

A regular meeting of the Board of Commissioners (the “**Board**”) of The County of Saline, Nebraska (the “**County**”) was held at ____:____ a.m., Tuesday, May 5, 2015, in the County Courthouse, 215 S. Court Street, Wilber, Nebraska, the same being open to the public and preceded by advance publicized notice duly given in strict compliance with the provisions of the Open Meetings Act, Chapter 84, Article 14, Reissue Revised Statutes of Nebraska, as amended, as set forth on **Exhibit A** attached hereto stating (a) the date, time and place of the meeting; (b) that an agenda for the meeting, kept continuously current, was available for public inspection in the offices of the Clerk; and (c) that the meeting would be open to the attendance of the public. Each Board Member was also given advance notice of the meeting as acknowledged on **Exhibit B** attached hereto. Additionally, reasonable efforts were made to provide advance notice of the date, time, and place of the meeting to all news media requesting the same.

The Chair of the Board (the “**Chair**”) presided, and the Clerk recorded the proceedings. The meeting was called to order and on roll call the following Board Members were present:

_____; the following Board Members were absent:
_____.

A quorum being present and the meeting duly convened, the following proceedings were had and done while the meeting was open to the attendance of the public. The Chair publicly announced the location of a current copy of the Open Meetings Act posted in the meeting room for access by the public.

Board Member _____ introduced a resolution (the “**Resolution**”) entitled as follows and moved its passage by the Board:

A RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF LIMITED TAX BUILDING BONDS, SERIES 2015, OF THE COUNTY OF SALINE, NEBRASKA IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$7,950,000 FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, EQUIPPING AND FURNISHING CERTAIN

**IMPROVEMENTS IN AND TO THE COUNTY'S COURTHOUSE FACILITIES;
PRESCRIBING THE FORM AND DETAILS OF THE BONDS; AGREEING TO
LEVY AN ANNUAL TAX AS NECESSARY PURSUANT TO SECTION 23-
120(3)(B), REISSUE REVISED STATUTES OF NEBRASKA, AS AMENDED, FOR
THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON THE BONDS;
MAKING CERTAIN COVENANTS AND AGREEMENTS WITH RESPECT
THERETO; AND RELATED MATTERS**

Board Member _____ seconded the motion. On roll call vote, the following Board Members voted in favor of the motion: _____
_____; the following Board Members voted against the motion: _____; the following Board Members were absent or did not vote: _____. The passage of the Resolution having been agreed upon by a majority of the Board, the Chair declared the Resolution passed and each Board Member signed the same, and the Clerk attested to the passage thereof by also signing the same. A true and complete copy of the Resolution is attached hereto as **Exhibit C**.

* * * * *

(Other Proceedings)

* * * * *

There being no further business to come before the meeting, on motion duly made, seconded and carried by unanimous vote, the meeting was adjourned.

THE COUNTY OF SALINE, NEBRASKA

By: _____
Clerk

EXHIBIT A

AFFIDAVITS OF PUBLICATION OF NOTICE OF MEETING

**ACKNOWLEDGEMENT OF RECEIPT OF
ADVANCE NOTICE OF MEETING**

**ACKNOWLEDGMENT OF RECEIPT OF
ADVANCE NOTICE OF MEETING**

We, the undersigned, constituting all of the members of the Board of Commissioners (the “**Board**”) of The County of Saline, Nebraska (the “**County**”), hereby acknowledge having received advance notice of the regular meeting of the Board and the agenda for the same held at __:__ a.m., Tuesday, May 5, 2015, at the County Courthouse, 215 S. Court Street, Wilber, Nebraska.

DATED: May 5, 2015.

Chair

Board Member

Board Member

Board Member

Board Member

EXHIBIT C

RESOLUTION NO. 15-___

**BEFORE THE BOARD OF COMMISSIONERS
OF THE COUNTY OF SALINE, NEBRASKA**

A RESOLUTION AUTHORIZING THE)
ISSUANCE, SALE AND DELIVERY OF)
LIMITED TAX BUILDING BONDS, SERIES)
2015, OF THE COUNTY OF SALINE,)
NEBRASKA IN THE AGGREGATE PRINCIPAL)
AMOUNT OF NOT TO EXCEED \$7,950,000 FOR)
THE PURPOSE OF ACQUIRING,)
CONSTRUCTING, EQUIPPING AND)
FURNISHING CERTAIN IMPROVEMENTS IN)
AND TO THE COUNTY’S COURTHOUSE)
FACILITIES; PRESCRIBING THE FORM AND)
DETAILS OF THE BONDS; AGREEING TO)
LEVY AN ANNUAL TAX AS NECESSARY)
PURSUANT TO SECTION 23-120(3)(B),)
REISSUE REVISED STATUTES OF)
NEBRASKA, AS AMENDED, FOR THE)
PAYMENT OF THE PRINCIPAL OF AND)
INTEREST ON THE BONDS; MAKING)
CERTAIN COVENANTS AND AGREEMENTS)
WITH RESPECT THERETO; AND RELATED)
MATTERS)

