

MINUTES OF MEETING  
OF  
SANITARY AND IMPROVEMENT DISTRICT NO. 199  
OF SARPY COUNTY, NEBRASKA

A meeting of the Board of Trustees of Sanitary and Improvement District No. 199 of Sarpy County, Nebraska, was convened in open and public session at 8:00 a.m. on the 16th day of April, 2010, at 11205 South 150<sup>th</sup> Street, Suite 100, Omaha, Nebraska.

Present were: Gerald L. Torczon, Doris J. Nicholson, John R. Torczon, Joadele Ressler and Jerome Pieper.

Absent: None.

Notice of the meeting was given in advance thereof by publication in the Bellevue Leader on April 14, 2010, 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 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 agenda was at all times available at the office for the District at 10250 Regency Circle, Suite 300, Omaha, Nebraska 68114.

The meeting was called to order by the undersigned presiding as Chairman. Upon roll call, all of the Trustees were present.

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.

There were next presented miscellaneous bills, invoices, statements, and recommendations for the Board's consideration.

Counsel for the District first presented the Certificate of Results of the Election from the Sarpy County Election Commissioner with respect to the District's election of September 15, 2009. Such certificate indicated that John R. Torczon, Jerome Pieper, Joadele Ressler, Doris J. Nicholson and Gerald L. Torczon had been elected to serve for a two (2) year term for the Board. It was indicated that each of such individuals were owners or designees of owners of real estate within the District boundaries (*as defined by Section 31-727(3) Reissue Rev. Stat. of Neb. 1943*) and, as a consequence, qualified to serve in such capacity. Each individual being in attendance at the meeting indicated a willingness to accept the position of Trustee on the Board.

Discussion was next had with respect to the outstanding matters of the District and the powers and responsibilities of the Board in general. Discussion was also had with respect to the powers and responsibilities of the positions of Chairman and Clerk of the District. Upon conclusion of such discussion, the following roll call vote was taken during which the Trustees: John R. Torczon, Jerome Pieper and Joadele Ressler voting "Aye", with none voting "Nay", and Gerald L. Torczon and Doris J. Nicholson abstaining, thereby adopting and approving the following resolution:

RESOLVED, that Gerald L. Torczon be hereby elected to serve in the capacity of Chairman for Sanitary and Improvement District No. 199 of Sarpy County, Nebraska, until the next regularly scheduled election of the Board of Trustees.

FURTHER RESOLVED, that Doris J. Nicholson be hereby elected to serve in the capacity of Clerk for Sanitary and Improvement District No. 199 of Sarpy County, Nebraska, until the next regularly scheduled election of the Board of Trustees.

There was next presented correspondence from D.A. Davidson & Co. requesting the District to issue warrants payable to D.A. Davidson & Co. in the total amount of Nineteen Thousand Eight Hundred Fifty-Four and 98/100 Dollars (\$19,854.98). After a full and complete discussion and upon a motion duly made and seconded, and upon a roll call vote, the Trustees, Gerald L. Torczon, Doris J. Nicholson, John R. Torczon, Joadele Ressler and Jerome Pieper voted "Aye" with none voting "Nay" with the following resolution being thereby adopted and approved:

RESOLVED, that the Board of Trustees of Sanitary and Improvement District No. 199 of Sarpy County, Nebraska, find and determine that on May 10, 2010, there will be due and payable interest on the construction fund warrants for the District in the amount of Nineteen Thousand Eight Hundred Fifty-Four and 98/100 Dollars (\$19,854.98) and that to pay such interest it is advisable to authorize the issuance of warrants to be drawn from the District's construction fund payable to D.A. Davidson & Co.

FURTHER RESOLVED, that the following warrants, to be drawn on the construction fund of the District, draw interest at the rate of seven percent (7%) from the date of presentation until paid; such interest to be payable on May 10 of each year and such warrants shall be due and payable on April 16, 2015 (unless redeemed prior to such date), subject to extension of such maturity date by order of the District Court of Sarpy County, Nebraska, after notice as required by law, to be issued as follows:

<u>WARRANT NO.</u>	<u>AMOUNT</u>
621	\$5,000.00
622	5,000.00
623	5,000.00
624	4,854.98

FURTHER RESOLVED, that the County Treasurer of Sarpy County, Nebraska, the ex officio Treasurer of the District is hereby directed and authorized on May 10, 2010, to pay the interest due on the construction warrants of the District and is hereby directed that such proceeds of the above warrants hereby are authorized and may only be used for the payment of such specified interest.

FURTHER RESOLVED, that the Chairman and Clerk be, and they hereby are authorized and directed to execute such warrants on behalf of the District and deliver the same, along with a copy of this and the preceding resolutions to the County Treasurer of Sarpy County, Nebraska, the ex officio Treasurer of the District.

