

IN THE DISTRICT COURT OF SARPY COUNTY, NEBRASKA

IN THE MATTER OF

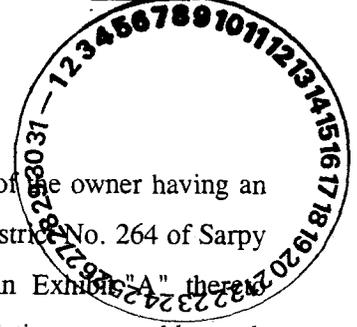
) DOC. CIOS

NO. 507

SANITARY AND IMPROVEMENT DISTRICT
NO. 264 OF SARPY COUNTY, NEBRASKA

)
)
)
)

DECREE



This matter having come on for hearing upon the Petition filed on behalf of the owner having an interest in real property within the limits of proposed Sanitary and Improvement District No. 264 of Sarpy County, Nebraska, the boundaries to which are more particularly described in Exhibit "A" attached and by this reference herein incorporated, together with Articles of Association executed by such owner, as more particularly described in Exhibit "B" attached to the Petition and by this reference herein incorporated, the Court, being fully advised in the premises and having considered the evidence, finds generally that the allegations of the Petition are true and that the prayer thereof should be granted and finds specifically:

1. That the owner of all of the real estate included within the limits of such district has duly authorized the execution of the Petition on its behalf and has duly executed and filed in the office of the Clerk of the Court Articles of Association as required by Section 31-727 to Section 31-793, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law; and that, there being no known or unknown owners of real property nor residents nor nonresidents of Nebraska who will be benefitted by the formation of such district and who have not joined in its organization and the execution of such Articles of Association, issuance and service of summons, notice, or other process may and should be dispensed with as unnecessary;

2. That the Court has personal jurisdiction of the Petitioner in this matter and also jurisdiction of its subject matter pursuant to the provisions of Sections 31-727 to 31-793, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law;

3. That the formation and organization of such district is and will be conducive to the public convenience, health, and welfare of all of the present and future owners having an interest in real property within its limits and all residents or other occupants within its limits;

4. That no part of the real property within the limits of such district is located within the limits of any municipal corporation or used for industrial purposes; and

5. That the five persons designated in the Articles of Association as initial Trustees are suitable persons, are the designated representative Trustees of the owner of real property within the limits of such district and may and should be declared to constitute the Board of Trustees of such district to serve until their successors are elected and qualified.

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED:

1. That the Sanitary and Improvement District No. 264 of Sarpy County, Nebraska, having been duly formed and organized as provided by law, be, and it hereby is, declared to be a public corporation of Nebraska under the provisions of Sections 31-727 to 31-793, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law and under the Articles of Association and with the real property within its limits as in this Decree above-described and to be entitled to exercise all of the powers, privileges, and rights thereto granted by law;

2. That the five Trustees nominated be, and they hereby are, approved, confirmed and declared to be and constitute the Board of Trustees of such district to serve until their successors are elected and qualified; and

3. That the Clerk of the Court be, and he hereby is, directed within twenty (20) days hereafter to transmit to the Secretary of State of Nebraska, for filing in the office thereof as provided by law, a certified copy of the record hereto relating and to provide, for filing in the office of the County Clerk of Sarpy County, Nebraska, together with a plat of the real property within the limits of said district, an additional certified copy of said record.

DATED: April 4th, 2005.

BY THE COURT:



District Judge

PREPARED AND SUBMITTED BY:

John Q. Bachman (#15622)
PANSING HOGAN ERNST & BACHMAN LLP
10250 Regency Circle, Suite 300
Omaha, NE 68114
(402) 397-5500
Attorneys for the Petitioners

FILED
SARPY COUNTY
DISTRICT COURT

NOTICE

2005 APR -1 PM 3:46

TO: Sarpy County Clerk,
Election Commissioners Office
City Clerk

Carol Kremer
CLERK OF DISTRICT COURT

Pursuant to § 31-728 Nebraska Revised Statutes of Nebraska you are hereby notified that **S.I.D # 264** of Sarpy County, Nebraska has been formed.

(Photo copy of legal description attached)

The above S.I.D number is docketed in the Sarpy County District Court in Docket: CI 05 Page: 507.

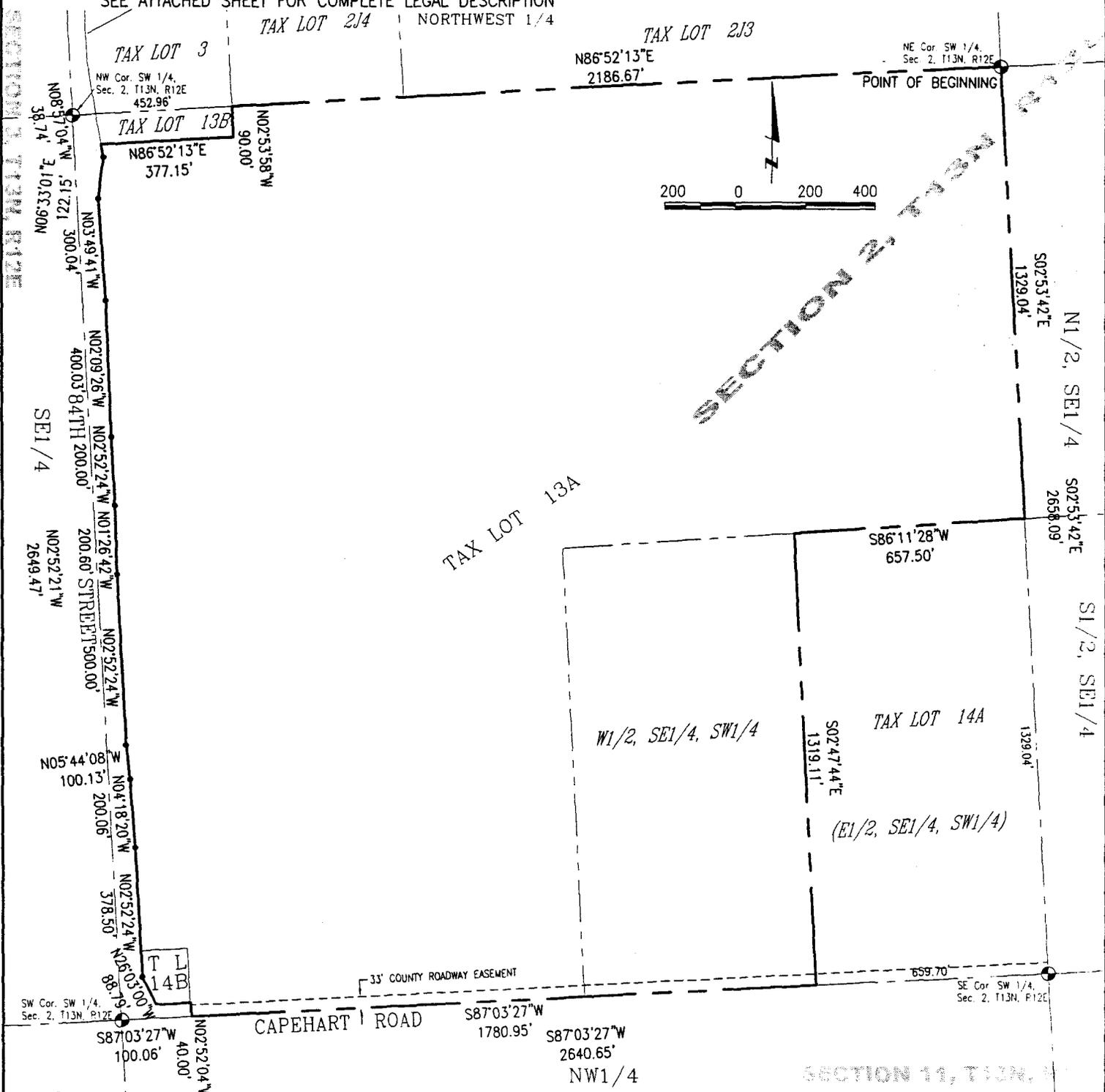
Carol Kremer

Carol Kremer
Clerk of District Court
Sarpy County, Nebraska

✓

SID PARCEL

The West Half of the Southeast Quarter of the Southwest Quarter TOGETHER WITH Tax Lots 13A and 14B, all in Section 2, Township 13 North, Range 12 East of the 6th P.M., Sarpy County, Nebraska, EXCEPT that part taken for right of way, the entire parcel described by metes and bounds as follows:
SEE ATTACHED SHEET FOR COMPLETE LEGAL DESCRIPTION



