CERTIFICATE

The undersigned hereby certify that they are the Chairperson and Clerk of **Sanitary and Improvement District Number 291 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 31st day of January 2014.

Chairperson

Clerk

MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES OF SANITARY AND IMPROVEMENT DISTRICT NO. 291 OF SARPY COUNTY, NEBRASKA HELD ON JANUARY 31, 2014

The meeting of the Board of Trustees of Sanitary and Improvement District No. 291 of Sarpy County, Nebraska was convened in open and public session at 9:00 A.M. on January 31, 2014 at 13903 So. 47th Street, Bellevue, Nebraska.

Present at the meeting were Trustees Loren Johnson, Jim Emmons, Ryan Larsen, Chad Larsen and Paula Johnson.

Notice of the meeting was given in advance thereof by publication in The Bellevue Leader on January 29, 2014, a copy of the Proof of Publication being attached to these minutes. Notice of the 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 Clerk then certified that notice of this meeting had been given to the Sarpy County Clerk, Papillion, Nebraska at least seven days prior to the time set by the Board of Trustees for this meeting and filed his Certificate to that effect, said Certificate being attached to these minutes and made a part hereof by this reference.

The Chairman then stated that a copy of the Nebraska Open Meeting Laws was available for review and inspection and stated the location of said copy in the room in which such meeting was being held.

The Chairman then presented the Offering Circular and Addendum attached thereto in connection with the District entering into the continuous disclosure undertaking for the benefit of the holders of the District's warrants, as required by Rule 15c2-12 and set out in Appendix D of the Offering Circular, which is hereby incorporated by this reference into this

resolution as if set forth herein. Then, upon a motion duly made, seconded and upon a roll call vote of "aye" by the Trustees, the following resolutions were adopted:

> BE IT RESOLVED that the Offering Circular dated January 21, 2014 (including the Addendum attached thereto, the "Offering Circular") pertaining to the offering by the District from time to time of its construction fund warrants and general fund warrants is: (1) hereby approved in substantially the form attached hereto; (2) the Chairman of the Board of Trustees is hereby authorized and directed to execute the Offering Circular in substantially the form and content attached hereto, but with such changes, modifications, deletions or additions therein as shall to the Chairman seem necessary, desirable or appropriate (provided that Kuehl Capital Corp., acting as municipal advisor to the District, and without further approving action by the Chairman or this Board, is hereby authorized to insert on behalf of the District into each Addendum relating to an offering of construction fund warrants or general fund warrants, the numerical and statistical information specific to each such offering);(3) the Offering Circular as of its date is hereby deemed final within the meaning of Rule 15c2-12 under the Securities Exchange Act of 1934 (the "Rule"), as amended (except for any one or more of the permitted omissions specified by paragraph (b) of the Rule); and (4) the distribution of the Offering Circular by First National Capital Markets, Inc., as underwriter, with respect to each offering of construction fund warrants or general fund warrants described by an Addendum is hereby authorized and approved.

The Chairman then presented the statement of Thiele Geotech Inc. in connection with Sanitary Sewer - Section II in the sum of $1,599.00 and the Clerk was directed to attach a copy to these minutes.

The Chairman then presented the statement of Kutak Rock LLP in connection with services rendered for Offering Circular in the sum of $3,000.00 and the Clerk was directed to attach a copy to these minutes.

The Chairman then advised that Kuehl Capital Corporation is now due and owing advisor fees for the $4,599.00 of Construction Fund warrants issued at this meeting and that the agreed upon charge for said advisor fees for said warrants is two and one-half

percent or $114.98.

The Chairman then advised that First National Capital Markets is now due and owing underwriting fees for the $4,713.98 of Construction Fund warrants issued at this meeting and that the agreed upon charge for said underwriting fees for said warrants is one and one-half percent or $70.71.

Then, upon motion duly made, seconded and upon a roll call vote of "aye" by the Trustees, the following resolution was adopted:

> RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 291 of Sarpy County, Nebraska that the Chairman and Clerk be and hereby are authorized and directed to execute and deliver Warrant Nos. 706 through 709, inclusive, of the District, dated the date of this meeting, to the following payees for the following services and in the following amounts, said warrants to draw interest at the rate of 7% per annum to be made payable from the Construction Fund Account of the District (interest to be payable on February 1 of each year) and to be redeemed no later than five years from the date hereof being January 31, 2019, 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:
>
> 1) Warrant No. 706 for $1,599.00 payable to Thiele Geotech Inc. in connection with Sanitary Sewer - Section II.
>
> 2) Warrant No. 707 for $3,000.00 payable to Kutak Rock LLP for services rendered in connection with Offering Circular.
>
> 3) Warrant No. 708 for $114.98 payable to Kuehl Capital Corporation for advisor fees for Construction Fund warrants issued at this meeting.
>
> 4) Warrant No. 709 for $70.71 payable to First National Capital Markets for underwriting fees for Construction Fund warrants issued at this meeting.

Then upon motion duly made, seconded and upon a unanimous roll call vote of "aye" by the Trustees, the following resolution was adopted:

> BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 291 of Sarpy County, Nebraska, that both they and the District hereby find and determine and covenant, warrant and agree that (a) the facilities for which the above Warrants are issued are for essential governmental functions and are designed to serve members of the general public on an equal basis; (b) that 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 persons 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 benefitted by such facilities in the District; (e) the development of the land in the District is for residential or commercial use; (f) the development of the land in the District for sale and occupation by the general public is proceeding with all reasonable speed and (g) the District hereby authorizes and directs the Chairperson 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. 291 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)(ii) of the Internal Revenue Code 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. 291 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 Chairperson 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 less 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 the 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 Sections 1.148-2 (b) (2) of the Income Tax Regulations under the Internal Revenue Code of 1986, as amended, and under the Internal Revenue Code of 1986.

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

Loren Johnson, Chairman

Jim Emmons, 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 Anne Lee 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, January 29, 2014 Bellevue Leader

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 Anne Lee
Publisher Business Manager

Today's Date 01-28-2014
Signed in my presence and sworn to before me:

Notary Public

GENERAL NOTARY - State of Nebraska
LAURA A ESTEP-BRONK
My Comm. Exp. October 21, 2017

Printer's Fee $ 9.84
Customer Number: 40972
Order Number: 0001719497

FULLENKAMP, DOYLE & JOBEUN
11440 WEST CENTER ROAD
OMAHA, NEBRASKA 68144

NOTICE OF MEETING

SANITARY AND IMPROVEMENT DISTRICT NO. 291
OF SARPY COUNTY, NEBRASKA

NOTICE IS HEREBY GIVEN that a meeting of the Board of Trustees of Sanitary and Improvement District No. 291 of Sarpy County, Nebraska will be held at 9:00 a.m. on January 31, 2014 at 13903 So. 47th Street, Bellevue, Nebraska, which meeting will be open to the public. An agenda for such meeting, kept continuously current is available for public inspection at 11440 West Center Road, Omaha, Nebraska, and includes the payment of bills of the District.
Loren Johnson, Chairman
1719497; 1/29

ACKNOWLEDGMENT OF RECEIPT OF NOTICE OF MEETING

The undersigned Trustees of Sanitary and Improvement District No. 291 of Sarpy County, Nebraska do hereby acknowledge receipt of advance notice of a meeting Board of Trustees of said District and the agenda for such meeting held at 9:00 A.M. on January 31, 2014 at 13903 So. 47th Street, Bellevue, Nebraska.

DATED this 31st day of January 2014.

Paula Johnson

_____

_____

_____

_____

CERTIFICATE

The undersigned being Clerk of Sanitary and Improvement District No. 291 of Sarpy County, Nebraska hereby certifies that Notice of a Meeting of the Board of Trustees of said District held on January 31, 2014 was mailed to the Sarpy County Clerk, Papillion, Nebraska at least seven days prior to the date of said meeting.

The undersigned further certifies that the agenda for the meeting of the Board of Trustees of said District was prepared and available for public inspection at the address designed in the notice of meeting published in the Bellevue Leader on January 29, 2014 and that no items were added to the agenda after the commencement of the meeting; and further, that the minutes for the meeting were available for public inspection within ten (10) days of the date of said meeting and that a copy of the minutes of this meeting were sent to the Sarpy County Clerk of Papillion, Nebraska within thirty days from the date of this meeting.

Clerk

NEW ISSUE

OFFERING CIRCULAR

NOT RATED

In the opinion of Bond Counsel, assuming compliance with certain covenants, under existing law, the interest on the Construction Fund Warrants described by the Addendum attached hereto is not includable in the gross income of the holders thereof under the Internal Revenue Code of 1986, as amended (the "Code"), and such interest is exempt from Nebraska state income taxation. The District has designated the Construction Fund Warrants as "qualified tax-exempt obligations" under Section 265(b)(3) of the Code. No tax opinion has been delivered in connection with the issuance of the General Fund Warrants. Purchasers of the General Fund Warrants are advised to consult their tax advisors as to the tax consequences of purchasing or holding the General Fund Warrants. See "TAX MATTERS" herein.

Sanitary and Improvement District No. 291
of Sarpy County, Nebraska
(Whitetail Creek)
Construction Fund Warrants

Dated: See Addendum attached hereto.

Sanitary and Improvement District No. 291
of Sarpy County, Nebraska
(Whitetail Creek)
General Fund Warrants

Due: See Addendum attached hereto.

THIS OFFERING CIRCULAR MUST BE READ TOGETHER WITH THE ADDENDUM ATTACHED HERETO AND MADE A PART HEREOF.

The Construction Fund Warrants (the "Construction Fund Warrants") and the General Fund Warrants (the "General Fund Warrants" and collectively with the Construction Fund Warrants, the "Warrants") of Sanitary and Improvement District No. 291 of Sarpy County, Nebraska (the "District") offered hereby, as more fully described in the Addendum attached hereto (the "Addendum"), are being issued by the District to (i) in the case of the Construction Fund Warrants, pay the costs of acquiring, constructing and installing streets, utilities and other infrastructure improvements within the District and (ii) in the case of the General Funds Warrants, pay operating and maintenance costs of the District, each as authorized by applicable statutes of the State of Nebraska (the "State") and resolutions of the Board of Trustees of the District. The Addendum sets forth the interest rates, the maturity dates, the aggregate principal amounts and the offering price of the Warrants, as well as the current aggregate principal amount of the District's outstanding debt obligations, including earlier issues of construction fund warrants and general fund warrants.

The Construction Fund Warrants are obligations of the District payable solely from moneys of the District available for such purpose, including collections of special assessments on the real property within the District benefited by the improvements, ad valorem taxes levied and collected against all real property within the District and the proceeds of the District's bonds, if and when issued for such purpose. The District is not pledging its full faith and credit to the payment of the Construction Fund Warrants. Delinquencies in the payment of special assessments are to be expected in sanitary and improvement districts generally.

The General Fund Warrants are obligations of the District payable solely from moneys of the District available for such purpose, including ad valorem taxes levied and collected against all real property within the District. The District has not pledged its full faith and credit to the payment of the General Fund Warrants.

The Warrants are not secured by any mortgage, lien or other interest on any property in the District and are not obligations of Sarpy County, Nebraska (the "County"), the State or any other political subdivision thereof (other than the District). See "WARRANTHOLDERS' RISKS" herein.

The Warrants are being issued in fully registered form in varying denominations. Interest is payable annually on the Construction Fund Warrants each February 1 of every year until maturity, commencing on the date set forth in the Addendum, by warrant or check mailed to the registered owner of record, except as described below and herein. Interest on the General Fund Warrants is payable at maturity. Principal of the Warrants is payable at the local office of Bankers Trust Company, Omaha, Nebraska, as Paying Agent and Registrar (the "Paying Agent"), in the order registered with the Sarpy County Treasurer.

Interest on the Construction Fund Warrants may be paid in the form of additional interest-bearing construction fund warrants issued for such purpose by the District, and not by check or cash. The maturity date of the Construction Fund Warrants may be extended from that set forth in the Addendum by order of the Sarpy County District Court.

The Warrants are redeemable by the District at any time in the principal amounts thereof on or before their stated maturity dates in the order registered with the Sarpy County Treasurer, from funds available for such purpose. Under certain circumstances, the Warrants may be redeemed at less than the principal amount thereof. See "WARRANTHOLDERS' RISKS."

SEE "WARRANTHOLDERS' RISKS" HEREIN FOR A DISCUSSION OF CERTAIN RISK FACTORS THAT SHOULD BE CONSIDERED (IN ADDITION TO THE OTHER MATTERS SET FORTH HEREIN) IN EVALUATING THE INVESTMENT QUALITY OF THE WARRANTS. THE WARRANTS ARE OFFERED BY THIS OFFERING CIRCULAR SUBJECT TO THE CONDITIONS SET FORTH HEREIN, INCLUDING RECEIPT OF A FULLY COMPLETED AND SIGNED INVESTMENT LETTER, THE FORM OF WHICH IS ATTACHED TO THIS OFFERING CIRCULAR AS APPENDIX C.

This cover page contains information for quick reference only. It is not a summary of the issue. Investors must read the entire Offering Circular (including the Addendum) to obtain information essential to the making of an informed investment decision.

The Construction Fund Warrants are offered when, as and if issued, subject to approval as to their legality by Baird Holm LLP, Omaha, Nebraska, Bond Counsel, and certain other conditions. No opinion or approval will be given with respect to the legality of the General Fund Warrants. The Addendum states the anticipated delivery date in Omaha, Nebraska, of the Warrants. Kuehl Capital Corporation has provided municipal advisor services to the District in connection with the offering of the Warrants.

FIRST NATIONAL CAPITAL MARKETS, INC.

Date: January 31, 2014

SANITARY AND IMPROVEMENT DISTRICT
NO. 291
OF SARPY COUNTY, NEBRASKA

BOARD OF TRUSTEES

Loren Johnson ..... Chairman
Jim Emmons ..... Clerk
Ryan Larsen ..... Trustee
Chad Larsen ..... Trustee
Paula Johnson ..... Trustee

BOND COUNSEL

Baird Holm LLP

ATTORNEY FOR DISTRICT

Fullenkamp, Doyle & Jobeun

DEVELOPER

Cedevco, Inc.

MUNICIPAL ADVISOR

Kuehl Capital Corporation

ENGINEER

Lamp Rynearson & Associates, Inc.

PAYING AGENT AND REGISTRAR

Bankers Trust Company

ACCOUNTANT

Awerkamp, Goodnight, Schwaller & Nelson, P.C.

UNDERWRITER

First National Capital Markets Inc.

