

SCHEDULE D

SERVICE LEVEL AGREEMENT

**Multi-Purpose Social and Cultural Non-profit Hub at 485 West 42nd
Avenue, Vancouver, B.C.
(NPO Medium Level of Support Model)**

For purposes of this document, the parties are identified as follows:

ASP Owner(s), Strata Corporation, and/or Remainder:	Other ASP
City of Vancouver (Landlord)	CoV
Tenant or Operator	NPO

Generally the Tenant or Operator will assume responsibility to pay their portion of common costs which may be both development-wide and/or building-specific common costs, including contingency reserve funds. Further, where these categories of costs relate only to the portion of costs associated with the Tenant's use - by ratio established in the *Air Space Parcel Reciprocal Agreement* – NPO proportionate share categories are outlined in the proportionate share of the services and costs. The proportionate cost share categories are based upon the *Air Space Parcel Reciprocal Agreement* as mutually agreed, fair and reasonable parameters, consistent with industry practice.

Owner of the Remainder (REM) or another Air Space Parcel (ASP) will be generally responsible for planning and implementing work on common systems or common areas; the tenant (NPO) will be responsible for paying a proportionate share of these costs assigned to the leased premises, for the duration of their lease agreement with the Landlord (COV).

For the purpose of this agreement, this Service Level Agreement (the "SLA") is intended to reflect the proposed delineation of repair, maintenance and replacement responsibilities between the parties as currently anticipated.

The City reserves the right to revise the SLA as necessary and deemed appropriate.

Table 1 – Service Level Agreement – Services and Costs

Item	Description	Party to Perform the Work	Party Responsible to Pay for Work
1.1	Heating, Ventilation and Air Conditioning exclusive to or within the Leased Premises (excluding common equipment/systems)		
a	- annual inspection	NPO	NPO
b	- routine maintenance and repair	NPO	NPO
c	- provision & replacement of filter material	NPO	NPO
d	- cleaning of ducts	NPO	NPO
e	- life cycle replacement	CoV	CoV
1.2	Common Heating, Ventilation and Air Conditioning (systems serving more than the Leased Premises)		
a	- annual inspection/permits & fees, maintenance and repair	Other ASP	NPO (proportionate share)
b	- life cycle replacement	Other ASP	CoV (proportionate share)
2.1	Plumbing Systems exclusive to or within the Leased Premises (excluding common systems/equipment)		
a	-preventive maintenance and repairs to plumbing systems and hot water heating systems (e.g., water heating equipment, hot water tank)	NPO	NPO
b	- major repairs and replacement of plumbing systems and hot water heating systems	CoV	CoV
c	- repairs to all fixtures including faucets, unplugging toilets and all other routine repairs	NPO	NPO
d	- life cycle replacement of plumbing systems and piping	CoV	CoV
e	- life cycle replacement of fixtures (e.g. faucets, toilets, urinals, water closets, drinking fountains, etc.)	NPO	NPO

Item	Description	Party to Perform the Work	Party Responsible to Pay for Work
2.2	Common Plumbing Systems (systems serving more than the Leased Premises)		
a	- annual inspection/permits & fees, maintenance and repair	Other ASP	NPO (proportionate share)
b	- life cycle replacement	Other ASP	CoV (proportionate share)
3.1	Mechanical Systems exclusive to or within the Leased Premises (excluding common systems/equipment)		
a	- preventive maintenance and repairs	NPO	NPO
b	- life cycle replacement	CoV	CoV
c	- installation, maintenance and replacement of additional equipment provided and installed by the occupant	NPO	NPO
3.2	Common Mechanical Systems (systems serving more than the Leased Premises)		
a	- annual inspection/permits & fees, maintenance and repair	Other ASP	NPO (proportionate share)
b	- life cycle replacement	Other ASP	CoV (proportionate share)
3.3	Common Elevator Systems (systems serving more than the Leased Premises)		
a	- inspections, permits, operation, maintenance and repair	Other ASP	NPO (proportionate share)
b	- lifecycle replacement	Other ASP	CoV (proportionate share)

