From: Kniss, Danielle
Sent: Wednesday, December 24, 2014 1:00 PM
To: 'jolayne.holzapfel@kutakrock.com'
Subject: E688, City of Omaha, Various Purpose and Refunding Bonds Series 2014A - $29,215,000.00, General Obligation Refunding Bonds, Series 2014B - $41,020,000.00
Attachments: E688_City_of_Omaha.pdf

The attached bond information for the City of Omaha, Various Purpose and Refunding Bonds, Series 2014A, in the amount of $29,215,000.00, and General Obligation Refunding Bonds, Series 2014B, in the amount of $41,020,000.00, was received on December 24, 2014. It is filed in Book E, page 688.

Danielle Kniss
Administrative Assistant
Auditor of Public Accounts
Room 2303, State Capitol
Lincoln, NE 68509
Phone 402-471-2111
danielle.kniss@nebraska.gov

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*: $29,215,000 City of Omaha, Nebraska Various Purpose and Refunding Bonds, Series 2014A and $41,020,000 City of Omaha, Nebraska General Obligation Refunding Bonds, Series 2014B.

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

4. *Aggregate Principal Amount of Bonds*: $29,215,000 Series 2014A and $41,020,000 Series 2014B.

5. *Maturity Schedules and Interest Rates*:

Various Purpose and Refunding Bonds
Series 2014A

Maturity (November 15)	Amount	Interest Rate	Maturity (November 15)	Amount	Interest Rate
2015	$2,410,000	2.00%	2023	$1,320,000	5.00%
2016	2,440,000	3.00	2024	1,110,000	5.00
2017	2,585,000	3.00	2025	200,000	4.00
2018	2,120,000	4.00	2025	725,000	5.00
2019	2,120,000	4.00	2026	925,000	5.00
2020	1,650,000	4.00	2027	920,000	5.00
2021	2,385,000	4.00	2030	920,000	3.00
2022	1,865,000	5.00			

$1,840,000 3.00% Term Bond Due November 15, 2029
$3,680,000 3.25% Term Bond Due November 15, 2034

General Obligation Refunding Bonds
Series 2014B

Maturity (November 15)	Amount	Interest Rate	Maturity (November 15)	Amount	Interest Rate
2016	$ 605,000	3.00%	2024	$4,100,000	5.00%
2017	1,275,000	1.25	2025	4,025,000	5.00
2018	1,795,000	4.00	2026	3,755,000	5.00
2019	1,900,000	4.00	2027	3,070,000	5.00
2020	1,755,000	5.00	2028	1,565,000	5.00
2021	4,485,000	5.00	2029	755,000	5.00
2022	6,780,000	5.00	2030	405,000	5.00
2023	4,290,000	5.00	2031	460,000	5.00

6. *Interest Payment Dates*: Semiannually, on May 15 and November 15 of each year, commencing May 15, 2014. Interest accrues from November 10, 2014

7. *Original Issue Date*: November 10, 2014.

8. *Place of Bond Payment*: Principal: First National Bank of Omaha, Omaha, Nebraska, 16th and Dodge Streets, Omaha, Nebraska, as Paying Agent and Registrar; Interest: By check or draft mailed to the registered owner at his address as it appears on the Bond registration books as of November 1 and May 1.

9. *Purpose of Bonds*. Provide funds for use by the City of Omaha to finance the (i) acquisition or construction of various street and highway, public facility, public safety, parks and recreation facility, and sewer improvements and (ii) the current refunding and advance refunding of certain indebtedness assumed upon the annexation by the City of Omaha of 16 Douglas County sanitary and improvement districts and certain outstanding general obligation debt previously issued by the City.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, I have executed this Certificate this 10th day of November, 2014.

By ______________________________
Stephen B. Curtiss
Finance Director

[Signature page to Certificate of Issuance]

Cost of Bond Issuance
Various Purpose and Refunding Bonds, Series 2014A
General Obligation Refunding Bonds, Series 2014B

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.	**$270,404.75**	**$**
2. Bond Counsel: Kutak Rock LLP	**$ 76,311.54**	**$**
3. Other Counsel (eg. underwriter's counsel, special counsel, etc., please specify type, if any) **Name and type:**	**$**	**$**
4. Financial Advisor Fee:	**$**	**$**
5. Rating Agency Fee: **Name:** Standard and Poor's **Name:** Moody's	 **$ 30,000.00** **$ 35,625.00**	 **$** **$**
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	**$ 6,600.00**	**$**
9. Other costs (eg. Printing costs, publication fees, cash flow fees, travel expenses, other professional fees, if any, etc.):	**$ 7,998.65**	**$**
Total (1 through 9)	**$426,939.94**	**$**

