



**MADERA IRRIGATION DISTRICT
BOARD OF DIRECTORS
SPECIAL MEETING**

SEPTEMBER 20, 2023

MINUTES

Directors Present: James Erickson, President
Tim DaSilva
Brian Davis
Carl Janzen, Vice President
David Loquaci

Directors Absent: None

Staff Present: T. Greci, General Manager (GM Greci)
D. Cadenazzi Nolan, Assistant General Manager (AGM Nolan)
A. Kwock Sandoval, Secretary to the Board

Others Present: General Counsel John Kinsey, Wanger Jones Helsley; Joel Hastings; and others in-person and on Zoom that did not identify themselves

CALL TO ORDER / ROLL CALL / PLEDGE OF ALLEGIANCE

President Erickson called the meeting to order at 10:05 a.m. at the business office of the District at 12152 Road 28 ¼, Madera, California 93637

APPROVAL OF AGENDA

MOTION: Director Loquaci / Director Janzen to approve the agenda as presented.

VOTE: ROLL CALL

AYES: Directors Loquaci, Janzen, Davis, DaSilva, and Erickson

NOES:

ABSTAIN:

ABSENT:

POTENTIAL CONFLICTS OF INTEREST: Closed Session

There were no potential conflicts of interest noted.

PUBLIC COMMENT: Closed Session

President Erickson opened and closed public comment due to no public in attendance.

1. CLOSED SESSION

- 1a. CONFERENCE WITH REAL PROPERTY NEGOTIATORS – Pursuant to Government Code Section 54956.8

Property: 044-011-003, 044-012-001, 044-021-003, 044-022-001
044-031-001, 044-061-001, 044-062-001, 044-071-001
044-072-001, 044-081-001, 044-111-001, 044-112-001
044-121-002, 044-122-001, 044-131-007, 044-182-001
044-192-009, 044-252-001, and 044-261-001

Agency Negotiator: Thomas Greci
Negotiating Party: Trust for Public Land

CALL TO ORDER REGULAR SESSION/ PLEDGE OF ALLEGIANCE

President Erickson called regular session to order at 10:31 a.m. with members of the public in attendance.

REPORT ON CLOSED SESSION

General Counsel Kinsey stated there was no reportable action taken during Closed Session.

POTENTIAL CONFLICTS OF INTEREST

There were no potential conflicts of interest noted.

PUBLIC COMMENT: Regular Session

President Erickson opened and closed public comment due to no comments from the public in attendance.

2. NEW BUSINESS

- 2a. Discussion / possible direction on Option Agreement between Madera Irrigation District and Trust For Public Land for 044-011-003, 044-012-001, 044-021-003, 044-022-001, 044-031-001, 044-061-001, 044-062-001, 044-071-001, 044-072-001, 044-081-001, 044-111-001, 044-112-001, 044-121-002, 044-122-001, 044-131-007, 044-182-001, 044-192-009, 044-252-001, and 044-261-001

DISCUSSION: Item 2a. and 2b. were discussed concurrently. GM Greci stated there has been interest and discussion on the APNs listed more commonly known as the Madera Ranch by Trust for Public Land (“TPL”) to purchase the properties through an Option Agreement.

GM Greci stated TPL have a common goal related to this potential transaction, which is to preserve the property for open space and habitat restoration conservation. GM Greci provided a presentation on the Option Agreement and Agreement Concerning Receipt of Consideration by Trust for Public Land.

MID owns 19 parcels that encompasses approximately 10,900 acres of real property in Madera County. The District has owned the property since 2005 and the property is currently leased for cattle grazing.

TPL is a conservation organization having among its purpose the acquisition, for the benefit of the public, of open space, scenic, and recreational lands. TPL is a nonprofit and Section 501(c)(3) organization. It is intended that the property be preserved and used eventually for open space, habitat restoration, and passive recreational purposes through TPL's conveyance of the property to an appropriate public agency or an appropriate environmental steward.

GM Greci reviewed sections of the Option Agreement. Section 1 of the agreement covers the option. GM Greci stated the option term is 2 years from the effective date. TPL may, but is not required to purchase the property during this period. The option consideration is \$10,000 deposit and if the option is exercised the purchase price is \$58 million. There is a 120-period for MID and TPL to reach agreement on specific mechanisms to ensure preservation of the property for open space and habitat restoration. GM Greci stated this provision is very important because MID is only interested in selling the property if it is preserved for these purposes.

GM Greci stated section 2 of the agreement covers the purchase price. An appraisal will be required. TPL may elect to terminate the Option Agreement if the appraisal and any updates thereof are not approved by the public agency or by any third-party providing funding to the buyer or the public agency to purchase the property.

GM Greci stated Section 3 covers Inspections, Section 4 Closing, Section 5 Seller's Covenants, Section 6 Seller's Representation and Warranties, Section 7 Buyer's Representation and Warranties, Section 8 Default, and Section 9 Miscellaneous Terms.

GM Greci stated the MID Board will be considering the Option Agreement for approval on October 24, 2023. GM Greci stated the funds generated from the sale would be reinvested back into MID and could be used for capital improvements to the District's aging infrastructure, reduce water rates for District landowners, payoff existing bond debt, and continue to enhance projects and program for the long-term groundwater sustainability of the District.

GM Greci stated questions and comments can be emailed to the Board Secretary or members of the public can attend the Special Board Meeting scheduled for October 24, 2023 in-person or on Zoom.

PUBLIC COMMENT: Chris Newton questioned what the original intent for the property was when it was purchased in 2005. General Counsel Kinsey stated during that time there was discussion for the developing the property as a water bank, and for a lot of different reasons that pathway was not pursued by the District. There was a formal action by the Board in 2016.

2b. Discussion / possible direction on Agreement Concerning Receipt of Consideration by Trust for Public Land

DISCUSSION: GM Greci stated in connection with the Option Agreement, there is a the Agreement Concerning Receipt of Consideration by Trust for Public Land. GM Greci stated in exchange for TPL's acquisition of an interest in the Property for ultimate disposition to a governmental or private environmental steward for open space, habitat restoration and passive recreational purposes, which will result in TPL and its staff incurring various expenses associated with the review of title, contracting for and analysis of environmental studies, negotiating and documenting the transaction, contracting for an appraisal, and any costs associated with ownership of the property for an undetermined period and ultimately disposing of the property to a governmental or private environmental steward, seller agrees to offset TPL's costs, which the Parties estimate will equal five and one-half percent (5.5%) of the purchase price under the Option Agreement in accordance with the terms and conditions herein.


The Board's direction to staff was to bring the Option Agreement and Agreement Concerning Receipt of Consideration by Trust for Public Land to a Special Board Meeting on October 24, 2023 for consideration.

PUBLIC COMMENT: President Erickson opened public comment and closed public comment due to no comments from the public in attendance.

3. **ADJOURNMENT**

President Erickson adjourned the meeting at 10:43 a.m.

APPROVED FOR THE BOARD:



James Erickson
President



Andrea Kwock Sandoval
Secretary to the Board

Date: 12/21/23

