



BK 0802 PG 214



MISC 1987 01139

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ORDINANCE NO. 31153

AN ORDINANCE providing for approval of a Development Agreement for the proposed Iron Eye Subdivision located between West Center Road and Pacific Street, and between approximately 174th Street and 192nd Street, and providing for an effective date.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF OMAHA:

Section 1. The Development Agreement between the City of Omaha and Nebraska Development Limited Partnership is hereby approved.

Section 2. This Ordinance shall be in full force and effect fifteen (15) days from the date of its passage.

INTRODUCED BY COUNCILMEMBER

Steve N. Tomasek

APPROVED BY:

Michael Boyle
MAYOR OF THE CITY OF OMAHA DATE 12/16/86

PASSED DEC 16 1986 7-0

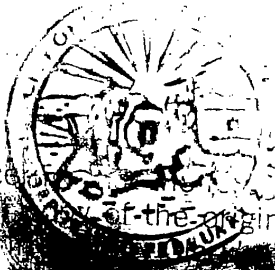
ATTEST:

Mary Yelliga Parrott
CITY CLERK OF THE CITY OF OMAHA

APPROVED AS TO FORM:

Don A. Hill
CITY ATTORNEY

8975t



I hereby certify that this is a true and correct copy of the original document now on file in the City Clerk's office.

BY Mary Yelliga Parrott
CITY CLERK



RECEIVED
1987 JAN 21 PM 4:00
GEORGE J. BUGLEWICZ
REGISTER OF DEEDS
DOUGLAS COUNTY, NEBR.

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DEVELOPMENT AGREEMENT

THIS AGREEMENT is entered into this 16th day of December, 1986, between NEBRASKA DEVELOPMENT LIMITED PARTNERSHIP (hereinafter "Developer") and the CITY OF OMAHA, NEBRASKA (hereinafter "City"):

WHEREAS, Developer intends to acquire the real estate described in Exhibit "B" attached hereto and has secured the platting of such real estate into a subdivision known as "Iron Eye", with zoning for commercial, residential and recreational and related uses; and,

WHEREAS, Developer has presented an "Area Development Plan" to the City to govern the development of Iron Eye; and,

WHEREAS, the City, in the interests of maintaining public health, safety, and welfare, desires to assure that Iron Eye is developed substantially in accordance with such development plan and therefore considers this agreement to be in the best interests of the City; and,

WHEREAS, Developer is willing to commit itself to the development of Iron Eye substantially in accordance with such development plan but desires to have a reasonable amount of flexibility in carrying out its development of Iron Eye and therefore considers this agreement to be in the best interests of Developer; and,

WHEREAS, the City and Developer desire to set forth in this Agreement their respective understandings and agreements with respect to certain aspects of the development of Iron Eye.

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

1. Iron Eye shall be developed in accordance with the Iron Eye Area Development Plan, as corrected, attached hereto as Exhibit "A" and made by reference a part of this Agreement.

*


- 2. Prior to the first replat of any lot within Iron Eye, the Developer shall submit the Community Design Standards to the Planning Department for that and subsequent replats within the overall development.
 - 2.1 The purpose of such Community Design Standards shall be to provide detailed standards for the design of individual replats and features of the public environment within the Iron Eye Development.
 - 2.2 The Community Design Standards shall include, but not be limited to:
 - 2.2.1 Landscaping standards for public rights-of-way, private open spaces, pedestrian ways, and private development areas.
 - 2.2.2 Overall design standards for individual replats; including orientation and relationship of lots, street performance standards, street configuration, including use of loops, cul-de-sacs, and through streets; and pedestrian system locations.
 - 2.2.3 Design and landscaping standards for medians; street furniture; street and area lighting; signage and graphics; neighborhood entrances; changes in paving surfaces, including ornamental or accent areas; and other design features.
 - 2.2.4 Design standards for pedestrian and bicycle systems, including width of paths; section; paving surface; design of intersection with streets; routings; and graphics.
 - 2.2.5 Any other standard or feature contributory to the urban environmental design of the Iron Eye Development.
 - 2.3 The Community Development Standards shall be subject to approval by the City Council following a recommendation by the Planning Department and Planning Board.
- 3. Developer agrees that the first eighteen holes of the golf course and the Clubhouse shall be constructed simultaneously with the public improvements to serve the first phase. Developer shall submit to the City a financial commitment acceptable to the City from a reputable lending institution or other source of private financing sufficient to complete such golf course and clubhouse construction, in an amount currently estimated at approximately \$7.7 million, prior to the City Engineer's second signature on the plat. Such commitment shall be furnished with eighteen (18) months of the date of approval of the Iron Eye Subdivision by the City Council or such subdivision and zoning, passed concurrent therewith, shall be null and void.



4. Sanitary sewer easements will be given to a Sanitary and Improvement District and assigns over that portion of Lots 31 and 4, Iron Eye, which is deemed necessary by the District's engineer to provide a future outfall sewer to serve Lots 10 and 11, Iron Eye.
5. Any conflict created by this Agreement with the Iron Eye Subdivision Agreement, shall be resolved in favor of such Subdivision Agreement.
6. The Iron Eye Subdivision and zoning ordinances passed concurrently herewith shall be subject to the provisions of this Agreement and have been passed in reliance on this Agreement.
7. This Agreement runs with the land described on Exhibit B, may be enforced in law or equity by action for specific performance, and will be binding on Developer's successors and assigns. Should any portion of this agreement be judged or deemed to be unenforceable or void, the other portions will be considered severable and in full force and effect.

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IN WITNESS WHEREOF, we, the executing parties, by our respective legally authorized agents, hereby enter into this Development Agreement, effective on the day and year first above written.

Attest:  [Signature]
Notary

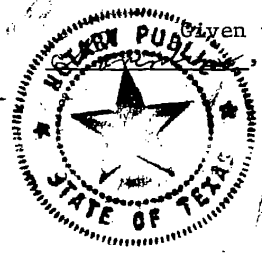
City of Omaha, Nebraska
By Michael Boyle 12/22/86
Mayor Date

Attest: [Signature]
Notary

Nebraska Development Limited Partnership,
A Texas Limited Partnership
By Kindred Omaha Investments, Inc.,
General Partner
By [Signature]
President Date

State of Texas)
County of Harris) ss

This instrument was acknowledged before me on the 10th day of November, 1986, by ANTHONY M. KINDRED in his capacity as President for Kindred Omaha Investments, Inc., a Texas corporation, as General Partner of Nebraska Development Limited Partnership.



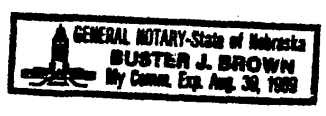
Given under my hand and seal of office this 10th day of November, 1986.

[Signature]
Notary Public, State of Texas
Mary V. Eggers
My commission expires June 24, 1987

State of)
County of) ss

This instrument was acknowledged before me on the 22nd day of December, 1986, by Michael Boyle in his capacity as Mayor of Omaha, Nebraska.

Given under my hand and seal of office this 22nd day of December, 1986.



[Signature]
Notary Public

-4-
[Signature]
Approved as to form:
[Signature]



SURVEYOR'S CERTIFICATE

I hereby certify that I have made a ground survey of the subdivision described herein, and that temporary monuments have been placed on the boundary of the within plat and that a bond has been furnished to the City of Omaha to insure placing of permanent monuments and stakes at all corners of all lots, streets, angle points and ends of all curves in Iron Eye (the lots numbered as shown), being a platting of all of Section 29, except for that part taken for U.S. Highway No. 275 right-of-way, and all of the NW 1/4 of Section 28, except for the North 533 feet of the East 750 feet thereof, all in Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska, being more particularly described as follows:

Beginning at the West 1/4 corner of said Section 28; thence S00°00'03"W (assumed bearing) along the East line of said Section 29, a distance of 2519.38 feet to a point on the extended North right-of-way line of said U.S. Highway No. 275; thence along said North right-of-way line of U.S. Highway No. 275 and the extensions thereof, on the following described courses; thence N78°19'44"W, a distance of 527.95 feet; thence S79°43'21"W, a distance of 377.99 feet; thence S88°54'11"W, a distance of 937.76 feet; thence S88°53'33"W, a distance of 830.40 feet; thence S88°59'14"W, a distance of 2172.40 feet; thence N89°37'36"W, a distance of 486.46 feet to a point on the West line of said Section 29; thence N00°19'48"E along said West line of Section 29, a distance of 2567.87 feet to the West 1/4 corner of said Section 29; thence N00°29'06"E along said West line of Section 29, a distance of 2641.86 feet to the Northwest corner of said Section 29; thence S89°52'33"E along the North line of said Section 29, a distance of 2639.51 feet to the North 1/4 corner of said Section 29; thence S89°52'21"E along said North line of Section 29, a distance of 2638.82 feet to the Northeast corner of said Section 29; thence S89°39'59"E along the North line of said NW 1/4 of Section 28, a distance of 1911.22 feet; thence S00°07'58"W, a distance of 533.00 feet; thence S89°39'59"E, a distance of 750.00 feet to a point on the East line of said NW 1/4 of Section 28; thence S00°07'58"W along said East line of the NW 1/4 of Section 28, a distance of 2114.48 feet to the Southeast corner of said NW 1/4 of Section 28; thence N89°41'35"W along the South line of said NW 1/4 of Section 28, a distance of 2655.21 feet to the Point of Beginning.

