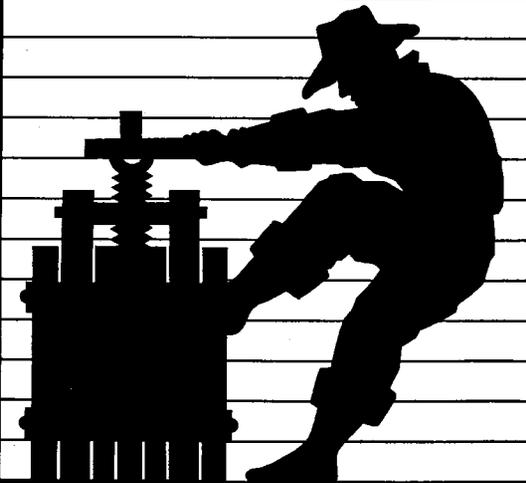


N A P A

V A L L E Y

C O R P O R A T E

P A R K



Purpose

The development of each site within Napa Valley Park is controlled and restricted by Declaration of Covenants and Restrictions for Napa Valley Corporate Park (hereinafter referred to as the "CC&R's"), as well as applicable governmental codes and regulations, including the Airport North Industrial Area Specific Plan. The CC&R's are directed toward achieving the desired character and quality level of site development that will set Napa Valley Corporate Park apart from other business developments. The purpose of the Design Guidelines is to further define the requirements which are specifically and generally stated in the CC&R's as an aid in the submittal of plans for approval by providing more detailed information on which to base a review. Any specific conflict between CC&R's, Design Guidelines, and governmental codes and regulations, shall be brought to the immediate attention of ZKS Real Estate Partners. In general, however, the priority of compliance is first with the Specific Plan and governmental codes and regulations, second with the CC&R's, and third with the Design Guidelines.

The owner's or lessees of each site within Napa Valley Corporate Park should familiarize themselves with the intent and requirements of the CC&R's, these Guidelines, the Specific Plan and all applicable governmental codes and regulations, and through their architects, implement all those provisions applicable to their specific site developments. All development plans, landscaping and graphic designs, shall be submitted to a Design Review Committee as described in the CC&R's.

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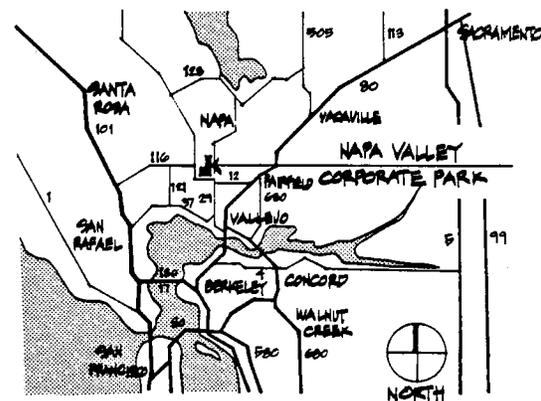
1.0 Introduction to Napa Valley Corporate Park

Our image of the Napa Valley Corporate Park is drawn from the traditional and still predominate Napa Valley landscape with its acres of vineyards punctuated by groups of winery buildings and stands of mature trees.

In the same spirit, if not literally the same fashion, we see Napa Valley Corporate Park as a place where the landscape will assume a dominate organizational role, and the buildings punctuate it. The style shall be unique and consistant in character reinforcing the desire for Napa Valley Corporate Park to be a special place in Napa Valley.

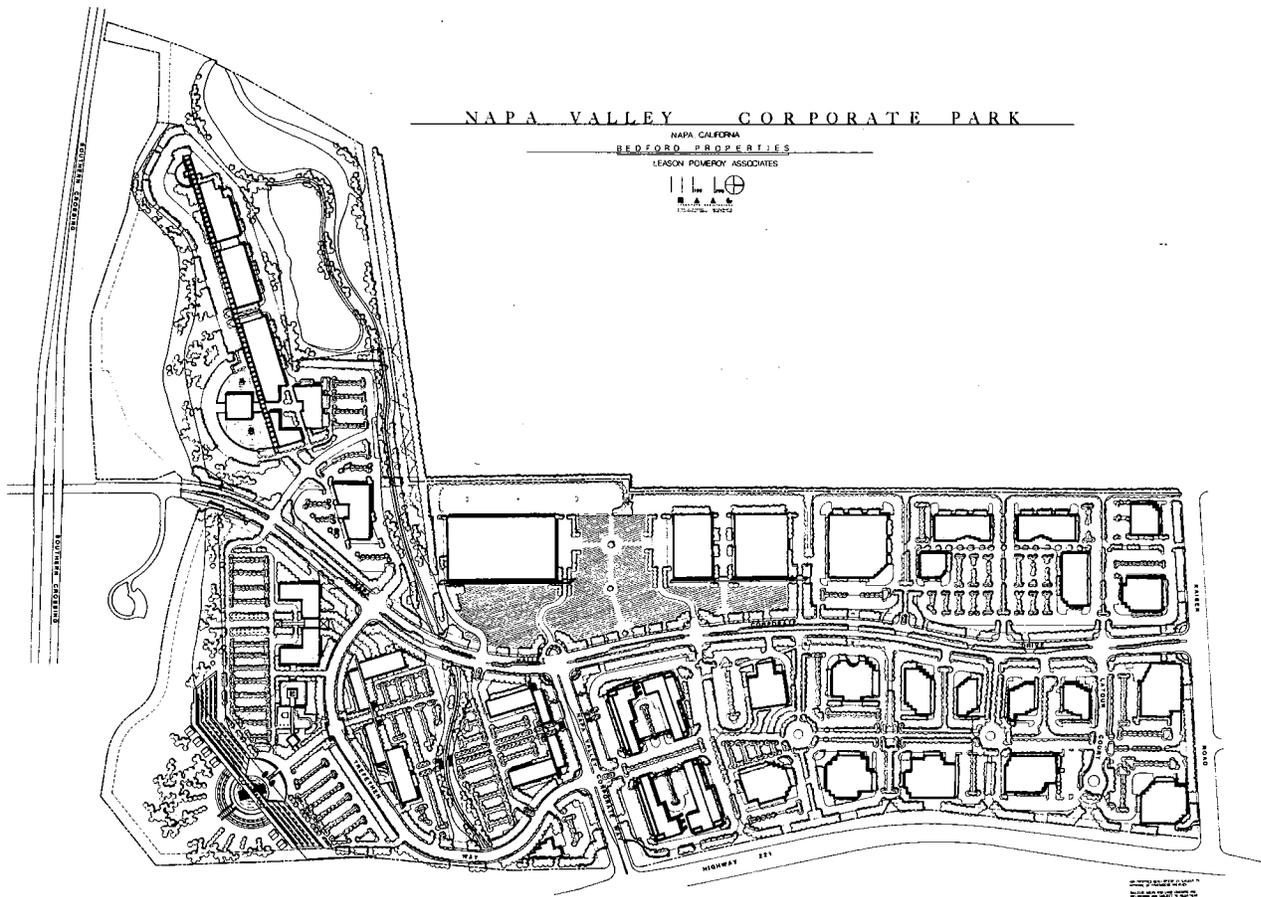
1.1 LOCATION:

Napa Valley Corporate Park is located at the Gateway of the Napa Valley in the City of Napa, California, the project is adjacent to the west side of State Highway 221, and north of the southern crossing (Highway 29), the major north-south connection to the Napa Valley. The site is bounded on the west side by the Napa River and the existing Kaiser Steel plant and is essentially level except for the far southern most sections of lots 10, 11, and 20 which gently rise to form a hillside to a height of 145 feet. The attractive physical environment is further enhanced by and protected by the properties east of the site across Highway 221 which have been zoned agricultural watershed (open space). The site consists of a gross area of 237 acres of which 37 acres is being dedicated to open space and public streets, leaving a net developable area of 200 acres.



1.2 PLANNING AND ZONING:

Napa Valley Corporate Park is located within the City of Napa, California. Developments within Napa Valley Corporate Park are currently subject to regulations of the Airport North Industrial Area Specific Plan Use and City of Napa Zoning Ordinance. Proposed developments will be reviewed by Napa Valley Corporate Park Design Review Committee and Napa Planning Staff for conformance with the Napa Valley Corporate Park Guidelines and Napa Development Guidelines.



1.3 PERMITTED AND PROHIBITED USES:

In order to achieve the objective of Napa Valley Corporate Park as a high quality business development the CC&R's identify uses that are permitted and prohibited within Napa Valley Corporate Park. The following outlines the objectives related to permitting and prohibiting uses within Napa Valley Corporate Park and restates the permitted and prohibited uses as contained in the CC&R's.

Objectives:

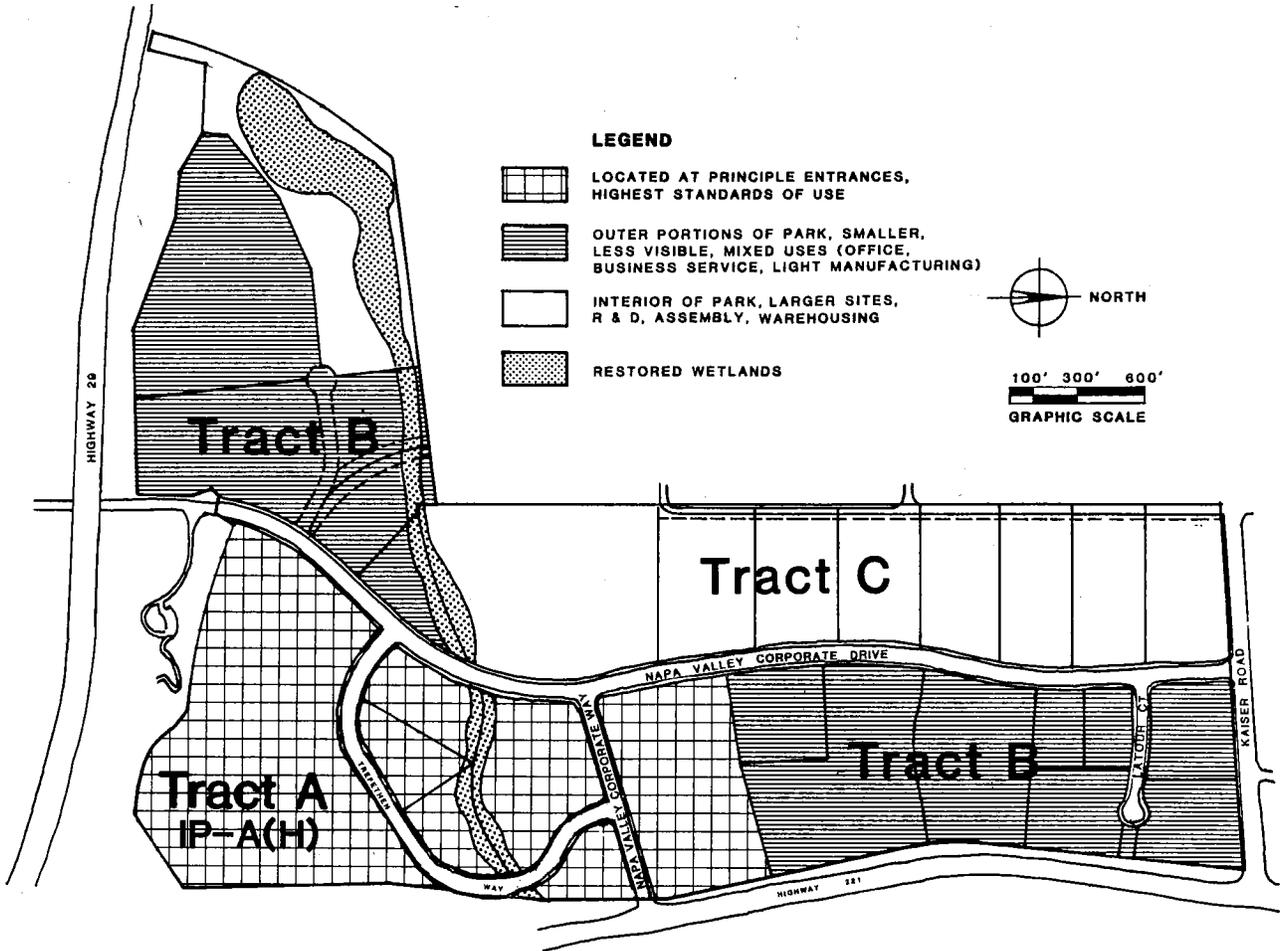
1. to permit business uses whose facility development and maintenance will contribute to the perception of Napa Valley Corporate Park as a unique business community
2. to permit business uses which do not, through their operation, produce visual, sound, smell, vibrational and other environmental outputs
3. to permit business uses which are compatible with other and compatible with existing or planned uses in the area

