

ORDINANCE NO. 2017-28

AN ORDINANCE AUTHORIZING THE ISSUANCE OF ELECTRIC REVENUE BOND ANTICIPATION NOTES, SERIES 2017, OF THE CITY OF WAYNE, NEBRASKA, IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED ONE MILLION THREE HUNDRED TWENTY THOUSAND DOLLARS (\$1,320,000) , FOR THE PURPOSE OF PROVIDING INTERIM FINANCING FOR A PORTION OF THE COSTS OF CONSTRUCTING IMPROVEMENTS TO THE ELECTRIC SYSTEM OWNED AND OPERATED BY THE CITY; PENDING THE ISSUANCE OF PERMANENT ELECTRIC REVENUE BONDS; AGREEING TO ISSUE SUCH BONDS TO PAY THE NOTES AT MATURITY OR TO PAY THE NOTES FROM OTHER AVAILABLE FUNDS; PRESCRIBING THE FORM OF SAID NOTES; PLEDGING AND HYPOTHECATING THE REVENUE AND EARNINGS OF THE ELECTRIC SYSTEM OF SAID CITY FOR THE PAYMENT OF SAID NOTES AND INTEREST THEREON; PROVIDING FOR THE COLLECTION, SEGREGATION AND APPLICATION OF THE REVENUE OF SAID ELECTRIC SYSTEM; ENTERING INTO A CONTRACT ON BEHALF OF THE CITY WITH THE HOLDERS OF SAID NOTES; AND PROVIDING FOR PUBLICATION OF THE ORDINANCE IN PAMPHLET FORM.

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

Section 1. The Mayor and Council of the City of Wayne, Nebraska (the “City”), hereby find and determine as follows:

- (a) that the City owns and operates an electric generation plant and electric distribution system which represents a revenue producing undertaking of the City (said system and any and all additions thereto or improvements thereof hereafter made are herein collectively referred to as the “Electric System”); that it is necessary and advisable for the City to provide funds for certain Electric System improvements for which the estimated cost (including costs related to financing) is not less than \$1,320,000; that there is presently outstanding the City’s Electric Revenue Bonds, Series 2012, dated March 13, 2012, issued in the original principal amount of \$1,680,000 and presently outstanding in the remaining principal amount of \$1,380,000 (the “2012 Bonds” or the “Outstanding Bonds”), authorized by Ordinance No. 2012-8 passed and approved on February 21, 2012, (the “Prior Ordinance”); that the revenues of the Electric System have been pledged and hypothecated for the payment of principal and interest on the 2012 Bonds; that the 2012 Bonds represent the only indebtedness of the City for which the revenues of the Electric System have been pledged; that under the terms of the Prior Ordinance, “Additional Bonds” of equal lien and standing with the Outstanding Bonds may be issued upon certain conditions set forth in the Prior Ordinance; and, that pending issuance of Additional Bonds, the City may issue its Electric Revenue Bond Anticipation Notes from time to time as may be necessary to provide interim construction financing, pending issuance of such Additional Bonds;
- (b) that improvements, enlargements and expansions of the City’s Electric System and other improvements to the Electric System are necessary; that to provide for the costs of improving, enlarging and expanding the Electric System and to make other improvements to the Electric

System of the City, the City finds it to be in the best interests of the City and necessary to provide funds for the herein described improvements, to issue Electric Revenue Bond Anticipation Notes of the City of Wayne, Nebraska, pursuant to Sections 10-137 and 18-1803 to 18-1805, Reissue Revised Statutes of Nebraska, 2012, in the aggregate principal amount of not to exceed \$1,320,000);

- (c) that the Outstanding Bonds represent the only indebtedness for which the revenues of the Electric System have been pledged and, under the terms of the Prior Ordinance, the City is permitted to issue additional bond or note indebtedness which is junior in lien to the pledge and lien upon the revenues of the Electric System provided for in the Prior Ordinance for the payment and security of the Outstanding Bonds with principal and interest payable from monies in the “Surplus Account” as established under the terms of the Prior Ordinance;
- (d) that all conditions, acts and things required to exist or to be done precedent to the issuance of Electric Revenue Bond Anticipation Notes, Series 2017, in the principal amount of not to exceed \$1,320,000 (the “Notes”) for the purposes described in Section 1(a) of this ordinance and to pay costs of note issuance and a portion of the interest to accrue on said notes, do exist and have been done as required by law and there shall be and there are hereby ordered issued Electric Revenue Bond Anticipation Notes, Series 2017, of the City of Wayne, Nebraska, as provided herein.