Item	Description	Party to Perform the Work	Party Responsible to Pay for Work
4.1	Fire Protection & Suppression exclusive to the Leased Premises		
a	- monthly inspection of fire extinguishers and smoke detectors within the Leased Premises	NPO	NPO
b	- annual inspection of fire extinguishers within premises	NPO	NPO
c	repairs/recharging of fire extinguishers within premises	NPO	NPO
d	- annual inspection, maintenance and repairs of the fire alarm system	NPO	NPO
e	- life cycle replacement of the fire alarm system	CoV	CoV
f	- life cycle replacement of emergency /exit lighting	NPO	NPO
g	- annual inspection, maintenance and repair of fire sprinkler system	NPO	NPO
h	- life cycle replacement of fire sprinkler system	CoV	CoV
4.2	Common Fire Protection & Suppression (systems serving more than the Leased Premises)		
a	- annual inspection/permits & fees, maintenance and repairs of the fire alarm system including interior emergency/exit lighting	Other ASP	NPO (proportionate share)
b	- life cycle replacement of fire alarm system	Other ASP	CoV (proportionate share)
c	- annual inspection, maintenance and repair of fire sprinkler system	Other ASP	NPO (proportionate share)
d	- life cycle replacement of fire sprinkler system	Other ASP	CoV (proportionate share)
5.1	Security and Access Control Systems dedicated to or within the Leased Premises		
a	- system monitoring, inspection, permits, maintenance and repair	NPO	NPO

Item	Description	Party to Perform the Work	Party Responsible to Pay for Work
b	- life cycle replacement	NPO	NPO
c	- repair, replacement, re-keying of all locks, fobs and access devices	NPO	NPO
5.2	Common Security and Access Control Systems (systems serving more than the Leased Premises)		
a	- system monitoring, inspection, permits, maintenance and repair	Other ASP	NPO (proportionate share)
b	- life cycle replacement	Other ASP	NPO (proportionate share)
6.1	Electrical Distribution Systems exclusive to or within the Leased Premises (excluding common systems/equipment)		
a	- repairs and upgrades required by Code or initiated by the Landlord	CoV	CoV
b	- repairs and upgrades required by Code or initiated by the Tenant	NPO	NPO
c	- inspection, maintenance and repair of wiring, breakers and electrical panels	NPO	NPO
d	- life cycle replacement of wiring, breakers and panels	CoV	CoV
e	- repair or replacement of switches, receptacles, cover plates	NPO	NPO
f	- extensions, increases, or enhancements to meet occupant's needs including ongoing maintenance	NPO	NPO
6.2	Common Electrical Distribution Systems (systems serving more than the Leased Premises)		
a	- inspections, permits, maintenance and repair of electrical distribution systems	Other ASP	NPO (proportionate share)

Item	Description	Party to Perform the Work	Party Responsible to Pay for Work
b	- life cycle replacement of electrical distribution systems to the Leased Premises	Other ASP	CoV (proportionate share)
c	Maintenance and repair of auxiliary power generating systems	Other ASP	NPO (proportionate share)
d	replacement of auxiliary power generating systems	Other ASP	CoV (proportionate share)
7.1	Lighting Systems within the Leased Premises		
a	- bulb/tube replacement for interior lighting	NPO	NPO
b	- interior lighting ballast replacement	NPO	NPO
c	- life cycle replacement of lighting fixtures	NPO	NPO
d	- cleaning of interior lighting fixtures	NPO	NPO
e	- provision, maintenance, repair and replacement of lighting fixtures	NPO	NPO
f	- maintenance of exterior lighting	NPO	NPO
g	- life cycle replacement of exterior lighting	Other ASP/ CoV	CoV
7.2	Common Lighting Systems (systems serving more than the Leased Premises)		
a	- inspection, maintenance, repair, and cleaning	Other ASP	NPO (proportionate share)
b	- life cycle replacement	Other ASP	NPO (proportionate share)
8.1	Interior Windows (interior to the Leased Premises)		
a	- breakage and routine repair	NPO	NPO
b	- cleaning	NPO	NPO
c	- life-cycle replacement	NPO	NPO

