



First Canadian Place

100 King St. West, Toronto, Ontario

Food Terrace Tenant **Design** Criteria **Manual**

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Part 1 - General information

1.1 Welcome to First Canadian Place

Located in the heart of Toronto's financial district, First Canadian Place is an impressive 2.8 million sq ft., class AAA building.

At its base, a 3-level shopping centre is comprised of 100 stores, eateries, restaurants and services, the second largest critical mass of retail in the downtown core and holding the position of the most important shopping and dining destination in Toronto's financial district.

The volume of foot traffic in the property is an average of over 83,000 people daily. Due to First Canadian Place's unique location, its primary trade area includes a 'vertical market' of approximately 8,000 individuals who work in the building. The secondary trade area is comprised of another 230,000 people employed within a half kilometer radius.

In September of 2012, First Canadian Place completed an extensive three year rejuvenation project that included the recladding of the building's exterior, interior refurbishments, and enhancements made in energy management and sustainable design which led to the building's LEED® Gold certification. The project transformed this corporate icon into a spectacular, energy-conscious business centre.

In today's competitive environment, creating dynamic and inviting storefronts is essential to enticing a time-pressed clientele. While First Canadian Place encourages originality and ingenuity of design, we also must maintain a certain degree of overall design consistency that reflects the high quality standards of the property.

We are pleased to present our Design Criteria Manual to provide you with extensive guidelines on ensuring your project meets our standards.



1.2 Building and Consultant Directory

Landlord Contacts

Landlord	FCP (BOPC) Ltd., ARI FCP Holdings Inc. and CPPIB FCP Holding Inc. c/o Brookfield Properties (PI) Inc. Brookfield Place 181 Bay Street, Suite 330 P.O. Box 770 Toronto, ON, M5J 2T3
Director, Retail	Lucie Bisson Tel: 416- 862-9918 Fax: 416-862-7550 1 First Canadian Place Management Office Toronto, ON, M5X 1A9 lucie.bisson@brookfieldproperties.com
Project Manager	John Shelemay Tel: 416-369-2309 Fax: 416-369-8264 181 Bay Street, Suite 330 Toronto, ON, M5J 2T3 john.shelemay@brookfieldproperties.com
Elect./Mech. Coordinator	Rudy Aquino Tel: 416-862-6328 First Canadian Place 100 King Street West, Level B-3 Toronto, ON, M5X 1A9 rudy.aquino@brookfieldproperties.com

Base Building Consultants

Architects	Bregman & Hamann Tel: 416-596-2299 Fax: 416-586-0599 481 University Avenue Suite 300 Toronto, ON, M5G 2H4	Electrical Engineers	Mulvey & Banani International Inc. Tel: 416-751-2520 Fax: 416-751-4130 44 Mobile Drive Toronto, ON, M4A 2P2
Mechanical Engineers	The Aquila Group Jorge Osorio Tel: 416-340-1937 ext. 252 55 University Avenue Suite 201 Toronto, ON, M5J 2H7 josorio@theaquilagroup.com	Structural Engineers	Entuitive Corporation David Watson Tel: 416-477-5830 200 University Avenue 7th Floor Toronto, ON, M5H 3C6 david.watson@entuitive.ca
		Life Safety/ Code Consultant	LRI Engineering Inc. Tel: 416-515-9331 Fax: 416-515-1640 170 University Avenue 3rd Floor - Box 1 Toronto, ON, M5H 3B3

1.3 Introduction to the Tenant Design Criteria Manual

Our Tenant Design Criteria Manuals have been created to ensure that the design of all Food Terrace eateries and restaurants, or alterations/renovations to existing units are in keeping with First Canadian Place's established operational and design specifications. All Tenant leasehold improvements, however small or limited in scope must be fully reviewed and approved by the Landlord prior to commencement of construction. All construction activities and procedures are to adhere to the Tenant Design & Construction Manual (TDCM) and site regulations.

To ensure the design integrity of First Canadian Place, all procedural guidelines for Tenant premises work as specified in the individual lease documents are mandatory. Nevertheless, it must be clearly understood that in the event of any ambiguity of, or omission to the wording in this document, the approval authority to proceed or not to proceed with Tenant work will remain solely with the Landlord.

It will also be the Tenant's responsibility to ensure that a copy of this Manual is provided to all Consultants, General Contractor (Hereafter called The Contractor(s)) or any other person employed by them, and that both the Tenant, its Consultants or any other person, adhere fully to the direction provided herein. Failure by the Tenant or its Designer(s), Contractor(s), or any other person employed by it, to comply with any of the general or specific guidelines because of a lack of understanding in, or awareness of, the Tenant Design Criteria Manual, will not be accepted by the Landlord.

It is essential that the Tenant and/or designer and/or space planner visit the site to inspect and verify all site conditions prior to the commencement of design work.

The Tenant is responsible for the production of accurate and complete working drawings for the proposed construction within the Leased Premises. Although the Landlord will supply the Tenant with Lease Outline Drawings (LOD's), neither the Landlord nor their representatives shall be responsible for the same and the Tenant must verify the as-built conditions prior to commencement of the Tenant's design.

The Landlord reserves the right, from time to time, to add or amend the information and procedures contained herein, which will be in effect upon issuance.

1.4 Description of Food Terrace Criteria Zones

Full Service Restaurants

First Canadian Place has four full service restaurants providing a diverse mix of culinary experiences to satisfy everyone's taste. Please refer to the separate Retail Tenant Design Criteria Manual.

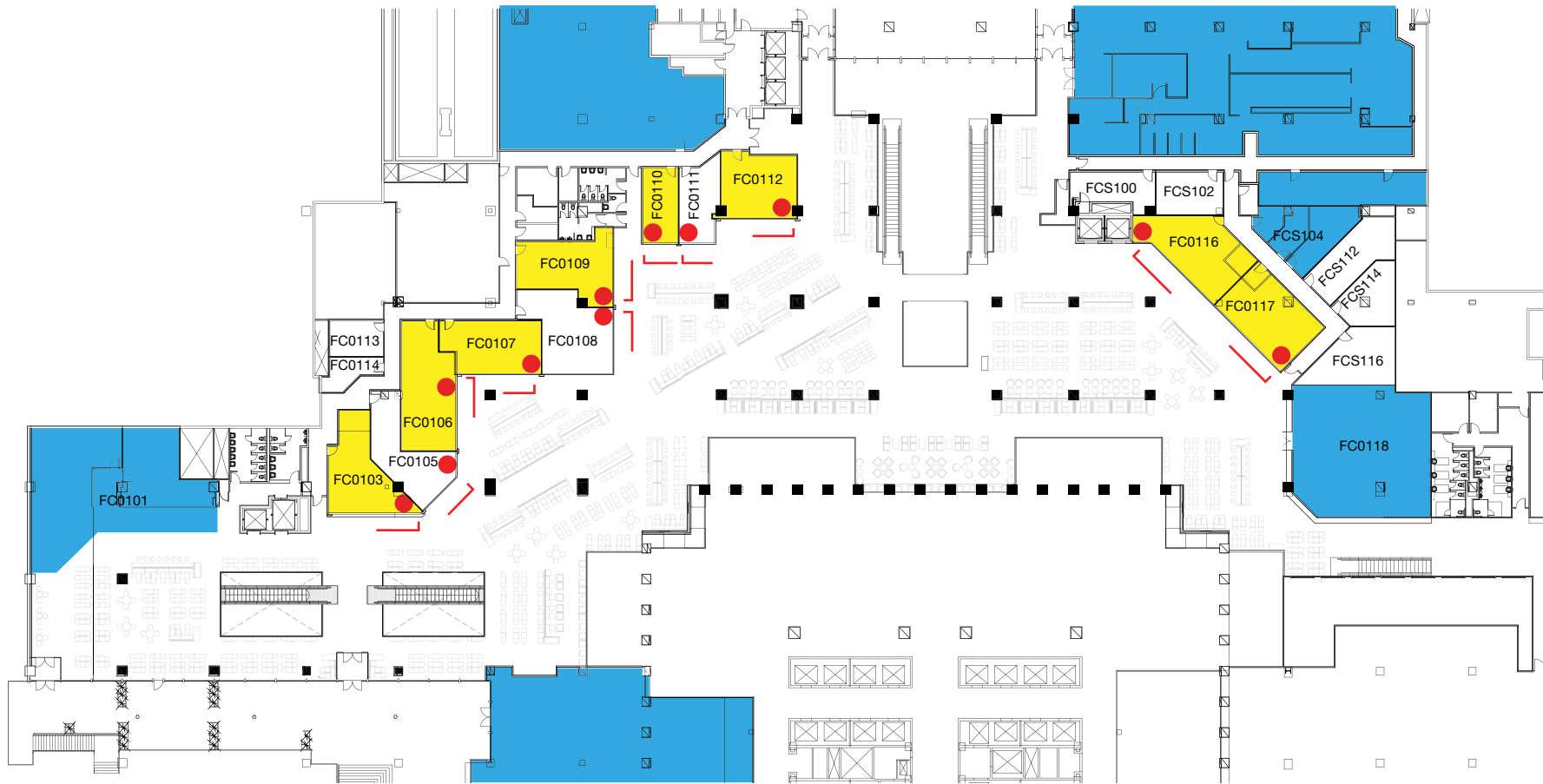
The Full Serve Restaurant will be treated as special cases due to their size and location. Each case will be dealt with individually in order to ensure conformity with the overall concept.