RESOLUTION NO. 15-____

BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE COUNTY OF SALINE, NEBRASKA:

Section 1. The Board of Commissioners (the “**Board**”) of The County of Saline, Nebraska (the “**County**”) hereby finds and determines as follows:

(a) The County is a county and political subdivision created and existing under the laws of the State of Nebraska (the “**State**”), including, without limitation, Section 22-176, Reissue Revised Statutes of Nebraska, as amended;

(b) The County has identified and hereby designates the acquisition, construction, equipping and furnishing of certain improvements in and to the County’s courthouse facilities in Wilber, Nebraska as a “project” within the meaning of Section 23-120, Reissue Revised Statutes of Nebraska, as amended (the “**Project**”);

(c) On the day the County first initiated the Project, the County had no bonded indebtedness payable from its general fund levy and is authorized pursuant to Section 23-120(3)(b) to make an annual levy of not to exceed 5.2¢ per \$100 upon the taxable value of all the taxable property in the County, subject to the County’s constitutional levy limitation, for a period not to exceed twenty years to pay the costs of the Project, and the County has not made any levy of taxes pursuant to Section 23-120 to pay the costs of the Project;

(d) Except for the Project, the County has not designated any other “projects” within the meaning of Section 23-120 payable from the 5.2¢ levy authorized thereby.

(e) It is necessary, desirable, advisable, and in the best interest of the County that the Project be constructed and that the County issue bonds in a principal amount of not to exceed \$7,950,000 (the “**Bonds**”) pursuant to Section 23-120 to pay the costs thereof;

(f) A levy of 5.2¢ per \$100 upon the taxable value of all the taxable property in the County based upon the County’s 2014 taxable valuation would produce sufficient annual tax revenue to pay principal and interest on the Bonds, and the County agrees that it shall levy such taxes annually in an amount sufficient to pay the debt service on the Bonds in any year; and

(g) All conditions, acts and things required by law to exist or to be done precedent to the issuance of the Bonds does exist and has been done in due form and time as required by law.

Section 2. There shall be issued and hereby are authorized and directed to be issued Bonds in a principal amount not to exceed \$7,950,000. The Bonds are issued for the purpose of paying the costs of the Project and the costs of issuing the Bonds. The Bonds shall (a) be fully registered as to both principal and interest on the books of registration maintained by the registrar and paying agent for the Bonds, which shall be determined and designated by the Chair of the Board (the “**Registrar**”); (2) be issued in the denomination of \$5,000 or any integral multiple thereof; (3) be numbered consecutively from R-1 upward in the order of their issuance; (4) be dated the date of delivery thereof and payment therefor (the “**Date of Original Issue**”); and (4) be due and payable on the dates and in the amounts and bear interest calculated on the basis of a 360-day year consisting of twelve 30-day months at the rates per annum as determined pursuant to the next paragraph of this section. The principal of each Bond shall be paid at maturity or upon redemption prior to maturity by check or draft payable to the registered owner thereof upon presentation and surrender of such Bond at the designated corporate trust office of the Registrar (the “**Designated Office**”). Interest on the Bonds shall be payable on such dates of each year as determined by the Chair of the Board (each such date, an “**Interest Payment Date**”), from the Date of Original Issue or the most recent Interest Payment Date, whichever is later, until maturity or earlier redemption by check or draft mailed by the Registrar or its successor on such Interest Payment Date to the registered owners of the Bonds at such registered owner’s address as it appears on the Bond register maintained by the Registrar or its successor at the close of business on the 15th day of the month next preceding the month in which such Interest Payment Date occurs (the “**Record Date**”), subject to the provisions of **Section 3**.