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 Book 04031 Page _____ Date Jan. 27, 2005 Dwn.By JHVD Job Number 04031.01 / 003


Lamp, Rynearson & Associates, Inc.
WWW.LRA-INC.COM

14710 West Dodge Road, Suite 100
 Omaha, Nebraska 68154-2027

 (Ph) 402.196.2498
 (Fax) 402.496.2730

LEGAL DESCRIPTION

The West Half of the Southeast Quarter of the Southwest Quarter TOGETHER WITH Tax Lots 13A and 14B, all in Section 2, Township 13 North, Range 12 East of the 6th P.M., Sarpy County, Nebraska, EXCEPT that part taken for right of way, the entire parcel described by metes and bounds as follows:

Beginning at the northeast corner of the Southwest Quarter of Section 2;

Thence South 02°53'42" East (bearings referenced to the Nebraska State Plane System, NAD 1983 with 1995 Adjustment) for 1329.04 feet along the east line of the Southwest Quarter of Section 2 to the northeast corner of the East Half of the Southeast Quarter of the Southwest Quarter of Section 2;

Thence South 86°11'28" West for 657.50 feet to the northwest corner of the East Half of the Southeast Quarter of the Southwest Quarter of Section 2;

Thence South 02°47'44" East for 1319.11 feet to the southwest corner of the East Half of the Southeast Quarter of the Southwest Quarter of Section 2;

Thence South 87°03'27" West for 1780.95 feet along the south line of the said Southwest Quarter of Section 2 to the east right of way line of the old State Highway 85, now known as 84th Street;

Thence north along said east right of way line for the next thirteen (13) courses:

- (1) Thence North 02°52'04" West for 40.00 feet;
- (2) Thence South 87°03'27" West for 100.06 feet;
- (3) Thence North 26°03'00" West for 88.79 feet;
- (4) Thence North 02°52'24" West for 378.50 feet;
- (5) Thence North 04°18'20" West for 200.06 feet;
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- (11) Thence North 03°49'41" West for 300.04 feet;
- (12) Thence North 06°33'01" East for 122.15 feet;
- (13) Thence North 08°57'04" West for 38.74 feet to the southwest corner of Tax Lot 13B;
Thence North 86°52'13" East for 377.15 feet to the southeast corner of Tax Lot 13B;
Thence North 02°53'58" West for 90.00 feet to the northeast corner of Tax Lot 13B;
Thence North 86°52'13" East for 2186.67 feet along the north line of the Southwest

Quarter of Section 2 to the Point of Beginning.

Contains 136.130 acres including 1.349 acres of existing county roadway easement.

ARTICLES OF ASSOCIATION
OF
SANITARY AND IMPROVEMENT DISTRICT NO. 264
OF SARPY COUNTY, NEBRASKA

KNOW ALL MEN BY THESE PRESENTS: THAT, the undersigned, being the owner having an interest in real property within the limits thereof, hereby associates itself for the formation of a sanitary and improvement district under the provisions of Sections 31-727 to 31-793, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law and does hereby adopt these Articles of Association, to-wit:

ARTICLE I.
Name

The name of the District is "Sanitary and Improvement District No. 264 of Sarpy County, Nebraska."

ARTICLE II.
Existence

The existence of the District is perpetual.

ARTICLE III.
Limits

The limits of the District are described as follows:

See Exhibit "A" attached hereto.

ARTICLE IV.
Owner

The undersigned developer is the owner of property in said proposed District and is set forth herein.

ARTICLE V.
Purposes and Powers

The purposes for which the District is organized are, in general, to acquire, build, improve, install, maintain, remove, renew, repair, replace, or otherwise conduct or operate electric service lines and conduits, a system of sanitary and storm sewers, a water system, a civil defense warning system, a system of sidewalks, public highways, roads, and streets, public waterways, docks or wharfs, and related

appurtenances, dikes and levees for flood protection, and public parks, playgrounds and other recreational facilities, to contract with any one or more corporations, municipalities, or persons for electricity for illumination of public highways, roads, and streets, for gas, for police protection and security services, for water for fire protection and resale to or use by residents within the district, and for disposal of or use of facilities for disposal or refuse, sewage, or other wastes, to contract with other governmental authorities and subdivisions in accordance with the provisions of the Interlocal Cooperation Act (Sections 23-2001 to 23-2007, Reissue Revised Statutes of Nebraska, 1943) as now in effect or as may be hereafter amended, and to perform any one or more other functions now or hereafter permitted under the provisions of Section 31-727 to 31-793, Reissue Revised Statutes of Nebraska, 1943, as amended, or any other applicable provisions of law; and, for the effectuation of its purposes, the powers of the district include without limitation all powers now or hereafter granted to under said provisions and all other powers now or hereafter granted to public corporations under the law of Nebraska appropriate, convenient, or necessary to said purposes.

ARTICLE VI.
Liabilities of Owner

The undersigned, being the owner of real estate within the District is willing to obligate itself to pay the tax or taxes hereafter levied against such property and the special assessment or assessments against real property benefitted hereafter assessed against them and also to pay the expenses necessary for installing a sewer, or water system, or both a sewer and water system, the cost of water for fire protection, the cost of grading, changing grade, paving, repairing, graveling, regravelling, widening, or narrowing sidewalks and roads, resurfacing or relaying existing pavement, or otherwise improving any public roads, streets, or highways within the District, the cost of constructing public waterways, docks or wharfs, and related appurtenances, the cost of constructing or contracting for the construction of dikes and levees for flood protection for the District, the cost of contracting for water for fire protection and for resale to residents of the District, the cost of contracting for police protection and security services, and the cost of electricity for street lighting for the public streets and highways within the district, the cost of civil defense warning system, the cost of installing gas and electric service lines and conduits, the cost of acquiring, improving and operating public parks, playgrounds, and recreation facilities, and, where permitted by this section, the cost of contracting for building, acquiring, improving, and operating public parks, playgrounds, and recreational facilities, as provided by the law of Nebraska.

ARTICLE VII.
Board of Trustees

The following named persons are proposed as designated representative Trustees to serve on behalf of Shadow Lake Development, LLC, a Nebraska limited liability company, owner of the property within the District and as described on Exhibit "A" attached hereto, as a Board of Trustees of the District until their successors are elected and qualified:

John C. Allen
Joyce A. Sramek
Joseph J. Valenti
Jeanne D. Knox
Gerald L. Torczon

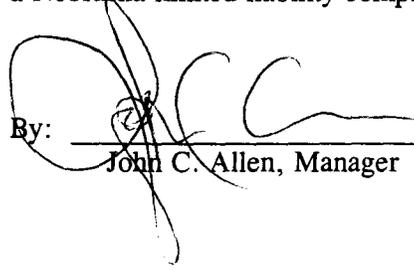
ARTICLE VIII.
Adoption and Amendment

These Articles of Association take effect from and after their execution by the undersigned and the determination by the District Court of Sarpy County, Nebraska, of the District to be a public corporation of Nebraska; and thereafter the Board of Trustees has authority from time to time, with or without approval of the District Court of Sarpy County, Nebraska, as provided by the law of Nebraska, to alter, amend, or revoke all or any part of these Articles of Association.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Association on April 1, 2005.

<u>NAME</u>	<u>ADDRESS</u>
Shadow Lake Development, LLC	14769 California Street Omaha, Nebraska 68154

SHADOW LAKE DEVELOPMENT, LLC,
a Nebraska limited liability company

By:  _____
John C. Allen, Manager

SID PARCEL

The West Half of the Southeast Quarter of the Southwest Quarter TOGETHER WITH Tax Lots 13A and 14B, all in Section 2, Township 13 North, Range 12 East of the 6th P.M., Sarpy County, Nebraska, EXCEPT that part taken for right of way, the entire parcel described by metes and bounds as follows:
SEE ATTACHED SHEET FOR COMPLETE LEGAL DESCRIPTION

TAX LOT 214 NORTHWEST 1/4

TAX LOT 213

TAX LOT 3

NE Cor SW 1/4
Sec. 2, T13N, R12E

NW Cor SW 1/4,
Sec. 2, T13N, R12E
452.96'

N86°52'13"E
2186.67'

POINT OF BEGINNING

TAX LOT 13B

N02°53'58"W
90.00'

N86°52'13"E
377.15'

200 0 200 400

SECTION 2, T13N, R12E

S02°53'42"E
1329.04'

N1/2, SE1/4

S02°53'42"E
2658.09'

S1/2, SE1/4

1329.04'

TAX LOT 13A

S86°11'28"W
657.50'

W1/2, SE1/4, SW1/4

TAX LOT 14A

S02°47'44"E
1319.11'

(E1/2, SE1/4, SW1/4)

33' COUNTY ROADWAY EASEMENT

659.70

SE Cor SW 1/4,
Sec. 2, T13N, R12E

CAPEHART ROAD

S87°03'27"W
1780.95'

S87°03'27"W
2640.65'

NW1/4

SW Cor SW 1/4,
Sec. 2, T13N, R12E

S87°03'27"W
100.06'

N02°52'04"W
40.00'

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Date Jan. 27, 2005

Dwn.By JHVD

Job Number 04031.01 / 003



Lamp, Rynearson & Associates, Inc.

