



MISC 2005019185



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Received - DIANE L. BATTIATO  
 Register of Deeds, Douglas County, NE  
 2/22/2005 08:11:56.37  
  
 2005019185

**FILED: as RECEIVED**

## FIRST AMENDMENT TO REDEVELOPMENT COVENANTS

THIS FIRST AMENDMENT TO REDEVELOPMENT COVENANTS (the "Amendment") is made and entered into as of the 18<sup>th</sup> day of Febr, 2005, by and among The City of Omaha, Nebraska ("City"), Riverfront Campus Developers, LLC ("RCD"), and Riverfront Campus Developers II, LLC ("RCDII"), and Riverfront NPS, Inc. ("RNPS").

### RECITALS:

A. City and RCD entered into that certain Declaration of Redevelopment Covenants (the "Declaration") pursuant to the terms of that certain Redevelopment Agreement among the City, RCD and Douglas County, Nebraska, dated as of April 19, 2001, as amended by that certain First Amendment to Redevelopment Agreement dated March 28, 2002, and as further amended by that certain Second Amendment to Redevelopment Agreement dated June 24, 2002. The Declaration was recorded in the office of the Register of Deeds of Douglas County, Nebraska on July 31, 2003, as part of Instrument No. 2003144737. The Declaration governs certain real property located in Douglas County, Nebraska, described therein as the Redevelopment Area, and legally described on the attached **Exhibit A**.

B. The City, RCD, RCDII and RNPS collectively own, or in the case of RCDII have the right to acquire, all of the real property described on the attached **Exhibit A**.

C. The parties wish to modify certain land use provisions applicable to Lots 16 and 18, GALLUP RIVERFRONT UNIVERSITY CAMPUS, a subdivision, as surveyed, platted, and recorded in Douglas County, Nebraska (the "Property").

D. City and Riverfront Partners, LLC ("**Developer**") have entered or are about to enter into a Redevelopment Agreement, pursuant to which Developer will acquire and develop the Property.

NOW THEREFORE, in consideration of the covenants set forth herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, City, RCD, RCDII and RNPS agree as follows:

*OTW 9/1081- Record*  
*Hth*  
*Box 38*

1. The Declaration is hereby amended as follows:

a. Notwithstanding any other provision of the Declaration to the contrary, the Property may only be used for multiple-family residential use and any use permitted as a "Permitted Use" in the City of Omaha Community Commercial zoning district, set forth in Section 55-363 of the Omaha Municipal Code, as adopted, amended, and in effect from time to time, except that the following uses will not be permitted for the Property: automotive washing, communication services unless ancillary to another permitted use, funeral services, pawnshop services, restaurant (drive-in), service station, veterinary services, and emergency residential care. Uses listed in Section 55-364 and 55-365 of the Omaha Municipal Code as "Conditional Uses" and "Special Permit Uses" will not be permitted on the Property, except for multiple family residential use.

b. Section 1.D of the Declaration is deleted in its entirety.

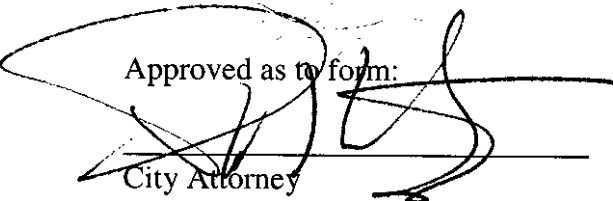
2. All other terms and provisions of the Declaration remain in full force and effect, including provisions relating to architectural approval.

3. City, RCD, RCDII and RNPS hereby represent and warrant that they are party to the Declaration or their successors or assigns, and that the individuals executing this Amendment have been duly authorized to execute same on behalf of City, RCD, RCDII or RNPS, as the case may be. Further, City, RCD, RCDII and RNPS hereby represent and warranty that all required corporate and company action has been taken authorizing the undersigned to act on behalf of City, RCD, RCDII and RNPS, and that execution of this Amendment will not conflict with any other agreement to which City, RCD, RCDII or RNPS may be a party.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed and delivered as of the date first above written.

