

REGISTER OF DEEDS

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 VERIFY Pouh D.E. W
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FOR RECORDING
INFORMATION.**

**DOCUMENT STARTS ON
NEXT PAGE.**

LLOYD J. DOWDING

**SARPY COUNTY REGISTER OF DEEDS
1210 GOLDEN GATE DRIVE, STE 1109
PAPILLION, NE 68046-2895
402-593-5773**

R.R.
City of Papillion
122 E 3rd St.
Papillion, NE 68046

A

6/16/06 S&W

SECOND AMENDMENT TO
SUBDIVISION AGREEMENT

THIS SECOND AMENDMENT TO SUBDIVISION AGREEMENT ("Amendment") is made this 20th day of June, 2006 ("Effective Date"), by and among GILES ROAD NO. 2, LLC, a Nebraska limited liability company ("DEVELOPER"), and SANITARY AND IMPROVEMENT DISTRICT NO. 266 OF SARPY COUNTY, NEBRASKA, a Nebraska political subdivision ("DISTRICT"), and THE CITY OF PAPILLION, NEBRASKA, a municipal corporation of the first class ("CITY").

WITNESSETH:

WHEREAS, the DEVELOPER, the DISTRICT and CITY entered into a Subdivision Agreement ("Subdivision Agreement") dated January 17, 2006 and a First Amendment to Subdivision Agreement ("First Amendment") dated May 2, 2006; and

WHEREAS, the DISTRICT, DEVELOPER and CITY have agreed to modify the Subdivision Agreement and First Amendment as set forth herein.

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual promises and covenants hereinafter contained, the DEVELOPER, the DISTRICT and the CITY agree as follows:

1. Definitions: Unless otherwise defined in this Agreement, all capitalized terms used in this Agreement will have the same meaning set forth for such terms in the Subdivision Agreement and First Amendment.
2. Modifications to Subdivision Agreement and First Amendment. The following sections of the Subdivision Agreement shall be modified by and between the DEVELOPER, the DISTRICT and the CITY as follows:
 - A. Exhibit C to the original Subdivision Agreement and First Amendment are repealed in its entirety and the attached Exhibit C is substituted in its place. The Source and Use of Funds attached hereto as Exhibit C anticipates the annexation of the area within the subdivision known as Portal Plaza South into the corporate boundaries of the District.
 - B. Improvements to 107th Street. SID #266 shall enter into an Interlocal Cooperation Agreement satisfactory to the City with the City of La Vista, and Sanitary and Improvement District #276 (Portal Ridge) and the City of Papillion to construct and improve 107th Street. Cost allocations for improvements to 107th Street shall be one-third (1/3) general obligation, one-third (1/3) special assessment against property within SID #266 within Papillion's zoning jurisdiction and one-third (1/3) reimbursed from Sanitary and Improvement District #276.

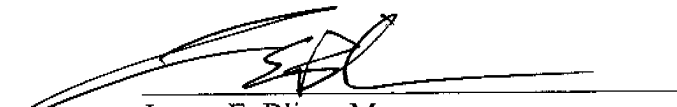
- B
- C. Improvements to Cornhusker Road (3rd Lane). SID #266 shall enter into an Interlocal Cooperation Agreement satisfactory to the City with the City of La Vista, Sanitary and Improvement District #276 (Portal Ridge) and the City of Papillion to construct improvements to Cornhusker Road. All costs for improvements are at the expense of the Sanitary and Improvement Districts. Eight-five percent (85%) of such costs shall be specially assessed by SID #266 against the properties within said District, and fifteen percent (15%) shall be either a special or general obligation of Sanitary and Improvement District #276.

3. Miscellaneous.

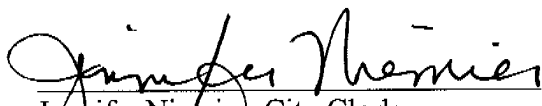
- A. Counterparts. This Agreement may be executed in counterparts each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.
- B. No Other Amendment. Except as specifically set forth herein, the Subdivision Agreement shall remain in full force and effect.

