PLACER CONSERVATION AUTHORITY
BOARD OF DIRECTORS
SPECIAL MEETING AGENDA
Wednesday, February 17, 2021
1:00 PM

Placer County Board of Supervisors Chambers
175 Fulweiler Avenue, Auburn, CA 95603
or
Please click the link below to join the Zoom meeting:
https://placer-ca-gov.zoom.us/j/94968646747
or Telephone:
1-877-853-5247
Meeting ID: 949 6864 6747

PCA Directors
Robert Weygandt, Chair
Dan Karleskint, Vice Chair
Bonnie Gore

Advisory Members
Placer County Water Agency
South Placer Regional Transportation Authority

The Board chambers will be open to in-person attendance. To remain in compliance with the state’s
public health guidance, PCA will limit in-person attendance to 25% of the room’s capacity and will
require six (6) feet of social distancing inside and outside chambers. There will be no standing room
in chambers. If all available seats are occupied, citizens will be asked to wait outside chambers. Due
to the reduced capacity, PCA asks that citizens only be in chambers during the item on which they
wish to participate and leave at its conclusion to allow others to participate in chambers. The entire
meeting will be available on livestream.

For those joining via Zoom, https://placer-ca-gov.zoom.us/j/94968646747, Public Comment for the
PCA meeting will be opened for each agenda item, and citizens may comment virtually by utilizing
the “raise hand” function.

PCA is committed to ensuring that persons with disabilities are provided the resources to participate
fully in its public meetings. If you are hearing impaired, listening devices are available in chambers.
If you require additional disability-related modifications or accommodations, including auxiliary aids or
services, please contact the PCA Clerk via email at mnichols@placer.ca.gov or 530-745-3197. If
requested, the agenda shall be provided in appropriate alternative formats to persons with disabilities.
All requests must be in writing and must be received by the PCA Clerk five business days prior to the
scheduled meeting for which you are requesting accommodation. Requests received after such time
will be accommodated only if time permits.

Any document submitted for the Board’s consideration may be submitted in advance to the PCA Clerk,
c/o Community Development Resource Agency, 3091 County Center Drive, Auburn, CA 95603 or via
e-mail to mnichols@placer.ca.gov no later than 5:00 PM the day before the scheduled meeting.

To view Agendas online, go to www.placer.ca.gov/5616/Agenda-Listings

1. Call to Order (Board Chair)
2. Flag Salute (Board Chair)
3. Oath of Office – Director Bonnie Gore (Karin Schwab)
4. **Roll Call** (Board Clerk)

5. **Public Comment - Opportunity for Public to Address the Board**

Persons may address the Board on items not on this agenda. Please limit comments to 3 minutes per person. The Board is not permitted to take any action on items addressed under Public Comment.

If you are joining the meeting via Zoom [https://placer-ca-gov.zoom.us/j/94968646747](https://placer-ca-gov.zoom.us/j/94968646747), and would like to give public comment, please use the ‘Raise Hand’ icon on your screen to queue for comment. If you have joined via phone, (1-877-853-5247, Meeting ID: 949 6864 6747), please dial #9 to queue for comment. Please state your name for the record before making your comments.

6. **Redwing Purchase and Sale Agreement**

   Requested Action: Adopt a resolution to authorize acquisition of the 997± acres of vacant land comprised of two separate saleable parcels identified as Placer County Assessor’s Parcel Nos. 020-130-046-000; 020-130-047-000; 020-130-048-000; and 020-130-049-000 comprised of approximately 424 ±acres (First Property); and 020-130-015-000 comprised of approximately 573 ±acres (Second Property), referred to collectively as the Property for a minimum cost of $12,673,238 up to a maximum cost of $13,348,988 and authorize the Board Chair, or designee, to take all necessary actions to complete the acquisition including the transfer of a $25,000 deposit from the PCCP Program Account into the Escrow Account and the execution of the Agreement for Purchase and Sale in substantial conformance to Material Terms and subject to Authority Counsel concurrence.

7. **Administrative Actions**

   A. Approve Summary Action (minutes) from December 16, 2020 PCA meeting (Board Chair).
   B. Change regular meeting times to 10:00 AM.

