

MIXED USE DEVELOPMENT AGREEMENT

THIS MIXED USE DEVELOPMENT AGREEMENT (hereinafter Agreement) made pursuant to Section 205-30 of the Zoning Ordinance of the City of Papillion, made and entered into this ____ day of _____, 2008, by and between THE CITY OF PAPHILLION, NEBRASKA, A Municipal Corporation, (hereinafter "City") and Ingram Development Corporation, A Limited Liability Company, (hereinafter "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 Section 205-30 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 the **West Cornhusker Plaza**.

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 2 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

Except as otherwise permitted in this Agreement, the project shall be developed in accordance with the City of Papillion Master Plan, the City of Papillion Zoning and Subdivision regulations, the Commercial and Office Design Guidelines as adopted by the City, the terms and conditions of this Agreement and the Development Plan (Plan) a/k/a site plan which is attached hereto as Exhibit “B” and by this reference incorporated herein.

III. Permitted Uses

Except as otherwise allowed by this Agreement, West Cornhusker Plaza shall be developed in accordance with the applicable permitted uses set forth on Exhibit “C”.

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, Lots 1 through 7 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 205-30D of the City of Papillion Zoning Ordinance.
- E. Approval of this Mixed Use Development Agreement shall constitute special use permits for the Site Plan pursuant to Section 205-30 of the City of Papillion Zoning Ordinance, provided such structures or developments are consistent with this agreement. The Building 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.

V. Parking

Parking for the Plan shall be in accordance with the Parking Plan, Exhibit “B”, attached hereto and made a part hereof. The parking shall meet or exceed the minimum requirements of the provisions of Article 9 of the City of Papillion Zoning Ordinance, Off-Street Parking. The Planning Director may approve a 10% deduction in required parking for projects that demonstrate shared parking with uses with differing peak demand times.

VI. Landscaping

Landscaping for the project shall be according to the Landscape Plan, Exhibit “B”, attached hereto and made a part hereof, which Exhibit “B” is for illustrative purposes only. The landscaping shall meet or exceed the minimum requirements of the provisions of Article 8 of the City of Papillion Zoning Ordinance, Landscaping and Screening for CC district as adopted by the City.

VII. Signage

- A. The Signage shall meet the minimum requirements of Article 10 of the City of Papillion Zoning Ordinance, Sign Regulations, except that pole signs are not permitted. All lots shall 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 no more than 1 center identification sign.
- C. All other signage will be limited to: Owner identification, advertising, directional and informational, all as defined in Article 10.
- 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 allowed signage for the development is 3,388.5 square feet. The total allocated sign budget for the development is 3,300 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. Pole signs are not permitted.
- E. Allocated sign budget amounts may be transferred between lots on a square foot to square foot basis 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. The transfer of allocated sign budget shall not supersede any maximum height or area required within the CC District

- 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. Portable and temporary signs are not permitted except for grand openings, as permitted in the Zoning Ordinance.

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.

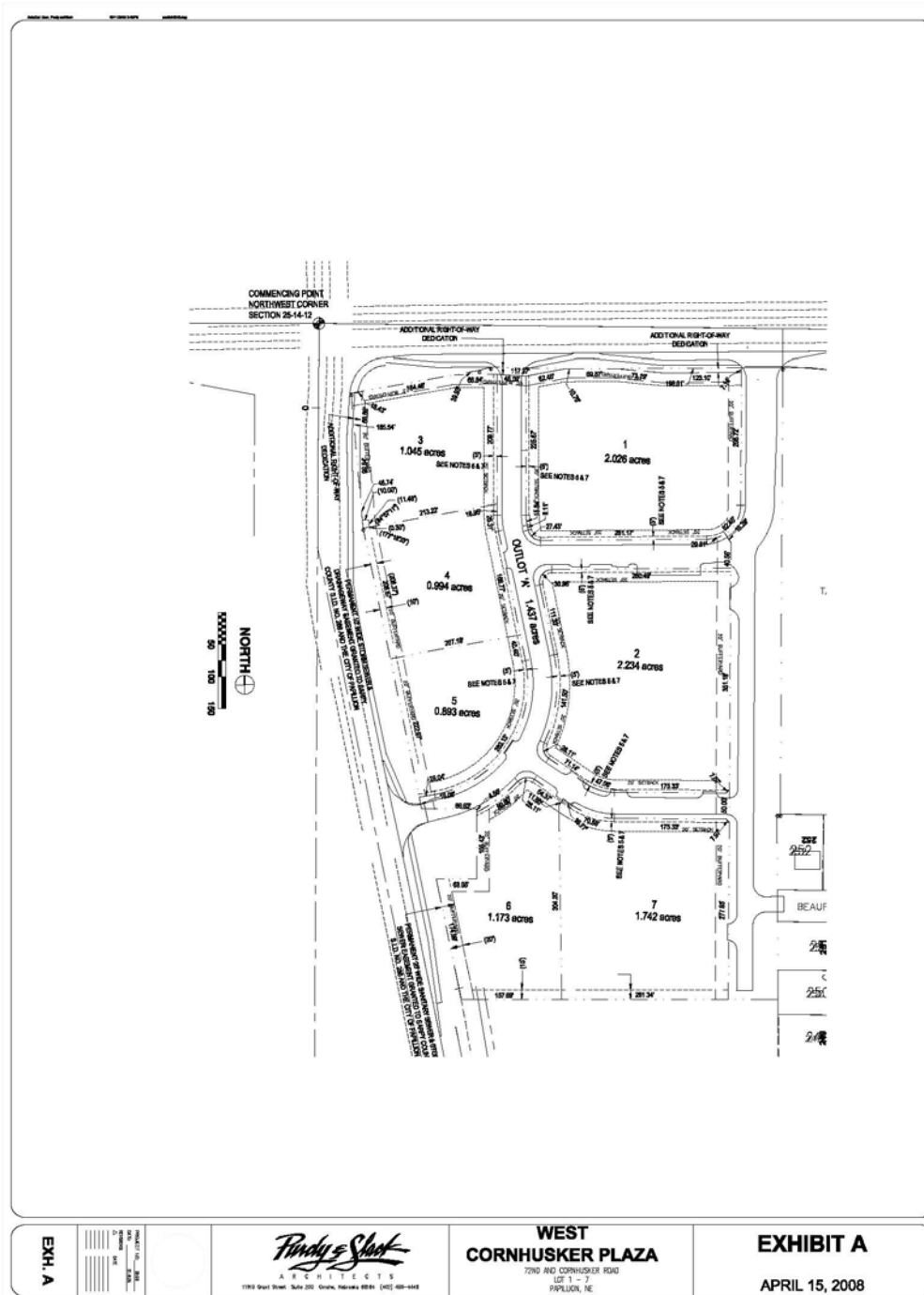
IX. Miscellaneous Provisions

- A. The Mayor of the City of Papillion 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.

