

MINUTES OF MEETING

OF

SANITARY AND IMPROVEMENT DISTRICT NO. 216
OF SARPY COUNTY, NEBRASKA

A meeting of the Board of Trustees of Sanitary and Improvement District No. 216 of Sarpy County, Nebraska, was convened in open and public session at 4:30 p.m. on the 6th day of November, 2014, at 10250 Regency Circle, Suite 300, Omaha, Nebraska.

Present were: Daniel E. Norman, Jshon J. Breeling, and Kacie Hinze.

Absent: Jon M. Wollenburg and Scott Marino

Notice of the meeting was given in advance thereof by publication in The Papillion Times, on October 29, 2014, 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.

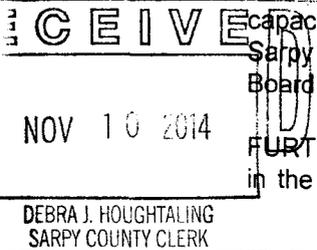
It was first publicly stated to all in attendance that a current copy of the Nebraska Open Meetings Act was available for review and indicated the location of such copy in the room where the meeting was being held.

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 9th, 2014. Such certificate indicated that Daniel E. Norman, Jon M. Wollenburg, Jshon J. Breeling, Kacie Hinze and Scott Marino 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: Kacie Hinze voting "Aye", with none voting "Nay", and Daniel E. Norman and Jshon J. Breeling abstaining, thereby adopting and approving the following resolution:

RESOLVED, that Daniel E. Norman be hereby elected to serve in the capacity of Chairman for Sanitary and Improvement District No. 216 of Sarpy County, Nebraska, until the next regularly scheduled election of the Board of Trustees.

FURTHER RESOLVED, that Jshon J. Breeling be hereby elected to serve in the capacity of Clerk for Sanitary and Improvement District No. 216 of



Sarpy County, Nebraska, until the next regularly scheduled election of the Board of Trustees.

There were next presented various statements and invoices for payment by the District.

There was next presented two (2) statements from Omaha Public Power District, for service at the location of 16500 S. Briar Street, regarding account number 9254119457 as follows: (i) Statement dated September 29, 2014, in the amount of Two Thousand Five Hundred Fourteen Dollars and 62/100 (\$2,514.62); and (ii) Statement dated October 29, 2014, in the amount of Two Thousand Five Hundred Fifteen Dollars and 47/100 (\$2,515.47); said statements being in the aggregate amount of Five Thousand Thirty Dollars and 09/100 (\$5,030.09).

There was next presented three (3) statements from Scholl Excavating for street repairs as follows: (i) Invoice MPS201405 dated October 16, 2014, in the amount of Eighteen Thousand Nine Hundred Thirty-Six Dollars and 15/100 (\$18,936.15); (ii) Invoice MPS201406 dated September 19, 2014, in the amount of Twenty-One Thousand Three Hundred Twenty-Two Dollars and 16/100 (\$21,322.16); (iii) Invoice MPS201407 dated October 25, 2014, in the amount of Twenty-One Thousand Five Hundred Four Dollars and 58/100 (\$21,504.58); said statements being in the aggregate amount of Sixty-One Thousand Seven Hundred Sixty-Two Dollars and 89/100 (\$61,762.89).

There was next presented a statement from Seim Johnson, LLP dated October 16, 2014, for preparation of the state budget document for the fiscal year and audit of financial statements, in the amount of Four Thousand Five Hundred Dollars and no/100 (\$4,500.00).

There was next presented a statement from Dazen, Inc., Invoice No. MPS2014007 dated October 25, 2014, in the amount of Nine Thousand Four Hundred Seventy-Seven Dollars and 50/100 (\$9,477.50).

There was next presented a statement from Greenlife Gardens, Invoice No. 31275, dated October 27, 2014, in the amount of Five Thousand Three Hundred Eighty Dollars and no/100 (\$5,380.00).

There was next presented a statement from Pansing Hogan Ernst & Bachman LLP, attorneys for the District, for legal services performed in miscellaneous District matters, dated October 31, 2014, in the amount of One Thousand Seven Hundred Fifty-Three Dollars and no/100 (\$1,753.00), and costs advanced in the amount of Eight Hundred Forty-Nine Dollars and 28/100 (\$849.28); said statement being in the aggregate amount of Two Thousand Six Hundred Two Dollars and 28/100 (\$2,602.28).

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:

FURTHER RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 216 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby authorized and directed to execute and deliver Warrant Nos. 2804 through 2809 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 November 6, 2017, 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. 2804, for the amount of Five Thousand Thirty Dollars and 09/100 (\$5,030.09), payable to Omaha Public Power District for Account Number 9254119457.

Warrant No. 2805, for the amount of Sixty-One Thousand Seven Hundred Sixty-Two Dollars and 89/100 (\$61,762.89), payable to Scholl Excavating for Invoice Nos. MPS201405, MPS201406 and MPS201407.

Warrant No. 2806, for the amount of Four Thousand Five Hundred Dollars and no/100 (\$4,500.00), payable to Seim Johnson, LLP.

Warrant No. 2807, for the amount of Nine Thousand Four Hundred Seventy-Seven Dollars and 50/100 (\$9,477.50), payable to Dazen, Inc.

Warrant No. 2808, for the amount of Five Thousand Three Hundred Eighty Dollars and no/100 (\$5,380.00), payable to Greenlife Gardens for Invoice No. 31275.

Warrant No. 2809, for the amount of Two Thousand Six Hundred Two Dollars and 28/100 (\$2,602.28), payable to Pansing Hogan Ernst & Bachman, LLP.

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 216 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. 216 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 \$10,000,000 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. 216 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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