WWW.LRA-INC.COM

14710 West Dodge Road, Suite 100
Omaha, Nebraska 68154-2027

(Ph) 402.496.2498
(Fax) 402.496.2730

EXHIBIT "A"

LEGAL DESCRIPTION

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Contains 136.130 acres including 1.349 acres of existing county roadway easement.

IN THE DISTRICT COURT OF SARPY COUNTY, NEBRASKA

IN THE MATTER OF) DOC. 0105 NO. 507
)
SANITARY AND IMPROVEMENT DISTRICT)
NO. 264 OF SARPY COUNTY, NEBRASKA) PETITION

Comes now Petitioner and states:

1. The undersigned is the owner of all the real estate more particularly described as set out in Exhibit "A" hereto attached; and no part of such real property is located within the limits of any municipal corporation or used for industrial purposes.

2. The undersigned has this date filed in the office of the Clerk of the District Court of Sarpy County, Nebraska, Articles of Association heretofore duly made and signed by them for the formation and organization of the proposed district more particularly described as set out in Exhibit "B" hereto attached.

3. All of the provisions of Sections 31-727 to 31-793, Reissued Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law have been completely and fully complied with; and the proposed district should be declared to be a sanitary and improvement district under such Sections.

WHEREFORE, Petitioner prays:

1. That the Court find that the owner of the real property described in Exhibit "A" and embraced within the limits of proposed Sanitary and Improvement District No. 264 of Sarpy County, Nebraska, has executed proper Articles of Association for its formation and organization described in Exhibit "B" and has caused this Petition to be filed on its behalf; and

2. That the Court further find, declare, and decree that Sanitary and Improvement District No. 264 of Sarpy County, Nebraska, has been duly and lawfully formed and organized as a public corporation of Nebraska and constitutes a sanitary and improvement district under Sections 31-727 to 31-793, Reissue Revised Statutes of Nebraska, 1943, as amended, entitled to exercise all powers,

privileges, and rights thereto granted by law and that the persons designated as Trustees by its Articles of Association constitute its initial Board of Trustees to serve until their successors are elected and qualified.

DATED: April 1, 2005.

SHADOW LAKE DEVELOPMENT, LLC, a
Nebraska limited liability company, Petitioner

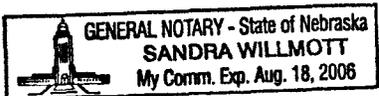
By: *John Q. Bachman*
John Q. Bachman (#15622)
PANSING HOGAN ERNST & BACHMAN LLP
10250 Regency Circle, Suite 300
Omaha, NE 68114
(402) 397-5500
Attorneys for Petitioner

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

JOHN Q. BACHMAN, being first duly sworn, on his oath deposes and says that he is one of the attorneys for Petitioner, SHADOW LAKE DEVELOPMENT, LLC, a Nebraska limited liability company; that he is duly authorized to file the foregoing Petition on behalf of the Petitioner; that he has read and knows its contents; and that the statements therein made are true as he verily believes.

John Q. Bachman
JOHN Q. BACHMAN

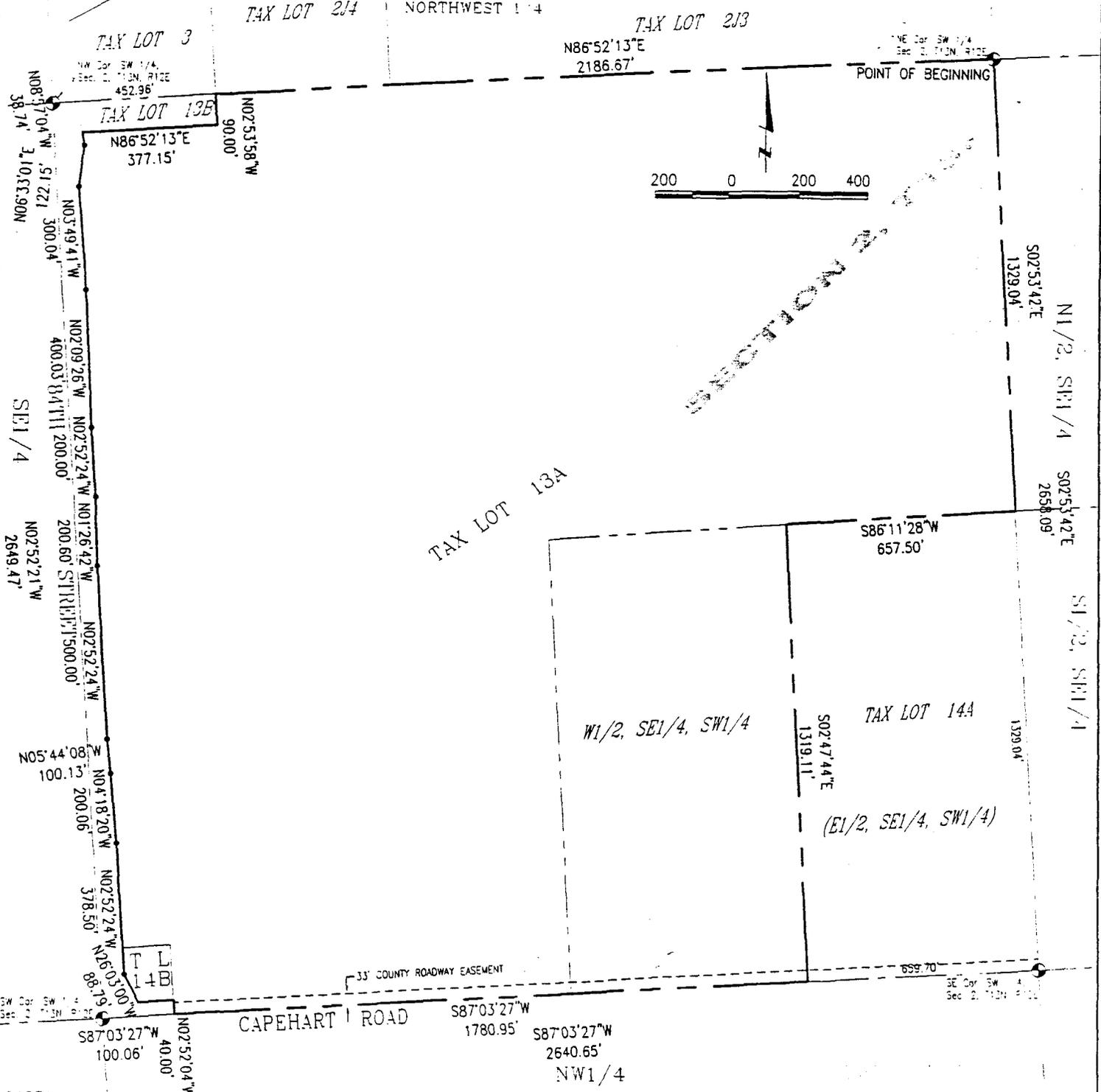
SUBSCRIBED AND SWORN to before me this 1st day of April, 2005.



Sandra Willmott
Notary Public

SID PARCEL

The West Half of the Southeast Quarter of the Southwest Quarter TOGETHER WITH Tax Lots 13A and 14B, all in Section 2, Township 13 North, Range 12 East of the 6th P.M., Sarpy County, Nebraska, EXCEPT that part taken for right of way, the entire parcel described by metes and bounds as follows:
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Book 04031 Page _____ Date Jan. 27, 2005 Dwn.By JHVD Job Number 04031.01 / 003


Lamp, Rynearson & Associates, Inc. WWW.LRA-INC.COM
 14710 West Dodge Road, Suite 100 (Ph) 402.496.2498
 Omaha, Nebraska 68154-2027 (Fax) 402.496.2730
EXHIBIT "A"

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Contains 136.130 acres including 1.349 acres of existing county roadway easement.

