

CERTIFICATE

The undersigned hereby certify that they are the Chairperson and Clerk of Sanitary and Improvement District Number 133 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 12th day of February, 2013.



Chairperson



Clerk

MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES OF SANITARY AND IMPROVEMENT DISTRICT NO. 133 OF SARPY COUNTY, NEBRASKA HELD AT 11:30 A.M. ON FEBRUARY 12, 2013 AT 11440 WEST CENTER ROAD, OMAHA, NEBRASKA

The meeting of the Board of Trustees of Sanitary and Improvement District No. 133 of Sarpy County, Nebraska was convened in open and public session at 11:30 A.M. on February 12, 2013 at 11440 West Center Road, Omaha, Nebraska.

Present at the meeting were Trustees Dennis Janes, Larry Duckworth, and Jeffrey Teig. Also present was John H. Fullenkamp, attorney for the District and Doug Dreessen, engineer for the District.

Notice of the meeting was given in advance thereof by publication in The Bellevue Leader on February 6, 2013 and 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 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 of the Board 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 City Clerk 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 incorporated herein.

The Chairman then presented a proposed Bond Resolution authorizing the issuance of \$850,000 principal amount of refunding bonds of the District. After discussion, the Resolution attached to these minutes, identified as "Bond Resolution" and by this reference made a part hereof as if fully incorporated herein, was duly moved, seconded and upon a roll call vote of "aye" by the Trustees, was adopted. Said Bond Resolution having been consented to by a unanimous vote of the Board of Trustees, was by the Clerk declared passed and adopted.

The Chairman next presented the Paying Agent Agreement between the District and Bankers Trust Company, wherein Bankers Trust Company will provide services as Paying Agent and Registrar for the issuance of the \$850,000 principal amount of refunding bonds of the District. Following discussion, a motion was duly made, seconded and upon a roll call vote of "aye" by the Trustees, the following resolutions were adopted:

RESOLVED that Bankers Trust Company has been appointed as Paying Agent and Registrar for the payment of principal and interest on the Series 2013 Refunding Bonds of this District issued April 1, 2013, which appointment is hereby confirmed and ratified, and the County Treasurer of Sarpy County, Nebraska, as ex-officio treasurer of this District is hereby authorized and directed to pay,

from time to time, to said Paying Agent, from funds of the District, such amounts of money as such Paying Agent shall certify in writing to the County Treasurer as shall be needed for paying of principal and interest on bonds of the District, such certificate of the Paying Agent to show the amounts needed for payment of principal or interest, the date upon which amount is due, and the date when due transfer shall be made to the Paying Agent by the County Treasurer for each transfer of funds requested by the Paying Agent.

BE IT FURTHER RESOLVED that the Chairman and Clerk of this District shall certify this Resolution to said County Treasurer who may deem this Resolution to be a continuing Resolution and authorization to make transfers to such Paying Agent, until and unless the County Treasurer is notified of termination of such authority.

The Chairman then advised that it would be necessary to call for payment on February 12, 2013, the remaining outstanding General Obligation Bonds in the outstanding principal amount of \$855,000 Series 2008, dated April 1, 2008, maturing and bearing interest as set out in the Resolution attached to these minutes as Exhibit "B", and by this reference incorporated herein, being the remaining outstanding and unpaid balance of said Series 2008 Bonds originally issued in the principal amount of \$895,000. Said Bonds are called for payment and redemption at par plus accrued interest to the date fixed for redemption. Following discussion, a motion was duly made, seconded and unanimously adopted authorizing the Chairman and Clerk to execute said Resolution on behalf of the District. The Clerk was then directed to attach a fully executed copy to these minutes.

The Chairman then presented the following statements for payment from the General Fund:

a) Omaha Public Power District for street lights (#0324100030).	\$10,782.54
b) Lengemann & Associates P.C., for accounting.	230.00
c) Larry Duckworth for clerk fees for January and February (net).	184.70
d) Fullenkamp, Doyle and Jobeun Trust Account for IRS withholdings.	30.60
e) Thompson Dreessen & Dornier for engineering services(#97417, 97679, 97680, 97889, 97890).	529.70
f) Geis, Inc., for snow and ice removal (#12293).	85.00

The Chairman then directed that said statements be attached to these

minutes.

RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 133 of Sarpy County, Nebraska that the Chairman and Clerk be and they hereby are authorized and directed to execute and deliver Warrant Nos. 1204 through 1209, inclusive, of the District, dated the date of this meeting, to the following payees, for the following services and in the following amounts, said warrants to draw interest at the rate of 6% per annum, to be payable from the General Fund Account of the District and to be redeemed no later than February 12, 2016, to-wit:

a) Warrant No. 1210 for \$10,782.54 payable to Omaha Public Power District for street lighting.

b) Warrant No. 1211 for \$230.00 payable to Lengemann & Associates, P.C., for accounting services.

c) Warrant No. 1212 for \$184.70 payable to Larry Duckworth for January and February clerk fees (net).

d) Warrant No. 1213 for \$30.60 payable to Fullenkamp, Doyle and Jobeun Trust Account for IRS withholdings.

e) Warrant No. 1214 for \$529.70 payable to Thompson Dreesen & Dorner for engineering services.

f) Warrant No. 1215 for \$85.00 payable to Geis, Inc., for snow and ice removal.

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 133 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. 133 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 reasonable 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. 133 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 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 less 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.

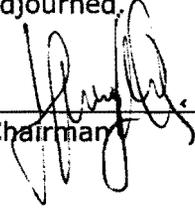
2. To the best of their knowledge, information and belief, the above exceptions are reasonable.

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.

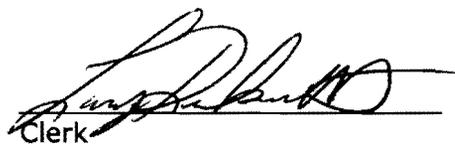
4. This Certificate is being passed, executed and delivered

pursuant to Sections 1.148-2 (b) (2) of the Income Tax Regulations under the Internal Revenue Code of 1986, as amended, and under the Internal Revenue Code of 1986.

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



Chairman



Clerk

CERTIFICATE

The undersigned being Clerk of Sanitary and Improvement District No. 133 of Sarpy County, Nebraska hereby certifies that Notice of a Meeting of the Board of Trustees of said District held on February 12, 2013 was mailed to the Sarpy County Clerk at least seven days prior to the date of said meeting.

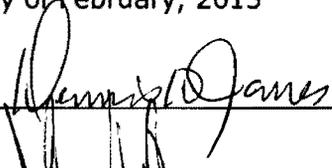
The undersigned further certifies that the agenda for the meeting of the Board of Trustees of said District was prepared and available for public inspection at the address designed in the notice of meeting published in The Bellevue Leader on February 6, 2013 and that no items were added to the agenda 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 Sarpy County Clerk within thirty days from the date of this meeting.

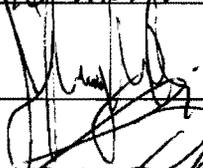

Clerk

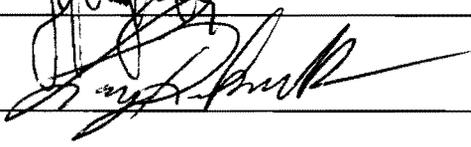
ACKNOWLEDGMENT OF RECEIPT OF
NOTICE OF MEETING

The undersigned Trustees of Sanitary and Improvement District No. 133 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 February 12, 2013 at 11440 West Center Road, Omaha, Nebraska.

