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Deb Houghtaling

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AMD

(Space above line for recording information)

**THIRD AMENDMENT
TO
370 NORTH
MIXED USE DEVELOPMENT AGREEMENT**

This Third Amendment to the 370 North Mixed Use Development Agreement (hereinafter the "Third Amendment"), which is made this 20th day of September, 2022 ("Effective Date") pursuant to Article XXII of the Zoning Ordinances of the City of Papillion, by and between the CITY OF PAPILLION, NEBRASKA, a municipal corporation, (hereinafter "City") and 370 NORTH, LLC a Nebraska limited liability corporation (hereinafter "Developer") (collectively the "Parties"), amends and modifies the original mixed use development agreement approved by the Papillion City Council via Resolution No. 17-0043 on March 21, 2017 (hereinafter referred to as the "Original Mixed Use Development Agreement") as modified by the First Amendment approved by the Papillion City Council via Resolution No. 20-0041 on March 17, 2020 and filed and recorded with the Sarpy County Register of Deeds as Instrument No. 2020-08004 and the Second Amendment approved by the Papillion City Council via Resolution No. 21-0217 on November 16, 2021 and filed and recorded with the Sarpy County Register of Deeds as Instrument No. 2021-44013 (hereinafter collectively referred to as the "Agreement").

WITNESSED:

City and Developer entered into the Original Mixed Use Development Agreement with respect to Lots 1 through 17, inclusive and Outlots A through E, inclusive, 370 North.

City and Developer entered into the First Amendment to rescind and replace Exhibits B, C, E, F, G and H and add Exhibits I, J, and K to reflect the approval of 370 North Replat One, 370 North Replat Two, and 370 North Replat Three.

City and Developer entered in the Second Amendment to rescind and replace Exhibit C-1 and add Exhibits L and M to allow for vehicle display with the permitted shared signage on Lot 14, 370 North and for future vehicular display areas to be permitted on certain lots within the Project.

Developers wishes to rescind and replace Exhibit C-2 to allow for electronic signs on certain lots within the Project.

NOW THEREFORE, the following is agreed between the Parties hereto:

1. Incorporation of Recitals. The recitals set forth above are, by this reference, incorporated into and deemed part of the Agreement as modified and amended by this Third Amendment (collectively, the "Agreement").
2. Capitalized Terms. All capitalized terms not otherwise defined herein shall have the respective meanings ascribed to them as set forth in the Agreement.
3. Area of Application. This Third Amendment applies to:

- a. Lots 1 through 7, inclusive, Lots 10 and 11, Lots 16 and 17, and Outlots A and B, 370 North.
- b. Lots 1 and 2, 370 North Replat One.
- c. Lots 2 through 7, 370 North Replat Two.
- d. Outlots A and B, 370 North Replat Three.
- e. Lot 1 and Outlot A, 370 North Replat Four.
- f. Lots 1 and 2, 370 North Replat Five.

4. Exhibit Modification. The Agreement exhibits are hereby modified, added, and incorporated into the Agreement:

- a. Exhibit C-2, and all references thereto, is hereby rescinded in its entirety and replaced with Exhibit C-3.
- b. Exhibit D, and all references thereto, is hereby rescinded in its entirety and replaced with Exhibit D-1.


5. No Other Amendment. Except as specifically modified and amended by this Third Amendment, the Agreement shall remain in full force and effect.

6. Binding Effect. This Third Amendment shall be binding upon the Parties, their respective successors, and assigns in the same manner and to the same extent as the Agreement.

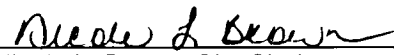
IN WITNESS WHEREOF, the executing parties, by their respective duly authorized agents, have entered into this Third Amendment to the 370 North Mixed Use Development Agreement effective on the date of City Council approval.

(Signatures on following pages.)

CITY OF PAPILLION, NEBRASKA, a municipal corporation,

By: 
David P. Black, Mayor

ATTEST:


Nicole L. Brown, City Clerk

[Seal]



DEVELOPER:

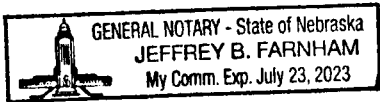
370 North, LLC, a Nebraska limited liability company

By *Duane Dowd*
Duane Dowd, President

STATE OF NEBRASKA)
COUNTY OF SARPY) ss.

Before me, a notary public, in and for said county and state, personally came Duane Dowd, President of 370 North, LLC, a Nebraska limited liability company, known to me to be the identical person who executed the above instrument and acknowledged the execution thereof be such person's voluntary act and deed on behalf of such company.

Witness my hand and Notarial Seal this 11th day of OCTOBER, 2022.



Jeffrey B. Farnham
Notary Public

Exhibit “C-3”
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.

2. GEOGRAPHIC AREA

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

Legal Description: Lots 1 through 7, inclusive, Lots 10 and 11, inclusive, Lots 16 and 17, and Outlots A and B, 370 North; Lots 1 and 2, 370 North Replat One; Lot 1 and Lots 3 through 7, 370 Replat Two, Outlots A and B, 370 North Replat Three, Lot 1 and Outlot A, 370 North Replat Four; Lots 1 and 2, 370 Replat Five; Lot 1, 370 North Replat Six

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, Cumberland Drive, 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. 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 for Interior Automotive Rental and Sales Monument Signs 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.
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. For Lots 10 and 11, 370 North and Lots 1 and 2, 370 North Replat Two, each Shared Automotive Rental and Sales Monument Sign shall not exceed one hundred fifty (150) SF and fifteen (15) feet in height. For Lots 12 through 14, 370 North and Outlot B, 370 North Replat Three, each Shared Automotive Rental and Sales Monument Sign shall not exceed three hundred (300) SF and thirty (30) 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.

M. Automotive Rental and Sales Monument Sign – Display Vehicles:

1. For Outlot B, 370 North Replat Three, no more than fourteen (14) vehicles may be displayed in conjunction with the permitted Shared Automotive Rental and Sales Monument Sign (each a “Display Vehicle”, collectively the “Display Vehicles”). Each Display Vehicle shall be parked on a hard surface and incorporated into the landscape base for the Shared Automotive Rental and Sales Monument Sign as shown within Exhibit “I” and Exhibit “J”. Further, the Display Vehicles shall be restricted to the area shown in Exhibit “I”; provided that no Display Vehicle shall encroach into any sight triangle or required bufferyard. Finally, the design of each Shared Automotive Rental and Sales

Monument Sign for Lots 12 – 14 and Outlot B, 370 North Replat Three shall be consistent with Exhibit "K".

2. Display Vehicles may be displayed in conjunction with the permitted Shared Automotive Rental and Sales Monument Sign as depicted on Lot 14, 370 North. Each Display Vehicle shall be parked on a hard surface and incorporated into the landscape base for the Shared Automotive Rental and Sales Monument Sign as shown within Exhibit "L" and Exhibit "M".
3. There shall be no restrictions regarding the location of Display Vehicles for lots which do not abut I-80 as long as the associated principal use is classified as Automotive Rental and Sales; provided that no Display Vehicle shall encroach into any sight triangle or required bufferyard.

**Exhibit “D-1”
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 10 and 11, 370 North; Lots 1 and 2, 370 North Replat One; Lots 1 and 2, 370 North Replat Five; and Lot 1, 370 North Replat Six .

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.