

**NOTICE OF MEETING**  
**SCHOOL DISTRICT NO. 17**  
Notice is hereby given of a Special Board

**THE DAILY RECORD**  
**OF OMAHA**

**ACKNOWLEDGMENT OF RECEIPT  
OF NOTICE OF MEETING**

\_\_\_\_\_

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

\_\_\_\_\_ April 20, \_\_\_\_\_ 2010, at \_\_\_\_\_ Don Stroh Administrative Center

BOARD OF EDUCATION  
MILLARD PUBLIC SCHOOLS

SPECIAL BOARD OF EDUCATION MEETING STROH ADMINISTRATION CENTER  
12:00 NOON.

5606 SOUTH 147th STREET

APRIL 20, 2010

**AGENDA**

A. Call to Order

The Public Meeting Act is posted on the Wall and Available for Public Inspection

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. Issuance of Bonds

E. Adjournment

Public Comments - This is the proper time for public questions and comments on any topic. Please make sure a request form is given to the Board President before the meeting begins.

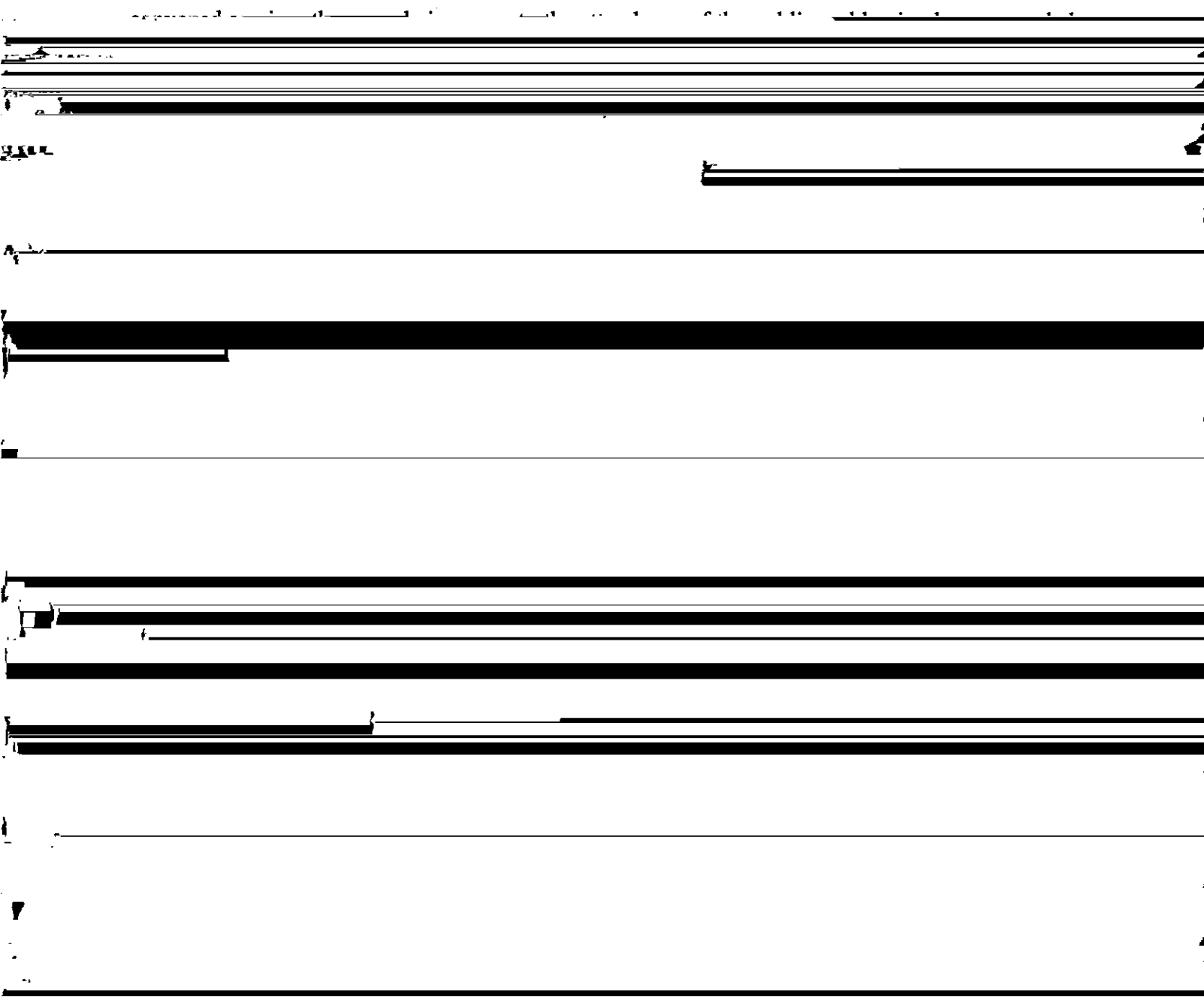
MILLARD PUBLIC SCHOOLS  
SCHOOL DISTRICT NO 17