DATED this 12th day of February, 2013







BOND RESOLUTION
 OF SANITARY AND IMPROVEMENT DISTRICT
 NO. 133 OF SARPY COUNTY, NEBRASKA

BE IT RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 133

of Sarpy County, Nebraska:

Section 1. The Board of Trustees of Sanitary and Improvement District No. 133 of Sarpy County, Nebraska, (the "District") hereby find and determine as follows:

A. there have been heretofore issued and are now outstanding and unpaid valid and interest bearing General Obligation Refunding Bonds, Series 2008 of Sanitary and Improvement District No. 133 of Sarpy County, Nebraska, originally issued on April 1, 2008 (the "Series 2008 Bonds") in the original principal amount of Eight Hundred Ninety-five Thousand Dollars (\$895,000), numbered as shown on the records of Bankers Trust, located in Des Moines, Iowa, (formerly TeamBank N.A., Bellevue, Nebraska), only bonds in the principal amount of Eight Hundred Fifty-five Thousand Dollars, (\$855,000), maturing as follows, became optional on April 1, 2013, or at any time thereafter at par and accrued interest and have been called for redemption on April 1, 2013 by the Chairperson and Clerk of the District (the "Redemption Date") by resolution of the Board of Trustees of the District:

SERIES 2008 BONDS

<u>Principal Amount</u>	<u>Maturity April 1,</u>	<u>Interest Rate</u>
\$ 35,000	2013	3.75%
45,000	2014	3.85%
55,000	2015	3.95%
65,000	2016	4.05%
85,000	2017	4.15%
95,000	2018	4.25%
105,000	2019	4.35%
115,000	2020	4.45%
125,000	2021	4.55%
130,000	2022	4.65%

B. that since the Series 2008 Bonds (collectively the "Outstanding Bonds") were issued, the rates of interest have so declined in the market that by taking up and paying off the Outstanding Bonds prior to their original maturity dates in accordance with their call provisions, a substantial reduction in the interest rates borne by the indebtedness will be made to the District; and, the District can adjust the annual debt payment structure in order that the District will realize a more equal annual combined principal and interest payment on its bonded indebtedness.

C. that for the purpose of providing funds for said redemption and providing for the costs and expenses of issuance and sale, it is in the best interest of the District to issue refunding bonds of the District in the principal amount as hereinafter ordered to be issued, along with the application of cash; and that all conditions, acts, and things required by law to exist or to be done precedent to the issuance of refunding bonds of the District in the principal amount hereinafter ordered to be issued,

"Exhibit A"

pursuant to Section 10-615 R.R.S. Neb. 1943 as Amended, do exist and have been done as required by law.

Section 2. For the purposes set forth in Section 1 hereof, there are hereby ordered issued fully registered bonds of the District in the aggregate principal amount of Eight Hundred Fifty Thousand Dollars (\$850,000). Said bonds shall be designated as "General Obligation Refunding Bonds, Series 2013" or (the "Series 2013 Refunding Bonds".) The Series 2013 Refunding Bonds shall bear a date of original issue of April 1, 2013 and shall bear interest at the rates per annum and mature on April 1, in each of the years and in the principal amount as follows:

SERIES 2013 REFUNDING BONDS

<u>Principal Amount</u>	<u>Maturity April 1,</u>	<u>Interest Rate</u>
\$ 35,000	2014	1.30%
40,000	2015	1.45%
45,000	2016	1.65%
50,000	2017	1.80%
55,000	2018	1.95%
60,000	2019	2.10%
65,000	2020	2.30%
70,000	2021	2.50%
75,000	2022	2.70%
80,000	2023	2.90%
85,000	2024	3.10%
90,000	2025	3.20%
100,000	2026	3.30%

The Series 2013 Refunding Bonds maturing on or after April 1, 2019 are subject to redemption in whole or in part, prior to maturity at the option of the District at any time on or after April 1, 2018 at par plus interest accrued thereon to the date fixed for redemption, with no redemption premium. If less than all of the Series 2013 Refunding Bonds of any maturity are to be redeemed, the Paying Agent and Registrar shall determine, in its sole discretion, in any manner deemed by it to be fair and equitable, the particular bonds or portions of bonds of such maturity of the Series 2013 Refunding Bonds to be redeemed.

The Series 2013 Refunding Bonds shall be issued in the form of fully registered bonds, in the denomination of \$5,000 or any integral multiple of \$5,000, and may contain such variations, omissions and insertions as are incidental to such differences of denomination. Each Series 2013 Refunding Bond shall bear interest from the date of original issue and the Series 2013 Refunding Bonds shall be numbered from 1 upwards, in order of their issuance. Interest on the Series 2013 Refunding Bonds shall be payable October 1, 2013 and semi-annually thereafter each April 1, and October 1, until maturity. The principal of and premium, if any, on the Series 2013 Refunding Bonds are payable upon presentation and surrender thereof at the principal corporate office of the Bankers Trust, located in Des Moines, Iowa, which is hereby designated as Paying Agent and Registrar for the Series 2013 Refunding Bonds.

Interest on the Series 2013 Refunding Bonds will be paid on each interest payment date by check or draft mailed by the Paying Agent and Registrar to the person in whose name and ownership of each Series 2013 Refunding is registered on the books of the Paying Agent and Registrar at the close of business on the fifteenth day of the month immediately preceding each such interest payment date. The principal of and premium, if any, and interest on the Series 2013 Refunding Bonds are payable in lawful money of the United States of America.

Section 3. The Series 2013 Refunding Bonds shall be executed on behalf of the District by the manual or facsimile signatures of the Chairperson and Clerk of the District in office on the date of original issue, and the corporate seal of the District shall be impressed or imprinted on each bond. In case any officer whose facsimile signature shall appear on the Series 2013 Refunding Bonds shall cease to be such officer before the delivery of any such Series 2013 Refunding Bonds, such signature shall, nevertheless, be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery.

Each Series 2013 Refunding Bond shall have endorsed thereon a certificate of authentication substantially in the form hereinafter set forth duly executed by the Paying Agent and Registrar. No Series 2013 Refunding Bonds shall be valid or obligatory for any purpose unless and until such certificate of authentication shall have been duly executed by the Paying Agent and Registrar and such executed certificate upon any such bond shall be conclusive evidence that such bond has been authenticated and delivered in accordance with this Resolution.

At the request of the original purchaser of the Series 2013 Refunding Bonds, the District hereby provides and directs that the Series 2013 Refunding Bonds may be issued initially in "book-entry-only" form under the services of The Depository Trust Company (the "Depository"), with one typewritten bond per maturity being issued to the Depository. In such connection, said officers are authorized to execute and deliver a Letter of Representation in the form required by the Depository, for and on behalf of the District which shall thereafter govern matters with respect to registration transfer, payment and redemption of the Series 2013 Refunding Bonds. Upon the issuance of the Series 2013 Refunding Bonds as "book-entry-only" bonds, the following provisions shall apply:

(a) The District and the Paying Agent and Registrar shall have no responsibility or obligation to any broker-dealer, bank or other financial institution for which the Depository holds the Series 2013 Refunding Bonds as securities depository (each, a "Bond Participant") or to any person who is an actual purchaser of a Series 2013 Refunding Bond from a Bond Participant while the Series 2013 Refunding Bonds are in book-entry form (each, a "Beneficial Owner") with respect to the following:

(i) the accuracy of the records of the Depository, any nominees of the Depository or any Bond Participant with respect to any ownership interest in the Series 2013 Refunding Bonds.

(ii) the delivery to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any notice with respect to the Series 2013 Refunding Bonds, including any notice of redemption, or

(iii) the payment to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any amount with respect to the bonds. The Paying Agent and Registrar shall make payments with respect to the Series 2013 Refunding Bonds only to or upon the order of the Depository or its nominee, and all such payments shall be valid and effective fully to satisfy and discharge the obligations with respect to such Series 2013 Refunding Bonds to the extent of the sum or sums so paid. No person other than the Depository shall receive an authenticated Series 2013 Refunding Bond.

