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A Commitment to Service

Conservation Development and Planning

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Hillary Gitelman
Director

November 21, 2008

Mr. Eric Sklar
Managing Member, LLC.
Alpha Omega Winery, LLC.
P. O. Box 822
Rutherford, CA 94573

**Re: Alpha Omega Winery, LLC.
APN: 030-080-046
Variance #P08-00047 and Use Permit #P07-00869-MOD- Major**

Dear Mr. Sklar:

Please be advised that Variance #P08-00047 and Use Permit Major Modification #P07-00869-MOD Major was **APPROVED** by the Napa County Conservation, Development and Planning Commission (hereinafter the Commission) on November 19, 2008, subject to the attached final conditions of approval, Napa County departmental comments, and all applicable Napa County regulations. In approving the above application, the Commission adopted the subsequent mitigated negative declaration on file with the Conservation, Development, and Planning Department and the State Clearinghouse.

This permit becomes effective immediately unless an appeal is filed with the Napa County Board of Supervisors pursuant to Chapter 2.88 of the Napa County Code, including payment of applicable fees. You have the right to appeal the conditions of approval and you will be notified should an appeal be filed by another party.

Pursuant to Napa County Code §18.124.080, the use permit modification must be activated within two (2) years of the approval date, or it will automatically expire and become void. This letter serves as the only notice you will receive regarding the expiration date of your permit.

EXPIRATION DATE: November 19, 2010

Pursuant to Government Code §66020(d)(1), you are hereby further notified that the ninety day period in which to protest the imposition of any fees, dedications, reservations, or other exactions which may have been adopted as conditions of approval has begun.

If you have any questions regarding this letter please feel free to contact me at 707-299-1349 or via email at thornish@co.napa.ca.us.

Best Regards,

A handwritten signature in cursive script, reading "Patricia Hornisher". The signature is fluid and extends to the right with a long horizontal stroke.

Patricia Hornisher
Planner III

cc: applicant file
 chron. file
 Napa County Assessor
 Napa County Environmental Management
 Napa County Public Works
 Mr. Lester Hardy, Attorney
 Mr. Willis Blakewell

Atts (2) Adopted Conditions of Approval &
 Departmental Requirements

Exhibit B

CONDITIONS OF APPROVAL ALPHA OMEGA WINERY MODIFICATION P07-00869-MOD APN: 030-080-046

1. **SCOPE:** The use permit modification (of Use Permits: #U-118081, #U-538485, and #95037-MOD) for a two phased project shall be limited to the following:

Phase A:

- establish the size of the pre-Winery Definition Ordinance (WDO) public tasting room at 1,213 square feet located in the west half of the existing winery "SouthBuilding" as shown on Attachment "A" of the Conditions of Approval;
- authorize the use of the outdoor covered patio and garden areas by visitors and marketing events attendees for wine tasting;
- Public Tours and Tasting and Marketing: recognize **combined** Public Tours and Tasting visitors without prior appointment and Marketing Events visitors at a maximum of 400 visitors per day and a variable weekly maximum, as shown on Attachment "B" of the Conditions of Approval, not to exceed a total of 50,800 per year and 2,800 marketing visitors per year in addition (Grand Total: 53,600 visitors per year) ;
- By Appointment Only Tours and Tasting Visitors: None;
- establish a Marketing Plan to include 52 total events per year as follows: 4 / month maximum of 50 persons (200/month; 2400/year) and 4 / year maximum 100 persons (400/ year) (1 event may be designated for the Napa Valley Wine Auction.) Events will be catered using an off-site food service;
- increase parking spaces from 10 spaces to 63 auto spaces and 2 bus spaces;
- increase employees from the originally approved three full-time and no part-time employees to 19 full-time and 6 part-time with an additional 15 part-time, seasonal workers during Harvest;
- add a second work shift from 6 a.m. to 11 p.m. during Harvest season only;
- discontinue the use of the existing septic leach system and convert the existing wastewater pond to a dual domestic and process wastewater system.
- relocate the existing well;

Phase B:

- increase production from 50,000 gallons to 100,000 gallons per year;
- construct a new approximately 9,273 square foot, single story, production / barrel storage building with a new 20 foot wide roof connection adjacent to the existing 6,298 square foot, two story, winery structure for a winery totaling approximately 15,571 (interior) square feet;
- expand the dual domestic and process wastewater system to accommodate the winery production increase to 100,000 gallons*. (*Wine Production: 100,000 gallons/year – IN CONSIDERATION FOR THE NEIGHBORS AGREEMENT NOT TO OPPOSE A REVISED APPLICATION CONSISTENT WITH NEIGHBOR AGREEMENT LETTER ATTACHMENT "C", SIGNED AND DATED NOVEMBER 14TH, 2008, ALPHA OMEGA WILL AGREE NOT TO APPLY FOR ANY INCREASE IN PRODUCTION OR VISITATION PRIOR TO JULY 1, 2016.

