

Exhibit C

CONDITIONS OF APPROVAL

Swanson Winery

Use Permit Application № P08-00550 and Variance Application № P08-00551

7711 Money Road, Oakville, C^{alif.}, 94562

Assessor's Parcel №. 031-040-033

1. SCOPE

The permit shall be limited to:

- A. **Variance** to allow construction of a new winery, as described below, within required winery road setbacks (Money Road- 300 feet required, 66 feet proposed).
- B. **Use Permit** to establish a new 100,000 gallon per year winery with:
 - 1. an approximately 43,600 sq. ft. three level (two stories plus cellar) winery building;
 - 2. an approximately 2,500sq. ft. single story hospitality building;
 - 3. approximately 5,600 sq. ft. of crush pad and loading dock areas;
 - 4. approximately 14,680 sq. ft. of covered and uncovered patio areas;
 - 5. up to 30 full-time employees (35 during harvest);
 - 6. a 70 space parking lot;
 - 7. by-appointment tours and tastings including food/wine pairings with a maximum of 200 visitors per day;
 - 8. sale of wine by the glass or bottle for on-premise consumption in winery buildings and covered and uncovered patio areas;
 - 9. a commercial kitchen and a marketing plan with private promotional tastings and meals including a maximum of two 24-person events weekly, one 36-person event monthly, two 100-person events annually, one 250-person event annually, and participation in Auction Napa Valley;
 - 10. new winery domestic and process wastewater treatment systems;
 - 11. approximately 7,108 cubic yards of cut and 6,123 cubic yards of fill, for a net cut (off-haul) of 985 cubic yards;
 - 12. potential demolition of an existing residence and agricultural barn following their public offering for relocation;
 - 13. removal of an existing irrigation pond at the property's northeast corner;
 - 14. abandonment of all vehicular access to and installation of "no winery parking" signs on Money Road and construction of a new winery driveway off of Oakville Cross Road
 - 15. drainage improvements designed to minimize standing water at and near the parcel's southeast corner;
 - 16. removal of 1.2 acres of vineyard;
 - 17. approval of a comprehensive sign plan;
 - 18. approval of a black walnut revegetation and landscaping plan;

19. recordation of a voluntary deed restriction permanently prohibiting winery use of the adjacent applicant-owned property at 7727 Money Road (APN 031-040-034); and
20. construction of a left turn lane on Oakville Cross Road at the proposed project driveway.

The winery 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 mitigations (if any) to all designers, contractors, employees, and guests of the winery 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.

2. PROJECT SPECIFIC CONDITIONS

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

A. Marketing

1. Marketing events may take place in the hospitality building, in the winery, or on the outdoor patio and covered porch areas adjacent to the hospitality building and/or between the winery and the hospitality building.
2. Smaller weekly events (24 person events as identified at "Visitation", below) shall cease by 9 PM, with any outdoor cleanup completed by 10 PM.
3. Excepting those smaller weekly events addressed above, events held entirely indoors may run as late as 10 PM, with cleanup to 11 PM, provided said cleanup likewise occurs entirely indoors. Outdoor events and any event cleanup occurring outdoors shall cease by 10 PM.
4. Food may be prepared in the winery commercial kitchen or may be catered.

B. Evans Consumption

Consistent with Assembly Bill 2004 (Evans) and the Planning Director's July 17, 2008 memo, "Assembly Bill 2004 (Evans) & the Sale of Wine for Consumption On-Premises," on-premise consumption may occur solely in winery buildings and covered and uncovered patio areas. Any and all visitation associated with on-premise consumption shall be subject to the 200 person maximum daily tours and tastings visitation limitation.

C. Money Road Access

No winery parking shall be allowed along Money Road and, excepting those improvements necessary to temporarily allow construction vehicle access during the construction of the approved facility, no improvements allowing vehicular or non-emergency pedestrian access to the winery from Money Road may be constructed.

D. Tree Protection

The permittee shall reasonably maintain and prune those black walnut and oak trees along Money Road which are not slated for removal in approved plans.

E. Roadway Improvements

Prior to issuance of a certificate of occupancy for the approved hospitality building, the permittee shall complete all roadway improvements approved and/or required pursuant to this use permit.

