

ORDINANCE NO. 1447

**AN ORDINANCE OF THE NAPA COUNTY BOARD OF SUPERVISORS,
STATE OF CALIFORNIA, APPROVING THE DEVELOPMENT
AGREEMENT BETWEEN NAPA COUNTY AND GF CARNEROS HOLDINGS, LLC,
GF CARNEROS INN, LLC, GF CARNEROS TENANT, LLC, AND
CARNEROS INN MUTUAL WATER COMPANY**

WHEREAS, to strengthen the public planning process, encourage private participation in comprehensive planning and reduce the economic risk of development, the Legislature of the State of California adopted Government Code Sections 65864-65869.5 (the “Development Agreement Statute”), authorizing municipalities to enter into development agreements in connection with the development of real property within their jurisdiction by qualified applicants with a requisite legal or equitable interest in the real property which is the subject of such development agreement; and

WHEREAS, the purpose of the Development Agreement Statute is to authorize municipalities, in their discretion, to establish certain development rights in real property for a period of years regardless of intervening changes in land use regulations; and

WHEREAS, GF Carneros Holdings, LLC, a Delaware limited liability company (the “Carneros Resort Partners”) holds legal or equitable interests in the approximately 28-acres of real property in Napa County located at 4048 Sonoma Highway, Napa, California, designated by Assessor’s Parcel Numbers (APN) 047-110-027; 047-110-028; 047-110-003; 047-400-(001-28 SFAP); and 047-100-062 (the “Property”), and is more particularly described in the legal description shown on Exhibit A and depicted on the site map shown on Exhibit B to the form of Development Agreement attached to this Ordinance as Attachment 1. It is the entity that owns GF Carneros Inn, LLC and GF Carneros Tenant, LLC and aggregates the ownership of the partners in the Carneros Resort; and

WHEREAS, GF Carneros Inn, LLC (“Landowner”) is a Delaware limited liability company that holds legal or equitable interests in and owns the Property; and

WHEREAS, GF Carneros Tenant, LLC, (the “Operator”) holds legal or equitable interests in the Property and operates the Carneros Resort and Spa (“Carneros Resort”) located on the Property; and

WHEREAS, Carneros Inn Mutual Water Company (“Mutual Water Company”) holds legal or equitable interests in the Property and is a nonprofit mutual water company created under California Corporations Code §§ 14300 *et seq.* It supplies water to the 28-acre Carneros community (“Service Area”), which consists of 24 single-family homes, 17 fractional ownership homes, and the Carneros Resort. Mutual Water Company’s shareholders are the owners of parcels within its Service Area. GF Carneros Inn, LLC, the owner of the land on which the Carneros Resort is situated, owns approximately 90% of the shares in the Mutual Water Company; and

WHEREAS, Landowner, Operator, Carneros Resort Partners and Mutual Water Company has proposed Use Permit Major Modification No. P15-00190 to modify the Carneros Resort’s existing use permits to allow: a) relocation of the main entryway and installation of a new entry structure and signage; b) installation of off-site roadway landscape improvements within Caltrans and County right-of-ways; c) replacement of the existing wood fence along Old Sonoma Road with a decorative masonry wall; d) relocation of the Boon Fly Café restaurant to The Market location and use of the existing Boon Fly Café location for storage and staff needs; e) relocation of The Market space to a smaller, existing office space in the adjacent building; f) relocation of six existing recreational vehicle spaces to the Hilltop location; g) alteration and enhancement of the existing Hilltop pool area; h) relocation of the kitchen gardens located on the

flag lot to the farm area; i) Carneros Inn Mutual Water Company's installation of a private waterline from the terminus of an existing waterline to the Property so that the City of Napa can supply water to the Carneros Inn Mutual Water Company, thereby eliminating groundwater use at the site; j) installation of two pickle ball courts; (k) use of the adjoining CL zoned parcel (APN 047-110-003) as overflow parking for the Carneros Resort; (l) abandonment of the southerly portion of the Old Sonoma Highway and re-use as kitchen gardens; and (m) conveyance to the County of one-acre of Carneros Resort land on Old Sonoma Road for use as a future fire station. The project further proposes that Landowner relocate the existing fire facility from the 0.2-acre parcel to the Old Sonoma Road location and to install a concrete pad or to dismantle and demolish the existing fire facility at its cost and expense. Regardless of the County's decision to either relocate the existing fire facility or to construct a new fire station, Landowner proposes, at its cost and expense, to provide a driveway connection from the Fire Station Site to Old Sonoma Road with a surface that shall be capable of supporting fire apparatus weighing 75,000 pounds. Landowner and Mutual Water Company propose to allow the County to connect to Mutual Water Company's waterline to serve the relocated fire facility. The County intends to eventually construct a new fire facility at the Old Sonoma Road location. The project also includes an Exception to the County Road and Street Standards to acknowledge widths of less than 22-feet for the existing private internal access drives. All of the improvements referenced herein are referred to as the "Project;" and

WHEREAS, on October 30, 2018, the Board of Supervisors approved a Term Sheet between the County and Landowner, setting forth material terms upon which the County and Landowner would negotiate and enter into a development agreement; and

WHEREAS, the County has determined that the Project is a development for which a development agreement is appropriate. The Development Agreement will eliminate uncertainty in the County's land use planning process and secure orderly development of the Project, assure progressive and timely installation of necessary improvements and mitigation appropriate to each stage of development of the Project, and otherwise achieve the goals and purposes for which the Development Agreement Statute was enacted. The County desires to provide certainty through the Development Agreement with respect to specific development criteria that will be applicable to the Property in accordance with sound planning principles. The Development Agreement, if approved, would guide development within the existing Carneros Resort development area, and define the rights and obligations of County and the Landowner, Carneros Resort Partners, Operator and Mutual Water Company; and

WHEREAS, after conducting a duly noticed public hearing in accordance with the Development Agreement Statute, the Napa County Planning Commission by a vote of 5:0, on July 17, 2019, recommended that the Board adopt the Development Agreement; and

WHEREAS, thereafter on August 20, 2019, the Board held a duly noticed public hearing on the Development Agreement pursuant to the Development Agreement Statute.

