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MIXED USE DEVELOPMENT AGREEMENT

THIS MIXED USE DEVELOPMENT AGREEMENT (hereinafter "Agreement") made pursuant to Article XXII of the Zoning Ordinance of the City of Papillion, made and entered into this 19th day of August, 2008, by and between THE CITY OF PAPIILLION, NEBRASKA, a municipal corporation, (hereinafter "City") and TITAN SPRINGS, L.L.C., a Nebraska limited liability company ("Developer").

WITNESSED:

WHEREAS, Developer is the equitable 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 Ordinance for the development of a mixed use project; and

WHEREAS, City, in the interest of maintaining the public health, safety and welfare, desires to assure that such project is developed substantially in accordance with the provisions of, 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 a project substantially in accordance with this Agreement and desires to have a reasonable amount of flexibility to carry out the development, 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 Titan Springs.

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

I. DEFINITIONS.

For the purposes of this Agreement, the definitions in Article II of the Papillion Zoning Ordinance shall apply. In addition, the following words and phrases shall have the following meanings:

A. "Site Improvement" shall mean any building, parking, landscaping, signage, fencing or other regulated structure.

II. DEVELOPMENT.

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 as adopted by the City, the terms and conditions of this agreement, the Development Plan ("Plan") a/k/a "Site Plan", which is attached as Exhibit "B".

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 sizes, locations, uses or types of the buildings or other site improvements.

C. Developer reserves the right to modify the Development Plan by minor amendment provide that such modifications conform to the provisions of Article XXII of the Papillion Municipal code. All changes relating to waiver or reduction of regulatory standards, Design Criteria or Permitted Uses shall be considered major amendments to be reviewed by the Planning Commission and approved by the City Council. The Planning Director is authorized at his/her sole discretion to approve all other amendments to this Development 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 Article XXII.
3. The amendment does not alter the approved site regulations of the Development Plan or Agreement.
4. Such change has either been approved by the City of Papillion in a separate mixed use agreement or the change is in existence in a mixed use area in the city of Papillion zoning jurisdiction.

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.

III. PERMITTED USES.

Except as otherwise allowed by this Agreement, Titan Springs shall be developed in accordance with the applicable permitted uses set forth on Exhibit "C". Developer agrees to not have more than two (2) high traffic generators in free standing single use buildings consisting of the following uses: convenience store, drive-thru fast food restaurant, and drive-thru bank. The parties acknowledge that Developer may have buildings with two (2) or more tenants or users

that would be excluded from the restriction contained herein (i.e. pharmacy, dry cleaners, restaurants occupying 2,000 square feet or more of an end cap of a multi-tenant building, florist, video, and other such retail uses).

IV. SITE DEVELOPMENT REGULATIONS/BULK OF BUILDING/SPACING

A. 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 site plans within the boundaries of any platted lot.

B. Except as otherwise permitted in this Agreement, the project shall be developed in accordance with the applicable site development regulations of the CC Community Commercial district.

C. So long as the site development regulations are not violated, Developer may reduce or increase the number of lots as shown on the plan by revising lot lines, combining, or dividing lots. The city shall, by administrative subdivision, grant any such revisions, combinations or divisions as necessary to carry out the Plan.

D. The Planning Director is authorized to approve amendments to this Plan as set forth in Section 205-125 of the City of Papillion Zoning Ordinance and as contained in this Agreement.

E. Approval of this Mixed Use Development Agreement shall constitute special use permits for the Site Plan and Use pursuant to Article XXII of the City of Papillion Zoning Ordinance, provided such structures or developments are consistent with this Agreement and exhibits attached hereto. The permits and inspection department shall issue building and development permits consistent with this plan and any amendments thereof.

F. All building sites shall comply with the Architectural and Site Design Guidelines attached hereto as Exhibit "D" and by this reference incorporated herein and the HOD Highway Overlay District, except as otherwise set forth herein.

V. PARKING.

Parking for the plan shall be in accordance with the Plan in Exhibit "B", attached hereto and made a part hereof, but may be altered (location, physical shape or exterior dimension of any parking area shown on the site plan) administratively as long as the parking shall meet or exceed the minimum requirements of the provisions of Article XXXVI of the City of Papillion Zoning Ordinance, Off-Street Parking. The Planning Director may reduce the required amount of parking if the Developer demonstrates uses with different peak traffic generation times will be sharing parking. It is agreed upon by the parties that any private road owned by Developer is included in the definition of parking.

VI. LANDSCAPING AND SCREENING.

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Landscaping/Screening for the project shall be consistent with the Development Plan, Exhibit "B", attached hereto and made a part hereof, but may be altered administratively as long as the landscaping meets or exceeds the minimum requirements of the provisions of Article XXXV of the City of Papillion Zoning Ordinance, Landscaping and Screening for CC districts and the HOD Highway Overlay District, except as otherwise set forth herein. Landscaping at a minimum shall along Highway 370 include a twenty-five foot (25') side perimeter landscaped area planted per the 370 Plan. There exists no specific impervious coverage requirement for any lot within the project: provided, however, the project in its entirety shall not exceed an impervious coverage of eighty percent (80%).

VII. SIGNAGE.

A. The signage shall meet the minimum requirements of Article XXXVII of the City of Papillion Zoning Ordinance, Sign Regulations. All lots have the right to separate signage, which will be installed pursuant to the applicable regulations for the CC-Community Commercial District. Covenants for the subdivision shall contain uniform signage controls.

B. The project may have one (1) tenant oriented center identification monument sign. The location of center identification sign shall be in conformance with community Commercial Zoning requirements and will be located at the corner of 66th & Highway 370 or such other location approved by the Planning Director along Highway 370 and will not exceed twenty feet (20') in height containing a landscape base. The center identification monument sign shall not contribute to the total sign budget set forth below.

C. All other signage will be limited to wall signs, projecting signs, and/or ground monument signs, all defined in the City of Papillion Code. The ground monument signs containing tenant's names shall not exceed six feet (6') in height and shall be consistent with the overall design and materials of the buildings in the project as further set forth in Exhibit "D" and at locations no more than one hundred feet (100') from the building and no more than sixty (60) square feet in area.

D. A sign budget is attached hereto as Exhibit "E". The permitted sign area for each lot is based on the frontage of each lot in relation to the total net street frontage in the development. The total sign budget for the development is 2,166 square feet. 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 structures located or to be located on each lot. No pole signs shall be allowed.

E. Allocated sign budget amounts may be transferred between lots when a signed agreement between the owners of both lots is filed with the Planning Department at the time of sign permit application, specifying the increase or decrease in budget for each lot, but shall not exceed the amount allowed for the Project.

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.

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VIII. BUILDING AESTHETICS.

All buildings and building sites shall comply with the Architectural and Site Design Guidelines attached hereto as Exhibit "D" and by this reference incorporated herein and the HOD Highway Overlay District except as otherwise set forth in this Agreement. Notwithstanding anything to the contrary, all buildings may use up to thirty percent (30%) of the total exterior materials in EFIS or stucco as an accent material or such other similar material. EFIS or Stucco material may not be located on the lower 4' of any building.

IX. MISCELLANEOUS PROVISIONS.

A. The Planning Director or his/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 this Agreement 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".

