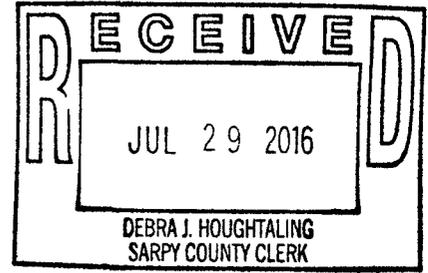


MINUTES OF MEETING
OF
SANITARY AND IMPROVEMENT DISTRICT NO. 308
OF SARPY COUNTY, NEBRASKA



A meeting of the Board of Trustees of Sanitary and Improvement District No. 308 of Sarpy County, Nebraska, was convened in open and public session at 10:00 a.m. on the 13th day of July, 2016, at 8934 "H" Street, Omaha, Nebraska.

Present were: Michael F. Rogers, Joseph P. Rogers, John C. Rogers, Marc D. Stodola and Michael E. Freestone.

Absent: None.

Notice of the meeting was given in advance thereof by publication in The Bellevue Leader on June 29 and July 6, 2016, 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 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 certified that notice of this meeting concerning the Water Main Extension Agreement with Metropolitan Utilities District in **Pebblebrooke 2** had been posted in three (3) conspicuous places within the District with the Clerk causing to be filed a Certificate to that effect with a copy of the notice attached thereto, such notice being attached to the minutes of these proceedings and by this reference made a part hereof.

The Clerk next stated that no petition opposing the proposed Resolution of Advisability and Necessity had been filed by the property owners within the District or by any other person or entity and that no person appeared at the meeting or made any objections to the proposed Resolution of Advisability and Necessity with such being the same resolution adopted in form at the meeting of the Board of Trustees held on June 8, 2016, which resolution is set forth in its entirety in the proof of publication attached hereto and by this reference incorporated herein. After discussion of the Board, the following resolution was duly moved and seconded and upon a roll call vote the Trustees, Michael F. Rogers, Joseph P. Rogers, John C. Rogers, Marc D. Stodola and Michael E. Freestone 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. 308 of Sarpy County, Nebraska, that the Resolution of Necessity and Advisability for the Water Main Extension Agreement with Metropolitan Utilities District in **Pebblebrooke 2** be ratified and approved as proposed.

FURTHER RESOLVED, that the Chairman and Clerk be, and hereby are, authorized and directed to take such steps as are necessary to implement this resolution, including the execution of such agreement for and on behalf of the District.

The Clerk first certified that notice of this meeting concerning the Underground Service Agreement with Omaha Public Power District in **Pebblebrooke 2** had been posted in three (3) conspicuous places within the District with the Clerk causing to be filed a Certificate to that effect with a copy of the notice attached thereto, such notice being attached to the minutes of these proceedings and by this reference made a part hereof.

The Clerk next stated that no petition opposing the proposed Resolution of Advisability and Necessity had been filed by the property owners within the District or by any other person or entity and that no person appeared at the meeting or made any objections to the proposed Resolution of Advisability and Necessity with such being the same resolution adopted in form at the meeting of the Board of Trustees held on June 8, 2016, which resolution is set forth in its entirety in the proof of publication attached hereto and by this reference incorporated herein. After discussion of the Board, the following resolution was duly moved and seconded and upon a roll call vote the Trustees, Michael F. Rogers, Joseph P. Rogers, John C. Rogers, Marc D. Stodola and Michael E. Freestone 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. 308 of Sarpy County, Nebraska, that the Resolution of Necessity and Advisability for the Underground Service Agreement with Omaha Public Power District in **Pebblebrooke 2** be ratified and approved as proposed.

FURTHER RESOLVED, that the Chairman and Clerk be, and hereby are, authorized and directed to take such steps as are necessary to implement this resolution, including the execution of such agreement for and on behalf of the District.

There were next presented various statements and invoices for payment by the District.

The Board was next reminded that in accordance with the resolution of necessity adopted herein concerning the Water Main Extension Agreement for installation of water mains and connection charges to serve Lots 1 through 76, inclusive, Pebblebrooke 2, the District is to pay Metropolitan Utilities District, the sum of Four Hundred Four Thousand Eighty-Eight and no/100 Dollars (\$404,088.00).

The Board was next reminded that in accordance with the resolution of necessity adopted herein concerning the Underground Service Agreement for installation of underground electric service lines and conduits to serve 75 lots in Pebblebrooke 2, the District is to pay Omaha Public Power District, the sum of One Hundred One Thousand Two Hundred Fifty and no/100 Dollars (\$101,250.00).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of L. G. Roloff Construction Co., Inc., for Estimate No. 6 to the contract for Sanitary & Storm Sewer, Section I, in the amount of One Hundred Fifty-Two Thousand Five Hundred Thirty-Three and 81/100 Dollars (\$152,533.81).

There was next presented correspondence from Lamp, Rynearson & Associates, Inc., engineers for the District, presenting and recommending payment in favor of Thiele Geotech, Inc., for testing services in connection with Sanitary & Storm Sewer, Section I (Pebblebrooke 2), as follows: Invoice #56965 in the amount of Four Thousand Nine Hundred Seventy-Six and no/100 Dollars (\$4,976.00).

There was next presented a statement from Pansing Hogan Ernst & Bachman, LLP, attorneys for the District, for legal services rendered in construction-related matters, in the amount of Thirty-Three Thousand One Hundred Forty-Five and no/100 Dollars (\$33,145.00), and costs advanced in the amount of Forty-Six and 67/100 Dollars (\$46.67); such statement being in the aggregate amount of Thirty-Three Thousand One Hundred Ninety-One and 67/100 Dollars (\$33,191.67).