ARTICLES OF ASSOCIATION
OF
SANITARY AND IMPROVEMENT DISTRICT NO. 264
OF SARPY COUNTY, NEBRASKA

KNOW ALL MEN BY THESE PRESENTS: THAT, the undersigned, being the owner having an interest in real property within the limits thereof, hereby associates itself for the formation of a sanitary and improvement district under the provisions of Sections 31-727 to 31-793, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law and does hereby adopt these Articles of Association, to-wit:

ARTICLE I.
Name

The name of the District is "Sanitary and Improvement District No. 264 of Sarpy County, Nebraska."

ARTICLE II.
Existence

The existence of the District is perpetual.

ARTICLE III.
Limits

The limits of the District are described as follows:

See Exhibit "A" attached hereto.

ARTICLE IV.
Owner

The undersigned developer is the owner of property in said proposed District and is set forth herein.

ARTICLE V.
Purposes and Powers

The purposes for which the District is organized are, in general, to acquire, build, improve, install, maintain, remove, renew, repair, replace, or otherwise conduct or operate electric service lines and conduits, a system of sanitary and storm sewers, a water system, a civil defense warning system, a system of sidewalks, public highways, roads, and streets, public waterways, docks or wharfs, and related

EXHIBIT "B"

appurtenances, dikes and levees for flood protection, and public parks, playgrounds and other recreational facilities, to contract with any one or more corporations, municipalities, or persons for electricity for illumination of public highways, roads, and streets, for gas, for police protection and security services, for water for fire protection and resale to or use by residents within the district, and for disposal of or use of facilities for disposal or refuse, sewage, or other wastes, to contract with other governmental authorities and subdivisions in accordance with the provisions of the Interlocal Cooperation Act (Sections 23-2001 to 23-2007, Reissue Revised Statutes of Nebraska, 1943) as now in effect or as may be hereafter amended, and to perform any one or more other functions now or hereafter permitted under the provisions of Section 31-727 to 31-793. Reissue Revised Statutes of Nebraska, 1943, as amended, or any other applicable provisions of law; and, for the effectuation of its purposes, the powers of the district include without limitation all powers now or hereafter granted to under said provisions and all other powers now or hereafter granted to public corporations under the law of Nebraska appropriate, convenient, or necessary to said purposes.

ARTICLE VI.
Liabilities of Owner

The undersigned, being the owner of real estate within the District is willing to obligate itself to pay the tax or taxes hereafter levied against such property and the special assessment or assessments against real property benefitted hereafter assessed against them and also to pay the expenses necessary for installing a sewer, or water system, or both a sewer and water system, the cost of water for fire protection, the cost of grading, changing grade, paving, repairing, graveling, regravelling, widening, or narrowing sidewalks and roads, resurfacing or relaying existing pavement, or otherwise improving any public roads, streets, or highways within the District, the cost of constructing public waterways, docks or wharfs, and related appurtenances, the cost of constructing or contracting for the construction of dikes and levees for flood protection for the District, the cost of contracting for water for fire protection and for resale to residents of the District, the cost of contracting for police protection and security services, and the cost of electricity for street lighting for the public streets and highways within the district, the cost of civil defense warning system, the cost of installing gas and electric service lines and conduits, the cost of acquiring, improving and operating public parks, playgrounds, and recreation facilities, and, where permitted by this section, the cost of contracting for building, acquiring, improving, and operating public parks, playgrounds, and recreational facilities, as provided by the law of Nebraska.

ARTICLE VII.
Board of Trustees

The following named persons are proposed as designated representative Trustees to serve on behalf of Shadow Lake Development, LLC, a Nebraska limited liability company, owner of the property within the District and as described on Exhibit "A" attached hereto, as a Board of Trustees of the District until their successors are elected and qualified:

John C. Allen
Joyce A. Sramek
Joseph J. Valenti
Jeanne D. Knox
Gerald L. Torczon

ARTICLE VIII.
Adoption and Amendment

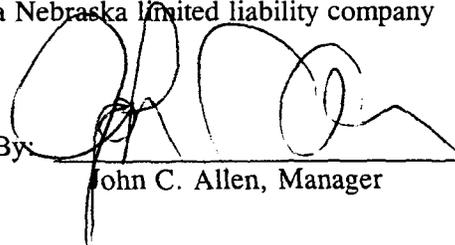
These Articles of Association take effect from and after their execution by the undersigned and the determination by the District Court of Sarpy County, Nebraska, of the District to be a public corporation of Nebraska; and thereafter the Board of Trustees has authority from time to time, with or without approval of the District Court of Sarpy County, Nebraska, as provided by the law of Nebraska, to alter, amend, or revoke all or any part of these Articles of Association.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Association on April 1, 2005.

<u>NAME</u>	<u>ADDRESS</u>
Shadow Lake Development, LLC	14769 California Street Omaha, Nebraska 68154

SHADOW LAKE DEVELOPMENT, LLC,
a Nebraska limited liability company

By



John C. Allen, Manager

SID PARCEL

The West Half of the Southeast Quarter of the Southwest Quarter TOGETHER WITH Tax Lots 13A and 14B, all in Section 2, Township 13 North, Range 12 East of the 6th P.M., Sarpy County, Nebraska, EXCEPT that part taken for right of way, the entire parcel described by metes and bounds as follows:
SEE ATTACHED SHEET FOR COMPLETE LEGAL DESCRIPTION

TAX LOT 214 NORTHWEST 1/4

TAX LOT 213

TAX LOT 3

NW Cor. SW 1/4,
Sec. 2, T13N, R12E
452.96'

N86°52'13"E
2186.67'

NE Cor. SW 1/4
Sec. 2, T13N, R12E
POINT OF BEGINNING

TAX LOT 13B

N86°52'13"E
377.15'

N02°53'58"W
90.00'

200 0 200 400

SECTION 2, T13N, R12E

S02°53'42"E
1329.04'

N1/2, SE1/4

S02°53'42"E
2658.09'

S1/2, SE1/4

TAX LOT 13A

S86°11'28"W
657.50'

W1/2, SE1/4, SW1/4

TAX LOT 14A

S02°47'44"E
1319.11'

(E1/2, SE1/4, SW1/4)

1329.04'

N05°44'08"W
100.13'

N04°18'20"W
200.06'

N02°52'24"W
378.50'

N02°52'24"W
560.300'

N02°52'24"W
88.15'

N02°52'24"W
40.00'

N02°52'24"W
100.06'

N02°52'24"W
40.00'

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40.00'

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40.00'

N02°52'24"W
40.00'

N02°52'24"W
40.00'

N02°52'24"W
40.00'

33' COUNTY ROADWAY EASEMENT

CAPEHART ROAD

S87°03'27"W
1780.95'

S87°03'27"W
2640.65'

NW1/4

SE Cor. SW 1/4,
Sec. 2, T13N, R12E

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Book 04031

Page

Date Jan. 27, 2005

Dwn.By JHVD

Job Number 04031.01 / 003



Lamp, Rynearson & Associates, Inc.

WWW.LRA-INC.COM

14710 West Dodge Road, Suite 100
Omaha, Nebraska 68154-2027

(Ph) 402.496.2498
(Fax) 402.496.2730

EXHIBIT "A"

LEGAL DESCRIPTION

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Thence South 02°47'44" East for 1319.11 feet to the southwest corner of the East Half of the Southeast Quarter of the Southwest Quarter of Section 2;

Thence South 87°03'27" West for 1780.95 feet along the south line of the said Southwest Quarter of Section 2 to the east right of way line of the old State Highway 85, now known as 84th Street;

Thence north along said east right of way line for the next thirteen (13) courses:

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Thence North 86°52'13" East for 2186.67 feet along the north line of the Southwest Quarter of Section 2 to the Point of Beginning.

Contains 136.130 acres including 1.349 acres of existing county roadway easement.

STATE OF NEBRASKA, }
COUNTY OF SARPY, } ss.

