

ORDINANCE NO. 2010-25

AN ORDINANCE AUTHORIZING THE ISSUANCE OF PUBLIC SAFETY TAX ANTICIPATION REFUNDING BONDS OF THE CITY OF WAYNE, NEBRASKA, IN THE PRINCIPAL AMOUNT OF FOUR HUNDRED NINETY THOUSAND DOLLARS (\$490,000) TO REFUND AND RETIRE, TOGETHER WITH FUNDS ON HAND, \$480,000 PUBLIC SAFETY TAX ANTICIPATION REFUNDING BONDS, SERIES 2005, DATED MAY 15, 2005; PRESCRIBING THE FORM OF SAID BONDS; PROVIDING FOR THE LEVY AND COLLECTION OF TAXES TO PAY THE SAME; PROVIDING FOR THE SALE OF THE BONDS; AUTHORIZING THE DELIVERY OF THE BONDS TO THE PURCHASERS; PROVIDING FOR THE DISPOSITION OF BOND PROCEEDS; AND ORDERING THE ORDINANCE PUBLISHED IN PAMPHLET FORM.

BE IT ORDAINED BY THE MAYOR AND 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 that there have been heretofore issued and are now outstanding and unpaid valid interest bearing bonds of the City of Wayne, Nebraska, consisting of:

Public Safety Tax Anticipation Refunding Bonds, Series 2005, dated May 15, 2005 (the "2005 Bonds") of the total remaining principal amount of \$480,000 which mature and bear interest as follows:

<u>Principal Amount</u>	<u>Maturing May 1</u>	<u>Interest Rate</u>
35,000	2011	3.60%
75,000	2013	3.85
80,000	2015	4.00
90,000	2017	4.15
50,000	2018	4.20
50,000	2019	4.25
50,000	2020	4.35
50,000	2021	4.40

which 2005 Bonds became callable at any time on or after May 1, 2010 and all of such 2005 Bonds have been called for redemption in accordance with their call provisions on November 8, 2010 (the

"Series 2005 Redemption Date") at par and accrued interest to the date fixed for redemption; that the 2005 Bonds are valid, interest bearing obligations of the City of Wayne, Nebraska, and that the City has no other bonds outstanding issued in accordance with the terms of Section 18-1802, R.R.S. Neb. 2007.

The Mayor and Council hereby further find and determine that since the 2005 Bonds (hereinafter sometimes referred to as the "Called 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 together with other available funds of the City for the payment and redemption of the Called Bonds all as set out above, a substantial savings in the amount of yearly running interest will be made to the City; that for the purpose of providing for the payment and redemption of the Called Bonds as above set out, and to pay costs of issuance of said bonds, it is in the best interest of the City to issue Public Safety Tax Anticipation Refunding Bonds of the City of the principal amount of \$490,000; that the City has no bond sinking funds on hand for the retirement of said Called Bonds not required for the timely payment of principal and interest on the Called Bonds including the accrued interest due on the Redemption Date and costs of issuance of said bonds; and, that all conditions, acts, and things required to exist or to be done precedent to the issuance of Public Safety Tax Anticipation Refunding Bonds of the City of Wayne, Nebraska, in the principal amount of \$490,000 pursuant to Section 10-142, and Sections 18-1201 and 18-1202, Reissue Revised Statutes of Nebraska, 2007 and other applicable statutes do exist and have been done as required by law.

Section 2. The Mayor and Council further find and determine: That the taxable valuation of all taxable property within the City as most recently determined, is \$177,459,103; that pursuant to Section 18-1201 and 18-1202, R.R.S. Neb. 2007, as amended, the Mayor and Council

of the City of Wayne have provided for the levying of a special tax, all as more specifically described in Section 10 hereof; 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 \$490,000 pursuant to Section 10-142, and Sections 18-1201 and 18-1202, R.R.S. Neb. 2007 do exist and have been done as required by law and in order to provide for the refunding of the outstanding Series 2005 Bonds as set out in sections 1 and 2 hereof, there are hereby ordered issued Public Safety Tax Anticipation Refunding Bonds of the City of Wayne, Nebraska in the principal amount of Four Hundred Ninety Thousand Dollars (\$490,000) (the "Bonds") with said Bonds bearing interest at the rates per annum and to become due on May 1 of the year as indicated below:

<u>Principal Amount</u>	<u>Maturing May 1</u>	<u>Interest Rate</u>	<u>Price</u>
\$ 75,000	2012	1.00%	100
80,000	2014	1.40	100
90,000	2016	2.00	100
95,000	2018	2.55	100
100,000	2020	2.95	100
50,000	2021	3.10	100