The Chair of the Board is hereby authorized to fix and determined the purchase price of the Bonds, which shall take into consideration an underwriting discount on the Bonds not to exceed 1.90% of the principal amount thereof. The Chair of the Board is hereby authorized and directed, in the exercise of his or her own independent judgment and absolute discretion, to hereafter, from time to time, specify, set, designate, determine, establish and appoint, as the case may be, and in each case in accordance with and subject to the provisions of this Resolution, (a) the date of original issue of the Bonds which shall not be later than December 31, 2015, (b) the aggregate principal amount of Bonds to be issued, which shall in no event exceed \$7,950,000, (c) the dates on which the principal of the Bonds shall mature and the principal amount of Bonds to mature on each of such dates, together with any mandatory sinking fund payments with respect to Bonds which are issued are “term bonds,” (d) the date of final maturity of the Bonds, which shall in no event be later than the twentieth anniversary of the date of original issue of the Bonds, (e) the date or dates upon which the Bonds shall be sold, (f) the rate or rates of interest to be carried by each maturity of the Bonds such that the true interest cost on the Bonds shall not exceed 3.75%, (g) the provisions governing the redemption of the Bonds prior to maturity, the nature of any notice to be given in the event of any such prior redemption, the redemption price or prices payable upon such redemption (not to exceed 104%) and the respective periods in which each redemption price shall be payable, (h) all of the other terms of the Bonds not otherwise determined or fixed by the provisions of this Resolution, (i) the underwriting discount, not to exceed 1.90%, and the price at which the Bonds shall be sold to the Purchaser, and (j) the form, content, terms, and provisions of any closing and other documentation executed and delivered by the County in connection with authorization, issuance, sale and delivery of the

Bonds.

Section 3. 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 where the principal corporate trust offices of the Registrar are located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

Section 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 thereof 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 record date for payment of defaulted interest to be designated by the Registrar whenever money for the purpose of paying such defaulted interest becomes available.

Section 5. The Bonds are subject to optional redemption at the option of the County prior to the stated maturities thereof at any time on or after the fifth anniversary of the date of original issue thereof, or such sooner date as may be determined by the Chair of the Board, in whole or in part in such principal amounts and from such maturity or maturities as the County in its absolute discretion may determine, at a redemption price equal to 100% of the principal amount thereof plus accrued interest thereon to the date fixed for redemption. If less than all of the Bonds of a particular maturity are called for redemption, the particular Bonds of such maturity to be redeemed shall be selected by lot.

The Bonds shall be redeemed in integral multiples of \$5,000. If any Bond is in a denomination in excess of \$5,000, portions of the principal amount thereof in integral multiples of \$5,000 may be redeemed. If less than the entire principal amount of any Bond is redeemed, upon the surrender of such Bond a new Bond of like series, maturity and interest rate in any authorized denomination shall be issued to the registered owner thereof without charge therefor for the unredeemed balance thereof.

Section 6. Notice of redemption of all or a portion of the Bonds stating their designation, date, maturity and principal amounts shall be given by the Registrar by mailing such notice by first-class mail, postage prepaid, not less than 30 days prior to the redemption date to each registered owner at its most recent address appearing upon the Bond register; provided, however, failure to mail such notice shall not affect the proceedings for redemption. Notice of redemption need not be given to the registered owner of any Bond who has waived notice of redemption. Notice of redemption having been given as provided above or notice of redemption having been waived, the Bonds so called for redemption shall become due and payable on the designated redemption date. The County shall give written notice to the Registrar of its election to redeem Bonds at least 45 days prior to such redemption date, or such shorter period as shall be acceptable to the Registrar. If on or before such redemption date funds sufficient to pay the Bonds so called for redemption at the applicable redemption price and accrued interest to such redemption date have been deposited or caused to have been deposited by the County with the Registrar for the purpose of such payment and notice of redemption thereof has been given or waived as provided herein, then from and after the date fixed for redemption interest on such Bonds so called shall cease to accrue and become payable. If such funds shall not have been so deposited with the Registrar on or before the date fixed for redemption, such call for redemption shall be revoked and the Bonds so called for redemption shall continue to be outstanding the same as though they had not been so called, and shall continue to bear interest until paid at such rate as they would have borne had they not been called for redemption and shall continue to be protected by this Resolution and entitled to the benefits and security hereof.

Section 7. The Bonds shall be executed on behalf of the County by the manual or facsimile signatures of the Chair and the Clerk. The Bonds shall initially be issued in book-entry form only using the services of The Depository Trust Company (the “**Depository**”), with one typewritten Bond being

issued to the Depository. In such connection such officers are authorized to execute and deliver a letter of understanding and representation (the “**Representation Letter**”) in the form required by the Depository, for and on behalf of the County, which shall thereafter govern matters with respect to registration, transfer, payment and redemption of the Bonds. Upon the issuance of the Bonds in book entry-form, the following provisions shall apply:

(a) The County and the 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 “**Participant**”) or to any person who is an actual purchaser of a Bond from a Participant while the Bonds are in book-entry form (each, a “**Beneficial Owner**”) with respect to the following:

(1) the accuracy of the records of the Depository, any nominees of the Depository or any Participant with respect to any ownership interest in the Bonds;

(2) the delivery to any 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

(3) the payment to any Participant, any Beneficial Owner or any other person, other than the Depository, of any amount with respect to the Bonds. The 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 amounts so paid. No person other than the Depository shall receive an authenticated Bond.

