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FILED SARPY COUNTY NEBRASKA
 INSTRUMENT NUMBER

2013-14683

05/09/2013 11:28:25 AM

Clay J. Dowling

REGISTER OF DEEDS



**FIRST AMENDMENT TO MIXED USE
 DEVELOPMENT AGREEMENT**

THIS FIRST AMENDMENT TO MIXED USE DEVELOPMENT AGREEMENT is made pursuant to Article XXII of the Zoning Ordinance of the City of Papillion, and entered into by and between the CITY OF PAPIILLION, NEBRASKA, a municipal corporation (hereinafter referred to as "City"), and GILES ROAD NO. 2, LLC, a Nebraska limited liability company (hereinafter referred to as "Developer").

WITNESSETH:

WHEREAS, the City and Developer have entered into a certain Mixed Use Development Agreement that was approved by the City Council of the City of Papillion on January 17, 2006, by Resolution No. R06-0018 (hereinafter referred to as the "Development Agreement"), setting forth certain conditions with respect to the development of property owned by the Developer known as Portal Plaza; and

WHEREAS, the Developer desires to amend the Agreement to include an additional commercial use type as a permitted use for Lots 5, 6 and 7, Portal Plaza.

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

1. Capitalized Terms. All capitalized terms used in this Second Amendment shall have the meanings set forth in the Agreement except as otherwise defined herein.
2. Area of Application. This Second Amendment applies to Lots 1 – 7, Portal Plaza South.
3. Amendment: Exhibit D to the Agreement is hereby repealed and replaced with Exhibit D-1, attached hereto and incorporated herein with this reference, which is amended to:
 - A. Add Business or Trade Schools as a permitted use for Lots 5, 6 and 7, Portal Plaza;
 - B. Replace General Retail Services with Limited Retail Services and Large Retail Services because General Retail Services no longer exists as a use type in the Zoning Regulations; and

R+R

CITY OF PAPIILLION
 122 East Third Street
 Papillion, Nebraska 68046

C. Delete Personal Improvement Services as a permitted use because the use type no longer exists within the Zoning Regulations.

4. No Other Amendments. Except as specifically set forth herein, the Development Agreement shall remain in full force and effect.

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

This AMENDMENT approved and accepted by the CITY OF PAPIILLION, NEBRASKA, this 7th day of May, 2013.

CITY OF PAPIILLION, NEBRASKA, a Municipal corporation,

By: [Signature]
David P. Black, Mayor

ATTEST:

[Signature]
Elizabeth Butler, City Clerk





DEVELOPER:

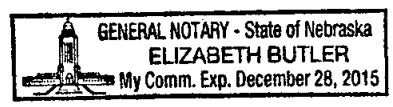
GILES ROAD NO. 2, LLC,
a Nebraska limited liability company,

By: *George W. Venteicher*
George W. Venteicher, Managing Member

STATE OF NEBRASKA)
) ss.
COUNTY OF SARPY)

The foregoing instrument was acknowledged before me this 23rd day of April, 2013, by George W. Venteicher, Managing Member of Giles Road No. 2, LLC, a Nebraska limited liability company, on behalf of said limited liability company.

[Seal]



[Signature]
Notary Public

Exhibit D-1Permitted Uses**I. Office Use Types**

- A. General Office
- B. Financial Services
- C. Medical Offices

II. Commercial Use Types

- A. Auto Services (No freestanding car washes shall be allowed except in conjunction with a fuel service station.)
- B. Business Support Services
- C. Business or Trade School (Limited to Lots 5, 6, and 7.)
- D. Cocktail Lounge
- E. Construction Sales and Services
- F. Consumer Services
- G. Food Sales
 - i. Convenient Food Sales
 - ii. Limited Food Sales
 - iii. General Food Sales
- H. Liquor Sales
- I. Personal Services
- J. Pet Services
- K. Retail Services
 - i. Limited
 - ii. Large
- L. Restaurants
 - i. Restaurant (drive-in or fast food)
 - ii. Restaurant (general)
- M. Veterinary Services

III. Industrial use Types

- A. Custom Manufacturing
- B. Light Industry
- C. Warehousing (limited to Indoor Storage Only)

- IV.** A maximum of fifty (50%) percent of the overall mixed use area may be used for any of the above-referenced uses; provided, however, that there shall be a 12% maximum on the overall mixed use area that may be used for free-standing fast food restaurants.