



Downtown Sunnyvale

Tenant Design Guidelines

November 17, 2016

Table of Contents

Project Directory

Project Team	1
Public Entities	1

Project Overview

Vision Statement	3
Area Plans & Descriptions	4-5

Tenant Architectural Criteria

Storefront Design Guidelines	6-7
Awning & Canopy Design Guidelines	8
Sign Design Guidelines	9
W. McKinley & W. Washington Avenue	14
S. Murphy Avenue	15
Redwood Square	16
W. Iowa Avenue	17
Interior Design Guidelines	18
Lighting Design Guidelines	21
Exterior Fixtures, Furnishings and Equipment Guidelines	21

Tenant Technical Requirements

Structural Criteria	22
Architectural Criteria	22
Electrical Criteria	22
Fire Protection/ Fire Alarm Guidelines	23
Plumbing Criteria	24
Mechanical Criteria	26

Tenant Plan Submittal

Submittal Requirements	28
------------------------	----

Appendices

A - Conditions of Approval	A
----------------------------	---

OWNER/LANDLORD

STC Venture, LLC
10121 Miller Ave., Suite 200
Cupertino, CA 95014
T: 408.255.4100

RETAIL ARCHITECT

SGPA Architecture And Planning
200 Pine Street, Studio 500
San Francisco, California 94104
T: 415.983.0131

SIGNAGE & GRAPHICS

Ross+Luthin Creative
848 3rd. Street, Studio B
Santa Rosa, California 95404
T: 707.573.7359
creative@rossluthin.com

LANDLORD'S GENERAL CONTRACTOR

Devcon Construction Inc.
690 Gibraltar Drive
Milpitas, CA 95035
T: 408.942.8200

PROJECT CIVIL ENGINEER

BKF
1730 N. First Street, Suite 600
San Jose, CA 95112
T: 408.467.9100

PUBLIC ENTITIES**City of Sunnyvale**

456 W. Olive Ave.
Sunnyvale, Ca 94086
T: 408.730.7444
www.sunnyvale.ca.gov

Community Development

456 W. Olive Ave.
Sunnyvale, Ca 94086
T: 408.730.7444

Building Inspections

456 W. Olive Ave.
Sunnyvale, CA 94086
T: 408.730.7790
Building @ci.sunnyvale.ca.us

New Construction Fire Inspections

456 W. Olive Ave.
Sunnyvale, Ca 94086
T: 408.730.7652

Office Of City Clerk

603 All American Way
Sunnyvale, Ca 94086
T: 408.730.7483

Business License

650 W. Olive Ave.
Sunnyvale, CA 94086
T: 408.730.7620

Planning Division

(Zoning & Signage Approval)
456 W. Olive Ave.
Sunnyvale, CA 94086
T: 408.730.7444

Public Works

456 W. Olive Ave.
Sunnyvale, CA 94086
T: 408.730.7415
pubworks@ci.sunnyvale.ca.us

Public Safety

700 All America Way
Sunnyvale, CA 94088
T: 408.730.7100

Health Department

Santa Clara County Public Health Department
660 Fair Oaks Ave
Sunnyvale, CA 94086
T: 408.792.5200
www.sccgov.org/portal/site/deh/

Alcoholic Beverage Control

100 Paseo de San Antonio, Room 119
San Jose, CA 95113
T: 408.277.1200
SNJ.Direct@abc.ca.gov

Sunnyvale Business Improvement District

www.sunnyvaledowntown.com
T: 408.516.7217
sda94086@yahoo.com

Vision Statement

Downtown Sunnyvale is a unique urban neighborhood development in the heart of Sunnyvale where on-site resident, office and commercial users and the local community as a whole experience a strong sense of connection to the core of the city.

The mission is to develop Downtown Sunnyvale into a collection of areas, each with its own character and atmosphere, that become a vibrant “downtown” destination. This is achieved by strategically assembling residential, commercial, office, community spaces, entertainment destinations, health and wellness amenities, dining, shopping and guest hospitality opportunities.

By implementing a well planned variety of areas within the development area, Downtown Sunnyvale will offer a variety of streetscapes and provide a contemporary, but eclectic mix of architectural styles that connect to existing downtown streets and districts. As the variety of the street scenes unfold, the buildings will address the street in different ways based on the type of uses. A diversity of building scales will provide variety and frame larger spaces, encouraging a sense of place, both at a vehicular and a pedestrian scale.

A planned hierarchy of public open spaces and entertainment areas throughout Downtown Sunnyvale offers activity opportunities that will attract and benefit area residents, businesses and visitors. Thoughtful attention on the location of food uses around Redwood Square, the primary open space at the core of Downtown Sunnyvale, intentionally activates the central gathering place. Planned pathways to Redwood Square open it up to additional areas of the project and connect it to the McKinley and Murphy Street corridors, encouraging a broadened interplay of casual and purposed visits.

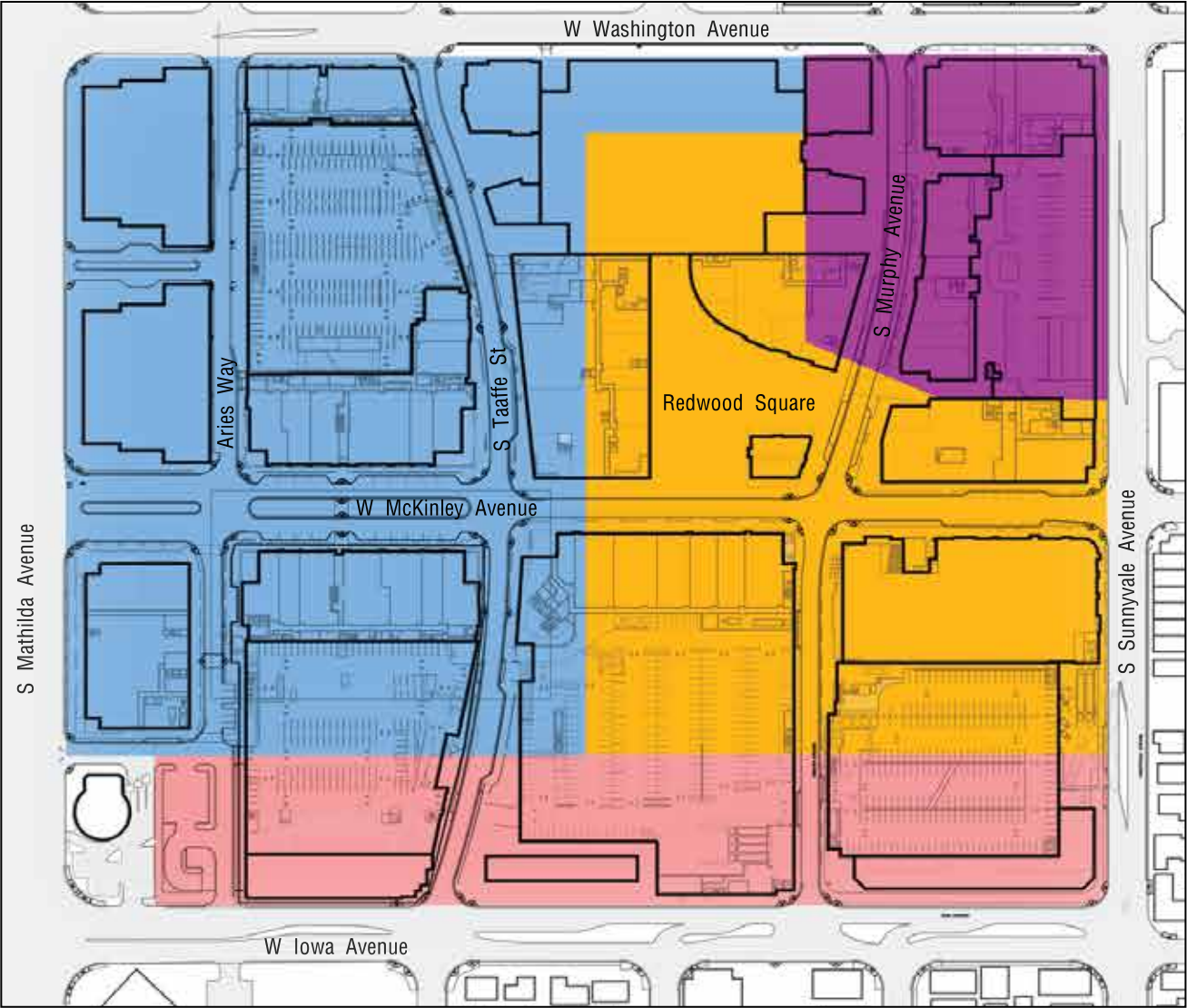
Retail tenants in Downtown Sunnyvale are encouraged to pursue green building, sustainable design and energy and resource conservation practices. Tenants over 5,000 square feet shall strive to meet LEED Silver standards.

Smart City solutions will also be implemented throughout Downtown Sunnyvale, integrating information and communication technologies to enhance quality, performance and interactivity of services, to reduce costs and resource consumption and to improve community connectivity. Parking systems will be specifically incorporated in the Smart City approach, aiding guest visits and improving traffic flow throughout the community.

Driven by a vision to create a diverse, engaged and vital downtown destination in the heart of Sunnyvale, Downtown Sunnyvale will present the entire region with a unique opportunity to come together to work, relax, shop, experience and connect.



Area Plan



Note: Plan is for reference only and is subject to change.

Legend

- W McKinley and W Washington Zone
Retail, Fashion, Neighborhood Service + Food Focus
- Redwood Square Zone
Entertainment + Food Focus
- S Murphy Avenue Zone
Retail + Food Focus
- W Iowa Avenue Zone
Neighborhood Service + Residential Focus

Area Descriptions

W. McKinley Avenue and W. Washington Avenue

W. McKinley Avenue is the true gateway to Downtown Sunnyvale. It is a vibrant, urbane, fashion-forward shopping and walking area. This urban core is home to a mixture of office, retail and residential uses. Through the use of materials, lighting, graphics and signage, the higher density areas along Mathilda express a contemporary, high-tech character that transitions to relate to the diversity of fashion oriented destinations along McKinley Avenue.

