SANTA ANGELINA RANCH



OFFERING MEMORANDUM
OCTOBER 2016

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SANTA ANGELINA RANCH



Offering Price: \$39,000,000

A World Class Lifestyle Offering

The Santa Angelina Ranch is one of the preeminent land holdings in the Sonoma and Napa County area. It is located in the Knights Valley appellation and is equidistant from Calistoga and Healdsburg. This magnificent property of nearly 8,000 acres is remarkable for its pristine natural resources, historic value and absolute privacy.

It is conveniently located in America's premier winemaking region which offers extraordinary amenities such as sophisticated world-class food and wine experiences and two Michelin 3-star restaurants. This

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region features luxury spas and resorts, acclaimed film festivals, and the annual 10-day Festival Napa Valley with its renowned international performing artists. The conveniently located Napa Valley Wine Auction is the highlight of the summer season. The Mayacama Golf Club, designed by Jack Nicklaus, is located just 20 minutes from the Ranch.

Seldom would one find such seclusion and unmarred beauty with convenient proximity to such an exceptional and exciting lifestyle offering. The property is easily accessible. From the front gate, it is approximately a 20-minute drive to either Calistoga in Napa Valley or Healdsburg in Sonoma County; a 45-minute drive to the Sonoma County airport with commercial airline service; and about one hour and forty minutes to San Francisco.

A Rare Natural Treasure

The Santa Angelina Ranch is a rare treasure of agricultural, natural and scenic land. It supports native plant communities and wildlife habitat which is representative of the California Coastal Range and the Pacific Coastal Wildlife Region. It includes riparian corridors along Briggs and Maacama Creeks with significant biotic resource areas scattered throughout which support a rich diversity of plant communities and wildlife habitats. Large portions of the Ranch provide an important open space vista to travelers on Route 128, designated a scenic corridor in the Sonoma County General Plan.

Owned by the same family since the early 1960s, the property has been primarily used for residential and recreational purposes. This unique property provides opportunities for horseback riding, hiking, swimming, hunting, as well as year-round cattle ranching with a herd that has historically ranged from 100 to 200 pairs. There is significant potential for vineyard development, with approximately 1,500 acres less than 30% slope. Improvements include multiple residential buildings, one of which dates back to the late 1800s, agricultural buildings totaling over 11,000 sq ft, a helicopter hangar, two rustic deer cabins, fences, and 30+/- miles of ranch roads. The cattle operation contributes toward operating expenses and provides for "old west-styled roundups" each winter and spring. The Ranch also raises 15-30 replacement heifers annually. This herd level provides ample feed for healthy cattle while leaving plenty of natural feed for the teaming black-tailed deer population that is at home on the Santa Angelina.

There are multiple springs and three surface ponds on the Ranch used for watering cattle and game as well as fishing and swimming. Two blue line creeks flow through the property. On the westerly boundary of the property, McDonnell Creek flows year long. Bisecting the ranch flowing from east to west is Briggs Creek which is also year round. Both creeks feed into Maacama Creek which ultimately feeds the Russian River system, and both also have native trout and support runs of steelhead.

Conservation Easement

In early 1996, the owners of the Santa Angelina Ranch entered into an agreement conveying a conservation easement to the Sonoma County Agricultural Preservation and Open Space District (SCAPOSD, or the "District") with the goal of preserving these natural resources and the property's historical values. The purpose of the conservation easement is "to preserve the agricultural, open space, natural and scenic values of the property and to prevent any use of the property, other than agricultural, residential, recreational and other permitted uses, that will significantly impair or interfere with those values."

The conservation easement recognizes two zones: Zone A and Zone B. Zone A surrounds a core of ranch buildings known as the "Ranch Compound". It consists of 644 acres located northeast of the confluence of Briggs and McDonnell Creeks. Zone B is over 7,000 acres and makes up the balance of the Ranch. Although many of the conservation easement provisions are the same in Zone A and B, the agreement is generally least restrictive in Zone A, and more restrictive in Zone B (see link to Conservation Easement for details).