(b) Upon receipt by the Registrar of written notice from the Depository to the effect that the Depository is unable or unwilling to discharge its responsibilities, the Registrar shall issue, transfer and exchange Bonds requested by the Depository in appropriate amounts. Whenever the Depository requests the County and the Registrar to do so, the County and Registrar will cooperate with the Depository in taking appropriate action after reasonable notice (1) to arrange, with the prior written consent of the County, for a substitute depository willing and able upon reasonable and customary terms to maintain custody of the Bonds or (2) to make available Bonds registered in whatever name or names the Beneficial Owners transferring or exchanging such Bonds shall designate.

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

(d) Notwithstanding any other provision hereof 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 Representation Letter.

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

following:

(1) any successor securities depository or its nominee;

(2) any persons, 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 7**.

(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 **Section 10** hereof, the books and records of the 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 County shall immediately provide a supply of printed Bond certificates, duly executed by the manual or facsimile signatures of the Chair and the Clerk, for issuance upon transfers from the Depository and subsequent transfers or in the event of partial redemption. In the event that such supply of Bonds shall be insufficient to meet the requirements of the County and the Registrar for issuance of replacement Bonds upon transfer or partial redemption, the County covenants to order printed an additional supply of Bonds and to direct their execution by the manual or facsimile signature of its then duly qualified and acting Chair and Clerk. 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 Bonds delivered to the Registrar for issuance upon transfer), 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. No Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Resolution unless and until the Registrar shall have duly executed the certificate of authentication thereon. The same representative need not sign the certificate of authentication on every Bond. The executed certificate of authentication on each Bond shall be conclusive evidence that it has been authenticated and delivered under this Resolution.

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

REGISTERED
No. _____

REGISTERED
\$ _____

UNITED STATES OF AMERICA
STATE OF NEBRASKA
THE COUNTY OF SALINE
LIMITED TAX BUILDING BOND, SERIES 2015

Dated Date Maturity Date Interest Rate CUSIP Number

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: _____ DOLLARS

THE COUNTY OF SALINE, NEBRASKA (the "County") hereby acknowledges itself to owe, and for value received, promises to pay to the Registered Owner stated above or its registered assigns, the Principal Amount stated above in lawful money of the United States of America, on the Maturity Date stated above, with interest thereon calculated on the basis of a 360-day year consisting of twelve 30-day months from the Dated Date stated above at the Interest Rate per annum stated above payable on _____ and _____ of each year, beginning _____, 20__ (each such date, an "Interest Payment Date"). The Principal Amount is payable upon presentation and surrender of this bond to _____, the registrar and paying agent (the "Registrar") therefor, at its designated corporate trust offices in _____. Interest on this bond shall be paid by the Registrar by mailing a check or draft on each Interest Payment Date to the registered owner hereof, as shown on the registration books required to be maintained by the Registrar, at the close of business on the 15th day of the month next preceding the month in which the Interest Payment Date occurs (the "Record 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 as of a special record date for payment of defaulted interest to be fixed by the Registrar whenever money for such purpose becomes available.

This bond is one of an issue of fully registered bonds (the "Bonds") in the aggregate principal amount of _____ Dollars (\$ _____), of even date and like tenor except as to number, denomination, maturity date, interest rate and redemption provisions, authorized by Resolution No. _____ passed by the Board of Commissioners of the County (the "Resolution") pursuant to Section 23-120, Reissue Revised Statutes of Nebraska, as amended, for the purpose of paying the costs of acquisition, construction, equipping and furnishing of certain improvements in and to the County's courthouse facilities in Wilber, Nebraska, (the "Project"), and the costs of issuing the Bonds in strict compliance the provisions of Section 23-120, Reissue Revised Statutes of Nebraska, as amended. The Bonds are payable an annual levy of taxes not to exceed 5.2¢ per \$100 of taxable valuation on all the taxable property located in the County pursuant to Section 23-120(3)(b), Reissue Revised Statutes of Nebraska, as amended, in addition to all other taxes, subject to certain constitutional levy limitations. Reference is hereby made to the Resolution, all of the provisions of which any registered owner of this bond by its acceptance hereof thereby assents, for a complete description of the nature and extent of the security for the Bonds and the covenants of the County with respect thereto. A certified copy of the Resolution is on file at the offices of the Clerk and at the designated corporate trust offices of the Registrar in _____.