Exhibit B

CONDITIONS OF APPROVAL ALPHA OMEGA WINERY MODIFICATION P07-00869-MOD APN: 030-080-046

The winery shall be designed in substantial conformance with the submitted site plan, elevation drawings, and other submittal materials 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 by the approved in accordance with Section 18.124.130 of the Napa County Code and may be subject to the Use Permit modification process.

2. **MARKETING:** Marketing events* shall be limited as follows:

- a. Private wine, catered food, harvest events
 - 1. Frequency: 4 times per month
 - 2. Number of persons: 50 maximum (200/month;2,400/year)
 - 3. Time of Day: 10:00 AM to 10:00 PM (event staff to leave by 11:00 PM)*
- b. Private wine, catered food, harvest events
 - 1. Frequency: 4 times per year
 - 2. Number of persons: 100 maximum (400 / year)
 - 3. Time of Day: 10:00 AM to 10:00 PM (event staff to leave by 11:00 PM)*
- c. Any one event listed above may be used as One Wine Auction event per year.

- **d. (1) Saturday Afternoon Marketing Events: Any marketing event scheduled on Saturday afternoon shall end no later than 2:00 PM. Alternatively, any marketing event shall start before 12:30 PM and end after 5:30 PM; (2) Weekend Tourist Season Between Memorial Day and Labor Day Marketing Events: Attendees at all large (150+) marketing events shall be required to arrive by bus or shuttle, for any marketing events on Friday, Saturday and Sunday afternoons between Memorial Day weekend and Labor Day weekend which either begin or end between 12:30 PM. and 5:00 PM. The winery shall provide details of the bus/shuttle route including pick-up and drop-off locations in reference to State Highway 29 to the Napa County Planning Department and the State Department of Transportation (Caltrans) District Branch Chief on a yearly basis or immediately upon any change of planned locations.

(NOTE: There are no marketing events currently allowed over 100 people as of the date of this use permit modification approval.)

* "Marketing of wine" means any activity of a winery identified in this paragraph which is conducted at the winery and is limited to members of the wine trade, persons who have pre-established business or personal relationships with the winery or its owners, or members of a particular group for which the activity is being conducted on a prearranged basis. Marketing of wine is limited to activities for the education and development of the persons or groups listed above with respect to wine which can be sold at the winery on a retail basis, and may include food service without charge except to the extent of cost

Exhibit B

CONDITIONS OF APPROVAL ALPHA OMEGA WINERY MODIFICATION P07-00869-MOD APN: 030-080-046

recovery when provided in association with such education and development, but shall not include cultural and social events unrelated to such education and development. (Ord. 1104 § 11, 1996: Ord. 947 § 9 (part), 1990: prior code § 12071). All activity, including cleanup, shall cease by 11:00 PM. and start and finish time of activities shall be scheduled to minimize vehicles arriving or leaving between 4:00 PM and 6:00 PM., or as otherwise noted with single or double asterisks above (*, **).

3. OUTDOOR ACTIVITIES:

Wine tasting shall only be permitted in the tasting room, adjacent outdoor patio area, or during and as part of approved marketing events. Other than during and as part of approved marketing events, no outside dining, picnicking, music, or outdoor activities of a similar nature shall be allowed. All outdoor events to take place on the Highway 29 side of the winery.

4. TOURS AND TASTING:

a. Public Tours and Tasting and Marketing: Public Tours and Tasting visitors without prior appointment and Marketing events shall be limited to a combined maximum of 400 visitors per day and a variable weekly maximum, as shown on Attachment "B", not to exceed a total of 50,800 per year and 2,800 marketing visitors per year in addition (Grand Total: 53,600 visitors per year);

b. By Appointment Tours and Tasting Visitors: None;

Start and finish time of public tours and tastings and marketing shall be scheduled to minimize vehicles arriving or leaving between 4:00 PM and 6:00 PM or as stated in the project revision statement, and shall be limited to those wines set forth in Napa County Code Sec. 18.16.030(G)(5)(c). A log book (or similar record) shall be maintained which documents the number of all visitors to the winery, and the dates of their visit. This record of visitors shall be made available to the Department upon request.

