

Transmittal Letter

June 24, 2016

Mr. Andrew Crabtree
Community Development Director
City of Morgan Hill
17575 Peak Avenue
Morgan Hill, CA 945037

**Re: City of Morgan Hill Agricultural Lands Preservation Program
Request for Qualifications for Consulting Services**

Dear Mr. Crabtree,

We are very pleased to submit the attached proposal to assist the City of Morgan Hill in the first few years of implementing its Agricultural Lands Preservation Program, and to serve in an interim capacity as the Implementing Entity. We are a dedicated and experienced team of four individuals who have helped numerous conservation organizations in Santa Clara County and throughout California efficiently transact agricultural conservation easement and fee acquisitions. Our team consists of the following:

- Tom Scharffenberger, a landscape architect and conservation land planner. Tom has worked over 30 years in the conservation field, assisting local land trusts and larger conservation organizations and agencies with regional conservation priority studies, site specific management and baseline studies, agricultural and other resources analyses (some related to mitigation program requirements), and complete agricultural conservation easement project management services. The majority of Tom's easement projects have occurred in the Central Valley and Santa Clara County, and most of the recent ones have involved partial or full funding from agricultural mitigation programs.
- Vicky Simonds is a conservation real estate attorney. Vicky began working in California as an associate counsel and then western regional counsel for The Trust for Public Land in San Francisco for a total of 10 years. Sixteen years ago she started her own practice that assists local land trusts and larger conservation organizations with all legal aspects of conservation easement and fee transactions, with a heavy emphasis on agricultural conservation easements.
- Maegan Leslie-Torres and Stephanie Ding, Geospatial Analysts who work for GreenInfo Network, a non-profit GIS firm dedicated to assisting other conservation non-profits with mapping and resource analyses. Maegan and Stephanie have teamed up with Tom Scharffenberger and Vicky Simonds to provide GIS analysis and baseline maps for many of their CA projects.

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San Francisco, California 94121
TEL/ FAX 415.387.3077
tscharf@pacbell.net
CLA # 3487

Though most of our clients have been private conservation organizations, we all have experience with, and are very comfortable working with, public agencies. We think that our team's collective experience, with both local Santa Clara County and California-wide agricultural conservation easement projects, many which have involved mitigation programs, make us uniquely qualified for the scope of work in this RFP.

Thank you for considering our team. We look forward to meeting you and discussing how we can work collaboratively and efficiently with you, your staff and the City of Morgan Hill in implementing this exciting new Agricultural Lands Preservation Program.

Sincerely,

A handwritten signature in blue ink, appearing to read "T Scharffenberger".

Tom Scharffenberger

Submittal Requirements

2. Describe your organization's qualifications as they relate to the City's Agricultural Lands Preservation Program requirements for an Implementing Entity listed above

1. Demonstrated ability (expertise and experience) to establish permanent conservation easements and in particular for the purposes of conserving and maintaining lands in agricultural production:

Tom Scharffenberger as project manager and Vicky Simonds as legal counsel have assisted the Central Valley Farmland Trust, American Farmland Trust, Yolo Land Trust, the Land Trust for Santa Cruz County, the Silicon Valley Land Conservancy and many other local and national conservation organizations with more than 75 agricultural conservation easement transactions.

Tom's role typically includes negotiation for the purchase of easements with willing landowners, and, where mitigation is involved, act as liaison with developers and/or government agencies to facilitate their required tasks and participation; assess a property's agricultural and other resources and whether they would be a good fit for agency and mitigation funding programs; oversee the appraisal process and any required environmental site assessments or surveys; when needed with mitigation projects assists land trusts with feedback on stewardship, project costs and other fees to be charged to the developer; work with attorney on timely identification of title issues and potential solutions; assess ongoing landowner management needs and identify and map existing and/or future building envelopes; assist in drafting conservation easements and facilitate review by all parties; prepare baseline reports and guide GIS mapping by GreenInfo Network; assist the attorney in drafting final escrow documents and review by all parties; prepare interim and final reports as required for funding and mitigation partners; and assist as needed with any ongoing monitoring or issues that arise with the transacted conservation easement.