(b) Upon receipt by the Paying Agent and Registrar of written notice from the Depository to the effect that the Depository is unable or unwilling to discharge its

responsibilities, the Paying Agent and Registrar shall issue, transfer and exchange Series 2013 Refunding Bonds requested by the Depository in appropriate amounts. Whenever the Depository requests the Paying Agent and Registrar to do so, the Paying Agent and Registrar will cooperate with the Depository in taking appropriate action after reasonable notice (i) to arrange, with the prior written consent of the District, for a substitute depository willing and able upon reasonable and customary terms to maintain custody of the Series 2013 Refunding Bonds or (ii) to make available Series 2013 Refunding Bonds registered in whatever the name or names the Beneficial Owners transferring or exchanging such Series 2013 Refunding Bonds shall designate.

(c) If the District determines that it is desirable that certificates representing the Series 2013 Refunding Bonds be delivered to the ultimate Beneficial Owners of the Series 2013 Refunding Bonds and so notifies the Paying Agent and Registrar in writing, the Paying Agent and Registrar shall so notify the Depository, whereupon the Depository will notify the Bond Participants of the availability through the Depository of bond certificates representing the Series 2013 Refunding Bonds. In such event, the Paying Agent and Registrar shall issue, transfer and exchange bond certificates representing the Series 2013 Refunding Bonds as requested by the Depository in an appropriate amounts and in authorized denominations.

(d) Notwithstanding any other provision of this resolution to the contrary, so long as any Series 2013 Refunding Bond is registered in the name of the Depository or any nominee thereof, all payments with respect to such Series 2013 Refunding Bond and all notices with respect to such Series 2013 Refunding bonds shall be made and given, respectively, to the Depository as provided in the Letter of Representation.

(e) Registered ownership of the Series 2013 Refunding Bonds may be transferred on the books of registration maintained by the Paying Agent and Registrar, and the Series 2013 Refunding Bonds may be delivered in physical form to the following:

(i) any successor securities depository or its nominee;

(ii) any person, upon (A) the resignation of the Depository from its functions as depository or (B) termination of the use of the Depository pursuant to this Section and the terms of the Paying Agent and Registrar's Agreement.

(f) In the event of any partial redemption of a Series 2013 Refunding Bond unless and until such partially redeemed Series 2013 Refunding Bonds has been replaced in accordance with the provisions of Section 5 of this Resolution, the books and records of the Paying Agent and Registrar shall govern and establish the principal amount of such Series 2013 Refunding Bond as is then outstanding and all of the Series 2013 Refunding Bonds issued to the Depository or its nominee shall contain a legend to such effect.

If for any reason the Depository resigns and is not replaced, the District shall immediately provide a supply of printed bond certificates for issuance upon the transfers from the Depository and subsequent transfers or in the event of partial redemption. In the event that such supply of bond certificates shall be insufficient to meet the requirements of the Registrar for issuance of replacement Series 2013 Refunding Bonds upon transfer or partial redemption, the District agrees to order printed an additional supply of bond certificates and to direct their execution by facsimile or manual signatures of its then duly qualified and acting Chairperson and Clerk and by imprinting thereon or affixing thereto the District's seal. In case any officer whose signature or facsimile thereof shall appear on any Series 2013 Refunding Bond shall cease to be such officer before the delivery of such Series 2013 Refunding Bond (including bond certificates delivered to the

Registrar for issuance upon transfer or partial redemption), such signature or such facsimile signature shall nevertheless be valid and sufficient for all purposes the same as if such officer or officers had remained in office until the delivery of such Series 2013 Refunding Bond.

Section 4. The District and the Paying Agent and Registrar may treat the registered owner of any Series 2013 Refunding Bond as the absolute owner of such Series 2013 Refunding Bond for the purpose of making payment thereof and for all other purposes and neither the District nor the Paying Agent and Registrar shall be bound by any notice or knowledge to the contrary, whether such bond shall be overdue or not. All payments of or on account of interest to any registered owner of any Series 2013 Refunding Bond and all payments of or on account of principal to the registered owner of any Series 2013 Refunding Bond shall be valid and effectual and shall be a discharge of the District and the Paying Agent and Registrar, in respect of the liability upon each bond or claim for interest, as the case may be, to the extent of the sum or sums paid.

The District will cause books for the registration and transfer of the Series 2013 Refunding Bonds to be kept at the principal office of the Paying Agent and Registrar at all times while any of the Series 2013 Refunding Bonds shall be outstanding. Any Series 2013 Refunding Bond may be transferred pursuant to its provisions at the principal office of the Paying Agent and Registrar by surrender of such bond for cancellation, accompanied by a written instrument of transfer, in form satisfactory to such Paying Agent and Registrar, duly executed by the registered owner in person or by his duly authorized agent, and thereupon the Paying Agent and Registrar will authenticate and deliver at the office of the Paying Agent and Registrar (or send by registered mail to the transferee owner thereof at such owner's risk and expense), registered in the name of the transferee or transferees, a new such bond or bonds of the same series, interest rate, principal amount and maturity. To the extent of denominations authorized for the Series 2013 Refunding Bonds by the term of this Resolution, one such bond may be transferred for several other such bonds of the same series, interest rate and maturity, and for a like aggregate principal amount and several such bonds of the same series may be transferred for one or several such bonds, respectively, of the same series, interest rate and maturity and for a like aggregate principal amount.

As a condition of any registration or transfer, the Paying Agent and Registrar may at its option require the payment of a sum sufficient to reimburse it or the District for any tax or other governmental charge that may be imposed thereon, but no fee shall be charged to the bond holders for the registration of transfer or issuance.

The Paying Agent and Registrar shall not be required (a) to issue, transfer or exchange any Series 2013 Refunding Bonds from the fifteenth day of the month immediately preceding any interest payment date until such interest payment date; (b) to issue, register or transfer any bonds for a period of 15 days next preceding any selection of Series 2013 Refunding Bonds for redemption or for a period of 15 days thereafter; or (c) to register, transfer or exchange any bonds which have been designated for redemption within a period of 30 days next preceding the date fixed for redemption.

Section 5. Notice of redemption of any Series 2013 Refunding Bonds or any portion thereof shall be given by first class mail to the registered owner of such bond, addressed to his or her registered address and placed in the mail not less than 30 days prior to the date fixed for redemption. Such notice shall specify the numbers of the Series 2013 Refunding Bonds called for redemption, the redemption date and the place where the redemption amount will be payable, and in the case of bonds to be redeemed in part only, such notice shall specify the respective portion of the principal amount thereof to be redeemed. If funds sufficient for such redemption shall be held by the Paying Agent and Registrar on the date fixed for redemption and such notice shall have been given, the Series 2013 Refunding Bonds or the portion thereof thus called for redemption shall not bear interest after the date fixed for redemption. Any Series 2013 Refunding Bonds shall be subject to redemption in part in a principal amount equal to \$5,000 or any integral multiple thereof.

Section 6. The District agrees that it will collect all special assessments levied against the property within the District and will cause the same to be set aside and constitute a sinking fund for the payment of the interest on and principal of Series 2013 Refunding Bonds and other bonds and construction warrants of the District now or hereafter issued and outstanding. The District further agrees that it will cause to be levied annually upon all the taxable property in the District, a tax which, together with such sinking fund and any other funds available for the purpose, will be sufficient to meet the payment of interest on and principal of the Series 2013 Refunding Bonds and other bonds now or hereafter issued by the District, as such interest and principal become due, according to the terms thereof. The holders of the Series 2013 Refunding Bonds shall be subrogated to all rights of the holders of the Series 2008 Bonds, including the right to have special assessments set aside as a sinking fund for the payment of principal and interest thereon.

