

MINUTES OF MEETING
OF
SANITARY AND IMPROVEMENT DISTRICT NO. 240
OF SARP COUNTY, NEBRASKA

A meeting of the Board of Trustees of Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, was convened in open and public session at 3:00 p.m. on the 13th day of February, 2012, at 10250 Regency Circle, Suite 300, Omaha, Nebraska.

Present were: Michael F. Rogers, Joseph P. Rogers, John C. Rogers, Tim Reich and Mitch Sherman.

Absent: None.

Notice of the meeting was given in advance thereof by publication in The Bellevue Leader on February 8, 2012 a copy of the proof of publication being attached to these minutes. Notice of this meeting was simultaneously given to all members of the Board of Trustees, and a copy of their acknowledgment of receipt of notice is attached to these minutes. Availability of the agenda was communicated in the published notice and in the notice to the Trustees of this meeting. All proceedings of the Board were taken while the convened meeting was open to the attendance of the public. The agenda was at all times available at the office for the District at 10250 Regency Circle, Suite 300, Omaha, Nebraska 68114.

The meeting was called to order. Upon roll call, all of the above referenced Trustees were present.

It was first publicly stated to all in attendance that a current copy of the Nebraska Open Meetings Act was available for review and indicated the location of such copy in the room where the meeting was being held.

There were next presented miscellaneous bills, invoices, statements, and recommendations for the Board's consideration.

There was next presented a statement from Executive Lawn & Landscaping, LLC, for miscellaneous District landscaping maintenance, Invoice #8668, in the amount of Three Thousand One Hundred Fifty and no/100 Dollars (\$3,150.00).

There were next presented statements from Lamp, Rynearson & Associates, Inc., engineers for the District, for services rendered in miscellaneous District matters through January 21, 2012, as follows: (i) Invoice dated August 9, 2011, in the amount of Four Hundred Forty-Two and 01/100 Dollars (\$442.01), and (ii) Invoice dated February 7, 2012, in the amount of Nine Hundred Ten and 67/100 Dollars (\$910.67); said statements being in the aggregate amount of One Thousand Three Hundred Fifty-Two and 68/100 Dollars (\$1,352.68).

There was next presented a statement from Omaha Public Power District, for lighting at the location 11205 Morgan Circle, from January 6, 2011, through February 6, 2012, in the amount of Sixteen and 53/100 Dollars (\$16.53).

There was next presented a statement from Omaha Public Power District, for lift station and street lights, for Account #4672971253, from January 6, 2011, through February 6, 2012, in the amount of One Thousand Two Hundred Seventy-Four and 26/100 Dollars (\$1,274.26).

The previously described bills, invoices, recommendations and statements having been presented for the Board's consideration and after review and discussion of such items, the following resolution was duly moved and passed:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby authorized and directed to execute and deliver Warrant Nos. 1649 through 1652 of the District, dated the date of this meeting, to the following payees and in the following amounts, said Warrants to be drawn on the General Fund of the District and to draw interest at the rate of seven percent (7%) per annum and to be redeemed no later than February 13, 2015, subject to extension of said maturity date by order of the District Court of Sarpy County, Nebraska, after notice is given as required by law, to-wit:

Warrant No. 1649, for the amount of Three Thousand One Hundred Fifty and no/100 Dollars (\$3,150.00), payable to Executive Lawn & Landscaping, LLC.

Warrant No. 1650, for the amount of One Thousand Three Hundred Fifty-Two and 68/100 Dollars (\$1,352.68), payable to Lamp, Rynearson & Associates, Inc.

Warrant No. 1651, for the amount of Sixteen and 53/100 Dollars (\$16.53), payable to Omaha Public Power District, Account #8891923592.

Warrant No. 1652, for the amount of One Thousand Two Hundred Seventy-Four and 26/100 Dollars (\$1,274.26), payable to Omaha Public Power District, Account #4672971253.