5. GRAPE SOURCE:

At least 75% of the grapes used to make the winery's wine shall be grown within the County of Napa. (As proposed, 94,000 gallons of the production increase to 144,000 will be subject to the 75% rule or a total of 70,500 gallons.) The original 50,000 gallons per year production level was established prior to the WDO and is not subject to 75% rule. The permittee shall keep records of annual production documenting the source of grapes to verify that 75% of the production is from Napa County grapes. The report shall recognize the Agriculture Commission's format for County of origin of grapes and juice used in the Winery Production Process. The report shall be provided to the Conservation, Development and Planning Department upon request, but shall be considered proprietary information not available to the public.

Exhibit B
CONDITIONS OF APPROVAL
ALPHA OMEGA WINERY MODIFICATION
P07-00869-MOD
APN: 030-080-046

6. SIGNS:

Prior to installation of any winery identification or directional signs, detailed plans, including elevations, materials, color, and lighting, shall be submitted to the Planning Department for administrative review and approval. Administrative review and approval is not required if signage to be installed is consistent with signage plans submitted, reviewed and approved as part of this use permit approval. All signs shall meet the design standards as set forth in Chapter 18.116 of the County Code. The project permittee shall also move winery signs to the east of the winery entrance to improve sight lines for drivers turning left from the Alpha Omega Winery driveway to Mee Lane.

7. GATES/ENTRY STRUCTURES:

Any gate installed at the winery entrance shall be reviewed by the Conservation, Development and Planning Department, Public Works Department and the Napa County Fire Department to assure that it is designed to allow large vehicles, such as motorhomes, 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. A separate entry structure permit is not required if the entry structure is consistent with entry structure plans submitted, reviewed and approved as part of this use permit approval.

8. LIGHTING:

All exterior lighting, including landscape lighting, shall be shielded and directed downward, shall be located as low to the ground as possible, and shall be the minimum necessary for security, safety, or operations and shall incorporate the use of motion detection sensors to the greatest extent practical. No flood-lighting or sodium lighting of the building is permitted, including architectural highlighting and spotting. Low-level lighting shall be utilized in parking areas as opposed to elevated high-intensity light standards. Prior to issuance of any building permit for construction of the winery, two (2) copies of a detailed lighting plan showing the location and specifications for all lighting fixtures to be installed on the property shall be submitted for Department review and approval. All lighting shall comply with Uniform Building Code (UBC).

9. LANDSCAPING/PARKING:

Two (2) copies of a detailed landscaping plan, including parking details, shall be submitted for review and approval prior to issuance of building permits. The plan shall indicate the names and locations of all plant materials to be used along with the method of maintenance. 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.

Exhibit B
CONDITIONS OF APPROVAL
ALPHA OMEGA WINERY MODIFICATION
P07-00869-MOD
APN: 030-080-046

The location of employee and visitor parking and truck loading zone areas shall be identified along with proposed circulation and traffic control signage (if any). Landscaping and parking shall be completed prior to occupancy, and shall be permanently maintained in accordance with the landscaping plan.

In addition, the following parking and delivery conditions shall be added:

- No winery related parking on Mee Lane;
- All buses to park on property;
- No buses or trucks idling at winery;
- No off-loading of Guests on Mee lane;
- Stop Sign at end of driveway at Mee Lane;
- Stripe driveway from gate to Mee Lane;
- Parking management plan:
 - a. Dedicated guest parking manager;
 - b. Dedicated production parking manager;
 - c. Proper parking signage;
 - d. Parking attendant on duty on busiest days (Friday and Saturday from May 15 through September 15);
 - e. Parking attendant on duty during busy crush days for arrival of grapes;
 - f. All deliveries in anything larger than a pickup truck, including, but not limited to, grapes, glass, barrel and equipment deliveries, will occur after 6:00am;
 - g. No idling;
 - h. All planned grape, glass, barrel and equipment delivery drivers will be informed in advance of the relevant provisions of this parking and traffic management plan;
 - i. Deliveries will be paced;
 - j. No more than 10 grape deliveries per day;

No trees greater than 6" DBH shall be removed, except for those identified on the submitted site plan. Any trees that are removed shall be replaced elsewhere on the property on a 2 for 1 basis of equivalent caliper. Replaced trees shall be identified on the landscaping plan. Trees to be retained shall be protected during construction.

