____

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SONOMA COUNTY AGRICULTURAL PRESERVATION AND OPEN SPACE DISTRICT, COUNTY OF SONOMA, STATE OF CALIFORNIA, APPROVING ACQUISITION OF FEE TITLE TO THE 460.96-ACRE MCCULLOUGH RANCH – PHASE ONE PROPERTY FOR A PURCHASE PRICE OF \$8,463,000; DETERMINING THAT THE ACQUISITION IS CONSISTENT WITH THE 2020 SONOMA COUNTY GENERAL PLAN; AUTHORIZING AND DIRECTING THE EXECUTION OF A RIGHT OF FIRST OFFER AGREEMENT; AUTHORIZING AND DIRECTING THE EXECUTION OF THE CHARITABLE PLEDGE; AUTHORIZING AND DIRECTING THE EXECUTION OF CERTIFICATE OF ACCEPTANCE; AND DIRECTING THE PREPARATION OF ESCROW INSTRUCTIONS

WHEREAS, the Interim General Manager has negotiated and is now recommending the purchase of fee title to the McCullough Ranch – Phase One Property, located at 2484 Mark West Springs Road, Santa Rosa (APN’s: 028-060-062, -047, -048, -053, -054, -056, -063 and 028-070-036), totaling approximately 460.96 acres (“the acquisition”); and

WHEREAS, acquisition of the Property will further the social and recreational need of the residents of the County and therefore in the public interest; and

WHEREAS, the acquisition fulfills policies of the Recreation and Education category of the District’s acquisition plan, *Connecting Communities and the Land*, in that the property will provide the core of a large regional park very close to the urban area with a wide diversity of landscapes and recreational opportunities; and

WHEREAS, the acquisition fulfills policies of the Water, Wildlife and Natural Areas category of the District’s acquisition plan, *Connecting Communities and the Land*, in that the property offers a unique opportunity to protect and expand on existing protected wildlife habitat, including creeks, riparian corridors, and upland habitat; and

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 recitations are true and correct.
2. *General Plan Consistency.* That the acquisition is consistent with the 2020 Sonoma County General Plan because the property will ensure the preservation of the fish and wildlife habitat and water quality of Mark West Creek, preserve the scenic qualities of a highly visible ridgeline, and ensure that the riparian woodlands, upland woodlands, grasslands and associated habitats are protected in perpetuity. Low-intensity public outdoor recreational use of the property is consistent with preservation of the property’s open space values and resources within the scenic viewshed.

3. *Expenditure Plan Consistency.* That by its Resolution No. 2009-012 dated July 30, 2009, the Board of Directors of the Sonoma County Open Space Authority determined that the acquisition was consistent with the Authority's Expenditure Plan.

4. *Fair Market Value.* That by its Resolution No. 2009-012, dated July 30, 2009, the Board of Directors of the Sonoma County Open Space Authority determined that the acquisition price does not exceed fair market value of the open space interest being acquired.

5. *Certificate of Acceptance.* That the President is authorized and directed to execute, on behalf of the District, the certificate of acceptance required by Government Code 27281.

6. *Right of First Offer Agreement.* Pursuant to the Property Purchase Agreement between the sellers of the Property and the District, that the Interim General Manager is authorized and directed to execute the Right of First Offer Agreement to purchase the McCullough-Phase Two property in substantially the form presented to this Board, with such changes as may be made following review and approval as to form by District Counsel.

7. *Charitable Pledge.* That the Interim General Manger is authorized and directed to execute, that certain agreement entitled "Charitable Pledge."

8. *Escrow Instructions; Necessary Documents.* That the District's 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. Upon the satisfactory completion of District's standard due diligence tasks, the Interim General Manager is authorized to sign all closing documents and to execute any other documents necessary to complete this transaction as described, including, without limitation, making any technical, non-substantive changes in the closing documents with the prior approval of the District's Counsel.

9. *Payment of Purchase Price and Costs of Escrow.* That at the request of the Interim General Manager, the County Auditor is directed to draw a warrant or warrants against available funds in the County's Open Space Special Tax Account and the Open Space Authority's fund for the purchase price in an amount not to exceed \$8,463,000 payable to Fidelity National Title Company (Escrow No. 09-78380011Z-LQH) and in such other amounts necessary to close escrow, as approved and requested by the Interim General Manager.

10. *California Environmental Quality Act.* That the acquisition authorized by this resolution is exempt from the requirements of the California Environmental Quality Act (Public Resources Code Sections 21000 and following) pursuant to Section 15313(c) of Title 14 of the California Code of Regulations because the purpose of the acquisition is to preserve access to public lands and waters to preserve the 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; alternatively is exempt pursuant to Section 15316(a) of Title 14 of the California Code of Regulations because the purpose of the acquisition is to establish a park and the management plan has not yet been prepared; 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 the existing natural conditions, to allow for restoration of natural conditions, and to preserve open space or lands for park purposes, respectively.

11. *Notice of Exemption.* That, immediately upon the adoption of this resolution, the Interim General Manager is directed to post and to maintain the posting of a notice of exemption pursuant to Public Resources Code 21152.

12. *Validation.* The agreement authorized by this resolution is a contract within the definition of Government Code Section 53511 and as such, any action challenging the validity of the contract including the source of funding for the consideration to be paid by this District must be commenced within sixty (60) days of the adoption of this resolution pursuant to section 863 of the Code of Civil Procedure.

DIRECTORS:

BROWN:

KERNS:

ZANE:

CARRILLO:

KELLEY:

AYES:

NOES:

ABSENT:

ABSTAIN:

SO ORDERED