The conservation easement provides development rights for many improvements beyond the existing. The agreement specifies that additional structures shall be permitted within Zone A, including two new residences with accessory structures. The agreement allows for access easements to be created throughout the Ranch (Zone A and B) to access these residences. Within Zone A, the agreement allows for a winery and an equestrian center to be constructed, after obtaining appropriate governmental approvals and permits and after prior notice to the District. Also within Zone A, the agreement specifies that an existing trap and target shooting range, and a swimming hole, can be restored and maintained.

In general, within Zone B, additional non-residential structures may be permitted provided that the Grantor obtains prior written approval from the SCAPOSD. Additional fencing, cattle feeders, water lines, wells, water systems, septic systems, roads and similar non-structural improvements may be constructed and maintained in Zone B without prior approval from the SCAPOSD. Permitted and prohibited uses and practices as outlined in the agreement establish provisions for existing and new improvements in Zone A and Zone B. (see link to the Conservation Easement for specifics)

The Santa Angelina Ranch is the backbone of the conservation ethic in this area. Immediately adjacent to the Ranch are other significant properties with similar conservation protections, providing thousands of acres of additional protected land, including the former McCord Ranch to the west and the Modini Ranch to the northwest, which are protected through conservation easements held by SCAPOSD, and the US Bureau of Land Management (BLM) properties to the north and east. Land stewardship on such an impressive scale is rare and absolutely breathtaking.



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SANTA ANGELINA RANCH OFFERING SUMMARY

APN#	Address	Acreage (Per Tax Records)	Zoning
131-140-012	Pine Flat Rd, Geyserville, 95441	880	RRD B6 200, RC50/50
132-170-015	7473 Briggs Ranch Rd, Calistoga, 94515	822.76	LEA B6 100, RC 50/50 RC100/50 RC200/50 VOH
132-180-004		1,257.38	LEA B6 100, BH RC200/50
132-190-005	12629 State Highway 128, Calistoga, 94515	183.1	RRD B6 200, RC50/50 VOH
132-190-006		121.78	RRD B6 200, RC50/50 RC200/50
132-190-007	7927 Briggs Ranch Rd, Calistoga, 94515	1,613.12	RRD B6 200, RRD B6 320, BH RC50/50 RC200/50 VOH
132-200-004		1,675	RRD B6 320, BH RC50/50 RC200/50 VOH
132-210-003		35.58	RRD B6 320, RC50/50
132-210-009		640	RRD B6 320, RC50/50 RC200/50
132-220-003		147.56	RRD B6 320 BH RC200/50
132-230-022		440.32	LEA B6 100, RRD B6 320, BH RC200/50
141-090-017		39.26	RRD B6 320, RC50/50

SANTA ANGELINA RANCH OFFERING SUMMARY CONTINUED

Main Address:

12629 State Highway 128, Calistoga, CA 94515

Total Acreage

• 7,855 +/- Acres Fee Ownership

Appellation

Knights Valley AVA

Neighborhood

- Historic Knights Valley: Click on link to article
- Located within a scenic open space corridor of 13,000 +/- acres including
 - Modini Ranch to the northwest
 - o Former McCord Ranch to the west
 - o U.S. Bureau of Land Management land to the north and east

Regional Highlights

- Food and Wine
 - Located within the Napa and Sonoma Valley world class wine making region
 - o Culinary Institute of America classes for food enthusiasts
 - o Flavor Napa Valley festival featuring America's top food and wine talent
 - o Wine Auction Napa Valley, America's most celebrated charity wine event
 - The Napa Valley Reserve, a private club for those with a passion for wine
- Sensational Spas and Resorts
 - Auberge du Soleil, Meadowood Napa Valley, Solage, Calistoga Ranch, Hotel Healdsburg, Kenwood Inn and Spa, Farmhouse Inn
 - Upcoming resorts: Four Seasons Silver Rose Resort Calistoga, Calistoga Hills Resort Calistoga
- Michelin Star Restaurants
 - o 3 Star: The Restaurant at Meadowood, The French Laundry
 - o 1 Star: Auberge du Soleil, Bouchon, Solbar, Terra, Madrona Manor, Farmhouse Inn
- Festivals and Performing Arts
 - Napa Valley Film Festival
 - Sonoma International Film Festival
 - o Festival Napa Valley, classical performing arts festival
 - Music in the Vineyards, chamber music festival
 - o Wells Fargo Center For The Arts, featuring popular artists in music and theatre
 - o Green Music Center, Sonoma State University, featuring world class performing artists
- Sports
 - Mayacama private golf club designed by Jack Nicklaus
 - NASCAR and Indy racing at Sonoma Raceway

