

Council Member Doug Sturm introduced the following Ordinance entitled:

AN ORDINANCE OF THE CITY OF WAYNE, NEBRASKA, AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2011, OF THE CITY OF WAYNE, IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED FIVE HUNDRED EIGHTY-FIVE THOUSAND DOLLARS (\$585,000) TO REFUND AND RETIRE \$575,000 GENERAL OBLIGATION VARIOUS PURPOSE BONDS, SERIES 2006; PRESCRIBING THE FORM OF SAID BONDS; PROVIDING FOR THE LEVY OF TAXES TO PAY THE SAME; AND PROVIDING FOR PUBLICATION OF THE ORDINANCE IN PAMPHLET FORM.

Said Ordinance was designated as Ordinance No. 2011-16 the title thereof was approved.

Council Member Sturm moved that the statutory rule requiring an ordinance to be fully and distinctly read on three different days be suspended. Council Member Alexander seconded the motion to suspend the rules and upon roll call vote, the following Council Members voted YEA: Sturm, Haase, Brodersen, Ley, Alexander, Van Delden, Berry and Frevert. The following voted NAY: None. Absent: None. 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. 2011-16 was then read by title and Council Member Sturm moved for its final passage, which motion was seconded by Council Member Ley. The Mayor stated the question "Shall Ordinance No. 2011-16 be passed and adopted?" Upon roll call, the following voted YEA: Haase, Brodersen, Ley, Alexander, Van Delden, Berry, Frevert and Sturm. The following voted NAY: None. Absent: None. 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, in the presence of the Council, signed and approved the Ordinance and the Clerk attested the passage and approval of the same and affixed his signature thereto.

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

ORDINANCE NO. 2011-16

AN ORDINANCE OF THE CITY OF WAYNE, NEBRASKA, AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2011, OF THE CITY OF WAYNE, IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED FIVE HUNDRED EIGHTY-FIVE THOUSAND DOLLARS (\$585,000) TO REFUND AND RETIRE \$575,000 GENERAL OBLIGATION VARIOUS PURPOSE BONDS, SERIES 2006; PRESCRIBING THE FORM OF SAID BONDS; PROVIDING FOR THE LEVY OF TAXES TO PAY THE SAME; AND PROVIDING FOR PUBLICATION OF THE ORDINANCE IN PAMPHLET FORM.

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

Section 1. The Mayor and City 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 General Obligation Various Purpose Bonds, Series 2006, dated August 15, 2006 (the “Outstanding 2006 Bonds”) in the total remaining principal amount of \$575,000 which mature and bear interest as follows:

<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Maturing September 15</u>
\$ 75,000	4.05%	2012
75,000	4.10	2013
75,000	4.20	2014
75,000	4.30	2015
75,000	4.35	2016
100,000	4.40	2017
100,000	4.45	2018

which Outstanding 2006 Bonds became callable for prepayment at par and accrued interest anytime on or after August 15, 2011, which bonds have been authorized to be called for redemption pursuant to a resolution of the Mayor and City Council adopted contemporaneously with this resolution (the “Series 2006 Call Resolution”) on a date to be determined pursuant to the Series 2006 Call Resolution at par plus accrued interest to the date fixed for redemption (the “Series 2006 Redemption Date”); that the Outstanding 2006 Bonds are valid, interest bearing obligations of the

City of Wayne, Nebraska; that the Outstanding 2006 Bonds, bonds in the principal amount of \$575,000 maturing on and after September 15, 2012 through September 15, 2018, both inclusive (the “Refunded Series 2006 Bonds” or the “Refunded 2006 Bonds”), shall be paid as to principal from proceeds of the issuance of refunding bonds of the City; that since the Refunded 2006 Bonds were issued, the rates of interest available in the market have so declined that by issuing its refunding bonds to provide funds, together with available cash of the City, for the payment and redemption of the Refunded 2006 Bonds, all as set out above, a substantial savings in the amount of yearly running interest will be made to the City; and that the City has no bond sinking funds on hand for the retirement of said Refunded 2006 Bonds not required for the timely payment of principal and interest on the Outstanding 2006 Bonds or other bonds of the City or for the payment of accrued interest due on the Series 2006 Redemption Date.

Section 2. To provide for the refunding of the Refunded 2006 Bonds, it is necessary that the City issue its general obligation refunding bonds; and, that all conditions, acts, and things required to exist or to be done precedent to the issuance of General Obligation Refunding Bonds of the City of Wayne, Nebraska, in the principal amount of \$585,000 pursuant to Section 10-142, Reissue Revised Statutes of Nebraska, 2007, as amended, do exist and have been done as required by law.

