

Thereafter Council Member _____ introduced Ordinance No. 25-04 entitled:

AN ORDINANCE AUTHORIZING THE ISSUANCE OF MUNICIPAL IMPROVEMENT REFUNDING BONDS, SERIES 2025, OF THE CITY OF WAVERLY, NEBRASKA, IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED ONE MILLION SIX HUNDRED THOUSAND DOLLARS (\$1,600,000) TO PICK UP AND PAY A PORTION OF THE CITY'S OUTSTANDING MUNICIPAL IMPROVEMENT BONDS, SERIES 2023, WHICH WERE ISSUED TO PAY THE COSTS OF CONSTRUCTING ADDITIONS AND IMPROVEMENTS TO THE AQUATIC CENTER OF THE CITY; PRESCRIBING THE FORM OF SAID BONDS; MAKING CERTAIN PLEDGES, COVENANTS, AND AGREEMENTS TO SECURE SAID BONDS; PLEDGING FUNDS TO BE RECEIVED FROM LOCAL SALES AND USE TAX FOR PAYMENT OF THE BONDS; ENTERING INTO A CONTRACT ON BEHALF OF THE CITY WITH THE HOLDERS OF SAID BONDS; PROVIDING FOR THE SALE OF THE BONDS; AUTHORIZING THE DELIVERY OF THE BONDS TO THE PURCHASER; PROVIDING FOR THE DISPOSITION OF THE BOND PROCEEDS AND ORDERING THE ORDINANCE PUBLISHED IN PAMPHLET FORM

and moved that the statutory rule requiring reading on three different days be suspended. Council Member _____ seconded the motion to suspend the rule and upon roll call vote on the motion the following Council Members voted YEA:

_____ . The following voted NAY: _____. The motion to suspend the rule was adopted by three-fourths of the Council and the statutory rule was declared suspended for consideration of said ordinance.

Said ordinance was then read by title and thereafter Council Member _____ moved for final passage of the ordinance, which motion was seconded by Council Member _____. The Mayor then stated the question was "Shall Ordinance No. _____ be passed and adopted?" Upon roll call vote, the following Council Members voted YEA:

_____ . The following voted NAY:

_____. The passage and adoption of said ordinance having been concurred in by a majority of all 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 her signature thereto and ordered the Ordinance to be published in pamphlet form as provided therein. A true, correct, and complete copy of said ordinance is as follows:

ORDINANCE NO. 25-04

AN ORDINANCE AUTHORIZING THE ISSUANCE OF MUNICIPAL IMPROVEMENT REFUNDING BONDS, SERIES 2025, OF THE CITY OF WAVERLY, NEBRASKA, IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED ONE MILLION SIX HUNDRED THOUSAND DOLLARS (\$1,600,000) TO PICK UP AND PAY A PORTION OF THE CITY'S OUTSTANDING MUNICIPAL IMPROVEMENT BONDS, SERIES 2023, WHICH WERE ISSUED TO PAY THE COSTS OF CONSTRUCTING ADDITIONS AND IMPROVEMENTS TO THE AQUATIC CENTER OF THE CITY; PRESCRIBING THE FORM OF SAID BONDS; MAKING CERTAIN PLEDGES, COVENANTS, AND AGREEMENTS TO SECURE SAID BONDS; PLEDGING FUNDS TO BE RECEIVED FROM LOCAL SALES AND USE TAX FOR PAYMENT OF THE BONDS; ENTERING INTO A CONTRACT ON BEHALF OF THE CITY WITH THE HOLDERS OF SAID BONDS; PROVIDING FOR THE SALE OF THE BONDS; AUTHORIZING THE DELIVERY OF THE BONDS TO THE PURCHASER; PROVIDING FOR THE DISPOSITION OF THE BOND PROCEEDS AND ORDERING THE ORDINANCE PUBLISHED IN PAMPHLET FORM.