F. Mitigation Measures

The permittee shall comply with all mitigation measures identified in the adopted Initial Study/Mitigated Negative Declaration and Project Revision Statement/Mitigation Monitoring and Reporting Program prepared for the project, inclusive of the following:

Biological Resources

1. If it is determined that Northern California black walnuts must be removed, viable walnuts shall be collected from the large black walnuts prior to removing the trees. Walnuts collected from the black walnut trees shall be propagated and transplanted randomly, at a ratio of no less than three seedlings for each removed tree, throughout the riparian area adjacent to the Napa River at the property's western boundary; generally as shown in the April 11, 2011 *California Black Walnut Planting Plan for Swanson Vineyards* prepared by JoAnn Goodwin. Best practices for the protection, cultivation, placement, and irrigation of the Black Walnuts shall be utilized as outlined in the April 11, 2011 Goodwin plan. The permittee shall additionally deposit walnuts, seedlings, or other material as appropriate from the stand of Northern California black walnuts proposed to be removed with the California Native Plant Society, the Jepson Herbarium, or another botanical repository as deemed acceptable by the Planning Director. Should the subject trees be demonstrated to be of hybrid origin to the satisfaction of the Planning Director, no mitigation shall be necessary for their removal.
2. The applicant/owner shall implement the following elements to avoid disturbing raptor nests:
 - Nest surveys shall be conducted no earlier than 14 days prior to tree removal and/or breaking ground. Surveys must be conducted a minimum of 3 separate days during the 14 days prior to disturbance. Survey results shall be submitted for the review and approval of the Planning Director, or her designee.
 - In the event that nesting birds are found, the permittee shall consult with the Department of Fish and Game and obtain approval for nest-protection buffers prior to tree removal and/or earth disturbing activities.
 - Nest protection buffers shall remain in effect until the young have fledged.
 - All nest protection measures should apply to off-site impacts and within 300 feet of project activities.
 - If a lapse in project-related work of 15 days or longer occurs, another focused survey, and if required consultation with DFG, will be required before work can be reinitiated.

3. The applicant/owner shall implement the following elements to avoid disturbing bat roosting sites:
 - A qualified biologist conduct a habitat assessment for potential suitable bat habitat no more than six months prior to the initiation of construction, demolition, or tree removal activities on site. Assessment results shall be submitted for the review and approval of the Planning Director, or her designee and the Department of Fish and Game.
 - If the habitat assessment reveals suitable bat habitat, then a qualified biologist shall do a presence/absence survey during peak activity periods.
 - If bats are present, the qualified biologist shall submit an avoidance plan to the Department of Fish and Game for approval. The avoidance plan shall evaluate the length of time of disturbance, equipment noise, and the type of habitat present on the site.

Hydrology and Water Quality

4. The project shall comply with the recommendations of the submitted *Preliminary Pump System Modification Plan for Management of Additional Runoff*, including installation of a new pump, relocation of the Money Road sump, installation of new drain lines, and other improvements as described therein.

3. COMPLIANCE WITH OTHER DEPARTMENTS AND AGENCIES

The permittee shall comply with all applicable building codes, zoning standards, and requirements of County Departments and Agencies. Without limiting the force of those other requirements which may be applicable, the following are incorporated by reference as if enumerated herein:

- A. Department of Environmental Management as stated in their memo of October 27, 2010 as revised April 27, 2012;
- B. Department of Public Works as stated in their final project memo; and
- C. County Fire Department as stated in their memo of October 14, 2010 as revised February 21, 2012.

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.

4. VISITATION

Consistent with Sections 18.16.030 and 18.20.030 of the Napa County Code, marketing and tours and tastings may occur at a winery only where such activities are accessory and “clearly incidental, related, and subordinate to the primary operation of the winery as a production facility.”

Permittee shall obtain and maintain all permits and licenses from the California Department of Alcoholic Beverage Control (ABC) and United States Tax and Trade Bureau (TTB) required to produce and sell wine, including minimum levels of crush and fermentation. In the event permittee loses required ABC and/or TTB permits and licenses, permittee shall cease marketing events and tours and tastings until such time as those ABC and/or TTB permits and licenses are re-established.

A log book (or similar record) shall be maintained which documents the number of visitors to the winery, and the dates of their visit. This record of visitors shall be made available to the Department upon request.

