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By

RICHARD W TAKEMHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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DECLARATION OF RESTRICTIVE COVENANTS

Union Pacific Railroad Company, a Delaware corporation, ("Declarant"), being the owner of the real property located in Douglas County, Nebraska, as more particularly described in Exhibit "1" attached hereto and incorporated herein by reference (the "Premises"), hereby adopts the covenants, conditions, and restrictions set forth in this Declaration of Restrictive Covenants ("Declaration") and these covenants, conditions, and restrictions shall apply to and run with the Premises.

RECITALS

A. Background. The Premises were previously used to operate a railroad maintenance facility. Declarant currently is performing certain investigation and remediation activities (the "Remediation") with respect to contamination at the Premises. The Premises are being purchased and redeveloped by the City of Omaha ("City") for use as a convention center and related redevelopment purposes. Declarant is the owner of real property adjacent to the Premises.

B. Purpose. The covenants, conditions, and restrictions set forth herein are necessary to ensure that the Premises are not developed, used, or operated in a manner incompatible with the Remediation and to protect against uses of the Premises that are unsuitable in light of the Remediation. The terms, conditions, restrictions, and obligations contained herein are necessary and appropriate to reduce risks that the Premises otherwise might pose to third parties in the future and to protect human health and the environment.

DECLARATION

Declarant hereby states and declares as follows:

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1. Prohibition Against Certain Uses. Neither the Premises, nor any portion thereof, shall be used now or hereafter for any residential, day care, preschool, playground, athletic field, picnic ground, dormitory or nursing home purposes, or for any industrial purposes which generate, treat, store or dispose of "hazardous waste" (as defined below). Notwithstanding the previous sentence, the Premises can contain (a) hotels or other types of short-term transient accommodations, (b) convention center/arena, and related buildings and facilities, and any educational activities incidental to the use of the Premises as a convention center/arena, and (c) playground, athletic field or picnic ground uses on any portions of the Premises (i) covered with hard surface by the City or its successors or assigns, or (ii) under the control of the City and covered with at least one foot of clean fill by the City or its successors or assigns and not located in areas delineated on the excavation management plan referred to Paragraph 2 of this Declaration. In no event shall the Premises or any portion thereof, be used now or hereafter for the generation, treatment storage or disposal of "hazardous waste" as defined in the federal Resource Conservation and Recovery Act, 42 USC Section 6901, *et seq.*, any successor statute, and any rules and regulations promulgated pursuant to such Act.

2. Restriction on Excavation. No excavation of the soil on the Premises shall be made except (a) in compliance with the excavation management plan attached as Exhibit "2" and incorporated herein by reference, with respect to the portions of the Premises delineated on such plan, and (b) as may otherwise be required by the United States Environmental Protection Agency or its successor ("EPA") and the Nebraska Department of Environmental Quality or its successor ("NDEQ").

3. Prohibition Against Use of Groundwater. Domestic, irrigation and other water wells of any type shall not be drilled or maintained on the Premises, except for groundwater monitoring wells, and temporary dewatering wells for construction purposes. Groundwater beneath the Premises shall not be used as a source of drinking water or for other direct contact purposes, or for fountains. No lakes or other surface impoundments are allowed on the Premises.

4. Recording. This Declaration shall be recorded in the office of the County Recorder of Douglas County, State of Nebraska.

5. Declaration to Run With the Land in Perpetuity; Amendments. The covenants, conditions, and restrictions contained in this Declaration shall run with the land in perpetuity, and shall bind all persons, corporations, or any other entities, obtaining or succeeding to an interest in the Premises, or any part thereof, after the date hereof. This Declaration may be amended only by written amendment executed and acknowledged by the city and Declarant, and duly recorded.

6. Application. All real estate, lots, parcels or portions thereof located within or on the Premises, and any conveyance, transfer lease or sublease covering or describing any part thereof, shall be subject to the covenants, conditions, and restrictions contained in this Declaration. By acceptance of such conveyance, transfer, lease or sublease each transferee and each of his/her/its heirs, successors, transferees, and assigns agree with Declarant and each other to be bound by the covenants, conditions, and restrictions contained in this Declaration. Owners,

tenants and subtenants shall have liability under this Declaration only for violations of this Declaration occurring during their period of ownership or occupancy, as applicable.

7. Enforcement. The EPA, NDEQ, Declarant, the City, any person, corporation, or other entity then holding title in and to the Premises or any part thereof (a "Grantee"), and their respective heirs, assigns and successors, each shall have the right to enforce the covenants, conditions, and restrictions contained in this Declaration and to proceed at law or in equity to compel compliance with or prevent the violation or breach of the terms hereof. This right includes, but is not limited to, the right to sue for and obtain an injunction, prohibitive or mandatory, to prevent the breach of or to enforce the observance of this Declaration. Failure to exercise such rights of enforcement shall in no event result in liability to any person or entity. The prevailing party in any action to enforce any provision of this Declaration shall be entitled to recover all costs of such action, including reasonable attorney fees. Declarant shall retain all of its rights under this Declaration regardless of whether Declarant retains ownership of any real property adjacent to the Premises.

8. Easement. The Declarant (and its successors and assigns), the City, the EPA and the NDEQ and any of their duly authorized agents and contractors shall have a permanent nonexclusive easement to enter or come on the Premises to monitor compliance with the terms of this Declaration. In addition, Declarant, its successors and assigns, and duly authorized agents and contractors employed on behalf of the Declarant (or its successors and assigns), shall have a permanent, nonexclusive easement to enter or come on the Premises to: (a) perform thereon any environmental investigation or remediation required by any federal, state, or local government agency, department, or other authority (collectively, the "Agency") including, without limitation, EPA or NDEQ; (b) perform any maintenance or monitoring required by any Agency; and (c) sample, repair, or reconstruct any environmental monitoring, investigation, or remediation systems.

