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Wayne J. Dowling

REGISTER OF DEEDS

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MIXED USE DEVELOPMENT AGREEMENT

THIS MIXED USE DEVELOPMENT AGREEMENT (hereinafter "Agreement") made pursuant to Article XXII of the Zoning Ordinances of the City of Papillion, made and entered into this 21st day of March, 2017, by and between THE CITY OF PAPIILLION, NEBRASKA, a municipal corporation, (hereinafter "City") and 370 North, LLC, a limited liability corporation (hereinafter "Developer").

WITNESSED:

WHEREAS, Developer is the legal owner of the real estate described on the attached Exhibit "A", which is incorporated herein by this reference and desires to establish and develop such property according to the provisions of Article XXII of the City Zoning Ordinances for the development of the 370 North Mixed Use Development;

WHEREAS, Developer desires to establish and develop such Property according to the provisions of Article XXII of the City Zoning Ordinances for the development of the 370 North Mixed Use Development (hereinafter the "Project");

WHEREAS, in accordance with the requirements of the City Code, Developer has presented a site plan attached hereto as Exhibit "B" and incorporated herein by this reference (hereinafter the "Development Plan");

WHEREAS, City, in the interest of maintaining the public health, safety, and welfare, desires to assure that the Project is developed substantially in accordance with the Development Plan and therefore considers this Agreement to be in the best interests of the City;

WHEREAS, Developer is willing to commit itself to the development of the Project substantially in accordance with the Development Plan and desires to have a reasonable amount of flexibility to carry out the Project and therefore considers this Agreement to be in its best interests; and

WHEREAS, the City and Developer desire to set forth in this Agreement their respective understandings and agreements with regard to the Project.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties agree as follows:

Section 1 Definitions

For the purposes of this Agreement the definitions in the Papillion Municipal Code, shall apply. In addition, "site improvement" shall mean any building, parking, landscaping, signage, fencing, or other regulated structures.

Section 2 Development Plan

- A. Except as otherwise permitted in this Agreement, the Project shall be developed in accordance with the City of Papillion Comprehensive Plan, and the City of Papillion Zoning and Subdivision regulations, the terms and conditions of this Agreement, the Development Plan, and the specific architectural and site design guidelines (the "Design Criteria"), which are attached hereto as Exhibit "C" and by this reference incorporated herein.
- B. It is intended that this Development Plan be a general schematic of the development indicating the manner in which Developer intends to meet the requirements of this Agreement. All parties recognize that from time to time for good and sufficient reasons it may be necessary for Developer to alter the size, location, use or type of the buildings or other site improvements.
- C. Developer reserves the right to modify the Development Plan by minor amendment provided that such modifications conform to the provisions of Section 205-125 of the Papillion Municipal Code. All changes relating to waiver or reduction of regulatory standards or Permitted Uses shall be considered major amendments to be reviewed by the Planning Commission and approved by the City Council. All other changes shall be considered minor. The City Administrative Official is authorized at his/her discretion to approve amendments to this Agreement; provided that:
 - 1. A written request is filed with the Planning Director, along with information specifying the exact nature of the proposed amendment;
 - 2. The amendment is consistent with the provisions of Papillion City Code Section 205-125; and
 - 3. The amendment does not alter the approved site regulations of the Development Plan or this Agreement and does not materially alter other aspects of the Development Plan, including traffic circulation, mixture of use types and physical design.
- D. In the event there is a conflict between the dimensions shown on the Development Plan and the regulatory terms of this Agreement relating to site development, parking, landscaping or signage regulations, the more restrictive standard shall apply, unless such discrepancy is specifically agreed to in this Agreement or the Exhibits attached hereto.

- E. The Parties certify that Developer submitted a preliminary grading and erosion control plan (the "Preliminary Grading Plan") as part of the Preliminary Plat application. City acknowledges that such Preliminary Grading Plan meets the requirement established in Section 205-123B(2)(i) to provide a grading plan as part of the Development Plan. The Parties agree that modifications to the Preliminary Grading Plan are anticipated as the construction plans are finalized. The Parties further agree that the grading plan will be finalized as part of any Grading Permit application process.
- F. The Parties certify that Developer submitted a preliminary sanitary sewer plan (the "Preliminary Sanitary Sewer Plan") as part of the Preliminary Plat application. City acknowledges that such Preliminary Sanitary Sewer Plan meets the requirement established in Section 205-123B(2)(j) to identify proposed sewer and utility improvements as part of the Development Plan. The Parties agree that modifications to such Preliminary Sanitary Sewer Plan are anticipated as the construction plans are finalized.

Section 3
Installation of Public and Private Improvements

- A. Developer agrees to commence the timely and orderly installation of the public improvements following execution of this Agreement pursuant to appropriate provisions of the City of Papillion Code. The installation of such public improvements may occur concurrently with private improvements on the site, but the site specific private improvements for each lot within the subdivision shall be completed prior to an occupancy certificate being issued for such lot unless otherwise provided by the terms of this Agreement, pursuant to Development Plan.
- B. Prior to the commencement of the construction of the public improvements Developer shall submit to the Public Works Department plans and specifications for such improvements, adequate liability insurance and indemnity in favor of the City, and adequate material and labor bonds. All plans shall be prepared by an approved licensed professional engineer and shall be subject to review and approval by the Public Works Director.

Section 4
Permitted Uses

- A. The Project shall be developed and used in accordance with the applicable permitted uses set forth in Exhibit "D" attached hereto and incorporated herein.

**Section 5
Site Development Regulations**

- A. Except as otherwise permitted in this Agreement, the Project shall be developed in accordance with the applicable site development regulations of the General Commercial (GC) District and the Mixed Use (MU) Overlay District except as modified by the terms of this Agreement, including the exhibits hereto; and as modified with the following Minimum Yard requirements:
 - 1. Front Yard: 25 feet;
 - 2. Front Yard and Landscape Buffer along Highway 370 right-of-way: 25 feet;
 - 3. Street Side Yard: 25 feet;
 - 4. Street Side Yard and Landscape Buffer along Interstate No. 80 right-of-way: 50 feet;
 - 5. Interior Side Yard (for lots with standalone buildings): 10 feet;
 - 6. Interior Side Yard (for lots with connected buildings): 0 feet; and
 - 7. Rear Yard: 15 feet.

- B. As long as the site development regulations are not violated, Developer may alter the location, physical shape or exterior dimensions of any structure shown on the Development Plan, within the boundaries of any platted lot subject to the following limitations:
 - 1. The changes shall be consistent with the Design Criteria established for the area.
 - 2. Any changes determined by the Planning Director to be inconsistent with the design criteria shall be considered a major amendment to this Agreement and will require review by the Planning Commission and approval by the City Council.

- C. In addition to the above site development regulations, the provisions of the Papillion Comprehensive Plan and Papillion Zoning Code relating to mixed use development areas, as amended or adopted from time to time, shall also apply.

- D. So long as the site development regulations or design criteria are not violated (except for any side yard setback or landscape buffering requirements which may be modified in the event of a lot revision, combination or division), Developer may reduce or increase the number of lots as shown on the Development Plan by revising lot lines, combining, or dividing lots.
 - 1. City may, by administrative subdivision, grant any such revisions, combinations or divisions as necessary to carry out the Development Plan, subject to approval of City Planning Director.
 - 2. An application for an administrative subdivision to make such changes shall include as an attachment a revision to the Development Plan and Design Criteria.

- E. Floor Area Ratio: The maximum floor area ratio for each of the Permitted Uses shall be one (1.0).

**Section 6
Parking**

- A. Parking for the Project shall be in accordance with the Development Plan.
- B. As long as the parking design standard regulations are not violated, Developer may alter the location, physical shape or exterior dimensions of any parking area shown on the Development Plan, within the boundaries of any platted lot.
- C. The parking lots for Lots 1 through 6 and Lots 16 and 17 shall be interconnected unless otherwise approved by the Planning Director.

**Section 7
Landscaping and Screening**

- A. Landscaping for the Project shall be according to the Architectural and Site Design Guidelines (Exhibit "C") and in accordance with the Overall Landscape Plan (Exhibit "E") and the Entry and Lot Specific Landscape Requirements (Exhibit "F"), attached hereto and made a part hereof. Minor modifications may be made consistent with the standards established in the Development Plan without prior approval of the Planning Director.
- B. Developer shall be responsible for installing any landscape buffers that are required within the outlots within one year of the recording of the 370 North Final Plat.
- C. The development in its entirety shall not exceed a building coverage of eighty percent (80%) and an impervious coverage of ninety percent (90%).

**Section 8
Sidewalks and Pedestrian Features**

- A. All sidewalks, handicap accessible ramps, and crosswalks shall be designed and constructed in accordance with PROWAG. An internal sidewalk system that connects to the perimeter sidewalks shown on Exhibit "B".

**Section 9
Signage**

- A. Signage for the project shall be in accordance with Article XXXVII of the City of Papillion Zoning Ordinance, except as modified by the Design Criteria (Exhibit "C") attached hereto and made a part hereof. Minor modifications may be made by the Developer consistent with the standards established in the Development Plan without prior approval. The signage shall meet the minimum requirements of the Papillion City Code for the General Commercial District except as modified by this Agreement, including the exhibits hereto.
- B. The Parties acknowledge that the Project has an existing billboard sign that is not consistent with the proposed signage regulations. Developer agrees to remove said billboard sign within five years of date of the issuance of a Certificate of Occupancy for the first auto dealership the effective date of this Agreement.

- C. The Project may have no more than four (4) identification signs that may identify the name of the Project, the tenants within the Project, or a combination of the Project name and the tenants (the "Project Identification Signs"). The Project Identification Signs shall be generally located as follows: one (1) within Outlot E, two (2) at the intersection of Highway 370 and 150th Street; and one (1) at the intersection of Highway 370 and 144th Street within Outlot A, as depicted in Exhibit "H".
- D. The Project may have up to one (1) City of Papillion Gateway Monument sign to be located within the limits of Outlot E (the "Gateway Monument Sign"). The Gateway Monument Sign is allocated for City and is exempt from the sign budget for the project. City is solely responsible for the design and construction of the Gateway Monument Sign.
- E. The Project may have no more than seven (7) 150 SF or fourteen (14) 75 SF interior monument signs for lots classified as Automotive Rental and Sales (the "Interior Automotive Rental and Sales Monument Sign(s)").
1. Up to four (4) 150 SF or eight (8) 75 SF Interior Automotive Rental and Sales Monument Signs may be located within the boundaries of Lots 8 through 11. Each lot may have up to one (1) 150 SF or two (2) 75 SF interior monument signs. The maximum combined sign area for interior monument signs shall be limited to a total of 600 SF; and shall be included as part of the total allocated sign budget of Lots 8 through 11.
 2. Up to three (3) 150 SF or six (6) 75 SF Interior Automotive Rental and Sales Monument Signs may be located within the boundaries of Lots 12 through 14. Each lot may have up to one (1) 150 SF or two (2) 75 SF interior monument signs. The maximum combined sign area for interior monument signs shall be limited to a total of 450 SF; and shall be included as part of the total allocated sign budget of Lots 12 through 14.
- F. The Project may have no more than four (4) shared monument signs for lots classified as Automotive Rental and Sales (the "Shared Automotive Rental and Sales Monument Sign(s)").
1. Up to two (2) Shared Automotive Rental and Sales Monument Signs may be located within the boundaries of Lots 8 through 11. The maximum combined sign area for shared monument signs shall be limited to 150 SF each for a total of 300 SF; and shall be included as part of the total allocated sign budget of Lots 8 through 11.
 2. Up to two (2) Shared Automotive Rental and Sales Monument Signs may be located within the boundaries of Lots 12, 13, or 14 or Outlot D. The maximum combined sign area for shared monument signs shall be limited to 150 SF each for a total of 300 SF; and shall be included as part of the total allocated sign budget of Lots 12 through 14.
- G. Each lot within the Project, excluding those lots that qualify for an Automotive Rental and Sales Monument Sign or an Electronic Automotive Rental and Sales Monument

Sign, shall each be permitted one monument sign (the "Individual Lot Monument Sign(s)").