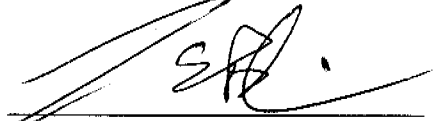
B. Nondiscrimination. Developer shall not, in the performance of this contract, discriminate or permit discrimination in violation of federal or state laws or local ordinances because of race, color, sex, age, political or religious opinions, affiliations, or national origin.

C. Applicable Law. Parties to this contract shall conform 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.

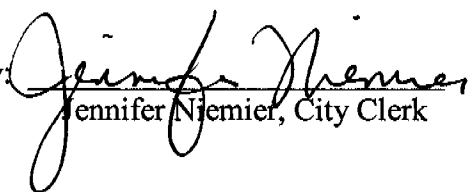
D. Interest to the City. No elected official or any officer or employee of the City of Papillion shall have a financial interest, direct or indirect, in any City of Papillion contract. Any violation of this section with the knowledge of the person or corporation contracting with the City of Papillion shall render the contract voidable by the Mayor or Council.

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

CITY OF PAPHILLION

By: 
James Blinn, Mayor

ATTEST:

By: 
Jennifer Njemier, City Clerk

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DEVELOPER:
Titan Springs, LLC

By: [Signature]
Scott Brown, Manager

STATE OF NEBRASKA)
)ss.
COUNTY OF SARPY)

The attached instrument was acknowledged before me this 23 day of September 2008, by Scott Brown, Manager of Titan Springs, LLC.

Witness my hand and notary seal at Papillion, Nebraska, in said County, the date aforesaid.

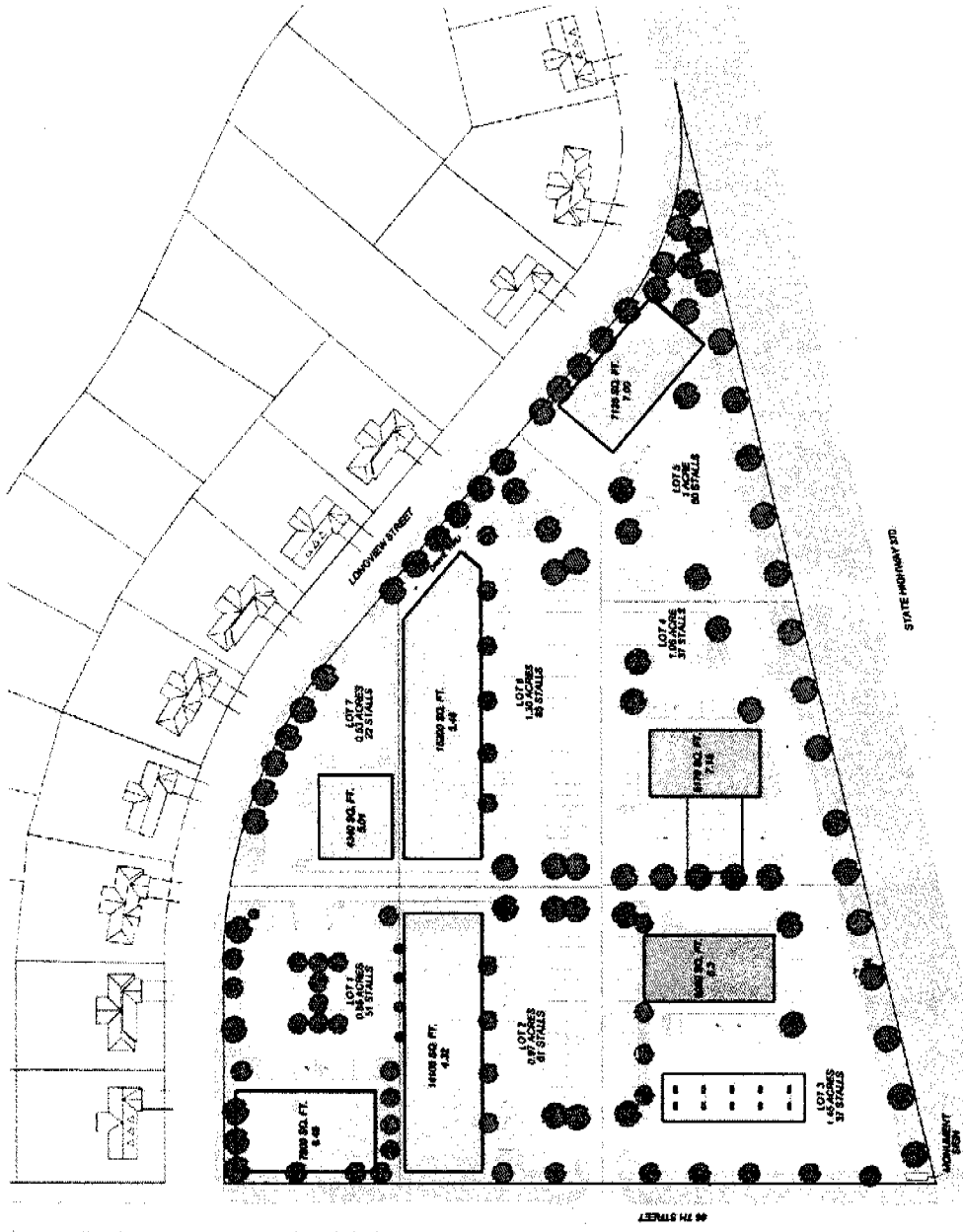


[Signature]
Notary Public

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EXHIBIT "A"

Lot 1, Titan Springs, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska



TOTAL SF: 59,845 SF
 PARKING STALLS: 343
 PARKING RATIO: 5.82 / 1000 SF
 SCALE: 1"=100'

SITE PLAN
TITAN SPRINGS

NOTE: DRAWINGS ARE FOR CONCEPTUAL USE ONLY AND SUBJECT TO MIXED USE AGREEMENT. IN THE EVENT OF A CONFLICT, THE MIXED USE AGREEMENT SHALL SUPERCEDE THESE EXHIBITS.



randy brown Architects

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EXHIBIT "C"

**PERMITTED USES AS DEFINED BY
ARTICLE III OF PAPILLION CODE**

- I. Office Use Types (§205-19)
 - A. General Offices
 - B. Financial Services*
 - C. Medical Offices

- II. Commercial Use Types (§205-20)
 - A. Auto Services (No freestanding carwashes shall be allowed, except in conjunction with a fuel service station)
 - B. Business Support Services
 - C. Business or Trade School
 - D. Cocktail Lounge with the definition to be broadened to include gaming facilities such as keno, pickle cards, bingo, etc. as an ancillary use (such gross revenues from the gaming facilities can not exceed fifty percent (50%) of the total gross revenues).
 - E. Consumer Services
 - F. Food Sales
 - i. Convenient Food Sales*
 - ii. Limited Food Sales
 - iii. General Food Sales
 - G. Funeral Service
 - H. Intentionally omitted
 - I. Kennel
 - J. Laundry Services
 - K. Liquor Sales
 - L. Lodging
 - M. Personal Services
 - N. Pet Services
 - O. Restaurants
 - i. Restaurant (drive-in or fast food)*
 - ii. Restaurant (general) with the definition to be broadened to include gaming facilities such as keno, pickle cards, bingo, etc. as an ancillary use (such gross revenues from the gaming facilities can not exceed fifty percent (50%) of the total gross revenues).
 - P. Retail
 - i. Limited
 - ii. Large
 - Q. Veterinary Services

- III. Civic Use Types (§205-18)
 - A. Administration
 - B. Clubs
 - C. College and university facilities
 - D. Cultural Services
 - E. Day Care (children)
 - F. Emergency Residential
 - G. Group Care Facility
 - H. Group Home
 - I. Guidance Services
 - J. Maintenance
 - K. Park and Recreation
 - L. Postal Facilities
 - M. Public Assembly
 - N. Religious Assembly
 - O. Safety Services
 - P. Skilled Nursing
 - Q. Utilities

- IV. Residential Use Types (§205-17)
 - A. Townhouse
 - B. Duplex
 - C. Multiple Family
 - D. Group Residential

* Additional Requirements apply for these uses. Not more than two of these high traffic generators is permitted as a free standing building. See Section III.

