MIDLANDS PLACE  
MIXED USE DEVELOPMENT AGREEMENT

THIS MIXED USE DEVELOPMENT AGREEMENT (hereinafter "Agreement") made pursuant to Article XXII of the Zoning Ordinances of the City of Papillion, made and entered into this _____ day of February, 2012, by and between THE CITY OF PAPILLION, NEBRASKA, a municipal corporation, (hereinafter "City"), HUNTINGTON PARK INVESTMENTS, d/b/a MIDLANDS PLACE, a Nebraska General Partnership (hereinafter "Developer"), and LIBERTY COURT, L.L.C. (hereinafter “Lot 4 Owner”).

WITNESSED:

WHEREAS, Developer and Lot 4 Owner are the legal owners of the real estate described on the attached Exhibit "A", which is incorporated herein by this reference and desire to establish and develop such property according to the provisions of Articles XXII and XXVIII of Chapter 205 of the Papillion Municipal Code for the development of a commercial/retail project to be known as “Midlands Place”; and

WHEREAS, in accordance with the requirements of the City Code, Developer has presented a Development Plan, a/k/a Site Plan (Exhibits "B-1," “B-2,” and “B-3”) to the City; 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 Development Plan and therefore considers this Agreement to be in the best interests of the City; and

WHEREAS, Developer and Lot Owner 4 are willing to commit themselves 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 their best interests; and

WHEREAS, the City, Developer and Lot 4 Owner desire to set forth in this Agreement their respective understandings and agreements with regard to Midlands Place.
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 the Papillion Municipal Code, 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 structures.

II. Development Plan

Except as otherwise permitted in this Agreement, Midlands Place shall be developed in accordance with the City of Papillion Comprehensive Plan, and the City of Papillion Zoning and Subdivision regulations, the terms and conditions of this Agreement, the Development Plan "Site Plan", which is attached as Exhibits "B-1,” “B-2,” and “B-3" and the specific design criteria ("Design Criteria"), which is attached hereto as Exhibit "C" and by this reference incorporated herein. A plat site plan is attached at Exhibit “B-2” and at Exhibit “B-3” is a conceptual enlarged scale site plan of the Retail Market Place and Events Plaza.

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 size, location, use or type of the buildings or other site improvements.

Developer reserves the right to modify the Development Plan by minor amendment provided that such modifications conform to the provisions of Section 205-125 of the Papillion Municipal Code. All changes relating to waiver or reduction of regulatory standards or Permitted Uses shall be considered Major Amendments to be reviewed by the Planning Commission and approved by the City Council. The City Administrative Official is authorized at his/her discretion to approve minor 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 Municipal Code Section 205-125.
3. The amendment does not materially alter the approved site regulations of the Development Plan and does not alter other aspects of the Plan, including traffic circulation, mixture of uses and physical design.
4. If Lot 2 is not developed as set forth in Exhibit “B-2” and the Developer elects to place one building or multiple smaller separated buildings on the Lot, such may
not be considered a minor amendment provided the vision clearance zone remains intact.

In the event there is a conflict between the dimensions shown on the 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. Installation of Public and Private Improvements

Prior to the commencement of the construction of the public improvements, Developer shall submit to the Public Works Department plans and specifications for such improvements, adequate liability insurance and indemnity in favor of the City, and adequate material and labor bonds. All plans shall be prepared by an approved licensed professional engineer and shall be subject to review and approval by the Public Works Director.

IV. Permitted Uses

Midlands Place shall be developed in accordance with the applicable permitted uses set forth as follows:

**Office Use Types**
- Corporate Offices
- Financial services*
- General Offices
- Medical offices

**Civic Use Types**
- Administration
- Clubs (Recreational)
- Clubs (Social)
- College and University Facilities
- Cultural Services
- Day Care Services (Adult)
- Day Care Services (Child Care Center)
- Day Care Services (Preschool)
- Emergency Residential Services
- Health Care
- Postal Facilities
- Safety Services
- Skilled Nursing Services

**Commercial Use Types**
- Business Support Services
- Business or Trade Schools
- Cocktail Lounge
- Communication Services
- Food Sales (Limited)
- Food Sales (General)
- Funeral Services
- Garden Center
- Liquor Sales
- Lodging
- Personal Services
- Restaurants (Drive-In/Drive-Through or Fast Food)*
- Restaurants (General)
- Retail Services (Limited)
- Retail Services (Large)**
- Veterinary Services

*Drive-throughs associated with these uses are designated high traffic generators except that Restaurants (drive-in/drive-through or fast food) that are less than 500 SF that primarily serve beverages shall not be designated high traffic generators. Not
more than three high traffic generators are permitted within Midlands Place and only two high traffic generators shall be of any like use.

**The maximum square footage for Retail Services (Large) may be increased to 42,000 square feet on Lot 2 through the administrative amendment process.