9. Nonwaiver. To the maximum extent permitted by law, this Declaration and the covenants, conditions, and restrictions set forth herein shall not be subject to waiver or abandonment due to nonenforcement or violation of this Declaration on all or any portion of the Premises.

10. Miscellaneous. The determination that any provision of this Declaration is invalid shall not affect any other provision of this Declaration and the other provisions of this Declaration shall remain in full force and effect. No waiver of the breach of any provision of this Declaration shall constitute a waiver of a subsequent breach of the same provision or of any other provision. No right of action shall accrue for or on account of the failure of any person, corporation, or any other entity to exercise any right created by this Declaration nor for imposing any provision, condition, restriction, or covenant which may be unenforceable. The captions herein are for convenience and reference only and in no way define, limit, or describe the scope or intent of, or in any way affect this Declaration.

LEGAL DESCRIPTION
CONVENTION CENTER PURCHASE AGREEMENT
PARCEL "A"

Part of Lots 2, 3, and 4, Block 64, Original City of Omaha; and also together with all of Lot 1 and 2, Block 63, said Original City of Omaha; and also together with part of Lots 3, 4, 5, 7, and 8, said Block 63, Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 35, said Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 36, said Original City of Omaha, inclusive; and also together with all of Lots 1, 2, 3, 4, and 7, Block 37, said Original City of Omaha; and also together with part of Lots 5, 6, and 8, said Block 37, Original City of Omaha; and also together with part of Lot 6, Block 32, said Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 31, said Original City of Omaha, and also together with all of Lots 1 thru 8, inclusive, Block 30, said Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 29, said Original City of Omaha; and also together with all of Lots 1, 2, 3, 4, and 8, Block 28, said Original City of Omaha; and also together with part of Lots 6, and 7, said Block 28, Original City of Omaha; and also together with part of Lots 1, 2, 3 and 8, Block 6, said Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 5, said Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 4, said Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 3, said Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 2, said Original City of Omaha; and also together with part of Lots 5, 6, and 7, Block 1, said Original City of Omaha; and also together with all of Lots 1, 2, 3, 4, 6, 7 and 8, Block 355, said Original City of Omaha; and also together with part of Lot 5 and 6, said Block 355, Original City of Omaha; and also together with part of Lot 1, Block 354, said Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 356, said Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 357, said Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 358, said Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 359, said Original City of Omaha; and also together with all of Lots 3 and 4, Block 360, said Original City of Omaha; and also together with part of Lots 1, 2, and 5, said Block 360, Original City of Omaha; and also together with all of Lots 1, 2, 3 and 8, Block 334, said Original City of Omaha; and also together with part of Lots 4, 6 and 7, said Block 334, Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 333, said Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 332, said Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 331, said Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 330, said Original City of Omaha; and also all of Lots 1 thru 8, inclusive, Block 329, said Original City of Omaha; and also together with all of Lots 1 and 2, Block 328, said Original City of Omaha; and also together with part of Lots 3, 4, 5, 6, and 7, said Block 328, Original City of Omaha; and also together with all of Lots 3, 4, 5, and 6, Block "Q", said Original City of Omaha;

and also together with part of Lots 1, 2, 7, and 8, said Block "Q", Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 327, said Original City of Omaha; and also together with all of Lots 1 thru 8, inclusive, Block 326, said Original City of Omaha; and also together with part of Lots 1 thru 4, inclusive, Block 325, said Original City of Omaha and also together with all of Lots 5 thru 8, inclusive, said Block 325, Original City of Omaha; and also together with part of Lots 1, 5, 6, 7 and 8, Block 324, said Original City of Omaha; and also together with part of Lots 7 and 8, Block 323, said Original City of Omaha; and also together with all of Lots 3, 4, 5, and 6, Block "P", said Original City of Omaha; and also together with part of Lots 1, 2, 7, and 8, said Block "P", Original City of Omaha; and also together with all of Lots 2, 5, 6, 7, and 8, Block "O", said Original City of Omaha; and also together with part of Lots 1, 3 and 4, said Block "O", original City of Omaha; and also together with all of Lots 1, 2, 3, 5, 6, 7, and 8, Block 314, said Original City of Omaha; and also together with part of Lot 4, said Block 314, Original City of Omaha; and also together with part of Lots 6, 7 and 8, Block 315, said Original City of Omaha; and also together with the included portions of vacated Napoleon Street, vacated Nicholas Street, vacated Izard Street, vacated Cuming Street, vacated Burt Street, vacated Webster Street, vacated California Street, vacated Cass Street, vacated Chicago Street, vacated 8th Street, vacated 9th Street, vacated 10th Street, vacated 11th Street, vacated 12th Street, vacated 13th Street, vacated 14th Street and also together with the included portions of vacated alleys; located in the NE 1/4 of Section 22; and also located in the NW 1/4 of Section 23; and also located in the West 1/2 of Section 14; and also located in the Southeast 1/4 of Section 15; all located in Township 15 North, Range 13 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Commencing at the Northeast corner of said Lot 8, Block 63, Original City of Omaha, said point also being the point of intersection of the West right-of-way line of said vacated 9th Street and the South right-of-way line of a vacated alley; thence S02°23'21" E (assumed bearing) along the East line of said Lot 8, Block 63, Original City of Omaha, said line also being said West right-of-way line of vacated 9th Street, a distance of 22.12 feet to the point of beginning, thence continuing S 02°23'21" E along said East line of Lot 8, Block 63, Original City of Omaha, said line also being said West right-of-way line of vacated 9th Street, a distance of 110.24 feet to the Southeast corner of said Lot 8, Block 63, Original City of Omaha, said point also being the point of intersection of said West right-of-way line of vacated 9th Street and the North right-of-way line of Davenport Street; thence S 87°40'04" W, along the South line of said Lot 8, Block 63, Original City of Omaha, said line also being said North right-of-way line of Davenport Street, a distance of 3.55 feet to a point on the Southwesterly right-of-way line of the Chicago, St. Paul, Minneapolis and Omaha Railroad (now owned by Union Pacific Railroad Company), said point also being on the Northeasterly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington, Northern and Santa Fe Railroad Company); thence N 50°04'49" W, along said Southwesterly right-of-way line of the Chicago, St. Paul, Minneapolis

