

CERTIFICATE

The undersigned hereby certify that they are the Chairperson and Clerk of **Sanitary and Improvement District Number 23 of Sarpy County, Nebraska**, (the "District") and hereby further certify as follows:

1. Annexed to this certificate is a true and correct transcript of the proceedings of the Board of Trustees of the District relating to a meeting of said District held on the date and at the time reflected in the meeting minutes contained in said foregoing transcript (the "Meeting"). All of the proceedings of the District and of the Board of Trustees thereof which are set out in the annexed and foregoing transcript have been fully recorded in the journal of proceedings of the District and the undersigned District Clerk has carefully compared the annexed and foregoing transcript with said journal and with the records and files of the District which are in such Clerk's official custody and said transcript is a full, true and complete copy of said journal, records and files which are set out therein.

2. Advance notice for the Meeting was given by publication as set forth in the affidavit of publication contained in the foregoing transcript and was mailed to the Clerk of the municipality or county within whose zoning jurisdiction the District is located at least seven days prior to the date of the Meeting. Advance notice for the Meeting, including notice of agenda subjects, was given to all members of the Board of Trustees. All news media requesting notification of meetings of said body were provided with advance notice of the times and places of such meetings and the subjects to be discussed.

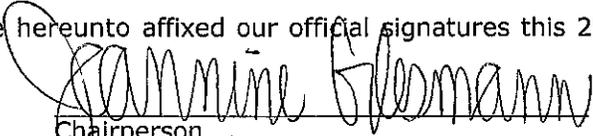
3. All of the subjects addressed at the Meeting were contained in the agenda for the Meeting, which agenda was kept continually current and readily available for public inspection at the address listed in the meeting notice for the Meeting and a copy of which is attached to this Certificate; such subjects were contained in said agenda for at least 24 hours prior to the Meeting and each agenda item was sufficiently descriptive to give the public reasonable notice of the matters to be considered at the Meeting.

4. A current copy of the Nebraska Open Meetings Act was available and accessible to members of the public, posted during the Meeting in the room in which such Meeting was held and all in attendance at the Meeting were informed that such copy of the Nebraska Open Meetings Act was available for review and were informed of the location of such copy in the room in which such Meeting was being held. At least one copy of all resolutions and other reproducible written materials, for which actions are shown in said proceedings, was made available for examination and copying by members of the public at the Meeting.

5. The minutes of the Meeting were in written form and available for public inspection within ten (10) working days after the Meeting or prior to the next convened meeting, whichever occurred earlier, at the office of the District; within thirty (30) days after the date of the Meeting, a copy of the minutes of the Meeting was sent to the Clerk of the municipality or county within whose zoning jurisdiction the District is located.

6. No litigation is now pending or threatened to restrain or enjoin the District from the issuance and delivery of any warrants or other obligations issued by the District or the levy and collection of tax or other revenues or relating to any of the improvements for which any such warrants or other obligations were or are issued nor in any manner questioning the proceedings and authority under which any such warrants or other obligations were or are issued or affecting the validity thereof; neither the corporate existence or boundaries of the District nor the title of its present officers to their respective offices is being contested; no authority or proceedings for the issuance of any warrants or other obligations by the District have been repealed, revoked or rescinded as of the date hereof. All actions taken by the Board of Trustees referred to in said transcript were taken at a public meeting while open to the attendance of the public.

IN WITNESS WHEREOF, we have hereunto affixed our official signatures this 25th day of March, 2016


Chairperson


Clerk

**MEETING MINUTES
SANITARY AND IMPROVEMENT DISTRICT NO. 23
OF SARPY COUNTY, NEBRASKA**

The meeting of the Board of Trustees of Sanitary and Improvement District No. 23 of Sarpy County, Nebraska was convened in open and public session at 11:30 a.m. on March 25, 2016 at 11440 West Center Road, Omaha, Nebraska.

