

**METROPOLITAN UTILITIES DISTRICT**  
**DRAFT Committee Meetings Agenda**

**8:15 a.m.**

**March 1, 2023**

1. Safety Briefing
2. Roll Call
3. Open Meetings Act Notice

**Construction and Operations – Friend, Sidzyik, Cavanaugh**

1. Capital Expenditures [Gina Langel - SVP, Chief Operations Officer] – **Tab 5**
2. Acceptance of Contracts and Payment of Final Estimates  
[Stephanie Henn – Director, Plant Engineering] – **Tab 6**
3. Change Order for Construction of the West Dodge Pump Station  
[Stephanie Henn – Director, Plant Engineering] – **Tab 7**
4. Bids on Materials and Contracts  
[Sherri Meisinger – Director, Procurement] – **Tab 8**

**Services & Extensions – Friend, Begley, Howard**

1. Main Extensions [Masa Niiya –VP, Engineering] – **Tab 9**

**Personnel – Begley, Sidzyik, Friend**

1. Wage and/or Salary Increases and Ratifications  
[Bonnie Savine – VP, Human Resources] - **Tab 10**
2. Selection of SVP, Chief Financial Officer  
[Bonnie Savine – VP, Human Resources] - **Tab 11**
3. Requisition for Manager – Diversity, Equity & Inclusion  
[Bonnie Savine – VP, Human Resources] - **Tab 12**
4. SPA General Salary Increase  
[Bonnie Savine – VP, Human Resources] - **Tab 13**

**Accounts, Expenditures, Finance & Rates – McGowan, Begley, Cook**

1. Bond Resolution for Potential Refinance of Water Department Series 2012 Bonds  
[Joseph Schaffart – SVP, Chief Financial Officer] – **Tab 14**

**Judicial & Legislative – Cavanaugh, Cook, Howard**

1. Second Legislative Report for 2023  
[Rick Kubat – Governmental Relations Attorney] – **Tab 15**
2. Condemnation Authorization for Windsor West  
[Mark Mendenhall – SVP, General Counsel] - **Tab 16**

**Committee of the Whole**

1. Infrastructure Replacement Program Update [Jared Svagera – Director, Infrastructure Integrity & Evan Martin, Senior Infrastructure Engineer] – **Tab A (INFORMATION ONLY)**

**Public Comment**

***(Turn over for regular monthly Board Meeting agenda)***

**METROPOLITAN UTILITIES DISTRICT**  
**DRAFT Regular Monthly Board Meeting Agenda**

**9:00 a.m.**

**March 1, 2023**

1. Roll Call
2. Open Meetings Act Notice
3. Pledge of Allegiance
4. Approval of Minutes – Committee Meetings & Regular Board Meeting for February 1, 2023
- CONSTRUCTION & OPERATIONS** 5. Capital Expenditures
6. Acceptance of Contracts and Payment of Final Estimates
7. Change Order for Construction of the West Dodge Pump Station
8. Bids on Materials and Contracts
- SERVICES & EXTENSIONS** 9. Main Extensions
- PERSONNEL** 10. Wage and/or Salary Increases and Ratifications
11. Selection of SVP, Chief Financial Officer
12. Requisition for Manager – Diversity, Equity & Inclusion
13. SPA General Salary Increase
- ACCOUNTS, EXPENDITURES, FINANCE & RATES** 14. Bond Resolution for Potential Refinance of Water Department Series 2012 Bonds
- JUDICIAL & LEGISLATIVE** 15. Second Legislative Report for 2023
16. Condemnation Authorization for Windsor West
- BOARD** 17. Other Matters of District Business for Discussion
18. Public Comment
19. CLOSED SESSION – Litigation, Personnel and Real Estate

**Adjourn Regular Board Meeting**

***(Turn over for Committee Meetings agenda)***

**METROPOLITAN UTILITIES DISTRICT**  
**DRAFT Minutes of Committee Meetings**  
**February 1, 2023**

Chairperson Tanya Cook called to order the Committee meetings of the Metropolitan Utilities District Board of Directors at 8:15 a.m. at its headquarters building located at 7350 World Communications Drive.

Advance notice of the meeting was published in the print version of *The Omaha World-Herald* on Sunday, January 22, 2023, and on its online platform for seven consecutive days beginning with the date of the first print publication. Notice was also provided on the MUD website at [www.mudomaha.com](http://www.mudomaha.com) and other social media platforms. Agendas and all pertinent Board materials to be presented at the February 1, 2023, Committee and Board Meetings were emailed to Directors and posted to the MUD website by January 27, 2023.

Chairperson Cook announced that the meeting was being livestreamed and a recording of the meeting would be uploaded to the MUD website after the meeting's conclusion.

**Safety Briefing**

Vice-President of Safety, Security & Business Continuity Shane Hunter provided a safety briefing for all individuals attending the meeting in-person regarding protocol at the headquarters building in the event of an emergency.

**Roll Call**

On a roll call vote, the following Directors acknowledged their attendance: Jim Begley, Tanya Cook, Dave Friend, Bob Sidzyk, Mike McGowan, Gwen Howard, Tim Cavanaugh.

**Open Meetings Act Notice**

Chairperson Cook announced that a copy of the Open Meetings Act was located on the wall in the back of the Board Room.

**Construction and Operations – Friend, Sidzyk, Cavanaugh**

Senior Vice-President and Chief Operations Officer Gina Langel presented the proposed capital expenditures as outlined in her letter to the Committee dated January 23, 2023.

Vice-President of Water Operations Mike Koenig presented the proposed consultant selection for the Platte South Water Treatment Plant (WTP) Capital

Improvements Plan (CIP) as outlined in the letter to the Committee dated January 17, 2023 from Senior Design Engineer Kris Thompson.

Director of Plant Engineering Stephanie Henn reviewed the Acceptance of Contracts and Payment of Final Estimates as outlined in her letter to the Committee dated January 20, 2023.

Vice-President of Procurement and Enterprise Services Jon Zellars reviewed the bids on materials and contracts as outlined in the letter to the Committee from Director of Procurement Sherri Meisinger dated January 20, 2023.

Senior Vice-President and General Counsel Mark Mendenhall reviewed the proposed interlocal agreement between MUD, the Nebraska Department of Environment and Energy (NDEE), and the Nebraska Department of Health and Human Services (DHHS) as outlined in his letter to the Committee dated January 23, 2023. The agreement seeks authorization for MUD to submit its drinking water testing results to DHHS and authorizes DHHS to accept the testing results in order to comply with the requirements of the Nebraska Safe Drinking Water Act. The proposed agreement includes the right to renew the term for up to two additional one-year periods. The District was hopeful that we could transition to a three-year agreement with this renewal, but DHHS required more time to institute the change in the renewal periods, thereby prompting the resubmission of the requested authorization to the Board.

**Services & Extensions – Friend, Begley, Howard**

Vice-President of Engineering Masa Niiya reviewed the proposed main extensions as outlined in his letter to the Committee dated January 23, 2023.

**Personnel - Begley, Sidzyik, Friend**

Vice-President of Human Resources Bonnie Savine reviewed the wage and/or salary increases and ratifications as outlined in her letter to the Committee dated January 19, 2023.

**Insurance & Pension - Howard, McGowan, Cook**

Senior Vice-President and Chief Financial Officer Joseph Schaffart reviewed the 2022 Retirement Plan and Other Post-Employment Benefits (OPEB) Investment Review as outlined in his letter to the Committee dated January 24, 2023, and as explained in the accompanying year-end report prepared by Vanguard Institutional Advisory Services (VIAS). The report was provided 'for information only' and was not subject to approval by the full Board in the regular monthly Board Meeting to follow. All materials presented to the Board were reviewed by the Insurance & Pension Committee during the meeting of January 23, 2023.

Mr. Schaffart noted that the Vanguard report presents the 2022 investment performance for the Retirement and Other Post-Employment Benefits (OPEB) trust funds, and that the composite investment returns for the year ending December 31, 2022, were (-17.05%) and (-17.45%) for the Retirement and OPEB plans respectively (net of fees). The composite returns for the three-month period ending December 31, 2022, were 7.02% and 7.61% for the Retirement and OPEB plans respectively (net of fees).

Mr. Schaffart introduced Joseph Wolfram, Senior Investment Consultant with Vanguard Investment Advisory Services, to provide a brief presentation regarding investment performance and answer questions from the Board.

### **Governance - Begley, Cook, Cavanaugh**

Senior Vice-President and General Counsel presented the proposed draft of the Board of Directors Rules of Order and Procedure. Mr. Mendenhall reported to the Committee that the draft was being presented for the Board's review and that any comments or recommendations from the Board will be received and reviewed during the next month (or two, if necessary) and will be presented to the Board for adoption at the March or April Board Meeting. He stated that Board procedure has operated informally under the Robert's Rules of Order, but no written version has been utilized in the past. He noted the draft rules of order and procedure being presented to the Board is largely a reflection of the manner in which the Board currently operates and conducts its business.

Director Begley recommended expanding the opportunity for members of the public to address the Board by adding another Public Comment segment at the beginning of (Committee and Board) meetings.

Director McGowan inquired as to whether the Webex-recorded Board Meeting allows for members of the public to provide comment. Senior Vice-President and Chief Information Officer Sue Lobsiger stated that the method for recording the Board Meeting does not currently have the capacity for enabling public comment in real time.

### **Public Comment**

Chairperson Cook asked if any member of the public would like to address the Board. Cheryl Weston addressed the Board and identified herself as a representative for an organization called Documenters.org which gathers information on various public organizations and meetings in order to increase public engagement and participation. Ms. Weston complimented Mr. Doyle on his handling of Board Meetings and also commended MUD for calling attention to the potential for significant costs to be borne by MUD customers for infrastructure work associated with the City of Omaha's streetcar initiative.

Chairperson Cook asked if any Board Members had any comments they would like to share. There were none.

Chairperson Cook announced the Committee Meetings had concluded and that the Board would reconvene in ten minutes for the regular monthly Board Meeting.

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Mark E. Doyle  
Secretary and President

MED/mjm

**METROPOLITAN UTILITIES DISTRICT**  
**DRAFT Minutes of the Regular Monthly Board Meeting**  
**February 1, 2023**

Chairperson Tanya Cook called to order the regular Board Meeting of the Metropolitan Utilities District Board of Directors at 10:17 a.m. at its headquarters building located at 7350 World Communications Drive.

Advance notice of the meeting was published in the print version of *The Omaha World-Herald* on Sunday, January 22, 2023, and on its online platform for seven consecutive days beginning with the date of the first print publication. Notice was also provided on the MUD website at [www.mudomaha.com](http://www.mudomaha.com) and other social media platforms. Agendas and all pertinent Board materials to be presented at the February 1, 2023, Committee and Board Meetings were emailed to Directors and posted to the MUD website by January 27, 2023.

Chairperson Cook announced that the meeting was being livestreamed and a recording of the meeting would be uploaded to the MUD website after the meeting's conclusion.

**AGENDA NO.1**

**Roll Call**

On a roll call vote, the following Directors acknowledged their attendance: Jim Begley, Tanya Cook, Dave Friend, Bob Sidzyik, Mike McGowan, Gwen Howard, Tim Cavanaugh.

**AGENDA NO. 2**

**OPEN MEETINGS ACT NOTICE**

Chairperson Cook announced that a copy of the Open Meetings Act was located on the wall in the back of the Board Room.

**AGENDA NO. 3**

**PLEDGE OF ALLEGIANCE**

Chairperson Cook invited all who wished to participate to recite the Pledge of Allegiance.

**AGENDA NO. 4**

**APPROVAL OF MINUTES FOR COMMITTEE MEETINGS AND REGULAR MONTHLY BOARD MEETING FOR JANUARY 4, 2023**

Director Cavanaugh moved to approve the minutes for the Committee Meetings and regular monthly Board Meeting for January 4, 2023, which was seconded by Director McGowan and carried on a roll call vote.

Voting Yes: Begley, Cook, Friend, Sidzyik, McGowan, Howard, Cavanaugh  
Voting No: None

**AGENDA NO. 5**  
**CAPITAL EXPENDITURES**

Director Friend moved to approve the proposed capital expenditures as presented in the Committee Meetings by Senior Vice-President and Chief Operations Officer Gina Langel and as outlined in her letter to the Committee dated January 23, 2023. The motion was seconded by Director Begley and carried on a roll call vote.

Voting Yes: Begley, Cook, Friend, Sidzyik, McGowan, Howard, Cavanaugh  
Voting No: None

**AGENDA NO. 6**  
**CONSULTANT SELECTION FOR PLATTE SOUTH WTP CAPITAL IMPROVEMENT PLAN**

Director Friend moved to approve the proposed consultant selection for the Platte South WTP capital improvement plan as presented in the Committee Meetings by Vice-President of Water Operations Mike Koenig and as outlined in the letter to the Committee dated January 17, 2023, from Senior Design Engineer Kris Thompson. The motion was seconded by Director Cavanaugh and carried on a roll call vote.

Voting Yes: Begley, Cook, Friend, Sidzyik, McGowan, Howard, Cavanaugh  
Voting No: None

**AGENDA NO. 7**  
**ACCEPTANCE OF CONTRACTS AND PAYMENT OF FINAL ESTIMATES**

Director Friend moved to approve the proposed acceptance of contracts and payment of final estimates as presented in the Committee Meetings by Director of Plant Engineering Stephanie Henn and as outlined in her letter to the Committee dated January 20, 2023. The motion was seconded by Director Begley and carried on a roll call vote.

Voting Yes: Begley, Cook, Friend, Sidzyik, McGowan, Howard, Cavanaugh  
Voting No: None

**AGENDA NO. 8**  
**BIDS ON MATERIALS AND CONTRACTS**

Director Friend moved to approve the bids on materials and contracts as presented by Vice-President of Procurement and Enterprise Services Jon Zellars and as outlined in the letter to the Committee dated January 20, 2023, from Director of Purchasing Sherri Meisinger. The motion was seconded by Director Howard and carried on a roll call vote.



Voting Yes: Begley, Cook, Friend, Sidzyik, McGowan, Howard, Cavanaugh  
Voting No: None

**AGENDA NO. 9**  
**INTERLOCAL AGREEMENT WITH NEBRASKA DEPARTMENT OF HEALTH & HUMAN SERVICES**

Director Cavanaugh moved to approve the proposed interlocal agreement with MUD, the Nebraska Department of Health & Human Services and the Department and the Nebraska Department of Environment and Energy as presented by Senior Vice-President and General Counsel Mark Mendenhall and as outlined in his letter to the Committee dated January 25, 2023 which was seconded by Director Howard and carried on a roll call vote.

Voting Yes: Begley, Cook, Friend, Sidzyik, McGowan, Howard, Cavanaugh  
Voting No: None

**AGENDA NO. 10**  
**MAIN EXTENSIONS**

Director Friend moved to approve the proposed main extensions as presented by Vice-President of Engineering Masa Niiya and as outlined in his letter to the Committee dated January 23, 2023, which was seconded by Director Cavanaugh and carried on a roll call vote.

Voting Yes: Begley, Cook, Friend, Sidzyik, McGowan, Howard, Cavanaugh  
Voting No: None

**AGENDA NO. 11**  
**WAGE AND/OR SALARY INCREASES AND RATIFICATIONS**

Director Begley moved to approve the wage and/or salary increases and ratifications as presented by Ms. Savine in the Committee Meeting and as outlined in her letter dated January 19, 2023. The motion was seconded by Director Cavanaugh and carried on a roll call vote.

Voting Yes: Begley, Cook, Friend, Sidzyik, McGowan, Howard, Cavanaugh  
Voting No: None

**AGENDA NO. 12**  
**FIRST LEGISLATIVE REPORT FOR 2023**

Director Cavanaugh moved to approve the recommended positions (pro, con or neutral) on legislative bills as outlined in the First Legislative Report for 2023 dated January 25, 2023 by Governmental Relations Attorney Rick Kubat, and as presented by him in the Committee Meetings with the exception of LB 171 and LB 270 which would be

voted on separately. The motion was seconded by Director Howard and carried on a roll call vote.

Voting Yes: Begley, Cook, Friend, Sidzyik, McGowan, Howard, Cavanaugh  
Voting No: None

Director Cavanaugh moved to change the position on LB 171 from neutral to one of opposition, which was seconded by Director Howard. The motion failed on a roll call vote.

Voting Yes: McGowan, Cavanaugh  
Voting No: Begley, Cook, Friend, Sidzyik, Howard

Director Cavanaugh moved to change the position on LB 270 from one of support to a neutral position which was seconded by Director McGowan and carried on a roll call vote.

Voting Yes: Begley, Cook, Friend, Sidzyik, McGowan, Howard, Cavanaugh  
Voting No: None

### **AGENDA NO. 13**

#### **OTHER MATTERS OF DISTRICT BUSINESS FOR DISCUSSION**

Chairperson Cook asked whether any Directors had any matters of District business for discussion.

Senior Vice-President and Chief Information Officer Sue Lobsiger provided an update on the status of MUD's downtown joint branch office with OPPD at Energy Plaza. The MUD branch that opened in September 2019 provided a drop box, kiosk, and cashier payment options as well as account servicing. The branch was forced to close after seven months of operation in March 2020 due to the COVID-19 pandemic and remained closed for over two years until reopening in August 2022. Since that time, walk-in customer traffic has decreased significantly along with a 60% reduction in cashier transactions and an 80% reduction in account servicing transactions. An analysis of the branch users indicated that customers using the services at that location were coming from all across the metropolitan area and not limited to the downtown area. In response, MUD intends to phase out of the branch at Energy Plaza and expand retail payment locations at banks and grocery stores across the city to make in-person payments more convenient for customers and relocate MUD staff members to functional areas that better serve the customers. Some discussion followed.

**AGENDA NO. 14**  
**PUBLIC COMMENT**

Chairperson Cook asked whether there were any members of the public who would like to address the Board. There were none.

**AGENDA NO. 15**  
**CLOSED SESSION – LITIGATION, PERSONNEL & REAL ESTATE**

At 10:45 a.m., Director Begley moved to go into Closed Session for the purpose of discussing litigation, personnel and real estate, which was seconded by Director Cavanaugh and carried on a roll call vote.

Voting Yes: Begley, Cook, Friend, Sidzyik, McGowan, Howard, Cavanaugh  
Voting No: None

At 11:13 a.m., Director Cavanaugh moved to return to Open Session which was seconded by Director Howard and carried on a roll call vote.

Voting Yes: Begley, Cook, Sidzyik, McGowan, Howard, Cavanaugh  
Voting No: None

Director Friend was absent.

Chairperson Cook asked if any Directors or members of the public had any comments to share. There were none.

Director Begley moved to adjourn the meeting which was seconded by Director McGowan and carried on a roll call vote.

Voting Yes: Begley, Cook, Sidzyik, McGowan, Howard, Cavanaugh  
Voting No: None

The regular monthly Board meeting was adjourned at 11:15 a.m.

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Mark E. Doyle  
Secretary and President

MED/mjm

# METROPOLITAN UTILITIES DISTRICT

Inter-Department Communication

February 23, 2023

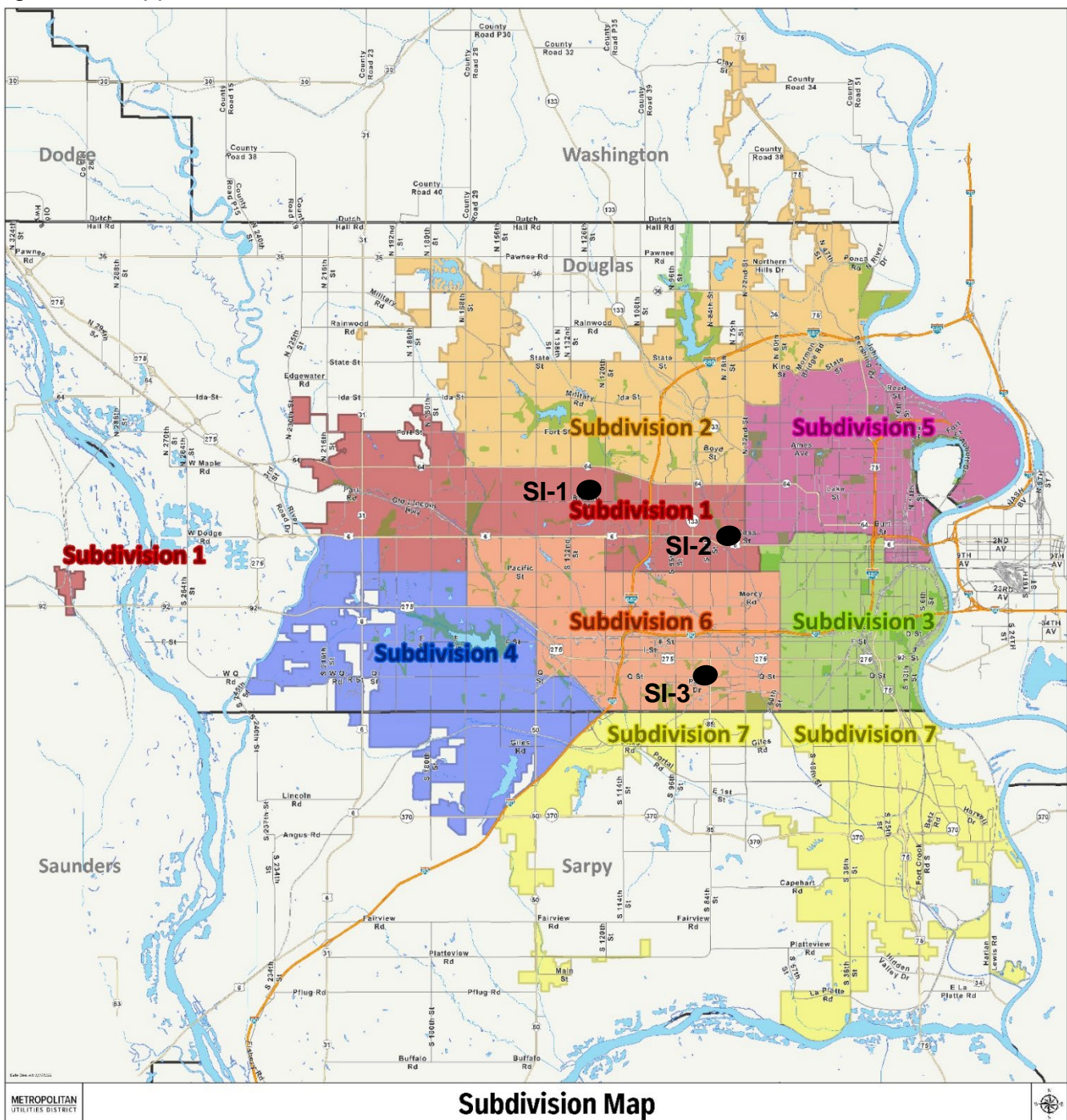
**Subject:** CAPITAL EXPENDITURES

**To:** Committee on Construction and Operations

cc: all Board Members, Doyle, Mendenhall, Schaffart, Ausdemore, Lobsiger, and all Vice Presidents

**From:** Gina Langel, Senior Vice President, Chief Operations Officer

The following items will be on the March 1, 2023, Committee Agenda for consideration and the Board Agenda for approval:



**Subdivision Map**

## **SYSTEM IMPROVEMENTS**

1. **100054001121 and 100068001103 - \$128,300 – Install 8-inch gas main, 126<sup>th</sup> and Blondo Streets.** This work is required to eliminate a conflict with the construction of a retaining wall being built for a City of Omaha project. This project is anticipated to start in the summer of 2023. This work is not reimbursable as the mains are in public right-of-way. **(Subdivision 1 – Begley)**

2. **100053001452 and associated job numbers - \$61,200 – Install 30 feet of 12-inch water main in Cass Street from 75<sup>th</sup> to 76<sup>th</sup> Streets.** This work is required to eliminate conflicts with a proposed storm sewer being installed as an outfall for The Crossroads redevelopment. This project is anticipated to start in March 2023. This work is reimbursable as the project is private in nature. Two residential gas services will be replaced and connected to the new gas main at an estimated cost of \$6,000. **(Subdivision 1 – Begley)**

3. **100051001069 - \$ 260,000 - Install 690 feet of 12-inch DI water mains in “Q” Street from 86th Plaza to 84th Street.** This work is being done to improve system reliability and fire protection to an isolated portion of Zone 2. In addition to the overall system improvements, this work will provide a reliable water source to this area while an existing source is replaced as part of an infrastructure replacement project. This project is anticipated to start in March of 2023 and will be constructed by an MUD crew. **(Subdivision 6 – McGowan)**

## **BUILDINGS, PLANTS AND EQUIPMENT**

1. **100086000761 - \$280,000 – Network lifecycle refresh and upgrades 2023.** This project will upgrade network and wireless equipment at the Operations Center location, install new equipment at five new telemetry sites across Omaha, continue cellular modem refresh across 50 of our gas monitoring sites, and upgrade software versions of the call manager and authentication servers. The work is in accordance with the Network Infrastructure Replacement Plan where the Information Technology Department replaces and upgrades a certain amount of network infrastructure every year to maintain the reliability and performance of the network systems.