W. Washington is a unique walking street that combines class-A office, residential and service oriented retail uses and is a primary street leading to Historic Murphy Avenue.

S. Murphy Avenue

Murphy Avenue has a rich legacy as one of Sunnyvale's beloved retail and restaurant destinations. With this new extension of Murphy Avenue, this historic street has the opportunity to build upon the architectural and signage character that has already been established. S. Murphy Avenue will extend the diversity of ground level retail and food uses into the core of Downtown Sunnyvale's Redwood Square. Shops and Restaurants along S. Murphy Avenue provide convenient access to neighboring entertainment, commercial office, hospitality and residential uses. The new section of Murphy Avenue will complement and expand street-side dining opportunities as well as creating courtyard settings to provide casual outdoor dining opportunities.

Redwood Square

Redwood Square is the central gathering place for the Project. It is truly the heart of the Downtown Sunnyvale, providing a rich landscape for restaurants, entertainment, retail and live community events. Visitors and tenants can expect a daytime casual atmosphere under the shade of the historic Redwood tree canopies. At night, the plaza transforms into a vibrant, diverse and actively lit environment that draws the community to the outdoor terraced dining patios.

W. Iowa Avenue

Iowa presents a primarily residential streetfront and serves as a transitional area between residential and commercial uses.

Tenant Storefront Design

The Project is divided into four areas that each express a distinct “neighborhood” character, creating a diverse and dynamic environment and strategically mixes fashion, entertainment, lifestyle, dining and service tenants. The four areas are as follows:

1. W. McKinley Avenue & W. Washington Avenue
2. Redwood Square
3. S. Murphy Avenue
4. W Iowa Avenue

The design of each tenant space is expected to contribute to and reinforce the character of each area. Each area offers a variety of palettes that encourage freedom of tenant expression in terms of storefront design and signage.

The Landlord encourages your design team to explore innovative solutions to best achieve good storefront design and exhibit brand identity within the confines of the Landlord’s design intent. Storefronts shall exhibit appropriate levels of distinction and authenticity in their design and construction. Individual storefront tenant improvements shall be designed within the rhythm and pattern of other downtown buildings so that storefronts will maintain regular intervals and large tenants will not create long, non-active storefronts.

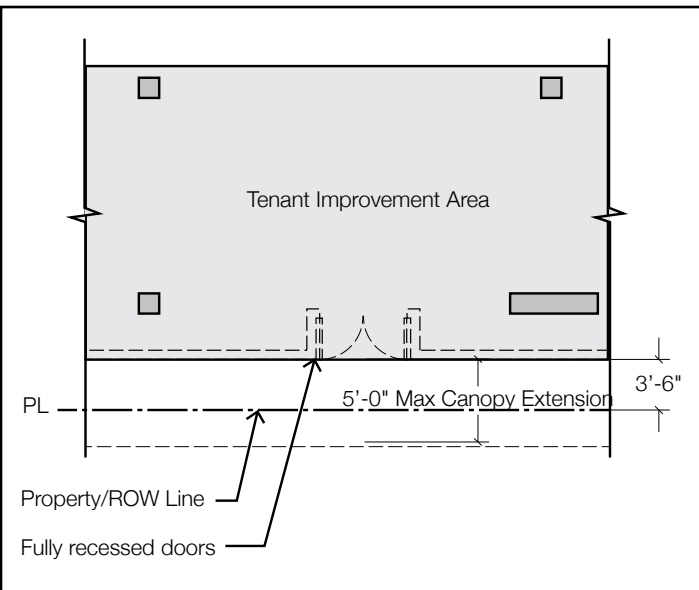
In general, Tenants shall provide a storefront, entrance(s), flooring, return walls, display platforms, show window backgrounds, doors, screens, ceilings, lighting, HVAC, and signage in accordance with the Tenant Design Guidelines as approved by Landlord on tenant’s drawings. This includes all additional necessary structural elements, concrete curbs, footings, and front slabs that are required for tenant’s design. See submittal requirements, page 36.

Materials & Finishes:

Tenants are required to employ high-quality materials in the construction of their storefronts to promote quality design. Metal storefronts shall employ extruded and factory finished, powder-coated or baked enamel sections. Clear anodized finish is generally not permitted, but will be considered on a case-by-case basis.

Tenant storefronts with a field-applied paint finish will not be permitted. Any wood employed shall be kiln dried, mill quality finish. No wood used in the storefront shall serve a structural purpose, and all wood trim pieces shall be attached to metal storefront behind. Exterior retail elevations shall use clear (continuous vision) glass.





No exterior retail elevations shall have the storefronts obscured by opaque materials (i.e. paper, colored glass) or product displays. In some cases, building columns may occur along the Tenant's lease line and are exposed to public view. Tenant shall incorporate these columns into their storefront design.

Tenant's storefront glazing must be clear transparent 1" insulated vision units with 1/2" airspace and two 1/4" lites by 'Solarban 60', or approved equal. No tinted, reflective or spandrel glass is permitted. All textured, patterned or obscure glazing must be reviewed and approved by the Landlord. Storefront glass shall be low reflectivity and, if facing residential uses, shall have the natural reflection minimized or eliminated.

Storefront entry doors shall be fully recessed so as not to swing into the public path of travel and must be a minimum of 8' -0" tall. All Tenant storefronts and floors shall be watertight and must properly slope to drain and to meet flush with Landlord's finishes and/or pavements at the storefront. All exterior Tenant storefront materials shall be suitable to outdoor weather, use and wear. Recessed entry area finish is to be exterior grade, non-slip material complementary to the storefront. Landlord encourages additional exterior lighting that reflects the tenant's identity and helps to create a vibrant atmosphere. Any exterior lighting proposed by the Tenant shall be included as part of the Tenant's Tenant Improvement drawings, and approved by Landlord.

All plaster or stucco materials must have controlled surface textures and shall be of a high quality that is subject to Landlord's review and approval. The following materials are not permitted: EIFS (synthetic stucco), mirrored glass, and foam trim.

Outdoor tenant spaces including dining and congregating areas shall conform to City standards and section, "Exterior Fixtures, Furnishings & Equipment Guidelines", Page 28.

City Zoning, Building and Fire Code regulations govern all tenant improvements and, where conflicts may occur between the TDG and City codes, the City codes shall apply.

A Miscellaneous Plan Permit (MPP) is required by the City for all tenant storefront improvements prior to issuance of a building permit to review compliance with Tenant Design Guidelines and Downtown Specific Plan Design Guidelines.

Additional requirements included in the City's Conditions of Approval can be found in Appendix A.

Awning & Canopy Design Guidelines

One of the primary components to be incorporated into a tenant's storefront is the awning. Awnings are needed to give additional 3-dimensional qualities to the building facades and are the tenant's best tool to help unify and identify the tenant's premises within the Project. It is also an opportunity to reinforce the Tenant's identity through limited awning signage. The following are guidelines for the design of awnings:

Awnings shall be made of metal, glass and/or wood. Fabric awnings may be permitted, with Landlord approval, when related to the design character of the storefront and connected to the tenant's brand image. Cloth awnings, if Landlord approved, shall be replaced at the first sign becoming worn and/or, a minimum of once every five years.

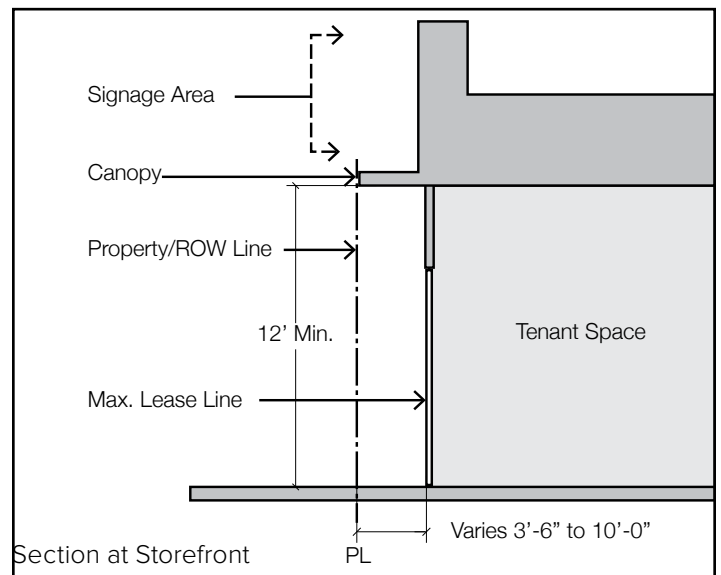
Tenant storefront shall be designed to support the additional loads imposed by the awnings. All awnings and canopies will be of a fixed design.

Awnings and canopies must be designed and located so as to not obstruct access by emergency responders and/or window cleaning equipment.

Where canopies are not provided by the Landlord, Tenant shall submit awning shop drawings to the Landlord for review and approval. Landlord maintains the right to decline approval based on design, color, material or any other reason in order to maintain Landlord's design intent of the center.

All canopies and/or awnings shall be located a minimum of 12' above finished grade below the lowest part of the canopy structure.

A City encroachment permit is required for awnings or canopies that project into the City Right-of-Way.



