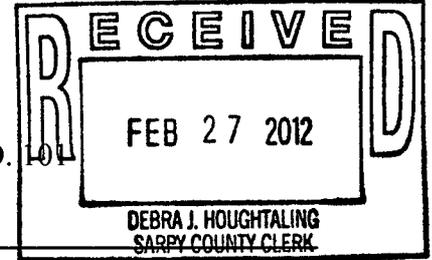


SANITARY AND IMPROVEMENT DISTRICT NO. 101
OF SARPY COUNTY, NEBRASKA



Minutes of the Meeting of the Board of Trustees
February 22, 2012

A meeting of the Board of Trustees of Sanitary and Improvement District No. 101 of Sarpy County, Nebraska was convened in open public session at 7:00 p.m. on the 22nd day of February, 2012, at the La Platte Community Church, 16412 Main Street, La Platte, Nebraska.

Present at the meeting were: Doug Hill, Chip Frazier, Don Story, Bill Nosek and Lou Riedmann, Trustees of the District; Jeffrey B. Farnham, the District's Attorney; Jim Olmsted, the District's Engineer; and Rene and Joy Nelson of Urban Utilities.

Notice of the meeting was given in advance thereof by publication in *The Bellevue Leader* on February 8, 2012, a copy of the Proof of Publication being attached to these Minutes. Advance notice was also given to the Board of Trustees and a copy of their acknowledgment of the receipt of such notice is attached to these minutes. Notice was also given to the County Clerk of Sarpy County, Nebraska per the attached certificate of the Clerk of the District. Availability of the agenda was communicated in the advance notice and in the notice of the Board of Trustees and to the County Clerk.

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

All proceedings hereafter shown were taken while the meeting was open to the attendance of the public.

The District's Clerk then presented the Treasurer's Report as of January 31, 2012. The balance in the District's General Fund was approximately \$60,345.34; the balance in the District's Service Fee Fund was approximately \$62,133.35; the cash balance in the District's Bond Fund account was approximately \$526,898.57; and the Bond Fund Investment balance was approximately \$0.00.

The Chairman then requested that the Board approve the minutes from the meeting held on November 30, 2011. Upon a motion made by Don Story and duly seconded by Chip Frazier and vote taken in open session convened, and vote being in favor, none opposed, the minutes of the meeting held on November 30, 2011 were approved.

The Chairman stated that the next item of business was payment of existing bills.

The Chairman then presented the following statements for consideration:

Construction Fund:

<i>Warrant No. 2636(C)</i> – Olmsted and Perry Consulting Engineers Inc. Engineering services related to 2010 Wastewater treatment Plant Reconstruction (9/16/11 through 12/31/11)	\$640.00
<i>Warrant No. 2637(C)</i> – Olmsted and Perry Consulting Engineers Inc. Engineering services related to 2010 Drainage Improvements: (11/30/11 through 12/31/11)	\$758.00
<i>Warrant No. 2638(C)</i> – Olmsted and Perry Consulting Engineers Inc. Engineering services related to 2010 Drainage Improvements: (12/31/11 through 1/31/12)	\$1,465.29
<i>Warrant No. 2639(C)</i> – Baird Holm Law Firm Legal services related to General Obligation Refunding Bonds, Series 2012	\$6,000.00
<i>Warrant No. 2640(C)</i> – Jeffrey B. Farnham, P.C., L.L.O. Legal services related to General Obligation Refunding Bonds, Series 2012	\$7,500.00
<i>Warrant No. 2648(C)</i> – Jochim Precast Concrete Application for Payment No. 2 – 2010 Drainage Improvements	\$19,012.05

General Fund:

<i>Warrant No. 2641</i> – Omaha Public Power District Statement dated 2/23/12	\$1,489.06
<i>Warrant No. 2642</i> – Josh Tedder Construction Inc. Snow removal	\$400.00
<i>Warrant No. 2643</i> – Josh Tedder Construction Inc. Pavement repair on Dyson Hollow Road	\$632.49
<i>Warrant No. 2644</i> – O'Donnell, Ficenec, Wills & Ferdig, LLP 2011 accounting services	\$7,500.00
<i>Warrant No. 2645</i> – Bankers Trust Obligation Refunding Bonds, Series 2012	\$200.00
<i>Warrant No. 2646</i> – Jeffrey B. Farnham, P.C., L.L.O. General legal services and costs expended through February 6, 2012	\$2,725.19
<i>Warrant No. 2647</i> – Lou Riedmann Reimbursement for new lock on dike	\$81.83
<i>Warrant No. 2649</i> – Josh Tedder Construction Snow removal	\$100.00

Serviced Fee Fund:

<i>Warrant No. 241</i> - Midwest Laboratories, Inc. Invoice 638114	\$56.42
<i>Warrant No. 242</i> – Urban Utilities, Inc. Invoice 6593, subcontractor fee for December 2011 and other charges	\$4,156.47