28-11
70-11

Robert Clark

L.S. 419

Date



BOOK 802 PAGE 220

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AREA DEVELOPMENT PLAN

July, 1986

Wen~Clay · Omaha

ROBERT LAMB HART · Planners and Architects · San Francisco, CA
BENZ & POELLOT · Golf Course Architects · Saratoga, CA
ELLIOTT & ASSOCIATES · Civil Engineers · Omaha, NE
ROBERT CHARLES LESSER & CO. · Market Research · Beverly Hills, CA

Book 12



SSS in SPD



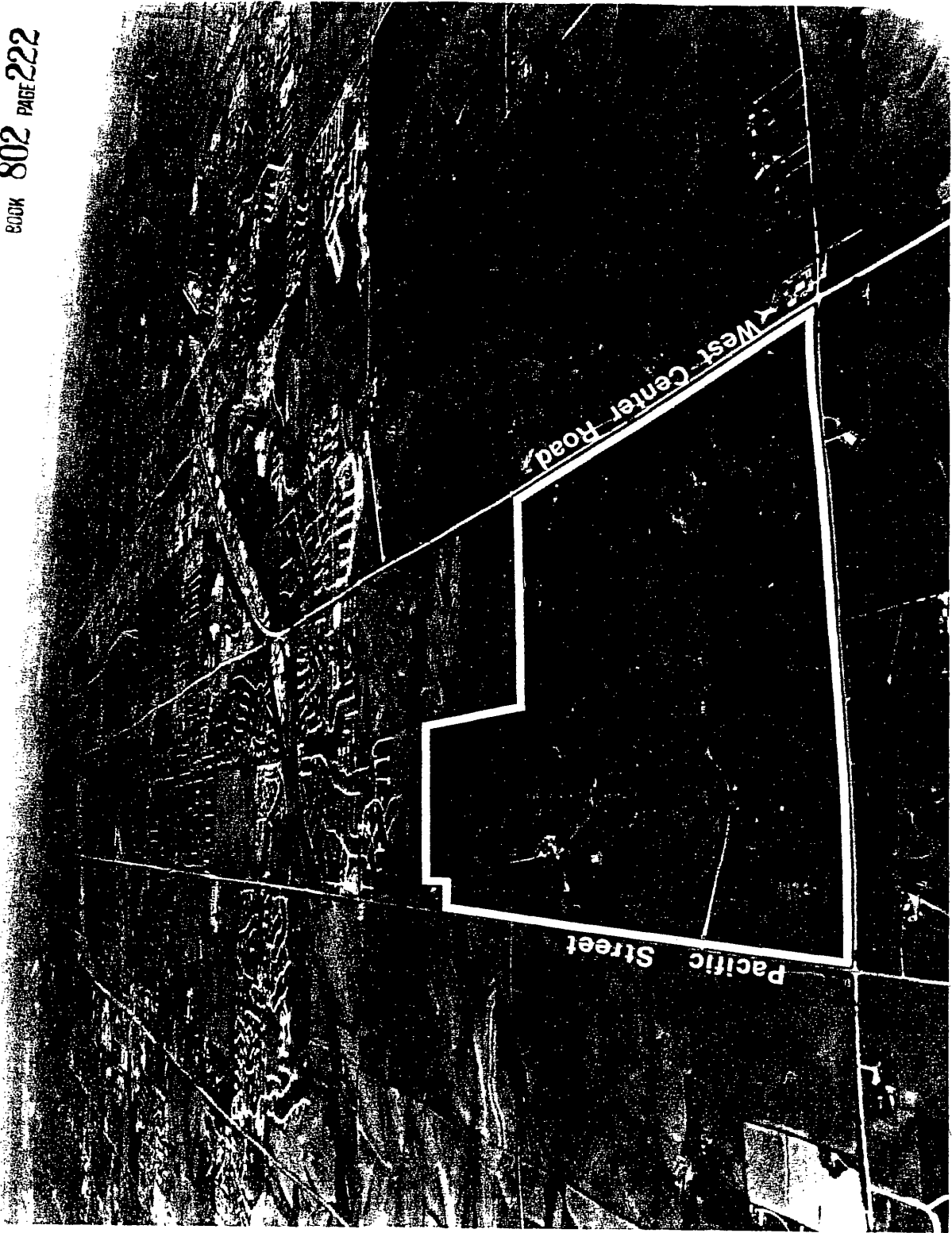
Table of Contents

Introduction	2
The Setting	4
The Plan for the Community	5
Sequence of Development	11
Circulation	15
Utilities and Services	19
Grading and Drainage	21
Community Design Elements	23
Landscape and Open Space	24
Town Center	25
Residential Neighborhoods	27

BOOK 802 PAGE 221



BOOK 802 PAGE 222



BOOK 802
The Wen-Clay Omaha Area Development Plan concerns a new community development on approximately 758 acres of land between Pacific Street and West Center Road, 174th Street on the east and 192nd Street on the west.

In April, 1986, the Omaha City Council granted a one year waiver of the City's Urban Growth Policy with respect to the property. This waiver allows for the preparation of master development plans for an entire new planned community, and subsequently, government approvals under the City of Omaha's Development Review Procedures.

With the waiver granted, Wen-Clay went to work with the Omaha Planning Department to plan for a new community on this property and to devise a planning and review process that would meet both the City's and Wen-Clay's long range objectives.

This Area Wide Plan is the initial product of the joint planning process. The Plan describes how a complete new community of up to 1700 residences with a variety of housing types, neighborhoods, community facilities, shopping, golf and other recreational and open space amenities would be built here over the next fifteen years.

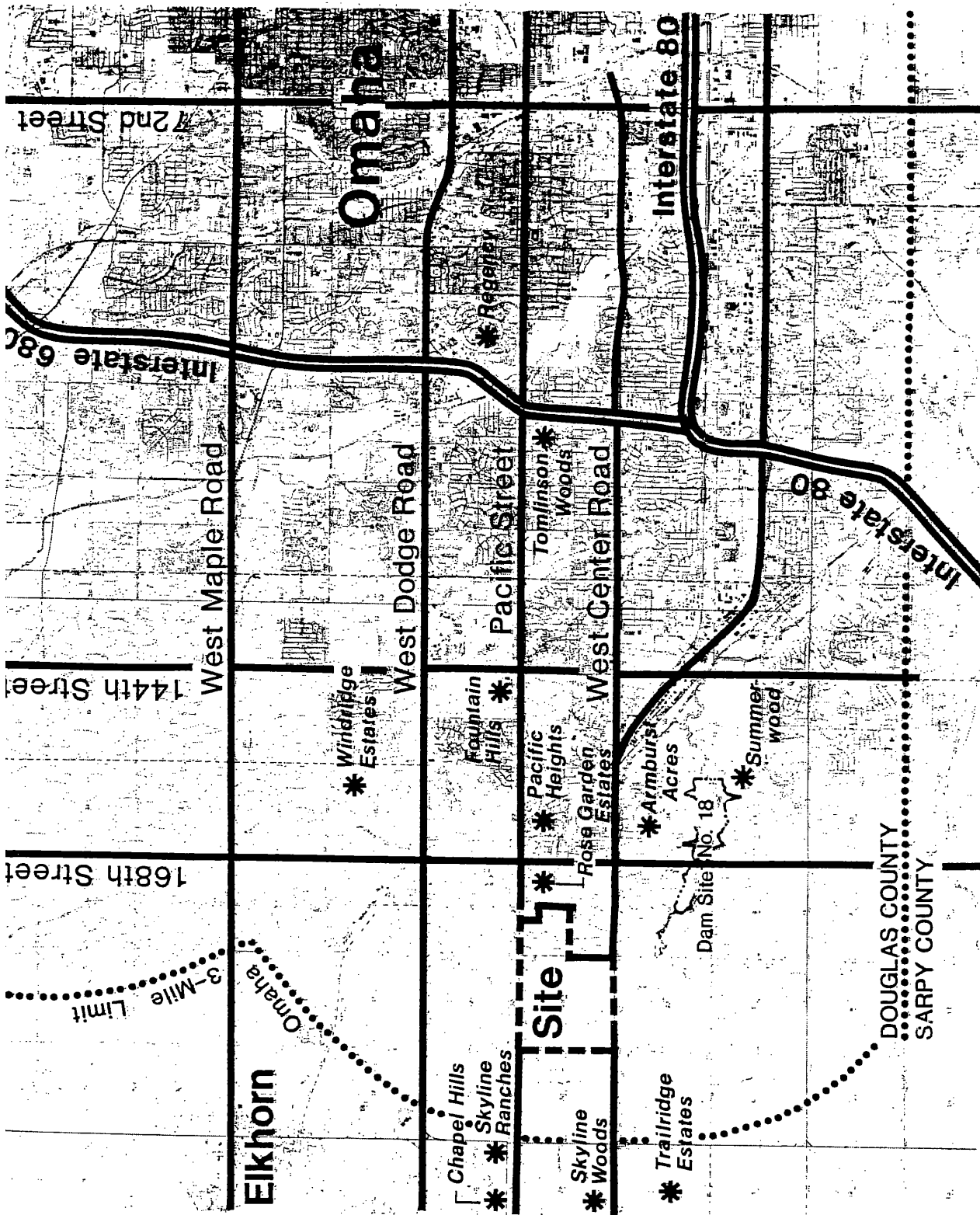
Introduction

The plan is the result of an analysis of many factors including: 1) the land and its natural features; 2) projected market conditions and growth trends in Omaha; 3) stagling and finance of public improvements and infrastructure; 4) the need for high standards of community and neighborhood design in all new subdivisions; 5) the plans and policies for Omaha's orderly and well-financed growth.

The Area Wide Plan presents a coordinated, comprehensive plan for land uses, circulation, and infrastructure and outlines high standards for community design and site development within the project.

As such, the Area Wide Plan represents a positive first step in a cooperative community planning process to guide the development of this property and growth in West Omaha.





