

**BOCA PARK MARKETPLACE
Master Development Plan and
Development Standards**

Las Vegas, Nevada

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Prepared for:

**CITY OF LAS VEGAS
Planning and Development Department**

and

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BOCA PARK MARKETPLACE

Master Development Plan and Development Standards

1.0 INTRODUCTION

1.1 OVERVIEW

Located at the Northeast corner of Rampart and Charleston Boulevard, Boca Park consists of a two phase, 100 acre mixed-use development. Phase (I) Boca Park Marketplace, the southern half of the site, will be a commercial development containing C-1 retail and service uses serving the neighboring communities. Some of these amenities will include: a grocery store, a drug store, a department store, restaurants and various other allowable C-1 uses. Phase (II) The Shops at Boca Park, the northern half of the site, will be an Urban Village combining up-scale condominiums with high-end fashion retail shops, specialty restaurant venues, professional offices, a boutique hotel and an outdoor amphitheater. These activities will be carefully organized around a private, landscaped boulevard developed as a pedestrian friendly street plaza with tree lined walkways, large decorative stone European style fountains, gazebos and colored pavers.

1.2 OBJECTIVE

The following Master Development Plan and Development Standards for Boca Park Marketplace have been established as a basis to ensure a unified development for both phases of construction for Boca Park. The provisions outlined within this development standards document will provide a framework to inform the design of all parts of the project from building form, color, material and scale to site elements, landscaping and signage. The Master Development Plan and Development Standards for Phase (I), Boca Park Marketplace are intended to be used in conjunction with the City of Las Vegas Title 19A Planning and Development Code. Together these two documents will define the parameters for development within Boca Park Marketplace. In addition the design guidelines presented herein will establish a contemporary Pueblo Deco architectural vocabulary of clean lines, simple forms and an earth tone color palette for all of Boca Park resulting in a unified composition of built elements for the entire development.

1.3 SUBMITTAL REQUIREMENTS

Once contracts are signed and in place for development within Boca Park, parcel owners and tenants will be issued a set of Boca Park Marketplace Master Development Plan and Development Standards which outlines the approved architecture, landscape and signage requirements for the property. Developers will then be required to submit preliminary and final designs for review and approval by the Boca Park Architectural Review Committee (ARC) prior to submitting designs to the City of Las Vegas Department of Planning and Development. All submittals must be in compliance with the Covenants, Conditions and Restrictions (CC & R's) for the property as well as the Development Standards and Zoning ordinances for the City of Las Vegas. The Design Review Submittal for the Boca Park ARC must include the following annotated drawings and exhibits to scale:

LANDSCAPE PLAN

- Planting plans, details and specifications, including species, size and locations
- Irrigation plans, details and specifications, including sprinkler valves, controllers, backflow preventers and pipes
- Hardscape plans, specifications and details
- Decorative fence and wall plans and elevations

SITE PLAN

- Site data (building area, lot coverage, parking count)
- Lot boundaries
- Building footprint
- Setbacks, easements
- Paving, parking stripes
- Trash enclosure (plans, details)
- Utility equipment pads

FLOOR PLAN(S)

- Dimensions
- Interior rooms / walls illustrated

ROOF PLAN(S)

- Identify roof and parapet heights
- Illustrate all roof top mechanical units
- Note roof materials, color and slope

RENDERED ELEVATIONS

- Top of parapet or eave height noted
- Colors and material specifications noted
- Trash Enclosure

EXTERIOR COLOR / MATERIALS BOARD

- Paint chips for all painted surfaces (stucco, window frames, steel accents, etc.). Manufacturer and color name identification must be included.
- Block sample, if used. Manufacturer and color name identification must be included.
- Metal roof sample illustrating selected color
- Glazing sample
- Cut sheets for all exterior light fixtures (parking, architectural or otherwise)
- Sandstone sample, if used

Note: All materials on the Exterior Color / Materials Board must be noted on the Rendered Elevation drawings. In addition their location or use must be noted on the board (ie. CMU – 1 at Trash Enclosure).

1.4 CITY OF LAS VEGAS REQUIREMENTS

The Master Development Plan and Development Standards for Boca Park Marketplace will work in conjunction with all existing City of Las Vegas Guidelines and requirements. Therefore, development within Boca Park Marketplace must comply with both the standards outlined in this document as well as any and all City ordinances or requirements subject for the review and approval by 'Architectural Review', 'Use Permit', 'Variance' or other submittal process as required by the City of Las Vegas Planning and Development. However, the Submittal Requirements outlined above in section 1.3 must be reviewed by the Boca Park ARC prior to pursuing the required submittals for the City of Las Vegas.

2.0 SITE PLAN

2.1 INTENT OF THE MASTER PLAN

Boca Park seeks to create an Urban Village with shopping streets and tree lined boulevards of the highest quality. The development will combine services and activities for the neighboring communities while supporting a residential community of its own. The South and West boundary edges for Boca Park Marketplace, at Rampart and Charleston are lined with small pad buildings allowing larger areas of building and parking to retreat to the core of the site where interior streets and drives interconnect all of the parts. Pockets of different activities and services have been strategically dispersed throughout the entire site breaking down large areas of parking to create a dynamic, high quality retail, restaurant, commercial environment.

2.2 LAND USE

Properties within Boca Park Marketplace shall be developed in accordance with the City of Las Vegas Planning and Development Zoning Ordinance for C-1 uses.

2.3 BUILDING SETBACKS

All buildings within Boca Park Marketplace shall maintain a 20' minimum setback from all three boundary streets: Charleston Boulevard, Rampart Boulevard and Merialdo Lane. However buildings occupying a corner site shall maintain a 15' minimum setback measured from the development property line, see site plan exhibit 8.1. Individual pad buildings shall maintain a 10' minimum setback from each side of the property line. However, when the parcel is located at an entry drive or borders the internal loop road a 20' building setback must be maintained on the side of the property which borders either the entry drive or the loop road.

2.4 LANDSCAPE EASEMENTS

A 15' landscape buffer shall be provided along Charleston and Rampart Boulevards. The landscape buffer along Merialdo Lane must average 40' over the entire length of the project for both Phase I and Phase II per the City of Las Vegas Zoning Conditions. In addition, each parcel within Boca Park Marketplace shall maintain a landscape setback of 5' on all sides of the property. The landscape easement in combination with the required building setbacks has been established in order to keep parking and building footprint from abruptly encountering the edges of the property. The 5' setback shall be in addition to the common area easement when bordering the loop road and entry drive. There shall be no required 5' landscape set back when the common area easement is equal to or greater than 15'.

2.5 SITE COVERAGE

The maximum area allowable for the footprint of any structure occupying a perimeter building pad within Boca Park Marketplace shall be 50% of that parcel, the remaining 50% of the property must be developed as parking, pedestrian areas or landscaping as outlined in the Boca Park Master Development Plan and Development Standards (also, see City of Las Vegas Title 19A C-1, Lot Coverage requirements).

2.6 PARKING

Individual parcels within Boca Park Marketplace have been designed to accommodate estimated on site parking requirements. This planning includes the property occupied by the department store and in-line buildings as well. Parking facilities may be used jointly when two different operations are not normally conducted during the same hours or when hours of peak use vary. Requests for shared parking shall be submitted to and approved by the Boca Park ARC as well as the City of Las Vegas Planning and Development Department. Handicapped parking provided on each parcel or site within Boca Park Marketplace shall comply with the minimum standard put forth by the City of Las Vegas Zoning Code as outlined for specific building use and minimum parking stall sizes shall conform with the City of Las Vegas standards as follows:

Standard Stall Size:	9 feet x 18 feet
Handicap Stall Size:	19 feet x 18 feet

3.0 SITE ELEMENTS

3.1 SERVICE AREAS

Service areas (including storage, equipment maintenance and loading areas) are to be screened with landscaping or architectural elements so that, as much as possible, they are not visible from adjacent buildings and streets. Furthermore, service areas shall be positioned so that service vehicle activities do not disrupt the efficient flow of traffic. All loading and or servicing must occur entirely on-site; off-site service vehicle loading shall not be permitted.

Utility equipment and communication devices located on the ground must also be screened with either landscape, decorative walls or other architectural elements subject for review by the Boca Park ARC. Architectural screening devices shall use materials and finishes consistent with those of the adjacent buildings and storage areas (as defined within this document). All outdoor areas of refuse collection must be contained by a solid perimeter wall with an opaque metal gate which will provide visual screening. Materials and finishes for this enclosure must comply with those specified in section 4.4 of this document, no unfinished masonry block shall be permitted. Refuse collection areas shall be designed to contain all refuse generated on-site and deposited between collections. Refuse collection areas should be designed and located within the individual properties or parcels so as to be convenient for depositing refuse generated on-site as well as to provide clear and convenient access for refuse collection vehicles, thereby minimizing wear-and-tear to on-site and off-site developments. Refuse receptacles may require compaction or self-sanitizing devices depending on the type and quantity of refuse generated by the occupants and use of the site. All refuse areas are to be kept clean, dry and free of odor. All "wet-type" refuse containers shall be designed to prevent leakage of liquids onto the property. The number and size for individual service areas shall be evaluated per building type and site at the time of submittal for Design Review by the Boca Park ARC.

3.2 SITE UTILITIES AND ELECTRICAL EQUIPMENT

Wherever possible exterior electrical equipment and transformers are to be hidden from view particularly in areas of prime exposure such as: streets, main entry drives, adjacent buildings and common areas (in conformance with utility requirements). To the extent permitted by the utility company or other relevant entity, transformers, utility boxes and risers that may be visible from any primary visual exposure area shall be screened with a solid (non-combustible) enclosure similar to that prescribed for refuse collection areas. Whenever possible, it is recommended that refuse containers and transformers be integrated into the same enclosure and that utilities be grouped together. Exterior-mounted electrical, building-mounted equipment shall not be permitted unless it is screened from public view.

3.3 SITE MECHANICAL EQUIPMENT

All exterior components of heating, cooling and ventilation systems shall be hidden from view within the lot or from adjoining streets, lots and buildings. In the case of roof mounted mechanical equipment, building parapets shall 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 integral part of the overall architectural design, constructed of complementary and durable materials and finished in a texture and color scheme complimentary to the overall architectural design, subject to the review and approval by the Boca Park ARC.