A. TOURS AND TASTING

“Tours and tastings” means tours of the winery and/or tastings of wine, where such tours and tastings are limited to persons who have made unsolicited prior appointments for tours or tastings. Tours and tastings may include food and wine pairings, where all such food service is provided without charge except to the extent of cost recovery and is incidental to the tasting of wine. Food service may not involve menu options and meal service such that the winery functions as a café or restaurant. (Ord. 1340, 2010; Ord. 947 § 9 (part), 1990; prior code § 12070).

Start and finish time of tours and tastings shall be scheduled to minimize vehicles arriving or leaving between 4:00 PM and 6:00 PM, and shall be limited to those wines set forth in Napa County Code Sec. 18.16.030(G)(5)(c).

B. MARKETING

"Marketing of wine" means any activity of a winery which is conducted at the winery on a prearranged basis for the education and development of customers and potential customers with respect to wine which can be sold at the winery on a retail basis pursuant to Chapters 18.16 and 18.20 of the Napa County Code. Marketing of wine may include cultural and social events directly related to the education and development of customers and potential customers provided such events are clearly incidental, related and subordinate to the primary use of the winery. Marketing of wine may include food service, including food and wine pairings, where all such food service is provided without charge except to the extent of cost recovery.

Business events are similar to cultural and social events, in that they will only be considered as “marketing of wine” if they are directly related to the education and development of customers and potential customers of the winery and are part of a marketing plan approved as part of the winery’s use permit. Marketing plans in their totality must remain “clearly incidental, related and subordinate to the primary operation of the winery as a production facility” (subsection (G)(5) of Sections 18.16.030 and subsection (I)(5) of 18.20.030 of the Napa County Code). To be considered directly related to the education and development of customers or potential customers of the winery, business events must be conducted at no charge except to the extent of recovery of variable costs, and any business content unrelated to wine must be limited. Careful consideration shall be given to the intent of the event, the proportion of the business event’s non-wine-related content, and the intensity of the overall marketing

plan. (Ord. 1340, 2010; Ord. 1104 § 11, 1996; Ord. 947 § 9 (part), 1990; prior code § 12071).

All activity, including cleanup, shall cease by 10:00 PM. Start and finish time of activities shall be scheduled to minimize vehicles arriving or leaving between 4:00 PM and 6:00 PM.

5. **GRAPE SOURCE**

At least 75% of the grapes used to make the winery's wine shall be grown within the County of Napa. The permittee shall keep records of annual production documenting the source of grapes to verify that 75% of the production is from Napa County grapes. The report shall recognize the Agriculture Commission's format for County of origin of grapes and juice used in the Winery Production Process. The report shall be provided to the Conservation, Development, and Planning Department upon request, but shall be considered proprietary information not available to the public.

6. **RENTAL/LEASING**

No winery facilities, or portions thereof, including, without limitation, any kitchens, barrel storage areas, or warehousing space, shall be rented, leased, or used by entities other than persons producing and/or storing wine at the on-site winery, except as may be specifically authorized in this use permit or pursuant to the Temporary Events Ordinance (N.C.C. Chapter 5.36).

7. **SIGNS**

Prior to installation of any winery identification or directional signs, detailed plans, including elevations, materials, color, and lighting, shall be submitted to the Planning Department for administrative review and approval. Administrative review and approval is not required if signage to be installed is consistent with signage plans submitted, reviewed and approved as part of this use permit approval. All signs shall meet the design standards as set forth in Chapter 18.116 of the County Code. At least one sign placed and sized in a manner to inform the public must legibly include wording stating "Tours and Tasting by Prior Appointment Only".

8. **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. 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.

9. **LANDSCAPING/PARKING**

Two (2) copies of a detailed final landscaping plan, including parking details, shall be submitted for Planning Division review and approval prior to the issuance of any building permit associated with this approval. The plan shall indicate the names and locations of all plant materials to be used along with the method of maintenance. Where applicable, the plan shall be prepared pursuant to the County's Water Efficient Landscape Ordinance (WELO) and shall indicate the names and locations of all plant materials to be used along with their method of maintenance.

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.

The location of employee and visitor parking and truck loading zone areas shall be identified along with proposed circulation and traffic control signage (if any). Landscaping and parking shall be completed prior to occupancy, and shall be permanently maintained in accordance with the landscaping plan.