I, Carol Kremer, Clerk of the District Court, in and for Sarpy County in the Second Judicial District of Nebraska, do hereby certify that the above and foregoing is a true copy of DECREE, NOTICE, ARTICLES OF ASSOCIATION, PLAT, PETITION.

entered in a cause in said court wherein
IN THE MATTER OF SANITARY AND IMPROVEMENT DISTRICT NO. 264, SARPY COUNTY, NEBRASKA
plaintiff and

defendant, Docket CI 05 Page 507, as the same appear fully upon the records of said Court now in my charge remaining as Clerk aforesaid.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Court at Papillion, this 4th day of April A.D. 2005

CAROL KREMER

CLERK

Paula Kaye

DEPUTY CLERK

TO: The County Clerk of Sarpy County, Nebraska
The City Clerk of Papillion, Sarpy County, Nebraska



NOTICE

Please take notice that on April 1, 2005, a Petition was filed with the Sarpy County District Court indexed as in the matter of Sanitary and Improvement District No. 264 of Sarpy County, Nebraska, Doc. CI05, Page 507, the purpose of which was the formation of a Sanitary and Improvement District in accordance with Sections 31-727 to 31-793, Reissue Rev. Stat. of Nebraska, 1943, and that a Decree in response to such Petition was entered in the Sarpy County District Court under the date of April 4, 2005. Copies of the Petition, Articles of Association and Decree are attached hereto and incorporated herein by this reference.

SANITARY AND IMPROVEMENT DISTRICT
NO. 264 OF SARPY COUNTY, NEBRASKA

By Joyce A. Sramek
JOYCE A. SRAMEK, Clerk

5. That the five persons designated in the Articles of Association as initial Trustees are suitable persons, are the designated representative Trustees of the owner of real property within the limits of such district and may and should be declared to constitute the Board of Trustees of such district to serve until their successors are elected and qualified.

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED:

1. That the Sanitary and Improvement District No. 264 of Sarpy County, Nebraska, having been duly formed and organized as provided by law, be, and it hereby is, declared to be a public corporation of Nebraska under the provisions of Sections 31-727 to 31-793, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law and under the Articles of Association and with the real property within its limits as in this Decree above-described and to be entitled to exercise all of the powers, privileges, and rights thereto granted by law;

2. That the five Trustees nominated be, and they hereby are, approved, confirmed and declared to be and constitute the Board of Trustees of such district to serve until their successors are elected and qualified; and

3. That the Clerk of the Court be, and he hereby is, directed within twenty (20) days hereafter to transmit to the Secretary of State of Nebraska, for filing in the office thereof as provided by law, a certified copy of the record hereto relating and to provide, for filing in the office of the County Clerk of Sarpy County, Nebraska, together with a plat of the real property within the limits of said district, an additional certified copy of said record.

DATED: April 4th, 2005.

BY THE COURT:

District Judge

PREPARED AND SUBMITTED BY:

John Q. Bachman (#15622)
PANSING HOGAN ERNST & BACHMAN LLP
10250 Regency Circle, Suite 300
Omaha, NE 68114
(402) 397-5500
Attorneys for the Petitioners

NOTICE

TO: Sarpy County Clerk,
Election Commissioners Office

2005 APR -1 PM 3:46

[Handwritten signature]

Pursuant to § 31-728 Nebraska Revised Statutes of Nebraska you are hereby notified that **S.I.D # 264** of Sarpy County, Nebraska has been formed.

(Photo copy of legal description attached)

The above S.I.D number is docketed in the Sarpy County District Court in Docket: CI 05 Page: 507.

Carol Kremer

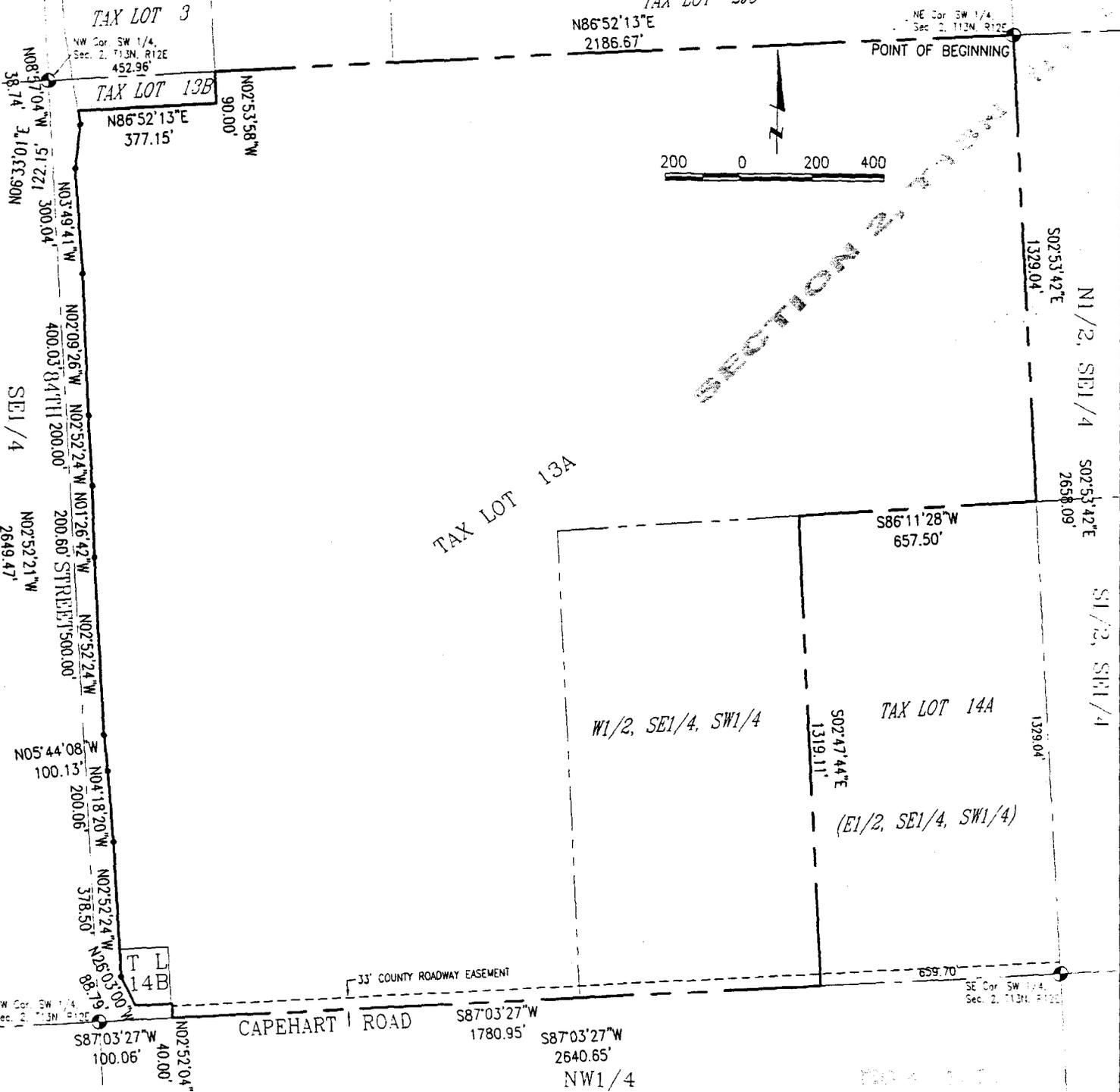
Carol Kremer
Clerk of District Court
Sarpy County, Nebraska

SID PARCEL

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SEE ATTACHED SHEET FOR COMPLETE LEGAL DESCRIPTION

TAX LOT 2J4 NORTHWEST 1/4

TAX LOT 2J3



04031.dwg \0431SIDBND1.dwg Book 04031 Page _____ Date Jan. 27, 2005 Dwn.By JHVD Job Number 04031.01 / 003

Lamp, Rynearson & Associates, Inc. WWW.LRA-INC.COM
 14710 West Dodge Road, Suite 100 (Ph) 402.496.2498
 Omaha, Nebraska 68154-2027 (Fax) 402.496.2730

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Thence North 86°52'13" East for 2186.67 feet along the north line of the Southwest

Quarter of Section 2 to the Point of Beginning.

Contains 136.130 acres including 1.349 acres of existing county roadway easement.

ARTICLES OF ASSOCIATION
OF
SANITARY AND IMPROVEMENT DISTRICT NO. 264
OF SARPY COUNTY, NEBRASKA

KNOW ALL MEN BY THESE PRESENTS: THAT, the undersigned, being the owner having an interest in real property within the limits thereof, hereby associates itself for the formation of a sanitary and improvement district under the provisions of Sections 31-727 to 31-793, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law and does hereby adopt these Articles of Association, to-wit:

ARTICLE I.

Name

The name of the District is "Sanitary and Improvement District No. 264 of Sarpy County, Nebraska."

