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2010-0032122

When recorded mail to:

Napa County Conservation, Development,  
and Planning Department  
1195 Third Street, Suite 210  
Napa, California 94559

APN: 027-280-067

FILE # 555/89/A

Recording Exempt from Recording Fee:  
Gov. Code section 27383

Recorded	REC FEE	0.00
Official Records		
County of	CON1-NO FEE CON	0.00
Napa		
JOHN TUTEUR		
Assessor-Recorder-Coul		
11:45AM 28-Dec-2010	CW	Page 1 of 12

Space above this line for Recorder's Use

**AGRICULTURAL PRESERVE CONTRACT  
OF NAPA COUNTY  
AGRICULTURAL PRESERVE TYPE "A" CONTRACT NO. 555/89/A  
AUTHORIZING RESCISSION AND REPLACEMENT WITH TYPE A CONTRACT**

**THIS Rescind and Replace Agreement** of Napa County Agricultural Preserve Type "A" Contract No. 555/89/A is entered into as of this 7<sup>th</sup> day of DECEMBER, 2010, by the COUNTY OF NAPA, (hereinafter referred to as "County") and Robert Mondavi Winery, a California Corporation, (hereinafter referred to as "Owner");

**RECITALS**

**WHEREAS**, pursuant to the Williamson Act (Government Code section 51200 *et seq.*), County entered into Napa County Agricultural Preserve Type A Contract with Owner or its predecessors on February 7, 1989 and recorded on February 10, 1989 under Volume Number 1638 at page 019, of the Official Records of the Napa County Recorder, to enforceably restrict that land ("Subject Parcel") described in Exhibit "A" of the Contract, formally known as Assessor's Parcel Number 027-280-050 on the Napa County Assessor's Map and containing 63 acres more or less ("Contract"); and

**WHEREAS**, Owner has obtained approval for a lot line adjustment from the County (Lot Line Adjustment 1552) which would reconfigure the boundary of the Subject Parcel with the boundaries of two adjacent parcels subject to Agricultural Preserve Contract Nos. 20/69/A and 21/69/A (Contract No. 20/69 currently covers: Assessor Parcel Nos. 027-280-061 lands of RME, Inc. and Assessor Parcel Nos. 027-280-017 and 027-480-017 lands of Robert Mondavi Properties, Inc.; Contract No. 21/69 currently covers: Assessor Parcel Nos. 027-280-062 and 027-480-020 lands of Opus One Winery, LLC, Assessor Parcel Nos. 027-280-014, -016, -019, and -022 land of RME, Inc., and Assessor Parcel No. 027-480-021 lands of Robert Mondavi Investments), resulting in one successor parcel ("Adjusted Parcel") totaling 93.76 acres, more or less, which lot line adjustment was effectuated by a grant deed recorded on June 13, 2008 having the legal description set forth in Exhibit "A-1", attached hereto and incorporated herein by

reference, with the boundary lines before and after the lot line adjustment shown for illustrative purposes only in Exhibits "B" and "C", respectively; and

**WHEREAS**, Assessor Parcel No. 027-280-017 (lands of Robert Mondavi Properties, Inc.) will remain under Contract No. 20/69/A containing 40.8 acres, more or less; and

**WHEREAS**, adjacent Assessor Parcel Nos. 027-280-061 (lands of RME, Inc.) and 027-480-017 (lands of Robert Mondavi Properties, Inc.), previously subject to Agricultural Contract No. 20/69/A, will be replaced by new contracts under File Nos. P06-01192-AGK and P08-00619-AGK, respectively; and

**WHEREAS**, Assessor Parcel Nos. 027-280-014, -016, -019, and -022 (lands of RME, Inc.) will remain under Contract No. 21/69/A containing 308.66 acres, more or less; and

**WHEREAS**, adjacent Assessor Parcel Nos. 027-280-062 and 027-480-020 (lands of Opus One Winery, LLC) and No. 027-480-021 (lands of Robert Mondavi Investments), previously subject to Agricultural Contract No. 21/69/A, will be replaced by new contracts under File Nos. P06-01193-AGK, P08-00621-AGK, and P08-00620-AGK, respectively; and

**WHEREAS**, no portion of the Subject Parcel to be contained within the Adjusted Parcel qualifies under the Williamson Act for cancellation of the Contract, and none of the parties to the Contract desire to seek non-renewal of the Contract, but desire instead to incorporate the Contracted portions of the Adjusted Parcel to the land subject to the Contract, resulting in a new Contract No. P06-01191-AGK ("Replacement Contract"); and

