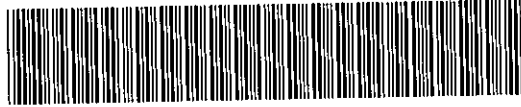


BK 1361 PG 604-607



MISC 2000 16905

RICHARD N. TARECH
REGISTER OF DEEDS,
DOUGLAS COUNTY, NE

00 DEC 13 AM 8:16

RECEIVED

AFTER RECORDING, RETURN TO: Daniel B. Kinnamon, Erickson & Sederstrom, P.C., 10330 Regency Parkway Drive, Omaha, NE 68114
(Space Above This Line for Recording Data)

80878

Handwritten initials/signature

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FB see attached
BKP _____ C/O _____ COMP BW
DEL _____ SCAN AL FV _____

**AMENDMENT NO. 3
TO
MIXED USE DISTRICT DEVELOPMENT AGREEMENT**

Lakeside Hills Douglas County, Nebraska

This Amendment No. 3 amends that certain Mixed Use District Development Agreement made the 13th day of July, 1994 by and between the City of Omaha, Nebraska, a municipal corporation (herein "City") and THC, Inc., a Nebraska non-profit corporation (herein "Developer").

WITNESSETH:

WHEREAS, Developer and City entered into a Mixed Use District Development Agreement on or about July 13, 1994 which sets forth the site development regulations and other provisions for Developer's development of a project described therein and legally described on Exhibit "A" attached hereto and made a part hereof which project is generally known as Lakeside Hills, Douglas County, Nebraska according to the provisions of MU Mixed Use District as prescribed in §55-561 et. seq. of the Municipal Code of the City; and

WHEREAS, to give notice of the terms of such Mixed Use District Development Agreement a Memorandum of Mixed Use District Development Agreement was filed in Book 1135, Page 636 of the Miscellaneous Records of the Douglas County, Nebraska Register of Deeds Office, on December 12, 1994; and

WHEREAS, at Developer's request and in accordance with §55-564 (c) (1), (2), (3), and (4) of the Municipal Code of the City, Developer and City amended the Agreement on or about October 29, 1996 in accordance with First Amendment to Mixed Use District Development Agreement and on or about November 20, 1998 in accordance with Amendment No. 2 to Mixed Use District Development Agreement; and

WHEREAS, the Developer has progressed with the development of the project to that point where, pursuant to Section 3.10 of the Mixed Use District Development Agreement a traffic impact study has been prepared at the behest of Sanitary and Improvement District No. 381 of Douglas County, Nebraska which reflects that there will be roadway improvements required for that portion of 168th Street adjoining the project including improvements to the 168th and West Center Road intersection; and

WHEREAS, Sanitary and Improvement District No. 381 of Douglas County, Nebraska and Developer simultaneously herewith has entered into certain agreements with the City agreeing under certain conditions for Sanitary and Improvement District No.

381 of Douglas County, Nebraska to install roadway improvements on 168th Street and improve the intersection of 168th Street and West Center Road, all as set forth more particularly in accordance with an Amendment to Subdivision Agreements and an Interlocal Cooperation Agreement; and

WHEREAS, since certain of these roadway improvements have been contracted to be made by Sanitary and Improvement District No. 381 and Developer has agreed to contribute to the cost thereof in accordance with the Amendment to Subdivision Agreements and the Interlocal Cooperation Agreement, it is appropriate that the Mixed Use District Development Agreement be amended by deleting from the Agreement the provisions of Section 3.10 restricting the issuance of building permits for further development of the project; and

WHEREAS, the Planning Director of the City is authorized to approve this Amendment No. 3 to the Mixed Use District Development Agreement in accordance with the provisions of §55-564(c)(1), (2), and (3) of the Municipal Code of the City.

NOW, THEREFORE, in consideration of the foregoing recitals which are made a part hereof and the mutual covenants and agreements contained herein, the sufficiency of which are hereby acknowledged, the parties agree as follows:

1. **Amendment to Section 3.10.** Section 3.10 of the Mixed Use District Development Agreement shall be amended by deleting in its entirety the entire Section 3.10.

2. **No Other Modifications.** Except as herein specifically amended and modified, all of the other terms and provisions of the Mixed Use District Development Agreement as amended shall remain unmodified and in full force and effect as originally written and approved.

IN WITNESS WHEREOF, the undersigned have executed this Amendment No. 3 to Mixed Use District Development Agreement on the 29th day of November, 2000.

THC, INC., a Nebraska non-profit corporation

By: Joseph P. Laferla
Joseph P. Laferla, Its President

THE CITY OF OMAHA, NEBRASKA

By: Steven N. Jensen
Steven N. Jensen, Acting Planning Director

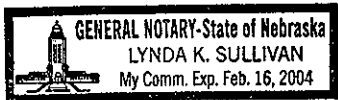
APPROVED AS TO FORM:

Ken Boyer

 Assistant City Attorney

STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 29th day of November, 2000, by Joseph P. Laferla, President of THC, INC., a Nebraska nonprofit corporation, on behalf of the corporation.

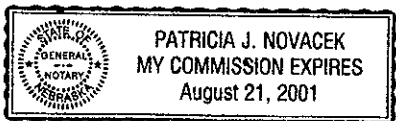


Lynda K. Sullivan

 Notary Public

STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 1st day of December, 2000, by Steven N. Jensen, Acting Planning Director for the City of Omaha, on behalf of the City of Omaha.



Patricia J. Novacek

 Notary Public

EXHIBIT "A"

Lot 1, Lakeside Hills, as surveyed, platted and recorded in Douglas County, Nebraska. m1-21555	1
Lots 1 and 2, Lakeside Hills Replat 1, an administrative subdivision of Lot 2, Lakeside Hills, as surveyed, platted and recorded in Douglas County, Nebraska. m1-21558	2
Lots 3 through 6, inclusive, Lakeside Hills, as surveyed, platted and recorded in Douglas County, Nebraska. m1-21555	4
Lots 1, 2 and 3 of Lakeside Hills Replat 4, being a replat of Lots 7 and 8, Lakeside Hills, as surveyed, platted and recorded in Douglas County, Nebraska. m1-21563	3
Lots 9 through 30, inclusive, Lakeside Hills, as surveyed, platted and recorded in Douglas County, Nebraska. m1-21555	22
Lot 1, Lakeside Hills Replat 2, being a replat of Lots 31, 32 and 33, Lakeside Hills, as surveyed, platted and recorded in Douglas County, Nebraska. m1-21559	1
Lot 1, Lakeside Hills Replat 3, being a replat of Lots 34 through 39, inclusive, Lakeside Hills, as surveyed, platted and recorded in Douglas County, Nebraska. m1-21562	1
Lots 40 through 43, inclusive, Lakeside Hills as surveyed, platted and recorded in Douglas County, Nebraska. m1-21555	4
Lots 1 through 14, inclusive, of Lakeside Plaza, being a replatting of Lots 44 through 47, inclusive, and a part of Lots 48 through 54, inclusive, in Lakeside Hills, as surveyed, platted and recorded in Douglas County, Nebraska. m1-21564	14
Lots 48 through 58, inclusive, Lakeside Hills, as surveyed, platted and recorded in Douglas County, Nebraska. m1-21555	11
Outlots 1 through 7, inclusive, Lakeside Hills, as surveyed, platted and recorded in Douglas County, Nebraska. m1-21555	7