

**MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES OF
SANITARY & IMPROVEMENT DISTRICT NO. 285 OF SARPY COUNTY, NE**

The meeting of the Board of Trustees of Sanitary & Improvement District No. 285 of Sarpy County, Nebraska, was convened in open and public session at 5:00 o'clock P.M. on May 9, 2011 at 11718 Nicholas Street, Suite 101, Omaha, Nebraska. Present were the following Trustees: Rick Scheer, Craig Johnson, Robert Fechtmeister, Greg McNeese and Shawn Nowling. Also present was Mark L. Laughlin, counsel for the District. Notice of the meeting was given in advance thereof by publication in the Gretna Breeze, Sarpy County, Nebraska, on May 4, 2011, 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 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.

Mark Laughlin 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 then submitted to the Board the following invoices for payment from the General Fund:

- A) Statement from the World Herald Media Group in the amount of \$9.30 for publication costs.
- B) Statement from Laughlin, Peterson & Lang in the amount of \$2,204.72.

After full discussion upon motion being duly made and seconded with all Trustees present voting "aye" and with no Trustees voting "no", the following Resolutions were adopted:

RESOLVED, that the Board of Trustees of Sanitary and Improvement District No. 285 of Sarpy County, Nebraska hereby approves the above items for payment and that the Chairman and Clerk be and they hereby are authorized and directed to execute and deliver warrants to be payable from the General Fund Account of the District and to be redeemed no later than three (3) years

from the date hereof, being May 9, 2014, and Warrant Nos. 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, said warrants to bear interest at the rate of 7% per annum after registration, to-wit:

- A) General Fund Warrant No. 10 in the amount of \$9.30, payable to the World Herald Media Group for publication costs.
- B) General Fund Warrant No. 11 in the amount of \$2,204.72 payable to Laughlin, Peterson & Lang for legal fees and costs.

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 285 of Sarpy County, Nebraska, that both they and the District hereby find and determine and covenant, and warrant and agree that (a) the facilities for which the above Warrants are issued are designed to serve members of the general public on an equal basis; (b) there are no persons with rights to use said facilities other than as members of the general public; (c) ownership and operation of said facilities is with the District or another political subdivision; (d) none of the proceeds of the Warrants will be loaned to any person and to the extent that special assessments have been or are to be levied for any said facilities, 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 such facilities in the District; (e) the development of the land in the District for sale and occupation by the general public is proceeding with reasonable speed and (f) the District hereby authorizes and directs the Chairman or Clerk to file, when due, an information reporting form pursuant to section 149(e) of the Internal Revenue Code of 1986 pertaining to the above Warrants.

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 285 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.

BE IT FURTHER RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 285 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 Douglas 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.

There being no further business to come before the meeting,
the same was adjourned.


Rick Scheer, Chairman


Craig Johnson, Clerk


Greg McMeese, Trustee


Robert Fechtmeister, Trustee

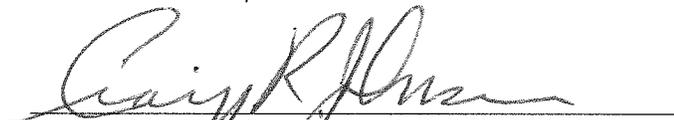

Shawn Nowling, Trustee

ACKNOWLEDGMENT OF RECEIPT OF NOTICE OF HEARING

The undersigned Trustees of Sanitary and Improvement District No. 285 of Sarpy County, Nebraska, hereby acknowledge receipt of advance notice of a meeting of the Board of Trustees of said District and the agenda for such meeting held at 5:00 p.m. at 11718 Nicholas Street, Suite 101, Omaha, Nebraska.

Dated this 9th day of May, 2011.


Rick Scheer, Chairman


Craig Johnson, Clerk


Greg McNeese, Trustee


Robert Fechtmeister, Trustee

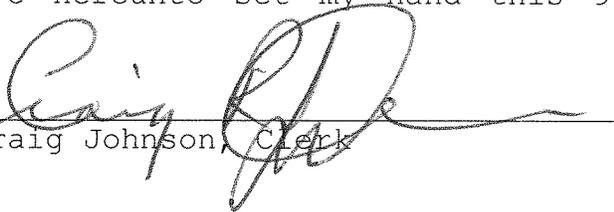

Shawn Nowling, Trustee

CERTIFICATE

STATE OF NEBRASKA)
)
COUNTY OF SARPY)
)
SANITARY AND)
IMPROVEMENT)
DISTRICT NO. 285)

I, the undersigned, Clerk for Sanitary and Improvement District No. 285 of Sarpy County, Nebraska, hereby certify that all of the subjects included in the attached proceedings were contained in the agenda for the meeting of May 9, 2011, kept continually current and available for public inspection at the office of the Clerk; that such subjects were contained in said agenda for at least twenty-four hours prior to said meeting; that the minutes of the Chairman and Board of Trustees of the District, from which the foregoing proceedings have been extracted were in written form and available for public inspection within ten working days and prior to the next convened meeting of said body; that all news media requesting notification concerning meetings of said body were provided advance notification of the time and place of said meeting and the subjects to be discussed at said meeting.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of May, 2011.