The Bonds are subject to redemption at the option of the County prior to the stated maturities thereof at any time on or after _____, 20____, in whole or in part in such principal amounts and from such maturity or maturities as the County in its absolute discretion may determine, at a redemption price equal to 100% of the principal amount thereof plus accrued interest thereon to the date fixed for redemption. If less than all of the Bonds of a particular maturity are called for redemption, the particular Bonds of such maturity to be redeemed shall be selected by lot.

The Registrar shall give notice of the redemption of this bond by mailing such notice by first-class mail, postage prepaid, not less than 30 days prior to the date fixed for redemption to the registered owner hereof in the manner specified in the Resolution. If less than all of the principal amount of this bond is redeemed, upon surrender of this bond the County shall issue to the registered owner hereof without charge therefor, a new bond or bonds of like series, maturity and interest rate for the then unredeemed balance of the principal amount hereof in any denomination authorized by the Resolution.

This bond is transferable by the registered owner hereof in person or by such registered owner's attorney duly authorized in writing, at the designated corporate trust offices of the Registrar in _____, but only in the manner and subject to the limitations and conditions provided in the Resolution and upon presentation and surrender of this bond to the Registrar for cancellation. Upon any such registration of transfer, the County shall execute and the Registrar shall authenticate and deliver in exchange for this bond, a new registered bond or bonds, registered in the name of the transferee, of authorized denominations, in a principal amount equal to the principal amount of this bond, of the same series and maturity and bearing interest at the same rate. The County and the Registrar may deem and treat the registered owner hereof as the absolute owner hereof for the purpose of receiving payments of the principal of and interest on this bond and for all other 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 where the offices of the Registrar are 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.

The County has designated the Bonds as "qualified tax-exempt obligations" pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

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 the Bonds did exist, did happen and were done and performed in regular and due form and time as required by law, and that the indebtedness of the County, including the Bonds, does not exceed any limitation imposed by law. The County covenants to levy an annual tax as necessary pursuant to Section 23-120(3)(b), Reissue Revised Statutes of Nebraska, as amended, in addition to all other taxes, in an amount not to exceed 5.2¢ per \$100 upon the taxable value of all the taxable property in the County, subject to the County's constitutional levy limitation, to pay the principal of and interest on the Bonds when due.

This bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution until the certificate of authentication hereon shall have been executed by the Registrar.

IN WITNESS WHEREOF, THE COUNTY OF SALINE, NEBRASKA, has executed this bond by causing it to be signed by the manual or facsimile signature of the Chair and attested by the

manual or facsimile signature of the Clerk.

THE COUNTY OF SALINE, NEBRASKA

ATTEST:

By: _____
Chair, Board of Commissioners

By: _____
Clerk

CERTIFICATE OF AUTHENTICATION

This bond is one of the Bonds described in the within-mentioned Resolution.

_____ as Registrar and Paying Agent

By: _____ Authorized Officer

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

_____ Print or Type Name, Address and Social Security Number or other Taxpayer Identification Number of Transferee

the within Bonds and all rights thereunder, and hereby irrevocably constitutes and appoints _____ agent to transfer the within Bonds on the books kept by the Paying Agent for the registration thereof, with full power of substitution in the premises.

Dated: _____

NOTICE: The signature to this assignment must correspond with the name of the Registered Owner as it appears upon the face of the within Bonds in every particular.

Signature Guaranteed By:

(Name of Eligible Guarantor Institution as defined by SEC Rule 17 Ad-19 (17 CFR 240.17 Ad-19))

By: _____
Title: _____

Section 9. (a) The Registrar shall serve in its capacities under the terms of an agreement entitled “Bond Registrar and Paying Agent Agreement” (the “**Registrar’s Agreement**”) between the County and the Registrar, to be prepared by bond counsel in connection with the issuance of the Bonds. The Chair is hereby authorized to execute the Registrar’s Agreement in the form determined necessary by the Chair and bond counsel. If the Registrar shall merge or consolidate with another entity and the resulting entity is a bank or trust company authorized by law to conduct such business, such resulting entity shall serve as Registrar. The County reserves the right to remove any Registrar without cause upon 30 days’ notice and upon the appointment of a successor Registrar, in which event the predecessor Registrar shall deliver all cash and Bonds in its possession to the successor Registrar and shall deliver the Bond register to the

successor Registrar. The Registrar shall have only such duties and obligations as are expressly stated herein and in the Registrar's Agreement and no other duties or obligations shall be required of the Registrar.

