Lutz, Kelsey

From: Lutz, Kelsey
Sent: Friday, July 15, 2016 9:59 AM
To: 'jolayne.holzapfel@kutakrock.com'
Subject: Omaha Public Facilities Corporation, Lse Rev Ref Bonds, 2016C & Lse Rev Bonds, 2016D - $14,595,000
Attachments: E1379_CITY_OF_OMAHA_PUBLIC_FACILITIES_CORPORATION.PDF

The attached bond information for the Omaha Public Facilities Corporation, Lease Revenue Refunding Bonds (Library and Parking Projects), Series 2016C and Lease Revenue Bonds (Police and Fire Projects), Series 2016D, in the amount of $14,595,000, was received on July 14, 2016. It is filed in Book E, page 1379.

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 6:24 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 C ($3,505,000) & Series D ($11,090,000). 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-G** (Rev. September 2011) Department of the Treasury Internal Revenue Service

Information Return for Tax-Exempt Governmental Obligations

▶ Under Internal Revenue Code section 149(e)

▶ See separate instructions.

Caution: *If the issue price is under $100,000, use Form 8038-GC.*

OMB No. 1545-0720

Part I Reporting Authority — If **Amended Return**, check here ▶ ☐

1 Issuer's name City of Omaha Public Facilities Corporation	2 Issuer's employer identification number (EIN) 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) — Room/suite 1819 Farnam Street	5 Report number (*For IRS Use Only*) 3
6 City, town, or post office, state, and ZIP code Omaha, NE 68183	7 Date of issue June 2, 2016
8 Name of issue Lease Revenue Refunding Bonds (Library and Parking Projects), Series 2016C and Lease Revenue Bonds (Police and Fire Projects), Series 2016D	9 CUSIP number 681785 HS3
10a Name and title of officer or other employee of the issuer whom the IRS may call for more information (see instructions) Paul D. Kratz, Esq. City Attorney 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). See instructions and attach schedule.

11 Education	11		
12 Health and hospital	12		
13 Transportation	13		
14 Public safety	14		
15 Environment (including sewage bonds)	15		
16 Housing	16		
17 Utilities	17		
18 Other. Describe ▶ New Money and Current and Advance Refunding of Prior Bonds	18	15,539,907	30
19 If obligations are TANs or RANs, check only box 19a ▶ ☐			
If obligations are BANs, check only box 19b ▶ ☐			
20 If obligations are in the form of a lease or installment sale, check box ▶ ☐			

Part III Description of Obligations. 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	04/15/2036	$15,539,907.30	$14,595,000.00	7.607 years	2.2393%*

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

22 Proceeds used for accrued interest			22	0	00
23 Issue price of entire issue (enter amount from line 21, column (b))			23	15,539,907	30
24 Proceeds used for bond issuance costs (including underwriters' discount)	24 91,060	20			
25 Proceeds used for credit enhancement	25 0	00			
26 Proceeds allocated to reasonably required reserve or replacement fund	26 0	00			
27 Proceeds used to currently refund prior issues	27 3,413,501	61			
28 Proceeds used to advance refund prior issues	28 229,824	49			
29 Total (add lines 24 through 28)			29	3,734,386	30
30 Nonrefunding proceeds of the issue (subtract line 29 from line 23 and enter amount here)			30	11,805,521	00

Part V Description of Refunded Bonds. Complete this part only for refunding bonds.

31 Enter the remaining weighted average maturity of the bonds to be currently refunded ▶ 5.7419 (See Schedule I)

32 Enter the remaining weighted average maturity of the bonds to be advance refunded ▶ 7.1250 (See Schedule I)

33 Enter the last date on which the refunded bonds will be called (MM/DD/YYYY) ▶ 10/15/2016

34 Enter the date(s) the refunded bonds were issued ▶ (MM/DD/YYYY) See Schedule I

*Combined yield for 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, as well as the Issuer's Lease Revenue Refunding Bonds (Omaha Baseball Stadium Project) Series 2016A, which are qualified 501(c)(3) bonds. A separate Form 8038 is being filed for the Issuer's Lease Revenue Refunding Bonds (Omaha Baseball Stadium Project) Series 2016A.

Part VI Miscellaneous

35	Enter the amount of the state volume cap allocated to the issue under section 141(b)(5)	35		
36a	Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (GIC) (see instructions)	36a		
b	Enter the final maturity date of the GIC ▶			
c	Enter the name of the GIC provider ▶			
37	Pooled financings: Enter the amount of the proceeds of this issue that are to be used to make loans to other governmental units	37		

38a If this issue is a loan made from the proceeds of another tax-exempt issue, check box ▶ ☐ and enter the following information:

b Enter the date of the master pool obligation ▶

c Enter the EIN of the issuer of the master pool obligation ▶

d Enter the name of the issuer of the master pool obligation ▶

39 If the issuer has designated the issue under section 265(b)(3)(B)(i)(III) (small issuer exception), check box ▶ ☐

40 If the issuer has elected to pay a penalty in lieu of arbitrage rebate, check box ▶ ☐

41a If the issuer has identified a hedge, check here ▶ ☐ and enter the following information:

b Name of hedge provider ▶

c Type of hedge ▶

d Term of hedge ▶

42 If the issuer has superintegrated the hedge, check box ▶ ☐

43 If the issuer has established written procedures to ensure that all nonqualified bonds on this issue are remediated according to the requirements under the Code and Regulations (see instructions), check box ▶ ☒

44 If the issuer has established written procedures to monitor the requirements of section 148, check box ▶ ☒

45a If some portion of the proceeds was used to reimburse expenditures, check here ▶ ☒ and enter the amount of reimbursement ▶ See Schedule II

b Enter the date the official intent was adopted ▶ See Schedule II

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.

