Lutz, Kelsey

From: Lutz, Kelsey
Sent: Friday, July 15, 2016 9:21 AM
To: 'jolayne.holzapfel@kutakrock.com'
Subject: Omaha Public Facilities Corporation, Lse Rev Ref Bonds, 2016A & 2016B - $54,435,000
Attachments: E1378_CITY_OF_OMAHA_PUBLIC_FACILITIES_CORPORATION.PDF

The attached bond information for the Omaha Public Facilities Corporation, Lease Revenue Refunding Bonds (Omaha Baseball Stadium Project), Series 2016A and Lease Revenue Refunding Bonds (Taxable Park Eight Project), Series 2015B, in the amount of $54,435,000, was received on July 14, 2016. It is filed in Book E, page 1378.

Kelsey Lutz
Business Manager
Nebraska State Auditor's Office
State Capitol, Room 2303
Lincoln, Nebraska 68509
Phone: 402-471-2111 Fax: 402-471-3301
kelsey.lutz@nebraska.gov

-----Original Message-----
From: no-reply@egov.com [mailto:no-reply@egov.com]
Sent: Thursday, July 14, 2016 6:18 PM
To: Audits, APA; Avery, Mary; Lutz, Kelsey
Subject: New Bond Filing - City of Omaha Public Facilities Corporation

New bond filing for City of Omaha Public Facilities Corporation

Contact jolayne.holzapfel@kutakrock.com
Mail Registration Certificate to:
Kutak Rock LLP
Attention: Jolayne R. Holzapfel, Paralegal
1650 Farnam Street
Omaha Nebraska 68102

Comments 4 Series (2016 A/B/C/D) of these Bonds closed on 06/02/16. This filing is Series A ($53,355,000) & Series B ($1,080,000). Principal amt listed above is the aggregate total of all. Pls contact me immediately if you have any questions. Thank you.

CERTIFICATE OF ISSUANCE

I, the undersigned, President of the CITY OF OMAHA PUBLIC FACILITIES CORPORATION, a nonprofit corporation organized under the laws of the State of Nebraska (the "Public Facilities Corporation") DO HEREBY CERTIFY as true, complete and correct the following information for filing and recordation in the office of the Auditor of Public Accounts in accordance with Section 10-140, Reissue Revised Statutes of Nebraska, as amended:

1. ***Name of Issuer***: City of Omaha Public Facilities Corporation.

2. ***Title of Bonds***: City of Omaha Public Facilities Corporation Lease Revenue Refunding Bonds (Omaha Baseball Stadium Project), Series 2016A; Lease Revenue Refunding Bonds (Taxable Park Eight Project), Series 2016B; Lease Revenue Refunding Bonds (Library and Parking Projects), Series 2016C; and Lease Revenue Bonds (Police and Fire Projects), Series 2016D.

3. ***Form of Bonds***: Fully registered without coupons.

4. ***Aggregate Principal Amount of Bonds***: $69,030,000.

5. ***Maturity Schedule and Interest Rates***:

$53,355,000
Lease Revenue Refunding Bonds
(Omaha Baseball Stadium Project)
Series 2016A

Type	Maturity Date (June 1)	Principal Amount	Interest Rate
Serial	2020	$1,660,000	5.00%
Serial	2021	1,815,000	5.00
Serial	2022	1,975,000	5.00
Serial	2023	2,145,000	5.00
Serial	2024	2,330,000	5.00
Serial	2025	2,515,000	5.00
Serial	2026	2,710,000	4.00
Serial	2027	2,895,000	4.00
Serial	2028	3,085,000	4.00
Serial	2029	3,295,000	4.00
Serial	2030	3,505,000	4.00
Serial	2031	3,700,000	4.00
Serial	2032	3,905,000	4.00
Serial	2033	4,115,000	4.00
Serial	2034	4,335,000	4.00
Serial	2035	4,570,000	4.00
Serial	2036	4,800,000	4.00

$1,080,000
Lease Revenue Refunding Bonds
(Taxable Park Eight Project)
Series 2016B

Type	Maturity Date (October 15)	Principal Amount	Interest Rate
Term	2020	$290,000	1.522%
Term	2022	250,000	1.910
Term	2024	265,000	2.362
Term	2026	275,000	2.700

$3,505,000
Lease Revenue Refunding Bonds
(Library and Parking Projects)
Series 2016C

