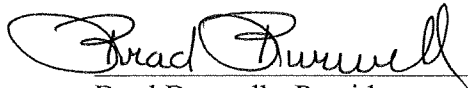


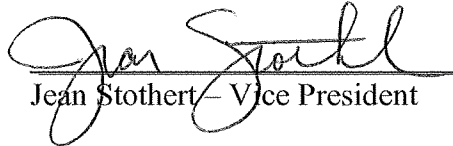
**ACKNOWLEDGMENT OF RECEIPT
OF NOTICE OF MEETING**

The undersigned members of the Board of Education of Millard, District #017, Omaha, Nebraska, hereby acknowledge receipt of advance notice of a special meeting of said Board of Education and the agenda for such meeting held at 12:00 Noon P.M. on July 25, 2006, at Don Stroh Administrative Center 5606 South 147th Street Omaha, NE 68137

Dated this 25th day of July, 2006.



Brad Burwell - President



Jean Stothert - Vice President


Julie Johnson - Secretary



Mike Kennedy - Treasurer



Mike Pate, Member



Linda Poole, Member

**NOTICE OF MEETING
SCHOOL DISTRICT NO. 17**

Notice is hereby given of a Board of Education meeting of School District No. 17, in the County of Douglas, which will be held at 12:00 Noon on Tuesday, July 25, 2006 at 5606 South 147th Street, Omaha, Nebraska. The board will meet to consider a resolution authorizing the sale and issuance of \$48,000,000 General Obligation Bonds.

An agenda for such meetings, kept continuously current are available for public inspection at the office of the superintendent at 5606 South 147th Street, Omaha, Nebraska.

JULIE JOHNSON,
Secretary

7-21-06

**THE DAILY RECORD
OF OMAHA**

**RONALD A. HENNINGSEN, Publisher
PROOF OF PUBLICATION**

UNITED STATES OF AMERICA, }
The State of Nebraska, } ss.
District of Nebraska,
County of Douglas,
City of Omaha,

J. BOYD

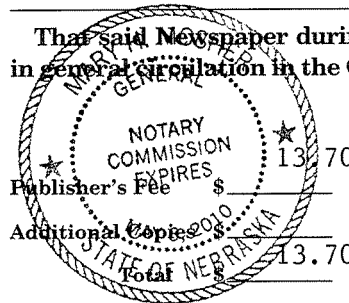
being duly sworn, deposes and says that she is

LEGAL EDITOR

of THE DAILY RECORD, of Omaha, a legal newspaper, printed and published daily in the English language, having a bona fide paid circulation in Douglas County in excess of 300 copies, printed in Omaha, in said County of Douglas, for more than fifty-two weeks last past; that the printed notice hereto attached was published in THE

DAILY RECORD, of Omaha, on _____
July 21, 2006

That said Newspaper during that time was regularly published and in general circulation in the County of Douglas, and State of Nebraska.



Subscribed in my presence and sworn to before
me this 21st day of
July 20 06

Notary Public in and for Douglas County,
State of Nebraska

BOARD OF EDUCATION
MILLARD PUBLIC SCHOOLS
OMAHA, NEBRASKA

SPECIAL BOARD OF EDUCATION MEETING STROH ADMINISTRATION CENTER
12:00 Noon 5606 SOUTH 147th STREET
JULY 25,2006

AGENDA

- A. Call to Order
- B. Roll Call
- C. Public Comments on agenda items - This is the proper time for public questions and comments on agenda items only. Please make sure a request form is given to the Board President before the meeting begins.
- D. New Business
 - 1. RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF \$48,000,000 GENERAL OBLIGATION BONDS, OF DOUGLAS COUNTY SCHOOL DISTRICT 017, IN THE STATE OF NEBRASKA, ALSO KNOWN AS MILLARD PUBLIC SCHOOLS; APPOINTING A PAYING AGENT AND REGISTRAR; AND RELATED MATTERS.
- E. Adjournment

BOARD OF EDUCATION
MILLARD PUBLIC SCHOOLS
OMAHA, NEBRASKA

SPECIAL BOARD OF EDUCATION MEETING STROH ADMINISTRATION CENTER
12:00 Noon 5606 SOUTH 147th STREET
JULY 25, 2006

ADMINISTRATIVE MEMORANDUM

- A. Call to Order
- B. Roll Call
- C. Public Comments on agenda items - This is the proper time for public questions and comments on agenda items only. Please make sure a request form is given to the Board President before the meeting begins.

D. New Business

Motion by _____, seconded by _____, to approve RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF \$48,000,000 GENERAL OBLIGATION BONDS, OF DOUGLAS COUNTY SCHOOL DISTRICT 017, IN THE STATE OF NEBRASKA, ALSO KNOWN AS MILLARD PUBLIC SCHOOLS; APPOINTING A PAYING AGENT AND REGISTRAR; AND RELATED MATTERS.

F. Adjournment

MILLARD PUBLIC SCHOOLS

SCHOOL DISTRICT NO 17

A special meeting was held of the Board of Education of the School District No. 17, in the County of Douglas in the State of Nebraska. This meeting was convened in open and public session at 12:00 Noon p.m., Monday, July 25, 2006, at the Don Stroh Administration Center, 5606 South 147th Street.

PRESENT: Mike Pate, Brad Burwell, Jean Stothert, Linda Poole, and Mike Kennedy

Notice of this meeting was given in advance thereof by publication in the Daily Record on, July 21, 2006; a copy of the publication is being attached to these minutes. Notice of this meeting was given to all members of the Board of Education and a copy of their Acknowledgment of Receipt of Notice and the agenda are attached to these minutes. Availability of the agenda was communicated in advance notice and in the notice of the Board of Education of this meeting. All proceedings hereafter shown were taken while the convened meeting was open to the attendance of the public.

At 12:00 Noon p.m. Brad Burwell called the meeting to order and board members present included: Brad Burwell, Jean Stothert, Mike Pate, Mike Kennedy and Linda Poole, which constitutes a quorum.

Motion by Mike Kennedy, seconded by Mike Pate, to approve a RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF \$48,000,000 GENERAL OBLIGATION BONDS, OF DOUGLAS COUNTY SCHOOL DISTRICT 017, IN THE STATE OF NEBRASKA, ALSO KNOWN AS MILLARD PUBLIC SCHOOLS; APPOINTING A PAYING AGENT AND REGISTRAR; AND RELATED MATTERS. Upon roll call vote, all members voted aye. Motion carried.

The firm of Prager, Sealy & Company, LLC was the successful bidder with the Best Interest Rate of 4.5695%.

Mr. Burwell adjourned the meeting.


SECRETARY

RESOLUTION

OF

**DOUGLAS COUNTY SCHOOL DISTRICT 0017
(MILLARD PUBLIC SCHOOLS)
IN THE STATE OF NEBRASKA**

PASSED

July 25,2006

**\$48,000,000
GENERAL OBLIGATION SCHOOL BONDS, SERIES 2006**

Resolution

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DOUGLAS COUNTY SCHOOL DISTRICT 0017

A RESOLUTION AUTHORIZING THE ISSUANCE OF \$48,000,000 AGGREGATE PRINCIPAL AMOUNT OF GENERAL OBLIGATION SCHOOL BONDS, SERIES 2006; PRESCRIBING THE FORM AND DETAILS OF SUCH BONDS; PROVIDING FOR THE LEVY AND COLLECTION OF AN ANNUAL TAX FOR THE PURPOSE OF PAYING THE PRINCIPAL OF AND INTEREST ON SUCH BONDS AS THEY BECOME DUE; AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH

BE IT RESOLVED BY THE BOARD OF EDUCATION OF DOUGLAS COUNTY SCHOOL DISTRICT 0017 (MILLARD PUBLIC SCHOOLS) IN THE STATE OF NEBRASKA, AS FOLLOWS:

FINDINGS AND DETERMINATIONS

The Board of Education (the "**Board**") of Douglas County School District 0017 (Millard Public Schools) in the State of Nebraska (the "**District**") hereby finds and determines as follows:

- 1.** 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, maintaining both elementary and high school grades under the direction of a single board of education.
- 2.** The District has not affiliated (within the meaning of such term as used in Section 10-716.01, Reissue Revised Statutes of Nebraska, as amended) with any portion of any class I school district.
- 3.** Pursuant to Chapter 10, Article 7, Reissue Revised Statutes of Nebraska, as amended (the "**Act**"), the Board has the authority, upon a majority vote of electors voting at a general or special election, to (a) issue negotiable bonds of the District for the purpose of acquiring sites for school buildings, constructing new school buildings or purchasing an existing building or buildings, constructing additions or making repairs to existing school buildings and providing the necessary furniture, equipment, including technology, and apparatus for such school buildings and school building additions (collectively, the "**Project**") and issuing such bonds and (b) levy an annual tax on the taxable value of all the taxable property in the District sufficient in rate and amount to pay the principal of and interest on such bonds.
- 4.** Pursuant to a resolution adopted by the Board, a special election (the "**Election**") was called and was held on February 25, 2005 on the proposition (the "**Proposition**") for the issuance of bonds in an amount not to exceed \$78,000,000 to provide funds to pay the costs of the Project and related costs and to levy an annual tax sufficient to pay the principal of and interest on said bonds as the same become due.
- 5.** Notice of the Election was published as provided by law, the Election was conducted as provided by law and the results of the Election were as follows:

Total Ballots Cast	16,291
Ballots cast in favor of bonds and tax (including ballots for early voting)	9,256
Ballots cast against bonds and tax (including ballots for early voting)	7,035
Ballots rejected and not counted (including ballots for early voting)	0

6. A majority of all the qualified electors voting on the Proposition voted in favor of the issuance of such bonds and the levy and collection of taxes to pay the same.

7. The District has previously issued \$30,000,000 aggregate principal amount of the bonds authorized at the Election (pursuant to a resolution adopted May 16,2005).

8. It is necessary, desirable, advisable and in the best interest of the District to authorize the issuance and delivery of the remaining \$48,000,000 aggregate principal amount of the bonds authorized at the Election pursuant to the Act for the purposes of paying the costs of the Project and the costs of issuing such bonds.

ARTICLE I

DEFINITIONS

Section 101. Definitions of Words and Terms. In addition to words and terms defined elsewhere herein, the following words and terms used in this Resolution have the following meanings:

"Act" means Chapter 10, Article 7, Reissue Revised Statutes of Nebraska, as amended.

