

**MINUTES OF MEETING OF BOARD OF TRUSTEES
OF SANITARY AND IMPROVEMENT DISTRICT NO. 189
OF SARPY COUNTY, NEBRASKA**

A meeting of the Board of Trustees of Sanitary and Improvement District No. 189 of Sarpy County, Nebraska, was convened in open and public session at 9:30 a.m. on November 19, 2012, at 10064 South 134 Street, Omaha, Nebraska. Present were: Trustees Rudolph R. Mudra, Carolyn T. Mudra, William J. Whitmore, Bruce Meyers and Edward L. Storm. Absent: None. Also present was Attorney James F. Kasher.

Notice of the meeting was given in advance thereof by publication in *The Papillion Times*, Papillion, Nebraska, on November 14, 2012, a copy of the Proof of Publication being attached to these minutes. Notice of this meeting was sent to the Sarpy County Clerk, Papillion, Nebraska, not less than seven (7) days prior to the date of this meeting. 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 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 undersigned Clerk hereby certifies that these minutes were written and available for public inspection within ten (10) working days after the date of said meeting.

After calling the meeting to order and completion of roll call, 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 directed the Board's attention to Agenda Item No. 3, Report on Election of Trustees held on September 11, 2012. The Board had previously been provided with copies of the Sarpy County Election Commissioner's certificate of election, a copy of which is attached to these minutes. Elected to the Board were Rudy Mudra, Carolyn T. Mudra, Bruce Meyers, Edward L. Storm and William Whitmore. Mr. Kasher then reviewed with the Board the duties of trustees in general, as well as the purposes and powers of a Sanitary and Improvement District.

Mr. Kasher then stated that it was necessary for this newly elected Board to elect two officers, viz., a Chairman and a Clerk, and stated that the Board should now entertain nominations for the offices of Chairman and Clerk. Following discussion, Trustee William J. Whitmore nominated Rudy Mudra for the office of Chairman and Carolyn T. Mudra for the office of Clerk. Such nominations being seconded by Trustee Bruce Meyers, and there being no further nominations, the following resolution was duly moved and seconded, to-wit:

BE IT RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 189 of Douglas County, Nebraska, that Rudy Mudra is reelected as Chairman of the District and Carolyn T. Mudra is reelected as Clerk of the District, to serve until the next election of Trustees or until their successors are duly elected and qualified.

On roll call on the foregoing resolution, the following Trustees voted aye: Rudolph R. Mudra, Carolyn T. Mudra, William J. Whitmore, Edward L. Storm and Bruce Meyers; voting nay thereon were the following Trustees: None. The Chairman then declared said resolution to be duly carried and adopted.

Mr. Kasher stated that the statutory bonds for the Chairman and Clerk are currently on file with the County Clerk. He also presented for each of the Board members an Oath of Office, which each member signed. Mr. Kasher stated that he would file their Oaths with the County Clerk.

The Chairman directed the Board's attention to Agenda Item No. 4, Engineer's Report. The Board was updated on the status of some recent work in the District. Sanitary and storm sewer repairs at manholes and inlets has been completed, as has 2012 paving repair and 2012 street maintenance.

Under Agenda Item No. 5, the Board reviewed the most recent reports from the County Treasurer regarding the District's accounts.

The Chairman then directed the Board's attention to Agenda Item No. 6, Payment of Bills, and presented for the Board's consideration the following bills, statements and invoices. After careful review of same and full discussion, the following resolution was duly moved by Trustee William J. Whitmore and seconded by Trustee Edward L. Storm, to-wit:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 189 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby are authorized and directed to execute and deliver Warrant Nos. 1276 through 1286 of the District, dated the date of this meeting, to the following payees and in the following amounts, said Warrant Nos. 1276 through 1283 to be drawn on the General Fund Account of the District and to bear interest at the rate of six percent (6.0%) per annum, and Warrant Nos. 1284 through 1286 to be drawn on the Construction Fund Account of the District and to bear interest at the rate of seven percent (7%) per annum (interest to be payable on May 10 of each year, as to the Construction Fund Warrants only), and to be redeemed no later than the dates noted below, subject to extension

of said maturity date, (for Construction Fund Warrants only), by order of the District Court of Sarpy County, Nebraska, after notice is given as required by law, to-wit:

GENERAL FUND
 (Due November 19, 2015)

No.	Payee	Amount	Purpose
1276	Omaha Public Power District	\$1,165.00	Street lights service 12/13/12 - 2/13/13 (est.) Acct. 8404100020
1277	UNICO Group	404.00	Invoice #555316, General Liability renewal 11/2/12 - 11/2/13
1278	Swain Construction Inc.	2,920.50	Invoice #20729 Sanitary & Storm Sewer Repairs at Manholes & Inlets
1279	Swain Construction Inc.	17,869.50	Invoice #20730 2012 Paving Repair
1280	Swain Construction Inc.	5,385.00	Invoice #20731 2012 Street Maintenance
1281	Hilltop Industrial Park, L.L.C.	8,755.01	Invoices #120, 121 & 123 for ROW Mowing, Maintenance & Repairs
1282	Thompson, Dreessen & Dorner, Inc.	5,000.85	Invoice #96258, 96559, 96560, 96922 & 96923
1283	Croker, Huck, Kasher, DeWitt, Anderson & Gonderinger, LLC	1,519.48	Invoices #93823 & 93684 dated 11/13/12 & 10/31/12, Acct. 453-000

CONSTRUCTION FUND
 (Due November 19, 2017)

1284	First National Bank	\$1,092.00	Invoices dated 11/1/12 re Series 2007 & 2012
1285	Baird Holm Attorneys at Law	10,000.00	Stmnt dated 11/1/12, Services re 2012 Bond Issue
1286	Croker, Huck, Kasher, DeWitt, Anderson & Gonderinger, LLC	6,251.30	Stmnt dated 11/1/12, Services re 2012 Bond Issue

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 189 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. 189 of Sarpy County, Nebraska, that the District hereby covenants, warrants and agrees as follows: (a) to take all actions necessary under current federal law to maintain the tax exempt status (as to taxpayers generally) of interest on the above Warrants; and (b) to the extent that it may lawfully do so, the District hereby designates the above Warrants as its "qualified tax exempt obligations" under Section 265(b)(3)(B)(ii) of the Internal Revenue Code of 1986, as amended, and 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. 189 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 Treasurer 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 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.

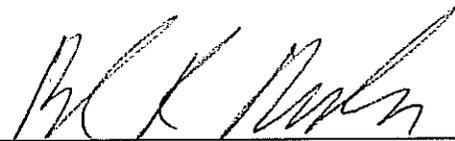
3. The District has not been notified of any listing of it by the Internal Revenue Service as an issuer that may not certify its bonds.

4. This Certificate is being passed, executed and delivered pursuant to Sections 1.148-2(b)(2) of the Income Tax Regulations under the Internal Revenue Code of 1986, as amended.

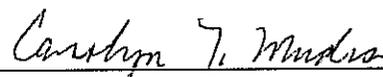
On roll call on the foregoing resolution, the following Trustees voted aye: Rudolph R. Mudra, Carolyn T. Mudra, Bruce Meyers, William J. Whitmore and Edward L. Storm; voting nay thereon were the following Trustees: None. The Chairman then declared said resolution to be duly carried and adopted.

No Miscellaneous Matters were brought to the Board's attention under Agenda Item No. 7.

There being no further business, a motion for adjournment was duly moved, seconded and unanimously carried.



Rudolph R. Mudra, Chairman/Trustee



Carolyn T. Mudra, Clerk/Trustee