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 June, 2013, at 10250 Regency Circle, Suite 300, Omaha, Nebraska.

Present were: John R. Christiansen, Maurice Anderson and Craig Finnestad. Also present were John Q. Bachman, attorney for the District and Matt Nelson of Lamp, Rynearson & Associates, Inc., engineers for the District.

Absent: Herbert L. Freeman and Marcy Knobbe.

Notice of the meeting was given in advance thereof by publication in the Bellevue Leader on June 5, 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 next presented the Resignation of Herbert L. Freeman, as Trustee of the District, due to the fact that he no longer owns property in the District. The Board expressed its appreciation for his services as Trustee. A copy of his Resignation was directed to be attached to these proceedings and effective upon the conclusion of the meeting. Upon conclusion of such discussion, the following roll call vote was taken during which the Trustees, John R. Christiansen, Maurice Anderson and Craig Finnestad voting "Aye," with none voting "Nay," thereby adopting and approving the following resolution:

> RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 220 of Sarpy County, Nebraska, that the Resignation of Herbert L. Freeman, as Trustee of the District, be and hereby is regretfully accepted as tendered.

There was next presented the Resignation of Marcy Knobbe, as Trustee of the District, due to the fact that she no longer owns property in the District. The Board expressed its appreciation for her services as Trustee. A copy of her Resignation was directed to be attached to these proceedings and effective upon the conclusion of the meeting. Upon conclusion of such discussion, the following roll call vote was taken during which the Trustees, John R. Christiansen, Maurice Anderson and Craig Finnestad voting "Aye," with none voting "Nay," thereby adopting and approving the following resolution:

> RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 220 of Sarpy County, Nebraska, that the Resignation of Marcy Knobbe, as Trustee of the District, be and hereby is regretfully accepted as tendered.

The Chairman stated that Warrant Nos. 1757 through 1787 had been issued since the date of the last meeting of the Board of Trustees to pay various expenses of the District. It was now necessary to ratify the Warrants. After further discussion by the Trustees, and upon a motion duly made and seconded, and upon the following roll call vote, the Trustees, John R. Christiansen, Maurice Anderson and Craig Finnestad, 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. 220 of Sarpy County, Nebraska, that Warrant Nos. 1757 through 1787 issued since the date of the last meeting of the Board of Trustees are hereby ratified.

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 services with respect to the Series 2009 bonds from July 15, 2012 through January 15, 2013 in the amount of Two Hundred Fifty and no/100 Dollars ($250.00).

There was next presented a statement from Bankers Trust Company for initial fees for registrar and paying agent services with respect to the 2012 general obligation refunding bonds, Invoice No. 6920 in the amount of Two Hundred and no/100 Dollars ($200.00).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Anchor Construction Company for services with respect to the Stream Improvements (Harrison Woods) project, Pay Estimate No. 1 in the amount of Fifty-One Thousand Five Hundred Seventy-Eight and 50/100 Dollars ($51,578.50).

There were next presented statements from Lamp, Rynearson & Associates, Inc., engineers for the District for services rendered in construction-related matters as follows: (i) through February 23, 2013, Invoice No. 0110098.11-0000007 in the amount of Three Thousand Seven Hundred Seven and 94/100 Dollars ($3,707.94); and (ii) through March 30, 2013, Invoice No. 0110098.11-0000008 in the amount of Eleven Thousand Nine Hundred Eighty-Five and 70/100 Dollars ($11,985.70); said invoices being in the aggregate amount of Fifteen Thousand Six Hundred Ninety-Three and 64/100 Dollars ($15,693.64).

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 street sign repairs, invoice dated March 24, 2013 in the amount of One Hundred Eighty-Nine and 99/100 Dollars ($189.99).

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, Invoice No. 4085 in the amount of Three Hundred and no/100 Dollars ($300.00).

There were next presented statements from One Call Concepts, Inc. for line locating services as follows: (i) for the month of February, 2013, Invoice No. 3020635 in the amount of Fourteen and 50/100 Dollars ($14.50); and (ii) for the month of March, 2013, Invoice No. 3030636 in the amount of Twenty-Eight and 30/100 Dollars ($28.30); said statements being in the aggregate amount of Forty-Two and 80/100 Dollars ($42.80).