Sign Design Guidelines

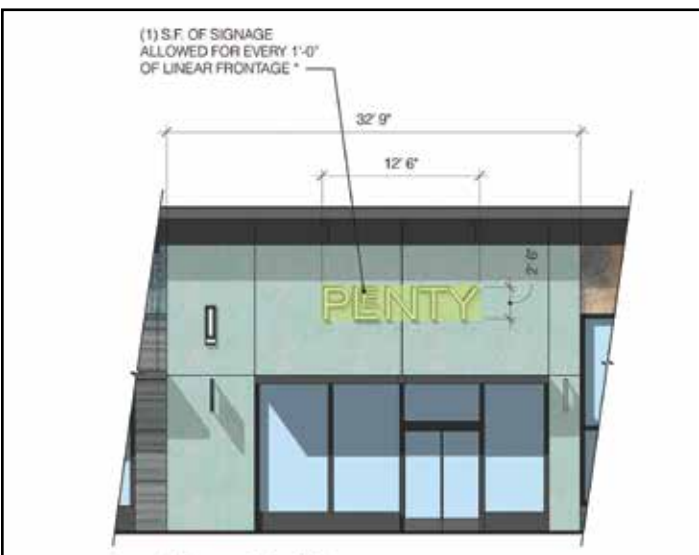
The following sign design guidelines are intended for retail tenants whose premises are less than 10,000 square feet as defined by their lease. Project related signage including project identity, vehicular and pedestrian wayfinding, parking garage information etc. and guidelines for retail tenants whose premises are greater than 10,000 square feet will be addressed in the Master Signage Program which will be provided at a future date.

Retail tenant signage shall be designed to be primarily viewed from the pedestrian perspective. Emphasis shall be on high quality and carefully crafted signage elements.

In addition to these guidelines, all signage shall comply with the provisions of the City of Sunnyvale Sign Code. Except for exempt signs as defined in the Sign Code, all signs require a Sign Permit from the City.

Allowable Sign Area

- Each tenant is allowed one (1) square foot of sign area for each continuous linear foot of tenant's building frontage. Sign areas on different tenant frontages cannot be combined.
- Maximum allowable total sign area: Two hundred (200) square feet per frontage.
- All tenants, regardless of frontage, are permitted twenty five (25) square feet of sign area.
- Tenant's sign area is subject to the guidelines of the area in which Tenant's premise is situated. If, according to the area plan, Tenant belongs to two areas, the location of the primary entrance shall determine which area guidelines shall prevail.
- Sign area shall be determined by enclosing the outermost extents of the sign's single largest face using a combination of up to two rectangle, circle or triangle shapes.
- Sign area may be divided into multiple smaller signs, as long as the cumulative area does not exceed the allowed total for that frontage.



Example Storefront

Permitted Sign Types

Wall Signs

Wall signs are attached to building walls and are parallel to wall surfaces.

- Depth (thickness) of wall signs shall not exceed twelve inches (12").
- Width (horizontal length) of signs shall not exceed 70% of the width of the tenant's leased frontage that the sign will be placed on.
- See each individual area description for allowable materials and lighting techniques.
- Included in total sign area calculations.

Fin Signs

Fin signs are attached to the building, but project out, perpendicular to wall surfaces.

- Maximum projection from the building: Four feet (4').
- Minimum clearance: Eight feet (9') to the bottom of the sign.
- See each individual area description for allowable materials and lighting techniques.
- Included in total sign area calculations.
- Signage allowed at two sides.

Awning & Canopy Signs

Tenant signage may be attached to or applied to awnings and canopies.

- Minimum clearance: Eight feet (8') to the bottom of the sign, awning or canopy.
- Maximum height: Twelve feet (12')
- See each individual area description for allowable materials and lighting techniques.
- Included in total sign area calculations.





Under Canopy Signs

Under Canopy signs are attached to the underside of the tenant's canopy near a tenant's main entry or to an adjacent wall where no canopy exists. Under Canopy signs shall be mounted perpendicular to the building facade and are intended for viewing by pedestrians.

- Maximum sign area: Four square feet (4 s.f.)
- One sign is permitted per tenant entrance.
- Minimum clearance: Eight feet (8') to the bottom of the sign.
- See individual area description for allowable materials.
- Included in total sign area calculations.

Menu Displays

- Subject to Landlord discretion, food service tenants shall be allowed four square feet (4 s.f.) of menu display area if sign is integrally designed within the building facade or dining corral fence. Menu boards will not count against the total allowable sign area.



Window Graphics

- Quantity: One (1) per tenant entrance.
- Area: Not to exceed 25% of the window area
- Advertisements for products, services, sales or promotions are strictly prohibited.
- Not included in total sign area calculations.

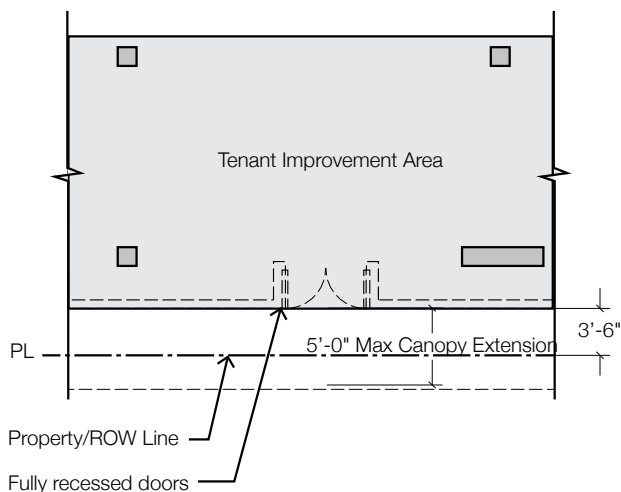
Temporary Signage

- Allowable temporary signs include:
 - Banners, ribbons and pennants to promote events, grand openings etc.
 - Building wraps and barricade graphics on empty spaces or during storefront construction.
- Prohibited temporary signs include:
 - Inflatable objects
 - Ground sign sleeves
 - Portable sandwich boards.
- Maximum sign duration: one hundred twenty (120) days per calendar year.
- Temporary signage shall conform to all provisions of the City Sign Ordinance.
- All temporary signs must be presented to the Landlord for approval prior to submittal to the City for applicable permits.



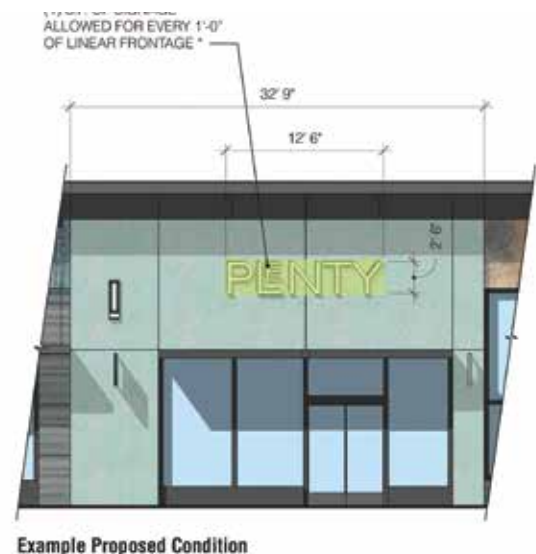
General Design Requirements

- Signage shall conform to the signage guidelines of the City of Sunnyvale Downtown Specific Plan.
- Each sign will be reviewed by Landlord for visual balance, proportion and its relationship to the surrounding context. Signage must be conceived as an integral part of the storefront design, not an applied afterthought.
- Nationally recognized tenants may use their own logo or other established corporate insignias, but must incorporate them in a manner consistent with the image of the area in which they are located.
- Signs must consist of business name and address only.
- All signs must fit comfortably into their storefront architecture, leaving sufficient margin and negative space on all sides.
- Stacked lettering is discouraged.
- All illuminated signs must utilize LED or similar, low energy consumption light sources and shall be controlled by Tenant's time clock and illuminated during general operating hours as defined by the Landlord.
- All signage lighting must be baffled or concealed, light leaks will not be permitted.
- Exposed signage lamps and fixtures are subject to review by and approval of the Landlord.
- Signage and graphics applied directly to the storefront glass must have matching letters and features on both sides of the glass to create a finished look when viewed from either side.
- All conduits and fasteners shall be concealed and all fasteners shall be non-corrosive (Stainless steel).
- Signs on the extension of Murphy Avenue are subject to sign criteria in the Murphy Avenue Design Guidelines.



Acceptable Signage Approaches and Types

- Mixed media signs incorporating multi-dimensional forms and combinations of colors, shapes, materials and lighting.
- Dimensional letter forms with seamless edge treatments (no trim caps).
- Reverse channel (halo lit) letters and shapes.
- Cut or fabricated steel or metal, painted or unfinished.
- Etched metal or glass, sandblasted glass.
- Polished metal.
- Screens, lattice, or mesh.
- Dimensional shapes and forms of metal, hardwood, glass, or other material with a permanent appearance.
- Dimensional geometric shapes and three dimensional forms.
- Glazed ceramic tile work forming patterns and/or fields
- Fiber optics • Silhouette illumination.
- Front lighting, i.e. gooseneck lighting.
- Standard channel letters with trim caps and sheet metal letters are not permitted, however, architectural grade channel letters may be permitted in some areas. See area specific guidelines.
- Reverse cut metal faces with push-through graphics provided the background material is opaque.



Prohibited Sign Approaches and Types

- Internally illuminated fabric awnings.
- Internally lit cabinet signs.
- Digital signs.
- Cloth, paper, cardboard, stickers, or decals.
- Noise-making signs.
- Conventional plastic faced box or cabinet signs.
- Off-the-shelf formed plastic or injection molded plastic letters and/or signs.
- Luminous vacuum-formed letters.
- Animated signs: Wind activated signs and signs consisting of anything swinging, rotating, flashing, blinking, scintillating, strobing, including any moving electronic message boards or centers, or temporary lighting, such as, but not limited to, search, flood, or fluorescent gel lights.
- Odor-producing signs.
- Roof signs (any part of a sign mounted on or extending above the roof or parapet line).
- Commercial mascots.