Provided, however, the Bonds maturing May 1, 2012, 2014, 2016, 2018 and 2020 shall be called for redemption through application of mandatory sinking fund payments, said bonds to be called by lot in the amount and on the dates as set out below at par plus accrued interest to the date of such call:

\$75,000 Principal Maturing May 1, 2012
 \$35,000 to be called May 1, 2011
 \$40,000 to mature May 1, 2012
\$90,000 Principal Maturing May 1, 2016
 \$45,000 to be called May 1, 2015
 \$45,000 to mature May 1, 2016

\$80,000 Principal Maturing May 1, 2014
 \$40,000 to be called May 1, 2013
 \$40,000 to mature May 1, 2014
\$95,000 Principal Maturing May 1, 2018
 \$45,000 to be called May 1, 2017
 \$50,000 to mature May 1, 2018

\$100,000 Principal Maturing May 1, 2020
\$50,000 to be called May 1, 2019
\$50,000 to mature May 1, 2020

The Bonds shall be issued in fully registered form the denomination of \$5,000 or any integral multiple thereof. The date of issue for the Bond shall be date of original delivery. Interest on the Bonds, at the respective rates for each maturity, shall be payable on May 1, 2011, and semi-annually thereafter on May 1 and November 1 of each year (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, as designated pursuant to Section 3 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 3 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 said Paying Agent and Registrar to the registered owners upon presentation and surrender of the Bonds to said Paying Agent and Registrar. The City and said 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 said 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 3. The Treasurer of the City of Wayne, in Wayne, Nebraska, is hereby designated to serve as Paying Agent and Registrar for the Bonds. Said Paying Agent and Registrar shall serve in such capacities under the terms to be established by the City as approved by the Mayor and City Council with such changes from time to time 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 the City's offices in Wayne, Nebraska. 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 principal corporate trust office of said Paying Agent and Registrar by surrender of such Bond 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 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 said 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 4. 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 5. If the date for payment of the principal of or interest on the Refunding Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the City of Wayne, Nebraska 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 6. In addition to any mandatory sinking fund call provision as set out in the Designation as described and provided for in Section 2 hereof, Bonds maturing on or after May 1,

2016 shall be subject to redemption, 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 in its sole discretion but the Bonds shall be redeemed only in amounts of \$5,000 or integral multiples thereof. Bonds redeemed in part only shall be surrendered to said 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 redemptions and without further direction in the case of mandatory sinking fund redemptions, by said 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 said 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. Bonds called for mandatory sinking fund redemption shall be selected by the Paying Agent and Registrar using any random method of selection deemed appropriate by the Paying Agent and Registrar, subject to the provisions of Section 9 of this ordinance.

Section 7. The Bonds shall be in substantially the following form:

UNITED STATE OF AMERICA
STATE OF NEBRASKA
COUNTY OF WAYNE

PUBLIC SAFETY TAX ANTICIPATION REFUNDING BOND
OF THE CITY OF WAYNE, NEBRASKA
Series 2010

No. _____ \$ _____

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
	May 1,	_____, 2010	

Registered Owner: Cede & Co.

Principal Amount:

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 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 date of maturity specified above with interest thereon to maturity (or earlier redemption) from the date of original issue or most recent Interest Payment Date, whichever is later, at the rate per annum specified above, payable on May 1, 2011 and semiannually thereafter on May 1 and November 1 of each year (each of said dates an "Interest Payment Date"). Said interest shall be computed based upon a 360-day year consisting of twelve 30-day months. The principal hereof and interest due at maturity or upon earlier redemption are payable upon presentation and surrender of this bond at the office of the Treasurer of the City of Wayne, in Wayne, Nebraska, the Paying Agent and Registrar. Interest on this bond due prior to maturity or early 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 the Interest Payment Date, to such owner's 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 purpose become available.

Bonds of this issue are required to be redeemed through application of a mandatory sinking fund payments, with said bonds to be called by lot in the amount and on the dates as set out below at par plus accrued interest to the date of such call:

\$75,000 Principal Maturing May 1, 2012
\$35,000 to be called May 1, 2011
\$40,000 to mature May 1, 2012

\$80,000 Principal Maturing May 1, 2014
\$40,000 to be called May 1, 2013
\$40,000 to mature May 1, 2014

\$90,000 Principal Maturing May 1, 2016

\$45,000 to be called May 1, 2015

\$45,000 to mature May 1, 2016

\$95,000 Principal Maturing May 1, 2018

\$45,000 to be called May 1, 2017

\$50,000 to mature May 1, 2018

\$100,000 Principal Maturing May 1, 2020

\$50,000 to be called May 1, 2019

\$50,000 to mature May 1, 2020

In addition to such mandatory sinking fund redemption, the City reserves the right and option of paying bonds of this issue maturing on or after May 1, 2016, in whole or in part at any time on or after five years after date of original issue at par plus accrued interest to the date fixed for redemption.