and Omaha Railroad (now owned by Union Pacific Railroad Company), said line also being said Northeastly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington, Northern and Santa Fe Railroad Company), a distance of 85.16 feet to a point on the West line of said Lot 8, Block 63, Original City of Omaha, said line also being the East line of said Lot 7, Block 63, Original City of Omaha; thence N 49°10'14" W, along said Southwesterly right-of-way line of the Chicago, St. Paul, Minneapolis and Omaha Railroad (now owned by Union Pacific Railroad Company, said line also being said Northeastly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington, Northern and Santa Fe Railroad Company), a distance of 91.25 feet to a point on the West line of said Lot 7, Block 63, Original City of Omaha, said line also being the East line of said Lot 5, Block 63, Original City of Omaha; thence N 49°28'14" W, along said Southwesterly right-of-way line of the Chicago, St. Paul, Minneapolis and Omaha Railroad (now owned by Union Pacific Railroad Company), said line also being said Northeastly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington, Northern and Santa Fe Railroad Company), a distance of 48.04 feet to a point on the South line of said Lot 4, Block 63, Original City of Omaha, said line also being the North right-of-way line of a vacated alley; thence N 49°29'57" W, along said Southwesterly right-of-way line of the Chicago, St. Paul, Minneapolis and Omaha Railroad (now owned by Union Pacific Railroad Company, said line also being said Northeastly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington, Northern and Santa Fe Railroad Company), a distance of 98.18 feet to a point on the South line of said Lot 3, Block 63, Original City of Omaha, said line also being the North line of said Lot 4, Block 63, Original City of Omaha; thence N 49°26'06" W, along said Southwesterly right-of-way line of the Chicago, St. Paul, Minneapolis and Omaha Railroad (now owned by Union Pacific Railroad Company), said line also being said Northeastly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington, Northern and Santa Fe Railroad Company), a distance of 35.23 feet to a point on the West line of said Lot 3, Block 63, Original City of Omaha, said line also being the East right-of-way line of said vacated 10th Street; thence S87°40'05" W, a distance of 50.00 feet to a point on the centerline of said vacated 10th Street; thence N 02°19'55" W, along said centerline of vacated 10th Street, a distance of 42.81 feet; thence N 87°40'05" E, a distance of 50.00 feet to the Northwest corner of said Lot 3, Block 63, Original City of Omaha, said point also being the point of intersection of said East right-of-way line of vacated 10th Street and the South right-of-way line of said vacated Chicago Street; thence N47°12'08"W, a distance of 141.33 feet to a point on the West right-of-way line of said vacated 10th Street, said point also being on the East line of said Lot 8, Block 37, Original City of Omaha; thence S02°09'56" E, along said East line of Lot 8, Block 37, Original City of Omaha, said line also being said West right-of-way line of vacated 10th Street, a distance of 1.60 feet to the Southeast corner of said Lot 8, Block 37, Original City of Omaha, said point also being the point of intersection of said West right-of-way line of vacated 10th Street and the North right-of-way line of said vacated Chicago Street; thence S87°37'29" W, along said South line of

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Lot 8, Block 37, Original City of Omaha, said line also being said North right-of-way line of vacated Chicago Street, a distance of 102.39 feet to a point on the Southwesterly right-of-way line of the Omaha Belt Railway (now owned by the Union Pacific Railroad Company), said point also being on the Northeasterly right-of-way line of the Omaha Bridge and Terminal Railway (now owned by the Canadian National Illinois Central Railroad); thence N 49°46'30" W, along said Southwesterly right-of-way line of the Omaha Belt Railway (now owned by the Union Pacific Railroad Company), said line also being said Northeasterly right-of-way line of the Omaha Bridge and Terminal Railway (now owned by the Canadian National Illinois Central Railroad), a distance of 40.63 feet to a point on the West line of said Lot 8, Block 37, Original City of Omaha, said point also being on the East line of said Lot 6, Block 37, Original City of Omaha; thence N46°23'24" W, along said Southwesterly right-of-way line of the Omaha Belt Railway (now owned by the Union Pacific Railroad Company), said line also being said Northeasterly right-of-way line of the Omaha Bridge and Terminal Railway (now owned by the Canadian National Illinois Central Railroad), a distance of 94.94 feet to a point on the West line of said Lot 6, Block 37, Original City of Omaha, said point also being on the East line of said Lot 5, Block 37, Original City of Omaha; thence S02°10'54" E, along said West line of Lot 6, Block 37, Original City of Omaha, said line also being said East line of Lot 5, Block 37, Original City of Omaha, said line also being said Southwesterly right-of-way line of the Omaha Belt Railway (now owned by the Union Pacific Railroad Company), said line also being said Northeasterly right-of-way line of the Omaha Bridge and Terminal Railway (now owned by the Canadian National Illinois Central Railroad), a distance of 0.67 feet; thence N 45°41'59" W, along said Southwesterly right-of-way line of the Omaha Belt Railway (now owned by the Union Pacific Railroad Company), said line also being said Northeasterly right-of-way line of the Omaha Bridge and Terminal Railway (now owned by the Canadian National Illinois Central Railroad), a distance of 51.03 feet to a point on the North line of said Lot 5, Block 37, Original City of Omaha, said point also being on the South right-of-way line of an alley; thence N 87°37'26" E, along said North line of Lot 5, Block 37, Original City of Omaha, said line also being said South right-of-way line of an alley, a distance of 42.54 feet; thence N33°52'02"W, a distance of 23.46 feet to a point on the North right-of-way line of said alley, said point also being on the South line of said Lot 4, Block 37, Original City of Omaha; thence S 87°37'26" W, along said North right-of-way line of an alley, said line also being said South line of Lot 4, Block 37, Original City of Omaha, said line also being the South right-of-way line of the Omaha and Northern Nebraska Railroad and the Missouri Pacific Railroad (both now owned by the Union Pacific Railroad Company), a distance of 61.29 feet to the Southwest corner of said Lot 4, Block 37, Original City of Omaha, said point also being the point of intersection of said North right-of-way line of an alley and the East right-of-way line of 11th Street; thence N02°11'05" W, along said East right-of-way line of 11th Street, said line also being the West line of said Lot 4, Block 37, Original City of Omaha, said line also being said West right-of-way line of the Omaha and Northern Nebraska Railroad and the Missouri Pacific Railroad (both now owned by the Union Pacific

