

MINUTES OF MEETING

OF

SANITARY AND IMPROVEMENT DISTRICT NO. 1 OF CASS COUNTY, NEBRASKA

A meeting of the Board of Trustees of Sanitary and Improvement District No. 1 of Cass County, Nebraska, was convened in open and public session on the 11th day of June, 2017, and to be held immediately following the 10:30 a.m., Homeowners Association meeting, at the Cobb Community Center located within the Lake Wa-Con-Da subdivision in Union, Nebraska.

Present: Gary Kaplan, Jon Meyers and Hugh I. Abrahamson.

Absent: Phillip G. Wright and Wayne Breyfogle.

Notice of the meeting was given in advance thereof by publication in The Plattsmouth Journal on June 8, 2017, a copy of the proof of publication being attached to these minutes. Notice of this meeting was simultaneously given to all members of the Board of Trustees, and a copy of their acknowledgment of receipt of notice is attached to these minutes. Availability of the agenda was communicated in the published notice and in the notice to the Trustees of this meeting. All proceedings of the Board were taken while the convened meeting was open to the attendance of the public. The agenda was at all times available at the office for the District at Regency Center, Suite 300, 10250 Regency Circle, Omaha, Nebraska 68114.

It was first 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.

There were next presented statements from Nebraska Public Power District, for lighting at Highway 75, from March, 2017, through May, 2017, in the aggregate amount of Thirty-Three and 56/100 Dollars (\$33.56). The Board was next reminded that it has a credit balance in the amount of Ninety-Nine and 44/100 Dollars (\$99.44), and no payment is due at this time.

There were next presented statements of Summary Account #5843000090 from Omaha Public Power District, for street lights and other electrical services, in the aggregate amount of Four Thousand Nine Hundred Fifty and 49/100 Dollars (\$4,950.49).

There was next presented a statement from Wiles Bros Fertilizer, Inc., for ten gallons of Mecamined, Invoice #2044, in the amount of Three Hundred Sixty-Four and 49/100 Dollars (\$364.49).

There were next presented statements from One Call Concepts, Inc., for line locates within the District, as follows: (i) Invoice #7040573, in the amount of Three and no/100 Dollars (\$3.00), and (ii) Invoice #7050575, in the amount of Three and 42/100 Dollars (\$3.42); said statements being in the aggregate amount of Six and 42/100 Dollars (\$6.42). **The Board was next reminded that it has a credit balance in the amount of Fifty-Six and 64/100 Dollars (\$56.64) and no payment is due at this time.**

There was next presented correspondence from Thompson, Dreessen & Dorner, Inc., engineers for the District, presenting and recommending payment in favor of Noerrlinger Construction, Inc., for equipment rental, Invoice #580, in the amount of One Thousand Fifty-Six and 50/100 Dollars (\$1,056.50).

There was next presented correspondence from Gary Kaplan, requesting a down payment to Midwest Farmers Cooperative, for the propane contract, in the amount of Seventy and no/100 Dollars (\$70.00).

There was next presented correspondence from Jim Noerrlinger, requesting payment to be made to Agrivision Equipment Group, for the purchase of fertilizer spreader, in the amount of Eight Thousand Five Hundred Forty-Five and 50/100 Dollars (\$8,545.50).

There was next presented correspondence from Jim Noerrlinger, requesting payment to be made to Stock Seed Farms, for the purchase of 3,000 pounds of fescue seed, Invoice #1-102485, in the amount of Five Thousand Six Hundred Ninety-Seven and no/100 Dollars (\$5,697.00).

There were next presented statement from Thompson, Dreessen & Dörner, Inc., engineers for the District, for services rendered in miscellaneous District maintenance matters through April 30, 2017, as follows: (i) Invoice #120221, in the amount of Three Hundred Eighty-Five and no/100 Dollars (\$385.00), and (ii) Invoice #120661, in the amount of One Thousand Three Hundred Sixty-Four and 50/100 Dollars (\$1,364.50); said statements being in the aggregate amount of One Thousand Seven Hundred Forty-Nine and 50/100 Dollars (\$1,749.50).

