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 9:00 a.m. on September 9, 2015, at 11550 I Street, Suite 200, 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*, Gretna, Nebraska, on September 2, 2015, 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 Chairman directed the Board's attention to Agenda Item No. 3, Ratify Approval of Minutes of August 18, 2015 Board Meeting. It was duly moved and seconded that said minutes are approved as written and the actions of the Chairman and Clerk in executing the minutes be, and hereby are, ratified and confirmed. Upon roll call vote thereon, 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 directed the Board's attention to Agenda Item No. 4, 2015-2016 Budget. No property owners in the District appeared at this hearing on the proposed budget and budget summary to offer support, opposition, criticism, suggestions or observations concerning the proposed budget. The Chairman noted that the published notice of this public hearing on the budget had been published in *The Gretna Breeze* of Gretna, Nebraska, on September 2, 2015, as previously authorized by the Board. He further noted that the proposed budget requires property taxes for the general fund of $74,459.07 and property taxes for the bond fund of $0.00 and that in accordance with the current provisions of the Nebraska lid law, the lid limitation and levy limit do not apply to the District this year.

He further stated that the Board is required to hold a separate special public hearing in order to set the 2015-2016 property tax request at an amount which is different from the prior year's tax request, and that the District has until October 13 to file with the County Clerk a resolution setting a tax request different from the prior year. The District must also submit proof of publication of notice of the special hearing. The Chairman noted that the separate special public hearing is scheduled for 9:15 a.m. on September 9, 2015.

The Chairman then declared the public hearing on the budget to be closed and inquired as to the pleasure of the Board. 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, as follows:
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> THAT the attached budget proposed by the Board at its meeting held on August 18, 2015, is hereby adopted, exactly as proposed; that the 2015-2016 dollar requirement totaling $74,459.07 is hereby established, $74,459.07 of said sum to be credited to the District's general fund account, and $0.00 to be credited to the District's bond sinking fund account, such budget requiring a total levy of $.900000 per $100 of valuation.
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> BE IT FURTHER RESOLVED that Robert J. Huck, Attorney for the District, be and hereby is directed on behalf of the Board of Trustees to file or cause to be filed said budget and dollar requirement with the County Board, in care of the County Clerk of this County, and with the State Auditor of Public Accounts, on or before September 20, 2015.

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 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. 569 through 576,

inclusive, of the District, dated the date of this meeting, to the following payees and in the following amounts, and said Warrant Nos. 569 through 576, 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 no 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, 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 September 9, 2018)

No	Payee	Amount	Description
569	Metropolitan Utilities District	946.45	Sprinklers in ROW, Acct. No. 110000071573, Inv. Dated 8/14/15
570	Lutz & Company, PC	2,900.00	Inv. No. 180193 dated 8/31/15
571	Croker Huck Kasher DeWitt Anderson & Gonderinger, LLC	3,000.00	Inv. No. 107183 dated 9/8/15; Acct #488-0
572	Croker Huck Kasher DeWitt Anderson & Gonderinger, LLC	410.01	Inv. No. 107183 dated 9/8/15; Acct #488-0
573	Kuehl Capital Corporation	181.41	Warrant Structuring Fee, Warrant Nos. 569 thru 572, inclusive
574	Kuehl Capital Corporation	3,000.00	Inv. No. 1535 dated 8/31/15
575	Kuehl Capital Corporation	3,000.00	Inv. No. 1535 dated 8/31/15
576	Kuehl Capital Corporation	3,000.00	Inv. No. 1535 dated 8/31/15

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.

With respect to Miscellaneous Matters, the Board discussed a refund received from MUD of the excess construction deposit for construction of a water main at the Tiburon Ridge 2 subdivision. This refund of $14,871.10 was deposited into the construction fund account of SID 278, as evidenced by the receipt attached to these minutes for reference. The Board reviewed correspondence from Engineer Scott Loos dated June 16, 2015, which indicates that $8,319.83 of this refund should be reimbursed to JMF, LLC as repayment for special assessments attributable to the water main construction that were previously paid by JMF, LLC. After discussion, the Board agreed that a warrant for this amount should be issued to JMF, LLC for $8,319.83 at the next meeting of the Board of Trustees.

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

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