DISCLOSURE COUNSEL

Kutak Rock LLP

NO DEALER, BROKER, SALESPERSON OR OTHER PERSON HAS BEEN AUTHORIZED BY THE DISTRICT OR THE UNDERWRITER TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS WITH RESPECT TO THE WARRANTS REFERRED TO HEREIN OTHER THAN THOSE CONTAINED IN THIS OFFERING CIRCULAR, AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY ANY OF THE FOREGOING. THIS OFFERING CIRCULAR DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THE WARRANTS BY ANY PERSON IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL FOR SUCH PERSON TO MAKE SUCH OFFER, SOLICITATION OR SALE. THE INFORMATION SET FORTH HEREIN HAS BEEN FURNISHED BY THE DISTRICT AND IS BELIEVED TO BE RELIABLE, BUT SUCH INFORMATION IS NOT GUARANTEED AS TO ACCURACY OR COMPLETENESS, AND IS NOT TO BE CONSTRUED AS A REPRESENTATION, BY THE UNDERWRITER. THE INFORMATION AND EXPRESSIONS OF OPINION HEREIN ARE SUBJECT TO CHANGE WITHOUT NOTICE, AND NEITHER THE DELIVERY OF THIS OFFERING CIRCULAR NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE DISTRICT SINCE THE DATE HEREOF. THIS OFFERING CIRCULAR IS SUBMITTED IN CONNECTION WITH THE SALE OF THE WARRANTS REFERRED TO HEREIN AND MAY NOT BE REPRODUCED OR USED, IN WHOLE OR IN PART, FOR ANY OTHER PURPOSE. THE UNDERWRITER MAY OFFER AND SELL WARRANTS TO CERTAIN DEALERS AND TO OTHERS AT PRICES LOWER THAN THE OFFERING PRICES STATED ON THE ADDENDUM HERETO. THE OFFERING PRICE MAY BE CHANGED FROM TIME TO TIME BY THE UNDERWRITER.

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IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE DISTRICT AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE WARRANTS HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY, AND THE WARRANTS HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION BY REASON OF THE PROVISIONS OF SECTION 3(a)(2) OF THE SECURITIES ACT OF 1933, AS AMENDED. THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY MAY BE A CRIMINAL OFFENSE.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS

THIS OFFERING CIRCULAR CONTAINS STATEMENTS WHICH SHOULD BE CONSIDERED "FORWARD-LOOKING STATEMENTS," MEANING THEY REFER TO FORECASTED, EXPECTED OR PROJECTED FUTURE EVENTS OR CONDITIONS. SUCH STATEMENTS ARE GENERALLY IDENTIFIABLE BY WORDS SUCH AS "PLAN," "EXPECT," "ESTIMATE" AND "BUDGET" OR SIMILAR WORDS. THE ACHIEVEMENT OF CERTAIN RESULTS OR OTHER EXPECTATIONS CONTAINED IN SUCH FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS DESCRIBED TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. THE DISTRICT DOES NOT EXPECT OR INTEND TO ISSUE ANY UPDATES OR REVISIONS TO THOSE FORWARD-LOOKING STATEMENTS IF OR WHEN ITS EXPECTATIONS, OR EVENTS, CONDITIONS OR CIRCUMSTANCES ON WHICH SUCH STATEMENTS ARE BASED, OCCUR.

Sanitary and Improvement District No. 291
of Sarpy County, Nebraska
(Whitetail Creek)
Construction Fund Warrants

Sanitary and Improvement District No. 291
of Sarpy County, Nebraska
(Whitetail Creek)
General Fund Warrants

INTRODUCTORY STATEMENT

The purpose of this Offering Circular, including the Addendum attached hereto (the "Addendum" and, collectively with this Offering Circular, the "Offering Circular") relating to the particular issue of (i) the Construction Fund Warrants (the "Construction Fund Warrants") or (ii) the General Fund Warrants (the "General Fund Warrants" and together with the Construction Fund Warrants, the "Warrants") of Sanitary and Improvement District No. 291 of Sarpy County, Nebraska (the "District") identified by the Addendum, is to provide certain information concerning the issuance by the District of the Warrants.

INVESTORS MUST READ THE ENTIRE OFFERING CIRCULAR, INCLUDING THE ADDENDUM, BEFORE MAKING AN INVESTMENT DECISION.

By authority of Sections 31-727 et seq., Reissue Revised Statutes of Nebraska, as amended (the "Act"), sanitary and improvement districts may be established for the purpose of, among other things, financing the capital costs of acquiring, constructing and installing public improvements within the boundaries of the district and paying the costs of other operational services performed in and for the district. Such districts typically are sponsored and established by or on behalf of the developer of the particular subdivision that is, at the creation of the district, the owner of the district's undeveloped property. In the case of the District, Cedevco Inc., a Nebraska corporation (the "Developer") formed the district in January of 2011.

Once duly established, a sanitary and improvement district is a body corporate and politic and a political subdivision of the State of Nebraska (the "State"), with the powers to issue warrants and bonds for its authorized purposes and to assess special assessments and levy ad valorem taxes to repay such indebtedness.

In particular, the Act authorizes the District to issue the Construction Fund Warrants for paying amounts owed by the District to contractors and vendors with respect to the financing of public improvements and infrastructure in the District. The Construction Fund Warrants and all other construction fund warrants hereafter issued by the District are obligations of the District payable from the moneys of the District available for such purpose, including its special assessments, bond fund ad valorem tax levy and proceeds of the District's bonds. It is expected that delinquencies in the collection of special assessments will occur, which could adversely affect the payment of principal on the stated maturity date of the Construction Fund Warrants. The stated maturity date of the Construction Fund Warrants may be extended by order of the County District Court (the "County District Court"). The annual interest payment on the Construction Fund Warrants may be in the form of additional construction fund warrants issued for such purpose, and not a check or cash.

Additionally, the Act authorizes the District to issue the General Fund Warrants to pay operating and maintenance expenses of the District. The General Fund Warrants and all other general fund warrants hereafter issued by the District are obligations of the District payable from the moneys of the District available for such purpose, particularly the tax revenues from the District's general fund ad valorem tax levy.

The Warrants are not secured by any mortgage, lien or other interest on any property in the District and are not obligations of Sarpy County, Nebraska (the "County"), the State or any other political subdivision thereof (other than the District). In addition, the Warrants may, under certain circumstances, be redeemed at less than the principal amount thereof. Prospective investors are advised to read carefully "WARRANTHOLDERS' RISKS" herein for a description of certain risk factors that should be considered (in addition to other matters set forth herein) in evaluating the investment quality of the Warrants.

The principal of individual Warrants (together with all unpaid interest accrued thereon) is payable in full in the order of registration with the County Treasurer by Bankers Trust Company, as paying agent and registrar (the "Paying Agent"), at its local office in Omaha, Nebraska. The Addendum describing each issue of Warrants, states

the aggregate principal amount of construction fund warrants, general fund warrants and other District debt outstanding, at the time of issuance of such Warrants.

The purchase of the Warrants offered by this Offering Circular is subject to the receipt of a fully completed and signed investment letter, the form of which is attached to this Offering Circular as Appendix C.

Brief descriptions of the Warrants, the security therefor and the District are included in this Offering Circular together with summaries of certain provisions of the Warrants and the District's related resolutions. Such descriptions do not purport to be comprehensive or definitive. All references herein to the Warrants and the District's related resolutions and agreements are qualified in their entirety by reference to the complete documents, copies of which are available for inspection at the office of Kuehl Capital Corporation, acting as Municipal Advisor for the District, at Suite 1, 14747 California Street, Omaha, Nebraska 68154, during normal business hours.

WARRANT PAYMENT PROCEDURES

General Information

Warrants are orders of the District to the County Treasurer, as ex-officio Treasurer of the District, to pay debts of the District. All claims against the District must be paid by warrant, and the Board of Trustees (the "Board") of the District must authorize all warrants. Warrants are drawn on the District's general fund, which is used to pay operating expenses of the District, or its bond fund, which is used to pay costs of capital improvements within the District, such as streets, utilities and other public infrastructure improvements. The Construction Fund Warrants are not payable from the general fund tax levy and the General Fund Warrants are not payable from the bond fund tax levy. The Construction Fund Warrants may also be repaid from the levy and collection of special assessments.

Construction fund warrants must be presented for payment to the paying agent named on such construction fund warrant or to the County Treasurer, who will issue a check if money is available in the bond fund. General fund warrants must be presented for payment to the County Treasurer, who will issue a check or cash if money is available in the general fund. Warrants so presented and not paid because adequate funds are not then on hand in the particular fund, including warrants offered for investment such as the Warrants, are then registered and bear interest at the rate shown on the warrant from the date of registration until paid. Interest on construction fund warrants is paid annually and at redemption or final maturity, while interest on general fund warrants is paid at maturity or redemption of the warrant.

The Warrants are issued in fully registered form, with principal and interest payments made by the Paying Agent from its local office in Omaha, Nebraska. Warrants are paid or redeemed by the Paying Agent from moneys obtained from the County Treasurer. The Paying Agent pays warrantholders in the order in which such warrants were initially registered with the County Treasurer, so that warrants first registered are paid in full before any principal payment is made on later registered warrants. No warrantholder has any right or claim to any particular special assessment, tax levy or other source of payment, and warrants are not paid on a pro rata basis but rather by priority based on their respective dates of registration with the County Treasurer.

The District will issue additional interest-bearing construction fund warrants to provide cash to pay interest on its outstanding construction fund warrants, but the actual availability of any cash for such purpose will depend upon the District being able to find a purchaser for the additional interest warrants. If a purchaser is not found, the additional construction fund warrants for interest due will be issued directly to the warrantholders in lieu of cash. See "UNDERWRITING" and "WARRANTHOLDERS' RISKS" herein.

Redemption

The Warrants are subject to redemption by the District in whole at any time in advance of their stated maturity (or maturity as extended by court order in the case of the Construction Fund Warrants) at the principal amount thereof plus accrued interest to the redemption date. If the General Fund Warrants are not redeemed or paid, prior to or on their maturity date they will continue to accrue interest at the stated rate until they are paid.

Notice of Redemption

The District shall mail or cause to be mailed notice of redemption prior to maturity of a Warrant to the registered owner thereof at least seven days prior to the redemption date.

Transfer and Registration

The ownership of a Warrant may be transferred only by presentation thereof to the Paying Agent, accompanied by an assignment in form satisfactory to the Paying Agent duly executed by the registered owner or its duly authorized agent and by delivery of an investment letter from the transferee in a form substantially the same as that executed by the original purchaser of the Warrants, such form is attached hereto as Appendix C.

Warrants Payable in Order Registered

As set forth in the Addendum, the District may have other warrants outstanding and expects to issue from time to time additional warrants, including construction fund warrants issued to provide cash to pay interest on outstanding construction fund warrants. Warrants are payable in the order in which registered with the County Treasurer. No warrantholder has any right or claim to any particular special assessments (if applicable), tax levy or other source of payment, and warrants are not paid on a pro rata basis but rather by priority based on their respective dates of registration with the County Treasurer. Consequently, the earlier the registration date of a particular warrant, the more likely it is that such warrant will be paid or called for redemption in advance of maturity for payment from the proceeds of special assessment collections (if applicable) and tax revenues. In the event of significant delinquencies in the collection of special assessments (if applicable) and ad valorem taxes, the principal of an earlier registered warrant is more likely to be paid than that of subsequently registered warrants. See "WARRANTHOLDERS' RISKS" herein.

THE CONSTRUCTION FUND WARRANTS

The Construction Fund Warrants must become due within five years from their date of issuance, except that the County District Court may extend the maturity date (with such extension not constituting a default) upon application of the District. The County District Court may extend the maturity date if it finds that the District does not have funds to retire the Construction Fund Warrants and either (a) the District cannot sell bonds in an amount sufficient to retire the Construction Fund Warrants or (b) an unreasonably high tax levy, as compared to the levy on other similar property within the County, would be required to cover debt service requirements on bonds issued to retire the Construction Fund Warrants. Upon making such a determination, the County District Court may make such orders concerning retirement of the Construction Fund Warrants as it shall determine proper under the circumstances of the District, including ordering an increase in the tax levy of the District to provide funds for construction fund warrant redemption. However, the County District Court may not order a tax levy for such purpose that would cause the total tax levy of the District to be unreasonably high as compared with the tax levy of other similar property in the County. Notice of any such extension application must be published three weeks before the County District Court hearing and mailed to each construction fund warrantholder known to the District. Construction Fund Warrantholders may appear before the County District Court at such hearing.

The Construction Fund Warrants are paid from special assessment collections, if any, ad valorem tax revenues and other funds available for the purpose, including, if and when issued, the proceeds of the District's bonds issued for such purpose. Construction fund warrants generally are retired at the time of a bond issue using bond proceeds, special assessment collections, if any, and other available moneys, if any. Bonds to redeem construction fund warrants are issued at one time or from time to time as the development and taxable valuation of the District increase so that the debt service on the bonds can be covered by future special assessment collections, if any, and a reasonable bond fund ad valorem tax levy. The issuance of bonds by the District will depend on numerous factors, including the availability of a purchaser therefor. See "UNDERWRITING" and "WARRANTHOLDERS' RISKS" herein.

Authority for Issuance

The Board must adopt a resolution authorizing each issue of the Construction Fund Warrants in order to finance the costs of the public improvements in the District. Such costs, with respect to each such issuance, may include, among other things, hard construction costs identified to the Board by the District's engineer, Lamp Rynearson & Associates, and bills submitted by the District's counsel, Fullenkamp Doyle & Jobeun, the Underwriter and other professional service providers.

Description of the Construction Fund Warrants

The Construction Fund Warrants shall have the specific terms set out in the Addendum attached to this Offering Circular. The Construction Fund Warrants will be issued as fully registered warrants without coupons in varying denominations. Interest on the Construction Fund Warrants shall be payable annually on February 1, accruing from the date of registration with the County Treasurer by check mailed by the Paying Agent to the registered owners thereof at the owner's address as it appears on the registration books to be kept by the Paying Agent in its capacity as Paying Agent at its local office in Omaha, Nebraska, or at such other address as is furnished to the Paying Agent by the registered owner. If the District does not then have on hand sufficient funds from the sale of additional District construction fund warrants issued for such purpose to make such interest payment by check or cash, the interest on the Construction Fund Warrants shall be payable by such additional construction fund warrants in lieu of cash. Any such additional construction fund warrants shall bear interest until paid at the interest rate per annum set at the time of issuance of such additional construction fund warrants. The principal of the Construction Fund Warrants shall be payable in lawful money of the United States of America at the local office of the Paying Agent upon presentation of the Construction Fund Warrants to the Paying Agent and shall be paid in the order of registration with the County Treasurer to the extent that the Paying Agent has sufficient funds to make such payment.

Warrants Junior to Bonds

The District expects to issue general obligation bonds and apply the proceeds thereof to the payment of its outstanding construction fund warrants, including the Construction Fund Warrants. The payment of the principal of and interest on the District's construction fund warrants, including the Construction Fund Warrants, will be subordinate to that of any payments on bonds issued by the District, regardless of the respective issuance and registration dates of such warrants and of such bonds.

Sources of Payments on the Construction Fund Warrants

The Construction Fund Warrants and the interest payable thereon are payable from the collections of special assessments on specially benefited properties within the District and ad valorem taxes levied annually by the District against all real property within the District and collected by the County on behalf of the District and by other available moneys of the District, including the proceeds of bonds, if and when issued for such purpose. The Construction Fund Warrants are not secured by a lien or mortgage interest on any property located within the District's boundaries. No landowner in the District is personally liable for the special assessments or ad valorem taxes relating to such landowner's properties. Neither the full faith and credit nor the taxing power of the District is pledged to the payment of the Construction Fund Warrants, and the Construction Fund Warrants are not obligations of the County.

