

CERTIFICATE

The undersigned hereby certify that they are the Chairperson and Clerk of Sanitary and Improvement District Number 299 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.

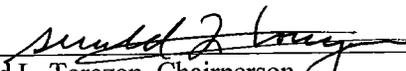
3. All of the subjects addressed at the Meeting were contained in the agenda for the Meeting, which agenda was kept continually current and readily available for public inspection at the address listed in the meeting notice for the Meeting and a copy of which is attached to this Certificate; such subjects 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 10th day of November 2015.


Gerald L. Torczon, Chairperson


Doris Nicholson, Clerk

SANITARY IMPROVEMENT DISTRICT NO. 299
OF
SARPY COUNTY, NEBRASKA
BOARD OF TRUSTEES MEETING
November 10, 2015

MINUTES

PRESENT: Gerald L. Torczon, Doris Nicholson, John Torczon, Jeff Torczon and Neil Smith

ABSENT: None

LOCATION: Birchwood Homes, Inc., 11205 S. 150th Street, Suite 100, Omaha, Nebraska

TIME: 2:00 p.m.

Notice was given in advance thereof by publication in the Papillion Times, a designated method for giving notice on November 4, 2015, a copy of the proof of publication being attached to these minutes. Notice of this meeting was 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 of the Trustees of this meeting. All proceedings of the Board were taken while the convened meeting was open to the attendance of the public.

The Clerk 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 fiscal agent for the district reported that it would be advisable for the District to issue bonds to provide funds along with the application of cash to redeem outstanding construction warrants issued on behalf of the District.

After discussion, Trustee Doris Nicholson offered the following resolution and moved its adoption:

BE IT RESOLVED That the Official Statement pertaining to the issuance and sale of the Bonds is hereby approved in substantially the form attached hereto, the Official Statement as of its date is hereby deemed final within the meaning of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended, and the distribution of the Official Statement by Smith Hayes Financial Services Corporation, as underwriter of the Bonds is hereby approved.”

Trustee John Torczon seconded the resolution and on roll call the following voted yea:
Gerald L. Torczon, Doris Nicholson, John Torczon, Jeff Torczon and Neil Smith.

The following voted nay: None.

Whereupon the Chairperson declared the resolution passed and adopted.

Trustee Doris Nicholson offered the following resolution and moved its adoption:

BE IT FURTHER RESOLVED that Bankers Trust Company, shall act as Paying Agent for payment of principal and interest on bonds of this District issued December 17, 2015, which appointment

Trustee John Torczon introduced the following resolution and moved its adoption:

BE IT RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 299 of Sarpy County, Nebraska, that the Chairperson and Clerk be and they hereby are authorized and directed to execute and deliver **Warrant No. C-15-749** of the District dated the date of this meeting and to draw interest at the rate of Seven (7%) per annum (interest to be payable on May 15th of each year) and to be redeemed no later than **November 10, 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. G-15-749 in the amount of 22.55 payable to Omaha World-Herald
Media Group**

Trustee Doris Nicholson seconded the motion and on roll call the following voted in favor of the same: Gerald L. Torczon, Doris Nicholson, John Torczon, Jeff Torczon and Neil Smith.

The following vote nay: None.

Thereupon, the Chairperson declared the motion carried and said resolution was passed and adopted.

The Chairperson then presented the following statement and recommended the issuance of a construction fund warrants in payment thereof.

Smith Hayes Financial Services	\$3,000.00
Smith Hayes Financial Services	\$ 150.00

Trustee John Torczon introduced the following resolution and moved its adoption:

BE IT RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 299 of Sarpy County, Nebraska, that the Chairperson and Clerk be and they hereby are authorized and directed to execute and deliver **Warrant Nos. C-15-750 and C-15-751** of the District dated the date of this meeting and to draw interest at the rate of Seven (7%) per annum (interest to be payable on May 15th of each year) and to be redeemed no later than **November 10, 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. C-15-750 in the amount of 3,000.00 payable to Smith Hayes Financial Services
Warrant No. C-15-751 in the amount of \$150.00 payable to Smith Hayes Financial Services**

Trustee Doris Nicholson seconded the motion and on roll call the following voted in favor of the same: Gerald L. Torczon, Doris Nicholson, John Torczon, Jeff Torczon and Neil Smith.

The following vote nay: None.

Thereupon, the Chairperson declared the motion carried and said resolution was passed and adopted.

Trustee John Torczon then introduced the following resolutions and moved their adoption:

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 299 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.

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 299 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 in the above warrants that are a charge against the construction account of the District; and (b) to the extent that it may lawfully do so, the District hereby designates the above warrants that are a charge against the construction account of the District 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.

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 299 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 lessor 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 annual debt service due on the above warrants will be expended for payment of principal of an interest on the above warrants within thirteen 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 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. The Certificate is being passed, executed and delivered pursuant to Sections 1.148-2(b)(2) of the Income Tax Regulations under the Internal Revenue Code of 1986, as amended.

Thereupon, the Chairperson declared the motion carried and said resolution was passed and adopted.

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


Doris Nicholson, Clerk


Gerald L. Torczon, Chairperson

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 4, 2015 Papillion Times

And that said newspaper is a legal newspaper under the statutes of the State of Nebraska. The above facts are within my personal knowledge.

Ron Petak

Shon Barenklau OR Ron Petak
Publisher Executive Editor

Today's Date *11-4-2015*
Signed in my presence and sworn to before me:

[Signature]
Notary Public

GENERAL NOTARY - State of Nebraska
ELIZABETH M WHITE
My Comm. Exp. December 22, 2018

Printer's Fee \$ 11.07
Customer Number: 26207
Order Number: 0001904971

ADAMS & SULLIVAN, P.C., L.L.O.
ATTORNEYS AT LAW
1246 GOLDEN GATE DRIVE, SUITE 1
PAPILLION, NE 68046

NOTICE OF MEETING
SANITARY AND IMPROVEMENT
DISTRICT NO. 299
SARPY COUNTY, NEBRASKA

Notice is hereby given that a meeting for the Board of Trustees of Sanitary and Improvement District No. 299 of Sarpy County, Nebraska, will be held at 2:00 p.m. on November 10, 2015 at Birchwood Homes, Inc., 11205 S. 150th Street, Suite 100, Omaha, Nebraska, which meeting will be open to the public.

