Exhibit
2006-CDP-02 CONDITIONS OF APPROVAL

In addition to all applicable provisions of the Santa Paula Municipal Code ("SPMC"), the Limoneira Company (Applicant/Property Owner) agrees for itself, its heirs and assigns that it will comply with the following provisions as Conditions for the City of Santa Paula's Approval of Project No. 2006-CDP-02 ("Project Conditions").

GENERAL CONDITIONS

Planning

1. The Resolution and these associated Conditions of Approval were adopted with the knowledge, understanding and consent of the Property Owner/Applicant.

2. The Property Owners/Applicant must comply with all applicable law including, without limitation, the SPMC and such uncodified regulations, policies, and conditions regulating the Project. In addition the Property Owners/Applicant must pay all applicable fees and assessments to the City.

3. The Property Owner/Applicant's failure to comply with, or breach of, any Project Conditions may result in the amendment or revocation of this Permit, or any related permits, or other enforcement action, as maybe appropriate in the case. The City may undertake such acts and incur such expenses as it may consider necessary to effect compliance, the cost thereof including without limitation, administration costs and recoverable attorney's fees, to be reimbursed by the applicant or current property owners, as may be appropriate in the case.

4. This permit is subject to an ongoing review. If at any time valid, substantiated complaints are received, the City, in its discretion, may hold a public hearing held before the City Council, to determine if any condition or the permit should be modified, amended or revoked.

5. Within 48 hours of the approval of the project, the Applicant must deliver to the Planning Department a cashier's check or money order made payable to the County Clerk in the amount of Three Thousand and Seventy Nine Dollars and Seventy Five Cents ($3,079.75) which includes the Three Thousand and Twenty Nine Dollars and Seventy Five Cents ($3,029.75) fee, required by Fish and Game Code Section 711.4(d)(3) plus the fifty Dollars ($50.00) County administrative fee, to enable the City to file the Notice of Determination for the Environmental Impact Report required under Public Resources Code § 21151 and 14 California Code of Regulations § 15904.

6. Applicant agrees to indemnify and hold the City harmless from and against any claim, action, damages, costs (including, without limitation, attorney's fees), injuries, or liability, arising from the City's approval of Project No. 2006-CDP-02. Should the City be named in any suit, or should any claim be brought against it by suit or otherwise, whether the same be groundless or not, arising out of the City approval of Project No. 2006-CDP-02, Applicant agrees to defend the City (at the City's request

and with counsel satisfactory to the City) and will indemnify the City for any judgment rendered against it or any sums paid out in settlement or otherwise. For purposes of this section "the City" includes the City of Santa Paula's elected officials, appointed officials, officers, and employees, and consultant including, without limitation, legal counsel.

7. The Applicant or the Applicant's successor-in-interest is responsible for maintaining the undeveloped portion of the site including weed abatement and litter removal.

8. The Applicant must comply with all provisions of the project's Development Agreement. Annual monitoring is required as outlined in the Agreement.

9. The Applicant must comply with all mitigation measures identified in the Final Supplemental Environmental Impact Report prepared for the East Area 1 Specific Plan Amendment and related approvals. A Mitigation Monitoring and Reporting Program (MMRP) was prepared as part of the environmental review for the project and is attached as Exhibit "B" to Resolution No. 6906. The mitigation measures of the MMRP are incorporated into these conditions of approval by reference.

10. In compliance with California law, the Mitigation Monitoring and Reporting Program (MMRP) will be administered for the project. Before the City issues the first Certificate of Occupancy, the Applicant must pay a deposit of $30,000 for the administration of the MMRP. This fee must be paid no later than January 1st of each year until the final Certificate of Occupancy is issued and is subject to change.

11. Prior to the issuance of building permits, plans submitted to the Building Department, Fire Department, and Planning Department for building permits must contain a printed copy of these Conditions of Approval, the Final Mitigation Monitoring and Reporting Program (MMRP) and the Project number, **"2006-CDP-02"**, in the title blocks of the plans.

Vesting Tentative Map

12. Except as otherwise provided by a development agreement or pursuant to Government Code § 66452.6(a)(1), a tentative map expires thirty six (36) months after the date the map was approved.

