



**PAPIO-MISSOURI RIVER
NATURAL RESOURCES DISTRICT
BOARD OF DIRECTORS MEETING MINUTES
April 9, 2015**

PLEDGE OF ALLEGIANCE

MEETING CALLED TO ORDER: A regular meeting of the Papio-Missouri River Natural Resources District Board of Directors was held at the Natural Resources Center, 8901 S. 154th St., Omaha, NE on April 9, 2015. The meeting was called to order by Chairperson David Klug at 7:00 p.m.

NOTIFICATION OF OPEN MEETINGS ACT POSTING AND MEETING PROCEDURE

QUORUM CALL: The following Directors were present for the Quorum Call:

Patrick Bonnett	Dave Klug
Fred Conley	Patrick Leahy
John Conley	Rich Tesar
Tim Fowler	Jim Thompson
Curt Frost	Ron Woodle
Scott Japp	

ADOPTION OF AGENDA:

- **MOTION NO. 1** It was moved by Director Fowler and seconded by Director F. Conley that the agenda be adopted.

Roll call vote was held on the motion. The motion carried on a vote of 11-yea.

Voting Yea	-	Bonnett, F. Conley, J. Conley, Fowler, Frost, Japp, Leahy, Tesar, Thompson, Woodle, Klug
Voting Nay	-	None
Abstaining	-	None
Excused Absence	-	None
Absent	-	None

ADOPTION OF CONSENT AGENDA:

- **MOTION NO. 2** It was moved by Director Tesar and seconded by Director Fowler that the following resolution be adopted:

BE IT RESOLVED that the following resolutions on the consent

agenda are hereby adopted.

Agenda Item 3.A.:

BE IT RESOLVED that the following Directors have excused absences from the April 9, 2015, Board of Directors Meeting:

None to date

Agenda Item 7.A. and 7.B.:

BE IT RESOLVED that the March 12, 2015, Papio-Missouri River NRD Board Meeting minutes and the March 11, 2015, Dakota County Rural Water Advisory Board Meeting minutes be approved as printed.

Roll call vote was held on the motion. The motion carried on a vote of 10-yea and 1-nay.

Voting Yea	-	Bonnett, F. Conley, J. Conley, Fowler, Frost, Leahy, Tesar, Thompson, Woodle, Klug
Voting Nay	-	Japp
Abstaining	-	None
Excused Absence	-	None
Absent	-	None

PROOFS OF PUBLICATION OF MEETING NOTICE: Notice of the meeting was published in the Omaha World Herald on April 2, 2015. The District's February 13, 2015 – March 12, 2015, expenditures were published in the Washington County Enterprise on March 20, 2015. The Chairperson ordered the Proofs of Publication recorded in the minutes of this meeting. (They are contained as part of the file copy of these minutes.)

AGENCY AND ASSOCIATION REPORTS:

A. Natural Resources Conservation Service Report: Neil Jensen from the NRCS Omaha Office gave the March report on NRCS activities. He also reported that Papio Watershed PL566 Structure S-6, which is located at 175th and Giles Road, was approved for assessment of potential rehabilitation. Neil's report is posted to the website and attached to these meeting minutes.

B. Nebraska Association of Resources Districts Report: Director Rich Tesar reported that the NARD is the 2015 recipient of the Nebraska FFA Distinguished Service Award for its commitment to agricultural education and FFA. Director Tim Fowler reported on the NARD Annual Conference which was held March 23-25, 2015, in Washington D.C.

C. Legislative Report – Husch Blackwell: Ron Sedlacek, gave the Legislative Update report. He stated the Governor signed into law LB 164, to provide a biennial budgeting option for natural resources districts and LB 207, to change provisions relating to civil penalties under the Nebraska Chemigation Act. A written copy of his report is attached to these meeting minutes.

D. Lower Platte River Corridor Alliance Report: Meghan Sittler's written report is posted to the website and is attached to these meeting minutes.

SUBCOMMITTEE REPORTS:

A. Ad Hoc Consultant Selection Subcommittee for the WP6 and WP7 Regional Detention Basins: Director Tim Fowler reported that the Ad Hoc Consultant Selection Subcommittee for the WP6 and WP7 Regional Detention Basins met on April 7, 2015, and gave a brief recap of the meeting.

- **MOTION NO. 3** It was moved by Director Fowler that the following recommendation be adopted:

Ad Hoc Recommendation #1: Professional Services Contract with FYRA Engineering – It is recommended that the General Manager be authorized to execute a Professional Services Agreement with FYRA Engineering for Phase 1 of the WP6 and WP7 projects in a not-to-exceed amount of \$265,245.00, subject to changes deemed necessary by the General Manager and approved as to form by District Legal Counsel.

Roll call was held on the motion. The motion carried on a vote of 10-yea and 1-abstention.

Voting Yea	-	Bonnett, F. Conley, J. Conley, Fowler, Frost, Leahy, Tesar, Thompson, Woodle, Klug
Voting Nay	-	None
Abstaining	-	Japp
Excused Absence	-	None
Absent	-	None

B. Programs, Projects and Operations Subcommittee: Director John Conley reported that the PPO Subcommittee met on April 7, 2015, and gave a brief recap of the meeting.

- **MOTION NO. 4** It was moved by Director John Conley that the following recommendation be adopted:

PPO Recommendation #1 Cost Share Agreement with Omaha Fire Department for Search and Rescue Boat – It is recommended that the General Manager be authorized to execute an Interlocal Agreement between Omaha Fire Department and the Papio-Missouri River Natural Resources District to provide a fifty (50) percent cost share in a not-to-exceed amount of \$28,000, for the purchase of a Search and Rescue Boat, subject to changes deemed necessary by the General Manager and approved as to form by District Legal Counsel.

Roll call was held on the motion. The motion carried on a vote of 11-yea.

Voting Yea	-	Bonnett, F. Conley, J. Conley, Fowler, Frost, Japp, Leahy, Tesar, Thompson, Woodle, Klug
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Voting Nay - None
Abstaining - None
Excused Absence - None
Absent - None

- **MOTION NO. 5** It was moved by Director John Conley that the following recommendation be adopted:

PPO Recommendation #2: Cost Share with the City of Blair for Flood Mitigation Assistance Program – It is recommended that the General Manager be authorized to approve the Flood Mitigation Assistance Program application with the City of Blair, for the Water Treatment Plan Flood Protection Program in the amount of \$500,000 or half of the local cost share, whichever is less, and enter into an Interlocal Agreement with the City of Blair, to fund the project over two fiscal years, subject to terms and conditions as determined by the General Manager and approved as to form by District Legal Counsel.

Roll call was held on the motion. The motion carried on a vote of 11-yea.

Voting Yea - Bonnett, F. Conley, J. Conley, Fowler, Frost, Japp, Leahy, Tesar, Thompson, Woodle, Klug
Voting Nay - None
Abstaining - None
Excused Absence - None
Absent - None

- **MOTION NO. 6** It was moved by Director John Conley that the following recommendation be adopted:

PPO Recommendation #3: Amendment to Olsson Associates contract for the Development of a Voluntary Integrated Management Plan – It is recommended that the General Manager be authorized to execute the proposed amendment to the Voluntary Integrated Management Plan contract with Olsson Associates for no additional increase in the maximum not to exceed contract amount of \$249,300.00, subject to changes deemed necessary by the General Manager and approved as to form by District Legal Counsel.

