

REFUNDING—BOOK ENTRY ONLY

NOT RATED; BANK QUALIFIED

In the opinion of Kutak Rock LLP, Bond Counsel, under existing laws, regulations, rulings and judicial decisions and assuming the accuracy of certain representations and continuing compliance with certain covenants, interest on the Bonds is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. Bond Counsel also is of the opinion that, under existing laws of the State of Nebraska, interest on the Bonds is exempt from Nebraska state income taxation as long as it is exempt for purposes of the federal income tax. The District has designated the Bonds as “qualified tax-exempt obligations” under Section 265(b)(3) of the Internal Revenue Code of 1986, as amended. See “LEGAL MATTERS” herein.

\$1,660,000*
SANITARY AND IMPROVEMENT DISTRICT NO. 446
OF DOUGLAS COUNTY, NEBRASKA
(Saddlebrook)
GENERAL OBLIGATION REFUNDING BONDS
SERIES 2020

Dated: February 17, 2020

Due: September 15, as shown below

Sanitary and Improvement District No. 446 of Douglas County, Nebraska (Saddlebrook), a body corporate and politic and a political subdivision of the State of Nebraska (the “District”), is issuing the above-captioned bonds (the “Bonds”) pursuant to its authority under Sections 10-615 and 31-727 et seq., Reissue Revised Statutes of Nebraska, as amended, and a resolution of the District’s Board of Trustees (the “Resolution”).

The District is issuing the Bonds in fully registered form which, when initially issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”). DTC will serve as securities depository for the Bonds. Purchases of the Bonds will be made in book-entry-only form, in the principal amount of \$5,000 or any integral multiple thereof, through brokers and dealers who are, or who act through, DTC participants. Beneficial owners of the Bonds will not receive physical delivery of bond certificates so long as DTC or a successor securities depository acts as the security depository with respect to the Bonds. See “THE BONDS — Book-Entry Only System” herein.

Interest is payable semiannually on September 15 and March 15 of each year, commencing September 15, 2020. So long as DTC or its nominee is the registered owner of the Bonds, payments of the principal or redemption price of and interest on the Bonds will be made directly to DTC. Disbursement of such payments to DTC participants is the responsibility of DTC. UMB Bank, NA, West Des Moines, Iowa will serve as paying agent and registrar (the “Paying Agent”) for the Bonds. For terms relating to payments made to DTC or its nominee or in the event that the use of book-entry form is discontinued, see “THE BONDS — Book-Entry-Only System” herein.

The Bonds maturing on or after September 15, 2025 are subject to optional redemption prior to maturity at the option of the District, in whole or in part, at any time on or after February 17, 2025 at the principal amount thereof plus interest to the redemption date, all as described in this Official Statement.

The Bonds and the interest thereon constitute general obligations of the District, payable from ad valorem taxes, without limitation as to rate or amount, which, together with any collections of special assessments or any other funds legally available for the purpose, will be sufficient to meet the punctual payment of principal of and interest on the Bonds as such principal and interest become due.

MATURITY SCHEDULE*

Type	Maturity Date (September 15)	Principal Amount	Interest Rate	Price	Type	Maturity Date (September 15)	Principal Amount	Interest Rate	Price
Serial	2020	\$85,000		100%	Serial	2030	\$80,000		100%
Serial	2021	65,000		100	Serial	2031	85,000		100
Serial	2022	65,000		100	Serial	2032	85,000		100
Serial	2023	70,000		100	Serial	2033	90,000		100
Serial	2024	70,000		100	Serial	2034	90,000		100
Serial	2025	70,000		100	Serial	2035	95,000		100
Serial	2026	75,000		100	Serial	2036	95,000		100
Serial	2027	75,000		100	Serial	2037	100,000		100
Serial	2028	75,000		100	Serial	2038	105,000		100
Serial	2029	80,000		100	Serial	2039	105,000		100

(plus accrued interest from February 17, 2020)

SEE “BONDHOLDERS’ RISKS” HEREIN FOR A DISCUSSION OF CERTAIN RISK FACTORS THAT SHOULD BE CONSIDERED (IN ADDITION TO THE OTHER MATTERS SET FORTH HEREIN) IN EVALUATING THE INVESTMENT QUALITY OF THE BONDS.

This cover page contains information for quick reference only. It is not a summary of the issue. Investors must read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The Bonds are offered when, as and if issued, and received by the Underwriter subject to the approval of legality of the Bonds by Kutak Rock LLP, Bond Counsel, and to certain other conditions. Kutak Rock LLP, Underwriter’s Counsel, will provide certain legal advice to the Underwriter regarding this Official Statement. It is expected that the Bonds in definitive form will be available for delivery at DTC in New York, New York, on or about February 17, 2020.

AMERITAS INVESTMENT CORP.

Dated: January 9, 2020

* Preliminary; subject to change.

This Preliminary Official Statement and the information contained herein are subject to completion or amendment. These securities may not be sold nor may offers to buy be accepted prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

**SANITARY AND IMPROVEMENT DISTRICT
NO. 446
OF DOUGLAS COUNTY, NEBRASKA**

BOARD OF TRUSTEES

Richard Ramm..... Chair
Martin Nelson..... Clerk
Keith Priest..... Trustee
Daniel Pleiss..... Trustee
John Sanderhoff..... Trustee

BOND COUNSEL

Kutak Rock LLP

ATTORNEY FOR DISTRICT

Croker, Huck, Kasher, DeWitt, Anderson & Gonderinger, L.L.C.

PAYING AGENT AND REGISTRAR

UMB Bank, NA

ACCOUNTANT

Lutz & Company, P.C.

UNDERWRITER

Ameritas Investment Corp.

UNDERWRITER'S COUNSEL

Kutak Rock LLP

No dealer, broker, salesperson or other person has been authorized by the District or the Underwriter to give any information or to make any representations in connection with the Bonds or the matters described herein, other than those contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by the District or the Underwriter. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been obtained from the District and from other sources believed to be reliable, but it is not guaranteed as to accuracy or completeness. The information and expressions of opinion contained herein are subject to change, without notice, and neither the delivery of this Official Statement, nor any sale made hereunder, shall, under any circumstances, create any implication that there has been no change in the matters described herein since the date hereof. Statements contained in this Official Statement which involve estimates, forecasts or matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of fact. This Official Statement is submitted in connection with the sale of the Bonds referred to herein and may not be reproduced or used, in whole or in part, for any other purpose.

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THE UNDERWRITER INTENDS TO OFFER THE BONDS INITIALLY AT THE OFFERING PRICES SET FORTH ON THE COVER PAGE OF THIS OFFICIAL STATEMENT, WHICH MAY SUBSEQUENTLY CHANGE WITHOUT ANY REQUIREMENT OF PRIOR NOTICE. IN CONNECTION WITH ITS REOFFERING OF THE BONDS, THE UNDERWRITER MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN MARKET PRICES OF THE BONDS AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE DISTRICT AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE BONDS HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY, AND THE BONDS HAVE NOT BEEN

REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION BY REASON OF THE PROVISIONS OF SECTION 3(a)(2) OF THE SECURITIES ACT OF 1933, AS AMENDED. THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY MAY BE A CRIMINAL OFFENSE.

THIS OFFICIAL STATEMENT CONTAINS “FORWARD-LOOKING STATEMENTS” WITHIN THE MEANING OF THE FEDERAL SECURITIES LAWS. THESE FORWARD-LOOKING STATEMENTS INCLUDE, AMONG OTHERS, STATEMENTS CONCERNING EXPECTATIONS, BELIEFS, OPINIONS, FUTURE PLANS AND STRATEGIES, ANTICIPATED EVENTS OR TRENDS AND SIMILAR EXPRESSIONS CONCERNING MATTERS THAT ARE NOT HISTORICAL FACTS. THE FORWARD-LOOKING STATEMENTS IN THIS OFFICIAL STATEMENT ARE SUBJECT TO RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE EXPRESSED IN OR IMPLIED BY SUCH STATEMENTS. THE DISTRICT HAS NO DUTY OR OBLIGATION TO UPDATE ANY OF THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT.

OFFICIAL STATEMENT

\$1,660,000*
SANITARY AND IMPROVEMENT DISTRICT NO. 446
OF DOUGLAS COUNTY, NEBRASKA
(SADDLEBROOK)
GENERAL OBLIGATION REFUNDING BONDS
SERIES 2020

INTRODUCTION

This Official Statement has been prepared in connection with the offer for sale of \$1,660,000* in aggregate principal amount of General Obligation Refunding Bonds, Series 2020 (the “Bonds”) issued by Sanitary and Improvement District No. 446 of Douglas County, Nebraska (Saddlebrook), a body corporate and politic and a political subdivision of the State of Nebraska (the “District”).

Pursuant to Sections 10-615 and 31-727 et seq., Reissue Revised Statutes of Nebraska, as amended (the “Act”), a sanitary and improvement district may, finance or refinance the capital costs of public improvements and public infrastructure within the boundaries of such district. Once duly established, a sanitary and improvement district possesses certain powers, including, but not limited to, the authority to issue warrants and bonds for its authorized purposes, to assess special assessments and to levy ad valorem taxes to repay its indebtedness.

Brief descriptions of the Bonds, the security therefor and the District are included in this Official Statement together with summaries of certain provisions of the Bonds and the District’s Resolution (as hereinafter defined) authorizing the issuance of the Bonds. Such descriptions do not purport to be comprehensive or definitive. All references herein to the Bonds and the Resolution are qualified in their entirety by reference to the complete documents, copies of which are available for inspection at the office of the Underwriter, Ameritas Investment Corp., 440 Regency Parkway Drive, Suite 222, Omaha, Nebraska 68114, Attention: Ms. Jen Kobza, during normal business hours.

Prospective investors are advised to read carefully “BONDHOLDERS’ RISKS” herein for a description of certain risk factors that should be considered (in addition to other matters set forth herein) in evaluating the investment quality of the Bonds.

THE BONDS

General Description

The Bonds will be dated February 17, 2020, and will bear interest from that date, payable September 15, 2020 and semiannually thereafter on March 15 and September 15 of each year (each an “Interest Payment Date”). The Bonds will mature on September 15 in the years and principal amounts and bear interest at the rates referred to on the cover page of this Official Statement.

Pursuant to the Resolution, the Bonds will be issued as fully registered bonds without coupons in the denomination of \$5,000 or any integral multiple thereof, not exceeding the amount of each maturity. Interest on the Bonds will be calculated based on twelve 30-day months and a 360-day year.

* Preliminary; subject to change.

Authority for Issuance and Use of Proceeds*

The District is issuing the Bonds pursuant to and by authority of the Act and a Bond Resolution (the “Resolution”) adopted by the District’s Board of Trustees on January 9, 2020, which Resolution authorized the issuance and sale of the Bonds. The District previously issued its General Obligation Refunding Bonds, Series 2014, dated July 15, 2014 in the original aggregate principal amount of \$2,030,000 (the “Prior Bonds”). The District used the proceeds of the Prior Bonds to refund and redeem the District’s General Obligation Bonds, Series 2008 (the “Prior Refunded Bonds”). The District used the proceeds of the Prior Refunded Bonds to redeem construction fund warrants issued by the District to pay the costs of installing the public improvements and public infrastructure in the District.

The Prior Bonds maturing on or after September 15, 2019 are subject to redemption, in whole or in part, prior to maturity at the option of the District at any time on or after March 15, 2019 at a price equal to the principal amount so called for redemption plus accrued interest to the date set for redemption, with no redemption premium. The District will use the proceeds of the Bonds, together with funds on deposit in the District’s Bond Fund, to refund on a current refunding basis on February 17, 2020 (the “Redemption Date”) \$1,870,000 outstanding aggregate principal amount of the Prior Bonds (the “Refunded Bonds”). The District’s General Obligation Refunding Bonds, Series 2016 (the “Parity Bonds”), which are secured on parity with the Bonds, are outstanding in the aggregate principal amount of \$3,760,000.

