

Board of Education Special Meeting  
Wednesday, June 1, 2022 11:30 AM

Conference Room  
1501 Front Street  
Henderson, NE 68371-8929

**Our Mission: Heartland Community School strives to provide challenging educational opportunities for ALL students to reach their highest level of excellence.**

## **Agenda**

1. Preliminary Procedures
  - 1.1. Call to Order
  - 1.2. Public Notice of the Meeting
  - 1.3. Roll Call
2. New Business
  - 2.1. Discuss, consider, and take all necessary action to adopt the Resolution authorizing the issuance of Series 2022 General Obligation Building Bonds in an amount not to exceed \$7,060,000.
  - 2.2. Review of the project scope, assumed building materials, and discussion of anticipated design and construction schedule
3. Adjournment

**ACKNOWLEDGMENT OF RECEIPT OF  
ADVANCE NOTICE OF MEETING**

The undersigned Members of the Board of Education of York County School District 0096 (Heartland Community Schools) in the State of Nebraska acknowledge receipt of advance notice of a meeting of said body, and the agenda for such meeting, held at 11:30 a.m. on Wednesday, June 1, 2022, in the conference room at the District's school building, 1501 Front Street, Henderson, Nebraska.

DATED June 1, 2022.

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June 1, 2022  
Henderson, Nebraska

A meeting of the Board of Education (the “Board”) of York County School District 0096 (Heartland Community Schools) in the State of Nebraska (the “District”) was held at 11:30 a.m. on Wednesday, June 1, 2022, in the conference room at the District’s school building, 1501 Front Street, Henderson, Nebraska. Advance publicized notice of such meeting was given in strict accordance with the provisions of Article 21, Chapter 84, Reissue Revised Statutes of Nebraska, as amended (the “Open Meetings Act”), and set forth (a) the time, date and place of this meeting, (b) that the meeting would be open to the attendance of the public and (c) that an agenda of then known subjects to be taken up at the meeting could be obtained from the office of the Superintendent of Schools (the “Superintendent”). A copy of said advance publicized notice was ordered annexed to the minutes of this meeting as Attachment 1. Each Board Member was previously furnished with a copy of said advance publicized notice, the same having been transmitted to each Board Member simultaneously with its publicizing, and a copy of their collective acknowledgment of receipt of such notice is attached to these minutes as Attachment 2. Additionally, reasonable efforts were made to provide advance notification of the meeting to all news media requesting the same of the time, date and place of the meeting.

The President of the Board, \_\_\_\_\_, presided, and the Secretary of the Board, \_\_\_\_\_, recorded the proceedings. On roll call the following Board Members were present: \_\_\_\_\_

\_\_\_\_\_.

The following Board Members were absent: \_\_\_\_\_.

A quorum being present and the meeting duly commenced, the following proceedings were had and done.

The President of the Board publicly stated to all in attendance that a current and complete copy of the Open Meetings Act was available for review and indicated the location of such copy in the room where the meeting was being held. All proceedings hereafter shown were taken while the meeting was open to the attendance of the public.

\* \* \* \* \*

(Other Proceedings)

\* \* \* \* \*

Board Member \_\_\_\_\_ introduced the following resolution and moved for its adoption, the full text of which is attached hereto as Attachment 3:

**A RESOLUTION OF THE BOARD OF EDUCATION OF YORK COUNTY SCHOOL DISTRICT 0096 (HEARTLAND COMMUNITY SCHOOLS) IN THE STATE OF NEBRASKA AUTHORIZING THE ISSUANCE AND SALE BY THE DISTRICT OF ITS GENERAL OBLIGATION SCHOOL BUILDING BONDS, SERIES 2022, IN ONE OR MORE SERIES AND IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED SEVEN MILLION SIXTY THOUSAND DOLLARS (\$7,060,000); CANVASSING THE RETURNS OF THE ELECTION HELD IN CONNECTION WITH SUCH BONDS; AUTHORIZING CERTAIN OFFICIALS TO DETERMINE THE FINAL AGGREGATE PRINCIPAL AMOUNT, MATURITIES, RATES, TERMS AND OTHER DETAILS OF SUCH BONDS; IMPOSING AN AD VALOREM TAX ON ALL TAXABLE PROPERTY WITHIN THE DISTRICT TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND THE INTEREST ON SUCH BONDS; AUTHORIZING THE DESIGNATION OF CERTAIN BONDS AS QUALIFIED TAX-EXEMPT OBLIGATIONS; AUTHORIZING THE SALE AND DELIVERY OF THE BONDS TO THE PURCHASER THEREOF; ADOPTING CERTAIN POST-ISSUANCE TAX COMPLIANCE AND DISCLOSURE POLICIES AND PROCEDURES WITH RESPECT TO THE BONDS; AUTHORIZING THE TAKING OF CERTAIN ACTIONS AND THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS; AND PRESCRIBING OTHER MATTERS RELATING THERETO.**

The foregoing Resolution having been read, Board Member \_\_\_\_\_ seconded the motion for its passage and adoption, and after discussion, the roll was called and the following Board Members voted in favor of the passage and adoption of said Resolution:

\_\_\_\_\_  
\_\_\_\_\_.

The following Board Members voted against the same: \_\_\_\_\_.

The following Board Members were absent or did not vote: \_\_\_\_\_.

Said Resolution having been voted upon favorably by a majority of the Board, the same was by the President declared passed and adopted.

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(Other Business)

\* \* \* \* \*

Motion to adjourn.

DATED June 1, 2022.

\_\_\_\_\_  
President, Board of Education

Attest:

\_\_\_\_\_  
Secretary, Board of Education

ATTACHMENT 1

AFFIDAVIT OF PUBLICATION OF NOTICE OF MEETING

ATTACHMENT 2

ACKNOWLEDGMENT OF RECEIPT OF ADVANCE NOTICE OF MEETING

ATTACHMENT 3  
BOND RESOLUTION

**A RESOLUTION OF THE BOARD OF EDUCATION OF YORK COUNTY SCHOOL DISTRICT 0096 (HEARTLAND COMMUNITY SCHOOLS) IN THE STATE OF NEBRASKA AUTHORIZING THE ISSUANCE AND SALE BY THE DISTRICT OF ITS GENERAL OBLIGATION SCHOOL BUILDING BONDS, SERIES 2022, IN ONE OR MORE SERIES AND IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED SEVEN MILLION SIXTY THOUSAND DOLLARS (\$7,060,000); CANVASSING THE RETURNS OF THE ELECTION HELD IN CONNECTION WITH SUCH BONDS; AUTHORIZING CERTAIN OFFICIALS TO DETERMINE THE FINAL AGGREGATE PRINCIPAL AMOUNT, MATURITIES, RATES, TERMS AND OTHER DETAILS OF SUCH BONDS; IMPOSING AN AD VALOREM TAX ON ALL TAXABLE PROPERTY WITHIN THE DISTRICT TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND THE INTEREST ON SUCH BONDS; AUTHORIZING THE DESIGNATION OF CERTAIN BONDS AS QUALIFIED TAX-EXEMPT OBLIGATIONS; AUTHORIZING THE SALE AND DELIVERY OF THE BONDS TO THE PURCHASER THEREOF; ADOPTING CERTAIN POST-ISSUANCE TAX COMPLIANCE AND DISCLOSURE POLICIES AND PROCEDURES WITH RESPECT TO THE BONDS; AUTHORIZING THE TAKING OF CERTAIN ACTIONS AND THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS; AND PRESCRIBING OTHER MATTERS RELATING THERETO.**

**BE IT RESOLVED BY THE BOARD OF EDUCATION OF YORK COUNTY SCHOOL DISTRICT 0096 (HEARTLAND COMMUNITY SCHOOLS) IN THE STATE OF NEBRASKA AS FOLLOWS:**

**Section 1.** The Board of Education (the “**Board**”) of York County School District 0096 (Heartland Community Schools) in the State of Nebraska (the “**District**”), hereby makes the following findings and determinations:

(a) The District is duly organized as a Class III School District under Sections 79-102 and 79-407, Reissue Revised Statutes of Nebraska, as amended; the District maintains both elementary and high school grades under the direction of a single board of education; and the District embraces territory having a population of not more than 150,000 inhabitants.

(b) Pursuant to a resolution passed by this Board on February 14, 2022 (the “**Election Resolution**”), there was submitted to the qualified electors of the District at an election held within the District in conjunction with the statewide primary election on May 10, 2022 (the “**Election**”) two propositions of issuing bonds of the District in one or more series, in the combined aggregate principal amount of not to exceed \$7,060,000.

(c) Pursuant to the Election Resolution, the first proposition submitted to the qualified voters of the District (“**Proposition 1**”) was related to issuing general obligation bonds in the aggregate principal amount of not to exceed \$5,690,000 to finance the costs of (i) constructing additions to and renovations of the District’s existing school building, including a new secure and accessible main entrance, new elementary classrooms, a new

weight room and new locker rooms, improvements to the north gymnasium, and an enclosed connection of the ag and industrial shop building to the main school building, (ii) constructing, acquiring and installing related parking and other site improvements for such building and additions, and (iii) acquiring and installing necessary furniture and apparatus for such building and additions (collectively, the “**Building Improvement Project**”), and levying and collecting annually a special levy of taxes against all the taxable property in the District sufficient in rate and amount to pay the principal of, premium, if any, and interest on said bonds.

(d) Pursuant to the Election Resolution, the second proposition submitted to the qualified voters of the District (“**Proposition 2**”) was related to issuing general obligation bonds in the aggregate principal amount of not to exceed \$1,370,000 to finance the costs of constructing, equipping and furnishing an addition, including related parking and site improvements, to the District’s existing school building to provide space for pre-kindergarten and a community daycare (collectively, the “**Preschool Project**” and together with the Building Improvement Project, the “**Project**”), and levying and collecting annually a special levy of taxes against all the taxable property in the District sufficient in rate and amount to pay the principal of, premium, if any, and interest on said bonds.

(e) A proposition for the issuance of bonds for such purposes had not been submitted to the electors of the District within the 6 months preceding the Election.

(f) Notice of the Election and the submission of such question was duly given to the qualified electors of the District by publication in the *York News Times*, a legal newspaper of general circulation within the District, said notice being published on April 13, April 20, April 27, and May 4, 2022, with the first publication being at least 20 days prior to the Election. The sample ballot regarding such question was published in the *York News Times* on May 4, 2022.

(g) The Election was held as designated in the Election Resolution and the notice, and at said Election there was submitted to the qualified electors of the District the question of issuing said bonds and levying taxes to pay the same as set out in the Election Resolution.

(h) The ballots cast at the Election were counted by the Election Commissioner of York County, Nebraska and disinterested persons appointed by said Election Commissioner. The returns of the Election and certificate of the counting board showing the results of the Election have been delivered to this Board for purpose of making a canvas thereof.

(i) The Election returns, as certified by the Election Commissioner, provide that at the Election (i) with respect to Proposition 1, 534 ballots were cast in favor of said bonds and tax, 320 ballots were cast against said bonds and tax, and 0 ballots cast were rejected and not counted, and (ii) with respect to to Proposition 2, 519 ballots were cast in favor of said bonds and tax, 330 ballots were cast against said bonds and tax, and 0 ballots case were rejected and not counted.

(j) The Board has canvassed the returns of the Election relating to both Proposition 1 and Proposition 1 and does hereby determine that a majority of all qualified electors voting on the question of said bonds and tax have voted in favor of issuing said bonds and levying the tax to pay the same.

(k) All conditions, acts and things required by law to exist or to be done precedent to the issuance of general obligation school building bonds of the District as authorized by the qualified voters at the Election in the aggregate principal amount of not to exceed \$7,060,000 do exist and have been done in due form and time as required by law.

(l) It is necessary that the District adopt (i) policies and procedures to satisfy all applicable requirements of federal income tax law in order to preserve, post-issuance, the tax-exempt status of the bonds described herein and (ii) policies and procedures to satisfy the issuance and post-issuance disclosure requirements of Rule 15c2-12 (as described herein).

**Section 2.** (a) The Board hereby authorizes the issuance and delivery or one or more series of negotiable general obligation school building bonds of the District in the aggregate principal amount not to exceed Seven Million Sixty Thousand Dollars (\$7,060,000), designated as “General Obligation School Building Bonds, Series 2022” (the “**Bonds**”) or such other designation as shall be made by the President of the Board, the Vice President of the Board and the Superintendent of Schools (each, including any person authorized to act on their behalf, an “**Authorized Officer**”), or by each individually. Unless otherwise determined by an Authorized Officer, the Bonds shall be issued only as fully registered bonds, without coupons, on the books of the Registrar and Paying Agent designated herein (the “**Registrar**”) in denominations of \$5,000 or whole multiples thereof not exceeding the principal amount due on a given date of maturity, shall be numbered consecutively from one upward in order of issuance, and shall bear interest calculated on the basis of a 360-day year consisting of twelve 30-day months.

(b) The Authorized Officers, or each individually, are authorized and directed, in the exercise of such officers’ independent judgment and absolute discretion, to hereafter, from time to time, specify, set, designate, determine, establish and appoint with respect to each series of the Bonds herein authorized, as the case may be, and in each case in accordance with and subject to the provisions of this Resolution: (i) the dated date and the delivery date, (ii) the aggregate principal amount to be issued, not exceeding the aggregate principal amount set forth in this Section 2, (iii) the dates and years in which a principal maturity shall occur and the principal amount to mature or to be paid in such year, (iv) the date of final maturity, which shall not be later than twenty-five (25) years after the date of issuance of the Bonds, (v) the date or dates upon which the Bonds shall be sold, which shall not be later than three years from the date of this Resolution, (vi) the rate or rates of interest to be carried by each maturity, such that the true interest cost of the Bonds shall not exceed 5.50%, (vii) the method by which such rates of interest shall be calculated, (viii) the dates on which interest shall be paid, (ix) the redemption dates and prices and all terms relating thereto, including the amount and maturity date of any Bonds issued as “term bonds” and the amount of each sinking fund installment therefor, and all terms relating thereto, if any; provided that any series of Bonds issued pursuant to this Resolution shall be subject to redemption not later than the fifth anniversary of their date of original issuance and delivery, (x) the form, content, terms and provisions of any bond purchase agreement entered

into by the District with an Underwriter or any loan agreement between the District and the Lender, all as set forth in Section 6 hereof, (xi) the identity of the Underwriter, the Placement Agent or the Lender of the Bonds, as applicable (each, a “**Purchaser**”) and the structure of the financing, each in accordance with Section 6 hereof; (xii) the fee of the Purchaser, which shall not be more than 1.00% of the aggregate principal amount of the Bonds, (xiii) the purchase price for the Bonds, which shall not be less than 96.00% of the aggregate principal amount of the Bonds (inclusive of the Purchaser’s fee or discount and any original issue discount), (xiv) the form and contents of any Offering Document (as defined in Section 12 hereof), (xv) the identity of the Registrar, (xvi) whether to obtain a municipal bond insurance policy or other credit enhancement feature for any series of Bonds, (xvii) the form, content, terms, and provisions of any closing and other documentation executed and delivered by the District in connection with the authorization, issuance, sale and delivery of the Bonds and (xviii) all of the other terms of the Bonds not otherwise determined or fixed by the provisions of this Resolution.

(c) (i) The Bonds shall be subject to redemption prior to maturity as determined by an Authorized Officer; provided, however, that the Bonds maturing after the date five years from their date of original issue shall be subject to redemption at the option of the District on the date that is no later than five years from their date of original issue and any date thereafter, as a whole, or in part in such principal amounts and from such maturity or maturities as the District in its sole and absolute discretion shall determine, at a redemption price equal to the principal amount so redeemed, together with the interest accrued thereon to the date fixed for redemption, with or without a premium as may be determined by such Authorized Officer. If less than all Bonds of any maturity are to be called for redemption pursuant to this Resolution, the Registrar shall select by lot the particular Bonds of such maturity to be redeemed.

(ii) The Authorized Officers, or each individually, may designate in a certificate certain Bonds as “**Term Bonds**”, portions of which are to be redeemed on such dates of the years (each such date being herein referred to as a “**Sinking Fund Payment Date**”) and in the amounts (hereinafter referred to as a “**Mandatory Sinking Fund Payment**”) set forth in such certificate. The Registrar shall select and call for redemption, in accordance with this subsection (c), from the Term Bonds the amounts specified by the Authorized Officer in the certificate, and the Term Bonds selected by the Registrar shall become due and payable on such date. If Term Bonds are redeemed at the option of the District pursuant to Section 2(c)(i), the Term Bonds so optionally redeemed may, at the option of the District, be applied as a credit against any subsequent Mandatory Sinking Fund Payment with respect to Term Bonds otherwise to be redeemed thereby, such credit to be equal to the principal amount of such Term Bonds redeemed pursuant to Section 2(c)(i), provided that the District shall have delivered to the Registrar not less than 45 days prior to such Sinking Fund Payment Date a District certificate stating its election to apply such Term Bonds as such a credit. In such case, the Registrar shall reduce the amount of Term Bonds to be redeemed on the Sinking Fund Payment Date specified in such District certificate by the principal amount of Term Bonds so redeemed pursuant to Section 2(c)(i). Any credit given to Mandatory Sinking Fund Payments pursuant to this subsection (c)(ii) shall not affect any subsequent Mandatory Sinking Fund Payments, which shall remain payable as otherwise provided in this subsection, unless and until another credit is given in accordance with the provisions hereof.

