

MINUTES OF MEETING  
OF  
SANITARY AND IMPROVEMENT DISTRICT NO. 264  
OF SARPY COUNTY, NEBRASKA

A meeting of the Board of Trustees of Sanitary and Improvement District No. 264 of Sarpy County, Nebraska, was convened in open and public session at 9:00 a.m. on the 30<sup>th</sup> day of October, 2009, at 9412 Giles Road, Papillion, Nebraska.

Present were: John C. Allen, Joyce A. Sramek, Joseph J. Valenti, Jeanne D. Knox and Gerald L. Torczon.

Absent: None.

Notice of the meeting was given in advance thereof by publication in the Bellevue Leader on October 28, 2009, 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.

The Chairman next presented the proof of publication of the Notice to Contractors for the construction of the improvements entitled Silt Basin Removal – Basins 1, 2 and 3 (Shadow Lake).

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 October 7, 2009, in accordance with the provisions of such Notice to Contractors. The bids having been individually reviewed by Lamp, Rynearson & 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 Wenninghoff Seeding, Inc. for Silt Basin Removal – Basins 1, 2 and 3 (Shadow Lake) in the amount of Sixty-Eight Thousand Seven Hundred Ten and 50/100 Dollars (\$68,710.50) and that such amount be accepted. The Clerk reminded the Board that the Engineer's estimate of the construction cost of this project was Ninety-Four Thousand Eight Hundred Eighty-Seven and 50/100 Dollars (\$94,887.50). 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 Wenninghoff Seeding, Inc. was accompanied by the required bid bond, contract and maintenance bond in the amount of one hundred percent (100%) of the contract price.

After considerable discussion by the Board, the following resolution was duly moved and seconded and upon a roll call vote of the Trustees, John C. Allen, Joyce A. Sramek, Joseph J. Valenti, Jeanne D. Knox and Gerald L. Torczon voted "Aye" with none voting "Nay" thereby adopting the following resolution:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 264 of Sarpy County, Nebraska, that the bid of Wenninghoff Seeding, Inc. in the total amount of Sixty-Eight Thousand Seven Hundred Ten and 50/100 Dollars (\$68,710.50) for Silt Basin Removal – Basins 1, 2 and 3 (Shadow Lake) 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 Wenninghoff Seeding, Inc. for and on behalf of the District.

The Clerk next presented correspondence from Elizabeth McCarty, the Papillion City Clerk, with respect to Resolution No. R09-0166 passed and approved by the Papillion City Council on October 20, 2009, approving the Contract awarded to Wenninghoff Seeding, Inc. in connection with the Silt Basin Removal – Basins 1, 2 and 3 (Shadow Lake) project.

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

There was next presented City of Papillion Invoice No. 2008225 for a review fee in connection with the Silt Basin Removal – Basins 1, 2 and 3 (Shadow Lake) project, approved by Papillion City Council Resolution No. R09-0166, in the amount of Six Hundred Eighty-Seven and 11/100 Dollars (\$687.11).

There was next presented a statement from First Nebraska Title and Escrow Company for an SID search in connection with the 2009 bond issue in the amount of Two Hundred Fifty and No/100 Dollars (\$250.00).

There was next presented a statement from Baird Holm LLP for bond counsel opinion in connection with the 2009 bond issue in the amount of Sixty-Seven Thousand Seven Hundred Forty and No/100 Dollars (\$67,740.00).

There was next presented a statement from Lamp, Rynearson & Associates, Inc., engineers for the District, for services in connection with the Silt Basin Removal – Basins 1, 2 and 3 (Shadow Lake) project, Invoice No. 0104031.11-0000003, in the amount of One Thousand One Hundred Sixteen and 58/100 Dollars (\$1,116.58).

There were next presented statements from Pansing Hogan Ernst & Bachman LLP, attorneys for the District, as follows: (i) for services rendered in construction-related matters, in the amount of Ninety and No/100 Dollars (\$90.00), and costs advanced in the amount of Four Hundred Fifty and 15/100 Dollars (\$450.15); said statement being in the aggregate amount of Five Hundred Forty and 15/100 Dollars (\$540.15); and (ii) for services in connection with the 2009 bond issue in the amount of Seventeen Thousand Five Hundred and No/100 Dollars (\$17,500.00); said statements being in the aggregate amount of Eighteen Thousand Forty and 15/100 Dollars (\$18,040.15).

The Clerk next directed the attention of the Board of Trustees to the fact that Ameritas Investment Corp. will purchase Eighty-Seven Thousand Eight Hundred Thirty-Three and 84/100 Dollars (\$87,833.84) in warrants at this time and that the contracted charge for such purchase of warrants is five percent (5%), or Four Thousand Three Hundred Ninety-One and 69/100 Dollars (\$4,391.69) in accordance with the financing agreement previously adopted by the Board. The Chairman recommended issuance of a warrant in such amount to Ameritas Investment Corp.