BOOK 802 PAGE 225

The 758 acre site is well located in the primary West Omaha growth corridor. Bounded by arterial roads, Pacific Street on the north and West Center on the south, the property extends from an alignment for 174th Street on the east to 192nd Street on the west.

The stage is set for its urbanization in this area of West Omaha. West Center and Pacific are arterial roads that link with the Interstate Highway loop and employment centers throughout Omaha. Rapidly developing residential areas and the infrastructure to support development are located immediately to the east and southeast of the Wen-Clay property. To the west of Wen-Clay is the community of Elkhorn and a scattering of residential developments. South of the property are open space lands along Boxelder Creek controlled by the Army Corps of Engineers as part of the flood control improvements related to Dam Site 18. These lands will eventually be managed by the City as a major parkland facility to serve West Omaha.

The Setting

Development of the property as a complete community will position and anchor West Omaha's expansion over the next fifteen years. Its high level of quality for subdivision and land development will set the standard for West Omaha well into the next century.

The Plan for the Community

Development Concept

The development concept for the Wen-Clay property is a planned community with up to 1700 residences built in a private country club environment.

- The country club setting is established by the extensive landscape of a championship length 27-hole golf course which is the major feature of the open-space system for the community.
- Organized around the golf course are a series of residential sites for a full range of housing types -- from large single family lots to townhouses, condominiums and apartments.
- The focal point of the community is a Town Center which includes:
 - A golf and country club;
 - A swim and tennis club;
 - A specialty/neighborhood retail shopping center;
 - A linear park linking the recreational facilities and shopping with adjacent residential neighborhoods.
- Land available for a school site.

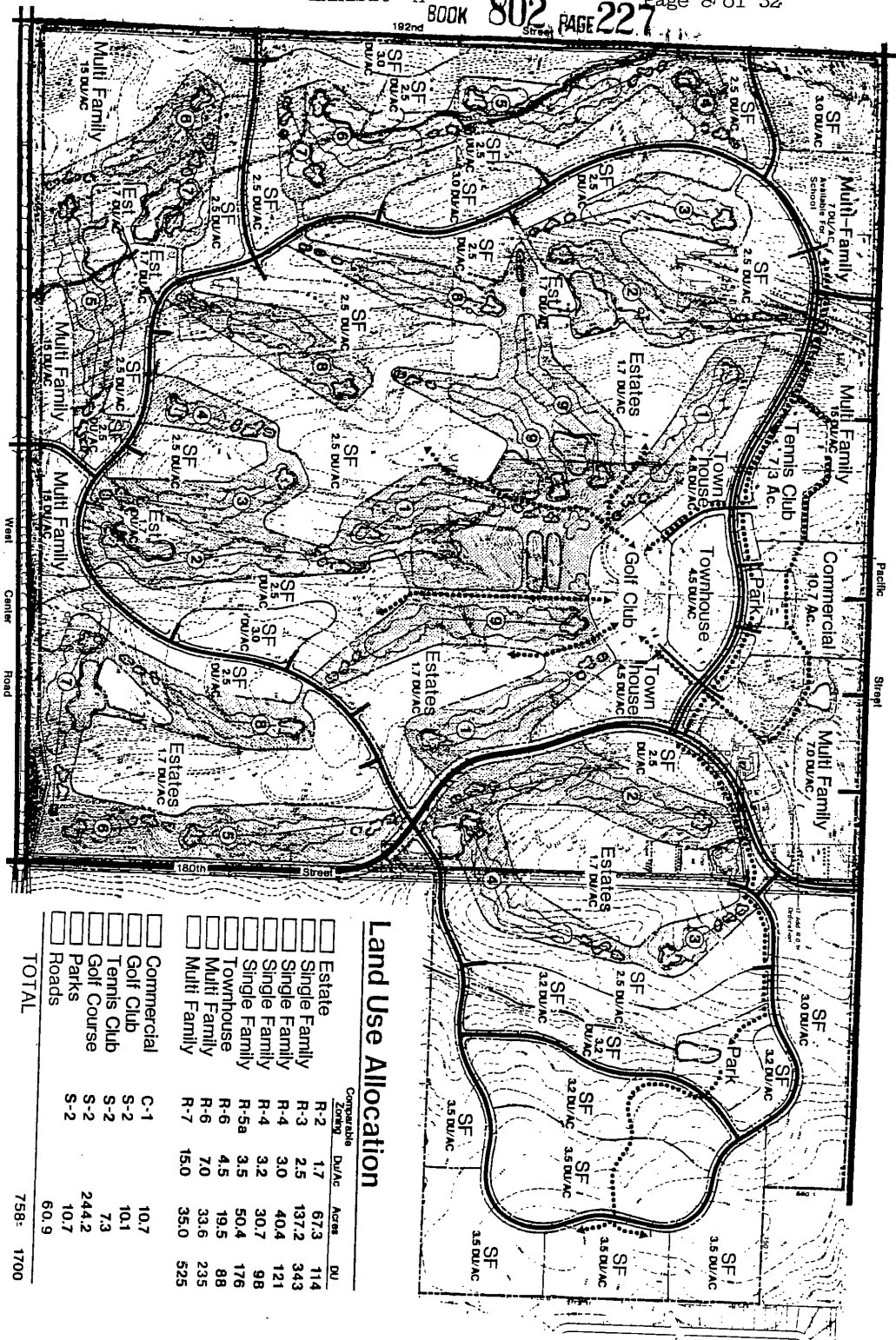
The Wen-Clay property will be developed as a single community in several phases over an estimated fifteen year period. Residential and commercial land here will be offered to selected builders who will follow a rigid set of design guidelines and conditions, covenants and restrictions that will be applied to all land within the community.

Land Use Program

The land development program for Wen-Clay includes:

- Residential land 414.1 Ac.
- Commercial land 10.7 Ac.
- Golf and Tennis Clubs 17.4 Ac.
- Golf Course 244.2 Ac.
- Parks, landscaped buffers and rights-of-way 71.6 Ac.
- TOTAL 758 ± Ac.

The Area Wide Plan map shows the approximate location and configuration of respective parcels. The size, shape and configuration of each of these parcels will be changed and modified in connection with planning and/or site plan approvals to accommodate precise engineering and development requirements.



Land Use Allocation

Zone	Du/ac	Acres	DU	
Estate	R-2	1.7	67.3	114
Single Family	R-3	2.5	137.2	343
Single Family	R-4	3.0	40.4	121
Single Family	R-4	3.2	30.7	98
Single Family	R-5a	3.5	50.4	176
Townhouse	R-6	4.5	19.5	88
Townhouse	R-6	7.0	33.6	235
Multi Family	R-7	15.0	35.0	525
Commercial	C-1		10.7	
Golf Club	S-2		10.1	
Tennis Club	S-2		7.3	
Golf Course	S-2		244.2	
Parks	S-2		10.7	
Roads			60.9	
TOTAL			758	1700



ROBERT LAMB HART - Planners and Architects - San Francisco, CA
 BENZ & POELLIT - Golf Course Architects - Saratoga, CA
 ELLIOTT & ASSOCIATES - Civil Engineers - Omaha, NE
 ROBERT CHARLES LESSER & CO. - Market Research - Beverly Hills, CA

Wen-Clay · Omaha

1.

Residential Land

The 414.1 acres that will be developed as residential sites in the plan allow for the following general mix of residential products:

<u>Product</u>	<u>DU/Net Ac</u>	<u>Acres</u>	<u>Units</u>
Estate	1.65	67.3	114
Single Family	2.44	137.2	343
Single Family	3.0	40.4	121
Single Family	3.2	30.7	98
Single Family	3.5	50.4	176
Townhouse	4.5	19.5	88
Multi Family	7.0	33.6	235
Multi Family	15.0	35.0	525
TOTAL		<u>414.1</u>	<u>1700</u>

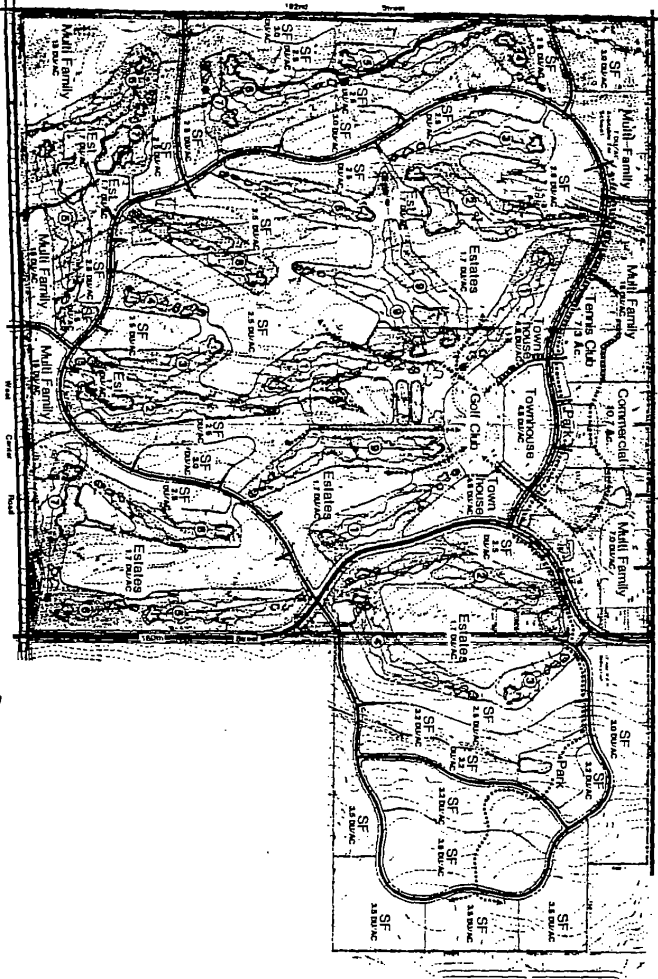
Note: Areas are expressed as "net acres." This term refers to parcel size exclusive of right of way dedication.

