

**CITY OF LA VISTA**  
**MAYOR AND CITY COUNCIL REPORT**  
**NOVEMBER 18, 2014 AGENDA**

<b>Subject:</b>	<b>Type:</b>	<b>Submitted By:</b>
CALL FOR REDEMPTION OF BONDS AND REFUNDING SERIES 2014 BOND ISSUES	◆ RESOLUTIONS ◆ ORDINANCES RECEIVE/FILE	KEVIN POKORNY DIRECTOR OF ADMINISTRATIVE SERVICES

**SYNOPSIS**

Resolutions have been prepared authorizing bonds called for redemption of the Refunding of the Public Safety Tax Anticipation Refunding Bonds, Series 2007 (\$830,000); the Highway Allocation Fund Pledge refunding Bonds, Series 2008 (\$780,000); General Obligation Refunding bonds, Series 2009 (\$5,105,000); General Obligation Refunding Bonds, Series 2009 issued by SID 59 (\$1,410,000).

Ordinances have been prepared authorizing the issuance of: General Obligation Refunding Bonds, Series 2014 in the principal amount not to exceed \$6,600,000; Highway Allocation Pledge Refunding Bonds, Series 2014, in principal amount of not to exceed \$800,000; Public Safety Tax Anticipation Refunding Bonds, Series 2014, in principal amount of not to exceed \$855,000 and La Vista Facilities Corporation of the Corporation's Building and Refunding Bonds (Public Works and Police Facility Projects), Series 2014, in a principal amount of not to exceed \$3,000,000 for the benefit of the City, and authorization of a Lease-Purchase Agreement and other documents related to such financing, and related documents .

**FISCAL IMPACT**

Savings of approximately \$694,371.62 will be recognized over time in the Debt Service Fund as a result of the lower interest rate.

**RECOMMENDATION**

Approval.

**BACKGROUND**

The City is paying an average coupon (interest) rate of 4.09% on these current bond issues; however, with the refunding, the average coupon rate will fall to approximately 2.233%.

RESOLUTION NO. \_\_\_\_\_

**RESOLUTION CALLING PUBLIC SAFETY TAX ANTICIPATION BONDS, SERIES 2007, FOR REDEMPTION**

BE IT RESOLVED by the Mayor and City Council of the City of La Vista, Nebraska:

Section 1. That the following bonds of the City of La Vista, Nebraska (the "City"), which are callable at any time on or after November 15, 2012, are hereby authorized to be irrevocably called for redemption on such date as set forth in the Direction for Call (as defined below):

**Public Safety Tax Anticipation Bonds, Series 2007**, date of original issue—December 21, 2007, in the principal amount of Eight Hundred Thirty Thousand Dollars (\$830,000), numbered as shown on the books of the Paying Agent becoming due and bearing interest as follows:

Principal <u>Amount</u>	Maturing November 15 <u>Of Year</u>	Interest <u>Rate</u>	<u>CUSIP No.</u>
\$ 90,000	2015*	3.80%	505318 LJ2
190,000	2017*	3.95	505318 LK9
550,000	2022*	4.30	505318 LL7

\*Term Bond

Said bonds were issued pursuant to Section 18-1202, R.R.S. Neb, as amended, for the purpose of paying the costs of two fire trucks and other fire suppression equipment.

Section 2. Said bonds are payable at the office of the City Treasurer of the City of La Vista, Nebraska, as paying agent and registrar (the "Paying Agent").

Section 3. The Mayor, Clerk or Director of Administrative Services of the City (each, an "Authorized Officer") are each individually hereby authorized at any time on or after the date of this resolution to determine the call date for said Bonds on behalf of the City and such determination, when made in writing (the "Direction for Call"), shall constitute the action of the City without further action of the Mayor and City Council of the City. The Call Date shall be set for such date as determined in the Direction for Call, and such determination shall be made by an Authorized Officer not later than June 1, 2015, after which the Authorized Officers shall have no authority to make any such determination hereunder without further action of the Mayor and City Council of the City and this resolution shall be of no further force and effect. Upon delivery of this resolution and the Direction for Call to the Paying Agent, said bonds shall be irrevocably called for redemption on the Call Date.

Section 4. A copy of this resolution and the Direction for Call shall be filed at least 30 days prior to the date of call with the Paying Agent and said Paying Agent is hereby irrevocably instructed to mail notice to each registered owner of said bonds not less than thirty days prior to the date fixed for redemption, all in accordance with the ordinance authorizing said called bonds.

PASSED AND APPROVED THIS 18TH DAY OF NOVEMBER, 2014.

CITY OF LA VISTA

ATTEST:

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Douglas Kindig, Mayor

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Pamela A. Buethe, CMC  
City Clerk

[SEAL]

RESOLUTION NO. \_\_\_\_\_

**RESOLUTION CALLING HIGHWAY ALLOCATION FUND PLEDGE BONDS, SERIES 2008,  
FOR REDEMPTION**

BE IT RESOLVED by the Mayor and City Council of the City of La Vista, Nebraska:

Section 1. That the following bonds of the City of La Vista, Nebraska (the "City"), which are callable at any time on or after September 19, 2013, are hereby authorized to be irrevocably called for redemption on such date as set forth in the Direction for Call (as defined below):

**Highway Allocation Fund Pledge Bonds, Series 2008**, date of original issue—

September 19, 2008, in the principal amount of Seven Hundred Eighty Thousand Dollars (\$780,000), numbered as shown on the books of the Paying Agent becoming due and bearing interest as follows:

Principal Amount	Maturing November 15 Of Year	Interest Rate	CUSIP No.
\$125,000	2017*	4.50%	505318 MU6
145,000	2020*	4.75	505318 MV4
510,000	2028*	5.00	505318 MW2

\*Term Bond

Said bonds were issued for the purpose of paying the costs of street construction, including refunding of temporary indebtedness, relating to construction costs for 96<sup>th</sup> Street paving, Cornhusker Road paving and certain paving in the Southport area.

Section 2. Said bonds are payable at the office of the City Treasurer of the City of La Vista, Nebraska, as paying agent and registrar (the "Paying Agent").

Section 3. The Mayor, Clerk or Director of Administrative Services of the City (each, an "Authorized Officer") are each individually hereby authorized at any time on or after the date of this resolution to determine the call date for said Bonds on behalf of the City and such determination, when made in writing (the "Direction for Call"), shall constitute the action of the City without further action of the Mayor and City Council of the City. The Call Date shall be set for such date as determined in the Direction for Call, and such determination shall be made by an Authorized Officer not later than June 1, 2015, after which the Authorized Officers shall have no authority to make any such determination hereunder without further action of the Mayor and City Council of the City and this resolution shall be of no further force and effect. Upon delivery of this resolution and the Direction for Call to the Paying Agent, said bonds shall be irrevocably called for redemption on the Call Date.

Section 4. A copy of this resolution and the Direction for Call shall be filed at least 30 days prior to the date of call with the Paying Agent and said Paying Agent is hereby irrevocably instructed to mail notice to each registered owner of said bonds not less than thirty days prior to the date fixed for redemption, all in accordance with the ordinance authorizing said called bonds.

PASSED AND APPROVED THIS 18TH DAY OF NOVEMBER, 2014.

CITY OF LA VISTA

ATTEST:

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Douglas Kindig, Mayor

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Pamela A. Buethe, CMC  
City Clerk

[SEAL]

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RESOLUTION NO. \_\_\_\_\_

**RESOLUTION CALLING GENERAL OBLIGATION VARIOUS PURPOSE REFUNDING BONDS, SERIES 2009, FOR REDEMPTION**

BE IT RESOLVED by the Mayor and City Council of the City of La Vista, Nebraska:

Section 1. That the following bonds of the City of La Vista, Nebraska (the "City"), which were callable at any time on or after November 6, 2014, are hereby authorized to be irrevocably called for redemption on such date as set forth in the Direction for Call (as defined below):

**General Obligation Various Purpose Refunding Bonds, Series 2009**, date of original issue—November 6, 2009, in the principal amount of Five Million One Hundred Five Thousand Dollars (\$5,105,000), numbered as shown on the books of the Paying Agent becoming due and bearing interest as follows:

Principal Amount	Maturing November 15 Of Year	Interest Rate	CUSIP No.
\$615,000	2015	2.50%	505318 NC5
625,000	2016	2.75	505318 ND3
640,000	2017	3.00	505318 NE1
650,000	2018	3.20	505318 NF8
310,000	2019	3.30	505318 NG6
350,000	2019	3.35	505318 NH4
520,000	2020	3.45	505318 NJ0
535,000	2021	3.55	505318 NK7
560,000	2022	3.65	505318 NL5
300,000	2023	3.80	505318 NM3

Said bonds were issued for the purpose of paying the costs of refunding the City's Various Purpose Bonds, Series 2003, in the principal amount of \$2,945,000; the City's General Obligation Refunding Bonds, Series 2003, in the principal amount of \$2,005,000; the General Obligation Bonds, Series 2004, issued by Sanitary and Improvement District No. 200 of Sarpy County, Nebraska, (which district has been annexed by the City) in the principal amount of \$1,725,000, which are valid obligations of the City; and General Obligation Bonds, Series 2004, issued by Sanitary and Improvement District No. 218 of Sarpy County, Nebraska, (which district has been annexed by the City) in the principal amount of \$1,545,000 which are valid obligations of the City.

Section 2. Said bonds are payable at the office of the City Treasurer of the City of La Vista, Nebraska, as paying agent and registrar (the "Paying Agent").

Section 3. The Mayor, Clerk or Director of Administrative Services of the City (each, an "Authorized Officer") are each individually hereby authorized at any time on or after the date of this resolution to determine the call date for said Bonds on behalf of the City and such determination, when made in writing (the "Direction for Call"), shall constitute the action of the City without further action of the Mayor and City Council of the City. The Call Date shall be set for such date as determined in the Direction for Call, and such determination shall be made by

an Authorized Officer not later than June 1, 2015, after which the Authorized Officers shall have no authority to make any such determination hereunder without further action of the Mayor and City Council of the City and this resolution shall be of no further force and effect. Upon delivery of this resolution and the Direction for Call to the Paying Agent, said bonds shall be irrevocably called for redemption on the Call Date.

Section 4. A copy of this resolution and the Direction for Call shall be filed at least 30 days prior to the date of call with the Paying Agent and said Paying Agent is hereby irrevocably instructed to mail notice to each registered owner of said bonds not less than thirty days prior to the date fixed for redemption, all in accordance with the ordinance authorizing said called bonds.

PASSED AND APPROVED THIS 18TH DAY OF NOVEMBER, 2014.

CITY OF LA VISTA

ATTEST:

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Douglas Kindig, Mayor

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Pamela A. Buethe, CMC  
City Clerk

[SEAL]

RESOLUTION NO. \_\_\_\_\_

**RESOLUTION CALLING GENERAL OBLIGATION REFUNDING BONDS, SERIES 2009, FOR REDEMPTION**

BE IT RESOLVED by the Mayor and City Council of the City of La Vista, Nebraska:

Section 1. That the following bonds issued by the Sanitary and Improvement District No. 59 of Sarpy County, Nebraska (the "District"), which were callable at any time on or after July 1, 2014, are hereby authorized to be irrevocably called for redemption on such date as set forth in the Direction for Call (as defined below):

**General Obligation Refunding Bonds, Series 2009**, date of original issue—July 1, 2009, in the principal amount of One Million Four Hundred Ten Thousand Dollars (\$1,410,000), numbered as shown on the books of the Paying Agent becoming due and bearing interest as follows:

Principal Amount	Maturing July 1 Of Year	Interest Rate	CUSIP No.
\$260,000	2015	3.10%	80374D AF8
270,000	2016	3.30	80374D AG6
280,000	2017	3.50	80374D AH4
295,000	2018	3.70	80374D AJ0
305,000	2019	3.90	80374D AK7

Said bonds were issued for the purpose of providing the funds, including funds on deposit in the District's bond fund, required to currently refund \$4,495,000 aggregate principal amount of the District's outstanding General Obligation Bonds, Series 1999 and the District's outstanding General Obligation Bonds, Series 2001. The District has since been annexed by the City of La Vista, Nebraska (the "City") and the General Obligation Refunding Bonds, Series 2009 are valid and legally binding obligations of the City.

Section 2. Said bonds are payable at the principal corporate office of Great Western Bank, Omaha, Nebraska, as paying agent and registrar (the "Paying Agent").

Section 3. The Mayor, Clerk or Director of Administrative Services of the City (each, an "Authorized Officer") are each individually hereby authorized at any time on or after the date of this resolution to determine the call date for said Bonds on behalf of the City and such determination, when made in writing (the "Direction for Call"), shall constitute the action of the City without further action of the Mayor and City Council of the City. The Call Date shall be set for such date as determined in the Direction for Call, and such determination shall be made by an Authorized Officer not later than June 1, 2015, after which the Authorized Officers shall have no authority to make any such determination hereunder without further action of the Mayor and City Council of the City and this resolution shall be of no further force and effect. Upon delivery of this resolution and the Direction for Call to the Paying Agent, said bonds shall be irrevocably called for redemption on the Call Date.

Section 4. A copy of this resolution and the Direction for Call shall be filed at least 30 days prior to the date of call with the Paying Agent and said Paying Agent is hereby irrevocably instructed to mail notice to each registered owner of said bonds not less than thirty days prior to the date fixed for redemption, all in accordance with the ordinance authorizing said called bonds.

PASSED AND APPROVED THIS 18TH DAY OF NOVEMBER, 2014.

CITY OF LA VISTA

ATTEST:

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Douglas Kindig, Mayor

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Pamela A. Buethe, CMC  
City Clerk

[SEAL]

ORDINANCE NO. \_\_\_\_\_

AN ORDINANCE AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2014, OF THE CITY OF LA VISTA, NEBRASKA, IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED SIX MILLION SIX HUNDRED THOUSAND DOLLARS (\$6,600,000) FOR THE PURPOSE OF REFUNDING (A) \$5,105,000 OUTSTANDING PRINCIPAL AMOUNT OF GENERAL OBLIGATION VARIOUS PURPOSE REFUNDING BONDS, SERIES 2009, DATED NOVEMBER 6, 2009 AND (B) \$1,410,000 OUTSTANDING PRINCIPAL AMOUNT OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2009, ISSUED BY SANITARY AND IMPROVEMENT DISTRICT NO. 59 OF SARPY COUNTY, NEBRASKA, DATED JULY 1, 2009; PRESCRIBING THE FORM OF SUCH BONDS AND AUTHORIZING OFFICERS OF THE CITY TO APPROVE CERTAIN FINAL TERMS OF THE BONDS; PROVIDING FOR THE LEVY AND COLLECTION OF TAXES TO PAY THE SAME, IF NECESSARY; PROVIDING FOR THE SALE OF THE BONDS; AUTHORIZING THE DELIVERY OF THE BONDS TO THE PURCHASER; AND PROVIDING FOR THE DISPOSITION OF BOND PROCEEDS; AND ORDERING THE ORDINANCE PUBLISHED IN PAMPHLET FORM.

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

Section 1. The Mayor and Council of the City of La Vista, Nebraska (the "City") hereby find and determine that: There have been heretofore issued and are now outstanding and unpaid valid interest bearing bonds of the City as follows:

(a) General Obligation Various Purpose Refunding Bonds, Series 2009, in the outstanding principal amount of \$5,105,000, dated November 6, 2009 (the "Refunded 2009 Bonds"), which mature and bear interest as follows:

Principal Amount	Maturing November Of Year	Interest Rate	CUSIP No.
\$615,000	2015	2.50%	505318 NC5
625,000	2016	2.75	505318 ND3
640,000	2017	3.00	505318 NE1
650,000	2018	3.20	505318 NF8
310,000	2019	3.30	505318 NG6
350,000	2019	3.35	505318 NH4
520,000	2020	3.45	505318 NJ0
535,000	2021	3.55	505318 NK7
560,000	2022	3.65	505318 NL5
300,000	2023	3.80	505318 NM3

such bonds being part of an issue of \$8,320,000 principal amount of General Obligation Various Purpose Refunding Bonds, Series 2009 issued pursuant to Ordinance No. 1101 duly passed by the Council and approved by the Mayor on September 15, 2009 (the "2009 Ordinance"), bonds maturing on or after November 15, 2014, are redeemable at the option of the City at any time on or after November 6, 2014 (the "2009 Bonds Redemption Date"), at a redemption price equal to the principal amount thereof plus accrued interest to the date fixed for redemption.

(b) General Obligation Refunding Bonds, Series 2009, in the outstanding principal amount of \$1,410,000, dated July 1, 2009 (the "Refunded 2009 SID Bonds"), which mature and bear interest as follows:

Principal Amount	Maturing July 1 Of Year	Interest Rate	CUSIP No.
\$260,000	2015	3.10%	80374D AF8
270,000	2016	3.30	80374D AG6
280,000	2017	3.50	80374D AH4
295,000	2018	3.70	80374D AJ0
305,000	2019	3.90	80374D AK7

such bonds being part of an issue of \$2,600,000 principal amount of General Obligation Refunding Bonds, Series 2009, issued by Sanitary and Improvement District No. 59 of Sarpy County, Nebraska (the "District") pursuant to a bond resolution duly adopted by the Board of Trustees of the District on May 26, 2009 (the "2009 SID Resolution"). The District has since been annexed by the City and the Refunded 2009 SID Bonds are valid and legally binding obligations of the City. Such

bonds maturing on or after July 1, 2015, are redeemable at the option of the City at any time on or after July 1, 2014 (the "2009 SID Bonds Redemption Date" and, together with the 2009 Bonds Redemption Date, the "Redemption Dates"), at a redemption price equal to the principal amount thereof plus accrued interest to the date fixed for redemption.