(b) The Registrar shall keep and maintain for the County books for the registration and transfer of the Bonds at its Designated Office. The names and registered addresses of the registered owner(s) of the Bonds shall at all times be recorded in such books. Any Bond may be transferred pursuant to its provisions at the Designated Office by surrender of such Bond for cancellation, accompanied by a written instrument of transfer, in form satisfactory to the Registrar, duly executed by the registered owner in person or by such owner's duly authorized agent, and thereupon the Registrar, on behalf of the County, will deliver at such offices (or send by registered mail to the transferee owner(s) thereof at such transferee owner's or owners' risk and expense), registered in the name of the transferee owner(s), a new Bond or Bonds of the same interest rate, aggregate principal amount and maturity, bearing numbers not contemporaneously then outstanding. To the extent of the denominations authorized for the Bonds by this Resolution, one Bond may be transferred for several such bonds of the same interest rate and maturity and for a like aggregate principal amount, and several Bonds may be transferred for one or several bonds, respectively, of the same interest rate and maturity and for a like aggregate principal amount. In every case of transfer of a Bond, the surrendered Bonds shall be canceled and destroyed. The Registrar may impose a charge sufficient to defray all costs and expenses incident to registrations of transfer and exchange. In each case, the Registrar shall require the payment by the registered owner requesting exchange or transfer of any tax or other governmental charge required to be paid with respect to such exchange or transfer. Bonds issued upon transfer or exchange of Bonds shall be dated as of the date six months preceding the Interest Payment Date next following the date of registration thereof in the offices of the Registrar, unless such date of registration shall be an Interest Payment Date, in which case they shall be dated as of such date of registration; provided, however, that if, as shown by the records of the Registrar, interest on the Bonds shall be in default, the Bonds issued in lieu of Bonds surrendered for transfer or exchange may be dated as of the date to which interest has been paid in full on the Bonds surrendered; and provided further, that if the date of registration shall be prior to the first Interest Payment Date, the Bonds shall be dated the Date of Original Issue. All bonds issued upon transfer of the Bonds so surrendered shall be valid obligations of the County, evidencing the same obligations as the Bonds surrendered and shall be entitled to all the benefits and protection of this Resolution to the same extent as the Bonds upon transfer of which they were delivered. The County and the Registrar shall not be required to transfer any Bond during any period from any Record Date until the 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.

(c) The Registrar shall also be responsible for making the payments of principal and interest on the Bonds as the same become due from funds transferred to it by the County for such purpose, which transfers are hereby authorized without further action or order of the Board. Payments of interest due upon the Bonds shall be made by the Registrar by mailing a check in the amount due for such interest on each Interest Payment Date to the registered owner of each Bond addressed to such owner's registered address as of the Record Date as shown on the books of registration required to be maintained pursuant to this section. Payments of principal due at maturity or upon redemption prior to maturity shall be made by the Registrar upon presentation and surrender of such Bond at its Designated Office. The County and the Registrar may treat the registered owner of any Bond as the absolute owner of such Bond for the purpose of making payment thereon and for all other purposes. All payments on account of principal or interest made to the registered owner of any Bond shall be valid and effectual and shall be a discharge of the County and the Registrar in respect of the liability upon such Bond or claims for interest to the extent of the sum or sums so paid. Notwithstanding the foregoing, Bonds issued in book-entry form shall be paid in accordance with **Section 7**.

Section 10. The County hereby covenants to levy an annual tax pursuant to Section 23-

120(3)(b), Reissue Revised Statutes of Nebraska, as amended, in addition to all other taxes, in an amount not to exceed 5.2¢ per \$100 upon the taxable value of all the taxable property in the County, subject to the County's constitutional levy limitation, to pay the principal of and interest on the Bonds when due; the County hereby irrevocably pledging said levy of taxes for such purpose.

Section 11. The proceeds of the Bonds shall be held by the County Treasurer in a separate fund and used to pay the costs of issuing the Bonds and the costs of constructing the Project upon orders of the Board.

Section 12. The Chair of the Board is hereby authorized to execute and deliver a Bond Purchase Agreement (the "**Purchase Agreement**") between the County and Edward D. Jones & Co., L.P. as underwriter of the Bonds (the "**Underwriter**"), with respect to the purchase of the Bonds from the County, in such form as determined necessary and appropriate in the sole discretion of the Chair of the Board.