An Agenda for such meeting, kept continuously current, is available for public inspection at 1246 Golden Gate Drive, Suite 1, Papillion, Nebraska which includes payment of the bills of the District.

Doris Nicholson
Clerk of the District
1904971; 11/4

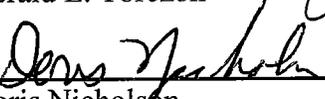
ACKNOWLEDGMENT OF RECEIPT OF NOTICE OF MEETING

The undersigned Trustees of Sanitary and Improvement District No. 299 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 2:00 p.m. on November 10, 2015, at Birchwood Homes, Inc., 11205 S. 150th Street, Suite 100, Omaha, Nebraska.

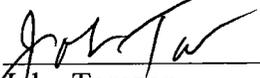
Dated this 10th day of November 2015.



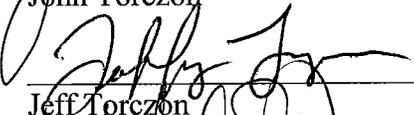
Gerald L. Torczon



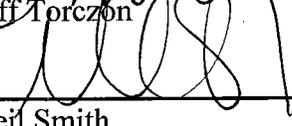
Doris Nicholson



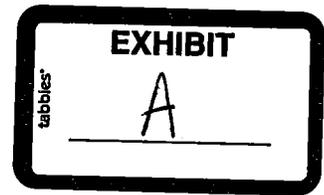
John Torczon



Jeff Torczon



Neil Smith



BOND RESOLUTION
 OF SANITARY AND IMPROVEMENT DISTRICT
 NO. 299 OF SARPY COUNTY, NEBRASKA

BE IT RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 299 of Sarpy County, Nebraska:

Section 1. The Board of Trustees finds and determines: That such District was duly organized under the provisions of Section 31-727 to 31-762, R.R.S. Nebraska, 1943, as amended; that the Board of Trustees of the District has previously adopted Resolutions of Necessity for the installation of certain improvements, that a portion of such improvements have been installed and the work completed has been and is hereby accepted by the Board of Trustees of the District, and special assessments have been or will be levied as provided by law to pay the cost of such improvements and the District has outstanding construction warrants issued to pay the cost of such improvements in the amount of \$6,552,677.93 on which interest has accrued in the approximate amount of \$215,590.50 for a total of \$6,768,268.43 as of December 17, 2015 of which a portion shall be funded by this issuance of bonds along with the application of cash.

The Chairperson and Board of Trustees further find, that after applying the money collected from special assessments and all other funds available for the improvements it is now necessary and appropriate for the District to issue bonds in the principal amount to \$1,315,000 to provide funds along with the application of cash to redeem outstanding construction warrants in the principal amount of \$1,146,953.16, to pay accrued interest thereon of approximately \$47,279.70 as of December 17, 2015, for a total of \$1,194,232.86 and to provide funds to pay a portion of the costs of issuance.

Section 2. All conditions, acts and things required by law to exist or to be done precedent to the issuance of sanitary and improvement district bonds to pay for the above improvements do exist and have been done in due form and time as required by law and Sanitary and Improvement District No. 299 of Sarpy County, Nebraska, is empowered to issue such bonds in the amount of \$1,315,000 to pay a portion of the costs of the herein described improvements.

Section 3. For the purposes set forth in Section 1 hereof, there are hereby ordered issued fully registered bonds of the District in the aggregate principal amount of ONE MILLION THREE HUNDRED AND FIFTEEN DOLLARS (\$1,315,000). Said bonds shall be designated as "General Obligation Bonds, Series 2015" or (the "Bond" or "Bonds".) The Bonds shall bear a date of original issue of December 17, 2015 and shall bear interest at the rates per annum and mature on December 15, in each of the years and in the principal amount as follows:

BONDS

<u>Principal Amount</u>	<u>Maturity December 15,</u>	<u>Interest Rate</u>
55,000	2018	1.90%
60,000	2019	2.10%
60,000	2020	2.40%
60,000	2021	2.60%
60,000	2022	2.80%
65,000	2023	3.05%
65,000	2024	3.20%
65,000	2025	3.35%
70,000	2026	3.50%
70,000	2027	3.70%
75,000	2028	3.80%

75,000	2029	3.90%
80,000	2030	4.00%
455,000	2035	4.35%

The Bonds maturing on December 15, 2035 are subject to mandatory sinking fund redemption from moneys required to be deposited by the District into the Bond Fund for such mandatory sinking fund redemptions, which redemptions shall be in the years and for the principal amounts set forth below:

2035 Term Bond

<u>Year of Redemption</u>	<u>Amount Required to be Redeemed</u>
2031	85,000
2032	85,000
2033	90,000
2034	95,000
2035	100,000

Such mandatory sinking fund redemptions shall be at a price equal to 100% of the principal amount redeemed plus interest accrued on the principal amount being redeemed to the date fixed for redemption. The Paying Agent and Registrar shall select the Bonds maturing on December 15, 2035 for mandatory redemption using any random method of selection deemed appropriate by the Paying Agent and Registrar.

The Bonds maturing on or after December 15, 2021 are subject to redemption in whole or in part, prior to maturity at the option of the District at any time on or after December 15, 2020 at par plus interest accrued thereon to the date fixed for redemption, with no redemption premium.

If less than all of the Bonds of any maturity are to be redeemed, the Paying Agent and Registrar shall determine, in its sole discretion, in any manner deemed by it to be fair and equitable, the particular bonds or portions of bonds of such maturity of the Bonds to be redeemed.

The Bonds shall be issued in the form of fully registered bonds, in the denomination of \$5,000 or any integral multiple of \$5,000, and may contain such variations, omissions and insertions as are incidental to such differences of denomination. Each Bond shall bear interest from the date of original issue and the Bonds shall be numbered from 1 upwards, in order of their issuance. Interest on the Bonds shall be payable June 15, 2016 and semi-annually thereafter each December 15, and June 15, until maturity. The principal of and premium, if any, on the Bonds are payable upon presentation and surrender thereof at the principal corporate office of the Bankers Trust Company, located in Des Moines, Iowa, which is hereby designated as Paying Agent and Registrar for the Bonds.

