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CITY OF LINCOLN
NEBRASKA
MAYOR CHRIS BEUTLER

CITY OF LINCOLN
EXECUTIVE ORDER

NO. 081850

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File against attached legal description.

BY VIRTUE OF THE AUTHORITY VESTED IN ME by the Charter of the City of Lincoln,

Nebraska:

The Amendment No. 1 to the Waterford Estates Conditional Annexation and Zoning Agreement, which is attached hereto, between the City of Lincoln, Nebraska and Waterford Estates, LLC, to clarify the timing and method of repayment for the 15-inch internal sewer line and to resolve any dispute over payment therefore, is hereby approved and I have executed the same on behalf of the City.

The City Clerk is directed to record the Amendment No. 1 to the Waterford Estates Conditional Annexation and Zoning Agreement or a summary memorandum thereof with the Register of Deeds, filing fees to be paid by Waterford Estates, LLC.

The City Clerk is directed to send a fully executed original of the Agreement and a copy of this Executive Order to DaNay Kalkowski, Seacrest & Kalkowski, 1111 Lincoln Mall, Suite 350, Lincoln, NE 68508-3910 for transmittal to Waterford Estates, LLC.

Dated this 17 day of Nov, 2008.

Chris Beutler, Mayor of Lincoln

Approved as to Form & Legality:

Approved by Public Works & Utilities:

City Attorney

For Director

Return to:
Teresa @ City Clerk

**AMENDMENT NO. 1
TO THE WATERFORD ESTATES
CONDITIONAL ANNEXATION AND ZONING AGREEMENT**

This Amendment No. 1 to the Waterford Estates Conditional Annexation and Zoning Agreement is made and entered into this 17 day of Nov, 2008 by and between the City of Lincoln, Nebraska, a municipal corporation ("City"), and Waterford Estates, LLC, a Nebraska limited liability company ("Developer"), successor in interest to Ridge Development Company, a Nebraska corporation, Southview, Inc., a Nebraska corporation, Developments Unlimited, LLP, a Nebraska limited liability partnership, and Northern Lights, LLC, a Nebraska limited liability company.

RECITALS

A. Developer and City desire to amend the Waterford Estates Conditional Annexation and Zoning Agreement to clarify the timing and method of repayment for the 15 inch internal sewer line and to resolve any dispute over payment therefore.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the parties do agree as follows:

1. That paragraph 5.C.III. of the Waterford Estates Conditional Annexation and Zoning Agreement be amended to read as follows:

III. 36-Inch and 15-Inch Internal Sewer Lines. In order to provide gravity sewer service to the Annexed Property, an internal 36-inch sanitary sewer line (1,175 feet) and an internal 15-inch sanitary sewer line (4,500 feet) need to be constructed generally as shown on the Infrastructure Exhibits (Attachment "E"). On behalf of the City, the Developer will design, competitively bid, construct and fund the

36-inch internal sanitary sewer line and the 15-inch internal sanitary sewer line through the City's executive order process in one or more phases as part of the final plat process. Developer intends to utilize a portion of the 15-inch internal sanitary sewer line for service which specifically benefits the adjacent properties. As part of the Executive Order process, the City agrees to subsidize the Developer for all costs attributable to oversizing the 15-inch internal sanitary sewer line with pipe, valves, fittings, and other accessories that are larger than 8-inch for that portion of the 15-inch internal sanitary sewer main abutting residential lots, and for all costs of the 15-inch internal sanitary sewer for that portion of the main that does not abut residential lots. The City will use its best efforts to include the 36-inch internal sanitary sewer line in year one of the City's 2011/2012 six-year capital improvement program to be funded by the City, at its expense in 2011/2012. The City agrees to use of its best efforts to reimburse the Developer, no later than November, 2011, for the cost of the 36-inch internal sanitary sewer line, pursuant to paragraph 10 below. The City's best efforts are contingent upon the City Council approving the necessary future rate increases for wastewater in subsequent fiscal years. At the time of applicable final platting of the 36-inch and 15-inch internal sanitary sewer lines, the applicable parties in interest agree to dedicate, at no cost to the City, the additional temporary and permanent easements needed to construct and operate the 36-inch and

15-inch internal sanitary sewer lines.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. 1 on the day and year first written above.

