

MINUTES OF MEETING

OF

SANITARY AND IMPROVEMENT DISTRICT NO. 220
OF SARPY COUNTY, NEBRASKA

A meeting of the Board of Trustees of Sanitary and Improvement District No. 220 of Sarpy County, Nebraska, was convened in open and public session at 12:30 p.m. on the 8th day of August, 2012, at 10250 Regency Circle, Suite 300, Omaha, Nebraska.

Present were: Herbert L. Freeman, Marcy Knobbe, John R. Christiansen, Maurice Anderson and Craig Finnestad. Also present were John Q. Bachman, attorney for the District and Robert A. Wood of Kuehl Capital Corporation, fiscal agent for the District.

Absent: None.

Notice of the meeting was given in advance thereof by publication in the Bellevue Leader on August 1, 2012, 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 was next presented a statement from Great Western Bank for registrar and paying agent fees in connection with the Series 2009 bonds, invoice dated July 5, 2012 in the amount of Two Hundred Fifty and no/100 Dollars (\$250.00).

There was next presented a statement from Bankers Trust Company for annual paying agent fee in connection with the 2011 refunding bonds, Invoice No. 4567 in the amount of Two Hundred Fifty and no/100 Dollars (\$250.00).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Robert's Lawn Care, Landscape & Nursery for services in connection with tree maintenance, Invoice No. 58063 in the amount of Three Hundred Ninety-Eight and 16/100 Dollars (\$398.16).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Royal Lawns Inc. for green area maintenance, Invoice No. 999 in the amount of Two Thousand Four Hundred Seventy-Five and no/100 Dollars (\$2,475.00).

There were next presented statements from Great Plains One-Call Services Inc. for line locating services as follows: (i) Invoice No. 612SD220 in the amount of Fifty-Nine and 84/100 Dollars (\$59.84); and

(ii) Invoice No. 712SD220 in the amount of Fifty and 11/100 Dollars (\$50.11); said statements being in the aggregate amount of One Hundred Nine and 95/100 Dollars (\$109.95).

There was next presented a statement from UNICO Group, Inc. for clerk surety bond renewal, Invoice No. 546661 in the amount of One Hundred Seventy and no/100 Dollars (\$170.00).

There were next presented statements from Lamp, Rynearson & Associates, Inc., engineers for the District, for miscellaneous engineering services rendered as follows: (i) through May 19, 2012, Invoice No. 0110098.90-0000020 in the amount of Three Thousand Six Hundred Twenty-Three and 47/100 Dollars (\$3,623.47); (ii) through June 16, 2012, Invoice No. 0110098.90-0000021 in the amount of Four Thousand Nine Hundred Ninety-Two and 98/100 Dollars (\$4,992.98); and (iii) through July 21, 2012, Invoice No. 0110098.90-0000022 in the amount of Eight Hundred Seventy-Seven and 69/100 Dollars (\$877.69); said statements being in the aggregate amount of Nine Thousand Four Hundred Ninety-Four and 14/100 Dollars (\$9,494.14).

There was next presented a statement from Metropolitan Utilities District for service at the 7006 S. 173rd Street location through July 6, 2012 indicating a **credit balance** in the amount of Six Hundred Twenty-Five and 38/100 Dollars (\$625.38).

There was next presented a statement from Metropolitan Utilities District for service at the 16802 Edna Street location through July 6, 2012, indicating a **credit balance** in the amount of Nine Hundred Four and 79/100 Dollars (\$904.79).

There were next presented statements from Omaha Public Power District, for power service at the 17300 Emiline Street, 16802 Edna Street and 6904 South 173rd Street locations through July 30, 2012 in the aggregate amount of Four Thousand Eight Hundred Eleven and 01/100 Dollars (\$4,811.01).

There were next presented statements from Mullen Irrigation as follows: (i) Invoice No. 5837 in the amount of One Hundred Sixty-Five and 60/100 Dollars (\$165.60); and (ii) Invoice No. 5937 in the amount of Four Hundred Twenty-Nine and 81/100 Dollars (\$429.81); said invoices being in the aggregate amount of Five Hundred Ninety-Five and 41/100 Dollars (\$595.41).