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

Section 1. The Mayor and Council hereby find and determine as follows:

(a) The City imposes a sales and use tax in the amount of one and one-half percent (1.5%) upon the same transactions within the City (the "Sales Tax") on which the State of Nebraska is authorized to impose a tax pursuant to the Local Option Revenue Act, Section 77-27,142, R.R.S Nebraska, 2018 (the "Act");

(b) Effective as of October 1, 2020, pursuant to authorization by vote of the registered voters in the City at an election held within the City, the City increased the Sales Tax by one-half percent (0.5%) and designated that such increase in the Sales Tax would continue for a period of sixteen (16) years until October 1, 2036;

(c) The City has constructed certain additions and improvements to the aquatic center of the City (the "Project") to serve the municipal purposes of the City;

(d) The City is authorized to issue bonds pursuant to the Act to provide financing for municipal purposes, including the Project, and to pledge receipts from the Sales Tax and dedicate a portion of its property tax levy authority, as provided in Section 77-3442, R.R.S. Nebraska, 2018, for the payment of such bonds;

(e) To fund construction of the Project, the City has issued its Municipal Improvement Bonds, Series 2023, dated April 21, 2023 (the "Outstanding Bonds"), in the original principal amount of \$2,500,000 which mature on December 15, 2026;

(f) To provide permanent financing to pay the portion of the Project not funded from grants and other sources, the City desires to issue municipal improvement bonds payable over the remaining period of time during which the additional 0.5% Sales Tax remains in force;

(g) Pursuant to the Act, the City is authorized to issue its municipal improvement bonds to pay the costs of the Project, to pledge funds received from the Sales Tax to fund debt service on such bonds, and to designate a portion of its property tax authority in such amount as will provide funds, together with receipts from the Sales Tax and other available funds, sufficient to make payments of the principal and interest on such bonds as the same fall due;

(h) Other than the Outstanding Bonds, the City has no bonds or indebtedness outstanding issued pursuant to the Act payable from the Sales Tax;

(i) The City has applied all the net proceeds of the Outstanding Bonds to pay the cost to construct the Project; and

(j) All conditions, acts and things required to exist or to be done precedent to the issuance of Municipal Improvement Refunding Bonds, Series 2025, in the principal amount of not to exceed \$1,600,000 pursuant to the Act do exist and have been done as required by law.

Section 2. For purposes as set out in Section 1 hereof, there shall be and there are hereby ordered issued Municipal Improvement Refunding Bonds, Series 2025, dated the date of delivery, in the principal amount of not to exceed \$1,600,000 (the “Bonds”), *provided* that the bonds mature in the principal amounts on the dates and bear interest at the rates per annum as set out in the Bond Purchase Agreement (the “Agreement”) signed by the Mayor or City Clerk (each, an “Authorized Officer”, and together, the “Authorized Officers”) on behalf of the City and which may be agreed to by D.A. Davidson & Co. (the “Underwriter”), which Agreement may also determine or modify the principal amount for each maturity of the Bonds, mandatory redemption provisions (if any), and pricing terms, all within the following limitations:

- (a) the aggregate principal amount of the Bonds shall not exceed \$1,600,000;
- (b) the true interest cost (TIC) of the Bonds shall not exceed 5.50%;
- (c) the underwriter’s discount shall not exceed 1.00%; and
- (d) the longest maturity of the Bonds shall not be later than October 15, 2036.

An Authorized Officer shall be authorized to enter into an Agreement within the above parameters without further action of the Mayor and Council, provided, however, that on and after December 31, 2025, the Authorized Officers shall have no authority without further action of the Mayor and Council of the City. The Bonds shall be issued in the denomination of \$5,000 or any integral multiple thereof and 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 purchasers thereof. Interest on the Bonds shall be computed on the basis of a three hundred sixty-day year consisting of twelve thirty-day months. Interest on the Bonds shall be payable semiannually on the dates set forth in the Agreement (each such date, an “Interest Payment Date”). The interest due on each Interest Payment Date shall be payable to the registered

