



24R-496

Introduce: 10-28-24

RESOLUTION A- **94918**

1 BE IT RESOLVED by the City Council of the City of Lincoln, Nebraska:

2 WHEREAS, the Conditional Annexation and Change of Zone Agreement for East
3 Dominion Estates was approved on February 13, 2023, as City Council Resolution No. A-93821
4 for the annexation of the property generally located at the northwest corner of N. 112th Street and
5 O Street and re-zone the property from AG Agricultural District to R-3 Residential District.

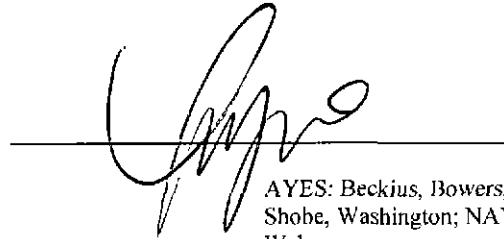
6 WHEREAS, the First Amendment to the Conditional Annexation and Change of Zone
7 Agreement for East Dominion Estates between the City of Lincoln, Fund 51, LLC, and White
8 Holdings, LLC, attached hereto as Attachment "A", reflects changes involving Phase II of the East
9 Dominion Estates Development and is hereby approved and the Mayor is authorized to execute
10 the same on behalf of the City.

11 BE IT RESOLVED that the City Clerk is directed to return one fully-executed copy of this
12 Agreement to Abigail Littrell, Assistant City Attorney, for distribution to the Property Owners.

13 BE IT FURTHER RESOLVED that the City Clerk is directed to record the First
14 Amendment to the Conditional Annexation and Change of Zone Agreement for East Dominion
15 Estates with the Register of Deeds for Lancaster County, Nebraska to be indexed against the
16 properties listed on Exhibit A of Attachment A, filing fees to be paid by the Developer.

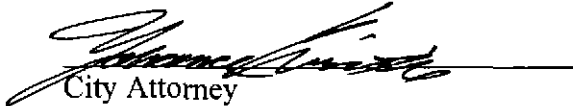
1 BE IT FURTHER RESOLVED that the City Clerk is directed to forward a copy of this
2 Agreement to Cynthia Roth, Impact Fee Administrator.

Introduced by:



AYES: Beckius, Bowers, Carlson, Duden,
Shobe, Washington; NAYS: None; ABSENT:
Weber.

Approved as to Form & Legality:



City Attorney

ADOPTED

NOV 18 2024

BY CITY COUNCIL

Approved this 26 day of November, 2024:


Mayor

**FIRST AMENDMENT TO
CONDITIONAL ANNEXATION AND CHANGE OF ZONE AGREEMENT
EAST DOMINION ESTATES**

This First Amendment to Conditional Annexation and Change of Zone Agreement for **EAST DOMINION ESTATES** (“Amendment”) is made and entered into as of the date of execution by the last signatory hereto as indicated below by and between the **CITY OF LINCOLN, NEBRASKA**, a municipal corporation (“City”), and **FUND 51, LLC**, a Nebraska limited liability company, and **WHITE HOLDINGS, LLC**, a Nebraska limited liability company (collectively “Property Owners”). The City and Property Owners may hereinafter be referred to individually as a “Party”, and collectively as the “Parties”.

RECITALS

1. City and Property Owners, or their successors, previously executed a Conditional Annexation and Change of Zone Agreement for East Dominion Estates (the “Agreement”) adopted by the City Council for the City of Lincoln, Nebraska on February 13, 2023, as Resolution A-93821 related to the annexation and change of zone for property generally located at the northwest corner of N. 112th and O Street. The Agreement was recorded on February 27, 2023 with the Register of Deeds of Lancaster County, Nebraska as Inst. #2023005206.

2. The Agreement contemplated phased development of East Dominion Estates, and the Property Owners are prepared to move forward with Phase II of the East Dominion Estates Development.
3. The Property Owners have submitted applications to annex (AN24003) and rezone (CZ24010) from AG Agricultural District and R-3 Residential District to H4 Highway Commercial District, the Phase II Property which is legally described and shown on Exhibit A attached hereto (the "Phase II Property").
4. The Property Owners have also submitted an application for a Planned Service Commercial Special Permit (SP24012) to allow up to 418,000 square feet of allowable floor area for commercial uses within the Phase II Property. A Site Plan for the Planned Service Commercial Special Permit is attached as Exhibit B.
5. AN24003, CZ24010, and SP24012 are collectively referred to in this Amendment as the "Governmental Actions."