Railroad Company), a distance of 100.84; thence N 35°19'49" W, a distance of 183.01 feet to a point on the West right-of-way line of 11th Street, said point also being on the East line of said Lot 8, Block 28, Original City of Omaha; thence S02°20'59" E, along said West right-of-way line of 11th Street, said line also being said East line of Lot 8, Block 28, Original City of Omaha, a distance of 22.17 feet to the Southeast corner of said Lot 8, Block 28, Original City of Omaha, said point also being the point of intersection of said West right-of-way line of 11th Street and the North right-of-way line of Cass Street; thence S 87°37'23" W, along said North right-of-way line of Cass Street, said line also being the South line of said Lots 8 and 7, Block 28, Original City of Omaha, said line also being the said Southwesterly right-of-way line of the Chicago, St. Paul, Minneapolis and Omaha Railroad and the Omaha Belt Railway (both now owned by the Union Pacific Railroad Company), a distance of 70.54 feet to a point on said Southwesterly right-of-way line of the Omaha Belt Railway (now owned by the Union Pacific Railroad Company), said point also being on said Northeasterly right-of-way line of the Omaha Bridge and Terminal Railway (now owned by the Canadian National Illinois Central Railroad); thence N37°24'46" W, along said Southwesterly right-of-way line of the Omaha Belt Railway (now owned by the Union Pacific Railroad Company), said line also being said Northeasterly right-of-way line of the Omaha Bridge and Terminal Railway (now owned by the Canadian National Illinois Central Railroad), a distance of 181.55 feet to a point on the North line of said Lot 6, said Block 28, Original City of Omaha, said point also being on the South right-of-way line of an alley; thence N 87°36'34" E, along said South right-of-way line of an alley, said line also being the North line of said Lots 6 and 5, Block 28, Original City of Omaha, said line also being said Northeasterly right-of-way line of the Chicago, St. Paul, Minneapolis and Omaha Railroad and the Omaha Belt Railway (both now owned by the Union Pacific Railroad Company), a distance of 73.69 feet; thence N 35°08'03" W, a distance of 23.78 feet to a point on the North right-of-way line of an alley, said point also being on the South line of said Lot 2, Block 28, Original City of Omaha, said point also being on said Southwesterly right-of-way line of the Chicago, St. Paul, Minneapolis and Omaha Railroad (now owned by the Union Pacific Railroad Company); thence S87°36'34" W, along the South line of said Lots 2, 3, and 4, Block 28, Original City of Omaha, said line also being said North right-of-way line of an alley, said line also being said Southwesterly right-of-way line of the Chicago, St. Paul, Minneapolis and Omaha Railroad and the Omaha Belt Railway (both now owned by the Union Pacific Railroad Company), a distance of 162.19 feet to the Southwest corner of said Lot 4, Block 28, Original City of Omaha, said point also being the point of intersection of said North right-of-way line of an alley and the East right-of-way line of 12th Street; thence N 02°16'48" W, along the West line of said Lot 4, Block 28, Original City of Omaha, said line also being the said East right-of-way line of 12th Street, said line also being the Westerly right-of-way line of said Omaha Belt Railway (now owned by the Union Pacific Railroad Company), a distance of 132.25 feet to the Northwest corner of said Lot 4, Block 28, Original City of Omaha, said point also being the point of intersection of said East right-of-way line of 12th Street and the South right-of-way