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, Nebraska	**2** Issuer's employer identification number (EIN) 47:6006304
3a Name of person (other than issuer) with whom the IRS may communicate about this return (see instructions) Al Herink, City of Omaha Comptroller	**3b** Telephone number of other person shown on 3a (402) 444-5415
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*) 3
6 City, town, or post office, state, and ZIP code Omaha, NE 68183	**7** Date of issue November 10, 2014
8 Name of issue City of Omaha, Nebraska Various Purpose and Refunding Bonds, Series 2014A and General Obligation Refunding Bonds, Series 2014B	**9** CUSIP number 681712 H81-M85[1]
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 ▶ New Money and Current and Advance Refunding of Public Infrastructure Bonds	18	81,365,959	75
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	11/15/2034	$81,365,959.75	$70,235,000.00	8.8023 years	2.2861%

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	81,365,959	75
24 Proceeds used for bond issuance costs (including underwriters' discount)	24	421,639	75			
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	11,101,927	85			
28 Proceeds used to advance refund prior issues	28	49,035,479	16			
29 Total (add lines 24 through 28)				29	60,559,046	76
30 Nonrefunding proceeds of the issue (subtract line 29 from line 23 and enter amount here)				30	20,806,912	99

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 ▶ 4.0037 (See Schedule I)
32 Enter the remaining weighted average maturity of the bonds to be advance refunded ▶ 8.9772(See Schedule I)
33 Enter the last date on which the refunded bonds will be called (MM/DD/YYYY) ▶ 10/15/2018
34 Enter the date(s) the refunded bonds were issued ▶ (MM/DD/YYYY) See Schedule I

[1] CUSIP of bond with latest maturity is 681712 K87.

4826-1398-0448.1

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 ► $10,437,510

b Enter the date the official intent was adopted ► May 11, 2010

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] 12/12/2014 ► Stephen B. 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
John K. McGill, Esq.	[signature]	12/12/2014	☐	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

City of Omaha, Nebraska Various Purpose and Refunding Bonds, Series 2014A and General Obligation Refunding Bonds, Series 2014B

	Last Call Date	Issue Date	Remaining Weighted Average Maturity
Ser 03G SID#294	12/06/2014	08/15/2003	1.2752
Omaha Ser 04 VP Refg	12/10/2014	04/01/2004	4.6712
Omaha Ser 06A VP & Refg	10/15/2016	10/31/2006	9.2453
Omaha Ser 07A VP & Refg	10/15/2017	10/25/2007	10.1408
Omaha Ser '08 VP & Refg	10/15/2018	10/30/2008	10.4101
Ser 09F SID#397	12/06/2014	10/15/2009	3.0090
Ser 09J SID#376	12/06/2014	10/15/2009	2.8017
Ser 10C SID#418	05/01/2015	05/01/2010	3.5483
Ser 10E SID#407	12/15/2015	12/15/2010	5.3829
Ser 10G SID#397	11/01/2015	11/01/2010	6.8808
Ser 10H SID#295	12/06/2014	05/01/2010	4.2696
Ser 10H SID#365	08/15/2015	08/15/2010	8.9901
Ser 10H SID#366	12/15/2015	12/15/2010	4.7269
Ser 10K SID#376	10/15/2015	10/15/2010	5.5132
Ser 11C SID#436	02/15/2016	02/15/2011	10.1445
Ser 11D SID#301	01/15/2016	01/15/2011	6.4715
Ser 11D SID#422	05/15/2016	05/15/2011	9.1613
Ser 11F SID#354	01/01/2016	01/01/2011	4.7299
Ser 11F SID#370	01/15/2016	01/15/2011	3.1950
Ser 11F SID#407	12/15/2016	12/15/2011	11.4584
Ser 11G SID#373	11/15/2016	11/15/2011	6.8427
Ser 11I SID#244	03/15/2016	03/15/2011	4.4763
Ser 11I SID#365	11/15/2016	11/15/2011	12.6927
Ser 11S SID#300	05/01/2016	05/01/2011	6.4750
All Current Refunded Issues	12/10/2014		4.0037
All Advance Refunded Issues	10/15/2018		8.9772
All Refunded Issues	10/15/2018		7.9995

Amended Return Explanation

City of Omaha, Nebraska Various Purpose and Refunding Bonds, Series 2014A and General Obligation Refunding Bonds, Series 2014B

The initial Form 8038-G filed for this bond issue was prepared based on certain preliminary information which assumed that a portion of the proceeds would be used to currently refund a particular series of the issuer's obligations (the "Identified Obligations"). While portions of the proceeds of the bond issue are indeed being used to currently refund and advance refund certain of the issuer's obligations, it was subsequently determined that no proceeds would be used to refund the Identified Obligations. The amended return corrects several of the line items to account for this update.