

Exhibit B

SCOPE AND CONDITIONS OF APPROVAL

Tower Road Winery Co-op

Use Permit Modification & Variation to Standards Application № P08-00517-MOD

241 Tower Road, Assessor's Parcel № 057-110-028

1. SCOPE

This approval shall be limited to:

Use Permit Modification to allow a 13,307 square foot addition to an existing case goods wine storage facility.

Use Permit Variations to Development Standards to allow:

- 21 parking spaces where 128 are required;
- lot coverage of 56% where 50% is allowed; and
- a 20 foot east side yard setback where 65 feet is required.

The facility shall be designed in substantial conformance with the submitted site plan, landscape plan, elevation drawings, and other submittal materials, except as amended hereby, and shall comply with all requirements of the Napa County Code. It is the responsibility of the applicant to communicate the requirements of these conditions and mitigations (if any) to all designers, contractors, employees, and guests of the winery to ensure compliance is achieved. Any expansion or changes in use shall be approved in accordance with §18.124.130 of the Napa County Code and may be subject to the use permit modification process.

2. ADDITIONAL LIMITATIONS

Excepting the subletting of case goods wine storage space as approved by the facility's existing use permit, any future tenancies within the structure shall require review and approval by the Conservation, Development, and Planning Department (CDPD) prior to occupancy. The permittee shall provide the CDPD with a written profile of the proposed tenant, including name, present address, phone number, description of proposed use, number of employees, the number of parking spaces allocated, a list of any hazardous materials, and any other information deemed necessary by the CDPD. The permittee shall also provide a detailed floor plan of the entire structure identifying the location and square footage of all uses within the structure prior to any new tenancy.

The establishment of any use that would involve the storage or use of more than fifty-five gallons or five hundred pounds of hazardous, infectious wastes or any amount of extremely hazardous waste as defined in Health and Safety Code §25115, §25117,

§25117.5, and Title 22, Division 4, Articles 9 and 11 of the California Administrative Code or hazardous material as defined in Health and Safety Code §25411(c) shall be subject to written approval by the County Department of Environmental Management and subject to approval of a use permit modification by the Planning Commission prior to establishing the use

3. COLORS

Exterior finishes and colors of the building, roof, parking lot and walkways shall be subject to approval by the CDPD, prior to the issuance of a Building Permit. Highly reflective surfaces and materials are not permitted.

4. SIGNS

Prior to installation of any new signage, detailed plans for monument (ground mounted), directional and building mounted signage shall be submitted to the CDPD for administrative review. Building or ground mounted signs may be externally illuminated only. All lighting for wall or ground mounted signs shall be shielded or placed such that it does not shine directly on any adjoining properties, impact aircraft overflight, or impact vehicles on adjacent streets.

5. GATES and ENTRY STRUCTURES

Any gate installed on the site shall be reviewed by the CDPD, Public Works Department, and the American Canyon Fire Protection District to assure that it is designed to allow large vehicles to turn around if the gate is closed without backing into the public roadway and that fire suppression access is available at all times. If the gate is part of an entry structure an additional permit shall be required according to the County Code.

6. LIGHTING

All exterior lighting, including landscape lighting, shall: 1.) be shielded and directed downward; 2.) be located as low to the ground as possible; 3.) be the minimum necessary for security, safety, and operations; and 4.) incorporate the use of motion detection sensors to the greatest extent practical.

All lighting shall be shielded or placed such that it does not shine directly on any adjoining properties, impact aircraft overflight, or impact vehicles on adjacent streets.

No flood-lighting or sodium lighting of the building is permitted, including architectural highlighting and/or spotting.

Prior to issuance of a building permit, two copies of a detailed lighting plan showing the location and specifications for all lighting fixtures to be installed

_____ All lighting
shall comply with the Uniform Building Code (UBC).

7. LANDSCAPING

Prior to the issuance of a building permit, two copies of a detailed landscaping plan shall be submitted for the review and approval of the CDPD. The plan shall include additional landscape screening, including additional trees and shrubs at the rear (south) of the facility and additional shrubs and groundcover at the front (north) of the facility. The required landscape plan shall indicate plant location, quantity, species, size at planting, method of planting, underground automatic sprinkler system, and similar landscape design information. The minimum size of shrubs shall be five (5) gallon. The minimum tree size shall be fifteen (15) gallon (3/4" to 1" trunk caliper).