V. Site Development Regulations

A. Except as otherwise permitted in this Agreement, Midlands Place shall be developed in accordance with the applicable site development regulations of the Community Commercial District and HWY Overlay District regulations except as modified by the terms in Exhibit “C” and as follows:

1. The building setbacks shall be as shown on the Midlands Place Final Plat.

2. Any building constructed on Lot 3 shall be setback 69 feet from the North property line.

3. The height of vegetation in the northeast corner of Lot 2 and north end of Lot 3 shall be no greater than 10 feet.

4. If a lot with buildings separated by a common wall is subdivided, a zero side yard setback may be permitted along the lot line that divides that common wall.

5. This Agreement satisfies the design criteria of the HWY Overlay District.

B. The Developer and Lot 4 Owner shall comply with the Construction or Alteration Notice Requirement for the Safe, Efficient Use, and Preservation of Navigable Airspace as specified by the Code of Federal Regulations (CFR) Title 14 Part 77.9 due to the proximity of the Development Area to the FAA registered Midlands Hospital helipad.

C. 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 development plan, within the boundaries of any platted lot subject to the following limitations:

1. The changes shall be consistent with the Design Criteria established for the area. Any changes determined by the Planning Director to be inconsistent with the Design Criteria (Exhibit "C") shall be considered a major amendment to this agreement and shall require review by the Planning Commission and approval by the City Council.
D. In addition to the above site development regulations, the provisions of the Papillion Comprehensive Plan and Papillion Zoning Code relating to mixed use development areas, as amended or adopted from time to time, shall also apply.

E. So long as the site development regulations or design criteria are not violated (except for any side yard set-back or landscape buffering requirements which may be modified in the event of a lot revision, combination or division), Developer may reduce or increase the number of lots as shown on the Plan by revising lot lines, combining, or dividing lots.

1. The City may, by administrative subdivision, grant any such revisions, combinations or divisions as necessary to carry out the Plan, subject to approval of Planning Director.

An application for an administrative subdivision to make such changes shall include as an attachment a revision to the Development Plan (Exhibits "B-1", “B-2”, and “B-3”) and Design Criteria (Exhibit "C").

VI. Parking

Parking for the Plan shall generally be located as set forth within the Site Plan (Exhibit “B-1”). The parking shall meet or exceed the minimum requirements of the provisions of Article XXXVI of the City of Papillion Zoning Ordinance, Section 205-241. The Planning Department may approve a 10% reduction in the required parking for users that demonstrate shared parking with uses with differing peak demand times if the total sum of parking stalls does not drop below 4 stalls per 1,000 s.f. of total building area.

As long as the parking design standard regulations are not violated, Developer may alter the location, physical shape or exterior dimensions of any parking area shown on the Site Plan (Exhibit “B-1”), within the boundaries of any platted lot.

VII. Landscaping/Open Space/Plaza Space

Landscaping for the project shall be consistent with the Landscape Plan, Exhibit “B-1” attached hereto and made a part hereof, which exhibits are for illustrative purposes only. Minor modification may be made by the Developer consistent with the standards of the Landscaping Plan without prior approval. The landscaping shall meet or exceed the minimum requirements of the provision of Article XXXV of the City of Papillion Zoning Ordinances, Landscaping and Screening for the CC District as adopted by the City.

The Developer plans to combine the function of the water detention areas with a public events area and tower to complement the landscaping and center retail area.
VIII. Sidewalks and Pedestrian Features

An internal sidewalk system shall be provided to connect between all lots and the perimeter sidewalks as shown on the Site Plan (Exhibit “B-2”). All sidewalks, handicap accessible ramps, and crosswalks shall be designed and constructed in accordance with PROWAG.

IX. Signage

A. The signage shall meet the minimum requirements of Article XXXVII of the City of Papillion Zoning Ordinance, Sign Regulations, except as modified by Exhibit “C”. All lots shall have the right to separate signage, which will be installed pursuant to the applicable regulations for the CC – Community Commercial District, except as modified by Exhibit “C”.

B. The project may have no more than seven (7) multi-tenant center identification monument signs. The general location of said monument signs is shown on Exhibit “B-1”.

C. The sign budget is attached hereto as Exhibit “D”. The permitted sign area for each lot is based on the primary and secondary frontages of each lot. The total allocated sign budget for the development is 3,760 square feet. The Developer 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.

D. 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 the budget for each lot. The transfer of allocated sign budget shall not supersede any maximum height or area required within the CC – Community Commercial District, except as set forth in Exhibit “C”.

E. All signs will be installed subject to a sign permit from the City of Papillion. Unless provided for in the Agreement, all other provisions and regulations governing signs in effect at the time of application for a sign permit shall apply.

F. Portable and temporary signs are not permitted except for grand openings, as permitted in Section 205-255E of the Zoning Ordinance.

G. The Developer shall reserve one panel on Monument Sign 2 (located at the intersection of Washington Street and Olson Drive) for the City’s use to promote
keno operations. City shall determine the content of said panel. Developer shall pay for the design, fabrication, and installation of said panel. The City Administrator may release reservation of said panel in writing should the use of the panel no longer be required.

