

September 29, 2009

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Mr. Dan Miller  
The Irvine Company  
550 Newport Center Drive  
Newport Beach, CA 92660

Mr. Mark Sanderson  
The Nature Conservancy  
Director of Conservation Programs, South Coast And Deserts  
1400 Quail Street, Suite 130  
Newport Beach, CA 92660

Dear Gentlemen:

Negotiations over the past year have resulted in an understanding between the Irvine Company, The Nature Conservancy and OC Parks for the transfer of the Irvine Company's remaining open space to the County.

On September 29, 2009, the Board of Supervisors was presented with the terms of the contemplated transfer, as follows:

- The County will accept the following lands from the Irvine Company (TIC) upon their fee simple title transfer:
  - NCCP Reserve lands – 4,995 acres
  - The Nature Conservancy (TNC) Conservation Easement lands – 11,549 acres
  - East Orange Project Open Space lands – 271 acres
- The County will also accept from TIC the existing Limestone Canyon Irrevocable Offer of Dedication (IOD) lands (3,497 acres) upon their fee simple title transfer.
- The County will accept all lands with applicable deed restrictions.
- The acceptance of the above lands is contingent upon:
  - TIC and the Irvine Ranch Conservancy (IRC) providing, at no cost to the County, completed Resource Management Plans (reviewed and approved by TNC on TNC easement lands) for use in managing the lands and complying with the deed restrictions.
  - TIC paying for the preparation of all applicable legal documents and maps relating to the transfer of the TNC Easement lands.
- The County will enter into an agreement with TNC to provide for the transfer of TNC Easement Compliance Fund (endowment) current balance to the County. Current estimated balance is approximately \$5 million; the actual transfer must be at least \$4.6 million (the original TIC contribution).
- The County will enter into an agreement with IRC to retain IRC for transition services on a one-year contract, renewable for two additional one-year terms, based on satisfactory performance; the estimated cost



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is approximately \$1.5 million per year.

- The County will enter into an agreement with TIC to ensure the following:
  - TIC funding of deed restriction monitoring TNC
  - TIC endowment funding to establish a research center at the University of California at Irvine (UCI) to provide scientific research to inform resource management activities on County open space lands.
  - TIC transfer of fee simple title to the County of 6 acres for Augustine Staging Area (adjacent to Hicks Haul Road), deed restricted for park purposes.
  - At no cost to the County, TIC/IRC design and permitting of temporary riding and hiking trail infrastructure in Hicks Canyon (adjacent to Hicks Haul Road), subject to:
    1. the County allowance for alternative trail grade standards,
    2. resolution of use conflicts at concrete plant, and
    3. removal of the Jeffrey Road extension from the County Master Plan of Arterial Highways
  - At no cost to the County, TIC/IRC design, permitting and implementation of entrance and parking improvement for Black Star Regional Park, consistent with concept plan developed by IRC and similar to improvement at Peters Canyon Regional Park and General Thomas Riley Wilderness Park

This letter represents the understanding of OC Parks as to the current status of our discussions related to the transfers addressed herein. It is not intended to be legally binding on any parties and any agreement to the transfers and issues herein will be subject to final approval by the Board of Supervisors.

On behalf of both the County and OC Parks, we look forward to finalizing the transfer and taking over your stewardship of this extraordinary open space.

Please call me at (949) 923-3743 if you have any questions.

Sincerely,



Mark Denny, Director  
OC Parks

cc: Members, Board of Supervisors  
Darlene Bloom, Clerk of the Board  
Thomas G. Mauk, CEO, County Executive Office  
Alisa Drakodaidis, Deputy CEO, OC Infrastructure  
Steve Franks, Director, OC Community Resources