(iii) Bonds subject to redemption shall be redeemed in whole multiples of \$5,000. If any Bond is in a denomination in excess of \$5,000, portions of the principal amount thereof in installments of \$5,000 or any whole multiple thereof may be redeemed, and if less than all of the principal amount thereof is to be redeemed, in such case upon the surrender of such Bonds there shall be issued to the registered owner thereof without charge therefor, for the then unredeemed balance of the principal amount thereof, Bonds of like series, maturity and interest rates in any of the authorized denominations provided by this Resolution.

(iv) Notice of redemption of Bonds stating their designation, date, maturity, principal amounts and the redemption date shall be given by the Registrar by mailing such notice by first-class mail, postage prepaid, not less than 30 days prior to the date fixed for redemption to the registered owners (or such shorter period as may be acceptable to the then registered owners) at their most recent addresses appearing upon the books of the Registrar. Failure to give notice to any particular registered owner or any defect in the notice given to such owner shall not affect the validity of the proceedings calling the Bonds or the redemption of any Bonds for which proper notice has been given. Notice of redemption need not be given to the holder of any Bonds, whether registered or not, who has waived notice of redemption. Notice of redemption having been given as provided above or notice of redemption having been waived by the owners of Bonds called for redemption who have not been given such notice as provided above, the Bonds so called for redemption shall become due and payable on the designated redemption date. The District shall give written notice to the Registrar of its election to redeem Bonds at least 45 days prior to the said redemption date, or such shorter period as shall be acceptable to the Registrar. If on or before the said redemption date funds sufficient to pay the Bonds so called for redemption at the applicable redemption price and accrued interest to said date have been deposited or caused to have been deposited by the District with the Registrar for the purposes of such payment and notice of redemption thereof has been given or waived as hereinbefore provided, then from and after the date fixed for redemption interest on such Bonds so called shall cease to accrue and become payable. If such funds shall not have been so deposited with the Registrar as aforesaid no later than the date fixed for redemption, such call for redemption shall be revoked and the Bonds so called for redemption shall continue to be outstanding the same as though they had not been so called; such Bonds shall continue to bear interest until paid at such rate as they would have borne had they not been called for redemption and shall continue to be protected by this Resolution and entitled to the benefits and security hereof.

(d) Interest on the Bonds at the respective rates for each maturity is payable semiannually on each interest payment date determined in accordance with this Section 2 (each of said dates, an “**Interest Payment Date**”) from the date of original issue or the most recent Interest Payment Date, whichever is later, until maturity or earlier redemption by check or draft mailed by the Registrar or its successor on such Interest Payment Date to the registered owner of each Bond at such registered owner’s address as it appears on the bond register maintained by the Registrar or its successor as of the close of business on the 15<sup>th</sup> day (whether or not a business day) immediately preceding each Interest Payment Date (the “**Record Date**”) subject to the provisions of the following paragraph. The principal on the Bonds and the interest due at maturity or upon redemption prior to maturity is payable in lawful money of the United States of

America to the registered owners thereof upon presentation and surrender of such Bonds to the Registrar at its designated corporate trust office.

If any 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 Registrar whenever moneys for the purpose of paying such defaulted interest become available.

If the date for payment of the principal of or the interest on the Bonds shall be a Saturday, Sunday, legal holiday or day on which banking institutions in the city in which the designated corporate trust office of the Registrar is located are authorized by law or executive order to close, the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or 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 payment date.

(e) The Bonds shall be executed on behalf of the District by the manual or facsimile signatures of the President and the Secretary of the Board (including such other persons authorized to sign on their behalf). In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds shall cease to be such officer before the delivery of any Bonds, such signature or facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. Notwithstanding such execution, no Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Resolution unless and until a certificate of authentication on such Bond has been duly executed by the manual signature of an authorized representative of the Registrar. Certificates of authentication on different Bonds need not be signed by the same representative. The executed certificate of authentication on each Bond shall be conclusive evidence that it has been authenticated and delivered under this Resolution.

(f) If any Bond is mutilated, lost, stolen or destroyed, the District shall execute a new Bond of like date, maturity and denomination to that mutilated, lost, stolen, or destroyed, provided that, in the case of any mutilated Bond, such mutilated Bond shall first be surrendered to the Registrar and, in the case of any lost, stolen, or destroyed Bonds, there first shall be furnished to the Registrar evidence of such loss, theft, or destruction satisfactory to the Registrar, together with an indemnity satisfactory to it. If such Bond shall have matured, instead of issuing a duplicate Bond, the District may pay the same without surrender thereof upon the performance of such requirements as it deems fit for its protection, including a lost instrument bond. The District and the Registrar may charge the owner of such Bond with their reasonable fees and expenses for such service.

(g) Unless otherwise directed by the Purchaser, the Bonds shall be issued initially as “book-entry-only” bonds under the services of The Depository Trust Company (the “**Depository**”), with one typewritten bond per maturity being issued to the Depository. In such connection the officers of the District are authorized to execute and deliver a Letter of Representations (the “**Letter of Representations**”) in the form required by the Depository, for and on behalf of the District, which shall thereafter govern matters with respect to registration, transfer, payment and redemption of the Bonds. If the Bonds are issued as “book-entry-only” bonds, the following provisions shall apply:

(i) The District and the 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:

(A) 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,

(B) 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

(C) 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 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 (v) below.

(ii) Upon receipt by the Registrar of written notice from the Depository to the effect that the Depository is unable or unwilling to discharge its responsibilities, the Registrar shall issue, transfer and exchange Bonds requested by the Depository in appropriate amounts. Whenever the Depository requests the Registrar to do so, the Registrar will cooperate with the Depository in taking appropriate action after reasonable notice (A) to arrange, with the prior written consent of the District, for a substitute depository willing and able upon reasonable and customary terms to maintain custody of the Bonds or (B) to make available Bonds registered in whatever name or names as the Beneficial Owners transferring or exchanging such Bonds shall designate.

(iii) If the District determines that it is desirable that certificates representing the Bonds be delivered to the ultimate beneficial owners of the Bonds and so notifies the Registrar in writing, the 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 Registrar shall issue, transfer and exchange bond certificates representing the Bonds as requested by the Depository in appropriate amounts and in authorized denominations.

(iv) Notwithstanding any other provision of this Resolution 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.

(v) Registered ownership of the Bonds may be transferred on the books of registration maintained by the Registrar, and the Bonds may be delivered in physical form to the following:

(A) any successor securities depository or its nominee; or

(B) any person, upon (I) the resignation of the Depository from its functions as depository or (II) termination of the use of the Depository pursuant to this Section and the terms of the Registrar and Paying Agent Agreement.

(vi) 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 Resolution, the books and records of the Registrar shall govern and establish the principal amount of such Bonds 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, the District shall immediately provide a supply of printed bond certificates, duly executed by manual or facsimile signatures of the President and Secretary of the Board, for issuance upon the transfers from the Depository and subsequent transfers or in the event of partial redemption. If such supply of certificates shall be insufficient to meet the requirements of the Registrar for issuance of replacement certificates upon transfer or partial redemption, the District agrees to order printed an additional supply of such certificates and to direct their execution by manual or facsimile signatures of its then duly qualified and acting President and Secretary of the Board.

**Section 3.** (a) The Registrar designated pursuant to Section 2(b) hereof, shall serve in the capacities of registrar and paying agent under the terms of an agreement entitled “**Registrar and Paying Agent Agreement**” between the District and the Registrar. The Authorized Officers, or each individually, is hereby authorized to execute said agreement in such form as such officer shall deem appropriate or necessary. The Registrar shall have only such duties and obligations as are expressly specified by this Resolution and the Registrar and Paying Agent Agreement, and no other duties or obligations shall be implied to the Registrar, except as may be set forth in a written agreement between the District and a successor Registrar.

(b) The District reserves the right to remove the Registrar upon 30 days’ notice and upon the appointment of a successor Registrar, in which event the predecessor Registrar shall deliver all cash and Bonds in its possession to the successor Registrar and shall deliver the bond register to the successor Registrar. The Authorized Officers, or each individually, is authorized to remove the Registrar as provided herein if such officer determines such removal is in the best interest of the District. Upon such removal, the Authorized Officers, or each individually, is authorized to appoint a successor Registrar and to execute a Registrar and Paying Agent Agreement with such successor Registrar in a form substantially similar to that approved by the Board pursuant to this Resolution, but with such changes as such officer shall deem appropriate or necessary.

(c) The Registrar shall keep and maintain for the District books for the registration and transfer of the Bonds at its designated corporate trust office. 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 Registrar by surrender of such Bond for cancellation, accompanied by a written instrument of transfer, in form satisfactory to the Registrar, duly executed by the registered owner in person or by such owner's duly authorized agent, and thereupon the Registrar on behalf of the District will deliver at such 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 the transferee owner or owners, a new Bond or Bonds of the same interest rate, aggregate principal amount and maturity, bearing numbers not contemporaneously then outstanding. To the extent of the denominations authorized for the Bonds by this Resolution, 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 shall be canceled and destroyed. The Registrar may impose a charge sufficient to defray all costs and expenses incident to registrations of transfer and exchanges. In each case the Registrar shall require the payment by the owner requesting exchange or transfer of any tax or other governmental charge required to be paid with respect to such exchange or transfer. Bonds issued upon transfer or exchange of Bonds shall be dated as of the date six months preceding the Interest Payment Date next following the date of registration thereof in the office of the Registrar, unless such date of registration shall be an Interest Payment Date, in which case they shall be dated as of such date of registration; provided, however, that if, as shown by the records of the Registrar, interest on the Bonds shall be in default, the Bonds issued in lieu of Bonds surrendered for transfer or exchange may be dated as of the date to which interest has been paid in full on the Bonds surrendered; and provided further, that if the date of registration shall be prior to the first Interest Payment Date, the Bonds shall be dated as of their date of original issue. All Bonds issued upon transfer of the Bonds so surrendered shall be valid obligations of the District evidencing the same obligations as the Bonds surrendered and shall be entitled to all the benefits and protection of this Resolution to the same extent as the Bonds upon transfer of which they were delivered. The District and the 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.

(d) The Registrar shall also be responsible for making the payments of principal and interest as the same fall due upon the Bonds from funds provided by the District for such purposes. Payments of interest due upon the Bonds prior to maturity or redemption shall be made by the Registrar by mailing a check in the amount due for such interest on each Interest Payment Date to the registered owner of each Bond to such owner's registered address as shown on the books of registration as required to be maintained under this Section 3. As provided in Section 9 hereof, on or before each principal or interest due date, without further order of the Board, the Treasurer of the Board or an Authorized Officer shall transmit from the Bond Fund (hereinafter established) to the Registrar money sufficient for payment of all principal and interest then due. Payments of principal due at maturity or at any date fixed for redemption prior to maturity, together with any accrued interest then due, shall be made by the Registrar upon presentation and surrender of such Bond. The District and the Registrar may treat the registered owner of any Bonds as the absolute owner of such Bond for purposes of making payments thereon and for all other purposes. 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 District

and the Registrar in respect of the liability upon the Bonds or claims for interest to the extent of the amount or amounts so paid.

**Section 4.** The Bonds shall be in substantially the following form:

**UNITED STATES OF AMERICA  
STATE OF NEBRASKA  
  
YORK COUNTY SCHOOL DISTRICT 0096  
(HEARTLAND COMMUNITY SCHOOLS)  
GENERAL OBLIGATION SCHOOL BUILDING BOND  
SERIES 2022**

No. \_\_\_\_\_ \$ \_\_\_\_\_

<u>Interest Rate</u>	<u>Date of Maturity</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
_____%	_____, 20__	_____, 2022	_____

**REGISTERED OWNER:** CEDE & CO.

**PRINCIPAL AMOUNT:**

**YORK COUNTY SCHOOL DISTRICT 0096 (HEARTLAND COMMUNITY SCHOOLS) IN THE STATE OF NEBRASKA** (the “District”) promises to pay to the order of the Registered Owner, or its registered assigns, the Principal Amount of this Bond upon presentation and surrender hereof on or after the Date of Maturity at the corporate trust offices of \_\_\_\_\_, \_\_\_\_\_, Nebraska, as Bond Registrar and Paying Agent (the “Registrar”).

The District also promises to pay interest on said Principal Amount on \_\_\_\_\_ and \_\_\_\_\_ of each year, commencing \_\_\_\_\_, 202\_\_ (each of such dates an “Interest Payment Date”), at the Rate of Interest per annum indicated above until maturity or earlier redemption. Interest shall be calculated on the basis of a 360-day year consisting of twelve 30-day months, from the Date of Original Issue or most recent Interest Payment Date, whichever is later. Interest on this Bond prior to maturity or earlier redemption shall be paid by check or draft mailed on such Interest Payment Date to the Registered Owner at such Registered Owner’s address as it appears on the registration books of the Registrar at the close of business on the 15th day (whether or a not a business day) immediately preceding each Interest Payment Date (the “Record Date”). 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 Registrar whenever moneys for such purpose become available.

This Bond is one of an issue of fully registered bonds of the total principal amount of \_\_\_\_\_ Million \_\_\_\_\_ Hundred \_\_\_\_\_ Thousand Dollars (\$\_\_\_\_\_), of even date and like tenor herewith, except as to date of maturity, rate of interest, denomination and priority of redemption (the “Bonds”), which were authorized by more than 50% of the

ballots cast by the qualified electors of the District at an election duly called by the Board of Education and held on May 10, 2022 in conjunction with the statewide primary election. The Bonds are being issued for the purposes of financing the costs of (i) constructing additions to and renovations of the District's existing school building, including a new secure and accessible main entrance, new elementary classrooms, a new weight room and new locker rooms, improvements to the north gymnasium, and an enclosed connection of the ag and industrial shop building to the main school building, (ii) constructing, acquiring and installing related parking and other site improvements for such building and additions, (iii) acquiring and installing necessary furniture and apparatus for such aforementioned building and additions, and (iv) constructing, equipping and furnishing an addition, including related parking and site improvements, to the District's existing school building to provide space for pre-kindergarten and a community daycare.

Notice of said election was given for more than twenty days prior thereto in a legal newspaper of general circulation in the District, and at said election the question of the issuance of said Bonds and the levy of the tax to pay the same was submitted to the qualified electors of the District in compliance with Sections 10-701 et seq., Reissue Revised Statutes of Nebraska, as amended. All of said Bonds are issued pursuant to a resolution duly adopted by the Board of Education of the District on June 1, 2022 (the "Bond Resolution").

The Bonds are direct, general obligations of the District, and the full faith, credit and resources and the taxing power of the District are irrevocably pledged to the prompt payment of the principal of, premium, if any, and interest on the Bonds, as the same become due. The District shall cause to be made annually a special levy of taxes on all the taxable property in the District, in addition to all other taxes, sufficient in rate and amount to pay the principal of, premium, if any, and interest on the Bonds as and when the same become due. The District has pledged such tax levy and all receipts therefrom to the payment of the Bonds pursuant to the Bond Resolution.

The Bonds maturing on or prior to \_\_\_\_\_, 20\_\_, are not subject to redemption prior to their stated maturities. The Bonds maturing on and after \_\_\_\_\_, 20\_\_ are subject to redemption at the option of the District prior to the stated maturities thereof at any time on or after \_\_\_\_\_, 20\_\_ as a whole, or in part from time to time in such principal amounts and from such maturity or maturities as the District in its sole and absolute discretion may determine, at the redemption price of the principal amount so redeemed, together with the interest accrued on such principal amount to the date fixed for redemption. If less than all of the Bonds of a maturity are to be called for redemption, the Registrar shall select the particular Bonds of such maturity to be redeemed by lot.

[The Bonds maturing on \_\_\_\_\_, 20\_\_ are subject to mandatory redemption prior to maturity, in part, prior to their stated maturity, on the dates, in the amounts and at the prices set forth in the Bond Resolution, through the application of mandatory sinking fund payments.]

Bonds shall be redeemed in whole multiples of \$5,000. If any Bond is in a denomination in excess of \$5,000, portions of the principal amount thereof in installments of \$5,000 or whole multiples thereof may be redeemed, and if less than all of the principal amount thereof is to be redeemed, in such case upon the surrender of such Bond there shall be issued to the Registered Owner thereof without charge therefor, for the then unredeemed balance of the principal amount thereof, registered bonds of like series, maturity and interest rates in any of the authorized denominations provided by the Bond Resolution.

Notice of redemption of this Bond shall be given to the Registered Owner hereof by first-class mail, postage prepaid, not less than thirty (30) days prior to the date fixed for redemption (or such shorter period as may be acceptable to the then registered owner of the Bonds), all as more particularly set forth in the Bond Resolution; provided, however, that failure to give such notice by mailing, or any defect therein, shall not affect the validity of any proceeding for the redemption of any Bond with respect to which no such failure has occurred. Notice of redemption having been given as provided in the Bond Resolution, or notice of redemption having been waived, and funds for the payment thereof having been deposited with the Registrar, this Bond shall cease to bear interest from and after the date fixed for redemption.

