

**MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES
OF SANITARY AND IMPROVEMENT DISTRICT NO. 82
OF SARPY COUNTY, NEBRASKA**

A meeting of the Board of Trustees of Sanitary and Improvement District No. 82 of Sarpy County, Nebraska, was convened in open and public session at 1413 S. Washington Street, Papillion, Nebraska, at 9:00 a.m., on July 20, 2011. Present were: Donald Warner, Donald Dittus and Steve Burns. Also present were James E. Lang, the District's attorney, Robert Czerwinski of E & A Consulting Group, Inc., the District's engineer and Jim Reinig, the District's accountant. Notice of the meeting was given in advance thereof by publication in The Papillion Times of Papillion, Nebraska, on July 6 and July 13, 2011, a copy of the Proof of Publication being attached to these minutes. Notice of this meeting was simultaneously given to all members of the Board of Trustees and a copy of their Acknowledgment of Receipt of Notice of this meeting 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 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 first item on the agenda was to approve the minutes of the June 29, 2011, District meeting.

After a full discussion and upon a motion being duly made and seconded, with everyone voting "aye" and no one voting "no", the following resolution was adopted:

RESOLVED, that the minutes of the June 29, 2011, District meeting are hereby approved.

The Clerk presented Proof of Publication of Notice of Hearing on the Proposed Resolution of Dissolution and the Affidavit of Mailing Notice which are attached to the minutes of this meeting.

The Clerk stated that no petition by any owner of property within the District opposing the Proposed Resolution of Dissolution had been filed with him as Clerk. No owner or owners of property within the District appeared at the meeting to make any objections to the proposed Resolution of Dissolution.

After discussion and upon motion being duly made by and seconded with all Trustees present voting "aye" and with no Trustees voting "no", the following Resolution was adopted:

RESOLVED, that notice of the hearing on the Resolution of Dissolution was published in a newspaper of general

circulation pursuant to law, and that a copy of the proposed Resolution of Dissolution was mailed to the municipalities and to the property owners pursuant to law, and that no petition was filed opposing the Resolution of Dissolution and that no person opposed the Resolution of Dissolution at the public hearing, and that there are no outstanding bonds, warrants or other debts or obligations of the District existing at this time.

BE IT FURTHER RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 82 of Sarpy County, Nebraska, that the Board hereby finds that it is in the best interest of the District and the property owners in the District, to adopt the Resolution of Dissolution, dissolving the District, and as a result, the Board does hereby adopt the Resolution of Dissolution, said Resolution of Dissolution being set out in detail in the minutes of the meeting held on June 29, 2011 and published in a newspaper as outlined in the Proof of Publication being attached to the minutes of this meeting.

BE IT FURTHER RESOLVED, that pursuant to the Resolution of Dissolution, the District shall be dissolved effective as of July 31, 2011.

BE IT FURTHER RESOLVED, that the District's accountant is hereby authorized and directed to complete a written accounting of all assets and liabilities, contingent or fixed, of the District, and submit the same to the City Clerk, City of LaVista, and the City Clerk, City of Papillion, pursuant to Section 31-764 of the Nebraska Revised Statutes.

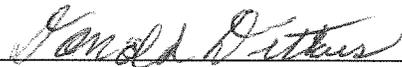
BE IT FURTHER RESOLVED, that the Chairman and Clerk are hereby authorized to take all necessary action to wind up the activities and affairs of the District on or before July 31, 2011.

BE IT FURTHER RESOLVED, that the Clerk of the District shall prepare and file a certified copy of this Resolution of Dissolution in the office of the Sarpy County Clerk, and in the office of the Nebraska Secretary of State pursuant to Section 31-767 of the Nebraska Revised Statutes, as amended.

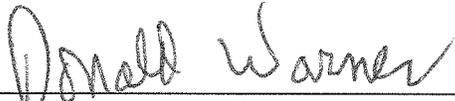
The Board directed the District's attorney and accountant to submit its billing statements to the City of LaVista pursuant to the Partial Annexation Agreement. Thanks were extended to the Trustees for the time and effort they spent on behalf of the District.

This being the last meeting, the District shall be dissolved effective July 31, 2011.

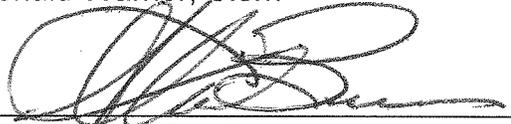
There being no further items to come before the meeting, the same was adjourned.



