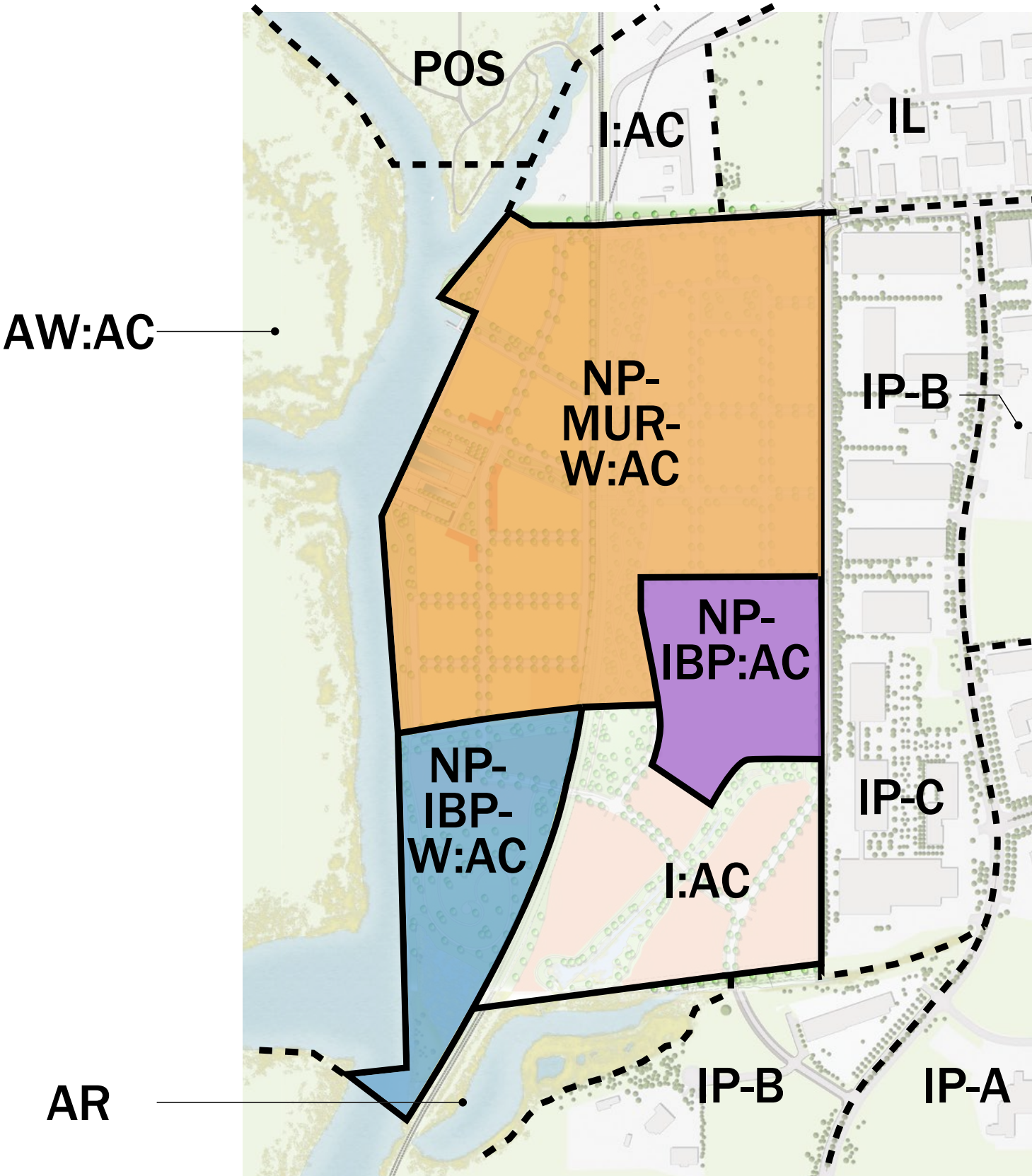


I.4 APPLICABLE ZONING REGULATIONS AND ZONING MAP

Figure I.4.a - ZONING MAP



Zoning for the project consists of four districts:

NP-MUR-W: AC (Napa Pipe – Mixed Use Residential – Waterfront: Airport Compatibility)

This mixed use designation overlays the western portion of the project area, between the Napa River and the railroad tracks, encompassing many of the project's core components.