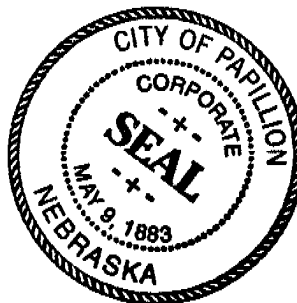
IN WITNESS WHEREOF, this Agreement is effective on the day and year first above written.

CITY OF PAPILLION, A Nebraska
Municipal Corporation


James E. Blinn, Mayor

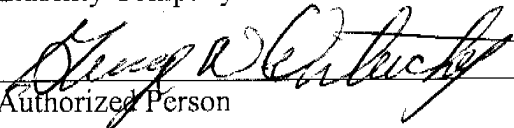
ATTEST:


Jennifer Niemier, City Clerk



GILES ROAD #2, L.L.C., a Nebraska Limited Liability Company

BY:


Authorized Person

SANITARY AND IMPROVEMENT DISTRICT #266 OF SARPY COUNTY, NEBRASKA

BY:


Clerk

BY:

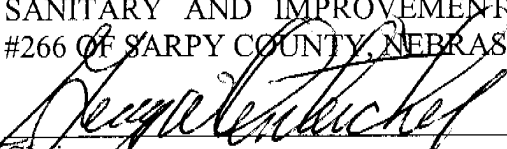

Chairman

EXHIBIT "C"

SOURCE & USE OF FUNDS SUMMARY OF COSTS ESTIMATES PORTAL PLAZA and PORTAL PLAZA SOUTH- SID # 266 1/17/2006 (Revised 04/12/06) (Revised 07/05/06)

Proposed Improvement	Construction Cost	Total Cost	Special Assessment	General Obligation	Private	Reimbursement Other	Total
SANITARY SEWER							
Interior Outfall	\$351,657	\$488,021	\$376,576	\$111,445			\$488,021
STORM SEWER							
	\$50,250	\$70,350	\$9,240	\$61,110			\$70,350
PAVING							
Minor	\$65,913	\$91,618	\$25,000	\$66,618			\$91,618
Cornhusker Road	\$142,700	\$199,780	\$169,813	\$0		\$29,967	\$199,780
Major (Dbl Left-108th)	\$179,161	\$250,825	\$250,825				\$250,825
Major (107th)	\$258,411	\$361,775	\$120,592	\$120,592		\$120,592	\$361,776
SIDEWALKS							
	\$87,550	\$117,317	\$117,317				\$117,317
PARKS							
Acquisition Improvements							
WATER							
Interior	\$45,700	\$62,609	\$62,609				\$62,609
Off-Site	\$270,683	\$378,956		\$378,956			\$378,956
Capital Facility Charges (revised)	\$171,197	\$192,488	\$96,244	\$96,244			\$192,488
POWER							
Single-Family & Commercial School	\$123,008	\$159,911	\$159,911	\$0			\$159,911
OTHER							
Grading & Erosion Control							
TOTAL	\$1,746,230	\$2,373,650	\$1,388,127	\$834,965	\$0	\$150,559	\$2,373,651
NET	\$1,746,230	\$2,373,650	\$1,388,127	\$834,965	\$0	\$150,559	\$2,373,651

D

EXHIBIT "C"

DEBT RATIO

ASSUMPTIONS:

Average market value per Residential Home	=	\$0.00
Average market value per Duplex Home	=	\$0.00
Commercial Value per square foot	=	\$130.00
Commercial Value per square foot	=	\$105.00
Apartment Land per square foot	=	\$0.00
Apartment Building per square foot	=	\$0.00

ASSESSABLE VALUATION:

	Number of Units/Sq. Ft.	Unit Price	Total
Residential Home	1	\$0.00	\$0
Duplex Home	1	\$0.00	\$0
Commercial Land	87300	\$130.00	\$11,349,000
Commercial Building	352500	\$105.00	\$37,012,500
Apartment Land	1	\$0.00	\$0
Apartment Building	1	\$0.00	\$0
Total 100% Valuation			\$48,361,500