Registration, Transfer and Payment

The principal of the Bonds is payable upon presentation and surrender thereof at the principal corporate trust office of UMB Bank, NA, West Des Moines, Iowa, as Paying Agent and Registrar (the “Paying Agent”). The interest on the Bonds will be payable by check or draft mailed to registered owners appearing on the books of the Paying Agent at the close of business on the first day of the month in which an Interest Payment Date occurs (the “Record Date”).

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

The District will cause books for the registration and transfer of the Bonds to be kept at the principal office of the Paying Agent at all times while any of such Bonds shall be outstanding. Any Bond may be transferred pursuant to its provisions at the principal office of the Paying Agent by surrender of such Bond for cancellation, accompanied by a written instrument of transfer in a form satisfactory to such Paying Agent, duly executed by the registered owner in person or by his duly authorized agent, and thereupon the Paying Agent will authenticate and deliver at the office of the Paying Agent (or send by registered mail to the owner thereof at such owner’s expense), in the name of the transferee or transferees, a new Bond of the same series, interest rate, principal amount and maturity, dated so there shall result no gain or loss of interest as a result of such transfer. To the extent of denominations authorized for Bonds by the Resolution, one Bond may be transferred for several other Bonds of the same series, interest rate and maturity, and for a like aggregate principal amount and several such Bonds may be transferred for one or several such Bonds, respectively, of the same series, interest rate and maturity and for a like aggregate principal amount. As a condition of any registration or transfer, the Paying Agent may at its option require the payment of a sum sufficient to reimburse it or the District for any tax or other governmental charge that may be imposed

* Preliminary; subject to change.

thereon. The Paying Agent may charge reasonable fees for a transfer; provided, however, the District shall not pay any such fees.

The Paying Agent shall not be required (a) to issue, transfer or exchange Bonds from the Record Date to the next Interest Payment Date; (b) to issue, register or transfer any Bonds for a period of 15 days immediately preceding any selection of Bonds for redemption or for a period of 15 days thereafter; or (c) to register, transfer or exchange any Bonds which have been designated for redemption within a period of 30 days immediately preceding the date fixed for redemption.

Transfer of interests by Beneficial Owners, so long as there is a securities depository serving, will be governed by the procedures described under “THE BONDS — Book-Entry-Only System” herein.

Book-Entry-Only System

The Bonds initially are being issued solely in book-entry form to be held in the book-entry-only system maintained by The Depository Trust Company (“DTC”), New York, New York. So long as such book-entry system is used, only DTC will receive or have the right to receive physical delivery of Bonds and Beneficial Owners (as hereinafter defined) will not be or be considered to be, and will not have any rights as, owners or holders of the Bonds under the Resolution. The following information about the book-entry-only system applicable to the Bonds has been supplied by DTC. Neither the District nor the Paying Agent makes any representations, warranties or guarantees with respect to its accuracy or completeness.

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of maturity and will be deposited with DTC.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of “AA+.” The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of

each Bond (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Paying Agent and request that copies of notices be provided directly to them. Redemption notices shall be sent to DTC. If less than all of the Bonds within an issue are being redeemed, DTC’s practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC’s MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the District, as issuer of the Bonds, as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.’s consenting or voting rights to those Direct Participants to whose accounts Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments, redemption proceeds and distributions on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC’s practice is to credit Direct Participants’ accounts upon DTC’s receipt of funds and corresponding detail information from the District or the Paying Agent, on payable date in accordance with their respective holdings shown on DTC’s records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with Bonds held for the accounts of customers in bearer form or registered in “street name”, and will be the responsibility of such Participant and not of DTC, the Paying Agent or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the District or the Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered to DTC. The District may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed and delivered to DTC. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the District believes to be reliable, but the District takes no responsibility for the accuracy thereof.

NEITHER THE DISTRICT NOR THE PAYING AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO ANY DIRECT PARTICIPANT, INDIRECT PARTICIPANT OR ANY BENEFICIAL OWNER OR ANY OTHER PERSON NOT SHOWN ON THE REGISTRATION BOOKS OF THE PAYING AGENT AS BEING A HOLDER WITH RESPECT TO: (1) THE BONDS; (2) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT; (3) THE PAYMENT BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL OR REDEMPTION PRICE OF OR INTEREST ON THE BONDS; (4) THE DELIVERY BY ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY NOTICE TO ANY BENEFICIAL OWNER WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE RESOLUTION TO BE GIVEN TO HOLDERS; (5) THE SELECTION OF THE BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE BONDS; OR (6) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS HOLDER.

Each Beneficial Owner for whom a Direct Participant or Indirect Participant acquires an interest in the Bonds, as nominee, may desire to make arrangements with such Direct Participant or Indirect Participant to receive a credit balance in the records of such Direct Participant or Indirect Participant, to have all notices of redemption, elections to tender Bonds or other communications to or by DTC which may affect such Beneficial Owner forwarded in writing by such Direct Participant or Indirect Participant, and to have notification made of all debt service payments. Beneficial Owners may be charged a sum sufficient to cover any tax, fee, or other governmental charge that may be imposed in relation to any transfer or exchange of their interests in the Bonds.

THE DISTRICT AND THE PAYING AGENT CANNOT AND DO NOT GIVE ANY ASSURANCES THAT THE DIRECT PARTICIPANTS OR THE INDIRECT PARTICIPANTS WILL DISTRIBUTE TO THE BENEFICIAL OWNERS OF THE BONDS (i) PAYMENTS OF PRINCIPAL OF AND INTEREST ON THE BONDS, (ii) BONDS REPRESENTING AN OWNERSHIP INTEREST OR OTHER CONFIRMATION OF BENEFICIAL OWNERSHIP INTERESTS IN THE BONDS OR (iii) REDEMPTION OR OTHER NOTICES SENT TO DTC OR CEDE & CO., ITS NOMINEE, AS THE REGISTERED OWNERS OF THE BONDS, OR THAT THEY WILL DO SO ON A TIMELY BASIS OR THAT DTC, DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFICIAL STATEMENT. THE CURRENT "RULES" APPLICABLE TO DTC ARE ON FILE WITH THE SECURITIES AND EXCHANGE COMMISSION, AND THE CURRENT "PROCEDURES" OF DTC TO BE FOLLOWED IN DEALING WITH DIRECT PARTICIPANTS ARE ON FILE WITH DTC.

Optional Redemption

The Bonds maturing on or after September 15, 2025 are subject to optional redemption prior to maturity at the option of the District, in whole or in part, at any time on or after February 17, 2025 at the principal amount thereof plus interest to the redemption date, with no redemption premium. The District may select the maturity of the Bonds so to be redeemed in its sole discretion.

Notice of Redemption

Notice of redemption of any Bond or any portion thereof shall be given by first-class mail to the registered owner of such Bond, addressed to his or her registered address and placed in the mail not less than 30 nor more than 60 days prior to the date fixed for redemption. Such notice shall specify the numbers of the Bonds called for redemption, the redemption date and the place where the redemption amount will be payable, and in the case of Bonds to be redeemed in part only, such notice shall specify the respective portion of the principal amount thereof to be redeemed. A notice of optional redemption shall describe whether and the conditions under which the call for redemption shall be revoked. If the Paying Agent shall hold funds sufficient for such redemption on the date fixed for redemption and such notice shall have been given, the Bonds or the portion thereof thus called for redemption shall not bear interest after the date fixed for redemption. If less than all the Bonds of any maturity are to be redeemed, the Paying Agent shall determine, in its sole discretion, in any manner deemed by it to be fair and equitable, the particular Bonds or portions of Bonds of such maturity so to be redeemed. Any Bond shall be subject to redemption in part in a principal amount equal to \$5,000 or any integral multiple thereof.

Security for Bonds

Pursuant to the Resolution, the District irrevocably pledged its full faith, credit and resources and its taxing power for the prompt payment of the principal of and the interest on the Bonds as the same become due. The District agrees that it will cause to be levied annually upon all the taxable property in the District an ad valorem tax which, together with collections of any special assessments or any other funds legally available for the purpose, will be sufficient to meet the payment of principal of and interest on the Bonds, the Parity Bonds and any other bonds now or hereafter issued by the District, as such principal and interest become due. The Resolution does not limit such ad valorem tax as to rate or amount and it does not limit the ability or authority of the District to issue additional bonds in the future. See “APPENDIX A — Budget and Levy Limitations” thereunder for a discussion of challenges to Nebraska’s property tax system. See also “BONDHOLDERS’ RISKS — Parity Bonds.”

Sources and Uses of Funds*

The District shall provide the proceeds from the sale of the Bonds (net of Underwriter’s discount and other costs of issuance) to the County Treasurer of Douglas County, Nebraska, acting as the District’s ex-officio treasurer, for deposit into the District’s Bond Fund. The District will use the net proceeds of the Bonds, together with certain other moneys on deposit in the Bond Fund and available for such purpose, to redeem the Refunded Bonds as set forth below:

Sources:	
Bond Proceeds (net of accrued interest, if any)	\$1,660,000.00
Bond Fund Cash	305,000.00
Total	<u>\$1,965,000.00</u>
Uses:	
Principal Redemption of Refunded Bonds	\$1,870,000.00
Interest on Refunded Bonds to the Redemption Date.....	27,428.61
Cost of Issuance (including underwriter’s discount)	65,040.00

* Preliminary; subject to change.

Rounding Amount	2,531.39
Total	<u>\$1,965,000.00</u>

BONDHOLDERS’ RISKS

Adverse Property Sale Conditions

Development in the District is complete. See “APPENDIX A — District Development” herein. Accordingly, the District does not expect the risks described under this paragraph to materially affect the repayment of the Bonds. The development and sale of sanitary and improvement district properties are contingent upon numerous factors. Changes in general economic conditions, including fluctuations in the local real estate market, interest rates on construction loans, the availability of mortgage money, and other similar factors, may adversely affect the development of a district. Other factors influencing decisions to buy property in a district would include the overall tax levels, the convenience to local shopping and employment, accessibility to major highways and interstates, the proximity and reputation of schools and the availability and cost of utility services. Land development is subject to comprehensive federal, state and local regulations. There can be no assurance that future government policies will not adversely affect land development operations within a district. The ultimate consequence of such adverse conditions may be an inability by a district to pay its debts, including its bonds.

Challenges to Property Tax System

The levy and collection of ad valorem taxes by taxing jurisdictions in the State of Nebraska has been the object of legislative, judicial and electoral action. Ad valorem tax revenues are the primary source of payment of the Bonds; any diminution in the legal authority to levy and collect such taxes could adversely affect the timely payment of the Bonds. See “APPENDIX A — Budget and Levy Limitations.”

Delinquent Special Assessments

The District has no outstanding special assessments to collect and does not anticipate levying new special assessments. Accordingly, the District does not expect to be subject to the risk of delinquent special assessment collections. See “APPENDIX A — Special Assessments” and “APPENDIX A — Remedies for Delinquencies” herein for general information about delinquent special assessments.

Parity Bonds

Other than the Parity Bonds, the District presently has no other bonds outstanding that are payable from or secured by the pledge of ad valorem taxes as permitted under the Act. However, neither the Act nor the Resolution limits the ability or the authority of the District to issue additional bonds secured by a pledge of the revenues derived from such tax. No assurance can be given that the District will not elect to issue additional bonds payable from such tax levy prior to the final maturity of the Bonds.

Bankruptcy of District

Significant delays in the development of a sanitary and improvement district after the incurrence of indebtedness for public improvements while interest on such indebtedness continues to compound can result in a debt burden and a significant tax levy that discourages sale of property and impedes the ability of the district to provide services to current residents. This risk is small in the case of the District because development in the District is complete. For such reasons, among others, several Nebraska sanitary and improvement districts over the years have filed bankruptcy petitions under Chapter 9 of the United States Bankruptcy Code. Such a filing by the District would result in an automatic stay of certain District payments, including its debt service payments, and enforcement actions against the District or its property.