13. The right conferred upon a vesting tentative map is vested for an initial time period of thirty six (36) months from the date a final map is recorded. Where several final maps are recorded on various phases of a project, approved by a single vesting tentative map, this time period begins for each phase when the final map for that phase is recorded.

14. The initial time period is automatically extended by any time used by the City for processing a complete application for a grading permit or for design or architectural review, if the time period used by the city to process the application exceeds thirty (30) days from the date the complete application is filed.

15. The conditions under which an extension of time or stay is granted for a vesting tentative map must be consistent with that established for tentative maps.

16. If a developer submits a complete application for a building permit during the initial time period, or any granted extension, the rights conferred by the vesting map continue until the expiration of that building permit or any extension to that building permit that the City may issue.

17. Within thirty six (36) months after the date the City Council approves a tentative map, or any later date that may be authorized by an extension granted pursuant to this article, the subdivider must cause the subject property to be accurately surveyed and a Final Map to be prepared in conformance with the tentative map and any and all applicable conditions.

18. The Vesting Final Map must be processed in accordance with SPMC §§ 16.80.410 through 16.80.470.

PLANNING DEPARTMENT

19. Within sixty (60) days of approval of the Specific Plan Amendment, the Applicant must submit a final copy reflecting any changes necessary to make the amended Specific Plan document consistent with City Council's final action. The final amended Specific Plan document must be reviewed for consistency and approved by the Planning Director.

20. The owner/Applicant must prepare and record a declaration of Covenants, Conditions and Restrictions (CC&R's) as required by Civil Code §1353 *et seq.* sufficient to enforce owner/Applicant obligations to the City under this approval. Before the City approves the first final vesting master map for the project, the CC&R's must be reviewed and approved by the City Attorney. Project CC&Rs must include provisions requiring the incorporation of drought tolerant landscaping and minimal turf areas in ornamental planting areas. The Applicant must pay all of the City's costs associated with such review including, without limitation, attorney's fees of the City Attorney.

21. As subsequent maps are approved, each must include a condition that the Applicant must provide the prospective home buyers disclosure of the following items. Proof of this disclosure, must be provided to the Planning Department and included in the CC&Rs for the project before the City issues the first certificate of occupancy:
    a. The presence of an active community park/detention basins that will include sports field lighting for evening use;
    b. Continued agricultural uses on the 55 acres on the northern edge of the Specific Plan area; and
    c. Location of a fire station site and police substation in the Civic District.

Inclusionary Housing

22. The Applicant must prepare an Affordable Housing Plan in accordance with the requirements of the SPMC including details about the required inclusionary housing

within the project, its distribution, and deed restrictions for all for-sale inclusionary housing units. The builder of the inclusionary rental housing must investigate the provision of on-site childcare.

Schools

23. The Applicant must mitigate elementary school impacts as outlined in the executed Elementary School Mitigation Agreement.

24. The Applicant must mitigate High School impacts as outlined in the High School Mitigation Agreement.

Cultural Resources

25. Before the start of grading activities in native soils, the project specifications must require a qualified Native American monitor to be present during grading activities within native soils. The Native American monitor will be authorized to halt construction, if necessary, in the immediate area (up to 200 feet) where buried cultural remains are encountered.

Growth Management

26. The City will not issue more than 500 building permits per year in accordance with applicable law.

COMMUNITY SERVICES DEPARTMENT

27. The Applicant must provide park improvements to mitigate recreation impacts as outlined in the East Area 1 Development Agreement adopted on February 26, 2008 as incorporated by reference in Development Agreement Article 3.1 Parks and Open Space to the satisfaction of the Community Services Director.

PUBLIC WORKS DEPARTMENT
Grading and Drainage

28. Before the City issues a grading permit, a master grading and drainage plan for the project must be prepared and approved as part of the first subdivision map approval for the project. The master grading plan must demonstrate conformance with the limits of grading exhibit of the project Final SEIR, the standards of the Specific Plan, and CBC. The Public Works Director, or designee, must select the geotechnical/soils evaluations reviewer for the project grading plans. Permittee must reimburse City for all costs associated with review of plans.

29. All grading must conform to Chapter 33 of the California Building Code (CBC) as adopted by the SPMC, and applicable provisions of the County of Ventura Grading regulations.

