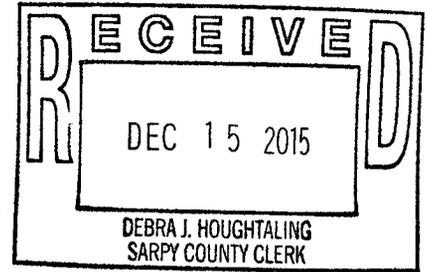


MINUTES OF MEETING
OF
SANITARY AND IMPROVEMENT DISTRICT NO. 240
OF SARPY COUNTY, NEBRASKA



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 4:30 p.m. on the 10th day of December, 2015, at 10250 Regency Circle, Suite 300, Omaha, Nebraska.

Present were: Mike Palmisano, Michael E. Freestone, Bob Mitchell, Timothy A. Reick and Marc D. Stodola. Also present was Bruce Lefler of Ameritas Investment Corp., the District's underwriter, and Ken Pollard of Lamp, Rynearson & Associates, Inc., engineers for the District.

Absent: None.

Notice of the meeting was given in advance thereof by publication in the Gretna Breeze on December 2, 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.

There was next presented correspondence from Ameritas Investment Corp., the District's underwriter, indicating that Hare & Co., had lost, misplaced or mishandled Construction Fund Warrant No. 1930. 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, Bob Mitchell, Timothy A. Reick and Marc D. Stodola 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. 1930 assigned to Hare & Co., be hereby 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. 1930"R", be hereby issued to Hare & Co., in the amount of Nine Thousand Eight Hundred Seventeen and 86/100 Dollars (\$9,817.86).

There was next presented correspondence from Ameritas Investment Corp, the District's underwriter, 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 Hundred Twenty-Three and 25/100 Dollars (\$623.25). 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, Bob Mitchell, Timothy A. Reick and Marc D. Stodola 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. 1987 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. 2029, for the amount of Ninety-Eight and no/100 Dollars (\$98.00), and Construction Fund Warrant No. 2030, for the amount of Five Hundred Twenty-Five and 25/100 Dollars (\$525.25), be hereby issued to Pershing LLC.

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

The Clerk next presented to the Board the final estimate with regard to Paving Maintenance 2015 (Pebblebrooke) and its installation by Jerry Jensen Construction, Inc., which recommended that a final and complete payment be made in the total amount of Forty Thousand Nine Hundred Twenty and 50/100 Dollars (\$40,920.40) with such being final payment and the final estimate for work completed on such project. The Clerk also presented the Certificate of Completion from the District's engineers, Lamp, Ryneerson & Associates, Inc., recommending that final payment and acceptance of such project be made by the District. Upon a motion duly made and seconded, and upon the following roll call vote, the Trustees, Mike Palmisano, Michael E. Freestone, Bob Mitchell, Timothy A. Reick and Marc D. Stodola voted "Aye" with none voting "Nay" thereby passing and adopting the following resolution:

RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, that the District's project entitled Paving Maintenance 2015 (Pebblebrooke) be accepted as completed in accordance with recommendation of the District's engineers, Lamp, Ryneerson & Associates, Inc. and that final payment be made in the following scheduled amount:

<u>Contractor</u>	<u>Amount</u>
Jerry Jensen Construction, Inc.	\$40,920.50

There were next presented statements from HTM Sales Inc., for lift station maintenance, as follows: (i) service for the months of October, November and December, 2015, Invoice #15-31703-4, in the amount of One Thousand Fifty and no/100 Dollars (\$1,050.00), and (ii) service due to loss of utility power, Invoice #15-31824-5, in the amount of Four Hundred Seventy-Three and 10/100 Dollars (\$473.10); said statements being in the aggregate amount of One Thousand Five Hundred Twenty-Three and 10/100 Dollars (\$1,523.10).

There was next presented a statement from Cornerstone Insurance Group, for renewal of Chairman and Clerk bonds, Invoice #571, in the amount of Three Hundred Forty and no/100 Dollars (\$340.00).

There were next presented statements from One Call Concepts, Inc., for line locates within the District, as follows: (i) Invoice #5100569, in the amount of Twenty-Four and 60/100 Dollars (\$24.60), and (ii) Invoice #5110569, in the amount of Thirty-Five and 55/100 Dollars (\$35.55); said statements being in the aggregate amount of Sixty and 15/100 Dollars (\$60.15). ***The Board was next reminded that advance payment in the amount of One Hundred and no/100 Dollars (\$100.00), was made at the October 22, 2015 meeting.***

There were next presented statements from Lamp, Rynearson & Associates, Inc., engineers for the District, for services rendered in miscellaneous District maintenance matters through November 14, 2015, as follows: (i) Invoice dated November 3, 2015, in the amount of Two Thousand One Hundred Seventy-Eight and 08/100 Dollars (\$2,178.08), and (ii) Invoice dated December 4, 2015, in the amount of Three Thousand Five Hundred Nine and 83/100 Dollars (\$3,509.83); said statements being in the aggregate amount of Five Thousand Six Hundred Eighty-Seven and 91/100 Dollars (\$5,687.91).

