

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 10:05 a.m. on the 14th day of September, 2016, at 774 Olson Drive, Papillion, Nebraska.

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

Absent: None.

Notice of the meeting was given in advance thereof by publication in the Bellevue Leader on September 7, 2016, 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 Clerk first reported in accordance with the provisions of Neb. R.R.S. Section 13-501 through 13-513, the District's certified public accountants were directed to prepare a proposed budget and further that the Clerk attended to the required publication of notice with regard to the budgetary hearing to be held by the Board of Trustees. The Clerk had been directed to give the appropriate notices in accordance with the Nebraska Budget Act and that a budgetary hearing for the District be held on the 14th day of September, 2016, at 774 Olson Drive, Papillion, Nebraska.

The Clerk next presented the publication of this budgetary hearing as presented in the Bellevue Leader. The Clerk next reported that such notice of the budgetary hearing along with a budget summary had been published in accordance with law. The Clerk further reported that it appeared that no person had appeared at the meeting in response to such notice of the budgetary hearing and the Clerk was directed to attach a copy of such notice to the minutes of these proceedings.

After a lengthy discussion and upon a motion duly made and seconded, and upon a roll call vote, the Trustees, John C. Allen, Jeanne D. Knox, Gerald L. Torczon, Doris J. Nicholson and Jeffery Torczon, voted "Aye" with none voting "Nay" with the following resolution being thereby adopted and approved:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, that the budget and tax levy as tentatively set forth be adopted as the final budget and levy in accordance with Exhibit "A" attached hereto and by this reference made a part hereof. Further that the Clerk of the District be directed to file a copy of the adopted budget with the levying board of the State Auditor's office as well as certifying the levy to the Sarpy County officials as well as attaching a proof of publication to such adopted budget.

With the budget for the District having been adopted, the Chairman then stated that it would be appropriate at this time to levy the tax in accordance with the budget statement. After a full and complete 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, Doris J. Nicholson and Jeffery Torczon voted "Aye" with none voting "Nay" thereby passing and adopting the following resolution:

RESOLVED, that Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, levy and collect for the year 2016-2017 a tax of \$0.880000 per One Hundred and no/100 Dollars (\$100.00) actual valuation of taxable property in the District, except intangible property, said tax to be credited to the appropriate fund as indicated below:

\$0.880000 on each One Hundred and no/100 Dollars (\$100.00) actual valuation to be credited to the General Fund of the District and thereby collect \$107,510.73 in taxes to be credited to this fund; and

\$0.00 on each One Hundred and no/100 Dollars (\$100.00) actual valuation to be credited to the Construction (Bond) Fund of the District and thereby collect \$0.00 in taxes to be credited to this fund.

FURTHER RESOLVED, that the Clerk of this District be and hereby is directed to deliver and file with the County Clerk of Sarpy County, Nebraska and the Auditor of Public Accounts, a copy of this resolution.

The Clerk next presented a complete Statement of Costs in connection with Park Improvements Phase I (Southern Pines) stating that 100% of the project is a general obligation of the District.

There was next presented correspondence from Lamp, Rynearson & Associates, engineers for the District, submitting approval letter and stamps from Sarpy County, Nebraska concerning Southern Pines Paving, Section 2.

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

There were next presented statements from Lamp, Rynearson & Associates, Inc., engineers for the District for services rendered in construction-related matters as follows: (i) through July 23, 2016 (Southern Pines Phase 1), Invoice No. 0105087.11-0000017 in the amount of One Thousand Seventy-One and 52/100 Dollars (\$1,071.52); and (ii) through August 20, 2016 (Southern Pines Phase 2), Invoice No. 0105087.22-0000002 in the amount of Ten Thousand Six Hundred Twenty-Five and no/100 Dollars (\$10,625.00); said

statements being in the aggregate amount of Eleven Thousand Six Hundred Ninety-Six and 52/100 Dollars (\$11,696.52).

There was next presented a statement from Pansing Hogan Ernst & Bachman LLP, attorneys for the District for legal services rendered in construction related matters in the amount of Five Hundred Eighty-Five and no/100 Dollars (\$585.00).

The Chairman next directed the attention of the Board of Trustees to the fact that Ameritas Investment Corp. will purchase Twelve Thousand Two Hundred Eighty-One and 52/100 Dollars (\$12,281.52) in warrants at this time and that the contracted charge for such purchase of warrants is five percent (5%) or Six Hundred Fourteen and 07/100 Dollars (\$614.07) 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.