The MUR district is characterized by a mix of housing types, neighborhood services, such as retail and restaurant, common use/open space including open space, parks, and community facilities. The intent of this district is to enable a vibrant, mixed use neighborhood oriented towards the Napa River.

NP-IBP-W:AC (Napa Pipe – Industrial Business Park – Waterfront: Airport Compatibility)

The NP-IBP-W is also adjacent to the Napa River, but residential uses are not permitted in this area. From the originating ordinance: The purpose of the IPB-W district is to provide for office, hotel, and similar uses. Allowed uses in the IBP district are intended to be compatible with each other and with the adjoining non-industrial areas. Land uses in the IBP district are subject to standards to ensure harmonious, unified, and cohesive development that is oriented towards the Napa River.

NP-IBP:AC (Napa Pipe – Industrial Business Park: Airport Compatibility)

The NP-IBP district has been placed upon the future site of the membership warehouse store use.

I:AC (Industrial: Airport Compatibility)

The I designation is retained for the area east of the the railroad tracks and south of the membership warehouse store site.

All zoning districts described above are also subject to the Airport Compatibility (AC) overlay district controls, given its proximity to the Napa County Airport.

II.1 LAND USE PLAN

Figure II.1.a - LAND USE PLAN (Term Sheet Exhibit 2)

KEY TO LAND USES

- Publically Accessible Parks and Open Space
- Office, Neighborhood-serving Retail and Restaurants
- Ground-Floor Retail (Residential Above)
- Community Buildings
- Hotel and Accessory Uses
- Office, R&D, Warehouse, and/or Light Industrial Uses
- Membership Warehouse Store
- Mixed Residential Apartments, Condominiums
- Affordable Housing Site
- Possible School Site



III.1 USES OF THE PROPERTY

TABLE III.1.a - LAND USE SUMMARY

| Land Use | Acres (approx.) | Max. Intensity of Use (Units/commercial space) | Intended Blocks |
|---|--------------------|---|---------------------------------|
| Parks and Open Space | 37.5 | | P1, P2, P4-P12a/b, Dry Docks |
| Seniors Housing | -- | 150 units (225 beds) | -- |
| Ground-floor Retail (w/Residential Above) | 7.0 | 40,000sf | 6,8,10 |
| Hotel & Accessory Uses | 3.2 | 150 rooms / 200,000sf | E |
| Office | 2.1 | 10,000sf | C&D |
| Office, R&D, Warehouse and/or Light Industrial | 19.5 | 90,000sf Office and 75,000sf warehouse/R&D | A&B* |
| General Wholesale Sales Commercial Activities | 16.4 | 154,000sf | F |
| Residential | 47.0 | Up to 945 units (140 low/very low income affordable units on Blocks 1 and 23 combined, and minimum 44 moderate income affordable inclusionary units) | 1-23 |
| Circulation (incl sidewalks) | 21.8 | | n/a |
| | | | |
| Total | 154.3 | | |

* Previously known as Study Area

The Napa Pipe Project allows for the following uses.

Residential Units

The project will accommodate up to 945 residential units in accordance with the NP-MUR-W:AC zoning code. Residential buildings will consist of a variety of low to midrise buildings and shall be consistent with the Napa Pipe Project Design Guidelines. Market-rate housing is intended to be located on blocks 2-22. The low and very low affordable housing units are intended to be located on Blocks 1 and 23.

At least 20% of the total residential housing units (up to 190 dwelling units, if the total units within the project is 945) shall be designated as Affordable Housing, with a percentage of homes deed-restricted to several income categories, including “moderate”, “low” and “very-low” income categories. Additional information is provided in the Development Agreement. Affordable housing is intended to be located on blocks 1 and 23.

Seniors Housing

A 150-unit Continuing Care Retirement Complex (CCRC) with 225 beds is an allowable use in the project. The CCRC would provide independent living and assisted care for seniors, with common dining, recreational activities, housekeeping and transportation services. The CCRC could be located in any of the blocks to the west of the railroad tracks.