Evergreen screening shall be installed between the industrial portions of the operation (e.g. tanks, crushing area, parking area, etc.) and off-site residences that can view these areas. Parking shall be limited to approved parking spaces only and shall not occur along access roads or in other locations except during harvest or approved marketing events. In no case shall parking impede emergency vehicle access or public roads. If any event is held which will exceed the available on-site parking, the applicant shall arrange for off-site parking and shuttle service to the winery.

Exhibit B

CONDITIONS OF APPROVAL ALPHA OMEGA WINERY MODIFICATION P07-00869-MOD APN: 030-080-046

10. OUTDOOR STORAGE/SCREENING/UTILITIES:

All outdoor storage of winery equipment shall be screened from the view of adjacent properties by a visual barrier consisting of fencing or dense landscaping. No item in storage is to exceed the height of the screening. Water and fuel tanks, and similar structures, shall be screened to the extent practical so as to not be visible from public roads and adjacent parcels. New utility lines required for this project that are visible from any designated scenic transportation route (see Chapter 7 of the General Plan and Chapter 18.106 of the Napa County Zoning Ordinance for designated roads) shall be placed underground or in an equivalent manner be made virtually invisible from the subject roadway.

11. RENTAL/LEASING:

No winery facilities, nor portions thereof, including but not limited to offices, kitchens, barrel storage areas, and warehousing space, shall be rented, leased, nor used by entities other than persons producing and/or storing wine at the on-site winery, except as may be specifically authorized in this use permit or pursuant to the Temporary Events Ordinance (Chapter 5.36).

12. COMPLIANCE WITH OTHER DEPARTMENTS AND AGENCIES:

The permittee shall comply with all applicable building codes, zoning standards, and requirements of County Departments and Agencies, including but not limited to:

Department of Environmental Management as stated in their memo of July 22, 2008
Department of Public Works as stated in their revised memo of July 25, 2008
Department of Public Works Traffic Division as stated in their memo of July 28, 2008
Caltrans letter dated August 19, 2008
County Fire Department as stated in their letter of July 5, 2008
Building Division as stated in their memo of February 15, 2008

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

In addition, the following compliance condition is added:

Planning Commission review after six months and again after 12 months; the schedule for any subsequent review to be determined by the Commission at its discretion.

13. GRADING AND SPOILS:

All grading and spoils generated by construction of the project facilities, including cave spoils, shall be disposed of per Public Works direction. All spoils piles shall be removed prior to occupancy.

Exhibit B
CONDITIONS OF APPROVAL
ALPHA OMEGA WINERY MODIFICATION
P07-00869-MOD
APN: 030-080-046

14. WELLS:

The permittee may be required (at the permittee's expense) to provide well monitoring data if it the Director of Environmental Management determines that water usage at the winery is affecting, or would potentially affect groundwater supplies or nearby wells. Data requested could include, but may not be limited to, water extraction volumes and static well levels. If applicant is unable to secure monitoring access to neighboring wells, onsite monitoring wells may need to be established to gage potential impacts on the groundwater resource utilized for the project proposed. Water usage shall be minimized by use of best available control technology and best water management conservation practices. In the event that changed circumstances or significant new information provide substantial evidence that the groundwater system referenced in the use permit would significantly affect the groundwater basin, the director of environmental management shall be authorized to recommend additional reasonable conditions on the permittee, or revocation of this permit, as necessary to meet the requirements of the Napa County Groundwater Ordinance and protect public health, safety, and welfare. That recommendation shall not become final unless and until the director has provided notice and the opportunity for hearing in compliance with the County Code section 13.15.070.G-K.