(c) All of the Refunded 2009 Bonds and the Refunded 2009 SID Bonds (collectively, the "Refunded Bonds") are valid, interest bearing obligations of the City; (d) since the Refunded Bonds were issued, the rates of interest available in the market have so declined that by issuing its refunding bonds to provide funds for the payment and redemption of the Refunded Bonds, all as set out above, a substantial savings in the amount of yearly running interest will be made to the City; (e) for the purpose of providing for the payment and redemption of the Refunded Bonds as above set out and to pay costs of issuance thereof, it is in the best interest of the City to issue general obligation refunding bonds of the City in the principal amount of not to exceed \$6,600,000 (the "2014 Bonds" or the "Bonds"); and (f) except as set forth herein, the City has no bond sinking funds on hand for the retirement of the Refunded Bonds not required for the timely payment of principal and interest due on the Redemption Dates.

Section 2. The Mayor and Council further find and determine that (a) it is necessary, desirable, advisable and in the best interest of the City to provide for the payment and redemption of the Refunded Bonds; and, (b) all conditions, acts and things required by law to exist or to be done precedent to the issuance of the Bonds in the amount of not to exceed \$6,600,000 pursuant to Section 10-142, Reissue Revised Statutes of Nebraska, as amended, and other applicable statutes, do exist and have been done as required by law.

Section 3. To provide funds for the purpose of refunding the Refunded Bonds as set out in Sections 1 and 2 hereof, there shall be and there are hereby ordered issued the General Obligation Refunding Bonds, Series 2014, of the City in the principal amount of not to exceed Six Million Six Hundred Thousand Dollars (\$6,600,000) with principal payments to become due on August 15 of each year as follows:

Principal Amount	Maturing August 15
\$ 305,000	2015
\$985,000	2016
985,000	2017
995,000	2018
995,000	2019
690,000	2020
535,000	2021
545,000	2022
565,000	2023

provided, that the Bonds shall bear interest at such rates per annum as shall be determined in a written designation (the "Designation") signed by the Mayor, City Clerk or the Director of Administrative Services (the "Authorized Officers") on behalf of the City and which may be agreed to by D.A. Davidson & Co. (the "Underwriter"), which Designation may also determine or modify the principal amount for each maturity of the Bonds and mandatory redemption provisions (if any), all within the following limitations:

- (a) *the aggregate principal amount of the Bonds shall not exceed \$6,600,000, but may be reduced in principal amount;*
- (b) *the true interest cost on the Bonds shall not exceed 2.50% per annum;*
- (c) *the principal amount due in any year (including principal due as mandatory redemption amounts) for each maturity may be decreased by any amount determined but shall not increase by more than 10% or \$10,000, whichever is greater;*
- (d) *the longest maturity of the Bonds may not be later than August 15, 2023.*
- (e) *two or more of the principal maturities may be combined and issued as "term bonds" and the Authorized Officers may determine the mandatory sinking fund payments and mandatory redemption amounts. Any Bonds issued as "term bonds" shall be redeemed at a redemption price equal to 100% of the principal amount thereof plus accrued interest thereon to the date of redemption and may be selected for redemption by any random method of selection determined appropriate by the*

Registrar (as hereinafter designated) or by the Depository (as hereinafter designated).

The Authorized Officers are hereby authorized to make such determinations on behalf of the City and to evidence the same by execution and delivery of the Designation and such determinations, when made and agreed to by the Underwriter, shall constitute the action of the without further action of them Mayor and Council.

The Bonds shall be issued in fully registered form in the denomination of \$5,000 or any integral multiple thereof. The date of original issue for the Bonds shall be date of original delivery. Interest on the Bonds, at the respective rates for each maturity, shall be payable semi-annually on February 15 and August 15 of each year beginning February 15, 2015 (or such other date or dates as may be determined in the Designation, each an "Interest Payment Date"), and the Bonds shall bear such interest from the date of original issue or the most recent Interest Payment Date, whichever is later. The interest due on each Interest Payment Date shall be payable to the registered owners of record as of the fifteenth day immediately preceding the Interest Payment Date (the "Record Date"), subject to the provisions of Section 4 hereof. The Bonds shall be numbered from 1 upwards in the order of their issuance. No Bond shall be issued originally or upon transfer or partial redemption having more than one principal maturity. The initial bond numbering and principal amounts for each of the Bonds issued shall be as directed by the initial purchaser thereof. Payments of interest due on the Bonds prior to maturity or earlier redemption shall be made by the Paying Agent and Registrar, designated in Section 4 hereof, by mailing a check or draft in the amount due for such interest on each Interest Payment Date to the registered owner of each Bond, as of the Record Date for such Interest Payment Date, to such owner's registered address as shown on the books of registration as required to be maintained in Section 4 hereof. Payments of principal due at maturity or at any date fixed for redemption prior to maturity, together with unpaid accrued interest thereon, shall be made by the Paying Agent and Registrar to the registered owners upon presentation and surrender of the Bonds to the Paying Agent and Registrar. The City and the Paying Agent and Registrar may treat the registered owner of any Bond as the absolute owner of such Bond for the purpose of making payments thereon and for all other purposes and neither the City nor the Paying Agent and Registrar shall be affected by any notice or knowledge to the contrary, whether such Bond or any installment of interest due thereon shall be overdue or not. All payments on account of interest or principal made to the registered owner of any Bond in accordance with the terms of this Ordinance shall be valid and effectual and shall be a discharge of the City and the Paying Agent and Registrar, in respect of the liability upon the Bonds or claims for interest to the extent of the sum or sums so paid.

Section 4. The Authorized Officers are hereby authorized to designate the Paying Agent and Registrar for the Bonds in the Designation, which Paying Agent and Registrar may be a bank or trust company or the City Treasurer. If a bank or trust company is designated as Paying Agent and Registrar, said Paying Agent and Registrar shall serve in such capacities under the terms of an agreement entitled "Paying Agent and Registrar's Agreement" between the City and said Paying Agent and Registrar, the form of which is hereby approved. The Mayor and City Clerk are hereby authorized to execute said agreement in substantially the form presented but with such changes as they shall deem appropriate or necessary. The Paying Agent and Registrar shall keep and maintain for the City books for the registration and transfer of the Bonds at its office. The names and registered addresses of the registered owner or owners of the Bonds shall at all times be recorded in such books. Any Bond may be transferred pursuant to its provisions at the office of the Paying Agent and Registrar by surrender of such Bond for cancellation, accompanied by a written instrument of transfer, in form satisfactory to the Paying Agent and Registrar, duly executed by the registered owner in person or by such owner's duly authorized agent, and thereupon the Paying Agent and Registrar, on behalf of the City, will deliver at its office (or send by registered mail to the transferee owner or owners thereof at such transferee owner's or owners' risk and expense), registered in the name of the transferee owner or owners, a new Bond or Bonds of the same series, interest rate, aggregate principal amount and maturity. To the extent of the denominations authorized for the Bonds by this Ordinance, one Bond may be transferred for several such Bonds of the same series, interest rate and maturity, and for a like aggregate principal amount, and several such Bonds may be transferred for one or several such Bonds, respectively, of the same series, interest rate and maturity and for a like aggregate principal amount. In every case of transfer of a Bond, the surrendered Bond shall be canceled and destroyed. All Bonds issued upon transfer of the bonds so surrendered shall be valid obligations of the City evidencing the same obligation as the Bonds surrendered and shall be entitled to all the benefits and protection of this Ordinance to the same extent as the Bonds upon transfer of which they were delivered. The City and the Paying Agent and Registrar shall not be required to transfer any Bond during any period from any Record Date until its immediately following Interest Payment Date or to transfer any Bond called for redemption for a period of 30 days next preceding the date fixed for redemption.

Section 5. In the event that payments of interest due on the Bonds on an Interest Payment Date are not timely made, such interest shall cease to be payable to the registered owners as of the Record Date for such Interest Payment Date and shall be payable to the registered owners of the Bonds as of a special date of record for payment of such defaulted interest as shall be designated by the Paying Agent and Registrar whenever monies for the purpose of paying such defaulted interest become available.

Section 6. In addition to any mandatory sinking fund redemptions, the Bonds shall be subject to redemption at the option of the City, in whole or in part, prior to maturity at any time on or after five years after the date of original issue, at par plus accrued interest on the principal amount redeemed to the date fixed for redemption. The City may select the Bonds to be redeemed for optional redemption in its sole discretion. Bonds for mandatory redemption shall be selected by the Paying Agent and Registrar using any random method of selection determined appropriate by the Paying Agent and Registrar. Bonds redeemed pursuant to the requirements for mandatory redemption shall be redeemed at par plus accrued interest on the principal amount redeemed. The Bonds shall be redeemed only in amounts of \$5,000 or integral multiples thereof. Bonds redeemed in part only shall be surrendered to the Paying Agent and Registrar in exchange for a new Bond evidencing the unredeemed principal thereof. Notice of redemption of any Bond called for redemption shall be given, at the direction of the City in the case of optional redemption and without further direction in the case of mandatory redemption, by the Paying Agent and Registrar by mail not less than 30 days prior to the date fixed for redemption, first class, postage prepaid, sent to the registered owner of such Bond at said owner's registered address. Such notice shall designate the Bond or Bonds to be redeemed by maturity or otherwise, the date of original issue, series and the date fixed for redemption and shall state that such Bond or Bonds are to be presented for prepayment at the office of the Paying Agent and Registrar. In case of any Bond partially redeemed, such notice shall specify the portion of the principal amount of such Bond to be redeemed. No defect in the mailing of notice for any Bond shall affect the sufficiency of the proceedings of the City designating the Bonds called for redemption or the effectiveness of such call for Bonds for which notice by mail has been properly given and the City shall have the right to further direct notice of redemption for any such Bond for which defective notice has been given.

Section 7. If the date for payment of the principal of or interest on the Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the municipality where the Paying Agent and Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

Section 8. The Bonds shall be in substantially the following form:

UNITED STATES OF AMERICA  
 STATE OF NEBRASKA  
 COUNTY OF SARPY  
 CITY OF LA VISTA, NEBRASKA  
 GENERAL OBLIGATION REFUNDING BOND  
 SERIES 2014

\$

No. \_\_\_\_\_

Interest Rate  
 %

Maturity Date  
 August 15, 20\_\_\_\_

Date of Original Issue  
 \_\_\_\_\_, 2014

CUSIP

Registered Owner: Cede & Co.

Principal Amount:

The CITY OF LA VISTA, NEBRASKA (the "City"), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner specified above, or registered assigns, the Principal Amount specified above in lawful money of the United States of America on the Maturity Date specified above with interest thereon to maturity (or earlier redemption) computed on the basis of a 360-day year consisting of twelve 30-day months from the Date of Original Issue or most recent Interest Payment Date, whichever is later, at the Interest Rate per annum specified above, payable semiannually on \_\_\_\_\_ and \_\_\_\_\_ of each year, beginning \_\_\_\_\_, 20\_\_\_\_ (each of such dates an "Interest Payment Date"). The Principal Amount hereof, together with unpaid accrued interest due at maturity or upon earlier redemption, is payable upon presentation and surrender of this bond at the office of \_\_\_\_\_, as the Paying Agent and Registrar, in \_\_\_\_\_, Nebraska. Interest on this bond due prior to maturity or earlier redemption will be paid on each Interest Payment Date by a check or draft mailed by the Paying Agent and Registrar to the registered owner of this bond, as shown on the books of record maintained by the Paying Agent and Registrar, at the close of business on the fifteenth day immediately preceding such Interest Payment Date, to such owner's registered address as shown on such books and records. Any interest not so timely paid shall cease to be payable to the person entitled thereto as of the record date such interest was payable, and shall be payable to the person who is the registered owner of this bond (or of one or more predecessor bonds hereto) on such special record date for payment of such defaulted interest as shall be fixed by the Paying Agent and Registrar whenever monies for such purposes become available.

This bond is one of an issue of fully registered bonds (the "Bonds") of the total principal amount of \_\_\_\_\_ (\$\_\_\_\_\_), of even date and like tenor except as to date of maturity, rate of interest and denomination which were issued by the City in strict compliance with Section 10-142, Reissue Revised Statutes of Nebraska, as amended, and other applicable statutes for the purpose of refunding (a) \$5,105,000 outstanding principal amount of General Obligation Various Purpose Refunding Bonds, Series 2009, dated November 6, 2009 and (b) \$1,410,000 outstanding principal amount of General Obligation Refunding Bonds, Series 2009, issued by Sanitary and Improvement District No. 59 of Sarpy County, Nebraska, dated July 1, 2009. The issuance of such bonds has been authorized by proceedings duly had and an ordinance legally passed and approved by the Mayor and Council of the City (the "Ordinance").

The Bonds are subject to redemption at the option of the City, in whole or in part, at any time on or after five years after the date of delivery, at par plus interest accrued on the principal amount redeemed to the date fixed for redemption.

[In addition, the Bonds shall be subject to mandatory sinking fund redemption payments (with bonds being redeemed at par plus accrued interest) as follows:

\$ \_\_\_\_\_ Principal Maturing August 15, 20\_\_\_\_  
 \$ \_\_\_\_\_ to be called August 15, 20\_\_\_\_  
 \$ \_\_\_\_\_ to be called August 15, 20\_\_\_\_  
 \$ \_\_\_\_\_ Payable August 15, 20\_\_\_\_]

Notice of redemption shall be given by mail to the registered owner of any Bond to be redeemed at such registered owner's address in the manner specified in the Ordinance authorizing the Bonds. Individual Bonds may be redeemed in part but only in \$5,000 amounts or integral multiples thereof.

This Bond is transferable by the Registered Owner or such owner's attorney duly authorizing in writing at the office of the Paying Agent and Registrar upon surrender and

cancellation of this Bond, and thereupon a new Bond or Bonds of the same aggregate principal amount, interest rate and maturity will be issued to the transferee as provided in the Ordinance, subject to the limitations therein prescribed. The City, the Paying Agent and Registrar and any other person may treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment due hereunder and for all purposes and shall not be affected by any notice to the contrary, whether this Bond be overdue or not.

If the date for payment of the principal of or interest on this Bond shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the City are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

IT IS HEREBY CERTIFIED AND WARRANTED that all conditions, acts and things required by law to exist or to be done precedent to and in the issuance of this Bond and in the issuance of the Bonds refunded hereby did exist, did happen and were done and performed in regular and due form and time as required by law and that the indebtedness of said City, including this Bond and the Bonds refunded hereby, does not exceed any limitation imposed by law. The City agrees that it will cause to be levied and collected annually a tax by valuation on all the taxable property in the City, in addition to all other taxes, sufficient in rate and amount to fully pay the principal and interest of this Bond and the other Bonds of this issue as the same become due.

AS PROVIDED IN THE ORDINANCE REFERRED TO HEREIN, UNTIL THE TERMINATION OF THE SYSTEM OF BOOK-ENTRY-ONLY TRANSFERS THROUGH THE DEPOSITORY TRUST COMPANY, NEW YORK, NEW YORK (TOGETHER WITH ANY SUCCESSOR SECURITIES DEPOSITORY APPOINTED PURSUANT TO THE ORDINANCE, "DTC"), AND NOTWITHSTANDING ANY OTHER PROVISIONS OF THE ORDINANCE TO THE CONTRARY, A PORTION OF THE PRINCIPAL AMOUNT OF THIS BOND MAY BE PAID OR REDEEMED WITHOUT SURRENDER HEREOF TO THE REGISTRAR. DTC OR A NOMINEE, TRANSFeree OR ASSIGNEE OF DTC OF THIS BOND MAY NOT RELY UPON THE PRINCIPAL AMOUNT INDICATED HEREON AS THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID. THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID SHALL FOR ALL PURPOSES BE THE AMOUNT DETERMINED IN THE MANNER PROVIDED IN THE ORDINANCE.

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED OFFICER OF DTC (A) TO THE REGISTRAR FOR REGISTRATION OF TRANSFER OR EXCHANGE OR (B) TO THE REGISTRAR FOR PAYMENT OF PRINCIPAL, AND ANY BOND ISSUED IN REPLACEMENT HEREOF OR SUBSTITUTION HEREOF IS REGISTERED IN THE NAME OF DTC AND ANY PAYMENT IS MADE TO DTC OR ITS NOMINEE, ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL BECAUSE ONLY THE REGISTERED OWNER HEREOF, DTC OR ITS NOMINEE, HAS AN INTEREST HEREIN.

This Bond shall not be valid and binding on the City until authenticated by the Paying Agent and Registrar.

IN WITNESS WHEREOF, the Mayor and Council of the City have caused this Bond to be executed on behalf of the City with the manual or facsimile signatures of the Mayor and the Clerk and by causing the official seal of the City to be impressed or imprinted hereon, all as of the date of original issue specified above.

CITY OF LA VISTA, NEBRASKA  
(facsimile signature)

ATTEST:

Mayor

(facsimile signature)  
Clerk  
(SEAL)

## CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds authorized by Ordinance of the Mayor and Council of the City of La Vista, Nebraska, described in the foregoing Bond.

Nebraska, Paying Agent and Registrar

### (Form of Assignment)

For value received hereby sells, assigns and transfers unto (Social Security or Taxpayer I.D. No. \_\_\_\_\_) the within bond and hereby irrevocably constitutes and appoints \_\_\_\_\_, attorney, to transfer the same on the books of registration in the office of the within-mentioned Paying Agent and Registrar with full power of substitution in the premises.

