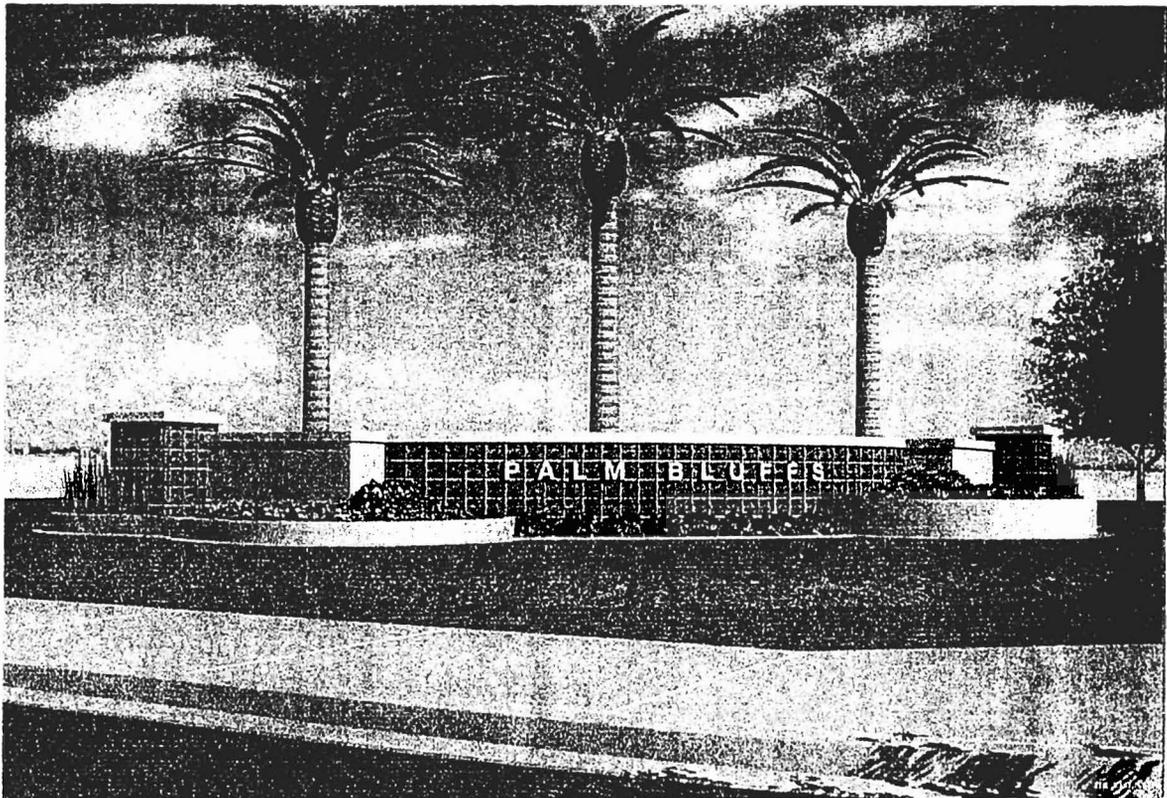


PALM BLUFFS

CORPORATE CENTER



Design Guidelines

OCTOBER 2002

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I. INTRODUCTION

These Design Guidelines have been prepared for the PALM BLUFFS CORPORATE CENTER located in Fresno, California. For purposes of clarity, terms commonly used in this document are capitalized. The definitions of those terms are provided in Appendix "A" herein. The PROJECT will be developed in accordance with Vesting Tentative Tract No. 4637, the corresponding land PLAN as illustrated on the opposite page and other PLANs, subsequent revisions as may be appropriate, details as may be prepared for the PALM BLUFFS CORPORATE CENTER. The DESIGN GUIDELINES provide the framework for high quality design, construction and maintenance and consider PROJECT-wide issues as well as LOT-specific issues. The DESIGN GUIDELINES express the desired character of future development of the PROJECT by establishing SITE planning, architecture, SIGNAGE, LANDSCAPING and hardship criteria. The goals of the DESIGN GUIDELINES are as follows:

- A. To provide the CITY with the necessary assurances that the PROJECT will be developed and maintained in a quality manner.
- B. To serve as design criteria for use by planners, architects, engineers, builders and future property OWNERS without limiting creativity or creating unnecessary delays or costs.
- C. To create a strong PROJECT identity and continuity through a cohesive architectural, LANDSCAPING and SIGNAGE theme.

II. PROJECT DEVELOPER POWERS AND AUTHORITY

A. Creation of a Property Owners Association and Architectural Review Committee

In accordance with the Declaration of Covenants, Conditions and Restrictions for PALM BLUFFS CORPORATE CENTER, recorded December 31, 1998 as Document No. 98189841, Official Records, Fresno County, California, the ASSOCIATION was created to address matters of common interest to the OWNERS of the LOTs within the PALM BLUFFS CORPORATE CENTER. Among other things, the ASSOCIATION is responsible for the maintenance of LANDSCAPING and IMPROVEMENTs within the common area of the PALM BLUFFS CORPORATE CENTER. A detailed description of the rights, duties, responsibilities, organization and membership of the ASSOCIATION is contained in the ASSOCIATION's Articles of Incorporation, Bylaws and the CC&Rs. Said documents are incorporated herein by reference.

The purpose of the COMMITTEE is to, among other things, review proposed IMPROVEMENTs or ALTERATIONs to PROJECT architecture, LANDSCAPING, SIGNAGE or other modifications to a LOT(s) as provided for herein. In addition, the COMMITTEE shall have the authority to disapprove proposed IMPROVEMENTs or ALTERATIONs in accordance with Section 3.4 of the CC&Rs, as may be amended, which is incorporated herein by reference. Furthermore, the COMMITTEE will assure compliance with the DESIGN GUIDELINES and the PLAN for the PALM BLUFFS CORPORATE CENTER.

B. Common Area Maintenance

The ASSOCIATION shall be responsible for the maintenance of common area LANDSCAPING and IMPROVEMENTs, and may assess LOT OWNERS for such maintenance in accordance with applicable PROJECT regulations.

C. ARCHITECTURAL REVIEW COMMITTEE

1. Authority of COMMITTEE

No STRUCTURE, fence, wall, LANDSCAPING, SIGNAGE, lighting or other IMPROVEMENT within the PALM BLUFFS CORPORATE CENTER shall be constructed, maintained, repaired, ALTERED, reconstructed, improved or permitted to remain within the PALM BLUFFS CORPORATE CENTER unless and until the PLANs and specifications detailing the nature, kind, shape, height, width, color, materials and location thereof have been submitted to and approved by the COMMITTEE.

The COMMITTEE shall have the authority to approve PLANs and specifications submitted for its approval only if it finds the following:

- a. The IMPROVEMENT contemplated in the proposed location is consistent with the goals of the PROJECT PLAN for the PALM BLUFFS CORPORATE CENTER; and
- b. The IMPROVEMENT will be in compliance and harmony with the DESIGN GUIDELINES, CC&Rs, POST-CLOSURE PLAN, and other PROJECT documents.

The COMMITTEE shall also have the authority to do the following:

- a. Withhold its approval of PLANs and specifications which do not conform to the PROJECT PLAN, the DESIGN GUIDELINES, CC&Rs, POST-CLOSURE PLAN, and other PROJECT documents.
- b. Require submission of additional PLANs and specifications or other information prior to approval or disapproval of the proposed IMPROVEMENTs.
- c. Require a fee to be paid to the ASSOCIATION for processing and review of applications.

The COMMITTEE may grant variances regarding any provision of the DESIGN GUIDELINES or CC&Rs when circumstances such as topography, natural obstructions, hardships, aesthetics or environmental considerations justify a variance.

- a. Variance requests must be evidenced in writing and must be approved by at least two (2) members of the COMMITTEE.

- b. A variance shall be granted only when the COMMITTEE specifically describes in writing the manner in which an OWNER may deviate from the DESIGN GUIDELINES or CC&Rs. The mere approval of PLANS shall **not** constitute the granting of a variance. In the event the Committee approves PLANS that contain IMPROVEMENTS, STRUCTURES, LANDSCAPING, SIGNAGE, or other items that do not comply with the DESIGN GUIDELINES or CC&Rs and no variance is granted for such non-compliance, the COMMITTEE'S approval shall be conditional and limited to only those portions of the PLANS that conform to the DESIGN GUIDELINES, CC&Rs, and other documents containing rules, regulations, or requirements that govern the Project.
- c. If the COMMITTEE grants an OWNER a variance and development occurs in accordance with the terms of the variance, no violation of the DESIGN GUIDELINES or CC&Rs shall be deemed to have occurred with respect to the deviation for which the variance is granted.
- d. An OWNER may not, regardless of the COMMITTEE'S approval of PLANS, deviate from the provisions or requirements of the DESIGN GUIDELINES or CC&Rs unless the OWNER'S variance specifically permits such deviation.
- e. The COMMITTEE may not grant a variance that would exempt a LOT OWNER from satisfying any requirement or rules set forth in the POST-CLOSURE PLAN or in any federal, state, or local laws or ordinances.

2. Appeal of COMMITTEE Decisions

Any decision by the COMMITTEE may be appealed by the applicant to the ASSOCIATION in accordance with section 4.4.1 of the BYLAWS.

3. COMMITTEE Inspection

The COMMITTEE may, at its discretion, inspect IMPROVEMENTs for compliance with the requirements contained herein. The COMMITTEE may also require the correction of defects, errors and omissions as authorized in accordance with the applicable provisions of the ARTICLES OF INCORPORATION and the CC&Rs.

4. Compliance with Applicable Regulations

All PROJECT IMPROVEMENTs shall comply with then-current CITY standards. In the event the CITY standards are inconsistent with these DESIGN GUIDELINES, the more restrictive standards shall apply.

5. COMMITTEE Membership

The current members of the COMMITTEE are: [as of 2002]:

<u>NAME:</u>	<u>PROFESSION</u>	<u>ADDRESS</u>
Mehmet Noyan	Real Estate Broker	The Mehmet Noyan Co. 685 W. alluvial #101 Fresno Ca 93711\
Rod McNeely	Engineer	Provost & Pritchard Eng. 286 W. Cromwell Ave. Fresno CA 93711
Robert Tomasevich	Architect	Triad Architects 516 W. Shaw #206 Fresno, CA 93704

Members of the COMMITTEE shall serve terms and may be replaced in accordance with the CC&Rs.

6. Conflicts of Interest

- a. A conflict of interest will exist between a member of the COMMITTEE ("interested member") and a specific LOT or development project if (i) the LOT or development project is owned by, or within the sixty (60) days immediately preceding the submittal of an application to the COMMITTEE was owned by, a COMMITTEE member, a relative of a member, or a business in which a member or a member's relative holds an interest, or (ii) a COMMITTEE member, a relative of a member, or a business in which a member or a member's relative holds an interest represents, works for, or provides services for compensation or other consideration to the party conducting development efforts on, is identified as the applicant for, or is identified as the intended occupant of, a specific LOT.
- b. When a conflict of interest arises, the interested member will not participate in COMMITTEE activities that pertain to the developer or development project giving rise to the conflict (e.g. plan review, findings of violation, granting of variances, enforcement of PROJECT documents, etc.).
- c. When conflicts of interest arise, the ASSOCIATION's board of directors may appoint special members to the COMMITTEE to act in the place of interested members. Appointment of the special members will be done on a case-by-case basis, and the special members' appointment will be limited to the development project that gives rise to the conflict of interest. Interested members will retain their authority with respect to projects that do not involve a

conflict of interest.

Example: A member of the COMMITTEE may be disqualified with respect to development occurring on LOT XYZ because he owns that property. Another member may be disqualified because he represents the COMMITTEE member that owns LOT XYZ. Where the two (2) members would be disqualified, the ASSOCIATION's board of directors may appoint two (2) alternate members to ensure that there will be three (3) COMMITTEE members to review design plans, monitor construction, and enforce the rules, regulations, and requirements that may apply to LOT XYZ. The two (2) interested members will retain their authority as members of the COMMITTEE with respect to other projects and LOTS in which a conflict of interest does not exist.

Special members of the COMMITTEE will be subject to the rules, requirements and duties that apply to regular members of the COMMITTEE.

III. DEVELOPMENT REVIEW PROCESS

The PALM BLUFFS CORPORATE CENTER is the subject of various conditions established by the CITY General Plan, PROJECT zoning, PROJECT conditions and related mitigation measures. In addition, the PROJECT is subject to certain remediation and mitigation requirements that are outlined in the POST-CLOSURE PLAN.

As a result of activities that occurred on adjacent properties, remediation and monitoring activities must take place within the PROJECT. Each OWNER will be responsible for identifying the remediation and monitoring activities occurring on their respective LOTS and to ensure that the design of IMPROVEMENTs does not interfere with such activities.

It is the responsibility of each OWNER to determine the precise nature, time and cost associated with the proposed development and to select qualified professionals to assist in designing and constructing IMPROVEMENTs.

The following process is established to: (i) assure the efficient and comprehensive review of all proposed IMPROVEMENTs; (ii) identify potential development issues and resolve those issues as early in the development process as practical; and (iii) assure that development efforts adhere to the mitigation measures described in the POST-CLOSURE PLAN.

A. Step 1 - Initial Consultation

Prior to the formal submittal of schematic PLANs for IMPROVEMENTs, an initial consultation with the PROJECT marketing agent or other authorized representative of the PALM BLUFFS CORPORATE CENTER and the prospective builder of IMPROVEMENTs on a LOT(s) within the PROJECT shall occur. Among other things, the purposes of the initial consultation are to:

1. Make a preliminary determination as to the type and kind of IMPROVEMENTs contemplated for a LOT(s) within the PROJECT.
2. Identify the general design, development and regulatory issues applicable to the LOT(s) under consideration. All developers will be required to sign a CHECKLIST which is incorporated by reference.
3. Outline the process by which the proposed IMPROVEMENTs may be approved by the COMMITTEE, the CITY and other applicable regulatory agencies.

B. Step 2 - Schematic PLAN Submittal

After the initial consultation, schematic PLANs that define the type and kind of IMPROVEMENTs proposed shall be prepared by the prospective builder and submitted to the COMMITTEE for review in the manner outlined below.

1. Submittals shall include detailed drawings of the proposed SITE PLAN, drawn to scale, detailing the BUILDING AREA, proposed uses, access, circulation, parking, loading areas, site lighting and ground-mounted SIGNAGE.
2. Submittals will include detailed drawings of all proposed exterior elevations, drawn to scale, detailing all building materials, color, and BUILDING HEIGHT. Three (3) tabloid sized (11" x 17") color illustrations of the proposed exterior elevations should be included with each submittal.
3. Submittals will include a sample of all proposed exterior building-materials, glazing systems, decorative treatments, awnings, and exterior colors enclosed in an 8.5" x 11" envelope.
4. Submittals will include the proposed LANDSCAPING PLAN of the proposed IMPROVEMENTs including a planting legend detailing all proposed plant materials, and berming where required.
5. Submittals will include an AUTOCAD drawing file, reflective of the proposed SITE PLAN.

The COMMITTEE will review the schematic PLANs for consistency with the applicable PROJECT regulations. Recommendations, if any, regarding the PLANs will be made by the COMMITTEE and communicated to the prospective builder within fifteen (15) days of receipt of said PLANs. If a prospective builder fails to incorporate the COMMITTEE's recommendations into its schematic PLANs, the COMMITTEE may withhold its approval of those PLANs if the design PLANs fail to satisfy all requirements set forth in the PROJECT documents, which are defined in the CC&Rs.

Upon approval of the schematic PLANs by the COMMITTEE, the PLANs may be formally submitted to the CITY or other regulatory agencies as may be necessary for review and approval. **COMMITTEE approval is not an indication that the PLANs meet or satisfy CITY or other regulatory agency requirements.**

C. Step 3 - Final IMPROVEMENT PLAN Review

Modifications to the IMPROVEMENT PLANs may occur as part of the approval process. Modifications to said PLANs, if any, should occur in a manner acceptable to the COMMITTEE. All such modifications will require COMMITTEE approval.

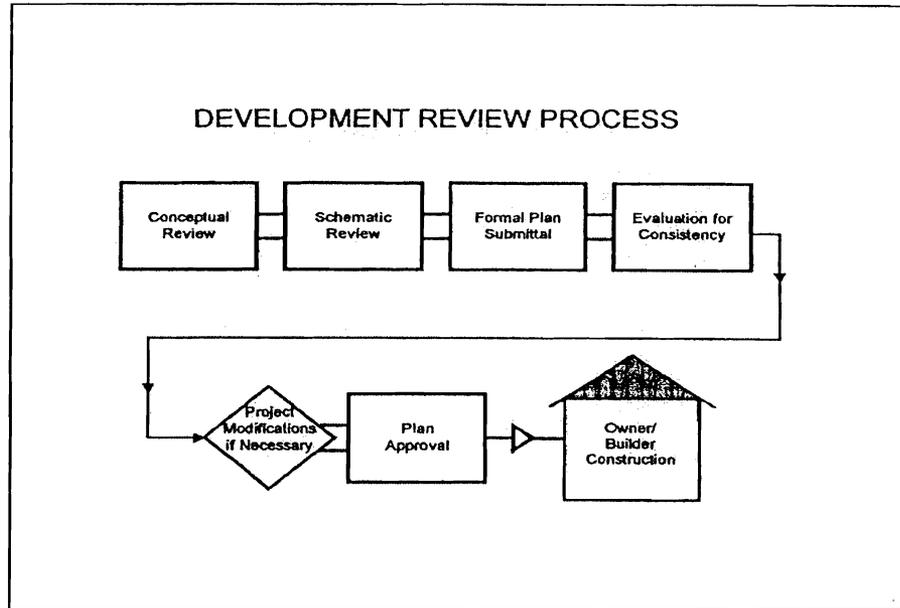
The PLAN review process is complete, except as otherwise provided, once the COMMITTEE has signed a CHECKLIST for the applicant's LOTs. The COMMITTEE may require an OWNER to modify his PLANs if the COMMITTEE later determines that the PLANs do not comply with the DESIGN GUIDELINES, the CC&Rs, or any other rules, regulations, or requirements that govern development within the PROJECT. The COMMITTEE's approval of PLANs that contain IMPROVEMENTS, STRUCTURES, LANDSCAPING, SIGNAGE or other items that do not completely comply with the DESIGN GUIDELINES, CC&Rs, or any other rules, regulations, or documents governing the PROJECT will be deemed conditional and will apply only to those aspects of the PLANs that comply with such documents.

The CITY will only accept submission packages that are accompanied by a CHECKLIST signed by the COMMITTEE.

Upon approval of the COMMITTEE and appropriate regulatory agencies, if any, development, construction, reconstruction, additions to, or ALTERATION of any IMPROVEMENTs within the PALM BLUFFS CORPORATE CENTER shall commence within six (6) months following the CITY's approval of such action, and shall proceed in a manner that will allow the LOT OWNER/developer to satisfy the completion deadline established in Section 3.9 of the CC&Rs, as may be amended. If commencement of construction/development does not occur within said six (6) month period, the approval of the COMMITTEE shall be deemed expired unless the COMMITTEE, upon written request of the OWNER of such LOT made prior to the expiration of the six (6) month period, in writing, extends the time of commencement of construction. The terms "commencement of construction" and "commencement of development" are defined in Section 1.3.12 of the CC&Rs, as may be amended. No such extension shall be granted except on a finding by the COMMITTEE that there has been no change in the circumstances upon which the original approval was granted.

Figure No. 1 illustrates the aforementioned development review process.

FIGURE No. 1



IV. SITE IMPROVEMENTS

A. Site Grading

1. The site grading provisions set forth hereinbelow apply only to those LOT OWNERS conducting development activities which require a grading PLAN approved by the CITY.
2. **Prior to the commencement of development, as defined in Section 1.3.12 of the CC&Rs, OWNERS need not comply with the grading provisions contained in this Section IV.A. unless required by the CITY.**
3. Each LOT OWNER will be responsible for grading its respective LOT(s) to ensure the grading and drainage requirements set forth in the CITY's Municipal Code are fulfilled in a manner acceptable to the CITY while retaining the underlying integrity of the landform and not adversely affecting groundwater remediation activities occurring on-site. The CITY's Development Department Director possesses the authority to review grading and drainage compliance.
4. The failure to comply with grading and drainage requirements set forth in the CITY's Municipal Code may result in the revocation by the CITY of a Certificate of Occupancy.
5. A portion of the PROJECT is affected by a closed landfill. In addition to the requirements set forth herein, LOTs identified in the CHECKLIST are governed by the provisions set forth in the POST-CLOSURE PLAN, which are incorporated herein by reference.

6. Unless otherwise required by the CITY's Municipal Code, each LOT that is developed must be graded to ensure that storm water runoff flows to a street and does not enter a LOT owned by another PERSON.
7. Prior to commencement of development, **each** LOT OWNER will retain, at the OWNER's/developer's own expense, a California Registered Civil Engineer to:
 - a. Examine the existing grading conditions of the OWNER's LOT and identify the work necessary to satisfy the grading and drainage requirements set forth in the CITY's Municipal Code, this Section IV.A, and the POST-CLOSURE PLAN, if applicable.
 - b. Prepare a soils study of the LOT OWNER's property to address the full range of potential issues associated with the specific use of the LOT, type and kind of IMPROVEMENTS, and the respective regulatory agencies' requirements. Where an OWNER must prepare a LOT-specific geotechnical report pursuant to the POST-CLOSURE PLAN the soils study may be included within the LOT-specific geotechnical report.
 - c. Identify the locations of all existing below and aboveground IMPROVEMENTS (e.g. utility boxes, vaults, monitoring wells, etc.) situated on the subject LOT.
 - d. Prepare a grading PLAN that the OWNER will submit to the COMMITTEE and the CITY for approval. Except for efforts related to environmental studies that are part of a party's due diligence efforts, LOT OWNERS will not commence construction or development without first obtaining the CITY's and COMMITTEE's approval of grading PLANS.
8. **The COMMITTEE's approval of grading PLANS shall in no way be interpreted as a finding that the proposed PLANS satisfy the CITY's requirements and/or standards.**
9. The developer of the PROJECT has prepared an extensive array of geotechnical reports and studies for the PROJECT. Said tests and studies contain requirements and recommendations concerning various regulatory requirements. LOT OWNERS are encouraged to examine the aforementioned studies and tests and consult with the COMMITTEE to address and resolve potential development issues. Those documents are **not** to be used or relied upon as grading PLANS.
10. If a DOMINANT LOT OWNER seeks to place fill material on a SERVIENT LOT as part of its efforts to create acceptable grading and slope conditions, the LOT OWNER seeking to take such action must first enter into a Slope Easement Agreement with the OWNER of the SERVIENT LOT.