Special Assessments. Under the Act, a portion of the costs of the improvements for which the District issues construction fund warrants is assessed against the benefited properties. After the Board of the District levies such assessments, the County Treasurer collects the special assessments on behalf of the District. Special assessments relating to the District's improvements constitute a lien in favor of the District on the assessed property, but do not constitute a personal or corporate indebtedness of the owners of property within the District. Such special assessments, as levied by the District, are payable at the time of sale of the benefitted property or in annual installments during a period of not more than 10 years. The lien of the District is inferior only to the general taxes levied by the State and its political subdivisions, including the District. If an annual installment of assessments is not paid by the property owner when due, the installment becomes delinquent. Interest accrues on nondelinquent installments at the interest rate per annum of the greater of (a) the rate of interest accruing on the construction fund

warrants registered against the District 60 days prior to the actual levy of the special assessments or (b) the average rate of interest accruing on the District's construction fund warrants issued to pay for the improvements for which the special assessments are to be levied adjusted to the next greater ½%. Delinquent installments bear interest at the rate of 2% per annum above the rate set by the District on such installments before delinquency, subject to a 14% per annum ceiling (subject to adjustment from time to time by the Legislature). If three consecutive installments become delinquent, the Board may declare all remaining installments due and payable and increase to 14% per annum (subject to adjustment from time to time by the Legislature) the interest rate on all installments.

Ad Valorem Tax. The District's annual 2013/2014 bond fund levy is $0.00 per $100 of taxable valuation upon all real property within the District. The County Treasurer collects ad valorem taxes on behalf of the District in the same manner and at the same time as it collects all other ad valorem taxes levied against real property within the County. Ad valorem tax revenues, if any, generated by the District's bond fund portion of its overall property tax levy may be applied to the payment of the principal of the Construction Fund Warrants.

THE GENERAL FUND WARRANTS

Authority for Issuance

General fund warrants, must become due within three years of their date of issuance and are payable from the proceeds of the District's general fund tax levy budgeted for that purpose and other sources of revenue for the District's operating budget for the year. The District will authorize the issuance of the General Fund Warrants pursuant to resolutions of the District contained in the District's minutes and adopted at publicly held meetings.

Description of the General Fund Warrants

The General Fund Warrants shall have the specific terms set out in the Addendum attached to this Offering Circular. The General Fund Warrants will be issued as fully registered general fund warrants without coupons in varying denominations. Interest on the General Fund Warrants shall be payable at maturity, accruing from the date of registration with the County Treasurer. The principal of the General Fund Warrants shall be payable in lawful money of the United States of America at the local office of the Paying Agent upon presentation of the General Fund Warrants to the Paying Agent and shall be paid in the order of registration with the County Treasurer to the extent the Paying Agent has sufficient funds to make such payment.

Sources of Payments on the General Fund Warrants

The General Fund Warrants and the interest payable thereon are payable from the collection of ad valorem taxes levied annually by the District against all real property within the District and collected by the County on behalf of the District and by other legally available moneys of the District. The General Fund Warrants are not secured by a lien or mortgage interest on any property located within the District's boundaries. No landowner in the District is personally liable for the ad valorem taxes relating to such landowner's properties. Neither the full faith and credit nor the taxing power of the District is pledged to the payment of the General Fund Warrants, and the General Fund Warrants are not obligations of the County.

Ad Valorem Tax. The District's annual 2013/2014 general fund levy is $0.90 per $100 of taxable valuation upon all real property within the District.

The County Treasurer collects ad valorem taxes on behalf of the District in the same manner and at the same time as it collects all other ad valorem taxes levied against real property within the County. The District applies the portion of ad valorem tax revenues generated by the general fund levy to pay the District's administrative costs in accordance with its budget, including the payment of the District's general fund warrants, such as the General Fund Warrants.

NEBRASKA DEVELOPMENTS RELATED TO BUDGETS AND DELINQUENCIES

Remedies for Delinquencies

Tax Certificate Sale. State law provides two statutory schemes for removing the liens of delinquent special assessment installments and ad valorem taxes. Both processes can require several years to reach conclusion. The first method is the sale of tax certificates by the county in which the property in question is located. County treasurers are empowered to sell tax certificates for real estate on which taxes or assessments have not been paid as provided by law for an amount equal to all of the taxes and, if so requested by the levying district, special assessments. The county treasurer conducts tax certificate sales in March following three weekly notice publications in a general circulation newspaper in the county. If taxes or assessments are delinquent for three years or more, the county must conduct a tax certificate sale or foreclose as described below in order to recapture anticipated proceeds from property taxes and special assessments. For the tax certificate sale to occur, the county treasurer must receive a sale price at least equal to the sum of the delinquent assessments, delinquent ad valorem taxes, if any, and certain statutory expenses. If a tax certificate is sold, the liens of the special assessments and any other taxes are transferred to the purchaser, and the county treasurer will distribute to the district that portion of the sale price attributable to the delinquent special assessment installments and the district's share of unpaid ad valorem taxes. Subject to the priority of outstanding bonds, the district then may retire warrants in full in the order registered to the extent of the amount of the proceeds of the tax certificate sale. The owner of the property will have three years from the tax certificate sale date to redeem the tax certificates, after which time the purchaser of the tax certificates, if not so redeemed, may obtain a tax deed or foreclose on the tax lien via a sheriff's sale; however, the purchaser must act to foreclose on the property within six months of the end of the three-year period. If a tax certificate is not sold, the owner retains the property, but interest still will accrue as aforesaid. The county treasurer conducts the tax certificate sale and maintains the records.

Foreclosure Proceedings. The second statutory method for clearing liens of taxes or assessments is foreclosure against the property in question. Either the sanitary and improvement district or the county may exercise the right to foreclose; however, the district may only foreclose its lien in the case of delinquent special assessments. A district's board of trustees may initiate foreclosure proceedings once special assessment installments are delinquent for three years running and may bid its lien in the amount of delinquent special assessments at the sheriff sale. A district will take the property if there are no other adequate bids and may resell the property, in which case the proceeds of the resale must be divided among the affected taxing jurisdictions, including the district, in proportion to their respective liens. However, the district is not entitled to any surplus unless the county treasurer has first offered the special assessments for sale.

Alternatively, the county may foreclose the lien of delinquent taxes or special assessments against property within a district. If the special assessments are not requested by a district to be included in the tax foreclosure proceeding and the county treasurer has not previously offered the delinquent special assessments for sale via the tax certificate sale described above, then a district's special assessment lien will survive the tax foreclosure sale.

Confirmation of the sale of foreclosed property pursuant to a sheriff's sale is not available until the passage of a two-year redemption period (during which time the delinquent property owner may satisfy the delinquency and remove the outstanding lien of taxes or special assessments), running from the sale date. Thus, the winning bidder must wait two years before receiving clear title. However, the purchaser of a tax certificate may foreclose its lien at the conclusion of the three year redemption period specifically associated with the tax certificate sale and will not be subject to an additional two year redemption period. There is no requirement that the auction price equal or exceed the special assessments and ad valorem taxes then owing; the recovery, if any, can be insufficient to make Warrantholders whole.

Warrantholders are paid the principal of and the interest on warrants issued by sanitary and improvement district's generally from ad valorem taxes and special assessments. Individual warrantholders do not enjoy a lien on the real property within a district. The remedies of a tax certificate sale and foreclosure available to the district or the county may accrue to the benefit of the warrantholders, but are not directly available to warrantholders.

If there is warrantholder unanimity, the warrantholders may waive or otherwise settle any defaults or delinquencies with the district. If the payment of warrant principal has been in default for over 90 days, a majority

of the warrantholders may also petition for the appointment of an administrator in lieu of the district's board of trustees. The board of trustees or the new administrator, if any, may negotiate agreements to compromise the indebtedness, including the issuance of new bonds and warrants in conjunction with a workout. This effort can include a voluntary Chapter 9 bankruptcy filing by a district. There is no assurance under such circumstances that warrantholders will receive full payment of amounts owed to them on their warrants. See "WARRANTHOLDERS' RISKS."

Budget and Levy Limitations

The State Legislature has imposed budget limitations and property tax restrictions on Nebraska political subdivisions, including sanitary and improvement districts, intended to reduce the level of property taxation and expenditures in the State. State law prohibits governmental units, including sanitary and improvement districts in existence for more than five years, from adopting budgets in excess of 102.5% of the prior fiscal year's budget plus allowable growth (which includes increases in taxable valuation for such things as new construction and annexations). However, such budgetary limitations do not apply, among other things, to revenues pledged to retire bonded indebtedness, or budgeted for capital improvements, such as the proceeds of the Construction Fund Warrants. Provision also is made for a governmental unit to exceed the budget limit for a given fiscal year by up to an additional 1% upon the affirmative vote of at least 75% of the governing body or in such amount as is approved by a majority vote of the electorate. State law also limits the maximum rates that may be levied by each type of governmental unit. The general fund levy by a sanitary and improvement district in existence for more than five years is limited to a maximum of 40¢ per $100 of taxable valuation (districts in existence less than five years are not subject to any maximum general fund levy until they reach their fifth anniversary). The levy limit does not apply to tax levies for bonds or warrants approved according to law and secured by a levy on property (such as the bond fund levy of the District). Taxable value of motor vehicles no longer constitutes a portion of the ad valorem tax base of sanitary and improvement districts and districts do not receive motor vehicle taxes. Special assessments are not property taxes subject to the levy limitation. State law permits a political subdivision to exceed its levy limitation for a period of up to five years by majority vote of the electorate.

There can be no assurance that State's system of assessing and taxing real property will remain substantially unchanged. Such changes could materially and adversely affect the amount of property tax revenues the District could collect in future years. The District does not believe that the State Legislature, subject to constitutional restrictions, if any, would leave the District without adequate taxing resources to pay for its programs and meet its financial obligations, including the repayment of its warrants, bonds and other obligations.

Description of Budget Process

A sanitary and improvement district is required by State law to file its budget with the county clerk and the State Auditor on or before September 20 of each year. Each district's accountant prepares a budget draft in July of each year based on actual expenses and revenues for the three preceding fiscal years and proposed expenses and revenues for the coming fiscal year. District budgets as proposed and adopted can frequently differ substantially from actual figures reviewed after the fact, especially in those years with major changes in tax rates or valuation. Such differences are principally due to the fact that while the fiscal year for a district begins on July 1, tax dollars generated by the budget are not received by the district until the following calendar year. The first half of such tax receipts is received during the spring of the following calendar year (April 1). The second half tax receipts are not received until the late summer of the following calendar year (August 1), several weeks into the ensuing fiscal year.

The proposed budget contains line items detailing, among other things, revenues and expenses in both the general fund and the bond fund. Revenues in the general fund cover noncapital expenses (i.e., operating expenses) including insurance, streetlights, legal and accounting fees and maintenance expenses. Revenues in the bond fund cover principally construction expenses (including associated professional fees), interest on registered construction fund warrants and payments of principal and interest on outstanding bond issues. Revenues in the general fund are generated primarily by ad valorem taxes, with a small amount coming from various state and local sources. Bond fund revenues are generated in the same way, plus special assessments and interest thereon. The proposed budget compares total anticipated expenses with total anticipated revenues, other than those to be collected from property taxes, to arrive at a net amount that must be generated from ad valorem taxes.

The proposed budget is reviewed by the board of trustees of a district, in consultation with the district's attorney, accountant and fiscal agent. Prior to its adoption, a budget summary is published in a local legal newspaper one time at least five days prior to the budget meeting, with a copy of the meeting notice being given at least one week prior to the meeting. At the meeting, the budget is discussed in open and public session, after which it can be adopted as proposed or as modified at the meeting. If modified, a summary of the modifications must be published one time in a legal newspaper within 20 days of adoption of the budget.

While district budgets must "balance," that balance is often accomplished through the registration of warrants. Under the warrant registration process, a warrant drawn on a district is not paid when presented to the county treasurer if adequate funds are not then on hand in that particular district fund to pay the warrant. It is then registered with the date of presentment for payment determining the date when interest begins to accrue and determining the priority of payment. Warrants are paid in the order of registration.

THE DISTRICT

General

The Developer established the District, commonly known as Whitetail Creek, on January 25, 2011 pursuant to the provisions of the Act. The District lies at the intersection of 192nd Street and Giles Road in southwest Omaha, Nebraska. See "APPENDIX A—LOCATION MAP OF THE DISTRICT." The Developer, the District and the Sarpy County Planning Department entered into a Subdivision Agreement providing for the development of the District. The Sarpy County Planning Department must approve the installment of any public improvements. All public improvements are constructed according to the Sarpy County Planning Department's specifications with oversight by the District's Engineer.

The District obtains sanitary sewage treatment through the City of Omaha. Metropolitan Utilities District and Omaha Public Power District provide the District with water and natural gas, and electric utility services, respectively. The District lies within the Gretna Public School District.

At full development, the District will consist of 482 single-family lots and 187 multifamily units. Development in the District will progress in phases. Phase I consists of 105 lots, on which 26 homes have been built or are currently under construction. Installation of the public improvements is complete in Phase I.

Board of Trustees

A five-member Board of Trustees governs the District. The current members are as follows:

Loren Johnson	Chairman
Jim Emmons	Clerk
Ryan Larsen	Trustee
Chad Larsen	Trustee
Paula Johnson	Trustee

All of the Trustees are associated with the Developer. At present, the Developer effectively controls the decisions of the Board of Trustees relating to District matters, including the letting of construction contracts and the issuance of bonds and warrants.

Under the Act, the members of the Board of Trustees are elected every two years. The next election will occur in September 2014. As provided by the Act, over a period of six to eight years, the control of the District by the Developer through the Board of Trustees may shift to resident property owners of the District.

Financial Information

As of December 10, 2013, the District will have no outstanding general obligation bonds, approximately $4,807,413.09 in outstanding construction fund warrants and approximately $129,808.04 in outstanding general

fund warrants.

The District's 2013/2014 bond fund tax levy is set at $0.00 and the general fund tax levy is set at $0.90 per $100 of taxable valuation. The 2013 taxable valuation of all real property in the District is $3,195,815.00. The estimated taxable valuation upon completion of development in the District is $82,777,502. The levy payable by District property owners will also include the following taxing entities:

	2013/2014
Other Taxing Entities	
Sarpy County	0.299900
Ag. Society	0.002104
Metro Community College	0.09500
Papio/Missouri NRD	0.032753
ESU No. 3	0.015000
Learning Community	0.960000
Millard Rural Fire District	0.099395
Gretna Public School District	0.414849

Pursuant to the Act, the District's financial statements must be audited annually by its independent auditors and the audit report and financial statements placed on file with the Nebraska State Auditor of Public Accounts.

The Developer

Celebrity Homes, Inc., one of the principals of the Developer, has many years of experience in the Omaha area as a developer of residential subdivisions such as this District. Other sanitary and improvement districts in the Omaha area currently being developed by entities affiliated with Celebrity Homes include:

District No.	Name	District No.	Name
Sarpy 228	Walnut Creek Hills	Douglas 482	Standing Bear West
Sarpy 250	Willow Park II	Douglas 492	Stone Ridge
Sarpy 263	Brook Park/Brookside	Douglas 504	Spring Brook
Sarpy 265	Williamsburg	Douglas 506	Quail Run Valley
Sarpy 291	Whitetail Creek	Douglas 514	Harrison Park
Douglas 415	Westin Hills	Douglas 515	Standing Bear Village
Douglas 456	Coyote Run	Douglas 527	Shadowbrook
Douglas 466	Cattail Creek	Douglas 530	Glenmoor
Douglas 471	Quail Run	Douglas 554	Wood Valley

The Developer is critical to the development of the District as a residential subdivision and to the ultimate payment of the District's warrants, including the Warrants. The Developer is responsible for the planning and organization of the District and for the sale of lots in the District. The real property owned by the Developer within the District is subject to a lien for the payment of all special assessments and ad valorem taxes. The ability of the Developer to pay timely such special assessments and ad valorem taxes will be crucial to the timely payment of the Warrants. The Developer is not personally liable for the payment of any such assessments or taxes, and the District has no recourse in the event of delinquency against any assets of the Developer (or any other property owner) other than its real property located in the District on which the taxes are levied. PERSONAL FINANCIAL STATEMENTS OF THE DEVELOPER ARE NOT AVAILABLE, HAVE NOT BEEN PROVIDED TO THE UNDERWRITER, AND WILL NOT BE PROVIDED IN THE FUTURE.