Section 7. The Clerk shall make and certify in duplicate a complete transcript and statement of all proceedings had and done by the District precedent to the issuance of the said bonds, of which a copy of such transactions shall be delivered to the bond purchaser. The Clerk shall cause the Series 2013 Refunding Bonds to be registered with the Auditor of Public Accounts of the State of Nebraska as provided by law.

Section 8. Bankers Trust, located in Des Moines, Iowa, is hereby appointed as Paying Agent and Registrar for the Series 2013 Refunding Bonds. The Chairperson and Clerk of the District are hereby authorized to execute and deliver an agreement with said Paying Agent and Registrar, setting forth the respective duties of the parties in such form as the Chairperson and Clerk shall determine. The District agrees to pay the fees and expenses of said Paying Agent and Registrar. On or before any interest or principal payment date or any date upon which the Series 2013 Refunding Bonds are to be redeemed, the District shall transfer to the Paying Agent and Registrar funds sufficient to pay the principal, premium, if any, and interest due on such payment or redemption date and the Chairperson and Clerk then serving are hereby authorized and directed, without further authorization or direction, to make such transfers of funds and draw warrants upon the County Treasurer, as Treasurer of the District, in such amounts and at such times as shall be necessary to provide to the Paying Agent and Registrar funds sufficient for such purposes.

Section 9. The Series 2013 Refunding Bonds shall be in substantially the following form, with such modifications as shall be necessary to comply with the terms of this Resolution:

UNITED STATES OF AMERICA
STATE OF NEBRASKA

SANITARY AND IMPROVEMENT DISTRICT NO. 133
OF SARPY COUNTY, NEBRASKA

GENERAL OBLIGATION REFUNDING BONDS
SERIES 2013

R- _____

\$ _____

Interest Rate

Maturity Date

Date of Original Issue

April 1,

April 1, 2013

Registered Owner:

CUSIP

Principal Amount:

KNOW ALL MEN BY THESE PRESENTS: that Sanitary and Improvement District No. 133 of Sarpy County, Nebraska, being organized and existing under Chapter 31, Article 7, Reissue Revised Statutes of Nebraska, 1943, as amended, hereby acknowledges itself to owe and for value received promises to pay to the registered owner shown above, or registered assigns, the principal amount shown above on the maturity date shown above (unless sooner redeemed) upon surrender of this bond, and to pay interest on said sum from the date of original issue shown above to maturity or earlier redemption at the rate per annum shown above, payable October 1, 2013 and semiannually thereafter on the first day of April and October of each year. Said interest shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The principal on this bond are payable upon presentation and surrender hereof at the principal corporate trust office of the Bankers Trust, located in Des Moines, Iowa. Interest on this bond will be paid on each interest payment date by check or draft mailed to the person in whose name this bond is registered on the books of the Paying Agent and Registrar at the close of business on the fifteenth day of the month immediately preceding such interest payment date. Interest in default shall be paid to the registered owner hereof as of any special record date designated by the Paying Agent and Registrar. The principal and interest on this bond are payable in lawful money of the United States of America and for the prompt payment of such principal and interest as the same become due, the full faith, credit and resources of said District are hereby irrevocably pledged.

Bonds of this issue maturing on or after April 1, 2019 are subject to redemption, in whole or in part, prior to maturity at the option of the District at any time on or after April 1, 2018, in the principal amount thereof plus interest accrued thereon to the date fixed for redemption, with no redemption premium.

If less than all of the bonds of any maturity of this issue are to be redeemed, the Paying Agent and Registrar shall determine, in its sole discretion, in any manner deemed by it to be fair and equitable, the particular bonds or portions of bonds of such maturity to be redeemed.

Notice of redemption of this bond or any portion hereof shall be given by first class mail to the registered owner addressed to his or her registered address and placed in the mail not less than 30 days prior to the date fixed for redemption. If funds sufficient for such redemption shall be held by the Paying Agent on the date fixed for redemption and such notice shall have been given, this bond or the portion thus called for redemption shall not bear interest after the date fixed for redemption.

This bond is one of an issue of bonds, all originally dated April 1, 2013, and of like tenor herewith except as to amount, date of maturity and rate of interest, in the total principal amount of Eight Hundred Fifty Thousand Dollars (\$850,000) issued by said District for the purpose of providing funds together with cash on hand for the purpose of calling and refunding the Series 2008 Bonds of the District in the remaining principal amount of \$855,000, dated April 1, 2008, maturing April 1, 2013 through April 1, 2022, inclusive; pursuant to and in strict compliance with the provisions of Section 10-615 Reissue Revised Statutes of Nebraska, 1943, as amended, and other statutes applicable thereto, and the issuance of the bonds of this issue has been duly authorized by proceedings duly had and a Resolution duly passed and adopted by the Board of Trustees of said District.

Any special assessments to be levied have been levied upon the properties within the District, which special assessments are valid liens against the respective lots and parcels of land upon which they have been levied. The District agrees that it will collect said special assessments and the same shall be set aside and constitute a sinking fund for the payment of the interest on and the principal of this bond and other bonds and construction warrants of the District now or hereafter issued, and that the District will cause to be levied annually upon all taxable property in said District, a tax which together with such sinking fund and other funds available for the purpose, will be sufficient to meet the payments of interest on and principal of this bond and other bonds of the District now or hereafter outstanding, as such principal and interest become due.

This bond is transferable by the registered owner or such owner's attorney duly authorized in writing at the principal office of the Paying Agent and Registrar, upon surrender and cancellation of this bond, and thereupon a new bond or bonds of the same aggregate principal amount and with the same interest rate and maturity will be issued to the transfer as provided in the Resolution authorizing this bond. The District and the Paying Agent and Registrar and any other person may treat the person in whose name this bond is registered as the absolute owner hereof for the purpose of receiving payment thereof and for all other purposes and shall not be affected by any notice to the contrary, whether this bond be overdue or not.

This bond shall not be valid and binding on the District until authenticated by the Paying Agent and Registrar.

AS PROVIDED IN THE RESOLUTION REFERRED TO HEREIN, UNTIL THE TERMINATION OF THE SYSTEM OF BOOK-ENTRY-ONLY TRANSFERS THROUGH THE DEPOSITORY TRUST COMPANY, NEW YORK, NEW YORK, REFERRED TO HEREINAFTER AS "DTC" TOGETHER WITH ANY SUCCESSOR SECURITIES DEPOSITORY APPOINTED PURSUANT TO THE RESOLUTION AND NOTWITHSTANDING ANY OTHER PROVISIONS OF THE RESOLUTION TO THE CONTRARY, A PORTION OF THE PRINCIPAL AMOUNT OF THIS BOND MAY BE PAID OR REDEEMED WITHOUT SURRENDER HEREOF TO THE PAYING AGENT AND REGISTRAR. DTC, OR A NOMINEE, TRANSFEREE, OR ASSIGNEE OF DTC OF THIS BOND MAY NOT RELY UPON THE PRINCIPAL AMOUNT INDICATED HEREON AS THE PRINCIPAL AMOUNT OUTSTANDING AND UNPAID. THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID SHALL FOR ALL PURPOSES BE THE AMOUNT DETERMINED IN THE MANNER PROVIDED IN THE RESOLUTION.

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED OFFICER OF DTC (A) TO THE PAYING AGENT AND REGISTRAR FOR REGISTRATION OF TRANSFER OR EXCHANGE OR (B) TO THE PAYING AGENT AND REGISTRAR FOR PAYMENT OF PRINCIPAL, AND ANY BOND ISSUED IN REPLACEMENT HEREOF OR SUBSTITUTION HEREOF IS REGISTERED IN THE NAME OF DTC AND ANY PAYMENT IS MADE TO DTC OR ITS NOMINEE, ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL BECAUSE ONLY THE REGISTERED OWNER HEREOF, DTC OR ITS NOMINEE, HAS AN INTEREST HEREIN.