3.4 GRADING AND DRAINAGE

Site grading shall provide adequate storm water run-off capability. Drainage systems shall be designed so as to maintain all-weather vehicular access on public streets, drives and in

parking area. Finish floor elevations shall be set according to applicable federal and local flood requirements. Site grading design should cause all water to drain away from buildings and shall complement and reinforce the architectural and landscape design character by helping to screen parking, loading and service areas while providing reasonable grade transitions contributing to the efficiency of on-site and off-site movement systems. Grade transition between lots shall be smooth. When grading is in public view, smooth slope transitions between grade changes shall be created. Retaining walls, garden walls and other such site features constructed immediately adjacent to or connecting with a building, must be constructed of a material that visually matches the exterior building or that is an integral material in the landscape. Retaining walls shall not exceed six feet in height. Grade changes that require retaining walls in excess of six feet must be terraced with a minimum three foot separation between each wall.

3.5 PERIMETER WALLS

Decorative perimeter walls shall be constructed of approved building materials and colors as outlined in the Architecture section of this Design Guideline document (4.0). In addition, freestanding walls must be designed as an integral part of the architecture, complementing color, form and material of adjacent buildings. No chain link or extensions and additions at the top of any retaining or perimeter walls shall be permitted.

4.0 ARCHITECTURE

4.1 OBJECTIVE

The Boca Park Marketplace Master Development Plan and Development Standards clearly outline a Contemporary Pueblo Deco Architectural character which addresses form, mass, height, material and color. The underlying intent is to allow for a variety of building sizes, types and uses to exist within Boca Park Marketplace while providing sufficient architectural direction to ensure a unified, cohesive development throughout the project.

4.2 ARCHITECTURAL CHARACTER

The architecture throughout Boca Park Marketplace will be composed of simple geometric forms combining the Pueblo Deco style with a contemporary Desert Southwest pattern appropriate to the Las Vegas climate. Color schemes, reflecting a palette of earth tones, will be simple with only muted natural field colors. Secondary base colors and accent colors, also of an earth tone palette, will be used sparingly to break up the mass of the buildings while providing added interest to the exterior. A combination of contrasting materials including stucco, stone, metal and glass will provide a textural and well balanced composition of elements while all exposed roofs will be of metal standing seam. Special interest will be taken to develop detail occurring at the ground level of the buildings to develop a pedestrian-scale streetscape.

4.3 BUILDING FORM AND MASS

Building forms shall be simple and well-proportion resulting in a balanced composition of elements. A layered system of planes and volumes will provide a rhythm of dynamic building shadows. Free standing structures throughout the site should also maintain these principles of form (bold, simple planes) complimenting rather than contrasting adjacent buildings.

4.4 BUILDING HEIGHT

Individual building heights will vary within Boca Park Marketplace depending on what parcel they are developed and shall be reviewed independently at the time of the original Design Review submittal. Nevertheless, they shall be governed by the following prescriptive height requirements:

In-line Buildings:

Parapet height for the in-line buildings shall not exceed 34'-0" measured from finish floor to the highest point of the parapet. Entry features or tower elements shall not exceed 54'-0" measured from finished floor to the highest point of the roof structure or tower.

Parcel Buildings:

Buildings located on individual parcels shall not exceed 34'-0" measured from finished floor to the highest point of the parapet. However, parcel buildings located in front of the Target property shall not exceed 28'-0" measured from finished floor to the highest point of the parapet.

4.5 BUILDING MATERIALS

A unified composition will be maintained throughout Boca Park Marketplace by utilizing a consistent palette of materials throughout the project. Painted stucco surfaces shall be of a light sand or smooth finish. Accent materials should also be used to introduce a variety of textures and scales. Acceptable building materials are as follows:

- Painted Stucco Walls
- Locally supplied Split Face C.M.U.*
- Locally supplied Honed C.M.U.*
- Standing Seam Metal Roof
- Stone (accent material)

(Approved materials cont.)

- Ceramic Tile (accent material)
- Painted Metal (accent material)
- Glazing, Glass (see note)

*Concrete block and manufacturer shall be reviewed and approved by the Boca Park Design Review committee prior to product specification.

Note: Windows and glazing shall be designed as openings in solid wall surfaces, rather than as building envelope. Highly reflective glass and glass with color coatings shall not be permitted.

4.6 ROOF FORM

Roof form and material must be integrated with the overall character of the development. Although the roof structure of the buildings should generally be flat in keeping with the established Pueblo Deco architectural style, sloped or hipped roof forms may be used to enhance entries, towers or other areas of interest (see Exhibit 8.2 for rendered elevation studies). All roof-mounted mechanical equipment must be screened by parapets or other building elements. Add-on screens, mansards or penthouses shall not be allowed. Roof material should always be standing seam metal unless it is a built up, flat roof screened by a parapet.

Metal roof must be one of the approved accent colors. Acceptable manufacturers and colors include, but are not limited to :

- Barridge, Red
- Imetco, #145 Colonial Red

4.7 COLOR PALETTE

Color schemes for all buildings throughout Boca Park Marketplace shall be of an earth tone palette reflecting a contemporary Southwest environment. Schemes will consist of one or two field colors with deeper colors reserved for accents of iron, window frames, doors or other small areas of detail and interest. (See Exhibit 8.2, rendered elevation studies and Exhibit 8.3, exterior paint chips further clarification). No painted signs or advertising shall be allowed on the buildings unless specifically approved by the Boca Park ARC.

4.8 EXTERIOR SPACES

The local climate provides a comfortable outdoor environment for much of the year. Therefore, it is expected that habitable exterior spaces will be part of the design of each building (patios, courtyards, terraces etc). Pedestrian walkways should be of a material and pattern that will enhance the building design, as well as prevent cracks and breakage. Covered areas should be provided as sun shading for both people and structure they may be extensions of the building, free-standing elements or landscaping (awnings, trellises, canopies, trees).

5.0 LIGHTING

5.1 PURPOSE

The following Lighting standards have been developed to ensure that lighting shall provide safety while appropriately illuminating any given space within Boca Park Marketplace whether it be automobile parking, pedestrian walkway, outdoor activity, service area or otherwise. Lighting will be of a level adequate to provide ease of circulation throughout the site during the evening hours for both auto and pedestrian traffic. Architectural lighting of the landscape, walks, buildings, signage and other pedestrian oriented features is intended to be incandescent, warm tone color and of a low foot-candle level.

5.2 ILLUMINATION CRITERIA FOR PUBLIC PLACES

The City of Las Vegas lighting specifications for illumination or other applicable governing code shall be used for determining the appropriate foot-candle lighting requirement of all public streets, parking lots or walkways throughout Boca Park Marketplace which will ensure a consistent pattern for safety and illumination throughout the project.

5.3 GENERAL REGULATIONS

Lighting Hierarchy: There is a basic hierarchy of lighting intended for Boca Park Marketplace. Higher lighting levels, taller light standards and the use of metal halide shall be permitted within parking lots (not to exceed 30'). The loop road shall be lined by shorter light standards (not to exceed 20') and architectural, accent light standards shall be used around entry signage (not to exceed 16'). See Exhibit 8.4 for all specified light fixtures.

Nuisance Lighting: Light sources in one place shall not become a nuisance for adjacent areas. All fixtures shall be glare shielded, low angle cut-off and shall contain the minimum foot-candle power or wattage that is needed to illuminate the target areas only. Lighting in any one place may not intrude into another in such fashion as to diminish the intent or mood of the lighting in that other place.

Fixtures: All architectural light fixtures and standards (ballard, sconces or other wise) shall be of a consistent character within each parcel of Boca Park Marketplace. The Boca Park ARC shall strive to achieve a consistency of fixture type and quality throughout the master planned Boca Park. Style and finish of all parking and street light standards shall be in accordance with the specified fixtures outlined in this document. Furthermore, site lighting elements shall be used to provide visual accent and drama reinforcing architectural design concepts.

5.5 SUBMITTAL

Plans for any proposed lighting, whether permanent or temporary, which are inconsistent with the standards outlined herein must be submitted for review and approval by the Boca Park ARC. These plans must contain specific location, fixture type (including specifications), design and catalog cuts indicating architectural finish, direction and coverage, mounting details and hours of operation for each fixture.

5.5 SECURITY LIGHTING FOR BUILDING EXTERIORS

Large area floodlights or standard down to dusk lights are not permitted. Spotlights highlighting areas may not be mounted above 15 feet from ground level (from the base of the fixture) and must be pointed towards the ground. Roof mounted spotlights are not permitted. Ground mounted spotlights or floodlights may be used providing they point toward the building and do not spill over into adjacent areas; cut-off shielding must be installed when necessary. All entrances and exits shall be illuminated to the required foot-candle requirement specified by current codes and requirements; entrances may be highlighted with architectural accent lighting.

5.6 PARKING LOT LIGHTING

The maximum height of parking lot light fixtures, measured from the base of the light standard to the top of the standard or fixture, shall not exceed 30 feet above ground level, measured from finish grade or finish pavement at the base of the light standard. All parking lots shall be lit from the interior and/or at the edge of the parking lot and directed to the lot. Building mounted parking lot lighting shall not be permitted.

6.0 LANDSCAPE STANDARDS

6.1 LANDSCAPE CONCEPT

The objective of the landscape architectural design criteria is to establish a pleasant and attractive landscape framework for the Boca Park Marketplace development. This framework will help provide design continuity and establish an identifiable visual character that enhances the development image and value of each parcel.

Relationship & Context: A conceptual landscape plan has been prepared for street edges, street arteries, drives within the parking areas and individual pads for this project. The primary planting scheme shall consist of the use of 30' Date Palms (*Phoenix dactylifera*) in perimeter planters with 48" box Live Oaks (*Quercus virginiana*) in the medians along major vehicular access routes to define main drives. Special enriched paving areas shall be used to reinforce circulation and define pedestrian crosswalks. The planting scheme may be complemented by a series of attractive landscape elements including site furniture and pedestrian signage. Individual parcel developers are encouraged to bring this landscape framework into their projects and expand upon it with more specialized or concentrated designs.

A gradation of plant materials is planned, progressing from low-maintenance plants along public streets, to more concentrated planting schemes with lush plants which require more intensive maintenance near building entrances. High maintenance materials should be concentrated in areas where pedestrians will most frequently come into contact with them, such as building entrances and public plazas.

Safety: Locate plant material to ensure no visual encroachment into safe traffic sight lines while maintaining visibility of signage. In addition, hazards to pedestrians or traffic created by plant litter, overhanging branches, thorns, etc. must be held to a minimum and shall maintain a minimum vertical clearance of 15' between the street surface and overhanging trees. All landscaping shall comply with AASHTO site distances and safety guidelines.