X. Building Aesthetics

All buildings and building sites shall comply with the Design Guidelines attached hereto as Exhibit “C” and by this reference incorporated herein.

XI. Miscellaneous Provisions

A. The City Administrator of the City of Papillion or his or 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 the Development Plan 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.

E. Amendments/Invalidity. Except as otherwise set forth in this Agreement, all major Amendments to this Agreement shall require the approval of the City Council of the City of Papillion and the Developer and or its successors. The provision shall not abrogate any legal remedies available to the City Council of the City of Papillion or the City Administrator or Planning Director of the City of Papillion. If any provision of this Agreement is held invalid, such provisions shall be deemed to be exercised therefrom and the invalidity thereof shall not affect any of the other provisions contained herein.
IN WITNESS WHEREOF, the undersigned have executed this Agreement on or before the day and year first above written.

ATTEST: CITY OF PAPILLION, a municipal corporation of the First Class

______________________________  By:______________________________
City Clerk Mayor

CITY SEAL

HUNTINGTON PARK INVESTMENTS D/B/A MIDLANDS PLACE, a Nebraska General Partnership,

By:________________________________________
Zachary Daub, Manager

STATE OF NEBRASKA )
) ss.
COUNTY OF SARPY )

Before me, a notary public, in and for said county and state, personally came ZACHARY M. DAUB, Manager of HUNTINGTON PARK INVESTMENTS, d/b/a MIDLANDS PLACE, known to me to be the identical person who executed the above instrument and acknowledged the execution thereof be of his voluntary act and deed on behalf of said corporation.

Witness my hand and Notarial seal this _____ day of ________________, 2012.

________________________________
Notary Public
LIBERTY COURT LLC, a Nebraska limited
liability corporation,

By: _______________________________________
               Steven Petersen, Managing Member

STATE OF NEBRASKA )
                       ) ss.
COUNTY OF SARPY    )

Before me, a notary public, in and for said county and state, personally came STEVEN
PETERSEN, Managing Member of LIBERTY COURT, L.L.C., known to me to be the identical
person who executed the above instrument and acknowledged the execution thereof be of his
voluntary act and deed on behalf of said corporation.

    Witness my hand and Notarical seal this ______ day of ________________, 2012.

_________________________________
      Notary Public
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Midlands Place
January 20, 2012
1. INTRODUCTION.

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

These Development Guidelines are proposed as the basis of design and construction of all individual lots within Midlands Place Mixed Use Development Area. These guidelines deal with the design of the site, building and structures, plantings, signs and other items that may be visible to the public.

The purpose of the guidelines is to help define the site, landscaping, building design, and signage criteria specifically as it applies to the Mixed Use development known as Midlands Place. The relevant items include building materials, site design, landscaping design and planting, signs, lighting and other objects that are observed by the public. Site design and orientation balanced with parking needs and vehicular and pedestrian activities in the development are priority considerations addressed in these guidelines.

The Criteria contained herein are not intended to restrict imagination, innovation or variety or override economic reality, but rather to assist in focusing on design principles that can result in appropriate solutions that will develop a compatible visual appearance within Midlands Place and neighboring developments, preserve taxable values, and promote the public health, safety, and welfare.
2. GEOGRAPHIC AREA.

The project is generally bounded by Highway 370 on the north, Washington Street on the west, and Gold Coast Road on the south. The project is legally described as stated in Exhibit “A” and is shown below:
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, group of building 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
Cohesiveness. Unit of composition between design elements of a building 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.
Context. The immediate district or neighborhood wherein the proposed development will occur. Referring to its scale, use, and character.
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.
EIFS. Exterior Insulation and Finish Systems, also called synthetic stucco, and refers to any similar multilayered exterior finish.
Exterior building component. An essential and visible part of the exterior or 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 type of roof, windows, doors, lights, attached or ground signs, or other 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 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 form vertical, external downward from a luminary, which defines the maximum illumination outward at the ground plane.
Logic of design. Accepted principles and criteria of validity in the solution of the problem of design.
Main Street Character. Referring to attributes of traditional American street oriented, vehicle accessible, retail environments from the 1950’ and 1960’s.
Masonry. Shall include brick, cast stone, and decorative masonry units. Concrete wall form liners may be approved by the Planning Director if it is determined they adequately simulate approved masonry materials.
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, staging, antennas, fences and walls, transformers, drive-up facilities.

Mixed Use Development. Referring to various types of occupancy and uses within the said development to enhance user activity.

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.

Public Commons. A Publicly accessible area within the proposed development to be designated periodically for public events and activities.

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 of 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 furniture. Man-made objects other than buildings that are part of the streetscape including: lamp posts, benches, bollards, bicycle racks, litter containers, planting containers, letter boxes, fire hydrants etc.

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

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

Utility hardware. Devices such as poles, cross arms, 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 services. Any device, including wire, pipe, and conduit, which carries gas, water, electricity, oil and communications into a building or development.
4. MIDLANDS PLACE VISION.

