

Resolution No.

**County of Sonoma
Santa Rosa, CA 95403**

Date: 10/6/2009

Resolution Of The Board Of Directors Of The Sonoma County Agricultural Preservation And Open Space District, State Of California, Delegating To The Interim General Manager The Authority To Sign An Estoppel Certificate For The Camp Gualala Conservation Easement.

Whereas, on December 5, 2005, the Sonoma County Agricultural Preservation & Open Space District acquired a perpetual conservation easement over the 401+/- acre Camp Gualala property (2005-178813) to preserve the open space, natural, and scenic values of the property; and

Whereas, the original GRANTOR, Berkeley Young Men's Christian Association (YMCA), is in escrow to sell the property to the Corporation of the Presiding Bishop of The Church of Jesus Christ of Latter-Day Saints (CPB); and

Whereas, CPB has requested that the District provide an Estoppel Certificate as provided in Paragraph 20 of the Conservation Easement; and

Whereas, the District has identified an alleged default by the YMCA of Paragraph 8 of the Conservation Easement requiring a minimum of twelve guided nature walks or hikes per calendar year; and

Whereas, it is in the District's best interests to waive any claim against CPB for the YMCA's alleged default of Paragraph 8 of the Conservation Easement and to focus on prospective compliance of Paragraph 8 by the CPB;

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. *Authority to Sign Estoppel Certificate.* The Interim General Manager, or his assistant, is directed to execute on behalf of the District an Estoppel Certificate for the Camp Gualala Conservation Easement that includes a waiver of claim against the CPB for the YMCA's alleged default of Paragraph 8 of the Conservation Easement.

Directors:

Brown: Kerns: Zane: Carrillo: Kelley:

Ayes: Noes: Absent: Abstain:

So Ordered.