

EXHIBIT A

**First Street Napa II Planned Development District (PD-39)
(Ordinance O2025-009)**

PD-39 Development Standards

The PD-39 Overlay District authorizes the uses (specified as “P,” “C,” and “PS”) in the columns labeled “Town Center Focus Area 1 PD-39 DCC,” as set forth below. The PD is intended to provide applicable regulations to implement the **First Street Napa Phase II Redevelopment Project (“Project”)**, which is a mixed use project primarily consisting of 78 units of for sale market rate branded residential multifamily housing units (“**Residential**”), a 6-story, Upper Upscale hotel with 161 rooms with accessory retail and related amenities (“**Hotel**”), and up to 30,000 sf of ground floor and second floor retail (“**Retail**”) totaling up to 500,000 sf of conditioned space (excluding parking) as authorized by a City of Napa Development Agreement, City Contract No. .

P = Permitted C = Conditional S = Specific Standards Apply Blank = Not Allowed	Existing DCC		Town Center Focus Area 1 PD-39 DCC		
	ground level	upper levels	ground level	upper levels	Specific Standards Apply
A. Retail Uses					
Appliance, including repair					
Art galleries	PS	PS	PS	PS	C if > 5,000 sf
Beer and wine, liquor stores	PS		PS	<u>PS</u>	C if > 5,000 sf
Convenience markets			<u>PS</u>		C if > 5,000 sf
Department stores					
Grocery stores and supermarkets	C	C	<u>PS</u>	<u>PS</u>	C if > 15,000 sf
Gun shop					
Medical equipment and supplies					
Retail, Downtown (see Glossary)	PS	PS	PS	PS	C if not permitted with the Project and if more than 10% of the floor area is

					dedicated to the production of goods on the site or if > 5,000 sf. P if permitted with the Project.
Consignment, secondhand, pawn shops and thrift stores			<u>PS</u>	<u>PS</u>	Prohibited if not a specialty store permitted with the Project or if > 5,000 sf. P if permitted with the Project.
Shopping Centers	PS	PS	P	P	C if not permitted with the Project
Sporting goods, including rentals	PS	PS	P	P	C if not permitted with the Project
Video sales and rentals					
B. Services					
ATM, stand alone	C	PS	<u>PS</u>	PS	C when not located within or attached to a fixed business
Bail bonds					
Banks, savings and loans, credit unions and other financial institutions, with or without ATM	CS	CS	CS	PS	Prohibited within 100 feet of another bank. C if > 5,000 sf
Business support services, Downtown		P	<u>PS</u>	<u>PS</u>	C if > 5,000 sf
Catering		C	<u>PS</u>	<u>PS</u>	C if not permitted with the Project
Check cashing					
Fitness centers/health clubs		PS	<u>PS</u>	<u>PS</u>	C if not permitted with the Project; C if > 5,000 sf
Funeral services					
Health services including chiropractic, acupuncture, reiki,		P	<u>PS</u>	<u>PS</u>	C if > 5,000 sf

physical therapy, occupational therapy					
Instructional services including performing arts, art, martial arts, sports, vocational and business trade schools		C	<u>C*</u>	C*	*P if food or beverage related and permitted with the Project
Laundry, dry cleaning					
Medical services		PS		—	
Palm readers and psychics		PS	PS	PS	C if not permitted with the Project
Parking lots, private					
Multi-level			<u>PS</u>	<u>PS</u>	C if not permitted with the Project
Surface			<u>PS</u>		C if not permitted with the Project
Parking lots, public			<u>P</u>	<u>P</u>	
Valet parking			<u>PS</u>	<u>PS</u>	C if not permitted with the Project
Personal services, Downtown	PS	P	<u>P</u>	P	
Pet grooming		P	<u>PS</u>	<u>PS</u>	C if > 5,000 sf
Professional, administrative or business offices		P	<u>CS</u>	<u>PS</u>	C if not permitted with the Project. Includes city, special district, public utility. County facilities, while also included, are not regulated by the city
Recycling, small collection facility					
Repair and tailoring, including shoes		PS	<u>PS</u>	PS	C if > 5,000 sf
Repair of small electronics and appliances		P	<u>C</u>	<u>C</u>	

Specialty transportation retail, touring services	PS		<u>PS</u>	<u>PS</u>	C if not permitted with the Project; Existing facilities are Permitted.
Vehicle services					
Wine tasting facility, with or without associated retail sales	PS	PS	PS	PS	C for portions of stand-alone retail area that exceed 5,000 sf P only if permitted with the Project
C. Visitor Accommodations					
Bed and breakfast inns					
Conference and convention facilities	CS	CS	P	P	C if stand-alone facilities
Hotel	CS	CS	<u>PS</u>	<u>PS</u>	P up to a maximum of 161 units; C if not permitted with the Project.
Vacation rentals				<u>PS</u>	Prohibited if not permitted with the Project. See Mixed Use Development.
Visitor information centers	P		P	<u>P</u>	
D. Entertainment Uses					
1. Inside Entertainment District					
Primary entertainment use (i.e., performance theater, dance club)	CS	CS	CS*	CS	*P if permitted with the Project
Entertainment as joint use (i.e., restaurant with live music and dancing)	CS	CS	<u>PS</u>	<u>PS</u>	See Entertainment District standards P if permitted with the Project
Entertainment as incidental use	PS	PS	PS	PS	
Outdoor entertainment	CS	CS	<u>PS</u>	<u>PS</u>	