Notice of any such redemption shall be given by mail, sent to the registered owner of any bond to be redeemed at said registered owner's address in the manner provided in the ordinance authorizing said bonds. Individual bonds may be redeemed in part but only in the amount of \$5,000 or integral multiples thereof. If less than all of the principal sum hereof is to be redeemed, in such case upon the surrender hereof, there shall be issued to the registered owner hereof, without charge therefor, a registered bond or registered bonds for the unpaid principal balance of like series, maturity and interest rate in any of the authorized denominations provided for in the ordinance authorizing the issuance hereof.

This bond is one of an issue of fully registered bonds of the total principal amount of Four Hundred Ninety Thousand Dollars (\$490,000), of even date and like tenor except as to denomination, date of maturity and rate of interest, which are issued by the City for the purpose of refunding the City's outstanding Public Safety Tax Anticipation Bonds, Series 2005, date of original issue – May 15, 2005, in the principal amount of \$480,000 in pursuance of Sections 10-142 and Sections 18-1201 and 18-1202, R.R.S. Neb. 2007, and has been duly authorized by ordinance legally passed, approved and published, and by proceedings duly had by the Mayor and Council of said City.

This bond is transferable by the registered owner or such owner's attorney duly authorized in writing at the principal corporate trust office of the Paying Agent and Registrar in Wayne, Nebraska 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 authorizing said issue of bonds, 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 of Wayne, Nebraska, 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.

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 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 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 limitations imposed by law. The City agrees to make a special levy of taxes as permitted by Section 18-1201, R.R.S. Neb. 2007, of not more than five cents on each \$100 upon the taxable value of 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 said issue as the same become due. 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.

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 have caused this bond to be executed on behalf of the City of Wayne by being signed by facsimile signatures of the Mayor and City Clerk and by causing the official seal of the City to be affixed hereto, all as of the date of original issue specified above.

CITY OF WAYNE, NEBRASKA

(SEAL)

By: (facsimile signature)
Mayor

ATTEST:

(facsimile signature)

City Clerk

CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds authorized by Ordinance of the Mayor and City Council of the City of Wayne, Nebraska, described in the foregoing bond.

TREASURER OF THE CITY OF WAYNE
WAYNE, NEBRASKA
as Paying Agent and Registrar

(FORM OF ASSIGNMENT)

For value received _____ hereby sells, assigns and transfers unto _____ 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.

Date: _____

Registered Owner

Witness: _____

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

Section 8. Each of the Bonds shall be executed on behalf of the City with the manual or facsimile signatures of the Mayor and City Clerk and shall have impressed or imprinted thereon the City's seal. 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 understanding and representations (the "Letter of Representations") in the form required by the Depository (including any blanket letter previously executed and delivered by the City), 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, the City shall immediately provide a supply of printed bond certificates for issuance upon the transfers from the Depository and 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 Bonds upon transfer or partial redemption, the City agrees to order printed an additional supply of certificates and to direct their execution by manual or facsimile signature of its then duly qualified and acting Mayor and City Clerk of said City. 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. (the "Underwriter"), as the initial purchaser thereof, upon receipt of 98.25% of the principal amount of the Bonds plus accrued interest thereon to date of payment of the Bonds (which amount may be modified to reflect original issue discount, if any, provided for in the Designation. Said 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. Such purchaser and its agents and representatives and its 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 City Clerk shall make and certify a transcript of the proceedings of the Mayor and Council with respect to the Bonds which shall be delivered to said purchaser. If no separate bond purchase agreement is executed and delivered by the City and the Underwriter, this ordinance and the Designation shall constitute the written agreement for the sale of the Bonds.

Section 9. All accrued interest received from the sale of the Bonds shall be applied to pay interest falling due on May 1, 2011. All of the principal proceeds of the Bonds shall be deposited with the City Treasurer and applied immediately to the redemption of the Called Bond on the Redemption Date. The City hereby covenants and agrees to take all steps necessary and appropriate to provide for the calling and redemption of the Called Bonds. The registered owners of the Bonds shall be subrogated to all rights of the registered owners of the Series 2005 Bonds redeemed from the proceeds of the Bonds from and after the payment and redemption of the Called Bonds. The officers of the City or any one or more of them are hereby authorized to take any and all actions deemed necessary in connection with the issuance of the Bonds and the calling and redemption of the Called Bonds.