2. **100086000762 - \$130,000 – Audio Video (A/V) upgrades 2023.** This project will improve A/V communication experience across the District. The project includes deploying A/V additional equipment at Headquarters and in some conference rooms at Florence, LNG and Platte West.

3. **100086000763 - \$250,000 – SCADA lifecycle refresh and upgrades 2023, Platte South.** This expenditure will replace the aging Platte South SCADA servers and workstations and upgrade them to the latest version of the SCADA operating software. This project will require the assistance of Huffman Engineering to migrate the SCADA system from the existing servers to the new servers with the latest SCADA software version. Benefits include increased system reliability and support. The current servers and workstations were installed in 2018 and standard practice is to replace them every five years. Replacement will reduce potential hardware equipment failures due to age and eliminate any resulting downtime. The current SCADA software is in the mature lifecycle phase with only limited support available. Upgrading to the latest version is recommended by the software manufacturer and will provide full support until the next cycle of hardware replacement.

**4. 100083001176 - \$85,000 – Reconditioning of lower service pump #4 motor, Florence.** The motor is a 1000 HP motor that drives a 50 MG raw water pump. This motor is a critical part of Florence operation during peak demands. The reconditioning will include repair/replacement of the slip rings, additional inspection/testing along with cleaning, rotor balancing, and varnishing to prolong the life of the motor. The buildup of dust and dirt on the motor windings can lead to excessive heat and break down the winding insulation resulting in catastrophic failure and larger expense to repair/replace the motor and related equipment. This motor was installed in the late 1950s and the last reconditioning service was completed in 2009. During the routine January 2023 large motor inspection, significant grooves were discovered in the slip rings which need to be either machined or replaced for reliable continuous operation. The plan is to complete the work before higher pumpage rates are needed in 2023.



Gina Langel  
Senior Vice President, Chief Operations Officer

Approved:



Mark E. Doyle  
President

**METROPOLITAN UTILITIES DISTRICT***Inter-Department Communication*

February 16, 2023

**Subject:** ACCEPTANCE OF CONTRACTS AND PAYMENT OF FINAL ESTIMATES**To:** Committee on Construction and Operations  
cc: all Board Members, Doyle, Mendenhall, Schaffart, Ausdemore, Langel, Lobsiger, and all Vice Presidents**From:** Stephanie L. Henn, Director, Plant Engineering

The following items will be on the March 1, 2023, Committee Meeting for consideration and the Board Meeting Agenda for approval. Work has been satisfactorily completed on the following contracts and final payment is recommended:

Contract	Contract Approval Date	Amounts	
		*Unit Price Bid	Actual
a. Cedar Construction, WP1838, 100055001371, Install Water Mains in Majestic Pointe; Southwest of 168th St. and State St.	8/4/2021	\$607,422.00	\$624,024.85

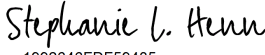
**Comments:** There was an overall net increase in this project of \$16,602.85, primarily due to Change Order No.1, incorporating a redesign from ductile iron pipe to PVC pipe at the developer's request. This Change Order was approved at the September 7, 2022, Board of Directors meeting. This is a 2.7% increase to the overall contract price. The developer approved these additional costs. All work required by the contract has been completed by the Contractor and is acceptable and in compliance with the Contract and Specifications.


Contract	Contract Approval Date	Amounts	
		Contract Bid	Actual
b. Midlands Resource Recovery, Inc., GP2641, 100066002309, Odorant Tank and Equipment Removal; 117th St. and Fort St., 175 <sup>th</sup> St. and Center St., & Springfield Town Border Stations	5/4/2022	\$218,653.00	\$259,080.80

**Comments:** There was an overall net increase in this project of \$40,427.80, due to Change Order No. 1 which incorporated a scope change. The project was being performed for the Gas Operations Department. Gas Operations requested, and agreed to, extra costs of approximately 18%, after the project was designed and bid. This additional scope was necessary to complete the project adequately. This scope change was primarily for decommissioning and removal of more odorant equipment than was originally planned. All work required by the contract has been completed by the Contractor and is acceptable and in compliance with the Contract and Specifications. **Approval of this final will also approve Change Order No. 1.**

*\*Based upon Engineering's estimated unit quantities.*

Approved:

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 Stephanie L. Henn  
 Director, Plant Engineering

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 Masa Niya  
 Vice President  
 Engineering

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 Gina Langel  
 Senior Vice President  
 Chief Operations Officer

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 Mark E. Doyle  
 President



**METROPOLITAN UTILITIES DISTRICT**

*Inter-Department Communication*

February 22, 2023

**Subject:** CHANGE ORDER 04 – CONSTRUCTION OF THE NEW WEST DODGE PUMP STATION; 15340 WYCLIFFE DRIVE; HAWKINS CONSTRUCTION COMPANY; WP1596 (100083001069)

**To:** Committee on Construction & Operations  
Cc: All Board Members, Doyle, Langel, Schaffart, Mendenhall, Ausdemore, Lobsiger, and All Vice Presidents

**From:** Stephanie Henn, Director, Plant Engineering

On July 7, 2021 the District entered into a contract with Hawkins to construct the West Dodge Pump Station. The original contract price was \$3,911,744.00 and three previous change orders have increased the contract price to \$3,991,170.25. Change Order No. 4 results in a net add of \$118,201.00. This will change the total contract price to \$4,109,371.25.

This change order consists of four items that are unrelated to each other and considered necessary or improvements to the long-term operation and maintenance of the station.

The first item was to add instrumentation sample piping and valves for the station flow, pressure, and water quality instrumentation for the cost of \$9,876. The station suction pressure transmitter tap and piping were not included in the contract documents.

The second item was to change the manufacturer of the pump base grout for the cost of \$6,125. Pump base grout provides a critical function to minimize vibration and ensure reliable operation. Central Maintenance provided an alternate grout manufacturer that has been used at other pump stations with success. A credit was provided for the grout in the contract documents.

The third item was to add structural steel pump maintenance platforms for all four pumps for a cost of \$97,098. The platforms enhance employee safety by eliminating overhead work for the maintenance and operation of large valves and instrumentation. Including the platforms as part of this construction contract provides a cost savings compared to adding platforms at a later time. These platforms were not originally planned as a part of the construction, however, due to a safety concern, it is advantageous to install them at this time.

The fourth item was to revise the station fire beam smoke detector model for a cost of \$5,102. The District specified detector in the contract documents was found to not be compatible with the District SCADA system. The alternate smoke detector is needed to notify remote operators in the event of a fire.

This additional scope of work was requested, and the additional costs approved, by the Water Operations department, in agreement with the Plant Engineering team. The smaller portions of this scope of work is in progress, so as not to impact the schedule of the pump station. Your approval is requested.

DocuSigned by:

*Stephanie L. Henn*

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Stephanie Henn  
Director, Plant Engineering

**Approved:**

DocuSigned by:

*Masa Miya*

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Masa Niiya  
Vice President,  
Engineering

DocuSigned by:

*Gina Langel*

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Gina Langel  
Sr. Vice President,  
Operations

DocuSigned by:

*Mark Mendenhall*

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Mark Mendenhall  
Sr. Vice President,  
General Counsel

DocuSigned by:

*Mark Doyle*

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Mark Doyle  
President

Concurred by Water Operations:

DocuSigned by:

*Michael A. Koenig*

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Mike Koenig,  
Vice President, Water Operations

METROPOLITAN UTILITIES DISTRICT  
*Inter-Department Communication*

February 17, 2023

**Subject:** BIDS ON MATERIALS AND CONTRACTS DURING THE MONTH OF FEBRUARY

**To:** Construction & Operations Committee  
cc: All Board Members, Doyle, Ausdemore, Langel, Lobsiger, Mendenhall, Schaffart  
and all Vice Presidents

**From:** Sherri A Meisinger, Director, Procurement

The following items will be on the March 1, 2023 Committee Agenda for consideration and the March 1, 2023 Board Agenda for approval. The recommended bid is bolded and listed first. Nonlocal bidders have been indicated in italics.

**WATER/GAS MAIN CONTRACTS**

<u>Item</u>	<u>Bids Sent / Rec'd</u>	<u>Bidders</u>	<u>Bid Amount</u>
Install Water Mains in Kempton Creek Lots 206-257, SW of Bennington Rd. & Kempton Creek Dr. 100055001407 WP1927 Engineering Estimate: \$288,125.00 (A C&A in the amount of \$282,301.00 will be presented to the Board on March 1, 2023 for approval.)	18/3	<b>Cedar Construction</b> <i>Pat Thomas Construction</i> Kersten Construction	<b>\$225,904.00</b> 238,855.66 245,706.80
Install Water Mains in Arbor View Phase V Lots 534-641, SW of 210th Ave & Fort St. 100055001430 WP1984 Engineering Estimate: \$580,990.00 (A C&A in the amount of \$611,614.00 will be presented to the Board on March 1, 2023 for approval.)	18/4	<b>Cedar Construction</b> Kersten Construction <i>Valley Corporation</i> <i>Pat Thomas Construction</i>	<b>\$510,270.00</b> 563,844.00 596,509.36 633,220.17

Install Water Mains in Westbrook Hills Lots 1-203, NE of 138 <sup>th</sup> St. & Ida St. 100055001433 100057000531 WP1988 Engineering Estimate: \$1,155,880.00 (A C&A in the amount of \$1,645,343.00 will be presented to the Board on March 1, 2023 for approval.)	18/2	<b>Valley Corporation</b> Cedar Construction	<b>\$1,313,171.40</b> 1,467,610.00
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**INFORMATION TECHNOLOGY**

<u>Item</u>	<u>Bids Sent / Rec'd</u>	<u>Bidders</u>	<u>Bid Amount</u>
SuccessFactors & Work Force SAP Cloud Services Renewal Three (3) Year Contract (March 27, 2023 to March 26, 2026)	1/1	<b>SuccessFactors, Inc.</b>	<b>\$916,671.24</b>

**OTHER**

<u>Item</u>	<u>Bids Sent / Rec'd</u>	<u>Bidders</u>	<u>Bid Amount</u>
Four (4) Fiberglass Crew Truck Body with Air Compressor & Power Inverter 100088000814 (C&A for Annual Construction Machines, Equipment, Vehicles and Upfitting approved January 4, 2023 in the amount of \$18,504,550.00.)	5/2	<b>Protech</b> Aspen Equip.	<b>\$418,400.00</b> 550,276.00
One (1) Fiberglass Crew Truck Body with Altec Crane, Air Compressor & Power Inverter 100088000816 *Bid Rejected	4/1	<b>Altec Inc.</b>	<b>\$324,527.00*</b>

One (1) Tandem Axle Fuel & Lube Truck 100088000789	3/2	<b>Summit Truck Equip.</b>	<b>\$385,464.00</b>
		Aspen Equip.	318,950.00*

\*Bid Rejected  
(C&A for Annual Construction Machines, Equipment, Vehicles and Upfitting approved January 4, 2023 in the amount of \$18,504,550.00.)

Four (4) 14000 lb. Tandem Axle Trailer 100088000818	17/3	<b>DuoLift Mfg.</b>	<b>\$63,940.00</b>
		MGS Trailers	108,976.00
		DitchWitch	114,000.00

(C&A for Annual Construction Machines, Equipment, Vehicles and Upfitting approved January 4, 2023 in the amount of \$18,504,550.00.)

One (1) Four Wheel Drive Large Rubber Tired Track Trencher 100087000663	7/1	<b>Vermeer High Plains</b>	<b>\$372,765.00</b>
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(C&A for Annual Construction Machines, Equipment, Vehicles and Upfitting approved January 4, 2023 in the amount of \$18,504,550.00.)

Two (2) Rubber Tired Four Wheel Drive Combination Trencher Backhoe (DW-RT80) 100087000634	1/1	<b>DitchWitch</b>	<b>\$321,194.12</b>
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(C&A for Annual Construction Machines, Equipment, Vehicles and Upfitting approved January 4, 2023 in the amount of \$18,504,550.00.)

Four (4) Rubber Tire 4x4 Vibratory Plow Trencher with Backhoe (DW-RT45B) 100087000636	1/1	<b>DitchWitch</b>	<b>\$389,586.24</b>
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(C&A for Annual Construction Machines, Equipment, Vehicles and Upfitting approved January 4, 2023 in the amount of \$18,504,550.00.)

One (1) 36" MJ RH Vertical Resilient Seated Gate Valves	7/5	<b>Core &amp; Main</b>	<b>\$61,052.64</b>
		American Underground	63,408.16
		Omaha WinWater	64,729.17
		Clow Valve Co.	66,250.00
		ESI	71,670.00

Transformer for Platte West Wellfield 100091000045	4/3	<b>GE Prolec</b> Malloy Electric CED	<b>\$30,258.00</b> 35,000.00 46,378.52
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(C&A for 100091000045 approved February 16, 2023 in the amount of \$35,000.00.)

Motor Reconditioning Service Florence Low Service #4 Motor 100083001176	2/2	<b>Malloy Electric</b> <i>Hupp Electric Motors</i>	<b>\$47,700.00</b> 48,652.00
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(A C&A in the amount of \$85,000.00 will be presented to the Board on March 1, 2023 for approval.)



Sherri A. Meisinger  
Director, Procurement  
(402) 504-7253

Approved:



Jon Zellars  
Vice President, Procurement and Enterprise Services



Steven E. Ausdemore  
Senior Vice President, Safety, Security and Field Operations



Mark E. Doyle  
President

# METROPOLITAN UTILITIES DISTRICT

Inter-Department Communication

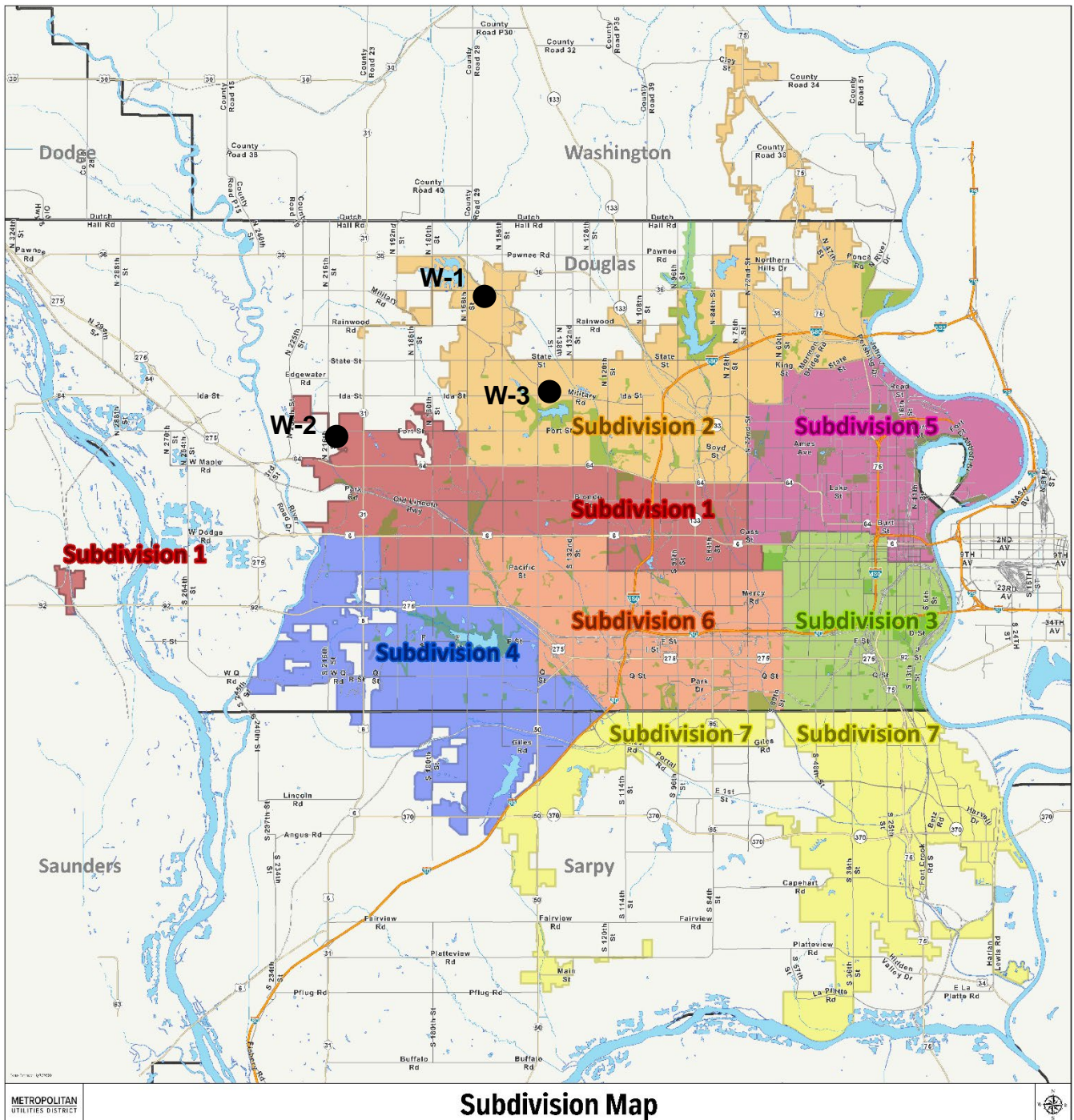
February 21, 2023

**Subject:** MAIN EXTENSIONS

**To:** Services and Extensions Committee  
cc: All Board Members, Doyle, Mendenhall, Schaffart, Ausdemore, Langel, Lobsiger, and all Vice Presidents

**From:** Masa Niiya, Vice President, Engineering

The following main extensions will be on the March 1, 2023, Committee Agenda for consideration and the Board Agenda for approval:



Subdivision Map



**WATER MAINS:**

- 1. KEMPTEN CREEK SUBDIVISION, Subdivision 2, Friend:** This work is being done to provide water service and fire protection to 52 single residence lots in Kempton Creek Subdivision, Bennington Road and Kempton Creek Drive. Work is requested to be completed by October 2023. Pioneer main fees are due to the existing 16-inch water mains in Bennington Road in the amount of \$13,931. (City of Bennington zoning jurisdiction, Dave Vogtman)

**Subdivision:** Kempton Creek Subdivision  
**Project Number:** WP 1927  
**Project Cost:** \$282,301  
**Applicant Contribution:** \$296,232  
**Construction by Applicant:** \$0.00  
**M.U.D. Cost:** \$0.00

- 2. ARBOR VIEW SUBDIVISION, Subdivision 1, Begley:** This work is being done to provide water service and fire protection to 108 single residence lots in Arbor View Subdivision, 210<sup>th</sup> and Fort Streets. Work is requested to be completed by August 2023. Pioneer main fees are due to the existing 16-inch and 24-inch water mains in Fort Street in the amount of \$194,018. (City of Omaha zoning jurisdiction, Charleston Homes, Inc.)

**Subdivision:** Arbor View Subdivision  
**Project Number:** WP 1984  
**Project Cost:** \$611,614  
**Applicant Contribution:** \$805,632  
**Construction by Applicant:** \$0.00  
**M.U.D. Cost:** \$0.00


- 3. WESTBROOK HILLS SUBDIVISION, Subdivision 2, Friend:** This work is being done to provide water service and fire protection to 203 single residence lots in Arbor View Subdivision, 138<sup>th</sup> and Ida Streets. Work is requested to be completed by September 2023. (City of Omaha zoning jurisdiction, Ryan Schwarz)

**Subdivision:** Westbrook Hills Subdivision  
**Project Number:** WP 1988  
**Project Cost:** \$1,683,720  
**Applicant Contribution:** \$1,683,720  
**Construction by Applicant:** \$0.00  
**M.U.D. Cost:** \$0.00

Approved:



Gina Langel  
Sr. Vice President, Chief Operations Officer



Masa Niiya  
Vice President, Engineering



Mark E. Doyle  
President



**METROPOLITAN UTILITIES DISTRICT**  
*Inter-Department Communication*

February 17, 2023

**Subject: Wage and/or Salary Increases and Ratifications, March 2023 Board Meeting**

**To:** Personnel Committee members Begley, Friend, and Sidzyik

**cc:** Board Members Cavanaugh, Cook, Howard, and McGowan

President Doyle, and Senior Vice Presidents Ausdemore, Langel, Lobsiger, Mendenhall, and Schaffart

**From:** Bonnie Savine, Vice President, Human Resources

The Human Resources Department is recommending the Board of Directors approve the wage or salary increases outlined below. All positions involve District employees earning more than \$10,000 per year and therefore require your approval.

**1. Operating and Clerical (OAC) Wage Increases Due To Promotion**

The Human Resources Department is recommending the Board of Directors approve wage increases for the following Employees within the OAC classification. These wage increases are based on a job selection process, are in compliance with the Collective Bargaining Agreement, and are made following the posting and application process for a job opening in the District. The effective date for these increases will be the beginning of the next OAC pay period following Board approval.

**Employee:** Kyle Baughman  
**Current position (department):** Material Handler (Stores)  
**New position (department):** Stores Clerk IV (Stores)  
**Current rate; step/grade:** \$37.87; Step 4  
**Proposed rate; step/grade:** \$38.52; Step 4  
**Percent of increase:** 1.72%  
**District hire date:** February 18, 2014

**Employee:** Cory Grzebielski  
**Current position (department):** Valve Maintenance Mechanic (Water Distribution)  
**New position (department):** Crew Leader (Water Distribution)  
**Current rate; step/grade:** \$38.79; Step 4  
**Proposed rate; step/grade:** \$40.95; Step 3  
**Percent of increase:** 5.57%  
**District hire date:** July 28, 2008

**Employee:** Mathew Polsley  
**Current position (department):** Water Maintenance Trainee (Water Distribution)  
**New position (department):** Maintenance Mechanic Trainee (Maintenance)  
**Current rate; step/grade:** \$26.38; Step 2  
**Proposed rate; step/grade:** \$29.01; Step 2  
**Percent of increase:** 9.97%  
**District hire date:** September 27, 2021

**2. Operating and Clerical (OAC) Wage Increases Due To Job Transfer**

The Human Resources Department is recommending the Board of Directors approve wage increases for the following Employees within the OAC classification. A transferring employee who is at less than Standard Wage will be moved to an equal rate in the new job classification or, if there is not an identical wage rate, to the nearest higher wage rate in the new job classification. These wage increases are based on a formal selection process, are in compliance with the Collective Bargaining Agreement, and are made following the posting and application process for a job opening in the District. The effective date for these increases will be the beginning of the next OAC pay period following Board approval.

**There are no recommendations for approval this month**

**3. Operating and Clerical (OAC) Wage Increases Due To Job Progression**

The Human Resources Department is recommending the Board of Directors approve the following wage increases for the OAC employees who have successfully completed required training and who have been recommended by their supervisor for promotion as they progress within their job family. All increases are based on the bargaining unit wage structure. The effective date for these increases will be the beginning of the next OAC pay period following board approval.

