

2015-31614

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Floyd J. Dowling

REGISTER OF DEEDS



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**MIXED USE DEVELOPMENT AGREEMENT
GRANITE FALLS COMMERCIAL**

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 17th day of November, 2015, by and between THE CITY OF PAPIILLION, NEBRASKA, a municipal corporation, (hereinafter "City") and BHI Development Inc., a Nebraska 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 Granite Falls Commercial;

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 Granite Falls Commercial 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.

*R+K
City of Papillion*

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 design criteria, including elevations (the "Design Criteria"), which is 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 the 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 the 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.

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.

B

Section 4 Permitted Uses

Lots 1 - 17 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 MU Mixed Use Overlay District except as modified by the terms of this Agreement, including the exhibits hereto.
- 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 set-back 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 Plan by revising lot lines, combining, or dividing lots.
 - 1. The 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.

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.

Section 7 Landscaping and Screening

- A. Landscaping for the Project shall be in accordance with the Landscape Plan (Exhibit "B"), 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. The development in its entirety shall not exceed an impervious coverage of 90 (90%) percent.

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**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 shall be provided 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 Community Commercial zoning district except as modified by this Agreement, including the exhibits hereto.
- B. The Project may have no more than two (2) center and multiple-tenant identification signs (hereinafter the "Project Monument Signs"); one (1) along 114th Street and one (1) along Wittmus Drive, identified in Exhibit "B", which shall be included in the total sign budget. Spirit banners throughout the development are permitted.
- C. Subject to Sections A and B above, all other signage will be limited to wall signs or projecting signs, or monument signs, all as defined in the City of Papillion Code.
- D. The sign budget for the Project is 8,400 SF, plus an additional 600 SF for center identification signs, as depicted on Exhibit "E" attached hereto. Directional and information signs not exceeding four (4) square feet per sign without advertising information and located within or adjacent to parking lots, parking structures 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 the separate building structures located or to be located on each lot.
- E. Allocated sign budget amounts may be transferred between lots on a square foot to square foot basis when an amended Exhibit "E" is filed with the Planning Department specifying the increase or decrease in budget for each lot.
- F. 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.
- G. The design for the Project Center Identification Signs is shown on Exhibit "F" attached hereto, and incorporated herein by this reference.

**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 the 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 the 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. Applicable Law. All parties to this Agreement shall comply with all existing and applicable City ordinances, resolutions, state and federal laws, and all existing and applicable rules and regulations. Nebraska law will govern the terms and the performance under this contract.
- C. Amendments/Invalidity. Except as outlined in paragraph C of "Development Plan" above, all major amendments to this Agreement shall require the approval of the City Council of the City of Papillion and the 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.
- D. 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, Landscape Plan
- Exhibit "C" - Architectural and Site Design Guidelines
- Appendix "A" - Architectural Examples
- Appendix "B" - Color Palette
- Appendix "C" - Plaza Corridor Site Lighting and Furnishings
- Appendix "D" - Plaza Corridor Perspective
- Exhibit "D" - Permitted Uses List
- Exhibit "E" - Sign Budget
- Exhibit "F" - Typical Project Monument Sign Detail

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  _____
 Elizabeth Butler, City Clerk

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DEVELOPER:

BHI Development, Inc, a Nebraska Corporation

By: *Gerald I. Torczon*
Gerald I. Torczon
President

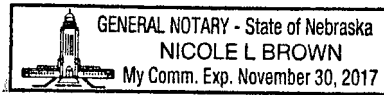
STATE OF NEBRASKA)

) ss.

COUNTY OF SARPY)

Before me, a notary public, in and for said county and state, personally came Gerald L. Torczon, President of BHI Development, Inc. known to me to be the identical person who executed the above instrument and acknowledged the execution thereof be of his voluntary act and deed on behalf of said corporation.

Witness my hand and Notarial seal this 16th day of November, 2015.



Nicole L Brown
Notary Public

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EXHIBIT "A"
LEGAL DESCRIPTION

LEGAL DESCRIPTION:

A TRACT OF LAND LOCATED IN PART OF TAX LOT 1B, A TAX LOT LOCATED IN PART OF THE SW1/4 OF THE SE1/4 ALSO PART OF THE SE1/4 OF THE SE1/4 OF SECTION 29, AND TOGETHER WITH PART OF THE SW1/4 OF THE SW1/4 OF SECTION 28, ALL LOCATED IN TOWNSHIP 14 NORTH, RANGE 12 EAST OF THE 6TH P.M., SARPY COUNTY, NEBRASKA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SE1/4 OF SECTION 29, SAID POINT ALSO BEING THE NORTHWEST CORNER OF THE SW1/4 OF SECTION 28; THENCE S02°25'52"E (ASSUMED BEARING) ALONG THE EAST LINE SAID OF SECTION 29, SAID LINE ALSO BEING THE WEST LINE OF SAID SECTION 28, SAID LINE ALSO BEING THE WEST RIGHT-OF-WAY LINE OF 108TH STREET, A DISTANCE OF 1791.73 FEET TO THE POINT OF INTERSECTION OF SAID WEST RIGHT-OF-WAY LINE OF 108TH STREET AND THE SOUTH RIGHT-OF-WAY LINE OF SAID 108TH STREET, SAID POINT ALSO BEING THE POINT OF BEGINNING; THENCE S46°36'08"E, A DISTANCE OF 18.20 FEET; THENCE S58°07'36"E, A DISTANCE OF 64.21 FEET; THENCE N86°31'02"E, A DISTANCE OF 116.42 FEET; THENCE SOUTHWESTERLY ON A CURVE TO THE LEFT WITH AN RADIUS OF 523.32 FEET, A DISTANCE OF 113.57 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S48°51'29"W, A DISTANCE OF 113.35 FEET; THENCE S42°38'27"W, A DISTANCE OF 48.28 FEET; THENCE SOUTHWESTERLY ON A CURVE TO THE LEFT WITH A RADIUS OF 100.00 FEET, A DISTANCE OF 22.27 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S36°15'36"W, A DISTANCE OF 22.23 FEET; THENCE S29°52'45"W, A DISTANCE OF 121.89 FEET; THENCE SOUTHWESTERLY ON A CURVE TO THE LEFT WITH A RADIUS OF 323.00 FEET, A DISTANCE OF 165.28 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S15°13'13"W, A DISTANCE OF 163.48 FEET; THENCE S00°33'40"W, A DISTANCE OF 216.57 FEET TO A POINT ON THE NORTH RIGHT-OF-WAY LINE OF HIGHWAY 370; THENCE ALONG THE NORTH RIGHT-OF-WAY LINE OF HIGHWAY 370 ON THE FOLLOWING EIGHT (8) COURSES: THENCE S86°49'45"W, A DISTANCE OF 180.50 FEET; THENCE N32°02'16"W, A DISTANCE OF 67.54 FEET; THENCE N89°26'21"W, A DISTANCE OF 88.98 FEET; THENCE S78°36'45"W, A DISTANCE OF 454.51 FEET; THENCE N82°26'26"W, A DISTANCE OF 483.51 FEET; THENCE S67°26'06"W, A DISTANCE OF 246.94 FEET; THENCE S86°49'45"W, A DISTANCE OF 909.57 FEET; THENCE N21°45'24"W, A DISTANCE OF 561.37 FEET TO A POINT OF INTERSECTION OF SAID NORTH RIGHT-OF-WAY OF HIGHWAY 370 AND THE EAST RIGHT-OF-WAY LINE OF 114TH STREET; THENCE S87°29'27"W, A DISTANCE OF 33.00 FEET TO A POINT ON THE WEST LINE OF SAID SE1/4 OF SECTION 29; THENCE N02°30'33"W ALONG SAID WEST LINE OF THE SE1/4 OF SECTION 29, A DISTANCE OF 255.22 FEET; THENCE N87°29'27"E ALONG THE SOUTH LINE OF LOT 1, KINGSBURY HILLS, A SUBDIVISION LOCATED IN SAID SECTION 29 AND THE WESTERLY EXTENSION THEREOF, A DISTANCE OF 119.44 FEET; THENCE ALONG THE NORTH LINE OF SAID TAXLOT 1B, SAID LINE ALSO BEING SAID SOUTH LINE OF KINGSBURY HILLS ON THE FOLLOWING SEVENTEEN (17) COURSES: THENCE EASTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 239.76 FEET, A DISTANCE OF 34.50 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S88°23'11"E, A DISTANCE OF 34.47 FEET; THENCE N87°29'27"E, A DISTANCE OF 524.28 FEET; THENCE N02°55'11"W, A DISTANCE OF 192.34 FEET; THENCE N33°05'56"E, A DISTANCE OF 90.90 FEET; THENCE EASTERLY ON A CURVE TO THE LEFT WITH A RADIUS

