

**MINUTES OF THE MEETING OF THE BOARD OF
TRUSTEES OF SANITARY & IMPROVEMENT DISTRICT NO. 298
OF SARPY COUNTY, NEBRASKA**

A meeting of the Board of Trustees of Sanitary & Improvement District No. 298 of Sarpy County, Nebraska, was convened in open and public session at 4:30 p.m. on December 2, 2015 at 16255 Woodland Drive, Omaha, Nebraska. Present were the following Trustees: Melvin Sudbeck, JeAnn Sudbeck, Chad Wallace, Darrell Wise and John Arians. Also present were Robert F. Peterson and Kathleen M. Foster, counsel for the District. Notice of the meeting was given in advance thereof by publication in The Bellevue Leader, Sarpy County, Nebraska, on November 18, 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 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 meeting was called to order by the Chairman, Melvin Sudbeck. He announced that a copy of the Open Meetings Act was available on the table in the room and available for inspection by anyone who so desired.

The Trustees then discussed the necessity for gas mains within the District. A proposed agreement was reviewed and circulated which provided for installation of gas mains by the Metropolitan Utilities District ("MUD") on all streets and circles adjacent to Lots 1 through 76. It was noted by Counsel that the Agreement provided that the installation of the mains would be at the cost of MUD, but in the event a lot owner did not utilize gas for space heating that MUD could recover a proportionate share of the cost from the District. For that reason, Counsel recommended that a Resolution of Necessity be published summarizing the terms of the Agreement and possible expense to the District.

The Clerk presented the following proposed improvement for consideration by the Board:

PROPOSED IMPROVEMENT – Gas Main Extension Agreement with the
Metropolitan Utilities District
ENGINEERS SUBMITTING PROJECT – Thompson, Dreesen & Dorner, Inc.
ENGINEER'S LETTER DATED – November 16, 2015
ENGINEER'S ESTIMATE OF TOTAL COST OF
PROPOSED IMPROVEMENT - \$0

The Chairman advised that consideration should be given to the Gas Main Extension Agreement with the Metropolitan Utilities District of Omaha, Nebraska. The Chairman advised that the engineers for the District had submitted the above letter in regard to the above improvement and did file the plans, specifications, and an estimate of the total cost of the proposed improvement with the Clerk of the District.

The Chairman then presented for consideration and proposal of the Board of Trustees a Resolution of Necessity for completion of the above described improvement, which Resolution of Necessity is attached to and made a part of the minutes of this meeting.

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

BE IT RESOLVED, that the Board of Trustees of this District does offer and propose a Resolution of Necessity for the accomplishment and completion of the above described improvement.

BE IT FURTHER RESOLVED, that said Resolution of Necessity for the above improvement is hereby set for consideration and hearing before the Board of Trustees meeting at:

ADDRESS - 16255 Woodland Drive, Omaha, NE
HEARING DATE - January 6, 2016
HEARING TIME - 4:30 p.m.

BE IT FURTHER RESOLVED, that notice of the time and place of said hearing shall be given the same day each week in a newspaper of general circulation published in the county where the District was organized, which publication shall contain the entire wording of the Resolution of Necessity and also by posting in three conspicuous places in the District. This Notice of Hearing shall be published in the following newspaper on the following dates:

NOTICE TO BE PUBLISHED IN - Bellevue Leader
COUNTY WHERE DISTRICT ORGANIZED - Sarpy
DATES NOTICE TO BE PUBLISHED – December 16 and December 23, 2015

The Chairman circulated for review by the Trustees Change Order No. 1 for Spring Ridge Paving and Storm Sewer – Section 1. The Change Order was prepared and recommended by Thompson, Dreessen & Dorner, Inc., engineers for the District which increased the cost for additional work including right of way erosion control and removal of sediment from silt basins 1 and 2 in the amount of \$71,070.45.