Approval Process

Tenant shall submit shop drawings and provide adequate time for Landlord's review and approval prior to submitting for a City permit, fabrication and/or installation of all signage. The drawings shall include all graphics proposed by Tenant. The shop drawings should provide complete information for the Landlord to understand the signage design and appearance.

Sign shop drawings for Landlord's review shall:

- Show the store elevation, dimensioning each sign location;
- Show section(s) through the sign relative to the lease line;
- Identify the materials, color scheme, fabrication techniques, illumination and mounting systems, and the access for repairs and/or re-lamping (photographs of similar signs should be submitted if available);
- Be prepared in compliance with all applicable codes.

Tenants are responsible to make a physical on-site inspection of the premises to verify the as built conditions, location, and physical dimensions of the premises. Failure to do so shall be at the risk and sole expense of the Tenant. Landlord's approval does not constitute a review for code compliance. Where Landlord's approval and/or comments conflict with code, the stricter shall prevail.





Area Signage Guidelines

W. McKinley & W. Washington Avenue Signage Guidelines

W. McKinley Avenue is a vibrant, urbane, fashion-forward shopping and walking area. Through the use of materials, lighting, graphics and signage, the higher density areas along Mathilda express a contemporary, high-tech character that transitions to relate to the diversity of fashion oriented destinations along McKinley Avenue. Signage along W. Washington is a unique walking street that combines class-A office, residential and service oriented retail uses.

Each Tenant has a variety of palettes to express their company brand including the following:

Sign Design On Mathilda, tenants are encouraged to utilize the architecturally-provided metal and glass canopy as the mounting baseline for signage. Expressions should be modern and contemporary.

Along W. McKinley, tenants are encouraged to develop diversity through a creative variety of storefront expression. Sign expressions should be modern, elegant, and sleek.

Along W. Washington, tenant sign designs are encouraged to present a functional, practical image. Designs should be simple and represent high quality.

Materials Tenants along Mathilda and W. McKinley are encouraged to use a variety of high-end materials such as glass, metals and woods. Materials along W. Washington can include fabricated metal, wood and careful use of acrylic, more typical to high quality retail environments.

Lighting Along Mathilda and W. Washington, tenants are encouraged to use more vibrant letters with halo or externally illuminated. All fixtures should maintain a contemporary character style.

On McKinley, the signage and lighting character becomes more elegant and sophisticated. Tenants are encouraged to use halo or externally illuminated signage. All external fixtures should be of quality style and finish.

Canopies Tenants are encouraged to utilize canopies as part of their identity. Canopy materials that are encouraged include metal, glass and wood.

S. Murphy Avenue Signage Guidelines

Murphy Avenue has a rich legacy as one of Sunnyvale's beloved retail and restaurant destinations. Signage designed along Murphy Avenue shall relate to the vibrant new character of Downtown Sunnyvale while also building upon the architectural and signage character that has already been established.

Signs on the extension of Murphy Avenue are subject to sign criteria in the Murphy Avenue Design Guidelines.

Sign Design Tenant sign designs are encouraged to present a vintage, historic character to promote an authentic extension of Murphy Avenue. Tenants are encouraged to integrate projecting signs and vertical marquees as a form of identity. Hand-crafted, 3-dimensional and highly detailed expressions are encouraged.

Materials Sign materials include but are not limited to: gold leaf, carved wood, painted metal, cast metal or bronze, tile, chrome, tube lights or glass.

Lighting External lighting such as gooseneck lamps and small globe lights are encouraged. Exposed neon, halo and other creative lighting techniques are encouraged. Internally lit channel letters are not permitted.

Canopies Tenants are encouraged to utilize canopies as part of their identity. Canopy materials that are encouraged include metal, glass and wood.

Fabric awnings with or without applied graphics may be permitted on Murphy Avenue with Landlord approval, provided they are an integral feature of the facade design.





Redwood Square Signage Guidelines

Redwood Square is the central gathering place for the Project. At night, the plaza transforms into a vibrant, diverse and actively lit environment that draws the community to the outdoor terraced dining patios. Tenants are encouraged in this area to express their brand in dimensional and creative ways.

Sign Design The architecture is a canvas for tenants to express highly detailed, playful, 3- dimensional or projecting signage that activates the environment.

Materials A diversity of materials are encouraged. Proposed materials are wood, metal, glass and tile.

Lighting Lighting is a key component of the success of this plaza. Tenants are encouraged to propose creative lighting solutions for signage. Use of externally lit goosenecks, exposed neon, small globes, and colored lights are allowed.

Canopies Tenants are encouraged to utilize canopies as part of their identity. Canopy materials that are encouraged include metal, glass, and wood.



W. Iowa Avenue Signage Guidelines

W. Iowa presents a primarily residential street front and serves as a transitional area between residential and commercial uses. Signage along W. Iowa will be minimal and very discrete.

Sign Design Signage design must consider and respect the residential character of the street.

Materials Sign materials may consist of but are not limited to fabricated painted metal, wood and careful use of acrylic.

Lighting Illuminated signage is discouraged, but careful use of external lighting fixtures may be permitted with Landlord approval. All lighting should not cause glare and should be directed away from nearby residential areas.



Interior Design Guidelines

The 8' -0" deep area extending from the lease line inward and running the full width and full height of the storefront ("Design Control Zone") is considered by Landlord to be an extension of the storefront into the store interior. The flooring, ceilings, lighting and displays shall be treated as a visual window into the merchandising area of the tenant space.

All graphics, display fixtures, finish materials and lighting within this area requires Landlord's approval. A sense of style and drama should be established through the use of inventive merchandising, displays, quality materials, and suitable lighting. LED, Incandescent lighting or halogen fixtures are to be used in the Design Control Zone. No surface mounted light boxes, photo transparencies or built-in illuminated box-constructed graphic display boxes are permitted in the Design Control Zone.

No mass merchandising (i.e. slat wall, etc.) is permitted in the Design Control Zone. Durable flooring materials (i.e. stone, ceramic tile, marble, wood, etc.) are required. Although laminate flooring, commercial grade carpet, and commercial grade carpet tiles are permitted in sales areas, they are not permitted in the Design Control Zone.

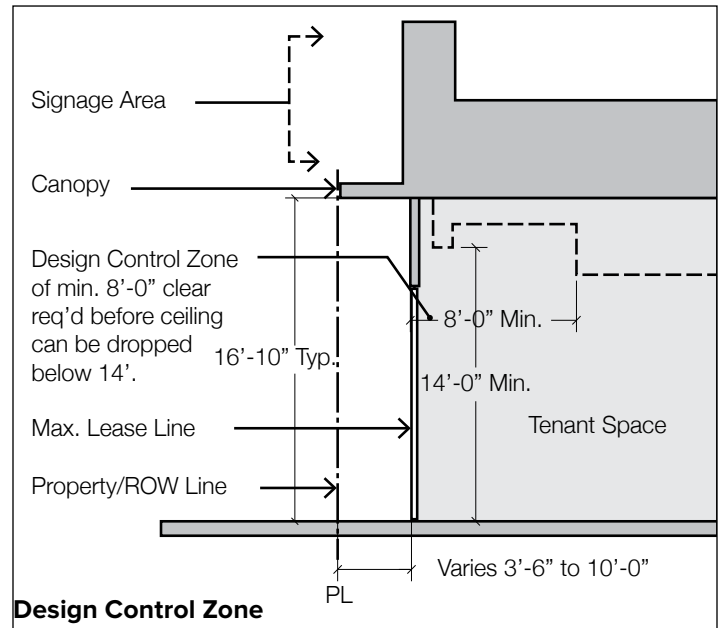
Sales counters and/or fixtures may not be located closer than 6'-0" to the lease line. Tenant may not place fixtures within 6'-0" of the entrance.

Storefront security systems/equipment shall be designed as an integral part of the entry area, subject to Landlord's approval. Freestanding stanchion or pedestal type devices must be located where they will not be visible from the public areas.

A drywall ceiling must be installed at the entry soffit and is required within the Design Control Zone; suspended acoustical ceiling systems are not permitted in this area. The drywall ceiling can be stepped at varying heights to create interest and variation within the Design Control Zone and must be stepped accordingly in the event of clerestory/transom windows to allow natural light into the that Premises. In no case shall the drywall or drop ceiling in the Design Control Zone be lower than the top of the storefront windows. Exposed ceilings will be reviewed on a case-by-case basis.

Wall Construction, Interior Partitioning and Doors

Except for the exterior and other walls identified as being provided by Landlord, Tenant will design and construct, in accordance with applicable code and Landlord's standard building details, all walls with metal stud construction (minimum 6" stud, 25 gauge metal). Wood stud framing is prohibited in the Premises. Tenant shall design, engineer and



perform all work on walls, partitions, and doors within the Premises, other than that to be performed by Landlord under Landlord's Work, subject to the following:

- Tenant shall provide all required fire dampers or other suitable protection devices in fire-rated walls, if wall penetration is permitted.
- Penetration of exterior walls by Tenant shall not be permitted except as approved in writing by Landlord prior to the commencement of such work. If an exterior service door is required or relocated, it shall be installed by Tenant at Tenant's expense, with Landlord's written approval. Tenant shall provide all necessary details for any work on exterior walls and maintain all existing water-proofing.
- All columns within the Premises, including those in demising walls, shall be furred and finished by Tenant.
- Walls defining the Premises from other tenants' Premises located in buildings designated as "Retail" shall be covered on Tenant's side from floor to the structural deck above with 5/8" Type "X" gypsum board and meet applicable code provisions. If tenant is located in buildings designated as "mixed use" or "assembly", the tenant shall apply 2 layers of 5/8" thick Type "X" gypsum board on tenant's side and meet applicable code provisions.
- Walls defining the Premises from service or exit corridors shall be covered on Tenant's side from floor to the structural deck above with a minimum of 2 layers of 5/8" thick Type "X" gypsum board.
- All walls that extend from floor to underside of roof deck

will be constructed with 25 gauge minimum metal studs and Vi" deflection track at the top of the wall.