15. NOISE:

Construction noise shall be minimized to the maximum 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. If project terrain or access road condition require construction equipment to be staged, loaded, or unloaded off the project site (such as on a neighboring road or at the base of a hill), such activities shall only occur between the hours of 8 AM to 5 PM. Exterior winery equipment shall be enclosed or muffled and maintained so as not to create a noise disturbance in accordance with the Code. There shall be no amplified sound system or amplified music utilized outside of approved, enclosed winery buildings. All existing patio or outdoor amplified sound systems including any located in semi-enclosed patio areas shall be removed (or rendered inoperable) within 90 days of this use permit approval. At no time shall any sound level exceed 60 decibels as measured from the property line including sounds emitted during any marketing event, temporary event and/or political event. Any non-amplified, acoustical music or sound shall be located under the covered patio area only and away from Mee Lane and only during normal hours of operation from 10 a.m. to 6 p.m.

16. COLORS:

The colors used for the roof, exterior walls and built landscaping features of the winery shall be limited to earth tones that will blend the facility into the colors of the surrounding site specific vegetation and the applicant shall obtain written approval by the

Exhibit B

CONDITIONS OF APPROVAL ALPHA OMEGA WINERY MODIFICATION P07-00869-MOD APN: 030-080-046

Conservation, Development and Planning Department prior to painting the building. Highly reflective surfaces shall be prohibited.

17. 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.

18. 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 Conservation, Development and Planning Department 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 he 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 Section 5097.98.

19. TRAFFIC:

Reoccurring 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. Standard Conditions of Approval for Traffic shall comply with the Project Revision Statement and the Mitigation Monitoring and Reporting Program.

20. ADDRESSING:

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

Exhibit B

CONDITIONS OF APPROVAL ALPHA OMEGA WINERY MODIFICATION P07-00869-MOD APN: 030-080-046

21. 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.

22. INDEMNIFICATION:

An indemnification agreement, in the form attached hereto, shall be signed and returned to the County within twenty (20) days of the granting of this approval.

23. STREAM SETBACKS:

Final plans submitted for building permit issuance shall include a site plan prepared by a qualified professional showing all streams, stream setbacks, existing and proposed improvements and slopes. No new construction or earthmoving activities have been proposed or approved within established stream setbacks as part of this application unless specifically enumerated in Section 1 (Scope), above. As determined by the Director of Conservation, Development and Planning, temporary construction fencing shall be placed at the stream setback line to prevent unauthorized encroachments.

24. AFFORDABLE HOUSING MITIGATION:

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

25. PREVIOUS CONDITIONS:

The permittee shall comply with all previous conditions of approval for Use Permit #U-538485 and Modification #95037-UP and Minor Modification #P07-00330, except as modified by this action. To the extent there is a conflict between previous conditions of approval and these conditions of approval, these conditions shall control and supersede earlier ones.