Section 2. (a) For the purpose of providing interim financing for a portion of the costs set out in Section 1 hereof pending the issuance of permanent Electric Revenue Bonds by the City of Wayne, there shall be and there are hereby ordered issued bond anticipation notes of the City of Wayne, Nebraska, to be known as “Electric Revenue Bond Anticipation Notes, Series 2017” of the aggregate principal amount of not to exceed One Million Three Hundred Twenty Thousand Dollars (\$1,320,000) (herein referred to as the “Notes”). The Notes shall consist of fully registered notes numbered from 1 upwards in the order of issuance, in the denomination of \$5,000 each, or integral multiples thereof, and shall be sold either (a) through a private placement with a bank or (b) through a negotiated sale with D.A. Davidson & Co. (the “Underwriter”), as initial purchaser. The Notes shall be dated as of their date of original issue and each of said Notes shall mature and bear interest at the rate of 2.15%% per annum payable beginning March 15, 2018 and semiannually thereafter on each March 15 and September 15 (or such other dates as may be determined in the Designation, defined herein) until maturity or earlier call for redemption, as follows:

<u>Principal</u>	<u>Interest</u>	
<u>Amount</u>	<u>Rate</u>	<u>Maturity</u>
\$1,320,000	2.15%%	September 15, 2020

provided, however, the Notes may be issued in a lesser principal amount, may bear interest at any lower rate of interest, and may be sold at an original issue discount of not to exceed 1.00% of their par value, all

as shall be provided for in written designation of final principal amount and final interest rate (the “Designation”) as may be agreed to between the City and the Underwriter, in the case of a negotiated sale, or the purchaser bank, in the case of a private placement. The Mayor, City Administrator, or City Treasurer (each, an “Authorized Officer”) are hereby authorized to enter into such Designation on behalf of the City without further action of the City Council;

(b) The City reserves the right to redeem any or all of said notes prior to maturity anytime on or after September 15, 2018 (or such other date as may be determined in the Designation), upon not less than thirty days written notice (or such other notice as may be determined in the Designation), at par and accrued interest to the date fixed for redemption. Such notice of call for redemption shall be sufficient if it has been sent to a registered holder of said Note or Notes by first class mail addressed to the registered address of said registered holder. If less than all of the Notes are called and redeemed, such Notes shall be called in increments of \$5,000 or integral multiples thereof. If less than all of the principal amount of any outstanding Note is called for redemption, in such case upon the surrender of such Note called for payment, there shall be issued to the registered owner of said Note, without charge therefor, a registered Note or Notes for the unpaid principal balance in any of the authorized denominations authorized by this ordinance.

(c) The principal of said Notes and any interest due on said Notes upon maturity or earlier call for redemption shall be payable at the Designated Office of the Paying Agent and Registrar designated in the Designation, upon presentation and surrender of the Note or Notes when due or when called for payment prior to maturity. The payment of interest on the Notes, falling due prior to maturity or call for redemption, shall be made by the Paying Agent and Registrar to the registered owners by mailing payment to the address of such registered owner or owners thereof as such address shall appear on the note register maintained by said Paying Agent and Registrar. The record date for each interest payment date (the “Record Date”) shall be the fifteenth day immediately preceding the interest payment date. Subject to the provisions of Section 6 of this Ordinance, payments of interest shall be mailed to the registered owner of each Note as of the Record Date for each interest payment date.

