

ORDINANCE NO. _____

**AN ORDINANCE OF THE NAPA COUNTY BOARD OF SUPERVISORS,
STATE OF CALIFORNIA, APPROVING THE DEVELOPMENT
AGREEMENT BETWEEN NAPA COUNTY AND JACKSON FAMILY
INVESTMENTS III, LLC**

WHEREAS, to strengthen the public planning process, encourage private participation in comprehensive planning and reduce the economic risk of development, the Legislature of the State of California adopted Government Code Sections 65864-65869.5 (the “Development Agreement Statute”), authorizing municipalities to enter into development agreements in connection with the development of real property within their jurisdiction by qualified applicants with a requisite legal or equitable interest in the real property which is the subject of such development agreement; and

WHEREAS, the purpose of the Development Agreement Statute is to authorize municipalities, in their discretion, to establish certain development rights in real property for a period of years regardless of intervening changes in land use regulations; and

WHEREAS, Jackson Family Investments III, LLC, a Delaware limited liability company (“JFI” or “Landowner”) holds legal or equitable interests in the approximately 15.13-acres of real property in Napa County located at Lodi Lane along SR 29, approximately 0.5 mile north of the city limits of St. Helena, in unincorporated Napa County, California. The Project is comprised of six parcels, designated by Assessor’s Parcel Numbers 022-130-027, 022-130-028, 022-130-023, 022-130-024, 022-220-028, and 022-220-029 (the “Property”), and is more particularly described in the legal description shown on Exhibit A (North Property) and Exhibit B (South Property) and depicted on the site plan shown on Exhibit C (Site Plan) to the form of Development Agreement attached to this Ordinance as Attachment 1; and

WHEREAS, JFI has proposed Use Permit Major Modification No. P19-00038-MOD to modify Freemark Abbey’s existing use permits to accommodate development of a boutique hotel within the existing Freemark Abbey Winery complex to allow: demolition of three buildings currently used as a restaurant, retail wine shop, art gallery, and a five-room motel; construction of a 79 room hotel split between the North Property (50 rooms) and the South Property (29 rooms); minor interior renovations to the existing “Stone Building” to serve as the hotel’s main lobby, meeting space, and/or dining; construction of spa, retail operations, circulation, courtyards, landscaped areas, underground parking garage, a freestanding fitness studio, support kitchen and back-of-house uses. All of the improvements referenced herein are referred to as the “Project;” and

WHEREAS, on May 21, 2024, the Board of Supervisors approved a Term Sheet between the County and Landowner, setting forth material terms upon which the County and Landowner would negotiate and enter into a development agreement; and

WHEREAS, the County has determined that the Project is a development for which a development agreement is appropriate. The Development Agreement will eliminate uncertainty in the County's land use planning process and secure orderly development of the Project, assure progressive and timely installation of necessary improvements and mitigation appropriate to each stage of development of the Project, and otherwise achieve the goals and purposes for which the Development Agreement Statute was enacted. The County desires to provide certainty through the Development Agreement with respect to specific development criteria that will be applicable to the Property in accordance with sound planning principles. The Development Agreement, if approved, would guide development of a boutique hotel within the existing Freemark Abbey

Winery Complex development area, and define the rights and obligations of County and the Landowner; and

WHEREAS, after conducting a duly noticed public hearing in accordance with the Development Agreement Statute, the Napa County Planning Commission by a vote of 4:0 (AYES: Dameron, Brunzell, Richmond, Moran Williams; ABSENT: Brooks), on March 4, 2026, recommended that the Board adopt the Development Agreement; and

WHEREAS, thereafter on April 28, 2026, the Board held a duly noticed public hearing on the Development Agreement pursuant to the Development Agreement Statute.

NOW, THEREFORE, the Napa County Board of Supervisors, State of California, ordains as follows:

SECTION 1. The above recitals are true and correct.