EXHIBIT "D"

**ARCHITECTURAL AND SITE
DESIGN GUIDELINES**

**Titan Springs
Papillion, Nebraska**

Papillion City Hall
122 East 3rd Street
Papillion, Nebraska
August 19, 2008

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1. INTRODUCTION

The City of Papillion, Nebraska desires to create a visually attractive and functional multi-use project within the City of Papillion along Highway 370 and the 66th Street Corridor. All projects along this road will project an image of high quality construction and design commensurate with an importance of this heavily traveled corridor.

The Owners of Titan Springs propose these Development Guidelines as the basis of design and construction of all individual lots within Titan Springs Mixed Use Development Area. These guidelines deal with the design of the site, buildings and structures, plantings, signs and other items that may be visible to the public.

The criteria contained herein are not intended to restrict imagination, innovation, 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 Titan Springs and neighboring developments, preserve taxable values, and promote the public health, safety, and welfare.

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2. DEFINITIONS

Appearance. The outward aspect visible to the public.

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

Appurtenances. The visible, functional objects accessory to and part of buildings.

Architectural concept. The basic aesthetic ideal of a building, or group of buildings or structures, including the site and landscape development that produces the architectural character.

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

Architectural style. The characteristic form and detail, as of buildings of particular historic period.

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

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

City. City of Papillion.

Code. The Municipal Code of the City of Papillion.

Cohesiveness. Unity of composition between design elements of a building or a group of buildings and the landscape development.

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

Conservation. The protection and care that prevent destruction or deterioration of historical or otherwise significant structures, buildings, or natural resources.

Cornice. A horizontal molded projection that crowns or completes a building of wall.

Eclectic. Choosing what appears to be the best from diverse sources, systems, or styles.

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 include the kind, color, and texture of the material of such portion, and the types of roof, windows, doors, lights, attached or ground signs, or fixtures appurtenant to such portions as will be open to the public view from any street, place, or way.

Graphic element. A letter, illustration, symbol, figure, insignia, or other devices employed to express and illustrate a message or part thereof.

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

Light cut-off angle. An angle from vertical, extending downward from a luminaire, which defines the maximum range of incident illumination outward at the ground plane.

Logic of design. Accepted principles and criteria of validity in the solution of the problem of design.

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

Miscellaneous structures. Structures, other than buildings, visible from public ways, Examples are: memorials, stagings, antennas, water tanks and towers, sheds, shelters, fences and walls, kennels, transformers, drive-up facilities.

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

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

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

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

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

Site break. A structural or landscape devise to interrupt long vistas and create visual interest in a site development.

Street hardware. Man-made objects other than buildings that are part of the streetscape. Examples are: lamp posts, utility poles, traffic signs, benches, litter containers, planting containers, letter boxes, fire hydrants.

Streetscape. The scene as may be observed along a public street or way composed of natural or man-made components, including buildings, paving, planting, street hardware, and miscellaneous structures.

Structure. Anything constructed or erected, the use of which requires permanent or temporary location on or in the ground.

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Utilitarian structure. A structure or enclosure relating to mechanical or electrical services to a building or development.

Utility hardware. Devices such as poles, crossarms, transformers and vaults, gas pressure regulating assemblies, hydrants, and buffalo boxes that are used for water, gas, oil and communications into a building or development.

Utility service. Any device, including wire, pipe, or conduit, which carries gas, water, electricity, oil and communications into a building or development.

3. TITAN SPRINGS MIXED USE AREA VISION

It is anticipated that this development will be built out with any one or more of the following project types:

- Commercial Buildings
- Office Buildings
- Civic Buildings
- Residential Buildings

As a Mixed-Use Project to the surrounding Neighborhood, it is important for Titan Springs to pull the diverse project types listed above together into a development that has a sense of place and visual continuity created by common:

- Style
- Site Elements
- Building Materials
- Color Palettes

Each of the unifying elements listed above are discussed in more detail within their respective sections of this document.

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4. SITE ELEMENTS

I. SITE REQUIREMENTS

A. Public Sidewalks

1. All streets shall be provided with a minimum 4' wide concrete walk per City of Papillion standards. Public streets shall have a 4' wide walk on each side. All buildings within Titan Springs must have pedestrian walkways and public walks connected to the perimeter.

B. Interior Green Space

1. Parking lots shall provide required buffers and landscaping per City of Papillion requirements. A minimum of six percent (6%) of the total parking area shall be pervious and planted with a combination of trees, shrubs and perennials.
2. A five foot (5') wide landscape buffer shall be provided along all interior lot lines, except for areas of shared parking, driveway connections or shared private drive.

C. Plant Materials

1. Plant materials shall meet City of Papillion size and species standards.

D. Site Lighting

1. All site lightings, parking lot lighting shall be as manufactured by KIM-Era RA Series-RA-17 appendix B. Other manufactures of equal or greater quality may be approved. All fixtures shall have sharp cut off angles with flat lens recessed lighting.
2. All canopy lighting shall be recessed.
3. Parking lot lighting shall be reduced to a minimum no later than one (1) hour after the last business closes under normal or extended business hours.
4. Headlight screening of not less than three feet in height shall be installed at any location where parking stalls face a public right-of way. Parking stalls located three (3) feet or more below or eight (8) feet above the grade of the adjacent public right-of-way are exempt from the headlight screening requirement. Headlight screening may consist of earthen berms, evergreen shrubs, opaque walls or fencing, or other material approved by the Planning Director.

E. Roof Top Mechanical Screens. All roof top mechanical units shall be substantially screened so that not less than 90% of the vertical plane from the base to the top of the mechanical equipment is screened from view from public rights-of-way through the use of permanent architectural screens that are integrated with overall design of the building.

1. The screens shall be constructed from the following:
 - a. Building materials listed for the building's project type
 - b. Pitched roof or parapet elements

F. Ground Level Mechanical Screens. All ground level mechanical units shall be screened so that not less than 90% of the vertical plane from the adjacent ground elevation to the top of the mechanical equipment is screened from view from public rights-of-way

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through the use of architectural screens that are integrated with overall design of the building.

1. The screens shall be constructed from the following:
 - a. Building materials listed for the building's project type
 - b. Architectural screens that are integrated with the overall design of the building
 - c. Approved landscape materials and berming

G. Refuse Screening. All trash or refuse receptacles shall be screened from view from public rights-of-way through the use of architectural screens that are integrated with overall design of the building.

1. The screens shall be constructed from the following:
 - a. Building materials listed for the building's project type
 - b. Trash enclosures shall have steel frame gates with decorative steel or wood facing.
2. All refuse doors shall face and open away from any adjacent public right-of-way.