The 1700 unit project will have a gross density of 2.3 units per acre on the 747.3 acres devoted to residential sites, golf courses, open space and circulation. The remaining 10.7 acres are land for the shopping center.

Density Transfer

The residential land use mix will allow for housing to be built that will appeal to broad segments of the market. At the same time the intent is to provide individual residential parcels with the ability to be developed within a certain density range.

With an established capacity of 1700 residential units for the entire project, an overall system of density transfer is proposed to allow an individual parcel to increase its effective yield by as much as 40% if a corresponding reduction is made for total units on parcels yet to be developed. Maximum densities allowed by zoning categories will be observed.



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ESS. SUR

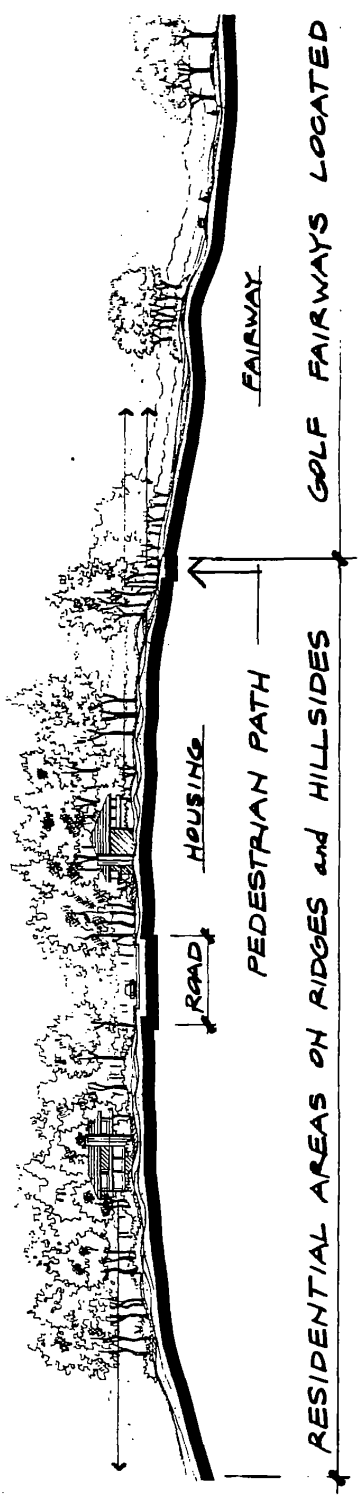
Using The Land Forms

The plan for Wen-Clay began with an analysis of all the physical factors affecting development on this land. Studies of topography, slope, soils, vegetation and hydrology were performed to determine which lands are best suited for a particular land use, golf course, roadway, or open space.

The resulting plan organizes open space, parks and the golf course primarily in valleys. This approach minimizes the amount of grading to be done, preserves the tree-lined stream channels for natural drainage, and provides for a continuous linkage of open space. The five long valleys on the property run north and south, giving an ideal orientation for golf play.

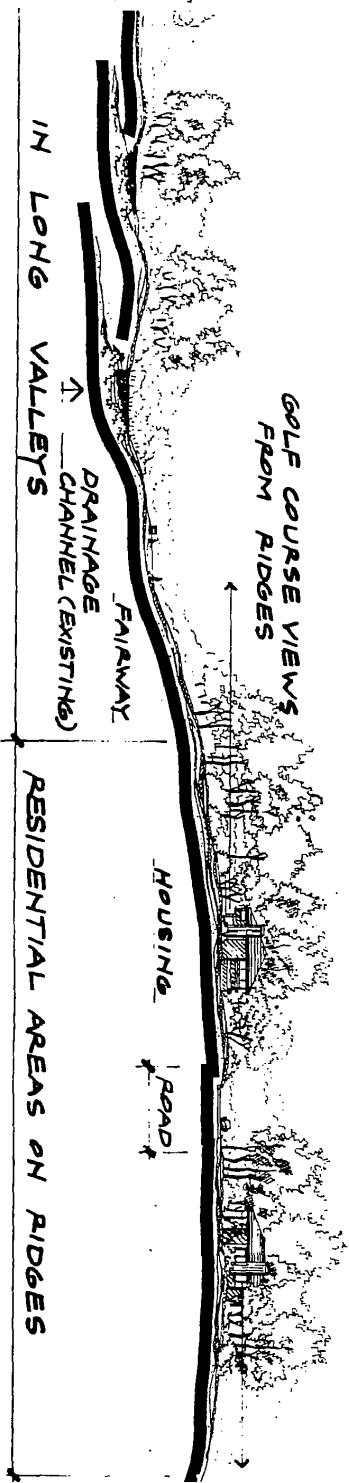
The higher ground on the four ridges and hillsides are primarily used for residential development areas. Where they adjoin the golf course on the central and west portion of the property, there are long views along the fairways. On the eastern portions of the property, there are planned a series of linkages with a park and open space system.

These residential development sites are sized and shaped as discrete parcels, each an enclave intended to have a distinct identity and sense of neighborhood. They will be built out according to a set of design guidelines and development standards to be developed as a future step in the planning for the project.



The residential sites are organized along a primary loop road and its secondary roads and cul de sacs. The highest density land uses are located toward the perimeter of the property adjacent to the surrounding arterial roads; the interior of the property adjacent to the golf will be developed with the lowest density residential land uses. In this way, automobile circulation will be concentrated at the perimeter of the project, reserving the central areas as a core of low density uses and open space where the pedestrian and the golf course dominate.

Centrally located on the high land at the north of the property is the "Town Center" complex. A Golf Club, Tennis and Swim Club and Shopping are combined with a linear park and land available for a school site to provide an active, more urban setting for higher density multi family housing parcels.



Sequence of Development

The Wen-Clay property has been planned to be developed sequentially over a fifteen year period according to the following criteria:

- The first phase, and each successive phase is intended to present an image of a "complete" finished environment;
- The entry to the project will be a realigned and landscaped 180th Street at the outset of Phase I;
- The Golf and Country Club together with eighteen holes of golf is built at the start of the project;
- Off-site utility infrastructure systems are completed at the outset of development;
- The first phase and each successive phase is based on a logical extension of roads and utility systems within the property;
- Infrastructure extensions within phases are planned for land scheduled for sale within 18 months;
- Land for a mix and average of about 110 residential products will be brought to market per year;
- Each phase includes land for a balance of housing products in order to respond to a broad range of market demand year by year;
- The sequences of development minimize disruption by future construction activity and minimize the impact of construction on surrounding properties.

PHASE I

The first phase of the Wen-Clay project, represents a major step in the establishment of a new community on the property. It generally includes land on the eastern half of the property, about 376.5 acres of land.

Offsite

During Phase I, the following offsite improvements will be built:

- An interceptor sewer will be extended approximately 6000 feet from 180th Street and West Center Road to connect with the existing sewer mains in the Boxelder Creek drainage one mile south and east of the property.
- Water mains in both Pacific and West Center will be extended to connect to Metropolitan Utilities District mains in both of these streets at 168th Street.
- A gas main will be extended on West Center Road from 174th Street to 180th Street to serve the project.

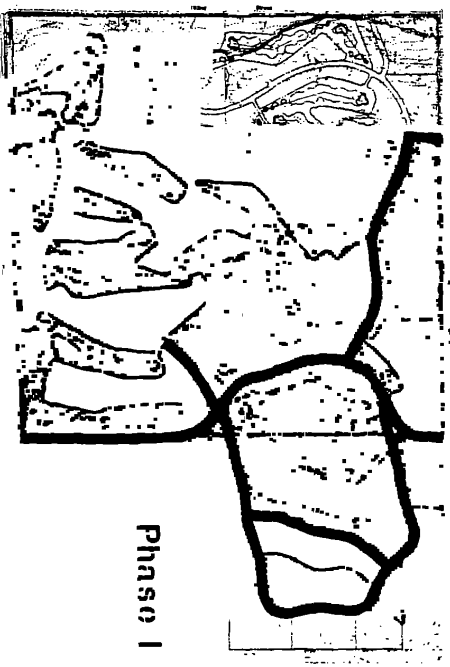
Onsite

Phase I will include:

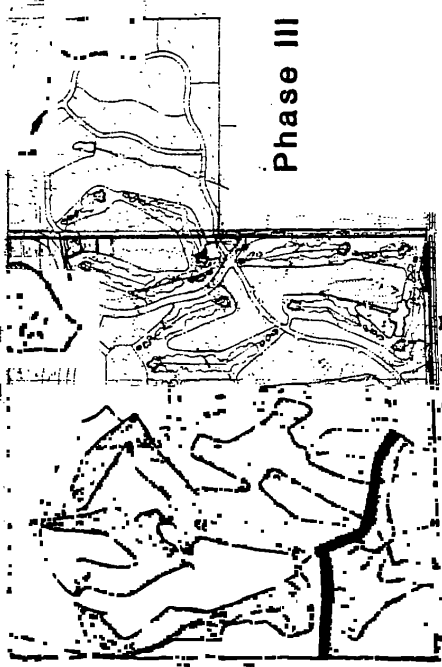
- The onsite construction of the Golf and Country Club and the first 18 hole golf course;

- The commercial land;
- The Tennis and Swim Club;
- A realigned 180th Street together with portions of the Loop Road connecting to both Pacific Street and West Center Road;
- A community park system
- Water, sewer and utility systems to serve the Golf and Country Club and initial residential development areas.

