

ORDINANCE NO. _____

**AN ORDINANCE OF THE NAPA COUNTY BOARD OF SUPERVISORS,
APPROVING A DEVELOPMENT PLAN SUBMITTED BY NAPA
REDEVELOPMENT PARTNERS, LLC FOR THE NAPA PIPE PROJECT**

WHEREAS, Napa Redevelopment Partners, LLC (“Landowner”) owns the 154 acre former industrial site commonly referred to as Napa Pipe at 1025 Kaiser Road in unincorporated Napa County, approximately ¼ mile west of State Highway 121 and ¼ mile north of State Highway 29 (APN’s: 046-400-030 & 046-412-005) (the “Property”); and

WHEREAS, on June 4, 2013, by Resolution No. 2013-60, the Board adopted CEQA findings, including a Statement of Overriding Considerations, mitigation measures, a Water Supply Assessment that included an evaluation of the feasibility of using City of Napa water supplies to serve the Project, and a General Plan Amendment (the "GPA"), and by Ordinance No. 1382 adopted the zoning ordinance (the "Zoning Ordinance") to add Chapter 18.66 to the Napa County Zoning Code to create the Napa Pipe Zoning District that rezoned a portion of the Property to provide for the future development of the following (the “Project”), subject to future County approval of a conforming Development Agreement, Development Plan, Design Guidelines, subdivision maps and other necessary permits and approvals:

- 700 dwelling units (or 945 with a State-required density bonus for exceeding County affordability requirements);
- A continuing care retirement center of up to 150-units with up to 225 beds (which is required under the Development Agreement and these Development Plan Conditions of Approval to have 24-hour on-site paramedic service);
- A total of 40,000 square feet of neighborhood-serving retail (25,000 sq. ft.) and restaurant uses;
- 10,000 square feet of office;
- A 150-room hotel with ancillary facilities including but not limited to meeting space, restaurant, retail, and spa;
- A 154,000 square foot Membership Warehouse Store (such as a Costco or similar commercial retail user) with a gas station;
- 34 acres of public parks, open space, wetlands, and trails;
- 10-acre potential school site;
- 15,600 square feet of various community facilities;
- City of Napa water or water from an alternate source for potable water;
- Napa Sanitation District wastewater service;
- On an approximately 75-acre portion of the Napa Pipe site located east of the railroad tracks retaining its existing I:AC zoning designation, a limitation on the amount of additional non-residential development to 165,000 gsf (which amount of development is vested but not approved under the Development Agreement as 90,000 gsf of office and 75,000 gsf of light industrial/R&D/warehouse use);
- The addition of a roundabout or signal at the intersection of Corporate Drive and Anselmo Way, the southern entrance to the site;
- Construction of open space, including a five acre "urban farm"; and

WHEREAS, Section 18.66.030 of the Zoning Ordinance provides that, except for certain specified minor uses, all development and uses within the Napa Pipe zoning districts must be in accordance with an approved development plan adopted in accordance with Section 18.66.320 thereof; and

WHEREAS, Zoning Ordinance Section 18.66.320 provides that the application and review procedures described in Chapter 18.136 (Amendment) shall apply to the approval of the development plan; and

WHEREAS, Landowner has submitted an application for a Development Plan encompassing the Project dated _____, 2014 (the "Development Plan"), a true and correct copy of which is on file with the Clerk of the Board, File No. _____, at 2741 Napa Valley Corporate Drive, Building 2, Napa, California, and also in the custody of the Napa County Department of Planning, Building & Environmental Services, at 1195 Third Street, Suite 210, Napa, California; and

WHEREAS, in accordance with Section 18.136.040, on October 4, 2014, a Notice of Public Hearing regarding the Project was published in a newspaper of general circulation in the County and mailed to interested persons within 300 feet of the Project and other parties as required by law; and

WHEREAS, on October 15, 2014, at a duly noticed public hearing, the Planning Commission considered all testimony, both oral and written, regarding the Project and recommended that the Board of Supervisors (Board) approve the Development Plan; and

WHEREAS, on [_____], 2014, the Board of Supervisors held a duly noticed public hearing and testimony was presented regarding the Development Plan and other Project approvals as recommended by the Commission, as well as certain City/County Agreements.

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

SECTION 1. RECITALS. The above recitals are true and correct and are incorporated herein by this reference.

SECTION 2. ENVIRONMENTAL. The Board has, by Resolution No. _____, adopted certain CEQA Findings, which CEQA Findings are incorporated herein by this reference, concluding that approval of the Development Plan does not involve any of the conditions of CEQA Guidelines Section 15162 that require preparation of a subsequent or supplemental EIR.