**Employee:** **Jessica Haider**  
**Current position (department):** Computer Aided Drafting Technician I (Engineering Design)  
**New position (department):** Computer Aided Drafting Technician II (Engineering Design)  
**Current rate; step/grade:** \$28.60; Step 4  
**Proposed rate; step/grade:** \$31.54; Step 2  
**Percent of increase:** 10.28%  
**District hire date:** July 20, 2020

**Employee:** **Daniel Uttecht**  
**Current position (department):** Geographic Information System Technician I (Infrastructure Integrity)  
**New position (department):** Geographic Information System Technician II (Infrastructure Integrity)  
**Current rate; step/grade:** \$28.60; Step 4  
**Proposed rate; step/grade:** \$31.54; Step 2  
**Percent of increase:** 10.28%  
**District hire date:** September 21, 2020

**Employee:** **Thomas Dillon**  
**Current position (department):** Pipe Layer Trainee (Construction)  
**New position (department):** Pipe Layer (Construction)  
**Current rate; step/grade:** \$23.34; Step EN  
**Proposed rate; step/grade:** \$27.86; Step EN  
**Percent of increase:** 19.37%  
**District hire date:** December 19, 2022

**4. Supervisory, Professional and Administrative (SPA) Salary Increases Due To Job Promotion**

The following SPA employees are selected for promotion. It is recommended the President be authorized to increase the salary of these employees. These SPA positions have been evaluated, graded, appropriate job descriptions completed, and posting guidelines fulfilled. The effective date for these salaries will be the beginning of the next SPA pay period following board approval.

**Employee:** **Bretton Bleske**  
**Current position (department):** Engineer II (Engineering Design)  
**New position (department):** Infrastructure Engineer (Infrastructure Integrity)  
**Current rate; step/grade:** \$102,278; SPA – 04  
**Proposed rate; step/grade:** \$107,392; SPA – 05  
**Percent of increase:** 5.00%  
**District hire date:** June 2, 2014

**Employee:** **Ronald Jankowski**  
**Current position (department):** Foreman, Quality Assurance Utility Locating (Safety & Security)  
**New position (department):** Foreman, Quality Assurance Utility Locating (Safety & Security) Job Re-evaluation  
**Current rate; step/grade:** \$88,756; SPA – 03  
**Proposed rate; step/grade:** \$93,194; SPA – 04  
**Percent of increase:** 5.00%  
**District hire date:** June 24, 1985

**Employee:** **DJ Satterfield**  
**Current position (department):** Sr. Engineering Technician (Engineering Design)  
**New position (department):** Engineering Compliance Manager (Engineering Design)  
**Current rate; step/grade:** \$94,234; SPA – 03  
**Proposed rate; step/grade:** \$98,946; SPA – 06  
**Percent of increase:** 5.00%  
**District hire date:** August 5, 2003

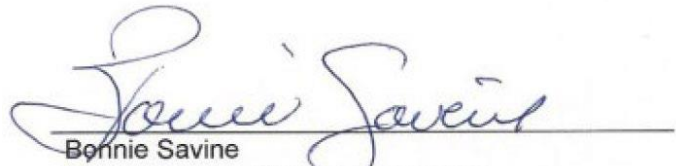
**Employee:** **James Bartels**  
**Current position (department):** Water Supply Engineer (Water Operations)  
**New position (department):** Director, Engineering Design (Engineering Design)  
**Current rate; step/grade:** \$141,066; SPA – 08  
**Proposed rate; step/grade:** \$148,119; SPA – 09  
**Percent of increase:** 5.00%  
**District hire date:** March 25, 1996

**Employee:** **Greg Andrade**  
**Current position (department):** Supervisor, Construction Center Storeroom & Service Yard (Stores)  
**New position (department):** Supervisor, Stores (Stores) Job Re-evaluation  
**Current rate; step/grade:** \$94,234; SPA – 03  
**Proposed rate; step/grade:** \$98,946; SPA – 04  
**Percent of increase:** 5.00%  
**District hire date:** April 4, 1994

**5. Supervisory, Professional and Administrative (SPA) New Hire Ratification**

Board of Director Ratification of salaries, for new SPA employees hired from outside the District, is required to confirm the salary within the grade established for the position. Authorization to ratify the annual salary of SPA employees hired from outside the District will be requested each month, if appropriate.

<b>Employee:</b>	<b>Renate Alumbaugh</b>
<b>Current position (department):</b>	Water Analyst I (Water Quality)
<b>Current rate; step/grade:</b>	\$68,000; SPA – 01
<b>District hire date:</b>	February 27, 2023



Bonnie Savine  
Vice President, Human Resources



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Mark A. Mendenhall  
Senior Vice President, General Counsel



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Mark E. Doyle  
President

**METROPOLITAN UTILITIES DISTRICT**  
*Inter-Department Communication*

February 21, 2023

**Subject: Promotion of Senior Vice President, Chief Financial Officer**

**To:** Personnel Committee members Begley, Friend, and Sidzyik  
**cc:** Board Members Cavanaugh, Cook, Howard, and McGowan  
President Doyle, and Senior Vice Presidents Ausdemore, Langel, Lobsiger, Mendenhall, and Schaffart

**From:** Bonnie Savine, Vice President, Human Resources

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It is recommended that the Board of Directors approve the selection of Mark Myers as Senior Vice President, Chief Financial Officer.

Mr. Myers received his bachelor's of science in business administration degree from University of Nebraska Omaha with a specialization in accounting. Mr. Myers is a certified public accountant who maintains an active CPA license.

Mr. Myers was hired by the District on May 11, 2015, as Manager, Budgeting & Financial Analysis and was promoted to the Vice President, Accounting in July of 2019. Mr. Myers possesses excellent industry experience and knowledge, experience with monthly and annual District financial and budgeting procedures and familiarity with District rate schedules and the rate setting process. Additionally, he brings leadership experience and positive relationships with District staff and external financial partners.

The Human Resources and Senior Management team conducted a thorough recruitment and job placement process. Over multiple months, candidates were reviewed and vetted resulting in the selection of seven (7) candidates for interviews. After that effort, the team unanimously agreed that Mr. Myers was the best candidate for the position.

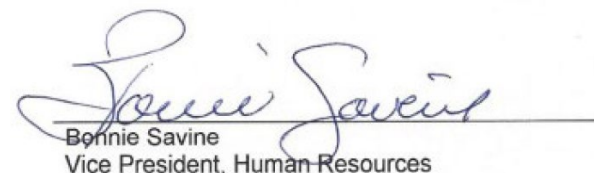
Based on his education, and proven work experience both within and outside of the District, Mr. Myers is being recommended for promotion to the position of Senior Vice President, Chief Financial Officer. Mr. Myers promotion will be from Grade SPA – 11 to a Grade SPA -13 on the Supervisory, Professional and Administrative Scale.

In view of the additional responsibilities of this position as the Senior Vice President, Chief Financial Officer; it is recommended the President be authorized to increase the salary of Mr. Myers to \$250,000 per year effective March 16, 2023, under District policy.



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Mark A. Mendenhall  
Senior Vice President, General Counsel



Bonnie Savine  
Vice President, Human Resources



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Mark E. Doyle  
President

## METROPOLITAN UTILITIES DISTRICT

*Inter-Departmental Communication*

February 21, 2023

**Subject:** BOND RESOLUTION FOR POTENTIAL REFINANCE OF WATER DEPARTMENT SERIES 2012 BONDS

**To:** Committee on Accounts, Expenditures, Finance and Rates  
cc: All Board Members; Doyle, Ausdemore, Langel, Lobsiger, Mendenhall, and all Vice Presidents

**From:** Joseph J. Schaffart, Senior Vice President, Chief Financial Officer

The District continually evaluates the manner in which we finance the business to ensure borrowing costs are as low as possible. To that end, Piper Sandler, the District's Financial Advisor, continues to monitor whether it makes financial sense to refinance the District's Water Revenue Bond Series 2012. The District issued these bonds on December 17, 2012, for a par value of \$40,745,000 with final maturity on December 15, 2032. The 2012 bonds are subject to redemption on or after December 15, 2022. There is an outstanding principal balance of \$24,140,000 as of December 31, 2022.

As the Board is aware, financial markets remain very volatile. Given current market conditions, it is not financially advantageous to refinance the Series 2012 bonds at this time, but conditions can change quickly. To position the District to proceed as expeditiously as possible, Management believes it is prudent for the Board to approve the attached Bond Resolution addressing a new bond issuance to refinance the Series 2012 bonds should it become financially feasible to do so.

If the District proceeds with a refinancing bond issuance, it is the intention of Management to rely on the professional guidance of Piper Sandler & Co., our Financial Advisor, and Gilmore & Bell P.C., our Bond Counsel, to assist us in the bond issuance process. Representatives with Piper Sandler, Todd Goffoy and Matt Courtney, will join the Board meeting "virtually" to address any questions. Colleen Duncan, with Gilmore Bell will also join the Board meeting to address any questions that may arise regarding legal matters associated with the bond resolution.

Please be aware that even though Piper Sandler and Gilmore Bell have both expended considerable effort in this latest effort to assess the financial viability of refinancing the Series 2012 bonds, to include preparation of the attached Bond Resolution, the District will incur no cost for their efforts at this time, as their fees are contingent upon the bond issuance occurring.

This matter will be placed on the agenda of the Accounts, Expenditures, Finance and Rates Committee meeting of March 1, 2023.

Thank you for your consideration in this matter. Please feel free to contact me with questions prior to the Board meeting.

A handwritten signature in blue ink, appearing to read "Joseph J. Schaffart".

Joseph J. Schaffart  
Senior Vice President, Chief Financial Officer

Approved:

A handwritten signature in blue ink, appearing to read "Mark E. Doyle".

Mark E. Doyle  
President

Attachment

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**BOND RESOLUTION**

**OF**

**THE METROPOLITAN UTILITIES DISTRICT OF OMAHA  
IN THE STATE OF NEBRASKA**

**ADOPTED  
MARCH 1, 2023**

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**AUTHORIZING:**

**WATER SYSTEM REVENUE REFUNDING BONDS  
SERIES 2023**

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## RESOLUTION

A RESOLUTION SUPPLEMENTAL TO THOSE CERTAIN RESOLUTIONS ADOPTED ON NOVEMBER 7, 2012, NOVEMBER 4, 2015, MAY 2, 2018 AND SEPTEMBER 7, 2022 CONCERNING THE AUTHORIZATION, ISSUANCE AND SALE BY THE METROPOLITAN UTILITIES DISTRICT OF OMAHA, OF A SERIES OF THE DISTRICT'S WATER SYSTEM REVENUE REFUNDING BONDS IN THE AGGREGATE STATED PRINCIPAL AMOUNT NOT TO EXCEED \$21,750,000, FOR THE PURPOSE OF REFUNDING THE DISTRICT'S SERIES 2012 WATER REVENUE BONDS; SUCH SERIES 2023 WATER SYSTEM REVENUE REFUNDING BONDS AND INTEREST AND PREMIUM, IF ANY, THEREON SHALL BE PAYABLE SOLELY FROM THE NET REVENUES OF THE DISTRICT'S WATER SYSTEM; PROVIDING FOR THE PAYMENT OF SUCH SERIES 2023 WATER SYSTEM REVENUE REFUNDING BONDS AND THE INTEREST THEREON AND OTHER DETAILS IN CONNECTION THEREWITH; RATIFYING ACTIONS PREVIOUSLY TAKEN FOR ISSUING SAID SERIES 2023 WATER SYSTEM REVENUE REFUNDING BONDS AND TOWARDS EFFECTING THE PURPOSE OF THEIR ISSUANCE; AND PROVIDING THE EFFECTIVE DATE HEREOF

### WITNESSETH:

WHEREAS, The Metropolitan Utilities District of Omaha (the "**District**") has heretofore been duly organized pursuant to the provisions of Section 14-2101 to Section 14-2157, inclusive, Reissue Revised Statutes of Nebraska, 2012, as amended (the "**Act**"); and

WHEREAS, pursuant to the Act, the District's officers and directors have been duly elected and qualified; and

WHEREAS, the District owns and operates a water system which supplies water for municipal, domestic, commercial and industrial use (the "**System**"); and

WHEREAS, the Board by resolution adopted on February 8, 2006 (the "**Series 2006A Resolution**") authorized the issuance of its \$100,000,000 The Metropolitan Utilities District of Omaha Water Revenue Bonds, Series 2006A (the "**Series 2006A Bonds**"), none of which are outstanding and unpaid; and

WHEREAS, the Board, by resolution supplemental to the Series 2006A Resolution adopted on November 7, 2012, (the "**Series 2012 Resolution**") authorized the issuance of its \$40,745,000 The Metropolitan Utilities District of Omaha Water Revenue Bonds, Series 2012 (the "**Series 2012 Bonds**"), of which \$24,140,000 aggregate principal amount remains outstanding; and

WHEREAS, the Board, by resolution supplemental to the Series 2012 Resolution adopted on November 4, 2015, (the "**Series 2015 Resolution**") authorized the issuance of its \$188,895,000 The Metropolitan Utilities District of Omaha Water System Improvement and Refunding Revenue Bonds, Series 2015 (the "**Series 2015 Bonds**"), of which \$130,185,000 aggregate principal amount remains outstanding; and

WHEREAS, the Board, by resolution supplemental to the Series 2015 Resolution adopted on May 2, 2018, (the "**Series 2018 Resolution**") authorized the issuance of its \$37,390,000 The Metropolitan Utilities District of Omaha Water System Revenue Bonds, Series 2018 (the "**Series 2018 Bonds**"), of which \$32,040,000 aggregate principal amount remains outstanding; and

WHEREAS, the Board, by resolution supplemental to the Series 2018 Resolution adopted on September 7, 2022, (the “**Series 2022 Resolution**”) authorized the issuance of its \$63,085,000 The Metropolitan Utilities District of Omaha Water System Revenue Bonds, Series 2022 (the “**Series 2022 Bonds**”), of which \$63,085,000 aggregate principal amount remains outstanding; and

WHEREAS, Section 35(c) of each of the Outstanding Bond Resolutions provides for the issuance of Parity Revenue Bonds pursuant to a resolution supplemental to the Outstanding Bond Resolutions upon satisfaction of the conditions established by Section 28 of the Outstanding Bond Resolutions; and

WHEREAS, the Board deems it necessary at this time to borrow money, for the purpose of, together with other funds available to the District, refinancing all or a portion of the Series 2012 Bonds (the “**Refunded Bonds**”) and to pay costs of issuance, and, in furtherance of such purpose, to issue as Parity Revenue Bonds its The Metropolitan Utilities District of Omaha Water System Revenue Refunding Bonds, Series 2023 in an aggregate stated principal amount not to exceed \$21,750,000 (the “**Series 2023 Bonds**”), the net proceeds of which will be used as provided in this recital; and

WHEREAS, the Board, by providing for a defeasance escrow for all or a portion of the Refunded Bonds and to refund the Refunded Bonds on a date as may be determined pursuant to Section 5 hereof (the “**Series 2012 Redemption Date**”), the District may achieve savings on debt service; and

WHEREAS, the Series 2023 Bonds shall be payable, both as to principal and interest, solely from the net revenues (the “**Net Revenues**”) derived or to be derived from the operation of the System, and the Series 2023 Bonds shall have a first, but not exclusive, lien on the Net Revenues; and

WHEREAS, the District has determined, and does hereby determine, to proceed with the offering and sale of the Series 2023 Bonds, and desires to set forth certain terms for the Series 2023 Bonds and to authorize certain officers of the District to determine certain final terms for the Series 2023 Bonds, subject to the limitations set forth herein; and

WHEREAS, the District has determined to provide for the pledge of the Net Revenues for the payment of the principal of, premium, if any, and interest on the Series 2023 Bonds; and

WHEREAS, there has been presented to the Board at this meeting a draft of the Preliminary Official Statement pertaining to the Series 2023 Bonds (the “**Preliminary Official Statement**”);

NOW, THEREFORE, BE IT RESOLVED AND ORDERED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN UTILITIES DISTRICT OF OMAHA:

**Section 1. Definitions and Construction.**

(a) **Definitions.** The terms defined in this Section shall have the designated meanings for all purposes in this Resolution and of any amendatory or supplemental resolution, except where the context by clear implication otherwise requires. Other terms are parenthetically defined elsewhere in this Resolution.

“**Act**” means Section 14-2101 to Section 14-2157, inclusive, Reissue Revised Statutes of Nebraska, 2012, as amended.

“**Average Principal and Interest Requirements**” means, as of any particular date of computation, an amount equal to that amount which would become due annually on the Bonds, including any Parity Revenue Bonds, if the total principal of and interest on such Bonds were payable in substantially equal annual payments over the term of such Bonds.

“**Board**” or “**Board of Directors**” means the Board of Directors of the District.

“**Bond Fund**” means the “The Metropolitan Utilities District of Omaha Water System Bond Fund,” created in Section 13 of the Series 2006A Resolution.

“**Bond Fund Minimum Reserve**” means (a) with respect to the Series 2023 Bonds, \$0; (b) with respect to the Series 2022 Bonds, such amount as provided in the Series 2022 Resolution; (c) with respect to the Series 2018 Bonds, such amount as provided in the Series 2018 Resolution; (d) with respect to the Series 2015 Bonds, such amount as provided in the Series 2015 Resolution; (e) with respect to the Series 2012 Bonds, such amount as provided in the Series 2012 Resolution; and (f) with respect to any Parity Revenue Bonds, such amount or credit facility to be determined by the Board in its discretion.

“**Bonds**” means the Series 2023 Bonds issued hereunder, the Series 2022 Bonds issued under the Series 2022 Resolution, the Series 2018 Bonds issued under the Series 2018 Resolution, the Series 2015 Bonds issued under the Series 2015 Resolution, the Series 2012 Bonds issued under the Series 2012 Resolution and any Parity Revenue Bonds issued pursuant to the provisions of Section 28 of this Resolution.

“**Chairperson**” means the Director of the Board, chosen by the Board as the presiding officer of the Board and the District, and designated as the Chairperson of the Board.

“**Closing Date**” means the date of original issue of the Series 2023 Bonds, or such other date as determined by a District Officer in the Designation pursuant to Section 5 hereof.

“**Continuing Disclosure Undertaking**” means the Continuing Disclosure Undertaking, dated as of the Closing Date, by the District in favor of, among others, the Holders of the Series 2023 Bonds, as amended or supplemented.

“**County**” means the County of Douglas, Nebraska.

“**Counsel’s Opinion**” means an opinion signed by an attorney or by a firm of attorneys of nationally recognized standing (who may be counsel to the District), selected, retained and compensated by the District.

“**Current Expense Fund**” means the “The Metropolitan Utilities District of Omaha Water System Current Expense Fund,” created in Section 16 of the Series 2006A Resolution.

“**Current Expenses**” means all reasonable and necessary current expenses of the District, paid or incurred while operating, maintaining and repairing the System; and the term may include, at the District’s option (except as may be limited by law), without limiting the generality of the foregoing, engineering, auditing, legal and other overhead expense of the District, insurance and surety bond premiums, reasonable charges of the Paying Agent, the Registrar and any other depository bank appertaining to the System, payments to pension, retirement, health and hospitalization funds; any taxes, assessments or other charges which may be lawfully imposed on the District, or its income or operations of facilities under its control, ordinary and current rentals of equipment and other property, refunds of any revenues lawfully due to others, including, but not limited to, refunds, expenses in connection with the issuance of the Bonds or other obligations evidencing any loan to the District, any expenses and compensation of any trustee or other fiduciary hereunder, or otherwise, contractual services, professional services required by this Resolution, salaries, labor and the cost of materials and supplies used for current operation and all other administrative, general and commercial expenses related to the System, but excluding: (a) any allowance for depreciation or any reserves or capital replacements; (b) any reserves for operation, maintenance or repair of the System; (c) any allowance for the redemption of any Bond or other obligation evidencing a loan to the District or the payment of any interest thereon; (d) liabilities

incurred by the District as the result of its negligence in the operation of the System or other grounds of legal liability not based on contract; and (e) the costs of any capital replacements, improvements, extensions or betterments.

**“Debt Service Reserve Account”** means the Debt Service Reserve Account of the Bond Fund created in Section 20 of the Series 2006A Resolution.

**“District”** means The Metropolitan Utilities District of Omaha, a public service corporation authorized under the Act to own, manage and control the waterworks system serving Omaha and environs.

**“District Officer”** means any one of the Chairperson, Vice Chairperson and Secretary of the Board, and the President or Treasurer of the District.

**“DTC Letter of Representations”** means the Blanket Issuer Letter of Representations, dated January 10, 2006, by and between the District and The Depository Trust Company with respect to the book-entry registration system for the Bonds.

**“Escrow Agent”** means the single entity serving as the escrow agent for the Refunded Bonds, appointed by the District, being BOKF, National Association, and its successors in interest or assigns approved by the District.

**“Escrow Agreement”** means the means the Escrow Agreement, dated the date of its execution and delivery, between the District and the Escrow Agent providing for the deposit, investment and application of a portion of the proceeds of the Series 2023 Bonds.

**“Event of Default”** means any of the events described in Section 31 of this Resolution.

**“Facilities”** means any of the Works or other properties, or any interest therein, appertaining to the System including, without limitation, the Project.

**“Federal Securities”** means Permitted Investments described below:

- (i) Cash;
- (ii) U.S. Treasury Certificates, Notes and Bonds (including State and Local Government Series—“SLGs”);
- (iii) Direct obligations of the Treasury which have been stripped by the Treasury itself, CATS, TIGRS and similar securities;
- (iv) Resolution Funding Corp. (REFCORP). Only the interest component of REFCORP strips which have been stripped by request to the Federal Reserve Bank of New York in book-entry form are acceptable;
- (v) Pre-refunded municipal bonds rated “Aaa” by Moody’s and “AAA” by S&P. If however, the issue is only rated by S&P (i.e., there is no Moody’s rating), then the pre-refunded bonds must have been pre-refunded with cash, direct U.S. or U.S. guaranteed obligations, or AAA-rated pre-refunded municipals to satisfy this condition; and

(vi) Obligations issued by the following agencies which are backed by the full faith and credit of the U.S.:

(A) U.S. Export-Import Bank (Eximbank): Direct obligations or fully guaranteed certificates of beneficial ownership;

(B) Farmers Home Administration (FmHA): Certificates of beneficial ownership;

(C) Federal Financing Bank;

(D) General Services Administration: Participation certificates;

(E) U.S. Maritime Administration: Guaranteed Title XI financing;  
and

(F) U.S. Department of Housing and Urban Development (HUD):

(1) Project Notes;

(2) Local Authority Bonds;

a. New Communities Debentures—U.S. government guaranteed debentures; and

b. U.S. Public Housing Notes and Bonds—U.S. government guaranteed public housing notes and bonds.

“**Fiscal Year**” means the 12 months, commencing on the first day of January in any calendar year and ending on the last day of December in the same calendar year.

“**Hereby,**” “**herein,**” “**hereinabove,**” “**hereinafter,**” “**hereinbefore,**” “**hereof,**” “**hereto,**” “**hereunder,**” and any similar term, refer to this Resolution and not solely to the particular portion thereof in which such words are used. “**Heretofore**” means before the adoption of this Resolution; and “**hereafter**” means after the adoption of this Resolution.

“**Holder**” or “**bondholder**” or “**registered owner**” or “**Owner**” means any person who is the registered owner of any Bond as shown on the registration books kept by the Registrar.

“**Independent Accountant**” means any independent certified public accountant or any firm of such independent certified public accountants, duly licensed to practice and practicing as such under laws of the State, appointed and paid by the District: (a) who is, in fact, independent and not under the domination of the District; (b) who does not have any substantial interest, direct or indirect, in the District; and (c) who is not connected with the District as an officer or employee of the District, but who may be regularly retained to make annual or similar audits of the public records of the District.