The Clerk next directed the attention of the Board of Trustees to the fact that D.A. Davidson & Co. will place Six Hundred Ninety-Six Thousand Thirty-Nine and 48/100 Dollars (\$696,039.48) in warrants at this time and that the contracted charge for such placement of warrants is five percent (5%) or Thirty-Four Thousand Eight Hundred One and 97/100 Dollars (\$34,801.97) in accordance with the financing agreement previously adopted by the Board. The Chairman recommended the issuance of a warrant for such amount to D.A. Davidson & Co.

There was next presented a statement from Lamp, Rynearson & Associates, Inc., engineers for the District, for services rendered in general maintenance matters, as follows: Invoice dated June 24, 2016, in the amount of Five Hundred Seven and 42/100 Dollars (\$507.42).

The Clerk next directed the attention of the Board of Trustees to the fact that D.A. Davidson & Co. will place Five Hundred Seven and 42/100 Dollars (\$507.42) in warrants at this time and that the contracted charge for such placement of warrants is five percent (5%) or Twenty-Five and 37/100 Dollars (\$25.37) in accordance with the financing agreement previously adopted by the Board. The Chairman recommended the issuance of a warrant for such amount to D.A. Davidson & Co.

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. 308 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby authorized and directed to execute and deliver Warrant Nos. 122 through 198 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 Construction Fund of the District and to draw interest at the rate of seven percent (7%) per annum (interest to be payable on February 10 of each year) and to be redeemed no later than July 13, 2021, 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. 122 through 161, each for the amount of Ten Thousand and no/100 Dollars (\$10,000.00), and Warrant No. 162, for the amount of Four Thousand Eighty-Eight and no/100 Dollars (\$4,088.00), payable to Metropolitan Utilities District *{Water I}*.

Warrant Nos. 163 through 172, each for the amount of Ten Thousand and no/100 Dollars (\$10,000.00), and Warrant No. 173, for the amount of One Thousand Two Hundred Fifty and no/100 Dollars (\$1,250.00), payable to Omaha Public Power District *{Power I}*.

Warrant Nos. 174 through 188, each for the amount of Ten Thousand and no/100 Dollars (\$10,000.00), and Warrant No. 189, for the amount of Two Thousand Five Hundred Thirty-Three and 81/100 Dollars (\$2,533.81), payable to L. G. Roloff Construction Co., Inc. *{Sanitary & Storm I}*.

Warrant No. 190, for the amount of Four Thousand Nine Hundred Seventy-Six and no/100 Dollars (\$4,976.00), payable to Thiele Geotech, Inc. *{testing - Sanitary & Storm }*.

Warrant Nos. 191 through 193, each for the amount of Ten Thousand and no/100 Dollars (\$10,000.00), and Warrant No. 194, for the amount of Three Thousand One Hundred Ninety-One and 67/100 Dollars (\$3,191.67), payable to Pansing Hogan Ernst & Bachman LLP *{attorney fees - construction}*.

Warrant Nos. 195 through 197, each for the amount of Ten Thousand and no/100 Dollars (\$10,000.00), and Warrant No. 198, for the amount of Four Thousand Eight Hundred One and 97/100 Dollars (\$4,801.97), payable to D.A. Davidson & Co. *{underwriter fees - construction}*

FURTHER RESOLVED, by the Board of Trustees of Sanitary and Improvement District No. 308 of Sarpy County, Nebraska, that the Chairman and Clerk be and they hereby authorized and directed to execute and deliver Warrant Nos. 199 and 200 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 July 13, 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. 199, for the amount of Five Hundred Seven and 42/100 Dollars (\$507.42), payable to Lamp, Rynearson & Associates, Inc. *{engineer fees - maintenance}*.

Warrant No. 200, for the amount of Twenty-Five and 37/100 Dollars (\$25.37), payable to D.A. Davidson & Co. *{underwriter fees - general}*

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 308 of Sarpy County, Nebraska, that both they and the District hereby find and determine and covenant, and warrant and agree that (a) the facilities for which the above Warrants are issued are for essential governmental functions and are designed to serve members of the general public on an equal basis; (b) there are no persons with rights to use said facilities other than as members of the general public; (c) ownership and operation of said facilities is within the District or another political subdivision; (d) none of the proceeds of the Warrants will be loaned to any person and to the extent that special assessments have been or are to be levied for any said facilities, 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 such facilities in the District; (e) the development of the land in the District is for residential or commercial use; (f) the development of the land in the District for sale and occupation by the general public is proceeding with reasonable speed; and (g) the District hereby authorizes and directs the Chairman or Clerk to file, when due, an information reporting form pursuant to Section 149(e) of the Internal Revenue Code of 1986 pertaining to the above Warrants.

FURTHER RESOLVED by the Board of Trustees of Sanitary and Improvement District No. 308 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. 308 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.

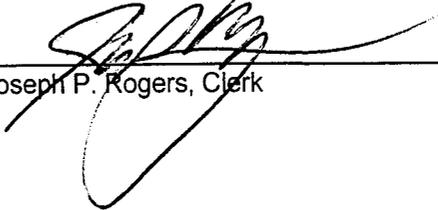
3. The District has not been notified of any listing of it by the Internal Revenue Service as an issuer that may not certify its bonds.

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.

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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. 308 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 July 13, 2016, meeting.



Joseph P. Rogers, Clerk