2. Outside Entertainment District					
Primary entertainment use (i.e., performance theater, dance club)	CS	CS	CS	CS	See Entertainment District standards.
Entertainment as joint use (i.e., restaurant with live music and dancing)	CS	CS	<u>P</u>	<u>P</u>	
Entertainment as incidental use	PS	PS	PS	PS	See Entertainment District standards.
Outdoor entertainment	CS	CS	<u>P</u>	<u>P</u>	See Entertainment District standards.
Movie theaters	C	C	C	C	
Miscellaneous entertainment/recreation	CS	CS	<u>P</u>	<u>P</u>	CS if not permitted with the Hotel. P if permitted with the Project
E. Food Service and Drinking Establishments					
Cocktail lounges, bars, nightclubs	CS	CS	<u>P</u>	<u>P</u>	
Food service	PS	PS	PS	PS	With outdoor dining, if in public right-of-way, site license agreement required per Section 17.52.340 Outdoor dining P with incidental takeout and/or catering C with takeout and no seating With or without beer and wine or alcohol sales
Restaurants with drive-through					
F. Food and Beverage Production					

Bakeries, wholesale (with accessory retail sales)	PS	PS	PS	PS	C if not permitted with the Project
Boutique and specialty food and beverage service, with or without production, limited	PS	PS	PS	PS	C if larger than 15,000 sf or not permitted with the Project. Includes wine, beer or spirits production
G. Public and Quasi-Public Uses					
Assembly halls, clubs and lodges, including for youth		C	<u>C</u>	C	
Parks, open space and recreation facilities, including docks, piers	C		<u>P</u>		Subject to design review
Cultural, educational, religious and related facilities, including schools, libraries, museums	PS	PS	PS	PS	C if schools, churches or other educational facilities
Train depot					
Public utility and safety facilities, including corporation or storage yards, pump stations, telecommunication facilities, utility substations, storm drainage ponds, water tanks, utility distribution facilities, police, fire or paramedic	C	C	C	C	
H. Residential and Related Uses					
Single-family, detached					
Single-family, attached		CS			See Section 17.52.090 Condominium standards
Multifamily, residential		P	<u>PS</u>	<u>PS</u>	See Mixed-use developments

<p>Mixed-use developments, residential (for rent or for sale), live/work developments (for rent or for sale) and other uses allowed in district</p>	<p>PS</p>	<p>PS</p>	<p><u>PS</u></p>	<p><u>PS</u></p>	<p>C if not permitted with the Project or more than 78 residential units.</p> <p>Residential units shall not be subject to the requirements of Section 17.52.515 and may be operated as “whole ownership dwelling units” (as defined by Sections 17.30.020) which conditionally permits each owner of a whole ownership dwelling unit to allow transient occupancy use in the unit, provided that TOT shall be paid at the rate established by the City of Napa consistent with the city's Transient Occupancy Tax Ordinance, Napa Municipal Code Chapter 3.20, on the rental amount paid for the rental of the unit if the unit is rented to a person who is not the owner of the unit for a period of less than 30 days; and further provided that, prior to California Department of Real Estate approval of the Public Report, the Developer has executed all City-required documents to the City's satisfaction, including</p> <p>(i) an agreement and CC&Rs that satisfy the requirements of Sections 17.52.095(D)(1) and (2);</p>
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					(ii) documentation establishing compliance with Sections 17.52.095(E)(5), (6), (7) and (9); and (iii) documentation requiring any transient occupancy use of whole ownership dwelling units to be governed, managed, maintained, and operated by the same operator as the hotel.
Group residential, including SROs			<u>PS</u>	<u>PS</u>	See Mixed-use developments
Live/work developments		CS	<u>PS</u>	<u>PS</u>	See Mixed-use developments
Residential care facilities		C			
Day care facility, child or adult (up to 14 children or 8 adults)		P	<u>P</u>	P	
Day care center (15 or more children or 9 or more adults) or community care facilities		C	<u>C</u>	C	
Accessory structures and uses customarily accessory to a permitted or conditional use and contained on the same site			<u>P</u>	<u>P</u>	
I. Accessory Structures and uses					
Cottage food operations	PS	PS	PS	C	See standards Ch. 17.52.

Outdoor display or sales	PS		PS		See Section 17.52.330 Outdoor display or sale of merchandise, accessory use
J. Other Uses					
Conversions of residential structures from nonresidential uses to residential uses		P	<u>P</u>	P	
Conversion of grocery stores, supermarkets and convenience stores to other uses					
Conversion of rental unit to condominium	CS	CS	CS	<u>PS</u>	See standards Chapter 17.52
Fences and hedges	PS	PS	PS	PS	
Nonresidential condos	CS	CS	<u>PS</u>	<u>PS</u>	
Satellite dishes	PS	PS	PS	PS	
Signs	PS	PS	PS	PS	
Temporary uses	PS/CS	PS/CS	PS/CS	PS/CS	

Town Center Focus Area 1 PD-39 Development Standards:

The following Building Form Standards apply to the Project in lieu of Table 4.3 Development Standards in the Downtown Napa Specific Plan and the City's Zoning Ordinance.