11. In situations dealing with the placement of fill material on a SERVIENT LOT, grading PLANS for the DOMINANT LOT will **not** be approved unless sufficient evidence of an executed Slope Easement Agreement in a form reasonably satisfactory to the CITY is provided to the CITY and the COMMITTEE by the DOMINANT LOT OWNER.
12. The provisions limiting the COMMITTEE's liability, which are set forth in Section 3.11, *et. seq.*, of the CC&Rs, as may be amended, are incorporated herein by reference.
13. In the event the provisions of this Section IV.A conflict with the POST-CLOSURE PLAN and/or the grading and drainage requirements set forth in the then-current CITY Municipal Code, the more restrictive standards will apply. If the provisions of the POST-CLOSURE PLAN and the CITY Municipal Code conflict, the more restrictive standards will govern.

B. Land Planning

The following land planning criteria will apply to the PROJECT:

1. The following street setback, LANDSCAPING and building standards shall apply:

<u>STREET</u>	<u>LANDSCAPING SETBACK</u>	<u>BUILDING SETBACK</u>
West Herndon Ave.	20'	95'*
North Palm Ave.	20'	30'
West Nees Ave.	20'	30'
North Ingram Ave.		
LOTs 4, B & D**	15'	30'
All Other LOTs	15'	25'
Interior Streets	15'	25'

* Although the PROJECT zoning allows a 30' BUILDING SETBACK, actual BUILDING SETBACKs of West Herndon Avenue, between North Palm and North Ingram Avenues, will be 95' due to various easements.

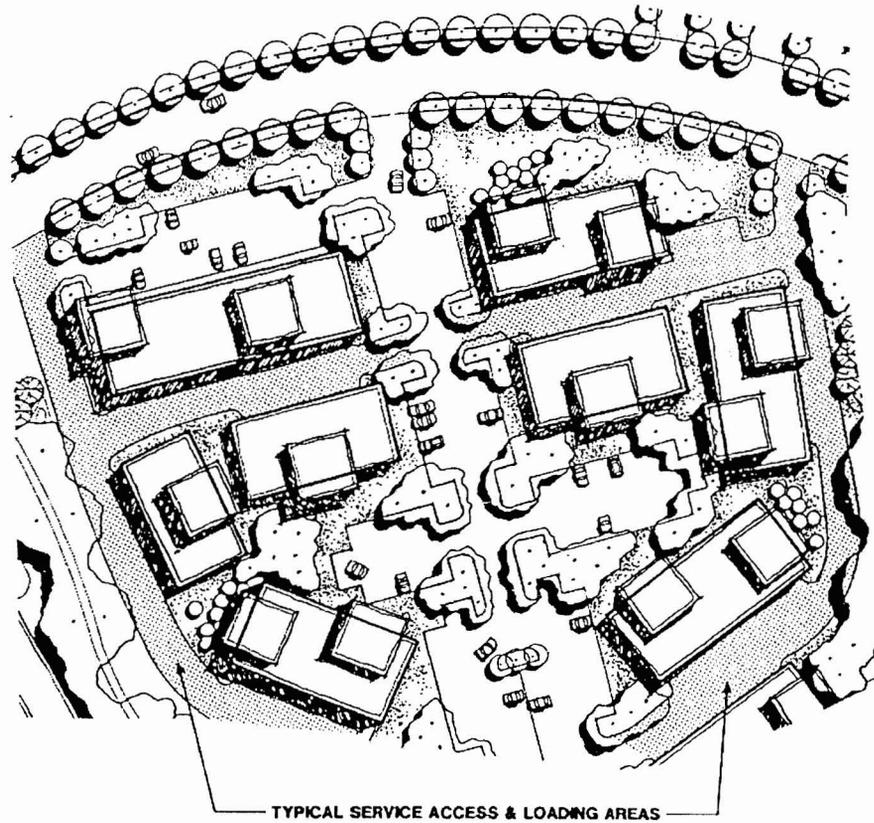
**Refers to LOTs B and D to the south of Locust Avenue and to the north of Herndon Avenue, between Ingram Avenue and Palm Avenue, which were created through LOT Line Adjustment Application #1999-31

In addition, LOTs 115 and 118-126, inclusive, shall have a rear yard setback of 20'.

2. Special zoning conditions apply to the PROJECT and are identified in Appendix "B" of this document, which includes a PROJECT Land Use/Zoning Matrix Graph. These conditions are as follows:
 - a. For areas designated "Business Park", "Light/Neighborhood Industrial", or "General Office/Office Park", the PROJECT will develop to the CITY "C-3" property development standards for BUILDING HEIGHT, parking and SIGNs. All CITY "C-M" uses will be allowed within this area.

- b. The CITY Development Director reserves the right to review each specific use. The applicant has the right to appeal the Director's decision to the Council of the CITY.
3. All loading and storage areas shall be screened from view of adjoining property and from the street by a combination of LANDSCAPING planting and/or a solid masonry wall. All storage shall be within an enclosed area. Outdoor storage is permitted with COMMITTEE approval. As shown below in Figure No. 2, buildings should be sited and accessed to separate truck traffic and loading from passenger car circulation, parking and pedestrian circulation.

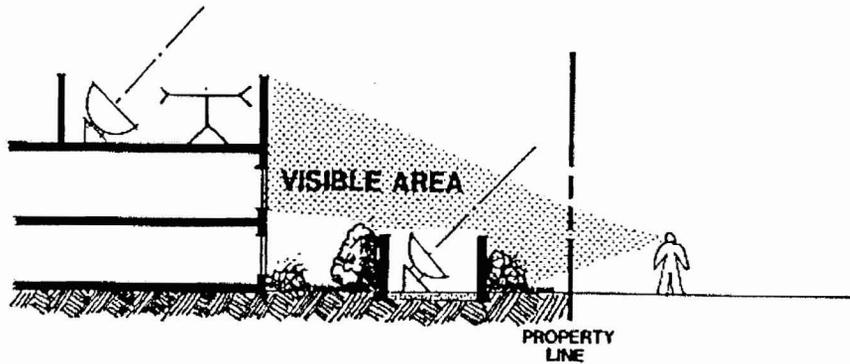
FIGURE No. 2



4. All utilities shall be installed and maintained underground. Utilities shall be designed and extended to minimize disruption of off-site service during construction. Temporary overhead power and telephone cables will be permitted during construction only.
5. As shown in Figure No. 3, roof-mounted mechanical equipment, antennas, satellite dishes and other similar apparatuses shall be screened from view from the street and adjacent properties.

All devices necessary for the connection or distribution of utilities, including, without limitation, transformers, switching devices, valves, meters and irrigation or signalization control boxes, will be screened from public view.

FIGURE No. 3



6. On those LOTs having more than one (1) street frontage, the COMMITTEE shall designate which street side constitutes a LOT's front yard.
7. Sidewalks shall be connected to parking and open space areas and should promote pedestrian travel as required and detailed in the Sidewalk IMPROVEMENT PLAN detailed in Appendix "E" hereof.
8. Construction of drive approaches to individual LOTs will be consolidated so as to reduce the number of said approaches. The maximum approaches per LOT will be one and one-half (1 ½).

C. Building Design

Acceptable window alignments, entry treatments and building form for the PROJECT are illustrated in Figure No. 4.

FIGURE No. 4



The following building design standards will apply to the PROJECT:

1. Second floor windows should line up with windows on the first floor, creating a column/STRUCTURE appearance. Window colors shall complement building and PROJECT design. Reflective glass windows shall not be used.
2. Recessed windows, entryways and other building features are encouraged, especially at the ground level, to provide pedestrians protection from the weather. Shade STRUCTUREs, such as overhangs, covered trellises, awnings and canopies are encouraged.
3. Variations in building form should be used to reduce the mass of building walls, accent entry areas and create architectural interest.
4. Building forms should be of simple geometry. Sculptural forms will be subject to the COMMITTEE's review.
5. Balconies or terracing may be used to reduce the mass of buildings.
6. All exterior surfaces/elevations of a building shall be compatible with one another, particularly those buildings visible from multiple streets.
7. The cornice line of a building should be expressed with simple detailing such as a soldier row of brick or a reveal.

D. Building Color and Materials

The following building color and materials standards shall apply to the PROJECT:

1. Brick and other earthen materials are encouraged as the primary building material. Stone, concrete, colored concrete block and cobblestones are encouraged for use as accent and detailing.
2. Wood siding may also be used. Pressed plywood or particleboard shall not be used as siding.
3. The predominant building color should be an earth tone, although other colors may be used to enhance identity. Bright colors and white should be limited to SIGNS, doors, window trim and other detailing related to pedestrian areas.
4. Building elevations that are completely screened from public view, such as rear yard service and trash areas, may have reduced window area and wall detailing.
5. The use of awnings is encouraged in pedestrian areas.

E. Light/Neighborhood Industrial

The following standards shall apply to LOTs in light industrial areas:

1. Storage of equipment and vehicles shall be within buildings or within fenced storage areas.
2. No maintenance of vehicles or equipment shall occur within any yard visible from a public street.
3. All roll-up doors shall be oriented to a side yard to restrict views from a public street.
4. Except during normal business hours, no vehicle shall be parked or left unattended except within a STRUCTURE or within fenced storage areas.
5. Metal buildings may be permitted. However, they shall have an architecturally-treated front elevation.

F. General Commercial/Business Park/General Office/Office Park

The following standards shall apply to LOTs in General Commercial/Business Park/General Office/Office Park areas:

1. Courtyards, atriums and other outdoor gathering and eating areas are encouraged.
2. Special lighting fixtures, either attached to buildings along pedestrian areas or in parking lots, is acceptable.
3. Shutters and other forms of window treatment are encouraged.
4. Recesses that create interplay of light and shadow, covered walkways, colonnades, arcades and openings that create interest are encouraged.
5. Multi-paned windows and other upgraded, high quality detailing are encouraged.
6. High quality roofing material, such as sealed nonreflective metal, shakes, asphalt or concrete composites are recommended.
7. Balconies or porches are encouraged. Brick columns, wood posts, pickets or wrought iron should be used as the support STRUCTURE.
8. Courtyards, atriums and outdoor gathering and eating areas are encouraged.

V. LANDSCAPING

A. Project-Wide LANDSCAPING Concept

1. The purposes of PROJECT LANDSCAPING specifications are to:
 - a. Assure that LANDSCAPING materials enhance the character of the PROJECT and are consistent with the PLAN. Acceptable LANDSCAPING materials for the landfill area are identified in Appendix "C" hereof. In all other areas, plant materials from Western Garden Book Zone 9 and any amendments thereto shall be employed.

Schematic LANDSCAPING PLANs, which depict general PROJECT LANDSCAPING concepts, may be found in APPENDIX "D" of this document. The PLANs depict general LANDSCAPING materials, appropriate BUILDING SETBACKs and identify street trees for the respective street segment. North Palm Avenue median islands will be landscaped with palm trees and plant material similar to the illustration in Figure No. 5.

FIGURE No. 5



- b. Provide for the upkeep of LANDSCAPING to ensure that the PROJECT's high-quality appearance is maintained and enhanced. All LANDSCAPING materials located on LOTs shall be properly maintained by the respective LOT OWNERS to assure continual, healthy plant growth. Any unhealthy, diseased, or dying LANDSCAPING material shall be removed and replanted by the respective LOT OWNER in accordance with the LOT's LANDSCAPING PLAN. The ASSOCIATION will

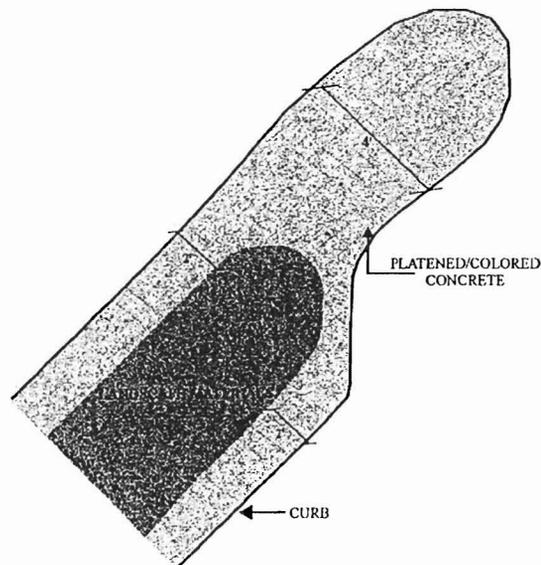
be responsible for the maintenance of all common area LANDSCAPING. (e.g. Palm Avenue median landscaping)

- c. LOTS subject to the requirements of the POST-CLOSURE PLAN shall provide for the use of drip and subterranean irrigation for LANDSCAPING such irrigation equipment will be used in other areas where practical.
- d. All LANDSCAPING and irrigation PLANS must be prepared by a landscape architect and submitted to the COMMITTEE for review and approval prior to installation.
- e. LANDSCAPING shall be installed prior to occupancy.

2. Median Island LANDSCAPING

- a. Median island LANDSCAPING shall be consistent with the PROJECT LANDSCAPING theme.
- b. Median island areas less than four (4) feet in width may be surfaced with concrete or a similar material in a platened pattern. All median islands shall utilize concrete as a walking surface for maintenance PERSONS. Said concrete shall be installed continuously and may be the same color immediately adjacent to the inside of the median island curb face, as shown below in Figure No. 6.

FIGURE No. 6
TYPICAL MEDIAN DETAIL



B. Major Entries LANDSCAPING

Special IMPROVEMENTS such as LANDSCAPING, berming, lighting and monumentation may be placed at the major PROJECT entry used to identify and

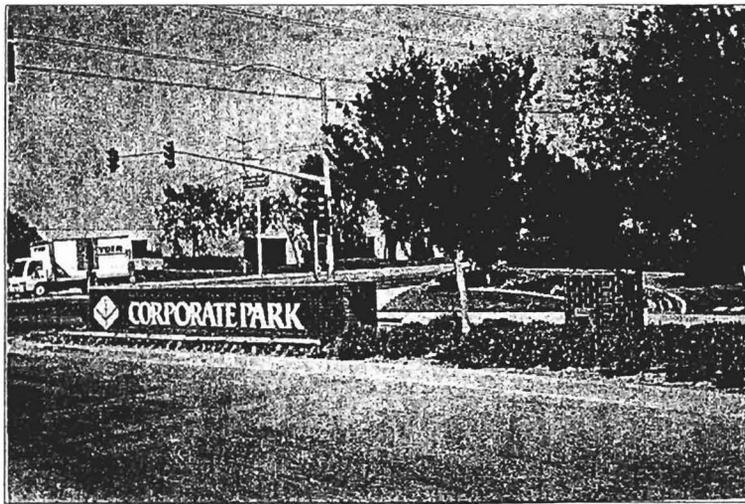
establish the character of the PALM BLUFFS CORPORATE CENTER. The major PROJECT entry is depicted by the delta (§) icon on the subdivision map located at the beginning of this document. Special IMPROVEMENTS will be allowed at other entries provided COMMITTEE approval has been obtained.

The guidelines for entries are as follows:

1. Accent trees, special lighting, monument SIGNS and berms should be used to create major entry vignettes.
2. Shrubs and ground covers with annual or perennial color should be used to highlight key areas, such as at the base of PROJECT entry monument SIGNS.
3. LANDSCAPING materials should be massed to create an interesting and appealing entry.
4. Enriched paving treatments, such as interlocking brick pavers, colored concrete or other enhancements should be used to visually denote PROJECT entries.
5. The front yards of LOTS with frontage on North Palm Avenue shall be bermed or landscaped to block direct visibility to parking areas from North Palm Avenue.

Figure No. 7 illustrates typical LANDSCAPING for a major PROJECT entry.

FIGURE No. 7



C. LOT-Specific LANDSCAPING Guidelines

Plantings should screen and soften PROJECT STRUCTURES where practical without obscuring tenant recognition, creating hazards to the users or impairing site security. The location and type of plant material are critical in screening areas of buildings and framing views from buildings. The site-specific LANDSCAPING guidelines are as follows:

1. All front, rear and side yard areas shall be landscaped in accordance with a LANDSCAPING PLAN approved by the COMMITTEE.
2. Plant islands and plant peninsulas should be used to provide additional planting areas for trees and ground cover. However, trees should not be located in areas into which car doors might open.
3. All LANDSCAPING materials shall be maintained to assure continual, healthy plant growth by the LOT OWNER. Any LANDSCAPING material that is not thriving or is diseased or dying shall be removed and replanted by the LOT OWNER in accordance with the LOT's LANDSCAPING PLAN.
4. Topiary is inconsistent with the PALM BLUFFS CORPORATE CENTER LANDSCAPING theme and shall not be permitted.
5. A simple unified LANDSCAPING theme is encouraged, as is berming with street side LANDSCAPING setbacks.
6. OWNERS of certain LOTs will be required to construct lawn berms to restrict the direct view of parked automobiles. The locations and specifications for the lawn berms are detailed in the *Berm PLAN* and *Berm Details*, which are contained in Appendix "G" hereof.

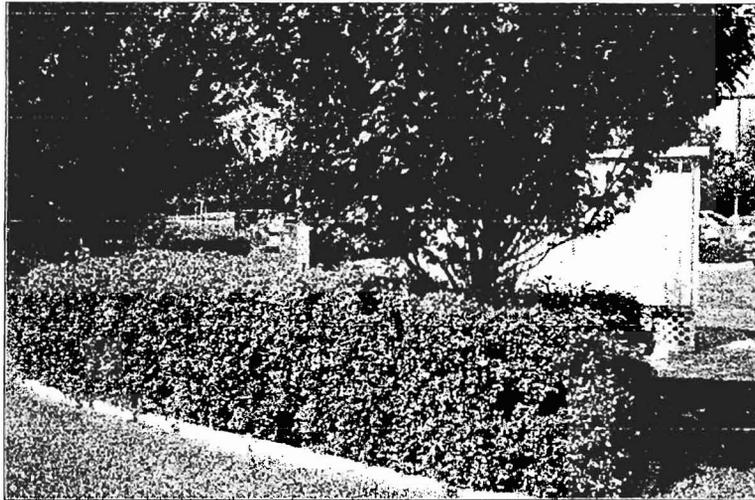
VI. Hardscape Elements

A. Walls and Fences

Walls, retaining walls or fences can reinforce community identity and image. If not used carefully, however, walls can detract from the quality of open space and should not be used simply to demark property lines. The material, style and height of walls and fences shall provide an element of continuity throughout the PALM BLUFFS CORPORATE CENTER to ensure visual consistency. The guidelines for the walls and fences are as follows:

1. No chain link fencing without screening will be allowed within the PROJECT. Wood slats, LANDSCAPING hedges or other screening measures will be used to reduce the visual impacts of chain link fences. No metal slats are allowed.
2. The horizontal mass of continuous walls should be softened by LANDSCAPING materials as shown in Figure No. 8. Except for special purposes, such as security enhancement or noise abatement, no wall or fence shall exceed six (6) feet in height. If retaining walls are necessary, they should be terraced and should not exceed the six (6) feet in height.

FIGURE No. 8



3. The CITY has required the construction of a six (6) foot high masonry wall along the west boundary of the PROJECT. The following specifications are provided for use in construction of the aforementioned masonry wall.

Masonry Wall:

Height: six foot (6')

Constructed of: eight inch(8") concrete block

Top two(2) courses: fluted

Sealed and Painted: ICI MP# 30YY 58/082 Sand White

Constructed as per CITY standards.

Each LOT OWNER/LOT developer of LOTS 115 and 118-126, inclusive, and 133 will be responsible for the construction of the wall, on his respective LOTS. In accordance with the requirements established by the CITY and the COMMITTEE, each LOT OWNER/LOT developer of the aforementioned LOTS will be required to coordinate the design and construction of the wall with adjacent LOT OWNERS including:

- a. Establishing the location of the masonry wall and related pilasters.
 - b. Obtaining the necessary permits to construct the wall.
 - c. Maintaining the wall free of damage, graffiti, etc.
4. When barriers are necessary for security, open view fencing is encouraged. Open view fencing shall have earthen or stucco pilasters with metal rails (wrought iron) and pickets sufficiently spaced to restrict trespassing. Spires or spikes and other detailing consistent with the PROJECT theme may be used to impede trespassing over metal rails.

5. Wrought iron fencing shall be constructed along the West Herndon Avenue frontage of the PALM BLUFFS CORPORATE CENTER on LOTS 5-9, and LOTS 133-135, inclusive, in accordance with the approved PLAN for street IMPROVEMENTS. Each LOT OWNER/LOT developer of those LOTS will be responsible for constructing wrought iron fencing.

A wrought iron fence detail is provided in Appendix "H" hereof.

