

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 7th day of March, 2013, 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, Matt Nelson of Lamp, Ryneanson & Associates, Inc., engineers 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 February 27, 2013, 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 was first presented correspondence from Lamp, Ryneanson & Associates, engineers for the District, submitting approval letter and stamps from the Sarpy County Public Works Department and Department of the Army Corps of Engineers concerning the Stream Improvements (Harrison Woods) project.

The Chairman next presented the proof of publication of the Notice to Contractors for the construction of the improvements entitled Stream Improvements (Harrison Woods).

The Clerk then presented the list of bids and bidders for such work specified within the Notice to Contractors with such bids having been taken on November 28, 2012, in accordance with the provisions of such Notice to Contractors. The bids having been individually reviewed by Lamp, Ryneanson & Associates, Inc., the District's engineers, and upon completion of such review, the engineers have submitted their Letter of Recommendation which the Clerk was directed to attach along with a copy of the bid tabulations to these minutes.

After the Trustees had received the Letter of Recommendation directed to the District, the Clerk reported that the recommendation of the engineers was the bid of Anchor Construction Co. for Stream Improvements (Harrison Woods) in the amount of Two Hundred Thousand Five Hundred Seven and no/100 Dollars (\$200,507.00) and that such amount be accepted. The Clerk reminded the Board that the Engineer's estimate of the construction cost of this project was Two Hundred Forty-Six Thousand Nine Hundred Four and no/100 Dollars (\$246,904.00). The District's engineers then indicated that it was their

opinion that the rebidding of such project would yield no more beneficial pricing to the District than that presented by the previously specified bid and again recommended acceptance of such bid. The Clerk further reported that the bid of Anchor Construction Co. was accompanied by the required bid bond, contract and maintenance bond in the amount of 100% of the contract price.

After considerable discussion by the Board, the following resolution was duly moved and seconded upon a roll call vote of 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 the bid of Anchor Construction Co. in the total amount of \$200,507.00 for the construction of Stream Improvements (Harrison Woods) be accepted and approved and that the Clerk and Chairman of the District be and they hereby are authorized and directed to execute the contract of Anchor Construction Co. for and on behalf of the District.

Matt Nelson from Lamp, Ryneanson & Associates presented a proposal to prepare a master plan for the park area. The cost would not exceed Seven Thousand Eight Hundred and no/100 Dollars (\$7,800.00). After discussion, upon motion by Maurice Anderson and seconded by Herbert L. Freeman, 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 Lamp, Ryneanson & Associates, Inc., be directed to prepare a master plan for the park area. The cost not to exceed Seven Thousand Eight Hundred and no/100 Dollars (\$7,800.00).

The Trustees also agreed to accept the bid of Clean Sweep Commercial, Inc. for spring street sweeping and Executive Lawn & Landscaping for the green area maintenance for 2013. Alternative No. 1 of that bid was not accepted.

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

There was next presented correspondence from Lamp, Ryneanson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of EA Engineering, Science and Technology, Inc. for wetland delineation services in connection with the Stream Improvements (Harrison Woods) project as follows: (i) Invoice No. 76582 in the amount of Two Thousand Eight Hundred Eighty and no/100 Dollars (\$2,880.00); and (ii) Invoice No. 79298 in the amount of Seven Hundred Twenty and no/100 Dollars (\$720.00); said statements being in the aggregate amount of Three Thousand Six Hundred and no/100 Dollars (\$3,600.00).

There were next presented statements from Lamp, Ryneanson & Associates, Inc., engineers for the District for services rendered in construction-related matters as follows: (i) through October 27, 2012, Invoice No. 0110098.11-0000004 in the amount of Seven Thousand Five Hundred Twelve and 44/100 Dollars (\$7,512.44); (ii) through November 24, 2012, Invoice No. 0110098.11-0000005 in the amount of Two Thousand Seven Hundred Eighty-Four and 36/100 Dollars (\$2,784.36); and (iii) through December 29, 2012, Invoice No. 0110098.11-0000006 in the amount of Five Hundred Seven and 29/100 Dollars (\$507.29); said invoices being in the aggregate amount of Ten Thousand Eight Hundred Four and 09/100 Dollars (\$10,804.09).

There was next presented a statement from Pansing Hogan Ernst & Bachman LLP for services rendered in construction-related matters in the amount of Seven Hundred Twenty-Five and no/100 Dollars (\$725.00); and costs advanced in the amount of Five Hundred Sixty-Seven and 28/100 Dollars (\$567.28);

said statement being in the aggregate amount of One Thousand Two Hundred Ninety-Two and 28/100 Dollars (\$1,292.28).

