

**AGREEMENT FOR SALE OF
CALIFORNIA TIGER SALAMANDER MITIGATION CREDITS AND/OR PLANT
PRESERVATION HABITAT CREDITS (“AGREEMENT”)
SERVICE File No.: 81420-2008-F-0261-R002
PHASE 1**

This Agreement is entered into this _____ day of _____, 2021 by and between Alton Preserve, LLC, a California limited liability company, (“**Bank Sponsor**”) and the City of Santa Rosa, CA, , a California Municipal Corporation (“**Project Proponent**”), collectively referred to herein as “**Party**” or “**Parties**” wish to do as follows:

RECITALS

- A. Bank Sponsor has developed Alton North Conservation Bank (“**Bank**”) located in Sonoma County, California;
- B. Bank was approved by the U.S. Fish and Wildlife Service (“**Service**”) and the California Department of Fish and Wildlife (“**CDFW**”) (“**Approving Agencies**”) on October 17, 2007;
- C. Bank Sponsor has received approval from the Approving Agencies to offer California tiger salamander mitigation credits for sale as compensation for the loss of California tiger salamander habitat type (“**CTS Credits**”) as specified in the Alton North Conservation Bank Agreement (“**CBA**”);
- D. Bank Sponsor has received approval from the Approving Agencies to offer established plant habitat for sale as compensation for the loss of Burke’s Goldfields and/or Sonoma Sunshine habitat type (“**Plant Credits**”) as specified in the CBA. The “Plant Credits” count for established and preserved Burke’s Goldfields mitigation habitat and Sonoma Sunshine mitigation habitat;
- E. Project Proponent wishes to implement mitigation measures for the project described on “Exhibit A,” which would unavoidably and adversely impact occupied and suitable Burke’s goldfields and occupied and suitable Sonoma Sunshine habitat and seeks to compensate for the loss of such habitat by purchasing Plant Credits from Bank Sponsor’s Bank.
- F. Project Proponent has been authorized by the Service, Service File No.: 08ESMF00-2021-F-1199, to purchase 0.09 acre of Plant Credits which includes 0.09 acre of CTS Credits from Bank Sponsor’s Bank; and
- G. Project Proponent desires to purchase from Bank Sponsor’s Bank and Bank Sponsor desires to sell to Project Proponent 0.09 acre of Plant Credits, which includes 0.09 acre of CTS Credits.

NOW, THEREFORE, THE PARTIES AGREE AS FOLLOWS:

- 1. Bank Sponsor hereby sells to Project Proponent and Project Proponent hereby purchases from Bank Sponsor 0.09 acre of Plant Credits which include 0.09 acre of CTS Credits for the purchase price of \$132,750 (One Hundred Thirty-Two Thousand Seven Hundred Fifty Dollars). Bank Sponsor will then deliver to Project Proponent an executed “Bill of Sale” in the manner and form as attached hereto and marked “Exhibit B.” The purchase price for said Plant Credits shall be paid, by wire transfer, to Chicago Title Company according to written instructions by Bank Sponsor to Project Proponent.

2. The sale and transfer herein is not intended as a sale or transfer to Project Proponent of a security, license, lease, easement, or possessory or non-possessory interest in real property, nor the granting of any interest of the foregoing.
3. Project Proponent shall have no obligation whatsoever by reason of the purchase of the compensatory Plant Credits to support, pay for, monitor, report on, sustain, continue in perpetuity, or otherwise be obligated or liable for the success or continued expense or maintenance in perpetuity of the Plant Credits sold, which includes CTS Credits, or the Bank. Pursuant to the CBA for the Bank, Bank Sponsor shall monitor and make reports to the appropriate agency or agencies on the status of any compensatory Plant Credits, which include CTS Credits, sold to Project Proponent. Bank Sponsor shall be fully and completely responsible for satisfying any and all conditions placed on the Bank or the compensatory Plant Credits, which include CTS Credits, by all state or federal jurisdictional agencies.
4. The compensatory 0.09 acre of Plant Credits, which includes 0.09 acre of CTS Credits, sold and transferred to Project Proponent shall be non-transferable and non-assignable, and shall not be used as compensatory mitigation for any other Project or purpose, except as set forth herein.
5. Project Proponent must exercise his/her/its right to purchase within 30 days of the date of this Agreement. After the 30 day period this Agreement will be considered null and void.
6. Upon purchase of 0.09 acre of Plant Credits, which includes 0.09 acre of CTS Credits, specified in Paragraph F above, Bank Sponsor shall complete the "Payment Receipt" form attached hereto as "Exhibit C," and shall submit the completed "Payment Receipt" to Approving Agencies.
7. This Agreement may be executed in multiple identical counterparts, each of which shall be deemed an original, and counterpart signature pages may be detached and assembled to form a single original Agreement.

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year first above written.

