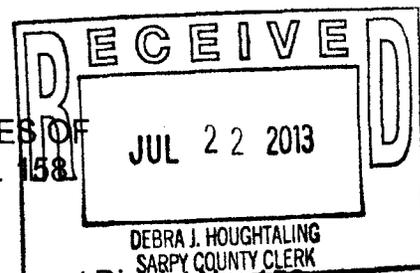


MINUTES OF MEETING OF BOARD OF TRUSTEES OF
SANITARY AND IMPROVEMENT DISTRICT NO. 158
OF SARPY COUNTY, NEBRASKA



The meeting of the Board of Trustees of Sanitary and Improvement District No. 158 of Sarpy County, Nebraska was convened in public and open session at 4:00 p.m. on July 11, 2013 at 9915 South 148th Street, Omaha, Nebraska. Present were the following Trustees: Larry Hammer, Patrick S. Lichter, Paul R. Stoupa, and Allen Marsh. Absent was the following Trustee: Dale Marples. Present by invitation were Kristi Weispenning, assistant to Ronald W. Hunter, former attorney for the District; Patrick Sullivan, an attorney; Jennifer Fett, Mr. Sullivan's assistant; and Robert Peterson and Jim Lang, both attorneys. Also present were Steve and Jenny Bigalo, taxpayers living in the District. Notice was given in advance thereof by publication in the Papillion Times on July 10, 2013, a copy of the Proof of Publication being attached to these Minutes. Notice of the meeting was given to all members of the Board of Trustees, a copy of their Acknowledgment of Receipt of Notice being attached to these minutes. Availability of the Agenda was communicated in the published Notice and in the Notice to the Trustees of the meeting. All proceedings of the Board were taken while the convened meeting was held open to the attendance of the public.

The Attorney for the District certifies that these Minutes were written and available for public inspection within ten (10) working days and prior to the next convened meeting of the Board of Trustees.

The Chairman called the meeting to order and called the roll.

The Chairman publicly stated to all in attendance that a current copy of the Nebraska Open Meetings Act was available for review and indicated the location of such copy in the room where the meeting was being held.

The Chairman stated the first order of business was to interview two attorneys for the position of general legal counsel for the District. The Chairman stated the first attorney scheduled to be interviewed was Patrick Sullivan. The Chairman stated that first the attorney would be allowed to provide a description of their qualifications and rates. Then the Trustees would have the opportunity to ask any questions which they deemed necessary in order to make a decision between candidates. At this point in the meeting, Mr. Sullivan and his assistant, Jennifer Fett, was asked to attend the meeting.

Mr. Sullivan stated that he current represents ten SIDs, the City of Bellevue, and various other clients. Mr. Sullivan stated he has experience in various types of real estate law, estate, corporate, criminal, family, litigation, government, personal injury and mediation. Mr. Sullivan stated he had reviewed approximately six months worth of minutes from SID 158 meetings and estimated his fee would be \$24,000 annually plus any costs incurred by the firm such as election fees. He stated after approximately six months, the fees would be reviewed and adjusted up or down according. He also indicated that a 5%

fee would be charged for any construction projects which require a Resolution of Necessity and Notice to Contractors. Mr. Sullivan stated that a fee equal to one-half of one percent of the amount of bonds issued would be charged if the District has a bond issue. Finally, if litigation is necessary, an hourly rate of \$275.00 per hour would be charged. After asking various questions for clarification, Mr. Sullivan and Ms. Fett left the meeting.

The Trustees then requested Mr. Peterson and Mr. Lang to attend the meeting.

Mr. Peterson stated together both attorneys have 35 years experience in working with SIDs. He also stated that they currently have 22 Districts. He stated that there would be an hourly charge of \$225.00 per hour. He also indicated there would be a 5% fee for any new construction projects. After asking various questions for clarification, Mr. Peterson and Mr. Lang left the meeting.