6.2 GENERAL LANDSCAPE AREAS

General Landscape Areas are those outdoor spaces within a project site that are not specifically related to parking lots. They include parcel entries, pedestrian plazas, landscaped areas around buildings, and perimeter buffer areas. Guidelines for each type of area are listed below.

Parcel entries: Accentuate parcel entries with dense, cohesive planting schemes that form an attractive landscape statement. Planting theme can be in formal or informal, but emphasis should be on strong groupings of similar plants rather than on many different species used in small quantities. Use of colorful plantings of flowering groundcovers, shrubs and/or trees is strongly encouraged. The use of palm trees as entry indicators is also acceptable. Minimum sizes for plants within parcel entries are: one (1) gallon groundcovers, five (5) gallon shrubs, 36" box trees and 12' brown trunk height for palms.

Pedestrian plazas: Encourage definition of pedestrian plazas with plants that are colorful, fragrant and enhance user comfort, such as shade trees and evergreen buffers that block wind or screen undesirable views. Minimum sizes for plants within the pedestrian plazas are: one (1) gallon groundcovers, five (5) gallon shrubs and 36" box trees. Define plaza areas with high quality site amenities, such as special paving, site furnishings, low water use fountains, seat walls, bollard lights, etc.

Landscape area around building: All land not covered by structures or developed as parking shall be landscaped with a minimum of 12% total landscape coverage of each site, lot or parcel. Hardscape may be included within this coverage provided that it reinforces the landscape scheme. Of this 12% landscape coverage requirement, a maximum of 33% may

be in the form of non-organic material and hardscape. All proposed plans must be submitted to, reviewed and approved by the Architectural Review Committee.

Perimeter buffer areas: In all areas where the project adjoins residential parcels, a landscape buffer shall be installed. This buffer shall conform to double the density of the "Type A" buffer standards as set forth in the City of Las Vegas Landscape Design Guidelines. All plant materials shall be evergreen and be selected from the approved plant list for screening.

6.3 PARKING LOTS

Use large canopy trees within parking lots and around the perimeter to maximize shading of cars and paving. Planting fingers and medians shall be planted with the following minimum quantities:

Single stall size finger: One (1) 24" box tree; three (3) 5 gallon shrubs; four (4) 1gallon groundcover.

Double stall size finger: Two (2) 24" box trees; six (6) 5 gallon shrubs; eight (8) 1 gallon groundcover.

Landscape medians between parking bays: One (1) 24" box tree at a maximum of 36' on center; 1 gallon groundcover spaced to provide full coverage. 5 gallon shrubs are optional.

6.4 LANDSCAPE GRADING & DRAINAGE

Minimize the visual impact of grading by keeping cut and fill slopes to a minimum. Create smooth transitions between parcel development and the street and adjacent parcels. Use planting and retaining walls to minimize the visual impact of grading. All grading and drainage work must be done in accordance with the City of Las Vegas Development Code Storm Drainage Standards. Maximum and minimum slopes in planting are as follows:

Turf: maximum 3:1; minimum 1.0% for positive drainage.

Shrub and groundcover areas: maximum 2 1/2:1; minimum 1.5% for positive drainage.

6.5 LANDSCAPE AREA SPECIFICATIONS

Unless otherwise stated, the minimum size of trees is 24" box, the minimum size of shrubs is five (5) gallons and the minimum size of groundcover is one (1) gallon. The relationship of plant height, width and caliper to the container size shall meet the latest edition of the American Standard for Nursery Stock, released by the American Association of Nurserymen. All plant material shall be nursery grown, free of disease, of good habit and representing the best quality of their species.

All grass must be a drought tolerant fescue blend or hybridized blend developed for local use. Common Bermuda grass or hybrids grown from seed are not permitted. Total turf area on each individual parcel shall not exceed 30% of the total landscape area for that parcel.

All planting areas, except for annual color beds shall receive a 2" depth of decomposed granite mulch. Decomposed granite shall be a minimum of 1/4" in size and a maximum of 1" in size. Granite boulders and rock groupings are encouraged; boulders should be buried at least 1/3 of their height to appear as natural rock outcroppings. Group boulders of various sizes together and utilize complementary plantings in and around boulders.

Owners are expected to maintain their landscapes in good condition at all times. This includes weekly lawn mowing, regular pruning of trees and shrubs, fertilizing, watering, removal of dead plants or parts of plants, replacement of plants and regular removal of debris and trash.

Mineral build up in the soil may be a threat to vigorous growth in certain species of plants. Take several samples from typical on site soil at proposed planting areas for lab analysis and amendment recommendations. Follow mitigation and amendment recommendations to ensure sustainable plant growth.

Parcel developers shall select plants from the approved plant list. Use of plants that are not on the list is subject to Review Committee approval.

6.6 IRRIGATION

The objective for irrigation design is to create water management systems that are cost effective, durable, water efficient and low maintenance. Automatic underground irrigation systems are required for all landscape areas. Specific irrigation requirements are as follows:

Spray head to head coverage will be required in all lawn areas. Systems shall be designed so that peak summertime lawn irrigation can be completed during the evening hours to minimize water loss through evaporation.

An electric, solid state controller is required and shall be equipped with a master valve terminal and at least two fully independent programs.

All irrigated areas shall utilize remote electric valves installed in valve boxes. No manual valves are allowed.

Drip irrigation shall be installed for all plant material one gallon and larger, within planting beds. Appropriate filtration and pressure regulating devices shall be installed. Low growing groundcover and annuals may receive pop-up spray irrigation. No fixed risers are allowed.

Paved surfaces five feet or wider, including driveways within street landscape areas, shall be sleeved for pressure supply lines, non-pressure piping and control wires.

Spray heads shall not throw water onto parking lots, fences, walls, sign faces, streets or sidewalks.

The irrigation controller should be reset as necessary to reflect seasonal precipitation levels and growth activity of the plant materials being irrigated.

An approved backflow prevention device is required on all landscape irrigation systems and must be adequately screened from direct public view.

All irrigation systems shall be connected to an individual water meter to measure water delivery separate from water delivered for other forms of interior or exterior consumptive use.

6.7 SITE AMENITIES

Site amenities include various elements used outdoors to create a unified look of quality and to provide a comfortable setting for outdoor activities. Site amenities used in individual parcels must be visually compatible with the overall Boca Park Marketplace design scheme and with the site architecture. This will help maintain continuity and a high level of quality throughout the development's public and private outdoor settings.

Amenities include, but are not restricted to paving, signs, public phones, trash receptacles, benches, light fixtures, bollards, tree grates, etc. All walks, curbs, handicap access ramps shall conform with all applicable laws, codes and ordinances. Design of walks shall include "highlight" paving textures to match the base palette.

6.8 APPROVED PLANT PALETTE

PALMS

Butia capitata
Chamerops humilus
Phoenix canariensis
Phoenix dactylifera
Trachycarpus fortunei
Washingtonia filifera
Washingtonia robusta

Pindo Palm
Mediterranean Fan Palm
Canary Island Date Palm
Date Palm
Windmill Palm
California Fan Palm
Mexican Fan Palm

SCREEN/CANOPY TREES

Chitalpa tashkentensis
Fraxinus sp.
Gleditsia tricanthos
Olea europaea 'Swan Hill'
Pinus sp.
Pistachia chinensis
Quercus sp.
Rhus lancea
Ulmus parvifolia

Chitalpa
Ash
Honey Locust
Swan Hill Olive
Pine
Chinese Pistache
Oak
African Sumac
Evergreen Elm

ACCENT TREES

Bauhinia congesta
Ilex vomitoria
Lagerstromia indica
Ligustrum japonicum
Prunus caroliniana
Prunus ceracifera
Pyrus calleryana
Sophora secundiflora

Orchid Tree
Yaupon
Crapemyrtle
Japanese Privet
Carolina Cherry Laurel
Purple Leaf Plum
Ornamental Pear
Texas Mountain Laurel

SHRUBS

Abelia grandiflora
Agapanthus africanus
Cassia phylodenia
Dalea frutescens 'Sierra Negra'
Diets sp.
Euonymous sp.
Euryops pectinatus
Feijoa sellowiana
Juniperus sp.
Leucophyllum sp.
Ligustrum sp.
Muhlenbergia sp.
Myrtus communis 'compacta'
Nolina sp.
Raphiolepis sp.
Salvia sp.
Xylosma sp.

Abelia
Lily of the Nile
Silvery Cassia
Black Dalea
African Iris
Euonymous
Euryops Daisy
Pineapple Guava
Juniper
Texas Sage
Privet
Deer Grass
Compact Myrtle
Bear Grass
Indian Hawthorn
Sage
Xylosma

ACCENTS

Agave sp.
Caesalpinia sp.
Coreopsis sp.
Hemerocallis sp.

Agave
Desert Bird of Paradise
Coreopsis
Daylily

Hesperaloe sp.
Liriope muscari
Penstemon sp.
Tuhlbagia violacea
Yucca sp.

Flowering Yucca
Lily Turf
Beard Tongue
Society Garlic
Yucca

GROUNDCOVERS

Acacia redolens 'Desert Carpet'
Baccharis sp.
Dalea capitata
Gazania sp.
Hymenoxys acaulis
Juniperus sp.
Lantana sp.
Oenothera berlandieri
Trachelospermum jasminoides
Verbena sp.
Vinca major

Desert Carpet Acacia
Coyote Brush
Green Trailing Dalea
Gazania
Angelita Daisy
Juniper
Trailing Lantana
Mexican Primrose
Star Jasmine
Verbena
Periwinkle

VINES

Antigonon leptopus
Gelsemium sempervirens
Rosa banksiae

Queen's Wreath
Carolina Jessamine
Lady Banks' Rose

7.0 SIGNAGE

7.1 PURPOSE

The purpose of this Signage Criteria is to ensure visual coordination in exterior signage without denying individual expression or special identification through signage.

The criteria set forth herein are established to facilitate orderly sign development and the Master Developer, in its sole discretion, may add, delete or change this Signage Criteria provided, however, that no such addition, deletion or change shall affect any written approval delivered prior to the effective date of the revision, nor shall it be effective until approved by the City of Las Vegas.

Only signs of the type and in the location(s) described in this Signage Criteria shall be permitted.