A special meeting was held of the Board of Education of the School District No. 17, in the County of  
Dawson, Nebraska, on the 17th day of December, 1920, at 10:00 o'clock

4/20/10

April 20, 2010  
Omaha, Nebraska

A meeting of the Board of Education (the "Board") of Douglas County School District 017 in the State of Nebraska, also known as the Millard Public Schools (the "District"), was held at the regular meeting place of the Board at the Don Stroh Administration Building, 5606 South 147 Street, Omaha, Nebraska, at 12:00 p.m. on April 20, 2010, in a publicly



The following Board Members were absent: Podle, Kannas.

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

Board Member Russell II offered the following resolution and moved its passage.

adoption:

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF <sup>global:</sup> "\$51,180,000"  
GENERAL OBLIGATION REFUNDING BONDS, SERIES 2010, OF →  
DOUGLAS COUNTY SCHOOL DISTRICT 017, IN THE STATE OF "\$51,480,000"  
NEBRASKA, ALSO KNOWN AS MILLARD PUBLIC SCHOOLS, IN THE  
PRINCIPAL AMOUNT OF FIFTY ONE MILLION <sup>FOUR HUNDRED EIGHTY</sup> ~~ONE HUNDRED EIGHTY~~  
480

previously issued Series 2004 Bonds dated March 1, 2004, of which \$20,725,000 remains outstanding and is being refunded, and Series 2005A Bonds dated May 15, 2005, of which \$30,000,000 remains outstanding and is being refunded (collectively, the "Refunded Bonds"). Section 10-142, Reissue Revised Statutes of Nebraska, as amended, authorizes the District to issue its refunding bonds with which to call and redeem all or any part of its outstanding bonds, at any time prior to the date of maturity or the redemption date of the bonds to be refunded that the District determines to be in its best interests

**Section 2.** (a) The Board further finds and determines that it is necessary, desirable and advisable to issue at this time general obligation refunding bonds in the aggregate principal

480

of \$51,000,000

**BOND PRICING**

ROUSSEAU COUNTY SCHOOL DISTRICT, 0017 NEBRASKA

(Millard Public Schools)  
**GENERAL OBLIGATION REFUNDING BONDS, SERIES 2010**  
 Current Refunding of Series 2004 & Series 2005  
 Assumes AA/Aa2 ratings, 2025 final maturity  
 Winning Bid with Reofferings, Resized Par

Bond Component	Maturity Date	Amount	Rate	Yield	Price	Yield to Maturity	Call Date	Call Price
Serial Bonds (fixed per NOS):	06/15/2011	\$ 3,200,000	6.000%	0.650%	105.912			



Maturity Date (June 15)	Principal Amount	Interest Rate
2011	\$ _____	____%
2012	_____	_____
2013	_____	_____
2014	_____	_____
2015	_____	_____
2016	_____	_____
<del>2017</del>	_____	_____
2018	_____	_____
<del>2019</del>	_____	_____
2020	_____	_____
2021	_____	_____
2022	_____	_____
2023	_____	_____
2024	_____	_____
2025	_____	_____

→ Order 4A

(b) The Bonds are subject to redemption at the option of the District prior to the stated maturities thereof in whole or in part, at any time on or after June 15, 2015, in the principal amounts and from the maturity or maturities selected by the Board of Education of the District, and in the event that less than all of the Bonds of any maturity are to be called for redemption, the particular Bonds of such maturity to be redeemed shall be selected by lot in integral multiples of \$5,000 within a maturity, at a redemption price equal to 100% of the principal amount being redeemed, on such principal amount to the date of redemption.