Section 13. The Bonds shall be delivered to the Registrar for registration and authentication. Upon execution, registration and authentication of the Bonds, the Registrar is authorized to deliver the Bonds to the Underwriter upon receipt of the purchase price specified in the Purchase Agreement. The Underwriter shall have the right to direct the registration of the Bonds, subject to the restrictions of this Resolution.

Section 14. The Clerk is hereby directed to make and certify a transcript of the proceedings of the County precedent to the issuance of the Bonds, a copy of which transcript shall be delivered to the Underwriter.

Section 15. (a) The County covenants and agrees that (1) it will comply with all applicable provisions of the Internal Revenue Code of 1986, as amended (the "**Code**"), including Sections 103 and 141 to 150, inclusive, necessary to maintain the exclusion from gross income for federal income tax purposes of the interest on the Bonds, and (2) it will not use or permit the use of any proceeds of the Bonds or any other funds of the County, nor take or permit any other action, nor fail to take any action, if any such action or failure to take action would adversely affect the exclusion from gross income of the interest on the Bonds. The County will, in addition, adopt such other resolutions and take such other actions as may be necessary to comply with the Code and with all other applicable future laws, regulations, published rulings and judicial decisions, in order to ensure that the interest on the Bonds will remain excluded from federal gross income, to the extent any such actions can be taken by the County.

(b) The County covenants and agrees that (1) it will comply with all requirements of Section 148 of the Code to the extent applicable to the Bonds, (2) it will use the proceeds of the Bonds as soon as practicable and with all reasonable dispatch for the purposes for which the Bonds are issued, and (3) it will not invest or directly or indirectly use or permit the use of any proceeds of the Bonds or any other funds of the County in any manner, or take or omit to take any action, that would cause the Bonds to be an "arbitrage bond" within the meaning of Section 148(a) of the Code.

(c) The County covenants and agrees that it will pay or provide for the payment from time to time of all amounts required to be rebated to the United States of America pursuant to Section 148(f) of the Code and any U.S. Treasury Regulations applicable to the Bonds from time to time. This covenant shall survive payment in full or defeasance of the Bonds. The County specifically covenants to pay or cause to be paid to the United States of America the required amounts of rebatable arbitrage at the times and in the amounts determined by the Federal Tax Certificate, dated the date of delivery of the Bonds (the "**Tax Certificate**"), to be prepared by bond counsel in connection with the issuance of the Bonds. The Chair is hereby authorized to execute the Tax Certificate in the form determined necessary by the Chair and bond counsel. Notwithstanding anything to the contrary contained herein, the Tax Certificate may be amended or

replaced if, in the opinion of counsel nationally recognized on the subject of municipal finance, such amendment or replacement will not adversely affect the exclusion from gross income for federal income tax purposes of the interest on the Bonds.

(d) The County covenants and agrees that it will not use any portion of the proceeds of the Bonds, including any investment income earned on such proceeds, directly or indirectly, in a manner that would cause the Bonds to be considered a “private activity bond.”

(e) The County hereby designates the Bonds as “qualified tax-exempt obligations,” as defined in Section 265(b)(3) of the Code. In addition, the County hereby represents as follows:

(1) the aggregate face amount of all tax-exempt obligations (other than private activity bonds that are not “qualified 501(c)(3) bonds”) that will be issued by the County (and all subordinate entities thereof) during calendar year 2015 is not reasonably expected to exceed \$10,000,000; and

(2) the County (including all subordinate entities thereof) will not issue an aggregate principal amount of tax-exempt obligations (other than private activity bonds that are not “qualified 501(c)(3) bonds”) during calendar year 2015, including the Bonds, in excess of \$10,000,000, without first obtaining an opinion of nationally recognized counsel in the area of municipal finance that the designation of the Bonds as a “qualified tax-exempt obligation” will not be adversely affected.

The Chair is hereby authorized to take such other action as may be necessary to make effective the designation in this subsection

(g) The foregoing covenants of this section shall remain in full force and effect notwithstanding the defeasance of the Bonds pursuant to **Section 16** or any other provision of this Resolution, until the final maturity date of the Bonds.