Guidelines:

1. Prohibited Uses - The following operations and uses shall not be permitted on any parcel within Napa Valley Corporate Park:
 - a. Residential use of any type;
 - b. Trailer courts or recreation vehicle compounds;
 - c. Junk yards or recycling facilities;
 - d. Drilling and removing oil, gas or other hydrocarbon substances, or drilling for or removing such hydrocarbons;
 - e. Refining of petroleum or of its products;
 - f. Petroleum storage yards;

- g. Commercial excavation of building materials; provided, that this prohibition shall not be construed to prohibit any excavation necessary in the course of approved construction;
 - h. Distillation of bones;
 - i. Dumping, disposal, incineration or reduction of garbage, sewage, offal, dead animals or other refuse;
 - j. Fat rendering;
 - k. Stockyard or slaughter of animals;
 - l. Smelting of iron, tin, zinc or other ore or ores;
 - m. Cemeteries;
 - n. Jail or honor farms;
 - o. Labor or migrant worker camps;
 - p. Truck terminals, allowed by Use Permit only;
 - q. Automobile, go-cart, motorcycle or quarter-midget race tracks and other vehicle endurance or race track;
2. Permitted Uses - Any use or business operation permitted by the current Napa Zoning ordinance that is not specifically approved in writing by Napa Valley Corporate Park Design Review Committee. Napa Valley Corporate Park Design Review Committee, however, reserves the right to refuse any use which they conclude may adversely affect Napa Valley Corporate Park. Approved use shall be performed or carried out entirely within a building that is so designed and constructed that the enclosed operations and uses do not cause or produce a nuisance to adjacent lots or streets such as, but not limited to, vibration, sound, electro-mechanical disturbances, radiation, air or water pollution, dust, or emission of odorous, toxic or non-toxic matter including steam. Certain activities which cannot be

carried on within a building may be permitted, provided such activities are specifically approved in writing by Napa Valley Corporate Park and further provided such activities are screened in an acceptable manner so as not to be visible from neighboring lots or streets.



NAPA VALLEY CORPORATE PARK

SPECIFIC PLAN USES

2.0 Approvals & Submittals

2.1 PLAN REVIEW PROCESS:

In order to insure that the design standards for Napa Valley Corporate Park contained in these guidelines are achieved, a series of plan submissions will be required at different stages of the design process. The number of plan submissions will vary depending upon the complexity and timing of a proposed development. Plan submissions will also be required for significant revisions, alterations, additions, or change of use for approved or existing developments within Napa Valley Corporate Park.

Before any development may be undertaken or any building permit issued for a site within Napa Valley Corporate Park, a Development Plan shall be submitted to and approved by the Napa Planning Director as provided in The Airport North Industrial Area Specific Plan.

Required plan submissions shall be submitted to the Napa Valley Corporate Park Design Review Committee, care of Bedford Properties, general partner. Each stage of plan submission will require three (3) sets of plans containing the specific information described below. The plan submission for each new development and each significant revision, alteration or change of use shall be accompanied by a Review Fee.

A Design Review Committee will be established by Bedford Properties to review all required plan submissions. All submitted plans will be reviewed by

the Napa Valley Corporate Park Design Review Committee for acceptability of design in compliance with the CC&R's and these design guidelines. Upon completion of review by the Design Review Committee, one set of submitted plans will be returned to the applicant along with a letter summarizing comments, recommendations, requirements and findings. The length of review by the Napa Valley Corporate Park Design Review Committee for all stages of plan submission shall be governed by Article VI of the Napa Valley Corporate Park CC&R's. The returned plans will be marked "Approved" or "Approved subject to conditions" or "Not Approved" with the following intended meanings:

1. "Approved" - approved documents permit the applicant to proceed to the next stage of the approval process
2. "Approved subject to conditions" - documents so marked permit the applicant to proceed to the next stage of the approval process provided the applicant complies with the conditions specified by the Design Review Committee. If the applicant takes exception to the specified conditions, the applicant must do so in writing by certified mail addressed to Napa Valley Corporate Park Association C/O Bedford Properties within ten (10) days from the date of the applicant's receipt of returned documents. Unless such action is taken, Napa Valley Corporate Park Association will assume that all conditions are acceptable to and approved by the applicant.
3. "Not Approved" - documents will be returned to the applicant with comments describing basis for disapproval. Revised documents must be resubmitted if approval is sought.
4. Napa Valley Corporate Park Association's approval of the applicant's plans, specifications, calculations, or work shall not constitute an implication, representation, or certification by Napa Valley Corporate Park Association that the above items are in compliance with the applicable Statutes, Codes, Ordinances or other regulations.

The Napa Valley Corporate Park Design Guidelines are in no way intended to supercede any applicable Statutes, Codes, Ordinances or regulations of controlling governmental jurisdictions. Should any portions of the Napa Valley Corporate Park CC&R's or Design Guidelines be discovered to encourage violation of applicable Statutes, Codes, Ordinances, or other governmental regulations, those discrepancies should be brought to the attention of Napa Valley Corporate Park Association.

The applicant shall have the sole responsibility for compliance with applicable Statutes, Codes, Ordinances or other regulations for all work performed on the premises by or on behalf of the applicant.

2.2 NAPA VALLEY CORPORATE PARK MASTER PLAN DESIGN SUBMITTAL:

Submission of a site Master Plan will be required only when the ultimate site development is planned to be constructed in separate phases over a period of time. The site Master Plan is to be submitted and approved before Schematic Plans are submitted.

Master Plan submission shall show an indication of:

1. All major buildings and structures including:
 - a. building footprints
 - b. overhangs
 - c. net floor area
 - d. site coverage - building-ground contact area/net lot area
 - e. building coverage - area of all floor/net lot area
 - f. a brief description of the use of each building or structure including an estimate of the number of employees
2. Parking Area
 - a. configuration of parking and vehicular circulation including employee and guest

parking

- b. dimensions of typical parking stalls and parking aisles
 - c. total parking provided
 - d. calculation demonstrating total parking required
3. Loading and Service Area
 - a. truck service and loading dock areas
 - b. truck and service vehicle circulation areas
 - c. trash enclosure areas
 - d. location and description of screening devices for truck, service and outside storage areas
 4. Landscape and Pedestrian circulation concept including the location and design of all access drive curb cuts
 5. Interfaces with off-site circulation including the location and design of all access drive curb cuts
 6. Interfaces with adjacent properties
 7. Conceptual grading, drainage and utilities
 8. Descriptions or sketches of the architectural design concept including intended character and materials
 9. Phasing Plans - plans indicating the phasing of the ultimate Master Plan development illustrating the extent of development at the completion of each phase

While the above information is required for all Master Plan submissions, it would be desirable for applicants to utilize all available presentation materials and media in order to fully communicate the intent and design character to the Design Review

Committee.

2.3 NAPA VALLEY CORPORATE PARK SCHEMATIC PLAN SUBMITTAL:

The Schematic Plan Submittal is required to give an indication of the design, character, and extent of the proposed immediate development. The Schematic Plan is to be submitted and approved before Preliminary Plans are submitted.

Schematic Plan submissions shall show an indication of:

1. All major buildings and structures including:
 - a. building footprints
 - b. overhangs
 - c. net floor area
 - d. site coverage - building-ground contact area/net lot area
 - e. building coverage - area of all floors/net lot area
 - f. a brief description of the use of each building or structure including an estimate of the number of employees
2. Parking Area
 - a. configuration of parking and vehicular circulation including employee and guest parking
 - b. dimensions of typical parking stalls and parking aisles
 - c. total parking provided
 - d. calculation demonstrating total parking required
3. Loading and Service Area
 - a. truck service and loading dock area

- b. truck and service vehicle circulation areas
 - c. trash enclosure areas
 - d. location and description of screening devices for truck, service and outside storage areas
4. Landscape and Pedestrian circulation concept including any major site design features
 5. Interfaces with off-site circulation systems
 6. Interfaces with adjacent properties
 7. Conceptual grading, drainage and utilities
 8. Descriptions or sketches of the architectural design concept including intended character and materials

Again, the above information is required for all Schematic Plan submissions. It would be desirable for applicants to utilize all available presentation materials and media in order to fully communicate the intent and design character to the Design Review Committee.

2.4 NAPA VALLEY CORPORATE PARK PRELIMINARY PLAN SUBMITTAL:

The Preliminary Plan submission is required to convey specific information about the site planning and architecture of the proposed development. The Preliminary Plan package should be submitted to the Design Review Committee prior to or concurrent with submission of plans to the City of Napa for Site Development Review. Preliminary Plans are to be submitted and approved before construction documents are submitted.

