MIXED USE DEVELOPMENT AGREEMENT

THIS MIXED USE DEVELOPMENT AGREEMENT (hereinafter Agreement) made pursuant to Section 502 of the Zoning Ordinance of the City of Papillion, made and entered into this 15th day of July, 2004, by and between THE CITY OF PAPILLION, NEBRASKA, A Municipal Corporation, (hereinafter "City") and SAVANNA SHORES, L.L.C. (hereinafter "Developer").

WITNESSED:

WHEREAS, Developer is the legal owner of the real estate described on the attached Exhibit "A", which is incorporated herein by this reference and desires to establish and develop such property according to the provisions of 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 Savanna Shores.

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 Highway 370 Corridor Plan 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 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, Lot 216 shall be developed in accordance with the applicable site development regulations of the Limited Commercial ("LC") 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 205-30 D. 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 C. 2. of the City of Papillion Zoning Ordinance, provided such structures or developments are consistent with this development plan. 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 Highway 370 Corridor Plan as adopted by the City.

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.

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 LC districts and the Highway 370 Corridor Plan as adopted by the City. Landscaping at a minimum shall, along Schram Road and 96th Street include a thirty (30') foot wide perimeter landscaped area planted with deciduous shade trees every forty (40') feet. These trees will be planted in the first phase of the project to assure uniformity. Covenants for the subdivision shall contain mandatory Section VI and VIII maintenance.
requirements.

VII. Signage

A. The Signage shall meet the minimum requirements of Article 10 of the City of Papillion Zoning Ordinance, Sign Regulations. All buildings shall have the right to separate signage which will be installed pursuant to the applicable regulations for the LC. Covenants for the subdivision shall contain uniform signage controls.

B. The project may have no more than 2 center identification sign(s) located as shown on Exhibit "B".

C. All other signage will be limited to: Owner identification, advertising, directional and informational all as defined in Article 10. 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.

D. A sign budget is attached hereto as Exhibit "E". The total sign budget for the development is 1942 square feet. The permitted sign area is based on the frontage site to the total net street frontage in the development. Allocated sign budget ornaments may be transferred as a square foot to square foot basis when a signed agreement between the owners of both sites is filed with the Planning Department at the time of sign permit application specifying the increase or decrease in budget for each site.

E. A Conceptual Center Identification Sign is attached hereto as Exhibit “F” and by this reference incorporated herein.

VIII. Building Aesthetics

All buildings and building sites shall comply with the Exhibit “D” Architectural and Site Design Guidelines and the Highway 370 Corridor Plan as adopted by the City.

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 exiting 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: SAVANNA SHORES, L.L.C.

By: Timothy W. Young, Member

Date ____________________

CITY OF PAPILLION, NEBRASKA

By: James E. Blinn, Mayor

Attest:

By: Jennifer Diemier, Clerk

Approved as to form:

By: Michael L. Scholle, Assistant City Attorney

STATE OF NEBRASKA )
COUNTY OF __________ )

The attached instrument was acknowledged before me this ______ day of __________, 2004, by Timothy W. Young, Member of Savanna Shores, L.L.C.

Witness my hand and notarial seal at ______________, Nebraska, in said County, the date aforesaid.

Notary Public
### PERMITTED USES

<table>
<thead>
<tr>
<th>Civic Uses</th>
<th>Parking Uses</th>
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<tbody>
<tr>
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<td>Food Sales (Convenience)</td>
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<td>General Retail Services</td>
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<td>Laundry Services</td>
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<td>Pet Services</td>
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<td>Restaurants (General)</td>
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<td>Veterinary Services</td>
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<td>Business Support Services</td>
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<td>Business/Trade School</td>
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<tr>
<td>Cocktail Lounge</td>
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<td>Consumer Service</td>
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</table>

EXHIBIT 'C'
EXHIBIT D
ARCHITECTURAL AND SITE DESIGN GUIDELINES
Savanna Shores
96th and Schram Road
Papillion, Nebraska

Papillion City Hall
122 East 3rd Street
Papillion, Nebraska
April 20, 2004
1. INTRODUCTION

The City of Papillion, Nebraska, desires to create a visually attractive and functional multi-use project within the City of Papillion along The Schram Road 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 Savanna Shores propose these Development Guidelines as the basis of design and construction of all individual buildings within Savanna Shores 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 Savanna Shores and neighboring developments, preserve taxable values, and promote the public health, safety, and welfare.
2. GEOGRAPHIC AREA

Drawing of Savanna Shores Development

Savanna Shores Design Guidelines
April 20, 2004

Page 2-1
3. 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 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.
**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 device 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.

