

CERTIFICATE

The undersigned hereby certify that they are the Chairperson 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 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.

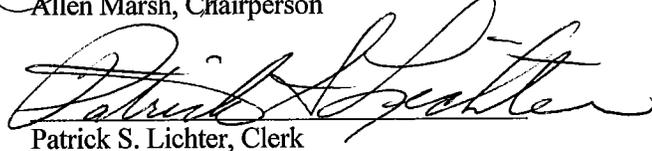
5. The minutes of the Meeting were in written form and available for public inspection within ten (10) working days after the Meeting or prior to the next convened meeting, whichever occurred earlier, at the office of the District; within thirty (30) days after the date of the Meeting, a copy of the 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 31st day of July
2013.

A handwritten signature in cursive script, appearing to read "Allen Marsh", written over a horizontal line.

Allen Marsh, Chairperson

A handwritten signature in cursive script, appearing to read "Patrick S. Lichter", written over a horizontal line.

Patrick S. Lichter, Clerk

SANITARY IMPROVEMENT DISTRICT NO. 158
OF
SARPY COUNTY, NEBRASKA
BOARD OF TRUSTEES MEETING
July 31, 2013

MINUTES

PRESENT: Allen Marsh, Chairperson Patrick J. Sullivan, Attorney
 Patrick S. Lichter, Clerk
 Larry Hammer, Trustee
 Dale Marples, Trustee
 Paul Stoupa, Trustee

ABSENT: None

LOCATION: 9915 South 148th Street, Omaha, NE

TIME: 4:00 p.m.

Notice was given in advance thereof by publication in the Papillion Times, the designated method for giving notice on July 24, 2013 a copy of the Proof of Publication being attached to these minutes. Notice of this meeting was 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 posted 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 Chairperson 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 Board's attention was then directed to agenda item no. 3 and the necessity to notify SID 192 of the District's intent to terminate the Interlocal Agreement dated July 1, 2007 between the Districts. Allen Marsh advised that Board that after the last meeting of the District and discussions with Jerry Gutoski of Field R & D the District has determined in order to ensure the water supply and quality for the residents of SID 158, that the District discontinue providing water to the residents of SID 192 pursuant to said Agreement.

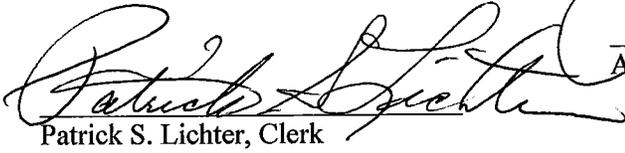
Trustee Patrick S. Lichter introduced the following resolution and moved its adoption:

BE IT RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 158 of Sarpy County, Nebraska, that the Chairperson is hereby authorized and directed to execute and deliver the letter terminating the Interlocal Agreement dated July 1, 2007 between Sanitary and Improvement District No. 158 of Sarpy County, Nebraska and Sanitary and Improvement District No. 192 of Sarpy County, Nebraska effective August 1, 2014 to the Chairperson and Clerk of Sanitary and Improvement District No. 192 of Sarpy County, Nebraska

Motion seconded by Dale Marples. On roll call, the following voted for the passage and adoption of the foregoing Resolution:

AYE: Allen Marsh, Dale Marples, Patrick S. Lichter, Paul Stoupa and Larry Hammer
The following voted NAY: None

Thereupon the Chairperson declared said motion carried and said resolutions passed and adopted.



Patrick S. Lichter, Clerk



Allen Marsh, Chairperson

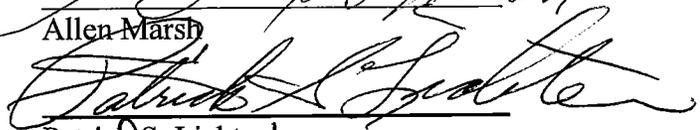
ACKNOWLEDGMENT OF RECEIPT OF NOTICE OF MEETING

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 31, 2013, at 9915 South 148th Street, Omaha, Nebraska.

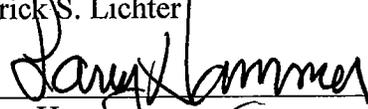
Dated this 31st day of July 2013.



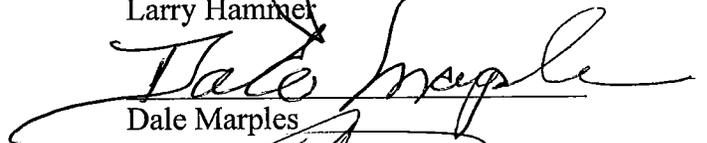
Allen Marsh



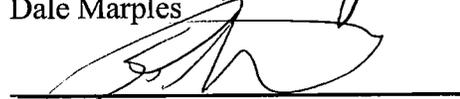
Patrick S. Lichter



Larry Hammer



Dale Marples



Paul Stoupa

ADAMS & SULLIVAN, P.C., L.L.O.
ATTORNEYS AT LAW
1246 GOLDEN GATE DRIVE, SUITE 1
PAPILLION, NE 68046

NOTICE OF MEETING
SANITARY AND IMPROVEMENT DISTRICT NO. 158
OF SARPY COUNTY, NEBRASKA

Notice is hereby given that a meeting for the Board of Trustees of Sanitary and Improvement District No. 158 of Sarpy County, Nebraska, will be held at 4:00 p.m. on July 31, 2013 at 9915 South 148th Street, Omaha, Nebraska, which meeting will be open to the public.

An Agenda for such meeting, kept continuously current, is available for public inspection at 1246 Golden Gate Drive, Suite 1, Papillion, Nebraska.

Patrick S. Lichter
Clerk of the District

AGENDA

Sanitary and Improvement District No. 158
of Sarpy County, Nebraska

July 31, 2013

1. Call Meeting To Order And Roll Call
2. The Chairperson 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. Resolution to approve the termination of the Interlocal Agreement with SID 192 dated July 1, 2007 regarding SID 192 purchasing water from the District and authorize the Chairperson to sign the Notice of Termination
4. Adjournment