

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 5th day of October, 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 21 and 28, 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.

Counsel for the District first presented the Certificate of Results of the Election from the Sarpy County Election Commissioner with respect to the District's election of September 13, 2016. Such certificate indicated that John C. Allen, Jeanne D. Knox, Gerald L. Torczon, Doris J. Nicholson and Jeffery Torczon had been elected to serve for a two (2) year term for the Board. It was indicated that each of such individuals were owners or designees of owners of real estate within the District boundaries (*as defined by Section 31-727(3) Reissue Rev. Stat. of Neb. 1943*) and, as a consequence, qualified to serve in such capacity. Each individual being in attendance at the meeting indicated a willingness to accept the position of Trustee on the Board.

Discussion was next had with respect to the outstanding matters of the District and the powers and responsibilities of the Board in general. Discussion was also had with respect to the powers and responsibilities of the positions of Chairman and Clerk of the District. Upon conclusion of such discussion, the following roll call vote was taken during which the Trustees: Gerald L. Torczon, Doris J. Nicholson and Jeffery Torczon voting "Aye", with none voting "Nay", and John C. Allen and Jeanne D. Knox abstaining, thereby adopting and approving the following resolution:

RESOLVED, that John C. Allen be hereby elected to serve in the capacity  
of Chairman for Sanitary and Improvement District No. 297 of Sarpy

County, Nebraska, until the next regularly scheduled election of the Board of Trustees.

FURTHER RESOLVED, that Jeanne D. Knox be hereby elected to serve in the capacity of Clerk for Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, until the next regularly scheduled election of the Board of Trustees.

The Clerk first certified that notice of this meeting concerning the project entitled Power, Section 2 (Southern Pines) had been posted in three (3) conspicuous places within the District with the Clerk causing to be filed a Certificate to that effect with a copy of the notice attached thereto, such notice being attached to the minutes of these proceedings and by this reference made a part hereof.

The Clerk next stated that no petition opposing the proposed Resolution of Advisability and Necessity had been filed by the property owners within the District or by any other person or entity and that no person appeared at the meeting or made any objections to the proposed Resolution of Advisability and Necessity with such being the same resolution adopted in form at the meeting of the Board of Trustees held on September 14, 2016, which resolution is set forth in its entirety in the proof of publication attached hereto and by this reference incorporated herein. 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 Resolution of Necessity and Advisability for the construction of the project entitled Power, Section 2 (Southern Pines) 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.

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

The Board was next reminded that in connection with the resolution of necessity adopted herein, there is due and owing to Omaha Public Power District for Power, Section 2 (Southern Pines) the amount of One Hundred Thirteen Thousand Four Hundred and no/100 Dollars (\$113,400.00).

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 Thousand Six Hundred Seventy and no/100 Dollars (\$5,670.00); and costs advanced in the amount of Eight Hundred Seventy-One and 77/100 Dollars (\$871.77); said statement being in the aggregate amount of Six Thousand Five Hundred Forty-One and 77/100 Dollars (\$6,541.77).

The Chairman next directed the attention of the Board of Trustees to the fact that Ameritas Investment Corp. will purchase One Hundred Nineteen Thousand Nine Hundred Forty-One and 77/100 Dollars (\$119,941.77) in warrants at this time and that the contracted charge for such purchase of warrants is five percent (5%) or Five Thousand Nine Hundred Ninety-Seven and 08/100 Dollars (\$5,997.08) 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 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. 1093 through 1119 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 October 5, 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. 1093 through 1114, each for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 1115, for the amount of Three Thousand Four Hundred and no/100 Dollars (\$3,400.00), payable to Omaha Public Power District.

Warrant No. 1116, for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 1117, for the amount of One Thousand Five Hundred Forty-One and 77/100 Dollars (\$1,541.77), payable to Pansing Hogan Ernst & Bachman LLP.

Warrant No. 1118, for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 1119, for the amount of Nine Hundred Ninety-Seven and 08/100 Dollars (\$997.08), 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.