IT IS HEREBY CERTIFIED AND WARRANTED that all conditions, acts and things required by law to exist or to be done precedent to and in the issuance of this bond, did exist, did happen, and were done and performed in regular and due form and time as required by law, and that the indebtedness of the District, including this bond, does not exceed any limitations imposed by law.

IN WITNESS WHEREOF, Sanitary and Improvement District No. 133 of Sarpy County, Nebraska, has caused this bond to be executed on its behalf with the manual or facsimile signatures of its Chairperson and Clerk and its corporate seal or a facsimile thereof to be imprinted or impress thereon, all as of the date of original issue shown above.

SANITARY AND IMPROVEMENT DISTRICT
NO. 133 OF SARPY COUNTY, NEBRASKA

By: _____
Chairperson

(SEAL)

ATTEST:

Clerk

CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds of the issue designated therein and issued under the provisions of the Resolution authorizing said issue.

Bankers Trust
Des Moines, Iowa
As Paying Agent and Registrar

By: _____
Authorized Signature

FORM OF ASSIGNMENT

For value received _____ hereby sells, assigns and transfers unto _____ the within-mentioned bond and hereby irrevocably constitutes and appoints _____, Attorney, to transfer the same on the books of registration in the office of the within-mentioned Paying Agent and Registrar with full power and substitution in the premises.

Dated: _____

Registered Owner

Registered Owner

Witness: _____

Note: The signature of this assignment must correspond with the name as written on the face of the within-mentioned bond in every particular, without alteration, enlargement or any change whatsoever.

Section 10. Said Series 2013 Refunding Bonds shall be and are hereby sold to D. A. Davidson & Co., at a price equal to 97.00% of the principal amount thereof, plus accrued interest to the date of delivery, which purchase price shall be paid to the County Treasurer of Sarpy County, Nebraska. Said purchase price excludes any fiscal fees separately paid to D. A. Davidson & Co. Said purchase price shall be paid into the Bond Fund of the District and applied as described in Section 1, to the payment and redemption of the Series 2008 Bonds of the District.

Section 11. Upon receipt by the Paying Agent and Registrar of evidence satisfactory to it that the purchase price for the Series 2013 Refunding Bonds have been paid to the County Treasurer of Sarpy County, Nebraska, said Paying Agent and Registrar shall deliver the Series 2013 Refunding Bonds to D.A. Davidson & Co.

Section 12. Sanitary and Improvement District No. 133 of Sarpy County, Nebraska, hereby covenants to the purchasers and holders of the Series 2013 Refunding Bonds that it will make no use of the proceeds of the Series 2013 Refunding Bonds which would cause the Series 2013 Refunding Bonds to be arbitrage bonds within the meaning of Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and further covenants to comply with Sections 103 and 148 and all applicable regulations thereunder throughout the term of said bond issue. The District hereby covenants 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 Series 2013 Refunding Bonds; and (b) to the extent that it may lawfully do so, the District hereby designates the Series 2013 Refunding Bonds 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 Series 2013 Refunding Bonds are issued.

Section 13. Sanitary and Improvement District No. 133 of Sarpy County, Nebraska, hereby covenants and agrees as follows: the improvements and/or facilities being financed or refinanced 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 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 said Bonds; 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 said Bonds.

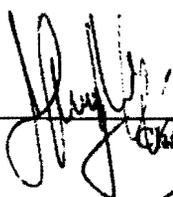
Section 14. The Chairperson and Board of Trustees hereby approve the Preliminary Official Statement with respect to the Series 2013 Refunding Bonds and the information contained therein, and the Chairperson and Clerk or either of them are authorized to approve and deliver a final Official Statement for and on behalf of the District, said Official Statement to be delivered in accordance with the requirements of Reg. Sec. 204.15c2-12 of the Securities and Exchange Commission.

Section 15. The District hereby agrees, while the Series 2013 Refunding Bonds are outstanding and in accordance with the requirements of Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission (the "Commission:), pursuant to the Securities Exchange Act of 1934 that it will provide or cause to be provided the following continuing disclosure information.

- A. to the Municipal Securities Rulemaking Board (the "MSRB") and to D.A. Davidson & Co., on or before December 31, of each year commencing on December 31, 2013, annual financial information and operating data generally consistent with the information set forth in the Official Statement for the Series 2013 Refunding Bonds and the District's audited financial statements; audited financial statements shall be prepared in accordance with generally accepted accounting principals (including, as deemed appropriate by the District, as such principals may be modified by accounting standards promulgated by the Government Accounting Standards Board), or mandated state statutory principals, as in effect from time to time;
- B. in a timely manner, to the MSRB, notice of the occurrence of any of the following events with respect to the Series 2013 Refunding Bonds, if in the judgment of the District, such event is material: (a) principal and interest payment delinquencies, (b) non-payment related defaults, (c) unscheduled draws on debt service reserves, if any, reflecting financial difficulties (it being understood that no debt service reserves are being established for the Series 2013 Refunding Bonds authorized under this Resolution), (d) adverse tax opinions or events affecting the tax-exempt status of the Series 2013 Refunding Bonds, (e) modifications to rights of the registered owners of the Series 2013 Refunding Bonds, (f) unscheduled calls of the Series 2013 Refunding Bonds, (g) defeasances of the Series 2013 Refunding Bonds, (h) release, substitution or sale of property securing repayment of the Series 2013 Refunding Bonds and (i) rating changes, if any (it being understood that no rating with respect to the Series 2013 Refunding Bonds has been or is expected to be applied for).
- C. in the timely manner, to the MSRB, notice of any failure on the part of the District to provide required annual financial information not later than 180 days from the end of the District's fiscal year.

The District agrees that all such information required to be filed with the MSRB shall be provided for filing in such format and accompanied by such identifying information as shall be prescribed by the MSRB. The District reserves the right to modify from time to time the specific types of information, provided or the format of the presentation of such information, to the extent necessary or appropriate in the judgment of the District, consistent with the Rule. The District agrees that the foregoing covenants are for the benefit of the registered owners of the Series 2013 Refunding Bonds (including Beneficial Owners) and that such covenants may be enforced by any registered owner or Beneficial Owner, provided that any such right to enforcement shall be limited to specific enforcement of such undertaking and any failure shall not constitute an event of default under the resolution governing the issuance of the Series 2013 Refunding Bonds. The foregoing continuing disclosure obligations of the District shall cease when none of the Series 2013 Refunding Bonds remain outstanding.

Adopted this 12th day of February, 2013.



Chairperson



Clerk

PAYING AGENT AND REGISTRAR AGREEMENT

This Agreement made and entered into as of the 12th day of February, 2013, by and between Sanitary and Improvement District No. 133 of Sarpy County, Nebraska, (the "District") and Bankers Trust, located in Des Moines, Iowa, (the "Registrar").

WHEREAS, the District has authorized the issuance of \$850,000 General Obligation Refunding Bonds, Series 2013, initially dated April 1, 2013 (the "Bonds"), by a Bond Resolution adopted February 12, 2013 (the "Resolution") and requires the services of a paying agent and registrar for said issue; and,

WHEREAS, the Registrar is willing to provide services as paying agent and registrar pursuant to the terms of this Agreement and the Resolution in consideration for the compensation described in this Agreement.

NOW THEREFORE, the District and the Registrar do hereby agree as follows:

1. The Registrar agrees that it shall maintain on behalf of the District books of record in which the registered owners of the Bonds and their registered addresses shall be duly recorded.

2. Registrar agrees that it shall serve as paying agent for the District in making the payments of principal and interest falling due on the Bonds. The District shall, before each principal and interest payment date, deposit with the Registrar an amount sufficient to make such payment and the Registrar shall apply such deposit by mailing a check or draft to each of the registered owners of the Bonds as shown on the books of record maintained pursuant to paragraph 1 hereof for the appropriate amounts of principal and interest due on each respective bond.