B. Water Features and Sculptures

Water features, such as fountains, ponds and water bodies, can create visual excitement at building entry areas and courtyards and are encouraged as elements of outdoor LANDSCAPING. Water features should be used as meditative focal points and areas to enhance PROJECT interest. The guidelines for water features and sculptures are as follows:

1. Only water features with sealed bottoms shall be allowed. To the extent practical, fountains or water features will only be located near building entries, courtyards or sitting areas along pedestrian walkways and should be visible from the street.
2. Fountains, water features, fishponds or other water elements that involve wildlife, such as duck ponds, shall be kept in a sanitary condition.
3. Sculptures should be permanent in character, with finishes using long-lasting materials and colors consistent with the PROJECT theme and architecture. The use of stone, metal or other earthen materials is encouraged.
4. In the reasonable discretion of the COMMITTEE, the use of fiberglass or plastic may be allowed. The use of materials originally intended for other uses (i.e., beams, machine parts, cables, building construction materials, etc.) may be allowed as sculpture elements.
5. Compositions should be restricted to simple forms and color schemes.

VII. Lighting Concept

A. General Lighting Considerations

In the design of lighting for the PALM BLUFFS CORPORATE CENTER, careful consideration must be given to enhancing the PROJECT's architectural theme, safety, security and the privacy of others. Streetlight standards, traffic signal poles, pedestrian and building lighting play a vital role in defining a quality appearance within developments. The lighting concept herein has been devised to provide a standard of lighting effects, which will contribute to the overall cohesiveness of the PROJECT image. Lighting guidelines are as follows:

1. All exterior lighting should have cylindrically shaped, rugged, heavy-gauge, spun aluminum housing with a dark bronze anodized, polyester powder finish and metal halide lamping and will be consistent with Figure No. 10 hereinbelow.

Figure No. 10



2. Wall mounted/building light fixture finish shall be dark bronze anodized, or painted to match the predominant, adjacent exterior building color. Wall mounted/building light fixture lamping shall be metal halide. Special architectural light fixtures may be allowed.
3. Fixtures and standards shall conform to State and local safety and illumination requirements.
4. Design and placement of site lighting must minimize glare adversely affecting adjacent properties, buildings, walkways and roadways.
5. Automatic timers on lighting should be designed to optimize security and PROJECT enhancement during nighttime.
6. Low voltage halogen lighting to light LANDSCAPING areas is encouraged.
7. Light standard bases in parking area islands shall be protected from damage from automobiles.

B. Architectural Lighting

Dramatic lighting should be used to highlight monument SIGNS or architectural features, such as walls, entryways or lobbies. Spillover lighting from lobby areas is acceptable, although glare onto adjacent LOTS shall be minimized. Wall "washing" effects may be sparingly used to accentuate architecture at key visual areas and shall not be used as an attempt to advertise buildings to roadways. All architectural lighting fixtures should be

carefully integrated into building details or concealed flush with grade and should not be visually apparent during the daytime.

C. LANDSCAPE Lighting

LANDSCAPING lighting can be used to highlight LANDSCAPING features such as specimen trees, special vignettes or pedestrian areas. String lights, with small bulbs, may be used to highlight trees within public plazas or outdoor eating areas at night to create excitement and a festive ambiance.

VIII. SIGNAGE

A. General SIGNAGE Standards

The SIGNAGE standards herein establish a system of reasonable, nondiscriminatory criteria to regulate and control the size, location, type and quality of both permanent and temporary SIGNS within the PALM BLUFFS CORPORATE CENTER.

Individual LOT development represents a small portion of the PROJECT but contributes significantly to the overall visual character of the PALM BLUFFS CORPORATE CENTER. SIGNAGE will inform, direct and accommodate PROJECT users, enhance public safety and ease of circulation throughout the PROJECT.

SIGNAGE guidelines are located in Appendix "I" hereof.

IX. MAINTENANCE REQUIREMENTS

- A. All buildings and other IMPROVEMENTs shall be maintained in good condition, repaired as necessary and shall be properly painted. All graffiti shall be removed within forty-eight (48) hours after discovery. Unimproved property shall be maintained in a slightly condition free of weeds and debris in accordance with the CITY's Municipal Code, as may be amended. Each LOT OWNER/LOT developer will be responsible for maintaining his respective LOT(s) and all IMPROVEMENTS located thereon.
- B. No temporary building, trailer, shack or tents of any description, shall be erected, placed or maintained on any LOT without the prior consent of the COMMITTEE.
- C. No LOT shall be used or maintained as a dumping ground for used tires, rubbish, trash, garbage or other waste. All waste shall be kept only in sanitary containers and removed from the PALM BLUFFS CORPORATE CENTER in accordance with applicable regulations. All equipment or areas for the storage or disposal of such materials shall be kept in a clean and sanitary condition and out of view of the streets in the Palm Bluffs Corporate Center.

**PALM BLUFFS CORPORATE CENTER
DESIGN GUIDELINES**

Appendix

Appendix "A"

Definitions

1. ALTERED or ALTERATION shall mean any change in color, shape, size or materials.
2. ARTICLES OF INCORPORATION shall mean the ASSOCIATION's Articles of Incorporation, as may be amended.
3. ASSOCIATION shall mean the PALM BLUFFS CORPORATE CENTEROWNERS ASSOCIATION, a California non-profit mutual benefit corporation.
4. BUILDING SETBACK shall mean the minimum distance as prescribed by the CITY Zoning Ordinance between any property line and the closest point of the foundation of any building or STRUCTURE related thereto.
5. BUILDING AREA shall mean the sum in square feet of the ground areas occupied by all buildings and STRUCTURES on a LOT.
6. BUILDING HEIGHT shall mean the vertical distance measured from the adjoining curb level to the highest point of the STRUCTURE, exclusive of chimneys and ventilators; provided, however, that where buildings are set back from the street line, the height shall be measured from the average elevation of the finished grade at the front of the building.
7. BYLAWS shall mean the ASSOCIATION's as may be amended.
8. CC&R's means Declaration of Covenants, Conditions and Restrictions for PALM BLUFFS CORPORATE CENTER, recorded December 31, 1998 as Document No. 98189841, Official Records, Fresno County, California.
9. CHECKLIST shall mean a PALM BLUFFS CORPORATE CENTER [Tract 4637] Fresno, California Lot Compliance Status Checklist.
10. CITY shall mean the City of Fresno, a municipal corporation.
11. COMMITTEE shall mean the PALM BLUFFS CORPORATE CENTER Architectural Review Committee established to regulate the design, construction and maintenance of the PALM BLUFFS CORPORATE CENTER IMPROVEMENTS.
12. DESIGN GUIDELINES shall mean the current edition of the PALM BLUFFS CORPORATE CENTER Design Guideline document.
13. DOMINANT LOT means LOTS owned by parties who place fill on SERVIENT LOTS and which benefit from such activity.
14. IMPROVEMENT shall mean construction, alteration, addition, or modification of any fence, wall, lighting, SIGNAGE or STRUCTURE within the PALM BLUFFS CORPORATE CENTER.

15. LANDSCAPING shall mean the planting of vegetation of all types, and also includes the exterior decorations, furniture, sculpture or STRUCTUREs, including on-premises monument SIGNs and flagpoles, and outdoor irrigation and lighting equipment.
16. LOT shall mean and refer to a LOT or parcel designated by a number on the final subdivision map for the Calcot, Ltd., Fresno PALM BLUFFS CORPORATE CENTER Tract No. 4637.
17. OWNER shall mean and refer to a PERSON who is the record OWNER of a freehold interest in a LOT. If, with respect to a particular LOT, there is more than one (1) PERSON who has a record interest in a freehold estate therein, whether by reason of ownership in undivided interests or for any other reason. All of such PERSONs shall be regarded collectively as the OWNER of the LOT.
18. PERSON shall mean and refer to a human being, labor organizations, limited liability companies, joint ventures, partnerships, associations, corporations, legal representatives and trustees or other business entity or association recognized as a legal entity under the laws of California.
19. PLAN shall mean Vesting Tract No. 4637, IMPROVEMENT PLANs, SITE PLAN LANDSCAPING PLANs, elevation PLANs, POST-CLOSURE PLAN, conceptual development PLAN and various documents prepared for the PALM BLUFFS CORPORATE CENTER, and also includes the PROJECT developer's goals, objectives and intentions.
20. POST-CLOSURE PLAN shall mean the two-volume Post-Closure Land Use Plan Elements, Landfill Area; Calcot, Ltd., Pinedale, California prepared by BSK & Associates, Geotechnical Consultants, Inc., dated November 7, 1997, and any amendments thereto. The POST-CLOSURE PLAN addresses pertinent elements of the California Code of Regulations, Title 14, Article 7.8, Disposal Site Standards - Closure and Post-Closure.
21. PROJECT shall mean the PALM BLUFFS CORPORATE CENTER.
22. SERVIENT LOT means a LOT onto which fill material is placed to create acceptable grading and slope conditions for a neighboring LOT.
23. SIGN or SIGNAGE or SIGNING shall mean any device used for visual communication including any announcement, declaration, demonstration, display, illustration, insignia logo or symbol used to advertise or promote a product, service or business to the public, together with all parts, materials, frame and background. This definition shall not include official notices issued by a court or public body or officer or directional, warning or informational SIGN or STRUCTUREs required by or authorized by law or federal, state, county or CITY authority.
24. SITE PLAN shall mean a PLAN, prepared to scale, showing accurately and with complete dimensioning, all of the uses proposed for a specific LOT(s).
25. STRUCTURE shall mean anything constructed or built, any edifice or building of any kind, or any piece of work artificially built up or composed of parts joined together in some definite manner, which requires location on the ground or is attached to something having a location on the ground including swimming and wading pools, covered patios, walks, tennis courts and similar recreation areas.

All terms that are defined in the CC&R's that are not otherwise defined herein are incorporated by reference.

Appendix "B"

Permitted And Specifically Restricted Uses

The PALM BLUFFS CORPORATE CENTER is subject to special zoning development standards. Said standards are detailed below in the following matrix:

Calcot, Ltd., Fresno Land Use/Zoning Matrix Graph			
Proposed Land Use	Zoning	Development Standards	Corresponding LOT Numbers
Neighborhood Industrial	C-1	C-1	105-108
General Commercial	C-6	C-6	A-D**, 9-11
Business Park	C-M	C-3*	22-28, 35-40, 43-48, 50, 52-94, 101-104 109-115, 118-126,
General Office	C-M	C-3*	41-42, 95-100, 116-117, 144-154
Office Park	C-M	C-3*	12, 14-21, 127-143
Light Industrial	C-M	C-3*	2-4, 13, 29-34, 49, 51 A-D***

* The C-3 zone district property development standards shall apply to BUILDING HEIGHT, Parking and SIGNS.

** Refers to LOTS A-D to the south of Locust Avenue and to the north of Herndon Avenue, between Ingram Avenue and Palm Avenue, which were created through LOT Line Adjustment #1999-31.

*** Refers to LOTS A-D to the north of Alluvial Avenue, which were created through LOT Line Adjustment #14-99.

The purpose of the aforementioned special zoning is to reduce the potential for impacts of obnoxious uses to and from the PROJECT. The following references are to the CITY Zoning Ordinance district and corresponding applicable sections. The "C-M" uses on LOTS 115-126, inclusive, of the PALM BLUFFS CORPORATE CENTER are *limited* to the following:

A. Services (CITY Zoning Ordinance Code Section 12 - 224.1 B)

2. Auto Reupholstery
3. Blueprint/Photocopy
8. Employment Agencies
14. Offices
15. Picture Framing
16. Print Shops
17. Reading Room
18. Taxidermist

B. Related Uses (CITY Zoning Ordinance Code Section 12-224.1C)

3. Commercial incidental to permitted industrial
4. Deli
5. Frozen food lockers
7. Ice & food lockers
9. SIGNS

C. Manufacturing (CITY Zoning Ordinance Code Section 12-224.1D)

3. Book binding
5. Ceramic products
6. Jewelry
9. Neon SIGNS
10. Novelties
12. Rubber/metal stamps

Department stores will be limited only to LOTS A-D* and 9-11, inclusive, of the PALM BLUFFS CORPORATE CENTER.

* Refers to LOTS A-D to the south of Locust Avenue and to the north of Herndon Avenue, between Ingram Avenue and Palm Avenue, which were created through LOT Line Adjustment #1999-31.

The following uses, due to their obnoxious nature, are *eliminated* from the "C-M" zone areas and will therefore not be allowed within the PALM BLUFFS CORPORATE CENTER:

A. Retail uses *not* allowed:

1. Pawn Shops and Truck Stops
2. Turkish Baths

B. Manufacturing uses restricted or *not* allowed:

1. Automotive
 - a. Painting
 - b. Reconditioning (except auto detailing) is restricted to LOTS 29-34, inclusive, and LOT 49, inclusive, of the PALM BLUFFS CORPORATE CENTER.
 - c. Tire Recapping
 - d. Truck Repair/Upholstery
2. Boat Building and Repairs
3. Machine and Welding Shops
4. Manufacturing, compounding, processing, packaging or treatment of products such as:
 - a. Food
 - b. Fruit
 - c. Honey
 - d. Perfume
 - e. Toiletries
5. Storage Yards

C. Processing uses *not* allowed:

1. Carpet Cleaning and Rug Cleaning Plants
2. Cleaning/Dyeing Plants
3. Creameries
4. Laundries except for Dry Cleaning

D. Agricultural uses are *not* allowed

E. Director's Classification

Within the "C-M" zone, the following uses may be allowed by the CITY Development Department Director's Classification. Said uses are compatible with the "C-M" District.

1. Mini-storage with a caretaker's residence
2. Health club
3. Technical/vocational and/or private schools

Appendix "C"

Acceptable LANDSCAPING Materials

Species Appropriate For Landfill Conditions

Botanical Name	Common Name
<i>Acacia latifolia A. Longifolia</i>	Broadleaf Acacia
<i>Acer rubra</i>	Red Maple
<i>Arbutus unedo</i>	Strawberry Tree*
<i>Eucalyptus lehmannii</i>	Bushy Yate
<i>Fraxinus pennsylvanica</i>	Green Ash*
<i>Ginko biloba</i>	Ginko*
<i>Gleditsia triacanthos</i>	Honey Locust*
<i>Grevillea robusta</i>	Silk Oak*
<i>Liquidambar styraciflua</i>	Liquidambar*
<i>Melaleuca quinquenervia</i>	Cajeput Tree
<i>Myoporum laetum</i>	False Sandlewood
<i>Myrica pensylvanica</i>	Bayberry
<i>Nyssa sylvatica</i>	Black Gum*
<i>Picea abies</i>	Norway Spruce
<i>Pinus halepensis</i>	Aleppo Pine*
<i>Pinus Pinea</i>	Italian Stone Pine*
<i>Pinus strobus</i>	White Pine
<i>Pinus thunbergii</i>	Japanese Black Pine*
<i>Pittosporum undulatum</i>	Victorian Box
<i>Platanus occidentalis</i>	American Sycamore*
<i>Populus hybrid</i>	Hybrid Poplar (rooted cuttings)*
<i>Quercus palustris</i>	Pin Oak*
<i>Schinus molle</i>	California Pepper Tree*
<i>Taxus cuspidata</i>	Japanese Yew
<i>Ulmus pumila</i>	Siberian Elm*

*Indicates species that will do well in this climate zone.

Reference: Arborculture, 2nd edition, Harris, R. W. 1992

Acceptable PROJECT-Wide LANDSCAPING Materials

Trees

Botanical Name	Common Name
<i>Acer Palmatum</i>	Japanese Maple (D)*
<i>Albizia Julibrissin</i>	Silk Oak (D)
<i>Cedrus Deodara</i>	Deodar Cedar (E)
<i>Celtis Occidentalis</i>	Common Hackberry (D)
<i>Eucalyptus</i>	(species varies)(E)
<i>Firmiana Simplex</i>	Chinese Parasol Tree (D)*
<i>Fraxinus Oxycarpa</i>	Raywood Ash (D)*
<i>Geijera Parvifolia</i>	Australian Willow (E)
<i>Ginkgo Biloba</i>	Maiden Hair Tree (D)*
<i>Grevillea Robusta</i>	Silk Oak (E)
<i>Koelreuteria Paniculata</i>	Goldenrain Tree (D)
<i>Lagerstroemia Indica</i>	Crape Myrtle (D)
<i>Leptospermum Levigaatum</i>	Australian Tea Tree (E)
<i>Maytenus Boaria</i>	Mayten Tree (E)*
<i>Olea Europea</i>	Olive (E)
<i>Pinus Brutia</i>	Calabrian Pine (E)
<i>Pinus Canariensis</i>	Canary Island Pine (E)
<i>Pinus Pinea</i>	Italian Stone Pine (E)
<i>Pistache Chinensis</i>	Chinese Pistache Fruitless (D)
<i>Podocarpus Gracilior</i>	Fern Pine (E)*
<i>Populus Fremontii</i>	Fremont Cottonwood (D)
<i>Prunus Caroliniana</i>	Carolina Cherry (E)
<i>Pyrus Calleryana 'Aristocrat'</i>	Aristocrat Pear (D)*
<i>Pyrus Calleryana 'Bradford'</i>	Bradford Pear (D)*
<i>Quercus Agrifolia</i>	Coast Live Oak (E)
<i>Quercus Kelloggii</i>	Calif. Black Oak (E)
<i>Quercus Suber</i>	Cork Oak (E)
<i>Quercue Virginian</i>	Southern Live Oak (E)*
<i>Rhus Lancea</i>	African Sumal (E)
<i>Schinus Molle</i>	Calif. Pepper Tree (E)
<i>Sequoia Sempervirens 'Soquel'</i>	Coast Redwood (E)
<i>Ulmus Parvifolia Sempervirens</i>	Chinese Evergreen Elm (D)

*Plant materials that take average amounts of water

(E) Evergreen

(D) Deciduous

Acceptable PROJECT-Wide LANDSCAPING Materials

Shrubs

Botanical Name	Common Name
<i>Abelia Brandiflora 'Edward Goucher'</i>	NCN*
<i>Agapanthus Africanus</i>	Lily of the Nile*
<i>Arbutus Undeo</i>	Strawberry Tree
<i>Baccharis Pilularis 'Twin Peaks'</i>	Dwarf Coyote Bush
<i>Berberis Thunbergii</i>	Japanese Barberry*
<i>Buxus Microphylla 'Japonica'</i>	Japanese Boxwood*
<i>Caesalpinia Gilliesii</i>	Bird of Paradise
<i>Callistemon Citrinus</i>	Lemon Bottlebrush
<i>Camellia Japonica</i>	Camellia*
<i>Ceanothus 'Julia Phelps'</i>	Wild Lilac
<i>Chamaerops Humilis</i>	Mediterranean Fan Palm
<i>Cistus Purpureus</i>	Orthis Rockrose
<i>Coprosma Kirkii</i>	NCN
<i>Correa Pulchella</i>	Australian Fuchsia
<i>Cotoneaster</i>	(Species Varies)NCN
<i>Dodonaea Viscosa 'Purpurea'</i>	Purple Hop Bush
<i>Elaeagnus Pungens</i>	Silverberry
<i>Escallonia Exoniensis</i>	Pink Escallonia
<i>Euonymus Japonica</i>	Evergreen Japonica*
<i>Ficus Pumila</i>	Creeping Fig*
<i>Gardenia 'Vetchiii'</i>	Gardenia*
<i>Grevillea 'Noellii'</i>	Grevillea*
<i>Heteromeles Arbutifolia</i>	Calif. Holly
<i>Hypericum Calycinum</i>	Arron's Beard
<i>Ilex Aquifolium</i>	English Holly*
<i>Ilex Cornuta 'Dwarf Burford'</i>	Dwarf Buford Holly*
<i>Ilex Cornuta 'Rotunda'</i>	Holly*
<i>Mahonia Aquifolium</i>	Oregon Grape
<i>Mahonia Lomariifolia</i>	NCN
<i>Myrsine Africana</i>	African Boxwood
<i>Nandina Domestica</i>	Heavenly Bamboo*
<i>Nerium Oleander</i>	Oleander
<i>Photinia Fraseri</i>	NCN
<i>Pinus Mugo 'Mugo'</i>	Mugo Pine*
<i>Pittosporum Tobira</i>	Tobira
<i>Pittosporum Tobira 'Whealers Dwarf'</i>	NCN

*Plant materials that take average amounts of water
(NCN) No Common Name

Acceptable PROJECT-Wide LANDSCAPING Materials

Shrubs (cont.)

<u>Botanical Name</u>	<u>Common Name</u>
<i>Pyracantha Coccinea</i>	Firethorn
<i>Raphiolepis Indica 'Ballerina'</i>	India Hawthorne
<i>Rosmarinus Officianalis</i>	Rosemary
<i>Santolina Chamaecyparissus</i>	Lavender Cotton
<i>Wisteria Sinensis</i>	Chinese Wisteria
<i>Xylosma Congestum</i>	Shiney Xylosma

Acceptable PROJECT-Wide LANDSCAPING Materials

Groundcovers

<u>Botanical Name</u>	<u>Common Name</u>
<i>Arctotheca Calendula</i>	Cape Weed
<i>Asparagus Sprengeri</i>	Asparagus Fern
<i>Euonymus Fortunei</i>	Purpleleaf Winter Creeper
<i>Gazania Uniflora Leucoleana</i>	Trailing Gazania
<i>Hedera Helix Hahnii</i>	Hahn's Ivy*
<i>Lampranthus Spectabilis</i>	Trailing Ice Plant
<i>Verbenha Peruviana</i>	NCN

* Plant materials that take average amounts of water
(NCN) No Common Name

PROJECT-Wide Turf Specifications

The following specifications are established for the turf to be used within the PALM BLUFFS CORPORATE CENTER:

Premium 95/5 Dwarf Fescue:	35%	Crossfire Dwarf Fescue
	30%	Mini-Mustang Dwarf Fescue
	30%	Leprechaun Dwarf Fescue
	5%	Nustar Bluegrass

Crossfire Dwarf Fescue - Has good heat and drought tolerance with deep rooting, and does very well with only moderate fertility.

