

MINUTES OF MEETING OF BOARD OF TRUSTEES OF
SANITARY AND IMPROVEMENT DISTRICT NO. 180
OF SARPY COUNTY, NEBRASKA

The meeting of the Board of Trustees of Sanitary and Improvement District No. 180 of Sarpy County, Nebraska, was convened in public and open session at 4:00 p.m. on the 6th day of October, 2009 at N.P. Dodge Real Estate Company located at 4912 Shannon Drive, Papillion, Nebraska. Present were the following Trustees of the District: Sherry J. Fletcher, Lori Pickette, Susan Decker, and Alan Moore. Trustee Perrone arrived late to the meeting. Absent were the following Trustees: none. Present by invitation were Ronald W. Hunter, attorney for the District; Kristi Bland, his assistant; and Dave Harnisch, and Dennis Wilson, of HGM Associates, Inc. Also present were Tom Reed and Ron Moore, both taxpayers living in the District. Notice of the meeting was given in the Papillion Times on October 1, 2009, all as provided in the Proof of Publication being attached to these Minutes. A copy of the Acknowledgment of Receipt of Notice signed by all the Trustees is attached to these Minutes. Availability of the Agenda was communicated in the published Notice and in the Notice of the meeting. All proceedings of the Board were taken while the convened meeting was held open to the attendance of the public.

The attorney for the District certifies that these Minutes were written and available for public inspection within ten (10) working days and prior to the next convened meeting of the Board of Trustees.

The Chairman called the meeting to order and called the roll.

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

The Chairman stated the first order of business was an update from the engineers. Mr. Harnisch stated that there were a few more items to be completed for the paving repair project.

Mr. Harnisch handed out a proposal from Todco Barricade Company for removing the existing reflector tape at a cost of \$3,213.00 and to replace curbing and turn lanes with paint at a cost of \$2,805.00. The Trustees instructed HGM Associates, Inc. to have Todco proceed.

The Chairman stated the next order of business was property owner questions or concerns. In connection with recent vandalism in the park, the Chairman stated that the SID did not complete a police report. After a full and complete discussion, the following Resolution was proposed by Trustee Perrone and seconded by Trustee Moore, to-wit:

RESOLVED, that the Chairman is hereby given the authority to report the park vandalism and any future acts of vandalism

as deemed necessary to the Sarpy County Sheriff's office.

On the foregoing Resolution, the following Trustees voted "aye": Trustees Fletcher, Perrone, Moore, Decker, and Pickette; voting "nay" thereon were the following: none. The Chairman then declared said Resolution was duly carried and adopted.

Trustee Decker stated that speeding is becoming an issue on Timberridge near the school. The Trustees instructed Ms. Bland to contact Sarpy County and request additional speed control in this area during school hours.

With the budgets now completed, the Chairman stated the Trustees would like future notices for this District to be published in the Bellevue Leader.

The Chairman stated the next order of business was an e-mail, dated September 19, 2009, from Tom Reed regarding erosion issue behind his house located at 11913 South 47th Street. Mr. Reed stated that there is severe erosion between his house and his next door neighbor, Ron Moore. After reviewing the area, the engineers noted that the apparent cause of the erosion is caused by the storm sewer drain which was stopped short of the drainage creek. After a full and complete discussion, the following Resolution was proposed by Trustee Moore and seconded by Trustee Pickette, to-wit:

RESOLVED, that HGM Associates, Inc. is hereby authorized and directed to review the erosion issue near 11913 South 47th Street and prepare recommendations and a cost estimate to be reviewed at the next meeting.

On the foregoing Resolution, the following Trustees voted "aye": Trustees Fletcher, Perrone, Moore, Decker, and Pickette; voting "nay" thereon were the following: none. The Chairman then declared said Resolution was duly carried and adopted.

At this point in the meeting, both Mr. Reed and Mr. Moore left the meeting.

The Chairman stated the next order of business was a request from Joseph Breglia to install a 4-way stop sign at the intersection of Maass Road and Lakeshore Drive. After reviewing this issue in detail, the Trustees determined no action would be taken regarding this request.

The Chairman stated the next order of business was to approve an updated warrant Offering Circular. After a full and complete discussion, the following Resolutions were proposed by the Chairman and seconded by Trustee Moore, to-wit:

BE IT RESOLVED that the Offering Circular dated October 6, 2009 (including the Addendum attached thereto, the "Offering Circular") pertaining to the offering by the District from time to time of its construction fund warrants (the "Warrants") is hereby

approved in substantially the form attached hereto, the Chairman of the Board of Trustees is hereby authorized and directed to execute the Offering Circular in substantially the form and content attached hereto, but with such changes, modifications, deletions or additions therein as shall to the Chairman seem necessary, desirable or appropriate (provided that Ameritas Investment Corp., acting as fiscal agent to the District, and without further approving action by the Chairman or this Board, is hereby authorized to insert on behalf of the District into each Addendum relating to an offering of Warrants, the numerical and statistical information specific to each such offering), the Offering Circular as of its date is hereby deemed final within the meaning of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (except for any one or more of the permitted omissions specified by paragraph (b) of such Rule 15c2-12), and the distribution of the Offering Circular by Ameritas Investment Corp. as underwriter, with respect to each offering of Warrants described by an Addendum is hereby authorized and approved.

