Lutz, Kelsey

From: Lutz, Kelsey
Sent: Monday, April 29, 2019 10:48 AM
To: 'Holzapfel, Jolayne R.'
Subject: Omaha, Redev Prjct Rev Bond, 2019A, 2019B, 2019C - $22,627,138
Attachments: E2764_CITY_OF_OMAHA__NEBRASKA.pdf

The attached bond information for the City of Omaha, Redevelopment Project Revenue Bond (Blackstone Hotel), Series 2019A, in the amount of $13,455,000, Redevelopment Project Revenue Bond (Blackstone Hotel), Series 2019B, in the amount of $4,672,138, and Redevelopment Project Revenue Bond (Blackstone Hotel), Series 2019C, in the amount of $4,500,000, was received on April 26, 2019. It is filed in Book E, page 2764.

Kelsey Lutz
Business Manager
Nebraska Auditor of Public Accounts
State Capitol, Suite 2303
Lincoln, Nebraska 68509
Phone: 402-471-2111 Fax: 402-471-3301
kelsey.lutz@nebraska.gov

-----Original Message-----
From: no-reply@egov.com <no-reply@egov.com>
Sent: Friday, April 26, 2019 1:32 PM
To: Audits, APA <apa.audits@nebraska.gov>; Avery, Mary <mary.avery@nebraska.gov>; Lutz, Kelsey <kelsey.lutz@nebraska.gov>; Patterson, Kali <Kali.Patterson@nebraska.gov>
Subject: New Bond Filing - City of Omaha, Nebraska

New bond filing for City of Omaha, Nebraska

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

Comments Please contact me immediately if you have any questions or cannot complete this filing. Thank you.

CERTIFICATE OF ISSUANCE

I, the undersigned Finance Director of the City of Omaha, Nebraska, 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, Nebraska.

2. *Title of Bonds*: $13,455,000, Redevelopment Project Revenue Bond, (Blackstone Hotel), Series 2019A; $4,672,138 Redevelopment Project Revenue Bond, (Blackstone Hotel), Taxable Series 2019B; and $4,500,000 Redevelopment Project Revenue Bond, (Blackstone Hotel), Subordinate Series 2019C.

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

4. *Maturity Schedule and Interest Rates*:

Title of Bond	Principal Amount	Date of Maturity	Rate of Interest
2019A Bond	$13,455,000	December 1, 2058	6.75%
2019B Bond	$4,672,138	December 1, 2052	8.00%
2019C Bond	$4,500,000	December 1, 2061	8.00%

5. ***Interest Payment Dates***: (i) with respect to the 2019A Bond, June 1 and December 1 for each year, commencing on June 1, 2019, (ii) with respect to the 2019B Bond, June 1 and December 1 for each year, commencing December 1, 2020, and (iii) with respect to the 2019C Bond, each December 1 for each year, commencing December 1, 2019.

6. ***Place of Bond Payment***: Principal: First National Bank of Omaha, Stop 8144, 14010 FNB Parkway, Omaha, Nebraska 68197, as Paying Agent and Registrar; Interest: By wire transfer, check or draft mailed to the registered owner at his or her address as it appears on the Bond registration books as of the 10th calendar day preceding the next interest payment date.

7. ***Purpose of Bonds***: Provide funds for use by the City of Omaha to pay a part of the cost of financing certain improvements in connection with a redevelopment project within the City.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, I have executed this Certificate this 15th day of March, 2019.

By Stephen B Curtiss

Stephen Curtiss
Finance Director

[Signature page to Certificate of Issuance]

4824-2595-1113

Cost of Bond Issuance
Redevelopment Project Revenue Bond (Blackstone Hotel) Series 2019A
Redevelopment Project Revenue Bond (Blackstone Hotel) Taxable Series 2019B
Redevelopment Project Revenue Bond (Blackstone Hotel) Subordinate Series 2019C