DEVELOPER: Mike Ingram

CITY OF PAPILLION, NEBRASKA



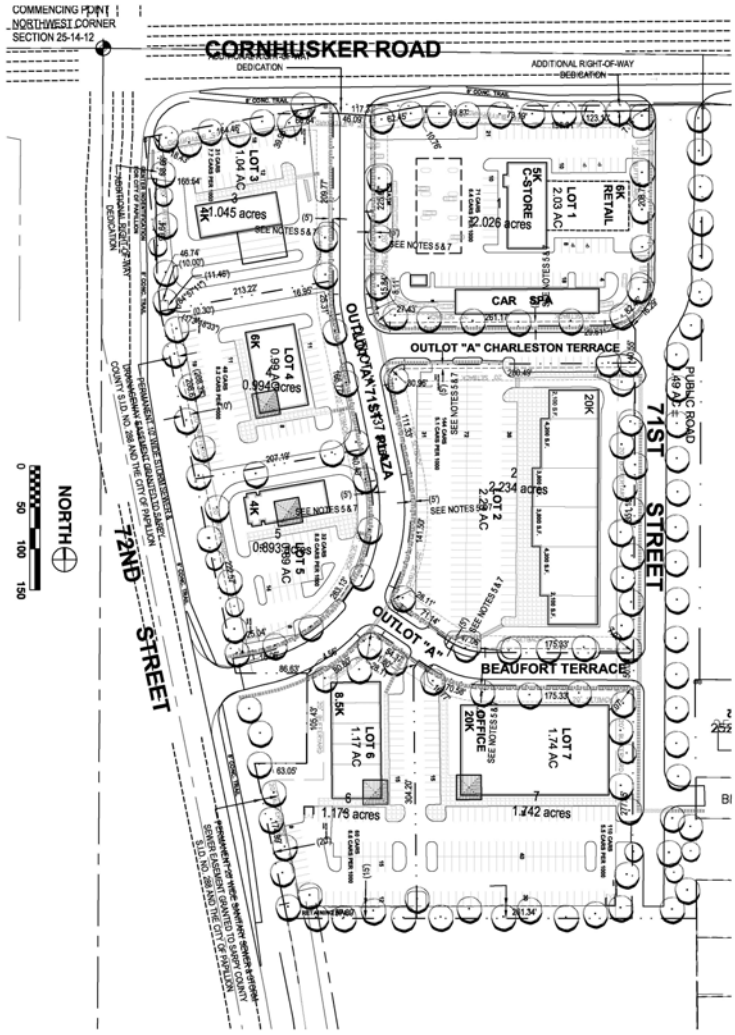
LEGAL DESCRIPTION:

West Cornhusker Plaza Lots 1 thru 7 inclusive and Outlot 'A' being a platting of all of Tax Lots 3A2, and 17A, Tax Lots located in the NW ¼ of Section 25; and also part of Tax Lots 2B, 2A1A and 17C, tax lots located in said NW ¼ of Section 25; all located in 14 Township North, Range 12 East of the 6th P.M., Sarpy County, Nebraska.

LOT	LOT AREA		BUILDING PAVED AREA		TOTAL IMPERVIOUS AREA		PERCENTAGE OF LOT (%)
	SQ. FT	ACRES	SQ. FT	ACRES	SQ. FT	ACRES	
1	88,283	2.02	11,000	0.25	71,421	1.62	80.9%
2	49,530	1.14	4,000	0.09	22,138	0.51	44.7%
3	43,299	1.00	4,000	0.09	23,864	0.55	55.1%
4	38,899	0.89	4,000	0.09	20,122	0.46	51.8%
5	51,095	1.17	8,500	0.20	33,821	0.77	66.2%
6	75,882	1.74	20,000	0.46	57,500	1.31	75.9%
7	62,596	1.44	28,934	0.66	38,294	0.88	61.2%

COMMON NAME	BOTANICAL NAME	SIZE	METHOD
RED RUBBER MAPLE	ACEB RUBRA SUNSET	7" CAL. BB	BB
ALYBURN PURPLE ASH	FRAXINUS AMERICANA VULPINA PURPLE	7" CAL. BB	BB
SUNBURST LOCUST	QUERCUS THINCAUTUS NERBIS	7" CAL. BB	BB
RED OAK	QUERCUS RUBRA	7" CAL. BB	BB
LEAFY LIME GREEN	WALNUT SPINOSA	1.5" CAL. BB	BB
SLIM SPICE	MAHONIA SPICATA	1.5" CAL. BB	BB
COCONUT HAWTHORNE	DIQUETIA SPICATA	1.5" CAL. BB	BB
ELM	ULMUS SP.	6" - 8" BB	BB

LOT NO.	LOT AREA (SQ. FT)	ACRES	BUILDING TYPE	BUILDING SIZE (SQ. FT)	LOT COVERAGE (F.A.R. AS %)	REQ'D PRKG	PROVIDED PARKING	PARKING RATIO
1	88,283	2.02	RETAIL	11,000	12.3%	56	68	6.2
2	49,530	1.14	RETAIL	4,000	8.1%	28	31	1.1
3	43,299	1.00	RETAIL	4,000	9.2%	28	27	1.0
4	38,899	0.89	RETAIL	4,000	10.3%	27	27	1.0
5	51,095	1.17	OFFICE	8,500	16.6%	43	60	1.4
6	75,882	1.74	OFFICE	20,000	26.4%	109	110	1.0
7	62,596	1.44	PUBLIC ROAD	28,934	46.2%	144	144	1.0
TOTALS	502,954	11.54		73,500	0.15	OVERALL PAR		