- H. Spirit banners throughout the development are permitted and shall be exempt from the sign budget.
- I. Subject to Sections A through H above, all other signage will be limited to wall signs or projecting signs, all as defined in the City of Papillion Code.
- J. The sign budget for the Project shall as depicted on Exhibit "G" attached hereto. Directional and information signs not exceeding four (4) SF per sign without advertising information and located within or adjacent to parking lots and outlots are exempt from the sign budget. The permitted sign area for each lot is based on the frontage of each lot in relationship to the total net street frontage in the development. The owner of each lot may allocate its pro-rata share of this sign budget for each lot between and among the various permitted sign types and between and among separate building structures located or to be located on each lot.
- K. The allocated sign budget amounts designated for Lots 1 through 7 and Lots 15 through 17 may be transferred between Lots 1 through 7 and Lots 15 through 17 on a square foot to square foot basis when an amended Exhibit "G" is filed with the Planning Department specifying the increase or decrease in budget for each lot.
- L. The allocated sign budget amounts designated for Lots 8 through 11 may be transferred between Lots 8 through 11 on a square foot to square foot basis when an amended Exhibit "G" is filed with the Planning Department specifying the increase or decrease in budget for each lot. The allocated sign budget for an individual lot shall not be limited so long as the total square footage of signage for Lots 8 through 11 does not exceed the allocated sign budget for such lots.
- M. The allocated sign budget amounts designated for Lots 12 through 14 may be transferred between Lots 12 through 14 on a square foot to square foot basis when an amended Exhibit "G" is filed with the Planning Department specifying the increase or decrease in budget for each lot. The allocated sign budget for an individual lot shall not be limited so long as the total square footage of signage for Lots 12 through 14 does not exceed the allocated sign budget for such lots.
- N. All signs will be installed subject to a sign permit from the City of Papillion. Unless provided for in this Agreement, all other provisions and regulations governing signs in effect at the time of application for a sign permit shall apply.
- O. The potential sign locations are shown on Exhibit "H" attached hereto and incorporated herein by this reference. Modifications of the potential sign locations may be approved administratively by the Planning Director provided modifications are consistent with the standards established in the Development Plan.

**Section 10
Miscellaneous Provisions**

- A. Administration. The City Administrator of the City of Papillion or his or her designee, shall have the authority to administer this Agreement on behalf of City and to exercise discretion with respect to those matters contained herein so long as the development proceeds in general accord with the Development Plan and with regard to those matters not fully determined at the date of this Agreement. The provisions of this Agreement shall run with the land in favor of and for the benefit of City and shall be binding upon present and all successor owners of the real estate described in the attached Exhibit "A".
- B. Nondiscrimination. Developer shall not, in the performance of this contract, discriminate or permit discrimination in violation of federal or state laws or local ordinances because of race, color, sex, age, political or religious opinions, affiliations, or national origin.
- C. Governing Law. The Parties shall conform with all existing and applicable City ordinances, resolutions, state and federal laws, and all existing and applicable rules and regulations. Any dispute arising from this contractual relationship shall be governed solely and exclusively by Nebraska law.
- D. Forum Selection and Personal Jurisdiction. The Parties agree that any dispute arising from this contractual relationship shall be solely and exclusively filed in, conducted in, and decided by the courts located in Sarpy County, Nebraska. As such, the Parties also agree to exclusive personal jurisdiction in the courts located in Sarpy County, Nebraska.
- E. Amendments/Invalidity. Except as outlined in paragraph D of "Development Plan" above, all major amendments to this Agreement shall require the approval of the City Council of the City of Papillion and Developer and/or its successors. The provision shall not abrogate any legal remedies available to the City Council of the City of Papillion or the City Administrator or Planning Director of the City of Papillion. If any provision of this Agreement is held invalid, such provisions shall be deemed to be exercised therefrom and the invalidity thereof shall not affect any of the other provisions contained herein.
- F. Exhibits. The following Exhibits are made a part of this Agreement and have been attached to this Agreement prior to its execution.

- Exhibit "A" - Legal Description
Exhibit "B" - Site Plan
Exhibit "C" - Architectural and Site Design Guidelines
Appendix "A" - Architectural Examples
Appendix "B" - Building Materials List and Color Palette
Appendix "C" - Site Lighting
Appendix "D" - Site Furnishings
Exhibit "D" - Permitted Uses

- Exhibit "E" - Overall Landscape Plan
- Exhibit "F" - Entry and Lot Specific Landscape Requirements
- Exhibit "G" - Sign Budget
- Exhibit "H" - Potential Signage Location Plan

IN WITNESS WHEREOF, the undersigned have executed this Agreement on or before the day and year first above written.

CITY OF PAPILLION, NEBRASKA

By 
 David P. Black, Mayor

Attest:

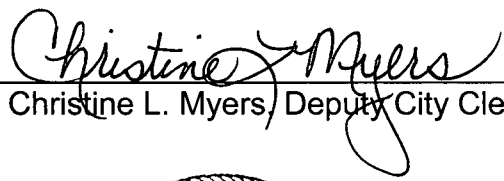
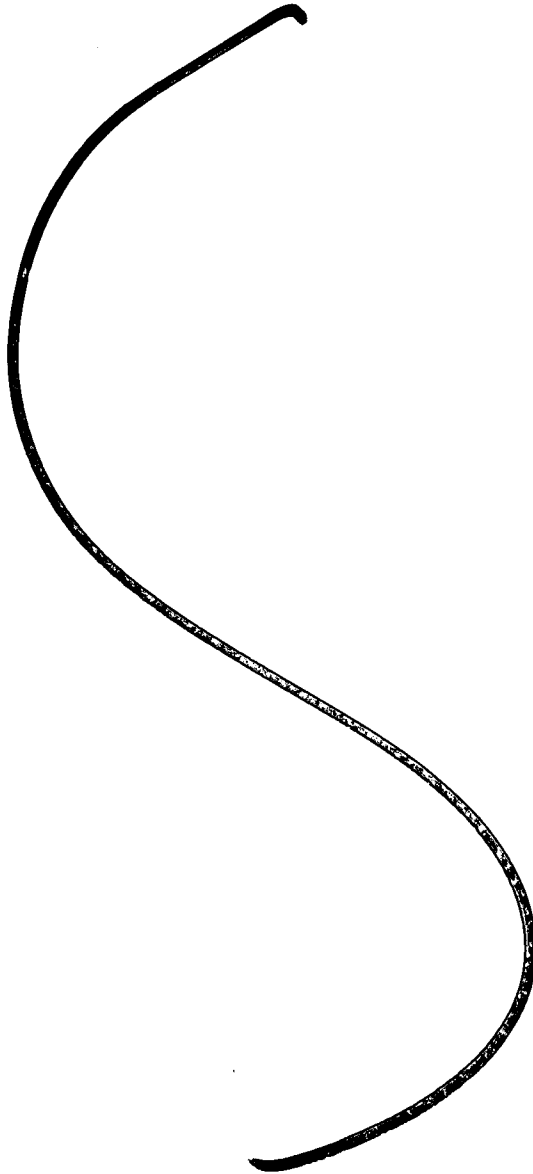
By 
 Christine L. Myers, Deputy City Clerk

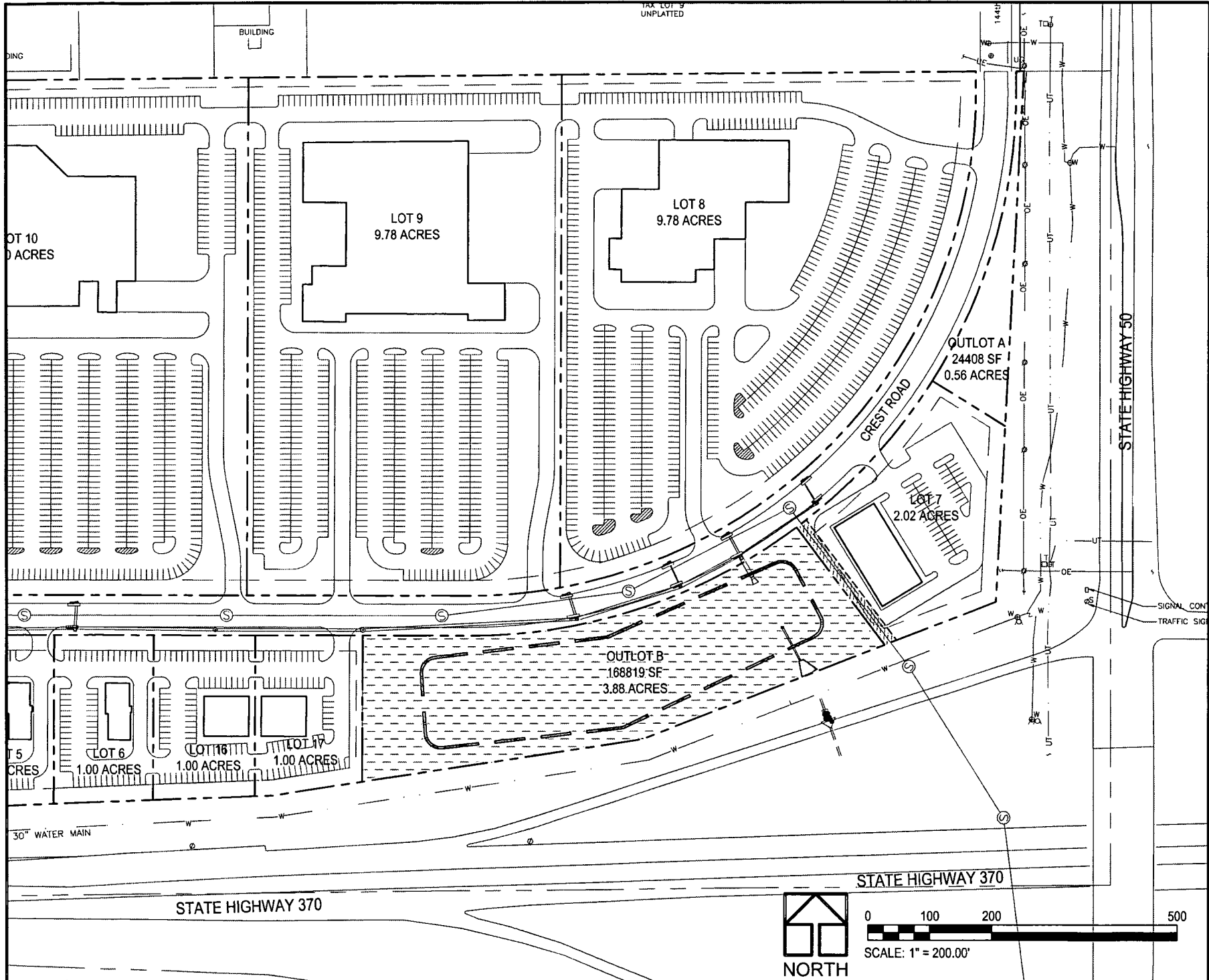


Exhibit "A"
370 North Mixed Use District
LEGAL DESCRIPTION

Lots 1 through 17 and Outlots A-E, 370 North being platting of Tax Lot 5 and part of the South ½ of the SE ¼ all in the south 1/2 of Section 26, T14N, R11E of the 6th P.M., Sarpy County, Nebraska.

Exhibit "B"
370 North Mixed Use District
SITE PLAN





TAX LOT 9 UNPLATTED

Client Name: 370 North, LLC

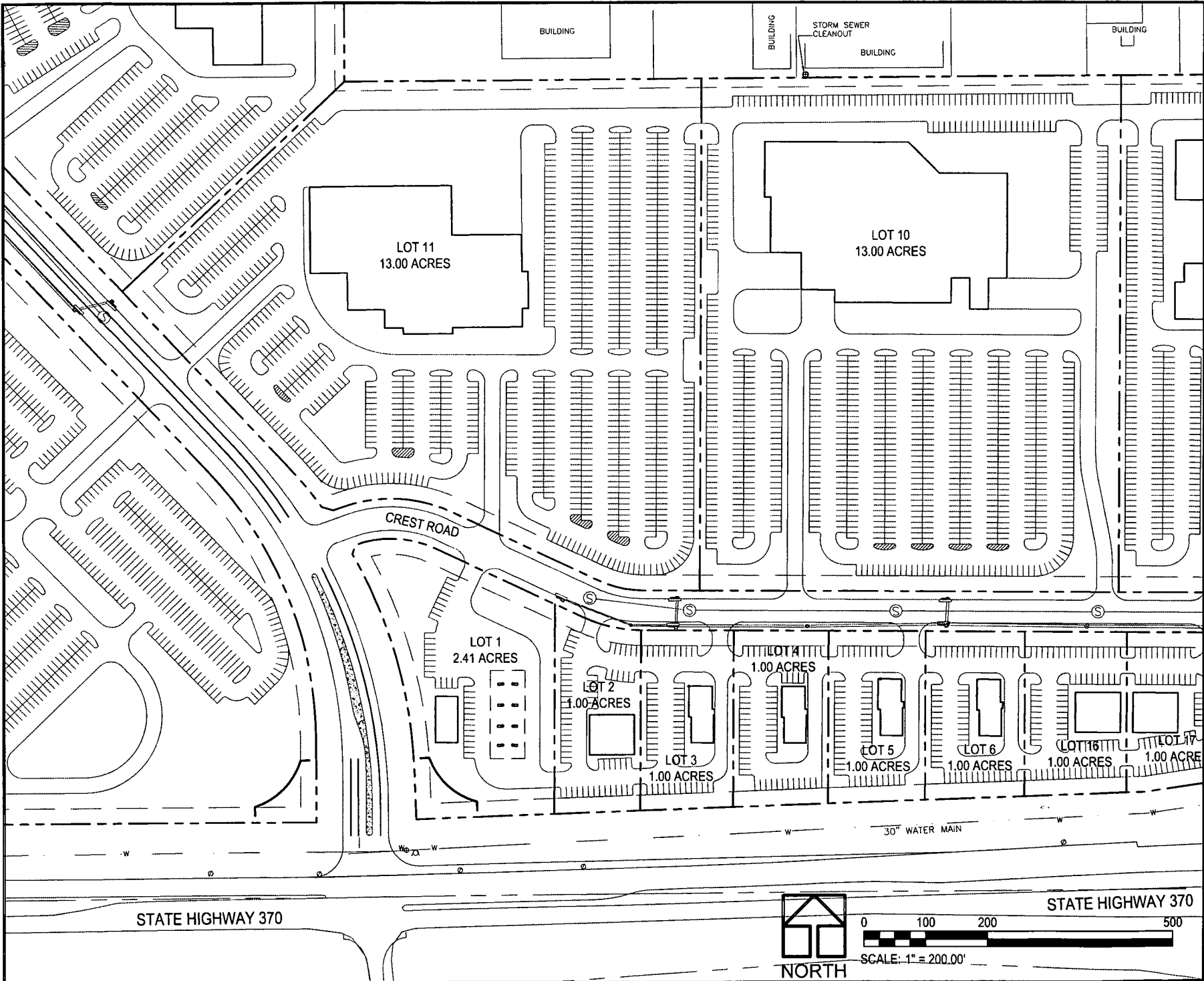
2.22.2017
DLR Project No. 10-17110-01

SITE PLAN
370 North Mixed Use District

Exhibit "B"
Page 1 of 4

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Client Name: 370 North, LLC
 2.22.2017
 DLR Project No. 10-17110-01