Vicky's role includes ordering and reviewing title reports and identifying title issues; where mitigation is involved, ensuring project compliance with mitigation program requirements; drafting conservation easements and preparing all closing and escrow documents, and final review of title insurance policies.

Tom Scharffenberger's formal education in landscape architecture and early training by a small conservation consulting company in Massachusetts provided him with a strong background in land conservation planning, agricultural and resource analyses, and real estate finance. Since coming to California in 1998 he has taken courses in CA planning law and CEQA, and has taught classes in conservation easements and landscape-scale priority planning for the Land Trust Alliance, the Lincoln Institute, the California Oak Foundation and numerous other organizations. Tom is also a Land Trust Alliance-certified AYO ("Assess Your Organization") consultant that helps land trusts become accredited with the Land Trust Alliance.

In addition to private non-profit conservation organizations and agencies, Tom occasionally works for landowner clients. In combination with their estate planners, Tom helps guide families through a series of conservation scenario alternatives, and once decisions are made, Tom facilitates the sale or donations of easements or land to conservation organizations.

Vicky Simonds' law school focus on land use lead to work for the Massachusetts Department of Environmental Management, where she worked on numerous additions to the State Park system. Upon moving to California in 1998 she worked ten years as counsel for the western region of Trust for Public Land. Since 2000 her private practice has focused on assisting land trusts with agricultural and other types of conservation easement transactions.

2. Familiarity with agricultural land uses and the needs of agricultural industry:

Tom has prepared regional agricultural conservation priority studies for the Central Valley Farmland Trust, The Land Trust for Santa Clara County (now the Silicon Valley Land Conservancy), Sequoia Riverlands Trust and Yolo Land Trust. As part of these studies, he has interviewed numerous farmers, Farm Bureaus and municipalities, agricultural processors, community groups and other stakeholders to understand the economic value of agriculture to both the region and the entire State. In working on numerous agricultural conservation easement projects Tom also has a very good understanding of the economic viability of particular crops, and their relation to soils, water supplies and accessibility to markets and farm support infrastructure. Tom's conservation studies for the Silicon Valley Land Conservancy and Santa Clara County Open Space Authority, and discussions with local farmers, have helped him understand the specific needs of farmers throughout Santa Clara County. Recent work assisting the Brentwood Agricultural Land Trust obtain additional funding for an agricultural conservation easement for a farm whose non-profit provides incubator farmer training and food security programs to disadvantaged communities, has given him an understanding of the value of small-scale community-based farms that are in close proximity to cities. Finally, Tom has gained first-hand knowledge of agricultural operations as his family (father and brother) have purchased and managed a cattle ranch and vineyard property in Mendocino County.

3. Ability to develop and maintain collaborative working relationships with land owners for the purpose of negotiating the purchase of conservation easements:

With each conservation easement project, Tom Scharffenberger works carefully with the new landowners to first understand their short- and long-term financial and operational needs, and their general motivation for considering conservation easements. By being a good listener, offering information when appropriate, and refraining from "selling" the landowner on conservation easements, Tom has been effective in gaining the trust of landowners. Since many farmers face tough financial circumstances and are often conservative by nature, Tom is careful to provide them with both the pros and cons of conservation easements, and, if appropriate, links them up with other farmers and families who have had successful experiences with conservation easements.

In the first landowner meeting Tom explains how conservation easements work, how they are appraised, the costs involved, and the general steps and timing required in easement transactions.

For mitigation projects, Tom explains the timing and role of the project proponent. Tom next takes a tour of the property with the landowner, noting agricultural operations, including water sources, surrounding land uses, management and other resource issues, and determines if the landowner will need to reserve a building envelope or farmstead area for existing and future agricultural buildings and landowner and/or farmworker residences, if any. Tom next prepares a summary of the farm, which he shares with the landowner.

If the landowner wants to move forward with the easement (and assuming Tom's client does as well), Tom again walks them through the steps and timing, and explains which tasks will be their responsibility. As the project progress, Tom communicates regularly with them through calls and Emails, so they are comfortable with the process and confident the project is progressing. Where stumbling blocks are encountered, such as title issues, difficult easement provision or unexpected delays in mitigation funding, Tom carefully explains the issue and potential solutions.