Section 3. The Authorized Officers are hereby authorized to determine the Paying Agent and Registrar in the Designation, which Paying Agent and Registrar shall either be the Treasurer of the City or a bank or trust company. If the Paying Agent and Registrar is a bank or trust company, such 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 Authorized Officers are hereby authorized to execute said agreement in substantially the form presented at the meeting at which this ordinance was adopted, 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 designated office (the “Designated Office”), but subject to change in the discretion of the Paying Agent and Registrar upon notice in writing to the City and to the registered owners of the Notes. The names and registered addresses of the registered owner or owners of the Notes shall at all times be recorded in such books. In the case of a private placement with a bank, the Notes may be transferred, but only upon the bond register and only if (1) the purchaser has submitted to the Paying Agent and Registrar the Notes accompanied by an assignment in substantially the form attached to the Notes duly executed by the Purchaser or the Purchaser’s attorney or legal representative, which assignment shall disclose the name, address and tax identification number of the assignee, and (2) the assignee is a bank or a qualified institutional buyer as defined in Rule 144A promulgated by the Securities and Exchange Commission and the owner has obtained from such proposed transferee and provided to the City, prior to such transfer and assignment, an investor letter or certificate in form satisfactory to the City. In the case of a negotiated sale, any Note may be transferred pursuant to its provisions at the Designated Office of said Paying Agent and Registrar by surrender of such Note for cancellation, accompanied by a written instrument of transfer, in form satisfactory to said 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 the Designated 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 Note or Notes of the same series, interest rate, aggregate principal amount and maturity. To the extent of the denominations authorized for the Notes by this ordinance, one Note may be transferred for several such Notes of the same series, interest rate and maturity, and for a like aggregate principal amount, and several such Notes may be transferred for one or several such Notes, respectively, of the same series, interest rate and maturity and for a like aggregate principal amount. In every case of transfer of a Note, the surrendered Note shall be canceled and destroyed. All Notes issued upon transfer of the Notes so surrendered shall be valid obligations of the City evidencing the same obligation as the Notes surrendered and shall be entitled to all the benefits and protection of this ordinance to the same extent as the Notes upon transfer of which they were delivered. The City and said Paying Agent and Registrar shall not be required to transfer any Note during any period from any Record Date until its immediately following Interest Payment Date or to transfer any Note called for redemption for a period of 30 days next preceding the date fixed for redemption.

Section 4. Said Notes shall be executed on behalf of the City with the manual or facsimile signatures of the Mayor and Clerk and shall have the City's seal imprinted or impressed on each Note. Said Notes shall not be valid and binding on the City until authenticated by the Paying Agent and Registrar. The City and the Paying Agent and Registrar shall not be required to transfer any Note called for redemption for a period of 30 days next preceding the date fixed for redemption. If the date for payment of the principal of or interest on the Notes shall be a Saturday, Sunday, legal holiday or a day on which the banking institutions in the City where the designated office of 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 date shall have the same force and effect as if made on the nominal date of payment.

Section 5. Said Notes shall be substantially in the following form:

UNITED STATES OF AMERICA

STATE OF NEBRASKA
COUNTY OF WAYNE

ELECTRIC REVENUE BOND ANTICIPATION NOTE
OF THE CITY OF WAYNE, NEBRASKA
SERIES 2017

No. R-1

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>[CUSIP]</u>
%	September 15, 2020	_____, 2017	

Registered Owner:

Principal Amount: _____ DOLLARS (\$_____)

KNOW ALL PERSONS BY THESE PRESENTS: That the City of Wayne, in the County of Wayne, in the State of Nebraska, hereby acknowledges itself to owe and for value received promises to pay (but only from the limited sources specified in the authorizing ordinance) to the registered owner shown above and as shown on the registration books of the City on the maturity date shown above, the principal amount shown above in lawful money of the United States of America with interest thereon at the rate per annum shown above from the date of original issue shown above payable beginning March 15, 2018, and semiannually thereafter on March 15 and September 15, until maturity or earlier call for redemption to the holder or holders of record on the fifteenth day immediately preceding the date on which such payment is due. Said interest shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The principal of this note and any interest due upon maturity or earlier call for redemption are payable at the office of _____, _____, Nebraska, as Paying Agent and Registrar, upon presentation and surrender of the note when due or when called for payment prior to maturity. The payment of interest hereon, falling due prior to maturity or call for redemption, shall be made by the Paying Agent and Registrar to the registered owner by mailing payment to the address of such registered owner hereof as such address shall appear on the note register maintained by said Paying Agent and Registrar.

This note is redeemable at the option of the City prior to maturity anytime on or after September 15, 2018 at par and accrued interest to date fixed for redemption. Notice of call of any note for redemption prior to maturity shall be sufficient if given in writing and mailed by first class mail, postage prepaid, to the registered owner at the address shown on the note register not less than thirty days prior to the date fixed for redemption.