Interest on the Bonds will be paid on each interest payment date by check or draft mailed by the Paying Agent and Registrar to the person in whose name and ownership of each Bond is registered on the books of the Paying Agent and Registrar at the close of business on the last day of the month immediately preceding each such interest payment date. The principal of and premium, if any, and interest on the Bonds are payable in lawful money of the United States of America.

Section 4. The Bonds shall be executed on behalf of the District by the manual or facsimile signatures of the Chairperson and Clerk of the District in office on the date of original issue, and the corporate seal of the District shall be impressed or imprinted on each bond. In case any officer whose facsimile signature shall appear on the Bonds shall cease to be such officer before the delivery of any such Bonds, such signature shall, nevertheless, be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery.

Each Bond shall have endorsed thereon a certificate of authentication substantially in the form hereinafter set forth duly executed by the Paying Agent and Registrar. No Bonds shall be valid or obligatory for any purpose unless and until such certificate of authentication shall have been duly executed by the Paying Agent and Registrar and

such executed certificate upon any such bond shall be conclusive evidence that such bond has been authenticated and delivered in accordance with this Resolution.

At the request of the original purchaser of the Bonds, the District hereby provides and directs that the Bonds may be issued initially in "book-entry-only" form under the services of The Depository Trust Company (the "Depository"), with one typewritten bond per maturity being issued to the Depository. In such connection, said officers are authorized to execute and deliver a Letter of Representation in the form required by the Depository, for and on behalf of the District which shall thereafter govern matters with respect to registration transfer, payment and redemption of the Bonds. Upon the issuance of the Bonds as "book-entry-only" bonds, the following provisions shall apply:

(a) The District and the Paying Agent and Registrar shall have no responsibility or obligation to any broker-dealer, bank or other financial institution for which the Depository holds the Bonds as securities depository (each, a "Bond Participant") or to any person who is an actual purchaser of a Bond from a Bond Participant while the Bonds are in book-entry form (each, a "Beneficial Owner") with respect to the following:

(i) the accuracy of the records of the Depository, any nominees of the Depository or any Bond Participant with respect to any ownership interest in the Bonds.

(ii) the delivery to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any notice with respect to the Bonds, including any notice of redemption, or

(iii) the payment to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any amount with respect to the bonds. The Paying Agent and Registrar shall make payments with respect to the Bonds only to or upon the order of the Depository or its nominee, and all such payments shall be valid and effective fully to satisfy and discharge the obligations with respect to such Bonds to the extent of the sum or sums so paid. No person other than the Depository shall receive an authenticated Bond.

(b) Upon receipt by the Paying Agent and Registrar of written notice from the Depository to the effect that the Depository is unable or unwilling to discharge its responsibilities, the Paying Agent and Registrar shall issue, transfer and exchange Bonds requested by the Depository in appropriate amounts. Whenever the Depository requests the Paying Agent and Registrar to do so, the Paying Agent and Registrar will cooperate with the Depository in taking appropriate action after reasonable notice (i) to arrange, with the prior written consent of the District, for a substitute depository willing and able upon reasonable and customary terms to maintain custody of the Bonds or (ii) to make available Bonds registered in whatever the name or names the Beneficial Owners transferring or exchanging such Bonds shall designate.

(c) If the District determines that it is desirable that certificates representing the Bonds be delivered to the ultimate Beneficial Owners of the Bonds and so notifies the Paying Agent and Registrar in writing, the Paying Agent and Registrar shall so notify the Depository, whereupon the Depository will notify the Bond Participants of the availability through the Depository of bond certificates representing the Bonds. In such event, the Paying Agent and Registrar shall issue, transfer and exchange bond certificates representing the Bonds as requested by the Depository in an appropriate amounts and in authorized denominations.

(d) Notwithstanding any other provision of this resolution to the contrary, so long as any Bond is registered in the name of the Depository or any nominee thereof, all payments with respect to such Bond and all notices with respect to such Bonds shall be made and given, respectively, to the Depository as provided in the Letter of Representation.

(e) Registered ownership of the Bonds may be transferred on the books of registration maintained by the Paying Agent and Registrar, and the Bonds may be delivered in physical form to the following:

(i) any successor securities depository or its nominee;

(ii) any person, upon (A) the resignation of the Depository from its functions as depository or (B) termination of the use of the Depository pursuant to this Section and the terms of the Paying Agent and Registrar's Agreement.

(f) In the event of any partial redemption of a Bond unless and until such partially redeemed Bonds has been replaced in accordance with the provisions of Section 5 of this Resolution, the books and records of the Paying Agent and Registrar shall govern and establish the principal amount of such Bond as is then outstanding and all of the Bonds issued to the Depository or its nominee shall contain a legend to such effect.

If for any reason the Depository resigns and is not replaced, the District shall immediately provide a supply of printed bond certificates for issuance upon the transfers from the Depository and subsequent transfers or in the event of partial redemption. In the event that such supply of bond certificates shall be insufficient to meet the requirements of the Registrar for issuance of replacement Bonds upon transfer or partial redemption, the District agrees to order printed an additional supply of bond certificates and to direct their execution by facsimile or manual signatures of its then duly qualified and acting Chairperson and Clerk and by imprinting thereon or affixing thereto the District's seal. In case any officer whose signature or facsimile thereof shall appear on any Bond shall cease to be such officer before the delivery of such Bond (including bond certificates delivered to the Registrar for issuance upon transfer or partial redemption), such signature or such facsimile signature shall nevertheless be valid and sufficient for all purposes the same as if such officer or officers had remained in office until the delivery of such Bond.

Section 5. The District and the Paying Agent and Registrar may treat the registered owner of any Bond as the absolute owner of such Bond for the purpose of making payment thereof and for all other purposes and neither the District nor the Paying Agent and Registrar shall be bound by any notice or knowledge to the contrary, whether such bond shall be overdue or not. All payments of or on account of interest to any registered owner of any Bond and all payments of or on account of principal to the registered owner of any Bond shall be valid and effectual and shall be a discharge of the District and the Paying Agent and Registrar, in respect of the liability upon each bond or claim for interest, as the case may be, to the extent of the sum or sums paid.