Dated: \_\_\_\_\_

**Registered Owner(s)**

### Signature Guaranteed

By \_\_\_\_\_

**Authorized Officer(s)**

Note: The signature(s) on this assignment MUST CORRESPOND with the name(s) as written on the face of the within bond in every particular, without alteration, enlargement or any change whatsoever, and must be guaranteed by a commercial bank or a trust company or by a firm having membership on the New York, Midwest or other stock exchange.

Section 9. Each of the Bonds shall be executed on behalf of the City with the manual or facsimile signatures of the Mayor and Clerk of the City. The Bonds shall be issued initially as "book-entry-only" bonds using the services of The Depository Trust Company (the "Depository"), with one typewritten bond per maturity being issued to the Depository. In such connection said officers are authorized to execute and deliver a letter of representations (the "Letter of Representations") in the form required by the Depository, for and on behalf of the City, which shall thereafter govern matters with respect to registration, transfer, payment and redemption of the Bonds. Upon the issuance of the Bonds as "book-entry-only" bonds, the following provisions shall apply:

(a) The City and the Paying Agent and Registrar shall have no responsibility or obligation to any broker-dealer, bank or other financial institution for which the Depository holds Bonds as securities depository (each, a "Bond Participant") or to any person who is an actual purchaser of a Bond from a Bond Participant while the Bonds are in book-entry form (each, a "Beneficial Owner") with respect to the following:

(i) the accuracy of the records of the Depository, any nominees of the Depository or any Bond Participant with respect to any ownership interest in the Bonds.

(ii) the delivery to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any notice with respect to the Bonds, including any notice of redemption, or

(iii) the payment to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any amount with respect to the Bonds. The Paying Agent and Registrar shall make payments with respect to the Bonds only to or upon the order of the Depository or its nominee and all such payments shall be valid and effective fully to satisfy and discharge the obligations with respect to such Bonds to the extent of the sum or sums so paid. No person other than the Depository shall receive an authenticated Bond, except as provided in (e) below.

(b) Upon receipt by the Paying Agent and Registrar of written notice from the Depository to the effect that the Depository is unable or unwilling to discharge its responsibilities, the Paying Agent and Registrar shall issue, transfer and exchange Bonds requested by the Depository in appropriate amounts. Whenever the Depository requests the Paying Agent and Registrar to do so, the Paying Agent and Registrar will cooperate with the Depository in taking appropriate action after reasonable notice (i) to arrange, with the prior written consent of the City, for a substitute depository willing and able upon reasonable and customary terms to maintain custody of the Bonds or (ii) to make available Bonds registered in whatever name or names the Beneficial Owners transferring or exchanging such Bonds shall designate.

(c) If the City determines that it is desirable that certificates representing the Bonds be delivered to the Bond Participants and/or Beneficial Owners of the Bonds and so notifies the Paying Agent and Registrar in writing, the Paying Agent and Registrar shall so notify the Depository, whereupon the Depository will notify the Bond Participants of the availability through the Depository of bond certificates representing the Bonds. In such event, the Paying Agent and Registrar shall issue, transfer and exchange bond certificates representing the Bonds as requested by the Depository in appropriate amounts and in authorized denominations.

(d) Notwithstanding any other provision of this Ordinance to the contrary, so long as any Bond is registered in the name of the Depository or any nominee thereof, all payments with respect to such Bond and all notices with respect to such Bond shall be made and given, respectively, to the Depository as provided in the Letter of Representations.

(e) Registered ownership of the Bonds may be transferred on the books of registration maintained by the Paying Agent and Registrar, and the Bonds may be delivered in physical form to the following:

(i) any successor securities depository or its nominee;

(ii) any person, upon (A) the resignation of the Depository from its functions as depository or (B) termination of the use of the Depository pursuant to this Section.

(f) In the event of any partial redemption of a Bond unless and until such partially redeemed Bond has been replaced in accordance with the provisions of this Ordinance, the books and records of the Paying Agent and Registrar shall govern and establish the principal amount of such Bond as is then outstanding and all of the Bonds issued to the Depository or its nominee shall contain a legend to such effect.

If for any reason the Depository resigns and is not replaced or upon termination by the City of book-entry-only form, the City shall immediately provide a supply of bond certificates for issuance upon subsequent transfers or in the event of partial redemption. In the event that such supply of certificates shall be insufficient to meet the requirements of the Paying Agent and Registrar for issuance of replacement bond certificates upon transfer or partial redemption, the City agrees to order printed an additional supply of bond certificates and to direct their execution by manual or facsimile signature of its then duly qualified and acting officers. In case any officer whose signature or facsimile thereof shall appear on any Bond shall cease to be such officer before the delivery of such Bond (including any bond certificates delivered to the Paying Agent and Registrar for issuance upon transfer or partial redemption) such signature or such facsimile signature shall nevertheless be valid and sufficient for all purposes the same as if such officer or officers had remained in office until the delivery of such Bond. The Bonds shall not be valid and binding on the City until authenticated by the Paying Agent and Registrar. The Bonds shall be delivered to the Paying Agent and Registrar for registration and authentication. Upon execution, registration and authentication of the Bonds, they shall be delivered to the City Treasurer, who is authorized to deliver them to D.A. Davidson & Co., as initial purchaser thereof, upon receipt of 99.25% of the principal amount of the Bonds plus accrued interest thereon to date of payment for the Bonds

(which purchase price may be modified by the terms of the Designation). Such initial purchaser shall have the right to direct the registration of the Bonds and the denominations thereof within each maturity, subject to the restrictions of this Ordinance. The Underwriter and its agents, representatives and counsel and the City's bond counsel are hereby authorized to take such actions on behalf of the City as are necessary to effectuate the closing of the issuance and sale of the Bonds, including, without limitation, authorizing the release of the Bonds by the Depository at closing. The Authorized Officers of the City (or any one of them) are hereby authorized to execute the Bond Purchase Agreement for the sale of the Bonds to the Underwriter, in substantially the form presented herewith, with such changes as such Authorized Officers may deem necessary and appropriate. The officers of the City, or any one or more of them are hereby further authorized to take any and all actions and enter into any and all agreements deemed necessary or appropriate in connection with the issuance and sale of the Bonds and the redemption and payment of the Refunded Bonds, and any such actions previously taken are hereby ratified and confirmed.

Section 10. The Clerk is directed to make and certify a transcript or transcripts of the proceedings of the Mayor and Council precedent to the issuance of the Bonds, a copy of which shall be delivered to the initial purchaser of the Bonds.

Section 11. The net sale proceeds of the Bonds, along with any necessary funds of the City on hand, shall be applied to the payment and satisfaction of all of the principal of and the interest on the Refunded Bonds as called for redemption on the Redemption Date. Accrued interest received from the sale of the Bonds, if any, shall be applied to pay interest first falling due on the Bonds. Expenses of issuance of the Bonds may be paid from the proceeds of the Bonds.

Section 12. The City agrees that it will cause to be levied and collected annually a tax by valuation on all the taxable property in the City, except intangible property, in addition to all other taxes, which with other funds of the City available therefor, shall be sufficient in rate and amount to fully pay the principal of and interest on the Bonds as the same become due.

Section 13. The Mayor and Council hereby approve the Preliminary Official Statement with respect to the Bonds and the information therein contained, and the Mayor and City Administrator or either of them is authorized to approve and deliver a final Official Statement for and on behalf of the City, and such final Official Statement shall be delivered in accordance with the requirements of Reg. Sec. 240.15c2-12 of the Securities and Exchange Commission.

Section 14. The City hereby covenants and agrees that it will make no use of the proceeds of the Bonds which would cause the Bonds to be arbitrage bonds within the meaning of Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code") and further covenants to comply with said Sections 103(b)(2) and 148 and all applicable regulations thereunder throughout the term of said issue, including all requirements with respect to payment and reporting of rebates, if applicable. The City hereby covenants to take all action necessary to preserve the tax-exempt status of the interest on the Bonds for federal income tax purposes under the Code with respect to taxpayers generally. The City further agrees that it will not take any actions which would cause the Bonds to constitute "private activity bonds" within the meaning of Section 141 of the Code. The City hereby designates the Bonds as its "qualified tax-exempt obligations" pursuant to Section 265(b)(3)(B)(i)(III) of the Code and covenants and warrants that it does not reasonably expect to issue bonds or other obligations aggregating in principal amount more than \$10,000,000 during calendar 2014 (taking into consideration the exception for current refunding issues). The Mayor is hereby authorized to make any and all certifications deemed necessary in connection with the designation of the Bonds as "qualified tax-exempt obligations", including "deemed designating" the Bonds.

Section 15. The City's obligations under this Ordinance with respect to any or all of the Bonds herein authorized shall be fully discharged and satisfied as to any or all of such Bonds and any such Bond shall no longer be deemed to be outstanding hereunder if such Bond has been purchased by the City and canceled or when the payment of principal of and interest thereon to the respective date of maturity or redemption (a) shall have been made or caused to be made in accordance with the terms thereof, (b) shall have been provided for by depositing with a national or state bank having trust powers, or trust company, in trust, solely for such payment (i) sufficient money to make such payment and/or (ii) direct general obligations (including obligations issued or held in book entry form on the books of the Department of Treasury of the United States of America) of or obligations the principal and interest of which are unconditionally guaranteed by the United States of America (herein referred to as "U.S. Government Obligations") in such amount and bearing interest payable and maturing or redeemable at stated fixed prices at the option of the holder as to principal, at such time or times, as will ensure the availability of sufficient money to

make such payments; provided, however, that with respect to any Bond to be paid prior to maturity, the City shall have duly called such Bond for redemption and given notice of such redemption as provided by law or made irrevocable provision for the giving of such notice. Any money so deposited with such bank or trust company in excess of the amount required to pay principal of and interest on the Bonds for which such monies or U.S. Government Obligations were deposited shall be paid over to the City as and when collected.

Section 16. In order to promote compliance with certain federal tax and securities laws relating to the Bonds herein authorized (as well as other outstanding bonds) the policy and procedures attached hereto as Exhibit "A" (the "Post-Issuance Compliance Policy and Procedures") are hereby adopted and approved in all respects. To the extent that there is any inconsistency between the attached Post-Issuance Compliance Policy and Procedures and any similar policy or procedures previously adopted and approved, the Post-Issuance Compliance Policy and Procedures shall control.

Section 17. The City hereby (a) authorizes and directs that an Authorized Officer execute and deliver, on the date of issue of the Bonds, a continuing disclosure undertaking (the "Continuing Disclosure Undertaking") in such form as shall be satisfactory to the City and in compliance with Rule 15c2-12 of the Securities and Exchange Commission, and (b) covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Undertaking. Notwithstanding any other provision of this resolution, failure of the City to comply with the Continuing Disclosure Undertaking shall not be considered an event of default hereunder; however, any Participating Underwriter (as such term is defined in the Continuing Disclosure Undertaking) or any Beneficial Owner or any Registered Owner of a Bond (as such terms are defined in the Continuing Disclosure Undertaking) may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the City to comply with its obligations under this section.

Section 18. This Ordinance shall be in force and take effect from and after its passage and publication in pamphlet form as provided by law.

PASSED AND APPROVED THIS 18TH DAY OF NOVEMBER, 2014.

CITY OF LA VISTA

ATTEST:

Douglas Kindig, Mayor

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Pamela A. Buethe, CMC  
City Clerk

[SEAL]

## EXHIBIT A

### **Policy and Procedures Federal Tax Law and Disclosure Requirements for Tax-exempt Bonds and/or Build America Bonds**

**ISSUER NAME:** City of La Vista, in the State of Nebraska

**COMPLIANCE OFFICER (BY TITLE):** City Clerk

#### **POLICY**

It is the policy of the Issuer identified above (the "Issuer") to comply with all Federal tax requirements and securities law continuing disclosure obligations for its obligations issued as tax-exempt bonds or as direct pay build America bonds to ensure, as applicable (a) that interest on its tax-exempt bonds remains exempt from Federal income tax, (b) that the direct payments associated with its bonds issued as "build America bonds" are received by the Issuer in a timely manner and (c) compliance with any continuing disclosure obligations of the Issuer with respect to its outstanding bonds.

#### **PROCEDURES**

Compliance Officer. Review of compliance with Federal tax requirements and securities law continuing disclosure obligations as generally outlined below shall be conducted by the Compliance Officer identified above (the "Compliance Officer"). To the extent more than one person has been delegated specific responsibilities, the Compliance Officer shall be responsible for ensuring coordination of all compliance review efforts.

Training. The Compliance Officer shall evaluate and review educational resources regarding post-issuance compliance with Federal tax and securities laws, including periodic review of resources published for issuers of tax-exempt obligations by the Internal Revenue Service (either on its website at <http://www.irs.gov/taxexemptbond>, or elsewhere) and the Municipal Securities Rulemaking Board (either on its Electronic Municipal Market Access website ["EMMA"] at <http://www.emma.msrb.org>, or elsewhere).

Compliance Review. A compliance review shall be conducted at least annually by or at the direction of the Compliance Officer. The review shall occur at the time the Issuer's annual audit takes place, unless the Compliance Officer otherwise specifically determines a different time period or frequency of review would be more appropriate.

#### Scope of Review.

Document Review. At the compliance review, the following documents (the "Bond Documents") shall be reviewed for general compliance with covenants and agreements and applicable regulations with respect to each outstanding bond issue:

- (a) the resolution(s) and/or ordinance(s), as applicable, adopted by the governing body of the Issuer authorizing the issuance of its outstanding bonds, together with any documents setting the final rates and terms of such bonds (the "Authorizing Proceedings");
- (b) the tax documentation associated with each bond issue, which may include some or all of the following (the "Tax Documents"):
  - i. covenants, certifications and expectations regarding Federal tax requirements which are described in the Authorizing Proceedings;
  - ii. Form 8038 series filed with the Internal Revenue Service;
  - iii. tax certificates, tax compliance agreements, tax regulatory agreement or similar documents;
  - iv. covenants, agreements, instructions or memoranda with respect to rebate or private use;
  - v. any reports from rebate analysts received as a result of prior compliance review or evaluation efforts; and
  - vi. any and all other agreements, certificates and documents contained in the transcript associated with the Authorizing Proceedings relating to federal tax matters.

- (c) the Issuer's continuing disclosure obligations, if any, contained in the Authorizing Proceedings or in a separate agreement (the "Continuing Disclosure Obligations"), and
- (d) any communications or other materials received by the Issuer or its counsel, from bond counsel, the underwriter or placement agent or its counsel, the IRS, or any other material correspondence relating to the tax-exempt status of the Issuer's bonds or relating to the Issuer's Continuing Disclosure Obligations.

*Use and Timely Expenditure of Bond Proceeds.* Expenditure of bond proceeds shall be reviewed by the Compliance Officer to ensure (a) such proceeds are spent for the purpose stated in the Authorizing Proceedings and as described in the Tax Documents and (b) that the proceeds, together with investment earnings on such proceeds, are spent within the timeframes described in the Tax Documents, and (c) that any mandatory redemptions from excess bond proceeds are timely made if required under the Authorizing Proceedings and Tax Documents.

*Arbitrage Yield Restrictions and Rebate Matters.* The Tax Documents shall be reviewed by the Compliance Officer to ensure compliance with any applicable yield restriction requirements under Section 148(a) of the Internal Revenue Code (the "Code") and timely calculation and payment of any rebate and the filing of any associated returns pursuant to Section 148(f) of the Code. A qualified rebate analyst shall be engaged as appropriate or as may be required under the Tax Documents.

*Use of Bond Financed Property.* Expectations and covenants contained in the Bond Documents regarding private use shall be reviewed by the Compliance Officer to ensure compliance. Bond-financed properties shall be clearly identified (by mapping or other reasonable means). Prior to execution, the Compliance Officer (and bond counsel, if deemed appropriate by the Compliance Officer) shall review (a) all proposed leases, contracts related to operation or management of bond-financed property, sponsored research agreements, take-or-pay contracts or other agreements or arrangements or proposed uses which have the potential to give any entity any special legal entitlement to the bond-financed property, (b) all proposed agreements which would result in disposal of any bond-financed property, and (c) all proposed uses of bond-financed property which were not anticipated at the time the bonds were issued. Such actions could be prohibited by the Authorizing Proceedings, the Tax Documents or Federal tax law.

*Continuing Disclosure.* Compliance with the Continuing Disclosure Obligations with respect to each bond issue shall be evaluated (a) to ensure timely compliance with any annual disclosure requirement, and (b) to ensure that any material events have been properly disclosed as required by the Continuing Disclosure Obligation.

Record Keeping. If not otherwise specified in the Bond Documents, all records related to each bond issue shall be kept for the life of the indebtedness associated with such bond issue (including all tax-exempt refundings) plus six (6) years.

Incorporation of Tax Documents. The requirements, agreements and procedures set forth in the Tax Documents, now or hereafter in existence, are hereby incorporated into these procedures by this reference and are adopted as procedures of the Issuer with respect to the series of bonds to which such Tax Documents relate.

Consultation Regarding Questions or Concerns. Any questions or concerns which arise as a result of any review by the Compliance Officer shall be raised by the Compliance Officer with the Issuer's counsel or with bond counsel to determine whether non-compliance exists and what measures should be taken with respect to any non-compliance.

VCAP and Remedial Actions. The Issuer is aware of (a) the Voluntary Closing Agreement Program (known as "VCAP") operated by the Internal Revenue Service which allows issuers under certain circumstances to voluntarily enter into a closing agreement in the event of certain non-compliance with Federal tax requirements and (b) the remedial actions available to issuers of certain bonds under Section 1.141-12 of the Income Tax Regulations for private use of bond financed property which was not expected at the time the bonds were issued.