"Beneficial Owner" means any Person which (a) 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 (b) is treated as the owner of any Bonds for federal income tax purposes.

"Bond Counsel" means Gilmore & Bell, P.C., or other attorney or firm of attorneys with a nationally recognized standing in the field of municipal bond financing selected by the District.

"Bond Insurance Policy" means the municipal bond insurance policy issued by the Bond Insurer on the date of delivery of the Bonds insuring the payment when due of the principal of and interest on the Bonds as provided therein.

"Bond Insurer" means MBIA Insurance Company, and any successors or assigns thereof.

"Bond Register" means the books for the registration, transfer and exchange of Bonds kept at the office of the Paying Agent.

"Bonds" means the General Obligation School Bonds, Series 2006, dated the date of delivery thereof, authorized and issued by the District pursuant to this Resolution.

"Business Day" means a day other than a Saturday, Sunday or holiday on which the Paying Agent is scheduled in the normal course of its operations to be open to the public for conduct of its banking operations.

"Cede & Co." means Cede & Co., as nominee of The Depository Trust Company, New York, New York.

"District" means Douglas County School District 0017 (Millard Public Schools) in the State of Nebraska.

"Code" means the Internal Revenue Code of 1986, as amended, and the applicable regulations of the Treasury Department proposed or promulgated thereunder.

"Construction Fund" means the fund by that name referred to in **Section 501** hereof.

"Continuing Disclosure Certificate" means the Continuing Disclosure Certificate of the District dated August 10, 2006, as originally executed and as amended from time to time in accordance with its terms.

"Debt Service Fund" means the fund by that name referred to in **Section 501** hereof.

"Defaulted Interest" means interest on any Bond which is payable but not paid on any Interest Payment Date.

"Defeasance Obligations" means any of the following obligations:

(a) Government Obligations that are not subject to redemption in advance of their maturity dates; or

(b) obligations of any state or political subdivision of any state, the interest on which is excluded from gross income for federal income tax purposes and which meet the following conditions:

(1) the obligations are (A) not subject to redemption prior to maturity or (B) the trustee for such obligations has been given irrevocable instructions concerning their calling and redemption and the issuer of such obligations has covenanted not to redeem such obligations other than as set forth in such instructions;

(2) the obligations are secured by cash or Government Obligations that may be applied only to the principal or redemption price of and interest payments on such obligations;

(3) such cash and the principal of and interest on such Government Obligations (plus any cash in the escrow fund) are sufficient to meet the liabilities of the obligations;

(4) such cash and Government Obligations serving as security for the obligations are held in an escrow fund by an escrow agent or a trustee irrevocably in trust;

(5) such cash and Government Obligations are not available to satisfy any other claims, including those against the trustee or escrow agent; and

(6) the obligations are rated in the highest rating category by Moody's Investors Service, Inc. (presently "Aaa") or Standard & Poor's Ratings Group (presently "AAA").

"Designated Office" means the corporate trust administration office maintained by the Paying Agent at which the Paying Agent discharges its obligations under this Resolution and which may be changed by the Paying Agent upon written notice to the District and to each Registered Owner.

"Government Obligations" means bonds, notes, certificates of indebtedness, treasury bills or other securities constituting direct obligations of, or obligations the principal of and interest on which are fully and unconditionally guaranteed as to full and timely payment by, the United States, including evidences of a direct ownership interest in future interest or principal payments on obligations issued or guaranteed by the United States (including the interest component of obligations of the Resolution Funding Corporation), or securities which represent an undivided interest in such obligations, which obligations are rated in the highest rating category by a nationally recognized rating service and such obligations are held in a custodial account for the benefit of the District.

"Interest Payment Date" means June 15 and December 15 of each year beginning December 15, 2006.

"Maturity" when used with respect to any Bond means the date on which the principal of such Bond becomes due and payable as therein and herein provided, whether at the Stated Maturity thereof or call for optional redemption or otherwise.

"Outstanding" means, when used with reference to the Bonds, as of any particular date of determination, all Bonds theretofore authenticated and delivered hereunder, except the following Bonds:

(a) Bonds theretofore cancelled by the Paying Agent or delivered to the Paying Agent for cancellation;

(b) Bonds deemed to be paid in accordance with the provisions of **Section 701** hereof; and

(c) Bonds in exchange for or in lieu of which other Bonds have been authenticated and delivered hereunder.

"Participants" means those financial institutions for which the Securities Depository effects book-entry transfers and pledges of securities deposited with the Securities Depository, as such listing of Participants exists at the time of such reference.

"Paying Agent" means First National Bank of Omaha, Omaha, Nebraska, and any successors or assigns.

"Permitted Investments" means any of the investments permitted by Section 79-1043, Reissue Revised Statutes of Nebraska, as amended, for funds of the District.

"Person" means any natural person, corporation, partnership, joint venture, association, firm, joint-stock company, trust, unincorporated organization, or government or any agency or political subdivision thereof or other public body.

"Project" means acquiring sites for school buildings, constructing new school buildings or purchasing an existing building or buildings, constructing additions or making repairs to existing school

buildings and providing the necessary furniture, equipment, including technology, and apparatus for such school buildings and school building additions.

"Purchaser" means Prager, Sealey & Co., the original purchaser of the Bonds.

"Record Date" for the interest payable on any Interest Payment Date means the 15th day (whether or not a Business Day) preceding such Interest Payment Date.

"Redemption Date" when used with respect to any Bond to be redeemed means the date fixed for the redemption of such Bond pursuant to the terms of this Resolution.

"Redemption Price" when used with respect to any Bond to be redeemed means the price at which such Bond is to be redeemed pursuant to the terms of this Resolution.

"Registered Owner" when used with respect to any Bond means the Person in whose name such Bond is registered on the Bond Register.

"Replacement Bonds" means Bonds issued to Beneficial Owners in accordance with **Section 207** hereof.

"Resolution" means this Resolution adopted by the governing body of the District, authorizing the issuance of the Bonds, as amended from time to time.

"Securities Depository" means, initially, The Depository Trust Company, New York, New York, and its successors and assigns.

"Special Record Date" means the date fixed by the Paying Agent pursuant to **Section 204** hereof for the payment of Defaulted Interest.

"Stated Maturity" means, when used with respect to any Bond, the date specified in such Bond and this Resolution as the fixed date on which the principal of such Bond is due and payable.

"Tax Certificate" means the Federal Tax Certificate executed and delivered by the District in connection with the issuance of the Bonds, as the same may be amended or supplemented in accordance with the provisions thereof.

"United States" means the United States of America.

ARTICLE II

AUTHORIZATION OF BONDS

Section 201. Authorization of Bonds. The District is hereby authorized and directed to issue the Bonds in the aggregate principal amount of \$48,000,000 to pay a portion of the costs of the Project and the costs of issuing the Bonds.

Section 202. Description of Bonds. The Bonds shall consist of fully registered bonds, numbered from R-1 upward in order of issuance, in denominations of \$5,000 or any integral multiple thereof. The Bonds shall be in substantially the form set forth in **Exhibit A** attached hereto and shall be subject to registration, transfer and exchange as provided in **Section 205** hereof. All of the Bonds shall be

dated August 10, 2006, shall become due and payable in the amounts on the Stated Maturities, subject to redemption and payment prior to their Stated Maturities as provided in Article III hereof, and shall bear interest at the rates per annum, as follows:

SERIAL BONDS

Stated Maturity <u>June 15</u>	Principal <u>Amount</u>	Annual Rate <u>of Interest</u>
2018	\$3,115,000	4.500%
2019	3,635,000	4.500
2020	6,205,000	4.500
2021	6,430,000	4.500
2022	6,705,000	4.500
2023	6,990,000	4.500
2024	7,290,000	4.625
2025	7,630,000	4.625

The Bonds shall bear interest at the above-specified rates (computed on the basis of a 360-day year of twelve 30-day months) from the date thereof or from the most recent Interest Payment Date to which interest has been paid or duly provided for.

Each of the Bonds, as originally issued or issued upon transfer, exchange or substitution, shall be in substantially the form set forth in Exhibit A attached hereto.

Section 203. Designation of Paying Agent. The District hereby designates the Paying Agent as its paying agent for payment of the principal of and interest on the Bonds and bond registrar with respect to the registration, transfer and exchange of Bonds. The Paying Agent shall serve in such capacities under the terms of an agreement entitled "Bond Registrar and Paying Agent Agreement" between the District and the Paying Agent (the "Registrar Agreement"), the form of which is hereby approved. The President and Secretary are hereby authorized to execute the Registrar Agreement in substantially the form presented but with such changes as they shall deem appropriate or necessary.

The District will at all times maintain a Paying Agent meeting the qualifications herein described for the performance of the duties hereunder. The District reserves the right to appoint a successor Paying Agent by (a) filing with the Paying Agent then performing such function a certified copy of the proceedings giving notice of the termination of such Paying Agent and appointing a successor, and (b) causing notice of the appointment of the successor Paying Agent to be given by first-class mail to each Registered Owner. No resignation or removal of the Paying Agent shall become effective until a successor has been appointed and has accepted the duties of Paying Agent.

Every Paying Agent appointed hereunder shall at all times be a commercial banking association or corporation or trust company organized and doing business under the laws of the United States or of a state of the United States, authorized under such laws to exercise trust powers and subject to supervision or examination by federal or state regulatory authority.

Section 204. Method and Place of Payment of Bonds. The principal or Redemption Price of and interest on the Bonds shall be payable in any coin or currency of the United States that on the respective dates of payment thereof is legal tender for the payment of public and private debts.

The principal or Redemption Price of each Bond shall be paid at Maturity by check or draft to the Person in whose name such Bond is registered on the Bond Register at the Maturity thereof, upon presentation and surrender of such Bond at the Designated Office of the Paying Agent.

The interest payable on each Bond on any Interest Payment Date shall be paid to the Registered Owner of such Bond as shown on the Bond Register at the close of business on the Record Date for such interest by check or draft mailed by the Paying Agent to the address of such Registered Owner shown on the Bond Register.