Section 3. To provide for the issuance of bonds as described in Section 1 hereof, there shall be and there are hereby ordered issued General Obligation Refunding Bonds, Series 2011, of the City of Wayne, Nebraska, in the principal amount of not to exceed Five Hundred Eighty-Five Thousand Dollars (\$585,000) (the “Bonds”), with said Bonds bearing interest at the rates per annum and to become due in each year as indicated below:

<u>Principal Amount</u>	<u>Maturing September 15</u>
\$ 75,000	2012
75,000	2013
80,000	2014
80,000	2015

75,000	2016
100,000	2017
100,000	2018

provided, that the Bonds shall bear interest at such rates per annum as shall be determined in a written designation (the “Designation”) signed by the Mayor of the City or by the City Administrator (the “Authorized Officers”) on behalf of the City and which may be agreed to by D.A. Davidson & Co. (the “Underwriter”), which Designation may also determine or modify the principal amount for each maturity of the Bonds, mandatory redemption provisions (if any) and pricing terms as set forth in Section 8 hereof, all within the following limitations:

- (a) the aggregate principal amount of the Bonds shall not exceed \$585,000 but may be reduced in principal amount;*
- (b) the average coupon rate of the Bonds shall not exceed 1.75%*
- (c) the principal amount due in any year (including principal due as mandatory redemption amounts) for each maturity may be decreased by any amount determined but shall not increase by more than 10% or \$10,000, whichever is greater;*
- (d) the longest maturity of the Bonds may not be later than September 15, 2018;*
- (e) subject to the further provisions of section 2 (c) above, two or more of the principal maturities may be combined and issued as “term bonds” and the Authorized Officers may determine the mandatory sinking fund payments and mandatory redemption amounts. Any Bonds issued as “term bonds” shall be redeemed at a redemption price equal to 100% of the principal amount thereof plus accrued interest thereon to the date of redemption and may be selected for redemption by any random method of selection determined appropriate by the Registrar (as hereinafter designated) or by the Depository (as hereinafter designated).*
- (f) should changes in the interest rate markets be such that an actual realized savings (net of transaction costs) of not less than \$54,500 for an amortized payment schedule, with a final maturity of September 15, 2018 including mandatory sinking fund payments, is not achievable, the bonds shall not be issued*

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

The Bonds shall be issued in fully registered form in the denomination of \$5,000 or any integral multiple thereof. The date of original issue for the Bonds shall be date of delivery. Interest on the

Bonds, at the respective rates for each maturity, shall be payable semiannually on March 15 and September 15 of each year commencing on March 15, 2012, (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 5 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 4 hereof, by mailing a check or draft in the amount due for such interest on each Interest Payment Date to the registered owner of each Bond, as of the Record Date for such Interest Payment Date, to such owner's registered address as shown on the books of registration as required to be maintained in Section 4 hereof. Payments of principal due at maturity or at any date fixed for redemption prior to maturity, together with any 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 4. The Treasurer of the City of Wayne, Nebraska, is hereby designated to serve as Paying Agent and Registrar for the Bonds. Said Treasurer shall serve in such capacities under the terms of this Ordinance subject to replacement as may be determined by the Mayor and Council. The City Treasurer, as Paying Agent and Registrar, shall keep and maintain for the City books for the registration and transfer of the Bonds at said Treasurer's office. The names and registered addresses of the registered owner or owners of the Bonds shall at all times be recorded in such books. Any Bond may be transferred pursuant to its provisions at the office of 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 5. In the event that payments of interest due on the Bonds on an Interest Payment Date are not timely made, such interest shall cease to be payable to the registered owners as of the Record Date for such Interest Payment Date and shall be payable to the registered owners of the Bonds as of a special date of record for payment of such defaulted interest as shall be designated by the Paying Agent and Registrar whenever monies for the purpose of paying such defaulted interest become available.

Section 6. In addition to any mandatory sinking fund redemptions as may be determined in the Designation, the Bonds maturing on or after September 15, 2017 shall be subject to redemption, in whole or in part, prior to maturity at any time on or after the fifth anniversary of their date of original issue, at par plus accrued interest on the principal amount redeemed to the date fixed for redemption. The City may select the Bonds to be redeemed for optional redemption in its sole discretion. 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 redemption and without further direction in the case of mandatory redemption, 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. The provisions of this Section 6 shall apply generally to mandatory redemptions. All mandatory redemptions shall be at the principal amount redeemed plus accrued interest to the date set for redemption. The Paying Agent and Registrar shall select the term bonds to be redeemed in any maturity using any random method of selection deemed appropriate, subject to the provisions of Section 9 of this Ordinance.