The Preliminary Plan submission requires each of the following exhibits:

1. Site Plan indicating the following:
 - a. building footprints and dimensions to

- property lines
 - b. building roof overhangs
 - c. configuration of parking and vehicular circulation areas
 - d. location of parking electroliers
 - e. truck service, loading area, trash enclosures
 - f. lines of setbacks and easements
 - g. locations of on-site transformers and gas meters
 - h. adjacent roadways including curblines, medians and median openings
 - i. tabulation of:
 - I. Parcel area
 - II. Total building floor area
 - III. Site coverage
 - IV. Building coverage
 - V. Total parking provided
 - VI. Total parking required
 - VII. Estimated total employees on site at any peak time
 - VIII. The anticipated number of shifts and the hours and days of their operation
2. Conceptual Grading and Drainage Plan indicating:
- a. proposed finish grades, slopes and building pad elevations
 - b. site drainage structures and systems
 - c. grades of existing streets and curbs

- d. locations of street lighting and utility structures within landscape easement
- 3. Conceptual Landscape Plan indicating:
 - a. plant materials, sizes, and spacings
 - b. walkways and paved areas
 - c. other landscape design features
- 4. Building Elevations of all sides of all proposed buildings indicating:
 - a. wall and roof materials, textures and colors
 - b. Locations of wall mounted signing and lighting conforming to design criteria guidelines
 - c. roof and parapet heights above ground floor line
 - d. the profile of any roof mounted mechanical equipment which extends above the roof parapet
- 5. Building Floor Plans:
- 6. Building Roof Plans indicating:
 - a. roof elevations above finish floor
 - b. heights and locations of roof mounted mechanical equipment where available
- 7. Outline Specifications of all building materials
- 8. Conceptual Graphics and Wall Mounted Signs
 - a. ground signs and wall mounted signs
 - I. locations
 - II. designs, materials, textures, colors, heights, areas

- III. illumination
- IV. typography
- b. directional and informational signs
 - I. locations
 - II. designs, materials, textures, colors, heights, areas
 - III. illumination
 - IV. typography

2.5 NAPA VALLEY CORPORATE PARK CONSTRUCTION DOCUMENT SUBMITTAL:

All applicants are required to submit copies of the same construction documents to be approved by the City of Napa Building Officials, in order to demonstrate the precise construction details for implementing the approved Preliminary Plans.

The construction document submission requires three (3) sets of the following:

1. Final Grading and Drainage Plan
2. Architectural, structural, mechanical, plumbing, and electrical drawings
3. Construction Specifications
4. Landscape Planting and Irrigation plans

2.6 NAPA VALLEY CORPORATE PARK REVISION, ALTERATION, ADDITION OR CHANGE OF USE PRELIMINARY PLAN SUBMITTAL:

Preliminary plans are required to be submitted for any significant revisions, alterations, additions or change of use to approved or existing developments within Napa Valley Corporate Park. Preliminary plans for this purpose must be submitted and approved before construction documents are submitted and before the commencement of construction.

Revision, Alterations, Additions or Change of Use require the submission of three (3) sets of documents including:

1. A written description of the nature and extent of the proposed revision, alteration, addition or change of use to be undertaken.
2. Indication of proposed revisions, alterations, additions or changes to:
 - a. the site plan
 - b. the grading and drainage plan
 - c. the landscape plan
 - d. the building elevations including:
 - I. wall and roof materials, textures and colors
 - II. locations of wall mounted signing and lighting
 - III. roof and parapet heights above the ground floor line
 - IV. the profile of any roof mounted mechanical equipment which extends above the roof parapet
 - e. the building floor plans
3. Tabulation of:
 - a. the new total building floor area
 - b. the new site coverage
 - c. the new building coverage
 - d. the new parking provided
 - e. calculations demonstrating the new required parking
 - f. the new estimated peak employment count
4. Outline specifications of construction mater--

ials

2.7 NAPA VALLEY CORPORATE PARK REVISION, ALTERATION, ADDITION OR CHANGE OF USE CONSTRUCTION DOCUMENT SUBMITTAL:

All applicants are required to submit copies of the same construction documents to be approved by the City of Napa building officials, in order to demonstrate precise construction details for implementing approved preliminary plans.

The construction document submission requires three (3) sets of the following:

1. Final grading and drainage plan
2. Architectural, structural, mechanical, plumbing, and electrical drawings
3. Construction specifications
4. Landscape planting and irrigation plans

2.8 INSTITUTIONAL REVIEW PROCESS:

In the course of designing proposed developments for lots within Napa Valley Corporate Park additional reviews and approvals will be required beyond the Napa Valley Corporate Park Design Review Process. The following summary of Napa Valley Corporate Park and other review and approval processes is included to assist individual applicants in understanding the approximate nature and sequence of those reviews. An understanding of the total review process from the outset, it is hoped, will contribute to smoother and more efficient processing of each proposed development.

1. The design process should begin with a review of the Napa Valley Corporate Park, CC&R's and Design Guidelines, the City of Napa Guidelines, and the applicable sections of the current City of Napa Zoning Ordinance. Copies of the City of Napa Site Development Review applications and submission requirements should also be obtained at this time.

2. Prior to commencement of design, a qualified civil engineer should be consulted as to grading and drainage restrictions in the area.
3. Master plan should be submitted to and approved by the Napa Valley Corporate Park Design Review Committee.
4. Applicants should review master plans with the City of Napa Planning Department, Site Development Review staff for comments, is a requirement as to Specific Plan Administration.
5. Master plans should be reviewed by a qualified civil engineer for compliance with grading and drainage restrictions.
6. Schematic plan should be submitted to and approved by the Napa Valley Corporate Park Design Review Committee.
7. Schematic plans should be reviewed by a qualified civil engineer for compliance with grading and drainage restrictions.
8. Schematic plans should be reviewed with the City of Napa Site Development Review Staff several weeks prior to the intended submission for Site Development Review.
9. Preliminary plans should be submitted and approved by the Napa Valley Corporate Park Design Review Committee.
10. Submit plans to the City of Napa for Site Development Review. Site Development Review is the only Planning Department review and approval process required prior to submission for building department plan check. Site Development Review covers site planning, architectural, conceptual landscape, and conceptual grading and drainage design review.
11. Submit plans for building department plan check.
12. Submit building department approved construction documents to Napa Valley Corporate Park Design Review Committee for approval.

3.0 Site Planning Guidelines

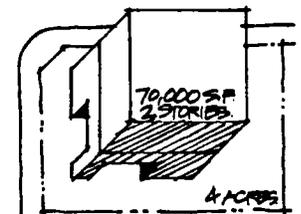
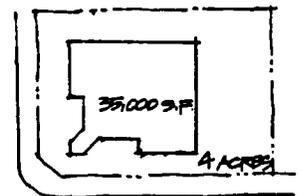
3.1 BUILDING SITE COVERAGE:

Objectives:

1. to insure that the intensity of site development is not excessive or detrimental to the perception of Napa Valley Corporate Park as a unified campus
2. to insure that the intensity of site development does not overtax utility, transportation systems, or on-site parking areas

Guidelines:

1. Site Coverage (defined as the building-ground contact area divided by the total net lot area) shall not exceed 50% or the amount specified in the current City of Napa Zoning Ordinance (whichever is more restrictive).
2. Building Coverage (defined as the total area of all floors divided by the total net lot area) shall not exceed 60% unless otherwise approved in writing by Napa Valley Corporate Park Association.
3. In most cases, buildings shall be located and oriented so that their entrances are visible from the street on which they front. The approach from the street to the building may be formal or informal, but should serve to announce and reinforce the building in its relationship to the street. A plaza and/or



entry statement shall call attention to each free standing building.

4. To the greatest extent possible, the planning of any individual site shall take into consideration the existing improvements on adjacent sites and relate open spaces, structure and planting so as to make the improvements on each site mutually reinforcing.
5. Truck loading areas shall be screened from view from all streets and from adjacent properties. (For purposes of planning truck access and circulation, not that through truck traffic will be prohibited on Napa Valley Corporate Way.)
6. Site planning shall include the masterplanning of any expansion or additional development which is contemplated on the same or adjacent property.

3.2 LANDSCAPE COVERAGE:

Objectives:

1. to insure that at least a minimum portion of a development site is devoted to landscape materials in order to maintain a sense of continuity with adjacent sites and to contribute to the perception of Napa Valley Corporate Park as a "park like" environment.
2. to insure that at least a minimum of landscape materials are available on a development site in order to contribute to the environmental well being of potential users of each site.

Guidelines:

1. A minimum of at least 15% of the area within the property lines of a development site shall be devoted to landscape materials unless otherwise approved in writing by Napa Valley Corporate Park (for additional landscape requirements see Landscape Guidelines Section 5.0).

3.3 BUILDING HEIGHTS:

Objectives:

1. to maintain a reasonably consistent and compatible height profile throughout Napa Valley Corporate Park

Guidelines:

1. Tract A and IP-A(H)
No building shall exceed a height of fifty (50) feet or three (3) stories, four (4) stories or sixty (60) feet maximum allowed by Use Permit.

Note: for areas designated as IP-A(H), the height of structures is not to project above the level of the closest portion of the "Southern Crossing" - State Highway 29.

Tracts B and C

No building shall exceed a height of thirty (30) feet provided that one foot shall be added to the side and/or rear property line setback for every foot by which the building exceeds twenty (20) feet in height. Heating, Cooling, and other roof equipment and fire storage facilities may extend above thirty (30) feet provided they are screened and integrated into the architecture of the building.

2. Building heights shall be determined by the average distance, measured at equal intervals around the building perimeter, from final grade five feet from the building line to the top of parapet or mid-point between eave and ridge.
3. Sloping roofs shall not exceed a pitch of 6/12.

3.4 STREET SETBACK:

Objectives:

1. to achieve a feeling of openness along the streets that reinforces the perception of Napa

Valley Corporate Park as a campus environment

2. to encourage some regularity of space formed by buildings on either side of a street
3. to achieve a landscaped setting between the street and buildings
4. to provide for a street-side edge which will have a landscape character that will unify the total development and be sufficiently distinctive in design to differentiate Napa Valley Corporate Park from other business developments
5. to provide vehicular sight lines which allow discrimination of one company from another
6. to provide vehicular sight lines which allow safe ingress and egress to properties and safe movements along roadways
7. to accomodate major Napa Valley Corporate Park identity statements at street intersections leading into and within the Park

Guidelines:

1. Tract A and IP-A(H)
On any site there shall be a fifty (50) foot setback from the street line of Napa Valley Corporate Way; from the street line of any other street with a median there shall be a setback of thirty-five (35) feet.

Tract B

On any site there shall be a setback of thirty-five (35) feet from the street line of a street shown on the Specific Plan diagram as a divided street; from the street line of any other street there shall be a setback of twenty-five (25) feet.

Tract C

On any site there shall be a setback of thirty-five (35) feet from the street line of a street shown on the Specific Plan diagram as a divided street; from the street line of any other street there shall be a setback of twenty (20) feet.