There were next presented statements from Lamp, Rynearson & Associates, Inc., engineers for the District for miscellaneous engineering services rendered as follows: (i) through February 16, 2013, Invoice No. 0110098.90-0000029 in the amount of Five Hundred Fifty-Three and 63/100 Dollars ($553.63); and (ii) through March 16, 2013, Invoice No. 0110098.90-0000030 in the amount of One Thousand Five Hundred Ninety-Six and 73/100 Dollars ($1,596.73); said statements being in the aggregate amount of Two Thousand One Hundred Fifty and 36/100 Dollars ($2,150.36).

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 March 27, 2013 in the amount of Two Thousand Three Hundred Thirty-Nine and 99/100 Dollars ($2,339.99).

There were next presented statements from Bankers Trust Company as follows: (i) administrative flat fee with respect to 2013 general obligation refunding bonds, Invoice No. 9319 in the amount of Five Hundred and no/100 Dollars ($500.00); (ii) flat fee disclosure fee with respect to 2013 general obligation refunding bonds, Invoice No. 9320 in the amount of Two Hundred Fifty and no/100 Dollars ($250.00); and (iii) flat fee administrative fee with respect to September 15, 2011 general obligation refunding bonds, Invoice No. 9333 in the amount of Five Hundred and no/100 Dollars ($500.00); said statements being in the aggregate amount of One Thousand Two Hundred Fifty and no/100 Dollars ($1,250.00).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Anchor Construction Company for services with respect to the Stream Improvements (Harrison Woods) project as follows: (i) Pay Estimate No. 2 in the amount of Fifty-Two Thousand Six Hundred Fifty-One and 71/100 Dollars ($52,651.71); and (ii) Pay Estimate No. 3 in the amount of Thirty-Eight Thousand Eight Hundred Ninety and 42/100 Dollars ($38,890.42); said estimates being in the aggregate amount of Ninety-One Thousand Five Hundred Forty-Two and 13/100 Dollars ($91,542.13).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Thiele Geotech, Inc. for testing services in connection with the Stream Improvements (Harrison Woods) project, Invoice No. 46205 in the amount of Four Hundred Thirty-Seven and no/100 Dollars ($437.00).

There was next presented a statement from Lamp, Rynearson & Associates, Inc., engineers for the District for services rendered in construction-related matters through April 27, 2013, Invoice No. 0110098.11-0000009 in the amount of Four Thousand One Hundred Eighteen and 72/100 Dollars ($4,118.72).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Clean Sweep Commercial, Inc., for street sweeping services, Invoice No. 2489 in the amount of Eight Hundred Forty-Five and no/100 Dollars ($845.00).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Executive Lawn & Landscaping, LLC for green area maintenance, Invoice No. 10960 in the amount of Two Hundred Thirty-Eight and no/100 Dollars ($238.00).

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) Invoice No. 12496 in the amount of One Hundred Twelve and 50/100 Dollars ($112.50); and (ii) Invoice No. 12557 in the amount of Eight Hundred Eighty-Five and no/100 Dollars ($885.00); said statements being in the aggregate amount of Nine Hundred Ninety-Seven and 50/100 Dollars ($997.50).

There was next presented a statement from One Call Concepts, Inc., for line locating services for the month of April, 2013, Invoice No. 3040597 in the amount of Forty-Four and 55/100 Dollars ($44.55).

There was next presented a statement from UNICO Group, Inc. for clerk surety bond renewal, Invoice No. 576127 in the amount of Twenty and no/100 Dollars ($20.00).

There was next presented a statement from Lamp, Rynearson & Associates, Inc., engineers for the District for miscellaneous engineering services rendered through January 19, 2013, Invoice No. 0110098.90-0000028 in the amount of Eight Hundred Seventy-Two and 53/100 Dollars ($872.53).

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 May 29, 2013 in the aggregate amount of Four Thousand Six Hundred Seventy-Six and 98/100 Dollars ($4,676.98).

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. 1757 through 1782 of the District, dated April 15, 2013, 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 April 15, 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. 1757, for the amount of Two Hundred Fifty and no/100 Dollars ($250.00), payable to Great Western Bank.
>
> Warrant No. 1758, for the amount of Two Hundred and no/100 Dollars ($200.00), payable to Bankers Trust Company.
>
> Warrant No. 1759 through 1775, each for the amount of Three Thousand and no/100 Dollars ($3,000.00); and Warrant No. 1776, for the amount of Five Hundred Seventy-Eight and 50/100 Dollars ($578.50), payable to Anchor Construction Company.
>
> Warrant Nos. 1777 through 1781, each for the amount of Three Thousand and no/100 Dollars ($3,000.00), and Warrant No. 1782, for the amount of Six Hundred Ninety-Three and 64/100 Dollars ($693.64), payable to Lamp, Rynearson & Associates, Inc.
>
> 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. 1783 through 1787 of the District, dated April 15, 2013, 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 15, 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. 1783, for the amount of One Hundred Eighty-Nine and 99/100 Dollars ($189.99), payable to Skyline Sign Company.
>
> Warrant No. 1784, for the amount of Three Hundred and no/100 Dollars ($300.00), payable to Ground Effects.
>
> Warrant No. 1785, for the amount of Forty-Two and 80/100 Dollars ($42.80), payable to One Call Concepts, Inc.