8. **Information Items**

   A. Executive Director Report
   B. Public Advisory Committee Recruitment Update

9. **Counsel/Adjourn to Closed Session**: Pursuant to the cited authority (all references are to the Government Code), the Board will hold a closed session to discuss the following listed item. A report of any action taken will be presented prior to adjournment.

   A. **§54956.8 – Conference with Real Property Negotiators**

      Property: APNs: 020-130-032-000; 020-130-050-000; 020-130-051-000; and 020-130-053-000
      Agency Negotiators: Gregg McKenzie, Karin Schwab, Chris Beale
      Negotiating Parties: PCA and Ellis Cattle Company / Ellis Family Enterprises, LP
      Under Negotiation: Price, terms of payment, or both

10. **Adjournment**
TO: Placer Conservation Authority Board
FROM: Gregg McKenzie, Executive Director
DATE: February 17, 2021
SUBJECT: Agreement for Purchase and Sale of the 997± acre Riosa Redwing Ranch, LLC, Sheridan, CA: APNs: 020-130-015-000; 020-130-046-000; 020-130-047-000; 020-130-048-000 and 020-130-049-000

ACTION REQUESTED
A. Adopt a resolution to authorize acquisition of the 997± acres of vacant land comprised of two separate saleable parcels identified as Placer County Assessor's Parcel Nos. 020-130-046-000; 020-130-047-000; 020-130-048-000; and 020-130-049-000 comprised of approximately 424 ±acres (First Property); and 020-130-015-000 comprised of approximately 573 ±acres (Second Property), referred to collectively as the Property for a minimum cost of $12,673,238 up to a maximum cost of $13,348,988 and authorize the Board Chair, or designee, to take all necessary actions to complete the acquisition including the transfer of a $25,000 deposit from the PCCP Program Account into the Escrow Account and the execution of the Agreement for Purchase and Sale in substantial conformance to Material Terms and subject to Authority Counsel concurrence.

BACKGROUND/DISCUSSION
The Property is located near Sheridan and is within the PCCP’s Reserve Acquisition Area. The Property is in close proximity to existing preserved lands including the Yankee Sough Conservation Bank to the south and the Sheridan East Vernal Pool Preserve to the north. The 400-acre Bradley property, which was a 2018 early PCCP land acquisition, is immediately adjacent and shares a common property line with the Property to the west.

The Property contains a variety of sensitive species resources (vernal pool complex wetlands, seasonal wetlands, and grassland) critical to the success of the PCCP’s conservation strategy (Exhibit 2 – Redwing Wetland Delineation). The southeastern portion of the site is covered by a historically modified but expansive vernal pool/pond complex, supporting a robust population of vernal pool fairy shrimp. Vernal pools and vernal swales total 164.92 acres. Total wetlands and waters of the U.S. found on-site equal 281.47 acres. Protocol-level surveys conducted in 2010-2011 by Restoration Resources confirmed the presence of both the federally-threatened vernal pool fairy shrimp (Branchinecta lynchi) and the non-listed California linderiella (Linderiella occidentalis) onsite. Once the PCCP receives its state and federal permits and the Property is added to the PCCP Reserve System, the acreage would be credited toward the land acquisition requirements of the PCCP’s Conservation Strategy, including specific high priority requirements for the Advance Acquisition of Vernal Pool Constituent Habitat types.

Occurrences of Swainson’s hawk and Dwarf downigia have also been documented onsite, and habitat for tricolored blackbird, California black rail, and Western pond turtle have been observed
onsite, or in the immediate vicinity, or identified nearby in California Natural Diversity Database Occurrences maps. Based on the expanse of Yankee Slough onsite, the Property also provides an important wildlife corridor in western Placer County in accordance with the goals and objectives of the PCCP.

**Wildlife Agency Approval**

Representatives of the Property and their consultants submitted a mitigation bank prospectus to the U.S. Army Corps of Engineers Interagency Review Team (IRT) in 2018 to establish a mitigation bank on the Property. The PCCP Administrator has since been engaged in discussions with the IRT to instead enroll the site into the PCCP's Reserve System in cooperation with the state and federal agencies.