<i>Warrant No. 243</i> – Urban Utilities, Inc. Invoice 6594, subcontractor fee for January 2012	\$3,951.03
<i>Warrant No. 244</i> – Urban Utilities, Inc. Invoice 6595, subcontractor fee for February 2012	\$3,951.03

Trustee Chip Frazier made a motion to pay all the bills and Trustee Bill Nosek seconded the Motion. Upon motion made and duly seconded and vote taken in open session convened, and vote being in favor, none opposed. The following resolution was adopted:

RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 101 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby are authorized and directed to execute and deliver Warrant Nos. 2636(C) through 2640(c) and Warrant No. 2648(C) of the District, drawn on the Construction Fund of the District and to draw interest at the rate of 7% per annum to be redeemed no later than February 22, 2017, subject to extension of said maturity date by order of the District Court of Sarpy County, Nebraska, after said notice is given as required by law; Warrant Nos. 2641 through 2647 and Warrant No. 2649 of the District, drawn on the General Fund of the District and to draw interest at the rate of 7% per annum to be redeemed no later than February 22, 2015, subject to extension of said maturity date by order of the District Court of Sarpy County, Nebraska, after said notice is given as required by law; and Warrant Nos. 241 through 244 of the District, drawn on the Service Fee Fund of the District and to draw interest at the rate of 7% per annum to be redeemed no later than February 22, 2015, subject to extension of said maturity date by order of the District Court of Sarpy County, Nebraska, after said notice is given as required by law, to-wit:

- A. *Warrant No. 2636(C)* payable to Olmsted and Perry Consulting Engineers Inc. in the amount of \$640.00
- B. *Warrant No. 2637(C)* payable to Olmsted and Perry Consulting Engineers Inc. in the amount of \$758.00
- C. *Warrant No. 2638(C)* payable to Olmsted and Perry Consulting Engineers Inc. in the amount of \$1,465.29
- D. *Warrant No. 2639(C)* payable to Baird Holm Law Firm in the amount of \$6,000.00
- E. *Warrant No. 2640(C)* payable to Jeffrey B. Farnham, P.C., L.L.O. in the amount of \$7,500.00
- F. *Warrant No. 2648(C)* payable to Jochim Precast Concrete in the amount of \$19,012.05
- G. *Warrant No. 2641* payable to Omaha Public Power District in the amount of \$1,489.06
- H. *Warrant No. 2642* payable to Josh Tedder Construction Inc. in the amount of \$400.00

- I. *Warrant No. 2643* payable to Josh Tedder Construction Inc. in the amount of \$632.49
- J. *Warrant No. 2644* payable to O'Donnell, Ficenec, Wills & Ferdig, LLP in the amount of \$7,500.00
- K. *Warrant No. 2645* payable to Bankers Trust in the amount of \$200.00
- L. *Warrant No. 2647* payable to Lou Riedmann in the amount of \$81.83
- M. *Warrant No. 2649* payable to Josh Tedder Construction Inc. in the amount of \$100.00
- N. *Warrant No. 241* payable to Midwest Laboratories, Inc. in the amount of \$56.42
- O. *Warrant No. 242* payable to Urban Utilities, Inc. in the amount of \$4,156.47
- P. *Warrant No. 243* payable to Urban Utilities, Inc. in the amount of \$3,951.03
- Q. *Warrant No. 244* payable to Urban Utilities, Inc. in the amount of \$3,951.03

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 101 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 been 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 specially benefitted 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. 101 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)(ii) of the Internal Revenue Code of 1986 as amended and covenant 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 \$5,000,000.00 during a calendar year in which the Warrants are issued.

1. No separate reserves or replacement fund has been or will be established with respect to the above Warrants. The District reasonably anticipates that the monies in its bond fund reasonably attributable to the above Warrants in excess of the lesser of: (a) 10% of the net principle proceeds of the above Warrants, or (b) the maximum annual debar service due on the above Warrants, or (c) 125% of the average annual debt service due on the above Warrants will be expended for payment and principle of and interest on the above amount arrived at pursuant to invested in any securities or any other of 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 Services as an issuer that may not certify its bonds.
4. This Certificate is being passed, executed and delivered pursuant to Section 1.102-13, 1.103-14 and 103-15 of the Income Tax Regulations under the Internal Revenue Code of 1954, as amended, and under the Internal Revenue Code of 1986.

Rene Nelson then presented the sewer reports for the months of December 2011 and January 2012. The Trustees had previously reviewed the reports. Chip Frazier had a question about why the pipes at 2513 Annabelle were rotten. Mr. Nelson responded that these were the original pipes and they have been replacing quite a few of them with stainless steel pipes. Mr. Nelson also reported that he had received several basin lids, one pump, controls and other miscellaneous items from Judd Brothers Contracting when they were cleaning out their shop. Mr. Nelson then submitted his inventory request for 2012 and commented that when a pump fails we are now replacing it with a new pump rather than a rebuilt pump. There was also discussion concerning the number of pumps to keep in inventory and it was determined that approximately 10-12 pumps should be on hand at all times. The Board authorized Urban Utilities, Inc. to proceed with the purchase of the items set forth on the inventory request.