distance of 81.33 feet; thence N35°19'49"W, a distance of 119.09 feet to a point on the North right-of-way line of said vacated Webster Street, said point also being on the South line of said Lot 7, Block 355, Original City of Omaha; thence S 87°33'38" W, along said South line of Lot 7, Block 355, Original City of Omaha and the South line of said Lots 6 and 5, Block 355, Original City of Omaha, said line also being said North right-of-way line of Webster Street, a distance of 85.97 feet to a point on said Northeasterly right-of-way line of the Omaha Bridge and Terminal Railway (now owned by the Canadian National Illinois Central Railroad); thence N 36°44'16" W, along said Northeasterly right-of-way line of the Omaha Bridge and Terminal Railway (now owned by the Canadian National Illinois Central Railroad), a distance of 754.77 feet to a point on the West line of said Lot 4, Block 334, Original City of Omaha, said point also being on the East right-of-way line of 14th Street; thence N 02°18'49" W, along said West line of Lot 4, Block 334, Original City of Omaha, said line also being said East right-of-way line of 14th Street, a distance of 45.88 feet to the Northwest corner of said Lot 4, Block 334, Original City of Omaha, said point also being the point of intersection of said East right-of-way line of 14th Street and the South right-of-way line of Cuming Street; thence S87°32'06" W, along the Westery extension of the North line of said Lot 4, Block 334, Original City of Omaha, said line also being said South right-of-way line of Cuming Street, a distance of 20.00 feet; thence N02°18'49" W, along said East right-of-way line of 14th Street, a distance of 100.00 feet to a point on the North right-of-way line of Cuming Street; thence N87°32'06" E, along said North right-of-way line of Cuming Street, a distance of 547.30 feet; thence Northeasterly on a curve to the left with a radius of 1465.50 feet, a distance of 459.88 feet, said curve having a long chord which bears N78°32'43"E, a distance of 458.00 feet; thence Northeasterly on curve to the right with a radius of 191.10 feet, a distance of 453.38 feet, said curve having a long chord which bears N62°07'02"E, a distance of 354.29 feet; thence Northeasterly on a curve to the left with a radius of 2220.20 feet, a distance of 208.21 feet, said curve having a long chord which bears N56°21'25"E, a distance of 208.13 feet; thence N 49°16'40" E a distance of 149.04 feet; thence N47°14'26" E a distance of 239.53 feet; thence N47°32'38"E a distance of 406.88 feet; thence Northeasterly on a curve to the left with a radius of 5331.50 feet, a distance of 409.94 feet, said curve having a long chord which bears N53°54'28"E, a distance of 409.84 feet; thence N 64°52'31" E a distance of 22.97 feet to a point on the Northerly extension of the East line of said Block "O", Original City of Omaha, said point also being on the West right-of-way line of vacated 7th Street; thence S02°26'24" E, along said West right-of-way line of vacated 7th Street, said line also being the East line of said Block "O", Original City of Omaha, and the Northerly and Southerly extensions thereof, a distance of 368.29 feet; thence Southwesterly on a curve to the right with a radius of 403.30 feet, a distance of 131.40 feet, said curve having a long chord which bears S50°50'44"W, a distance of 130.82 feet; thence S 02°18'45" E a distance of 384.05 feet; thence S 02°20'51" E a distance of 362.16 feet; thence S 02°02'43"E a distance of 49.57 feet; thence Southwesterly on a curve to the right with a radius of 2521.60 feet, a distance of 417.53 feet, said curve having a long chord

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which bears $S02^{\circ}41'53''W$ a distance of 417.05 feet; thence $S 07^{\circ}26'30'' W$ a distance of 1064.28 feet; thence Southeasterly on a curve to the left with a radius of 844.00 feet, a distance of 284.92 feet, said curve having a long chord which bears $S02^{\circ}13'46''E$ a distance of 283.57 feet to a point on the Northwesterly right-of-way line of Abbott Drive as recorded in Douglas County Deed Book 249, Page 374; thence $S 51^{\circ}21'23'' W$, along said Northwesterly right-of-way line of Abbott Drive, a distance of 20.25 feet; thence $S 87^{\circ}45'40'' W$, along said Northwesterly right-of-way line of Abbott Drive, as recorded in Douglas County Deed Book 249, Page 374; thence $S 51^{\circ}21'23'' W$, along said Northwesterly right-of-way line of Abbott Drive, as recorded in Douglas County Deed Book 249, Page 374, a distance of 18.55 feet to the Southeast corner of said Lot 8, Block 35, Original City of Omaha, said point also being the point of intersection of the West right-of-way line of vacated 8th Street and said North right-of-way line of vacated Chicago Street; thence $S 02^{\circ}23'45'' E$, along said Northwesterly right-of-way line of Abbott Drive, as recorded in Douglas County Deed Book 249, Page 374, said line also being the Southerly extension of the East line of said Block 35, Original City of Omaha, said line also being said West right-of-way line of 8th Street, a distance of 44.93 feet; thence $S 55^{\circ}31'50'' W$, along said Northwesterly right-of-way line of Abbott Drive, as recorded in Douglas County Deed Book 249, Page 374, a distance of 431.81 feet to the point of beginning,

said tract of land contains 4,111,716 square feet or 94.392 acres, more or less.

October 26, 2000
Written by JohnM

E & A CONSULTING GROUP, INC.
12001 "Q" STREET
OMAHA, NE 68137
402 895-4700
402 895-3599 (fax)

Excepting therefrom any portion of said land contained in Exhibits A and B attached hereto and hereby made a part hereof.