4. Ability to provide reports as necessary for the City to verify implementation of the Program consistent with City goals and objectives:

Tom Scharffenberger has prepared numerous interim and final reports for his clients who have received conservation easement funding through the State Department of Conservation's California Farmland Conservancy Program, as well as a final report for the Central Valley Farmland Trust at the completion of a conservation easement that was partially funded by an agricultural mitigation program in Merced County for the Atwater-Merced Expressway Project. For the City of Morgan Hill, Tom would provide similar reports to verify implementation of the Program is consistent with the City's goals and objectives, and the mitigation ordinance.

5. Whether the entity has an established relationship, formal or informal, with the local farming community:

Tom Scharffenberger has established relationships with a number of farmers in the South Gilroy area due to work on four agricultural conservation easements and two fee acquisition projects in that area. He recently established additional relationships to landowners in the Pajaro Valley, alerting them of the opportunity of conservation easement funding through the Pajaro Valley Flood Prevention Authority program (client: Santa Clara County Open Space Authority).

6. Overhead/administration costs for the entity:

Tom has informally advised the Central Valley Farmland Trust in developing a formula for overhead and administrative costs, stewardship costs, and project costs for mitigation projects to be funded by area developers. Some components of this formula were in turn used by the City of Elk Grove for its mitigation program.

7. Any other information that the City of Morgan Hill finds relevant under the circumstances.

Tom has consulted with the Santa Clara County Open Space Authority (OSA) on regional planning issues, and was recently been invited to be an advisor to OSA's new *Santa Clara Valley Climate & Agricultural Protection Program ("CAPP")*. The program will focus on

strategic acquisition of conservation easements throughout the County. There is the potential for Morgan Hill to work collaboratively on some projects with OSA, which in turn has the potential to leverage additional sources of funding to match with Morgan Hill's mitigation funds, and allow greater acreage to be protected. In addition, Tom has extensive experience in applying for and obtaining agricultural conservation easement grants through programs administered by the CA Department of Conservation and the USDA Natural Resources Conservation Service, which on some projects might be an appropriate match with local Morgan Hill's program.

3. Describe your organization's experience with the acquisition of property for conservation purposes, the establishment of permanent conservation easements, and the preservation of agricultural land for active agricultural use; who would prepare easements and perform the real estate related activities associated with transactions.

As mentioned above, for the past 25 years our team has been active in conservation fee and agricultural conservation easement transactions throughout California. Vicky's work for The Trust for Public Land for ten years involved primarily conservation fee transactions, and her private practice for the last 16 years has focused on assisting land trusts with agricultural conservation easement transactions. The majority of Tom Scharffenberger's projects have been agricultural conservation easements for land trust, though in working for private landowners, along with regional and national conservation partners, he has facilitated a number of mixed conservation fee and easement acquisitions, including 1) 1,600-acre Beltane Ranch in Sonoma County, acquired by the Sonoma Ag. Preservation and Open Space Authority for eventual inclusion in the Sugarloaf State Park 2) 5,300-acre Mendocino Redwoods Company, fee and easement portions of which were property purchased by Trust for Public Land and Sonoma Agricultural Preservation and Open Space District for eventual inclusion in the Sonoma State Beach in Sonoma County, 3) 1,350-acre Fleming Ranch property in the San Jacinto Mountains in Riverside County, purchased by The Trust for Public Land and US Forest Service, and 4) the 28,000 acre San Felipe Ranch in Santa Clara County (conservation easement only, donated to The Nature Conservancy).

All of the 75+ agricultural conservation easement projects for Tom and Vicky's land trust clients (Central Valley Farmland Trust, Yolo Land Trust, Land Trust for Santa Cruz County, Silicon Valley Land Conservancy) were geared to protecting the agricultural use of the land, and to our knowledge continue to be used for active agricultural production.

