

EXHIBIT A

Planned Development Overlay (PD-37) Amendments

- A. Purpose. Pursuant to Napa Municipal Code Chapter 17.42, this Planned Development Overlay (PD-37) District (“Overlay Zone”) is intended to provide applicable regulations to implement the Franklin Station II Project (“Project”) to provide for the redevelopment and use of an approximately 1.44-acre property, including two new buildings and the preservation of the Franklin Station Post Office (“Project”). The Project maintains the rehabilitation and adaptive reuse of the historic Franklin Station Post Office building as a five-story upper-upscale hotel with up to 120 hotel rooms and other amenities, including a rooftop café and bar, restaurant, and event and meeting spaces (APN: 003-208-001) (collectively, the “Post Office Redevelopment”) and includes the redevelopment of the parking lot parcel with a five-story building with up to 37 For-Sale Hotel Units (such units are commonly referred to as “branded residential” and that may be occupied by owner), shared amenities, and ground-floor retail; and integrates 3 existing condominium units as For-Sale Hotel Units in the adjacent Young Building for a total of 40 For-Sale Hotel Units with on-site parking facilities and retail on the ground level (APNs: 003-212-001, 003-300-015, -016, -017, -018, -019, -020, -021, -022, -023, & -024 (collectively, the “Mixed Use Development”).
- B. Underlying Zoning. Except as otherwise provided in this Overlay Zone, the regulations of the underlying zoning district shall remain in full force and effect. Where the provisions of this Overlay Zone are inconsistent with or conflict with the regulations of the underlying zoning district, the Overlay Zone provisions shall prevail.
- C. Definitions.
1. **For-Sale Hotel Units.** Individually owned units that are developed, conveyed, and operated as part of a hotel and that rely upon the hotel’s management, services, staffing, and amenities for their use and operation. Owners may occupy these units, and the units may be rented for transient occupancy for periods of thirty (30) consecutive calendar days or less, counting portions of calendar days as full days, through the hotel operator or the same management entity that operates the hotel. For purposes of land use, zoning, and regulatory classification, For-Sale Hotel Units shall be deemed part of a Hotel use and shall not constitute dwelling units, regardless of the separate ownership of such units.
 2. **Lock Off.** A hotel room, hotel unit, or For-Sale Hotel Unit that is designed and constructed with a lockable internal door or connection that permits a portion of the hotel room or For-Sale Hotel Unit to be separated and occupied independently as a separate hotel room, with independent ingress

and egress. A Lock-Off shall not constitute a separate dwelling unit, lot, condominium unit, or other separately conveyable real property interest.

D. Land Use Regulations.

1. Hotel

- a. Hotel is a Permitted (P) Use on the Ground Level and Upper Levels, and is subject to the following requirements:
 - i. The Post Office Redevelopment shall have a minimum of 80 traditional hotel rooms.
 - ii. The total number of hotel rooms in the Project shall not exceed 120 hotel rooms.
 - a. Each Lock-Off shall be counted as a hotel room.
 - iii. For-Sale Hotel Units
 - a. The Post Office Redevelopment shall have no more than twelve (12) For-Sale Hotel Units.
 - b. The Mixed Use Development shall contain a minimum of twenty-eight (28) For-Sale Hotel Units.
 - iv. Lock-Offs.
 - a. For-Sale Hotel Units, in either building, may be designed to include a Lock-Off.
 - b. For-Sale Hotel Units and Lock-Offs shall only be rented for a period of thirty (30) consecutive calendar days or less, counting portions of calendar days as full days, and shall not be separately marketed, reserved, or rented except through the Hotel operator or the same management entity that operates the Hotel.
 - c. Plans submitted for building permits shall include the identification of units with Lock-Offs.
 - i. The approval of the Lock-Offs is subject to the review and approval of the Community Resources and Development Director.
 - ii. Any For-Sale Hotel Unit shown on the plans that does not include a Lock-Off shall record an irrevocable covenant, in a form approved by the City Attorney, prohibiting creation of a Lock-Off, prior to requesting the City issue a Certificate of Occupancy.
 - d. Lock-Offs shall not be separately subdivided, sold,

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conveyed, transferred, or otherwise established as separate legal units or ownership interests. Each Lock-Off shall remain part of the hotel room, hotel unit, or For-Sale Hotel Unit in which it is located and shall not be recognized as a separate dwelling unit, condominium unit, lot, parcel, or other real property interest for any land use, zoning, subdivision, ownership, financing, or conveyancing purpose.

2. Entertainment

- a. Where the Hotel is the primary use, Entertainment as a Joint Use is permitted and may be conducted between the hours of 10:00 am – 12:00 am.
- b. Where the Hotel is the primary use, Entertainment as Incidental Use is permitted and may be conducted between the hours of 10:00 am – 12:00 am.
- c. Where the Hotel is the primary use, Outdoor Entertainment shall be consistent with the Downtown Specific Plan except that it shall be processed as an Administrative Permit rather than a Use Permit.