LEGAL DESCRIPTION
CONVENTION CENTER PURCHASE AGREEMENT
PARCEL B

All of Lot 5, Block 95, Original City of Omaha; and also together with part of Lots 3, 4, 6, and 7, said Block 95, Original City of Omaha; and also together with all of Lots 1, 2, 3, 7, and 8, Block 94, said Original City of Omaha; and also together with part of Lots 4, 5, and 6, said Block 94, Original City of Omaha; and also together with all of Lots 1 and 2, Block C, said Original City of Omaha; and also together with part of Lots 3, 4, 7, and 8, said Block C, Original City of Omaha; and also together with all of Lots 7 and 8, Block 64, said Original City of Omaha; and also together with part of Lots 1, 2, 5 and 6, said Block 64, Original City of Omaha; and also together with part of Lots 4, 5, and 6, Block 65, said Original City of Omaha; and also together with all of Lots 3, 4, 5, 6, and 7, Block 69, said Original City of Omaha; and also together with part of Lots 1, 2, and 8, said Block 69, Original City of Omaha; and also together with the included portions of vacated 7th Street, vacated 8th Street, vacated Davenport Street, and vacated Capitol Street; and also together with the included portions of the vacated alleys in said Blocks 64 and 65, Original City of Omaha; all located in the NW 1/4 of Section 23, Township 15 North, Range 13 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Commencing at the point of intersection of the North right-of-way line of Dodge Street and the Westerly line of Lot 1, Smelter Plant Replat, a subdivision located in said NW 1/4 of Section 23, said point also being on the South line of said Block 95, Original City of Omaha; thence S 87°44'20" W (assumed bearing) along said South line of Block 95, Original City of Omaha, said line also being said North right-of-way line of Dodge Street, a distance of 71.15 feet to the point of beginning; thence continuing S87°44'20" W, along said South line of Block 95, Original City of Omaha and the Westerly extension thereof and also the South line of said Block 94, Original City of Omaha, said line also being said North right-of-way line of Dodge Street, a distance of 441.98 feet to a point on the Easterly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington Northern and Santa Fe Railroad), said point also being on the Westerly right-of-way line of the Chicago, St. Paul, Minneapolis, and Omaha Railroad (now owned by the Union Pacific Railroad Company); thence Northerly along said Easterly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington Northern and Santa Fe Railroad), said line also being said Westerly right-of-way line of the Chicago, St. Paul, Minneapolis, and Omaha Railroad (now owned by the Union Pacific Railroad Company) on the following described courses; thence N29°53'47"W, a distance of 50.13 feet; thence N 31°45'42" W, a distance of 52.73 feet; thence N 35°47'48" W, a distance of 99.59 feet to a point on the West line of said Lot 4, Block 94, Original City of Omaha, said line also being the East right-of-way line of said vacated 8th Street; thence S 02°22'57" E, along said Easterly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington Northern and Santa Fe

EXHIBIT 1
Page 10 of 13 pages.

Railroad) said line also being said Westerly right-of-way line of the Chicago, St. Paul, Minneapolis and Omaha Railroad (now owned by the Union Pacific Railroad Company), said line also being said West line of Lot 4, Block 94, Original City of Omaha, said line also being said East right-of-way line of vacated 8th Street, a distance of 7.12 feet; thence N 32°39'34" W, along said Easterly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington Northern and Santa Fe Railroad) said line also being said Westerly right-of-way line of the Chicago, St. Paul, Minneapolis and Omaha Railroad (now owned by the Union Pacific Railroad Company), a distance of 225.26 feet to a point on the South line of said Lot 8, Block C, Original City of Omaha, said point also being on the North right-of-way line of Capitol Street; thence S 87°39'59" W, along said Easterly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington Northern and Santa Fe Railroad) said line also being said Westerly right-of-way line of the Chicago, St. Paul, Minneapolis, and Omaha Railroad (now owned by the Union Pacific Railroad Company), said line also being said South line of Lot 8, Block C, Original City of Omaha, said line also being said North right-of-way line of Capitol Street, a distance of 23.70 feet; thence Northerly along said Easterly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington Northern and Santa Fe Railroad), said line also being said Westerly right-of-way line of the Chicago, St. Paul, Minneapolis, and Omaha Railroad (now owned by the Union Pacific Railroad Company), on the following described courses: thence N 42°17'43" W, a distance of 45.65 feet; thence N 43°49'50" W, a distance of 100.58 feet to a point on the East line of said Lot 6, Block C, Original City of Omaha, said point also being on the West line of said Lot 7, Block C, Original City of Omaha; thence N02°30'16" W along said East line of Lot 6, Block C, Original City of Omaha, said line also being said West line of Lot 7, Block C, Original City of Omaha, said line also being said Westerly right-of-way line of the Chicago, St. Paul, Minneapolis, and Omaha Railroad (now owned by the Union Pacific Railroad Company), said line also being said Easterly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington Northern and Santa Fe Railroad), a distance of 10.00 feet to the Northwest corner of said Lot 7, Block C Original City of Omaha, said point also being the Northeast corner of said Lot 8, Block C, Original City of Omaha, said point also being the Southwest corner of said Lot 2, Block C, Original City of Omaha, said point also being the Southeast corner of said Lot 3, Block C, Original City of Omaha; thence S 87°39'59" W along the South line of said Lot 3, Block C, Original City of Omaha, said line also being the North line of said Lot 6, Block C, Original City of Omaha, said line also being said Westerly right-of-way line of the Chicago, St. Paul, Minneapolis, and Omaha Railroad (now owned by the Union Pacific Railroad Company), said line also being said Easterly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington Northern and Santa Fe Railroad); a distance of 9.23 feet; thence N 46°17'18" W along said Easterly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington Northern and Santa Fe Railroad), a distance of 82.44 feet to a point on the West line of said Lot 3, Block C, Original City of Omaha, said point also being on the East line of

EXHIBIT 1
Page 11 of 13 pages.