7.2 SIGN CLASSIFICATION

P-1 Primary Site Identification Sign
P-2 Entrance Identification Sign
D-1 Site Directional Sign
D-2 Directional Sign
TIG-1 Tenant Identification Ground Sign
TIW-1 Tenant Identification Wall Sign
TBI-1 Tenant Blade Identification Sign
R-1 Regulatory Sign
N-1 Address Number
(See exhibit 8.5.1 Master Sign Plan).

7.3 SIGN AREA MEASUREMENT

Building signage for the In-line building tenants within Boca Park Marketplace shall be located on the 6'-0" sign band above the entry door and centered in the vertical and horizontal direction within a tenants building bay. Individual letters or sign area shall not exceed 3'-0" or maintain less than a 1'-6" margin above and below the signage.

Building Signage for the Anchor Tenants (15,000 SF or greater) located within the in-line building retail shops shall not exceed 6'-6" for individual letter height.

Building signage for the Parcel Tenants within Boca Park Marketplace shall be located within the sign band or parapet at the top portion of the building. Individual letters or sign box shall not exceed 3'-0" or maintain less than a 1'-6" margin above and below the signage.

7.4 SIGN TYPE

Project Identification Signs: Located on Charleston and Rampart flanking the entry drives to the internal loop road. See exhibit 8.5.2, Entry Monument Sign.

Tenant Monument Signs: Shall not be permitted on Charleston or Rampart Boulevards however, they may be located along the internal loop road. These signs are to be ground mounted, internally illuminated signs which will not exceed 48 square feet of sign area and will be constructed of a non-corrosive material such as stucco or sandstone veneer with aluminum lettering.

Real Estate Sign: A temporary sign advertising future development, use or availability for sale or lease of a specific lot or building, or listing the name or names of future tenants or the identification of the business. One sign per lot or parcel shall not exceed 32 square feet of sign area or exceed 12' in height, except that such a sign(s) advertising the whole project shall not be subject to these term or size restrictions.

Wall Sign: This is a sign displayed upon or against the wall or parapet of a structure where the exposed face of the sign is in the plane parallel to the plane of the wall and extends not more than 12" inches from the face of the wall. These signs may not cover more than 15% of the area of the wall on which they are mounted unless otherwise approved by the landlord. All wall signs must be flush mounted and may be either internally illuminated or non-illuminated. Wall signs for tenants shall be individual letters no box or wall cabinet signs permitted. If logo sign is desired by tenant approval must be granted by Boca Park ARC prior to construction. Illuminated letters shall be reverse channel letters, face lit channel letters, open face neon channel letters, or channel letters face and halo lit pegged off wall. Murals, signs or pictures painted directly on walls shall not be permitted.

Tenant Blade Sign: A Tenant Blade sign is one which is attached to a building and extends in whole or in part more than 12 inches horizontally beyond the surface of the building to which the sign is attached. Such signs may not project within 2 feet of sidewalk or higher than the wall of the building on which it is mounted to a maximum of 8 feet from grade. A Blade sign may not exceed 3 feet in length nor project more than 22 inches from the wall. Blade signs shall be of a non-corrosive metal with an architectural finish as specified by the Master Developer. (See exhibit 8.5.4 for exact Tenant Blade Sign mounting guidelines).

Tenant Space Identification (door and window signage)

Material: Business, Trade Name, hours of operation and suite number lettering applied to the glazing of any building shall be of a vinyl applied graphic in a neutral, light sand color.

Quantity: Each business or tenant shall be allowed to display their suite number, business or trade name, logo type and hours of operation at their entry door. For those businesses occupying several bays with multiple entry doors, the above listed information may be repeated at a second point of entry or door location. See "Location" for placement of building signage. (The number of locations a business can repeat this information will vary depending on the size of their building and the number of door locations within their building).

Size: Vinyl applied letters on the glazing of a tenant space shall fit within the given boxed signage areas. The following letter sizes may be used as a guide.

- Tenant space numerical address height not to exceed 4".
- Business or Trade name and logo identification height not to exceed 2".
- Street address letters and numbers not to exceed 3/4".
- Business days and hours of operation letters and numbers not to exceed 3/4".

Location: 4" Vinyl applied letters for individual tenants shall identify the suite number centered vertically and held 2" from the top of the window frame in the glazed portion above the door. All other business identification name, logo, business hours or other wise shall be limited to the 10"x16" box outlined on the glazing at the entry door.

7.5

GENERAL REGULATIONS

Building Mounts: All signs attached to buildings shall be flush mounted or meet the Projecting Sign requirements. No signs are permitted on building mechanical penthouses or other roof top locations.

Prohibited Signs: The following types of signs are prohibited (i) mobile, A-frame and portable signs; (ii) signs which emit noise via artificial devices; (iii) painted wall signs; and (iv) signs which produce odor, smoke, fire or other such emission.

Exemptions: The following signs are exempted from these criteria: (i) official government notices posted by government officers in the performance of their duties to control traffic or to provide warning; (ii) temporary decorations or displays which are clearly incidental to and are customarily associated with any national, local or religious holiday or celebration; (iii) temporary or permanent signs erected by a public utility company or construction company to warn of dangerous or hazardous conditions.

Typeface: The typeface and graphics of all signs must be easily read and be in scale with the architectural design of the building, wall or sign area on which the typeface and graphics are mounted. Approval of typeface and graphics in this regard shall be by the Boca Park Architectural Review Committee (ARC).

Messages: Sign messages are limited to business name, logo, entrance and exit directions and, in the case of financial institutions and food service drive-through facilities, detailed product information and pricing, menu boards.

Materials: All signs should be made of durable, hard and long lasting materials designed to be in character with the architecture of Boca Park Marketplace. Aluminum (plain, painted or powder coated), brass, bronze and plastic are preferred materials. Screws, nails and fasteners must be made of non-corrosive material, and the bases for signs shall be constructed of the same materials deemed compatible by the Architectural Review Committee.

Safety: No sign shall be permitted which is structurally unsafe or constitutes a hazard to safety or health by reason of design, construction, installation, inadequate maintenance or dilapidation. Signs which create an unsafe visual distraction, physical barrier or obstruct the view of motor vehicle operators or pedestrians shall not be permitted.

If a non-customer door is required for receiving merchandise, merchant's name and address may be applied to the door, provided the numbers and/or letters shall be black and no more than 3 inches high and the top of the numbers and/or letters shall be 3 feet below the top of the door on which they are applied.

If required by the U.S. Post Office, street address numbers may be placed upon the main entrance to the premises, but size, type, color and location of numbers shall be determined by the Master Developer.

7.6 TENANT RESPONSIBILITIES

Each Tenant, prior to applying to the City of Las Vegas for permits and prior to fabrication, shall submit to the Landlord or his agent for approval, at least three (3) copies of detailed drawings indicating the location, size, layout, design and color of the proposed sign, including all lettering and/or graphics.

All signs shall be reviewed by the Boca Park ARC for conformance with this criteria and overall design quality. Approval or disapproval of sign submittals based on aesthetics or design shall remain the sole right of the Landlord. No signs shall be fabricated or installed until such approval has been granted in writing by Landlord. Any installed nonconforming or unapproved sign must be brought into conformance by and at the expense of the Tenant, within ten (10) days after notification by Landlord.

All permits for signs and installation thereof shall be obtained by the Tenant or his representative. The expense of fabrication and installation of all signs, including permits, shall be the responsibility of the Tenant, who shall also be responsible for compliance with all applicable codes and with these criteria.

Tenant shall install all required signs no later than thirty (30) days following the date Tenant opens his shop for business.

Tenant shall be responsible for the manufacture, complete installation and maintenance of all signs.

Tenant shall be fully responsible for the option of Tenant's sign contractors.

Tenant's sign contractor shall repair any damage to any portion of the structure and finish caused by his work.

All penetration of the building structure required for sign installation shall be sealed in a watertight condition and shall be patched to match adjacent finish.

All signs installed by Tenant shall be maintained by Tenant in like new condition and working order. Landlord shall not be responsible for any damage to Tenant's signs, regardless of source, unless said damage was the direct result of the Landlord or Landlord's agents' actions.

Tenant shall, upon vacation of the Leased Premises, remove all signs (except street numbers) and restore the surfaces upon which the signs were painted or mounted to their condition prior to occupancy including repainting the entire surface.

7.7 SIGN CONTRACTOR

All fabrication and installation to be done by a properly licensed electrical sign contractor.

Sign contractor shall carry Workmen's Compensation and Public Liability Insurance against all damage suffered or done to any and all persons and/or property while engaged in construction or erection of signs in the amount of \$500,000. Sign contractor shall furnish evidence of said insurance to Landlord prior to fabrication or installation.

Tenant's sign contractors shall completely install and connect sign display. Sign contractor is responsible for inspecting and accepting all existing conditions including electrical availability prior to contracting for the work.

Tenant's sign contractor understands and agrees that the Tenant is solely responsible for payments of any kind to the sign contractor, and further agrees not to make any claim or lien against the Landlord or property for non-payment.

7.8 FABRICATION

Fascia signs shall be composed of individual or script lettering mounted flush on building fascia. Sign boxes and cans are not permitted. Can style logos in addition to (but not in lieu of) the individual or script lettering will be considered on a case by case basis. To be reviewed and approved by the Boca Park ARC (prior to any construction).

Letters shall be five inches (5") in depth, internally illuminated from within 30ma neon and include one-eighth inch (1/8") or better plastic faces. Letter color, type/style and placement must be approved by the Boca Park ARC.

No exposed raceways, cabinets, cross-overs, conduits, conductors, transformers or other equipment shall be permitted. All wiring shall be in conduit.

No labels will be permitted on the exposed surface of signs except those required by local ordinance which shall be applied in an inconspicuous location.

Location of all openings for conduits in building walls shall be indicated on sign drawings submitted to the Landlord.

All fasteners shall be made of non-corrosive material.

No exposed lamps or tubing outside of the illumination requirements specified herein will be permitted without written approval from the Landlord.

No animated flashing or audible signs will be permitted.

7.9 GENERAL SPECIFICATIONS

It is intended that all finished work be of the highest quality to pass eye level examination and scrutiny by the Landlord.

Construct all work to eliminate burrs, cutting edges and sharp corners. Ease all corners and edges.

Finish welds on exposed surfaces to be imperceptible in the finished work.

Except as indicated or directed otherwise, finish all surfaces smooth. Surfaces which are intended to be flat, shall be without bulges, oil canning, gaps or other physical deformities.