The Bonds of the series of which this Bond is one are issuable as fully registered Bonds without coupons in the denomination of \$5,000 and any whole multiple thereof. Subject to the limitations and upon payment of the charges provided in the Bond Resolution, Bonds may be exchanged for a like aggregate principal amount of Bonds. This Bond is transferable by the Registered Owner or such owner's attorney duly authorized in writing at the designated corporate trust office of the Registrar in \_\_\_\_\_, Nebraska, 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 Bond Resolution, subject to the limitations therein prescribed. The District, the 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 due hereunder and for all purposes and shall not be affected by any notice to the contrary, whether this Bond be overdue or not.

If the date for payment of the principal or redemption price of or interest on this Bond shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the city in which the principal corporate trust office of the 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 date shall have the same force and effect as if made on the nominal date of payment.

[The Bonds are "qualified tax-exempt obligations" as described in Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.]

AS PROVIDED IN THE BOND RESOLUTION, 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 BOND RESOLUTION, "DTC"), AND NOTWITHSTANDING ANY OTHER PROVISIONS OF THE BOND RESOLUTION TO THE CONTRARY, A PORTION OF THE PRINCIPAL AMOUNT OF THIS BOND MAY BE PAID OR REDEEMED WITHOUT SURRENDER HEREOF TO THE 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 BOND RESOLUTION.

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED OFFICER OF DTC (A) TO THE REGISTRAR FOR REGISTRATION OF TRANSFER OR EXCHANGE OR (B) TO THE REGISTRAR FOR PAYMENT OF PRINCIPAL, AND ANY BOND ISSUED IN REPLACEMENT HEREOF OR SUBSTITUTION HEREOF 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 PERSONS IS WRONGFUL BECAUSE ONLY THE REGISTERED OWNER HEREOF, DTC OR ITS NOMINEE, HAS AN INTEREST HEREIN.

**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 did exist, did happen and were done and performed in regular and due form and time as required by law and that the indebtedness of the District, including this Bond, does not exceed any limitation imposed by law.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Bond Resolution until the certificate of authentication hereon shall have been executed by the Registrar.

**IN WITNESS WHEREOF**, the District has caused this Bond to be executed on its behalf by the original or facsimile signature of the President of its Board of Education and attested by the original or facsimile signature of the Secretary of said Board of Education, all as of the Date of Original Issue shown above.

**YORK COUNTY SCHOOL DISTRICT 0096  
(HEARTLAND COMMUNITY SCHOOLS) IN  
THE STATE OF NEBRASKA**

ATTEST:

\_\_\_\_\_  
(Sample - Do not sign)  
Secretary

\_\_\_\_\_  
(Sample - Do not sign)  
President

**CERTIFICATE OF AUTHENTICATION  
AND REGISTRATION**

This Bond is one of the Bonds of the series designated therein issued under the provisions of the Bond Resolution and has been registered to the owner named in said Bond recorded in the books of record maintained by the undersigned Registrar for said issue of Bonds.

\_\_\_\_\_  
as Bond Registrar and Paying Agent

By: \_\_\_\_\_  
Its Authorized Officer

(FORM OF ASSIGNMENT)

For value received, the undersigned 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 Registrar with full power of substitution in the premises.

Date: \_\_\_\_\_

\_\_\_\_\_  
Registered Owner

Witness: \_\_\_\_\_

Note: The signature(s) on this assignment MUST CORRESPOND with the name(s) 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 5.** (a) After being executed by the President and the Secretary of the Board, in accordance with Section 2(e) hereof, the Bonds shall be delivered to the Registrar for registration and authentication. The Superintendent of Schools shall be responsible for the delivery of the Bonds and for all other ministerial acts relating to the Bonds. The Authorized Officers, or each individually, are hereby authorized to take all actions necessary to effect the delivery of each series of the Bonds to the Purchaser inclusive of the power and authority to execute such orders, certificates, receipts and other documents as may be necessary or desirable to effect such delivery and to receive the purchase price for the Bonds.

(b) The Superintendent of Schools is directed to make and certify a transcript of the proceedings of the District precedent to the issuance of each series of bonds authorized by this Resolution, which transcript shall be delivered to the Purchaser. The Authorized Officers, or each individually, shall certify for the Nebraska Auditor of Public Accounts the taxable valuation, the number of children of school age residing in the District and the total bonded indebtedness of the District.

**Section 6.** (a) The District is authorized to sell the Bonds to Piper Sandler & Co., as original purchaser of the Bonds (the “**Underwriter**”), in accordance with Section 2 of this Resolution. Delivery of the Bonds shall be made to the Underwriter as soon as practicable after the adoption of this Resolution, upon payment therefor in accordance with the terms of sale. The District is authorized to enter into a Bond Purchase Agreement (the “**Purchase Agreement**”) between the District and the Underwriter in form and substance acceptable to the Authorized Officers, or any individually, with respect to one or more series of Bonds. Such Authorized Officer is authorized to execute the Purchase Agreement, in form and substance acceptable to such Authorized Officer, for and on behalf of the District, such officer’s signature thereon being conclusive evidence of such official’s and the District’s approval thereof. The Underwriter shall have the right to direct the registration of the Bonds and the denominations thereof within each maturity, subject to the restrictions of this Resolution. Such Underwriter and its agents, representatives and counsel (including bond counsel) are hereby authorized to take such actions

on behalf of the District 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 at closing.

(b) The District is further authorized to place the Bonds with a private purchaser (the “**Private Purchaser**”) with the assistance of Piper Sandler & Co., as placement agent of the Bonds (the “**Placement Agent**”) in accordance with Section 2 of this Resolution. The Private Purchaser shall have the right to direct the registration of the Bonds and the denominations thereof within each maturity, subject to the restrictions of this Resolution. The Placement Agent and its agents, representatives and counsel (including bond counsel) are hereby authorized to take such actions on behalf of the District as are necessary to effectuate the closing of the issuance and placement of the Bonds.

(c) The District is further authorized to (i) issue the Bonds directly to a bank or other institutional lender (the “**Lender**”) to evidence or secure a loan from such Lender to the District or (ii) enter into a loan agreement with a Lender in lieu of issuing the Bonds, in accordance with Section 2 of this Resolution and subject to the other restrictions of this Resolution. Such Lender may be identified with the assistance of the Placement Agent. The Lender shall have the right to direct the registration of the Bonds and the denominations thereof within each maturity, subject to the restrictions of this Resolution. The Placement Agent and its agents, representatives and counsel (including bond counsel) are hereby authorized to take such actions on behalf of the District as are necessary to effectuate the closing of the issuance of the Bonds.

**Section 7.** The District hereby establishes the following funds and accounts: (a) the Series 2022 Bond Fund (the “**Bond Fund**”) and (b) the Series 2022 Project Fund (the “**Project Fund**”). The foregoing funds shall be maintained by the District in accordance with the provisions of this Resolution. The Authorized Officers, or each individually, is hereby authorized to create additional sub-accounts within the foregoing fund and accounts as are necessary and appropriate to carry out the provisions of this Resolution.

**Section 8.** The proceeds from the sale of each series of Bonds, including the interest, if any, accrued on the Bonds from their date of original issue to the date of delivery and payment thereof, shall be received by the District Treasurer. The District Treasurer shall apply such proceeds as follows: (a) any accrued interest shall be deposited in the Bond Fund and (b) all remaining proceeds shall be deposited in the Project Fund to pay Project costs and costs of issuing the Bonds.

**Section 9.** (a) The District shall deposit in the Bond Fund, as and when received, all proceeds of the tax levy provided for in Section 10 hereof. All amounts paid and credited to the Bond Fund shall be expended and used by the District for the sole purpose of paying the principal of, premium, if any, and interest on the Bonds as and when the same become due, including on any redemption date, and paying the usual and customary fees and expenses of the Registrar.

(b) The Authorized Officers (or such other persons authorized to act on their behalf), or each individually, is authorized and directed to withdraw from the Bond Fund and forward to the Registrar sums sufficient to pay principal of, premium, if any, and interest on the Bonds as and when the same become due, and also to pay the charges made by the Registrar for acting in such capacity, if applicable, which charges shall be over and above the amount of the principal

of, premium, if any, and interest on the Bonds. If, through the lapse of time, or otherwise, the owners of Bonds shall no longer be entitled to enforce payment of their obligations, it shall be the duty of the Registrar to return the funds to the District. All moneys deposited with the Registrar shall be deemed to be deposited in accordance with and subject to all of the provisions contained in this Resolution.

(c) Any moneys or investments remaining in the Bond Fund after all principal of and the interest on the Bonds have been paid in full shall be transferred to the general fund of the District.

**Section 10.** The Bonds shall be direct, general obligations of the District, and the District irrevocably pledges the full faith and credit and the tax power of the District, including such special levy of taxes described in this Section and all receipts therefrom, to the prompt payment of the principal of, premium, if any, and the interest on the Bonds as the same become due. The District represents, warrants and covenants that it shall cause to be levied and collected annually a special levy of taxes on all the taxable property in the District, without limitation as to rate or amount, to pay the interest on, premium, if any, and the principal of the Bonds as and when such interest, premium, and principal, respectively, become due, which taxes shall be in excess of and in addition to all other taxes now or hereafter authorized to be levied by the District. Such tax levy and all receipts therefrom to all payments due on the Bonds are pledged to the payment of debt service on the Bonds. The District further agrees to direct the application of such tax levy moneys held by the County Treasurer of York County and the county treasurer of any other county in which portions of the District may lie to the payment of the Bonds so that not later than each maturity date and/or Interest Payment Date with respect to the Bonds, there shall be on hand with the Registrar sufficient funds to make the payments of principal of, premium, if any, and interest on the Bonds as they fall due.

**Section 11.** (a) The District covenants and agrees that (i) it will comply with all applicable provisions of the Internal Revenue Code of 1986, as amended (the “Code”), including Sections 103 and 141 through 150, necessary to maintain the exclusion from gross income for federal income tax purposes of the interest on the Bonds and (ii) it will not use or permit the use of any proceeds of the Bonds or any other funds of the District nor take or permit any other action, or fail to take any action, if any such action or failure to take action would adversely affect the exclusion from gross income of the interest on the Bonds. In addition, the District will adopt such other resolutions and take such other actions as may be necessary to comply with the Code and with all other applicable future laws, regulations, published rulings and judicial decisions, in order to ensure that the interest on the Bonds will remain excluded from federal gross income, to the extent any such actions can be taken by the District.

(b) The District covenants and agrees that (i) it will comply with all requirements of Section 148 of the Code to the extent applicable to the Bonds, (ii) it will use the proceeds of the Bonds as soon as practicable and with all reasonable dispatch for the purposes for which the Bonds are issued, and (iii) it will not invest or directly or indirectly use or permit the use of any proceeds of the Bonds or any other funds of the District in any manner, or take or omit to take any action, that would cause the Bonds to be “arbitrage bonds” within the meaning of Section 148(a) of the Code.

(c) The District covenants and agrees that it will pay or provide for the payment from time to time of all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code and any Treasury Regulations applicable to the Bonds from time to time. This covenant shall survive payment in full or defeasance of the Bonds. The District specifically covenants to pay or cause to be paid to the United States of America, the required amounts of rebatable arbitrage at the times and in the amounts as determined by its Federal Tax Certificate. Notwithstanding anything to the contrary contained herein, the Federal Tax Certificate may be amended or replaced if, in the opinion of counsel nationally recognized on the subject of municipal bonds, such amendment or replacement will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds.

(d) The District covenants and agrees that (to the extent within its power or direction) it will not use any portion of the proceeds of the Bonds, including any investment income earned on such proceeds, directly or indirectly, in a manner that would cause any Bond to be a “private activity bond”.

(e) If applicable and in consultation with bond counsel, the Authorized Officers, or each individually, are authorized to make the following representations in connection with the exception for small governmental units from the arbitrage rebate requirements under Section 148(f)(4)(D) of the Code:

(i) the District is a governmental unit under Nebraska law with general taxing powers;

(ii) none of the Bonds is a private activity bond as defined in Section 141 of the Code;

(iii) ninety-five percent or more of the net proceeds of the Bonds are to be used for local governmental activities of the District;

(iv) the aggregate face amount of the Bonds attributable to financing the construction of public school facilities is not less than \$7,060,000 (the “**Construction Amount**”);

(v) the aggregate face amount of all tax-exempt obligations (other than “private activity bonds and certain refunding bonds” but including any tax-exempt lease-purchase agreements) to be issued by the District during the current calendar year is not reasonably expected to exceed the sum of (A) \$5,000,000, plus (B) the lesser of \$10,000,000 (provided that such amount is attributable to the construction of public school facilities) or the Construction Amount; District understands that, for this purpose, (y) the District and all entities which issue bonds on behalf of the District are treated as one issuer; and (z) all bonds issued by an entity subordinate to the District are treated as issued by the District; and

(vi) the District (including all subordinate entities thereof) will not issue in excess of \$15,000,000 (no more than \$5,000,000 of which may be attributable to expenditures not relating to the construction of public school facilities) of tax-exempt bonds (other than “private activity bonds” and certain refunding bonds but including any tax-exempt lease-purchase agreements) during the current calendar year without first

obtaining an opinion of nationally recognized counsel in the area of municipal finance that the excludability of the interest on the Bonds from gross income for federal tax purposes will not be adversely affected thereby.

(f) If applicable and in consultation with bond counsel, the Authorized Officers, or each individually, are authorized to designate one or more series of Bonds as “qualified tax-exempt obligations” as defined in Section 265(b)(3) of the Code. In connection with such designation, the District will represent that:

(i) the aggregate face amount of all tax-exempt obligations (other than private activity bonds that are not “qualified 501(c)(3) bonds” and certain refunding bonds) which will be issued by the District (and all subordinate entities thereof) during the current calendar year is not reasonably expected to exceed \$10,000,000; and

(ii) the District (including all subordinate entities thereof) will not issue an aggregate principal amount of tax-exempt obligations (other than private activity bonds that are not “qualified 501(c)(3) bonds” and certain refunding bonds) during the current calendar year, including the Bonds, in excess of \$10,000,000, without first obtaining an opinion of nationally recognized counsel in the area of municipal finance that the designation of the Bonds as “qualified tax-exempt obligations” will not be adversely affected.

Any Authorized Officer shall take such other action as may be necessary to make effective the designation in this subsection (f).

**Section 12.** The Board authorizes the use and distribution of any official statement, offering circular, term sheet, request for lenders or any other offering document (including any preliminary thereof, the “**Offering Document**”) by the Underwriter or the Placement Agent in connection with the reoffering or placement of the Bonds. Any Authorized Officer is authorized to approve the final Offering Document as so supplemented, amended and completed and the use and distribution of the final Offering Document by the Underwriter or the Placement Agent in connection with the reoffering or placement of the Bonds is hereby authorized. Any Authorized Officers is hereby authorized to execute and deliver a certificate pertaining to such Offering Document as prescribed therein, dated as of the date of payment for and delivery of the Bonds.

The District shall provide to the Underwriter or the Placement Agent within seven Business Days of the date of the sale of the Bonds sufficient copies of the final Offering Document to enable the Underwriter or the Placement Agent to comply with the requirements of Rule 15c2-12(b)(4) and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board, if applicable.

**Section 13.** If so required by the Underwriter, the Board (a) authorizes and directs the Authorized Officers, or each individually, to execute and deliver, on the date of the issuance of the Bonds, a continuing disclosure agreement or certificate (the “**Undertaking**”) in such form that satisfies the requirements of Rule 15c2-12 and is acceptable to the Underwriter and bond counsel and (b) shall comply with and carry out all of the provisions of the Undertaking. The Authorized Officers, or each individually, may engage a dissemination agent to assist the District with its obligations pursuant to the Undertaking. Notwithstanding any other provisions of this Resolution, failure of the District to comply with the Undertaking will not be considered a

default under this Resolution or the Bonds; however, any Bondholder or Beneficial Owner may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the District to comply with its obligations under this Section 13 and the Undertaking. For purposes of this Section 13, “Beneficial Owner” means any person who (i) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (ii) is treated as the owner of any Bonds for federal income tax purposes.

**Section 14.** The District reserves the right to issue refunding bonds and provide for the investment of the proceeds thereof for purposes of providing for the payment of principal and interest on the Bonds in such manner as may be prescribed by law from time to time but specifically including the provisions of Sections 10-142 and 10-717 et seq., Reissue Revised Statutes of Nebraska, as amended.

