AMENDMENT NO. 1

NAPA COUNTY AGREEMENT NO. 240259B

PURCHASE AND SALE AGREEMENT AND ESCROW INSTRUCTIONS

THIS AMENDMENT NO. 1 OF NAPA COUNTY AGREEMENT NO. 240259B is dated for reference purposes only, as of March 6, 2024, by and between Napa County and its Board of Supervisors, acting by and through its County Executive Officer, hereinafter referred to as "SELLER", and City of Calistoga, a general law city, hereinafter referred to as "BUYER";

RECITALS

WHEREAS, SELLER and BUYER entered into Napa County Agreement No. 240259B (the **"Agreement"**) with an Effective Date of March 6, 2024 for the sale of approximately +/- 70.6-acres of real property as well as the buildings and other improvements located thereon in the City of Calistoga, County of Napa, commonly known as APN: 011-140-055, 011-140-006, 011-140-007 AND 011-481-022 and more fully shown and described on Exhibit A to the Agreement (collectively, the **"Fairgrounds"**); and

WHEREAS, pursuant to Paragraph 2 of the Agreement, SELLER and BUYER wish to amend the Agreement to reflect the final agreed upon legal descriptions for the Property and the Retained Land to be used and recorded for the various transactions contemplated by the Agreement.

TERMS

NOW, THEREFORE, BUYER and SELLER amend the Agreement as follows:

1. Final Legal Descriptions for the Property. The final approved legal description of the Property is attached hereto as Attachment 1.

2. Final Legal Description for the Retained Land. The final approved legal description of the Retained Land is attached hereto as Attachment 2.

IN WITNESS WHEREOF, this Amendment No. 1 to the Agreement was executed by the parties hereto as of the last date of execution below.

[SIGNATURES FOLLOW ON NEXT PAGE]

BUYER:	CITY OF CALISTOGA By: _____ Name: Laura Snideman Its: City Manager Date: July 18 2024
	APPROVED AS TO FORM: City Attorney: By: _____ Name: Michelle Marchetta Kenyon
SELLER:	**NAPA COUNTY,** a political subdivision of the State of California By: _____ Joelle Gallagher, Chair of the Board of Supervisors* Dated: _____, 2024 *Authorized pursuant to Resolution No. 2024-10 APPROVED AS TO FORM: Office of County Counsel By: _____ County Counsel

BUYER:	CITY OF CALISTOGA By:_____ Name:_____ Its:_____ Date: _____, 2024___
	APPROVED AS TO FORM: City Attorney: By:_____ Name:_____
SELLER:	**NAPA COUNTY,** a political subdivision of the State of California By:_____ Joelle Gallagher, Chair of the Board of Supervisors* Dated:_____, 2024 *Authorized pursuant to Resolution No. 2024-10 APPROVED AS TO FORM: Office of County Counsel By:_____ County Counsel

ATTACHMENT 1
THE PROPERTY
LEGAL DESCRIPTION

The land described herein is situated in the State of California, County of Napa, City of Calistoga, and is more particularly described as follows:

TRACT ONE:
Commencing at the most Northerly corner of the 15.62 acre tract of land described in deed to P. Rubbattino et al recorded October 13, 1916, in Book 116 of Deeds, at page 114, said Napa County Records; thence from said point of beginning S 29° 45' W, along the westerly line of said Tract 320.00 feet to the true point of beginning; thence from said true point of beginning S 59° 45' E 554.30 feet; thence N 29° 50' E 320.00 feet to the northerly line of Lot 35 as shown on the map entitled, "Map of Calistoga Lands, as surveyed in 1871 and Subdivided in part in 1876" filed April 20, 1877, Napa County Records; thence S 59° 45' E along said northerly line, 80.00 feet to the westerly line of the Napa County Fair Grounds, described in deed of record in Book 130 of Official Records at page 215, Napa County Records; thence S 29° 50' W along said westerly line 1715.61 feet to the center of the Napa River; thence along the center of the Napa River the following courses and distances, N 68° 38' 02" W 158.57 feet; thence N 75° 11' 37" W 75.66 feet; thence N 62° 51' 48" W 201.27 feet; thence N 57° 03' 10" W 201.52 feet to the westerly line of said 15.62 acre tract; thence continuing northwesterly along the center of the Napa River to the center of Musgrove Creek; thence northerly along the center of Musgrove Creek to a point on a line which bears N 84° 15' 03" W from a point which lies S 29° 42' 44" W 80.11 feet from the most easterly corner of Lot 28 as shown on the "Final Map of Fairway Vista" recorded in Book 15 of Record Maps at Pages 4 and 5, Napa County Records; thence S 84° 15' 03" E to the southeasterly line of said Lot 28; thence N 29° 42' 44" E along the southeasterly line of Fairway Vista 1164.46 more or less to the point of beginning.