Director Japp had a question regarding the number of irrigated acres authorized per year under this policy. Staff member Paul Woodward stated District Policy Appendix N, Groundwater Management Program Rules and Regulations, limits the number of new irrigated acres per year to 2,500.

Roll call was held on the motion. The motion carried on a vote of 10-yea and 1-nay.

Voting Yea - Bonnett, F. Conley, J. Conley, Fowler, Frost, Leahy, Tesar, Thompson, Woodle, Klug

Voting Nay - Japp
Abstaining - None
Excused Absence - None
Absent - None

- **MOTION NO. 7** It was moved by Director John Conley that the following recommendation be adopted:

PPO Recommendation #4.a.: Papio Dam Site 15A Project – Bid Opening for Dam Site 15A Construction Project – It is recommended that the General Manager be authorized to execute a construction contract with McArdle Grading Company in the amount of \$16,950,700 for construction of the Papio Dam Site 15A Project, subject to changes deemed necessary by the General Manager and approved as to form by District Legal Counsel.

Directors F. Conley and Japp had questions regarding the Dam Site 15A Project to include the bid process, minority contractor information and public access. John Engel, HDR, and staff member Amanda Grint addressed the concerns.

Roll call was held on the motion. The motion carried on a vote of 9-yea, 1-nay, and 1-abstention.

Voting Yea - Bonnett, F. Conley, J. Conley, Fowler, Frost, Leahy, Tesar, Thompson, Woodle
Voting Nay - Klug
Abstaining - Japp
Excused Absence - None
Absent - None

- **MOTION NO. 8** It was moved by Director John Conley that the following recommendation be adopted:

PPO Recommendation #4.b.: Papio Dam Site 15A Project – Amendments 3 and 4 to HDR Professional Services Contract – It is recommended that the General Manager be authorized to execute proposed Amendments 3 and 4 to the Professional Services Contract with HDR Engineering, Inc. for the Papio Dam Site 15A Project, bringing the total not to exceed contract amount to \$3,710,752, subject to changes deemed necessary by the General Manager and approved as to form by District Legal Counsel.

Director Japp asked questions regarding the contract amendments. John Engel, HDR, addressed the concerns.

Roll call was held on the motion. The motion carried on a vote of 8-yea, 2-nay, and 1-abstention.

Voting Yea - Bonnett, F. Conley, J. Conley, Fowler, Leahy, Tesar, Thompson, Woodle
Voting Nay - Japp, Klug
Abstaining - Frost

Excused Absence - None
Absent - None

- **MOTION NO. 9** It was moved by Director John Conley that the following recommendation be adopted:

PPO Recommendation #5: Professional Services Agreement with FYRA for District wide 319 Water Quality Management Plan – It is recommended that the Board waive the consultant selection process requirement and to enter into a contract with FYRA Engineering for a not to exceed amount of \$316,667 for the development of the District wide Water Quality Management Plan subject to approval of the Nebraska Department of Environmental Quality grant and subject to changes deemed necessary by the General Manager and approved as to form by District Legal Counsel.

Roll call was held on the motion. The motion carried on a vote of 10-yea and 1-nay.

Voting Yea - Bonnett, F. Conley, J. Conley, Fowler, Frost, Leahy, Tesar, Thompson, Woodle, Klug
Voting Nay - Japp
Abstaining - None
Excused Absence - None
Absent - None

- **MOTION NO. 10** It was moved by Director John Conley that the following recommendation be adopted:

PPO Recommendation #6.a.: Urban Conservation Assistance Program – It is recommended that the applications from the City of La Vista for \$18,000, the City of Omaha for \$30,000, Giles Ridge SID 225 for \$30,000, South Sioux City for \$30,000, and the City of Bennington for \$30,000, for a total of \$138,000 be approved, subject to funding in the FY 2016 Budget.

Roll call was held on the motion. The motion carried on a vote of 11-yea.

Voting Yea - Bonnett, F. Conley, J. Conley, Fowler, Frost, Japp, Leahy, Tesar, Thompson, Woodle, Klug
Voting Nay - None
Abstaining - None
Excused Absence - None
Absent - None

- **MOTION NO. 11** It was moved by Director John Conley that the following recommendation be adopted:

PPO Recommendation #6.b.: Urban Drainageway Program – It is recommended that the applications from the City of La Vista for \$300,000 and the City of

Omaha for \$300,000, for a total of \$600,000 be approved, subject to funding in the FY 2016 Budget.

Roll call was held on the motion. The motion carried on a vote of 11-yea.

Voting Yea - Bonnett, F. Conley, J. Conley, Fowler, Frost, Japp, Leahy, Tesar, Thompson, Woodle, Klug
Voting Nay - None
Abstaining - None
Excused Absence - None
Absent - None

•• **MOTION NO. 12** It was moved by Director John Conley that the following recommendation be adopted:

PPO Recommendation #6.c.: Recreation Area Development Program – It is recommended that the Recreation Area Development Program applications from the City of Papillion for \$50,000 and South Sioux City for \$50,000, for a total of \$100,000 be approved, subject to funding in the FY 2016 Budget.

Roll call was held on the motion. The motion carried on a vote of 11-yea.

Voting Yea - Bonnett, F. Conley, J. Conley, Fowler, Frost, Japp, Leahy, Tesar, Thompson, Woodle, Klug
Voting Nay - None
Abstaining - None
Excused Absence - None
Absent - None

•• **MOTION NO. 13** It was moved by Director John Conley that the following recommendation be adopted:

PPO Recommendation #6.d.: Trails Assistance Program – It is recommended that the requirement to apply for federal or state funding be waived for the Village of Walthill and SID 257, and that the applications from the City of Papillion for \$78,336, the City of Bennington for \$113,710, the Village of Walthill for \$106,629, and SID 257 for \$30,000, for a total of \$328,675 be approved, subject to funding in the FY 2016 Budget.

Roll call was held on the motion. The motion carried on a vote of 11-yea.

Voting Yea - Bonnett, F. Conley, J. Conley, Fowler, Frost, Japp, Leahy, Tesar, Thompson, Woodle, Klug
Voting Nay - None
Abstaining - None
Excused Absence - None
Absent - None

- **MOTION NO. 14** It was moved by Director John Conley that the following recommendation be adopted:

PPO Recommendation #6.e.: Lake Dredging Program – It is recommended that the application from Cinnamon Acres Homeowners Association for \$10,412 be approved, subject to funding in the FY 2016 Budget.

Roll call was held on the motion. The motion carried on a vote of 9-yea, 1-nay, and 1-abstention.

Voting Yea - Bonnett, F. Conley, J. Conley, Fowler, Leahy, Tesar, Thompson, Woodle, Klug
 Voting Nay - Japp
 Abstaining - Frost
 Excused Absence - None
 Absent - None

C. Finance, Expenditure and Legal Subcommittee: Director Rich Tesar reported that the FEL Subcommittee met on April 7, 2015, and gave a brief recap of the meeting.