Notwithstanding the foregoing provisions of this **Section 204**, any Defaulted Interest with respect to any Bond shall cease to be payable to the Registered Owner of such Bond on the relevant Record Date and shall be payable to the Registered Owner in whose name such Bond is registered at the close of business on the Special Record Date for the payment of such Defaulted Interest, which Special Record Date shall be fixed as specified in this paragraph. The District shall notify the Paying Agent in writing of the amount of Defaulted Interest proposed to be paid on each Bond and the date of the proposed payment (which date shall be at least 30 days after receipt of such notice by the Paying Agent) and shall deposit with the Paying Agent at the time of such notice an amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted Interest or shall make arrangements satisfactory to the Paying Agent for such deposit prior to the date of the proposed payment. Following receipt of such funds the Paying Agent shall fix a Special Record Date for the payment of such Defaulted Interest which shall be not more than 15 nor less than 10 days prior to the date of the proposed payment. The Paying Agent shall promptly notify the District of such Special Record Date and, in the name and at the expense of the District, shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, by first-class mail, postage prepaid, to each Registered Owner of a Bond entitled to such notice at the address of such Registered Owner as it appears on the Bond Register not less than 10 days prior to such Special Record Date.

The Paying Agent shall keep a record of the payment of the principal or Redemption Price of and interest on all Bonds and at least annually shall forward a copy or summary of such records to the District.

Section 205. Registration, Transfer and Exchange of Bonds. The District covenants that, so long as any of the Bonds remain Outstanding, it will cause the Bond Register to be kept at the Designated Office. Each Bond when issued shall be registered in the name of the Registered Owner thereof on the Bond Register.

Bonds may be transferred and exchanged only on the Bond Register as provided in this **Section 205**. Upon surrender of any Bond at the Designated Office, the Paying Agent shall transfer or exchange such Bond for a new Bond or Bonds in any authorized denomination of the same Stated Maturity and in the same aggregate principal amount as the Bond that was presented for transfer or exchange. Bonds presented for transfer or exchange shall be accompanied by a written instrument or instruments of transfer or authorization for exchange, in a form and with guarantee of signature satisfactory to the Paying Agent, duly executed by the Registered Owner thereof or by the Registered Owner's duly authorized agent.

In all cases in which the privilege of transferring or exchanging Bonds is exercised, the Paying Agent shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. The District shall pay the fees and expenses of the Paying Agent for the registration, transfer and exchange of Bonds provided for by this Resolution and the cost of printing a reasonable supply of registered bond blanks. Any additional costs or fees that might be incurred in the secondary market, other than fees of the Paying Agent, are the responsibility of the Registered Owners of the Bonds. In the event any Registered Owner fails to provide a correct taxpayer identification number to the Paying Agent, the Paying Agent may make a charge against such Registered Owner sufficient to pay any governmental charge required to

be paid as a result of such failure. In compliance with Section 3406 of the Code, such amount may be deducted by the Paying Agent from amounts otherwise payable to such Registered Owner hereunder or under the Bonds.

The District and the Paying Agent shall not be required (a) to register the transfer or exchange of any Bond that has been called for redemption after notice of such redemption has been mailed by the Paying Agent pursuant to **Section 303** hereof and during the period of 15 days next preceding the date of mailing of such notice of redemption, or (b) to register the transfer or exchange of any Bond during a period beginning at the opening of business on the day after receiving written notice from the District of its intent to pay Defaulted Interest and ending at the close of business on the date fixed for the payment of Defaulted Interest pursuant to **Section 204** hereof.

The District and the Paying Agent may deem and treat the Person in whose name any Bond is registered on the Bond Register as the absolute owner of such Bond, whether such Bond is overdue or not, for the purpose of receiving payment of, or on account of, the principal or Redemption Price of and interest on said Bond and for all other purposes. All payments so made to any such Registered Owner or upon the Registered Owner's order shall be valid and effective to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and neither the District nor the Paying Agent shall be affected by any notice to the contrary.

At reasonable times and under reasonable regulations established by the Paying Agent, the Bond Register may be inspected and copied by the Registered Owners of 10% or more in aggregate principal amount of the Bonds then Outstanding or any designated representative of such Registered Owners whose authority is evidenced to the satisfaction of the Paying Agent.

Section 206. Execution, Registration, Authentication and Delivery of Bonds. Each of the Bonds, including any Bonds issued in exchange or as substitutions for the Bonds initially delivered, shall be signed by the manual or facsimile signature of the President and attested by the manual or facsimile signature of the Secretary. In case any officer whose signature appears on any Bond ceases to be such officer before the delivery of such Bond, such signature shall nevertheless be valid and sufficient for all purposes, as if such person had remained in office until delivery. Any Bond may be signed by such persons who at the actual time of the execution of such Bond are the proper officers to sign such Bond although at the date of such Bond such persons may not have been such officers.

The President and Secretary are hereby authorized and directed to prepare and execute the Bonds in the manner herein specified, and, when duly executed and registered, to deliver the Bonds to the Paying Agent for authentication.

The Bonds shall have endorsed thereon a certificate of authentication substantially in the form set forth in **Exhibit A** attached hereto, which shall be manually executed by an authorized officer or employee of the Paying Agent, but it shall not be necessary that the same officer or employee sign the certificate of authentication on all of the Bonds that may be issued hereunder at any one time. No Bond shall be entitled to any security or benefit under this Resolution or be valid or obligatory for any purpose unless and until such certificate of authentication has been duly executed by the Paying Agent. Such executed certificate of authentication upon any Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered under this Resolution. Upon authentication, the Paying Agent shall deliver the Bonds to the Purchaser upon payment of the purchase price of the Bonds plus accrued interest thereon to the date of their delivery.

Section 207. Mutilated, Destroyed, Lost and Stolen Bonds. If (a) any mutilated Bond is surrendered to the Paying Agent or the Paying Agent receives evidence to its satisfaction of the

destruction, loss or theft of any Bond, and (b) there is delivered to the Paying Agent such security or indemnity as may be required by the Paying Agent, then, in the absence of notice to the Paying Agent that such Bond has been acquired by a bona fide purchaser, the District shall execute and, upon the District's request, the Paying Agent shall authenticate and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost or stolen Bond, a new Bond of the same Stated Maturity and of like tenor and principal amount.

If any such mutilated, destroyed, lost or stolen Bond has become or is about to become due and payable, the District, in its discretion, may pay such Bond instead of issuing a new Bond.

Upon the issuance of any new Bond under this **Section 207**, the District may require the payment by the Registered Owner of an amount sufficient to cover any tax or other governmental charge that may be imposed in relation thereto and any other expenses (including the fees and expenses of the Paying Agent) connected therewith.

Every new Bond issued pursuant to this **Section 207** shall constitute a replacement of the prior obligation of the District, and shall be entitled to all the benefits of this Resolution equally and ratably with all other Outstanding Bonds.

Section 208. Cancellation and Destruction of Bonds Upon Payment. All Bonds that have been paid or redeemed or that otherwise have been surrendered to the Paying Agent, either at or before Maturity, shall be cancelled by the Paying Agent immediately upon the payment, redemption and surrender thereof to the Paying Agent and subsequently destroyed in accordance with the customary practices of the Paying Agent. The Paying Agent shall execute a certificate in duplicate describing the Bonds so cancelled and destroyed and shall file an executed counterpart of such certificate with the District.

Section 209. Book-Entry Bonds; Securities Depository.

(a) The Bonds shall initially be registered to Cede & Co., as nominee for the Securities Depository, and no Beneficial Owner will receive any certificate representing its respective interest(s) in the Bonds, except in the event the Paying Agent issues Replacement Bonds as provided in **Section 209(b)** hereof. It is anticipated that during the term of the Bonds, the Securities Depository will make book-entry transfers among its Participants and receive and transmit payment of the principal or Redemption Price of and interest on the Bonds to the Participants until and unless the Paying Agent authenticates and delivers Replacement Bonds to the Beneficial Owners as described in **Section 209(b)**.

(b) (1) If the District determines (A) that the Securities Depository is unable to properly discharge its responsibilities, or (B) that the Securities Depository is no longer qualified to act as a securities depository and registered clearing agency under the Securities and Exchange Act of 1934, as amended, or (C) that the continuation of a book-entry system to the exclusion of any Bonds being issued to any Registered Owner other than Cede & Co. is no longer in the best interests of the Beneficial Owners of the Bonds, or (2) if the Paying Agent receives written notice from Participants having interests in not less than 50% in aggregate principal amount of the Bonds Outstanding, as shown on the records of the Securities Depository (and certified to such effect by the Securities Depository), that the continuation of a book-entry system to the exclusion of any Bonds being issued to any Registered Owner other than Cede & Co. is no longer in the best interests of the Beneficial Owners of the Bonds, then the Paying Agent shall notify the Registered Owners of such determination or such notice and of the availability of certificates to Registered Owners requesting the same, and the Paying Agent shall register in the name of and authenticate and deliver Replacement Bonds to the Beneficial Owners or their nominees in principal amounts representing the interest of each, making such adjustments as it may find necessary or

appropriate as to accrued interest and previous calls for redemption; provided, that in the case of a determination under this Section **209(b)(1)(A)** or **(1)(B)**, the District, with the consent of the Paying Agent, may select a successor securities depository in accordance with Section **209(c)** hereof to effect book-entry transfers. In such event, all references to the Securities Depository herein shall relate to the period of time when the Securities Depository has possession of at least one Bond. Upon the issuance of Replacement Bonds, all references herein to obligations imposed upon or to be performed by the Securities Depository shall be deemed to be imposed upon and performed by the Paying Agent, to the extent applicable with respect to such Replacement Bonds. If the Securities Depository resigns and the District, the Paying Agent or Registered Owners are unable to locate a qualified successor of the Securities Depository in accordance with Section **209(c)**, then the Paying Agent shall authenticate and cause delivery of Replacement Bonds to Registered Owners as provided herein. The Paying Agent may rely on information from the Securities Depository and its Participants as to the names of the Beneficial Owners of the Bonds. The cost of printing Replacement Bonds shall be paid for by the District.

(c) In the event the Securities Depository resigns, is unable to properly discharge its responsibilities, or is no longer qualified to act as a securities depository and registered clearing agency under the Securities Exchange Act of 1934, as amended, the District may appoint a successor Securities Depository provided the Paying Agent receives written evidence satisfactory to the Paying Agent with respect to the ability of the successor Securities Depository to discharge its responsibilities. Any such successor Securities Depository shall be a securities depository which is a registered clearing agency under the Securities Exchange Act of 1934, as amended, or other applicable statute or regulation that operates a securities depository upon reasonable and customary terms. The Paying Agent upon its receipt of a Bond or Bonds for cancellation shall cause the delivery of Bonds to the successor Securities Depository in appropriate denominations and form as provided herein.

