

MINUTES OF MEETING
OF
SANITARY AND IMPROVEMENT DISTRICT NO. 297
OF SARPY COUNTY, NEBRASKA

A meeting of the Board of Trustees of Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, was convened in open and public session at 10:00 a.m. on the 26th day of June, 2015, at 774 Olson Drive, Papillion, Nebraska.

Present were: John C. Allen, Jeanne D. Knox, Gerald L. Torczon and Doris J. Nicholson.

Absent: Jeffery Torczon.

Notice of the meeting was given in advance thereof by publication in the Bellevue Leader on June 24, 2015, a copy of the proof of publication being attached to these minutes. Notice of this meeting was simultaneously given to all members of the Board of Trustees, and a copy of their acknowledgment of receipt of notice is attached to these minutes. Availability of the agenda was communicated in the published notice and in the notice to the Trustees of this meeting. All proceedings of the Board were taken while the convened meeting was open to the attendance of the public. The agenda was at all times available at the office for the District at 10250 Regency Circle, Suite 300, Omaha, Nebraska 68114.

The meeting was called to order by the undersigned presiding as Chairman. Upon roll call, all of the Trustees were present.

The Chairman publicly stated to all in attendance that a current copy of the Nebraska Open Meetings Act was available for review and indicated the location of such copy in the room where the meeting was being held.

The Chairman next directed the attention of the Board of Trustees to a Municipal Advisory Services Agreement covering the financing of the District's improvements as presented by D.A. Davidson & Co. Within such agreement, D.A. Davidson & Co. has agreed to act as a municipal advisor to the District for a flat fee of Five Thousand and no/100 Dollars (\$5,000.00) per annum and a one percent (1%) fee of the principal amount of warrants registered and bonds issued. The contents and materials discussed within such agreement were thereafter thoroughly reviewed and discussed by the Trustees.

Thereafter, upon a motion duly made and seconded and upon a roll call vote, all the Trustees, John C. Allen, Jeanne D. Knox, Gerald L. Torczon and Doris J. Nicholson voted "Aye" with none voting "Nay" thereby adopting the following resolution:

RESOLVED, that the attached Municipal Advisory Services Agreement between Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, and D.A. Davidson & Co. be approved, adopted and ratified. Further that the Chairman and Clerk of the District be and they hereby are authorized to approve and execute such agreement for and on behalf of the District.

There were next presented miscellaneous bills, invoices, statements, and recommendations for the Board's consideration.

The Board was reminded that in connection with the Municipal Advisory Services Agreement entered into herein between the District and D.A. Davidson & Co., there is due and owing for annual municipal advisory services, the amount of Five Thousand and no/100 Dollars (\$5,000.00).

There was next presented a statement from Lamp, Ryneerson & Associates, Inc., engineers for the District for services rendered in construction related matters through April 25, 2015, Invoice No. 0105087.11-00000011 in the amount of Twenty-Eight Thousand and no/100 Dollars (\$28,000.00).

There was next presented a statement from Pansing Hogan Ernst & Bachman LLP, attorneys for the District, for legal services performed in construction-related matters in the amount of One Thousand Four Hundred and no/100 Dollars (\$1,400.00) and costs advanced in the amount of Three Hundred Ninety-Two and 41/100 Dollars (\$392.41); said statement being in the aggregate amount of One Thousand Seven Hundred Ninety-Two and 41/100 Dollars (\$1,792.41).

The Chairman next directed the attention of the Board of Trustees to the fact that Ameritas Investment Corp. will purchase Twenty-Nine Thousand Seven Hundred Ninety-Two and 41/100 Dollars (\$29,792.41) in warrants at this time and that the contracted charge for such purchase of warrants is four percent (4%) or One Thousand One Hundred Ninety-One and 70/100 Dollars (\$1,191.70) in accordance with the financing agreement previously adopted by the Board. The Chairman recommended the issuance of warrants totaling such amount to Ameritas Investment Corp.

The Clerk next directed the attention of the Board of Trustees to the fact that there is due and payable to D.A. Davidson & Co. for municipal advisor fee of Twenty-Nine Thousand Seven Hundred Ninety-Two and 41/100 Dollars (\$29,792.41) in construction fund warrants at this time and that the contracted fee is one percent (1%) or Two Hundred Ninety-Seven and 93/100 Dollars (\$297.93) in accordance with the agreement previously adopted by the Board. The Chairman recommended the issuance of a warrant for such amount to D.A. Davidson & Co.

There was next presented correspondence from Lamp, Ryneerson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Signature Advertising & Display, Inc. for street signs, Invoice No. 10224 in the amount of Eight Thousand Five Hundred Twenty-Four and 40/100 Dollars (\$8,524.40).

There was next presented a statement from Lutz & Company, PC, accountants for the District for assistance with payroll tax notification and IRS matters, Invoice No. 177132 in the amount of Nine Hundred Forty-Five and no/100 Dollars (\$945.00).