ATTEST:

Jean E. Ross
City Clerk



“CITY”

CITY OF LINCOLN, NEBRASKA
a municipal corporation

Chris Beutler
Chris Beutler, Mayor

“DEVELOPER”

WATERFORD ESTATES, LLC, a Nebraska limited liability company

By: **RIDGE DEVELOPMENT COMPANY**, a Nebraska corporation, Manager

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, Manager

By: Richard W. Meginnis
Title: Vice President

By: Richard W. Meginnis
RICHARD W. MEGINNIS, Manager

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

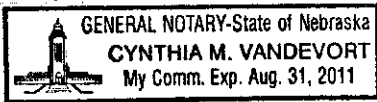
The foregoing instrument was acknowledged before me this 17 day of Nov, 2008, by Chris Beutler, Mayor of the City of Lincoln, Nebraska, a municipal corporation.



Judith A. Roscoe
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

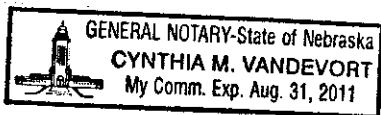
The foregoing was acknowledged before me this 28th day of October, 2008, by Thomas E. White, President of Development of Ridge Development Company, a Nebraska corporation, Manager of **Waterford Estates, LLC**, a Nebraska limited liability company, on behalf of the limited liability company.



Cynthia M. Vandevort
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

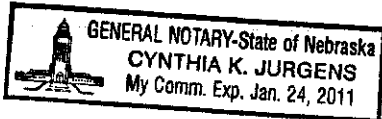
The foregoing was acknowledged before me this 28th day of October, 2008, by John C. Brager, President of Construction of Ridge Development Company, a Nebraska corporation, Manager of **Waterford Estates, LLC**, a Nebraska limited liability company, on behalf of the limited liability company.



Cynthia M. Vandevort
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

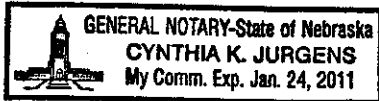
The foregoing was acknowledged before me this 29 day of October, 2008, by Mamas G. Schleich, Vice President of Southview, Inc., a Nebraska corporation, Manager of **Waterford Estates, LLC**, a Nebraska limited liability company, on behalf of the limited liability company.



Cynthia K. Jurgens
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing was acknowledged before me this 24 day of October, 2008, by Richard W. Meginnis, Manager of **Waterford Estates, LLC**, a Nebraska limited liability company, on behalf of the limited liability company.



