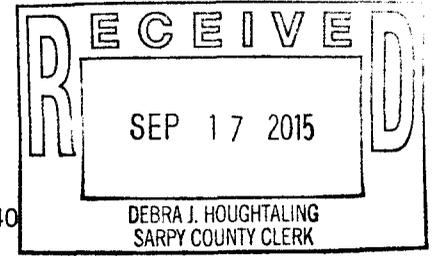


MINUTES OF MEETING
OF
SANITARY AND IMPROVEMENT DISTRICT NO. 240
OF SARPY COUNTY, NEBRASKA



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 5:05 p.m. on the 14th day of September, 2015, at 10250 Regency Circle, Suite 300, Omaha, Nebraska.

Present were: Mike Palmisano, Michael E. Freestone, Michael F. Rogers, Bob Mitchell and Timothy A. Reick.

Absent: None.

Notice of the meeting was given in advance thereof by publication in the Gretna Breeze on September 9, 2015 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.

The Clerk first reported in accordance with the provisions of Neb. R.R.S. Section 13-501 through 13-513, the District's certified public accountants were directed to prepare a proposed budget and further that the Clerk attended to the required publication of notice with regard to the budgetary hearing to be held by the Board of Trustees. The Clerk had been directed to give the appropriate notices in accordance with the Nebraska Budget Act and that a budgetary hearing for the District be held on the 14th day of September, 2015, at 10250 Regency Circle, Suite 300, Omaha, Nebraska.

The Clerk next presented the publication of this budgetary hearing as presented in the Gretna Breeze. The Clerk next reported that such notice of the budgetary hearing along with a budget summary had been published in accordance with law. The Clerk further reported that it appeared that no person had appeared at the meeting in response to such notice of the budgetary hearing and the Clerk was directed to attach a copy of such notice to the minutes of these proceedings.

After a lengthy discussion and upon a motion duly made and seconded, and upon a roll call vote, the Trustees, Mike Palmisano, Michael E. Freestone, Michael F. Rogers, Bob Mitchell and Timothy A. Reick, voted "Aye" with none voting "Nay" with the following resolution being thereby adopted and approved:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, that the budget and tax levy as tentatively set forth be adopted as the final budget and levy in accordance with Exhibit "A" attached hereto and by this reference made a part hereof. Further that the Clerk of the District be directed to file a copy of the adopted budget with the levying board of the State Auditor's office as well as

certifying the levy to the Sarpy County officials as well as attaching a proof of publication to such adopted budget.

With the budget for the District having been adopted, the Chairman then stated that it would be appropriate at this time to levy the tax in accordance with the budget statement. After a full and complete discussion and upon a motion duly made and seconded, and upon the following roll call vote, the Trustees, Mike Palmisano, Michael E. Freestone, Michael F. Rogers, Bob Mitchell and Timothy A. Reick voted "Aye" with none voting "Nay" thereby passing and adopting the following resolution:

RESOLVED, that Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, levy and collect for the year 2015-2016 a tax of \$0.850000 per One Hundred and no/100 Dollars (\$100.00) actual valuation of taxable property in the District, except intangible property, said tax to be credited to the appropriate fund as indicated below:

\$0.400000 on each One Hundred and no/100 Dollars (\$100.00) actual valuation to be credited to the General Fund of the District and thereby collect \$115,715.11 in taxes to be credited to this fund; and

\$0.450000 on each One Hundred and no/100 Dollars (\$100.00) actual valuation to be credited to the Construction (Bond) Fund of the District and thereby collect \$130,179.49 in taxes to be credited to this fund.

FURTHER RESOLVED, that the Clerk of this District be and hereby is directed to deliver and file with the County Clerk of Sarpy County, Nebraska and the Auditor of Public Accounts, a copy of this resolution.

The Board was next informed that Construction Fund Warrant No. 1986 is to be cancelled due to the fact that Ameritas Investment Corp. has instructed the District that payment to Bankers Trust is to be paid out of the general fund, and this warrant has not been registered with the Sarpy County Treasurer or paid. Upon discussion of this matter, the following resolution was duly made and seconded, whereupon a roll call vote was taken during which the Trustees, Mike Palmisano, Michael E. Freestone, Michael F. Rogers, Bob Mitchell and Timothy A. Reick 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. 1986, payable to Bankers Trust be and hereby is canceled.

FURTHER RESOLVED, that the Clerk of the District be and hereby is authorized to note such cancellation on the records of the District.

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

There was next presented a statement from Bankers Trust, for flat fee, disclosure fee, Invoice #20071, in the amount of Two Hundred Fifty and no/100 Dollars (\$250.00).

There was next presented a statement from HTM Sales Inc., for lift station maintenance and inspections for July, August and September, 2015, Invoice #15-31703-3, in the amount of One Thousand Fifty and no/100 Dollars (\$1,050.00).

