

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.

\$1,600,000
SANITARY AND IMPROVEMENT DISTRICT NO. 455
OF DOUGLAS COUNTY, NEBRASKA
(Indian Creek Business Park)
GENERAL OBLIGATION REFUNDING BONDS
SERIES 2020

Dated: March 18, 2020

Due: September 15, as shown below

Sanitary and Improvement District No. 455 of Douglas County, Nebraska (Indian Creek Business Park), 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 March 15, 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	2021	\$130,000	1.85%	100%	Serial	2029	\$ 80,000	2.50%	100%
Serial	2022	125,000	1.95	100	Serial	2030	85,000	2.60	100
Serial	2023	75,000	2.00	100	Serial	2031	90,000	2.70	100
Serial	2024	75,000	2.05	100	Serial	2032	95,000	2.75	100
Serial	2025	75,000	2.10	100	Serial	2033	95,000	2.80	100
Serial	2026	75,000	2.20	100	Serial	2034	100,000	2.85	100
Serial	2027	75,000	2.30	100	Serial	2035	100,000	2.90	100
Serial	2028	85,000	2.40	100	Serial	2040	240,000	3.15	100

(plus accrued interest from March 18, 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. Kuehl Capital Corporation has provided municipal advisor services to the District in connection with the offering of the Bonds. Kutak Rock LLP, Disclosure Counsel, will provide certain legal advice to the District 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 March 18, 2020.

AMERITAS INVESTMENT COMPANY, LLC

Dated: February 3, 2020

**SANITARY AND IMPROVEMENT DISTRICT
NO. 455
OF DOUGLAS COUNTY, NEBRASKA**

BOARD OF TRUSTEES

Brett Gottsch..... Chair
William Gottsch Clerk
Jeff Jackson Trustee
Tammy Zvacek..... Trustee
Charles Olson Trustee

BOND COUNSEL

Kutak Rock LLP

ATTORNEY FOR DISTRICT

Fullenkamp Jobeun Johnson & Beller LLP

PAYING AGENT AND REGISTRAR

UMB Bank, NA

MUNICIPAL ADVISOR

Kuehl Capital Corporation

ACCOUNTANT

Lengemann & Associates, P.C.

UNDERWRITER

Ameritas Investment Company, LLC

DISCLOSURE 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

\$1,600,000
SANITARY AND IMPROVEMENT DISTRICT NO. 455
OF DOUGLAS COUNTY, NEBRASKA
(INDIAN CREEK BUSINESS PARK)
GENERAL OBLIGATION REFUNDING BONDS
SERIES 2020

INTRODUCTION

This Official Statement has been prepared in connection with the offer for sale of \$1,600,000 in aggregate principal amount of General Obligation Refunding Bonds, Series 2020 (the “Bonds”) issued by Sanitary and Improvement District No. 455 of Douglas County, Nebraska (Indian Creek Business Park), 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. Gottsch Development Co. (the “Developer”) established the District in December of 1999.

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 Kuehl Capital Corporation, acting as municipal advisor for the District, at Suite 1, 14747 California Street, Omaha, Nebraska 68154, 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 March 18, 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.

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 February 3, 2020, which Resolution authorized the issuance and sale of the Bonds. The District previously issued its General Obligation and Refunding Bonds, Series 2015, dated June 15, 2015 in the original aggregate principal amount of \$1,850,000 (the “Prior Bonds”). The District used the proceeds of the Prior Bonds to refund and redeem (i) the District’s General Obligation Bonds, Series 2010 (the “Prior Refunded Bonds”) and (ii) construction fund warrants issued by the District to pay the costs of installing the public improvements and public infrastructure in the District. 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 June 15, 2021 are subject to redemption, in whole or in part, prior to maturity at the option of the District at any time on or after June 15, 2020 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 fund an escrow to be held by UMB Bank, N.A., as Escrow Agent (the “Escrow Agent”) under an Escrow Agreement (the “Escrow Agreement”) by and between the District and the Escrow Agent. The Escrow Agent will apply the proceeds held under the Escrow Agreement to refund on a current refunding basis on June 15, 2020 (the “Redemption Date”) \$1,490,000 of the outstanding aggregate principal amount of the Prior Bonds (the “Refunded Bonds”). The District will use Bond Fund cash to pay the principal and interest payment due on the 2020 maturity of the Prior Bonds on June 15, 2020. This payment will be excluded from the Escrow Agreement. The District’s General Obligation Bonds, Series 2018, and its General Obligation Bonds, Series 2019 (collectively, the “Parity Bonds”), which are secured on parity with the Bonds, are outstanding in the aggregate principal amounts of \$800,000 and \$1,200,000.

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 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 March 15, 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 transfer to the Escrow Agent and to be deposited and disbursed in accordance with the Escrow Agreement. 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)	\$1,600,000.00
Bond Fund Cash	<u>13,198.75</u>
Total	<u>\$1,613,198.75</u>

Uses:

Escrow Deposit for Principal Redemption of Refunded Bonds.....	\$1,490,000.00
Escrow Deposit for Interest on Refunded Bonds to the Redemption Date	28,498.75
Cost of Issuance (including underwriter's discount)	<u>94,700.00</u>
Total	<u>\$1,613,198.75</u>

BONDHOLDERS' RISKS**Adverse Property Sale Conditions**

The development and sale of 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 the District. Other factors influencing decisions to buy property in the 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 the District. The ultimate consequence of such adverse conditions may be an inability by the District to pay its debts, including the Bonds.

The financial strength, ability and reputation of the Developer is critical, because, although the Developer is not directly obligated on the Bonds, business problems or business failure on the part of the Developer would likely cause delays in the development of the District. The Developer owns a substantial portion of the real property within the District. Because of this concentration of ownership and development responsibilities in the Developer, the business risks of the Developer particularly impact the District.

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. 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 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 District consists of 23 commercial lots, 12 of which lots contains constructed buildings. The 12 developed lots include a 15,000 square foot retail building owned by Walgreen's, a 9,000 square foot Charter West National Bank building, a 10,000 square foot office/retail building owned by Woodsonia-Indian Creek LLC, a 10,000 square foot office/retail building that is owned by three companies: MFI LP, Flash Inc., and 4Lee LLC, a 4,000 square foot dentist office, a 3,400 square foot First National Bank branch, a 14,500 square foot retail strip center that is occupied by the Goodlife Bar and Grill and a T-Mobile store, a 7,700 square foot day care, a 2,700 square foot Runza restaurant, a 4,000 square foot First Nebraska Credit Union and a 65,000 office building owned and occupied by OCI. In addition, the Developer currently owns a significant percent of the overall taxable valuation of the District. The risk of delay in payment of the principal and interest on the Bonds due to a bankruptcy filing by a single property owner will decrease upon the development and sale of the District's remaining 11 commercial lots. However, due to the small number of lots in the District, each property owner does own or will own a substantial percentage of the overall taxable valuation. This concentration of ownership heightens the bankruptcy risk usually associated with debt of sanitary and improvement districts. See "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.

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."

MUNICIPAL ADVISOR

The District has retained the firm of Kuehl Capital Corporation, Omaha, Nebraska, to provide municipal advisor services in connection with the offering of the Bonds.

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 Company, LLC is purchasing the Bonds from the District for resale at a purchase price of \$1,568,000 (principal amount of the Bonds, less an underwriting discount of \$32,000), plus accrued interest, if any. Ameritas Investment Company, LLC 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. Lengemann & Associates, 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. 455 OF DOUGLAS COUNTY, NEBRASKA

By /s/ Brett Gottsch
Chair

APPENDIX A — GENERAL INFORMATION

SANITARY AND IMPROVEMENT DISTRICT NO. 455 OF DOUGLAS COUNTY, NEBRASKA

(Indian Creek Business Park)

The District

Gottsch Development Co. (the “Developer”) established Sanitary and Improvement District No. 455 of Douglas County, Nebraska, commonly known as Indian Creek Business Park, (the “District”) in December of 1999, in accordance with Section 31-727 et seq., Reissue Revised Statutes of Nebraska, as amended (the “Act”). The District, the City of Elkhorn (now the City of Omaha by annexation) and the Developer entered into a Subdivision Agreement pursuant to which the City of Elkhorn 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 its water and gas service from the Metropolitan Utilities District. Omaha Public Power District and the City of Omaha provide the District and its residents with electrical service and sanitary sewer service, respectively.

District Development

The District consists of approximately 40 acres located east of 204th Street and north of West Maple Road in northwest Omaha, Nebraska. The District includes 23 commercial lots. Development of the District as a commercial subdivision is progressing in two phases. Phase I is platted into 11 lots ranging in size from 1 to 1.75 acres. Phase II contains 12 platted lots of similar size except for Lot #1 which contains approximately 10 acres. Hy-Vee currently owns this lot, but has no immediate plans to construct a building.

Currently, built or under construction buildings occupy 12 lots in the District. Developments on the 12 lots include a 15,000 square foot retail building owned by Walgreen’s, a 9,000 square foot Charter West National Bank building, a 10,000 square foot office/retail building owned by Woodsonia-Indian Creek LLC, a 10,000 square foot office/retail building that is owned by three companies: MFI LP, Flash Inc., and 4Lee LLC, a 4,000 square foot dentist office, a 3,400 square foot First National Bank branch, a 14,500 square foot retail strip center that is occupied by the Goodlife Bar and Grill and a T-Mobile store, a 7,700 square foot day care, a 2,700 square foot Runza restaurant, a 4,000 square foot First Nebraska Credit Union and a 65,000 office building owned and occupied by OCI.

Children’s Hospital Medical Center (“Children’s”) is building a clinic on a 2.45 acre lot. The District anticipates the land on which the clinic resides to be exempt from taxes. Accordingly, Children’s and the District have entered into a contract that requires Children’s to make annual payments in lieu of taxes.

Board of Trustees

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

Name	Position
Brett Gottsch	Chair
William Gottsch	Clerk
Jeff Jackson	Trustee
Tammy Zvacek	Trustee
Charles Olson	Trustee

All members of the Board of Trustees are associated with the Developer, with the exception of Charles Olson. Mr. Olson is the owner of OCI. Thus, the Developer effectively controls the decisions of the Board of Trustees relating to District matters, including the letting of construction contracts and the issuance of bonds and warrants. 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. As provided by the Act, over a period of six to eight years, the control of the District by the Developer through the Board of Trustees may shift to the property owners of the District.

Financial Information

As of March 18, 2020, the District will have outstanding general obligation bonds in the principal amount of \$3,600,000 and outstanding construction fund warrants in the amount of \$519,644.27.

The District's 2019/2020 Bond Fund tax levy is set at \$0.727 and the General Fund tax levy is set at \$0.173 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 \$30,220,185. The estimate of the 2020 taxable valuation of the District, which includes development currently under construction but not fully valued on the tax rolls, is \$38,347,400. Based upon this estimate of the 2020 taxable valuation, the District projects that the Bond Fund levy necessary to pay the annual principal and interest requirements on the Bonds and the Parity Bonds through maturity will not exceed \$0.65 per \$100 of taxable valuation. The District projects that the taxable valuation upon full development of the District in the year 2026 will be \$65,000,000. Based upon this estimate of the fully developed taxable valuation, the District projects that the Bond Fund levy necessary to pay the annual principal and interest requirements on the Bonds and the Parity Bonds through maturity will not exceed \$0.47 per \$100 of taxable valuation. The actual Bond Fund levy will depend upon the actual taxable valuation at the time the levy is set.

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 $\frac{1}{2}\%$. 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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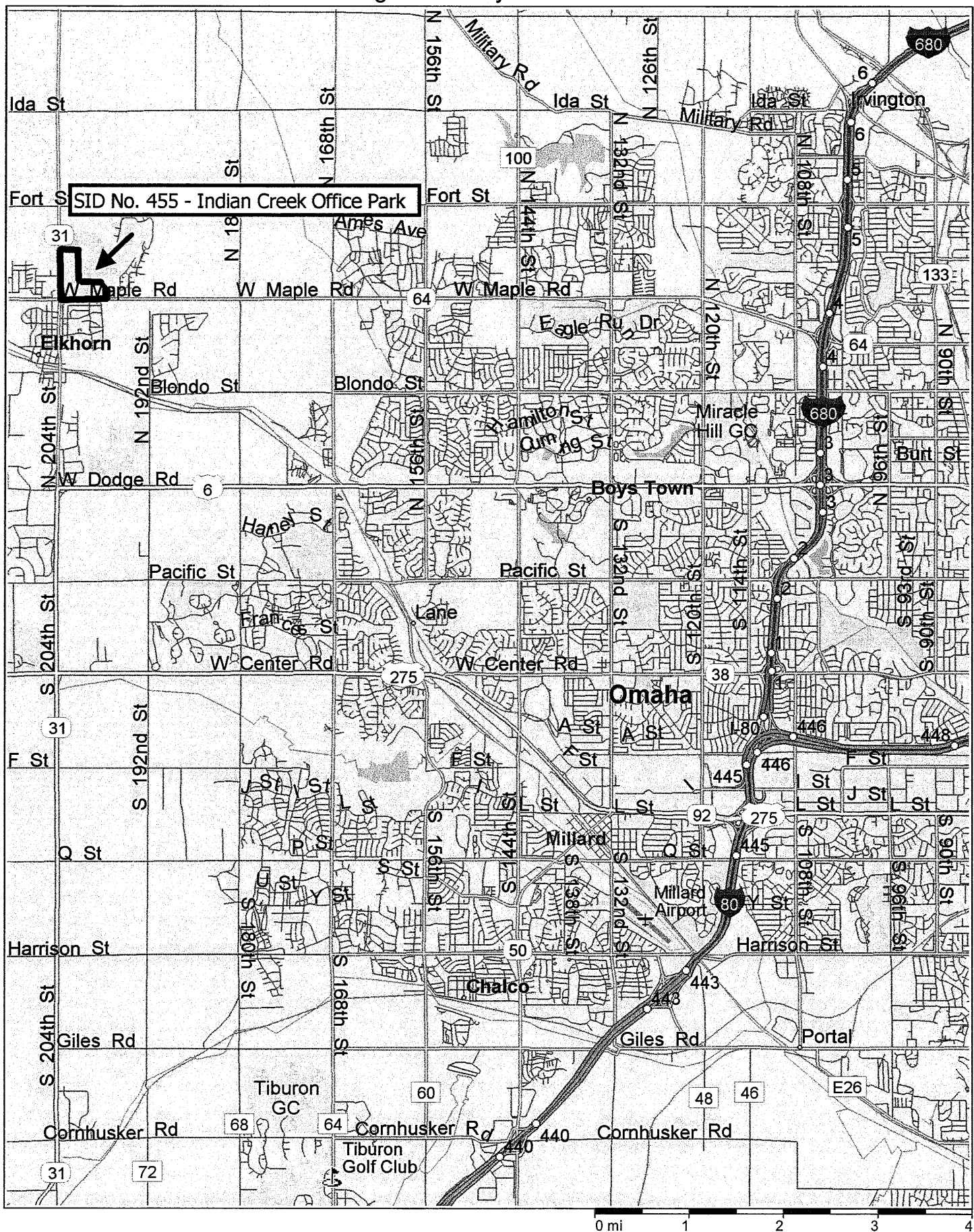
DEBT SERVICE REQUIREMENTS

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	\$ 61,800.00	\$ 0.00	\$ 0.00	19,712.15	81,512.15
2021	76,800.00	130,000.00	20,046.25	20,046.25	246,892.50
2022	81,800.00	125,000.00	18,843.75	18,843.75	244,487.50
2023	136,612.50	75,000.00	17,625.00	17,625.00	246,862.50
2024	139,287.50	75,000.00	16,875.00	16,875.00	248,037.50
2025	141,767.50	75,000.00	16,106.25	16,106.25	248,980.00
2026	139,060.00	75,000.00	15,318.75	15,318.75	244,697.50
2027	141,352.50	75,000.00	14,493.75	14,493.75	245,340.00
2028	133,465.00	85,000.00	13,631.25	13,631.25	245,727.50
2029	140,765.00	80,000.00	12,611.25	12,611.25	245,987.50
2030	137,675.00	85,000.00	11,611.25	11,611.25	245,897.50
2031	134,600.00	90,000.00	10,506.25	10,506.25	245,612.50
2032	136,525.00	95,000.00	9,291.25	9,291.25	250,107.50
2033	138,255.00	95,000.00	7,985.00	7,985.00	249,225.00
2034	134,790.00	100,000.00	6,655.00	6,655.00	248,100.00
2035	136,325.00	100,000.00	5,230.00	5,230.00	246,785.00
2036	272,665.00	0.00	3,780.00	3,780.00	280,225.00
2037	268,740.00	0.00	3,780.00	3,780.00	276,300.00
2038	269,627.50	0.00	3,780.00	3,780.00	277,187.50
2039	270,140.00	0.00	3,780.00	3,780.00	277,700.00
2040	0.00	240,000.00	3,780.00	3,780.00	247,560.00
TOTAL	\$3,092,052.50	\$1,600,000.00	\$215,730.00	\$235,442.15	\$5,143,224.65

LOCATION MAP

Douglas County SID No. 455



SELECTED FINANCIAL INFORMATION

CALLED BONDS AS OF 6/15/2020

SERIES 2015 BONDS TO BE REFUNDED	1,490,000.00
INTEREST TO CALL DATE (6/15/2020)	28,498.75

TOTAL REFUNDING PROCEEDS REQUIRED

1,518,498.75

BOND ISSUE SERIES 2020

REFUNDED BOND PRINCIPAL & INTEREST TO CALL DATE	1,518,498.75
PLUS: UNDERWRITER'S DISCOUNT (2.00%)	32,000.00
PLUS: MUNICIPAL ADVISOR (3.00%)	48,000.00
PLUS: COST OF ISSUANCE	14,700.00
LESS: CASH FROM THE BOND SINKING FUND	13,198.75

SERIES 2020 BOND ISSUE

1,600,000.00

BOND FUND AS OF 11/30/2019

CASH	244,550.32
INVESTMENTS	0.00

TOTAL CASH & INVESTMENTS

244,550.32

USE OF BOND FUND CASH

LESS: CASH FROM THE BOND FUND ON 3/18/2020	13,198.75
SERIES 2015 BOND INTEREST PAYMENT ON 12/15/2019	29,436.25
SERIES 2018 BOND INTEREST PAYMENT ON 2/15/2020	15,000.00
SERIES 2015 BOND PRINCIPAL & INTEREST PAYMENT ON 6/15/2020	75,937.50

BOND FUND BALANCE UPON ISSUANCE OF 2020 BONDS

110,977.82

COST OF ISSUANCE PAID WITH BOND PROCEEDS

BOND COUNSEL	6,400.00
SID ATTORNEY	8,000.00
REGISTRAR & PAYING AGENT	300.00

TOTAL PROFESSIONAL FEES

14,700.00

SPECIAL ASSESSMENTS OUTSTANDING AS OF 11/30/2019

0.00

REMAINING DEBT (estimated as of 3/18/2020)

WARRANT BALANCE	519,644.27
BOND BALANCE	3,600,000.00

TOTAL DEBT

4,119,644.27

APPENDIX B — FINANCIAL INFORMATION & ANNUAL AUDIT

**SANITARY AND IMPROVEMENT DISTRICT NO. 455
OF DOUGLAS COUNTY, NEBRASKA—**

Part One

Selected District Financial Information

STATEMENT OF DEBT AND DEBT RATIOS

Direct Debt

Construction Fund Warrants	\$ 519,644
General Obligation Bonds Series 2018	\$ 800,000
General Obligation Bonds Series 2019	\$ 1,200,000
General Obligation Refunding Bonds Series 2020	\$ 1,600,000
Total Direct Debt	\$ 4,119,644

District Assets

Bond Fund Cash (Upon the Issuance of the Bonds)	\$ 110,978
Uncollected Special Assessments	\$ -
Net District Assets	\$ 110,978

Net Direct Debt (Direct Debt, less Bond Fund Cash and Uncollected Special Assessments): \$ 4,008,666

Overlapping General Obligation Debt

Elkhorn Public School District	\$ 1,709,079
Douglas County	\$ 60,730
Elkhorn Fire District	\$ 5,835
Total Overlapping General Obligation Debt	\$ 1,775,643

Total Direct & Overlapping General Obligation Debt	\$ 5,895,288
Total Net Direct & Overlapping General Obligation Debt	\$ 5,784,310

Ratios of Debt to Taxable Valuations

2019 Taxable Valuation	\$ 30,220,185
Estimate of Built or Under Construction Taxable Valuation	\$ 38,347,400
Estimate of Fully Developed Taxable Valuation	\$ 65,000,000
Ratio of Direct Debt to 2019 Taxable Valuation	13.63%
Ratio of Direct Debt to Estimate of Built or Under Construction Taxable Valuation	10.74%
Ratio of Direct Debt to Estimate of Fully Developed Taxable Valuation	6.34%
Ratio of Direct Debt and Overlapping Debt to 2019 Taxable Valuation	19.51%
Ratio of Direct Debt and Overlapping Debt to Estimate of Built or Under Construction Taxable Valuation	15.37%
Ratio of Direct Debt and Overlapping Debt to Estimate of Fully Developed Taxable Valuation	9.07%
Ratio of Net Direct Debt to 2019 Taxable Valuation	13.26%
Ratio of Net Direct Debt to Estimate of Built or Under Construction Taxable Valuation	10.45%
Ratio of Net Direct Debt to Estimate of Fully Developed Taxable Valuation	6.17%
Ratio of Net Direct Debt & Overlapping Debt to 2019 Taxable Valuation	19.14%
Ratio of Net Direct Debt & Overlapping Debt to Estimate of Built or Under Construction Taxable Valuation	15.08%
Ratio of Net Direct Debt & Overlapping Debt to Estimate of Fully Developed Property Valuation	8.90%

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

OVERLAPPING DEBT

	2019 Taxable Valuation	Outstanding Bonds as of 12/31/19	Outstanding Bonds Applicable to SID No. 455
Elkhorn Public School District	\$6,692,087,795	\$298,255,000	\$1,709,079
Douglas County	\$47,399,345,255	\$75,065,000	60,730
Elkhorn Fire	\$3,548,710,630	\$540,000	5,835
Total			<u>\$1,775,644</u>

Source: Douglas County Assessor & Nebraska State Auditor Website

TOTAL PROPERTY TAX LEVIES
Sanitary and Improvement District No. 455
Of Douglas County, Nebraska
(Levy rates are dollars per \$100 of actual valuation)

	<u>2019/2020</u>	<u>2018/2019</u>	<u>2017/2018</u>
SID No. 455 Tax Levy			
Bond Fund	0.72700	0.68500	0.68000
General Fund	0.17300	0.21500	0.22000
Total	0.90000	0.90000	0.90000
 Other Taxing Entities			
Douglas County	0.29559	0.28059	0.28059
County Library	0.02085	0.02789	0.02671
Metro Community College	0.09500	0.09500	0.09500
Papio/Missouri NRD	0.03738	0.03759	0.03780
City/County Building	0.01700	0.01700	0.01500
ESU No. 3	0.01500	0.01500	0.01500
Learning Community	0.01605	0.01625	0.01625
Elkhorn Fire District	0.08566	0.10735	0.14205
Elkhorn Public School District	1.41500	1.39000	1.36000
	1.99753	1.98667	1.98840
 Total Levy SID No. 455	2.89753	2.88667	2.88840

Source: Douglas County Clerk

PROPERTY TAX COLLECTIONS
Sanitary and Improvement District No. 455
of Douglas County, Nebraska
(as of November 30, 2019)

<u>Year</u>	<u>Due *</u>	<u>Levied</u>	<u>Collected</u>	<u>Percent Collected</u>
2019/2020	12/31/2019	\$266,542	\$-0-	0.00%
2018/2019	12/31/2018	\$208,935	\$197,316	94.44%
2017/2018	12/31/2017	\$182,002	\$173,628	95.40%

* 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 did 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

Largest District Property Taxpayer(s)	2019 Taxable Valuation	Percent of 2019 Taxable Valuation
GOTTSCH LAND CO	4,297,200.00	14.22%
REALTY INCOME PROPERTIES 31 L	3,160,800.00	10.46%
CHARTER WEST NATIONAL BANK	2,874,700.00	9.51%
3IRON LLC	2,864,100.00	9.48%
HY-VEE INC	2,450,400.00	8.11%
INDIAN CREEK ONE LLC	2,119,200.00	7.01%
FIRST NATIONAL BANK OMAHA	1,956,700.00	6.47%
RURAL MEDIA GROUP INC	1,477,000.00	4.89%
BJR ELKHORN LLC	1,278,500.00	4.23%
HARTMAN RICHARD E	1,094,800.00	3.62%
METHODIST PHYSICIANS CLI ETAL	1,067,200.00	3.53%
WOODSONIA-INDIAN CREEK LLC	1,063,800.00	3.52%
IND LLC	923,200.00	3.05%
CHILDRENS HOSPITAL MEDICAL CTR	745,200.00	2.47%
4LEE LLC	398,500.00	1.32%
FIRST NEBRASKA CREDIT UNION	392,900.00	1.30%

Source: Douglas County Assessor

DISTRICT DEVELOPMENT

District Build Out	<u>Built or Under Construction Homes</u>	<u>Platted Lots</u>	<u>Percent Complete</u>
Single Family Lots	12	23	52.17%

Source: Market Graphics

Part Two of Appendix B

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

Sanitary and Improvement District
No. 455 of Douglas County, Nebraska

Financial Statements
and Independent Auditors' Reports

June 30, 2019

**Sanitary and Improvement District
No. 455 of Douglas County, Nebraska**

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Supplemental Information

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Lengemann & Associates, P.C.

Certified Public Accountants

www.lengemanncpa.com

INDEPENDENT AUDITORS' REPORT

Board of Trustees
Sanitary and Improvement District
No. 455 of Douglas County, Nebraska:

We have audited the accompanying financial statements of the governmental activities and each major fund of the Sanitary and Improvement District No. 455 of Douglas County, Nebraska (hereinafter the "District"), 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 table of contents.

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 from 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 auditor's 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 auditor considers 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.

Opinion

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 the Sanitary and Improvement District No. 455 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

Management has omitted the Management's Discussion and Analysis that accounting principles generally accepted in the United States of America requires to be presented to supplement the basic financial statements. Such missing 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. Our opinions on the basic financial statements are not affected by this missing information.

Accounting principles generally accepted in the United States of America require that the budgetary comparison information on page 13 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.

Supplementary Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The supplemental information included in the supplementary schedules on pages 14-18 is presented for purposes of additional analysis and is not a required part of the basic financial statements.

The supplemental information included in the supplementary schedules on pages 14-18 is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplemental information included in the supplementary schedules on pages 14-18 is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Information

Schedule 5 – Board of Trustees and Related Bonds on page 19 has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on it.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Accounting Standards* we have also issued our report dated December 15, 2019 on our consideration of the District's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements. The purpose of that report is solely 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 effectiveness of the District's 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.

Lengemann & Associates, P. C.

Lengemann & Associates, P.C.
Papillion, Nebraska
December 15, 2019

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Governmental Funds Balance Sheet and Statement of Financial Position

June 30, 2019

	General	Debt		Reconciling	Statement
	Fund	Service	Total	Items	of
ASSETS		Fund			Financial Position
Cash - County Treasurer	\$ 7,127	\$ 227,845	\$ 234,972	\$ -	\$ 234,972
Taxes receivable	18,608	64,994	83,602	-	83,602
Capital assets, net of accum. depr.	-	-	-	2,064,158	2,064,158
TOTAL ASSETS	\$ 25,735	\$ 292,839	\$ 318,574	\$ 2,064,158	\$ 2,382,732
LIABILITIES					
Accounts payable	\$ 29,831	\$ 15,729	\$ 45,560	\$ -	\$ 45,560
Accrued interest	-	-	-	20,183	20,183
Warrants outstanding					
Due within one year	-	-	-	6,748	6,748
Due after one year	-	-	-	340,453	340,453
Bonds outstanding					
Due within one year	-	-	-	75,000	75,000
Due after one year	-	-	-	3,490,000	3,490,000
TOTAL LIABILITIES	29,831	15,729	45,560	3,932,384	3,977,944
FUND BALANCES/NET POSITION					
Fund Balances-					
Unassigned	(4,096)	-	(4,096)	4,096	-
Total Fund Balances	(4,096)	277,110	273,014	(273,014)	-
TOTAL LIAB. AND FUND BALANCES	\$ 25,735	\$ 292,839	\$ 318,574		
Net investment in capital assets				(1,500,842)	(1,500,842)
Restricted for debt service				(83,526)	(83,526)
Unrestricted				(10,844)	(10,844)
Total Net Position				(1,595,212)	(1,595,212)
TOTAL LIABILITIES AND NET POSITION				\$ 2,064,158	\$ 2,382,732

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

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

Year Ended June 30, 2019

	General Fund	Debt Service Fund	Total	Reconciling Items	Statement of Activities
REVENUES:					
Property taxes levied	\$ 51,073	\$ 164,382	\$ 215,455	\$ -	\$ 215,455
Interest on taxes	10	24	34	-	34
Special assessments	-	622,178	622,178	-	622,178
Interest on special assessments	-	5,937	5,937	-	5,937
State motor vehicle tax allocation	117	370	487	-	487
Miscellaneous income	4	16,606	16,610	-	16,610
Total revenues	51,204	809,497	860,701	-	860,701
EXPENDITURES/EXPENSES:					
Current:					
Collection fee - County Treasurer	980	15,655	16,635	-	16,635
Electricity	7,012	-	7,012	-	7,012
Engineering	6,601	139,421	146,022	-	146,022
Insurance	3,513	-	3,513	-	3,513
Interest on warrants	262	17,934	18,196	(5,274)	12,922
Legal and accounting fees	7,690	77,203	84,893	-	84,893
Fiscal agent fees	6,063	16,638	22,701	-	22,701
Repairs and maintenance	31,492	25,226	56,718	-	56,718
Capital outlay:					
Improvements	-	119,935	119,935	(119,935)	-
Depreciation	-	-	-	86,832	86,832
Debt service:					
Principal	-	75,000	75,000	(75,000)	-
Interest	-	127,918	127,918	(2,558)	125,360
Total expenditures/expenses	63,613	614,930	678,543	(115,935)	562,608
Excess (deficiency) of revenues over expenditures/expenses	(12,409)	194,567	182,158	115,935	298,093
OTHER FINANCING SOURCES (USES):					
Issuance of warrants	44,694	546,630	591,324	(591,324)	-
Warrants retired	(56,257)	(1,588,299)	(1,644,556)	1,644,556	-
Bond issue proceeds	-	1,200,000	1,200,000	(1,200,000)	-
Total other financing sources (uses)	(11,563)	158,331	146,768	(146,768)	-
Excess (deficiency) of revenues over expenditures and other financing sources (uses)	(23,972)	352,898	328,926	(328,926)	-
Change in net position	-	-	-	298,093	298,093
Fund balances/net position:					
Beginning of the year	19,876	(75,788)	(55,912)	-	(1,893,305)
End of the year	\$ (4,096)	\$ 277,110	\$ 273,014	\$ -	\$ (1,595,212)

See accompanying notes to financial statements

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Reconciliation of the Statement of Revenues, Expenditures/Expenses, and Changes in Fund Balances of Governmental Funds to the Statement of Activities

June 30, 2019

TOTAL NET CHANGE IN FUND BALANCES - GOVERNMENTAL FUNDS	\$	328,926
---	-----------	----------------

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

Governmental funds report capital outlays as expenditures, but they are shown as increases in capital assets in the government-wide financial statements	119,935
Depreciation is not recognized as an expenditure in governmental funds since it does not require the use of current financial resources. The effect of the current year's depreciation is to decrease net position	(86,832)
Current year long-term debt principal payments are reported as expenditures in the governmental funds, but shown as a reduction in long-term debt in the statement of net position	75,000
Net warrants issued/redeemed are reported as other financing sources/uses in the governmental funds, but as increases/decreases in long-term debt in the government-wide financial statements	1,053,232
Proceeds from new bond issues are reported as other financing sources in the governmental funds, but as increases in long-term debt in the government-wide financial statements	(1,200,000)
In the statement of activities, interest expense is accrued on long-term debt, whereas in governmental funds, interest is reported when due	7,832

CHANGE IN NET POSITION OF GOVERNMENTAL ACTIVITIES	\$	298,093
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Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Notes to Financial Statements

June 30, 2019

1. Summary of Significant Accounting Policies

A. Reporting Entity

The District is a governmental subdivision created December 17, 1999 with the filing of the Petition and Articles of Association with the Secretary of State, State of Nebraska. The District was formed for the purpose of infrastructure construction and to arrange for basic utility services.

The Board of Trustees, consisting of 4 members, has governance responsibilities over all activities related to streets, utility systems, and other public improvements within the jurisdiction of the District. The accompanying financial statements present the District's entire reporting entity - there are no component units, in accordance with generally accepted accounting principles.

B. Government-wide and Fund Financial Statements

The basic financial statements include both government-wide and fund financial statements. The government-wide financial statements include the Statement of Financial Position and the Statement of Activities, which report financial information for all activities of the District. Individual funds are not displayed and internal activity between funds is eliminated. Governmental activities include programs supported primarily by taxes and other intergovernmental revenue. The District has no business type activities that rely, to a significant extent, on fees and charges for support.

The Statement of Activities demonstrates the degree to which the direct expenses of a given function are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function. Program revenues include 1) charges to customers or applicants who purchase, use or directly benefit from goods, services, or privileges provided by a given function and 2) grants and contributions that are restricted to meeting operational or capital requirements of a particular function. Taxes and other items not properly included among program revenues are reported instead as general revenues.

The District presents combined government-wide and fund financial statements. Major individual governmental funds are reported as separate columns. The following is a description of the District's two major governmental funds:

General Fund

The general fund is the main 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 and report financial resources that are restricted, committed or assigned to expenditures for principal and interest.

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Notes to Financial Statements

1. Summary of Significant Accounting Policies - Continued

C. *Measurement Focus and Basis of Accounting*

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when they occur and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows.

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. The District issues warrants to pay liabilities of the District instead of cash on hand, thus the District considers revenues to be available if they are collected within one year of the end of the current fiscal period because warrants are generally paid within a year. Expenditures generally are recorded when a liability is incurred, as under accrual accounting.

D. *Budgets and Budgetary Accounting*

The District is required to adopt an annual operating budget for all the funds which the District controls. These budgeted appropriations lapse at fiscal year end June 30, 2019.

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

- (1) In August 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 on or before September 20.
- (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 supplemental appropriations during the year. There were no supplemental appropriations during fiscal year ended June 30, 2019.

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.

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Notes to Financial Statements

1. Summary of Significant Accounting Policies - Continued

D. Budgets and Budgetary Accounting - Continued

A reconciliation of the differences between the basis of accounting for 2019, is presented below:

	General Fund	Debt Service Fund
Excess of revenues and other sources over expenditures and other uses of financial resources- budgetary non-GAAP basis	\$ 3,928	\$ 139,049
Adjustments:		
Receivables	1,930	9,306
Payables	(29,830)	204,543
Excess (deficiency) of revenues over expenditures and other financing sources (uses) - GAAP basis	<u>\$ (23,972)</u>	<u>\$ 352,898</u>

E. Restricted Assets

All assets in a debt service (bond or construction) fund are restricted and may be used only for the purpose of the fund, which is to pay off the debt of the District. Typical assets include cash, investments, and taxes receivable.

F. Deposits

Custodial credit risk is the risk that in the event of a bank failure, a government's deposits may not be returned to it. The District's deposit policy for custodial credit risk requires compliance with the provisions of state law.

State Statutes 15-846 and 15-847 R.R.S., 1943 require banks either to give bond or to pledge government securities (types of which are specifically identified in the statutes) to the District Treasurer in the amount of the District's deposits. The statutes allow pledged securities to be reduced by the amount of the deposits insured by the Federal Deposit Insurance Corporation (FDIC).

At June 30, 2019, the District's cash deposits in excess of the \$250,000 FDIC limits are covered by collateral held by an agent for the District in the District's name and thus no custodial credit risk exists.

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Notes to Financial Statements

1. Summary of Significant Accounting Policies - Continued

G. Capital Assets

Capital assets, which consist primarily of infrastructure, are reported in the government-wide statement of financial position but are not reported in the fund financial statements. All capital assets are capitalized at historical cost (or estimated historical cost) and updated for additions and retirements during the year. Depreciation is provided over the estimated useful lives of the related assets using the straight-line method. The estimated useful lives for significant capital assets are as follows:

Water & Gas Distr. System	50	years
Sanitary Sewer	50	years
Sewer & Paving	25	years
Electrical System	30	years
Park Improvements	30	years
Capital Facilities	10	years

A summary of capital assets is as follows:

	<u>6/30/2018</u>	<u>Additions</u>	<u>6/30/2019</u>
Water & Gas Distr. System	\$ 416,758	\$ -	\$ 416,758
Sanitary Sewer	628,102	(191,571)	436,531
Sewer & Paving	1,380,780	311,505	1,692,285
Electrical System	71,156	-	71,156
Park Improvements	34,209	-	34,209
Capital Facilities	248,211	-	248,211
	<u>2,779,216</u>	<u>119,934</u>	<u>2,899,150</u>
Accumulated Depreciation	<u>(748,160)</u>	<u>(86,832)</u>	<u>(834,992)</u>
Net Capital Assets	<u>\$ 2,031,056</u>	<u>\$ 33,102</u>	<u>\$ 2,064,158</u>

H. Credit Risk

The District's credit risk relates to receivables for property taxes, sewer connection fees and special assessments which are due from property owners within the boundaries of the District and cash on deposit with the Douglas County Treasurer.

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Notes to Financial Statements

1. Summary of Significant Accounting Policies - Continued

I. Property Taxes

Property taxes, which constitute the District's principal source of tax revenue, are levied in September based on the assessed value of property and attach as an enforceable lien on the property as of December 31. Assessed values are an approximation of market value. Property taxes are delinquent on April 1 (first half) and August 1 (second half). The Douglas County Treasurer bills and collects all property taxes for the District.

The District has levied taxes for 2018-2019 at a rate of \$.9000 per \$100 of actual value of taxable property. The 2018-2019 taxes based on this levy are as follows:

	General Fund	Debt Service Fund
Valuation of taxable property	\$ 23,688,735	\$ 23,688,735
Tax levy	0.2150	0.6850
2018-2019 taxes assessed	<u>\$ 50,932</u>	<u>\$ 162,268</u>

There were no delinquent taxes, therefore no allowance for uncollectible taxes is provided.

J. Use of Restricted/Unrestricted Net Position and Fund Balances

The District's policy is to first apply unrestricted resources when a cost is incurred for purposes for which both restricted and unrestricted resources are available.

K. Income Taxes

As a government subdivision, the District is not subject to federal or state income taxes.

L. Net Position

Net position presents the difference between assets and liabilities and deferred inflows of resources in the statement of financial position. Net investment in capital assets is reduced by the outstanding balances of any borrowings used for the acquisition, construction, or improvement of those assets. Net position is reported as restricted when there are legal limitations imposed on their use by the District's constitutional provisions or external restrictions by creditors, grantors, laws, or regulations of other governments. All other resources that do not meet the previous definition constitute "unrestricted" net position.

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Notes to Financial Statements

2. Liabilities

Liabilities include registered warrants and general obligation bonds. Warrant activity for the year ended June 30, 2019 is as follows:

	Balance June 30, 2018	Issued	Retired	Balance June 30, 2019
General Fund Warrants:				
7.0%	\$ 18,312	\$ 44,694	\$ 56,257	\$ 6,749
Debt Service Fund Warrants:				
7.0%	1,382,121	546,630	1,588,299	340,453
Total Warrants Payable	<u>\$ 1,400,433</u>	<u>\$ 591,324</u>	<u>\$ 1,644,556</u>	<u>\$ 347,201</u>

Registered warrants outstanding bear interest at 7% per annum. Interest is accrued on warrants from the date of registration with the Douglas County Treasurer. General Fund warrants mature three years from the date of issuance and Debt Service Fund warrants mature five years from the date of issuance. Warrants will be redeemed with proceeds from tax revenues, special assessments and bond proceeds. The District is not currently registering its warrants, but is paying its warrants on a current basis as presented.

	General Fund	Debt Service Fund	Total
June 30, 2020	\$ 6,749	\$ -	\$ 6,749
June 30, 2021	-	-	-
June 30, 2022	-	-	-
June 30, 2023	-	-	-
June 30, 2024	-	340,453	340,453
Total	<u>\$ 6,749</u>	<u>\$ 340,453</u>	<u>\$ 347,202</u>

Bond activity for the year ended June 30, 2019 is as follows:

	Balance June 30, 2018	Issued (Retired)	Balance June 30, 2019
General Obligation Bonds:			
2.50-4.35%: 2015	\$ 1,640,000	\$ (75,000)	\$ 1,565,000
General Obligation Bonds:			
3.75%: 2018	800,000	-	800,000
General Obligation Bonds:			
3.90%: 2019	-	1,200,000	1,200,000
Total Bonds Payable	<u>\$ 2,440,000</u>	<u>\$ 1,125,000</u>	<u>\$ 3,565,000</u>

General Obligation 2015 Series Bonds payable bear interest at 2.50% to 4.35%. Interest is payable semi-annually on June 15 and December 15. General Obligation 2018 Series Bonds payable bear interest at 3.75%. Interest is payable semi-annually on February 15 and August 15. General Obligation 2019 Series Bonds payable bear interest at 3.9%. Interest is payable semi-annually on April 15 and October 15. Aggregate maturities are as on the following page:

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Notes to Financial Statements

2. Liabilities - Continued

<u>Year Ending June 30</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2020	\$ 75,000	\$ 135,673	\$ 210,673
2021	75,000	133,798	208,798
2022	75,000	131,735	206,735
2023	140,000	129,466	269,466
2024	150,000	124,558	274,558
2025-2029	820,000	537,291	1,357,291
2030-2034	990,000	362,945	1,352,945
2035-2040	1,240,000	153,653	1,393,653
Total	<u>\$ 3,565,000</u>	<u>\$ 1,709,118</u>	<u>\$ 5,274,118</u>

3. Risk Management

The District is exposed to various risks of loss, including those related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. Significant losses are covered by commercial insurance. There have been no significant reductions in insurance coverage. Settlement amounts have not exceeded insurance coverage for the current year.

4. Compliance

Sanitary and Improvement District No. 455 of Douglas County, Nebraska is not in compliance with regard to the statutes concerning budgeted expenditures. At June 30, 2019, the District's debt service fund expenditures exceeded the amounts budgeted for the period. The District's Board of Trustees had not adopted a budget amendment for the expenditures that exceeded the budgeted amounts. These expenditures were financed by the refunding of bonds.

Required Supplementary Information

**Schedule of Revenues, Expenditures, and Changes in Fund Balances -
Budget and Actual (Budgetary Basis) - General Fund**

Supplemental Information

**Schedule of Revenues, Expenditures, and Changes in Fund Balances -
Budget and Actual (Budgetary Basis) - Debt Service Fund**

Bonds Payable

**Information Required by Section 31-740,
Nebraska Revised Statutes**

Other Information

Board of Trustees and Related Surety Bonds

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Schedule of Revenues, Expenditures, and Changes in Fund Balances Budget and Actual (Budgetary Basis) - General Fund

Year Ended June 30, 2019

Schedule 1

	Original and Final Budget	Actual on Budgetary Basis	Variance- Favorable (Unfavorable)
REVENUES RECEIVED			
Property taxes	\$ 50,932	\$ 49,142	\$ (1,790)
Interest on taxes	75	10	(65)
State motor vehicle tax allocation	100	117	17
Miscellaneous	5	4	(1)
Total revenues received	51,112	49,273	(1,839)
EXPENDITURES PAID			
Current:			
Collection fee - County Treasurer	-	980	(980)
Electricity	8,000	5,040	2,960
Engineering	12,000	(648)	12,648
Insurance	7,000	3,513	3,487
Legal and accounting fees	19,000	6,735	12,265
Paying agent fees	8,000	5,862	2,138
Repairs and maintenance	10,000	12,038	(2,038)
Total expenditures paid	64,000	33,782	30,218
Excess (deficiency) of revenues received over expenditures paid	(12,888)	15,491	28,379
OTHER FINANCING SOURCES (USES)			
Warrants issued	15,000	44,694	29,694
Warrants redeemed	-	(56,257)	(56,257)
Net other financing sources	15,000	(11,563)	(26,563)
Excess (deficiency) of revenues received and other financing sources over expenditures paid and other financing sources (uses)	2,112	3,928	\$ 1,816
Fund balances - beginning of year	3,199	3,199	
Fund balances - end of year	\$ 5,311	\$ 7,127	

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Schedule of Revenues, Expenditures, and Changes in Fund Balances Budget and Actual (Budgetary Basis) - Debt Service Fund

Year Ended June 30, 2019

	Schedule 2		
	Original and Final Budget	Actual on Budgetary Basis	Variance- Favorable (Unfavorable)
REVENUES RECEIVED			
Property taxes	\$ 162,268	\$ 155,070	\$ (7,198)
Interest on taxes	350	24	(326)
Special assessments	-	622,178	622,178
Interest on special assessments	-	5,937	5,937
State motor vehicle tax allocation	300	370	70
Miscellaneous income	300	16,606	16,306
Total revenues received	163,218	800,185	636,967
EXPENDITURES PAID			
Current:			
Collection fee - County Treasurer	-	15,651	(15,651)
Engineering	15,000	134,086	(119,086)
Interest on warrants	80,000	17,934	62,066
Legal fees	30,000	86,782	(56,782)
Paying agent fees	12,000	25,365	(13,365)
Repairs and maintenance	-	25,226	(25,226)
Bond issue costs	40,950	-	40,950
Debt service:			
Principal	75,000	75,000	-
Interest	90,598	127,918	(37,320)
Capital outlay:			
Improvements	-	311,505	(311,505)
Total expenditures paid	343,548	819,467	(475,919)
Deficiency of revenues received over expenditures paid	(180,330)	(19,282)	161,048
OTHER FINANCING SOURCES (USES)			
New bond issue	800,000	1,200,000	400,000
Issuance of warrants	-	546,630	546,630
Warrants redeemed	(700,000)	(1,588,299)	(888,299)
Net other financing sources	100,000	158,331	58,331
Excess (deficiency) of revenues received and other financing sources over expenditures paid and other financing uses	(80,330)	139,049	\$ 219,379
Fund balances - beginning of year	88,800	88,796	
Fund balances - end of year	\$ 8,470	\$ 227,845	

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Bonds Payable

June 30, 2019

Schedule 3

2015 Series

Issue Date: June 15, 2015
Option Call Date: June 15, 2020

<u>Maturity Dates</u>	<u>Interest Rate</u>	<u>Amount</u>
June 15, 2020	2.50%	\$ 75,000
June 15, 2021	2.75%	75,000
June 15, 2022	2.90%	75,000
June 15, 2023	3.15%	85,000
June 15, 2024	3.30%	85,000
June 15, 2025	3.45%	85,000
June 15, 2026	3.60%	90,000
June 15, 2027	3.75%	90,000
June 15, 2028	3.90%	100,000
June 15, 2029	4.00%	100,000
June 15, 2030	4.10%	105,000
June 15, 2031	4.15%	110,000
June 15, 2032	4.20%	115,000
June 15, 2033	4.25%	120,000
June 15, 2034	4.30%	125,000
June 15, 2035	4.35%	130,000
TOTAL 2015 Series		<u>\$ 1,565,000</u>

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Bonds Payable

June 30, 2019

Schedule 3 - Cont'd

2018 Series

Issue Date: January 18, 2018
Option Call Date: January 15, 2023

<u>Maturity Dates</u>	<u>Interest Rate</u>	<u>Amount</u>
January 18, 2023	3.75%	\$ 5,000
January 18, 2024	3.75%	10,000
January 18, 2025	3.75%	10,000
January 18, 2026	3.75%	15,000
January 18, 2027	3.75%	15,000
January 18, 2028	3.75%	25,000
January 18, 2029	3.75%	20,000
January 18, 2030	3.75%	20,000
January 18, 2031	3.75%	30,000
January 18, 2032	3.75%	30,000
January 18, 2033	3.75%	30,000
January 18, 2034	3.75%	30,000
January 18, 2035	3.75%	30,000
January 18, 2036	3.75%	30,000
January 18, 2037	3.75%	160,000
January 18, 2038	3.75%	165,000
January 18, 2039	3.75%	175,000
TOTAL 2018 Series		<u>\$ 800,000</u>

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Bonds Payable

June 30, 2019

Schedule 3 - Cont'd

2019 Series

Issue Date: April 15, 2019

Option Call Date: April 15, 2024

<u>Maturity Dates</u>	<u>Interest Rate</u>	<u>Amount</u>
October 15, 2023	3.90%	\$ 50,000
October 15, 2024	3.90%	55,000
October 15, 2025	3.90%	55,000
October 15, 2026	3.90%	55,000
October 15, 2027	3.90%	50,000
October 15, 2028	3.90%	50,000
October 15, 2029	3.90%	60,000
October 15, 2030	3.90%	50,000
October 15, 2031	3.90%	50,000
October 15, 2032	3.90%	55,000
October 15, 2033	3.90%	60,000
October 15, 2034	3.90%	60,000
October 15, 2035	3.90%	65,000
October 15, 2036	3.90%	75,000
October 15, 2037	3.90%	75,000
October 15, 2038	3.90%	75,000
October 15, 2039	3.90%	260,000
TOTAL 2019 SERIES		<u>\$ 1,200,000</u>

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Information Required by Section 31-740 Nebraska Revised Statutes

June 30, 2019

Schedule 4

Gross income from all sources	\$	860,701
Amount spent for sewage disposal		NONE
Amount expended for water mains		NONE
Gross amount of sewage processed		NONE
Cost per thousand gallons of processing sewage		NONE
Amount expended for:		
a. Maintenance and repair	\$	56,718
b. New equipment		NONE
c. New construction	\$	119,934
d. Property purchased		NONE
Number of employees (Clerk)		NONE
Salaries and fees paid employees		NONE
Total amount of taxes levied upon the property within the District	\$	215,454

Sanitary and Improvement District No. 455 of Douglas County, Nebraska

Board of Trustees and Related Surety Bonds

June 30, 2019

Schedule 5

<u>Name</u>	<u>Office</u>
Brett Gottsch - See Note	Chairman
William Gottsch	Clerk
Jeff Jackson	Trustee
Tammy Zvacek	Trustee

Note - Surety bond for the District clerk was on file with the Douglas County Clerk as of June 30, 2019 in accordance with the Revised Statutes of Nebraska.

Lengemann & Associates, P.C.

Certified Public Accountants

www.lengemanncpa.com

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. 455 of Douglas County, Nebraska:

We have audited, in accordance with the 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, the financial statements of the governmental activities and each major fund of the Sanitary and Improvement District No. 455 of Douglas County, Nebraska (hereinafter the "District"), 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, and have issued our report thereon dated December 15, 2019.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the District's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, we do not express an opinion on the effectiveness of the District's internal control.

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 was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that have not been identified. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. We did identify certain deficiencies in internal control, described in the accompanying schedule of findings as item 2019-01, that we consider to be significant deficiencies.

The District's response to the findings identified in our audit is described in the accompanying schedule of findings and responses. The District's response was not subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on it.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the District's financial statements are free from 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 certain instances of noncompliance or other matters that are required to be reported under Government Auditing Standards, described in the accompanying schedule of findings as item 2019-02.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Lengemann & Associates, P. C.

Lengemann & Associates, P.C.
Papillion, Nebraska
December 15, 2019

Schedule of Findings and Responses

Significant Deficiency of Internal Control Over Financial Reporting Identified **2019 – 01**

Criteria (Significant Deficiency)

Internal Controls should be in place to provide for preparation of the financial statements and notes in accordance with accounting principles generally accepted in the United States of America.

Condition (Significant Deficiency)

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

Cause (Significant Deficiency)

The District has no administrative personnel available to prepare the financial statements and notes in accordance with accounting principles generally accepted in the United States of America.

Effect (Significant Deficiency)

The District is not in compliance with regulatory requirements to prepare the financial statements and notes in accordance with accounting principles generally accepted in the United States of America.

Recommendation

We recommend the Board of Trustees become more aware of regulatory requirements and provide required oversight of financial reporting.

Response from the Board of Trustees

The Board of Trustees agrees with the deficiency but notes this type of entity typically has this lack of oversight due to the size of the Board and cost associated to provide an internal control system to allow the District to prepare the financial statements and notes in accordance with accounting principles generally accepted in the United States of America. The Board of Trustees will accept responsibility and risk associated with this deficiency.

Schedule of Findings and Responses

Instance of Noncompliance and Material Weakness **2019 – 02**

Criteria (Compliance & Material Weakness)

Internal Controls should be in place to monitor the District's activities for consistency with budgeted amounts to ensure that budget expenditures will not be exceeded and compliance with the Nebraska Budget Act.

Condition (Compliance & Material Weakness)

The District's General Fund exceeded the budgeted expenditures/expenses for the year ended June 30, 2019 by \$475,919.

Cause (Compliance & Material Weakness)

The District issued 2019 Series Bonds of \$1,200,000 to retire outstanding warrants. The 2019 Bond issue was not included in the original budget.

Effect ((Compliance & Material Weakness)

There are \$475,919 for unbudgeted expenditures.

Recommendation

We recommend the Board of Trustees monitor the District's activities and effectively review budgeted amounts for expenditures. If there is an unanticipated need for a material expenditure, we recommend that the District amend the budget appropriately.

Response from the Board of Trustees

The Board of Trustees agree to be more proactive in foreseeing the need for expenditures that may arise to ensure that budgeted expenditures are not exceeded in future years.

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	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	41,820
5-9 years	39,884
10-14 years	38,100
15-19 years	36,341
20-24 years	36,724
25-34 years	87,468
35-44 years	71,513
45-54 years	68,407
55-59 years	33,910
60-64 years	29,894
65-74 years	38,279
75-84 years	18,603
85 years and over	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 March 18, 2020 is executed and delivered by Sanitary and Improvement District No. 455 of Douglas County, Nebraska (the “District”) in connection with the issuance by the District of \$1,600,000 in aggregate principal amount of its General Obligation Refunding Bonds, Series 2020 (the “Bonds”). The Bonds are being issued pursuant to a resolution dated February 3, 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 March 18, 2020

SANITARY AND IMPROVEMENT
DISTRICT NO. 455 OF DOUGLAS
COUNTY, NEBRASKA

By: _____
Chair, Board of Trustees