The consequences for the District’s bondholders of a Chapter 9 bankruptcy filing could include material modification of the terms of the Bonds and related documents and significant delays in the payment, or loss of all or a portion, of the principal and interest on the Bonds. The District, however, does not have significant exposure to the risks of a compounding debt burden because it does not have any construction fund warrants outstanding. The Nebraska Supreme Court has held that the payment of a district’s bonds would have priority over the payment of such district’s construction fund warrants.

Bankruptcy of Property Owners

The payment of property owners’ taxes and the ability of the District or Douglas County to foreclose the lien of a delinquent unpaid tax, as discussed under “Remedies for Delinquencies” in Appendix A, may be limited by bankruptcy, insolvency or other laws generally affecting creditors’ rights or by the laws of the State of Nebraska relating to judicial foreclosure or tax certificate sales. Bond Counsel’s approving legal opinion will be qualified, as to the enforceability of the various legal instruments, by bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors generally.

Although personal bankruptcy proceedings would not extinguish the outstanding ad valorem taxes, the bankruptcy of a property owner could result in a delay in prosecuting foreclosure proceedings. Such delay in prosecuting foreclosure proceedings would increase the likelihood of a delay or default in payment of the principal of and interest on the Bonds and the possibility of partial or incomplete payments on delinquent installments of taxes. The dispersal of ownership of the property within the District to hundreds of property owners mitigates the potential risk of delay in the payment of the principal and interest on the Bonds due to a single District property owner filing for bankruptcy. See “APPENDIX A — District Development” and “APPENDIX B — Major Taxpayers”.

No Investment Rating

None of the Bonds, Parity Bonds, or any other debt obligation of the District is rated by a securities rating agency. The District has not applied, and does not intend to apply, for any such rating. The absence of an investment rating may adversely affect the marketability of the Bonds.

No Secondary Market Maker

The Underwriter has not agreed to maintain a secondary market for the District’s bonds, including the Bonds, and the District does not anticipate that such a market will exist. Prospective purchasers of the Bonds should be prepared, therefore, to hold their Bonds until retired by the District.

ONGOING DISCLOSURE

Subject to the provisions of a Dissemination Agent Agreement, by and between the District and UMB Bank, NA, as dissemination agent, the District will provide a Continuing Disclosure Certificate (the “Undertaking”) on behalf of the Bondholders and beneficial owners requiring the District to provide annually to the Municipal Securities Rulemaking Board (“MSRB”), in an electronic format accompanied by identifying information as prescribed by the MSRB, (a) financial information about the District which the District customarily prepares and makes publicly available and (b) notices of the listed events specified by the Securities and Exchange Commission Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (the “Rule”). See “APPENDIX D—Form of Continuing Disclosure Undertaking.”

A failure by the District to comply with the Undertaking will not constitute an event of default with respect to the Bonds, although any holder will have any available remedy at law or in equity, including seeking specific performance by court order, to cause the District to comply with its obligations under the

Undertaking. In the previous five years, the District failed to timely file its audited financial statements for fiscal years ended June 30, 2017 and 2018.

Pursuant to the Act, the District must annually file its independently audited financial statements with the Nebraska State Auditor of Public Accounts, where they are available as public records for inspection during normal business hours. See “FINANCIAL STATEMENTS.”

LEGAL MATTERS

Legal Opinion

Kutak Rock LLP, Omaha, Nebraska (“Bond Counsel”) will deliver its legal opinion approving the validity of the Bonds to the Underwriter and the District at the time of original delivery of the Bonds. Bond Counsel examined a transcript of the District’s proceedings and relied thereon without undertaking to verify the same by independent investigation. Certain legal matters will be passed upon for the District by its disclosure counsel, Kutak Rock LLP.

Tax Exemption

In the opinion of Bond Counsel, under existing laws, regulations, rulings and judicial decisions, interest on the Bonds is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. The opinion described in the preceding sentence assumes the accuracy of certain representations and compliance by the District with covenants designed to satisfy the requirements of the Internal Revenue Code of 1986, as amended (the “Code”) that must be met subsequent to the issuance of the Bonds. Failure to comply with such requirements could cause interest on the Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Bonds. The District has covenanted to comply with such requirements. Bond Counsel has expressed no opinion regarding other federal tax consequences arising with respect to the Bonds.

The accrual or receipt of interest on the Bonds may otherwise affect the federal income tax liability of the owners of the Bonds. The extent of these other tax consequences will depend on such owners’ particular tax status and other items of income or deduction. Bond Counsel has expressed no opinion regarding any such consequences. Purchasers of the Bonds, particularly purchasers that are corporations (including S corporations and foreign corporations operating branches in the United States of America), property or casualty insurance companies, banks, thrifts or other financial institutions, certain recipients of Social Security or Railroad Retirement benefits, taxpayers entitled to claim the earned income credit, taxpayers entitled to claim the refundable credit in Section 36B of the Code for coverage under a qualified health plan or taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, should consult their tax advisors as to the tax consequences of purchasing or owning the Bonds.

Bond Counsel is also of the opinion that, under the existing laws of the State of Nebraska, interest on the Bonds is exempt from Nebraska state income taxation so long as it is exempt for purposes of the federal income tax. Bond Counsel has expressed no opinion regarding other tax consequences arising with respect to the Bonds under the laws of the State of Nebraska or any other state or jurisdiction.

As a result of the enactment of the Tax Increase Prevention and Reconciliation Act of 2005, interest on tax-exempt obligations such as the Bonds is subject to information reporting in a manner similar to interest paid on taxable obligations. Backup withholding may be imposed on payments to any owner of the Bonds that fails to provide certain required information including an accurate taxpayer identification number to any person required to collect such information pursuant to Section 6049 of the Code. The

reporting requirement does not in and of itself affect or alter the excludability of interest on the Bonds from gross income for federal income tax purposes or any other federal tax consequence of purchasing, holding or selling tax-exempt obligations.

The District has represented that it does not reasonably anticipate issuing greater than \$10,000,000 of tax-exempt obligations in the current calendar year (excluding certain private activity and refunding bonds) and that it has designed the Bonds as “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Code. Accordingly, assuming the accuracy of such representations, Bond Counsel is of the opinion that in the case of certain banks, thrift institutions or other financial institutions owning the Bonds, a deduction is allowed for 80 percent of that portion of such institutions’ interest expense allocable to interest on such bonds. Bond Counsel has expressed no opinion with respect to any deduction for federal tax law purposes of interest on indebtedness incurred or continued by an owner of the Bonds or a related person to purchase or carry such bonds.

From time to time, there are legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal and state tax matters referred to under this heading “LEGAL MATTERS” or adversely affect the market value of the Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Bonds or the market value thereof would be impacted thereby. Purchasers of the Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based on existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Bonds, and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any pending legislation, regulatory initiatives or litigation.

The rights of the holders of the Bonds and the priorities and enforceability thereof may be subject to valid bankruptcy, insolvency, reorganization, moratorium, extension, compromise and other similar laws for the relief of debtors, including the District.

NO LITIGATION

No litigation is pending or, to the knowledge of the District, threatened in any court to restrain or enjoin the issuance or delivery of any of the Bonds or in any way contesting or affecting the validity or tax-exempt status of the Bonds or the Resolution approving the Bonds or contesting the powers or authority of the District to issue the Bonds or to adopt such Resolution.

UNDERWRITING

Ameritas Investment Corp. is purchasing the Bonds from the District for resale at a purchase price of \$1,610,200 (principal amount of the Bonds, less an underwriting discount of \$49,800), plus accrued interest, if any. Ameritas Investment Corp. shall make a public offering of the Bonds at not in excess of the public offering prices set forth on the cover page of this Official Statement. The Underwriter is obligated to purchase all of the Bonds if any of such Bonds are purchased. The Bonds may be offered and sold to certain dealers at prices lower than such public offering prices and the Underwriter may change such public offering prices from time to time.

FINANCIAL STATEMENTS

The audited financial statements of the District for the fiscal year ended June 30, 2019 are included in this Official Statement as Part Two of Appendix B and should be read in their entirety. Audited financial statements for the District for fiscal years ending prior to June 30, 2019 are available for inspection at the offices of the attorney for the District in Omaha, Nebraska and at the offices of the State Auditor of Public Accounts in Lincoln, Nebraska. Lutz & Company, P.C., as independent auditors, audited the financial statements of the District as of June 30, 2019 included in Appendix B of this Official Statement, as stated in their report appearing therein.

MISCELLANEOUS

The Chair of the Board of Trustees, on behalf of the District, executed and delivered this Official Statement. At the date of this Official Statement and at the date of delivery of the Bonds, (i) the information and statements, including financial statements, of or pertaining to the District, contained in this Official Statement were and are correct in all material respects; and (ii) insofar as the District and its affairs, including its financial affairs, are concerned, this Official Statement did not and does not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading. The District further confirms that insofar as the descriptions and statements, including financial data, contained in this Official Statement of or pertaining to nongovernmental bodies or governmental bodies other than the District are concerned, such descriptions, statements and data have been obtained from sources believed by the District to be reliable, and that the District has no reason to believe that they are untrue or incomplete in any material respect.

The information contained in this Official Statement has been obtained from the District and other sources believed to be reliable, but said information is not warranted or guaranteed, either expressly or impliedly, as to accuracy or completeness by the Underwriter.

Any statement in this Official Statement involving matter of opinion, whether or not expressly so stated, is intended as such and not as representations of fact. The appendices attached hereto are an integral part of this Official Statement, and should be read in conjunction with the foregoing material.

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AUTHORIZATION OF OFFICIAL STATEMENT

The District hereby duly authorizes the delivery of this Official Statement.

SANITARY AND IMPROVEMENT DISTRICT
NO. 446 OF DOUGLAS COUNTY, NEBRASKA

By /s/ _____
Chair

APPENDIX A — GENERAL INFORMATION

SANITARY AND IMPROVEMENT DISTRICT NO. 446 OF DOUGLAS COUNTY, NEBRASKA

(Saddlebrook)

The District

The original developer established Sanitary and Improvement District No. 446 of Douglas County, Nebraska, (the “District”), commonly known as Saddlebrook, in July of 1999 in accordance with Section 31-727 et seq., Reissue Revised Statutes of Nebraska, as amended (the “Act”). The District, the City of Omaha and the District’s developer entered into a Subdivision Agreement pursuant to which the City of Omaha approved the zoning and platting of the District, and the District agreed to levy special assessments with respect to the District’s public improvements and to levy ad valorem taxes.

Installation of the public infrastructure in the District is complete. The District receives their water and gas services from the Metropolitan Utilities District. Omaha Public Power District and the City of Omaha provide electrical service and sanitary sewer services, respectively, to the District and its residents. The District is located within the boundaries of the Omaha Public School District.

District Development

The District consists of approximately 153 acres located north of Fort Street between 152nd Street on its western boundary and 144th Street on its eastern boundary. The District is home to the Saddlebrook Joint-Use Facility, a collaborative effort between the City of Omaha, the Omaha Public School District and the Omaha Public Library Board. The facility encompasses approximately 111,056 square feet and includes an elementary school, a community center and a public library. A middle school is located approximately five miles east of the District, while a high school is located at 120th and Burke Avenue approximately five miles southeast of the District. Development of the District as a residential subdivision is complete; built or under construction homes occupy all 424 of the single-family lots in the District.

Board of Trustees

A five member Board of Trustees governs the District. The current members are as follows:

Name	Position
Richard Ramm	Chair
Martin Nelson	Clerk
Keith Priest	Trustee
Daniel Pleiss	Trustee
John Sanderhoff	Trustee

At present, each member of the Board of Trustees is a resident property owner in the District. Thus, the control of the Board has shifted from the original developer to the resident property owners. Under the Act, elections for members of the Board of Trustees occur every two years. The next Board of Trustees election is in September 2021.