In advance of the issuance of the PCCP’s state and federal permits, and with an existing approved federal Clean Water Act In Lieu Fee Program (Western Placer County In Lieu Fee program (ILF)), it is strategically important to pursue the acquisition of lands to jump start implementation of the PCCP and to proactively initiate the design, approval, and construction of ILF mitigation projects (i.e., wetland restoration projects) to satisfy the mitigation requirements of public and private project related impacts to wetlands and endangered species habitat. The PCCP generally requires land acquisition and habitat restoration used for mitigation purposes to occur before project impacts—the “stay ahead” requirement. This makes early land acquisitions especially important.

The ILF was approved by the Placer County Board of Supervisors on December 4, 2018 and became operational with the state and federal agencies approval on March 14, 2019. The ILF is an important mitigation solution for public and private projects and is in need of additional lands capable of supporting both wetland mitigation and preservation projects.

Additionally, the PCCP includes a requirement to acquire 160 acres of vernal pool complex wetlands, including 53 acres of delineated vernal pools occupied by listed species prior to beginning the third year of implementation. Acquisition of the Property, in addition to properties already acquired (e.g. Bradley property) and its associated contract for mitigation credits and services begin to incrementally meet this requirement.

The Property description and associated PCCP conservation values were submitted to the state and federal agencies for their Pre-Acquisition review and concurrence as required by the terms of the PCCP and ILF. The U.S. Fish & Wildlife Service and California Department of Fish and Wildlife provided conditional concurrence letters.

**Acquisition Costs**

In 2018, the County acquired the 400-acre Bradley ranch located immediately west of and adjacent to the Property. A 2017 conservation easement appraisal for the Bradley property estimated a fee title value of $7,825/acre without consideration to wetland or conservation values. The Placer County Board of Supervisors subsequently made findings to acquire the Bradley property above the appraised value based upon experience that reliance on appraised value estimates resulted in significant lost opportunity costs, especially where scarce wetland and species habitat exist but are either not assigned or inadequately valued in appraisals.
Therefore, and consistent with past PCCP acquisitions, staff recommends the PCCP’s conservation land values serve as the measure by which the Property basis for this acquisition is established. The recently adopted PCCP values established in the Cost and Funding Program are based upon the Bender Rosenthal and PCCP land value analyses prepared in 2011 and subsequently updated in 2012, 2017, and most recently in December 2019. These analyses set a weighted average fee title value of Wetland Properties at $13,250/acre. However, since the Property has an improved building site and access road, as well as fallow terraced rice fields that have uncertain values for the purposes of the PCCP’s conservation strategy, those areas are proposed to be valued consistent with the PCCP’s valley grassland value of $8,745/acre. Table 1 represents a planning level estimate for the Redwing acquisition costs to be confirmed through due diligence and more accurate acreage estimates.

<table>
<thead>
<tr>
<th>Acres</th>
<th>Price/Acre</th>
<th>Estimated Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>844.5 (wetland property)</td>
<td>$13,250</td>
<td>$11,189,625</td>
</tr>
<tr>
<td>150 (terraced rice fields)</td>
<td>$8,745</td>
<td>$1,311,750</td>
</tr>
<tr>
<td>2.5 (site improvements)</td>
<td>$8,745</td>
<td>$21,863</td>
</tr>
<tr>
<td>Reimb. Studies &amp; Surveys</td>
<td>$150.45</td>
<td>$150,000</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td><strong>$12,673,238</strong></td>
</tr>
</tbody>
</table>

It is anticipated that through the due diligence process and negotiations with the state and federal agencies that the price and terms regarding the approximately 150 acres of terraced rice habitat could be adjusted upward to the wetland per acre price of $13,250 and a total maximum purchase price of $13,348,988, subject to state and federal approval of either preservation or restoration credits for the related acreage prior to close of escrow on the Second Property containing the terraced rice habitat.

The attached Material Terms provide additional detail regarding acquisition costs, including adjustments to the Second Property purchase price based on the terraced rice field determination noted above, an annual inflationary factor based on the PCCP Land Conversion Fee adjustment, and a 10% price per acre discount if escrow for both properties closes by August 31, 2021.