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 November 30, 2015, in the amount of Four Thousand Nine Hundred Two and no/100 Dollars (\$4,902.00), and costs advanced in the amount of Three Hundred Forty-Four and 26/100 Dollars (\$344.26); said statement being in the aggregate amount of Five Thousand Two Hundred Forty-Six and 26/100 Dollars (\$5,246.26).

There was next presented a statement from Omaha Public Power District, for lighting at the location 11205 Morgan Circle, from October 7, 2015, through November 5, 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 October 7, 2015, through November 5, 2015, in the amount of One Thousand Two Hundred Seventy-One and 98/100 Dollars (\$1,271.98).

The Clerk next directed the attention of the Board of Trustees to the fact that Ameritas Investment Corp. will purchase Fifty-Five Thousand Seven and 72/100 Dollars (\$55,007.72) in general fund warrants at this time and that the contracted charge for such purchase of warrants is five percent (5%) or Two Thousand Seven Hundred Fifty and 38/100 Dollars (\$2,750.38) 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 No. 1930"R" of the District, dated July 21, 2014, to the following payee and in the following amount, said Warrant 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 21, 2019, 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. 1930"R", for the amount of Nine Thousand Eight Hundred Seventeen and 86/100 Dollars (\$9,817.86), payable to Hare & Co.

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. 2029 and 2030 of the District, dated July 27, 2014, 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 27, 2019, 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. 2029, for the amount of Ninety-Eight and no/100 Dollars (\$98.00), payable to Pershing LLC.

Warrant No. 2030, for the amount of Five Hundred Twenty-Five and 25/100 Dollars (\$525.25), payable to Pershing LLC.

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. 2031 through 2048 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 December 10, 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 Nos. 2031 through 2038, each for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 2039, for the amount of Nine Hundred Twenty and 50/100 Dollars (\$920.50), payable to Jerry Jensen Construction, Inc.

Warrant No. 2040, for the amount of One Thousand Five Hundred Twenty-Three and 10/100 Dollars (\$1,523.10), payable to HTM Sales Inc.

Warrant No. 2041, for the amount of Three Hundred Forty and no/100 Dollars (\$340.00), payable to Cornerstone Insurance Group.

Warrant No. 2042, for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 2043, for the amount of Six Hundred Eighty-Seven and 91/100 Dollars (\$687.91), payable to Lamp, Rynearson & Associates, Inc.

Warrant No. 2044, for the amount of Five Thousand and no/100 Dollars (\$5,000.00), and Warrant No. 2045, for the amount of Two Hundred Forty-Six and 26/100 Dollars (\$246.26), payable to Pansing Hogan Ernst & Bachman LLP.

Warrant No. 2046, for the amount of Seventeen and 97/100 (\$17.97), payable to Omaha Public Power District, Account #8891923592.

Warrant No. 2047, for the amount of One Thousand Two Hundred Seventy-One and 98/100 Dollars (\$1,271.98), payable to Omaha Public Power District, Account #4672971253.

Warrant No. 2048, for the amount of Two Thousand Seven Hundred Fifty and 38/100 Dollars (\$2,750.38), 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.

Bruce Lefler of Ameritas Investment Corp., underwriter for the District, appeared to discuss the financial status of the District. A financial analysis of the District was presented showing the outstanding debt of the District, as well as the District's receivables and valuation. Mr. Lefler made certain assumptions as far as the remaining growth within the District boundaries and its impact upon the District's tax rate and ability to bond out its outstanding construction fund warrants. The consensus of the Board was that sometime in mid-2016, the Board would follow up with a more critical look at a plan to bond out the outstanding construction fund warrants of the District.

The Board next discussed a proposed Second Addendum to Interlocal Cooperation Agreement between Tiburon Ridge (SID 278) and Pebblebrooke. Ken Pollard of the District's engineering firm, Lamp, Rynearson & Associates, Inc., appeared to discuss the terms and conditions of such proposed Agreement. There was a discussion as to payments Tiburon Ridge had made to date for the upgrades to the District's lift station, as well as the amount of future contributions toward the maintenance of such system. The Board agreed to enter into such Agreement once past maintenance expenses were paid by Tiburon Ridge. The Board also directed that counsel for the District keep a separate ledger for future maintenance expenses for the lift station so that such amounts could be billed to the Tiburon Ridge and Pebblebrooke 2 Districts for their agreed-to cost allocation.

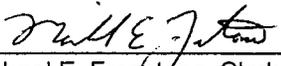
The Board next discussed lift station generator service contracts. The Board had received two (2) bids. After a thorough discussion of such bids, the Board agreed to accept the proposal of Cummins Central Power, LLC.

A presentation was next made by Ken Pollard regarding the cost allocation with Pebblebrooke 2 (SID 308). Ken Pollard was requested to propose to the Board a fair cost allocation for both the original lift station which had been designed to accommodate all lots within the original Pebblebrooke subdivision, which now had been divided into two (2) separate SIDs, as well as a percentage for ongoing maintenance expenses which Pebblebrooke 2 would be responsible for.

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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 December 10, 2015, meeting.



Michael E. Freestone, Clerk