**Section 15.** The District’s obligations under this Resolution shall be fully discharged and satisfied as to the Bonds authorized and issued hereunder, and said Bonds, or portions thereof, shall no longer be deemed outstanding hereunder when payment of the principal thereof plus interest thereon to the date of maturity or redemption thereof (a) shall have been made or caused to have been made in accordance with the terms thereof and hereof, or (b) shall have been provided for by depositing in escrow with a national or state bank having trust powers in trust solely for such payment (i) sufficient money to make such payment and/or (ii) direct general obligations of, or obligations the principal and interest of which are unconditionally guaranteed by, the United States of America, or obligations of any agency of the United States of America (herein referred to as “**Government Obligations**”), in such amount and with such maturities as to principal and interest as will insure the availability of sufficient money to make such payment, and thereupon such Bonds shall cease to draw interest from the date of their redemption or maturity and, except for the purposes of such payments, shall no longer be entitled to the benefits of this Resolution; provided that, with respect to any Bonds called or to be called for redemption prior to the stated maturity thereof, notice of redemption shall have been duly given or provided for. If money shall have been deposited in accordance with the terms hereof with the escrow agent in trust for that purpose sufficient to pay the principal of such Bonds and all interest due thereon to the due date thereof or to the date fixed for the redemption thereof, all liability of the District for such payment shall forthwith cease, determine and be completely discharged, and all such Bonds shall no longer be considered outstanding.

**Section 16.** Without in any way limiting the power, authority, or discretion elsewhere herein granted or delegated, the Board hereby (a) authorizes and directs each of the Authorized Officers and all other officers, employees and agents of the District to carry out, or cause to be carried out, and to perform such obligations of the District and such other actions as they, or any one of them shall consider necessary, advisable, desirable, or appropriate in connection with this Resolution, and the issuance, sale, and delivery of the Bonds, including, without limitation and whenever applicable, the execution and delivery thereof and of all other related documents, instruments, certificates, and opinions; and (b) directs, authorizes, and delegates to each of the Authorized Officers the right, power, and authority to exercise such officers’ own independent judgment and absolute discretion in determining and finalizing the terms, provisions, form and contents of each of the foregoing. The execution and delivery by any Authorized Officer or by any other officer, officers, agent, or agents of the District of any such documents, instruments,

certifications, and opinions, or the doing by them of any act in connection with any of the matters which are the subject of this Resolution, shall constitute conclusive evidence of both the District's and their approval of all changes, modifications, amendments, revisions, and alterations made therein, and shall conclusively establish their absolute, unconditional, and irrevocable authority with respect thereto from the District and the authorization, approval, and ratification by the District of the documents, instruments, certifications, and opinions so executed and the action so taken.

**Section 17.** If any one or more of the provisions of this Resolution should be determined by a court of competent jurisdiction to be contrary to law, then such provisions shall be deemed severable from the remaining provisions of this Resolution and the invalidity thereof shall in no way affect the validity of the other provisions of this Resolution or of the Bonds and the owners of the Bonds shall retain all the rights and benefits accorded to them under this Resolution and under any applicable provisions of law. If any provision of this Resolution shall be held or deemed to be or shall, in fact, be inoperative or unenforceable or invalid in any particular case in any jurisdiction or jurisdictions, or in all cases because it conflicts with any constitution or statute or rule of public policy, or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable or invalid in any other case or circumstances, or of rendering any other provision or provisions herein contained inoperative or unenforceable or invalid to any extent whatever.

**Section 18.** The District hereby adopts the Post-Issuance Tax Compliance Procedures attached to this Resolution as Exhibit A to ensure that all applicable post-issuance requirements of federal income tax law needed to preserve the tax-exempt status of the Bonds are met. The District reserves the right to use its discretion as necessary and appropriate to make exceptions or request additional provisions as it may determine. The District also reserves the right to change these policies and procedures from time to time, without notice.

**Section 19.** The District hereby adopts the Disclosure Policies and Procedures attached to this Resolution as Exhibit B to ensure that the District satisfies the requirements of Rule 15c2-12 and the Undertaking. The District reserves the right to use its discretion as necessary and appropriate to make exceptions or request additional provisions as it may determine. The District also reserves the right to change such policies and procedures from time to time, without notice.

**Section 20.** This Resolution shall take effect and be in force from and after its passage as provided by law.

ADOPTED June 1, 2022.

**YORK COUNTY SCHOOL DISTRICT 0096  
(HEARTLAND COMMUNITY SCHOOLS) IN  
THE STATE OF NEBRASKA**

ATTEST:

By: \_\_\_\_\_  
President, Board of Education

By: \_\_\_\_\_  
Secretary, Board of Education

## EXHIBIT A

### POST-ISSUANCE TAX COMPLIANCE PROCEDURES

#### General

In connection with the issuance by the District of its General Obligation School Building Bonds, Series 2022, and any additional bonds of the District issued pursuant to the resolution adopted on the June 1, 2022 (the “**Bonds**”), the District will execute a tax compliance certificate (the “**Tax Certificate**”) that describes the requirements and provisions of the Internal Revenue Code of 1986, as amended (the “**Code**”) that must be followed in order to maintain the tax-exempt status of interest on the Bonds. In addition, the Tax Certificate will contain the reasonable expectations of the District at the time of issuance of the Bonds with respect to the use of the gross proceeds of the Bonds and the assets to be financed or refinanced with the proceeds thereof. These Procedures supplement and support the covenants and representations made by the District in the Tax Certificate. In order to comply with the covenants and representations set forth in the Bond documents and in the Tax Certificate, the District tracks and monitors the actual use of the proceeds of the Bonds, the investment and expenditure of the Bond proceeds and the assets financed or refinanced with the proceeds of the Bonds over their life.

#### Designation of Responsible Person

The Superintendent of the District shall maintain an inventory of the Bonds and assets financed which contains the pertinent data to satisfy the District’s monitoring responsibilities. Any transfer, sale or other disposition of Bond-financed assets must be reviewed and approved by the Superintendent.

#### Post-Issuance Compliance Requirements

##### External Advisors/Documentation

The District shall consult with bond counsel and other legal counsel and advisors, as needed, throughout the Bond issuance process to identify requirements and to establish procedures necessary or appropriate so that the Bonds will continue to qualify for tax-exempt status. Those requirements and procedures shall be documented in the Tax Certificate and/or other documents finalized at or before issuance of the Bonds. Those requirements and procedures shall include future compliance with applicable arbitrage rebate requirements and all other applicable post-issuance requirements of federal tax law throughout (and in some cases beyond) the term of the Bonds.

The District also shall consult with bond counsel and other legal counsel and advisors, as needed, following issuance of the Bonds to ensure that all applicable post-issuance requirements in fact are met. This shall include, without limitation, consultation in connection with future contracts with respect to the use of Bond-financed or refinanced assets.

The District shall train and employ or otherwise engage expert advisors (a “**Rebate Analyst**”) to assist in the calculation of arbitrage rebate payable in respect of the investment of

Bond proceeds, unless the Tax Certificate documents provide that arbitrage rebate will not be applicable to the Bonds.

Unless otherwise provided by the resolution or other authorizing documents relating to the Bonds, unexpended Bond proceeds shall be held in a segregated account by a trustee, and the investment of Bond proceeds shall be managed by the District. The District shall prepare (or cause the trustee to prepare) regular, periodic statements regarding the investments and transactions involving Bond proceeds.

#### Arbitrage Rebate and Yield

Unless the Tax Certificate documents provide that arbitrage rebate will not be applicable to the Bonds, the District shall be responsible for:

- engaging the services of a Rebate Analyst and, prior to each rebate calculation date, causing the trustee or other account holder to deliver periodic statements concerning the investment of Bond proceeds to the Rebate Analyst;
- providing to the Rebate Analyst additional documents and information reasonably requested by the Rebate Analyst;
- monitoring efforts of the Rebate Analyst;
- assuring payment of required rebate amounts, if any, no later than 60 days after each 5-year anniversary of the issue date of the Bonds, and no later than 60 days after the last Bond is redeemed;
- during the construction period of each capital project financed in whole or in part by the Bonds, monitoring the investment and expenditure of Bond proceeds and consulting with the Rebate Analyst to determine compliance with any applicable exceptions from the arbitrage rebate requirements during each 6-month spending period up to 6 months, 18 months or 24 months, as applicable, following the issue date of the Bonds; and
- retaining copies of all arbitrage reports and account statements as described below under “Record Keeping Requirements”.

The District, in the Tax Certificate and/or other documents finalized at or before the issuance of the Bonds, has agreed to undertake the tasks listed above (unless the Tax Certificate documents provide that arbitrage rebate will not be applicable to the Bonds).

#### Use of Bond Proceeds and Bond-Financed or Refinanced Assets:

The District shall be responsible for:

- monitoring the use of Bond proceeds and the use of Bond-financed or refinanced assets (*e.g.*, facilities, furnishings or equipment) throughout the term of the Bonds to ensure compliance with covenants and restrictions set forth in the Tax Certificate;

- maintaining records identifying the assets or portion of assets that are financed or refinanced with proceeds of the Bonds, including a final allocation of Bond proceeds as described below under “Record Keeping Requirements”;
- consulting with bond counsel and other legal counsel and advisers in the review of any contracts or arrangements involving use of Bond-financed or refinanced assets to ensure compliance with all covenants and restrictions set forth in the Tax Certificate;
- maintaining records for any contracts or arrangements involving the use of Bond-financed or refinanced assets as described below under “Record Keeping Requirements”;
- conferring at least annually with personnel responsible for Bond-financed or refinanced assets to identify and discuss any existing or planned use of Bond-financed or refinanced assets, to ensure that those uses are consistent with all covenants and restrictions set forth in the Tax Certificate; and
- to the extent that the District discovers that any applicable tax restrictions regarding use of Bond proceeds and Bond-financed or refinanced assets will or may be violated, consulting promptly with bond counsel and other legal counsel and advisers to determine a course of action to remediate all nonqualified bonds, if such counsel advises that a remedial action is necessary.

The District, in the Tax Certificate and/or other documents finalized at or before the issuance of the Bonds, has agreed to undertake the tasks listed above.

All relevant records and contracts shall be maintained as described below.

### Record Keeping Requirements

The District shall be responsible for maintaining the following documents for the term of the Bonds (including refunding bonds, if any) plus at least three years:

- a copy of the Bond closing transcript(s) and other relevant documentation delivered to the District at or in connection with closing of the Bonds, including any elections made by the District in connection therewith;
- a copy of all material documents relating to capital expenditures financed or refinanced by Bond proceeds, including (without limitation) construction contracts, purchase orders, invoices, trustee requisitions and payment records, draw requests for Bond proceeds and evidence as to the amount and date for each draw down of Bond proceeds, as well as documents relating to costs paid or reimbursed with Bond proceeds and records identifying the assets or portion of assets that are financed or refinanced with Bond proceeds, including a final allocation of Bond proceeds;
- a copy of all contracts and arrangements involving the use of Bond-financed or refinanced assets;

- copies of all trustee statements and reports, including arbitrage reports, prepared with respect to the Bonds; and
- a copy of all records of investments, investment agreements, arbitrage reports and underlying documents, including trustee statements, in connection with any investment agreements, and copies of all bidding documents, if any.

## **EXHIBIT B**

### **DISCLOSURE POLICIES AND PROCEDURES**

#### **Purpose of Disclosure Policies and Procedures**

The issuance and sale of certain municipal bonds, notes, certificates of participation or other obligations (collectively, “**Obligations**”) are subject to certain federal and state securities laws, including Rule 15c2-12 (the “**Rule**”) promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). The Rule requires that an underwriter, prior to purchasing or selling an issue of Obligations in a principal amount of \$1,000,000 or more, obtain a written agreement from the issuer of such Obligations to provide certain financial information or operating data on an annual basis and notices of the occurrence of certain enumerated events with the Municipal Securities Rulemaking Board (“**MSRB**”) using the MSRB’s Electronic Municipal Market Access system (“**EMMA**”).

York County School District 0096 (Heartland Community Schools) in the State of Nebraska (the “**District**”) has previously issued or may in the future issue Obligations subject to the Rule, and in connection with such issuances the District has entered and/or will enter into one or more Continuing Disclosure Certificates or Continuing Disclosure Agreements (collectively, the “**Undertakings**”) in accordance with the Rule. Pursuant to such Undertakings, the District has covenanted or will covenant to comply with the Rule by timely making the required filings. These Policies and Procedures are intended to assure that all filings required under the Rule are made timely and completely and meet all requirements of the Rule.

#### **Designation of District Representative; Maintenance of List and Files**

The “**District Representative**” for the District shall be the Superintendent of Schools of the District and any alternate or assistant as such Superintendent shall appoint. The District Representative is directed to employ the policies and procedures described herein. The District Representative shall be knowledgeable and familiar with the provisions of each Undertaking as to the type, format and content of the financial information or operating data to be included in each Annual Report required to be made thereunder, the instances in which notice of the occurrence of certain events must be given, and the timing requirements for the filing thereof. The District and the District Representative recognize and acknowledge that the terms, requirements and filing deadlines may vary by Undertaking.

The District Representative shall maintain a current list for each fiscal year identifying each issue of Obligations of the District outstanding during such fiscal year setting forth the name, original principal amount, date of issuance and CUSIP numbers for each such issue and the dates by which the Annual Reports are required to be submitted to the MSRB using EMMA, such list to be accompanied by copies of the related Undertakings.

## **Dissemination Agents**

The District and the District Representative may utilize the services of a financial institution or other provider to act as dissemination agent (each, a “**Dissemination Agent**”) in filing the disclosures and notices described herein and performing the duties of the Dissemination Agent in accordance with the terms of the applicable Undertaking. The Dissemination Agent shall review and be familiar with the contents and filing requirements of the particular Undertaking and with the procedures for making the filings required under such Undertaking with the MSRB using the EMMA system. The District Representative shall coordinate the preparation and submission of the required information with such Dissemination Agent to ensure full compliance with the requirements of the Rule and the applicable Undertakings.

## **Annual Financial Filings**

The District Representative will review the Undertaking related to each outstanding issue of Obligations to determine the financial information required to be included in the Annual Report (i.e., the District’s audited financial statements and certain other financial information or operating data with respect to the District, if applicable (the “**Annual Report**”)) required to be filed annually with the MSRB using the EMMA system, and the deadline by which such information must be filed. Unless required otherwise by an Undertaking and as permitted by EMMA filing procedures, the District Representative may file identical Annual Reports with respect to each issue of the District’s Obligations. The District Representative shall be knowledgeable and familiar with the specific requirements for the filing of a Notice of Failure to File the Annual Report by the date(s) required under the terms of each Undertaking, if applicable.

The District Representative shall timely initiate the process of preparing the financial information or operating data required to be submitted under each Undertaking as part of the Annual Report. The District Representative shall assemble the information as soon as it becomes available and determine the scope of additional information to be required and also contact the auditors to establish a schedule for completion and submission for the Audited Financial Statements.

The District Representative will timely file the Annual Report, or will cause the Dissemination Agent to file the Annual Report, with the MSRB using the EMMA system. If the Audited Financial Statements are not then available, unaudited financial information may be filed with the MSRB using EMMA and the Audited Financial Statements shall be filed within 10 business days of their receipt and acceptance.

## **Listed Event Filings**

The District Representative will review the Undertaking related to each outstanding issue of Obligations for the listed events which, upon the occurrence thereof, require prompt notices to be filed with the MSRB using the EMMA system. The District Representative will monitor the Obligations and the District’s operations for occurrences of any such events and will actively evaluate whether an event may be a listed event as set forth in the

District's outstanding Undertakings. After obtaining actual knowledge of such an event, the District Representative will promptly contact the District's bond counsel and the Dissemination Agent, if any, to determine whether the District must file notice of the event with the MSRB under one or more of its Undertakings. Upon a determination that the District must file such notice, the District Representative will file the appropriate notice, or will cause the Dissemination Agent to file such notice, with the MSRB using the EMMA system within ten (10) business days after the occurrence of the listed event or as the District's bond counsel may otherwise direct.

### **Reports of District Representative; Record Retention**

The District Representative shall provide to the School Board of the District, any Dissemination Agent and the underwriter of each issue of Obligations confirmation from EMMA received upon the filing of each Annual Report and any other filings made with the MSRB using the EMMA system promptly upon receipt of each such confirmation.

The District Representative shall maintain records with respect to the filings with the MSRB using EMMA, including, but not limited to, EMMA posting receipts showing the dates and nature or contents of all filings for each issue of Obligations outstanding during each fiscal year. Such records shall be kept for at least 5 years after the respective issue of Obligations is no longer outstanding.

### **Familiarity with EMMA Submission Process**

The District Representative shall register with EMMA and review the on-line process of filing with EMMA located at [www.emma.msrb.org](http://www.emma.msrb.org) in order to submit the required information. The MSRB Market Information Department can also be contacted at 703.797.6668. A tutorial is available at the website and a practice submission is available as well. The District Representative also shall enroll the District in EMMA's reminder system to ensure timely performance of its responsibilities and obligations.

Notwithstanding the foregoing, if the District has retained a Dissemination Agent to assist with making the filings required by the District's Undertakings and to remind the District of its filing deadlines, the District Representative need not register with EMMA or enroll in EMMA's reminder system.

### **Training**

To ensure adequate resources to comply with the Rule, the District Representative shall develop a training process aimed at providing additional assistance in preparing required information. The training process shall be conducted at least annually and shall encompass a review of the EMMA submission process and an understanding of the timing requirements necessary for full compliance. The retention by the District of a Dissemination Agent to assist it with compliance under its Undertakings and the Rule may be deemed part of such training process.