Ground Floor Retail (Residential Above)

The area fronting the existing dry docks will include 40,000 square feet of neighborhood-serving retail and restaurant uses in mixed-use buildings. Up to 15,000 square feet for restaurant space and up to 25,000 square feet of retail space shall be permitted. The permissible uses would include those that provide goods and services to local residents. These uses would be located on portions of Blocks 6, 8 and 10. Residential units may be constructed above these retail spaces.

Hotel and Accessory Uses

A 150-room hotel with accessory uses will be located in the southern portion of the 63-acre site west of the railway. Accessory uses include a meeting space, a spa, and dining facilities. The hotel will be located on Block E.

Office (west side)

Up to approximately 10,000 square feet of office space will be located in the same general area as the hotel, Blocks C and D.

Parks and Open Space

The project features multiple types of parks and open spaces. 39.4 acres shall be devoted to these uses. Schematic designs and additional details can be found in Section VIII of this Development Plan.

Office/Research & Development/Warehouse and/or Light Industrial

Approximately 75,000 square feet of industrial, R & D, and/or warehousing is permitted on Blocks A and B. Additional office development of up to 90,000 square feet may be allowed in these same areas on Blocks A and B.

Membership Warehouse Store

A membership-based wholesale retail warehouse use (such as Costco) will be located on Block F. The use may be up to 154,000 square feet in size with associated parking and a gas station.

III.2 DENSITY AND INTENSITY OF USES

Figure III.2.a - SAMPLE RESIDENTIAL TEST FIT



Residential

| Block # | Assumed Unit Count |
|---------|--------------------|
| 1 * | +/- 56 |
| 2 | +/- 25 |
| 3 | +/- 46 |
| 4 | +/- 31 |
| 5 | +/- 33 |
| 6 | +/- 56 |
| 7 | +/- 46 |
| 8 | +/- 53 |
| 9 | +/- 38 |
| 10 | +/- 47 |
| 11 | +/- 56 |
| 12 | +/- 56 |
| 13 | +/- 26 |
| 14 | +/- 36 |
| 15 | +/- 64 |
| 16 | +/- 24 |
| 17 | +/- 38 |
| 18 | +/- 28 |
| 19 | +/- 24 |
| 20 | +/- 36 |
| 21 | +/- 21 |
| 22 | +/- 21 |
| 23 * | +/- 84 |

Total: 945 du

* Note: Affordable housing parcels

Non Residential Uses

- 75,000 sf of R&D, Warehouse and Light Industrial 90,000 sf of Office
- 10,000 sf of Office/ Neighborhood-Serving Retail & Restaurants
- 150-suite Hotel and associated uses
- 154,000 sf membership warehouse store
- 40,000 sf of Neighborhood Retail/Restaurant
- 150 bed Continuing Care Retirement Community

This exhibit shows an example test fit and is not a proposal. The test fit is intended to convey a general strategy for distributing density and intensity of use across the site.