Discussion was next had concerning the cancellation of special assessments on Lots 124, 125, 126 and 127, Southern Pines Replat 1, in the amount of 8,700.48, solely to accommodate the administrative replat of such lots to Lots 1, 2, 3 and 4, Southern Pines Replat 3. Such special assessments would be recast and reallocated against Lots 1, 2, 3 and 4, Southern Pines Replat 3, by agreement between the parties. After discussion by the Board, the following resolution was duly moved and seconded, and upon a roll call vote of 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, as follows:

That the Board of Trustees of Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, has heretofore levied special assessments on Lots 124, 125, 126 and 127, Southern Pines Replat 1, a subdivision in Sarpy County, Nebraska, for various public improvements constructed to serve Lots 124, 125, 126 and 127, Southern Pines Replat 1;

WHEREAS, there has been a cancellation and reallocation of special assessments attributable to Lots 124, 125, 126 and 127, Southern Pines Replat 1;

WHEREAS, the District has requested the lifting of the special assessments attributable to Lots 124, 125, 126 and 127, Southern Pines Replat 1, as such lots have now been replatted;

WHEREAS, the Owners of Lots 124, 125, 126 and 127, Southern Pines Replat 1 are agreeable to the recasting of such cancelled special assessments in their entirety against Lots 1, 2, 3 and 4, Southern Pines Replat 3 so that no special assessment revenues are lost to the District.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, that the above-described special assessments against Lots 124, 125, 126 and 127, Southern Pines Replat 1 be and hereby are divided, apportioned, reallocated, and relieved, as follows:

Lot 1, Southern Pines Replat 3	\$2,175.12
Lot 2, Southern Pines Replat 3	2,175.12
Lot 3, Southern Pines Replat 3	2,175.12
Lot 4, Southern Pines Replat 3	<u>2,175.12</u>
TOTAL	<u>\$8,700.48</u>

FURTHER RESOLVED, by the Board of Trustees that the effective dates of the levy of such special assessments as herein made applicable to each of said parcels above identified, shall be and remain the date such special assessments were originally levied upon 124, 125, 126 and 127, Southern Pines Replat 1; that all other provisions of the resolution of this Board passed on or about such time, levying such special assessments and certified to and filed with the County Clerk and the Treasurer of Sarpy County, Nebraska, pertaining to the number of installments, delinquent dates of such installments and interest rates shall be, are and remain in full force and effect except as modified herein. Interest shall run from the date of original levy at the rate and on the terms therein stated.

FURTHER RESOLVED, by the Board of Trustees that the Treasurer of Sarpy County, Nebraska, shall be and hereby is held harmless by Sanitary and Improvement District No. 297 of Sarpy County, Nebraska, and is in no way liable for any unpaid portion of said special assessments by reason of this cancellation, division, apportionment, allocation and relevy thereof as set forth above.

The Clerk then presented for the consideration of the Trustees the plans and specifications for Water, 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 Three Hundred Seventy-Seven Thousand Nine Hundred Fifty and no/100 Dollars (\$377,950.00). 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 Water, Section 2 (Southern Pines) at 774 Olson Drive, Papillion, Nebraska, at 10:00 a.m. on October 26, 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.

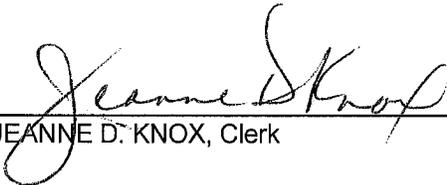
FURTHER RESOLVED, that notice of such hearing be given by publication in the Bellevue Leader of Bellevue, Sarpy County, Nebraska, for two (2) consecutive weeks beginning on the 12th day of October, 2016, and ending on the 19th day of October, 2016, which publication shall contain the entire wording of 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 October 5, 2016 meeting.

  
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JEANNE D. KNOX, Clerk