NOW, THEREFORE, in consideration of the above Recitals and the mutual covenants established herein, the parties do hereby agree as follows:

I.

. GOVERNMENTAL ACTIONS AND ACKNOWLEDGMENTS

- A. **Governmental Actions**. The City agrees to approve the Governmental Actions.

II.

PHASE II ARTERIAL STREET IMPROVEMENTS

A. **O Street Intersection Improvements.** Property Owners shall make the following improvements to O Street at the O Street and N 112th Street intersection:

- i. Design and construct an east to north bound left turn lane; and
- ii. Design and construct a west to north bound right turn lane in O Street.

(the “O Street Intersection Improvements”)

The O Street Intersection Improvements are shown on Exhibit C and City’s approval of this Amendment are conditioned upon the Nebraska Department of Transportation’s (NDOT) approval of the O Street Intersection Improvements.

B. **N. 112th Street Improvements.** Property Owners shall make the following improvements to N. 112th Street at the 112th and O Street intersection:

- i. Design and construct N. 112th Street as a three (3) lane facility from O Street to the temporary private roadway intersection as shown on SP24012 (“N. 112th Street Improvements”).

C. **Timing for Construction of Street Improvements.** The O Street Intersection Improvements and the N. 112th Street Improvements are collectively referred to hereinafter as the “Street Improvements”. The Street Improvements shall be constructed when required under SP24012.

D. **Directed Arterial Street Impact Fees.** The City agrees that it shall reimburse Property Owners for their actual costs incurred designing and constructing the Street Improvements from the arterial street impact fees generated in the Directed Impact Fee Area shown on Exhibit D. Reimbursement from arterial street impact fees generated by development of the Property shown on Exhibit D shall be paid quarterly as arterial street impact fees are received.

E. **Right of Way Dedication; Condemnation.** Property Owners shall dedicate, at no cost to the City, additional right of way and any easements needed from the Phase II Property, to construct the Street Improvements described in this Article. In the event right of way and/or easements are needed from third party property owners in order to construct the Street Improvements, the City, with the cooperation of the Property Owners, shall acquire such necessary third party right of way and easements as soon as reasonably possible. The costs of the right of way and easements including, but not limited to, the amount of any condemnation award, court costs, expert witness fees, testing fees, interest, and City staff time shall be paid by the Property Owners and included as part of the project costs of the Street Improvements to be reimbursed to Property Owners from arterial street impact fees collected by the City from the Directed Impact Fee Area. The City is authorized to utilize condemnation, if necessary, to acquire the third party right of way and easements.

III.

RECONFIRM REMAINING TERMS

All of the other terms of the Agreement, except as expressly modified by the terms of this Amendment are hereby reconfirmed by the Parties.

Dated this 26 day of November, 2024 by the City.

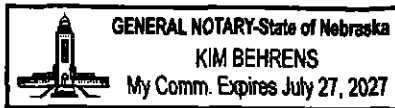
“CITY”

CITY OF LINCOLN, NEBRASKA,
a municipal corporation

By: Leirion Gaylor Baird
Leirion Gaylor Baird, Mayor

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 26 day of November, 2024, by Leirion Gaylor Baird, Mayor of the City of Lincoln, Nebraska, a municipal corporation, on behalf of the municipal corporation.



Kim Behrens
Notary Public

WHITE HOLDINGS, LLC,
a Nebraska limited liability company

By: White Family L.L.C., a Nebraska
limited liability company, Member

By: Thomas E White
Thomas E. White Manager

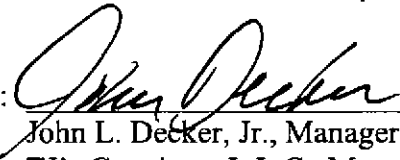
STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 29th day of October, 2024, by Thomas E. White, Manager of White Family L.L.C., Member of **White Holdings, LLC**, a Nebraska limited liability company, on behalf of the limited liability company.