**CALIFORNIA ENVIRONMENTAL QUALITY ACT**

The acquisition of the Property is Categorically Exempt from the California Environmental Quality Act (CEQA) pursuant to CEQA Guidelines Sections15308 actions taken by regulatory agencies, as authorized by state or local ordinance, to assure the maintenance, restoration, enhancement, or protection of the environment; and, on a separate and independent basis, Section 15313 Acquisition of Lands for Wildlife Conservation Purposes including (a) preservation of fish and wildlife habitat.

**FISCAL**

The costs associated with the fee title acquisition of the Property will be fully funded by the PCCP and/or ILF fees, state/federal grant funds, or some combination thereof. Therefore, funding of this acquisition would be contingent upon the collection of PCCP and/or ILF fees or award of grant funds. The total minimum acquisition cost is $12,673,238 which includes the estimated Purchase Price and additional reimbursable surveys and studies provided by the Owner of $150,000, which includes qualifying the Property for conservation under the PCCP and ILF.
CONCLUSION/RECOMMENDATION
The proposed fee title acquisition of the Redwing property will serve each of the following Placer Legacy and PCCP/ILF goals and objectives:

- Protects and restores significant wetland and sensitive species habitat
- Protects Yankee Slough
- Open Space Preservation
- Agricultural Preservation
- Facilitates effective and efficient implementation of the PCCP and ILF Programs
- Offsets staffing and program related early implementation cost

Therefore, it is recommended that the Board:

- Adopt a resolution to authorize acquisition of the 997± acres of vacant land comprised of two separate saleable parcels identified as Placer County Assessor's Parcel Nos. 020-130-046-000; 020-130-047-000; 020-130-048-000; and 020-130-049-000 comprised of approximately 424 ±acres (First Property); and 020-130-015-000 comprised of approximately 573 ±acres (Second Property), referred to collectively as the Property for a minimum cost of $12,673,238 up to a maximum cost of $13,348,988 and authorize the Board Chair, or designee, to take all necessary actions to complete the acquisition including the transfer of a $25,000 deposit from the PCCP Program Account into the Escrow Account and the execution of the Agreement for Purchase and Sale in substantial conformance to Material Terms and subject to Authority Counsel concurrence.

ATTACHMENTS

Attachment A: Resolution of the Board and Material Terms
Attachment B: Redwing Exhibit
Attachment C: Redwing Wetland Delineation
Before the Placer Conservation Authority Board

Resolution No.:____________

In the matter of:

A Resolution to authorize acquisition of the 997± acres of vacant land comprised of two separate saleable parcels identified as Placer County Assessor's Parcel Nos. 020-130-046-000; 020-130-047-000; 020-130-048-000; and 020-130-049-000 comprised of approximately 424 ±acres (First Property); and 020-130-015-000 comprised of approximately 573 ±acres (Second Property), referred to collectively as the Property for a minimum cost of $12,673,238 up to a maximum cost of $13,348,988 and authorize the Board Chair, or designee, to take all necessary actions to complete the acquisition including the transfer of a $25,000 deposit from the PCCP Program Account into the Escrow Account and the execution of the Agreement for Purchase and Sale in substantial conformance to Material Terms and subject to Authority Counsel concurrence.

The following Resolution was duly passed by the Placer Conservation Authority Board at a regular meeting held on ________________________________ 2021 by the following vote.

Ayes:

Noes:

Absent:

Signed and approved by me after its passage.

__________________________________________
Board Chair

Attest:

__________________________________________
Clerk of said Board

WHEREAS, Riosa Redwing Ranch, LLC is the owner of APN Nos. 020-130-015-000; 020-130-046-000; 020-130-047-000; 020-130-048-000 and 020-130-049-000 comprised of approximately 997± acres, located on the south side of Riosa Road and east/northeast of Ranch
House Road, approximately one mile east of State Route 65 in Sheridan, California, as shown on Exhibit A (the “Redwing Property”); and

WHEREAS, Riosa Redwing Ranch, LLC is willing to sell the real property to the Placer Conservation Authority for the purchase price of a minimum cost of $12,673,238 up to a maximum cost of $13,348,988 and No/100 Dollars (the “Purchase Price”); and

WHEREAS, the Property contains significant wetland and endangered species habitat conservation values; and