Access

- San Francisco: 1 hour 40 minutes
- Healdsburg: 20 minutes
- Calistoga: 20 minutes
- Sonoma County Airport: 45 minutes
- · Also accessible by private helicopter

SANTA ANGELINA RANCH OFFERING SUMMARY CONTINUED

Historical and Potential Use

- Year-round cattle ranching
- Recreation: hunting, fishing, swimming, hiking, horseback riding
- Residential use
- Vineyard potential: approximately 1,500 acres less than 30% slope
- Williamson Act potential for future property tax savings
- Link to Williamson Act information

Elevation

280 to 3,040 +/- feet

Soils

Click on link to soils map

Natural Features

- · Year-round and seasonal creeks
- · Beautiful and diverse landscape
- Springs
- Stock ponds
- Wildlife: deer, wild turkey, boar, upland game birds, and others

Conservation Easement:

- The Conservation Easement partitions the Ranch into two zones: Zone A and Zone B (see maps below)
 - Zone A: 644 +/- acres
 - Zone B: 7,211 +/- acres
- The Conservation Easement also consolidates the Ranch into three parcels, two of which are wholly contained within Zone A (see maps below).
 - o Parcel 1 in Zone A: 183.10 +/- acres (westerly property boundary McDonnell Creek)
 - o Parcel 2 in Zone A: 121.78 +/- acres (easterly portion of Zone A Lower Briggs Creek)
 - o Parcel 3: Headquarters portion between Parcels 1 & 2 of Zone A plus all of Zone B
- Link to Conservation Easement document

Improvements

- Main home residence with swimming pool
- Other residences and structures as detailed in the Property Improvements table below
- 30+/- miles of ranch roads and jeep trails

Infrastructure

- Electric: PG&EGas: Propane
- Private well
- Multiple springs located in higher elevations of Zone B with above and below ground pipes leading to 2-10,000 gallon concrete storage tanks and 1- Redwood storage tank and overflow into Lake Whitney
- Wastewater: Standard septic

Additional Information

- Link to Santa Angelina Ranch Baseline Report excerpts
- See Links to Supplemental Reports section of this memorandum

SANTA ANGELINA RANCH PROPERTY IMPROVEMENTS

Improvement Description	Туре	Location
Main Ranch House	One story frame house with wrap around porches; 3,288 +/- sf	Adjacent to horse stables
Old Woodpecker House	1 ½ story wood frame house with gable roof; 1,186 +/- sf; original house constructed in 1882	Adjacent to helicopter hangar
Hen House	1 story wood frame house; 1,232 +/- sf	Adjacent to pole barn
Caretaker's House	One story cinder block house with screen porch; 1,676 +/- sf	Adjacent to Briggs Creek near Orchard
Caretaker's House Garage	Wood building with metal siding	Adjacent to caretaker's house
Mobile Home	Mobile home covered with open shed roof; 840 +/- sf	Southwest of main ranch house
Shop	Slab floor, plywood exterior	Across from old wood pecker house
Helicopter Hangar	Slab floor, plywood exterior	Adjacent to old wood pecker house
Equipment Shed	Low ceiling, dirt floor, corrugated metal roof and siding	Adjacent to shop
Horse Barn	Dirt floor, corrugated metal and siding	Adjacent to shed
Hay/Pole Barn	Pole construction with corrugated roof, open air	Between barn and Henry's house
Mom's Horse Barn	Enclosed wood frame structure	East of main ranch house
Modular Horse Barn	Partially enclosed wood frame structure	East of main ranch house
Modular Horse Shed	Open wood frame shelter	East of main ranch house
Tank House	Wood frame structure with 10,000 gallon redwood water tank	Adjacent to main ranch house
Main House Workshop	Wood frame structure with walk-in cooler	Adjacent to main ranch house
Art Room/Storage Facility	Wood frame structure with metal siding and 65 KW generator	Adjacent to main ranch house
Deer Cabins	Two wood frame structures	In Zone B near Iron Oak