## **Review of Offering Document in Connection with Primary Offerings**

In connection with a new issue of Obligations, the District Representative, together with such District officials as the District Representative deems appropriate, shall promptly review upon receipt the offering document by which such Obligations shall be offered and sold. For any issue of Obligations subject to the Rule, prior to the distribution of the related offering document the District shall deem the information concerning the District in such offering document as accurate and complete in all material respects (except for such information as permitted to be omitted by the Rule) as of the date of such offering document. The District shall confirm prior to the final pricing of the Obligations that the information concerning the District in the offering document does not contain an untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

**ACKNOWLEDGMENT OF RECEIPT OF  
ADVANCE NOTICE OF MEETING**

The undersigned Members of the Board of Education of York County School District 0096 (Heartland Community Schools) in the State of Nebraska acknowledge receipt of advance notice of a meeting of said body, and the agenda for such meeting, held at 11:30 a.m. on Wednesday, June 1, 2022, in the conference room at the District's school building, 1501 Front Street, Henderson, Nebraska.

DATED June 1, 2022.

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June 1, 2022  
Henderson, Nebraska

A meeting of the Board of Education (the "Board") of York County School District 0096 (Heartland Community Schools) in the State of Nebraska (the "District") was held at 11:30 a.m. on Wednesday, June 1, 2022, in the conference room at the District's school building, 1501 Front Street, Henderson, Nebraska. Advance publicized notice of such meeting was given in strict accordance with the provisions of Article 21, Chapter 84, Reissue Revised Statutes of Nebraska, as amended (the "Open Meetings Act"), and set forth (a) the time, date and place of this meeting, (b) that the meeting would be open to the attendance of the public and (c) that an agenda of then known subjects to be taken up at the meeting could be obtained from the office of the Superintendent of Schools (the "Superintendent"). A copy of said advance publicized notice was ordered annexed to the minutes of this meeting as Attachment 1. Each Board Member was previously furnished with a copy of said advance publicized notice, the same having been transmitted to each Board Member simultaneously with its publicizing, and a copy of their collective acknowledgment of receipt of such notice is attached to these minutes as Attachment 2. Additionally, reasonable efforts were made to provide advance notification of the meeting to all news media requesting the same of the time, date and place of the meeting.

The President of the Board, \_\_\_\_\_, presided, and the Secretary of the Board, \_\_\_\_\_, recorded the proceedings. On roll call the following Board Members were present: \_\_\_\_\_

\_\_\_\_\_.

The following Board Members were absent: \_\_\_\_\_.

A quorum being present and the meeting duly commenced, the following proceedings were had and done.

The President of the Board publicly stated to all in attendance that a current and complete copy of the Open Meetings Act was available for review and indicated the location of such copy in the room where the meeting was being held. All proceedings hereafter shown were taken while the meeting was open to the attendance of the public.

\* \* \* \* \*

(Other Proceedings)

\* \* \* \* \*

Board Member \_\_\_\_\_ introduced the following resolution and moved for its adoption, the full text of which is attached hereto as Attachment 3:

**A RESOLUTION OF THE BOARD OF EDUCATION OF YORK COUNTY SCHOOL DISTRICT 0096 (HEARTLAND COMMUNITY SCHOOLS) IN THE STATE OF NEBRASKA AUTHORIZING THE ISSUANCE AND SALE BY THE DISTRICT OF ITS GENERAL OBLIGATION SCHOOL BUILDING BONDS, SERIES 2022, IN ONE OR MORE SERIES AND IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED SEVEN MILLION SIXTY THOUSAND DOLLARS (\$7,060,000); CANVASSING THE RETURNS OF THE ELECTION HELD IN CONNECTION WITH SUCH BONDS; AUTHORIZING CERTAIN OFFICIALS TO DETERMINE THE FINAL AGGREGATE PRINCIPAL AMOUNT, MATURITIES, RATES, TERMS AND OTHER DETAILS OF SUCH BONDS; IMPOSING AN AD VALOREM TAX ON ALL TAXABLE PROPERTY WITHIN THE DISTRICT TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND THE INTEREST ON SUCH BONDS; AUTHORIZING THE DESIGNATION OF CERTAIN BONDS AS QUALIFIED TAX-EXEMPT OBLIGATIONS; AUTHORIZING THE SALE AND DELIVERY OF THE BONDS TO THE PURCHASER THEREOF; ADOPTING CERTAIN POST-ISSUANCE TAX COMPLIANCE AND DISCLOSURE POLICIES AND PROCEDURES WITH RESPECT TO THE BONDS; AUTHORIZING THE TAKING OF CERTAIN ACTIONS AND THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS; AND PRESCRIBING OTHER MATTERS RELATING THERETO.**

The foregoing Resolution having been read, Board Member \_\_\_\_\_ seconded the motion for its passage and adoption, and after discussion, the roll was called and the following Board Members voted in favor of the passage and adoption of said Resolution:

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The following Board Members voted against the same: \_\_\_\_\_.

The following Board Members were absent or did not vote: \_\_\_\_\_.

Said Resolution having been voted upon favorably by a majority of the Board, the same was by the President declared passed and adopted.

\* \* \* \* \*

(Other Business)

\* \* \* \* \*

Motion to adjourn.

DATED June 1, 2022.

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President, Board of Education

Attest:

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Secretary, Board of Education

ATTACHMENT 1

AFFIDAVIT OF PUBLICATION OF NOTICE OF MEETING

ATTACHMENT 2

ACKNOWLEDGMENT OF RECEIPT OF ADVANCE NOTICE OF MEETING

ATTACHMENT 3  
BOND RESOLUTION

**A RESOLUTION OF THE BOARD OF EDUCATION OF YORK COUNTY SCHOOL DISTRICT 0096 (HEARTLAND COMMUNITY SCHOOLS) IN THE STATE OF NEBRASKA AUTHORIZING THE ISSUANCE AND SALE BY THE DISTRICT OF ITS GENERAL OBLIGATION SCHOOL BUILDING BONDS, SERIES 2022, IN ONE OR MORE SERIES AND IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED SEVEN MILLION SIXTY THOUSAND DOLLARS (\$7,060,000); CANVASSING THE RETURNS OF THE ELECTION HELD IN CONNECTION WITH SUCH BONDS; AUTHORIZING CERTAIN OFFICIALS TO DETERMINE THE FINAL AGGREGATE PRINCIPAL AMOUNT, MATURITIES, RATES, TERMS AND OTHER DETAILS OF SUCH BONDS; IMPOSING AN AD VALOREM TAX ON ALL TAXABLE PROPERTY WITHIN THE DISTRICT TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND THE INTEREST ON SUCH BONDS; AUTHORIZING THE DESIGNATION OF CERTAIN BONDS AS QUALIFIED TAX-EXEMPT OBLIGATIONS; AUTHORIZING THE SALE AND DELIVERY OF THE BONDS TO THE PURCHASER THEREOF; ADOPTING CERTAIN POST-ISSUANCE TAX COMPLIANCE AND DISCLOSURE POLICIES AND PROCEDURES WITH RESPECT TO THE BONDS; AUTHORIZING THE TAKING OF CERTAIN ACTIONS AND THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS; AND PRESCRIBING OTHER MATTERS RELATING THERETO.**

**BE IT RESOLVED BY THE BOARD OF EDUCATION OF YORK COUNTY SCHOOL DISTRICT 0096 (HEARTLAND COMMUNITY SCHOOLS) IN THE STATE OF NEBRASKA AS FOLLOWS:**

**Section 1.** The Board of Education (the “**Board**”) of York County School District 0096 (Heartland Community Schools) in the State of Nebraska (the “**District**”), hereby makes the following findings and determinations:

(a) The District is duly organized as a Class III School District under Sections 79-102 and 79-407, Reissue Revised Statutes of Nebraska, as amended; the District maintains both elementary and high school grades under the direction of a single board of education; and the District embraces territory having a population of not more than 150,000 inhabitants.

(b) Pursuant to a resolution passed by this Board on February 14, 2022 (the “**Election Resolution**”), there was submitted to the qualified electors of the District at an election held within the District in conjunction with the statewide primary election on May 10, 2022 (the “**Election**”) two propositions of issuing bonds of the District in one or more series, in the combined aggregate principal amount of not to exceed \$7,060,000.

(c) Pursuant to the Election Resolution, the first proposition submitted to the qualified voters of the District (“**Proposition 1**”) was related to issuing general obligation bonds in the aggregate principal amount of not to exceed \$5,690,000 to finance the costs of (i) constructing additions to and renovations of the District’s existing school building, including a new secure and accessible main entrance, new elementary classrooms, a new

weight room and new locker rooms, improvements to the north gymnasium, and an enclosed connection of the ag and industrial shop building to the main school building, (ii) constructing, acquiring and installing related parking and other site improvements for such building and additions, and (iii) acquiring and installing necessary furniture and apparatus for such building and additions (collectively, the “**Building Improvement Project**”), and levying and collecting annually a special levy of taxes against all the taxable property in the District sufficient in rate and amount to pay the principal of, premium, if any, and interest on said bonds.

(d) Pursuant to the Election Resolution, the second proposition submitted to the qualified voters of the District (“**Proposition 2**”) was related to issuing general obligation bonds in the aggregate principal amount of not to exceed \$1,370,000 to finance the costs of constructing, equipping and furnishing an addition, including related parking and site improvements, to the District’s existing school building to provide space for pre-kindergarten and a community daycare (collectively, the “**Preschool Project**” and together with the Building Improvement Project, the “**Project**”), and levying and collecting annually a special levy of taxes against all the taxable property in the District sufficient in rate and amount to pay the principal of, premium, if any, and interest on said bonds.

(e) A proposition for the issuance of bonds for such purposes had not been submitted to the electors of the District within the 6 months preceding the Election.

(f) Notice of the Election and the submission of such question was duly given to the qualified electors of the District by publication in the *York News Times*, a legal newspaper of general circulation within the District, said notice being published on April 13, April 20, April 27, and May 4, 2022, with the first publication being at least 20 days prior to the Election. The sample ballot regarding such question was published in the *York News Times* on May 4, 2022.

(g) The Election was held as designated in the Election Resolution and the notice, and at said Election there was submitted to the qualified electors of the District the question of issuing said bonds and levying taxes to pay the same as set out in the Election Resolution.

(h) The ballots cast at the Election were counted by the Election Commissioner of York County, Nebraska and disinterested persons appointed by said Election Commissioner. The returns of the Election and certificate of the counting board showing the results of the Election have been delivered to this Board for purpose of making a canvas thereof.

(i) The Election returns, as certified by the Election Commissioner, provide that at the Election (i) with respect to Proposition 1, 464 ballots were cast in favor of said bonds and tax, 271 ballots were cast against said bonds and tax, and 1 ballot cast was rejected and not counted, and (ii) with respect to to Proposition 2, 447 ballots were cast in favor of said bonds and tax, 282 ballots were cast against said bonds and tax, and 0 ballots were rejected and not counted.

(j) The Board has canvassed the returns of the Election relating to both Proposition 1 and Proposition 1 and does hereby determine that a majority of all qualified electors voting on the question of said bonds and tax have voted in favor of issuing said bonds and levying the tax to pay the same.

(k) All conditions, acts and things required by law to exist or to be done precedent to the issuance of general obligation school building bonds of the District as authorized by the qualified voters at the Election in the aggregate principal amount of not to exceed \$7,060,000 do exist and have been done in due form and time as required by law.

(l) It is necessary that the District adopt (i) policies and procedures to satisfy all applicable requirements of federal income tax law in order to preserve, post-issuance, the tax-exempt status of the bonds described herein and (ii) policies and procedures to satisfy the issuance and post-issuance disclosure requirements of Rule 15c2-12 (as described herein).

**Section 2.** (a) The Board hereby authorizes the issuance and delivery or one or more series of negotiable general obligation school building bonds of the District in the aggregate principal amount not to exceed Seven Million Sixty Thousand Dollars (\$7,060,000), designated as “General Obligation School Building Bonds, Series 2022” (the “**Bonds**”) or such other designation as shall be made by the President of the Board, the Vice President of the Board and the Superintendent of Schools (each, including any person authorized to act on their behalf, an “**Authorized Officer**”), or by each individually. Unless otherwise determined by an Authorized Officer, the Bonds shall be issued only as fully registered bonds, without coupons, on the books of the Registrar and Paying Agent designated herein (the “**Registrar**”) in denominations of \$5,000 or whole multiples thereof not exceeding the principal amount due on a given date of maturity, shall be numbered consecutively from one upward in order of issuance, and shall bear interest calculated on the basis of a 360-day year consisting of twelve 30-day months.

(b) The Authorized Officers, or each individually, are authorized and directed, in the exercise of such officers’ independent judgment and absolute discretion, to hereafter, from time to time, specify, set, designate, determine, establish and appoint with respect to each series of the Bonds herein authorized, as the case may be, and in each case in accordance with and subject to the provisions of this Resolution: (i) the dated date and the delivery date, (ii) the aggregate principal amount to be issued, not exceeding the aggregate principal amount set forth in this Section 2, (iii) the dates and years in which a principal maturity shall occur and the principal amount to mature or to be paid in such year, (iv) the date of final maturity, which shall not be later than twenty-five (25) years after the date of issuance of the Bonds, (v) the date or dates upon which the Bonds shall be sold, which shall not be later than three years from the date of this Resolution, (vi) the rate or rates of interest to be carried by each maturity, such that the true interest cost of the Bonds shall not exceed 5.50%, (vii) the method by which such rates of interest shall be calculated, (viii) the dates on which interest shall be paid, (ix) the redemption dates and prices and all terms relating thereto, including the amount and maturity date of any Bonds issued as “term bonds” and the amount of each sinking fund installment therefor, and all terms relating thereto, if any; provided that any series of Bonds issued pursuant to this Resolution shall be subject to redemption not later than the fifth anniversary of their date of original issuance and delivery, (x) the form, content, terms and provisions of any bond purchase agreement entered

into by the District with an Underwriter or any loan agreement between the District and the Lender, all as set forth in Section 6 hereof, (xi) the identity of the Underwriter, the Placement Agent or the Lender of the Bonds, as applicable (each, a “**Purchaser**”) and the structure of the financing, each in accordance with Section 6 hereof; (xii) the fee of the Purchaser, which shall not be more than 1.00% of the aggregate principal amount of the Bonds, (xiii) the purchase price for the Bonds, which shall not be less than 96.00% of the aggregate principal amount of the Bonds (inclusive of the Purchaser’s fee or discount and any original issue discount), (xiv) the form and contents of any Offering Document (as defined in Section 12 hereof), (xv) the identity of the Registrar, (xvi) whether to obtain a municipal bond insurance policy or other credit enhancement feature for any series of Bonds, (xvii) the form, content, terms, and provisions of any closing and other documentation executed and delivered by the District in connection with the authorization, issuance, sale and delivery of the Bonds and (xviii) all of the other terms of the Bonds not otherwise determined or fixed by the provisions of this Resolution.

(c) (i) The Bonds shall be subject to redemption prior to maturity as determined by an Authorized Officer; provided, however, that the Bonds maturing after the date five years from their date of original issue shall be subject to redemption at the option of the District on the date that is no later than five years from their date of original issue and any date thereafter, as a whole, or in part in such principal amounts and from such maturity or maturities as the District in its sole and absolute discretion shall determine, at a redemption price equal to the principal amount so redeemed, together with the interest accrued thereon to the date fixed for redemption, with or without a premium as may be determined by such Authorized Officer. If less than all Bonds of any maturity are to be called for redemption pursuant to this Resolution, the Registrar shall select by lot the particular Bonds of such maturity to be redeemed.

(ii) The Authorized Officers, or each individually, may designate in a certificate certain Bonds as “**Term Bonds**”, portions of which are to be redeemed on such dates of the years (each such date being herein referred to as a “**Sinking Fund Payment Date**”) and in the amounts (hereinafter referred to as a “**Mandatory Sinking Fund Payment**”) set forth in such certificate. The Registrar shall select and call for redemption, in accordance with this subsection (c), from the Term Bonds the amounts specified by the Authorized Officer in the certificate, and the Term Bonds selected by the Registrar shall become due and payable on such date. If Term Bonds are redeemed at the option of the District pursuant to Section 2(c)(i), the Term Bonds so optionally redeemed may, at the option of the District, be applied as a credit against any subsequent Mandatory Sinking Fund Payment with respect to Term Bonds otherwise to be redeemed thereby, such credit to be equal to the principal amount of such Term Bonds redeemed pursuant to Section 2(c)(i), provided that the District shall have delivered to the Registrar not less than 45 days prior to such Sinking Fund Payment Date a District certificate stating its election to apply such Term Bonds as such a credit. In such case, the Registrar shall reduce the amount of Term Bonds to be redeemed on the Sinking Fund Payment Date specified in such District certificate by the principal amount of Term Bonds so redeemed pursuant to Section 2(c)(i). Any credit given to Mandatory Sinking Fund Payments pursuant to this subsection (c)(ii) shall not affect any subsequent Mandatory Sinking Fund Payments, which shall remain payable as otherwise provided in this subsection, unless and until another credit is given in accordance with the provisions hereof.

