

ORDINANCE RECORD

No. 728—REDFIELD & COMPANY INC., OMAHA

ORDINANCE NO. 1149

AN ORDINANCE APPROVING AN AMENDMENT TO THE EXISTING LEASE-PURCHASE AGREEMENT WITH CITY OF LA VISTA FACILITIES CORPORATION RELATING TO THE CITY'S FIRE STATION BUILDING USED BY THE CITY OF LA VISTA, NEBRASKA; APPROVING THE EXECUTION OF DOCUMENTS AND ISSUANCE OF REFUNDING BONDS IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED \$4,975,000 BY SUCH CORPORATION WITH RESPECT TO AND IN CONNECTION WITH SAID AMENDMENT TO LEASE-PURCHASE AGREEMENT; AND PROVIDING FOR THE PUBLISHING OF THIS ORDINANCE.

BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF LA VISTA, NEBRASKA:

Section 1. The Mayor and Council hereby find and determine that the City of La Vista Facilities Corporation (the "Corporation") has been formed under the Nebraska nonprofit corporation laws for the purposes of acquiring real and personal property and leasing the same to the City; that the Corporation has entered into a Lease-Purchase Agreement dated as of December 15, 2005, with the City (the "Original Agreement") whereby the City has agreed to acquire and construct a fire station facility and related improvements for the City (the "Project") all pursuant to the provisions of Section 19-2421, R.R.S. Neb. 2007; that Building Bonds (La Vista Fire Station Project), Series 2005, in the aggregate principal amount of \$5,900,000, (the "2005 Bonds") were issued on behalf of the City by the Corporation in order to finance the construction of the Project, and that since the 2005 Bonds were issued, the rates of interest available in the market have so declined that by issuing its refunding bonds to provide for the payment and redemption of the 2005 Bonds, a substantial savings in the amount of yearly running interest will be made and the final maturity of such indebtedness may be shortened thereby reducing the amount of payments required of the City under the Lease-Purchase Agreement; that in order to issue such refunding bonds, it is necessary and advisable for the City to enter into an amendment to the Original Agreement with the Corporation (the "Amendment"; and together with the Original Agreement, the "Lease-Purchase Agreement"); that the documents necessary for the transaction have been prepared and said documents should be approved in substantially the form presented herewith and their execution authorized.

Section 2. The City of La Vista shall enter into the First Amendment to Lease-Purchase Agreement with the Corporation, whereby the Corporation will continue to lease the Project to the City and that said First Amendment to Lease-Purchase Agreement in substantially the form and content presented at this meeting is hereby approved.

Section 3. The Mayor and City Clerk of the City be and they are hereby authorized and directed to execute and deliver on behalf of the City said First Amendment to Lease-Purchase Agreement, including any necessary counterparts, in substantially the form and content as presented to this meeting, but with such changes or modifications therein (including any reductions in stated amounts of basic rentals determined based upon the terms of the bonds described in

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Section 4 of this Ordinance) as to them seem necessary, desirable or appropriate for or on behalf of the City, such determination to be evidenced by the execution thereof; and said Mayor and City Clerk are further authorized and directed to execute and deliver any other documents or certificates and to do all other things necessary or appropriate in connection with said First Amendment to Lease-Purchase Agreement.

Section 4. The Mayor and Council have heretofore approved and hereby approve the formation of City of La Vista Facilities Corporation (the "Corporation"), including the Articles of Incorporation and Bylaws thereof and the three directors thereof; and further approves the First Supplemental Trust Indenture and Security Agreement from the Corporation in substantially the form and content presented at this meeting to be executed in favor of The Fremont National Bank and Trust Company, Fremont, Nebraska, as trustee, under which Refunding Bonds (La Vista Fire Station Project), Series 2011, in the aggregate principal amount of not to exceed \$4,975,000, (the "Refunding Bonds") are to be issued, and the City hereby approves the issuance of said Refunding Bonds, in such principal amount and bearing such rates of interest as shall be approved by the Mayor and City Clerk; provided, however, the final maturity of such Refunding Bonds may not be later than December 15, 2026, and the debt service payable on the Refunding Bonds must provide at least a net present value savings to the City on its payments under the First Amendment to Lease Purchase Agreement over its payments under the Original Agreement. The Mayor and Council hereby further approve the sale of the Refunding Bonds to D.A. Davidson & Co., at the price of 99.25% of the principal amount thereof (or such more favorable price as can be agreed upon) plus accrued interest to the date of purchase. The Mayor is hereby further authorized to approve a bond purchase agreement, in standard form, by and between City of La Vista Facilities Corporation and said purchaser and to approve at the time of closing of the purchase of said Refunding Bonds and approve the final form of said First Supplemental Trust Indenture and Security Agreement in substantially the form and content presented at this meeting, but with such changes or modifications as to him seem necessary, desirable or appropriate for or on behalf of the City, such determination to be evidenced by the execution thereof. The Mayor and Council of the City hereby authorizes and directs the Corporation to execute and deliver any and all notices or directions for call as may be necessary and appropriate in order to call the 2005 Bonds for redemption in connection with the issuance of the Refunding Bonds, and authorizes the Mayor or City Clerk to execute and deliver any documents deemed necessary and appropriate in connection therewith. The City further authorizes the Mayor, City Clerk and City Treasurer (Finance Director) to take any and all actions necessary and appropriate to effect the redemption of the 2005 Bonds.

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Section 5. The Mayor and Council hereby state that it is the intention of the City that interest on said Refunding Bonds issued by said Corporation shall be excludable from gross income under the federal income tax by virtue of Section 103 of the Internal Revenue Code of 1986, as amended, and Revenue Ruling 63-20 and Revenue Procedure 82-26 of the Internal Revenue Service and the Mayor and Council hereby authorize the Mayor, the City Clerk and the City Treasurer (or any one of more of them) to take all actions necessary or appropriate to carry out said intention and for obtaining such interest exclusion. The City hereby covenants with Corporation for the benefit of the purchasers and holders of said Refunding Bonds that it will make no use of the proceeds of said issue, including monies held in any sinking fund for the payment of lease rentals or principal and interest on said Refunding Bonds, which would cause said Refunding Bonds to be arbitrage bonds within the meaning of Section 103 and 148 and other related sections of the Internal Revenue Code of 1986, as amended, and further covenants to comply with said Sections 103 and 148 and related sections and all applicable regulations thereunder throughout the term of said issue, including all requirements with respect to reporting and payment of rebates, if applicable.

Section 6. The Mayor and Council hereby approves the draft Preliminary Official Statement in substantially the form and content presented at this meeting with respect to said Refunding Bonds and hereby authorizes the Mayor to approve a Preliminary Official Statement in definitive form, but with such changes or modifications as to him seem necessary, desirable or appropriate for or on behalf of the City, and further approves the final Official Statement for said Refunding Bonds with appropriate changes to reflect the final terms for said Refunding Bonds such approval to be evidenced by his execution thereof.

Section 7. The City Clerk and City Administrator are hereby designated as the initial Project Manager and Alternate Project Manager under the terms of the First Supplemental Trust Indenture and Security Agreement as approved in this Ordinance.

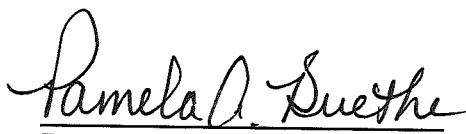
Section 8. This Ordinance shall be in force and take effect from and after its publication as provided by law.

PASSED AND APPROVED THIS 17TH DAY OF MAY, 2011.

CITY OF LA VISTA


Douglas Kindig, Mayor

ATTEST:


Pamela A. Buethe, CMC
City Clerk

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