

Exhibit B

CONDITIONS OF APPROVAL Napa 34 Commerce Center Use Permit and Variation to Development Standards Application № P09-00329-UP and Tentative Parcel Map Application № P09-00330-TPM

1. **SCOPE:** This approval shall be limited to a Use Permit to allow the following:
 - a.) The construction of an industrial park totaling approximately 490,500 square feet of new development in eight buildings, including:
 - two +/- 41,700 square foot two-story office buildings;
 - two +/- 7,600 square foot single-story office buildings with ancillary warehouse space;
 - one +/- 8,800 square foot single-story office building with ancillary warehouse space;
 - +/- 152,600 square foot, +/- 148,800 square foot, and +/- 81,600 square foot single-story warehouse/distribution buildings with ancillary office space;
 - approximately 73% percent (or +/- 356,000 square feet) of the total development floor area would be dedicated to warehousing uses, while the remaining 27% (or +/- 134,500 square feet) would be utilized as office space;
 - access would be provided from three new driveways located off of an extension of Devlin Road, located south of the existing Devlin Road/Airport Boulevard intersection, and a single right-in right-out driveway off of Airport Boulevard;
 - roadway improvements, including road construction at Devlin Road and road widening at Airport Boulevard;
 - parking for 740 vehicles is to be provided on-site, along with six loading docks;
 - approximately 3 acres of existing wetlands will be preserved and enhanced, partially as a component of proposed stormwater improvements; and
 - the project will connect to the City of American Canyon municipal water system and sewer service will be provided by the Napa Sanitation District, subsequent to annexation into the District.
 - b.) Except as they may be modified by the project revision statement or by these conditions of approval, the buildings shall be designed in substantial conformance with the submitted site plan, floor plan, elevation drawings, and other submittal materials.
 - c.) 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 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.
 - d.) All future tenancies within the structure shall require administrative review and approval by the Planning Department prior to occupancy. The permittee shall provide the Planning Department 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 Planning Department. 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.

- e.) 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 Sections 25115, 25117 and 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 Section 25411(c) shall be subject to written approval by the County Department of Environmental Management and subject to issuance of a use permit by the Planning Commission prior to establishing the use.

2. PARCEL MAP:

The Final/Parcel Map shall be in substantial compliance with the tentative parcel map consisting of eleven lots. (All lot sizes are approximate.):

- Parcel A* - 3.20 acres including Building A
- Parcel B* - 2.70 acres including Building B
- Parcel C* - 0.55 acres including Building C
- Parcel D* - 0.60 acres including Building D
- Parcel E* - 0.87 acres including Building E
- Parcel F* - 4.83 acres including Building F
- Parcel G* - 6.52 acres including Building G
- Parcel H* - 7.18 acres including Building H
- Parcel J* - 0.23 acres including a stormwater detention basin
- Parcel K* - 0.26 acres including a stormwater detention basin
- Parcel L* - 5.35 acres including preserved wetlands and buffer areas

3. COUNTY SURVEYOR:

The subdivider shall submit a Final/Parcel Map to the Department of Public Works for review and approval by the County Surveyor. The subdivider 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. CC&R'S:

Prior to recording the final map, the subdivider shall submit the final Conditions, Covenants and Restrictions (CC&R's) to the Conservation, Development and Planning Department ("CDPD") Director and County Counsel for review and approval. The CC&R's shall indicate all improvements and features to be maintained by the owners' association, and the method of maintenance and financing of those commonly owned site and building improvements and features.

5. COLORS, SIGNS, STATUARY, PUBLIC ART:

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 will not be permitted.

Neither signage, nor statuary, nor public art, including, without limitation, the "monument signage" shown at pages A01.3 – A01.5 of submitted plans, is approved hereby.

Prior to installation of any signage, a Comprehensive Sign Program shall be submitted for County review and approval. All signage shall comply with the requirements of the AIASP and the Napa County Code. Signs and similar improvements shall complement the site plan and avoid dominating the site and/or existing buildings on the site or overwhelming the building or structures to which they are attached. Multiple signs on a given site shall be of a consistent design theme. Signage akin to the oversized wine glass and barrels shown in submitted plans will not be approved.

6. GATES/ENTRY STRUCTURES:

Any gates installed at the project entrance shall be reviewed by the CDPD, Public Works Department, and the Napa County Fire Department 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.

7. 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. 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 spotting.

Prior to issuance of any building permit pursuant to this approval, two 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 Planning Division review and approval. All lighting shall comply with the California Building Code.