- **MOTION NO. 15** It was moved by Director Tesar that the following recommendation be adopted:

FEL Recommendation #1: Refinancing of 2010 Flood Control and Water Quality Enhancement Bonds – It is recommended that the following Resolution be adopted:

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF PAPIO-MISSOURI RIVER NATURAL RESOURCES DISTRICT (THE “DISTRICT”), IN THE STATE OF NEBRASKA, as follows:

Section 1. The following bonds, in accordance with their option provisions, are hereby authorized to be called for redemption and payment on a date to be determined pursuant to a Call Direction (defined below), after which date interest on the bonds will cease:

Flood Protection and Water Quality Enhancement Bonds (Direct Pay Build America Bonds – Taxable Interest), Series 2010B, dated June 16, 2010, issued in the original principal amount of \$13,300,000, presently outstanding in the principal amount of \$11,240,000 (the “2010B Bonds”), pursuant to a Resolution adopted by the Board of the District on January 14, 2010 (the “2010 Resolution”), numbered as shown on the books of the Paying Agent and Registrar, becoming due and bearing interest as follows:

<u>Principal Amount</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>CUSIP No.</u>
\$585,000	December 15, 2015	3.049%	698874 BG8
280,000	December 15, 2016	3.551	698874 BH6
2,695,000	December 15, 2020*	4.700	698874 BJ2
3,490,000	December 15, 2025*	5.202	698874 BK9
4,190,000	December 15, 2030*	6.032	698874 BL7

*Term bonds

Said 2010B Bonds are subject to redemption at any time on or after June 15, 2015, at the principal amount thereof plus accrued interest to date fixed for redemption, and said interest is payable semiannually.

Section 2. The 2010B Bonds are to be paid off at the office of Wells Fargo Bank, National Association, Minneapolis, Minnesota, in its capacity as paying agent and registrar for the 2010B Bonds (the "Paying Agent").

Section 3. The Chairperson or General Manager of the District (each, an Authorized Officer") each are hereby individually authorized, upon execution of a bond purchase agreement providing for the sale of refunding bonds sufficient to provide for the refunding of the 2010B Bonds, to give direction for the call of the 2010B Bonds (the "Call Direction"). Such Call Direction shall be filed immediately upon execution with the Paying Agent. The Paying Agent, upon receipt of the Call Direction, is hereby instructed to mail notice to each registered owner of the 2010B Bonds not less than thirty (30) days prior to the date fixed for redemption, all in accordance with the resolution authorizing the issuance of the 2010B Bonds.

Passed and approved _____, 2015.

Secretary

Chairperson

RESOLUTION

SERIES 2015 (REFUNDING OF SERIES 2010B BABs)

BE IT RESOLVED BY THE BOARD OF DIRECTORS (THE "BOARD") OF PAPIO-MISSOURI RIVER NATURAL RESOURCES DISTRICT (THE "DISTRICT"), IN THE STATE OF NEBRASKA, as follows:

Section 1. The Board hereby finds and determines:

(a) That this District is duly organized as a natural resources district under Chapter 2, Article 32, Reissue Revised Statutes of Nebraska, 2012, as amended (the "Act") encompassing a city of the metropolitan class;

(b) Pursuant to and in accordance with all of the requirements and limitations of the Act, particularly including Sections 2-3226.10 and 2-3226.11 thereof, the District previously issued its Flood Protection and Water Quality Enhancement Bonds (Direct Pay Build America Bonds – Taxable Interest), Series 2010B, in the original principal amount of \$13,300,000, presently outstanding in the principal amount of \$11,240,000 (the "Series 2010B Bonds") under a Resolution adopted by the Board on January 14, 2010 (the "2010 Resolution") for the design, rights-of-way acquisition, and construction of multipurpose projects and practices for storm water management within the District, including flood control and water quality, and specifically for the various Projects (as defined in the 2010 Resolution);

(c) since the issuance of the Series 2010B Bonds (sometimes referred to herein as the "Refunded Bonds"), the interest rates in the bond markets have declined and the District can effect a savings in interest costs by issuing refunding bonds to refund the Refunded Bonds; the Series 2010B Bonds have been authorized to be called for redemption on a date to be determined pursuant to a resolution of the Board adopted contemporaneously herewith (the "Redemption Date"), and it is necessary and advisable for the District to issue its Flood Protection and Water Quality Enhancement Refunding Bonds, Series 2015 in the principal amount of not to exceed \$11,400,000 (the "Bonds") for the purpose of refunding the Refunded Bonds, pursuant to the Act and Section 10-142, R.R.S. Neb. 2012, as amended.

Section 2. There shall be and there are hereby ordered issued the negotiable bonds of this District of the principal amount of not to exceed Eleven Million Four Hundred Thousand Dollars (\$11,400,000) (the "Bonds"). The Bonds are to be issued as tax-exempt interest bearing obligations of the District and designated as the District's "Flood Protection and Water Quality Enhancement Refunding Bonds, Series 2015" (the "Bonds"). The Bonds shall become due on December 15 of the years as indicated below:

Passed and approved _____, 2015.

Secretary

Chairperson

<u>Maturity</u> <u>December 15,</u>	<u>Amount (\$)</u>
2015	580,000
2016	560,000
2017	575,000
2018	590,000
2019	605,000
2020	620,000
2021	640,000
2022	665,000
2023	695,000
2024	720,000
2025	745,000
2026	775,000
2027	795,000
2028	820,000
2029	845,000
2030	870,000

provided, that the Bonds shall bear interest at the rates per annum for each maturity as shall be determined in a written designation (the “Designation”) signed by either the General Manager or Chairperson of the Board (each, an “Authorized Officer”) on behalf of the Board and which may be agreed to by D.A. Davidson & Co. (the “Underwriter”), which Designation may also determine or modify the principal amount for each maturity of the Bonds, redemption provisions (if any), and pricing terms as set forth in Section 8 below, all within the following limitations:

(a) the aggregate principal amount of the Bonds shall not exceed the amount set forth in this Section 2 above (except to the extent provided in (c)(ii) below);

(b) the maximum true interest cost on the Bonds shall not exceed 3.75% per annum;

(c) the Bonds may be sold on terms reflecting original issue discount (“OID”) and/or original issue premium (“OIP”) for each maturity, provided:

(i) the aggregate net amount of OID and OIP (if any) results in an aggregate net OID (if any) not in excess of three percent (3.00%) of the stated principal amount of the Bonds, and

(ii) the stated par amount of the Bonds may be increased above the maximum paramount stated in this Section 2 to the extent necessary to compensate for any aggregate net OID;

(d) the longest maturity of the Bonds may not be later than December 15 2030;

(e) two or more of the principal maturities of the Bonds may be combined and issued as “term bonds” and the Authorized Officer may determine the mandatory sinking

fund payments and mandatory redemption amounts; provided that any Bonds issued as “term bonds” shall be redeemed at a redemption price equal to 100% of the principal amount thereof plus accrued interest thereon to the date of redemption and may be selected for redemption by any random method of selection determined appropriate by the Registrar (as hereinafter designated) or by the Depository (as hereinafter designated).