Present at the meeting were Trustees Jeannine Glesmann, Shirley Merritt, Brett Campbell, and Mike Quinn. Absent was Bob Burbee. Also present were John H. Fullenkamp of Fullenkamp, Doyle & Jobeun, Jennifer Kobza of Ameritas Investment Group, and Art Beccard of Thompson, Dreesen & Dorner, engineer for the District.

Notice of this meeting was given in advance thereof by publication in The Papillion Times, a legal newspaper of Sarpy County, Nebraska on March 23, 2016, a copy of the Proof of Publication being attached to these minutes. Notice of the meeting was simultaneously given to all members of the Board of Trustees and a copy of their Acknowledgment of Receipt of Notice of Meeting is attached to these minutes. Availability of the agenda was communicated in the published notice and in the notice to the Trustees of this meeting. All proceedings were taken while the convened meeting was open to the attendance of the public.

The Clerk then certified that notice of this meeting had been given to the Sarpy County Clerk and Papillion City Clerk at least seven days prior to the time set by the Board of Trustees for this meeting and filed his Certificate to that effect, said Certificate being attached to these minutes and made a part hereof by this reference.

The Clerk publicly stated to all in attendance that a current copy of the Nebraska Open Meetings Act was available for review and indicated the location of such copy in the room where the meeting was being held.

The Chairman then advised that due to the fact that the District had inadvertently not published notice of the prior meeting, and that the purpose of this meeting is to ratify and reconfirm all actions of the Board of Trustees at their meeting held on March 15, 2016, as follows:

- a) Appoint Brett Campbell as Acting Clerk;
- b) Issuance of \$845,000 principal amount of Refunding Bonds;
- c) Paying Agent and Registrar Agreement between the District and Bankers Trust Company;
- d) Call for payment the remaining outstanding General Obligation Bonds, Series 2003, dated December 15, 2003, in the principal amount of \$685,000.00.

e) Call for payment the remaining outstanding General Obligation Bonds, Series 2007, dated July 15, 2007, in the principal amount of \$100,000.00.

f) Award contract for VA Cemetery Water Main Extension Project to the lowest bidder, Pat Thomas Construction, Inc., in the amount of \$35,120.50.

g) Direct Chairperson and Acting Clerk to execute any and all documents necessary in connection with the issuance of the Refunding Bonds and Call Resolutions.

Following discussion and review of the Minutes of the Board of Trustees held on March 15, 2016, a motion was duly made, seconded and unanimously adopted ratifying and reconfirming all actions taken by the Board of Trustees at such meeting. Said Minutes having been ratified and reconfirmed by a unanimous vote of the Board of Trustees, the Clerk was directed make such Minutes a part of these proceedings by attaching same hereto as if fully incorporated herein.

There being no further business to come before the meeting, the meeting was adjourned.



Chairperson



Clerk

AFFIDAVIT OF PUBLICATION

STATE OF NEBRASKA }
 } SS.
County of Sarpy }

Being duly sworn, upon oath, Shon Barenklau deposes and says that he is the Publisher or Ron Petak deposes and says that he is the Executive Editor of the **Bellevue Leader, Papillion Times, Gretna Breeze and Springfield Monitor**, legal newspapers of general circulation in Sarpy County, Nebraska, and published therein; that said newspaper has been established for more than one year last past; that it has a bona-fide paid subscription list of more than three hundred; that to this personal knowledge, the advertisement, a copy of which is hereto attached, was printed in the said newspaper once each week, the first insertion having been on:

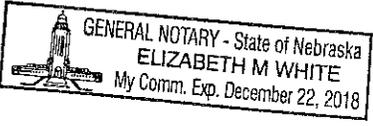
Wednesday, March 23, 2016 Bellevue Leader

And that said newspaper is a legal newspaper under the statutes of the State of Nebraska. The above facts are within my personal knowledge.