The Trustees had a lengthy discussion regarding pros and cons, if any, of both law firms. After a full and complete discussion, the following Resolutions were proposed by Trustee Stoupa and seconded by Trustee Hammer, to-wit:

RESOLVED, that the Board of Trustees of SID 158 hereby select Patrick Sullivan to serve as general legal counsel for SID 158.

RESOLVED FURTHER, Ms. Weispfenning shall write letters to Patrick Sullivan, Peterson and Lang, and Pansing Hogan regarding their choice of new legal counsel.

On the foregoing Resolutions the following Trustees voted "aye": Trustees Hammer, Lichter, Stoupa, and Marsh. Voting "nay" thereon were the following: None. The Chairman then declared that said Resolutions were duly carried and adopted.

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

ALLEN J. MARSH, Chairman

PATRICK S. LICHTER, Clerk

PAUL R. STOUPA, Trustee

ABSENT
DALE MARPLES, Trustee

LARRY HAMMER, Trustee

ACKNOWLEDGMENT OF RECEIPT
OF
NOTICE OF MEETING

THE UNDERSIGNED Trustees of Sanitary and Improvement District No. 158 of Sarpy County, Nebraska, hereby acknowledge receipt of advance notice of a meeting of the Board of Trustees of said District, and the Agenda for such meeting held at 4:00 p.m. on July 11, 2013 at 9915 South 148th Street, Omaha, Nebraska.

DATED this 11th day of July, 2013.

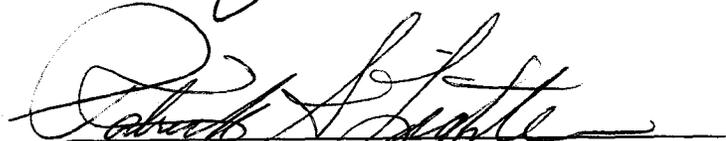


ALLEN J. MARSH, Chairman

DALE MARPLES, Trustee



LARRY HAMMER, Trustee



PATRICK S. LICHTER, Clerk



PAUL R. STOUPA, Trustee

CERTIFICATE

The undersigned hereby certify that they are the Chairman and Clerk of Sanitary and Improvement District Number 158 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 given 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.

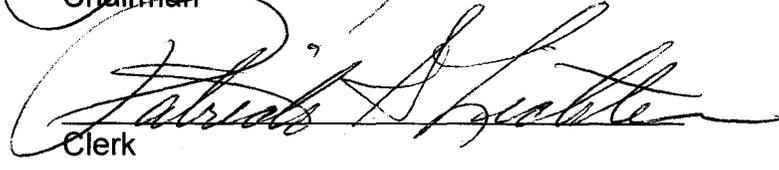
5. The minutes of the Meeting were in written form and available for public inspection within ten (10) working days after the Meeting or prior to the next convened meeting, whichever occurred earlier, at the office of the District; within thirty (30) days after the date of the Meeting, a copy of the 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 11th day of July, 2013.


Chairman


Clerk

AGENDA

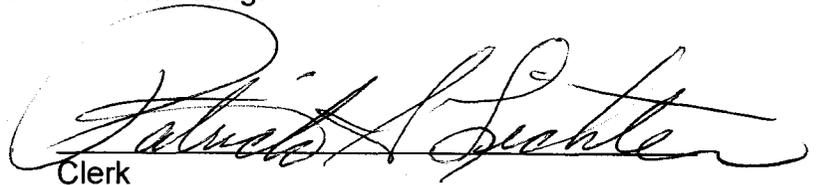
Meeting of the Board of Trustees of Sanitary and Improvement District No. 158 of Sarpy County, Nebraska:

Allen J. Marsh, Chairman
Patrick S. Lichter, Clerk
Larry Hammer, Trustee
Dale Marples, Trustee
Paul Stoupa, Trustee

Held at 4:00 p.m. on July 11, 2013 at 9915 South 148th Street, Omaha, Nebraska.

1. Call meeting to order and roll call.
2. The Chairman to state to all in attendance that a current copy of the Nebraska Open Meetings Act is available for review and indicate the location of such copy in the room where the meeting is being held.
3. Interview two attorneys for position of general counsel for the District.
4. Adjourned.