3. Development Standards:

- a. The following Building Form Standards apply to the Project.

Building Form Standards	PD-37
Floor Area Ratio (FAR)	Up to 4.0 FAR; subterranean areas, basements, or ground level parking shall be excluded from FAR calculation.
Building Height (ft)	Max 60'; height limits may be up to 75' subject to the standards set forth below in subsection 3(c)(ii) below Rooftop Features
Front Setback	Max 15'; setback may be exceeded for Post Office Redevelopment to ensure new front façade sits behind the historically significant façade of the Post Office.
Side Setback	No requirement
Rear Setback	No requirement
Stepbacks	Subject to Additional PD-37 Development Regulations set forth below in subsection 3(c)(ii) below Rooftop Features

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Minimum Lot Area (sq ft.)	No requirement
Lot Width (feet) at front set-back line	No requirement
Lot Frontage (feet) at front property line	No requirement

- b. Rooftop Features. In addition to those height limit exclusions listed in Section 17.52.220, with the approval of a Design Review permit, the height limits specified in Title 17 may be up to 75 feet for (i) rooftop structures, including For-Sale Hotel Units, where the structure is setback to minimize visibility from the street and (ii) rooftop patios with food and bar service, including restrooms and food and bar service structures, provided that such features are accessory to the main use of the site and are setback to minimize visibility from the street.
- c. The Project includes specific guidelines titled "Design Guidelines for Franklin Station Hotel" attached hereto as Attachment 1 and incorporated herein by reference. The Design Guidelines for Franklin Station Hotel will be used by the City in reviewing the future Post Office Redevelopment or Mixed Use Development buildings. Design Guidelines for Franklin Station Hotel establish the framework for a comprehensive program that addresses both the historic preservation elements along with commercial building elements that will revitalize Downtown Napa into a vibrant place for both visitors and residents.
- d. Parking.
 - i. Parking shall be provided as follows:
 - a. One (1.0) parking space per each For-Sale Hotel Unit.
 - b. 0.8 parking spaces per Lock-Off Unit, regardless of whether the unit will be rented separately from the For-Sale Hotel Unit.
 - c. 0.8 parking spaces per hotel room, rounded up to the nearest one (1.0) space.
 - d. Other uses not referenced in this subsection shall be parked in accordance with the Downtown Specific Plan.
 - ii. Parking for For-Sale Hotel Units and Lock-Off Units shall be parked on site or through a recorded irrevocable license or

easement for a non-city property with a minimum term of 30 years from certificate of occupancy.

- iii. Parking for hotel rooms shall be provided as follows:
 - a. Parked on site;
 - b. Parked through a recorded irrevocable license or easement for a non-city property with a minimum term of 30 years from certificate of occupancy for the hotel; or
 - c. Parked through a combination of these options.
- iv. Parking for other uses parked in accordance with the Downtown Specific Plan shall be provided as follows:
 - a. Parked on site;
 - b. Parked through a recorded irrevocable license or easement for a non-city property with a minimum term of 30 years from certificate of occupancy for the hotel;
 - c. Payment of the Parking Development Impact Fees prior to issuance of the building permit; or
 - d. Parked through a combination of these parking and payment options.
- v. Sufficient evidence of the recorded irrevocable license or easement for a non-city property shall be provided prior to the issuance of a building permit.
- vi. Parking spaces may be provided via valet service to create parking efficiencies to meet parking demand, but shall not reduce the number of required parking spaces. Parking spaces not currently being utilized by the For Sale Hotel Units or Lock-Off Units should be offered to staff or the public (by valet) to ensure the lot can always remain full.
- vii. If City agrees to enter into a parking agreement for some or all of the required parking in subsection D.3.d.iii or subsection D.3.d.iv then parking may also occur on City property in accordance with the terms of that agreement.

E. Project Phasing.

1. If Project phasing occurs, the Post Office Redevelopment shall generally be referred to as Phase 1 and the Mixed Use Development shall be generally referred to as Phase 2.
2. Phase 2 may proceed concurrently with Phase 1 or after Phase 1, but Phase

2 shall not receive a certificate of occupancy until Phase 1 has received the final certificate of occupancy.