ARTICLE II.

Existence

The existence of the District is perpetual.

ARTICLE III.

Limits

The limits of the District are described as follows:

See Exhibit "A" attached hereto.

ARTICLE IV.

Owner

The undersigned developer is the owner of property in said proposed District and is set forth herein.

ARTICLE V.

Purposes and Powers

The purposes for which the District is organized are, in general, to acquire, build, improve, install, maintain, remove, renew, repair, replace, or otherwise conduct or operate electric service lines and conduits, a system of sanitary and storm sewers, a water system, a civil defense warning system, a system of sidewalks, public highways, roads, and streets, public waterways, docks or wharfs, and related

appurtenances, dikes and levees for flood protection, and public parks, playgrounds and other recreational facilities, to contract with any one or more corporations, municipalities, or persons for electricity for illumination of public highways, roads, and streets, for gas, for police protection and security services, for water for fire protection and resale to or use by residents within the district, and for disposal of or use of facilities for disposal or refuse, sewage, or other wastes, to contract with other governmental authorities and subdivisions in accordance with the provisions of the Interlocal Cooperation Act (Sections 23-2001 to 23-2007, Reissue Revised Statutes of Nebraska, 1943) as now in effect or as may be hereafter amended, and to perform any one or more other functions now or hereafter permitted under the provisions of Section 31-727 to 31-793, Reissue Revised Statutes of Nebraska, 1943, as amended, or any other applicable provisions of law; and, for the effectuation of its purposes, the powers of the district include without limitation all powers now or hereafter granted to under said provisions and all other powers now or hereafter granted to public corporations under the law of Nebraska appropriate, convenient, or necessary to said purposes.

ARTICLE VI.
Liabilities of Owner

The undersigned, being the owner of real estate within the District is willing to obligate itself to pay the tax or taxes hereafter levied against such property and the special assessment or assessments against real property benefitted hereafter assessed against them and also to pay the expenses necessary for installing a sewer, or water system, or both a sewer and water system, the cost of water for fire protection, the cost of grading, changing grade, paving, repairing, graveling, regravelling, widening, or narrowing sidewalks and roads, resurfacing or relaying existing pavement, or otherwise improving any public roads, streets, or highways within the District, the cost of constructing public waterways, docks or wharfs, and related appurtenances, the cost of constructing or contracting for the construction of dikes and levees for flood protection for the District, the cost of contracting for water for fire protection and for resale to residents of the District, the cost of contracting for police protection and security services, and the cost of electricity for street lighting for the public streets and highways within the district, the cost of civil defense warning system, the cost of installing gas and electric service lines and conduits, the cost of acquiring, improving and operating public parks, playgrounds, and recreation facilities, and, where permitted by this section, the cost of contracting for building, acquiring, improving, and operating public parks, playgrounds, and recreational facilities, as provided by the law of Nebraska.

ARTICLE VII.
Board of Trustees

The following named persons are proposed as designated representative Trustees to serve on behalf of Shadow Lake Development, LLC, a Nebraska limited liability company, owner of the property within the District and as described on Exhibit "A" attached hereto, as a Board of Trustees of the District until their successors are elected and qualified:

John C. Allen
Joyce A. Sramek
Joseph J. Valenti
Jeanne D. Knox
Gerald L. Torczon

ARTICLE VIII.
Adoption and Amendment

These Articles of Association take effect from and after their execution by the undersigned and the determination by the District Court of Sarpy County, Nebraska, of the District to be a public corporation of Nebraska; and thereafter the Board of Trustees has authority from time to time, with or without approval of the District Court of Sarpy County, Nebraska, as provided by the law of Nebraska, to alter, amend, or revoke all or any part of these Articles of Association.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Association on April 1, 2005.

NAME

Shadow Lake Development, LLC

ADDRESS

14769 California Street
Omaha, Nebraska 68154

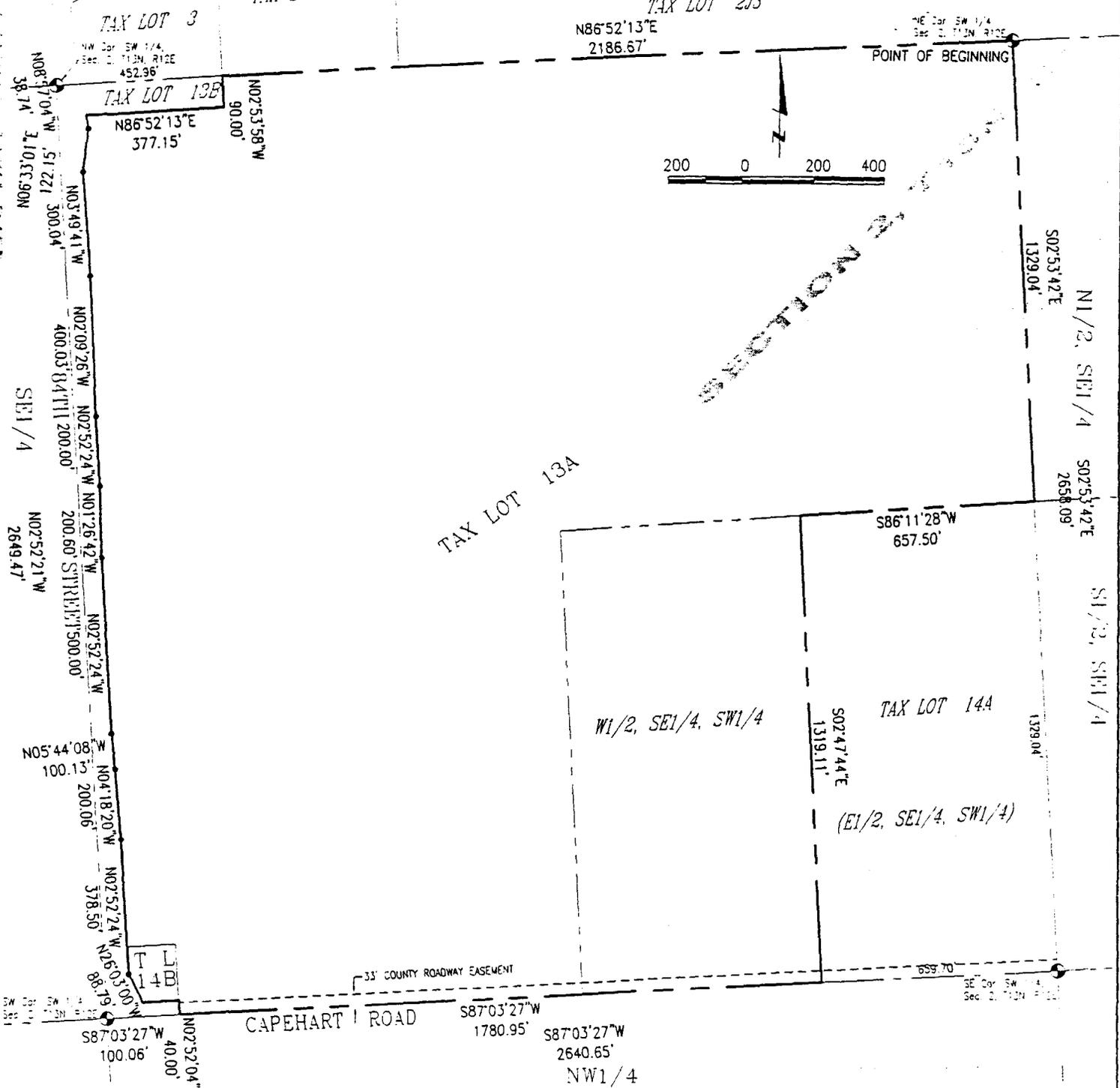
SHADOW LAKE DEVELOPMENT, LLC,
a Nebraska limited liability company

By: 
John C. Allen, Manager

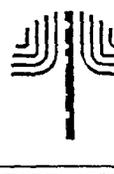
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TAX LOT 214 NORTHWEST 1/4



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Book 04031 Page _____ Date Jan. 27, 2005 Dwn.By JHVD Job Number 04031.01 / 003


Lamp, Rynearson & Associates, Inc. WWW.LRA-INC.COM
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Contains 136.130 acres including 1.349 acres of existing county roadway easement.

October 7, 2004

LAMP, RYNEARSON & ASSOCIATES, INC.