owners of record as of the close of business on the fifteenth day (whether or not a business day) immediately preceding the Interest Payment Date (the "Record Date"), subject to the provisions of Section 3 hereof. Payment of interest due on the Bonds prior to maturity or redemption shall be made by the Paying Agent and Registrar, as designated pursuant to Section 3 hereof, by mailing a check in the amount due for such interest on each Interest Payment Date to the registered owner of each Bond, as of the applicable Record Date, to such owner's registered address as shown on the books of registration, as required to be maintained in Section 3 hereof. Payment of principal due at maturity or at any date fixed for redemption, together with any accrued interest then due, 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. In the event Bonds of this issue are held in the nominee name of a national clearinghouse or depository, payment of principal or interest shall be made by wire transfer of funds in accordance with any applicable regulations governing "Depository Eligible Securities". 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 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. If any Bond is not paid upon presentation of the Bond at maturity or any interest installment is not paid when due, the delinquent Bond or delinquent interest installment shall bear interest thereafter until paid at a rate equal to the rate assessed against delinquent taxes under Section 45-104.01 R.R.S. Nebraska, 2010, as now existing or as the same may be amended from time to time by the Nebraska Legislature.

Section 3. BOK Financial, N.A., of Lincoln, Nebraska is hereby designated as Paying Agent and Registrar for the Bonds, provided that the Mayor may, in his or her discretion, designate the City Treasurer or some bank with trust powers or trust company to serve as Paying Agent and Registrar under the terms of this Ordinance as may be determined from time to time. The Authorized Officers, or either of them, is authorized to sign an agreement with said Paying Agent and Registrar for the provisions of such services. Said Paying Agent and Registrar shall keep and maintain for the City books for the registration and transfer of the Bonds at the office of the Paying Agent and Registrar or the office of any duly appointed successor, as applicable. The names and registered addresses of the registered owner or owners of the Bonds shall at all times be recorded in such books. Any Bond may be transferred pursuant to its provisions at the office of the Paying Agent and Registrar by surrender of such bond for cancellation, accompanied by a written instrument of transfer, in form satisfactory to 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 register such transfer and 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 such transferee owner or owners, a new Bond or Bonds of the same 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 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 interest rate and maturity and for a like aggregate principal amount. In every case of transfer of a

Bond, the surrendered Bond or Bonds 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 obligations 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. 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 4. The Bonds shall be subject to redemption, in whole or in part, prior to maturity at any time on or after the fifth anniversary of the date of their 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 from such optional redemption in its sole discretion, but Bonds shall be redeemed only in the amount of \$5,000 or integral multiples thereof. Any Bond redeemed in part only shall be surrendered to the Paying Agent and Registrar in exchange for a new Bond evidencing the unredeemed principal thereof. Notice of redemption of any Bond called for redemption shall be given at the direction of the Mayor and Council by the Paying Agent and Registrar by mail not less than thirty 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 number and maturity, the date of original issue, the date fixed for redemption and state that such Bond or Bonds are to be presented for prepayment at the office of the Paying Agent and Registrar. In case of any Bond partially redeemed, such notice shall specify the portion of the principal amount of such Bond to be redeemed. No defect in the mailing of notice for any Bond shall affect the sufficiency of the proceedings of the Mayor and Council 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 Mayor and Council shall have the right to further direct notice of redemption for any such Bond for which defective notice has been given.

Section 5. 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 office of the Paying Agent and Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

Section 6. The Bonds shall be executed on behalf of the City by being signed by the Mayor and the City Clerk, both of which signatures may be facsimile signatures, and shall have the City seal impressed on each Bond, which may be a facsimile seal. The City Clerk shall make and certify a transcript of proceedings had and done precedent to the issuance of said Bonds which shall be delivered to the purchaser of said Bonds. After being executed by the Mayor and City Clerk, said Bonds shall be delivered to the Treasurer of the City who shall be responsible therefor under his/her

official Bond. Such Treasurer shall maintain a record of information with respect to said Bonds in accordance with the requirements of Section 10-140, R.R.S. Nebraska 2012, as amended, and shall cause the same to be filed with the office of the Auditor of Public Accounts of the State of Nebraska. The Paying Agent and Registrar shall register each Bond in the name of its initial registered owner as designated by the initial purchaser. Each Bond shall be authenticated on behalf of the City by the Paying Agent and Registrar. The Bonds shall be issued initially as “book-entry only” bonds using the services of The Depository Trust Company (the “Depository”), with one typewritten Bond per maturity being issued to the Depository. In such connection said officers 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 (which may include any “blanket” letter previously executed and delivered), for and on behalf of the City, which shall thereafter govern matters with respect to registration, transfer, payment and redemption of the Bonds. Upon 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 to 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; or