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OF 125.00 FEET, A DISTANCE OF 78.21 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S74°49'33"E, A DISTANCE OF 76.94 FEET; THENCE N87°14'59"E, A DISTANCE OF 366.59 FEET; THENCE EASTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 87.50 FEET, A DISTANCE OF 12.26 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S88°44'16"E, A DISTANCE OF 12.25 FEET; THENCE S84°43'31"E, A DISTANCE OF 60.15 FEET; THENCE SOUTHEASTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 27.50 FEET, A DISTANCE OF 18.07 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S65°53'57"E, A DISTANCE OF 17.75 FEET; THENCE NORTHEASTERLY ON A CURVE TO THE LEFT WITH A RADIUS OF 60.50 FEET, A DISTANCE OF 96.52 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS N87°13'28"E, A DISTANCE OF 86.60 FEET; THENCE NORTHEASTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 27.50 FEET, A DISTANCE OF 18.15 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS N60°25'48"E, A DISTANCE OF 17.82 FEET; THENCE N79°20'15"E, A DISTANCE OF 60.73 FEET; THENCE EASTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 87.50 FEET, A DISTANCE OF 12.08 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS N83°17'37"E, A DISTANCE OF 12.07 FEET; THENCE N87°14'59"E, A DISTANCE OF 456.08 FEET; THENCE NORTHEASTERLY ON A CURVE TO THE LEFT WITH A RADIUS OF 150.00 FEET, A DISTANCE OF 52.89 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS N77°08'54"E, A DISTANCE OF 52.62 FEET; THENCE S18°38'08"W, A DISTANCE OF 345.07 FEET; THENCE S71°21'52"E, A DISTANCE OF 147.06 FEET; THENCE N87°34'08"E ALONG SAID NORTH LINE OF TAXLOT 1B, SAID LINE ALSO BEING THE SOUTH LINE OF OUTLOT "C", SAID KINGSBURY HILLS, SAID LINE ALSO BEING THE SOUTH LINE OF LOTS 9 THRU 13, KINGSBURY HILLS REPLAT 1, A SUBDIVISION LOCATED IN SAID SAID SECTION 29, SAID LINE ALSO BEING THE SOUTH RIGHT-OF-WAY LINE OF SAID 108TH STREET, A DISTANCE OF 716.21 FEET TO THE POINT OF BEGINNING.

SAID TRACT OF LAND CONTAINS AN AREA OF 2,133,989 SQUARE FEET, OR 48.990 ACRES, MORE OR LESS.

I

Exhibit "C"
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 114th Street and Highway 370.

These Development Guidelines are proposed as the basis of design and construction of Granite Falls Commercial. 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 Granite Falls Commercial 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 114th Street and Highway 370. The project is legally described as:

Lots 1 – 17 and Outlots A – D, Granite Falls Commercial

See Exhibit "A" for metes and bounds description.

3. DEFINITIONS

Appearance. The outward aspect visible to the public.

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

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.

City. City of Papillion

Code. The Municipal Code of the City of Papillion.

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.

Exterior building component. An essential and visible part of the exterior of a building.

External design feature. The general arrangement of any portion of a building, sign, landscaping, or structure and including the kind, color, and texture of the materials of such portion, and the type of roof, windows, doors, lights, attached or ground signs, or other fixtures appurtenant to such portions as will be open to the public view from any street, place, or way.

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.

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

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4. Granite Falls Commercial Vision

It is important for Granite Falls Commercial to create a sense of place through a mix of uses, pedestrian connectivity, landscaping and architecture. Throughout the project there will be preserved and designed open space along with trails and walks to provide pedestrian connectivity not only within the development, but to the surrounding community as well. Granite Falls Commercial will create a complimentary mix of uses including retail, office, restaurants and landscaped plazas to provide a place for the community to work, shop, relax and socialize.

Attached as Appendixes A thru D to these guidelines are conceptual images shown to clarify imagery and vision for the Granite Falls Commercial Mixed Use Development.

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

Criteria for application:

1. The guidelines shall apply to all new development on each lot or site, including application for plats, site plan review and building permits.
2. These guidelines will continue to assist the future development of the commercial center as it applies to additional or enlargements of existing uses or structures.
3. Maintenance is the responsibility of the center owner and management as well as all individual lessor tenants or pad site owners to maintain and repair or replace all damaged building elements and site landscaping approved in these guidelines.



5. GRANITE FALLS COMMERCIAL STYLE

I. BUILDING ELEVATIONS

- A. Architectural examples of elevations are attached hereto as Appendix "A".
- B. Building Material Color Palette shall be consistent with the color palette attached hereto as Appendix "B".

II. BUILDING MASSING

A. Walls

1. All facades of each building must be designed to be architecturally interesting through the use of massing, material variety, color variety, vertical plan changes and horizontal plane changes to create visual relief in the facades. Building facades not visible from public or private streets may provide less interesting design.
2. Building facades or walls that face a public or private street shall not have a blank, uninterrupted length exceeding seventy-five (75) feet without at least one (1) of the following design elements: A change in plane, a change in texture color or masonry pattern, windows or equivalent element, such as accent materials that subdivide the wall into human scaled proportions.
3. 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.), stacked running bond or non-architecturally finished structural pre-cast concrete panels (integrally colored, stained or painted).

B. Roofs

1. All buildings shall have specifically pitched roofs.
 - a) Flat roofs shall have a slope of less than 1/12. The roof must be parapeted to hide the ballasting from public view.
 - b) Pitched roof shall have a minimum slope of 8/12. All pitched roofs shall be standing seam metal, concrete tile or "faux" slate shingles.