SECTION 3. GENERAL PLAN CONSISTENCY FINDINGS. The Board finds that pursuant to California Government Code Section 65860, the Development Plan 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 – 2, 3, 5, 6; CIR-1, 3; CC-8; CON-11; E-1; E-2; E-3; H-1, H-2, H-5, H-6, H-8; ROS-2, ROS-3, SAF-4, SAF-5.

Policies: AG/LU-22, 23, 24, 25, 28, 30, 31, 33, 41, 42, 52, 93, 94, 95, 115, 116, 119, 127; CIR-1, 3, 4, 26, 38; CC-36, 44, 45; E-5, 8, 11, 12, 13.5; H-2b, 2c, 2h, 4a, 4d, 4f, 4h, 4i, 4j, 4k, 6a, 6b, ; ROS-14, 22, 23, 24; SAF-23, 31, 33.

Action Items: AG/LU-94.1; and CC-45.1.

Objectives and Programs: H-2a, 2h, 4a, 4e, 6a

SECTION 4. APPROVAL OF DEVELOPMENT PLAN AND CONDITIONS OF APPROVAL. The Board hereby adopts the Development Plan findings attached hereto as Exhibit A and incorporated herein by this reference, and hereby approves the Development Plan, subject to the Conditions of Approval attached hereto as Exhibit B.

SECTION 5. EFFECTIVE DATE. This Ordinance shall be effective thirty days from and after the date of its passage.

SECTION 6. SUMMARY AND NOTICING. A summary of this ordinance shall be published at least once five (5) days before adoption and at least once before the expiration of fifteen (15) days after its passage in the Napa Valley Register, a newspaper of general circulation published in the County of Napa, together with the names of members voting for and against the same.

The foregoing Ordinance was introduced and public hearing held thereon before the Napa County Planning Commission at the meeting of the Commission on the 15th day of October, 2014, and was passed at a regular meeting of the Napa County Board of Supervisors , State of California, held on the _____ day of _____, 2014, by the following vote:

AYES:	SUPERVISORS	_____

NOES:	SUPERVISORS	_____

ABSTAIN:	SUPERVISORS	_____

ABSENT:	SUPERVISORS	_____

MARK LUCE, Chairman
Napa County Board of Supervisors

ATTEST: GLADYS I. COIL
Clerk of the Board of Supervisors

By: _____

APPROVED AS TO FORM Office of County Counsel	Approved by the Napa County Board of Supervisors
By: <u>(by e-signature)</u> County Counsel	Date: _____
By: <u>Sue Ingalls, (by e-signature)</u> County Code Services	Processed by: _____
Date: [_____]	Deputy Clerk of the Board

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 _____.

_____, DEPUTY
GLADYS I. COIL, CLERK OF THE BOARD

EXHIBIT A
FINDINGS FOR DEVELOPMENT PLAN APPROVAL BY BOARD OF SUPERVISORS

In the NP districts established under Chapter 18.66 of the County’s Zoning Code, a Development Plan must be approved for all development and uses except for the uses specified in Sections 18.66.070, 18.66.150 and 18.66.240. The Development Plan proposed by Napa Redevelopment Partners, LLC meets the requirements of Chapter 18.66 based on the following findings:

A. Development Plan Requirements (Zoning Code Section 18.66.030)

1. **Requirement.** The development plan shall ensure that adequate public facilities, including water, sewer, parks, schools, and other facilities are or will be available to serve the proposed development, without materially adversely affecting the existing public facilities serving surrounding developments. (Section 18.66.030.B):

Analysis: The Development Plan has been designed to provide sufficient area for the infrastructure necessary to provide water and sewer service to the Property. A 10-acre site has been set aside for a potential school and approximately 34 acre of publically accessible park and open space is included in the Development Plan. The Environmental Impact Report for the Project, Water Supply Assessment, and Development Plan analyzed the adequacy of proposed public facilities, and the Development Plan will ensure that no material adverse effects on existing water, sewer, parks, schools and other facilities will occur, or that any impacts are mitigated.

2. **Requirement:** The development plan shall specify the permitted uses of the property, the density or intensity of use, the maximum height and size of proposed buildings, phasing of the development, and provisions for reservation or dedication of land for public purposes.

Analysis: The Development Plan includes provisions for permitted uses, including 700 dwelling units (or 945 with a State-required density bonus for exceeding County affordability requirements) , 150 senior housing units, 15,600 square feet of various community facilities, 40,000 square feet of neighborhood services (e.g., retail and restaurant) space, a 150 unit hotel, 10,000 square feet of office space, a 154,000-square foot membership warehouse retail store and gas station, and 34 acres of public parks, open space, wetlands, and trails. The Development Plan also indicates maximum heights and sizes of buildings allowed on the Property, consistent with Zoning Ordinance provisions. A detailed phasing plan, including phasing for affordable housing, commercial uses and associated infrastructure and open space is provided. Provision is made for reservation of streets, parks, and other community facilities for public access and use, and private maintenance.