04031 01 003 (Boundary for Phase One & SID)

IN THE DISTRICT COURT OF SARPY COUNTY, NEBRASKA

IN THE MATTER OF

) DOC. CIOS

NO. 507

SANITARY AND IMPROVEMENT DISTRICT)
NO. 264 OF SARPY COUNTY, NEBRASKA)

PETITION

Comes now Petitioner and states:

1. The undersigned is the owner of all the real estate more particularly described as set out in Exhibit "A" hereto attached; and no part of such real property is located within the limits of any municipal corporation or used for industrial purposes.

2. The undersigned has this date filed in the office of the Clerk of the District Court of Sarpy County, Nebraska, Articles of Association heretofore duly made and signed by them for the formation and organization of the proposed district more particularly described as set out in Exhibit "B" hereto attached.

3. All of the provisions of Sections 31-727 to 31-793, Reissued Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law have been completely and fully complied with; and the proposed district should be declared to be a sanitary and improvement district under such Sections.

WHEREFORE, Petitioner prays:

1. That the Court find that the owner of the real property described in Exhibit "A" and embraced within the limits of proposed Sanitary and Improvement District No. 264 of Sarpy County, Nebraska, has executed proper Articles of Association for its formation and organization described in Exhibit "B" and has caused this Petition to be filed on its behalf; and

2. That the Court further find, declare, and decree that Sanitary and Improvement District No. 264 of Sarpy County, Nebraska, has been duly and lawfully formed and organized as a public corporation of Nebraska and constitutes a sanitary and improvement district under Sections 31-727 to 31-793, Reissue Revised Statutes of Nebraska, 1943, as amended, entitled to exercise all powers,

privileges, and rights thereto granted by law and that the persons designated as Trustees by its Articles of Association constitute its initial Board of Trustees to serve until their successors are elected and qualified.

DATED: April 1, 2005.

SHADOW LAKE DEVELOPMENT, LLC, a
Nebraska limited liability company, Petitioner

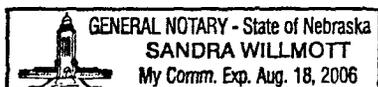
By: John Q. Bachman
John Q. Bachman (#15622)
DANSING HOGAN ERNST & BACHMAN LLP
10250 Regency Circle, Suite 300
Omaha, NE 68114
(402) 397-5500
Attorneys for Petitioner

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

JOHN Q. BACHMAN, being first duly sworn, on his oath deposes and says that he is one of the attorneys for Petitioner, SHADOW LAKE DEVELOPMENT, LLC, a Nebraska limited liability company; that he is duly authorized to file the foregoing Petition on behalf of the Petitioner; that he has read and knows its contents; and that the statements therein made are true as he verily believes.

John Q. Bachman
JOHN Q. BACHMAN

SUBSCRIBED AND SWORN to before me this 1st day of April, 2005.



Sandra Willmott
Notary Public

SID PARCEL

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TAX LOT 213

TAX LOT 3

TAX LOT 13E

TAX LOT 13A

SECTION 2

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2186.67'

POINT OF BEGINNING

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Book 04031 Page _____ Date Jan. 27, 2005 Dwn.By JHYD Job Number 04031.01 / 003

Lamp, Rynearson & Associates, Inc. WWW.LRA-INC.COM
14710 West Dodge Road, Suite 100 (Ph) 402.196.2498
Omaha, Nebraska 68154-2027 EXHIBIT "A" (Fax) 402.496.2730

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- (13) Thence North $08^{\circ}57'04''$ West for 38.74 feet to the southwest corner of Tax Lot 13B;
Thence North $86^{\circ}52'13''$ East for 377.15 feet to the southeast corner of Tax Lot 13B;
Thence North $02^{\circ}53'58''$ West for 90.00 feet to the northeast corner of Tax Lot 13B;
Thence North $86^{\circ}52'13''$ East for 2186.67 feet along the north line of the Southwest Quarter of Section 2 to the Point of Beginning.

Contains 136.130 acres including 1.349 acres of existing county roadway easement.

ARTICLES OF ASSOCIATION
OF
SANITARY AND IMPROVEMENT DISTRICT NO. 264
OF SARPY COUNTY, NEBRASKA

KNOW ALL MEN BY THESE PRESENTS: THAT, the undersigned, being the owner having an interest in real property within the limits thereof, hereby associates itself for the formation of a sanitary and improvement district under the provisions of Sections 31-727 to 31-793, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law and does hereby adopt these Articles of Association, to-wit:

ARTICLE I.
Name

The name of the District is "Sanitary and Improvement District No. 264 of Sarpy County, Nebraska."

ARTICLE II.
Existence

The existence of the District is perpetual.

ARTICLE III.
Limits

The limits of the District are described as follows:

See Exhibit "A" attached hereto.

ARTICLE IV.
Owner

The undersigned developer is the owner of property in said proposed District and is set forth herein.

ARTICLE V.
Purposes and Powers

The purposes for which the District is organized are, in general, to acquire, build, improve, install, maintain, remove, renew, repair, replace, or otherwise conduct or operate electric service lines and conduits, a system of sanitary and storm sewers, a water system, a civil defense warning system, a system of sidewalks, public highways, roads, and streets, public waterways, docks or wharfs, and related

EXHIBIT "B"

appurtenances, dikes and levees for flood protection, and public parks, playgrounds and other recreational facilities, to contract with any one or more corporations, municipalities, or persons for electricity for illumination of public highways, roads, and streets, for gas, for police protection and security services, for water for fire protection and resale to or use by residents within the district, and for disposal of or use of facilities for disposal or refuse, sewage, or other wastes, to contract with other governmental authorities and subdivisions in accordance with the provisions of the Interlocal Cooperation Act (Sections 23-2001 to 23-2007, Reissue Revised Statutes of Nebraska, 1943) as now in effect or as may be hereafter amended, and to perform any one or more other functions now or hereafter permitted under the provisions of Section 31-727 to 31-793, Reissue Revised Statutes of Nebraska, 1943, as amended, or any other applicable provisions of law; and, for the effectuation of its purposes, the powers of the district include without limitation all powers now or hereafter granted to under said provisions and all other powers now or hereafter granted to public corporations under the law of Nebraska appropriate, convenient, or necessary to said purposes.

ARTICLE VI.
Liabilities of Owner

The undersigned, being the owner of real estate within the District is willing to obligate itself to pay the tax or taxes hereafter levied against such property and the special assessment or assessments against real property benefitted hereafter assessed against them and also to pay the expenses necessary for installing a sewer, or water system, or both a sewer and water system, the cost of water for fire protection, the cost of grading, changing grade, paving, repairing, graveling, regravelling, widening, or narrowing sidewalks and roads, resurfacing or relaying existing pavement, or otherwise improving any public roads, streets, or highways within the District, the cost of constructing public waterways, docks or wharfs, and related appurtenances, the cost of constructing or contracting for the construction of dikes and levees for flood protection for the District, the cost of contracting for water for fire protection and for resale to residents of the District, the cost of contracting for police protection and security services, and the cost of electricity for street lighting for the public streets and highways within the district, the cost of civil defense warning system, the cost of installing gas and electric service lines and conduits, the cost of acquiring, improving and operating public parks, playgrounds, and recreation facilities, and, where permitted by this section, the cost of contracting for building, acquiring, improving, and operating public parks, playgrounds, and recreational facilities, as provided by the law of Nebraska.

ARTICLE VII.
Board of Trustees

The following named persons are proposed as designated representative Trustees to serve on behalf of Shadow Lake Development, LLC, a Nebraska limited liability company, owner of the property within the District and as described on Exhibit "A" attached hereto, as a Board of Trustees of the District until their successors are elected and qualified:

John C. Allen
Joyce A. Sramek
Joseph J. Valenti
Jeanne D. Knox
Gerald L. Torczon

ARTICLE VIII.
Adoption and Amendment

These Articles of Association take effect from and after their execution by the undersigned and the determination by the District Court of Sarpy County, Nebraska, of the District to be a public corporation of Nebraska; and thereafter the Board of Trustees has authority from time to time, with or without approval of the District Court of Sarpy County, Nebraska, as provided by the law of Nebraska, to alter, amend, or revoke all or any part of these Articles of Association.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Association on April 1, 2005.