Financial Information

As of February 17, 2020, the District will have outstanding general obligation bonds in the principal amount of \$5,420,000 and no outstanding construction fund warrants. The District’s 2018/2019 Bond Fund

tax levy is set at \$0.50 and the General Fund tax levy is set at \$0.10 per \$100 of taxable valuation. By the issuance of the Bonds as provided herein, the District will restructure the amount of its annual principal and interest payments, lengthen the maturity schedule for its debt service payments, and take advantage of other economic benefits, including the anticipated reduction of its annual Bond Fund tax levy. The 2019 taxable valuation of all real property in the District is \$102,303,860.

Description of Budget Process

As described below, budgets of sanitary and improvement districts in existence more than five years are subject to statutory budget limitations and the property tax levies of such districts are subject to tax levy limitations.

A sanitary and improvement district is required by state law to file its budget with the county clerk and state auditor on or before September 20 of each year. The District's accountant prepares a budget draft in July of each year based on actual expenses and revenues for the three preceding fiscal years and proposed expenses and revenues for the coming fiscal year. District budgets as proposed and adopted can frequently differ substantially from actual figures reviewed after the fact, especially in those years with major changes in tax rates or valuation. Such differences are principally due to the fact that while the fiscal year for a district begins on July 1, tax dollars generated by the budget are not received by the district until the following calendar year. The first half of such tax receipts is received during the spring of the following calendar year (April 1). The second half tax receipts are not received until the late summer of the following calendar year (August 1), several weeks into the ensuing fiscal year.

The proposed budget contains line items detailing, among other things, revenues and expenses in both the General Fund and the Bond Fund. Revenues in the General Fund cover noncapital items, i.e., operating expenses including insurance, streetlights, legal and accounting fees, and maintenance expenses. Revenues in the Bond Fund principally cover construction expenses (including associated professional fees), interest on registered construction fund warrants, principal redemption of registered construction fund warrants, and payments of principal and interest under outstanding bond issues. Revenues in the General Fund are generated primarily by ad valorem taxes, with a small amount coming from various state and local sources. Bond Fund revenues are generated in the same way, plus special assessments and interest thereon. The proposed budget compares total anticipated expenses with total anticipated revenues, other than those to be collected from property taxes, to arrive at a net amount that must be generated from ad valorem taxes.

The proposed budget is reviewed by the board of trustees of the district, in consultation with the district's attorney, accountant, and municipal advisor, if applicable. Prior to its adoption, a budget summary is published in a local legal newspaper one time at least five days prior to the budget meeting, with a copy of the meeting notice being given at least one week prior to the meeting. At the meeting, the budget is discussed in open and public session, after which it can be adopted as proposed or as modified at the meeting. If modified, a summary of the modifications must be published one time in a legal newspaper within 20 days of adoption of the budget.

While district budgets must "balance," that balance is often accomplished through the registration of warrants. Under the warrant registration process, a warrant drawn on the district is not paid when presented to the county treasurer if adequate funds are not then on hand in that particular district fund to pay the warrant. It is then registered with the date of presentment for payment determining the date when interest begins to accrue and determining the priority of payment. Warrants are paid in the order of registration.

Ad valorem Taxes

Property taxes received by sanitary and improvement districts are levied and collected in the same manner as property taxes for other political subdivisions. Once all taxing authorities have submitted their budgets to the county in which they are located after any final adjustments have been made in the valuation of property within a district, the dollar requirements of each taxing authority are converted to a tax rate (based on cents per \$100 of actual taxable valuation) and total tax bills for the ensuing calendar year (not fiscal year) are compiled showing the breakdown of taxes attributable to each taxing authority and the total tax bill related to each parcel of property.

During December of each year, the Douglas County Treasurer sends a tax statement to each owner of property within the county, which states that the property taxes for such year are due on December 31 of that year. Half of such tax amount becomes delinquent April 1 of the subsequent year and the other half delinquent August 1. Taxes not paid before the date of delinquency draw interest at the rate of 14%.

If taxes are not paid within three years of the due date, the parcel of property to which the taxes appertain is subject to foreclosure by Douglas County, Nebraska. Prior to entry of a decree of foreclosure and sale for delinquent taxes, the county treasurer may conduct a tax certificate sale with respect to such parcel. See “Remedies for Delinquencies” below.

When the Douglas County Treasurer receives tax payments, they allocate the payments among the various taxing authorities levying taxes. The Douglas County Treasurer is the ex-officio treasurer for all sanitary and improvement districts within Douglas County, Nebraska, including the District. Those funds collected pursuant to a district’s tax levy are then deposited into such district’s General Fund and Bond Fund, as applicable. A district’s claim for its share of general ad valorem taxes is of equal priority with the tax claims of other taxing authorities, and such taxes constitute a first lien against the property, superior to purchase money mortgages, special assessments and all other liens.

Bondholders are paid the principal of and the interest on bonds issued by sanitary and improvements districts generally from ad valorem taxes and special assessments. Individual bondholders do not enjoy a lien on the real property within a district. The remedies of a tax certificate sale and foreclosure available to the county and a district, as applicable, may accrue to the benefit of the bondholders, but are not directly available to bondholders. If the payment of bond principal has been in default for over 90 days, a majority of the bondholders may petition for the appointment of an administrator in lieu of the district board of trustees. The board of trustees or the new administrator, if any, may negotiate agreements to compromise the indebtedness, including the issuance of new bonds in conjunction with a workout. This effort can include a voluntary Chapter 9 bankruptcy filing by the district. See “BONDHOLDERS’ RISKS — Bankruptcy of District.”

Budget and Levy Limitations

The Nebraska Legislature has imposed budget limitations and property tax restrictions on Nebraska political subdivisions, including sanitary and improvement districts, intended to reduce the level of property taxation and expenditures in the State of Nebraska (the “State”). State law prohibits governmental units, including sanitary and improvement districts in existence for more than five years, from adopting budgets in excess of 102.5% of the prior fiscal year’s budget plus allowable growth (which includes increases in taxable valuation for such things as new construction and annexations). However, such budgetary limitations do not apply, among other things, to revenues pledged to retire bonded indebtedness, such as the Bonds, or budgeted for capital improvements. Provision also is made for a governmental unit to exceed the budget limit for a given fiscal year by up to an additional 1% upon the affirmative vote of at least 75% of the governing body or in such amount as is approved by a majority vote of the electorate. State law also limits the maximum rates that may be levied by each type of governmental unit. The General Fund levy of

a sanitary and improvement district in existence for more than five years is limited to a maximum of 40¢ per \$100 of taxable valuation (districts in existence less than five years are not subject to any maximum General Fund levy until they reach their fifth anniversary). The levy limit does not apply to tax levies for bonded indebtedness, such as the Bonds, approved according to law and secured by a levy on property. Taxable value of motor vehicles no longer constitutes a portion of the ad valorem tax base of sanitary and improvement districts and districts do not receive motor vehicle taxes. Special assessments are not property taxes subject to the levy limitation. State law permits a political subdivision to exceed its levy limitation for a period of up to five years by majority vote of the electorate.

There can be no assurance that Nebraska's system of assessing and taxing real property will remain substantially unchanged. Such changes could materially and adversely affect the amount of property tax revenues the District could collect in future years. The District does not believe that the Nebraska Legislature, subject to constitutional restrictions, if any, would leave the District without adequate taxing resources to pay for its programs and meet its financial obligations, including the repayment of its warrants, bonds and other obligations.

Special Assessments

The District has no special assessments outstanding and has no present plans to levy additional special assessments. The following discussion, accordingly, is not applicable to the District's current circumstances and is provided for information only. Under the Act, the District assesses against specially benefitted property, a portion of the costs of the work for which the District issues construction fund warrants. After the Board of Trustees of the District levies such assessments, the Douglas County Treasurer collects them on behalf of the District. Special assessments relating to the District's improvements constitute a lien in favor of the District on the assessed property, but do not constitute a personal or corporate indebtedness of the owners of property within the District. The lien of the District is inferior only to the general taxes levied by the State and its political subdivisions, including the District. Special assessments are due without interest 50 days after the date of levy, but if not so paid they shall bear interest thereafter on a per annum basis. Interest accrues on annual installments at the interest rate per annum of the greater of (a) the rate of interest accruing on the construction fund warrants registered against the District 60 days prior to the actual levy of the special assessments or (b) the average rate of interest accruing on the District's construction fund warrants issued to pay for the improvements for which the special assessments are to be levied adjusted to the next greater ½%. Such assessments shall become delinquent in equal annual installments over such periods of years (not exceeding 20 years and typically 10 years), as the Board of Trustees determines at the time of making the levy. Delinquent installments bear interest at the rate of 2% per annum above the rate set by the District on such installments before delinquency, subject to a 14% per annum ceiling (subject to adjustment from time to time by the Legislature). If three or more annual installments become delinquent, the Board of Trustees of the District may declare all remaining annual installments due and payable and increase to 14% per annum (subject to adjustment from time to time by the Legislature) the interest rate on all installments.

Remedies for Delinquencies

Tax Certificate Sale and Tax Deed. Nebraska law provides two statutory schemes for clearing the tax liens of delinquent special assessment installments and ad valorem taxes. Both processes require several years to reach conclusion. The first method is the sale of tax certificates by the county in which the property in question is located. County treasurers are empowered to sell tax certificates for real estate on which taxes or assessments have not been paid as provided by law for an amount equal to all of the taxes and, if so requested by the levying district, special assessments. The county treasurer conducts tax certificate sales in March following three weekly notice publications in general circulation newspapers in the county. For the tax certificate sale to occur, the county treasurer must receive a sale price at least equal to the sum of the delinquent assessments, delinquent ad valorem taxes, if any, and certain statutory expenses. If a tax

certificate is sold, the liens of the special assessments and any other taxes are transferred to the purchaser, and the county treasurer will distribute to the district that portion of sale price attributable to the delinquent special assessment installments and the district's share of unpaid ad valorem taxes. Subject to the priority of outstanding bonds, the district then may retire warrants in full in the order registered to the extent of the amount of the proceeds of the tax certificate sale. The owner of the property will have three years from the tax certificate sale date to redeem the tax certificates, after which time the purchaser of the tax certificates, if not so redeemed, may obtain a tax deed pursuant to Section 77-1837, Reissue Revised Statutes of Nebraska, as amended, or foreclose on the tax lien via a sheriff's sale as discussed below. If the purchaser exercises its right to acquire a tax deed, the district's lien for special assessments, if not so included in the tax certificate sale, will remain and the tax deed will be subject to the lien of special assessments. In order to obtain a tax deed or a sheriff's deed, the tax certificate holder must act under either method within nine months of the end of the three-year redemption period. If a tax certificate is not sold, the owner retains the property, but interest still will accrue as aforesaid. The county treasurer conducts the tax certificate sale and maintains the records.

Foreclosure Proceedings and Sheriff's Deed. The second statutory method for clearing liens of taxes or assessments is foreclosure against the property in question. Either the sanitary and improvement district or the county may exercise the right to foreclose; however, a district may only foreclose its tax lien in the case of delinquent special assessments.

Additionally, as mentioned above, the purchaser of a tax certificate may also obtain a sheriff's deed via the foreclosure proceedings. Upon exercising the remedy of foreclosure pursuant to its tax certificate lien, the county court may immediately confirm the sale and issue a sheriff's deed to the tax certificate purchaser.

The district's board of trustees may initiate foreclosure proceedings once special assessment installments are delinquent for three years running and may bid its tax lien in the amount of delinquent special assessments at the sheriff sale. The district will take the property if there are no other adequate bids and may resell the property, in which event the proceeds of the resale must be divided among the affected taxing jurisdictions, including the district, in proportion to their respective liens. However, the district is not entitled to any surplus unless the county treasurer has first offered the special assessments for sale via the tax certificate sale process describe above.

Alternatively, the county may foreclose the lien of delinquent taxes or special assessments against property within a district. If taxes or assessments are delinquent for three years or more, the county must foreclose in order to recapture anticipated proceeds from property taxes and special assessments. If the special assessments are not requested by a district to be included in the tax foreclosure proceeding and the county treasurer has not previously offered the delinquent special assessments for sale, then the district's special assessment lien will survive the foreclosure sale.