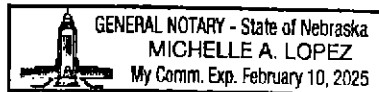
Cynthia K. Jurgens
Notary Public

FUND 51, LLC,
a Nebraska limited liability company

By: 
John L. Decker, Jr., Manager of
TJ's Creations, L.L.C., Manager

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 25 day of October, 2024, by John L. Decker, Jr., Manager of TJ's Creations, L.L.C., Manager of Fund51, LLC, a Nebraska limited liability company, on behalf of the limited liability company.



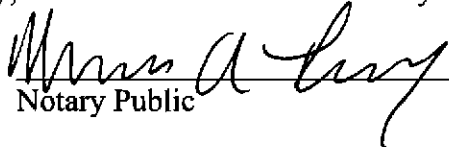

Notary Public

EXHIBIT A
THE PHASE II PROPERTY

**LEGAL DESCRIPTION
ANNEXATION AREA**

A TRACT OF LAND COMPOSED OF LOT 29 I.T., AND A PORTION OF NORTH 112TH STREET RIGHT OF WAY, ALL LOCATED IN THE SOUTHEAST QUARTER OF SECTION 24, TOWNSHIP 10 NORTH, RANGE 7 EAST OF THE 6TH P.M., AND COMPOSED OF A PORTION OF NORTH 112TH STREET RIGHT OF WAY LOCATED IN SECTION 19 TOWNSHIP 10 NORTH, RANGE 8 EAST OF THE 6TH P.M., LANCASTER COUNTY, NEBRASKA, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SOUTHEAST QUARTER; THENCE, WESTERLY, ALONG THE NORTH LINE OF SAID SOUTHEAST QUARTER, ON AN ASSUMED BEARING OF N88°59'57"W, A DISTANCE OF 261.72' TO A POINT; THENCE S00°09'34"W, A DISTANCE OF 598.93' TO A POINT; THENCE N89°50'26"W, A DISTANCE OF 675.00' TO THE TRUE POINT OF BEGINNING; THENCE S00°09'34"W, ON AN EAST LINE OF SAID LOT 29 I.T., A DISTANCE OF 667.06' TO A POINT; THENCE S89°53'06"E, ON A NORTH LINE OF SAID LOT 29 I.T. AND ITS EXTENSION, A DISTANCE OF 969.41' TO A POINT; THENCE S00°10'19"W, ON THE WEST RIGHT OF WAY LINE OF NORTH 112TH STREET, A DISTANCE OF 1071.82' TO A POINT; THENCE S89°59'03"W, ON AN EXTENSION OF A SOUTH LINE OF SAID LOT 29 I.T. AND ON A SOUTH LINE OF SAID LOT 29 I.T., A DISTANCE OF 177.58' TO A POINT; THENCE N87°26'41"W, ON A SOUTH LINE OF SAID LOT 29 I.T., SAID LINE BEING A NORTH LINE OF 'O' STREET RIGHT OF WAY, A DISTANCE OF 195.93' TO A POINT; THENCE S86°59'55"W, ON A SOUTH LINE OF SAID LOT 29 I.T., SAID LINE BEING A NORTH LINE OF SAID RIGHT OF WAY, A DISTANCE OF 806.14' TO A POINT; THENCE N86°10'49"W, ON A SOUTH LINE OF SAID LOT 28 I.T., SAID LINE BEING A NORTH LINE OF SAID RIGHT OF WAY, A DISTANCE OF 192.91' TO A POINT; THENCE N00°10'17"E, ON A WEST LINE OF SAID LOT 29 I.T., A DISTANCE OF 100.14' TO A POINT; THENCE S89°08'23"E, ON A NORTH LINE OF SAID LOT 29 I.T., A DISTANCE OF 301.60' TO A POINT; THENCE N00°09'34"E, ON A WEST LINE OF SAID LOT 29 I.T., A DISTANCE OF 1,666.16' TO A POINT; THENCE S89°50'26"E, ON A NORTH LINE OF SAID LOT 29 I.T., A DISTANCE OF 100.00' TO THE POINT OF BEGINNING, SAID TRACT CONTAINS A CALCULATED AREA OF 1,251,600.12' SQUARE FEET OR 28.73 ACRES, MORE OR LESS.