ORDINANCE NO. \_\_\_\_\_

AN ORDINANCE AUTHORIZING THE ISSUANCE OF HIGHWAY ALLOCATION FUND PLEDGE REFUNDING BONDS, SERIES 2014, OF THE CITY OF LA VISTA, NEBRASKA, IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED EIGHT HUNDRED THOUSAND DOLLARS (\$800,000) FOR THE PURPOSE OF REFUNDING \$780,000 OUTSTANDING PRINCIPAL AMOUNT OF HIGHWAY ALLOCATION FUND PLEDGE BONDS, SERIES 2008, DATED SEPTEMBER 19, 2008, ALL OF WHICH BONDS WERE ISSUED FOR THE PURPOSE OF PAYING THE COSTS OF CONSTRUCTING CERTAIN STREETS OF THE CITY; PRESCRIBING THE FORM OF SUCH BONDS AND AUTHORIZING OFFICERS OF THE CITY TO APPROVE CERTAIN FINAL TERMS OF THE BONDS; PLEDGING FUNDS TO BE RECEIVED BY THE CITY FROM THE STATE OF NEBRASKA HIGHWAY ALLOCATION FUND FOR THE PAYMENT OF SUCH BONDS; PROVIDING FOR THE LEVY AND COLLECTION OF TAXES TO PAY THE SAME, IF NECESSARY; PROVIDING FOR THE SALE OF THE BONDS; AUTHORIZING THE DELIVERY OF THE BONDS TO THE PURCHASER; AND PROVIDING FOR THE DISPOSITION OF BOND PROCEEDS; AND ORDERING THE ORDINANCE PUBLISHED IN PAMPHLET FORM.

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

Section 1. The Mayor and Council of the City of La Vista, Nebraska (the "City") hereby find and determine that: There have been heretofore issued and are now outstanding and unpaid valid interest bearing bonds of the City as follows:

(a) Highway Allocation Fund Pledge Bonds, Series 2008, in the outstanding principal amount of \$780,000, dated September 19, 2008 (the "Refunded Bonds"), which mature and bear interest as follows:

Principal Amount	Maturing November 15 Of Year	Interest Rate	CUSIP No.
\$125,000	2017*	4.50%	505318 MU6
145,000	2020*	4.75	505318 MV4
510,000	2028*	5.00	505318 MW2

\*Term Bonds

the Refunded Bonds are subject to redemption prior to maturity at any time on or after September 19, 2013, at par plus accrued interest to the date fixed for redemption; the Refunded Bonds have been called for redemption in accordance with their call provisions on such date as determined pursuant to the Call Resolution (the "Redemption Date").

(b) the Refunded Bonds are valid, interest bearing obligations of the City; (c) since the Refunded Bonds were issued, the rates of interest available in the market have so declined that by issuing its highway allocation fund pledge refunding bonds to provide funds for the payment and redemption of the Refunded Bonds, all as set out above, a substantial savings in the amount of yearly running interest will be made to the City; (d) for the purpose of providing for the payment and redemption of the Refunded Bonds as above set out and to pay costs of issuance thereof, it is in the best interest of the City to issue highway allocation fund pledge refunding bonds of the City in the principal amount of not to exceed \$800,000 (the "2014 Bonds" or the "Bonds"); and (e) except as set forth herein, the City has no bond sinking funds on hand for the retirement of the Refunded Bonds not required for the timely payment of principal and interest due on the Redemption Dates.

Section 2. The Mayor and Council further find and determine that (a) it is necessary, desirable, advisable and in the best interest of the City to provide for the payment and redemption of the Refunded Bonds; (b) the City's expected receipts from the Nebraska Highway Allocation Fund for its current fiscal year are expected to be not less than \$1,399,678; (c) that the Refunded Bonds are the only bonds which the City has outstanding as of the date of this ordinance issued pursuant to Section 66-4,101, Reissue Revised Statutes of Nebraska, as amended (or any predecessor statute thereto) (d) that the maximum annual debt service for the bonds authorized herein is not expected to exceed \$80,000; and, (e) all conditions, acts and things required by law to exist or to be done precedent to the issuance of the Bonds in the amount of not to exceed \$800,000 pursuant to Sections 10-142 and 66-4,101, Reissue Revised Statutes of Nebraska, as amended, and other applicable statutes, do exist and have been done as required by law.

Section 3. To provide funds for the purpose of refunding the Refunded Bonds as set out in Sections 1 and 2 hereof, there shall be and there are hereby ordered issued the Highway Allocation Fund Pledge Refunding Bonds, Series 2014, of the City in the principal amount of not to exceed Eight Hundred Thousand Dollars (\$800,000) with principal payments to become due on November 15 of each year as follows:

<u>Principal Amount</u>	<u>Maturing November 15</u>
\$ 55,000	2015
55,000	2016
55,000	2017
50,000	2018
55,000	2019
55,000	2020
55,000	2021
55,000	2022
60,000	2023
55,000	2024
60,000	2025
65,000	2026
60,000	2027
65,000	2028

*provided, that the Bonds shall bear interest at such rates per annum as shall be determined in a written designation (the "Designation") signed by the Mayor, City Clerk or the Director of Administrative Services (the "Authorized Officers") on behalf of the City and which may be agreed to by D.A. Davidson & Co. (the "Underwriter"), which Designation may also determine or modify the principal amount for each maturity of the Bonds and mandatory redemption provisions (if any), all within the following limitations:*

- (a) *the aggregate principal amount of the Bonds shall not exceed \$800,000, but may be reduced in principal amount;*
- (b) *the true interest cost on the Bonds shall not exceed 3.25% per annum;*
- (c) *the principal amount due in any year (including principal due as mandatory redemption amounts) for each maturity may be decreased by any amount determined but shall not increase by more than 10% or \$10,000, whichever is greater;*
- (d) *the longest maturity of the Bonds may not be later than November 15, 2028.*
- (e) *two or more of the principal maturities may be combined and issued as "term bonds" and the Authorized Officers may determine the mandatory sinking fund payments and mandatory redemption amounts. Any Bonds issued as "term bonds" shall be redeemed at a redemption price equal to 100% of the principal amount thereof plus accrued interest thereon to the date of redemption and may be selected for redemption by any random method of selection determined appropriate by the Registrar (as hereinafter designated) or by the Depository (as hereinafter designated).*

*The Authorized Officers are hereby authorized to make such determinations on behalf of the City and to evidence the same by execution and delivery of the Designation and such determinations, when made and agreed to by the Underwriter, shall constitute the action of the without further action of them Mayor and Council.*

The Bonds shall be issued in fully registered form in the denomination of \$5,000 or any integral multiple thereof. The date of original issue for the Bonds shall be date of original delivery. Interest on the Bonds, at the respective rates for each maturity, shall be payable semi-annually on May 15 and November 15 of each year beginning May 15, 2015 (or such other date or dates as may be determined in the Designation, each an "Interest Payment Date"), and the Bonds shall bear such interest from the date of original issue or the most recent Interest Payment Date, whichever is later. The interest due on each Interest Payment Date shall be payable to the registered owners of record as of the fifteenth day immediately preceding the Interest Payment Date (the "Record Date"), subject to the provisions of Section 4 hereof. The Bonds shall be numbered from 1 upwards in the order of their issuance. No Bond shall be issued originally or upon transfer or partial redemption having more than one principal maturity. The initial bond

numbering and principal amounts for each of the Bonds issued shall be as directed by the initial purchaser thereof. Payments of interest due on the Bonds prior to maturity or earlier redemption shall be made by the Paying Agent and Registrar, designated in Section 4 hereof, by mailing a check or draft in the amount due for such interest on each Interest Payment Date to the registered owner of each Bond, as of the Record Date for such Interest Payment Date, to such owner's registered address as shown on the books of registration as required to be maintained in Section 4 hereof. Payments of principal due at maturity or at any date fixed for redemption prior to maturity, together with unpaid accrued interest thereon, shall be made by the Paying Agent and Registrar to the registered owners upon presentation and surrender of the Bonds to the Paying Agent and Registrar. The City and the Paying Agent and Registrar may treat the registered owner of any Bond as the absolute owner of such Bond for the purpose of making payments thereon and for all other purposes and neither the City nor the Paying Agent and Registrar shall be affected by any notice or knowledge to the contrary, whether such Bond or any installment of interest due thereon shall be overdue or not. All payments on account of interest or principal made to the registered owner of any Bond in accordance with the terms of this ordinance shall be valid and effectual and shall be a discharge of the City and the Paying Agent and Registrar, in respect of the liability upon the Bonds or claims for interest to the extent of the sum or sums so paid.

Section 4. The Authorized Officers are hereby authorized to designate the Paying Agent and Registrar for the Bonds in the Designation, which Paying Agent and Registrar may be a bank or trust company or the City Treasurer. If a bank or trust company is designated as Paying Agent and Registrar, said Paying Agent and Registrar shall serve in such capacities under the terms of an agreement entitled "Paying Agent and Registrar's Agreement" between the City and said Paying Agent and Registrar, the form of which is hereby approved. The Mayor and City Clerk are hereby authorized to execute said agreement in substantially the form presented but with such changes as they shall deem appropriate or necessary. The Paying Agent and Registrar shall keep and maintain for the City books for the registration and transfer of the Bonds at its office. The names and registered addresses of the registered owner or owners of the Bonds shall at all times be recorded in such books. Any Bond may be transferred pursuant to its provisions at the office of the Paying Agent and Registrar by surrender of such Bond for cancellation, accompanied by a written instrument of transfer, in form satisfactory to the Paying Agent and Registrar, duly executed by the registered owner in person or by such owner's duly authorized agent, and thereupon the Paying Agent and Registrar, on behalf of the City, will deliver at its office (or send by registered mail to the transferee owner or owners thereof at such transferee owner's or owners' risk and expense), registered in the name of the transferee owner or owners, a new Bond or Bonds of the same series, interest rate, aggregate principal amount and maturity. To the extent of the denominations authorized for the Bonds by this ordinance, one Bond may be transferred for several such Bonds of the same series, interest rate and maturity, and for a like aggregate principal amount, and several such Bonds may be transferred for one or several such Bonds, respectively, of the same series, interest rate and maturity and for a like aggregate principal amount. In every case of transfer of a Bond, the surrendered Bond shall be canceled and destroyed. All Bonds issued upon transfer of the bonds so surrendered shall be valid obligations of the City evidencing the same obligation as the Bonds surrendered and shall be entitled to all the benefits and protection of this ordinance to the same extent as the Bonds upon transfer of which they were delivered. The City and the Paying Agent and Registrar shall not be required to transfer any Bond during any period from any Record Date until its immediately following Interest Payment Date or to transfer any Bond called for redemption for a period of 30 days next preceding the date fixed for redemption.

Section 5. In the event that payments of interest due on the Bonds on an Interest Payment Date are not timely made, such interest shall cease to be payable to the registered owners as of the Record Date for such Interest Payment Date and shall be payable to the registered owners of the Bonds as of a special date of record for payment of such defaulted interest as shall be designated by the Paying Agent and Registrar whenever monies for the purpose of paying such defaulted interest become available.

Section 6. In addition to any mandatory sinking fund redemptions set forth in Section 4 of this Ordinance, the Bonds shall be subject to redemption at the option of the City, in whole or in part, prior to maturity at any time on or after five years after the date of original issue, at par plus accrued interest on the principal amount redeemed to the date fixed for redemption. The City may select the Bonds to be redeemed for optional redemption in its sole discretion. Bonds for mandatory redemption shall be selected by the Paying Agent and Registrar using any random method of selection determined appropriate by the Paying Agent and Registrar. Bonds redeemed pursuant to the requirements for mandatory redemption shall be redeemed at par plus accrued interest on the principal amount redeemed. The Bonds shall be redeemed only in amounts of \$5,000 or integral multiples thereof. Bonds redeemed in part only shall be surrendered to the

Paying Agent and Registrar in exchange for a new Bond evidencing the unredeemed principal thereof. Notice of redemption of any Bond called for redemption shall be given, at the direction of the City in the case of optional redemption and without further direction in the case of mandatory redemption, by the Paying Agent and Registrar by mail not less than 30 days prior to the date fixed for redemption, first class, postage prepaid, sent to the registered owner of such Bond at said owner's registered address. Such notice shall designate the Bond or Bonds to be redeemed by maturity or otherwise, the date of original issue, series and the date fixed for redemption and shall state that such Bond or Bonds are to be presented for prepayment at the office of the Paying Agent and Registrar. In case of any Bond partially redeemed, such notice shall specify the portion of the principal amount of such Bond to be redeemed. No defect in the mailing of notice for any Bond shall affect the sufficiency of the proceedings of the City designating the Bonds called for redemption or the effectiveness of such call for Bonds for which notice by mail has been properly given and the City shall have the right to further direct notice of redemption for any such Bond for which defective notice has been given.

Section 7. If the date for payment of the principal of or interest on the Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the municipality where the Paying Agent and Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

Section 8. The Bonds shall be in substantially the following form:

UNITED STATES OF AMERICA  
STATE OF NEBRASKA  
COUNTY OF SARPY

CITY OF LA VISTA, NEBRASKA  
HIGHWAY ALLOCATION FUND PLEDGE REFUNDING BOND  
SERIES 2014

No. \_\_\_\_\_ \$

<u>Interest Rate</u> %	<u>Maturity Date</u> November 15,	<u>Date of Original Issue</u> _____, 2014	<u>CUSIP</u>
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Registered Owner: Cede & Co.

Principal Amount:

The CITY OF LA VISTA, NEBRASKA (the "City"), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner specified above, or registered assigns, the Principal Amount specified above in lawful money of the United States of America on the Maturity Date specified above with interest thereon to maturity (or earlier redemption) computed on the basis of a 360-day year consisting of twelve 30-day months from the Date of Original Issue or most recent Interest Payment Date, whichever is later, at the Interest Rate per annum specified above, payable semiannually on \_\_\_\_\_ and \_\_\_\_\_ of each year, beginning \_\_\_\_\_, 20\_\_\_\_ (each of such dates an "Interest Payment Date"). The Principal Amount hereof, together with unpaid accrued interest due at maturity or upon earlier redemption, is payable upon presentation and surrender of this bond at the office of \_\_\_\_\_, as the Paying Agent and Registrar, in \_\_\_\_\_, Nebraska. Interest on this bond due prior to maturity or earlier redemption will be paid on each Interest Payment Date by a check or draft mailed by the Paying Agent and Registrar to the registered owner of this bond, as shown on the books of record maintained by the Paying Agent and Registrar, at the close of business on the fifteenth day immediately preceding such Interest Payment Date, to such owner's registered address as shown on such books and records. Any interest not so timely paid shall cease to be payable to the person entitled thereto as of the record date such interest was payable, and shall be payable to the person who is the registered owner of this bond (or of one or more predecessor bonds hereto) on such special record date for payment of such defaulted interest as shall be fixed by the Paying Agent and Registrar whenever monies for such purposes become available.

This bond is one of an issue of fully registered bonds (the "Bonds") of the total principal amount of \_\_\_\_\_ (\$\_\_\_\_\_), of even date and like tenor except as to date of maturity, rate of interest and denomination which were issued by the City in strict compliance with Sections 10-142 and 66-4,101, Reissue Revised Statutes of Nebraska, as amended, and other applicable statutes for the purpose of refunding \$\_\_\_\_\_ outstanding principal amount of the City's Highway Allocation Fund Pledge Bonds, Series 2008, dated September 19, 2008, all of which bonds were issued for the purpose of paying the costs of street construction, including refunding of temporary indebtedness, relating to construction costs for 96<sup>th</sup> Street paving, Cornhusker Road paving and certain paving in the Southport area. The issuance of such bonds has been authorized by proceedings duly had and an ordinance legally passed and approved by the Mayor and Council of the City (the "Ordinance").

The Bonds are subject to redemption at the option of the City, in whole or in part, at any time on or after five years after the date of delivery, at par plus interest accrued on the principal amount redeemed to the date fixed for redemption.

[In addition, the Bonds shall be subject to mandatory sinking fund redemption payments (with bonds being redeemed at par plus accrued interest) as follows:

\$	Principal Maturing November 15, 20____
\$_____	to be called November 15, 20____
\$_____	to be called November 15, 20____
\$_____	Payable November 15, 20____]

Notice of redemption shall be given by mail to the registered owner of any Bond to be redeemed at such registered owner's address in the manner specified in the Ordinance authorizing the Bonds. Individual Bonds may be redeemed in part but only in \$5,000 amounts or integral multiples thereof.

This Bond is transferable by the Registered Owner or such owner's attorney duly authorizing in writing at the office of the Paying Agent and Registrar upon surrender and cancellation of this Bond, and thereupon a new Bond or Bonds of the same aggregate principal amount, interest rate and maturity will be issued to the transferee as provided in the Ordinance, subject to the limitations therein prescribed. The City, the Paying Agent and Registrar and any other person may treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment due hereunder and for all purposes and shall not be affected by any notice to the contrary, whether this bond be overdue or not.

If the date for payment of the principal of or interest on this Bond shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the City are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

For the prompt payment of the principal and interest on this bond and the other bonds of the same issue, the City has pledged funds received and to be received from the Highway Allocation Fund of the State of Nebraska with receipts from such fund to be allocated by the City to payment of principal and interest as the same fall due. In addition, the City hereby covenants and agrees that it shall levy ad valorem taxes upon all the taxable property in the City at such rate or rates, within applicable statutory and constitutional limitations, as will provide funds which together with receipts from the Highway Allocation Fund, as pledged to the payment of such principal and interest and any other money made available and used for such purpose, will be sufficient to make payment of the principal of and interest on this Bond and the other Bonds of the same issue as the same fall due.