After review of the Engineer's Recommendation and the Change Order, and upon a motion made by Melvin Sudbeck and seconded by Chad Wallace, and upon a voice vote, the motion carried with John Ariens abstaining, the following resolution was adopted:

RESOLVED by the Board of Trustees that Change Order No. 1 for Spring Ridge Paving and Sewer – Section 1 in the amount of \$71,070.45 be and hereby is approved.

The Chairman then circulated Payment Recommendation No. 2 received from Thompson, Dreessen & Dorner, Inc. for payment to MBC Construction Co., Inc. in conjunction with Paving and Storm Sewer Section 1 in the amount of \$315,535.95.

The Trustees reviewed the payment recommendation and on a motion made, seconded and passed, Payment Recommendation No. 2 was approved, with trustee John Ariens abstaining, the following resolution was adopted:

RESOLVED by the Board of Trustees that Payment Recommendation No. 2 for Spring Ridge Paving and Sewer from MBC Construction Co., Inc. in the amount of \$315,535.95 is hereby approved.

The Trustees then discussed the status of development within the District and the status of completion on Paving and Storm Sewer - Section 1. The Trustees noted that the weather has created problems due to the mud and moisture in the ground and perhaps the project would not be completed by year end.

The Chairman then presented the following items for consideration by the Board.

1. Statement from World Herald Media Group in the amount of \$9.43 for invoice number 1907638.

After a full discussion and upon a motion being duly made and seconded, with everyone voting "aye" and no one voting "no", the following resolution was adopted:

RESOLVED, that the Board of Trustees of Sanitary and Improvement District No. 298 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby are authorized and directed to execute and deliver the following warrants 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 7% per annum and to be redeemed no later than December 2, 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:

1. WARRANT NO. 70 payable to World Herald Media Group in the amount of \$9.43 for invoice number 1907638.

The Chairman then presented the following items for consideration by the Board.

1. Payment Recommendation No. 2 on Contract For Spring Ridge Paving and Storm Sewer – Section 1 to MBC Construction Co., Inc. in the amount of \$315,535.95.
2. Statement from Thompson, Dreessen & Dorner, Inc. in the amount of \$6,769.00 for invoice number 112525.
3. Statement from Laughlin, Peterson & Lang in the amount of \$18,932.16.
4. Statement from Kutak Rock for professional services for disclosure counsel in the amount of \$3,000.00.
5. Reimbursement to Kuehl Capital Corporation in the amount of \$8,605.93 (\$344,237.11 x 2.5%).

6. Payment to First National Capital Markets, Inc. in the amount of \$6,884.74 (\$344,237.11 x 2%).

After a full discussion and upon a motion being duly made and seconded, with everyone voting "aye" and no one voting "no", the following resolution was adopted:

RESOLVED, that the Board of Trustees of Sanitary and Improvement District No. 298 of Sarpy County, Nebraska, hereby authorizes and directs that the following warrants be prepared and issued by the Chairman and Clerk in payment thereof, said warrants to bear interest at 7% per annum after registration and to be charged to the Construction Fund of the District, with the interest to be payable on September 1, 2016 and September 1 of each year thereafter on maturity and to be redeemed no later than December 2, 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:

1. WARRANT NOS. 71 through 101 in the amount of \$10,000.00 each and WARRANT NO. 102 in the amount of \$5,535.95 payable to MBC Construction Co., Inc. for Payment Recommendation No. 2 on Contract For Spring Ridge Paving and Storm Sewer – Section 1 for a total amount due of \$315,535.95.
2. WARRANT NO. 103 payable to Thompson, Dreessen & Dorner, Inc. in the amount of \$6,769.00 for invoice number 112525.
3. WARRANT NO. 104 in the amount of \$10,000.00 and WARRANT NO. 105 in the amount of \$8,932.16 payable to Laughlin, Peterson & Lang for a total amount due of \$18,932.16.
4. WARRANT NO. 106 payable to Kutak Rock in the amount of \$3,000.00 for professional services for disclosure counsel.
5. WARRANT NO. 107 in the amount of \$8,605.93 payable to Kuehl Capital Corporation.
6. WARRANT NO. 108 payable to First National Capital Markets, Inc. in the amount of \$6,884.74.