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. 220 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby authorized and directed to execute and deliver Warrant Nos. 1683 and 1684 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 June 1 of each year) and to be redeemed no later than August 8, 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. 1683, for the amount of Two Hundred Fifty and no/100 Dollars (\$250.00), payable to Great Western Bank.

Warrant No. 1684, for the amount of Two Hundred Fifty and no/100 Dollars (\$250.00), payable to Bankers Trust Company.

FURTHER RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 220 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby authorized and directed to

execute and deliver Warrant Nos. 1685 through 1695 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 August 8, 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 No. 1685, for the amount of Three Hundred Ninety-Eight and 16/100 Dollars (\$398.16), payable to Robert's Lawn Care, Landscape & Nursery.

Warrant No. 1686, for the amount of Two Thousand Four Hundred Seventy-Five and no/100 Dollars (\$2,475.00), payable to Royal Lawns Inc.

Warrant No. 1687, for the amount of One Hundred Nine and 95/100 Dollars (\$109.95), payable to Great Plains One-Call Services Inc.

Warrant No. 1688, for the amount of One Hundred Seventy and no/100 Dollars (\$170.00), payable to UNICO Group, Inc.

Warrant Nos. 1689 through 1691, each for the amount of Three Thousand and no/100 Dollars (\$3,000.00), and Warrant No. 1692, for the amount of Four Hundred Ninety-Four and 14/100 Dollars (\$494.14), payable to Lamp, Ryneerson & Associates, Inc.

Warrant No. 1693, for the amount of Three Thousand and no/100 Dollars (\$3,000.00), and Warrant No. 1694, for the amount of One Thousand Eight Hundred Eleven and 01/100 Dollars (\$1,811.01), payable to Omaha Public Power District, Acct. No. 4031256681.

Warrant No. 1695, for the amount of Five Hundred Ninety-Five and 41/100 Dollars (\$595.41), payable to Mullen Irrigation.

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 220 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. 220 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. 220 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.

Discussion was next had concerning a bond call on the September 1, 2007, general obligation bonds, prepared by the District's Counsel in conjunction with the District's fiscal agent, Kuehl Capital Corporation. A full and complete discussion was had of the advantages and disadvantages of the bond call by the District at this time. Upon a motion duly made and seconded, and upon a roll call vote taken the following Trustees, Herbert L. Freeman, Marcy Knobbe, John R. Christiansen, Maurice Anderson and Craig Finnestad voted "Aye" with none voting "Nay" thereby adopting the following resolution:

BE IT RESOLVED by the Chairman and Board of Trustees of Sanitary and Improvement District No. 220 of Sarpy County, Nebraska (the "District"), as follows:

1. The following General Obligation Bonds issued by the District are hereby called for payment on September 18, 2012 at par plus accrued interest to the date fixed for redemption:

General Obligation Bonds, Series 2007, Dated September 1, 2007, maturing and bearing interest as set out below of the total outstanding principal amount of \$2,165,000.00, being the remaining outstanding and unpaid balance of said Series 2007 Bonds originally issued in the principal amount of \$2,480,000. Said Series 2007 Bonds are called for payment and redemption at par plus accrued interest to the date fixed for redemption:

Series 2007 Bonds

PRINCIPAL	MATURITY	INTEREST
<u>AMOUNT</u>	<u>DATE</u>	<u>RATE</u>
70,000	2013	4.55%
75,000	2014	4.60%
80,000	2015	4.65%
80,000	2016	4.70%
85,000	2017	4.75%
95,000	2018	4.80%
95,000	2019	4.85%
100,000	2020	4.90%
110,000	2021	4.95%
105,000	2022	4.95%
115,000	2023	4.95%
120,000	2024	5.00%
280,000	2025	5.05%
295,000	2026	5.05%
460,000	2027	5.05%

provided, however, that said Series 2007 Bonds shall not be called for payment, and this Resolution shall be of no force and effect if the District does not issue, sell and deliver its \$2,030,000 aggregate principal amount of General Obligation Refunding Bonds, Series 2012, on or before September 18, 2012.

After said date of call, the bonds shall no longer bear interest. All of said Series 2007 Bonds are numbered as shown on the current records of the Paying Agent and Registrar.

2. Said Series 2007 Bonds are payable upon presentation and surrender on or after the call date at the office of the Paying Agent and Registrar, Great Western Bank, Omaha, Nebraska.

3. A copy of this Resolution shall be filed with Great Western Bank, the Paying Agent and Registrar in Omaha, Nebraska, who shall cause notice to be sent to holders of the Series 2007 Bonds called for redemption in the manner and time as provided in the Resolution authorizing the Series 2007 Bonds.

Discussion was next had concerning a bond resolution prepared by the District's Counsel in conjunction with the District's fiscal agent, Kuehl Capital Corporation. A full and complete discussion was had of the advantages and disadvantages of the bond issue by the District at this time. A presentation was made by Robert A. Wood of Kuehl Capital Corporation, as to the financial details of such bond issue and his firm's recommendation for such bond issue as being to the advantage of the District. Therefore the resolution attached to these minutes as Exhibit "A" and identified thereon as "Bond Resolution" and by this reference made a part hereof as if fully incorporated and set forth herein, was duly moved for adoption which motion was thereafter seconded. Upon a roll call vote taken on such resolution the following Trustees, Herbert L. Freeman, Marcy Knobbe, John R. Christiansen, Maurice Anderson and Craig Finnestad voted "Aye" with none voting "Nay thereby adopting the following resolution:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 220 of Sarpy County, Nebraska, that the District issue its Sanitary and Improvement District Bonds in the amount of Two Million Thirty Thousand and no/100 Dollars (\$2,030,000.00), through its fiscal agent, Kuehl Capital Corporation, in accordance with the terms of its financing agreement with such fiscal agent and in accordance with Nebraska law.

FURTHER RESOLVED, that the "Bond Resolution" attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth, be adopted, ratified and approved.

FURTHER RESOLVED, that the Chairman, Clerk and Trustees be, and hereby are authorized and directed to execute such documents and take such steps as are necessary to implement this resolution.

Discussion was next had with regard to the appointment of a paying agent for the payment of the principal and interest on the bonds. After full and complete discussion, the following resolutions were duly made and seconded, whereupon the following roll call vote was taken during which the Trustees, Herbert L. Freeman, Marcy Knobbe, John R. Christiansen, Maurice Anderson and Craig Finnestad voted "Aye" with none voting "Nay thereby adopting the following resolution:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 220 of Sarpy County, Nebraska, that Bankers Trust Company has been appointed as Paying Agent for payment of principal and interest on bonds of this District issued September 15, 2012, which appointment is hereby confirmed and ratified, and the County Treasurer of Sarpy County, Nebraska, as ex officio treasurer of this District, is hereby authorized and directed to pay, from time to time, to said Paying Agent, from funds of the District, such amounts of money as such Paying Agent shall certify in writing to the County Treasurer as shall be needed for payment of principal and interest on bonds of the District, such certificate of the Paying Agent to show the amounts needed for payment of principal and interest, and the date upon which such amount is due, and the date when such transfer shall be made by the County Treasurer to the Paying Agent, such

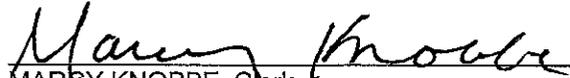
certification to be made by the Paying Agent to the County Treasurer for each transfer of funds requested by the Paying Agent.

FURTHER RESOLVED, that the Chairman and Clerk of the District shall certify this resolution to said County Treasurer who may deem this resolution to be a continuing resolution and authorization to make transfers to such Paying Agent, until and unless the County Treasurer is notified of termination of such authority.

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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.

Marcy Knobbe, as Clerk for Sanitary and Improvement District No. 220 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 August 8, 2012, meeting.


MARCY KNOBBE, Clerk