2. No building, fence or structure other than an approved sign as provided herein shall occupy any required setback.

3.5 INTERIOR PROPERTY LINE SETBACK:

Objectives:

1. to provide a definite physical separation between buildings on adjoining lots suitable for distinguishing separation of responsibilities
2. to allow companies on adjoining lots to be individually identifiable

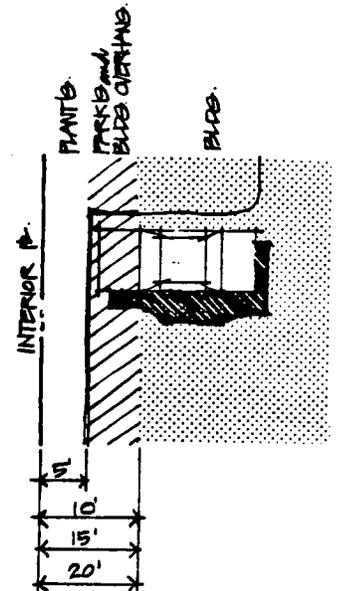
Guidelines:

1. Tract A and IP-A(H)
There shall be a setback of twenty (20) feet from any property line other than a street line.

Tract B
There shall be a setback of fifteen (15) feet from any property line other than a street line.

Tract C
There shall be a setback of ten (10) feet from any property line other than a street line.

2. No parking, shall be permitted to be constructed closer than five (5) feet from an interior property line, unless otherwise approved in writing by Napa Valley Corporate Park Association.
3. All setbacks areas shall be fully landscaped in a manner both compatible with and complimentary to the on-site architecture and landscape design concepts.



3.6 PARKING REQUIREMENTS:

Objectives:

1. to provide sufficient on site parking to

accomodate all vehicles associated with the use of each lot at any one time, parking on public roadways or on lots of other projects is prohibited

2. to configure parking areas such a that they contribute to an increase of the ratio of on-site persons to on-site vehicles

Guidelines:

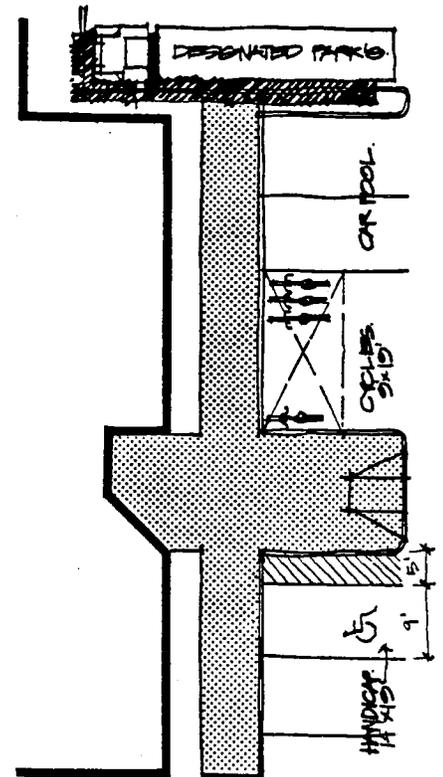
1. All uses whether located in Tract A, IP-A(H), B or C Areas shall provide off-site parking and loading facilities in accordance with the following shcedule, provided that notwithstanding the schedule, every use shall provide sufficient off-street parking so that no worker, owner, visitor, or other person connected with the establishment shall be required to park on the street.
 - a. Offices and Retail uses:

One space per 250 square feet of gross floor area.
 - b. Manufacturing, Research, Service, Construction and Multi-tenant Industrial:

One space per 1.5 employees but in no case less than one space per 1,000 square feet of gross floor area.
 - c. Warehouse and Distribution Industry:

One space per 1.5 employees but in no case less than one space per 1,000 square feet of the first 20,000 square feet of gross floor area; one space per 2,000 square feet of the next 20,000 square feet of the gross floor area and one space for each 4,000 square feet of any floor area in excess of 40,000 square feet.
2. Standard parking stalls shall be a minimum of 9-1/2 feet by 19 feet. Compact parking stalls shall be a minimum of 8-1/2 feet by 16 feet. The minimum backup aisle is 26 feet.

3. In addition to the parking required above, one designated parking space shall be provided for each company vehicle to be parked on-site during normal working hours. Parking spaces for company vehicles shall be of a size, area, and configuration that company vehicles can be parked such that they are fully contained within their designated spaces.
4. Designated "Handicap Parking" spaces shall be provided to meet State Handicap requirements.
5. Should business locating on a Napa Valley Corporate Park development site wish to encourage the formation of car pools by their employees, consideration should be given to designating reserved "Car Pool" parking spaces. Designated "Car Pool" parking spaces should be given preferential locations in relatively close proximity to primary employee entrances.
6. Designated "Cycle Parking" areas should be considered for the convenience of employees using bicycles or motorcycles. In order to avoid the clutter of cycles parked in unplanned locations, it is recommended that planned "Cycle Parking" areas be conveniently located to employee entrances and be provided with racks having security locking capabilities.
7. Parking areas shall be screened from view from streets and adjacent property by either landscaped berms, half-berms with retaining walls or dense shrubbery to a height of 6 feet. Parking areas shall be shaded and screened from overhead view by grove or orchard planting of specified shade trees.



3.7 ACCESS AND DRIVE LOCATION:

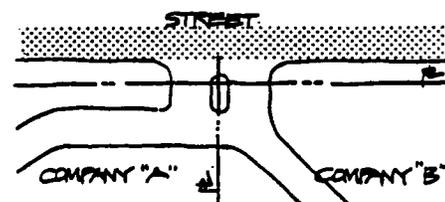
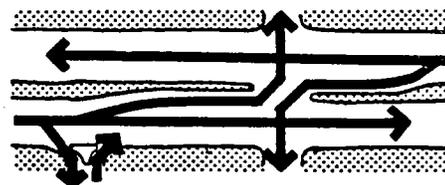
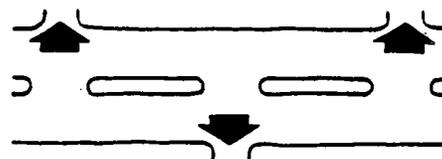
Objectives:

1. to have access drives located such that vehicular traffic arriving at and leaving from lots as well as traffic passing continuously in streets, flow at an optimum level of efficiency

2. that the continuity of street-site landscaping is minimally disrupted by the construction of access drives
3. that utilities located on the landscape easement are not or are minimally disrupted by the construction of access drives

Guidelines:

1. Full Access drives on Napa Valley Corporate Way should be aligned with median breaks. All curb openings not aligned with median breaks shall be designed for "right-turn-only" ingress and egress.
2. Access drives should be coordinated with adjacent lots so as not to impede the efficient flow of peak period traffic. Consideration should be given to adequate separation of adjacent access drives. The development of common access drives is encouraged.
3. Access drive designs should incorporate provisions for efficient vehicle stacking during peak periods of use.
4. Access drives should be located such that their construction results in a minimal disruption of the street side landscaping and utilities located within the designated landscape easement.



3.8 STORAGE, SERVICE, AND LOADING AREAS:

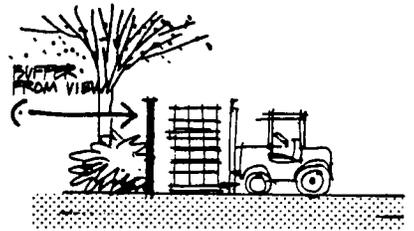
Objectives:

1. to insure that storage, service, and loading areas are not visible from primary visual exposure areas (streets, primary image entry drives, floors of image buildings, common visual and recreational amenity areas, etc.)
2. to insure that storage, service, and loading areas are located upon a site so as to minimize the visibility of loading and service vehicles from primary visual exposure areas
3. to insure that the storage, service, and

loading areas are designed and located on the site so that service vehicle activities and movements do not disrupt the efficient flow of on-site and off-site traffic

Guidelines:

1. Storage, service, maintenance, and loading areas must be constructed, maintained, and used in accordance with the following conditions:
 - a. Unless approved in writing by Napa Valley Corporate Park Association, no materials, supplies, or equipment, including trucks or other motor vehicles, shall be stored upon a site except inside a closed building or behind a visual barrier screening such materials, supplies, or vehicles from adjacent sites so as not to be visible from neighboring properties and streets. Any storage areas screened by visual barriers shall be located upon the rear portion of a site, unless otherwise approved in writing by Napa Valley Corporate Park Association. No storage areas may be extended into a setback area.
 - b. Provisions shall be made on each site for any necessary vehicle loading and no on-street vehicle loading shall be permitted.
 - c. Loading dock areas shall be set back, recessed, and screened from view by walls, berms, planting or a combination of both so as not to be visible from adjacent lots, or sites, neighboring properties, or streets, and in no event shall a loading dock be closer than seventy-five (75) feet from a property line fronting upon a street unless otherwise approved in writing by Napa Valley Corporate Park Association.



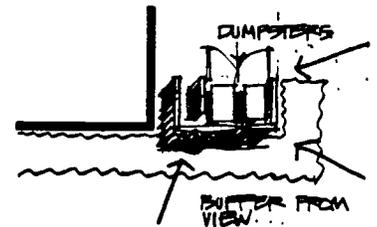
3.9 REFUSE COLLECTION AREAS:

Objectives:

1. to insure that refuse and refuse containers are not visible from primary visual exposure areas (streets, primary image entry drives, floors of image buildings, common visual and recreational amenity areas, etc.)
2. to insure that refuse enclosures are effectively designed to receive and contain generated refuse until collected, and enclose refuse containers after refuse is collected.
3. to insure that refuse collection vehicles have clear and convenient access to refuse collection areas and thereby not contribute to excessive wear-and-tear to on site and off-site developments

Guidelines:

1. All outdoor refuse containers shall be visually screened within a durable 6'-0" or higher non-combustable enclosure, so as not to be visible from adjacent lots or sites, neighboring properties or streets. No refuse collection areas shall be permitted between a street and the front of a building.
2. Refuse collection areas should be effectively designed to contain all refuse generated on-site and deposited between collections. Deposited refuse should not be visible from outside the refuse container.
3. Refuse collection enclosures should be designed of durable materials with finishes and colors which are unified and harmonious with the overall architectural theme.
4. Refuse collection areas should be so located upon the lot as to provide clear and convenient access to refuse collection vehicles and thereby minimize wear-and-tear to on-site and off-site developments
5. Refuse collection areas should be designed and located on the lot so as to be convenient for the deposition of refuse generated on-site.



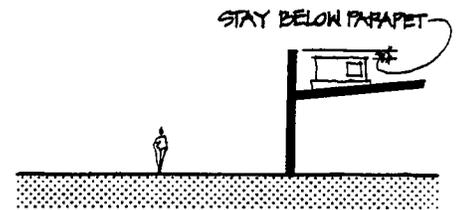
3.10 SCREENING OF EXTERIOR MECHANICAL EQUIPMENT:

Objectives:

1. to have all exterior components of plumbing, processing, heating, cooling and ventilation systems not be directly visible from within the lot or from adjoining streets, lots, or buildings.

