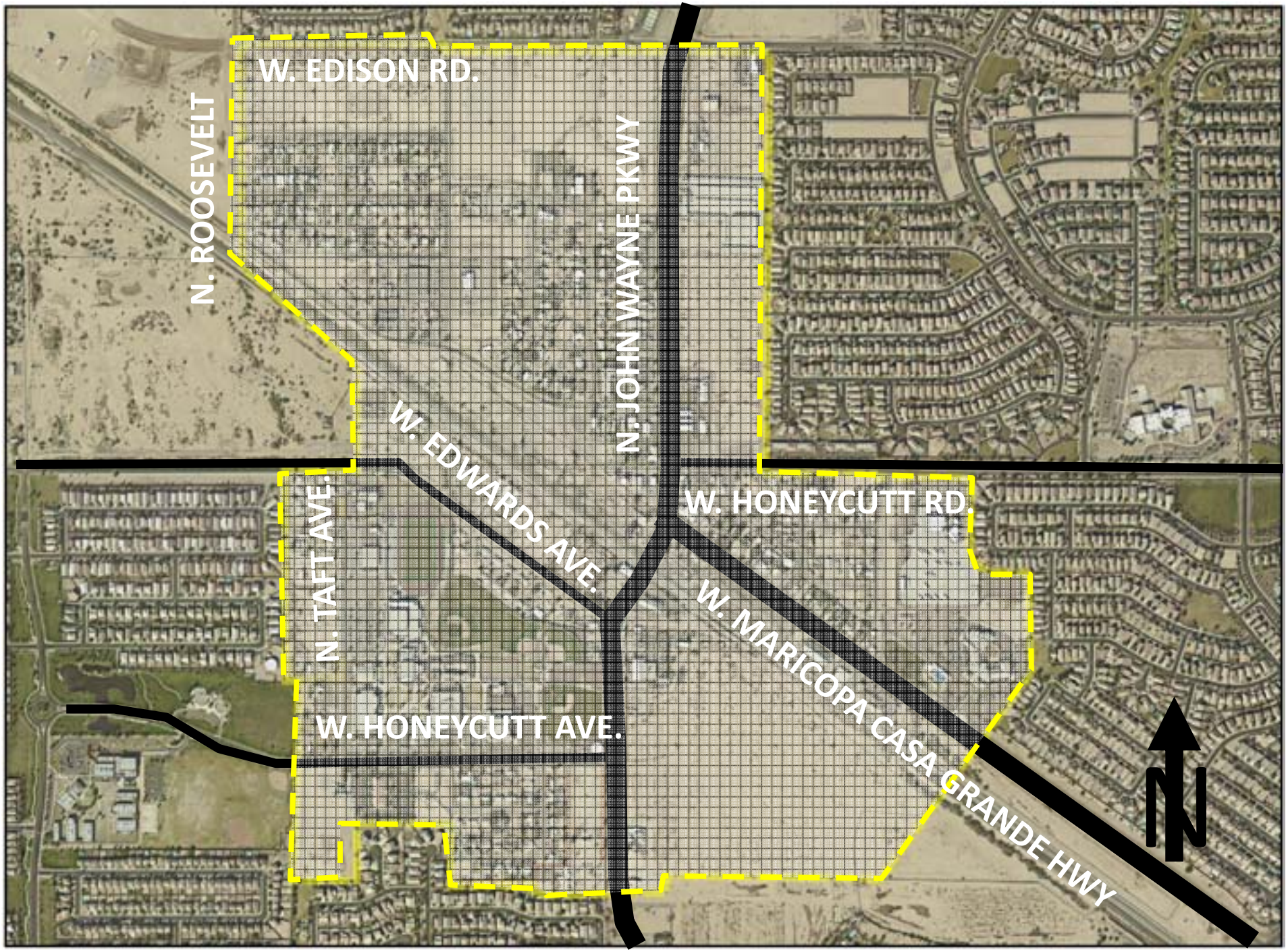EXHIBIT: MIXED-USE HERITAGE DISTRCIT OVERLAY