“**Net Revenues**” means the System Revenues after deducting Current Expenses.

“**Outstanding,**” when used with reference to the Bonds, including any Parity Revenue Bonds of the District and as of any particular date, means all such Bonds of the District payable solely from System Revenues and theretofore and thereupon being executed and delivered, except: (a) any Bond cancelled by the District or by the Paying Agent, the Registrar, any other agent of the District or a District Officer, at or before said date; (b) any Bond for the payment or the redemption

of which cash or Federal Securities equal to the principal amount thereof, any prior redemption premium due in connection therewith, and interest thereon to the date of maturity or redemption date shall have theretofore been deposited with the Paying Agent, or any other trustee, as provided in Section 26 of this Resolution (including, but not limited to, paragraphs (i) to (iv), both inclusive); and (c) any Bond in lieu of or in substitution for which another Bond shall have been executed and delivered pursuant to Section 8 of this Resolution or otherwise.

**“Outstanding Bond Resolutions”** means, collectively, the Series 2012 Resolution, the Series 2015 Resolution, the Series 2018 Resolution, the Series 2022 Resolution, insofar as any series of Parity Revenue Bonds issued thereunder is Outstanding.

**“Parity Revenue Bonds”** means Bonds or other obligations issued pursuant to the provisions of Section 28 of this Resolution, which are payable solely from the System Revenues and which have a lien on System Revenues on a parity with the Series 2023 Bonds and any other Bonds Outstanding under this Resolution.

**“Paying Agent”** means the single entity serving as the paying agent, registrar and transfer agent for the Series 2023 Bonds, appointed by the District, being BOKF, National Association, as successor in interest to First National Bank of Omaha, approved by the District.

**“Paying Agent Agreement”** means the Paying Agent Agreement, dated as of the Closing Date, by and between the Paying Agent and the District, as amended or supplemented.

**“Permitted Investments”** means any investments permitted under the laws of the State, including, in particular, Section 14-2144 of the Act, for funds of the District.

**“Person”** means a natural person, firm, partnership, association or corporation, other than a county, town, city or other political subdivision.

**“Project”** means the Refunding Project.

**“Project Fund”** means the “The Metropolitan Utilities District of Omaha Water System Project Fund,” created in Section 13 of the Series 2006A Resolution.

**“Rebate Fund”** means the “The Metropolitan Utilities District of Omaha Water System Rebate Fund,” created in Section 13 of the Series 2006A Resolution.

**“Redemption Date”** means the date fixed for redemption of any Bond prior to its maturity in any notice of prior redemption of the District, or as otherwise designated.

**“Refunding Project”** means the extending, improving and equipping of improvements to the Platte South Water Treatment Plant and Florence Water Treatment Plant and the acquisition, construction, improving and equipping of such other related real property and easements, piping, wells and other capital improvements to the Water System as determined by the Board, including all necessary or appropriate appurtenances, property rights and equipment, which Project solely comprises extensions, improvements, additions and capital investments for the System.

**“Registrar”** means the single entity serving as the paying agent, registrar and transfer agent for the Series 2023 Bonds, appointed by the District, being BOKF, National Association, as successor in interest to First National Bank of Omaha approved by the District.

**“Resolution”** means the Series 2006A Resolution, as supplemented by the Series 2012 Resolution, as further supplemented by the Series 2015 Resolution, as further supplemented by the



Series 2018 Resolution, as further supplemented by the Series 2022 Resolution and as further supplemented by this Resolution, including any amendments or supplements hereto.

“**Revenue Fund**” means the “The Metropolitan Utilities District of Omaha Water System Revenue Fund,” created in Section 13 of the Series 2006A Resolution.

“**Secretary**” means the person chosen by the Board as Secretary of the Board and of the District, which person may be (but need not be) a member of the Board and may be (but need not be) the same person as the Treasurer.

“**Series 2006A Bonds**” has the meaning set forth in the recitals hereto.

“**Series 2012 Bonds**” has the meaning set forth in the recitals hereto.

“**Series 2015 Bonds**” has the meaning set forth in the recitals hereto.

“**Series 2018 Bonds**” has the meaning set forth in the recitals hereto.

“**Series 2022 Bonds**” has the meaning set forth in the recitals hereto.

“**Series 2023 Bonds**” means the District’s Water System Revenue Refunding Bonds, Series 2023, issued pursuant to this Resolution.

“**Series 2023 Rebate Account**” means the account of the Rebate Fund created in Section 13 of this Resolution.

“**Special Record Date**” means a special record date fixed to determine the names and addresses of registered owners of Bonds, for purposes of paying interest on a special interest payment date for the payment of defaulted interest.

“**State**” means the State of Nebraska.

“**Subordinate Bonds**” or “**Subordinate Obligations**” means bonds or other obligations payable from System Revenues hereafter issued, subsequent and junior to the lien of the Bonds herein authorized to be issued.

“**System**” or “**Water System**” means the facility designated as the District’s water supply, waterworks and other related improvements and facilities to supply water within the District’s service area for irrigation, domestic or commercial use, and lines, laterals, equipment and appurtenances for the District and its customers, consisting of all properties, real, personal, mixed or otherwise, now owned or hereafter acquired by the District through acquisition, construction and completion, or otherwise, and used in connection with the water system of the District, and in any way appertaining thereto, whether situated within or without the limits of the District. The System expressly does not include the District’s facilities used in connection with or apportioned to its gas system.

“**System Revenues**” means all income and revenues derived by the District from the ownership and operation of the System, or any part thereof, whether resulting from improvements, extensions, enlargements, repairs or betterments thereto, or otherwise, including, without limitation, all investment income and the designated terms include all revenues received by the District or by any municipal corporation succeeding to the rights of the District from the System, and from the sale and use of water, water service, water facilities or a combination thereof, by means of the System owned and operated by the District, as the same may at any time exist, to serve customers outside the present District limits, as well as customers within the present District

limits, but excluding the proceeds of any general (ad valorem) taxes levied by the District, and excluding the proceeds of any restricted donations, restricted grants, loans or other moneys derived by the District from other than the operation of the System, or any part thereof. The System Revenues expressly do not include the District's revenues from its gas system.

“**Tax Compliance Certificate**” means the Federal Tax Certificate, dated as of the Closing Date and executed by the District relating to the Series 2023 Bonds.

“**Treasurer**” means the Senior Vice President and Chief Financial Officer, or his/her successor as may be duly appointed from time to time by the Board or such officer of the District fulfilling the duties of the chief financial officer of the District.

“**Underwriter**” means the initial purchaser of the Series 2023 Bonds.

“**Works**” means, unless otherwise specified, wells, pumping stations, dams, storage reservoirs, compensatory and replacement reservoirs, canals, conduits, pipelines, tunnels, power plants and any and all works, facilities, improvements and property necessary or convenient for the supplying of water for domestic, irrigation, power, building code, manufacturing and any and all other beneficial uses.

(b) **Construction.** This Resolution, except where the context by clear implication herein otherwise requires, shall be construed as follows: (i) definitions include both singular and plural; (ii) pronouns include both singular and plural and cover all genders; (iii) any percentage of Bonds are to be figured on the unpaid principal amount thereof then Outstanding; (iv) all sections, paragraphs and subparagraphs mentioned by number, letter or otherwise with respect to “**this Resolution**”, correspond to the respective sections, paragraphs and subparagraphs of this supplemental Resolution so numbered or otherwise so designated; and (v) the titles which apply to sections and subsections of this Resolution are inserted only as a matter of convenience and ease in reference, and in no way define, limit or describe the scope or intent of any provision of this Resolution.

**Section 2. Ratification.** All action (not inconsistent with the provisions of this Resolution) heretofore taken by the Board and the District Officers directed toward the sale and issuance of the Series 2023 Bonds, for such purpose be, and the same are hereby, ratified, approved and confirmed.

**Section 3. Authority.** The Series 2023 Bonds authorized by this Resolution are issued in accordance with the provisions of Section 14-2142 of the Act.

**Section 4. Authorization.** (a) For the purpose of providing funds to defray all or a portion of the costs of (i) issuing the Series 2023 Bonds (including Underwriter's discount), and (ii) funding an escrow for the purpose of refunding all or a portion of the Series 2012 Bonds, the Board, on behalf of the District, is authorized to issue one or more series of Parity Revenue Bonds, namely its Series 2023 Bonds in the aggregate stated principal amount not to exceed \$21,750,000.

(b) The District represents, warrants and covenants, in satisfaction of the requirements established by Section 28 of each of the Outstanding Bond Resolutions for the issuance of Parity Revenue Bonds that:

(i) The Average Principal and Interest Requirements for all Bonds to be Outstanding and payable from the System Revenues, will not be increased by the issuance of the Series 2023 Bonds;

(ii) The payments required to be made into the various funds and accounts provided in Sections 16 through 18, inclusive, of each of the Outstanding Bond Resolutions are current;

(iii) The District has not defaulted in making any payments required by Sections 16 through 18, inclusive, of the Outstanding Bond Resolutions during the 24 months immediately preceding the issuance of the Series 2023 Bonds;

(iv) The Series 2023 Bonds shall bear interest payable on the dates, and shall mature on the date or dates, designated by this Resolution, during the term of the Series 2023 Bonds; and

(v) The proceedings for issuance of the Series 2023 Bonds provide for the application of the proceeds from the sale thereof.

#### **Section 5. Series 2023 Bond Details; Designation; Book-Entry.**

(a) The Series 2023 Bonds or any portion thereof are hereby authorized to be sold pursuant to a competitive sale to the Underwriter, as may be determined by the Treasurer. In connection with such sale, the Treasurer is hereby authorized to specify, determine, designate, establish and appoint, as the case may be (i) the price at which the Series 2023 Bonds may be sold to the Underwriter, which Underwriter shall be the bidder providing the lowest true interest cost to the District for the Series 2023 Bonds, (ii) the form and contents of a notice of sale in connection with such sale, (iii) the title (including number of series and series designation), dated date, aggregate principal amount (including the aggregate principal amounts of serial Bonds and term Bonds, if any), which aggregate stated principal amount shall not exceed \$21,750,000, and the final maturity date, which shall not be later than December 31, 2032, (iv) the principal amounts maturing in each year, (v) the rate or rates of interest to be borne by each principal maturity, (vi) the principal payment dates and interest payment dates, (vii) whether the Series 2023 Bonds will be subject to redemption prior to their stated maturity, and if subject to such optional redemption, the provisions governing such redemption, including a redemption price not to exceed 104% of the principal amount then being redeemed plus accrued interest to the date of redemption, (viii) the amount and due date of each sinking fund installment for any of the Series 2023 Bonds issued as term Bonds, (ix) whether to refund all or a portion of the Series 2012 Bonds and if so, determination of the redemption date of the Refunded Bonds, (x) the form and content of any agreement between the District and the Paying Agent and Registrar, and (xi) all other terms and provisions of the Series 2023 Bonds not otherwise specified or fixed by this Resolution. The final details of the Series 2023 Bonds as provided in this **Section 5** shall be determined in a written designation (the “**Designation**”) signed by the Treasurer on behalf of the Board. The Treasurer is 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, shall constitute the action of the Board without further action of the Board. The authority herein shall expire on March 1, 2024.

(b) Each District Officer is hereby authorized to call any or all of the Refunded Bonds for redemption on the Series 2012 Redemption Date. Each District Officer is hereby authorized to designate, approve, execute and deliver, as the case may be (i) the form, content, terms and provisions of any published and/or mailed notice of redemption with respect to the payment and redemption of the Refunded Bonds, (ii) the Escrow Agent, (iii) the form, content, terms and provisions of an Escrow Agreement with such Escrow Agent for the purpose of providing for the deposit in trust with such Escrow Agent a portion of the net proceeds of the Series 2023 Bonds, the investment of such net proceeds pending their application, the application of such proceeds and any investment income to the payment of all of the principal of and interest on the Refunded Bonds maturing on or before the Series 2012 Redemption Date and the application of the balance of such proceeds and any investment income thereof to the redemption and retirement of the Refunded Bonds on the Series 2012 Redemption Date.

(c) The Series 2023 Bonds shall be issued in fully registered form (i.e., registered as to payment of both principal and interest), in denominations of \$5,000 or any integral multiple thereof (provided that no Series 2023 Bond may be in a denomination which exceeds the principal coming due on

any maturity date and no individual Series 2023 Bond may be issued for more than one maturity). The Series 2023 Bonds shall be dated as their date of original delivery. The Series 2023 Bonds shall be numbered consecutively, by maturity, from one upward. The Series 2023 Bonds shall bear interest from their date to maturity at the rates per annum to be determined in the Designation and subject to the limitations in this Section 5, payable June 1, 2023, and semiannually thereafter on June 1 and December 1, in each year (or such other date as may be determined in the Designation; each such date, an “**Interest Payment Date**”), except that Series 2023 Bonds which are reissued upon transfer, exchange or other replacement shall bear interest at the rates to be determined in the Designation from the most recent Interest Payment Date to which interest has been paid or duly provided for, or if no interest has been paid, from the date of the Series 2023 Bonds.

(d) Notwithstanding any other provision hereof, the Series 2023 Bonds shall be delivered only in book-entry form as a single certificate for each maturity thereof registered in the name of Cede & Co., as nominee of The Depository Trust Company (“**DTC**”), New York, New York, acting as securities depository of the Series 2023 Bonds and principal of and interest on the Series 2023 Bonds shall be paid by wire transfer to DTC; provided, however, if at any time the Paying Agent determines, and notifies the District of its determination, that DTC is no longer able to act as, or is no longer satisfactorily performing its duties as, securities depository for the Series 2023 Bonds, the Paying Agent may, at its discretion, either (i) designate a substitute securities depository for DTC and reregister the Series 2023 Bonds as directed by such substitute securities depository or (ii) terminate the book-entry registration system and reregister the Series 2023 Bonds in the names of the beneficial owners thereof provided to it by DTC. Neither the District nor the Paying Agent shall have any liability to DTC, Cede & Co., any substitute securities depository, any Person in whose name the Series 2023 Bonds are reregistered at the direction of any substitute securities depository, any beneficial owner of the Series 2023 Bonds or any other Person for (A) any determination made by the Paying Agent pursuant to the proviso at the end of the immediately preceding sentence or (B) any action taken to implement such determination and the procedures related thereto that is taken pursuant to any direction of or in reliance on any information provided by DTC, Cede & Co., any substitute securities depository or any Person in whose name the Series 2023 Bonds are reregistered. The District agrees to execute the DTC Letter of Representations and be bound by its terms.

(e) The principal of any Series 2023 Bond shall be payable to the registered owner thereof, as shown on the registration books kept by the Registrar, upon maturity or prior redemption thereof and upon presentation and surrender to the Registrar. If any Series 2023 Bond shall not be paid upon such presentation and surrender at or after maturity, it shall continue to draw interest at the rate borne by said Series 2023 Bond until the principal thereof is paid in full. Payment of interest on any Series 2023 Bond shall be made to the registered owner thereof by check or draft mailed by the Paying Agent, on or before each Interest Payment Date (or, if such interest payment date is not a business day, on or before the next succeeding business day), to the registered owner thereof at his or her address as it last appears on the registration books kept by the Registrar on the close of business on the fifteenth day immediately preceding an Interest Payment Date (or such other date as may be determined in the Designation, the “**Record Date**”); but any such interest not so timely paid or duly provided for shall cease to be payable to the person who is the registered owner thereof at the close of business on the Record Date and shall be payable to the person who is the registered owner thereof at the close of business on a Special Record Date for the payment of any such defaulted interest, and notice of the Special Record Date shall be given to the registered owners of the Series 2023 Bonds not less than 10 days prior thereto, by first-class mail to each such registered owner, as shown on the registration books kept by the Registrar, on a date selected by the Paying Agent, stating the date of the Special Record Date and the date fixed for the payment of such defaulted interest. The Paying Agent may make payments of interest on any Series 2023 Bond by such alternative means as may be mutually agreed upon between the owner of such Series 2023 Bond and the Paying Agent. All such payments shall be made in lawful money of the United States of America. No recourse shall be had for the payment of the principal of or interest on the Series 2023 Bonds, or for any claim based thereon or on this

Resolution against any member, director or officer of the District or any person executing the Series 2023 Bonds. The Series 2023 Bonds and the interest thereon shall not be deemed to constitute a debt or indebtedness of the District, or the State, the County, or any political subdivision thereof, within the meaning of any constitutional or statutory limitations, or a pledge of the faith and credit of the District, the State, the County, or any political subdivision thereof, but shall be payable solely from the revenues pledged therefor hereunder, and the District is not obligated to pay the Series 2023 Bonds or the interest thereon, except from the revenues and proceeds pledged therefor hereunder, and neither the faith and credit nor the taxing power of the District, the State, the County, or any political subdivision thereof, is pledged to the payment of the principal of or the interest on the Series 2023 Bonds.

#### **Section 6. Prior Redemption.**

(a) ***Optional Redemption.*** The Series 2023 Bonds shall be subject to redemption at the option of the District as determined in the Designation and subject to the provisions hereof.

(b) ***Mandatory Sinking Fund Redemption.*** The Series 2023 Bonds shall be subject to mandatory sinking fund redemption, if any, as determined in the Designation and subject to the provisions hereof.

(c) ***Redemption Procedures.*** Notice of any redemption of Series 2023 Bonds shall be given by the Paying Agent by sending a copy of such notice by first-class, postage prepaid mail, not less than 30 days prior to the redemption date, to the Owner of each Series 2023 Bond being redeemed. Such notice shall specify the number or numbers of the Series 2023 Bonds so to be redeemed (if redemption shall be in part) and the redemption date. If any Series 2023 Bond shall have been duly called for redemption and if, on or before the redemption date, there shall have been deposited with the Paying Agent in accordance with this Resolution funds sufficient to pay the redemption price of such Series 2023 Bond on the redemption date, then such Series 2023 Bond shall become due and payable at such redemption date, and from and after such date interest will cease to accrue thereon. Failure to deliver any redemption notice or any defect in any redemption notice shall not affect the validity of the proceeding for the redemption of Series 2023 Bonds with respect to which such failure or defect did not occur. Any Series 2023 Bond redeemed prior to its maturity by prior redemption or otherwise shall not be reissued and shall be cancelled.

**Section 7. Execution and Authentication.** The Series 2023 Bonds shall be executed in the name of and on behalf of the District and signed by the manual or facsimile signature of the Chairperson of the Board and attested by the manual or facsimile signature of the Secretary of the Board, and each Series 2023 Bond shall be authenticated by the manual signature of an authorized officer of the Registrar as hereinafter provided. The Series 2023 Bonds bearing the manual or facsimile signatures of the officers in office at the time of the signing thereof shall be the valid and binding obligations of the District (subject to the requirement of authentication by the Registrar as hereinafter provided), notwithstanding that, before the delivery of the Series 2023 Bonds or before the issuance of the Series 2023 Bonds upon transfer or exchange, any or all of the persons whose facsimile signatures appear on the Series 2023 Bonds shall have ceased to fill their respective offices. The Chairperson of the Board and the Secretary shall, by the execution of a signature certificate pertaining to the Series 2023 Bonds, adopt as and for their respective signatures the facsimiles thereof appearing on the Series 2023 Bonds. At the time of the execution of the signature certificate, the Chairperson of the Board and the Secretary may each adopt as and for his facsimile signature the facsimile signature of his predecessor in office, in the event that such facsimile signature appears upon any of the Series 2023 Bonds.

No Series 2023 Bond shall be valid or obligatory for any purpose unless the certificate of authentication, substantially in the form hereinafter provided, has been duly manually executed by the Registrar. The Registrar's certificate of authentication shall be deemed to have been duly executed by it if manually signed by an authorized officer of the Registrar, but it shall not be necessary that the same officer

sign the certificate of authentication on all of the Series 2023 Bonds issued hereunder. By authenticating any of the Series 2023 Bonds initially delivered pursuant to this Resolution, the Registrar and the Paying Agent shall be deemed to have assented to the provisions of this Resolution.

#### **Section 8. Registration, Transfer and Exchange of Bonds.**

(a) Books for the registration and transfer of the Series 2023 Bonds shall be kept by the Registrar, which is hereby appointed by the District as Registrar (i.e., transfer agent) for the Series 2023 Bonds. Upon the surrender for transfer of any Series 2023 Bond to the Registrar, duly endorsed for transfer or accompanied by an assignment duly executed by the registered owner or by his attorney duly authorized in writing, the Registrar shall authenticate and deliver, in the name of the transferee or transferees, a new Bond or Bonds of the same series, of a like aggregate principal amount and of the same maturity, bearing a number or numbers not previously assigned. Series 2023 Bonds may be exchanged with the Registrar for an equal aggregate principal amount of Series 2023 Bonds of the same series and maturity of other authorized denominations. The Registrar shall authenticate and deliver a Series 2023 Bond or Series 2023 Bonds which the registered owner making the exchange is entitled to receive, bearing a number or numbers not previously assigned. For every exchange and transfer of Series 2023 Bonds, as herein provided, the District or the Registrar may make a charge sufficient to reimburse them for any transfer fee, tax or other governmental charge required to be paid with respect to such exchange or transfer and any cost incurred by the District or the Registrar in preparing each Series 2023 Bond to be exchanged or transferred and any expense of either of them in connection therewith.

(b) The Registrar shall not be required (i) to transfer or to exchange all, or a portion, of any Series 2023 Bond subject to prior redemption during the period beginning at the opening of business 15 days next preceding the mailing of notice calling any Series 2023 Bonds for prior redemption as herein provided or (ii) to transfer or to exchange all, or a portion, of a Series 2023 Bond after the mailing of notice calling such Series 2023 Bond or portion thereof for prior redemption.

(c) The person, in whose name any Series 2023 Bond shall be registered on the registration books kept by the Registrar, shall be deemed and regarded as the absolute owner thereof for purpose of making payment thereof and for all other purposes, except as may otherwise be provided with respect to payment of interest as is provided in Section 5 of this Resolution; and payment of or account of either principal of or interest on any Series 2023 Bond shall be made only to or upon the written order of the registered owner thereof or his legal representative, but such registration may be changed upon transfer of such Series 2023 Bond in the manner and subject to the conditions and limitations provided herein. All such payments shall be valid and effectual to discharge the liability upon such Series 2023 Bond, to the extent of the sum or sums so paid.

(d) If any Series 2023 Bond shall be lost, stolen, destroyed or mutilated, the Registrar shall, upon receipt of such evidence, information or indemnity relating thereto as it may reasonably require, authenticate and deliver a replacement Bond or Bonds of a like aggregate principal amount, of the same series and maturity, bearing a number or numbers not previously assigned. If such lost, stolen, destroyed or mutilated Bond shall have matured, the Registrar may direct the Paying Agent to pay such Series 2023 Bond in lieu of replacement.

(e) The District Officers are authorized to deliver to the Registrar fully executed but unauthenticated Bonds in such quantities as may be convenient to be held in custody by the Registrar pending use as herein provided.

(f) Whenever any Series 2023 Bond shall be surrendered to the Paying Agent, upon payment thereof, or to the Registrar for transfer, exchange or replacement as provided herein, such Series 2023 Bond shall

be promptly cancelled by the Paying Agent or by the Registrar, and counterparts of a certificate of such cancellation shall be furnished to the District by the Paying Agent or by the Registrar.

**Section 9. Negotiability.** Subject to the registration provisions hereof, the Series 2023 Bonds hereby authorized shall be fully negotiable and shall have all the qualities of negotiable paper, and the holder or holders thereof shall possess all rights enjoyed by the holders of negotiable instruments under provisions of the Uniform Commercial Code.

**Section 10. Form of Bonds.** The Series 2023 Bonds shall be in substantially the form set forth in Appendix A hereto, with such changes thereto, not inconsistent herewith, as may be necessary or desirable and approved by the officials of the District executing the same (whose manual or facsimile signatures thereon shall constitute conclusive evidence of such approval). All covenants, statements, representations and agreements contained in the Series 2023 Bonds are hereby approved and adopted as the covenants, statements, representations and agreements of the District. Although attached as an appendix for the convenience of the reader, Appendix A is an integral part of this Resolution and is incorporated herein as if set forth in full in the body of this Resolution.