(iii) Bonds subject to redemption shall be redeemed in whole multiples of \$5,000. If any Bond is in a denomination in excess of \$5,000, portions of the principal amount thereof in installments of \$5,000 or any whole multiple thereof may be redeemed, and if less than all of the principal amount thereof is to be redeemed, in such case upon the surrender of such Bonds there shall be issued to the registered owner thereof without charge therefor, for the then unredeemed balance of the principal amount thereof, Bonds of like series, maturity and interest rates in any of the authorized denominations provided by this Resolution.

(iv) Notice of redemption of Bonds stating their designation, date, maturity, principal amounts and the redemption date shall be given by the Registrar by mailing such notice by first-class mail, postage prepaid, not less than 30 days prior to the date fixed for redemption to the registered owners (or such shorter period as may be acceptable to the then registered owners) at their most recent addresses appearing upon the books of the Registrar. Failure to give notice to any particular registered owner or any defect in the notice given to such owner shall not affect the validity of the proceedings calling the Bonds or the redemption of any Bonds for which proper notice has been given. Notice of redemption need not be given to the holder of any Bonds, whether registered or not, who has waived notice of redemption. Notice of redemption having been given as provided above or notice of redemption having been waived by the owners of Bonds called for redemption who have not been given such notice as provided above, the Bonds so called for redemption shall become due and payable on the designated redemption date. The District shall give written notice to the Registrar of its election to redeem Bonds at least 45 days prior to the said redemption date, or such shorter period as shall be acceptable to the Registrar. If on or before the said redemption date funds sufficient to pay the Bonds so called for redemption at the applicable redemption price and accrued interest to said date have been deposited or caused to have been deposited by the District with the Registrar for the purposes of such payment and notice of redemption thereof has been given or waived as hereinbefore provided, then from and after the date fixed for redemption interest on such Bonds so called shall cease to accrue and become payable. If such funds shall not have been so deposited with the Registrar as aforesaid no later than the date fixed for redemption, such call for redemption shall be revoked and the Bonds so called for redemption shall continue to be outstanding the same as though they had not been so called; such Bonds shall continue to bear interest until paid at such rate as they would have borne had they not been called for redemption and shall continue to be protected by this Resolution and entitled to the benefits and security hereof.

(d) Interest on the Bonds at the respective rates for each maturity is payable semiannually on each interest payment date determined in accordance with this Section 2 (each of said dates, an “**Interest Payment Date**”) from the date of original issue or the most recent Interest Payment Date, whichever is later, until maturity or earlier redemption by check or draft mailed by the Registrar or its successor on such Interest Payment Date to the registered owner of each Bond at such registered owner’s address as it appears on the bond register maintained by the Registrar or its successor as of the close of business on the 15<sup>th</sup> day (whether or not a business day) immediately preceding each Interest Payment Date (the “**Record Date**”) subject to the provisions of the following paragraph. The principal on the Bonds and the interest due at maturity or upon redemption prior to maturity is payable in lawful money of the United States of

America to the registered owners thereof upon presentation and surrender of such Bonds to the Registrar at its designated corporate trust office.

If any 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 Registrar whenever moneys for the purpose of paying such defaulted interest become available.

If the date for payment of the principal of or the interest on the Bonds shall be a Saturday, Sunday, legal holiday or day on which banking institutions in the city in which the designated corporate trust office of the Registrar is located are authorized by law or executive order to close, the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or 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 payment date.

(e) The Bonds shall be executed on behalf of the District by the manual or facsimile signatures of the President and the Secretary of the Board (including such other persons authorized to sign on their behalf). In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds shall cease to be such officer before the delivery of any Bonds, such signature or facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. Notwithstanding such execution, no Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Resolution unless and until a certificate of authentication on such Bond has been duly executed by the manual signature of an authorized representative of the Registrar. Certificates of authentication on different Bonds need not be signed by the same representative. The executed certificate of authentication on each Bond shall be conclusive evidence that it has been authenticated and delivered under this Resolution.

(f) If any Bond is mutilated, lost, stolen or destroyed, the District shall execute a new Bond of like date, maturity and denomination to that mutilated, lost, stolen, or destroyed, provided that, in the case of any mutilated Bond, such mutilated Bond shall first be surrendered to the Registrar and, in the case of any lost, stolen, or destroyed Bonds, there first shall be furnished to the Registrar evidence of such loss, theft, or destruction satisfactory to the Registrar, together with an indemnity satisfactory to it. If such Bond shall have matured, instead of issuing a duplicate Bond, the District may pay the same without surrender thereof upon the performance of such requirements as it deems fit for its protection, including a lost instrument bond. The District and the Registrar may charge the owner of such Bond with their reasonable fees and expenses for such service.

(g) Unless otherwise directed by the Purchaser, the Bonds shall be issued initially as “book-entry-only” bonds under the services of The Depository Trust Company (the “**Depository**”), with one typewritten bond per maturity being issued to the Depository. In such connection the officers of the District are authorized to execute and deliver a Letter of Representations (the “**Letter of Representations**”) in the form required by the Depository, for and on behalf of the District, which shall thereafter govern matters with respect to registration, transfer, payment and redemption of the Bonds. If the Bonds are issued as “book-entry-only” bonds, the following provisions shall apply:

(i) The District and the 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:

(A) 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,

(B) 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

(C) 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 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 (v) below.

(ii) Upon receipt by the Registrar of written notice from the Depository to the effect that the Depository is unable or unwilling to discharge its responsibilities, the Registrar shall issue, transfer and exchange Bonds requested by the Depository in appropriate amounts. Whenever the Depository requests the Registrar to do so, the Registrar will cooperate with the Depository in taking appropriate action after reasonable notice (A) to arrange, with the prior written consent of the District, for a substitute depository willing and able upon reasonable and customary terms to maintain custody of the Bonds or (B) to make available Bonds registered in whatever name or names as the Beneficial Owners transferring or exchanging such Bonds shall designate.

(iii) If the District determines that it is desirable that certificates representing the Bonds be delivered to the ultimate beneficial owners of the Bonds and so notifies the Registrar in writing, the 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 Registrar shall issue, transfer and exchange bond certificates representing the Bonds as requested by the Depository in appropriate amounts and in authorized denominations.

(iv) Notwithstanding any other provision of this Resolution 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.

(v) Registered ownership of the Bonds may be transferred on the books of registration maintained by the Registrar, and the Bonds may be delivered in physical form to the following:

(A) any successor securities depository or its nominee; or

(B) any person, upon (I) the resignation of the Depository from its functions as depository or (II) termination of the use of the Depository pursuant to this Section and the terms of the Registrar and Paying Agent Agreement.

(vi) 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 Resolution, the books and records of the Registrar shall govern and establish the principal amount of such Bonds 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, the District shall immediately provide a supply of printed bond certificates, duly executed by manual or facsimile signatures of the President and Secretary of the Board, for issuance upon the transfers from the Depository and subsequent transfers or in the event of partial redemption. If such supply of certificates shall be insufficient to meet the requirements of the Registrar for issuance of replacement certificates upon transfer or partial redemption, the District agrees to order printed an additional supply of such certificates and to direct their execution by manual or facsimile signatures of its then duly qualified and acting President and Secretary of the Board.

**Section 3.** (a) The Registrar designated pursuant to Section 2(b) hereof, shall serve in the capacities of registrar and paying agent under the terms of an agreement entitled “**Registrar and Paying Agent Agreement**” between the District and the Registrar. The Authorized Officers, or each individually, is hereby authorized to execute said agreement in such form as such officer shall deem appropriate or necessary. The Registrar shall have only such duties and obligations as are expressly specified by this Resolution and the Registrar and Paying Agent Agreement, and no other duties or obligations shall be implied to the Registrar, except as may be set forth in a written agreement between the District and a successor Registrar.

(b) The District reserves the right to remove the Registrar upon 30 days’ notice and upon the appointment of a successor Registrar, in which event the predecessor Registrar shall deliver all cash and Bonds in its possession to the successor Registrar and shall deliver the bond register to the successor Registrar. The Authorized Officers, or each individually, is authorized to remove the Registrar as provided herein if such officer determines such removal is in the best interest of the District. Upon such removal, the Authorized Officers, or each individually, is authorized to appoint a successor Registrar and to execute a Registrar and Paying Agent Agreement with such successor Registrar in a form substantially similar to that approved by the Board pursuant to this Resolution, but with such changes as such officer shall deem appropriate or necessary.

(c) The Registrar shall keep and maintain for the District books for the registration and transfer of the Bonds at its designated corporate trust office. 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 Registrar by surrender of such Bond for cancellation, accompanied by a written instrument of transfer, in form satisfactory to the Registrar, duly executed by the registered owner in person or by such owner's duly authorized agent, and thereupon the Registrar on behalf of the District will deliver at such 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 the transferee owner or owners, a new Bond or Bonds of the same interest rate, aggregate principal amount and maturity, bearing numbers not contemporaneously then outstanding. To the extent of the denominations authorized for the Bonds by this Resolution, 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 shall be canceled and destroyed. The Registrar may impose a charge sufficient to defray all costs and expenses incident to registrations of transfer and exchanges. In each case the Registrar shall require the payment by the owner requesting exchange or transfer of any tax or other governmental charge required to be paid with respect to such exchange or transfer. Bonds issued upon transfer or exchange of Bonds shall be dated as of the date six months preceding the Interest Payment Date next following the date of registration thereof in the office of the Registrar, unless such date of registration shall be an Interest Payment Date, in which case they shall be dated as of such date of registration; provided, however, that if, as shown by the records of the Registrar, interest on the Bonds shall be in default, the Bonds issued in lieu of Bonds surrendered for transfer or exchange may be dated as of the date to which interest has been paid in full on the Bonds surrendered; and provided further, that if the date of registration shall be prior to the first Interest Payment Date, the Bonds shall be dated as of their date of original issue. All Bonds issued upon transfer of the Bonds so surrendered shall be valid obligations of the District evidencing the same obligations as the Bonds surrendered and shall be entitled to all the benefits and protection of this Resolution to the same extent as the Bonds upon transfer of which they were delivered. The District and the 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.

(d) The Registrar shall also be responsible for making the payments of principal and interest as the same fall due upon the Bonds from funds provided by the District for such purposes. Payments of interest due upon the Bonds prior to maturity or redemption shall be made by the Registrar by mailing a check in the amount due for such interest on each Interest Payment Date to the registered owner of each Bond to such owner's registered address as shown on the books of registration as required to be maintained under this Section 3. As provided in Section 9 hereof, on or before each principal or interest due date, without further order of the Board, the Treasurer of the Board or an Authorized Officer shall transmit from the Bond Fund (hereinafter established) to the Registrar money sufficient for payment of all principal and interest then due. Payments of principal due at maturity or at any date fixed for redemption prior to maturity, together with any accrued interest then due, shall be made by the Registrar upon presentation and surrender of such Bond. The District and the Registrar may treat the registered owner of any Bonds as the absolute owner of such Bond for purposes of making payments thereon and for all other purposes. 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 District

and the Registrar in respect of the liability upon the Bonds or claims for interest to the extent of the amount or amounts so paid.

**Section 4.** The Bonds shall be in substantially the following form:

**UNITED STATES OF AMERICA  
STATE OF NEBRASKA  
  
YORK COUNTY SCHOOL DISTRICT 0096  
(HEARTLAND COMMUNITY SCHOOLS)  
GENERAL OBLIGATION SCHOOL BUILDING BOND  
SERIES 2022**

No. \_\_\_\_\_ \$ \_\_\_\_\_

<u>Interest Rate</u>	<u>Date of Maturity</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
_____%	_____, 20__	_____, 2022	_____

**REGISTERED OWNER:** CEDE & CO.

**PRINCIPAL AMOUNT:**

**YORK COUNTY SCHOOL DISTRICT 0096 (HEARTLAND COMMUNITY SCHOOLS) IN THE STATE OF NEBRASKA** (the “District”) promises to pay to the order of the Registered Owner, or its registered assigns, the Principal Amount of this Bond upon presentation and surrender hereof on or after the Date of Maturity at the corporate trust offices of \_\_\_\_\_, \_\_\_\_\_, Nebraska, as Bond Registrar and Paying Agent (the “Registrar”).

The District also promises to pay interest on said Principal Amount on \_\_\_\_\_ and \_\_\_\_\_ of each year, commencing \_\_\_\_\_, 202\_\_ (each of such dates an “Interest Payment Date”), at the Rate of Interest per annum indicated above until maturity or earlier redemption. Interest shall be calculated on the basis of a 360-day year consisting of twelve 30-day months, from the Date of Original Issue or most recent Interest Payment Date, whichever is later. Interest on this Bond prior to maturity or earlier redemption shall be paid by check or draft mailed on such Interest Payment Date to the Registered Owner at such Registered Owner’s address as it appears on the registration books of the Registrar at the close of business on the 15th day (whether or a not a business day) immediately preceding each Interest Payment Date (the “Record Date”). 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 Registrar whenever moneys for such purpose become available.

This Bond is one of an issue of fully registered bonds of the total principal amount of \_\_\_\_\_ Million \_\_\_\_\_ Hundred \_\_\_\_\_ Thousand Dollars (\$\_\_\_\_\_), of even date and like tenor herewith, except as to date of maturity, rate of interest, denomination and priority of redemption (the “Bonds”), which were authorized by more than 50% of the

ballots cast by the qualified electors of the District at an election duly called by the Board of Education and held on May 10, 2022 in conjunction with the statewide primary election. The Bonds are being issued for the purposes of financing the costs of (i) constructing additions to and renovations of the District's existing school building, including a new secure and accessible main entrance, new elementary classrooms, a new weight room and new locker rooms, improvements to the north gymnasium, and an enclosed connection of the ag and industrial shop building to the main school building, (ii) constructing, acquiring and installing related parking and other site improvements for such building and additions, (iii) acquiring and installing necessary furniture and apparatus for such aforementioned building and additions, and (iv) constructing, equipping and furnishing an addition, including related parking and site improvements, to the District's existing school building to provide space for pre-kindergarten and a community daycare.

Notice of said election was given for more than twenty days prior thereto in a legal newspaper of general circulation in the District, and at said election the question of the issuance of said Bonds and the levy of the tax to pay the same was submitted to the qualified electors of the District in compliance with Sections 10-701 et seq., Reissue Revised Statutes of Nebraska, as amended. All of said Bonds are issued pursuant to a resolution duly adopted by the Board of Education of the District on June 1, 2022 (the "Bond Resolution").

The Bonds are direct, general obligations of the District, and the full faith, credit and resources and the taxing power of the District are irrevocably pledged to the prompt payment of the principal of, premium, if any, and interest on the Bonds, as the same become due. The District shall cause to be made annually a special levy of taxes on all the taxable property in the District, in addition to all other taxes, sufficient in rate and amount to pay the principal of, premium, if any, and interest on the Bonds as and when the same become due. The District has pledged such tax levy and all receipts therefrom to the payment of the Bonds pursuant to the Bond Resolution.

The Bonds maturing on or prior to \_\_\_\_\_, 20\_\_, are not subject to redemption prior to their stated maturities. The Bonds maturing on and after \_\_\_\_\_, 20\_\_ are subject to redemption at the option of the District prior to the stated maturities thereof at any time on or after \_\_\_\_\_, 20\_\_ as a whole, or in part from time to time in such principal amounts and from such maturity or maturities as the District in its sole and absolute discretion may determine, at the redemption price of the principal amount so redeemed, together with the interest accrued on such principal amount to the date fixed for redemption. If less than all of the Bonds of a maturity are to be called for redemption, the Registrar shall select the particular Bonds of such maturity to be redeemed by lot.

[The Bonds maturing on \_\_\_\_\_, 20\_\_ are subject to mandatory redemption prior to maturity, in part, prior to their stated maturity, on the dates, in the amounts and at the prices set forth in the Bond Resolution, through the application of mandatory sinking fund payments.]

Bonds shall be redeemed in whole multiples of \$5,000. If any Bond is in a denomination in excess of \$5,000, portions of the principal amount thereof in installments of \$5,000 or whole multiples thereof may be redeemed, and if less than all of the principal amount thereof is to be redeemed, in such case upon the surrender of such Bond there shall be issued to the Registered Owner thereof without charge therefor, for the then unredeemed balance of the principal amount thereof, registered bonds of like series, maturity and interest rates in any of the authorized denominations provided by the Bond Resolution.

Notice of redemption of this Bond shall be given to the Registered Owner hereof by first-class mail, postage prepaid, not less than thirty (30) days prior to the date fixed for redemption (or such shorter period as may be acceptable to the then registered owner of the Bonds), all as more particularly set forth in the Bond Resolution; provided, however, that failure to give such notice by mailing, or any defect therein, shall not affect the validity of any proceeding for the redemption of any Bond with respect to which no such failure has occurred. Notice of redemption having been given as provided in the Bond Resolution, or notice of redemption having been waived, and funds for the payment thereof having been deposited with the Registrar, this Bond shall cease to bear interest from and after the date fixed for redemption.