(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.

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

UNITED STATES OF AMERICA
STATE OF NEBRASKA
COUNTY OF LANCASTER
CITY OF WAVERLY

MUNICIPAL IMPROVEMENT REFUNDING BOND, SERIES 2025

No.			\$
	<u>Interest Rate</u> %	<u>Maturity Date</u>	<u>Date of Original Issue</u> _____, 2025
			<u>CUSIP</u>

Registered Owner: _____

Principal Amount: _____

KNOW ALL PERSONS BY THESE PRESENTS: That the City of Waverly, in the County of Lancaster, in the State of Nebraska, hereby acknowledges itself to owe and for value received promises to pay, out of the special sources herein designated, to the registered owner specified above the principal amount specified above in lawful money of the United States of America on the maturity date specified above, with interest thereon from date of original issue specified above or most recent interest payment date, whichever is later, to maturity (or earlier redemption) at the rate per annum specified above. Said interest shall be payable semiannually on the _____ day of _____ and _____ in each year, starting _____, 2025. If this bond is not paid upon presentation of the bond at maturity or if any interest installment is not paid when due, such bond or interest installment shall bear interest thereafter until paid at a rate equal to the rate assessed against delinquent taxes under Section 45-104.01 R.R.S. Nebraska 2010, as now existing or as the same may be amended from time to time by the Nebraska Legislature. The interest hereon due prior to maturity shall be paid on each interest payment date by the Paying Agent and Registrar for the City by wire transfer (but only in accordance with the limited terms of the authorizing ordinance), check or draft mailed to the registered owner hereof, as shown on the records of the Paying Agent and Registrar as of the close of business on the fifteenth day (whether or not a business day) immediately preceding the interest payment date, at such owner's registered address as it appears on the books of registration of the City. The principal of this bond and the interest due at maturity are payable on presentation and surrender to the Paying Agent and Registrar, at the office of the Paying Agent and Registrar in Lincoln, Nebraska, or the principal office of any duly appointed successor, as applicable. 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.

The City, however, reserves the right and option of paying bonds of this issue maturing on or after _____, in whole or in part, on the fifth anniversary of the date of issue, or at any time thereafter, at the principal amount thereof plus accrued interest to the date fixed for redemption.

[In addition, the bonds maturing on _____ are issued as term bonds subject to mandatory redemption and shall be redeemed, in part, prior to their stated maturity, with such mandatory redemptions and payment at maturity to be on the dates and in the amounts set forth below:

\$ _____ Term Bonds Maturing _____	
<u>Date of Redemption</u>	<u>Amount Required to be Redeemed</u>
_____, 20__	\$ _____
_____, 20__	\$ _____
_____, 20__ (final maturity)	\$ _____

\$ _____ Term Bonds Maturing _____	
<u>Date of Redemption</u>	<u>Amount Required to be Redeemed</u>
_____, 20__	\$ _____
_____, 20__	\$ _____
_____, 20__ (final maturity)	\$ _____

\$ _____ Term Bonds Maturing _____	
<u>Date of Redemption</u>	<u>Amount Required to be Redeemed</u>
_____, 20__	\$ _____
_____, 20__	\$ _____
_____, 20__ (final maturity)	\$ _____]

Notice of any such redemption shall be given by mail, sent to the registered owner of any bond to be redeemed at said registered owner’s address in the manner provided in the ordinance authorizing said bonds. Individual bonds may be redeemed in part but only in the amount of \$5,000 or integral multiples thereof.