3. **Requirement:** The development plan can be used similar to a specific plan by outlining individualized development standards which provide for the planning of generally large scale projects. The development plan shall include a site plan depicting such elements as topographical features and the general location of structures, land uses, and public and private-rights-of-way.

The development plan must include sufficient information, including architectural design, size of facilities, traffic impacts, a circulation plan, and site improvements at a level of detail which allows for the thorough analysis of project impacts and compliance with county standards.

Analysis: The Development Plan includes a description of proposed land uses (as noted above), blocks depicting potential building locations and sizes, general grading scheme (re grade elevations of pads and roads), and a circulation network, including public and private rights-of-way. A companion document (the Design Guidelines) includes guidelines for architectural design. The Development Plan also incorporates required transportation improvement measures to mitigate potential traffic related impacts include physical improvements, a parking program and payments of fair share traffic impact fees. The Development Plan provides sufficient information at a level of detail to allow for the thorough analysis of Project impacts and compliance with County standards.

B. Use limitations (Zoning Code Section 18.66.040). The Development Plan is consistent with the following use limitations set forth in Section 18.66.040 of the Zoning Code:

1. **Requirement:** There shall be a maximum of seven hundred residential dwelling units within the MUR district exclusive of units allowed by density bonuses pursuant to Section 18.107.150 and State law.

Analysis: The Development Plan includes a block layout capable of providing for the construction of 700 dwelling units (or up to 945 with a State-required density bonus for exceeding County affordability requirements) within the MUR District.

2. **Requirement:** There shall be a maximum one hundred-fifty unit continuing care retirement complex within the MUR district with an average of one and one-half beds per unit, for a maximum of two hundred twenty-five beds, that provides independent living for seniors with common dining, recreational activities, housekeeping and transportation, as well as assisted care to seniors with mental and physical limitations.

Analysis: The block layout noted above includes a designated block within the MUR District for a continuing care retirement center with up to 150 units, with a maximum of 225 beds.

3. **Requirement:** There shall be a maximum of forty thousand square feet of gross floor area for all neighborhood services uses, as defined in subsection (E) of Section 18.66.080, within the MUR District.

Analysis: The Development Plan includes four blocks centered around the dry dock area within the MUR District for mixed use buildings that could accommodate 40,000 sq. ft. of neighborhood services uses on the ground floor (25,000 sq. ft. of retail and 15,000 sq. ft. of restaurant uses) with residential units above.

4. **Requirement:** There shall be a maximum of ten thousand square feet of gross floor area for office uses, as defined in subsection (B) of Section 18.66.160, as the primary use within the IBP-W District.

Analysis: The Development Plan designates blocks for 10,000 sq. ft. of office uses within the IBP-W District, in the southern portion of the Property, west of the railroad tracks.

5. **Requirement:** There shall be a maximum of one hotel with a maximum of one hundred-fifty rooms within the IBP-W district, with accessory uses for guests and the general public, including such facilities as meeting rooms, spa and fitness center, provided that the entirety of the use shall not exceed the one hundred person per acre average intensity specified in the Airport Land Use Compatibility Plan.

Analysis: Adjoining the blocks designated for office uses noted above is a block within the IBP-W district designated for a maximum 150 room hotel including the potential amenities identified in #5, above. Pursuant to the Development Plan, the entirety of the use will not exceed an average intensity of 100 person per acre.

6. **Requirement:** There shall be a maximum of fifteen thousand six hundred square feet of community facilities within the MUR or IBP-W districts which may include: transit center, interpretive nature center, boat house, café/visitor pavilion, child care center, and drydock theatre.

Analysis: The Development Plan includes provisions for approximately 15,600 square feet of community facilities including: refurbishment of existing overhead cranes that will be integrated into the street-scape; construction in the dry-dock area of small boat harbors, a boathouse, swimming pool, and a sunken outdoor event space; refurbishment of an existing gantry crane as an outdoor movie screen adjacent to the sunken event space; if demand requires, construction of a neighborhood-serving day care facility of approximately 3,600 gross square feet of indoor space and 4,500 gross square feet of outdoor space integrated into the center of the neighborhood; construction of a transit center kiosk; construction of a large, open plaza in the vicinity of the boathouse and dry docks; and, provision of an approximately 1,000 gross square foot community facilities space in one of the residential buildings.

7. **Requirement:** There shall be a maximum of one hundred fifty-four thousand square feet of General Wholesale Sales Commercial Activities as defined in subsection (A) of Section 18.66.250 within the IBP district.

Analysis: The Development Plan designates approximately 17.5 acres within the IBP District on the east side of the railroad tracks for an up to 154,000-square foot membership warehouse store use (such as a Costco) with gasoline sales.

8. **Requirement:** Temporary events and uses may be conducted pursuant to Chapter 5.36 and shall not conflict with Chapter 18.80 or with the Napa County Airport Land Use Compatibility Plan.