The District will cause books for the registration and transfer of the Bonds to be kept at the principal office of the Paying Agent and Registrar at all times while any of the Bonds shall be outstanding. Any Bond may be transferred pursuant to its provisions at the principal office of the Paying Agent and Registrar by surrender of such bond for cancellation, accompanied by a written instrument of transfer, in form satisfactory to such Paying Agent and Registrar, duly executed by the registered owner in person or by his duly authorized agent, and thereupon the Paying Agent and Registrar will authenticate and deliver at the office of the Paying Agent and Registrar (or send by registered mail to the transferee owner thereof at such owner's risk and expense), registered in the name of the transferee or transferees, a new such bond or bonds of the same series, interest rate, principal amount and maturity. To the extent of denominations authorized for the Bonds by the term of this Resolution, one such bond may be transferred for several other such bonds of the same series, interest rate and maturity, and for a like aggregate principal amount and several such bonds of the same series may be transferred for one or several such bonds, respectively, of the same series, interest rate and maturity and for a like aggregate principal amount.

As a condition of any registration or transfer, the Paying Agent and Registrar may at its option require the payment of a sum sufficient to reimburse it or the District for any tax or other governmental charge that may be imposed thereon, but no fee shall be charged to the bond holders for the registration of transfer or issuance.

The Paying Agent and Registrar shall not be required (a) to issue, transfer or exchange any Bonds from the last day of the month immediately preceding any interest payment date until such interest payment date; (b) to issue, register or transfer any bonds for a period of 15 days next preceding any selection of Bonds for redemption or for

a period of 15 days thereafter; or (c) to register, transfer or exchange any bonds which have been designated for redemption within a period of 30 days next preceding the date fixed for redemption.

Section 6. Notice of redemption of any Bonds or any portion thereof shall be given by first class mail to the registered owner of such bond, addressed to his or her registered address and placed in the mail not less than 30 days prior to the date fixed for redemption. Such notice shall specify the numbers of the Bonds called for redemption, the redemption date and the place where the redemption amount will be payable, and in the case of bonds to be redeemed in part only, such notice shall specify the respective portion of the principal amount thereof to be redeemed. If funds sufficient for such redemption shall be held by the Paying Agent and Registrar on the date fixed for redemption and such notice shall have been given, the Bonds or the portion thereof thus called for redemption shall not bear interest after the date fixed for redemption. Any Bonds shall be subject to redemption in part in a principal amount equal to \$5,000 or any integral multiple thereof.

Section 7. The District agrees that it will collect all special assessments levied against the property within the District and will cause the same to be set aside and constitute a sinking fund for the payment of the interest on and principal of Bonds and other bonds and construction warrants of the District now or hereafter issued and outstanding. The District further agrees that it will cause to be levied annually upon all the taxable property in the District, a tax which, together with such sinking fund and any other funds available for the purpose, will be sufficient to meet the payment of interest on and principal of the Bonds and other bonds now or hereafter issued by the District, as such interest and principal become due, according to the terms thereof. The holders of the Bonds shall be subrogated to all rights of the holders of the Series 2008 Bonds, including the right to have special assessments set aside as a sinking fund for the payment of principal and interest thereon.

Section 8. The Clerk shall make and certify in duplicate a complete transcript and statement of all proceedings had and done by the District precedent to the issuance of the said bonds, of which a copy of such transactions shall be delivered to the bond purchaser. The Clerk shall cause the Bonds to be registered with the Auditor of Public Accounts of the State of Nebraska as provided by law.

Section 9. Bankers Trust Company, located in Des Moines, Iowa, is hereby appointed as Paying Agent and Registrar for the Bonds. The Chairperson and Clerk of the District are hereby authorized to execute and deliver an agreement with said Paying Agent and Registrar, setting forth the respective duties of the parties in such form as the Chairperson and Clerk shall determine. The District agrees to pay the fees and expenses of said Paying Agent and Registrar. On or before any interest or principal payment date or any date upon which the Bonds are to be redeemed, the District shall transfer to the Paying Agent and Registrar funds sufficient to pay the principal, premium, if any, and interest due on such payment or redemption date and the Chairperson and Clerk then serving are hereby authorized and directed, without further authorization or direction, to make such transfers of funds and draw warrants upon the County Treasurer, as Treasurer of the District, in such amounts and at such times as shall be necessary to provide to the Paying Agent and Registrar funds sufficient for such purposes.

Section 10. The Bonds shall be in substantially the following form, with such modifications as shall be necessary to comply with the terms of this Resolution:

UNITED STATES OF AMERICA
STATE OF NEBRASKA

SANITARY AND IMPROVEMENT DISTRICT NO. 299
OF SARPY COUNTY, NEBRASKA
GENERAL OBLIGATION BONDS
SERIES 2015

R- _____

\$ _____

Interest Rate

Maturity Date
December 15,

Date of Original Issue
December 17, 2015

Registered Owner:

CUSIP

Principal Amount:

KNOW ALL MEN BY THESE PRESENTS: that Sanitary and Improvement District No. 299 of Sarpy County, Nebraska, being organized and existing under Chapter 31, Article 7, Reissue Revised Statutes of Nebraska, 1943, as amended, hereby acknowledges itself to owe and for value received promises to pay to the registered owner shown above, or registered assigns, the principal amount shown above on the maturity date shown above (unless sooner redeemed) upon surrender of this bond, and to pay interest on said sum from the date of original issue shown above to maturity or earlier redemption at the rate per annum shown above, payable June 15, 2016 and semiannually thereafter on the fifteenth day of December and June of each year. Said interest shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The principal on this bond are payable upon presentation and surrender hereof at the principal corporate trust office of the Bankers Trust Company, located in Des Moines, Iowa. Interest on this bond will be paid on each interest payment date by check or draft mailed to the person in whose name this bond is registered on the books of the Paying Agent and Registrar at the close of business on the last day of the month immediately preceding such interest payment date. Interest in default shall be paid to the registered owner hereof as of any special record date designated by the Paying Agent and Registrar. The principal and interest on this bond are payable in lawful money of the United States of America and for the prompt payment of such principal and interest as the same become due, the full faith, credit and resources of said District are hereby irrevocably pledged.