Guidelines:

1. Exterior components of plumbing, processing, heating, cooling and ventilation systems (including but not limited to piping, tanks, stacks, collectors, heating, cooling and ventilating equipment fans, blowers, ductwork, vents, louvers, meters, compressors, motors, incinerators, ovens, etc.) shall not be permitted to protrude above a plane level with the top of the parapet, unless otherwise approved in writing by Napa Valley Corporate Park Association.
2. It is recommended that in the case of roof mounted mechanical equipment, that building parapets be of such a height that roof mounted screening devices not be required. If building parapets do not provide the required screening, mechanical equipment shall be screened by an unobtrusive screening device that will appear as an integrated part of the overall architectural design.
3. Any devices employed to screen exterior components of plumbing, processing, heating, cooling and ventilating systems from direct view shall appear as an integrated part of the architectural design, and as such, be constructed of complimentary and durable materials and finished in a complimentary texture and color scheme to the overall architectural design.
4. Any exterior components of plumbing, processing, heating, cooling and ventilating systems and their screening devices, that will be visible from upper floors of adjacent



buildings shall be kept to a visible minimum, shall be installed in a neat and compact fashion, and shall be painted a color as to allow their blending with their visual background.

5. No exterior components of plumbing, processing, heating, cooling, and ventilating systems shall be mounted on any building wall unless they are an integrated architectural design feature, and in any case shall be permitted only with the written approval of Napa Valley Corporate Park Association.

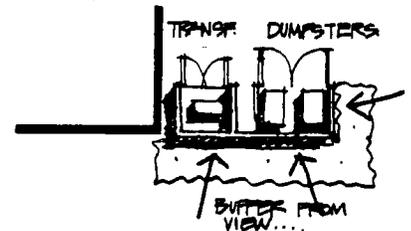
3.11 SCREENING OF EXTERIOR ELECTRICAL EQUIPMENT AND TRANSFORMERS:

Objectives:

1. to minimize the visibility of exterior electrical equipment and transformers from primary visual exposure areas (streets, primary image entry drives, floors of image buildings, and common visual and recreational amenity areas, etc.)

Guidelines:

1. Transformers that may be visible from any primary visual exposure area shall be screened with planting and/or berms or a durable non-combustible enclosure (of a design configuration acceptable to Pacific Gas and Electric). Where possible, it is recommended that refuse containers and transformers be integrated into the same enclosure.
2. Transformer enclosures should be designed of durable materials with finishes and colors which are unified and harmonious with the overall architectural theme.
3. Exterior mounted electrical equipment shall be mounted on the interior of a building wherever possible. When interior mounting is not practical, electrical equipment shall be mounted in a location where it is substantially screened from public view. In no case shall exterior equipment be mounted on the street-



side or primary exposure side of any building.

4. Exterior mounted electrical equipment and conduit shall be kept to a visible minimum, where visible shall be installed in a neat and orderly fashion, and shall be painted to blend with its mounting background.

3.12 FENCES AND WALLS:

Objectives:

1. to permit the installation of fences and walls within a lot for the purpose of site security, sound attenuation, separation of functional activities, and screening of unsightly functions and activities
2. to have fences and walls installed such that they are as inconspicuous as possible or designed as an integrated and complimentary architectural design element adding interest to the overall architectural design concept
3. to have no walls or fences reduce the intended quality of the development or reduce the perception of Napa Valley Corporate Park as a campus environment
4. to discourage the construction of walls and fences except as necessary to screen outside storage, loading, and service areas
5. to insure that fences and walls do not, because of their height, location, or design, contribute to a decrease in the safety or efficiency of traffic flows on-site or in fronting streets

Guidelines:

1. Fenced areas are permitted only in the rear yards of Tracts A and B and rear and side yards of Tract C.
2. No fence or wall shall be constructed within setback from the curblines of a fronting street.

3. No fence or wall shall exceed a height of 6'-0" unless otherwise approved in writing by Napa Valley Corporate Park Association.
4. Walls and fences between buildings and fronting streets are discouraged, but when necessary shall require written approval by Napa Valley Corporate Park Association.
5. All fences and walls shall be designed as an integrated part of the overall architectural and site design. All materials shall be durable and finished in textures and colors complimentary of the overall architectural design. All fencing shall be planted with vines or screened by dense shrubbery.
6. Where chain link is to be employed, it shall be of a dark color and where possible be largely hidden behind plant materials and/or earth mounding.

3.13 UTILITIES AND COMMUNICATION DEVICES:

Objectives:

1. to have the entire Napa Valley Corporate Park visually free of unsightly overhead power and telephone lines, utility poles, and other utility and communication equipment and components
2. to protect off-site utility systems from becoming over-burdened by individual lot utility systems
3. to achieve minimum disruption of off-site utilities, paving, and landscape during construction and maintenance of on-site utility systems

Guidelines:

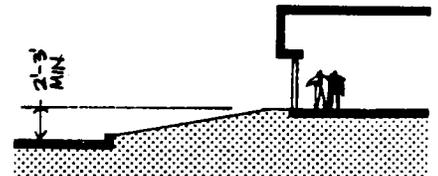
1. All exterior on-site utilities including, but not limited to, drainage systems, sewers, gas lines, water lines, and electrical, telephone, and communications wires and equipment shall be installed and maintained underground.

2. On-site underground utilities shall be designed and installed to minimize the disruption of off-site utilities, paving and landscape during construction and maintenance and shall be of such a design so as not to place excessive burdens upon off-site utility systems during the course of use.
3. No antenna or device for transmission or reception of any signals, including, but not limited to, telephone, television, and radio, shall be placed on any lot so that it is visible from 5'-0" above the ground or ground floor level at a distance of 500 feet in any direction, unless specific written approval is granted by Napa Valley Corporate Park Association. Transmitters and antennas shall be screened from view by berms, planting, or a combination of both.
4. Temporary overhead power and telephone facilities are permitted during construction.

3.14 GRADING:

Objectives:

1. to encourage site design which protects buildings and business activities from damage or disruption that might otherwise occur during extreme storm conditions
2. to allow precipitation falling on site and surface water flowing from adjacent sites to be effectively absorbed or to drain off the site without causing excessive water concentrations on adjacent sites or streets
3. to have site grading compliment and reinforce the overall architectural and landscape design character



3.15 NUISANCE:

Objectives:

1. to insure that no portion of Napa Valley

Corporate Park is used in such a manner as to create a nuisance to adjacent sites or streets such as, but not limited to, vibration, sound, electro-mechanical disturbance, radiation, air or water pollution, dust, emission of odorous, toxic or noxious matter

Guidelines:

1. No nuisance shall be permitted to exist or operate upon any lot or site so as to be offensive or detrimental to any adjacent lot or site or neighboring property or to its occupants. A "nuisance" shall include, but not be limited to, any of the following conditions:
 - a. Any use of the lot or site which emits dust, sweepings, dirt or cinders into the atmosphere, or discharges liquid, solid wastes or other harmful matter into any stream, river, or other waterway which, in the opinion of the Napa Valley Corporate Park Association, may adversely affect the health, safety, or comfort of persons within the area or the intended use of their property. No waste nor any substance or materials of any kind shall be discharged into any public sewer serving the subject property or any part thereof in violation of any regulation of any public body having jurisdiction over such public sewer;
 - b. The escape or discharge of any fumes, odors, gases, vapors, steam, acids or other substance into the atmosphere which discharge, in the opinion of Napa Valley Corporate Park Association, may be detrimental to the health, safety or welfare of any person or may interfere with the comfort of persons within the area or which may be harmful to property or vegetation;
 - c. The radiation or discharge of intense glare or heat or atomic, electromagnetic, microwave, ultrasonic, laser or other radiation. Any operation producing

intense glare or heat or such other radiation shall be performed only within an enclosed or screened area and then only in such manner that the glare, or heat or radiation emitted will not be discernible from any point exterior to the site or lot upon which the operation is conducted.

- d. Excessive noise. At no point outside of any lot plane shall the sound pressure level of any machine, device, or any combination of same, from any individual plant or operation, exceed the decibel levels in the designated preferred octave bands as follows:

Octave Band Levels Center Frequency of Lot	Maximum Sound Pressure (db) at Boundary Plane
31.5	78
63	72
125	65
250	59
500	55
1000	52
2000	50
4000	48
8000	47

A-scale levels of monitoring purposes are equivalent to 60db(A). The maximum permissible noise levels for the octave bands shown above are equal to an NC-50 Boise Criterion curve when plotted on the preferred frequency scale.

Reasonable noise from motor vehicles and other transportation facilities are exempted, so long as the vehicles or other transportation facilities are not continuously on the subject property.

The operation of signaling devices and other equipment having impulsive or non-continuous sound characteristics shall have the following corrections applied:

Corrections

Pure Tone Content	- 5 db
Impulsive Character	- 5db
Duration for Non-Continuous Sounds in Daytime Only:	
1 min/hr	+ 5db
10 sec/10 min	+10db
2 sec/10 min	+15db

The reference level for the db values listed above is the pressure of 0.00002 microbar or 0.0002 dyne/cm².

- e. Excessive emissions of smoke, steam or particulate matter. Visible emissions of smoke or steam will not be permitted (outside any building) which exceed Ringlemann No. 1 on the Ringlemann Chart of the United States Bureau of Mines. This requirement shall also be applied to the disposal of trash and waste materials. Wind-borne dust, sprays and mists originating in plants are not permitted.
- f. Ground vibration. Buildings and other structures shall be constructed, and machinery and equipment installed and insulated on each lot or site so that the ground vibration inherently and recurrently generated is not perceptible without instruments at any point exterior to any lot or site.

4.0 Architectural Guidelines

Objectives:

1. to encourage high quality contemporary architectural design. It is intended that all buildings be designed using simple forms organized around a single element, i.e., major wall, pergolas, etc. It is also intended that materials on buildings be limited in color to those indicated on the enclosed color board. The objective is to allow Napa Valley Corporate Park to be positively differentiated from other business parks.
2. to encourage businesses locating within Napa Valley Corporate Park to express themselves individually through the architectural design of their facilities.

