

EXHIBIT “D”

SIGNAGE CRITERIA

EMPIRE SHOPPING CENTER

ANTIOCH, CA

SIGN PROGRAM & GUIDELINES

Issued By

Norcal Empire Partners, LLC

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EXHIBITS

**Exhibit 'A' – Center Identification and
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EMPIRE SHOPPING CENTER Retail Signage Design Guidelines

1.0 Purpose

Signage is a crucial element for the identity of this project and its merchants. The purpose of this sign program is to ensure that the signage for Empire Shopping Center is presented with diversity and creativity while maintaining standards that achieve consistency throughout the center.

The guidelines established for the Empire Shopping Center retail/restaurant tenants will provide a coordinated sign system to communicate information in a distinctive and aesthetically pleasing manner. The visual consistency that this criterion creates will minimize confusion and confirm an image of quality, uniting all the individual establishments within Empire Shopping Center and the adjacent Slatten Ranch development..

It shall be the responsibility of each tenant to submit design drawings of the proposed signage to the Landlord and the City of Antioch for approval prior to the installation of any signage. The use of professional designers and/or sign companies to prepare these drawings is highly encouraged. The guidelines and requirements for the submittal process is located in section 4.0 “Submittals and Review”.

2.0 Design Specifications/All Tenants

All signs shall be reviewed for conformance with these guidelines and overall design quality. Approval or disapproval of sign submittals shall remain the right of the Landlord and/or the City of Antioch.

The square footage of individually applied letters for primary tenant identification is defined as the area contained within the smallest rectangles that will enclose each letter or logo.

Sign content shall be limited to the Tenant’s name and primary graphic logo unless specifically provided for herein.

Notwithstanding the following Sign Provisions, Tenants may utilize standard corporate logos and/or prototypical signage graphics, if used in a majority of the Tenant’s Bay Area stores subject to approval of the Landlord and local governing entity.

All signage on the building fascia, with exception of certain logo/graphics, shall be of individual channel letters illuminated with neon (exposed neon is encouraged). All signs shall be illuminated, internally or externally. No cabinet signs will be permitted. Signage illumination shall not include flashing, moving or scintillating effects.

All signs must be dimensional. Signs painted directly onto the building will not be permitted.

Fascia signs shall be located in the zones designated in the building elevation figures in these Guidelines. Signs may not come within 1 foot of the top, bottom or sides of this zone. In no case may a sign extend beyond the roof parapet or adjacent building eave line. Signs are not allowed on or against any roof structures.

2.1 General Construction Specifications

Signs must be constructed and installed to meet or exceed all applicable codes and City requirements. All signs shall be constructed, installed and maintained at the Tenant's expense.

All exterior signs shall be secured by concealed fasteners; bolts, fasteners, clips, and conduits shall be generally hidden from public view. If exposed, all sign parts shall be painted to match the exterior color of the surfaces on which they are mounted.

All building fascia signs shall be attached and mounted directly to the wall . All penetrations of the building structure required for sign installation shall be neatly sealed and watertight. Color and finish of attachments and sealant shall match adjacent exterior finishes.

Surfaces of all signage are intended to be flat without bulges, oil canning or other imperfections.

2.2 Electrical and Illumination

Fabrication and installation shall comply with all Underwriters Laboratories requirements and applicable state and local codes. All components shall bear the U.L. label indicating approval, and be manufactured and installed by a U.L. certified company.

All wiring, raceways, conductors, transformers, ballasts and other equipment shall be concealed from public view.

Primary electrical service to all Tenants' signs shall be tied to Tenant's electrical service. Tenant shall provide time clocks for use in conjunction with the electrical service and be responsible for all associated costs.

The illumination of all sign components shall be uniform in intensity over all the illuminated surfaces.

Illumination and electrical specifications must appear on all shop drawings submitted for approval.

The external illumination of all Tenant signs shall not exceed that which is approved by the Landlord during the submission process. There shall be no excessive glare or coloration from lighting on surrounding areas or on Tenant facades.

2.3 Installation and Removals

All penetrations of any building structure required for sign installations shall be neatly sealed and continuously maintained in watertight condition.

All contractors used by Tenants for installation, removal or service calls on signage must be fully licensed, and must provide Landlord with certificates of insurance prior to the commencement of any work.

All methods of attachment to any structure must be detailed on shop drawings and be approved by the Landlord.

Sign removals shall include the patching and repairing of the entire work area, plus the repainting of any "ghosted" areas as directed by the Landlord.

Tenant's Sign Contractor shall repair any damage caused by his work. Damage to any structure that is not repaired by the Contractor shall become the Tenant's responsibility to correct.