Jim Olmsted then discussed various issues related to the 2010 Drainage Improvements; he indicated that the Application for Payment previously paid by the Board was for work done through February 15, 2012. The remaining work to be done consists primarily of the installation of rip rap and surface restoration. The contract price was \$42,350.00 and there have been two pay estimates.

The proposed Change Order in connection with the 2010 Drainage Improvements was then discussed. The Change Order provides for the installation of a railing around three sides of the platform above the flood gate. Mr. Olmsted advised the Board that Jochim had given an estimate of \$4,500.00. The Trustees generally felt that this was too high and authorized Mr. Olmsted to obtain other bids for this work and/or to negotiate with Jochim for a lower bid. Trustee Nosek also stated that it would be a good idea to put a No Trespassing sign up around the flood gate installation. No action was taken on the Change Order.

Mr. Olmsted then discussed the status of the 2012 Treatment Plant Improvements and stated that the influent structure cannot be rehabilitated and will have to be replaced with a new influent and splitter structure with flow measuring capabilities. The influent structure will be one of three materials, either stainless steel, aluminum or fiberglass. The second component of the project is a system of towers and platforms being designed by Valmont to deal with the issues related to cutting off the phragmites seed heads. Mr. Olmsted discussed the fact that they had considered trying to have a sickle bar mower travel between the towers but determined that this was not feasible. The estimated cost for the influent structure is \$40,000.00, \$5,000.00 for demolition, and approximately \$55,000.00 for the tower and platform system.

Doug Hill then gave a status report on the recycling program. He attended a meeting and reported that it is still to be determined where the recycling facility will be located.

There was then discussion concerning drainage problems created by Leisure Village. Mr. Olmsted indicated that he had attempted to contact Thompson, Dreessen & Dorner about this matter but had not heard back from them. The District's attorney indicated that he would be talking with the Leisure Village attorney about another matter and would take this issue up with him and report back to the Board at the next meeting.

The District's attorney then advised that he had received materials from Omaha Public Power District concerning acquisition of an easement from the District for power transmission lines located east of Platte River Drive near the main entrance to Hanson's Lakes and stated that he would get copies of these materials to the Board members.

The Chairman then indicated that the company that had been doing the phragmites spraying for the District is no longer in business. He further stated that Dale Tedder is now fully licensed for spraying and that he will be talking with Mr. Tedder about performing this service for the District.

There was then discussion concerning the next meeting and it was determined that the Board would meet again on March 21, 2012.

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:

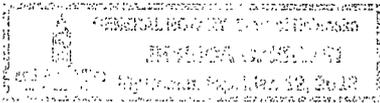
Wednesday, February 8, 2012 Papillion Times

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 02-07-2012
Signed in my presence and sworn to before me:

Notary Public



**NOTICE OF MEETING
SANITARY AND IMPROVEMENT
DISTRICT NO. 101
SARPY COUNTY, NEBRASKA**
Notice is hereby given that a general meeting of the Board of Trustees of Sanitary and Improvement District No. 101 of Sarpy County, Nebraska, will be held at 7:00 p.m. on February 22, 2012, at La Platte Community Church, 16412 Main Street, La Platte, Nebraska, which 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 220 North 89th Street, Suite 201, Omaha, Nebraska, and includes payment of bills of the District. William R. Nosek, Clerk of the District.
1478420:2/8/2012

Printer's Fee \$ 8.66
Customer Number: 33155
Order Number: 0001478420

ACKNOWLEDGMENT OF RECEIPT OF NOTICE OF MEETING

The undersigned Trustees of Sanitary and Improvement District No. 101 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 7:00 p.m. on February 22, 2012, at La Platte Community Church, 16412 Main Street, Sarpy County, La Platte, Nebraska.

DATED this 22nd day of February, 2012.



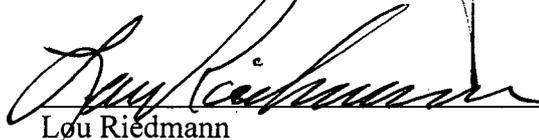
Doug Hill



William R. Nosek



Edwin "Chip" Frazier



Lou Riedmann



Donald R. Story

CERTIFICATE

The undersigned being Clerk of Sanitary and Improvement District No. 101 of Sarpy County, Nebraska, hereby certifies that notice of a meeting of the Board of Trustees of said District held on February 22, 2012, was mailed to the County Clerk of Sarpy County, Nebraska 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 designated in the notice of meeting published in *The Bellevue Leader* on February 8, 2012, 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 County Clerk of Sarpy County, Nebraska within thirty days from the date of this meeting.



Clerk