Cynthia K. Jurgens
Notary Public

**LEGAL DESCRIPTION
WATERFORD ESTATES
ANNEXATION**

A LEGAL DESCRIPTION FOR A TRACT OF LAND COMPOSED OF LOTS 8 THROUGH 12, AND LOTS 21 THROUGH 27, BLOCK 2, WATERFORD ESTATES ADDITION, A PORTION OF LOTS 7,13,19,20,28,29 AND 30, BLOCK 2, WATERFORD ESTATES ADDITION, A PORTION OF OUTLOTS "E" AND "F", WATERFORD ESTATES ADDITION, OUTLOTS "A", "E", "F" AND "G", WATERFORD ESTATES 1ST ADDITION, LOT 1, BLOCK 1, WATERFORD ESTATES 1ST ADDITION, LOTS 1 THROUGH 5, BLOCK 2, WATERFORD ESTATES 1ST ADDITION, LOTS 1 THROUGH 5, BLOCK 3, WATERFORD ESTATES 1ST ADDITION, LOT 1, BLOCK 4, WATERFORD ESTATES 1ST ADDITION, LOTS 1 THROUGH 51, BLOCK 5, WATERFORD ESTATES 1ST ADDITION, A PORTION OF OUTLOTS "B", "E" AND "H", WATERFORD ESTATES 1ST ADDITION, LOTS 1 THROUGH 8, BLOCK 1, WATERFORD ESTATES 2ND ADDITION, LOTS 1 THROUGH 12, BLOCK 2, WATERFORD ESTATES 2ND ADDITION, ALL LOCATED IN THE WEST HALF OF SECTION 24, TOWNSHIP 10 NORTH, RANGE 7 EAST OF THE 6TH P.M., CITY OF LINCOLN, LANCASTER COUNTY, NEBRASKA, AND LOT 26 I.T., OUTLOT "D", WATERFORD ESTATES ADDITION, LOTS 1 THROUGH 3, BLOCK 1, WATERFORD ESTATES ADDITION, LOTS 1 THROUGH 6, AND LOTS 14 THROUGH 18 AND LOTS 31 THROUGH 43, BLOCK 2, WATERFORD ESTATES ADDITION, LOTS 1 THROUGH 17, BLOCK 3, WATERFORD ESTATES ADDITION, A PORTION OF LOTS 7, 13, 19, 20, 28, 29 AND 30, BLOCK 2, WATERFORD ESTATES ADDITION, A PORTION OF OUTLOTS "E" AND "F", WATERFORD ESTATES ADDITION, AND A PORTION OF OUTLOTS "B", "E", AND "H", WATERFORD ESTATES 1ST ADDITION, ALL LOCATED IN THE EAST HALF OF SECTION 23, TOWNSHIP 10 NORTH, RANGE 7 EAST OF THE 6TH P.M., CITY OF LINCOLN, LANCASTER COUNTY, NEBRASKA, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF THE NORTHWEST QUARTER OF SECTION 24, THENCE SOUTHERLY ALONG THE EAST LINE OF SAID NORTHWEST QUARTER ON AN ASSUMED BEARING OF SOUTH 00 DEGREES 09 MINUTES 34 SECONDS WEST, A DISTANCE OF 72.01 FEET TO A POINT OF INTERSECTION WITH THE NORTH RIGHT-OF-WAY LINE OF HOLDREGE STREET, SAID POINT BEING THE NORTHEAST CORNER OF OUTLOT "F", WATERFORD ESTATES 1ST ADDITION, SAID POINT ALSO BEING THE TRUE POINT OF BEGINNING; THENCE CONTINUING SOUTH 00 DEGREES 09 MINUTES 34 SECONDS WEST