Exhibit B

CONDITIONS OF APPROVAL ALPHA OMEGA WINERY MODIFICATION P07-00869-MOD APN: 030-080-046

26. MONITORING COSTS:

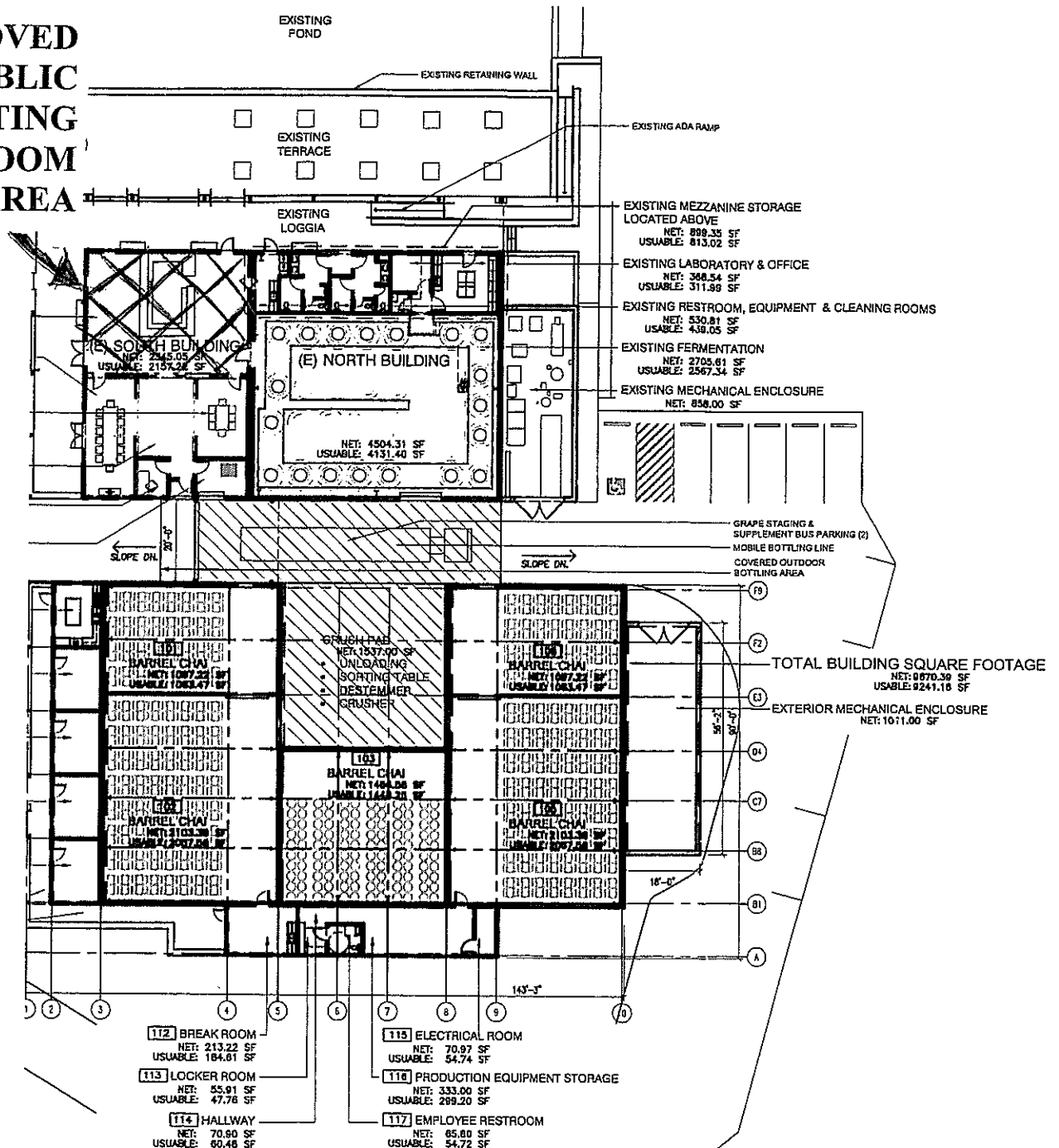
All staff costs associated with monitoring compliance with these conditions, previous permit conditions and project revisions shall be borne by the permittee and/or property owner. Costs associated with conditions and mitigation measures that require monitoring, including investigation of complaints, 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.

27. 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, such as commencement of production activities, prior to completion of all project improvements. Exceptions can be requested due to extenuating circumstances and are subject to review and approval by the County Building Official, County Fire Marshal, and the Director of Conservation, Development and Planning. 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.

**APPROVED
PUBLIC
TASTING
ROOM
AREA**



ATTACHMENT “B”

Example of Agreed Visitation Limits with Final Revision by Alpha Omega

Month	Weekly Max	For the weeks beginning on:	Number of weeks the begin in the Given Month**	Monthly Total	Final Revision Alpha Omega
JAN	400	Jan 5/12/19/26	4	1600	1600
FEB	600	Feb 2/9/16/23	4	2400	2400
MAR	800	Mar 2/9/16/23/30**	5	4000	4000
APR	800	Apr 6/13/20/27	4	3200	3200
MAY	1000	May 4/11/18/25	4	4000	4000 plus 600 on Memorial Day
JUNE	1200	June 1/8/15/22/29	5	6000	6000
JULY	1200	July 6/13/20/27	4	4800	4800 plus 400 on 4 th of July
AUG	1600	Aug 3/10/17/24/31**	5	8000	(1200 x 5) 6000
SEP	1200	Sep 7/14/21/28	4	4800	4800 plus 800 total for 2 wks
OCT	1000	Oct 5/12/19/26	4	4000	4000
NOV	1000	Nov 2/9/16/23/30**	5	5000	5000
DEC	800	Dec 7/14/21/28	4	3200	3200
TOTAL				51,000	50,800

ATTACHMENT “B”

Agreed Visitation Limits
with
Final Revision by Alpha Omega
(as stated in letter of agreement dated November 14th, 2008.)