Food Terrace Units

With 14 eateries, interior seating for 1210 people and exterior seating for an additional 60 people, First Canadian Place's Food Terrace has one of the largest convenience food offerings in the downtown core.

Part 1 - General information

1.5 Key Plan, Preferred Queue & Design Guidelines



Legend

-  Full Service Restaurant
-  Food Terrace Eateries
-  Preferred Queue
-  Cash Location

Part 2 - Architectural Design Guidelines

2.1 Glossary of Terms

The following are definitions for terms referred to in this criteria:

Tenant Lease Line: The line between the Tenant's leased premises and the mall common area. Tenant Work must be limited to the Tenant side of the Lease Line.

Closure Line: A reference line drawn across the opening or entrance of the Tenant's space, defined by the location of the Tenant's closure system. Base building mall floor finishes must be continued, by the Landlord at the Tenant's expense from the Lease Line to the counter line (Food Terrace Eateries) or to the closure line (Full Services Restaurants). Tenant flooring finishes can not extend beyond the front counter line.

Landlord Control Zone: In order for the Landlord to control the quality and diversity of store installations within the mall, it is imperative for certain standards to be maintained. The Landlord Control Zone is an area across the entire width of the Tenant storefront, extending from the Tenant Lease Line throughout the area visible to the public. The Landlord reserves the right to approve, reject or request modifications to the Tenant's design, quality of detailing, finishes and materials, lighting, signage and security system within this area.

Signage Zone: An area of the storefront in which the Tenant signage must be installed.

Demising Cap & Columns: A standard base building demising cap, found at the end of demising walls separating tenants.



2.2 General

The Food Terrace Design Criteria has been created to allow each Tenant maximum freedom to present their offerings, encouraging strong, quality storefront presentations. The manual is to be followed in conjunction with the Tenant Design & Construction Manual (TDCM) and Schedule "B" attached to the Offer to Lease.

The renewal and revitalization of the Food Terrace is crucial to the successful balance of lifestyle at First Canadian Place; the new design seeks to create an interactive and welcoming core around which the First Canadian Place community can revolve.

This new vision will simultaneously provide an oasis for workers or shoppers and an integrated, intuitive technology hub for informal collaborations and work discussions. New connections can be initiated and old ones nurtured over a delicious cup of coffee.

The Food Terrace is designed to foster the socialization of the working environment and cater to myriad tastes and speeds of consumption. The design concept imagines the floor plane as a system of social spaces of different seating configurations accessed by pathways moving at different speeds.

The ceiling plane is designed to evoke the wide spreading Canadian landscape. An open ceiling of slatted wood brings warmth to the space, offsetting the crisp, pristine lines of the white marble columns. The ceiling flows and meanders with a pliant luxuriousness suggesting slower speeds of movement at its edges, while through its centre, it directs faster traffic with a bolt of light!

The following key design directives are to be integrated:

- The design should integrate all elements visible by the public, such as the storefront / counter, menus, graphics, signage, lighting, equipment and merchandising to create a harmonious whole.
- The design should be original and innovative to enhance food presentations and strongly and attractively brand each unit.

- All storefronts are to be open to the Landlord's common area. No fixed storefronts will be allowed.
- We encourage food demonstrations as long as the equipment is integrated into the overall design.
- Only final preparation areas are to be exposed to the mall, providing the Food Terrace with a unique combination of animation created by the busy employees and food preparation.
- Tenants are to minimize display of equipment exposed to the public, placing them in the kitchen.
- All equipment is to be recessed into the counter and integrated into the design. Provide catalogue sheets of all equipment visible by the public to Landlord along with your design submittal.
- All condiment containers, take out containers, trays, cutlery, POS systems and napkins are to be recessed into the counter at pre-determined locations.
- All dimensions are to be verified on site by the Tenant and/or Tenant's designer, general contractor, sub-contractor prior to commencement of any Tenant improvement work.
- Display cases are to be fully integrated into the overall design by being encased or recessed into the cabinetry. Height of storefront design elements are not to exceed 4'-6". Where refrigeration is not required, the displays should be made up of glass shelves, as per our Food Terrace Design Criteria to ensure maximum sight lines. Sneeze guards should be made of butt jointed and electrostatic sealed glass.
- Where required, Tenant must provide access panels to facilitate electrical and mechanical servicing. In no case, those access panels should be located facing the Food Terrace space.
- The flooring visible to the public from the common area in front of the counter must be the base building finish. Any touch-ups or adjustments required to be made to the existing base building floor must be communicated to the Landlord and performed by the Landlord at Tenant's expense.

Part 2 - Architectural Design Guidelines

2.2.a Specific Conditions

Certain base building conditions may occur in some Premises, such as ductshafts with fire-rated enclosures, basebuilding services passing through the Premises, etc. Please note that any relocation of ductwork will be performed by Landlord at Tenant's expense. Tenants are obliged to review their leased premises in detail to determine what localized conditions may pertain and, to determine in conjunction with the Landlord's Project Manager how they may treat or otherwise deal with such conditions.

2.3 Food Terrace Eateries

2.3a Storefronts

The "storefront" in this project consists of the entire zone starting at the front counter and ending at the wall that separates the concession from its kitchen or preliminary preparation area. The kitchen will be screened/closed off from public view.

Storefronts will be designed, fabricated and installed by the Tenant and are subject to the Landlord's approval. Storefronts must be completely closed by a counter and must consist of a new signage treatment as per the Design Criteria.

Installation of signage and menu boards require prior written approval from the Landlord.

2.3b Closure System

- New grille will be supplied and installed by Landlord, at Tenant's expense.

Closure grille is to be:

Slim Line 4", SL PERF

Finish: Clear anodized Aluminum

Manufacturer: Dynamic Closure

- Landlord will supply necessary pocket enclosures and doors for storage of the closure grille.
- Maintenance of grilles will be by Landlord, at Tenant expense.

2.3c Demising Walls

- Demising walls will be of drywall or concrete block type construction, built by the Landlord, ready to receive Tenant's finishes.
- A demising end cap will be installed by the Landlord.
- Tenants must finish their side of the demising walls, subject to the Landlord's approval, up to the demising end cap tile finish at the storefront (set back 1'- 0" from the Lease Line). Refer to Storefront Typical Section 2.8. For exceptions, refer to Lease Outline drawings.

2.3d Counters

- Tenant is to install a quartz countertop by Ceasarstone, Nougat #6600, polished, 1 1/4" thick with 1/8" chamfered edges.
- Countertop is to align with the Lease Line and pocket end face.
- Design of counter is by Tenant subject to Landlord's approval. Counters are to be 3'-0" high, with a maximum display case/ front line equipment height of 4'-6" AFF along the storefront. All elements and merchandising must not extend beyond the counter line, as noted on 2.8 Typical Storefront Section.
- Provide shroud to ensure back of equipment is not visible to public.
- Cash register location is to conform to Landlord preferred location to facilitate efficient queuing. Refer to the Key Plan for preferred locations. Specific deviations are to be coordinated with the Landlord.

2.3e Bulkheads and Storefront Signage

All signs are to be supplied and installed by the Tenant at Tenant's expense as per Landlord's specification. No alternatives will be accepted.

In order to promote retail individuality along the Food Terrace, tenants are encouraged to provide interesting and unique storefront signs on their facades. All tenants must have one primary storefront sign per elevation for the purpose of store identification only. This sign must be limited to the trade name, as per the lease agreement with the Landlord. Advertising or product names cannot be displayed as part of the signage.

Tenant's sign will be installed on the standard straight bulkhead, as per 2.10 Signage Typical Detail.

The Tenant's sign design concept is to be submitted with preliminary submissions and is subject to the Landlord's approval.

All Tenant signs are to be by MCI Millwork Inc. or by Zip Signs. Tenant is to coordinate with MCI, based at 575 Westney Road South, Ajax, Ontario L1S 4N7; Telephone: 905-231-9995. Tenant is to coordinate with Zip Signs, based at 5040 N Service Road, Burlington, Ontario L7L 5H6; Telephone: 905-332-0166.

The sign is a complete product, manufactured and delivered to site for Tenant install on bulkhead face.

