

MINUTES OF MEETING

OF

SANITARY AND IMPROVEMENT DISTRICT NO. 240
OF SARPY 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 26th day of November, 2012, at 10250 Regency Circle, Suite 300, Omaha, Nebraska.

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

Absent: None.

Notice of the meeting was given in advance thereof by publication in The Bellevue Leader on November 21, 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 was next presented correspondence from Ameritas Investment Corp, the District's fiscal agent, indicating that Pershing LLC, needs the amount on the original Warrant broken down into two amounts and issue two new warrants in the aggregate amount of Nine Thousand Two Hundred Seventy-Five and 49/100 Dollars (\$9,275.49). Upon discussion of this matter, the following resolution was duly made and seconded, whereupon a roll call vote was taken during which the Trustees, Michael F. Rogers, Joseph P. Rogers, John C. Rogers, Tim Reick and Mitch Sherman voted "Aye," with none voting "Nay," thereby approving the following resolution:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, that Construction Fund Warrant No. 1447 assigned to, be hereby is canceled.

FURTHER RESOLVED, that the Clerk of the District be and hereby is authorized to notify the Sarpy County Treasurer of such cancellation so that such warrant may be reflected on his records as well as noting such cancellation on the records of the District.

FURTHER RESOLVED, Construction Fund Warrant No. 1732, for the amount of Five Thousand Two Hundred Fifty and no/100 Dollars (\$5,250.00) and Warrant No. 1733, for the amount of Four Thousand Twenty-Five and 49/100 Dollars (\$4,025.49), be hereby issued to Pershing LLC.

There was next presented correspondence from Ameritas Investment Corp, the District's fiscal agent, indicating that Pershing LLC, needs the amount on the original Warrant broken down into two amounts and issue two new warrants in the aggregate amount of Seven Thousand Nine Hundred Eighty-Seven and 36/100 Dollars (\$7,987.36). Upon discussion of this matter, the following resolution was duly made and seconded, whereupon a roll call vote was taken during which the Trustees, Michael F. Rogers, Joseph P. Rogers, John C. Rogers, Tim Reick and Mitch Sherman voted "Aye," with none voting "Nay," thereby approving the following resolution:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, that Construction Fund Warrant No. 1530 assigned to, be hereby is canceled.

FURTHER RESOLVED, that the Clerk of the District be and hereby is authorized to notify the Sarpy County Treasurer of such cancellation so that such warrant may be reflected on his records as well as noting such cancellation on the records of the District.

FURTHER RESOLVED, Construction Fund Warrant No. 1734, for the amount of Five Thousand Six Hundred Seventeen and 50/100 Dollars (\$5,617.50) and Warrant No. 1735, for the amount of Two Thousand Three Hundred Sixty-Nine and 86/100 Dollars (\$2,369.86), be hereby issued to Pershing LLC.

There was next presented correspondence from Ameritas Investment Corp, the District's fiscal agent, indicating that Pershing LLC, needs the amount on the original Warrant broken down into two amounts and issue two new warrants in the aggregate amount of Eight Thousand Six Hundred Forty-Six and 48/100 Dollars (\$8,646.48). Upon discussion of this matter, the following resolution was duly made and seconded, whereupon a roll call vote was taken during which the Trustees, Michael F. Rogers, Joseph P. Rogers, John C. Rogers, Tim Reick and Mitch Sherman voted "Aye," with none voting "Nay," thereby approving the following resolution:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, that Construction Fund Warrant No. 1610 assigned to, be hereby is canceled.

FURTHER RESOLVED, that the Clerk of the District be and hereby is authorized to notify the Sarpy County Treasurer of such cancellation so that such warrant may be reflected on his records as well as noting such cancellation on the records of the District.

FURTHER RESOLVED, Construction Fund Warrant No. 1736, for the amount of Six Thousand Ten and 73/100 Dollars (\$6,010.73) and Warrant No. 1737, for the amount of Two Thousand Six Hundred Thirty-Five and 75/100 Dollars (\$3,635.75), be hereby issued to Pershing LLC.