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. 1116 in the amount of One Thousand Eight Hundred Fifteen and no/100 Dollars (\$1,815.00).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Andersen Electric Co. for 168th Street power line repairs for the irrigation system, Invoice No. 9689 in the amount of Two Hundred Fifty-Nine and no/100 Dollars (\$259.00). **PLEASE NOTE, this invoice was not paid due to the fact that the invoice was previously paid at the October 26, 2012 meeting, General Fund Warrant No. 1732.**

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Skyline Sign Company for stop sign installation, invoice dated January 16, 2013 in the amount of Five Hundred Eighty-Four and 59/100 Dollars (\$584.59).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Commercial Seeding Contractors for green area maintenance as follows: (i) for wrapping trees with wire, Invoice No. 12283 in the amount of Three Hundred Seventy-Five and no/100 Dollars (\$375.00); and (ii) clean out and remove beaver dam; Invoice No. 12296 in the amount of Five Hundred Seventy-Five and no/100 Dollars (\$575.00); said invoices being in the aggregate amount of Nine Hundred Fifty and no/100 Dollars (\$950.00).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Ground Effects for snow removal as follows: (i) Invoice No. 3991 in the amount of Three Hundred and no/100 Dollars (\$300.00); and (ii) Invoice No. 4035 in the amount of Two Hundred and no/100 Dollars (\$200.00); said invoices being in the aggregate amount of Five Hundred and no/100 Dollars (\$500.00).

There was next presented a statement from Great Plains One-Call Services Inc. for line locating services, Invoice No. 1012SD220 in the amount of One Hundred One and 15/100 Dollars (\$101.15).

There were next presented statements from One Call Concepts, Inc. for line locating services as follows: (i) for the month of November, Invoice No. 2110688 in the amount of Twenty-Six and 75/100 Dollars (\$26.75); (ii) for the month of December, Invoice No. 2120649 in the amount of Six and no/100 Dollars (\$6.00); and (iii) for the month of January, Invoice No. 3010636 in the amount of Nine and 70/100 Dollars (\$9.70); said statements being in the aggregate amount of Forty-Two and 45/100 Dollars (\$42.45).

There were next presented statements from Mullen Irrigation as follows: (i) for winterization (two areas), Invoice No. 6176 in the amount of One Hundred Fifty and no/100 Dollars (\$150.00); and (ii) bulb replacement, Invoice No. 6299 in the amount of One Hundred Forty-Nine and 40/100 Dollars (\$149.40); said statements being in the aggregate amount of Two Hundred Ninety-Nine and 40/100 Dollars (\$299.40).

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, 2012, Invoice No. 146856 in the amount of Two Thousand Three Hundred and no/100 Dollars (\$2,300.00); and (ii) preparation of IRS Forms W-2, 1099 and 1096, Invoice No. 147543 in the amount of Five Hundred Ten and no/100 Dollars (\$510.00); said statements being in the aggregate amount of Two Thousand Eight Hundred Ten and no/100 Dollars (\$2,810.00).

There were next presented statements from Lamp, Rynearson & Associates, Inc., engineers for the District for miscellaneous engineering services rendered as follows: (i) through October 20, 2012, Invoice No. 0110098.90-0000025 in the amount of One Thousand Four Hundred Sixty-Eight and 67/100 Dollars

(\$1,468.67); (ii) through November 17, 2012, Invoice No. 0110098.90-0000026 in the amount of One Thousand Three Hundred Thirty-Seven and 51/100 Dollars (\$1,337.51); and (iii) through December 15, 2012, Invoice No. 0110098.90-0000027 in the amount of One Thousand Six Hundred Seventy-Two and 56/100 Dollars (\$1,672.56); said statements being in the aggregate amount of Four Thousand Four Hundred Seventy-Eight and 74/100 Dollars (\$4,478.74).

There was next presented a statement from Omaha Public Power District, for power service at the 17300 Emiline Street, 16802 Edna Street and 6904 South 173rd Street locations through February 27, 2013 in the amount of Eleven Thousand Nine Hundred Thirty and 45/100 Dollars (\$11,930.45).

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. 1735 through 1741 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 March 7, 2018, 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. 1735, for the amount of Three Thousand and no/100 Dollars (\$3,000.00), and Warrant No. 1736, for the amount of Six Hundred and no/100 Dollars (\$600.00), payable to EA Engineering, Science, and Technology, Inc.