Section 210. Preliminary and Final Official Statement. The Preliminary Official Statement, in the form attached hereto as Exhibit B, is hereby ratified and approved, and the final Official Statement is hereby authorized and approved by supplementing, amending and completing the Preliminary Official Statement with such changes and additions thereto as are necessary to conform to and describe the transaction. The President is hereby authorized to execute the final Official Statement as so supplemented, amended and completed, and the use and public distribution of the final Official Statement by the Purchaser in connection with the reoffering of the Bonds is hereby authorized. The proper officials of the District are hereby authorized to execute and deliver a certificate pertaining to such Official Statement as prescribed therein, dated as of the date of payment for and delivery of the Bonds.

For the purpose of enabling the Purchaser to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission, the District hereby deems the information regarding the District contained in the Preliminary Official Statement to be "final" as of its date, except for the omission of such information as is permitted by Rule 15c2-12(b)(1), and the appropriate officers of the District are hereby authorized, if requested, to provide the Purchaser a letter or certification to such effect and to take such other actions or execute such other documents as such officers in their reasonable judgment deem necessary to enable the Purchaser to comply with the requirement of such Rule.

The District agrees to provide to the Purchaser within seven Business Days of the date of the sale of Bonds sufficient copies of the final Official Statement to enable the Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

Section **211**. Sale of Bonds. The Bonds were offered at a public sale on July 25, 2006 in accordance with the terms of an Official Notice of Sale dated July 18, 2006. The Purchaser has offered to purchase the Bonds at the lowest net interest cost to the District at a purchase price of \$47,812,229.16,

and such offer shall be and hereby is accepted. The Bonds shall, in accordance with the offer, bear interest at the rates per annum set forth in **Section 202** hereof. The Treasurer is authorized to deliver the Bonds to the Purchasers upon payment in full of the purchase price thereof.

ARTICLE III

REDEMPTION OF BONDS

Section 301. Optional Redemption of Bonds.

(a) ***Optional Redemption by the District.*** At the option of the District, Bonds or portions thereof maturing on June 15, 2017, and thereafter may be called for redemption and payment prior to their Stated Maturity at any time on or after June 15, 2016, as a whole or in part at a Redemption Price equal to 100% of the principal amount of the Bonds called for redemption plus accrued interest thereon to the redemption date.

Section 302. Selection of Bonds to Be Redeemed.

(a) The Paying Agent shall call Bonds for redemption and payment and shall give notice of such redemption as herein provided upon receipt by the Paying Agent at least 45 days prior to the Redemption Date of written instructions of the District specifying the principal amount, Stated Maturities, Redemption Date and Redemption Prices of the Bonds to be called for redemption. The Paying Agent may in its discretion waive such notice period so long as the notice requirements set forth in **Section 303** are met.

(b) Bonds shall be redeemed only in the principal amount of \$5,000 or any integral multiple thereof. When less than all of the Outstanding Bonds are to be redeemed, such Bonds shall be redeemed in such principal amounts and from such Stated Maturities as the District, in its sole and absolute discretion, may determine, and Bonds of less than a full Stated Maturity shall be selected by the Paying Agent in \$5,000 units of principal amount in such equitable manner as the Paying Agent may determine.

(c) In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then Outstanding, then for all purposes in connection with such redemption, each \$5,000 of face value shall be treated as though it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of face value represented by any Bond are selected for redemption, then upon notice of intention to redeem such \$5,000 unit or units, the Registered Owner of such Bond or the Registered Owner's duly authorized agent shall present and surrender such Bond to the Paying Agent (1) for payment of the Redemption Price and interest to the Redemption Date of such \$5,000 unit or units of face value called for redemption, and (2) for exchange, without charge to the Registered Owner thereof, for a new Bond or Bonds of the aggregate principal amount of the unredeemed portion of the principal amount of such Bond. If the Registered Owner of any such Bond fails to present such Bond to the Paying Agent for payment and exchange as aforesaid, such Bond shall, nevertheless, become due and payable on the Redemption Date to the extent of the \$5,000 unit or units of face value called for redemption (and to that extent only).

Section 303. Notice and Effect of Call for Redemption. Unless waived by any Registered Owner of Bonds to be redeemed, official notice of any redemption shall be given by the Paying Agent on behalf of the District by mailing a copy of an official redemption notice by first-class mail at least 30 days prior to the Redemption Date to the Purchasers and each Registered Owner of the Bonds to be redeemed at the address shown on the Bond Register.

All official notices of redemption shall be dated and shall contain the following information:

- (a) the Redemption Date;
- (b) the Redemption Price;
- (c) if less than all Outstanding Bonds are to be redeemed, the identification (and, in the case of partial redemption of any Bonds, the respective principal amounts) of the Bonds to be redeemed;
- (d) a statement that on the Redemption Date the Redemption Price will become due and payable upon each such Bond or portion thereof called for redemption and that interest thereon shall cease to accrue from and after the Redemption Date; and
- (e) the place where such Bonds are to be surrendered for payment of the Redemption Price, which shall be the Designated Office.

The failure of any Registered Owner to receive notice given as heretofore provided or an immaterial defect therein shall not invalidate any redemption.

Prior to any Redemption Date, the District shall deposit with the Paying Agent an amount of money sufficient to pay the Redemption Price of all the Bonds or portions of Bonds that are to be redeemed on that date.

Official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds to be redeemed shall become due and payable on the Redemption Date, at the Redemption Price therein specified, and from and after the Redemption Date (unless the District defaults in the payment of the Redemption Price) such Bonds or portion of Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with such notice, the Redemption Price of such Bonds shall be paid by the Paying Agent. Installments of interest due on or prior to the Redemption Date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the Registered Owner a new Bond or Bonds of the same Stated Maturity in the amount of the unpaid principal as provided herein. All Bonds that have been surrendered for redemption shall be cancelled and destroyed by the Paying Agent as provided herein and shall not be reissued.

In addition to the foregoing notice, further notice shall be given by the Paying Agent on behalf of the District as set out below, but no defect in said further notice nor any failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if official notice thereof is given as above prescribed.

(1) Each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus (A) the CUSIP numbers of all Bonds being redeemed; (B) the date of issue of the Bonds as originally issued; (C) the rate of interest borne by each Bond being redeemed; (D) the maturity date of each Bond being redeemed; and (E) any other descriptive information needed to identify accurately the Bonds being redeemed.

(2) Each further notice of redemption shall be sent at least one day before the mailing of notice to Registered Owners by first-class, registered or certified mail or overnight delivery, as determined by the Paying Agent, to all registered securities depositories then in the business of holding substantial amounts of obligations of types comprising the Bonds and to one

or more national information services that disseminate notices of redemption of obligations such as the Bonds.

(3) Each check or other transfer of funds issued for the payment of the Redemption Price of Bonds being redeemed shall bear or have enclosed the CUSIP number of the Bonds being redeemed with the proceeds of such check or other transfer.

The Paying Agent is also directed to comply with any mandatory or voluntary standards then in effect for processing redemptions of municipal securities established by the Securities and Exchange Commission. Failure to comply with such standards shall not affect or invalidate the redemption of any Bond.

ARTICLE IV

SECURITY FOR AND PAYMENT OF BONDS

Section 401. Security for the Bonds. The Bonds shall be general obligations of the District payable as to both principal and interest from ad valorem taxes which may be levied without limitation as to rate or amount upon all the taxable property within the District. The full faith, credit and resources of the District are hereby irrevocably pledged for the prompt payment of the principal of and interest on the Bonds as the same become due.

Section 402. Levy and Collection of Annual Tax. For the purpose of providing for the payment of the principal of and interest on the Bonds as the same become due, there is hereby levied upon all of the taxable property within the District a direct annual tax sufficient to pay all of the principal of and interest on the Bonds as the same becomes due and payable in each year.

The taxes referred to above shall be extended upon the tax rolls in each of the several years, respectively, and shall be levied and collected at the same time and in the same manner as the other ad valorem taxes of the District are levied and collected. The proceeds derived from said taxes shall be deposited in the Debt Service Fund, shall be kept separate and apart from all other funds of the District and shall be used solely for the payment of the principal of and interest on the Bonds as and when the same become due and the fees and expenses of the Paying Agent.

If at any time said taxes are not collected in time to pay the principal of or interest on the Bonds when due, the Treasurer is hereby authorized and directed to pay such principal or interest out of the general funds of the District and to reimburse the general funds for money so expended when such taxes are collected.

ARTICLE V

ESTABLISHMENT OF FUNDS; DEPOSIT AND APPLICATION OF MONEY

Section 501. Establishment of Funds. There have been or shall be established in the treasury of the District and shall be held and administered by the Treasurer the following separate funds:

- (a) Construction Fund; and

(b) Debt Service Fund.

Section 502. Deposit of Bond Proceeds. The net proceeds received from the sale of the Bonds shall be deposited simultaneously with the delivery of the Bonds as follows:

(a) All accrued interest received from the sale of the Bonds shall be deposited in the Debt Service Fund and applied in accordance with **Section 504** hereof.

(b) The remaining balance of the proceeds derived from the sale of the Bonds shall be deposited in the Construction Fund and shall be applied in accordance with **Section 503** hereof.

Section 503. Application of Money in the Construction Fund. Money in the Construction Fund shall be used by the District solely for the purpose of (a) paying the costs of the Project in accordance with the plans and specifications therefor prepared by the District's architects approved by the President and Board and on file in the office of the Secretary, including any alterations in or amendments to such plans and specifications deemed advisable by the District's architects and approved by the President and Board, and (b) paying the costs and expenses of issuing the Bonds.

The Treasurer shall make a withdrawal from the Construction Fund only upon a duly authorized and executed order of the President and Board accompanied by a certificate executed by the District's architects stating that such payment is being made for a purpose within the scope of this Resolution and that the amount of such payment represents only the contract price of the property, equipment, labor, materials or service being paid for or, if such payment is not being made pursuant to an express contract, that such payment is not in excess of the reasonable value thereof. Nothing hereinbefore contained shall prevent the payment out of the Construction Fund of all costs and expenses incident to the issuance of the Bonds without a certificate from the District's architects.

Upon completion of the Project, any surplus remaining in the Construction Fund shall be transferred to and deposited in the Debt Service Fund.