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 298 of Sarpy County, Nebraska, that both they and the District hereby find and determine and covenant, and warrant and agree that (a) the facilities for which the above Warrants are issued are designed to serve members of the general public on an equal basis; (b) there are no persons with rights to use said facilities other than as members of the general public; (c)

ownership and operation of said facilities is with the District or another political subdivision; (d) none of the proceeds of the Warrants will be loaned to any person and to the extent that special assessments have been or are to be levied for any said facilities, such special assessments have been or are to be levied under Nebraska law as a matter of general application to all property specially benefited by such facilities in the District; (e) the development of the land in the District for sale and occupation by the general public is proceeding with reasonable speed and (f) the District hereby authorizes and directs the Chairman or Clerk to file, when due, an information reporting form pursuant to section 149(e) of the Internal Revenue Code of 1986 pertaining to the above Warrants.

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 298 of Sarpy County, Nebraska, that the District hereby covenants, warrants and agrees as follows: (a) to take all actions necessary under current federal law to maintain the tax exempt status (as to taxpayers generally) of interest on the above Warrants; and (b) to the extent that it may lawfully do so, the District hereby designates the above Warrants as its "qualified tax exempt obligations" under Section 265(b)(3)(B)(i)(III) of the Internal Revenue Code of 1986 as amended and covenants and warrants that the District does not reasonably expect to issue warrants or bonds or other obligations aggregating in the principal amount of more than \$5,000,000 during the calendar year in which the above Warrants are to be issued.

BE IT FURTHER RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 298 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) 10% of the net principal proceeds of the above Warrants, (b) the maximum annual debt service due on the above Warrants, or (c) 125% of average annual debt service due on the above Warrants will be expended for payment of principal of and interest on the above Warrants within 13 months after receipt of such monies. That amount which is currently held in the District's Bond Fund which exceeds the amount which is to be expended for payment of principal and interest on the above Warrants within 13 months after

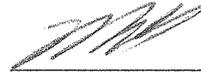
receipt of such monies, plus that amount arrived at pursuant to the immediately preceding sentence, will not be invested in any securities or any other investment obligations which bear a yield, as computed in accordance with the actuarial method, in excess of the yield on the above Warrants.

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

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

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

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



Melvin Sudbeck, Chairman



JeAnn Sudbeck, Clerk



Chad Wallace, Trustee



John Ariens, Trustee



Darrel Wise, Trustee

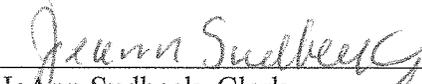
ACKNOWLEDGMENT OF RECEIPT OF NOTICE OF HEARING

The undersigned Trustees of Sanitary and Improvement District No. 298 of Sarpy County, Nebraska, hereby acknowledge receipt of advance notice of a meeting of the Board of Trustees of said District and the agenda for such meeting held at 4:30 p.m. at 16255 Woodland Drive, Omaha, Nebraska.

Dated this 2nd day of December, 2015.



Melvin Sudbeck, Chairman



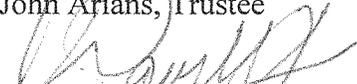
JeAnn Sudbeck, Clerk



Chad Wallace, Trustee



John Arians, Trustee



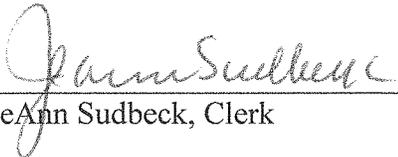
Darrel Wise, Trustee

CERTIFICATE

STATE OF NEBRASKA)
)
COUNTY OF SARPY)
)
SANITARY AND)
IMPROVEMENT)
DISTRICT NO. 298)