Conflicts in allocation of time and resources may arise with respect to the Developer as between the District and the other districts organized by the Developer or its affiliates, potentially to the detriment of the District. None of the Subdivision Agreement, the resolutions, or the District's governing documents directly restricts the business activities of the Developer or any affiliates. Accordingly, the Developer or any affiliate, may become engaged in other full time business activities and only devote such of its time and attention to the operation or success of the District as it, in its discretion, determines necessary in the circumstances. The Developer or any

affiliate may develop additional sanitary and improvement districts, whether or not within the vicinity of the District and whether or not such development or opportunity shall be in competition with the District.

Plan of Financing

As of September 30, 2013, the District had levied special assessments in the amount of approximately $995,022.00 of which $759,059.64 remains outstanding to pay for a portion of the costs of public infrastructure in the District.

WARRANTHOLDERS' RISKS

Adverse Property Development Conditions

The full and timely payment of the principal of and the interest on the Warrants is subject to the successful development of the District and the sale and continued occupation of developed properties. The development and sale of sanitary and improvement district properties is contingent upon numerous factors. Prospective owners of the Warrants should consider such factors in evaluating the investment quality of the Warrants. In general, the development of the District may be adversely affected by changes in general economic conditions, fluctuations in the local real estate market, interest rates on construction loans, the availability of mortgage money and other similar factors. Other factors influencing decisions to buy property in the District will include the overall tax levels, the proximity and reputation of schools, the convenience to local shopping and employment and the availability and cost of utility services. The financial strength, ability and reputation of the Developer are critical, because, although the Developer is not directly obligated on the Warrants, business problems or business failure on the part of the Developer would likely cause delays of indefinite duration in the development of the District. Furthermore, land development is subject to comprehensive federal, state and local regulations. There can be no assurance that land development operations within the District will not be adversely affected by future government policies. The ultimate consequence of such adverse conditions may be an inability by the District to pay its debts, including the Warrants. See "Bankruptcy of District" below.

Bankruptcy of District

Significant delays in the development of a sanitary and improvement district after the incurrence of debt for public improvements while interest on the debt continues to compound can result in a debt burden that discourages sales of undeveloped property and impedes the ability of such district to provide services to its current residents. For such reasons, among others, several Nebraska sanitary and improvement districts have over the years filed bankruptcy petitions under Chapter 9 of the United States Bankruptcy Code. Such a filing by the District would result in an automatic stay of certain District payments, including its debt service payments, and enforcement actions against the District or its property. The consequences for the District's warrantholders of a Chapter 9 filing could include material modification of the terms of the Warrants and related documents and significant delays in the payment of, or the loss of, all or a portion of the principal of and interest on the Warrants. The Nebraska Supreme Court has held that the payment of a district's bonds would have priority over the payment of such district's warrants, including those warrants issued before the bonds.

Bankruptcy of Property Owners

The payment of property owners' assessments and taxes and the ability of the District or the County to foreclose the lien of a delinquent unpaid assessment or tax, as discussed in "NEBRASKA DEVELOPMENTS RELATED TO BUDGETS AND DELINQUENCIES," may be limited by bankruptcy, insolvency or other laws generally affecting creditors' rights or by the laws of the State relating to judicial foreclosure and tax certificate sales. Bond Counsel's approving legal opinion regarding the Construction Fund Warrants will be qualified, as to the enforceability of the various legal instruments, by bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors generally.

Although personal bankruptcy proceedings would not directly cause the special assessments or ad valorem taxes to become extinguished, the bankruptcy of the Developer or other property owners could result in a delay in

prosecuting foreclosure proceedings. Such delay would increase the likelihood of a delay or default in the payment of the principal of and interest on the Warrants and the possibility of delinquent tax or assessment installments not being paid in full. The Developer currently owns a substantial portion of the property within the District; this risk of delay in payment of principal and interest on the Warrants due to a bankruptcy filing of a single property owner (namely, the Developer) will decrease as the ownership of the undeveloped property within the District is dispersed to a larger number of property owners.

Challenges to Property Tax System

The levy and collection of ad valorem taxes by taxing jurisdictions in the State is the object of frequent legislative, judicial and elector action. Ad valorem tax revenues are a source of payment of the Warrants; any diminution in the legal authority to levy and collect such taxes could adversely affect the timely payment of the Warrants.

Absence of Rating

Neither the Warrants nor any other debt obligations of the District are rated by a securities rating agency. The District has not applied, and does not intend to apply, for any such rating. The absence of a rating may adversely affect the marketability of the Warrants.

Lack of Secondary Market

The Underwriter has not agreed to maintain a secondary market for the Warrants, and the District does not anticipate that such a market will exist. Prospective purchasers of the Warrants should be prepared, therefore, to hold their Warrants until retired by the District.

Risks Specific to Construction Fund Warrants

Delinquent Special Assessments. Even in the absence of adverse property development conditions, the District anticipates that, from time to time, the payment of special assessments, with respect to various parcels of property in the District, will be delinquent. The District does not expect to collect a special assessment unless and until the lot to which it relates is developed, built upon and sold, at which time the sale price may include the amount of the special assessments. Alternatively, the owner may assume the obligation to repay the special assessments in installments. Installments of special assessments are due and payable annually, but the development and sale of District properties (and related collection of special assessments) may not occur by the time necessary to avoid delinquencies. Amounts available to the District from ad valorem tax revenues and other sources may not be sufficient to make up any special assessment shortfall.

Interest Payable in Warrants. The District expects to annually issue additional construction fund warrants representing the interest due on the Construction Fund Warrants and will seek to sell such construction fund warrants through the Underwriter to obtain funds to pay Construction Fund Warrant interest when due. The Underwriter is not obligated, however, to offer such warrants for sale, and there can be no assurance that any such sale will be possible otherwise. If the District is unable for any reason to sell the interest warrants, the District will issue such warrants directly to Construction Fund Warrantholders in lieu of checks or cash. Interest on all construction fund warrants, including the Construction Fund Warrants, paid in the form of cash or check is paid by the Paying Agent to the holders thereof in order of their registration with the County Treasurer.

Extension of Warrant Maturity. Construction fund warrants, such as the Construction Fund Warrants, must become due no later than five years after their date of issuance. The Act permits the extension of such maturity (without the construction fund warrant being in default) upon petition by the District to the County District Court, for a period determined by the court (often three years). The District may file such a petition if, for any reason, there are insufficient funds to pay Construction Fund Warrant principal at the original maturity. Warrantholders receive notice of and may appear at the hearing held by the County District Court preliminary to the issuance of the court's order. Because the Construction Fund Warrants will be paid and retired in the order

registered, the holders of later registered Construction Fund Warrants are more exposed to delay in or nonpayment of the payment of their principal than are the holders of the Construction Fund Warrants first registered.

Inability to Issue Bonds. The Act authorizes sanitary and improvement districts to issue bonds for retiring construction fund warrants. The District expects to issue its bonds to retire the Construction Fund Warrants; however, the District may be unable to issue such bonds or, if issued, be insufficient in amount (together with other available moneys) to retire all the Construction Fund Warrants. General market conditions or changes in federal or State laws, including income tax laws, may preclude such an issuance. The District also may not issue such bonds unless and until the District has sufficient taxable value to support (together with special assessments and other available moneys) the payment of debt service on the bonds. There can be no assurance that the District in fact will be able to issue bonds for retiring the Construction Fund Warrants, in which case the timely payment of the Construction Fund Warrants will remain dependent on the collection of special assessments and ad valorem taxes.

Risks Specific to General Fund Warrants

No Legal Opinion. No opinion has been delivered in connection with the issuance and sale of the General Fund Warrants. Purchasers of the General Fund Warrants are advised to consult their tax advisors as to the tax consequences of purchasing or holding the General Fund Warrants.

UNDERWRITING

First National Capital Markets, Inc., as Underwriter, is purchasing the Warrants from the District for resale at a purchase price of 100% of the principal amount plus accrued interest, if any. The Underwriter will receive a fee (payable in additional construction fund warrants) from the District equal to 2.0% of the aggregate principal amount of the Warrants.

The Underwriter shall make a public offering of the Warrants at prices not in excess of the public offering prices set forth on the Addendum. The Warrants may be offered and sold to certain dealers at prices other than such public offering prices, and the Underwriter may change such public offering prices from time to time.

Pursuant to its agreement with the District, the Underwriter has agreed to place or purchase all of the District's Warrants. Such agreement is subject, among other factors, to the continued availability of unqualified Bond Counsel opinions as to the tax exemption of any construction fund warrants issued by the District.

From time to time, employees of the Underwriter may be offered and may purchase general fund warrants issued by the District. The Underwriter has the right to purchase Warrants for its own account, and any profit made or loss suffered on any subsequent resale of such Warrants shall be for the account of the Underwriter.

The District is required to pay annual interest upon the Construction Fund Warrants, and the District expects to issue additional construction fund warrants to pay such interest. The Underwriter has a limited obligation to purchase or place such construction fund warrants to provide cash for interest payments on construction fund warrants. If cash is not available for payment of interest on the Construction Fund Warrants, such additional construction fund warrants for interest due will be issued directly to the Warrantholder.

MUNICIPAL ADVISOR

The District has retained the firm of Kuehl Capital Corporation, Omaha, Nebraska, to provide municipal advisor services in connection with the offering of the Warrants.

TAX MATTERS

Legal Opinion

The legal opinion of Baird Holm LLP, Omaha, Nebraska ("Bond Counsel"), approving the validity of the Construction Fund Warrants only will be provided to purchasers at the time of original delivery. No opinion will be

delivered with respect to the General Fund Warrants. Bond Counsel has examined a transcript of the District's proceedings and relied thereon without undertaking to verify the same by independent investigation. Bond Counsel has not reviewed, and undertakes no responsibility for, this Offering Circular or any of the information contained herein.

Tax Exemption

In the opinion of Bond Counsel, under existing laws and assuming compliance by the District with certain covenants:

(a) the interest on the Construction Fund Warrants is not includable in the gross income of the holders thereof under the Internal Revenue Code of 1986, as amended (the "Code"); and

(b) the Construction Fund Warrants are not "private activity bonds" as defined in the Code.

Bond Counsel also is of the opinion that the Construction Fund Warrants are not "arbitrage bonds" under Sections 103(b)(2) and 148 of the Code and regulations applicable thereto. Such opinion, however, is subject to qualification that certain intentional actions on the part of the District under the terms of the Code could result in the classification of the Construction Fund Warrants as arbitrage bonds.

No opinion is expressed by Bond Counsel with respect to the validity of the General Fund Warrants or the treatment of interest on the General Fund Warrants.

No opinion is expressed by Bond Counsel with respect to the treatment of interest on Construction Fund Warrants under the additional corporate minimum tax on "adjusted current earnings" as provided for in Sections 56(c) and (g) of the Code or with respect to any other tax based thereon or with respect to any other consequences affecting the federal income tax liability of a recipient of the interest on the Construction Fund Warrants.

Under existing laws with respect to State income taxes, such State income taxes are based upon the federal income taxes and federal taxable income, and interest on the Construction Fund Warrants in the hands of the holders thereof will be subject to Nebraska state income taxes only to the extent that it may be subject to federal income taxes.

The opinions set forth above are subject to continuing compliance by the District with its covenants regarding federal tax laws in the respective resolutions. Failure to comply with such covenants could cause interest on the Construction Fund Warrants to be included in gross income retroactive to the date of issue of the Construction Fund Warrants.

The accrual or receipt of interest on the Construction Fund Warrants may otherwise affect the federal income tax liability of certain recipients such as banks, thrift institutions, property and casualty insurance companies, corporations (including S corporations and foreign corporations operating branches in the United States), Social Security or Railroad Retirement benefit recipients, taxpayers otherwise entitled to claim the earned income credit or taxpayers who may be deemed to have incurred (or continued) indebtedness to purchase or carry tax-exempt obligations, among others. The extent of these other tax consequences will depend upon the recipients' particular tax status or other items of income or deduction. Bond Counsel expresses no opinion regarding any such consequences and investors should consult their own tax advisors regarding the tax consequences of purchasing or holding the Construction Fund Warrants.

The District has designated the Construction Fund Warrants as its "qualified tax exempt obligations" under Section 265(b)(3)(B)(i)(III) of the Code and has covenanted and warranted 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 current calendar year. Financial institutions considering investing in the Construction Fund Warrants should consult their tax advisors regarding the tax consequences of investing in the Construction Fund Warrants.

From time to time, there are legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal and state tax matters referred to above or adversely affect the market value of the Warrants. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds or warrants issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Warrants. Purchasers of the Warrants should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Construction Fund Warrants, and Bond Counsel has expressed no opinion as of any date subsequent hereto or with respect to any pending legislation, regulatory initiatives or litigation.

The rights of the holders of the Warrants and the priorities and enforceability thereof may be subject to valid bankruptcy, insolvency, reorganization, moratorium, extension, compromise and other similar laws for the relief of debtors.

NO LITIGATION

No litigation is pending or, to the knowledge of the District, threatened in any court to restrain or enjoin the issuance or delivery of any of the Warrants or in any way contesting or affecting the validity of the Warrants or the District's resolutions approving the Warrants or contesting the powers or authority of the District to issue the Warrants or to adopt such resolutions.

ONGOING DISCLOSURE

The District has undertaken (the "Undertaking") on behalf of the Warrantholders to provide to the Municipal Securities Rulemaking Board ("MSRB"), in an electronic format accompanied by identifying information as prescribed by the MSRB, (a) financial information and operating data about the District and (b) notices of the material events specified by the Securities and Exchange Commission Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (the "Rule"). See "APPENDIX D—Continuing Disclosure Undertaking".

A failure by the District to comply with the Undertaking will not constitute an event of default with respect to the Warrants, although any holder will have any available remedy at law or in equity, including seeking specific performance by court order, to cause the District to comply with its obligations under the Undertaking.

The District is required by the Act annually to file its independently audited financial statements with the Nebraska State Auditor of Public Accounts, where they are available as public records for inspection during normal business hours. See "FINANCIAL STATEMENTS".

FINANCIAL STATEMENTS

The audited financial statements for the District for its fiscal year ended June 30, 2013 are included in this Offering Circular as Appendix E and should be read in their entirety. Audited financial statements for the District for fiscal years ending prior to June 30, 2013 are available for inspection at the offices of the attorney for the District in Omaha, Nebraska and at the offices of the State Auditor of Public Accounts in Lincoln, Nebraska. Awerkamp, Goodnight, Schwaller & Nelson, P.C., independent auditors, have audited the financial statements of the District as of June 30, 2013 included as Appendix E of this Offering Circular, as stated in their report appearing therein.