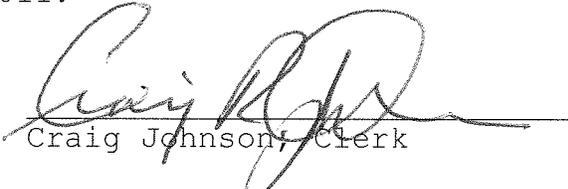

Craig Johnson, Clerk

CERTIFICATE OF NOTICE

STATE OF NEBRASKA)
)
COUNTY OF SARPY)

I hereby certify that I am the duly qualified and acting Clerk of Sanitary and Improvement District No. 285 of Sarpy County, Nebraska, and that not less than seven (7) days prior to the date set for this meeting of the Board of Trustees of this District, a notice was sent to the Clerk of the City of Gretna, Nebraska, the municipality or county whose zoning jurisdiction this District is located, notifying said Clerk of this meeting.

Dated this 9th day of May, 2011.


Craig Johnson, Clerk

CERTIFICATE

The undersigned hereby certify that they are the Chairperson and Clerk of Sanitary and Improvement District Number 285 of Sarpy County, Nebraska, (the "District") and hereby further certify as follows:

1. Annexed to this certificate is a true and correct transcript of the proceedings of the Board of Trustees of the District relating to a meeting of said District held on the date and at the time reflected in the meeting minutes contained in said foregoing transcript (the "Meeting"). All of the proceedings of the District and of the Board of Trustees thereof which are set out in the annexed and foregoing transcript have been fully recorded in the journal of proceedings of the District and the undersigned District Clerk has carefully compared the annexed and foregoing transcript with said journal and with the records and files of the District which are in such Clerk's official custody and said transcript is a full, true and complete copy of said journal, records and files which are set out therein.

2. Advance notice for the Meeting was given by publication as set forth in the affidavit of publication contained in the foregoing transcript and was mailed to the Clerk of the municipality or county within whose zoning jurisdiction the District is located at least seven days prior to the date of the Meeting. Advance notice for the Meeting, including notice of agenda subjects, was given to all members of the Board of Trustees. All news media requesting notification of meetings of said body were provided with advance notice of the times and places of such meetings and the subjects to be discussed.

3. All of the subjects addressed at the Meeting were contained in the agenda for the Meeting, which agenda was kept continually current and readily available for public inspection at the address listed in the meeting notice for the Meeting and a copy of which is attached to this Certificate; such subjects were contained in said agenda for at least 24 hours prior to the Meeting and each agenda item was sufficiently descriptive to give the public reasonable notice of the matters to be considered at the Meeting.

4. A current copy of the Nebraska Open Meetings Act was available and accessible to members of the public, posted during the Meeting in the room in which such Meeting was held and all in attendance at the Meeting were informed that such copy of the Nebraska Open Meetings Act was available for review and were informed of the location of such copy in the room in which such

Meeting was being held. At least one copy of all resolutions and other reproducible written materials, for which actions are shown in said proceedings, was made available for examination and copying by members of the public at the Meeting.

5. The minutes of the Meeting were in written form and available for public inspection within ten (10) working days after the Meeting or prior to the next convened meeting, whichever occurred earlier, at the office of the District; within thirty (30) days after the date of the Meeting, a copy of the minutes of the Meeting was sent to the Clerk of the municipality or county within whose zoning jurisdiction the District is located.

6. No litigation is now pending or threatened to restrain or enjoin the District from the issuance and delivery of any warrants or other obligations issued by the District or the levy and collection of tax or other revenues or relating to any of the improvements for which any such warrants or other obligations were or are issued nor in any manner questioning the proceedings and authority under which any such warrants or other obligations were or are issued or affecting the validity thereof; neither the corporate existence or boundaries of the District nor the title of its present officers to their respective offices is being contested; no authority or proceedings for the issuance of any warrants or other obligations by the District have been repealed, revoked or rescinded as of the date hereof. All actions taken by the Board of Trustees referred to in said transcript were taken at a public meeting while open to the attendance of the public.

IN WITNESS WHEREOF, we have hereunto affixed our official signatures this 9th day of May, 2011.



Rick Scheer, Chairman



Craig Johnson, Clerk

AFFIDAVIT OF PUBLICATION

STATE OF NEBRASKA }
 } SS.
County of Sarpy }

Being duly sworn, upon oath, Shon Barenklau deposes and says that he is the Publisher or Kirk Hoffman deposes and says that he is the Business Manager of the **Bellevue Leader, Papillion Times, Gretna Breeze and Springfield Monitor**, legal newspapers of general circulation in Sarpy County, Nebraska, and published therein; that said newspaper has been established for more than one year last past; that it has a bona-fide paid subscription list of more than three hundred; that to this personal knowledge, the advertisement, a copy of which is hereto attached, was printed in the said newspaper once each week, the first insertion having been on:

Wednesday, May 4, 2011 Gretna Breeze

And that said newspaper is a legal newspaper under the statutes of the State of Nebraska. The above facts are within my personal knowledge.