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, that both they and the district hereby find and determine and covenant, warrant and agree as follows: the improvements and/or facilities being financed or refinanced by the above Warrants are for essential governmental functions and are designed to serve members of the general public on an equal basis; all said improvements have from the time of their first acquisition and construction been owned, are owned and are to be owned by the District or another political subdivision; to the extent special assessments have been or are to be levied for any of said improvements, such special assessments have been or are to be levied under Nebraska law as a matter of general application to all property specially benefited by said improvements in the District; the development of the land in the District is for residential or commercial use and the development of the land in the District for sale and occupation by the general public has proceeded and is proceeding with reasonable speed; other than any incidental use of said improvements by a developer during the initial period of development of said improvements, there have been, are and will be no persons with rights to use such improvements other than as members of the general public; none of the proceeds of said Bonds or any refinanced indebtedness have been or will be loaned to any private person or entity; the District hereby authorizes and directs the Chairperson or Clerk to file or cause to be filed, when due, an information reporting form pursuant to Section 149(e) of the Internal Revenue Code

of 1986, as amended, pertaining to the above Warrants; and the District does not reasonably expect to sell or otherwise dispose of said improvements and/or facilities; in whole or in part, prior to the last maturity of the above Warrants.

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, that the District hereby covenants, warrants and agrees as follows: (a) to take all actions necessary under current federal law to maintain the tax exempt status (as to taxpayers generally) of interest on the above Warrants; and (b) to the extent that it may lawfully do so, the District hereby designates the above Warrants as its "qualified tax exempt obligations" under Section 265(b)(3)(B)(i)(III) of the Internal Revenue Code of 1986, as amended, and covenants and warrants that the District does not reasonably expect to issue warrants or bonds or other obligations aggregating in the principal amount of more than \$5,000,000 during the calendar year in which the above Warrants are to be issued.

FURTHER RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, that this and the preceding Resolutions are hereby adopted as the Certificate With Respect to Arbitrage of the District pertaining to the above Warrants and the District and the Chairman and Clerk of the District hereby further certify, as of the date of the registration of the above Warrants with the County Treasurer of Sarpy County, Nebraska, as follows:

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

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

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

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

There was next presented for consideration of the Board the Residential Subdivision Agreement Pebblebrooke (Lots 204 through 206 and Outlots A & B) concerning Phase III of Pebblebrooke. At the conclusion of such discussion, there was proposed a resolution of necessity and advisability for entering into such Residential Subdivision Agreement with the County of Sarpy, Nebraska which resolution of necessity is also attached hereto and by this reference made a part of the minutes of this meeting. Upon a motion duly made and seconded and upon the roll call vote thereafter taken, the Trustees, Michael F. Rogers, Joseph P. Rogers, John C. Rogers, Tim Reich and Mitch Sherman, voted "Aye," with none voting "Nay," the following resolution was adopted:

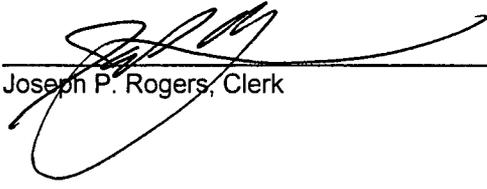
RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, that the Board does offer and propose a Resolution of Necessity and Advisability for the accomplishment of an Residential Subdivision Agreement Pebblebrooke (Lots 204 through 206 and Outlots A & B) concerning Phase III with the County of Sarpy, Nebraska.

FURTHER RESOLVED, that the proposed Resolution of Necessity and Advisability for the Residential Subdivision Agreement Pebblebrooke (Lots 204 through 206 and Outlots A & B) concerning Phase III with the County of Sarpy, Nebraska be set for consideration at a meeting before the Board of Trustees at 7223 South 84th Street, LaVista, Nebraska, on the ___ day of _____, 2012, at 3:00 o'clock p.m. and that notice of the time and place of hearing be given by publication in The Bellevue Leader of Bellevue, Sarpy, County, Nebraska, for two (2) consecutive weeks on _____, and _____, 2012, which publication shall contain the entire wording of the Resolution of Necessity and shall also be posted in three (3) conspicuous places within the boundaries of the District as required by Section 31-745 R.R.S., 1943.

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SIGNATURES APPEAR ON THE FOLLOWING PAGE]**

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

Joseph P. Rogers, as Clerk for Sanitary and Improvement District No. 240 of Sarpy County, Nebraska (the "District") does hereby certify that the above proceedings are a true and accurate statement of the proceedings had by the District at its February 13, 2012, meeting.



Joseph P. Rogers, Clerk