AS PROVIDED IN THE ORDINANCE REFERRED TO HEREIN, UNTIL THE TERMINATION OF THE SYSTEM OF BOOK-ENTRY-ONLY TRANSFERS THROUGH THE DEPOSITORY TRUST COMPANY, NEW YORK, NEW YORK (TOGETHER WITH ANY SUCCESSOR SECURITIES DEPOSITORY APPOINTED PURSUANT TO THE ORDINANCE, "DTC"), AND NOTWITHSTANDING ANY OTHER PROVISIONS OF THE ORDINANCE TO THE CONTRARY, A PORTION OF THE PRINCIPAL AMOUNT OF THIS BOND MAY BE PAID OR REDEEMED WITHOUT SURRENDER HEREOF TO THE REGISTRAR. DTC OR A NOMINEE, TRANSFEREE OR ASSIGNEE OF DTC OF THIS BOND MAY NOT RELY UPON THE PRINCIPAL AMOUNT INDICATED HEREON AS THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID. THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID SHALL FOR ALL PURPOSES BE THE AMOUNT DETERMINED IN THE MANNER PROVIDED IN THE ORDINANCE.

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED OFFICER OF DTC (A) TO THE REGISTRAR FOR REGISTRATION OF TRANSFER OR EXCHANGE OR (B) TO THE REGISTRAR FOR PAYMENT OF PRINCIPAL, AND ANY BOND ISSUED IN REPLACEMENT HEREOF OR SUBSTITUTION HEREOF IS REGISTERED IN THE NAME OF DTC AND ANY PAYMENT IS MADE TO DTC OR ITS NOMINEE, ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL BECAUSE ONLY THE REGISTERED OWNER HEREOF, DTC OR ITS NOMINEE, HAS AN INTEREST HEREIN.

IT IS HEREBY CERTIFIED AND WARRANTED that all conditions, acts and things required by law to exist or to be done precedent to and in the issuance of this Bond did exist, did happen and were done and performed in regular and due form and time as required by law and that the indebtedness of the City, including this Bond, does not exceed any limitation imposed by law.

This Bond shall not be valid and binding on the City until authenticated by the Paying Agent and Registrar.

IN WITNESS WHEREOF, the Mayor and Council of the City have caused this Bond to be executed on behalf of the City with the manual or facsimile signatures of the Mayor and the Clerk and by causing the official seal of the City to be impressed or imprinted hereon, all as of the date of original issue specified above.

CITY OF LA VISTA, NEBRASKA  
(facsimile signature)

ATTEST:

\_\_\_\_\_  
Mayor

(facsimile signature)  
Clerk  
(SEAL)

## CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds authorized by Ordinance of the Mayor and Council of the City of La Vista, Nebraska, described in the foregoing Bond.

**Nebraska, Paying Agent and Registrar**

### (Form of Assignment)

For value received hereby sells, assigns and transfers unto (Social Security or Taxpayer I.D. No. ) the within bond and hereby irrevocably constitutes and appoints attorney, to transfer the same on the books of registration in the office of the within-mentioned Paying Agent and Registrar with full power of substitution in the premises.

Dated: \_\_\_\_\_

**Registered Owner(s)**

### Signature Guaranteed

By \_\_\_\_\_

**Authorized Officer(s)**

Note: The signature(s) on this assignment MUST CORRESPOND with the name(s) as written on the face of the within bond in every particular, without alteration, enlargement or any change whatsoever, and must be guaranteed by a commercial bank or a trust company or by a firm having membership on the New York, Midwest or other stock exchange.

Section 9. Each of the Bonds shall be executed on behalf of the City with the manual or facsimile signatures of the Mayor and Clerk of the City. The Bonds shall be issued initially as "book-entry-only" bonds using the services of The Depository Trust Company (the "Depository"), with one typewritten bond per maturity being issued to the Depository. In such connection said officers are authorized to execute and deliver a letter of representations (the "Letter of Representations") in the form required by the Depository, for and on behalf of the City, which shall thereafter govern matters with respect to registration, transfer, payment and redemption of the Bonds. Upon the issuance of the Bonds as "book-entry-only" bonds, the following provisions shall apply:

(a) The City and the Paying Agent and Registrar shall have no responsibility or obligation to any broker-dealer, bank or other financial institution for which the Depository holds Bonds as securities depository (each, a "Bond Participant") or to any person who is an actual purchaser of a Bond from a Bond Participant while the Bonds are in book-entry form (each, a "Beneficial Owner") with respect to the following:

(i) the accuracy of the records of the Depository, any nominees of the Depository or any Bond Participant with respect to any ownership interest in the Bonds.

(ii) the delivery to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any notice with respect to the Bonds, including any notice of redemption, or

(iii) the payment to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any amount with respect to the Bonds. The Paying Agent and Registrar shall make payments with respect to the Bonds only to or upon the order of the Depository or its nominee and all such payments shall be valid and effective fully to satisfy and discharge the obligations with respect to such Bonds to the extent of the sum or sums so paid. No person other than the Depository shall receive an authenticated Bond, except as provided in (e) below.

(b) Upon receipt by the Paying Agent and Registrar of written notice from the Depository to the effect that the Depository is unable or unwilling to discharge its responsibilities, the Paying Agent and Registrar shall issue, transfer and exchange Bonds requested by the Depository in appropriate amounts. Whenever the Depository requests the Paying Agent and Registrar to do so, the Paying Agent and Registrar will cooperate with the Depository in taking appropriate action after reasonable notice (i) to arrange, with the prior written consent of the City, for a substitute depository willing and able upon reasonable and customary terms to maintain custody of the Bonds or (ii) to make available Bonds registered in whatever name or names the Beneficial Owners transferring or exchanging such Bonds shall designate.

(c) If the City determines that it is desirable that certificates representing the Bonds be delivered to the Bond Participants and/or Beneficial Owners of the Bonds and so notifies the Paying Agent and Registrar in writing, the Paying Agent and Registrar shall so notify the Depository, whereupon the Depository will notify the Bond Participants of the availability through the Depository of bond certificates representing the Bonds. In such event, the Paying Agent and Registrar shall issue, transfer and exchange bond certificates representing the Bonds as requested by the Depository in appropriate amounts and in authorized denominations.

(d) Notwithstanding any other provision of this Ordinance to the contrary, so long as any Bond is registered in the name of the Depository or any nominee thereof, all payments with respect to such Bond and all notices with respect to such Bond shall be made and given, respectively, to the Depository as provided in the Letter of Representations.

(e) Registered ownership of the Bonds may be transferred on the books of registration maintained by the Paying Agent and Registrar, and the Bonds may be delivered in physical form to the following:

(i) any successor securities depository or its nominee;

(ii) any person, upon (A) the resignation of the Depository from its functions as depository or (B) termination of the use of the Depository pursuant to this Section.

(f) In the event of any partial redemption of a Bond unless and until such partially redeemed Bond has been replaced in accordance with the provisions of this Ordinance, the books and records of the Paying Agent and Registrar shall govern and establish the principal amount of such Bond as is then outstanding and all of the Bonds issued to the Depository or its nominee shall contain a legend to such effect.

If for any reason the Depository resigns and is not replaced or upon termination by the City of book-entry-only form, the City shall immediately provide a supply of bond certificates for issuance upon subsequent transfers or in the event of partial redemption. In the event that such supply of certificates shall be insufficient to meet the requirements of the Paying Agent and Registrar for issuance of replacement bond certificates upon transfer or partial redemption, the City agrees to order printed an additional supply of bond certificates and to direct their execution by manual or facsimile signature of its then duly qualified and acting officers. In case any officer whose signature or facsimile thereof shall appear on any Bond shall cease to be such officer before the delivery of such Bond (including any bond certificates delivered to the Paying Agent and Registrar for issuance upon transfer or partial redemption) such signature or such facsimile signature shall nevertheless be valid and sufficient for all purposes the same as if such officer or officers had remained in office until the delivery of such Bond. The Bonds shall not be valid and binding on the City until authenticated by the Paying Agent and Registrar. The Bonds shall be delivered to the

Paying Agent and Registrar for registration and authentication. Upon execution, registration and authentication of the Bonds, they shall be delivered to the City Treasurer, who is authorized to deliver them to D.A. Davidson & Co., as initial purchaser thereof, upon receipt of 99.25% of the principal amount of the Bonds plus accrued interest thereon to date of payment for the Bonds (which purchase price may be modified by the terms of the Designation). Such initial purchaser shall have the right to direct the registration of the Bonds and the denominations thereof within each maturity, subject to the restrictions of this Ordinance. The Underwriter and its agents, representatives and counsel and the City's bond counsel are hereby authorized to take such actions on behalf of the City as are necessary to effectuate the closing of the issuance and sale of the Bonds, including, without limitation, authorizing the release of the Bonds by the Depository at closing. The Authorized Officers of the City (or any one of them) are hereby authorized to execute the Bond Purchase Agreement for the sale of the Bonds to the Underwriter, in substantially the form presented herewith, with such changes as such Authorized Officers may deem necessary and appropriate. The officers of the City, or any one or more of them are hereby further authorized to take any and all actions and enter into any and all agreements deemed necessary or appropriate in connection with the issuance and sale of the Bonds and the redemption and payment of the Refunded Bonds, and any such actions previously taken are hereby ratified and confirmed.

Section 10. The Clerk is directed to make and certify a transcript or transcripts of the proceedings of the Mayor and Council precedent to the issuance of the Bonds, a copy of which shall be delivered to the initial purchaser of the Bonds.

Section 11. The net sale proceeds of the Bonds, along with any necessary funds of the City on hand, shall be applied to the payment and satisfaction of all of the principal of and the interest on the Refunded Bonds as called for redemption on the Redemption Date. Accrued interest received from the sale of the Bonds, if any, shall be applied to pay interest first falling due on the Bonds. Expenses of issuance of the Bonds may be paid from the proceeds of the Bonds.

Section 12. For the prompt payment of the Bonds, both principal and interest as the same fall due, the City hereby pledges all receipts now or hereafter received by the City from the State of Nebraska Highway Allocation Fund (the "Fund"), as described and referred to in Section 66-4,101, Reissue Revised Statutes of Nebraska, as amended. The pledge provided for in this Section 12 for the Bonds provides, however, that such pledge shall not prevent the City from otherwise applying receipts from the Fund in any year so long as sufficient receipts from the Fund have been set aside for the payment of principal and interest falling due in such year on the Bonds. In addition, the City further reserves the right to issue additional highway allocation fund pledge bonds payable on a parity with the Bonds and equally and ratably secured by a pledge of receipts from the Fund. The City hereby further agrees that it shall levy ad valorem taxes upon all the taxable property in the City at such rate or rates within any applicable statutory and constitutional limitations as will provide funds which, together with receipts from the Fund, as pledged to the payment of the Bonds, and any other monies made available and used for such purpose, will be sufficient to pay the principal of and interest on the Bonds as the same fall due (including mandatory sinking fund redemptions).

Section 13. The Mayor and Council hereby approve the Preliminary Official Statement with respect to the Bonds and the information therein contained, and the Mayor and City Administrator or either of them is authorized to approve and deliver a final Official Statement for and on behalf of the City, and such final Official Statement shall be delivered in accordance with the requirements of Reg. Sec. 240.15c2-12 of the Securities and Exchange Commission.

Section 14. The City hereby covenants and agrees that it will make no use of the proceeds of the Bonds which would cause the Bonds to be arbitrage bonds within the meaning of Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code") and further covenants to comply with said Sections 103(b)(2) and 148 and all applicable regulations thereunder throughout the term of said issue, including all requirements with respect to payment and reporting of rebates, if applicable. The City hereby covenants to take all action necessary to preserve the tax-exempt status of the interest on the Bonds for federal income tax purposes under the Code with respect to taxpayers generally. The City further agrees that it will not take any actions which would cause the Bonds to constitute "private activity bonds" within the meaning of Section 141 of the Code. The City hereby designates the Bonds as its "qualified tax-exempt obligations" pursuant to Section 265(b)(3)(B)(i)(III) of the Code and covenants and warrants that it does not reasonably expect to issue bonds or other obligations aggregating in principal amount more than \$10,000,000 during the calendar year in which the Bonds are issued (taking into consideration the exception for current refunding issues). The Mayor is hereby authorized to make

any and all certifications deemed necessary in connection with the designation of the Bonds as "qualified tax-exempt obligations", including "deemed designating" the Bonds.

Section 15. The City's obligations under this Ordinance with respect to any or all of the Bonds herein authorized shall be fully discharged and satisfied as to any or all of such Bonds and any such Bond shall no longer be deemed to be outstanding hereunder if such Bond has been purchased by the City and canceled or when the payment of principal of and interest thereon to the respective date of maturity or redemption (a) shall have been made or caused to be made in accordance with the terms thereof, (b) shall have been provided for by depositing with a national or state bank having trust powers, or trust company, in trust, solely for such payment (i) sufficient money to make such payment and/or (ii) direct general obligations (including obligations issued or held in book entry form on the books of the Department of Treasury of the United States of America) of or obligations the principal and interest of which are unconditionally guaranteed by the United States of America (herein referred to as "U.S. Government Obligations") in such amount and bearing interest payable and maturing or redeemable at stated fixed prices at the option of the holder as to principal, at such time or times, as will ensure the availability of sufficient money to make such payments; provided, however, that with respect to any Bond to be paid prior to maturity, the City shall have duly called such Bond for redemption and given notice of such redemption as provided by law or made irrevocable provision for the giving of such notice. Any money so deposited with such bank or trust company in excess of the amount required to pay principal of and interest on the Bonds for which such monies or U.S. Government Obligations were deposited shall be paid over to the City as and when collected.

Section 16. In order to promote compliance with certain federal tax and securities laws relating to the Bonds herein authorized (as well as other outstanding bonds) the policy and procedures attached hereto as Exhibit "A" (the "Post-Issuance Compliance Policy and Procedures") are hereby adopted and approved in all respects. To the extent that there is any inconsistency between the attached Post-Issuance Compliance Policy and Procedures and any similar policy or procedures previously adopted and approved, the Post-Issuance Compliance Policy and Procedures shall control.

Section 17. This Ordinance shall be in force and take effect from and after its passage and publication in pamphlet form as provided by law.

PASSED AND APPROVED THIS 18TH DAY OF NOVEMBER, 2014.

CITY OF LA VISTA

ATTEST:

\_\_\_\_\_  
Douglas Kindig, Mayor

\_\_\_\_\_  
Pamela A. Buethe, CMC  
City Clerk

[SEAL]

## EXHIBIT A

### **Policy and Procedures Federal Tax Law and Disclosure Requirements for Tax-exempt Bonds and/or Build America Bonds**

**ISSUER NAME:** City of La Vista, in the State of Nebraska

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**COMPLIANCE OFFICER (BY TITLE):** City Clerk

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#### **POLICY**

It is the policy of the Issuer identified above (the "Issuer") to comply with all Federal tax requirements and securities law continuing disclosure obligations for its obligations issued as tax-exempt bonds or as direct pay build America bonds to ensure, as applicable (a) that interest on its tax-exempt bonds remains exempt from Federal income tax, (b) that the direct payments associated with its bonds issued as "build America bonds" are received by the Issuer in a timely manner and (c) compliance with any continuing disclosure obligations of the Issuer with respect to its outstanding bonds.

#### **PROCEDURES**

**Compliance Officer.** Review of compliance with Federal tax requirements and securities law continuing disclosure obligations as generally outlined below shall be conducted by the Compliance Officer identified above (the "Compliance Officer"). To the extent more than one person has been delegated specific responsibilities, the Compliance Officer shall be responsible for ensuring coordination of all compliance review efforts.

**Training.** The Compliance Officer shall evaluate and review educational resources regarding post-issuance compliance with Federal tax and securities laws, including periodic review of resources published for issuers of tax-exempt obligations by the Internal Revenue Service (either on its website at <http://www.irs.gov/taxexemptbond>, or elsewhere) and the Municipal Securities Rulemaking Board (either on its Electronic Municipal Market Access website ["EMMA"] at <http://www.emma.msrb.org>, or elsewhere).

**Compliance Review.** A compliance review shall be conducted at least annually by or at the direction of the Compliance Officer. The review shall occur at the time the Issuer's annual audit takes place, unless the Compliance Officer otherwise specifically determines a different time period or frequency of review would be more appropriate.

#### **Scope of Review.**

**Document Review.** At the compliance review, the following documents (the "Bond Documents") shall be reviewed for general compliance with covenants and agreements and applicable regulations with respect to each outstanding bond issue:

- (a) the resolution(s) and/or ordinance(s), as applicable, adopted by the governing body of the Issuer authorizing the issuance of its outstanding bonds, together with any documents setting the final rates and terms of such bonds (the "Authorizing Proceedings");
- (b) the tax documentation associated with each bond issue, which may include some or all of the following (the "Tax Documents"):
  - i. covenants, certifications and expectations regarding Federal tax requirements which are described in the Authorizing Proceedings;
  - ii. Form 8038 series filed with the Internal Revenue Service;
  - iii. tax certificates, tax compliance agreements, tax regulatory agreement or similar documents;
  - iv. covenants, agreements, instructions or memoranda with respect to rebate or private use;
  - v. any reports from rebate analysts received as a result of prior compliance review or evaluation efforts; and
  - vi. any and all other agreements, certificates and documents contained in the transcript associated with the Authorizing Proceedings relating to federal tax matters.