THE UNDERSIGNED, hereby certifies that the foregoing Agenda was prepared and available for public inspection at the address shown on the published notice of meeting at least 24 hours prior to the commencement of said meeting, and that no items were added to the Agenda after the commencement of the meeting.


Clerk



ADAMS & SULLIVAN, P.C., L.L.O.
ATTORNEYS AT LAW

PATRICK J. SULLIVAN*
TIMOTHY J. BUCKLEY
BENJAMIN E. MAXELL
AIMEE C. BATAILLON

1246 GOLDEN GATE DRIVE, STE. 1
PAPILLION, NEBRASKA 68046-2843
TELEPHONE: (402) 339-9550
FAX: (402) 339-0401

RANAE B. UPTON
(OF COUNSEL)
DIXON G. ADAMS
(1924 - 2009)

*ALSO LICENSED IN IOWA

June 20, 2013

Sanitary & Improvement District No. 158
Sarpy County
c/o Ronald W. Hunter
rwhre@hunterlaw.omhcoxmail

RE: Legal Services – Request for Information

Dear Board of Trustees and Mr. Hunter:

This letter is in response to your request for information dated June 19, 2013, with respect to the provision of legal services for SID #158. Our firm is honored that we were invited to participate, and we look forward to the process. We believe that our firm has unique capabilities to perform quickly and efficiently to meet the needs of our clients without the often occurring runaway legal fees. In accordance with your format, we have the following responses:

General Criterion

- 1. Demonstrated, successful experience with public contracts, particularly contracts for services or performance contracts with SIDs or government entities.*

Our firm has represented various SIDs for nearly 20 years, both residential and commercial, ranging in size from 12 properties to almost 1000 properties. One of the District's also has its own water system. While the types of legal services provided to our Districts has been vast and varied, a substantial part of the work has been with the development and general maintenance of the Districts, bond issues, mergers, contracts for services, performance contracts and real estate transactions. Services provided in this area include not only the additional requirements associated with a governmental entity, but also the substantive negotiation of the contract terms. Representing both governmental agencies and private industry that contract with governmental agencies has provided a unique advantage that our firm offers. We understand the motivation and circumstances on both sides of the table.

- 2. Demonstrated, successful experience with a government body, particularly a decision making or governing entity. This includes experience with open meetings law and other public body requirements.*

The firm represents many governmental agencies and understands the nuances that are imposed on them. Importantly, when it comes to advising a governmental body charged with decision-making, sound legal advice is needed to allow the body to make a decision, not to influence the decision.

With respect to the Open Meetings Act, I have reviewed it more than 100 times over, and have spent countless hours studying and interpreting it for government clients. Our practice has required anywhere from quick interpretation to full memoranda on aspects of the Act. Meeting the public body requirements that are imposed by law is second nature to us.

- 3. Demonstrated, successful experience providing legal services in a political environment that does not always occur in work with government entities mentioned above.*

It is important as legal counsel when representing a governmental entity, that political influences and considerations should be considered. That is not easy if you do not understand the multiple political pressures they may influence or affect decisions that are made. It is critical that each interest and position is respected and that we work together to achieve the most beneficial resolutions for all. Interestingly, early in my career, a large dispute developed between the Bellevue Public Schools, Lincoln Public Schools, Papillion/LaVista Public Schools and Omaha Public Schools regarding distribution of state and federal aid. Instead of the situation being a win-lose outcome, we worked together to create a win-win situation. Resolving the problem required both state and federal legislation. I drafted the federal legislation and Jim Gessford drafted the state legislation. We were able to get both passed and all the schools benefitted. It taught me a lesson that working together and mutual respect can sometimes accomplish a great deal more than litigation.

- 4. Interest, understanding, and support for the mission of the SID.*

The firm has had, and continues to have, high interest in and understanding of SIDs and the functions that they are set up to achieve. Our firm has represented several districts from formation of a district which has allowed us to be instrumental in every step and aspect of the District.