MISCELLANEOUS

This Offering Circular has been executed and delivered by the Chairman of the Board of Trustees of the District, on behalf of the District. At the date of this Offering Circular and at the date of delivery of the Warrants, (a) the information and statements, including financial statements, of or pertaining to the District, contained in this Offering Circular were and are correct in all material respects; and (b) insofar as the District and its affairs, including its financial affairs, are concerned, this Offering Circular did not and does not contain an untrue statement

of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading. The District further confirms that insofar as the descriptions and statements, including financial data, contained in this Offering Circular of or pertaining to nongovernmental bodies or governmental bodies other than the District are concerned, such descriptions, statements and data have been obtained from sources believed by the District to be reliable, and that the District has no reason to believe that they are untrue or incomplete in any material respect.

The appendices and the Addendum attached hereto are an integral part of this Offering Circular and must be read in conjunction with the foregoing material.

So far as any statements made in this Offering Circular involve matters of opinion, forecasts or estimates, whether or not expressly stated, they are set forth as such and not as representations of fact.

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AUTHORIZATION OF OFFERING CIRCULAR

The District has duly authorized this Offering Circular and its distribution and use by the Underwriter.

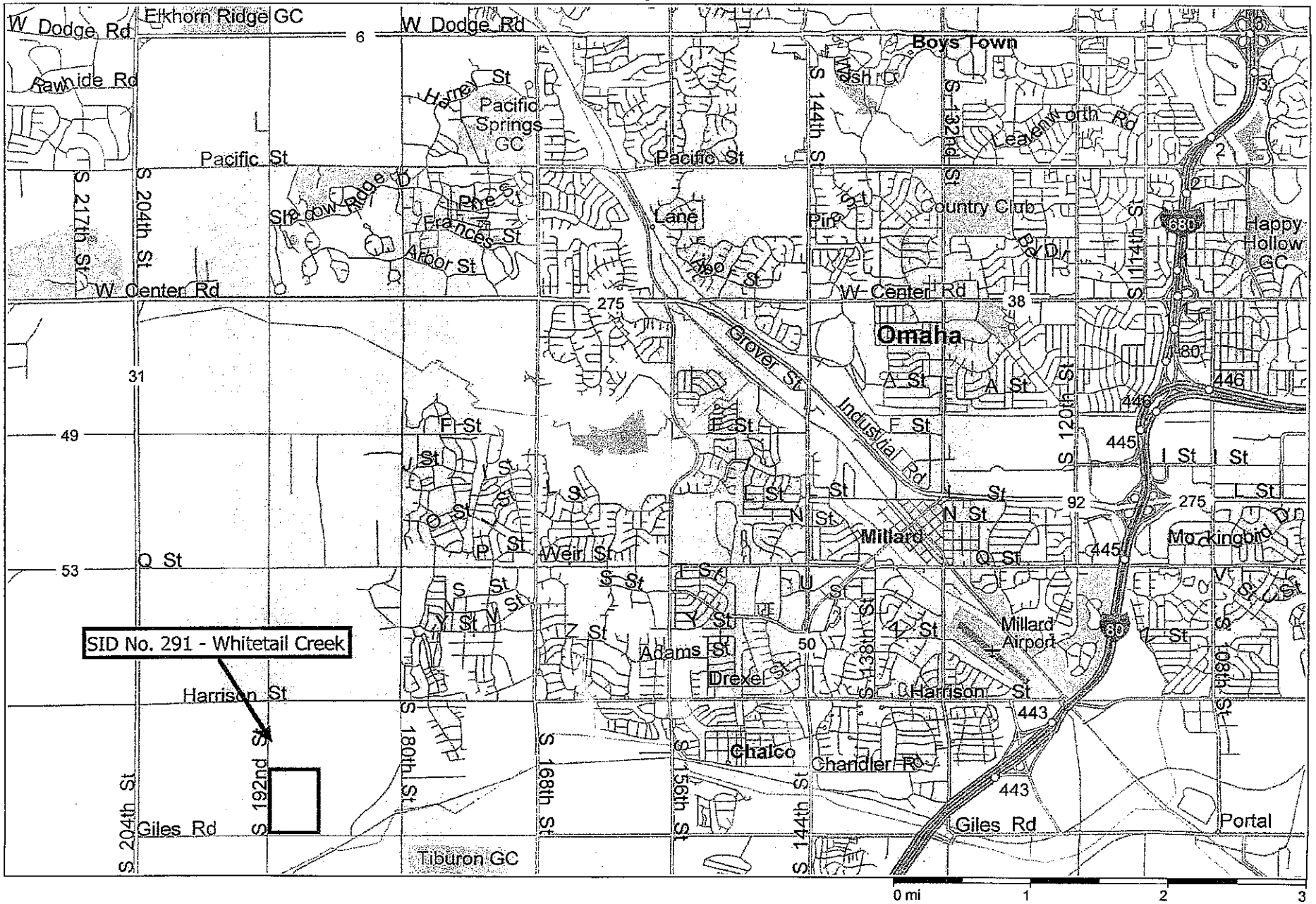
SANITARY AND IMPROVEMENT
DISTRICT NO. 291 OF SARPY COUNTY,
NEBRASKA

By /s/ Loren Johnson
Chairman, Board of Trustees

APPENDIX A

LOCATION MAP OF THE DISTRICT

Sarpy County SID No. 291



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APPENDIX B

SARPY COUNTY, NEBRASKA INFORMATION

The following information about Sarpy County, Nebraska is included because the District is located within the County. *The Warrants are not a debt of, nor are they payable by, Sarpy County.*

GENERAL DESCRIPTION OF THE COUNTY

The County encompasses approximately 249 square miles, or 159,360 acres in area, and is located on the eastern border of Nebraska. Sarpy County is surrounded by Douglas County on the north, Saunders County on the west, Cass County on the south, and borders with the State of Iowa on the east. The Missouri River separates Iowa and Nebraska on Sarpy County's eastern edge. Papillion, the county seat of Sarpy County, is located ten miles from Omaha, Nebraska, and 45 miles from Lincoln, Nebraska. The current population of the County is estimated at 162,561.

Sarpy County, unlike most of Nebraska, does not have an agriculturally oriented economy. Offutt Air Force Base is located in the County, making the U.S. military the County's largest employer. Offutt is the headquarters for the Strategic Command ("STRATCOM").

The major highways serving Sarpy County include Interstate I-80 running from the north-center County line to the southwest corner of the County and connecting Omaha with Lincoln. U.S. Routes 73/75, and 6, and the Kennedy Freeway run north-south along with Nebraska Routes 50 and 85. The major east-west thoroughfare is Nebraska Route 370.

Rail facilities serving the County include the Union Pacific Railroad and the Burlington Northern Santa Fe Railroad. Residents of the County use Omaha's Eppley Field for air transportation.

Source: 2010 US Census

THE ECONOMY

The economy of Sarpy County can be described as follows:

Labor Force. According to the Nebraska Department of Labor, the average monthly civilian labor force in Sarpy County in 2011 was 82,002. According to Offutt Air Force Base, there are 9,657 military and civilian personnel employed on the base in Bellevue.

Source: State of Nebraska; Sarpy County Department of Labor Planning and Development, Toby Churchill (for military assigned).

Per Capita Personal Income. In 2011, the per capita personal income of Sarpy County residents was $41,865, which was 98.6% of the Nebraska average per capita income of $42,450. Sarpy County's 28.5% population under age 18 explains the lower per capita income.

Source: US Census and Sarpy County

Median Household Income. In 2011, the median income of households in Sarpy County was $69,018.

Source: US Census

Sales. Net taxable sales (excluding motor vehicles) within the County increased from $1,073,751,329 in 2010 to $1,118,043,437 in 2011, representing a 4.1% increase over the prior year.

Source: Nebraska Department of Revenue Research Department

INDEBTEDNESS

The County by law may assess taxes in an amount not to exceed $0.50 per $100 of actual valuation without an approving vote of the citizens of the County. The County's total tax levy for fiscal year 2011-2012 is 29.990 cents per $100 of actual valuation.

LIMITED TAX BUILDING BONDS, SERIES 2007 (Courthouse Addition)

The County issued $7,000,000 Limited Tax Building Bonds dated February 6, 2007 to finance the construction of a Courthouse Administrative Addition. Refunding bonds were issued on August 8, 2011 in the amount of $4,165,000, of which $3,150,000 remain outstanding.

LIMITED TAX BUILDING BONDS, SERIES 2008 (Courthouse Remodel)

The County issued $5,700,000 Limited Tax Building Bonds dated June 5, 2008 to finance the remodel of the existing Courthouse, $3,615,000 of which remain outstanding.

HIGHWAY ALLOCATION BONDS, SERIES 2009 (96TH STREET)

The County issued $6,075,000 in Highway Allocation Bonds dated February 18, 2009 to finance the repayment of the 96th Street Project, of which $1,250,000 remain outstanding.

LIMITED TAX BUILDING BONDS, SERIES 2009 (Law Enforcement Center)

The County issued $7,790,000 Limited Tax Building Bonds dated December 8, 2009 to finance the construction of a Law Enforcement Center, $5,620,000 of which remain outstanding.

SARPY COUNTY LEASING CORPORATION LEASE RENTAL REVENUE BONDS (OMAHA ROYALS STADIUM PROJECT) (DEBT ISSUED BY SARPY COUNTY LEASING CORPORATION)

The Sarpy County Leasing Corporation issued bonds dated October 15, 2009 in the aggregate principal amount of $18,985,000 to pay the costs of acquiring, constructing, equipping and furnishing a baseball stadium owned by Sarpy County and leased to Omaha Royals Limited Partnership for use by the Omaha Storm Chasers Baseball Team.

The aggregate principal amount consists of the following:

- **Series 2009A** Bonds $4,195,000, of which $3,860.000 remain outstanding.
- **Taxable Series 2009B** (Build America Bonds) $9,290,000, of which $9,290,000 remain outstanding.
- **Taxable Series 2009C** $5,500,000, of which $5,500,000 remain outstanding.

The Sarpy County Leasing Corporation issued bonds dated November 23, 2010 to pay the costs of acquiring, constructing, equipping and furnishing a baseball stadium owned by Sarpy County and leased to Omaha Royals Limited Partnership for use by the Omaha Storm Chasers Baseball Team. The aggregate principal amount consists of the following:

- **Series 2010** (Recovery Zone Facility Bonds) $8,070,000, of which $8,070,000 remain outstanding.

Source: Bond Debt Service Schedules

EMPLOYERS

The twenty largest employers located in the County and the nature of their business are as follows:

COMPANY	ADDRESS	PHONE	INDUSTRY
Offutt Air Force Base	205 Looking Glass Ave. #121	402-294-5533	Government
PayPal, Inc.	12312 Port Grace Blvd. LaVista, NE 68128	402-935-2000	Service
Bellevue Public Schools	1600 Hwy 370 Bellevue, NE 68005	402-293-4000	Education
Werner Enterprises	14507 Frontier Road Omaha, NE 68145	402-895-6640	Trucking
Papillion-LaVista Schools	420 South Washington Street, Papillion, NE 68046	402-537-6200	Education
InfoGroup Compilation Center	1020 East First Street Papillion, NE 68046	402-593-4500	Service
Bellevue University	1000 Galvin Road S. Bellevue, NE 68005	402-293-3800	Education
Ehrling Bergquist Clinic	2501 Capehart Road Offutt AFB, NE 68113	402-294-5533	Military Healthcare
Hillcrest Health Systems	1702 Hillcrest Drive Bellevue, NE 68005	402-682-4800	Healthcare
Oriental Trading Company	4206 South 108th Street Omaha, NE 68137	402-331-5511	Warehouse/ Distribution
TD Ameritrade	1001 Fort Crook Road N. Bellevue, NE 68005	402-970-7000	Financial
Sarpy County Government	1210 Golden Gate Dr. Papillion, NE 68046	402-593-2346	Gov't
Northrup Grumman	3200 Sampson Way Bellevue, NE 68005	402-291-8300	Service
Alegent Health Midlands Hospital	1111 South 84th Street Papillion, NE 68046	402-593-3000	Healthcare
Bellevue Medical Center	2500 Bellevue Med Ctr Dr. Bellevue, NE 68123	402-763-3000	Healthcare
Wal-Mart Super Center (Bellevue, Gretna & Papillion)	10504 S. 15th Street Bellevue, NE 68005	402-292-0156	Retail
Gretna Public Schools	11717 S. 216th Street Gretna, NE 68028	402-332-3265	Education
Securities America, Inc.	12325 Port Grace Blvd. LaVista, NE 68128	402-339-9111	Financial
Super Target Stores (Bellevue & Papillion)	716 N. Washington Street Papillion, NE 68046	402-597-9990	Retail
TSL Cos.	9902 S. 148th Street Omaha, NE 68138	402-895-6692	Trucking

Source: Sarpy County Department of Labor Planning & Development, Toby Churchill

20 LARGEST TAXPAYERS

The largest taxpayers located in the County, the actual taxes of their property and the type of their business include the following:

BUSINESS NAME	2011 Taxes*	NATURE OF BUSINESS
Shadow Lake Towne Center LLC	$2,135,828.00	Retail Business
JQH LaVista Conference/CY Dev/III Dev	$1,332,916.00	Conference Center & Hotel
Offutt AFB America	$993,100.00	Base Housing
Walmart Real Estate/Stores	$927,555.00	Retail Business
Werner Leasing, Inc./Werner Enterprises	$889,780.00	Lease/Trucking Company
PayPal	$786,715.00	Commercial Business
Wells Exchange-Maass Rd/Samson Way	$777,356.00	Foreign LLC
Harrison Hills Apartments	$642,309.00	Apartments
Toys NE QRD 15-74 Inc.	$604,457.00	Distribution
Cole Mt. Papillion NE LLC	$520,314.00	Retail Business
Shopko Properties/Real Estate	$462,575.00	Distribution
Edward Rose Development	$434,077.00	Apartments
NS OVLK LLC	$415,875.00	Apartments
Rock Creek Apartments	$406,604.00	Apartments
Hillcrest Development	$389,226.00	Healthcare & Apartments
Pointe Partnership	$385,534.00	Apartments
Nebraska Machinery	$359,117.00	Retail Business
Twin Creek Apartments, LLC	$354,527.00	Apartments
Cox Communications	$333,980.00	Telecommunications
MFR Partners IX LLC	$328,801.00	Apartments

*Totals based on names on file

Source: Sarpy County Treasurer's Office

SARPY COUNTY BUILDING PERMITS*

	Single Family		Multi Family	
Year	Permits	Value	Permits	Value
2000	258	$26,190,175	10	$14,040,000
2001	281	$28,562,177	0	$ -
2002	340	$35,253,309	0	$ -
2003	467	$49,115,417	2	$ 460,880
2004	696	$71,447,719	0	$ -
2005	685	$72,518,595	0	$ -
2006	689	$75,054,119	1	$ 1,080,000
2007	400	$48,871,958	1	$ 1,000,000
2008	359	$58,579,543	1	$ 1,080,000
2009	216	$43,714,130	1	$ 1,617,941
2010	78	$34,085,230	1	$ 1,238,465
2011	169	$36,527,462	0	$ -
2012	195	$38,787,474	0	$ -

* Includes only areas outside city zoning jurisdictions.