4. If the Consultant candidate is a joint venture, explain in detail the responsibilities of the each participating entity:

Our team would be a joint venture between three parties: Tom Scharffenberger (company name is Scharffenberger Land Planning and Design), Vicky Simonds, and Maegan Leslie-Torres and Stephanie Ding of GreenInfo Network. These are the likely responsibilities for each party:

- Tom Scharffenberger – primary consultant in administering Morgan Hill’s Agricultural Lands Preservation Program; main interface with city of Morgan Hill, landowners and project proponents. Duties would include outreach to potential landowners, management of agricultural conservation easement and fee purchase projects (landowner interface, prepare property summaries and recommendations for acquisition, engage appraisers, surveyors and other consultants; assist attorney in resolving identified title issues; prepare baseline studies; assist with drafts of the conservation easement and graphic exhibits of farmstead or building areas; assist attorney with closing documents, prepare reports for city); manage mitigation bank; assist city in selecting permanent Implementing Entity; advise city in establishing mitigation costs.
- Vicky Simonds – order and review title reports; identify title issues; draft conservation easement; review revisions to conservation easement; prepare closing documents; interface with city attorney and title company on transactions; interface with city re: project compliance with mitigation requirements.
- Maegan Leslie-Torres and Stephanie Ding – prepare GIS maps for conservation easement exhibits, city reports and baseline reports.

5. Provide resumes with applicable experience of professionals who would be performing the outlined activities (please see resumes, attached)

6. Include a statement that the firm(s) has sufficient staff resources and capability to perform the work required by the scope of work in the RFQ in a timely fashion on an on-call basis

Our team does have sufficient resources and capability to perform the work required by the scope of work in the RFQ in a timely fashion on an on-call basis. Though we currently are working on several conservation projects, many of these are winding down, and if chosen by the city we will not take on any new clients or projects that would slow down our work for the City of Morgan Hill.

7. Provide five (5) references of current or recent projects with names and telephone numbers of contact persons (please see attached)

8. A description of your anticipated costs for administration of the Agricultural Lands Preservation Program that would be charged to the Program.

We anticipate assisting the city with up to three complete, and several partial, conservation easement projects for two years until an Implementing Entity is chosen. Based on past projects, we estimate each complete conservation easement project to cost in the range of \$25,000 to \$35,000 in fees and expenses, depending on the complexity of the project.

To encourage landowners to consider conservation easements, the City might consider one or more informal outreach meetings. Our team can prepare and facilitate these outreach meetings. Fees and expenses for these typically run \$5,000 each.

In addition, Tom Scharffenberger will have the added responsibility of overseeing mitigation tasks, such as working with the City to determine reasonable fees; communications and ongoing interface with developers/ project proponents; and helping the city establish a mitigation bank and system for accounting of credits. These tasks may require an \$10,000 to 15,000 in fees and expenses per year.

Resumes:

Tom Scharffenberger, President, Scharffenberger Land Planning and Design

C. Victoria Simonds, Esq.

Maegan Leslie-Torres and Stephanie Ding, GreenInfo Network

THOMAS JAMES SCHARFFENBERGER

Principal, Scharffenberger Land Planning & Design
Landscape Architect, CA License #3487

523 17th Ave
San Francisco, CA 94121
(415) 387-3077
tscharf@pacbell.net

PROJECTS AND WORK EXPERIENCE

- 1991-present **Scharffenberger Land Planning & Design, San Francisco, California**
Principal
Founded land conservation planning firm in November 1991. Assist non-profit conservation organizations with resource analyses, project management for conservation easement transactions, and d regional conservation priority studies. Project work includes appraisal review, landowner negotiations, obtaining funding for conservation easement and fee acquisitions, baseline production and monitoring, and obtaining permits where required. Working with a GIS firms, conservation priority plans have been prepared for land trusts of the Central Arizona Highlands, the Mendocino Coastal Zone, San Joaquin and Merced County Farmlands, Kern County, Southern Sacramento County, Yolo County, Elkhorn Slough Watershed, Watsonville Sloughs, and the Lower Salinas River Valley.
- The firm also provides consultation to private landowners who are interested in protecting large agricultural and resource-rich properties. Projects have included conservation easement and/or fee sales in Sonoma, Santa Clara, Merced, San Joaquin, Mendocino, Kern, Tulare, Stanislaus, Riverside, Monterey, Riverside, Napa and Santa Barbara Counties.
- 1990 - 1991 **Robert Lamb Hart, San Francisco, California**
Project Manager
Manage multi-discipline teams and create open space plans for new communities throughout California. Responsibilities: conduct site analysis and open space feasibility studies; design layouts of new facilities; coordinate work of outside consultants; review CEQA and county zoning aspects of project and prepare entitlement documents and development guidelines; supervise staff for production and design.
- 1983 - 1988 **Matlock Associates, Lincoln, Massachusetts**
Chief Planner
Manage land conservation planning projects, from conservation easements to large scale resource inventories, from Florida to Maine. Responsibilities: analyze environmental, market and legal constraints; determine resource and development conflicts; review appraisals; design and evaluate conservation/development alternatives; and assist landowners and communities with strategies for protecting rural properties.