I, the undersigned, Clerk for Sanitary and Improvement District No. 298 of Sarpy County, Nebraska, hereby certify that all of the subjects included in the attached proceedings were contained in the agenda for the meeting of December 2, 2015, kept continually current and available for public inspection at the office of the Clerk; that such subjects were contained in said agenda for at least twenty-four hours prior to said meeting; that the minutes of the Chairman and Board of Trustees of the District, from which the foregoing proceedings have been extracted were in written form and available for public inspection within ten working days and prior to the next convened meeting of said body; that all news media requesting notification concerning meetings of said body were provided advance notification of the time and place of said meeting and the subjects to be discussed at said meeting.

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of December, 2015.



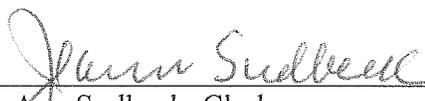
JeAnn Sudbeck, Clerk

CERTIFICATE OF NOTICE

STATE OF NEBRASKA)
)
COUNTY OF SARPY)

I hereby certify that I am the duly qualified and acting Clerk of Sanitary and Improvement District No. 298 of Sarpy County, Nebraska, and that not less than seven (7) days prior to the date set for this meeting of the Board of Trustees of this District, a notice was sent to the Clerk of the City of Bellevue, Nebraska, the municipality or county whose zoning jurisdiction this District is located, notifying said Clerk of this meeting.

Dated this 2nd day of December, 2015.



JeAnn Sudbeck, Clerk

CERTIFICATE

The undersigned hereby certify that they are the Chairperson and Clerk of Sanitary and Improvement District Number 298 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 2nd day of December, 2015.



Melvin Sudbeck, Chairperson



JeAnn Sudbeck, Clerk

RESOLUTION OF NECESSITY

BE IT RESOLVED that the Board of Trustees of Sanitary & Improvement District No. 298 of Sarpy County, Nebraska, find and determine that it is advisable and necessary in connection with the installation and completion of improvements within the District that the District enter into a Gas Main Extension Agreement with the Metropolitan Utilities District of Omaha, Nebraska ("MUD"), which provides for the installation of a gas main to serve certain properties within the District.

BE IT FURTHER RESOLVED that a general description of the agreement provisions are as follows:

1. That MUD will install gas mains at 25th and Rose Lane Road, So. 23rd Street, Cindy Drive, Cindy Circle, Cheri Circle, 21st Street and Centennial Road, in Phase I of Spring Ridge within the District boundaries.
2. The Developer and SID 298 are to encourage the use of natural gas for water and space heating fuel within the District.
3. The gas mains to be installed shall remain the property of, and be maintained and remain under the exclusive control of MUD. The installation of the gas mains shall be at the expense of MUD provided, however, in the event MUD determines that a developed lot is using another energy source for space heating, SID 298 shall be required to pay to MUD any stranded main costs which costs shall be calculated by using the total cost of the main divided by the number of lots within the subdivision.

A complete copy of the Gas Main Extension Agreement is available for review at the principal office of the District, 11718 Nicholas Street, Suite 101, Omaha, Nebraska.

All work shall be done in a good and workmanlike manner as shown on the plans and specifications as prepared by MUD and reviewed and approved by Thompson, Dreessen & Dorner, Inc., engineers for the District, and filed with the Board of Trustees of the District prior to the first publication of this Resolution. The Agreement provides that the improvement shall be completed at no cost to the District.

Any owner of property which might become subject to assessment for costs charged to the District by reason of stranded mains may appear and make objections to the proposed agreement. This proposed Resolution may be amended and passed or may be passed as proposed. If a Petition opposing the Resolution signed by property owners representing a majority of the front footage which may become subject to assessment pursuant to the terms of the agreement be filed with the Clerk of the District within three (3) days before the hearing date of the meeting for the hearing on such Resolution, such Resolution shall not be passed.

