

EXHIBIT B

NAPA COUNTY CONSERVATION, DEVELOPMENT & PLANNING COMMISSION

CONDITIONS OF APPROVAL

Use Permit Major Modification # P09-00511-MOD

Vista Corporation / Clover Flat Landfill, Inc.

4380 Clover Flat Road, Calistoga, CA 94515

Assessor's Parcel Number 020-120-020 & -021

December 7, 2011

SCOPE: This use permit major modification (inclusive of Use Permit # U-438889, # 94333-MOD and # 99081-UP) shall be limited to the following:

Gate Operations:

- Relocate the existing Gate Operations area northwest of its current location at the entrance to the main landfill facility;
- Expand the size of the Gate Operations and Recycling Operations areas from 1.4 acres to 2.1 acres;
- Increase the permitted Solid Waste Facility boundary by 1.0 acre (79.0 acre total) to accommodate the new Recycling Operations Area; and
- Permit grading in the proposed gate operations area of 70,000 cubic yards (CY) of cut material to create the proposed 2.1 acre Recycling Operations Area.

Landfill Operations:

- Extend the landfill closure date from 2021 to 2047 due to increased recycling, increased compaction and the use of synthetic tarpaulins as alternative daily cover;
- Decrease the permitted landfill capacity from 5.1 million cubic yards to 4.9 million cubic yards in a discrete location;
- Allow the existing concrete operations pad to remain in place with a new Final Fill Plan for that specific area; and
- Allow use of new inert alternative daily cover (ADC) material types including glass chards and diatomaceous earth.

Recycling Operations:

- Relocate the existing, canopied mixed-recycling processing line (i.e., material recovery facility or MRF) from its current staging area to the new Gate Operations area;
- Expand in-vessel food waste composting and food waste transfer and processing operations;
- Increase the storage area of recyclable materials on-site; and

- Add a series of commodity bunkers for wood chips, compost, top soil blends, aggregate materials, and landscape materials for the general public to purchase recycled materials.

Renewable Energy Facilities:

- Add a Landfill Gas Power Generator (Jenbacher) and Biomass Conversion Facility (power generation plant) that proposes to use 40 tons per day of clean, processed wood waste in a gasification unit to produce one mega-watt of renewable energy per day for on-site use and off-site sales.

These improvements shall be designed in substantial conformance with the submitted site plan, elevation drawings, and other submittal 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 the original use permit conditions and mitigations (if any) to all designers, contractors, employees to ensure compliance is achieved. Any expansion or changes in use shall be by the approved in accordance with Section 18.124.130 of the Napa County Code and may be subject to the Use Permit modification process. This approval does not include any changes to previous use permit approvals not explicitly amended above.

2. COMPLIANCE WITH OTHER COUNTY DEPARTMENTS AND AGENCIES:

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

Napa County Public Works comments , dated November 10, 2010;
Napa County Department of Environmental Management comments,
dated June 21, 2011;
Napa County Executive Office-Dept of Environmental Management (LEA)
comments, dated June 20, 2011; and
Napa County Fire Marshall comments, dated April 25, 2011

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.

3. SUBSEQUENT PERMITS:

The permittee shall secure the following permits from the following agencies and submit copies of these permits to the Conservation, Development and Planning Department Director:

Bay Area Air Quality Management District - Authority to Construct
Local Enforcement Agency - Solid Waste Facility Permit
California Department of Forestry & Fire Protection – Timberland Conversion
Permit or Exemption

4. 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. If project terrain or access road condition 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 equipment shall be enclosed or muffled and maintained so as not to create a noise disturbance in accordance with Napa County Code and shall be consistent with the project description dated August 18, 2011, as well as the summary and conclusions of the Noise Study submitted by *Sound Solutions* dated November 12, 2010, and incorporated into the project herein by reference.

5. LANDSCAPING:

Two (2) copies of a detailed landscaping plan shall be submitted for review and approval prior to the final approval of any associated building permit for the electrical generating equipment installation. The plan shall indicate the names and locations of all plant materials to be used along with the method for continuous irrigation and maintenance. Evergreen screening shall be installed between the industrial portions of the operation (e.g., areas adjacent to the concrete pad) and off-site properties that can view these areas. 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.

6. OUTDOOR STORAGE/SCREENING/UTILITIES:

To the extent practical, the Electrical Generating Equipment Installation shall be screened by a visual barrier consisting of fencing or dense landscaping so as to not be visible from public roads and adjacent parcels. New utility lines required for this project that are visible from any designated scenic transportation route (see Chapter 7 of the General Plan and Chapter 18.106 of the Napa County Zoning Ordinance for designated roads) shall be placed underground or in an equivalent manner be made virtually invisible from the subject roadway.

7. SPOILS:

All spoils generated by construction of the project facilities shall be disposed of per Public Works direction. All spoils piles shall be removed or recycled per Public Works and/or the Department of Environmental Management prior to final occupancy.

8. INDEMNIFICATION:

The indemnification agreement was signed by the property owner representative and returned to the County and shall be kept on file with this permit.

9. PREVIOUS CONDITIONS:

The permittee shall comply with all previous conditions of approval for the following Use Permits: # P10-00328, # U-438889, # 94333-MOD & # 99081-UP except as modified by this action. To the extent there is a conflict between previous conditions of approval and these conditions of approval, these conditions shall control and supersede earlier ones.

10. 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 Board Resolution in accordance with the hourly consulting rate established at the time of the monitoring. Violations of conditions of approval or mitigations 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 some time 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 revocation hearings in accordance with section 18.124.120 of the County Code.

11. TEMPORARY AND FINAL OCCUPANCY:

All project improvements, including compliance with all applicable codes, conditions and requirements from 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 landfill gas and biomass power generation equipment, 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.