- 5. Understanding of the fiscal responsibilities of a public body.*

Public bodies are created and charged with a multitude of fiscal responsibilities that are at times a daunting task to fulfill, particularly in weak economic times. As legal advisors to each of the public bodies, we are cognizant of the need to be extremely careful of how funds are spent and are constantly looking for efficiencies. Equally important is to be upfront on how funds are spent

to maintain integrity with taxpayers. Representing multiple public bodies for several years has provided our firm the understanding of the responsibilities that are expected of them and the financial hurdles that may derail their efforts.

Specific Criterion

1. Assignment of a designated lead counsel and accountability for performance.

Lead counsel for the SID will be Patrick J. Sullivan, principal of the firm. Mr. Sullivan is lead counsel for all public bodies represented by the firm. In addition, Other attorneys with our firm may, as they do for the other public bodies we represent, participate and support in the provision of legal services if specific matters arise. Our firm collaborates daily together and the accountability for performance is monitored and reviewed regularly by Mr. Sullivan.

2. Depth of staff and relevant experience.

Our firm consists of four attorneys and three staff personnel. The attorney previously mentioned would be the attorney that would handle the account. A brief summary of his areas of practice are as follows:

Mr. Sullivan has been practicing law for nearly 20 years and represents, as lead counsel, Bellevue Public Schools, City of Bellevue, Bellevue Community Foundation, Midlands Community Foundation, Sarpy County Agricultural Society Inc., Heartland Foundation, multiple Sanitary Improvement Districts, Sarpy County Head Start and multiple business and personal clients. His areas of practice are in public bodies, real estate (both development and transactional), business, estate planning, contracts, and business litigation.

Jennifer L. Fett has been a legal assistant with Adams & Sullivan, P.C., L.L.O. for 15 years and has worked with both Mr. Sullivan and his predecessor Dixon G. Adams with regard to the representation of SIDs by the firm. She works closely with the Boards of Trustees for the Districts and acts as the liaison with the engineers, accountants and other contractors to ensure that matters of the SIDs are addressed in a timely matter.

3. Availability for evening meetings.

The firm will make itself available for afternoon or evening meetings with the exception of the first, second and fourth Mondays of the month. Generally speaking, if conflicts arise, one of the attorneys can make themselves available to meet.

4. Guarantees of responsiveness within certain timeframes and situations.

This is an area in which our firm takes great pride. Issues that need to be addressed are done in a timely fashion and priorities are met. We are also always available by mobile phone regardless of day or time. Reasonable deadlines will be met unless extenuating circumstances exist. There is no method by which this can be measured other than by asking our existing clients. I have been

asked many times why it is that I have so many clients and I tell them because I always take their calls and I timely respond to their needs.

5. A credible and responsible member of the Omaha metropolitan community.

All of the attorneys in the firm are strong, responsible leaders in the Omaha metropolitan community. The firm and our attorneys sponsor and participate in multiple community efforts and fundraisers. The credibility and responsibility we have in our community cannot be measured by what we tell you but only by what others say. With that being said, the fact that we represent multiple public bodies speaks volumes.

6. A reasonable schedule of billing rates.

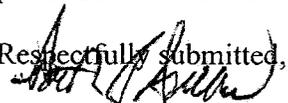
Our firm rates for SIDs that we represent as typically based upon the size, complexity and time required to be devoted to the representation of the District. These are periodically reviewed and modified accordingly, only with the approval of the Board. Based on the information I have on this District, I would anticipate a yearly fee of approximately \$24,000 plus any costs incurred by the firm, i.e. election costs etc. The actual fees are likely to be adjusted either up or down after a more in-depth review with the board as to the level of services needed.

Additionally, an amount equal to five (5%) percent of the total expenditures of the District exclusive of fees paid to the District's fiscal agent, engineer or other salaried persons for services (soft costs) in connection with the commencement, planning, construction and completion of and levy of special assessments for the public improvements to be installed within the District, if any.

