SANITARY AND IMPROVEMENT DISTRICT NO. 52
OF SARPY COUNTY, NEBRASKA

Minutes of Meeting of Board of Trustees
November 27, 2012

A meeting of the Board of Trustees of Sanitary and Improvement District No. 52 of Sarpy County, Nebraska, was convened in open and public session beginning at 4:00 p.m. on the 27th day of November, 2012 at the offices of Werner Enterprises, I-80 and Highway 50, Omaha, Nebraska. Present were: Richard S. Reiser, Robert E. Synowicki, Jr., Gregory L. Werner and Daniel R. Young. Absent was Gale L. Wickersham.

Notice of the meeting and budget hearing was given in advance thereof by publication in The Papillion Times on November 14, 2012, a copy of the Affidavit of Publication being attached to these Minutes. Notice of the meeting was simultaneously given to all members of the Board of Trustees, and their Acknowledgements of Receipt of Notice are attached to these Minutes. Notice has also been given to the County Clerk. Availability of the agenda was communicated in the published Notice and in the Notice to the Trustees of the meeting. A copy of the agenda is attached to these Minutes. All proceedings of the Board were taken while the convened meeting was open to the attendance of the public.

The following proceedings were had:

The Chairman 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 announced that the first matter for consideration was the approval of the Minutes from the meeting held on September 17, 2012. After a review and discussion of the Minutes, the minutes were unanimously approved.

The Chairman reported the results of the Trustee election held September 11, 2012 as received from the Sarpy County Election Commissioner. Trustees elected were Richard S. Reiser, Gregory L. Werner, Robert E. Synowicki, Jr., Gale L. Wickersham and Daniel R. Young.

The next order of business was the appointment of a Chairman for the District to serve for the next two-year period. After a thorough and complete discussion, Richard S. Reiser was nominated, and by motion duly made and seconded, and by roll call vote as follows:

Trustee	Vote
Richard S. Reiser	Yes
Gregory L. Werner	Yes
Robert E. Synowicki, Jr.	Yes
Gale L. Wickersham	Absent
Daniel R. Young	Yes

the following resolution was unanimously adopted:

> RESOLVED, that the Board of Trustees of Sanitary and Improvement District No. 52 of Sarpy County, Nebraska do and the same hereby does, appoint Richard S. Reiser to serve as Chairman of the District for the next two-year period.

The next item of business was the appointment of a Clerk for the District to serve for the next two-year period. After a thorough and complete discussion, Robert E. Synowicki, Jr. was nominated, and by motion duly made, seconded and by roll call vote as follows:

Trustee	Vote
Richard S. Reiser	Yes
Gregory L. Werner	Yes
Robert E. Synowicki, Jr.	Yes
Gale L. Wickersham	Absent
Daniel R. Young	Yes

the following resolution was adopted:

RESOLVED, that the Board of Trustees of Sanitary and Improvement District No. 52 of Sarpy County, Nebraska do, and the same hereby does appoint Robert E. Synowicki, Jr., to serve as Clerk of the District for the next two-year period.

The next order of business was the necessity of ordering Trustee Bonds for the Chairman and Clerk. In accordance with Nebraska law, it is necessary for the District to purchase a bond in the amount of $5,000.00 for the Chairman and a bond in the amount of $20,000.00 for the Clerk of the District. Thomas J. Guilfoyle, attorney for the District, was directed to obtain the appropriate bonds and to file the same with the County Clerk's office.

The Chairman announced that the next matter for discussion was a letter that he had received from Lamp Rynearson & Associates, engineers for the District, to Skyline Sign Company requesting replacements of signs in various locations. No formal action was taken at this time.

The Chairman announced that the next matter for consideration was the ratification of warrants drawn on the General Fund Account of the District and payable to Omaha Public Power District. The Chairman announced that at a prior meeting the Chairman and Clerk were authorized to issue warrants payable to Omaha Public Power District for street lights as they became due to avoid problems caused by payment delays occasioned by delays in meetings. Such warrants are to be ratified at the meeting following their issuance. Warrants were issued as follows:

Warrant No.	Payee	Amount
2692	OPPD (issued 10-3-12)	317.45
2683	OPPD (issued 10-31-12)	318.16

The Chairman announced that the next matter for discussion was the consideration of bills to be paid from the General Fund of the District. The Clerk presented an invoice from Erickson | Sederstrom, PC in the amount of $1,287.89 for legal fees and costs; a statement from