H. Dock Screening. All loading docks shall be substantially screened from the view of the public rights-of-way of Highway 370, 66th Street and Longview Street through the use of one of the following:

1. Architectural screens that are integrated with the overall design of the building constructed from building materials listed for the building's project type.
2. Landscape screen of a density to screen 80% of the dock area from view within 3 years of planting. Views shall be 80% screened all 12 months of the year.

I. Building Massing and Materials. The Developer will promote a cohesive building style with consistent architectural design, including building materials and colors carried throughout the project on all buildings. Canopy materials and colors for a convenience store, bank or restaurant shall be consistent with the primary building. Canopy colors shall be neutral and consistent with the color palette. The base of any supporting poles shall have a minimum of a three foot (3') tall brick base or other secondary material approved by the Planning Director. The canopy roof shall be either pitched or have horizontal decorative trim at both the top and bottom.

J. Outdoor Storage. Permanent outdoor storage is not permitted. Temporary outdoor storage is permitted so long as it is confined within an enclosed lockable area constructed of building materials that consistent with the primary building. Temporary outdoor storage is defined as forty five (45) days or less for outdoor events such as holiday related sales (Christmas tree, fireworks, pumpkins, etc.), exhibits, or shows.

K. Outdoor Intercom. No outdoor intercom or paging systems are allowed within the Titan Springs development with the exception that one on one communication systems are allowed for permitted fast food restaurants and Muzak type sound systems.

L. Site Furnishings. Not less than one bench, one trash can, and one bicycle rack shall be located within the project for each free standing building. In line buildings with common walls shall have not less than one bench, one trash can, and one bicycle rack for every 300 feet of building frontage along a public street or drive lane. Site Furnishings shall be located as near as

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reasonably possible to the main entrance of the building, subject to the approval of the Planning Director.

M. Fence Materials. Fence materials shall be consistent throughout the development. Chain link fence is not permitted anywhere within the Project.

N. Building Materials

1. All Retail, Commercial & Office Buildings

- a. Building facades visible from the public right of ways shall be composed of the following percentages of building materials cumulated over all visible facades. 10% or less of any building facade may incorporate a complementary color or building material that is not listed above or within the color palettes found in Appendix "A."
- b. E.I.F.S. or similar material shall not be used at the bottom four feet of any exterior building facade, measured from the base of the facade. Planning Director may approve minor adjustments to this requirement for portions of a facade that is not adjacent to a vehicular drive or pedestrian walkway, does not contain an entrance, and where the percentage of accent materials (masonry & clear or tinted glass) on the facade exceeds the minimum amount required.
- c. E.I.F.S. or similar material is not permitted as part of the percentage requirement for masonry & clear or tinted glass defined below for public facing facades.
- d. Building materials - minimum 50% masonry & clear or tinted glass with natural or complimentary color tone aluminum mullions on all public facing facades.

5. COLOR PALETTES

In order to encourage a proper balance of vitality and cohesiveness within the Titan Springs development, color ranges have been developed and are illustrated in Appendix "A". The inspiration for these color ranges is native Nebraska landscape colors. Ten percent (10%) of any facade may have an accent color that is not within this color palette but coordinates with the color of the buildings.

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6. SIGNAGE

All signage along Highway 370 and 66th Street shall comply with the regulations of The City.

Signage requirements specific to the Titan Springs Mixed Use Development are as follows:

- All building signs shall be individual can letters. Color of letters is up to the Building Owner or Tenant.
- A Sign Budget is attached as Exhibit "E" in the Mixed Use Development Agreement.
- Monument signs, instead of pole signs, shall be used for all lots in development.
- Blade signs and façade signs shall be allowed as long as such signs affix to the building where the bottom of the sign is at least 8-0' above the sidewalk.
- Sign Plan and sample elevation for the ground monument signs and ground monument multi-tenant signage are shown on Appendix "B" of this Mixed Use Development Agreement.

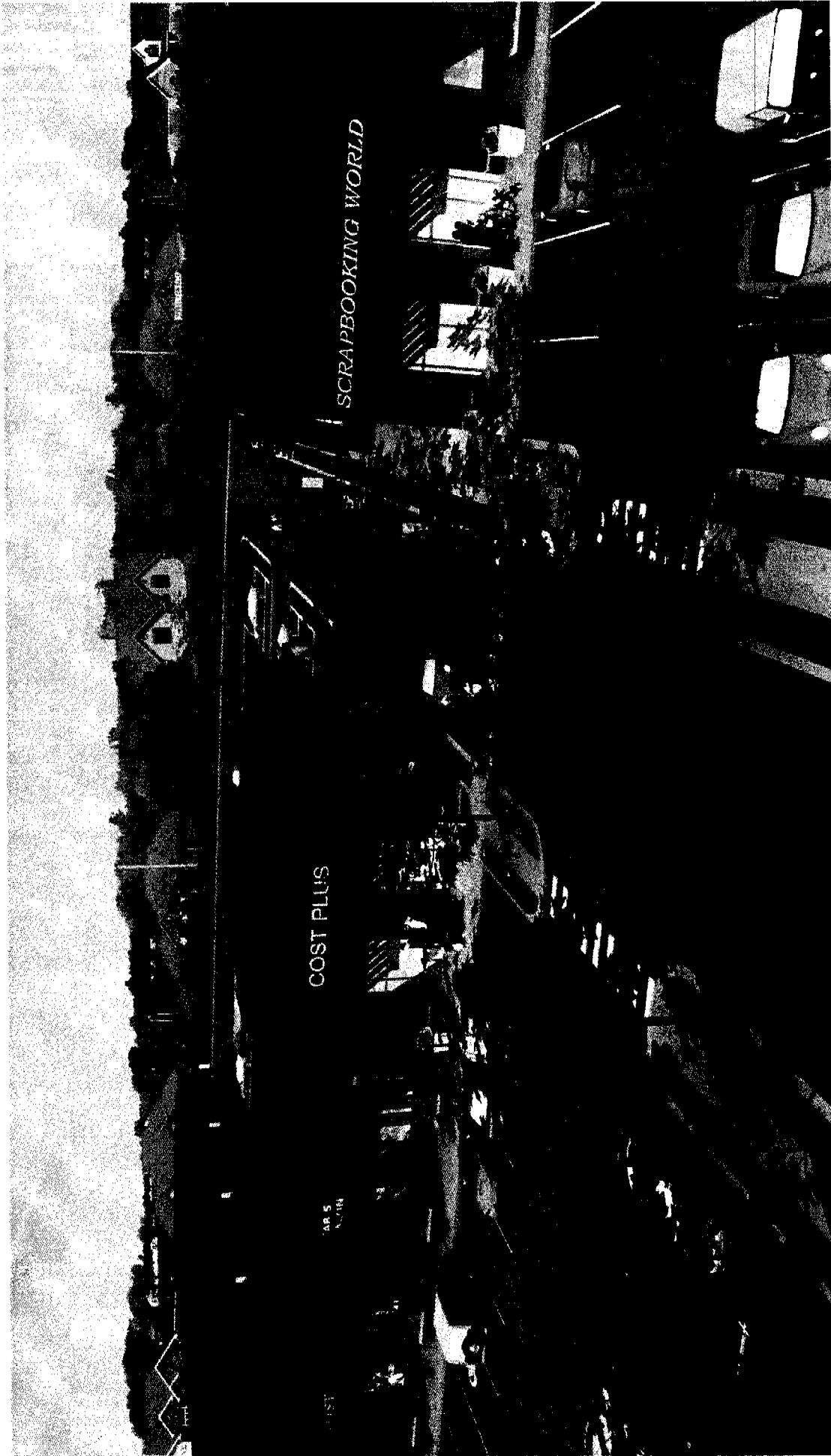
General Signage requirements – Project and retail signage are paramount in developing the overall design quality and character of the project. Following are guidelines that will be followed to ensure a cohesive style and pedestrian friendly:

- No exterior sign or sign panel will be permitted to extend above any roof line.
- Manufacturers' labels, underwriters' labels, clips, brackets, or any other form of extraneous advertising attachment or lighting devices shall be fully concealed from public view.
- No exposed lamps or tubing will be permitted.
- No exposed raceways unless painted to blend into the surface, crossovers or conduits will be permitted.
- All signage returns shall be semi-gloss black enamel finish or blend with adjacent building color.
- All cabinets, conductors, transformers and other equipment shall be concealed from public areas; visible fasteners will not be permitted.
- All metal letters shall be fabricated using full-welded construction, with all welds ground smooth so as not to be visible.
- Acrycap or trim cap retainers used at the perimeter of sign letter faces shall match in color and finish the face or the sides of the sign.

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- 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 and painted, and concealed.
 - Except as provided herein, no advertising placards, flags, balloons, banners, pennants, names, insignia, trademarks, or other descriptive materials shall be affixed or maintained upon the glass panes and supports of the storefront windows and doors, within 4' of the storefront without prior written approval of the Planning Director. Painted, flashing, animated, audible, revolving, or other such signs that create animation are not permitted.
 - Any Plexiglas sign faces shall not be clear.
 - Sign illumination shall be internal and self contained.
 - All electric signs and installation methods must meet UL standards and contain a UL label.
 - At no time will hand-lettered, non-professional signs, or newspaper advertisements be displayed on the storefronts or within the Design Control Area.
 - Temporary signs shall be allowed for a period no longer than thirty (30) consecutive days upon the completion of construction of the buildings for promotional, now open or sale events, in the common area of the shopping center and shall not be affixed to any exterior walls of the buildings. Vinyl banners or 4' x 8' boarded signs will be allowed as temporary signs as long as such signs are affixed in the ground.

The following types of signs shall not be permitted on any buildings:

- Signs such as die cut vinyl, gold or silver leaf, or paint.
- Formed plastic or injection molded plastic signs.
- Cloth, paper, cardboard and similar stickers or decals around or on surfaces on the storefront without prior written approval.
- "Sale" signs, "Special Announcements" sign or other advertisement of any kind on the exterior.
- Excluding signs on the interior of any buildings, exposed neon signs are not permitted but may be reviewed on a limited per tenant basis.
- Animated, moving, rotating or flashing.
- Noise making.



RETAIL CENTER AERIAL VIEW

randy brown ARCHITECTS

NOTE: DRAWINGS ARE FOR CONCEPTUAL USE ONLY AND SUBJECT TO MIXED USE AGREEMENT. IN THE EVENT OF A CONFLICT, THE MIXED USE AGREEMENT SHALL SUPERSEDE THESE EXHIBITS.

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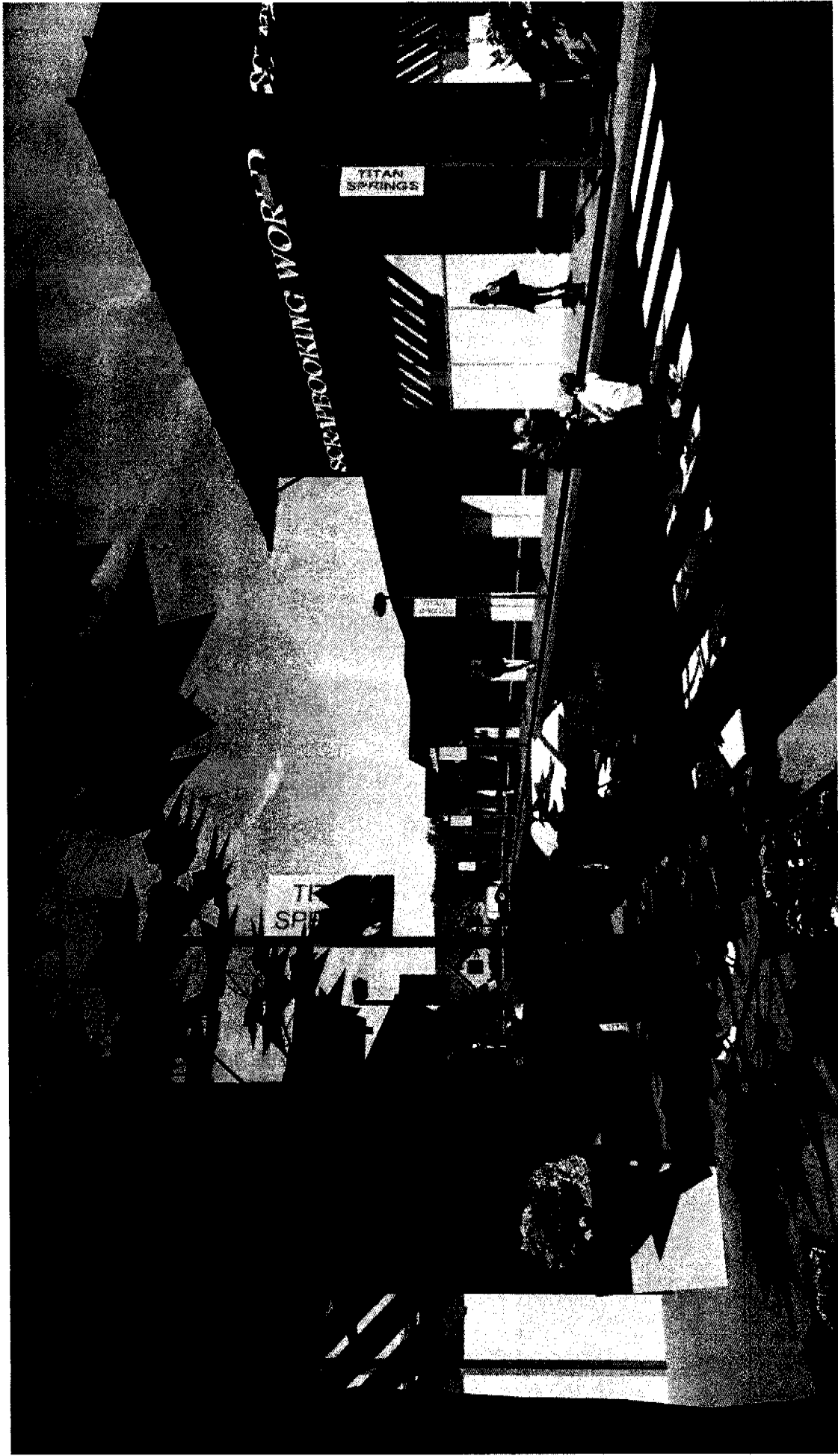


**RETAIL CENTER
VIEW FROM WEST**

randy brown ARCHITECTS

NOTE: DRAWINGS ARE FOR CONCEPTUAL USE ONLY AND SUBJECT TO MIXED USE AGREEMENT. IN THE EVENT OF A CONFLICT, THE MIXED USE AGREEMENT SHALL SUPERCEDE THESE EXHIBITS.