Mini-Mustang Dwarf Fescue - A darker, denser and lower growing dwarf fescue. Slower growth in spring and fall with good drought tolerance and deep root growth.

Leprechaun Dwarf Fescue - Has benefits such as slower growth rate, a dark green wear tolerant turf that can be maintained with less fertilizer, less water and good resistance to leaf and crown diseases.

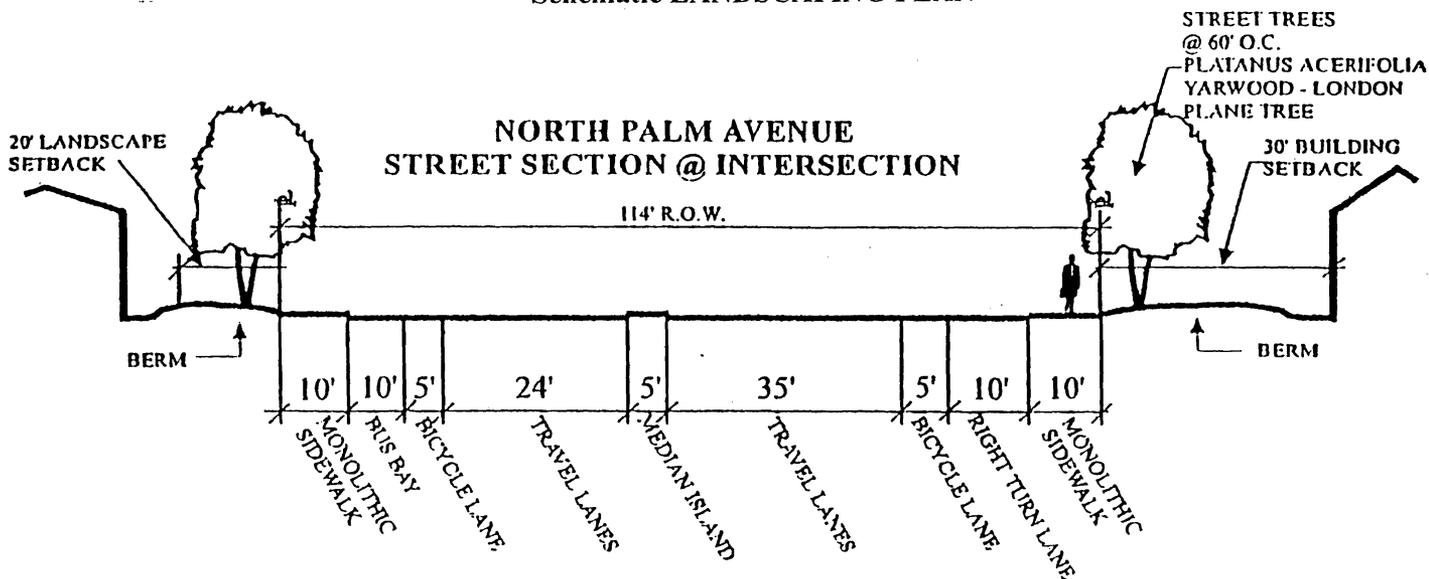
Nustar Bluegrass - Dense, dark green with a strong resistance to disease and drought.

Appendix "D"

Schematic LANDSCAPING PLAN

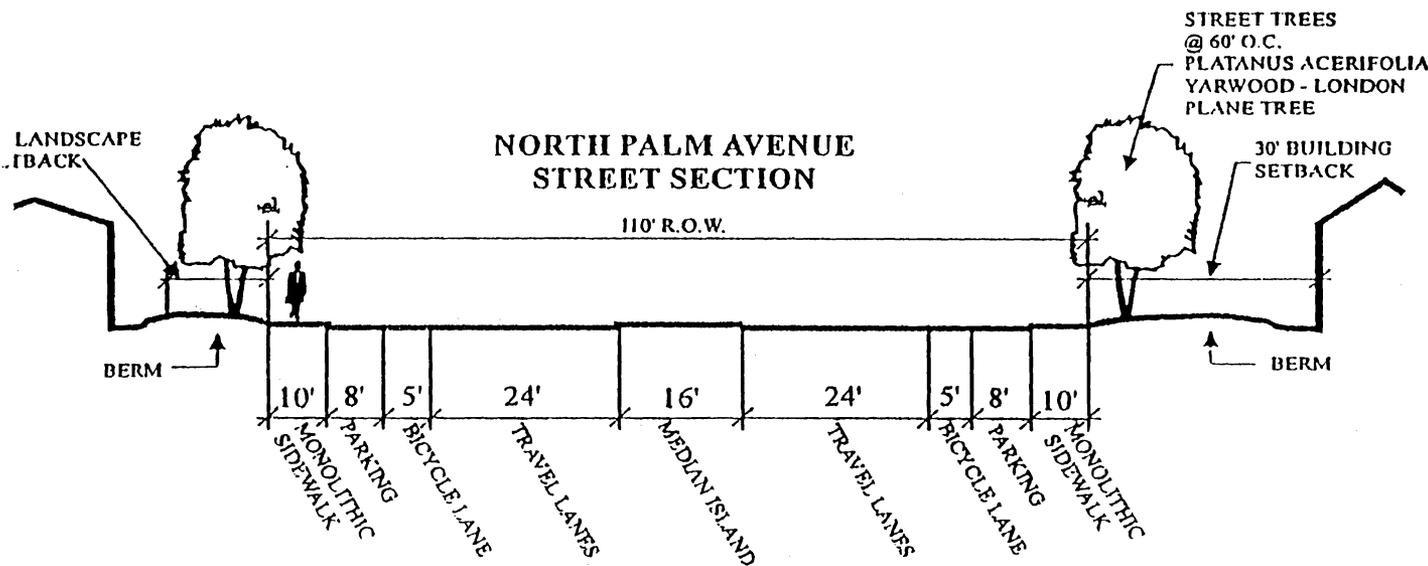
**NORTH PALM AVENUE
STREET SECTION @ INTERSECTION**

114' R.O.W.



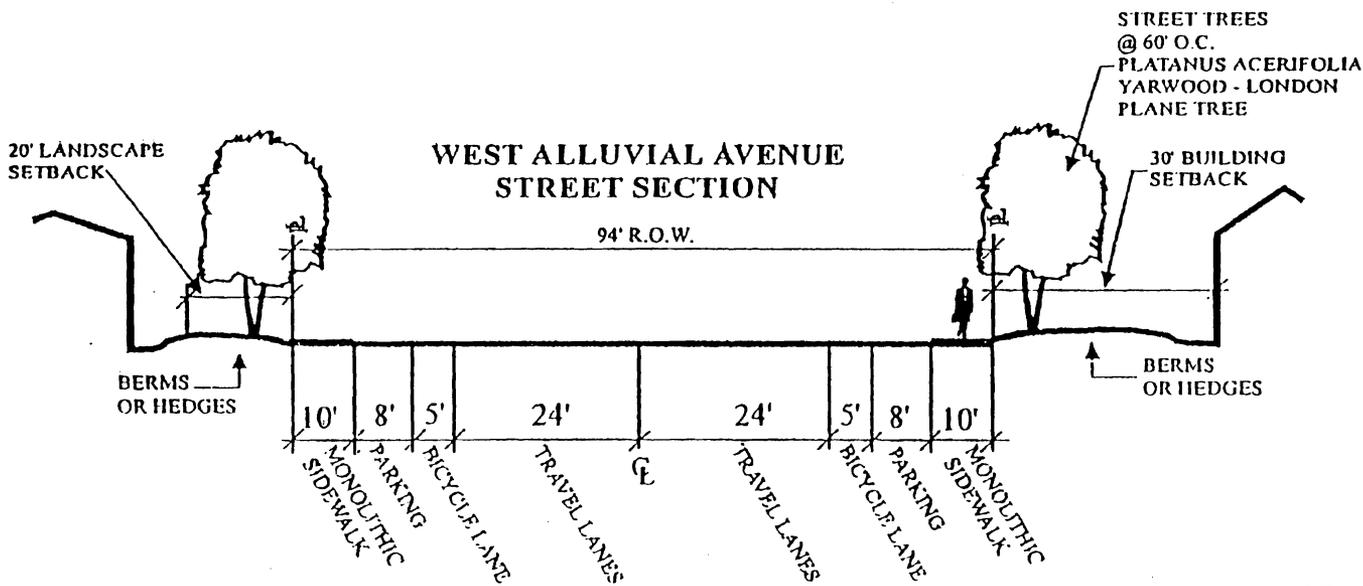
**NORTH PALM AVENUE
STREET SECTION**

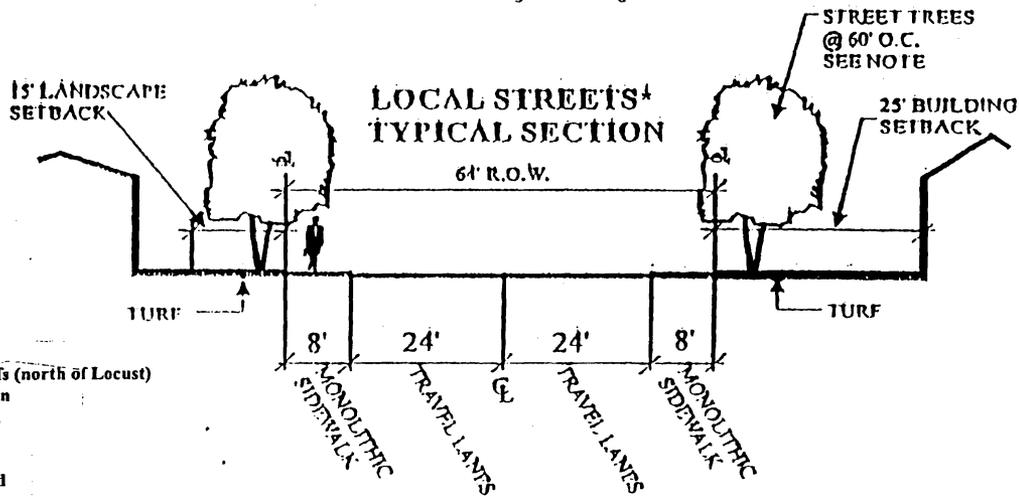
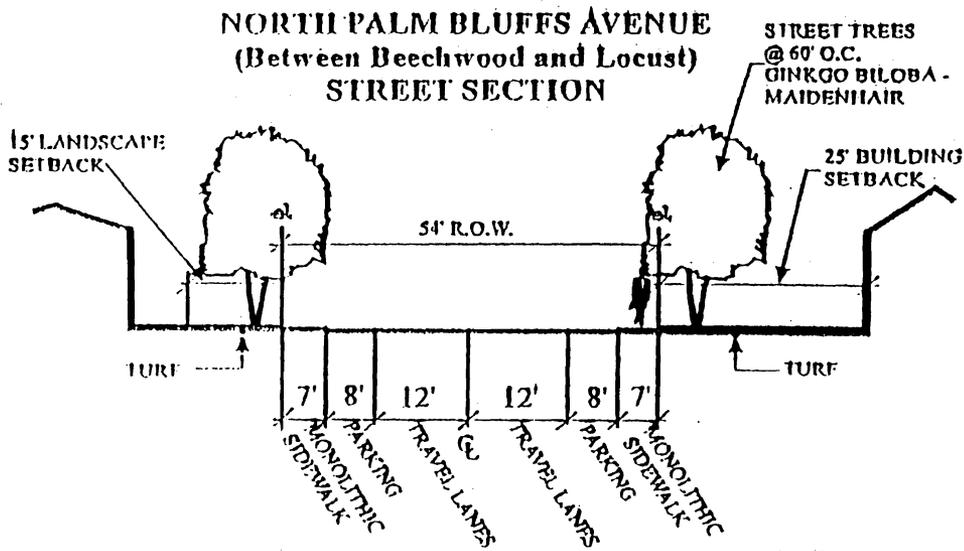
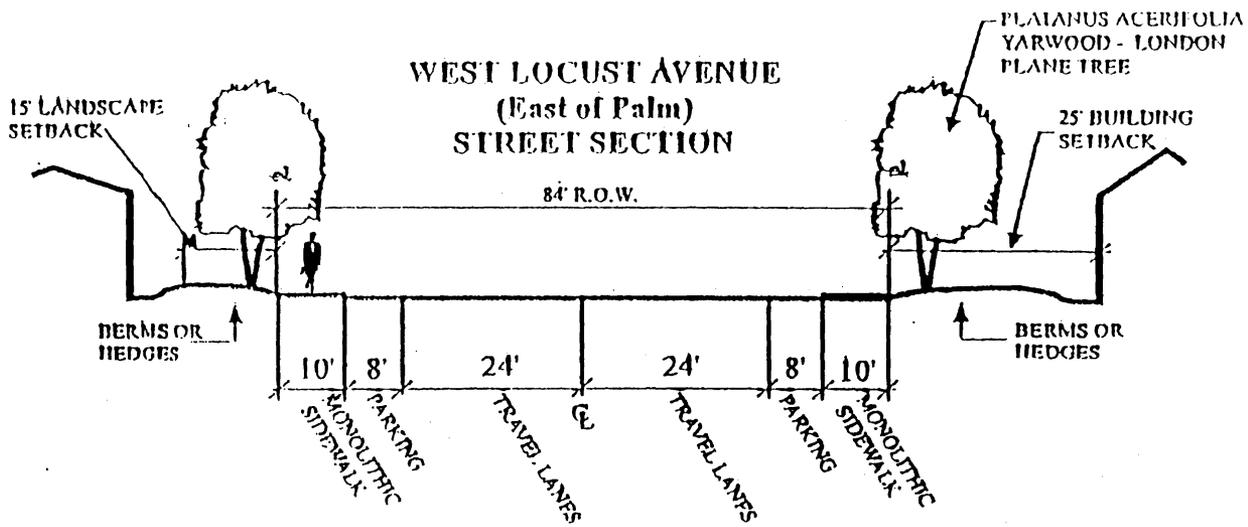
110' R.O.W.



**WEST ALLUVIAL AVENUE
STREET SECTION**

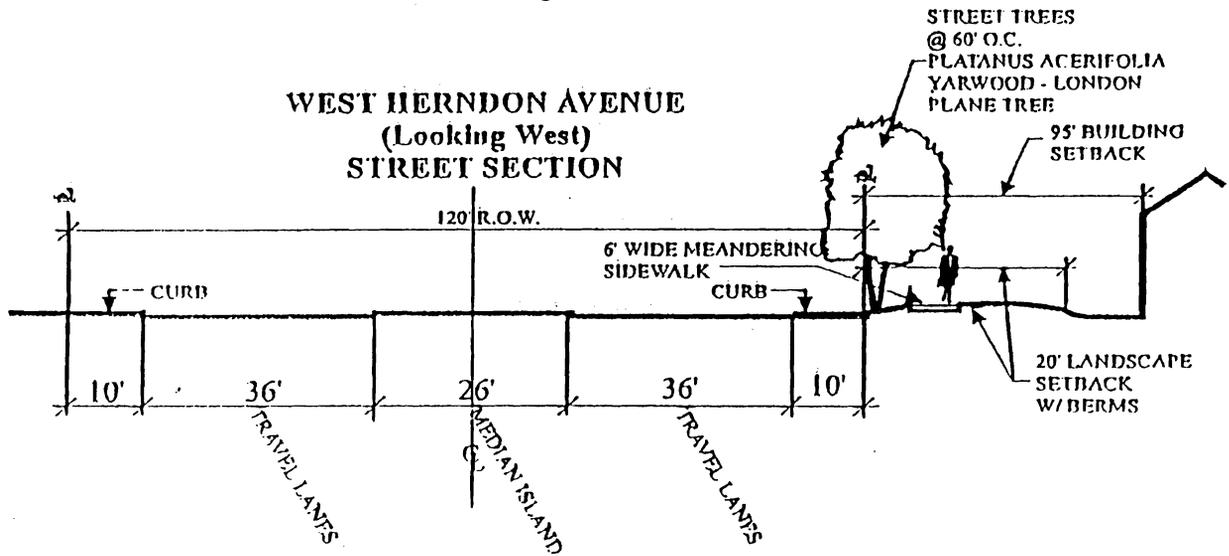
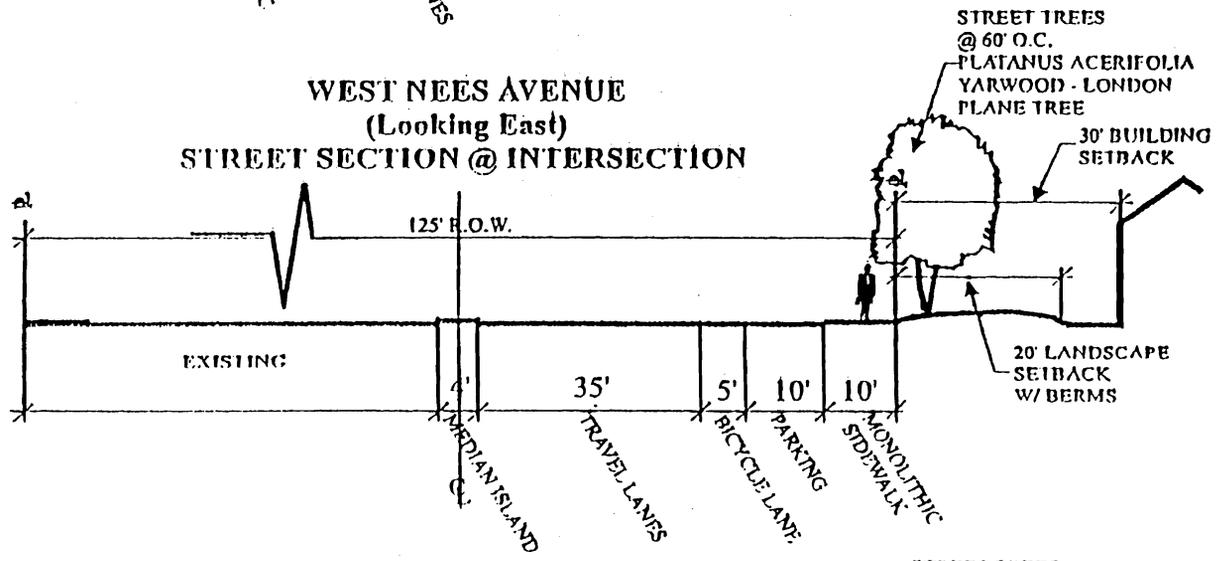
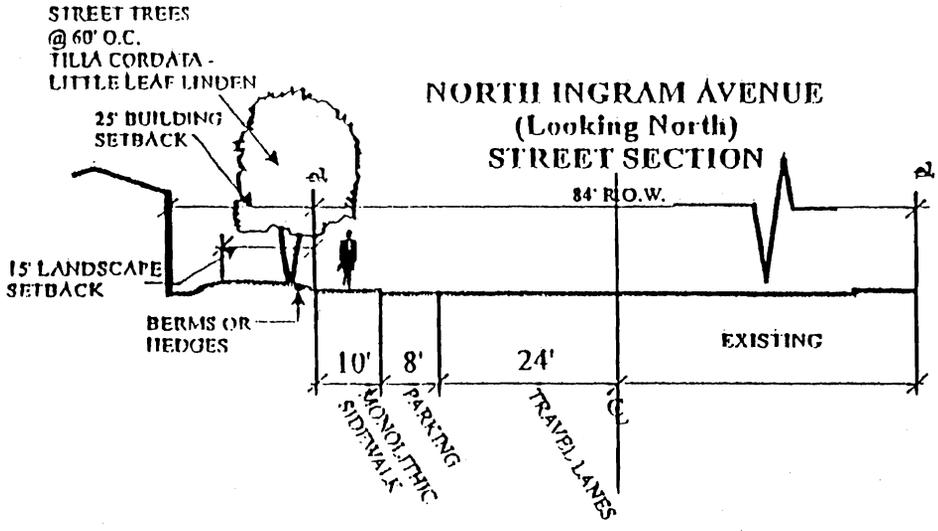
94' R.O.W.