Guidelines:

1. All design shall appear as an integrated part of an overall site design concept.
2. No "Period Buildings" shall be permitted. Contemporary building forms and materials will be encouraged.
3. Pre-engineered metal buildings will not be permitted.
4. Exterior wall materials shall be limited as provided in the Airport North Industrial Area Specific Plan, with the following additional requirements:

- a. Metal clad buildings will be permitted only if designed by an architect and only if specifically approved in writing by Napa Valley Corporate Park Design Review Committee.
5. Roof materials shall be limited as provided in the Napa Valley Specific Plan, with the following additional requirements:
 - a. Flat roofs shall be designed so as not to be visible from adjacent streets and shall be finished with a light-colored aggregate surface compatible with the exterior wall colors.
 - b. Additionally, flat roofs shall be:
 - I. In Tracts A and B, 50% screened from view from the highest level developable on adjacent property by either parapet or other building form.
 - II. In Tract C, 50% screened as in Tracts A and B or alternative acceptable to the Napa Valley Corporate Park Design Review Committee.
6. All roof mounted equipment shall be screened from view by parapets or other building form. diameter by 3 feet high shall be enclosed in penthouse structures or screened from view by treillage.
7. The use of reflective glass shall be subject to approval by the Napa Valley Corporate Park Design Review Committee. Any reflective glass approved will be soft and not mirrored glass.
8. All exterior lighting shall be designed so that the light source is concealed.
9. Exterior colors and finishes:
 - a. Finishes shall be non-reflective; colors shall be as approved by the Napa Valley Corporate Park Design Review Committee.

- b. A palette of suggested colors is included in this guideline.
10. Design consideration should be given to:
- a. views and vistas
 - b. solar orientation and climate
 - c. orientation toward major streets and thoroughfares
 - d. vehicular and pedestrian flows
 - e. the character of surrounding developments
 - f. expressions of a facility's functional organization
 - g. expressions of the individual character of each business
 - h. the satisfaction of physical, psychological, social, and functional needs of facility users.
 - i. energy conservation through facility design
 - j. potential environmental hazards
 - k. enhancement of the overall landscape
 - l. roof exposure
11. Consideration should be given to the incorporation of design features such as:
- a. ceremonial entrance drives
 - b. enriched visitor parking areas
 - c. highlighted visitor entrance and entry plazas
 - d. highlighted employee entries and entry plazas
 - e. decorative pedestrian plazas and walkways

- f. focal theme towers
- g. focal site sculptures
- h. enriched employee lunch areas
- i. atriums and interior courts
- j. accent landscaping and water features
- k. dynamic building forms
- l. striking window patterns
- m. light and shadow patterns
- n. color accents

5.0 Landscape Guidelines

The landscape consists of elements that give form to exterior spaces. Thus, the character of the landscape is created by elements such as streets and building setbacks, the variety and placement of elements such as signing, site lighting, walkways, and plant materials, and the arrangement of major functional elements such as project entrances, parking lots, buildings, service areas etc.

Given that project architecture and building sites within Napa Valley Corporate Park will most likely be of varying types and sizes, landscaping as a design element will play the key role in creating and conveying the overall character of Napa Valley Corporate Park as a "parklike" working environment. The purpose then, of these Master Landscape Design Guidelines, is to provide design criteria which will help to insure that Napa Valley Corporate Park achieves an image that is distinctive, clearly understandable, and unified.

5.1 INTRODUCTION TO THE NAPA VALLEY CORPORATE PARK LANDSCAPE CONCEPT:

As a part of the Napa Valley Corporate Park master plan, a Master Landscape Plan has been conceived to organize, unify, and create a distinctive character for the whole of Napa Valley Corporate Park. The Master Landscape Plan recognizes that Napa Valley Corporate Park consists of two prominent zones, namely the streetscape zone and the interior zone. An understanding of nature nature of these two zones is important to understanding the landscape design guidelines and their intent.

5.2 LANDSCAPE DESIGN GUIDELINES:

It is intended that the interior zone of Napa Valley Corporate Park recall the theme of the "original Napa Estate". That is, to develop the quality of the landscape inherent to the older Napa Valley farm or vineyard.

Provide avenue trees along the major vehicular entries within the subject parcel. Accent the front pedestrian entry to each building or buildings with planting that provides shade and or color. Maximize the use of lawn, minimize ground cover areas. Parking lots are to be planted as an orchard, with an approved shade tree planted every 6 automobiles.

Subtle light levels, restrained graphics and screening of service areas will all contribute to reinforcing the Napa Valley Corporate Park landscape design concept.

The preservation of existing, native, specimen oak trees is encouraged.

1. Maintenance of Unimproved Sites:

- a. Sites that are not improved or built upon shall be maintained at all times in a clean and neat appearance by the property owner, by removal of weeds, grasses, mowed brush, and trash. Napa Valley Corporate Park and its representatives have the right to perform the necessary maintenance and charge the individual tenant or property owner as necessary.

2. Landscape Coverage:

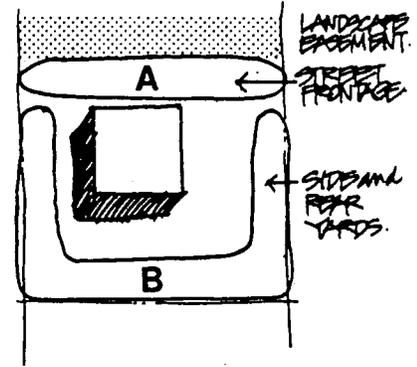
- a. A minimum of 15% of the area within the property lines of a development site shall be devoted to landscape materials unless otherwise approved.

3. Street Frontage Zone Design Guidelines:

- a. (Refer to Setback Guidelines, Section 3.4 and Sheet L-1A, L-1B and L-1C.)

I. Definition of Street Frontage Zone

- A. The street frontage zone is defined as that portion of the site which fronts on the Landscape Easement and/or is visible from the street.

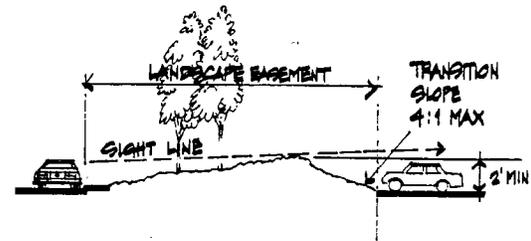


II. Specific Design Limitation within the Street Frontage Zone:

- A. Grading: Finish grading for each site shall meet the existing grade at the setback boundary. Transition slope in this zone shall not exceed 3.5:1.

- B. Service areas: Service areas within this zone are to be enclosed with an approved screen planting, berm, trellis architectural feature or wall with the appropriate landscape material.

- C. Parking: Surface parking areas within the street frontage zone shall be 2 feet below the top elevation of berms within the Landscape Easement.



- D. Screening: The trees and/or shrubs, in combination with walls, shall be selected to aid in eye level screening of service areas.

Evergreen or coniferous trees having dense character planted in groves or defined hedgerows for architectural effect, in conjunction with shrub masses, shall be used to mitigate service facilities without interrupting the overall landscape statement.

4. Parking Lot Landscape Requirements

- a. Plant parking lots as an orchard. Shade

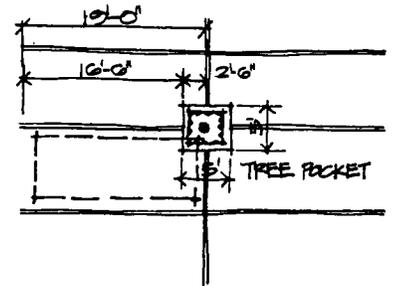
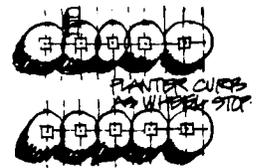
all parking lots with an approved shade tree planted for every 6 automobiles. Plant in uniform groves of the same type of tree. Minimize single row parking, maximize parking in blocks or multiple rows.

- b. Protect all planted areas from vehicles with a 6" wide by 6" high concrete curb.

(See also Parking Guidelines, Section 3.6)

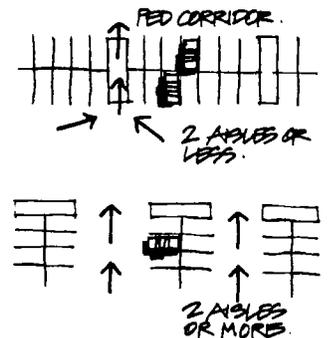
I. Tree Planting Requirements

- A. A minimum of one 15 gallon tree is required per each six parking stalls. Trees must be placed in the immediate vicinity of parking stalls, credit will not be given for perimeter edge the tree plantings.
- B. Tree wells and planter areas within paved parking areas shall provide a minimum 4 foot clear planting space.
- C. Tree well and planting edge curbs should be used in lieu of wheel stops.



II. Parking and Pedestrian Circulation

- A. Parking location and layout should facilitate easy and safe pedestrian circulation.
- B. If the parking layout is one or two rows deep, walking space with a minimum width of 4 feet between stalls should be provided at key locations.
- C. If parking lots exceed two rows in depth, the alignment of the aisles should be in the direction of the pedestrian movement.



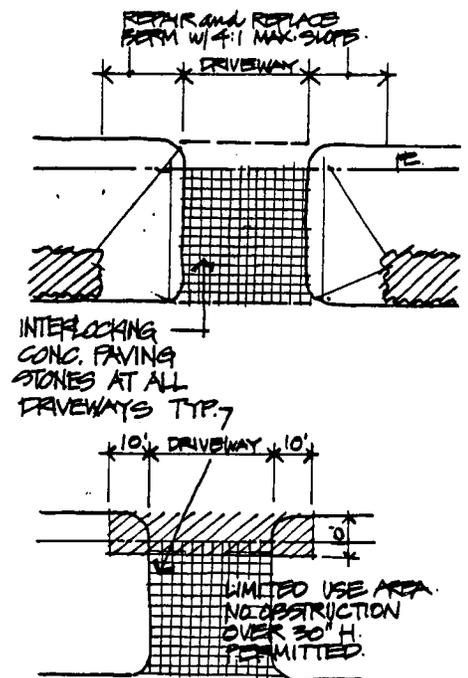
III. Parking Lot Plant Material List

- A. A single species tree is to be used for each parking compound, however the tree species may be different in separated areas.
- B. Trees shall be selected to create an orchard like overhead canopy or hedgerow effect and shall be spaced or grouped in such a manner as to reinforce the planting concept.

5. Vehicular Access Drive Design Guidelines

a. Location Criteria

- I. Major access drives are to be located as described in Access and Drive Location Guidelines, Section 3.7.
- II. All access drives shall be paved with interlocking concrete paving stones (Unidecor style, charcoal on grey starburst color, herringbone pattern - "cobble") from Property line setback line, typical.
 - A. These locations are based upon median locations and left turn pockets as constructed in the peripheral road system.
 - B. Access drives for "right turn only" ingress and egress should be located by the individual property owner according to City Standards.



b. Limited Use Area at Primary and Secondary Access Drives

- I. The limited use area is defined as the area extending ten feet on either side of an access drive and in that area the first ten feet extending in from the curbline of the public street.

- c. All objects higher than 30 inches above the top of curb at the access drive curb opening, including but not limited to, shrubs, trees, signs, and earth berms shall be located outside of the limited use area.