F. Zoning and Subdivision Map Discretionary Approvals.

1. If (1) there is a valid Development Agreement for the Project; (2) the discretionary permit that does not increase the intensity of uses, density or the maximum height or size of buildings contemplated under the Project; (3) do not conflict with the Design Guidelines for Franklin Station Hotel; (4) there are no modifications to the left and right side full glass floor to ceiling panels that enhance the Franklin Station Post Office Building; and (5) there are no substantial changes, in the discretion of the Community Resource and Development Director, to the design, style and color of materials approved of resolution by Planning Commission or City Council then the Community Resources and Development Director (Director) may make the final determinations on any applications for:
 - a. a use permit (NMC Chapter 17.60),
 - b. design review (NMC Chapter 17.62),
 - c. certificate of appropriateness (NMC Chapter 15.52),
 - d. tentative maps (NMC Chapter 16.20)
2. Amendments to approved or conditionally approved Tentative Parcel Map (PL25-0068). Provided there are three or fewer parcels, that may generally be designated for the purpose of financing, ownership, and condominium property division purposes of 40 condominium units or fewer (excluding common space parcels) in the amendment to Tentative Parcel Map (PL25-0068) may be considered a "Minor amendment" and processed in compliance with Napa Municipal Code Section 16.20.120 as it may be amended from time to time.
3. The decision of the Director may be appealed to the City Council within 10 days of the Director's decision.

G. Signage. The Director shall make the written determinations on any uniform sign program and creative sign program applications required under NMC Chapter 17.55, subject to the processing requirements of Paragraph 6 (Design Review). Planning commission will hear appeals of any action taken by the Director.

H. External Agencies. Other governmental or quasi-governmental entities not within the control of City, including the Napa Sanitation District, Napa Valley Unified School District and the Napa County Environmental Health Department, possess authority to regulate aspects of the development of the Property and the Project and these amendments do not limit the authority of such other public agencies. City shall reasonably cooperate with Developer in Developer's effort to obtain such permits and approvals as may be required by other governmental or quasi-governmental entities in connection with the development of, or the provision of services to, the Property and/or the Project; provided, however, City shall have no obligation to incur any costs, without compensation or reimbursement, or to amend any City policy,

regulation or ordinance in connection therewith.

- I. Sunset Provisions. This overlay shall only remain in effect until:
 1. October 1, 2029, unless Phase 1 has obtained complete building permits;
 2. October 1, 2030 unless Phase 2 has obtained complete building permits;
 3. October 1, 2032 unless Phase 1 has obtained a Certificate of Occupancy;
and
 4. October 1, 2033 unless Phase 2 has obtained a Certificate of Occupancy.
 5. If both Phase 1 and Phase 2 have obtained all Certificate of Occupancies this Overlay shall remain valid until amended by City Council.

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Design Guidelines - Franklin Station Hotel & Mixed-Use Building

These design guidelines are intended to be additive to the guidelines of the Downtown Napa Specific Plan, Appendix G, and to the site-specific guidelines developed for the Franklin Station Hotel and Mixed-Use Building.



- ❖ *The hotel building should relate to the street and surrounding neighborhood with design elements and activate the street and provide a pleasant pedestrian experience.*
- ❖ *Select building materials, architectural details and finishes that convey a sense of permanence. Quality materials should be used to withstand the test of time regardless of architectural style.*

- ❖ *Approach character-defining details in a manner that is true to a style of architecture or common theme.*



- ❖ *Activate upper-story step back areas of the hotel building with balconies, roof gardens or similar features.*
- ❖ *Non-historic elevations of the hotel building shall provide high quality, durable materials and attention to detail. Buildings shall provide a human scale and facilitate pedestrian activity. Pedestrian oriented features, such as outdoor seating, are encouraged to enliven the public realm.*
- ❖ *Entries should be substantial and well-detailed. Doors should match the high-quality materials and character of the window design.*

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- ❖ *The hotel building shall be enhanced with architectural elements such as porches, stoops, bay windows, balconies, eaves, brise-soleil, or massing articulation at non-historic building corners. Facade materials shall turn the corner to employ the same vocabulary of materials.*
- ❖ Corner buildings shall have consistent material treatments on front and exposed side facades.
- ❖ Frame south-facing and southwest-facing windows with protruding vertical or horizontal shading devices such as lintels, sills and awnings to provide adequate protection from glare. Windows and doors with real mullions are required to create shade and shadow (i.e., no inserts or mullions set inside glass).

- ❖ Break up the mass of the hotel building with articulation in form, architectural details, and changes in materials and colors.
- ❖ Incorporate architectural elements and details, such as adding notches, grouping window, adding loggias and dormers, varying cornices and rooflines.
- ❖ Vary materials and colors to enhance key components of a building's facade, such as with window trim, entries and projecting elements.



Use articulation in form including changes in wall planes, upper-story building step backs an/or projecting or recessed elements.

