

MINUTES OF MEETING

OF

SANITARY AND IMPROVEMENT DISTRICT NO. 255
OF SARPY COUNTY, NEBRASKA

A meeting of the Board of Trustees of Sanitary and Improvement District No. 255 of Sarpy County, Nebraska, was convened in open and public session at 3:00 p.m. on the 1st day of December, 2016, at 10250 Regency Circle, Suite 300, Omaha, Nebraska.

Present were: Herbert L. Freeman, Marcy Knobbe, Weysan Dun, Steven Branscombe and Troy A. Hanson. Also present was John Q. Bachman, attorney for the District.

Absent: None.

Notice of the meeting was given in advance thereof by publication in the Bellevue Leader on November 23, 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 Clerk.

The Clerk 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 13, 2016. Such certificate indicated that Herbert L. Freeman, Marcy Knobbe, Weysan Dun, Steven Branscombe and Troy A. Hanson 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: Weysan Dun, Steven Branscombe and Troy A. Hanson voting "Aye", with none voting "Nay", and Herbert L. Freeman and Marcy Knobbe abstaining, thereby adopting and approving the following resolution:

RESOLVED, that Herbert L. Freeman be hereby elected to serve in the capacity of Chairman for Sanitary and Improvement District No. 255 of Sarpy County, Nebraska, until the next regularly scheduled election of the Board of Trustees.

FURTHER RESOLVED, that Marcy Knobbe be hereby elected to serve in the capacity of Clerk for Sanitary and Improvement District No. 255 of Sarpy County, Nebraska, until the next regularly scheduled election of the Board of Trustees.

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

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 as follows: (i) Invoice No. 18055 in the amount of One Thousand Eighty-Nine and no/100 Dollars (\$1,089.00); (ii) Invoice No. 18061 in the amount of One Thousand Two Hundred Eighty-Four and no/100 Dollars (\$1,284.00); and (iii) Invoice No. 18427 in the amount of Eight Hundred Ninety and no/100 Dollars (\$890.00); said invoices being in the aggregate amount of Three Thousand Two Hundred Sixty-Three and no/100 Dollars (\$3,263.00).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District presenting and recommending payment in favor of HTM Sales Inc. for sanitary sewer lift station maintenance as follows: (i) Invoice No. 16-33086-29 in the amount of One Hundred Sixty-Seven and 60/100 Dollars (\$167.60); (ii) Invoice No. 16-33086-30 in the amount of Two Hundred Forty-Two and 60/100 Dollars (\$242.60); (iii) Invoice No. 16-33086-31 in the amount of One Thousand Fifty and no/100 Dollars (\$1,050.00); and (iv) Invoice No. 16-33885-4 in the amount of Seven Hundred Fifty-Six and 83/100 Dollars (\$756.83); said statements being in the aggregate amount of Two Thousand Two Hundred Seventeen and 03/100 Dollars (\$2,217.03).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District presenting and recommending payment in favor of Signature Advertising & Display, Inc. for street sign repairs, Invoice No. 10750 in the amount of Eight Hundred Seventeen and 63/100 Dollars (\$817.63).

There were next presented statements from One Call Concepts, Inc. for line locating services as follows: (i) for the month of September, 2016, Invoice No. 6090586 in the amount of Fifteen and no/100 Dollars (\$15.00); and (ii) for the month of October, 2016, Invoice No. 6100579 in the amount of Twenty-Seven and 09/100 Dollars (\$27.09); said statements being in the aggregate amount of Forty-Two and 09/100 Dollars (\$42.09).

There were next presented statements from Lamp, Rynearson & Associates, Inc., engineers for the District for miscellaneous engineering services rendered as follows: (i) through September 10, 2016, Invoice No. 0103071.90-0000102 in the amount of Six Hundred Sixteen and 02/100 Dollars (\$616.02); and (ii) through October 15, 2016, Invoice No. 0103071.90-0000103 in the amount of Six Hundred Ninety and 30/100 Dollars (\$690.30); said statements being in the aggregate amount of One Thousand Three Hundred Six and 32/100 Dollars (\$1,306.32).