Surfaces which are intended to be curved shall be smoothly free flowing to required shapes.

Except where approved by Landlord, conceal all fasteners.

Make access panels tight fitting, light proof, waterproof and flush with adjacent surfaces.

Conceal all identification labels and UL labels inside sign. Do not apply any insignias, decals or other manufacturer's marks.

Carefully follow manufacturer's recommended fabricating procedures regarding the expansion and contraction, the fastening and the restraining of acrylic plastics.

Exercise care to assure that painted, polished and plated surfaces are unblemished in the finished work.

Isolate dissimilar materials, Exercise particular care to isolate nonferrous metals from ferrous metals.

Position illuminating elements within internally lighted signs at such spacing as will assure uniform light distribution across the portion of the sign faces intended to be illuminated. Sign faces which exhibit "hot spots" will be unacceptable unless such "hot spots" are intended to be integral design features of the signs.

Provide disconnect switches for all illuminated sign in accordance with electrical code requirements. Locate disconnect and on/off switches in an accessible location, out of sight.

All tenant signage and lighting must be on and operating during hours prescribed by the Landlord to ensure a cohesive, consistent illuminated look for all parts of Boca Park Marketplace during all hours.

Provide timer and light sensor switch for all neon and illuminated signs. Locate switches in an accessible location, out of sight. Verify location of power provided by others prior to sign fabrication.

8.0 EXHIBITS

8.1 MASTER DEVELOPMENT SITE PLAN

8.2 RENDERED ELEVATION STUDIES

8.3 EXTERIOR COLOR PALETTE

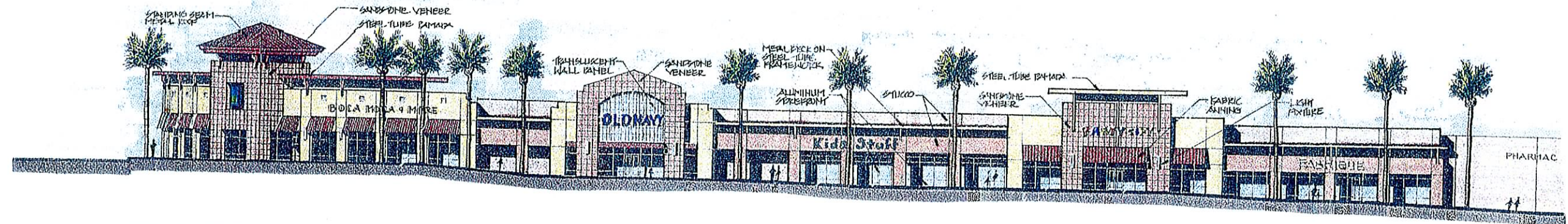
8.4 LIGHT STANDARDS

- 8.4.1 Parking Lot and Loop Road
- 8.4.2 Architectural Sconce and Standard

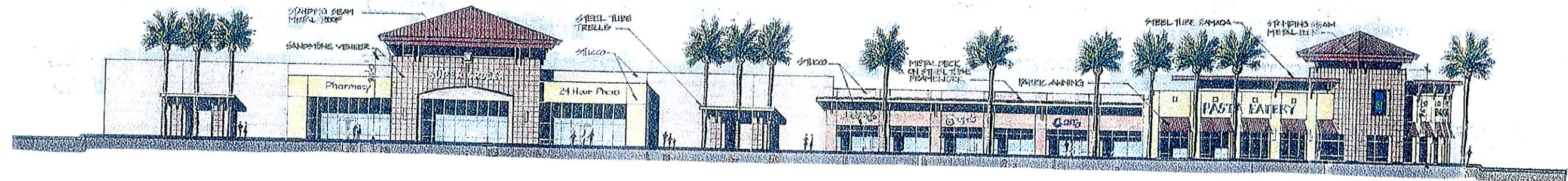
8.5 SIGNAGE

- 8.5.1 Master Sign Plan
- 8.5.2 Entry Monument Signage
- 8.5.3 Corner Monument Signage
- 8.5.4 Tenant Blade Signage
- 8.5.5 Project Logo





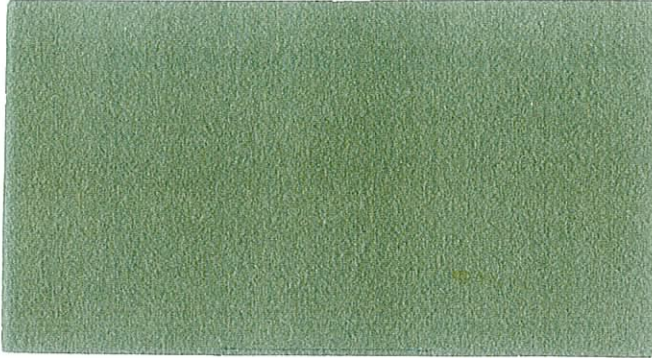
SOUTH ELEVATION



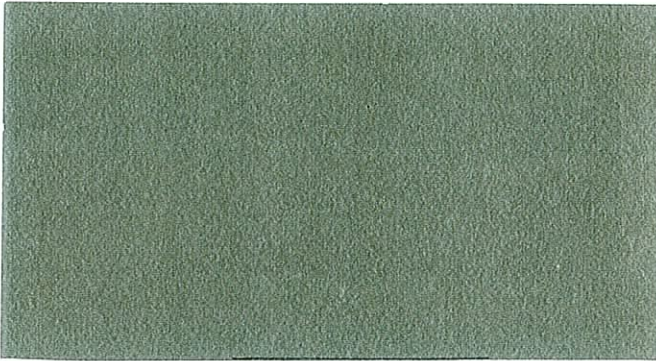
WEST ELEVATION

EXTERIOR COLOR PALETTE

FIELD COLORS



ICI # 830, Khaki Green

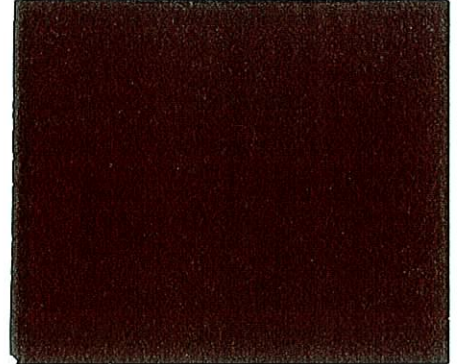


ICI # 369, Tomorrow's Taupe



ICI # 169, Brick Road

ACCENT COLORS



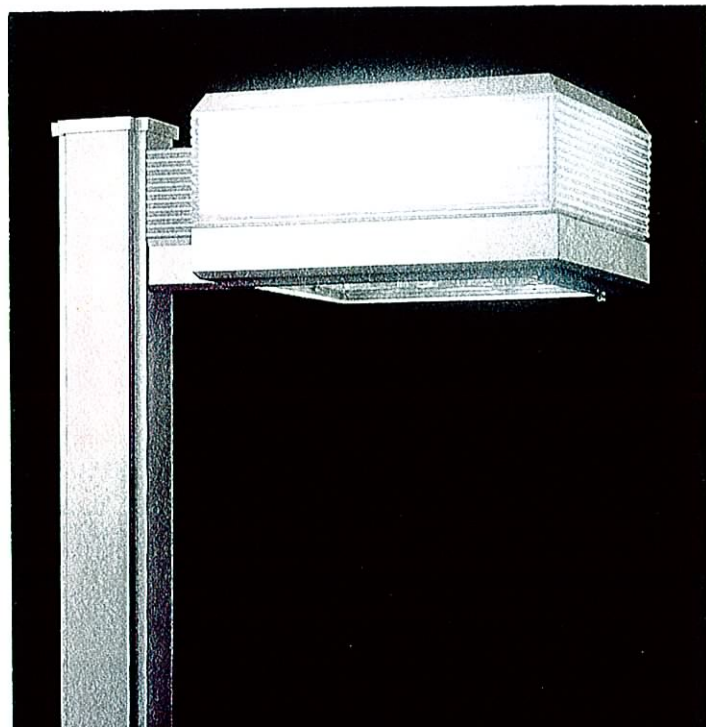
ICI # 122, Zanzibar Coast



ICI # 830, Khaki Green

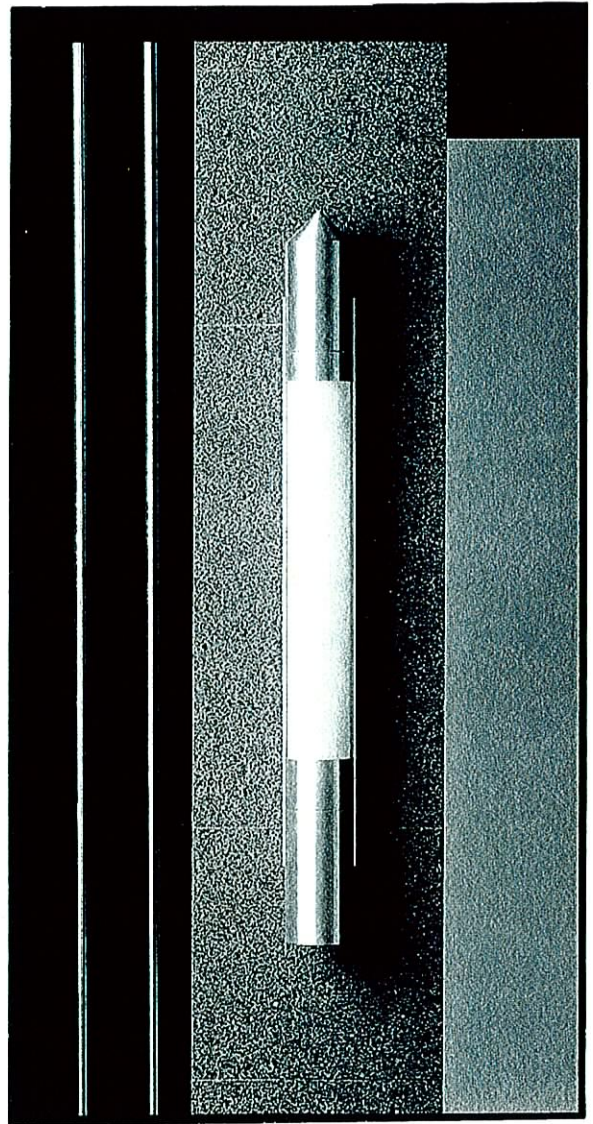
LIGHT STANDARDS

Fixture at entry drive and internal loop road.