- cal Streets:
- North Colonial
 - North Harrison
 - North Palmbuffs (north of Locust)
 - North Remington
 - North Wilson
 - West Acala
 - West Bedford
 - West Beechwood
 - West Cromwell
 - West Fallbrook
 - West Locust (west of Palm)
 - West Pinedale

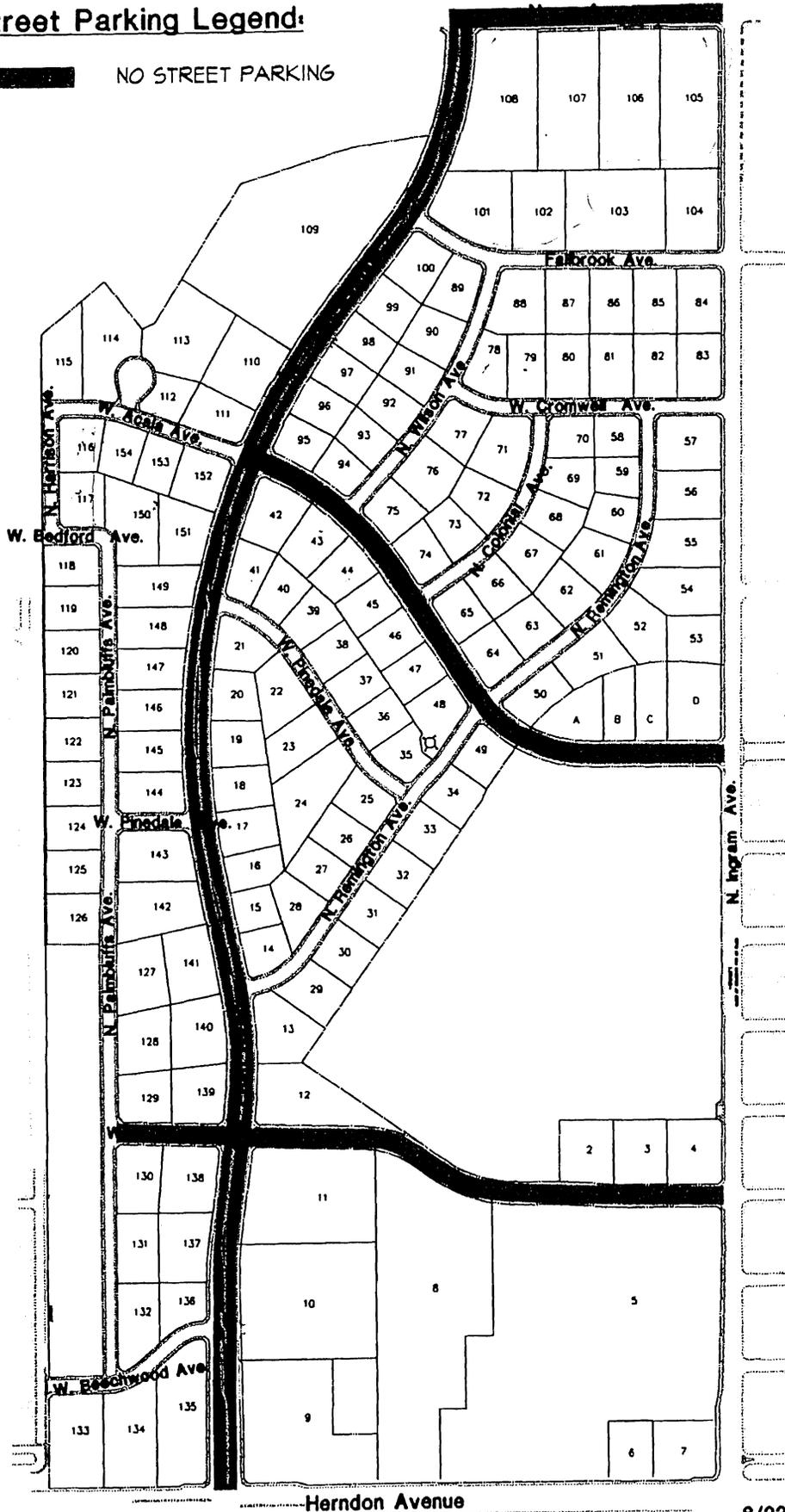
- Note Street Trees:
- Ginkgo Biloba - Maidenhair
 - North Harrison
 - West Acala
 - West Beechwood
 - West Locust (west of Palm)
 - Nyssa Sylvatica - Tupelo
 - North Colonial
 - North Palmbuffs (north of Locust)
 - North Remington
 - North Wilson
 - West Bedford
 - West Cromwell
 - West Fallbrook
 - West Pinedale



Appendix "F"

Street Parking Legend:

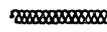
 NO STREET PARKING

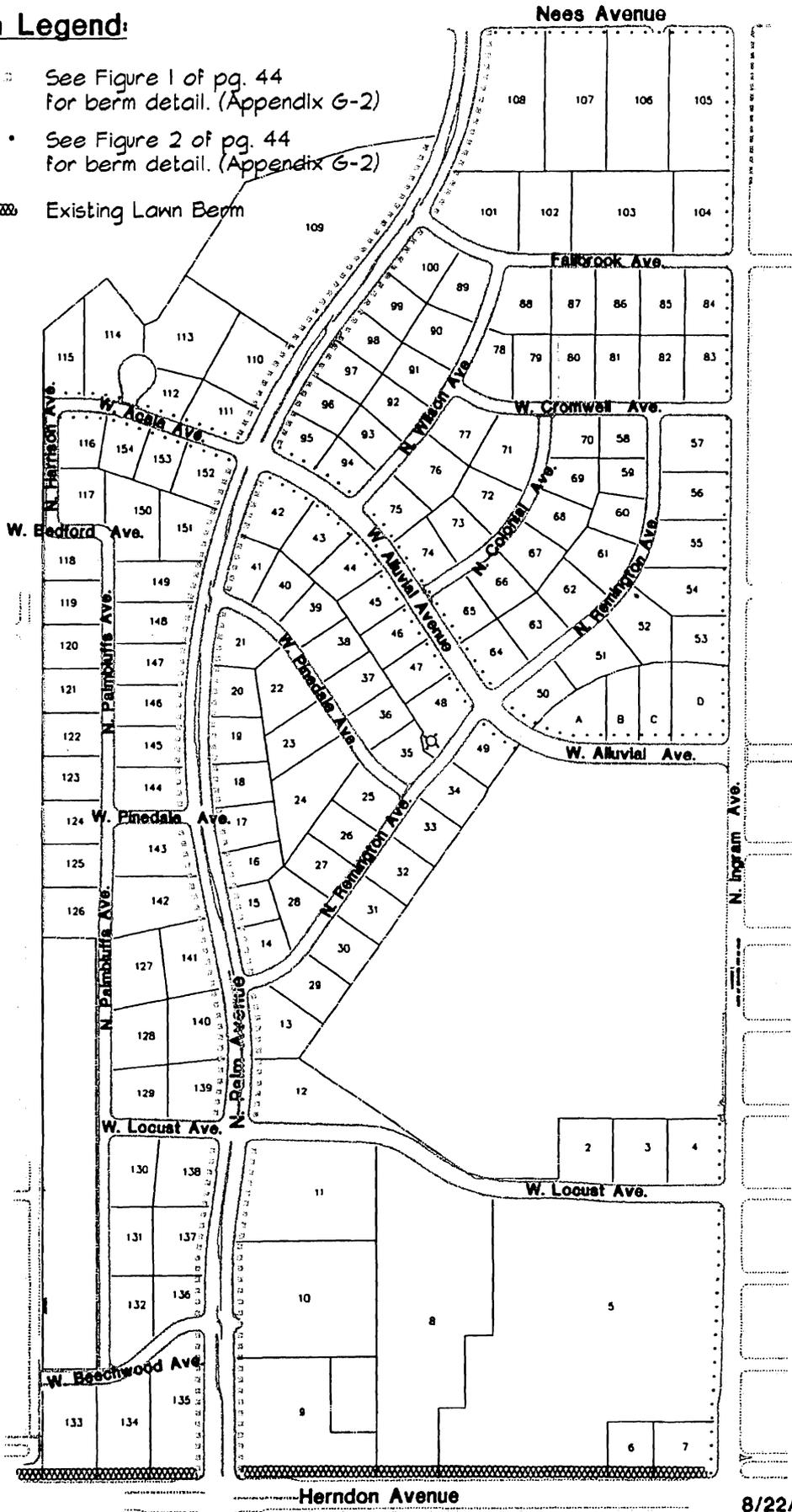


8/22/01

Appendix "G1"

Berm Legend:

-  See Figure 1 of pg. 44 for berm detail. (Appendix G-2)
-  See Figure 2 of pg. 44 for berm detail. (Appendix G-2)
-  Existing Lawn Berm



8/22/01

Appendix "G2"

Berm Detail

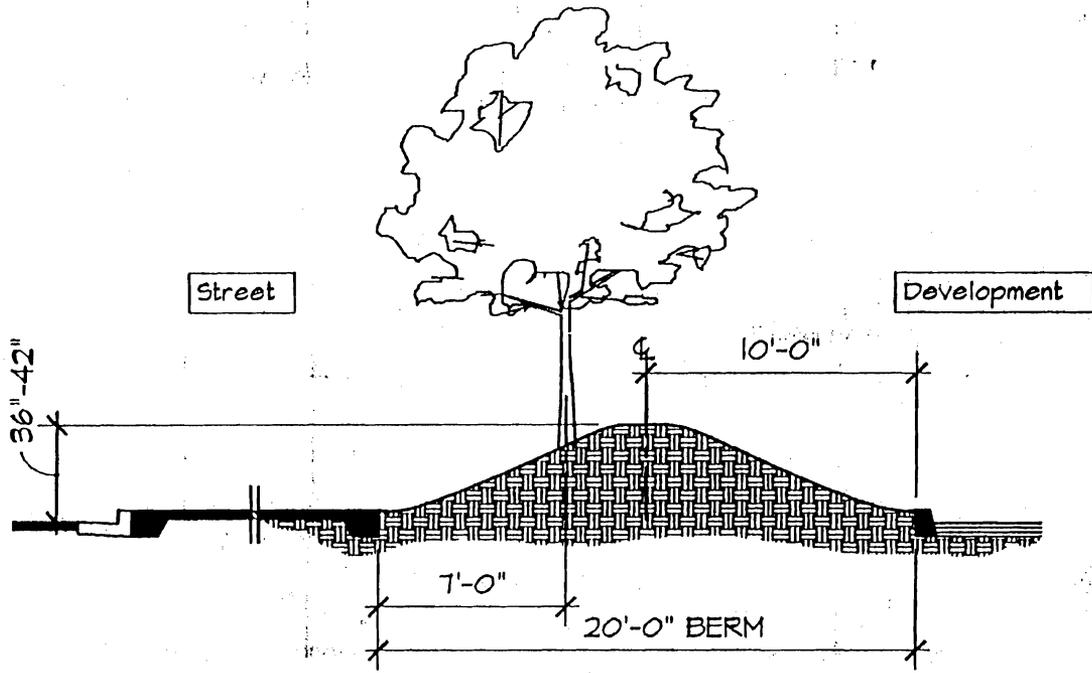


Figure 1

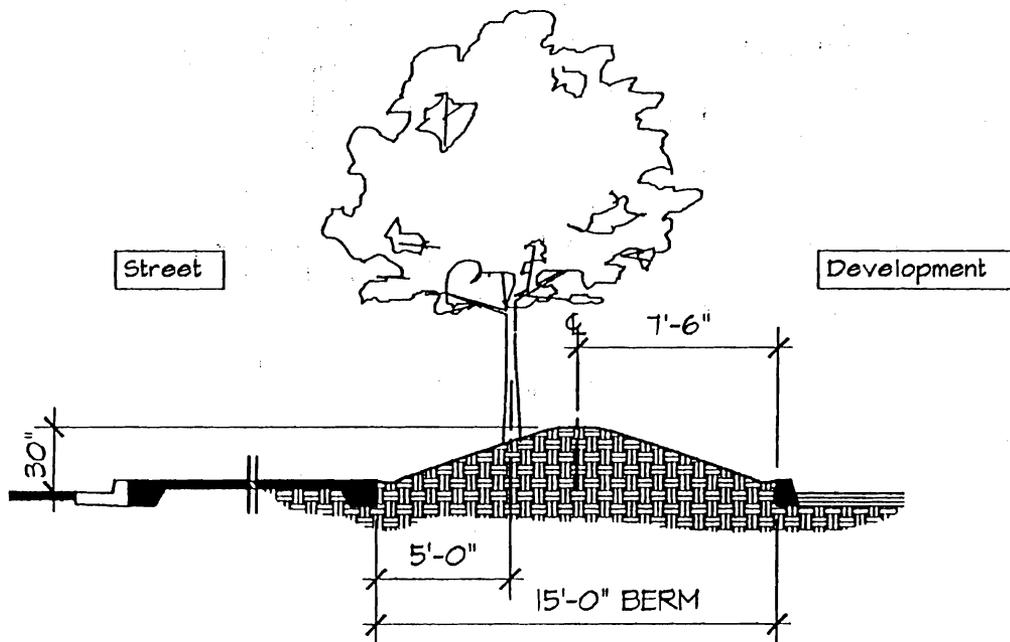
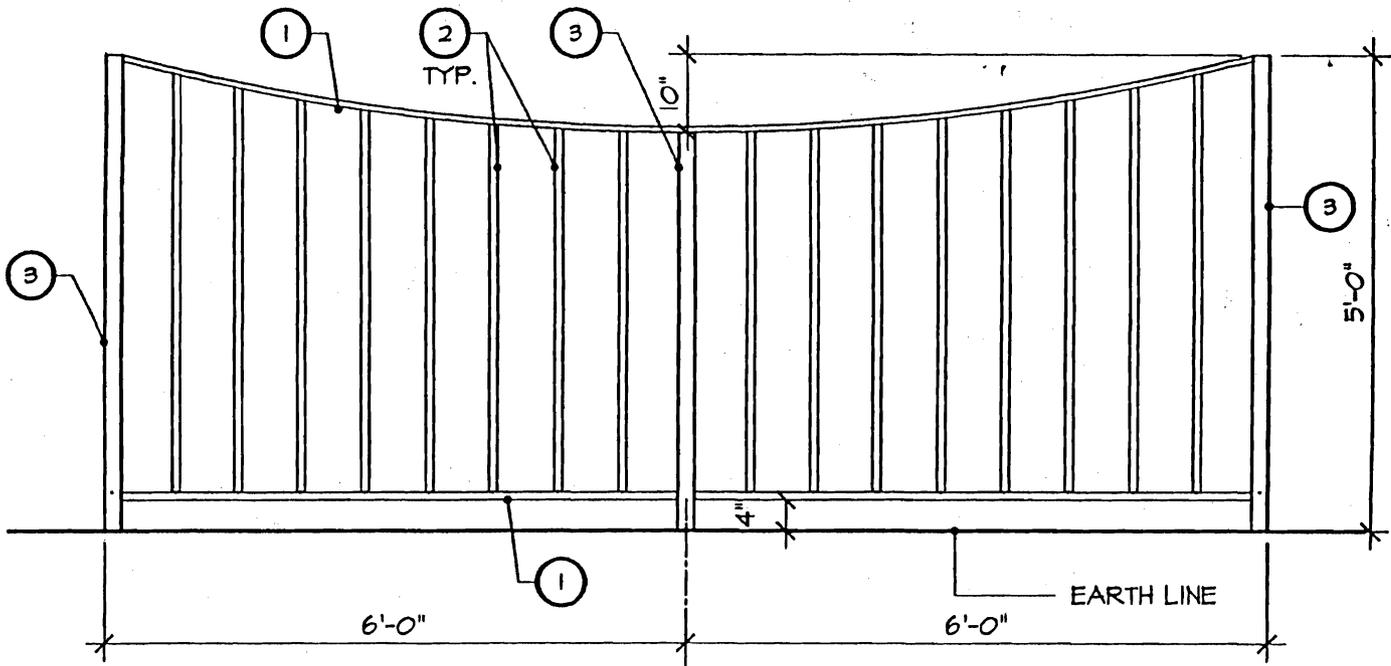


Figure 2

Appendix "H"

Herndon Avenue Wrought Iron Fence Detail

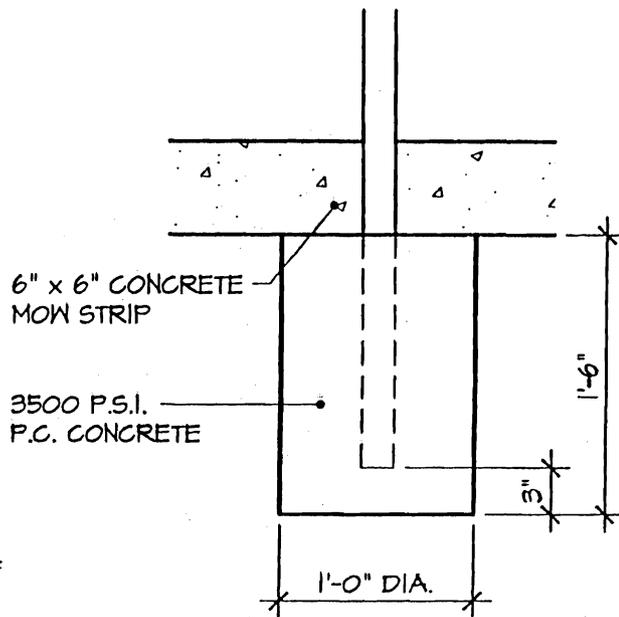


CONSTRUCTION NOTES

- ① 1 1/2" SQUARE STEEL TUBES. (TYP)
- ② 3/4" SQUARE STEEL BARS @ 4 3/4" o.c.,
4" MAX. GAP BETWEEN BARS (TYP)
- ③ 2" SQUARE STEEL TUBES (TYP.) FOR 5'
HIGH POST.

GENERAL NOTES

- 1. FENCE SHALL BE LOCATED 6 INCHES OUTSIDE OF STREET RIGHT-OF WAY.
- 2. FENCE SHALL BE PAINTED WITH FLAT BLACK RUST INHIBITIVE POINT.
- 3. SEE PUBLIC WORKS STANDARD P-67 FOR REQUIRED LOCATION OF BARRIER FENCING.



POST FOUNDATION

N.T.S.

I. SIGNAGE

A. General SIGNAGE Standards

GRAPHIC STANDARDS AND GUIDELINES for environmental SIGN and graphics have been written for the PROJECT to establish the design criteria necessary for implementation of a Planned Sign Program. These criteria establish the minimum design standard for all proposed SIGNS.

The standards and guidelines herein establish reasonable, nondiscriminatory criteria to regulate and control the location, quantity, size, type and quality of both permanent and temporary SIGNS within the PROJECT.

The intent of these criteria is to control SIGNAGE by establishing order and consistency in application. Creativity, individuality and diversity in design is encouraged.

Individual LOT developments represent small portions of the PROJECT, but they contribute significantly to the overall aesthetic character of PALM BLUFFS CORPORATE CENTER. SIGN shall be used only to complement PROJECT aesthetics and to inform, direct and satisfy the needs of PROJECT users.

All SIGNS proposed for the PROJECT or individual LOT projects shall be subject to review and approval by the COMMITTEE and by the Development Department of the CITY. SIGNS shall conform to the Municipal Code of the CITY and to the criteria stated herein. In the event this document conflicts with the CITY'S rules or regulations, the more restrictive provisions shall apply.

The COMMITTEE reserves the right to omit any SIGN in the DESIGN GUIDELINES from implementation at any time, without notice. The COMMITTEE'S decision to omit a SIGN will not affect any SIGNS previously approved by the COMMITTEE. Preexisting SIGNS will be allowed to remain, and developers that have previously received approval may construct the subsequently omitted SIGN.

B. Conformance

The Graphic Standards and Guidelines stated herein may be enforced by the COMMITTEE or the CITY.

Unless a variance is granted by the COMMITTEE, SIGNS found to be nonconforming shall not be approved, and if installed, the provisions of Section I.G will apply.

No PERSON shall erect, construct, enlarge, alter, move, improve, remove, convert, re-erect or equip any SIGN or SIGN structure or cause or permit the same to be done contrary to, or in violation of any provisions of the CITY's Municipal Code, as may be amended, or the provisions contained herein.

C. Clarification & Interpretation

Should an issue arise concerning design, size, quantity or location of proposed SIGNAGE which is not covered by these criteria, or should there be ambiguity in the criteria, OWNERS may seek clarification from the COMMITTEE by submitting a written request thereto. Within fifteen (15) calendar days of its receipt of a request for clarification, the COMMITTEE shall provide a written response to the party seeking clarification.

Requests for clarification shall be taken under consideration by the COMMITTEE. In so doing, the COMMITTEE may elect to be assisted by an advisor of its choosing to evaluate proposed sign designs.

D. Appeals

OWNERS may appeal the COMMITTEE's decisions under Section 4.4.1, et.seq., of the BYLAWS.

E. General Requirements

OWNERS shall be bound by and will comply with all of the general requirements and rules stated hereafter.

1. Unless otherwise stated, the area of all SIGNAGE shall be calculated by the smallest rectangle surrounding all text, symbols and graphics ("SIGN AREA").
2. OWNERS shall locate all SIGNAGE per the design criteria. OWNERS shall verify all SIGN location(s) and size(s) with the COMMITTEE prior to commencing fabrication and installation.
3. The COMMITTEE reserves the right to restrict (i) the total number of SIGNS and (ii) the maximum SIGN AREA allowed for any SIGN to less than the maximum SIGN AREA permitted herein.
4. OWNERS and tenants shall obtain all necessary permits, prior to constructing or placing SIGNS on a LOT.
5. OWNER shall pay for all electrical service to tenant SIGN(s)
6. Exposed backs of all SIGNS visible to the public shall be suitably detailed, fabricated, finished and maintained.

7. OWNERS shall maintain their SIGNING in good working condition and appearance, including display surface and support structure. Scheduled maintenance shall include service, repair and cleaning as required.
8. OWNERS shall commence repair services within two (2) days of any malfunction, vandalism or breakage. Unsafe conditions resulting from damage shall be attended to immediately. Repair efforts will be completed as quickly as possible and no more than fifteen (15) calendar days after the commencement of such work.
9. OWNERS shall remove all building SIGNS within ten (10) days of the close of a business.
10. Upon removal of a SIGN, OWNERS shall repair building wall surfaces to which any SIGN(s) has been attached. Such surfaces shall be patched, textured, sealed and painted at the OWNER's expense, to match original (move-in) condition. Repair/restoration efforts will commence within two (2) calendar days of the removal of a SIGN, and such work will be completed within fifteen (15) calendar days of commencement.
11. The ASSOCIATION may, but will not be required to, undertake and/or, contract for any SIGN-related repairs at an OWNER's expense if any repair work required herein has not been completed by the OWNER by the applicable deadline. The ASSOCIATION will provide fifteen (15) calendar days prior written notice before commencing repair work. If the OWNER begins the necessary work within the fifteen (15) day period and diligently pursues such repairs, the ASSOCIATION will not undertake such work.
12. OWNERS shall provide for repellent devices as required to prevent birds from roosting or nesting on or within SIGN elements. All such devices shall be inconspicuous.
13. Each OWNER shall be responsible for ensuring that all SIGNING located on their respective LOTS is in compliance with the guidelines stated herein.
14. Building wall and fascia SIGNS shall be custom-fabricated cabinets or individual letters of industry-standard durable materiel and finish.
15. OWNER SIGNING may be internally or externally-illuminated.
16. External illumination shall be with architectural lighting fixtures designed and approved for exterior use. Location and design of fixtures shall be subject to COMMITTEE approval.