30. Each application for a phase of development must include a conceptual grading plan consistent with the master grading plan and includes the following minimum requirements:

    a. Preliminary quantity estimates for grading (cut/fill, import/export).

    b. An Erosion Control Plan outlining site specific Construction Best Management Practices (BMPs) for prevention of soil erosion/deposition and non-visible pollutant management in accordance with the current version of the State of California Construction General Permit 2009-009-DWQ and subsequent amendments.

    c. Preliminary pad and roadway elevations.

    d. Designation of borrow or stockpile site locations for import/export material.

    e. The extent of all remedial/corrective grading required (over-excavations, etc.)

    f. Interim drainage detention basin locations and development phase specific drainage requirements based upon the approved project Master Hydrology and Hydraulics report or subsequent specific area approved Hydrology and Hydraulics report.

31. Before the City issues any grading permit that will affect jurisdictional drainages, the Applicant must provide a copy of the applicable regulatory permit (US Army Corps of Engineers, California Department of Fish and Wildlife, County of Ventura and as applicable Regional Water Quality Control Board) to the Public Works and Planning Departments. With respect to the Haun Barranca and or Santa Paula Creek restoration permits, the Applicant must submit documentation that the project requirements are satisfied or bonded for (if required by the regulatory agencies). The Applicant must also provide a plan documenting that the restoration efforts will be implemented consistent with the timing requirements of the permits.

32. Before the City issues a grading permit, a Construction Management Plan, including construction truck routes, traffic control plan, and a staging plan, must be submitted for review and approval by the Public Works Director, or designee. The plan must include the duration of the grading operation and construction activities, import/export truck routes, and a daily time schedule of operations. Site construction access must utilize designated truck routes.

    a. The Applicant must reconstruct any existing public improvements adjacent to the limits of the project damaged during the construction of the project.

33. Public streets that are utilized for construction and grading operations must be maintained and swept daily during construction activity using a pickup type street sweeper.

Drainage

34. Before the City issues a grading permit, the Applicant must submit a Master Hydrology and Hydraulic study to the Public Works Director, or designee, for review and approval. Subsequent tentative maps and development applications must

demonstrate compliance with the City approved project Master Hydrology and Hydraulic report.

35. The Applicant must construct the proposed on and offsite drainage facility improvements and the detention basin provisions as identified in the Specific Plan and Master Hydrology and Hydraulic Report documents. An appropriate maintenance mechanism and operations plan must be approved by the Public Works Director, or designee, as part of final design. Drainage and flood control facility design, including modifications to the existing on-site drainages and Haun Creek must be in accordance with the requirements of the Public Works Director, or designee, and Ventura County Watershed Protection District (VCWPD).

36. Drainage facilities within each phase of development must be constructed immediately after the completion of the site grading of that phase.

37. The development drainage design must incorporate the requirements of the Ventura County Technical Guidance Manual, current edition and the County of Ventura Municipal Separate Storm Sewer System (MS4).

38. The Hydrology and Hydraulics report for the development must address offsite drainage patterns and flows that could affect the project.

Stormwater Quality

39. Before the City issues a grading permit, the project Applicant must submit a project Notice of Intent (NOI) to the California State Water Resources Control Board, Storm Water Permit Unit in accordance with the NPDES Construction General Permit (No. CAS000002). The Applicant must submit the project Stormwater Pollution Prevention Plan (SWPPP) for review and approval by the Public Works Director, or designee.

40. Development drainage design practices must be performed in accordance with the Ventura Countywide Stormwater Quality Management Program, National Pollution Discharge Elimination System (NPDES) Permit No. CAS004002 and current permit updates as well as the Ventura County Technical Guidance Manual. Project drainage designs must incorporate Post Construction Best Management Practices (BMPs) for review and approval by the Public Works Director, or designee, and must comply with MS4 requirements.

41. Before the City issues a grading permit, parking areas and associated drive aisles must be designed in accordance with the Ventura County Technical Guidance Manual. The design must be submitted to the Public Works Director, or designee, for review and approval.

Water, Wastewater, and Recycled Water

42. Before the City approves the first subdivision map, the Applicant must prepare a detailed utility infrastructure construction phasing plan addressing the extent and schedule of necessary utility infrastructure demands, connection points, and

required pipeline alignments for the project. The plan must be reviewed and approved by the Public Works Director, or designee.

