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**MEMORANDUM OF THE WATERFORD ESTATES  
CONDITIONAL ANNEXATION AND ZONING AGREEMENT**

This Memorandum of the Waterford Estates Conditional Annexation and Zoning Agreement ("Memorandum") is made and entered into as of this \_\_\_ day of June, 2006, by and between the **City of Lincoln, Nebraska**, a municipal corporation ("City"), **Ridge Development Company**, a Nebraska corporation ("Ridge"), **Southview, Inc.**, a Nebraska corporation ("Southview"), **Developments Unlimited, LLP**, a Nebraska limited liability partnership ("Developments"), **Northern Lights, L.L.C.**, a Nebraska limited liability company ("Northern Lights"), **Thomas O. Meginnis** and **Karen M. Meginnis**, husband and wife, **Richard W. Meginnis** and **Lisa J. Meginnis**, husband and wife, **Daniel H. Meginnis** and **Jill M. Meginnis**, husband and wife, and **Mark W. Meginnis**, an individual, (collectively "Meginnis"), and **Sesostris Temple Holding Corporation**, a Nebraska corporation ("Sesostris"), and is made with reference to the following:

A. **Memorandum.** This Memorandum is to indicate that the City, Ridge, Southview, Developments, Northern Lights, Meginnis and Sesostris entered into the Waterford Estates Conditional Annexation and Zoning Agreement, dated as of April 20, 2006 ("Annexation Agreement"). The Annexation Agreement is applicable to the real property legally described and shown on Attachment "A", which is attached hereto and incorporated herein by this reference (the "Property").

B. **Annexation Agreement.** The Annexation Agreement, among other things, outlines the following:

1. The City's approval of Annexation, rezoning and a preliminary plat for portions of the Property.

2. The City's, Ridge's, Southview's, Developments', Northern Lights', Meginnis' and Sesostris' obligations regarding the construction of the municipal improvements necessary for the annexation of the Property, including streets, water mains, sewers, and trails.

C. **Notice.** Any notices required to be forwarded to a party hereto shall be in writing and shall be served by mail, sufficient postage prepaid at the following addresses:

"City" City of Lincoln  
Public Works Director  
555 South 10<sup>th</sup>  
Lincoln, NE 68508

with a copy to: City Clerk  
555 South 10<sup>th</sup>  
Lincoln, NE 68508

"Ridge" Tom White and John Brager  
Ridge Development Company  
PO Box 22296  
Lincoln, NE 68542-2296

"Southview" John F. Schleich  
Southview, Inc.  
8644 Executive Woods Drive  
Lincoln, NE 68512

"Developments" John F. Schleich  
Developments Unlimited, LLP  
8644 Executive Woods Drive  
Lincoln, NE 68512

"Northern Lights" Tom White and John Brager  
Northern Lights, L.L.C.  
PO Box 22296  
Lincoln, NE 68542-2296

"Meginnis" Richard Meginnis  
NAI FMA Realty  
1248 O Street, Suite 1031  
Lincoln, NE 68508

with a copy to: Seacrest & Kalkowski, P.C.  
1111 Lincoln Mall, Suite 350  
Lincoln, NE 68508

"Sesostris" Steven Hanneman  
Sesostris Temple Holding Corporation  
1717 Yolande Avenue  
Lincoln, NE 68521

with a copy to: Robert D. Kinsey, Jr.  
Kinsey Rowe Becker & Kistler, LLP  
121 South 13<sup>th</sup> Street, Suite 601  
PO Box 85778  
Lincoln, NE 68501

D. **Binding Effect.** The Annexation Agreement runs with the land and is binding upon and inures to the benefit and burden of the successors and assigns of the respective parties.

E. **Copy of Annexation Agreement.** A copy of the Annexation Agreement is on file with the City Clerk as an exhibit to Ordinance No. 18713.

ATTEST:

CITY OF LINCOLN, NEBRASKA,  
a municipal corporation

Teresa J. Meier  
City Clerk



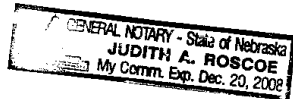
Coleen J. Seng  
Coleen J. Seng, Mayor

STATE OF NEBRASKA )

) ss.