1.73%

DEBT RATIO

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2006-31174 G

Surveyor's Certificate

I hereby certify that I have made a ground survey of the subdivision described herein and that all dimensions have been computed for all Lots and Streets in PORTAL PLAZA (the Lots numbered as shown) being a platting of Tax Lots 13, 15, 17 and 19, Tax Lots located in the NW1/4 of Section 21; all located in Township 14 North, Range 12 East of the 6TH, P.M., Sarpy County, Nebraska, more particularly described as follows:

Commencing at the Northwest corner of said Section 21; thence N87°30'21"E (assumed bearing) along the North line of said Section 21, a distance of 50.98 feet; thence S02°29'39"E, a distance of 110.00 feet to the point of intersection of the Southerly right-of-way line of Giles Road, and the East right-of-way line of 108th Street, said point also being the Northwest corner of said Tax Lot 17, said point also being the point of beginning; thence Easterly along said Southerly right-of-way line of Giles Road, said line also being the Northerly line of said Tax Lots 17 and 13 on the following described courses; thence N87°30'21"E, a distance of 220.28 feet; thence N84°54'36"E, a distance of 662.37 feet; thence N02°29'38"W, a distance of 47.00 feet; thence N87°30'21"E, a distance of 75.52 feet to the point of intersection of said Southerly right-of-way line of Giles Road, and the West right-of-way line of 107th Street, said point also being the Northeast corner of said Tax Lot 13; thence S02°29'39"E along said West right-of-way line of 107th Street, said line also being the East line of said Tax Lot 13, a distance of 176.15 feet; thence S03°26'28"E along said West right-of-way line of 107th Street, said line also being said East line of Tax Lot 13, a distance of 349.93 feet to the Southeast corner of said Tax Lot 13, said point also being the Northeast corner of said Tax Lot 17; thence S02°53'02"E along said West right-of-way line of 107th Street, said line also being the East line of said Tax Lots 17 and 15, a distance of 463.97 feet to the point of intersection of said West right-of-way line of 107th Street, and the Northerly right-of-way line of Cornhusker Road; thence N56°44'36"W along said Northerly right-of-way line of Cornhusker Road, a distance of 102.70 feet to the Easterly corner of said Tax Lot 19; thence N63°48'02"W along the Southerly line of said Tax Lot 19, said line also being said Northerly right-of-way line of Cornhusker Road, a distance of 580.59 feet; thence Northwesterly along said Southerly line of Tax Lot 19, said line also being said Northerly right-of-way line of Cornhusker Road, on a curve to the right with a radius of 714.09 feet, a distance of 185.67 feet, said curve having a long chord which bears N56°21'07"W, a distance of 185.14 feet; thence N41°05'48"E along said Southerly line of Tax Lot 19, said line also being said Northerly right-of-way line of Cornhusker Road, a distance of 25.00 feet; thence Northwesterly along said Southerly line of Tax Lot 19, said line also being said Northerly right-of-way line of Cornhusker Road, on a curve to the right with a radius of 689.09 feet, a distance of 174.44 feet, said curve having a long chord which bears N41°39'04"W, a distance of 173.97 feet; said point also being the Westerly corner of said Tax Lot 19, said point also being on the Southerly line of said Tax Lot 17; thence N56°44'36"W along said Northerly right-of-way line of Cornhusker Road, said line also being said Southerly line of Tax Lot 17, a distance of 156.11 feet to the Southwest corner of said Tax Lot 17, said point also being the point of intersection of said East right-of-way line of 108th Street, and said Northerly right-of-way line of Cornhusker Road; thence N03°00'21"W along said East right-of-way line of 108th Street, a distance of 220.83 feet to the point of beginning.

Said tract of land contains an area of 595,683 square feet or 13.675 acres, more or less.