

November 14, 2014

ATTACHMENT A
Affordable Housing Project Deed

**RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:**

MAIL TAX STATEMENTS TO:

(Above Space for Recorder's Use Only)

A.P.N.: Block 8711, Lot 32
(A.P.N. Lot 227 Portion Only)

GRANT DEED

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Documentary Transfer Tax not shown
pursuant to Section 11932 of the Revenue
and Taxation Code, as amended.

FOR VALUABLE CONSIDERATION, receipt and sufficiency of which is hereby acknowledged, NAPA REDEVELOPMENT PARTNERS, a Delaware limited liability company ("Grantor"), hereby GRANTS to THE COUNTY OF NAPA, a political subdivision of the State ("Grantee"), the real property located in the County of Napa, State of California, as described in Exhibit 1 attached hereto and incorporated herein by this reference (the "Property").

This Affordable Housing Parcel Deed ("Deed") is given in accordance with the Development Agreement between Grantor and Grantee dated as of _____ and recorded on _____ in the Official Records of Napa County on _____ ("Development Agreement"), including, without limitation the Affordable Housing Plan attached as Exhibit B to the Development Agreement ("Housing Plan"). Capitalized terms used in this Deed and not otherwise defined shall have the meanings set forth in the Development Agreement and the Housing Plan.

For a continuous period of _____ years from the date of issuance of a Certificate of Occupancy for a Residential Project located on the Property, regardless of any termination of the Development Agreement (the "Term"), the Grantee shall use the Property solely in accordance with the requirements of the Development Agreement and the Housing Plan, including but not limited to compliance with the use restrictions described in the Housing Plan, as such document may be amended from time to time. Grantee covenants that the restrictions in this Deed shall be binding on Grantee and its successor and assigns for the Term, and that upon expiration of the Term, Grantee and its successors and assigns may utilize the Property without regard to the restrictions contained in the Housing Plan.

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This Grant Deed may be executed in any number of counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute a single agreement with the same effect as if both parties had signed the same counterpart. Any signature page from any counterpart of this Grant Deed, signed only by one party, may be detached from such counterpart and re-attached to any other counterpart of this Grant Deed signed only by the other party.

IN WITNESS WHEREOF, Grantor has caused this Grant Deed to be executed as of _____, 2014.

NAPA PIPE REDEVELOPMENT
PARTNERS, LLC

By _____
Name: _____
Its: _____

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ACCEPTANCE BY GRANTEE

Grantee hereby accepts this Grant Deed and agrees to be bound by the reservations and exceptions contained herein and by the covenants made by Grantee herein.

COUNTY OF NAPA, a political subdivision of the
state

By: _____

Name: _____

Its: _____

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CERTIFICATE OF ACKNOWLEDGMENT
OF NOTARY PUBLIC

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On _____, before me, _____, a Notary Public, personally appeared _____, who 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.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Notary Public
)

(Seal)

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EXHIBIT "1"

LEGAL DESCRIPTION OF PROPERTY

All that certain real property located in the County of Napa, State of California, described as follows: