

**MINUTES OF THE MEETING OF THE BOARD OF
TRUSTEES OF SANITARY & IMPROVEMENT DISTRICT NO. 164
OF SARPY COUNTY, NEBRASKA**

The meeting of the Board of Trustees of Sanitary & Improvement District No. 164 of Sarpy County, Nebraska, was convened in open and public session at 4:30 p.m. on December 1, 2009 at 11445 South 132nd Street, Omaha, Nebraska. Present were the following Trustees: Schuyler Masters, Terri Masters and Julie L. Masters. Absent was Robert S. Masters, Jr. Also present was Robert F. Peterson, counsel for the District. Notice of the meeting was given in advance thereof by publication in The Papillion Times, Sarpy County, Nebraska, on November 12, 2009, a copy of the Proof of Publication being attached to these minutes. Notice of this meeting was simultaneously given to all members of the Board of Trustees, and a copy of their Acknowledgment of Receipt of 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 called the meeting to order and announced that a current copy of the Nebraska Open Meetings Act was available for review and indicated its location where the meeting was being held.

The first order of business was a review of the election results. Trustees elected and agreeable to serve were: Robert S. Masters, Jr., Julie L. Masters, Schuyler Masters and Terry Lynn Masters..

Counsel next advised that it was necessary for the Board to elect one member as Chairman and one member as Clerk of the Board. Counsel advised that it would then be necessary to obtain bonds on the Chairman and Clerk and that their terms would be for a two year period.

After full discussion and upon motion being duly made and seconded, with all Trustees present voting "aye" and with no Trustees voting "no", the following resolution was adopted:

BE IT RESOLVED, by the Board of Trustees of Sanitary & Improvement District No. 164 of Sarpy County, Nebraska, that Julie L. Masters be and hereby is appointed Chairman of the Board and Schuyler Masters be and hereby is appointed Clerk of the Board. Both Julie L. Masters and Schuyler Maters indicated their willingness to serve.

The Chairman then presented the following items for consideration by the Board:

1. Statement from World Herald Media Group in the amount of \$9.07.

2. Statement from Chastain-Otis, Inc. for Clerk and Chairman bonds in the amount of \$120.00.
3. Statements from Thompson, Dreessen & Dorner, Inc. for miscellaneous services in the total amount of \$511.00.
4. Statement from Dutton & Associates, PC for budget and miscellaneous accounting services in the amount of \$1,100.00.
5. Statement from Laughlin, Peterson & Lang for legal services in the amount of \$836.42.

After full discussion upon motion being duly made and seconded with all Trustees present voting "aye" and with no Trustees voting "no", the following Resolution was adopted:

RESOLVED, that the Board of Trustees of Sanitary and Improvement District No. 164 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby are authorized and directed to execute and deliver the following warrants of the District, dated the date of this meeting, to the following payees and in the following amounts, said Warrants to be drawn on the General Fund of the District and to draw interest at the rate of 7% per annum and to be redeemed no later than December 1, 2012, subject to extension of said maturity date by order of the District Court of Sarpy County, Nebraska, after notice is given as required by law, to-wit:

1. WARRANT NO. 175 payable to World Herald Media Group in the amount of \$9.07.
2. WARRANT NO. 176 payable to Chastain-Otis in the amount of \$120.00.
3. WARRANT NOS 177 payable to Thompson, Dreessen & Dorner in the amount of \$511.00.
4. WARRANT NO. 178 payable to Dutton & Associates, PC in the amount of \$1,100.00.
5. WARRANT NO. 179 payable to Laughlin, Peterson, & Lang in the amount of \$836.42.

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 164 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 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 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. 164 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 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 above Warrants are to be issued.

BE IT FURTHER RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 164 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 Chairperson and Clerk of the District hereby further certify, as of the date of the registration of the above Warrants with the County Treasurer of Sarpy County, Nebraska, as

ACKNOWLEDGMENT OF RECEIPT OF NOTICE OF HEARING

The undersigned Trustees of Sanitary and Improvement District No. 164 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 December 1, 2009 at 4:15 p.m. at 11445 South 132nd Street, Omaha, Nebraska.

Dated this 1st day of December, 2009.



Julie Masters, Chairperson



Schuyler Masters, Clerk



Terri Masters, Trustee

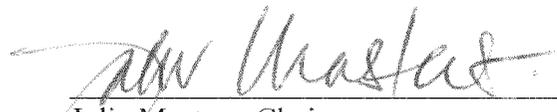


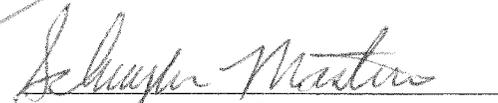
Robert S. Masters, Jr., Trustee

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 lesser 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 expectations 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 Section 1.148-2(b)(2) of the Income Tax Regulations under the Internal Revenue Code of 1986, as amended.

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


Julie Masters, Chairperson


Schuyler Masters, Clerk


Terri Masters, Trustee


Robert S. Masters, Jr., Trustee

CERTIFICATE

STATE OF NEBRASKA)
COUNTY OF SARPY)
)
SANITARY AND)
IMPROVEMENT)
DISTRICT NO. 164)

I, the undersigned, Clerk for Sanitary and Improvement District No. 164 of Sarpy County, Nebraska, hereby certify that all of the subjects included in the attached proceedings were contained in the agenda for the meeting of December 1, 2009, kept continually current and available for public inspection at the office of the Clerk; that such subjects were contained in said agenda for at least twenty-four hours prior to said meeting; that the minutes of the Chairperson and Board of Trustees of the District, from which the foregoing proceedings have been extracted were in written form and available for public inspection within ten working days and prior to the next convened meeting of said body; that all news media requesting notification concerning meetings of said body were provided advance notification of the time and place of said meeting and the subjects to be discussed at said meeting.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of December, 2009.



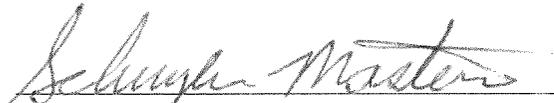
Schuyler Masters, Clerk

CERTIFICATE OF NOTICE

STATE OF NEBRASKA)
COUNTY OF SARPY)

I hereby certify that I am the duly qualified and acting Clerk of Sanitary and Improvement District No. 164 of Sarpy County, Nebraska, and that not less than seven (7) days prior to the date set for this meeting of the Board of Trustees of this District, a notice was sent to the Clerk of Sarpy County, Papillion, Nebraska, the municipality or county whose zoning jurisdiction this District is located, notifying said Clerk of this meeting.

Dated this 1st day of December, 2009.


Schuyler Masters, Clerk

CERTIFICATE

The undersigned hereby certify that they are the Chairperson and Clerk of Sanitary and Improvement District Number 164 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 1st day of December, 2009.


Julie Masters, Chairperson


Schuyler Masters, Clerk

CERTIFICATE OF RESULTS OF ELECTION SID #164

We, the undersigned, have been appointed by the Election Commissioner of Sarpy County, Nebraska, to count and record the results of the election for the purpose of electing Trustees of Sanitary and Improvement District Number 164 of Sarpy County, Nebraska, held on the 15th day of September, 2009.

All Property Owners Ballot

Elect Five

Candidates as they appeared on the Ballot

Votes Cast

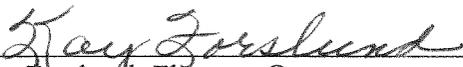
Robert S Masters, Jr, 704 W Main St Washington IA	0
Julie L Masters, 11445 S 132 nd St Omaha	0
Schuyler Masters, 3107 N 155 th Ave Omaha	0
Terri Lynn Masters, 3107 N 155 th Ave Omaha	0

Dated this 17th Day of September, 2009


Election Board Member


Election Board Member

I, Kay Forslund, Election Commissioner of Sarpy County, Nebraska certify that the above votes were cast for the Office of Trustee by the Legal Property Owners within the said Sanitary and Improvement District.


Kay Forslund, Election Commissioner

Ballots Mailed 20

Ballots Voted 0

Chastain-Otis Inc.

9394 West Dodge Road Suite 150
Omaha, NE 68114-3319
Phone : 402-397-2500 Fax : 402-397-2467

INVOICE # 19887			Page 1
ACCOUNT NO.	CSR	DATE	
SID16-4	SC	09/08/09	
PRODUCER			
David R. Chastain, CLU,CPCU			

SID#164

c/o Laughlin Petesen & Lang
11718 Nicholas #101
Omaha, NE 68154

itm #	Due Date	Trn	Type	Policy #	Description	Amount
410764	09/08/09		NEW BOND	110638	New business chairman bond	\$ 50.00
410765	09/08/09		NEW BOND	110639	New business Clerk Bond	\$ 70.00
Invoice Balance:						\$ 120.00

Invoice

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

October 28, 2009
Project No: 0945-106
Invoice No: 86909

MR. ROBERT PETERSON
SID #164 (MASTERS' VILLAGE)
OF SARPY COUNTY, NEBRASKA
11718 NICHOLAS STREET
OMAHA, NE 68154

Project 0945-106 MISCELLANEOUS SERVICES, 1994-Current

Professional Services from August 31, 2009 to September 27, 2009

Professional Personnel

Erosion Control Observation and Reports

Total this Invoice \$134.25

Outstanding Invoices

Number	Date	Balance
0085198	1/23/09	194.50
0085395	2/18/09	111.26
0085787	4/24/09	251.75
0085971	5/22/09	199.75
0086238	7/28/09	432.25
0086542	8/30/09	383.19
0086572	9/1/09	250.00
Total		1,822.70

Total Now Due \$1,956.95

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.

Invoice

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

November 23, 2009
Project No: 0945-106
Invoice No: 87168

MR. ROBERT PETERSON
SID #164 (MASTERS' VILLAGE)
OF SARPY COUNTY, NEBRASKA
11718 NICHOLAS STREET
OMAHA, NE 68154

Project 0945-106 MISCELLANEOUS SERVICES, 1994-Current

Professional Services from October 9, 2009 to November 1, 2009

Professional Personnel

Provide Information to Potential Commercial Property Buyers	227.50
Erosion Control Observation and Reports	149.25

Total this Invoice \$376.75

Outstanding Invoices

Number	Date	Balance
0086238	7/28/09	864.50
0086909	10/28/09	134.25
Total		998.75

Total Now Due \$1,375.50

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.