SITE PLAN
370 North Mixed Use District

Exhibit "B"
 Page 2 of 4

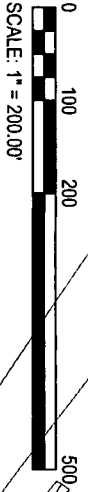
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NORTH



INTERSTA

LOT 14
7.00 ACRES

LOT 15
34.70 ACRES

OUTLOT E
319822 SF
7.34 ACRES

STATE HIGHWAY 370

30" WATER MAIN

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Exhibit "B"
Page 3 of 4

SITE PLAN
370 North Mixed Use District

Client Name: 370 North, LLC

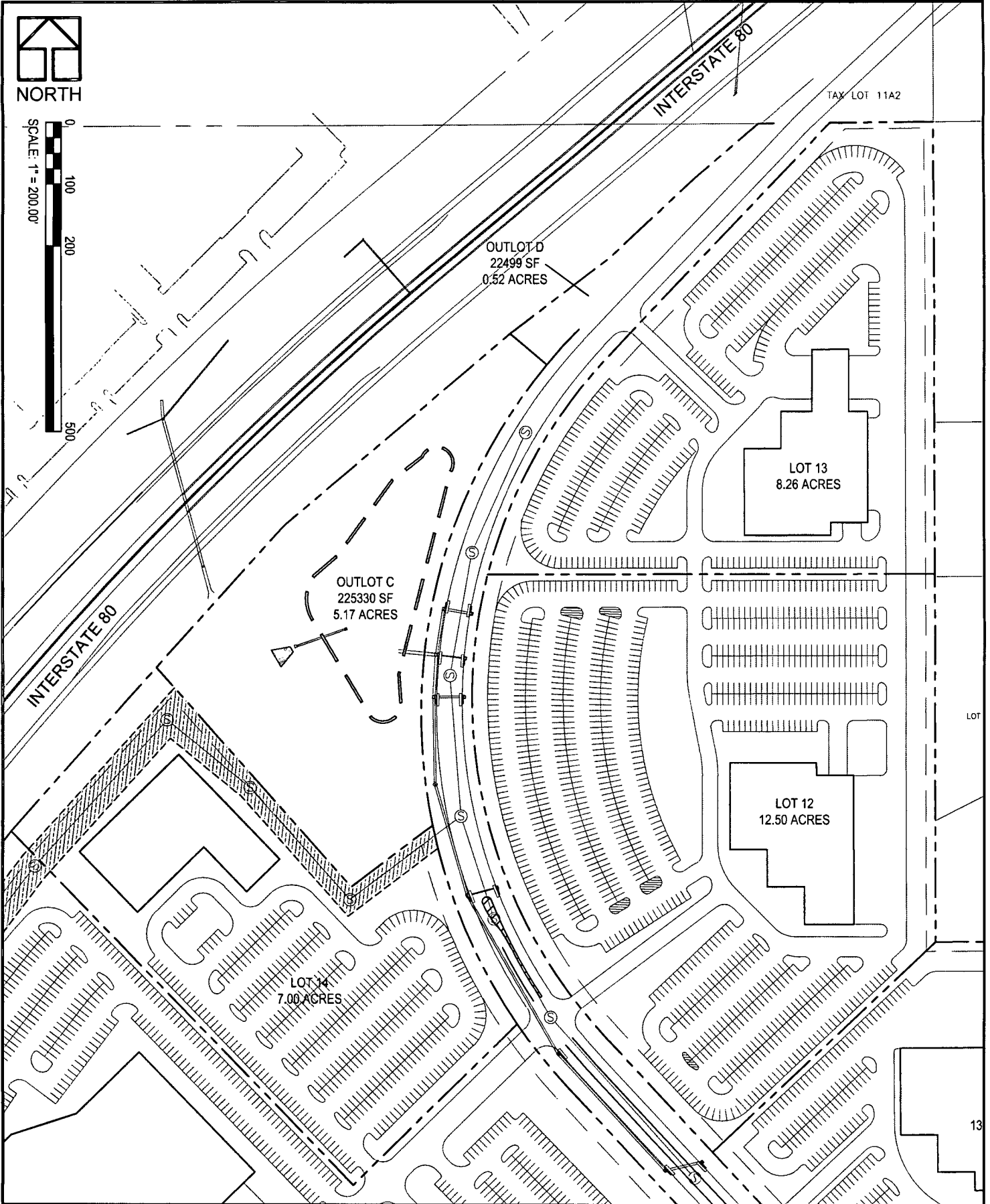
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DLR Project No. 10-17110-01

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NORTH



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Exhibit "C"
370 North Mixed Use District
ARCHITECTURAL AND SITE
DESIGN GUIDELINES

1. INTRODUCTION

The City of Papillion, Nebraska, desires to create a visually attractive and functional multi-use project on the northeast corner of Interstate 80 and Highway 370. Projects within this development will be highly visible from the Highway 370 corridor and the building projects will project an image of high quality construction and design commensurate with the importance of this heavily traveled corridor, and will serve as a gateway into the City of Papillion.

These Development Guidelines are proposed as the basis of design and construction of the 370 North Mixed Use District. These guidelines deal with the design of the site, building elevations and materials, landscaping, signage and other items that may be visible to the public.

The criteria contained herein are not intended to restrict imagination, innovations or variety, but rather to assist in focusing on design principles that can result in appropriate solutions that will develop a compatible visual appearance within the 370 North Mixed Use Development and neighboring developments, preserve taxable values and promote the public health, safety and general welfare of the citizens of the City of Papillion, Nebraska.

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2. GEOGRAPHIC AREA

The project is generally located on the northeast corner of Interstate 80 and Highway 370. The project is legally described as:

Lots 1 through 17 and Outlots A-E, 370 North being platting of Tax Lot 5 and part of the South 1/2 of the SE 1/4 all in the South 1/2 of Section 26, T14N, R11E of the 6th P.M., Sarpy County, Nebraska.

See Exhibit "A".

3. DEFINITIONS

Appearance. The outward aspect visible to the public.

Appropriate. Sympathetic, or fitting, to the context of the site and the whole community.

Architectural feature. A prominent or significant part or element of a building, structure, or site.

Attractive. Having qualities that arouse interest or pleasure in the observer.

Berm. A raised form of earth to provide screening or to improve the aesthetic character.

Compatibility. Harmony in the appearance of two or more external design features in the same vicinity.

E.I.F.S. Exterior Insulation and Finish Systems, also called synthetic stucco, and refers to any similar multi-layered exterior finish.

Landscape. Plant materials, topography, and other natural physical elements combined in relation to one another and to man-made structures.

Masonry. Shall include brick, cast stone, and decorative masonry units. Concrete wall form liners may be approved by the Planning Director if it is determined they adequately simulate approved masonry materials.

Mechanical equipment. Equipment, devices and accessories, the use of which relates to water supply, drainage, heating, ventilating, air conditioning, and similar purposes.

Plant materials. Trees, shrubs, vines, ground covers, grass perennials, annuals, and bulbs.

Proportion. Balanced relationship of parts of a building, landscape, structures, or buildings to each other and to the whole.

Scale. Proportional relationship of the size of parts to one another and to the human figure.

Screening. Structure of planting that conceals from view from public ways the area behind such structure of planting.

Shrub. A multi-stemmed woody plant other than a tree.

4. 370 NORTH MIXED USE DISTRICT VISION

The focused and holistic goal of the 370 North Mixed Use District is to create a sense of place through a mixture of uses centered on commercial shopping/retail, office, and entertainment spaces. This Project's intended vibrancy becomes a gateway into the City of Papillion by utilizing the visibility from both Interstate 80 as well as Highway 370. Connectivity between buildings and programmed space will be complimented throughout the Project with designed open space, walks, landscaping and site features. The complimentary mix of uses will create a commercial destination for local residents, area businesses, and regional travelers to work, shop, relax, and socialize.

Attached as Appendices A through D to these guidelines are conceptual images shown to clarify imagery and vision for the 370 North Mixed Use District.

- Appendix A – Architectural Examples
- Appendix B – Building Materials List and Color Palette
- Appendix C – Site Lighting
- Appendix D – Site Furnishings

5. 370 NORTH MIXED USE DISTRICT – DESIGN CHARACTER AND AESTHETIC

A. BUILDING ELEVATION AND ARCHITECTURAL EXAMPLES

- 1. Architectural examples of exterior design references are attached hereto as Appendix "A". Such examples are intended to generally depict the design aesthetic for the Project and shall not be construed to be approved building elevations. All buildings shall comply with the design standards established by this Agreement.
- 2. The building material and color palette shall be consistent with the Building Material List and Color Palette attached hereto as Appendix "B".

B. BUILDING MASSING

1. Walls

- a. All facades of each building shall be designed to be architecturally interesting through the use of massing. Material variety, color variety, vertical plan changes and horizontal plane changes may be utilized to create visual relief in the facades.
- b. The special architectural features and treatments of all buildings shall not be limited to a single façade. All sides of a building visible by public view (i.e. visible from major roadways, public or private internal streets, public or private parking lots etc.) (the "Public View") shall display a similar level of quality and architectural interest.
- c. All Public View facades or walls shall not have a blank uninterrupted length exceeding one hundred (100) feet without at least one (1) of the following design elements: A change in plane, a change in texture, color, or masonry pattern, or windows of equivalent element, such as accent materials that subdivide the wall into human scale proportions
- d. Facades facing interior distribution courts, service courts, or other areas generally NOT visible to the public, regardless of occupancy or function, may be of standard faced non-architectural concrete masonry, integrally colored, stained or painted E.I.F.S, or non-architecturally finished structural precast concrete panels (integrally color, stained or painted), except that E.I.F.S shall not be used on the bottom four feet of any facade.

2. Roofs

- a. All buildings shall have specifically low-slope roofs (i.e. flat roof in appearance). Flat roofs shall have a slope of less than 1/12. Each roof shall be parapeted to hide, when applicable, ballasting, roofing membranes, and low level mechanical systems (such as vents, exhaust, small equipment, etc.).

3. Canopies, Overhead Doors And Loading Docks

- a. Buildings shall be oriented so that drive-thru canopies, overhead doors, loading docks or open bays are the least visible from high Public View. All canopies shall be faced with durable materials complimentary to the main building.
- b. Window canopies and awnings, where appropriate, shall be constructed of materials complimentary to the building. Materials with synthetic or plastic appearance shall not be used. Indirect lighting of window canopies/awnings is allowed. Awning Design Criteria shall be as follows:
 - i).. Awnings shall be generally fabric, metal or glass.
 - ii). The minimum height from sidewalk to bottom of awning shall be 8'-0".
 - iii). Awnings shall not be supported from the sidewalk.
 - iv). Under-side lighting that creates an awning glow effect is prohibited.
- c. All freestanding canopy structures shall comply with Article XXXI, §205-190A.

C. BUILDING MATERIALS

1. Lots 1 through 7 and Lots 15 through 17

- a. All Public View facades visible shall be composed of the following percentages of building material cumulated over all Public View facades.
 - i). 60% shall be panelized metal rainscreen (Dri-Design or similar), glass system rainscreen, clay brick, cast stone panel, architectural precast concrete, or visible clear glass systems (storefront, curtainwall).
 - ii). 40% or less to be Synthetic Stucco (E.I.F.S.), Rock Face Block (natural or painted), high density fiber cement panel rainscreen (Swiss Pearl or similar), or aluminum composite metal (ACM), except that E.I.F.S shall not be used on the bottom four feet on any facade.
 - iii) Up to 10% may be a coordinating material that is not listed in the previous material list.
 - iv). Notwithstanding the foregoing, at least 40% of facades facing public right-of-way or main entrance ways shall clear glazing from 2'-0" to 10'-0" above ground floor.