Part 2 - Architectural & Design Guidelines

- The Tenant signage zone will occupy up to a maximum of 50% of the total premises opening width, and will be centered in the storefront opening. The minimum sign width is 8'-0", as noted on the elevation. Refer to 2.6 Storefront Typical Elevation.
 - The Tenant signage must be installed within the zone identified on drawing by the Landlord. The sign lettering must be maximum 12" high. Refer to 2.6 Signage shelf Typical Detail.
 - Signs are to have low voltage LED and are to produce a visible brightness/ luminance of 65 to 80 foot-candles. Colour of light will be selected to maximize clarity.
 - In the case of a corner unit , the Landlord will consider a second signage shelf. To be reviewed on a case-specific basis.
 - All signs shall be constructed, installed and maintained by Tenant at the Tenant's expense, to the Landlord specifications and by Landlord Approved Contractor.
 - All permits for signs and their installation shall be obtained by the Tenant or its representative.
 - Sign fabricator is MCI Millwork Inc. or Zip Signs, as noted previously and shall submit shop drawings to the Landlord's Project Manager for approval.
 - Shop drawings must include elevation and sections showing full dimensions, letter style and type, face colour including material and thickness, return colour including material and thickness, type of lighting, brightness, mounting hardware, sample material, transformer location and access and placement of the sign within the storefront drawn to scale and dimensioned.
 - No flashing, blinking, animated or audible signs will be permitted.
 - Visible or exposed light sources will not be permitted.
 - All conduits, transformers or other related equipment must be completely concealed from view from the mall. Exposed brackets or fastenings must be painted out to minimize their appearance.
 - The landlord reserves the right to reject any sign design that is not compatible with the overall criteria
- Illuminated or non-illuminated graphic panels, if located within the Landlord Control Zone, may be permitted, subject to Landlord approval.
 - No box type backlit signs with translucent background panels are permitted.
 - No sign-maker's labels or other identification (including UL label) shall be permitted on the exposed surface of signs, except those required by local authorities. If required by local authorities, such labels or other identification shall be in an inconspicuous location.
 - The sign contractor shall repair all damage to any other work caused by his work.
 - Illuminated signs must be controlled by a time clock and are to be illuminated during mall hours.

2.3f Menus and Interior Signs

In order to maintain a pleasant and high quality ambiance of the Food Terrace, Tenants are encouraged to use well designed, non-commercial menu boards in their stores. Menu board designs must be reviewed and approved by the Landlord as part of the design package. Below is a list of guidelines to follow:

- Menu boards & graphics are to be integrated into the overall design and are to be designed by a professional graphic designer.
- Tenants are encouraged to display menus in a non-conventional manner and location and as part of the overall design of the premises.
- Conventional backlit menu boards are not allowed.
- All proposed graphics are to be submitted for Landlord's review and approval.
- Dark background with light text or images are encouraged. Limit colours to avoid multi-colour appearance and enhance visibility.
- No reflective glass or Plexiglas will be permitted to avoid reflections.
- No gratuitous advertising panels or illustrations other than the Tenant's logo will be allowed.
- All wall graphics are to be covered with tempered glass .
- Front lit menu boards are strongly encouraged in order to avoid high lighting levels that will take away from the ambiance.
- Slim line LED menu boards are the only rear illuminated menu board types accepted.
- Integrated LCD screens will be permitted with a limit of 2 per Tenant.
- Remotely lit menu boards are accepted using recessed light. Surface mounted track lighting is not permitted.
- Handwritten menu boards on blackboards are permitted, providing the writing has a professional appearance. Luminescent handwritten boards are not permitted.
- Submit shop drawings showing fabrication and installation for Landlord's approval.
- Temporary wall signs, banners, sandwich boards, handwritten signs will not be allowed.

2.3g Interior light requirements

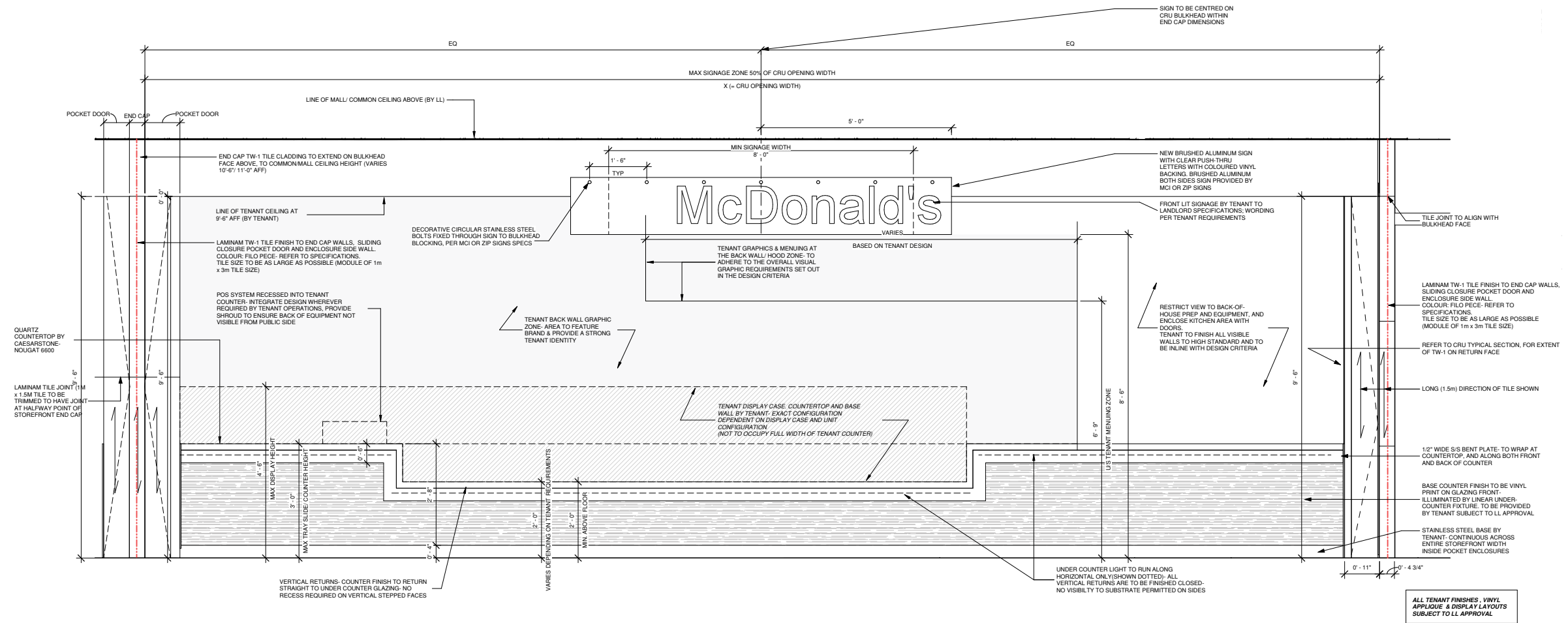
A variety of lighting qualities to best suit the variable merchandising uses and physical conditions existing throughout the project are required. The following conditions and criteria are required of the Tenants:

- Tenant is responsible for all lighting within the entire demised Premises.
- Tenants are required to use low energy consumption luminaries, of an acceptable decorative standard. No typical office grade fixtures are to be used.
- Tenants must have well illuminated stores emphasizing their visual presentations, displays and architectural features. Appointed accent lighting and varied lighting levels that will create drama and interest are encouraged.
- Varied light levels of 25 to 45 foot candles for general merchandise and 125 to 225 foot candles for feature displays is suggested.
- All light fixtures shall be high quality commercial grade, CSA approved and must conform to all applicable building and construction codes and regulations.
- No lamps or bulbs will be permitted that are directed or aimed to the mall. The Tenant should provide a baffle where required in order to eliminate direct glare.
- Recessed or decorative pendant luminaries are acceptable. Decorative pendant lights can be introduced as architectural feature lighting.
- All Tenant lighting in the public area is to be controlled separately and kept on during business hours.
- Tenants are to install automated lighting controls for back of the house areas, i.e. office, washroom, etc.
- All electrical equipment including transformers, conduits and / or BX cables and all fastening devices must be concealed from view.
- All display cases must be lit and vented. Low voltage or LED light fixtures are encouraged.
- Lighting in coves is to be stagger-mounted for continuous illumination and to prevent hot or dark spots.
- Suspended or surface mounted track lighting systems will not be permitted.

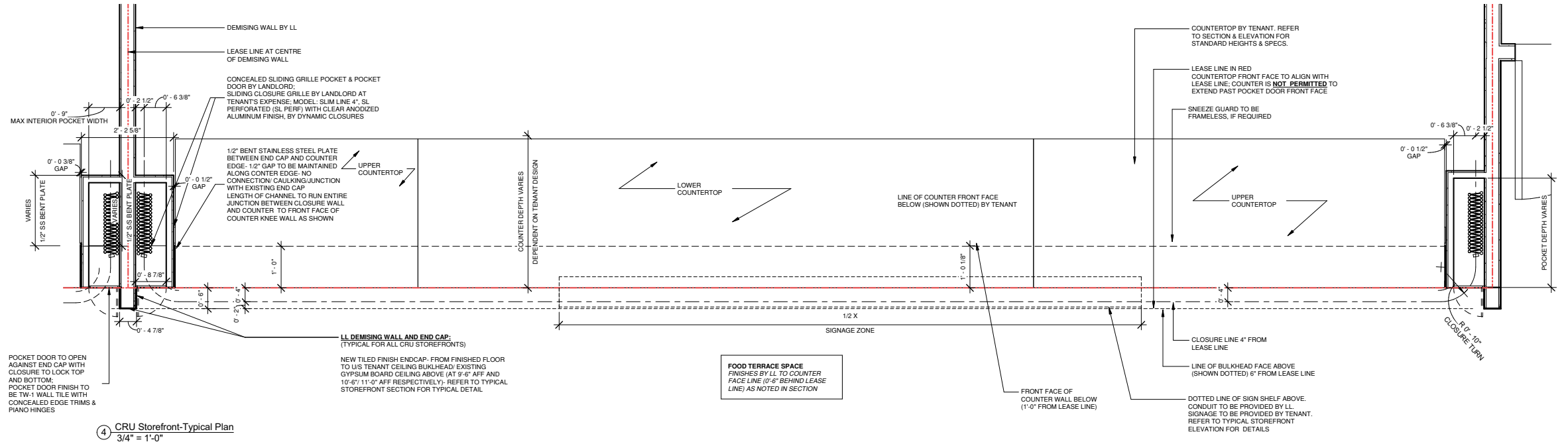
Part 2 - Architectural & Design Guidelines