17. Externally-illuminated monument SIGNS shall be lit with direct-burial lighting fixtures. Exposed flood lamps are not acceptable.
18. Internally-illuminated channel letters shall be constructed with translucent acrylic faces fastened with trim cap in an approved manner. Plastic joint seams shall be of electric weld only. Internal illumination shall be neon, cold cathode or fluorescent lamps installed and labeled in accordance with the "National Board of Fire Underwriters Specifications". Illuminated SIGNS or lighting devices shall provide illumination of constant intensity.
19. The COMMITTEE shall have approval authority over all SIGN elements.
20. Color schemes for SIGNS shall be consistent with and shall complement other SIGNS, graphics and building color schemes in the vicinity to achieve an overall sense of PROJECT identity and compatibility.
21. Side returns of channel letters shall be finished to match the color of the letter faces.
22. Channel letter trim cap color shall match the color of acrylic faces and/or painted side returns of letters. Contrasting color or metallic gold, brass or silver trim cap is not allowed.
23. Building style and SIGN design shall be consistent. SIGNAGE shall complement the exterior treatment, scale, and materials of the building and the LOT involved.
24. Temporary window SIGNS for special or seasonal sales shall be subject to COMMITTEE approval. All such SIGNS shall be professionally prepared.
25. Wall SIGNS shall be restricted to the maximum SIGN AREA allowed for a building or storefront elevation. Only one (1) line of copy shall be permitted unless otherwise approved by the COMMITTEE.
26. Typography on all PROJECT SIGNS, including OWNER directional information, shall be restricted to approved PROJECT typestyle.
27. All SIGNING shall be free of exposed bracing, angle iron, guy wires, cables and or similar devices unless approved by the COMMITTEE.
28. The overall height of all free-standing SIGNING shall be measured from the highest point of the display area (text and graphics) exclusive of any part or element of the SIGN not included in the area calculations.

F. Electrical SIGN Requirements

OWNERS shall provide professionally-designed and engineered SIGN components that meet and/or exceed current local uniform building and electrical codes and/or Underwriters Laboratories, (U.L.) standards and requirements for the fabrication and installation of electrical SIGNING while also providing the following:

1. Electrical SIGNING shall bear code-required SIGN fabricator identification and U.L. approved labels in locations inconspicuous to the public view.
2. Electrical connections to freestanding ground SIGNS with internal or external illumination shall be through footings concealed from public view. Junction boxes shall be weather-proof and held flush with the finished grade if required to be separate from the SIGN structure.
3. Exposed electrical raceways, conduits, conductors and/or transformers mounted to building walls, visible to public view, are not allowed.
4. All SIGNS, channel letters included, shall have service access to neon, transformers and wiring.
5. Penetrations through building walls required for SIGNING installation shall be sealed for watertight condition with silicone sealant.
6. OWNER shall provide wired connections from OWNER or tenant SIGN(s) to a house timer terminating at the OWNER's electrical panel. OWNER shall retain control of the timing of OWNER or tenant SIGNS for hours of operation.
7. OWNER shall verify with OWNER's SIGN contractor the electrical service requirements and conduit, conductor and transformer locations prior to fabrication and installation.

G. Prohibited SIGNS

The following SIGNAGE will be prohibited unless a variance is obtained from the COMMITTEE:

1. Any SIGNING located on vacant or unoccupied property that was erected for a business which no longer exists.
2. Any SIGNING which pertains to a time, event or purpose which has passed or been completed.

3. SIGNING which constitutes a potential traffic hazard or which simulate or imitate in size, color, lettering or design any traffic sign or signal.
4. Any temporary SIGNING which may be located on public property (streets, medians, sidewalks, traffic control sign posts, utility poles, trees, etc.).
5. SIGNS that include moving, swinging, rotating, flashing, animated or audible components.
6. Any SIGNING installed for the purpose of advertising a project, development, event, person or subject not related to the premises upon which the SIGN is located.
7. SIGNING on or affixed to trucks, automobiles, trailers, or other vehicles which advertise, identify, or provide direction to a use or activity not related to the lawful making of sales or delivery of services from such vehicles.
8. SIGNING of any kind not permanently installed, anchored, attached or secured to the ground or to a STRUCTURE on the LOT it occupies.
9. SIGNING located on the roof or projecting above the parapet wall of a building or building element to which the SIGN is attached, adjacent parapet walls notwithstanding.
10. Neon SIGNS displayed on the exterior of a STRUCTURE or intended for view from the exterior of a STRUCTURE.
11. Temporary event banners that are rope tethered to building elevations.
12. Advertising SIGNS consisting of inflatable balloons, and billboards.

Where no variance is granted, the ASSOCIATION may issue a written Notice of Violation to the offending party upon the ASSOCIATION's discovery of SIGNING that is prohibited and/or that violates the standards contained herein. If the prohibited SIGNING is not removed or brought into conformance with these GUIDELINES within fifteen (15) calendar days of the violating OWNER's receipt of the Notice of Violation, the ASSOCIATION may remove the prohibited SIGNING at the offending OWNER's expense.

H. Construction Notes

Each OWNER will be fully responsible for operations of his SIGN contractor and shall immediately repair damage to any LOT or STRUCTURE owned by another party which occurs during installation, maintenance, repair, or removal of an OWNER's SIGNS.

I. Inspection

The COMMITTEE may, but shall not be obligated to inspect the installation of all OWNER SIGNS.

J. Submittal and Approval Procedures

OWNERS and occupants are required to submit PLANS for all proposed SIGNING for review and approval by the COMMITTEE and by the CITY prior to fabrication and installation of any SIGNING. No PERSON will install SIGNS prior to obtaining authorization from the COMMITTEE and the CITY. OWNERS and occupants seeking approval of proposed SIGNING shall submit to the COMMITTEE and to the CITY SIGNING PLANS in the manner outlined below.

Submittals shall include detailed drawings of proposed SIGNING, drawn to scale, on scaled architectural elevations. Three (3) color illustrations of each SIGN should be included with each submittal.

Submittals will include engineering calculations for free-standing SIGNS and as required for structural SIGN attachments to buildings, electrical and structural details with dimensions and notations describing material, color, finish and weather-proofing at building penetrations.

Submittal may be on 8-1/2" by 11" (letter size), 11' by 17" (tabloid size) sheets, on standard architectural design or shop drawing sheet formats. Any submittal not conforming to these requirements will be returned unreviewed.

Submittal #1: For COMMITTEE review and approval, submit design or shop drawings of proposed SIGN(s) as described above, to the COMMITTEE. For final approval (if required), submit same as above with modifications and changes requested by the COMMITTEE.

Submit to: Palm Bluffs Corporate Center Architectural Review Committee
Attn: Janet Vilhauer
685 W. Alluvial #101
Fresno, California 93711
Telephone: 559-446-1100
Fax: 559-446-1025

Submittal #2: For CITY approval, submit shop drawings approved by the COMMITTEE, to the CITY Development Department.

Submit to: CITY OF FRESNO:
City of Fresno Development Department
Planning Division/Director
2600 Fresno Street
Fresno, California 93720
Telephone: 559-498-1698
Fax: 559-488-1020

K. SIGNAGE Categories

The Planned SIGN Program is defined by the SIGN categories listed below relative to the type of LOT development. With exception to the PROJECT SIGNS, all SIGN categories shall be subject to COMMITTEE review and approval. All SIGNS within PROJECT boundaries are subject to CITY review and approval.

II. PROJECT SIGNS

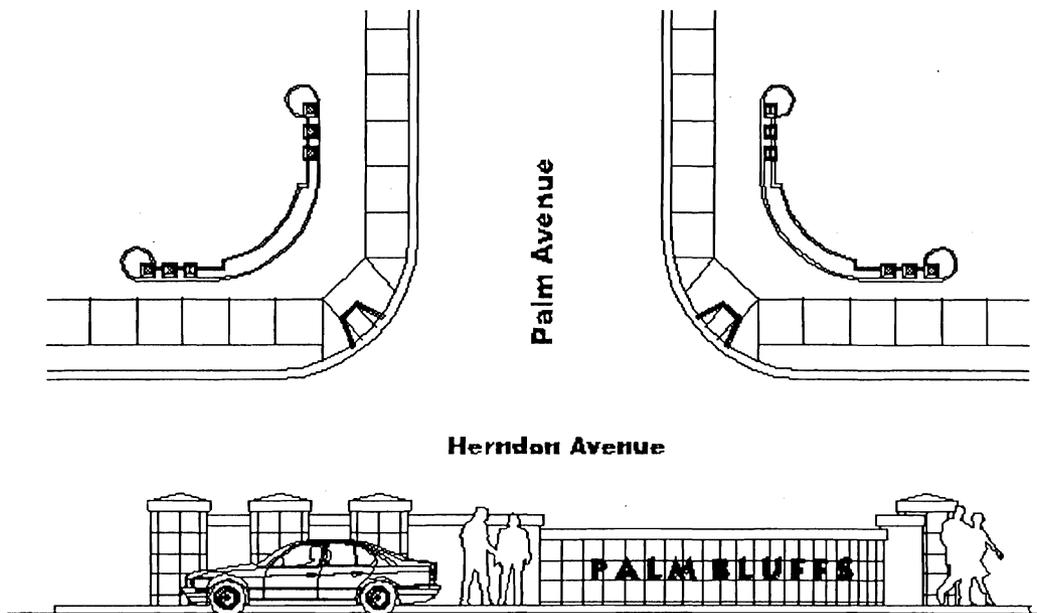
A. PROJECT, Primary and Secondary Identification SIGNS

Two (2) Primary PROJECT Identification SIGNS may be provided, flanking the primary PROJECT entrance from West Herndon Avenue to North Palm Avenue as indicated by the delta icon shown on the subdivision map contained at the beginning of these DESIGN GUIDELINES. Secondary Identification SIGNS may be provided at other project entrances, such as North Ingram and West Locust Avenues, North Ingram and West Alluvial Avenues, and North Palm and West Nees Avenues.

The purpose of these SIGNS is to identify the PROJECT and promote interest in the development while establishing a formal gateway. Such SIGNING shall be expressed as a logo and/or typographic treatment, incorporated into a LANDSCAPE retaining wall. SIGN copy may be limited to identification of PALM BLUFFS CORPORATE CENTER.

Such SIGNING shall be controlled by the ASSOCIATION and shall include no OWNER identification unless otherwise approved by the COMMITTEE and the CITY.

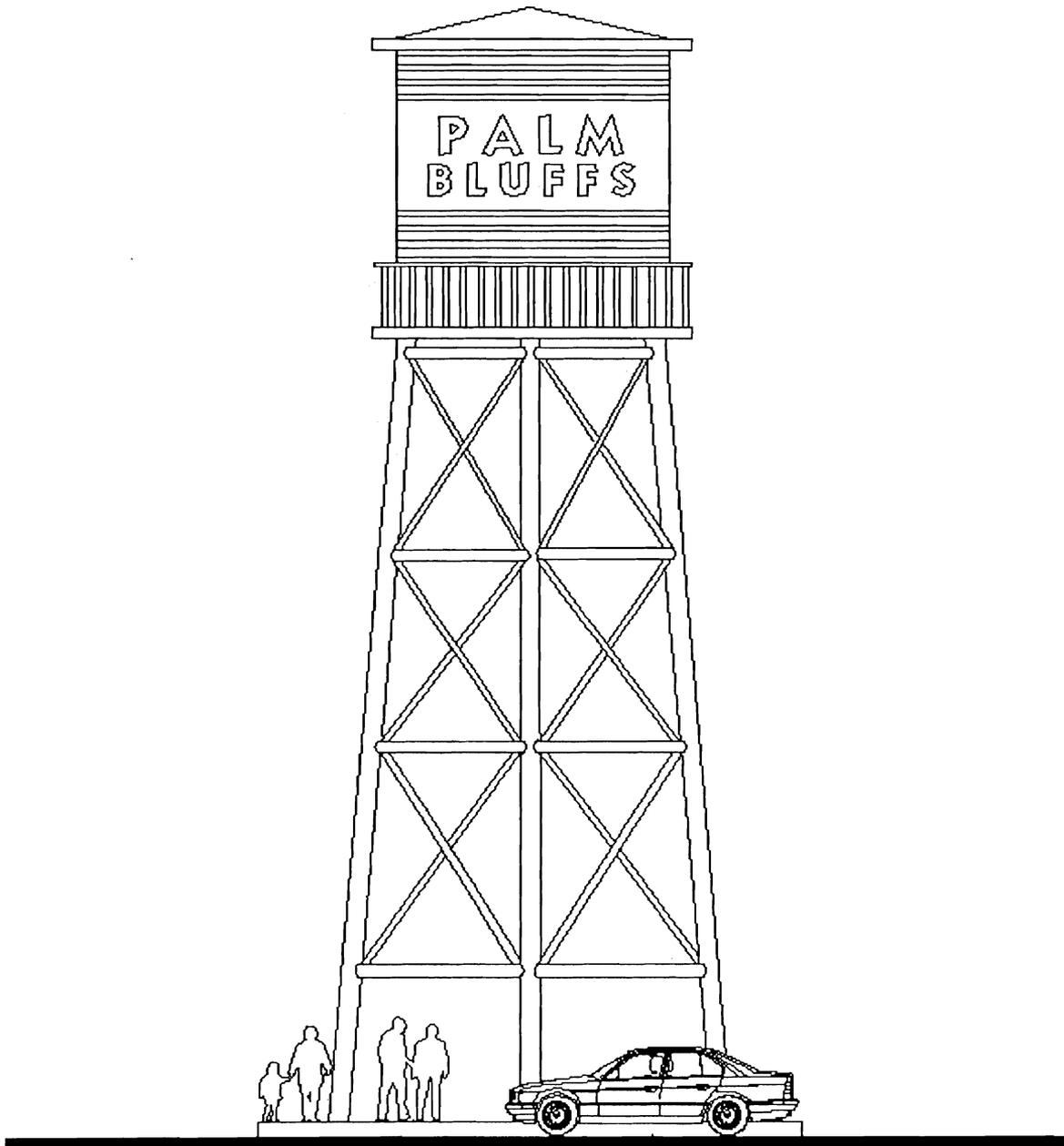
1. Maximum SIGN AREA of the logotype shall be limited to 20% of the overall LANDSCAPE wall area and the SIGN shall not project above or beyond the wall in any direction.
2. The SIGNING shall be set-back from the property line in a manner that is consistent with CITY standards and the documents governing the PROJECT.
3. The SIGN may be cast in place concrete, precast concrete, masonry with permanently mounted custom-fabricated metal letters or be of custom-fabricated aluminum.



B. PROJECT, Theme Tower

The existing free-standing water tower located within the PROJECT may be modified and/or enhanced with a theme-designed paint scheme and neon or other lighting treatments to serve as a landmark identification feature.

Such treatments shall be implemented with aesthetic sensitivity to assure minimal impact upon surrounding environments while at the same time enhancing the visual appeal of the tower structure. Only PROJECT logo and PROJECT name will be permitted.

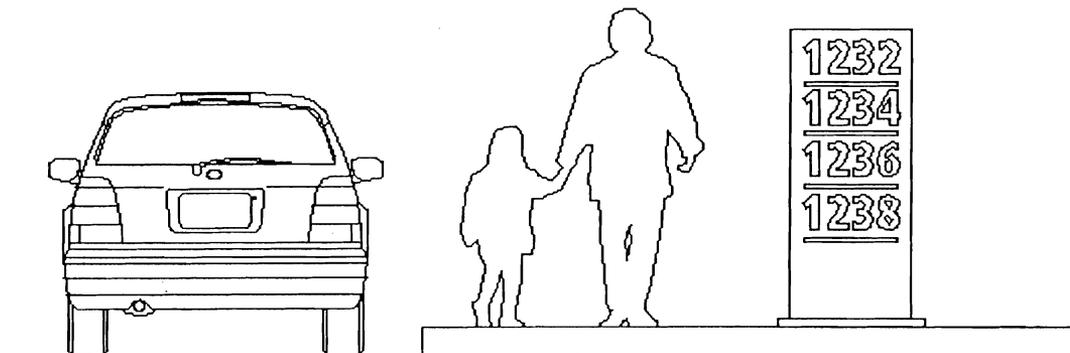


III. General Office, Office Park, Business Park, Light Industrial, Neighborhood Industrial (GO/OP/BP/LI/NI)

A. GO/OP/BP/LI/NI LOT, Address Identification Monument SIGNS

Free standing monument SIGNS may provide street addressing information for General Office, Office Park, Business Park, Light Industrial, and Neighborhood Industrial LOTS where a single building or a group of buildings may be sited on a LOT. Such SIGNING shall be located at the primary driveway entrance providing access to the LOT from the street. One (1) address identification monument SIGN shall be permitted for each LOT.

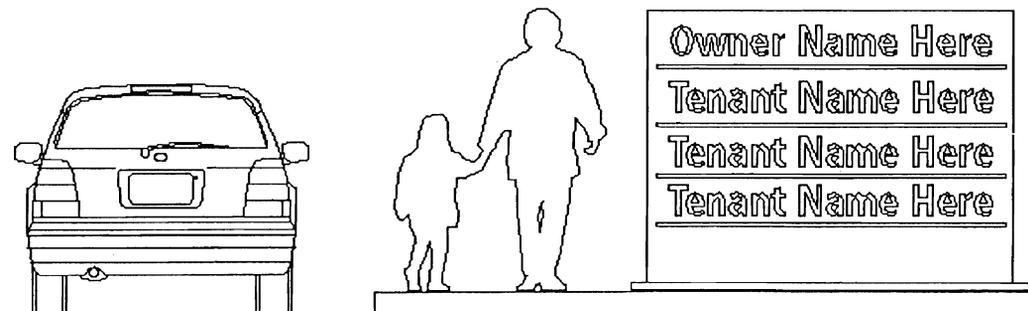
1. Such SIGNING shall be double-faced and located perpendicular to the path of public vehicular travel and be set back from the property line in a manner consistent with then-current CITY standards.
2. Information shall be limited to identification of the street address or addresses accessed from the entry drive.
3. Maximum SIGN AREA shall be limited to ten (10) square feet per SIGN face and the SIGN shall not exceed an overall height of five feet (5'-0"). In no event will the total SIGN area exceed then-current CITY standards.
4. Such SIGNING shall be custom-fabricated aluminum, precast concrete, cast-in-place concrete, or compatible material used in the construction of the building.
5. Such SIGNING may be either internally-illuminated, externally-illuminated or non-illuminated.



B. GO/OP/BP/LI/NI LOT, OWNER or TENANT Identity Monument SIGNS

Free-standing monument SIGNS may be provided at the primary LOT entrance, in lieu of Address Identification SIGNS, for the purpose of providing identification of the OWNER and or primary tenants.

1. Such SIGNING shall be double-faced and located perpendicular to the path of public vehicular travel and be set back from the property line in a manner consistent with then-current CITY standards.
2. Information shall be limited to identification of the primary tenants accessed from the entry drive.
3. Maximum SIGN AREA shall be limited to thirty-two (32) square feet per SIGN face and the SIGN shall not exceed an overall height of five feet (5'-0"). In no case shall the total SIGN AREA exceed then-current CITY standards.
4. Such SIGNING shall be of custom-fabricated aluminum, precast concrete or cast-in-place concrete.
5. Such SIGNING may be either internally-illuminated, externally-illuminated or non-illuminated.

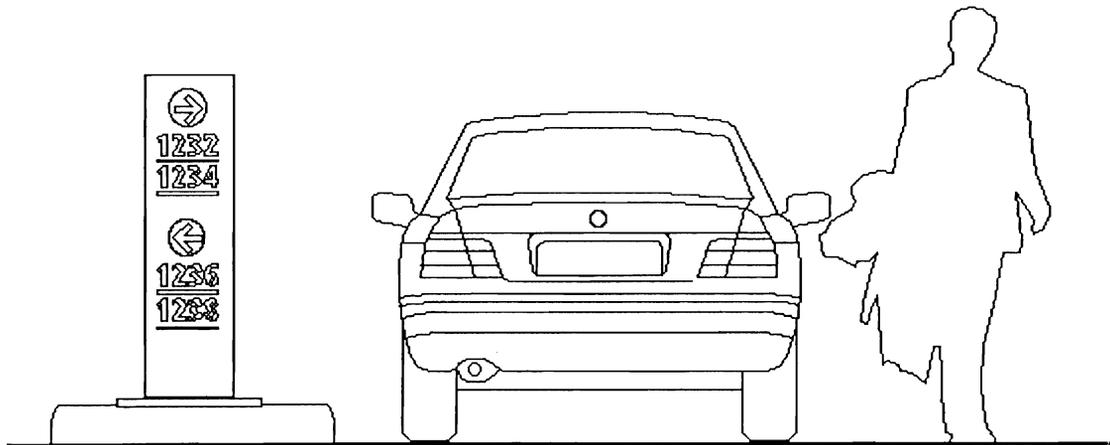


C. GO/OP/BP/LI/NI LOT, Vehicular Directional Bollard or Pole SIGNS

Free-standing, vehicular directional SIGNS may be provided at on-site locations that are key decision points in directing on-site vehicular circulation. Such SIGNS shall provide directional information, such as building addresses and/or other information pertinent to SITE operations and planning.