The Bonds maturing on December 15, 2035 are subject to mandatory sinking fund redemption from moneys required to be deposited by the District into the Bond Fund for such mandatory sinking fund redemptions, which redemptions shall be in the years and for the principal amounts set forth below:

2035 Term Bond

<u>Year of Redemption</u>	<u>Amount Required to be Redeemed</u>
2031	\$85,000
2032	\$85,000
2033	\$90,000

2034	\$95,000
2035	\$100,000

Such mandatory sinking fund redemptions shall be at a price equal to 100% of the principal amount redeemed plus interest accrued on the principal amount being redeemed to the date fixed for redemption. The Paying Agent and Registrar shall select the Bonds maturing on December 15, 2035 for mandatory redemption using any random method of selection deemed appropriate by the Paying Agent and Registrar.

Bonds of this issue maturing on or after December 15, 2021 are subject to redemption, in whole or in part, prior to maturity at the option of the District at any time on or after December 15, 2020, in the principal amount thereof plus interest accrued thereon to the date fixed for redemption, with no redemption premium.

If less than all of the bonds of any maturity of this issue are to be redeemed, the Paying Agent and Registrar shall determine, in its sole discretion, in any manner deemed by it to be fair and equitable, the particular bonds or portions of bonds of such maturity to be redeemed.

Notice of redemption of this bond or any portion hereof shall be given by first class mail to the registered owner addressed to his or her registered address and placed in the mail not less than 30 days prior to the date fixed for redemption. If funds sufficient for such redemption shall be held by the Paying Agent on the date fixed for redemption and such notice shall have been given, this bond or the portion thus called for redemption shall not bear interest after the date fixed for redemption.

This bond is one of an issue of bonds, all originally dated December 17, 2015, and of like tenor herewith except as to amount, date of maturity and rate of interest, in the total principal amount of ONE THREE HUNDRED AND FIFTEEN DOLLARS (\$1,315,000) issued by said District for the purpose of providing funds together with cash on hand for the purpose of paying a portion of the cost of construction of certain improvements in and for the District, and warrants issued in connection therewith; pursuant to and in strict compliance with the provisions of Section 31-727 to 31-762, Reissue Revised Statutes of Nebraska, 1943, as amended, and other statutes applicable thereto, and the issuance of the bonds of this issue has been duly authorized by proceedings duly had and a Resolution duly passed and adopted by the Board of Trustees of said District.

Any special assessments to be levied have been or will be levied upon the properties within the District, which special assessments are valid liens against the respective lots and parcels of land upon which they have been levied. The District agrees that it will collect said special assessments and the same shall be set aside and constitute a sinking fund for the payment of the interest on and the principal of this bond and other bonds and construction warrants of the District now or hereafter issued, and that the District will cause to be levied annually upon all taxable property in said District, a tax which together with such sinking fund and other funds available for the purpose, will be sufficient to meet the payments of interest on and principal of this bond and other bonds of the District now or hereafter outstanding, as such principal and interest become due.

This bond is transferable by the registered owner or such owner's attorney duly authorized in writing at the principal office of the Paying Agent and Registrar, upon surrender and cancellation of this bond, and thereupon a new bond or bonds of the same aggregate principal amount and with the same interest rate and maturity will be issued to the transfer as provided in the Resolution authorizing this bond. The District and the Paying Agent and Registrar and any other person may treat the person in whose name this bond is registered as the absolute owner hereof for the purpose of receiving payment thereof and for all other purposes and shall not be affected by any notice to the contrary, whether this bond be overdue or not.

This bond shall not be valid and binding on the District until authenticated by the Paying Agent and Registrar.

AS PROVIDED IN THE RESOLUTION REFERRED TO HEREIN, UNTIL THE TERMINATION OF THE SYSTEM OF BOOK-ENTRY-ONLY TRANSFERS THROUGH THE DEPOSITORY TRUST COMPANY, NEW YORK, NEW YORK, REFERRED TO HEREINAFTER AS "DTC" TOGETHER WITH ANY SUCCESSOR SECURITIES DEPOSITORY APPOINTED PURSUANT TO THE RESOLUTION AND NOTWITHSTANDING ANY OTHER PROVISIONS OF THE RESOLUTION TO THE

CONTRARY, A PORTION OF THE PRINCIPAL AMOUNT OF THIS BOND MAY BE PAID OR REDEEMED WITHOUT SURRENDER HEREOF TO THE PAYING AGENT AND REGISTRAR. DTC, OR A NOMINEE, TRANSFEREE, OR ASSIGNEE OF DTC OF THIS BOND MAY NOT RELY UPON THE PRINCIPAL AMOUNT INDICATED HEREON AS THE PRINCIPAL AMOUNT OUTSTANDING AND UNPAID. THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID SHALL FOR ALL PURPOSES BE THE AMOUNT DETERMINED IN THE MANNER PROVIDED IN THE RESOLUTION.

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED OFFICER OF DTC (A) TO THE PAYING AGENT AND REGISTRAR FOR REGISTRATION OF TRANSFER OR EXCHANGE OR (B) TO THE PAYING AGENT AND REGISTRAR FOR PAYMENT OF PRINCIPAL, AND ANY BOND ISSUED IN REPLACEMENT HEREOF OR SUBSTITUTION HEREOF IS REGISTERED IN THE NAME OF DTC AND ANY PAYMENT IS MADE TO DTC OR ITS NOMINEE, ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL BECAUSE ONLY THE REGISTERED OWNER HEREOF, DTC OR ITS NOMINEE, HAS AN INTEREST HEREIN.

IT IS HEREBY CERTIFIED AND WARRANTED that all conditions, acts and things required by law to exist or to be done precedent to and in the issuance of this bond, did exist, did happen, and were done and performed in regular and due form and time as required by law, and that the indebtedness of the District, including this bond, does not exceed any limitations imposed by law.

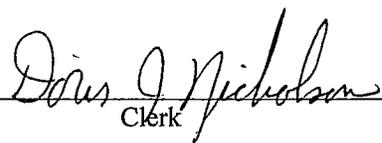
IN WITNESS WHEREOF, Sanitary and Improvement District No. 299 of Sarpy County, Nebraska, has caused this bond to be executed on its behalf with the manual or facsimile signatures of its Chairperson and Clerk and its corporate seal or a facsimile thereof to be imprinted or impress thereon, all as of the date of original issue shown above.

