



DICKENSON, PEATMAN & FOGARTY
A Professional Law Corporation

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December 19, 2006

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HAND DELIVERED

Chairman Bill Dodd and Honorable Members of the Board of Supervisors
County of Napa
1195 Third Street, Room 301
Napa, CA 94559

David W. Meyers
Francis J. Collin, Jr.
Charles H. Dickenson
Paul G. Carey
Richard P. Mendelson
Cathy A. Roche
James W. Terry
Stan D. Blyth
Thomas F. Carey
Matthew J. Eisenberg
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David A. Diamond
J. Scott Gerien
Kevin D. DeBorde
David Balter
Michael P. Maher
Megan Ferrigan Healy
J. Robert Anglin, Jr.
Marlo S. Cohen

Of Counsel
C. Richard Lemon

Retired
Howard G. Dickenson
Joseph G. Peatman
Walter J. Fogarty, Jr.

Re: Woodbridge Charitable Donation

Dear Honorable Supervisors:

We are offering the following options for the Board's consideration regarding charities that will benefit from Paragraph 3 of the Release and Settlement Agreement between the County of Napa and One True Vine LLC and Jayson Woodbridge:

1. First Choice: Napa Valley Wine Auction. OTV/Woodbridge has participated from time to time in past Wine Auctions (2 out of the last 7 years), but currently is not participating in this years' Wine Auction. Because the Wine Auction benefits the widest range of charities in the County and, as an existing event, involves the least start-up administrative costs, it is our first choice as a fundraising effort to raise the full amount (\$100,000) of the donation.
2. Second Choice: If the Board DENIES the Wine Auction, then the second choice is a combination of COPE and the Wolfe Center through a single fundraising effort, the details of which have been discussed preliminarily with representatives of the charities but still have to be finalized. The \$100,000 (or more) of proceeds from the event would be split between COPE and Wolfe. The expectation is that the maximum benefit for fundraising will be either just prior to summer or just after summer. This effort is contingent on working out the practical and legal details of the event with the charities.
3. Timing: We are proposing one payment in 2007 from the above described events for the full \$100,000. Although this does not meet the letter of the agreement, we hope allowing the funds to be raised in a single 2007 event will provide for even greater funds raised for the charities.

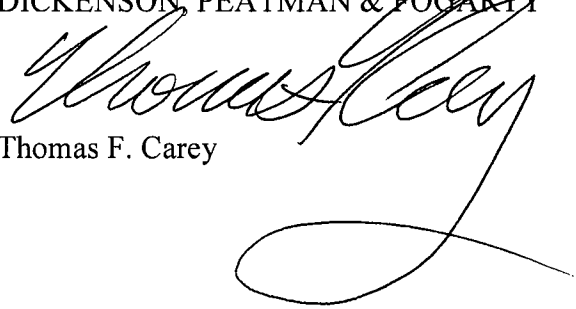
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Please call me if you have any questions.

Sincerely,

DICKENSON, PEATMAN & FOGARTY

Thomas F. Carey

A handwritten signature in black ink, appearing to read "Thomas F. Carey". The signature is fluid and cursive, with a large, sweeping loop at the end.

TFC:bab

cc: County Counsel
Jayson Woodbridge
Chris Radomski