ATTEST:

  
City Clerk

  
Approved as to form:

City Attorney

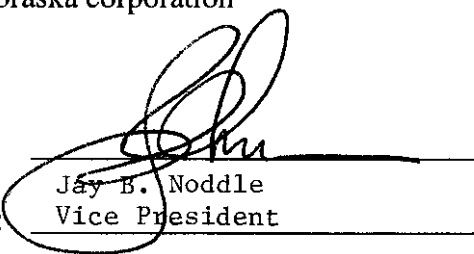
**THE CITY OF OMAHA, NEBRASKA**

By: 

Title: Mayor

RIVERFRONT NPS, INC.,  
a Nebraska corporation

By:

  
Jay B. Noddle  
Vice President

Title:

RIVERFRONT CAMPUS  
DEVELOPERS, LLC

By: Gallup, Inc., Manager

By:

  
Title: VP - Law/Member

RIVERFRONT CAMPUS  
DEVELOPERS II, LLC

By: Gallup, Inc., Manager

By:

  
Title: VP - Law, Member

STATE OF NEBRASKA )

) ss.:

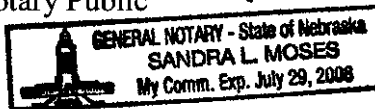
COUNTY OF DOUGLAS )

The foregoing instrument was acknowledged before me on this 14<sup>th</sup> day of February, 2005, by Mike Fahey, who is the MAYOR of the City of Omaha, Nebraska, on behalf of the City of Omaha, Nebraska..

My Commission Expires:

July 29, 2008

  
Notary Public



STATE OF NEBRASKA     )  
                                      ) ss.:  
COUNTY OF DOUGLAS    )

The foregoing instrument was acknowledged before me on this \_\_\_\_ day of  
February, 2005, by Jay B. Noddle, Vice President  
of Riverfront NPS, Inc., a Nebraska corporation, on behalf of the corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: Sept. 16, 2005

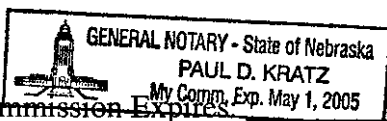


BARBARA L. BREDTHAUER  
MY COMMISSION EXPIRES  
September 16, 2005

STATE OF NEBRASKA     )  
                                      ) ss.:  
COUNTY OF DOUGLAS    )

The foregoing instrument was acknowledged before me on this 10<sup>TH</sup> day of  
February, 2005, by Evan G. Perkins, who is the  
VP-Law/Member of Gallup, Inc., Manager of Riverfront  
Campus Developers, LLC, on behalf of Riverfront Campus Developers, LLC.

  
\_\_\_\_\_  
Notary Public

  
My Commission Expires: May 1, 2005

STATE OF NEBRASKA     )  
                                      ) ss.:  
COUNTY OF DOUGLAS    )

The foregoing instrument was acknowledged before me on this 10<sup>TH</sup> day of  
February, 2005, by Evan G. Perkins, who is the  
VP-Law/Member of Gallup, Inc., Manager of Riverfront  
Campus Developers II, LLC, on behalf of Riverfront Campus Developers II, LLC.

  
\_\_\_\_\_  
Notary Public

  
My Commission Expires: May 1, 2005

## EXHIBIT A

### Legal Description of Redevelopment Area

#### The Campus:

Lots 1 and 3 through 15, inclusive, Gallup University Riverfront Campus, a subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska; and

Lots 2 and 2A, Gallup University Riverfront Campus Replat 1, being an administrative subdivision of Lot 2, Gallup University Riverfront Campus, a subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska.

#### Future Parking Structure Area:

Lot 16, Gallup University Riverfront Campus, a subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska.

#### Future Redevelopment Site One:

Lots 18 through 22, Gallup University Riverfront Campus, a subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska, formerly described as follows:

That part of Blocks 7, 32, AND 360, ORIGINAL CITY OF OMAHA, a subdivision, as surveyed, lithographed and recorded in Douglas County, Nebraska; TOGETHER WITH part of vacated Webster, California, Cass, AND 8<sup>th</sup> Streets as dedicated in the ORIGINAL CITY OF OMAHA; AND ALSO TOGETHER WITH part of Government Lot 4, all in Section 14, Township 15 North, Range 13 East of the 6<sup>th</sup> P.M., Douglas County, Nebraska, described as follows:

Beginning at the southwest corner of Lot 16, GALLUP UNIVERSITY RIVERFRONT CAMPUS, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska;

Thence North 87°31'46" East (bearings referenced to the Final Plat of GALLUP UNIVERSITY RIVERFRONT CAMPUS) for 584.79 feet along the south line of said Lot 16 to an angle point therein;

Thence South 76°13'17" East for 27.91 feet to the southeast corner of said Lot 16 and the west bank of the Missouri River as defined in the Final Plat of GALLUP UNIVERSITY RIVERFRONT CAMPUS;

Thence South 09°51'39" West for 416.24 feet along said defined west bank extended south;