C. Canopies, overhead doors and loading docs

1. Buildings shall be oriented so that drive-thru canopies, overhead doors, loading docks or open bays are the least visible from high traffic areas. All canopies shall be faced with durable materials complimentary to the main building.
2. 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.

III. BUILDING MATERIALS

A. Anchor Tenant (More than 40,000 SF)

1. Not less than 25% of building facades facing public streets shall be masonry, clay-fired brick, decorative or architectural stone, clear or tinted glass, tile or metal
2. Not more than 65% may be synthetic stucco (E.I.F.S) or other similar material. E.I.F.S. or similar material shall not be used at the bottom four feet of any exterior building façade, measured from the base of the façade. Planning Director may approve minor adjustments to this requirement for portions of a façade that are not adjacent to a pedestrian walkway, do not contain an entrance, and where the percentage of accent materials (masonry and clear or tinted glass) on the façade exceeds the maximum amount required.
3. 10% of the façade may be a coordinating color material that is not listed in the previous material list.
4. EIFS or other similar materials used will endeavor to incorporate a variety of patterns, texture and complimentary colors.
5. Internal gutters and downspouts or decorative downspouts shall be used on public or private street elevations.

- B. Sub-Major And Major Tenant (12,000 SF to 39,999 SF)
1. Not less than 30% of building facades facing public streets shall be masonry, clay-fired brick, decorative or architectural stone, clear or tinted glass, tile or metal
 2. Not more than 60% may be synthetic stucco (E.I.F.S) or other similar material. E.I.F.S. or similar material shall not be used at the bottom four feet of any exterior building façade, measured from the base of the façade. Planning Director may approve minor adjustments to this requirement for portions of a façade that are not adjacent to a pedestrian walkway, do not contain an entrance, and where the percentage of accent materials (masonry and clear or tinted glass) on the façade exceeds the maximum amount required.
 3. 10% of the façade may be a coordinating color material that is not listed in the previous material list.
 4. Internal gutters and downspouts or decorative downspouts shall be used on public or private street elevations.
- C. Small Tenant (Less than 11,999 SF)
1. Not less than 40% of building facades facing public streets shall be masonry, clay-fired brick, decorative or architectural stone, clear or tinted glass, tile or metal
 2. Not more than 50% may be synthetic stucco (E.I.F.S) or other similar material. E.I.F.S. or similar material shall not be used at the bottom four feet of any exterior building façade, measured from the base of the façade. Planning Director may approve minor adjustments to this requirement for portions of a façade that are not adjacent to a pedestrian walkway, do not contain an entrance, and where the percentage of accent materials (masonry and clear or tinted glass) on the façade exceeds the maximum amount required.
 3. 10% of the façade may be a coordinating color material that is not listed in the previous material list. Storefronts should be designed to incorporate an entry feature at the entrance into each leased space.
 4. Internal gutters and downspouts or decorative downspouts shall be used on public or private street elevations.
- D. Convenience Store Canopy
1. Design. The Convenience Store Canopy must be designed to be in harmony with the main store in form, use of materials and coloring.
 2. Roof.
 - a) The roof may be pitched, flat or be a combination of pitched and flat depending on the architectural elements of the main store.
 - b) Pitched roofs shall be between 4:12 and 8:12 with roofing materials that match the main store's sloped roofing materials.
 - c) An architectural detail shall be applied to the edge of flat roofed canopies.
 - d) Canopy coloring shall be neutral in appearance and consistent with the main store. Bright attention grabbing colors are not permitted.
 3. Columns. Masonry consistent with the main store shall be utilized, at minimum, on the bottom eight (8) feet of canopy columns.
 4. All under canopy lighting shall be recessed to the extent that any light fixture and lens shall not extend beyond the underside of the canopy. The fixture, bulb, and lens must be flush or recessed.

6. SITE ELEMENTS

I. SITE REQUIREMENTS

A. Public Sidewalks

1. All public rights-of-way and private streets shall be provided with a minimum five (5) foot wide concrete walk per City of Papillion standards. All buildings within Granite Falls Commercial Mixed Use Development must have pedestrian walkways and public walks connected to parking lots and perimeter pedestrian walkways.

B. Buffering

1. A ten (10) foot wide landscape buffer shall be provided along the HWY 370 frontage of each pad site.
2. A thirty (30) foot buffer shall be provided along the frontage of Cimarron Street.
3. A thirty (30) foot buffer shall be provided between the commercial uses and Kingbury Hills Residential lots. Per Exhibit "B".
4. Planning Director may waive or adjust screening standards found in § 205-188.G and Article XXXV of Papillion City Code where circumstances, such as distance and elevation change, warrant.

C. Street Trees.

1. HWY 370. One tree per 50 linear feet of right-of-way shall be planted.
2. 111th Street. One tree per 50 linear feet of right-of-way shall be planted.
3. Cumberland Drive. A double row of trees per 50 linear feet of right-of-way shall be planted on the north side of Cumberland Drive where possible (see Cumberland Drive Cross Section A-A). One tree per 50 linear feet of right-of-way shall be planted on the south side of Cumberland Drive (See Cumberland Drive Cross Section A-A).
4. Planning Director may waive or adjust street tree requirements to avoid conflicts with utilities or to protect lines of sight at street and driveway intersections.

D. Parking lots shall be planted per City of Papillion requirements.

1. Interior pedestrian crosswalks shall be delineated with decorative materials, such as brick pavers or stone.

E. Plant Materials

1. Plant materials shall meet City of Papillion's materials and size standards.
2. Landscaping shall be installed consistent with the Landscape Plan (Exhibit "B").

F. Site Lightings

1. All interior street lighting shall be as manufactured by RAB Lighting as shown on Appendix "C". Other manufactures of equal or greater quality may be approved. The maximum height shall be twenty five (25) feet.
2. Decorative architectural accent lighting, landscape lighting and pedestrian light poles may be located within the development. Pedestrian lighting will be located along 111th Street and within the plaza area and in front of the box retail. RAB Lighting fixtures will be used to light the inner roadways within the development.
3. Any lighting used to illuminate an off-street parking area, sign or other structure will be arranged as to deflect light away from any adjoining property and from public streets through fixture type, shields and optics. Exposed lenses are not permitted. All lighting must have recessed lenses. A consistent style of light fixture is required throughout the development. The Planning Director will need to approve a style with the initial building permit application, after which all other lots will be required to use the same (or indistinguishable) fixture and pole. The maximum height shall be thirty (30) including base.
4. Exterior lighting of buildings will 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 will not glare upon adjacent property or public streets. (All site lighting shall be screened from adjacent properties to avoid spillage and glare.)