Section 504. Application of Money in the Debt Service Fund. All amounts paid and credited to the Debt Service Fund shall be expended and used by the District for the sole purpose of paying the principal or Redemption Price of and interest on the Bonds as and when the same become due and the usual and customary fees and expenses of the Paying Agent. The Treasurer is authorized and directed to withdraw from the Debt Service Fund sums sufficient to pay both the principal or Redemption Price of and interest on the Bonds and the fees and expenses of the Paying Agent as and when the same become due, and to forward such sums to the Paying Agent in a manner which ensures that the Paying Agent will receive immediately available funds in such amounts on or before the Business Day immediately preceding the dates when such principal, interest and fees of the Paying Agent will become due. If, through the lapse of time or otherwise, the Registered Owners of Bonds are no longer entitled to enforce payment of the Bonds or the interest thereon, the Paying Agent shall return said funds to the District. All money deposited with the Paying Agent shall be deemed to be deposited in accordance with and subject to all of the provisions contained in this Resolution and shall be held in trust by the Paying Agent for the benefit of the Registered Owners of the Bonds entitled to payment from such money.

Any money or investments remaining in the Debt Service Fund after the retirement of the indebtedness for which the Bonds were issued and all other indebtedness of the District shall be transferred and paid into the General Fund of the District.

Section 505. Deposits and Investment of Money. Money in each of the funds created by and referred to in this Resolution shall be deposited in a bank or banks or other legally permitted financial institutions that are members of the Federal Deposit Insurance Corporation. All such deposits shall be continuously and adequately secured by the financial institutions holding such deposits as provided by the laws of the State. All money held in the funds created by this Resolution shall be kept separate and apart from all other funds of the District so that there shall be no commingling of such funds with any other funds of the District.

Money held in any fund referred to in this Resolution may be invested by the Treasurer at the direction of the Board, in accordance with this Resolution and the Tax Certificate, in Permitted Investments; provided, however, that no such investment shall be made for a period extending longer than the date when the money invested may be needed for the purpose for which such fund was created. All earnings on any investments held in any fund shall accrue to and become a part of such fund.

Section 506. Payments Due on Saturdays, Sundays and Holidays. If any payment on a Bond is due on a date which is not a Business Day, then such payment need not be made on such date but may be made on the next succeeding Business Day with the same force and effect as if made on such payment date, and no interest shall accrue for the period after such payment date.

Section 507. Nonpresentment of Bonds. If any Bond is not presented for payment when the principal thereof becomes due at Maturity, if funds sufficient to pay such Bond have been made available to the Paying Agent all liability of the District to the Registered Owner thereof for the payment of such Bond shall forthwith cease, determine and be completely discharged, and thereupon it shall be the duty of the Paying Agent to hold such funds, without liability for interest thereon, for the benefit of the Registered Owner of such Bond, who shall thereafter be restricted exclusively to such funds for any claim of whatever nature on his part under this Resolution or on, or with respect to, said Bond. If any Bond is not presented for payment within four years following the date when such Bond becomes due at Maturity, the Paying Agent shall repay to the District the funds theretofore held by it for payment of such Bond, and such Bond shall, subject to the defense of any applicable statute of limitation, thereafter be an unsecured obligation of the District, and the Registered Owner thereof shall be entitled to look only to the District for payment, and then only to the extent of the amount so repaid to it by the Paying Agent, and the District shall not be liable for any interest thereon and shall not be regarded as a trustee of such money.

ARTICLE VI

REMEDIES

Section 601. Remedies. The provisions of this Resolution, including the covenants and agreements herein contained, shall constitute a contract between the District and the Registered Owners of the Bonds, and the Registered Owner or Owners of not less than 10% in aggregate principal amount of the Bonds at the time Outstanding shall have the right for the equal benefit and protection of all Registered Owners of Bonds similarly situated:

(a) by mandamus or other suit, action or proceedings at law or in equity to enforce the rights of such Registered Owner or Owners against the District and its officers, agents and employees, and to require and compel duties and obligations required by the provisions of this Resolution or by the constitution and laws of the State;

(b) by suit, action or other proceedings in equity or at law to require the District, its officers, agents and employees to account as if they were the trustees of an express trust; and

(c) by suit, action or other proceedings in equity or at law to enjoin any acts or things which may be unlawful or in violation of the rights of the Registered Owners of the Bonds.

Section 602. Limitation on Rights of Registered Owners. The covenants and agreements of the District contained herein and in the Bonds shall be for the equal benefit, protection and security of the Registered Owners of any or all of the Bonds. All of the Bonds shall be of equal rank and without preference or priority of one Bond over any other Bond in the application of the funds herein pledged to the payment of the principal of and the interest on the Bonds, or otherwise, except as to rate of interest, or date of Maturity or right of prior redemption as provided in this Resolution. No one or more Registered Owners secured hereby shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security granted and provided for herein, or to enforce any right hereunder, except in the manner herein provided, and all proceedings at law or in equity shall be instituted, had and maintained for the equal benefit of all Registered Owners of such Outstanding Bonds.

Section 603. Remedies Cumulative. No remedy conferred herein upon the Registered Owners is intended to be exclusive of any other remedy, but each such remedy shall be cumulative and in addition to every other remedy and may be exercised without exhausting and without regard to any other remedy conferred herein. No waiver of any default or breach of duty or contract by the Registered Owner of any Bond shall extend to or affect any subsequent default or breach of duty or contract or shall impair any rights or remedies consequent thereon. No delay or omission of any Registered Owner to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or acquiescence therein. Every substantive right and every remedy conferred upon the Registered Owners of the Bonds by this Resolution may be enforced and exercised from time to time and as often as may be deemed expedient. If any suit, action or proceedings taken by any Registered Owner on account of any default or to enforce any right or exercise any remedy has been discontinued or abandoned for any reason, or has been determined adversely to such Registered Owner, then, and in every such case, the District and the Registered Owners of the Bonds shall be restored to their former positions and rights hereunder, respectively, and all rights, remedies, powers and duties of the Registered Owners shall continue as if no such suit, action or other proceedings had been brought or taken.

ARTICLE VII

DEFEASANCE

Section 701. Defeasance. When the principal or Redemption Price of and interest on any or all of the Bonds have been paid and discharged, then the requirements contained in this Resolution and the pledge of the District's faith and credit hereunder and all other rights granted hereby shall terminate with respect to such Bonds so paid and discharged. Bonds or the interest payments thereon shall be deemed to have been paid and discharged within the meaning of this Resolution if there has been deposited with the Paying Agent, or other commercial bank or trust company having full trust powers, at or prior to the Stated Maturity or Redemption Date of such Bonds, in trust for and irrevocably appropriated thereto, money and/or Defeasance Obligations which, together with the interest to be earned on any such Defeasance Obligations, will be sufficient for the payment of the principal of said Bonds and/or interest accrued to the Stated Maturity or Redemption Date, or if default in such payment has occurred on such date, then to the date of the tender of such payments, provided, however, that if any such Bonds are to be redeemed prior to their Stated Maturity, (a) the District has elected to redeem such Bonds, and (b) either notice of such redemption has been given, or the District has given irrevocable instructions, or shall have provided for an escrow agent to give irrevocable instructions, to the Paying Agent to give such notice of redemption in compliance with **Section 302(a)** hereof. Any money and Defeasance Obligations that at

any time shall be deposited with the Paying Agent or other commercial bank or trust company by or on behalf of the District, for the purpose of paying and discharging any of the Bonds, shall be and are hereby assigned, transferred and set over to the Paying Agent or other bank or trust company in trust for the respective Registered Owners of the Bonds, and such money shall be and is hereby irrevocably appropriated to the payment and discharge thereof. All money and Defeasance Obligations deposited with the Paying Agent or other bank or trust company shall be deemed to be deposited in accordance with and subject to all of the provisions of this Resolution.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 801. Tax Covenants.

(a) The District covenants and agrees that (1) it will comply with all applicable provisions of the Code, including Sections 103 and 141 through 150, necessary to maintain the exclusion from federal gross income of the interest on the Bonds, and (2) it will not use or permit the use of any proceeds of Bonds or any other funds of the District, nor take or permit any other action, or fail to take any action, which would adversely affect the exclusion from federal gross income of the interest on the Bonds. The District will also adopt such resolutions and take such other actions as may be necessary to comply with the Code and with other applicable future laws, 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 (1) 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 (2) 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 rebatable arbitrage to the United States pursuant to Section 148(f) of the Code and the Tax Certificate. This covenant shall survive payment in full or defeasance of the Bonds. The Tax Certificate may be amended or replaced if, in the opinion of Bond Counsel, such amendment or replacement will not adversely affect the exclusion from federal gross income of the interest on the Bonds.

(d) The District covenants and agrees that it will not use any portion of the proceeds of the Bonds, including any investment income earned on such proceeds, directly or indirectly, (1) in a manner that would cause any Bond to be a "private activity bond" within the meaning of Section 141(a) of the Code, or (2) to make or finance a loan to any Person.

(e) The foregoing covenants shall remain in full force and effect notwithstanding the defeasance of the Bonds pursuant to **Article VII** hereof or any other provision of this Resolution, until the final maturity date of all Bonds Outstanding.

Section 802. Continuing Disclosure. The District hereby (1) authorizes and directs that its President execute and deliver, on the date of issue of the Bonds, the Continuing Disclosure Certificate in such form as shall be satisfactory to Bond Counsel, and (2) covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate. Notwithstanding any other provision of this Resolution, failure of the District to comply with the Continuing Disclosure Certificate shall not be considered an event of default hereunder; however, any Participating Underwriter (as such

term is defined in the Continuing Disclosure Certificate) or any Beneficial Owner or any Registered Owner of a Bond may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the District to comply with its obligations under this **Section 802**.

Section 803. Amendments. The rights and duties of the District and the Registered Owners, and the terms and provisions of the Bonds or of this Resolution, may be amended or modified at any time in any respect by resolution of the District with the written consent of the Bond Insurer and the Registered Owners of not less than a majority in aggregate principal amount of the Bonds then Outstanding, such consent to be evidenced by an instrument or instruments executed by the Bond Insurer and such Registered Owners and duly acknowledged or proved in the manner of a deed to be recorded, and such instrument or instruments shall be filed with the Secretary, but no such modification or alteration shall:

- (a) extend the maturity of any payment of principal or interest due upon any Bond;
- (b) effect a reduction in the amount which the District is required to pay as principal or interest on any Bond;
- (c) permit preference or priority of any Bond over any other Bond; or
- (d) reduce the percentage in principal amount of Bonds required for the written consent to any modification or alteration of the provisions of this Resolution.