3. Registrar hereby accepts and agrees to perform all duties directed by the Resolution to be performed by the Registrar as defined in the Resolution and the terms of the Resolution are hereby incorporated by reference. Provided however, nothing in this agreement shall prevent the Registrar to resign its capacity for any reasonable cause.

4. The Registrar shall make the initial registration of the Bonds upon written directions from the original purchaser thereof as designated in the Resolution.

5. Transfer of the Bonds shall be registered and new Bonds issued in replacement thereof, pursuant to the limitations prescribed in the Resolution, upon surrender to the Registrar of any outstanding Bond accompanied by an assignment for transfer in such manner and form as the Registrar may require and by such assurances as the Registrar shall deem necessary or appropriate to evidence the genuineness and effectiveness of each necessary signature and, if deemed appropriate by the Registrar, satisfactory evidence of compliance with all applicable laws relating to the collection of taxes. In registering transfer of the Bonds, the Registrar may rely upon the Uniform Commercial Code or any other statutes which in the opinion of counsel protect the Registrar and the District in not requiring complete documentation, in registering Bonds without inquiry into adverse claims, in delaying registration for purposes of such inquiry, or in refusing registration where in the Registrar's judgment an adverse claim requires such refusal.

"Exhibit B"

6. As provided by law, the books of registration maintained by the Registrar shall not be deemed public records and shall be available for inspection solely pursuant to a court order or a subpoena of any governmental agency having jurisdiction to issue such subpoena.

7. At least annually, the Registrar shall give a report to the District accounting for all funds received and disbursements made. The Registrar shall maintain customary records in connection with its exercise of its duties under this Agreement and the Resolution.

8. At any time the Registrar may apply to the District for instructions and may consult with the District's attorney or the Registrar's own counsel in respect to any matter arising in connection with its duties under this Agreement and the Resolution and the Registrar shall not be liable or accountable for any action taken or omitted by it in good faith in accordance with such instructions or with the opinion of such counsel. The Registrar may rely on any paper or document reasonably believed by it to be genuine and to have signed by the proper person or persons.

9. The District hereby agrees to pay any expenses reasonably incurred by the Registrar in connection with the performance of its duties under this Agreement and the Resolution including counsel fees, and in addition shall pay to the Registrar as compensation for its services the following:

SEE ATTACHED FEE SCHEDULE

10. Any corporation or association into which the Registrar may be converted or merged, or with which it may be consolidated, or to which it may sell or transfer its trust business and assets as a whole or substantially as a whole, or any corporation or association resulting from any such conversion, sale, merger, consolidation, or transfer to which it is a party, shall, ipso facto, be and become successor Registrar hereunder and vested with all of the trusts, powers, discretion, immunities, privileges, and all other matters as was its predecessor, without the execution or filing of any instruments or any further act, deed, or conveyance on the part of any of the parties hereto, anything herein to the contrary notwithstanding.

11. The District shall have the right to remove the Registrar only in the event of a material breach of the Registrar's duties under this Agreement and the Resolution. In such event the District shall have the right to designate a successor and the Registrar hereby agrees that it shall turn over all of its records with respect to the Bonds to any such successor upon request by the District.

12. Under the terms of the Resolution, at the request of the original purchaser of the Bonds, the Bonds are to be issued initially as "book-entry-only bonds" using the services of The Depository Trust Company, New York, New York (the "Depository") and initially at the direction of the original purchaser of the Bonds, the entire issue of the Bonds shall be registered in the name of Cede & Co., as nominee for the Depository, with one typewritten or photographically reproduced bond for each separate stated maturity. Payment of semiannual interest for any Bond registered as of each Record Date in the name of Cede & Co. shall be made by wire transfer of same-day funds to the account of Cede & Co. on the Interest Payment Date for the Bonds at the address shown in the Registrar's books of registration for Cede & Co. as registered owner of the Bonds. The Registrar agrees that it will execute and observe the terms

and conditions of the Letter of Representations (the "Representation Letter") as authorized by the Resolution.

The Registrar and the District may treat the Depository (or its nominee) as the sole and exclusive owner of the Bonds which are registered in the Depository (or its nominee) name for the purposes of payment of principal of or interest on the Bonds, selecting the Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to bondholders under the Resolution, registering the transfer of Bonds, obtaining any consent or other action to be taken by bondholders and for all other purposes whatsoever, and neither the Registrar nor the District shall be affected by any notice to the contrary. Neither the Registrar nor the District shall have any responsibility or obligation to any participant of the Depository ("Participant"), any persons claiming a beneficial ownership interest in the Bonds under or through the Depository or any Participant, or any other person which is not shown on the registration books of the Registrar as being a registered owner of any of the Bonds, with respect to the accuracy of any records maintained by the Depository or any Participant, the payment by the Depository or any Participant or any amount in respect of the principal of or interest on the Bonds; any notice which is permitted or required to be given to bondholders under the Resolution; the selection by the Depository or any Participant of any person to receive payment in the event of a partial redemption of the Bonds; or any consent given or other action taken by the Depository as bondholder. The Registrar shall pay all principal of and interest on the Bonds only to the Depository as registered owner of the Bonds, and all such payments shall be valid and effective to fully satisfy and discharge the District's obligations with respect to the principal of and interest on the Bonds to the extent of the sum or sums so paid. Except under the conditions directed below, no person other than the Depository shall receive an authenticated Bond for each separate stated maturity evidencing the obligation of the District to make payments of principal of and interest pursuant to the Resolution. Upon delivery by the Depository to the Registrar of written notice to the effect that the Depository has determined to substitute a new nominee in the place of Cede & Co., and subject to the provisions in the Resolution with respect to Record Dates, the term "Cede & Co." in this Agreement shall refer to such new nominee of the Depository. If the Depository gives notice to the District or the Registrar pursuant to the Representation Letter that it will discontinue providing its services as securities depository with respect to the Bonds, the District shall either appoint a successor securities depository or terminate the book entry system for the Bonds under the following conditions.

(i) Any successor securities depository must be a clearing agency registered with the Securities and Exchange Commission pursuant to Section 17A of the Securities Exchange Act of 1934 and must enter into an agreement with the District and the Registrar agreeing to act as the depository and clearing agency for all the Bonds. After such agreement has become effective, the Depository shall present the Bonds for registration of transfer in accordance with Section 3 of the Resolution and the Registrar shall register them in the name of the successor securities depository or its nominee. If a successor securities depository has not accepted such position prior to the effective date of the Depository's termination of its services, the book-entry system shall automatically terminate.

(ii) If the District elects to terminate the book-entry system for the Bonds, it shall so notify the Registrar in writing. Thereafter, upon presentation of the bonds, or any of them, by the Depository or its nominees to the Registrar

for registration of transfer in accordance with Section 4 of the Resolution, the Registrar shall register the transfer in accordance with such Section 4 of the Resolution and all provisions of this paragraph 12 shall immediately cease to be in effect.