Shon Barenklau OR Kirk Hoffman
Publisher Business Manager

Today's Date 05-03-2011
Signed in my presence and sworn to before me:

Notary Public



Printer's Fee \$ 9.30
Customer Number: 20908
Order Number: 0001368662

SANITARY AND IMPROVEMENT DISTRICT NO. 285
OF SARPY COUNTY, NEBRASKA

AGENDA
May 9, 2011
5:00 P.M.

The following items are the matters which are to be brought before the Board of Trustees of the above District at 11718 Nicholas Street, Suite 101, Omaha, Nebraska.

1. Approve minutes of September 10, 2010 meeting.
2. Discussion of invoices and payment as follows:
 - a) Gretna Breeze \$9.30
 - b) Laughlin Peterson & Lang \$2,204.72
3. General District Business
4. Additional matters brought before the Board of Trustees.

Craig Johnson, Clerk

LAUGHLIN, PETERSON & LANG
ATTORNEYS AT LAW
11718 NICHOLAS STREET, SUITE 101
OMAHA, NE 68154
(402) 330-1900

SANITARY & IMPROVEMENT DISTRICT 285
SARPY COUNTY, NEBRASKA

May 05, 2011

Invoice #27303

In Reference To: GENERAL
8298.01

| | <u>Hours</u> | <u>Amount</u> |
|---------------------------------------------------------------------------------------------------------|--------------|---------------|
| 9/2/2010 Work on special agenda and special minutes for meeting; letter to clerks | 0.50 | \$12.50 |
| 9/3/2010 Set up budget hearing and notice | 1.00 | \$200.00 |
| 9/10/2010 Work on draft of minutes of budget meeting | 0.50 | \$12.50 |
| Prepare minutes for budget hearing | 2.50 | \$500.00 |
| 9/14/2010 Letter to Auditor's office to file budget and levy; prepare documents | 2.00 | \$400.00 |
| 10/19/2010 Prepare and file Report on Joint Public Agency Agreement with Secretary of State | 0.20 | \$5.00 |
| 10/25/2010 Process minutes and warrants to clerks, fiscal agent and payees | 0.50 | \$12.50 |
| Correspondence with County regarding levy; revise minutes | 1.00 | \$200.00 |
| 11/10/2010 Work on Year End Statement | 0.20 | \$5.00 |
| 11/30/2010 Telephone call with Rick Scheer re: 2010 levy; Work on year end statement and correspondence | 1.00 | \$200.00 |
| 12/1/2010 Forward Year End Statement to Clerk for signature | 0.20 | \$5.00 |

SANITARY & IMPROVEMENT DISTRICT 285 5/5/2011
 GENERAL
 8298.01

2

| | <u>Hours</u> | <u>Amount</u> |
|---------------------------------------------------------------------------------------|--------------|---------------|
| 12/2/2010 Telephone call with Rick Scheer | 0.40 | \$80.00 |
| 12/14/2010 Telephone call with Rick Scheer; Review email from Scheer; Email to Scheer | 1.00 | \$200.00 |
| 3/21/2011 E-mail from Rick Scheer regarding schedule board meeting | 1.00 | \$200.00 |
| 4/7/2011 E-mail trustees regarding meeting; work on notice | 0.30 | \$7.50 |
| 4/8/2011 Schedule meeting; notify trustees | 0.50 | \$100.00 |
| 4/22/2011 Work on Notice to Publish District Meeting; forward for publication | 0.20 | \$5.00 |
| 4/29/2011 Letter to clerks regarding meeting | 0.20 | \$5.00 |
| 4/30/2011 Work on Agenda; forward to trustees | 0.30 | \$7.50 |
| | <hr/> | <hr/> |
| For professional services rendered | 13.50 | \$2,157.50 |
| Additional Charges : | | |
| 9/30/2010 Photocopies | | 23.00 |
| 10/29/2010 Postage | | 4.34 |
| Photocopies | | 13.60 |
| 12/13/2010 Sarpy Register of Deeds | | 5.00 |
| 12/30/2010 Postage | | 0.88 |
| Photocopies | | 0.40 |
| Total additional charges | | <hr/> \$47.22 |
| | | <hr/> |
| Total amount of this bill | | \$2,204.72 |
| Previous balance | | \$1,575.36 |
| 10/28/2010 Payment - thank you | | (\$1,575.36) |
| | | <hr/> |
| Total payments and adjustments | | (\$1,575.36) |

SANITARY & IMPROVEMENT DISTRICT 285 5/5/2011
GENERAL
8298.01

3

Amount

Balance due

\$2,204.72