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**AMENDMENT NO. 1 TO  
THE WOODLANDS AT YANKEE HILL  
CONDITIONAL ANNEXATION AND ZONING AGREEMENT**

This Amendment No. 1 to The Woodlands at Yankee Hill Conditional Annexation and Zoning Agreement ("Agreement") is entered into this 6<sup>th</sup> day of May, 2009, by and between **Carl R. & Vicki A. Schmidt**, husband and wife; **3AP-SE, L.L.C.**, a Nebraska limited liability company; **Midwest Net Lease Investors-SE, L.L.C.**, a Nebraska limited liability company; **R.C. Krueger Development Company**, a Nebraska corporation; **Krueger Holding Company**, a Nebraska limited liability company; and **Calruby, L.L.C.**, a Nebraska limited liability company, (collectively, "Owner") and the **City of Lincoln, Nebraska**, a municipal corporation ("City").

**RECITALS**

A. The parties, collectively known as Owner, except for RC Krueger Development Company and Krueger Holding Company, entered into the Woodlands at Yankee Hill Conditional Annexation and Zoning Agreement ("Annexation Agreement") dated August 11, 2007.

B. Under the Annexation Agreement, said parties agreed to construct the Yankee Hill Road Arterial Street Impact Fee Facility Improvements subject to reimbursement from the City on or before December 31, 2009. Said parties further agreed to dedicate to the City a 1.6 acre site for a neighborhood park when the Phase I Property is final platted, along with a 30-foot easement providing a public access connection from the west side of the park to Waterfall (now known as South 74th Street).

C. Owner and City now desire to defer the timing of construction of the Yankee Hill Road Arterial Street Impact Fee Improvements and further desire to reduce the amount of parkland to be dedicated when Phase I of the Property is final platted.

NOW, THEREFORE, in consideration of the above Recitals and mutual covenants contained herein, the Owner and City agree as follows:

*Joan City Clerk*

1. That subparagraph A, Arterial Street Construction, of paragraph 4, Yankee Hill Road (70th - 84th) Improvements, be amended to change the completion date for construction of said Improvements from December 31, 2009 to December 31, 2012.

2. That subparagraph A, Dedication, of paragraph 3, Parkland Dedication, be amended to read as follows:

As partial fulfillment of the 5.14 acre park dedication which could be required pursuant to Lincoln Municipal Code Section 26.23.160 for the proposed development of the Property, Owner agrees to dedicate at a location acceptable to the City ~~1.6~~ .73 acres for a neighborhood park when the Phase I Property is final platted ~~together with~~. Owner agrees to dedicate a 30-foot wide public access easement connecting the west side of the park to ~~Waterfall~~ South 74th Street when requested by the City. The Owner and City agree that the value of the park land ~~and easement~~ being dedicated is ~~\$67,200.00~~ 30,660.00.

3. That this Amendment No. 1 be filed of record against the Phase I Property at Owner's cost and expense.

4. That all other terms and conditions of The Woodlands at Yankee Hill Conditional Annexation and Zoning Agreement shall remain in full force and effect.


ATTEST:

  
City Clerk

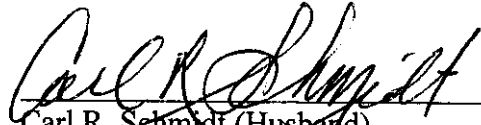


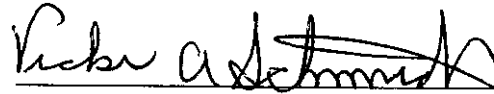
**THE CITY OF LINCOLN, NEBRASKA**  
a municipal corporation

By:

  
Chris Beutler, Mayor of Lincoln

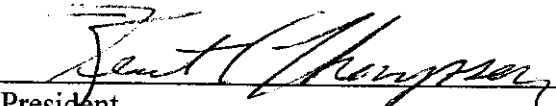
**CARL R. SCHMIDT AND  
VICKI A. SCHMIDT, Husband and Wife**

  
\_\_\_\_\_  
Carl R. Schmidt (Husband)

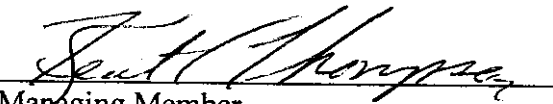
  
\_\_\_\_\_  
Vicki A. Schmidt (Wife)