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- ❖ *The hotel building shall provide entrances and entry approaches from Second Street that can accommodate persons of all mobility levels.*
- ❖ *Service and maintenance areas should be accessed from interior drives or corridors, but where necessary fronting on a public street they shall be set back and screened from public view to provide a quality pedestrian experience.*



- ❖ *Balconies and decks should be well detailed with high quality, durable materials and attention to the method of joinery.*
- ❖ *Special attention should be paid to the first three floors of the hotel building to maximize opportunities to engage the pedestrian and enable an active and vibrant street front.*
- ❖ *Hotel balconies up to six feet in depth are encouraged and can be either recessed or protruding. Where Juliet balconies are proposed, the windows behind the balcony shall be full length to convey appearances of doors.*

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- ❖ *The hotel building should not be designed with large uninterrupted expanses of wall surface. Where 15 feet or more of windowless wall is found to be unavoidable, eye-level displays, a contrast in wall treatment, outdoor seating, and/or planting shall be used to enhance visual interest and pedestrian area vitality.*
- ❖ Awnings are recommended along street frontages, particularly where there are doorways.
- ❖ The hotel building shall utilize architectural elements such as cornices, lintels, sills, balconies and awnings to enhance building facades.



- ❖ The shape, size, color, and material of projections for shade protection should be consistent with the architectural style/character of the building. The minimum dimensions of awnings should be consistent with the width of the glazing.

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Mixed-Use Building Design Guidelines

Development Intensity and Neighborhood Compatibility

The Mixed-Use guidelines are intended to be additive to the guidelines contained in the Downtown Napa Specific Plan, and to the site-specific guidelines developed for the Franklin Station Mixed-Use Building.



The Mixed-Use building should relate to the street and surrounding neighborhood with design elements that activate the street and provide a pleasant pedestrian experience.

- ❖ The Mixed-Use facades should be complimentary to nearby buildings by incorporating architectural elements (e.g., window and door design, varied building materials, decorative treatments, etc.) to provide visual interest.

- ❖ *Buildings shall provide a human scale and facilitate pedestrian activity.*



- ❖ *Pedestrian oriented features, such as outdoor seating are encouraged to enliven the public realm.*
- ❖ Break up the mass of the mixed-use building with articulation in form, architectural details, and changes in materials and colors.
- ❖ The mixed-use building should be designed without large uninterrupted expanses of wall surface. Where 15 feet or more of windowless wall is found to be unavoidable, eye level displays, a contrasting wall treatment, and/or planting shall be used to enhance visual interest and pedestrian area vitality.

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Quality of Materials



- ❖ Vary materials and colors to enhance key compliments of the building's façade, such as with window trim, entries, and projecting elements.
- ❖ Windows and doors with real mullions are required to create shade and shadows (i.e., no inserts or mullions set inside the glass).
- ❖ Balconies and decks should be well detailed with high quality durable materials and attention to the method of joinery.

- ❖ Select building materials, architectural details and finishes should convey as sense of permanence. Quality materials should be used to withstand the test of time regardless of architectural style.
- ❖ Mixed-Use building elevations shall provide high quality, durable materials, and attention to detail.
- ❖ Entries should be substantial and well-detailed. Doors should complement the high-quality materials and character of the window design.
- ❖ The building shall have consistent material treatments on front and exposed side facades.



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Design Character



- ❖ Awnings are encouraged along street frontages, particularly where there are doorways or vehicle entrances.
- ❖ *Horizontal and vertical building sides should vary to break up massing.*
- ❖ *Retail space in the mixed-use building shall incorporate either recessed entries and/or shaded overhangs at entrance.*
- ❖ *The mixed-use building shall be enhanced with architectural elements such balconies, eaves, brise-soleil, or massing articulation.*
- ❖ *Frame south-facing and southwest-facing windows with protruding vertical or horizontal shading devised such as lintels, sills, and awnings to provide adequate protection from glare.*
- ❖ *Incorporate architectural elements and details, such as adding notches, grouping windows, adding loggias and dormers, varying cornices, and rooflines.*



- ❖ The mixed-use building shall utilize architectural elements such as concise, lintels, sills, balconies, and awnings to enhance building facades.
- ❖ Mixed-Use balconies at least six feet in depths are encouraged and can be either recessed or protruding. Where Juliet balconies are proposed the windows behind the balcony shall be full length to convey appearance of doors.
- ❖ Use articulation in form including changes in wall planes, upper-story building and/or projecting or recessed elements.
- ❖ *Approach character-defining details in a manner that is true to a style of architecture or comment theme.*

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Design Functionality



- ❖ The mixed-use building shall provide entrance and entry approaches from Second Street that can accommodate persons of all mobility levels.
- ❖ Service and maintenance areas should be accessible from interior drives or corridors, but where necessary fronting on a public street they shall be discrete and provide a quality pedestrian experience.
- ❖ Locate ground-floor commercial uses on street corners at key intersections. (City of Napa Design Guidelines).



- ❖ The shape, size, color, and material of projections for shade protection should be consistent with the architectural style/character of the building. The minimum dimensions of awnings should be consistent with the width of the glazing.