The Clerk next directed the attention of the Board of Trustees to the fact that D.A. Davidson & Co., will purchase Nineteen Thousand Eight Hundred Fifty-Four and 98/100 Dollars (\$19,854.98) in warrants at this time and that the contracted charge for such purchase of warrants is three percent (3%) or Five Hundred Ninety-Five and 65/100 Dollars (\$595.65) in accordance with the financing agreement previously

adopted by the Board. The Chairman recommended the issuance of a warrant for such amount to D.A. Davidson & Co.

There was next presented a statement from Riege's Records for bookkeeping services for the fiscal year 2008/2009, Invoice No. 12400 in the amount of Two Hundred Thirty and no/100 Dollars (\$230.00).

There were next presented statements from Lutz & Company, PC, accountants for the District for services as follows: (i) final billing related to the completion of the audited financial statement for the year ended June 30, 2009, Invoice No. 112058 in the amount of Two Thousand Two Hundred Fifty and no/100 Dollars (\$2,250.00); and (ii) completion of IRS forms 1099, 944 and W-2, Invoice No. 112694 in the amount of Five Hundred Fifteen and no/100 Dollars (\$515.00); said statements being in the aggregate amount of Two Thousand Seven Hundred Sixty-Five and no/100 Dollars (\$2,765.00).

There were next presented statements from Lamp, Rynearson & Associates, Inc., engineers for the District for miscellaneous engineering services rendered as follows: (i) through January 23, 2010, Invoice No. 0107010.90-0000006 in the amount of One Hundred Twenty-Six and 93/100 Dollars (\$126.93); and (ii) through March 27, 2010, Invoice No. 0107010.90-0000007 in the amount of One Hundred Ninety-Five and 68/100 Dollars (\$195.68); said statements being in the aggregate amount of Three Hundred Twenty-Two and 61/100 Dollars (\$322.61).

There were next presented statements from Omaha Public Power District, for electrical service at the 15000 Shepard Street location through March 30, 2010 in the aggregate amount of Two Thousand Eight Hundred Thirty-Seven and 24/100 Dollars (\$2,837.24).

The previously described bills, invoices, recommendations and statements having been presented for the Board's consideration and after review and discussion of such items, the following resolution was duly moved and passed:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 199 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby authorized and directed to execute and deliver Warrant Nos. 621 through 625 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 Construction Fund of the District and to draw interest at the rate of seven percent (7%) per annum (interest to be payable on May 10 of each year) and to be redeemed no later than April 16, 2015, 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:

Warrant Nos. 621 through 623, each for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 624, for the amount of Four Thousand Eight Hundred Fifty-Four and 98/100 Dollars (\$4,854.98), payable to D.A. Davidson & Co.

Warrant No. 625, for the amount of Five Hundred Ninety-Five and 65/100 Dollars (\$595.65), payable to D.A. Davidson & Co.

FURTHER RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 199 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby authorized and directed to execute and deliver Warrant Nos. 626 through 629 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 seven percent (7%) per annum and to be redeemed no later than April 16, 2013, 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:

Warrant No. 626, for the amount of Two Hundred Thirty and no/100 Dollars (\$230.00), payable to Riege's Records.

Warrant No. 627, for the amount of Two Thousand Seven Hundred Sixty-Five and no/100 Dollars (\$2,765.00), payable to Lutz & Company, PC.

Warrant No. 628, for the amount of Three Hundred Twenty-Two and 61/100 Dollars (\$322.61), payable to Lamp, Rynearson & Associates, Inc.

Warrant No. 629, for the amount of Eight Hundred Thirty-Seven and 24/100 Dollars (\$2,837.24), payable to Omaha Public Power District, Acct. No. 5321962230.

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 199 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.

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 199 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.

FURTHER RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 199 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) ten percent (10%) of the net principal proceeds of the above Warrants, (b) the maximum annual debt service due on the above Warrants, or (c) one hundred twenty-five percent (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 thirteen (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 thirteen (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.

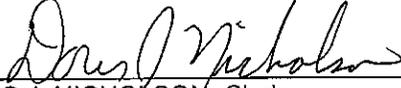
3. The District has not been notified of any listing of it by the Internal Revenue Service as an issuer that may not certify its bonds.

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.

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SIGNATURES APPEAR ON THE FOLLOWING PAGE]**

The Clerk next reviewed the Agenda which had been available for public inspection in accordance with the law prior to this meeting of the Board of Trustees and reported that all matters considered by the Board at this meeting appeared on the Agenda.

Doris J. Nicholson, as Clerk for Sanitary and Improvement District No. 199 of Sarpy County, Nebraska (the "District") does hereby certify that the above proceedings are a true and accurate statement of the proceedings had by the District at its April 16, 2010, meeting.

  
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DORIS J. NICHOLSON, Clerk