(c) the Issuer's continuing disclosure obligations, if any, contained in the Authorizing Proceedings or in a separate agreement (the "Continuing Disclosure Obligations"), and

(d) any communications or other materials received by the Issuer or its counsel, from bond counsel, the underwriter or placement agent or its counsel, the IRS, or any other material correspondence relating to the tax-exempt status of the Issuer's bonds or relating to the Issuer's Continuing Disclosure Obligations.

*Use and Timely Expenditure of Bond Proceeds.* Expenditure of bond proceeds shall be reviewed by the Compliance Officer to ensure (a) such proceeds are spent for the purpose stated in the Authorizing Proceedings and as described in the Tax Documents and (b) that the proceeds, together with investment earnings on such proceeds, are spent within the timeframes described in the Tax Documents, and (c) that any mandatory redemptions from excess bond proceeds are timely made if required under the Authorizing Proceedings and Tax Documents.

*Arbitrage Yield Restrictions and Rebate Matters.* The Tax Documents shall be reviewed by the Compliance Officer to ensure compliance with any applicable yield restriction requirements under Section 148(a) of the Internal Revenue Code (the "Code") and timely calculation and payment of any rebate and the filing of any associated returns pursuant to Section 148(f) of the Code. A qualified rebate analyst shall be engaged as appropriate or as may be required under the Tax Documents.

*Use of Bond Financed Property.* Expectations and covenants contained in the Bond Documents regarding private use shall be reviewed by the Compliance Officer to ensure compliance. Bond-financed properties shall be clearly identified (by mapping or other reasonable means). Prior to execution, the Compliance Officer (and bond counsel, if deemed appropriate by the Compliance Officer) shall review (a) all proposed leases, contracts related to operation or management of bond-financed property, sponsored research agreements, take-or-pay contracts or other agreements or arrangements or proposed uses which have the potential to give any entity any special legal entitlement to the bond-financed property, (b) all proposed agreements which would result in disposal of any bond-financed property, and (c) all proposed uses of bond-financed property which were not anticipated at the time the bonds were issued. Such actions could be prohibited by the Authorizing Proceedings, the Tax Documents or Federal tax law.

*Continuing Disclosure.* Compliance with the Continuing Disclosure Obligations with respect to each bond issue shall be evaluated (a) to ensure timely compliance with any annual disclosure requirement, and (b) to ensure that any material events have been properly disclosed as required by the Continuing Disclosure Obligation.

Record Keeping. If not otherwise specified in the Bond Documents, all records related to each bond issue shall be kept for the life of the indebtedness associated with such bond issue (including all tax-exempt refundings) plus six (6) years.

Incorporation of Tax Documents. The requirements, agreements and procedures set forth in the Tax Documents, now or hereafter in existence, are hereby incorporated into these procedures by this reference and are adopted as procedures of the Issuer with respect to the series of bonds to which such Tax Documents relate.

Consultation Regarding Questions or Concerns. Any questions or concerns which arise as a result of any review by the Compliance Officer shall be raised by the Compliance Officer with the Issuer's counsel or with bond counsel to determine whether non-compliance exists and what measures should be taken with respect to any non-compliance.

VCAP and Remedial Actions. The Issuer is aware of (a) the Voluntary Closing Agreement Program (known as "VCAP") operated by the Internal Revenue Service which allows issuers under certain circumstances to voluntarily enter into a closing agreement in the event of certain non-compliance with Federal tax requirements and (b) the remedial actions available to issuers of certain bonds under Section 1.141-12 of the Income Tax Regulations for private use of bond financed property which was not expected at the time the bonds were issued.

ORDINANCE NO. \_\_\_\_

AN ORDINANCE AUTHORIZING THE ISSUANCE OF PUBLIC SAFETY TAX ANTICIPATION REFUNDING BONDS, SERIES 2014, OF THE CITY OF LA VISTA, NEBRASKA, IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED EIGHT HUNDRED FIFTY-FIVE THOUSAND DOLLARS (\$855,000) FOR THE PURPOSE OF REFUNDING \$830,000 OUTSTANDING PRINCIPAL AMOUNT OF PUBLIC SAFETY TAX ANTICIPATION BONDS, SERIES 2007, DATED DECEMBER 21, 2007, ALL OF WHICH BONDS WERE ISSUED FOR THE PURPOSE OF PAYING THE COSTS OF PURCHASING PUBLIC SAFETY VEHICLES AND PUBLIC SAFETY EQUIPMENT FOR THE CITY; PRESCRIBING THE FORM OF SUCH BONDS AND AUTHORIZING OFFICERS OF THE CITY TO APPROVE CERTAIN FINAL TERMS OF THE BONDS; PROVIDING FOR THE LEVY AND COLLECTION OF TAXES TO PAY THE SAME, IF NECESSARY; PROVIDING FOR THE SALE OF THE BONDS; AUTHORIZING THE DELIVERY OF THE BONDS TO THE PURCHASER; AND PROVIDING FOR THE DISPOSITION OF BOND PROCEEDS; AND ORDERING THE ORDINANCE PUBLISHED IN PAMPHLET FORM.

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

Section 1. The Mayor and Council of the City of La Vista, Nebraska (the "City") hereby find and determine that: There have been heretofore issued and are now outstanding and unpaid valid interest bearing bonds of the City as follows:

(a) Public Safety Tax Anticipation Bonds, Series 2007, in the outstanding principal amount of \$830,000, dated December 21, 2007 (the "Refunded Bonds"), which mature and bear interest as follows:

Principal Amount	Maturing November 15 Of Year	Interest Rate	CUSIP No.
\$ 90,000	2015*	3.80%	505318 LJ2
190,000	2017*	3.95	505318 LK9
550,000	2022*	4.30	505318 LL7

\*Term Bonds

the Refunded Bonds are subject to redemption prior to maturity at any time on or after November 15, 2012, at par plus accrued interest to the date fixed for redemption; the Refunded Bonds have been called for redemption in accordance with their call provisions on such date as determined pursuant to the Call Resolution (the "Redemption Date").

(b) the Refunded Bonds are valid, interest bearing obligations of the City; (c) since the Refunded Bonds were issued, the rates of interest available in the market have so declined that by issuing its public safety tax anticipation refunding bonds to provide funds for the payment and redemption of the Refunded Bonds, all as set out above, a substantial savings in the amount of yearly running interest will be made to the City; (d) for the purpose of providing for the payment and redemption of the Refunded Bonds as above set out and to pay costs of issuance thereof, it is in the best interest of the City to issue public safety tax anticipation refunding bonds of the City in the principal amount of not to exceed \$855,000 (the "2014 Bonds" or the "Bonds"); and (e) except as set forth herein, the City has no bond sinking funds on hand for the retirement of the Refunded Bonds not required for the timely payment of principal and interest due on the Redemption Dates.

Section 2. The Mayor and Council further find and determine that (a) it is necessary, desirable, advisable and in the best interest of the City to provide for the payment and redemption of the Refunded Bonds; (b) that the taxable valuation of all taxable property within the City as most recently determined, is \$1,243,966,760 and that annual debt service on the bonds herein authorized shall not exceed \$130,000; (c) that pursuant to Sections 10-142, 18-1201 and 18-1202 R.R.S. Neb. 2012, as amended, the Mayor and Council of the City do hereby provide for the levying of a special tax, all as more specifically described in Section 12 hereof; (d) the Refunded Bonds are the only bonds of the City currently outstanding pursuant to Sections 18-1201 and 18-1202, R.R.S. Neb., 2012; and (e) that all conditions, acts and things required by law to exist or to be done precedent to the issuance of Public Safety Tax Anticipation Refunding Bonds in the amount of not to exceed \$855,000 pursuant to Sections 10-142, 18-1201 and 18-1202 R.R.S. Neb. 2012, as amended, and other applicable statutes, do exist and have been done as required by law.

Section 3. To provide funds for the purpose of refunding the Refunded Bonds as set out in Sections 1 and 2 hereof, there shall be and there are hereby ordered issued the Public Safety Tax Anticipation Refunding Bonds, Series 2014, of the City in the principal amount of not to exceed

Eight Hundred Fifty-Five Thousand Dollars (\$855,000) with principal payments to become due on November 15 of each year as follows:

Principal Amount	Maturing November 15
\$ 105,000	2015
110,000	2016
105,000	2017
105,000	2018
105,000	2019
105,000	2020
110,000	2021
110,000	2022

provided, that the Bonds shall bear interest at such rates per annum as shall be determined in a written designation (the "Designation") signed by the Mayor, City Clerk or the Director of Administrative Services (the "Authorized Officers") on behalf of the City and which may be agreed to by D.A. Davidson & Co. (the "Underwriter"), which Designation may also determine or modify the principal amount for each maturity of the Bonds and mandatory redemption provisions (if any), all within the following limitations:

- (a) the aggregate principal amount of the Bonds shall not exceed \$855,000, but may be reduced in principal amount;
- (b) the true interest cost on the Bonds shall not exceed 2.50% per annum;
- (c) the principal amount due in any year (including principal due as mandatory redemption amounts) for each maturity may be decreased by any amount determined but shall not increase by more than 10% or \$10,000, whichever is greater;
- (d) the longest maturity of the Bonds may not be later than November 15, 2022.
- (e) two or more of the principal maturities may be combined and issued as "term bonds" and the Authorized Officers may determine the mandatory sinking fund payments and mandatory redemption amounts. Any Bonds issued as "term bonds" shall be redeemed at a redemption price equal to 100% of the principal amount thereof plus accrued interest thereon to the date of redemption and may be selected for redemption by any random method of selection determined appropriate by the Registrar (as hereinafter designated) or by the Depository (as hereinafter designated).

The Authorized Officers are hereby authorized to make such determinations on behalf of the City and to evidence the same by execution and delivery of the Designation and such determinations, when made and agreed to by the Underwriter, shall constitute the action of the without further action of them Mayor and Council.

The Bonds shall be issued in fully registered form in the denomination of \$5,000 or any integral multiple thereof. The date of original issue for the Bonds shall be date of original delivery. Interest on the Bonds, at the respective rates for each maturity, shall be payable semi-annually on May 15 and November 15 of each year beginning May 15, 2015 (or such other date or dates as may be determined in the Designation, each an "Interest Payment Date"), and the Bonds shall bear such interest from the date of original issue or the most recent Interest Payment Date, whichever is later. The interest due on each Interest Payment Date shall be payable to the registered owners of record as of the fifteenth day immediately preceding the Interest Payment Date (the "Record Date"), subject to the provisions of Section 4 hereof. The Bonds shall be numbered from 1 upwards in the order of their issuance. No Bond shall be issued originally or upon transfer or partial redemption having more than one principal maturity. The initial bond numbering and principal amounts for each of the Bonds issued shall be as directed by the initial purchaser thereof. Payments of interest due on the Bonds prior to maturity or earlier redemption shall be made by the Paying Agent and Registrar, designated in Section 4 hereof, by mailing a check or draft in the amount due for such interest on each Interest Payment Date to the registered owner of each Bond, as of the Record Date for such Interest Payment Date, to such owner's registered address as shown on the books of registration as required to be maintained in Section 4 hereof. Payments of principal due at maturity or at any date fixed for redemption prior to maturity, together with unpaid accrued interest thereon, shall be made by the Paying Agent and Registrar to the registered owners upon presentation and surrender of the Bonds to the Paying Agent and Registrar. The City and the Paying Agent and Registrar may treat the registered owner of any Bond as the absolute owner of such Bond for the

purpose of making payments thereon and for all other purposes and neither the City nor the Paying Agent and Registrar shall be affected by any notice or knowledge to the contrary, whether such Bond or any installment of interest due thereon shall be overdue or not. All payments on account of interest or principal made to the registered owner of any Bond in accordance with the terms of this ordinance shall be valid and effectual and shall be a discharge of the City and the Paying Agent and Registrar, in respect of the liability upon the Bonds or claims for interest to the extent of the sum or sums so paid.

Section 4. The Authorized Officers are hereby authorized to designate the Paying Agent and Registrar for the Bonds in the Designation, which Paying Agent and Registrar may be a bank or trust company or the City Treasurer. If a bank or trust company is designated as Paying Agent and Registrar, said Paying Agent and Registrar shall serve in such capacities under the terms of an agreement entitled "Paying Agent and Registrar's Agreement" between the City and said Paying Agent and Registrar, the form of which is hereby approved. The Mayor and City Clerk are hereby authorized to execute said agreement in substantially the form presented but with such changes as they shall deem appropriate or necessary. The Paying Agent and Registrar shall keep and maintain for the City books for the registration and transfer of the Bonds at its office. The names and registered addresses of the registered owner or owners of the Bonds shall at all times be recorded in such books. Any Bond may be transferred pursuant to its provisions at the office of the Paying Agent and Registrar by surrender of such Bond for cancellation, accompanied by a written instrument of transfer, in form satisfactory to the Paying Agent and Registrar, duly executed by the registered owner in person or by such owner's duly authorized agent, and thereupon the Paying Agent and Registrar, on behalf of the City, will deliver at its office (or send by registered mail to the transferee owner or owners thereof at such transferee owner's or owners' risk and expense), registered in the name of the transferee owner or owners, a new Bond or Bonds of the same series, interest rate, aggregate principal amount and maturity. To the extent of the denominations authorized for the Bonds by this ordinance, one Bond may be transferred for several such Bonds of the same series, interest rate and maturity, and for a like aggregate principal amount, and several such Bonds may be transferred for one or several such Bonds, respectively, of the same series, interest rate and maturity and for a like aggregate principal amount. In every case of transfer of a Bond, the surrendered Bond shall be canceled and destroyed. All Bonds issued upon transfer of the bonds so surrendered shall be valid obligations of the City evidencing the same obligation as the Bonds surrendered and shall be entitled to all the benefits and protection of this ordinance to the same extent as the Bonds upon transfer of which they were delivered. The City and the Paying Agent and Registrar shall not be required to transfer any Bond during any period from any Record Date until its immediately following Interest Payment Date or to transfer any Bond called for redemption for a period of 30 days next preceding the date fixed for redemption.

Section 5. In the event that payments of interest due on the Bonds on an Interest Payment Date are not timely made, such interest shall cease to be payable to the registered owners as of the Record Date for such Interest Payment Date and shall be payable to the registered owners of the Bonds as of a special date of record for payment of such defaulted interest as shall be designated by the Paying Agent and Registrar whenever monies for the purpose of paying such defaulted interest become available.

Section 6. In addition to any mandatory sinking fund redemptions set forth in Section 4 of this Ordinance, the Bonds shall be subject to redemption at the option of the City, in whole or in part, prior to maturity at any time on or after five years after the date of original issue, at par plus accrued interest on the principal amount redeemed to the date fixed for redemption. The City may select the Bonds to be redeemed for optional redemption in its sole discretion. Bonds for mandatory redemption shall be selected by the Paying Agent and Registrar using any random method of selection determined appropriate by the Paying Agent and Registrar. Bonds redeemed pursuant to the requirements for mandatory redemption shall be redeemed at par plus accrued interest on the principal amount redeemed. The Bonds shall be redeemed only in amounts of \$5,000 or integral multiples thereof. Bonds redeemed in part only shall be surrendered to the Paying Agent and Registrar in exchange for a new Bond evidencing the unredeemed principal thereof. Notice of redemption of any Bond called for redemption shall be given, at the direction of the City in the case of optional redemption and without further direction in the case of mandatory redemption, by the Paying Agent and Registrar by mail not less than 30 days prior to the date fixed for redemption, first class, postage prepaid, sent to the registered owner of such Bond at said owner's registered address. Such notice shall designate the Bond or Bonds to be redeemed by maturity or otherwise, the date of original issue, series and the date fixed for redemption and shall state that such Bond or Bonds are to be presented for prepayment at the office of the Paying Agent and Registrar. In case of any Bond partially redeemed, such notice shall specify the portion of the principal amount of such Bond to be redeemed. No defect in the mailing of notice for any Bond shall affect the sufficiency of the proceedings of the City designating the Bonds called for redemption or the effectiveness of such call for Bonds for which notice by mail has been properly

given and the City shall have the right to further direct notice of redemption for any such Bond for which defective notice has been given.

Section 7. If the date for payment of the principal of or interest on the Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the municipality where Paying Agent and Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

Section 8. The Bonds shall be in substantially the following form:

UNITED STATES OF AMERICA  
STATE OF NEBRASKA  
COUNTY OF SARPY

CITY OF LA VISTA, NEBRASKA  
PUBLIC SAFETY TAX ANTICIPATION REFUNDING BOND  
SERIES 2014

No. \_\_\_\_\_ \$

<u>Interest Rate</u> %	<u>Maturity Date</u> November 15,	<u>Date of Original Issue</u> _____, 2014	<u>CUSIP</u>
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Registered Owner: Cede & Co.

Principal Amount:

The CITY OF LA VISTA, NEBRASKA (the "City"), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner specified above, or registered assigns, the Principal Amount specified above in lawful money of the United States of America on the Maturity Date specified above with interest thereon to maturity (or earlier redemption) computed on the basis of a 360-day year consisting of twelve 30-day months from the Date of Original Issue or most recent Interest Payment Date, whichever is later, at the Interest Rate per annum specified above, payable semiannually on \_\_\_\_\_ and \_\_\_\_\_ of each year, beginning \_\_\_\_\_, 20\_\_\_\_ (each of such dates an "Interest Payment Date"). The Principal Amount hereof, together with unpaid accrued interest due at maturity or upon earlier redemption, is payable upon presentation and surrender of this bond at the office of \_\_\_\_\_, as the Paying Agent and Registrar, in \_\_\_\_\_, Nebraska. Interest on this bond due prior to maturity or earlier redemption will be paid on each Interest Payment Date by a check or draft mailed by the Paying Agent and Registrar to the registered owner of this bond, as shown on the books of record maintained by the Paying Agent and Registrar, at the close of business on the fifteenth day immediately preceding such Interest Payment Date, to such owner's registered address as shown on such books and records. Any interest not so timely paid shall cease to be payable to the person entitled thereto as of the record date such interest was payable, and shall be payable to the person who is the registered owner of this bond (or of one or more predecessor bonds hereto) on such special record date for payment of such defaulted interest as shall be fixed by the Paying Agent and Registrar whenever monies for such purposes become available.