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

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

UNITED STATES OF AMERICA
STATE OF NEBRASKA
COUNTY OF WAYNE

CITY OF WAYNE, NEBRASKA
GENERAL OBLIGATION REFUNDING BOND
SERIES 2011

No. _____ \$ _____

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
%	September 15, 20_____	_____, 2011	_____

Registered Owner:

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 the most recent Interest Payment Date, whichever is later, at the rate per annum specified above, payable semiannually on March 15 and September 15 of each year, commencing on March 15, 2012 (each an "Interest Payment Date"). Said interest shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The principal of and interest on this bond due at maturity or upon redemption prior to maturity are payable upon presentation and surrender of this bond at the office of the Treasurer of the City of Wayne, in Wayne, Nebraska. Interest on this bond due prior to maturity or earlier redemption will be paid on each Interest Payment Date by a check or draft mailed on such Interest Payment Date 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. For the prompt payment of this bond, both principal and interest, as the same become due, the full faith, credit and resources of said City are hereby irrevocably pledged.

This bond is one of an issue of fully registered bonds of the total principal amount of Five Hundred Eighty-Five Thousand Dollars (\$585,000), of even date and like tenor herewith, except as to date of maturity and rate of interest and denomination, which were issued by the City to provide funds to refund and retire \$575,000 General Obligation Various Purpose Bonds, Series 2006, in pursuance of Section 10-142 Reissue Revised Statutes of Nebraska, 2007 and other applicable statutes 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.

Bonds of said issue maturing on or after September 15, 2017 are subject to redemption at the option of the City, in whole or in part, at any time on or after the fifth anniversary of their date

of original issue, at par plus interest accrued on the principal amount redeemed to the date fixed for redemption.

[Provided, however, the bonds shall also be subject to a mandatory sinking fund payment (mandatory redemption at par plus accrued interest) prior to maturity; such sinking fund payments being as follows:

\$,000 Principal Maturing September 15, 20__
\$,000 to be called September 15, 20__
\$,000 to be called September 15, 20__
\$,000 Payable September 15, 20__

\$,000 Principal Maturing September 15, 20__
\$,000 to be called September 15, 20__
\$,000 to be called September 15, 20__
\$,000 Payable September 15, 20__

\$,000 Principal Maturing September 15, 20__
\$,000 to be called September 15, 20__
\$,000 to be called September 15, 20__
\$,000 Payable September 15, 20__

Notice of redemption shall be given by mail to the registered owner of any bond to be redeemed in the manner specified in the ordinance authorizing said issue of bonds. Individual bonds may be redeemed in part but only in \$5,000 amounts 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 transferable by the registered owner or such owner's attorney duly authorized in writing at the office of the Paying Agent and Registrar, the Treasurer of the City of Wayne, 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 date 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 and the bonds refunded hereby, does not exceed any limitation imposed by law. Special assessments levied upon certain real estate specially benefited by the improvements (as financed and refinanced) are valid liens upon such real estate and, when collected, shall be set aside and constitute a sinking fund for the payment of the principal of and interest on the Bonds. The City agrees that it will collect such special assessments, and that to the extent such special assessments are insufficient to pay the principal of and interest on the Bonds, the City agrees that it will cause to be levied and collected annually taxes on all the taxable property in the City, in addition to all other taxes, sufficient in rate and amount to fully pay the principal of and interest on this bond as the same become due after the application of other funds available therefor.

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

IN WITNESS WHEREOF, the Mayor and Council of the City of Wayne, Nebraska, have caused this bond 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

ATTEST:

(facsimile)
Mayor

(facsimile)
City Clerk
[SEAL]

CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds authorized by ordinance passed and approved by the Mayor and Council of the City of Wayne, Nebraska as described in said bond.

Treasurer of the City of Wayne, Nebraska.
As Paying Agent and Registrar

By _____

(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(s) of this assignment must correspond with the name(s) as written on the face of the within bond in every particular, without alteration, enlargement or any change whatsoever.

Section 9. Each of the Bonds shall be executed on behalf of the City with the manual or facsimile signatures of the Mayor and City Clerk of the City. The Bonds shall be issued initially as “book-entry-only” bonds under 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 of the City are authorized to execute and deliver a letter of representations and inducement (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 ultimate 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 and the terms of the Paying Agent and Registrar's Agreement (if any).