There were next presented statements from Mr. Al's Enterprises for mowing and trimming as follows: (i) Work Order No. 4521 in the amount of Seven Thousand Two Hundred and no/100 Dollars (\$7,200.00); and (ii) Work Order No. 4522 in the amount of Eight Hundred and no/100 Dollars (\$800.00); said statements being in the aggregate amount of Eight Thousand and no/100 Dollars (\$8,000.00).

There were next presented statements from Boice Landscaping as follows: (i) Invoice No. 2469 in the amount of One Thousand Ninety-Two and no/100 Dollars (\$1,092.00); and (ii) Invoice No. 2533 in the amount of One Thousand Three Hundred Twenty-Six and no/100 Dollars (\$1,326.00); said invoices being in the aggregate amount of Two Thousand Four Hundred Eighteen and no/100 Dollars (\$2,418.00).

There were next presented statements from Commercial Seeding Contractors for weedeating as follows: (i) Invoice No. 17218 in the amount of Three Hundred Fifty and no/100 Dollars (\$350.00); (ii) Invoice No. 17227 in the amount of Three Hundred Fifty and no/100 Dollars (\$350.00); (iii) Invoice No. 17321 in the amount of Six Hundred Thirty and no/100 Dollars (\$630.00); (iv) Invoice No. 17351 in the amount of Four Hundred Twenty and no/100 Dollars (\$420.00); said statements being in the aggregate amount of One Thousand Seven Hundred Fifty and no/100 Dollars (\$1,750.00).

There was next presented a statement from M.J.A. Trucking, L.L.C. for mud removal and right-of-way maintenance, Invoice No. MJA16-0831 in the amount of Two Hundred and no/100 Dollars (\$200.00).

There was next presented a statement from One Call Concepts, Inc., for line locating services as for the month of August, 2016, Invoice No. 6080598 in the amount of Twenty-Seven and 03/100 Dollars (\$27.03).

Counsel for the District next informed the Board that the Clerk was entitled to One Hundred and no/100 Dollars (\$100.00) per month. Payment was authorized for twelve (12) months, from September 1, 2015 through August 31, 2016, the Clerk to receive the amount of One Thousand Two Hundred and no/100 Dollars (\$1,200.00) less Ninety-One and 80/100 Dollars (\$91.80) to be withheld for income tax purposes; therefore, payment to be made to the Clerk in the amount of One Thousand One Hundred Eight and 20/100 Dollars (\$1,108.20).

Counsel for the District next informed the Board that sums were to be placed in the Pansing Hogan Ernst & Bachman LLP Trust Account for purposes of payment of tax on income received by the Clerk of the District, said tax to be in the amount of Ninety-One and 80/100 Dollars (\$91.80).

There was next presented a statement from Lutz & Company, PC, accountants for the District for completion of annual budget document and progress bill related to audited financial statements, Invoice No. 193019 in the amount of Three Thousand and no/100 Dollars (\$3,000.00).

There was next presented a statement from Lamp, Rynearson & Associates, Inc., engineers for the District for miscellaneous engineering services rendered through August 13, 2016, Invoice No. 0105087.90-0000024 in the amount of Six Hundred Thirty and 14/100 Dollars (\$630.14).

There was next presented a statement from Pansing Hogan Ernst & Bachman LLP, attorneys for the District, for legal services rendered from September 1, 2015 through August 31, 2016, in the amount of Fifteen Thousand Seven Hundred Eight and no/100 Dollars (\$15,708.00); and costs advanced in the amount of Three Hundred Three and 21/100 Dollars (\$303.21); said statement being in the aggregate amount of Sixteen Thousand Eleven and 21/100 Dollars (\$16,011.21).

The Clerk next directed the attention of the Board of Trustees to the fact that Ameritas Investment Corp. will purchase Thirty-Three Thousand Two Hundred Thirty-Six and 38/100 Dollars (\$33,236.38) in general fund warrants at this time and that the contracted charge for such purchase of warrants is five percent (5%), or One Thousand Six Hundred Sixty-One and 81/100 Dollars (\$1,661.81) in accordance with the financing agreement previously adopted by the Board. The Clerk recommended issuance of a warrant in such amount to Ameritas Investment Corp.

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. 1073 through 1077 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 September 14, 2021, 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 Nos. 1073 and 1074, each for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 1075, for the amount of One Thousand Six Hundred Ninety-Six and 52/100 Dollars (\$1,696.52), payable to Lamp, Rynearson & Associates, Inc.

Warrant No. 1076, for the amount of Five Hundred Eighty-Five and no/100 Dollars (\$585.00), payable to Pansing Hogan Ernst & Bachman LLP.

Warrant No. 1077, for the amount of Six Hundred Fourteen and 07/100 Dollars (\$614.07), payable to Ameritas Investment Corp.

