

MINUTES OF MEETING OF SANITARY AND
IMPROVEMENT DISTRICT NO. 278 OF
SARPY COUNTY, NEBRASKA

A meeting of the Board of Trustees of Sanitary and Improvement District No. 278 of Sarpy County, Nebraska, was convened in open and public session at 11:00 a.m. on July 2, 2014, at 19806 Maple Street, Omaha, Nebraska. Present were: Trustees Paul S. McCune, Michelle Zimmerman, Susan McCune, Stacey Holt and Jason McCune; Absent: None. Also present was Attorney Robert J. Huck.

Notice of the meeting was given in advance thereof by publication in *The Gretna Breeze* of Gretna, Sarpy County, Nebraska, on June 18 and June 25, 2014, a copy of the Proof of Publication being attached to these minutes. Notice of this meeting was sent to the Sarpy County Clerk, Papillion, Nebraska, not less than seven (7) days prior to the date of this meeting. 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 undersigned Clerk hereby certifies that these minutes were written and available for public inspection within ten (10) working days after the date of said meeting.

After calling the meeting to order and completion of roll call, 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 Board then turned its attention to Agenda Item No. 3, public hearing on resolution of necessity for Sanitary Sewer Section 2 – Tiburon Ridge Phase 2 (Pebblebrooke Lift Station Renovation). He presented for the Board's consideration the Proof of Publication of the proposed resolution, together with a Certification on posting said resolution in three conspicuous places within the District, all as authorized by the Board at its meeting held on June 9, 2014. The Clerk certified to the Board that no petition signed by any owners of property within the District opposing the proposed resolution had been filed with her as Clerk. No owner or owners of property appeared at the meeting to object to the proposed Sanitary Sewer Section 2 – Tiburon Ridge Phase 2 (Pebblebrooke Lift Station Renovation). After full discussion, the following resolution was duly moved and seconded as follows, to-wit:

RESOLVED that the resolution of necessity proposed by the Board at its meeting held on June 9, 2014, for Sanitary Sewer Section 2 – Tiburon Ridge Phase 2 (Pebblebrooke Lift Station Renovation), be and hereby is passed, verbatim as proposed.

FURTHER RESOLVED that said Board does herewith order the construction of Sanitary Sewer Section 2 – Tiburon Ridge Phase 2

(Pebblebrooke Lift Station Renovation).

On roll call on the foregoing resolution, the following Trustees voted aye: Paul S. McCune, Michelle Zimmerman, Susan McCune, Stacey Holt and Jason McCune; voting nay thereon were the following Trustees: None. The Chairman then declared said resolution to be duly carried and adopted.

The Chairman then presented for the Board's consideration an email from the District's Engineer outlining the various bids received from contractors on July 1, 2014, for the construction of Sanitary Sewer Section 2 – Tiburon Ridge Phase 2 (Pebblebrooke Lift Station Renovation), such bids having been submitted in response to published Notice to Contractors (Proof of Publication of said Notice being attached to these minutes). A copy of said e-mail is also attached to these minutes for reference. Discussion was then had regarding the alternate bids and the following resolution was duly moved and seconded, to-wit:

BE IT RESOLVED that the District's Engineer be and hereby is authorized to provide the bid information on the Pebblebrooke Lift Station Renovation to SID 240 of Sarpy County, Nebraska (Pebblebrooke subdivision) in order for the Board of Trustees of SID 240 to review the options with regard to the bid alternatives.

On roll call on the foregoing resolution, the following Trustees voted aye: Paul S. McCune, Michelle Zimmerman, Susan McCune, Stacey Holt and Jason McCune; voting nay thereon were the following Trustees: None. The Chairman then declared said resolution to be duly carried and adopted.

The Chairman then directed the Board's attention to Agenda Item No. 4, public hearing on resolution of necessity for entering into a Subdivision Agreement with Sarpy County covering Lots 51 through 114, inclusive, and Outlot D, Tiburon Ridge. He presented for the Board's consideration the Proof of Publication of the proposed resolution, together with a Certification on posting said resolution in three conspicuous places within the District, all as authorized by the Board at its meeting held on June 9, 2014. The Clerk certified to the Board that no petition signed by any owners of property within the District opposing the proposed resolution had been filed with her as Clerk. No owner or owners of property appeared at the meeting to object to the proposed Subdivision Agreement. After full discussion, the following resolutions were duly moved and seconded as follows, to-wit:

RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 278 of Sarpy County, Nebraska, that the resolution of necessity proposed by the Board at its meeting held on June 9, 2014, for entering into a Subdivision Agreement with Sarpy County, Nebraska, covering Tiburon Ridge, Lots 51 through 114, inclusive, and Outlot D, inclusive, be and hereby is passed, verbatim as proposed.

FURTHER RESOLVED that said Board does herewith ratify the execution of said Subdivision Agreement by the Chairman and Clerk on behalf of the District, and does further authorize payment of the Public Improvement Review fee required thereby.

FURTHER RESOLVED, that a copy of said Agreement be made a part of the records of the District by attaching same to these minutes.

On roll call on said resolutions, the following Trustees voted aye: Paul S. McCune, Michelle Zimmerman, Susan McCune, Stacey Holt and Jason McCune; voting nay thereon were the following Trustees: None. The Chairman then declared said resolutions to be duly carried and adopted.

