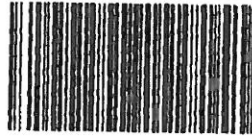


Stephen L. Vagnini
Monterey County Recorder
Recorded at the request of
First American Title

CRROBERTA
7/13/2005
13:33:56

DOCUMENT: 2005071051



Titles: 1/ Pages: 12

Fees....	41.00
Taxes...	
Other...	
AMT PAID	\$41.00

Recording requested by:

When recorded, mail copy to:

Monterey County Planning and
Building Inspection Department
Post Office Box 1208
Salinas, California 93902

**CONSERVATION/SCENIC EASEMENT DEED
(The Santa Lucia Preserve - Phase E)
(Potrero Area Subdivision)
(Combined Development Permit #PLN010001)
(Conditions No. 95 and 107)**

THIS DEED made this 12th day of July, 2005, by and between RANCHO SAN CARLOS PARTNERSHIP, L.P., a California limited partnership, as Grantor, and the COUNTY OF MONTEREY, a political subdivision of the State of California, and SANTA LUCIA CONSERVANCY, a California Nonprofit Public Benefit Corporation, as Grantees;

WITNESSETH:

WHEREAS, the said Grantor is the owner in fee of the real property described in Exhibit "A" attached and incorporated by reference, situate in Monterey County, California (the "Subject Property"); and

WHEREAS, a Combined Development Permit, Permit #PLN010001 was granted

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Attorney for Applicant

on February 15, 2005, , by the Monterey County Board of Supervisors pursuant to Resolution No. 05-046 for the development of a residential project known as the Potrero Area Subdivision on the Subject Property ("the Project"); and

WHEREAS, approval of Combined Development Permit #PLN010001 was subject to certain conditions of approval ("the Project Conditions") including but not limited to the following:

"95. That a conservation easement be conveyed to the County of Monterey or the Santa Lucia Conservancy, or other qualified tax-exempt nonprofit organization approved by the County over those portions of the property where the slope exceeds 30 percent. Portions of the property for which a use permit for development on slopes in excess of 30% has been approved shall be excepted from the conservation easement. Conservation easement deed to be submitted to and approved by the Director of Planning and Building Inspection, accepted by the Board of Supervisors and recorded concurrent with the filing of the final map."

"107. An Archaeological/Scenic easement shall be conveyed to the County of Monterey over areas where significant archaeological resources are located. An Archaeological/Scenic easement deed shall be submitted to and approved by the Director of Planning and Building Inspection, and recorded prior to the filing of the final map. If significant resources are identified during construction, the easement will be recorded as soon as practicable."

WHEREAS, the Grantor and Grantees agree that portions of the Subject Property contain certain sites with archaeological value, which sites are more particularly described in that certain Cultural Resources Inventory and Preliminary Cultural Resources Management Plan for the Potrero Area Subdivision of the Santa Lucia Preserve, Carmel Valley, California (Archaeological Consulting, dated May 26, 2000 and Revised

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December 21, 2000), on file with the Monterey County Planning and Building Inspection Department and incorporated by reference (the "Archaeological Sites"); and

WHEREAS, the Grantor and Grantees desire to preserve and conserve for the public benefit the Archaeological Sites; and

WHEREAS, the Grantor and the Grantees agree that portions of the Subject Property consist of lands where the slope exceeds 30% ("the 30% Slopes"); and

WHEREAS, the 30% Slopes (with the exception of those portions of the property already developed with roads or utilities and those portions of the property for which a use permit for development on slopes in excess of 30% has been approved) are described in Exhibit "B" attached hereto; and

WHEREAS, the 30% Slopes have certain natural scenic beauty and existing openness; and

WHEREAS, the Grantor and the Grantees desire to preserve and conserve for the public benefit the great natural scenic beauty and existing openness, natural condition and present state of use of the 30% Slopes; and

WHEREAS, the said Grantor is willing to grant to the Santa Lucia Conservancy the scenic use as hereinafter expressed of the 30% Slopes, and thereby protect the present scenic beauty and existing openness by the restricted use and enjoyment of the 30% Slopes by the Grantor through the imposition of the conditions hereinafter expressed; and

NOW, THEREFORE, for and in consideration of the premises, the Grantor does hereby grant and convey unto the County of Monterey, a political subdivision of the State of California, and to the Santa Lucia Conservancy, a California Nonprofit Public Benefit Corporation, jointly, as tenants in common, the following interests:

1. Archaeological/Scenic Easement. An estate, interest, and Archaeological/Scenic easement in the Archaeological Sites of the nature and character and to the extent

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hereinafter expressed, which estate, interest, and easement will result from the restrictions hereby imposed upon the use of the Archaeological Sites by said Grantor, and to that end and for the purpose of accomplishing the intent of the parties hereto, said Grantor covenants on behalf of itself, its heirs, successors, and assigns with the said Grantees, their successors and assigns to do and refrain from doing severally and collectively upon the Archaeological Sites the following acts:

1.1 That no structures will be placed or erected upon the Archaeological Sites except in accordance with Section 1.6 below.