The Bonds shall be redeemed in whole multiples of \$5,000 and if any Bonds be in a denomination in excess of \$5,000, portions of the principal amount thereof in installments of \$5,000 or any multiples thereof may be redeemed, and if less than all of the principal amount thereof is to be redeemed, in such case upon the surrender of such Bond there shall be issued to the registered owner thereof without charge therefor, for the then unredeemed balance of the

principal amount thereof.

Notice of redemption of Bonds stating their designation, date, maturity and principal amounts shall be given by the Registrar by mailing such notice by first-class mail postage

prepaid, not less than 30 days prior to the date fixed for redemption to the registered owners at their most recent addresses appearing upon the books of registry, but failure to give notice to any particular registered owner or any defect in the notice given to such owner shall not affect the validity of the proceeding calling the Bonds or the redemption of any Bonds for which proper notice has been given. Notice of redemption need not be given to the holder of any Bond

whether registered or not, who has waived notice of redemption. Notice of redemption having

have borne had they not been called for redemption, and shall continue to be protected by this resolution and entitled to the benefits and security hereof.

(c) Interest on the Bonds at the respective rates for each maturity is payable semiannually on June 15 and December 15 of each year, beginning December 15, 2010 (each of said dates an "Interest Payment Date") from the Date of Original Issue or the most recent Interest Payment Date, whichever is later, until maturity by check or draft mailed by the Registrar or its successor on such Interest Payment Date to the registered owner of each Bond at such registered

owner's address as it appears on the Bond Register maintained by the Registrar or its successor at the close of business on the first day of the month in which occurs an Interest Payment Date (the "Record Date") subject to the provisions of the following paragraph. The principal on the Bonds and the interest due at maturity is payable in lawful money of the United States of America to the registered owners thereof upon presentation and surrender of such Bonds to the Registrar.

In the event that payments of interest due on the Bonds on an Interest Payment Date are not timely made, such interest shall cease to be payable to the registered owners as of the Record Date for such Interest Payment Date and shall be payable to the registered owners of the Bonds

in lieu of Bonds surrendered for transfer or exchange may be dated as of the date to which interest has been paid in full on the Bonds surrendered; and provided further, that if the date of registration shall be earlier than the date of original issue, the Bonds shall be dated as of the date of registration.

**Date of Original Issue.** The Bonds shall bear interest from their Date of Original Issue.

**Section 3.** In the event any Bond is mutilated, lost, stolen or destroyed, the District shall execute and the Registrar shall authenticate a new Bond of like date, maturity and denomination to that mutilated, lost, stolen, or destroyed, provided that, in the case of any mutilated Bond, such mutilated Bond shall first be surrendered to the Registrar and, in the case of any lost, stolen, or

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

\$ \_\_\_\_\_

UNITED STATES OF AMERICA  
STATE OF NEBRASKA  
COUNTY OF DOUGLAS

DOUGLAS COUNTY SCHOOL DISTRICT 017  
(MILLARD PUBLIC SCHOOLS)  
GENERAL OBLIGATION REFUNDING BOND, SERIES 2010

<b>Date of Original Issue</b>	<b>Date of Maturity</b>	<b>Rate of Interest</b>	<b>CUSIP No.</b>
May 5, 2010	June 15, _____	_____ %	_____

REGISTERED OWNER: \_\_\_\_\_

PRINCIPAL AMOUNT: \_\_\_\_\_ DOLLARS

KNOW ALL PERSONS BY THESE PRESENTS: That Douglas County School District 017 (Millard Public Schools), in the State of Nebraska (the "District"), promises to pay to the order of the Registered Owner in indicated above, or registered assigns, on the Date of Maturity indicated above, and upon surrender hereof, the Principal Amount indicated above, and in like manner to pay interest on said Principal Amount from the date hereof at the Rate of Interest per annum indicated above semiannually on June 15 and December 15 of each year, beginning December 15, 2010 (each of such dates an "Interest Payment Date") and continuing until said Principal Amount is paid. The Principal Amount and the interest due at maturity is payable to the Registered Owner, at the office of the Bond Registrar and Paying Agent, First \_\_\_\_\_

which is the first day of each month in which an Interest Payment Date occurs (the "Record Date"). Any interest not so timely paid shall cease to be payable to the person entitled thereto as of the Record Date such interest was payable, and shall be payable to the person who is the Registered Owner of this bond (or of one or more predecessor bonds hereto) on such special record date for payment of such defaulted interest as shall be fixed by the Registrar whenever moneys for such purpose become available. For the prompt payment of this bond, principal and interest, as the same become due, the full faith, credit and resources of the District are hereby irrevocably pledged.

The bonds are issuable as fully registered bonds without coupons in denominations of

\$5,000 and any integral multiple thereof. Subject to the limitations and upon payment of the charges provided in the resolution (the "Resolution") of the District pursuant to which the bonds

The Bonds of the series of which this bond is one are subject to redemption at the option of the District prior to the stated maturities thereof at any time on or after June 15, 2015, as a whole, or in part from time to time in the principal amount and from the maturity of maturities selected by the Board of Education of the District, and in the event that less than all the Bonds of a maturity are to be called for redemption, the particular Bonds of such maturity to be redeemed shall be selected by lot at the redemption price of the principal amount thereof.

accrued on such principal amount to the date fixed for redemption

This bond is one of a series of bonds in the total principal amount of \$51,180,000 of even date and like tenor except as to number, denomination, date of maturity and rate of interest for payment of the cost of refunding certain outstanding general obligation indebtedness of the

State of Nebraska, including, in particular, Section 10-142, Reissue Revised Statutes of Nebraska, 2007, as amended, and pursuant to and in compliance with the Resolution of the



THIS BOND MAY BE PAID WITHOUT SURRENDER HEREOF TO THE PAYING AGENT.  
DTC OR A NOMINEE, TRANSFEREE OR ASSIGNEE OF DTC OF THIS BOND MAY NOT  
RELY UPON THE PRINCIPAL AMOUNT INDICATED HEREON AS THE PRINCIPAL  
AMOUNT HEREOF OUTSTANDING AND UNPAID. THE PRINCIPAL AMOUNT  
HEREOF OUTSTANDING AND UNPAID SHALL FOR ALL PURPOSES BE THE  
AMOUNT DETERMINED IN THE MANNER PROVIDED IN THE RESOLUTION

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED OFFICER OF DTC

of and interest on this bond and the other bonds of the issue of which it is a part when and as the same shall become due.

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 shall have

been executed by the Registrar.

IN WITNESS WHEREOF, the District has caused this bond to be executed on its behalf by the facsimile signature of the President of its Board of Education and its corporate seal to be impressed or imprinted hereon and attested by the facsimile signature of the Secretary of said Board of Education.

DATED as of the Date of Original Issue specified above.

[SEAL]

DOUGLAS COUNTY SCHOOL  
DISTRICT 017, IN THE STATE OF  
NEBRASKA (Millard Public Schools)

(Form of Registrar's Certificate of Authentication)

**CERTIFICATE OF AUTHENTICATION**

This bond is one of the bonds of the issue described in the within-mentioned Resolution.

Dated \_\_\_\_\_

Bond Registrar and Paying Agent

By \_\_\_\_\_  
Authorized Officer

[(Form of Statement of Insurance) appears here if applicable.]

**ASSIGNMENT**

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

\_\_\_\_\_  
(Please print or typewrite name, address, and tax identification  
or social security number of Transferee)

the within bond and all rights thereunder, and hereby irrevocably constitutes and appoints

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature of Registered Owner

Signature Guaranteed:

NOTICE: The signature(s) to this assignment must correspond with the name of the registered owner as it appears on the face of

\_\_\_\_\_  
\_\_\_\_\_

corporation shall be authorized to act as successor Registrar. The District agrees to pay the reasonable and customary charges to the Registrar for the services performed. The District reserves the right to remove the Registrar upon 30 days' notice and upon the appointment of a successor Registrar, in which event the predecessor Registrar shall deliver all cash and Bonds in its possession to the successor Registrar and shall deliver the bond register to the successor Registrar.

Registrar shall not be required to transfer funds to the Registrar.

preceding any interest or principal payment date. The Registrar shall also be responsible for making the payments of principal and interest as the same fall due upon the Bonds from funds transferred to it by the District for such purpose. Payment of interest due upon the Bonds prior to maturity shall be made by the Registrar by mailing on each Interest Payment Date a check in the amount due for such interest to the registered owner of each Bond address listed on the

to registration, transfer, payment and redemption of the Bonds. Upon the issuance of the Bonds as "book-entry-only" bonds, the following provisions shall apply:

(a) The District and the Registrar shall have no responsibility or obligation to any broker-dealer, bank or other financial institution for which the Depository holds Bonds as securities depository (each, a "Bond Participant") or to any person who is an actual purchaser of a Bond from the Bond Participant.

[REDACTED]

appropriate amounts. Whenever the Depository requests the District and Registrar to do so, the District and Registrar will cooperate with the Depository in taking appropriate

action after reasonable notice (2)

for a substitute depository willing and able upon reasonable and just



functions as depository or (B) termination of the use of the Depository pursuant to this Section.

If for any reason the Depository resigns and is not replaced, the District shall immediately provide a supply of printed bonds for issuance upon the transfers from the Depository and subsequent transfers. In the event that such supply of bonds shall be insufficient to meet the requirements of the District and Registrar for issuance of replacement Bonds upon transfer, the District agrees to order printed an additional supply of bonds and to direct their execution by manual or facsimile signature of an authorized officer of the District and the authentication by the manual signature of an authorized officer of the Registrar. In case any

shall be delivered to the Treasurer of the District (the "District Treasurer") who shall be responsible therefor under her official bond; and she shall cause the same to be recorded as provided by statute in the office of the Auditor of Public Accounts of the State of Nebraska. The President and Secretary of the District shall certify for the Auditor of Public Accounts the taxable valuation, the number of children of school age resident in the District and the total bonded indebtedness of the District. Such certificates shall be transmitted to the Auditor of

Designation of Issue	Issue Date	Maturity Dates	Amount Outstanding (April 15, 2010)	Amount Refunded	Redemption Date and Price (expressed as a percentage of principal amount)	CUSIPs
Douglas County School District 017 (Millard Public Schools) in the State of Nebraska General Obligation Refunding Bonds, Series 2004	3/01/04	11/01/04-11/01/15	\$20,725,000	\$20,725,000*	5/20/10 at 100%	259327 A87
						259327 A95
						259327 B29
						259327 B37
						259327 B45
Douglas County School District 017 (Millard Public Schools) in the State of Nebraska General Obligation Bonds, Series 2005A	5/15/05	6/15/16-6/15/25	\$30,000,000	\$30,000,000*	5/20/10 at 100%	259327 B52
						259327 B60
						259327 B78
						259327 B86
						259327 B94
						259327 C28
						259327 C36
						259327 C44
						259327 C51

\*All of which shall be redeemed on 5/20/10.