There was next presented a statement from Pansing Hogan Ernst & Bachman LLP, attorneys for the District, for legal services performed in miscellaneous District matters through May 31, 2017, in the amount of Three Thousand Four Hundred One and 50/100 Dollars (\$3,401.50), and costs advanced in the amount of Fifty-One and 83/100 Dollars (\$51.83); said statement being in the aggregate amount of Three Thousand Four Hundred Fifty-Three and 33/100 Dollars (\$3,453.33).

There was next presented correspondence from Gary Kaplan and Jim Noerrlinger, requesting reimbursement to the Lake Waconda Association, as follows: (i) Purchase of flood insurance from Wright National Flood Insurance Company, in the amount of Six Hundred Fifty and no/100 Dollars (\$650.00), (ii) Mike Litke's Tree Service, in the amount of Four Thousand Seven Hundred Ninety-Two and 50/100 Dollars (\$4,792.50), (iii) Rhylander Welding & Mfg., Invoice #1735, in the amount of Forty-Two and 39/100 Dollars (\$42.39), and (iv) Bomgaars, Invoice #36313116, in the amount of Forty-Nine and 20/100 Dollars (\$49.20); said statements being in the aggregate amount of Five Thousand Five Hundred Thirty-Four and 09/100 Dollars (\$5,534.09).

The previously described bills, invoices, recommendations and statements having been presented for the Board's consideration and after review and discussion of such items, the following resolution was duly moved and passed on a **3-0** vote.

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 1 of Cass County, Nebraska, that the Chairman and Clerk be and they hereby authorized and directed to execute and deliver Warrant Nos. 5170 through 5181, 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 six percent (6%) per annum and to be redeemed no later than June 11, 2020, subject to extension of said maturity date by order of the District Court of Cass County, Nebraska, after notice is given as required by law, to-wit:

Warrant No. 5170, for the amount of Four Thousand Nine Hundred Fifty and 49/100 Dollars (\$4,950.49), payable to Omaha Public Power District, Account #5843000090.

Warrant No. 5171, for the amount of Three Hundred Sixty-Four and 49/100 Dollars (\$364.49), payable to Wiles Bros Fertilizer.

Warrant No 5172, for the amount of One Thousand Fifty-Six and 50/100 Dollars (\$1,056.50), payable to Noerrlinger Construction, Inc.

Warrant No. 5173, for the amount of Seventy and no/100 Dollars (\$70.00), payable to Midwest Farmers Cooperative.

Warrant No. 5174, for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 5175, for the amount of Three Thousand Five Hundred Forty-Five and 50/100 Dollars (\$3,545.50), payable to Agrivision Equipment Group.

Warrant No. 5176, for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 5177, for the amount of Six Hundred Ninety-Seven and no/100 Dollars (\$697.00), payable to Stock Seed Farms.

Warrant No 5178, for the amount of One Thousand Seven Hundred Forty-Nine and 50/100 Dollars (\$1,749.50), payable to Thompson, Dreesen & Dorner, Inc.

Warrant No. 5179, for the amount of Three Thousand Four Hundred Fifty-Three and 33/100 Dollars (\$3,453.33), payable to Pansing Hogan Ernst & Bachman LLP.

Warrant No. 5180, for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 5181, for the amount of Five Hundred Thirty-Four and 09/100 Dollars (\$534.09), payable to Lake Waconda Association.