Analysis: Nothing within the Development Plan would prevent temporary events conducted on the Property in compliance with County regulations and the Napa County Airport Land Use Compatibility Plan.

9. **Requirement:** Interim uses and floor area intended to remain in place for five years or less are subject to separate review and approval by the zoning administrator.

Analysis: The Development Plan would not preclude interim use of the Property.

EXHIBIT B
CONDITIONS OF APPROVAL

NAPA COUNTY PLANNING, BUILDING & ENVIRONMENTAL SERVICES
DEPARTMENT - PLANNING COMMISSION

Napa Pipe Project

1025 Kaiser Road, APN's: 046-400-030 & 046-412-005

Unless separately defined herein, defined terms shall have the meaning provided in the Development Agreement for the Napa Pipe Project approved concurrently herewith.

1. SCOPE:

- A. Approval of a Development Plan and Tentative Map associated with the development of the Napa Pipe Project described as follows:
1. 700 dwelling units (or up to 945 units with a State-required density bonus) of which approximately 20% would be deed restricted, as described in the Development Agreement, Exhibit B (Affordable Housing Plan), as affordable to moderate, low- and very-low income households;
 2. a continuing care retirement center of up to 150-units with up to 225 beds, with 24-hour on-site paramedic service;
 3. a total of 40,000 square feet of neighborhood serving retail (25,000 sq. ft.) and restaurant) (15,000 sq. ft.) uses;
 4. 10,000 square feet of office;
 5. a 150-room hotel with ancillary facilities including but not limited to meeting space, restaurant, retail, and spa,
 6. a 154,000 square foot Membership Warehouse Store (such as a Costco) with a gas station;
 7. publicly accessible and privately-maintained parks and open space;
 8. community facilities (see 2.D and 2.E, below)/community farm;
 9. publicly accessible and privately-maintained roads; and
 10. infrastructure.

- B. A Tentative Map (or Master Map) subdividing the site into 70 blocks/lots. Final Maps may be phased.
- C. Development within Blocks A, B and G is not within the scope of the Development Plan or Tentative Map of the above described Napa Pipe Project, other than site remediation and grading, and remains subject to the existing I:AC zoning. Blocks A, and G are further limited by the General Plan to no more than 165,000 gross square feet (“gsf”) of development of enclosed non-residential use (for a total of 319,000 gsf on the eastern parcel including the Membership Warehouse Store). The Development Agreement vests development rights within this 165,000 gsf to 90,000 gsf of office and 75,000 gsf of light industrial, R&D and warehouse uses, but provides that development shall be subject to subject to all applicable laws and regulations that are in effect at the time of issuance of applicable building permits.
- D. Site remediation of the entire Property pursuant to an approved Remedial Action Plan.
- E. All plans for development within the Napa Pipe Project submitted for building permits shall substantially conform to the Napa Pipe Zoning District Ordinance, Development Agreement, Development Plan, Design Guidelines and these Conditions of Approval.
- F. Subject to Section 8.4 of the Development Agreement, all construction and use of the Napa Pipe Project shall comply with all applicable standards, codes, regulations, and standards of the California Building Code, the California Fire Code and any local amendments to said codes at the time of building permit issuance.
- G. Any new or change of type or nature of use from those described within the Development Agreement and Development Plan within the non-residential structures shall require administrative review and approval by the Planning Division prior to occupancy. The permittee shall, where applicable, provide the Planning Division with a written profile of the proposed tenant, including name, description of proposed use, employees, a list of any hazardous materials, and any other information deemed necessary by the Planning Division.
- H. Notice of Project Restrictions. The property owner shall record a Notice of Project Restrictions in the official records of Napa County and provide proof of such recordation to the County prior to issuance of any County permit, allowed use of the Property, or Final Map, as applicable. The Notice of Project Restrictions shall provide a description of the subject property, shall include a true and correct copy of these Conditions of Approval, and be signed and notarized by each property owner of record and shall state the following:

This Notice of Project Restrictions is for informing interested persons of the fact that development approvals have been given by Napa County regarding the herein described property and that such approvals are conditioned upon compliance with certain restrictions that run with the land and are binding upon subsequent owners of the property. A true and correct copy of the applicable Conditions of Approval is

attached hereto. More information about the restrictions applicable to this property and the development approvals can be obtained from the Napa County Planning, Building & Environmental Services Department, at 1195 Third Street, Suite 210, Napa, California.

2. **PROJECT SPECIFIC CONDITIONS**

Should any of the Project Specific Conditions below conflict with any of the other, standard conditions included in this document, the Project Specific Conditions shall supersede and control.