EXH. B



WEST CORNHUSKER PLAZA
72ND AND CORNHUSKER ROAD
LOT 1 - 7
PAPILLION, NE

EXHIBIT B
APRIL 15, 2008

Exhibit C

Permitted Uses

I. Civic Use Types

- A. Administration
- B. Cultural Services
- C. Day Care Limited
- D. Day Care General
- E. Guidance Services
- F. Health Care
- G. Religious Assembly

II. Office Use Types

- A. General Offices
- B. Financial Services (bank with a drive-thru restricted –see restriction below)
- C. Medical Offices

III. Commercial Use Types

- A. Auto Services (Auto fuel service and car wash shall be limited to Lot 1 only)
- B. Business Support Services
- C. Consumer Services
- D. Food Sales
 - i. Convenient Food Sales (Limited to Lot 1 only)
 - ii. Limited Food Sales
- E. General Retail Services
- F. Personal Services
- G. Pet Services
- H. Restaurants
 - i. Restaurant (fast food with no drive-thru)
 - ii. Restaurant (fast food with drive-thru restricted – see restriction below)
 - iii. Restaurant (general)
- I. Veterinary Services
- J. Funeral Services
- K. Laundry Services

IV. Residential Use Types

- A. Multi-family
- B. Condominium

A maximum of one high traffic generator shall be allowed within West Cornhusker Plaza. High traffic generators are defined as a Convenience Store, Fast food restaurant with drive-thru, Bank with a drive-thru.

EXHIBIT D

**ARCHITECTURAL AND SITE
DESIGN GUIDELINES**

**West Cornhusker Plaza
Papillion, Nebraska**

**Papillion City Hall
122 East 3rd Street
Papillion, Nebraska**

Exhibit D

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The City of Papillion, Nebraska, desires to create a visually attractive and functional multi-use project within the City of Papillion along Cornhusker Road and 72nd Street. 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 West Cornhusker Plaza propose these Development Guidelines as the basis of design and construction of all individual lots within West Cornhusker Plaza 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 the West Cornhusker Plaza and neighboring developments, preserve taxable values, and promote the public health, safety, and welfare.

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 idea 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 or element of a building, structure, or site.

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

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.

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

Graphic element. A letter, illustration, symbol, figure, insignia, or other device 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.

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

- Commercial Buildings*
- Office Buildings*
- Civic Buildings*

As a Mixed-Use Project to the surrounding Neighborhood, it is important for West Cornhusker Plaza 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.

I. BUILDING MASSING**A. Walls**

1. All facades of each building must be designed to be architecturally interesting through the use of massing and horizontal plane changes to create shadows and depth. Building elements such as covered arcades, stepping the facade or recessed entries are suggested to create this building massing requirements. Building facades not visible from public right of ways may provide less interesting design. The use of towers may be approved by the Planning Director to satisfy this requirement.

B. Roofs

1. All buildings with lot frontage along Cornhusker Road and 72nd Street shall have specifically pitched or curving roof shapes. Pitched roofs shall have a 6/12 pitch.
2. All buildings that do not have lot frontage along Cornhusker Road and 72nd Street shall have flat roofs with a slope of not less than ¼" per foot. The roof must have a parapet to hide the ballasting from public view.

II. BUILDING MATERIALS**A. Retail, Commercial and Office Buildings**

1. Building facades visible from the public right of ways shall be composed of the following percentages of building material cumulated over all visible facades. Refer to Color Palettes on Page 22.
 - a. Not less than 50% shall be Clay Brick, in the earth tone color ranges and Clear Glass with natural aluminum mullions
 - b. Not ~~less~~ than 40% may be Synthetic Stucco (EFIS), Integrally Stained Rock faced Concrete Block or Precast Concrete. Synthetic Stucco (EFIS) shall not be used on the lowest 4 feet of any building elevation.
 - c. 10% of the façade maybe a coordinating color material that is not listed in the previous material list.

B. Convenience Food and Auto Service Buildings

1. Building facades visible from the public right of ways shall be composed of the following percentages of building material cumulated over all visible facades. Refer to Color Palettes on Page 22.
 - a. Not less than 50% shall be Clay Brick, in the earth tone color ranges and Clear Glass with natural aluminum mullions
 - b. Not less than 40% may be Synthetic Stucco (EFIS), Integrally Stained Rock faced Concrete Block or Precast Concrete. Synthetic Stucco (EFIS) shall not be used on the lowest 4 feet of any building elevation.
 - c. 10% of the façade maybe a coordinating color that is not listed in the previous material list.
 - d. 10% of the façade maybe a coordinating material that is not listed in the previous material list.
 - e. Fuel station canopy shall comply with the following requirements:

- Supporting pillars shall have brick or stone bases of not less than four feet in height. The materials should be consistent with the primary building.
- All coloring shall be consistent with the primary building according to the Color Palettes on Page 22.
- The edge of the roof structure shall have relief or shape to create depth and interest. (Elevation drawings must be submitted with colors labeled.)
- All under-canopy lighting shall be recessed, including lens or shroud to minimize glare.

I. SITE REQUIREMENTS**A. Public Sidewalks.**

1. A 10 foot wide concrete trail shall be provided along 72nd Street and Cornhusker Road. All buildings within West Cornhusker Plaza must have pedestrian walkways and public walks connecting the buildings to the perimeter.

B. Buffering

1. A twenty-foot wide buffer shall be provided along the East Property Line.
2. A fifteen-foot wide buffer shall be provided along Cornhusker Road.
3. A twenty-foot wide buffer shall be provided along the west side of 71st Street.
4. A twenty-foot wide buffer shall be provided along 72nd Street.