Donald Dittus, Chairman



Donald Warner, Clerk

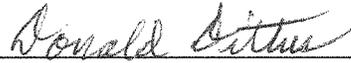


Steve Burns, Trustee

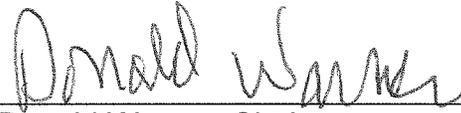
ACKNOWLEDGMENT OF RECEIPT OF NOTICE OF MEETING

The undersigned Trustees of Sanitary and Improvement District No. 82 of Sarpy County, Nebraska, 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 9:00 A.M. on July 20, 2011, at 1413 S. Washington Street, Papillion, Nebraska.

Dated this 20th day of July, 2011.



Donald Dittus, Chairman



Donald Warner, Clerk



Steve Burns, Trustee

CERTIFICATE

The undersigned hereby certify that they are the Chairperson and Clerk of Sanitary and Improvement District Number 82 of Sarpy County, Nebraska, (the "District") and hereby further certify as follows:

1. This certificate is attached to 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.

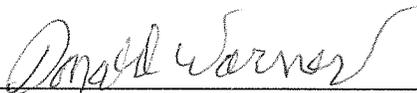
5. The minutes of the Meeting were in written form and available for public inspection within ten (10) working days after the Meeting or prior to the next convened meeting, whichever occurred earlier, at the office of the District; within thirty (30) days after the date of the Meeting, a copy of the 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 20th day of July, 2011.



Donald, Dittus, Chairman



Donald Warner, Clerk

SANITARY AND IMPROVEMENT DISTRICT NO. 82
OF SARPY COUNTY, NEBRASKA

AGENDA

July 20, 2011
9:00 A.M.

The following items are the matters which are to be brought before the Board of Trustees of the above District at the meeting.

1. Approve minutes of meeting of June 29, 2011.
2. Approve all prior actions of board, including all prior expenditures.
3. General District business.
4. Conduct hearing on Resolution to Dissolve District; vote to dissolve district.

Donald Warner, Clerk

IN THE MATTER OF:)
)
SANITARY AND IMPROVEMENT)
DISTRICT NO. 82 OF)
SARPY COUNTY, NEBRASKA)

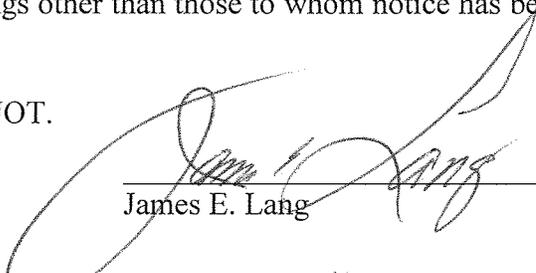
STATE OF NEBRASKA)
) ss.
COUNTY OF SARPY)

AFFIDAVIT

James E. Lang being first duly sworn, deposes and states that he is one of the attorneys for Sanitary and Improvement District No. 82 of Sarpy County, Nebraska, that on the 11th day of July, 2011 he mailed or caused to be mailed a copy of the attached notice, marked Exhibit "A" and by this reference made a part hereof, concerning proceedings for the dissolution of Sanitary and Improvement District No. 82, which notice was first published in The Papillion Times of Papillion, Nebraska, on July 6, 2011, to each and every party appearing to have a direct legal interest in such action or proceeding whose name and post office address are known to Affiant; that said parties and the addresses to which the copies of said notice were sent are listed on Exhibit "B" attached hereto and by his reference made a part hereof.

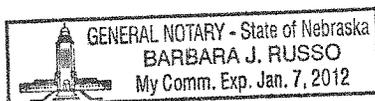
Each notice was properly stamped, addressed and deposited in the United States Post Office or some receptacle maintained by the Post Office Department for the receipt of mail. Affiant further states that Sanitary and Improvement District No. 147 of Sarpy County, and your Affiant, after diligent investigation and inquiry were unable to ascertain and do not know the post office address of any party appearing to have direct legal interest in such action or proceedings other than those to whom notice has been mailed in writing.