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said Lot 4, Block C, Original City of Omaha; thence S 02°26'46" E, along said West line of Lot 3, Block C, Original City of Omaha, said line also being said East line of Lot 4, Block C, Original City of Omaha, said line also being said Westerly right-of-way line of the Chicago, St. Paul, Minneapolis, and Omaha Railroad (now owned by the Union Pacific Railroad Company), said line also being said Easterly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington Northern and Santa Fe Railroad), a distance of 2.02 feet; thence N 48°48'34" W, along said Easterly right-of-way line of the Omaha and Southwestern Railroad (now owned by the Burlington Northern and Santa Fe Railroad), said line also being said Westerly right-of-way line of the Chicago, St. Paul, Minneapolis, and Omaha Railroad (now owned by the Union Pacific Railroad Company), a distance of 91.48 feet to the Northwest corner of said Lot 4, Block C, Original City of Omaha, said point also being the point of intersection of the East right-of-way line of 9th Street and the South right-of-way line of Davenport Street; thence N 02°23'21" W along the Northerly extension of said Block C, Original City of Omaha and the West line of said Block 64, Original City of Omaha, said line also being said East right-of-way line of 9th Street, a distance of 155.00 feet to a point on the Southeasterly right-of-way line of Abbott Drive, as recorded in Douglas County Deed Book 249, Page 373; thence N 55°31'50" E, along said Southeasterly right-of-way line of Abbott Drive, as recorded in Douglas County Deed Book 249, Page 373; a distance of 394.25 feet; thence Southeasterly on a curve to the left with a radius of 844.02 feet, a distance of 194.03 feet, said curve having a long chord which bears S 27°44'50" E, a distance of 193.60 feet; thence S 34°19'58" E, a distance of 85.58 feet; thence S 34°23'08" E, a distance of 299.02 feet; thence S34°21'35" E, a distance of 549.43 feet to the point of beginning.

said tract of land contains an area of 396,228 square feet or 9.096 acres, more or less.

2000078.02
October 26, 2000
Written by John M

E & A CONSULTING GROUP, INC.
12001 "Q" STREET
OMAHA, NE 68137
402 895-4700
402 895-3599 (fax)

Excepting therefrom any portion of said land contained in Exhibits A and B attached hereto and hereby made a part hereof.

**LEGAL DESCRIPTION
CONVENTION CENTER PURCHASE AGREEMENT
PARCEL "C"**

All of Lots 3 and 8, Block 354, Original City of Omaha; and also together with part of Lots 1 and 2, said Block 354, Original City of Omaha; and also together with part of Lot 5, Block 355, said Original City of Omaha; and also together with part of Lots 4, 5, and 6, Block 334, said Original City of Omaha; and also together with the included portions of vacated Burt Street and vacated 13th Street; and also together with the included portions of vacated alleys in said Blocks 354 and 334, Original City of Omaha; all located in the SE 1/4 of Section 15 Township 15 North, Range 13 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Beginning at the Southwest corner of said Lot 8, Block 354, Original City of Omaha, said point also being the Southeast corner of Lot 7, said Block 354, Original City of Omaha, said point also being on the North right-of-way line of Webster Street; thence N 02°37'32" W (assumed bearing) along the West line of said Lot 8, Block 354, Original City of Omaha and the Northerly extension thereof, said line also being the East line of said Lot 7, Block 354, Original City of Omaha, and the Northerly extension thereof, a distance of 152.17 feet to the Southwest corner of said Lot 1, Block 354, Original City of Omaha, said point also being the Southeast corner of said Lot 2, Block 354, Original City of Omaha, said point also being on the North right-of-way line of an alley; thence S87°32'41"W along the South line of said Lots 2 and 3, Block 354, Original City of Omaha, said line also being said North right-of-way line of an alley, a distance of 132.93 feet to the Southwest corner of said Lot 3, Block 354, Original City of Omaha, said point also being the Southeast corner of Lot 4, said Block 354, Original City of Omaha; thence N 02°53'01" W along the West line of said Lot 3, Block 354, Original City of Omaha, said line also being the East line of said Lot 4, Block 354, Original City of Omaha, a distance of 132.14 feet to the Northwest corner of said Lot 3, Block 354, Original City of Omaha, said point also being the Northeast corner of said Lot 4, Block 354, Original City of Omaha, said point also being on the South right-of-way line of Burt Street; thence N 87°31'46" E along the North line of said Lot 3, Block 354, Original City of Omaha, said line also being said South right-of-way line of Burt Street, a distance of 66.76 feet to the Northeast corner of said Lot 3, Block 354, Original City of Omaha, said point also being the Northwest corner of said Lot 2, Block 354, Original City of Omaha; thence N 55°42'54" W a distance of 167.11 feet to the Southwest corner of said Lot 5, Block 334, Original City of Omaha, said point also being the point of intersection of the East right-of-way line of 14th Street and the North right-of-way line of said vacated Burt Street; thence N 02°18'49" W along the West line of said Lot 5, Block 334, Original City of Omaha and the Northerly extension thereof, and also along the West line of said Lot 4, Block 334, Original City of Omaha, said line also being said East right-of-way line of 14th Street, a distance of 186.22 feet to a point on the Southwesterly right-of-way line of the Omaha Bridge and

EXHIBIT 1
Page 13 of 13 pages

Terminal Railway (now owned by the Canadian National Illinois Central Railway); thence $S36^{\circ}44'16''E$ along said Southwesterly right-of-way line of the Omaha Bridge and Terminal Railway (now owned by the Canadian National Illinois Central Railway), a distance of 690.53 feet; to a point on the South line of said Lot 5, Block 355, Original City of Omaha, said line also being said North right-of-way line of Webster Street; thence $S 87^{\circ}33'38'' W$ along said North right-of-way line of Webster Street, said line also being the South line of said Lot 8, Block 354, Original City of Omaha, and the Easterly extension thereof, and said South line of Lot 5, Block 355, Original City of Omaha, a distance of 187.89 feet; to the point of beginning.

said tract of land contains an area of 64,901 square feet or 1.490 acres, more or less.