Any provision of the Bonds or of this Resolution may, however, be amended or modified by resolution duly adopted by the governing body of the District at any time in any legal respect with the written consent of the Bond Insurer and the Registered Owners of all of the Bonds at the time Outstanding.

Without notice to or the consent of the Bond Insurer or any Registered Owners, the District may amend or supplement this Resolution for the purpose of curing any formal defect, omission, inconsistency or ambiguity therein or in connection with any other change therein which is not materially adverse to the interests of the Registered Owners.

Every amendment or modification of the provisions of the Bonds or of this Resolution, to which the written consent of the Bond Insurer and the Registered Owners is given, as above provided, shall be expressed in a resolution adopted by the Board amending or supplementing the provisions of this Resolution and shall be deemed to be a part of this Resolution. A certified copy of every such amendatory or supplemental resolution, if any, and a certified copy of this Resolution shall always be kept on file in the office of the Secretary, shall be delivered to the Bond Insurer and shall be made available for inspection by the Registered Owner of any Bond or a prospective purchaser or owner of any Bond authorized by this Resolution, and upon payment of the reasonable cost of preparing the same, a certified copy of any such amendatory or supplemental resolution or of this Resolution will be sent by the Secretary to any such Registered Owner or prospective purchaser.

Any and all modifications made in the manner hereinabove provided shall not become effective until there has been filed with the Secretary a copy of such amendatory or supplemental resolution of the District, duly certified, as well as proof of any required consent to such modification by the Bond Insurer or the Registered Owners of the Bonds then Outstanding. It shall not be necessary to note on any of the Outstanding Bonds any reference to such amendment or modification.

The District shall furnish to the Paying Agent a copy of any amendment to the Bonds or this Resolution which affects the duties or obligations of the Paying Agent under this Resolution.

Section 804. Notices, Consents and Other Instruments by Registered Owners. Any notice, consent, request, direction, approval or other instrument to be signed and executed by any Registered Owner may be in any number of concurrent writings of similar tenor and may be signed or executed by such Registered Owner in person or by an agent with written authorization. Proof of the execution of any such instrument or writing appointing any such agent and of the ownership of Bonds, if made in the following manner, shall be sufficient for any of the purposes of this Resolution, and shall be conclusive in favor of the District and the Paying Agent with regard to any action taken, suffered or omitted under any such instrument, namely:

(a) The fact and date of the execution by any person of any such instrument may be proved by a certificate of any officer in any jurisdiction who by law has power to take acknowledgments within such jurisdiction that the person signing such instrument acknowledged before such officer the execution thereof, or by affidavit of any witness to such execution.

(b) The fact of ownership of Bonds, the amount or amounts, numbers and other identification of Bonds, and the date of holding the same shall be proved by the Bond Register.

In determining whether the Registered Owners of the requisite aggregate principal amount of Bonds Outstanding have given any request, demand, authorization, direction, notice, consent or waiver under this Resolution, Bonds owned by the District shall be disregarded and deemed not to be Outstanding under this Resolution, except that, in determining whether the Registered Owners shall be protected in relying upon any such request, demand, authorization, direction, notice, consent or waiver, only Bonds which the Registered Owners know to be so owned shall be so disregarded. Notwithstanding the foregoing, Bonds so owned which have been pledged in good faith shall not be disregarded as aforesaid if the pledgee establishes to the satisfaction of the Registered Owners the pledgee's right so to act with respect to such Bonds and that the pledgee is not the District.

Section 805. Further Authority. The officers of the District, including the President and Secretary, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and to make ministerial alterations, changes or additions in the foregoing agreements, statements, instruments and other documents herein approved, authorized and confirmed which they may approve, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 806. Severability. If any section or other part of this Resolution, whether large or small, is for any reason held invalid, the invalidity thereof shall not affect the validity of the other provisions of this Resolution.

Section 807. Governing Law. This Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State.

Section 808. Effective Date. This Resolution shall take effect and be in full force from and after its passage by the Board as provided by law.

PASSED July 25,2006.

**DOUGLAS COUNTY SCHOOL DISTRICT
0017 (MILLARD PUBLIC SCHOOLS) IN THE
STATE OF NEBRASKA**

ATTEST:

By: _____
President

[S E A L]

By: _____
Secretary

EXHIBIT A

FORM OF BONDS

EXCEPT AS OTHERWISE PROVIDED IN THE RESOLUTION (REFERRED TO HEREIN), THIS GLOBAL BOND MAY BE TRANSFERRED, IN WHOLE BUT NOT IF? PART, ONLY TO ANOTHER NOMINEE OF THE SECURITIES DEPOSITORY (AS DEFINED HEREIN) OR TO A SUCCESSOR SECURITIES DEPOSITORY OR TO A NOMINEE OF A SUCCESSOR SECURITIES DEPOSITORY-

Registered No. _____

Registered \$ _____

UNITED STATES OF AMERICA
STATE OF NEBRASKA
DOUGLAS COUNTY SCHOOL DISTRICT 0017
(MILLARD PUBLIC SCHOOLS)

GENERAL OBLIGATION SCHOOL BOND, SERIES 2006

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Dated Date</u>	<u>CUSIP Number</u>
	June 15, 20__	August 10, 2006	

REGISTERED OWNER. CEDE & CO.

PRINCIPAL AMOUNT: _____ DOLLARS

DOUGLAS COUNTY SCHOOL DISTRICT 0017 (MILLARD PUBLIC SCHOOLS) IN THE STATE OF NEBRASKA, a Class III school district and political subdivision of the State of Nebraska (the "District"), for value received, hereby acknowledges itself to be indebted and promises to pay to the Registered Owner specified above, or registered assigns, the Principal Amount stated above on the Maturity Date shown above unless called for redemption prior to such Maturity Date, and to pay interest thereon at the Interest Rate per annum shown above (computed on the basis of a 360-day year of twelve 30-day months) from the Dated Date shown above or from the most recent interest payment date to which interest has been paid or duly provided for, payable semiannually on June 15 and December 15 in each year, beginning December 15, 2006, until the Principal Amount has been paid.

The principal or redemption price of this Bond shall be paid at maturity or upon earlier redemption by check or draft mailed to the person in whose name this Bond is registered at the maturity or redemption date thereof, upon presentation and surrender of this Bond at the designated corporate trust administration office of First National Bank of Omaha, Omaha, Nebraska (the "Paying Agent"). The interest payable on this Bond on any interest payment date shall be paid to the person in whose name this Bond is registered on the registration books maintained by the Paying Agent at the close of business on the Record Date for such interest, which shall be the 15th day (whether or not a business day) of the

calendar month next preceding the interest payment date. Such interest shall be payable by check or draft mailed by the Paying Agent to the address of such Registered Owner shown on the Bond Register. The principal or redemption price of and interest on this Bond shall be payable by check or draft in any coin or currency that, on the respective dates of payment thereof, is legal tender for the payment of public and private debts.

This Bond is one of an authorized series of bonds of the District designated "General Obligation School Bonds, Series 2006," aggregating the principal amount of \$48,000,000 (the "**Bonds**"), issued by the District for the purpose of paying the costs of acquiring sites for school buildings, constructing new school buildings or purchasing an existing building or buildings, constructing additions or making repairs to existing school buildings and providing the necessary furniture, equipment, including technology, and apparatus for such school buildings and school building additions, under the authority of and in full compliance with the constitution and laws of the State of Nebraska, and pursuant to an election duly held in the District and a resolution duly passed (the "Resolution") and proceedings duly and legally had by the President and Board of the District.

At the option of the District, Bonds or portions thereof maturing on or after June 15, 2017 may be redeemed and paid prior to maturity at any time on or after June 15, 2016, as a whole or in part in such principal amounts and from such maturity or maturities as the District may determine (Bonds of less than a full maturity to be selected in multiples of \$5,000 principal amount in such equitable manner as the Paying Agent shall designate) at a redemption price equal to 100% of the principal amount of the Bonds called for redemption plus accrued interest thereon to the redemption date.

Notice of redemption, unless waived, is to be given by the Paying Agent by mailing an official redemption notice by first-class mail at least 30 days prior to the redemption date to the original purchaser of the Bonds and each registered owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register maintained by the Paying Agent. Notice of redemption having been given as aforesaid, the Bonds or portions of Bonds to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the District defaults in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest.

The Bonds constitute general obligations of the District payable as to both principal and interest from ad valorem taxes which may be levied without limitation as to rate or amount upon all the taxable property within the District. The full faith, credit and resources of the District are irrevocably pledged for the prompt payment of the principal of and interest on the Bonds as the same become due.

The Bonds are issuable in the form of fully registered Bonds in the denominations of \$5,000 or any integral multiple thereof.

This Bond may be transferred or exchanged, as provided in the Resolution, only on the Bond Register kept for that purpose at the designated corporate trust administration office of the Paying Agent, upon surrender of this Bond together with a written instrument of transfer or authorization for exchange satisfactory to the Paying Agent duly executed by the Registered Owner or the Registered Owner's duly authorized agent, and thereupon a new Bond or Bonds in any authorized denomination of the same maturity and in the same aggregate principal amount shall be issued to the transferee in exchange therefor as provided in the Resolution and upon payment of the charges therein prescribed. The District and the Paying Agent may deem and treat the person in whose name this Bond is registered on the Bond Register as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or redemption price hereof and interest due hereon and for all other purposes.

The Bonds are being issued by means of a book-entry system with no physical distribution of bond certificates to be made except as provided in the Resolution. One Bond certificate with respect to each date on which the Bonds are stated to mature or with respect to each form of Bonds, registered in the nominee name of the Securities Depository, is being issued and required to be deposited with the Securities Depository and immobilized in its custody. The book-entry system will evidence positions held in the Bonds by the Securities Depository's participants, beneficial ownership of the Bonds in authorized denominations being evidenced in the records of such participants. Transfers of ownership shall be effected on the records of the Securities Depository and its participants pursuant to rules and procedures established by the Securities Depository and its participants. The District and the Paying Agent will recognize the Securities Depository nominee, while the registered owner of this Bond, as the owner of this Bond for all purposes, including (a) payments of the principal or redemption price of and interest on this Bond, (b) notices and (c) voting. Transfer of principal or redemption price and interest payments to participants of the Securities Depository, and transfer of principal or redemption price and interest payments to beneficial owners of the Bonds by participants of the Securities Depository will be the responsibility of such participants and other nominees of such beneficial owners. The District and the Paying Agent will not be responsible or liable for such transfers of payments or for maintaining, supervising or reviewing the records maintained by the Securities Depository, the Securities Depository nominee, its participants or persons acting through such participants. While the Securities Depository nominee is the owner of this Bond, notwithstanding the provision hereinabove contained, payments of principal or redemption price of and interest on this Bond shall be made in accordance with existing arrangements among the District, the Paying Agent and the Securities Depository.

