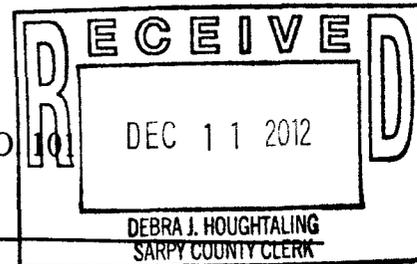


SANITARY AND IMPROVEMENT DISTRICT NO
OF SARPY COUNTY, NEBRASKA



Minutes of the Meeting of the Board of Trustees
November 27, 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 27th day of November, 2012, at the La Platte Community Church, 16412 Main Street, La Platte, Nebraska.

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

Notice of the meeting was given in advance thereof by publication in *The Bellevue Leader* on November 21, 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 to the Board of Trustees and 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. In the absence of Doug Hill, Chairman of the Board of Trustees, those Trustees present at the meeting unanimously elected Bill Nosek as the temporary chairman for the purpose of conducting this meeting.

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

The Chairman then stated that one copy of the reproducible written material to be discussed at this meeting was available for examination or copying and that a current copy of the Open Meetings Act was posted in the meeting room.

The District's Clerk then presented the Treasurer's Report as of October 31, 2012. The balance in the District's General Fund was approximately \$102,778.48; the cash balance in the District's Bond Fund account was approximately \$79,465.48; the balance in the District's Bond Fund Investment account was approximately \$519,744.33; and the Service Fee Fund balance was approximately \$68,015.68.

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. 2699(C)</i> – Nebraska Department of Environmental Quality Clean Water SRF Semi-Annual Principal & Interest Payment Invoice No. 16765	\$49,971.35
<i>Warrant No. 2700(C)</i> – Farnham & Simpson, P.C., L.L.O. Legal Services Related to Special Assessment Collection Through November 5, 2012 Statement No. 1571	\$2,505.80

General Fund:

<i>Warrant No. 2701</i> – Phyllis F. Sturgill Posting Year-End Entries	\$200.00
<i>Warrant No. 2702</i> – Olmsted & Perry Consulting Engineers Inc. Road & Bank Stabilization Improvement OPCE Project No. 12025-01 Invoice No. 03-12025-01	\$320.00
<i>Warrant No. 2703</i> – Olmsted & Perry Consulting Engineers Inc. General Engineering Services July 15, 2012 through September 15, 2012 Invoice No. 06-12025	\$240.45
<i>Warrant No. 2704</i> – Josh Tedder Construction Inc. Mowing Dike Invoice No. 845	\$200.00
<i>Warrant No. 2705</i> – Omaha Public Power District Current charges of \$565.75 plus underpayment of \$32.13 From July 5, 2012 Statement (Warrant No. 2680) Statement Dated: October 4, 2012	\$597.88
<i>Warrant No. 2706</i> – Omaha Public Power District Statement Dated: November 5, 2012	\$597.73
<i>Warrant No. 2707</i> – Quinn Insurance, Inc. Renewal on Property Insurance Invoice No. 39404	\$1,236.00
<i>Warrant No. 2708</i> – Farnham & Simpson, P.C., L.L.O. General Legal Services Statement No. 1570	\$5,653.78
<i>Warrant No. 2709</i> – Josh Tedder Construction Inc. Mowing of Dike on 9/21/2012 Invoice No. 883	\$200.00
<i>Warrant No. 2710</i> – Josh Tedder Construction Inc. Cleaning Ditch Invoice No. 909	\$3,000.00
<i>Warrant No. 2711</i> – Keith Main	\$400.00

Mowing & Fertilizing Island
Invoice No. 612244

Service Fee Fund:

<i>Warrant No. 260</i> – Midwest Laboratories, Inc. Invoice No. 666102	\$1,264.21
<i>Warrant No. 261</i> – Urban Utilities, Inc. Invoice No. 6764	\$3,923.78
<i>Warrant No. 262</i> – Urban Utilities, Inc. Invoice No. 6765	\$4,092.64
<i>Warrant No. 263</i> – Urban Utilities, Inc. Invoice No. 6766	\$6,594.90
<i>Warrant No. 264</i> – Urban Utilities, Inc. Invoice No. 6767	\$1,193.50
<i>Warrant No. 265</i> – Urban Utilities, Inc. Invoice No. 6782	\$5,394.01

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 Warrants No. 2699(C) and No. 2700(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 November 14, 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. 2701 through 2711 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 November 14, 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. 260 through 265 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 November 14, 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. 2699(C)* payable to Nebraska Department of Environmental Quality in the amount of \$49,971.35
- B. *Warrant No. 2700(C)* payable to Farnham & Simpson, P.C., L.L.O. in the amount of \$2,505.80
- C. *Warrant No. 2701* payable to Phyllis F. Sturgill in the amount of \$200.00
- D. *Warrant No. 2702* payable to Olmsted & Perry Consulting Engineers Inc. in the amount of \$320.00