**WHEREAS**, the Board of Supervisors further finds as follows, pursuant to Government Code section 51257:

1. The initial term of the Replacement Contract shall fulfill the unexpired term of Agricultural Preserve Contract No. 555/89/A of not less than ten (10) years from the date of commencement of the Replacement Contract, unless sooner terminated in accordance with the provisions hereof; and
2. The Adjusted Parcel was created through a lot line adjustment (1552) that would maintain an equal amount of acreage of agriculturally viable land under the Replacement Contract that was placed under the Contract; and
3. Sixty three acres more or less of land was included under the subject Contract No 555/89/A. The remaining land from the Contract to be placed under the Replacement Contract comprises 100% of the originally contracted lands; and
4. Government Code section 51222 requires that -prime agricultural land (Type A contracts) contain a minimum of ten (10) acres in size to be considered large enough to

sustain agricultural use. The Adjusted Parcel is 93 acres in size more or less. In regard to the Agricultural Preserve proposed in Exhibit "A-1" that is less than one hundred (100) acres in size, the smaller preserve size is necessary due to the unique characteristic of the agricultural enterprises to be conducted within the preserve and the adjacent area, and further finds that the size of such proposed preserve is consistent with the Napa County General Plan; and

5. The lot line adjustment (1552) would maintain an equal amount of acreage under agricultural production in the Adjusted Parcel and thus would not compromise the long-term agricultural production; and
6. The lot line adjustment (1552) would not result in a net decrease of adjacent land in agricultural production; and
7. The lot line adjustment (1552) would not result in a greater number of developable parcels, nor result in a lot inconsistent with the Napa County General Plan; and

**WHEREAS**, because the Contract and applicable agricultural preserve rules require that land subject to the Contract be comprised only of a single parcel and all of the land within a single parcel be subject to the same Contract, County and Owner wish to implement their desire to place all of the land within the Subject Parcel under a new Agricultural Preserve contract by rescinding this Contract and simultaneously substituting for and replacing the Contract with one (1) separate Replacement Contract which would maintain the same amount of acreage currently under contract, as permitted by Government Code section 51254, with corresponding agricultural preserve modification ("Successor Preserve"); and,

#### **TERMS**

**NOW, THEREFORE, COUNTY AND OWNER AGREE** as follows:

1. The parties herby find and agree that the foregoing recitals are true and correct.
2. The parties both amend the Contract as follows:
  - a) Notwithstanding anything to the contrary in the Contract, as of the January 1 tax lien date immediately following recordation of the Type A agricultural preserve Replacement Contract (to be known as P06-01191-AGK) this Contract shall be deemed automatically rescinded and replaced by such Replacement Contract.
  - b) Unless and until rescinded and replaced as provided in (a), above, the terms and conditions of the Contract shall remain in full force and effect as previously approved and last amended.
3. This Rescind and Replace Agreement shall be recorded in the Official Records of the

Napa County Recorder immediately following its execution by County, Owner, and acknowledgment by any affected lienholders.

IN WITNESS WHEREOF, this Rescind and Replace Agreement of Napa County Agricultural Preserve Type "A" Contract No. 555/89/A was executed by the parties thereto as of the date first above written.

OWNER(S): **Robert Mondavi Winery,**  
a California Corporation

COUNTY OF NAPA, a political subdivision of the  
State of California

Gregory P. Fowler SVP Operations  
Signature Title

By Diane Dillon

AKA: Gregory P. Fowler  
Printed Name AKA: GREG FOWLER

DIANE DILLON, Chair  
Napa County Board of Supervisors

\_\_\_\_\_  
Signature Title

\_\_\_\_\_  
Printed Name

ATTEST:

SEAL AFFIXED

GLADYS COIL  
Clerk of the Board

By: Gladys Coil

<b>Approved by the Napa County Board of Supervisors</b>
Date: <u>12-7-2010</u>
Processed by: <u>Mary Ann McLaughlin</u> Deputy Clerk of the Board

<b>APPROVED AS TO FORM Office of County Counsel</b>
By: <u>[Signature]</u> Deputy County Counsel
Date: <u>1/24/2010</u>

[All signatures of the parties must be notarized]

# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of NAPA

On Nov. 4, 2010 before me, Randi J. Reistad, Notary Public  
Date Here Insert Name and Title of the Officer

personally appeared Greg Fowler  
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Place Notary Seal Above