I. Creating a ‘Sense of Place’.

The Project will include a potential ownership/tenant mix of retail, office, and motel. As a Mixed Use Project within the surrounding Neighborhood, it is important for Midlands Place to pull the diverse project types of the area together with the objective of establishing a sense of place and visual continuity which respects the qualities of the community, created by common:
- Style
- Site Elements
- Building Materials
- Color Palettes

II. Midlands Place Architecture

The Midlands Place architecture derives from a ‘singular idea’ which is manifested in patterns of historic ‘main street retail’ with a warm, modern material palette.

The ‘singular idea’ advances the concept of creating distinct exterior and interior faces which respond to their immediate urban context while also addressing functional and commercial development objectives.

The exterior face of Midlands Place shall be relatively calm, executed through the use of large planes of easy to understand materials assembled in a pleasing manner which will complement the adjacent hospital/corporate office context; meanwhile the inner face of the ‘main street’ becomes a more animated retail rhythm of the same material palette infused with splashes of color, overhead string lighting, attractive landscaping and useful site furniture within the public realm.

A primary architectural material and finish palette of natural limestone, painted decorative steel brackets and framing elements, and cementitious stucco (or EIFS) has been established for all buildings.

A secondary palette of decorative elements add interest and detail to the interior main street retail consisting of powder coated metal panels, resin wood cladding and colored awnings.

The Landscaping and Public Event palette serves the dual purpose of tying the buildings to one another visually, and to integrate with the site through seasonal color, low intensity string lighting (Tivoli Lighting), and playful public seating and gathering areas adjacent to the creative water and events pavilion.

III. ‘Main Street’ Inspiration.

Midlands Place is inspired by the familiar qualities, character, and scale of ‘Main Street’ American shopping districts and Rockbrook Village Shopping Center in Omaha, Nebraska. A unique combination of private retail activity and publicly accessible places available for public events and activities intended to enhance the quality of the community while encouraging commercial/retail activity. The pedestrian scale, individuality of retail tenants, and inviting character of the ‘Main Street’ approach is intended to form the foundation of the Midlands Place
development. Midlands Place will respect the ‘Main Street’ approach through reinterpreting its key qualities and characteristics into the architectural and public spaces created within.

IV. Diversity of form, color, and texture.

The elements which form the architectural retail development will provide diversity of character and scale, utilizing a contemporary interpretation of a ‘traditional Main Street’ character. Fresh colors, warmth of natural stone and wood claddings will create a unique and inviting new experience for the community of Papillion.

V. Individual unique character for each retailer.

Diversity of individual store fronts will provide retailers with unique character to complement their Retail Objectives while providing the Community with a lively Neighborhood Destination.

VI. A Vibrant ‘Public Commons’.

The internal retail environment will provide a comfortable shopping and dining environment throughout the day and into the night. Central to the retail concept a ‘public commons’ shall be provided. This area will be available by arrangement with the center owner/management for public events such as art fairs, farmers markets, and other community activities. The warm sparkle of ‘Tivoli’ evening lighting woven within the tree canopies and across colorful umbrellas will create an inviting and vibrant neighborhood events destination area. The tenants will have a merchant association which will market and promote the use of the common areas.

VII. Respecting the neighborhood context.

The Midlands Place Mixed Use development will respond to its immediate context, surroundings and uses. It generally locates the parking field in the interior of the development and has attractive building facades facing outward. The south orientation, towards the health care facilities will reflect a more corporate design character style and scale. This is intended to extend continuity with the urban fabric of the immediate context.

The internal environment, or the ‘heart’ of the development, will be designed with a character intended to evoke an active and inviting public shopping and service experience.

VIII. A Complementary Architectural Style.

The Midlands Place development seeks to create an ‘architectural language’ of form, material and color. The intention is to unify while still creating a diversity of character. Application of the common palette of materials / colors and the application of the ‘architectural language’ endeavors to form a family of form, color and texture. This combination will form the ‘identity’ or publicly identifiable character of Midlands Place.

IX. Water Detention Strategy

The Midlands Place site planning has been engineered to meet specific water detention requirements to manage water run-off from natural occurrences including rain fall and snow melt. The water detention strategy for Midlands Place is to integrate detention elements into the landscape planning in an unobtrusive manner, utilizing the opportunity presented by the
detention elements as ‘development amenities’ intended to add value to the public realm rather than producing an unattractive parking lot run-off water holding solution.

To this end there will be two types of water detention elements introduced:

i) The first type will be a soft-scape solution using a ‘rain garden’ feature, which will be integrated into the natural landscape and shall utilize river rock lined basins and seasonal flowers landscape edgings. This will be complemented with earth berms and the introduction of a range of natural soft-scape materials to create a unified landscape appearance.

ii) The second type of detention element will be structured in the form of a ‘water feature pool’ with hardscape edges, river rock bottom surface, and including a sculptural stone platform elevated above the detention pond water level. (Refer to Exhibit “B-3” for enlarged detail and general image of feature). Integrated with this detention element will be the ‘Events Pavilion and Icon Feature Tower’. These publicly accessible amenities will provide a protected terrace which will be positioned above the detention vessel zone supported in a manner as to not constrict, reduce, or inhibit the function of the water detention element itself. Rather, amenity will take advantage of the water detention as an opportunity to be enjoyed and experienced in the Public Realm.