▶ [signature] 06/02/2016 ▶ 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	PTIN
John K. McGill, Esq.	[signature]	06/02/2016	☐	P01086212
Firm's name ▶ Kutak Rock LLP			Firm's EIN ▶ 47:0597598	
Firm's address ▶ 1650 Farnam Street, Omaha, NE 68102			Phone no. 402-346-6000	

SCHEDULE I
to Form 8038

Refunded Bonds

Bond Component	Date	Principal	Coupon	Price	Issue Price
Ser 2003A Pkg FC Omaha Pk (call 3/1/13):					
TERM18	03/01/2017	40,000.00	4.250%	99.341	39,736.40
TERM18	03/01/2018	40,000.00	4.250%	99.341	39,736.40
TERM23	03/01/2019	45,000.00	4.650%	99.355	44,709.75
TERM23	03/01/2020	45,000.00	4.650%	99.355	44,709.75
TERM23	03/01/2021	50,000.00	4.650%	99.355	49,677.50
TERM23	03/01/2022	50,000.00	4.650%	99.355	49,677.50
TERM23	03/01/2023	55,000.00	4.650%	99.355	54,645.25
TERM33	03/01/2024	55,000.00	4.800%	98.900	54,395.00
TERM33	03/01/2025	60,000.00	4.800%	98.900	59,340.00
TERM33	03/01/2026	60,000.00	4.800%	98.900	59,340.00
TERM33	03/01/2027	65,000.00	4.800%	98.900	64,285.00
TERM33	03/01/2028	70,000.00	4.800%	98.900	69,230.00
TERM33	03/01/2029	70,000.00	4.800%	98.900	69,230.00
TERM33	03/01/2030	75,000.00	4.800%	98.900	74,175.00
TERM33	03/01/2031	80,000.00	4.800%	98.900	79,120.00
TERM33	03/01/2032	80,000.00	4.800%	98.900	79,120.00
TERM33	03/01/2033	85,000.00	4.800%	98.900	84,065.00
		1,025,000.00			1,015,192.55
Ser 2005 Wash Br Library LR (call 8/15/15):					
TERM20	08/15/2016	150,000.00	4.000%	98.000	147,000.00
TERM20	08/15/2017	160,000.00	4.000%	98.000	156,800.00
TERM20	08/15/2018	165,000.00	4.000%	98.000	161,700.00
TERM20	08/15/2019	170,000.00	4.000%	98.000	166,600.00
TERM20	08/15/2020	175,000.00	4.000%	98.000	171,500.00
TERM25	08/15/2021	185,000.00	4.300%	99.328	183,756.80
TERM25	08/15/2022	190,000.00	4.300%	99.328	188,723.20
TERM25	08/15/2023	200,000.00	4.300%	99.328	198,656.00
TERM25	08/15/2024	210,000.00	4.300%	99.328	208,588.80
TERM25	08/15/2025	220,000.00	4.300%	99.328	218,521.60
		1,825,000.00			1,801,846.40
UNREFUNDED Ser 2005C Omaha Park Proj (call 8/15/15):					
TERM20	08/15/2016	160,000.00	4.000%	98.000	156,800.00
TERM20	08/15/2017	170,000.00	4.000%	98.000	166,600.00
TERM20	08/15/2018	175,000.00	4.000%	98.000	171,500.00
TERM20	08/15/2019	180,000.00	4.000%	98.000	176,400.00
TERM20	08/15/2020	185,000.00	4.000%	98.000	181,300.00
		870,000.00			852,600.00
Ser 2006A PFC Omaha Pk Proj (call 10/15/15):					
TERM26	10/15/2019	25,000.00	4.500%	105.779	26,444.75
TERM26	10/15/2020	25,000.00	4.500%	105.779	26,444.75
TERM26	10/15/2021	25,000.00	4.500%	105.779	26,444.75
TERM26	10/15/2022	25,000.00	4.500%	105.779	26,444.75
TERM26	10/15/2023	30,000.00	4.500%	105.779	31,733.70
TERM26	10/15/2024	30,000.00	4.500%	105.779	31,733.70
TERM26	10/15/2025	30,000.00	4.500%	105.779	31,733.70
TERM26	10/15/2026	35,000.00	4.500%	105.779	37,022.65
		225,000.00			238,002.75

	Last Call Date	Issue Date	Remaining Weighted Average Maturity
Ser 2003A Pkg FC Omaha Pk (call 3/1/13)	07/05/2016	03/11/2003	9.8753
Ser 2005 Wash Br Library LR (call 8/15/15)	07/05/2016	06/11/2005	5.0551
UNREFUNDED Ser 2005C Omaha Park Proj (call 8/15/15)	07/05/2016	06/23/2005	2.2717
Ser 2006A PFC Omaha Pk Proj (call 10/15/16)	10/15/2016	12/14/2006	7.1250

SCHEDULE II

REIMBURSABLE EXPENDITURES

DATES OF OFFICIAL INTENT RESOLUTIONS	REIMBURSEMENT AMOUNT
September 30, 2014	$2,551,312
July 28, 2015	641,175
December 22, 2015	334,138
December 22, 2015	408,184
January 27, 2015	5,453,786
July 21, 2015, August 11, 2015, and August 18, 2015	694,926
Total	$10,083,521