SECTION 2. The Board finds that pursuant to California Government Code Section 65867.5, the Development Agreement is consistent with the County's Zoning Ordinance and the following goals, policies, action items and objectives and programs of the County's General Plan as set forth in general plan analysis in Exhibit D (General Plan Consistency Analysis) attached to the form of Development Agreement attached to this Ordinance as Attachment 1.

SECTION 3. The Board finds that the Project approved by the Development Agreement provides substantial public benefits to persons residing or owning property outside the boundary of the Property beyond the exactions for public benefits required in the normal development review process under federal, state or local law, as described in the foregoing recitals and in the Development Agreement. The Board further finds that the Development Agreement is in compliance with Government Code Section 65867.5 and therefore may be approved.

SECTION 4. The Development Agreement, substantially in the form attached hereto as Attachment 1 and incorporated herein by reference, between the County and Jackson Family Investments III, LLC, a Delaware limited liability company, is hereby approved. The Board

authorizes and directs the Chair to execute the Development Agreement, subject to any further modifications that the Chief Executive Officer determines, in consultation with the County Counsel, are in the best interest of the County, do not materially decrease the benefits to or materially increase the obligations or liabilities of the County, and are in compliance with all applicable laws.

SECTION 5. The Project Approval or Subsequent Approval set forth in the Development Agreement shall prevail in the event of any conflict or inconsistency with the County Subdivision Code.

SECTION 6. All actions taken by County officials in preparing and submitted the Development Agreement to the Board for review and consideration are hereby ratified and confirmed, and the Board further authorizes the Executive Officer and any other appropriate officers, agents or employees of the County to take any and all steps as they or any of them deems necessary or appropriate, in consultation with the County Counsel, in order to consummate the matters set forth in the Development Agreement.

SECTION 7. Pursuant to Government Code § 65868.5, the Clerk of the Board of Supervisors shall record with the County Recorder of the County of Napa a copy of the Development Agreement within ten (10) days after the Development Agreement is fully executed.

SECTION 8. This ordinance shall be effective thirty (30) days from and after the date of its passage.

SECTION 9. A summary of this ordinance shall be published at least once 5 days before adoption and at least once before the expiration of 15 days after its passage in the Napa Valley Register, a newspaper of general circulation published in Napa County, together with the names of members voting for and against the same.

The foregoing Ordinance was recommended for adoption and public hearing held thereon before the Napa County Planning Commission at a regular meeting of the Commission on the 4th day of March, 2026. The Planning Commission’s recommendation was considered by the Board of Supervisors, and this Ordinance was introduced and passed at a regular meeting of the Napa County Board of Supervisors, State of California, held on the ____ day of _____, 2026, by the following vote:

AYES:	SUPERVISORS	_____
NOES:	SUPERVISORS	_____
ABSTAIN:	SUPERVISORS	_____
ABSENT:	SUPERVISORS	_____

NAPA COUNTY, a political subdivision of the State of California

 AMBER MANFREE, Chair of the Board of Supervisors

APPROVED AS TO FORM Office of County Counsel By: <u>Laura J. Anderson (e-sign)</u> Lead Deputy County Counsel Date: <u>March 10, 2026</u>	APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS Date: _____ Processed By: _____ Deputy Clerk of the Board	ATTEST: NEHA HOSKINS Clerk of the Board of Supervisors By: _____
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I HEREBY CERTIFY THAT THE ORDINANCE ABOVE WAS POSTED IN THE OFFICE OF THE CLERK OF THE BOARD IN THE ADMINISTRATIVE BUILDING, 1195 THIRD STREET ROOM 310, NAPA, CALIFORNIA ON _____.

_____, DEPUTY
 NEHA HOSKINS, CLERK OF THE BOARD

Attachment No. 1- Development Agreement
 Exhibits A and B- Legal Descriptions
 Exhibit C- Site Plan
 Exhibit D- General Plan Consistency Analysis