The Tenant's Sign Contractor shall be completely licensed by the state of California, carry workman's compensation and public liability insurance against all damage suffered or done to any and all persons and/or property while engaged in the construction or erection of signs.

3.0 General Sign Provisions

3.1 Pylon Sign

Landlord is attempting to negotiate signage rights on a parcel of land adjacent to the to-be-constructed Highway 4 Bypass to the west of the Shopping Center. Subject to Landlord's successful culmination of negotiations, major tenants of Empire Shopping Center may be identified on a pylon sign which is contemplated to be similar in design to those 70' high Pylon Signs which have been approved for the adjacent Slatten Ranch Shopping Center. For the purpose of unifying the Empire Shopping Center and the Slatten Ranch Shopping Center for public perception, the Slatten Ranch name and logo will be displayed along with the panels identifying the major tenants of Empire Shopping Center.

3.2 Monument Signs

There will be two Monument Signs with four tenant identification two-sided panels, located at the main entrances to the Center on Lone Tree Way and Empire Avenue. Each tenant sign panel will be double face internally illuminated.

3.3 Center Identification Sign

There will be a Center Identification sign located at the intersection of Lone Tree Way and Empire Avenue, identifying the entrance to the City of Antioch . For the purpose of unifying the Empire Shopping Center and the Slatten Ranch Shopping Center for public perception, there will be no separate signs identifying the Empire Shopping Center. No tenant names will be displayed on the Identification Sign.

3.4 Tenant Signage

Empire Shopping Center encourages the use of various letter styles and colors to achieve a unique and individual look. However, these signage guidelines limit the number of signs, sign sizes (including width) and overall letter heights. Internal-halo illumination is permitted as described below.

Notwithstanding the following Specific Provisions, Tenants may utilize standard corporate logos and/or prototypical signage graphics, if used in a majority of Tenant's Bay Area stores subject to approval of the Landlord and local governing entity. All tenant signage is subject to Landlord

approval. Divergences from the following specifications are subject to Landlord approval and to the City's Design Review Board approval.

3.4.1 Major Tenants

Major tenants (those tenants identified as "Major" on Exhibit 'A' of the individual tenant lease) are allowed one (1) sign. Major "A" and Major "D" as "end cap" buildings will each be allowed one additional sign. Such additional sign shall occur on the West Elevation of Major "A" and on the East Elevation of Major "D". They are allowed to occupy 60% of the storefront (horizontally). Major Tenants will be allowed one square foot of signage area per lineal foot of frontage, not to exceed the maximum square footage of signage allowed per the Tenant Matrix. No signage will be permitted on the North Elevation of the Major Tenant buildings.

The type of fabricated letters allowed may be either internally illuminated plex face channel letters or the *reverse pan-channel* constructed with 3" aluminum returns. The *reverse pan-channel* letter face shall be aluminum. The characteristic of this letter is internally illuminated and lights from behind to create a "halo" look. This allows the letters to be visible at night with the lowest intrusive impact on the surrounding residential areas. These signs are to be internally illuminated with neon.

3.4.2 Shop Tenants

Shop tenants are allowed one (1) sign per every store frontage with a maximum of two (2) signs. They are allowed to occupy 75% of the storefront (horizontally), and are allowed 1.5 square feet of signage per lineal foot of shop frontage. The shop tenants have the option of non-illuminated or internally illuminated signs as noted in the section(s) above. Gooseneck illumination will not be approved without first obtaining Design Review Board approval.

3.4.3 Restaurant & Single Pad Building Tenants

One (1) wall sign allowed per each business frontage facing a street, pedestrian plaza and/or parking lot (maximum of 3). Maximum square footage of signage allowed is based on the total square footage occupied by each tenant per the Tenant Matrix, below. Signs may be internally or externally illuminated. Additional signage may be placed upon side and/or rear building elevations, subject in each case to first obtaining Landlord and City approvals by individual tenants.

3.4.4 Tenant Matrix for Fascia/Canopy Signage

<u>Tenant Square Footage Size</u>	<u>Maximum Letter Height</u>	<u>Maximum Logo Height</u>	<u>Maximum Signage Area*</u>
0 to 4,999	3'-0" High	4'-6" High	100 S.F.
5,000 to 6,499	3'-0" High	4'-6" High	150 S.F.
6,500 to 9,499	3'-6" High	5'-0" High	200 S.F.
9,500 to 14,999	4'-0" High	6'-0" High	300 S.F.
14,500 to 23,999	5'-0" High	7'-6" High	400 S.F.
24,000 to 34,999	6'-0" High	8'-0" High	600 S.F.
35,000 to 74,999	7'-0" High	10'-6" High	800 S.F.
75,000 and Up	8'-0" High	12'-0" High	1,500 S.F.