SANITARY AND IMPROVEMENT DISTRICT
NO. 299 OF SARPY COUNTY, NEBRASKA

By: 
Chairperson

(SEAL)

ATTEST:


Clerk

CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds of the issue designated therein and issued under the provisions of the Resolution authorizing said issue.

Bankers Trust Company
Omaha, Nebraska
As Paying Agent and Registrar

By: _____
Authorized Signature

FORM OF ASSIGNMENT

For value received _____ hereby sells, assigns and transfers unto _____ the within-mentioned bond and hereby irrevocably constitutes and appoints _____, Attorney, to transfer the same on the books of registration in the office of the within-mentioned Paying Agent and Registrar with full power and substitution in the premises.

Dated: _____

Registered Owner

Registered Owner

Witness: _____

Note: The signature of this assignment must correspond with the name as written on the face of the within-mentioned bond in every particular, without alteration, enlargement or any change whatsoever.

Section 11. Said Bonds shall be and are hereby sold to Smith Hayes Financial Services at a price equal to 92.00% of the principal amount thereof, plus accrued interest to the date of delivery, which purchase price shall be paid to the County Treasurer of Sarpy County, Nebraska. All accrued interest received from the sale of said Bonds shall be paid to the Bond Fund of the District and applied to pay the first interest falling due on said Bonds. \$27,716 of said proceeds shall be paid to the Paying Agent and Registrar and then applied to pay a portion of the cost of issuance of said Bonds as reflected in Exhibit A. The remainder of said proceeds, along with cash from the District's Bond Fund, shall be immediately applied as described in Section 1, to the payment and redemption of construction fund warrants.

Section 12. Upon receipt by the Paying Agent and Registrar of evidence satisfactory to it that the purchase price for the Bonds have been paid to the County Treasurer of Sarpy County, Nebraska, said Paying Agent and Registrar shall deliver the Bonds to Smith Hayes Financial Services.

Section 13. Sanitary and Improvement District No. 299 of Sarpy County, Nebraska, hereby covenants to the purchasers and holders of the Bonds that it will make no use of the proceeds of the Bonds which would cause the Bonds to be arbitrage bonds within the meaning of Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and further covenants to comply with Sections 103 and 148 and all applicable regulations thereunder throughout the term of said bond issue. The District hereby covenants 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 Bonds; and (b) to the extent that it may lawfully do so, the District hereby designates the Bonds 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 Bonds are issued.

Section 14. Sanitary and Improvement District No. 299 of Sarpy County, Nebraska, hereby covenants and agrees as follows: the improvements and/or facilities being financed or refinanced 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 said Bonds; 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 said Bonds.

Section 15. The Chairperson and Board of Trustees hereby approve the Preliminary Official Statement with respect to the Bonds and the information contained therein, and the Chairperson and Clerk or either of them are authorized to approve and deliver a final Official Statement for and on behalf of the District, said Official Statement to be delivered in accordance with the requirements of Reg. Sec. 240.15c2-12 of the Securities and Exchange Commission.

Section 16. The District hereby agrees, while the Bonds are outstanding and in accordance with the requirements of Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission (the "Commission:), the District, being the only "obligated person" with respect to the Bonds, and being an "obligated person" with respect to no more than \$10,000,000 in aggregate amount of outstanding municipal securities (including the Bonds), agrees that it will provide the following continuing disclosure information to the Municipal Securities Rulemaking board (the "MSRB") in an electronic format as prescribed by the MSRB:

(a) at least annually, financial information or operating data for the District which is customarily prepared by the District and is publicly available, consisting of the District's audited financial statements;

(b) in a timely manner not in excess of ten (10) business days after the occurrence of the event, notice of the occurrence of any of the following events with respect to the Bonds:

(1) principal and interest payment delinquencies;

(2) non-payment related defaults, if material;

(3) unscheduled draws on debt service reserves reflecting financial difficulties;

(4) unscheduled draws on credit enhancements reflecting financial difficulties;

(5) substitution of credit or liquidity providers, or their failure to perform;

(6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;

(7) modifications to rights of the holders of the Bonds, if material;

(8) bond calls, if material, and tender offers;

(9) defeasances;

(10) release, substitution, or sale of property securing repayment of the Bonds, if material;

(11) rating changes;

(12) bankruptcy, insolvency, receivership or similar events of the District (this event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the District in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the District, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the District);

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

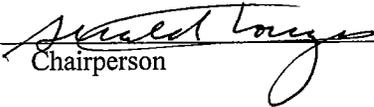
(14) appointment of a successor or additional trustee or the change of name of a trustee, if material.

The District has not undertaken to provide notice of the occurrence of any other event, except the events listed above.

The District agrees that all documents provided to the MSRB under the terms of this continuing disclosure undertaking shall be in such electronic format and accompanied by such identifying information as shall be prescribed by the MSRB. The District reserves the right to modify from time to time the specific types of information provided or the format of the presentation of such information or the accounting methods in accordance with which such information is presented, to the extent necessary or appropriate in the judgment of the District, consistent with the Rule. The District agrees that such covenants are for the benefit of the registered owners of the Bonds (including

Beneficial Owners) and that such covenants may be enforced by any registered owner or Beneficial Owner, provided that any such right to enforcement shall be limited to specific enforcement of such undertaking and any failure shall not constitute an event of default under the Resolution. The continuing disclosure obligations of the District, as described above, shall cease when none of the Bonds remain outstanding.

Adopted the 10th day of November, 2015.