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 1 of Cass County, Nebraska, that both they and the district hereby find and determine and covenant, warrant and agree as follows: the improvements and/or facilities being financed or refinanced by the above Warrants are for essential governmental functions and are designed to serve members of the general public on an equal basis; all said improvements have from the time of their first acquisition and construction been owned, are owned and are to be owned by the District or another political subdivision; to the extent special assessments have been or are to be levied for any of said improvements, such special assessments have been or are to be levied under Nebraska law as a matter of general application to all property specially benefited by said improvements in the District; the development of the land in the District is for residential or commercial use and the development of the land in the District for sale and occupation by the general public has proceeded and is proceeding with reasonable speed; other than any incidental use of said improvements by a developer during the initial period of development of said improvements, there have been, are and will be no persons with rights to use such improvements other than as members of the general public; none of the proceeds of said Bonds or any refinanced indebtedness have been or will be loaned to any private person or entity; the District hereby authorizes and directs the Chairperson or Clerk to file or cause to be filed, when due, an information reporting form pursuant to Section 149(e) of the Internal Revenue Code of 1986, as amended, pertaining to the above Warrants; and the District does not reasonably expect to sell or otherwise dispose of said improvements and/or facilities, in whole or in part, prior to the last maturity of the above Warrants.

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 1 of Cass County, Nebraska, that the District hereby covenants, warrants and agrees as follows: (a) to take all actions necessary under current federal law to maintain the tax exempt status (as to taxpayers generally) of interest on the above Warrants; and (b) to the extent that it may lawfully do so, the District hereby designates the above Warrants as its "qualified tax exempt obligations" under Section 265(b)(3)(B)(i)(III) of the Internal Revenue Code of 1986, as amended, and covenants and warrants that the District does not reasonably expect to issue warrants or bonds or other obligations aggregating in the principal amount of more than \$10,000,000 during the calendar year in which the above Warrants are to be issued.

FURTHER RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 1 of Cass 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 Cass County, Nebraska, as follows:

1. No separate reserve or replacement fund has been or will be established with respect to the above Warrants. The District reasonably anticipates that monies in its Bond Fund reasonably attributable to the above Warrants in excess of the lesser of: (a) ten percent (10%) of the net principal proceeds of the above Warrants, (b) the maximum annual debt service due on the above Warrants, or (c) one hundred twenty-five percent (125%) of average annual debt service due on the above Warrants will be expended for payment of principal of and interest on the above Warrants within thirteen (13) months after receipt of such monies. That amount which is currently held in the District's Bond Fund which exceeds the amount which is to be expended for payment of principal and interest on the above Warrants within thirteen (13) months after receipt of such monies, plus that amount arrived at pursuant to the immediately preceding sentence, will not be invested in any securities or any other investment obligations which bear a yield, as computed in accordance with the actuarial method, in excess of the yield on the above Warrants.

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

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

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

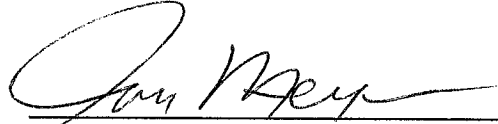
There was next presented a receipt from the Cass County Treasurer representing a deposit to the District's general fund for cash rent from Noerrlinger Farms, Inc., in the amount of Nine Thousand Eight Hundred Thirty-Seven and 50/100 Dollars (\$9,837.50).

The Board next discussed the need to replace the parking and drive area at the Shop in order to provide effective drainage. A recommendation from Daren Konda for 6" of concrete was discussed. Jim Noerrlinger was authorized to solicit bids in hopes that the total will be under Twenty Thousand and no/100 Dollars (\$20,000.00).

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SIGNATURES APPEAR ON THE FOLLOWING PAGE]**

There was next reviewed the Agenda which had been available for public inspection in accordance with the law prior to this meeting of the Board of Trustees and reported that all matters considered by the Board at this meeting appeared on the Agenda.

Jon Meyers, as Clerk for Sanitary and Improvement District No. 1 of Cass County, Nebraska (the "District") does hereby certify that the above proceedings are a true and accurate statement of the proceedings had by the District at its June 11, 2017, meeting.

A handwritten signature in black ink, appearing to read "Jon Meyers", written over a horizontal line.

Jon Meyers, Clerk