- Exposed fluorescent, standard fluorescent, compact fluorescent or unshielded neon light fixtures will not be permitted in the sales area and may only be used in non-public back-store areas.
- LED Strip lights will be allowed as recessed accent lighting for cabinets & counters and are not to be visible by the customers.
- Mercury vapour or high pressure sodium lamps, strobe, spinner, chase, or moving type lighting will not be permitted.
- All showcases and display cases must be building code approved and wired to meet all national and local electrical codes. All wiring must be concealed in conduit and located in an area not visible from the mall.
- No lighting shall be installed in the Landlord's storefront bulkhead or outside the demised Premises other than those installed by the Landlord, except the front lit signage and front lit base counter finish.
- Kitchen lighting must be hidden from view.
- It is strongly encouraged to illuminate food display wherever possible.
- To retain and protect the visual environment of the area for the benefit of all Tenants, each individual food Tenant shall limit the brightness of his lighting fixtures to a level of 25 foot candles at the front counter area.
- Lighting used in the servery area must be either LED down lights or pendant lights. The use of LED lighting technology is preferred for energy saving and environmental reasons.
- Tenants must illuminate their front counters by a concealed LED fixture, mechanically fastened to the underside of the counter. White LED, colour temperature: 3500K, with clear diffuse acrylic lens. Acceptable manufacturers:
 1. GE Lighting - GEWWXNLE1-35K-A Series
 2. Led-Linear - VarioLED Flex Venus-W Series
 3. Cooper - RSA LEDEON Series
 4. Tivoli - Tivoflex Plus Tube Series
 5. Magic Lite - MLS-WW-1-24 Series