2. Lots 8 through 14

- a. All Public View facades visible shall be composed of the following percentages of building material cumulated over all Public View facades.
 - i). 40% to 80% shall be panelized metal rainscreen (Dri-Design or similar), glass system rainscreen, clay brick, cast stone panel, architectural precast, or visible clear glass systems (storefront, curtainwall).
 - ii). No more than 60% shall be Synthetic Stucco (E.I.F.S.), Rock Face Block (natural or painted), high density fiber cement panel rainscreen (Swiss Pearl or similar), or aluminum composite metal (ACM), except that E.I.F.S shall not be used on the bottom four feet on any facade.
 - iii) Up to 10% may be a coordinating material that is not listed in the previous material list.
 - iv) Notwithstanding the foregoing, at least 20% of the surface area of any front commercial façade shall be transparent. Transparency may include glazed doors, windows, and display windows.

6. 370 NORTH MIXED USE DISTRICT – SITE AND LANDSCAPE DESIGN CHARACTER AND AESTHETIC

A. Landscape Buffers and Zones.

1. A twenty five (25') foot landscape buffer shall be provided along Highway 370 and Highway 50 and a fifty (50') foot landscape buffer shall be provided along Interstate 80.
2. Landscape zones will be created throughout the project with the following identified zones.
 - a. Zone A: 150th Street Entrance. Evergreen trees create the backdrop for smaller ornamental deciduous trees and a low-growing shrub that lead the eye into the area and create an identifiable entrance and memorable approach. Typical Plant Species: Colorado Blue Spruce, Eastern Redbud, Gro-Low Sumac, and Seasonal annuals.
 - b. Zone B: 150th Street Entrance Continuation. A continuation of the main entrance into street tree landscaping application is provided. A wide right-of-way allows for a double allée of a columnar deciduous tree species mirrored across the roadway with shrub massing behind where required for parking lot peripheral landscaping. Typical Plant Species: Armstrong Maple, Quick Fire Hydrangea, Dwarf Cranberry Bush Viburnum, and Dense Spreading Yew
 - c. Zone C: 150th Street and Crest Road. The major intersection within the Project shall include an iconic feature, such as site-specific artwork or a water feature. Along with complimentary landscaping, the intersection defines the identity of the site and creates a sense of place. Typical Plant Species: Gro-Low Sumac and Seasonal annuals.
 - d. Zone D: Crest Road and 150th Street /Frontier Road Street Landscaping. A typical right-of-way allows for a single columnar deciduous tree species with shrub massing behind where required for parking lot peripheral landscaping. Typical Plant Species: Armstrong Maple, Quick Fire Hydrangea, Dwarf Cranberry Bush Viburnum, and Dense Spreading Yew.
 - e. Zone E: Interior Side Yard Landscaping. Large deciduous canopy trees are anchored with small ornamental trees offering seasonal interest within the typical side yard landscaping. Typical Plant Species: Swamp White Oak, Accolade Elm, Orange Crush Crabapple, and Royal Raindrops Crabapple.
 - f. Zone F: Interstate 80 Buffer and Street Yard Landscaping. Large deciduous canopy trees and evergreen trees are planted along with parking lot peripheral landscaping within the zone abutting Interstate 80. Typical Plant Species: Swamp White Oak, Accolade Elm, Black Hills Spruce, Ponderosa Pine and Colorado Blue Spruce.

- g. Zone G: Dealership Lot Entry and Street Landscaping. At the intersection and entrance point, columnar evergreen trees are the backdrop for a low growing shrub that skirts the edges of car display platforms with added seasonal annuals for color and interest. Large deciduous canopy trees are mirrored across the roadway as the typical street landscaping application. Typical Plant Species: Dark American Arborvitae, Gro-Low Sumac, Seasonal annuals, and Swamp White Oak.
 - h. Zone H: Highway 370 and Highway 50 Buffer and Street Yard. Large deciduous canopy trees and evergreen trees are planted along with shrub mass plantings, where required, and parking lot peripheral landscaping within the zone abutting Highway 370. Typical Plant Species: Swamp White Oak, Accolade Elm, Black Hills Spruce, Ponderosa Pine and Colorado Blue Spruce Quick Fire Hydrangea, Dwarf Cranberry Bush Viburnum, and Dense Spreading Yew.
 - i. Zone J: Industrial District Buffer. A mixture of large deciduous canopy trees, evergreen trees, and smaller ornamental deciduous trees provide a landscaped screen to buffer the Project from the Limited Industrial District to the north. Plant Species: Colorado Blue Spruce, State Street Maple, and Orange Crush Crabapple.
3. Planning Director may administratively waive or adjust screening standards found in Section 205-232 of Papillion City Code where circumstances, such as distance and elevation change, warrant.
- B. Landscaping – Parking Lots. Parking lots located within Lots 1 through 7 and lots 15 through 17 shall be planted per City of Papillion requirements. Parking lots located within Lots 8 through 14 shall be landscaped peripherally per the noted buffer requirements and Entry and Lot Specific Landscape Requirements (Exhibit “F”) and shall be exempt from parking facility interior landscaping.
- 1. Interior pedestrian crosswalks shall be delineated with decorative materials, such as brick pavers, colored concrete, or stone.
- C. Landscaping – Plant Materials and Planting Requirements.
- 1. Plant materials shall meet City of Papillion’s size standards.
 - 2. The amount of landscaping required in the 50 foot landscape buffer along Interstate 80 shall consist of one (1) deciduous tree and one (1) evergreen tree for each 3,000 square feet of landscape buffer area.
 - 3. The amount of landscaping required in the 25 foot landscape buffer along Highway 370 and Highway 50 shall consist of one (1) tree and five (5) shrubs for each 1,000 square feet of landscape buffer area. One-third (1/3) of the required trees shall be evergreen trees.

- 4
4. Landscaping shall be installed consistent with the Overall Landscape Plan (Exhibit "E") and with the Entry and Lot Specific Landscape Requirements (Exhibit "F").
- D. Outdoor Intercom. No outdoor intercom or paging systems are allowed with the exception that:
1. One on one communication systems are allowed for permitted drive-through services and Muzak type sound systems; and
 2. An outdoor intercom or paging system within the limits of Lots 8 through 14 is permitted provided that the use of such lots are is classified as Automotive Rental and Sales.
- E. Outdoor Storage. Outdoor storage is not permitted. This provision does not apply for the outdoor storage of Automobiles for the lots classified as Automotive Rental and Sales.
- F. Parking. As indicated on Exhibit "B".
- G. Screening – Ground Level Mechanical Screens. All ground level mechanical units shall be screened from view from the public rights-of-way. Acceptable materials include:
1. Fences in compliance with § 205-232B(1);
 2. Evergreen landscaping that meets screening requirements of § 205-232B(2); except that such screen shall meet a height of 6' within one year of installation; or
 3. Berms in compliance with § 205-232B(4).
- H. Screening – Roof Top Mechanical Screens. All roof top mechanical units shall be from view from public rights-of-way through the use of permanent architectural screens that are integrated with the overall design of the building.
1. The screen shall be constructed from the following:
 - a. Building Materials listed for the building's project type or
 - b. Pitched roof elements comprised of standing seam or asphalt shingles.
- I. Screening – Refuse. All trash or refuse receptacles shall be screened from view from public rights-of-way through the use of trash enclosures that are integrated with the overall design of adjacent building(s).
1. The enclosure shall be constructed of building materials listed for the building's project type. Wooden and plastic fencing and chain link fencing are not acceptable materials.

2. Enclosures shall have gates constructed of a steel frame with wood or decorative metal facing.
3. Landscaping should be used to screen trash enclosures, to the extent possible.
4. If the refuse container is integrated within the dock area, then the dock screening shall be sufficient.

J. Sidewalks.

1. All public rights-of-way (excluding Interstate 80, Highway 50, and Highway 370) and private streets shall be provided with a five (5) foot wide concrete walk per City of Papillion standards. All buildings within the 370 North Mixed Use District shall have pedestrian walkways and public walks connected to parking lots and perimeter pedestrian walkways.

K. Site Furnishings. Site furnishings shall be manufactured as specified herein and as shown on Appendix "D". Each building in the development shall have site furnishings consistent with Appendix "D". The Planning Director may administratively approve alternate site furnishings provided that the quality is equal to or exceeds that of the identified design. Site furnishings shall be provided as follows:

1. Bicycle Racks – SiteScapes Echo Bike Rack; Finish: Galvanized and/or SiteScapes Barristro Bike Rack; Finish: Duracoat; Color: as required for accent. – The number of bicycle racks shall comply with the requirements of § 205-245.
2. Trash/Waste Bins – SiteScapes Westport Trash and/or Recycling Receptacles; Finish: Duracoat; Color: Sterling. – At least (1) trash/waste bin shall be located outside of each building entrance.
3. Benches – SiteScapes Canopy Bench; Finish: Duracoat; Color: Sterling.

L. Site Lighting.

1. All parking lot lighting shall be as manufactured by Lithonia Lighting, D-Series Area Size 1 (DSX1) and D-Series Area Size 2 (DSX2) Outdoor Area Light (4000K CCT) with ROAM Light fixtures and pole as shown on Appendix "C". The Planning Director may administratively approve other manufacturers of equal or greater quality.
2. Decorative pedestrian scale plaza lighting and lighted bollards shall be located throughout the development.
 - a. Pedestrian scale lighting shall be as manufactured by Selux, Avanza 450 (4000K CCT) single fixture with 12 foot high pole as shown on Appendix "C".

- b. Lighted bollards shall be as manufactured by Bega, LED Bollards (4000K CCT)
 - c. The Planning Director may administratively approve other manufacturers of equal or greater quality.
3. Public street lighting shall be Standard OPPD Street light fixtures and poles.
 4. Any lighting used to illuminate an off-street parking area, sign or other structure shall be arranged as to deflect light away from any adjoining property and from public right-of-way through fixture type and optics. Exposed lenses are not permitted. All lighting must have recessed lenses.
 5. Exterior lighting of buildings shall be limited to low level incandescent spotlights, floodlights and similar illuminating devices hooded in such a manner that the direct beam of any light source shall not glare upon adjacent property or public rights-of-way. (All site lighting shall be screened from adjacent properties to avoid spillage and glare.)
 6. The maximum height for all lighting shall be 25'.

7. 370 NORTH MIXED USE DISTRICT – SIGNAGE REQUIREMENTS

A. Signage requirements specific to the 370 North Mixed Use District are as follows:

1. Sign material shall be consistent with the overall design of the buildings.
2. Monument signs, instead of pole signs, shall be used for all lots in development, except for vehicular and pedestrian directional/way finding signage.
3. A sign budget and potential sign location plan is attached as Exhibit "G" in the Mixed Use Development Agreement.

B. General Signage Design Criteria:

1. Project signage is paramount in developing the overall design quality and character of the 370 North Mixed Use District. The following are guidelines that will be followed to ensure a pedestrian friendly and inviting atmosphere.

C. Mounting of Signs:

1. Signs attached to buildings shall be integral with the storefronts. No exterior sign or sign panel will be permitted to extend above any roof line.
2. All sign bolts, fastenings and clips shall be hot-dipped galvanized iron, stainless steel, aluminum, brass or bronze. They should be concealed, if possible. Threaded rods or anchor bolts shall be used to mount sign letters, which are spaced out from the building face. Angle clips attached to letter sides will not be permitted. All mounting attachments shall be sleeved, painted and concealed.
3. All metal letters shall be fabricated using full-welded construction, with all welds not visible.
4. Raceways maybe permitted if they are recessed and painted to match the building exterior.

D. Lighting of Signs:

1. Sign illumination shall be internal and self-contained or directly illuminated from ground fixtures.
2. All electric signs and installation methods must meet UL standards and contain a UL label. UL label shall not be visible from public view.

E. Facade Signage:

1. Facade signs are intended for immediate recognition of the premises by the public. It is recommended that the signage be designed for day and night-time visibility.

2. Signs shall consist of individually mounted, internally illuminated or halo lit letters and/or logo signs. A colored opaque face is required. Exception may be approved by the Planning Director for alternative sign designs that are consistent with the objectives of this Agreement.

3. Attached signs shall not exceed 150 SF and 25% of street facade.

F. Façade-Mounted Blade Signage:

1. One blade sign is permitted at the façade of the premises. Corner locations are permitted to install a sign on each facade.

2. Façade-mounted blade signs are intended to be fixed to the façade of the building and shall have a minimum height above the sidewalk to the bottom of the sign of 8'-0".

3. Though they are referred to as blade signs, their projection may occur as spheres, boxes, cylinders or any other combination of 3-dimensional objects and shapes. Blade signs shall be double-sided.

G. Temporary / Promotional Signage:

1. No temporary or promotional signage can be taped in the windows.

2. Temporary menu boards for outdoor courtyards or a sidewalk café are allowable. Temporary menu boards must not obstruct pedestrian movement on public sidewalks. Such signs must be removed during non-business hours.

H. Project Identification Signs:

1. Each Project Identification Sign shall not exceed 400 SF in area and twenty-five (25) feet in height.

2. Electronic message boards may be approved by the Planning Director so long as such electronic message boards are compliant with the requirements found in the Papillion Zoning Ordinance, currently found in Article XXXVII, §205-257.