(a) That the District does hereby covenant and agree and enter into a written undertaking for the benefit of the holders and beneficial owners of the Warrants in accordance with Section (b)(5)(i) of Securities and Exchange Commission Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (17 C.F.R. § 240.15c2-12) (the "Rule"). Capitalized terms used in this Undertaking and not otherwise defined in this Undertaking shall have the meanings assigned such terms in subsection (d) hereof. It being the intention of the District that there be full and complete compliance with the Rule, this Undertaking shall be construed in accordance with the written interpretative guidance and no-action letters published from time to time by the Securities and Exchange Commission and its staff with respect to the Rule.

(b) The District undertakes to provide the following information as provided in this Undertaking:

- (i) Annual Financial Information;
- (ii) Audited Financial Statements, if any; and
- (iii) Material Event Notices.

(c)(I) The District shall while any Warrants are outstanding provide the Annual Financial Information on or before the date which is 270 days after the end of each fiscal year of the District (the "Report Date") to the MSRB in an electronic format accompanied by identifying information as prescribed by the MSRB. The District shall include with each submission of Annual Financial Information a written representation to the

effect that the Annual Financial Information is the Annual Financial Information required by this Undertaking and that it complies with the applicable requirements of this Undertaking and that it has been provided to the MSRB. If the District changes its fiscal year, it shall provide written notice of the change of fiscal year to the MSRB. It shall be sufficient if the District provides to the MSRB any or all of the Annual Financial Information by specific reference to documents previously provided to the MSRB or filed with the Securities and Exchange Commission and, if such a document is a final official statement within the meaning of the Rule, available from the MSRB.

(ii) If not provided as part of the Annual Financial Information, the District shall provide the Audited Financial Statements when and if available while any Warrants are outstanding to the MSRB.

(iii) If a Material Event occurs while any Warrants are Outstanding, the District shall provide a Material Event Notice in a timely manner to the MSRB. Each Material Event Notice shall be so captioned and shall prominently state the date and title of the Warrants.

(iv) The District shall provide in a timely manner to the MSRB notice of any failure by the District while any Warrants are outstanding to provide to the MSRB Annual Financial Information on or before the Report Date.

(v) Any filing or report under this Undertaking may be made solely by transmitting such filing or report to the MSRB in an electronic format accompanied by identifying information as prescribed by the MSRB.

(d) The following are the definitions of the capitalized terms used in this Undertaking and not otherwise defined in this Undertaking:

“Annual Financial Information” means the financial information or operating data with respect to the District, provided at least annually, of the type included under the caption “THE DISTRICT” in the offering circular with respect to the Warrants and in Appendix B thereto. The financial statements included in the Annual Financial Information shall be prepared in accordance with generally accepted accounting principles (“GAAP”) for governmental units as prescribed by the Government Accounting Standards Board (“GASB”). Such financial statements may, but are not required to be, Audited Financial Statements.

“Audited Financial Statements” means the District’s annual financial statements, prepared in accordance with GAAP for

governmental units as prescribed by GASB, which financial statements shall have been audited by such auditor as shall be then required or permitted by the laws of the State of Nebraska.

“Material Event” means any of the following events, if material, with respect to the Warrants:

- (A) Principal and interest payment delinquencies;
- (B) Non-payment related defaults;
- (C) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (D) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (E) Substitution of credit or liquidity providers, or their failure to perform;
- (F) Adverse tax opinions or events affecting the tax-exempt status of the Warrants;
- (G) Modifications to rights of Warrantholders;
- (H) Bond calls;
- (I) Defeasances;
- (J) Release, substitution or sale of property securing repayment of the Warrants; and
- (K) Rating changes.

“Material Event Notice” means electronic notice of a Material Event.

“MSRB” means the Municipal Securities Rulemaking Board. On July 1, 2009 the MSRB became the sole repository to which the District must electronically submit Annual Financial Information, Audited Financial Statements, if any, and Material Event Notices pursuant to this Undertaking. Reference is made to Commission Release No. 34-59062, December 8, 2008 (the “Release”) relating to the MSRB’s Electronic Municipal Market Access (“EMMA”) system for municipal securities disclosure which became effective on July 1, 2009. To the extent applicable to this Undertaking, the District shall comply with the Release and with EMMA.