Section 10. The City agrees that it shall, pursuant to Section 18-1201, R.R.S. Neb. 2007, levy a special tax so long as any of said Bonds remain outstanding of not more than five cents upon each \$100 upon the taxable value of all the taxable property within the City for the payment of principal and interest on the Bonds (including as the same fall due, any mandatory redemptions of principal required as provided for in Section 2 of this ordinance). The City further agrees that in each calendar year in which payments of principal and interest fall due on the Bonds of this issue (including the mandatory sinking fund redemption amounts as provided for in Section 2 of this ordinance), such tax shall be levied and collected in an amount not less than 111.111% of the total amount of principal and interest payable on said Bonds in such calendar year. Said 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 or redeeming said Bonds. Provided, however, the City may determine to apply other available funds to the payment of the Bonds, which application of funds may allow the City to reduce the levy provided for in this Section 10.

Section 11. (a) The City hereby covenants with the purchasers and holders of the Bonds 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 Bonds, which would cause said Bonds 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 Bonds hereby authorized that it shall comply with all applicable provisions of the Code related to the status of interest on the Bonds, and with all applicable provisions of any other tax laws and any regulations, published rulings and court decisions pursuant thereto, which relate to the exclusion from gross income of interest on the Bonds 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 \$30,000,000 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 2010 calendar year, (ii) it has not designated and shall not designate more than \$30,000,000 of obligations (including the Bonds herein authorized) during the 2010 calendar year as “qualified tax-exempt obligations,” (iii) the Bonds 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 Bonds as the City’s “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 Bonds herein authorized as such “qualified tax-exempt obligations,” as and to the extent permitted by law.

Section 12. 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 cancelled or when the payment of the principal of and interest thereon to the respective date of maturity or redemption (a) shall have been made in accordance with the terms thereof or (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 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 and maturing or redeemable at stated fixed prices at the option of the holder as to principal, at such time or times, as will insure the availability of sufficient money to make such payment; 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 thereof or made irrevocable provisions for the giving of such notice. Any money so deposited with such bank or trust company may be invested or reinvested in U.S. Government Obligations at the direction of the City, and all interest and income from U.S. Government

Obligations in the hands of the Paying Agent and Registrar or 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 13. The City reserves the right to issue refunding bonds and provide for the investment of the proceeds thereof for purposes of providing for the payment of principal and interest on the Bonds 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 14. The Mayor and City Council do hereby approve the draft Preliminary Offering Circular with respect to the Bonds and the information therein contained, and the Mayor, the City Administrator, the City Clerk, or any one of them is authorized to approve and deem final the Preliminary Offering Circular when prepared in final form and to approve and deliver a final Offering Circular for and on behalf of the City, and said final Offering Circular shall be delivered to the Underwriter in accordance with the requirements of Reg. Sec. 240.15c2-12 of the Securities and Exchange Commission.

Section 15. Without in any way limiting the power, authority or discretion elsewhere herein granted or delegated, the Mayor and the City Council hereby authorize and direct 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 delegates, authorizes and directs the Mayor the right, power and authority to exercise

his or her 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 or her of any act in connection with any of the matters which are the subject of this resolution, shall constitute conclusive evidence of both the City's and his or her 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 16. 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 5th day of October 2010.

Mayor

ATTEST:

City Clerk

[SEAL]

There being no further business to come before the City Council, the meeting was by action of the Council and the declaration of the Mayor, adjourned.

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 October 5, 2010; 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; kept continually current, was available for public inspection at the office of that such subjects were contained in said agenda for at least 24 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 ordinances or other reproducible materials 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]

NOTICE OF PUBLICATION

OF ORDINANCE NO. _____

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 _____ o'clock p.m. on October 5, 2010, there was passed and adopted Ordinance No. _____ entitled:

AN ORDINANCE AUTHORIZING THE ISSUANCE OF PUBLIC SAFETY TAX ANTICIPATION REFUNDING BONDS OF THE CITY OF WAYNE, NEBRASKA, IN THE PRINCIPAL AMOUNT OF FOUR HUNDRED NINETY THOUSAND DOLLARS (\$490,000) TO REFUND AND RETIRE, TOGETHER WITH FUNDS ON HAND, \$480,000 PUBLIC SAFETY TAX ANTICIPATION REFUNDING BONDS, SERIES 2005, DATED MAY 15, 2005; PRESCRIBING THE FORM OF SAID BONDS; PROVIDING FOR THE LEVY AND COLLECTION OF TAXES TO PAY THE SAME; PROVIDING FOR THE SALE OF THE BONDS; AUTHORIZING THE DELIVERY OF THE BONDS TO THE PURCHASERS; PROVIDING FOR THE DISPOSITION OF BOND PROCEEDS; AND ORDERING THE ORDINANCE PUBLISHED IN PAMPHLET FORM.

Said Ordinance was published in pamphlet form on October __, 2010. 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]

Publish One Time: October __, 2010