3. Project Identification Signs shall be generally located as shown on Exhibit "G".

I. City of Papillion Gateway Identification Sign:

1. City of Papillion Gateway Monument Sign is limited to one (1) monument sign to be located within the limits of Outlot E.

2. City of Papillion Gateway Monument Sign shall not exceed 400 SF in area and twenty-five (25) feet in height.

J. Interior Automotive Rental and Sales Monument Signs:

1. Electronic message boards are not allowed on the Interior Automotive Rental and Sales Monument Signs.
2. Each lot that is permitted to have Interior Automotive Rental and Sales Monument Signs shall be allocated one hundred fifty (150) SF for such signs. Such allocation may be used for a single monument sign that is permitted to be up to 150 SF in size or two monument signs that are each permitted to be up to seventy five (75) SF.
3. Each Interior Automotive Rental and Sales Monument Signs shall not exceed ten (10) feet in height.
4. The base of each Interior Automotive Rental and Sales Monument Sign shall match the brick, decorative stone, or masonry of the principal building.
5. Each Interior Automotive Rental and Sales Monument Signs shall use internally illuminated canned letters or halo lit individual letters and/or logo signs. Exceptions may be approved by the Planning Director for alternative sign designs that are consistent with the objective of this Agreement.
6. Each Interior Automotive Rental and Sales Monument Sign shall be set back at least five (5) feet from any property line, except that no monument sign shall be located within a vision-clearance area as defined in Article XXXVII, §205-255G.
7. Each Interior Automotive Rental and Sales Monument Sign shall be set on a prescribed base that is landscaped by the lot owner.

K. Shared Automotive Rental and Sales Monument Signs:

1. Up to one hundred percent (100%) of the sign area of the Shared Automotive Rental and Sales Monument Signs may be electronic.
2. Each Shared Automotive Rental and Sales Monument Sign shall not exceed one hundred fifty (150) SF and fifteen (15) feet in height.
3. Each Shared Automotive Rental and Sales Monument Sign shall use internally illuminated canned letters or halo lit individual letters and/or logo signs. Exceptions may be approved by the Planning Director for alternative sign designs that are consistent with the objective of this Agreement.
4. The base of each Shared Automotive Rental and Sales Monument Sign shall match the brick, decorative stone, or masonry of the principal building.

5. Each Shared Automotive Rental and Sales Monument Sign shall be set back at least five (5) feet from any property line, except that no monument sign shall be located within a vision-clearance area as defined in Article XXXVII, §205-255G.
6. Each monument sign shall be set on a prescribed base that is landscaped by the lot owner.

L. Individual Lot Monument Signs:

1. An individual lot monument sign is allowed for each lot excluding those lots that qualify for Interior or Shared Automotive Rental and Sales Monument Signs.
2. Each Individual Lot Monument Sign shall use internally illuminated canned letters or halo lit individual letters. Exceptions may be approved by the Planning Director for alternative sign designs that are consistent with the objective of this Agreement.
3. The base of each Individual Lot Monument Sign shall match the brick, decorative stone, or masonry of the principal building.
4. Each Individual Lot Monument Sign shall not exceed one hundred and fifty (150) SF and ten (10) feet in height.
5. Each Individual Lot Monument Sign shall be set back at least five (5) feet from any property line, except that no monument sign shall be located within a vision-clearance area as defined in Article XXXVII, §205-255G.
6. Each Individual Lot Monument Sign shall be set on a prescribed base that is landscaped by the lot owner.
7. Electronic message boards may be approved by the Planning Director so long as they are compliant with the requirements found in the Papillion Zoning Ordinance, currently found in Article XXXVII, §205-257E.

Appendix "A"

Architectural Examples



Clean lines, modern expression of form, focused expression of interior space to the outside. Primary durable materials along with extensive storefront glazing make for a desirable retail, entertainment experience.



Strong retail entry, contrasting materials.



Clean lines and shifted material plains creating hierarchy, focused entry, and visual interest over the length of the façade.



Retail frontage that engages with pedestrian, inviting entry, outdoor dining, covered entry, open transparent glass frontage.



Strong corner expression, bold primary material use, expressive and open retail frontage.



Push pull in the façade creating visual interest and individuality for retail tenants.



Clean modern aesthetic with bold use of primary materials (metal and glass) creating openness, focused entry, strong formal presence on the landscape. Secondary material compliments public façade treatment.

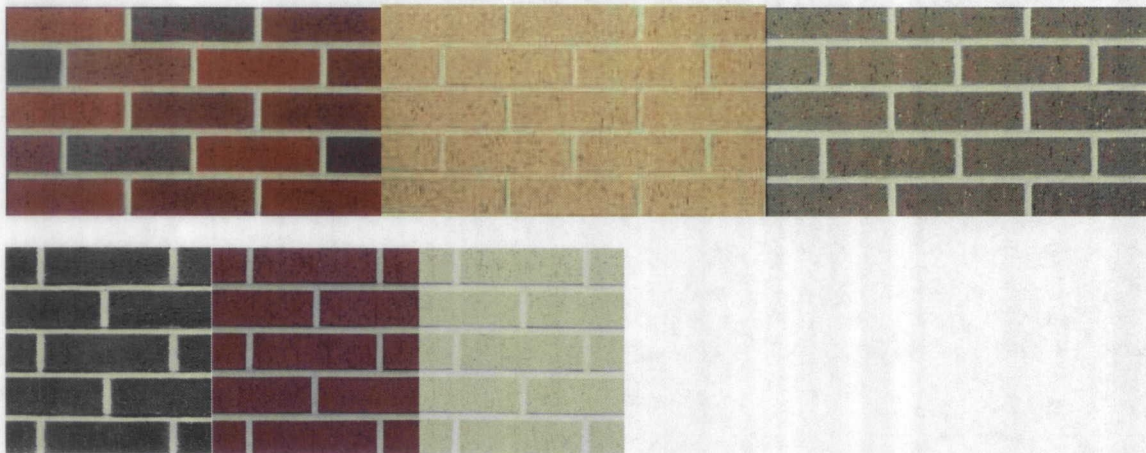


Clean modern aesthetic with bold use of primary materials (metal and glass) creating openness, focused entry, strong formal presence on the landscape. Secondary material compliments public façade treatment simple contrast and texture.

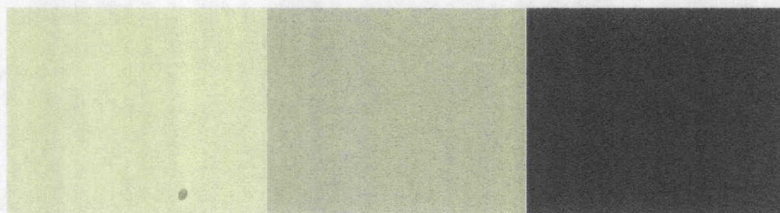
Appendix "B"

Building Materials List and Color Palette

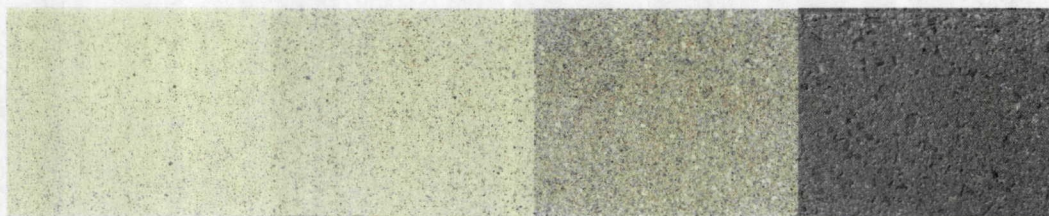
Brick (natural clay brick colors)



EFIS (select natural tones)



Precast Concrete & Cast Stone Products (natural tones)



Stone (natural tones of varies size, scale and pattern)



Appendix "B" (cont.)

Building Materials List and Color Palette

High Density Fiber Reinforced Cement Panel (neutral or strong accent colors)

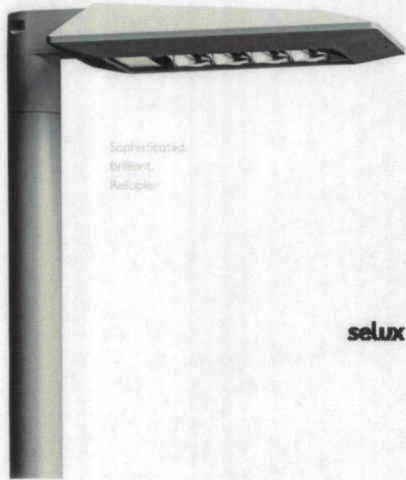


Appendix "C"

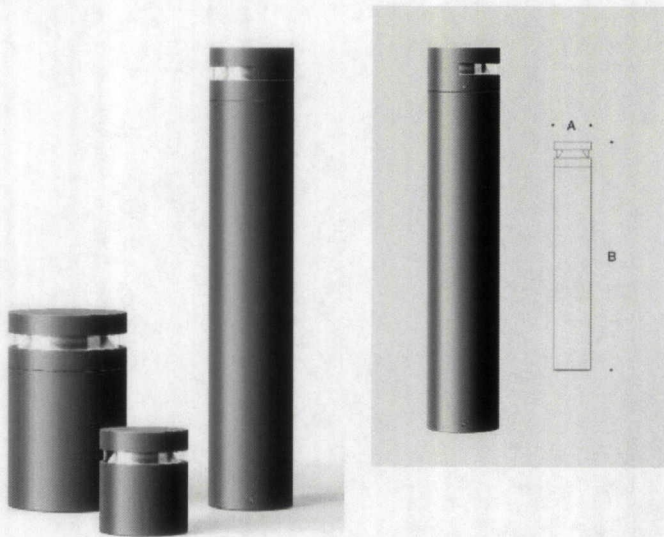
Site Lighting

(See Mixed Use Development Agreement for Manufacturer Details)

Pedestrian-Scale Plaza and Pathway Light Fixtures A V A N Z A



Plaza Bollard Fixtures



Appendix "C" (cont.)

Site Lighting

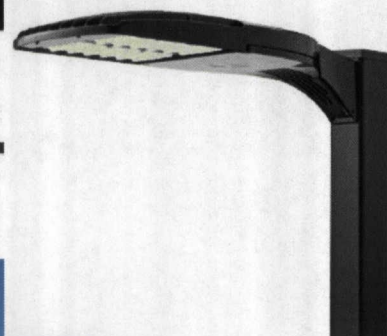
(See Mixed Use Development Agreement for Manufacturer Details)

Parking Lot and Driveway Light Fixtures



Extraordinary Performance. Incredible Power.

Using advanced LEDs producing up to 43,000 lumens, the D-Series Area, Size 2 embodies the definition of power and performance. With a wide array of distributions plus options for left and right orientation, the Size 2 allows specifiers to develop custom lighting solutions for even the most demanding sites.



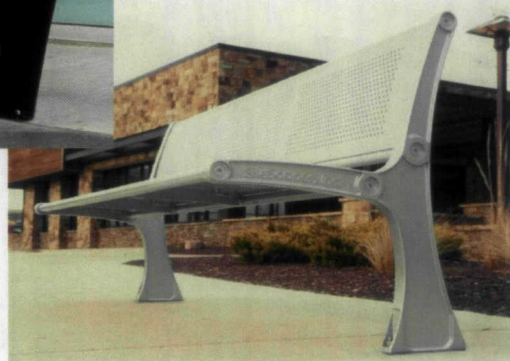
Appendix "D"

Site Furnishings

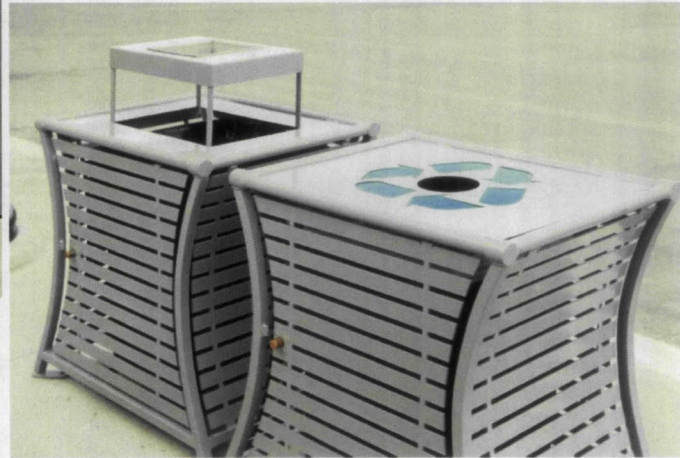
(See Mixed Use Development Agreement for Manufacturer Details)