C. Interior Green Space

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

D. Plant Materials

1. Plant Materials shall meet City of Papillion's size standards.

E. Site Lightings. (Refer to Exhibit G)

1. All site lightings and parking lot lighting shall be coordinated throughout the entire project.
2. All fixtures shall be oriented and/or have sharp cut off angles to eliminate glare on adjacent properties or streets.
3. All lighting located under a canopy or eve shall be recessed, including any lens or shroud.
4. The maximum height of any light pole shall be 25 feet.
5. Decorative lighting shall be used along all public and private streets. Refer to Exhibit G.
6. A different style of site lighting may be selected at the time the first building permit is issued with the approval of the Developer, or his representative and the Planning Director.

F. Ground Level Mechanical Screens. All ground level mechanical units shall be screened from view from public right-of-ways through the use of architectural screens that are integrated with the overall design of the building.

1. The screen shall be constructed from the following:
 - a. Building Materials listed for the building's project type.
 - b. Evergreen landscaping that meets screening requirements within one year of installation.
 - c. Earthen berms
 - d. A combination of any of the above.

- G. Refuse Screening. All trash or refuse receptacles shall be screened from view from public right-of-ways through the use of architectural screens or trash enclosures that are integrated with the overall design of the building.
1. The screen shall be constructed from the following:
 - a. Building Materials listed for the building's project type. (Wooden and chain link fencing are not permitted materials.)
 - b. A gate is required and shall be constructed of a steel frame with decorative wood or metal facing.
 - c. The Planning Director may approve the integration of the refuse container within the loading dock area if it can be verified that the dock screening is sufficient to obstruct views from adjacent public right-of-ways.
 - d. Landscape screens may not be used to satisfy this requirement.
 2. If the refuse container is integrated with the dock area then the dock screening shall be sufficient.
- H. Site Furnishings. Refer to Exhibit G for the suggested style and minimum quantity of site furnishings per lot. Site furniture, ash/trash receptacles, directories, guard rails or railing enclosures, shall be coordinated throughout the entire project. The color of the site furnishings shall be selected by the Developer or his representative at the time the first building permit is issued.
- I. Interior Vehicular Circulation. Where lots are adjacent, parking lots shall be connected to minimize vehicle trips and to promote shared parking. Planning Director may waive this requirement for reasons of restrictive grading.
- J. Outdoor Displays/Sales.
1. No permanent outdoor displays/sales are permitted. Exceptions for seasonal items such as plants/flowers with design criteria for displays may be considered by the Planning Director.
- K. Outdoor Storage.
1. Outdoor storage is prohibited in any front yard.
 2. Outdoor storage shall be enclosed within a perimeter fence that meets the following requirements:
 - a. Is 80% opaque.
 - b. Is constructed of steel, vinyl, aluminum, wood, masonry, or similar material approved by the Planning Director. Chain link fence is not permitted.
 - c. An exception to the opaque and material requirements may be granted by the Planning Director where sufficient landscape buffering is provided and visibility from a public right-of-way is limited.
 3. Commercial vehicles parked for more than 72 hours shall be considered outdoor storage.

I. GENERAL BUILDING ELEMENT REQUIREMENTS

In order to encourage a proper balance of vitality and cohesiveness within the West Cornhusker Plaza development, two sets of Building Elements have been developed. The first set is a set of Mandatory Building Elements, which will be required for every project within West Cornhusker Plaza. The second set is a list of Optional Building Elements. All office, retail or similar space projects within West Cornhusker Plaza must use a minimum of (3) of the (5) Optional Building Elements in a significant way in the exterior design of the building. Refer to Exhibits F3 and F4 as examples of the Optional Building Elements listed under Item III this section.

II. MANDATORY BUILDING ELEMENT REQUIREMENTS

- A. Roof Top Mechanical Screens. All roof top mechanical units shall be not less than 80% screened from view from public right-of-ways and 50% screened from adjacent residential properties through the use of permanent architectural screens that are integrated with the overall design of the building.
 - 1. The screen shall be constructed from the following:
 - a. Building Materials listed for the building's project type.
 - b. Pitched roof elements comprised of standing seam, concrete tiles or 'faux' slate shingles.
- B. Dock Screening. (No loading dock shall face a public right-of-way.) All loading docks shall be screened from view from public rights-of-way and adjacent residential properties 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 following:
Building Materials listed for the building's project.
 - 2. Landscape screen of a density to screen 80% of the dock area from view within 3 years of planting. View shall be 80% screened all 12 months of the year.
- C. Building Lighting. All buildings within the West Cornhusker Plaza development shall be significantly lit at night with lighting that reduces glare, improves visibility and optimizes efficiency. The lighting shall be done in such a way that it blends with the surrounding environment while providing controlled illumination to enhance entrances, corners, and other architectural features.

III. OPTIONAL BUILDING ELEMENT REQUIREMENTS

- A. Awnings. (Optional) The use of awnings as a colorful design element of West Cornhusker Plaza is encouraged. Awnings should be repetitive and used in a significant way within the overall architecture of the building. Awnings shall be constructed of canvas.
- B. Arches (Optional). If arches are used they shall be elliptical flat arches with a recognizable keystone and extrados (*outer curve of an arch*). Arches should be repetitive and used in a significant way within the overall architecture of the building.
- C. Square Columns (Optional). The use of columns in arcades, porticos, and as a plane-changing element is encouraged. All columns shall be square and shall have a recognizable base, middle, and top. Columns should be repetitive and used in a

significant way within the overall architecture of the building. Columns shall be 12 inches square minimum. Round accent columns may be allowed in a case-by-case basis.

- D. Pitched Roof (Optional). This element could be fulfilled by having the entire roof of the building pitched or simply having a major design element with a pitched roof. If a building has its entire or significant portion of its roof pitched, it shall have a slope of 6/12.
- E. Arbors (Optional). Arbors, pergolas, and trellises are encouraged. The design and material choice must be appropriate to the overall design of the building as well as to the development's historically eclectic style. Colors of the arbors shall be selected from the overall color palettes of the West Cornhusker Plaza guidelines.
- F. Covered Entrances (Optional). Primary entrances shall be either recessed or covered by a solid portico with a depth not less than 4 feet.