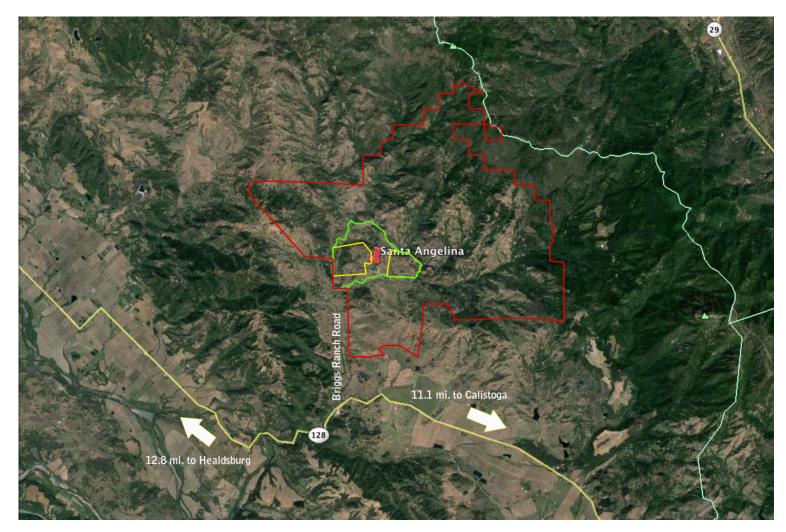
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Shooting Range	Wooden structure with open sides	Along Little Briggs Creek
Swimming Pool	In-ground, concrete pool	Adjacent to main ranch house
Pool House	Changing room, wet bar and storage	Adjacent to main ranch house
Fuel Storage with Containment and roof	Open air structure with 500 gallon and 1,000 gallon fuel tank	Adjacent to shop
Fuel Storage with Containment	Wood structure with 1,000 gallon fuel tank	Adjacent to helicopter hangar
Water Storage Tanks	2 concrete 10,000 gallon tanks	Adjacent to Lake Whitney
Pump House	Wood structure	Adjacent to helicopter hangar
Block Building	Block building with tin roof; constructed in 1882	Adjacent to old wood pecker house

The data in the table above is taken from the Santa Angelina Ranch Property Baseline Documentation Report prepared by Tom Scharffenberger, 12/19/1995 and has not been verified.