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment of Estimate No. 13 to the contract for Outlot Improvements, Section I (Shadow Lake), in favor of Signature Grounds Management Co., in the amount of Six Thousand Seven Hundred Twenty and No/100 Dollars (\$6,720.00).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Boi-Co Enterprises, LLC, for landscaping repairs associated with water system maintenance on 81<sup>st</sup> Avenue and Shadow Lake Drive within the District, Invoice No. 65, in the amount of Three Hundred Eighty-Five and 15/100 Dollars (\$385.15).

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 materials testing services provided in connection with paving maintenance within the District, as follows: (i) Invoice No. 35997, in the amount of Two Hundred Eight and No/100 Dollars (\$208.00); and (ii) Invoice No. 36069, in the amount of Two Hundred Forty and No/100 Dollars (\$240.00); said Invoices being in the aggregate amount of Four Hundred Forty-Eight and No/100 Dollars (\$448.00).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Todco Barricade Company, for rental of barricades and detour signs during paving reconstruction on Shadow Lake Drive within the District, Invoice No. 108224, in the amount of One Hundred Twelve and 89/100 Dollars (\$112.89).

There was next presented correspondence from CBS Home Real Estate for Shadow Lake Development, LLC, developer for the District, presenting and recommending payment in favor of Boi-Co Enterprises, LLC, for pulling and spraying weeds, pruning trees and shrubs in right of way, fertilization of right of way, and labor to oversee 2009 maintenance on Shadow Lake right of way, as follows: (i) Invoice No. 220, in the amount of One Thousand Four Hundred Eighty-Two and No/100 Dollars (\$1,482.00); (ii) Invoice No. 241, in the amount of Two Thousand Two Hundred Sixty-Two and No/100 Dollars (\$2,262.00); (iii) Invoice No. 242, in the amount of Two Thousand Seven Hundred Fifty and No/100 Dollars (\$2,750.00); and (iv) Invoice No. 243, in the amount of Three Thousand Six Hundred Four and No/100 Dollars (\$3,604.00); said invoices being in the aggregate amount of Ten Thousand Ninety-Eight and No/100 Dollars (\$10,098.00).

There was next presented correspondence from CBS Home Real Estate for Shadow Lake Development, LLC, developer of the District, requesting reimbursement to Shadow Lake Development, LLC for payment of the following invoices: (i) Don Anson, for electrical work at the waterfalls at the entrances to Shadow Lake, Invoice No. 1369, in the amount of Three Hundred Sixty and No/100 Dollars (\$360.00); (ii) Commercial Seeding Contractors, for trimming weeds and cutting trees in the silt basins within the District, Invoice No. 8513, in the amount of One Thousand Six Hundred Eighty-Seven and 50/100 Dollars (\$1,687.50); and (iii) Millard Sprinkler, for commercial winterization at Shadow Lake Island, Invoice No. QX35294, in the amount of Seventy-Five and No/100 Dollars (\$75.00); said invoices being in the aggregate amount of Two Thousand One Hundred Twenty-Two and 50/100 Dollars (\$2,122.50).

There was next presented a statement from Michael Obbink for bookkeeping services for the year ended June 30, 2009, Invoice No. 123, in the amount of Two Hundred and No/100 Dollars (\$200.00).

There was next presented a statement from Lamp, Rynearson & Associates, Inc., engineers for the District, for miscellaneous engineering services rendered through September 26, 2009, Invoice No. 0104031.90-0000020, in the amount of Six Thousand Two Hundred Ninety-Eight and 99/100 Dollars (\$6,298.99).

There were next presented statements from Omaha Public Power District for general service with respect to Account No. 6569831349, for the billing period from September 24, 2009 to October 22, 2009, in the aggregate amount of Four Thousand Eight Hundred Ninety-One and 73/100 Dollars (\$4,891.73).

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. 264 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby are authorized and directed to execute and deliver Warrant Nos. 5101 through 5122 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 September 1 of each year) and to be redeemed no later than October 30, 2014, 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. 5101, for the amount of Six Hundred Eighty-Seven and 11/100 Dollars (\$687.11), payable to City of Papillion.

Warrant No. 5102, for the amount of Two Hundred Fifty and No/100 Dollars (\$250.00), payable to First Nebraska Title and Escrow Company.

Warrant Nos. 5103 through 5115, each in the amount of Five Thousand and No/100 Dollars (\$5,000.00), and Warrant No. 5116, for the amount of Two Thousand Seven Hundred Forty and No/100 Dollars (\$2,740.00), payable to Baird Holm LLP.

Warrant No. 5117, for the amount of One Thousand One Hundred Sixteen and 58/100 Dollars (\$1,116.58), payable to Lamp, Ryneerson & Associates, Inc.