Phase I will include the development of land for approximately 545 residential units and will require approximately three to four years for construction.



Phase I



Phase III

PHASE III

Phase III will begin the development of the approximately 180 acres on the western portion of the site. Included will be:

Offsite

- Right of way improvements to 192nd Street

Onsite

- An additional nine holes of golf in the western portion of the site;
- Extensions of roadways, sewer, water and utility systems to serve a portion of the residential land surrounding the addition to the golf course.

Phase III will include land for 530 residential units and will require approximately three to four years to complete.

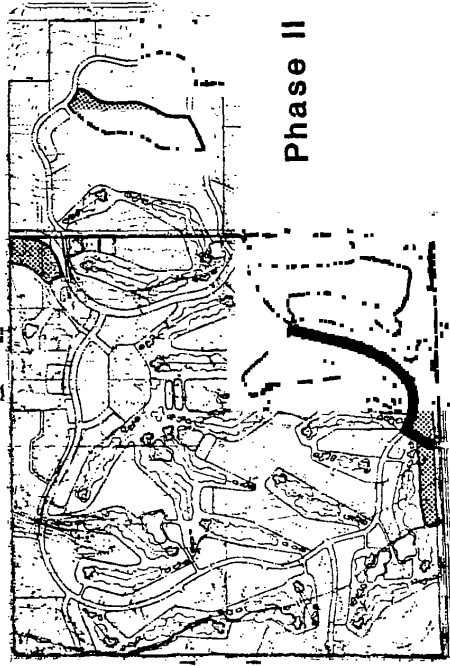
PHASE II

Onsite

Phase II includes about 95.3 acres of the project. During this phase the following would be built:

- Necessary extensions to roadways and onsite utility systems to expand the development of residential land surrounding the first 18 holes of the golf course.

Phase II will include land for 385 residential products and require approximately two to three years to complete.



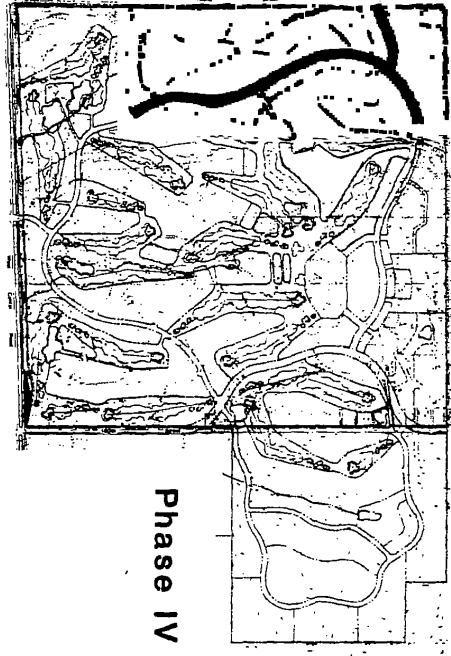
Phase II

BOOK 802 PAGE 235

PHASE IV
Phase IV will complete the development of the community.

Onsite
Necessary extensions of sewer, water, utilities and roadways to complete the project's infrastructure.

The final phase of the Wen-Clay project includes land for approximately 240 residential products and will take two to three years to complete.



Phase IV

Phasing Summary

	PHASE I Ac. Units	PHASE II Ac. Units	PHASE III Ac. Units	PHASE IV Ac. Units	TOTAL Ac. Units
RESIDENTIAL	134.0 545	88.1 385	116.4 530	75.6 240	414.1 1700
COMMERCIAL	10.7	---	---	---	10.7
CLUBS	17.4	---	---	---	17.4
PARKS	10.7	---	---	---	10.7
GOLF	169.7	---	74.5	---	244.2
ROADS	34.0	7.2	9.3	10.4	60.9
TOTAL:	376.5 545	95.3 385	200.2 530	86 240	758+ 1700



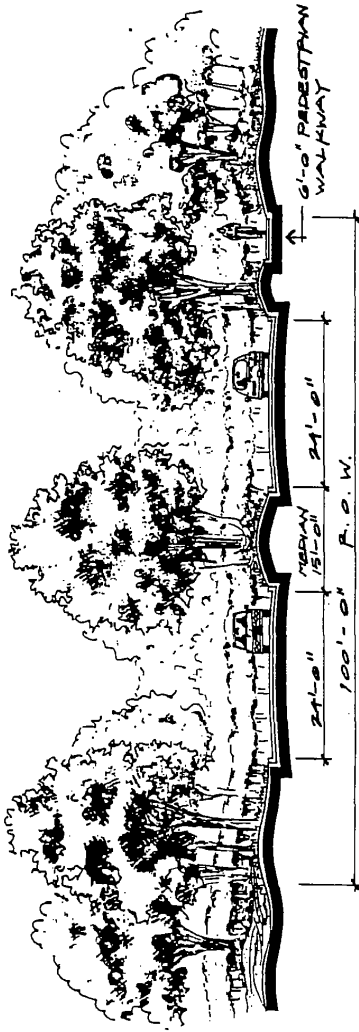
Roads and Circulation

The Wen-Clay property is directly linked with the interstate highway system and the Omaha metropolitan region by Pacific Street and West Center Road, both designated as arterial roads on the Metropolitan Area Planning Agency long range circulation plans.

Current design standards for West Center Road by the state highway department envision a high speed four lane highway divided by a median sixty feet wide, with access and median breaks limited to one-half mile intervals. Plans for the Wen-Clay property accommodate this proposed road standard however the property owners would prefer that the City request the state highway department adopt a road section standard more appropriate to this now-urbanizing area of West Omaha.

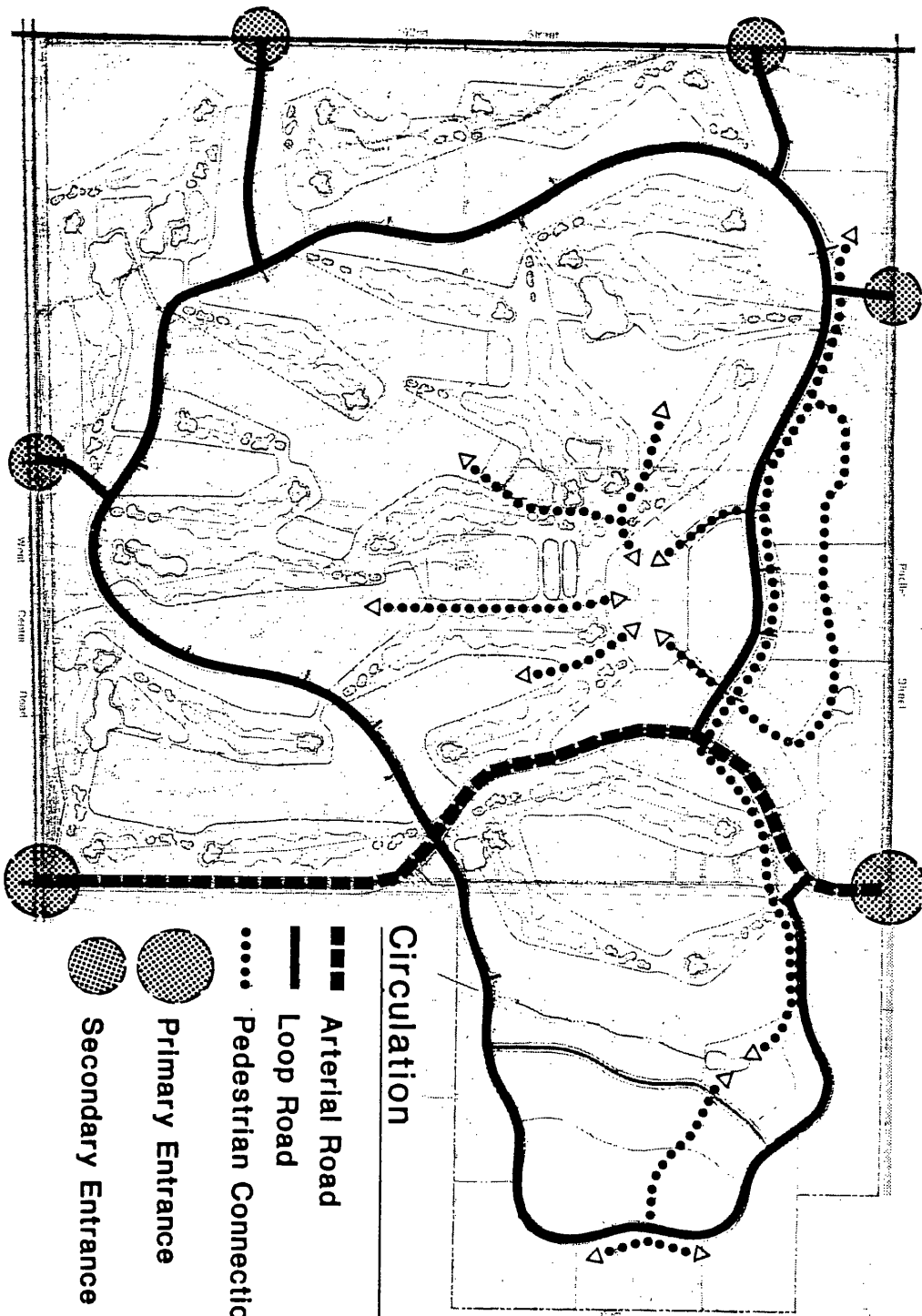
Road Standards

As part of the development of the Wen-Clay property, a new right of way 100 feet wide will be dedicated for 180th Street. In order to provide proper sight line distances, accommodate the golf course routing and minimize the grading required to upgrade this road, the alignment bends west of the section line following a relatively level contour line. Within this 100 foot right of way, a 36 foot road section will be built from West Center Road north to a point of approximately 500 feet south of the intersection with the north loop road. From that point north to the intersection with Pacific Street, the road will be built as two 25 foot roads divided by a 15 foot median.