Benches



Trash/ Recycling Receptacles



Bike Racks

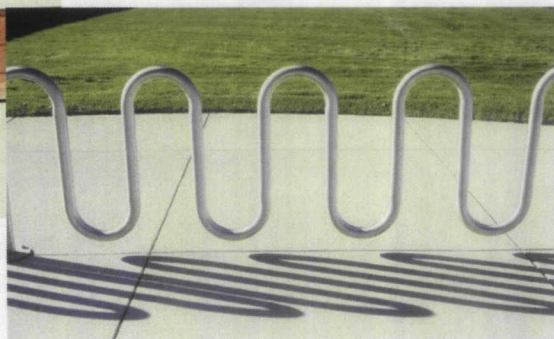


Exhibit "D"
370 North Mixed Use District
PERMITTED USES LIST

Commercial Use Types

- Automotive Rental and Sales¹
- Auto Services
- Body Repair¹
- Business Support Services
- Business or Trade Schools
- Cocktail Lounge
- Commercial Recreation (Controlled Impact)
- Commercial Recreation (High Impact)
- Communications Services
- Consumer Services
- Food Sales (Convenience)²
- Food Sales (Limited)
- Food Sales (General)
- Garden Center
- Lodging
- Personal Services
- Restaurants (Drive-in/Drive-through or Fast-food)²
- Restaurants (General)
- Retail Services (Limited)
- Retail Services (Large)
- Retail Services(Mass)

Office Use Types

- Corporate Offices
- General Offices
- Financial Services²
- Medical Offices

Civic Use Types

- Clubs (Recreational)
- Clubs (Social)
- College and University Facilities
- Day Care Services (children), Child Care Center
- Day Care Services (children), Preschool
- Health Care
- Hospital
- Postal Facilities
- Public Assembly

- Religious Assembly
- Safety Services

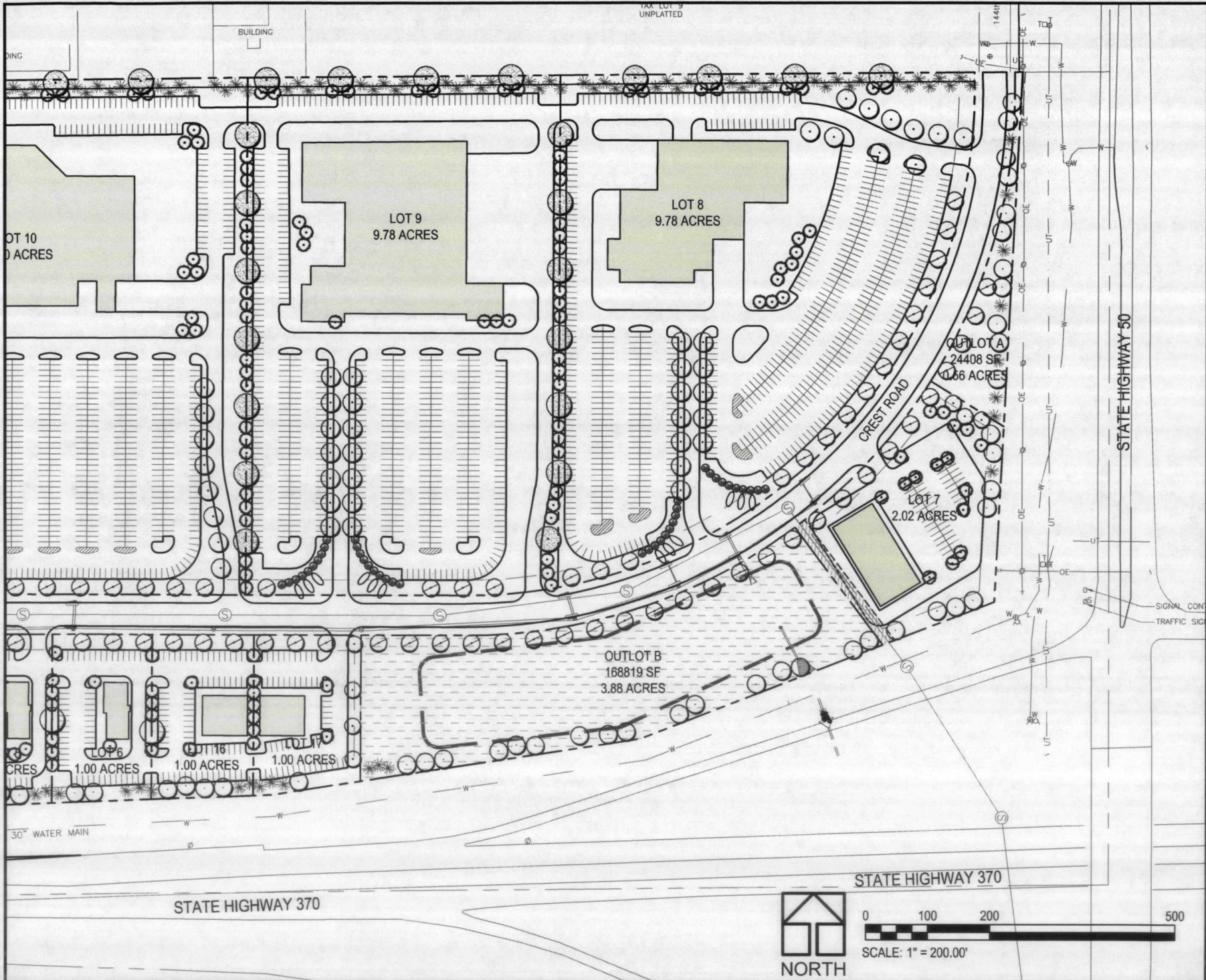
Industrial Use Types

- Custom Manufacturing
- General Industry
- Light Industry

Note 1: Uses are restricted to Lots 8 through 14.

Note 2: Uses are designated as high traffic generators; except that Financial Services shall only be considered a high traffic generator if there is a drive-through window. Only six high traffic generators shall be permitted.

Exhibit "E"
370 North Mixed Use District
OVERALL LANDSCAPE PLAN

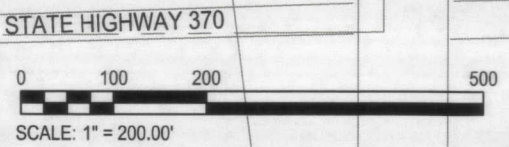


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 2.22.2017
 DLR Project No. 10-17110-01

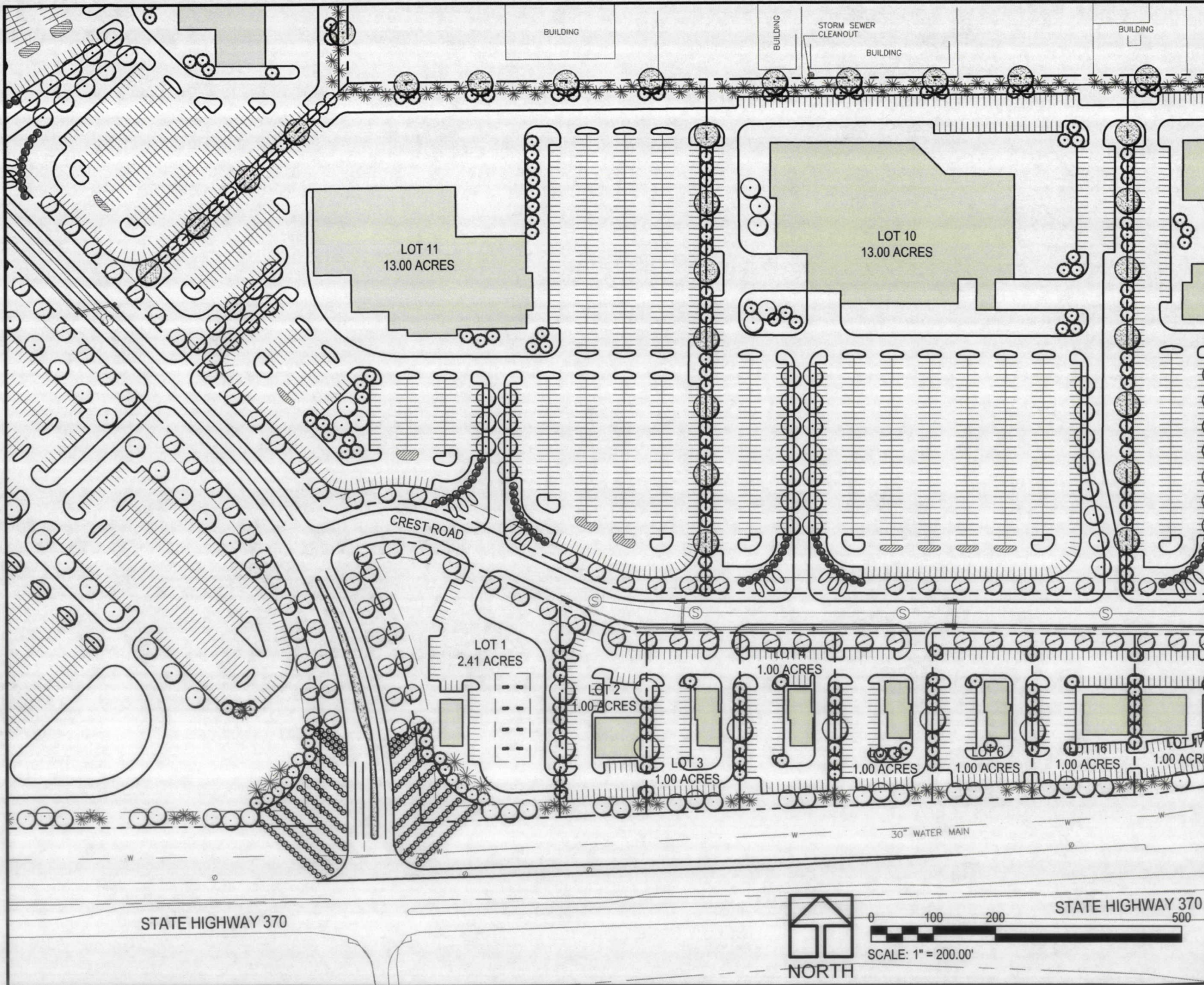
OVERALL LANDSCAPE PLAN
370 North Mixed Use District

Exhibit "E"
 Page 1 of 4

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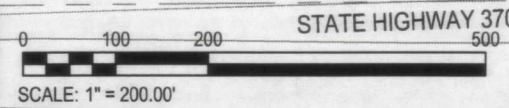
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2.22.2017
DLR Project No. 10-17110-01