A. Mitigation Measures

The permittee shall comply with all mitigation measures identified in the Mitigation Monitoring and Reporting Program attached to the Development Agreement as Exhibit E and with the Napa Pipe Intersection Improvement Plan attached to the Development Agreement as Exhibit C that more specifically describes the mitigation measures required with respect to traffic improvements and fair share payments.

B. Subsequent Approvals

1. Applications for Subsequent Approvals, including applications for new development that require review and approval for consistency with the Development Plan and Design Guidelines shall be processed in accordance with the Plan Review and Approval Procedures attached to the Development Agreement as Exhibit F, and the Subdivision Procedures in Exhibit I to the Development Agreement, incorporated herein. To the extent that there is an inconsistency between the applicable Subdivision Code and the Subdivision Procedures attached as Exhibit I, the Subdivision Procedures shall control.
2. In the processing of Subsequent Approvals, the Local Agency may retain a third party permit review consultant having experience and ability to review the application. Landowner shall pay all applicable Processing Fees and reimburse the Local Agency issuing the applicable Subsequent Approval for the Local Agency's actual costs incurred in the permit review and inspection process including, but without duplication of reviews or costs, by any third-party consultant, consistent with Section 18.2 of the Development Agreement.

C. Final Map(s)

1. No building permits shall be issued for development until approval of a Final Map for the applicable Block in accordance with the Subdivision Procedures attached as Exhibit I of the Development Agreement. The permittee may submit multiple Final Maps in accordance with the Subdivision Map Act and the applicable local Subdivision Code.
2. The permittee shall provide the reviewing agency with a draft of the applicable Covenants, Conditions & Restrictions (CC&Rs) to be recorded against the applicable property that is the subject of the Final Map in accordance with the requirements of Section 16 of the Development Agreement. The CC&Rs shall include a mechanism to provide for the maintenance of all private improvements including but not limited to

- private Project Infrastructure facilities, wetland restoration, public trails, parks and open space, the community farm, community buildings and structures, and improvements in the dry dock area.
3. Individual Final Maps shall be processed in accordance with the California Subdivision Map Act and the applicable Local Agency's Subdivision Code as modified by the procedures and provisions set forth in the Development Agreement and Exhibit I attached to the Development Agreement.
 4. In connection with each Final Map that requires construction of water and/or waste-water facilities, the permittee shall provide an offer of dedication of:
 - a. the City of Napa water service facilities components of Project Infrastructure and associated easements or other rights for access and maintenance to the City.
 - b. the waste-water facilities components of Project Infrastructure and associated easements or other rights for access and maintenance to the Napa Sanitation District.
 - c. Such service providers, or Local Agency, as applicable, shall not be required to accept such offers of dedication unless and until the Project Infrastructure at issue has been constructed in accordance with the approved Improvement Plans, and to the reasonable satisfaction of the Local Agency's Director of Public Works and such service providers, as applicable.
 5. Phasing of Project Infrastructure and private development is subject to the Phasing Plan attached to the Development Agreement (Exhibit D) and as specifically identified through the Subdivision Procedures set forth in Exhibit I of the Development Agreement.
 6. Each Final Map and associated improvement plans shall include landscape and irrigation plans for any parks or open space within the boundaries of the Final Map.

D. Community Facilities

The permittee shall construct/provide approximately 15,600 square feet of community facilities including: refurbishment of existing overhead cranes that will be integrated into the street-scape; construction in the dry-dock area of small boat harbors, a boathouse, swimming pool, and a sunken outdoor event space; refurbishment of an existing gantry crane as an outdoor movie screen adjacent to the sunken event space; if demand requires, construction of a neighborhood-serving day care facility of approximately 3,600 gross square feet of indoor space and 4,500 gross square feet of outdoor space integrated into the center of the neighborhood; construction of a transit center kiosk; and construction of a large, open plaza in the vicinity of the boathouse and dry docks.

E. Community Facilities Space

The permittee shall provide an approximately 1,000 gross square foot "warm shell" space for community facilities within a building project on Block 21 on Kaiser Road. The "warm shell" improvements shall be subject to the approval of the Local Agency's Planning Director, but shall include at a minimum such improvements appropriate to allow occupancy (including a finished interior, a heating and cooling (HVAC) system, ceilings, plumbing, available restrooms, and interior lighting), subject only to tenant

improvements. The Community Facilities Space shall be operated and maintained by the Responsible Owners Association or a successor Owners Association (as those terms are defined in Section 16 of the Development Agreement) and may include, without limitation, a community space that can accommodate a variety of uses, such as public meeting space, rentable space for private events, child-care facilities, environmental or historical education, and various recreational events, or may serve City emergency service providers (such as a police substation or communications center).

F. Parking

Adequate parking spaces for residential and non-residential uses shall be provided in accordance with the Development Plan, throughout all development phases. Phasing of the Napa Pipe Project shall progress in a manner that will ensure that adequate parking is provided for the entire Napa Pipe Project at all phases of development.