Signature Randi J. Reistad  
Signature of Notary Public

## OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

### Description of Attached Document

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

### Capacity(ies) Claimed by Signer(s)

Signer's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney in Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_



Signer's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney in Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_



# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Napa

On Dec 7, 2010

Date

before me,

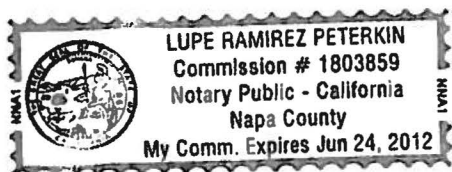
Lupe Ramirez Peterkin, Notary Public

Here Insert Name and Title of the Officer

personally appeared

Diane Dillon

Name(s) of Signer(s)



Lupe Ramirez Peterkin  
Napa County-California  
Commission # 1803859  
My Comm. Expires June 24, 2012  
707-253-4421

Place Notary Seal Above

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

Lupe Ramirez Peterkin

Signature of Notary Public

## OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

### Description of Attached Document

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

### Capacity(ies) Claimed by Signer(s)

Signer's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney in Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_

RIGHT THUMBPRINT  
OF SIGNER

Top of thumb here

Signer's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney in Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_

RIGHT THUMBPRINT  
OF SIGNER

Top of thumb here

**EXHIBIT "A"**

**LEGAL DESCRIPTION OF CONTRACTED LAND  
UNDER 555/89/A**

**PARCEL ONE:**

Commencing at a point on the southwesterly line of the Southern Pacific Company Right of Way at the most northern corner of the 90 acre tract of land described in the deed to Beaulieu Vineyard, a corporation, recorded July 28, 1943 in Book 202 at page 70 of Official Records of Napa County; thence along the northwestern line of said 90 acre tract, South 55°00'00" West 2397.58 feet; thence leaving said northwestern line and running North 35°00'00" West 1227.09 feet to a point on the southeastern line of 145.81 acre tract of land described in the deed to Beaulieu Vineyard, a corporation, recorded October 8, 1910 in Book 99 at page 249 of Official Records of Napa County; thence along the southeastern line of said 145.81 acre tract, North 55°00'00" East 2392.94 feet, more or less, to a point on the southwesterly line of the Southern Pacific Company Right of Way; thence southeasterly along said right of way, South 35°15'00" East 1219.09 feet, more or less, to the point of beginning.

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**PARCEL TWO:**

A right of way, 11.5 feet in width as described in deed recorded July 1943 in Book 202 at page 72 of Official Records of Napa County.

**EXHIBIT "A-1"**

**LEGAL DESCRIPTION OF CONTRACTED LAND  
UNDER P06-01191**

**PARCEL ONE:**

All that real property situated in the County of Napa, State of California, being a portion of the lands of Robert Mondavi Winery, a California Corporation as described in the Corporation Grant deed recorded May 5, 1989 in Book 1579 of Official Records of the County of Napa at Page 807, together with a portion of the lands of Robert Mondavi Properties, Inc. a California Corporation as described in the Corporation Grant Deed recorded October 20, 1999 as instrument number 1999-0032793 in the Official Records of the County of Napa and together with a portion of the lands of R.M.E., Inc, a California Corporation as described in the Corporation Grant Deed recorded October 20, 1999 as instrument number 1999-0032794 in the Official Records of the County of Napa, said lands and portions of land being more particularly described as a whole as follows:

Beginning at the Northern corner of said lands of Robert Mondavi Winery;

thence along the Northwesterly line of said lands South 55°00' West 3,820 feet, more or less to a point 41.00 feet Northeasterly of the Southern corner of the 145.81 acre tract of land described in the deed to Beaulieu Vineyards, a Corporation, recorded October 8, 1910 in Book 99 at Page 249 of Official Records of Napa County;

thence South 35°55' East 742 feet, more or less to a point which lies on a line that is parallel to the split between a vine row marked "CS15" to the Northwest and a vine row marked "CS 4" to the Southeast and which lies at the center line of a vineyard avenue which runs in a generally Northwest to Southeast direction;

thence on bearings based on Map No. 1935 filed April 2, 1970 in Book 2 of Parcel maps at Page 35 in the Office of the Recorder of the County of Napa, leaving said vineyard avenue and running equidistant between said vine rows North 55°08'41" East 982.2 feet to the Northeastern line of said lands of R.M.E., Inc.;

thence along said Northeastern line, on a bearing cited as South 35°36' East in said instrument number 1993-0032794, 482.8 feet to the middle of the second vineyard avenue;