The Authorized Officers (or any one of them) are hereby authorized to make such determinations on behalf of the Board and to evidence the same by execution and delivery of the Designation and such determinations, when made and agreed to by the Underwriter, shall constitute the action of the Board without further action of the Board.

The Bonds shall be issued in fully registered form in the denomination of \$5,000 or any integral multiple thereof. The date of original issue for the Bonds shall be the date of delivery thereof (the “Date of Delivery”). Interest on the Bonds shall be payable semiannually on June 15 and December 15 of each year, commencing December 15, 2015 (each an “Interest Payment Date”) and the Bonds shall bear such interest from the date of original issue or the most recent Interest Payment Date for which interest has been paid or provided for, whichever is later. The interest due on each Interest Payment Date shall be payable to the registered owners of record as of the fifteenth day immediately preceding the Interest Payment Date (the “Record Date”), subject to the provisions of Section 4 hereof. The Bonds shall be numbered from 1 upwards in the order of their issuance. No Bond shall be issued originally or upon transfer or partial redemption having more than one principal maturity for each interest rate. The initial bond numbering and principal amounts for each of the Bonds issued shall be as directed by the initial purchaser thereof. Payments of interest due on the Bonds prior to maturity or earlier redemption shall be made by the Paying Agent and Registrar, as designated pursuant to Section 3 hereof, by mailing a check or draft in the amount due for such interest on each Interest Payment Date to the registered owner of each Bond, as of the Record Date for such Interest Payment Date, to such owner’s registered address as shown on the books of registration as required to be maintained in Section 3 hereof. Payments of principal due at maturity or at any date fixed for redemption prior to maturity, together with accrued but unpaid interest then due, shall be made by said Paying Agent and Registrar to the registered owners upon presentation and surrender of the Bonds to said Paying Agent and Registrar. The District and said Paying Agent and Registrar may treat the registered owner of any Bond as the absolute owner of such Bond for the purpose of making payments thereon and for all other purposes and neither the District nor the Paying Agent and Registrar shall be affected by any notice or knowledge to the contrary, whether such Bond or any installment of interest due thereon shall be overdue or not. All payments on account of interest or principal made to the registered owner of any Bond in accordance with the terms of this Resolution shall be valid and effectual and shall be a discharge of the District and said Paying Agent and Registrar, in respect of the liability upon the Bonds or claims for interest to the extent of the sum or sums so paid.

Section 3. Wells Fargo Bank, National Association (or such other entity as appointed by the District in the Designation, the “Paying Agent and Registrar”) is hereby designated as Paying Agent and Registrar for the Bonds. Said Paying Agent and Registrar shall serve in such capacities with respect to such Bonds under the terms of an agreement entitled “Paying Agent and Registrar’s Agreement” (the “Paying Agent and Registrar’s Agreement”) between the District and said Paying Agent and Registrar, the form of which is hereby approved. The Chairperson and Secretary are

hereby authorized to execute the Paying Agent and Registrar's Agreement in substantially the form presented to the Board with such changes as they shall deem appropriate or necessary. The Paying Agent and Registrar shall keep and maintain for the District books for the registration and transfer of the Bonds at its designated corporate trust office (located initially as provided in the Paying Agent and Registrar's Agreement, but subject to change upon written notice in advance from the Paying Agent and Registrar to the District and all registered owners of the Bonds, the "Designated Office"). The names and registered addresses of the registered owner or owners of the Bonds shall at all times be recorded in such books. Any Bond may be transferred pursuant to its provisions at the Designated Office of said Paying Agent and Registrar by surrender of such Bond for cancellation, accompanied by a written instrument of transfer, in form satisfactory to said Paying Agent and Registrar, duly executed by the registered owner in person or by such owner's duly authorized agent, and thereupon the Paying Agent and Registrar on behalf of the District will deliver at its Designated Office (or send by registered mail to the transferee owner or owners thereof at such transferee owner's or owners' risk and expense), registered in the name of the transferee owner or owners, a new Bond or Bonds of the same interest rate, aggregate principal amount and maturity. To the extent of the denominations authorized for the Bonds by this Resolution and pursuant to the Designation, one Bond may be transferred for several such Bonds of the same interest rate and maturity, and for a like aggregate principal amount, and several such Bonds may be transferred for one or several such Bonds, respectively, of the same interest rate and maturity and for a like aggregate principal amount. In every case of transfer of a Bond, the surrendered Bond shall be canceled and destroyed. All Bonds issued upon transfer of the Bonds so surrendered shall be valid obligations of the District evidencing the same obligations as the Bonds surrendered and shall be entitled to all the benefits and protection of this Resolution to the same extent as the Bonds upon transfer of which they were delivered. The District and said Paying Agent and Registrar shall not be required to transfer any Bond during any period from any Record Date until its immediately following Interest Payment Date or to transfer any Bond called for redemption for a period of thirty (30) days next preceding the date fixed for redemption.

Section 4. In the event that payments of interest due on the Bonds on an Interest Payment Date are not timely made, such interest shall cease to be payable to the registered owners as of the Record Date for such Interest Payment Date and shall be payable to the registered owners of the Bonds as of a special date of record for payment of such defaulted interest as shall be designated by the Paying Agent and Registrar whenever monies for the purpose of paying such defaulted interest become available.

Section 5. The Bonds shall be subject to redemption, in whole or in part, prior to maturity at any time on or after the fifth anniversary of the Date of Delivery (or such other date as provided in the Designation) at par plus the interest accrued on the principal amount being redeemed to the date fixed for redemption. The District may select the Bonds to be redeemed for such optional redemption in its sole discretion. The Bonds designated as term bonds in the Designation may be subject to mandatory sinking fund redemption as and to the extent provided in the Designation. Bonds shall be redeemed only in amounts of \$5,000 or integral multiples thereof. Any Bond redeemed in part only shall be surrendered to the Paying Agent and Registrar in exchange for a new Bond, of the same maturity and interest rate, evidencing the unredeemed principal thereof. Notice of redemption of any Bond called for redemption shall be given, at the direction of the District in the case of optional redemptions and without further direction in the case

of mandatory redemptions, by said Paying Agent and Registrar by mail not less than 30 days prior to the date fixed for redemption, first class, postage prepaid, sent to the registered owner of such Bond at said owner's registered address. Such notice shall designate the Bond or Bonds to be redeemed by maturity or otherwise, the date of original issue and the date fixed for redemption and shall state that such Bond or Bonds are to be presented for prepayment at the Designated Office of said Paying Agent and Registrar. In case of any Bond partially redeemed, such notice shall specify the portion of the principal amount of such Bond to be redeemed. No defect in the mailing of notice for any Bond shall affect the sufficiency of the proceedings of the District designating the Bonds called for redemption or the effectiveness of such call for Bonds for which notice by mail has been properly given and the District shall have the right to direct further notice of redemption for any such Bond for which defective notice has been given. The Paying Agent and Registrar shall select Term Bonds, if any, for early redemption using any random method of selection determined appropriate by such Paying Agent and Registrar, subject to the terms of Section 8 of this Resolution.