Commercial Seeding Contractors in the amount of $185.00 for mowing of outlet areas; a statement from Lamp Rynearson & Associates, Inc. in the amount of $156.17 for engineering services; a statement from Sasha Loock for bookkeeping services in the amount of $250.00 in connection with fiscal year ending 6-30-12; a statement from the World Herald Media Group in the amount of $10.31 for publication expense; a statement from Janssen Construction in the amount of $9,023.60 for emergency paving repair; upon motion duly made, seconded and by roll call vote as follows:

Trustee	Vote
Richard S. Reiser	Yes
Gregory L. Werner	Yes
Robert E. Synowicki, Jr.	Yes
Gale L. Wickersham	Absent
Daniel R. Young	Yes

the following resolution was adopted:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 52 of Sarpy County, Nebraska that the Chairman and Clerk be and they hereby are authorized and directed to execute and deliver Warrant Nos. 2692, 2683 and 2685 through 2690, of the District, dated the date of this meeting, to the following payees and in the following amounts, said Warrants to be drawn on the General Fund of the District and to draw interest at the rate of 7% per annum (interest to be paid when due) and to be redeemed no later than September 17, 2015, subject to extension of said maturity date by order of the District Court of Sarpy County, Nebraska, after notice is given as required by law, to wit:

A. General Fund Warrant No. 2692 in the amount of $317.45, payable to Omaha Public Power District;

B. General Fund Warrant No. 2683 in the amount of $318.16, payable to Omaha Public Power District;

C. General Fund Warrant No. 2685 in the amount of $1,287.89, payable to Erickson & Sederstrom PC;

D. General Fund Warrant No. 2686 in the amount of $185.00, payable to Commercial Seeding Contractors;

E. General Fund Warrant No. 2687 in the amount of $156.17, payable to Lamp Rynearson & Associates, Inc.;

F. General Fund Warrant No. 2688 in the amount of $250.00, payable to Sasha Loock;

G. General Fund Warrant No. 2689 in the amount of $10.31, payable to World Herald Media Group; and

H. General Fund Warrant No. 2690 in the amount of $9,023.60, payable to W. Janssen Construction;

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 52 of Sarpy County, Nebraska that both they and the District hereby find and determine and covenant, and warrant and agree that (a) the facilities for which the above Warrants are issued are designed to serve members of the general public on an equal basis; (b) there are no persons with right to use said facilities other than as members of the general public; (c) ownership and operation of said facilities is with the District or another political subdivision; (d) none of the proceeds of the Warrants will be loaned to any person and to the extent that special assessments have been or are to be levied for any said facilities, such special assessments have been or are to be levied under Nebraska law as a matter of general application to all property specially benefited by such facilities in the District; and (e) the District hereby authorizes and directs the Chairman or Clerk to file, when due, an information reporting form pursuant to Section 149(e) of the Internal Revenue Code of 1986 pertaining to the above Warrants.

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 52 of Sarpy County, Nebraska that the District hereby covenants, warrants and agrees as follows: (a) to take all actions necessary under the current federal law to maintain the tax exempt status (as to taxpayers generally) of interest on the above Warrants; and (b) to the extent that it may lawfully do so, the District hereby designates the above Warrants as its "qualified tax exempt obligations" under Section 265(b)(3)(B)(i)(III) of the Internal Revenue Code of 1986 as amended and covenants and warrants that the District does not reasonably expect to issue warrants or bonds or other obligations aggregating in the principal amount of more than $5,000,000 during the calendar year in which the above Warrants are to be issued.

The Chairman announced that the next matter for consideration and discussion was the payment of Construction Fund Warrants. The Clerk presented an invoice from First National

Bank in the amount of $234.00 for the final registrar/paying agent fees in connection with the bonds. After thorough discussion, the Chairman announced that it would be appropriate for the District to issue its warrants from the Construction Fund Account of the District for the items listed herein; upon motion duly made, seconded and by roll call vote as follows:

Trustee	Vote
Richard S. Reiser	Yes
Gregory L. Werner	Yes
Robert E. Synowicki, Jr.	Yes
Gale L. Wickersham	Absent
Daniel R. Young	Yes

the following resolution was unanimously adopted:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 52 of Sarpy County, Nebraska that the Chairman and Clerk be and they hereby are authorized and directed to execute and deliver Warrant No. 2691 of the District, dated the date of this meeting, to the following payees and in the following amounts, said Warrants to be drawn on the Construction Fund of the District and to draw interest at the rate of 7% per annum (interest to be payable when due) and to be redeemed no later than November 27, 2017, subject to extension of said maturity date by order of the District Court of Sarpy County, Nebraska, after notice is given as required by law, to wit:

A. Construction Warrant No. 2691 in the amount of $234.00, payable to Great Western Bank; and

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 52 of Sarpy County, Nebraska, that both they and the district hereby find and determine and covenant, warrant and agree as follows: the improvements and/or facilities being financed or refinanced by the above Warrants are for essential governmental functions and are designed to serve members of the general public on an equal basis; all said improvements have from the time of their first acquisition and construction being owned, are owned and are to be owned by the District or another political subdivision; to the extent special assessments have been or are to be levied for any of said improvements, such special assessments have been or are to be levied under Nebraska law as a matter of general application to all property specifically benefited by said improvements in the District; the development of the land in the District is for residential or

commercial use and the development of the land in the District for sale and occupation by the general public has proceeded and is proceeding with reasonable speed; other than any incidental use of said improvements by a developer during the initial period of development of said improvements, there have been, are and will be no persons with rights to use such improvements other than as members of the general public; none of the proceeds of said Bonds or any refinanced indebtedness have been or will be loaned to any private person or entity; the District hereby authorizes and directs the Chairperson or Clerk to file or cause to be filed, when due, an information reporting form pursuant to Section 149(e) of the Internal Revenue Code of 1986, as amended, pertaining to the above Warrants; and the District does not reasonably expect to sell or otherwise dispose of said improvements and/or facilities, in whole or in part, prior to the last maturity of the above warrants.

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 52 of Sarpy County, Nebraska, that the District hereby covenants, warrants and agrees as follows: (a) to take all actions necessary under current federal law to maintain the tax exempt status (as to taxpayers generally) of interest on the above Warrants; and (b) to the extent that it may lawfully do so, the District hereby designates the above Warrants as its "qualified tax exempt obligations" under Section 265(b)(3)(B)(I)(III) of the Internal Revenue Code of 1986, as amended, and covenants and warrants that the District does not reasonably expect to issue warrants or bonds or other obligations aggregating in the principal amount of more than $5,000,000 during the calendar year in which the above Warrants are to be issued.

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 52 of Sarpy County, Nebraska that this and the preceding Resolutions are hereby adopted as the Certificate with Respect to Arbitrage of the District pertaining to the above Warrants and the District and the Chairman and Clerk of the District hereby further certify, as of the date of the registration of the above Warrants with the County Treasurer of Sarpy County, Nebraska, as follows:

1. No separate reserve or replacement fund has been or will be established with respect to the above Warrants. The District reasonably anticipates that monies in its Bond Fund reasonably attributable to the above Warrants in excess of the lesser of: (a) 10% of the net principal proceeds of the above Warrants, (b) the maximum annual debt service due on the above Warrants, or (c) 125% of average annual debt service due on the above Warrants will be expended for payment of principal of and interest on the above Warrants within 13 months after receipt of such monies. That amount which is currently held in the District's Bond Fund which exceeds the amount which is to be expended for

payment of principal and interest on the above Warrants within 13 months after receipt of such monies, plus that amount arrived at pursuant to the immediately preceding sentence, will not be invested in any securities or any other investment obligations which bear a yield, as computed in accordance with the actuarial method, in excess of the yield on the above warrants.

2. To the best of their knowledge, information and belief, the above expectations are reasonable.

3. The District has not been notified of any listing of it by the Internal Revenue Service as an issuer that may not certify its bonds.

4. This Certificate is being passed, executed and delivered pursuant to Section 1.148-2(b)(2) of the Income Tax Regulations under the Internal Revenue Code of 1986, as amended.

There being no further business to come before the meeting, upon motion duly made, seconded and by roll call vote as follows:

Trustee	Vote
Richard S. Reiser	Yes
Gregory L. Werner	Yes
Robert E. Synowicki, Jr.	Yes
Gale L. Wickersham	Absent
Daniel R. Young	Yes

the meeting was adjourned.

Robert E. Synowicki, Jr.

Robert E. Synowicki, Jr.

AGENDA

Sanitary and Improvement District No. 52 of
Sarpy County, Nebraska
November 27, 2012

1. Meeting called to Order – Announcement to be made by Chairman as follows:

   "A current copy of the Nebraska Open Meetings Act is available for review by anyone in attendance. [indicate where the copy is located]."