There was next presented correspondence from Ameritas Investment Corp, the District's fiscal agent, indicating that Pershing LLC, needs the amount on the original Warrant broken down into two amounts and issue two new warrants in the aggregate amount of Six Thousand Two Hundred One and 73/100 Dollars (\$6,201.73). Upon discussion of this matter, the following resolution was duly made and seconded, whereupon a roll call vote was taken during which the Trustees, Michael F. Rogers, Joseph P. Rogers, John C. Rogers, Tim Reick and Mitch Sherman voted "Aye," with none voting "Nay," thereby approving the following resolution:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, that Construction Fund Warrant No. 1716 assigned to, be hereby is canceled.

FURTHER RESOLVED, that the Clerk of the District be and hereby is authorized to notify the Sarpy County Treasurer of such cancellation so that such warrant may be reflected on his records as well as noting such cancellation on the records of the District.

FURTHER RESOLVED, Construction Fund Warrant No. 1738, for the amount of Five Thousand Twenty and 25/100 Dollars (\$5,020.25) and Warrant No. 1739, for the amount of One Thousand One Hundred Eighty-One and 48/100 Dollars (\$1,181.48), be hereby issued to Pershing LLC.

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

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of PeopleService, Inc., for third quarter 2012 lift station maintenance and monitoring, Invoice #0019824, in the amount of One Thousand Two Hundred Forty and no/100 Dollars (\$1,240.00).

There was next presented a statement from Hancock & Dana, PC, accountants for the District, for services rendered in connection with preparation of the 2012-2013 budget and audit for fiscal year ending June 30, 2012, Invoice #59999, in the amount of Seven Thousand and no/100 Dollars (\$7,000.00).

There was next presented a statement from Jones & Lowe, PC, for bookkeeping services rendered for the fiscal year ended June 30, 2012, statement dated September 12, 2012, in the amount of Two Hundred Twenty-Five and no/100 Dollars (\$225.00).

There were next presented statements from Lamp, Rynearson & Associates, Inc., engineers for the District, for services rendered in miscellaneous District matters through October 30, 2012, as follows: (i) Invoice dated September 26, 2012, in the amount of Two Hundred Ninety-Five and 80/100 Dollars (\$295.80), and (ii) Invoice dated November 15, 2012, in the amount of Three Hundred Forty-Five and 67/100 Dollars (\$345.67); said statements being in the aggregate amount of Six Hundred Forty-One and 47/100 Dollars (\$641.47).

There was next presented a statement from UNICO Group, Inc., for renewal of general liability insurance, Invoice #26920, in the amount of Six Hundred Seventy-Seven and no/100 Dollars (\$677.00).

There was next presented a statement from Executive Lawn & Landscaping, LLC, for miscellaneous District landscaping and mowing, Invoice #10118, in the amount of Three Thousand One Hundred Five and no/100 Dollars (\$3,105.00).

There was next presented a statement from Pansing Hogan Ernst & Bachman LLP, attorneys for the District, for legal services rendered, in the amount of Four Thousand One Hundred Sixty-Nine and no/100 Dollars (\$4,169.00), and costs advanced in the amount of One Hundred One and 56/100 Dollars (\$101.56); said statement being in the aggregate amount of Four Thousand Two Hundred Seventy and 56/100 Dollars (\$4,270.56).

There were next presented statements from Omaha Public Power District, for lighting at the location 11205 Morgan Circle, from August 7, 2012, through November 6, 2012, in the aggregate amount of Forty-Nine and 59/100 Dollars (\$49.59).

There were next presented statements from Omaha Public Power District, for lift station and street lights, for Account #4672971253, from August 7, 2011, through November 6, 2012, in the aggregate amount of Three Thousand Seven Hundred Ninety-Nine and 94/100 Dollars (\$3,799.94).

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. 1732 and 1733 of the District, dated July 10, 2009, to the following payee and in the following amounts, said Warrants to be drawn on the Construction Fund of the District and to draw interest at the rate of seven percent (7%) per annum (interest to be payable on August 1st of each year) and to be redeemed no later than July 10, 2014, 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. 1732, for the amount of Five Thousand Two Hundred Fifty and no/100 Dollars (\$5,250.00), and Warrant No. 1733, for the amount of Four Thousand Twenty-Five and 49/100 Dollars (\$4,025.49), payable to Pershing LLC.