DUTTON & ASSOCIATES P.C.

Certified Public Accountants - Consultants



515 North 87th Street
 Omaha, Nebraska 68114
 (402) 393-4900
 (402) 393-8491 - FAX
 www.duttoncpa.com

Sanitary & Improvement District #164
 c/o Bob Peterson
 Laughlin, Peterson & Lang
 11718 Nicholas Street, Suite 101
 Omaha, NE 68154

Statement Date 10/31/2009

Client Number 08522.0

<i>Date</i>	<i>Description</i>	<i>Charge</i>	<i>Credit</i>	<i>Balance</i>
	Balance Forward			6,520.00
10/1/2009	Payment		5,420.00	1,100.00
	Current Balance		\$	1,100.00

0 - 30	31 - 60	61 - 90	91 - 120	Over 120	Balance
0.00	0.00	1,100.00	0.00	0.00	\$ 1,100.00

A finance charge of 1 1/2 % per month, which is a rate of 18%, will be charged on invoices which are not paid within 30 days from their due date.

DUTTON & ASSOCIATES P.C.

Certified Public Accountants - Consultants



515 North 87th Street
Omaha, Nebraska 68114
(402) 393-4900
(402) 393-8491 - FAX
www.duttoncpa.com

Sanitary & Improvement District #164
c/o Bob Peterson
Laughlin, Peterson & Lang
11718 Nicholas Street, Suite 101
Omaha, NE 68154

Client Number: 08522

Invoice Number 21041
Invoice Date: 08/31/2009

Professional Services for the Period Ended August 31, 2009:

Journalization of Records

Compilation of 2009/10 Budget

Preparation of Interlocal Form

Preparation of 2008 Forms 1096 and 1099

Balance Due 08/31/09	\$	1,100.00
Prior Balance		<u>5,420.00</u>
Balance Due 08/31/09	\$	<u>6,520.00</u>

0 - 30	31 - 60	61 - 90	91 - 120	Over 120	Balance
1,100.00	0.00	0.00	0.00	0.00	1,100.00

RECEIVED
DATE

LAUGHLIN, PETERSON & LANG
ATTORNEYS AT LAW
11718 NICHOLAS STREET, SUITE 101
OMAHA, NE 68154
(402) 330-1900

SANITARY & IMPROVEMENT DIST. #164
SARPY COUNTY, NEBRASKA

November 30, 2009

Invoice #25678

In Reference To: GENERAL
8232.01

	<u>Hours</u>	<u>Amount</u>
9/3/2009 Telephone conference with C. Byam, attorney, regarding SID status, warrant issues, budget matters and levy concerns;	0.40	\$80.00
Prepare agenda;	0.50	\$12.50
9/4/2009 Receipt and review of final budget; draft minutes for exceeding levy limit on general fund; draft minutes for special meeting; draft minutes, warrants and affidavit for regular budget meeting; letter to C. Byam, attorney for estate of R. Masters on district status; telephone conference with successor chairperson on status;	1.50	\$300.00
Minutes and warrants; letter to C. Byam;	2.00	\$50.00
9/10/2009 Deliver minutes to C. Rogers' office;	0.20	\$5.00
9/16/2009 Letters regarding bonds to Clerk and Chairman;	0.10	\$2.50
9/17/2009 Prepare cover letter to State Auditor and County Clerk; assemble and forward budget documents;	0.30	\$60.00
Letter to Dreessen;	0.10	\$2.50
9/18/2009 To county clerk to file budgets;	0.20	\$40.00

SANITARY & IMPROVEMENT DIST. #164
GENERAL
8232.01

11/30/2009

2

	<u>Hours</u>	<u>Amount</u>
9/18/2009 State Auditor and County Clerk letter;	0.40	\$10.00
9/21/2009 Letter to Terri regarding signature; letter to Chastain Otis;	0.20	\$5.00
9/24/2009 Letter to City Clerk;	0.10	\$2.50
9/25/2009 Receipt and review of election results; review statute on requirements; prepare cover letter to J. Masters regarding results and continued service until successor is elected;	0.50	\$100.00
9/28/2009 Letter to J. Masters;	0.10	\$2.50
9/29/2009 Telephone conference with County Auditor regarding questions on minutes and budget;	0.20	\$40.00
10/1/2009 Telephone conference with J. Masters regarding matters related to election;	0.20	\$40.00
11/10/2009 Schedule meeting; send notices;	0.30	\$7.50
For professional services rendered	<u>7.30</u>	<u>\$760.00</u>
Additional Charges :		
9/30/2009 Sarpy Election Office		31.69
Photocopies		35.00
Postage		9.73
Total additional charges		<u>\$76.42</u>
Total amount of this bill		<u>\$836.42</u>