LIGHT STANDARDS

Decorative wall mounted sconce.













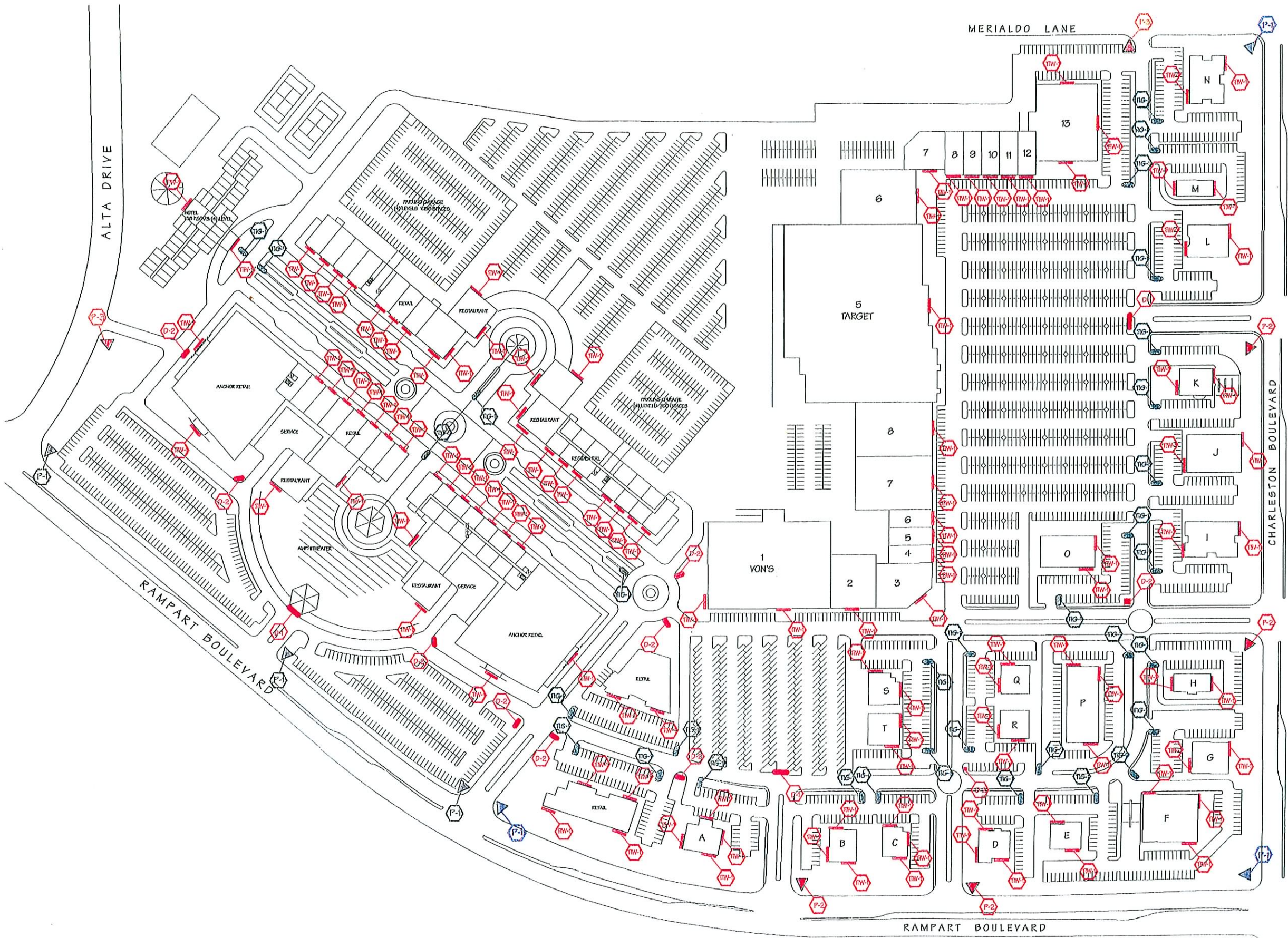
Fixture at entry feature.



MASTER SIGN PLAN

SIGN KEY

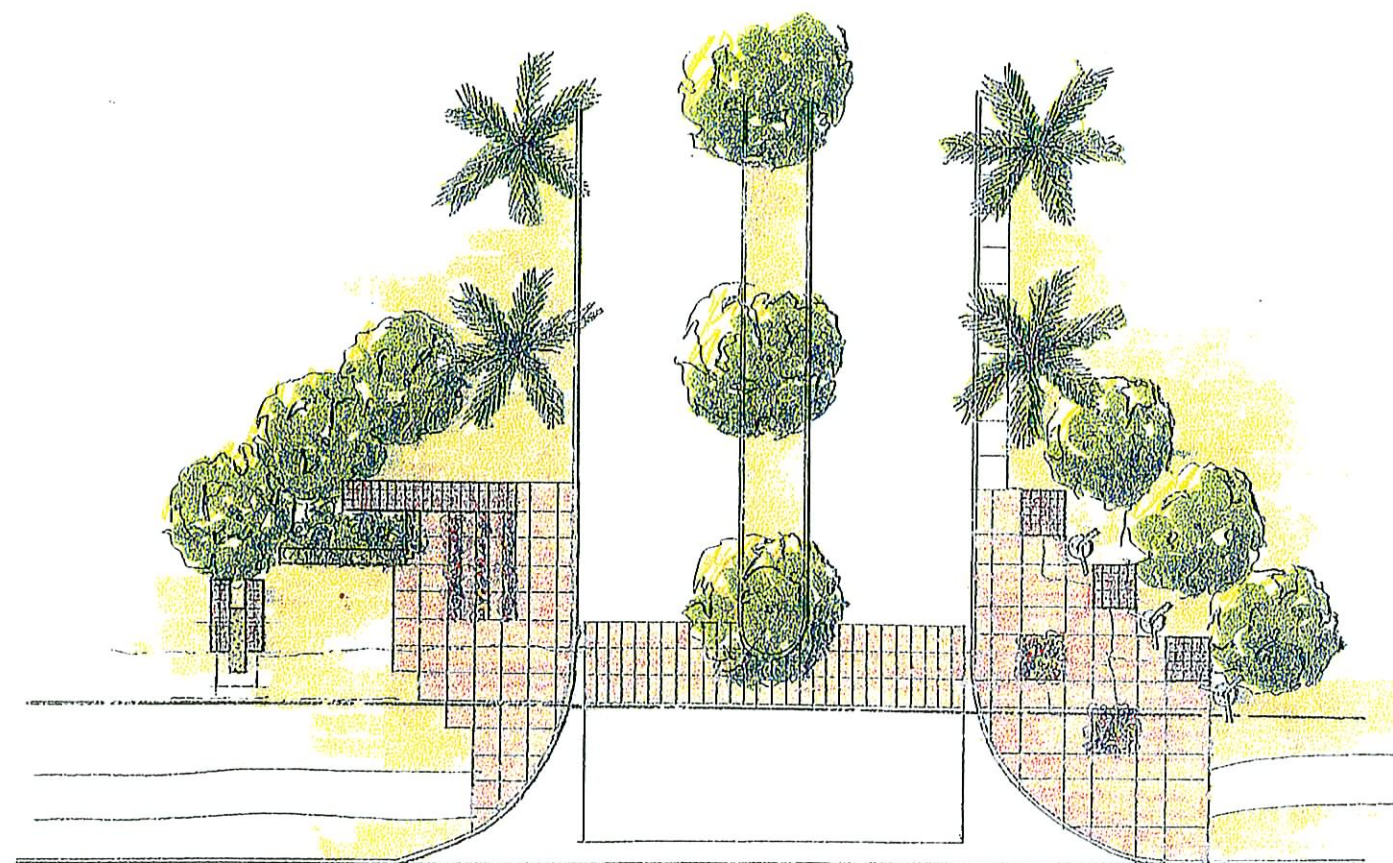
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-  P-2 Secondary Site Identification Sign
-  P-3 Entrance Identification Sign
-  D-1 Site Directional Sign
-  D-2 Directional Sign
-  TIG-1 Tenant Identification Ground Sign
-  TW-1 Tenant Identification Wall Sign
-  TBI-1 Tenant Blade Identification Sign
-  R-1 Regulatory Sign
-  N-1 Address Number



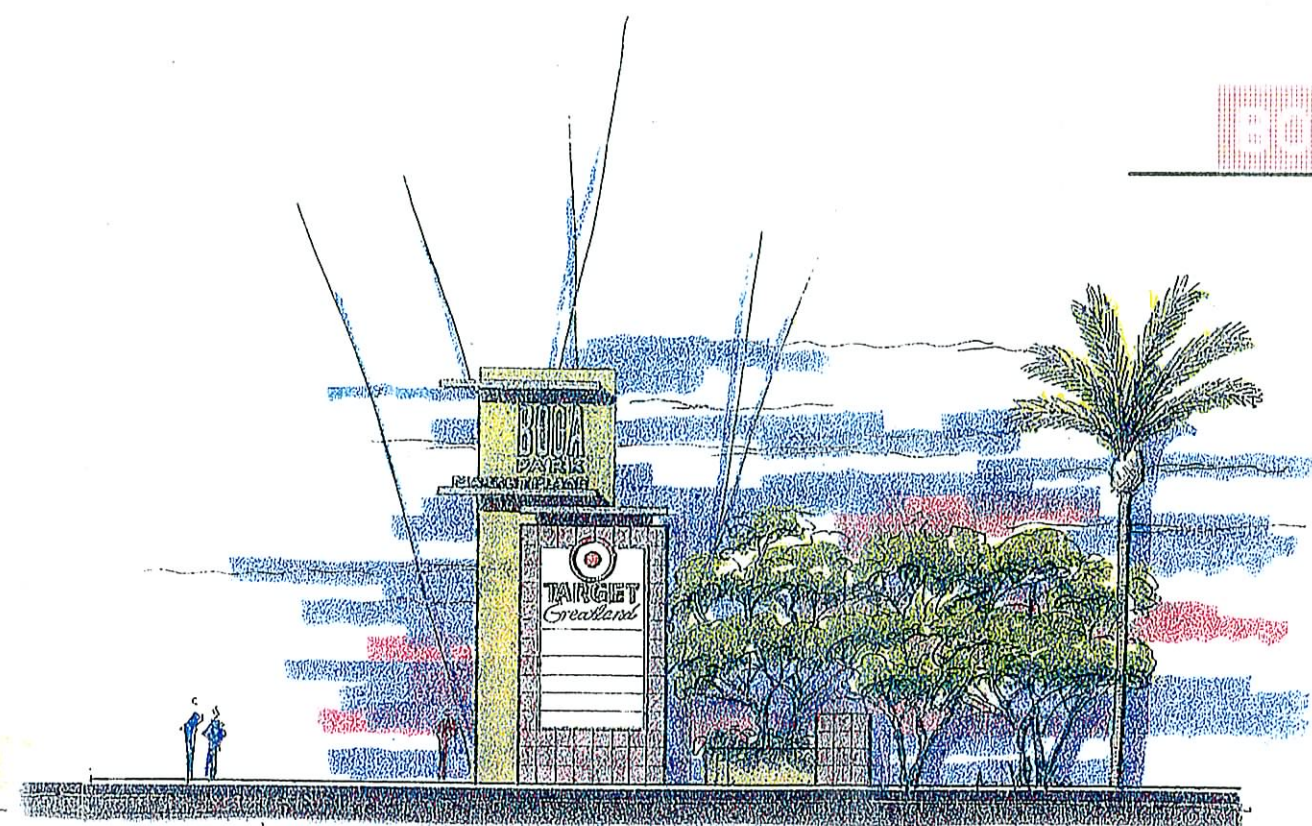
MASTER DEVELOPER,
TRIPLE FIVE NEVADA DEVELOPMENT CORP.
 8810 WEST SARAH WAY, SUITE 100
 LAS VEGAS, NV 89117