The Board hereby authorizes and directs the registrar of the Refunded Bonds, at least 30 days before the redemption date listed above, to sign a notice of redemption with respect to the Refunded Bonds to be redeemed, file said signed notice with the Escrow Agent, with the District Treasurer and with the Nebraska State Auditor of Public Accounts, and mail said signed notice, postage prepaid, to all registered owners of Refunded Bonds to be redeemed at the addresses which appear on the registration books for such Refunded Bonds and the MSRB (as defined by Exhibit B attached hereto) together with a material event notice. The redemption notice hereinabove authorized for the Douglas County School District 017 (Millard Public Schools) in

~~the State of Nebraska, General Obligation Refunding Bonds, Series 2004, Maturing on 11/01/15.~~

NOTICE OF REDEMPTION

DOUGLAS COUNTY SCHOOL DISTRICT 017  
(MILLARD PUBLIC SCHOOLS) IN THE STATE OF NEBRASKA  
GENERAL OBLIGATION REFUNDING BONDS, SERIES 2004  
DATED AS OF MARCH 1, 2004  
MATURITIES: NOVEMBER 1, 2010 to NOVEMBER 1, 2015, Inclusive\*  
CUSIP \_\_\_\_\_, Inclusive

NOTICE IS HEREBY GIVEN that the General Obligation Refunding Bonds, Series 2004 of Douglas County School District 017 (Millard Public Schools) in the State of Nebraska, dated as of March 1, 2004, then outstanding, scheduled to mature on November 1, 2010 to November 1, 2015, inclusive, and redeemable on November 1, 2009 at the option of Douglas County School District 017 (Millard Public Schools), in the State of Nebraska at the principal amount thereof, plus the interest accrued and unpaid thereof to May 20, 2010, will be irrevocably called in whole for redemption on May 20, 2010.

Payment of the principal amount of said bonds will be made on or after said redemption date of May 20, 2010 upon the presentation of said bonds at One First National Center, Omaha, Nebraska. Interest on said bonds accruing to or prior to said redemption date will be paid in the usual manner. Interest on all bonds will cease to accrue from and after May 20, 2010.

Date:

2010

FIRST NATIONAL BANK OF OMAHA

Registrar

By \_\_\_\_\_

Authorized Officer

\*Withholding of 30% of gross redemption proceeds of any payment made within the United States may be required by the Interest and Dividend Tax Compliance Act of 1983 unless

The redemption notice hereinabove authorized for the Douglas County School District 017 (Millard Public Schools) in the State of Nebraska General Obligation Bonds, Series 2005A shall be in substantially the following form:

**NOTICE OF REDEMPTION  
DOUGLAS COUNTY SCHOOL DISTRICT 017  
(MILLARD PUBLIC SCHOOLS) IN THE STATE OF NEBRASKA  
GENERAL OBLIGATION BONDS, SERIES 2005A  
DATED AS OF MAY 15, 2005  
MATURITIES: JUNE 15, 2016 to JUNE 15, 2025, Inclusive \*  
CUSIP \_\_\_\_\_, Inclusive**

NOTICE IS HEREBY GIVEN that the General Obligation Bonds, Series 2005A of Douglas County School District 017 (Millard Public Schools) in the State of Nebraska, dated as of May 15, 2005, then outstanding, scheduled to mature on June 15, 2016 to June 15, 2025, inclusive, and redeemable on May 15, 2010 at the option of Douglas County School District 017 (Millard Public Schools), in the State of Nebraska at the principal amount thereof, plus the interest accrued and unpaid thereof to May 20, 2010, will be irrevocably called in whole for redemption on May 20, 2010.

Payment of the principal amount of said bonds will be made on or after said redemption date of May 20, 2010 upon the presentation of said bonds at One First National Center, Omaha,

deposit in the District's Bond Fund and available for such purposes, \$51,329,268.05 shall be the amount deposited in trust with the Escrow Agent for credit to the escrow fund established by the Agreement. After giving effect to such deposit, the remaining \$283,947.16 shall be applied to pay Underwriters' discount and the costs of issuing the Bonds.

**Section 10.** The Board covenants and agrees hereby that the District shall cause to be levied and collected annually a special tax on all of the taxable property in the District, in addition to all other taxes, sufficient in rate and amount to provide, together with any other funds of the District available for such purposes, for the payment in full, and when due, of the principal of and interest on the Bonds, the District hereby pledging said levy of taxes for such purposes.