thence along said vineyard avenue North 55°10'04" East 284.4 feet, more or less to a point on the Northwesterly production of a Northeasterly line of said lands of Robert Mondavi Properties, Inc.;

thence along said line produced, on a bearing cited in said instrument number 1999-0032793 South 35°15' East 2.7 feet, more or less to the Northwestern line of that certain 90 acre tract of

land described in the Deed to Beaulieu Vineyard, a Corporation recorded July 28, 1943 in Book 202 of Official Records of the County of Napa at Page 70;

thence along said Northwestern line of said 90 acre tract, on a bearing cited in said Deed to Beaulieu Vineyard, North 55°00' East 2541.6 feet, more or less to the Eastern corner of said lands of Robert Mondavi Winery;

thence along the Northeastern line of said lands of Robert Mondavi Winery North 35°15' West 1219.09 feet to the point of beginning of this description.

RESERVING THEREFROM for the benefit of Adjusted Parcel Two of the Lot Line Adjustment: An easement over that portion of the following described easement that lies within Parcel One above, for ingress, egress, roadway and utility purposes over, under, along and across a strip of land 22.00 feet width, lying 11.00 feet on each side of the following described center line:

Beginning at the Northeastern terminus of that certain course described as having a length of "284.4 feet" in the description of parcel of land conveyed in the Corporation Grant Deed recorded December 20, 2007 as instrument number 2007-0039435 of Official Records of Napa County;

thence along the exterior boundaries of said parcel South 55°10'04" West 284.4 feet to an angle point therein and North 35°36' West 482.8 feet to the Northern corner thereof;

thence on the production of said last described boundary line North 35°36' West 730 feet, more or less to a point that lies 11.00 feet Southeasterly, measured at a right angle from the Southeasterly line of said 145.81 acre tract of land of land described in the deed to Beaulieu Vineyards, a Corporation, recorded October 8, 1910 in Book 99 at Page 249 of Official Records of Napa County;

thence parallel to and 11.00 feet Southeasterly from said Southeasterly line South 55° West 985 feet, more or less to the northeastern line of the property described in Deed recorded December 20, 2007 as Series Number 2007-0039436 of Official Records of Napa County.

The sidelines of this 22.00 foot wide strip shall be lengthened or shortened as necessary so as to end at said northeastern line of the property described in the Deed recorded December 20, 2007 as Series Number 2007-0039436 of Official Records of Napa County and to end at the Northwesterly production of the Northeastery line of the 40 foot wide easement described in Parcel Two below.

#### PARCEL TWO:

An easement for ingress, egress, roadway and utility purposes over, under, along and across a strip of land 40.00 feet wide, the Northeastern line of which is the Southwestern line of the 90 acre tract of land described in the deed to Beaulieu Vineyard, a Corporation, recorded July 28,

1943 in Book 202 at page 70 of the Official Records of the County of Napa and the Northwestern extension thereof to the above described Parcel One. The Southwestern line of this strip of land shall be lengthened or shortened as necessary to end at the Southeastern line of the above described Parcel One and to end at the Northwestern line of Walnut Drive, a private roadway which is described in said instrument number 1999-0032793.

PARCEL THREE:

An easement for ingress, egress, roadway and utility purposes over, under, along and across a strip of land 11.00 feet in width, the Northwesternly and Northeasterly lines thereof being the boundary lines described above as having lengths of 284.4 feet and 482.8 feet, respectively.

The Southeasterly line of said 11.00 foot wide strip shall be shortened or lengthened so as to end at the Northeasterly line of the above described 40 foot wide easement. The Southwesterly line of said 11.00 foot wide strip shall be lengthened or shortened so as to end at that boundary line described above as having a length of 982.2 feet.

PARCEL FOUR:

A Right of Way, 50 feet in width, over Walnut Drive, as described in the Deed to Italian Swiss Colony, a corporation, recorded March 7, 1951 in Book 360 at page 176 of Official Records of Napa County.

PARCEL FIVE:

A right of way, 11.5 feet in width as described in the deed recorded July 28, 1943 in Book 202 at page 72 of Official Records of Napa County.