W



RETAIL CENTER STREETSCAPE

randy brown ARCHITECTS

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X

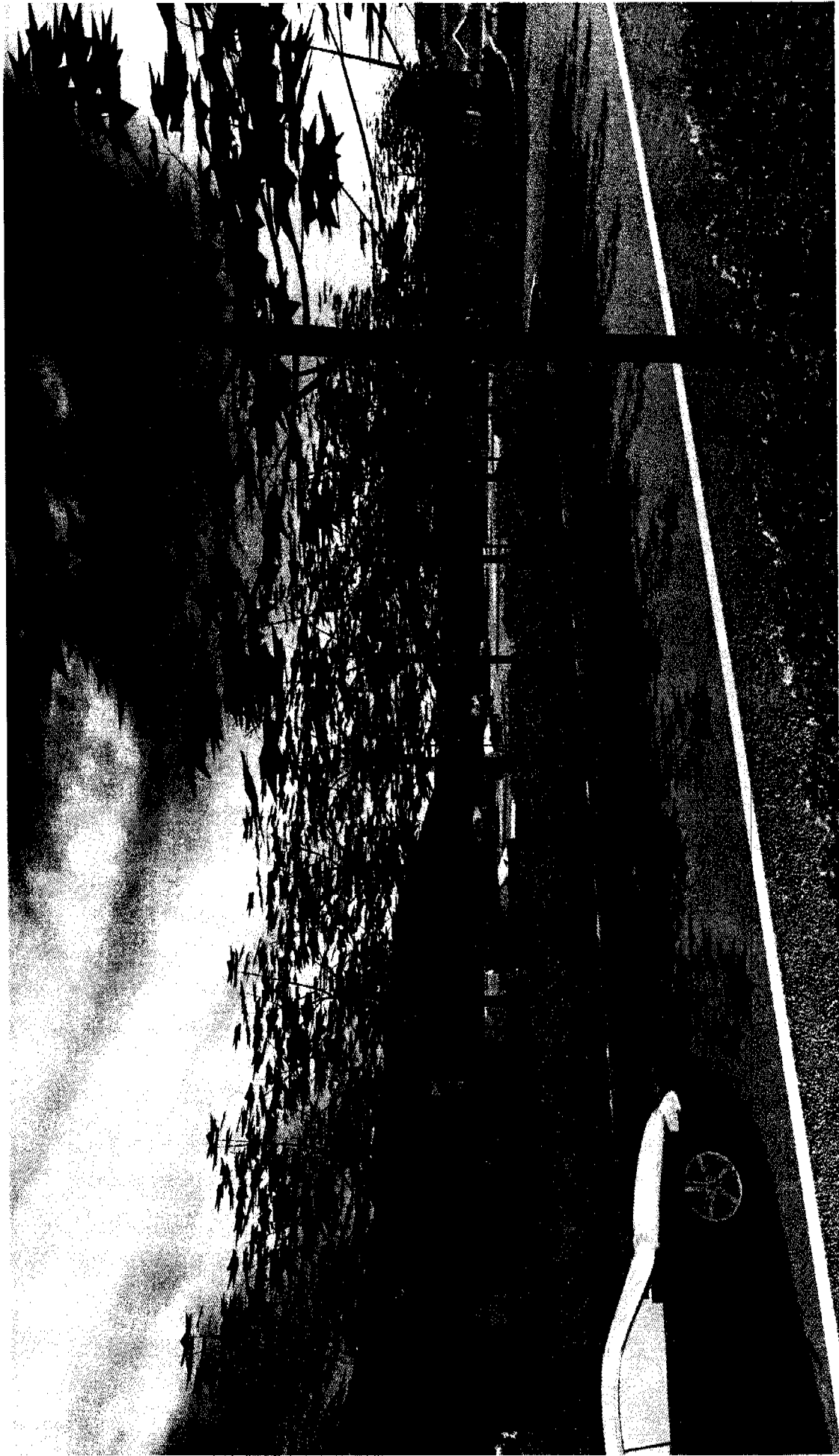


**RETAIL CENTER
VIEW FROM NEIGHBORHOOD WITHOUT LANDSCAPED BUFFER**

NOTE: DRAWINGS ARE FOR CONCEPTUAL USE ONLY AND SUBJECT TO MIXED USE AGREEMENT. IN THE EVENT OF A CONFLICT, THE MIXED USE AGREEMENT SHALL SUPERCEDE THESE EXHIBITS.

randy brown ARCHITECTS

Y

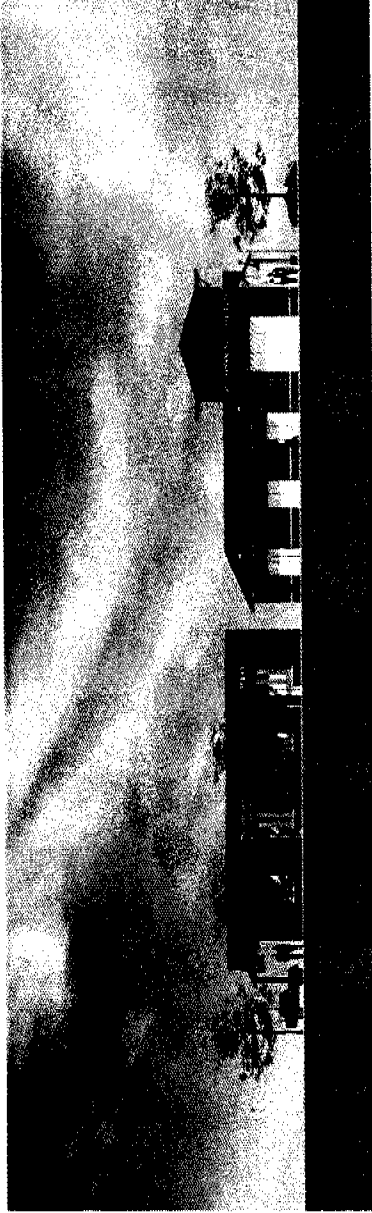


**RETAIL CENTER
VIEW FROM NEIGHBORHOOD WITH LANDSCAPED BUFFER**

randy brown ARCHITECTS

NOTE: DRAWINGS ARE FOR CONCEPTUAL USE ONLY AND SUBJECT TO MIXED USE AGREEMENT. IN THE EVENT OF A CONFLICT, THE MIXED USE AGREEMENT SHALL SUPERCEDE THESE EXHIBITS.