X. Attached Conceptual Plans, Elevations & Materials Palette.

Each of the unifying elements listed above are discussed in more detail within their respective sections of this document. The Appendixes "A" thru "E" to these guidelines with conceptual images shown to clarify imagery and vision for Midlands Place.

XI. Criteria for application:

The guidelines shall apply to all development on each lot or site, including applications for plats, site plan review, sign permits, and building permits.

These guidelines will continue to assist the future development of the retail center as it applies to additions or enlargements of existing uses or structures.

Maintenance: It will be the responsibility of the center owner and management as well as all individual lessor tenant or pad site owners to maintain and repair or replace all damaged building elements and site landscaping approved in these guidelines.
5. MIDLANDS PLACE BUILDING STYLE

Design prototypes that are considered essential for certain corporate branding strategies may be used so long as such prototypes are integrated with the design elements used in the project and the criteria required by Sections I and II are met.

I. Building Massing
   A. Walls:
      1. All facades of each building must be designed to be architecturally interesting through the use of massing, vertical plan changes and horizontal plane changes to create shadows, depth, and pedestrian cover. Building elements such as covered arcades, stepping the facade or receded entries are encouraged to create this building massing requirements. Building facades not visible from public or private streets may provide less visually active materials, responding to the character of the adjacent corporate or health care design style.
      2. Building facades or walls that face a public or private street shall not have a blank, uninterrupted length exceeding fifty (50) feet without at least one (1) of the following design elements:
         a) A change in plane.
         b) A change in texture or masonry pattern.
         c) Windows or equivalent element, such as accent materials that subdivide the wall into human scaled proportions.
   B. Roofs:
      1. All buildings shall principally have flat roofs.
         a) Flat roofs shall have a slope of less than 1/12.
         b) The roof must be parapeted to hide the ballasting from public view.
         c) Accent roofs, such as those located on 'feature towers', may be of standing seam metal materials consistent with the products and colors of the 'Material and Color Palette' (Appendix “B”); and may be indirectly illuminated with lighting.
   C. Accent Elements:
      1. The goal of the Midlands Place Mixed Use Development guidelines is to promote a cohesive and holistic approach to the design of the landscape and architecture throughout the development. Accent elements like feature towers and articulated shop canopies shall be encouraged. Location, form, and dimension shall be consistent with Appendices “A-1” to “A-4”.
      2. Feature site elements inclusive of streetscaping elements (i.e., public seating, public event plaza(s) sculptures, feature towers, landscape lighting, coordinated color palette of modular paving and decorative concrete, decorative feature overhead 'Tivoli' lighting, integrated bike racks) shall be used within the interior of the retail development providing visual continuity and human scaling.
      3. The primary intent shall be to utilize these feature site elements to define special purpose areas and to bring focus and attention to the central retail 'heart' of the development.
D. Canopies, overhead doors and loading docks:
   1. Buildings shall be oriented so that drive-thru canopies, overhead doors, loading docks or open bays are the least visible from high traffic areas and public rights-of-way.
   2. All canopies shall be faced with canvas or durable materials complimentary to main building. Materials with synthetic or plastic appearance shall not be used.
   3. Window canopies and awnings, where appropriate, shall be constructed of materials complimentary to the building. Materials with synthetic or plastic appearance shall not be used. Indirect lighting of window canopies/awnings is allowed. Translucent, glowing canopies are not permitted.

II. Building Materials
   A. Color Palettes
      1. In order to encourage a proper balance of vitality and cohesiveness within the Midlands Place Mixed Use Development, Building and Landscape Palettes have been developed and set for in Appendices “B” and “C”. The following materials may be exempted from the required Building Palette by the Planning Director:
         a) Glass
         b) Window mullions
         c) Mortar and caulk joints
   B. Retail, Commercial and Office Buildings
      1. Building facades visible from the public rights-of-way shall be composed of the following percentages of building materials cumulated over all visible facades.
         a) Not less than 50% shall be masonry and clear or tinted glass with natural or complimentary color tone aluminum mullions on all public facing facades.
         b) Not more than 40% may be synthetic stucco (EIFS) or other similar materials and will endeavor to incorporate texture and complimentary colors per the Materials and Color Palette (Appendix “B”). EIFS or similar material shall not be used at the bottom four feet of any exterior building façade, measured from the base of the façade. Planning Director may approve minor adjustments to this requirement for portions of a façade that are not adjacent to a pedestrian walkway, do not contain an entrance, and where the percentage of accent materials (masonry and clear or tinted glass) on the façade exceeds the maximum amount required.
         c) 10% of the façade may be a coordinating color material that is not listed in the previous material list.
      2. Exposed flat roofs, fascias, decorative metal roof pergolas, and exposed external canopy soffits shall be integrally colored metal or faux timber.
      3. All under canopy and exterior wall lighting shall be concealed, including lenses and shrouds, to minimize glare. In principle, all lighting shall be indirect by design, concealed within the structures or canopy.
4. Internal gutters and downspouts shall be used on public or private street elevations.
5. All materials shall be in strict accordance with the Design Criteria. All design modifications and variations are subject to approval from the Planning Director with a written recommendation from the Landlord.
6. SITE ELEMENTS