Prior to the commencement of Phase 3 (and prior to the commencement of each subsequent phase), a parking audit/study shall be prepared by a qualified professional approved by the Local Agency, and paid for by the permittee, to estimate parking demand for the Napa Pipe Project in aggregate. The audit/study will include, at a minimum, the following scope of work:

1. Determine the efficacy of the existing parking plan, including but not limited to parking supply, parking demand, proximity of parking to land uses, and suitability of guest parking. For example, prior to Phase 3, it would estimate total parking demand across Phases 1, 2 and 3, incorporating any opportunities to share parking between the Phases as well as sharing of parking within Phase 3 alone.
2. Identify ways to improve the overall efficacy of the parking plan, and if necessary, make recommendations for the Local Agency to modify or add new parking standards.
3. After full absorption/lease-up of each Phase, a physical count of parked vehicles (occupancy count) shall be conducted during the peak period (peak periods in case there are Phases that do not share peaks with one another), as identified in the shared parking analysis. The count would be compared with the all-Phases demand estimate. Any surpluses or shortages would be addressed in the parking demand estimate for the subsequent Phase.
4. In case there are parking areas that are not visible during the occupancy count (such as garages that are not accessible), an assumption that is agreed-upon between the County and permittee would be made about the occupancy. The latest version of the Urban Land Institute's *Shared Parking* may be used to inform this assumption.

G. Floodgates

The permittee shall construct the floodgates in accordance with the Development Plan and supporting reports submitted to the Napa County Flood and Water Conservation District (the "Flood District"), subject to obtaining all necessary regulatory approvals, including without limitation, approval by the Public Utilities Commission and the

Director of Public Works of the County, and the Flood District. Without limiting the foregoing, it is anticipated that Flood District approval will require Flood District review and approval over the planning, design and construction of the floodgates and an obligation for permittee (and upon transfer, the Responsible Owners Association described in the Development Agreement, Section 16) to reimburse the Flood District for operation and maintenance costs and for costs incurred in connection with the review, approval and oversight of the floodgate planning, design and construction. The Flood District shall accept the dedication of the floodgates and associated real property interests prior to the issuance of the first residential building permit on the Property, and further require the Landowner and thereafter the successor Responsible Owners' Association to pay the Flood District for the costs of maintaining and operating the floodgates in perpetuity, which obligation shall be included in the CC&R's recorded against the Property.

H. Paramedic Services

1. Any continuing care retirement center (CCRC) facility developed on the Napa Pipe Project site shall, at no cost to the Local Agencies, contract with or hire the state licensed provider(s) of advanced life support paramedic services, i.e., Emergency Medical Technician-Paramedics ("EMT-Ps") as defined in the California Code of Regulations Section 1797.84 ("Paramedic Services Provider") that is then either currently the Paramedic Services Provider to the City, or such other qualified service provider or Paramedic Services Provider as is reasonably approved by the City. The CCRC shall demonstrate that it is supported, via contract services or employment contracts, by an on-site Paramedic Service Provider(s), including all equipment and facilities, necessary to provide such services during a 911 emergency on the CCRC site, and that the on-site Paramedic Services Provider is located on-site twenty-four (24) hours per day, seven (7) days per week for the duration of the CCRC use. Any such contract(s) shall include annual reporting, as may be required by the City Fire Department, to demonstrate compliance with these requirements. The foregoing requirements are hereby documented as a condition of approval to the Development Plan and shall be included in a Notice of Special Restrictions to be recorded against the CCRC parcel as a condition of approval of the certificate of occupancy for the CCRC parcel.
2. If the CCRC operates as a not for profit entity that does not pay property tax, the City, after annexation of the CCRC parcel may impose a per bed fee to provide City with the same property tax revenues City would otherwise receive.

1. Grading/Access

1. Prior to construction the permittee shall grade Assessor's Parcel Numbers (APN) 046-412-005 and 046-400-030, and fill all of APN 046-412-005 and a portion of APN 046-400-030 (+/- 16 acres) to a typical minimum elevation of 12 feet NGVD29 (National Geodetic Vertical Datum of 1929).
2. All access roads on Assessor's Parcel Number 046-400-030 that are shown on the Development Plan including the bridge to Anselmo Court and Anselmo

Court/Corporate Drive improvements shall also be at a minimum elevation of 12 feet NGVD29.