- E. *Warrant No. 2703* payable to Olmsted & Perry Consulting Engineers Inc. in the amount of \$240.45
- F. *Warrant No. 2704* payable to Josh Tedder Construction Inc. in the amount of \$200.00
- G. *Warrant No. 2705* payable to Omaha Public Power District in the amount of \$597.88
- H. *Warrant No. 2706* payable to Omaha Public Power District in the amount of \$597.73
- I. *Warrant No. 2707* payable to Quinn Insurance, Inc. in the amount of \$1,236.00
- J. *Warrant No. 2708* payable to Farnham & Simpson, P.C., L.L.O. in the amount of \$5,653.78
- K. *Warrant No. 2709* payable to Josh Tedder Construction Inc. in the amount of \$200.00
- L. *Warrant No. 2710* payable to Josh Tedder Construction Inc. in the amount of \$3,000.00
- M. *Warrant No. 2711* payable to Keith Main in the amount of \$400.00
- N. *Warrant No. 260* payable to Midwest Laboratories, Inc. in the amount of \$1,264.21
- O. *Warrant No. 261* payable to Urban Utilities, Inc. in the amount of \$3,923.78
- P. *Warrant No. 262* payable to Urban Utilities, Inc. in the amount of \$4,092.64
- Q. *Warrant No. 263* payable to Urban Utilities, Inc. in the amount of \$6,584.90
- R. *Warrant No. 264* payable to Urban Utilities, Inc. in the amount of \$1,193.50
- S. *Warrant No. 265* payable to Urban Utilities, Inc. in the amount of \$5,394.01

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 lessor 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 September, October and November. The Trustees had reviewed the reports, however there was a question about the repairs to the stop box at 3004 Annabelle. The billing from Urban Utilities regarding these repairs was in the total amount of \$1,193.50. The Trustees noted that the residents are responsible for any damage to the stop box which they cause. After further discussion, the Trustees directed the District's attorney to write a letter to the owners of 3004 Annabelle and request that they pay one-half of the Urban Utilities invoice. There was then a general discussion concerning protection of the stop boxes and the various alternatives available to do that. There was also discussion about including information related to the stop boxes in the newsletter that will be coming out in the near future.

The District's attorney advised the Board that the District's engineers, Olmsted & Perry, were waiting for survey information before making a recommendation to the Board concerning the issues on Annabelle Drive near Betty Lake.

The District's attorney then presented a listing of the Service Fee Fund delinquencies along with an affidavit for the District's clerk to sign. The affidavit was reviewed and the Trustees unanimously authorized the District's clerk to execute such affidavit and, the District's attorney to file it with the appropriate Sarpy County officials.

There was then discussion concerning the development of a strategic plan with respect to the wetlands treatment facility. Since neither Doug Hill nor Jim Olmsted was present at the meeting, this was deferred until a later date.

The District's attorney then advised that he and Mr. Nosek had met with a representative of NEMA concerning the reimbursements related to the flood gate project and the flooding expenses. Mr. Farnham indicated that he felt the District would receive a reimbursement, however it would take several months.

There was then discussion concerning the possibility of constructing guard rails at various locations on the roads within the District. The Trustees unanimously determined that Olmsted & Perry should review those locations and make a recommendation to the Board at its next meeting.

The District's attorney then advised the Board that he had received a letter from Kuehl Capital Corporation, the District's Fiscal Agent, relating to recent changes in the regulations which govern its activities. These changes arise out of the passage of the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank"). As a result of Dodd-Frank, Kuehl Capital cannot act as both a fiscal agent and an underwriter for the District, and therefore they want to formally be designated as a "Municipal Financial Advisor" rather than as a "Municipal Underwriter", effective as of January 1, 2013. Mr. Farnham advised the Board that after the changes in designation Kuehl Capital will be able to provide all of the services to the District that

that have been traditionally provided, but that it may be necessary to enter into a new contract which sets forth the Municipal Financial Advisor relationship.

The District's attorney then indicated that Warrant Nos. 2693, 2694, 2695 and 2696, originally payable to the Nebraska Department of Revenue for Sales and Use Tax for the years 2008 through 2011 needed to be cancelled. Mr. Farnham explained that the Department of Revenue does not accept SID warrants and therefore a procedure was set up whereby the Sarpy County Treasurer wired these funds to the Department of Revenue. Trustee Don Story then made a motion to adopt the following resolution, which motion was seconded by Chip Frazier:

BE IT RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 101 of Sarpy County, Nebraska, that Warrant Nos. 2693, 2694, 2695 and 2696, originally drawn on the General Fund of the District in the following amounts:

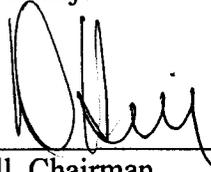
Warrant No. 2693	\$3,108.84
Warrant No. 2694	\$3,083.49
Warrant No. 2695	\$3,826.59
Warrant No. 2696	\$4,580.97

made payable to the Nebraska Department of Revenue, be and hereby are cancelled and the District's attorney is directed to take whatever actions are necessary to correct the warrant records of the District to reflect such cancellation.

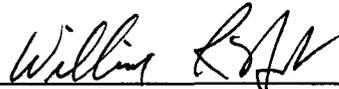
The Board determined that the next meeting would be held on January 23, 2013.

There were no future agenda items.

There being no further business appearing, and upon motion duly made by Don Story, seconded by Bill Nosek and unanimously carried, the meeting was adjourned.



Doug Hill, Chairman



William R. Nosek, Clerk

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 November 27, 2012, at La Platte Community Church, 16412 Main Street, Sarpy County, La Platte, Nebraska.

DATED this 27th day of November, 2012.

Doug Hill



William R. Nosek



Edwin "Chip" Frazier

Lou Riedmann

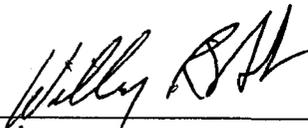


Donald R. Story

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 November 27, 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 November 21, 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