Section 6. If the date for payment of the principal of or interest on the Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the city where the Designated Office of the Paying Agent and Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

Section 7. The Bonds shall be in substantially the following form:

**UNITED STATES OF AMERICA
STATE OF NEBRASKA**

**PAPIO-MISSOURI RIVER NATURAL RESOURCES DISTRICT
FLOOD PROTECTION AND
WATER QUALITY ENHANCEMENT REFUNDING BOND
SERIES 2015**

No. R-

<u>Interest Rate</u> %	<u>Maturity Date</u> December 15, 20__	<u>Date of Original Issue</u> , 2015	<u>CUSIP</u>
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Registered Owner: Cede & Co. (13-2555119)

Principal Amount:

KNOW ALL PERSONS BY THESE PRESENTS: That Papio-Missouri River Natural Resources District, in the State of Nebraska (the "District") hereby acknowledges itself to owe and for value received promises to pay to the registered owner specified above, or registered assigns, the principal amount specified above in lawful money of the United States of America on the date of maturity specified above with interest thereon to maturity (or earlier redemption) from the date of original issue shown above or most recent Interest Payment Date for which interest has been paid or provided for, whichever is later, at the rate per annum specified above, payable semiannually on June 15 and December 15 of each year, commencing December 15, 2015 (each, an "Interest Payment Date"). Said interest shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The principal of this bond, together with unpaid accrued interest due at maturity or upon earlier redemption, is payable upon presentation and surrender of this bond at the designated corporate trust office of Wells Fargo Bank, National Association, the Paying Agent and Registrar, located initially in Minneapolis, Minnesota, but subject to change as provided in the authorizing resolution (the "Designated Office"). Interest on this bond due prior to maturity or earlier redemption will be paid on each Interest Payment Date by a check or draft mailed on such Interest Payment Date by the Paying Agent and Registrar to the registered owner of this bond, as shown on the books of record maintained by the Paying Agent and Registrar, at the close of business on the fifteenth day immediately preceding the Interest Payment Date, to such owner's address as shown on such books and records (the "Record Date"). Any interest not so timely paid shall cease to be payable to the person entitled thereto as of the Record Date such interest was payable and shall be payable to the person who is the registered owner of this bond (or of one or more predecessor bonds hereto) on such special record date for payment of such defaulted interest as shall be fixed by the Paying Agent and Registrar whenever monies for such purpose become available. Subject to the limitations set forth in Section 2-3226.10, R.R.S. Neb. 2012, as amended (hereinafter "Section 2-3226.10"), for the prompt payment of this bond, both principal and interest, as the same become due, the full faith, credit and resources of said District are hereby irrevocably pledged.

This bond is one of a series of fully registered bonds of the total principal amount of _____ Dollars (\$ _____), of even date and like tenor

herewith, except as to date of maturity and rate of interest and denomination, which were authorized by a resolution adopted by more than a two thirds vote of the members of the Board of Directors of the District (the "Resolution"); said bonds are being issued to pay and redeem the District's outstanding Flood Protection and Water Quality Enhancement Bonds (Direct Pay Build America Bonds – Taxable Interest), Series 2010B, maturing in the years 2015 through and including 2030 in the principal amount of \$11,240,000. The Bonds are a limited obligation of the District authorized by Section 2-3226.10 and Section 10-142 R.R.S. Neb. 2012, as amended, and payable solely from taxes levied from year to year pursuant to Section 2-3226.10.

The Bonds shall be subject to redemption, in whole or in part, prior to maturity at any time on or after _____, 2020, at par plus the interest accrued on the principal amount being redeemed to the date fixed for redemption. The District may select the bonds to be redeemed for such optional redemption in its sole discretion.

[Bonds maturing as term bonds on December 15, 20__ shall be redeemed, in part, prior to their stated maturity, on December 15, 20__ and on December 15 of each year thereafter and shall be paid at final maturity, with such mandatory redemptions and payment at maturity to be for the dates and in the amounts set forth below.

Date of Redemption –	
<u>December 15,</u>	<u>Amount to be Redeemed</u>
	\$]

Notice of redemption shall be given by mail to the registered owner of any bond to be redeemed in the manner specified in the Resolution. Individual bonds may be redeemed in part but only in the amount of \$5,000 or integral multiples thereof. Bonds redeemed in part only shall be surrendered to the Paying Agent and Registrar in exchange for a new bond, of like maturity and interest rate, evidencing the unredeemed principal thereof.

This bond is transferable by the registered owner or such owner's attorney duly authorized in writing at the Designated 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, interest rate and maturity will be issued to the transferee as provided in the Resolution, subject to the limitations therein prescribed. The District, 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 due hereunder and for all purposes and shall not be affected by any notice to the contrary, whether this bond be overdue or not.

If the date for payment of the principal of or interest on this bond shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the city where the Designated Office of the Paying Agent and Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and

payment on such date shall have the same force and effect as if made on the nominal date of payment.

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 (TOGETHER WITH ANY SUCCESSOR SECURITIES DEPOSITORY APPOINTED PURSUANT TO THE RESOLUTION, "DTC"), 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 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 HEREOF 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 REGISTRAR FOR REGISTRATION OF TRANSFER OR EXCHANGE OR (B) TO THE REGISTRAR FOR PAYMENT OF PRINCIPAL, AND ANY BOND ISSUED IN REPLACEMENT HEREOF OR SUBSTITUTION HEREFOR 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 this District, including this bond, does not exceed any limitation imposed by law. The District agrees that it shall cause to be levied and collected annually a special levy of taxes, subject to the limitation set forth in Section 2-3226.10, on all the taxable property in said District for the purpose of paying and sufficient to pay the principal of and interest on this bond as and when such principal and interest become due. **THIS BOND IS A LIMITED OBLIGATION OF THE DISTRICT PAYABLE SOLELY FROM TAXES LEVIED FROM YEAR TO YEAR PURSUANT TO SECTION 2-3226.10.**

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

IN WITNESS WHEREOF, the Board of Directors of the District has caused this bond to be executed on behalf of the District with the facsimile signatures of the Chairperson and the Secretary of said Board, all as of the date of original issue shown above.

PAPIO-MISSOURI RIVER NATURAL
RESOURCES DISTRICT, IN THE STATE OF
NEBRASKA

ATTEST:

(facsimile)
Chairperson

(facsimile)
Secretary

(SEAL)

CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds authorized by resolution of the Board of Directors of Papiro-Missouri River Natural Resources District, in the State of Nebraska, as described in the foregoing bond.

WELLS FARGO BANK, NATIONAL
ASSOCIATION, Paying Agent and Registrar

By (Sample – Do Not Sign)
Authorized Signature

(FORM OF ASSIGNMENT)

For value received _____ hereby sells, assigns and transfers unto _____ the within 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 of substitution in the premises.