43. All water, sewer and recycled water facility improvements must be designed and constructed in accordance with the adopted City Standards as well as the provisions of the Standard Specifications of Public Works Construction (SSPWC) aka the "Greenbook." Improvement plans detailing materials, layout and equipment manufacturers must be submitted for review and approval by the Public Works Director, or designee.

44. Before the City issues a grading permit, existing nonfunctioning wells must be abandoned in accordance with the County of Ventura requirements. Ownership of functioning wells must be transferred to the City if identified in the FEIR and Specific Plan.

45. Water rights for the development must be transferred to the City in accordance with the Development Agreement.

46. Before the City issues building permits, the Applicant must submit for review and approval by the City Public Works Director, or designee, evidence that the project incorporates water conservation Best Management Practices (BMPs) and water conserving measures. The water conservation measures were identified in the project Water Supply Assessment (WSA) and in the Draft Specific Plan. Provide water conservation education materials and notification for the proper use and maintenance of water conservation facilities to the Public Works Director for review and approval.

47. Before the City approves the first subdivision map, the Applicant must submit the potable water infrastructure improvement design plans and reports noted in the project FEIR and Development Agreement for review and approval by the Public Works Director, or designee.

48. Before submittal of the first subdivision map, the Applicant must submit a project sewer system report prepared to finalize the analysis contained within the Final Environmental Impact Report. The report must provide specific detail regarding the proposed pipeline alignments (offsite and in-tract), existing Lemonwood lift station flow analysis and proposed wastewater lift station sizing. The report must include design, selection of materials and operation of the facilities and be submitted to the Public Works Director for review and approval.

49. Before submittal of the first subdivision map, the Applicant must prepare a final project recycled water master plan for submittal and approval by the Public Works Director. The master plan must include the distribution facilities required for all of the in-tract services.

Circulation and Traffic

50. The Applicant must submit a master project traffic study and circulation analysis for review and approval by the Public Works Director, or designee, with the submittal of

the first subdivision map. The documents must be prepared by a California registered Traffic Engineer approved by City and demonstrate compliance with the assumptions/conditions of the FEIR and the Development Agreement. Subsequent subdivision submissions must include updated traffic analyses for that development consistent with the master document.

51. The Applicant must provide signal warrant analyses in the master traffic study that determine the timing and need for each signal identified by the FEIR. Changes to the warrant analysis must be provided at the time of subdivision map submittal for each subdivision. Incorporate conduit between the signals for synchronization and preemptive emergency vehicle devices within the proposed development and offsite to the intersection of Santa Paula Street and 10th Street. Other offsite signal improvements required as part of the improvements must be designed to incorporate the future installation of preemptive emergency vehicle devices and synchronization. Such devices will be approved by the Public Works Director, or designee, and be and installed by the Applicant for signals located within the development.

52. Road layout and cross section must be as identified in the approved Specific Plan, the General Plan or the SPMC. The Applicant must submit pavement design (structural section, layout, etc.) as part of the subdivision map submittals. Street layout that is not regulated by the approved documents must be reviewed and approved by the Public Works Director, or designee. Improvements within the State of California right of way must comply with the Caltrans State Standard Specifications (SSS) and Highway Design Manual. Improvements related to the VCTC railroad right of way must be designed and constructed in accordance with VCTC requirements. Road layout must incorporate bicycle improvements consistent with the City and VCTC Regional Bicycle Master Plan.

53. Street configurations not included in the SPMC, Specific Plan or General Plan documents must be reviewed and approved by the Public Works Director, or designee.

54. Before City approves the subdivision map, traffic calming devices must be approved by the Fire Chief and Public Works Director or designee.

55. Street trees must be planted on all streets within the project based upon the East Area 1 Specific Plan and as approved by the Public Works Director, or designee. A security deposit must be posted with the City to ensure maintenance before recordation of any subdivision maps within the project.

56. Applicant must grant temporary easements for, and construct, turnarounds not less than 40-foot in radius at the terminus of all streets for which regular turnarounds are not shown on the tentative map to provide temporary turnarounds until such streets are extended. A turnaround is not required on streets which extend less than two lots or 150 feet.

57. Before the City issues a grading permit, traffic circulation and control on adjacent streets, including all curb openings, control signs for regulation, warning, and guidance of traffic, must be designed as required by the Public Works Director, or

designee. Traffic circulation and control onsite must meet the approval of the Planning Director and Public Works Director, or designee.