OTHER PROFESSIONAL ACTIVITIES

- 2006, 2003, 2001 Workshop facilitator for LTA-sponsored Conservation Planning workshops in Nashville, Sacramento Baltimore and Bozeman; AYO consultant for land trust seeking LTA accreditation
- 2002 Workshop facilitator for Greater Yellowstone Ecosystem workshop in Missoula, MT sponsored by Rocky Mountain Elk Foundation
- 1998, 1999 Course facilitator "Conserving Rural Family Lands" estate planning workshops sponsored by CA Oak Foundation and Great Valley Center
- 1993, 1997 Panelist on "Preserving Family Farms" workshops sponsored by Sonoma County Farm Bureau and Sierra Foothills Conservancy, CA,
- 1991, 1993 Visiting Lecturer and Guest Critic, UC Berkeley Dept. of Landscape Architecture Site Planning and "Reshaping the Urban Edge" Studios

EDUCATION

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| 1983 | Harvard Graduate School of Design
Masters of Landscape Architecture | 1976 | University of California, Berkeley
Bachelors of Arts in Biology, Honors |
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C. VICTORIA SIMONDS

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523 17th Avenue

San Francisco, CA 94121

Telephone: (415) 387-1973 Facsimile: (415) 387-3077

Email: vsimonds@pacbell.net

WORK EXPERIENCE

Private Practice, San Francisco, California

5/00 - present

Consult on land conservation transactions and management issues. Provide legal advice and assistance on projects involving the negotiated purchase and donation of fee, conservation easement and other interests in real property; assist in structuring, negotiating and closing transactions; assist in due diligence; draft, review and negotiate purchase and donation agreements, exchange agreements, appraisal, environmental assessment and other consulting contracts, deeds, easements, leases and other legal documents; review title, environmental assessment and appraisal reports; review grant agreements and coordinate with private nonprofit and public funding agencies; consult on fee and easement stewardship and land management issues.

Nonprofit Clients: Central Valley Farmland Trust, Land Trust of Santa Cruz County, American Farmland Trust, Eastern Sierra Land Trust, Yolo Land Trust, Save the Redwoods League, Pacific Forest Trust, The Garden Conservancy, Sonoma Land Trust, Sequoia Riverlands Trust, Silicon Valley Land Trust, The Trust for Public Land, The Nature Conservancy.

The Trust for Public Land, Western Region, San Francisco, California

Regional Counsel, Western Region

4/91 - 4/00

Associate Western Regional Counsel

6/90 - 3/91

Provide legal advice and assistance to Regional Manager and project staff on land conservation projects. Projects involved the negotiated purchase and sale of fee and lesser interests in real property for reconveyance to public or private, non-profit entities for long term protection; assist in structuring and negotiating land transactions; draft and review transaction agreements, appraisal and environmental assessment contracts, deeds, easements, escrow instructions and other legal documents; review title, environmental assessment and appraisal reports; supervise associate counsel and legal support staff; manage relationships with outside counsel; and assist in development and training of project staff and legal staff.