SANITARY & IMPROVEMENT DISTRICT
NO. 298 OF SARPY COUNTY, NEBRASKA
By: JeAnn Sudbeck, Clerk

Change Order No. 1

Date: November 30, 2015

Project: Spring Ridge Paving and Storm Sewer – Section 1
TD2 File No.: 1813-102.31

Owner: Sanitary and Improvement District No. 298
of Sarpy County, Nebraska
c/o Mr. Robert Peterson, Attorney
Laughlin, Peterson & Lang
11718 Nicholas St.
Omaha, NE 68154

Contractor: MBC Construction Co., Inc.
3108 S. 67th Ave.
Omaha, NE 68106

Contract Date: October 6, 2015

Description of Changes:

Additions:

Item Description	Approx. Quantity	Unit Price	Amount
1.1 Right-of-way Erosion Control	1 L.S.	\$ 16,903.70	\$ 16,903.70
1.2 Remove Sediment from Silt Basins 1 and 2	1 L.S.	\$ 54,166.75	\$ 54,166.75
Total Additions			\$ 71,070.45
Original Contract Amount			\$860,144.23
Revised Contract Amount			\$931,214.68

Reason for Changes:

These changes are required to implement erosion control measures.

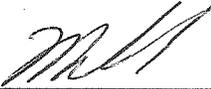


Charles E. Riggs, P.E.
THOMPSON, DREESSEN & DORNER, INC.

The undersigned parties to the above-referenced contract hereby agree to the changes as set forth above.

SANITARY & IMPROVEMENT DISTRICT
NO. 298 OF SARPY COUNTY, NEBRASKA

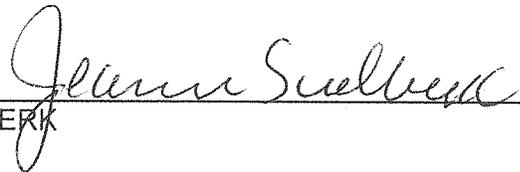
MBC CONSTRUCTION CO., INC.



CHAIRMAN



BY TITLE



CLERK



ATTEST

CER/tjp

SANITARY AND IMPROVEMENT DISTRICT NO. 298
OF SARPY COUNTY, NEBRASKA

AGENDA

December 2, 2015 – 4:30 p.m.
16255 Woodland Drive, Omaha, NE

The following items are the matters which are to be brought before the Board of Trustees of the above District at the meeting:

1. Call to Order.
2. Review Proof of Publication of meeting.
3. Propose Resolution of Necessity for MUD Gas Main Extension – Gas Section 1.
4. Approve Change Order #1 Spring Ridge Paving & Storm Sewer Section 1.
5. Review of Pay Recommendation #2 Spring Ridge Paving & Storm Sewer Section 1.
6. Discussion of general matters.
7. Payment of bills:

GENERAL FUND	
a. Statement from the Omaha World Herald	\$9.43
CONSTRUCTION FUND	
b. MBC Construction Co., Inc. for Paving & Storm Sewer Section 1	\$315,535.95
c. Statement from TD2 regarding Construction Staking and Engineering Services	\$6,769.00
d. Statement from Laughlin, Peterson & Lang (6% of \$315,535.95)	\$18,932.16
e. Statement from Kutak Rock professional services for disclosure counsel	\$3,000.00
f. Kuehl Capital Corporation (\$344,237.11 x 2.5%)	\$8,605.93
g. First National Capital Markets (\$344,237.11 x 2%)	\$6,884.74

Melvin Sudbeck, Chairman

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 Ron Petak deposes and says that he is the Executive Editor 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, November 18, 2015 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.