(e)(i) The continuing obligation hereunder of the District to provide Annual Financial Information, Audited Financial Statements, if any, and Material Event Notices shall terminate immediately once the Warrants no longer are outstanding. This Undertaking, or any provision hereof, shall be null and void in the event that the District obtains an opinion of nationally recognized bond counsel to the effect that those portions of the Rule which require this Undertaking, or any such provision, are invalid, have been repealed retroactively or otherwise do not apply to the Warrants, provided that the

District shall have provided notice of such delivery and the cancellation of this Undertaking to the MSRB.

(ii) This Undertaking may be amended, without the consent of the Warrantholders, but only upon the District obtaining an opinion of nationally recognized bond counsel to the effect that such amendment, and giving effect thereto, will not adversely affect the compliance of this Undertaking by the District with the Rule, provided that the District shall have provided notice of such delivery and of the amendment to the MSRB. Any such amendment shall satisfy, unless otherwise permitted by the Rule, the following conditions:

(A) The amendment may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law or change in the identity, nature or status of the obligated person or type of business conducted;

(B) This Undertaking, as amended, would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(C) The amendment does not materially impair the interests of Warrantholders, as determined either by parties unaffiliated with the District (such as nationally recognized bond counsel), or by approving vote of Warrantholders pursuant to the terms of the Resolution at the time of the amendment.

The initial Annual Financial Information after the amendment shall explain, in narrative form, the reasons for the amendment and the effect of the change, if any, in the type of operating data or financial information being provided.

(f) Any failure by the District to perform in accordance with this Undertaking shall not constitute an Event of Default with respect to the Warrants. If the District fails to comply herewith, any Warrantholder or beneficial owner may take such actions as may be necessary and appropriate, including seeking specific performance by court order, to cause the District to comply with its obligations hereunder.

On the foregoing Resolutions, the following Trustees voted "aye": Trustees Fletcher, Perrone, Moore, Decker, and Pickette; voting "nay" thereon were the following: none. The Chairman then declared said Resolutions were duly carried and adopted.

The following are reporting items for the Trustees' information and required no action: financial statements for July and August, 2009, from Beverly J. Burr.

The next meeting date of the Board was discussed. The Trustees agreed that the

next meeting shall be at 4:00 p.m. on November 17, 2009 at 4912 Shannon Drive, Papillion, Nebraska.

The Chairman stated the next item on the Agenda was the Board's consideration of the hereinafter described statements, bills and invoices. After a full and complete discussion, the following Resolutions were moved by the Chairman and seconded by Trustee Decker, to-wit:

BE IT RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 180 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby are authorized and directed to execute and deliver General Fund Warrant Nos. 5600 through Warrant No. 5610 of the District, dated the date of this meeting, to the following payees and in the following amounts, said Warrants to be drawn on the General Fund of the District and to draw interest at the rate of seven percent (7%) per annum and to be redeemed no later than October 6, 2012, 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. 5600 in the amount of \$10.73 made payable to PAPILLION TIMES, per Customer No. 28928, Order No. 0001140978-01, attached.

WARRANT NO. 5601 in the amount of \$4,467.86 made payable to O.P.P.D., per Account No. 5724100090, dated 09/29/09, attached.

WARRANT NO. 5602 in the amount of \$1,260.00 made payable to ROYAL LAWNS, INC., per Invoice No. 449, attached.

WARRANT NOS. 5603 through WARRANT NO. 5606 in the amounts of \$5,000.00 each and WARRANT NO. 5607 in the amount of \$2,622.24 for a total of \$22,622.24 made payable to HGM ASSOCIATES, INC., per Client No. 7243, Invoice No. 70517-5, attached.

WARRANT NO. 5608 in the amount of \$134.88 made payable to SWISHER HYGIENE FRANCHISE TRUST, per Consolidated Invoice No. 20810528, attached.

WARRANT NO. 5609 in the amount of \$5,000.00 and WARRANT NO. 5610 in the amount of \$965.00 for a total of \$5,965.00 made payable to RONALD W. HUNTER, per Statements dated 09/11/09 and 10/05/09, attached.

BE IT FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 180 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 benefitted 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. 180 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 \$5,000,000.00 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. 180 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 Sections 1.148-2 (b)(2) of the Income Tax Regulations under the Internal Revenue Code of 1986, as amended.

On the foregoing Resolutions, the following Trustees voted "aye": Trustees Fletcher, Moore, Perrone, Decker, and Pickette. Voting "nay" thereon were the following: None. It was then declared that said Resolutions were duly carried and adopted.

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

SHERRY J. FLETCHER, Chairman

LORI PICKETTE, Clerk

CHRISTOPHER PERRONE, Trustee

ALAN MOORE, Trustee

SUSAN DECKER, Trustee