This bond is one of an issue of fully registered bonds in the total principal amount of \$ _____ of like tenor herewith except as to denomination, date of maturity and rate of interest, issued by said City for the purpose of paying a portion of the City’s outstanding Municipal Improvement Bonds, Series 2023, dated April 21, 2023, which were issued to pay the costs of constructing additions and improvements to the aquatic center of the City and paying the costs of issuance of the bonds, all in pursuance of the provisions of Sections 10-142, R.R.S. Nebraska 2022 and 77-27,142, R.R.S. Nebraska 2018. The issuance of said bonds has been authorized by an ordinance duly passed by the Mayor and Council of said City, all in strict conformity with the laws of the State of Nebraska.

For the prompt payment of the principal and interest on this bond and other bonds of the same issue, the City has pledged all receipts now or hereafter received by the City from the sales and use tax imposed by the City pursuant to Section 77-27,142, R.R.S. Nebraska 2018. Such pledge shall not prevent the City from applying receipts from the sale and use tax in any year for other purposes so long as sufficient amounts from such fund or other legally available sources have been set aside for payment of the principal and interest on the bonds falling due in such year. To the extent such sales and use tax receipts and funds available from other sources are not sufficient

to pay the principal and interest on the bonds when the same comes due, the City has further agreed that it will designate a portion of its property tax authority pursuant to Section 77-3442, R.R.S. Nebraska 2018, in such amount as will, when combined with other funds available for debt service as set forth herein, be sufficient to pay the principal and interest on the bonds.

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 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, its 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 hereof and for all purposes and shall not be affected by any notice to the contrary, whether this bond be overdue or not.

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 PAYING AGENT AND 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 PAYING AGENT AND REGISTRAR FOR REGISTRATION OF TRANSFER OR EXCHANGE OR (B) TO THE PAYING AGENT AND 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.

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

IT IS HEREBY CERTIFIED AND WARRANTED that all conditions, acts and things required by law to exist or to be done precedent to and in the issuance of this bond and the series of which this bond is a part in order to make the same legal and binding obligations of said City according to the terms thereof, do exist, have happened and have been performed in due time, form and manner as required by law, and that before the issuance of this bond provision has been duly

made for the collection and segregation of the sales and use tax revenue of the City and for the application of the same as hereinbefore provided.

IN WITNESS WHEREOF, the Mayor and Council of the City of Waverly, Nebraska, have caused this bond to be executed on behalf of the City by being signed by the Mayor and Clerk of the City, both of which signatures may be facsimile signatures, and by causing the official seal of the City to be affixed hereto all as of the date of original issue shown above.

CITY OF WAVERLY, NEBRASKA

By: _____ (Do not sign)
Mayor

ATTEST:

(Do not sign)
City Clerk

(S E A L)

CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds authorized by an Ordinance passed and approved by the Mayor and Council of the City of Waverly as described in said bond.

BOK Financial, N.A., as Paying Agent
and Registrar

By: _____ (Do not sign)
Authorized Signer

(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: _____

SIGNATURE GUARANTEED

Registered Owner

By: _____

Authorized Officer

Note: The signature(s) of this assignment MUST CORRESPOND with the name as written on the face of the within bond in every particular without alteration, enlargement or any change

whatsoever, and must be guaranteed by a commercial bank or a trust company or by a firm having membership on the New York, Midwest or other stock exchange.

Section 8. For the payment of the Bonds, the City hereby pledges all receipts now or hereafter received by the City from the Sales Tax. The pledge provided for herein shall not prevent the City from applying receipts from the Sales Tax in any year for other purposes so long as sufficient amounts from such fund or other legally available sources have been set aside for the payment of the principal or redemption price of and interest on the Bonds falling due in such year. Pursuant to the requirements of the Act, to the extent that other legally available money of the City available or appropriated for such purposes is insufficient to pay the principal or redemption price of and interest on the Bonds when and as the same shall become due, the City hereby further agrees that it will designate a portion of its property tax authority pursuant to Section 77-3442, R.R.S. Nebraska, as amended, in such amount as will provide funds which, together with receipts from the Sales Tax as pledged to the payment of such principal and interest and any other money made available and used for such purpose, will be sufficient to make payment of the principal of and interest on the Bonds as the same fall due. The provisions of this Ordinance shall constitute a contract between the City and the owners of the Bonds, and any owner may either in law or equity, by suit, action, mandamus, or other proceedings enforce or compel performance of this Ordinance.