- G. **Roof Top Mechanical Screens.** All roof top mechanical units shall be not less than 80% screened from view from public right-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:
 1. Building Materials listed for the building's project type.
 2. Pitched roof elements comprised of standing seam, concrete tiles or "faux" slate shingles.
- H. **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 six (6') feet within one (1) year of installation.
 3. Berms in compliance with § 205-232B(4).
 4. Architectural screens that are integrated with the overall design of the building.
- I. **Refuse Screening.** 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 must 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. **Dock Screening.** All loading docks shall be screened from the view from public rights-of-way through the use of one of the following:
1. Architectural screens that are integrated with the overall design of the building.
 - a) The screen shall be constructed from the building materials listed for the building's project.
 2. Landscape screen of a density to screen eighty (80%) percent of the dock area from the view within three (3) years of planting. View shall be eighty (80%) percent screened all twelve (12) months of the year
- K. **Outdoor Storage.** All outdoor storage within the Granite Falls Commercial Mixed Use Development is prohibited. For the purposes of this agreement, temporary outdoor sales are not considered outdoor storage.
- L. **Outdoor Display/Sales.** No permanent outdoor displays /sales are permitted. Exceptions for seasonal events such as plant/flower sales with design criteria for displays may be approved by the Planning Director.
- M. **Parking.** As indicated on the site plan.
- N. **Outdoor Intercom.** Outdoor intercoms or paging systems are not allowed within the Granite Falls Commercial Mixed Use Development with the exception that one on one communications systems are allowed for permitted fast food restaurants and Muzak type sound systems.
- O. **Site Furnishings.** Site Furnishings shall be manufactured as specified herein and shown on Appendix "C". The Planning Director may administratively approve alternate site



furnishings provided that the quality is equal or exceeds that of the identified design. Site furnishings shall be provided as follows:

1. Bicycle Racks – Keystone Ridge – The number of bicycle racks shall comply with the requirements of § 205-245.
 2. Trash/Waste Bins – Keystone Ridge – At least one (1) trash/waste bin shall be located outside of each building.
 3. Benches – Keystone Ridge – Benches shall be located as shown on Exhibit “B”.
- P. Fence Materials. Fence materials shall be consistent throughout the development. Chain link fence is not permitted anywhere within the Project.
- Q. Drive-Thru Bypass Lanes: The Planning Director may waive the required bypass lane for low traffic drive thru windows that may be located at the end of a multiple tenant building or uses with low drive thru volume such as a dry cleaner.
- R. Plaza Corridor Design. The Plaza Corridor shall be in conformance with Appendices “C” and “D”.

7. SIGNAGE

I. SIGN REQUIREMENTS

- A. Signage requirements specific to the Granite Falls Commercial Mixed Use Development are as follows:
 - 1. Sign materials shall be consistent with the overall design of the buildings.
 - 2. Monument signs, instead of single pole signs, shall be used for all lots in development, except for vehicular and pedestrian directional/way finding signage.
 - 3. A sign budget is attached as Exhibit "E" in the Mixed Use Development Agreement.

- B. General Signage Design Criteria
 - 1. Project and retail signage and paramount in developing the overall design quality and character of Granite Falls Commercial Mixed Use Development. Following are guidelines that will be followed to ensure a pedestrian friendly and inviting atmosphere.

- C. Number of Signs
 - 1. Signage is limited in number as discussed in more detail within each respective section of this agreement.
 - 2. Secondary signage is permitted in the window facing the street when the primary sign cannot be viewed by pedestrians because of awnings or overhangs.
 - 3. Service doors to tenant areas throughout the project shall have a standard identification (tenant name and suite number only). A 4" black Arial font identification only. This signage shall be designed and installed by the tenant.

- D. Content on Signs:
 - 1. Signage shall be limited to trade names, Tenant use or other signage relative to Tenant's branding strategy or logo. City of Papillion Planning Director shall have the ability to approve variations in signage content based on consistency with the objectives of this Development Agreement.

- E. 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. All signage shall be pin mounted on the building façade. Halo illuminated signage shall be pin mounted a minimum of 1-1/2" from building façade. Direct or internally illuminated signage shall be pin mounted a minimum of 1/2" and maximum of 1" from building face.
 - 5. Tenants are required to provide a concealed access panel from within the Tenant's leasable area to service and install exterior building signage. Transformers to be concealed and accessed from tenant space wherever possible.
 - 6. Raceways may be approved by the Planning Director in lieu of pin mounting if the raceways are recessed or shallow and painted to match the building exterior. Raceways are discouraged on textured building materials such as stone or decorative masonry.

- F. Lighting and Signs:
 - 1. Sign illumination shall be internal and self-contained or directly illuminated with decorative gooseneck type fixture.

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.
- G. Sign Treatments Not Permitted:
1. Poor quality materials, i.e. plastic applique letters, non-fade resistant materials, etc.
 2. Sign bands
 3. Flashing, moving, audible or odor making signs
 4. Cluttered signs
 5. Inflatable displays or sandwich boards
 6. Advertising or promotional signs on parked vehicles
 7. No sign makers labels or other identification shall be permitted on the exposed surface of signs
 8. Exposed conduit, ballast boxes, transformers, tubing, conductors, transformers and other equipment at visible locations on the exterior of the sign. Pre-manufactured signs, such as franchise signs, that do not meet the criteria of this agreement.
 9. Box signs on buildings and tenant monument signs.
- H. Facade Signage
1. Facade signs are intended for immediate recognition of the Tenant's premises by the public. It is recommended that the signage be designed for day and night-time visibility.
 - a) Signs are mounted on the façade of the store.
 - b) Signs shall consist of individually mounted, internally illuminated or halo lit letters. Exceptions may be approved by the Planning Director for alternative sign designs that are consistent with the objectives of this Agreement.
 - c) Attached signs shall not exceed 150 SF and 25% of street facade.
- I. Facade-Mounted Blade
1. The Tenant may erect one blade sign at the façade of the premises. Tenants at corner locations are permitted to install a sign at each face of the building.
 - a) Façade-mounted blade signs are intended to be fixed to the façade of the building and must have a minimum height above the sidewalk to the bottom of sign of 8'-0".
 - b) 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. They must be double sided.
- J. Awning Design Criteria
1. Tenants may provide awnings at their storefronts. Awnings are generally fabric, metal or glass.
 - a) Minimum height from sidewalk to bottom of awning is 8'-0".
 - b) Awnings may not be supported from the sidewalk. The Tenant is responsible for structural stability of the awnings, and must ensure that storefronts, transoms and other fixings are required.
 - c) Under side lighting that creates an awning glow effect is prohibited.
- K. 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 cafe are allowable with the approval of the Landlord. Temporary menu boards must not obstruct pedestrian movement on public walks. They must be removed during non-business hours.
- L. Project Center Identification Signs
1. Project Center Identification Signs are limited to two (2) monument signs.
 2. Each Project Center Identification Sign shall not exceed 300 SF in area and 25' in height.