Warrant No. 1786, for the amount of Two Thousand One Hundred Fifty and 36/100 Dollars ($2,150.36), payable to Lamp, Rynearson & Associates, Inc.

Warrant No. 1787, for the amount of Two Thousand Three Hundred Thirty-Nine and 99/100 Dollars ($2,339.99), 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 the Chairman and Clerk be and they hereby authorized and directed to execute and deliver Warrant Nos. 1788 through 1795 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 June 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. 1788, for the amount of One Thousand Two Hundred Fifty and no/100 Dollars ($1,250.00), payable to Bankers Trust Company.

Warrant Nos. 1789 through 1792, each for the amount of Twenty Thousand and no/100 Dollars ($20,000.00), and Warrant No. 1793, for the amount of Eleven Thousand Five Hundred Forty-Two and 13/100 Dollars ($11,542.13), payable to Anchor Construction Company.

Warrant No. 1794, for the amount of Four Hundred Thirty-Seven and no/100 Dollars ($437.00), payable to Thiele Geotech, Inc.

Warrant No. 1795, for the amount of Four Thousand One Hundred Eighteen and 72/100 Dollars ($4,118.72), payable to Lamp, Rynearson & Associates, Inc.

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. 1796 through 1803 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 June 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. 1796, for the amount of Eight Hundred Forty-Five and no/100 Dollars ($845.00), payable to Clean Sweep Commercial, Inc.

Warrant No. 1797, for the amount of Two Hundred Thirty-Eight and no/100 Dollars ($238.00), payable to Executive Lawn & Landscaping, LLC.

Warrant No. 1798, for the amount of Nine Hundred Ninety-Seven and 50/100 Dollars ($997.50), payable to Commercial Seeding Contractors.

Warrant No. 1799, for the amount of Forty-Four and 55/100 Dollars ($44.55), payable to One Call Concepts, Inc.

Warrant No. 1800, for the amount of Twenty and no/100 Dollars ($20.00), payable to UNICO Group, Inc.

Warrant No. 1801, for the amount of Eight Hundred Seventy-Two and 53/100 Dollars ($872.53), payable to Lamp, Rynearson & Associates, Inc.

Warrant No. 1802, for the amount of Three Thousand and no/100 Dollars ($3,000.00), and Warrant No. 1803, for the amount of One Thousand Six Hundred Seventy-Six and 98/100 Dollars ($1,676.98), 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.

The Trustees discussed the following matters with Matt Nelson of Lamp, Rynearson & Associates.

J.R. Christiansen and Maurice Anderson inspected the trees that were included in Anchor Construction Company's contract. They found the trees to be unacceptable and Anchor will be advised to find replacement trees.

A preliminary tree landscape master plan was presented. It was not yet complete and prioritization of the trees to be installed needed to be addressed.

It was reported that there were sidewalk panels along Edna Street that created potential hazards. The Trustees instructed Lamp, Rynearson & Associates to find a contractor to make repairs.

MUD has indicated that Harrison Woods was third in line for fire hydrant painting.

The Trustees discussed the installation of traffic tape or regular paint striping on Audrey Street and the crosswalk near the pool. It was indicated that paint striping had not previously worked and did not last. Lamp, Rynearson & Associates was directed to get proposals for both traffic tape and street paint striping.

After a short discussion, the Trustees accepted W. Janssen Construction, Inc. to bid to repair the damaged fence due to the auto accident.

Proposals were presented for a revised sprinkler system and new lighting for the Harrison Street and 168th Street entrances. Two sprinkler proposals were presented – one proposal just for the ends of the islands and the second proposal was sprinklers for the entire island. There were also two lighting proposals – one for incandescent lighting and the second proposal was for LED lighting. The Trustees agreed to accept proposals from Mullen Irrigation to provide new sprinkler zones for the entire entrance islands and to provide LED lighting for each entrance island.

**[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 June 7, 2013, meeting.

John R. Christiansen, Clerk