Date: _____

Registered Owner

Witness: _____

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

Section 8. Each of the Bonds shall be executed on behalf of the District with the manual or facsimile signatures of the Chairperson and Secretary of the Board of District. The Bonds shall be issued initially as “book-entry-only” bonds using the services of The Depository Trust Company (the “Depository”), with one typewritten bond per interest rate for each maturity being issued to the Depository. In such connection said officers are authorized to execute and deliver a letter of representations (the “Letter of Representations”) in the form required by the Depository, for and on behalf of the District (which may be in the form of a blanket letter, including any “blanket” letter previously executed and delivered by 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 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, except as provided in (e) below.

(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 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 Bond Participants and/or 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 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 Bond shall be made and given, respectively, to the Depository as provided in the Letter of Representations.

(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; or

(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 Paying Agent and Registrar's Agreement.

(f) In the event of any partial redemption of a Bond unless and until such partially redeemed Bond has been replaced in accordance with the provisions 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 certificates shall be insufficient to meet the requirements of the Paying Agent and Registrar for issuance of replacement Bonds upon transfer or partial redemption, the District agrees to order printed an additional supply of certificates and to direct their execution by manual or facsimile signature of its then duly qualified and acting Chairperson and Secretary of such Board. 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 any bond certificates delivered to the Paying Agent and 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. The Bonds shall not be valid and binding on the District until authenticated by the Paying Agent and Registrar. The

District's Treasurer shall maintain a record of information with respect to the Bonds as required under Section 10-140, R.R.S. Neb. 2012, as amended, and shall cause the same to be filed in the office of the Auditor of Public Accounts of the State of Nebraska. The Bonds shall be delivered to the Paying Agent and Registrar for registration and authentication. Upon execution, registration and authentication of the Bonds, Bonds shall be delivered to D.A. Davidson & Co., as the initial purchaser thereof, upon receipt of not less than 98.9% of the principal amount of the Bonds actually issued plus accrued interest thereon to date of payment of the Bonds (or such other price as set forth in the Designation, and such purchase price may be modified by the terms of the Designation to provide for original issue premium and original issue discount within the parameters set forth in Section 2 of this Resolution). The District's Treasurer is authorized to deliver the Bonds to the Underwriter upon receipt of such purchase price plus accrued interest to date of payment. The Underwriter shall have the right to direct the registration of the Bonds and the denominations thereof within each maturity, subject to the restrictions of this resolution. The Underwriter and its agents, representatives and counsel (including Baird Holm LLP as the Underwriter's bond counsel) are hereby authorized to take such actions on behalf of the District as are necessary to effectuate the closing of the issuance and sale of the Bonds, including, without limitation, authorizing the release of the Bonds by the Depository at closing. The Authorized Officers are individually authorized to execute and deliver an agreement for the purchase and sale of the Bonds to the Underwriter substantially in the form presented herewith, with such changes, modifications and completions as such Authorized Officer may approve; provided, however, if no separate written agreement for the sale of the Bonds is executed and delivered by and between the District and the Underwriter, this resolution together with the Designation shall constitute the agreement for sale of the Bonds to the Underwriter. The net proceeds of any Bonds shall be applied to the redemption and payment of the Refunded Bonds and to pay costs of issuance.

Section 9. The Secretary of the District is directed to make and certify a transcript or transcripts of the proceedings of the District precedent to the issuance of said Bonds, one of which transcripts shall be delivered to the purchaser of said Bonds.

Section 10. The Board shall cause to be levied and collected annually a special levy of taxes, pursuant to and within the limitations set forth in Section 2-3226.10 on all the taxable property in this District for the purpose of paying and sufficient to pay the principal of and interest on the Bonds as and when such principal and interest become due according to the terms thereof and the terms of this Resolution.

Section 11. (a) The District hereby covenants to the purchaser and registered owners of the Bonds hereby authorized that it will make no use of the proceeds of said bond issue, including tax levy monies intended to be used to pay principal and interest on said Bonds, which would cause said Bonds to be arbitrage bonds within the meaning of Sections 103(b) and 148 of the Code and further covenants to comply with said Sections 103(b) and 148 and all applicable regulations thereunder throughout the term of said bond issue. The District hereby covenants with the registered owners from time to time of any Bonds hereby authorized and issued hereunder that it shall comply with all applicable provisions of the Code and with all applicable provisions of any other tax laws, and any regulations, published rulings and court decisions pursuant thereto, which relate to the exclusion from gross income of interest on the Bonds for federal income tax purposes,

to the extent necessary to comply with such Code, laws, regulations, published rulings and court decisions or otherwise to preserve such exclusion, including specifically, but without limitation, all arbitrage rebate and information reporting requirements required by the Code.

(b) In accordance with Section 148(f)(4)(C) of the Code, the District covenants that it is a governmental unit with general taxing powers; and that the Bonds are not private activity bonds as defined in Section 141 of the Code; and that ninety-five percent (95%) or more of the net proceeds of the Bonds are to be used for local governmental activities of the District. In the event the District fails or ceases to meet the foregoing covenant, the District shall take or retain experts to take all actions with respect to rebate deposits and payments required by the Code and regulations promulgated thereunder. The District hereby establishes a Rebate Fund, containing a rebate account and an earnings account, to hold funds required to be rebated to the United States pursuant to the Code and regulations.

(c) It is not expected that the proceeds of any Bonds will be used in a manner that will cause the Bonds to become “arbitrage bonds” within the meaning of the Code. The General Manager and/or Secretary of the District are authorized and directed to give an appropriate certificate on behalf of the District, on the Date of Delivery, and for inclusion in the transcript of proceedings relating thereto, setting forth the facts, estimates, circumstances, and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Section 148 of the Code and the regulations thereunder.

Section 12. The District reserves the right to issue refunding bonds and provide for the investment of the proceeds thereof for purposes of providing for the payment of principal of and interest on the Bonds in such manner as may be prescribed by law from time to time but specifically including the provisions of Section 10-142, R.R.S. Neb. 2012.

Section 13. In accordance with the requirements of Rule 15c2-12 of the Securities Exchange Act of 1934 (the “Rule”) promulgated by the Securities and Exchange Commission, the District, being the only “obligated person” with respect to the Bonds, agrees that it will provide the following continuing disclosure information to the Municipal Securities Rulemaking Board (the “MSRB”):

(a) not later than seven (7) months after the end of each fiscal year of the District (the “Delivery Date”), financial and operating information generally consistent with the information set forth under the heading “MANAGEMENT’S DISCUSSION AND ANALYSIS” as shown in the District’s audited financial statements (“Annual Financial Information”);

(b) when and if available, audited financial statements for the District; audited financial information shall be provided in conformity with generally accepted accounting principles as presently in effect, including GASB No. 34, provided that the Board reserves the right to change accounting methods as may be determined appropriate by such Board from time to time; and

(c) 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; or

(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.

(d) in a timely manner, notice of any failure on the part of the District to provide Annual Financial Information not later than the Delivery Date.

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. The officers of the District, or any one or more of them, including the Chairperson and Vice Chairperson of the Board and the General Manager are hereby authorized to enter into a Dissemination Agreement with the Paying Agent and Registrar, in standard form, in order to promote the District's compliance with such undertaking.

