

EXHIBIT B

CONDITIONS OF APPROVAL

NAPA COUNTY PLANNING COMMISSION

**WESTCORE-AG NAPA, L.P.
TENTATIVE PARCEL MAP # P11-00477-PM
600-650 AIRPARK ROAD
NAPA, CA
APN 057-240-001**

1. SCOPE

This approval shall be limited to:

- A tentative parcel map to subdivide a \pm 6.85-acre site into two parcels of approximately 1.84 acres (Parcel 1) and 5.01 acres (Parcel 2) as indicated on plans dated May 9, 2011 prepared by Slooten Consulting, Inc.; and

This tentative parcel map shall substantially conform with the submitted tentative map and other submitted 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 to all designers, contractors, employees and guests to ensure compliance is achieved.

Any changes to the approved buildings and site improvements are not a part of this project, and are subject to subsequent review and approval, as applicable.

2. PROJECT SPECIFIC CONDITIONS

Subdivision to commercial condominium units will be subject to separate tentative parcel map application review and approval.

Subsequent construction plans for development of subdivided parcels on the proposed lots will be subject to Napa County regulations in effect at the time of development including but not limited to the Zoning Ordinance and California Building Code.

3. COUNTY SURVEYOR

The applicant shall submit a Final/Parcel Map to the Department of Public Works for review and approval by the County Surveyor. The applicant shall pay the map checking fee as established by resolution of the Napa County Board of Supervisors in effect at the time of submittal of the Final Parcel Map.

4. EASEMENTS:

Shared right-of-way access, parking, landscape, utility and drainage easements for Parcel 1 and Parcel 2 shall be recorded with the Final Map.

Reciprocal right-of-way access, parking, landscape, utility and drainage easements between APN 057-240-012 and APN 057-240-13, created with Use Permit Very Minor Modifications # P06-00169-VMM and # P06-00177-VMM, shall be updated to reflect new property lines resulting from this subdivision and recorded as part of the Final Map. A Note to the Final Map shall be added to acknowledge this reciprocal easement.

A Note to the Final Map shall be added to acknowledge that an Avigation 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 substances such as steam or smoke which could interfere with aircraft operations.

5. ADDRESSING

The CDPD Director reserves the right to issue or re-issue an appropriate situs address at the time of issuance of any future 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.

6. 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:

Napa County Sanitation District "Will Serve" letter dated December 13, 2011;
City of American Canyon Water Service "Will Serve" letter dated June 4, 2012;
Department of Public Works memo dated July 9, 2012;
Department of Environmental Management memo dated June , 2012
County Fire Marshal comments dated July 21, 2011; and
Building Division comments dated June , 2012.

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.

7. 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.

8. MONITORING COSTS

All staff costs associated with monitoring compliance with these conditions, previous permit conditions, and/or mitigation measures 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 mitigation 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 sometime 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 use permit revocation hearings in accordance with Section 18.124.120 of the Napa County Code.

9. PREVIOUS USE PERMITS:

All previous conditions of approval of both Use Permits #92305-UP, # 93023-UP, # 98033-MOD, Very Minor Modification #P06-0169-VMM, Minor Modification # P08-00329-MOD and Variance # 95650-VAR shall remain in full force and effect and shall be binding unless in conflict with or superseded with these conditions of approval.