**LEGAL DESCRIPTION
CHANGE OF ZONE AG TO H-4**

A TRACT OF LAND COMPOSED LOT 29 I.T., LOCATED IN THE SOUTHEAST QUARTER OF SECTION 24, TOWNSHIP 10 NORTH, RANGE 7 EAST OF THE 6TH P.M., LANCASTER COUNTY, NEBRASKA, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SOUTHEAST QUARTER; THENCE, WESTERLY, ALONG THE NORTH LINE OF SAID SOUTHEAST QUARTER, ON AN ASSUMED BEARING OF N88°59'57"W, A DISTANCE OF 261.72' TO A POINT;

THENCE S00°09'34"W, A DISTANCE OF 598.93' TO A POINT; THENCE N89°50'26"W, A DISTANCE OF 675.00' TO THE TRUE POINT OF BEGINNING; THENCE S00°09'34"W, A DISTANCE OF 667.06' TO A POINT; THENCE S89°53'06"E, A DISTANCE OF 903.41' TO A POINT; THENCE S00°10'19"W, ON AN EAST LINE OF SAID LOT 29 I.T., SAID LINE BEING THE WEST RIGHT OF WAY LINE OF NORTH 112TH STREET, A DISTANCE OF 1071.79' TO A POINT; THENCE S89°59'03"W, ON A SOUTH LINE OF SAID LOT 29 I.T., SAID LINE BEING A NORTH RIGHT OF WAY LINE OF 'O' STREET, A DISTANCE OF 111.58' TO A POINT; THENCE N87°26'41"W, ON A SOUTH LINE OF SAID LOT 29 I.T., SAID LINE BEING A NORTH LINE OF SAID RIGHT OF WAY, A DISTANCE OF 195.93' TO A POINT; THENCE S86°59'55"W, ON A SOUTH LINE OF SAID LOT 29 I.T., SAID LINE BEING A NORTH LINE OF SAID RIGHT OF WAY, A DISTANCE OF 806.14' TO A POINT; THENCE N86°10'49"W, ON A SOUTH LINE OF SAID LOT 29 I.T., SAID LINE BEING A NORTH LINE OF SAID RIGHT OF WAY, A DISTANCE OF 192.91' TO A POINT; THENCE N00°10'17"E, ON A WEST LINE OF SAID LOT 29 I.T., A DISTANCE OF 100.14' TO A POINT; THENCE S89°08'23"E, ON A NORTH LINE OF SAID LOT 28 I.T., A DISTANCE OF 301.60' TO A POINT; THENCE N00°09'34"E, ON A WEST LINE OF SAID LOT 29 I.T., A DISTANCE OF 1,666.16' TO A POINT; THENCE S89°50'26"E, ON A NORTH LINE OF SAID LOT 29 I.T., A DISTANCE OF 100.00' TO THE POINT OF BEGINNING, SAID TRACT CONTAINS A CALCULATED AREA OF 1,180,855.18 SQUARE FEET OR 27.11 ACRES, MORE OR LESS.

LEGAL DESCRIPTION
CHANGE OF ZONE R-3 TO H-4

A TRACT OF LAND COMPOSED OF A PORTION OF OUTLOT 'B', EAST DOMINION 1ST ADDITION, LOCATED IN THE SOUTHEAST QUARTER OF SECTION 24, TOWNSHIP 10 NORTH, RANGE 7 EAST OF THE 6TH P.M., LANCASTER COUNTY, NEBRASKA, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SOUTHEAST QUARTER; THENCE, WESTERLY, ALONG THE NORTH LINE OF SAID SOUTHEAST QUARTER, ON AN ASSUMED BEARING OF N88°59'57"W, A DISTANCE OF 261.72' TO A POINT; THENCE S00°09'34"W, A DISTANCE OF 478.93' TO THE TRUE POINT OF BEGINNING; THENCE, CONTINUING, S00°09'34"W ON SAID LINE, A DISTANCE OF 120.00' TO A POINT; THENCE N89°50'26"W, ON A SOUTH LINE OF SAID OUTLOT 'B', A DISTANCE OF 775.00 TO A POINT; THENCE N00°09'34"E, ON A WEST LINE OF SAID OUTLOT 'B', A DISTANCE OF 120.00' TO A POINT; THENCE S89°50'26"E, A DISTANCE OF 775.00' TO THE POINT OF BEGINNING, SAID TRACT CONTAINS A CALCULATED AREA OF 93,000.00 SQUARE FEET OR 2.13 ACRES, MORE OR LESS.