BANK SPONSOR:
ALTON PRESERVE, LLC
A California Limited Liability Company

APPROVED AS TO FORM:

Office of the City Attorney

By: Harvey O. Rich
Its: Managing Member
Date: _____

PROJECT PROPONENT:
CITY OF SANTA ROSA, CA.
A California Municipal Corporation

By: Jason Nutt
Its: Director of Transportation & Public Works
Date: _____

APPROVED BY:

U.S. FISH AND WILDLIFE SERVICE:

This Agreement fulfills 0.09 acre of Burke's goldfields/Sonoma Sunshine plant habitat, which includes 0.09 acre of CTS Credits, to meet the mitigation requirements as specified under Service File No.: 08ESMF00-2021-F-1199.

UNITED STATES DEPARTMENT OF THE INTERIOR
FISH AND WILDLIFE SERVICE

By: _____

Title: _____

Dated: _____

Exhibit A

**DESCRIPTION OF PROJECT
TO BE MITIGATED**

[Name of Project (Service File No. _____)], Sonoma County, California

Exhibit "B"

Alton Preserve, LLC

336 Bon Air Center - #232
Greenbrae, CA 94904
(415) 472-1086

BILL OF SALE

Buyer: City of Santa Rosa, CA, a California Municipal Corporation

Type and Amount of Credits: 0.09 Acre of Burke's Goldfields/Sonoma Sunshine
Establishment Credits which Includes 0.09 Acre
California Tiger Salamander Credits

Project Name: Fulton Road Widening Project, Between Guerneville Road and Piner Road

Project Assessor's Parcel Numbers: Multiple

Contract Date: _____

Service File Number: 08ESMF00-2021-F-1199

Army Corps Number: SPN-2017-00465

CDFW Number: 2081-2020-050-03 (ITP) & SON-14105-R3 (LSAA)

RWQCB Number: WDID-1B20197WNSO

In consideration of \$132,750 (One Hundred Thirty-Two Thousand Seven Hundred Fifty Dollars), receipt of which is hereby acknowledged, Alton Preserve, LLC, a California limited liability company, does hereby bargain, sell and transfer to City of Santa Rosa, CA., a California Municipal Corporation, herein referred to as "Buyer," 0.09 acre of Burke's Goldfields/Sonoma Sunshine plant establishment credits which includes 0.09 acre of California tiger salamander credits ("Combination Credits"), in the Alton North Conservation Bank, in Sonoma County, California, developed and approved by the U.S. Fish and Wildlife Service and the California Department of Fish and Wildlife.

Alton Preserve, LLC represents and warrants that it has good title to the Combination Credits, and that they are free and clear of all claims, liens, or encumbrances.

Alton Preserve, LLC covenants and agrees with the Buyer to warrant and defend the sale of the Combination Credits herein before described against all and every person and persons whomsoever lawfully claiming or to claim the same.

Dated: _____

Alton Preserve, LLC
A California Limited Liability Company

By: _____
Harvey O. Rich
Its: Managing Member

“Exhibit “C”

ALTON PRESERVE, LLC

336 Bon Air Center - #232

Greenbrae, CA 94904

(415)-472-1086

PAYMENT RECEIPT

PROJECT: Alton North Conservation Bank

PAYMENT RECEIPT: 0.09 Acre Burke’s Goldfields/Sonoma Sunshine Establishment
Credits which includes 0.09 acre of California tiger
Salamander Credits

PARTICIPANT INFORMATION:

Name: City of Santa Rosa, CA, a California Municipal Corporation

Address: 69 Stony Circle, Santa Rosa, CA 95401

Telephone: 707-543-4521

Contact: Chris Catbagan, PE, Civil Associate Engineer

PROJECT INFORMATION:

Project Description: Fulton Rd Widening Project between Guerneville Rd & Piner Rd

Army Corps File Number: SPN-2017-00465

Service Number: 08ESMF00-2021-F-1199

CDFW Number: 2081-2020-050-03 (ITP) & SON-14105-R3 (LSAA)

RWQCB Number: WDID-1B120197WNSO

Species/Habitat Affected: Plant and CTS Habitat

Credits Purchased: 0.09 Acre of Combination Credits

Amount Paid: \$132,750 (One Hundred Thirty-Two Thousand Seven Hundred Fifty Dollars)

Project Location: Santa Rosa, CA

County: Sonoma

Assessor’s Parcel Numbers: Multiple

PAYMENT INFORMATION:

Payee: Alton Preserve, LLC

Payer: City of Santa Rosa, CA, a California Municipal Corporation

Amount: \$132,750 (One Hundred Thirty-Two Thousand Seven Hundred Fifty Dollars)

Method of Payment: Exchange of Funds for Bill of Sale and Payment Receipt

RECEIVED:

Alton Preserve, LLC

A California Limited Liability Company

By: _____
Harvey O. Rich

Its: Managing Member Date: _____