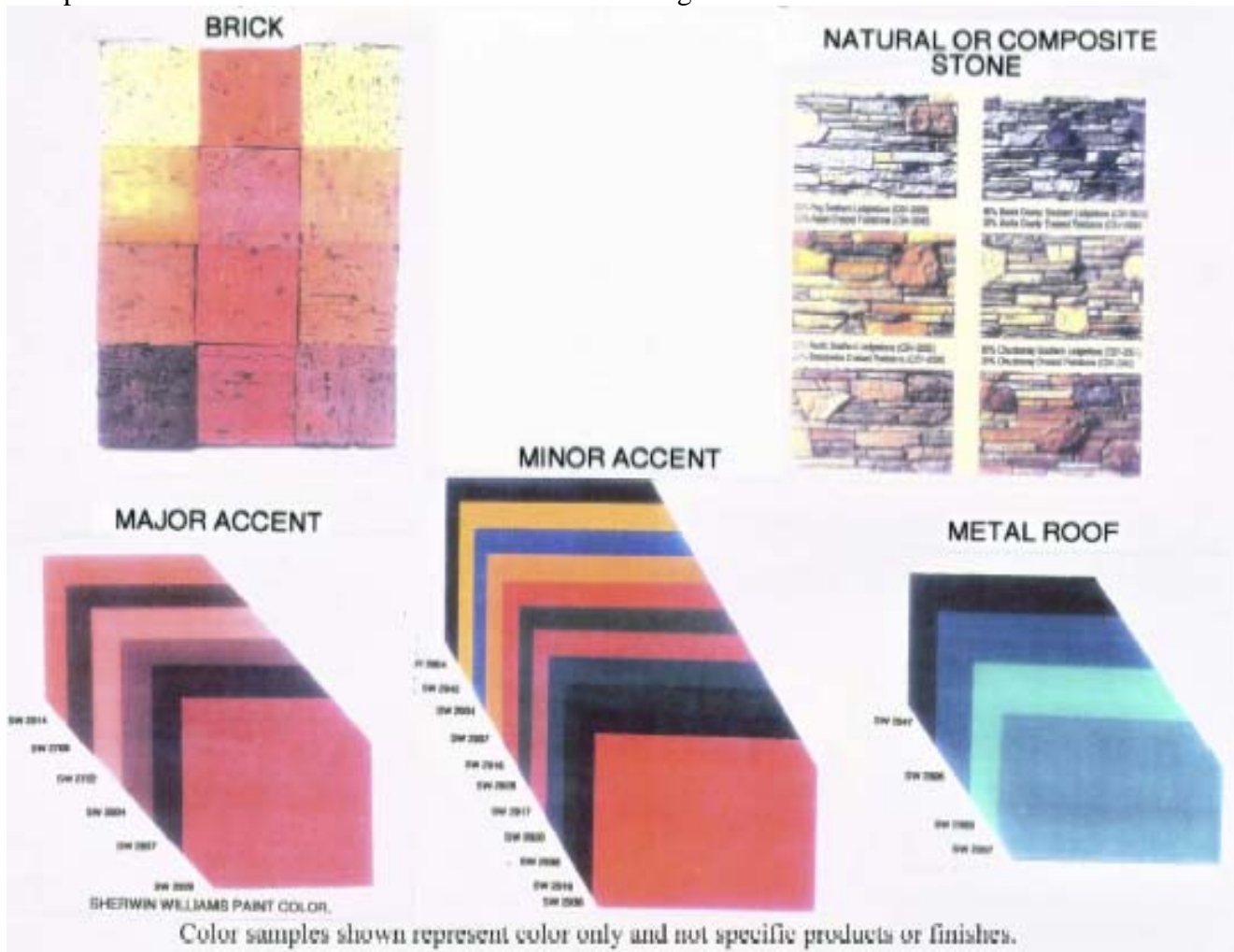
- A. All signage along Cornhusker Road and 72nd Street shall comply with the regulations of the City of Papillion.
- B. Signage requirements specific to the West Cornhusker Plaza Mixed Use Development are as follows:
 1. All building signs shall be individual can letters. Color of letters is up to the Building Owner or Tenant.
 2. A Sign Budget is attached as Exhibit E in the Mixed Use Development Agreement.
 3. Sign Criteria for CC District is:
 - a. Detached signs
 - i. 1 sign per lot per 300 feet of lot frontage
 - ii. Maximum sign area is 100 sq. ft.
 - iii. Maximum sign height is 20 feet.
 - iv. Front setback is 10 feet.
 - v. Side yard setback is 5 feet.
 - a. Attached signs
 - i. Maximum sign area is 20% of the street façade or 100 sq. ft.
 4. Pole signs are not permitted.
 5. Raceways are permitted. Where used, raceways must be recessed into the building façade and finished to blend with building elevation.

In order to encourage a proper balance of vitality and cohesiveness within the West Cornhusker Plaza development, color ranges have been developed. The inspiration for these color ranges is native Nebraska landscape colors. Any material or paint must coordinate with these sample color ranges.

No building shall have more than (5) colors or less than (3) colors. The following items shall not count as colors:

- Glass(unless it is tinted or reflective and used in a curtain wall system
- Window mullions
- Mortar and caulk joints
- Signage

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.



The following exceptions may be considered at the discretion of the City of Papillion.

1. BUILDING MATERIAL EXCEPTION FOR RETAIL BUILDINGS (not allowed for Office Buildings).
 - a. If the building is properly screened (landscape buffer, another building within a development, etc.) so that any given façade cannot be seen from a public right-of-way, then that specific façade may be constructed entirely of secondary Building materials as outlined for that specific building type. No EIFS shall be permitted on the lowest 4 feet of any building elevation.

2. BUILDING MATERIAL EXCEPTION FOR ALL BUILDING TYPES
 - a. If a particular building goes beyond the norm in complexity and detail of building forms and/or commonality of materials and colors, then the Planning Director may administratively adjust some of the building material requirements. (i.e. Allow metal to be used for more than 10% of the façade.)