Item	Description	Party to Perform the Work	Party Responsible to Pay for Work
8.2	Exterior Windows of the Leased Premises or common area windows		
a	- breakage and routine repair	Other ASP	NPO (proportionate share)
b	- cleaning (of exterior surfaces)	Other ASP	NPO (proportionate share)
c	- cleaning (of interior surfaces within the Leased Premises, excluding common area windows)	NPO	NPO
d	- life cycle replacement	Other ASP	CoV
8.3	Interior Doors (interior to the Leased Premises)		
a	- maintenance and repair	NPO	NPO
b	- life cycle replacement	NPO	NPO
8.4	Exterior Doors of the Leased Premises		
a	- maintenance and repair including hardware	Other ASP	NPO
b	- life cycle replacement	Other ASP	CoV
8.5	Common Area Exterior Doors		
a	- maintenance and repair including hardware	Other ASP	NPO (proportionate share)
b	- life cycle replacement	Other ASP	CoV
8.6	Common Area Doors for Underground & Parking Areas		
a	- maintenance and repair including hardware	Other ASP	NPO (proportionate share)

Item	Description	Party to Perform the Work	Party Responsible to Pay for Work
b	- life cycle replacement	Other ASP	CoV (proportionate share)
9.1	Interior Surfaces within the Leased Premises		
a	- interior life cycle repainting	NPO	NPO
b	- maintenance and cleaning of window applications including, but not limited to blinds and curtains	NPO	NPO
c	- repairs to interior walls and ceilings, including minor painting	NPO	NPO
d	- life cycle replacement of ceiling tiles	NPO	NPO
e	- interior repairs due to building system failures such as roof leaks, exterior walls and foundation leaks not caused by the occupant or operations	NPO	NPO
g	- maintenance and repairs of floor coverings, including carpet and tile	NPO	NPO
h	- life cycle replacement of flooring	NPO	NPO
i	- maintenance, repair, and replacement of millwork	NPO	NPO
9.2	Interior Surfaces within Common Areas		
a	- all maintenance and repairs	Other ASP	NPO (proportionate share)
b	- lifecycle replacement	Other ASP	CoV (proportionate share)
9.3	Common Area Interior Surfaces for Underground & Parking Areas		
a	- all maintenance and repairs	Other ASP	NPO (proportionate share)
b	- major repairs and lifecycle replacement	Other ASP	CoV (proportionate share)

Item	Description	Party to Perform the Work	Party Responsible to Pay for Work
10.1	Major Structural Systems		
a	- repairs or replacements of foundations, flooring sub-structure, building envelope including bearing walls and roofing, and parking lots due to damage not related to the tenancy	Other ASP	Other ASP (CoV insurance deductible, proportionate share)
b	- repairs and maintenance of roof	Other ASP	NPO (proportionate share)
b1*	- lifecycle replacement of the roof	Other ASP	CoV (proportionate share)
c	- repairs and painting of exterior surfaces including windows, trim, fascia and soffits	Other ASP	NPO (proportionate share)
d	- cleaning of eaves troughs, gutters, roof drains and roof areas	Other ASP	NPO (proportionate share)
e	- lifecycle replacement of drains, rainwater leaders and gutters on roof and elsewhere	Other ASP	CoV (proportionate share)
10.2	Major Structural Systems external to the Tenant's Space, and located in Underground & Parking Areas		
a	- all repairs and replacements	Other ASP	CoV (proportionate share)
11.1	Site Services		
a	- landscaping repairs and maintenance	Other ASP	NPO (proportionate share)
b	- grass cutting	Other ASP	NPO (proportionate share)

Item	Description	Party to Perform the Work	Party Responsible to Pay for Work
c	- general cleaning of grounds, litter disposal	Other ASP	NPO (proportionate share)
d	- snow and ice removal from steps, walkways, entrances including provision of de-icing materials	Other ASP	NPO (proportionate share)
e	- removal of snow from entrance to parking areas	Other ASP	NPO (proportionate share)
f	- removal of snow and ice from roof areas	Other ASP	NPO (proportionate share)
g	- repairs of water and sewage systems (beyond the building perimeter)	Other ASP	CoV (proportionate share)
h	- maintenance, repair and replacement of gates and fences (excluding tenant specific gates and fences)	Other ASP	NPO (proportionate share)
i	- maintenance and repair of parking, loading areas, external walkways and steps	Other ASP	NPO (proportionate share)
j	- graffiti removal	Other ASP	NPO (proportionate share)
k	- canopies	Other ASP	NPO (proportionate share)
12.1	Signage exterior to the Leased Premises		
a	- maintenance, repair and replacement (subject to prior approval of CoV and Other ASP)	NPO	NPO
12.2	Interior Signage within the Leased Premises		
a	- installation, maintenance, repair and replacement	NPO	NPO
13.1	Janitorial Services within the Leased Premises		