* Per Building

- See General Construction Specifications for measurement of signage area, including logos. National and regional tenants may utilize standard corporate sign packages and/or prototypical signage graphics subject to approval of the Landlord and local governing entity.
- Above Tenant Matrix represents Maximum Allowable Area. See sections 3.41 through 3.43 above for allowable signage calculation.

3.5 Secondary/Under-canopy Signs

Tenants shall have the option, with the permission of the landlord, of installing one (1) blade sign on a business frontage facing a street, pedestrian plaza and/or parking lot.

Blade sign areas shall be limited to six (6) square feet with 4'-0" maximum horizontal or vertical dimension. Maximum depth shall not exceed 6".

Blade signs shall be fabricated using one of the following:

- painting metal
- natural metal finish
- dimensional Letters.

If a Blade sign is installed, its area shall be deducted from the maximum allowable sign area as calculated above.

3.6 Permanent Window Graphics

Permanent Window Graphics are those signs affixed to a storefront window.

A standard format shall be used for the Permanent Window Graphics that indicates hours of operation, suite or street address, open/closed and relevant information.

Signage is applied to the surface of door or window glass using vinyl graphics in one of the following colors: gold, aluminum, silver or copper leaf or white.

All tenants shall affix suite or street address on at least one business storefront window.

Maximum cap height for permanent identification letters shall be 2” with the exception for open/closed sign and suite/address identification which shall not exceed a 6” cap height.

The aggregate square footage of all window signs shall not exceed twenty five (25) percent of the surface area of the window on which it is placed.

Window signs shall not be illuminated.

All window signs shall be approved in writing by the Landlord.

4.0 Submittals & Review

No signs shall be fabricated or installed unless the following approvals have been obtained.

Landlord Approval: Submit three (3) sets of plans, to scale, showing the sign elevation. This drawing must have all materials and colors specified. At least one drawing of the sign must be in color. Also provide material and color samples if requested by the landlord. The plans must also include the building elevation and the location(s) of the signs on the building, and a site plan indicating the location of the store in the shopping center.

Once these plans are stamped and approved, one set shall be retained by the landlord, one set shall be the tenant’s copy, and the last set shall be submitted to the City of Antioch.

If the plans submitted to the landlord are not acceptable or require revisions, they must be resubmitted unless they are approved “with conditions”.

City of Antioch Permit Process: All signs are required to have a sign permit issued from the City of Antioch. Four (4) sets of plans, including the stamped and approved set from the landlord, are to be submitted to the Planning Department for approval. The next approval must be obtained from the building department, including all mounting details for the sign. All illuminated signs require an electrical permit.

4.1 Prohibited Signs/Banners

No Flashing, moving or scintillating light bulbs or effects are permitted.

No cabinet signs will be allowed.

Window signs, other than the Permanent Window Graphics, will not be allowed. These signs include neon signs, fiber optic/neon simulated plastic signs and border neon.

The Landlord reserves the right to determine the acceptability of signs. Noncompliant signs are to be removed immediately upon request.

Promotional signs will not be permitted without written landlord approval and must be in accordance with City of Antioch ordinances. Written proof of prior City of Antioch approval must be submitted to the landlord prior to installation.

4.2 Tenant Responsibilities

Tenants shall be responsible for the fulfillment of all requirements of these Signage Guidelines and all applicable codes and ordinances. Each Tenant is responsible for the cost of design, fabrication, installation, maintenance and electricity for their own sign(s). Tenants shall be responsible for the immediate repair of neon, which is damaged or not illuminating properly, and the proper maintenance of all tenant signs. All permits required by the City of Antioch and associated fees, shall be obtained and paid for by the tenant or tenant's representative. Tenants shall be required to perform or cause to have performed such necessary action to correct or repair signage within 10 days of written notice from Landlord.

All sign contractors employed or retained by Tenant must carry Workmen's Compensation and Public Liability insurance providing coverage against damage suffered or done to any and all persons and/or property while engaged in the construction or erection of signs, in an amount deemed appropriate by lessor. Tenants shall indemnify and hold harmless the Landlord and the City of Antioch from any damages that arise from the installation, maintenance or use of Tenant's signage.

Upon the termination or conclusion of Tenant's lease, the tenant is responsible at their sole cost for the removal of all signs. All signs must be removed within 30 days of the lease's termination. The storefront fascia shall be patched, touch-up painted and otherwise repaired as detailed in previous section of these guidelines.