OVERALL LANDSCAPE PLAN
370 North Mixed Use District

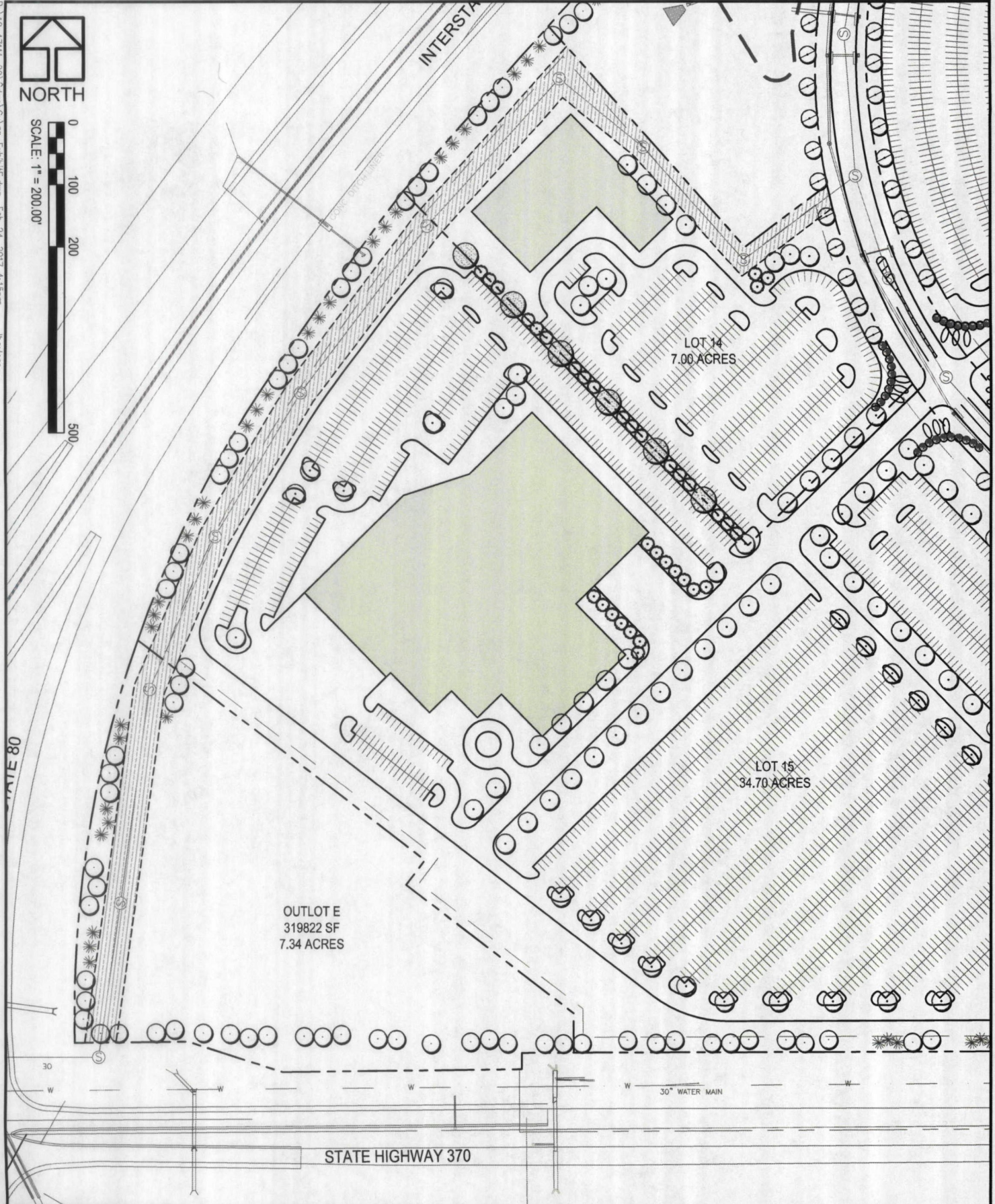
Exhibit "E"
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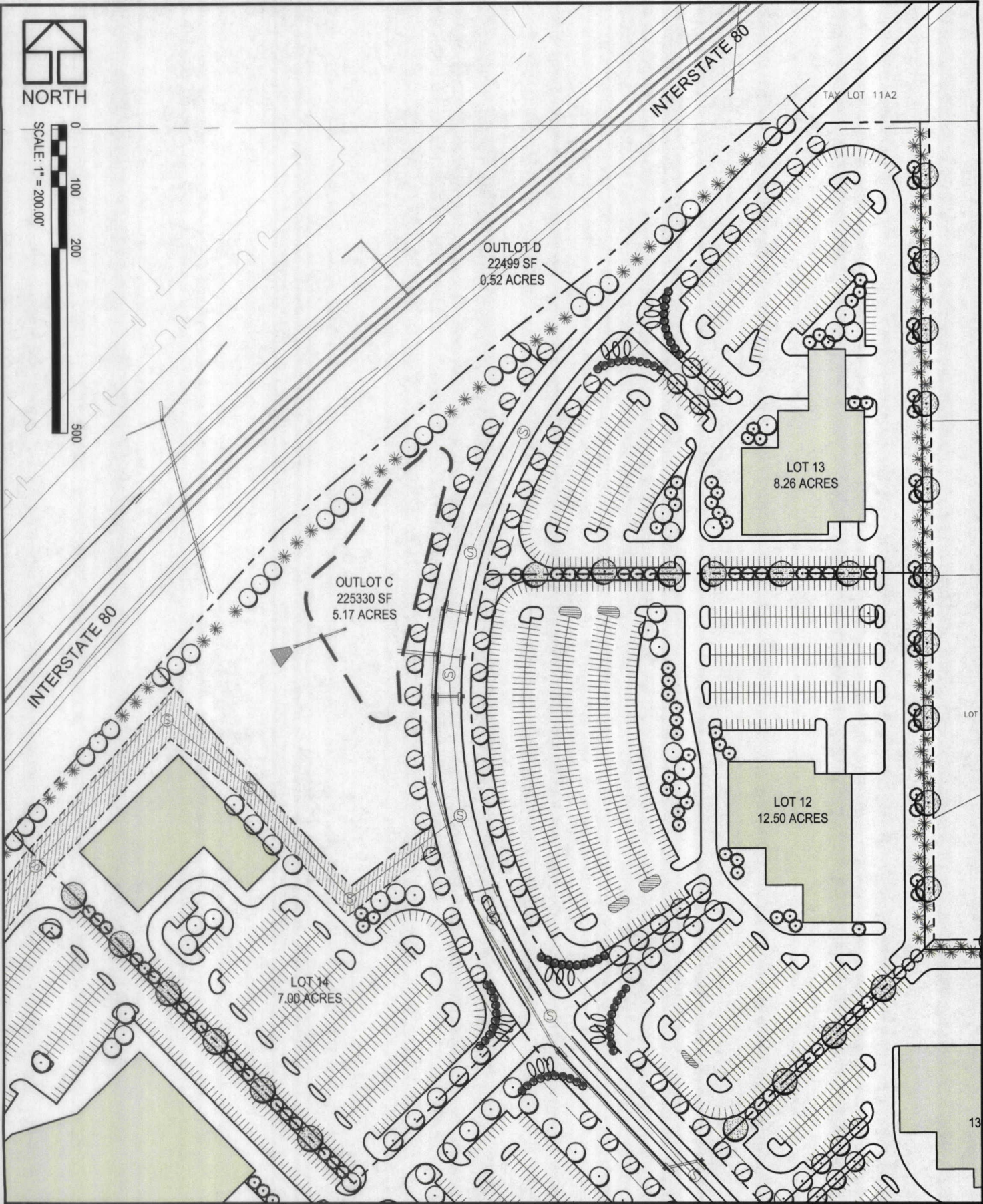
Exhibit "E"
Page 3 of 4

OVERALL LANDSCAPE PLAN
370 North Mixed Use District

Client Name: 370 North, LLC
 2.22.2017
 DLR Project No. 10-17110-01

JH

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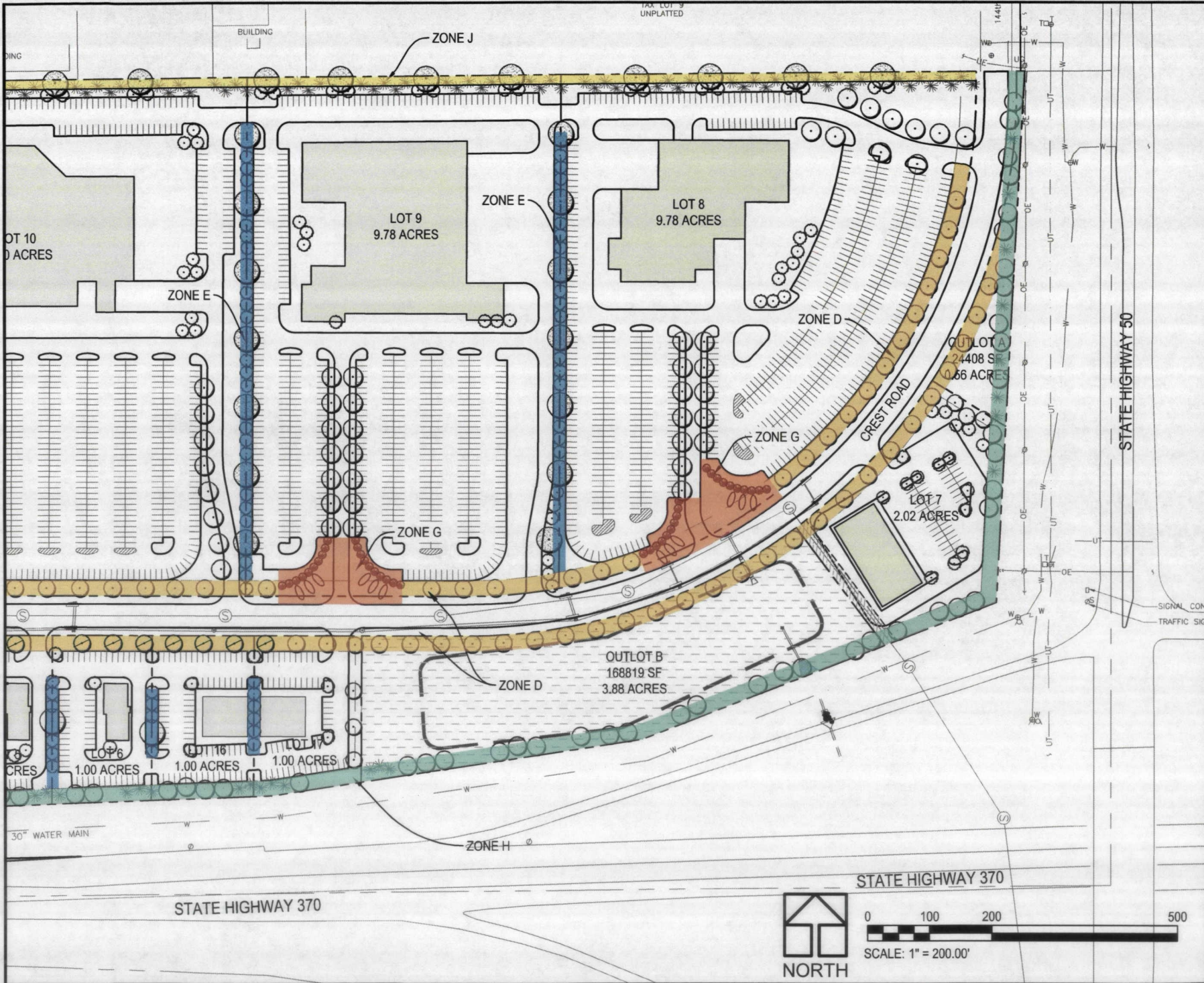
Exhibit "E"
Page 4 of 4

OVERALL LANDSCAPE PLAN
370 North Mixed Use District

Client Name: 370 North, LLC
 2.22.2017
 DLR Project No. 10-17110-01

SH

Exhibit "F"
370 North Mixed Use District
ENTRY AND LOT SPECIFIC LANDSCAPE REQUIREMENTS



Client Name: 370 North, LLC

2.22.2017

DLR Project No. 10-17110-01

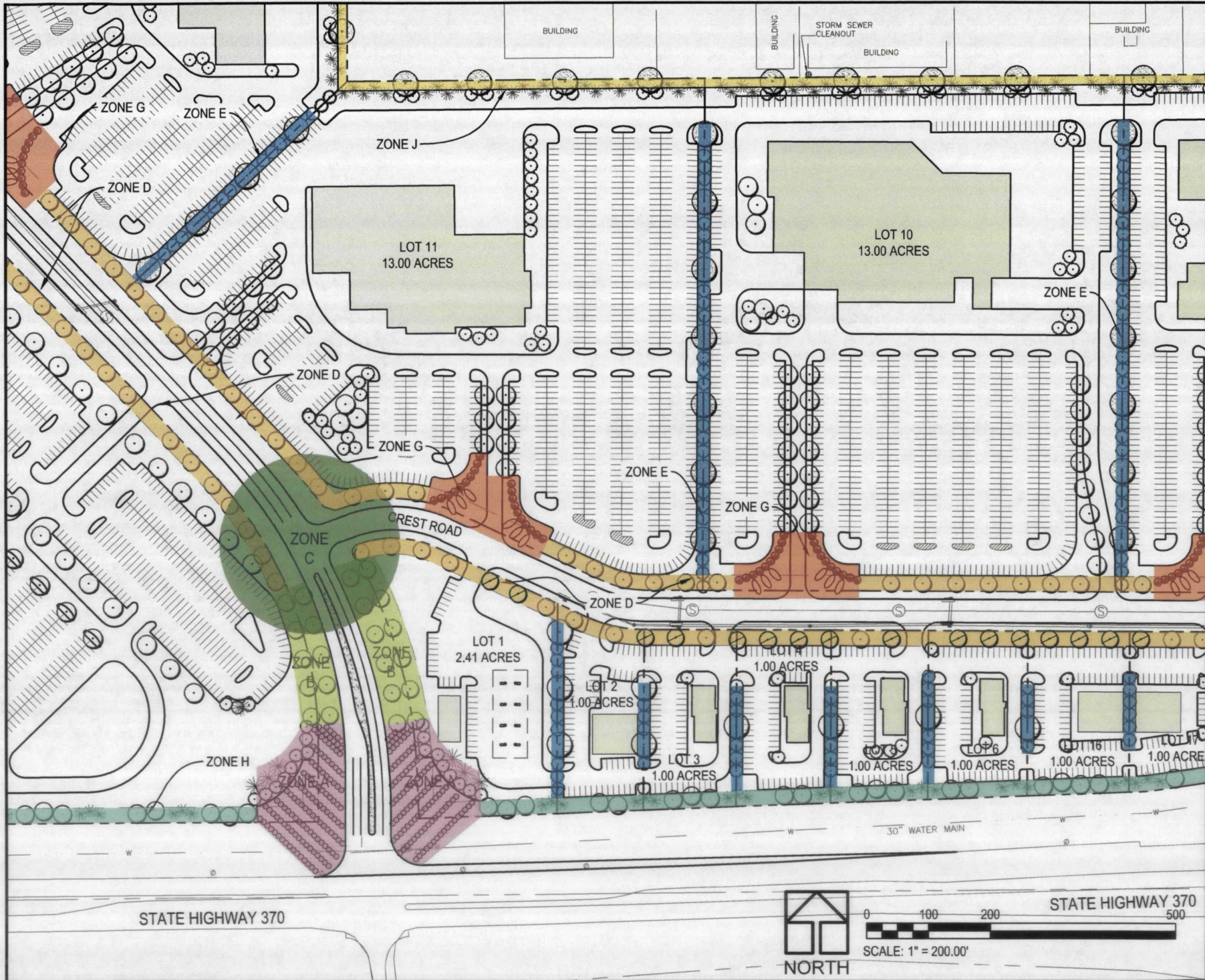
ENTRY & LOT SPECIFIC LANDSCAPE REQUIREMENTS