This note is one of an issue of notes numbered from 1 upwards in order of issuance, of the total principal amount of _____ Dollars (\$_____) in the denomination of \$5,000 or integral multiples thereof, of even date and like tenor herewith, issued by the City of Wayne for the purpose of providing interim financing to pay a portion of the cost of electric improvements in and for the City's Electric System, including the cost of issuance of said notes and a portion of the interest to accrue on said notes, pending the issuance of permanent Electric Revenue Bonds. The issuance of this note and the other notes of this issue has been lawfully authorized by ordinance duly passed, signed and published by the Mayor and City Council of said City in strict compliance with Sections 18-1803 through 18-1805, R.R.S. Neb. 2007, and all other applicable laws. This note and the other notes of this issue are junior in lien and pledge to the City's outstanding Electric Revenue Bonds, Series 2012,

presently outstanding in the principal amount of \$1,380,000 (the "2012 Bonds") all as set out in the Ordinance authorizing this issue of Notes

The City agrees that the principal and interest of this note shall be payable from the proceeds of the issuance and sale of its Electric Revenue Bonds, payable from the revenues of the Electric System of the City from the "Surplus Account" as established under the terms of the ordinance authorizing the 2012 Bonds, the issuance and sale of further bond anticipation notes of the City or from any other monies of the City lawfully available for such purposes. **The notes of this issue shall not be a debt of the municipality within the meaning of any constitutional or statutory limitation upon the creation of general obligation indebtedness of the municipality and the municipality shall not be liable for the payment thereof out of any money of the municipality other than from the proceeds of the issuance of the City's electric system revenue bonds or notes, or from revenues of the City's Electric System, subject as to such revenues to the prior lien and pledge in favor of the 2011 Bonds.**

The City reserves the right to issue additional electric system revenue bond anticipation notes for the purpose of paying a portion of the costs of the projects financed in part by this issue of notes or of other electric system improvement projects of the City or for the purpose of refunding the notes of this issue at or prior to maturity. Any such notes may be authorized with lien and pledge upon the revenues of the Electric System equal to that provided for the notes of this issue. The ordinance under which these notes are issued constitutes an irrevocable contract between the City and the holders of all of said notes and said contract cannot be changed or altered without the written consent of the holders of seventy-five percent (75%) in principal amount of the notes of this series then outstanding.

[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 NOTE MAY BE PAID OR REDEEMED WITHOUT SURRENDER HEREOF TO THE REGISTRAR. DTC OR A NOMINEE, TRANSFEREE OR ASSIGNEE OF DTC OF THIS NOTE 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 NOTE 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 NOTE ISSUED IN REPLACEMENT HEREOF OR SUBSTITUTION HEREFOR 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 note did exist, did happen and were done and performed in regular and due form and time as provided by law.

IN WITNESS WHEREOF the Mayor and Council of the City of Wayne, Nebraska, have caused this note to be executed on behalf of the City with the manual or facsimile signatures of the Mayor and the City 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 WAYNE, NEBRASKA

Mayor

ATTEST:

City Clerk

(SEAL)

CERTIFICATE OF AUTHENTICATION

This note is one of the notes of the issue designated therein and issued under the provisions of the ordinance authorizing said issue.

_____, NEBRASKA
Acting as Paying Agent and Registrar

By _____
Authorized Officer

(Form of Assignment)

For value received _____ hereby
sells, assigns and transfers unto _____ the within mentioned note
and hereby irrevocably constitutes and
appoints _____,
attorney, to transfer the same on the books of registration in the office of the within-in mentioned Paying
Agent and Registrar with full power of substitution in the premises.

Dated: _____

Registered Owner(s)

Witness: _____

Note: The signature of this assignment must correspond with the name as written on the face of the
within-mentioned note in every particular, without alteration, enlargement or any change whatsoever.

Section 6. Each of the Notes shall be executed on behalf of the City with the manual or facsimile signatures of the Mayor and City Clerk of the City. If the Notes are sold through a private placement with a bank, the following provisions relating to the Depository shall not apply. If the Notes are sold through a negotiated sale with the Underwriter, the Notes shall be issued initially as “book-entry-only” Notes using the services of The Depository Trust Company (the “Depository”), with one typewritten note 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 Notes as securities depository (each, a “Bond Participant”) or to any person who is an actual purchaser of a Note from a Bond Participant while the Notes 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 Notes,

(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 Notes, 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 Notes. The Paying Agent and Registrar shall make payments with respect to the Notes 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 Notes to the extent of the sum or sums so paid. No person other than the Depository shall receive an authenticated Note, 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 Notes 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 Notes or (ii) to make available Notes registered in whatever name or names the Beneficial Owners transferring or exchanging such Notes shall designate.