COUNTY OF LANCASTER )

The foregoing instrument was acknowledged before me this 19 day of June, 2006, by Coleen J. Seng, Mayor of the City of Lincoln, Nebraska, a municipal corporation.



Judith A. Roscoe  
Notary Public

RIDGE DEVELOPMENT COMPANY, a  
Nebraska corporation

By: Thomas E. White  
Thomas E. White  
President of Development

By: John C. Brager  
John C. Brager  
President of Construction

SOUTHVIEW, INC., a Nebraska corporation

By: John F. Schleich  
John F. Schleich, President

DEVELOPMENTS UNLIMITED, LLP, a Nebraska limited liability partnership

By: RIDGE DEVELOPMENT COMPANY, a Nebraska corporation, Member

By: Thomas E. White  
Thomas E. White  
President of Development

By: John C. Brager  
John C. Brager  
President of Construction

By: SOUTHVIEW, INC., a Nebraska corporation, Member

By: John F. Schleich  
John F. Schleich, President

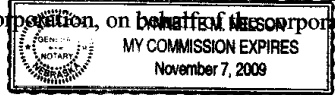
NORTHERN LIGHTS, L.L.C., a Nebraska limited liability company

By: Thomas E. White  
Thomas E. White, Member

By: John C. Brager  
John C. Brager, Member

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

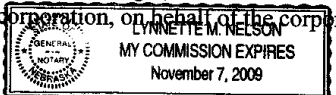
The foregoing was acknowledged before me this 5th day of June, 2006, by Thomas E. White, President of Development of Ridge Development Company, a Nebraska corporation, on behalf of the corporation.



Lynnette M. Nelson  
Notary Public

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

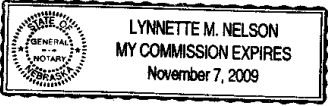
The foregoing was acknowledged before me this 5th day of June, 2006, by John C. Brager, President of Construction of Ridge Development Company, a Nebraska corporation, on behalf of the corporation.



Lynnette M. Nelson  
Notary Public

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

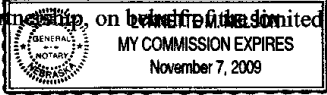
The foregoing was acknowledged before me this 5th day of June, 2006, by John F. Schleich, President of Southview, Inc., a Nebraska corporation, on behalf of the corporation.



Lynnette M. Nelson  
Notary Public

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

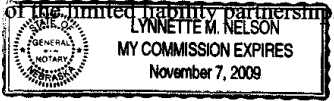
The foregoing was acknowledged before me this 5th day of June, 2006, by Thomas E. White, President of Development of Ridge Development Company, a Nebraska corporation, as a Member of **Developments Unlimited, LLP**, a Nebraska limited liability partnership, on behalf of the limited liability partnership.



*Lynnette M. Nelson*  
Notary Public

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

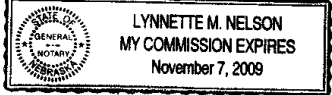
The foregoing was acknowledged before me this 5th day of June, 2006, by John C. Brager, President of Construction of Ridge Development Company, a Nebraska corporation, as a Member of **Developments Unlimited, LLP**, a Nebraska limited liability partnership, on behalf



*Lynnette M. Nelson*  
Notary Public

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

The foregoing was acknowledged before me this 5th day of June, 2006, by John F. Schleich, President of Southview, Inc., a Nebraska, corporation, as a Member of **Developments Unlimited, LLP**, a Nebraska limited liability partnership, on behalf of the limited liability partnership.



*Lynnette M. Nelson*  
Notary Public

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

The foregoing was acknowledged before me this 5th day of June, 2006, by Thomas E. White, Member of **Northern Lights, L.L.C.**, a Nebraska limited liability company, on behalf of the limited liability company.



*Lynnette M. Nelson*  
Notary Public

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

The foregoing was acknowledged before me this 5th day of June, 2006, by John C. Brager, Member of **Northern Lights, L.L.C.**, a Nebraska limited liability company, on behalf of the limited liability company.

