Napa Vineyard Compound Estate

$16,096,000

Presented by: Carmen Gray & Peter Gray

Confidential Public Offering Memorandum

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Family Farm crafting Small Production Estate Wines from the Prestigious Coombsville sub-AVA in Napa Valley
Turn-Key Vineyard Estate Compound

Award Winning Wines

15.8 Acres +/- Prime Vineyard (Cabernet Sauvignon)

5,794 SF Tuscan-style Main Estate House

4 Guest Villas

Panoramic Views

Resort-like Pool Setting

Pool Cabana with his/hers Changing Rooms/Shower

Stunning Grounds and Private Hiking Trails

Hen House

140 +/- Prime Quality Olive Trees (Frantoio)

Retail & Wholesale Wine Business (includes, but not limited to: Labels, Large mailing list, Wine Club, Good Will)

Farm Equipment

Private Wine Room

Wine Club Members (NDA Required)

Large Mailing List (NDA Required)

Adj. EBITDA 2017-2020 (NDA Required)

Wine Inventory: Bottled Cases; Barreled / Tank Gallons (NDA Required)

Highlights
Estate: Land Summary

<table>
<thead>
<tr>
<th>Gross Land Area (acres)</th>
<th>Gross Land Area (SqFt)</th>
<th>Usable Land Area (acres)</th>
<th>Usable Land Area (SqFt)</th>
<th>Topography</th>
<th>Shape</th>
</tr>
</thead>
<tbody>
<tr>
<td>32.57</td>
<td>1,418,749</td>
<td>32.57</td>
<td>1,418,749</td>
<td>Level to sloping</td>
<td>Irregular</td>
</tr>
</tbody>
</table>

Approximately 15.8 acres of the site have been planted with grape vines.

These vineyards are divided into two primary blocks. 12.8 acres are planted with vines that are in their prime at 25 years old, while the remaining three acres were planted between four to seven years ago.

The entire vineyard is planted with Cabernet Sauvignon.
### The Estate Compound: Building Summary

<table>
<thead>
<tr>
<th>Building Name</th>
<th>Year Built</th>
<th>Condition</th>
<th># of Stories</th>
<th>Gross Building Area (SqFt)</th>
<th>Living Area (SqFt)</th>
<th># of Units</th>
</tr>
</thead>
<tbody>
<tr>
<td>Main House</td>
<td>1968</td>
<td>Above Average</td>
<td>2.0</td>
<td>6,694</td>
<td>5,794</td>
<td>1</td>
</tr>
<tr>
<td>Guest House</td>
<td>1968</td>
<td>Good</td>
<td>1.0</td>
<td>1,250</td>
<td>1,250</td>
<td>1</td>
</tr>
<tr>
<td>Detached Garage 1</td>
<td>1968</td>
<td>Good</td>
<td>1.0</td>
<td>275</td>
<td></td>
<td>1</td>
</tr>
<tr>
<td>Villetta Cabernet</td>
<td>1968</td>
<td>Good</td>
<td>1.0</td>
<td>400</td>
<td>400</td>
<td>1</td>
</tr>
<tr>
<td>Villa Pietra</td>
<td>1968</td>
<td>Good</td>
<td>1.0</td>
<td>1,050</td>
<td>1,050</td>
<td>1</td>
</tr>
<tr>
<td>Villa Vigna</td>
<td>1968</td>
<td>Good</td>
<td>1.0</td>
<td>484</td>
<td>484</td>
<td>1</td>
</tr>
<tr>
<td>Storage/Reception</td>
<td>1968</td>
<td>Good</td>
<td>1.0</td>
<td>350</td>
<td></td>
<td>1</td>
</tr>
<tr>
<td>Detached Garage 2</td>
<td>1968</td>
<td>Good</td>
<td>1.0</td>
<td>1,230</td>
<td></td>
<td>1</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>1968</strong></td>
<td><strong>Good</strong></td>
<td><strong>1.0</strong></td>
<td><strong>11,733</strong></td>
<td><strong>8,978</strong></td>
<td><strong>8</strong></td>
</tr>
</tbody>
</table>

Note: The subject has a total of eight structures on the site. There are two additional structures not specifically outlined above which are less than 200 square feet. These include a chicken-coop with some enclosed storage space, and a pool shed that is located to the west of the pool and which is less than 100 square feet in size. Only the major structures associated with the site are summarized in the above table.
Italian-style, income producing Vineyard Estate Compound with Panoramic Views of the Valley!