The ASSOCIATION may modify such SIGNS when the ASSOCIATION deems modifications to be necessary and appropriate.

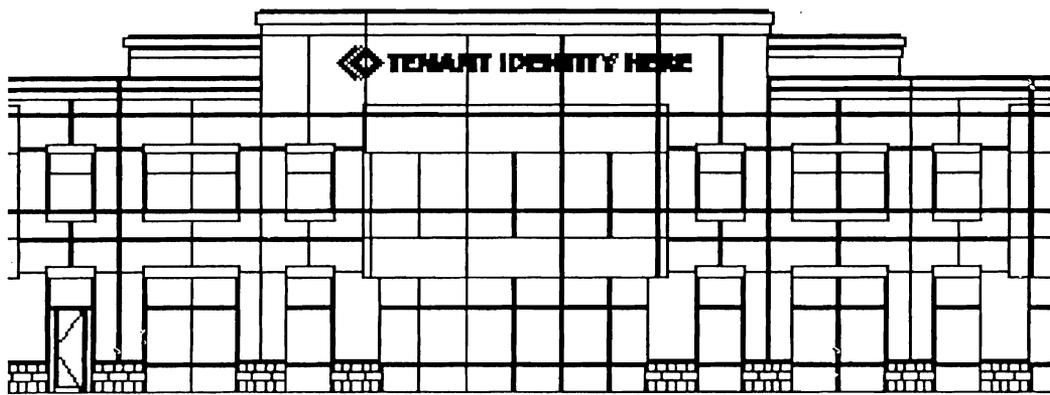
1. Maximum SIGN AREA shall be limited to six (6) square feet per SIGN face and the SIGN shall not exceed an overall height of five feet (5'-0") unless otherwise approved by the CITY and the COMMITTEE. In no case, shall the total SIGN area exceed then-current CITY standards.
2. SIGNING may be double-faced wherever practical and may be either internally-illuminated, externally-illuminated, or non-illuminated.
4. Such SIGNING shall be of custom-fabricated aluminum, precast concrete or cast-in-place concrete.



**D. GO/OP/BP/LI/NI LOT, OWNER or Primary Tenant Identity
Wall SIGNS**

The COMMITTEE may permit building wall SIGNS on building parapet walls to identify the LOT OWNER or primary tenant names with the corporate signature (logotype and/or symbol or trademark) of the occupant company, subject to the provisions below.

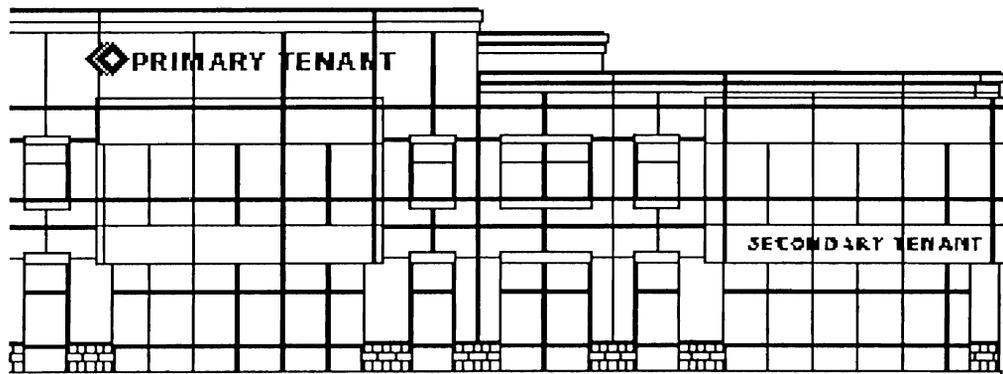
1. SIGNS may be composed of individual custom-fabricated reverse pan channel letters with back-lit illumination or custom-fabricated, internally-illuminated SIGN cabinets.
2. Internally-illuminated SIGN cans with continuous plastic faces will NOT be allowed. Only laser cut or routed copy faces with pushed-through acrylic letters projecting above or flush with the cabinet face will be allowed for internally-illuminated SIGNS.
3. Exposed electrical raceway cans supporting internally-illuminated channel letters will NOT be allowed. All transformers and wiring shall be remote, concealed from public view.
4. Maximum SIGN AREA shall be limited to an area equivalent to ten percent (10%) of the elevation to which the SIGN is attached. In no case shall the total SIGN AREA exceed then-current CITY standards.



E. GO/OP/BP/LI/NI LOT, Secondary Tenant Identity, Wall SIGNS

The COMMITTEE shall permit eyebrow SIGNS on building wall surfaces separating the ground floor from the second floor of any building including two (2) or more floors. Such SIGNING shall identify secondary tenant name(s) with the corporate signature (logotype and/or symbol or trademark) of the occupant, subject to the provisions below.

1. SIGNS may be composed of individual custom-fabricated reverse pan channel letters with back-lit illumination or custom-fabricated, internally-illuminated SIGN cabinets.
2. Internally-illuminated SIGN cans with continuous plastic faces will NOT be allowed. Only laser cut or routed copy faces with pushed through acrylic letters projecting above or flush with the cabinet face will be allowed for internally-illuminated SIGNS.
3. Exposed raceway cans supporting internally-illuminated channel letters will NOT be allowed. All transformers and wiring shall be remote, concealed from public view.
4. Maximum SIGN area shall be limited to an area no greater than one-half (1/2) the height and one-third (1/3) of the length of the wall surface to which a SIGN is applied. In no case shall the total SIGN area exceed then-current CITY standards.

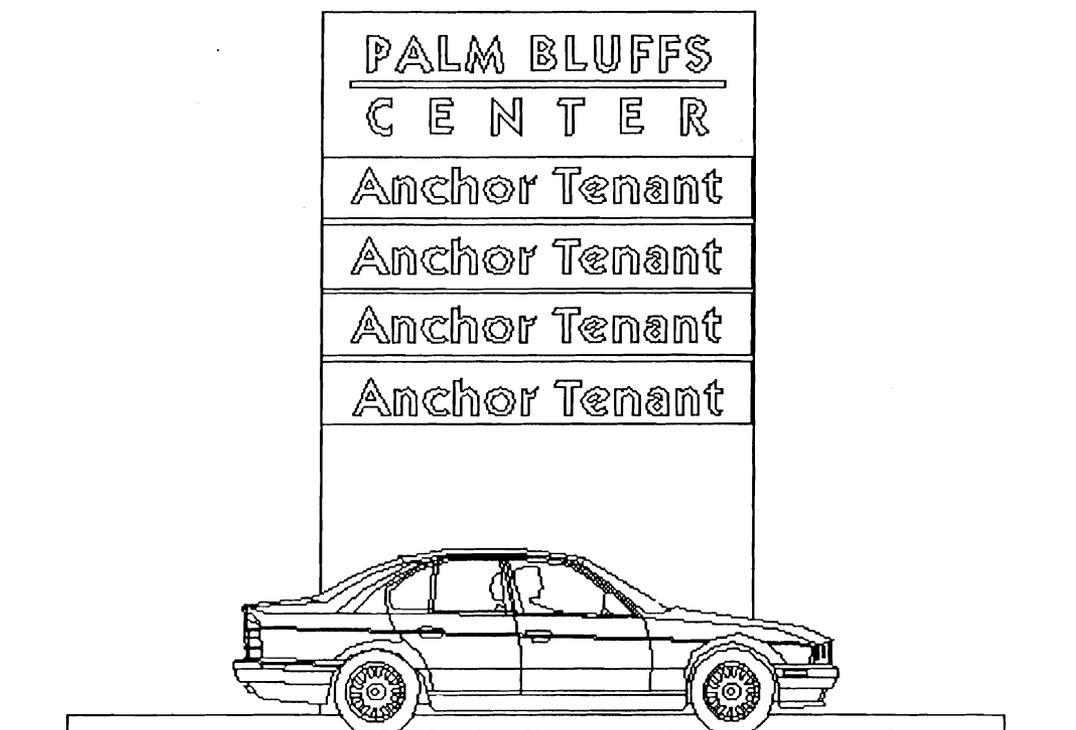


IV. GC, General Commercial

A. GC LOT, Retail Tenant Identification, Pylon SIGNS

One (1) free-standing, tenant identification, pylon SIGN may be provided for each General Commercial LOT having six-hundred (600) linear feet or more of street frontage. Such SIGNING shall be permitted for the purpose of identifying the anchor retail tenants occupying the retail center.

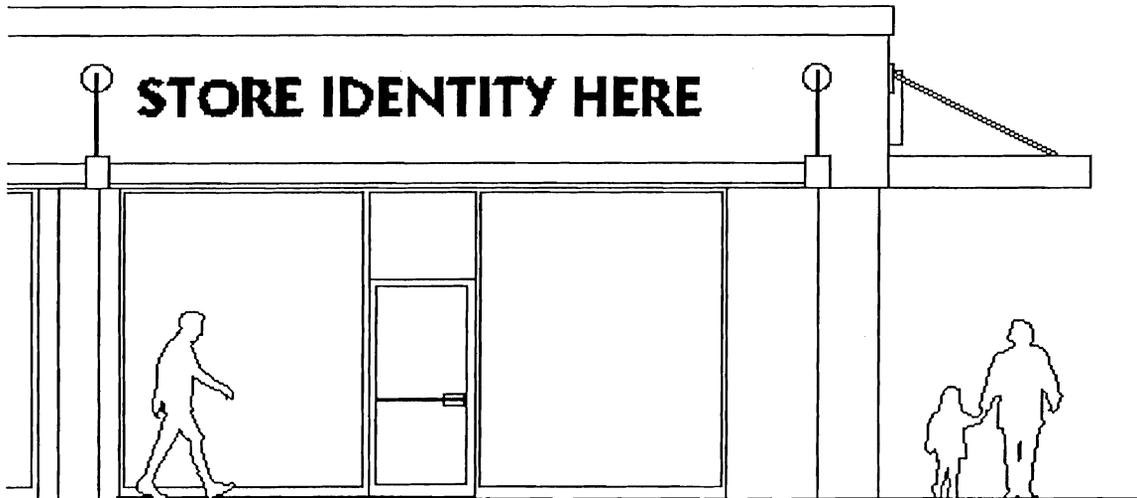
1. Pylon SIGNING shall be double-faced and located perpendicular to the path of vehicular travel in the public right of way and be set back from the property line in a manner consistent with then-current CITY standards.
2. Information shall be limited to identification of the retail center and its anchor tenants.
3. The maximum SIGN AREA shall not exceed eighty (80) square feet per SIGN face (copy area) and the SIGN shall not exceed an overall height of twenty (20) feet. In no case shall the total SIGN area exceed then-current City standards.
4. Such SIGNING may be of custom fabricated aluminum with internal illumination and neon copy treatments .



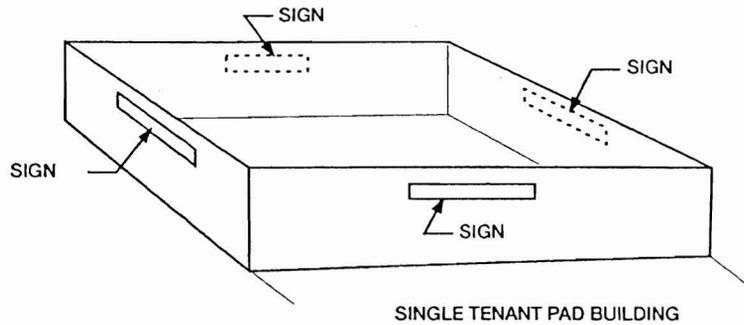
B. GC LOT, Retail Tenant Identity, Wall SIGNS

The COMMITTEE may permit wall SIGNS on General Commercial buildings to identify retail tenants with the corporate signature (logotype and symbol or trademark) of the business within. Generally, corporate SIGNING design standards which have been implemented at other store locations as part of a corporate identity campaign may be acceptable if the following conditions are satisfied.

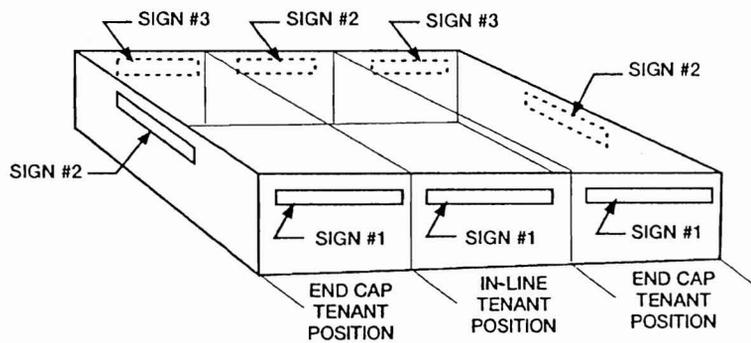
1. SIGNING may be (i) individual, custom fabricated, internally-illuminated, pan channel letters with translucent faces (ii) reverse pan channel letters with back-lit (halo) illumination, or (iii) custom-fabricated SIGN internally-illuminated cabinets with laser cut graphics and pushed through translucent acrylic copy treatments.
2. Maximum SIGN AREA shall be limited to an area equivalent to ten percent (10%) of the building elevation to which the SIGN is attached. In no case, shall the total SIGN area exceed then-current CITY standards.



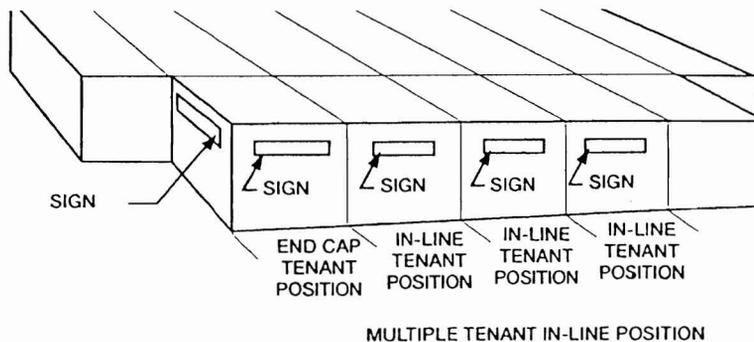
3. Free-Standing Pad Buildings occupied by a single tenant may have one(1) building wall SIGN per elevation with a maximum of four (4) SIGNS. Refer to typical Single Tenant, Pad Building exhibit below.



4. Multiple Tenants in Free-Standing Pad Buildings may have up to three (3) wall SIGNS. One (1) wall SIGN is permitted on each elevation of tenant-occupied space. Parties occupying end cap positions may have up to three (3) wall SIGNS. Parties occupying in-line positions may be allowed up to two (2) wall SIGNS.



5. Multiple Tenants on In-Line Positions shall be permitted to have one (1) wall SIGN facing the public right of way and/or parking lot. Parties occupying end cap positions may have one (1) additional wall SIGN located on a return wall. In no case may an end cap position tenant have more than one (1) wall SIGN having the same exposure.

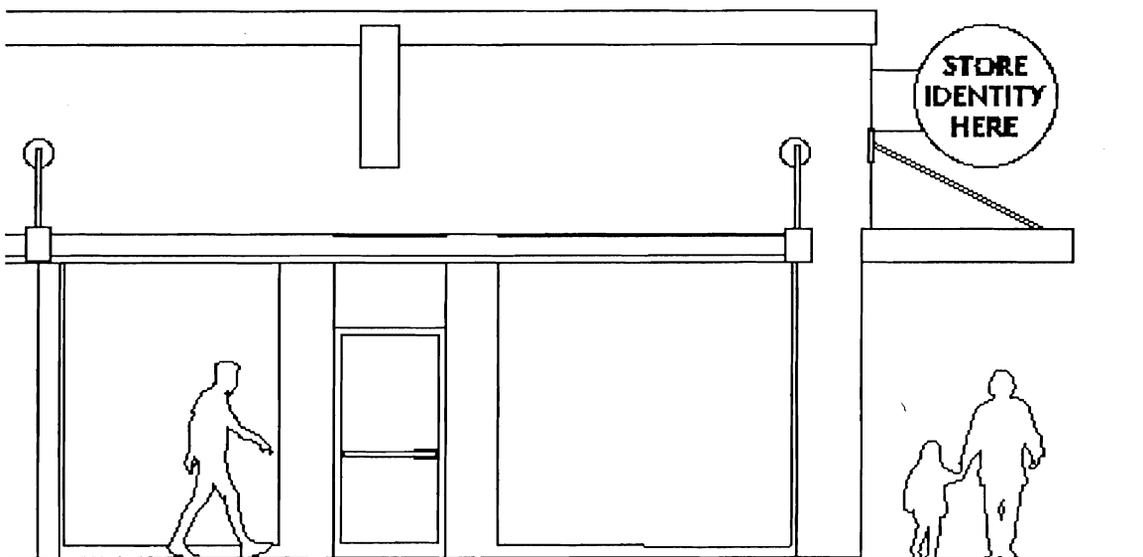


C. GC LOT, Tenant Identity, Above-Canopy Flag SIGNS

Above-canopy flag SIGNS may be permitted for occupant identity with the corporate signature (logotype and or symbol), trade mark, or name of the business, subject to the provisions below.

SIGNS shall be custom-fabricated, double-face, internally or externally illuminated SIGN cabinets with laser cut or individual letter copy treatments. Letters may have painted, gold-leafed or faux-finish. Letters may be open channel with exposed neon treatment or reverse channel with concealed halo illumination. Overall SIGN illumination may be achieved with external architectural flood fixtures or with exposed neon accents.

Maximum SIGN AREA, including both faces shall be limited to five percent (5%) of the total overall area of the storefront elevation to which the SIGN is attached. In no case, shall the total SIGN area exceed then-current CITY standards.



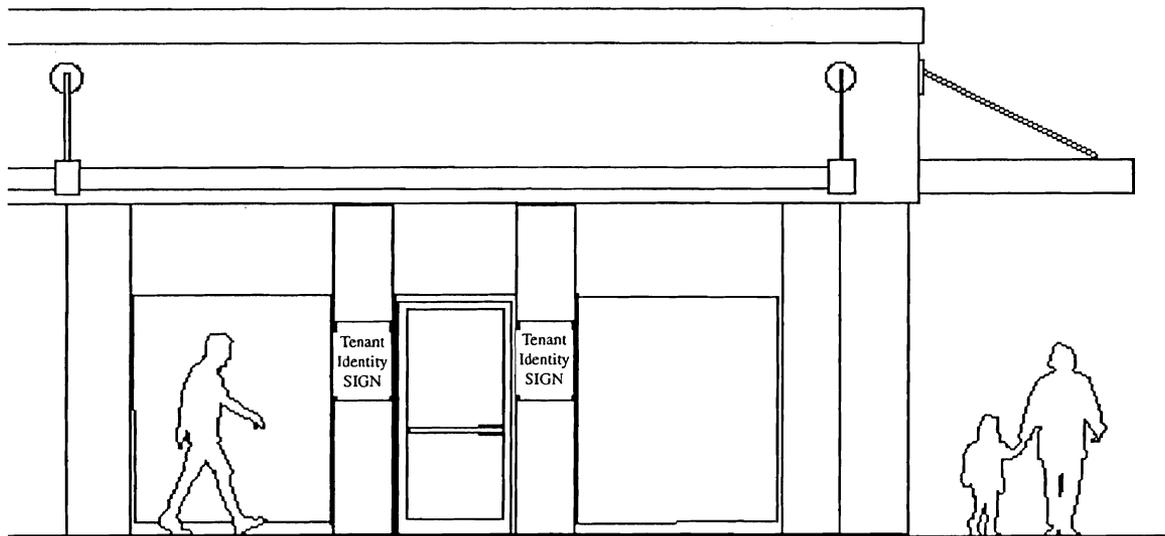
D. GC LOT, Tenant Identity, Under-Canopy Wall SIGNs

Under-canopy wall SIGNs may be permitted for tenant identification of storefronts along canopy-protected pedestrian pathways. These SIGNs shall identify store front to customers where an overhead canopy may restrict exposure of store front wall SIGNs above.

Such SIGNs may include individual laser cut letters, custom-fabricated internally-illuminated SIGN cabinets with laser cut copy treatments or externally-illuminated, custom-fabricated panels. Individual letters may have brushed, polished, painted, gold-leafed or faux-finish.

Such SIGNs may be located on pilaster wall surfaces adjacent to storefront entrances. Consideration should be given to providing Tactile and Braille messaging in some form as a component of this SIGN to satisfactorily meet Americans with Disabilities Act (ADA) requirements for identification SIGNs.

Maximum SIGN AREA shall be limited to four (4) square feet.



E. GC LOT, Tenant Identity, Under-Canopy Flag or Hanging SIGNS

Under-canopy SIGNS may be permitted for identification of store fronts along canopy-protected pedestrian pathways. These SIGNS shall identify store fronts to customers where overhead canopies may restrict exposure of wall SIGNS mounted above. Such SIGNS may be located on header walls beneath canopies above storefront glazing or on wall surfaces at storefront entrances and shall not interfere with flow of pedestrian traffic.