EXCEPT AS OTHERWISE PROVIDED IN THE RESOLUTION, THIS GLOBAL BOND MAY BE TRANSFERRED, IN WHOLE BUT NOT IN PART, ONLY TO ANOTHER NOMINEE OF THE SECURITIES DEPOSITORY OR TO A SUCCESSOR SECURITIES DEPOSITORY OR TO A NOMINEE OF A SUCCESSOR SECURITIES DEPOSITORY.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution until the Certificate of Authentication hereon has been executed by the Paying Agent.

IT IS HEREBY DECLARED AND CERTIFIED that all acts, conditions and things required to be done and to exist precedent to and in the issuance of the Bonds have been done and performed and do exist in due and regular form and manner as required by the constitution and laws of the State of Nebraska; that a direct annual tax upon all taxable property situated in the District has been levied for the purpose of paying the principal of and interest on the Bonds when due; and that the total indebtedness of the District, including this Bond and the series of which it is one, does not exceed any constitutional or statutory limitation.

IN WITNESS WHEREOF, DOUGLAS COUNTY SCHOOL DISTRICT 0017 (MILLARD PUBLIC SCHOOLS) IN THE STATE OF NEBRASKA, has caused this Bond to be executed by the manual or facsimile signature of the President of the Board and attested by the manual or facsimile signature of the Secretary of the Board.

CERTIFICATE OF AUTHENTICATION

**DOUGLAS COUNTY SCHOOL DISTRICT
0017 (MILLARD PUBLIC SCHOOLS) IN THE
STATE OF NEBRASKA**

This Bond is one of the Bonds of the issue described in the within-mentioned Resolution.

By: _____ (facsimile signature)

President

Registration Date: _____

FIRST NATIONAL BANK OF OMAHA,
Paying Agent

ATTEST:

By: _____
Authorized Officer or Signatory

By: _____ (facsimile signature)
Secretary

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

Print or Type Name, Address and Social Security Number
or other Taxpayer Identification Number of Transferee

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____ agent to transfer the within Bond on the books kept by the Paying Agent for the registration thereof, with full power of substitution in the premises.

Dated: _____

NOTICE: The signature to this assignment must correspond with the name of the Registered Owner as it appears upon the face of the within Bond in every particular.

Signature Guaranteed By:

(Name of Eligible Guarantor Institution as defined by SEC Rule 17 Ad-15 (17 CFR 240.17 Ad-15))

By: _____
Title: _____

EXHIBIT B

PRELIMINARY OFFICIAL STATEMENT

Observation

DavidsonBondAuction.com

Auction Report: Douglas.Cnty.Millard.GOS.06.AON**Auction Information**

Issuer	Douglas County School District 0017 (Millard Public Schools)
State	Nebraska
Size	\$48,000,000
Date	7/25/2006
Time	11:30:00 am to 12:00:00 pm
Site	www.davidsonbondauction.com
Format	AON
Features	MuniComp, Rank Status

Bidding Summary

Best Bid	PRAG-JC @ 4.5695
Observers	KIRK-CB, KIRK-MK
Bidders	ABNA-CM, JPMO-AM, LEHM-ET, MERR-AM, MESI-TB, MORG-GB, PAIN-WS, PIPE-SC, PRAG-JC
Bids	12 (by 9 bidders)

Bidding Detail

Time *	Bidder	Bidder's Bid No.	NIC
11:56:45 am	MERR-AM	1	4.5880
11:57:00 am	PIPE-SC (cover)	1	4.5752
11:57:29 am	MERR-AM	2	4.5843
11:57:35 am	PRAG-JC (winner)	1	4.5695
11:58:08 am	MERR-AM	3	4.5830
11:59:04 am	LEHM-ET	1	4.6039
11:59:05 am	MERR-AM	4	4.5805
11:59:13 am	PAIN-WS	1	4.6036
11:59:30 am	MORG-GB	1	4.5897
11:59:33 am	ABNA-CM	1	4.6071
11:59:33 am	MESI-TB	1	4.6223
11:59:47 am	JPMO-AM	1	4.6553

* Represents the time the bidder's bid "hits" the server for official recording and ranking purposes. Process time for each bid may vary.

Click below to see other bidder results

AON bids:

(10 bidders on Auction Page; 9 bidders submitted bids)

**ABNA-CM, JPMO-AM, LEHM-ET, MERR-AM, MESI-TB, MORG-GB,
PAIN-WS, PIPE-DD, PIPE-SC, PRAG-JC, Best Bid, Cover Bid, Bid
Summary**

Note: Gray links indicate Bidders who have not submitted bids.

Observation

DavidsonBondAuction.com

Auction Date Tue., Jul 25, 2006 **Type** AON **Start** 11:30:00 am **End** 12:00:00 pm **Time Now^{††}** 12:03:33 pm EDT **Status** Over
 Connected to server

\$48,000,000*

[Refresh](#) | Douglas County School District 0017 (Millard Public Schools), Nebraska
 General Obligation School Bonds, Series 2006

	Bidder	Firm	NIC	Time	Gross Interest	+ Discount/ (Premium)	Total Interest	Bid No.	Cumulative Improvement
1st	PRAG-JC [‡]	Prager, Sealy	4.5695%	11:57:35 am	\$34,673,863.19	187,770.84	\$34,861,634.03	1	-
2nd	PIPE-SC [‡]	Piper Jaffray	4.5752%	11:57:00 am	\$34,815,494.97	90,073.20	\$34,905,568.17	1	-
3rd	MERR-AM [‡]	Merrill Lynch	4.5805%	11:59:05 am	\$35,073,219.88	(127,239.65)	\$34,945,980.23	4	0.0075%
4th	MORG-GB [‡]	Morgan	4.5897%	11:59:30 am	\$35,073,219.88	(57,154.45)	\$35,016,065.43	1	-
5th	PAIN-WS [‡]	UBS	4.6036%	11:59:13 am	\$35,073,219.88	48,730.90	\$35,121,950.78	1	-
6th	LEHM-ET [‡]	Lehman	4.6039%	11:59:04 am	\$35,206,598.70	(82,591.05)	\$35,124,007.65	1	-
7th	ABNA-CM [‡]	LaSalle	4.6071%	11:59:33 am	\$35,016,251.39	132,163.72	\$35,148,415.11	1	-
8th	MESI-TB [‡]	Mesirow	4.6223%	11:59:33 am	\$35,415,608.07	(150,838.26)	\$35,264,769.81	1	-
9th	JPMO-AM [‡]	JP Morgan	4.6553%	11:59:47 am	\$35,494,535.16	21,679.52	\$35,516,214.68	1	-

*Preliminary, subject to change

[‡] Bidder specified Insurance, see individual bidder page for details.^{††} Unofficial clock.

[Click below to see other bidder results](#)

AON bids:

(10 bidders on Auction Page; 9 bidders submitted bids)

**[ABNA-CM](#), [JPMO-AM](#), [LEHM-ET](#), [MERR-AM](#), [MESI-TB](#), [MORG-GB](#),
[PAIN-WS](#), [PIPE-DD](#), [PIPE-SC](#), [PRAG-JC](#), Best Bid, Cover Bid**

Note: Gray links indicate Bidders who have not submitted bids.

Active Observers:

[KIRK-CB](#) [KIRK-MK](#)

[Get Bidder Details](#) | [View Admission Requests](#) | [View Observers](#) | [View Auction Report](#)
[View Syndicate Members](#) | [Print Page](#) | [Print All Bids](#) | [Download All Bids](#)

Go to: [Terms](#), [Notice of Sale](#), [POS](#), [Rules](#), [Selections](#)

Exit to: [DavidsonBondAuction Home Page](#), [Log Out](#)

For information about this bond sale, [contact D.A. Davidson](#).

Please direct questions and comments regarding bidding procedures to **the Auction Administrator** or call (412) 391-5555 x370.

\$48,000,000 *

Douglas County School District 0017 (Millard Public Schools), Nebraska
General Obligation School Bonds, Series 2006

Bidder: Prager, Sealy & Co., L.L.C. **Bidder NIC:** 4.5695 % **Best AON NIC:** 4.5695 %

Status: Winner**

	Serial/ Principal Sinker/ Due	Amount *	Term	Coupon
Jun 15,2018	\$3,115,000	Serial	4.500%	
Jun 15,2019	\$3,635,000	Serial	4.500%	
Jun 15,2020	\$6,205,000	Serial	4.500%	
Jun 15,2021	\$6,430,000	Serial	4.500%	
Jun 15,2022	\$6,705,000	Serial	4.500%	
Jun 15,2023	\$6,990,000	Serial	4.500%	
Jun 15,2024	\$7,290,000	Serial	4.625%	
Jun 15,2025	\$7,630,000	Serial	4.625%	

Purchase Price: \$47,812,229.16

Insurance: MBIA for All maturities,

Time Submitted: 11:57:35 am

DavidsonBondAuction Interest Cost Calculations (for informational purposes only)	
Gross Interest	\$34,673,863.19
Plus Discount/(Less Premium)	187,770.84
Total Interest Cost	\$34,861,634.03
Net Interest Rate	4.5695%

Firm: Prager, Sealy & Co., L.L.C.