2000078.02
October 26, 2000
Written by JohnM

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Exhibit A to Exhibit 1**LEGAL DESCRIPTION
CONVENTION CENTER PURCHASE AGREEMENT
EASEMENT PARCEL "G"**

A tract of land located in part of vacated 8th Street between Cass Street and Davenport Street; located in the NW 1/4 of Section 23; and also the SW 1/4 of Section 14; all located in Township 15 North, Range 13 East, of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Beginning at the point of intersection of the East right-way-line of said vacated 8th Street and the South right-of-way line of vacated Chicago Street, said point also being the Northwest corner of Lot 4, Block 65, Original City of Omaha, a subdivision located in said NW 1/4 of Section 23 and also said SW 1/4 of Section 14, said point also being the Southerly right-of-way line of Abbott Drive, as recorded in Douglas County Deed Book 249, Page 374; thence S55°31'50"W (assumed bearing), along said Southerly right-of-way line of Abbott Drive, as recorded in Douglas County Deed Book 249, Page 374, a distance of 37.57 feet; thence Northerly on a curve to the right with a radius of 844.02 feet, a distance of 136.42 feet, said curve having a long chord which bears N16°31'51"W, a distance of 136.27 feet to a point on the Northwesterly right-of-way line of Abbott Drive, as recorded in Douglas County Deed Book 249, Page 374; thence N51°21'23"E along said Northwesterly right-of-way line of Abbott Drive, a distance of 21.60 feet; thence N06°20'11"E, along said Northwesterly right-of-way line of Abbott Drive, a distance of 24.05 feet; thence N06°13'30"E, along said Northwesterly right-of-way line of Abbott Drive, a distance of 93.07 feet; thence N08°56'56"E, along said Northwesterly right-of-way line of Abbott Drive, a distance of 153.44 feet to a point on said East right-of-way line of vacated 8th Street; thence S02°22'56"E, along said East right-of-way line of vacated 8th Street, a distance of 391.21 feet to the point of beginning,

said tract of land contains an area of 13,835 square feet or 0.318 acres, more or less.

2000078.02
October 26, 2000
Written by JohnM

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Exhibit B to Exhibit 1**LEGAL DESCRIPTION
CONVENTION CENTER PURCHASE AGREEMENT
EASEMENT PARCEL "F"**

A tract of land located in part of Lots 1, 2, 7, and 8, Block "O", Original City of Omaha; and also together with part of Lot 1, Block "P", said Original City of Omaha; and also together with the included portions of vacated Napoleon Street and vacated Nicholas Street; and also together with the included portion of a vacated alley in said Block "O", Original City of Omaha; all located in the West ½ of Section 14, Township 15 North, Range 13 East, of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Commencing at the Northeast corner of said Lot 1, Block "P", Original City of Omaha, said point also being the point of intersection of the South right-of-way line of said vacated Nicholas Street and the West right-of-way line of vacated 7th Street; thence N02°28'24"W, along the Northerly extension of the East line of said Block "P", Original City of Omaha, said line also being said West right-of-way line of vacated 7th Street, a distance of 37.72 feet to the point of beginning; thence Southwesterly on a curve to the right with a radius of 403.30 feet, a distance of 131.40 feet, said curve having a chord which bears S50°50'44"W, a distance of 130.82 feet; thence N02°18'45"W, a distance of 256.89 feet; thence N11°51'38"W, a distance of 118.09 feet; thence Northeasterly on a curve to the right with a radius of 5331.50 feet, a distance of 120.92 feet, said curve having a long chord which bears N55°27'39"E, a distance of 120.92 feet; thence N64°52'31"E, a distance of 22.97 feet to a point on the Northerly extension of the East line of said Block "O", Original City of Omaha, said line also being said West right-of-way line of vacated 7th Street; thence S02°26'24"E along the East line of Block "O" and the Northerly and Southerly extensions thereof, said line also being said West right-of-way line of vacated 7th Street, a distance of 368.29 feet to the point of beginning,

said tract of land contains an area of 41,281 square feet or 0.948 acres, more or less.

2000078.02
October 26, 2000
Written by JohnM

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EXHIBIT 2**EXCAVATION MANAGEMENT PLAN**

The Excavation Management Plan (Plan) shall be a document prepared by Union Pacific Railroad and provided to the City of Omaha. The Plan will describe actionable contamination that is anticipated to remain on site and the precautions that must be exercised in regards to the contamination. The precautions shall address excavation in the area of actionable contamination. The Plan will contain information on the management of excavation activities in the area of actionable contamination.

At this time, the area where actionable contamination will remain on site following completion of the corrective measures is the area of lead-contaminated soil placement. This placement area is the embankment for the new Cuming Street bridge. See the attached Figure 4-2, dated February 10, 2000, and prepared by URS Greiner Woodward Clyde, for the lead-contaminated soil placement.

- LEGEND:**
- CONCRETE PAVEMENT
 - AERIAL EASEMENT
 - PINS FOUND
 - PINS SET
 - SUBJECT BOUNDARY LINE
 - VACATED STREETS & ALLEYS

STREET RIGHT-OF-WAY DETERMINED AND SHOWN ON CERTIFICATES TITLED "OMAHA CONVENTION CENTER ADDITIONAL STREET RIGHT-OF-WAY AND ON CERTIFICATE TITLED "UNION PACIFIC SHOP YARD".



IPOSED UNION PACIFIC RAILROAD HT-OF-WAY

KENNEFICK PARK

PARCEL 7

CITY DOCKS BOOK 1236, PAGE 603

GOVT LOT 3 GOVT LOT 4

PROPOSED PACIFIC RAILROAD RIGHT-OF-WAY EASEMENT

PARCEL 13

BOOK 784, PAGE 183 LASARCO INCORPORATED

- LEGEND:**
- CONCRETE PAVEMENT
 - AERIAL EASEMENT
 - PINS FOUND