



**AMENDMENT NO. 2
TO THE WATERFORD ESTATES
CONDITIONAL ANNEXATION AND ZONING AGREEMENT**

***File against legal description on page 7.**

This Amendment No. 2 to the Waterford Estates Conditional Annexation and Zoning Agreement is made and entered into this 28 day of June, 2011 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

Developer and City desire to amend the Waterford Estates Conditional Annexation and Zoning Agreement ("Annexation Agreement") to clarify the timing of construction of the Balance of Holdrege Street Water Line and the phasing for construction of North 98th Street.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the parties agree to amend the Annexation Agreement as follows:

1. Attachment "E-A2" attached hereto is incorporated into the Annexation Agreement by this reference. Attachment "E-A2" identifies a more detailed phasing plan for the construction of the remaining improvements to North 98th Street and shall replace the Phase B and Phase C Pavement Schedule for roads currently set forth on Attachment "E 2 of 4" and Attachment "E 3 of 4" of the Annexation Agreement.

2. Paragraph 6.D.I. is hereby amended and restated as follows:

D. Water Improvements

I. Balance of Water Line in Holdrege Street. As part of the City's utility planning, the City desires to design and construct a 16" water main (approximately 2,640 lineal feet) in Holdrege Street generally east of North 98th Street as shown on the Infrastructure Exhibits (Attachment "E") (collectively "Balance of Holdrege Street Water Line"). The City, at its expense, will design, competitively bid, construct and fund the Balance of Holdrege Street Water Line. ~~The Balance of Holdrege Street Water Line is shown in year four of the City's 2005/2006 Six Year Capital Improvement Program to be funded by the City, at its expense.~~ The City agrees to use its best efforts to design, grade and construct the Balance of Holdrege Street Water Line ~~by August, 2009~~ as follows: (i) that portion from North 98th Street to North 102nd Street within two (2) years of when the residential property adjacent to Holdrege Street from North 98th Street to North 102nd Street is final platted, and (ii) that portion from North 102nd Street to North 104th Street within two (2) years of when the residential property adjacent to Holdrege Street from North 102nd Street to North 104th Street is final platted. The City's best efforts are contingent upon City Council approving the necessary future rate increase(s) for water in the subsequent fiscal years.

In order to facilitate the City's timing for the construction of the Balance of Holdrege Street Water Line, the Property Owners will design, construct and fund through the City's Executive Order Process an oversized internal water line (8-inch or 12-inch) through the residential development east of North 98th Street and south of Holdrege Street ("Internal Water Line"). The size and location of the Internal Water Line will be determined as part of the final platting process. The Property Owners shall be responsible for the cost of constructing a typical 6-inch water line abutting a residential area. The City shall be responsible for all costs attributable to oversizing the Internal Water Line with pipe, valves, fittings and all other accessories that are larger than 6-inch.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. 2 on the day and year first written above.

ATTEST:

Jean E. Rose
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

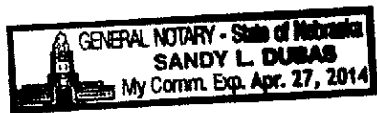
By: John C. Brager
John C. Brager
President of Construction

By: **SOUTHVIEW, INC.**, a Nebraska corporation, Manager

By: Thomas G. Schleich
Thomas G. Schleich, President

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 28 day of June, 2011, by Chris Beutler, Mayor of the City of Lincoln, Nebraska, a municipal corporation.



Sandy L. Dubas
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing was acknowledged before me this 13 day of June, 2011, 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 K. Jurgens
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing was acknowledged before me this 13 day of June, 2011, 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 K. Jurgens
Notary Public