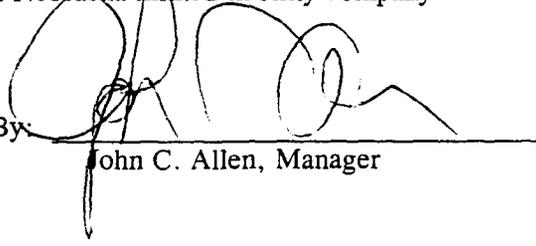
NAME

Shadow Lake Development, LLC

ADDRESS

14769 California Street
Omaha, Nebraska 68154

SHADOW LAKE DEVELOPMENT, LLC,
a Nebraska limited liability company

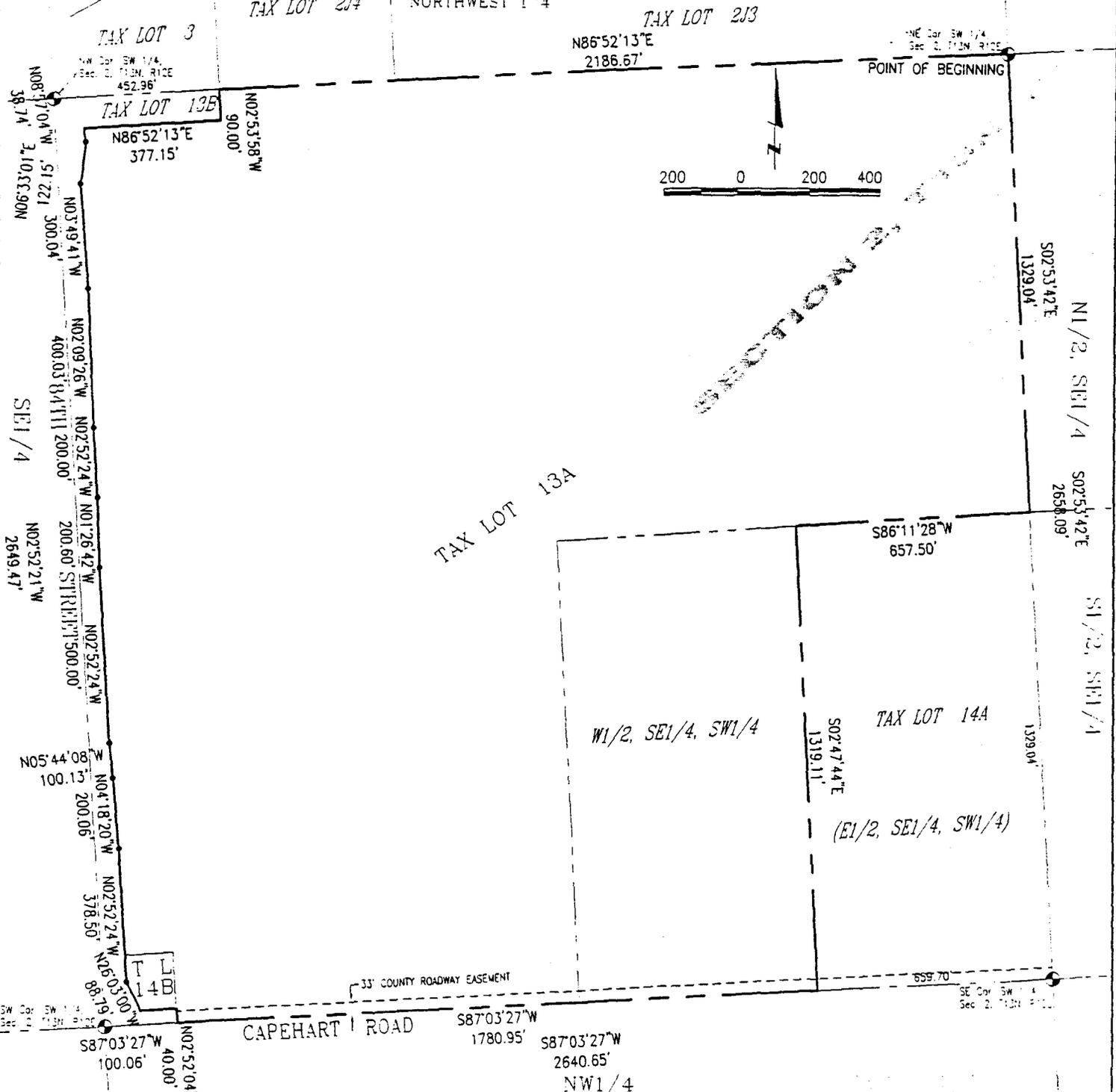
By: 

John C. Allen, Manager

SID PARCEL

The West Half of the Southeast Quarter of the Southwest Quarter TOGETHER WITH Tax Lots 13A and 14B, all in Section 2, Township 13 North, Range 12 East of the 6th P.M., Sarpy County, Nebraska, EXCEPT that part taken for right of way, the entire parcel described by metes and bounds as follows:
SEE ATTACHED SHEET FOR COMPLETE LEGAL DESCRIPTION

TAX LOT 214 NORTHWEST 1/4



04031\dwg\0431SIDBND1.dwg
 Book 04031 Page _____ Date Jan. 27, 2005 DwnBy JHVD Job Number 04031.01 / 003

LEGAL DESCRIPTION

The West Half of the Southeast Quarter of the Southwest Quarter TOGETHER WITH Tax Lots 13A and 14B, all in Section 2, Township 13 North, Range 12 East of the 6th P.M., Sarpy County, Nebraska, EXCEPT that part taken for right of way, the entire parcel described by metes and bounds as follows:

Beginning at the northeast corner of the Southwest Quarter of Section 2;

Thence South $02^{\circ}53'42''$ East (bearings referenced to the Nebraska State Plane System, NAD 1983 with 1995 Adjustment) for 1329.04 feet along the east line of the Southwest Quarter of Section 2 to the northeast corner of the East Half of the Southeast Quarter of the Southwest Quarter of Section 2;

Thence South $86^{\circ}11'28''$ West for 657.50 feet to the northwest corner of the East Half of the Southeast Quarter of the Southwest Quarter of Section 2;

Thence South $02^{\circ}47'44''$ East for 1319.11 feet to the southwest corner of the East Half of the Southeast Quarter of the Southwest Quarter of Section 2;

Thence South $87^{\circ}03'27''$ West for 1780.95 feet along the south line of the said Southwest Quarter of Section 2 to the east right of way line of the old State Highway 85, now known as 84th Street;

Thence north along said east right of way line for the next thirteen (13) courses:

- (1) Thence North $02^{\circ}52'04''$ West for 40.00 feet;
- (2) Thence South $87^{\circ}03'27''$ West for 100.06 feet;
- (3) Thence North $26^{\circ}03'00''$ West for 88.79 feet;
- (4) Thence North $02^{\circ}52'24''$ West for 378.50 feet;
- (5) Thence North $04^{\circ}18'20''$ West for 200.06 feet;
- (6) Thence North $05^{\circ}44'08''$ West for 100.13 feet;
- (7) Thence North $02^{\circ}52'24''$ West for 500.00 feet;
- (8) Thence North $01^{\circ}26'42''$ West for 200.60 feet;
- (9) Thence North $02^{\circ}52'24''$ West for 200.00 feet;
- (10) Thence North $02^{\circ}09'26''$ West for 400.03 feet;
- (11) Thence North $03^{\circ}49'41''$ West for 300.04 feet;
- (12) Thence North $06^{\circ}33'01''$ East for 122.15 feet;
- (13) Thence North $08^{\circ}57'04''$ West for 38.74 feet to the southwest corner of Tax Lot 13B;
Thence North $86^{\circ}52'13''$ East for 377.15 feet to the southeast corner of Tax Lot 13B;
Thence North $02^{\circ}53'58''$ West for 90.00 feet to the northeast corner of Tax Lot 13B;
Thence North $86^{\circ}52'13''$ East for 2186.67 feet along the north line of the Southwest Quarter of Section 2 to the Point of Beginning.

Contains 136.130 acres including 1.349 acres of existing county roadway easement.

STATE OF NEBRASKA, }
COUNTY OF SARPY, } ss.

I, Carol Kremer, Clerk of the District Court, in and for Sarpy County in the Second Judicial District of Nebraska, do hereby certify that the above and foregoing is a true copy of DECREE, NOTICE, ARTICLES OF ASSOCIATION, PLAT, PETITION.

.....
entered in a cause in said court wherein
IN THE MATTER OF SANITARY AND IMPROVEMENT DISTRICT NO. 264, SARPY COUNTY, NEBRASKA
plaintiff and
defendant Docket CI 05 Page 507, as the same appear fully upon the records of said Court now in my charge remaining as Clerk aforesaid.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Court at Papillion, this 4th day of April A.D. 2005

CAROL KREMER

CLERK

Paul Kozielek

DEPUTY CLERK