PARCEL SIX:

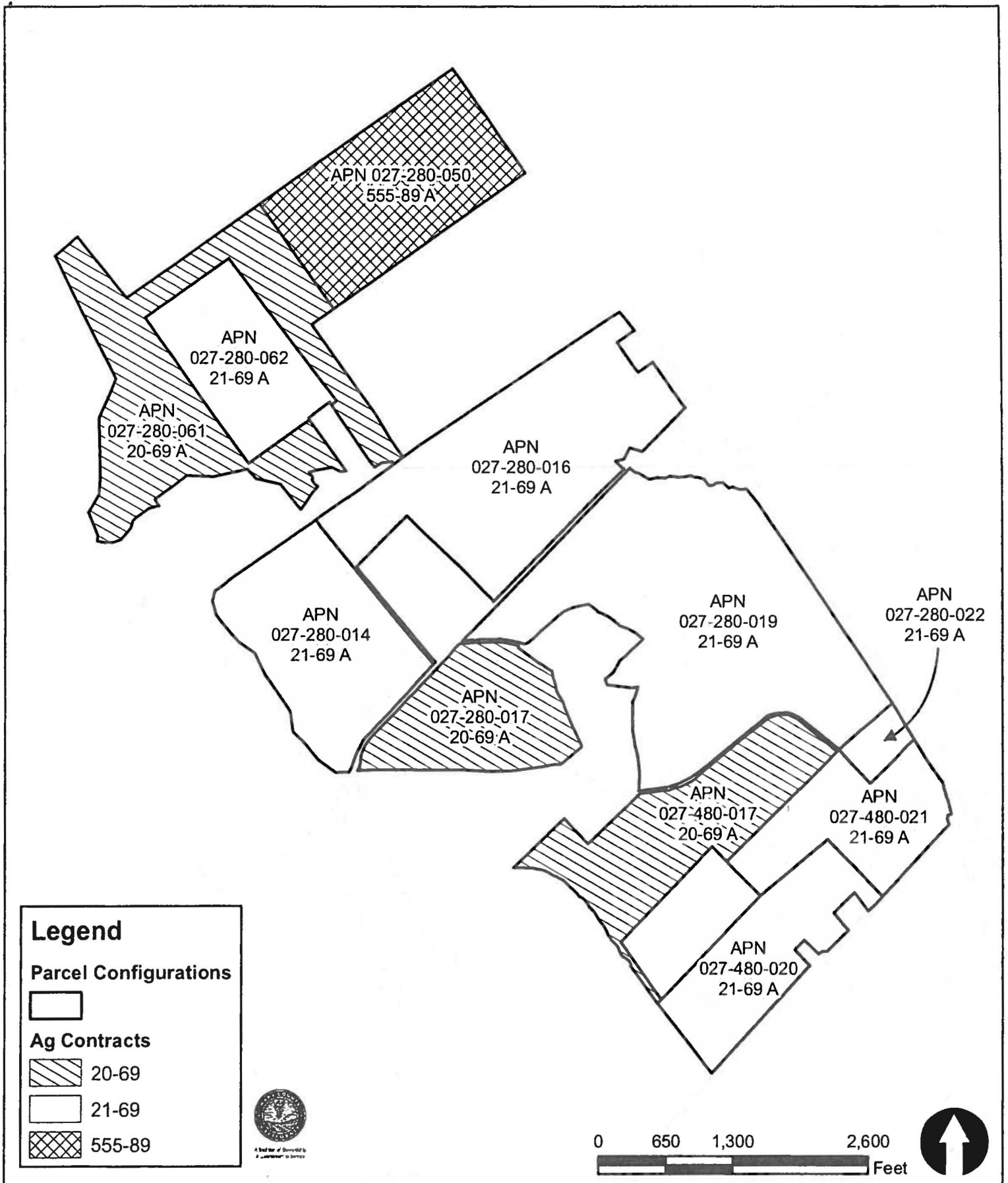
A non-exclusive riparian right to divert water from the creek that runs along the southerly boundary of the lands of Robert Mondavi Properties, Inc. described in the Corporation Grant Deed recorded December 20, 2007 as Instrument No. 2007-0039435, including an easement for vehicular and pedestrian access over said land to the creek or watercourse, for installation, use, operation, maintenance, repair and replacement of pumps, pipelines, and all necessary water diversion and conveyance facilities necessary for the full enjoyment of the riparian right referred to above.

The consolidation of underlying lots, parcels, or portions thereof as set forth in the above metes and bounds description, constitutes an expressed written statement of the Grantor, merging said underlying lots, parcels or portions thereof pursuant to Section 1093 of the California Civil Code.

APN 027-280-067

# (EXHIBIT - B)

## Parcel Configurations & Contracts Before Lot Line Adjustments



# Parcel Configurations & Contracts After Lot Line Adjustments