(c) If the City determines that it is desirable that certificates representing the Notes be delivered to the Bond Participants and/or Beneficial Owners of the Notes 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 Note certificates representing the Notes. In such event, the Paying Agent and Registrar shall issue, transfer and exchange Note certificates representing the Notes 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 Note is registered in the name of the Depository or any nominee thereof, all payments with respect to such Note and all notices with respect to such Note shall be made and given, respectively, to the Depository as provided in the Letter of Representations.

(e) Registered ownership of the Notes may be transferred on the books of registration maintained by the Paying Agent and Registrar, and the Notes 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 Note unless and until such partially redeemed Note 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 Note as is then outstanding and all of the Notes 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 Note 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 Note certificates upon transfer or partial redemption, the City agrees to order printed an additional supply of Note 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 Note shall

cease to be such officer before the delivery of such Note (including any Note 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 Note. The Notes shall not be valid and binding on the City until authenticated by the Paying Agent and Registrar. The Notes shall be delivered to the Paying Agent and Registrar for registration and authentication. Upon execution, registration and authentication of the Notes, they shall be delivered to the City Treasurer, who is authorized to deliver them to the purchaser bank in the case of a private bank placement, or to the Underwriter, as initial purchaser, in the case of a negotiated sale, upon receipt of (a) not less than 99.00% of the principal amount of the Notes plus accrued interest thereon to date of payment for the Notes (which purchase price may be modified by the terms of the Designation to include net original issue discount or net original issue premium), and (b) in the case of a private placement, delivery to the City of an investor letter or certificate in form satisfactory to an Authorized Officer. In the case of a negotiated sale, the Underwriter shall have the right to direct the registration of the Notes and the denominations thereof within each maturity, subject to the restrictions of this Ordinance. The Underwriter and its agents, representatives and counsel (including 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 Notes, including, without limitation, authorizing the release of the Notes by the Depository at closing. The Authorized Officers are hereby each individually authorized to execute the Note Purchase Agreement, in the case of a negotiated sale, or a term sheet or commitment in the case of a private placement with a bank, in form satisfactory to such Authorized Officer, in such form as such Authorized Officers may deem necessary and appropriate. The Authorized Officers, or any one or more of them are hereby further authorized to take any and all actions and enter into any and all agreements and execute any documents deemed necessary or appropriate in connection with the issuance and sale of the Notes, and any such actions previously taken are hereby ratified and confirmed.

Section 7. The City covenants and agrees that it will take all steps required to complete the improvements described in Section 1 hereof in a manner to allow it to issue and sell its revenue bonds payable from the revenues of the Electric System or other bonds. The City further covenants and agrees to issue and sell the revenue bonds payable from the revenues of its Electric System or other bonds in a sufficient amount and at such times as will enable it to take up and pay off the Notes herein ordered issued, both principal and interest, at or prior to maturity, to the extent not paid from other sources. The City hereby agrees that it will impose rates and charges for the service from and use of its Electric System sufficient to enable the City to issue and sell permanent electric system revenue bonds to pay the Notes herein authorized at or prior to maturity. Subject to the prior lien and pledge in favor of the 2012 Bonds as provided for in the Prior Ordinance, the City hereby pledges the revenues of the Electric System for the payment of the Notes, both principal and interest as the same fall due and the holders of the Notes herein authorized shall have a lien upon the revenues of the City's Electric System, subject in all respects to the rights of the 2012 Bonds as provided for in the Prior Ordinance. The principal of and interest on the Notes may be paid, to the extent not paid from other sources, from revenues of the Electric System in the Surplus Account as established under the Prior Ordinance. The pledge of the revenues of the Electric System provided for in this Ordinance shall not prevent the City from issuing Electric System revenue refunding bonds for purposes of refunding any of the Outstanding Bonds without limitation and any such refunding bonds shall enjoy the same priority of lien over the Notes as the Outstanding Bonds being refunded.