SWISHER & HALL AIA, LIMITED
 ARCHITECTURE AND PLANNING
 4801 NORTH TRINITY WAY, SUITE 100
 LAS VEGAS, NEVADA 89128
 (702) 735-2222 (FAX) (702) 735-0000



PLAN



SIDE ELEVATION



ELEVATION

ENTRY MONUMENT SIGNAGE

EXHIBIT 8.5.2

BOCA PARK

LAS VEGAS, NEVADA

Schematic Design
September 4, 1998

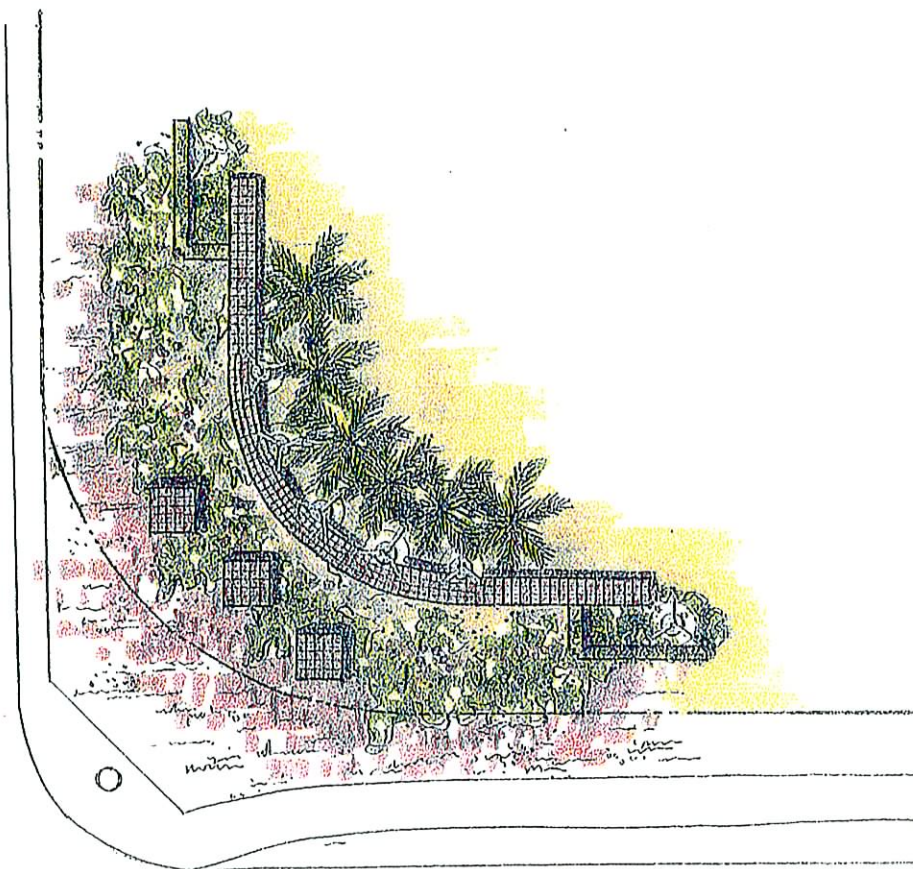
MASTER DEVELOPER:
TRIPLE FIVE NEVADA DEVELOPMENT CORP.
5510 WEST CAHARA, SUITE 200
LAS VEGAS, NV 89117