Commercial/Industrial Permits

Year	Permits	Value
2000	12	$18,421,674
2001	20	$15,780,009
2002	18	$10,553,549
2003	16	$ 8,074,954
2004	10	$ 6,265,000
2005	29	$20,637,828
2006	25	$15,496,200
2007	20	$18,089,880
2008	12	$13,027,139
2009	7	$ 3,061,475
2010	4	$ 2,742,806
2011	12	$ 1,727,142
2012	17	$ 6,540,526

Source: Sarpy County Building and Planning Department

LEVIES, COLLECTIONS AND VALUATIONS

History of Levied and Collected Taxes

	2009	2010	2011
TAX CERTIFIED BY THE ASSESSOR-			
Including Interest and Publication Fees:			
Real Estate	$220,153,177	$223,763,709	$229,114,944
Personal	6,543,243	6,418,201	5,689,567
Centrally Assessed	1,306,095	1,210,009	1,088,752
	$228,002,515	$231,391,919	$235,893,263
NET TAX COLLECTED BY THE COUNTY TREASURER AS OF JUNE 30, 2012-			
Including Interest and Publication Fees:			
Real Estate	$220,061,421	$223,459,975	$124,789,534
Personal	6,395,665	6,349,004	3,832,127
Centrally Assessed	1,306,095	1,207,451	669,043
	$227,763,181	$231,016,430	$129,290,704
TOTAL UNCOLLECTED TAX AS OF JUNE 30, 2012:			
Real Estate	$ 91,756.00	$303,734.00	$104,325,410.00
Personal	147,578.00	69,197.00	1,857,440.00
Centrally Assessed	-	2,558.00	419,709.00
	$239,334.00	$375,489.00	$106,602,559.00
PERCENTAGE	0.10%	0.16%	45.19%

Source: Sarpy County Unaudited Financial Statements

Actual Value of Taxable Property

Tax Year	Actual Valuation	Percentage of Increase
2000	$5,073,481,790.00	--
2001	$5,693,368,879.00	12.22%
2002	$6,211,567,033.00	9.10%
2003	$6,693,775,606.00	7.76%
2004	$7,262,349,503.00	8.49%
2005	$8,105,260,699.00	11.61%
2006	$9,053,018,756.00	11.69%
2007	$9,969,144,239.00	10.12%
2008	$10,716,813,121.00	7.50%
2009	$10,977,324,419.00	2.43%
2010	$11,076,469,531.00	0.90%
2011	$11,197,886,358.00	1.10%
2012	$11,451,696,861.00	2.30%

Source: Sarpy County Assessor

History of County Tax Levies (Cents per $100 of Assessed Valuation)

Year	Amount
2000	29.008
2001	29.008
2002	29.990
2003	29.990
2004	29.990
2005	29.990
2006	29.990
2007	29.990
2008	29.990
2009	29.990
2010	29.990
2011	29.990
2012	29.990

Source: Sarpy County

POPULATION

Sarpy County Population (2000-2011)

Year	Population
July 1, 2000 (census)	122,595
October 24, 2002 (estimate)	125,836
July 2003 (estimate)	132,476
July 2004 (estimate)	135,973
July 2005 (estimate)	139,371
July 2006 (estimate)	142,637
July 2007 (estimate)	146,756
July 2008 (estimate)	150,467
July 2009 (estimate)	153,504
July 2010 (Census)	158,840
July 2011 (estimate)	162,561

Source: U.S. Census

APPENDIX C

FORM OF INVESTOR LETTER

[Date]

First National Capital Markets, Inc.
Omaha, Nebraska

Sanitary and Improvement District
No. 291 of Sarpy County, Nebraska

Re: $_____ [Construction] [General] Fund Warrants

Ladies and Gentlemen:

The undersigned is the purchaser (the "Purchaser") of $_____ in aggregate principal amount of [Construction] [General] Fund Warrants (the "Warrants") issued by Sanitary and Improvement District No. 291 of Sarpy County, Nebraska (the "District") and is making the representations, agreements and statements set forth in this investor letter (this "Letter") as an inducement to the District to sell the Warrants to the Purchaser. In connection with the purchase of the Warrants, the Purchaser acknowledges, agrees and represents as follows:

1. The Purchaser has been advised that: (a) the Warrants are not registered under the Securities Act of 1933, as amended (the "Securities Act"), or with any state securities agency or commission; and (b) the District is not presently required to register under Section 12 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). The Purchaser therefore understands that, if and when it wishes to resell the Warrants, there may not be available current business and financial information about the District. In addition, the Purchaser will not offer, sell or otherwise dispose of the Warrants, except (i) in material compliance with all applicable state and federal securities laws, (ii) with full and accurate disclosure of all material facts, to the extent required by law, to the prospective purchaser(s) or transferee(s) (iii) either under effective federal and state registration statements (which the District shall in no way be obligated to provide) or pursuant to exemptions from such registrations and (iv) upon the delivery by the prospective purchaser(s) or transferee(s) of an investor letter identical in form and substance of this Letter. Accordingly, the Purchaser understands that it may need to bear the risks of this investment for an indefinite time since any sale or transfer prior to the maturity of the Warrants may not be possible or permitted or may be at a price below that which the Purchaser is paying for the Warrants.

2. The Purchaser is (a) a bank, registered investment company, insurance company or other institutional "accredited investor" as defined in Rule 501(a)(1), (2), (3) or (7) of Regulation D promulgated by the Securities and Exchange Commission pursuant to the Securities Act, (b) a "qualified institutional buyer" as defined in Rule 144A promulgated by the Securities and Exchange Commission pursuant to the Exchange Act and under various state securities laws and is not an individual or (c) described in Paragraph 4.

3. The Purchaser is duly and validly organized under the laws of its jurisdiction of incorporation or organization, is duly and legally authorized to purchase obligations such as the Warrants and has satisfied itself that the Warrants are a lawful investment for this organization under all applicable laws. The Purchaser can bear the economic risk of the purchase of the Warrants and has such knowledge and experience in business and financial matters, including the analysis of a participation in the purchase of similar investments, as to be capable of evaluating the merits and risks of an investment in the Warrants and are aware of the use of the proceeds and the risks involved therein.

4. If not described in Paragraph 2, the Purchaser is a registered investment advisor purchasing the Warrants for inclusion in the portfolio of a registered investment company advised by the Purchaser and over whose transactions it has discretionary power. If described in this Paragraph 4, it has such knowledge and experience in business and financial matters, including the analysis of a participation in the purchase of similar investments, as to be capable of evaluating the merits and risks of an investment in the Warrants, and the investment company for which the Purchaser is purchasing the Warrants is duly and validly organized under the laws of its jurisdiction of incorporation or organization and can bear the economic risk of the purchase of the Warrants.

5. The Warrants have been purchased for the account of the Purchaser (except as described in Paragraph 4, in which instance it has been purchased for the account of one registered investment company managed by the Purchaser) for investment and not with a view to the distribution, transfer or resale of all or any portion thereof, provided that the Purchaser may transfer the Warrants to an affiliate at any time, and provide further that the disposition of the Warrants shall at all times be within the sole control of the Purchaser (subject to the provisions of Paragraph 1). The Purchaser agrees to indemnify and hold harmless the addressees of this Letter with respect to any and all claims arising from or related to its sale or transfer of the Warrants.

6. The Purchaser has been offered a sufficient opportunity to conduct an investigation concerning the terms and conditions of the Warrants and to obtain any information on the status of the District. The Purchaser is familiar with the condition, financial or otherwise, of the District and has been furnished all operational and financial information about the District deemed necessary to the Purchaser to evaluate the merits and risks of an investment in the Warrants.

7. If so requested, the Purchaser has received and reviewed a copy of the resolutions adopted by the Board of Trustees of the District approving the issuance of the Warrants, each of the documents approved thereby and any other documents it deemed necessary in connection therewith.

8. The Purchaser has not relied and does not rely on any party other than the District or its agents for furnishing or verifying information requested by the Purchaser relating to the District or information relating to the terms of Warrants and terms of the underlying transactions related to the Warrants.

All statements and representations of the Purchaser in this Letter are made solely and exclusively in connection with its purchase of the Warrants and are made solely for the benefit of the addressees hereto and no other party shall or may be a third party beneficiary hereof. The foregoing statements and representations shall survive the execution and delivery to the Purchaser of the Warrants and the instruments and documents contemplated thereby.

Very truly yours,

PURCHASER

By:_____

Title:_____

APPENDIX D

CONTINUING DISCLOSURE UNDERTAKING

The following is the District's continuing disclosure undertaking pursuant to Securities and Exchange Commission Rule 15c2-12(d)(2) which the District has incorporated by reference into the resolution approving this Offering Circular.

a) The District does hereby covenant and agree and enters into this written undertaking (the "Undertaking") for the benefit of the holders of the District's general fund warrants (the "General Fund Warrants") and construction fund warrants (the "Construction Fund Warrants" and together with the General Fund Warrants, the "Warrants") required by Section (d)(2) of Securities and Exchange Commission Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (17 C.F.R. § 240.15c2-12) (the "Rule"). Capitalized terms used in this Undertaking and not otherwise defined in this Undertaking shall have the meanings assigned such terms in subsection (f) hereof. It being the intention of the District that there be full and complete compliance with the Rule, this Undertaking shall be construed in accordance with the written interpretative guidance and no-action letters published from time to time by the Securities and Exchange Commission and its staff with respect to the Rule.

b) The District represents and warrants that the aggregate amount of its outstanding construction fund warrants, its outstanding general fund warrants and its outstanding bonds does not exceed $10,000,000.

c) The District undertakes to provide Financial Information about the District to the MSRB, via Bankers Trust Company, as Dissemination Agent pursuant to a Dissemination Agent Agreement between the District and Bankers Trust Company (the "Dissemination Agent"), in an electronic format accompanied by identifying information as prescribed by the MSRB, to the extent that the District customarily prepares such Financial Information and makes it publicly available. The District shall provide any information or notice required by this Undertaking to the Dissemination Agent. The Dissemination Agent will not be responsible for compiling any of the information required to be provided by this Undertaking.

d) The District designates as the person from whom its Financial Information and Material Event Notices can be obtained: Ms. Melissa Stover, Bankers Trust Company, as Dissemination Agent, 453 7th Street, Des Moines, Iowa, 50309, Telephone: (515) 245-5269.

e) If a Material Event occurs while any Warrants are Outstanding, the District shall provide a Material Event Notice in a timely manner, not in excess of 10 business days after the occurrence of the event, to the MSRB. Each Material Event Notice shall be so captioned and shall prominently state the date and title of the Warrants.

f) The following are the definitions of the capitalized terms used in this Undertaking and not otherwise defined in this Undertaking:

   i) "*Financial Information*" means the financial information or operating data with respect to the District, which is customarily prepared by the District and is publicly available. The District customarily prepares and makes publicly available its Audited Financial Statements. In connection with its issues of warrants and bonds, the District from time to time prepares and makes publicly available its offering documents containing, among other things, financial information and operating data about the District.

   ii) "*Audited Financial Statements*" means the District's annual financial statements, prepared in accordance with GAAP for governmental units as prescribed by GASB, which financial statements shall have been audited by such auditor as shall then be required or permitted by the laws of the State of Nebraska.

   iii) "*Material Event*" means any of the following events with respect to the Warrants:

      (a) Principal and interest payment delinquencies;

(b) Non-payment related defaults, if material;

(c) Unscheduled draws on debt service reserves reflecting financial difficulties;

(d) Unscheduled draws on credit enhancements reflecting financial difficulties;

(e) Substitution of credit or liquidity providers, or their failure to perform;

(f) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701–TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the Construction Fund Warrants;

(g) Modifications to rights of Warrantholders, if material;

(h) Warrant calls, if material;

(i) Defeasances;

(j) Release, substitution or sale of property securing repayment of the Warrants, if material;

(k) Rating changes;

(l) Bankruptcy, insolvency, receivership or similar event of District;

(m) The consummation of a merger, consolidation or acquisition involving the District or the sale of all or substantially all of the assets of the District other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and

(n) Appointment of a successor or additional paying agent or the change of name of a paying agent, if material

iv) "*Material Event Notice*" means an electronic notice of a Material Event.

v) "*MSRB*" means the Municipal Securities Rulemaking Board. As of July 1, 2009, the MSRB is the sole repository to which the District must electronically submit Financial Information, Audited Financial Statements, if any, and Material Event Notices pursuant to this Undertaking. Reference is made to Commission Release No. 34-59062, December 8, 2008 (the "Release") relating to the MSRB's Electronic Municipal Market Access ("EMMA") system for municipal securities disclosure that became effective on July 1, 2009. To the extent applicable to its Undertakings, the District shall comply with the Release and with EMMA.

g) The continuing obligation hereunder of the District to provide Financial Information, Audited Financial Statements, if any, and Material Event Notices shall terminate immediately once the Warrants no longer are outstanding. This Undertaking, or any provision hereof, shall be null and void in the event that the District obtains an opinion of nationally recognized bond counsel to the effect that those portions of the Rule which require this Undertaking, or any such provision, are invalid, have been repealed retroactively or otherwise do not apply to the Warrants, provided that the District shall have provided notice of such delivery and the cancellation of this Undertaking to the MSRB.

h) This Undertaking may be amended, without the consent of the Warrantholders, but only upon the District obtaining an opinion of nationally recognized bond counsel to the effect that such amendment, and giving effect thereto, will not adversely affect the compliance of this Undertaking with the Rule, provided that the District shall have provided notice of such delivery and of the amendment to the MSRB. Any such amendment shall satisfy, unless otherwise permitted by the Rule, the following conditions:

i) The amendment may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law or change in the identity, nature or status of the District or type of business conducted;

ii) This Undertaking, as amended, would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

iii) The amendment does not materially impair the interests of Warrantholders, as determined either by parties unaffiliated with the District (such as nationally recognized bond counsel), or by approving vote of Warrantholders pursuant to the terms of this Undertaking at the time of the amendment.

i) The initial Financial Information after the amendment shall explain, in narrative form, the reasons for the amendment and the effect of the change, if any, in the type of operating data or financial information being provided.

j) Any failure by the District to perform in accordance with this Undertaking shall not constitute an event of default with respect to the Warrants. If the District fails to comply herewith, any Warrantholder may take such actions as may be necessary and appropriate, including seeking specific performance by court order, to cause the District to comply with its obligations hereunder.

APPENDIX E

INDEPENDENT AUDITOR'S REPORT AND FINANCIAL STATEMENTS OF THE DISTRICT

FINANCIAL STATEMENTS
WITH
INDEPENDENT AUDITORS' REPORT

SANITARY AND IMPROVEMENT DISTRICT NO. 291
SARPY COUNTY, NEBRASKA

FOR YEAR ENDED JUNE 30, 2013

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J. DOUGLAS GOODNIGHT
(1936 - 2006)

INDEPENDENT AUDITORS' REPORT

Board of Directors
Sanitary and Improvement District No 291
of Sarpy County, Nebraska

We have audited the accompanying financial statements of the governmental activities, and each major fund, of Sanitary and Improvement District No. 291 of Sarpy County, Nebraska (a political subdivision) as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the governmental activities and each major fund of Sanitary and Improvement District No. 291 of Sarpy County, Nebraska as of June 30, 2013, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require budgetary comparison on page 16 to be presented to supplement the basic financial statements. Such information, although not part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Management has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise Sanitary and Improvement District No. 291 of Sarpy County, Nebraska's basic financial statements. The other supplementary information on page 17 and 18 are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The supplementary information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated November 18, 2013, on our consideration of the Sanitary and Improvement District No. 291 of Sarpy County, Nebraska internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other mattes. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Sanitary and Improvement District No. 291 of Sarpy County, Nebraska's internal control over financial reporting and compliance.