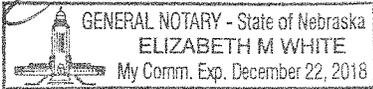
Handwritten signature of Ron Petak

Shon Barenklau OR Ron Petak
Publisher Executive Editor

Today's Date 11-18-2015
Signed in my presence and sworn to before me:

Handwritten signature of Elizabeth M White

Notary Public



LAUGHLIN PETERSON & LANG
11718 Nicholas Street, Suite 101
Omaha, NE 68154
NOTICE
NOTICE IS HEREBY GIVEN that a meeting of the Board of Trustees of Sanitary and Improvement District No. 298 of Sarpy County, Nebraska will be held at 4:30 p.m. on Wednesday, December 2, 2015 at 16255 Woodland Drive, Omaha Nebraska, which meeting will be open to the public. An agenda for such meeting, kept continuously current, is available for public inspection at the office of the Chairman of the Board of the District at the meeting place specified above, and includes payment of bills of the District.
JeAnn Sudbeck, Clerk of the District
1907638; 11/18

Printer's Fee \$ 9.43
Customer Number: 20908
Order Number: 0001907638

PAYMENT RECOMMENDATION NO. 2 ON CONTRACT FOR SPRING RIDGE PAVING AND
STORM SEWER – SECTION 1

Owner: Sanitary and Improvement District No. 298
of Sarpy County, Nebraska
c/o Mr. Robert Peterson, Attorney
Laughlin, Peterson & Lang
11718 Nicholas St.
Omaha, NE 68154

Contractor: MBC Construction Co., Inc.
3108 S. 67th Ave.
Omaha, NE 68106

ORIGINAL CONTRACT AMOUNT PLUS CHANGE ORDER NO. 1: \$931,214.68

AMOUNT OF PREVIOUS PAYMENT RECOMMENDATION: \$407,634.96

Item Description	Approx. Quantity	Unit Price	Amount
1 Mobilization	1 L.S.	\$ 46,417.07 / L.S.	\$ 46,417.07
2 Clearing and Grubbing	1 L.S.	\$ 55,377.70 / L.S.	\$ 55,377.70
3 Traffic Control	0 L.S.	\$ 5,989.00 / L.S.	\$ 0.00
4 Common Earthwork	4,499 C.Y.	\$ 1.00 / C.Y.	\$ 4,499.00
5 Topsoil, Tilled In Place	0 C.Y.	\$ 5.33 / C.Y.	\$ 0.00
6 Sawcut and Remove P.C.C. Pavement	0 S.F.	\$ 5.33 / S.F.	\$ 0.00
7 Remove, Salvage, and Reinstall 30" C.M.P., In Place	55 L.F.	\$ 58.58 / L.F.	\$ 3,239.88
8 15" I.D. R.C.P., Class III, With Bedding, In Place	84 L.F.	\$ 38.57 / L.F.	\$ 3,239.88
9 18" I.D. R.C.P., Class III, With Bedding, In Place	190 L.F.	\$ 42.47 / L.F.	\$ 8,069.30
10 24" I.D. R.C.P., Class III, With Bedding, In Place	450 L.F.	\$ 57.63 / L.F.	\$ 25,933.50
11 30" I.D. R.C.P., Class III, With Bedding, In Place	366 L.F.	\$ 83.07 / L.F.	\$ 30,403.62
12 36" I.D. R.C.P., D0.01 1350, With Bedding, In Place	1,350 L.F.	\$ 87.57 / L.F.	\$ 118,219.50
13 42" I.D. R.C.P., D0.01 1350, With Bedding, In Place	300 L.F.	\$ 119.28 / L.F.	\$ 35,784.00
14 42" I.D. C.M.P., 12 Gauge, With Bedding, In Place	0 L.F.	\$ 69.23 / L.F.	\$ 0.00
15 7' x 7' Detention Basin Outlet Structure, In Place	0 EA.	\$ 6,527.02 / EA.	\$ 0.00
16 24" Concrete Collar, In Place	1 EA.	\$ 692.26 / EA.	\$ 692.26
17 Type I Curb Inlet, In Place	0 EA.	\$ 1,500.00 / EA.	\$ 0.00
18 Type III Curb Inlet, In Place	0 EA.	\$ 1,500.00 / EA.	\$ 0.00
19 60" I.D. Storm Sewer Manhole, In Place	60.8 V.F.	\$ 425.21 / V.F.	\$ 25,852.77
20 72" I.D. Storm Sewer Manhole, In Place	14.1 V.F.	\$ 743.91 / V.F.	\$ 10,489.13
21 84" I.D. Storm Sewer Manhole, In Place	7.9 V.F.	\$ 1,056.49 / V.F.	\$ 8,346.27
22 Standard Ring and Cover, In Place	9 EA.	\$ 410.03 / EA.	\$ 3,690.27
23 36" R.C.P. Flared End Section W/ Bar Gate, In Place	1 EA.	\$ 1,970.28 / EA.	\$ 1,970.28
24 42" R.C.P. Flared End Section W/ Bar Gate, In Place	1 EA.	\$ 2,023.53 / EA.	\$ 2,023.53
25 42" Pile Bent Structure, In Place	0 EA.	\$ 7,242.10 / EA.	\$ 0.00