WHEREAS, a 2018 County of Placer appraisal for the neighboring Bradley property estimated a fee title cost of $7,825/acre, without consideration to wetland or conservation values, and subsequent Bender Rosenthal and Placer County Conservation Program (PCCP) land value analyses take these values into consideration and assign a value of $13,250/acre to wetland properties; and

WHEREAS, the County of Placer made findings and purchased the neighboring Bradley property based upon the conservation values established in the PCCP’s Bender Rosenthal and land value analyses; and

WHEREAS, this acquisition preserves this Property’s open space conservation values (e.g., open space, scenic, cultural resources and natural landscape) and the agricultural productive capacity (the quality of the site for grazing); and

WHEREAS, acquisition of agricultural property contains multiple conservation values critical to the success of the PCCP’s conservation strategy, would preserve outstanding areas of natural communities including vernal pools, Yankee Slough, emergent marsh, and occupied habitat of PCCP covered species, and would fulfill, in part, PCCP land acquisition requirements under state and federal permits and agreements; and

WHEREAS, the fee title acquisition of the Property is Categorically Exempt from the California Environmental Quality Act (CEQA) pursuant to CEQA Guidelines Sections 15308 actions taken by regulatory agencies, as authorized by state or local ordinance, to assure the maintenance, restoration, enhancement, or protection of the environment; and, on a separate and independent basis. Section 15313 Acquisition of Lands for Wildlife Conservation Purposes including (a) preservation of fish and wildlife habitat; and

WHEREAS, the Board desires to acquire the Property from Riosa Redwing Ranch, LLC, for the Purchase Price, pursuant to the terms set forth in the Agreement for Purchase and Sale; and

NOW THEREFORE, BE IT RESOLVED, that the Placer Conservation Authority Board does hereby authorize Board Chair, or designee, to execute the Agreement for Purchase and Sale in substantial conformance with the attached Material Terms (See Exhibit A), subject to Authority Counsel concurrence and take all actions necessary to acquire the Property.
EXHIBIT A

Redwing Property
(Sheridan, CA)

MATERIAL TERMS

1. **Property**: That certain real property located on Riosa Road, in the Sheridan Community Plan Area of Placer County, California, in total, consisting of approximately 997 acres comprised of two separate saleable parcels identified as Placer County Assessor’s Parcel Nos. 020-130-046-000; 020-130-047-000; 020-130-048-000; and 020-130-049-000 comprised of approximately 424 ± acres (“First Property”); and 020-130-015-000 comprised of approximately 573 ± acres (“Second Property”), referred to collectively as the “Property” (“Legal Description” – Exhibit A and “Property Map” – Exhibit B).


3. **Escrow Opening**: The purchase and sale of the Property shall be consummated through two escrows to be opened at Placer Title Company, 193 Fulweiler Avenue, Auburn, CA 95603 (“Escrow Holder”) within five (5) working days following the Effective Date of a purchase and sale agreement (“Agreement”).

4. **Purpose of Agreement**: This Agreement will provide for the purchase and sale of the Property as conveyed through one or more Grant Deed(s) from Owner to PCA. The purpose of the Property acquisition is to support efforts to provide conservation property within this portion of Placer County.

5. **Purchase Price and Other Payments**: The Purchase Price for all or a portion of the Property shall be determined following specific due diligence investigations to determine conservation values and actual acreage of separate saleable parcels pursuant to the agreed upon value per acre in addition to reimbursement of Owner’s studies and surveys costs as set forth below (“Purchase Price”). The total Purchase Price is comprised of the First Purchase Price and Second Purchase Price as defined in these Material Terms.

   A. The Parties agree to use the values below as determined by the Placer County Conservation Program (“PCCP”) to determine the final Purchase Price of each separate saleable parcel:
1. Grassland Equivalent at Eight Thousand Seven Hundred and Forty-Five Dollars ($8,745) per acre.

2. Valley Wetland Property at Thirteen Thousand Two Hundred and Fifty-Five Dollars ($13,250) per acre excepting therefrom roads, converted improved areas and up to One Hundred and Fifty (150) acres of terraced rice fields if such terraced rice fields are not approved for PCCP wetland/habitat mitigation credit in advance of closing. Said roads, improved areas and terraced rice fields not approved for PCCP wetland/habitat mitigation credit shall be valued at the Grassland Equivalent.