No trees greater than 6" DBH shall be removed, except for those identified on the submitted site plan. Any trees that are removed not shown on the submitted site plan shall be replaced elsewhere on the property on a 2 for 1 basis of equivalent caliper. Replaced trees shall be identified on the landscaping plan. Trees to be retained shall be protected during construction by fencing securely installed at the outer most dripline of the tree or trees. Such fencing shall be maintained throughout the duration of the work undertaken in connection with the winery development/construction. In no case shall construction material, debris or vehicles be stored in the fenced tree protection area.

Evergreen screening shall be installed between the industrial portions of the operation (e.g. tanks, crushing area, parking area, etc.) and off-site residence that can view these areas.

10. **OUTDOOR STORAGE/SCREENING/UTILITIES**

All outdoor storage of winery equipment shall be screened from the view of adjacent properties by a visual barrier consisting of fencing or dense landscaping. No item in storage is to exceed the height of the screening. Water and fuel tanks, and similar structures, shall be screened to the extent practical 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 18.106 of the Napa County Zoning Ordinance) shall be placed underground or in an equivalent manner be made virtually invisible from the subject roadway.

11. COLORS

The colors used for the roof, exterior walls and built landscaping features of the winery shall be limited to earth tones that will blend the facility into the colors of the surrounding site specific vegetation and the applicant shall obtain the written approval of the Conservation, Development, and Planning Department prior to painting the building. Highly reflective surfaces are prohibited.

12. SITE IMPROVEMENTS AND PUBLIC WORKS-SPECIFIC CONDITIONS

Please contact (707) 253-4351 with any questions regarding the following.

A. GRADING AND SPOILS

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

B. TRAFFIC

Reoccurring 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.

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 County Public Works Department and the California Regional Water Quality Control Board (SRWQCB).

E. PARKING

The location of employee and visitor 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 only and shall not occur along access or public roads or in other locations except during harvest activities and approved marketing events. In no case shall parking impede emergency vehicle access or public roads. If any event is held which will exceed the available on-site parking, the permittee shall prepare an event-specific parking plan which may include but, shall not necessarily be limited to, valet service or off-site parking and shuttle service to the winery.

F. GATES/ENTRY STRUCTURES

Any gate installed at the winery entrance shall be reviewed by the Conservation, Development and Planning Department, Public Works Department and the Napa County Fire Department to assure that it is designed to allow large vehicles, such as motorhomes, 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, A separate entry structure permit is not required if the entry structure is consistent with entry structure plans submitted, reviewed, and approved as part of this use permit approval.

13. ENVIRONMENTAL MANAGEMENT-SPECIFIC CONDITIONS

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

A. WELLS

The permittee may be required (at the permittee's expense) to provide well monitoring data if the Director of Environmental Management determines that water usage at the winery is affecting, or would potentially affect, groundwater supplies or nearby wells. Data requested could include, but would not necessarily be limited to, water extraction volumes and static well levels. If the applicant is unable to secure monitoring access to neighboring wells, onsite monitoring wells may need to be established to gauge potential impacts on the groundwater resource utilized for the project proposed. Water usage shall be minimized by use of best available control technology and best water management conservation practices.

In the event that changed circumstances or significant new information provide substantial evidence that the groundwater system referenced in the use permit would significantly affect the groundwater basin, the Director of Environmental Management shall be authorized to recommend additional reasonable conditions on the permittee, or revocation of this permit, as necessary to meet the requirements of the Napa County Groundwater Ordinance and protect public health, safety, and welfare. That recommendation shall not become final unless and until the Director has provided notice and the opportunity for hearing in compliance with the County Code §13.15.070 (G-K).

B. 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 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 winery equipment shall be enclosed or muffled and maintained so as not to create a noise disturbance in accordance with the Code. There shall be no amplified sound system or amplified music utilized outside of approved, enclosed, winery buildings.

14. 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.

15. 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.

16. INDEMNIFICATION

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

17. AFFORDABLE HOUSING MITIGATION

Prior to County issuance of a building permit, the applicant shall pay the Napa County Affordable Housing Mitigation Fee in accordance with the requirements of County Code Chapter 15.60 or as may be amended by the Board of Supervisors.

18. PREVIOUS CONDITIONS

As applicable, the permittee shall comply with any previous conditions of approval for the winery use except as they may be explicitly 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.

19. 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.

20. 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. Consistent with Board of Supervisors Resolution № 2010-48, "Temporary Certificates of Occupancy are generally not to be used to allow production of wine for more than one year."