1.2. That no advertising of any kind or nature shall be located on or within the Archaeological Sites.

1.3. That the Grantor shall not plant nor permit to be planted any vegetation upon the Archaeological Sites except in accordance with plans approved by the Monterey County Planning and Building Inspection Department.

1.4. That, except for the maintenance of existing roads, fire breaks, agricultural and ranching facilities and private trails, the general topography of the landscape of the Archaeological Sites shall be maintained in its present condition and no excavation (other than excavation carried out under the supervision of a qualified archaeological consultant pursuant to the Project Conditions) or topographic changes shall be made, except in accordance with Section 1.6 below.

1.5. That no use of the Archaeological Sites which will or does materially alter the archaeological features of the Archaeological Sites other than those specified above shall be done or suffered.

1.6 That no building permit or grading permit for a road or any other structure shall be issued on the Archaeological Sites except those as permitted under Board of Supervisors Resolution No. 05-046.

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1.7 The land of the Grantor hereinafter referred to and which the provisions of this Archaeological Easement apply is those portions of the land described in Exhibit "A" attached hereto more particularly described in that certain Cultural Resources Inventory and Preliminary Cultural Resources Management Plan for the Potrero Area Subdivision of the Santa Lucia Preserve, Carmel Valley, California (Archaeological Consulting, dated May 26, 2000 and Revised December 21, 2000), on file with the Monterey County Planning and Building Inspection Department and incorporated by reference and made a part hereof.

2. Conservation/Scenic Easement. An estate, interest, and conservation/scenic easement in the 30% Slopes of the nature and character and to the extent hereinafter expressed, which estate, interest, and easement will result from the restrictions hereby imposed upon the use of the 30% Slopes by said Grantor, and to that end and for the purpose of accomplishing the intent of the parties hereto, said Grantor covenants on behalf of itself, its heirs, successors, and assigns with the said Grantees, their successors and assigns to do and refrain from doing severally and collectively upon the 30% Slopes the following acts:

2.1. That no structures will be placed or erected upon the 30% Slopes except the construction, operation and maintenance of approved Project infrastructure, including roads, driveways, bridges, trails, camp sites, culverts, drainage and erosion control structures and facilities, which are exclusively accessory to and in accordance with the approved Project.

2.2. That no advertising of any kind or nature shall be located on or within the 30% Slopes except signs accessory to the approved Project, such as street, directional, warning, safety, informational and hiking signs.

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2.3. That the Grantor shall not plant nor permit to be planted any vegetation upon the 30% Slopes except for the propagation, cultivation and transplantation of native plants and seeds for nursery development, habitat restoration and enhancement purposes exclusive to the Project, and the planting of such native plants for slope stabilization and erosion control purposes.

2.4. That, except for the construction, alteration, relocation and maintenance of approved Project infrastructure, including roads, driveways, trails, utilities, culverts, drainage and erosion control structures and facilities, construction and maintenance of fuel breaks and fire-safe areas, all of which are exclusively accessory to permitted uses and in accordance Project Conditions, the general topography of the landscape of the 30% Slopes shall be maintained in its present condition and no excavation or topographic changes shall be made.

2.5. That no use of the 30% Slopes which will or does materially alter the landscape or other attractive scenic features of the 30% Slopes other than those specified above shall be done or suffered.

2.6. The 30% Slopes hereinabove referred to and to which the provisions of this deed apply are situated in the County of Monterey, State of California, and are particularly described in Exhibit "B", attached hereto and made a part hereof.

3. Exceptions and Reservations. Excepting and reserving to the Grantor:

3.1. The right to maintain all existing private roads, trails, fences, utilities and other improvements upon the Subject Property, including facilities for agricultural production, ranching and fire protection.