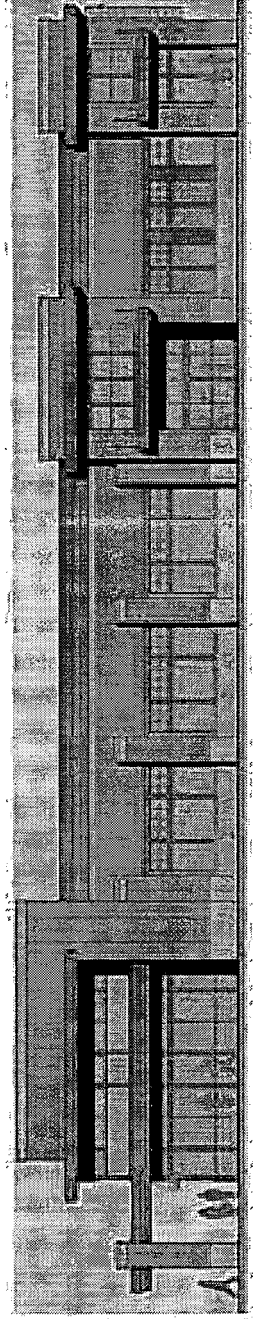
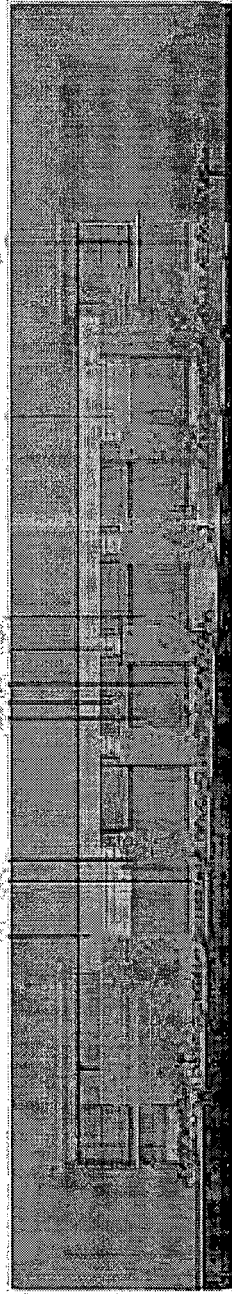
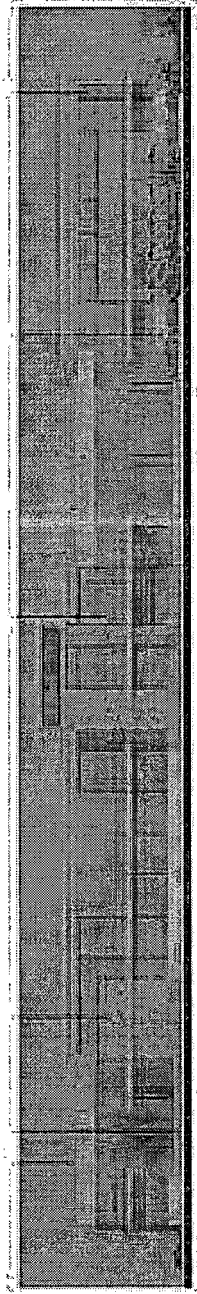
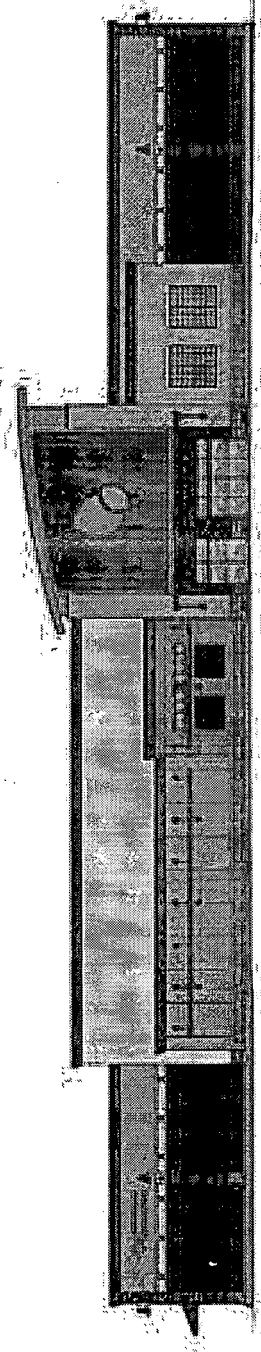
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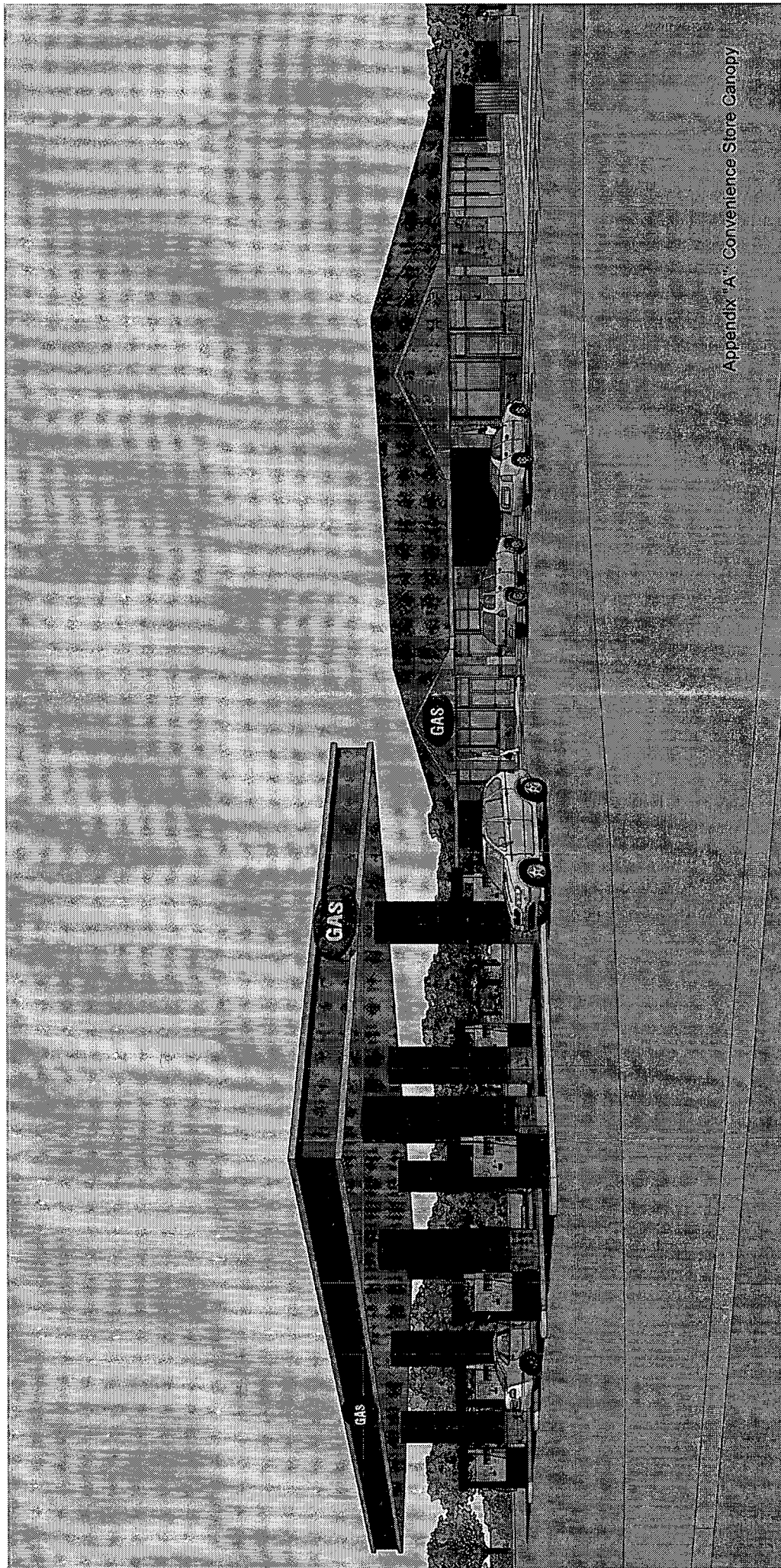
3. The Project Center Identification Signs may identify multiple tenants.
4. The Project Center Identification Signs shall be designed in accordance with Exhibit "F".
5. The setback for the Project Monument Signs is five (5) feet from any property line.
6. The Planning Director may administratively approve minor changes to sign location and design provided that such changes are consistent with the goals of the Mixed Use Development Agreement.