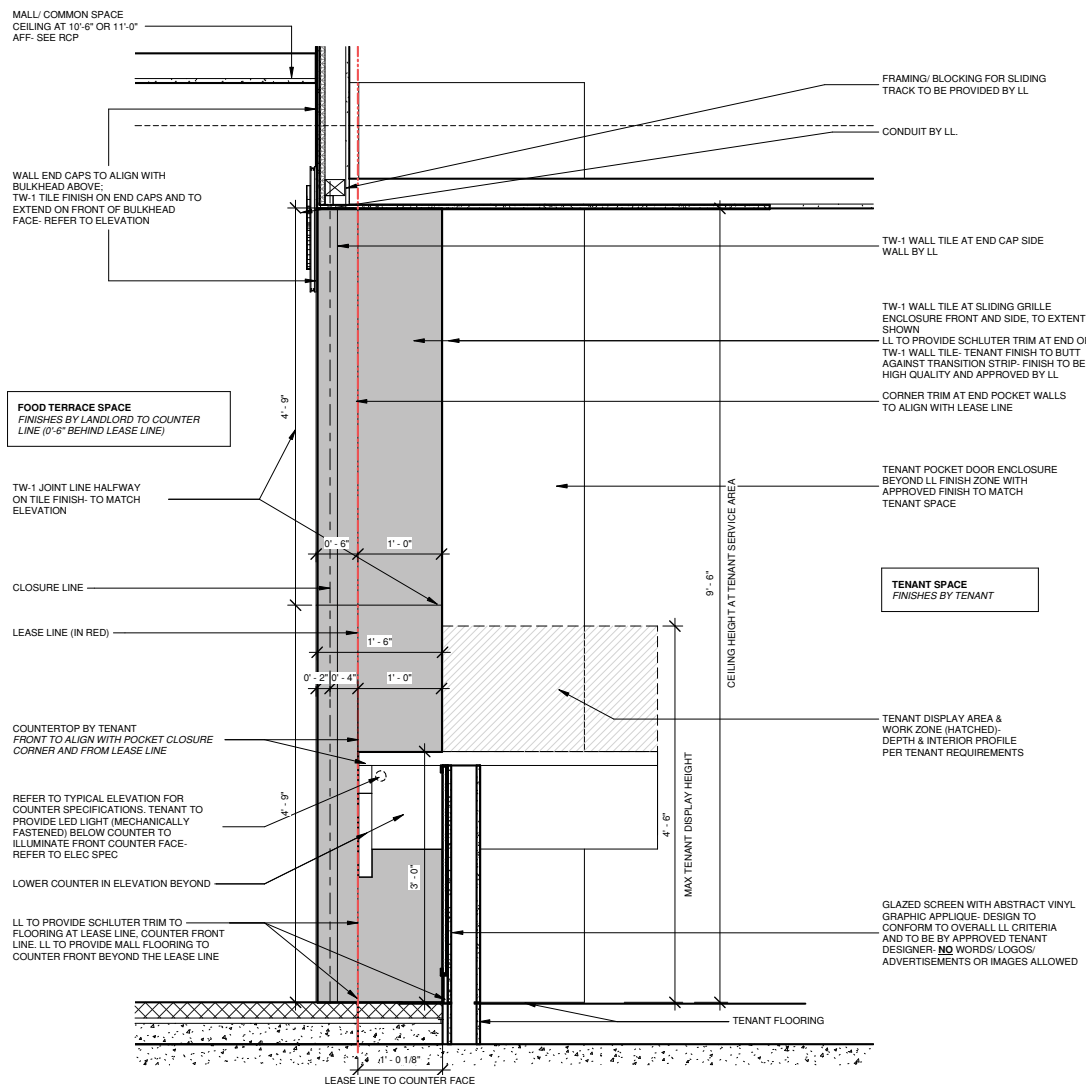
2.6 Storefront Typical Elevation



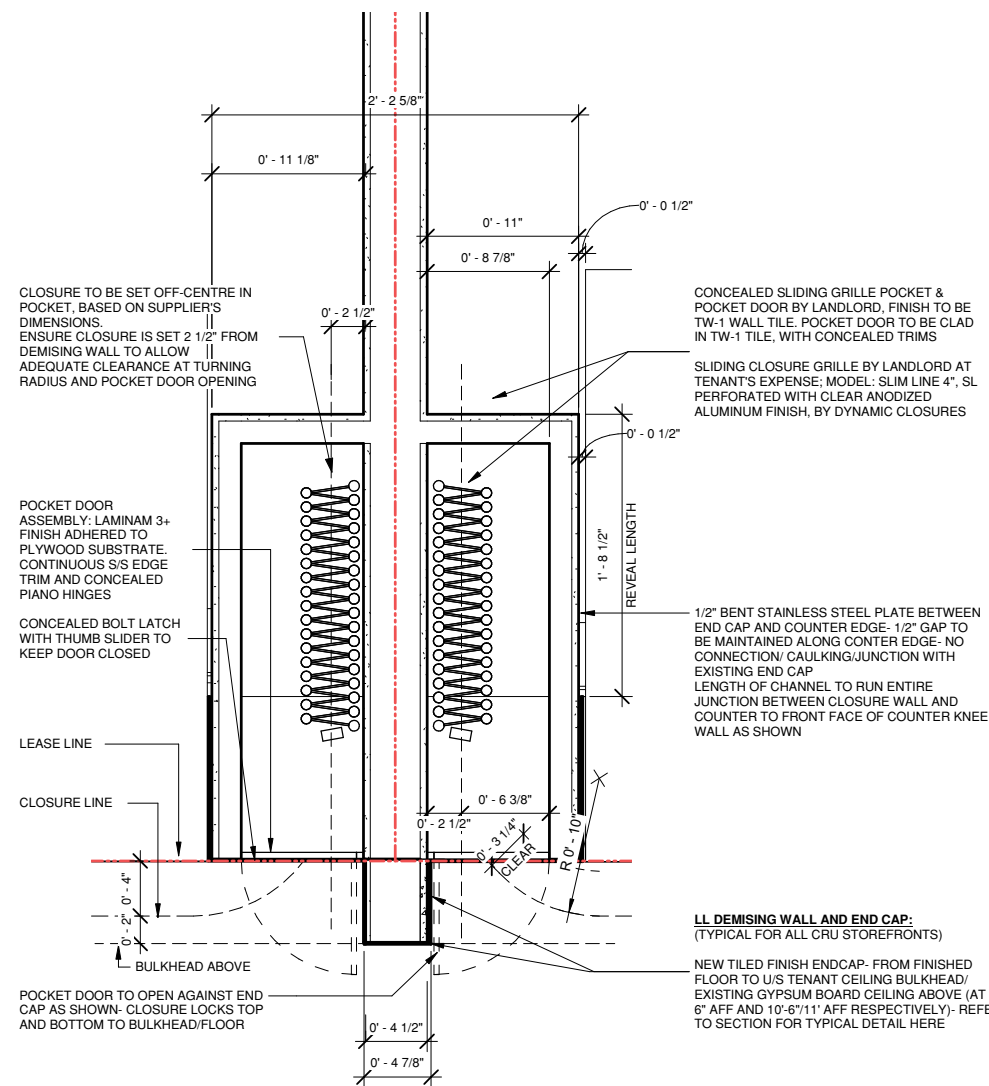
2.7 Storefront Typical Plan



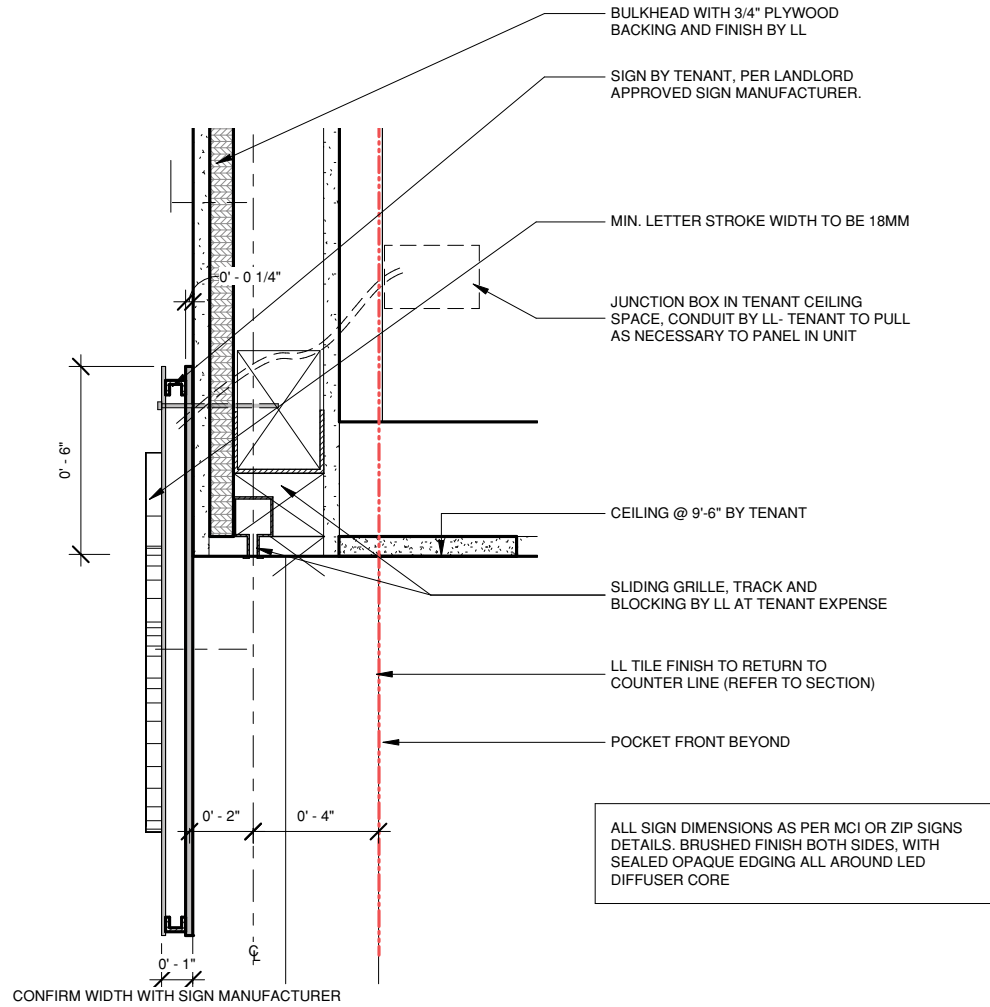
2.8 Storefront Typical Section



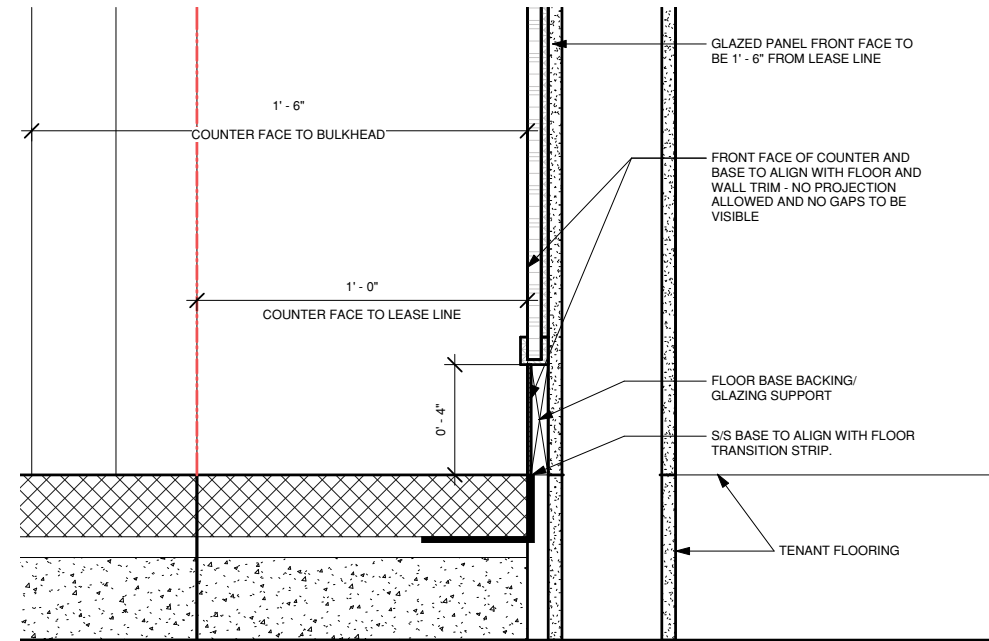
2.9 Demising wall, End cap & Pocket enclosure detail



2.10 Signage Typical detail



2.11 CRU Storefront - Counter Face at Tenant Flooring



Part 3 - Mechanical & Electrical Requirements

3.1 Mechanical Requirements

3.1.A Smoke Evacuation System

The Food Terrace is equipped with a smoke venting system to aid fire fighting. Provide ceiling and transfer air opening to allow for extraction rates in accordance with base building design.

3.1.B Sound Isolation

The designer should specify any sound isolation methods or equipment the Tenant may require in order to maintain an acceptable sound environment.

3.1.C Fire Hose Coverage

The standard length of fire hose is 75'-0". Designer must ensure that the location of the Fire Hose Cabinet is such that proper coverage is obtained within the Tenant's premises. Should the location of partitions, wall fixtures, etc. be such that the coverage is insufficient and the re-location or addition of Fire Hose Cabinets is necessary, the alterations will be performed by the Landlord's Approved Contractor at the Tenant's expense.

3.1.D Sprinkler Coverage

The Sprinkler system is presently designed for ordinary hazard (i.e.: 130 square feet per head). Tenant's designer must ensure proper sprinkler coverage within the premises. Should the design of the Tenant's Premises be such that additional heads are required, and capacity of the sprinkler main must be increased, the alterations to the system will be performed by the Landlord's Approved Contractor at Tenant's expense. The Tenant must use the base building sprinkler contractor to ensure proper coverage, approvals, warranties and testing are maintained. The Tenant must submit to the Landlord for approval the following:

- The contractor's sprinkler design and/or shop drawings duly stamped and approved by the Underwriters and the I.A.O.
- The contractor's pressure test reports, that have been performed in the presence of the Landlord representative, at the completion of the installation.
- The contractor's confirmation of warranties and specific guarantees for the installation.

3.1.E Chilled Water Supply

The Landlord will provide adequate chilled water to compensate for a total heat gain of 30 BTU / square feet (i.e. 6.0 US.GPM / 1000 square feet). The Building chilled water plant provides chilled water at 45 degrees during the summer, and 48 degrees during the winter. The designer shall select coils with a minimum temperature rise of 15F.

The designer shall specify that the fancoil be connected to the JCI building automation system. Contact Keith Welsby: 905-474-5463. Cooling loads exceeding this amount should be specified by the mechanical or electrical consultant, and additional chilled water capacity (over 30 BTU / square feet) may be provided at extra cost to the Tenant. 3.1 Mechanical Requirements. The central cooling plant supplies chilled water between the hours of 6:00AM to 10:00PM, Monday to Friday.

Tenant's operating outside of these hours are recommended to install heat pumps. Chilled water connections to the base-building system are to be completed by a Landlord's Approved Contractor.

Part 3 - Mechanical & Electrical Requirements

3.1.F Plumbing Criteria

All Tenants are required to install a grease trap on their drain(s) before connecting to Landlord's services. Designers are recommended to specify a Goslyn "Grease Recovery Device". Locations of core drillings for plumbing must be approved by Landlord.

Tenants are required to install a hot water tank for their domestic hot water needs. The hot water tank shall be installed with a containment pan connected to the Tenant's sanitary drain. HWT leak detection is to be a moisture sensor in the drip pan, connected to an in-line solenoid that will shut off the water supply to the HWT when a leak is detected. The detector is not be connected to the BAS, but to a local alarm.

Tenant shall provide backflow preventers in accordance with Code requirements.

If a meter is not already installed, the tenant shall supply and install a CARMA meter for each of the following services: Natural Gas and Domestic Cold Water.

A minimum of one floor drain shall be installed in the Tenant Premises, with the surrounding area sloped to the drain.