- Roof deck flutes at the top of the wall shall be filled with approved fire safety materials as required. All wall construction shall meet any and all pertinent code and regulatory requirements.
- If it is determined by the Landlord that the Tenant creates excessive noise levels, the Tenant will provide minimum 65 STC or as required by Landlord based on individual conditions, sound attenuation at the ceiling and demising walls separating the Premises from other tenants.
- Painting, decoration, paneling or applications of a wall covering shall finish all interior wall surfaces in sales areas.
- Landlord shall furnish and install rear exit doors. Minimum door assembly required is insulated hollow metal 3' x 7', "B" label with minimum # 18 gauge fire rated frame.
- Commercial-grade finish hardware, labeled where required, shall be used throughout. All service doors shall be hollow metal and have a minimum of 1-1/2 pair of butts, wall or floor stops, 18" high kick plates, locksets, push-pull plates, and other hardware as required by applicable codes.
- Rear exits of stores may have locksets, but these must open from the inside without a key (classroom lock function) . Emergency egress must be possible from the store at all times. The lockset installed on a rear door during construction is temporary for the convenience of Tenant's contractor. Tenant shall install permanent lockset and panic hardware as required by applicable code.
- Rear exit doors shall not intrude upon the egress path of the common corridor and shall be installed within an alcove.
- Tenants will provide a minimum of R-19 Insulation at walls.

Tenant Floors and Floor Coverings Floors at grade, if not existing, shall be designed and constructed to meet code by Tenant and shall consist of a minimum of 3000 PSI concrete, minimum 5" concrete slab on grade w/#4 bar @12" O.C. @ E.W. over 2" of sand over IO ML membrane over 4" compacted rock. The finished floor elevation at Tenant's store entrance must match exactly the finished sidewalk elevation. Concrete used to patch any penetration of the floor slab or leave out area by Tenant shall match existing floor thickness, and be steel trowel finished, flush with top of existing floor.

In all sales areas, Tenant shall provide high quality finish flooring. Tenant may utilize hardwood or parquet floors, commercial grade laminate flooring, quarry tile, stained concrete, integrally colored concrete, commercial grade carpet, or commercial grade carpet tiles. Tenant shall cover all other areas with suitable floor covering materials. Use of vinyl tile, sheet goods, rubber, or exposed unfinished concrete

flooring in Tenant's sales area is specifically prohibited. All floor finishes shall be subject to review and written approval by Landlord.

Restaurant Design Specialties

All floor surfaces must comply with the requirements of local codes and the A.D.A. Samples of all flooring materials must be submitted to Tenant Coordinator for approval. All second or upper floor Tenants shall install Dal-Seal TS (or similar brand) single sheet waterproofing membrane beneath the finished flooring and above the concrete floor, extending up all adjacent walls six inches in all wet-areas such as restrooms, kitchenettes or other areas around floor penetrations. Floor finishes in toilet rooms shall be of ceramic tile or sheet vinyl with a covered or top set base. Tenant is required to provide a waterproof membrane beneath the finish floor surface up to a height of six inches (6") along all walls. The waterproof membrane shall be Dex-O-Tex or equal, as approved by Landlord. See Appendix for more information.

Tenant Ceilings Tenant's ceiling work includes all work related to ceiling treatments including light coves, soffits, fascias, dropped ceilings, acoustical treatment, ornamental specialties, and other related items.

- Tenant ceilings shall be of non-combustible construction, and shall be gypsum board or acoustical tile of concealed suspension type, or a recessed metal grid lay-in type incorporating a 2' x 2' regular type acoustical tile. Standard 2' x 4' grid systems shall only be permitted in stock areas not visible to the public. Other ornamental or acoustical tile ceilings may be permitted subject to Landlord's prior written approval. All ceiling materials must be high quality.
- Drywall ceilings are required in the Design Control Zone .
- Ceilings shall be constructed to allow access to sign equipment and transformers for maintenance purposes. Coordinate with Landlord's designated representative.
- Furring, framing, and blocking shall be of non-combustible materials meeting codes.
- If an existing expansion joint occurs through the Tenant space, the Tenant is responsible for the construction of the ceiling affected by that joint in a manner consistent with acceptable construction design practices.
- Tenant's ceiling must align at a minimum of 6" above storefront at front of space. When storefront is over 12'- 0" in height, ceiling must maintain the increased height for at least the first 8' -0", horizontally measured from the inside face of said storefront.
- Tenants will provide a minimum of R-19 Insulation at the underside of roof assembly to complete the R-30 requirement for the building. This does not apply to lower level tenants in multi-story buildings.

Trade Fixtures and Furnishings

Tenant shall provide all new trade fixtures, furnishings and equipment for use in the Premises.

- All shelf standards used outside of the Tenant Design Control Zone shall be fully recessed, flush with the partition finish material, and will not compromise the fire rating, if any, of the wall.
- If installed, slat-wall and slat-wall liners will have the same finish and colors.
- Lighting attached to or mounted within fixtures must be positioned to avoid glare for passing pedestrians.

Stockroom and Exit Access

Tenants are encouraged to provide a dedicated access separated from the stockroom. If Tenant elects to provide exiting through their stockroom, Tenant shall meet local building code requirements for exiting through a stockroom. Tenant shall also meet all requirements for general lighting and for emergency lighting for exits through stockroom.

Toilet Rooms

Tenants shall provide their own toilet facilities for customer and employee use and shall be accessible to customers without the use of keys or punch-codes at all times. Fixtures, stall partitions, specialties such as toilet room mirrors and accessories, shall be as required for the premises by any governmental and/or other authority having jurisdiction over the premises. The number and size of toilet facilities shall be as required relative to capacity and code requirements. Public toilet facilities shall be located directly off of Tenant's sales floor or be accessible off of an exit corridor and should not be located within Tenant's stock room. A raised handicap accessible threshold must be installed at all toilet room doors to retain water spills. Provide frost piping at all equipment requiring a drain and as required by code. Water closets shall be flush tank type, and be ADA compliant as required by code. Tenant shall install a minimum of one 3" floor drain with trap primer in each toilet room and the floor slab sloped to meet the floor drain.

Restaurant Design Specialties

In addition, the following applies to restaurant tenants:

- The minimum requirements of all applicable health and building codes must be met in the design of the Premises
- Due to the nature of the business the "Design Control Zone" standards may be limited to the entry/lobby of the Premises subject to Landlord's review.

- If applicable to the nature of Tenant's business, an alcoholic beverage license must be obtained by Tenant and Tenant must meet all criteria set forth by the authority having jurisdiction at Tenant's expense.
- All outdoor eating areas shall be contiguous to the licensed facility. Primary access shall be from within the restaurant. Dimensions and location of outside eating areas require approval by Landlord.
- Facilities providing retail sales and service of alcoholic beverages outside shall provide durable metal (Gunmetal or Aluminum color or otherwise approved by Landlord) seating within an area surrounded by a permanent metal railing with a 3'-6" minimum height, 4' -0 maximum height. The color and style of the railing is to complement the building architecture; the finish shall be powder coated. Contact the Alcoholic Beverage Control at 408- 277-1200 for more specific requirements.
- Outdoor eating areas shall not intrude into the common sidewalk area as depicted on the Lease Outline Drawing ("LOD"). Outdoor seating areas are defined within individual tenant leases and LODs and are subject to , among other things, the requirement that a minimum of 10 feet shall remain clear for pedestrian passage along all sidewalks with incidental or designated outdoor uses at all times , unless otherwise provided by Landlord.
- For tenants that require separate grease waste disposal, Tenant shall connect their grease waste lines to a shared grease interceptor, provide by Landlord, as noted on the LOD. Tenant is responsible for verification of grease waste line in field prior to connection. Unless specifically approved by Landlord, grease traps located within the Tenant's premise are not allowed.
- Any grease hood will require installation of a Pollution Control Unit (PCU) for removal of grease and odors. Tenant will be responsible for providing the unit at a location that is mutually agreed upon with Landlord and Tenant. LL will provide access to vertical ventilation shafts.
- Sizing of the PCU should be based on manufacturers recommendation for the type of grease hood and type of appliances. Installation shall be per manufacturers recommendations and current applicable codes. Additionally, tenant shall engage the Landlord's acoustical consultant to ensure that vibration and noise are minimized for the local residents.

Lighting Design Guidelines

The 8' -0" deep area extending from the lease line inward and running the full width and full height of the storefront ("Design Control Zone") is considered by Landlord to be an extension of the storefront into the store interior. Tenant's consideration of lighting should encompass the storefront, sign area, entry portal and Design Control Zone as single features strategically blended to create a unique presence and identity. The interior lighting should complement the image and highlight displays and merchandise appropriately.

In the Design Control Zone, Tenant will employ incandescent, halogen, or LED lighting fixtures exclusively. Within the interior of the premises, fluorescent lamps may also be used following Title 24 restrictions.

Lighting Design Exclusions - the following are NOT permitted:

- White acrylic egg-crate diffusers and clear acrylic prismatic diffusers.
- T 12 fluorescent fixtures.
- Direct visual exposure of standard incandescent bulbs and/or fluorescent tubes. Exposed incandescent or LED bulbs with decorative filaments are permitted.
- High intensity discharge lamps, mercury vapor or sodium.
- Theatrical strobe, spinner or chase type lighting devices.
- Lighting should not cause glare and should be directed away from nearby residential areas.