Cost Item	Paid From Bond Proceeds	Paid from Other Issuer Funds
1. Placement Agent Fee (including expenses, management fee and underwriter's discount): First National Capital Markets, Inc. and Robert W. Baird	**$135,250.00**	**$**
2. Bond Counsel: Kutak Rock LLP	**$ 75,000.00**	**$**
3. Other Counsel (eg. underwriter's counsel, special counsel, etc., please specify type, if any) **Name and type:** Squire Patton Boggs, Placement Agent Counsel	**$ 30,000.00**	**$**
4. Financial Advisor Fee:	**$**	**$**
5. Rating Agency Fee:		
Name:	**$**	**$**
Name:	**$**	**$**
6. Bond Insurance/Credit Enhancement Fee: **Name:**	**$**	**$**
7. Registration Fees (eg. MSRB fees, CUSIP fees, Blue Sky etc.):	**$**	**$**
8. Trustee Fees (eg. Opening trustee fee, escrow agent fee, paying agent fee): First National Bank of Omaha	**$ 4,500.00**	**$**
9. Other costs: Revenue Consultant	**$ 5,825.00**	**$**
Total (1 through 9)	**$250,575.00**	**$**

Form **8038-G**
(Rev. September 2018)
Department of the Treasury
Internal Revenue Service

Information Return for Tax-Exempt Governmental Bonds

▶ **Under Internal Revenue Code section 149(e)**
▶ **See separate instructions.**
Caution: *If the issue price is under $100,000, use Form 8038-GC.*
▶ **Go to** ***www.irs.gov/F8038G*** **for instructions and the latest information.**

OMB No. 1545-0720

Part I Reporting Authority

If **Amended Return**, check here ▶ ☐

1 Issuer's name *City of Omaha, Nebraska*		2 Issuer's employer identification number (EIN) *47-6006304*
3a Name of person (other than issuer) with whom IRS may communicate about return		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 *C*	5 Report number (*For IRS Use Only*) 3
6 City, town, or post office, state, and ZIP code *Omaha, Nebraska 68183*		7 Date of issue *03/15/2019*
8 Name of issue *Redevelopment Project Revenue Bonds (Blackstone Hotel), Series 2019A and Subordinate Series 2019C*		9 CUSIP number *68180F AA3*
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*		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 ▶ *General City Redevelopment Project*	18	*$17,503,719*	*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 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	*12/01/2061*	*$ 17,503,719.30*	*$17,955,000*	*35.064 years*	*VR*

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	*$17,503,719*	*30*
24 Proceeds used for bond issuance costs (including underwriters' discount)	24	*$250,575*	*00*			
25 Proceeds used for credit enhancement	25	*$0*	*00*			
26 Proceeds allocated to reasonably required reserve or replacement fund	26	*$635,162*	*50*			
27 Proceeds used to refund prior tax-exempt bonds. Complete Part V.	27	*$0*	*00*			
28 Proceeds used to refund prior taxable bonds. Complete Part V.	28	*$0*	*00*			
29 Total (add lines 24 through 28)				29	*$885,737*	*50*
30 Nonrefunding proceeds of the issue (subtract line 29 from line 23 and enter amount here)				30	*$16,617,981*	*80*

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

31 Enter the remaining weighted average maturity of the tax-exempt bonds to be refunded ▶ ____________

32 Enter the remaining weighted average maturity of the taxable bonds to be refunded ▶ ____________

33 Enter the last date on which the refunded tax-exempt bonds will be called (MM/DD/YYYY) ▶ ____________

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

Part VI Miscellaneous

35	Enter the amount of the state volume cap allocated to the issue under section 141(b)(5)	35	$0	00
36a	Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (GIC) (see instructions)	36a	$0	00
b	Enter the final maturity date of the GIC ▶ (MM/DD/YYYY) ______			
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	$0	00

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 ▶ (MM/DD/YYYY) ______

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 ▶ *$0.00*

b Enter the date the official intent was adopted ▶ (MM/DD/YYYY) ______

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] *03/15/2019* ▶ *Stephen Curtiss, Finance Director*

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
Matthias M. Edrich, Esq.	Matthias [signature]	*03/15/2019*		*P01622055*
Firm's name ▶ *Kutak Rock LLP*			Firm's EIN ▶ *47-0597598*	
Firm's address ▶ *1801 California Street, Suite 3000, Denver, Colorado 80202*			Phone no.: *(303) 297-2400*	

4843-2107-6106

Schedule to Form 8038-G
Page 1 of 1

Name of Taxpayer: City of Omaha, Nebraska
EIN of Taxpayer: 47-6006304
Name of Issue: Redevelopment Project Revenue Bonds (Blackstone Hotel), Series 2019A and Subordinate Series 2019C

Information for Part II:

Organization that is to use proceeds of issue:

- Name of Organization: *BSHO, LLC (nongovernmental entity)*
- Employer Identification Number: *82-2902476*
- Summary of Use: *Redeveloper and initial expected owner of financed project*