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 December 6, 2013, 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 27, 2013, 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, Engineer's Report. Some general discussion regarding the District's maintenance matters ensued.

The Chairman directed the Board's attention to Agenda Item No. 5, 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 Edward L. Storm and seconded by Trustee William J. Whitmore, 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. 1309 through 1316 of the District, dated the date of this meeting, to the following payees and in the following amounts, said Warrant Nos. 1309 through 1316 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,

(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 December 6, 2016)

No.	Payee	Amount	Purpose
1309	Harry A. Koch Co.	$120.00	Inv. #93259 & 93261, Bonds of Chairman & Clerk 9/14/13
1310	UNICO Group	404.00	Invoice #596999, General Liability 11/12/13 - 11/12/14
1311	Omaha Public Power District	1,140.00	Street lights service 12/15/13 - 2/15/14 (est.) Acct. #8404100020
1312	Stanek Construction	880.00	Invoice #13-094, Street Sign Maintenance
1313	Thompson, Dreessen & Dorner, Inc.	746.50	Invoice #101160, 101161, 101691 & 102151
1314	Croker, Huck, Kasher, DeWitt, Anderson & Gonderinger, LLC	4,267.76	Inv. #97660, 97899 & 98419 dated 9/10/13, 10/8/13 & 11/26/13, Acct. 453-0
1315	Lanoha Nurseries	5,497.98	Invoice #112666 ROW Landscape Maintenance
1316	Ben Glass	1,050.00	Invoice #3101 ROW Mowing

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.

Under Miscellaneous Matters, Attorney Kasher reported that Continuation Certificates for the bonds of the chairman and Clerk have been filed with the Sarpy County Clerk for the period 9/14/13 through 9/14/15.

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