Visitors: maximum of 400 visitors/day; for purposes of this agreement and the related use permit application, “week” shall be defined to begin on Tuesday and end on Monday; for all weeks that begin in January, a maximum of 400/week; for all weeks that begin in February, a maximum of 600/week; for all weeks that begin in March, April and December, a maximum of 800/week; for all weeks that begin in May, October and November, a maximum of 1000/week, except for the week that includes Memorial Day, for which the maximum shall be 1600; for all weeks that begin in June, July, and August, a maximum of 1200/week, except for the week that includes the Fourth of July, for which the maximum shall be 1600; for the first two weeks in September, the maximum shall be 1600/week, but for the remaining weeks of September, the maximum shall be 1200/week.

The daily and weekly maximums shall be inclusive of all temporary events; the daily (but not weekly) maximum shall apply to all marketing events.

***See also Attachment “C” for full disclosure of visitation agreement.**

ATTACHMENT "C"

LAW OFFICES OF
LESTER F. HARDY
1407 MAIN STREET, SUITE 203
POST OFFICE BOX 687
ST. HELENA, CALIFORNIA 94574
FAX: (707) 967-9604
TELEPHONE: (707) 967-9610

November 14, 2008
By email only to willis@twg.com

Willis Blakewell
1081 Mee Lane
St. Helena, CA 94574

Dear Mr. Blakewell:

A couple of clarifications: first, with respect to "special" and "temporary" events, the term of art in Napa County for those events is now "temporary event" as defined in Section 5.36.010 of the County Code. "Temporary events" require a separate permit, whereas "marketing events" are addressed in the winery use permit. I have amended the agreement in this regard only to reflect the correct terms. Second, once again, I understand that regarding the WDO considerations and the project phasing that the neighbors are expressing no position, and their agreement not to oppose should not be interpreted as affirmative support. I have added some language below to emphasize that distinction. The rest of the agreement remains unchanged.

AO APPLIED FOR:

Wine Production: 144,000 gallons wine production/year;

Visitors: maximum of 500 visitors/day; average of 1350/week, which equals a maximum of 70,200/year, inclusive of all who attend marketing events, proposed as follows:

Marketing Events: 100 total events as follows:

7/month with a maximum of 50 visitors (350/month: 4200/year);

10/year with a maximum of 100. (1000/year);

6/year with a maximum of 200 (1200/year);

Total maximum per year of 6400.

NEIGHBORS AGREE TO SUPPORT THE FOLLOWING:

Visitors: maximum of 400 visitors/day; for purposes of this agreement and the related use permit application, "week" shall be defined to begin on Tuesday and end on Monday; for all weeks that begin in January, a maximum of 400/week; for all weeks that begin in February, a maximum of 600/week; for all weeks that begin in March, April and December, a maximum of 800/week; for all weeks that begin in May, October and November, a maximum of 1000/week, except for the week that includes Memorial Day, for which the maximum shall be 1600; for all weeks that begin in June, July, and August, a maximum of 1200/week, except for the week that includes the Fourth of July, for which the maximum shall be 1600; for the first two weeks in September, the maximum shall be 1600/week, but for the remaining weeks of September, the maximum shall be 1200/week. The daily and weekly maximums shall be inclusive of all temporary events; the daily (but not weekly) maximum shall apply to all marketing events.

Marketing Events: 52 total events as follows:

4/month maximum of 50 persons (200/month; 2400/year):

4/year maximum of 100 persons (400/year):

NEIGHBORS ARE NEUTRAL AND TAKE NO POSITION WITH RESPECT TO THE FOLLOWING ITEMS WHICH THEY AGREE NOT TO OPPOSE:

Additional Changes to Proposed Conditions of Approval:

Phasing: All visitation and marketing events to be included in Phase A.

Regarding size of public tasting room and number of visitors per day without prior appointment;

Modification of the proposed sign requirement to state "at least one sign placed and sized in a manner to inform the public must legibly include wording stating "One Tasting Room Open to Public: Second Tasting Room by Prior Appointment Only."

AO AGREES TO MODIFY ITS PROJECT DESCRIPTION TO REDUCE PROPOSED INCREASE IN PRODUCTION AS FOLLOWS:

Wine Production: 100,000 gallons/year – IN CONSIDERATION FOR THE NEIGHBORS AGREEMENT NOT TO OPPOSE A REVISED APPLICATION CONSISTENT WITH THIS LETTER, AO WILL AGREE NOT TO APPLY FOR ANY INCREASE IN PRODUCTION OR VISITATION PRIOR TO JULY 1, 2016.