In the event the District should issue Bonds, negotiations with the fiscal agent, securing a bond hearing date and all filing requirements and court appearances, would result in a fee equal to one-half of one percent of the amount of the bonds issued by the District and for refunding bond issues, a fee equal to one-quarter of one percent of the amount of the bonds issued by the District.

Lastly, in the event the District would be engaged in any litigation matter, an hourly rate for time spent on the litigation matter or other non-routine matters ("special projects") would be billed separately at an hourly rate of \$275.00/hour. Prior to billing hourly on any special projects or litigation, the firm will confirm with the Board of Trustees that the matter shall, in fact, be billed on an hourly rate and not included as part of the general retainer. With regard to a litigation matters, the hourly rate will begin when litigation appears to be imminent.

Our firm is very interested in representing SID #158. For additional information on our firm, please feel free to our website at www.adamsandsullivan.com.

Respectfully submitted,

Patrick J. Sullivan

LAUGHLIN, PETERSON & LANG

ATTORNEYS AT LAW
11718 NICHOLAS STREET, SUITE 101
OMAHA, NEBRASKA 68154
(402) 330-1900
FAX (402) 330-0936

June 20, 2013

Ronald W. Hunter
rwhre@hunterlaw.omhcoxmail

Re: Legal Services
Laughlin, Peterson & Lang response

Dear Mr. Hunter:

Our firm received a request for a proposal to provide legal services to SID 158 of Sarpy County ("Tiburon"). I am responding by sending our qualifications and interest in representing the legal needs of SID 158.

Jim Lang and I both handle SIDs and have each been involved with sanitary and improvement districts for in excess of 35 years. That includes work with the district from the ground up. By that mean I mean we have worked with developers in acquiring the property, with fiscal agents to obtain commitments, with the municipalities for approval of the rezoning and replatting of the property, with the courts to form the districts, and with the district boards for bid letting for the public improvements (streets, water, power, sewer, and parks). We are also experienced in the necessary court proceedings to form the districts and to approve the bond issues. We have been involved as legal counsel on a number of districts that have been annexed by municipalities, several of which have been opposed by the sitting SID boards. We have also been asked by districts for which we were not attorneys to handle special issues where conflicts were a concern, or issues where there were technical questions and our expertise was requested.

As legal counsel for districts, we work with the accountants to prepare the budgets and required audits. We work with the fiscal agents for input on budget matters, the timing of bond issues, bond refundings, and the timing and financial ability of the districts to complete capital improvements such as parks or other deferred capital improvements. We also work with the district engineers on bid projects, maintenance and contractor competency.

As legal counsel, we attend the meetings, including afternoons, evenings and weekend meetings, taking notes of the meetings, preparation of the minutes, warrants and necessary affidavits, and correspondence as a result of the meetings. Both Mr. Lang and I have assistants who are competent and knowledgeable in the SID work and who schedule the meetings, are aware of the required timing for notices, budgets and filings for year-end statements.

Because we do extensive SID work, we have the ability to cover for the other if there are conflicts and because we are knowledgeable of all phases of the SID practice, we are capable of answering legal questions that relate to all issues with sanitary and improvement districts.

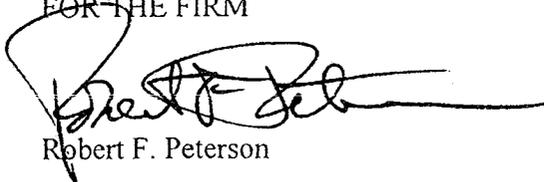
We provide services for districts which have all capital improvements completed on an hourly basis at the rate of \$225.00 per hour for legal work plus secretarial time. If there are capital improvements for construction or reconstruction, we typically charge 5% of the cost of the reconstruction, but do not charge hourly for the services related to that. Both Mr. Lang and I are AV rated lawyers which is the highest rating possible.

In addition to handling all phases of sanitary and improvement district work, we also have extensive experience in the courts doing trial work so district issues that may wind up in litigation do not require that we refer that to outside trial counsel. Historically, most sanitary and improvement districts have homeowners associations that utilize the same legal counsel and we have successfully litigated a number of covenant issues associated with the homeowners associations. Currently we represent 20 active sanitary and improvement districts in Douglas and Sarpy counties. Many of our districts have been annexed within Douglas and Sarpy counties and we have provided counsel to the districts for pre annexation improvements and budgeting.