Type	Maturity Date (August 15)	Principal Amount	Interest Rate
Serial	2017	$375,000	2.00%
Serial	2018	385,000	2.00
Serial	2019	410,000	2.00
Serial	2020	410,000	2.00
Serial	2021	255,000	2.00
Serial	2022	255,000	3.00
Serial	2023	265,000	3.00
Serial	2024	275,000	3.00
Serial	2025	285,000	3.00
Term	2033	590,000	2.75

$11,090,000
Lease Revenue Bonds
(Police and Fire Projects)
Series 2016D

Type	Maturity Date (April 15)	Principal Amount	Interest Rate
Serial	2017	$1,010,000	3.00%
Serial	2018	815,000	0.79
Serial	2018	350,000	5.00
Serial	2019	975,000	3.00
Serial	2020	1,000,000	3.00
Serial	2021	825,000	3.00
Serial	2021	100,000	4.00
Serial	2022	100,000	1.50
Serial	2022	325,000	3.00
Serial	2023	435,000	3.00
Serial	2024	445,000	4.00
Serial	2025	465,000	4.00
Serial	2026	495,000	5.00
Serial	2027	355,000	2.00
Serial	2028	365,000	4.00
Serial	2029	380,000	4.00
Term	2031	795,000	2.625
Serial	2032	415,000	4.00
Term	2036	1,440,000	3.00

6. ***Interest Payment Dates***: Semiannually on (1) as it relates to the Series 2016A Bonds, June 1 and December 1 of each year, starting December 1, 2016; (2) as it relates to the Taxable Series 2016B Bonds, October 15 and April 15 of each year, starting October 15, 2016; (3) as it relates to the Series 2016C Bonds, August 15 and February 15 of each year, starting August 15, 2016; and (4) as it relates to the Series 2016D Bonds, April 15 and October 15 of each year, starting April 15, 2017.

7. ***Place of Bond Payment***: Principal: First National Bank of Omaha, Nebraska, as Trustee (the "Trustee"); Interest: By check, draft or wire transfer to the registered owner at his address as it appears on the Bond registration books (1) as it relates to the Series 2016A Bonds, May 15 and November 15 of each year; (2) as it relates to the Series 2016B Bonds, October 1 and April 1 of each year; and (3) as it relates to the Series 2016C Bonds, August 1 and February 1 of each year, and (4) as it relates to the Series 2016D Bonds, April 1 and October 1 of each year;. or at such other address as is furnished to the Trustee in writing by such registered owner.

8. ***Purpose of Bonds***: The Series 2016A Bonds, Series 2016B Bonds and Series 2016C Bonds will be provided to the Trustee for deposit into the Redemption Escrow Fund pursuant to the Indenture of Trust dated as of June 1, 2016 by and between the Public Facilities Corporation and the Trustee (the "Indenture") and used, respectively, to refund and redeem (i) $55,045,000 outstanding aggregate principal amount of the Corporation's Lease Revenue Bonds (Omaha Baseball Stadium Project), Series 2009, the proceeds of which the Corporation used to finance a portion of City of Omaha Baseball Stadium (now known as TD Ameritrade Park) located in Omaha, Nebraska; (ii) $1,070,000 outstanding aggregate principal amount of the Corporation's Lease Revenue Bonds (OmahaPark Projects), Taxable Series 2006B, the proceeds of which the

Corporation used to finance a portion of the OmahaPark Eight parking structure located in Omaha, Nebraska (the "Park Eight Project"); (iii) $225,000 outstanding aggregate principal amount of the Corporation's Lease Revenue Bonds (OmahaPark Projects), Series 2006A, the proceeds of which the Corporation used to finance a portion of the Park Eight Project; (iv) $1,825,000 outstanding aggregate principal amount of the Corporation's Lease Revenue Bonds (Washington Branch Library Project), Series 2005, the proceeds of which the Corporation used to finance the Washington Branch Library located at 28th Street and Ames Avenue, Omaha, Nebraska; (v) $1,025,000 outstanding aggregate principal amount of the City of Omaha Parking Facilities Corporation's (the "Parking Corporation") Lease Revenue Bonds (OmahaPark Projects), Tax-Exempt Series 2003A, the proceeds of which the Parking Corporation used to finance a portion of the Park Eight Project and certain improvements to the OmahaPark One and OmahaPark Three parking structures, all located in Omaha, Nebraska; and (vi) $870,000 outstanding aggregate principal amount of the Parking Corporation's Lease Revenue Refunding Bonds (OmahaPark Projects), Series 2005, the proceeds of which the Parking Corporation used to refinance the OmahaPark Four and OmahaPark Five parking structures located in Omaha.