2



EAST ELEVATION



WEST ELEVATION

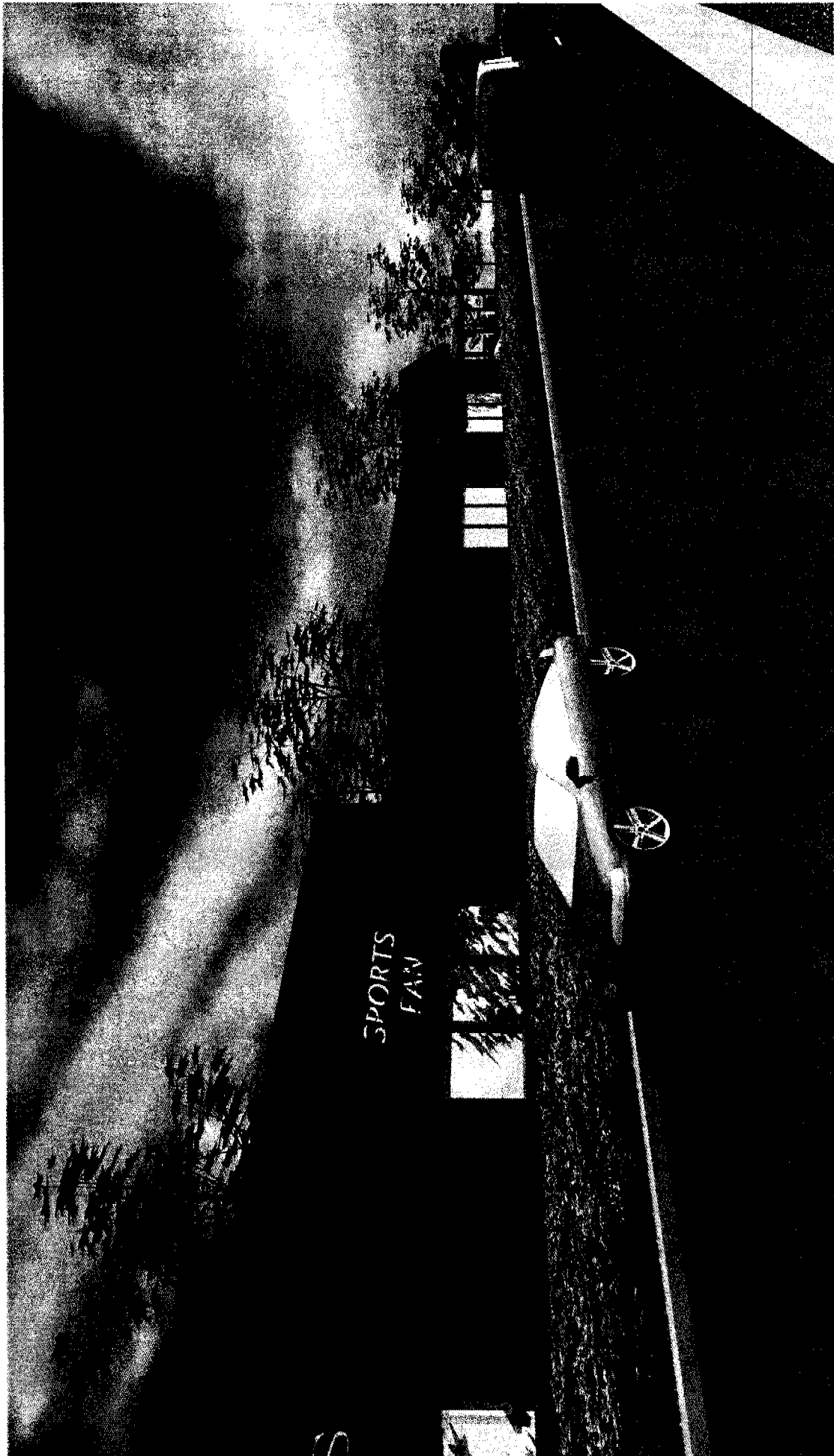


**VIEW FROM MAIN STREET OF NORTH RETAIL BUILDINGS
TITAN SPRINGS**

NOTE: DRAWINGS ARE FOR CONCEPTUAL USE ONLY AND SUBJECT TO MIXED USE AGREEMENT. IN THE EVENT OF A CONFLICT, THE MIXED USE AGREEMENT SHALL SUPERCEDE THESE EXHIBITS.

randy brown ARCHITECTS

Aa



**RETAIL CENTER
VIEW FROM 66TH STREET**

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randy brown architects

Ab



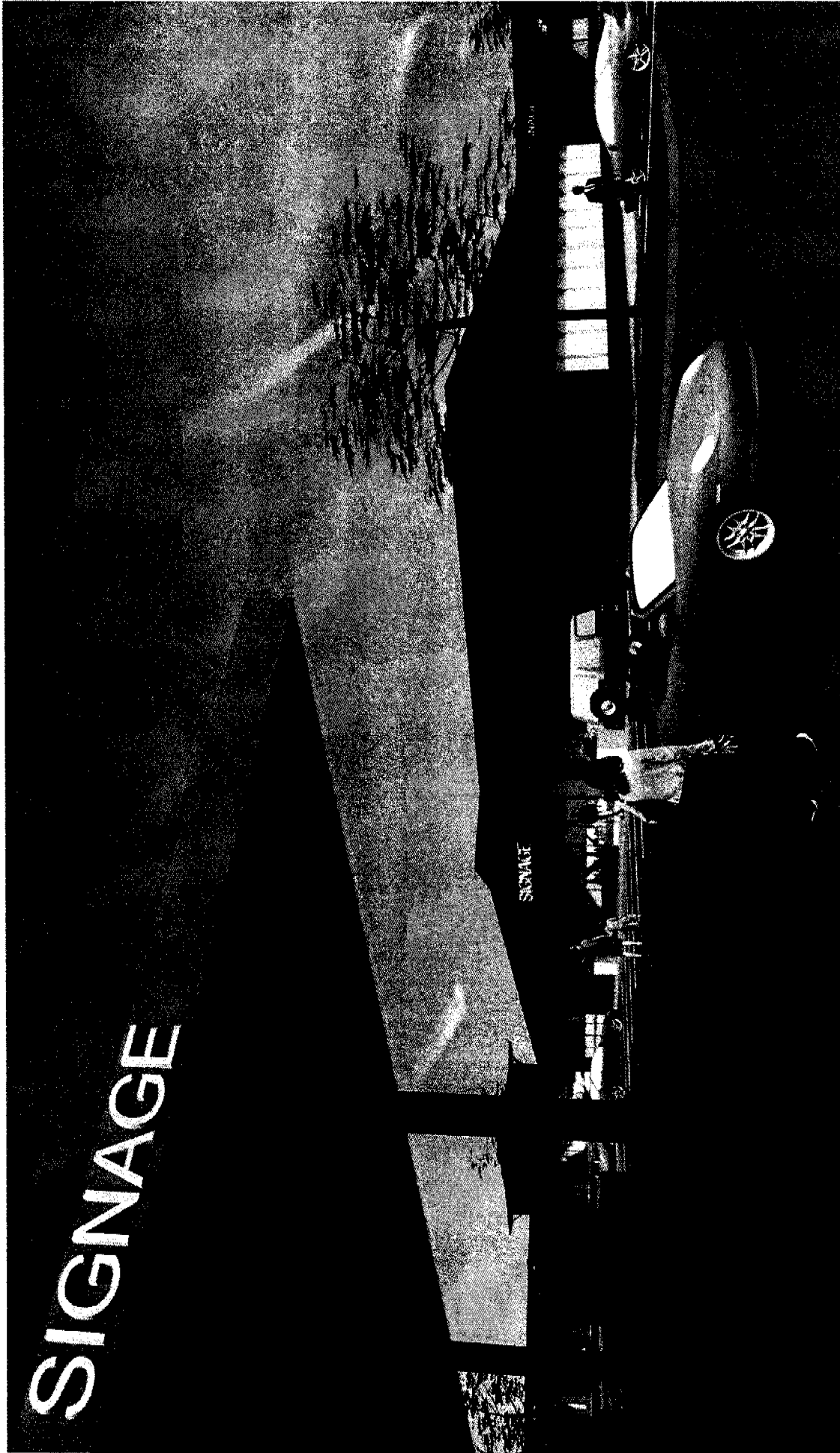
RETAIL CENTER
VIEW FROM 66TH STREET

NOTE: DRAWINGS ARE FOR CONCEPTUAL USE ONLY AND SUBJECT TO MIXED USE AGREEMENT. IN THE EVENT OF A CONFLICT, THE MIXED USE AGREEMENT SHALL SUPERCEDE THESE EXHIBITS.