There was next presented a statement from Lamp, Ryneerson & Associates, Inc., engineers for the District for miscellaneous engineering services rendered through May 16, 2015, Invoice No. 0105087.90-00000009 in the amount of One Thousand One Hundred Thirty and 33/100 Dollars (\$1,130.33).

The previously described bills, invoices, recommendations and statements having been presented for the Board's consideration and after review and discussion of such items, the following resolution was duly moved and passed:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby authorized and directed to execute and deliver Warrant Nos. 846 through 855 of the District, dated the date of this meeting, to the following payees and in the following amounts, said Warrants to be drawn on the Construction Fund of the District and to draw interest at the rate of seven percent (7%) per annum (interest to be payable on March 1 of each year) and to be redeemed no later than June 26, 2020, subject to extension

of said maturity date by order of the District Court of Sarpy County, Nebraska, after notice is given as required by law, to-wit:

Warrant No. 846, for the amount of Five Thousand and no/100 Dollars (\$5,000.00), payable to D.A. Davidson & Co.

Warrant Nos. 847 through 851, each for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 852, for the amount of Three Thousand and no/100 Dollars (\$3,000.00), payable to Lamp, Ryneerson & Associates, Inc.

Warrant No. 853, for the amount of One Thousand Seven Hundred Ninety-Two and 41/100 Dollars (\$1,792.41), payable to Pansing Hogan Ernst & Bachman LLP.

Warrant No. 854, for the amount of One Thousand One Hundred Ninety-One and 70/100 Dollars (\$1,191.70), payable to Ameritas Investment Corp.

Warrant No. 855, for the amount of Two Hundred Ninety-Seven and 93/100 Dollars (\$297.93), payable to D.A. Davidson & Co.

FURTHER RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby authorized and directed to execute and deliver Warrant Nos. 856 through 859 of the District, dated the date of this meeting, to the following payees and in the following amounts, said Warrants to be drawn on the General Fund of the District and to draw interest at the rate of seven percent (7%) per annum and to be redeemed no later than June 26, 2018, subject to extension of said maturity date by order of the District Court of Sarpy County, Nebraska, after notice is given as required by law, to-wit:

Warrant No. 856, for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 857, for the amount of Three Thousand Five Hundred Twenty-Four and 40/100 Dollars (\$3,524.40), payable to Signature Advertising & Display, Inc.

Warrant No. 858, for the amount of Nine Hundred Forty-Five and no/100 Dollars (\$945.00), payable to Lutz & Company, PC.

Warrant No. 859, for the amount of One Thousand One Hundred Thirty and 33/100 Dollars (\$1,130.33), payable to Lamp, Ryneerson & Associates, Inc.

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, that both they and the district hereby find and determine and covenant, warrant and agree as follows: the improvements and/or facilities being financed or refinanced by the above Warrants are for essential governmental functions and are designed to serve members of the general public on an equal basis; all said improvements have from the time of their first acquisition and construction been owned, are owned and are to be owned by the District or another political subdivision; to the extent special

assessments have been or are to be levied for any of said improvements, such special assessments have been or are to be levied under Nebraska law as a matter of general application to all property specially benefited by said improvements in the District; the development of the land in the District is for residential or commercial use and the development of the land in the District for sale and occupation by the general public has proceeded and is proceeding with reasonable speed; other than any incidental use of said improvements by a developer during the initial period of development of said improvements, there have been, are and will be no persons with rights to use such improvements other than as members of the general public; none of the proceeds of said Bonds or any refinanced indebtedness have been or will be loaned to any private person or entity; the District hereby authorizes and directs the Chairperson or Clerk to file or cause to be filed, when due, an information reporting form pursuant to Section 149(e) of the Internal Revenue Code of 1986, as amended, pertaining to the above Warrants; and the District does not reasonably expect to sell or otherwise dispose of said improvements and/or facilities, in whole or in part, prior to the last maturity of the above Warrants.

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, that the District hereby covenants, warrants and agrees as follows: (a) to take all actions necessary under current federal law to maintain the tax exempt status (as to taxpayers generally) of interest on the above Warrants; and (b) to the extent that it may lawfully do so, the District hereby designates the above Warrants as its "qualified tax exempt obligations" under Section 265(b)(3)(B)(i)(III) of the Internal Revenue Code of 1986, as amended, and covenants and warrants that the District does not reasonably expect to issue warrants or bonds or other obligations aggregating in the principal amount of more than \$10,000,000 during the calendar year in which the above Warrants are to be issued.