370 North Mixed Use District

Exhibit "F"
Page 1 of 4

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AL



Client Name: 370 North, LLC

2.22.2017
DLR Project No. 10-17110-01

ENTRY & LOT SPECIFIC LANDSCAPE REQUIREMENTS

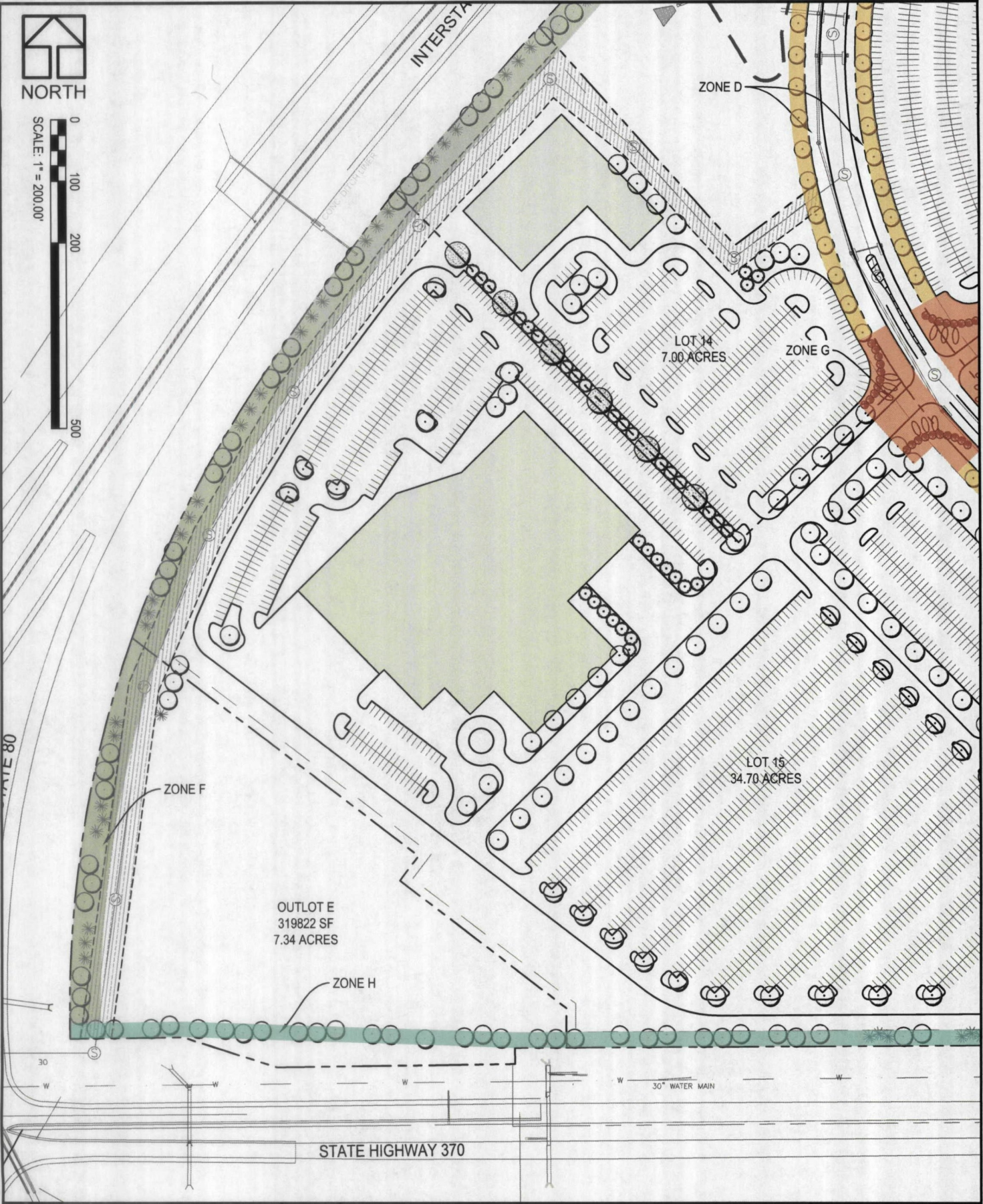
370 North Mixed Use District

Exhibit "F"
Page 2 of 4

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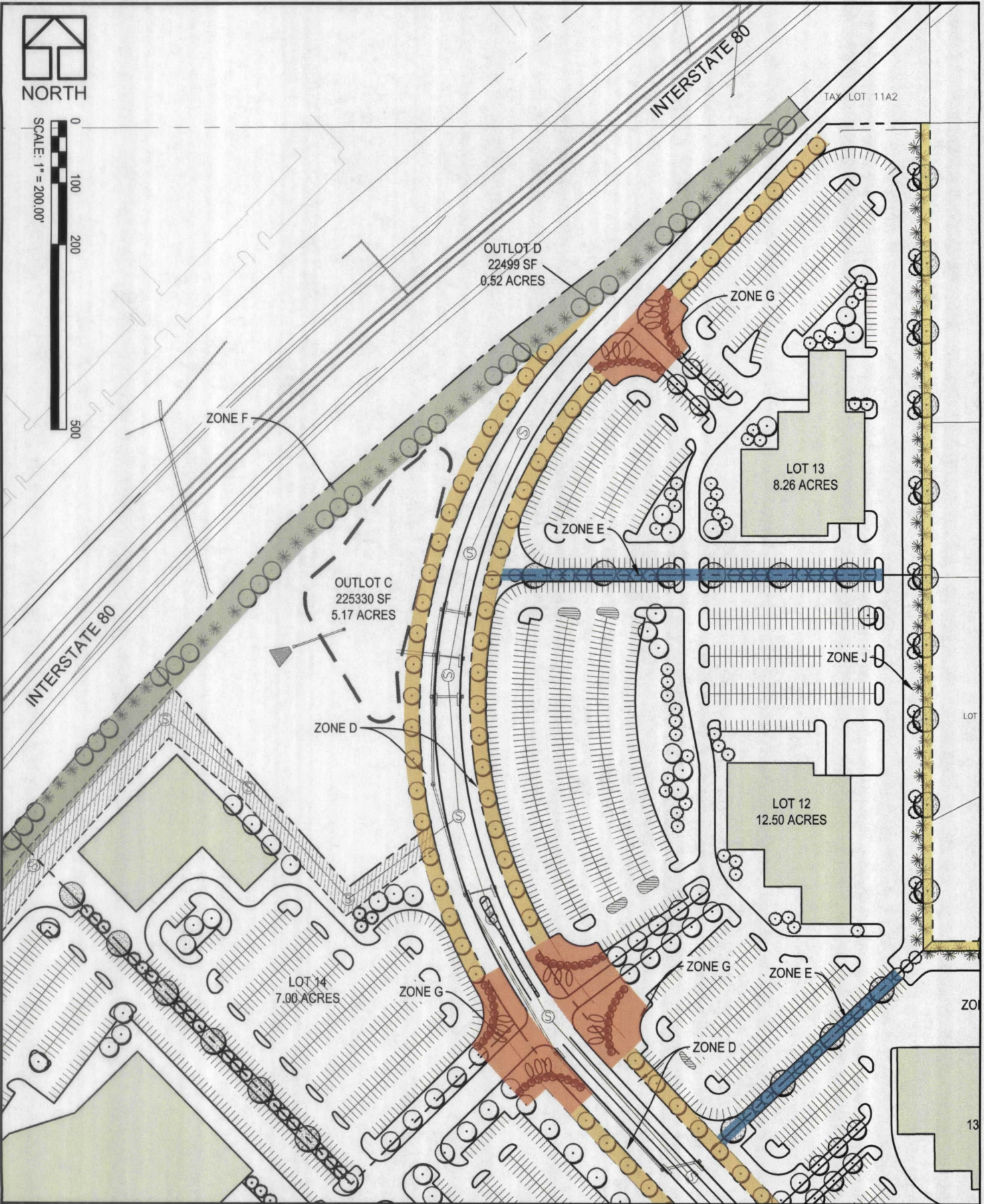


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NORTH



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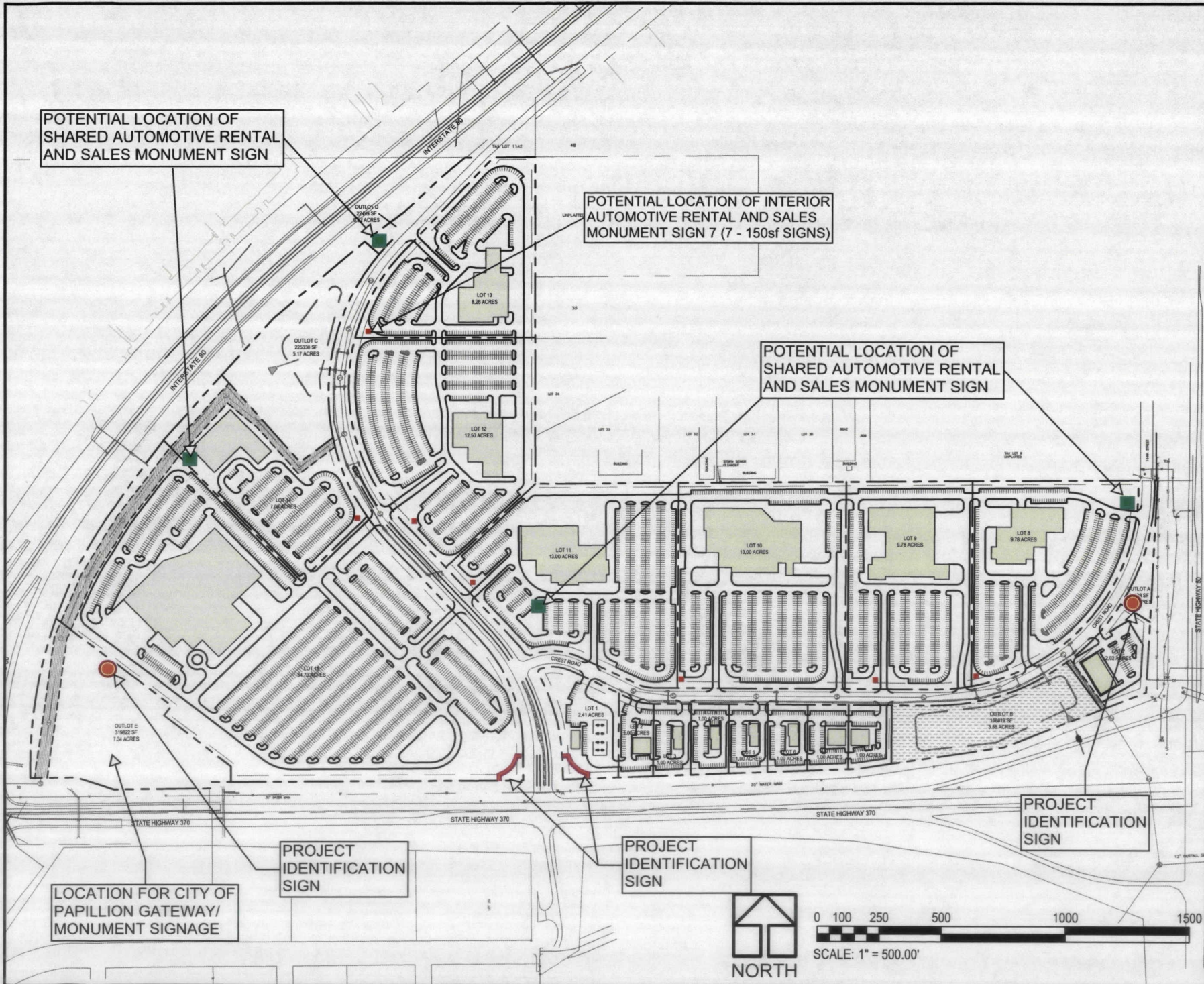
Exhibit "F"
Page 4 of 4

ENTRY & LOT SPECIFIC LANDSCAPE REQUIREMENTS
370 North Mixed Use District

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 DLR Project No. 10-17110-01

X4

Exhibit "H"
370 North Mixed Use District
POTENTIAL SIGNAGE LOCATION PLAN



Client Name: 370 North, LLC
 2.22.2017
 DLR Project No. 10-17110-01

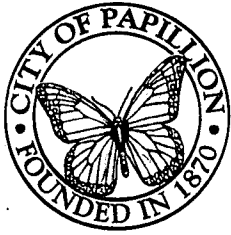
POTENTIAL SIGNAGE LOCATION PLAN
 370 North Mixed Use District

Exhibit "H"

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Ba

2017-11199
Bb



CITY OF PAPIILLION
David P. Black, Mayor
Mark A. Stursma, Planning Department
122 East Third Street
Papillion, Nebraska 68046
Phone 402-597-2060
Fax 402-592-2074

May 16, 2017

Lloyd J. Dowding
Sarpy County Register of Deeds
1210 Golden Gate Drive, Suite 1230
Papillion, NE 68046-2897

RE: 370 North –Mixed Use Agreement

To Whom It May Concern:

Please index the attached agreement against the following:

Lots 1 through 17, inclusive and Outlots A, B, C, D, and E, 370 North

If you have any questions or concerns, please contact the Papillion Planning Department at (402) 597-2077. Thank you.

Sincerely,
CITY OF PAPIILLION

A handwritten signature in cursive script that reads "Andrea Blevins".

Andrea Blevins
Planning/Legal Assistant.