The proceeds of the Series 2016D Bonds will be provided to the Trustee for deposit in an Acquisition Fund pursuant to the Indenture and used to finance on behalf of the City of Omaha, Nebraska all or a portion of the costs of acquiring, constructing, furnishing and equipping certain police vehicles, fire vehicles, police radios, park equipment, park vehicles, a street maintenance facility and a portion of a police precinct station.

[Signature Page to Follow]

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of City of Omaha Public Facilities Corporation this 2nd day of June, 2016.

CITY OF OMAHA PUBLIC FACILITIES CORPORATION

By Brook K Bench

Brook Bench
President

[Signature page to Certificate of Issuance]

Cost of Bond Issuance
City of Omaha Public Facilities Corporation
Lease Revenue Refunding Bonds, Series 2016ABC
Lease Revenue Bonds, Series 2016D

Cost Item	Paid From Bond Proceeds	Paid from Other Issuer Funds
1. Underwriter's Fee (including expenses, management fee and underwriter's discount): D.A. Davidson & Co.	**$276,120.00**	**$**
2. Bond Counsel: Kutak Rock LLP	**$ 74,930.00**	**$**
3. Other Counsel (eg. underwriter's counsel, special counsel, etc., please specify type, if any) **Name and type:**	**$-0-**	**$**
4. Financial Advisor Fee:	**$-0-**	**$**
5. Rating Agency Fee:		
Name: Standard and Poor's	**$ 34,241.00**	**$**
Name: Moody's	**$ 43,000.00**	**$**
6. Bond Insurance/Credit Enhancement Fee: **Name:**	**$**	**$**
7. Registration Fees (eg. MSRB fees, CUSIP fees, Blue Sky etc.):	**$**	**$**
8. Trustee Fees (eg. Opening trustee fee, escrow agent fee, paying agent fee): First National Bank of Omaha	**$ 7,600.00**	**$**
9. Other costs (eg. Printing costs, publication fees, cash flow fees, travel expenses, other professional fees, if any, etc.):	**$ 3,965.44**	**$2,048.23**
Total (1 through 9)	**$439,856.44**	**$2,048.23**

Form **8038**
(Rev. April 2011)
Department of the Treasury
Internal Revenue Service

Information Return for Tax-Exempt Private Activity Bond Issues

(Under Internal Revenue Code section 149(e))
▶ See separate instructions.

OMB No. 1545-0720

Part I Reporting Authority

Check if Amended Return ▶ ☐

1 Issuer's name: City of Omaha Public Facilities Corporation	2 Issuer's employer identification number: 72-1601115
3a Name of person (other than issuer) with whom the IRS may communicate about this return (see instructions)	3b Telephone number of other person shown on 3a
4 Number and street (or P.O. box if mail is not delivered to street address): 1819 Farnam Street — Room/suite	5 Report number (*For IRS Use Only*) 1
6 City, town, or post office, state, and ZIP code: Omaha, NE 68183	7 Date of issue (MM/DD/YYYY): 06/02/2016
8 Name of issue: Lease Revenue Refunding Bonds (Omaha Baseball Stadium Project) Series 2016A	9 CUSIP number: 681785 GW5
10a Name and title of officer or other employee of the issuer whom the IRS may call for more information: Paul D. Kratz, Esq., City Attorney, City of Omaha, NE	10b Telephone number of officer or other employee shown on 10a: (402) 444-5118

Part II Type of Issue (Enter the issue price)

