



DISTRICT TENANT DESIGN GUIDELINES

August 2006



2425 E. Camelback Road, Suite 750
Phoenix, Arizona 85016
(602) 866-0900





SECTION ONE PROJECT INFORMATION

A. TEMPE MARKETPLACE OVERVIEW

Tempe Marketplace is a unique retail development offering a variety of shopping experiences. This Center offers a strategically integrated shopping environment including a family atmosphere and a pedestrian oriented center “District” concept.

When you cross the curb line into Tempe Marketplace, you’ll be in an entirely different atmosphere. A combination of lifestyle graphic entry elements and creative building designs define this project and create an exciting interest to explore the center. The development has wide, tree-shaded walkways for pedestrian access to the perimeter restaurants and retail pads linking the entire project together. The Desert Chic theme for the Architecture of the project is achieved with a variety of materials and massing. The combinations of the key design elements are illuminated perforated metal fragment walls, bold colors, exposed steel canopies, and lush desert landscaping.

The Center responds to increasing consumer demand for exciting experiences and is designed to offer consumers a complete, synergistic experience involving food, people-watching and shopping. The primary planning and design objective has been to create an entertainment/retail destination with a distinct sense of place and a variety of vibrant, exciting spaces.

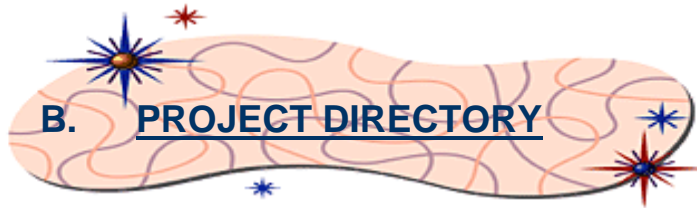
To assist the Lessee and the Lessee’s Construction Team, this Development Criteria for Tempe Marketplace has been created. It is an established set of general guidelines that should be followed during permitting and construction.

As the administrator of these Criteria, the Developer is the final arbitrator of Criteria compliance. Special circumstances may require interpretation of this Criteria and the Developer will remain flexible in the review process. The Lessee is encouraged to contact the Tenant Coordinator with any inquiries before commencing construction.





SECTION ONE PROJECT INFORMATION



DEVELOPER:

Vestar Development Company

2425 E. Camelback Road, Suite 750

Phoenix, Arizona 85016

Phone: (602) 866-0900

FAX: (602) 955-2298

Primary Contact: Cami Amesquita, Tenant Coord. - Shops
comesquita@vestar.com
Nick Roe, Development Coordinator
nroe@vestar.com

Contacts: David J. Larcher, Executive Vice President
J. Paul Rhodes, Senior Vice President
Rob Kerwin, Construction Manager
David Malin, Project Manager

**GENERAL
CONTRACTOR:**

McCarthy Construction

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Tempe, Arizona 85281

Phone: (480) 449-4700

Fax: (480) 449-4747

Primary Contact: Kevin Maas

**COORDINATING
ARCHITECT:**

Vertical Design Studios

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Phone: (602) 395-1000

FAX: (602) 395-1005

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sgodfrey@vertical-usa.com

**EXECUTIVE
ARCHITECT:**

Butler Design Group, Inc.

5555 E. Van Buren St., Suite 215

Phoenix, Arizona 85008

Phone: (602) 957-1800

FAX: (602) 957-7722

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jmoore@butlerdesigngroup.com

Contact: Richard Butler, President

**DESIGN
ARCHITECT:**

HTH Group LP.

8383 Wilshire Blvd., Suite 228

Beverly Hills, California 90211

Phone: (323) 782-0060

FAX: (323) 782-1081

Primary Contact: Mark Tweed, Principal Designer
mtweed@hthgroup.com





SECTION ONE PROJECT INFORMATION

SIGNAGE:

Bleier Industries, Inc.

2030 W. Desert Cove
Phoenix, Arizona 85029
Phone: (602) 944-3117
FAX: (602) 395-0753
Contact: Paul Bleier, President
pbleier@bleierindustries.com

CIVIL ENGINEER:

Optimus Civil Design Group

2323 E. Magnolia Street, Suite 107
Phoenix, AZ 85034
Phone: (602) 286-9300
FAX: (602) 286-9400
Contact: Jeff Behrana, President
jbehrana@optimuscdg.com

LANDSCAPE ARCHITECT OF RECORD:

Laskin and Associates, Inc.

