

Attachment B

Term Sheet Comparison

December 5, 2023, Proposed Developer Agreement Terms	May 21, 2024, Revised Proposed Developer Agreement Terms	Change from previous proposal
Onsite, affordable housing units for employees: Existing six market rate units to be deed restricted affordable for employees. Provides new affordable housing and reduced VMT. Restriction of rental rates represents property value of \$3.44 million over twenty years.	Onsite, affordable housing units for employees: Existing six market rate units to be deed restricted affordable for employees. Provides new affordable housing stock and reduces VMT. Adds affordable units for County's next RHNA cycle. Restriction of rental rates to affordable levels represents a decrease in rental income of approximately \$3.44 million over twenty years.	No material changes. Applicant includes language noting deed restrictions will add affordable units to County's annual dwelling unit progress reports required by the State.
Affordable housing funding: Payment to County's affordable housing trust fund equal to three times current affordable housing fees that would otherwise apply to the project. Contribution calculated at \$1,580,000 to be made in two equal payments at building permit issuance and five years after project occupancy. Funds available for use by Napa County or affordable housing developer (e.g. Our Town St. Helena, Napa Valley Community Housing) for the development of affordable housing.	New Residential Units: Prior to occupancy of the hotel, Owner will cause to construct and/or commit to deliver five new dwelling units in Napa County to be occupied by employees who work for owner or owner's affiliates. Units may be funded by Owner, funded/constructed in partnership with housing developers, non-profit organizations, and/or constructed by Owner on its properties. Should Owner constructed units be rented to outside tenants Owner agrees to maintain rents at moderate income limits (as defined by California Department of Housing and Community Development) for a period of 25 years.	Applicant has modified their original proposal of increased fee payment to the County's affordable housing trust fund, to a commitment to build and deed restrict five (5) affordable housing units within the County.
	Graywater Reclamation and Water Conservation – Project graywater will be recycled and reused. The project reduces groundwater use over existing entitled uses through a costly but proven effective water treatment and reclamation system. Resort buildings will be plumbed to capture, treat, and reuse treated greywater. Groundwater use shall be reduced by 20% over existing entitlements. Excess treated graywater may be made available for irrigation use on adjacent properties subject to County	New term. Graywater Reclamation and Water Conservation was not a proposed term in the December 2023 term sheet.

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	approval and willingness of nearby properties to accept and use reclaimed water.	
	Lodi Lane/Hwy 29 At-grade Crossing Enhancement: The Project will include an at-grade street crossing enhancement to the existing Vine Trail crossing to increase pedestrian, bicycle, and on-site operational safety and traffic calming. The project will include construction of an enhanced crossing as depicted in the Crossing Exhibit Concept Plan (attached), as modified to meet County and Caltrans requirements. The project may also include other traffic calming measures (such as a rumble strip/speed table, and/or signage) along Lodi Lane to reduce traffic speeds and increase driver awareness. The benefit of these enhancements extends beyond resort guests and employees to thousands of Vine Trail users.	New term. Lodi Lane/Highway 29 At-grade Crossing Enhancement was not a proposed term in the December 2023 term sheet.
	Participation in GSA Pilot Program: Owner will install two Tule sensors, or similar evapotranspiration sensors, at Owner's property within the Napa River Subbasin. Data from these sensors will be shared with the Napa County Groundwater Sustainability Agency (GSA). Locations of the sensors to be determined by Owner in coordination with GSA.	New term. Participation in the GSA Pilot Program was not a proposed term in the December 2023 term sheet.
	Establish a Lodi Lane Area Fire Safe Council: The Lodi Lane neighborhood is north of St. Helena and currently lacks a dedicated Fire Wise Council and is a disconnected part of the broader Napa Valley Fire Wise Council. Owner will use their best efforts to establish the Council or expand the boundaries and representation of an existing	New term. Establishing a Lodi Lane Area Fire Safe Council was not a proposed term in the December 2023 term sheet.

