

COPY

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 16<sup>th</sup> day of December, 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 December 9, 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 Sidewalk Construction 2009 (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 November 25, 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 Premier Development & Construction, Inc. for Sidewalk Construction 2009 (Shadow Lake) in the amount of Twenty-Nine Thousand Four Hundred Seventy-Eight and 75/100 Dollars (\$29,478.75), and that such amount be accepted. The Clerk reminded the Board that the Engineer's estimate of the construction cost of this project was Fifty Thousand Four Hundred Fifty-Two and 75/100 Dollars (\$50,452.75). 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 Premier Development & Construction, 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 Premier Development & Construction, Inc. in the total amount of Twenty-Nine Thousand Four Hundred Seventy-Eight and 75/100 Dollars (\$29,478.75) for Sidewalk Construction 2009 (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 Premier Development & Construction, Inc. for and on behalf of the District.

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 of Estimate No. 1 to the contract for Silt Basin Removal – Basins 1, 2 and 3 (Shadow Lake), in favor of Wenninghoff Seeding, Inc., in the amount of Sixty-Four Thousand Six Hundred Fifty-Six and 79/100 Dollars (\$64,656.79).

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 geotechnical testing services provided in connection with the Silt Basin Removal – Basins 1, 2 and 3 (Shadow Lake) project, as follows: (i) Invoice No. 36505, in the amount of One Thousand One Hundred Eighty and No/100 Dollars (\$1,180.00); (ii) Invoice No. 36506, in the amount of One Thousand Two Hundred Fifty and No/100 Dollars (\$1,250.00); and (iii) Invoice No. 36507, in the amount of One Thousand Four Hundred Fifty and No/100 Dollars (\$1,450.00); said invoices being in the aggregate amount of Three Thousand Eight Hundred Eighty and No/100 Dollars (\$3,880.00).

There was next presented a statement from Lamp, Rynearson & Associates, Inc., engineers for the District, for services rendered in construction-related matters through October 31, 2009, Invoice No. 0104031.11-0000004, in the amount of Seven Thousand Seventy-Eight and 43/100 Dollars (\$7,078.43).

There was next presented a statement from Pansing Hogan Ernst & Bachman LLP, attorneys for the District, for services rendered in construction-related matters in the amount of Three Thousand Seven Hundred Eighty and No/100 Dollars (\$3,780.00), and costs advanced in the amount of One Hundred Fifty-Four and 12/100 Dollars (\$154.12); said statement being in the aggregate amount of Three Thousand Nine Hundred Thirty-Four and 12/100 Dollars (\$3,934.12).

The Clerk next directed the attention of the Board of Trustees to the fact that Ameritas Investment Corp. will purchase Seventy-Nine Thousand Five Hundred Forty-Nine and 34/100 Dollars (\$79,549.34) in warrants at this time and that the contracted charge for such purchase of warrants is five percent (5%), or Three Thousand Nine Hundred Seventy-Seven and 47/100 Dollars (\$3,977.47) 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 for Estimates to the contract for Outlot Improvements, Section I (Shadow Lake), in favor of Signature Grounds Management Co., as follows: (i) Estimate No. 14, in the amount of Four Thousand Two Hundred and No/100 Dollars (\$4,200.00); and (ii) Estimate No. 15, in the amount of One Thousand One Hundred and No/100 Dollars (\$1,100.00); said Estimates being in the aggregate amount of Five Thousand Three Hundred and No/100 Dollars (\$5,300.00).

There was next presented correspondence from Lamp, Ryneerson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Ak-Sar-Ben Pipe and Sewer Cleaning Company, for sewer televising services in connection with sanitary sewer maintenance within the District, Invoice No. 145558S, in the amount of Two Hundred and No/100 Dollars (\$200.00).

There was next presented correspondence from Lamp, Ryneerson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of W Janssen Construction, Inc. for paving maintenance within the District, as follows: (i) for driveway and sidewalk repairs due to utility trench settlement, Invoice No. SL-03-09, in the amount of Four Thousand Four Hundred Sixty-Six and No/100 Dollars (\$4,466.00); and (ii) for pavement repairs, Invoice No. SL-04-09, in the amount of Nine Thousand Seven Hundred Ten and 50/100 Dollars (\$9,710.50); said invoices being in the aggregate amount of Fourteen Thousand One Hundred Seventy-Six and 50/100 Dollars (\$14,176.50).