Exterior Fixtures, Furnishings & Equipment Guidelines

- Sound systems with exterior speakers or paging devices are prohibited, except as approved in writing by Landlord.
- All Tenants are required to submit an exterior FF&E plan, specifications and cut sheets for Landlord consideration and approval. Tenants are responsible for seeking all approvals from authorities having jurisdiction as well as obtaining applicable licenses.
- Exterior common area equipment and furnishings will be provided by the Landlord for the benefit of all shoppers and must remain in the common areas.
- Approval from the City includes issuance of an encroachment permit for any improvements, fixtures or furniture installed or placed in the public ROW.
- A Miscellaneous Plan Permit (MPP) is required and a permit from the Fire Prevention Unit is required for outdoor heaters.
- A minimum sidewalk clearance of 5 feet shall be maintained for ADA access unless otherwise approved by the City.

Structural Criteria

Any alterations, additions or attachments to Landlord's structure to accommodate Tenant's work shall not be performed without the prior written approval of the Landlord. Tenant must notify Landlord in writing for such a request.

- No welding to building structure shall be permitted.
- Roof penetrations required by Tenant and approved in writing by Landlord (cutting of roof deck and deck material and the repair of the same) shall be performed, repaired, and maintained by Landlord's designated roofing contractor, at Tenant's expense.
- The loads imposed by Tenant's work, including dead and live loads and merchandise loads, shall not exceed the allowable capacity of existing structural systems and components thereof.
- Tenant shall be responsible for determining the allowable capacities and for all costs associated with it. Tenant shall pay for the cost of investigation of Landlord's structure by Landlord, when required due to suspect excessive loading by Tenant.
- Tenant shall locate all rooftop equipment within the structural bay provided, as designated by Landlord and Landlord's structural engineer.
- Second Floor tenants/Elevated Slabs: Landlord's structural engineer will review plans before any core drilling work commences.
- Where the floor is a suspended slab (examples include, but are not limited to: post-tensioned concrete decks, pre-tensioned concrete decks, and two way slabs), no penetrations are permitted without Landlord's written approval. If coring of the slab is required, Tenant shall include a separate "Core Drilling Plan(s)" as part of their Tenant Improvement Drawings indicating all floor, ceiling, and roof locations where approval for core drilling is being requested by Tenant. Where penetrations are approved in writing by the Landlord, Tenant shall secure the services of the Project Structural Engineer and shall X-ray the floor slab prior to coring. Tenant is responsible for any damage to the structure that may occur during coring.

Architectural Criteria

- Tenant Storefront design will meet the Thermal requirements equal to or lower than SHGC 0.38 and U-factor equal to or less than 0.71 for the entirety of the storefront opening as indicated on the Lease Outline Drawings (LOD's).
- Tenants will provide a minimum of R-19 Insulation at walls.
- Tenants will provide a minimum of R-19 insulation at the underside of Roof assembly to complete the R-30 requirement for the building. This does not apply to lower level tenants in multi story buildings.
- Tenants are responsible to confirming individual Title 24 compliance and demonstrating said compliance to Landlord
- Tenants located above below grade parking to use storefront curb detail provided in the Appendix .

Electrical Criteria

Tenant shall provide all necessary electrical equipment and wiring within the Tenant space, as well as permits and fees necessary for the retail build-out. All electrical systems must meet the demands of the IBC electrical and building codes as amended by the both the State of California and the City of Sunnyvale. The Tenant shall submit to Landlord all Tenant's space electrical load calculations. Tenant electrical scope of work shall include, but not be limited to:

Electrical Service

- Landlord shall provide service entrance metering switchboard and allocate meter socket and breaker space for the Tenant.
- Landlord shall provide an empty conduit with pull string from the electrical meter room to the Tenant's space.
- Prior to start of any work, it is Tenant's responsibility to verify if the electrical service meter and conduit allocated to the space is of adequate size to meet their load requirement. Any electrical service modification needed to accommodate the Tenant's service requirement shall be submitted to and approved by the Landlord. All electrical service modification shall be done by a Landlord approved electrical contractor.
- Tenant shall provide and install service entrance circuit breaker and service wiring required for the space.

Power and Lighting

- Tenant shall provide and install all Distribution Panels (with 20% spare capacity), Lighting and Receptacle Panels, transformers, conduits, outlet boxes, switches and wiring within the Tenant space.
- Tenant shall provide all electrical conduit and boxes in the ceilings and walls including pull boxes and equipment as required, for permit of the Tenant work.
- All underground work shall be submitted to the Landlord for approval prior to start of any work. All underground conduits shall be PVC in order to prevent corrosion.
- Dry type transformers (NEMA TP-1 energy efficient with low sound level class H insulation, 115 degrees rise) to accommodate Tenant's requirements shall be located inside the Tenant space.
- 30KVA and smaller transformers shall be suspended. Larger size transformers shall be floor mounted. Tenant shall locate transformer so that it meets all code-required clearances and does not interfere with other equipment. Tenant is to provide separate grounding for all transformers run to Main electrical room or roof ground bus, as required by City of Sunnyvale. Do not ground transformers to the cold water supply pipe.
- All Panel boards shall be 3-phase, 4-wire with solid neutral. Electrical panels enclosure shall be constructed of code gauge steel sheet (minimum 16-gauge thickness) with continuous hinged door-in-door type construction cover and shall be mounted on a 3/4" plywood back-board. No "Load Centers" allowed.
- All circuit breakers shall be bolt-on type and switch-rated. Branch circuit breakers shall be rated for 10,000 AIC minimum at 120/208V and 14,000 AIC minimum at 277/480V. Bus bracing and AIC rating shall be greater than the available fault current at the point of application. Tenant engineer shall coordinate minimum AIC requirement as indicated on the LOD.
- All panels, panel schedules and controls shall be fully identified and labeled. Fill out typewritten panel board's circuit directory card upon completion of installation work.
- All wiring in open areas shall be in conduit. Keep all piping as close to walls and as high to underside of roof framing as possible.
- All conductors shall be copper with color-coded insulation in conduit. Feeders and branch circuit wiring in locations requiring insulation above 60 degrees centigrade shall be moisture and heat resistant thermoplastic, nylon coated or higher insulation. Branch circuit conductors shall not be smaller than #12 AWG.
- All conduits above ground shall be rigid or electric metallic tubing (EMT). MC cable may be used for final connections fixtures only, 6'-0" maximum in length. All communication, signal and control wiring shall be sized in accordance with the manufacturer's recommendation and shall be routed in conduit within walls.
- All lighting fixtures within the premises shall be submitted to and approved by the Landlord.
- Tenant will provide Title 24 calculations as part of their permit with a record copy to the Landlord.
- All tenant spaces shall be designed with night light circuiting. Night light circuits shall have a lock tab on their circuit breakers.
- Tenant shall provide an emergency lighting system and exit signs shall conform to local requirements. All emergency lights and exit signs shall have battery backup.
- Tenant shall furnish and install a time clock to control the operation of storefront signage, show window lighting and receptacles, entrance area lighting, menu boards and display cases as may be required by the Landlord.
- Conduit is prohibited on storefront walls or areas exposed to public view. • Tenant shall provide all code compliant fireproofing required for fire rated floor and wall penetrations.

Fire Alarm System

- Tenant shall be responsible for providing and installing all additional initiating, annunciating fire alarm devices and fire alarm booster panel required for the Tenant work. All additional fire alarm equipment shall match the Landlord's existing Fire Alarm System and shall be installed and wired by a Landlord approved contractor.
- Additional Tenant space pull station (if required), area smoke detector and duct smoke detector shall be connected to the existing initiating loop of the Building Fire Alarm System.
- Additional Tenant space speakers shall be connected to the existing Building Fire Alarm System speaker circuit.
- Additional Tenant space strobes shall be connected to a Fire Alarm Booster Panel provided and installed by the Tenant.
- Tenant shall provide smoke detectors in accordance with NFPA 90A, Section 4-4. • All roof wiring will be in conduit and raised on blocks.
- Whenever possible, the tenants shall use the initial fire alarm and sprinkler contractor for the shell building.

Telephone and Cable TV

- Tenant shall make arrangement with the Telephone and Cable service providers for telephone and cable TV service to the Tenant space. Landlord shall provide a two-inch (2") empty conduit with pull string, stubbed to Tenant's space. Tenant shall provide all required outlets and wiring.
- All wiring in ceiling shall conform to applicable code requirement for a ceiling return air plenum.

Other Systems

- All Tenant telecommunication, music, burglar alarm, time clock and HVAC control system shall be mounted on a 3/4" plywood backboard.

Plumbing Criteria

Plumbing and Fire Protection Design Criteria Tenant shall provide all necessary plumbing and fire protection equipment and piping for the retail space. Tenant shall submit to Landlord design drawings and all Tenants' space gas and water requirements and design the systems in accordance with the Landlord's design criteria. All design and installation shall comply with the IBC, latest Building Codes, LEED rating system and any local amendments. Tenant plumbing scope of work shall include, but not be limited to, the following:

All plumbing work shall be installed in accordance with all local requirements and Landlord's criteria.

Sanitary Sewer

Tenant shall design and install all facilities and extensions of service in accordance with the following:

- All underground sanitary piping shall be cast iron with no hub fittings, piping shall be wrapped as required to prevent corrosion.
- All above ground sanitary piping shall be cast iron with no-hub fittings.
- Plumbing vent risers shall be cast iron with a 90° offset in the ceiling space above, for a length of 2'-0" minimum. In multi-story buildings, Landlord shall provide a vent branch connection for Tenant's connection. Vent piping shall not be installed in Tenant demising walls.
- Tenant shall install accessible clean-outs, as required by applicable code and Landlords requirements, and they shall terminate flush with the finished floor or wall.
- Tenant shall install 3" floor drains and clean outs in each Tenant provided toilet room, wet areas, and kitchens.