			Issue Price
11	Exempt facility bond:		
a	Airport (sections 142(a)(1) and 142(c))	11a	
b	Docks and wharves (sections 142(a)(2) and 142(c))	11b	
c	Water furnishing facilities (sections 142(a)(4) and 142(e))	11c	
d	Sewage facilities (section 142(a)(5))	11d	
e	Solid waste disposal facilities (section 142(a)(6))	11e	
f	Qualified residential rental projects (sections 142(a)(7) and 142(d)) (see instructions)	11f	
	Meeting 20-50 test (section 142(d)(1)(A)) ☐		
	Meeting 40-60 test (section 142(d)(1)(B)) ☐		
	Meeting 25-60 test (NYC only) (section 142(d)(6)) ☐		
	Has an election been made for deep rent skewing (section 142(d)(4)(B))? ☐ Yes ☐ No		
g	Facilities for the local furnishing of electric energy or gas (sections 142(a)(8) and 142(f))	11g	
h	Facilities allowed under a transitional rule of the Tax Reform Act of 1986 (see instructions)	11h	
	Facility Type		
	1986 Act section		
i	Qualified enterprise zone facility bonds (section 1394) (see instructions)	11i	
j	Qualified empowerment zone facility bonds (section 1394(f)) (see instructions)	11j	
k	District of Columbia Enterprise Zone facility bonds (section 1400A)	11k	
l	Qualified public educational facility bonds (sections 142(a)(13) and 142(k))	11l	
m	Qualified green building and sustainable design projects (sections 142(a)(14) and 142(l))	11m	
n	Qualified highway or surface freight transfer facilities (sections 142(a)(15) and 142(m))	11n	
o	Other (see instructions)		
p	Qualified New York Liberty bonds (sections 1400L(d))	11p	
q	Other (see instructions)	11q	
12 a	Qualified mortgage bond (section 143(a))	12a	
b	Other (see instructions)	12b	
13	Qualified veterans' mortgage bond (section 143(b)) (see instructions) ▶	13	
	Check the box if you elect to rebate arbitrage profits to the United States ☐		
14	Qualified small issue bond (section 144(a)) (see instructions) ▶	14	
	Check the box for $10 million small issue exemption ☐		
15	Qualified student loan bond (section 144(b))	15	
16	Qualified redevelopment bond (section 144(c))	16	
17	Qualified hospital bond (section 145(c)) (attach schedule—see instructions)	17	
18	Qualified 501(c)(3) nonhospital bond (section 145(b)) (attach schedule—see instructions)	18	61,768,836.05
	Check box if 95% or more of net proceeds will be used **only** for capital expenditures ▶ ☒		
19	Nongovernmental output property bond (treated as private activity bond) (section 141(d))	19	
20a	Other (see instructions)		
b	New York Liberty Zone advance refunding bond (section 1400L(e)) (see instructions)	20b	
c	Other. Describe (see instructions) ▶	20c	

Part III Description of Bonds (Complete for the entire issue for which this form is being filed.)

	(a) Final maturity date	(b) Issue price	(c) Stated redemption price at maturity	(d) Weighted average maturity	(e) Yield
21	06/01/2036	$61,768,836.05	$53,355,000	13.342 years	2.2393%*

Part IV Uses of Proceeds of Issue (including underwriters' discount)

					Amount
22	Proceeds used for accrued interest			22	-0-
23	Issue price of entire issue (enter amount from line 21, column (b))			23	61,768,836.05
24	Proceeds used for bond issuance costs (including underwriters' discount)	24	337,659.28		
25	Proceeds used for credit enhancement	25	-0-		
26	Proceeds allocated to reasonably required reserve or replacement fund	26	-0-		
27	Proceeds used to currently refund prior issue (complete Part VI)	27	-0-		
28	Proceeds used to advance refund prior issue (complete Part VI)	28	61,431,176.77		
29	Add lines 24 through 28			29	61,768,836.05
30	Nonrefunding proceeds of the issue (subtract line 29 from line 23 and enter amount here)			30	-0-

Part V Description of Property Financed by Nonrefunding Proceeds

Caution: *The total of lines 31a through e below must equal line 30 above. Do not complete for qualified student loan bonds, qualified mortgage bonds, or qualified veterans' mortgage bonds.*

31	Type of Property Financed by Nonrefunding Proceeds:		Amount
a	Land	31a	
b	Buildings and structures	31b	
c	Equipment with recovery period of more than 5 years	31c	
d	Equipment with recovery period of 5 years or less	31d	
e	Other. Describe (see instructions)	31e	

32 North American Industry Classification System (NAICS) of the projects financed by nonrefunding proceeds.

	NAICS Code	Amount of nonrefunding proceeds		NAICS Code	Amount of nonrefunding proceeds
a			c		$
b		$	d		$

Part VI Description of Refunded Bonds (Complete this part only for refunding bonds.)