The District may elect to terminate the book-entry system for the Bonds in accordance with the Resolution by giving written notice to the Depository and the Registrar. On the effective date of such termination, the provisions of this paragraph 12 shall cease to be in effect, except that the Registrar shall continue to comply with applicable provisions of the Representation Letter with respect to Bonds as to which the Depository remains the registered owner. After such termination, the Registrar shall, upon presentation of Bonds by the Depository or its nominee for registration of transfer or exchange in accordance with Section 4 of the Resolution make such transfer or exchange in accordance with said Section 4. Upon the appointment of the successor securities depository or termination of the book-entry system, the Registrar shall give notice of such event to the registered owners of Bonds (through the Depository) and (1) of the name and address of the successor securities depository or (2) that Bonds may now be obtained by the beneficial owners of the Bonds, or their nominees, upon proper instructions being given to the Depository by the relevant Participant and compliance by the Depository with the provisions of the Resolution regarding registration of transfers. Notwithstanding any other provision of this Agreement to the contrary, so long as any Bond is registered in the name of Cede & Co., as nominee of the Depository (or any successor nominee), all payments with respect to the principal and interest on such Bond and all notices with respect to such Bond shall be made and given respectively, to the Depository as provided in the Representation Letter. In connection with any notice or other communication to be provided to bondholders pursuant to the Resolution by the District or the Registrar with respect to any consent or other action to be taken by bondholders, the District or the Registrar, as the case may be, shall establish a record date for such consent or other action and give the Depository notice of such record date not less than 15 calendar days in advance of such record date to the extent possible.

13. This Agreement shall terminate when the Bonds have been paid in full. The Registrar shall have no duties with respect to the investment of monies paid to it under this Agreement and the Resolution except as may be otherwise agreed upon between the Registrar and the District. Any deposit of such monies shall be either fully insured by insurance of the Federal Deposit Insurance Corporation or fully secured in the manner required by law for deposit of funds of the District. Any such deposit may be in an account maintained with the Registrar.

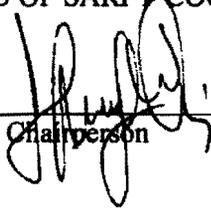
14. If any one or more of the covenants or agreements to be performed by either of the parties of this Agreement shall be determined by a court of competent jurisdiction to be unenforceable, such covenant or agreement shall be deemed and construed to be severable from the remaining covenants and agreements contained herein and shall in no way affect the validity of the remaining provisions of this Agreement.

15. This Agreement may be executed in several counterparts, all or any of which shall be regarded for all purposes as one original and shall constitute and be but one and the same instrument.

16. This Agreement shall be governed by and construed in accordance with the laws of the State of Nebraska.

17. IN WITNESS WHEREOF, the parties hereto have each caused this Paying Agent and Registrar's Agreement to be executed by their duly authorized officers and attested as of the date first above written.

SANITARY AND IMPROVEMENT DISTRICT
NO. 133 OF SARPY COUNTY, NEBRASKA



Chairperson

ATTEST:



Clerk

BANKERS TRUST
DES MOINES, IOWA

By: _____

Title: _____

RESOLUTION

BE IT RESOLVED by the Chairperson and Board of Trustees of Sanitary and Improvement District No.

133 of Sarpy County, in the State of Nebraska as follows:

1. The following General Obligation Bonds issued by Sanitary and Improvement District No. 133 of Sarpy County, in the State of Nebraska, are hereby called for redemption on **April 1, 2013**, at par plus accrued interest to the date fixed for redemption. After said date of call, the bonds shall no longer bear interest.

- (a) General Obligation Refunding Bonds, Series 2008, dated April 1, 2008, issued in the original principal amount of Eight Hundred Ninety-five Thousand Dollars (\$895,000), numbered as shown on the records of Bankers Trust, located in Des Moines, Iowa, in the principal amount of Eight Hundred Fifty-five Thousand Dollars (\$855,000), maturing as follows, become optional on April 1, 2013, at par and accrued interest and have been called for redemption on April 1, 2013:

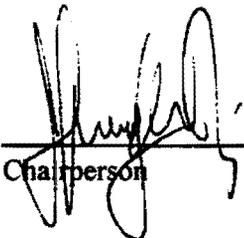
SERIES 2008 BONDS

<u>Principal Amount</u>	<u>Maturity April 1,</u>	<u>Interest Rate</u>
\$ 35,000	2013	3.75%
45,000	2014	3.85%
55,000	2015	3.95%
65,000	2016	4.05%
85,000	2017	4.15%
95,000	2018	4.25%
105,000	2019	4.35%
115,000	2020	4.45%
125,000	2021	4.55%
130,000	2022	4.65%

2. A copy of this Resolution shall be filed with Bankers Trust, located in Des Moines, Iowa, as Paying Agent and Registrar, who shall cause notice to be sent to holders of Bonds called for redemption in the manner and time as provided in the Resolution authorizing the Series 2008 Bonds all of said filings being made at least 30 days prior to the date fixed for redemption.

Passed this 12th day of February, 2013.


Clerk


Chairperson



Account Number	Due Date	Total Amount Due
0324100030	Feb 18, 2013	\$6,198.69

Customer Name: SID 133 SARPY
Statement Date: January 29, 2013

For bill inquiries call the Omaha Office
(402) 536-4131. See back for toll-free number.

Service Address	Rate	Billing Period		Usage		
		From	To	Kilowatt-hours used	Billing Demand/kW	Current Amount
13529 LILLIAN ST OMAHA NE	Street Light Method 61	N/A	N/A			\$1,510.60
7904 S 132 ST, SIREN OMAHA NE	General Service Non-Demand	N/A	N/A			\$17.35

Total Charges \$1,527.95 x3
 Previous Balance 4,670.74
 Total Amount Due \$6,198.69
 Late Payment Charge of \$61.11 applies after due date. 4583.85

\$10,782.54

Please return this portion with payment

Join OPPD for the 2013 Heartland Walk for Warmth and Run for Fun on Feb. 23 to raise funds for local energy assistance programs. Visit heartlandwalkforwarmth.com to learn more.

Statement Date: January 29, 2013

Account Number	Due Date	Total Amount Due
0324100030	Feb 18, 2013	\$6,198.69

Late Payment Charge of \$61.11 applies after due date.

Amount Paid

Energy Assistance: Monthly \$1 \$2 \$5 Other \$ _____

One-Time Contribution \$ _____

A current phone number on our record simplifies outage reporting. Your service address is identified by the phone number: (402) 895-9328

Check Here to indicate name, address or phone changes on back of this statement



SID 133 SARPY
% JOHN FULLENKAMP
11440 W CENTER RD
OMAHA NE 68144-4421

PO BOX 3995
OMAHA NE 68103-0995





Account Number	Due Date	Total Amount Due
0324100030	Feb 18, 2013	\$6,198.69

Customer Name: SID 133 SARPY
Statement Date: January 29, 2013

Billing Information for service address: 13529 LILLIAN ST OMAHA NE

Billing Period From 12-28-2012 To 01-29-2013 @32 Days

Rate	Summary Usage		
	Current Amount	Fuel and Purchased Power Adjustment	Subtotal Amount per Rate
SL61	\$1,419.65	\$1.30	\$1,510.60

Rate	Summary Usage		
	Current Amount	Fuel and Purchased Power Adjustment	Subtotal Amount per Rate

Sales Tax	7.53
Total Charges	\$1,510.60



Account Number	Due Date	Total Amount Due
0324100030	Feb 18, 2013	\$6,198.69

Customer Name: SID 133 SARPY
Statement Date: January 29, 2013

Billing Information for service address: 7904 S 132 ST, SIREN OMAHA NE

Rate	Billing Period		Meter Number	Meter Reading				Usage
	From	To		Previous	Present	Difference	Multiplier	

Basic Service	12.94
kWh Usage	0.09
Fuel And Purchased Power Adjustment	0.00
Minimum Charge	3.42
Sales Tax	0.90
Total Charges	\$17.35

LENGEMANN & ASSOCIATES, P.C.

