

**HUMBOLDT BAY HARBOR, RECREATION,
AND CONSERVATION DISTRICT**

RESOLUTION NO. 2022-09

A RESOLUTION AUTHORIZING THE DISPOSITION BY SALE OF THE REAL PROPERTY LOCATED AT 930 VANCE AVENUE, SAMOA, CA IN A MANNER CONSISTENT WITH THE TERMS OF THE PURCHASE AND SALE AGREEMENT AND AUTHORIZING THE EXECUTIVE DIRECTOR TO ACT AS THE AUTHORIZED AGENT OF THE DISTRICT AND TO CLOSE ESCROW

WHEREAS, the Humboldt Bay Harbor, Recreation, and Conservation District (“District”) owns the certain real property located at 930 Vance Avenue, Samoa, County of Humboldt, California (APN No. 401-031-077-000) (“Property”), consisting of approximately 9 acres; and

WHEREAS, since at least December 2006, the District has leased the Property to the Timber Heritage Association (“THA”), a California non-profit corporation formed in 1977 with tax exempt 501(c)(3) status, to operate and make available to the public a museum and related uses to preserve Humboldt County’s timber heritage; and

WHEREAS, in March of 2015, in recognition of the public benefit offered by THA and THA’s stewardship of the Property, the District granted to THA an option to purchase the Property on the terms and conditions set forth in that written Option Agreement for Purchase of Property dated March 12, 2015 (“Option Agreement”); and

WHEREAS, among other consideration set forth in the Option Agreement, THA agreed, at its sole cost and expense, to perform the following:

1. Complete a lot line adjustment to allow the Property to be recognized as a separate and distinct legal parcel from the adjacent real property held by the District;
2. Complete an Environmental Phase 2 Evaluation and prepare a remediation plan for any hazardous materials or environmental contamination of the Property;
3. Secure for all regulatory approvals and permit compliance to preserve the unique historic significance of the Property and its structures;
4. Remediate all environmental hazards and contamination of the Property and, if not so remediated prior to exercising the option, provide financial assurances acceptable to the District to complete the remediation post-conveyance; and

WHEREAS, THA has invested substantial time, money, effort and labor into remediating the Property, a Brownfields site, including the removal of lead paint from the Property’s structures, and is committed to completing all remediation work at an approximate total cost of \$1,035,068;

WHEREAS, THA has entered into those certain valid and existing Subgrant and Loan Agreements with the County of Humboldt for the receipt and expenditure of Brownfields Cleanup Revolving Loan Funds (BCRLF) from the United States Environmental Protection Agency (EPA) to perform environmental abatement work on the Property following the conveyance of the Property.

WHEREAS, pursuant to that written Agreement of Purchase and Sale dated May 20, 2022 (“Purchase Agreement”), the District and THA entered into a definitive purchase agreement to complete the conveyance of the Property to THA in recognition of THA’s efforts to substantially comply with the conditions in the Option Agreement, despite the period of the option having expired, and with additional terms and conditions benefiting the District;

WHEREAS, among other material terms, the Purchase Agreement provides for the following:

(1) that, in recognition of the costs invested in the property to date the future binding commitments to complete the remediation by THA, that the District will transfer the property to THA for a purchase price of five dollars (\$5.00);

(2) that THA is purchasing the property “as-is” and has agreed to comprehensively release, defend, and indemnify the District for any liabilities associated with the condition of the Property or THA’s use of the Property;

(3) that THA is pledging an enforceable, recorded commitment to use the Property solely and exclusively for a “public benefit” for a period of fifteen (15) years from closing. For purposes of this covenant, “public benefit” means activity or activities that accomplish a public purpose and/or provide for the community’s social, economic, and cultural well-being, public health, and safety such that the benefits of the activity or activities accrue to the public at large rather than to a person, a small group of persons, or to a private enterprise;

(4) that THA reserve to the District certain easements for access and utilities critical to the District’s development and future use of its Redwood Marine Terminal I property;

WHEREAS, pursuant to section 28 of Appendix 2 of the Harbors and Navigation Code, the District is authorized transfer and convey the Property to THA; and

WHEREAS, the Board of Commissioners of the District desires to approve of the disposition and to further authorize the Executive Director, Larry Oetker, to take such further action as he deems necessary to effectuate the transaction in the manner required by the Purchase Agreement, including, without limitation, executing necessary escrow and closing documents following approval of District Counsel; and

WHEREAS, the Board of Commissioners finds that the transaction contemplated herein is categorically exempt from the California Environmental Quality Act because it can be seen with certainty that there is no possibility that the activity in question may have a significant

effect on the environment. Further, the Board of Commissioners finds that the transaction is categorically exempt pursuant to 14 CCR § 15301 and 14 CCR § 15312.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE HUMBOLDT BAY HARBOR, RECREATION, AND CONSERVATION DISTRICT DOES HEREBY ADOPT THE RECITALS AND FINDINGS STATED ABOVE AND FURTHER FINDS AND DECLARES AS FOLLOWS:

The Board of Commissioners of the Humboldt Bay Harbor, Recreation, and Conservation District hereby approves:

1. The sale of the real property located at 930 Vance Avenue, Samoa, County of Humboldt, California (APN No. 401-031-077-000) to Timber Heritage Association, a California non-profit corporation formed in 1977 with tax exempt 501(c)(3) status, to operate and make available to the public a museum and related uses to preserve Humboldt County's timber heritage.
2. The License and Indemnification Agreement which authorizes certain limited uses along the western boundary of the property.
3. The Board of Commissioners of the Humboldt Bay Harbor, Recreation, and Conservation District further authorizes the Executive Director of the Humboldt Bay Harbor, Recreation, and Conservation District to execute all documents and provide all authorizations required to close escrow as approved by the District's Counsel.

PASSED, APPROVED AND ADOPTED by the Humboldt Bay Harbor, Recreation and Conservation District Board of Commissioners at a duly called meeting held on the 14th day of July 2022, by the following polled vote:

AYES: Dale, Higgins, Newman

NOES: 0

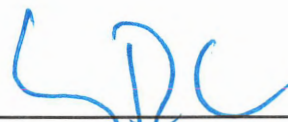
ABSENT: Kullmann, Marks

ABSTAIN: 0

ATTEST:



Richard Marks, Secretary
Board of Commissioners



Greg Dale, President
Board of Commissioners

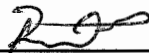
CERTIFICATE OF SECRETARY

The undersigned, duly qualified and acting Secretary of the HUMBOLDT BAY HARBOR, RECREATION AND CONSERVATION DISTRICT, does hereby certify that the attached Resolution is a true and correct copy of RESOLUTION NO. **2022-09** entitled,

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as regularly adopted at a legally convened meeting of the Board of Commissioners of the HUMBOLDT BAY HARBOR, RECREATION AND CONSERVATION DISTRICT, duly held on the **14th day of July 2022**; and further, that such Resolution has been fully recorded in the Journal of Proceedings in my office, and is in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand this **14th day of July 2022**.



**Richard Marks, Secretary
Board of Commissioners**