FURTHER 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. 1734 and 1735 of the District, dated July 19, 2010, to the following payee and in the following amounts, said Warrants to be drawn on the Construction Fund of the District and to draw interest at the rate of seven percent (7%) per annum (interest to be payable on August 1st of each year) and to be redeemed no later than July 19, 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. 1734, for the amount of Five Thousand Six Hundred Seventeen and 50/100 Dollars (\$5,617.50), and Warrant No. 1735, for the amount of Two Thousand Three Hundred Sixty-Nine and 86/100 Dollars (\$2,369.86), payable to Pershing LLC.

FURTHER 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. 1736 and 1737 of the District, dated June 27, 2011, to the following payee and in the following amounts, said Warrants to be drawn on the Construction Fund of the District and to draw interest at the rate of seven percent (7%) per annum (interest to be payable on August 1st of each year) and to be redeemed no later than June 27, 2016, 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. 1736, for the amount of Six Thousand Ten and 73/100 Dollars (\$6,010.73), and Warrant No. 1737, for the amount of Two

Thousand Six Hundred Thirty-Five and 75/100 Dollars (\$2,635.75), payable to Pershing LLC.

FURTHER 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. 1738 and 1739 of the District, dated July 16, 2012, to the following payee and in the following amounts, said Warrants to be drawn on the Construction Fund of the District and to draw interest at the rate of seven percent (7%) per annum (interest to be payable on August 1st of each year) and to be redeemed no later than July 16, 2017, 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. 1738, for the amount of Five Thousand Twenty and 25/100 Dollars (\$5,020.25), and Warrant No. 1739, for the amount of One Thousand One Hundred Eighty-One and 48/100 Dollars (\$1,181.48), payable to Pershing LLC.

FURTHER 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. 1740 through 1749 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 November 26, 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. 1740, for the amount of One Thousand Two Hundred Forty and no/100 Dollars (\$1,240.00), payable to PeopleService, Inc.

Warrant No. 1741, for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 1742, for the amount of Two Thousand and no/100 Dollars (\$2,000.00), payable to Hancock & Dana, PC.

Warrant No. 1743, for the amount of Two Hundred Twenty-Five and no/100 Dollars (\$225.00), payable to Jones & Lowe, PC.

Warrant No. 1744, for the amount of Six Hundred Forty-One and 47/100 Dollars (\$641.47), payable to Lamp, Ryneerson & Associates, Inc.

Warrant No. 1745, for the amount of Six Hundred Seventy-Seven and no/100 Dollars (\$677.00), payable to UNICO Group, Inc.

Warrant No. 1746, for the amount of Three Thousand One Hundred Five and no/100 Dollars (\$3,105.00), payable to Executive Lawn & Landscaping, LLC.

Warrant No. 1747, for the amount of Four Thousand Two Hundred Seventy and 56/100 Dollars (\$4,270.56), payable to Pansing Hogan Ernst & Bachman LLP.

Warrant No. 1748, for the amount of Forty-Nine and 59/100 Dollars (\$49.59), payable to Omaha Public Power District, Account #8891923592.

Warrant No. 1749, for the amount of Three Thousand Seven Hundred Ninety-Nine and 94/100 Dollars (\$3,799.94), 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.

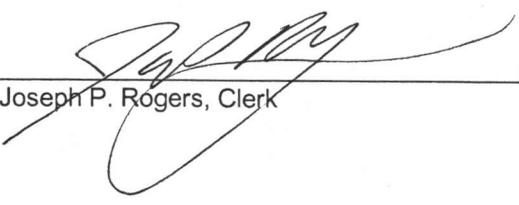
4. This Certificate is being passed, executed and delivered pursuant to Section 1.148-2(b)(2) of the Income Tax Regulations under the Internal Revenue Code of 1986, as amended.

There were next presented receipts from the Douglas County Treasurer's office representing deposits to the District's Bond Fund of various sewer connection fees from May 3, 2012, through October 23, 2012, in the aggregate amount of Nine Thousand Ninety-Two and no/100 Dollars (\$9,092.00).

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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 November 26, 2012, meeting.



Joseph P. Rogers, Clerk