Warrant Nos. 5118 through 5120, each in the amount of Five Thousand and No/100 Dollars (\$5,000.00), and Warrant No. 5121, for the amount of Three Thousand Forty and 15/100 Dollars (\$3,040.15), payable to Pansing Hogan Ernst & Bachman, LLP.

Warrant No. 5122, for the amount of Four Thousand Three Hundred Ninety-One and 69/100 Dollars (\$4,391.69), payable to Ameritas Investment Corp.

FURTHER RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 264 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby are authorized and directed to execute and deliver Warrant Nos. 5123 through 5135 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 October 30, 2012, 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. 5123, in the amount of Five Thousand and No/100 Dollars (\$5,000.00), and Warrant No. 5124, for the amount of One Thousand Seven Hundred Twenty and No/100 Dollars (\$1,720.00), payable to Signature Grounds Management Co.

Warrant No. 5125, for the amount of Three Hundred Eighty-Five and 15/100 Dollars (\$385.15), payable to Boi-Co Enterprises, LLC.

Warrant No. 5126, for the amount of Four Hundred Forty-Eight and No/100 Dollars (\$448.00), payable to Thiele Geotech, Inc.

Warrant No. 5127, for the amount of One Hundred Twelve and 89/100 Dollars (\$112.89), payable to Todco Barricade Company.

Warrant Nos. 5128 and 5129, each in the amount of Five Thousand and No/100 Dollars (\$5,000.00), and Warrant No. 5130, for the amount of Ninety-Eight and No/100 Dollars (\$98.00), payable to Boi-Co Enterprises, LLC.

Warrant No. 5131, for the amount of Two Thousand One Hundred Twenty-Two and 50/100 Dollars (\$2,122.50), payable to Shadow Lake Development, LLC.

Warrant No. 5132, for the amount of Two Hundred and No/100 Dollars (\$200.00), payable to Michael Obbink.

Warrant No. 5133, in the amount of Five Thousand and No/100 Dollars (\$5,000.00), and Warrant No. 5134, for the amount of One Thousand Two Hundred Ninety-Eight and 99/100 Dollars (\$1,298.99), payable to Lamp, Rynearson & Associates, Inc.

Warrant No. 5135, for the amount of Four Thousand Eight Hundred Ninety-One and 73/100 Dollars (\$4,891.73), payable to Omaha Public Power District, Account No. 6569831349.

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 264 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. 264 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. 264 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.

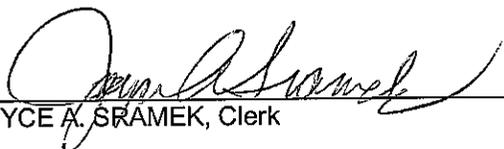
The Clerk then presented for the consideration of the Trustees the plans and specifications for Sidewalk Construction 2009 (Shadow Lake) prepared by Lamp, Rynearson & Associates, Inc., the consulting engineers for the District, for the cost of such improvement in the total amount of Seventy Thousand Six Hundred and No/100 Dollars (\$70,600.00). The Clerk was directed to attach a copy of the engineer's estimates of the costs to the minutes of these proceedings. After discussion, the resolution attached hereto and by this reference made a part hereof was duly introduced and upon a motion properly made and seconded, a roll call vote was had upon such motion during which the Trustees, John C. Allen, Joyce A. Sramek, Joseph J. Valenti, Jeanne D. Knox and Gerald L. Torczon, voted "Aye" with none voting "Nay" thereby adopting the following resolution:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 264 of Sarpy County, Nebraska, that a hearing be had on the proposed Resolution of Necessity and Advisability for the construction of Sidewalk Construction 2009 (Shadow Lake) at 9412 Giles Road, Papillion, Nebraska, at 9:00 a.m. on November 18, 2009, at which time owners of the property within the District who might become subject to assessment for the improvements contemplated by the proposed Resolution of Necessity and Advisability may appear and make objections to the proposed improvements, and if a petition opposing the proposed resolution is signed by property owners representing the majority of the front footage which may be subject to assessment for the costs of improvements set out in the resolution is filed with the Clerk of the District within three days before the date set for hearing on such resolution, such resolution shall and will not be passed.

FURTHER RESOLVED, that notice of such hearing be given by publication in the Bellevue Leader of Bellevue, Sarpy County, Nebraska, for two (2) consecutive weeks beginning on the 4<sup>th</sup> day of November, 2009, and ending on the 11<sup>th</sup> day of November, 2009, which publication shall contain the entire wording of the proposed Resolution of Necessity and Advisability, and that notice shall be posted in three (3) conspicuous places within the District as required by Section 31-745, Reissue Rev. Stat. of Neb. 1943.

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.

Joyce A. Sramek, as Clerk for Sanitary and Improvement District No. 264 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 October 30, 2009 meeting.

  
JOYCE A. SRAMEK, Clerk