There was next presented correspondence from Lamp, Ryneerson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Todco Barricade Company, for installation and maintenance of street signs within the District, Invoice No. 108696, in the amount of Two Thousand Thirty and 88/100 Dollars (\$2,030.88).

There were next presented statements from Lamp, Ryneerson & Associates, Inc., engineers for the District, for miscellaneous engineering services, as follows: (i) for services rendered through October 24, 2009, Invoice No. 0104031.90-0000021, in the amount of Six Thousand Five Hundred Eighty-Seven and 11/100 Dollars (\$6,587.11); and (ii) for services rendered through November 21, 2009, Invoice No. 0104031.90-0000022, in the amount of Six Thousand Nine Hundred Ninety-Four and 41/100 Dollars (\$6,994.41); said invoices being in the aggregate amount of Thirteen Thousand Five Hundred Eighty-One and 52/100 Dollars (\$13,581.52).

There were next presented statements from Omaha Public Power District for general service with respect to Account No. 6569831349, for the billing period from October 22, 2009 to November 20, 2009, in the aggregate amount of Four Thousand Nine Hundred Ten and 50/100 Dollars (\$4,910.50).

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. 5147 through 5164 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 December 16, 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 Nos. 5147 through 5158, each in the amount of Five Thousand and No/100 Dollars (\$5,000.00), and Warrant No. 5159, for the amount of Four Thousand Six Hundred Fifty-Six and 79/100 Dollars (\$4,656.79), payable to Wenninghoff Seeding, Inc.

Warrant No. 5160, for the amount of Three Thousand Eight Hundred Eighty and No/100 Dollars (\$3,880.00), payable to Thiele Geotech, Inc.

Warrant No. 5161, in the amount of Five Thousand and No/100 Dollars (\$5,000.00), and Warrant No. 5162, for the amount of Two Thousand Seventy-Eight and 43/100 Dollars (\$2,078.43), payable to Lamp, Rynearson & Associates, Inc.

Warrant No. 5163, for the amount of Three Thousand Nine Hundred Thirty-Four and 12/100 Dollars (\$3,934.12), payable to Pansing Hogan Ernst & Bachman LLP.

Warrant No. 5164, for the amount of Three Thousand Nine Hundred Seventy-Seven and 47/100 Dollars (\$3,977.47), 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. 5165 through 5175 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 December 16, 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. 5165, for the amount of Five Thousand and No/100 Dollars (\$5,000.00), and Warrant No. 5166, for the amount of Three Hundred and No/100 Dollars (\$300.00), payable to Signature Grounds Management Co.

Warrant No. 5167, for the amount of Two Hundred and No/100 Dollars (\$200.00), payable to Ak-Sar-Ben Pipe and Sewer Cleaning Company.

Warrant Nos. 5168 and 5169, each in the amount of Five Thousand and No/100 Dollars (\$5,000.00), and Warrant No. 5170, for the amount of Four Thousand One Hundred Seventy-Six and 50/100 Dollars (\$4,176.50), payable to W Janssen Construction, Inc.

Warrant No. 5171, for the amount of Two Thousand Thirty and 88/100 Dollars (\$2,030.88), payable to Todco Barricade Company.

Warrant Nos. 5172 and 5173, each in the amount of Five Thousand and No/100 Dollars (\$5,000.00), and Warrant No. 5174, for the amount of Three Thousand Five Hundred Eighty-One and 52/100 Dollars (\$3,581.52), payable to Lamp, Rynearson & Associates, Inc.

Warrant No. 5175, for the amount of Four Thousand Nine Hundred Ten and 50/100 Dollars (\$4,910.50), 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.

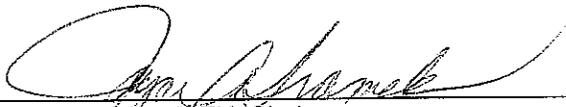
2. To the best of their knowledge, information and belief, the above expectations are reasonable.

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 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 December 16, 2009 meeting.

  
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JOYCE A. SRAMEK, Clerk