6. Vehicular Access Drive Planting:

- a. Provide avenue trees along the major vehicular entries within the subject parcel or extend setback tree grid along entry. Refer to Master Landscape Plan Sheet L-1A for trees designated for setback areas.

7. Building Planting:

- a. Accent trees providing contrast in texture, color, or form to surrounding buildings and structured landscape. These are to be grouped in masses (such as small flowering tree groves) or certain tree types planted as single large size boxed specimens for visual impact. The number of different species used shall be kept to a minimum to retain continuity.
- b. Accent Vine planting if used, shall be integrated with the architecture to achieve a "green wall" or other desirable foliage or flowering effect in harmony with the surrounding landscape, and provisions made for proper maintenance.
- c. Accent Shrubs and/or annuals - perennials - to provide accent color at key visual points. Shall be subject to Design Review Committee for approval. Provisions must be made for periodic replacement and must be maintained in good flowering condition within distinct planting areas or in planters or pots of appropriate size and type.

8. Guidelines for Interior Property Lines and

Landscape Areas:

a. Plant Tree Hedgerow - See List 5.2.3aIID.

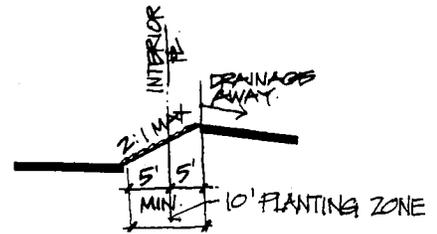
I. Side and Rear Yard Requirements

A. A 5 foot minimum planting strip is to be provided continuously along an and adjacent to all interior property lines. Where two properties adjoin, there shall be total of 10 foot zone created by the two 5 foot required landscape planting strips on each side of a property line.

B. All site drainage shall be directed away from the 10 foot zone. Drainage within the 10 foot zone may flow to an adjacent property.

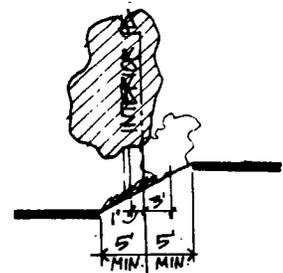
C. A maximum slope of 2:1 is allowed within the 10 foot planting zone. A one foot minimum flat transition shall be provided at the top and bottom of all slopes within this zone.

D. No walls or fences exceeding 30 inches in height shall be permitted within a required 10 foot planting zone. Walls or fences separating adjoining parcels may be omitted when located at the property line.



II. Side and Rear Yard Landscape Requirements

A. Shrub and/or tree plantings shall be required in the 10 foot zone. Where two properties adjoin. The first property required to install required planting. The second property owner shall match this planting on the opposite side for continuous planting.



10. Planting and Irrigation Details and Specifications:

- a. All planting areas not in turf shall be topdressed dressed with a one inch layer of mulch, and bordered within a 2" x 4" size redwood headerboard (laminated to full size for curved sections), or 6" minimum wide concrete or masonry curb.
- b. All trees shall be detailed to receive staking or guying, by approved methods. Planting procedures for all plants shall include excavation of planting holes to be minimum of 2 times larger than container size of plant, and proper cultivation and amendment procedures required to sustain healthy growth.
- c. Irrigation systems either drip type or spray type, shall be automatically controlled, and shall provide proper moisture distribution to sustain healthy plant growth. Details for all equipment shall be indicated, and shall be inaccordance with public and local codes, by type and installation.
- d. Landscape specifications are to contain provisions for:
 - I. Site preparation.
 - II. Materials and installation procedures
 - III. Inspections and observations
 - IV. Maintenance
 - V. Cleanup
 - VI. Guarantees
 - VII. As built drawings

6.0 Signage Guidelines

Objectives:

1. to allow sufficient, though not excessive, business identification devices so that the name of each business locating in Napa Valley Corporate Park is clearly and individually associated with the facilities it occupies, when viewed by motorists passing by on fronting streets and walkways
2. to prohibit signs and business identification devices from being used for advertising of any kind including, but not limited to, advertising of products, services, or job openings
3. to allow on each parcel sufficient, though not excessive, informational, directional, and traffic control signing for convenient and efficient operation
4. to have all informational, vehicular control, and temporary signing be uniform in design, size, height, color, material, and typography
5. to permit sufficient, though not excessive, temporary signing including those identifying the future occupant, the design consultants, the general contractor, lending institutions, sales or leasing agents, and the building product to be offered
6. to insure that signing and identification devices do not, because of their height, location or design, contribute to a decrease in

the safety and efficiency of traffic flows in fronting streets

7. to insure that signing and identification devices adhere to and do not exceed the zoning regulations as determined by the City and County of Napa
8. to establish a signing and identification system which is highly legible, durable, vandal resistant, and compliments the architectural and landscaped concept of the development

Guidelines:

An effective signage and graphic system functions not as a separate entity, but as an integral part of its environment. Unified and controlled signage mutually benefits all tenants and visitors in projecting a cohesive and consistent theme without overpowering the architectural and landscaped environment.

To maintain the consistency of the architectural and landscaped image of Napa Valley Corporate Park, no signs shall be permitted within the project boundaries that are not part of or conform to a minimal signage system. The creation of a minimal system satisfies all essential signage requirements while preventing the visual clutter often associated with large signage projects. The implementation of this uncluttered statement will reinforce the quality business environment developed by Napa Valley Corporate Park.

Included in these guidelines are, Major Identification, Internal Signage, Temporary Signage, Commercial Signage, Signage Review and Approval.

6.1 SIGN SUBMITTALS:

1. An overall sign program including any (1) Major Site Identification, (2) Internal Signage, (3) Temporary Signage, (4) Commercial Signage shall be submitted as part of the preliminary plan submittal to the Napa Valley Corporate Park Design Review Committee.

6.2 MAJOR SITE IDENTIFICATION:

1. The major external site signage has been developed to compliment the architectural detailing of structures within the park, while adequately promoting the commercial aspects. A unique, consistent theme is desired for Napa Valley Corporate Park which serves to unite all sign types into a system which benefits both visitors and tenants.

a. Primary Entrance Sign

I. identifies primary park entrance at Napa Valley Corporate Way with Park name and symbol

II. is non-illuminated sign

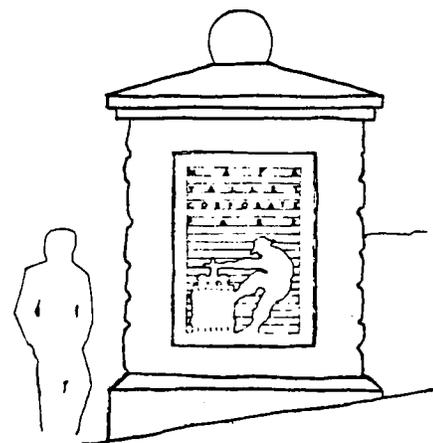
III. is architectural in nature establishing a formal entrance to the project

IV. the signs are to be fabricated of aged brass or equivalent material with contrasting gold colored typography

V. the typography is to be Gill Sans

VI. 15 square foot maximum per sign face

VII. the signs are to be incorporated into entrance walls flanking primary intersection and oriented for maximum visibility along vehicular corridor



6.3 INTERNAL SIGNAGE:

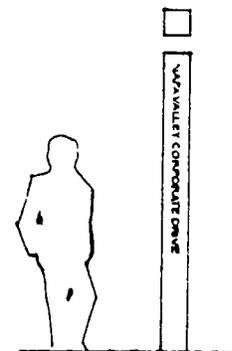
Internal Signage is used to insure a controlled vehicular traffic flow within the park. A unified system has been developed to identify park boundaries and permit unassisted access to all tenant parking and entry points.

1. Street Identification Signage

a. identifies major roadway names within the Park

b. vertical, four sided signage pylons

c. signs to be painted with maroon IMRON

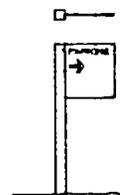


paint or equivalent with individually applied typography (maroon to match PMS 511C). Typography shall be contrasting gold color.

- d. typography to be Gill Sans
- e. non-illuminated
- f. pylons located at each major internal street intersection corner in landscaping

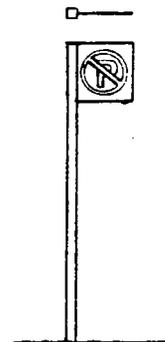
2 Directional Signage:

- a. directs vehicular traffic to individual tenant parking, loading, or shipping areas
- b. painted aluminum post and panel signs, color to match maroon (PMS 511C)
- c. flag mounted sign panel may be two sided
- d. typography to be white Gill Sans
- e. 2-1/4 square foot maximum per sign face
- f. non-illuminated
- g. placed in landscaping and oriented for maximum visibility along traffic corridors or at intersections
- h. no directional control sign shall be located so as to reduce the safe flow of vehicles or pedestrians
- i. no directional control sign shall be internally illuminated or illuminated from the ground



3. Functional Signage:

- a. functional system of regulatory and prohibitive signage for intract traffic control
- b. international symbols developed by the Department of Transportation to be used when possible (Bus Stop, No Parking,



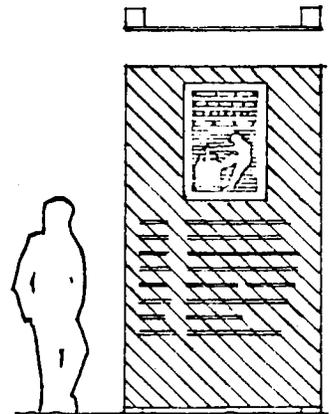
etc.,....) or standard Department of Transportation panels (Stop, One Way, etc.,....)

- c. durable, vandal resistant post and panel signs with highly legible symbols and typography
- d. no functional control sign shall be located so as to reduce the safe flow of vehicles or pedestrians
- e. no functional control sign shall be internally illuminated or illuminated from the ground

4. Temporary Signage:

The long term phasing of Napa Valley Corporate Park presents a need for limited temporary signage identifying new construction and tenants. Establishment of design guidelines for temporary signage insures uniformity throughout the phasing and provides a format linking the Park identity with the temporary information.