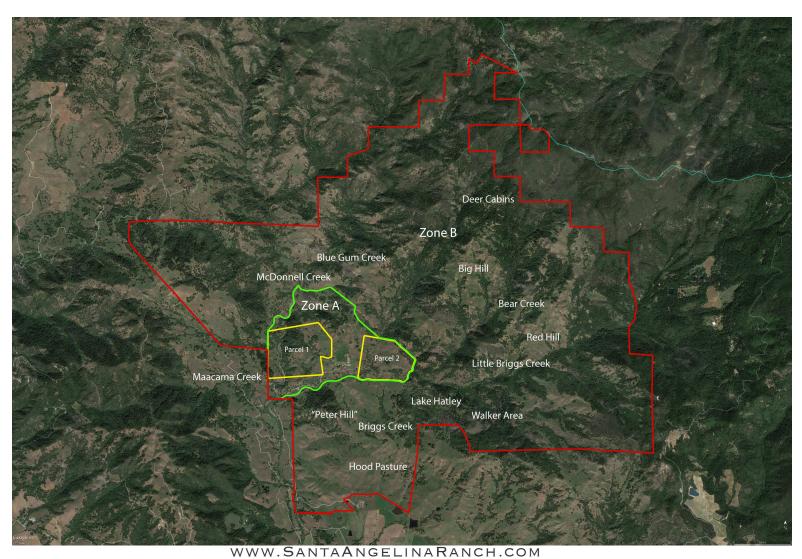
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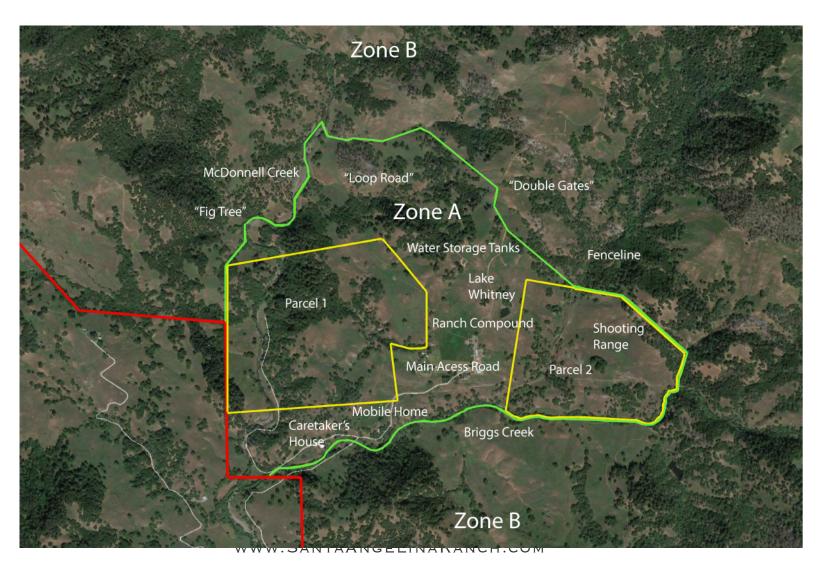
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SANTA ANGELINA RANCH RANCH AERIAL MAP



SANTA ANGELINA RANCH ZONE A MAP

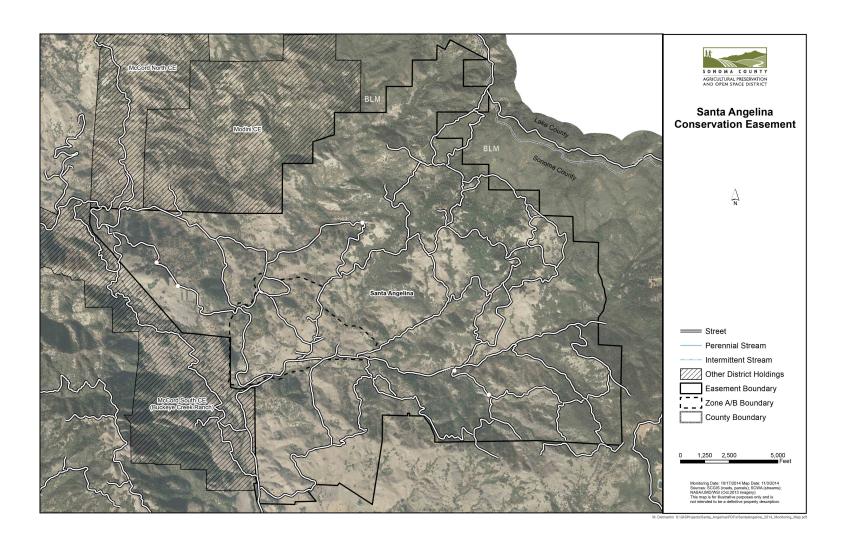


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SANTA ANGELINA RANCH RANCH COMPOUND MAP



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SANTA ANGELINA RANCH LINKS TO SUPPLEMENTAL REPORTS

Conservation Easement

Excerpts from Santa Angelina Ranch Property Baseline Documentation prepared by Tom Scharffenberger, 12/18/1995

Maps and Surveys

Preliminary Title Report and Color Coded Map

Geographic Information Systems Reports

Zoning Ordinances

Natural Hazard Disclosure Reports

Knights Valley Article

Link to Sonoma County Agricultural Preservation and Open Space District Website

Link to Sonoma County Williamson Act Information

SANTA ANGELINA RANCH exclusive representation

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