Auerkamp, Goodnight, Schwaller & Nelson, P.C.

Omaha, Nebraska
November 18, 2013

Sanitary and Improvement District No. 291
Sarpy County, Nebraska

GOVERNMENT-WIDE STATEMENT OF NET POSITION

June 30, 2013

	Primary Government Governmental Activities
ASSETS:	
Cash on deposit - County Treasurer	$ 461,045
Taxes receivable (notes B and H)	3,258
Special assessments (notes C and H)	767,588
Accrued interest on special assessments	12,774
Capital assets (note D):	
Infrastructure	3,023,292
Accumulated depreciation	(117,041)
Total assets	4,150,916
LIABILITIES:	
Accounts payable	7,755
Accrued interest on warrants	96,788
Noncurrent liabilities (note E):	
Due within one year	3,610
Due in more than one year	3,406,400
Total liabilities	3,514,553
COMMITMENTS AND CONTINGENCIES (notes F and G)	-
NET POSITION:	
Invested in capital assets, net of related debt	(390,401)
Restricted for debt service	1,149,789
Unrestricted	(123,025)
Total net position	$ 636,363

The accompanying notes are an integral part of these statements.

Sanitary and Improvement District No. 291
Sarpy County, Nebraska

GOVERNMENT-WIDE STATEMENT OF ACTIVITIES

For year ended June 30, 2013

Program Activities	Expenses	Program Revenues	Net (Expenses) Revenue and Changes In Net Position Governmental Activities
Governmental activities			
General	$ 63,771	$ -	$ (63,771)
Debt service	14,464	-	(14,464)
Depreciation	71,418	-	(71,418)
Interest on long-term debt	217,340		(217,340)
Total government	$366,993	$	(366,993)

General revenues:	
Property taxes	6,810
State motor vehicle tax allocation	7
Sewer connection fees	47,040
Special assessments and interest	69,155
Total general revenues	123,012
Change in net position	(243,981)
Net position at beginning of year	880,344
Net position at end of year	$ 636,363

The accompanying notes are an integral part of these statements.

Sanitary and Improvement District No. 291
Sarpy County, Nebraska

BALANCE SHEET - GOVERNMENTAL FUNDS

June 30, 2013

ASSETS

	General Fund	Debt Service Fund	Total Governmental Funds
ASSETS:			
Cash on deposit - County Treasurer	$ 664	$ 460,381	$ 461,045
Taxes receivable (notes B and H)	3,258	-	3,258
Special assessment receivable (notes C and H)	-	767,588	767,588
Accrued interest on special assessments	-	1,278	1,278
Total assets	$ 3,922	$1,229,247	$1,233,169

LIABILITIES AND FUND BALANCES

LIABILITIES:			
Accounts payable	$ 7,755	$ -	$ 7,755
Warrants payable (note E)	113,358	-	113,358
Accrued interest on registered warrants	5,834	90,954	96,788
Deferred revenue	-	767,588	767,588
Total liabilities	126,947	858,542	985,489
COMMITMENTS AND CONTINGENCIES (notes F and G)	-	-	-
Fund balance (deficit):			
Restricted for debt service	-	370,705	370,705
Unassigned	(123,025)	-	(123,025)
Total fund balance (deficit)	(123,025)	370,705	247,680
Total liabilities and fund balance	$ 3,922	$1,229,247	$1,233,169

The accompanying notes are an integral part of these statements.

Sanitary and Improvement District No. 291
Sarpy County, Nebraska

RECONCILIATION OF THE GOVERNMENTAL FUNDS
BALANCE SHEET TO THE STATEMENT OF NET POSITION

June 30, 2013

Total fund balance - total governmental funds		$ 247,680
Amounts reported for governmental activities in the Statement of Net Position are different because:		
– Capital assets used in governmental activities are not current financial resources and therefore are not reported in the governmental funds balance sheet.		2,906,251
– Long-term liabilities are not due and payable in the current period and, therefore, they are not reported in the governmental funds balance sheet. Includes Internal Service Funds' non-current liabilities:		
Due within one year	$ -	
Due in more than one year	(3,296,652)	(3,296,652)
– Accrued interest on special assessments.		11,496
– Deferred income related to special assessment is required under modified accrual in the governmental funds balance sheet but not under full accrual accounting in the government-wide statement of net position.		767,588
Net Position of Governmental Activities		$ 636,363

The accompanying notes are an integral part of these statements.

Sanitary and Improvement District No. 291
Sarpy County, Nebraska

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
GOVERNMENTAL FUNDS

For year ended June 30, 2013

	General Fund	Debt Service Fund	Total Governmental Funds
REVENUES:			
Taxes assessed (note B)	$ 6,810	$ -	$ 6,810
State motor vehicle tax allocation	7	-	7
Sewer connection fee	-	47,040	47,040
Special assessments and interest	-	297,256	297,256
Total revenues	6,817	344,296	351,113
EXPENDITURES:			
Legal and accounting	14,666	-	14,666
Collection fees county treasurer	73	5,946	6,019
Electric services	6,416	-	6,416
Engineering fees	18,003	-	18,003
Interest on registered warrants	5,102	212,238	217,340
Maintenance and repairs	15,708	-	15,708
Registered agent fees	3,679	8,518	12,197
Financial advisor fees	2,199	-	2,199
Trustee bond and insurance	3,027	-	3,027
Total expenditures	68,873	226,702	295,575
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(62,056)	117,594	55,538
OTHER FINANCING SOURCES (USES):			
Issuance of long-term debt	-	402,369	402,369
Construction costs	-	(164,036)	(164,036)
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES AND OTHER FINANCING SOURCES (USES)	(62,056)	355,927	293,871
FUND BALANCE (DEFICIT), BEGINNING OF YEAR	(60,969)	14,778	(46,191)
FUND BALANCE (DEFICIT), END OF YEAR	$(123,025)	$ 370,705	$ 247,680

The accompanying notes are an integral part of these statements.

Sanitary and Improvement District No. 291
Sarpy County, Nebraska

RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES

For year ended June 30, 2013

Net change in fund balance - total governmental funds	$ 293,871
Amounts reported for governmental activities in the statement of activities are different because:	
- Governmental funds report capital outlay as expenditures. However, in the government-wide statement of activities and changes in net position, the cost of those assets is allocated over their estimated useful lives as depreciation expenses. This is the amount of capital assets recorded in the current period.	164,036
- Depreciation expense on capital assets is reported in the government-wide statement of activities and changes in net position, but does not require the use of current financial resources. Therefore, depreciation expense is not reported as an expenditure in the governmental funds.	(71,418)
- The issuance of long-term debt (e.g. bonds) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. Also, governmental funds report the effect of issuance cost, premiums, discounts, and similar items when debt is first issued, whereas the amounts are deferred and amortized in the statement of activities. This amount is the net effect of these differences in the treatment of long-term debt and related items.	(402,369)
- Special assessments and related interest are recorded at modified accrual for governmental funds and full accrual for government-wide statements resulting in this difference.	(228,101)
Change in Net Position of Governmental Activities	$(243,981)

The accompanying notes are an integral part of these statements.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Sanitary and Improvement District No. 291 of Sarpy County, Nebraska is presented to assist in understanding the District's financial statements. The financial statements and notes are representations of the trustees of the District, who are responsible for their integrity and objectivity. These accounting policies conform in all material respects to generally accepted accounting principles, as promulgated by the American Institute of Certified Public Accountants' Industry Audit Guide, Audits of State and Local Government Units, and have been consistently applied in the preparation of the financial statements.

History and Business Activity

The District is a governmental subdivision, created pursuant to Nebraska law, to act as a vehicle for the construction of roads, utilities and similar improvements. The Board of Trustees, consisting of five members, has the power to provide financing for such improvements and has authority to: issue warrants for construction work and services, contract with financial institutions for conversion of warrants to cash, and to levy both special assessments and general taxes against property in the District to pay off warrants and bonds issued by the District.

Estimates

The process of preparing financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

Reporting Entity

The accompanying financial statements present the District's primary governmental unit and do not include any component units because the District does not exercise financial accountability over any separate units. Financial accountability is based primarily on operational or financial relationships with the District.

Basis of Presentation

For the fiscal year ended June 30, 2013, the District adopted Governmental Accounting Standards Board (GASB) Statement No. 63, Financial Reporting of Deferred Outflows of Resources, Deferred Inflow of Resources and Net Position. GASB Statement No. 63 establishes accounting and financial reporting standards for deferred outflows of resources or deferred inflows of resources and net position together with related disclosures. At June 30, 2013, the District did not have any deferred outflows of resources or deferred inflows of resources, as defined by GASB Statement No. 63.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Basis of Presentation - continued

The government-wide financial statements (the statement of net position and the statement of changes in net position) report information on all of the activities of the District. Governmental activities, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support.

The statement of activities demonstrates the degree to which the direct expenses of a given program are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific program. Program revenues include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given program and 2) operating or capital grants and contributions that are restricted to meeting the operational or capital requirements of a particular program. Taxes and other items not properly included among program revenues are reported instead as general revenues.

Fund Financial Statements

The District segregates transactions related to certain functions or activities in separate funds in order to aid financial management and to demonstrate legal compliance. Separate statements are presented for governmental and proprietary activities. These statements present each major fund as a separate column on the fund financial statements.

Governmental funds are those funds through which most governmental functions typically are financed. The measurement focus of governmental funds is on the sources, uses and balance of current financial resources. The District has presented the following major governmental funds:

General Fund

General Fund is the main operating fund of the District. This fund is used to account for all financial resources not accounted for in other funds. All general tax revenues and other receipts that are not restricted by law or contractual agreement to some other fund are accounted for in this fund. General operating expenditures, fixed charges and capital improvement costs that are not paid through other funds are paid from the General Fund. The fund balance of the General Fund is unassigned and is expended first for all expenditures except debt service payments and capital expenditures from the Debt Service Fund.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Fund Financial Statements- Continued

Debt Service Fund

Debt Service Fund is used to account for the accumulation of financial resources for the payment of principal, interest, and related costs on general long-term debt paid primarily from taxes levied by the District. The fund balance of the Debt Service Fund is reserved to signify the amounts that are restricted exclusively for debt service expenditures.

Measurement Focus/Basis of Accounting

Measurement focus refers to what is being measured; basis of accounting refers to when revenues and expenditures are recognized in the accounts and reported in the financial statements. Basis of accounting relates to the timing of the measurement made, regardless of the measurement focus applied.

The government-wide statements are reported using the economic resources measurement focus and the accrual basis of accounting. The economic resources measurement focus means all assets and liabilities (whether current or non-current) are included in the statement of net position and the operating statements present increases (revenues) and decreases (expenses) in net total assets. Under the accrual basis of accounting, revenues are recognized when earned. Expenses are recognized at the time the liability is incurred.

Governmental fund financial statements are reported using the current financial resources measurement focus and are accounted for using the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recognized when susceptible to accrual; i.e., when they become both measurable and available. "Measurable" means the amount of the transaction can be determined and "available" means collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period. The District considers property taxes as available if they are collected within 60 days after year end. A one-year availability period is used for recognition of all other Governmental Fund revenues. Expenditures are recorded when the related fund liability is incurred. However, debt service expenditures are recorded only when payment is due.

The revenues susceptible to accrual are property taxes and interest income. All other governmental fund revenues are recognized when received.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Infrastructure

Infrastructure is carried at cost plus interest on warrants while construction is in progress. Depreciation will be provided using the straight-line method over estimated lives ranging from 25 to 40 years.

Budget and Budgetary Accounting

The District is required to adopt an annual operating budget for all the funds over which the District controls. The budget is adopted using a cash basis of accounting which differs significantly from generally accepted accounting principles. Under the cash basis of accounting, revenues and expenditures are recorded when cash is received or paid. Payment is deemed to have been made when warrants are issued.

The District follows these procedures in establishing the budgetary data reflected in the financial statements:

(a) In September of each year the District submits a proposed operating budget for all funds to the real estate owners of the District.
(b) Notice of place and time of public hearings must be published prior to the public hearings.
(c) Public hearings are conducted to obtain taxpayer comment.
(d) After publication and hearing, the budget is legally adopted by majority vote of the Board. The District is required to file a copy of the adopted budget with the County Clerk and the Nebraska Auditor of Public Accounts in accordance with the Nebraska Budget Act.
(e) The budget is adopted on a per-fund basis and budgetary control is exercised at the fund level.
(f) The Board of Trustees may authorize supplemental appropriations during the year. No such appropriations were made during the period ended June 30, 2013.
(g) The accompanying combined statements of revenues, expenditures, and changes in fund balances - Budget and Actual - General and Debt Service Fund presents comparisons of the legally adopted budget with actual data on a budgetary basis. Because accounting principles applied for purposes of developing data on a budgetary basis differ significantly from those used to present financial statements in conformity with generally accepted accounting principles (GAAP), a reconciliation of resultant basis, timing, perspective, and entity differences in the excess (deficiency) of revenues and other sources of financial resources over expenditures and other uses of financial resources for the period ended June 30, 2013 is presented as follows:

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Budget and Budgetary Accounting - Continued

	General Fund	Debt Service Fund
Excess of revenues and other sources of financial resources over expenditures and other uses of financial resources (budgetary basis)	$ 361	$368,279
Adjustments:		
To adjust revenue for receivables	2,966	(51)
To adjust expenditures for payables and accruals	14,150	(12,301)
To adjust for difference in recognition of items for other financing sources (uses)	(79,533)	-
Excess (deficiency) of revenues and other sources of financial resources over expenditures and other uses of financial resources (GAAP basis)	$(62,056)	$355,927

Net Position

Net position represents the difference between assets and liabilities. Net position invested in capital assets, net of related debt consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any borrowing used for the acquisition, construction or improvements of those assets, and adding back unspent proceeds. Net position is reported as restricted when there are limitations imposed on their use either through the enabling legislations adopted by the District or through external restrictions imposed by creditors, grantors or laws or regulations of other governments.

Fund Balances - Governmental Funds

Fund balances of the governmental funds are classified as follows:

Non-spendable - amounts that cannot be spent either because they are in non-spendable form or because they are legally or contractually required to be maintained intact.

Restricted - amounts that can be spent only for specific purposes because of constitutional provisions, charter requirements or enabling legislation or because of constraints that are externally imposed by creditors, grantors, contributors, or the laws or regulations of other governments.

Committed - amounts that can be used only for specific purposes determined by a formal action of the Board of Trustees. The Board of Trustees is the highest level of decision making authority for the District. Commitments may be established, modified, or rescinded only through ordinances or resolutions approved by the Board of Trustees.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Fund Balances - Governmental Funds - continued

Assigned - amounts that do not meet the criteria to be classified as restricted or committed but that are intended to be used for specific purposes. Only the Board of Trustees may assign amounts for specific purposes.