- 1. one temporary development sign of uniform size, area, height depicting the Napa Valley Corporate Park identity and colors as illustrated here and shall, at a minimum, identify the developer, major tenants, architect, construction and engineering subcontractors, and financing institutions, real estate brokerage firm is permitted per site
- 2. provided by individual tenant or developer
- 3. design and fabrication according to specific guidelines provided by the Napa Valley Corporate Park Design Review Committee
- 4. 32 square foot maximum sign face allowed per panel
- 5. non-illuminated, freestanding, wood construction post and panel signage with painted graphics.
- 6. no additional individual signs shall be permitted. Napa Valley Corporate Park or its re-



representatives have the right to remove unpermitted signs and charge the individual tenant or property owner for the cost of such removal

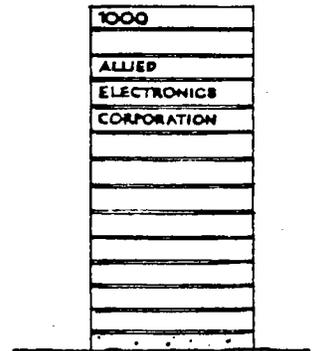
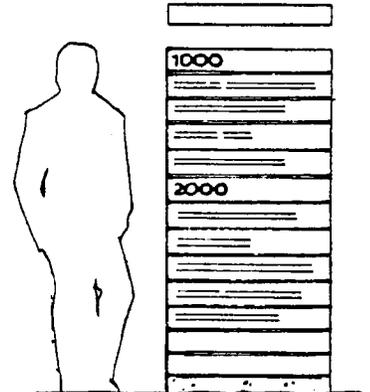
7. no temporary development sign shall be located so as to reduce the safe flow of vehicles and pedestrians
8. all temporary development signs shall be removed from the premises within ten days of notice of completion

6.4 COMMERCIAL SIGNAGE:

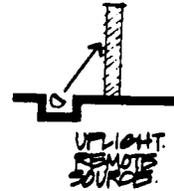
The commercial signage guidelines have been developed to provide adequate, though not excessive identification for business complexes and major tenants within the Napa Valley Corporate Park. Commercial Signage is restricted to the use of standardized Off Building Signage as primary identification, and limited On Building Signage as secondary identification.

1. Off Building Signage

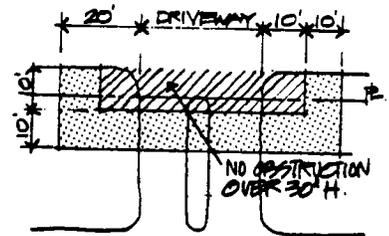
- a. identifies major building or commercial complexes and address numbers
- b. sign to be painted with maroon IMRON paint or equivalent with individually applied typography (maroon to match PMS 511C)
- c. typography to be 4" cap height Gill Sans
- d. freestanding monolith-type sign unit on concrete base with removable sign panels for ease of revision
- e. business complexes with individual or multiple tenants are to be identified with only one monolith-type sign per building, located at the primary entrance. Major tenants may be allowed additional monolith-type signs at secondary auto entrances, where necessary as determined by the Napa Valley Corporate Park Design Review Committee
- f. signs may be illuminated if desired using



external flood lamps only. 100 W maximum lamps to be installed below grade as per specific guidelines provided by Napa Valley Corporate Park Design Review Committee. No exposed lighting or internal illumination allowed. No unprotected lamp providing sign illumination shall be directly visible when viewed at any angle from a distance of twenty feet or more. No sign illumination shall cast a glare which will be visible from any street or access drive.



- g. may be two sided, 25 square foot maximum per sign face
- h. located in landscaped areas, along business frontages, at vehicular entry points and oriented for maximum visibility
- i. detached business identification signs must be located within 20 feet of a fronting street and the access drive, but shall not exceed 30 inches in height when located in the first 10 feet adjacent to access drive closest to the street.



2. Additional Off Building Signage

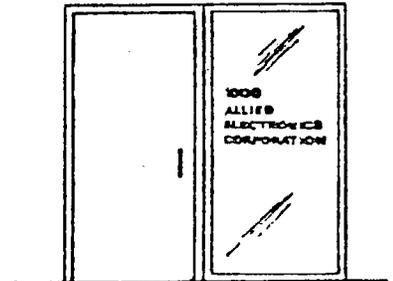
- a. secondary identification of individual tenants not provided by On Building Signage (see section 3, On Building Signage) shall be accomplished by the use of secondary monolith-type signs.
- b. each sign shall provide space to identify up to five (5) individual tenants and address numbers with a 17 square foot maximum per total sign face
- c. sign to painted with IMRON paint to compliment building accent color (under the guidance and approval of the Napa Valley Corporate Park Design Review Committee)
- d. typography to be 1 1/2" cap height Gill Sans in contrasting color
- e. freestanding monolith type sign unit on

concrete base with removable sign panels for ease of revision.

- f. signs may be illuminated if desired using external flood lamps only. 100 W maximum lamps to be installed below grade as per specific guidelines provided by Napa Valley Corporate Park Design Review Committee. No exposed lighting or external illumination allowed. No unprotected lamp providing sign illumination shall be directly visible when viewed at any angle when viewed from a distance of twenty feet or more. No sign illumination shall cast a glare which will be visible from any street or access drive.
- g. graphics one side only and sign face oriented parallel to building frontage.
- h. located in landscape areas along business frontages at pedestrian entry points. Quantity required per frontage as determined by the Napa Valley Corporate Park Design Review Committee.

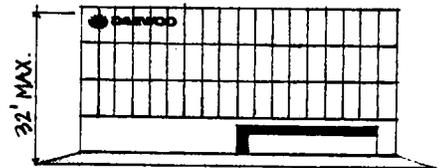
3. On Building Signage:

- a. identifies individual or multiple tenants
- b. secondary or multiple tenants are to be identified with a standardized typeface applied directly to entrance door or adjacent glass, 5 square foot maximum sign face.
- c. sign face square footage is defined as the total area incorporating all typography, symbols and logotypes.
- d. secondary or multiple tenant identification shall be applied as individual letterforms or symbols attached directly to building wall or glass entrance.
- e. primary tenants, or tenants holding the major square footage in a commercial complex (as determined by the Napa Valley Corporate Park Design Review Committee)



may use logotypes or symbols with 25 square foot maximum sign face allowed. The building mounted sign area is defined as the area of the surface or surfaces which displays letters or symbols identifying the business or businesses occupying the site or when the sign is of freestanding letters, the single rectangular area which fully encloses all letters or symbols identifying the business or businesses occupying the site. Building mounted business or building identification signs may be illuminated by internal illumination or backlighting provided that the color and intensity of such lighting appears as an integral part of the overall architectural and site design concept. No sign illumination shall cast a glare which will be visible from any street or access road.

- f. primary or major footage tenant signs shall not extend beyond a height above the ground floor which is the lesser of 32 feet or the maximum permitted by the local governing authority.
- g. primary or major footage tenants are encouraged to develop signage which compliments surrounding architectural details
- h. all On Building Signage to be provided by tenants. Design and fabrication of signage done under the guidance and approval of the Napa Valley Corporate Park Design Review Committee.



6.5 SIGNAGE REVIEW AND APPROVAL:

To assist individual tenants in producing On Building Signage which compliments the architectural concept of Napa Valley Corporate Park, a Design Review Committee will be established. Project developers, architects, and graphic designers will form a review and approval board to insure conformity to established guidelines. The committee will offer examples of designers, fabricators and contractors to promote a uniform, high level of quality in all phases of design. Any proposed

deviation from the established signage guidelines shall be subject to review and approval by the Napa Valley Corporate Park Design Review Committee before a variance is granted.

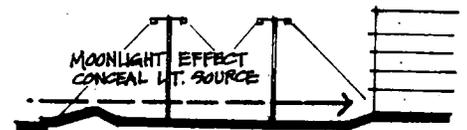
7.0 Lighting Guidelines

Objectives:

1. to have on-site lighting contribute to the safe and efficient use of a development site
2. to have on-site lighting contribute to site security
3. to have on-site lighting compliment and reinforce the architecture and site design character
4. to have on-site parking lot lighting fixtures and illumination levels be consistent throughout Napa Valley Coporate Park
5. to prevent on-site lighting from casting glare onto adjacent lots
6. to prevent on-site lighting from casting glare onto adjacent streets in such a manner as to decrease the safety of vehicular movement
7. to encourage lighting design that is in conformance with energy saving guidelines

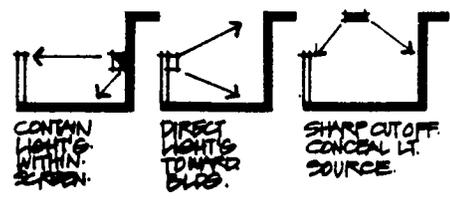
Guidelines:

1. All lighting potentially visible from an adjacent street except bollard lighting less than 42 inches high, shall be indirect or shall incorporate a full cut off shield type fixture

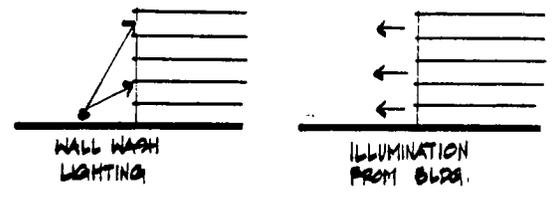


2. Parking areas, access drives, and internal vehicular circulation areas - All parking lot lighting fixtures shall be a zero cut off Guardco - Form Ten EH or a fixture of similar "shoe box" type design mounted at 18'-0" atop a square metal pole. Both the fixture and pole are to have a durable black finish. The light source shall be high pressure sodium. The parking lot illumination level shall achieve a uniformity ratio of 3 to 1 (average to minimum) with a maintained average of 1 foot candle and a minimum of .3 foot candle.

3. Service area lighting shall be contained within the service yard boundaries and enclosure walls. No light spillover should occur outside the service area. The light source should not be visible from the street.



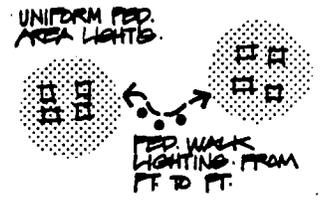
4. Building illumination and architectural lighting shall be indirect in character. (No light source visible). Indirect wall lighting for "wall washing" overhead down lighting, or interior illumination which spills outside is encouraged. Architectural lighting should articulate and animate the particular building design as well as provide the required functional lighting for safety and clarity of pedestrian movement.



5. Pedestrian walk and area lighting is segmented into 2 zones.

a. The first zone is pedestrian area lighting. This is for outdoor pedestrian use such as courtyard, entry way, etc. Pedestrian area lighting should achieve a uniformity ratio of 3.5 to 1 average to minimum, with an average illumination of .60 foot candles and a minimum of .18 foot candles.

b. The second zone is pedestrian walk lighting where point to point lighting is acceptable with no specific illumination levels required. The main emphasis in this zone should be to clearly identify the pedestrian walkway and direction of travel.



8.0 Appendix

CONTACT AND REFERENCE LIST

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Telephone: 707.252.7711
Planning – Barry Munowitch, AICP
Public Works – Michael O'Bryon
Building Department – Bruce Gunn

DESIGN REFERENCES

Napa Zoning Ordinance

The Airport North Industrial Area Specific Plan

The Napa Valley Corporate Park CC&Rs

Controlling Building Code: Uniform Building Code
With City enacted amendments

Building Color Palette

Landscape Master Plans and Sections

Parcel Maps and Existing Engineering Plans
(Contact Bedford Property Investors or City of Napa Public Works Dept.)