B. The Purchase Price shall be increased annually for any portion of the First Property or Second Property having not closed escrow beginning July 1, 2023 consistent with the PCCP Land Conversion Fee adjustment, if any, adopted annually by the PCA Board of Directors.

C. Consistent with applicable law and subject to contract obligations in place as of the Agreement Effective Date, PCA shall prioritize the purchase of the First Property and Second Property to the extent practical prior to closing escrow on other PCCP land purchase contacts. Other lands may be placed into contract and prioritized for close of escrow ahead of the First Property or Second Property in order for PCA to meet its mitigation requirements for land containing habitat types not present on the First Property or Second Property, including foothill/valley oak woodland, salmonid streams, and other habitat types.

D. The per acre Purchase Price shall be reduced by ten percent (10%) if escrow for both the First Property and Second Property closes or before August 31, 2021.

E. Studies and Surveys Costs:

PCA will reimburse Owner for conservation related studies and surveys in the amount of One Hundred and Fifty Thousand Dollars ($150,000) ("Studies and Surveys Costs") which shall be shared between the First Property and Second Property based on each Property’s percentage of total acres at closing. First Property shall be allocated, in addition to acreage costs, Sixty-Four Thousand Five Hundred Dollars ($64,500) for its share of the fees represented as Forty-Three Per Cent (43%) of total acres. The Second Property shall be allocated, in addition to acreage costs, Eighty-Five Thousand Five Hundred Dollars ($85,500), which represents Fifty-Seven Per Cent (57%) of total acres.

F. Amendment to Purchase Price:
The First Purchase Price and/or Second Purchase Price may be amended by mutual consent following the determination of conservation values, size and location of easement and actual acreage during the due diligence process. Upon mutual consent, the Parties shall execute an Amendment to this Purchase and Sale Agreement adjusting the First Purchase Price and/or Second Purchase Price in accordance with due diligence findings and submit to escrow before the Close of Escrow.

G. **First Property:**

Purchase Price of the First Property is comprised of the cost of acreage in the approximate amount of Five Million Six Hundred Six Seven Hundred and Thirty-Eight Dollars ($5,606,738) and Owner’s Studies and Surveys Costs in the amount of Sixty-Four Thousand Five Hundred Dollars ($64,500) for a maximum total price of Five Million Six Hundred Seventy-One Thousand Two Hundred and Thirty-Eight Dollars ($5,671,238); (the “First Purchase Price”).

H. **Second Property:**

Purchase Price of the Second Property is comprised of the cost of acreage in the approximate amount of Seven Million Five Hundred Ninety-Two Thousand Two Hundred and Fifty Dollars ($7,592,250) and Owner’s Studies and Surveys Costs in the amount of Eighty-Five Thousand Five Hundred Dollars ($85,500), for a maximum total price of Seven Million Six Hundred Seventy-Seven Thousand Seven Hundred and Fifty Dollars ($7,677,750) (the “Second Purchase Price”). The Second Purchase Price is based on the 150 acres of terraced rice fields being approved for PCCP wetland/habitat credit in advance of closing. In the event no approval for PCCP wetland/habitat mitigation credit is obtained prior to Close of Escrow, the Second Purchase Price will be amended to Seven Million and Two Thousand ($7,002,000); with an Amendment to the Second Purchase Price to be submitted to escrow prior to Close of Escrow.

6. **Close of Escrow:** For each the First Property and Second Property, Close of Escrow shall be the date that the Grant Deed conveying the subject property to PCA is recorded in the Official Records of Placer County, California. Close of Escrow shall occur no later than ninety (90) days following the deposit of purchase funds into escrow. If performance conditions are not met within the ninety (90) day period, the Owner or PCA shall have the option to cancel escrow and terminate the Agreement or extend the Close of Escrow to a mutually agreed upon date.
7. **Conditions to Close:** PCA’s obligation to purchase and the Close of Escrow shall be conditioned on all of the following: 1) PCA’s written acceptance of the condition of title for the subject property pursuant; 2) PCA’s written acceptance of the subject property’s physical condition following the PCA’s inspection; 3) PCA’s written acceptance of the environmental condition of the subject property; 4) PCA’s submission into escrow of an executed and notarized Grant of Easement granting access over and across the First Property to the Second Purchase Property, unless such easement has been previously granted; 5) PCA’s approval of Owner’s documents; and 6) Owner’s delivery of possession of the subject property to PCA.