Plant materials shall be purchased locally when practical. The Agricultural Commissioner's office (707-253-4357) shall be notified of all impending deliveries of live plants with points of origin outside of Napa County.

The irrigation system shall utilize reclaimed water when it is made available in the vicinity.

8. PARKING, ACCESS, and TRAFFIC

Prior to the issuance of a building permit, the permittee shall submit a bicycle parking plan which meets the requirements of §18.110.040 (B) of the Zoning Code, except as may be amended hereby. Two bicycle parking spaces shall be required.

Re-occurring and scheduled vehicle trips to and from the site for employees, deliveries, and visitors will not occur during peak (4-6 PM) travel times to the maximum extent possible. All road improvements on private property required per the Department of Public Works shall be maintained in good working condition.

9. OUTDOOR STORAGE and SCREENING

No outdoor storage is permitted as part of this action. Any proposal for outdoor storage is subject to separate review and approval by CDPD.

10. COMPLIANCE WITH OTHER DEPARTMENTS and AGENCIES

The permittee shall comply with all applicable building codes, zoning standards, AIASP development standards (except as amended hereby), ALUCP standards, and the requirements of County departments and outside agencies, including but not limited to the following:

- Department of Environmental Management memo dated October 13, 2008;
- Final Department of Public Works memo;
- Building Division comments dated December 14, 2008;
- American Canyon Fire Protection District comments dated November 25, 2008;
and
- City of American Canyon will-serve letter dated December 17, 2008.

The determination as to whether or not the permittee has substantially complied with the requirements of other county departments and/or other agencies shall be determined by those departments or agencies. The inability to substantially comply with their requirements may result in the need to modify the approved use permit.

11. GRADING and SPOILS

Any grading and/or spoils generated by construction of the project facilities shall be disposed of per Department of Public Works direction.

All spoils piles shall be removed prior to occupancy.

12. NOISE

Construction noise shall be minimized to the greatest extent practical and allowable under State and local safety laws.

Construction equipment muffling and hours of operation shall be in compliance with County Code Chapter 8.16.

Equipment shall be shut down when not in use. Construction equipment shall normally be staged, loaded, and unloaded on the project site. All activities associated with this project shall be in compliance with County Code §18.40.200 (D).

13. DUST CONTROL

Water and/or dust palliatives shall be applied in sufficient quantities during grading and other ground disturbing activities on-site to minimize the amount of dust produced.

Outdoor construction activities shall not occur during windy periods.

14. ARCHEOLOGICAL FINDING

In the event that archeological artifacts or human remains are discovered during construction, work shall cease in a 50-foot radius surrounding the area of discovery. The permittee shall contact the CDPD for further guidance, which will likely include the requirement for the permittee to hire a qualified professional to analyze the artifacts encountered and to determine if additional measures are required.

If human remains are encountered during the development, all work in the vicinity must be, by law, halted, and the Napa County Coroner informed so that the Coroner can determine if an investigation of the cause of death is required, and if the remains are of Native American origin. If the remains are of Native American origin, the nearest tribal relatives as determined by the State Native American Heritage Commission would be contacted to obtain recommendations for treating or removal of such remains, including grave goods, with appropriate dignity, as required under Public Resources Code §5097.98.

15. ADDRESSING

All project site addresses shall be determined by the CDPD, and reviewed and approved by the U.S. Post Office, prior to issuance of any building permit.

The CDPD reserves the right to issue or re-issue an appropriate situs address at the time of issuance of any building permit to ensure proper identification and sequencing of numbers. For multi-tenant or multiple structure projects, this includes building permits for later building modifications or tenant improvements.

16. STORM WATER CONTROL

For any construction activity that results in disturbance of greater than one acre of total land area, permittee shall file a Notice of Intent with the California Regional Water Quality Control Board (SRWQCB) prior to any grading or construction activity.

All hazardous materials stored and used on-site that could cause water pollution (e.g. motor oil, cleaning chemicals, paints, etc.) shall be stored and used in a manner that will not cause pollution, with secondary containment provided. Such storage areas shall be regularly cleaned to remove litter and debris. Any spills shall be promptly cleaned up and appropriate authorities notified.

Parking lots shall be designed to drain through grassy swales, buffer strips, or sand filters prior to any discharge from the impervious surface into a watercourse.

If any discharge of concentrated surface waters is proposed in the any "Waters of the State," the permittee shall consult with and secure any necessary permits from the State Regional Water Quality Control Board. All trash enclosures must be covered and protected from rain, roof, and surface drainage.