Section 16. The County’s obligation under this Resolution shall be fully discharged and satisfied as to the Bonds authorized and issued hereunder, and the Bonds shall no longer be deemed outstanding hereunder when payment of the principal of such Bonds plus interest thereon to the date of maturity or redemption thereof (a) shall have been made or caused to be made in accordance with the terms thereof; or (b) shall have been provided by depositing with the Registrar or in escrow with a national or state bank having trust powers, in trust solely for such payment (1) sufficient money to make such payment or (2) direct general obligations of, or obligations the principal and interest of which are unconditionally guaranteed by, the United States of America, or obligations of an agency of the United States of America (“**Government Obligations**”), in such amount and maturing as to principal and interest at such times, as will insure the availability of sufficient money to make such payment, and such Bonds shall cease to draw interest from the date of their redemption or maturity and, except for the purposes of such payment, shall no longer be entitled to the benefits of this Resolution; provided that notice of redemption shall have been duly given. If money shall have been deposited in accordance with the terms hereof with the Registrar as escrow agent in trust for that purpose sufficient to pay the principal of the Bonds, together with all interest due thereon to the due date thereof or to the date fixed for redemption, as the case may be, all liability of the County for such payment shall forthwith cease, determine and be completely discharged, and the Bonds shall no longer be considered outstanding.

Section 17. The County hereby covenants that it will comply with and carry out all of the provisions of the Continuing Disclosure Undertaking, dated the date of delivery of the Bonds (the “**Disclosure Certificate**”), to be prepared by bond counsel in connection with the issuance of the Bonds. Notwithstanding any other provision of this Resolution, failure of the County to comply with the

Disclosure Certificate shall not be considered an event of default; however, the registered owner of any Bond may take such actions as may be necessary and appropriate, including seeking a writ of mandamus or specific performance by court order, to cause the County to comply with its obligations under this section. The Chair is hereby authorized to execute the Disclosure Certificate in the form determined necessary by the Chair and bond counsel.

Section 18. All actions heretofore taken by all officers, officials, employees and agents of the County, including without limitation the expenditure of funds and the selection, appointment and employment of bond counsel, underwriters, paying agents or registrars, in connection with the issuance and sale of the Bonds, together with all other actions taken in connection with any of the matters which are the subject hereof, be and the same is hereby in all respects authorized, adopted, specified, accepted, ratified, approved and confirmed.

Section 19. Without in any way limiting the power, authority or discretion elsewhere herein granted or delegated, the Board hereby (a) authorizes and directs the Chair, the Clerk, the County Attorney and all other officers, officials, employees and agents of the County to carry out or cause to be carried out, and to perform such obligations of the County and such other actions as they, or any of them, in consultation with bond counsel, the Underwriters and their counsel, shall consider necessary, advisable, desirable or appropriate in connection with this Resolution 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 (b) delegates, authorizes and directs the Chair the right, power and authority to exercise his independent judgment and absolute discretion in the taking of all actions and the making of all arrangements necessary, proper, appropriate, advisable or desirable in order to effectuate the issuance, sale and delivery of the Bonds. The execution and delivery by the Chair or by any such other officers, officials, employees or agents of the County of any such documents, instruments, certifications and opinions, or the doing by them of any act in connection with any of the matters that are the subject of this Resolution, shall constitute conclusive evidence of both the County's and their approval of the terms, provisions and contents thereof and all changes, modifications, amendments, revisions and alterations made therein and shall conclusively establish their absolute, unconditional and irrevocable authority with respect thereto from the County and the authorization, approval and ratification by the County of the documents, instruments, certifications and opinions so executed and the actions so taken.

Section 20. If any one or more of the provisions of this Resolution should be determined by a court of competent jurisdiction to be contrary to law, then such provisions shall be deemed severable from the remaining provisions of this Resolution and the invalidity thereof shall in no way affect the validity of the other provisions of this Resolution or of the Bonds and the registered owner of the Bonds shall retain all the rights and benefits accorded to it under this Resolution and under any applicable provisions of law.

If any provisions of this Resolution shall be held or deemed to be or shall, in fact, be inoperative or unenforceable or invalid in any particular case in any jurisdiction or jurisdictions, or in all cases because it conflicts with any constitution or statute or rule of public policy, or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable or invalid in any other case or circumstances, or of rendering any other provision or provisions herein contained inoperative or unenforceable or invalid to any extent whatever.

Section 21. All resolutions or orders or parts thereof in conflict with the provisions of this Resolution are to the extent of such conflict hereby repealed.

Section 22. This Resolution shall be in full force and effect from and after its passage as provided by law.

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DATED: May 5, 2015.

**BY THE BOARD OF COMMISSIONERS OF
THE COUNTY OF SALINE NEBRASKA**

[SEAL]

Commissioner

Commissioner

Commissioner

Commissioner

Commissioner

APPROVED AS TO FORM
this ____ day of May, 2015.

County Attorney

ATTEST:

Clerk