5112 North 40th Street, Suite 202
Phoenix, Arizona 85018
Phone: (602) 840-7771
FAX: (602) 840-8021
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LANDSCAPE ARCHITECT:

IMA Design Group, Inc.

2500 Michaelson Dr., Suite 125
Irvine, California 92612
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FAX: (949) 250-0043
Primary Contact: Glenn Ho, Project Designer
Contact: Bill Schulz, Principal

TRAFFIC ENGINEER:

Kimley Horn & Associates

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Phone: (602) 906-1101
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Contact: Tove White

SOILS ENGINEER:

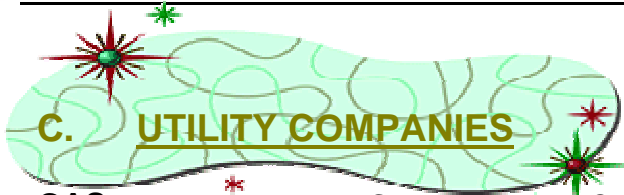
Ninyo & Moore

3001 S. 35th St., Ste. 6
Phoenix, AZ 85034
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FAX: (602) 243-2699
Contact: Mark Edwards





SECTION ONE PROJECT INFORMATION



C. UTILITY COMPANIES

GAS:

Southwest Gas Company

10851 N. Black Canyon Highway

P.O. Box 52075

Phoenix, Arizona 85072

Phone: (602) 395-4164

FAX: (602) 395-4040

Contact: Sam McConnell, Sr. Account Representative

ELECTRIC:

Salt River Project

1521 N. Project Drive

Tempe, AZ 85281-1298

Phone: (602) 236-8833

Contact: Gary Schulz

TELEPHONE:

Qwest Communications

1022 N. 25th Avenue, Suite 100

Phoenix, Arizona 85021

Phone: (602) 665-1049

Contact: Mike Lyons

CABLE:

COX Communications

17602 N. Black Canyon Highway

Phoenix, Arizona 85053

Phone: (623) 322-7851

FAX: (623) 322-7424

Contact: Randy Rolland



D. GOVERNING AGENCIES

City of Tempe

31 East Fifth St

Tempe, AZ 85281

Planning: Bill Kersbergen (480) 350-8839

Building and Safety: Mike Williams (480) 350-8670

Maricopa County Department of Health

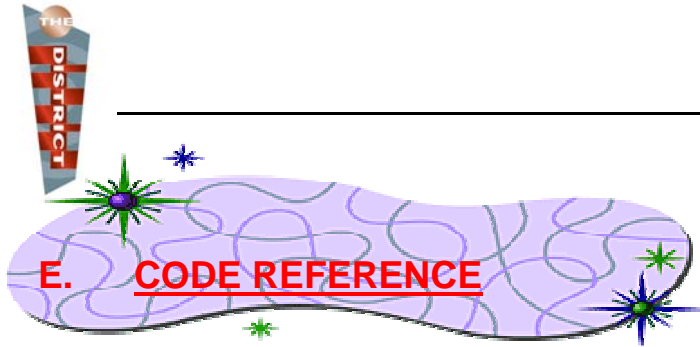
1001 N. Central Avenue

Phoenix, Arizona 85009

Bill Francis (602) 506-0153

Rod Klein (602) 506-6975





2003 International Building Code – City of Tempe Amended

2003 International Mechanical Code – City of Tempe Amended

Arizona State Plumbing Code

1996 National Electrical Code – City of Tempe Amended

2003 International Fuel Gas Code – City of Tempe Amended

2003 International Fire Code – City of Tempe Amended

1999 NFPA 13

ADAAG (1996)