8. **Closing Costs:** Owner shall pay any recording fees and the premium for PCA’s Standard Title Policy. PCA shall be responsible for any premium for additional coverage beyond the Standard Title Policy. Owner shall pay any transfer taxes, and all related costs to place the Property in the condition for conveyance required by this Agreement. Owner shall pay the escrow fees, document preparation costs and other related closing costs. PCA and Owner shall each pay its own legal and professional fees and fees of other consultants incurred with regard to this transaction.

9. **Representations and Warranties:** Owner shall provide commercially reasonable warranties and representations regarding the Property as defined in the Agreement.
Riosa Redwing Ranch, LLC, a California limited liability company, by and through their authorized agents, accept and agree to incorporation of the above Material Terms into preparation of a Purchase and Sale Agreement with the PCA. The Parties recognize and agree that the enforceability of the terms of any future Purchase and Sale Agreement shall be subject to prior approval by the Placer Conservation Authority Board or its designee, and Riosa Redwing Ranch, LLC.

**ACCEPTANCE OF MATERIAL TERMS**

By: ___________________________  Date: ___________________________

Title: ___________________________

By: ___________________________  Date: ___________________________

Title: ___________________________

Exhibit A  Legal Descriptions
Exhibit B  Property Depiction
REDWING LEGAL DESCRIPTIONS

First Property:

APN: 020-130-046-000
APN: 020-130-047-000
APN: 020-130-048-000
APN: 020-130-049-000

PARCEL ONE:

Parcels "H" and "I" as shown and designated on Parcel Map No. 71147, being a portion of Section 17 and 18, Township 13 North, Range 6 East, MDB&M, filed for record May 20, 1975 in Book 6 of Parcel Maps at page 141, Placer County Records, more particularly described as follows:

Beginning at a one inch reinforcing bar in the centerline of Riosa Road, a county road, which reinforcing bar was accepted as the Northwest corner of Section 17, Township 13 North, Range 6 East, M.D.B.M.; thence from said point of beginning, along said centerline, South 89°33'43" West 25 feet; thence leaving said centerline, along the boundary of said Parcels "H" and "I", the following courses and distances:

South 00°20'50" East 1335.99 feet;
South 89°33'43" West 1309.04 feet;
South 00°02'22" West 1319.19 feet;
South 89°54'43" East 1330.16 feet;
South 00°25'32" East 2642.72 feet to a fence intersection tagged "RCE9093";
North 89°49'37" East 3994.46 feet to a 3/4 inch capped rebar stamped "RCE9093";
North 00°12'24" West 4217.34 feet;
South 89°38'09" West 1568.26 feet;
North 00°20'50" West 1111.07 feet to the centerline of said Riosa Road; thence South 89°38'09" West 50 feet along said centerline; thence leaving said centerline South 00°20'50" East 1111.07 feet; thence South 89°38'09" West 2352.33 feet; thence North 00°20'50" West 1111.07 feet to a point on the centerline of said Riosa Road; thence South 89°38'09" West 25 feet along the centerline of said Riosa Road to the point of beginning.

PARCEL TWO:
A non-exclusive easement over Area "K", as shown and designated on the Parcel Map referenced in Parcel One herein.
Excepting therefrom any portion thereof lying within parcel one herein.
424 ± acres

Second Property:
APN: 020-130-015-000

Section 20, Township 13 North, Range 6 East, M.D.B.M.
Excepting therefrom the South half of the Southeast quarter of said Section 20.
573 ± acres
PLACER CONSERVATION AUTHORITY
SUMMARY ACTION

Regular Meeting
Wednesday, December 16, 2020
1:00 PM

Location
Placer County Board of Supervisors Chambers
175 Fulweiler Avenue, Auburn, CA 95603

or

Please click the link below to join the Zoom webinar:
https://zoom.us/j/96754492885
Or Telephone
1-877-853-5247 (Toll Free)
Webinar ID: 967 5449 2885

PCA Members
Robert Weygandt, Chair
Kirk Uhler, County Board Member
Dan Karleskint, Vice Chair

Advisory Members
Placer County Water Agency
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For those joining via Zoom, Public Comment for the PCA meeting will be opened for each agenda item, and citizens may comment virtually by utilizing the “raise hand” function.