**Section 11. Delivery of Series 2023 Bonds.** When the Series 2023 Bonds have been duly executed and authenticated, they shall be delivered to the Underwriter upon receipt of the agreed purchase price as set forth in the Underwriter's proposal. The Registrar shall initially register the Series 2023 Bonds in the name of Cede & Co., as nominee of DTC. The funds realized from the sale of the Series 2023 Bonds shall be applied as set forth in Section 12 of this Resolution. The Underwriter of the Series 2023 Bonds shall in no manner be responsible for the application or disposal by the District, or by any of its officers, of any of the funds derived from the sale thereof.

**Section 12. Initial Credits to Accounts.** Immediately upon issuance of the Series 2023 Bonds and from the proceeds thereof, and after payment of the Underwriter's discount, together with other available funds, the District shall make the following credits:

- (a) to the Series 2023 Account of the Bond Fund, the accrued interest on the Series 2023 Bonds from the dated date thereof to the date of issuance, if any;
- (b) pursuant to the Escrow Agreement, the amount specified therein to be held, invested and applied as set forth in the Escrow Agreement; and
- (c) an amount needed to pay costs of issuance shall be deposited with the Paying Agent, to be applied to pay costs of issuance at closing. To the extent any of such amount remains with the Paying Agent one month after closing, such amount shall be paid over to the District and deposited into the Series 2023 Project Account in the Project Fund and, to the extent such funds are not applied by the Districts to costs of issuance within six months after closing, they shall be applied to the Series 2023 Bond Account in the Bond Fund and applied to pay the next payment on the Series 2023 Bonds.

**Section 13. Revenue Fund, Rebate Fund, Project Fund and Bond Fund.**

- (a) There was created by Section 13(a) of the Series 2006A Resolution and the District covenants to maintain a special fund designated as the "The Metropolitan Utilities District of Omaha Water System Revenue Fund." So long as any of the Bonds herein authorized shall be Outstanding, either as to principal or interest, or both, the System Revenues shall be set aside and remitted to the Treasurer for deposit into the Revenue Fund.

(b) There was created by Section 13(b) of the Series 2006A Resolution and the District covenants to maintain a special fund designated the “The Metropolitan Utilities District of Omaha Water System Rebate Fund” and there is hereby created a special account within the Rebate Fund designated as the “**Series 2023 Rebate Account.**” The District shall deposit earnings from the investment of proceeds of the Series 2023 Bonds delivered to it, earnings from the investment of moneys on deposit in the funds and accounts created hereby or other legally available moneys in the Series 2023 Rebate Account in the amounts and at the times provided in the Tax Compliance Certificate. Earnings from the investment of moneys on deposit in the Rebate Fund shall be retained in the Rebate Fund. Moneys on deposit in the Rebate Fund shall be used as provided in the Tax Compliance Certificate.

(c) There was created by Section 13(c) of the Series 2006A Resolution and the District covenants to maintain a special fund designated as the “The Metropolitan Utilities District of Omaha Water System Project Fund” (the “**Project Fund**”). Within the Project Fund there shall be established an account relating to each series of Bonds, including without limitation a “**Series 2023 Project Account.**” Moneys on deposit in the Series 2023 Project Account shall be expended to pay any costs of issuing the Series 2023 Bonds, to the extent deposited with the District by the Paying Agent pursuant to Section 12(c) hereof.

(d) There was created by Section 13(d) of the Series 2006A Resolution and the District covenants to maintain a special fund designated as the “The Metropolitan Utilities District of Omaha Water System Bond Fund” (the “**Bond Fund**”). Within the Bond Fund there shall be established an account relating to each series of Bonds, including without limitation a “**Series 2023 Bond Account.**” Moneys on deposit in the Bond Fund shall be used as provided in Sections 17 and 20 of each of the Outstanding Bond Resolutions and this Resolution.

**Section 14. Pledge Securing the Bonds.** The Net Revenues paid, or to be paid, or held, or to be held, in the Revenue Fund and all moneys at any time held in the Bond Fund and the Project Fund, are hereby pledged to secure the payment of the principal of and interest on the Bonds. The moneys, as received and hereby pledged, shall immediately be subject to the lien of this pledge without any physical delivery thereof or further act, and the lien of this pledge and the obligation to perform the contractual provisions hereby made shall have priority over any or all other obligations and liabilities of the District (other than Current Expenses and the Outstanding Bonds). The lien of this pledge shall be valid and binding as against all parties having claims of any kind in tort, contract, or otherwise, against the District, irrespective of whether said parties have notice thereof.

**Section 15. Administration of Revenue Fund.** So long as any of the Series 2023 Bonds hereby authorized shall be Outstanding, either as to principal or interest, or both, the following payments shall be made from the Revenue Fund, as provided in Sections 16 through 23, inclusive, of this Resolution.

**Section 16. Current Expenses.** First, there shall be deposited into the Current Expense Fund the amount necessary from time to time to pay Current Expenses and the District shall pay Current Expenses from the Current Expense Fund, as they become due and payable. Any surplus remaining at the end of the Fiscal Year and not needed for Current Expenses shall be transferred to the Revenue Fund and shall be used for the purposes thereof, as herein provided.

**Section 17. Bond Fund.** Second, but subsequent to the payments required by Section 16 of this Resolution, from any moneys remaining in the Revenue Fund, i.e., from Net Revenues, there shall be deposited in trust, for the benefit of the owners of the Bonds, into the Bond Fund as follows:

(a) Monthly, on or before the first day of each month, commencing on the first day of the month immediately succeeding the delivery of any Bond, an amount in equal monthly installments necessary, together with any moneys therein and available therefor, to pay the next maturing installment of interest on



the Bonds, and monthly thereafter, commencing on the first day of the month next following said interest payment date, one-sixth of the amount necessary to pay the next maturing installment of interest on the Outstanding Bonds, except to the extent of moneys otherwise deposited in the Bond Fund and available for that purpose;

(b) Monthly, on or before the first day of each month, commencing on the first day of the month immediately succeeding the delivery of any Bond, an amount in equal monthly installments necessary, together with any moneys therein and available therefor, to pay the next maturing installment of principal of the Outstanding Bonds, and monthly thereafter, commencing on the first day of the month immediately following said principal date, one-twelfth of the amount necessary to pay the next maturing installment of principal of the Bonds, whether at maturity or by mandatory sinking fund redemption, except to the extent of moneys deposited into the Bond Fund and available for that purpose;

(c) If in any month the District shall have failed to deposit into the Bond Fund the full amount required to be deposited therein, then an amount shall be paid into the Bond Fund in such month from the first System Revenues thereafter received not required to be applied in accordance with the provisions of the two preceding subsections; and

(d) With respect to the Series 2012 Bonds, and any Parity Revenue Bonds for which a Debt Service Reserve Account is required to be funded, monthly, on or before the first day of the month, if the amount (including the amount of any surety bond or other credit facility deposited in the Debt Service Reserve Account) on deposit in the Debt Service Reserve Account is less than the Bond Fund Minimum Reserve, to the Debt Service Reserve Account, an amount which will, when added to the amount in the Debt Service Reserve Account, equal the Bond Fund Minimum Reserve, or, with respect to any Parity Revenue Bonds, if the issuer of a surety bond or other credit facility has advanced money pursuant to such surety bond or other credit facility, an amount which will reimburse such issuer for the money so advanced.

**Section 18. Payment of Additional Obligations.** Third, but subsequent to the payments required by Sections 16 and 17 of this Resolution, any moneys remaining in the Revenue Fund after making the payments hereinabove provided shall be used by the District for the payment of interest on and principal of additional bonds or other additional long-term obligations (excluding Current Expenses) or other additional indebtedness hereafter authorized to be issued or incurred by the District and payable from System Revenues, which are subordinate to the lien and pledge of the Bonds herein and in the Outstanding Bond Resolutions, as hereinafter provided.

**Section 19. Other Purposes of the District.** Fourth, but subsequent to the payments required by Sections 16 through 18, inclusive, of this Resolution, any moneys remaining in the Revenue Fund after making the payments hereinabove provided may be applied by the District for any other lawful purpose of the District.

**Section 20. Debt Service Reserve Account of the Bond Fund.**

(a) There was created by Section 20 of the Series 2006A Resolution and the District covenants to maintain a special account in the Bond Fund designated as the "The Metropolitan Utilities District of Omaha Water System Debt Service Reserve Account." Within the Debt Service Reserve Account of the Bond Fund there shall be established a subaccount relating to each series of Bonds and any moneys currently on deposit in the Debt Service Reserve Account that were deposited therein in connection with the issuance of such series of Bonds shall be transferred to the corresponding subaccount of the Debt Service Reserve Account. No subaccount within the Debt Service Reserve Account shall be funded or maintained with respect to the Series 2023 Bonds.

(b) The moneys in each subaccount within the Debt Service Reserve Account of the Bond Fund constituting the debt service reserve shall be maintained as a continuing reserve to be used only to prevent deficiencies in the payment of the principal of and interest on the series of Bonds to which subaccount corresponds resulting from a failure to deposit therefor into the Bond Fund sufficient moneys to pay said principal and interest as the same become due.

(c) For any issuance of Parity Revenue Bonds, the District may in its sole discretion and at any time obtain a credit facility (or other credit provider) in an amount equal to the Bond Fund Minimum Reserve for such series of Parity Revenue Bonds and deposit such credit facility into the subaccount of the Debt Service Reserve Account relating to such series of Bonds. Upon making such deposit of a credit facility, the District shall withdraw any moneys then on deposit in such subaccount and, first, apply such portion thereof as may be available to pay, or reimburse itself for the payment of, the premium of such credit facility, and, second, transfer any remaining portion thereof to the subaccount of the Project Fund corresponding to such series of Bonds for application to the payment of the costs of acquiring, constructing, improving and equipping the Project for such series of Bonds. Each District Officer is hereby authorized to negotiate and obtain such a credit facility on behalf of the District, and to enter into on behalf of the District any such credit support facility agreement with the credit facility provider and all other related documents and certificates as shall be necessary and desirable to effectuate the procurement of such credit facility.

**Section 21. Termination Upon Deposits to Maturity or Redemption Date.** No payment need be made into the Bond Fund, if the amount in the Bond Fund, including, without limitation, the Debt Service Reserve Account of the Bond Fund, totals a sum at least equal to the entire amount of the Outstanding Bonds, both as to principal and interest to the respective maturities, or to any redemption date on which the District shall have exercised its option to redeem Bonds then Outstanding and thereafter maturing, and both accrued and nonaccrued, in which case moneys in the Bond Fund in an amount, except for any interest or other yield to accrue from any investment of moneys in Federal Securities from the time from any such deposits to the time or respective times the proceeds of any such investment shall be needed for such payment, at least equal to such principal and interest requirements shall be used solely to pay such as the same accrue, and any moneys in excess thereof in the Bond Fund and any other System Revenues may be used in any lawful manner determined by the Board.

**Section 22. Places and Times of Deposits.** Each of the special funds, accounts and subaccounts hereinabove designated shall be maintained and kept separate from all other funds and accounts as a trust fund or account solely for the purposes herein designated therefor by the Treasurer, as determined and designated by the Board (except as otherwise expressly stated herein); provided, however, that moneys accounted for in the Revenue Fund and moneys accounted for in the Current Expense Fund may be commingled in one or more bank accounts by the Treasurer; and provided, further, that nothing herein contained shall be construed as limiting the management of any fund or account for the payment of any bond, other long-term obligation or other debt of the District other than the Bonds (except as herein otherwise expressly provided). Each such trust fund or account shall be continuously secured to the fullest extent required or permitted by the laws of the State for the securing of public funds and shall be irrevocable and not withdrawable by anyone for any purpose other than the respectively designated purposes. Each monthly payment shall be made into the proper fund or account on or before the first day of each month; except that when the first day of any month is not a business day, then such payment shall be made on or before the next succeeding business day. Notwithstanding any other provision herein to the contrary, moneys shall be deposited or credited with the Paying Agent at least five days prior to each interest payment date herein designated sufficient to pay the principal of and interest on the Bonds then coming due.

**Section 23. Investment of Moneys.** Any moneys accounted for in any account or fund designated herein and not needed for immediate use may be invested or reinvested at the request of the District in Permitted Investments. Subject to Section 13(b) of this Resolution, all such investments shall be credited to the fund or account from which the money used to acquire such investments shall have come, and all income and profits on such investments shall be credited to, and all losses therein shall be charged against, such account or fund; provided that earnings on Debt Service Reserve Account investments shall be credited thereto only if and to the extent necessary to maintain the Bond Fund Minimum Reserve, and otherwise shall be credited, at the option of the District, to the Revenue Fund or the Bond Fund.

**Section 24. Notice of Sale; Sale.** The Board hereby approves and ratifies, as applicable, the preparation, execution and delivery of a Notice of Sale at the direction of, or by, a District Officer. The Series 2023 Bonds are hereby authorized to be sold to the Underwriter in accordance with the Notice of Sale, and each District Officer is hereby authorized to approve the sale of the Series 2023 Bonds to the Underwriter in accordance with the limitations set forth in Section 5 and Section 11 hereof. Each District Officer is authorized to deliver the Series 2023 Bonds to the Underwriter, as the initial purchaser thereof, upon payment in full of the principal thereof and accrued interest thereon to the date of delivery thereof.

**Section 25. Equality of Bonds.** The Bonds from time to time Outstanding shall not be entitled to any priority one over the other in the application of System Revenues, regardless of the time or times of the issuance of the Bonds, it being the intention of the Board that there shall be no priority among the Bonds, regardless of the fact that they are actually issued and delivered at different times.

**Section 26. Defeasance.**

(a) **By Payment.** If the District shall pay, or shall cause to be paid, to the owner of any Series 2023 Bond the principal and interest to become due thereon at the times and in the manner stipulated therein and in the Resolution, then the pledge of the System Revenues and other moneys and securities hereby pledged and all other rights granted hereby shall be discharged and satisfied. In such event, the Paying Agent shall, at the request of the District, execute and deliver to the District all such instruments as may be desirable to evidence such discharge and satisfaction, and the Paying Agent and any other depository shall pay over or shall deliver to the District all moneys or securities held by it, pursuant to this Resolution, which are not required for the payment of the redemption of the Series 2023 Bonds not theretofore surrendered for such payment or redemption.

(b) **By Deposit for Payment.** There shall be deemed to have been paid within the meaning of this Section any installment of interest on, and any installment of principal of, the Series 2023 Bonds, for the payment of which in the manner provided therein and in this Resolution, if moneys shall then be held by any depository, through deposit by the District, or otherwise, of moneys for such payment on and prior to any prior redemption date or respective prior redemption dates designated therefor, or, if none, on their maturity or respective maturities, including the known minimum yield from interest and any other gain to be derived from any investment of any such moneys or any part thereof in any Federal Securities, in an amount at the time of the deposit, and at all times subsequently, at least fully sufficient to pay, on behalf of the District, without any deficiency or other default, such interest and principal as the same become due, subject to the following provisions:

(i) If any such Series 2023 Bonds are to be redeemed prior to the maturity or respective maturities thereof, there shall have been taken, to the extent practicable, all action necessary to redeem such Series 2023 Bonds (or installments of principal thereof), and notice of such redemption shall have been duly given or provision satisfactory to each depository therefor acting as escrow agent shall have been made for the giving of such notice;

(ii) Any moneys held by each depository for such payment of any part thereof prior to the time or times on which such moneys are needed for such payment on behalf of the District of such interest and principal due, without default, may be invested in Federal Securities; provided, however, that each such investment shall be scheduled, and in the case of each reinvestment, if any, rescheduled by the Treasurer:

(A) so that the Federal Securities in which moneys are so invested or reinvested, other than any such securities which shall be subject to redemption at any time at least at face value at the option of and by the holder thereof, shall become due at a time or times at or prior to the time or respective times on which the proceeds thereof shall be needed (with the proceeds of any Federal Securities so subject to prior redemption by the holder thereof at the time or respective times such securities shall have been scheduled for redemption and with any other moneys held by each depository and available for such use) to pay the designated interest or installment or installments of interest on and the designated principal or installment or installments of principal due on the Series 2023 Bonds, as the same become due; and

(B) so that no deficiency or other default shall result in the absence of a sale of any Federal Securities on the market prior to a time on which the federal government or other obligor is, upon demand or presentation, obligated to pay a fixed sum in discharge of the whole of such obligation and at which time the Federal Securities shall have been scheduled for redemption, at maturity or otherwise, for at least said sum;

(iii) Prior to any reinvestment of any moneys held by each depository for such payment of the District's securities, the depository shall state its approval thereof in writing and shall forward a copy of its written approval to the Treasurer; and

(iv) Nothing herein contained shall be construed as entitling any owner of any of the Series 2023 Bonds to the payment of the interest on and the principal of any such of the Series 2023 Bonds at any time prior to the time or respective times the same become due on and prior to any redemption date or, if none, to the maturity or respective maturities of the installments of principal in this Resolution, notwithstanding that moneys for such payment may be held at any time or times prior to such due dates by any depository fully sufficient for any such prior payment and regardless of whether or not such moneys shall at any time or times be invested or reinvested, wholly or in part, in Federal Securities.

**Section 27. Covenants of the District.** The District hereby particularly covenants and agrees with the registered owners of the Bonds and makes provisions which shall be a part of its contract with such registered owners, to the effect and with the purposes set forth in the following provisions of this Section.

(a) ***Performing Duties.*** The District, acting by and through the Board, will faithfully and punctually perform all duties with respect to the System and to the System Revenues, required by the constitution and the laws of the State and by the various resolutions of the District, including, but not limited to, the making and collecting of reasonable and sufficient rates and charges for services rendered or furnished by the System and the proper segregation of the System Revenues and their application to respective funds or accounts, as herein also provided.

(b) ***Operation and Maintenance of System.*** The District, acting by and through the Board, shall, at all times, operate the System properly and in a sound and economical manner; and the District shall maintain, preserve and keep the same properly, or cause the same so to be maintained, preserved and kept, with the appurtenances and every part and parcel thereof in good repair, working order and condition, and shall, from time to time, make, or cause to be made, all necessary and proper repairs, replacements and renewals.

(c) **Rules, Regulations and Other Details.** The District, acting by and through the Board, shall establish and enforce reasonable rules and regulations governing the operation, use and services of the System (as well as any other Facilities under the jurisdiction of the Board). All compensation, salaries, fees and wages paid by it in connection with maintenance, repair and operation of the System (as well as any other such Facilities) shall be reasonable and no more than would be paid by other corporations, municipalities or public bodies for similar services. The District shall observe and perform all of the terms and conditions contained in the Act and shall comply with all valid acts, rules, regulations, orders and directions of any legislative, executive, administrative or judicial body applicable to the System or to the District.

(d) **Payment of Lawful Governmental Charges.** The District shall pay all taxes and assessments or other municipal or governmental charges, if any, lawfully levied or assessed upon or with respect to the System, or upon any part thereof, upon any revenue therefrom, or upon any other portion of the System Revenues, when the same shall become due; the District shall duly observe and comply with all valid requirements of any municipal or governmental authority relative to any part of the System. The District shall pay, or shall cause to be discharged, or will make adequate provision to satisfy and to discharge within 60 days after the same shall become payable, all lawful claims and demands for labor, materials or supplies which, if unpaid, might, by law, become a lien on the System, any part thereof, or upon the System Revenues; provided, however, that nothing in this subsection contained shall require the District to pay, or cause to be discharged, or make provision for any such lien or charge, so long as the validity thereof shall be contested in good faith and by appropriate legal proceedings.

(e) **Further Assurances.** At any and all times, the District, acting by and through the Board, except when otherwise required by law, shall, so far as it may be authorized by law, pass, make, do, execute, acknowledge and deliver all and every such further resolutions, acts, deeds, conveyances, assignments, transfers and assurances as may be necessary or desirable for the better assuring, conveying, granting, assigning and confirming of, all and singular, the rights, System Revenues and other moneys hereby pledged or assigned, or intended so to be, or which the District may hereafter become bound to pledge or to assign, or as may be reasonable and required to carry out the purposes of this Resolution. The District shall, at all times, to the extent permitted by law, defend, preserve and protect the pledge of the System Revenues, and other moneys pledged hereunder and all the rights of every registered owner of any Series 2023 Bond hereunder, against all claims and demands of all persons whomsoever.

(f) **Prejudicial Contracts and Action Prohibited.** No contract will be entered into, nor any action taken, by which the rights of any registered owner of any Bond might be impaired or diminished.

(g) **Insurance.**

(i) The Board shall procure and maintain, so long as any of the Bonds are Outstanding, fire and extended coverage insurance on the insurable portions of the Facilities comprising the System, in amounts at least sufficient to provide for not less than full recovery whenever the loss from perils insured against does not exceed 100% of the full insurable value of the highest valued component of the System.

(ii) The Board, in its sole discretion, may self insure against all or a portion of its exposure to public liability claims or if it does not self insure against all or a portion of such claims, shall procure (except to the extent previously procured) and shall maintain, so long as any of the Bonds are Outstanding, public liability insurance in reasonable amounts, but in no event less than \$100,000 for one person and \$300,000 for more than one person involved in one accident, against claims for bodily injury and death, or either, and in no event less than \$10,000 for one accident, against claims for damage to property of others, suffered, or alleged to have been suffered, by others, arising from the District's operation of the System, including any use and occupancy of its grounds, structures and Facilities.

(iii) The District, in its sole discretion, may self insure against all or a portion of its exposure to vehicular liability claims or, if it does not self insure against all or a portion of such claims, shall procure (except to the extent previously procured) and shall maintain, so long as any of the Bonds are Outstanding, vehicular public liability insurance in reasonable amounts, but in no event less than \$100,000 for one person and \$300,000 for more than one person involved in one accident, against claims for bodily injury and death, or either, and in no event less than \$10,000 for one accident, against claims for damage to property of others, suffered, or alleged to have been suffered, by others, arising from the District's operations of any vehicle.

(iv) In addition to the above-designated fire and extended coverage insurance, public liability insurance and vehicular liability insurance, the District shall, at all times, also maintain, by self insurance or with responsible insurers, workers' compensation insurance and all other such insurance, if any, as is customarily maintained with respect to facilities of like character against loss or damage to the System and against loss of System Revenues. The costs of all insurance, including the maintenance of reserves for self insurance and the costs of paying self insured claims, shall be considered as Current Expenses. Upon the occurrence of any loss or damage covered by any of the insurance policies of the District, the Board, on behalf of the District and in its name, will cause due proof of loss and will do all things necessary to cause the insurers to make payment in accordance with the terms of each such policy.

(h) ***Insurance During Construction.*** The District may require that each of its construction contractors and such contractor's subcontractors shall maintain, during the life of such contract, workers' compensation insurance and public liability and property damage insurance in amounts and on terms satisfactory to the District. The District may maintain, or may require that each of its construction contractors maintain, during the life of such contractor's contract, builder's risk insurance in amounts and on terms satisfactory to the District.

(i) ***Contract Security.*** The District shall require that each construction contractor furnish a performance bond in an amount at least equal to 100% of such contractor's price, as security for the faithful performance of such contract, and also a payment bond in an amount not less than 100% of such contractor's contract price or in a penal sum not less than that prescribed by State law, as security for the payment of all persons performing labor on the project under such contract and furnishing materials in connection with such contract. The performance bond and the payment bond may be in one instrument or in separate instruments in accordance with local law.

(j) ***Reconstruction.*** If any useful part of the System or of any Facility thereof shall be damaged or destroyed, the District, acting by and through the Board, shall, as expeditiously as may be possible, commence and diligently prosecute the repair or replacement of the damaged or destroyed property so as to restore the same to use. The proceeds of any such insurance appertaining thereto shall be payable to the District and shall be applied by the Board to the necessary costs involved in such repair and replacement, and to the extent not so applied, shall be deposited in the Revenue Fund by the Board, on behalf of the District, as System Revenues.