EXHIBIT B **SITE PLAN**

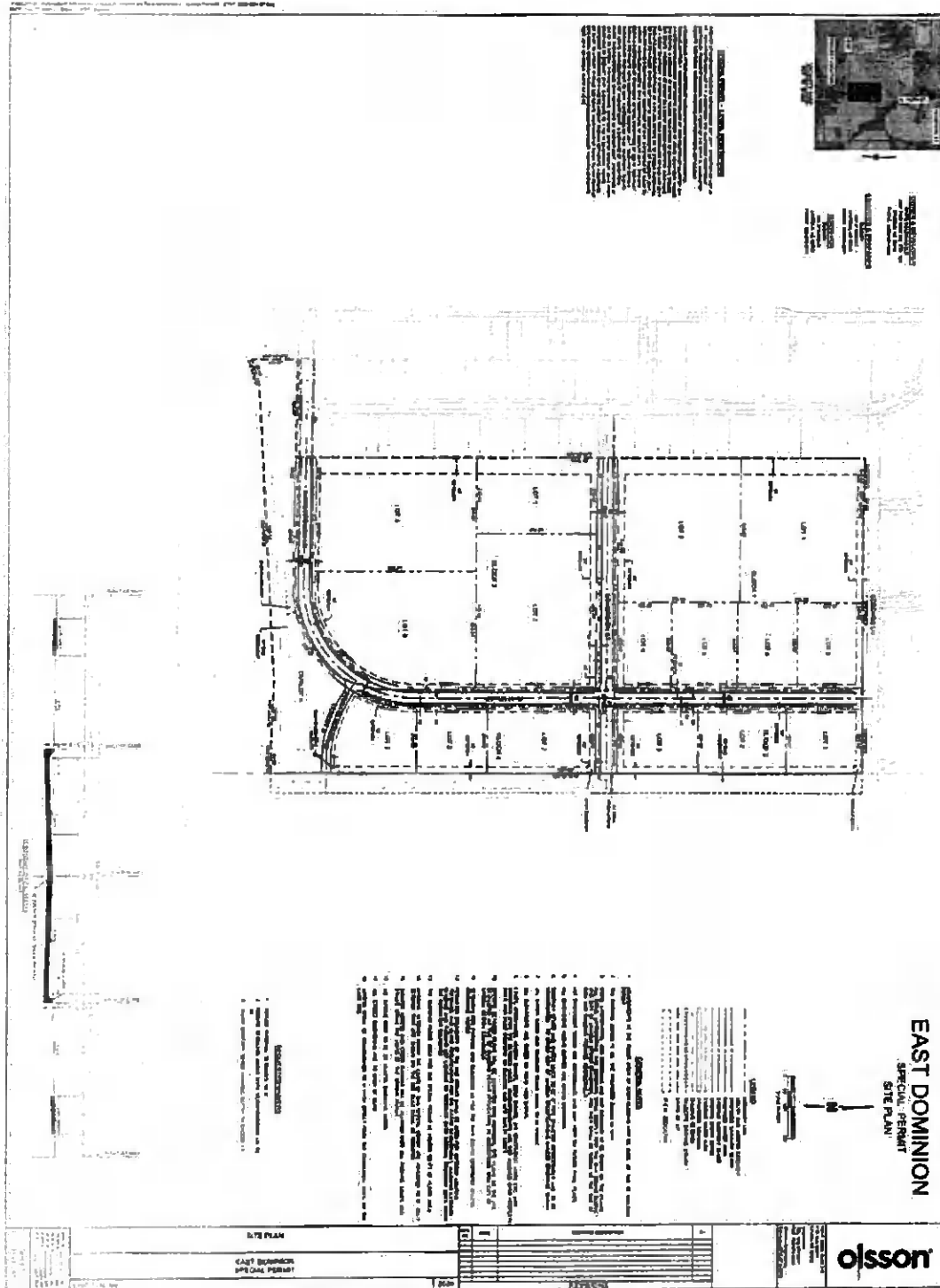


EXHIBIT C **O STREET IMPROVEMENTS**