APN: 011-481-022 and 011-140-006

TRACT TWO:

PARCEL ONE:
Lots numbered 31, 32, 33, 34 and the East one-half of Lot 35 as the said lots are laid down and delineated upon a certain map entitled "Map of Calistoga Lands, as Surveyed in 1871 and Subdivided In Part In 1876" filed April 20,1877 in the office of the County Recorder of said Napa County.

Excepting therefrom the following:

(a) All that portion of said Lots 31, 32 and 33 which lies southeasterly of the northeasterly extension of the southeasterly line of said Lot 34.
(b) 6.71 acres of land, more or less, of said Lot numbered 34, heretofore conveyed by Susan J. McFarling to F.M. Crumley by deed of record in Volume 98 of Deeds at page 46, Napa County Records.
(c) 11.38 acres of land, more or less, of said Lot numbered 35, heretofore conveyed by Susan J McFarling to Francis M. Crumley by deed of record Volume 112 of Deeds at page 94, Napa County Records.

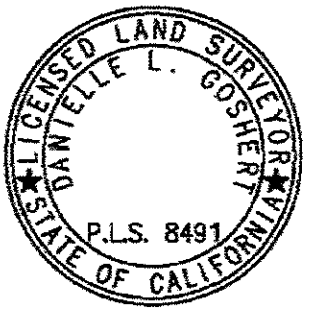
APN: 011-140-007 (ptn.)

PARCEL TWO:
Commencing at the most eastern corner of that certain parcel of land described in the deed of John B Logvy et ux of record in Book 161 of Official Records, page 306, said Napa County Records, and running thence along the northerly boundary thereof, North 59° 45' West, 615.78 feet and South 30° 15' West, 103.62 feet to a corner of said parcel: thence continuing South 30° 15' West 21.38 feet; thence South 59° 45' East 615.78 feet to a point on the northwesterly line of Oak Street; and thence North 30° 15' East and along said last mentioned line 125.00 feet to the point of beginning.
APN: 011-140-007 (ptn.)

PARCEL THREE:
Beginning at the point formed by the intersection of the Westerly line of the city street known as "Oak Street" with the northerly line of the city street known as "Washington Street," thence from said point of beginning along said northerly line N 59° 45' W 330.00 feet to the point of commencement; thence from said point of commencement along said northerly line N 59° 45' W 234.96 feet; thence S 30°15' W 113.60 feet to the centerline of the Napa River, thence along said centerline the following courses and distances: N 63° 00' W 150.40 feet, N 69° 00' W 189.00 feet; N 48° 30' W 220.00 feet; and N 66° 45' W 207.00 feet to the southeast corner of the tract of land conveyed to the County of Napa, California in deed of record in Volume 548, at Page 14, Official Records; thence along the easterly line of said tract of land N 30° 15' E 717.50 feet to the southwest corner of the tract of land conveyed to the County of Napa, California in deed of record in Volume 130, Page 215, Official Records, thence along the Southerly line of said tract S 59° 08' E 484.38 feet; and S 16° 06' E 306.16 feet; thence leaving said southerly line S 31° 10' W 21.38 feet to the southwest corner of the parcel of land conveyed to the County of Napa, California in deed of record in Volume 746 at Page 370, Official Records; thence along the southerly line of said parcel S 59°45' E 617.55 feet to the westerly line of the City street known as "Oak Street," thence along said westerly line S 30°15' W 202.28 feet; thence N 59° 06' W 330.02 feet; thence S 30°15' W 146.25 feet to the point of commencement.