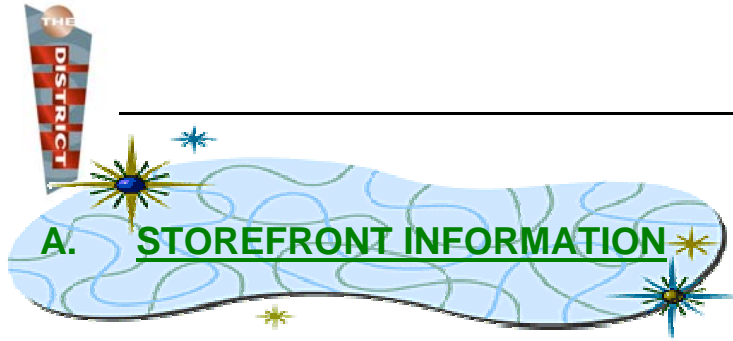
ANSI, 1992 Edition

2000 Zoning Ordinance No. 808 of the City of Tempe, Arizona

Please see <http://www.tempe.gov/tdsi/bsafety/BldgCodeAmend/code.htm>

for more current code information and links to code sources

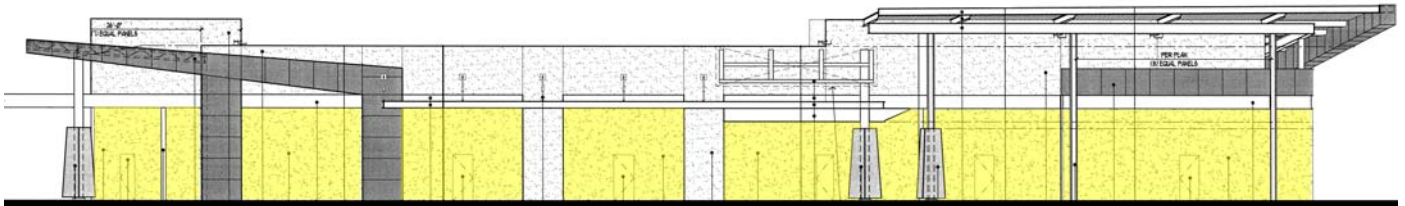
SECTION TWO ARCHITECTURAL CRITERIA



The following criteria are provided to give the Tenant maximum design flexibility while maintaining a consistent and high quality retail environment at Tempe Marketplace. These criteria will guide the Tenant's designer to create a store design compatible with overall intent of the center.

All storefront, interior designs and materials are subject to the Landlord's approval. It should be understood that the Landlord will review a Tenant design concept with neighboring Tenants and make judgments that will benefit the entire center. Typically, the shops at the District have been designed with a storefront opening that is the tenant's responsibility and may include a storefront of any type or material desired as long as clear glass is used for glazing in the upper areas of the storefront.

The shell construction drawings from Butler Design Group that you have received show these openings with a hatch but are shown here in yellow:



A photograph below shows how the area of responsibility may appear in an actual shop space and how it may appear once complete:



AS SHOWN ON SHELL DRAWINGS



AS COMPLETED WITH TENANT STOREFRONT



SECTION TWO ARCHITECTURAL CRITERIA

STOREFRONT BASICS:

Below is a photograph of a well executed storefront that incorporates the required Tempe Marketplace design guidelines:

1. Storefront uses materials unique to retailer.
2. Clear glass used as much as possible
3. Sign is incorporated into tenant's storefront to ensure visibility and control.





SECTION TWO **ARCHITECTURAL CRITERIA**

B. STOREFRONT DESIGN CRITERIA

Storefronts shall be designed, fabricated and installed by the Tenant at the Tenant's sole expense. The design objective is to create an intimate streetscape character that expresses a sense of scale, featuring display windows and recessed front doors. Storefronts are perceived as complete architectural facades that stand apart from the surrounding mall construction.

All Tenant storefronts must be at a height consistent with the particular shop building the spaces are located in. Height varies by building. See details provided in this manual as well as CD's sent by developer for your use.



STOREFRONT CRITERIA:

- ❑ Doors shall not protrude into the common area. Doorstops must be flush floor mounted.
- ❑ All storefronts are to be self-supported from the floor slab. Attachment to Landlord's structure shall be for lateral bracing only.
- ❑ Storefronts must be "full height" and extend on a continuous basis up to the required height. The undersides of soffit entry portals must be of the same storefront material (not gypsum board). Flooring at the recessed entry is to be a continuation of the mall's flooring material extended to the centerline of the opening. Full pieces of LL's flooring material should be used to the greatest extent possible (no unnecessary partial pieces).
- ❑ Storefront projections such as awnings, canopies and trellises are permitted on a case-by-case basis. Such elements must be more than 9' - 0" clear above the floor.