Section 14. The District's obligations under this Resolution shall be fully discharged and satisfied as to the Bonds authorized and issued hereunder, and said Bonds shall no longer be deemed outstanding hereunder when payment of the principal thereof plus interest thereon to the date of maturity or redemption thereof (a) shall have been made or caused to have been made in accordance with the terms thereof and hereof, or (b) shall have been provided for by depositing with the Paying Agent and Registrar, or in escrow with a national or state bank having trust powers in trust solely for such payment (i) sufficient moneys to make such payment and/or (ii) direct general obligations of, or obligations the principal and interest of which are unconditionally guaranteed by, the United States of America (herein referred to as "Government Obligations"), in such amount and with such maturities as to principal and interest as will insure the availability of sufficient moneys to make such payment, and thereupon such Bonds shall cease to draw interest from the date of their redemption or maturity and, except for the purposes of such payment, shall no longer be entitled to the benefits of this Resolution; provided that, with respect to any Bonds called or to be called for redemption prior to the stated maturity thereof, notice of redemption shall have been duly given or provided for. If moneys shall have been deposited in accordance with the terms hereof with the Paying Agent and Registrar or escrow agent in trust for that purpose sufficient to pay the principal of such Bonds and all interest due thereon to the due date thereof or to the date fixed for the redemption thereof, all liability of the District for such payment, except for payment from such

deposit, shall forthwith cease, determine and be completely discharged, and all such Bonds shall no longer be considered outstanding under this Resolution.

Section 15. The General Manager of the District is hereby authorized to approve and deem final a Preliminary Official Statement pertaining to the issuance of the Bonds. Such General Manager (or any Authorized Officer) is hereby authorized to approve a final Official Statement on behalf of the District. The District agrees to deliver to the Underwriter as many copies of the Official Statement as the Underwriter shall reasonably request as necessary to comply with paragraph (b)(3) of Rule.

Section 16. In order to promote compliance with certain federal tax and securities laws relating to the bonds herein authorized (as well as other outstanding bonds) the policy and procedures attached hereto as Exhibit A (the "Post-Issuance Compliance Policy and Procedures") are hereby adopted and approved in all respects. To the extent that there is any inconsistency between the attached Post-Issuance Compliance Policy and Procedures and any similar policy or procedures previously adopted and approved, the Post-Issuance Compliance Policy and Procedures shall control.

Section 17. The officers of the District, or any one or more of them, including the Chairperson, Vice Chairperson and Secretary of the Board and the General Manager of the District are hereby authorized to execute and deliver any and all certificates and documents and to take any and all actions determined appropriate in connection with the issuance and sale of the Bonds.

ADOPTED this ____ day of _____, 2015.

PAPIO-MISSOURI RIVER NATURAL
RESOURCES DISTRICT, IN THE STATE OF
NEBRASKA

By: _____
Chairperson

ATTEST:

Secretary

EXHIBIT A
POST ISSUANCE COMPLIANCE POLICY AND PROCEDURES

**Policy and Procedures
Federal Tax Law and Disclosure Requirements for
Tax-Exempt Bonds and other Federally Tax-Advantaged Bonds**

ISSUER NAME: PAPIO-MISSOURI RIVER NATURAL RESOURCES DISTRICT

COMPLIANCE OFFICER (BY TITLE): General Manager

POLICY

It is the policy of the Issuer identified above (the “Issuer”) to comply with all Federal tax requirements and securities law continuing disclosure obligations for its obligations issued as tax-exempt bonds and other federally tax-advantaged bonds.

PROCEDURES

Compliance Officer. Review of compliance with Federal tax requirements and securities law continuing disclosure obligations as generally outlined below shall be conducted by the Compliance Officer identified above (the “Compliance Officer”). To the extent more than one person has been delegated specific responsibilities, the Compliance Officer shall be responsible for ensuring coordination of all compliance review efforts.

Training. The Compliance Officer shall evaluate and review educational resources regarding post-issuance compliance with Federal tax and securities laws, including periodic review of resources published for issuers of tax-exempt obligations by the Internal Revenue Service (either on its website at <http://www.irs.gov/taxexemptbond>, or elsewhere) and the Municipal Securities Rulemaking Board (either on its Electronic Municipal Market Access website [“EMMA”] at <http://www.emma.msrb.org>, or elsewhere).

Compliance Review. A compliance review shall be conducted at least annually by or at the direction of the Compliance Officer. The review shall occur at the time the Issuer’s annual audit takes place, unless the Compliance Officer otherwise specifically determines a different time period or frequency of review would be more appropriate.

Scope of Review.

Document Review. At the compliance review, the following documents (the “Bond Documents”) shall be reviewed for general compliance with covenants and agreements and applicable regulations with respect to each outstanding bond issue:

- (a) the resolution(s) and/or ordinance(s), as applicable, adopted by the governing body of the Issuer authorizing the issuance of its outstanding bonds, together with any documents setting the final rates and terms of such bonds (the “Authorizing Proceedings”),

- (b) the tax documentation associated with each bond issue, which may include some or all of the following (the “Tax Documents”):
- (i) covenants, certifications and expectations regarding Federal tax requirements which are described in the Authorizing Proceedings;
 - (ii) Form 8038 series filed with the Internal Revenue Service;
 - (iii) tax certificates, tax compliance agreements, tax regulatory agreement or similar documents;
 - (iv) covenants, agreements, instructions or memoranda with respect to rebate or private use;
 - (v) any reports from rebate analysts received as a result of prior compliance review or evaluation efforts; and
 - (vi) any and all other agreements, certificates and documents contained in the transcript associated with the Authorizing Proceedings relating to federal tax matters.
- (c) the Issuer’s continuing disclosure obligations, if any, contained in the Authorizing Proceedings or in a separate agreement (the “Continuing Disclosure Obligations”), and
- (d) any communications or other materials received by the Issuer or its counsel, from bond counsel, the underwriter or placement agent or its counsel, the IRS, or any other material correspondence relating to the tax-exempt status of the Issuer’s bonds or relating to the Issuer’s Continuing Disclosure Obligations.

Use and Timely Expenditure of Bond Proceeds. Expenditure of bond proceeds shall be reviewed by the Compliance Officer to ensure (a) such proceeds are spent for the purpose stated in the Authorizing Proceedings and as described in the Tax Documents and (b) that the proceeds, together with investment earnings on such proceeds, are spent within the timeframes described in the Tax Documents, and (c) that any mandatory redemptions from excess bond proceeds are timely made if required under the Authorizing Proceedings and Tax Documents.

Arbitrage Yield Restrictions and Rebate Matters. The Tax Documents shall be reviewed by the Compliance Officer to ensure compliance with any applicable yield restriction requirements under Section 148(a) of the Internal Revenue Code (the “Code”) and timely calculation and payment of any rebate and the filing of any associated returns pursuant to Section 148(f) of the Code. A qualified rebate analyst shall be engaged as appropriate or as may be required under the Tax Documents.

