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10 ONE TRUE VINE LLC

11 CONSERVATION, DEVELOPMENT AND PLANNING COMMISSION
12 OF THE COUNTY OF NAPA

13 In Re One True Vine LLC's Winery Use
14 Permit P04-0551-UP

15 **DECLARATION OF MIKE FISHER IN
16 SUPPORT OF MOTION TO DISQUALIFY
17 COMMISSIONER DAVID GRAVES**

18 Date: January 18, 2006
19 Time: 9.15 am

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DECLARATION OF MIKE FISHER

SF-105683 v1 1005060-0901

1 I, Mike Fisher, declare:

2 1. I am a wine business advisor, CPA/ABV, ASA, and founding Partner of Global Wine
3 Partners LLC ("GWP") and a consultant to MKF Frank Rimerman ("MKF") (a division of Frank,
4 Rimerman & Co. LLP) headquartered in Napa Valley, California. I am also a degreed winemaker. I
5 make this Declaration in support of One True Vine LLC's ("One True Vine") Motion to Disqualify
6 Commissioner David Graves ("Graves"). I have personal knowledge of the matters stated in this
7 Declaration unless otherwise indicated, and could and would testify to these matters if called on to do
8 so.

9 2. My curriculum vitae is attached as Exhibit A, which I incorporate in this Declaration to
10 describe and establish my knowledge and ability to testify as an expert witness. I have extensive
11 knowledge and experience in valuing wine industry companies, in comparing and contrasting various
12 product lines in the wine industry, and in the business of wine generally – all with a particular
13 emphasis on the Napa Valley. I am familiar with the One True Vine winery located in Napa, as well
14 as with wines made by that winery. I have been informed that One True Vine is currently subject to
15 proceedings whereby it may lose its ability to continue to operate in Napa County. The potential cost
16 to One True Vine of such a restriction would be measured in millions of dollars.

17 3. In the past, I have represented Graves as well as his winery Saintsbury professionally.
18 I am personally familiar with the Saintsbury Winery and its products. Currently I do not represent
19 either Graves or Saintsbury. I do however have a social relationship with Graves and consider him a
20 personal friend.

21 4. At the outset, I wish to emphasize that to the best of my knowledge I do not believe
22 Graves has shown any actual bias toward One True Vine.

23 5. The wine industry is a very competitive business sector. The most important
24 competitive factor is price. Placement on wine lists and on retail shelves is also of considerable
25 importance because these are the two main ways to get product in the hands of consumers. Wine lists
26 at fine restaurants such as Press in St. Helena are where customers select wines to consume with their
27 dinner at the restaurant. Retail shelves at such outlets as Dean and DeLuca are where ordinary
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1 purchasers make buying decisions for wine that they plan to consume at home, give to others as gifts,
2 or the like.

3 6. In addition to other products, One True Vine produces two wines named "Gold". One
4 Gold is a white table wine made of grapes grown in California and bottled in the Napa Valley that
5 contains approximately 70% Chardonnay and is sold to the public at retail for around \$20 per bottle.
6 The second Gold is a white table wine made of grapes grown in Australia and bottled in the Napa
7 Valley that contains over 50% Chardonnay and is sold to the public at retail also for around \$20 per
8 bottle.

9 7. Saintsbury produces a Chardonnay that is made of grapes grown in California, that is
10 bottled in the Napa Valley, and that is sold to the public at around \$20 per bottle. Both products, in
11 other words, are similarly priced wines containing a majority of Chardonnay grapes from California
12 and bottled in the Napa Valley.

13 8. Both Saintsbury and Gold compete with each other when they are placed together on
14 wine lists or on store shelves. For example, the wine list at Press in St. Helena includes both Gold
15 and Saintsbury as white wine options labeled as Chardonnay. A customer at Press who chooses to
16 purchase Gold will of necessity not purchase the Saintsbury Chardonnay and vice versa. Both brands
17 are also available at high end retail stores such as Dean and DeLuca in St. Helena, and can be found
18 there in close proximity.

19 9. In my opinion, Saintsbury's Chardonnay competes directly with One True Vine's
20 Gold wines. For this reason, it is my opinion that Saintsbury stands to benefit by the elimination of
21 Gold as competing wines. It is in Saintsbury's best financial interest to not have Gold wines
22 competing with the Saintsbury Chardonnay.

23 I declare under penalty of perjury under the laws of the State of California that the foregoing
24 is true and correct.

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28 Dated: January 16, 2006

By: Mike Fisher

Mike Fisher

EXHIBIT A

MIKE FISHER**Curriculum Vitae**

Mike Fisher is a wine business advisor, CPA/ABV, ASA, and founding Partner of Global Wine Partners LLC (GWP) and a consultant to MKF Frank Rimerman (MKF) (a division of Frank, Rimerman & Co. LLP) headquartered in Napa Valley, California.

MKF and GWP provide management consulting, litigation, valuation, merger and acquisition advisory services, industry economic and market research exclusively to the wine industry. MKF and GWP are the only business consulting firms devoted exclusively to the wine industry. The firm serves hundreds of wineries and thousands of acres of vineyards, in wine producing regions around the world.

Mike Fisher is extensively involved in wine industry business consulting. He is a frequent speaker at industry seminars and conferences and has made presentations on winery value and economics at conferences sponsored by The Appraisal Institute, The American Society of Farm Managers and Rural Appraisers and the American Society of Appraisers. He has testified on wine industry matters before the California Legislature Assembly and Senate Committees. His articles have been published in the trade press and he is frequently quoted in the print and broadcast media regarding wine industry issues.

Mr. Fisher has prepared hundreds of winery and vineyard valuations and has testified as an expert witness in a number of litigation cases involving the wine industry. Litigation experience includes, anti-trust related to distributor terminations, professional malpractice, fraud, bankruptcy, condemnation, vineyard feasibility, marital dissolution, liability and contract disputes. His involvement in these cases has principally been related to calculation of economic damages due to lost profits and valuation issues for both wineries and vineyards. He has testified in over ten cases in Napa, Sonoma, Contra Costa, San Joaquin and Los Angeles County Superior Courts and U.S. Bankruptcy Court and been disposed in over twenty cases. He has also been involved as an expert in numerous arbitration and mediation hearings.

He is a member of the American Society of Appraisers, the American Institute of Certified Public Accountants, the California Society of Certified Public Accounts and the American Society for Enology and Viticulture. He has received the professional certification as an Accredited Senior Appraiser (ASA) by American Society of Appraisers and Accredited in Business Valuation (ABV) by the American Institute of Certified Public Accountants.

His prior experience includes positions as CFO of Joseph Phelps Vineyards and as a CPA with PricewaterhouseCoopers. He has degrees in accounting from the University of Missouri and enology from the University of California, Davis.