Shon Barenklau OR Ron Petak
Publisher Executive Editor

Today's Date 3-23-2016
Signed in my presence and sworn to before me:

Notary Public



FULLENKAMP, DOYLE & JOBEUN
11440 WEST-CENTER ROAD
OMAHA, NEBRASKA 68144

NOTICE OF MEETING

**SANITARY AND IMPROVEMENT
DISTRICT NO. 23
OF SARPY COUNTY, NEBRASKA**

NOTICE IS HEREBY GIVEN that a meeting of the Board of Trustees of Sanitary and Improvement District No. 23 of Sarpy County, Nebraska will be held at 11:30 a.m. on March 25, 2016 at 11440 West Center Road, Omaha, Nebraska, which meeting will be open to the public. An agenda for such meeting, kept continuously current is available for public inspection at 11440 West Center Road, Omaha, Nebraska, and includes the payment of bills of the District.

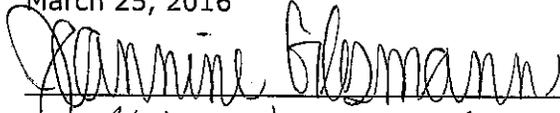
Jeannine Glesmann, Chairperson
1935155; 3/23

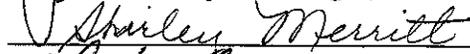
Printer's Fee \$ 10.25
Customer Number: 40972
Order Number: 0001935155

ACKNOWLEDGMENT OF RECEIPT OF
NOTICE OF MEETING

The undersigned Trustees of Sanitary and Improvement District No. 23 of Sarpy County, Nebraska do hereby acknowledge receipt of advance notice of a meeting of the Board of Trustees of said District and the agenda for such meeting held at 11:30 a.m. on March 25, 2016 at 11440 West Center Road, Omaha, Nebraska.

DATED: March 25, 2016





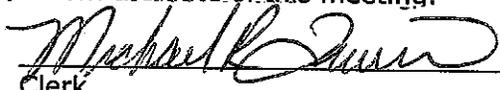




CERTIFICATE

The undersigned being Clerk of Sanitary and Improvement District No. 23 of Sarpy County, Nebraska hereby certifies that Notice of a Meeting of the Board of Trustees of said District held on March 25, 2016 was given to the Sarpy County Clerk and Papillion City Clerk at least seven days prior to the date of said meeting.

The undersigned further certifies that the agenda for the meeting of the Board of Trustees of said District was prepared and available for public inspection at the address designed in the notice of meeting published in The Papillion Times on March 23, 2016 and that no items were added to the agenda after the commencement of the meeting; and further, that the minutes for the meeting were available for public inspection within ten (10) days of the date of said meeting and that a copy of the minutes of this meeting were sent to the City Clerk of Papillion, Nebraska within thirty days from the date of this meeting.


Clerk

AGENDA

Sanitary and Improvement District No. 23 of Sarpy County, Nebraska; Meeting to be held March 25, 2016

1. Call attention to the fact that Notice of the Meeting held on March 15, 2016 had not been published and therefore it is necessary to ratify and reconfirm all actions of the Board of Trustees held at such meeting, as follows:

- a) Appoint Brett Campbell as Acting Clerk;
- b) Issuance of \$845,000 principal amount of Refunding Bonds;
- c) Paying Agent and Registrar Agreement between the District and Bankers Trust Company;
- d) Call for payment the remaining outstanding General Obligation Bonds, Series 2003, dated December 15, 2003, in the principal amount of \$685,000.00.
- e) Call for payment the remaining outstanding General Obligation Bonds, Series 2007, dated July 15, 2007, in the principal amount of \$100,000.00.
- f) Award contract for VA Cemetery Water Main Extension Project to the lowest bidder, Pat Thomas Construction, Inc., in the amount of \$35,120.50.
- g) Direct Chairperson and Acting Clerk to execute any and all documents necessary in connection with the issuance of the Refunding Bonds and Call Resolutions.