Median Road at Town Center and 180th Street

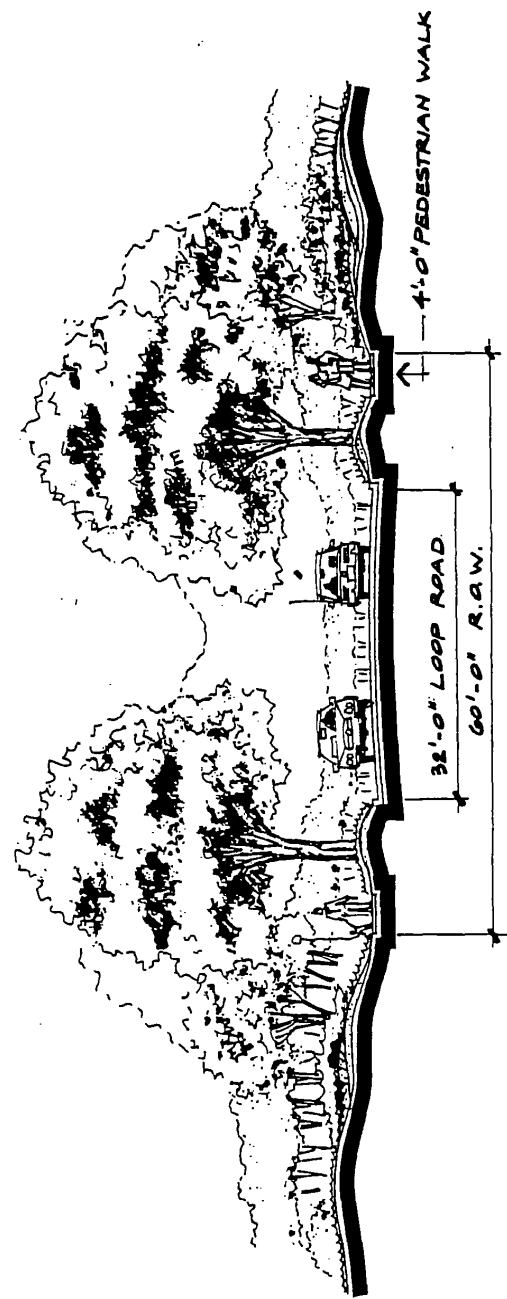
BOOK 802 PAGE 237



Inevitably within golf course communities, residential parcels frequently require long cul de sacs in order to minimize the number of roadway/golf course crossings. Within the project, cul de sacs longer than 1000 feet will be provided with a linkage across the golf course for the use of emergency and maintenance vehicles. These linkages will be incorporated within the design of the golf course and individual subdivisions and will be maintained for all weather access.

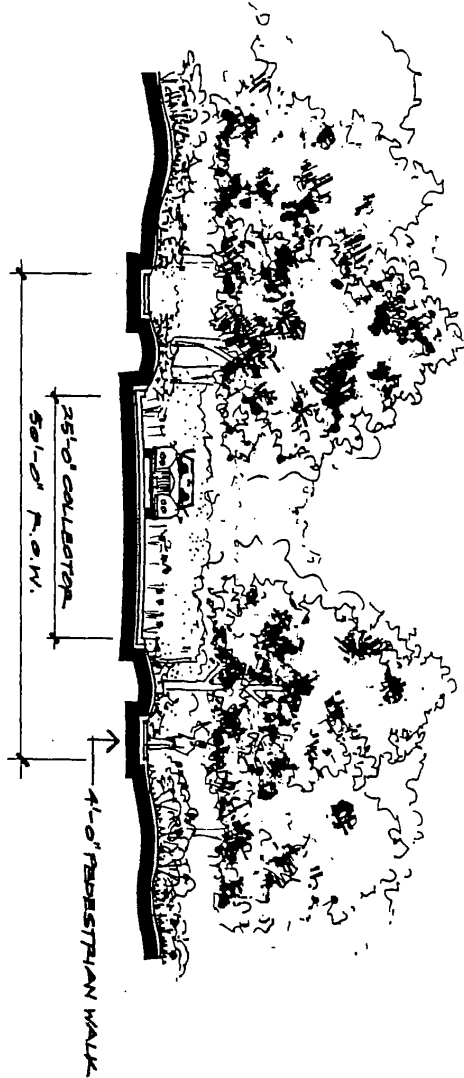
Within the project, a dual loop road east and west of 180th Street links all neighborhood roads and cul de sacs. The loop road is designed as a 60 foot right of way with a 32' pavement cross section. Along the Town Center, the loop road is designed as a 100' right of way with two 25 foot road sections divided by a 15 foot median.

Neighborhood roads and cul de sacs are designed with a 50 foot right of way and a 25 foot road section. All roads within the project have vertical profiles less than a 7% grade.



Primary Loop Road

Neighborhood Collector



The circulation system within the community will be built as an intensively landscaped framework of roads and pedestrian paths and walks. It will become a major part of the visual "townscape" of this project and contribute to the relaxed way of life here. As such, design standards for roadways and intersections will be adapted to promote an informal and parklike setting while guaranteeing safety and ease of maintenance.

Throughout the project, neighborhoods, recreation areas, and the Town Center complex will be linked with each other by a system of inter-connecting pedestrian walkways and bicycle trails. This pedestrian system will cross the golf course and particular development parcels at designated areas. The pedestrian system includes walkways that will be built as part of road right of way improvements. The intent of this system is to provide an alternative to total reliance on the automobile within the community.

Utilities and Services

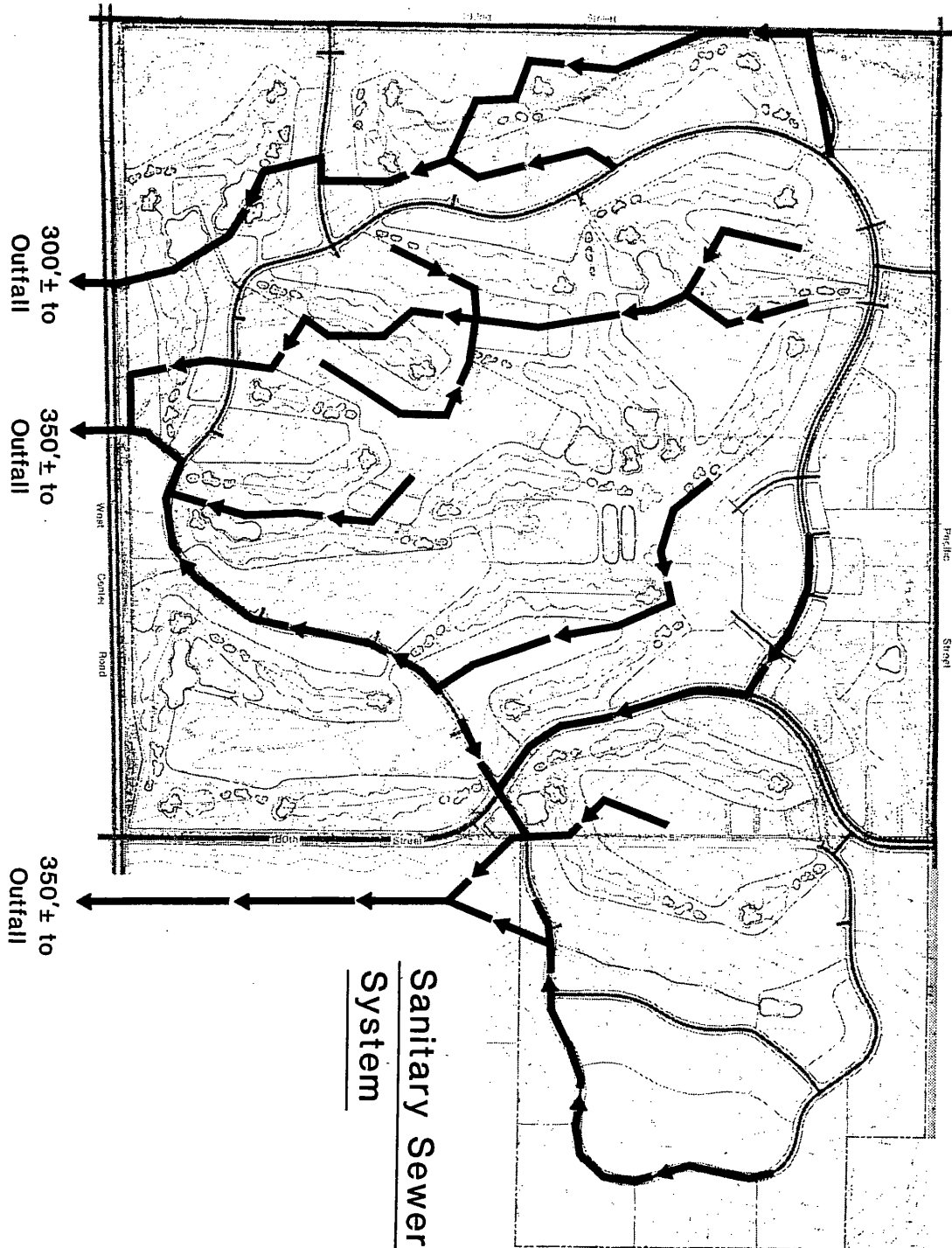
Water. Water mains will be extended to serve the project from 168th and Pacific Streets and West Center Road, approximately one-half mile east of the property. Metropolitan Utilities District's capital improvement program provides for the extension of these mains and will bear the cost of these improvements. Water mains in 180th and 192nd Streets as well as loop systems to serve the project will be built as the project is developed phase-by-phase by a Sanitary and Improvement District.