Use of Bond Financed Property. Expectations and covenants contained in the Bond Documents regarding private use shall be reviewed by the Compliance Officer to ensure compliance. Bond-financed properties shall be clearly identified (by mapping or other reasonable means). Prior to execution, the Compliance Officer (and bond counsel, if deemed appropriate by the Compliance Officer) shall review (a) all proposed leases, contracts related to operation or management of bond-financed property, sponsored research agreements, take-or-pay contracts or other agreements or arrangements or proposed uses which have the potential to give any entity any special legal entitlement to the bond-financed property, (b) all proposed agreements which would result in disposal of any bond-financed property, and (c) all proposed uses of bond-financed property which were not anticipated at the time the bonds were issued. Such actions could be prohibited by the Authorizing Proceedings, the Tax Documents or Federal tax law.

Voting Yea - Bonnett, F. Conley, J. Conley, Fowler, Leahy, Tesar, Thompson, Woodle, Klug
 Voting Nay - Frost
 Abstaining - Japp
 Excused Absence - None
 Absent - None

•• **MOTION NO. 16** It was moved by Director Tesar that the following recommendation be adopted:

FEL Recommendation #2: Sale of Declared Surplus Property Located at Prairie Queen Recreation Area – It is recommended that the General Manager be authorized to accept proposals from land management/brokerage companies for the auction of the surplus land at Prairie Queen Recreation Area, subject to terms and conditions as determined by the General Manager and approved as to form by District Legal Counsel.

Director Japp asked how contractors get on the list for the Request for Proposals for the sale of this property. Staff member Amanda Grint addressed his questions and added that the goal is that RFPs would be reviewed and staff would make recommendation to the subcommittee with the best choice of a management/brokerage firm to handle the auction of this property.

Roll call was held on the motion. The motion carried on a vote of 10-yea and 1-nay.

Voting Yea - Bonnett, F. Conley, J. Conley, Fowler, Frost, Japp, Tesar, Thompson, Woodle, Klug
 Voting Nay - Leahy
 Abstaining - None
 Excused Absence - None
 Absent - None

•• **MOTION NO. 17** It was moved by Director Tesar that the following recommendation be adopted:

FEL Recommendation #3: Thompson Creek Levee Improvement Project, Omaha Public Power District Right-of-Way Easement – It is recommended that the General Manager be authorized to grant an easement at no cost to the Omaha Public Power District for construction of a power line across the District’s property located on Tax Lot 14 B, in Northeast ¼ of Section 13, T14N, R12E, Sarpy County, Nebraska, subject to changes deemed necessary by the General Manager and approval as to form by the District Legal Counsel.

Roll call was held on the motion. The motion carried on a vote of 11-yea.

Voting Yea - Bonnett, F. Conley, J. Conley, Fowler, Frost, Japp, Leahy, Tesar,

		Thompson, Woodle, Klug
Voting Nay	-	None
Abstaining	-	None
Excused Absence	-	None
Absent	-	None

FEL Recommendation #4: Land Acquisition for the Dam Site 15A Project, Ida Street Permanent Easement: This was an informational update; no action was taken by the Board of Directors.

TREASURER'S REPORT:

•• **MOTION NO. 18** It was moved by Director John Conley and seconded by Director Jim Thompson as follows:

BE IT RESOLVED that the Treasurer is authorized to expend general funds to pay: (1) claims listed in the March, 2015, financial report; and, (2) any claims made prior to the next Board meeting for (a) earned salaries of District employees, (b) withholding taxes, (c) social security payments, (d) retirement program contributions, (e) utilities, (f) registration fees and expenses for upcoming meetings and conferences, (g) certified completed CAP and Special Project Area applications, (h) invoices which offer a credit or discount for payment made prior to the next Board meeting, (i) postage, and, (j) building and grounds contract expenses.

BE IT FURTHER RESOLVED that the Treasurer is authorized to pay, from the respective operating accounts of the Dakota County, Thurston County and Washington County Rural Water System, the Elkhorn River Bank Stabilization Project, the Elkhorn Breakout Project, the Elk/Pigeon Creek Drainage Project, and the Western Sarpy Drainage District, the project bills listed on the March, 2015, financial report, and future claims for project utilities.

BE IT FURTHER RESOLVED that the financial reports be affixed to and made a part of the minutes.

Director Japp had questions regarding the Washington County Rural Water account. Staff member Zach Nelson addressed the concerns.

Roll call vote was held on the motion. The motion carried on a vote of 10-yea and 1-nay.

Voting Yea	-	Bonnett, F. Conley, J. Conley, Fowler, Frost, Leahy, Tesar, Thompson, Woodle, Klug
Voting Nay	-	Japp
Abstaining	-	None
Excused Absence	-	None
Absent	-	None

CHAIRPERSON’S REPORT: The Chairperson had nothing to report.

GENERAL MANAGER'S REPORT: GM Winkler reviewed the GM report with the Board and asked directors to contact him if they had questions. He added that Director Patrick Leahy would be speaking at Earth Day Omaha on April 18th and that Director Ron Woodle would be accepting the Green Bellevue Environment Champion award on behalf of the District on April 26th. The GM report has been posted to the website and is attached to these meeting minutes.

INFORMATIONAL ITEMS:

A. **Future Meetings:** The Chairperson reviewed the following upcoming meetings with the Directors:

April 18, 2015	Earth Day Omaha, Elmwood Park, 808 S 60 th Street, Omaha 11:00 a.m.-5:00 p.m.
April 23, 2015	Papillion Creek Watershed Partnership Meeting, 10:00 a.m. NRC
April 29, 2015	Official Dedication of the Prairie Queen Recreation Area, 10:00 a.m.
May 5-6, 2015	Water Works Festival, Schramm Park, 10:00 a.m.-1:30 p.m.
May 7, 2015	Lower Platte River Corridor Alliance Quarterly Meeting, 9:00 a.m. at Lower Platte South NRD
May 12, 2015	P-MRNRD Subcommittee Meetings
May 14, 2015	P-MRNRD Board Meeting
May 28, 2015	Papillion Creek Watershed Partnership Meeting, 10:00 a.m., NRC
May 25, 2015	Memorial Day – P-MRNRD Offices Closed

B. Next Meeting – May 14, 2015, at the NRC

ADJOURNMENT: Being no further business, at 8:09 p.m. the Chairperson declared that the meeting was adjourned.

NOTE: These minutes reflect the actions and votes taken at the April 9, 2015, Board of Directors Meeting of the Papio-Missouri River NRD and are not an official transcript of the meeting. The audio cast of this meeting can be found on our website at www.papionrd.org.

I, the undersigned, Secretary of the Papio-Missouri River Natural Resources District, hereby certify that the foregoing are true and correct minutes of a meeting of the Board of Directors of the District held on April 9, 2015, that all of the subjects included in the foregoing proceedings were contained in the agenda for the meeting, kept continually current and readily available for public inspection at the office of the District; that such subjects were contained in said agenda at least twenty-four hours prior to said meeting; that at least one copy of all reproducible material discussed at the meeting was available at the meeting for examination and copying by members of the public; that the minutes were in written form and available for public inspection within ten working days and prior to the next convened meeting of said body; and, that all news media requesting notification of the meeting of said body were provided advance notification of the time and place of said meeting.

Richard Tesar
District Secretary