- All floor drains shall have trap primers.
- Tenant shall backfill all trenches required for drainage piping using sand or crushed rock compacted in 6" layers to at least 95% maximum density.
- Tenant shall complete concrete slab-on-grade, where removed by Tenant for installation of sewer piping. Tenant shall replace sub-grade, where disturbed, shall be replaced with lean concrete, with thickness as required by Project Structural Engineer. A 6 mil vapor barrier shall be provided. Concrete slab-on-grade shall be the thickness required per shell drawings, with a live load of 100 PSF, reinforced with steel rebar, as approved by Project Structural Engineer.
- If available, Tenant shall connect to the designated grease-containing sanitary line provided by the Landlord, or where appropriate the Tenant shall provide a local grease/solids trap at the introducing fixture. Landlord and Local Codes shall govern.
- Pipe the rooftop mechanical equipment condensate drain where required, in accordance with code, so that it is drained indirectly into the sanitary sewer system. In all instances Tenant will be responsible for insuring that all installations meet with all applicable codes and Landlord requirements.
- If Tenant has interior HVAC equipment, the condensate shall be piped to the Tenant's sanitary sewer system. The unit shall also have a secondary drain piped to a floor drain. All interior condensate piping shall be insulated.
- Tenant will be responsible for providing all structural slab x-ray services required by Project Architect or Project Structural Engineer.
- Tenant shall provide all code compliant fireproofing required for fire rated floor and wall penetrations.
- Landlord and Local Codes shall govern.

Domestic Water

Tenant shall design and install all extensions and facilities within the Premises in accordance with the following:

- All underground domestic water piping shall be Type-K copper with no joints below grade.
- All above ground domestic water piping shall be Type-L copper with soldered fittings using 95/5 tin-antimony solder.
- Tenant shall provide dielectric fittings for connections between dissimilar piping.
- Piping shall not be installed in Tenant demising walls.
- Tenant shall install shock absorbers in piping system to prevent noise and damage due to water hammer. All branch piping shall have accessible service valves.
- Tenant shall insulate domestic hot water piping with a minimum 1" thick fiberglass pipe insulation with non-combustible U.L. rated vapor-barrier and plenum rated pre-molded fitting covers, or minimum 1" thick closed cell plenum rated insulation. Pipe insulation thickness shall meet Title 24 requirements.
- Tenant shall be responsible for providing water heaters of adequate size for Tenant's hot water requirements. Heaters shall conform to all applicable codes including Title 24. All water heaters larger than 20 gallons shall be floor mounted. All suspended water heaters shall have a secondary drain pan piped to a floor drain.
- Tenant's domestic water system shall connect to Landlord provided water line. Tenant shall be responsible to provide water service and backflow prevention at all water supply connections, as required by all applicable codes, if additional protection and capacity is required by Tenant.
- Tenants operating a restaurant, food service, salon or other use the Landlord deems appropriate shall be responsible for furnishing and installing a water sub-meter with a remote read-out for the Premises. The water meter shall be located at the union of Tenant's distribution and the Landlord provided stub. The remote read shall be installed adjacent to Tenant's exterior rear door at 50" above finished floor.
- Roof vents shall be only at locations approved by Landlord. Penetrations, flashing and roof repairs shall only be made by Landlord's roofing contractor, at Tenant's expense.

- Water supplied to fixtures shall be valved at such fixtures.
- Water closets shall be of a flush tank type and, if required by code, shall be ADA compliant.
- Tenant shall provide all code compliant fireproofing required for fire rated floor and wall penetrations.

Gas

- Tenant shall, at Tenant's expense, arrange for natural gas service directly with utility company. Tenant shall provide gas meter and all piping from the service to gas equipment at Tenant's expense.
- Gas piping shall be black steel, schedule 40 with malleable type fittings, and shall incorporate capped dirt legs at all equipment.
- Gas piping shall be securely fastened to the exterior wall; roof piping shall be mounted on premanufactured piping supports similar to Miro Model 24, installed on walkway tread pads.
- Gas piping shall not be permitted in any plenum area unless otherwise approved by Landlord. Gas shall not be used for interior AHU.
- Gas shall not be used for water heating except for food/restaurant and salon Tenants.
- Piping run outside the building shall be painted to match the adjacent wall surface or roof areas as designated by Landlord.
- Gas piping is prohibited on storefront walls or areas exposed to public view.

Mechanical Criteria

General HVAC Systems Description

Overview

This document describes the requirements for the application, design and installation of the Tenant provided HVAC, exhaust, make up air and venting systems for the retail spaces. Tenant shall provide all necessary Heating, Ventilation and Air Conditioning (HVAC) equipment, air distribution systems including outside air intake and exhaust louvers, piping and controls for the retail space.

Tenant's HVAC system shall be designed in accordance with Landlord's design criteria. The HVAC systems, calculations, designs and installations shall be as recommended in ASHRAE publications and the SMACNA guidelines. All design and installation shall comply with the latest Building Codes and any local amendments. Tenant shall submit to Landlord all Tenants HVAC load calculations, HVAC design drawings and California Title 24 Energy Compliance forms for review prior to installation.

It is required that all such systems be designed and engineered by a licensed professional engineer or an authorized design build HVAC contractor. All HVAC designs must be submitted to Landlord for their review and confirmation of compliance with the building requirements. All HVAC systems must meet the demands of the IBC mechanical and building codes as amended by the both the State of California and the City of Sunnyvale. All local ordinances and codes must be complied with. All HVAC remodel or construction work must be properly approved by Landlord prior to permit application or start of work.

Building, HVAC, plumbing and electrical design for all Tenant improvement work must follow the established guidelines for LEED compliance as established in the LEED documentation as part of the site development. All designers must contact Landlord to be instructed on LEED requirements for this site. LEED issues that affect HVAC design are efficiency, refrigerant type, ventilation rates, filtration type, construction filtration, ventilation purge and other potential requirements.

The application for a permit must include structural engineering calculations and mounting details as required by the City of Sunnyvale. All mounting of equipment must comply with the installation standards for these buildings as well as the shell construction engineer's drawings and mounting detail requirements. All equipment installed on the roof must fall within the allowed visual and screening requirements for these buildings. The Project will consist of 3 different types of systems depending on location within the Project.

1. Split system heat pumps. The indoor fan coil units shall be horizontal type located in the retail ceiling space . The outdoor heat pump condensing unit shall be located on platform in the back of retail stores or on roof. The outdoor heat pump condensing unit shall be located within Landlord provided mechanical zone .
2. Rooftop packaged electric air conditioning units. Lower retail tenants to coordinate duct shaft through upper tenant space.
3. Water Source Heat Pumps. The indoor water source units shall connect to the Landlord provided condenser water loop.

Tenant's engineer shall design the HVAC system to allow sufficient heating and cooling to accommodate open entry doors and general retail exhaust. Occupancy load shall include employees and customers, lighting load shall include general and display lighting and envelope shall be as designed per architectural documents.

- All HVAC equipment shall be selected and designed to meet Landlord's acoustical engineer's requirements and guidelines. A copy of the acoustical and vibration report shall be obtained from the Landlord. Tenant's engineer shall provide acoustical and vibration design for review by Landlord's acoustical engineer.
- All HVAC equipment and ductwork shall be anchored and seismically braced to the structure. Tenant's engineer shall provide calculations and anchor details to Landlord.
- All equipment installed on the roof must fall within the allowed visual and screening requirements for these buildings.
- Outdoor equipment shall be located in spaces designated by the LOD. Coordinate with Tenant Coordinator. All equipment shall be provided with adequate service and airflow clearances. All outdoor equipment layouts shall be coordinated with other tenant's equipment.
- Tenant shall utilize side wall louvers for intake, relief and exhaust air where applicable.
- HVAC system shall be provided with hail guards, low ambient controls and auxiliary electric heaters.
- All exhaust and plumbing vents shall be minimum 10 feet from any outdoor air intake. Air intakes, exhausts and plumbing vents shall be minimum 5 feet from the Tenant's demising wall.
- Tenant's engineer shall verify all existing field conditions and other Tenant design work that may be in progress. All discrepancies shall be reported to Landlord's field representative for resolution prior to fabrication and installation.

- Provide toilet and break room minimum exhaust ventilation rates per the latest codes. Termination shall be as described in these documents.
- All Rooftop intake and exhaust duct shall terminate with a factory manufactured vent cap or fan designed for this purpose. Vent cap and fans shall be installed on a 14" high roof curb. Goosenecks are not permitted.
- Tenants other than food service or other odor-producing establishments shall maintain a positive air pressure within the Premises, where applicable by code.
- No ductwork, piping, conduits, cabling, etc be allowed through other tenants' spaces except for duct shaft up through upper floors to rooftop air conditioning units and exhaust fans. Tenant to coordinate with Tenant Coordinator.
- All HVAC equipment shall be submitted to the Landlord's Tenant Coordinator for review prior to purchasing and installation.
- All power and control connections to equipment shall be from the dry side of the roof curb.
- Provide duct smoke detectors per code. Coordinate interlock of the smoke detector with Landlord's fire alarm System.
- HVAC system shall be air balanced and commissioned by an independent contractor hired by the Tenant prior to occupancy of space. A certified air balancing contractor shall perform the test, balancing and commissioning. Upon completion, 3 copies of the air balance and 3 copies of the commissioning report shall be submitted to Landlord for record.

Air Distribution

Provide a complete air distribution system for the HVAC requirements. System shall include galvanized sheet metal ductwork, diffusers, grilles, registers, louvers, balancing dampers, fire and combination fire smoke dampers where governed by regulatory standards. The air distribution system shall be designed and installed per latest Codes, ASHRAE and SMACNA recommended guidelines.

- All general air distribution ductwork shall be galvanized steel.
- All moisture exhaust ductwork shall be aluminum construction. Duct shall be sealed and installed to prevent moisture leaks. Slope duct towards grille or exhaust louver to allow moisture drainage.
- Air distribution system shall be designed to provide consistent room temperature throughout the Tenant space.