**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, sewer, and electrical services to a building or a project.

**Utility service.** Any device, including wire, pipe, and conduit, which carries gas, water, electricity, oil and communications into a building or development.
4. SAVANNA SHORE’S VISION

It is anticipated that this development will be built out with the following project types:
- Commercial Buildings
- Office Buildings
- Civic Buildings

A listing of all permitted uses is Exhibit C of the Mixed-Use development agreement.

As a Mixed-Use Project to the surrounding Neighborhood, it is important for Savanna Shores 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 receded entries are suggested to create this building massing requirements. Building facades not visible from public right of ways may provide less interesting design.

B. Roofs

1. All buildings shall have specifically pitched roofs.
   a. Pitched roofs shall have a slope of 8/12. All pitched roofs shall be asphalt shingles of a weathered wood color.

II. BUILDING MATERIALS

A. Commercial, Office Buildings and Civic Buildings

1. Building facades visible from the public right of ways shall be composed of following percentages of building material cumulated over all visible facades. See Appendix A for color palettes.
   50% or more but not to exceed 80%, Clay Brick, in the earth tone color ranges and Clear Glass with natural aluminum mullions
   50% or less but not less than 20% Synthetic Stucco (EFIS), Painted Rock faced Concrete Block, Precast Concrete, wood siding or fiber cement board siding in the earth tones of Appendix A or Laminated Metal Panels in a natural aluminum color.

2. 10% or less of any building facade may incorporate a building material of color that is not listed above or within the Appendix A color palettes.
I. SITE REQUIREMENTS

A. Public Sidewalks.
   1. All public right of ways shall be provided with a 4’ wide concrete walk per City of Papillion standards. All buildings within Savanna Shores must have pedestrian walkways and public walks connected to the perimeter. Where pedestrian walks cross vehicular circulation, a six (6) foot wide stamped, colored, decorative walk shall be installed.

B. Buffering
   1. A thirty-foot wide buffer shall be provided along Creek Side Drive and Flint Drive.
   2. A thirty-foot wide buffer shall be provided along 96th Street.
   3. A thirty-foot wide buffer shall be provided along Schram Road.

C. Interior Green Space
   1. Parking lots shall be planted per City of Papillion requirements with a minimum of 6% of the interior parking lot planted with trees and shrubs.

D. Plant Materials
   1. Plant Materials shall meet City of Papillion’s size standards and shall generally follow the planting plan of Exhibit B. Plantings shall provide shrubs and trees of varied seasonal interest.

E. Site Lightings
   1. All site lightings, parking lot lighting shall be similar to the fixtures used along Schram Road.
Other manufactures of equal or greater quality may be approved.
All fixtures shall have sharp cut off angles.
See Appendix B.

F. Site Benches
   1. All site plans for each building must provide at least one 3-bench grouping for public use. All benches must be at least 6’ long.
See Appendix C.

G. Bike Racks
   1. All site plans for each building must provide one-5 stall rack.
See Appendix D.

H. Trash Urns
   1. All site plans for each building must provide one trash urn.
See Appendix E.
I. Roof Top Mechanical Screens
   1. All roof top mechanical units shall be substantially screened from view from public right-of-ways through the use of permanent architectural screens that are integrated with the overall design of the building.
      a. The screen shall be constructed from the following:
         1. Building Materials listed for the building's project type.
         2. Pitched roof elements.

J. Ground Level Mechanical Screens
   1. 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.
      a. The screen shall be constructed from the following:
         1. Building Materials listed for the building’s project type.

K. Refuse Screening
   1. All trash or refuse receptacles 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.
      a. The screen shall be constructed from the following:
         1. Building Materials listed for the building’s project type.
      b. If the refuse container is integrated with the dock area then the dock screening shall be sufficient.

L. Dock Screening
   1. (No loading dock shall face a public R.O.W.) All loading docks shall be screened from view from public right-of-ways through the use of one of the following:
      a. Architectural screens that are integrated with the overall design of the building.
         1. The screen shall be constructed from the following: Building Materials listed for the building's project.
      b. 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.
7. SIGNAGE

All signage along 96th Street and Schram Road shall comply with the regulations of The City of Papillion.