Thence along a curve to the left (having a radius of 11183.37 feet and a long chord bearing South 02°54'19" East for 813.79 feet) for an arc length of 813.97 feet along said defined west bank extended south to the north line of Lot 1, SMELTER PLANT REPLAT, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska;

Thence South  $85^{\circ}00'35''$  West for 30.23 feet along said north line;

Thence South  $87^{\circ}37'29''$  West for 525.64 feet along said north line to the east right of way line of 6<sup>th</sup> Street as platted in the Final Plat of GALLUP UNIVERSITY RIVERFRONT CAMPUS;

Thence along said east right of way line for the following 5 courses:

- 1) Thence North  $27^{\circ}36'17''$  West for 136.06 feet;
- 2) Thence along a curve to the right (having a radius of 474.50 feet and a long chord bearing North  $09^{\circ}24'36''$  West for 296.32 feet) for an arc length of 301.36 feet;
- 3) Thence North  $08^{\circ}47'04''$  East for 384.75 feet;
- 4) Thence along a curve to the left (having a radius of 1225.49 feet and a long chord bearing North  $05^{\circ}40'27''$  East for 132.99 feet) for an arc length of 133.06 feet;
- 5) Thence North  $02^{\circ}33'51''$  East for 303.51 feet to the Point of Beginning.

Contains 741346 square feet or 17.019 acres.

Future Redevelopment Site Two:

Lot 12, Union Pacific Place, a subdivision in Omaha, Douglas County, Nebraska, 07-39566  
formerly described as follows:

Part of Blocks O, P, Q, 313, 314, 327, 328, AND 329, ORIGINAL CITY OF OMAHA, a subdivision, as surveyed, lithographed and recorded in Douglas County, Nebraska; TOGETHER WITH part of Napoleon, Nicholas, Izard, Cuming, Burt, AND 8<sup>th</sup> Streets as dedicated in the ORIGINAL CITY OF OMAHA, the entire tract described as follows:

Commencing at the southwest corner of Lot 16, GALLUP UNIVERSITY RIVERFRONT CAMPUS, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska;

Thence South  $87^{\circ}31'46''$  West (bearings referenced to the Final Plat of GALLUP UNIVERSITY RIVERFRONT CAMPUS) for 130.50 feet along the south line of said Lot 16 extended west to the west right of way line of the Union Pacific Railroad and the True Point of Beginning;

Thence South  $87^{\circ}31'46''$  West for 237.21 feet;

Thence along a curve to the left (having a radius of 3022.00 feet and a long chord bearing North  $09^{\circ}05'59''$  West for 207.89 feet) for an arc length of 207.93 feet;

Thence along a curve to the left (having a radius of 572.00 feet and a long chord bearing North  $20^{\circ}54'03''$  West for 195.31 feet) for an arc length of 196.27 feet;

Thence along a curve to the right (having a radius of 30.00 feet and a long chord bearing North 09°41'55" East for 21.53 feet) for an arc length of 22.03 feet;

Thence North 11°20'02" East for 185.05 feet;

Thence along a curve to the left (having a radius of 335.00 feet and a long chord bearing North 21°37'17" West for 364.47 feet) for an arc length of 385.37 feet;

Thence North 54°34'36" West for 130.59 feet;

Thence North 37°46'31" East for 163.40 feet;

Thence North 46°43'31" East for 161.12 feet;

Thence North 37°18'10" East for 226.20 feet;

Thence North 30°05'26" East for 173.49 feet to the west right of way line of the Union Pacific Railroad;

Thence South 15°03'30" East for 126.17 feet along said west right of way line of the Union Pacific Railroad;

Thence along a curve to the right (having a radius of 1145.93 feet and a long chord bearing South 08°41'17" East for 254.29 feet) for an arc length of 254.81 feet along said west right of way line of the Union Pacific Railroad;

Thence South 02°19'04" East for 932.39 feet along said west right of way line of the Union Pacific Railroad;

Thence along a curve to the right (having a radius of 2525.00 feet and a long chord bearing South 00°37'41" West for 259.54 feet) for an arc length of 259.65 feet along said west right of way line of the Union Pacific Railroad to the Point of Beginning.

Contains 10.595 acres.

07-33028

Note: Lots 16 and 18 are in the process of being replatted as Lots 1 through 6, inclusive and Outlots A, B, and C, Riverfront Place. If such replatting has been completed at the time this Amendment is being executed and recorded, a paragraph will be added to the above legal description stating that Lots 16 and 18, Gallup University Riverfront Campus are now known as Lots 1 through 6, inclusive, Riverfront Place, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.