3.1.G Kitchen Exhaust (Food Terrace)

All food odors are to be contained within the Tenant Premise. Tenant is to provide a ULC kitchen exhaust hood with fire suppression system and all interconnecting ductwork between hood and capped connection (provided by Landlord).

The hood's fire suppression system shall be connected to the building's fire alarm system and generate an audible alarm upon activation.

All interconnecting ductwork shall be constructed of welded black sheet steel in conformance with NFPA 96 and the Ontario Building Code.

The kitchen exhaust hood shall incorporate UV lights for grease control in the ductwork.

3.1.H Kitchen Exhaust (Restaurants)

All food odors are to be contained within the tenant premise. Tenant is to provide a ULC approved ecology unit, connected to the building automation control system.

Tenant is to provide a ULC kitchen exhaust hood with fire suppression system, an ecology filter module complete with three stages of filtration, odor control section, fire suppression at inlet of filter, outlet balancing, and all interconnecting ductwork between hood and filter module plus all power and control wiring.

The hood's fire suppression system shall be connected to the building's fire alarm system and generate an audible alarm upon activation.

All interconnecting ductwork shall be constructed of welded black sheet steel in conformance with NFPA 96 and the Ontario Building Code.

The kitchen exhaust hood shall incorporate UV lights or grease filters for grease control in the ductwork.

3.1.J Make-up Air

Make-up air to tenant kitchen can be drawn from the mall area. Each tenant is permitted to draw a maximum of 3,000CFM from the mall area, unless approved by the base-building engineer.

Make-up air is available from 7:00AM to 6:00PM, Monday to Friday.

Make-up air required outside of these hours, or above 8,000 CFM is the responsibility of the tenant.

Part 3 - Mechanical & Electrical Requirements

3.2 Electrical Requirements

The electrical service will be supplied to the premises at 120/208V, 3Ph, 4W, 60Hz or 600V, 3Ph, 3W, 60Hz based on a calculated load of 40 watts per square foot unless requested otherwise and as per the Lease Agreement.

Should the required be above 100 amps, the service will be provided at 600V/3PH/60Hz, with the necessary transformer supplied and installed by the Tenant at his expense.

The Tenant must ensure that his electrical contractor provides a main breaker and/or surface switch in a CEMA 1 enclosure panel, due to Hydro's code requirements and to enable quick power disconnection.

The Landlord may provide a 600V or 120/208V service at their discretion as per the Lease Agreement.

3.3 General Requirements

- 3.3.A Mechanical and electrical consultants should visit the site before preparing sketches of their layout.
- 3.3.B Mechanical and electrical consultants should verify that no interference exists with work in spaces below slab.
- 3.3.C Location of cores to be submitted to Landlord for structural engineer's approval.
- 3.3.D Height limitations to be checked in Tenant premises under existing Landlord's services.
- 3.3.E Access openings to all base building items in ceiling space shall be installed in the Tenant's ceiling by Tenant and is directed by the building's Operation Manager.
- 3.3.F Size of the electrical service shall be specified by Tenant's designer, otherwise the service will match the indicated load.
- 3.3.G Any service required larger than that sized for 40 watts / square foot shall be at the Tenant's cost.
- 3.3.H All electrical, natural gas, and domestic water services must be metered by connection to the Landlord's centralized metering system using the Landlord's approved meters.

3.3.J If extensive partitioning is used and additional speakers are required within the Tenant's premises, this work shall be carried out by the Landlord's Approved Contractor at Tenant's expense.

3.3.L All fire alarm installations and connections must be done by the Landlord's Approved Contractor.

3.4 Consultant's Checklist

Electrical:

1. Location of service termination.
2. Power voltage and size of service.
3. Location of telephone conduit termination.
4. Electrical Load Summary required. (Refer to section 3.5).

Mechanical:

1. Location and size of cold water service.
2. Location and size of sanitary vent.
3. Location and size of drain connection(s). (Refer to section 3.3.C).
4. Grease traps by Tenant under counter or as required.
5. Gas Line(s) and Meter, if required, installed by Landlord at Tenant's expense. (Location and size to be specified).
6. Location of Kitchen exhaust and C.F.M. required.
7. General ventilation at night for refrigerator cooling.
8. Air velocity across counters and doorways, where applicable in special conditions.
9. Heating/cooling load calculations required.

Part 4 - Landlord's & Tenant's Work

4.1 Landlord's Work

Landlord's scope of work shall be as defined in Schedule B of the Tenant's Lease.

4.2 Tenant's Work

The Tenant shall be responsible for and pay the entire cost of all Leasehold Improvements and all other work in or affecting the Premises as specified in the Lease Agreement not specifically listed in Section 4.1 of this Manual as the Landlord's Work. The Landlord will provide the Tenant with its requirements and specifications for the design and performance of the Tenant's Work together with the Lease Outline Drawings (LOD). The Tenant is responsible for the preparation of all design and working drawings and specifications relating to completion of the Premises for occupation by the Tenant and the calling of tenders and letting of contracts relating to the Tenant's Work and the supervision and completion of the Tenant's Work. The Tenant shall ensure that its designers, architects and engineers are fully familiar with the Tenant Design Criteria Manual and the Lease Outline Drawings and that they visit the Premises to verify actual site conditions to ensure that the Tenant's Work, and the performance thereof, complies in all respects with the Tenant Design Criteria Manual and the Lease Outline Drawings.

The Tenant shall complete all the Tenant's Work in a good and workmanlike and expeditious manner using uniformly high quality materials and shall comply with all applicable laws, building codes and regulations, all to the Landlord's satisfaction and in accordance with the Landlord's Tenant Design Criteria Manual, the Tenant's Plans as approved by the Landlord and within the Fixturing Period provided in the Agreement to Lease. Any material or workmanship disapproved by the Landlord shall be replaced or remedied, as the case may be, to the Landlord's satisfaction by the Tenant at the Tenant's expense.

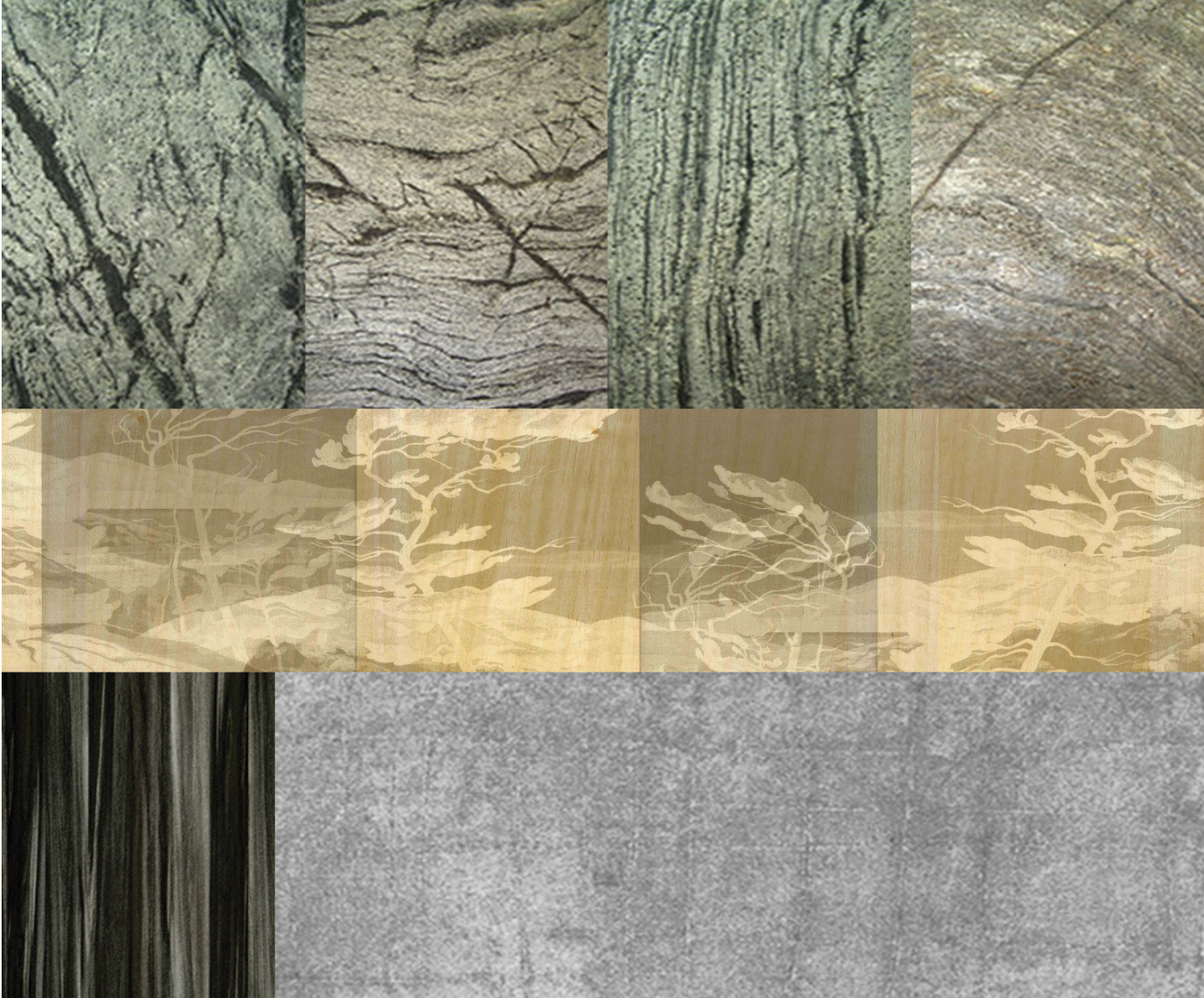
The Tenant Design Criteria Manual has been formulated to allow and encourage the Tenant to make the best use of the Premises. It is intended that the design and construction of the Tenant Premises express the individuality and character of the Tenant and its business, with emphasis to be placed on merchandise display. The work set out in this Section will be performed by or on behalf of the Tenant.