Signage requirements specific to the Savanna Shores 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.

For Sign Budget see Exhibit E.

For Conceptual Center Identification Sign elevations see Exhibit F.
8. COLOR PAlettes

In order to encourage a proper balance of vitality and cohesiveness within the Savanna Shores 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. Twenty percent (20%) of any facade may have an accent color that is not within this color palette but coordinates with the color of the buildings. See Appendix A.
EXHIBIT “E”
SIGN BUDGET-Lot 216
Savannah Shores
96th Street and Schram Road
Papillion, Nebraska
April 20, 2004

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TOTAL SIGNAGE ALLOWED ON LOT 216 1642 SQ. FT.
2 CENTER IDENTIFICATION SIGNS AT 150 SQ. FT. EACH 300 SQ. FT.
TOTAL ALLOCATED SIGNAGE 1942 SQ. FT.
EXHIBIT F

CONCEPTUAL MONUMENT SIGN

SAVANNAH SHORES

15 FEET

22 FEET
CONCEPTUAL ELEVATIONS  (all signs shall be individual, can letters)

FRONT OF CONVENIENCE STORE

- Rock Face: Concrete - Paint
- Smooth Face: Concrete and Stone - Paint
- Face Brick
- Aluminum Storefront System

Exterior Insulation Finish System (EIFS)

Asphalt Shingles
### DECORATIVE STREET LIGHT POLE WITH ACORN

![Diagram of decorative street light pole with acorn]

#### BILL OF MATERIAL

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*Note: To be specified by engineer.*

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April 20, 2004

Savanna Shores Design Guidelines

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<thead>
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<th>Model</th>
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<td>MC16</td>
<td>McConnell flat bench 6'</td>
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<td>MC18</td>
<td>McConnell flat bench 8'</td>
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<tr>
<td>MCA5</td>
<td>McConnell ash/trash</td>
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*NOTE: Steel options include an anti-theft latch and elevated or adjustable legs. Ash/Trash options include a commercial grade plastic liner and elevated or adjustable legs.*

See the foldout Keyselctor™ menu system for specifications, options, and enhancements.
## Bike Racks

### Bike Rack Capacities

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<td>BOLLARD2E</td>
<td>Two loop permanent bollard</td>
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<td>WF-S1</td>
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<td>WF-S2</td>
<td>Wayfinding signage 2-sided</td>
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</table>

Bike racks must be accessible from both sides to accommodate capacity listing.
Contact a sales representative for details regarding signage pieces.
See the foldout Keyselector™ menu system for specifications, options and enhancements.

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April 20, 2004
Savanna Shores Design Guidelines

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APPENDIX E: Trash Urns

ASH URN
TRASH URN

Ash Urns & Ash/Trash

Ash Urn
- Color: Standard KEYSHIELD™ color choice, stainless steel ash
  insert with anti-corrosion, adjustable legs. Ash/Trash prices
  include anti-corrosion, adjustable legs. Ash/Trash includes:
  - Keyshield™ color choice, stainless steel ash insert with anti-
    corrosion, adjustable legs. Ash/Trash includes:
  - Special grade plastic liner and adjustable legs.

<table>
<thead>
<tr>
<th>Ash Urn</th>
<th>Price</th>
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<tbody>
<tr>
<td>Ash Urn</td>
<td>$460</td>
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<td>Large Ash Urn</td>
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<tr>
<td>Bowie Ash Urn</td>
<td>$380</td>
</tr>
<tr>
<td>Bowie Ash/Trash</td>
<td>$495</td>
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<tr>
<td>Harmonie Ash Urn</td>
<td>$330</td>
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<tr>
<td>Large Harmonie</td>
<td>$350</td>
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<tr>
<td>El Dorado Ash Urn</td>
<td>$460</td>
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<tr>
<td>El Dorado Ash/Trash</td>
<td>$535</td>
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<tr>
<td>Short Ash Urn</td>
<td>$370</td>
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<tr>
<td>Short Ash/Trash</td>
<td>$460</td>
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<tr>
<td>Pullman Ash Urn</td>
<td>$385</td>
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</table>

Ash Filler:
- 25 lbs, white or black
- 50 lbs, white or black

See the foldout Keyselector™ menu system for specifications, options and enhancements.