Confirmation of the sale of foreclosed property pursuant to a sheriff's sale is not available until the passage of a two-year redemption period (during which time the delinquent property owner may satisfy the delinquency and remove the outstanding lien of taxes or special assessments), running from the sale date. Thus, the winning bidder must wait two years before receiving clear title. However, the purchaser of a tax certificate may foreclose its lien at the conclusion of the three year redemption period specifically associated with the tax certificate sale and will not be subject to an additional two year redemption period. Under the foreclosure proceedings, there is no requirement that the auction price equal or exceed the special assessments and ad valorem taxes then owing; the recovery, if any, can be insufficient to make bondholders whole.

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DEBT SERVICE REQUIREMENTS

The annual debt service requirements on the Bonds and the Parity Bonds are shown below.

For Year Ending December 31	Debt Service on Parity Bonds	Principal (September 15)	March 15 Interest	September 15 Interest	Total
2020					
2021					
2022					
2023					
2024					
2025					
2026					
2027					
2028					
2029					
2030					
2031					
2032					
2033					
2034					
2035					
2036					
2037					
2038					
2039					
TOTAL					

APPENDIX B — FINANCIAL INFORMATION & ANNUAL AUDIT

**SANITARY AND IMPROVEMENT DISTRICT NO. 446
OF DOUGLAS COUNTY, NEBRASKA—**

Part One

Selected District Financial Information

**Sanitary and Improvement District No. 446 of
Douglas County, Nebraska**

**Basic Financial Statements and
Independent Auditors' Report**

June 30, 2019



Sanitary and Improvement District No. 446 of Douglas County, Nebraska

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INDEPENDENT AUDITORS' REPORT

Board of Trustees
Sanitary and Improvement District No. 446 of Douglas County, Nebraska

Report on Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Sanitary and Improvement District No. 446 of Douglas County, Nebraska, as of and for the year ended June 30, 2019, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the index.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of Sanitary and Improvement District No. 446 of Douglas County, Nebraska, as of June 30, 2019, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the budgetary comparison information included in Schedules 1 and 2 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Management has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a required part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Other Information

We were engaged to audit the financial statements taken as a whole. The accompanying other supplementary information included in Schedules 3 and 4 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management. The information has not been subjected to the auditing procedures applied in the audits of the financial statements. Accordingly, it is inappropriate to and we do not express an opinion on the other supplementary information referred to above.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 13, 2019, on our consideration of Sanitary and Improvement District No. 446 of Douglas County, Nebraska's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the District's internal control over financial reporting and compliance.

Lutz & Company, P.C.

December 13, 2019

Sanitary and Improvement District No. 446 of Douglas County, Nebraska

Governmental Funds Balance Sheet/Statement of Net Position

June 30, 2019

	<u>General Fund</u>	<u>Debt Service Fund</u>	<u>Total</u>	<u>Reconciliation</u>	<u>Statement of Net Position</u>
ASSETS					
Cash on Deposit					
County Treasurer	\$ 213,146	\$ 462,630	\$ 675,776	\$ -	\$ 675,776
Investments	-	494,223	494,223	-	494,223
Receivables					
Property Taxes	68,900	210,916	279,816	-	279,816
Accrued Interest Receivable					
Investments	-	5,418	5,418	-	5,418
Capital Assets, Net of Accumulated Depreciation	-	-	-	5,614,910	5,614,910
TOTAL ASSETS	\$ 282,046	\$ 1,173,187	\$1,455,233	\$ 5,614,910	\$ 7,070,143
LIABILITIES					
Accounts Payable	\$ 21,266	\$ 1,250	\$ 22,516	\$ -	\$ 22,516
Accrued Interest on Bonds	-	23,516	23,516	-	23,516
Bonds Payable					
Due Within One Year	-	-	-	295,000	295,000
Due After One Year	-	-	-	5,630,000	5,630,000
Total Liabilities	21,266	24,766	46,032	5,925,000	5,971,032
FUND BALANCE (DEFICIT)/NET POSITION					
Unassigned, Reported in					
General Fund	260,780	-	260,780	(260,780)	-
Restricted, Debt Service Fund	-	1,148,421	1,148,421	(1,148,421)	-
Total Fund Balance (Deficit)	260,780	1,148,421	1,409,201	(1,409,201)	-
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCE					
	\$ 282,046	\$ 1,173,187	\$1,455,233		
NET POSITION					
Invested in Capital Assets, Net of Related Debt				(310,090)	(310,090)
Unrestricted				260,780	260,780
Restricted for Debt Service				1,148,421	1,148,421
TOTAL NET POSITION				\$ 1,099,111	\$ 1,099,111

See Notes to Basic Financial Statements.

Sanitary and Improvement District No. 446 of Douglas County, Nebraska

Governmental Fund Revenues, Expenditures and Changes in Fund Balances/Statement of Activities

Year Ended June 30, 2019

	General Fund	Debt Service Fund	Total	Statement of Reconciliation	Statement of Activities
REVENUES/RECEIPTS					
Property Taxes	\$166,902	\$ 509,979	\$ 676,881	\$ -	\$ 676,881
Interest on					
Investments	-	5,418	5,418	-	5,418
Property Taxes	133	406	539	-	539
State Motor Vehicle Tax Allocation	399	1,221	1,620	-	1,620
Collection in District	57	-	57	-	57
Total Revenue/Receipts	167,491	517,024	684,515	-	684,515
EXPENDITURES/EXPENSES					
Current:					
Collection Fees- County Treasurer	3,184	9,728	12,912	-	12,912
Bond Maintenance Costs	-	1,250	1,250	-	1,250
Depreciation	-	-	-	162,854	162,854
Engineering	6,005	-	6,005	-	6,005
Insurance	1,355	-	1,355	-	1,355
Maintenance	17,828	-	17,828	-	17,828
Professional Fees	15,867	-	15,867	-	15,867
Utilities	104,412	-	104,412	-	104,412
Bonds Payable					
Principal	-	285,000	285,000	(285,000)	-
Interest	-	175,231	175,231	-	175,231
Total Expenditures/Expenses	148,651	471,209	619,860	(122,146)	497,714
Excess (Deficiency) of Revenues Over Expenditures/Expenses	18,840	45,815	64,655	122,146	186,801
Change in Net Position				186,801	186,801
Fund Balance (Deficit)/Net Position, Beginning of Year	241,940	1,102,606	1,344,546	-	912,310
Fund Balance (Deficit)/Net Position, End of Year	\$260,780	\$1,148,421	\$1,409,201	\$ -	\$1,099,111

See Notes to Basic Financial Statements.

Sanitary and Improvement District No. 446 of Douglas County, Nebraska

Notes to Basic Financial Statements

June 30, 2019

1. Summary of Significant Accounting Policies

The accounting policies of Sanitary and Improvement District No. 446 of Douglas County, Nebraska conform to generally accepted accounting principles as applicable to governmental units. The following is a summary of the District's significant policies.

Reporting Entity

Sanitary and Improvement District No. 446 of Douglas County, Nebraska (the District), was formed on July 15, 1999, is a governmental subdivision authorized under the statutes of the State of Nebraska. The District operates under an elected Board of Trustees which governs all activities related to streets, utility systems, and other public improvements within the jurisdiction of the District. The accompanying basic financial statements present the District's primary government unit and no component units because the District does not have any component units.

Basic Financial Statements

The basic financial statements include the government-wide and fund financial statements and provide reports on the financial condition and results of operations for the District. The government-wide financial statements are based on the District as a whole, while the fund financial statements provide information about the District's individual funds.

The District's government-wide financial statements include a Statement of Net Position and a Statement of Activities and Changes in Net Position. The accompanying Statement of Net Position presents all of the assets and deferred inflows over liabilities and deferred outflows. The Statement of Activities presents changes in net position from governmental activities. Governmental activities include programs supported primarily by taxes, special assessments and other intergovernmental revenues. The District has no fiduciary activities or business type activities that rely, to a significant extent, on fees and charges for support.

The District's governmental fund financial statements include the Governmental Funds Balance Sheet and Governmental Fund Revenues, Expenditures and Changes in Fund Balances. The District reports the two major governmental funds' financial condition and results of operations in separate columns.

Fund Accounting

The District used funds to maintain its financial records during the year. A fund is defined as a fiscal and accounting entity with a self-balancing set of accounts. The District only used governmental funds.

Sanitary and Improvement District No. 446 of Douglas County, Nebraska

Notes to Basic Financial Statements

June 30, 2019

Governmental Funds

Governmental funds are those through which most general governmental functions of the District are financed. The measurement focus is upon determination of changes in financial position, rather than upon net income determination. Only current assets and liabilities are included on the balance sheets, and the operating statements present sources and uses of available financial resources during a given period. The following major governmental funds are used by the District:

- **General Fund**

The general fund is the general operating fund of the District. It is used to account for all financial resources except those required to be accounted for in another fund.

- **Debt Service Fund**

The debt service fund is used to account for the accumulation of resources for, and the payment of, long-term debt principal, interest and related costs anticipated to be settled during the next fiscal year.

Measurement Focus and Basis of Accounting

The government-wide financial statements are presented using the *economic resources measurement focus* and the *accrual basis of accounting*. Revenues are recognized in the period in which they are earned while expenses are recognized in the period in which the liability is incurred.

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenues to be available if they are collected within thirty-one days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting.

Net Position/Fund Balances

The net position of the District is classified as follows:

- **Invested in Capital Assets, Net of Related Debt**

This category consists of capital assets net of accumulated depreciation and reduced by the current balances of any outstanding borrowings used to finance the purchase or construction of those assets as well as deferred outflows or inflows of resources that are attributable to the acquisition, construction, or improvement of those assets.

Sanitary and Improvement District No. 446 of Douglas County, Nebraska

Notes to Basic Financial Statements

June 30, 2019

- **Restricted**

This category consists of noncapital assets that must be used for a particular purpose, as specified by creditors, grantors, contributors or laws and regulations external to the District. The District's restricted net position presents amounts restricted for the repayment of principal and interest on long-term debt and related costs.

- **Unrestricted**

This category consists of remaining net assets that do not meet the definitions of net position invested in capital assets, net of related debt or restricted net position as described above.

The governmental funds report up to five categories of fund balances as described below:

- **Nonspendable Fund Balance**

Nonspendable fund balances consist of amounts that cannot be spent because they are either not in spendable form or legally or contractually required to be maintained intact. The District had no nonspendable fund balance as of June 30, 2019.

- **Restricted Fund Balance**

Restricted fund balances consist of amounts that are constrained by creditors, grantors, contributors or laws and regulations of other governments, or limitations that are imposed by law through constitutional provisions or enabling legislation.

- **Committed Fund Balance**

Committed fund balances consist of amounts that are only to be used for specific purposes pursuant to constraints imposed by the highest level of decision making, which is the Board of Trustees. These amounts cannot be used for any other purpose unless the government removes the restrictions through resolution. The District had no committed fund balance as of June 30, 2019.

- **Assigned Fund Balance**

Assigned fund balances consist of amounts that are constrained by the government intended to be used for a specific purpose but are neither restricted nor committed. The authority for making the assignment is not required to be the government's highest decision making authority and the nature of the actions necessary to remove or modify the assignment is not as prescriptive as it is with regards to committed fund balances. The District had no assigned fund balance as of June 30, 2019.

- **Unassigned Fund Balance**

Unassigned fund balances consist of the residual classification for the general fund.

Sanitary and Improvement District No. 446 of Douglas County, Nebraska

Notes to Basic Financial Statements

June 30, 2019

The District first applies restricted resources when an expense/expenditure is incurred for a purpose for which both restricted and unrestricted resources are available.

Budgets and Budgetary Accounting

The District is required to adopt an annual operating budget for all the funds over which the District controls. The budget is adopted using a cash basis of accounting which differs significantly from generally accepted accounting principles. Under the cash basis of accounting, revenues and expenditures are recorded when cash is received or paid, respectively. Payment is deemed to have been made when warrants are issued.