Unassigned - all other spendable amounts.

When an expenditure is incurred for purposes for which both restricted and unrestricted fund balance is available, the District considers restricted funds to have been spent first. When an expenditure is incurred for which committed, assigned, or unassigned fund balances are available, the District considers amounts to have been spent first out of committed funds, then assigned funds, and finally unassigned funds, as needed, unless the Board of Trustees has provided otherwise in its commitment or assignment actions.

NOTE B - PROPERTY TAXES

Property taxes are levied in September and attach as an enforceable lien on the assessed property as of December 31. The first half payment becomes delinquent April 1 of the following year and the second half payment becomes delinquent August 1 of the following year. The Sarpy County Treasurer bills and collects all property taxes for the District.

Property tax revenues are recognized when they become available, which includes those property tax receivables expected to be collected within sixty days after year end. Delinquent taxes are considered fully collectible and, therefore, no allowance for uncollectible taxes is provided. All property taxes were collected as of June 30, 2013.

The District levied taxes for 2012-2013 at the rate of $.90033 per $100 on property valuation of $756,383.

NOTE C - SPECIAL ASSESSMENTS

On March 26, 2012 special assessments in the amount of $995,022, were levied against certain properties within the District in connection with the construction of improvements. Special assessments are due in ten annual installments and bear interest at 7.5% per annum until delinquent and 9.5% per annum thereafter until paid. No interest is accrued during a 50 day grace period from the date of assessment.

NOTE D - CAPITAL ASSETS

At June 30, 2013, capital assets consist of the following:

	July 1, 2012	Additions	June 30, 2013
Sanitary, storm and inceptor sewers and paving	$1,692,450	$(29,878)	$1,662,572
Water distribution system	734,023	29,940	763,963
Electrical distribution system	96,780	-	96,780
Exterior street improvements	336,003	-	336,003
Construction in progress	-	163,974	163,974
	2,859,256	164,036	3,023,292
Accumulated depreciation	(45,623)	(71,418)	(117,041)
	$2,813,633	$ 92,618	$2,906,251

Depreciation expense for the year ended June 30, 2013 was $71,418.

NOTE E - REGISTERED WARRANTS

At June 30, 2013, the District has registered warrants outstanding for operating expenses and construction costs. The warrants bear interest at 7.0%. General fund warrants are due three years after issuance and debt service fund warrants are due five years after issuance.

Aggregate maturities of registered warrants are as follows:

	General Fund	Debt Service Fund	Total
2014	$ 3,610	$ -	$ 3,610
2015	27,215	-	27,215
2016	82,533	507,367	589,900
2017	-	2,386,916	2,386,916
2018	-	402,369	402,369
	$113,358	$3,296,652	$3,410,010

NOTE F - COMMITMENTS

The District has entered into an agreement with Omaha Public Power District (OPPD) under which OPPD is to furnish street lighting to the District. The cost to the District for this service for fiscal 2014 is estimated to be approximately $12,000. In addition, the District has begun construction contracts for improvements of approximately $2,000,000.

NOTE G - RISK MANAGEMENT

The District is exposed to various risks of loss, including those related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. Significant losses are covered by commercial insurance for all programs. There have been no significant reductions in insurance coverage. Settlement amounts have not exceeded insurance coverage for the current year or the three prior years.

NOTE H - CREDIT RISK

Receivables for property taxes are due from property owners within the boundaries of the District located in Sarpy County, Nebraska.

NOTE I - SUBSEQUENT EVENTS

Management evaluated transactions and events occurring subsequent to June 30, 2013 and through November 18, 2013 to determine whether any events should be recognized or disclosed in these statements. There were no material transactions or events in the subsequent period requiring disclosure or recognition in the statements.

SUPPLEMENTARY INFORMATION

SCHEDULES OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
BUDGET AND ACTUAL - GENERAL AND DEBT SERVICE FUND

Sanitary and Improvement District No. 291
Sarpy County, Nebraska

SCHEDULES OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
BUDGET AND ACTUAL - GENERAL AND DEBT SERVICE FUND

For year ended June 30, 2013

	GENERAL FUND (NON GAAP)		
	Original And Final Budget	Actual	Variance Favorable (Unfavorable)
REVENUES:			
Taxes collected	$ 6,492	$ 3,844	$ (2,648)
State motor vehicle tax allocation	-	7	7
Sewer connection fee	-	-	-
Special assessments and interest	-	-	-
Total revenues	6,492	3,851	(2,641)
EXPENDITURES:			
Accounting and auditing	7,000	7,619	(619)
Collection fees county treasurer	127	73	54
Electric service	10,000	6,416	3,584
Engineering fees	20,000	22,656	(2,656)
Interest on registered warrants	600	417	183
Legal fees	10,000	7,047	2,953
Maintenance and repairs	30,000	31,589	(1,589)
Register agent fees	3,200	4,179	(979)
Trustee bonds and insurance	3,000	3,027	(27)
Total expenditures	83,927	83,023	904
Excess (deficiency) of revenues over expenditures	(77,435)	(79,172)	(1,737)
OTHER FINANCING SOURCES (USES):			
Proceeds from warrants issued	83,200	82,533	(667)
Payment of registered warrants	(6,000)	(3,000)	3,000
Payment of construction costs	-	-	-
Refund of construction costs	-	-	-
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES AND OTHER USES	$ (235)	361	$ 596
FUND BALANCE, BEGINNING OF YEAR		303	
FUND BALANCE, END OF YEAR		$ 664	

DEBT SERVICE FUND
(NON GAAP)

Original And Final Budget	Actual	Variance Favorable (Unfavorable)
$ -	$ -	$ -
-	-	-
20,000	47,040	27,040
200,000	297,307	97,307
220,000	344,347	124,347
-	-	-
5,000	5,946	(946)
-	-	-
-	-	-
215,000	199,437	15,563
-	-	-
-	-	-
5,000	9,018	(4,018)
-	-	-
225,000	214,401	10,599
(5,000)	129,946	134,946
55,000	402,369	347,369
-	-	-
(50,000)	(193,914)	(143,914)
-	29,878	29,878
$ -	368,279	$ 368,279
	92,102	
	$ 460,381	

Sanitary and Improvement District No. 291
Sarpy County, Nebraska

INFORMATION REQUIRED BY SECTION 31-740,
REISSUED REVISED STATUTE OF NEBRASKA, 2008

For year ended June 30, 2013

Gross revenues from all sources	$351,113
Gross revenues from all sources from previous year	$ 90,163
Amount spent for sewage disposal	$ -
Amount expended on water mains	$ 29,940
Gross amount of sewage processed	$ -
Cost per thousand gallons of processing sewage	$ -
Amount expended for:	
Maintenance and repairs	$ 15,708
New equipment	$ -
New construction work (incl. water mains)	$164,036
Property purchased	$ -
Number of employees	-
Salaries and fees paid employees	$ -
Total amount of taxes levied upon the property within the District	$ 6,810

Sanitary and Improvement District No. 291
Sarpy County, Nebraska

TRUSTEE AND RELATED BONDS

June 30, 2013

Trustees		Bonds	
Name	Office	Insurer	Amount
Loren Johnson	Chairman	Universal Surety Company	$ 5,000
Jim Emmons	Clerk	Universal Surety Company	$20,000
Ryan Larsen	Trustee		
Chad Larsen	Trustee		
Paula Johnson	Trustee		

Awerkamp, Goodnight, Schwaller & Nelson, P.C.
CERTIFIED PUBLIC ACCOUNTANTS
17007 Marcy Street - Suite One
Omaha, Nebraska 68118-3122

THOMAS J. SCHWALLER, CPA
CONRAD NELSON, CPA
JOHN R. PRIBRAMSKY, CPA
DANIEL R. GILG, CPA, CFP

ALDEN B. AWERKAMP

Telephone: (402) 334-9011
(402) 334-9111
FAX: (402) 334-9112

J. DOUGLAS GOODNIGHT
(1936 - 2006)

INDEPENDENT AUDITORS REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

To the Board of Directors
Sanitary and Improvement District No. 291
of Sarpy County, Nebraska

We have audited the financial statements of Sanitary and Improvement District No. 291 of Sarpy County, Nebraska as of June 30, 2013, and have issued our report thereon dated November 18, 2013. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered Sanitary and Improvement District No. 291's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Sanitary and Improvement District No. 291's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Sanitary and Improvement District No. 291's internal control over financial reporting.

Our consideration of internal control over financial reporting was for the limited purpose described in the preceding paragraph and would not necessarily identify all deficiencies in internal control over financial reporting that might be significant deficiencies or material weaknesses. However, as discussed below, we identified the following deficiencies in internal control over financial reporting that we consider to be significant deficiencies.

The district does not have the ability to prepare financial statements in accordance with accounting principles generally accepted in the United States of America. Management is aware of this significant deficiency and believes it is economically not feasible to obtain the ability to prepare financial statements.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the Sanitary and Improvement District No. 291's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the Sanitary and Improvement District No. 291's financial statements that is more than consequential will not be prevented or detected by the Sanitary and Improvement District No. 291's internal control. We consider the deficiencies described above to be significant deficiencies in internal control over financial reporting.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the Sanitary and Improvement District No. 291's internal control.

Our consideration of the internal control over financial reporting was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in the internal control that might be significant deficiencies and accordingly, would not necessarily disclose all significant deficiencies that are also considered to be material weaknesses. However, we believe that none of the significant deficiencies described above is a material weakness.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Sanitary and Improvement District No. 291's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grants, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed the following instance of noncompliance that is required to be reported under *Government Auditing Standards*.

Finding #1

- The District paid $143,914 of construction costs in the debt service fund in excess of budget, without amending the budget.

Response

- The District did not anticipate the need for construction costs when the budget was prepared.

Sanitary and Improvement District No. 291's response to the finding identified in our audit is described above. We did not audit Sanitary and Improvement District No. 291's response and accordingly, we express no opinion on it.

This report is intended solely for the information and use of the Board of Trustees and the Nebraska Auditor of Public Accounts, and is not intended to be and should not be used by anyone other than these specified parties.

Awerkamp, Goodnight, Schwaller & Nelson, P.C.

Omaha, Nebraska
November 18, 2013

LAMP RYNEARSON
& ASSOCIATES
ENGINEERS | SURVEYORS | PLANNERS

14710 W. Dodge Rd., Ste. 100
Omaha, Nebraska 68154
[P] 402.496.2498
[F] 402.496.2730
www.LRA-Inc.com

January 30, 2014

Chairman and Board of Trustees
Sanitary and Improvement District No. 291
of Sarpy County, Nebraska
c/o Mr. Brian Doyle, Attorney
Fullenkamp, Doyle & Jobeun
11440 West Center Road, Suite C
Omaha, NE 68144

REFERENCE: S.I.D. No. 291 (Whitetail Creek)
Sanitary Sewer, Section II
LRA Job No. 0109067.22-330

Dear Members of the Board:

Enclosed is Invoice No. 48562, dated January 30, 2014, from Thiele Geotech, Inc., for testing services performed within the referenced District.

We recommend payment directly to Thiele Geotech, Inc. in the amount of $1,599.00.

Sincerely,

LAMP, RYNEARSON & ASSOCIATES, INC.

David T. McIvor, P.E.
Senior Construction Engineer

Enclosure

c w/enc: Loren Johnson
c: Thiele Geotech, Inc.

mm\L:\Engineering\0109067\ADMIN\Sani Storm Paving II\INV Thiele 140130.docx

Thiele Geotech Inc

13478 Chandler Road
Omaha, Nebraska 68138-3716
402/556-2171 Fax 402/556-7831
FTIN 47-0794664

INVOICE

Project No: 01.10065.08
PM: Owen, Everett
Dept: Materials

Invoice #: 48562
Date: 01/30/2014
Page: 1 of 1

Bill to:
SID 291 c/o LRA
Aaron Grote
14710 West Dodge Road
Suite 100
Omaha, NE. 68154

Project:
Whitetail Creek
Sanitary Sewer Phase II
192nd and Redwood Omaha, NE

Date	Quant	Code	Description	Sample	Rate	Amount
08/19/2013	16.00	F-1	Compaction Test (ea.)	S-1811	$30.00	$480.00
	1.00	T-1	Trip Charge - Zone 1 (/trip)	S-1811	$53.00	$53.00
08/21/2013	14.00	F-1	Compaction Test (ea.)	S-1848	$30.00	$420.00
	1.00	T-1	Trip Charge - Zone 1 (/trip)	S-1848	$53.00	$53.00
08/23/2013	18.00	F-1	Compaction Test (ea.)	S-1914	$30.00	$540.00
	1.00	T-1	Trip Charge - Zone 1 (/trip)	S-1914	$53.00	$53.00
					Invoice Total:	**$1,599.00**

REMIT TO: THIELE GEOTECH, INC
13478 Chandler Road
Omaha, Nebraska 68138-3716
402/556-2171 Fax 402/556-7831

TERMS: DUE UPON RECEIPT
We Accept Visa / MasterCard

PAST DUE BALANCES SUBJECT TO 1.25% SERVICE CHARGE PER MONTH
PLEASE REFERENCE INVOICE NUMBER WITH PAYMENT

KUTAK ROCK LLP

OMAHA, NEBRASKA
Telephone: (402) 346-6000
Facsimile: (402) 346-1148

Federal ID 47-0597598

January 21, 2014

Check Remit To:
Kutak Rock LLP
PO Box 30057
Omaha, NE 68103-1157

Wire Transfer Remit To:
ABA # 104000016
First National Bank of Omaha
Kutak Rock LLP
A/C # 24-690470
Reference Invoice No. 1921782
Client Matter No.: 1355501-229

Sanitary and Improvement District No. 291
of Sarpy County, Nebraska
c/o Fullenkamp Doyle & Jobeun
11440 West Center Road
Omaha, Nebraska 68144

Invoice No. 1921782

1355501-229

Sanitary and Improvement District No. 291
of Sarpy County, Nebraska
(Whitetail Creek)
Construction Fund Warrants

Sanitary and Improvement District No. 291
of Sarpy County, Nebraska
(Whitetail Creek)
General Fund Warrants

For professional services rendered and expenses incurred as counsel to the above-mentioned District in connection with the issuance of the above-captioned issues, including the following: (i) review of overall structure of the transaction; (ii) preparation of adopting resolution; (iii) preparation of Warrant Offering Circular; and (v) participation on telephone conferences.

$3,000.00

4814-9477-1224, v. 1

AGENDA

SANITARY AND IMPROVEMENT DISTRICT NO. 291 OF DOUGLAS COUNTY, NEBRASKA HELD AT 9:00 A.M. ON JANUARY 31, 2014

1. Present Open Meeting Laws.

2. Present Offering Circular, vote on and approve same.

3. Present statements, vote on and approve payment from the Construction Fund Account of the District for the following:

a) Thiele Geotech Inc. in connection with Sanitary Sewer - Section II. (#48562)	$1,599.00
b) Kutak Rock LLP for services rendered in connection with Offering Circular.	$3,000.00
c) Kuehl Capital Corporation for advisory structuring fees for the Construction Fund warrants issued at this meeting. (2.50 %)	$114.98
d) First National Capital Markets for underwriting fees for the Construction Fund warrants issued at this meeting. (1.50%)	$70.71