**3AP-SE, L.L.C.,**  
a Nebraska limited liability company

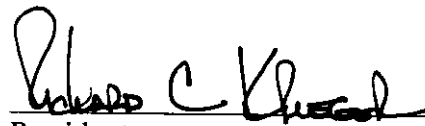
By: Thompson Realty Group, Inc., Manager

By:   
\_\_\_\_\_  
President

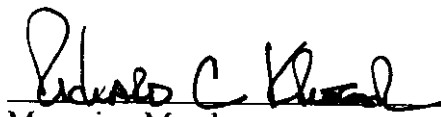
**MIDWEST NET LEASE INVESTORS-SE,**  
a Nebraska limited liability company

By:   
\_\_\_\_\_  
Managing Member

**R.C. KRUEGER DEVELOPMENT COMPANY**  
a Nebraska corporation

By:   
\_\_\_\_\_  
President

**KRUEGER HOLDING COMPANY, L.L.C.**  
a Nebraska limited liability company

By:   
\_\_\_\_\_  
Managing Member

CALRUBY, LLC,  
a Nebraska limited liability company

By: Richard C. Kline  
Managing Member

STATE OF NEBRASKA )  
 )ss.  
COUNTY OF LANCASTER )

The foregoing instrument was acknowledged before me this 6 day of May, 2009, 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 instrument was acknowledged before me this 9 day of April, 2009, by Carl R. Schmidt and Vicki A. Schmidt, husband and wife.

Karen DeValkenaere  
Notary Public

STATE OF NEBRASKA )  
 )ss.  
COUNTY OF LANCASTER )



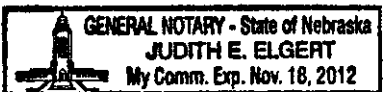
The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of April, 2009, by Kent C. Thompson, President of Thompson Realty Group Inc., Manager of 3AP-SE, a Nebraska limited liability company, on behalf of said company.



Judith E. Elgert  
Notary Public

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

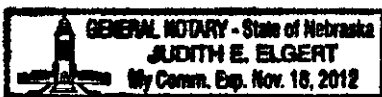
The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of April, 2009, by Kent C. Thompson, Managing Member of Midwest Net Lease Investors-SE, a Nebraska limited liability company, on behalf of said company.



Notary Public

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

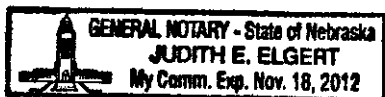
The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of April, 2009, by Richard C. Krueger, President of R.C. Krueger Development Company, a Nebraska corporation, on behalf of said corporation.



Notary Public

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

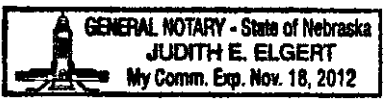
The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of April, 2009, by Richard C. Krueger, Managing Member of Krueger Holding Company, L.L.C., a Nebraska limited liability company, on behalf of said company.



Notary Public

STATE OF NEBRASKA     )  
  )ss.  
COUNTY OF LANCASTER )

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of April, 2009, by Richard C. Krueger, Managing Member of Calruby, LLC, A Nebraska limited liability company, on behalf of said company.



*Judith E. Elgert*  
Notary Public

J:\CODE\AGR\Woodlands at Yankee Hill AMEND NO. 1.wpd

PHASE I PROPERTY

Amendment No. 1 to the Woodlands at Yankee Hill Conditional Annexation and Zoning Agreement is to be filed on the following properties:

Lots 50, 51, 52, 54, 55, 56, and 57, Irregular Tracts, located in Section 27, Township 9 North, Range 7 East of the 6th P.M., Lancaster County, Nebraska, and Lot 1, Cheney Cemetery Addition, Lincoln, Lancaster County, Nebraska.


L 50, 51, 56 NW 1/4  
L 52, 54, 55 NE 1/4  
L 57 N 1/2

CERTIFICATE

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

I, Joan E. Ross, City Clerk of the City of Lincoln, Nebraska, hereby certify that the foregoing is a true and correct copy of **Amendment No. 1 To The Woodlands at Yankee Hill Conditional Annexation and Zoning Agreement as approved by Resolution No. A-85327 which was adopted and approved by the Lincoln City Council on May 4, 2009**, as the original appears of record on file in my said office.

In Witness Whereof, I have hereunto set my hand officially and affixed the seal of the City of Lincoln, Nebraska, on May 27, 2009.

  
Joan E. Ross, City Clerk