This bond is one of an issue of fully registered bonds (the "Bonds") of the total principal amount of \_\_\_\_\_ (\$\_\_\_\_\_), of even date and like tenor except as to date of maturity, rate of interest and denomination which were issued by the City in strict compliance with Sections 10-142 and 18-1201, Reissue Revised Statutes of Nebraska, as amended, and other applicable statutes for the purpose of refunding \$\_\_\_\_\_ outstanding principal amount of the City's Public Safety Tax Anticipation Bonds, Series 2007, dated December 21, 2007, all of which bonds were issued for the purpose of paying the costs of two fire trucks and other fire suppression equipment. The issuance of such bonds has been authorized by proceedings duly had and an ordinance legally passed and approved by the Mayor and Council of the City (the "Ordinance").

The Bonds are subject to redemption at the option of the City, in whole or in part, at any time on or after five years after the date of delivery, at par plus interest accrued on the principal amount redeemed to the date fixed for redemption.

[In addition, the Bonds shall be subject to mandatory sinking fund redemption payments (with bonds being redeemed at par plus accrued interest) as follows:

\$ \_\_\_\_\_ Principal Maturing November 15, 20\_\_\_\_  
\$ \_\_\_\_\_ to be called November 15, 20\_\_\_\_  
\$ \_\_\_\_\_ to be called November 15, 20\_\_\_\_  
\$ \_\_\_\_\_ Payable November 15, 20\_\_\_\_]

Notice of redemption shall be given by mail to the registered owner of any Bond to be redeemed at such registered owner's address in the manner specified in the Ordinance authorizing the Bonds. Individual Bonds may be redeemed in part but only in \$5,000 amounts or integral multiples thereof.

This Bond is transferable by the Registered Owner or such owner's attorney duly authorizing in writing at the office of the Paying Agent and Registrar upon surrender and cancellation of this Bond, and thereupon a new Bond or Bonds of the same aggregate principal

amount, interest rate and maturity will be issued to the transferee as provided in the Ordinance, subject to the limitations therein prescribed. The City, the Paying Agent and Registrar and any other person may treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment due hereunder and for all purposes and shall not be affected by any notice to the contrary, whether this bond be overdue or not.

If the date for payment of the principal of or interest on this Bond shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the City are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

IT IS HEREBY CERTIFIED AND WARRANTED that all conditions, acts and things required by law to exist or to be done precedent to and in the issuance of this bond did exist, did happen and were done and performed in regular and due form and time as required by law and that the indebtedness of said City, including this bond, does not exceed any limitation imposed by law. The City has agreed to make a special levy of taxes as permitted by Section 18-1201 R.R.S. Neb., 2012, as amended, of not more than 5¢ per \$100 of taxable value on all the taxable property within the City, which tax shall be sufficient in rate and amount to fully pay the principal and interest of this bond and the other bonds of this issue as the same become due, as more specifically provided in Section 18-1201 and 18-1202, R.R.S. Neb., 2012. The City agrees that said bonds shall be secured by such tax so assessed and levied and shall be payable out of the funds derived from such tax.

AS PROVIDED IN THE ORDINANCE REFERRED TO HEREIN, UNTIL THE TERMINATION OF THE SYSTEM OF BOOK-ENTRY-ONLY TRANSFERS THROUGH THE DEPOSITORY TRUST COMPANY, NEW YORK, NEW YORK (TOGETHER WITH ANY SUCCESSOR SECURITIES DEPOSITORY APPOINTED PURSUANT TO THE ORDINANCE, "DTC"), AND NOTWITHSTANDING ANY OTHER PROVISIONS OF THE ORDINANCE TO THE CONTRARY, A PORTION OF THE PRINCIPAL AMOUNT OF THIS BOND MAY BE PAID OR REDEEMED WITHOUT SURRENDER HEREOF TO THE REGISTRAR. DTC OR A NOMINEE, TRANSFeree OR ASSIGNEE OF DTC OF THIS BOND MAY NOT RELY UPON THE PRINCIPAL AMOUNT INDICATED HEREON AS THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID. THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID SHALL FOR ALL PURPOSES BE THE AMOUNT DETERMINED IN THE MANNER PROVIDED IN THE ORDINANCE.

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED OFFICER OF DTC (A) TO THE REGISTRAR FOR REGISTRATION OF TRANSFER OR EXCHANGE OR (B) TO THE REGISTRAR FOR PAYMENT OF PRINCIPAL, AND ANY BOND ISSUED IN REPLACEMENT HEREOF OR SUBSTITUTION HEREOF IS REGISTERED IN THE NAME OF DTC AND ANY PAYMENT IS MADE TO DTC OR ITS NOMINEE, ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL BECAUSE ONLY THE REGISTERED OWNER HEREOF, DTC OR ITS NOMINEE, HAS AN INTEREST HEREIN.

IT IS HEREBY CERTIFIED AND WARRANTED that all conditions, acts and things required by law to exist or to be done precedent to and in the issuance of this Bond did exist, did happen and were done and performed in regular and due form and time as required by law and that the indebtedness of the City, including this Bond, does not exceed any limitation imposed by law.

This Bond shall not be valid and binding on the City until authenticated by the Paying Agent and Registrar.

IN WITNESS WHEREOF, the Mayor and Council of the City have caused this Bond to be executed on behalf of the City with the manual or facsimile signatures of the Mayor and the Clerk and by causing the official seal of the City to be impressed or imprinted hereon, all as of the date of original issue specified above.

CITY OF LA VISTA, NEBRASKA  
(facsimile signature)

ATTEST:

Mayor

(facsimile signature)  
Clerk  
(SEAL)

## CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds authorized by Ordinance of the Mayor and Council of the City of La Vista, Nebraska, described in the foregoing Bond.

\_\_\_\_\_, Nebraska, Paying Agent and

**(Form of Assignment)**

For value received hereby sells, assigns and transfers unto (Social Security or Taxpayer I.D. No. \_\_\_\_\_) the within bond and hereby irrevocably constitutes and appoints \_\_\_\_\_, attorney, to transfer the same on the books of registration in the office of the within-mentioned Paying Agent and Registrar with full power of substitution in the premises.

Dated:

**Registered Owner(s)**

### Signature Guaranteed

By

**Authorized Officer(s)**

Note: The signature(s) on this assignment MUST CORRESPOND with the name(s) as written on the face of the within bond in every particular, without alteration, enlargement or any change whatsoever, and must be guaranteed by a commercial bank or a trust company or by a firm having membership on the New York, Midwest or other stock exchange.

Section 9. Each of the Bonds shall be executed on behalf of the City with the manual or facsimile signatures of the Mayor and Clerk of the City. The Bonds shall be issued initially as "book-entry-only" bonds using the services of The Depository Trust Company (the "Depository"), with one typewritten bond per maturity being issued to the Depository. In such connection said officers are authorized to execute and deliver a letter of representations (the "Letter of Representations") in the form required by the Depository, for and on behalf of the City, which shall thereafter govern matters with respect to registration, transfer, payment and redemption of the Bonds. Upon the issuance of the Bonds as "book-entry-only" bonds, the following provisions shall apply:

(a) The City and the Paying Agent and Registrar shall have no responsibility or obligation to any broker-dealer, bank or other financial institution for which the Depository holds Bonds as securities depository (each, a "Bond Participant") or to any person who is an actual purchaser of a Bond from a Bond Participant while the Bonds are in book-entry form (each, a "Beneficial Owner") with respect to the following:

(i) the accuracy of the records of the Depository, any nominees of the Depository or any Bond Participant with respect to any ownership interest in the Bonds.

(ii) the delivery to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any notice with respect to the Bonds, including any notice of redemption, or

(iii) the payment to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any amount with respect to the Bonds. The Paying Agent and Registrar shall make payments with respect to the Bonds only to or upon the order of the Depository or its nominee and all such payments shall be valid and effective fully to satisfy and discharge the obligations with respect to such Bonds to the extent of the sum or sums so paid. No person other than the Depository shall receive an authenticated Bond, except as provided in (e) below.

(b) Upon receipt by the Paying Agent and Registrar of written notice from the Depository to the effect that the Depository is unable or unwilling to discharge its responsibilities, the Paying Agent and Registrar shall issue, transfer and exchange Bonds requested by the Depository in appropriate amounts. Whenever the Depository requests the Paying Agent and Registrar to do so, the Paying Agent and Registrar will cooperate with the Depository in taking appropriate action after reasonable notice (i) to arrange, with the prior written consent of the City, for a substitute depository willing and able upon reasonable and customary terms to maintain custody of the Bonds or (ii) to make available Bonds registered in whatever name or names the Beneficial Owners transferring or exchanging such Bonds shall designate.

(c) If the City determines that it is desirable that certificates representing the Bonds be delivered to the Bond Participants and/or Beneficial Owners of the Bonds and so notifies the Paying Agent and Registrar in writing, the Paying Agent and Registrar shall so notify the Depository, whereupon the Depository will notify the Bond Participants of the availability through the Depository of bond certificates representing the Bonds. In such event, the Paying Agent and Registrar shall issue, transfer and exchange bond certificates representing the Bonds as requested by the Depository in appropriate amounts and in authorized denominations.

(d) Notwithstanding any other provision of this Ordinance to the contrary, so long as any Bond is registered in the name of the Depository or any nominee thereof, all payments with respect to such Bond and all notices with respect to such Bond shall be made and given, respectively, to the Depository as provided in the Letter of Representations.

(e) Registered ownership of the Bonds may be transferred on the books of registration maintained by the Paying Agent and Registrar, and the Bonds may be delivered in physical form to the following:

(i) any successor securities depository or its nominee;

(ii) any person, upon (A) the resignation of the Depository from its functions as depository or (B) termination of the use of the Depository pursuant to this Section.

(f) In the event of any partial redemption of a Bond unless and until such partially redeemed Bond has been replaced in accordance with the provisions of this Ordinance, the books and records of the Paying Agent and Registrar shall govern and establish the principal amount of such Bond as is then outstanding and all of the Bonds issued to the Depository or its nominee shall contain a legend to such effect.

If for any reason the Depository resigns and is not replaced or upon termination by the City of book-entry-only form, the City shall immediately provide a supply of bond certificates for issuance upon subsequent transfers or in the event of partial redemption. In the event that such supply of certificates shall be insufficient to meet the requirements of the Paying Agent and Registrar for issuance of replacement bond certificates upon transfer or partial redemption, the City agrees to order printed an additional supply of bond certificates and to direct their execution by manual or facsimile signature of its then duly qualified and acting officers. In case any officer whose signature or facsimile thereof shall appear on any Bond shall cease to be such officer before the delivery of such Bond (including any bond certificates delivered to the Paying Agent and Registrar for issuance upon transfer or partial redemption) such signature or such facsimile signature shall nevertheless be valid and sufficient for all purposes the same as if such officer or officers had remained in office until the delivery of such Bond. The Bonds shall not be valid and binding on the City until authenticated by the Paying Agent and Registrar. The Bonds shall be delivered to the Paying Agent and Registrar for registration and authentication. Upon execution, registration and authentication of the Bonds, they shall be delivered to the City Treasurer, who is authorized to deliver them to D.A. Davidson & Co., as initial purchaser thereof, upon receipt of 99.25% of the principal amount of the Bonds plus accrued interest thereon to date of payment for the Bonds

(which purchase price may be modified by the terms of the Designation). Such initial purchaser shall have the right to direct the registration of the Bonds and the denominations thereof within each maturity, subject to the restrictions of this Ordinance. The Underwriter and its agents, representatives and counsel and the City's bond counsel are hereby authorized to take such actions on behalf of the City as are necessary to effectuate the closing of the issuance and sale of the Bonds, including, without limitation, authorizing the release of the Bonds by the Depository at closing. The Authorized Officers of the City (or any one of them) are hereby authorized to execute the Bond Purchase Agreement for the sale of the Bonds to the Underwriter, in substantially the form presented herewith, with such changes as such Authorized Officers may deem necessary and appropriate. The officers of the City, or any one or more of them are hereby further authorized to take any and all actions and enter into any and all agreements deemed necessary or appropriate in connection with the issuance and sale of the Bonds and the redemption and payment of the Refunded Bonds, and any such actions previously taken are hereby ratified and confirmed.

Section 10. The Clerk is directed to make and certify a transcript or transcripts of the proceedings of the Mayor and Council precedent to the issuance of the Bonds, a copy of which shall be delivered to the initial purchaser of the Bonds.

Section 11. The net sale proceeds of the Bonds, along with any necessary funds of the City on hand, shall be applied to the payment and satisfaction of all of the principal of and the interest on the Refunded Bonds as called for redemption on the Redemption Date. Accrued interest received from the sale of the Bonds, if any, shall be applied to pay interest first falling due on the Bonds. Expenses of issuance of the Bonds may be paid from the proceeds of the Bonds.

Section 12. The City agrees that it shall, pursuant to Section 18-1201 R.R.S. Neb. 2012, as amended, levy a special tax so long as any of the Bonds remain outstanding of not more than 5¢ per \$100 of taxable value on all the taxable property within the City. The City further agrees that such tax shall be levied in such amount so that in each calendar year in which payments of principal and interest fall due on the Bonds, the anticipated amount to be collected from such tax shall be an amount of not less than 112% of the total amount of principal and interest payable on the Bonds in such calendar year. The Bonds shall be secured by such tax and shall be payable out of the funds derived from such tax. On receipt of such taxes, the City Treasurer shall hold such tax in a separate fund for the purpose of paying the Bonds.

Section 13. The Mayor and Council hereby approve the Preliminary Official Statement with respect to the Bonds and the information therein contained, and the Mayor and City Administrator or either of them is authorized to approve and deliver a final Official Statement for and on behalf of the City, and such final Official Statement shall be delivered in accordance with the requirements of Reg. Sec. 240.15c2-12 of the Securities and Exchange Commission.

Section 14. The City hereby covenants and agrees that it will make no use of the proceeds of the Bonds which would cause the Bonds to be arbitrage bonds within the meaning of Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code") and further covenants to comply with said Sections 103(b)(2) and 148 and all applicable regulations thereunder throughout the term of said issue, including all requirements with respect to payment and reporting of rebates, if applicable. The City hereby covenants to take all action necessary to preserve the tax-exempt status of the interest on the Bonds for federal income tax purposes under the Code with respect to taxpayers generally. The City further agrees that it will not take any actions which would cause the Bonds to constitute "private activity bonds" within the meaning of Section 141 of the Code. The City hereby designates the Bonds as its "qualified tax-exempt obligations" pursuant to Section 265(b)(3)(B)(i)(III) of the Code and covenants and warrants that it does not reasonably expect to issue bonds or other obligations aggregating in principal amount more than \$10,000,000 during the calendar year in which the Bonds are issued (taking into consideration the exception for current refunding issues). The Mayor is hereby authorized to make any and all certifications deemed necessary in connection with the designation of the Bonds as "qualified tax-exempt obligations", including "deemed designating" the Bonds.

Section 15. The City's obligations under this Ordinance with respect to any or all of the Bonds herein authorized shall be fully discharged and satisfied as to any or all of such Bonds and any such Bond shall no longer be deemed to be outstanding hereunder if such Bond has been purchased by the City and canceled or when the payment of principal of and interest thereon to the respective date of maturity or redemption (a) shall have been made or caused to be made in accordance with the terms thereof, (b) shall have been provided for by depositing with a national or state bank having trust powers, or trust company, in trust, solely for such payment (i) sufficient money to make such payment and/or (ii) direct general obligations (including obligations issued or held in book entry form on the books of the Department of Treasury of the United States of America) of or obligations the principal and interest of which are unconditionally guaranteed by the

United States of America (herein referred to as "U.S. Government Obligations") in such amount and bearing interest payable and maturing or redeemable at stated fixed prices at the option of the holder as to principal, at such time or times, as will ensure the availability of sufficient money to make such payments; provided, however, that with respect to any Bond to be paid prior to maturity, the City shall have duly called such Bond for redemption and given notice of such redemption as provided by law or made irrevocable provision for the giving of such notice. Any money so deposited with such bank or trust company in excess of the amount required to pay principal of and interest on the Bonds for which such monies or U.S. Government Obligations were deposited shall be paid over to the City as and when collected.

Section 16. In order to promote compliance with certain federal tax and securities laws relating to the Bonds herein authorized (as well as other outstanding bonds) the policy and procedures attached hereto as Exhibit "A" (the "Post-Issuance Compliance Policy and Procedures") are hereby adopted and approved in all respects. To the extent that there is any inconsistency between the attached Post-Issuance Compliance Policy and Procedures and any similar policy or procedures previously adopted and approved, the Post-Issuance Compliance Policy and Procedures shall control.

Section 17. This Ordinance shall be in force and take effect from and after its passage and publication in pamphlet form as provided by law.

PASSED AND APPROVED THIS 18TH DAY OF NOVEMBER, 2014.