The Chairman directed the Board's attention to Agenda Item No. 5, Payment of Bills of the District, and presented for the Board's consideration the following bills, statements and invoices. Thereupon, the following resolutions were duly moved and seconded, to-wit:

BE IT RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 278 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby are authorized and directed to execute and deliver Warrant Nos. 251 through 271, inclusive, of the District, dated the date of this meeting, to the following payees and in the following amounts, said Warrant Nos. 251 through 254, inclusive, to be drawn on the General Fund of the District and to draw interest at the rate of seven percent (7%) per annum, and said Warrant Nos. 255 through 271, inclusive, 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, as to the Construction Fund Warrants only), and to be redeemed no later than the dates noted below, subject to extension of said maturity date, (for Construction Fund Warrants only), by order of the District Court of Sarpy County, Nebraska, after notice is given as required by law, to-wit:

General Fund
 (Due July 2, 2017)

No.	Payee	Amount	Description
251	Lamp Rynearson & Associates	\$3,000.00	Inv. No. 107018.909-5 and -6, engineering services
252	Lamp Rynearson & Associates	\$2,580.84	Inv. No. 107018.909-5 and -6, engineering services

253	Croker Huck Kasher DeWitt Anderson & Gonderinger, LLC	\$1,399.26	Inv. No. 101610, Acct. No. 488-000
254	Kuehl Capital Corporation	\$174.50	Municipal Advisor Structuring Fee; Warrant Nos. 251 through 253, inclusive
Construction Fund (Due July 2, 2019)			
255 through 267	Lamp Rynearson & Associates	\$10,000.00 each	Inv. No. 107018.22-01 and 107018.11-08, engineering fees
268	Lamp Rynearson & Associates	\$9,038.00	Inv. No. 107018.22-01 and 107018.11-08, engineering fees
269	Sarpy County Planning and Building Department	\$5,000.00	Public Improvement Review Fees
270	Metropolitan Utilities District	\$5,020.62	Addition Construction Costs on Job Nos. 100055001061, 100057000400, and 10005700401
271	Croker Huck Kasher DeWitt Anderson & Gonderinger, LLC	\$8,084.52	Inv. No. 101611, Acct. No. 488-001
272	Kuehl Capital Corporation	\$3,928.58	Municipal Advisor Structuring Fee; Warrant Nos. 255 through 271, inclusive

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 278 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 benefitted 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.

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 278 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 \$10,000,000 during the calendar year in which the above Warrants are to be issued.

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 278 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) 10% of the net principal proceeds of the above Warrants, (b) the maximum annual debt service due on the above Warrants, or (c) 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 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 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.

On roll call on the foregoing resolutions, the following Trustees voted aye: Paul S. McCune, Michelle Zimmerman, Susan McCune, Stacey Holt and Jason McCune; voting nay thereon were the following Trustees: None. The Chairman then declared said resolutions to be duly carried and adopted.

The Chairman then directed the Board's attention to Agenda Item No. 6, Addendum to Interlocal Cooperation Agreement with SID 240 of Sarpy County, Nebraska. The Chairman reminded the Board that an Interlocal Cooperation Agreement had been entered into with SID 240 on January 13, 2014, which allowed SID 278 to connect into the sanitary sewer system of SID 240. The Chairman informed the Board that this Addendum to said Agreement was entered into in order to update the exhibit to the original Agreement. The revised plat showing the SID 278 lots to be connected to SID 240's sewer system is attached to the Addendum. All other provisions of the January 13, 2014 Interlocal Cooperation Agreement remain in place. The Chairman noted that he and the Clerk have executed the Addendum on behalf of the District, and SID 240 has agreed to and executed the Addendum to Interlocal Cooperation Agreement as well. After a review of the addendum and full discussion on the matter, the following resolution was duly moved and seconded, to-wit:

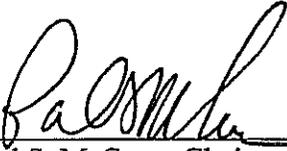
BE IT RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 278 of Sarpy County, Nebraska, that the actions of the Chairman and Clerk of the District in executing the Addendum to Interlocal Cooperation Agreement with SID 240 of Sarpy County, Nebraska on behalf of the District be, and the same hereby are, ratified and confirmed in all respects.

FURTHER RESOLVED, that a copy of said Addendum to Interlocal Cooperation Agreement be made a part of the records of the District by attaching same to these minutes.

On roll call on said resolution, the following Trustees voted aye: Paul S. McCune, Michelle Zimmerman, Susan McCune, Stacey Holt and Jason McCune; voting nay thereon were the following Trustees: None. The Chairman then declared said resolution to be duly carried and adopted.

With respect to Miscellaneous Matters, Attorney Huck presented a copy of the One Call Concepts, Inc. invoice, a copy of which is attached to these minutes for reference, and informed the Board that this bill has been paid by his law firm and has been or will be included as a cost on the District's invoice.

There being no further business, a motion for adjournment was duly moved, seconded and unanimously carried.



Paul S. McCune, Chairman and Trustee



Michelle Zimmerman, Clerk and Trustee