Sanitary Sewer. A 30 inch interceptor sewer line is located in the Boxelder Creek drainage one mile east and 3/4 mile south of 180th Street and West Center Road. This interceptor sewer will need to be extended approximately 6,000 feet to serve the initial phases of the Wen-Clay project. It is proposed that the City of Omaha will add this sewer to the City interceptor sewer system, and subsequently arrange for payment of related project costs through the Interceptor sewer extension program. Within the project, gravity sewer mains will connect to the Interceptor south of West Center Road. Sewers within the project will be built by a Sanitary and Improvement District.

Gas. Gas service is presently available at 174th Street and West Center Road, the location of a town border station approximately one-half mile from the eastern boundary of the project. Metropolitan Utilities District and Peoples Natural Gas Company have both individually proposed to provide gas service to this project by extending a main on West Center Road to 180th Street. This main line extension would be funded by the utility company providing service.

Electricity. Omaha Public Power District provides service in the project area. District engineers indicate there is adequate capacity to serve initial phases without additional line extensions. An existing substation is located one mile west of the property on Pacific Street. It has the capacity to extend additional lines to the property when needed. These lines would be paid for by the Omaha Public Power District. All power distribution within the property will be underground.

BOOK 802 PAGE 241



Sanitary Sewer System

(1)

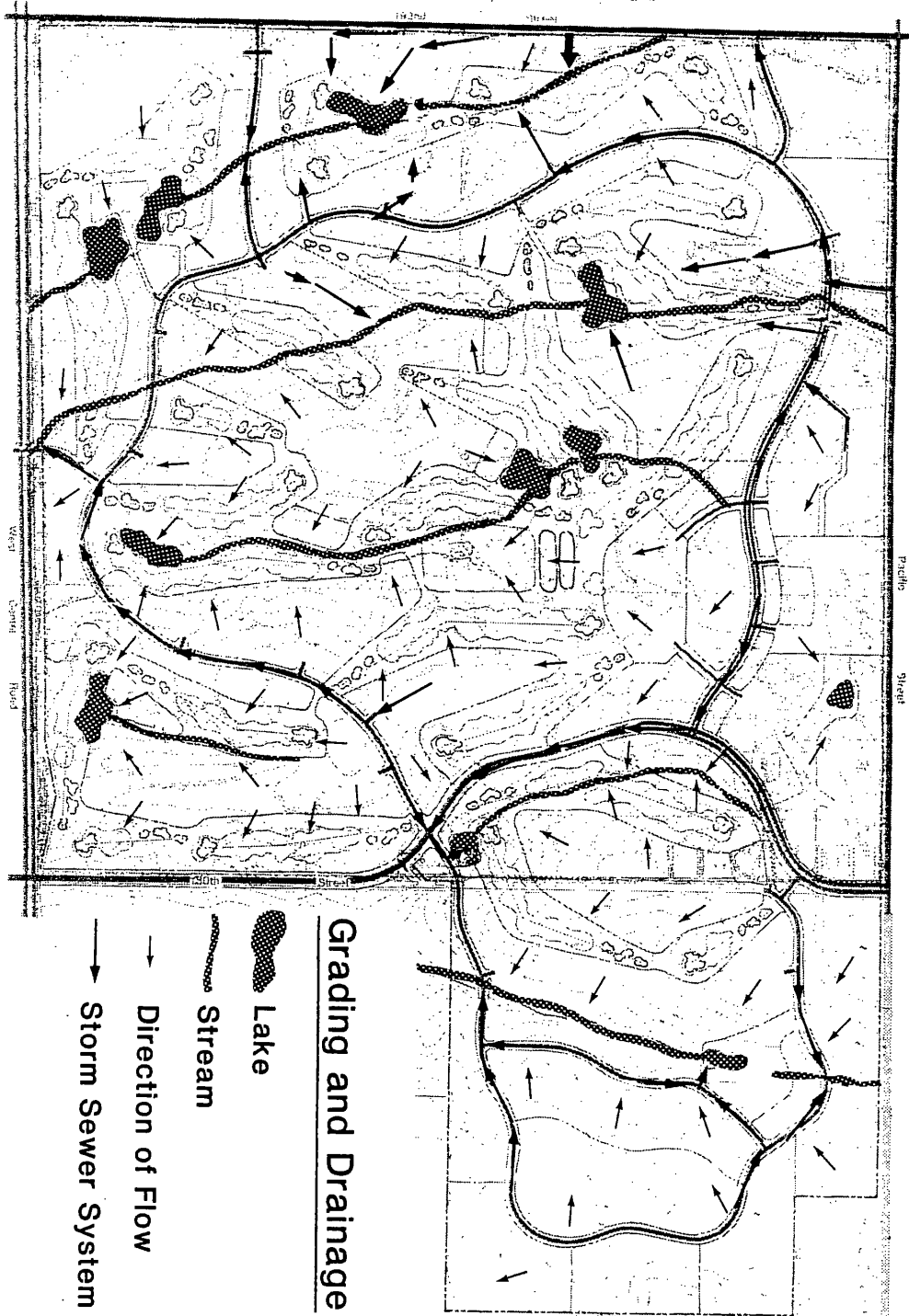


Grading and Drainage

Four distinct north-south ridges divide the property into five valleys which drain to the south and flow to Boxelder Creek. These drainages are intermittent stream channels and in some areas support riparian vegetation.

This topographic pattern has been a principle feature of the land plan and as such, the natural drainage system is heavily relied on for storm runoff. The intent of the project's stormwater management system is to avoid high concentrations of storm runoff in the natural stream channel systems. Runoff from developed areas at the higher elevations is directed into the natural stream channels which align with the fairways of the golf course. Runoff from normal storm events would be held in a system of lakes built as part of the golf course. The lakes will have a capacity calculated to hold the necessary volumes. Overflow from these lakes would be released back into the natural stream channels.

The golf course, roadways, and development sites have been fitted to the natural forms of the land. The master grading plan for the property reinforces the natural landform character allowing a landscape where development sites are unified with the golf course. Modified landforms will preserve all existing stream channels and vegetation providing an effective natural system of drainage and stormwater management.



(1)



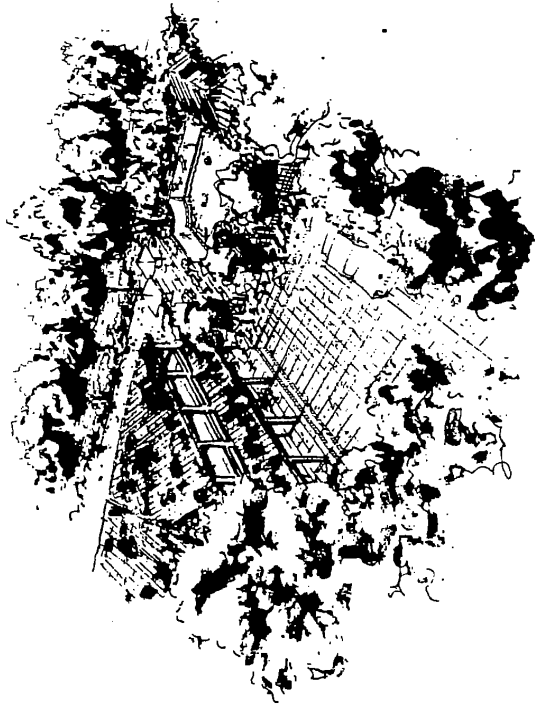
Community Design Elements

Wen-Clay is settling out to build -- with full attention to detail -- one of the highest quality residential communities in the Midwest. The organizing elements of the community, the Town Center, the residential sites, and the landscape and open space system will each be designed to be part of a continuous and distinctive townscape. As part of the joint planning process for the Area Wide Plan, a number of principles for these elements have been defined; upon approval of the plan, Wen-Clay will refine specific plans and design guidelines for each of the community elements and all improvements to be made here.

DESIGN CONTROL

All land with the Wen-Clay project will be subject to covenants and restrictions that control use, architecture and site development through a comprehensive design review process. A detailed volume of design guidelines, based on the design principles for the project, will be prepared to control site development, architecture, landscaping, lighting and graphics for the community.

The design of all improvements within the community will be subject to approval by a Design Review Committee, established in the restrictive covenants that govern the property.



BOOK 802 PAGE 245

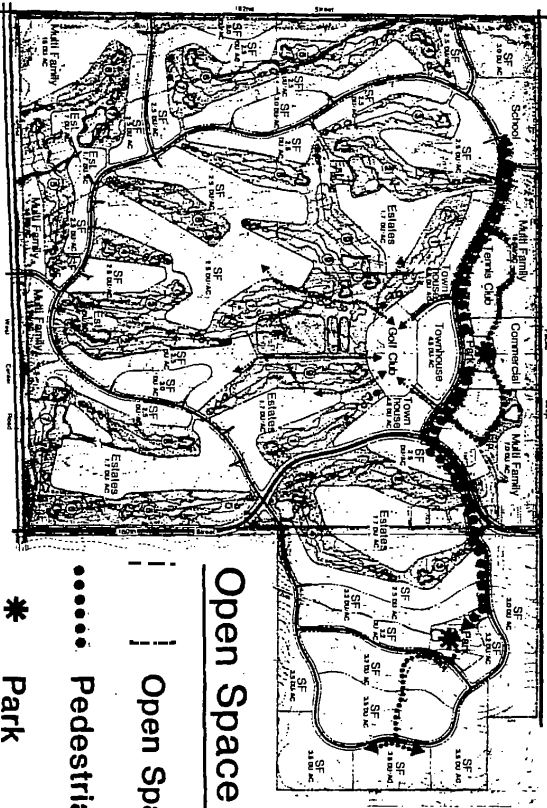
Landscape and Open Space

Nearly 300 acres of the property make up a continuous interconnected landscape and open space framework for the community. The major portion of this system is the golf course. It also includes community parks, parkway roads, pedestrian and bicycle paths, and landscaped buffers between neighborhoods and at the project perimeter.