33 Enter the remaining weighted average maturity of the bonds to be currently refunded ► ______ years

34 Enter the remaining weighted average maturity of the bonds to be advance refunded ► 13.5308 years

35 Enter the last date on which the refunded bonds will be called ► 06/01/2019

36 Enter the date(s) the refunded bonds were issued ► 06/03/2009

Part VII Miscellaneous

37 Name of governmental unit(s) approving issue (see the instructions) ► City Council of City of Omaha approved the issue on May 3, 2016 after a public hearing held on May 3, 2016, notice of which was published on April 19, 2016.

38 Check the box if you have designated any issue under section 265(b)(3)(B)(i)(III) ► ☐

39 Check the box if you have elected to pay a penalty in lieu of arbitrage rebate ► ☐

40a Check the box if you have identified a hedge and enter the following information ► ☐

b Name of hedge provider

c Type of hedge ►

d Term of hedge ►

41 Check the box if the hedge is superintegrated ► ☐

42a Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (GIC) ►

b Enter the final maturity date of the GIC ► / /

c Enter the name of the GIC provider ►

43 Check the box if the issuer has established written procedures to ensure that all nonqualified bonds of this issue are remediated in accordance with the requirements under the Code and Regulations (see instructions) ► ☒

44 Check the box if the issuer has established written procedures to monitor the requirements of section 148 ► ☒

45a Enter the amount of reimbursement if some portion of the proceeds was used to reimburse expenditures) ► $

b Enter the date the official intent was adopted ►

46 Check the box if the issue is comprised of qualified redevelopment, qualified small issue, or exempt facilities bonds and provide name and EIN of the primary private user ► ☐

Name ►

*Combined yield for the Issuer's Lease Revenue Refunding Bonds (Omaha Baseball Stadium Project) Series 2016A, which are qualified 501(c)(3) bonds, as well as the Issuer's Lease Revenue Refunding Bonds (Library and Parking Projects), Series 2016C and Lease Revenue Bonds (Police and Fire Projects), Series 2016D, which are governmental bonds. A separate Form 8038-G is being filed for the Issuer's Lease Revenue Refunding Bonds (Library and Parking Projects), Series 2016C and Lease Revenue Bonds (Police and Fire Projects), Series 2016D.

Part VIII Volume Caps

			Amount
47	Amount of state volume cap allocated to the issuer. **Attach copy of state certification**	47	
48	Amount of issue subject to the unified state volume cap	48	0
49	Amount of issue not subject to the unified state volume cap or other volume limitations:	49	61,768,836.05
a	Of bonds for governmentally owned solid waste facilities, airports, docks, wharves, environmental enhancements of hydroelectric generating facilities, or high-speed intercity rail facilities	49a	
b	Under a carryforward election. Attach a copy of Form 8328 to this return	49b	
c	Under transitional rules of the Tax Reform Act of 1986. Enter Act section ▶	49c	
d	Under the exception for current refunding (section 146(i) and section 1313(a) of the Tax Reform Act of 1986)	49d	
50a	Amount of issue of qualified veterans' mortgage bonds	50a	
b	Enter the state limit on qualified veterans' mortgage bonds	50b	
51a	Amount of section 1394(f) volume cap allocated to issuer. **Attach copy of local government certification**	51a	
b	Name of empowerment zone ▶		
52	Amount of section 142(k)(5) volume cap allocated to issuer. **Attach copy of state certification.**	52	

Signature and Consent

Under penalties of perjury, I declare that I have examined this return, and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that I consent to the IRS's disclosure of the issuer's return information, as necessary to process this return, to the person that I have authorized above.

▶ Andrew Brott 6/02/2016 ▶ Andrew Brott Secretary/Treasurer

Signature of issuer's authorized representative Date Type or print name and title

Paid Preparer Use Only

Print/Type Preparer's name	Preparer's signature	Date	Check ☐ if self-employed	Preparer's PTIN
John K. McGill	John K. McGill	6/02/2016		P01086212
Firm's name: Kutak Rock LLP		EIN 47:0597598		
Firm's address: 1650 Farnam Street, Omaha, NE 68102		Phone no. (402) 346-6000		

4822-1483-1666.2

SCHEDULE TO FORM 8038
PROJECTED USERS

1. City of Omaha, Nebraska (EIN: 47-6006304)

2. Metropolitan Entertainment and Convention Authority (MECA) (EIN: 91-1846837)*

3. College World Series of Omaha, Inc. (EIN: 47-6042402)*

4. National Collegiate Athletic Association (EIN: 44-0567264)*

5. Creighton University (EIN: 47-0376583)*

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* Section 501(c)(3) organization.