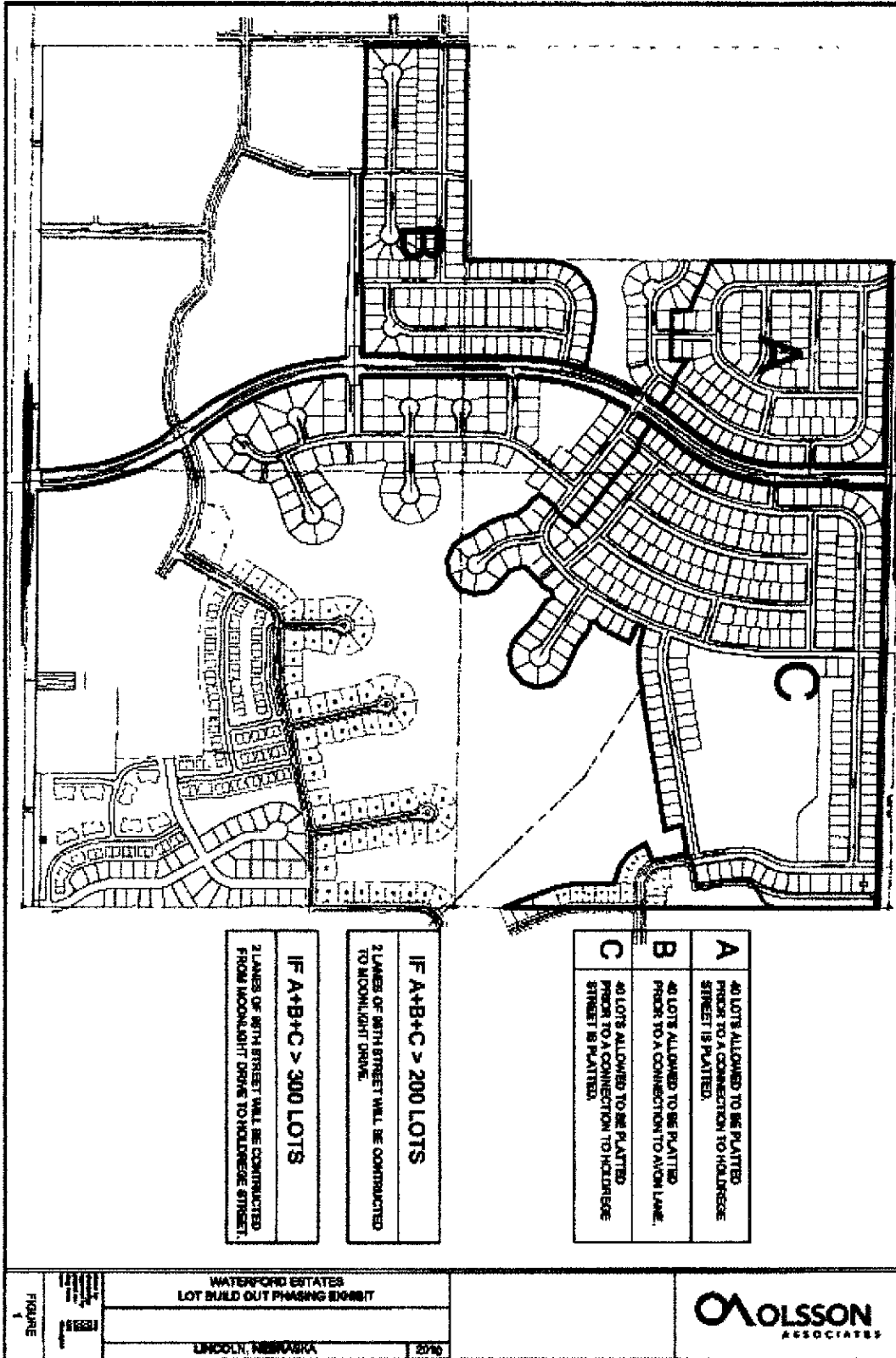
STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing was acknowledged before me this 14 day of June, 2011, by Thomas G. Schleich, 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

ATTACHMENT "E-A2"



Waterford Estates Addition, Lincoln, Lancaster County, Nebraska

Block 1: lots 1 through 3
Block 2: Lots 1 through 43
Block 3: Lots 1 through 17
Outlots: A, B and G

Waterford Estates 1st Addition, Lincoln, Lancaster County, Nebraska

Block 1: lot 1
Block 2: Lots 1 through 5
Block 3: Lots 1 through 5
Block 4: Lot 1
Block 5: Lots 1 through 44
Block 5: Lots 47 through 51
Outlots: A, B, F, G and H

Waterford Estates 2nd Addition, Lincoln, Lancaster County, Nebraska

Block 1: lots 1 through 8
Block 2: Lots 1 through 12

Waterford Estates 3rd Addition, Lincoln, Lancaster County, Nebraska

Block 1: lots 1 through 6
Block 2: Lots 1 and 2
Block 3: lot 1
Block 4: lots 1 through 11
Block 5: lot 1
Block 6: lots 1 through 8
Block 7: lots 1 and 2
Block 8: lots 1 through 7
Outlots: A, B, C, D and E

Waterford Estates 4th Addition, Lincoln, Lancaster County, Nebraska

Lots 1 and 2

Lot 26 I.T., Section 23, Township 10 North, Range 7 East of the 6th P.M., Lincoln, Lancaster County, Nebraska

SE 1/4