FURTHER RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, that this and the preceding Resolutions are hereby adopted as the Certificate With Respect to Arbitrage of the District pertaining to the above Warrants and the District and the Chairman and Clerk of the District hereby further certify, as of the date of the registration of the above Warrants with the County Treasurer of Sarpy County, Nebraska, as follows:

1. No separate reserve or replacement fund has been or will be established with respect to the above Warrants. The District reasonably anticipates that monies in its Bond Fund reasonably attributable to the above Warrants in excess of the lesser of: (a) ten percent (10%) of the net principal proceeds of the above Warrants, (b) the maximum annual debt service due on the above Warrants, or (c) one hundred twenty-five percent (125%) of average annual debt service due on the above Warrants will be expended for payment of principal of and interest on the above Warrants within thirteen (13) months after receipt of such monies. That amount which is currently held in the District's Bond Fund which exceeds the amount which is to be expended for payment of principal and interest on the above Warrants within thirteen (13) months after receipt of such monies, plus that amount arrived at pursuant to the immediately preceding

sentence, will not be invested in any securities or any other investment obligations which bear a yield, as computed in accordance with the actuarial method, in excess of the yield on the above Warrants.

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

3. The District has not been notified of any listing of it by the Internal Revenue Service as an issuer that may not certify its bonds.

4. This Certificate is being passed, executed and delivered pursuant to Section 1.148-2(b)(2) of the Income Tax Regulations under the Internal Revenue Code of 1986, as amended.

The Chairman next indicated that in view of the completion of all outstanding improvements of the District, it was time to consider and review the question of special assessments for such projects. The Chairman stated that the following projects had been completed and accepted as final by and for the District:

1. Sanitary Sewer, Section I (Southern Pines).
2. Storm Sewer, Section I (Southern Pines).
3. Paving, Section I (Southern Pines).
4. Water, Section I (Offsite) (Southern Pines).
5. Water, Section I (Interior) (Southern Pines).
6. Underground Power, Section I (Southern Pines).
7. 168th Street Contribution (Southern Pines).
8. Sub-Basin Interceptor Sewer Development and Connection Fee (Southern Pines).
9. Sewer Connection Fees (Southern Pines).

The Chairman next stated that the engineers for the District, Lamp, Ryneanson & Associates, Inc., had been directed to prepare a proposed estimate of special assessments for the previously outlined projects. A copy of the proposed assessment schedule has now been prepared and was circulated for review. A hearing on the proposed assessment schedule for the Improvements was suggested to be scheduled and held. After a full discussion and upon a motion duly made and seconded, and upon the following roll call vote, the Trustees, John C. Allen, Jeanne D. Knox, Gerald L. Torczon and Doris J. Nicholson voted "Aye", with none voting "Nay", thereby adopting and approving the following resolution:

RESOLVED, that a hearing be had on the proposed assessments for the Improvements of Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, entitled (1) Sanitary Sewer, Section I (Southern Pines); (2) Storm Sewer, Section I (Southern Pines); (3) Paving, Section I (Southern Pines); (4) Water, Section I (Offsite) (Southern Pines); (5) Water, Section I (Interior) (Southern Pines); (6) Underground Power, Section I (Southern Pines); (7) 168th Street Contribution (Southern Pines); (8) Sub-Basin Interceptor Sewer Development and Connection Fee (Southern

Pines); and (9) Sewer Connection Fees (Southern Pines) (the "Improvements"), and that such hearing shall be had by the Board of Trustees sitting and meeting as a Board of Adjustment and Equalization in 774 Olson Drive, Papillion, Sarpy County, Nebraska, and that such hearing shall be held at 10:00 a.m. on the 22nd day of July, 2015. At such meeting, the proposed assessments shall be adjusted and equalized with reference to benefits resulting from the above Improvements with the assessments not to exceed nor to be lower than benefits derived from the Improvements.

FURTHER RESOLVED, that the Chairman and Clerk be, and they hereby are, authorized and directed to give notice in the manner provided by law, such notice to be published in the Bellevue Leader, Bellevue, Sarpy County, Nebraska on July 1 and 8, 2015. That a statement of the costs, plat and schedule of amounts being assessed against each individual and separate piece of property within the District in connection with the installation of the Improvements shall be placed on file with the Clerk of the District and all objections thereto as to prior proceedings on account of errors, irregularities or inequalities not made in writing and placed on file with the Clerk within twenty (20) days after the first publication of such notice, shall be deemed to have been waived, and the Clerk is further ordered to include in such notice, the time and place for any objections to be filed as herein provided for and when this resolution is to be considered by the Board of Trustees. The Clerk shall further give statutory required notice to each owner of the property within the District boundaries as well as, the District's fiscal agent and statutorily required governmental entities.

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SIGNATURES APPEAR ON THE FOLLOWING PAGE]**

The Clerk next reviewed the Agenda which had been available for public inspection in accordance with the law prior to this meeting of the Board of Trustees and reported that all matters considered by the Board at this meeting appeared on the Agenda.

Jeanne D. Knox, as Clerk for Sanitary and Improvement District No. 297 of Sarpy County, Nebraska (the "District") does hereby certify that the above proceedings are a true and accurate statement of the proceedings had by the District at its June 26, 2015 meeting.


JEANNE D. KNOX, Clerk