Building Form Standards	Downtown I	Town Center Focus Area 1 PD-39
Floor Area Ratio (FAR)	Up to 5.0 FAR	<u>5.0 for the Hotel and Retail components of the Project.</u>
Residential Density (dwelling units/acre or du/ac)	20 (Min) to 60 (Max) du/ac	<u>A total of 78 residential units if permitted with the Project.</u>
Building Height (ft)	Max 75'	Max 75' for the Project site, <u>subject to Additional PD-Regulations Note 1.</u>
Front Setback	No requirement	First Street setback shall be consistent with the existing Gordon Building front setback and the building face may maintain the historic zero lot line along First Street. Pearl Street setback: No requirement
Side Setback	No requirement	No requirement
Rear Setback	No requirement	No requirement
Stepbacks	No requirement	Per Project Guidelines
Minimum Lot Area (sq ft.)	No requirement	No requirement
Lot Width (feet) at front setback line	No requirement	No requirement
Lot Frontage (feet) at front property line	No requirement	No requirement

Additional PD-39 Regulations:

1. Rooftop Features. In addition to those height limit exclusions listed in Section 17.52.220, the Project height limits specified in Title 17 may be exceeded for rooftop patios with conditioned space that are for food and bar service with restrooms and food and bar service structures provided that such features are accessory to the Project on the site and are setback, screened or otherwise designed to minimize visibility from First and Main

Streets adjacent to the site, further provided that portions of structures providing rooftop and building fire access are not required to minimize visibility from Main Street.

2. Parking. 110 parking stalls will be supplied in the Project's residential structure and 129 stalls will be supplied in the Pearl Street garage or other parking facilities owned by the city. The project requires 239 parking stalls for Project operations: 78 residential parking stalls parked at 1 space per residence; 129 parking stalls for the hotel parked at 0.8 spaces per room, which parks at the same rate as the Archer Hotel within the Pearl Street Garage; and an additional 32 flex spaces for Project demands. The City shall not require any parking quantities above the Parking Requirements and Supply and as contained in the Planned Development Overlay District for the Project.
3. Uses. Other uses may be allowed if deemed appropriate by the Community Development Director.
4. Design Guidelines. The First Street Napa Phase II Redevelopment Design Guidelines shall supersede the Downtown Napa Specific Plan Design Guidelines, Chapter 5, to guide and define the character of new development within PD- 39 and implement the vision and goals of the Specific Plan and PD-39. In connection with its review of any Design Review Permit application(s) in PD-39 for the Project, the City shall exercise its discretion in a manner consistent with the design-related criteria, guidelines and standards set forth The First Street Napa Phase II Redevelopment Design Guidelines.
5. Design Review. The City Manager shall make the final determinations on any Use Permit applications subject to Ch. 17.60, all Design Review applications for the Project subject to Ch. 17.62 of the Napa Municipal Code, all Certificate of Appropriateness applications subject to Ch. 15.52 of the Napa Municipal Code or any other discretionary permit that is not include a modification that do not increase the intensity of the permitted uses, increase the density or increase the maximum height or size of proposed buildings that also conforms to the Design Guidelines, provided that such applications are filed and processed in accordance with this Agreement within 18 months of the Effective Date. For applications filed more the 18 months after the Effective Date, all determinations shall be made in accordance with the decision-making authority as provided in the applicable provisions of the Napa Municipal Code. The decision of the City Manager may be appealed to the City Council within ten (10) days of the Director's decision.
6. Napa Creek Setback. The minimum Project building or disturbance setbacks from Napa Creek shall be established by the extent of previously developed, disturbed or urbanized areas. The following uses, structures, facilities or Public Realm Improvements depicted in the Guidelines shall be allowed within setback areas with approval of Design Review Permit for the Project:
 - a. Sidewalks, trails, and pedestrian circulation areas and facilities;
 - b. fencing, screening, stormwater and bioretention facilities and similar features;
 - c. landscaping (including hardscape);
 - d. signage and graphic displays.

7. Signage. The Community Development Director shall make the final determinations on any uniform sign program and creative sign program applications for the Project filed pursuant to Municipal Code Sections 17.55.070(A) and (B) in accordance with the processing requirements of Section 5, Design Review.
8. Modifications. Modifications to the above development standards for the Project that do not increase the intensity of the permitted uses, increase the density or increase the maximum height or size of proposed buildings shall be processed in accordance with Napa Municipal Code Section 17.56-Administrative Exceptions.
9. Development Agreement. The Development Agreement establishes the rules, regulations, official policies, standards and specifications of the City to be applied to the Project, including the processing of Subsequent Approval applications and other requirements, which supersede conflicting regulations under the City Municipal Code.