M. Tenant Monument Signs

1. A single monument sign is allowed for each lot.
2. Monument Signage 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 objectives of this Agreement.
3. Monument sign's brick color or decorative stone/masonry is to match that of the tenant's building.
4. Monument sign's structure shall not exceed 150 SF. in area and 15' in height.
5. Monument signs shall be set back at least five (5) feet from any property line.
6. All monument signs shall be set on a prescribed base and be landscaped by the Tenant.
7. Placement of monument signs shall not obstruct sight lines at street or driveway intersections.
8. 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 § 205-257.

APPENDIX "A"
GRANITE FALLS COMMERCIAL
ELEVATIONS



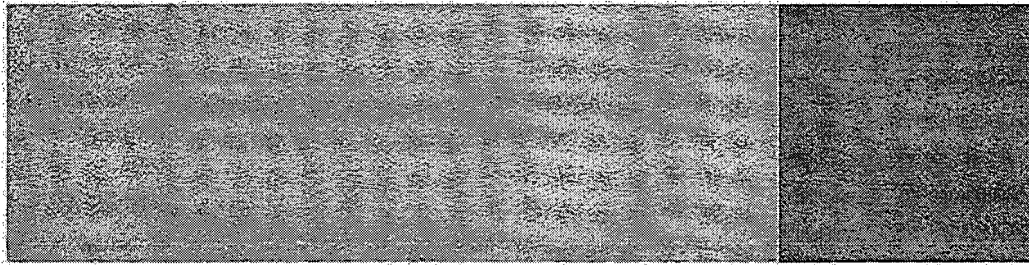


Appendix "A": Convenience Store Canopy

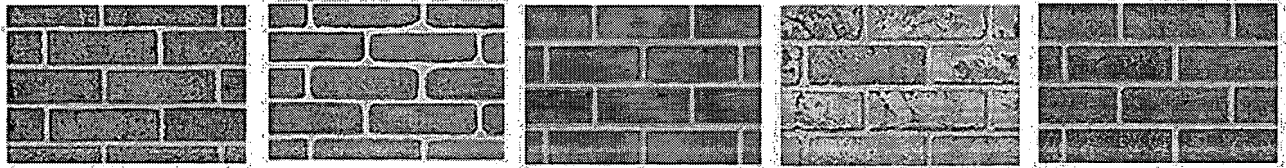
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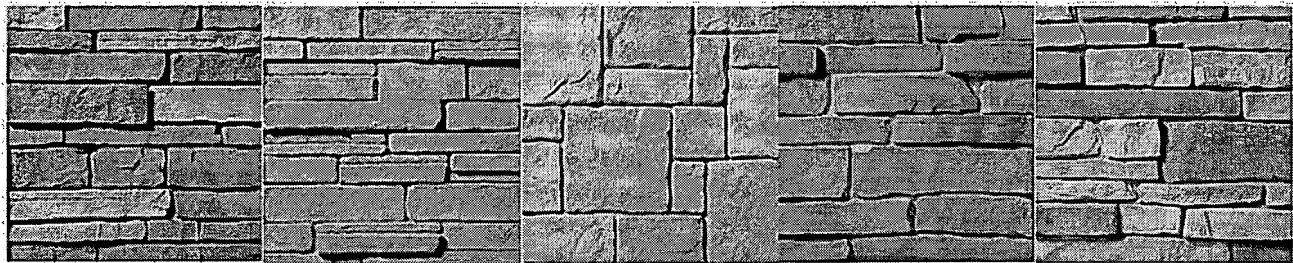
Appendix B - Building Materials