Excepting therefrom the following:
A portion of Parcel B as shown on Map No. 2762, recorded on April 12, 1976, in Book 19 of Surveys at Page 70, Napa County Records, and is more particularly described as follows:
Beginning at a point on the northwestern right of way line of Oak Street at the easternmost corner of Parcel A as shown on said map; thence along the southeastern line of said Parcel B, North 30°15'00" East, 23.00 feet; thence leaving said southeastern line, parallel with and 23.0 feet distant from the northeastern line of said Parcel A, as measured perpendicular thereto, North 59°06'00" West, 602.98 feet to a point; thence South 30°15'00" West, 172.35 feet to a point, said point being on the prolongation of the northeastern line of Washington Street as shown on said map; thence South 59°45'00" East along said prolongation and said northeastern line 272.94 feet to the westernmost corner of said Parcel A; thence along the northwestern line of said Parcel A North 30°15'00" East, 146.25 feet to the northernmost corner thereof; thence along the northeastern line of said Parcel A South 59°06'00" East, 330.02 feet to the Point of Beginning.
APN: 011-140-055 (ptn.)
END OF DESCRIPTION

Prepared by Danielle L. Goshert, PLS 8491
County Surveyor, Napa County, California
July 2, 2024



ATTACHMENT 2

RETAINED PROPERTY
LEGAL DESCRIPTION

The land referred to herein is situated in the State of California, County of Napa, City of Calistoga, being a portion of Parcel B as shown on Map No. 2762, recorded on April 12, 1976, in Book 19 of Surveys at Page 70, Napa County Records, and is more particularly described as follows:

Beginning at a point on the northwestern right of way line of Oak Street at the easternmost corner of Parcel A as shown on said map; thence along the southeastern line of said Parcel B, North 30°15'00" East, 23.00 feet; thence leaving said southeastern line, parallel with and 23.0 feet distant from the northeastern line of said Parcel A, as measured perpendicular thereto, North 59°06'00" West, 602.98 feet to a point; thence South 30°15'00" West, 172.35 feet to a point, said point being on the prolongation of the northeastern line of Washington Street as shown on said map; thence South 59°45'00" East along said prolongation and said northeastern line 272.94 feet to the westernmost corner of said Parcel A; thence along the northwestern line of said Parcel A North 30°15'00" East, 146.25 feet to the northernmost corner thereof; thence along the northeastern line of said Parcel A South 59°06'00" East, 330.02 feet to the Point of Beginning.