Chairperson

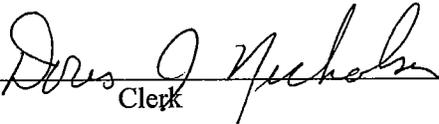

Clerk

Exhibit A

COSTS OF ISSUANCE DETAIL

Bond Counsel Warrant Fee (CF Warrants 1-165)	\$ 11,381.00
Bond Counsel Doc Prep Fee	500.00
Bond Counsel	5,260.00
Underwriter's Counsel	3,500.00
Local Counsel	6,575.00
Registrar and Paying Agent Origination	500.00
TOTAL	\$ 27,716.00

GENERAL FUND

WARRANT OF SANITARY AND IMPROVEMENT DISTRICT NO. 299 OF SARPY COUNTY, NEBRASKA

TO: TREASURER OF SARPY COUNTY, NEBRASKA NO. G-15-749

(Ex Officio Treasurer of the District) DATE November 10, 2015

PAY TO Omaha World-Herald Media Group OR SUBSEQUENT REGISTERED OWNER HEREOF

Twenty-two & 55/100 DOLLARS (\$ 22.55)

AND CHARGE TO THE GENERAL ACCOUNT OF THE DISTRICT. IF THIS WARRANT IS REGISTERED BY THE COUNTY TREASURER, THE FOLLOWING PROVISIONS SHALL APPLY: THIS WARRANT SHALL DRAW INTEREST AT THE RATE OF 7% PER CENTUM PER ANNUM FROM DATE OF REGISTRATION UNTIL PAID, PAYABLE UPON REDEMPTION HEREOF. PAYMENT OF PRINCIPAL AND ACCRUED INTEREST THEN DUE SHALL BE MADE UPON PRESENTATION OF THIS WARRANT TO THE PAYING AGENT. THE REGISTRAR SHALL MAINTAIN RECORDS OF THE OWNERSHIP AND TRANSFER HEREOF AND THE DISTRICT. THE COUNTY TREASURER AND THE PAYING AGENT AND REGISTRAR MAY TREAT THE REGISTERED OWNER AS SHOWN BY SUCH RECORDS AS THE ABSOLUTE OWNER FOR ALL PURPOSES. THE OWNERSHIP OF THIS WARRANT MAY BE TRANSFERRED ONLY UPON PRESENTATION HEREOF TO THE REGISTRAR, ACCOMPANIED BY AN ASSIGNMENT IN FORM SATISFACTORY TO THE REGISTRAR, DULY EXECUTED BY THE REGISTERED OWNER OR DULY AUTHORIZED AGENT. THIS WARRANT SHALL BECOME DUE ON NOVEMBER 10, 2016 (UNLESS REDEEMED PRIOR TO SAID DATE). NOTICE OF REDEMPTION PRIOR TO MATURITY SHALL BE MAILED TO THE REGISTERED OWNER AT LEAST 7 DAYS PRIOR TO REDEMPTION DATE. THE PAYING AGENT AND REGISTRAR FOR THIS WARRANT IS:

BANKERS TRUST COMPANY
OMAHA, NEBRASKA

[Signature] CHAIR
[Signature] CLERK

IN PAYMENT OF _____

GENERAL FUND

CONSTRUCTION FUND

WARRANT OF SANITARY AND IMPROVEMENT DISTRICT NO. 299 OF SARPY COUNTY, NEBRASKA

TO: TREASURER OF SARPY COUNTY, NEBRASKA

NO. G-15-750

DATE November 10, 2015

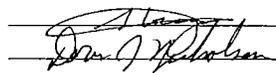
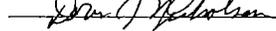
PAY TO Smith Hayes Financial Services
Three Thousand & 00/100

OR SUBSEQUENT REGISTERED OWNER HEREOF
DOLLARS (\$ 3,000.00)

CONSTRUCTION FUND

AND CHARGE TO THE CONSTRUCTION ACCOUNT OF THE DISTRICT.
IF THIS WARRANT IS REGISTERED BY THE COUNTY TREASURER, THE FOLLOWING PROVISIONS SHALL APPLY:
THIS WARRANT SHALL DRAW INTEREST AT THE RATE OF 7% PER CENTUM PER ANNUM FROM DATE OF REGISTRATION UNTIL PAID, PAYABLE UPON
MAY 15, 2016 AND ANNUALLY THEREAFTER, THROUGH THE PAYING AGENT, WHO SHALL MAIL A CHECK OR WARRANT FOR SUCH INTEREST TO THE REGISTERED HOLDER HEREOF AT
THE ADDRESS SHOWN ON THE RECORDS OF THE REGISTRAR. PAYMENT OF PRINCIPAL AND ACCRUED INTEREST THEN DUE SHALL BE MADE UPON PRESENTATION OF THIS WARRANT TO THE PAYING AGENT.
THE REGISTRAR SHALL MAINTAIN RECORDS OF THE OWNERSHIP AND TRANSFER HEREOF AND THE DISTRICT, THE COUNTY TREASURER AND THE PAYING AGENT AND REGISTRAR MAY TREAT THE REGIS-
TERED OWNER AS SHOWN BY SUCH RECORDS AS THE ABSOLUTE OWNER FOR ALL PURPOSES. THE OWNERSHIP OF THIS WARRANT MAY BE TRANSFERRED ONLY UPON PRESENTATION HEREOF TO THE
REGISTRAR, ACCOMPANIED BY AN ASSIGNMENT IN FORM SATISFACTORY TO THE REGISTRAR, DULY EXECUTED BY THE REGISTERED OWNER OR DULY AUTHORIZED AGENT.
THIS WARRANT SHALL BECOME DUE ON November 10, 2020 (UNLESS REDEEMED PRIOR TO SAID DATE), SUBJECT TO EXTENSION OF SUCH MATURITY DATE BY ORDER
OF THE DISTRICT COURT OF SAID COUNTY AFTER NOTICE AS PROVIDED BY LAW. NOTICE OF REDEMPTION PRIOR TO MATURITY SHALL BE MAILED TO THE REGISTERED OWNER AT LEAST 7 DAYS PRIOR
TO REDEMPTION DATE.
THE PAYING AGENT AND REGISTRAR FOR THIS WARRANT IS:

**BANKERS TRUST COMPANY
OMAHA, NEBRASKA**

 CHAIR
 CLERK

IN PAYMENT OF

CONSTRUCTION FUND

WARRANT OF SANITARY AND IMPROVEMENT DISTRICT NO. 299 OF SARPY COUNTY, NEBRASKA

TO: TREASURER OF SARPY COUNTY, NEBRASKA

NO. G-15-751

DATE November 10, 2015

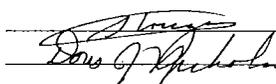
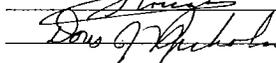
PAY TO Smith Hayes Financial Services
One Hundred Fifty & 00/100