(k) ***Alienation of System Prohibited.*** On and after this date, neither all, nor a substantial part, of the System shall be sold, leased, mortgaged, pledged, encumbered or otherwise disposed of until all the Bonds herein authorized have been paid in full, both as to principal and interest, unless provision has been made therefor, or until the Bonds herein authorized have otherwise been redeemed, including, but not necessarily limited to, the termination of the pledge herein authorized; and the District shall not dispose of its title to all, nor a substantial part of the System, including any Facility necessary to the operation and use of the System and the lands and interest in lands comprising the site or sites of the System, except as provided in subsection (o) hereof.

(l) **Disposal of Unnecessary Property.** The District, acting by and through the Board, may, in accordance with the Act, sell, exchange, lease or otherwise dispose of, at any time and from time to time, any property or Facilities constituting a part of the System and not useful in the construction, reconstruction or operation thereof, or which shall cease to be necessary for the efficient operation of the System, or which shall have been replaced by other property of at least equal value.

(m) **Service Charges.** The District covenants that it will (except as limited by law) fix, establish and maintain rates or charges for water, services or facilities supplied or furnished by the District, and shall revise the same from time to time, whenever necessary, as will in each Fiscal Year provide an amount sufficient to pay Current Expenses and to generate Net Revenues at least equal to the sum of the following amounts:

(i) 120% of the amount equal to the Average Principal and Interest Requirements on the Bonds, including any Parity Revenue Bonds, then Outstanding; and

(ii) 100% of the amount required to pay any other unpaid long-term obligations (excluding Current Expenses) and any other unpaid indebtedness of the District (including any amounts required to be accumulated and maintained as reserves therefor) that are payable from System Revenues, as the same shall become due.

No free water, service or facilities shall be furnished by the District, except that the District may provide fire protection water without charge to fire departments within the District's service area. The District shall forthwith take all steps necessary to enforce the prompt payment of all rates and charges. The Board will shut off or discontinue, or cause to be shut off or discontinued, service for delinquencies in the payment of such charges, and the Board will prescribe and enforce rules and regulations for the connection with and the disconnection from properties or the Facilities of the District.

(n) **Competent Management.** The District, acting by and through the Board, shall employ experienced and competent management personnel for the System, including a President to be superintendent of all the Facilities and improvements of the System, who shall have full control over the Facilities comprising the System and shall operate the System for the District, subject to the reasonable control of the Board. It shall establish, fix and, from time to time, modify such reasonable fees and charges, as will be sufficient to make the payments required by this Resolution; and the Board shall have the power to establish, fix and, from time to time, modify such reasonable fees and charges for all Facilities under its jurisdiction (except as herein otherwise expressly provided). The President shall enforce the collection of all such fees and charges, and he shall, in all things, so operate the System as to comply fully with all of the requirements and provisions of this Resolution.

(o) **Budget.** The Board and its officials shall annually, and at such other times as may be provided by State law, prepare and adopt a budget appertaining to the District.

(p) **Records.** So long as any of the Series 2023 Bonds remain Outstanding, proper books of record and account will be kept by the District, separate and apart from all other records and accounts, showing complete and correct entries of all transactions relating to the System and to the System Revenues. Such books shall include (but not necessarily be limited to) records showing: (i) the number of customers by class; (ii) the revenues received from rates and charges by class of customers; and (iii) a detailed statement of the Current Expenses.

(q) **Right To Inspect.** Any registered owner of any of the Series 2023 Bonds or any duly authorized agent or agents of such registered owner have the right, at all reasonable times, to inspect all records,

accounts and data relating thereto, concerning the System or the System Revenues, and shall have the right to inspect the System and all properties comprising the System.

(r) **Audit Required.** At least once a year in the time and manner provided by the Act, the District will cause an audit to be performed of the records relating to the revenues and expenditures of the System. Such audit may be made part of and included within the general audit of the District, and made at the same time as the general audit. Copies of the audit will be filed and recorded in the places, time and manner provided by law.

**Section 28. Parity Revenue Bonds.** Parity Revenue Bonds may be issued under the Act or any other statute authorizing the issuance of such bonds or obligations which are solely from System Revenues and have a lien on System Revenues on a parity with the Outstanding Bonds including the Series 2023 Bonds if all of the following conditions are satisfied:

(a) The Net Revenues of the System for any 12 consecutive months within the completed 18 months immediately preceding the issuance of the additional Parity Revenue Bonds must have been not less than 1.20 times the Average Principal and Interest Requirements for any succeeding Fiscal Year on all Bonds then Outstanding payable from the System Revenues and the Parity Revenue Bonds so proposed to be issued; provided however, if new rates and charges have been established during the completed 18 months immediately preceding the issuance of the additional Parity Revenue Bonds, the Net Revenues of the System may be adjusted by applying the new rates to the connections being served during such period as if such rates had been in effect for the entire 18-month period;

(b) The payments required to be made into the various funds and accounts provided in Sections 16 through 18, inclusive, of this Resolution must be current;

(c) The District shall not have defaulted in making any payments required by Sections 16 through 18, inclusive, of this Resolution during the 24 months immediately preceding the issuance of any such additional Parity Revenue Bonds;

(d) The additional Parity Revenue Bonds shall bear interest payable on the dates, and shall mature on the date or dates, designated by resolution of the Board, during the term of said Parity Revenue Bonds; and

(e) The proceedings for issuance of such additional Parity Revenue Bonds shall provide for the application of the proceeds from the sale thereof.

The District may also issue Parity Revenue Bonds to refund Bonds; provided that the Average Principal and Interest Requirements are not increased by the issuance thereof.

Nothing herein contained shall be construed so as to permit the District to issue additional bonds or other additional obligations or to incur other additional indebtedness payable from System Revenues and having a lien thereon prior and superior to the Series 2023 Bonds or additional Parity Revenue Bonds herein authorized to be issued.

**Section 29. Limitations Upon Issuance of Subordinate Bonds.** Nothing in this Resolution contained shall be construed in such a manner as to prevent the issuance by the District of Subordinate Bonds or Subordinate Obligations (other than Current Expenses) or the incurrence by the District of additional indebtedness (other than Current Expenses) payable from System Revenues and constituting a lien on System Revenues subordinate, inferior and junior to (but not on a parity with nor prior or superior to) the lien of the Series 2023 Bonds herein authorized. The proceeds of the Subordinate Bonds or Subordinate



Obligations, exclusive of costs of issuance, shall be used only for purposes from time to time authorized by law.

**Section 30. Bondholder's Remedies.** Each registered owner of any Series 2023 Bond issued hereunder shall be entitled to all of the privileges, rights and remedies provided or permitted at law or in equity. Nothing in this Resolution contained shall affect or impair the right of any registered owner of any Series 2023 Bond issued hereunder to enforce the payment of the principal of and the interest on his Series 2023 Bond or the obligation of the District to pay the principal of and the interest on each Series 2023 Bond issued hereunder to the registered owner thereof at the time and place expressed in the Series 2023 Bond.

**Section 31. Events of Default.** Each of the following events is hereby declared an “**Event of Default**”:

(a) **Nonpayment of Principal.** Payment of the principal of any of the Series 2023 Bonds herein authorized to be issued shall not be made when the same shall become due and payable, either at maturity or by proceedings for prior redemption, or otherwise.

(b) **Nonpayment of Interest.** Payment of any installment of interest shall not be made when the same becomes due and payable.

(c) **Failure To Perform.** The District shall, for any reason, be rendered incapable of fulfilling its obligations hereunder.

(d) **Nonperformance of Duties.** The District shall have failed to carry out and to perform (or, in good faith, to begin the performance of) all acts and things lawfully required to be carried out or to be performed by it hereunder or under any contract relating to the System Revenues or to the System, or otherwise, and such failure shall continue for 30 days after receipt of notice from the registered owners of 25% in principal amount of the Bonds then Outstanding.

(e) **Appointment of a Receiver.** Any order or decree shall be entered by a court of competent jurisdiction with the consent or acquiescence of the District, appointing a receiver or receivers for the System or for the System Revenues, or if an order or decree has been entered without the consent or acquiescence of the District, shall not be vacated, discharged or stayed on appeal within 60 days after entry.

(f) **Default of Any Provision.** The District shall default in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in the Bonds or in this Resolution, on its part to be performed, and if such default shall continue for 30 days after written notice specifying such default and requiring the same to be remedied shall have been given to the District by the registered owners of 25% in principal amount of the Bonds then Outstanding.

**Section 32. Remedies for Default.** Upon the happening and continuance of any Event of Default, as provided in Section 31 of this Resolution, then, and in every case, the registered owner or registered owners of not less than 25% in principal amount of the Bonds then Outstanding, including, but not limited to, a trustee or trustees therefor, may proceed against the District, to protect and to enforce the rights of any registered owner of Bonds under this Resolution by mandamus or by other suit, action or special proceedings in equity or at law, in any court of competent jurisdiction, either for the appointment of a receiver or for the specific performance of any covenant or agreement contained herein or in an award of execution of any power herein granted for the enforcement of any proper, legal or equitable remedy as, such registered owner or registered owners may deem most effectual to protect and to enforce the rights aforesaid, thereby to enjoin any act or things which may be unlawful or in violation of any right of any registered owner of any Bond, to require the Board to act as if it were the trustee of an expressed trust, or to proceed with any combination of remedies. All such proceedings at law or in equity shall be instituted,

had and maintained for the equal benefit of all registered owners of the Bonds then Outstanding. Any receiver appointed in any proceedings to protect the rights of such registered owners hereunder, the consent to any such appointment being hereby expressly granted by the District, may enter and may take possession of the System, operate and maintain the same, prescribe rates and charges and collect, receive and apply all System Revenues arising after the appointment of such receiver, in the same manner as the District itself.

**Section 33. Rights and Privileges Cumulative.** The failure of any such registered owner so to proceed shall not relieve the District of any liability for failure to perform any duty. Each right or privilege of any such registered owner (or trustee thereof) is in addition and is cumulative to any other right or privilege, and the exercise of any right or privilege by or on behalf of any registered owner shall not be deemed a waiver of any other right or privilege thereof.

**Section 34. Duties Upon Default.** Upon the happening of any of the Events of Default, as provided in Section 31 of this Resolution, the District, in addition, will do and will perform all proper acts, on behalf of and for the registered owners of Bonds, to protect and to preserve the security created for the payment of the Bonds and to insure the payment of the principal of and the interest on the Bonds promptly, as the same become due.

**Section 35. Supplemental Resolutions Not Requiring Consent of Bondholders.** The District may, without consent of or notice to any of the registered owners of the Series 2023 Bonds, enter into a resolution or resolutions supplemental to this Resolution for any one or more of the following purposes:

- (a) To cure any ambiguity or formal defect or omission in this Resolution;
- (b) To grant to or to confer upon registered owners of the Series 2023 Bonds, for the benefit of the registered owners of the Series 2023 Bonds, any additional rights, remedies, powers or authorities that may lawfully be granted to or conferred upon the registered owners of the Series 2023 Bonds;
- (c) To provide for the issuance of additional Parity Revenue Bonds pursuant to the provisions of Section 28 of this Resolution;
- (d) To evidence the appointment of a Co-Paying Agent or Co-Registrar or the succession of a new Paying Agent or a new Registrar hereunder; or
- (e) In connection with any other change which, in the opinion of Bond Counsel, is not to the prejudice of the registered owners of the Series 2023 Bonds.

**Section 36. Modifications or Amendments to Resolution Requiring Consent of Bondholders.** Exclusive of supplemental resolutions permitted by Section 35 of this Resolution, any modification or amendment of the provisions of this Resolution or of any resolution amendatory thereof and of the rights and the obligations of the District and of the registered owners of the Series 2023 Bonds, in any particular, may be made by resolution of the District, as hereinafter specified, without receipt by the District of any additional consideration, but with the written consent of the registered owners of at least 51% in principal amount of the Series 2023 Bonds Outstanding at the time of the adoption of such amendatory resolution (not including, in any case, any Series 2023 Bonds which may then be owned for the account of the District), at time such consent is given; provided, however, that no such modification or amendment shall have the effect of permitting:

- (a) ***Changing Payment of Principal.*** A change in the maturity or in the terms of redemption of the principal of any Outstanding Series 2023 Bond or the date of payment of any installment of interest thereon; or

- (b) **Reducing Return.** A reduction in the principal amount of any Series 2023 Bond or the rate of interest thereon without the consent of the registered owner of the Series 2023 Bond; or
- (c) **Prior Lien.** The creation of a lien on or a pledge of System Revenues ranking prior to the lien or to the pledge created by this Resolution; or
- (d) **Modifying Any Series 2023 Bond.** A reduction of the principal amount or percentages or other effect on the description of the Series 2023 Bonds, the consent of the registered owner of which is required for any such modification or amendment; or
- (e) **Priorities Between Bonds.** The establishment of priorities as between Bonds Outstanding under the provisions of this Resolution; or
- (f) **Partial Modification.** The modification of or other effect on the rights of the registered owners of less than all of the Series 2023 Bonds then Outstanding.

### **Section 37. Consent of the Bondholders.**

- (a) **Adoption.** The District may, at any time, adopt a resolution making a modification or an amendment permitted by the provisions of Section 36 of this Resolution, except as hereinafter provided.
- (b) **Notice of Amendment.** Whenever the District shall propose to amend or to modify this Resolution under the provisions of this Section, it shall cause a copy of the proposed amendment to be certified by the Secretary and to be delivered to and to be held by the Paying Agent and the Registrar, respectively, and another copy to be filed in the office of the Secretary for the inspection of any registered owner of any Series 2023 Bond. A notice of the proposed amendment, together with a request to registered owners of Series 2023 Bonds for their consent thereto, in form satisfactory to the Secretary, and with a statement that a copy of the proposed amendatory resolution is on file with the Paying Agent and the Registrar (or any named successor of either or of both) and also on file in the office of the Secretary for public inspection, shall be given by the Secretary, in the name of the District, by mail addressed to each registered owner of any Series 2023 Bond, but failure to mail such copy and request shall not affect the validity of the amendatory resolution, when consented to as in this Section provided.
- (c) **Effective Date.** Such amendatory resolution shall not be effective unless and until there shall have been filed with the Secretary, within one year from the date of mailing of said notice:
  - (i) the written consents of registered owners of the percentages of Outstanding Bonds specified in Section 36 of this Resolution; and
  - (ii) an opinion of nationally recognized bond counsel, or other Counsel's Opinion, stating that such amendatory resolution has been duly and lawfully adopted by the District, in accordance with the provisions of this Resolution, is authorized or is permitted by this Resolution, is valid and binding upon the District, and is enforceable in accordance with its terms.
- (d) **Proof of Consent.** Each such consent shall be effective only if accompanied by proof of ownership, at the date of such consent, of the Series 2023 Bonds with respect to which such consent is given, which proof shall be established by the registration books maintained by the Registrar for the Series 2023 Bonds. A certificate or certificates by the Secretary, filed in the office of the Secretary, that he has examined such proof and that such proof is sufficient under the provisions of this subsection (d), shall be conclusive that the consents have been given by the registered owners of the Series 2023 Bonds described in such certificate or certificates of the Secretary.

(e) **Consent Binding.** Any such consent shall be binding upon the registered owner of the Series 2023 Bonds giving such consent and upon any subsequent registered owner of such Series 2023 Bonds and of any Series 2023 Bonds issued in exchange therefor (whether or not such subsequent registered owner thereof has notice thereof).

(f) **Adoption of Resolution.** Thereupon, the Board may adopt the resolution, and it shall be deemed conclusively binding upon the District, the Paying Agent, the Registrar and upon the registered owners of all Bonds upon its effective date and after the filing with the Secretary of the proof of its final passage.

**Section 38. Modifications by Unanimous Action.** Notwithstanding anything contained in the foregoing provisions of this Resolution to the contrary, the terms and provisions of this Resolution or of any resolution amendatory thereof and the rights and obligations of the District and of the registered owners of the Series 2023 Bonds may be modified or amended in any respect upon the adoption by the District and upon the filing with the Secretary of a resolution to that effect and with the consent of the registered owners of all the Series 2023 Bonds then Outstanding, such consent to be given as provided in Section 37 of this Resolution, except that no notice to the registered owners of Series 2023 Bonds by mailing shall be required.

**Section 39. Exclusion of Bonds Owned by District.** Bonds owned by or for the account of the District shall not be deemed Outstanding and shall be excluded for the purpose of consent or of other action or of any calculation of Outstanding Bonds provided for in Section 37 of this Resolution, and the District shall not be entitled, with respect to such Series 2023 Bonds, to give any consent or to take any other action provided for in this Resolution. At the time of any consent or other action taken under this Resolution, the District shall furnish the Secretary a certificate of the Treasurer, upon which the District may rely, describing all Bonds so to be excluded.

**Section 40. Successor Registrar or Paying Agent.** The Registrar or Paying Agent may resign at any time on 30 days' prior written notice to the District and the Bond Insurer. The District may reasonably determine that said Registrar or Paying Agent has been incapable of fulfilling its duties and may remove said Registrar or Paying Agent upon 30 days' prior written notice. If the Registrar or Paying Agent initially appointed hereunder shall resign, or if the District shall remove said Registrar or Paying Agent, the District may, upon notice mailed to each registered owner of Series 2023 Bonds at the address last shown on the registration books, appoint a successor Registrar or Paying Agent, or both. Every such successor Registrar or Paying Agent shall be a commercial bank with trust powers located in and in good standing in the United States of America and having a shareholder's equity (e.g., capital stock, surplus and undivided profits), however denominated, of not less than \$50,000,000. It shall not be required that the same institution serve as both Registrar and Paying Agent hereunder, but the District shall have the right to have the same institution serve as both Registrar and Paying Agent hereunder.

**Section 41. Official Statement; Other Documentation.** The Board hereby ratifies and approves the completion, publication, distribution and use of the Preliminary Official Statement in connection with the offering of the Series 2023 Bonds substantially in the form presented, but with such changes, if any, therein, as may be approved by a District Officer. The District hereby deems the information contained in the Preliminary Official Statement to be "**final**" as of its date, except for the omission of such information as is permitted by Rule 15c2-12(b)(1) under the Exchange Act of 1934, as amended, such as offering prices, interest rates, selling compensation, aggregate principal amount, principal amount per maturity, delivery dates, ratings and identity of the underwriters. The Board further authorizes and directs the preparation of, and authorizes and directs the execution and delivery by each District Officer of, an Official Statement for use in connection with the sale of the Series 2023 Bonds. The Board hereby authorizes and directs any District Officer to approve a form of Paying Agent Agreement and to finalize, execute and deliver the same (whose signature thereon shall constitute conclusive evidence of such approval). The Chairperson of the Board, the Secretary and all other appropriate District Officers and employees are also hereby authorized

and directed to execute all documents and certificates necessary or desirable to effectuate the issuance or administration of the Series 2023 Bonds, the investment of proceeds of the Series 2023 Bonds and the transactions contemplated hereby.

**Section 42. Federal Tax Law Covenants; Tax Compliance Certificate.** (a) In consideration of the purchase and acceptance of the Series 2023 Bonds by the registered owners thereof from time to time, and in consideration of retaining the exemption from federal income taxes of the interest income on the Series 2023 Bonds, the District covenants and agrees, and the appropriate officials of the District are hereby directed, to take all action required, or to refrain from taking any action prohibited, by the Internal Revenue Code of 1986, as amended (the “**Code**”), including, without limitation (i) to meet the arbitrage rebate provisions of the Code (Section 148(f) of the Code), (ii) to make the required information filing pursuant to the Code (Section 149(e) of the Code), and (iii) to do all other things necessary to preserve the tax-exempt status of the interest income on the Series 2023 Bonds.

(b) The Board hereby authorizes and directs any District Officer to approve a form of Tax Compliance Certificate, and to finalize, execute and deliver the same (whose signature thereon shall constitute conclusive evidence of such approval).

(c) Each District Officers is hereby authorized and directed to execute and deliver an Internal Revenue Service Form 8038-G with respect to the Series 2023 Bonds.

**Section 43. Arbitrage Covenant.** At no time or times shall any of the proceeds of the Series 2023 Bonds or other moneys of the District be used directly or indirectly in any manner which would cause any Series 2023 Bond to be an “**arbitrage bond**” within the meaning of Section 148(a) of the Code.

**Section 44. Contract With Bondholders.** After any of the Series 2023 Bonds have been issued, this Resolution shall constitute a contract between the District and the registered owner or registered owners of the Series 2023 Bonds and shall be and remain irrevocable and unalterable until the Series 2023 Bonds and the interest thereon shall have been fully paid, satisfied and discharged.

**Section 45. Continuing Disclosure Undertaking.** The Board hereby approves the form of Continuing Disclosure Undertaking substantially in the form attached to the Preliminary Official Statement, and directs a District Officer to finalize and execute the same, but with such changes as the District Officer, in his or her sole discretion, shall approve (whose signature thereon shall constitute conclusive evidence of such approval).

**Section 46. Parties Interested Herein.** Nothing in this Resolution, expressed or implied, is intended or shall be construed to confer upon, or to give to, any person or entity, other than the District, the Underwriter, the Registrar, the Paying Agent and the registered owners of the Bonds, any right, remedy or claim under or by reason of this Resolution, or any covenant, condition or stipulation hereof, and all covenants, stipulations, promises and agreements in this Resolution contained by and on behalf of the District shall be for the sole and exclusive benefit of the District, the Underwriter, the Registrar, the Paying Agent and the registered owners of the Bonds.

**Section 47. Notices.** All notices, certificates or other communications hereunder shall be sufficiently given and shall be deemed given when personally delivered, sent by facsimile (with a copy sent simultaneously by regular United States mail) or mailed by certified or registered mail, return receipt requested, postage prepaid, addressed as follows:

If to the District:

The Metropolitan Utilities District of Omaha  
7350 World Communications Drive  
Omaha, NE 68122  
Attention: President

If to the Paying Agent:

BOKF, National Association  
1248 O Street, Suite 764  
Lincoln, NE 68508

The District and Paying Agent may, by notice given hereunder, designate any further or different addresses to which subsequent notices, certificates or other communications shall be sent.

**Section 48. Electronic Transactions.** All documents, agreements, certificates, and instruments related to the Series 2023 Bonds shall be valid, binding, and enforceable against the Board when executed and delivered by means of (i) an original manual signature; (ii) a faxed, scanned, or photocopied manual signature, or (iii) any other electronic signature permitted by electronic signatures laws, including any relevant provisions of the Uniform Commercial Code, in each case to the extent applicable. Each faxed, scanned, or photocopied manual signature, or other electronic signature, shall for all purposes have the same validity, legal effect, and admissibility in evidence as an original manual signature. Each document, agreement, certificate, and instrument related to the Series 2023 Bonds may be executed in any number of counterparts, each of which shall be deemed to be an original, but such counterparts shall, together, constitute one and the same document, agreement, certificate, or instrument, as applicable.

**Section 49. Severability.** If any section, paragraph, clause or provision of this Resolution shall, for any reason, be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

**Section 50. Repealer.** All acts and resolutions in conflict with this Resolution are hereby rescinded, annulled and repealed. This repealer shall not be construed to revive any act or resolution, or part thereof, heretofore repealed.

**Section 51. Effective Date.** This Resolution shall become effective and shall be in full force and effect upon its adoption.

ADOPTED AND APPROVED BY THE METROPOLITAN UTILITIES DISTRICT OF OMAHA, this 1st day of March, 2023.