17. OVERFLIGHT EASEMENT

Prior to issuance of a building permit, the permittee shall submit verification that an aircraft overflight easement has been recorded on the property that provides for the right of aircraft operation, overflight and related noises, and for the regulation of light emissions, electrical emissions, or the release of

operations.

18. MECHANICAL EQUIPMENT:

Roof mounted equipment shall be screened by a parapet wall of equal or greater height than the highest piece of roof mounted equipment or vent. Equipment may be screened by a separate roof screen that is architecturally integrated with the building where screening by a parapet wall is not feasible or is architecturally undesirable. When separate roof screens are used, roof equipment should be organized into groups such that the number of roof screens is maximized and their size and extent is minimized. The CDPD may approve exceptions for solar equipment. All screening is subject to review and approval by the CDPD. Any skylights will be subject to review and approval by the CDPD prior to the issuance of building permits.

The term "equipment" includes roof mounted equipment or vents, electrical equipment, gas meter, communication antennas, irrigation valves, storage tanks, and other mechanical equipment. The manner of screening shall be as follows: communications equipment, including microwave equipment, may remain unscreened if visually integrated with the building design through color, location, and construction.

All building mounted equipment, including but not limited to louvers, pipes, overhead doors or service doors, access ladders, downspouts, conduit, and electrical/service boxes, shall be painted consistent with the color scheme of the building.

Ground mounted equipment shall be screened by walls or landscaping to the satisfaction of the CDPD.

19. TRASH ENCLOSURES

The design of any trash enclosures shall be compatible with the architecture of the project and shall be decorative masonry or its equivalent as determined by the CDPD. Enclosures shall be reasonably accessible to employees. A minimum 8' x 10' thickened paving section shall be provided in front of each enclosure. The CDPD shall approve the design and location of each enclosure. All trash bins shall be stored within approved trash enclosures. Enclosures shall also include a separate pedestrian walk-in access.

The developer shall provide adequate, accessible, and convenient areas for the collection and loading of recyclable materials. Collection and loading areas shall be located adjacent to trash enclosures when practical and shall contain adequate area to accommodate the recyclable waste generated by the development. All recyclable materials areas shall be accessible by collection vehicles. The CDPD shall approve the design and location of each collection and loading area.

20. CRANES

Any crane used in the construction of the phases shall be lighted and have flags for improved visibility from aircraft; no crane shall exceed 80 feet in height without first obtaining the FAA's express approval.

21. INDEMNIFICATION

If not already completed, a County-standard indemnification agreement shall be signed and returned to the County within twenty days of the granting of this approval.

22. AFFORDABLE HOUSING MITIGATION

Prior to County issuance of a building permit, the applicant shall pay the Napa County Affordable Housing Trust Fund Mitigation Fee in accordance with the requirements of County Code Chapter 15.60 or as amended by the Board of Supervisors.

23. MONITORING COSTS

All staff costs associated with monitoring compliance with these conditions, previous permit conditions and project revisions shall be borne by the permittee and/or property owner. Costs associated with conditions and mitigation measures that require monitoring, including investigation of complaints, other than those costs related to investigation of complaints of non-compliance that are determined to be unfounded, shall be charged. Costs shall be as established by Board Resolution in accordance with the hourly consulting rate established at the time of the monitoring. Violations of conditions of approval or mitigations measures caused by the permittee's contractors, employees, and guests are the responsibility of the permittee.

The Planning Commission may implement an audit program if compliance deficiencies are noted. If evidence of compliance deficiencies is found to exist by the Planning Commission at some time in the future, the Planning Commission may institute the program at the applicant's expense (including requiring a deposit of funds in an amount determined by the Commission) as needed until compliance assurance is achieved. The Planning Commission may also use the data, if it is so warranted, to commence revocation hearings in accordance with section 18.124.120 of the County Code.

24. TEMPORARY and FINAL OCCUPANCY

All project improvements, including compliance with all applicable codes, conditions and requirements from all departments and agencies with jurisdiction over the project, shall be completed prior to granting of a Certificate of Final Occupancy by the County Building Official, which, upon granting, authorizes all use permit activities

to commence. The County Building Official is authorized to grant a Temporary Certificate of Occupancy to allow specified limited use of the project prior to completion of all project improvements. In special circumstances, departments and/or agencies with jurisdiction over the project are authorized as part of the Temporary Certificate of Occupancy process to require a security deposit or other financial instrument to guarantee completion of unfinished improvements.