Placer County is committed to ensuring that persons with disabilities are provided the resources to participate fully in its public meetings. If you are hearing impaired, listening devices are available in chambers. If you require additional disability-related modifications or accommodations, including auxiliary aids or services, please contact the PCA Clerk via email at mnichols@placer.ca.gov or 530-745-3197. If requested, the agenda shall be provided in appropriate alternative formats to persons with disabilities. All requests must be in writing and must be received by the PCA Clerk five business days prior to the scheduled meeting for which you are requesting accommodation. Requests received after such time will be accommodated only if time permits.

Any document submitted for consideration shall be submitted to the PCA Clerk, Community Development Resource Agency office, 3091 County Center Drive, Auburn, CA 95603 or via email to mnichols@placer.ca.gov no later than 5:00 PM the day before the scheduled meeting. Any documentation submitted at any noticed meeting site will become part of the official record but will not be disseminated to the Board prior to the Board’s action.

To view Agendas online, go to Placer County’s website www.placer.ca.gov/5616/Agenda-Listings

Call to Order (Board Chair)
Flag Salute (Kirk Uhler)
Roll Call (Board Clerk)

Public Comment - Opportunity for public to address Authority - Michael Garabedian provided public comments.

Members of the public may comment on any item not appearing on the agenda. Under state law, matters presented under this item cannot be discussed or acted upon by the Board at this time. For items appearing on the agenda, the public is invited to make comments at the time the items come up for Board consideration. Any person addressing the Board will be limited to a maximum of three (3) minutes so that all interested parties have an opportunity to speak. Comments from the audience without coming to the podium will be disregarded or ruled out of order.

If you are joining the meeting via Zoom and would like to give public comment, please use the ‘Raise Hand’ icon on your screen to queue for comment. If you have joined via phone, please dial #9 to queue for comment. Please state your name for the record before making your comments.

PUBLIC HEARING ITEMS
1. Placer County Conservation Program Adoption (Executive Director)
   A. Adopted Resolution No. 2020-004 approving the Placer County Conservation Program (“PCCP”) and authorizing the Board Chair to sign the Implementing Agreement for the Western Placer County Habitat Conservation Plan / Natural Community Conservation Plan (“HCP/NCCP”)
   MOTION: Uhler/Karleskint/Unanimous Vote 3:0
   AYES: Karleskint/Uhler/Weygandt

ADMINISTRATIVE ACTIONS
1. Approved Summary Action (minutes) from November 4, 2020 PCA meeting (Board Chair)
   MOTION: Karleskint/Uhler/Unanimous Vote 3:0
   AYES: Karleskint/Uhler/Weygandt

2. Reviewed and Approved the Public Advisory Committee Member Recruitment Process (PCCP Conservation Planner)
   Approved with recommendation to change the title of the committee name, which will be determined and brought back to the Board at the January, 2021 meeting.
   MOTION: Uhler/Karleskint/Unanimous Vote 3:0
   AYES: Karleskint/Uhler/Weygandt

INFORMATION ITEMS
1. Determined regular quarterly meetings scheduled for 2021 at 1:00 p.m. (location TBD):
   January 20, April 21, July 21 & October 20

COUNSEL/ADJOURN TO CLOSED SESSION: Pursuant to the cited authority (all references are to the Government Code), the Board will hold a closed session to discuss the following listed items. A report of any action taken will be presented prior to adjournment.

(B) §54956.8 – CONFERENCE WITH REAL PROPERTY NEGOTIATORS
   Property: APN: 020-130-015-000; 020-130-046-000; 020-130-047-000; 020-130-048-000 and 020-130-049-000
   Agency Negotiators: Gregg McKenzie and Karin Schwab
   Negotiating Parties: County of Placer and Riosa Redwing Ranch, LLC
   Under Negotiation: Price, terms of payment, or both
   The Board heard a report and provided direction.

ADJOURNMENT