3.2. The use and occupancy of the Subject Property not inconsistent with the conditions and restrictions herein imposed.

3.3. Land uses permitted, or reserved to the Grantor by this instrument shall be

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subject to a) the ordinances of the County of Monterey regulating the use of land; b) the covenants, conditions and restrictions contained in the Deed of Conservation Easement from Grantor to the Santa Lucia Conservancy recorded on JULY 13, 2005, as Document 2005071049 No. _____, Official Records of Monterey County, California; c) the covenants, conditions and restrictions regulating the use of Openlands as contained in the Declaration of Protective Restrictions for the Homelands and Openlands of the Santa Lucia Preserve recorded on December 4, 1998, as Document No. 9885190, Official Records of Monterey County, California; and d) the covenants, conditions and restrictions regulating the use of Wildlands as contained in the Partnership Grant Deed from Grantor to the Santa Lucia Conservancy recorded on JULY 13, 2005, as Document No. 2005071050 _____, Official Records of Monterey County, California.

To have and to hold unto the said County of Monterey and the Santa Lucia Conservancy, their successors and assigns forever. This grant shall be binding upon the heirs and assigns of the said Grantor.

DATE: JUNE 21, 2005

RANCHO SAN CARLOS PARTNERSHIP, L.P.
A California Limited Partnership

By: 
Don Wilcoxon
Its: Authorized Representative

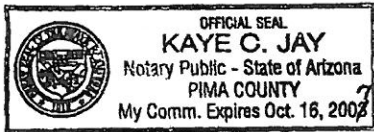
"Grantor"

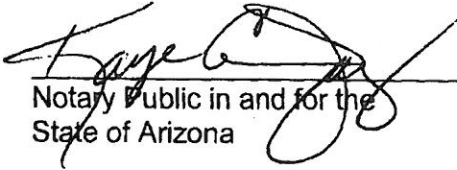
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BRIAN FINEGAN
Attorney for Applicant

STATE OF ARIZONA)
) ss
COUNTY OF PIMA)

On this 28 day of June, 2005, before me, the undersigned, personally appeared WILLIAM SHAW, personally known to me or proved to me on the basis of satisfactory evidence, to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

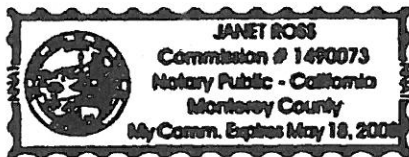




Notary Public in and for the
State of Arizona

STATE OF CALIFORNIA)
) ss
COUNTY OF MONTEREY)

On this 22ND day of JUNE, 2005, before me, the undersigned, personally appeared MARK A. BLUM, personally known to me or proved to me on the basis of satisfactory evidence, to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



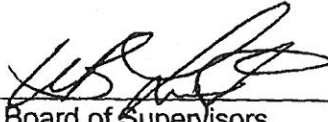

Notary Public in and for the
State of California

Prepared by
BRIAN FINEGAN
Attorney for Applicant

"Grantee"

This is to certify that the Easement Deed set forth above is hereby acknowledged by the Board Chair on behalf of the Monterey County Board of Supervisors pursuant to its action granting Combined Development Permit No. 94067 on February 6, 1996, and the Monterey County Board of Supervisors consents to recordation thereof by its duly authorized officer.

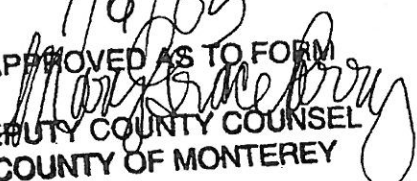
COUNTY OF MONTEREY

By 
Chair, Board of Supervisors

Attested By:

Date 15 July, 2005


Clerk of the Board of Supervisors

7/8/05
APPROVED AS TO FORM

DEPUTY COUNTY COUNSEL
COUNTY OF MONTEREY

Prepared by
BRIAN FINEGAN
Attorney for Applicant

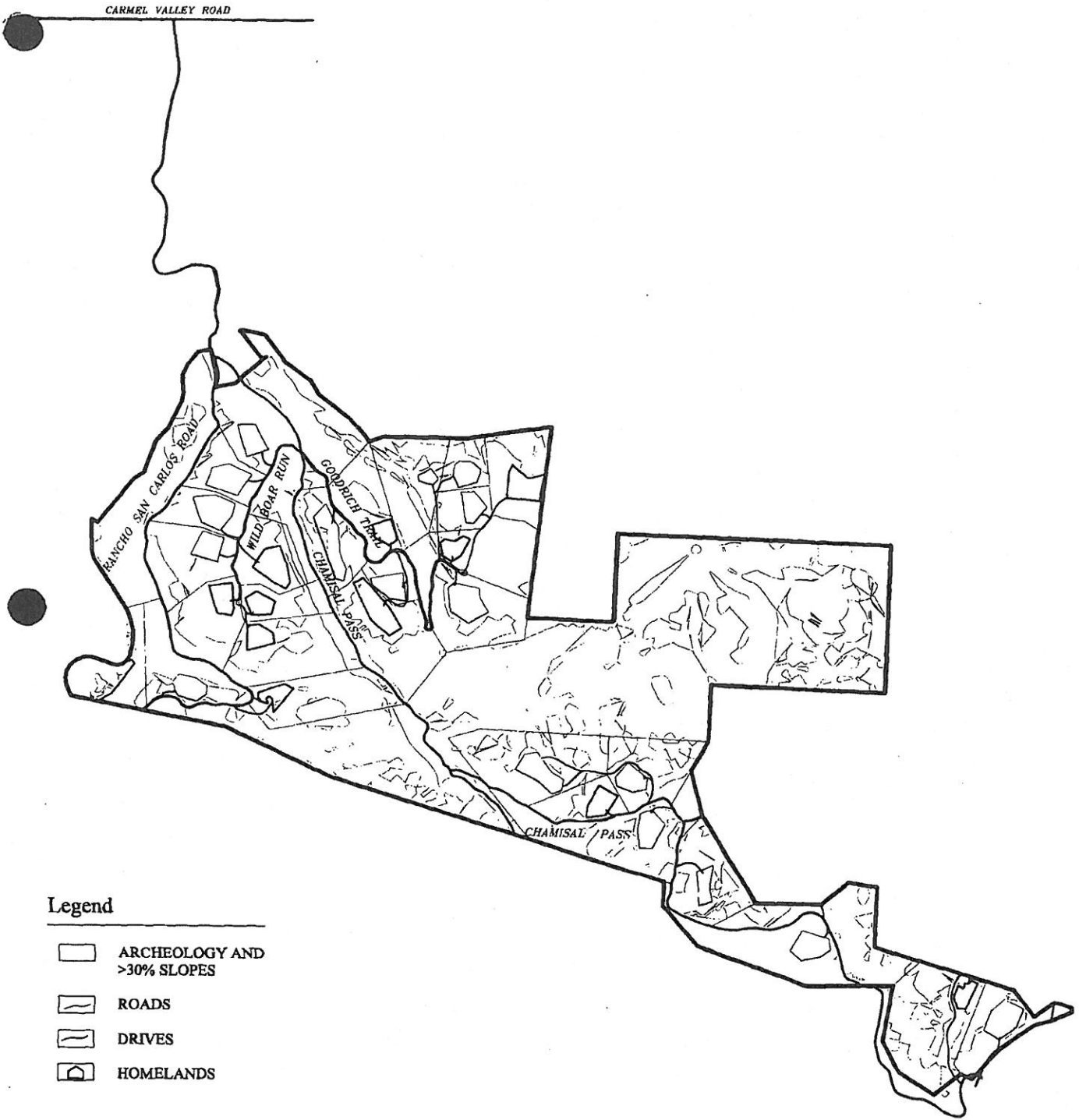
EXHIBIT A

THAT CERTAIN REAL PROPERTY SITUATE IN THE COUNTY OF MONTEREY COUNTY, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:





LOTS 1 THROUGH 29, AND PARCELS HH, II, JJ, KK, and LL AS SHOWN ON THAT CERTAIN SUBDIVISION MAP OF TRACT NO. 1443, "SANTA LUCIA PRESERVE, PHASE E", RECORDED ON JULY 13, 2005, IN VOLUME 23 OF MAPS, "CITIES AND TOWNS", AT PAGE 7, OFFICIAL RECORDS OF MONTEREY COUNTY, CALIFORNIA.

PLN010001

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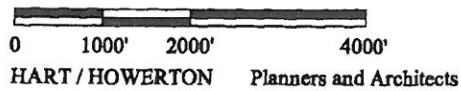


Legend

-  ARCHEOLOGY AND >30% SLOPES
-  ROADS
-  DRIVES
-  HOMELANDS

THE SANTA LUCIA PRESERVE
EXHIBIT B

PHASE E SUBDIVISION
 MARCH 2005



END OF DOCUMENT