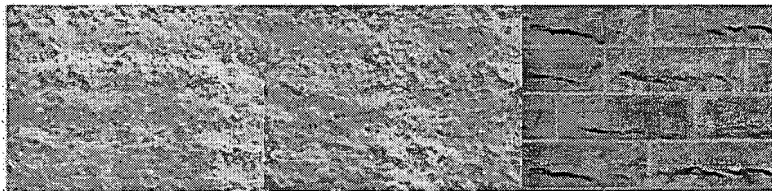
EIFS



Brick



Stone



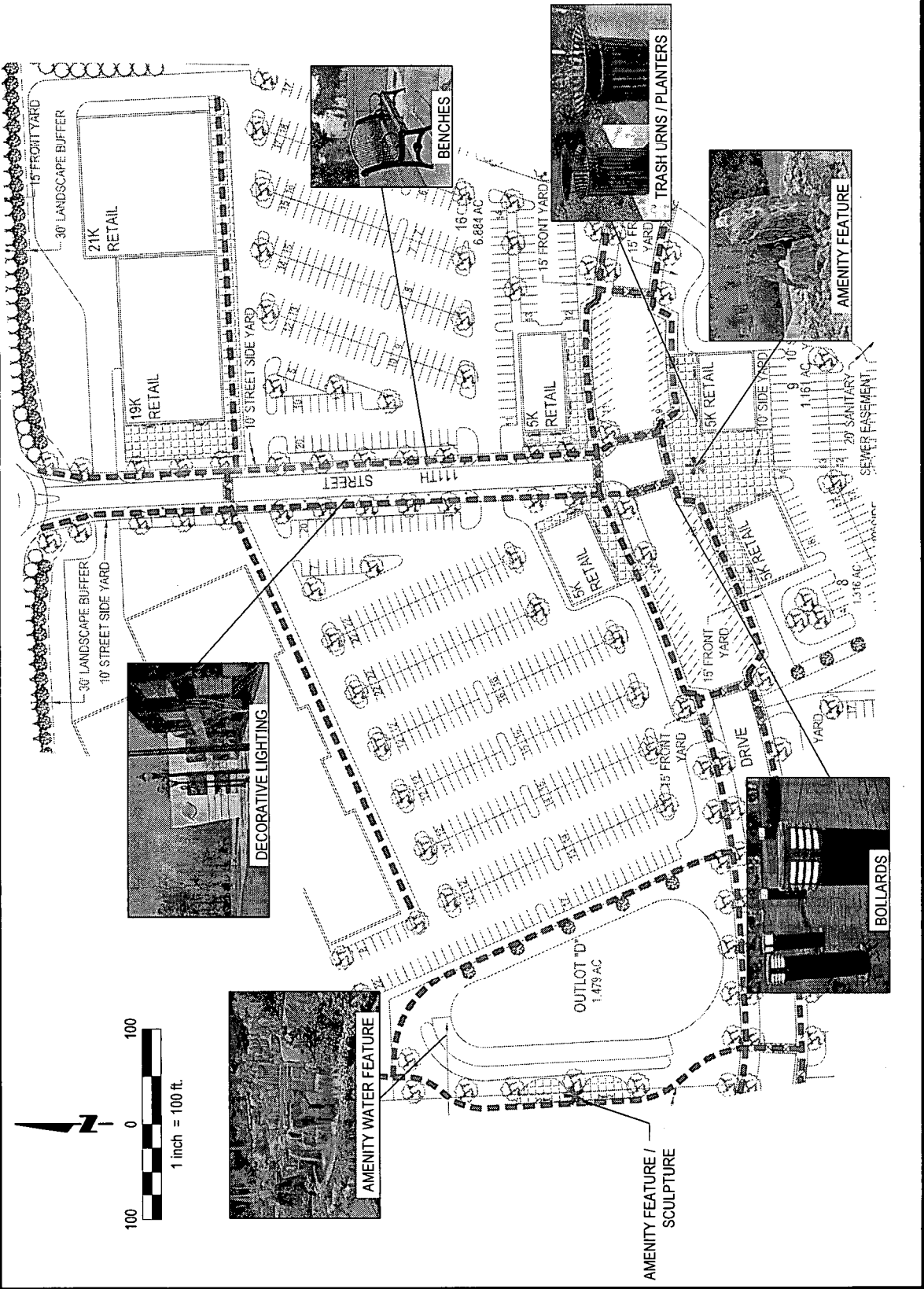
Concrete Masonry

X

DATE	07/22/15
SCALE	AS SHOWN
DRAWN BY	MM
CHECKED BY	MM
PROJECT NO.	15000
SHEET NO.	1
OF 2	

GRANITE FALLS COMMERCIAL
MIXED USE PLAN
PAPILLON, NE
APPENDIX C - PLAZA CORRIDOR EXHIBIT

E & A CONSULTING GROUP, INC.
ENGINEERING • PLANNING • ENVIRONMENTAL COMPLIANCE • FIELD SERVICES
1800 MILL VALLEY ROAD SUITE 100 OMAHA, NE 68108
PHONE: (402) 994-4300 FAX: (402) 994-1848
WWW.EAGC.COM



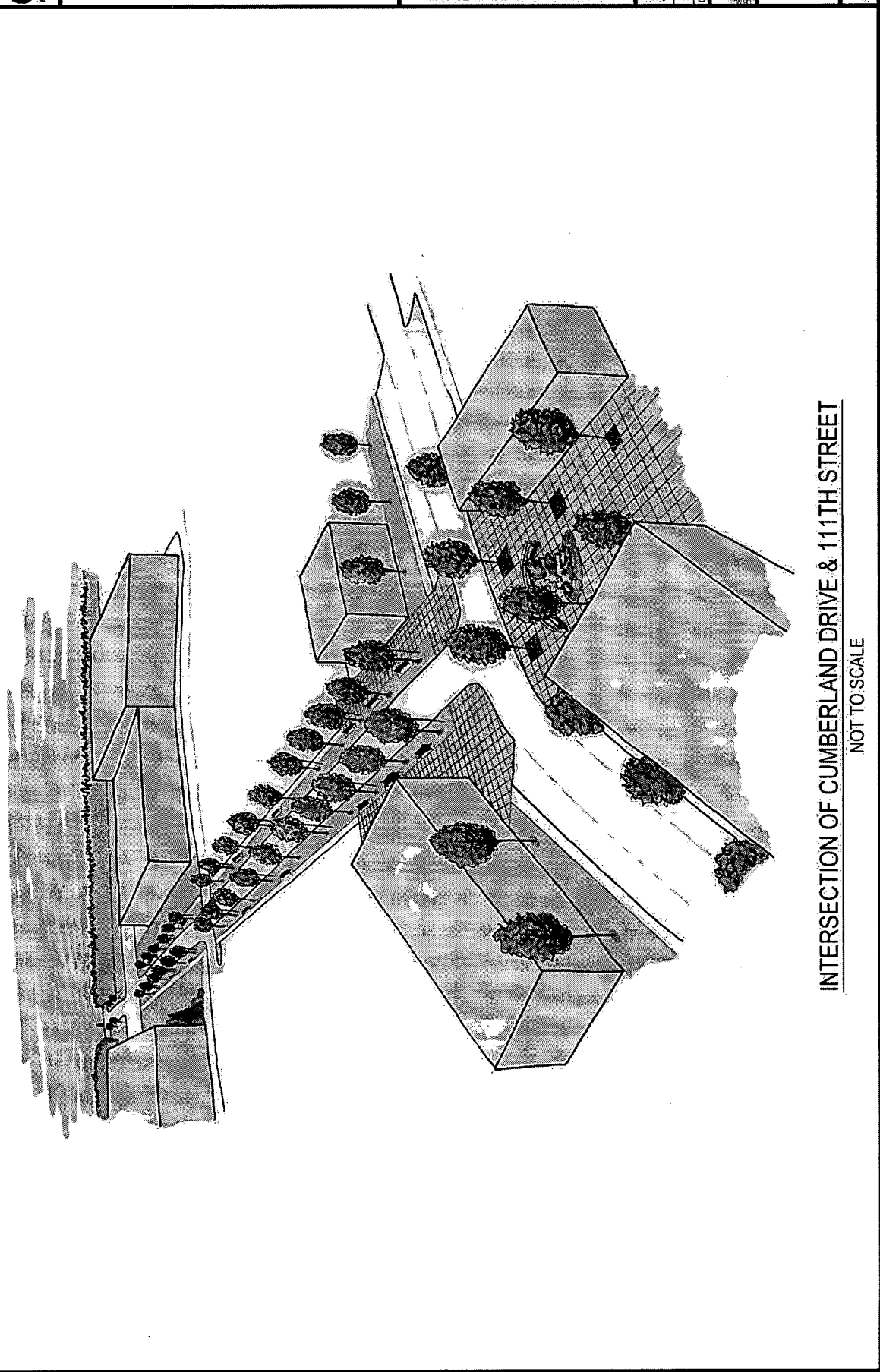
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APPX. D

DATE	
SCALE	
SHEET NO.	
PROJECT	
CLIENT	
DESIGNER	
DATE	
SCALE	
SHEET NO.	
PROJECT	
CLIENT	
DESIGNER	
DATE	
SCALE	
SHEET NO.	
PROJECT	
CLIENT	
DESIGNER	
DATE	
SCALE	

GRANITE FALLS COMMERCIAL
 MIXED USE PLAN
 PAPILLON, NE
 APPENDIX D - PLAZA CORRIDOR EXHIBIT

E & A CONSULTING GROUP, INC.
 ENGINEERING • PLANNING • ENVIRONMENTAL COMPLIANCE • FIELD SERVICES
 1700 W. VALLEY ROAD, SUITE 200, CAMDEN, NE 68504
 PHONE: 402-338-4444 FAX: 402-338-4444
 WWW.EA-CONSULTING.COM



INTERSECTION OF CUMBERLAND DRIVE & 111TH STREET
 NOT TO SCALE

Z

GRANITE FALLS COMMERCIAL – EXHIBIT 'D' PERMITTED USES LIST

It is anticipated that this development will be built out with the following project types:

Residential Uses

- Multiple-Family Residential
- Live-Work Units

Civic Uses

- Child Care Center
- Preschool
- Health Care

Office Uses

- General office
- Financial Services*
- Medical Services

Commercial Uses

- Auto Services
- Business Support Services
- Cocktail Lounge
- Commercial Recreation (Controlled Impact)
- Consumer Services
- Food Sales (Convenience)*
- Food Sales (Limited)
- Food Sales (General)
- Retail Services (Limited)
- Retail Services (Large)
- Personal Services
- Pet Services
- Restaurants (Drive-In/Drive-Through or Fast-Food)*
- Veterinary Services

*Items 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 five high traffic generators shall be permitted, unless a market study can show that seven high traffic generators are warranted; except that one Restaurant (Drive thru) that is 10,000 sq.ft. or less may be excluded from the High Traffic Generator cap with approval of the Planning Director.