The Tenant responsibilities shall include:

- All finishes beyond the Lease Line, excluding the floor between the Lease Line and counter line, and as noted on the Typical Storefront Detail Drawings;
- Premises ceiling;
- Countertop and stainless steel base;
- Glazed screen with abstract graphic applique on front of counter
- Graphic applique to be approved by Landlord (see following page examples);
- Front lit signage letters, to be installed into signage shelf plate;
- Relocation/completion of the electrical, HVAC and sprinkler layouts in accordance with the base-building facilities pending the approval of the Landlord's consultants.
- All fixtures and equipment required for the Tenant's operation.

Part 4 - Landlord's & Tenant's Work

Graphic appliques examples:



Part 5 - Tenant Submission Requirements

5.1 Tenant Information Package

The Information Package provided to all relevant Tenants shall include the following documents as available:

1. Lease and Lease exhibits: this will define the Tenant's obligations.
2. Lease Plan - will define the Tenant's overall location within the retail centre and dimensions of their space in relationship with the Lease Line. It is to be clearly understood that the Landlord does not in any way guarantee the accuracy of the information contained in such drawings; the Tenant remains responsible for ensuring that the conditions on site and site dimensions are verified and correctly reflected in the Tenant's drawings.
3. Food Terrace Design Criteria Manual - This booklet together with the revisions to the criteria if applicable.
4. Tenant Design and Construction Manual for First Canadian Place.

5.2 Tenant Design Approval Process

1. In accordance with the Lease, all Tenants are required to supply complete architectural (including separate sample boards), structural (if required), mechanical and electrical working drawings for all leasehold improvements.
2. The Tenant shall employ professional designers and/or architects, electrical and mechanical engineers registered in the Province of Ontario, all subject to Landlord's approval, for the preparation of drawings and specifications. Tenant plan submittals shall bear the seal, number and signature of the relevant consultant.
3. The Tenant may wish to retain the Base Building's Mechanical and Electrical Engineering Consultants under direct contractual arrangement for the production of working drawings. If the Tenant chooses to employ Consultants other than the Base Building Consultants for its design work, the Landlord may, at his discretion, have such drawings checked by the Base Building Consultants in order to ensure compatibility with the building's systems. The cost of this review will be charged to the Tenant. A list of Base Building Consultants is included in this Manual (Section 1.2).

4. The Tenant shall be obligated to provide a copy of the Food Terrace Design Criteria Manual & Tenant Design & Construction Manual to the appropriate design and construction personnel involved with its premises.
5. After receiving the Tenant Information Package and prior to starting any design or documentation, the Tenant, Tenant's designer and contractor shall make a detailed inspection of the Leased Premises. It is the Tenant's complete responsibility to verify and confirm all dimensions, clearances and existing conditions within the Leased Premises.
6. If there are any deviations from the Design Criteria, the Tenant shall submit a written request for the Landlord's review and approval of which shall be at Landlord's sole discretion.
7. Tenants and their architects/interior designers are encouraged to design their storefronts exploring creative uses of merchandising, lighting and signage. The interior of each store should be consistent with the design concept or image created by the storefront. These design goals can be accomplished through close attention to detail, use of high quality materials, good craftsmanship and innovative design.
8. Changes made between Landlord's approved drawings and actual construction will require Landlord's written approval. Such approved alterations shall be made at the Tenant's expense. The approved drawings must be kept at the job site at all times.
9. Tenant construction shall proceed only after Tenant has complied with all requirements set out in the Tenant Design & Construction Manual.
10. All projects must comply with the current construction laws, building codes, rules & regulations of Ontario and standards of construction quality of First Canadian Place base building construction.
11. Tenants' consultants are to review the relevant sections of the lease for specifics regarding architectural, electrical and mechanical information.

Part 5 - Tenant Submission Requirements

5.3 Preliminary Submission Requirements (Step 1)

The first submission to the Landlord should be made as soon as the Tenant's Architect or Designer has completed preliminary drawings outlining the conceptual ideas for the store.

- The preliminary submission will not be reviewed unless total preliminary package has been submitted.
- The purpose of this phase is to acquaint the Landlord with the Tenant's intentions and to ensure compliance with the Tenant Information Package and base building installations before the final drawing phase.
- Drawings shall not exceed 762 mm x 1067 mm (30" x 42") in size.
- Preliminary drawings shall include 3 sets of prints, stapled into complete sets and one sample board. These must be submitted to the Landlord's Project Manager as a total package as follows:
 1. Preliminary floor plans (scale 1:50 or 1/4"=1'-0"), indicating interior design concept and equipment layout.
 2. Preliminary reflected ceiling plans (scale 1:50 or 1/4"=1'-0"), indicating ceiling heights, materials, light fixture types and locations.
 3. Storefront elevations and sections. Locate all major elements and indicate materials and finishes. Submit one storefront elevation in colour (scale 1:50 or 1/4"=1'-0" minimum).
 4. Details of storefront signs, sections and materials of construction. Indicate letter style and size of graphics including colour and methods of illumination.
 5. Interior elevations (scale 1:50 or 1/4"=1'-0").
 6. Details of proposed menu boards, if applicable.
 7. Two complete sample boards, maximum 216 mm x 356 mm (8 1/2" x 14"), displaying fully and accurately samples of all finish materials and colours to be used, cross-referenced to the drawings. No plans will be reviewed and approved without a sample board.
 8. Colour photo or colour graphic illustrations of the storefront and interior space.

The Landlord will require 10 business days to review Tenant's preliminary submission.

5.4 Final Submission Requirements (Step 2)

Final review drawings shall incorporate the required changes from Submission 1, be of construction document quality and include the following minimum information (this must be submitted as a total package to the Landlord's Project Manager). The Landlord will not review partial submissions.

- The Landlord reserves the right to alter any section of Design Criteria information without notice, which may necessitate a further submission by the Tenant.
- These drawings will be reviewed by the Landlord for compatibility with the overall project, comments and/or approval will be marked in a letter addressed to the Tenant or its designated representative. Such comments must be distributed to the Tenant's designer/architect and electrical/mechanical consultants.
- All plans, sections and details should clearly indicate the relationship between lease line and demising wall(s) and the design elements. All plans, sections and details should clearly indicate the relationship between the lease line and the storefront.
- Plans shall show building grid lines, scale, designer's name and address, stamp, date of issue and revision number.
- For the purpose of this Manual, the drawings approved by the Landlord shall be called "Approved Drawings". Any revisions made to the Approved Drawings by the Tenant and/or agents must be submitted to the Landlord for further approval.
- The Landlord will require ten (10) working days to review the Tenant's design submittal. The review will begin upon receipt of the complete design package, including Architectural, Electrical, Mechanical, and if required, Structural drawings.

Part 5 - Tenant Submission Requirements

Architectural

Three (3) sets of drawings & Specifications, 1 samples board

1. Key Plan showing the location of the demised premises within the project.
2. Demolition Plans (scale 1:50 or 1/4"=1'-0").
3. Final Floor Plans (scale 1:50 or 1/4"=1'-0"). Storefront location and configuration. Locate partitions, fixtures, shelving, racks, counters, signs by dimension and location. Specify all materials, colours and finishes. Indicate any services to be installed that require cutting into the floor slab. Details of mechanical and electrical requirements.
4. Final Fixture Plan (scale 1:50 or 1/4"=1'-0") and final details, including sections, elevations, and finishes for all store fixtures.
5. Final Storefront Elevation and Sections (scale 1:20 or 1/2"=1'-0") showing the storefront relationship with the Lease line and the Landlord's construction elements. Indicate door sizes, construction details, type and direction of opening. Submit a complete storefront elevation in full colour, including signage. Submit shop drawings of glazing, including complete sections and details through storefront bulkhead sufficient for construction, showing the relationship between the Tenant's ceiling and the base building bulkhead and structural support details if suspended from above. Detail sections through floor track assemblies for sliding doors. Indicate the method of connection to ceilings, blocking and framing members. Provide details for all structural supports. Specify all storefront finishes, materials and colours.
6. Final Details of Storefront Signs (scale 1:10 or 1"=1'-0"), elevation and section views, letter style and size of all graphics from Submission Step I. Detail dimensioned location on bulkhead and lighting requirements; all colours and materials, methods and colours of illumination and wattage requirements, complete mounting details. Proposed signage is to be presented for review on a Manufacturer's Shop Drawing.
7. Final Menu boards indicating all materials and graphics shall be submitted for the Landlord's approval.
8. Two complete Sample Boards - if samples are different from the ones submitted with the preliminary drawings (size not to exceed 216 mm x 356 mm [8 1/2" x 14"]). Colour and material samples must be firmly affixed to the illustration board and labeled complete with fire ratings to suit the City of Toronto code requirements. All

samples shall be identified and cross-referenced with the plans as part of the submission package. No plans will be approved without a sample board.