Exhibit E

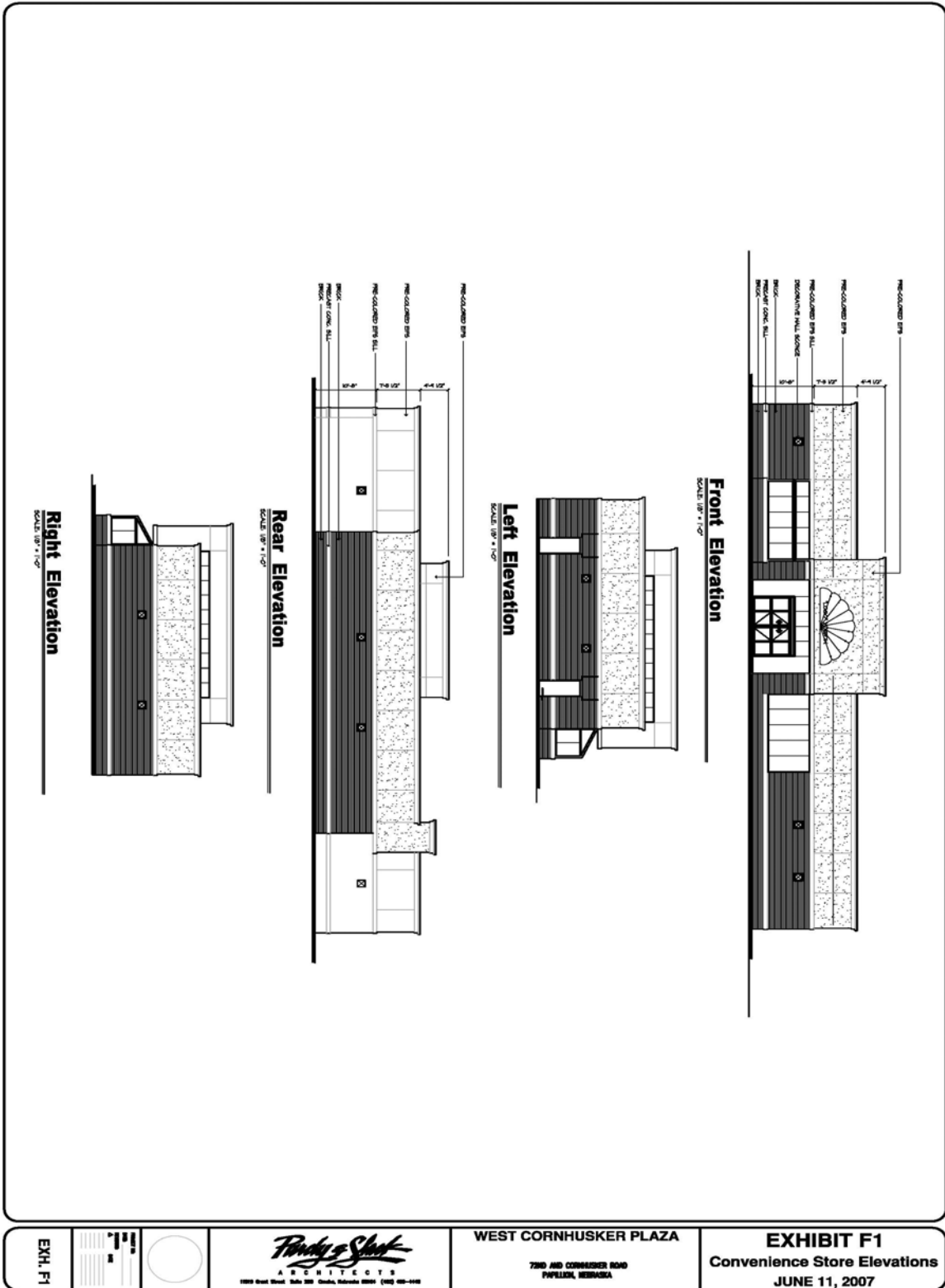
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EXHIBIT "E" - SIGN BUDGET WEST CORNHUSKER PLAZA							
LOT #	SITE AREA	PRIMARY FRONTAGE	SECONDARY FRONTAGE	ADJUST.	MULT.	ALLOWABLE SIGN AREA	ALLOCATED SIGN AREA
1	2.026	266	829	415	1	681	500
2	2.234	351	893	447	1	798	500
3	1.045	231	309	155	1	386	400
4	0.994	209	208	104	1	313	400
5	0.893	223	349	175	1	398	400
6	1.173	280	250	125	1	405	500
7	1.742	278	263	132	1	410	500