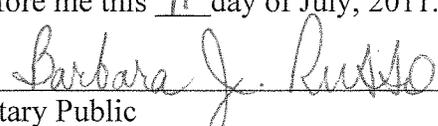
FURTHER AFFIANT SAYETH NOT.



James E. Lang

SUBSCRIBED in my presence and sworn to before me this 11 day of July, 2011.





Notary Public

EXHIBIT "A"

NOTICE OF HEARING Sanitary and Improvement District No. 82 of Sarpy County, Nebraska

NOTICE IS HEREBY GIVEN that a meeting of the Board of Trustees of Sanitary & Improvement District No. 82 of Sarpy County, Nebraska, will be held at 9:00 a.m. on July 20, 2011 at 1413 S. Washington Street, Papillion, Nebraska, which meeting will be open to the public. An agenda for such meeting, kept continuously current, is available for public inspection at the principal office of the Board at the above address, and includes payment of bills of the District and consideration of the following Resolution of Dissolution.

RESOLUTION OF DISSOLUTION

BE IT RESOLVED, that the Board of Trustees of Sanitary & Improvement District No. 82 of Sarpy County, Nebraska, find and determine that it is advisable to dissolve the District.

BE IT FURTHER RESOLVED, that a general description of the terms and conditions of the dissolution are as follows:

1. All of the assets and liabilities of the District, including warrants and bonds, have been assumed by the City of LaVista ("LaVista") pursuant to a Partial Annexation Agreement which was approved by the Sarpy County District Court on June 27, 2011, with the exception of the outfall sanitary sewer located south of Portal Road, the ownership, operation and maintenance of which are assumed by the City of Papillion. As a result, there are no longer any public improvements in need of ownership or maintenance by the District. The purpose of the District has been completed.
2. The dissolution shall become effective on July 31, 2011 upon the passage of the Resolution of Dissolution of the Board of Trustees at their meeting on July 20, 2011.
3. Upon the passage of the Resolution of Dissolution, the District shall then be dissolved in its entirety, effective July 31, 2011.

That the boundaries of the District are set forth in its Articles of Association recorded with the Secretary of State, State of Nebraska.

If the owners representing the majority of the area of the real estate within the District fail to sign and present to the Board on or prior to the hearing date, a written petition opposing the Resolution, then the majority of the Board of Trustees may pass the Resolution and thereby adopt the proposed dissolution. If a petition opposing such Resolution is signed by property owners representing the majority of the area real estate within the District and presented to the Board of Trustees prior to the hearing date, then the Board of Trustees shall not adopt such Resolution. After the Board of Trustees has adopted such Resolution of Dissolution, the Clerk of the District shall prepare and file a certified copy of the Resolution of Dissolution in the office of the County Clerk where the Articles of Association were filed and in the office of the Secretary of State.

SANITARY & IMPROVEMENT DISTRICT NO.
82 OF SARPY COUNTY, NEBRASKA
By: Donald Warner, Clerk

EXHIBIT "B"

Steven V. Burns
9802 Hupp Drive
LaVista, NE 68128

Donald C. Dittus
6814 Platteview Road
Papillion, NE 68123

John & Trudy Galaska
5829 S. 119th Plaza
Omaha, NE 68137

Matco I Limited Partnership
236 Fernwood Avenue
Davenport, IA 52722

Silverstone Investment Properties, LLC
9810 Hupp Drive
Omaha, NE 68128

Wikoff Color Corp.
P.O. Drawer W
Fort Mills, SC 29715

River City Partners, Inc.
5001 Cuming Street
Omaha, NE 68132

LaVista City Clerk
8116 Parkview Blvd.
LaVista, NE 68128

Donald R. & Carolyn H. Warner
8517 Underwood Avenue
Omaha, NE 68114

Joseph L. & Bonnie L. Dobias
308 E. 7th Street
Papillion, NE 68046

Lyman-Richey Corp.
c/o Controller
4315 Cuming Street
Omaha, NE 68131

Roger D. & Maryann Munchrath
5817 S. 107th Street
Omaha, NE 68127

Simplexity, LLC
20927 Buckskin Trail
Elkhorn, NE 68022

City of Papillion
122 E. 3rd Street
Papillion, NE 68046

Papio Missouri River Natural
Resources District
8901 S. 154th Street
Omaha, NE 68138

Sarpy County Clerk
1210 Golden Gate Drive
Papillion, NE 68046