I. Site Requirements:
   A. Public Sidewalks.  
      1. All public and private rights-of-way shall be provided with a 5' wide concrete walk per City of Papillion standards. All buildings within the Midlands Place Mixed Use Development must have pedestrian walkways and public walks connected to parking lots and perimeter pedestrian walkways. Configuration of sidewalk is to be consistent with Exhibits “B-1”, “B-2”, and “B-3”.
   B. Buffering.  
      1. A fifteen (15) foot wide landscape buffer shall be provided along the perimeter of the site, except that said buffer shall be reduced to 10 feet on the north and west lot lines of Lot 2, the west lot line of Lot 1, and the east lot line of Lot 3, and to zero feet on the east lot line of Lot 4.
      2. Planning Director may waive or adjust screening standards found in Section 205-232 of Papillion City Code where circumstances, such as distance and elevation change, warrant.
   C. Interior Green Space.  
      1. A ten (10) foot wide landscaped green space shall be provided along all interior lot lines, except for areas of shared parking, driveway connections, or lot lines with zero side yard setback.
   D. Setbacks.  
      1. Building setbacks shall be as identified on the Midlands Place Final Plat except that:
         a) Any building constructed on Lot 3 shall be setback 69 feet from the North property line.
         b) If a lot with buildings separated by a common wall is subdivided, a zero side yard setback may be permitted along the lot line that divides the common wall.
   E. Parking lots.  
      1. As indicated on the site plan (Exhibit “B-1”).
      2. Shall be planted per City of Papillion requirements.
   F. Interior pedestrian crosswalks  
      1. Shall be delineated with decorative materials, such as brick pavers or stone.
   G. Plant Materials.  
      1. Plant materials shall meet the minimum City of Papillion's size standards.
      2. Landscaping shall comply with the Site Plan/Landscape Concept Plan (Exhibit “B-1”).
      3. The height of vegetation in the northeast corner of Lot 2 and north end of Lot 3 shall be no greater than 10 feet as illustrated in Exhibit “B-1”.
   H. Site Lighting.  
      1. All parking lot lighting shall be manufactured by Philips Hadco as provided by OPPD per Appendix “D”. Other manufacturers of equal or greater quality may be approved by the Planning Director.
      2. Philips Hadco fixtures with Valmont poles (OPPD Top Hat lights) will be used to light the inner roadways within the development as specified in
Appendix “D”. Other manufactures of equal or greater quality may be approved by Planning Director.

3. Decorative architectural accent lighting, landscape lighting and pedestrian light poles will be located within the development. Pedestrian lighting will be located along the entrances of the tenants and within the public areas and streetscapes. Any lighting used to illuminate an off-street parking area, sign or other structure will be arranged as to deflect light away from any adjoining property and from public streets through fixture type and optics.

4. Exterior lighting of buildings will be limited to low level incandescent spotlights, floodlights and similar illuminating devices hooded in such a manner that the direct beam of any light source will not glare upon adjacent property or public streets. All site lighting shall be screened from adjacent properties to avoid spillage and glare.

I. Roof Top Mechanical Screens.

1. All roof top mechanical units shall be not less than 90% screened from view from public rights-of-way through the use of permanent architectural screens that are integrated with the overall design of the building. The screen shall be constructed from the following:
   a) Building Materials listed for the building's project type.
   b) Metal louver screens or EIFS parapet type walls.

J. Ground Level Mechanical Screens.

1. All ground level mechanical units shall be screened from view from the public rights-of-way through the use of architectural screens that are integrated with the overall design of the building. 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 of §205-323B(2) within one year of installation.
   c) Earth berms integrated with landscaping in compliance with §205-323B(4).
   d) A combination of any of above.

K. Refuse Screening.

1. All trash or refuse receptacles shall be screened view from view from public rights-of-way through the use of trash enclosures that are integrated with the overall design of adjacent building(s). The enclosure shall be constructed of building materials listed for the building's project type. Wooden, plastic, and chain link fencing are not acceptable materials. Enclosures must have gates constructed of a steel frame with wood or decorative metal facing.

2. Landscaping should be used to screen trash enclosures, to the extent possible.

3. If the refuse container is integrated within the dock area, then the dock screening shall be sufficient.

L. Dock Screening.

1. All loading docks shall be screened from the view from public rights-of-way through the use of one of the following:
   a) Architectural screens that are integrated with the overall design of the building.
b) Earth berms integrated with landscaping.
c) The screen shall be constructed from the building materials listed for
   the building's project.
d) Landscape screen shall be of a density to screen 80% of the dock area
   from the view within 2 years of planting. View shall be 80% screened
   all 12 months of the year.