SECTION TWO ARCHITECTURAL CRITERIA

- ❑ Storefront-glazing systems (glass) shall be top and bottom supported. Side mullions and anodized aluminum storefront systems are not permitted
- ❑ Storefront glass and glazing shall be 1/4" thick (minimum). Silicon joint fillers are not permitted.
- ❑ Lay-In acoustic ceilings are not allowed in any public sales area. The preferred ceiling is open to structure with beams, trusses, and mechanical ducts and sprinkler piping painted out. Some allowances could be made for the use of a free-floating suspended grid system with 2x2 or 2x4 light fixtures using wide "egg-crate" reflectors but no flat lenses permitted and no tile would be allowed in the ceiling grid.



- ❑ Fluorescent lighting will not be permitted within the front 8'-0" of stores, unless the storefront is substantially closed from view from the mall by means of display windows or other opaque fixed elements. Fluorescent fixtures with lenses or diffusers will not be permitted anywhere in the public areas.
- ❑ Resilient flooring materials (i.e. vinyl composition tile or sheet goods) are not acceptable within the public areas.
- ❑ Pegboard used as display backing is not acceptable.
- ❑ Where Tenants wish to install electronic security systems at the storefront, approval must be obtained from the Landlord prior to installation. All such systems must be shown on the working drawings. Systems that obstruct the storefront will not be permitted.
- ❑ Tenant is required to maintain at least one operable fire extinguisher in good working order within the Premises at all times and subject to the Fire Marshall's approval.





SECTION TWO ARCHITECTURAL CRITERIA

ARCHITECT AND CONTRACTOR DESIGN AND CODE INFORMATION:

- ❑ The Tenant's storefront must be self-supported from floor slab (storefronts shall not be suspended from shell building's soffit).
- ❑ No combustible materials or equipment is allowed above the ceiling (i.e. transformer, water heaters etc.)
- ❑ Provide 2" HELVETICA high black vinyl store space number and name, to be located at the rear exit door.
- ❑ Waterproof membrane is required for all food related tenants and bathrooms. All floor penetrations must be sleeved, fire stopped and sealed liquid tight.
- ❑ Tenants are required to have at least one handicapped accessible toilet; exceptions or deviations may be determined by the building department for small Tenant spaces.
- ❑ Support wires for lay-in-ceiling grid, lights and HVAC equipment etc. must not be connected to any of the Landlord's mechanical, electrical, plumbing or fire protection piping, mechanical or electrical equipment, or roof structure. Any penetrations or modifications to structural steel, concrete, or roof deck must be coordinated and approved with the Tenant Coordinator.
- ❑ It is the responsibility of the Tenant's Architect to field check all dimensions, utilities, locations and conditions prior to and during construction.
- ❑ A second exit is required if exit travel distance exceeds 75' within the space or if the occupancy exceeds 50 people
- ❑ Attachments or connections to the Landlord's structure by the Tenant shall be the responsibility of the Tenant.
- ❑ The Tenant is required to supply and install the same flooring material and pattern between their front lease line and storefront closure line as that installed by the Landlord in the adjacent mall area.
- ❑ Tenant is responsible for maintaining the integrity of all portions of Landlord's structural elements and concrete slab. Landlord must authorize any modifications or alternations to Landlord's structure or floor slab, in advance in writing.
- ❑ Connections to steel beams, columns, or braces shall not modify the section modules.
- ❑ Tenant shall not attach to any wall or structural member, any thing that may, by virtue of its weight, cause structural damage.