Item	Description	Party to Perform the Work	Party Responsible to Pay for Work
a	- routine janitorial/custodial services	NPO	NPO
b	- pest control services (interior)	NPO	NPO
c	- provision of all washroom supplies	NPO	NPO
d	- garbage and recycling removal services	NPO	NPO
13.2	Janitorial Services within the common areas		
a	- routine janitorial/custodial services	Other ASP	NPO (proportionate share)
b	- pest control services	Other ASP	NPO (proportionate share)
c	- provision of all washroom supplies	Other ASP	NPO (proportionate share)
d	- garbage and recycling removal services	Other ASP	NPO (proportionate share)
14.1	Appliances, Program and Other Non-Installed Equipment within the Leased Premises		
a	- inspection, maintenance and repair of all non-building equipment including stoves, refrigerators, microwaves, coolers, free standing cabinets, lamps, etc.	NPO	NPO
b	- replacement of all appliances, program and non-installed equipment	NPO	NPO
c	- maintenance, repair and replacement of furniture	NPO	NPO
15.1	Renovations and Upgrades to the Leased Premises (following completion of initial tenant improvements)		

Item	Description	Party to Perform the Work	Party Responsible to Pay for Work
a	- any upgrades, additions, enhancements or improvements initiated by the Tenant (subject to prior approval by CoV, and if required, the Other ASP), including Contaminants remediation as required	NPO	NPO
b	- any upgrades, additions, enhancements or improvements initiated by the Landlord (subject to prior approval by CoV, and if required, the Other ASP), including Contaminants remediation as required	CoV	CoV
16.1	Utilities provided to or directly serving the Leased Premises, including utility and energy costs provided by Other ASP for the Leased Premises		
a	- electricity	NPO	NPO (NPO Share of Costs)
b	- gas and/or energy	NPO	NPO (NPO Share of Costs)
c	- water and sewer	NPO	NPO (NPO Share of Costs)
d	- other energy or district utility charges, including all other municipal utility charges which appear on the property tax notice	NPO	NPO (NPO Share of Costs)
16.2	Common Area Utilities		
a	- electricity	Other ASP	NPO (proportionate share)
b	- gas and/or energy	Other ASP	NPO (proportionate share)
c	- water and sewer	Other ASP	NPO (proportionate share)
d	- other energy or district utility charges, including all other municipal utility charges which appear on the property tax notice	Other ASP	NPO (proportionate share)

Item	Description	Party to Perform the Work	Party Responsible to Pay for Work
e	- all other Common Area utilities	Other ASP	NPO (proportionate share)
17.1	Other Shared Building and Site Costs		
a	Shared Costs in relation to security for the Building, Parking Facility and perimeter cleaning and janitorial services, ground level landscape maintenance, Public Art maintenance and exterior grounds power washing	Other ASP	NPO (proportionate share)
b	Shared Costs incurred exclusively for the repair, operation, maintenance and replacement of the outdoor canopy, End of Trip Facilities and Bicycle Storage Areas in ASP 2 (P1), Shared Courtyard and Outdoor Areas, Shared Garbage and Recycling Area, Office/Commercial Loading Bays in ASP 2 (Level 1), excluding lifecycle replacements	Other ASP	NPO (proportionate share)
c	Lifecycle replacements of building elements in item b (above)	Other ASP	CoV (proportionate share)
d	Shared Costs incurred exclusively for the repair, operation, maintenance and replacement of the Shared Office/NPO Washroom and the Shared Office/NPO Lobby, except lifecycle replacements	Other ASP	NPO (proportionate share)
e	Lifecycle replacements of building elements in item d (above)	Other ASP	CoV (proportionate share)
18.1	Business Operations		
a	- staff costs	NPO	NPO
b	- telephone, internet & cable services	NPO	NPO
c	- insurance (building shell)	Other ASP	CoV
d	- insurance (CGL, TLL, business interruption, contents, etc.)	NPO	NPO
e	- supplies and equipment, including for bathroom and kitchen	NPO	NPO
f	- security services	NPO	NPO

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Major Repairs

Value of repairs that is greater than 50% of the replacement value of the system. The determination of works being deemed “major repairs” is at the Landlord’s sole discretion.