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

If for any reason the Depository resigns and is not replaced or upon termination by the City of book-entry-only form, the City shall immediately provide a supply of bond certificates for issuance upon subsequent transfers or in the event of partial redemption. In the event that such supply of certificates shall be insufficient to meet the requirements of the Paying Agent and Registrar for

issuance of replacement bond certificates upon transfer or partial redemption, the City agrees to order printed an additional supply of bond certificates and to direct their execution by manual or facsimile signature of its then duly qualified and acting officers. In case any officer whose signature or facsimile thereof shall appear on any Bond shall cease to be such officer before the delivery of such Bond (including any bond certificates delivered to the Paying Agent and Registrar for issuance upon transfer or partial redemption) such signature or such facsimile signature shall nevertheless be valid and sufficient for all purposes the same as if such officer or officers had remained in office until the delivery of such Bond. The Bonds shall not be valid and binding on the City until authenticated by the Paying Agent and Registrar. The Bonds shall be delivered to the Paying Agent and Registrar for registration and authentication. Upon execution, registration and authentication of the Bonds, they shall be delivered to the City Treasurer, who is authorized to deliver them to D.A. Davidson & Co., as initial purchaser thereof, upon receipt of 98.50% of the principal amount of the Bonds (or such other amount as may be determined in the Designation) plus accrued interest thereon to date of payment for the Bonds. 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, representatives and counsel (including 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. If no separate written agreement for the sale of the Bonds is executed and delivered by and between the City and the Underwriter, this Ordinance shall constitute the agreement for sale of the Bond to the Underwriter.

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

Section 11. All accrued interest, if any, received from the sale of the Bonds shall be applied to pay interest falling due on March 15, 2012. The proceeds of the Bonds shall be applied upon receipt to the redemption of the Refunded Series 2006 Bonds and to the payment of expenses of bond issuance. The City hereby agrees that the registered owners of the Bonds shall be subrogated to the rights of the registered owners of the Refunded Series 2006 Bonds refunded by the Bonds, all as so paid from the proceeds of the Bonds upon such payment. The City agrees to take all action necessary to effect the redemption of the Refunded 2006 Bonds on the Series 2006 Redemption Date.

Section 12. The City agrees that it will collect certain special assessments upon real estate specially benefited by improvements refinanced by the Bonds, and that to the extent such special assessments are insufficient to pay the principal of and interest on the Bonds, the City agrees that it will cause to be levied and collected annually taxes on all the taxable property in the City, in addition to all other taxes, sufficient in rate and amount to fully pay the principal of and interest on this bond as the same become due after the application of other funds available therefor.

Section 13. (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, prior to the date of issuance and delivery of 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 \$10,000,000 of tax-exempt obligations not including “private activity bonds” as defined in Section 141 of the Code during the 2011 calendar year, (ii) it has not designated and will not further designate more than \$10,000,000 of obligations (including the Bonds herein authorized) during the 2011 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 “qualified tax-exempt obligations” pursuant to Section 265(b)(3)(B)(i) of the Code, taking into consideration the exception for current refunding issues. 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 14. 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, Reissue Revised Statutes of Nebraska, 2007, or any amendment thereto.

Section 15. The City's obligations under this ordinance shall be fully discharged and satisfied as to the Bonds authorized and issued hereunder, and said Bonds 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 Bonds 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 Bonds 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 Bonds 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 Bonds shall no longer be considered outstanding.

Section 16. The Mayor and City Council do hereby approve the 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 take all actions necessary in connection with the issuance of the Bonds 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.

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

PASSED AND APPROVED this 6th day of September, 2011.

THE CITY OF WAYNE, NEBRASKA,

By _____
Mayor

ATTEST:

City Clerk

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

I, the undersigned the City Clerk of 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 City Council on September 6, 2011; 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 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 resolutions 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. 2011-16
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 September 6, 2011, there was passed and adopted Ordinance No. - 2011-16 entitled:

AN ORDINANCE OF THE CITY OF WAYNE, NEBRASKA, AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2011, OF THE CITY OF WAYNE, IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED FIVE HUNDRED EIGHTY-FIVE THOUSAND DOLLARS (\$585,000) TO REFUND AND RETIRE \$575,000 GENERAL OBLIGATION VARIOUS PURPOSE BONDS, SERIES 2006; PRESCRIBING THE FORM OF SAID BONDS; PROVIDING FOR THE LEVY OF TAXES TO PAY THE SAME; AND PROVIDING FOR PUBLICATION OF THE ORDINANCE IN PAMPHLET FORM.