- No ductwork shall be allowed through other Tenant spaces except for duct shafts up through upper floors to rooftop air conditioning units and exhaust fans. Tenant to coordinate with Landlord's field representative.
- All wire flex duct shall be acoustical wire flex type.
- Limit flexible round duct to 7'-0" lengths.
- Perforated grilles are not permitted.
- Provide manual volume dampers at all branch takeoffs to the diffusers and grilles. Neck mounted opposed blade dampers are not allowed. Provide adequate access for damper adjustment.
- Air diffusers and grilles shall be coordinated with the Architectural elements and finishes. Diffusers and grilles shall be provided with factory-baked enamel or anodized finish. Provide factory-mounting frames for diffusers and grilles in gypsum board ceilings.
- Criteria for anchorage to the underside of post-tensioned concrete podium slab, see Appendix.

Controls

- Tenant shall provide complete standalone controls for the HVAC system. Controls shall include programmable thermostat with automatic changeover and night setback. Exhaust fans, etc shall be provided with time clock or interlocked with air conditioning equipment to prevent night-time operation to minimize outdoor noise.

Sound and Vibration Transfer

It is required that tenants on the first floor design and install all equipment on the roof and in their space with sound and vibration transfer to the upper floor, and neighboring spaces, with careful consideration. All equipment must be sound and vibration isolated from the second floor thus creating a non-detectable condition for tenants above and to the side. This will require the careful attention of the design engineers, and said designs are subject to Landlord approval.

Refrigerant and flow piping for HVAC and refrigeration equipment in the walls and mounted on the floor above must be isolated for vibration and sound.

Submittal Requirements

Tenant Package: Tenant Coordinator will forward to the Tenant a package consisting of the Tenant Design Guidelines and a LOD. Arrangements can be made with Tenant Coordinator to obtain additional base building construction documents that may be helpful in the preparation of Tenant improvement drawings. This information will be available on the Project's website.

The information provided by Tenant Coordinator is based on information found in the base building project documents or other existing drawings and/or project specifications prepared by the Project Architect, and may not reflect the final as-built field conditions. It will remain, pursuant to the terms of Tenant's executed Lease, the responsibility of Tenant (or Tenant's appointed representative, architect, designer and/or engineer) to field verify all information pertaining to the Premises for the preparation of Tenant improvement drawings prior to completion of Tenant's drawings and/or construction of Tenant improvements.

Preliminary Design Drawings: Not later than 30 calendar days after receipt of the Tenant Design Guidelines (unless otherwise stated in the Lease), Tenant shall submit to Tenant Coordinator 3 sets of Tenant's preliminary design drawings showing intended design, character, and finishing of the Premises. These drawings shall include:

- Storefront elevation(s), floor plans, reflected ceiling plan, and sections indicating design and signage locations
- Merchandising plan of space, including permanent and movable fixture locations
- Material and color sample board SW' x 14" (not returnable)
- Photographs or full color renderings of Tenant's store prototype
- Responsibility Matrix

Aesthetics of the store and its relation to the overall Project and other tenants is a major concern in the approval process. It is mandatory that Tenant submits the complete information as required above as soon as possible to avoid delay in plan revisions and/or construction. Upon receipt of all items required by Landlord, the Tenant Coordinator shall review Tenant's preliminary design drawings.

Final Working Drawings and Specifications: Within 60 days after the receipt of the Tenant Design Guidelines, or as directed by Tenant Coordinator, Tenant shall submit to the Landlord for approval one complete set of reproducible and 3 sets of prints of Tenant's final plans and specifications as prepared by Tenant's licensed architect and engineer. Said drawings must bear both the architect's and the engineer's seals and signatures, and must address any comments made by Landlord regarding Tenant's preliminary plans. Tenants are required to have their complete plans reviewed and approved by Tenant Coordinator prior to submitting for a building permit. Any changes required by the City must be submitted to the Tenant Coordinator prior to commencement of construction. These drawings must include:

Floor Plans • Title Sheet - key plan, architect's name, address telephone, email addresses, architect's stamp, Contractor Rules and Regulations and Responsibility Matrix.

Floor Plans - 1/4" scale showing demising wall locations, interior partitions with dimensions, restroom facilities, Landlord's and Tenant's responsibilities, dimension of space and column location(s).

Reflected Ceiling Plan - 1/4" scale showing ceiling grid, ceiling heights, including soffit drops and curtain walls. Types of ceiling construction. Supply and return grilles. Location of lighting fixtures, exit and emergency lights, stereo speakers, sprinkler heads, air diffusers, access panels, smoke/heat detectors and automatic fire extinguishing equipment. Other ceiling items attached to or penetrating through ceiling.

Storefront and Interior Elevations - show all interior elevations; color photographs or similar store, if available; material finish and color sample board; storefront and interior signage.

Details and Sections - Sections required explaining all construction methods and materials proposed.

Schedules - Door schedules; finish schedules; plumbing schedule; lighting schedule.

Signage Drawings - showing elevation, section views, letter style and size, all colors and materials, methods of installation, illumination and voltage requirements. Sign shop drawings must be submitted by a licensed sign contractor.

Awning Shop Drawings - detailing elevation, section views, brackets, method of installation.

HVAC - Mechanical drawings showing 1/4" scale of the Premises must indicate equipment capacities and data, heat gain/loss calculations. Plans must include roof plan ductwork

layout/sizes, riser diagram, and equipment location, operating weight, installation details, mechanical specifications and data tabulation form.

Electrical - Electrical drawings must indicate total connected loads and include panel schedules, riser diagrams, lighting plan, and data tabulation form.

Plumbing - drawings must designate water service capacity requirements, natural gas requirements, and have detailed plan, riser details and isometric views of plumbing layout.

Within 15 calendar days after receipt of Tenant's working drawings, Landlord shall review Tenant's working drawings, and notify Tenant as to whether Landlord approves or disapproves said drawings. If Landlord disapproves, Landlord shall set forth the revisions it requires and Tenant, within 15 calendar days after receipt thereof, shall make appropriate revisions and resubmit the working drawings to Landlord. Landlord shall then approve or disapprove said revised drawings as set forth herein.

Within 30 calendar days of the opening of the Premises, Tenant shall submit to Landlord "as-built" drawings and specifications of the Premises along with other required documentation.

It is Tenant's responsibility to provide Landlord with the following documents reflecting the approved design concept:

- AutoCAD 2006 storefront drawing files (colored or black-lined) of the approved storefront elevation
- Exterior lighting details and specifications
- Signage conceptual details and specifications
- Awning details and specifications
- This will be an ongoing effort where each tenant storefront submittal is added to the base building elevation, thus creating a comprehensive view of each building elevation. This is to be used as a device for overall conformance with any and all zoning ordinances.

Appendix A - Conditions of Approval

Conditions of Approval below are an excerpt from Special Development Permit 2016-0613 approved by the City of Sunnyvale on May 23, 2016. Tenant shall inquiry in advance with the Landlord regarding any subsequent amendments that may have been enacted after this date.

1. Submit plans showing enriched and enhanced detail on the pedestrian levels of the retail buildings subject to the review and approval of the Director of Community Development, in accordance with the DSP Goal B.12. (A11)
2. All service areas (residential, office, commercial) shall be enclosed or fully screened from public view with a solid screen, subject to the review and approval of the Director of Community Development. To the extent feasible, consider features that replicate building walls, doors, or other features that conceal the service areas from public view. Opportunities for kiosks or carts to fill these spaces should be considered. (A15)
3. All details for the waste and recycling management system, including service area access, dimensions, heights, screening, and locations, will be reviewed for architectural approval through a separate application subject to review and approval by the Director of Community Development. Refer to condition of approval #SW2. (A16)

Architecture - Materials

1. In accordance with the 2003 DSP, the following materials are not permitted in this project: EIFS, composition roofing, glazed tiles (except as accents and on the base of buildings), mirrored glass, and foam trim (unless the material can be shown to be of a quality, appearance, and longevity equivalent to real wood, concrete, or stone). (A17.1)
2. All plaster or stucco materials must have controlled surface textures and shall be of a high quality that is subject to review and approval by the Director of Community Development, in accordance with the 2003 DSP. (A17.2)
3. All fabric awnings shall be replaced every five years (minimum). (A17.3) (Delete if no cloth awnings will be permitted.)

Architecture – Commercial/Retail

1. All individual storefront tenant improvements require approval of a Miscellaneous Plan Permit (MPP) prior to the issuance of a building permit to ensure compliance with the “Final Tenant Design Criteria Manual”. (A18.1)
2. Individual storefront tenant improvements shall be designed within the rhythm and pattern of the Downtown

buildings so that the regular storefronts will maintain regular intervals and so that large tenants will not create long, expansive storefronts. Buildings A, B, C (buildings facing Mathilda and Aries), R, S, and T (buildings facing McKinley on Block 5 and 6) are exceptions where larger tenants are allowed. (A18.2)

3. Exterior retail elevations shall use clear glass (continuous vision glass), unless an exception is granted by the Director of Community Development. No exterior retail elevations shall have the storefronts obscured by opaque materials (i.e. paper, colored glass, product displays (i.e. back side of display cases or shelving), or signage (temporary or permanent), unless the tenant space is vacant. This shall not prohibit showcase window displays. (A18.3)
4. Stone work or other comparable materials shall be designed into a majority of the building facade bases on McKinley (Aries-Sunnyvale) and are subject to review and approved by the Director of Community Development. (A18.4)

Green Building/Sustainability

1. Building permit plans for individual initial storefront/tenant improvements exceeding 5,000 square feet shall strive to meet a LEED Silver standard; however, a hardship or infeasibility exemption can be granted by the Director of Community Development pursuant to SMC Section 19.39.060. Storefront and tenant improvements shall comply with the State’s CALGreen mandatory measures and Title 24 energy efficiency requirements in effect at time of building permit application. (GB1.2.b)