

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 10th day of June, 2016, at 11205 South 150th Street, Suite 100, Omaha, Nebraska.

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

Absent: None.

Notice of the meeting was given in advance thereof by publication in the Bellevue Leader on June 8, 2016, 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.

There were next presented statements from First National Bank of Omaha for registrar and paying agent fees as follows: (i) opening fee with respect to the 2016 Refunding Bonds, invoice dated May 2, 2016 in the amount of Eight Hundred and no/100 Dollars (\$800.00); and (ii) final paying agent fee with respect to the 2006 Series Bonds, invoice dated May 2, 2016 in the amount of Six Hundred Forty-Two and no/100 Dollars (\$642.00); said statements being in the aggregate amount of One Thousand Four Hundred Forty-Two and no/100 Dollars (\$1,442.00).

There was next presented a statement from TitleCore National, LLC for an SID Certificate in connection with the 2016 Refunding Bonds, Invoice No. 110340 in the amount of Two Hundred and no/100 Dollars (\$200.00).

There was next presented a statement from Baird Holm LLP for bond counsel services with respect to the 2016 Refunding Bonds, invoice dated May 2, 2016 in the amount of Seven Thousand Four Hundred Thirty-Four and no/100 Dollars (\$7,434.00).

There was next presented a statement from Pansing Hogan Ernst & Bachman LLP, attorneys for the District for services rendered in connection with the 2016 Refunding Bonds, said statement being in the amount of Nine Thousand One Hundred Twenty-Five and no/100 Dollars (\$9,125.00).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Skyline Sign Co. for street sign repairs, invoice dated March 26, 2016 in the amount of Four Hundred Twenty-Seven and 59/100 Dollars (\$427.59).

There were next presented statements from One Call Concepts, Inc., for line locating services as follows: (i) for the month of March, 2016, Invoice No. 6030562 in the amount of Nine and 03/100 Dollars (\$9.03); (ii) for the month of April, 2016, Invoice No. 6040561 in the amount of Fourteen and 64/100 Dollars (\$14.64); and (iii) for the month of May, 2016, Invoice No. 6050569 in the amount of Seven and 14/100 Dollars (\$7.14); said statements being in the aggregate amount of Thirty and 81/100 Dollars (\$30.81).

There were next presented statements from Lamp, Rynearson & Associates, Inc., engineers for the District for miscellaneous engineering services rendered as follows: (i) through March 12, 2016, Invoice No. 0107010.90-0000047 in the amount of Eight Hundred Seventeen and 81/100 Dollars (\$817.81); and (ii) through April 16, 2016, Invoice No. 0107010.90-0000048 in the amount of Three Hundred Twenty-Eight and 16/100 Dollars (\$328.16); said invoices being in the aggregate amount of One Thousand One Hundred Forty-Five and 97/100 Dollars (\$1,145.97).

There were next presented statements from Omaha Public Power District, for electrical service at the 15000 Shepard Street location through May 27, 2016, in the aggregate amount of One Thousand Four Hundred Twenty-Three and 95/100 Dollars (\$1,423.95).

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. 803 through 808, 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 June 10, 2021, 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. 803, for the amount of One Thousand Four Hundred Forty-Two and no/100 Dollars (\$1,442.00), payable to First National Bank of Omaha.

Warrant No. 804, for the amount of Two Hundred and no/100 Dollars (\$200.00), payable to TitleCore National, LLC.

Warrant No. 805, for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 806, for the amount of Two Thousand Four Hundred Thirty-Four and no/100 Dollars (\$2,434.00), payable to Baird Holm LLP.

Warrant No. 807, for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 808, for the amount of Four Thousand One Hundred Twenty-Five and no/100 Dollars (\$4,125.00), payable to Pansing Hogan Ernst & Bachman LLP.

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. 809 through 812 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 six percent (6%) per annum and to be redeemed no later than June 10, 2019, 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. 809, for the amount of Four Hundred Twenty-Seven and 59/100 Dollars (\$427.59), payable to Skyline Sign Co.

Warrant No. 810, for the amount of Thirty and 81/100 Dollars (\$30.81), payable to One Call Concepts, Inc.

Warrant No. 811, for the amount of One Thousand One Hundred Forty-Five and 97/100 Dollars (\$1,145.97), payable to Lamp, Ryneanson & Associates, Inc.

Warrant No. 812, for the amount of One Thousand Four Hundred Twenty-Three and 95/100 Dollars (\$1,423.95), 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

The Clerk then presented for the consideration of the Trustees the Fiber Optic Cable Agreement between the District and Unite Private Networks, LLC. The Clerk was directed to attach a copy of the Fiber Optic Cable Agreement to the minutes of these proceedings. After discussion of the Board, the following resolution was duly moved and seconded and upon a roll call vote the Trustees, Gerald L. Torczon, Doris J.

Nicholson, John R. Torczon, Jerome Pieper and Jeffery Torczon voted "Aye" with none voting "Nay" thereby passing and adopting the following resolution:

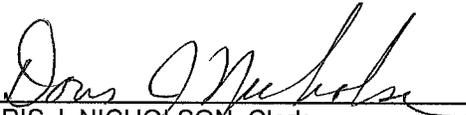
RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 199 of Sarpy County, Nebraska, that the Fiber Optic Cable Agreement between the District and Unife Private Networks, LLC, be ratified and approved as proposed.

FURTHER RESOLVED, that the Chairman and Clerk be, and hereby are, authorized and directed to take such steps as are necessary to implement this resolution, including the execution of such agreement for and on behalf of the District.

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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 June 10, 2016, meeting.



DORIS J. NICHOLSON, Clerk