Section 9. The Bonds are hereby sold to D.A. Davidson & Co. (the “Initial Purchaser”) upon the terms set forth in the Agreement approved by the Authorized Officers and the City Treasurer is authorized to deliver the Bonds to the Initial Purchaser upon receipt of the purchase price for the Bonds as set forth in the Agreement plus accrued interest to date of payment. The Bonds are sold to the Initial Purchaser subject to the opinion of Rembolt Ludtke LLP, as Initial Purchaser’s bond counsel that the Bonds are lawfully issued; that the Bonds constitute a valid obligation of the City; and that under existing laws and regulations the interest on the Bonds is exempt from both Nebraska state and federal income taxes. Such purchaser and its agents, representatives and counsel (including Initial Purchaser’s bond counsel) are hereby authorized to take such actions on behalf of the City as are necessary to effectuate the closing of the issuance and sale of the Bonds, including, without limitation, authorizing the release of the Bonds by the Depository (as defined herein) at closing. The proceeds of the Bonds shall be applied upon receipt for the purposes described in Section 1 hereof. The City may also pay costs of issuance from the proceeds of the Bonds.

Section 10. The City Council hereby authorizes the Mayor and City Clerk, or either of them, to approve and declare final on behalf of the City the preliminary Official Statement prepared with respect to the Bonds and hereby authorizes the Mayor and Clerk or either of them to approve and deliver on behalf of the City a final Official Statement relating to and describing the Bonds. The officers of the City are further authorized to take any and all actions deemed necessary by them in connection with the carrying out and performance of the terms of this Ordinance.

Section 11. In accordance with the requirements of Rule 15c2-12 of the Securities Exchange Act of 1934 (the “Rule”) promulgated by the Securities and Exchange Commission, the City, being the only “obligated persons” with respect to the Bonds, agrees that it will provide the following continuing disclosure information to the Municipal Securities Rulemaking Board (the “MSRB”) in an electronic format as prescribed by the MSRB for such series of Bonds:

- (a) at least annually not later than nine months after the end of the City’s fiscal year, financial information or operating data for the City which is customarily prepared by the City and is publicly available, including the City’s audited financial statements and information of the type included in the final official statement under the heading “Financial Statement”;
- (b) in a timely manner not in excess of ten business days after the occurrence of the event, notice of the occurrence of any of the following events with respect to the Bonds:
 - (1) principal and interest payment delinquencies;
 - (2) non-payment related defaults, if material;
 - (3) unscheduled draws on debt service reserves reflecting financial difficulties;
 - (4) unscheduled draws on credit enhancements reflecting financial difficulties;
 - (5) substitution of credit or liquidity providers, or their failure to perform;
 - (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
 - (7) modifications to rights of the holders of the Bonds, if material;
 - (8) Bond calls, if material, and tender offers;
 - (9) defeasances;
 - (10) release, substitution, or sale of property securing repayment of the Bonds, if material;
 - (11) rating changes;
 - (12) bankruptcy, insolvency, receivership or similar events of the City (this event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the City in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City);
 - (13) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
 - (14) appointment of a successor or additional trustee or the change of name of a trustee, if material;

- (15) incurrence of a financial obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and
- (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the obligated person, any of which reflect financial difficulties.

For purposes subparagraph (15) above, a “financial obligation” means a (a) debt obligation; (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (c) guarantee of a debt obligation or any such derivative instrument; provided that “financial obligation” shall not include municipal securities as to which a final official statement (as defined in the Rule) has been provided to the MSRB consistent with the Rule.