Certified Public Accountants

1410 Gold Coast Road, Suite 600

Papillion, Nebraska 68046

Phone: (402) 592-1236

Fax: (402) 592-1424

E-Mail: thefirm@lengemanncpa.com

January 21, 2013

Ms. Karen Kula
Sarpy County SID 133
Fullenkamp, Doyle & Jobeun
11440 West Center Road
Omaha, NE 68144-4482

For professional services rendered in connection with processing
year end reports for the year ended 2012

Balance Due

\$230.00



Thompson, Dreesen & Dorner, Inc.
 Consulting Engineers & Land Surveyors
 10836 Old Mill Road
 Omaha, NE 68154
 Office: 402.330.8860 Fax: 402-330-5866
 www.td2co.com

INVOICE

SID #133 (SOUTHRIDGE)
 MR. JOHN FULLENKAMP
 FULLENKAMP DOYLE & JOBEUN
 11440 WEST CENTER ROAD
 OMAHA, NE 68144

Invoice number 97417
 Date 12/19/2012

Project 1540-900 SID #133 (SOUTHRIDGE) ONE
 CALL MEMBER AGREEMENT

Professional Services from November 1, 2012 through November 30, 2012

7 - One Call Response for November, 2012

Description	Current Billed
One Call Services	175.00
Total	175.00

Invoice total 175.00

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
96126	09/10/2012	225.00				225.00	
96517	10/11/2012	400.00			400.00		
96753	11/06/2012	150.00		150.00			
97417	12/19/2012	175.00	175.00				
	Total	950.00	175.00	150.00	400.00	225.00	0.00

Terms Net 30 Days. A Finance Charge of 1 1/2% Per Month (18% per Annum) Will Be Charged on Past Due Accounts. Also Liable for all Legal and Collection Fees.



Thompson, Dreessen & Dorner, Inc.
 Consulting Engineers & Land Surveyors
 10836 Old Mill Road
 Omaha, NE 68154
 Office: 402.330.8860 Fax: 402-330-5866
 www.td2co.com

INVOICE

SID #133 (SOUTHRIDGE)
 MR. JOHN FULLENKAMP
 FULLENKAMP DOYLE & JOBEUN
 11440 WEST CENTER ROAD
 OMAHA, NE 68144

Invoice number 97679
 Date 01/11/2013

Project 1540-101 SID #133 (SOUTHRIDGE)
 MISCELLANEOUS SERVICES, 2007-
 CURRENT

Professional Services from December 3, 2012 through December 30, 2012

Description	Current Billed
Engineering Services - Attend Board Meeting	109.80
Total	109.80

Invoice total 109.80

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
97679	01/11/2013	109.80	109.80				
	Total	109.80	109.80	0.00	0.00	0.00	0.00

Terms Net 30 Days. A Finance Charge of 1 1/2% Per Month (18% per Annum) Will Be Charged on Past Due Accounts. Also Liable for all Legal and Collection Fees.



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INVOICE

SID #133 (SOUTHRIDGE)
 MR. JOHN FULLENKAMP
 FULLENKAMP DOYLE & JOBEUN
 11440 WEST CENTER ROAD
 OMAHA, NE 68144

Invoice number 97680
 Date 01/11/2013

Project 1540-900 SID #133 (SOUTHRIDGE) ONE
 CALL MEMBER AGREEMENT

Professional Services from December 1, 2012 through December 31, 2012

1 - One Call Response for December, 2012

Description	Current Billed
One Call Services	25.00
Total	25.00

Invoice total 25.00

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
97417	12/19/2012	175.00	175.00				
97680	01/11/2013	25.00	25.00				
	Total	200.00	200.00	0.00	0.00	0.00	0.00

Terms Net 30 Days. A Finance Charge of 1 1/2% Per Month (18% per Annum) Will Be Charged on Past Due Accounts. Also Liable for all Legal and Collection Fees.



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 Omaha, NE 68154
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INVOICE

SID #133 (SOUTHRIDGE)
 MR. JOHN FULLENKAMP
 FULLENKAMP DOYLE & JOBEUN
 11440 WEST CENTER ROAD
 OMAHA, NE 68144

Invoice number 97889
 Date 02/04/2013

Project 1540-101 SID #133 (SOUTHRIDGE)
 MISCELLANEOUS SERVICES, 2007-
 CURRENT

Professional Services from December 31, 2012 through January 27, 2013

Description	Current Billed
Engineering Services - Park Snow Removal Payment Recommendation	70.90
Total	70.90

Invoice total 70.90

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
97679	01/11/2013	109.80	109.80				
97889	02/04/2013	70.90	70.90				
	Total	180.70	180.70	0.00	0.00	0.00	0.00

Terms Net 30 Days. A Finance Charge of 1 1/2% Per Month (18% per Annum) Will Be Charged on Past Due Accounts. Also Liable for all Legal and Collection Fees.



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 Consulting Engineers & Land Surveyors
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 Omaha, NE 68154
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 www.td2co.com

INVOICE

SID #133 (SOUTHRIDGE)
 MR. JOHN FULLENKAMP
 FULLENKAMP DOYLE & JOBEUN
 11440 WEST CENTER ROAD
 OMAHA, NE 68144

Invoice number 97890
 Date 02/04/2013

Project 1540-900 SID #133 (SOUTHRIDGE) ONE
 CALL MEMBER AGREEMENT

Professional Services from January 1, 2013 through January 31, 2013

6 - One Call Responses for January, 2013

Description	Current Billed
One Call Services	150.00
Total	150.00

Invoice total 150.00

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
97417	12/19/2012	175.00		175.00			
97680	01/11/2013	25.00	25.00				
97890	02/04/2013	150.00	150.00				
	Total	350.00	175.00	175.00	0.00	0.00	0.00

Terms Net 30 Days. A Finance Charge of 1 1/2% Per Month (18% per Annum) Will Be Charged on Past Due Accounts. Also Liable for all Legal and Collection Fees.

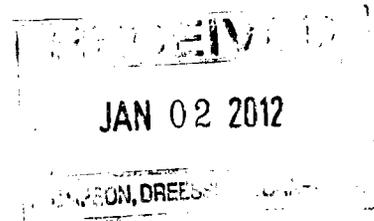
GEIS INC.

6721 CLEAR CREEK CIRCLE
PAPILLION, NE 68133
PH # 402-740-4440

Invoice

Date	Invoice #
12/29/12	12293

BILL TO:
SOUTHRIDGE SID #133 THOMPSON, DREESEN, DORNER 10836 OLD MILL RD. OMAHA, NE 68154



PROJECT
SOUTHRIDGE SID # 133

Item	Job Description	Qty	Rate	Amount
4X4 SNOWPLOW ICE MELT	REMOVED SNOW AND ICE OFF OF THE SIDEWALK BETWEEN 136TH AND 137TH AVE. ON CHANDLER STREET COMMON TO THE SOUTHRIDGE PARK AND PUT ICE MELT DOWN //// 12-20-12			
	1 SNOW REMOVAL	1	50.00	50.00
	1 ICE MELT APPLICATIONS	1	35.00	35.00

THANK YOU FOR YOUR BUSINESS SIGNED TIM GEIS	Total	\$85.00
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AGENDA

Sanitary and Improvement District No. 133 of Sarpy County, Nebraska; Meeting to be held February 12, 2013.

1. Present Refunding Bond Resolution; vote on and approve same.
2. Present Paying Agent and Registrar Agreement; vote on and approve same.
3. Present Resolution for calling payment for the General Obligation Bond Series 2008 dated April 1, 2008 the remaining principal amount of \$855,000; vote on and approve same.
4. Present statements, vote on and approve payment from the General Fund Account of the District for the following:

a) Omaha Public Power District for street lights (#0324100030).	\$10,782.54
b) Lengemann & Associates P.C., for accounting.	230.00
c) Larry Duckworth for clerk fees for January and February (net).	184.70
d) Fullenkamp, Doyle and Jobeun Trust Account for IRS withholdings.	30.60
e) Thompson Dreesen & Dorner for engineering services(#97417, 97679, 97680, 97889, 97890).	529.70
f) Geis, Inc., for snow and ice removal (#12293).	85.00