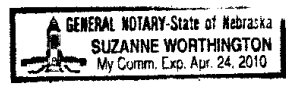


*Lynnette M. Nelson*  
Notary Public

*Thomas O. Meginnis*  
THOMAS O. MEGINNIS, a married person

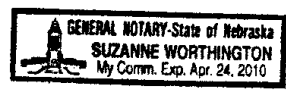
*Karen M. Meginnis*  
KAREN M. MEGINNIS, a married person

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF DOUGLAS )



The foregoing was acknowledged before me this 23<sup>rd</sup> day of May, 2006, by  
Thomas O. Meginnis, a married person.

*Suzanne Worthington*  
Notary Public



STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF DOUGLAS )

The foregoing was acknowledged before me this 23<sup>rd</sup> day of MAY, 2006, by  
Karen M. Meginnis, a married person.

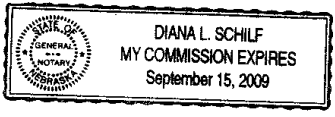
*Suzanne Worthington*  
Notary Public

Richard W. Meginnis  
RICHARD W. MEGINNIS, a married person

Lisa J. Meginnis  
LISA J. MEGINNIS, a married person

STATE OF NEBRASKA            )  
  ) ss.  
COUNTY OF LANCASTER        )

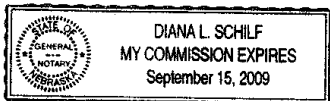
The foregoing was acknowledged before me this 30<sup>th</sup> day of May, 2006, by **Richard W. Meginnis**, a married person.



Diana L. Schilf  
Notary Public

STATE OF NEBRASKA            )  
  ) ss.  
COUNTY OF LANCASTER        )

The foregoing was acknowledged before me this 30<sup>th</sup> day of May, 2006, by **Lisa J. Meginnis**, a married person.



Diana L. Schilf  
Notary Public

Daniel H. Meginnis  
DANIEL H. MEGINNIS, a married person

Jill M. Meginnis  
JILL M. MEGINNIS, a married person

STATE OF NEBRASKA            )  
  ) ss.  
COUNTY OF LANCASTER        )

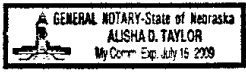
The foregoing was acknowledged before me this 26 day of May, 2006, by **Daniel H. Meginnis**, a married person.



Shannon Paul  
Notary Public

STATE OF Nebraska            )  
  ) ss.  
COUNTY OF Lancaster        )

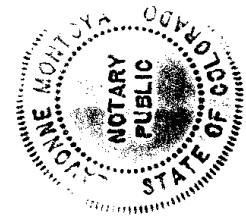
The foregoing was acknowledged before me this 24<sup>th</sup> day of May, 2006, by **Jill M. Meginnis**, a married person.



Alisha D. Taylor  
Notary Public

Mark W. Meginnis  
MARK W. MEGINNIS, an individual

STATE OF COLORADO            )  
  ) ss.  
COUNTY OF Eagle            )



The foregoing was acknowledged before me this 30<sup>th</sup> day of May, 2006, by  
**Mark W. Meginnis**, an individual.

[Signature]  
Notary Public



**SESOSTRIS TEMPLE HOLDING CORPORATION**, a Nebraska nonprofit corporation

By: Steven Hammann  
Title: President

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of May, 2006, by Steven Hammann, President of Sesostris Temple Holding Corporation, a Nebraska nonprofit corporation, on behalf of the nonprofit corporation.