ALONG THE EAST LINE OF SAID OUTLOT "F", AND THE EAST LINE OF OUTLOTS "E", "B" AND "G", WATERFORD ESTATES 1ST ADDITION, SAID LINE BEING THE EAST LINE OF SAID NORTHWEST QUARTER, A DISTANCE OF 2,571.75 FEET TO THE SOUTHEAST CORNER OF SAID NORTHWEST QUARTER; THENCE SOUTH 00 DEGREES 10 MINUTES 10 SECONDS WEST ALONG THE EAST LINE OF SAID OUTLOT "G", SAID LINE BEING THE EAST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 24, A DISTANCE OF 2,575.43 FEET TO THE SOUTHEAST CORNER OF SAID OUTLOT "G", SAID POINT BEING A POINT BEING ON THE NORTH RIGHT-OF-WAY LINE OF "O" STREET; THENCE NORTH 89 DEGREES 21 MINUTES 18 SECONDS WEST ALONG A SOUTH LINE OF SAID OUTLOT "G", SAID LINE BEING A NORTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 550.00 FEET TO A POINT; THENCE NORTH 88 DEGREES 57 MINUTES 48 SECONDS WEST ALONG A SOUTH LINE OF SAID OUTLOT "H", SAID LINE BEING A NORTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 259.85 FEET TO THE SOUTHWEST CORNER OF SAID OUTLOT "G"; THENCE NORTH 00 DEGREES 13 MINUTES 22 SECONDS EAST ALONG A WEST LINE OF SAID OUTLOT "G", A DISTANCE OF 494.92 FEET TO A WEST CORNER OF SAID OUTLOT "G"; THENCE NORTH 88 DEGREES 57 MINUTES 49 SECONDS WEST ALONG A SOUTH LINE OF SAID OUTLOT "G", AND A SOUTH LINE OF OUTLOT "H", WATERFORD ESTATES 1ST ADDITION, A DISTANCE OF 524.38 FEET TO A EAST CORNER OF SAID OUTLOT "H"; THENCE SOUTH 00 DEGREES 13 MINUTES 31 SECONDS WEST ALONG A EAST LINE OF SAID OUTLOT "H", A DISTANCE OF 451.28 FEET TO THE SOUTHEAST CORNER OF SAID OUTLOT "H", SAID POINT BEING ON THE NORTH RIGHT-OF-WAY LINE OF "O" STREET; THENCE NORTH 89 DEGREES 21 MINUTES 18 SECONDS WEST ALONG A SOUTH LINE OF SAID OUTLOT "H", SAID LINE BEING A NORTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 193.27 FEET TO A POINT; THENCE SOUTH 85 DEGREES 41 MINUTES 30 SECONDS WEST ALONG A SOUTH LINE OF SAID OUTLOT "H", SAID LINE BEING A NORTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 451.69 FEET TO A POINT; THENCE NORTH 77 DEGREES 40 MINUTES 42 SECONDS WEST ALONG A SOUTH LINE OF SAID OUTLOT "H", SAID LINE BEING A NORTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 306.34 FEET TO A POINT; THENCE NORTH 89 DEGREES 21 MINUTES 18 SECONDS WEST ALONG A SOUTH LINE OF SAID OUTLOT "H", SAID LINE BEING A NORTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 262.77 FEET TO THE SOUTHWEST CORNER OF SAID OUTLOT "H"; THENCE SOUTH 77 DEGREES 00 MINUTES 13 SECONDS WEST ALONG A NORTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 155.13 FEET TO THE SOUTHEAST CORNER OF OUTLOT "D", WATERFORD ESTATES ADDITION; THENCE SOUTH 86 DEGREES 46 MINUTES 15 SECONDS WEST ALONG A SOUTH LINE OF SAID OUTLOT "D", SAID LINE BEING A NORTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 337.32 FEET TO A POINT; THENCE