Section 8. The City hereby reserves the right to issue additional notes for the purpose of paying the balance of the cost of the projects of the City set out in Section 1 hereof, for the purpose of refunding the Notes herein ordered issued at or prior to maturity and for the purpose of paying for additional improvements for the City's Electric System and the City shall have the right to pledge the revenues of the Electric System on an equal and ratable basis with the pledge and lien provided for in this Ordinance for the Notes.

Section 9. The City Clerk shall make and certify a complete transcript of the proceedings had and done by said City precedent to the issuance of said Notes, a copy of which shall be delivered to the initial purchaser of the Notes. After being executed by the Mayor and Clerk, said Notes shall be delivered to the City Treasurer who shall be responsible therefor under her official bond. The City Treasurer is authorized and directed to deliver said Notes to the purchaser upon receipt of payment of the purchase price in accordance with the contract of the City with said purchaser.

Section 10. (a) The City hereby covenants with the purchasers and holders of the Notes herein authorized that it will make no use of the proceeds of said issue, including monies held in any sinking fund for the payment of principal and interest on said Notes, which would cause said Notes to be arbitrage bonds within the meaning of Sections 103 and 148 and other related sections of the Internal Revenue Code of 1986, as amended (the "Code"), and further covenants to comply with said Sections 103 and 148 and related sections and all applicable regulations thereunder throughout the term of said issue. The City hereby covenants with the registered owners from time to time of the Notes hereby authorized that it shall comply with all applicable provisions of the Code and any regulations, published rulings and court decisions pursuant thereto, which relate to the exclusion from gross income of interest on the Notes for federal income tax purposes, to the extent necessary to comply with such Code, laws, regulations, published rulings and court decisions or otherwise to preserve such exclusion, including specifically, but without limitation, all arbitrage rebate and information reporting requirements required by the Code.

(b) The City hereby represents and warrants that (i) it reasonably anticipates issuing not more than \$10,000,000 of tax-exempt obligations not including "private activity bonds" as defined in Section 141 of the Code (other than "qualified 501(c)(3) bonds" as defined in Section 145 of the Code) during the 2017 calendar year, (ii) it has not designated more than \$10,000,000 of obligations (including the Notes herein authorized) during the 2017 calendar year to the date of this ordinance as qualified tax-exempt obligations, (iii) the Notes herein authorized are not "private activity bonds" as such term is defined in Section 141(a) of the Code, and (iv) it hereby designates the Notes as "qualified tax-exempt obligations"

pursuant to Section 265(b)(3)(B)(i) of the Code. The City agrees to take all further actions, if any, necessary to qualify the Notes herein authorized as such "qualified tax-exempt obligations," as and to the extent permitted by law.

Section 11. If any section, paragraph, clause or provision of this Ordinance shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this ordinance.

Section 12. All ordinances, resolutions or orders, or parts thereof, in conflict with the provisions of this Ordinance are to the extent of said conflict hereby repealed.

Section 13. In the case of a negotiated sale with the Underwriter, the Authorized Officers are hereby authorized to approve, deem final and deliver a Preliminary Official Statement and a final Official Statement for and on behalf of the City, all in accordance with Rule 15c2-12 promulgated by the Securities and Exchange Commission. The officers of the City or any one or more of them are hereby authorized to take any and all actions deemed by them necessary in connection with the issuance of the Notes.

Section 14. In the case of a negotiated sale with the Underwriter, the City hereby (a) authorizes and directs that an Authorized Officer execute and deliver, on the date of issue of the Notes, a continuing disclosure undertaking in accordance with the requirements of Rule 15c2-12 promulgated by the Securities and Exchange Commission in such form as determined necessary and appropriate by such Authorized Officer (the "Continuing Disclosure Undertaking") 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 Ordinance, 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 Note (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, and under the Continuing

Disclosure Undertaking. An Authorized Officer may appoint a Dissemination Agent for the Notes in the Authorized Officer's discretion.

Section 15. The City reserves the right to issue refunding notes and provide for the investment of the proceeds thereof for purposes of providing for the payment of principal and interest on the notes in such manner as may be prescribed by law from time to time but specifically including the provisions of Section 10-142, R.R.S. Neb. 2007, or any amendment thereto.