Block Development Capacities

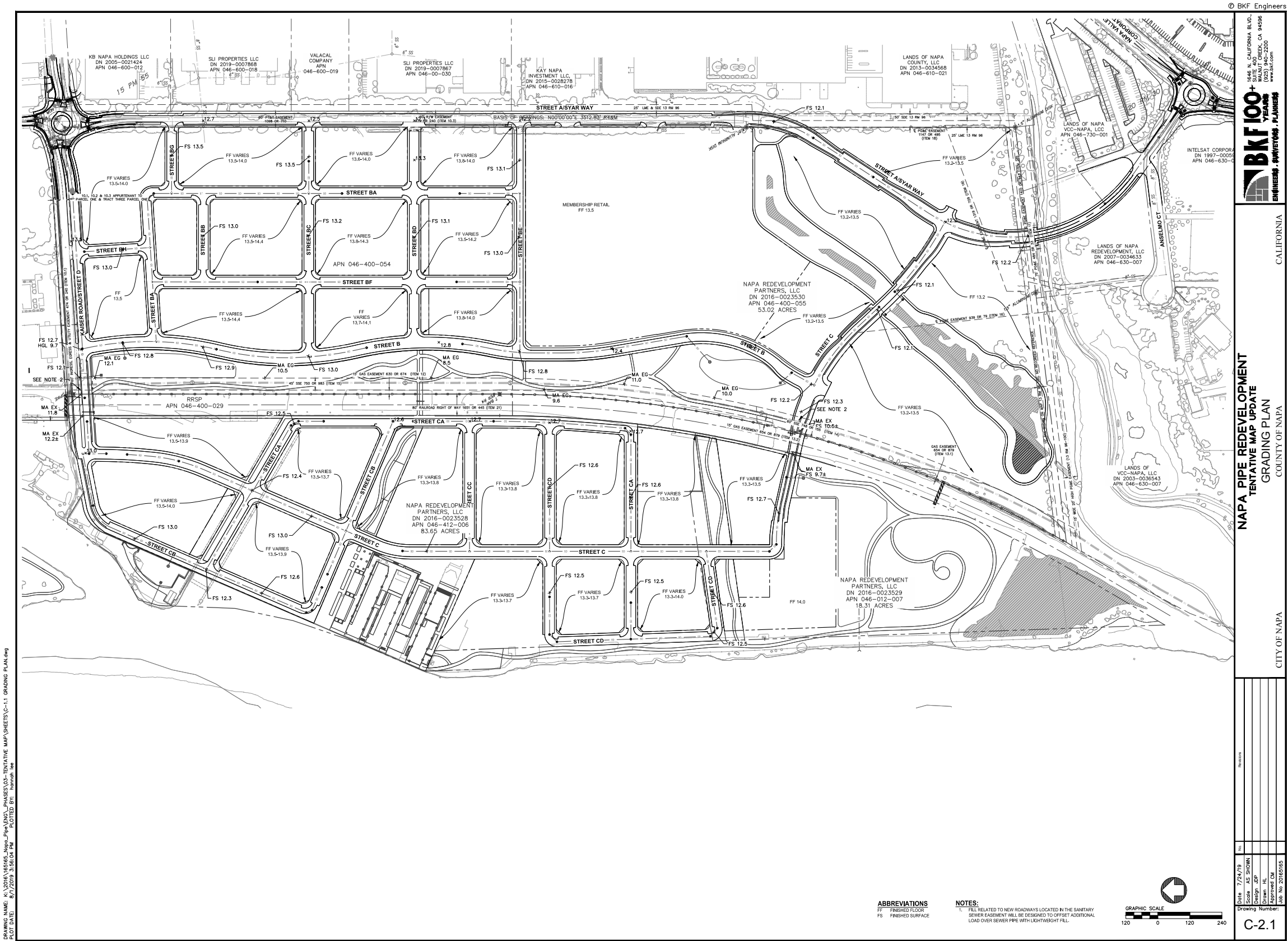
Blocks in the Residential Mixed-Use District (i.e. blocks 1-23) have assumed development capacities summarized in the table at left. Some variation in unit counts per block is expected and the table is not intended to act as a density requirement. Total counts will not exceed the total cap of 945 units and will not exceed the limits imposed by the Development Agreement for any given phase.

Sample Residential Test Fit

The site plan in Figure III.2.a shows a unit count test fit exercise for the NP-MUR-W:AC district of the Napa Pipe Neighborhood. The exhibit shows the site as a mix of townhomes and single family homes. The purpose of this test fit exercise is to confirm that the densities for the Residential Mixed-Use District of Napa Pipe are feasible with the proposed block and street layout. The test fit exercise is not a proposal, nor does it imply a required layout of units or types. Refer to Design Guidelines and Form-Based Code for appropriate block layouts and residential typologies.