3. Prior to construction on APN 046-412-005 the permittee shall obtain any necessary Public Utilities Commission approvals to construct three at grade railroad crossings with floodgates for use in flood events, and approval by the Director of Public Works of a mechanism to provide for flood gate implementation.
4. The permittee shall provide documentation to the satisfaction of the PBES Director from the Napa County Mosquito Abatement District that adequate access is provided to the site for vehicular access associated with District abatement activities, and the establishment of a funding mechanism sufficient to cover on-site vector control and necessary District abatement activities.
5. Construction of on-site roadways as shown on the Development Plan may be phased to the satisfaction of the Department of Public Works consistent with the Phasing Plan.
6. Construction of an at-grade trail from the existing trail's current terminus on Anselmo Drive through the Napa Pipe Project site to Kennedy Park shall be completed as part of Phase 1. A temporary trail may be constructed until such time that the permanent trail is constructed. The trail shall have a minimum width of 10-feet.

J. Water/Sewer Services

1. As a condition to the effectiveness of County's approval of the Development Plan and the issuance of any building, grading or other permits to allow construction of the project described in the Development Plan, permittee will provide the Planning Director with a "will serve" approval from the City of Napa or an alternate source for the provision of water, and evidence that ground water will not be used.
2. As a condition to the effectiveness of County's approval of the Development Plan and the issuance of any building, grading or other permits to allow construction of the project described in the development plan, permittee will provide the Planning Director with "will serve" approval from the Napa Sanitation District for the provision of sanitary sewer.

K. Fees and Exactions

1. Permittee shall comply with the County's Non-Residential Affordable Housing Impact Fee (Napa County Zoning Code, Chapter 18.07) as provided in the Affordable Housing Plan, Exhibit B to the Development Agreement.
2. Permittee shall pay the in-lieu Napa County Non-Residential Affordable Housing Mitigation Fee for the CCRC units in an amount determined in accordance with Napa County Zoning Code Section 18.107.090 in effect as of the applicable payment date. For purposes of calculating the in-lieu fee applicable to the CCRC units, the gross square foot of residential floor area shall include only the gross square footage of rooms that are designed or used for living by one or more occupants and that contain a sleeping unit, as defined by the California Building Code, whether or not the unit contains provisions for sanitation or kitchen facilities, and shall not include common areas.

3. From and after the Sphere of Influence (SOI) Effective Date, until the date that a particular portion of the Property annexes to the City of Napa, the permittee shall, in connection with the applicable Subsequent Approval for development of such portion of the Property, provide evidence of payment to the City (or other evidence of satisfaction) of each applicable Existing City Exaction as they are defined in Exhibit G to the Development Agreement as provided in the Development Agreement (e.g., at time of issuance of building permit or certificate of occupancy) and that would normally be collected by City for such Subsequent Approval if the applicable portion of the Property were in City jurisdiction.
 4. Permittee shall comply with the City's Public Art Ordinance as required under the Development Agreement.
 5. Permittee shall comply with all affordable housing requirements as more particularly set forth in the Affordable Housing Plan attached as Exhibit B to the Development Agreement.
- L. During all construction activities the permittee shall comply with the Bay Area Air Quality Management District Basic Construction Mitigation Measures as provided in Table 8-1, May 2011 Updated CEQA Guidelines as follows:
1. All exposed surfaces (e.g. parking areas, staging areas, soil piles, grading areas, and unpaved access (road) shall be watered two times per day.
 2. All haul trucks transporting soil, sand, or other loose material off-site shall be covered.
 3. All visible mud or dirt tracked out onto adjacent public roads shall be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited.
 4. All vehicle speeds on unpaved roads shall be limited to 15 mph.
 5. All roadways, driveways, and sidewalks to be paved shall be completed as soon as possible. Building pads shall be laid as soon as possible after grading unless seeding or soil binders are used.
 6. Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to 5 minutes (as required by the California airborne toxics control measure Title 13, Section 2485 of California Code of Regulations [CCR]). Clear signage shall be provided for construction workers at all access points.
 7. All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified visible emissions evaluator.
 8. Post a publicly visible sign with the telephone number and person to contact at the lead agency regarding dust complaints. This person shall respond and take corrective action within 48 hours. The Air District's phone number shall also be visible to ensure compliance with applicable regulations.

(Source: Bay Area Air Quality Management District CEQA Guidelines Updated May 2011 Table 8-1 Basic Construction Mitigation Measures)

5. COMPLIANCE WITH OTHER DEPARTMENTS AND AGENCIES

Project conditions of approval include all of the following County, Divisions, Departments and Agency(ies) requirements. Except as may be otherwise provided in the Development Agreement, the permittee shall comply with all applicable building codes, zoning standards, and requirements of County Divisions, Departments and Agencies at the time of submittal and may be subject to change. Without limiting the force of those other requirements which may be applicable, the following are incorporated by reference as enumerated herein:

- A. Engineering Services Division as stated in their Memorandum dated October 8, 2014.
- B. Environmental Health Division as stated in their Memorandum dated October 8, 2014
- C. Napa Sanitation District as stated in their comment letter dated September 20, 2013.
- D. City of Napa Police Department as stated in their comment letter dated March 4, 2014.
- E. City of Napa Water Division as stated in their comment letter dated May 28, 2014.