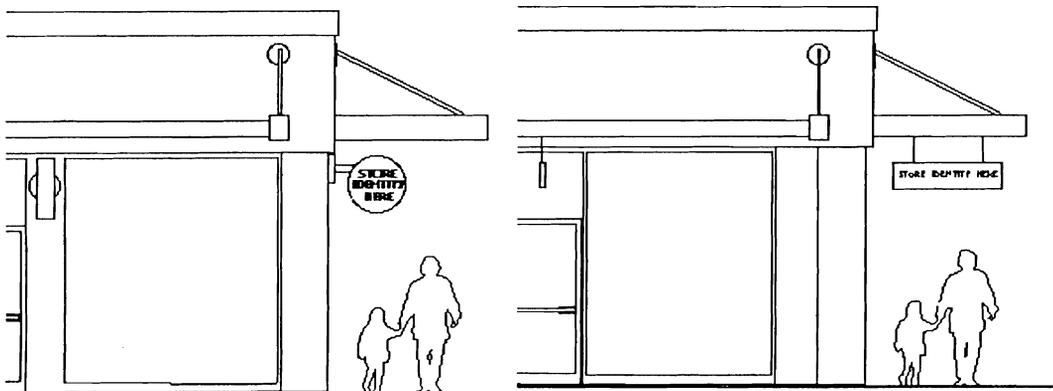
SIGN graphics shall be limited to occupant names and nature of business conducted within the premises. Creative design is encouraged to achieve an interesting and pedestrian-friendly village atmosphere. SIGNS may be electrified for internal or external-illumination. Exposed flood lamping will not be allowed.

Traditional or contemporary metal-work treatments are encouraged for SIGN support brackets. Mounting brackets shall be judged on a case-by-case basis. Design of such bracketing shall complement the design of the accompanying SIGN panel and will be submitted to the COMMITTEE with engineering calculations by a State-licensed engineer.

1. Maximum SIGN AREA shall be limited to four (4) square feet.
2. Weight of flag SIGNS shall not exceed fifty (50) pounds.
Weight of hanging SIGNS will not exceed thirty (30) pounds.
3. Under-canopy SIGNS shall provide a minimum vertical clearance of at least eight (8) feet.
4. Maximum SIGN AREA shall be measured horizontally and vertically by drawing a rectangle or square around the outside perimeter of the SIGN element or elements including its support structure.

Flag SIGN

Hanging SIGN

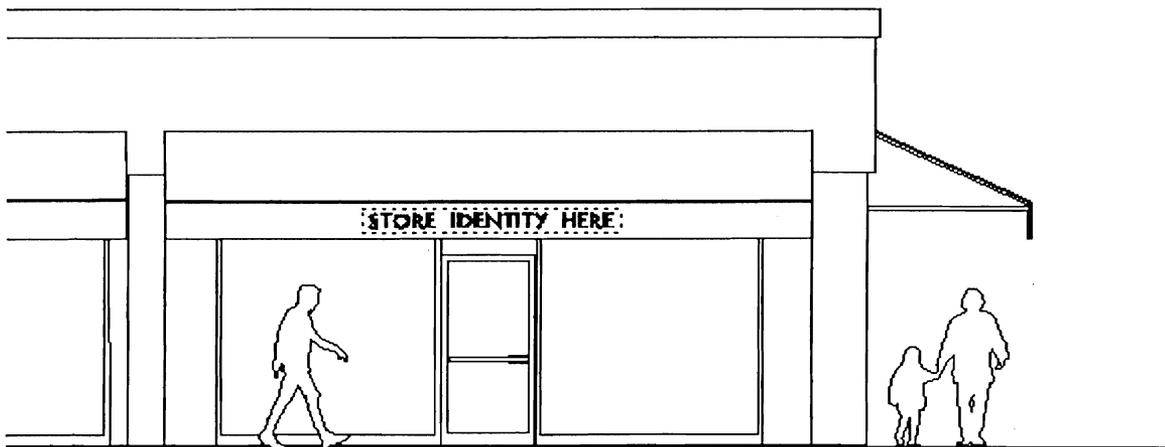


F. GC LOT, Retail Tenant Identity, Awning/Canopy Valance SIGNS

Awning/canopy valance SIGNS may be permitted with one (1) SIGN per valance. Such SIGNS may be painted, placed or installed upon the vertical hanging, skirt (valance) of the awning or canopy and shall not extend beyond, above or below this line.

Awnings shall be fabricated from premium quality awning fabric. No advertising shall be placed on any awning except the name of the business, trademark logo type or the nature of the business being conducted within the premises.

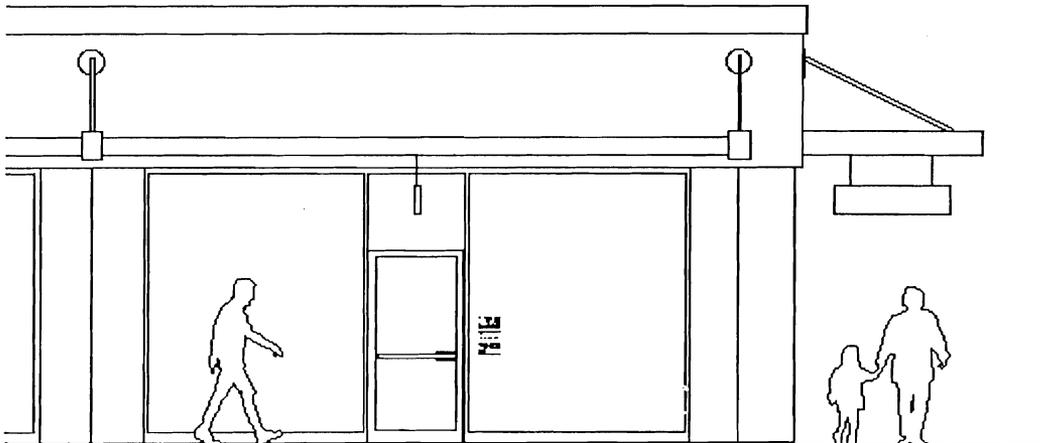
The maximum SIGN area for the awning SIGN shall not exceed four (4) square feet. Letter height of awning SIGN copy shall not exceed six (6) inches or one-half (1/2) the overall height of the valance, whichever is less.



G. GC LOT, Tenant Information, Storefront Window SIGNS

General Commercial LOTs may have SIGNS showing store name and logo, business hours and credit cards accepted. Such SIGNING shall be of whitemachine cut vinyl graphics, or be hand-painted, gold-leafed or surface screen-printed on interior glass surfaces.

Such information should conform to the format shown below. The typographic standard shall be Helvetica Bold Condensed, and the symbols shall be as shown below. Such SIGNING shall be consistently implemented throughout thePROJECT. Non-conforming formats must first be approved by the COMMITTEE.



H. GC LOT, Tenant Information, Service Entrance SIGNS

Service entry doors may have SIGNS showing store name and hours of operation if desired by the tenant. The SIGN shall be of white machine cut vinyl letters, hand-painted, or surface screen-printed on service entry doors or on a glass side light immediately adjacent to the door.

Such information should conform to the format shown below. The typographic standard shall be Helvetica Bold Condensed, and the symbols shall be as shown below. Such SIGNING shall be consistently implemented throughout the PROJECT.

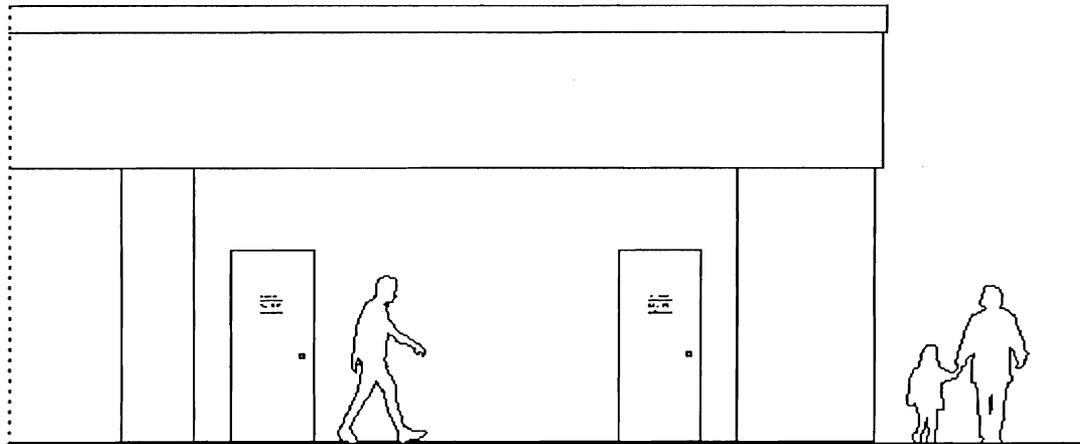
STORE IDENTITY

Hours:

Daily: 10am-11pm

Saturday: 10am-9pm

Sunday: 10am-6pm

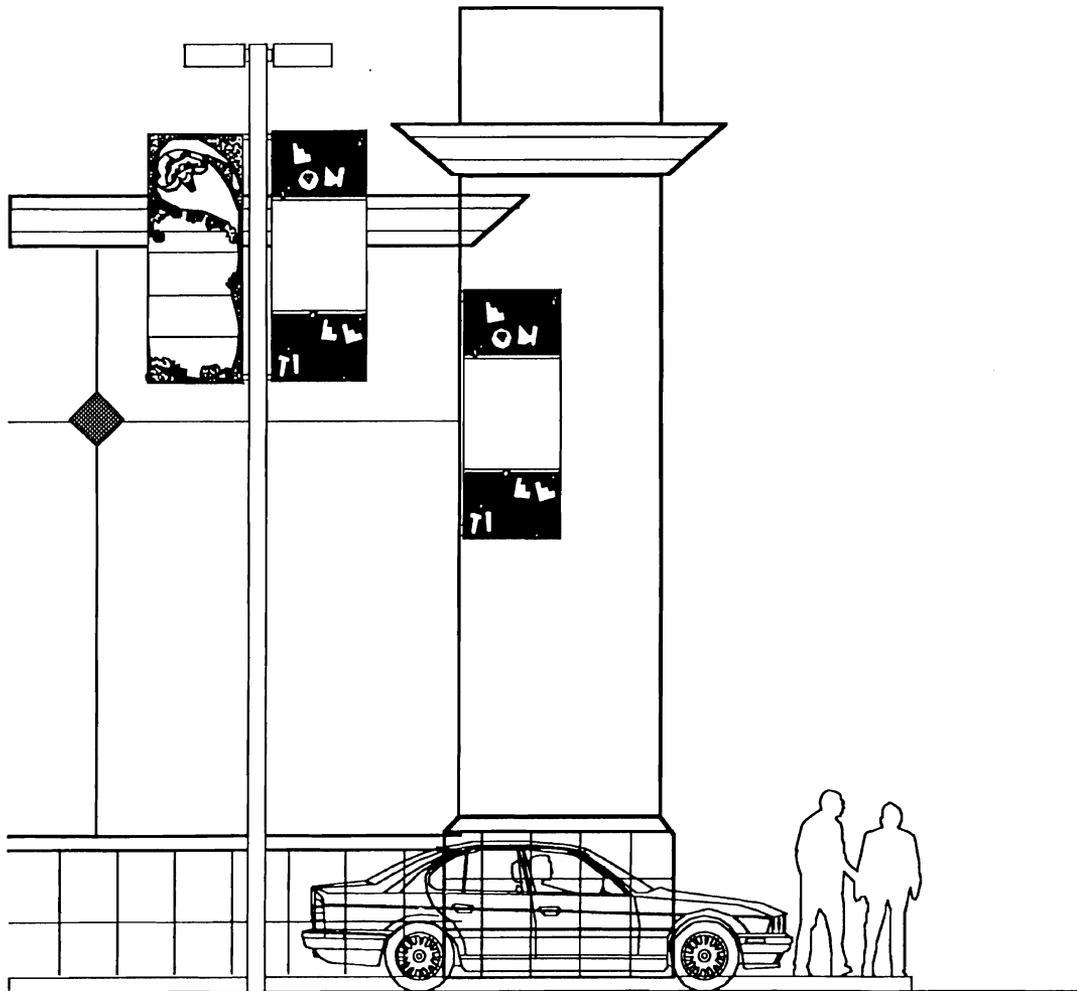


V. Seasonal/Special Events SIGNAGE

A. Special Events/Seasonal Banners

Decorative flags and/or pole banners other than architecturally-related design elements may be installed for a limited duration, not to exceed a period of sixty (60) days unless otherwise approved by the COMMITTEE and by the CITY. Such displays may be used in seasonal celebration. In no case will advertising of any kind be permitted on such decorative flags or banners.

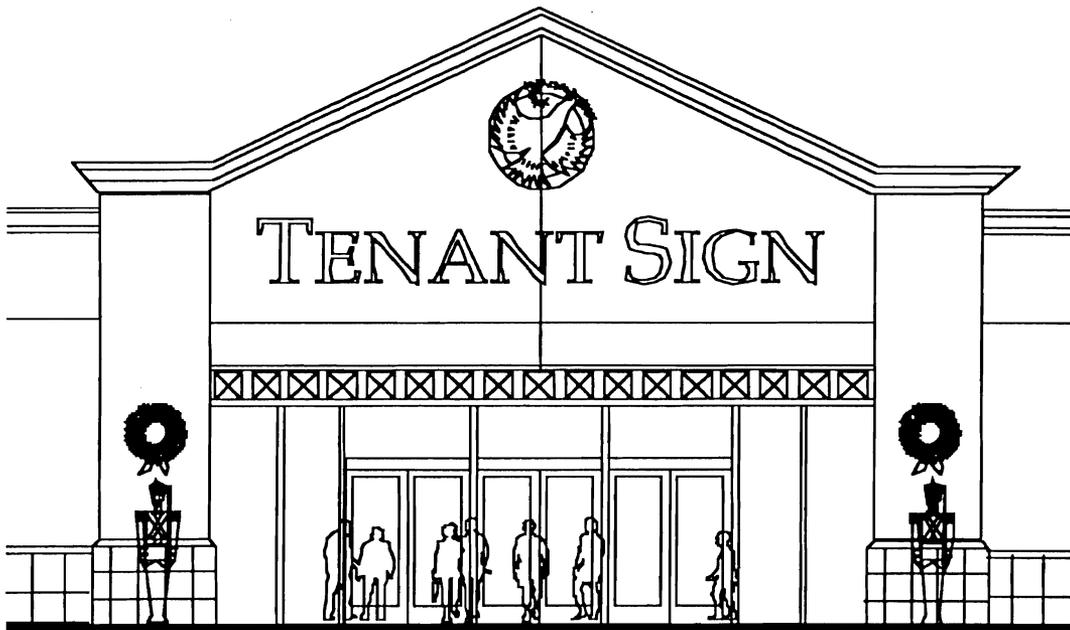
The overall size of each display shall not exceed eighteen (18) square feet in area and may be attached singly or in pairs to light standards or individual poles. Such displays shall be subject to COMMITTEE and CITY review and approval prior to installation.



B. Special Event/Seasonal Ornaments & Displays

Special event and seasonal ornamentation, displays and/or window graphics shall be permitted on a time-limited basis. Such displays must be approved by the COMMITTEE prior to installation.

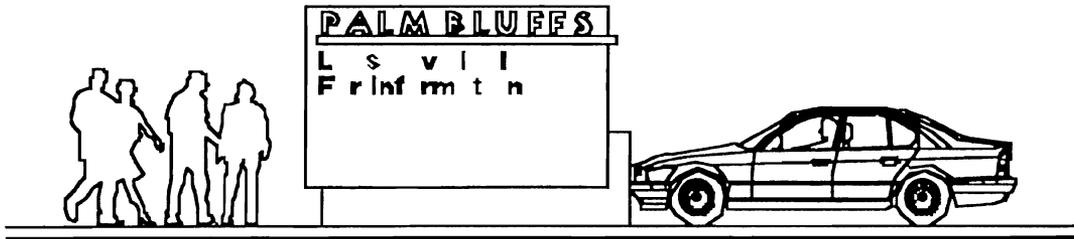
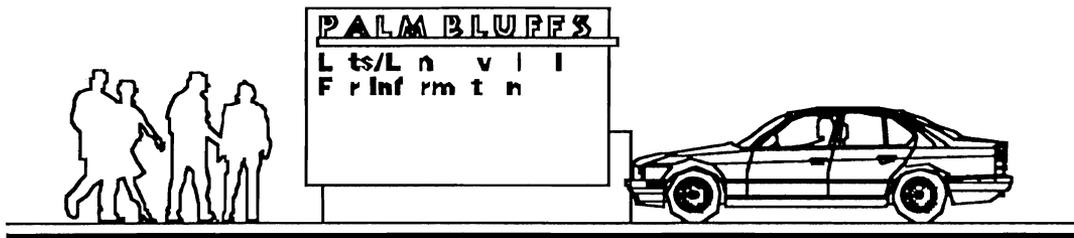
Upon approval by the COMMITTEE such displays may remain in place for no more than sixty (60) calendar days, unless otherwise authorized by the COMMITTEE.



C. Special Event / PROJECT Marketing, Construction and Leasing SIGNS

PROJECT Marketing SIGNS, will be permitted to provide PROJECT recognition for PALM BLUFFS CORPORATE CENTER and for individual LOT projects during the construction, sales and leasing period. Construction and leasing SIGNS, may be permitted to provide information about building and leasing opportunities and opening dates with builder or leasing agent names and telephone numbers.

One (1) SIGN shall be allowed for each street frontage. Overall size of such SIGNING shall not exceed the CITY's then-current SIGN code. Construction with wood and painted graphics is recommended. Placement shall be at the discretion of the COMMITTEE.

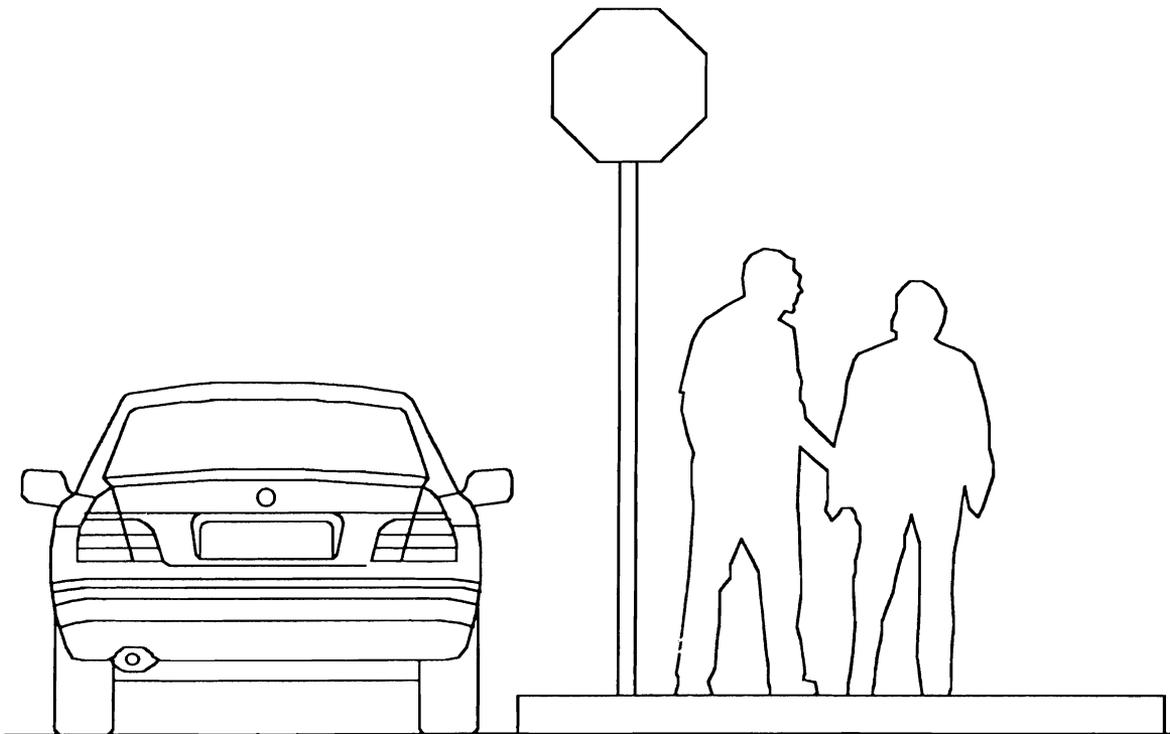


VI. Traffic and Parking Regulatory SIGNS

A. Regulatory/Traffic Control SIGNS

Traffic regulatory SIGNING shall be provided by OWNERS as required to maintain safety and control of on-site vehicular traffic. Such SIGNING shall be used to control speed and traffic flow throughout a LOT and at all LOT access points to public rights of way. Such SIGNS shall follow PROJECT design specifications to assure uniformity in application throughout PALM BLUFFS CORPORATE CENTER. Traffic regulatory SIGNS must satisfy all applicable laws, rules, regulations and ordinances.

Such SIGNING shall be fabricated and installed with materiel, color and product that conforms to all applicable laws, rules, regulations, and ordinances and to a standard design deemed acceptable by the COMMITTEE for use throughout the PROJECT. OWNERS shall ensure that all SIGNING is located properly with regard to all applicable standards and guidelines for traffic control SIGNING. CITY and COMMITTEE approval of traffic regulatory SIGNS will be necessary before such SIGNS are installed. The COMMITTEE's approval of traffic regulatory SIGNS will not equate to a finding that SIGNAGE satisfies all applicable laws, rules, regulations and ordinances of a public entity having jurisdiction over the PROJECT.



B. Regulatory/Parking Restrictions SIGNs

Parking information and restrictions SIGNING shall be provided by OWNERS as required by applicable laws and ordinances and site conditions. In any case, such SIGNING shall conform with established PROJECT designs specifications to assure uniformity in application throughout PALM BLUFFS CORPORATE CENTER and satisfy all applicable laws, rules, regulation and ordinances.

Such SIGNs shall display policy information regarding the towing of vehicles and the identification of restricted parking stalls as well as no parking zones and fire lanes where parking restrictions are in effect.

The COMMITTEE's approval of parking regulatory signs will not equate to a finding that the SINGAGE satisfies all applicable laws, rules, regulations and ordinances of a public entry having jurisdiction over the PROJECT.