OR SUBSEQUENT REGISTERED OWNER HEREOF
DOLLARS (\$ 150.00)

CONSTRUCTION FUND

AND CHARGE TO THE CONSTRUCTION ACCOUNT OF THE DISTRICT.
IF THIS WARRANT IS REGISTERED BY THE COUNTY TREASURER, THE FOLLOWING PROVISIONS SHALL APPLY:
THIS WARRANT SHALL DRAW INTEREST AT THE RATE OF 7% PER CENTUM PER ANNUM FROM DATE OF REGISTRATION UNTIL PAID, PAYABLE UPON
MAY 15, 2016 AND ANNUALLY THEREAFTER, THROUGH THE PAYING AGENT, WHO SHALL MAIL A CHECK OR WARRANT FOR SUCH INTEREST TO THE REGISTERED HOLDER HEREOF AT
THE ADDRESS SHOWN ON THE RECORDS OF THE REGISTRAR. PAYMENT OF PRINCIPAL AND ACCRUED INTEREST THEN DUE SHALL BE MADE UPON PRESENTATION OF THIS WARRANT TO THE PAYING AGENT.
THE REGISTRAR SHALL MAINTAIN RECORDS OF THE OWNERSHIP AND TRANSFER HEREOF AND THE DISTRICT, THE COUNTY TREASURER AND THE PAYING AGENT AND REGISTRAR MAY TREAT THE REGIS-
TERED OWNER AS SHOWN BY SUCH RECORDS AS THE ABSOLUTE OWNER FOR ALL PURPOSES. THE OWNERSHIP OF THIS WARRANT MAY BE TRANSFERRED ONLY UPON PRESENTATION HEREOF TO THE
REGISTRAR, ACCOMPANIED BY AN ASSIGNMENT IN FORM SATISFACTORY TO THE REGISTRAR, DULY EXECUTED BY THE REGISTERED OWNER OR DULY AUTHORIZED AGENT.
THIS WARRANT SHALL BECOME DUE ON November 10, 2020 (UNLESS REDEEMED PRIOR TO SAID DATE), SUBJECT TO EXTENSION OF SUCH MATURITY DATE BY ORDER
OF THE DISTRICT COURT OF SAID COUNTY AFTER NOTICE AS PROVIDED BY LAW. NOTICE OF REDEMPTION PRIOR TO MATURITY SHALL BE MAILED TO THE REGISTERED OWNER AT LEAST 7 DAYS PRIOR
TO REDEMPTION DATE.
THE PAYING AGENT AND REGISTRAR FOR THIS WARRANT IS:

**BANKERS TRUST COMPANY
OMAHA, NEBRASKA**

 CHAIR
 CLERK

IN PAYMENT OF

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, October 28, 2015 Papillion Times

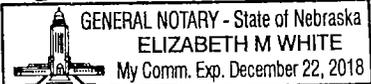
And that said newspaper is a legal newspaper under the statutes of the State of Nebraska. The above facts are within my personal knowledge.

Shon Barenklau

Shon Barenklau OR Ron Petak
Publisher Executive Editor

Today's Date 10-28-2015
Signed in my presence and sworn to before me:

Elizabeth M White
Notary Public



Printer's Fee \$ 11.48
Customer Number: 26207
Order Number: 0001903188

ADAMS & SULLIVAN, P.C., L.L.O.
ATTORNEYS AT LAW
1246 GOLDEN GATE DRIVE, SUITE 1
PAPILLION, NE 68046
(402) 339-9550

NOTICE OF MEETING
SANITARY AND IMPROVEMENT
DISTRICT NO. 299
SARPY COUNTY, NEBRASKA

Notice is hereby given that a meeting for the Board of Trustees of Sanitary and Improvement District No. 299 of Sarpy County, Nebraska, will be held at 2:00 p.m. on November 3, 2015 at Birchwood Homes, Inc., 11205 S. 150th Street, Suite 100, Omaha, Nebraska, which meeting will be open to the public.

An Agenda for such meeting, kept continuously current, is available for public inspection at 1246 Golden Gate Drive, Suite 1, Papillion, Nebraska which includes payment of the bills of the District.

Doris Nicholson
Clerk of the District

1903188; 10/28



SMITH HAYES FINANCIAL SERVICES CORPORATION

INVOICE

Customer

Name **SID #299 c/o Adams & Sullivan, P.C.**
 Address **1246 Golden Gate Drive, Suite 1**
 City **Papillion** State NE ZIP **68046-2843**
 Phone _____

Date **11/2/2015**
 Order No. _____
 Rep _____
 FOB _____

	Description	Invoice Total	TOTAL
2-Nov	Reimbursement of payment to Kutak Rock LLP	\$ 3,000.00	\$ 3,000.00
~~~~~THANK YOU~~~~~			

**Payment Details**

- Cash
  - Check
  - Other
- _____  
 _____

SubTotal	\$3,000.00
Shipping & Handling	\$ -
Taxes State	\$ -
<b>TOTAL</b>	<b>\$ 3,000.00</b>

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September 10, 2014

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

**Wire Transfer Remit To:**  
ABA # 104000016  
First National Bank of Omaha  
Kutak Rock LLP  
A/C # 24-690470  
Reference: 653901-15

Mr. Blaine Spady  
Smith Hayes Financial Services Corp.  
Suite 200  
1225 L Street  
Lincoln, NE 68501

Invoice No. 1987000  
653901-15

**Sanitary and Improvement District No. 299  
of Sarpy County, Nebraska  
(Aspen Creek)  
Construction Fund Warrants**

**Sanitary and Improvement District No. 299  
of Sarpy County, Nebraska  
(Aspen Creek)  
General Fund Warrants**

For professional services rendered and expenses incurred as counsel to Smith Hayes Financial Services Corp. in connection with the issuance of the above-captioned warrants, including the following: (i) review of overall structure of the transaction; (ii) review of federal and state law and various agreements; (iii) prepare Warrant Offering Circular; (iv) participation on telephone conferences; and (v) prepare resolution language for adoption of Warrant Offering Circular.

**\$3,000.00**

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