The Bonds of the series of which this Bond is one are issuable as fully registered Bonds without coupons in the denomination of \$5,000 and any whole multiple thereof. Subject to the limitations and upon payment of the charges provided in the Bond Resolution, Bonds may be exchanged for a like aggregate principal amount of Bonds. This Bond is transferable by the Registered Owner or such owner's attorney duly authorized in writing at the designated corporate trust office of the Registrar in \_\_\_\_\_, Nebraska, 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 Bond Resolution, subject to the limitations therein prescribed. The District, the 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 due hereunder and for all purposes and shall not be affected by any notice to the contrary, whether this Bond be overdue or not.

If the date for payment of the principal or redemption price of or interest on this Bond shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the city in which the principal corporate trust office of the 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 date shall have the same force and effect as if made on the nominal date of payment.

[The Bonds are "qualified tax-exempt obligations" as described in Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.]

AS PROVIDED IN THE BOND RESOLUTION, 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 BOND RESOLUTION, "DTC"), AND NOTWITHSTANDING ANY OTHER PROVISIONS OF THE BOND RESOLUTION TO THE CONTRARY, A PORTION OF THE PRINCIPAL AMOUNT OF THIS BOND MAY BE PAID OR REDEEMED WITHOUT SURRENDER HEREOF TO THE 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 BOND RESOLUTION.

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED OFFICER OF DTC (A) TO THE REGISTRAR FOR REGISTRATION OF TRANSFER OR EXCHANGE OR (B) TO THE REGISTRAR FOR PAYMENT OF PRINCIPAL, AND ANY BOND ISSUED IN REPLACEMENT HEREOF OR SUBSTITUTION HEREOF 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 PERSONS IS WRONGFUL BECAUSE ONLY THE REGISTERED OWNER HEREOF, DTC OR ITS NOMINEE, HAS AN INTEREST HEREIN.

**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 did exist, did happen and were done and performed in regular and due form and time as required by law and that the indebtedness of the District, including this Bond, does not exceed any limitation imposed by law.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Bond Resolution until the certificate of authentication hereon shall have been executed by the Registrar.

**IN WITNESS WHEREOF**, the District has caused this Bond to be executed on its behalf by the original or facsimile signature of the President of its Board of Education and attested by the original or facsimile signature of the Secretary of said Board of Education, all as of the Date of Original Issue shown above.

**YORK COUNTY SCHOOL DISTRICT 0096  
(HEARTLAND COMMUNITY SCHOOLS) IN  
THE STATE OF NEBRASKA**

ATTEST:

\_\_\_\_\_  
(Sample - Do not sign)

President

\_\_\_\_\_  
(Sample - Do not sign)

Secretary

**CERTIFICATE OF AUTHENTICATION  
AND REGISTRATION**

This Bond is one of the Bonds of the series designated therein issued under the provisions of the Bond Resolution and has been registered to the owner named in said Bond recorded in the books of record maintained by the undersigned Registrar for said issue of Bonds.

\_\_\_\_\_  
as Bond Registrar and Paying Agent

By: \_\_\_\_\_  
Its Authorized Officer

(FORM OF ASSIGNMENT)

For value received, the undersigned 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 Registrar with full power of substitution in the premises.

Date: \_\_\_\_\_

\_\_\_\_\_  
Registered Owner

Witness: \_\_\_\_\_

Note: The signature(s) on this assignment MUST CORRESPOND with the name(s) 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 5.** (a) After being executed by the President and the Secretary of the Board, in accordance with Section 2(e) hereof, the Bonds shall be delivered to the Registrar for registration and authentication. The Superintendent of Schools shall be responsible for the delivery of the Bonds and for all other ministerial acts relating to the Bonds. The Authorized Officers, or each individually, are hereby authorized to take all actions necessary to effect the delivery of each series of the Bonds to the Purchaser inclusive of the power and authority to execute such orders, certificates, receipts and other documents as may be necessary or desirable to effect such delivery and to receive the purchase price for the Bonds.

(b) The Superintendent of Schools is directed to make and certify a transcript of the proceedings of the District precedent to the issuance of each series of bonds authorized by this Resolution, which transcript shall be delivered to the Purchaser. The Authorized Officers, or each individually, shall certify for the Nebraska Auditor of Public Accounts the taxable valuation, the number of children of school age residing in the District and the total bonded indebtedness of the District.

**Section 6.** (a) The District is authorized to sell the Bonds to Piper Sandler & Co., as original purchaser of the Bonds (the “**Underwriter**”), in accordance with Section 2 of this Resolution. Delivery of the Bonds shall be made to the Underwriter as soon as practicable after the adoption of this Resolution, upon payment therefor in accordance with the terms of sale. The District is authorized to enter into a Bond Purchase Agreement (the “**Purchase Agreement**”) between the District and the Underwriter in form and substance acceptable to the Authorized Officers, or any individually, with respect to one or more series of Bonds. Such Authorized Officer is authorized to execute the Purchase Agreement, in form and substance acceptable to such Authorized Officer, for and on behalf of the District, such officer’s signature thereon being conclusive evidence of such official’s and the District’s approval thereof. The Underwriter shall have the right to direct the registration of the Bonds and the denominations thereof within each maturity, subject to the restrictions of this Resolution. Such Underwriter and its agents, representatives and counsel (including bond counsel) are hereby authorized to take such actions

on behalf of the District 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 at closing.

(b) The District is further authorized to place the Bonds with a private purchaser (the “**Private Purchaser**”) with the assistance of Piper Sandler & Co., as placement agent of the Bonds (the “**Placement Agent**”) in accordance with Section 2 of this Resolution. The Private Purchaser shall have the right to direct the registration of the Bonds and the denominations thereof within each maturity, subject to the restrictions of this Resolution. The Placement Agent and its agents, representatives and counsel (including bond counsel) are hereby authorized to take such actions on behalf of the District as are necessary to effectuate the closing of the issuance and placement of the Bonds.

(c) The District is further authorized to (i) issue the Bonds directly to a bank or other institutional lender (the “**Lender**”) to evidence or secure a loan from such Lender to the District or (ii) enter into a loan agreement with a Lender in lieu of issuing the Bonds, in accordance with Section 2 of this Resolution and subject to the other restrictions of this Resolution. Such Lender may be identified with the assistance of the Placement Agent. The Lender shall have the right to direct the registration of the Bonds and the denominations thereof within each maturity, subject to the restrictions of this Resolution. The Placement Agent and its agents, representatives and counsel (including bond counsel) are hereby authorized to take such actions on behalf of the District as are necessary to effectuate the closing of the issuance of the Bonds.

**Section 7.** The District hereby establishes the following funds and accounts: (a) the Series 2022 Bond Fund (the “**Bond Fund**”) and (b) the Series 2022 Project Fund (the “**Project Fund**”). The foregoing funds shall be maintained by the District in accordance with the provisions of this Resolution. The Authorized Officers, or each individually, is hereby authorized to create additional sub-accounts within the foregoing fund and accounts as are necessary and appropriate to carry out the provisions of this Resolution.

**Section 8.** The proceeds from the sale of each series of Bonds, including the interest, if any, accrued on the Bonds from their date of original issue to the date of delivery and payment thereof, shall be received by the District Treasurer. The District Treasurer shall apply such proceeds as follows: (a) any accrued interest shall be deposited in the Bond Fund and (b) all remaining proceeds shall be deposited in the Project Fund to pay Project costs and costs of issuing the Bonds.

**Section 9.** (a) The District shall deposit in the Bond Fund, as and when received, all proceeds of the tax levy provided for in Section 10 hereof. All amounts paid and credited to the Bond Fund shall be expended and used by the District for the sole purpose of paying the principal of, premium, if any, and interest on the Bonds as and when the same become due, including on any redemption date, and paying the usual and customary fees and expenses of the Registrar.

(b) The Authorized Officers (or such other persons authorized to act on their behalf), or each individually, is authorized and directed to withdraw from the Bond Fund and forward to the Registrar sums sufficient to pay principal of, premium, if any, and interest on the Bonds as and when the same become due, and also to pay the charges made by the Registrar for acting in such capacity, if applicable, which charges shall be over and above the amount of the principal

of, premium, if any, and interest on the Bonds. If, through the lapse of time, or otherwise, the owners of Bonds shall no longer be entitled to enforce payment of their obligations, it shall be the duty of the Registrar to return the funds to the District. All moneys deposited with the Registrar shall be deemed to be deposited in accordance with and subject to all of the provisions contained in this Resolution.

(c) Any moneys or investments remaining in the Bond Fund after all principal of and the interest on the Bonds have been paid in full shall be transferred to the general fund of the District.

**Section 10.** The Bonds shall be direct, general obligations of the District, and the District irrevocably pledges the full faith and credit and the tax power of the District, including such special levy of taxes described in this Section and all receipts therefrom, to the prompt payment of the principal of, premium, if any, and the interest on the Bonds as the same become due. The District represents, warrants and covenants that it shall cause to be levied and collected annually a special levy of taxes on all the taxable property in the District, without limitation as to rate or amount, to pay the interest on, premium, if any, and the principal of the Bonds as and when such interest, premium, and principal, respectively, become due, which taxes shall be in excess of and in addition to all other taxes now or hereafter authorized to be levied by the District. Such tax levy and all receipts therefrom to all payments due on the Bonds are pledged to the payment of debt service on the Bonds. The District further agrees to direct the application of such tax levy moneys held by the County Treasurer of York County and the county treasurer of any other county in which portions of the District may lie to the payment of the Bonds so that not later than each maturity date and/or Interest Payment Date with respect to the Bonds, there shall be on hand with the Registrar sufficient funds to make the payments of principal of, premium, if any, and interest on the Bonds as they fall due.

**Section 11.** (a) The District covenants and agrees that (i) it will comply with all applicable provisions of the Internal Revenue Code of 1986, as amended (the “Code”), including Sections 103 and 141 through 150, necessary to maintain the exclusion from gross income for federal income tax purposes of the interest on the Bonds and (ii) it will not use or permit the use of any proceeds of the Bonds or any other funds of the District nor take or permit any other action, or fail to take any action, if any such action or failure to take action would adversely affect the exclusion from gross income of the interest on the Bonds. In addition, the District will adopt such other resolutions and take such other actions as may be necessary to comply with the Code and with all other applicable future laws, regulations, published rulings and judicial decisions, in order to ensure that the interest on the Bonds will remain excluded from federal gross income, to the extent any such actions can be taken by the District.

(b) The District covenants and agrees that (i) it will comply with all requirements of Section 148 of the Code to the extent applicable to the Bonds, (ii) it will use the proceeds of the Bonds as soon as practicable and with all reasonable dispatch for the purposes for which the Bonds are issued, and (iii) it will not invest or directly or indirectly use or permit the use of any proceeds of the Bonds or any other funds of the District in any manner, or take or omit to take any action, that would cause the Bonds to be “arbitrage bonds” within the meaning of Section 148(a) of the Code.

(c) The District covenants and agrees that it will pay or provide for the payment from time to time of all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code and any Treasury Regulations applicable to the Bonds from time to time. This covenant shall survive payment in full or defeasance of the Bonds. The District specifically covenants to pay or cause to be paid to the United States of America, the required amounts of rebatable arbitrage at the times and in the amounts as determined by its Federal Tax Certificate. Notwithstanding anything to the contrary contained herein, the Federal Tax Certificate may be amended or replaced if, in the opinion of counsel nationally recognized on the subject of municipal bonds, such amendment or replacement will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds.

(d) The District covenants and agrees that (to the extent within its power or direction) it will not use any portion of the proceeds of the Bonds, including any investment income earned on such proceeds, directly or indirectly, in a manner that would cause any Bond to be a “private activity bond”.

(e) If applicable and in consultation with bond counsel, the Authorized Officers, or each individually, are authorized to make the following representations in connection with the exception for small governmental units from the arbitrage rebate requirements under Section 148(f)(4)(D) of the Code:

(i) the District is a governmental unit under Nebraska law with general taxing powers;

(ii) none of the Bonds is a private activity bond as defined in Section 141 of the Code;

(iii) ninety-five percent or more of the net proceeds of the Bonds are to be used for local governmental activities of the District;

(iv) the aggregate face amount of the Bonds attributable to financing the construction of public school facilities is not less than \$7,060,000 (the “**Construction Amount**”);

(v) the aggregate face amount of all tax-exempt obligations (other than “private activity bonds and certain refunding bonds” but including any tax-exempt lease-purchase agreements) to be issued by the District during the current calendar year is not reasonably expected to exceed the sum of (A) \$5,000,000, plus (B) the lesser of \$10,000,000 (provided that such amount is attributable to the construction of public school facilities) or the Construction Amount; District understands that, for this purpose, (y) the District and all entities which issue bonds on behalf of the District are treated as one issuer; and (z) all bonds issued by an entity subordinate to the District are treated as issued by the District; and

(vi) the District (including all subordinate entities thereof) will not issue in excess of \$15,000,000 (no more than \$5,000,000 of which may be attributable to expenditures not relating to the construction of public school facilities) of tax-exempt bonds (other than “private activity bonds” and certain refunding bonds but including any tax-exempt lease-purchase agreements) during the current calendar year without first

obtaining an opinion of nationally recognized counsel in the area of municipal finance that the excludability of the interest on the Bonds from gross income for federal tax purposes will not be adversely affected thereby.

(f) If applicable and in consultation with bond counsel, the Authorized Officers, or each individually, are authorized to designate one or more series of Bonds as “qualified tax-exempt obligations” as defined in Section 265(b)(3) of the Code. In connection with such designation, the District will represent that:

(i) the aggregate face amount of all tax-exempt obligations (other than private activity bonds that are not “qualified 501(c)(3) bonds” and certain refunding bonds) which will be issued by the District (and all subordinate entities thereof) during the current calendar year is not reasonably expected to exceed \$10,000,000; and

(ii) the District (including all subordinate entities thereof) will not issue an aggregate principal amount of tax-exempt obligations (other than private activity bonds that are not “qualified 501(c)(3) bonds” and certain refunding bonds) during the current calendar year, including the Bonds, in excess of \$10,000,000, without first obtaining an opinion of nationally recognized counsel in the area of municipal finance that the designation of the Bonds as “qualified tax-exempt obligations” will not be adversely affected.

Any Authorized Officer shall take such other action as may be necessary to make effective the designation in this subsection (f).

**Section 12.** The Board authorizes the use and distribution of any official statement, offering circular, term sheet, request for lenders or any other offering document (including any preliminary thereof, the “**Offering Document**”) by the Underwriter or the Placement Agent in connection with the reoffering or placement of the Bonds. Any Authorized Officer is authorized to approve the final Offering Document as so supplemented, amended and completed and the use and distribution of the final Offering Document by the Underwriter or the Placement Agent in connection with the reoffering or placement of the Bonds is hereby authorized. Any Authorized Officers is hereby authorized to execute and deliver a certificate pertaining to such Offering Document as prescribed therein, dated as of the date of payment for and delivery of the Bonds.

The District shall provide to the Underwriter or the Placement Agent within seven Business Days of the date of the sale of the Bonds sufficient copies of the final Offering Document to enable the Underwriter or the Placement Agent to comply with the requirements of Rule 15c2-12(b)(4) and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board, if applicable.

**Section 13.** If so required by the Underwriter, the Board (a) authorizes and directs the Authorized Officers, or each individually, to execute and deliver, on the date of the issuance of the Bonds, a continuing disclosure agreement or certificate (the “**Undertaking**”) in such form that satisfies the requirements of Rule 15c2-12 and is acceptable to the Underwriter and bond counsel and (b) shall comply with and carry out all of the provisions of the Undertaking. The Authorized Officers, or each individually, may engage a dissemination agent to assist the District with its obligations pursuant to the Undertaking. Notwithstanding any other provisions of this Resolution, failure of the District to comply with the Undertaking will not be considered a

default under this Resolution or the Bonds; however, any Bondholder or Beneficial Owner may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the District to comply with its obligations under this Section 13 and the Undertaking. For purposes of this Section 13, “Beneficial Owner” means any person who (i) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (ii) is treated as the owner of any Bonds for federal income tax purposes.

**Section 14.** The District reserves the right to issue refunding bonds and provide for the investment of the proceeds thereof for purposes of providing for the payment of principal and interest on the Bonds in such manner as may be prescribed by law from time to time but specifically including the provisions of Sections 10-142 and 10-717 et seq., Reissue Revised Statutes of Nebraska, as amended.

**Section 15.** The District’s obligations under this Resolution shall be fully discharged and satisfied as to the Bonds authorized and issued hereunder, and said Bonds, or portions thereof, shall no longer be deemed outstanding hereunder when payment of the principal thereof plus interest thereon to the date of maturity or redemption thereof (a) shall have been made or caused to have been made in accordance with the terms thereof and hereof, or (b) shall have been provided for by depositing in escrow with a national or state bank having trust powers in trust solely for such payment (i) sufficient money to make such payment and/or (ii) direct general obligations of, or obligations the principal and interest of which are unconditionally guaranteed by, the United States of America, or obligations of any agency of the United States of America (herein referred to as “**Government Obligations**”), in such amount and with such maturities as to principal and interest as will insure the availability of sufficient money to make such payment, and thereupon such Bonds shall cease to draw interest from the date of their redemption or maturity and, except for the purposes of such payments, shall no longer be entitled to the benefits of this Resolution; provided that, with respect to any Bonds called or to be called for redemption prior to the stated maturity thereof, notice of redemption shall have been duly given or provided for. If money shall have been deposited in accordance with the terms hereof with the escrow agent in trust for that purpose sufficient to pay the principal of such Bonds and all interest due thereon to the due date thereof or to the date fixed for the redemption thereof, all liability of the District for such payment shall forthwith cease, determine and be completely discharged, and all such Bonds shall no longer be considered outstanding.