Section 16. The City's obligations under this ordinance shall be fully discharged and satisfied as to the Notes authorized and issued hereunder, and said Notes shall no longer be deemed outstanding hereunder when payment of the principal thereof plus interest thereon to the date of maturity or redemption thereof (a) shall have been made or caused to have been made in accordance with the terms thereof and hereof, or (b) shall have been provided for by depositing in escrow with a national or state bank having trust powers in trust solely for such payment, (i) sufficient monies to make such payment or (ii) direct general obligations of, or obligations the principal and interest of which are unconditionally guaranteed by, the United States of America (herein referred to as "Government Obligations"), in such amount and with such maturities as to principal and interest as will insure the availability of sufficient monies to make such payment, and thereupon such Notes shall cease to draw interest from the date of their redemption or maturity and, except for the purposes of such payments, shall no longer be entitled to the benefits of this ordinance; provided that, with respect to any Notes called or to be called for redemption prior to the stated maturity thereof, notice of redemption shall have been duly given or provided for. If monies shall have been deposited in accordance with the terms hereof with the escrow agent in trust for that purpose sufficient to pay the principal of such Notes and all interest due thereon to the due date thereof or to the date fixed for the redemption thereof, all liability of the City for such payment (except from such deposit) shall forthwith cease, determine and be completely discharged, and all such Notes shall no longer be considered outstanding.

Section 17. Without in any way limiting the power, authority or discretion elsewhere herein

granted or delegated, the Mayor and Council hereby authorize and direct all of the officers (including but not limited to the Authorized 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 Notes, including, without limitation and whenever appropriate, the execution and delivery thereof and of all other related documents, instruments, certifications and opinions; and delegates, authorizes and directs the Mayor the right, power and authority to exercise 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 by any such other officer, officers, agent or agents of the City of any such documents, instruments, certifications and opinions, or the doing by him of any act in connection with any of the matters which are the subject of this ordinance, shall constitute conclusive evidence of both the City's and his approval of all changes, modifications, amendments, revisions and alterations made therein, and shall conclusively establish his or her 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 18. In order to promote compliance with certain federal tax and securities laws relating to the Notes 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 19. This Ordinance shall be published in pamphlet form as provided by law and shall take effect upon its publication in pamphlet form as provided by law.

PASSED AND APPROVED this 15th day of August 2017.

City Clerk

Mayor

[SEAL]

Motion for adjournment was duly made, seconded and on roll call vote was declared adopted by the Mayor.

I, the undersigned City Clerk for the City of Wayne, Nebraska, hereby certify that the foregoing is a true and correct copy of the proceedings had and done by the Mayor and Council on August 15, 2017; that all of the subjects included in the foregoing proceedings were contained in the agenda for the meeting, kept continually current and readily available for public inspection at the office of the City Clerk; that such subjects were contained in said agenda for at least twenty-four hours prior to said meeting; that a current copy of the Nebraska Open Meetings Act was available and accessible to members of the public, posted during such meeting in the room in which such meeting was held; that at least one copy of all reproducible material discussed at the meeting was available at the meeting for examination and copying by members of the public; that the said minutes from which the foregoing proceedings have been extracted were in written form and available for public inspection within ten working days and prior to the next convened meeting of said body; that all news media requesting notification concerning meetings of said body were provided advance notification of the time and place of said meeting and the subjects to be discussed at said meeting.

City Clerk

[SEAL]

EXHIBIT "A"
POLICY AND PROCEDURES

[SEE ATTACHED]

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

ISSUER NAME: City of Wayne, Nebraska

COMPLIANCE OFFICER (BY TITLE): City Treasurer

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 ordinance(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.

Council Member _____ introduced the following Ordinance entitled:

AN ORDINANCE AUTHORIZING THE ISSUANCE OF ELECTRIC REVENUE BOND ANTICIPATION NOTES, SERIES 2017, OF THE CITY OF WAYNE, NEBRASKA, IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED ONE MILLION THREE HUNDRED TWENTY THOUSAND DOLLARS (\$1,320,000) , FOR THE PURPOSE OF PROVIDING INTERIM FINANCING FOR A PORTION OF THE COSTS OF CONSTRUCTING IMPROVEMENTS TO THE ELECTRIC SYSTEM OWNED AND OPERATED BY THE CITY; PENDING THE ISSUANCE OF PERMANENT ELECTRIC REVENUE BONDS; AGREEING TO ISSUE SUCH BONDS TO PAY THE NOTES AT MATURITY OR TO PAY THE NOTES FROM OTHER AVAILABLE FUNDS; PRESCRIBING THE FORM OF SAID NOTES; PLEDGING AND HYPOTHECATING THE REVENUE AND EARNINGS OF THE ELECTRIC SYSTEM OF SAID CITY FOR THE PAYMENT OF SAID NOTES AND INTEREST THEREON; PROVIDING FOR THE COLLECTION, SEGREGATION AND APPLICATION OF THE REVENUE OF SAID ELECTRIC SYSTEM; ENTERING INTO A CONTRACT ON BEHALF OF THE CITY WITH THE HOLDERS OF SAID NOTES; AND PROVIDING FOR PUBLICATION OF THE ORDINANCE IN PAMPHLET FORM.