randy brown architects

Ac

SIGNAGE

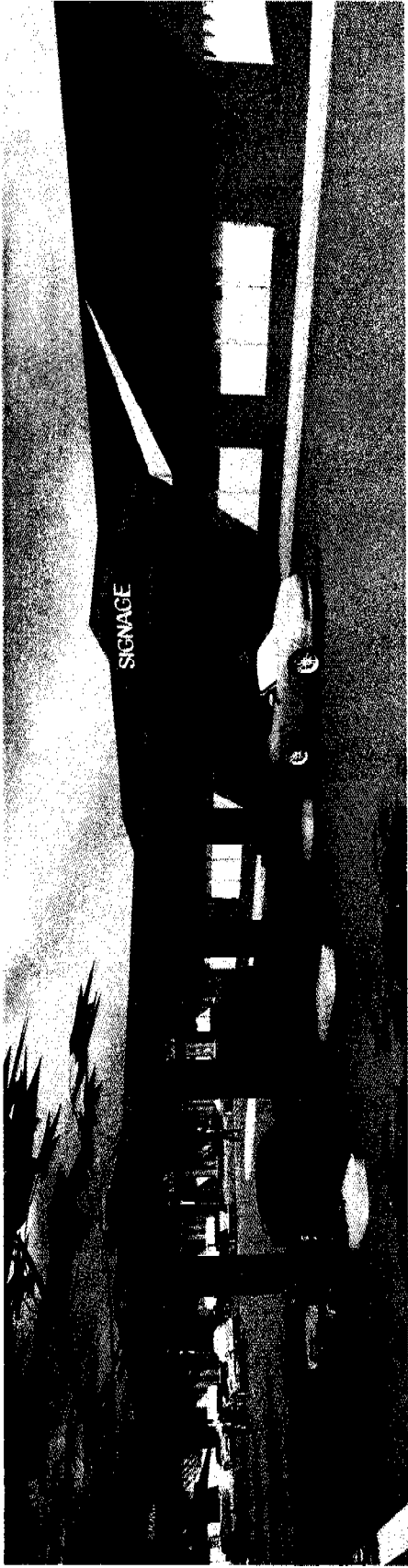


C-STORE
CANOPY + ENTRY TOWER

NOTE: DRAWINGS ARE FOR CONCEPTUAL USE ONLY AND SUBJECT TO MIXED USE AGREEMENT. IN THE EVENT OF A CONFLICT, THE MIXED USE AGREEMENT SHALL SUPERCEDE THESE EXHIBITS.

randy brown ARCHITECTS

Ad



BANK PERSPECTIVE



EAST ELEVATION



SOUTH ELEVATION

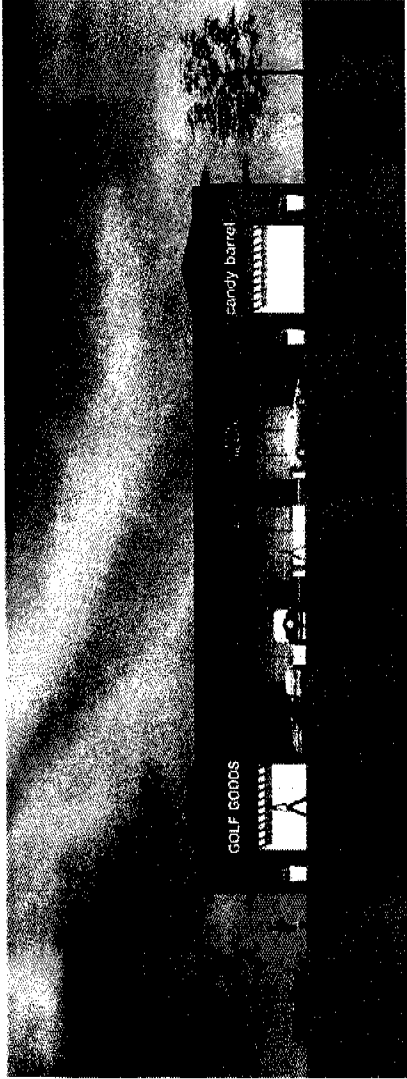


**BANK
TITAN SPRINGS**

randy brown ARCHITECTS

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Ae



EAST ELEVATION



SOUTH ELEVATION

RETAIL
TITAN SPRINGS



randy brown ARCHITECTS

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AS

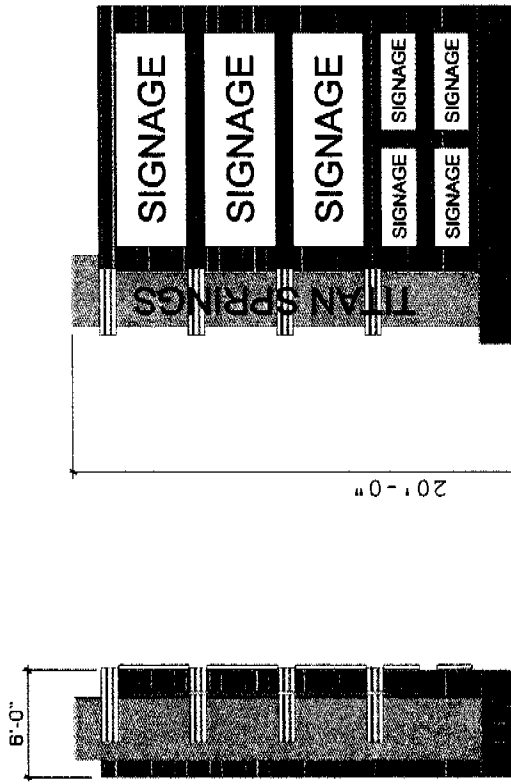


RETAIL CENTER
VIEW FROM HIGHWAY 370 WITHOUT LANDSCAPED BUFFER

randy brown ARCHITECTS

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Ag



TITAN SPRINGS MULTI-TENANT MONUMENT SIGN



MONUMENT SIGN
TITAN SPRINGS

randy brown ARCHITECTS

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Ah

2008-26734 A1

EXHIBIT "E"
SIGN BUDGET
TITAN SPRINGS

<u>Lot</u>	<u>Primary Frontage</u>	<u>Adjust.</u>	<u>Secondary Frontage</u>	<u>Adjust.</u>	<u>Allowable Sign Area</u>	<u>Allocated Sign Area</u>
1	1801	1801	730	365	2166	2166

Total Signage *Allocated* on this Project (sq. ft.) 2166

Total Signage *Allowed* on this Project (sq. ft.) 2166