Preliminary, subject to change

**Winner – Unofficial, subject to verification and award.

\$48,000,000 *

Douglas County School District 0017 (Millard Public Schools), Nebraska
General Obligation School Bonds, Series 2006

Bidder: Piper Jaffray Cos. **Bidder NIC:** 4.5752 % **Best AON NIC:** 4.5695 % **Status:** Not Winner

Due	Principal Amount *	Serial/ Sinker/ Term	Coupon
Jun 15,2018	\$3,115,000	Serial	4.125%
Jun 15,2019	\$3,635,000	Serial	4.500%
Jun 15,2020	\$6,205,000	Serial	4.500%
Jun 15,2021	\$6,430,000	Serial	4.500%
Jun 15,2022	\$6,705,000	Serial	4.625%
Jun 15,2023	\$6,990,000	Serial	4.625%
Jun 15,2024	\$7,290,000	Serial	4.625%
Jun 15,2025	\$7,630,000	Serial	4.625%

Purchase Price: \$47,909,926.80
Insurance: MBIA for All maturities.
Time Submitted: 11:57:00 am

DavidsonBondAuction Interest Cost Calculations (for informational purposes only)	
Gross Interest	\$34,815,494.97
Plus Discount/(Less Premium)	90,073.20
Total Interest Cost	\$34,905,568.17
Net Interest Rate	4.5752%

Firm: Piper Jaffray Cos.

*Preliminary,subject to change

**Winner – Unofficial, subject to verification and award.

\$48,000,000 *

Douglas County School District 0017 (Millard Public Schools), Nebraska
General Obligation School Bonds, Series 2006

Bidder: Merrill Lynch Bidder NIC: 1.5805 %

Best AON NIC: 4.5695 %

Status: Not Winner

Due	Principal Amount *	Serial/ Sinker/ Term	Coupon
Jun 15,2018	\$3,115,000	Serial	4.500%
Jun 15,2019	\$3,635,000	Serial	4.500%
Jun 15,2020	\$6,205,000	Serial	4.500%
Jun 15,2021	\$6,430,000	Serial	4.625%
Jun 15,2022	\$6,705,000	Serial	4.625%
Jun 15,2023	\$6,990,000	Serial	4.625%
Jun 15,2024	\$7,290,000	Serial	4.625%
Jun 15,2025	\$7,630,000	Serial	4.625%

Purchase Price: \$48,127,239.65

Insurance: MBIA for All maturities.

Time Submitted: 11:59:05 am

DavidsonBondAuction Interest Cost Calculations (for informational purposes only)	
Gross Interest	\$35,073,219.88
Plus Discount/(Less Premium)	(127,239.65)
Total Interest Cost	\$34,945,980.23
Net Interest Rate	4.5805%

Firm: Merrill Lynch

*Preliminary,subject to change

**Winner – Unofficial, subject to verification and award.

\$48,000,000 *

Douglas County School District 0017 (Millard Public Schools), Nebraska
General Obligation School Bonds, Series 2006

Bidder: Morgan Stanley Bidder NIC: 4.5897 % Best AON NIC: 4.5695 % Status: Not Winner

	Principal	Serial/ Sinker/	
Due	Amount *	Term	Coupon
Jun 15,2018	\$3,115,000	Serial	4.500%
Jun 15,2019	\$3,635,000	Serial	4.500%
Jun 15,2020	\$6,205,000	Serial	4.500%
Jun 15,2021	\$6,430,000	Serial	4.625%
Jun 15,2022	\$6,705,000	Serial	4.625%
Jun 15,2023	\$6,990,000	Serial	4.625%
Jun 15,2024	\$7,290,000	Serial	4.625%
Jun 15,2025	\$7,630,000	Serial	4.625%
Purchase Price: \$48,057,154.45			
Insurance: MBIA for All maturities,			
Time Submitted: 11:59:30 am			

DavidsonBondAuction Interest Cost Calculations (for informational purposes only)	
Gross Interest	\$35,073,219.88
Plus Discount/(Less Premium)	(57,154.45)
Total Interest Cost	\$35,016,065.43
Net Interest Rate	4.5897%

Firm: Morgan Stanley

*Preliminary,subject to change

**Winner – Unofficial,subject to verification and award.

\$48,000,000 *

Douglas County School District 0017 (Millard Public Schools), Nebraska
General Obligation School Bonds, Series 2006

Bidder: UBS Securities LLC **Bidder NIC:** 4.6036 % **Best AON NIC:** 4.5695 % **Status:** Not Winner

Due	Principal Amount *	Serial/ Sinker/ Term	Coupon
Jun 15, 2018	\$3,115,000	Serial	4.500%
Jun 15, 2019	\$3,635,000	Serial	4.500%
Jun 15, 2020	\$6,205,000	Serial	4.500%
Jun 15, 2021	\$6,430,000	Serial	4.625%
Jun 15, 2022	\$6,705,000	Serial	4.625%
Jun 15, 2023	\$6,990,000	Serial	4.625%
Jun 15, 2024	\$7,290,000	Serial	4.625%
Jun 15, 2025	\$7,630,000	Serial	4.625%

Purchase Price: \$47,951,269.10
Insurance: MBIA for All maturities.
Time Submitted: 11:59:13 am

DavidsonBondAuction Interest Cost Calculations (for informational purposes only)	
Gross Interest	\$35,073,219.88
Plus Discount/(Less Premium)	48,730.90
Total Interest Cost	\$35,121,950.78
Net Interest Rate	4.6036%

Firm: UBS Securities LLC

Preliminary, subject to change

**Winner – Unofficial, subject to verification and award.

\$48,000,000 *
 Douglas County School District 0017 (Millard Public Schools), Nebraska
 General Obligation School Bonds, Series 2006

Bidder: Lehman Brothers Bidder NIC: 4.6039 % Best AON NIC: 4.5695 % Status: Not Winner

Due	Principal Amount *	Serial/ Sinker/ Term	Coupon
Jun 15,2018	\$3,115,000	Serial	4.250%
Jun 15,2019	\$3,635,000	Serial	4.250%
Jun 15,2020	\$6,205,000	Serial	4.500%
Jun 15,2021	\$6,430,000	Serial	4.625%
Jun 15,2022	\$6,705,000	Serial	4.625%
Jun 15,2023	\$6,990,000	Serial	4.625%
Jun 15,2024	\$7,290,000	Serial	4.750%
Jun 15,2025	\$7,630,000	Serial	4.750%

Purchase Price: \$48,082,591.05

Insurance: MBIA for All maturities.

Time Submitted: 11:59:04 am

DavidsonBondAuction Interest Cost Calculations (for informational purposes only)	
Gross Interest	\$35,206,598.70
Plus Discount/(Less Premium)	(82,591.05)
Total Interest Cost	\$35,124,007.65
Net Interest Rate	4.6039%

Firm: Lehman Brothers

*Preliminary,subject to change

**Winner – Unofficial, subject to verification and award.

\$48,000,000 *

Douglas County School District 0017 (Millard Public Schools), Nebraska
General Obligation School Bonds, Series 2006

Bidder: LaSalle Financial Services, Inc. **Bidder NIC: 4.6071 %** **Best AON MC: 4.5695 %** **Status: Not Winner**

Due	Principal Amount *	Serial/ Sinker/ Term	Coupon
Jun 15,2018	\$3,115,000	Serial	4.500%
Jun 15,2019	\$3,635,000	Serial	4.500%
Jun 15,2020	\$6,205,000	Serial	4.500%
Jun 15,2021	\$6,430,000	Serial	4.500%
Jun 15,2022	\$6,705,000	Serial	4.500%
Jun 15,2023	\$6,990,000	Serial	4.500%
Jun 15,2024	\$7,290,000	Serial	4.750%
Jun 15,2025	\$7,630,000	Serial	4.750%

Purchase Price: \$47,867,836.28
Insurance: MBIA for All maturities.
Time Submitted: 11:59:33 am

DavidsonBondAuction Interest Cost Calculations (for informational purposes only)	
Gross Interest	\$35,016,251.39
Plus Discount/(Less Premium)	132,163.72
Total Interest Cost	\$35,148,415.11
Net Interest Rate	4.6071%

Firm: LaSalle Financial Services, Inc.

Preliminary, subject to change

**Winner – Unofficial, subject to verification and award.

\$48,000,000 *

Douglas County School District 0017 (Millard Public Schools), Nebraska
General Obligation School Bonds, Series 2006

Bidder: Mesirow Financial, Inc. **Bidder NIC: 4.6223 %** **Best AON NIC: 4.5695 %** **Status: Not Winner**

Due	Principal Amount *	Serial/ Sinker/ Term	Coupon
Jun 15,2018	\$3,115,000	Serial	4.500%
Jun 15,2019	\$3,635,000	Serial	4.500%
Jun 15,2020	\$6,205,000	Serial	4.500%
Jun 15,2021	\$6,430,000	Serial	4.625%
Jun 15,2022	\$6,705,000	Serial	4.625%
Jun 15,2023	\$6,990,000	Serial	4.625%
Jun 15,2024	\$7,290,000	Serial	4.750%
Jun 15,2025	\$7,630,000	Serial	4.750%

Purchase Price: \$48,150,838.26

Insurance: MBIA for All maturities.

Time Submitted: 11:59:33 am

DavidsonBondAuction Interest Cost Calculations (for informational purposes only)	
Gross Interest	\$35,415,608.07
Plus Discount/(Less Premium)	(150,838.26)
Total Interest Cost	\$35,264,769.81
Net Interest Rate	4.6223%

Firm: Mesirow Financial, Inc.

*Preliminary,subject to change

**Winner – Unofficial, subject to verification and award.

\$48,000,000 *

Douglas County School District 0017 (Millard Public Schools), Nebraska
General Obligation School Bonds, Series 2006

Bidder: JP Morgan Securities Inc. Bidder NIC: 4.6553 % Best AON NIC: 4.5695 % Status: Not Winner

Due	Principal Amount *	Serial/ Sinker/ Term	Coupon
Jun 15,2018	\$3,115,000	Serial	4.250%
Jun 15,2019	\$3,635,000	Serial	4.250%
Jun 15,2020	\$6,205,000	Serial	4.250%
Jun 15,2021	\$6,430,000	Serial	4.250%
Jun 15,2022	\$6,705,000	Serial	4.375%
Jun 15,2023	\$6,990,000	Serial	5.000%
Jun 15,2024	\$7,290,000	Serial	5.000%
Jun 15,2025	\$7,630,000	Serial	5.000%

Purchase Price: \$47,978,320.48
Insurance: MBIA for All maturities.
Time Submitted: 11:59:47 am

DavidsonBondAuction Interest Cost Calculations (for informational purposes only)	
Gross Interest	\$35,494,535.16
Plus Discount/(Less Premium)	21,679.52
Total Interest Cost	\$35,516,214.68
Net Interest Rate	4.6553%

Firm: JP Morgan Securities Inc.

*Preliminary,subject to change

**Winner – Unofficial, subject to verification and award.