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. 1078 through 1092 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 September 14, 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:

Warrant No. 1078, for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 1079, for the amount of Three Thousand and no/100 Dollars (\$3,000.00), payable to Mr. Al's Enterprises.

Warrant No. 1080, for the amount of Two Thousand Four Hundred Eighteen and no/100 Dollars (\$2,418.00), payable to Boice Landscaping.

Warrant No. 1081, for the amount of One Thousand Seven Hundred Fifty and no/100 Dollars (\$1,750.00), payable to Commercial Seeding Contractors.

Warrant No. 1082, for the amount of Two Hundred and no/100 Dollars (\$200.00), payable to M.J.A. Trucking, L.L.C.

Warrant No. 1083, for the amount of Twenty-Seven and 03/100 Dollars (\$27.03), payable to One Call Concepts, Inc., Inv. #6080598.

Warrant No. 1084, for the amount of One Thousand One Hundred Eight and 20/100 Dollars (\$1,108.20), payable to Jeanne D. Knox.

Warrant No. 1085, for the amount of Ninety-One and 80/100 Dollars (\$91.80), payable to the Pansing Hogan Ernst & Bachman LLP Trust Account.

Warrant No. 1086, for the amount of Three Thousand and no/100 Dollars (\$3,000.00), payable to Lutz & Company, PC.

Warrant No. 1087, for the amount of Six Hundred Thirty and 14/100 Dollars (\$630.14), payable to Lamp, Rynearson & Associates, Inc.

Warrant Nos. 1088 through 1090, each for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 1091, for the amount of One Thousand Eleven and 21/100 Dollars (\$1,011.21), payable to Pansing Hogan Ernst & Bachman LLP.

Warrant No. 1092, for the amount of One Thousand Six Hundred Sixty-One and 81/100 Dollars (\$1,661.81), payable to Ameritas Investment Corp.

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 Clerk then presented for the consideration of the Trustees the Agreement for the installation of street lights between the District and Omaha Public Power District. The Clerk was directed to attach a copy of the Agreement to the minutes of these proceedings. After discussion of the Board, the following resolution was duly moved and seconded and upon a roll call vote the Trustees, John C. Allen, Jeanne D. Knox, Gerald L. Torczon, Doris J. Nicholson and Jeffery Torczon voted "Aye" with none voting "Nay" thereby passing and adopting the following resolution:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, that the Agreement between the District and Omaha Public Power District, concerning the installation of street lights, be ratified and approved as proposed.

FURTHER RESOLVED, that the Chairman and Clerk be, and hereby are, authorized and directed to take such steps as are necessary to implement this resolution, including the execution of such agreement for and on behalf of the District.

The Clerk then presented for the consideration of the Trustees the plans and specifications for Power, Section 2 (Southern Pines) prepared by Lamp, Rynearson & Associates, Inc., the consulting engineers for the District, for the cost of such improvement in the total amount of One Hundred Fifty-Eight Thousand and no/100 Dollars (\$158,000.00). The Clerk was directed to attach a copy of the engineer's estimates of the costs to the minutes of these proceedings. After discussion, the resolution attached hereto and by this reference made a part hereof was duly introduced and upon a motion properly made and seconded, a roll call vote was had upon such motion during which the Trustees, John C. Allen, Jeanne D. Knox, Gerald L. Torczon, Doris J. Nicholson and Jeffery Torczon voted "Aye" with none voting "Nay" thereby adopting the following resolution:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, that a hearing be had on the proposed

Resolution of Advisability and Necessity for the construction of Power, Section 2 (Southern Pines) at 774 Olson Drive, Papillion, Nebraska, at 10:00 a.m. on October 5, 2016, at which time owners of the property within the District who might become subject to assessment for the improvement contemplated by the proposed Resolution of Advisability and Necessity may appear and make objections to the proposed improvement, and if a petition opposing the proposed resolution is signed by property owners representing the majority of the front footage which may be subject to assessment for the costs of improvements set out in the resolution is filed with the Clerk of the District within three days before the date set for hearing on such resolution, such resolution shall and will not be passed.

FURTHER RESOLVED, that notice of such hearing be given by publication in the Bellevue Leader of Bellevue, Sarpy County, Nebraska, for two (2) consecutive weeks beginning on the 21st day of September, 2016, and ending on the 28th day of September, 2016, which publication shall contain the entire wording of the proposed Resolution of Advisability and Necessity, and that notice shall be posted in three (3) conspicuous places within the District as required by Section 31-745, Reissue Rev. Stat. of Neb. 1943.

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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 September 14, 2016 meeting.


JEANNE D. KNOX, Clerk