3388.5

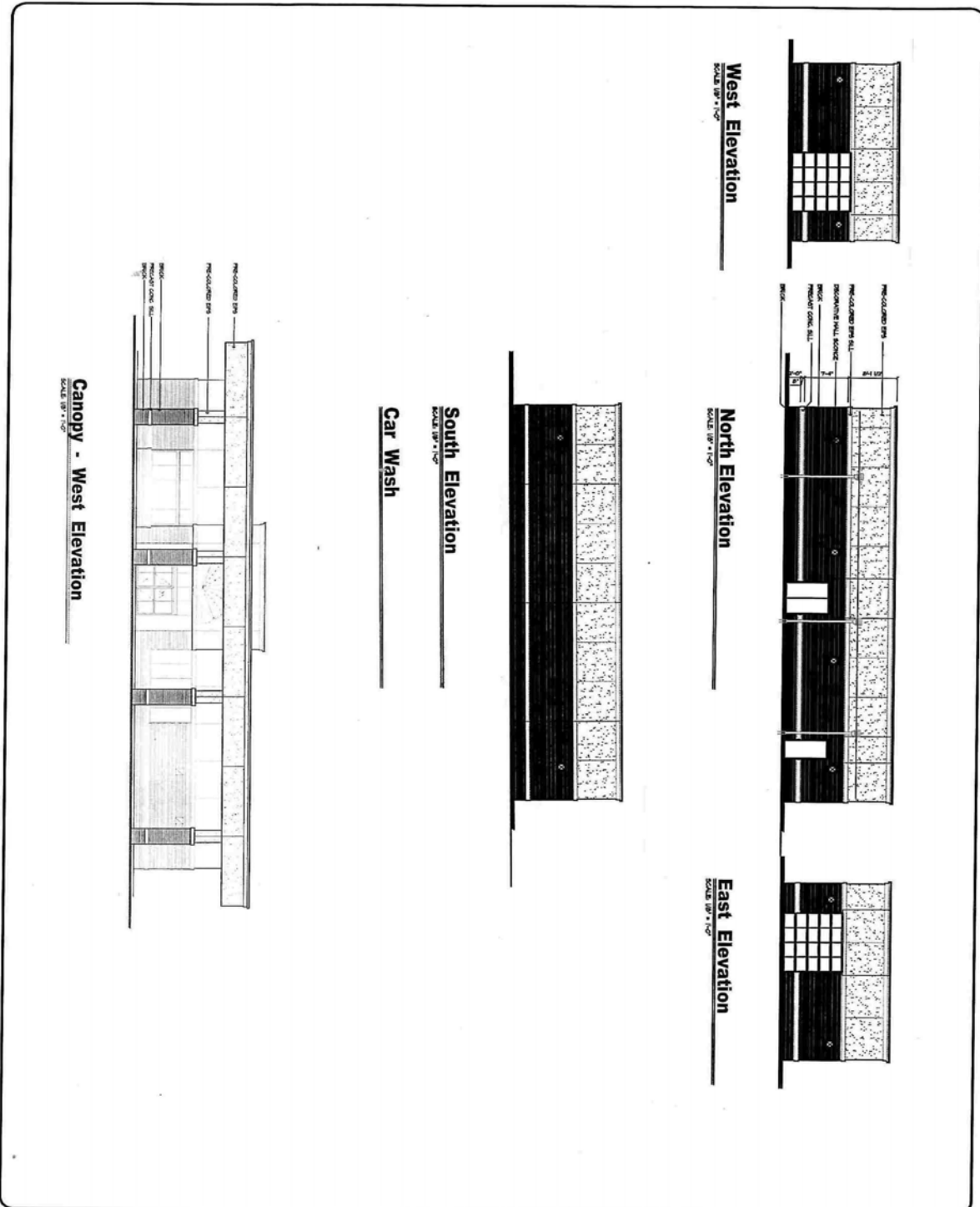
	SUB-TOTAL SIGNAGE ALLOCATED (SQ.FT.)	3200
1	Center Identification Signs (x 100 sq.ft.)	100
	TOTAL SIGNAGE ALLOCATED ON THIS PROJECT (SQ.FT.)	3300
	TOTAL SIGNAGE ALLOWED ON PROJECT (SQ. FT.)	3388.5

Exhibit F1



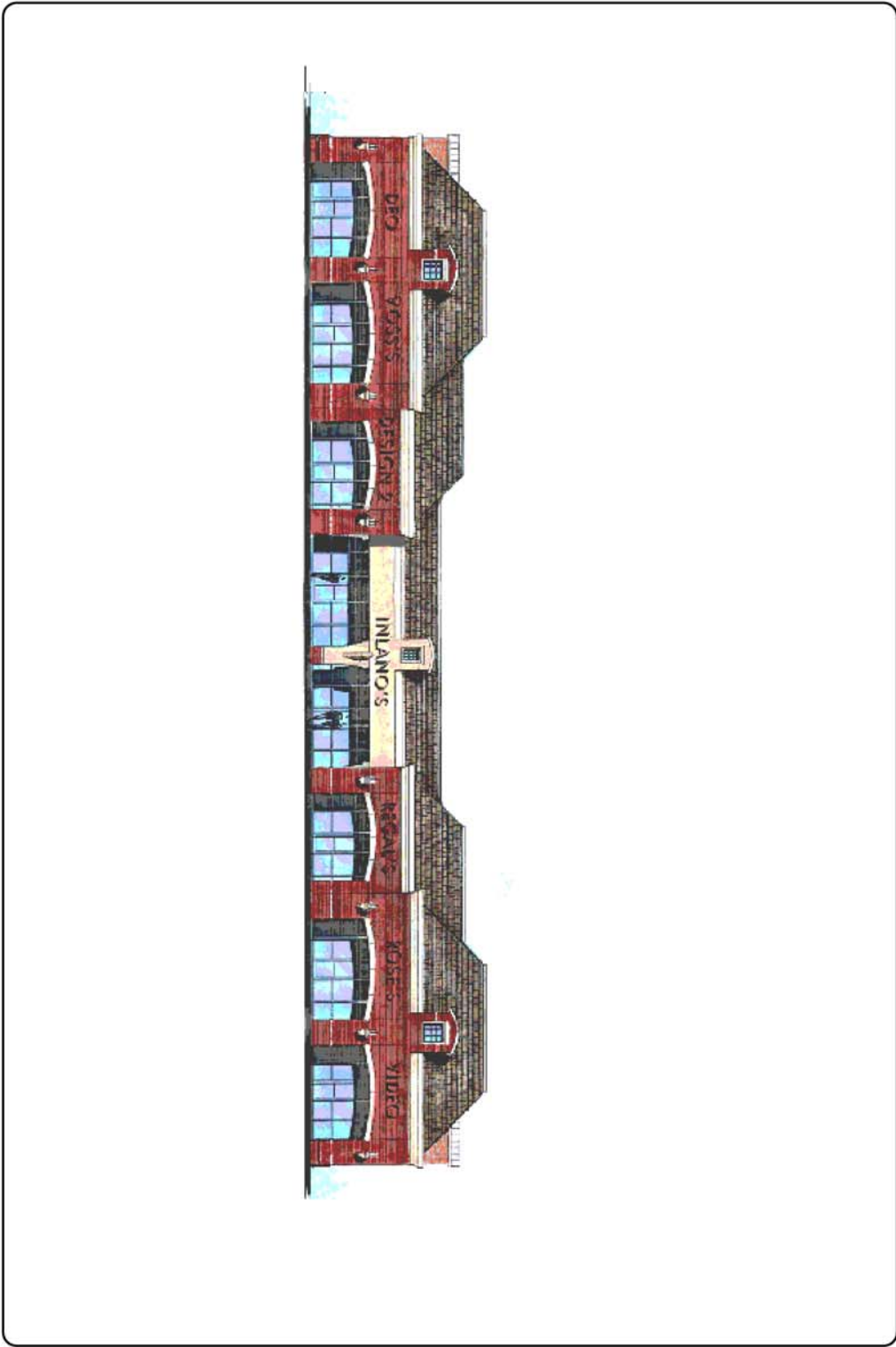
<p>EXH. F1</p>		<p><i>Purdy & Shuck</i> ARCHITECTS 1800 West Blvd., Suite 200, Omaha, Nebraska 68102 (402) 492-1000</p>	<p>WEST CORNHUSKER PLAZA 7300 AND CORNHUSKER ROAD PAPERLEAF, NEBRASKA</p>	<p>EXHIBIT F1 Convenience Store Elevations JUNE 11, 2007</p>
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Exhibit F2