**Section 16.** Without in any way limiting the power, authority, or discretion elsewhere herein granted or delegated, the Board hereby (a) authorizes and directs each of the Authorized Officers and all other officers, employees and agents of the District to carry out, or cause to be carried out, and to perform such obligations of the District and such other actions as they, or any one of them shall consider necessary, advisable, desirable, or appropriate in connection with this Resolution, and the issuance, sale, and delivery of the Bonds, including, without limitation and whenever applicable, the execution and delivery thereof and of all other related documents, instruments, certificates, and opinions; and (b) directs, authorizes, and delegates to each of the Authorized Officers the right, power, and authority to exercise such officers’ own independent judgment and absolute discretion in determining and finalizing the terms, provisions, form and contents of each of the foregoing. The execution and delivery by any Authorized Officer or by any other officer, officers, agent, or agents of the District of any such documents, instruments,

certifications, and opinions, or the doing by them of any act in connection with any of the matters which are the subject of this Resolution, shall constitute conclusive evidence of both the District's and their approval of all changes, modifications, amendments, revisions, and alterations made therein, and shall conclusively establish their absolute, unconditional, and irrevocable authority with respect thereto from the District and the authorization, approval, and ratification by the District of the documents, instruments, certifications, and opinions so executed and the action so taken.

**Section 17.** If any one or more of the provisions of this Resolution should be determined by a court of competent jurisdiction to be contrary to law, then such provisions shall be deemed severable from the remaining provisions of this Resolution and the invalidity thereof shall in no way affect the validity of the other provisions of this Resolution or of the Bonds and the owners of the Bonds shall retain all the rights and benefits accorded to them under this Resolution and under any applicable provisions of law. If any provision of this Resolution shall be held or deemed to be or shall, in fact, be inoperative or unenforceable or invalid in any particular case in any jurisdiction or jurisdictions, or in all cases because it conflicts with any constitution or statute or rule of public policy, or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable or invalid in any other case or circumstances, or of rendering any other provision or provisions herein contained inoperative or unenforceable or invalid to any extent whatever.

**Section 18.** The District hereby adopts the Post-Issuance Tax Compliance Procedures attached to this Resolution as Exhibit A to ensure that all applicable post-issuance requirements of federal income tax law needed to preserve the tax-exempt status of the Bonds are met. The District reserves the right to use its discretion as necessary and appropriate to make exceptions or request additional provisions as it may determine. The District also reserves the right to change these policies and procedures from time to time, without notice.

**Section 19.** The District hereby adopts the Disclosure Policies and Procedures attached to this Resolution as Exhibit B to ensure that the District satisfies the requirements of Rule 15c2-12 and the Undertaking. The District reserves the right to use its discretion as necessary and appropriate to make exceptions or request additional provisions as it may determine. The District also reserves the right to change such policies and procedures from time to time, without notice.

**Section 20.** This Resolution shall take effect and be in force from and after its passage as provided by law.

ADOPTED June 1, 2022.

**YORK COUNTY SCHOOL DISTRICT 0096  
(HEARTLAND COMMUNITY SCHOOLS) IN  
THE STATE OF NEBRASKA**

ATTEST:

By: \_\_\_\_\_  
President, Board of Education

By: \_\_\_\_\_  
Secretary, Board of Education

## EXHIBIT A

### POST-ISSUANCE TAX COMPLIANCE PROCEDURES

#### General

In connection with the issuance by the District of its General Obligation School Building Bonds, Series 2022, and any additional bonds of the District issued pursuant to the resolution adopted on the June 1, 2022 (the “**Bonds**”), the District will execute a tax compliance certificate (the “**Tax Certificate**”) that describes the requirements and provisions of the Internal Revenue Code of 1986, as amended (the “**Code**”) that must be followed in order to maintain the tax-exempt status of interest on the Bonds. In addition, the Tax Certificate will contain the reasonable expectations of the District at the time of issuance of the Bonds with respect to the use of the gross proceeds of the Bonds and the assets to be financed or refinanced with the proceeds thereof. These Procedures supplement and support the covenants and representations made by the District in the Tax Certificate. In order to comply with the covenants and representations set forth in the Bond documents and in the Tax Certificate, the District tracks and monitors the actual use of the proceeds of the Bonds, the investment and expenditure of the Bond proceeds and the assets financed or refinanced with the proceeds of the Bonds over their life.

#### Designation of Responsible Person

The Superintendent of the District shall maintain an inventory of the Bonds and assets financed which contains the pertinent data to satisfy the District’s monitoring responsibilities. Any transfer, sale or other disposition of Bond-financed assets must be reviewed and approved by the Superintendent.

#### Post-Issuance Compliance Requirements

##### External Advisors/Documentation

The District shall consult with bond counsel and other legal counsel and advisors, as needed, throughout the Bond issuance process to identify requirements and to establish procedures necessary or appropriate so that the Bonds will continue to qualify for tax-exempt status. Those requirements and procedures shall be documented in the Tax Certificate and/or other documents finalized at or before issuance of the Bonds. Those requirements and procedures shall include future compliance with applicable arbitrage rebate requirements and all other applicable post-issuance requirements of federal tax law throughout (and in some cases beyond) the term of the Bonds.

The District also shall consult with bond counsel and other legal counsel and advisors, as needed, following issuance of the Bonds to ensure that all applicable post-issuance requirements in fact are met. This shall include, without limitation, consultation in connection with future contracts with respect to the use of Bond-financed or refinanced assets.

The District shall train and employ or otherwise engage expert advisors (a “**Rebate Analyst**”) to assist in the calculation of arbitrage rebate payable in respect of the investment of

Bond proceeds, unless the Tax Certificate documents provide that arbitrage rebate will not be applicable to the Bonds.

Unless otherwise provided by the resolution or other authorizing documents relating to the Bonds, unexpended Bond proceeds shall be held in a segregated account by a trustee, and the investment of Bond proceeds shall be managed by the District. The District shall prepare (or cause the trustee to prepare) regular, periodic statements regarding the investments and transactions involving Bond proceeds.

#### Arbitrage Rebate and Yield

Unless the Tax Certificate documents provide that arbitrage rebate will not be applicable to the Bonds, the District shall be responsible for:

- engaging the services of a Rebate Analyst and, prior to each rebate calculation date, causing the trustee or other account holder to deliver periodic statements concerning the investment of Bond proceeds to the Rebate Analyst;
- providing to the Rebate Analyst additional documents and information reasonably requested by the Rebate Analyst;
- monitoring efforts of the Rebate Analyst;
- assuring payment of required rebate amounts, if any, no later than 60 days after each 5-year anniversary of the issue date of the Bonds, and no later than 60 days after the last Bond is redeemed;
- during the construction period of each capital project financed in whole or in part by the Bonds, monitoring the investment and expenditure of Bond proceeds and consulting with the Rebate Analyst to determine compliance with any applicable exceptions from the arbitrage rebate requirements during each 6-month spending period up to 6 months, 18 months or 24 months, as applicable, following the issue date of the Bonds; and
- retaining copies of all arbitrage reports and account statements as described below under “Record Keeping Requirements”.

The District, in the Tax Certificate and/or other documents finalized at or before the issuance of the Bonds, has agreed to undertake the tasks listed above (unless the Tax Certificate documents provide that arbitrage rebate will not be applicable to the Bonds).

#### Use of Bond Proceeds and Bond-Financed or Refinanced Assets:

The District shall be responsible for:

- monitoring the use of Bond proceeds and the use of Bond-financed or refinanced assets (*e.g.*, facilities, furnishings or equipment) throughout the term of the Bonds to ensure compliance with covenants and restrictions set forth in the Tax Certificate;

- maintaining records identifying the assets or portion of assets that are financed or refinanced with proceeds of the Bonds, including a final allocation of Bond proceeds as described below under “Record Keeping Requirements”;
- consulting with bond counsel and other legal counsel and advisers in the review of any contracts or arrangements involving use of Bond-financed or refinanced assets to ensure compliance with all covenants and restrictions set forth in the Tax Certificate;
- maintaining records for any contracts or arrangements involving the use of Bond-financed or refinanced assets as described below under “Record Keeping Requirements”;
- conferring at least annually with personnel responsible for Bond-financed or refinanced assets to identify and discuss any existing or planned use of Bond-financed or refinanced assets, to ensure that those uses are consistent with all covenants and restrictions set forth in the Tax Certificate; and
- to the extent that the District discovers that any applicable tax restrictions regarding use of Bond proceeds and Bond-financed or refinanced assets will or may be violated, consulting promptly with bond counsel and other legal counsel and advisers to determine a course of action to remediate all nonqualified bonds, if such counsel advises that a remedial action is necessary.

The District, in the Tax Certificate and/or other documents finalized at or before the issuance of the Bonds, has agreed to undertake the tasks listed above.

All relevant records and contracts shall be maintained as described below.

### Record Keeping Requirements

The District shall be responsible for maintaining the following documents for the term of the Bonds (including refunding bonds, if any) plus at least three years:

- a copy of the Bond closing transcript(s) and other relevant documentation delivered to the District at or in connection with closing of the Bonds, including any elections made by the District in connection therewith;
- a copy of all material documents relating to capital expenditures financed or refinanced by Bond proceeds, including (without limitation) construction contracts, purchase orders, invoices, trustee requisitions and payment records, draw requests for Bond proceeds and evidence as to the amount and date for each draw down of Bond proceeds, as well as documents relating to costs paid or reimbursed with Bond proceeds and records identifying the assets or portion of assets that are financed or refinanced with Bond proceeds, including a final allocation of Bond proceeds;
- a copy of all contracts and arrangements involving the use of Bond-financed or refinanced assets;

- copies of all trustee statements and reports, including arbitrage reports, prepared with respect to the Bonds; and
- a copy of all records of investments, investment agreements, arbitrage reports and underlying documents, including trustee statements, in connection with any investment agreements, and copies of all bidding documents, if any.

## **EXHIBIT B**

### **DISCLOSURE POLICIES AND PROCEDURES**

#### **Purpose of Disclosure Policies and Procedures**

The issuance and sale of certain municipal bonds, notes, certificates of participation or other obligations (collectively, “**Obligations**”) are subject to certain federal and state securities laws, including Rule 15c2-12 (the “**Rule**”) promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). The Rule requires that an underwriter, prior to purchasing or selling an issue of Obligations in a principal amount of \$1,000,000 or more, obtain a written agreement from the issuer of such Obligations to provide certain financial information or operating data on an annual basis and notices of the occurrence of certain enumerated events with the Municipal Securities Rulemaking Board (“**MSRB**”) using the MSRB’s Electronic Municipal Market Access system (“**EMMA**”).

York County School District 0096 (Heartland Community Schools) in the State of Nebraska (the “**District**”) has previously issued or may in the future issue Obligations subject to the Rule, and in connection with such issuances the District has entered and/or will enter into one or more Continuing Disclosure Certificates or Continuing Disclosure Agreements (collectively, the “**Undertakings**”) in accordance with the Rule. Pursuant to such Undertakings, the District has covenanted or will covenant to comply with the Rule by timely making the required filings. These Policies and Procedures are intended to assure that all filings required under the Rule are made timely and completely and meet all requirements of the Rule.

#### **Designation of District Representative; Maintenance of List and Files**

The “**District Representative**” for the District shall be the Superintendent of Schools of the District and any alternate or assistant as such Superintendent shall appoint. The District Representative is directed to employ the policies and procedures described herein. The District Representative shall be knowledgeable and familiar with the provisions of each Undertaking as to the type, format and content of the financial information or operating data to be included in each Annual Report required to be made thereunder, the instances in which notice of the occurrence of certain events must be given, and the timing requirements for the filing thereof. The District and the District Representative recognize and acknowledge that the terms, requirements and filing deadlines may vary by Undertaking.

The District Representative shall maintain a current list for each fiscal year identifying each issue of Obligations of the District outstanding during such fiscal year setting forth the name, original principal amount, date of issuance and CUSIP numbers for each such issue and the dates by which the Annual Reports are required to be submitted to the MSRB using EMMA, such list to be accompanied by copies of the related Undertakings.

## **Dissemination Agents**

The District and the District Representative may utilize the services of a financial institution or other provider to act as dissemination agent (each, a “**Dissemination Agent**”) in filing the disclosures and notices described herein and performing the duties of the Dissemination Agent in accordance with the terms of the applicable Undertaking. The Dissemination Agent shall review and be familiar with the contents and filing requirements of the particular Undertaking and with the procedures for making the filings required under such Undertaking with the MSRB using the EMMA system. The District Representative shall coordinate the preparation and submission of the required information with such Dissemination Agent to ensure full compliance with the requirements of the Rule and the applicable Undertakings.

## **Annual Financial Filings**

The District Representative will review the Undertaking related to each outstanding issue of Obligations to determine the financial information required to be included in the Annual Report (i.e., the District’s audited financial statements and certain other financial information or operating data with respect to the District, if applicable (the “**Annual Report**”)) required to be filed annually with the MSRB using the EMMA system, and the deadline by which such information must be filed. Unless required otherwise by an Undertaking and as permitted by EMMA filing procedures, the District Representative may file identical Annual Reports with respect to each issue of the District’s Obligations. The District Representative shall be knowledgeable and familiar with the specific requirements for the filing of a Notice of Failure to File the Annual Report by the date(s) required under the terms of each Undertaking, if applicable.

The District Representative shall timely initiate the process of preparing the financial information or operating data required to be submitted under each Undertaking as part of the Annual Report. The District Representative shall assemble the information as soon as it becomes available and determine the scope of additional information to be required and also contact the auditors to establish a schedule for completion and submission for the Audited Financial Statements.

The District Representative will timely file the Annual Report, or will cause the Dissemination Agent to file the Annual Report, with the MSRB using the EMMA system. If the Audited Financial Statements are not then available, unaudited financial information may be filed with the MSRB using EMMA and the Audited Financial Statements shall be filed within 10 business days of their receipt and acceptance.

## **Listed Event Filings**

The District Representative will review the Undertaking related to each outstanding issue of Obligations for the listed events which, upon the occurrence thereof, require prompt notices to be filed with the MSRB using the EMMA system. The District Representative will monitor the Obligations and the District’s operations for occurrences of any such events and will actively evaluate whether an event may be a listed event as set forth in the

District's outstanding Undertakings. After obtaining actual knowledge of such an event, the District Representative will promptly contact the District's bond counsel and the Dissemination Agent, if any, to determine whether the District must file notice of the event with the MSRB under one or more of its Undertakings. Upon a determination that the District must file such notice, the District Representative will file the appropriate notice, or will cause the Dissemination Agent to file such notice, with the MSRB using the EMMA system within ten (10) business days after the occurrence of the listed event or as the District's bond counsel may otherwise direct.

### **Reports of District Representative; Record Retention**

The District Representative shall provide to the School Board of the District, any Dissemination Agent and the underwriter of each issue of Obligations confirmation from EMMA received upon the filing of each Annual Report and any other filings made with the MSRB using the EMMA system promptly upon receipt of each such confirmation.

The District Representative shall maintain records with respect to the filings with the MSRB using EMMA, including, but not limited to, EMMA posting receipts showing the dates and nature or contents of all filings for each issue of Obligations outstanding during each fiscal year. Such records shall be kept for at least 5 years after the respective issue of Obligations is no longer outstanding.

### **Familiarity with EMMA Submission Process**

The District Representative shall register with EMMA and review the on-line process of filing with EMMA located at [www.emma.msrb.org](http://www.emma.msrb.org) in order to submit the required information. The MSRB Market Information Department can also be contacted at 703.797.6668. A tutorial is available at the website and a practice submission is available as well. The District Representative also shall enroll the District in EMMA's reminder system to ensure timely performance of its responsibilities and obligations.

Notwithstanding the foregoing, if the District has retained a Dissemination Agent to assist with making the filings required by the District's Undertakings and to remind the District of its filing deadlines, the District Representative need not register with EMMA or enroll in EMMA's reminder system.

### **Training**

To ensure adequate resources to comply with the Rule, the District Representative shall develop a training process aimed at providing additional assistance in preparing required information. The training process shall be conducted at least annually and shall encompass a review of the EMMA submission process and an understanding of the timing requirements necessary for full compliance. The retention by the District of a Dissemination Agent to assist it with compliance under its Undertakings and the Rule may be deemed part of such training process.

## **Review of Offering Document in Connection with Primary Offerings**

In connection with a new issue of Obligations, the District Representative, together with such District officials as the District Representative deems appropriate, shall promptly review upon receipt the offering document by which such Obligations shall be offered and sold. For any issue of Obligations subject to the Rule, prior to the distribution of the related offering document the District shall deem the information concerning the District in such offering document as accurate and complete in all material respects (except for such information as permitted to be omitted by the Rule) as of the date of such offering document. The District shall confirm prior to the final pricing of the Obligations that the information concerning the District in the offering document does not contain an untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.