Massachusetts Department of Environmental Management

Division of Planning and Development, Boston, Massachusetts

8/86 - 7/88

Legal Counsel - Acquire land by negotiated purchase and eminent domain for protection and enhancement of the state park system. Prepare legal documents for real estate acquisitions, dispositions, closings and takings; prepare, review and supervise contracts for appraisal, title examination and survey services; research and draft legal memoranda; meet and coordinate with representatives of other state agencies and private, nonprofit organizations; and respond to land development and management problems as they arise.

Lawson & Wayne, Boston, Massachusetts

1/84 - 7/86

Associate - Practice in firm's real estate department carrying out transactions on behalf of individuals and institutional lenders. Draft, negotiate and review purchase and sale agreements, deeds, leases, condominium documents and loan instruments; perform residential and commercial real estate closings; advise clients on real estate development plans and represent clients before municipal zoning and licensing boards; represent clients in zoning, bankruptcy and real estate related litigation; and draft pleadings, discovery, motions and memoranda.

BAR ADMISSIONS

California: July 1990

Massachusetts: January 1983

EDUCATION

National Law Center, George Washington University
Washington, D.C.

Juris Doctor, May 1982

University of California
Berkeley, California

Bachelor of Arts, December 1978

GreenInfo Network Staff Credentials

Maegan E. Leslie Torres

Senior Geospatial Analyst/Cartographer

Maegan has over a dozen years experience managing and working closely on analysis and cartographic GIS projects for land trusts, regional planning organizations and other groups for GreenInfo. She is the Project Manager for several multi-project government contracts, including both GIS and web-based mapping for the State Coastal Conservancy, San Francisco BCDC and NPS Anza Historic Trail. She has provided GIS analysis and mapping support for a variety of resource conservation and priority area plans for example: Madera and Merced County Agricultural Priority Plan with Scharffenberger Land Planning and Central Valley Farmland Trust; Sky Valley and Cordelia Hills Resources Management Plan with Solano Land Trust and PG&E/Stewardship Council and Conserving Coyote Valley Ag Feasibility Study with SAGE and Bay Area Conservation Lands Network with BAOSC. Expert cartographer and map designer. Worked on wireframes and design of several GreenInfo developed web maps.

Stephanie Ding

Geospatial Analyst/Cartographer

Since 2008, Stephanie has worked on several dozen projects for groups including The National Wildlife Federation, The Land Trust of Santa Cruz County, Sempervirens Fund, The Gordon & Betty Moore Foundation, The State Coastal Conservancy for the San Francisco Bay Area, and Pacific Community Ventures, as well as on editing the California Protected Areas Database (CPAD) and The National Conservation Easement Database (NCED). Stephanie is an accomplished ArcGIS user and has strong cartographic and data development skills.

Reference Projects

Tom Scharffenberger:

Koehn Farm and Machado Farm Agricultural Conservation Easement
Mr. William (Bill) Martin, Executive Director
Central Valley Farmland Trust
(916) 687-3178

Martin and Alforex Seeds Conservation Easements
Ms Michele Clark, Executive Director
Yolo Land Trust
(530) 662-1110

Leung Farm and Montes Farm Conservation Fee Acquisitions
Matt Freeman, Assistant General Manager, and Jake Smith, Conservation GIS Coordinator
Santa Clara County Open Space Authority
(408) 224-7476

Chris Moi, Project Manager
Grand Isle and Cactus Corner Agricultural Conservation Easements
Sequoia Riverlands Trust
(707) 721-6495

Richard A. Grant, Landowner
Fleming Ranch Conservation Fee Acquisition, San Jacinto Mountains, Riverside County
(213) 489-1015

Vicky Simonds

Koehn Farm and Machado Farm Agricultural Conservation Easements
Mr. William (Bill) Martin, Executive Director
Central Valley Farmland Trust
(916) 687-3178

Martin and Alforex Seeds Agricultural Conservation Easements
Ms Michele Clark, Executive Director
Yolo Land Trust
(530) 662-1110

Amesti/Eagle Creek Pacific Agricultural Conservation Easements
Terry Corwin, President and Dan Madeiros, Project Manager
Land Trust of Santa Cruz County
(831) 429-6116

Sinamon Meadows
Kay Ogden, Executive Director
Eastern Sierra Land Trust
(760) 873-4554