There were next presented statements from Metropolitan Utilities District for service at the 16749 Canyon Trail location through November 9, 2016 indicating a *credit* balance in the amount of One Hundred Eighty-Nine and 59/100 Dollars (\$189.59). ***The Board directed advance payment to be made in the amount of Five Hundred and no/100 Dollars (\$500.00).***

There were next presented statements from Metropolitan Utilities District for service at the 16503 Cornhusker Road location through November 9, 2016 indicating a **credit balance** in the amount of Two Hundred Twenty-Nine and 20/100 Dollars (\$229.20). **The Board directed advance payment to be made in the amount of Three Hundred and no/100 Dollars (\$300.00).**

There were next presented statements from Black Hills Energy for gas service at the 10105 South 163rd Street location through October 26, 2016, Account No. 4564 6412 57, indicating a **credit balance** in the amount of Forty-Eight and 66/100 Dollars (\$48.66). **The Board directed advance payment to be made in the amount of Fifty and no/100 Dollars (\$50.00).**

There were next presented statements from Omaha Public Power District for general service with respect to Account No. 0844508449 through October 26, 2016, in the aggregate amount of Three Thousand Two Hundred Sixty-Seven and 84/100 Dollars (\$3,267.84).

The Clerk next directed the attention of the Board of Trustees to the fact that D.A. Davidson & Co. will place Eleven Thousand Seven Hundred Sixty-Three and 91/100 Dollars (\$11,763.91) in warrants at this time and that the contracted charge for such placement of warrants is five percent (5%) or Five Hundred Eighty-Eight and 19/100 Dollars (\$588.19) in accordance with the financing agreement previously adopted by the Board. The Clerk recommended the issuance of a warrant for such amount to D.A. Davidson & Co.

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. 255 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby authorized and directed to execute and deliver Warrant Nos. 2287 through 2296 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 December 1, 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. 2287, for the amount of Three Thousand Two Hundred Sixty-Three and no/100 Dollars (\$3,263.00), payable to Executive Lawn & Landscaping, LLC.

Warrant No. 2288, for the amount of Two Thousand Two Hundred Seventeen and 03/100 Dollars (\$2,217.03), payable to HTM Sales Inc.

Warrant No. 2289, for the amount of Eight Hundred Seventeen and 63/100 Dollars (\$817.63), payable to Signature Advertising & Display, Inc.

Warrant No. 2290, for the amount of Forty-Two and 09/100 Dollars (\$42.09), payable to One Call Concepts, Inc., Inv. #6090586, 6100579.

Warrant No. 2291, for the amount of One Thousand Three Hundred Six and 32/100 Dollars (\$1,306.32), payable to Lamp, Ryneanson & Associates, Inc.

Warrant Nos. 2292, for the amount of Five Hundred and no/100 Dollars (\$500.00), payable to Metropolitan Utilities District, Acct. No. 112000297622.

Warrant No. 2293, for the amount of Three Hundred and no/100 Dollars (\$300.00), payable to Metropolitan Utilities District, Acct. No. 112000302357.

Warrant No. 2294, for the amount of Fifty and no/100 Dollars (\$50.00), payable to Black Hills Energy, Account No. 4564 6412 57.

Warrant No. 2295, for the amount of Three Thousand Two Hundred Sixty-Seven and 84/100 Dollars (\$3,267.84), payable to Omaha Public Power District, Acct. No. 0844508449.

Warrant No. 2296, for the amount of Five Hundred Eighty-Eight and 19/100 Dollars (\$588.19), payable to D.A. Davidson & Co.

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 255 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. 255 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. 255 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.

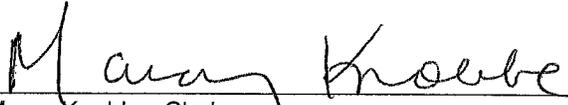
In miscellaneous District matters, the Trustees requested that the engineers contact Executive Lawn for prices for a 2017 bid. The Trustees requested the engineers to repair and redirect the lights for

the two (2) new entrance monuments on Cornhusker Road. Weyan Dun expressed concern about increased electrical costs for the meters at 16501 Cornhusker Road and 9902 South 163rd Avenue.

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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. 255 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 December 1, 2016, meeting.



Marcy Knobbe, Clerk