The design intent of the landscape and open space system is to let the golf course landscape character dominate the scene. This landscape and open space will extend into

development sites, establishing and unifying the character and mood of the community.

- The objectives of the system are to:
- provide "view corridors" for prime residential development sites,
 - protect the natural stream channels and drainage patterns
 - provide opportunities for interconnected walkways to link major recreation and activity areas within the community,
 - provide a distinctive visual "edge" to the community.



Open Space System

- Open Space
- Pedestrian Circulation
- * Park

(1)



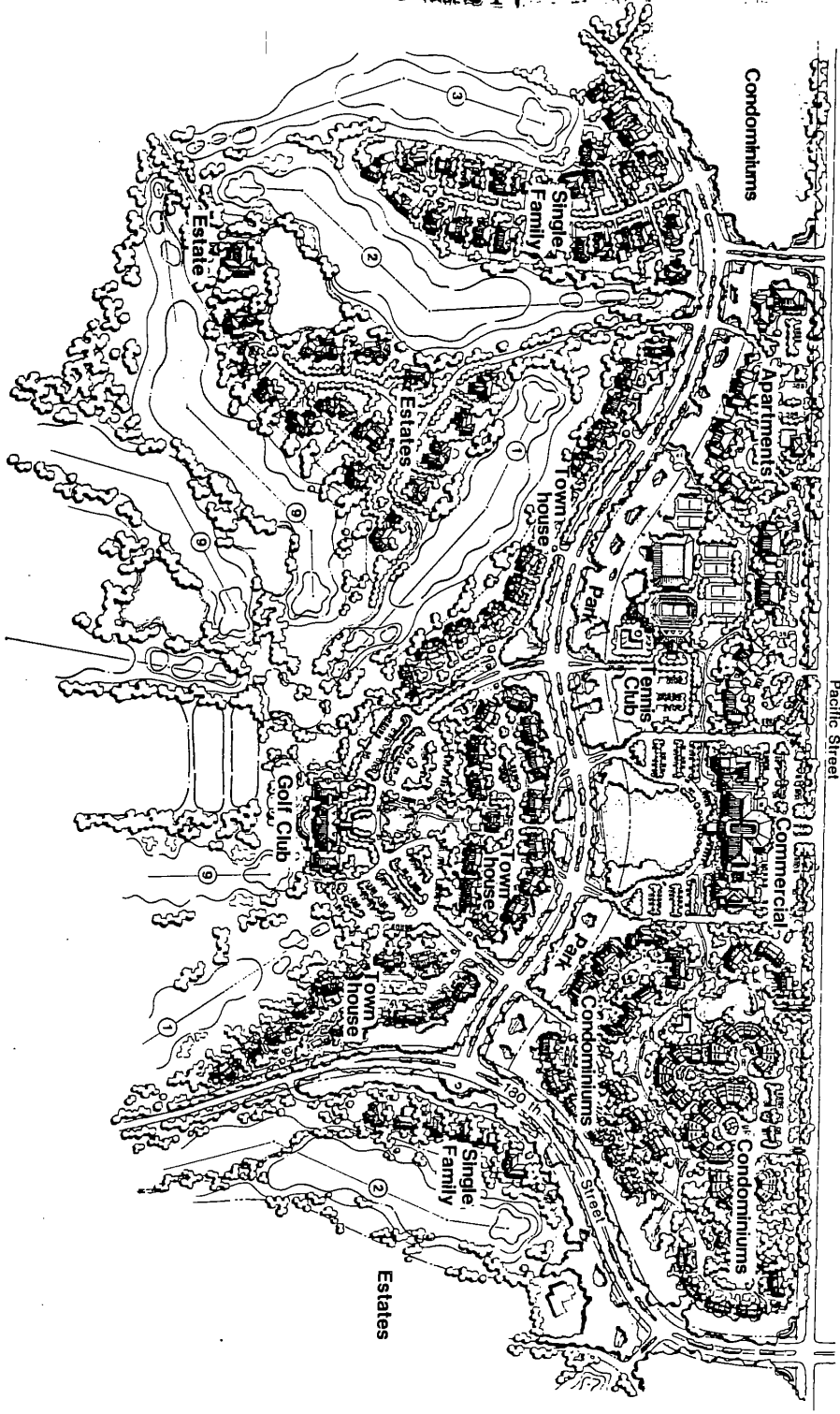
Town Center

The center of activity within the community will be the "Town Center." It will operate like a village in a spacious country club setting.

Positioned at the north end of the property, the Town Center concentrates the major activity areas of the Golf and Country Club, the Tennis and Swim Club, and Community Shopping along a linear park and parkway. Surrounding this interconnected core of community facilities and amenities, are sites for higher density housing planned to overlook golf, tennis and the linear park.

The Town Center is located between Pacific Street and the main loop road within the project, making it easily visible and accessible to surrounding areas as well as to the community. The Town Center is also accessible for all residents of the community by a system of interior walkways which connect with each neighborhood.

Design of specific projects in the Town Center will be according to a unified architectural theme and development standards to be outlined in the community's design guidelines.



The Town Center



Residential Neighborhoods

A total of 414.1 acres for up to 1700 residential units has been planned as sites for residential development according to the following general criteria:

- The sites are able to be developed as discrete entities, each able to have a distinct neighborhood identity.
- All residential parcels are accessible from a loop road system within the project, and are served by a walkway system that connects to the Town Center.
- The sites are designed for a range of housing types appealing to a broad market spectrum: large estate lots, large and moderately sized single family lots, land for townhouses, condominiums and apartments.

For each residential site, site development standards for massing, landscape, grading, building coverage and setbacks will be established. These standards, together with architectural controls, will allow for a variety of distinctive building styles yet promote a unified architecture of the community.





Land Use Allocation

Land Use	Compatible Zoning	Du/AC	Acreage	DUL
Estate	R-2	1.7	67.3	114
Single Family	R-3	2.5	137.2	343
Single Family	R-4	3.0	40.4	121
Single Family	R-4	3.2	30.7	98
Single Family	R-5a	3.5	50.4	176
Townhouse	R-6	4.5	19.5	88
Multi Family	R-6	7.0	33.6	235
Multi Family	R-7	15.0	35.0	525
Commercial	C-1		10.7	
Golf Club	S-2		10.1	
Tennis Club	S-2		7.3	
Golf Course	S-2		244.2	
Parks	S-2		10.7	
Roads			60.9	
TOTAL			758	1700

..... Pedestrian Circulation



Wen-Clay · Omaha

ROBERT LAMB HART · Planners and Architects · San Francisco, CA
 BENZ & POELOT · Golf Course Architects · Saratoga, CA
 ELLIOTT & ASSOCIATES · Civil Engineers · Omaha, NE
 ROBERT CHARLES LESSER & CO. · Market Research · Beverly Hills, CA



BOOK 802 PAGE 250

CORRECTIONS TO WEN-CLAY
OMAHA AREA DEVELOPMENT PLAN TEXT

The following changes are required due to modifications in the plan and public infrastructure concepts subsequent to application submittal.

1. Throughout text, the name "Iron Eye" should be substituted for the name "Wen-Clay."
2. Page 6 - Land Use Allocation Map
The parcel in the northwest section of the plan, labeled "Multi-family 7 DU/AC available for School" should be changed 15 DU/AC; and legend should be changed to show 44.8 acres of multi-family R-7 and 23.8 acres of R-6. The chart and map on Pages 7 and 8 should also reflect these changes.
3. Page 12 - Phase I should be changed to exclude eastern approximately 50 acres, including Lots 28 and 29 and all roads and public improvements within these lots. Phase II, Page 13, should be changed accordingly. Phasing summary on Page 14 should be changed accordingly.
4. Page 15 - The following should be stricken from the last sentence of paragraph 2 ". . . however the property owners would prefer that the City request the state highway department adopt a road section standard more appropriate to this now-urbanizing area of West Omaha."
5. Page 15; Third paragraph under "Road Standards" in 3rd sentence eliminate reference to road section width. Also, change 24 feet notations for "Median Road at Town Center" illustration to 22 feet.
6. Page 17; Change 32 foot notation for "Primary Loop Road" illustration to 34 feet. Also, change in second sentence of first paragraph of text, page 17. Change "25 foot road sections" to "22 foot road sections" in second sentence of first paragraph, page 17.



BOOK 802 PAGE 251

-2-

7. Page 18 - Change title of illustration and reference from "collector" to "local" street.
8. Page 19 - Sanitary Sewer. Modify second and third sentence to "This Interceptor sewer will need to be extended as an outfall sewer. The outfall sewer will be constructed via SID contracts as a general obligation of the District and turned over to the City of Omaha upon its completion.
9. Page 24 - Strike reference to "School" in northwest portion of map and add "Multifamily, 15 DU/Acre." Also, add "private" to park designation on Lot 26 of illustration and in legend.
10. Page 25 - Second paragraph, last sentence; add "private" before "linear park."