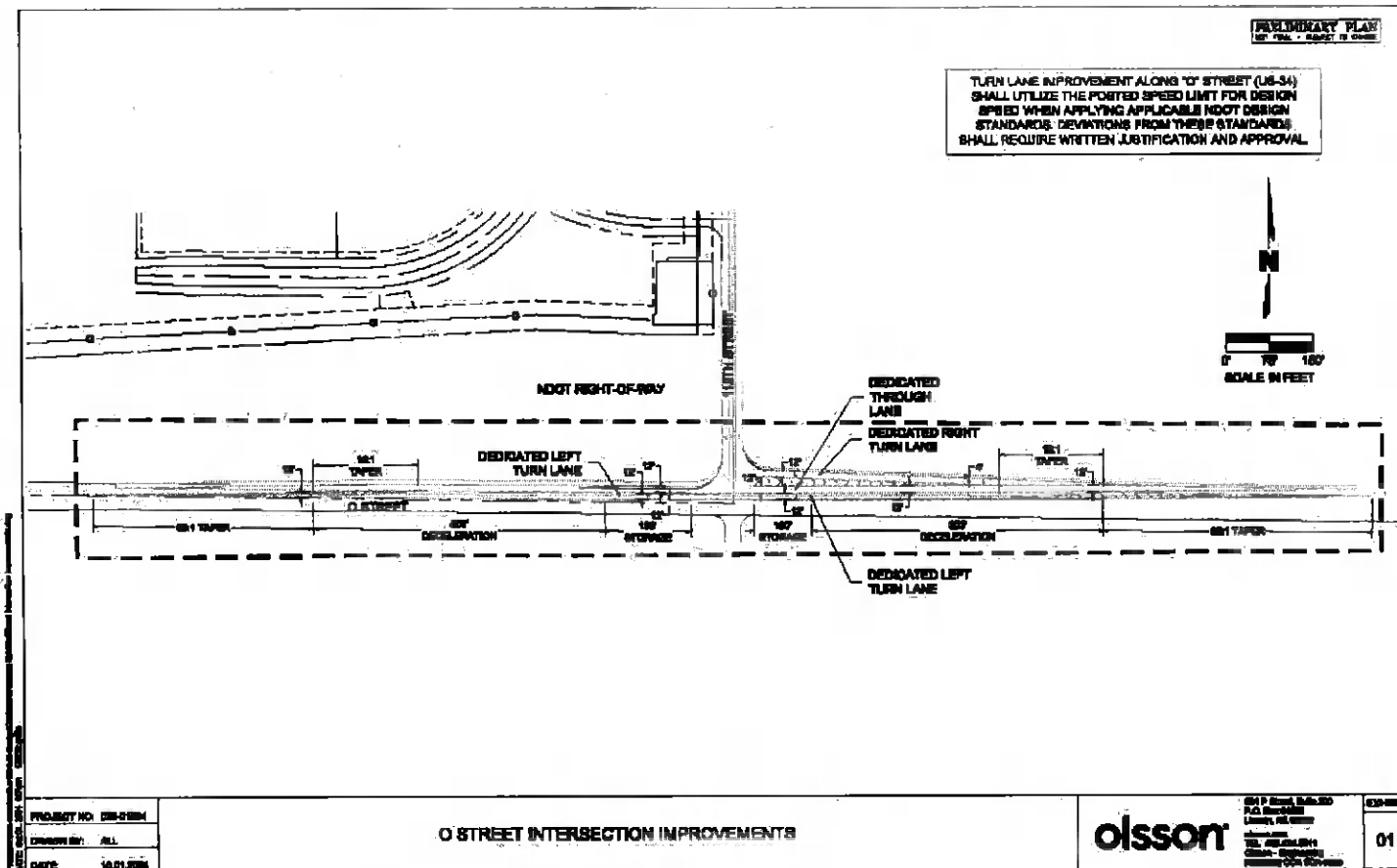


EXHIBIT E **DIRECTED IMPACT FEE AREA**