Life Cycle Replacement

Life cycle replacement is based on fair wear and tear of the asset at the end of the useful service life. The need of such replacement is at the Landlord’s sole discretion and is always subject to the availability of funds currently budgeted by the Landlord for such purposes at the Premises.

Damage

Notwithstanding the foregoing, it is a condition hereof that the Landlord is not responsible to complete or fund any repairs or capital replacements in the building.

Capital Works Plan

The Operator must prepare and submit a multi-year Capital Works Plan for planned and forecasted Capital works for their premise(s), including Capital Maintenance and Lifecycle Replacements, as required by the Landlord.

Annual Maintenance Plan

The Operator must prepare and submit an Annual Maintenance Plan for their premise(s), including both the Routine and Preventative Maintenance Plan, which the City reserves the right to validate. The Operator will submit a report summarizing the Routine and Preventative Maintenance that has been performed and costs, and the Capital Maintenance and Improvements performed and cost annually on December 31st.

The Landlord reserves the right to validate the Annual Maintenance Plan, which is to include at minimum, the items listed below:

Routine and Preventative Maintenance

- Regular, reoccurring, and/or scheduled inspection, trouble shooting, servicing, testing, repair, and maintenance of building systems and equipment including:
 - Structural
 - Mechanical
 - Electrical/Lighting
 - Plumbing
 - Building Envelope
 - Building Interiors
- Scheduled maintenance work that is issued a minimum of once per year (annually/semi-annual, quarterly or monthly)
- Scheduled overhauls and inspections that recur within a two year period

Regulatory Requirements

- All regulatory requirements for those systems and products that are required to comply with legislated regulations and standards for health, safety, accessibility,

energy, water and efficiency. Examples of some systems include: fire alarm systems, fire sprinkler systems, and elevators.

Capital Maintenance

- Life cycle or capital replacement or major repairs of building equipment or building systems at the end of serviceable or useful life, including:
 - Heating, Ventilation and Air Conditioning systems
 - Electrical systems
 - Mechanical systems
 - Structural elements
 - Building Envelope
 - Roofing and Membranes
 - Elevators
 - Building Controls

Proportionate Share

The estimated proportionate share of building costs for the Premises, as defined in the reciprocal easement agreement for the building, is summarized below in Table 2. The leased space is defined in the reciprocal easement agreement as “ASP 4”.

The proportionate share of costs for the leased space shall be the amounts defined in the registered easement agreements for the leased air space parcel.

Table 2 – Estimated Proportionate Cost Share Amounts for the Building

SHARED COSTS	Owner Primarily Responsible for Construction, Maintenance and Repair	Owner’s Portion of Shared Costs (%)				
		REM	ASP 1	ASP 2	ASP 3	ASP 4 (NPO)
Shared Costs with respect to the Life Safety Systems and Common Areas and Facilities, including all Shared Costs in connection Support Structures, Building Envelope, Building Shell, Common Areas and Facilities Insurance, Service Connections and Equipment, Service Rooms, Emergency Pedestrian Exit Routes, Pedestrian Access Routes, Vehicular Access Routes, BUT EXCLUDING Shared Costs described in the following rows	Remainder Owner	22.02%	52.52%	16.32%	3.82%	5.31%
Shared Costs in relation to security for the Project, Parking Facility and perimeter cleaning and janitorial services, ground level landscape maintenance, Public Art maintenance and	Remainder Owner	7.39%	17.61%	48.00%	11.25%	15.75%

exterior grounds power washing						
Shared Costs incurred exclusively for the repair, operation, maintenance and replacement of the Rooftop Terrace, Dog Wash Area, overhead gate on the P2 level of the Parking Facility, and Bicycle Maintenance Area	Remainder Owner	70.46%	29.54%	Nil.	Nil.	Nil.
Shared Costs incurred exclusively for the repair, operation, maintenance and replacement of the outdoor canopy, End of Trip Facilities and Bicycle Storage Areas in ASP 2 (P1), Shared Courtyard and Outdoor Areas, Shared Garbage and Recycling Area, Office/Commercial Loading Bays in ASP 2 (Level 1)	ASP 3 Owner	Nil.	Nil.	64.11%	15.02%	20.87%
Shared Costs incurred exclusively for the repair, operation, maintenance and replacement of the Shared Office/NPO Washroom and the Shared Office/NPO Lobby	ASP 3 Owner	Nil.	Nil.	50.00%	Nil.	50.00%