

RIOLO VINEYARDS SPECIFIC PLAN (PSPA 20050186) / DEVELOPMENT
STANDARDS AND DESIGN GUIDELINES / AMENDMENTS TO THE
PLACER COUNTY GENERAL PLAN / AMENDMENTS TO THE DRY
CREEK - WEST PLACER COMMUNITY PLAN / REZONING /
DEVELOPMENT AGREEMENT / LARGE-LOT VESTING TENTATIVE
SUBDIVISION MAP / SMALL-LOT VESTING TENTATIVE SUBDIVISION
MAP (PSUB20040397) / FINAL ENVIRONMENTAL IMPACT REPORT
(SCH #2005092041)

CORRESPONDENCE

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A Professional Law Corporation

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MAR 17 2009

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TO: COMPANY: TELEFAX NO:
Placer County Board of Supervisors 530-889-4009
cc:
Tom Miller Placer County Executive Officer 530-889-4023
George Phillips, Esq. 916-929-8882
FROM: Brigit S. Barnes
TELEFAX NO: (916) 660-9554
CLIENT/MATTER: Frisvold, File No. 2485

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HARD COPY TO FOLLOW: Yes, to the Board

DESCRIPTION OF CONTENTS/COMMENTS:

Follow-up letter for clarification purposes.

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MAR 17 2009

Tom Miller
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**Brigit S.
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March 17, 2009

*Via Facsimile [Fax: 530-889-4009]
and Hand Delivered*

County of Placer, Board of Supervisors
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Attn: Hon. F.C. "Rocky" Rockholm, District 1, Board Chair
Hon. Robert Weygandt, District 2
Hon. Jim Holmes, District 3
Hon. Kirk Uhler, District 4, Vice Chair
Hon. Jennifer Montgomery, District 5

Re: Riolo Vineyards Specific Plan Project (PSPA T20050186)
Comments on FEIR (PEIR T20050185)
SCH#2005092041
Our Clients: Frisvold/Carollo
Our File No: 2485
Clients' Parcel No: 023-200-057



Dear Respected Supervisors:

This letter is being sent to you at the request of our clients, and is intended to clarify testimony from our clients throughout the Specific Plan process. It does not alter or expand prior testimony, but is intended to rebut histrionic statements made by Mr. George Phillips immediately before the Board vote.

By this letter we wish to confirm that the Board and Planning Staff are aware of my clients' consistent positions regarding their property entitlements, given the recent approval of the Specific Plan and Development Agreement (DA). Mr. Phillips has asserted that the entire purpose of our presentations and comments have been to negotiate for a better position vis-à-vis the developer. To the contrary, Frisvold has made clear since late 2008 that a combination of the Specific Plan's revised designs, and inequitable burdens placed on Frisvold within both the Specific Plan and Finance Plan, and as referenced in the PFE DA, have made the project untenable for Frisvold. Specifically:

- 1) JTS' determination and Placer County's support of affordable units placed adjacent to the Frisvold parcel with no requirements for permanent walls to be constructed at developer's costs;

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- 2) JTS' determination and Placer County's support to expand the cemetery site immediately adjacent to Frisvold without requirements for reasonable wall construction between the cemetery and the Frisvold parcel; and
- 3) A history of promises for modification to specific plan designs and financing impositions by JTS which have never occurred, and which amount to bad faith negotiations and broken commitments.

Frisvold has repeatedly raised these issues personally, and through its prior and present counsel, and Placer County has processed the Specific Plan and related approvals as requested by JTS over Frisvold's repeated objections.

The combination of these factors reduces the marketability of all parcels, particularly Frisvold, and substantially damages any purported benefit identified by the revised entitlements overlay [change from commercial/ag to MDR] identified in the Specific Plan. For this reason, Frisvold withdrew its Williamson Act cancellation request on February 6, 2009. We made clear through Frisvold's prior attorney, Marcus Lo Duca, both at the Planning Commission on December 18, 2008, and in my letters of February 6, February 9, and March 6, 2009, and at the Board meeting on March 7, 2009, that in the event a resolution of these disputes could not be achieved, or reasonable guidelines for dispute resolution identified prior to approval of the Specific Plan, Frisvold could not participate in voluntary conveyance of its property to the developer, the County, or other designee. The documents were adopted as drafted by JTS, for and with the unilateral benefits derived by only itself, the applicant. Our clients have stated their objections in an effort to protect their interests, and to avoid being forced to further reduce the development opportunities described in the Specific Plan, which does not reflect our requests for modification.

Our clients were provided the Development Agreement and Financing Plan about one week before the Planning Commission hearing (Dec 18, 2008). Our clients met with PFE on December 17, 2008. PFE would not negotiate Frisvold's concerns, and Frisvold and Mr. Lo Duca were told that Frisvold could instead withdraw from the Specific Plan. At that Planning Commission hearing, Mr. Lo Duca advised the Commission about the late availability of DA and FP documents, as well as our clients' concerns with costs. He compared the cost analysis of the Riolo Vineyards Specific Plan adversely to other developments. Mr. Lo Duca told the Planning Commission that Frisvold would not be voluntarily participating in the Specific Plan, and would not be giving ROWs if Frisvold could not obtain resolutions of the issues raised above and get costs to a reasonable level.

Thereafter, Frisvold met with Tom Miller and Mike Johnson on January 9, 2009, during which meeting Mr. Miller and Mr. Johnson were told the same thing -- that unless some resolution of these issues could be achieved, Frisvold would withdraw its application for

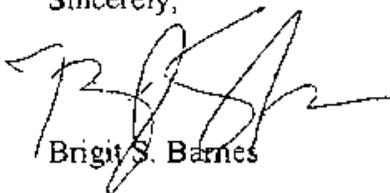
Williamson Act cancellation and give no ROWs. Both Mr. Miller and Mr. Johnson agreed the costs described by PFE in the Finance Plan were out of line, but stated that these issues were private, and that Frisvold should meet with PFE and try to solve these problems. Placer County's comments on this point have been consistent. All non-participating parties are adversely affected by all agreements made by and for the developer, but Placer County will not act to resolve any of these disputes.

On February 3, 2009, Frisvold met with Mr. Rockholm to explain the extent of Frisvold's concerns. Frisvold also met with Mr. Weygandt a day or two later; he was informed of Frisvold's concerns, and wished them well on Frisvold's decision to withdraw from the Williamson Act cancellation and to give no ROWs.

In every meeting with this office and PFE investors, which always occurred immediately before a formal meeting with the Planning Commission or the Board, PFE was advised of Frisvold's intent to withdraw from the Williamson Act and to give no ROWs. These intentions are confirmed in my letter of March 6, 2009.

Thus, Frisvold recognizes that this Board has the authority to impose all Land Use designations shown in the Specific Plan over the objections of the property owner. However, as confirmed throughout the record of approvals for the Specific Plan, Placer County does not intend to enforce participation by eminent domain, and Frisvold does not presently intend to participate in any manner which requires its consent.

Sincerely,



Brigit S. Barnes

cc: Clients *[via email]*
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Kevin Kemper, Esq., for Bryte/PFE Investors *[via email]*
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