Prime Napa Location and AVA!

Featured in Napa Valley Life Magazine

All wines are grown or sourced from small family farms, from single vineyards and are 100% single varietals.

Turn-key vineyard management in place for the passive owner/investor.

Over 32.5 acres of resort-like living mixed in with farming, 15.8 acres of planted Cabernet Sauvignon, farm equipment, inventory, established brand, olive trees, fruit trees, hen house and more!

Resort-like living amongst the vineyards. Beautifully landscaped grounds to walk and explore. Spectacular sunsets.

Residential compound includes gated entries, knoll-top large main villa with pool, pool cabana, hot tub, and panoramic views, additional guest villas with charming cobblestone walkways (all parking is paved or gravel), private wine room, multiple storage structures, and much more!

**Private Sale:** Contact us for more details and the non-disclosure agreement.
This beautiful 5,794 sq ft Tuscan-style, two-level main estate house boasts seven bedrooms and 8 bathrooms. The elegant indoor and outdoor living space is perfect for entertaining, while overlooking the beautiful sunsets of Napa Valley. The spacious kitchen is located next to the great room and features 2 dishwashers, a large center island and butler’s pantry. The main estate’s charming stone patio and fireplace are perfect for when you want to dine al fresco, in style under the stars. Breathtaking views, spacious living, resort-like pool with private cabana, lush trees and a jacuzzi tub with a view that is sure to impress!
Indoor / Outdoor Entertainment
The grounds and landscaping are stunning all year around. You won't want to leave home. Golf, hike, cook, paint, swim, sip wine and explore your own private oasis.

You will always feel like you are on a vacation!
Guest Villas
Close to Downtown shops, dining, famous wineries, entertainment and Oxbow Market.
#1 Hands-off Turn-Key Living with Income

The Buyer lives in the Estate Compound, enjoying both this unique property and the unparalleled Napa Vineyard lifestyle to the fullest.

The Buyer continues to pay 3rd party professional management $8,000 - $10,000 per acre per year to manage the agricultural land, tend the vines and grow and harvest the grapes.

The Winemaker and Wine business employees continue to produce great wine and to steadily grow the annual revenues and profits.

With Harvest at approx. 39 tons per year. Buyer then uses entire harvest to produce their own wine. 39 tons of Grapes => 2,380 new Cases per year.

With 2,446 cases of existing finished product and 4950 cases currently in barrel, the business is self-sustaining.

Buyer makes an annual Net Operating Income of over $520,000.

#2 Estate Compound Upgrade

The Buyer upgrades the Estate Compound with high-tech kitchens, bathrooms and other interior and exterior finishes/upgrades to make it truly the unparalleled premier Napa Valley property of the 21st Century, with a premium value to match.

Pursue strategic vineyard improvements
- increased density of planting
- improved matching of rootstock to soil and drainage
- increased annual yield per acre

It will take 6-8 years for these changes to impact the vintages being sold.

Ability to secure grape contracts, if desired with high profile brand names, or else to increase annual wine production volume.

*Buyer must verify viability of all scenarios
Buyer Scenarios

#3 Wine Business Growth
The Buyer lives in the Estate Compound, enjoying both this unique property and the unparalleled Napa Vineyard lifestyle to the full.

Growth Strategies:
Increase yield beyond the 39 tons per year. Buyer then uses entire harvest to produce their own wine. 50 tons of Grapes => 3,050 Cases per year.

Wine Club Member 50% discount can be reduced.
Wine Quality is so high that the prices per bottle can be increased.

Rent the villas to visiting elite Wine Club members as part of their annual membership (built into a new top tier of Wine Club annual fees) for 2 nights per year.

Increase the Web/DTC sales back above 2018 levels and continue to grow from there, along with Wine Club Membership and Wholesale accounts.

#4 Maximum Value Creation
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Distance from the Napa Vineyard Estate Compound

Airport Destinations

- Napa Airport: 10.2 Miles
- Sacramento Airport: 66.7 miles
- San Francisco Airport: 61.1 Miles
- Oakland Airport: 53.8 Miles
- Santa Rosa Airport: 52.5 miles

Freeway Access

- I-80: 15.8 miles
- I-680: 16.4 miles
- CA-12: 7.8 miles
- CA-29: 4.4 miles
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