THE METROPOLITAN UTILITIES DISTRICT OF OMAHA

By \_\_\_\_\_  
Chairperson of the Board of Directors

Attest:

\_\_\_\_\_  
Secretary of the Board of Directors of  
the District

[Signature Page to Bond Resolution]

APPENDIX A

FORM OF SERIES 2023 BOND

UNITED STATES OF AMERICA  
STATE OF NEBRASKA  
THE METROPOLITAN UTILITIES DISTRICT OF OMAHA  
WATER SYSTEM REVENUE REFUNDING BOND  
SERIES 2023

No. R-\_\_\_\_\_ \$\_\_\_\_\_

Interest Rate	Maturity Date	Dated as of	CUSIP
_____% per annum	_____, 20__	_____, 2023	_____

REGISTERED OWNER: CEDE & CO.  
Tax I.D. No. 13-2555119

PRINCIPAL AMOUNT: DOLLARS

THE METROPOLITAN UTILITIES DISTRICT OF OMAHA (the “**District**”), a public service corporation created and existing under and by virtue of the laws of the State of Nebraska (the “**State**”), acknowledges itself indebted to, and for value received hereby promises to pay, solely from the revenues of the District pledged therefore as hereinafter provided, to the Registered Owner specified above, on the Maturity Date specified above (unless called for earlier redemption), interest thereon payable on \_\_\_\_\_ and \_\_\_\_\_ in each year, commencing on \_\_\_\_\_, 20\_\_\_\_, at the Interest Rate per annum specified above, until the Principal Amount specified above is paid or payment has been provided therefor. This Bond will bear interest from the most recent interest payment date to which interest has been paid or provided for, or, if no interest has been paid, from the date of this Bond. The principal of and premium, if any, on this Bond are payable upon presentation and surrender hereof at the principal corporate trust office of the District’s registrar and paying agent (the “**Registrar**” or the “**Paying Agent**”), presently BOKF, National Association, Lincoln, Nebraska, as successor in interest to First National Bank of Omaha, Omaha, Nebraska. Interest on this Bond will be paid on each interest payment date or, if such interest payment date is not a business day, on the next succeeding business day, by check or draft mailed to the person in whose name this Bond is registered (the “registered owner”) on the registration books of the District maintained by the Registrar and at the address appearing thereon at the close of business on the fifteenth day immediately preceding such interest payment date (the “**Record Date**”). Any such interest not so timely paid or duly provided for shall cease to be payable to the person who is the registered owner hereof at the close of business on the Record Date and shall be payable to the person who is the registered owner hereof at the close of business on a Special Record Date (defined in the resolution of the Board adopted on March 1, 2023 authorizing this Bond (together with the Designation dated as of \_\_\_\_\_, 2023, the “**Bond Resolution**”)) for the payment of any defaulted interest. Such Special Record Date shall be fixed by the Paying Agent whenever moneys become available for payment of the defaulted interest, and notice of the Special Record Date shall be given to the registered owners of the Bonds of the series of which this is one not less than 10 days prior thereto. All such payments shall be made in lawful money of the United States of America without deduction for the services of the Paying Agent or the Registrar.

This Bond, including interest thereon, is payable solely from the Net Revenues (as hereinafter defined) to be derived from the operation of the District’s Water System (the “**System**”), and is one of a



duly authorized issue of bonds of the District designated “The Metropolitan Utilities District of Omaha, Water System Revenue Refunding Bonds, Series 2023” (the “**Bonds**”) in the aggregate principal amount of \$ \_\_\_\_\_, issued under authority of and pursuant to Section 14-2142, Reissue Revised Statutes of Nebraska, 2012, as amended (the “**Act**”), and under and pursuant to the Resolution of the District adopted February 8, 2006 (the “**Series 2006A Resolution**”), as supplemented from time to time in accordance with the terms thereof, including by the Bond Resolution, and this Bond does not constitute a debt of the District within the meaning of any constitutional or statutory limitations of the State. Pursuant to the Act, this Bond has been issued by the District. The Bonds are payable as to principal thereof or redemption price and interest thereon, solely from Net Revenues (defined in the Bond Resolution to mean System Revenues, as defined in the Bond Resolution, after deducting Current Expenses, as defined in the Bond Resolution) of the System, and will have a first, but not exclusive, lien on such Net Revenues. Copies of the Bond Resolution are on file at the office of the District and at the principal corporate trust office of the Paying Agent, or its successor, and reference to the Series 2006A Resolution, the Bond Resolution and any and all supplements thereto, and modifications and amendments thereof, and to the Act, is made for a description of the pledge and covenants securing the Bonds, the nature, extent and manner of enforcement of such pledge, the rights and remedies of the registered owners of the Bonds with respect thereto and the terms and conditions upon which the Bonds are issued and may be issued thereunder.

This Bond has been initially delivered in book-entry form registered in the name of Cede & Co., as nominee of The Depository Trust Company (“**DTC**”), New York, New York, acting as securities depository (the “**Securities Depository**”) of this Bond. Registration and transfer of this Bond shall be subject to the provisions of the DTC Letter of Representation so long as DTC is acting as the Securities Depository.

As provided in the Bond Resolution, bonds of the District may be issued from time to time pursuant to supplemental resolutions in one or more series, in various principal amounts, may mature at different times, may bear interest at different rates and otherwise may vary, as provided in the Bond Resolution. The aggregate principal amount of bonds which may be issued under the Bond Resolution is not limited, except as provided in the Bond Resolution, and all bonds issued and to be issued under the Bond Resolution are and will be equally secured by the pledge and covenants made therein, except as otherwise expressly provided or permitted in the Bond Resolution.

The Series 2023 Bonds maturing on and before \_\_\_\_\_, 20\_\_ are not subject to redemption prior to their respective maturity dates. The Series 2023 Bonds maturing on \_\_\_\_\_, 20\_\_ are subject to redemption prior to maturity at the option of the District, in whole or in part in integral multiples of \$5,000, and if in part in such order of maturities as the District shall determine and by lot within a maturity, on \_\_\_\_\_, 20\_\_, and on any date thereafter, at a redemption price equal to 100% of the principal amount of the Series 2023 Bonds, plus accrued interest to the redemption date.

The Series 2023 Bonds maturing on \_\_\_\_\_, 20\_\_ are subject to mandatory sinking fund redemption by lot on \_\_\_\_\_ of the years and in the principal amounts specified below, at a redemption price equal to the principal amount thereof (with no redemption premium), plus accrued interest to the redemption date:

<b>Years</b>	<b>Principal Amount</b>
20__ (maturity)	\$

At its option, to be exercised on or before the 45th day next preceding each sinking fund redemption date, the District may (i) purchase and cancel any Series 2023 Bonds with the same maturity date as the

Series 2023 Bonds subject to such sinking fund redemption and (ii) receive a credit in respect of its sinking fund redemption obligation for any Series 2023 Bonds with the same maturity date as the Series 2023 Bonds subject to such sinking fund redemption which prior to such date have been redeemed (otherwise than through the operation of the sinking fund) and cancelled and not theretofore applied as a credit against any sinking fund redemption obligation. Each Series 2023 Bond so purchased and cancelled or previously redeemed shall be credited at the principal amount thereof to the obligation of the District on such sinking fund redemption date, and the principal amount of Series 2023 Bonds to be redeemed by operation of such sinking fund on such date shall be accordingly reduced.

Notice of any redemption of Series 2023 Bonds shall be given by the Paying Agent by sending a copy of such notice by first-class, postage prepaid mail, not less than 30 days prior to the redemption date, to the Owner of each Series 2023 Bond being redeemed. Such notice shall specify the number or numbers of the Series 2023 Bonds so to be redeemed (if redemption shall be in part) and the redemption date. If any Series 2023 Bond shall have been duly called for redemption and if, on or before the redemption date, there shall have been deposited with the Paying Agent in accordance with this Resolution funds sufficient to pay the redemption price of such Series 2023 Bond on the redemption date, then such Series 2023 Bond shall become due and payable at such redemption date, and from and after such date interest will cease to accrue thereon. Failure to deliver any redemption notice or any defect in any redemption notice shall not affect the validity of the proceeding for the redemption of Series 2023 Bonds with respect to which such failure or defect did not occur. Any Series 2023 Bond redeemed prior to its maturity by prior redemption or otherwise shall not be reissued and shall be cancelled.

The Series 2023 Bonds are fully registered (i.e., registered as to payment of both principal and interest), and are issuable in denominations of \$5,000 or any integral multiple thereof (provided that no Bond may be in a denomination which exceeds the principal coming due on any maturity date and no individual Bond may be issued for more than one maturity). Upon surrender of any of such Bonds to the Registrar, with a written instrument satisfactory to the Registrar, duly executed by the registered owner or by his duly authorized attorney, such Bond may, at the option of the registered owner or his duly authorized attorney, be exchanged for an equal aggregate principal amount of such Bonds of the same maturity of other authorized denominations, upon payment of the charges and subject to such terms and conditions as set forth in the Bond Resolution.

The Registrar will not be required to transfer or to exchange (a) any Bond subject to redemption during a period beginning at the opening of business 15 days before the day of mailing by the Registrar of a notice of prior redemption of Bonds and ending at the close of business on the day of such mailing, or (b) any Bond after the mailing of notice calling such Bond or any portion thereof for prior redemption.

To the extent and in the manner permitted by the terms of the Bond Resolution, or any resolution amendatory thereof, the Bond Resolution may be modified or amended by the District with the written consent of the registered owners of at least 51% in principal amount of the Bonds then outstanding, with certain exceptions as provided therein. No such modification or amendment shall permit a change in the maturity or in the terms of redemption of the principal of any outstanding Bond or any installment of interest thereon, or a reduction in the principal amount of any Bond or the rate of interest thereon, without the consent of the registered owner of the Bond, or the creation of a lien on or a pledge of revenues ranking prior to the lien or to the pledge created by the Bond Resolution, or a reduction of the principal amount or percentages or otherwise affecting the description of the Bonds, the consent of the registered owners of which is required for any such modification or amendment, or the establishment of priorities as between Bonds issued and outstanding under the provisions of the Bond Resolution, or the modification of, or other effect on, the rights of the registered owners of less than all of the Bonds then outstanding.

This Bond is fully transferable by the registered owner hereof, in person or by his duly authorized attorney, shown on the registration books kept by the Registrar, upon surrender of this Bond, together with a duly executed written instrument of transfer satisfactory to the Registrar. Upon such transfer, a new fully registered Bond of authorized denomination or denominations of the same aggregate principal amount and maturity will be issued to the transferee in exchange for this Bond, upon payment of the charges and subject to such terms and conditions as set forth in the Bond Resolution. The District, the Registrar and the Paying Agent may deem and treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of making payment and for all other purposes.

This Bond is issued by the District for the purposes of defraying all or a portion of the costs of (i) issuing the Series 2023 Bonds (including Underwriter's discount), and (ii) refunding all or a portion of the Series 2012 Bonds, and (iii) paying certain costs associated with the issuance of the Bonds, all under the authority of and in full conformity with the Constitution and laws of the State, including, in particular, the Act, and pursuant to the Bond Resolution duly adopted by the District prior to the issuance of this Bond. This Bond and the interest thereon shall not be deemed to constitute a debt, liability or obligation of the District, or the State or any political subdivision thereof, within the meaning of any constitutional or statutory limitations, or a pledge of the faith and credit of the District, or the State or any political subdivision thereof, but shall be payable solely from the revenues pledged therefor, and the District is not obligated to pay this Bond or the interest thereon, except from the revenues and proceeds pledged therefor, and neither the faith and credit nor the taxing power of the District, or the State or any political subdivision thereof, is pledged to the payment of the principal of or the interest on this Bond.

The Bond Resolution provides that neither the members, directors or officers of the District, nor any person executing this Bond, shall be liable personally for this Bond or be subject to any personal liability or accountability by reason of the issuance of this Bond.

It is hereby certified and recited that all conditions, acts and things required by the constitution or statutes of the State or by the Bond Resolution to exist, to have happened or to have been performed precedent to or in the issuance of this Bond, exist, have happened and have been performed and that the issue of Bonds of which this Bond is one, together with all other indebtedness of the District, is within every debt and other limit prescribed by said constitution or statutes.

THE BOND RESOLUTION CONSTITUTES THE CONTRACT BETWEEN THE REGISTERED OWNER OF THIS BOND AND THE DISTRICT. THIS BOND IS ONLY EVIDENCE OF SUCH CONTRACT AND, AS SUCH, IS SUBJECT IN ALL RESPECTS TO THE TERMS OF THE BOND RESOLUTION, WHICH SUPERSEDES ANY INCONSISTENT STATEMENT IN THIS BOND.

This Bond shall not be valid or obligatory for any purpose until the Registrar shall have manually signed the certificate of authentication hereon.

IN TESTIMONY WHEREOF, said Board of Directors of The Metropolitan Utilities District of Omaha has caused this Bond to be signed and executed on behalf of the District by the manual or facsimile signature of its Chairperson of the Board of Directors and to be subscribed and attested with the manual or facsimile signature of its Secretary, as of the date specified above.

THE METROPOLITAN UTILITIES DISTRICT OF  
OMAHA

Attest:

By \_\_\_\_\_  
Chairperson of the Board of Directors

By \_\_\_\_\_  
Secretary of the Board of  
Directors

**CERTIFICATE OF AUTHENTICATION**

This is one of the Bonds described in the within-mentioned Bond Resolution, and this Bond has been duly registered on the registration books kept by the undersigned as Registrar for such Bonds.

BOKF, NATIONAL ASSOCIATION,  
as Registrar

By \_\_\_\_\_  
Authorized Signatory

Date of Authentication: \_\_\_\_\_, 2023

[Form of Assignment]

**ASSIGNMENT**

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

---

Print or Type Name, Address and Social Security Number  
or other Taxpayer Identification Number of Transferee

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints \_\_\_\_\_ agent to transfer the within Bond on the Bond Register kept by the Paying Agent for the registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

\_\_\_\_\_  
NOTICE: The signature to this assignment must correspond with the name of the Registered Owner as it appears upon the face of the within Bond in every particular.

Medallion Signature Guarantee:

[End of Form of Assignment]

## METROPOLITAN UTILITIES DISTRICT

*Inter-Department Communication*

February 22, 2023

**Subject:** SECOND LEGISLATIVE REPORT – 2023 SESSION

**To:** Judicial and Legislative Committee

**cc:** All Board Members; Doyle, Mendenhall, Ausdemore, Schaffart, Langel, Lobsiger; all Vice Presidents; Nowka

**From:** Rick Kubat, Government Relations Attorney

At the time of this report, the legislature has fifty-two remaining business days left in the ninety-day session. Provided below are legislation positions established by the Board of Directors along with updates to pending legislation.

**LB 40** (Blood) – Establishes the Riparian Protection and Water Quality Practices Act (Act). Requires Nebraska’s Department of Agriculture to consult with local management authorities to develop a summary of watercourses for inclusion in a comprehensive local watershed management plan and to create buffer protection maps. The District is defined as a water management authority. LB 40 requires riparian buffers and water quality practices to: (a) protect state water resources from erosion and runoff pollution, (b) stabilize soils, shores, and banks, and (c) protect or provide riparian corridors. The bill requires landowners with property adjacent to a water source identified on a buffer-protection map to maintain buffers in accordance with the Act. The bill requires the District, with assistance from the Dept. of Agriculture, to assist landowners with riparian protection requirements including planning, technical assistance, implementation of approved alternative practices, and tracking progress towards compliance. The District would be required to notify the Dept. of Agriculture if a landowner is not in compliance. The Dept. of Agriculture is authorized to levy civil penalties not to exceed \$1,000 per violation. The bill further provides categories of exempted properties to include land enrolled in a Conservation Reserve Program, recreational use, regulated by a National Pollutant Discharge Permit, part of a water-inundation cropping system, or in a temporary non-vegetated condition. The District supports the underlying goals of LB 40 to enhance water quality with the recommendation that financing be made available to support volunteer agricultural practices.

Board Pos: Support  
Status: February 23 Natural Resources Committee hearing

**LB 122** (Bostelman) – Changes provisions of the One-Call Notification Act. Current law enables the State Fire Marshall (SFM) to investigate One-Call violations specifically related to natural gas. LB 122 expands the duties of the SFM to investigate One-call violations to include water, fiber, sewer, electricity and all other utilities. The bill requires

initial complaints be filed with the SFM. It requires the SFM to investigate each complaint. It creates the Underground Excavation Safety Committee (UESC), referred to as a “hit court”. The UESC would be comprised of two excavators and two operators appointed by the Governor and a designee of the SFM. The Committee would determine whether complaints constitute One-Call violations and be empowered to impose civil penalties less than \$10,000. Penalties may include the requirement of completion of educational courses established by the SFM. In cases where the hit court determines penalties should exceed \$10,000, the matter would be referred to the Attorney General for prosecution in the same manner complaints are handled under current law. Amendments are likely to be offered to LB 122 to clarify language, potentially add two additional excavators and two additional operators to the hit court and to address issues with locate refresh tickets.

Board Pos: Neutral  
Status: January 31 Transportation & Telecommunications Committee hearing

**LB 161** (McDonnell) – Prohibits employers from requiring employees to wear electronic communication devices to track an employee’s location or travel patterns or to confirm contacts with other employees. An exception is provided if the Governor proclaims a state of emergency related to a pandemic. Under the pandemic exclusion, employee tracking information is to be used only for the limited purpose of contact tracing. Senator McDonnell was informed by the District and other employers that tracking systems are used for vehicular safety and to track the location of District assets. Senator McDonnell’s office has indicated that the intent of the bill is to provide an exception for the tracking of employer property. Provided this exclusionary language becomes part of the bill, Management is recommending a neutral position.

Board Pos: Neutral  
Status: Placed on General File

**LB 171** (McKinney) – LB 171 is a bill intended to “clean up” the District’s enabling act which is found in Neb. Rev. Stat. § 14-2101 through §14-2157. Every year, the Urban Affairs Committee picks a chapter under their jurisdiction to update and remove obsolete statutory language. The intended purpose of “clean-up” is not to make any substantive law changes. The bill moves the enabling act into its own section of law that will be known as the Metropolitan Utilities Act. Below are two changes made under LB 171 Management would like to bring to your attention.

1. The Bill eliminates language that the District “may”, by resolution, move to subdivisions and replaces it with “shall”. Those involved in bill drafting have taken the position that once the District moved to subdivision elections, there is no mechanism under current law that would permit the District to move back to at-large elections.
2. Current law requires a two-thirds vote of the “full” Board for termination of a regular full time employee. LB 171 changes the language to two-thirds of the Board. This change would permit employee removal if 4 of 6 Directors voted for termination *if*

a Board Director was absent. Current law requires two thirds of the full Board which is interpreted as 5 Directors regardless of the number of Directors that are absent.

Board Pos: Neutral  
Status: February 21 Urban Affairs Committee hearing

**LB 205** (von Gillern) – Would establish the Government Neutrality in Contracting Act. Unless otherwise required by federal law, a government entity shall ensure that any requests for proposals or bid specifications for a public contract or the procurement procedures for a public contract *do not contain*:

- (a) A term that requires, prohibits, encourages, or discourages bidders, public contractors, or subcontractors from entering into or adhering to a collective-bargaining agreement relating to construction under the public contract; or
- (b) A term that discriminates against bidders, public contractors, or subcontractors based on status as a party or nonparty to, or the willingness or refusal to enter into, a collective-bargaining agreement relating to construction under the public contract; or
- (c) Contract award pass or fail scoring criteria regarding a bidder's hiring requirements, labor assignments, local headquarters, political affiliation, political activity, or demographic makeup.

An amendment was offered at the committee hearing to remove gas, water and electric utilities from the bill.

Board Pos: Neutral  
Status: February 10 Government, Military and Veterans Affairs Committee hearing

**LB 237** (Wayne) – Appropriates \$1 million from the General Fund to the Department of Environment and Energy for the Low-Income Weatherization Assistance Program, to aid in carrying out energy efficiency audits and weatherization improvements.

Board Pos: Support  
Status: March 13 Appropriations Committee hearing

**LB 267** (Brewer) – Provides for the prioritization of resources for the protection of critical infrastructure utility workers to include specific District employees during any civil defense emergency. It provides priority access to personal protective equipment, medical screening, testing, preventative health services, medical treatment, and the administration of vaccines in the event of an emergency involving a severe threat to human health.

Board Pos: Support  
Status: Placed on General File

**LB 270** (McKinney) – Changes provisions to the Landlord and Tenant Act and rental registration ordinances. LB 270 provides requirements for a city or village when rental property is condemned to include meeting with residents of the rental property and



providing a plan for providing housing, food, transportation, moving expenses, and legal services for residents. Of interest to the District is a provision contained within LB 270 that would require landlords to remove and replace lead service lines.

Board Pos: Neutral  
Status: Referred to Judiciary Committee

**LB 292** (Cavanaugh M.) - No land within the Lake Development District, as designated by the Department of Natural Resources under the JEDI bill passed last year shall be acquired by the State or any political subdivision of the State through the use of eminent domain.

Board Pos: Neutral  
Status: February 8 Natural Resources Committee hearing

**LB 389** (Linehan) – Would prohibit the use of Tax Increment Financing (TIF) for any property that has used TIF in the preceding 50 years.

Board Pos: Neutral  
Status: January 31 Urban Affairs Committee hearing

**LB 394** (Erdman) – LB 394 changes the calculation of fair market value and severance damages when an entity uses eminent domain. Current law allows for fair market value and all compensable damages suffered by the condemnee including, but not limited to, reasonable severance damages and condemnee’s abstracting, or more generally, title research expenses. LB 394 divides out compensation for agricultural lands and all other property. For property other than agricultural land, the damages include: (i) The fair market value of the condemned property; (ii) Reasonable severance damages; and (iii) The condemnee’s abstracting expenses. For agricultural land, the damages include: (i) Two times the fair market value of the condemned property; (ii) Reasonable severance damages; and (iii) the condemnee’s abstracting expenses.

Board Pos: Oppose  
Status: February 23 Judiciary Committee hearing

**LB 477** (Wayne) – Appropriates \$100 million of general fund dollars for the Omaha Streetcar Authority. Fifty percent or \$50 million is to be used to establish a North Omaha line.

Board Pos: Neutral  
Status: February 24 Appropriations Committee hearing

**LB 506** (Bostar) – Appropriates \$200 million in American Rescue Plan (ARPA) dollars to the City of Lincoln for an alternative water supply. Appropriates \$20 million to small and rural communities for reverse osmosis to address nitrates.

Board Pos: Neutral  
Status: March 14 Appropriations Committee hearing

**LB 613** (McDonnell) – Appropriates \$45 million of general fund dollars over a two-year period to the Nebraska Department of Environment and Energy for the removal of lead service lines for District customers. Up to ten percent of the funds may be used for workforce training. MUD is exploring the possibility of an amendment to LB 613. The Amendment would enable allocated funds under the bill to be used as a match for funds granted through the Nebraska Department of Environment and Energy Drinking Water Revolving Fund for lead services.

Board Pos: Support  
Status: March 13 Appropriations Committee hearing

**LB 636** (Albrecht) – Prohibits municipal ordinances from limiting fuel choices. LB 636 would prohibit regulations or ordinances limiting fuel choices to include propane and natural gas.

Board Pos: Support  
Status: February 8 Natural Resources Committee hearing

**LB 672** (Hansen) – Appropriates \$30 million of the Drinking Water Facilities Loan Fund to the Nebraska Department of Environment and Energy for loan funds for municipal water grants. Provides up to fifty percent loan forgiveness to expand municipal drinking water treatment plants and related expenditures. Management is recommending a neutral position on LB 672 because the target of this legislation is presumed to be for the City of Blair.

Board Pos: Neutral  
Status: March 13 Appropriations Resources Committee hearing

**LB 691** (Linehan) – Amends Nebraska Revised Statute 14-3,109. If a fixed rail or streetcar system is constructed in a city, all project-related costs for natural gas and water utilities shall be paid by the city or owner of the fixed rail or streetcar system. Project-related costs include any and all necessary utility work required for the construction of such a project and shall include engineering services for any and all gas and water utility work. Senator Linehan has requested the Urban Affairs Committee Indefinitely Postpone LB 691 due to the agreement reached with the City of Omaha on relocations.