SECTION TWO ARCHITECTURAL CRITERIA

- ❑ No equipment exceeding 100 pounds shall be attached to the metal deck or concrete floor. Concrete slab at ground floor is 4-inch thick unreinforced slab except for area adjacent to the south basement wall where reinforced concrete flooring exists. See Landlord's structural drawings for structural slab locations and designated slab openings for tenant restroom locations. Where tenant requires anchorage to floor, appropriate drilled-in-concrete-anchors shall be selected; such anchors are not permitted to penetrate slab completely.
- ❑ The Tenant or Tenant's Contractors shall not use any vibratory air, electric or other type hammers, drills, chipping guns, or equipment to remove concrete on elevated decks, slabs or roofs.
- ❑ Tenant shall obtain Landlord's prior written approval for any modifications to the concrete slabs. All penetrations through roof shall be per project standard penetrations (approved details) and shall be constructed by Landlord roofing contractor at Tenants sole cost. Any roof penetrations must have the Landlord's prior written consent.
- ❑ Trenching is not permitted in the lower level reinforced slab without an Arizona licensed structural engineer's stamped drawing and the Landlord's advance written approval.
- ❑ Tenant shall retain a Structural Engineer licensed in the state of Arizona to design Tenant's exterior storefront, canopies and awnings. Design wind pressures shall be determined from the building code. Wind Design criteria shall be verified with local data at time of design.
- ❑ Horizontal beams and/or girders to support tenant's canopies or awnings shall be designed and supplied by Tenant. Exterior columns have not been designed for lateral loads or moments from the Tenant storefront system. If lateral loads or moments are delivered to columns by Tenant's storefront system, column kickers to transfer the load to the roof diaphragm shall be designed, supplied and installed by the Tenant. Tenant shall provide Landlord with a submittal indicating magnitude and location of all loads imposed on the primary structure from Tenant's storefront.
- ❑ Tenant's to verify with Project Architect the required horizontal story drift design resistance to protect storefront from movement of Landlord's structure due to wind loading.
- ❑ Any exterior storefront glazing shall be low "e" high visible transmittance glazing in thermally broken aluminum frames. Performance requirements shall meet or exceed the following, $U=0.42$, $SC=0.44$, 69% visible light transmittance.





SECTION TWO ARCHITECTURAL CRITERIA

STOREFRONT ENHANCEMENTS:

Below are photographs of storefronts that use creative and expressive materials other than typical window walls. This is highly encouraged within Tempe Marketplace:





SECTION TWO ARCHITECTURAL CRITERIA

C. PHOTO EXHIBITS OF EXPECTED STOREFRONT QUALITY

Following are several pages of quality storefront design and construction that is intended to give District tenants an idea of the quality and variety of storefront design that is expected in the District portion of Tempe Marketplace.





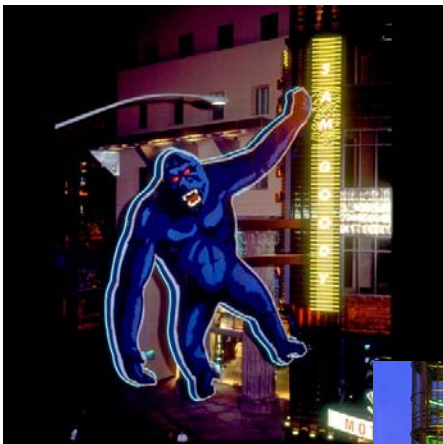
SECTION TWO ARCHITECTURAL CRITERIA



D. SIGNAGE AND GRAPHICS

Architectural graphics and ornamentation have been given a special priority throughout Tempe Marketplace. The design of the exterior signage should express both the Lessee's unique identity and the spirit of the Arizona outdoor lifestyle in the signage materials selections and retro style fabrication. A copy of the shopping center sign criteria is attached. In addition, Paul Bleier of Bleier Industries can provide advice for processing signs through the City of Tempe (all signage will require separate approvals and permits).

Lessees are encouraged to really be creative with signage on this project - the more three dimensional and unique the better. This is an exciting, fun, memorable center and signage is a key element of that. In most cases, signage should be a part of your developed storefront area. Ample shade structures make it tough to locate large signs on the upper field.





SECTION TWO ARCHITECTURAL CRITERIA

The photos below show a good opportunity for unique high profile signage. It is important to remember that this center is designed around the idea of "Palm Springs Modern" from the space age of the late 1950's. Below, is a Clock Coffee Shop from that era. This architectural style began the Super-graphics concept and stores on end cap locations could propose and implement signage that comes out of their façade and up above to the parapet.



Ships in Culver City, California, is a great example of 50's era signage