Robert D. Kinsey Jr  
Notary Public



Attachment "A"

Meginnis:

All of Lot 14 of Irregular Tracts in the Northeast Quarter (NE ¼), all of the North Half (N ½) of the Southeast Quarter (SE ¼), all of Lot 3 of Irregular Tracts in the Southeast Quarter (SE ¼) EXCEPT that portion of said Lot 3 more particularly described as follows:

Referring to the Southwest corner of the Southeast Quarter of Section 23, Township 10 North, Range 7 East of the 6<sup>th</sup> P.M., Lancaster County, Nebraska. Thence in a Northerly direction along the West line of the Southeast Quarter of said Section 23 a distance of Sixty and No Tenths (60.0) feet to the Southwest corner of said Lot 3 of Irregular Tracts and the point of beginning. Thence continuing in a Northerly direction along the West Line of the Southeast Quarter of said Section 23 on an assumed bearing of N 00°0'00" a distance of Five Hundred Sixteen and No Tenths (516.0) feet. Thence 89°26'51" E a distance of Four Hundred and No Tenths (400.0) feet. Thence S 00°0'00" a distance of Five Hundred Sixteen and No Tenths (516.0) feet to a point on the South line of said Lot 3 of Irregular Tracts. Thence 89°26'51" W along the South line of said Lot 3 of Irregular Tracts, being also the Northerly Sixty and No Tenths (60.0) foot right-of-way line of "O" Street a distance of Four Hundred and No Tenths (400.0) feet to the Point of Beginning and containing a calculated area of 4.74 acres more or less;

all located in Section 23, Township 10 North, Range 7 East of the 6<sup>th</sup> P.M., Lancaster County, Nebraska, consisting of 230.16 acres, more or less.

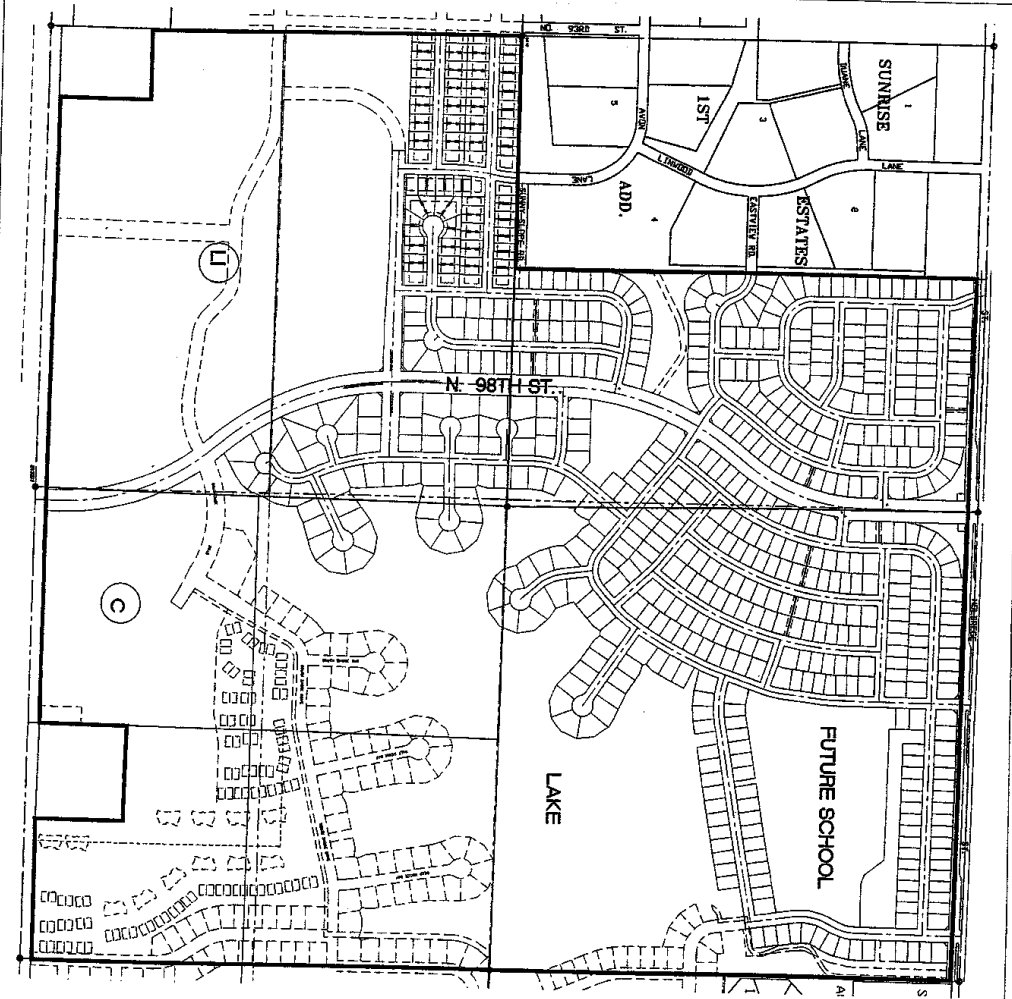
Finke:

Lot 8, West ½ of Lot 11, and the Northwest Quarter of the Southwest Quarter, all located in Section 24, Township 10 North, Range 7 East of the 6<sup>th</sup> P.M., Lancaster County, Nebraska.

Sesostris:

A tract of land composed of a portion of the North Half of the Southwest Quarter of Section 24, and a portion of Lot 11, I.T., all located in the Southwest Quarter of Section 24, Township 10 North, Range 7 East of the 6<sup>th</sup> P.M., Lancaster County, Nebraska, and more particularly described as follows: Commencing at the Southeast corner of the Southwest Quarter of said Section 24, thence North along the East line of said Southwest Quarter on an assumed bearing of N00°10'10"E, a distance of 60.00 feet to a point, said point being the Southeast corner of said Lot 11 I.T., said point being on the North line of "O" Street right-of-way, said point being the true point of beginning, thence N89°21'17"W along the South line of said Lot 11 I.T., said line being the North line of "O" Street right-of-way. Said line being 60.00 feet North of and parallel with the South line of said Southwest Quarter, a distance of 550.01 feet to a South corner of said Lot 11 I.T., thence N88°59'24"W along the South line of said Lot 11 I.T., said line being the North line of "O" Street right-of way, a distance of 132.20 feet to a point located 60.84 feet North of the South line of said Southwest Quarter, thence N00°13'31"E, a distance of 1,704.21 feet to a point, thence N89°46'29"W, a distance of 651.97 feet to a point of intersection with the West line of the East Half of the North Half of the Southwest Quarter of said Section 24, thence N00°13'31"E along the West line of the East Half of the North Half of the Southwest Quarter of said Section 24, a distance of 883.21 feet to a point of intersection with the North line of the North Half of the Southwest Quarter of said Section 24, thence S89°00'28"E along the North line of the North Half of the Southwest Quarter of said Section 24, a distance of 1,331.76 feet to the Northeast corner of the Southwest Quarter of said Section 24, thence S00°10'10"W along the East line of said Southwest Quarter, a distance of 2,575.43 feet to the point of beginning.

7-8 NW, 7/1 SW



<p>DATE PLOTTED: 6/1/05                  PLOT SCALE: 1" = 40' x 100'                  DWG NO: 5AM02                  SHEET NO: 1</p>	<p><b>WATERFORD ESTATES                  ATTACHMENT "A"</b></p> <p>LINCOLN, NEBRASKA      6/1/05</p>	<p style="text-align: center;">REVISIONS</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;">NO.</th> <th style="width: 10%;">DATE</th> <th style="width: 85%;">DESCRIPTION</th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> </tbody> </table>	NO.	DATE	DESCRIPTION														<p><b>OLSSON ASSOCIATES</b>                  ENGINEERS - PLANNERS - ARCHITECTS - ENVIRONMENTALISTS</p>
NO.	DATE	DESCRIPTION																	

# CERTIFICATE

STATE OF NEBRASKA        )  
                                  )  
COUNTY OF LANCASTER    ) ss:  
                                  )  
CITY OF LINCOLN            )

I, Teresa J. Meier, Deputy City Clerk of the City of Lincoln, Nebraska, do hereby certify that the above and foregoing is a true and correct copy of the Memorandum of the Waterford Estates Conditional Annexation and Zoning Agreement as it appears of record in my said office and is now in my charge remaining as City Clerk aforesaid.

IN WITNESS WHEREOF, I have hereunto set my hand officially and affixed the seal of the City of Lincoln, Nebraska, this 22<sup>nd</sup> day of June, 2006.

*Teresa J. Meier*  
Deputy City Clerk