9. Reflected Ceiling/lighting Plan (scale 1:50 or 1/4"=1'-0"), indicating ceiling materials and suspension system, various heights, location of all light fixtures, their manufacturer's name and catalogue cut sheets, lamps to be used and mounting details (recessed, surface, etc). general pattern, grilles, diffusers, speakers, sprinkler heads, coves, recesses and access panels. Specify ceiling material by name, thickness and colour, as well as fire rating if required by Code.
10. Interior Elevations (scale 1:50 or 1/4"=1'-0"). Specify wall and fixture finishes. Indicate colours and materials counter referenced with the sample board.
11. Interior Details and Sections, sufficient for construction - (Scale 1:10 or 3"=1'-0") Details showing method of connecting, blocking, framing and mounting of the store fixtures and signs.
12. Interior Finish Schedule

Mechanical

Four (4) sets of drawings (scale 1:50 or 1/4"=1'-0"), Specifications, and digital plans in AutoCAD2004® format with any required XREF (attached or bound), CTB, and font files also included.

All Tenants will be required to retain the services of a mechanical consultant for the preparation of their mechanical plans. All Tenants will be encouraged to employ the services of the Base Building's consultants.

1. Demolition Drawings (scale 1:50 or 1/4"=1'-0").
2. H.V.A.C. Layout (scale 1:50 or 1/4"=1'-0") Plans and specifications complete with detailed ductwork layout, showing all duct sizes; location of all equipment, dampers, grills, diffusers, thermostats, access doors, other equipment, if required, and air quantities required at each diffuser.
3. Plumbing Layout (scale 1:50 or 1/4"=1'-0") Plans and specification indicating all equipment, piping runs for drains, vents and water supply, and the location of valves, clean-outs, grease traps and other special or specific requirements. Indicate location of water and gas meters.
4. Sprinkler layout (scale 1:50 or 1/4"=1'-0") A dimensioned layout of the sprinkler piping and size indicating all sprinkler heads new and relocated.

Part 5 - Tenant Submission Requirements

Electrical

Four (4) sets of drawings (scale 1:50 or 1/4"=1'-0"), Specifications, and digital plans in AutoCAD2004® format with any required XREF (attached of bound), CTB, and font files also included.

All Tenants will be required to retain the services of an electrical consultant for the preparation of their electrical plans. All Tenants will be encouraged to employ the services of the Base Building's consultants.

1. Demolition Drawing (scale 1:50 or 1/4"=1'-0")
2. Electrical Plan (scale 1:50 or 1/4"=1'-0")

Size and location of transformer (if required), panel location, wiring and circuit diagram. Panel schedule indicating the total connected load, and demand checkmeter (specifications as per "Schedule B" of the Lease Agreement). An electrical equipment and fixtures list indicating wattage of each item (i.e. total connected load, calculated foot-candle values). Wiring schematic diagram showing distribution to all equipment, indicating load generated by this equipment.

3. Reflected Ceiling Plan (scale 1:50 or 1/4"=1'-0")

Locate light fixtures, including night, emergency and exit light fixtures. Specify size, wattage, type and mounting. Locate all life safety devices including speakers, pull stations, smoke detectors, heat detectors, and sprinklers.

Structural

Three (3) sets of drawings and Specifications:

Tenants shall provide Landlord with any additional structural loads imposed on the mall building which includes but is not limited to any floor penetrations, sizes and weights of equipment for Landlord approval. Tenant will be back charged for engineering services that require investigation of loads above and beyond the Tenant's allowable loads.

5.5 Final Review and Approval Process [Step 3]

1. Tenant shall continue to submit unapproved documentation to Landlord until final approval is given.

5.6 Permit Submissions

1. The Tenant may submit drawings to the local building authority for Permit prior to the Landlord's approval of the drawings. The Tenant shall forward all comments from the building authority to the Landlord for its review. Any change made during Landlord review can be submitted to the local building authority subsequently as an amendment.
2. Upon receipt of the Building Permits, the Tenant shall forward the PDF file of the Permits to the Landlord's Project Manager.
3. It is the Tenant's responsibility to advise and have the Premises inspected by the Building, Plumbing and HVAC inspectors.
4. Design to conform with regional smoking By-Law.
5. Tenant is to ensure the closing of all permits by the City of Toronto and is to obtain the City of Toronto Inspection Status Report, confirming such closures.

Part 6 - Construction Documentation

6.1 Commencement of Tenant Construction

The Tenant is required to engage its own contractors for the purpose of carrying out its leasehold improvement work. The Tenant must carry out all construction work in strict accordance with the Approved Drawings. Likewise, the Tenant's design and construction work must comply with all applicable laws, by-laws, codes and regulations.

It is the Tenant's responsibility to ensure that its Contractor(s) observe and comply with all applicable construction safety regulations including, but not limited to O.H.&S. and W.H.M.I.S. requirements.

The Tenant shall engage, at the Tenant's expense, the Landlord's Approved Contractors, for any mechanical, electrical, sprinkler, fire alarm, controls and balancing modifications or additions to the base building systems.

The Tenant's contractor may be issued revisions to the documents outlining regulations and procedures for the Tenant's contractors and subcontractors on the jobsite from time to time, as site conditions warrant it.

6.1.A Construction may proceed only after the Tenant has complied with the following :

- a. The Tenant's Lease for the Premises has been executed.
- b. The Tenant's final issued for construction documents (including, without limitation, drawings, specifications and manuals) have been approved in writing by the Landlord.
- c. The Tenant has submitted a "Construction Deposit" based on 3% of the value of construction (minimum \$5,000 and maximum \$10,000)
- d. The Tenant has provided acceptable evidence of insurance as per the Lease and the Tenant Design & Construction Manual, naming the Landlord and Property Manager as additional insured.
- e. The Landlord shall issue verbal or written notice to the Tenant advising that all the conditions prerequisite to the commencement of Tenant's Work have been complied with to the satisfaction of the Landlord provided such notice is without prejudice to any right or remedy available to the Landlord.

6.1.B Construction may proceed only after the Tenant Contractor has complied with the following:

- a. Provided copy of application and issued building permit cards and PDF files of the drawings;
- b. Posted all required permits on site;
- c. Made available at the Leased Premises, a set of prints of the Landlord Approved Drawings and building permit drawings for the duration of the construction period for reference by the Landlord's and City Building Department authorized representatives;
- d. Submitted Notice of Project for the Tenant's Work (for projects over \$50,000)
- e. Submitted a construction schedule;
- f. Submitted valid certificate from Worker's Safety & Insurance Board;
- g. Submitted copies of Addenda;
- h. Provided a list of subcontractors indicating contact names and telephone numbers for after hour emergency use;
- i. Submitted Form 3 signed;
- j. Submitted completed Building Access Form from the Building Operations and Security Centre, prior to the commencement of work.

6.2 Procedures During Construction

6.2.A Contractor is to submit to the Landlord's Project Manager during construction:

- a. Copies of all site-meeting minutes.
- b. Copies of all contemplated changes to the Tenant's Work at time of issuance to Tenant's Contractors.
- c. Copies of all site visit reports by the Tenant's Consultants.
- d. Copies of all site reports from authorities having jurisdiction.

Part 6 - Construction Documentation

6.2.B Inspection of Tenant Premises as required

- a. The Landlord and its Agents, Architects, Engineers and Consultants shall have unlimited access to the Tenant's premises for the purpose of inspecting the Tenant Work in progress. The Landlord or its consultants may note deficiencies in the Tenant work, which shall be corrected by the Tenant immediately.
- b. After completion of Tenant work an inspection shall be made between the Landlord's representatives and the Tenant for both Tenant and surrounding areas. Deficiencies noted by Landlord regarding tenant work will be corrected prior to the removal of the hoarding. Any damages caused by the Tenant's Contractor to adjacent areas in the execution of the Tenant work shall be repaired by the Landlord's Contractor at the Tenant's expense.

6.2.C Hoarding

- a. Tenant construction site must be hoarded and secured to prevent excessive noise and dust proliferation, hoarding will be installed by the Landlord at Tenant's expense.

Part 7 - Manual Revisions

7.1 Revisions Contained in this Document

ISSUE	DATE	DESCRIPTION	REVISED BY
1	May 8 2014	Revision to Drawings; CRU Lease Line Location	Alice Gibson
2	June 18 2014	Revision to Drawings; CRU Lease Line Location Signage Shelf Design Revisions to Drawings; Approved Sign Design	Alice Gibson Alice Gibson
3	July 4, 2014	Revisions to Building & Consultant Directory, p. 2	Tina Gualtieri
4	May 16, 2018	Updated Property Branding, Revised Food Court Floor Plan on pg. 5	Tina Gualtieri
5	July 13, 2018		



First Canadian Place

100 King St. West, Toronto, Ontario

| Food Terrace Tenant **Design** Criteria **Manual**