M. Outdoor Storage.
   1. Outdoor storage within the Midlands Place Mixed Use Development is not
      allowed. For the purposes of this agreement, temporary outdoor sales are not
      considered outdoor storage.

N. Outdoor Intercom.
   1. No outdoor intercom or paging systems are allowed within the Midlands Place
      Mixed Use Development with the exception that one on one communication
      systems are allowed for permitted restaurants and Muzak type sound systems.

O. Site Furnishings. Site Furnishings shall be manufactured as specified below and
   shown in Appendix “D-1”. The general locations are shown on Appendix D-2. Each
   building in the development shall have site furnishings consistent with Appendix “D-
   1”. The Planning Director may administratively approve alternate site furnishings
   provided that the quality is equal to or exceeds that of the identified design. The
   exact locations will be reflected on the construction site plan utilizing standard
   architectural criteria. Site furnishings shall be provided as follows;
   1. Benches – Landscape Forms – Village Green with center and end arms -
      Bronze – 10 total benches required throughout the site.
   2. Bicycle Racks – Landscape – flo model - Bronze – The number of racks will
      comply with § 205-245.
   3. Trash/Waste Bins – Foresite – Harmony Series - Bronze - A minimum of one
      trash/waste bin per building entrance is required throughout the site
7. SIGNAGE

I. Signage Requirements:
Signage requirements specific to the Midlands Place Mixed Use Development are as follows:

A. Sign material shall be consistent with the overall design of the buildings.

B. Monument signs, instead of pole signs, shall be used for all lots in development, except for vehicular and pedestrian directional/way finding signage.

C. A sign budget is attached as Exhibit “D” in the Mixed Use Development Agreement.

General Signage Design Criteria
Project and retail signage are paramount in developing the overall design quality and character of Midlands Place. The following are guidelines that will be followed to ensure a pedestrian friendly and inviting atmosphere.

Content on Signs
Signage shall be limited to trade name, Tenant use or other signage relative to Tenant’s branding strategy or logo, as approved. City of Papillion Planning Director shall have the ability to approve variations in signage content based on consistency with the objectives of this Development Agreement.

Mounting of Signs
Signs attached to buildings shall be integral with the storefronts. No exterior sign or sign panel will be permitted to extend above any roof line.

- All sign bolts, fastenings and clips shall be hot-dipped galvanized iron, stainless steel, aluminum, brass or bronze. They should be concealed, if possible. 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, painted and concealed.
- All metal letters shall be fabricated using full-welded construction, with all welds not visible.
- All signage shall be pin mounted on building façade or recessed raceway. Halo illuminated signage shall be pin mounted a minimum of 1-1/2” from building facade.
- Commercial Tenants are required to provide a concealed access panel from within the Tenant’s leasable area to service and install exterior building signage. Transformers to be concealed and accessed from tenant space wherever possible.
- Raceways may be permitted if they are recessed and painted to match the building exterior.

Lighting of Signs
- Sign illumination shall be halo, internal, or external illumination. Internally lit individual letter signs for attached signs may be approved by Planning Director if they are consistent with other signage throughout the project.
• All electric signs and installation methods must meet UL standards and contain a UL label. UL label shall not be visible from public view.

**Sign Treatments Not Permitted**

• Poor quality materials, i.e. plastic appliqué letters, non-fade resistant materials, etc.
• Sign bands
• Flashing, moving, audible or odor making signs
• Cluttered signs
• Advertising or promotional signs on parked vehicles
• No signmakers labels or other identification shall be permitted on the exposed surface of signs.
• No exposed conduit, ballast boxes, transformers, tubing or raceways, conductors, transformers and other equipment will be permitted
• No pre-manufactured signs, such as franchise signs, that do not meet these criteria.
• No cloth, paper, cardboard or similar stickers or decals around or on surfaces on the storefront. Professionally prepared interior window signs advertising special sales, small door stickers indicating hours of business, emergency telephone, or credit cards will be considered.
• Roof signs.
• Box signs.

**Attached Signage**

Attached signs are intended for immediate recognition of the Tenant’s premises by the public. It is recommended that the signage be designed for day and night-time visibility.

• Wall signs shall consist of individually mounted, halo or internally illuminated letters. A colored opaque face is required for halo illuminated letters. Exceptions may be approved by the Planning Director for alternative sign designs that are consistent with the objectives of this Agreement.
• Tag lines shall be permitted, but shall be limited to a specific use within the tenant’s space, trade name, logo or other graphic relevant to Tenant’s brand strategy. Tag line height shall be limited to 50% of the maximum main sign letter height and shall be included within the overall square footage permitted to the tenant.
• The maximum height of individual letters for shall be 36”. The Planning Director may approve an increase in the letter height provided that the following criteria is met:
  o The size of the letters is appropriately scaled to the building size.
  o The landlord approval letter specifically states that the increased letter height is acceptable.
• The maximum sign size shall be 20% of the façade.