The District follows these procedures in establishing the budgetary data reflected in the financial statements:

- (1) In September of each year, the District submits a proposed operating budget for all funds to the real estate owners of the District.
- (2) Notice of place and time of public hearings must be published prior to the public hearings.
- (3) Public hearings are conducted to obtain taxpayer comment.
- (4) After publication and hearing, the budget is legally adopted by majority vote of the Board. The District is required to file a copy of the adopted budget with the County Clerk and the Nebraska Auditor of Public Accounts in accordance with the Nebraska Budget Act.
- (5) The budget is adopted on a per-fund basis and budgetary control is exercised at the fund level.
- (6) The Board of Trustees may authorize supplementary appropriations during the year. (No such appropriations were made during the fiscal year ended June 30, 2019.)

Investments

Excess funds may be invested by the District in accordance with the statutes of the State of Nebraska. Allowable investments generally include U.S. government obligations, certificates of deposit, and time deposits. The District does not have a formal investment policy but all investments have consisted of short-term U.S. Treasury bills.

All investment activities are conducted through the County Treasurer. Treasury bills are bought and held in safekeeping by the County Treasurer in the District's name. The District does not have a policy for custodial credit risk beyond compliance with state statutes.

Investments are stated at fair value as of June 30, 2019.

GASB Statement No. 72 on Fair Value Measurements establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

U.S. government obligations are liquid and have quoted market prices. Fair value of U.S. government obligations is based on live trading data. U.S. government obligations are categorized in Level 1 of the fair value hierarchy.

Sanitary and Improvement District No. 446 of Douglas County, Nebraska

Notes to Basic Financial Statements

June 30, 2019

Property Taxes

Property taxes receivables are recorded when a legal and enforceable claim is assessed against the property. Delinquent taxes are considered fully collectible; therefore, no allowance for uncollectible taxes is provided.

Capital Assets

Capital assets are stated at cost in accordance with construction contracts and other costs applicable thereto in the government-wide financial statements. Interest accrued on warrants issued for the construction of improvements is capitalized during the period of construction. Capital assets are classified as construction in progress until construction is complete or special assessments are levied. No depreciation expense is reported for capital assets classified as construction in progress. The costs of improvements disposed and the related accumulated depreciation are eliminated from the accounts in the year of disposal. Gains or losses from property disposals are recognized in the year of disposal. Depreciation is computed using the straight-line method over the following estimated useful lives:

	<u>Years</u>
Water	50
Sanitary Sewer System	50
Interceptor Sewer	50
Underground Power	50
Paving	50
Street Improvements	50

Credit Risk

The District's credit risk relates to receivables for property taxes which are due from property owners within the boundaries of the District and cash on deposit with the Douglas County Treasurer. The District's investments are also exposed to various risks, such as interest rate, market and credit risk.

Use of Estimates

The preparation of basic financial statements in conformity with accounting principles generally accepted in the United States of America requires the District's Trustees to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the basic financial statements and the reported amounts of revenues and expenditures/expenses during the reporting period. Actual results could differ from those estimates.

Sanitary and Improvement District No. 446 of Douglas County, Nebraska

Notes to Basic Financial Statements

June 30, 2019

Subsequent Events

Subsequent events are events or transactions that occur after the Governmental Funds Balance Sheet/Statement of Net Position date but before the financial statements are available to be issued and may require potential recognition or disclosure in the financial statements. Management has considered such events or transactions through December 13, 2019, noting no items requiring disclosure.

2. Property Taxes

Property taxes are levied in September and attached as an enforceable lien on the assessed property as of December 31. The first half payment becomes delinquent April 1 of the following year, and the second half payment becomes delinquent August 1 of the following year. The Douglas County Treasurer bills and collects all property taxes for the District.

For 2018-2019, the District levied taxes at the rate of \$0.73 (\$0.18 general fund and \$0.55 debt service fund) per \$100 based on a property valuation of \$92,723,500.

3. Capital Assets

Capital assets at June 30, 2019, consist of the following:

	Costs at			Costs at
	<u>June 30, 2018</u>	<u>Additions</u>	<u>Deletions</u>	<u>June 30, 2019</u>
Water	\$ 910,193	\$ -	\$ -	\$ 910,193
Sanitary Sewer System	6,006,730	-	-	6,006,730
Interceptor Sewer	456,157	-	-	456,157
Underground Power	431,177	-	-	431,177
Paving	197,028	-	-	197,028
Street Improvements	141,390	-	-	141,390
	<u>\$ 8,142,675</u>	<u>\$ -</u>	<u>\$ -</u>	<u>8,142,675</u>
Less Accumulated Depreciation				<u>2,527,765</u>
Capital Assets, Net of Accumulated Depreciation				<u>\$ 5,614,910</u>

Sanitary and Improvement District No. 446 of Douglas County, Nebraska

Notes to Basic Financial Statements

June 30, 2019

4. Warrants Payable

Warrants registered with Douglas County accrue interest on the warrants from the date of registration to the date they are called for payment.

General fund warrants are due 3 years from the date of issuance. Debt service fund warrants are due 5 years from the date of issuance.

The following is a summary of warrant transactions during the year ended June 30, 2019:

	General Fund	Debt Service Fund
Balance, June 30, 2018	\$ -	\$ -
Warrants Issued	131,300	-
Warrants Retired	(131,300)	-
Balance, June 30, 2019	<u>\$ -</u>	<u>\$ -</u>

5. Long-Term Debt

The District's long-term debt consists of general obligation bonds which are reflected in the debt service fund.

General obligation refunding bonds totaling \$2,030,000 issued on July 15, 2014 with a balance of \$1,905,000 at June 30, 2019, are due serially beginning September 15, 2015 through September 15, 2028. Interest is payable semi-annually on this issue at 2.25% to 3.65% per annum.

General obligation refunding bonds totaling \$4,510,000 issued on July 15, 2016 with a balance of \$4,020,000 at June 30, 2019, are due serially beginning December 15, 2017 through December 15, 2031. Interest is payable semi-annually on this issue at 1.85% to 3.20% per annum.

The following is a summary of bonds payable transactions of the District for the year ended June 30, 2019:

Bonds Outstanding, June 30, 2018	\$ 6,210,000
Bonds Retired	(285,000)
Bonds Outstanding, June 30, 2019	<u>\$ 5,925,000</u>

Sanitary and Improvement District No. 446 of Douglas County, Nebraska

Notes to Basic Financial Statements

June 30, 2019

Aggregate maturities of long-term debt and interest due on long-term debt are as follows:

<u>Year Ending June 30:</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2020	\$ 295,000	\$ 170,281	\$ 465,281
2021	300,000	164,395	464,395
2022	335,000	157,586	492,586
2023	340,000	149,900	489,900
2024	350,000	141,662	491,662
2025-2029	2,380,000	518,273	2,898,273
2030-2032	1,925,000	91,610	2,016,610
	<u>\$ 5,925,000</u>	<u>\$ 1,393,707</u>	<u>\$ 7,318,707</u>

6. Reconciliation of Net Position and Changes in Net Position

Net Position

Total fund balance per balance sheet \$ 1,409,201

Amounts reported for governmental activities in the statement of net assets are different because:

Capital assets used in governmental activities are not current financial resources and therefore are not reported in the funds. 5,614,909

Some liabilities, including bonds payable are not due and payable in the current period and therefore are not reported in the funds. (5,925,000)

Net position of governmental activities \$ 1,099,110

Changes in Net Position

Net change in fund balance \$ 64,655

Certain expenditures do not require the use of current financial resources and therefore are not reported as expenditures in the funds. (162,854)

Repayment of bond principal is an expenditure in the governmental funds, but repayment reduces long-term liabilities in the statement of net assets. 285,000

Change in net position of governmental activities \$ 186,801

REQUIRED SUPPLEMENTARY INFORMATION

**Schedule of Revenue, Expenditures and Changes in Fund Balance-
Budget and Actual (Budgetary Basis) – General Fund**

**Schedule of Revenue, Expenditures and Changes in Fund Balance-
Budget and Actual (Budgetary Basis) – Debt Service Fund**

SUPPLEMENTARY INFORMATION

Information Required by Nebraska Revised Statutes Section 31-740

District Trustees and Related Bonds

**Independent Auditors' Report on Internal Control Over Financial Reporting
and on Compliance and Other Matters Based on an Audit of Financial
Statements Performed in Accordance with *Government Auditing Standards***

Sanitary and Improvement District No. 446 of Douglas County, Nebraska

Schedule of Revenue, Expenditures and Changes in Fund Balance – Budget and Actual (Budgetary Basis) – General Fund

Schedule 1

Year Ended June 30, 2019

	Actual on GAAP Basis	Adjustments to Budgetary Basis	Actual on Budgetary Basis	Original and Final Budget	Variance- Favorable (Unfavorable)
REVENUES/RECEIPTS					
Property Taxes	\$ 166,902	\$ (155)	\$ 166,747	\$ 163,630	\$ 3,117
Interest on Property Taxes	133	-	133	180	(47)
State Motor Vehicle Taxes Allocation	399	-	399	450	(51)
Collection in District	57	-	57	-	57
Total Revenues/Receipts	167,491	(155)	167,336	164,260	3,076
EXPENDITURES/DISBURSEMENTS					
Collection Fees- County Treasurer	3,184	-	3,184	-	(3,184)
Engineering	6,005	(1,280)	4,725	15,000	10,275
Insurance	1,355	-	1,355	2,000	645
Maintenance	17,828	(5,431)	12,397	70,000	57,603
Professional Fees	15,867	(935)	14,932	23,000	8,068
Traffic Safety Devices	-	-	-	425	425
Utilities	104,412	(6,521)	97,891	50,000	(47,891)
Total Expenditures/Disbursements	148,651	(14,167)	134,484	160,425	25,941
Excess (Deficiency) of Revenues/Receipts over Expenditures/Disbursements	18,840	14,012	32,852	3,835	29,017
OTHER FINANCING SOURCES (USES)					
Warrants Issued	-	131,300	131,300	160,425	(29,125)
Warrants Retired	-	(131,300)	(131,300)	(160,425)	29,125
Total Other Financing Sources (Uses)	-	-	-	-	-
EXCESS (DEFICIENCY) OF REVENUES/ RECEIPTS AND OTHER SOURCES OVER EXPENDITURES/DISBURSEMENTS AND OTHER USES					
	18,840	14,012	32,852	\$ 3,835	\$ 29,017
Fund Balance (Deficit), Beginning of Year	241,940	(61,646)	180,294		
Fund Balance (Deficit), End of Year	\$ 260,780	\$ (47,634)	\$213,146		

See Independent Auditors' Report.

Sanitary and Improvement District No. 446 of Douglas County, Nebraska

Schedule of Revenue, Expenditures and Changes in Fund Balance –
Budget and Actual (Budgetary Basis) – Debt Service Fund

Schedule 2

Year Ended June 30, 2019

	Actual on GAAP Basis	Adjustments to Budgetary Basis	Actual on Budgetary Basis	Original and Final Budget	Variance- Favorable (Unfavorable)
REVENUES/RECEIPTS					
Property Taxes	\$ 509,979	\$ (529)	\$ 509,450	\$ 499,980	\$ 9,470
Interest on					
Investments	5,418	(5,418)	-	-	-
Property Taxes	406	-	406	475	(69)
State Motor Vehicle Taxes Allocation	1,221	-	1,221	1,285	(64)
Total Revenues/Receipts	517,024	(5,947)	511,077	501,740	9,337
EXPENDITURES/DISBURSEMENTS					
Collection Fees- County Treasurer	9,728	-	9,728	-	(9,728)
Bond Maintenance Costs	1,250	(1,250)	-	1,250	1,250
Bonds Payable					
Principal Payments	285,000	-	285,000	285,000	-
Interest	175,231	378	175,609	175,609	-
Total Expenditures/Disbursements	471,209	(872)	470,337	461,859	(8,478)
Excess (Deficiency) of Revenues/Receipts over Expenditures/Disbursements	45,815	(5,075)	40,740	39,881	859
OTHER FINANCING SOURCES (USES)					
Warrants Issued	-	-	-	1,250	(1,250)
Warrants Retired	-	-	-	(1,250)	1,250
Total Other Financing Sources (Uses)	-	-	-	-	-
EXCESS (DEFICIENCY) OF REVENUES/ RECEIPTS AND OTHER SOURCES OVER EXPENDITURES/DISBURSEMENTS AND OTHER USES					
	45,815	(5,075)	40,740	\$ 39,881	\$ 859
Fund Balance (Deficit), Beginning of Year	1,102,606	(186,493)	916,113		
Fund Balance (Deficit), End of Year	\$1,148,421	\$ (191,568)	\$956,853		

See Independent Auditors' Report.

Sanitary and Improvement District No. 446 of Douglas County, Nebraska

Information Required by Nebraska Revised Statutes Section 31-740

Schedule 3

June 30, 2019

Total Receipts From All Sources	\$	678,413
Amount Spent for Sewage Disposal		None
Amount Expended on Water System		None
Gross Amount of Sewage Proceed		None
Cost Per Thousand Gallons of Processing Sewage		None
Amount Expended For		
Maintenance and Repair	\$	17,828
New Equipment		None
New Construction Work		None
Property Purchased		None
Number of Employees		None
Total Amount of Taxes Levied Upon the Property Within the District	\$	676,881

Sanitary and Improvement District No. 446 of Douglas County, Nebraska

District Trustees and Related Bonds

Schedule 4

June 30, 2019

-----Trustees-----		-----Bonds-----	
<u>Name</u>	<u>Office</u>	<u>Insurer</u>	<u>Amount</u>
Richard Ramm	Chairman	Western Surety Company	\$ 5,000
Martin Nelson	Clerk	Western Surety Company	\$ 20,000
Keith Priest	Trustee		
Daniel Pleiss	Trustee		
John Sanderhoff	Trustee		

**INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS***

Board of Trustees
Sanitary and Improvement District No. 446 of Douglas County, Nebraska

We have audited the accompanying financial statements of the governmental activities and each major fund of Sanitary and Improvement District No. 446 of Douglas County, Nebraska, as of and for the year ended June 30, 2019, which collectively comprise Sanitary and Improvement District No. 446 of Douglas County, Nebraska's basic financial statements and have issued our report thereon dated December 13, 2019. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered Sanitary and Improvement District No. 446 of Douglas County, Nebraska's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Sanitary and Improvement District No. 446 of Douglas County, Nebraska's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Sanitary and Improvement District No. 446 of Douglas County, Nebraska's internal control over financial reporting.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. *A material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. *A significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses as defined above. However, as summarized below, we identified a deficiency in internal control over financial reporting that we consider to be a significant deficiency.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Sanitary and Improvement District No. 446 of Douglas County, Nebraska's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*, summarized below.

Findings and Responses

Significant Deficiency Identified:

Criteria

Internal controls should be in place that provide reasonable assurance of the District's ability to report financial information reliably in accordance with accounting principles generally accepted in the United States of America.

Condition

The Board of Trustees has engaged the outside audit firm to prepare the financial statements and related footnotes in conformity with accounting principles generally accepted in the United States of America.

Cause

The District has a limited number of administrative personnel available to prepare the financial statements and related footnotes in accordance with accounting principles generally accepted in the United States of America.

Effect

The District does not on its own comply with regulatory requirements to prepare annual financial statements in accordance with accounting principles generally accepted in the United States of America.

Recommendation

We recommend the District have a heightened awareness of the required oversight and monitoring of the transactions being reported.

Response

This is not an uncommon situation for a governmental entity of the District's size. The Board of Trustees has determined it would not be cost-beneficial to establish a system of internal controls that would allow the District to prepare its own financial statements. Accordingly, the District engaged the audit firm to assist in the preparation of the statements in accordance with accounting principles generally accepted in the United States of America. The Board of Trustees will oversee and monitor the transactions being reported and will accept responsibility for the financial statements prepared by the audit firm.

We did not audit and, accordingly, we express no opinion on the District's responses to the findings identified above.

This report is intended solely for the information and use of the Board of Trustees, management, the Nebraska Auditor of Public Accounts and other audit agencies and is not intended to be and should not be used by anyone other than these specified parties.

Lutz & Company, P.C.

December 13, 2019

Lutz

SELECTED FINANCIAL INFORMATION

2019 Taxable Valuation	\$ 102,303,860
Outstanding District Bonded Debt	\$5,420,000
Total Outstanding District Debt	\$5,420,000
Bond Fund Balance (Following issuance of the Bonds)	\$481,750
Outstanding Special Assessments	\$0
Total Net District Debt (Following issuance of the Bonds) (Net District Debt=Outstanding District Debt, less Bond Fund Cash and Uncollected Special Assessments)	\$4,938,250
Ratio of Debt to 2019 Taxable Valuation	5.30%
Ratio of Net District Debt to 2019 Taxable Valuation	4.83%

STATEMENT OF DIRECT DEBT

Direct Debt	
General Obligation Refunding Bonds, Series 2020 (this issue)	\$1,660,000
General Obligation Refunding Bonds, Series 2016	<u>\$3,760,000</u>
Total Direct Debt	\$5,420,000

Source: Douglas County Treasurer; Douglas County Assessor & Nebraska State Auditor Website

OVERLAPPING DEBT

	Taxable Valuation	Net Bonded Debt	Net Bonded Debt Applicable
Douglas County	\$47,399,345,255	\$75,065,000	\$162,016
City/County Building Commission	\$47,399,345,255	\$38,890,000	\$83,938
Omaha Public School District	\$23,750,647,812	\$613,391,563	\$2,642,131
Bennington Rural Fire District	\$2,126,470,186	\$7,630,000	<u>\$367,077</u>
Total Overlapping Debt			\$3,255,162
Total Direct Debt of District			\$5,420,000
Total Direct and Overlapping General Obligation Debt			\$8,675,162
2019 Taxable Valuation			\$102,303,860
Ratio of Direct & Overlapping Debt to 2019 Taxable Valuation			8.48%

Source: Douglas County Assessor & Nebraska State Auditor Website

TOTAL PROPERTY TAX LEVIES
Sanitary and Improvement District No. 446
Of Douglas County, Nebraska
(Levy rates are dollars per \$100 of actual valuation)

	2019	2018	2017
S.I.D. No. 446			
General Fund	0.10000	0.18000	0.18000
Bond Fund	0.50000	0.55000	0.55000
Total Levy	0.60000	0.73000	0.73000
Other Taxing Units			
Douglas County	0.29559	0.28059	0.28059
CC- Building	0.01700	0.01700	0.01500
Omaha Public School District	1.24665	1.24501	1.25739
Papio Natural Resource District	0.03738	0.03759	0.03780
Educational Service Unit #3	0.01500	0.01500	0.01500
Metropolitan Community College	0.09500	0.09500	0.09500
Bennington Rural Fire District	0.06155	0.05777	0.08748
Capital Ops - Learning Capl	0.01605	0.01625	0.01625
Douglas County Library	0.02085	0.02789	0.02671
Total Other Units	1.80507	1.79210	1.83122
Total Levy S.I.D. No. 446	2.40507	2.52210	2.56122

Source: Douglas County Clerk

PROPERTY VALUATIONS
Sanitary and Improvement District No. 446
of Douglas County, Nebraska

Year	Taxable Valuation
2019	\$ 102,303,860
2018	\$ 92,723,500
2017	\$ 92,722,150
2016	\$ 88,610,100
2015	\$ 87,116,580

Source: Douglas County Assessor

PROPERTY TAX COLLECTIONS
Sanitary and Improvement District No. 446
of Douglas County, Nebraska

<u>Year</u>	<u>Due *</u>	<u>Levied</u>	<u>Collected</u>	<u>Percent Collected</u>
2019/2020	12/31/2019	\$613,823	N/A	N/A
2018/2019	12/31/2018	\$676,882	\$700,301	103.46%
2017/2018	12/31/2017	\$676,872	\$720,986	106.52%

* Taxes are due on December 31 of the year levied, but may be paid in two equal installments due April 1 and August 1 of the following year. The taxes for the 2019/2020 year, accordingly, are due on December 31, 2019, but the first installment of such taxes will not become delinquent until April 1, 2020 and the second installment will not become delinquent until August 1, 2020.

Source: Douglas County Treasurer

MAJOR TAXPAYERS

No property owner in the District owns property with a taxable valuation in excess of 5.00% of the District's 2019 taxable valuation.

Source: Douglas County Assessor

DISTRICT DEVELOPMENT

District Build Out	<u>Built or Under</u>	<u>Platted Lots</u>	<u>Percent</u>
Single Family Lots	424	424	100.00%

Source: Market Graphics

Part Two of Appendix B

Independent Auditor's Report and Combined Financial Statements fiscal year ending June 30, 2019

APPENDIX C — DOUGLAS COUNTY, NEBRASKA INFORMATION

The following information about Douglas County, Nebraska is included because the District is located within the County. The Bonds are not a debt of, nor are they payable by, Douglas County.

General Information

Douglas County is a political subdivision of the State of Nebraska (the “State”). Its governmental responsibilities include general social welfare, operation of a long term care facility and community health center, operation of correctional facilities, maintenance of streets and highways not within any incorporated city, village or sanitary and improvement district, legal court related activities, licensing, recording, assessment of real property, tax collection for all State public entities within the County, conducting elections, law enforcement and sanitary landfill and solid waste disposal. The County is governed by a seven-person Board of Commissioners who are elected by district on a political ballot for staggered four-year terms (the “Board”). One commissioner is chosen by the others to be Chairperson of the Board. The Board is responsible for fixing the property levy for the County. It prepares a county budget and sets salaries of county employees and hears and makes decisions on complaints or petitions of county citizens. The Board controls matters concerning bridges, public works and all County institutions, and approves or denies all liquor licenses outside of city and village limits. The Board meets as a Board of Equalization to determine fairness of property valuations within the County.

The area of Douglas County lies on the eastern border of the State with the Missouri River as its eastern boundary. Douglas County is the most populous of the 93 counties of the State. The County covers an area of approximately 331 square miles or 0.43% of the land area of the State. Most residents of the County reside in Omaha; however, the County also encompasses the first-class city of Ralston, the second-class cities of Bennington and Valley, and the villages of Waterloo and Boys Town. In addition, the fire districts of Ralston, Boys Town, Bennington, Elkhorn, Irvington, Millard, Ponca Hills, Valley and Waterloo are located in the County. Residents of the County participate in the election of 14 of the 49 members of the State Legislature. The County seat is located in Omaha, Nebraska. The County is bordered by Dodge County on the northwest, Washington County on the north, Sarpy County on the south, Saunders County on the west, and by Pottawattamie County, Iowa on the east. Major highways serving the County area include Interstates 80 and 29 and U.S. Highways 275, 75 and 6. The Union Pacific, Burlington Northern, and Chicago Northwestern Railroads provide rail facilities to the area. Two public airports are located in Omaha. The rural portion of the County is mainly agricultural with the principal crops being corn and soybeans, along with livestock operations in such portion of the County.

Ten Largest Employers (2019)

Company	No. of Employees
1. CHI	5,000 +
2. Methodist Health System	5,000 +
3. First Data	2,500 - 4,999
4. Children’s Hospital	2,500 - 4,999
5. Nebraska Medicine	2,500 - 4,999
6. University of Nebraska Medical Center	2,500 - 4,999
7. First National Bank	2,500 - 4,999
8. Union Pacific Railroad	2,500 - 4,999
9. Mutual of Omaha	2,500 - 4,999
10. Omaha Public Power District	1,000 – 2,499

Source: Greater Omaha Chamber of Commerce

Employment History

Year	Labor Force	Employment	Douglas Co. Unemployment Rate	Nebraska Unemployment Rate (Not Seasonally Adjusted)	U.S. Unemployment Rate (Civilian Noninstitutional Population)
2018	293,923	284,929	3.1%	2.8%	3.9%
2017	290,535	281,448	3.1	2.9	4.4
2016	287,729	278,212	3.3	3.1	4.9
2015	286,637	277,160	3.3	3.0	5.3
2014	286,124	275,745	3.6	3.3	6.2

Source: Nebraska Department of Labor (NE Works)

Demographic and Economic Statistics Calendar Years 2013-2017

Year	Population	Personal Income (000's)	Per Capita Personal Income	Median Age	High School Graduate or Higher	Bachelor's Degree or Higher	School Enrollment
2017	561,620	\$33,378,563	\$58,640	34.3	89.7	37.9	151,104
2016	554,168	\$32,778,766	\$59,061	34.1	89.4	37.6	152,512
2015	549,168	\$30,920,092	\$57,850	34.3	86.9	37.1	152,870
2014	543,312	\$30,879,187	\$57,126	34.2	89.3	36.6	153,534
2013	537,438	\$27,840,309	\$51,798	34.0	89.5	36.4	153,146

Source: Population – U.S. Census Bureau/ Population Division
 Personal Income – U.S. Bureau of Economic Analysis iTable
 Per Capita Personal Income – U.S. Bureau of Economic Analysis iTable
 Median Age – U.S. Census Bureau -2012 – 2016 American Community Survey
 Education – Level in Years of Schooling – U.S. Census Bureau - 2012 – 2016 American Community Survey
 School Enrollment – U.S. Census Bureau American Community Survey - 2012 – 2016 American Community Survey

School Enrollment

	2010 Census	ACS 2016	ACS 2017
Nursery School, Preschool	9,529	9,913	9,582
Kindergarten	7,153	7,903	8,106
Elementary School (1-8)	55,468	60,629	60,849
Secondary School (9-12)	29,776	29,560	29,406
College or Graduate School	43,070	44,508	43,161

Source: 2010 U.S. Census Bureau: American Community Survey 2016, 2017

TOTAL POPULATION (2014-2018)

Year	Population	Change From Preceding Period	
		Number	Percent (Rounded to Nearest 0.1)
2018	566,880*	5,260	1.0
2017	561,620	6,625	1.2
2016	554,995	5,827	1.1
2015	549,168	5,856	1.1
2014	543,312	5,829	1.1

Source: U.S. Census Bureau, Population Division (* Based on Census Bureau Vintage 2018 Population Estimate)

Population by Age and Sex

(2017)	
General Demographic Characteristics	Estimate
Total population	549,709*
Sex and Age	
Male	270,917
Female	278,789
Under five years	
5-9 years	41,820
10-14 years	39,884
15-19 years	38,100
20-24 years	36,341
25-34 years	36,724
35-44 years	87,468
45-54 years	71,513
55-59 years	68,407
60-64 years	33,910
65-74 years	29,894
75-84 years	38,279
85 years and over	18,603
	8,763

Source: U.S. Census Bureau; American Community Survey 2016 (*Note the population number in this table is an estimate only for purposes of these statistics)

Principal Property Taxpayers (2018)

<u>OWNER NAME</u>	<u>TAXABLE VALUE REAL ESTATE</u>
First National Bank of Omaha	\$229,706,350
SFI LTD Partnership	170,274,200
East Campus Realty LLC	104,099,600
Westroads Mall LLC	92,748,100
168 th and Dodge LP	90,866,500
Conagra	89,512,670
Wal-Mart	89,703,400
City of Omaha	87,752,900
TD Ameritrade Service Co	87,466,500
Riverfront Campus Developers	84,225,900
Oak View Mall LLC	80,440,300
Quadtech LLC	77,130,600
First Data	75,955,600
Nebraska Furniture Mart	67,434,100
Target Corporation	59,989,600

Source: Douglas County Assessor's Records

Taxable Valuation and Tax Levies

Tax Year	Levy (¢/\$100 Taxable Value)	County-Wide Taxable Value*
2018-19	28.059	\$44,225,933,115
2017-18	28.059	42,036,416,590
2016-17	28.059	40,268,944,370
2015-16	28.059	39,038,137,635
2014-15	28.059	37,585,330,630

*Does not include motor vehicle valuations.

Source: Douglas County (2018-2019 Adopted Budget)

Net Taxable Sales – Based on Sales Tax

(Sales in Thousands of Dollars)

Year	Douglas County
2018	\$10,023,420
2017	9,351,531
2016	9,152,773
2015	8,925,845
2014	8,897,828

Source: Nebraska Department of Revenue

New Privately Owned Housing Units Authorized in Permit Issuing Places

Year	Units
2017	3,402
2016	2,703
2015	2,788
2014	2,572
2013	2,657

Source: U.S. Census Bureau (quickfacts)

APPENDIX D — FORM OF CONTINUING DISCLOSURE UNDERTAKING

Following is the form of Continuing Disclosure Certificate that will be entered into by the District pursuant to Securities and Exchange Commission Rule 15c2-12(d)(2).

This Continuing Disclosure Certificate, dated on or about February 17, 2020 is executed and delivered by Sanitary and Improvement District No. 446 of Douglas County, Nebraska (the “District”) in connection with the issuance by the District of \$1,660,000 in aggregate principal amount of its General Obligation Refunding Bonds, Series 2020 (the “Bonds”). The Bonds are being issued pursuant to a resolution dated January 9, 2020 (the “Resolution”) authorizing the issuance of the Bond and authorizing the District to enter into this Undertaking. In consideration of the purchase of such Bonds by the owners thereof, the District hereby covenants and agrees as follows:

- (a) The District does hereby covenant and agree and enters into this written undertaking (the “Undertaking”) for the benefit of the holders and beneficial owners of the Bonds required by Section (d)(2) of Securities and Exchange Commission Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (17 C.F.R. § 240.15c2-12) (the “Rule”). Capitalized terms used in this Undertaking and not otherwise defined in this Undertaking shall have the meanings assigned such terms in subsection (f) hereof. It being the intention of the District that there be full and complete compliance with the Rule, this Undertaking shall be construed in accordance with the written interpretative guidance and no-action letters published from time to time by the Securities and Exchange Commission and its staff with respect to the Rule.
- (b) The District represents and warrants that the aggregate amount of its outstanding municipal securities, including the Bonds, does not exceed \$10,000,000.
- (c) The District undertakes to provide, on or before the Record Date, Financial Information about the District to the MSRB, via UMB Bank, NA, as Dissemination Agent pursuant to a Dissemination Agent Agreement between the District and UMB Bank, NA (the “Dissemination Agent”), in an electronic format accompanied by identifying information as prescribed by the MSRB, to the extent that the District customarily prepares such Financial Information and makes it publicly available. The District shall provide any information or notice required by this Undertaking to the Dissemination Agent. The Dissemination Agent will not be responsible for compiling any of the information required to be provided by this Undertaking.
- (d) The District designates as the person from whom its Financial Information and Listed Event Notices can be obtained: Ms. Minda Barr, UMB Bank, NA, as Dissemination Agent, 7155 Lake Drive, West Des Moines, IA 50265.
- (e) If a Listed Event occurs while any Bonds are outstanding, the District, through the Dissemination Agent, shall provide a Listed Event Notice in a timely manner, not in excess of 10 business days after the occurrence of the event, to the MSRB. Each Listed Event Notice shall be so captioned and shall prominently state the date and title of the Bonds.
- (f) The following are the definitions of the capitalized terms used in this Undertaking and not otherwise defined in this Undertaking:
 - (1) “*Financial Information*” means the financial information or operating data with respect to the District presented in the Official Statement related to the Bonds, which is customarily prepared by the District and is publicly available. The District

customarily prepares and makes publicly available its Audited Financial Statements. In connection with its issues of warrants and bonds, the District from time to time prepares and makes publicly available its offering documents containing, among other things, financial information and operating data about the District.

- (2) “*Audited Financial Statements*” means the District’s annual financial statements, prepared in accordance with generally accepted accounting principles (“GAAP”) for governmental units as prescribed by the Government Accounting Standards Board (“GASB”), which financial statements shall have been audited by such auditor as shall then be required or permitted by the laws of the State of Nebraska.
- (3) “*Listed Event*” means any of the following events with respect to the Bonds:
 - (i) Principal and interest payment delinquencies;
 - (ii) Non-payment related defaults, if material;
 - (iii) Unscheduled draws on debt service reserves reflecting financial difficulties;
 - (iv) Unscheduled draws on credit enhancements reflecting financial difficulties;
 - (v) Substitution of credit or liquidity providers, or their failure to perform;
 - (vi) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701–TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
 - (vii) Modifications to rights of Bondholders, if material;
 - (viii) Bond calls, if material, and tender offers;
 - (ix) Defeasances;
 - (x) Release, substitution or sale of property securing repayment of the Bonds, if material;
 - (xi) Rating changes;
 - (xii) Bankruptcy, insolvency, receivership or similar event of the District;
 - (xiii) The consummation of a merger, consolidation or acquisition involving the District or the sale of all or substantially all of the assets of the District, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
 - (xiv) Appointment of a successor or additional paying agent or the change of name of a paying agent, if material;
 - (xv) Incurrence of a financial obligation of the District, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms

of a financial obligation of the District, any of which affect security holders, if material; and

- (xvi) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the District, any of which reflect financial difficulties.
- (4) “*Listed Event Notice*” means an electronic notice of a Listed Event.
- (5) “*MSRB*” means the Municipal Securities Rulemaking Board. As of July 1, 2009, the MSRB is the sole repository to which the District must electronically submit Financial Information, Audited Financial Statements, if any, and Listed Event Notices pursuant to this Undertaking. Reference is made to Commission Release No. 34-59062, December 8, 2008 (the “*Release*”) relating to the MSRB’s Electronic Municipal Market Access (“*EMMA*”) system for municipal securities disclosure that became effective on July 1, 2009. To the extent applicable to its Undertakings, the District shall comply with the Release and with EMMA.
- (6) “*Record Date*” means March 31 of each year, or such later date as the information comprising the Financial Information is customarily prepared and made publicly available.
- (g) The continuing obligation hereunder of the District to provide Financial Information, Audited Financial Statements, if any, and Listed Event Notices shall terminate immediately once the Bonds no longer are outstanding. This Undertaking, or any provision hereof, shall be null and void in the event that the District obtains an opinion of nationally recognized bond counsel to the effect that those portions of the Rule which require this Undertaking, or any such provision, are invalid, have been repealed retroactively or otherwise do not apply to the Bonds, provided that the District shall have provided notice of such delivery and the cancellation of this Undertaking to the MSRB.
- (h) This Undertaking may be amended, without the consent of the Bondholders, but only upon the District obtaining an opinion of nationally recognized bond counsel to the effect that such amendment, and giving effect thereto, will not adversely affect the compliance of this Undertaking with the Rule, provided that the District shall have provided notice of such delivery and of the amendment to the MSRB. Any such amendment shall satisfy, unless otherwise permitted by the Rule, the following conditions:
 - (1) The amendment may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law or change in the identity, nature or status of the District or type of business conducted;
 - (2) This Undertaking, as amended, would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and
 - (3) The amendment either (i) is approved by the Bondholders in the same manner as provided in the Resolution for amendments thereto with the consent of Bondholders, or (ii) does not, in the opinion of the Dissemination Agent or nationally recognized bond counsel, materially impair the interests of the Bondholders.

- (i) The initial Financial Information after the amendment shall explain, in narrative form, the reasons for the amendment and the effect of the change, if any, in the type of financial information being provided.
- (j) Any failure by the District to perform in accordance with this Undertaking shall not constitute an event of default with respect to the Bonds. If the District fails to comply herewith, any Bondholder or beneficial owner may take such actions as may be necessary and appropriate, including seeking specific performance by court order, to cause the District to comply with its obligations hereunder.

[Signature Page to Follow]

THIS CERTIFICATE IS EXECUTED AND DATED February 17, 2020

SANITARY AND IMPROVEMENT
DISTRICT NO. 446 OF DOUGLAS
COUNTY, NEBRASKA

By: _____
Chair, Board of Trustees