2. Review of the Minutes of September 17, 2012

3. Items to Discuss

   a. Election Results

   b. Chairman and Clerk election – Oaths of Office

   c. Street sign repair/replacement

4. Ratification of General Fund Warrants:

Warrant No.	Payee	Amount
2692 ~~2683~~	OPPD (issued 10-3-12)	317.45
2683 ~~2684~~	OPPD (issued 10-31-12)	318.16

5. Payment of General Fund Bills:

Warrant No.	Payee	Amount
2685	Erickson | Sederstrom PC	1,287.89
2686	Commercial Seeding Contractors	185.00
2687	Lamp Rynearson & Associates, Inc.	156.17
2688	Sasha Loock	250.00
2689	World Herald Media Group (Papillion Times)	10.31
2690	W. Janssen Construction	9,023.60

6. Payment of Construction Fund Bills:

2691	First National Bank	234.00

7. New business, if any.

8. Adjournment.

CERTIFICATE

The undersigned hereby certify that they are the Chairperson and Clerk of Sanitary and Improvement District Number 52 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, 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 after the Meeting at the office of the District; 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 27 day of Nov, 2012.

Chairperson

Clerk

ACKNOWLEDGEMENT OF RECEIPT OF NOTICE OF MEETING

The undersigned Trustee hereby acknowledges receipt of Notice of the meeting of the Board of Trustees of Sanitary and Improvement District No. 52 of Sarpy County, Nebraska, to be held on November 27, 2012, at the offices of Werner Enterprises, I-80 and Highway 50, Omaha, Nebraska at 4:00 P.M.

Richard S. Reiser

ACKNOWLEDGEMENT OF RECEIPT OF NOTICE MEETING

The undersigned Trustee hereby acknowledges receipt of Notice of the meeting of the Board of Trustees of Sanitary and Improvement District No. 52 of Sarpy County, Nebraska, to be held on November 27, 2012, at the offices of Werner Enterprises, I-80 and Highway 50, Omaha, Nebraska at 4:00 P.M.

Gale L. Wickersham

Gale L. Wickersham

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Daniel R. Young

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Gregory L. Werner

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Robert E. Synowicki, Jr.

Deb Arkfeld

From: Sandra Mills [smills@sarpy.com]
Sent: Wednesday, November 14, 2012 8:13 AM
To: Tom Guilfoyle
Subject: RE: SID No. 52 - Meeting on November 27, 2012

Thank you for the e-mail.

Sincerely,

Sandy Mills
Administrative Assistant
Sarpy County Clerk's Office
1210 Golden Gate Drive
Papillion, NE 68046
(402) 593-5957
(402) 593-4471 Fax

From: Tom Guilfoyle [mailto:tguil@eslaw.com]
Sent: Monday, November 12, 2012 2:09 PM
To: SID
Subject: SID No. 52 - Meeting on November 27, 2012

Dear Sir or Madam:

Please see attached Notice of Meeting to be held on November 27, 2012 in the above-captioned SID. Please acknowledge receipt of the Notice by replying to this e-mail.

Thank you for your assistance.

Tom

Thomas J. Guilfoyle
Erickson | Sederstrom, P.C.
10330 Regency Parkway Drive, Suite 100
Omaha, NE 68114
(402) 397-2200
Direct Line: (402) 390-7124
Fax: (402) 390-7137
guilfoyle@eslaw.com

IRS Circular 230 Required Notice--IRS regulations require that we inform you as follows: To the extent this communication (including any attachments) addresses any federal tax matter, it was not written to be (and may not be) relied upon to (i) avoid penalties under the Internal Revenue Code or (ii) promote, market or recommend to another party any transaction or tax-related matter so addressed.

This message is intended only for the named recipient. If you are not the intended recipient, you are notified that disclosing, copying, distributing or taking any action in reliance on the contents of this information is strictly prohibited.

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 Kirk Hoffman deposes and says that he is the Business Manager 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, November 14, 2012 Papillion Times

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 Kirk Hoffman
Publisher Business Manager

Today's Date 11-13-2012
Signed in my presence and sworn to before me:

Notary Public

ERICKSON | SEDERSTROM, P.C.
Attorneys
10330 Regency Parkway Drive
Omaha, Nebraska

NOTICE

NOTICE is hereby given that a meeting of the Board of Trustees of Sanitary and Improvement District No. 52 of Sarpy County, Nebraska will be held at 4:00 P.M. on the 27th day of November, 2012, at the offices of Werner Enterprises, 14507 Frontier Road I-80 and Highway 50), Omaha, Nebraska, which meeting shall be open to the public.

An agenda for such meeting is kept continuously current and is available for public inspection at the office of counsel for the District at 10330 Regency Parkway Drive, Omaha, Nebraska, and includes the payment of bills and general business of the District.

ROBERT E. SYNOWICKI, JR., Clerk
1581309; 11/14

Printer's Fee $ 10.31
Customer Number: 1150
Order Number: 0001581309

ERICKSON | SEDERSTROM, P.C.
Attorneys
10330 Regency Parkway Drive
Omaha, Nebraska

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ROBERT E. SYNOWICKI, JR., Clerk