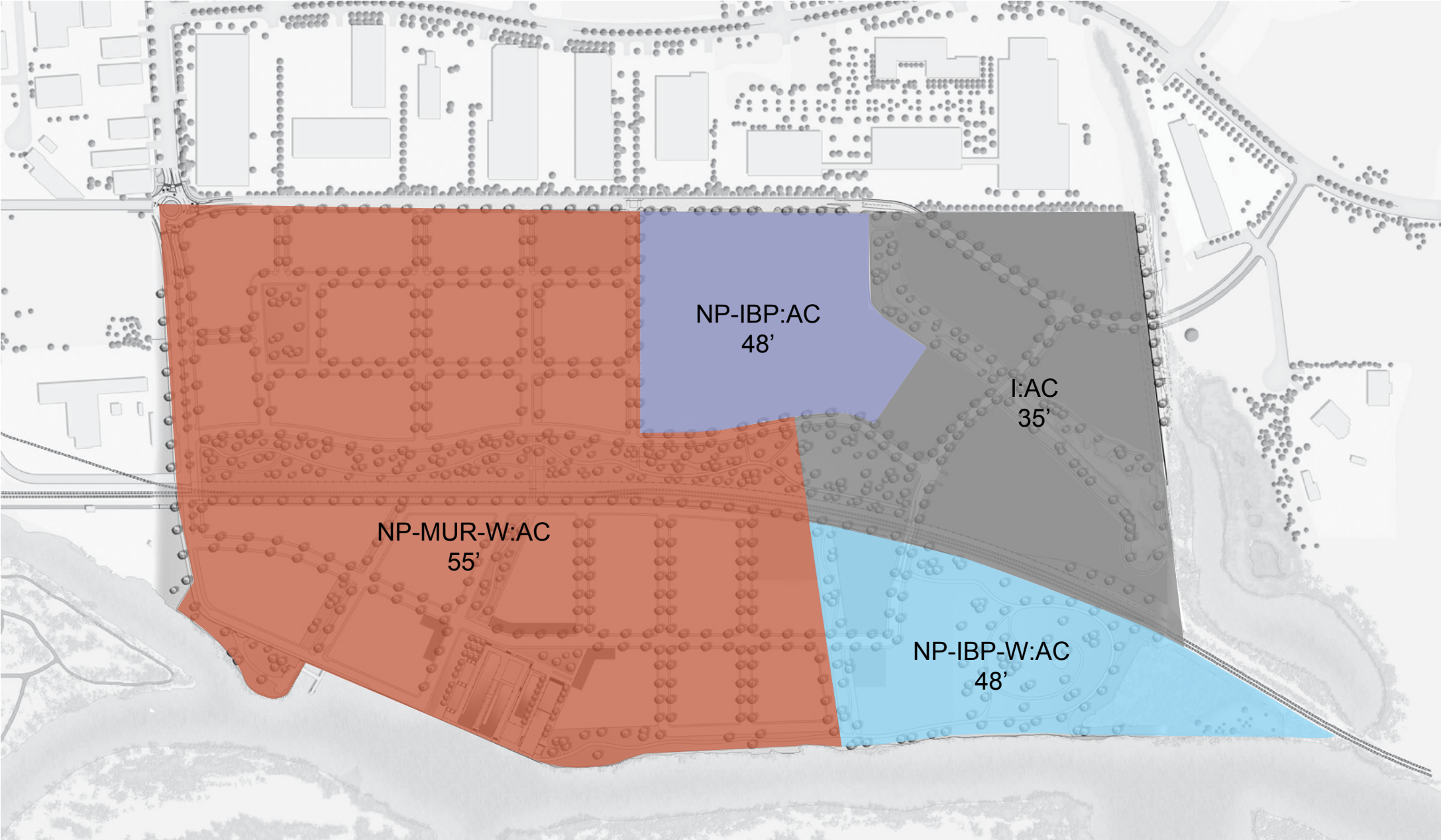
III.3 MINIMUM NEW GRADES

Figure III.3.a - SITE ELEVATIONS EXHIBIT



III.4 MAXIMUM HEIGHT PERMITTED BY ZONING ORDINANCE

Figure III.4.a - MAXIMUM HEIGHT PLAN



The maximum height in the NP-MUR-W:AC district shall be 55 feet above base finish grade.

The maximum height in the NP-IBP-W:AC district shall be 48 feet above base finish grade.

The maximum height in the NP-IBP:AC district shall be 48 feet above base finish grade.

The maximum height in the I:AC district shall be 35 feet above base finish grade.

- KEY:
- NP-MUR-W:AC District: See Napa County Zoning Ordinance Ch. 18.66.060. Height Limited to 55'
 - NP-IBP-W:AC District: See Napa County Zoning Ordinance Ch. 18.66.140. Height Limited to 48'
 - NP-IBP:AC District: See Napa County Zoning Ordinance Ch.18.66.230. Height Limited to 48'
 - I:AC District: See Napa County Zoning Ordinance Ch.18.104.010. Height Limited to 35'