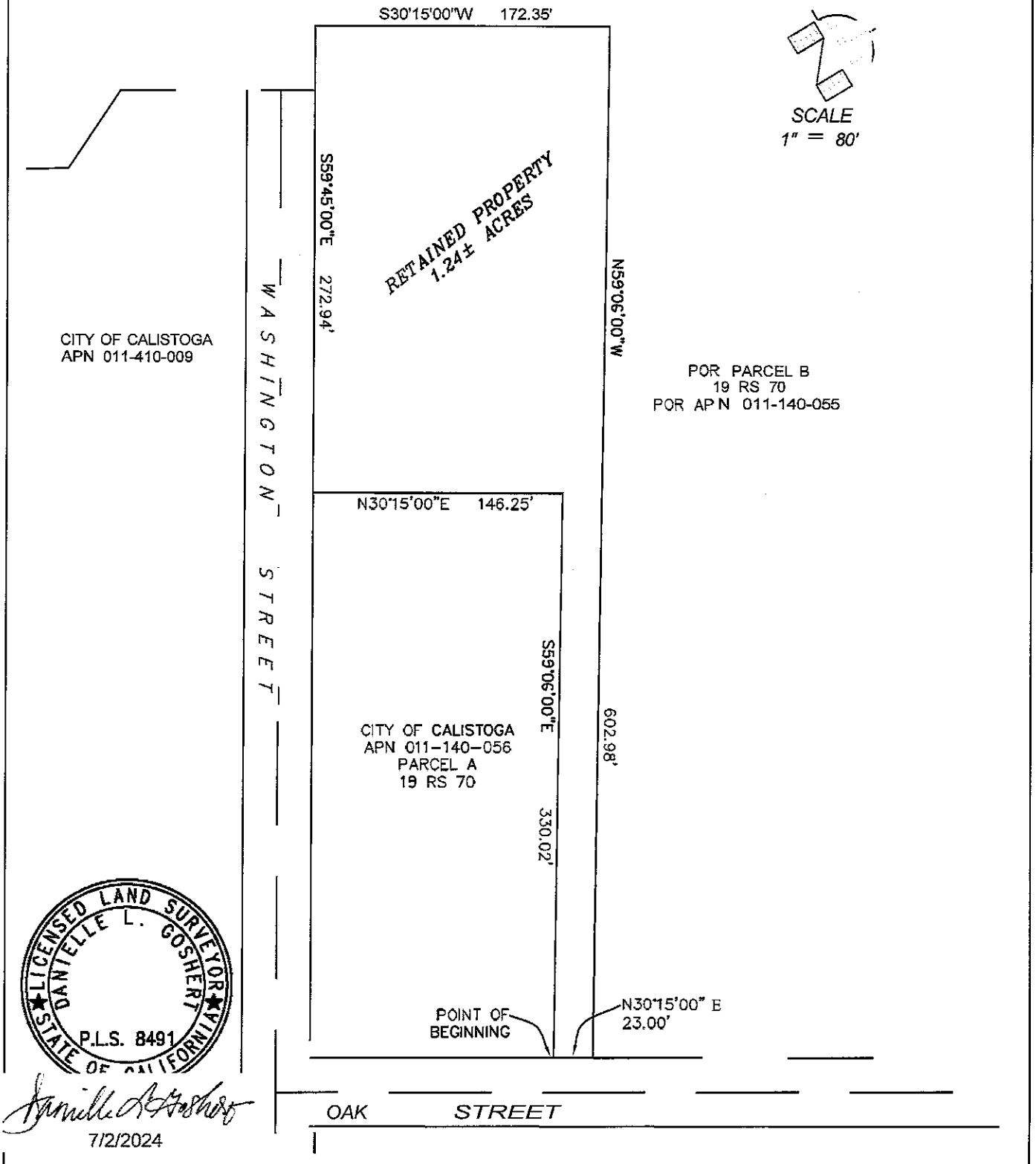
The Basis of Bearings used in the above description is based on said Map No. 2762, recorded on April 12, 1976, in Book 19 of Surveys at Page 70, Napa County Records.

END DESCRIPTION

Containing 1.24 Acres, more or less.

Prepared by Danielle L. Goshert, PLS 8491
County Surveyor, Napa County, California
July 2, 2024

LICENSED LAND SURVEYOR
DANIELLE L. GOSHERT
P.L.S. 8491
STATE OF CALIFORNIA



NAPA COUNTY
DEPARTMENT OF PUBLIC WORKS
1195 THIRD STREET• ROOM 101 * NAPA, CA 94559
PHONE 707-25.3-4.351 • FAX 707-25.3-4627
STEVEN £. LEDERER
Director of Public Works

ATTACHMENT 2
RETAINED PROPERTY
CITY OF CALISTOGA
NAPA COUNTY CALIFORNIA

Approved	
Drawn: D. Goshert	Scale: 1" = 80'
Date: June 2024	Sheet No.: 1
Project	of