Warrant Nos. 1737 through 1739, each for the amount of Three Thousand and no/100 Dollars (\$3,000.00); and Warrant No. 1740, for the amount of One Thousand Eight Hundred Four and 09/100 Dollars (\$1,804.09), payable to Lamp, Rynearson & Associates, Inc.

Warrant No. 1741, for the amount of One Thousand Two Hundred Ninety-Two and 28/100 Dollars (\$1,292.28), payable to Pansing Hogan Ernst & Bachman LLP.

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. 1742 through 1756 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 March 7, 2016, 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. 1742, for the amount of One Thousand Eight Hundred Fifteen and no/100 Dollars (\$1,815.00), payable to Royal Lawns Inc.

Warrant No. 1743, for the amount of Two Hundred Fifty-Nine and no/100 Dollars (\$259.00), payable to Andersen Electric Co. ***This warrant was not signed by the Chairman and Clerk due to the fact that the invoice was previously paid at the October 26, 2012 meeting, General Fund Warrant No. 1732.***

Warrant No. 1744, for the amount of Five Hundred Eighty-Four and 59/100 Dollars (\$584.59), payable to Skyline Sign Co.

Warrant No. 1745, for the amount of Nine Hundred Fifty and no/100 Dollars (\$950.00), payable to Commercial Seeding Contractors.

Warrant No. 1746, for the amount of Five Hundred and no/100 Dollars (\$500.00), payable to Ground Effects.

Warrant No. 1747, for the amount of One Hundred One and 15/100 Dollars (\$101.15), payable to Great Plains One Call.

Warrant No. 1748, for the amount of Forty-Two and 45/100 Dollars (\$42.45), payable to One Call Concepts, Inc.

Warrant No. 1749, for the amount of Two Hundred Ninety-Nine and 40/100 Dollars (\$299.40), payable to Mullen Irrigation.

Warrant No. 1750, for the amount of Two Thousand Eight Hundred Ten and no/100 Dollars (\$2,810.00), payable to Lutz & Company, PC.

Warrant No. 1751, for the amount of Three Thousand and no/100 Dollars (\$3,000.00), and Warrant No. 1752, for the amount of One Thousand Four Hundred Seventy-Eight and 74/100 Dollars (\$1,478.74), payable to Lamp, Rynearson & Associates, Inc.

Warrant Nos. 1753 through 1755, each for the amount of Three Thousand and no/100 Dollars (\$3,000.00), and Warrant No. 1756, for the amount of Two Thousand Nine Hundred Thirty and 45/100 Dollars (\$2,930.45), payable to Omaha Public Power District, Acct. No. 4031256681.

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.

Trustee Christiansen indicated that the entrance islands to Harrison Woods needed an overhaul. After discussion, he agreed to contact several landscape companies for proposals for the entrance overhaul.

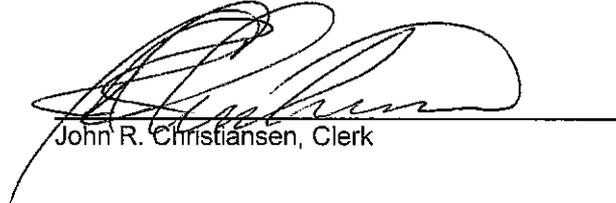
Rob Wood, a resident of the District and also a principal with Kuehl Capital Corporation, fiscal agent for the District presented a proposal to the Trustees which would restructure their fiscal agent/underwriter agreement with the District. Mr. Wood indicated that it was necessary to make a change because of new security regulations that potentially would create conflicts as both a fiscal agent and underwriter. Mr. Wood explained at length the technical reasons for his proposed change. The attorney for the District indicated that he had recently met with Mr. Wood and the conclusion of that meeting was that the attorney and Mr. Wood agreed to disagree on certain aspects of the new regulations. The attorney indicated that he had not had an opportunity to review the proposed contract for fiscal advisor/fiscal agent services presented by Kuehl Capital Corporation. Several of the Trustees questioned Mr. Wood on his proposal. After a lengthy discussion, the Trustees agreed to review the proposal, seek counsel input and discuss the matter at the next Trustee's meeting.

There were next presented receipts from the Sarpy County Treasurer's office representing deposits to the District's Bond Fund of various sewer connection fees from June 22, 2012, through November 6, 2012, in the aggregate amount of Ten Thousand Six Hundred Fifty and no/100 Dollars (\$10,650.00).

**[THE BALANCE OF THIS PAGE LEFT INTENTIONALLY BLANK –
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.

John R. Christiansen, 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 March 7, 2013, meeting.



John R. Christiansen, Clerk