Aa

**EXHIBIT "E" - SIGN BUDGET
GRANITE FALLS COMMERCIAL**

LOT #	PROPOSED USE	PRIMARY FRONTAGE	SECONDARY FRONTAGE	ADJUSTMENT	MULTIPLIER	SIGN AREA (NO CAP)	SIGN AREA (500 CAP)	ALLOCATED SIGN AREA (BY PLANNING DEPT.)
1	OFFICE	738	0	0	1.5	1107	500	500
2	C-STORE	330	377	189	1.5	778	500	500
3	RETAIL (7K)	161	133	67	1.5	341	341	350
4	RETAIL (14K)	436	160	80	1.5	774	500	700
5	RETAIL (5K)	208	132	66	1.5	411	411	350
6	RETAIL (6K)	205	205	103	1.5	461	461	350
7	RETAIL (4K)	199	189	95	1.5	440	440	350
8	RETAIL (5K)	243	246	123	1.5	549	500	350
9	RETAIL (5K)	122	277	139	1.5	391	391	350
10	RETAIL (5K)	265	165	83	1.5	521	500	350
11	RETAIL (2.5K)	172	148	74	1.5	369	369	350
12	RETAIL (5.6K)	232	155	78	1.5	464	464	350
13	RETAIL (15K)	700	587	294	1.5	1490	500	700
14	RETAIL (11K)	113	738	369	1.5	723	500	700
15	OFFICE	366	0	0	1.5	549	500	350
16	RETAIL (40K)	305	509	255	1.5	839	500	900
17	RETAIL (85K)	371	530	265	1.5	954	500	900
TOTALS						11162	7877	8400
SUB-TOTAL SIGNAGE ALLOCATED (SQ.FT.)								8400
2 CENTER IDENTIFICATION SIGN (x 300 SQ.FT)								600
TOTAL SIGNAGE ALLOCATED ON THIS PROJECT								9000

LOT #. Each lot in the development is listed in this column.

PRIMARY FRONTAGE. The length of the longest property line fronting on a street, in feet.

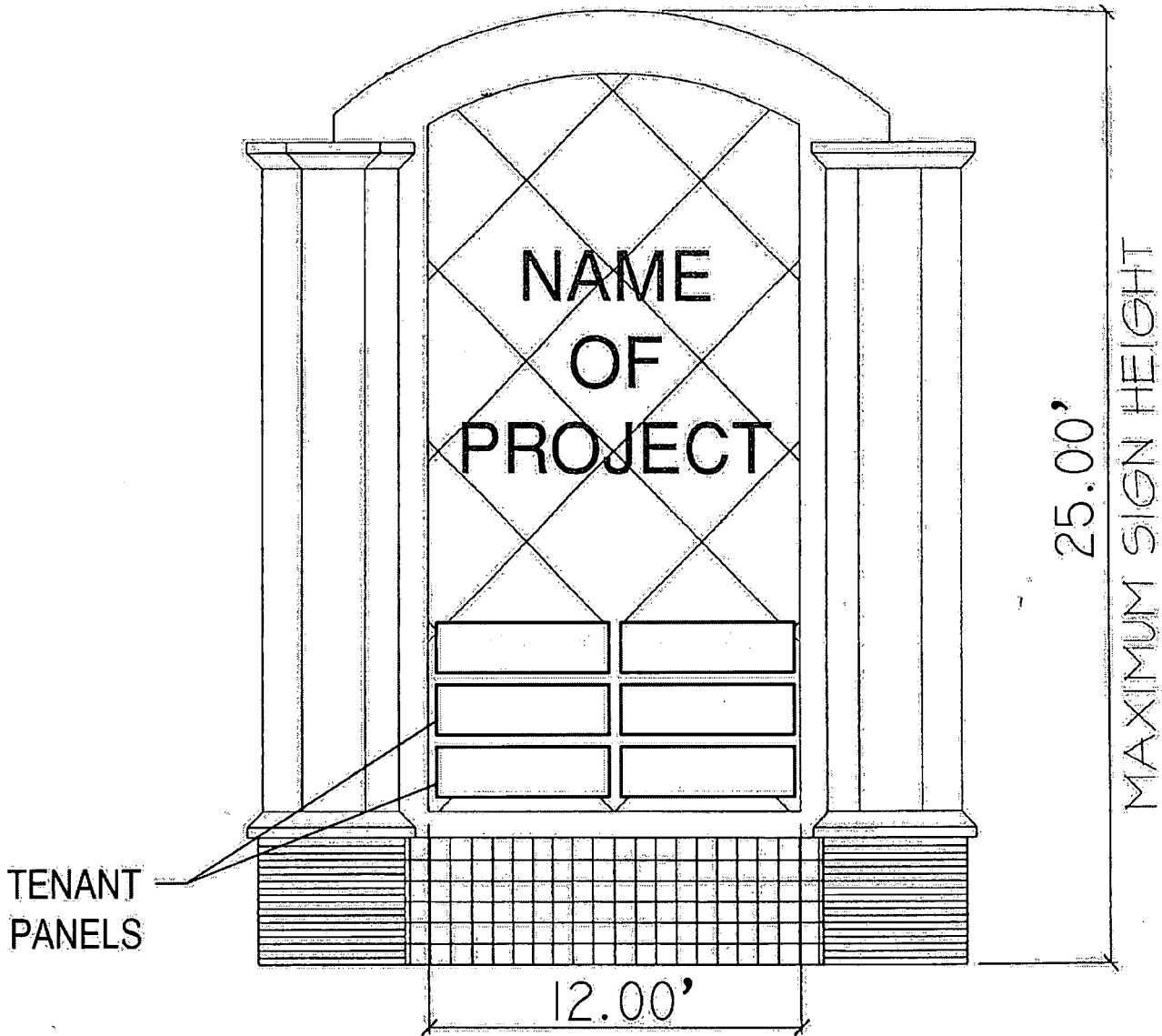
SECONDARY FRONTAGE. The length of all other property lines fronting on a street, in feet.

ADJUSTMENT. One half (1/2) the length of the secondary frontage.

MULTIPLIER. The formula number of 1.5 used to establish total sign area.

TOTAL. (Primary frontage + Adjustment) x Multiplier = Total.

EXHIBIT 'F'



MAXIMUM SIGN AREA OF THIS CENTER IDENTIFICATION SIGN SHALL BE 300 SQUARE FEET. THE IDENTIFICATION SIGN SHALL HAVE MULTIPLE TENANTS LOCATED ON THE SIGN. THE CENTER IDENTIFICATION SIGN SHALL BE LOCATED 12 FEET FROM THE PROPERTY LINE

TYPICAL SIGN DETAIL **CENTER IDENTIFICATION SIGN**