SWISHER & HALL AIA, LIMITED

ARCHITECTURE AND PLANNING
1801 NORTH TENAYA WAY, SUITE 101
LAS VEGAS, NEVADA 89115
(702) 949-4444 (FAX) (702) 949-6000

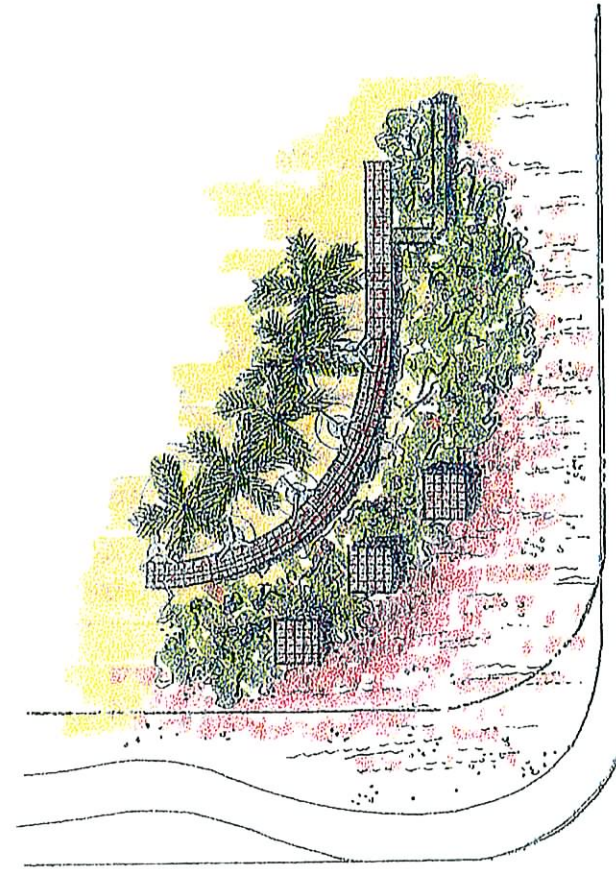
RAMPART



CHARLESTON

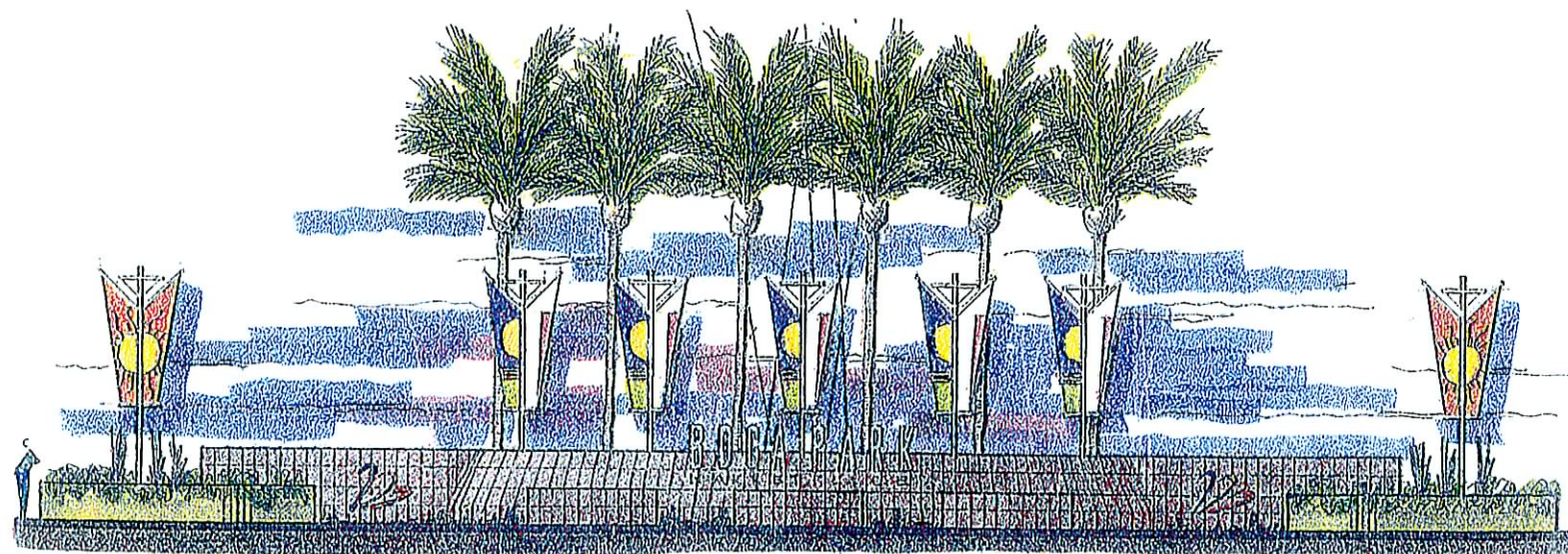
PLAN

MERIALDO

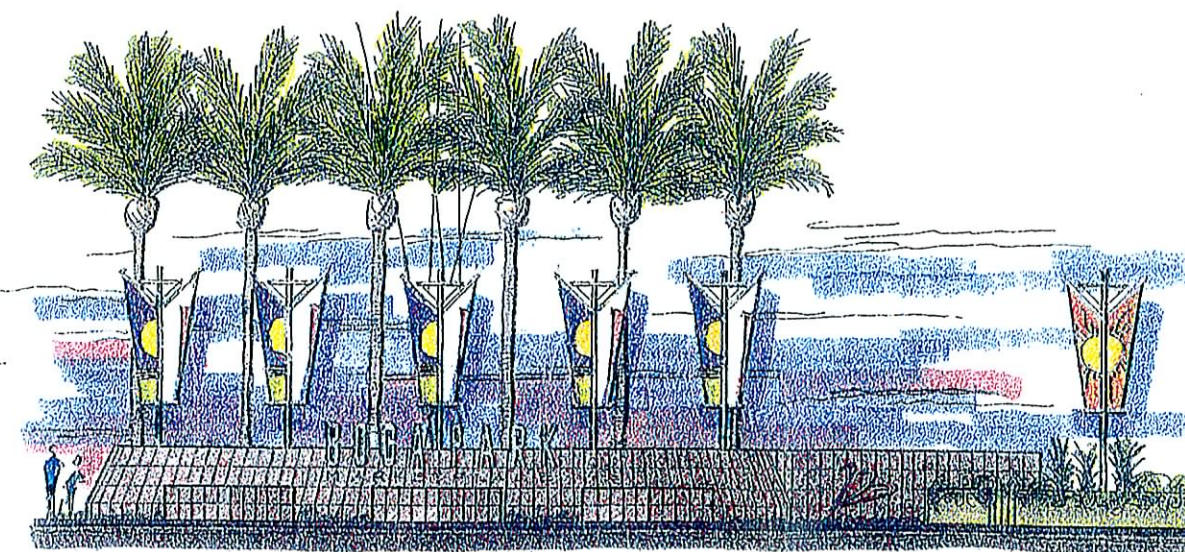


CHARLESTON

PLAN



ELEVATION



ELEVATION

BOCA PARK

LAG VEGAS, NEVADA

Schematic Design
September 4, 1998

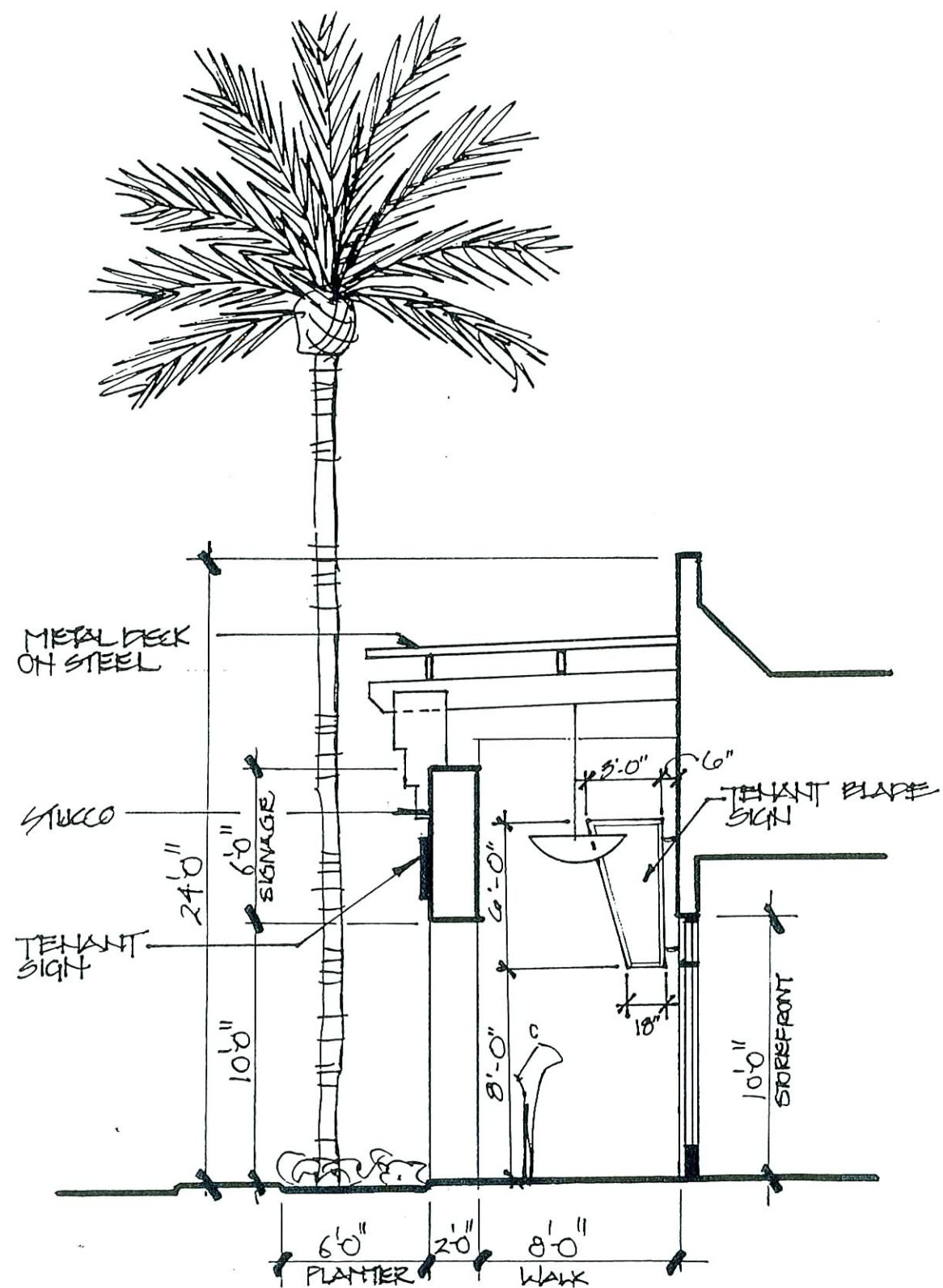
CORNER MONUMENT SIGNAGE

EXHIBIT 8.5.3

MASTER DEVELOPER:
TRIPLE FIVE NEVADA DEVELOPMENT CORP.
8010 WEST SAHARA, SUITE 200
LAS VEGAS, NV 89117

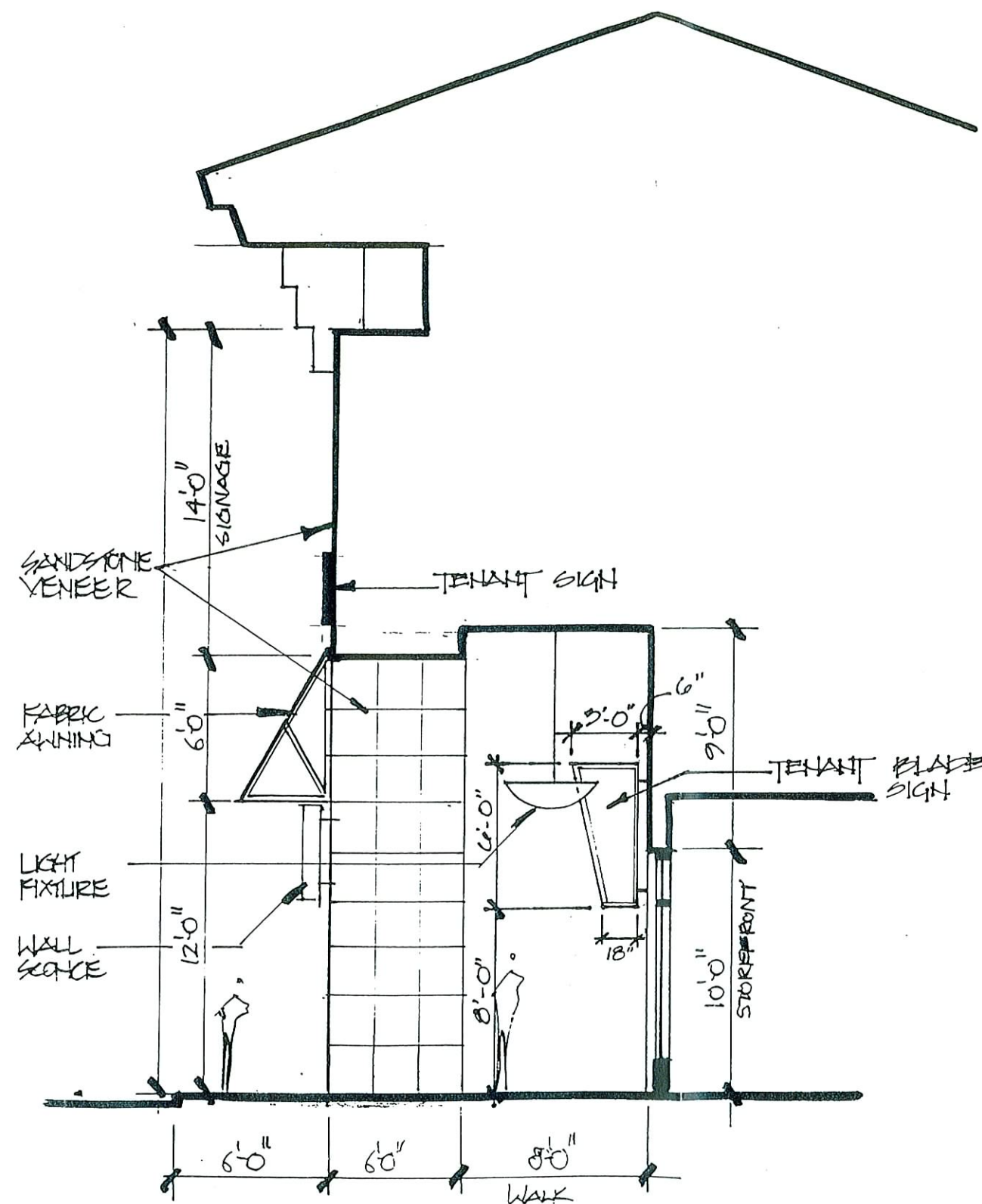


SWISHER & HALL AIA, LIMITED
ARCHITECTURE AND PLANNING
8801 NORTH TOWERS WAY, SUITE 100
LAS VEGAS, NEVADA 89128
(702) 868-0068 (FAX) (702) 868-0060



TENANT BLADE SIGNAGE

EXHIBIT 8.5.4



MASTER DEVELOPER:
TRIPLE FIVE NEVADA DEVELOPMENT CORP.
9510 WEST SAHARA, SUITE 200
LAS VEGAS, NV 89117



SWISHER & HALL AIA, LIMITED

ARCHITECTURE AND PLANNING
2801 NORTH TENAYA WAY, SUITE 100
LAS VEGAS, NEVADA 89128
(702) 498-8888 (FAX) (702) 498-0000

PROJECT LOGO / SIGNAGE



EXHIBIT 8.5.5