58. Permanent Ventura County survey monuments must be located and installed in accordance with the County of Ventura Road Standards Plate E-4, Revision D, Locations must be at the intersection of street centerlines, and as designated by the Public Works Director, or designee. All survey monumentation must be installed in accordance with the County of Ventura Road Standards and must comply with Business and Professions Code 8771.

59. The traffic analysis report must identify direct routes to school facilities from neighborhoods that cross collector and arterial streets. Those locations must have in pavement crosswalk lights. Location and manufacturer must be approved by the Public Works Director, or designee.

60. Before the City approves improvement plans, the Applicant must submit a street lighting plan for review and approval by the Public Works Director, or designee. The plan must include the light fixture lumens proposed within the project boundaries. Street lights must utilize LED and/or dark sky technology as identified by the Public Works Director, or designee. For project streets that connect to an existing street, the plan must identify the location of the first existing street light on the existing street. For street lights located on local streets, the lights must be located a maximum of 220 feet apart. For street lights located on collector streets, the lights must be located a maximum of 200 feet apart. For street lights located on primary and secondary arterial streets, the lights must be located a maximum of 200 feet apart.

61. Applicant must obtain all necessary encroachment permits before the city approves any subdivision map or grading permit as applicable. Typical permits include, without limitation, Southern California Edison Company, Southern California Gas Company, Verizon Communications (telephone), Time Warner (cable television), Ventura County Watershed Protection District, Ventura County Transportation Department, Ventura County Transportation Commission (railroad), and Caltrans.

POLICE AND FIRE DEPARTMENTS

62. An irrevocable offer of the approved public safety facility site of not less than one acre in size must be offered to the City. The characteristics of the site must be in substantial conformance with the following, to the satisfaction of the Fire and Police Chiefs:

    a. The site cannot include slopes or hillsides and must be located in the proposed Civic District.

    b. Title to the site must be conveyed to the City free and clear of any geologic and flood hazards and easements, the timing of such conveyance must be at the City's discretion, pursuant to the provisions of the project's Development Agreement.

c. The public safety facility site must be free of any hazardous materials and a Phase I Environmental Site Assessment (and a Phase II if warranted) must be completed at Applicant's expense.

d. A soils report, site survey and topographic map for the site must be provided to the City by the applicant.

e. The Fire and Police Departments will coordinate the design of the public safety facility with the applicant. The Departments has final approval of the public safety facility design.

f. The applicant must install the necessary connections to allow the fire and police department to override traffic signals installed as part of the project during emergency responses.

g. The public safety facility site must be improved by the applicant at its sole cost including a two inch water line stub and shut off valve, a six inch diameter fire sprinkler service line stub, a fire hydrant, connection to a sewer line, all utility connections to the property line, and all off site street improvement adjacent to the site, including curbs, sidewalk, traffic sign, and signal.

63. Public safety facility construction is required as outlined in Ordinance No. 1191 (Development Agreement approved in 2008). The location of this facility must be determined by at the time of the first subdivision map within the project in conjunction with the Fire Chief and City Engineer.

64. The applicant must install signs on the proposed public safety facility sites stating that a public safety facility will be constructed on that site. In addition, the applicant must provide disclosures to all future property owners of the fact of the public safety facility being constructed on the project site.

65. The project must comply with the California Fire Code, as adopted by the SPMC unless a specific exception is requested and approved in writing by the Fire Chief.

66. Developer must, in accordance with Ordinance No. 1191, provide $500,000 to City for drainage improvements on Santa Paula Street before City issues final certificate of occupancy for the 250th dwelling unit.

67. Developer must cooperate with the Santa Paula Unified School District to create a Safe Walk to School Program. In accordance with applicable law, to be completed before any school opens in the Project Area.

68. The applicant must provide an on-site location for recreational vehicle (RV) parking/storage to accommodate 50 RVs for residents of East Area 1. The RV storage area must be managed and maintained by the applicant. The final Specific Plan, submitted to the City must depict the RV storage location and be approved by the Planning Director.

By signing this document, Applicants certify that it read, understood, and agrees to the Project Conditions listed in this document.

Harold A. Edwards

Harold Edwards
Limoneira Company

February 18, 2015
Date