AND AO AGREES TO FURTHER MODIFY ITS APPLICATION AS FOLLOWS:

1. No winery related parking on Mee Lane;
2. All buses to park on property;
3. No buses or trucks idling at winery;

4. No off-loading of Guests on Mee lane.;
5. Stop Sign at end of driveway at Mee Lane;
6. Stripe driveway from gate to Mee Lane;
7. Parking management plan:
 - a. Dedicated guest parking manager;
 - b. Dedicated production parking manager;
 - c. Proper parking signage;
 - d. Parking attendant on duty on busiest days (Friday and Saturday from May 15 through September 15):
 - e. Parking attendant on duty during busy crush days for arrival of grapes;
 - f. All deliveries in anything larger than a pickup truck, including, but not limited to, grapes, glass, barrel and equipment deliveries, will occur after 6:00am:
 - g. No idling;
 - h. All planned grape, glass, barrel and equipment delivery drivers will be informed in advance of the relevant provisions of this parking and traffic management plan;
 - i. Deliveries will be paced;
 - j. No more than 10 grape deliveries per day;
8. All events to end by 10:00pm, and event staff to leave by 11:00pm;
9. No outdoor amplified music;
10. All outdoor events to take place on the Highway 29 side of the winery.
11. Planning Commission review after six months and again after 12 months; the schedule for any subsequent review to be determined by the Commission at its discretion.

Alpha Omega

By: Robin Baggett
Its: Managing Partner

Neighbors:

Willis Blakewell

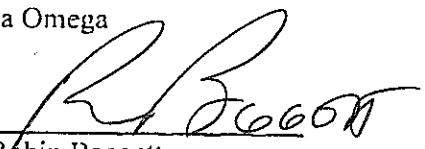
Matthew R Hooper 1687 ST. HELENA HWY 74574
Matt Hooper 11/17/08

Diane Flyr
DIANE FLYR
1691 ST. HELENA HWY S 74574
NOV 17, 2008

Samir K. George
SAMIR K. GEORGE
1685 ST. HELENA HWY S 74574
NOVEMBER 17 2008

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Alpha Omega


By: Robin Baggett
Its: Managing Partner

Neighbors:



Willis Blakewell

Matt Hooper


Margaret Watson

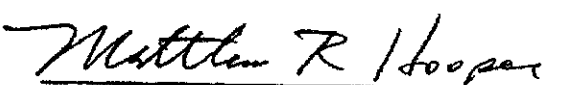
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Alpha Omega


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Its: Managing Partner

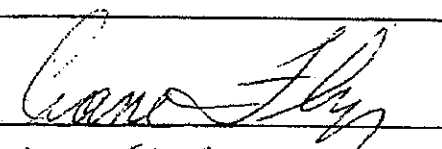
Neighbors:

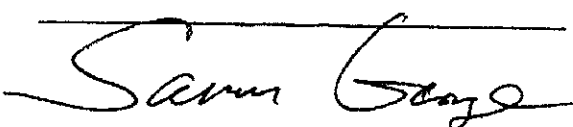
Willis Blakewell


Matt Hooper

11/17/08

1697 ST. HELENA HWY
94574


DIANE FLYR
1691 ST. HELENA HWY S 94574
NOV 17, 2008


SAMIR K. GEORGE
1685 ST. HELENA HWY S 94574
NOVEMBER 17 2008

6. Stripe driveway from gate to
7. Parking management plan:
 - a. Dedicated pickup area
 - b. Dedicated drop-off area
 - c. Proper parking spaces
 - d. Parking attendants on duty (Friday and Saturday from May 15 through September 15)
 - e. Parking attendant to be on duty on crush days for arrival of grapes;
 - f. All deliveries in any vehicle, including, but not limited to, grapes, glass, barrel and equipment deliveries will occur after 6:00am;
 - g. No idling;
 - h. All planned grape, glass, barrel and equipment delivery drivers will be informed in advance of the relevant provisions of this parking and traffic management plan;
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 - j. No more than 10 grape deliveries per day;
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Alpha Omega

By: Robin Baggen
Its: Managing Partner

Neighbors:

Willis Blahewell

Al Pepin

Mark Hooper

DAVE ZUWILWALT

Brett P. SKILLINGS