NORTH 83 DEGREES 32 MINUTES 33 SECONDS WEST ALONG A SOUTH LINE OF SAID OUTLOT "D", SAID LINE BEING A NORTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 351.85 FEET TO A POINT; THENCE SOUTH 85 DEGREES 06 MINUTES 05 SECONDS WEST ALONG A SOUTH LINE OF SAID OUTLOT "D", SAID LINE BEING A NORTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 251.15 FEET TO A POINT; THENCE SOUTH 89 DEGREES 14 MINUTES 54 SECONDS WEST ALONG A SOUTH LINE OF SAID OUTLOT "D", SAID LINE BEING A NORTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 300.08 FEET TO A POINT; THENCE NORTH 89 DEGREES 24 MINUTES 54 SECONDS WEST ALONG A SOUTH LINE OF SAID OUTLOT "D", SAID LINE BEING A NORTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 145.00 FEET TO A POINT; THENCE SOUTH 00 DEGREES 35 MINUTES 26 SECONDS WEST ALONG A EAST LINE OF SAID OUTLOT "D", SAID LINE BEING A WEST LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 17.86 FEET TO A POINT; THENCE NORTH 89 DEGREES 24 MINUTES 34 SECONDS WEST ALONG A SOUTH LINE OF SAID OUTLOT "D" AND THE SOUTH LINE OF LOT 26 I.T., A DISTANCE OF 800.17 FEET TO THE SOUTHWEST CORNER OF SAID LOT 26 I.T.; THENCE NORTH 00 DEGREES 01 MINUTES 42 SECONDS EAST ALONG THE WEST LINE OF SAID LOT 26 I.T., A DISTANCE OF 515.95 FEET TO A WEST CORNER OF SAID LOT 26 I.T.; THENCE NORTH 89 DEGREES 24 MINUTES 34 SECONDS WEST ALONG A SOUTH LINE OF SAID LOT 26 I.T., A DISTANCE OF 400.21 FEET TO A WEST CORNER OF SAID LOT 26 I.T., SAID POINT BEING ON THE WEST LINE OF THE SOUTHEAST QUARTER OF SECTION 23; THENCE NORTH 00 DEGREES 01 MINUTES 21 SECONDS EAST ALONG THE WEST LINE OF SAID LOT 26 I.T. AND A WEST LINE OF SAID OUTLOT "D", SAID LINE BEING THE WEST LINE OF SAID SOUTHEAST QUARTER, A DISTANCE OF 2,074.67 FEET TO A NORTHWEST CORNER OF SAID OUTLOT "D", SAID POINT BEING THE NORTHWEST CORNER OF SAID SOUTHEAST QUARTER; THENCE SOUTH 89 DEGREES 25 MINUTES 50 SECONDS EAST ALONG A NORTH LINE OF SAID OUTLOT "D", SAID LINE BEING A NORTH LINE OF SAID SOUTHEAST QUARTER, A DISTANCE OF 1,308.26 FEET TO A WEST CORNER OF SAID OUTLOT "D"; THENCE NORTH 00 DEGREES 12 MINUTES 42 SECONDS EAST ALONG A WEST LINE OF SAID OUTLOT "D", A DISTANCE OF 2,586.95 FEET TO THE NORTHWEST CORNER OF SAID OUTLOT "D", SAID POINT BEING ON THE SOUTH RIGHT-OF-WAY LINE OF HOLDREGE STREET; THENCE SOUTH 89 DEGREES 15 MINUTES 58 SECONDS EAST ALONG A NORTH LINE OF SAID OUTLOT "D", SAID LINE BEING A SOUTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 554.38 FEET TO A POINT; THENCE SOUTH 00 DEGREES 44 MINUTES 02 SECONDS WEST ALONG A EAST LINE OF SAID OUTLOT "D", SAID LINE BEING A WEST LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 10.00 FEET TO A POINT; THENCE SOUTH 89 DEGREES 15 MINUTES 58 SECONDS EAST ALONG A NORTH LINE OF SAID OUTLOT "D", SAID LINE BEING A SOUTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 701.01 FEET TO THE NORTHEAST

CORNER OF SAID OUTLOT "D"; THENCE NORTH 86 DEGREES 36 MINUTES 28 SECONDS EAST ALONG A SOUTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 130.28 FEET TO THE NORTHWEST CORNER OF OUTLOT "F", WATERFORD ESTATES ADDITION; THENCE SOUTH 88 DEGREES 45 MINUTES 34 SECONDS EAST ALONG A NORTH LINE OF SAID OUTLOT "F" AND THE NORTH LINE OF OUTLOT "F", WATERFORD ESTATES 1ST ADDITION, SAID LINE BEING A SOUTH LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 2,584.30 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS A CALCULATED AREA OF 23,319,693.58 SQUARE FEET OR 535.35 ACRES, MORE OR LESS.

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 E.O. 81850 - Amendment #1 to the Waterford Estates Conditional Annexation & Zoning Agreement between the City of Lincoln, Nebraska and Waterford Estates LLC 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 18th day of November, 2008.

Teresa J Meier
Deputy City Clerk of