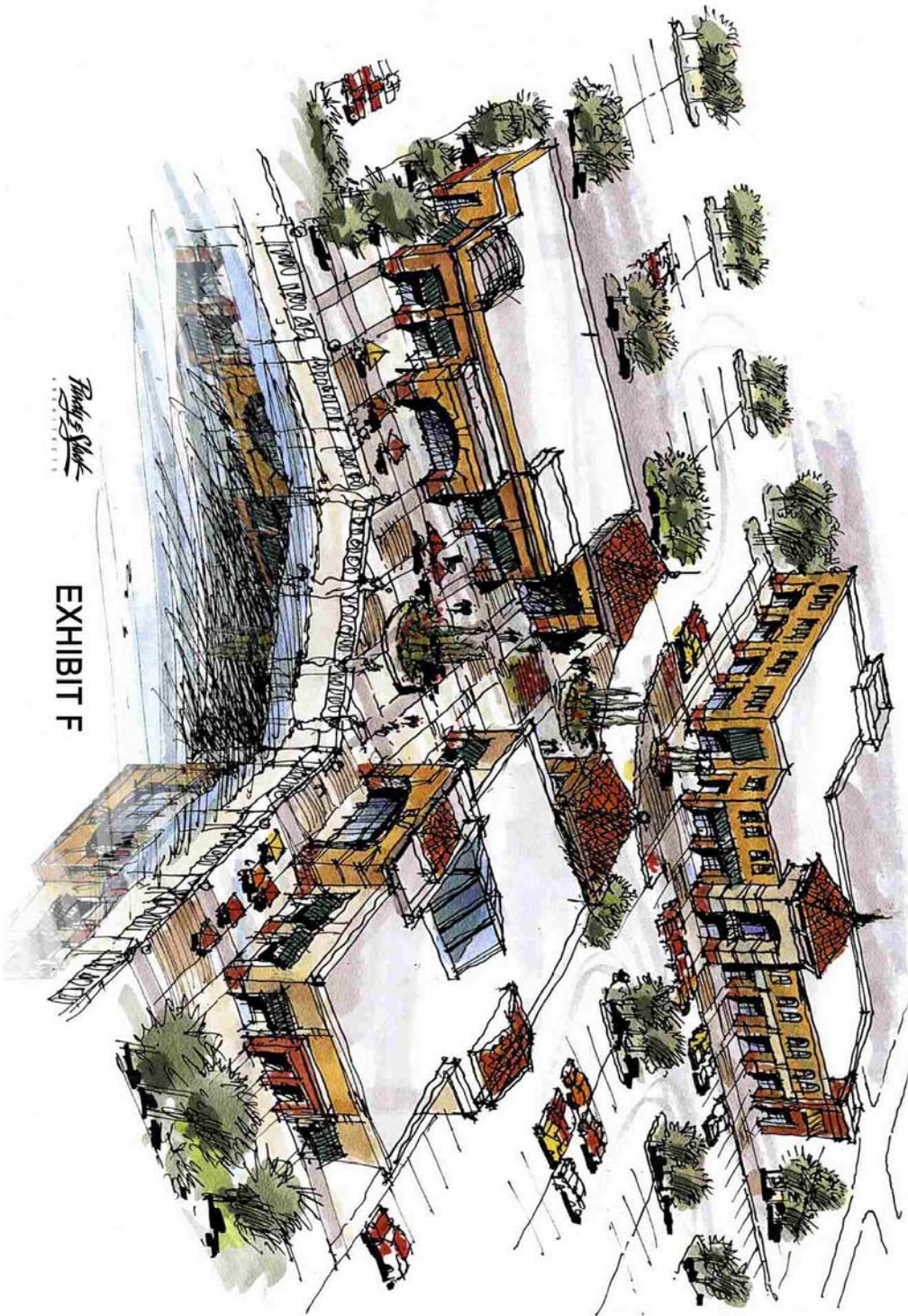
EXH. F2		 1999 South Street, Suite 200, Omaha, Nebraska 68102 (402) 462-1122	WEST CORNHUSKER PLAZA 72ND AND CORNHUSKER ROAD PAPERLIKE, NEBRASKA	EXHIBIT F2 C-store/Car Wash Elevations JUNE 11, 2007
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Exhibit F3



EXH. F3		<p>Pender & Stark ARCHITECTS 1000 West Street, Suite 200, Omaha, Nebraska 68104 (402) 466-1148</p>	<p>WEST CORNHUSKER PLAZA 7700 AND CORNHUSKER ROAD PAPILLON, NEBRASKA</p>	<p>EXHIBIT F3 Small Shop Retail JUNE 11, 2007</p>
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Exhibit F4



Franklin's Place
RESORTS

EXHIBIT F

Exhibit G

SITE FURNISHINGS



DuMor Bollard 400-36



DuMor Bike Rack 130-60



DuMor Bench 169



DuMor Ash/Trash Receptacle 129



Cooper Lighting Invue ICON 42-175W

Minimum quantity of furnishings per lot shall be:

- Two benches
- Two ash/trash receptacle
- One bike rack
- Use of bollard at sidewalk crossing(s) optional
- Number of lighting fixtures to be determined by lighting design requirements for each individual site