Payment Recommendation No. 2

November 30, 2015

Page 2

26	Aluminum Structural Plate Pipe Arch, 9'-7" Span X 6'-6" Rise, With Bedding, In Place	80	L.F.	\$	911.76 /	L.F.	\$	72,940.80
27	Crushed Rock, Unstable Trench, If Necessary	400	TON	\$	26.63 /	TON	\$	10,652.00
28	Geotextile Fabric, Unstable Trench, If Necessary	0	S.Y.	\$	2.13 /	S.Y.	\$	0.00
29	Adjust Sanitary Manhole to Grade, In Place	0	EA.	\$	215.99 /	EA.	\$	0.00
30	7" Uniform P.C.C. Pavement W/ Type "A" Integral Curb, In Place	8,821	S.Y.	\$	30.00 /	S.Y.	\$	264,630.00
31	Drill and Grout #5 x 30" Epoxy Coated Tie Bar, In Place	0	EA.	\$	6.39 /	EA.	\$	0.00
32	End of Pavement Traffic Barricade, In Place	0	EA.	\$	532.51 /	EA.	\$	0.00
33	4" Wide (White) Striping, In Place	0	L.F.	\$	5.33 /	L.F.	\$	0.00
34	Prefomed Pavement Marking Tape Symbol, In Place	0	EA.	\$	426.01 /	EA.	\$	0.00
35	Flex-a-Mat Erosion Control Mat, In Place	0	S.F.	\$	6.62 /	S.F.	\$	0.00
36	Type "C" Rock Riprap, In Place	0	TON	\$	41.54 /	TON	\$	0.00
37	Erosion Control Matting Tensar S-150 (Or Approved Equal), In Place	0	S.Y.	\$	1.12 /	S.Y.	\$	0.00
38	United Seeds Floodplain Seed Mix, In Place	0	S.Y.	\$	0.21 /	S.Y.	\$	0.00
39	United Seeds FACW Seed Mix, In Place	0	S.Y.	\$	0.43 /	S.Y.	\$	0.00
40	NDOR Permanent Type "B" Seed Mix, In Place	0	S.Y.	\$	0.21 /	S.Y.	\$	0.00
41	Straw Wattle, In Place	0	L.F.	\$	3.04 /	L.F.	\$	0.00
42	Clean and Flush Sanitary Sewer After Paving	0	L.F.	\$	0.96 /	L.F.	\$	0.00
SUBTOTAL								\$ 732,452.78
Additions per Change Order No. 1:								
1.1	Right-of-way Erosion Control	1	L.S.	\$	16,903.70 /	L.S.	\$	16,903.70
1.2	Remove Sediment from Silt Basins 1 and 2	1	L.S.	\$	54,166.75 /	L.S.	\$	54,166.75
TOTAL ADDITIONS PER CHANGE ORDER NO. 1								\$ 71,070.45
TOTAL								\$ 803,523.23
LESS 10% RETAINED								\$ 80,352.32
LESS PREVIOUS PAYMENT RECOMMENDATION								\$ 407,634.96
AMOUNT DUE CONTRACTOR								\$ 315,535.95

Payment Recommendation No. 2
November 30, 2015
Page 3

We recommend that payment in the amount of \$ 315,535.95 be made to MBC Construction Co., Inc.