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

6. SIGNS

Prior to installation of any signage, detailed plans for monument (ground mounted), directional and building mounted signage shall be submitted to the Local Agency's Planning, Building and Environmental Services Department for administrative review and approval. All signage shall be consistent with the approved Design Guidelines or Development Plan. 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.

7. LIGHTING

All exterior lighting, including landscape lighting, shall be shielded and directed downward, shall be located as low to the ground as possible, 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. Low-level lighting shall be utilized in parking areas as opposed to elevated high-intensity light standards. 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 and irrigation plan, including parking details where applicable, shall be submitted with the Building Permit application package for the Planning Division's review and approval prior to the issuance of any building permit associated with this approval. The plan shall be in compliance with and prepared pursuant to the County's Water Efficient Landscape Ordinance (WELo). 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 irrigation system shall utilize reclaimed water when it is made available in the vicinity.

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.

On-site landscaping shall be completed prior to final occupancy, or as otherwise provided in the Phasing Plan, and shall be permanently maintained in accordance with the landscaping plan.

9. PARKING/ACCESS/TRAFFIC

All parking, driveways, and internal roadways shall be provided in accordance with the Development Plan. 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 width of 9 ft. and minimum depth of 19 ft., and the depth of compact stalls may be 16 ft. A maximum of 35% of the parking stalls may be compact.

10. OUTDOOR STORAGE/SCREENING/UTILITIES

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

New utility lines required for this project that are visible from any designated scenic transportation route (see Community Character Element of the General Plan and Chapter 18.106 of the Napa County Code) shall be placed underground or in an equivalent manner be made virtually invisible from the subject roadway.

11. MECHANICAL EQUIPMENT

A. 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 Planning, Building and Environmental Services Department Director may approve exceptions for solar equipment. All screening is subject to review and approval by the Director. Any

skylights will be subject to review and approval by the 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.

- B. Ground mounted equipment shall be screened by walls or landscaping to the satisfaction of the Planning, Building and Environmental Services Director.

12. TRASH ENCLOSURES

- A. The developer shall provide one or more trash enclosures (decorative masonry or equivalent) where required by the Development Plan or Design Guidelines, 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 PBES Director 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.
- B. 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 PBES Director shall approve the design and location of each collection and loading area.

13. COLORS

The colors used for the roof, exterior walls and built landscaping features of buildings shall be subject to administrative review by the PBES Director. Highly reflective surfaces are prohibited.

14. SITE IMPROVEMENTS AND ENGINEERING SERVICES-SPECIFIC CONDITIONS

Please contact (707) 253-4417 with any questions regarding the following.

A. GRADING AND SPOILS

All grading and spoils generated by construction of the project facilities shall be managed per Engineering Services direction. All spoils piles shall be removed prior to final occupancy unless approved by the PBES Director.

B. TRAFFIC

Reoccurring and scheduled vehicle trips to and from the site for employees and deliveries shall not occur during peak (4-6 PM) travel times to the maximum extent possible. All road improvements on private property required per Engineering Services shall be maintained in good working condition and in accordance with Exhibit J of the Development Agreement.

C. 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.

D. STORM WATER CONTROL

The permittee shall comply with all construction and post-construction storm water pollution prevention protocols as required by the County Engineering Services Division, and the State Water Resources Control Board (SWRCB).

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 SWRCB 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 any "Waters of the State," the permittee shall consult with and secure any necessary permits from the SWRCB. All trash enclosures must be covered and protected from rain, roof, and surface drainage.

E. PARKING

The location of employee and public parking and truck loading zone areas shall be identified along with proposed circulation and traffic control signage (if any).

Parking shall be limited to approved parking spaces. In no case shall parking impede emergency vehicle access or public roads.

15. ENVIRONMENTAL HEALTH-SPECIFIC CONDITIONS

Please contact (707) 253-4471 with any questions regarding the following.

A. 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 Napa 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 conditions 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 mechanical equipment shall be enclosed or muffled and maintained so as not to create a noise disturbance in accordance with the Napa County Code.

16. ARCHEOLOGICAL FINDING

Permittee shall comply with the applicable measures as set forth in the Mitigation Monitoring and Reporting Program, attached to the Development Agreement as Exhibit E.

17. 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.

18. MISCELLANEOUS

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

19. ADDRESSING

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

20. INDEMNIFICATION

If an indemnification agreement has not already been signed and submitted, one shall be signed and returned to the County within twenty (20) days of the granting of this approval using the Planning, Building, and Environmental Services Department's standard form.

21. 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 and shall include maintenance of a \$500 deposit for construction compliance monitoring that shall be retained until grant of final occupancy. 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 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.

22. 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 Local Agency Building Official, which, upon granting, authorizes all use and permit activities to commence. The Local Agency 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.