Board Pos: Support  
Status: Referred to the Urban Affairs Committee

**LB 693** (Linehan) – If a City of the Metropolitan class uses Tax Increment Financing for any project that includes a fixed rail or streetcar system, an authority shall pay for all project-related costs for natural gas and water utilities. Project-related costs shall include any and all necessary utility work required for the construction of a fixed rail or streetcar system and shall include engineering services performed for any and all gas and water utility work. Senator Linehan has requested the Urban Affairs Committee Indefinitely Postpone LB 693 due to the agreement reached with the City of Omaha on relocations.

Board Pos: Support  
Status: Referred to the Urban Affairs Committee

**LB 734** (Bostar) – Creates a Class II Felony if an actor intentionally causes a substantial interruption or impairment of public communication, transportation, supply of water, gas or power, or other public service if such impairment or interruption is a significant contributing factor in death or serious injury to any person.

Board Pos: Support  
Status: Referred to the Judiciary Committee

**LB 746** (Cavanaugh M.) – Beginning on the effective date of the bill, if the total amount of ad valorem taxes estimated to be generated exceeds \$20 million for a Tax Increment Financed project, such project shall be submitted to a vote of the people.

Board Pos: Neutral  
Status: February 28 Urban Affairs Committee hearing



Richard A. Kubat  
Government Relations Attorney

Approved:



Mark A. Mendenhall  
Senior Vice President/General Counsel



Mark E. Doyle  
President

## METROPOLITAN UTILITIES DISTRICT

*Inter-Department Communication*

February 23, 2023

**Subject:** CONDEMNATION AUTHORITY:

To acquire permanent and temporary easements, as specifically described in the attached proposed resolution, in Outlot K and Lot 3 of Windsor West, a platted subdivision in Sarpy County, Nebraska, owned by Windsor West Development LLC

**To:** J & L Committee

**Cc:** All Board Members; President Doyle; Senior Vice Presidents Ausdemore, Langel, Lobsiger, Mendenhall, and Schaffart, and all Vice Presidents

**From:** Joseph Kehm, Assistant General Counsel

For several months the Law Department has been attempting unsuccessfully to obtain permanent and temporary easements in Outlot K and Lot 3 of the Windsor West subdivision in Sarpy County, Nebraska. The proposed easements, located on the south side of Giles Road in the area of 185<sup>th</sup> Street, are needed as part of a project to install a 36" water main extension along Giles Rd. from S. 180th St. to S. 185th St. A keymap depicting the locations of the proposed easements is attached to this Letter. This main extension, identified in the Water Master Plan, is one of three remaining projects needed to complete the transmission system from the Platte West WTP to developing areas of Sarpy County and the future Southwest Reservoir.

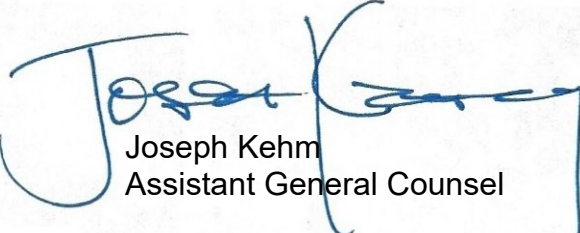
It is necessary to obtain these easements to facilitate installation of the mains before other utilities occupy the right-of-way and before the adjacent commercial lots are sold and the alignment and easement areas needed become unavailable or prohibitively expensive to obtain. The mains to be installed in the easement areas will support growth and enhance reliability in the area.

The Law Department seeks condemnation authority to acquire the easements by eminent domain. Eminent domain requires that the District negotiate in good faith and make a good faith offer to acquire the easements prior to seeking the Court's intervention. We have communicated with the owner of the subject parcels on numerous occasions, providing copies of the proposed easement agreements and easement drawings. In response to owner concerns, we revised the original location of the easements within the subject lots to minimize impacts on the owner's development plans. And, we have made a good faith offer of compensation to acquire the easements. To date, however, we have been unable to reach agreement with the owner.

To avoid possible delays in the project, Board approval is sought to authorize condemnation proceedings for these easements. The Law Department will continue

efforts to acquire the easements through negotiations before or even after condemnation is filed.

A resolution authorizing the condemnation (attached) has been prepared for consideration, and this matter will appear on the agenda at the J & L Committee meeting for discussion on March 1, 2023, and on the agenda of the March 1, 2023 Board Meeting.



Joseph Kehm  
Assistant General Counsel

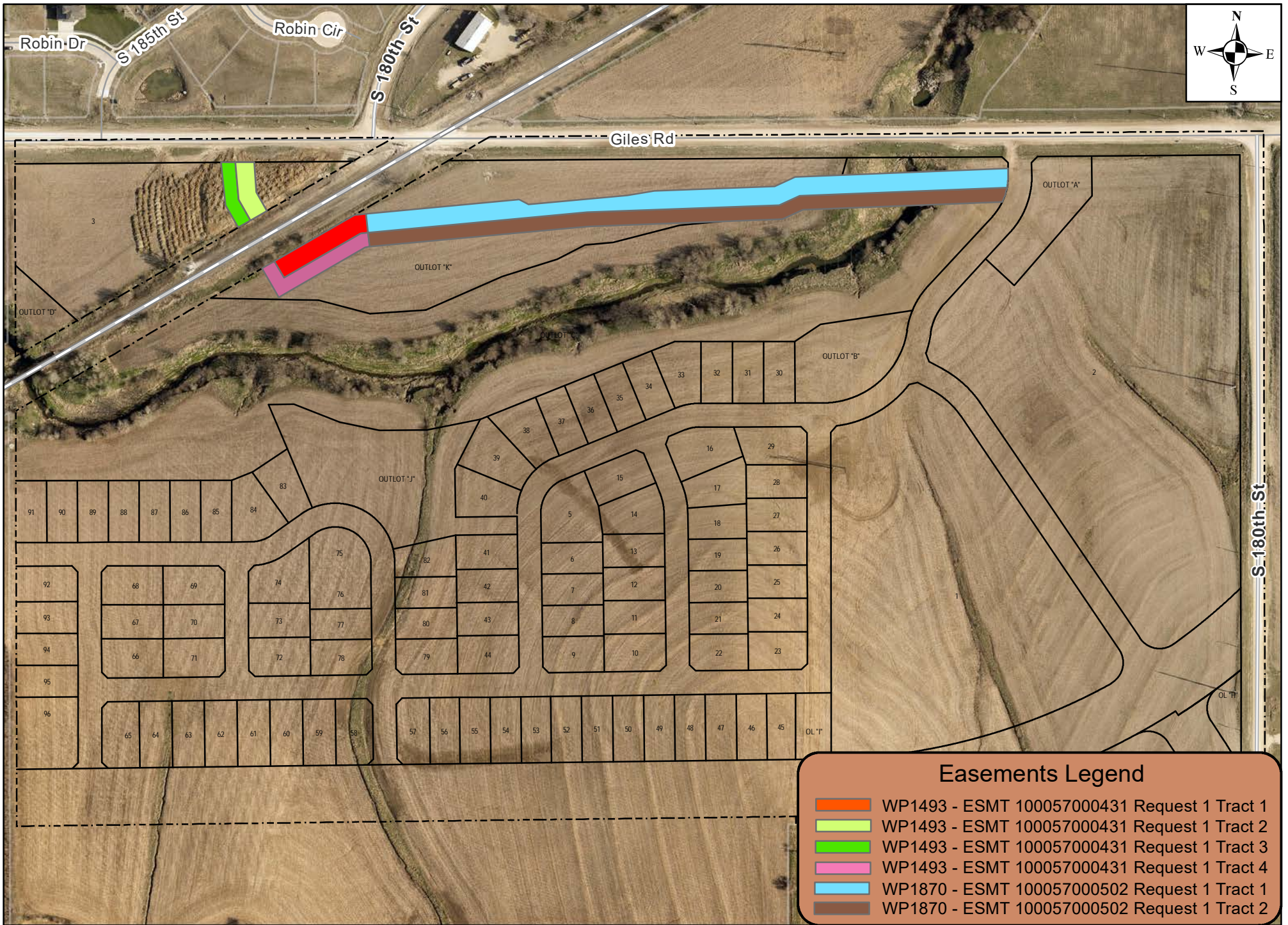
Approved:



Mark Mendenhall  
Senior Vice President, General Counsel



Mark E. Doyle  
President



## **RESOLUTION**

WHEREAS, Windsor West Development, LLC owns Lot 3 and Outlot K, Windsor West, a platted subdivision in Sarpy County, Nebraska;

WHEREAS, the Metropolitan Utilities District of Omaha (the "District") has sought to acquire and purchase from Windsor West Development, LLC permanent and temporary easements located in Lot 3 and Outlot K, Windsor West, as more particularly described on Exhibit A hereto;

WHEREAS, the permanent and temporary easements are needed as part of a District project to install a 36" water main extension along Giles Rd. from S. 180th St. to S. 185th St. to provide potable water to developing areas of Sarpy County and the District's future Southwest Reservoir;

WHEREAS, the District has negotiated in good faith with Windsor West Development, LLC to obtain such permanent and temporary easements by agreement, including by making a good faith offer of compensation to Windsor West Development, LLC to acquire such easements;

WHEREAS, despite good faith efforts the District has been unable to reach agreement with Windsor West Development, LLC to obtain such easements;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Metropolitan Utilities District of Omaha determines that it is necessary to appropriate the property described on Exhibit A for the public purpose of installing and maintaining a water main and that the acquisition of permanent and temporary easement rights, as set forth on Exhibit A, is necessary for the stated public purposes.

BE IT FURTHER RESOLVED that attorneys for the District are authorized to institute condemnation proceedings on behalf of the District to obtain permanent and temporary easement, as more particularly described on Exhibit A, pursuant to Nebraska Revised Statute §§ 14-2113 and 14-2116.

Adopted:

## EXHIBIT A

### **PERMANENT EASEMENTS:**

Permanent easements to install, lay, maintain, operate, repair, relay, and remove, at any time, underground pipelines for the transportation of water and all underground and above-ground appurtenances thereto, including, but not limited to, hydrants, valve boxes, valve vaults, stop boxes, manhole rings, manhole covers, concrete vault boxes, and pipeline markers, together with the rights of ingress and egress on, over, under, and through the following described tracts of land:

#### TRACT 1

A PARCEL OF LAND BEING A PORTION OF OUTLOT "K", WINDSOR WEST, A PLATTED SUBDIVISION IN SARPY COUNTY, NEBRASKA, BEING MORE FULLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF THE NORTHEAST QUARTER OF SECTION 20, TOWNSHIP 14 NORTH, RANGE 11 EAST OF THE 6th PRINCIPAL MERIDIAN IN SAID SARPY COUNTY;

THENCE ON THE NORTHERLY LINE OF SAID SECTION 20, NORTH 89 DEGREES 36 MINUTES 00 SECONDS EAST (BASIS OF BEARING), 739.79 FEET;

THENCE SOUTH 00 DEGREES 24 MINUTES 00 SECONDS EAST, 160.46 FEET TO THE POINT OF BEGINNING;

THENCE SOUTH 05 DEGREES 48 MINUTES 04 SECONDS EAST, 40.00 FEET;

THENCE SOUTH 83 DEGREES 41 MINUTES 56 SECONDS WEST, 16.02 FEET;

THENCE SOUTH 59 DEGREES 57 MINUTES 20 SECONDS WEST, 186.73 FEET;

THENCE NORTH 30 DEGREES 03 MINUTES 18 SECONDS WEST, 40.00 FEET TO A POINT ON THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF THE BNSF RAILWAY;

THENCE ON SAID SOUTHEASTERLY RIGHT-OF-WAY LINE, NORTH 59 DEGREES 57 MINUTES 20 SECONDS EAST, 195.15 FEET;



THENCE NORTH 83 DEGREES 41 MINUTES 56 SECONDS EAST, 24.78 FEET TO THE POINT OF BEGINNING.

SAID TRACT CONTAINS AN AREA OF 0.1941 ACRE, MORE OR LESS.

TRACT 2

A PARCEL OF LAND BEING A PORTION OF LOT 3, WINDSOR WEST, A PLATTED SUBDIVISION IN SARPY COUNTY, NEBRASKA, BEING MORE FULLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF THE NORTHEAST QUARTER OF SECTION 20, TOWNSHIP 14 NORTH, RANGE 11 EAST OF THE 6th PRINCIPAL MERIDIAN IN SAID SARPY COUNTY;

THENCE ON THE NORTHERLY LINE OF SAID SECTION 20, NORTH 89 DEGREES 36 MINUTES 00 SECONDS EAST (BASIS OF BEARING), 505.90 FEET;

THENCE SOUTH 00 DEGREES 24 MINUTES 00 SECONDS EAST, 50.00 FEET TO THE POINT OF BEGINNING;

THENCE SOUTH 04 DEGREES 23 MINUTES 59 SECONDS EAST, 66.05 FEET;

THENCE SOUTH 29 DEGREES 12 MINUTES 07 SECONDS EAST, 42.18 FEET TO A POINT ON THE NORTHWESTERLY RIGHT-OF-WAY LINE OF THE BNSF RAILWAY;

THENCE ON SAID NORTHWESTERLY RIGHT-OF-WAY LINE, SOUTH 59 DEGREES 57 MINUTES 20 SECONDS WEST, 40.00 FEET;

THENCE NORTH 29 DEGREES 12 MINUTES 07 SECONDS WEST, 51.56 FEET;

THENCE NORTH 04 DEGREES 23 MINUTES 59 SECONDS WEST, 77.64 FEET A POINT ON THE NORTH LINE OF SAID LOT 3;

THENCE ON SAID NORTH LINE, NORTH 89 DEGREES 36 MINUTES 00 SECONDS EAST, 40.10 FEET TO THE POINT OF BEGINNING.

SAID TRACT CONTAINS AN AREA OF 0.1090 ACRE, MORE OR LESS.

TRACT 3

A PARCEL OF LAND BEING A PORTION OF OUTLOTS "C" AND "K", WINDSOR WEST, A PLATTED SUBDIVISION IN SARPY COUNTY, NEBRASKA, BEING MORE FULLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF THE NORTHEAST QUARTER OF SECTION 20, TOWNSHIP 14 NORTH, RANGE 11 EAST OF THE 6th PRINCIPAL MERIDIAN IN SAID SARPY COUNTY;

THENCE ON THE NORTHERLY LINE OF SAID SECTION 20, NORTH 89 DEGREES 36 MINUTES 00 SECONDS EAST (BASIS OF BEARING), 739.79 FEET;

THENCE SOUTH 00 DEGREES 24 MINUTES 00 SECONDS EAST, 160.46 FEET TO THE POINT OF BEGINNING;

THENCE NORTH 84 DEGREES 41 MINUTES 56 SECONDS EAST, 324.19 FEET;

THENCE SOUTH 61 DEGREES 21 MINUTES 43 SECONDS EAST, 22.41 FEET;

THENCE NORTH 84 DEGREES 41 MINUTES 54 SECONDS EAST, 210.15 FEET;

THENCE NORTH 80 DEGREES 19 MINUTES 24 SECONDS EAST, 57.03 FEET;

THENCE NORTH 87 DEGREES 56 MINUTES 23 SECONDS EAST, 254.25 FEET;

THENCE NORTH 65 DEGREES 19 MINUTES 36 SECONDS EAST, 47.36 FEET;

THENCE NORTH 87 DEGREES 43 MINUTES 00 SECONDS EAST, 399.93 FEET;

THENCE NORTH 71 DEGREES 20 MINUTES 09 SECONDS EAST, 4.82 FEET;

THENCE NORTH 89 DEGREES 35 MINUTES 59 SECONDS EAST, 45.04 FEET TO A POINT ON THE WESTERLY RIGHT-OF-WAY LINE OF SOUTH 182nd STREET;

THENCE ON SAID WESTERLY RIGHT-OF-WAY LINE THE FOLLOWING TWO (2) COURSES:

- 1) SOUTH 00 DEGREES 24 MINUTES 00 SECONDS EAST, 15.73 FEET TO THE BEGINNING OF A CURVE, CONCAVE WESTERLY HAVING A RADIUS OF 125.00 FEET;
- 2) SOUTHERLY ON SAID CURVE 24.40 FEET (CHORD BEARING AND DISTANCE: SOUTH 05 DEGREES 11 MINUTES 30 SECONDS WEST, 24.36 FEET);

THENCE SOUTH 87 DEGREES 43 MINUTES 00 SECONDS WEST, 437.98 FEET;

THENCE SOUTH 65 DEGREES 19 MINUTES 36 SECONDS WEST, 47.44 FEET;

THENCE SOUTH 87 DEGREES 56 MINUTES 23 SECONDS WEST, 405.40 FEET;

THENCE SOUTH 84 DEGREES 41 MINUTES 56 SECONDS WEST, 464.26 FEET;

THENCE NORTH 05 DEGREES 48 MINUTES 04 SECONDS WEST, 40.00 FEET TO THE POINT OF BEGINNING.

SAID TRACT CONTAINS AN AREA OF 1.1855 ACRES, MORE OR LESS.

**TEMPORARY EASEMENTS:**

Temporary easements to be used in connection with the construction of a water main extension, including use for the storage of materials and equipment during the construction process, together with the rights of ingress and egress on, over, under, and through the following described tracts of land:

TRACT 1

A PARCEL OF LAND BEING A PORTION OF LOT 3, WINDSOR WEST, A PLATTED SUBDIVISION IN SARPY COUNTY, NEBRASKA, BEING MORE FULLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF THE NORTHEAST QUARTER OF SECTION 20, TOWNSHIP 14 NORTH, RANGE 11 EAST OF THE 6th PRINCIPAL MERIDIAN IN SAID SARPY COUNTY;

THENCE ON THE NORTHERLY LINE OF SAID SECTION 20, NORTH 89 DEGREES 36 MINUTES 00 SECONDS EAST (BASIS OF BEARING), 465.80 FEET;

THENCE SOUTH 00 DEGREES 24 MINUTES 00 SECONDS EAST, 50.00 FEET TO THE POINT OF BEGINNING;

THENCE SOUTH 04 DEGREES 23 MINUTES 59 SECONDS EAST, 77.64 FEET;

THENCE SOUTH 29 DEGREES 12 MINUTES 07 SECONDS EAST, 51.56 FEET TO A POINT ON THE NORTHWESTERLY RIGHT-OF-WAY LINE OF THE BNSF RAILWAY;

THENCE ON SAID NORTHWESTERLY RIGHT-OF-WAY LINE, SOUTH 59 DEGREES 57 MINUTES 20 SECONDS WEST, 30.00 FEET;

THENCE NORTH 29 DEGREES 12 MINUTES 07 SECONDS WEST, 58.60 FEET;

THENCE NORTH 04 DEGREES 23 MINUTES 59 SECONDS WEST, 86.33 FEET TO A POINT ON THE NORTH LINE OF SAID LOT 3;

THENCE ON SAID NORTH LINE, NORTH 89 DEGREES 36 MINUTES 00 SECONDS EAST, 30.07 FEET TO THE POINT OF BEGINNING.

SAID TRACT CONTAINS AN AREA OF 0.0944 ACRE, MORE OR LESS.

## TRACT 2

A PARCEL OF LAND BEING A PORTION OF OUTLOT "K", WINDSOR WEST, A PLATTED SUBDIVISION IN SARPY COUNTY, NEBRASKA, BEING MORE FULLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF THE NORTHEAST QUARTER OF SECTION 20, TOWNSHIP 14 NORTH, RANGE 11 EAST OF THE 6th PRINCIPAL MERIDIAN IN SAID SARPY COUNTY;

THENCE ON THE NORTHERLY LINE OF SAID SECTION 20, NORTH 89 DEGREES 36 MINUTES 00 SECONDS EAST (BASIS OF BEARING), 739.79 FEET;

THENCE SOUTH 00 DEGREES 24 MINUTES 00 SECONDS EAST, 160.46 FEET;

THENCE SOUTH 05 DEGREES 48 MINUTES 04 SECONDS EAST, 40.00 FEET TO THE POINT OF BEGINNING;

THENCE SOUTH 05 DEGREES 48 MINUTES 04 SECONDS EAST, 30.00 FEET;

THENCE SOUTH 83 DEGREES 41 MINUTES 56 SECONDS WEST, 9.46 FEET;

THENCE SOUTH 59 DEGREES 57 MINUTES 20 SECONDS WEST, 210.42 FEET;

THENCE NORTH 30 DEGREES 03 MINUTES 18 SECONDS WEST, 70.00 FEET TO A POINT ON THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF THE BNSF RAILWAY;

THENCE ON SAID SOUTHEASTERLY RIGHT-OF-WAY LINE, NORTH 59 DEGREES 57 MINUTES 20 SECONDS EAST, 30.00 FEET;

THENCE SOUTH 30 DEGREES 03 MINUTES 18 SECONDS EAST, 40.00 FEET;

THENCE NORTH 59 DEGREES 57 MINUTES 20 SECONDS EAST, 186.73 FEET,

THENCE NORTH 83 DEGREES 41 MINUTES 56 SECONDS EAST, 16.02 FEET TO THE POINT OF BEGINNING.

SAID TRACT CONTAINS AN AREA OF 0.1834 ACRE, MORE OR LESS.

### TRACT 3

A PARCEL OF LAND BEING A PORTION OF OUTLOTS "C" AND "K", WINDSOR WEST, A PLATTED SUBDIVISION IN SARPY COUNTY, NEBRASKA, BEING MORE FULLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF THE NORTHEAST QUARTER OF SECTION 20, TOWNSHIP 14 NORTH, RANGE 11 EAST OF THE 6th PRINCIPAL MERIDIAN IN SAID SARPY COUNTY;

THENCE ON THE NORTHERLY LINE OF SAID SECTION 20, NORTH 89 DEGREES 36 MINUTES 00 SECONDS EAST (BASIS OF BEARING), 739.79 FEET;

THENCE SOUTH 00 DEGREES 24 MINUTES 00 SECONDS EAST, 160.46 FEET;

THENCE SOUTH 05 DEGREES 48 MINUTES 04 SECONDS EAST, 40.00 FEET TO THE POINT OF BEGINNING;

THENCE NORTH 84 DEGREES 41 MINUTES 56 SECONDS EAST, 464.26 FEET;

THENCE NORTH 87 DEGREES 56 MINUTES 23 SECONDS EAST, 405.40 FEET;

THENCE NORTH 65 DEGREES 19 MINUTES 36 SECONDS EAST, 47.44 FEET;

THENCE NORTH 87 DEGREES 43 MINUTES 00 SECONDS EAST, 437.98 FEET TO A POINT ON A NON-TANGENT CURVE CONCAVE WESTERLY HAVING A RADIUS OF 125.00 FEET, SAID NONTANGENT CURVE ALSO BEING THE WESTERLY RIGHT-OF-WAY LINE OF SOUTH 182nd STREET;

THENCE SOUTHERLY ON SAID CURVE AND ON SAID WESTERLY RIGHT-OF-WAY LINE, 32.10 FEET (CHORD BEARING AND DISTANCE: SOUTH 18 DEGREES 08 MINUTES 25 SECONDS WEST, 32.01 FEET);

THENCE SOUTH 87 DEGREES 43 MINUTES 00 SECONDS WEST, 420.87 FEET;

THENCE SOUTH 65 DEGREES 19 MINUTES 36 SECONDS WEST, 47.50 FEET;

THENCE SOUTH 87 DEGREES 56 MINUTES 23 SECONDS WEST, 410.55 FEET;

THENCE SOUTH 84 DEGREES 41 MINUTES 56 SECONDS WEST, 463.15 FEET;

THENCE NORTH 05 DEGREES 48 MINUTES 04 SECONDS WEST, 30.00 FEET TO THE POINT OF BEGINNING.

SAID TRACT CONTAINS AN AREA OF 0.9293 ACRES, MORE OR LESS.