CITY OF LA VISTA

ATTEST:

\_\_\_\_\_  
Douglas Kindig, Mayor

\_\_\_\_\_  
Pamela A. Buethe, CMC  
City Clerk

[SEAL]

## EXHIBIT A

### **Policy and Procedures Federal Tax Law and Disclosure Requirements for Tax-exempt Bonds and/or Build America Bonds**

**ISSUER NAME: City of La Vista, in the State of Nebraska**

**COMPLIANCE OFFICER (BY TITLE): City Clerk**

#### **POLICY**

It is the policy of the Issuer identified above (the "Issuer") to comply with all Federal tax requirements and securities law continuing disclosure obligations for its obligations issued as tax-exempt bonds or as direct pay build America bonds to ensure, as applicable (a) that interest on its tax-exempt bonds remains exempt from Federal income tax, (b) that the direct payments associated with its bonds issued as "build America bonds" are received by the Issuer in a timely manner and (c) compliance with any continuing disclosure obligations of the Issuer with respect to its outstanding bonds.

#### **PROCEDURES**

Compliance Officer. Review of compliance with Federal tax requirements and securities law continuing disclosure obligations as generally outlined below shall be conducted by the Compliance Officer identified above (the "Compliance Officer"). To the extent more than one person has been delegated specific responsibilities, the Compliance Officer shall be responsible for ensuring coordination of all compliance review efforts.

Training. The Compliance Officer shall evaluate and review educational resources regarding post-issuance compliance with Federal tax and securities laws, including periodic review of resources published for issuers of tax-exempt obligations by the Internal Revenue Service (either on its website at <http://www.irs.gov/taxexemptbond>, or elsewhere) and the Municipal Securities Rulemaking Board (either on its Electronic Municipal Market Access website ["EMMA"] at <http://www.emma.msrb.org>, or elsewhere).

Compliance Review. A compliance review shall be conducted at least annually by or at the direction of the Compliance Officer. The review shall occur at the time the Issuer's annual audit takes place, unless the Compliance Officer otherwise specifically determines a different time period or frequency of review would be more appropriate.

#### Scope of Review.

Document Review. At the compliance review, the following documents (the "Bond Documents") shall be reviewed for general compliance with covenants and agreements and applicable regulations with respect to each outstanding bond issue:

(a) the resolution(s) and/or ordinance(s), as applicable, adopted by the governing body of the Issuer authorizing the issuance of its outstanding bonds, together with any documents setting the final rates and terms of such bonds (the "Authorizing Proceedings"),

(b) the tax documentation associated with each bond issue, which may include some or all of the following (the "Tax Documents"):

- i. covenants, certifications and expectations regarding Federal tax requirements which are described in the Authorizing Proceedings;
- ii. Form 8038 series filed with the Internal Revenue Service;
- iii. tax certificates, tax compliance agreements, tax regulatory agreement or similar documents;
- iv. covenants, agreements, instructions or memoranda with respect to rebate or private use;
- v. any reports from rebate analysts received as a result of prior compliance review or evaluation efforts; and
- vi. any and all other agreements, certificates and documents contained in the transcript associated with the Authorizing Proceedings relating to federal tax matters.

(c) the Issuer's continuing disclosure obligations, if any, contained in the Authorizing Proceedings or in a separate agreement (the "Continuing Disclosure Obligations"), and

(d) any communications or other materials received by the Issuer or its counsel, from bond counsel, the underwriter or placement agent or its counsel, the IRS, or any other material correspondence relating to the tax-exempt status of the Issuer's bonds or relating to the Issuer's Continuing Disclosure Obligations.

*Use and Timely Expenditure of Bond Proceeds.* Expenditure of bond proceeds shall be reviewed by the Compliance Officer to ensure (a) such proceeds are spent for the purpose stated in the Authorizing Proceedings and as described in the Tax Documents and (b) that the proceeds, together with investment earnings on such proceeds, are spent within the timeframes described in the Tax Documents, and (c) that any mandatory redemptions from excess bond proceeds are timely made if required under the Authorizing Proceedings and Tax Documents.

*Arbitrage Yield Restrictions and Rebate Matters.* The Tax Documents shall be reviewed by the Compliance Officer to ensure compliance with any applicable yield restriction requirements under Section 148(a) of the Internal Revenue Code (the "Code") and timely calculation and payment of any rebate and the filing of any associated returns pursuant to Section 148(f) of the Code. A qualified rebate analyst shall be engaged as appropriate or as may be required under the Tax Documents.

*Use of Bond Financed Property.* Expectations and covenants contained in the Bond Documents regarding private use shall be reviewed by the Compliance Officer to ensure compliance. Bond-financed properties shall be clearly identified (by mapping or other reasonable means). Prior to execution, the Compliance Officer (and bond counsel, if deemed appropriate by the Compliance Officer) shall review (a) all proposed leases, contracts related to operation or management of bond-financed property, sponsored research agreements, take-or-pay contracts or other agreements or arrangements or proposed uses which have the potential to give any entity any special legal entitlement to the bond-financed property, (b) all proposed agreements which would result in disposal of any bond-financed property, and (c) all proposed uses of bond-financed property which were not anticipated at the time the bonds were issued. Such actions could be prohibited by the Authorizing Proceedings, the Tax Documents or Federal tax law.

*Continuing Disclosure.* Compliance with the Continuing Disclosure Obligations with respect to each bond issue shall be evaluated (a) to ensure timely compliance with any annual disclosure requirement, and (b) to ensure that any material events have been properly disclosed as required by the Continuing Disclosure Obligation.

Record Keeping. If not otherwise specified in the Bond Documents, all records related to each bond issue shall be kept for the life of the indebtedness associated with such bond issue (including all tax-exempt refundings) plus six (6) years.

Incorporation of Tax Documents. The requirements, agreements and procedures set forth in the Tax Documents, now or hereafter in existence, are hereby incorporated into these procedures by this reference and are adopted as procedures of the Issuer with respect to the series of bonds to which such Tax Documents relate.

Consultation Regarding Questions or Concerns. Any questions or concerns which arise as a result of any review by the Compliance Officer shall be raised by the Compliance Officer with the Issuer's counsel or with bond counsel to determine whether non-compliance exists and what measures should be taken with respect to any non-compliance.

VCAP and Remedial Actions. The Issuer is aware of (a) the Voluntary Closing Agreement Program (known as "VCAP") operated by the Internal Revenue Service which allows issuers under certain circumstances to voluntarily enter into a closing agreement in the event of certain non-compliance with Federal tax requirements and (b) the remedial actions available to issuers of certain bonds under Section 1.141-12 of the Income Tax Regulations for private use of bond financed property which was not expected at the time the bonds were issued.

ORDINANCE NO. \_\_\_\_\_

AN ORDINANCE APPROVING THE ISSUANCE OF BUILDING AND REFUNDING BONDS (PUBLIC WORKS AND POLICE FACILITY PROJECTS), SERIES 2014, OF THE CITY OF LA VISTA FACILITIES CORPORATION IN A PRINCIPAL AMOUNT NOT TO EXCEED THREE MILLION DOLLARS (\$3,000,000); APPROVING AND AUTHORIZING A BOND PURCHASE AGREEMENT WITH THE CORPORATION PROVIDING FOR THE SALE OF THE BONDS TO THE UNDERWRITER; AUTHORIZING A LEASE-PURCHASE AGREEMENT WITH THE CITY OF LA VISTA FACILITIES CORPORATION RELATING TO THE ACQUISITION OF CERTAIN PUBLIC WORKS AND POLICE FACILITIES; PROVIDING FOR THE CALLING AND REDEMPTION OF OUTSTANDING BONDS ISSUED BY THE CORPORATION TO FINANCE CERTAIN POLICE FACILITIES; APPROVING THE EXECUTION OF DOCUMENTS WITH RESPECT TO SAID LEASE-PURCHASE AGREEMENT AND PROVIDING FOR THE PUBLISHING OF THIS ORDINANCE IN PAMPHLET FORM.

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

Section 1. The Mayor and Council of the City of La Vista, Nebraska do hereby find and determine as follows: (a) That the City authorized the formation of the City of La Vista Facilities Corporation (the "Corporation") for the purpose of acquiring and developing real property; (b) that it is necessary for the City to acquire a public works facility and related facilities (the "Public Works Project"), and a police facility and related facilities (the "Police Project"; and together with the Public Works Project, the "Project") all to be used for public purposes and related improvements; (c) that the City has been appointed by the Lessor named herein to act as purchasing agent and project manager in connection with the acquisition of such Project; and that the estimated cost of the Project and the lease-purchase agreement pertaining to the construction of said Project should be and hereby is approved; and (d) that the City previously issued its Refunding Bonds, Series 2009 (the "2009 Police Bonds") to finance a portion of the Police Project in the aggregate principal amount of \$3,050,000.

Section 2. The Mayor and Council approve and reaffirm the formation of the Corporation in part for the purpose of issuing bonds, acquiring and equipping a portion of the Project, and leasing the Project to the City. The Mayor and Council do further find and determine that the City shall enter into a Lease-Purchase Agreement for the purpose of acquiring a portion of the Project and that the City will enter into such Lease-Purchase Agreement with the Corporation, and by which the City may provide for the acquisition and financing of a portion of the Project as approved in Section 1 hereof and pursuant to Section 19-2421, R.R.S. Neb. 2012, and thereby provide for the acquisition, construction and financing of a portion of the Project approved in Section 1 hereof and that the documents for such financing should be approved and their execution authorized.

Section 3. The City shall enter into a lease-purchase agreement with the City of La Vista Facilities Corporation, whereby said corporation will acquire the Project referred to and as described in Section 1 and 2 hereof and the Lease-Purchase Agreement in the form presented to this meeting is hereby approved together with such changes and modifications as the City deems necessary, desirable or appropriate. That the parcels of real estate related to the Project are as described in the Lease-Purchase Agreement.

Section 4. The Mayor, Director of Administrative Services and/or Clerk of the City and such other officers as may be required, are hereby authorized and directed to execute and deliver on behalf of the City of La Vista said Lease-Purchase Agreement, including necessary counterparts and other related documentation in substantially the form and content as presented to this meeting, or with such changes and modifications therein as to them seem necessary, desirable or appropriate for and on behalf of the City of La Vista and to affix the seal of the City thereto, and said Mayor, Director of Administrative Services and City Clerk are further authorized and directed to execute and deliver all such documents or certificates and do all other things, necessary or appropriate to carry out said Lease-Purchase Agreement.

Section 5. The Mayor and Council of the City of La Vista, Nebraska, do hereby approve the execution and delivery of a Trust Indenture and Security Agreement in substantially the form presented to this meeting by said Corporation to a bank or trust company (as designated by the Mayor, Director of Administrative Services and/or City Clerk), as Trustee, under which Building and Refunding Bonds (Public Works and Police Facility Projects), Series 2014, in the aggregate stated principal amount of up to \$3,000,000 (the "Series 2014 Bonds") are to be issued and the Mayor and Council of the City of La Vista do hereby approve the issuance of the Series 2014 Bonds in the aggregate stated principal amount of up to \$3,000,000 bearing interest as determined in accordance with this Section 5 and as shall be set forth in said Trust Indenture and

Security Agreement and the sale of said bonds to D.A. Davidson & Co., as Underwriter, pursuant to a Bond Purchase Agreement related thereto. The Mayor and City Clerk are hereby authorized to approve, execute and deliver a Bond Purchase Agreement and said Trust Indenture and Security Agreement, with any changes as shall be deemed appropriate by them, for and on behalf of the City.

The Mayor, Director of Administrative Services and/or Clerk of the City may negotiate for the sale of the Series 2014 Bonds in one or more series with an underwriting discount of not more than 0.75% of the principal amount thereof and a sale price not less than 99.25% of the principal amount thereof (which amount may be adjusted to take into account any original issue discount), in either case, to D.A. Davidson & Co., as Underwriter. In connection with and as a part of such sale or sales, the Mayor, Director of Administrative Services and/or Clerk of the City shall fix (which may be done in connection with one or more Bond Purchase Agreements among the Corporation, the City and the Underwriter) (a) the series designation of such series of Series 2014 Bonds; (b) the dated date, which shall not be later than June 1, 2015; (c) the principal amount of such series of the Series 2014 Bonds including the principal amounts of the respective Serial Bonds and Term Bonds, if any, of such series of the Series 2014 Bonds, provided, however that the aggregate stated principal amount of all series of Series 2014 Bonds shall not exceed the amount in the immediately preceding paragraph but may be less than that amount; (d) the rate or rates of interest to be borne by each maturity of such series of the Series 2014 Bonds, provided that none of said Series of Bonds shall have a true interest cost in excess of 3.50% per annum; (e) the date or dates upon which semiannual interest shall be payable, and the record date for the purpose of determining the owners of each series of the Series 2014 Bonds for the payments of interest; (f) the principal amount of such series of the Series 2014 Bonds maturing in each year; (g) the sinking fund installments due and the dates thereof with respect to such series of the Series 2014 Bonds in each year for which the Mayor, Director of Administrative Services and/or Clerk of the City determines that a sinking fund installment shall be due; (h) the dates upon which such series of the Series 2014 Bonds will be subject to redemption at the option of the Corporation upon direction from the City and the redemption price, not to exceed 100%, payable upon the redemption of such series of the Series 2014 Bonds; (i) the identity of the trustee, registrar or paying agent for each series of the Series 2014 Bonds and the form and contents of any agreement or agreements under which the trustee, registrar or paying agent would serve in such respective capacities with respect to each series of the Series 2014 Bonds; (j) the date of redemption, if any, of any outstanding obligations of the City and the form and contents of any notice to be given with respect thereto; (k) the disposition of the proceeds of such series of the Series 2014 Bonds; and (l) provisions for redemption of the 2009 Police Bonds. Upon the delivery of and payment for each series of the Series 2014 Bonds, the Underwriter also shall pay to the City the interest accrued on such series of the Series 2014 Bonds from the date thereof to the date of delivery of and payment therefor, all as the Mayor, Director of Administrative Services and/or Clerk of the City may establish acting on behalf of the City and as may be agreed to by the Underwriter.

Section 6. The Mayor and Council do further state that it is the intention of the City that interest on said Bonds, as issued by said Corporation on behalf of the City, shall be excludable from gross income under the federal income tax by virtue of Section 103(a) 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, Director of Administrative Services and/or Clerk of the City are hereby authorized to take all actions necessary and appropriate to carry out said intention and for obtaining such interest exclusion. The Series 2014 Bonds, as issued on behalf of the City, are hereby authorized to be designated by the Mayor, Director of Administrative Services and/or Clerk of the City as the City's "qualified tax-exempt obligations" pursuant to Section 265(b)(3)(B)(i)(III) of the Code, and such officers are hereby authorized to make any representations and warranties in connection therewith. The City hereby covenants, as and to the fullest extent that it may lawfully do so, to take all actions necessary to preserve the tax-exempt status of the interest payable with respect to the Series 2014 Bonds.

Section 7. The Preliminary Official Statement is hereby authorized and approved in substantially the form presented herewith, with such changes therein and additions thereto as may be deemed approved by an Authorized Officer. An Authorized Officer is further authorized to approve and deem final the preliminary Official Statement and final Official Statement and to distribute such documents to investors and the public. All officers of the City, or any one of them is hereby authorized to approve, execute and deliver a Continuing Disclosure Undertaking on behalf of the City in order to permit the Underwriter to comply with its obligations under Rule 15c2-12 under the Securities Exchange Act of 1934, as amended.

Section 8. Without in any way limiting the power, authority, or discretion elsewhere herein granted or delegated, the City hereby (1) authorizes and directs all of the officers, employees, and agents of the City to carry out, or cause to be carried out, and to perform such obligations of

the City and such other actions as they or any one of them shall consider necessary, advisable, desirable, or appropriate in connection with this ordinance, and the issuance, sale, and delivery of the Bonds including, without limitation and whenever appropriate, the execution and delivery thereof and of all other related documents, instruments, certifications, and opinions; and (2) delegates, authorizes, and directs the Mayor and City Clerk the right, power, and authority to exercise her or his own independent judgment and absolute discretion in determining and finalizing the terms, provisions, form, and contents of each of the foregoing. The execution and delivery by the Mayor or the City Clerk and their approval of all changes, modifications, amendments, revisions, and alterations made therein, and shall conclusively establish their absolute, unconditional, and irrevocable authority with respect thereto from the City and the authorization, approval, and ratification by the City of the documents, instruments, certifications, and opinions so executed and the action so taken.

Section 9. The City's Policy and Procedures – Federal Tax Law and Disclosure Requirements for Tax-exempt Bonds and/or Build America Bonds adopted contemporaneously herewith, are hereby ratified, confirmed and approved in all respects.

Section 10. If any one or more of the provisions of this ordinance should be determined by a court of competent jurisdiction to be contrary to law, then such provisions shall be deemed severable from the remaining provisions of this ordinance and the invalidity thereof shall in no way affect the validity of the other provisions of this ordinance or of the Bonds and the owners of the Bonds shall retain all the rights and benefits accorded to them under this ordinance and under any applicable provisions of law. If any provisions of this ordinance shall be held or deemed to be or shall, in fact, be inoperative or unenforceable or invalid in any particular case in any jurisdiction or jurisdictions, or in all cases because it conflicts with any constitution or statute or rule of public policy, or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable or invalid in any other case or circumstances, or of rendering any other provision or provisions herein contained inoperative or unenforceable or invalid to any extent whatever.

Section 11. This ordinance shall be published in pamphlet form and take effect as provided by law.

PASSED AND APPROVED THIS 18TH DAY OF NOVEMBER, 2014.

CITY OF LA VISTA

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Douglas Kindig, Mayor

ATTEST:

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Pamela A. Buethe, CMC  
City Clerk

(SEAL)