Said Ordinance was published in pamphlet form on September 8, 2011. 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.

(SEAL)

City Clerk

Publish: September 15, 2011

RESOLUTION NO. 2011-65

A RESOLUTION CALLING GENERAL OBLIGATION VARIOUS BONDS, SERIES 2006 OF THE CITY OF WAYNE, NEBRASKA, FOR REDEMPTION

BE IT RESOLVED by the Mayor and City Council of the City of Wayne, Nebraska, as follows:

Section 1. That the following bonds are hereby authorized to be called for redemption at par plus accrued interest on such date as set forth in the Designation of Call Date (as defined below):

General Obligation Various Purpose Bonds, Series 2006 dated August 15, 2006, in the principal amount of \$575,000, maturing annually September 15, 2012 through September 15, 2018, issued by the City to pay the cost of improvements in Street Improvement District Nos. 2003-01, 2003-02 and 2003-04(including intersections and the areas formed by the crossing of streets, avenues and alleys); to pay the cost of improvements in Sanitary Sewer Extension District Nos. 2003-01 and 2003-02; to pay the cost of improvements in Water Extension District Nos. 2003-01 and 2003-02; and, to pay costs of issuance and underwriting of the Series 2006 Bonds.

Section 2. Said bonds are payable at the office of the Treasurer of the City of Wayne, Nebraska, as Paying Agent and Registrar, in Wayne, Nebraska.

Section 3. The Mayor or Clerk of the City (each, an "Authorized Officer") are each individually hereby authorized at any time on or after the date of this resolution to determine the call date for said bonds on behalf of the City and such determination, when made in writing (the "Designation of Call Date"), shall constitute the action of the City without further action of the Mayor and Council of the City. The Call Date shall be set for any date on or before December 1, 2011, after which date the Authorized Officers shall have no authority to make any such determination hereunder without further action of the Mayor and Council of the City and this resolution shall be of no further force and effect.

Section 4. A copy of this resolution and the Designation of Call Date shall be filed at least 30 days prior to the date of call with the Treasurer of the City of Wayne, in Wayne, Nebraska, as Paying Agent and Registrar and said Paying Agent and Registrar is hereby instructed to give notice of redemption in the manner provided for in the ordinance authorizing said bonds.

PASSED AND APPROVED this 6th day of September, 2011.

THE CITY OF WAYNE, NEBRASKA,

By _____
Mayor

ATTEST:

City Clerk

[SEAL]

RESOLUTION NO. 2011-66

RESOLUTION CALLING GENERAL OBLIGATION REFUNDING BONDS, SERIES 2005 OF THE CITY OF WAYNE, NEBRASKA, FOR REDEMPTION

BE IT RESOLVED by the Mayor and City Council of the City of Wayne, Nebraska, as follows:

Section 1. That the following bonds are hereby authorized to be called for redemption at par plus accrued interest on such date as set forth in the Designation of Call Date (as defined below):

General Obligation Refunding Bonds, Series 2005 dated May 15, 2005, in the principal amount of \$80,000, maturing annually June 1, 2012 through June 1, 2013, issued by the City to refund General Obligation Refunding Bonds, Series 1998, dated April 1, 1998 and General Obligation Refunding Bonds, Series 2002, and to pay costs of issuance and underwriting of the Series 2005 Bonds.

Section 2. Said bonds are payable at the office of the Treasurer of the City of Wayne, Nebraska, as Paying Agent and Registrar, in Wayne, Nebraska.

Section 3. The Mayor or Clerk of the City (each, an "Authorized Officer") are each individually hereby authorized at any time on or after the date of this resolution to determine the call date for said bonds on behalf of the City and such determination, when made in writing (the "Designation of Call Date"), shall constitute the action of the City without further action of the Mayor and Council of the City. The Call Date shall be set for any date on or before December 1, 2011, after which date the Authorized Officers shall have no authority to make any such determination hereunder without further action of the Mayor and Council of the City and this resolution shall be of no further force and effect.

Section 4. A copy of this resolution and the Designation of Call Date shall be filed at least 30 days prior to the date of call with the Treasurer of the City of Wayne, in Wayne, Nebraska, as Paying Agent and Registrar and said Paying Agent and Registrar is hereby instructed to give notice of redemption in the manner provided for in the ordinance authorizing said bonds.

PASSED AND APPROVED this 6th day of September, 2011.

THE CITY OF WAYNE, NEBRASKA,

By _____
Mayor

ATTEST:

City Clerk

[SEAL]