Respectfully submitted,

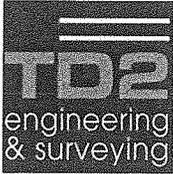
A handwritten signature in cursive script, appearing to read "Charles E. Riggs".

Charles E. Riggs, P.E.

THOMPSON, DREESSEN & DORNER, INC.

CER/tjp

cc: MBC Construction Co., Inc.



Thompson, Dreessen & Dorner, Inc.
 Consulting Engineers & Land Surveyors

INVOICE

Please remit to:
 TD2 Nebraska Office
 10836 Old Mill Road; Omaha, NE 68154
 Office: 402/330-8860 Fax: 402/330-5866

TD2 South Dakota Office
 5000 S. Minnesota Ave., Ste. 300; Sioux Falls, SD 57108
 Office: 605/951-0886

SID #298 (SPRING RIDGE)
 MR. ROBERT PETERSON
 LAUGHLIN PETERSON & LANG
 11718 NICHOLAS STREET SUITE #101
 OMAHA, NE 68144

Invoice number 112525
 Date 11/12/2015
 Project 1813-102 SID #298 (SPRING RIDGE) -
 STORM SEWER & PAVING - PHASE 1

Professional Services from September 21, 2015 through October 25, 2015

Description	Current Billed
Construction Staking	6,129.00
Engineering Services Wetlands Delineation	640.00
Wetlands Delineation \$ 500.00	
On-site to mark out compaction test with Melvin. 140.00	
Total	6,769.00

Invoice total 6,769.00

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
111040	08/07/2015	50,086.92				50,086.92	
112019	10/13/2015	818.50		818.50			
112525	11/12/2015	6,769.00	6,769.00				
	Total	57,674.42	6,769.00	818.50	0.00	50,086.92	0.00

Terms Net 30 Days. A Finance Charge of 1 1/2% Per Month (18% per Annum) Will Be Charged on Past Due Accounts. Also Liable for all Legal and Collection Fees.

LAUGHLIN, PETERSON & LANG

ATTORNEYS AT LAW
11718 NICHOLAS STREET, SUITE 101
OMAHA, NEBRASKA 68154
(402) 330-1900
FAX (402) 330-0936

STATEMENT FOR LEGAL SERVICES

December 2, 2015

SANITARY & IMPROVEMENT DISTRICT NO. 298
Sarpy County, Nebraska

Re: Construction Fund

Legal services performed relative to Paving and Storm Sewer – Section 1 \$18,932.16

Total Due: **\$18,932.16**

KUTAK ROCK LLP

OMAHA, NEBRASKA
Telephone: (402) 346-6000
Facsimile: (402) 346-1148
Federal ID 47-0597598

November 17, 2015

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. 2118445
Client Matter No.: 1355501-336

Sanitary and Improvement District No. 298
of Sarpy County, Nebraska
c/o Laughlin, Peterson & Lang
11718 Nicholas Street
Omaha, NE 68154
Attention: Bob Peterson

Invoice No. 2118445
1355501-336

Sanitary and Improvement District No. 298
of Sarpy County, Nebraska
(Spring Ridge)
Construction Fund Warrants

Sanitary and Improvement District No. 298
of Sarpy County, Nebraska
(Spring Ridge)
General Fund Warrants

For professional services rendered and expenses incurred as disclosure 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.

TOTAL DUE:

\$3,000.00