The City has not undertaken to provide notice of the occurrence of any other event, except the events listed above. The City agrees that all documents provided to the MSRB under the terms of this continuing disclosure undertaking shall be in such electronic format and accompanied by such identifying information as shall be prescribed by the MSRB. The City reserves the right to modify from time to time the specific types of information provided or the format of the presentation of such information or the accounting methods in accordance with which such information is presented, to the extent necessary or appropriate in the judgment of the City, consistent with the Rule. The City agrees that such covenants are for the benefit of the registered owners of the applicable series of the Bonds (including Beneficial Owners) and that such covenants may be enforced by any registered owner or Beneficial Owner, provided that any such right to enforcement shall be limited to specific enforcement of such undertaking and any failure shall not constitute an event of default under this Ordinance. The continuing disclosure obligations of the City with regards to a series of the Bonds, as described above, shall cease when none of the Bonds of such series remain outstanding.

Section 12. Nothing in this ordinance shall be construed in such a manner as to prevent the issuance by the City of additional municipal improvement bonds payable on a parity with the Bonds and equally and ratably secured by a pledge of the Sales Tax and property tax authority as provided herein so long as the maximum annual debt service on all municipal improvement bonds of the City does not exceed the total of the City’s receipts from the Sales Tax and the amounts expected to be available for debt service as part of the City’s levy under the provisions of Section 77-3442, R.R.S. Nebraska 2018.

Section 13. The City hereby covenants to the purchasers and holders of the Bonds that it will make no use of the proceeds of said bond issue, including monies held in any sinking fund for the payment of said Bonds, which would cause said Bonds to be arbitrage bonds within the meaning of Sections 103(b) and 148 of the Internal Revenue Code of 1986, as amended, (the “Code”) and further covenants to comply with said Sections 103 and 148 and all applicable regulations thereunder throughout the term of said bond issue. The City hereby covenants and agrees to take all actions necessary under the Code to maintain the tax-exempt status of interest payable on the Bonds with respect to taxpayers generally but not including insurance companies

or corporations subject to the additional minimum tax. The City hereby designates the Bonds as its “qualified tax-exempt obligations” pursuant to Section 265(b)(3)(B)(i)(III) of the Code and covenants and warrants that it does not anticipate issuing tax-exempt obligations in calendar 2025 in an amount in excess of \$10,000,000 (taking into account the exclusion for refunding issues deemed designated as qualified tax-exempt obligations).

Section 14. If any section, paragraph, clause, or provision of this Ordinance shall be held invalid, the invalidity of such section, paragraph, clause, or provision shall not affect any of the other provisions of this Ordinance.

Section 15. All ordinances, resolutions, orders, or parts thereof in conflict with the provisions of this ordinance are to the extent of such conflict hereby repealed.

Section 16. In order to promote compliance with certain federal tax and securities laws relating to the bonds herein authorized (as well as other outstanding bonds) City has previously adopted a Post-Issuance Compliance Policy and Procedures which remains in full force and effect and is applicable to the Bonds.

Section 17. This ordinance shall be published in pamphlet form and take effect as provided by law.

PASSED AND APPROVED this _____ day of April, 2025.

Mayor

ATTEST:

City Clerk

(S E A L)

I, the undersigned, City Clerk, of the City of Waverly, Nebraska, hereby certify that the foregoing is a true and correct copy of proceedings had and done by the Mayor and Council on April ___, 2025; 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 agenda items were sufficiently descriptive to give the public reasonable notice of the matters to be considered at the meeting; that such subjects were contained in said agenda for at least twenty-four hours prior to said meeting; that at least one copy of all reproducible material discussed at the meeting was available at the meeting for examination and copying by members of the public; that the said minutes from which the foregoing proceedings have been extracted were in written form and available for public inspection within ten working days and prior to the next convened meeting of said body; that all news media requesting notification concerning meetings of said body were provided advance notification of the time and place of said meeting and the subjects to be discussed at said meeting and 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.

City Clerk

(SEAL)