**Signage on Glass**

Tenants are encouraged to apply signs to the glass portion of the storefront. Acceptable materials include: painted gold or silver leaf; silk-screened logo; cut or polished metal veneers applied to glass; etched glass. Unacceptable materials: paper or postcard taped to glass. Signage must not obscure view through glass, and shall be limited to trade name or other graphic/text relative to the tenant’s brand strategy and/or logo. The maximum average height is 12”. Individual letters shall not exceed 18”. Signage that is applied or etched on the outside of
the glass counts against the sign budget. Signage applied inside the glass does not count against the sign budget.

**Monument Signs**

- Monument signs are limited to the five Midlands Place center identification signs shown on Appendix “E”, one tenant monument sign on Lot 3, and one monument sign on Lot 4. Monument/ground signs for all other lots are prohibited.
- Center Identification Monument signs shall be generally located as shown on Exhibit “B-1” and designed in accordance with Appendix “E”.
- The monument signs for Lots 3 and 4 shall be located as permitted in the CC District.
- The Planning Director may administratively approve minor changes to sign location and design provided that such changes are consistent with the goals of the Mixed Use Development Agreement.
- Monument signs shall match the building materials and colors specified in Appendix “B”.
- Monument Sign 1 identified in Appendix “E” shall not exceed 300 s.f. in area and 20’ in height. The maximum height of Monument Sign 1 may be increased to 30’ if said sign is setback 60’ from the lot line abutting HWY 370. Monument Sign 1 may identify tenant information secondary to identifying Midlands Place.
- Monument Sign 2 identified in Appendix “E” shall not exceed 150 s.f. in area and 22’ in height. Monument Sign 2 may identify tenant information secondary to identifying Midlands Place.
- Monument Sign 3 identified in Appendix “E” shall not exceed 100 s.f. in area and 10’ in height. Monument Sign 3 may identify tenant information secondary to identifying Midlands Place.
- Monument Sign 4 identified in Appendix “E” shall not exceed 100 s.f. in area and 8’ in height. Monument Sign 4 may identify tenant information secondary to identifying Midlands Place.
- Monument Sign 5 identified in Appendix E shall not exceed 100 s.f. in area and 8’ in height. Monument sign 5 may identify tenant information of properties other than Midlands Place.
- Monument Sign 6 identified in Appendix “E” shall not exceed 100 s.f. in area and 8’ in height. Monument Sign 6 may identify tenant information secondary to identifying Midlands Place.
- Monument Sign 7 identified in Appendix E shall not exceed 100 s.f. in area and 8’ in height. Monument sign 7 may identify tenant information of properties other than Midlands Place.
- The Monument Sign for Lot 3 shall not exceed 100 s.f. in area and 5’ in height.
- Monument signs shall be set back at least 5’ from the property line.
AA  Events Pavilion & Feature Tower Icon
(South Elevation)

BB  Retail Market & Events Plaza Section Elevation
(Looking East)
Building A - West Elevation
(Facing Washington Street)

Building B - East Elevation
(Facing King Street)
Buildings C & D - Retail Interior - North Elevation
(Facing Interior Retail Market/Event Plaza)

Building C - South Elevation
(Facing Gold Coast Rd / Hospital)
Buildings G, H & J - Retail Interior - South Elevation

Buildings G, H & J - Retail Interior - North Elevation
(Facing Highway 370)
Base Materials

M1: Limestone (faux stone) - Common building base material
M2: Stucco Buff - EIFS synthetic stucco system
M3: Stucco White - EIFS synthetic stucco system
M4: Wood Cladding - Trespa synthetic paneling
M5: Metal Panel - Powder coated metal cladding & standing seam metal roof
M6: Shop Storefront - Powder coated aluminum storefront w/clear glazing

Accent Colors

AC1
AC2
AC3
AC4

Materials and Color Palette - Buildings
Appendix B
Midlands Place
January 20, 2012
Site Furnishings
Appendix D-1

See Mixed Use Agreement for Manufacturer Details
Midlands Place
January 20, 2012
## EXHIBIT "D" - SIGN BUDGET

### MIDLANDS PLACE

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<th>LOT</th>
<th>PRIMARY FRONTAGE</th>
<th>SECONDARY FRONTAGE</th>
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**SUB-TOTAL SIGNAGE ALLOCATED (SQ. FT.)** 2810

**5 MULTI-TENANT CENTER ID SIGNS: (SQ. FT.)**

- SIGN 1 - 20' HIGH SIGN LOCATED ON LOT 2 300
- SIGN 2 - 22' HIGH SIGN LOCATED ON LOT 1 150
- SIGN 3 - 10' HIGH SIGN LOCATED ON LOT 6 100
- SIGN 4 - 10' HIGH SIGN LOCATED ON LOT 2 100
- SIGN 5 - 10' HIGH SIGN LOCATED ON LOT 2 100

**TOTAL SIGNAGE ALLOCATED ON THIS PROJECT (SQ. FT.)** 3560