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	council which may include funding the organizational startup costs, providing meeting space, and administrative support to form a local Fire Wise Council.	
	Private Fire Truck: Owner will station a type 6 fire truck at the property. During the 2020 fires, Owner's private fire crews assisted CalFire to fight wildfires in the Lodi Lane area. Staging a private fire truck at the property facilitates future private firefighting resources.	New term. Maintaining a private Fire Truck on the property was not a proposed term in the December 2023 term sheet.
	Sustainability Measures: a) LEED Gold – Project will be designed and constructed to a minimum LEED Gold Standard. LEED is a points-based system with four tiers (basic certification, Silver Gold, and Platinum). Points are scored for a hotel's different sustainability measures with total points determining the tier achieved. b) EV Charging Stations – Owner will install 150% of the number of electric vehicle charging stations required by the building code. Under current design and building code requirements, the 150% commitment equals 15 charging stations. c) No Vineyard Removal – Project removes no vineyard. Existing vineyard is certified organic. d) Air Quality Monitoring Station – Owner will install and maintain an air quality monitoring sensor. Data from the sensor will be provided to the public (e.g. Purple Air) so that the community has added data on air quality in the area.	New term. The proposed sustainability measures were not a proposed term in the December 2023 term sheet.

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Vine Trail/Shelter Easements: In conjunction with project application, Landowner has contributed easements for Vine Trail and trail rest shelter without receiving compensation. Due to timing of Vine Trail grant process, Vine Trail asked Landowner to grant these easements prior to receiving approval of the project.	Vine Trail/Shelter Easements/ E-Bike Charging Station : During processing of this project application, Owner has contributed easements for Vine Trail and trail rest shelter without receiving compensation. Due to timing of Vine Trail grant process, Vine Trail asked Owner to grant these easements prior to receiving approval of the project. Owner also will incorporate e-bike charging into site plan. This e-bike charging station will be available to the public using the Vine Trail.	Applicant has modified their original proposed term, which committed the applicant to provided Vine Trail easements and rest shelters along a segment of the Vine Trail abutting the project, to include e-bike charging stations.
Landowner may modify site plan/building locations so long as total square footage and room count are not increased beyond what was approved as confirmed by PBES Director.	Owner may modify site plan, parking , and building locations so long as total square footage, space count , and room count are not increased beyond what was approved as confirmed by PBES Director.	Applicant has modified their original proposal to include parking areas as a modifiable component of the approved site plan as long as the overall parking space county does not increase beyond what is approved.
Landowner continues to use established/vested parking area documented in approved use permit P12-00359-VMM on AW zoned parcel as shared parking for north and south parcel without intensification of use.	Owner continues to use the amount of established/vested parking area documented in approved use permit P12-00359-VMM on AW zoned parcel as shared parking for north and south parcel without intensification of use.	This term has not changed from what was proposed in December 2023.
Landowner continues use of south parcel with historic/vested wastewater treatment system on AW lands for all south parcel uses (employee housing and commercial uses).	Owner continues use of south parcel with historic/vested wastewater treatment system on AW lands for all south parcel uses (employee housing and commercial uses).	This term has not changed from what was proposed in December 2023.
Improve South Parcel agricultural lands to productive agricultural use: Proposal includes active agriculture on South Parcel's agriculturally zoned land that is currently fallow.		Applicant has removed this term from the revised proposal.

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Agricultural uses to consist of growing and harvesting but not processing of agricultural products. Agricultural use intended to provide “farm-to-table” experience for project food service and to educate hotel guests on Napa County’s agricultural economy.		
Fee credit against any future enacted transportation impact fee in amount equal to value of Vine Trail/Shelter easements and other transportation improvements.		Applicant has removed this term from the revised proposal.
Allow hotel guests to tour model agricultural operations on AW lands south of Lodi lane. Activities of tour guests limited to uses allowed under definition of “agriculture” in County Code (e.g. retail purchase of agricultural products produced onsite).		Applicant has removed this term from the revised proposal.