Said Ordinance was designated as Ordinance No. 2017-28 the title thereof was approved.

Council Member _____ moved that the statutory rule requiring an ordinance to be fully and distinctly read on three different days be suspended. Council Member _____ seconded the motion to suspend the rules and upon roll call vote, the following Council Members voted YEA: _____ . The following voted NAY: _____. The motion to suspend the rules was adopted by three-fourths of the members elected to the Council and the statutory rule was declared suspended for consideration of said Ordinance.

Thereupon said Ordinance No. 2017-28 was then read by title and Council Member _____ moved for its final passage, which motion was seconded by Council Member _____. The Mayor, stated the question "Shall Ordinance No. 2017-28 be passed and adopted?" Upon roll call, the following voted YEA: _____. The following voted NAY: _____. The passage and adoption of said Ordinance having been concurred in by a majority of all the members of the Council, the Mayor declared the Ordinance adopted and the Mayor signed and approved the Ordinance and the Clerk attested the passage and approval of the same and affixed her signature thereto.

A true, correct and complete copy of the said Ordinance is as follows:

NOTICE OF PUBLICATION

ORDINANCE NO. 2017-28

IN PAMPHLET FORM

Public Notice is hereby given that at a meeting of the Mayor and City Council of the City of Wayne, Nebraska, held at 5:30 p.m. on August 15, 2017, there was passed and adopted Ordinance No. 2017-28 entitled:

ORDINANCE NO. 2017-28

AN ORDINANCE AUTHORIZING THE ISSUANCE OF ELECTRIC REVENUE BOND ANTICIPATION NOTES, SERIES 2017, OF THE CITY OF WAYNE, NEBRASKA, IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED ONE MILLION THREE HUNDRED TWENTY THREE THOUSAND DOLLARS (\$1,320,000) , FOR THE PURPOSE OF PROVIDING INTERIM FINANCING FOR A PORTION OF THE COSTS OF CONSTRUCTING IMPROVEMENTS TO THE ELECTRIC SYSTEM OWNED AND OPERATED BY THE CITY; PENDING THE ISSUANCE OF PERMANENT ELECTRIC REVENUE BONDS; AGREEING TO ISSUE SUCH BONDS TO PAY THE NOTES AT MATURITY OR TO PAY THE NOTES FROM OTHER AVAILABLE FUNDS; PRESCRIBING THE FORM OF SAID NOTES; PLEDGING AND HYPOTHECATING THE REVENUE AND EARNINGS OF THE ELECTRIC SYSTEM OF SAID CITY FOR THE PAYMENT OF SAID NOTES AND INTEREST THEREON; PROVIDING FOR THE COLLECTION, SEGREGATION AND APPLICATION OF THE REVENUE OF SAID ELECTRIC SYSTEM; ENTERING INTO A CONTRACT ON BEHALF OF THE CITY WITH THE HOLDERS OF SAID NOTES; AND PROVIDING FOR PUBLICATION OF THE ORDINANCE IN PAMPHLET FORM.

Said Ordinance was published in pamphlet form on August 17, 2017. Copies of said Ordinance as published in pamphlet form are available for inspection and distribution at the Office of the City Clerk, in the City of Wayne, Nebraska.

City Clerk

[SEAL]

CERTIFICATE AS TO PUBLICATION IN PAMPHLET FORM

The undersigned City Clerk for the City of Wayne, Nebraska, hereby certifies that Ordinance No. 2017-28 was passed and approved by the Mayor and Council of the City of Wayne, Nebraska, at their meeting held on August 15, 2017, was published in pamphlet form on August 17, 2017 and that a true and correct copy of such Ordinance as so passed and published is attached hereto.

Dated this ____ day of _____, 2017.

City Clerk

(SEAL)