Either I or Mr. Lang would be available for an in person meeting if requested.

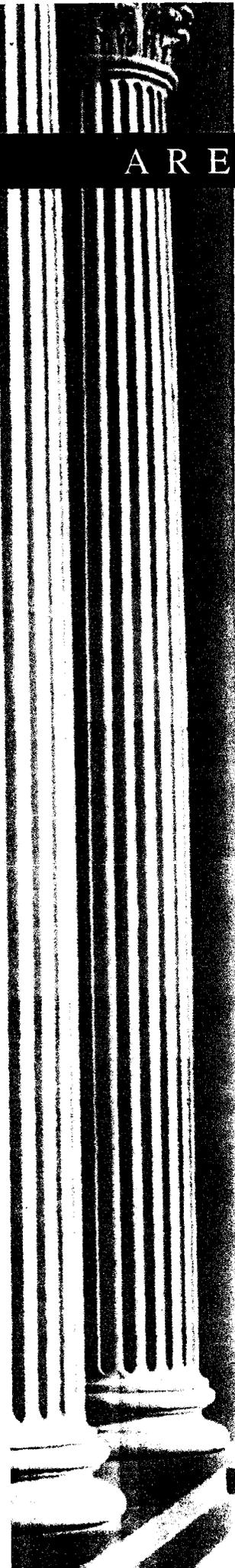
Very truly yours,

FOR THE FIRM

A handwritten signature in black ink, appearing to read "Robert F. Peterson", written over a horizontal line.

Robert F. Peterson

RFP:br



AREAS OF PRACTICE

REAL ESTATE:

- Purchasing/Selling
- Landlord/Tenant
- Foreclosure
- Development
- Condemnation
- SIDs
- Zoning Issues

ESTATE:

- Estate Planning
- Trust Preparation/Administration
- Probate
- Guardianships/Conservatorships
- Wills

CORPORATE:

- Formation of Corporations/Limited Liability Companies
- Purchasing/Selling of On-Going Businesses
- General Representation and Ongoing Corporate Issues
- General Litigation

CRIMINAL:

- DUI
- Criminal Defense
- Traffic Matters
- Misdemeanor/Felony Matters
- State & Federal

FAMILY:

- Divorce
- Modification
- Guardianships/Conservatorships
- Paternity

LITIGATION:

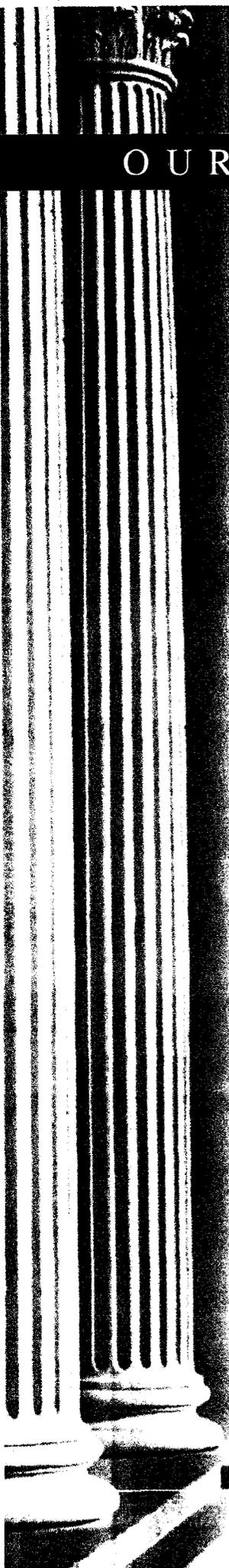
- All Areas of Practice

GOVERNMENT:

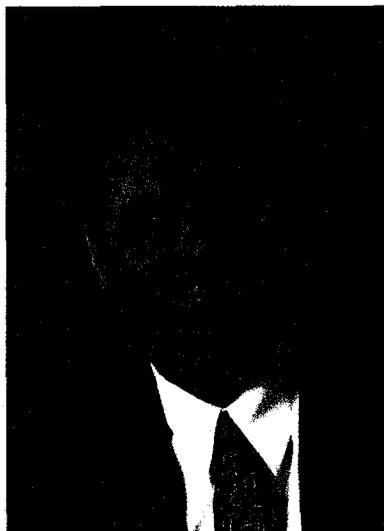
- Political Subdivisions
- Regulatory Boards
- Municipalities

PERSONAL INJURY

MEDIATION



OUR TEAM



TIMOTHY J. BUCKLEY

ADAMS & SULLIVAN, PC
1246 Golden Gate Drive, Suite #1
Papillion, Nebraska 68046

402.339.9551
Fax: 402.339.0401
Email: buckley@adamsandsullivan.com

Timothy J. Buckley graduated from Creighton University School of Law in 1996. Prior to graduation, he worked as an intern for the Honorable Theodore L. Carlson, District Court Judge in Douglas County, Nebraska. Mr. Buckley also worked as Law Clerk to the Honorable C. Thomas White, Chief Justice of the Nebraska Supreme Court. He also served as a Deputy Douglas County Attorney in the office's Civil Division where he advised elected officials and department heads on numerous legal issues and represented the county in litigation involving various municipal law matters. Mr. Buckley's areas of practice focus on municipal law, estate planning, probate and trust administration.

OUR TEAM



PATRICK J. SULLIVAN

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Papillion, Nebraska 68046

402.339.9551
Fax: 402.339.0401
Email: sullivan@adamsandsullivan.com

Patrick J. Sullivan graduated from the Nebraska School of Law in Lincoln, Nebraska and was admitted to practice law in the State of Nebraska in 1994. Mr. Sullivan's practice focuses on real estate transactions, both residential and commercial ranging from buying/selling, new development, condemnations and representation of sanitary and improvement districts. His practice also includes business law, including formation of corporation/limited liability companies, buying/selling of ongoing businesses and general business issues. Mr. Sullivan also practices extensively in estate matters including probate, trust formation and administration. Mr. Sullivan has also represented a local school district for the past 12 years in all general and litigation matters that have arose in the district.

OUR TEAM



BENJAMIN E. MAXELL

ADAMS & SULLIVAN, PC
1246 Golden Gate Drive, Suite #1
Papillion, Nebraska 68046

402.339.9550
Fax: 402.339.0401
Email: maxell@adamsandsullivan.com

Benjamin E. Maxell graduated from Creighton University School of Law, cum laude, in 2003. While at Creighton, Mr. Maxell was a recipient of the Dean's Academic Merit Scholarship, the Winthrop and Francis Lane Foundation Academic Scholarship, the Cali Excellence for the Future Awards in Legal Interviewing, Negotiating and Counseling and Trial Practice, and was named a finalist for the Top Moot Court Brief competition. Mr. Maxell is licensed to practice law in the State of Nebraska, and is a member of the Legal Writing Institute, the Nebraska State Bar Association, the Omaha Bar Association, the American Bar Association and the Association of Trial Lawyers of America.

Mr. Maxell has prior legal experience with other area law firms, and specializes in all areas of civil litigation, including insurance defense, workers' compensation, employment law, administrative law and family law. Mr. Maxell also handles the firm's criminal defense matters. Mr. Maxell's experience includes work at multiple trial court and appellate levels, including matters before the Nebraska Court of Appeals, the Nebraska Supreme Court, the United States Equal Employment Opportunity Commission, the United States Merit Systems Protection Board, and the United States Court of Appeals for the Federal Circuit.

Mr. Maxell also serves as an Adjunct Professor of Law at Creighton University School of Law, where he teaches Legal Writing & Lawyering Skills I and II, and as the President of the Omaha Cardinal Youth Athletic Association, a 501(c)(3) non-profit and charitable youth baseball organization.