NOW, THEREFORE, the Napa County Board of Supervisors, State of California, ordains as follows:

SECTION 1. The above recitals are true and correct.

SECTION 2. The Board finds that pursuant to California Government Code Section 65867.5, the Development Agreement is consistent with the County's Zoning Ordinance and the following goals, policies, action items and objectives and programs of the County's General Plan:

Goals: AG/LU-6, CON-10, CON-11, CON-13, and E-2,

Policies: AG/LU-30, AG/LU-45, AG/LU-46, AG/LU-108, AG/LU-126.5, CON-51, CON 52, CON-53, CON-60, CON-60.5, and E-6.

SECTION 3. The Board finds that the Project approved by the Development Agreement provides substantial public benefits to persons residing or owning property outside the boundary of the Property beyond the exactions for public benefits required in the normal development review process under federal, state or local law, as described in the foregoing recitals and in the Development Agreement. The Board further finds that the Development Agreement is in compliance with Government Code Section 65867.5 and therefore may be approved.

SECTION 4. The Development Agreement substantially in the form attached hereto as Attachment 1 and incorporated herein by reference between the County and GF Carneros Inn, LLC, a Delaware limited liability company, GF Carneros Tenant, LLC, a Delaware limited liability company, GF Carneros Holdings, LLC, a Delaware limited liability company, and Carneros Inn Mutual Water Company, a California corporation doing business as Carneros Mutual Water Company, is hereby approved. The Board authorizes and directs the Chair to execute the Development Agreement, subject to any further modifications that the Executive Officer determines, in consultation with the County Counsel, are in the best interest of the County, do not materially decrease the benefits to or materially increase the obligations or liabilities of the County, and are in compliance with all applicable laws.

SECTION 5. The Project Approval or Subsequent Approval set forth in the Development Agreement shall prevail in the event of any conflict or inconsistency with the County Subdivision Code.

SECTION 6. All actions taken by County officials in preparing and submitted the Development Agreement to the Board for review and consideration are hereby ratified and confirmed, and the Board further authorizes the Executive Officer and any other appropriate officers, agents or employees of the County to take any and all steps as they or any of them

deems necessary or appropriate, in consultation with the County Counsel, in order to consummate the matters set forth in the Development Agreement.

SECTION 7. Pursuant to Government Code § 65868.5, the Clerk of the Board of Supervisors shall record with the County Recorder of the County of Napa a copy of the Development Agreement within ten (10) days after the Development Agreement is fully executed.

SECTION 8. This ordinance shall be effective thirty (30) days from and after the date of its passage.


SECTION 9. A summary of this ordinance shall be published at least once 5 days before adoption and at least once before the expiration of 15 days after its passage in the Napa Valley Register, a newspaper of general circulation published in Napa County, together with the names of members voting for and against the same.

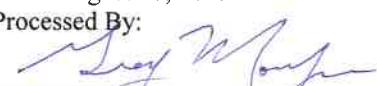
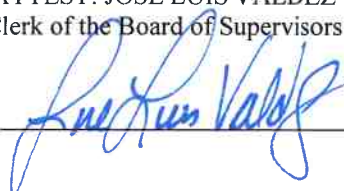
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The foregoing Ordinance was recommended for adoption and public hearing held thereon before the Napa County Planning Commission at a regular meeting of the Commission on the 17th day of July, 2019. The Planning Commission's recommendation was considered by the Board of Supervisors and this Ordinance was introduced and read at a regular meeting of the Napa County Board of Supervisors ("the Board"), State of California, held on the 20th day of August, 2019, and passed at a regular meeting of the Board held on the 27th day of August, 2019, by the following vote:

AYES:	SUPERVISORS	PEDROZA, WAGENKNECHT, DILLON, RAMOS and GREGORY
NOES:	SUPERVISORS	NONE
ABSTAIN:	SUPERVISORS	NONE
ABSENT:	SUPERVISORS	NONE

NAPA COUNTY, a political subdivision of the State of California

By: 
 RYAN GREGORY, Chair of the Board of Supervisors

<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: <u>Laura J. Anderson (e-sign)</u> Deputy County Counsel</p> <p>By: <u>Erin Cossen</u> County Code Services</p> <p>Date: 8/7/2019</p>	<p>APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS</p> <p>Date: August 27, 2019</p> <p>Processed By:  <u>Deputy Clerk of the Board</u></p>	<p>ATTEST: JOSE LUIS VALDEZ Clerk of the Board of Supervisors</p> <p>By: </p>
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I HEREBY CERTIFY THAT THE ORDINANCE ABOVE WAS POSTED IN THE OFFICE OF THE CLERK OF THE BOARD IN THE ADMINISTRATIVE BUILDING, 1195 THIRD STREET ROOM 310, NAPA, CALIFORNIA ON 8/28/2019.


 JOSE LUIS VALDEZ, CLERK OF THE BOARD

Attachment No. 1 – Development Agreement