There were next presented statements from One Call Concepts, Inc., for line locates within the District, as follows: (i) Invoice #5070578, in the amount of Thirty and 45/100 Dollars (\$30.45), and (ii) Invoice

#5080577, in the amount of Twenty and 50/100 Dollars (\$20.50); said statements being in the aggregate amount of Fifty and 95/100 Dollars (\$50.95). **The Board was next reminded that advance payment in the amount of Two Hundred and no/100 Dollars (\$200.00) was made at the April 13, 2015 meeting and has a credit balance at this time.**

There were next presented statements from Lamp, Rynearson & Associates, Inc., engineers for the District, for services rendered in miscellaneous District maintenance matters through August 15, 2015, as follows: (i) Invoice dated January 6, 2015, in the amount of One Thousand Three Hundred Sixty-Nine and 99/100 Dollars (\$1,369.99), (ii) Invoice dated July 31, 2015, in the amount of Eight Hundred Ninety-Five and .62/100 Dollars (\$895.62) and (iii) Invoice dated August 28, 2015, in the amount of One Thousand Two Hundred Twenty and 78/100 Dollars (\$1,220.78); said statements being in the aggregate amount of Three Thousand Four Hundred Eighty-Six and 43/100 Dollars (\$3,486.43).

There was next presented a statement from Pansing Hogan Ernst & Bachman LLP, attorneys for the District, for legal services performed in miscellaneous District matters through August 31, 2015, in the amount of Four Thousand One Hundred Seventy-One and 50/100 Dollars (\$4,171.50), and costs advanced in the amount of Two Hundred Eighty-Seven and 36/100 Dollars (\$287.36); said statement being in the aggregate amount of Four Thousand Four Hundred Fifty-Eight and 86/100 Dollars (\$4,458.86).

There was next presented a statement from Omaha Public Power District, for lighting at the location 11205 Morgan Circle, from July 7, 2015, through August 6, 2015, in the amount of Seventeen and 97/100 Dollars (\$17.97).

There was next presented a statement from Omaha Public Power District, for lift station and street lights, for Account #4672971253, from July 7, 2015, through August 6, 2015, in the amount of One Thousand Two Hundred Eighty-Seven and 11/100 Dollars (\$1,287.11).

The Clerk next directed the attention of the Board of Trustees to the fact that Ameritas Investment Corp. will purchase Ten Thousand Three Hundred and 37/100 Dollars (\$10,300.37) in general fund warrants at this time and that the contracted charge for such purchase of warrants is five percent (5%) or Five Hundred Fifteen and 01/100 Dollars (\$515.01) in accordance with the financing agreement previously adopted by the Board. The Clerk recommended issuance of a warrant in such amount to Ameritas Investment Corp.

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. 2013 through 2019 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 September 14, 2018, 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. 2013, for the amount of Two Hundred Fifty and no/100 Dollars (\$250.00), payable to Bankers Trust.

Warrant No. 2014, for the amount of One Thousand Fifty and no/100 Dollars (\$1,050.00), payable to HTM Sales Inc.

Warrant No. 2015, for the amount of Three Thousand Four Hundred Eighty-Six and 43/100 Dollars (\$3,486.43), payable to Lamp, Rynearson & Associates, Inc.

Warrant No. 2016, for the amount of Four Thousand Four Hundred Fifty-Eight and 86/100 Dollars (\$4,458.86), payable to Pansing Hogan Ernst & Bachman LLP.

Warrant No. 2017, for the amount of Seventeen and 97/100 Dollars (\$17.97), payable to Omaha Public Power District, Account #8891923592.

Warrant No. 2018, for the amount of One Thousand Two Hundred Eighty-Seven and 11/100 Dollars (\$1,287.11), payable to Omaha Public Power District, Account #4672971253.

Warrant No. 2019, for the amount of Five Hundred Fifteen and 01/100 Dollars (\$515.01), payable to Ameritas Investment Corp.

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 \$10,000,000 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.

Discussion was next had concerning the plans and specifications for Paving Maintenance 2015 (Pebblebrooke) prepared by Lamp, Rynearson & Associates, Inc., the consulting engineers for the District, for the cost of such improvement in the approximate total amount of Sixty-Four Thousand Six Hundred Forty-Two and 50/100 Dollars (\$64,642.50). A copy of the engineer's estimates of the costs was directed to be attached to the minutes of these proceedings. After discussion, the Trustees, Mike Palmisano, Michael E. Freestone, Michael F. Rogers, Bob Mitchell and Timothy A. Reick voted "Aye" with none voting "Nay," instructed the attorneys to prepare a Notice to Contractors to obtain bids for the project.

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 January 7, 2015, through August 4, 2015, in the aggregate amount of Twenty-Seven Thousand Six Hundred Six and no/100 Dollars (\$27,606.00).

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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.

Michael E. Freestone, 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 September 14, 2015, meeting.



Michael E. Freestone, Clerk