8. LANDSCAPING:

Two (2) copies of a detailed final landscaping plan shall be submitted for review and approval prior to issuance of building permits. The plan shall be consistent with the landscape plan submitted as a component of this application as well as the 1986 Napa Airport Industrial Area Specific Plan, including parking lot shading and landscaped berms, along the street frontage and to screen the parking lot. The required landscape plan shall indicate plant location, species, size at planting, quantity of each, 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.**

All landscaped areas and sidewalks shall be separated from parking and drive aisle areas by a minimum 6 inch raised concrete curb except where openings are needed to allow the parking lot to drain through grassy swales, buffer strips, or sand filters.

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

Prior to the issuance of a building permit and to project final, the applicant shall comply with all requirements of the County's Water Efficient Landscaping Ordinance (WELO) as may then be relevant.

9. OUTDOOR STORAGE/SCREENING/UTILITIES:

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. PARKING/ACCESS:

All parking, driveways, and internal roadways shall comply with the Napa County Road and Street standards. Two feet of required parking stall depth may overhang into non-required landscape planters and sidewalks. Standard sized parking stalls are required to have a minimum depth of 19 ft., and compact stalls may be 16 feet.

Parking based on the use of the tenant/building shall be provided in compliance with the Airport Industrial Area Specific Plan (AIASP) prior to final occupancy. Parking shall be provided in accordance with the AIASP upon any change of use and/or tenancy, subject to review and approval by the CDPD Director. The installation of certain parking areas may be deferred until such time as building tenancy requires at the sole discretion of the Planning Director. Additional landscaping shall be provided in place of any deferred parking spaces.

11. COMPLIANCE WITH OTHER DEPARTMENTS AND AGENCIES:

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

- Department of Environmental Management as stated in their memo of April 1, 2010;
- Department of Public Works as stated in their memo of April 13, 2010;
- County Fire Department as stated in their memos of August 21, 2009 and March 23, 2010;
- Building Division as stated in their final project memo;
- City of American Canyon as stated in their December 16, 2009 "will serve" letter and any and all materials associated therewith, specifically including their water supply report and marked-up preliminary utility plan; and
- Napa Sanitation District as stated in their September 1, 2009 "will serve" letter and all associated materials.

The determination as to whether or not the permittee has substantially complied with the requirements of other County Departments and other 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.

12. GRADING AND SPOILS:

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

13. 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. All activities associated with this project shall be in compliance with NCC §18.40.200 (D), for sound.

14. 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.

15. 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.

16. TRAFFIC:

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.

17. ADDRESSING:

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

18. STORM WATER CONTROL:

The permittee shall file a Notice of Intent with the California Regional Water Quality Control Board (CRWQCB) prior to any grading or construction activity and shall submit a Stormwater Pollution Prevention Plan for the review and approval of the Department of Public Works prior to the issuance of a building, grading, or any other development permit.

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.

19. AIRCRAFT OVERFLIGHT EASEMENT:

Prior to issuance of building permits, 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 substances such as steam or smoke which could interfere with aircraft operations.

In accordance with Section 17.14.265 of the Napa County Subdivision Ordinance, the final parcel map shall include the required statement providing 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.

20. 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, and when screening by a parapet wall is not feasible or is architecturally undesirable. When separate roof screens are used, roof equipment should be organized into major groups screening a smaller number of units rather than multiple areas. The CDPD Director may approve exceptions for solar equipment. All screening is subject to review and approval by the CDPD Director. Any skylights will be subject to review and approval by the CDPD Director 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, or 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 Director.

21. TRASH ENCLOSURES:

The developer shall provide one or more trash enclosures (decorative masonry or equivalent), the design of which shall be compatible with the architecture of the project. The enclosure shall be reasonably accessible to employees. A minimum 8' x 10' thickened paving section shall be provided in front of each enclosure. The CDPD Director and the Department of Environmental Management shall approve the design and location of each enclosure. All trash bins shall be stored within approved trash enclosures. The enclosure 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 Director and the Department of Environmental Management shall approve the design and location of each collection and loading area.

22. 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.

23. INDEMNIFICATION:

An indemnification agreement was signed and submitted with initial application materials.

24. 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 may be amended by the Board of Supervisors.

25. 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 resolution of the Board of Supervisors 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/or guests are the responsibility of the permittee.

The Conservation, Development, and Planning Commission may implement an audit program if compliance deficiencies are noted. If evidence of compliance deficiencies is found to exist by the Commission at some time in the future, the 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 so warranted, to commence revocation hearings in accordance with §18.124.120 of the Napa County Code.

26. TEMPORARY AND FINAL OCCUPANCY:

All project improvements, including compliance with applicable codes, conditions, and requirements of 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. Marketing and/or Tours and Tastings are not typically authorized until grant of Final Occupancy, but exceptions where extenuating circumstances exist and are subject to review and approval by the County Building Official, County Fire Marshal, and the Planning Director. 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.