**Section 11.** The Board, acting for and on behalf of the District, hereby covenants, warrants, and agrees that it will (a) restrict the use of the proceeds of the Bonds hereby authorized in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute "arbitrage bonds" under Section 148 of the Internal Revenue Code of 1986, as amended (herein the "Code"), and the regulations prescribed thereunder; and (b) take all actions that may be

reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said

Section 12. The proposal of Prayer Sealy & Co., LLC, as representative of the purchasers thereof, for the purchase of the Bonds shall be, and hereby is accepted by the District, said proposal being a bid of 98.931905 % (including \$165,513.16 of Underwriters' discount) of the par value thereof. The Bonds shall, in accordance with said proposal, bear interest at the rates per annum as set forth in Section 2 hereof. The District Treasurer is authorized to deliver

**Section 14.** The District's obligations under this resolution shall be fully discharged and satisfied as to the Bonds authorized and issued hereunder and said Bonds shall be

deemed outstanding hereunder when payment of the principal thereof plus interest thereon to the date of maturity thereof (a) shall have been made or caused to have been made in accordance with the terms thereof and hereof, or (b) shall have been provided for by depositing with the Registrar, or in escrow with a national or state bank having trust powers in trust solely for such



Official Statement dated April 7, 2010, the Official Notice of Sale and the Summary Notice of Sale of the District, the publication thereof on the website, [www.DavidsonBondAuction.com](http://www.DavidsonBondAuction.com) (in the cases of the Preliminary Official Statement and the Official Notice of Sale), and in the *The Daily Record* (in the case of the Summary Notice of Sale), in the respective forms approved by the Superintendent or Associate Superintendent for General Administration, and the certificate of the Associate Superintendent for General Administration deeming final the Preliminary Official Statement as of its date are hereby approved, ratified and confirmed.

**Section 16.** Without in any way limiting the power, authority or discretion to

herein granted or delegated, the Board hereby (a) authorizes and directs all of the officers,

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

**Section 17.** If any one or more of the provisions of this resolution should be determined by a court of competent jurisdiction to be contrary to law, then such provisions shall be deemed

**Section 18.** This resolution shall be in force and take effect from and after its passage as

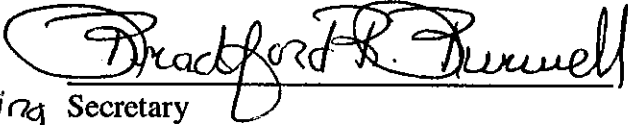
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PASSED AND ADOPTED this 20<sup>th</sup> day of April, 2010.

DOUGLAS COUNTY SCHOOL  
DISTRICT 017 IN THE STATE OF  
NEBRASKA (Millard Public Schools)

ATTEST:

  
Acting Secretary

By   
President

The foregoing resolution having been read, Board Member Kennedy seconded the motion for passage, and after discussion the roll call was made thereon, and the following Members of the Board voted in favor of the passage and adoption of said resolution:

Fate, Anderson, Burwell, Kennedy

The following members of the Board voted against the same:

None

The following members of the Board were absent or abstained from voting:

Pool, Kennas

The foregoing resolution, having been consented to by a majority of the Members of the Board, was by the President declared passed and adopted.

Bradford R. Burwell  
Acting Secretary

[Signature]  
President

**EXHIBIT A**

**ESCROW AND AGENCY AGREEMENT**

**THIS AGREEMENT** is made and entered into as of the 5<sup>th</sup> day of May, 2010, by and between **DOUGLAS COUNTY SCHOOL DISTRICT 017** (Millard Public Schools) in the

custody of the Escrow Agent as a trust fund for the benefit of the holders of the Refunded Bonds, separate and apart from other funds of the District or the Escrow Agent. The Escrow Agent hereby acknowledges the receipt and deposit to the credit of the Escrow Fund of \$ \_\_\_\_\_ in immediately available funds representing a portion of the proceeds received by the District

take action and incur costs not contemplated herein, a fair and reasonable fee may be charged, provided prior notice is given the District prior to the incurring of such costs if possible.

6. Any balance remaining in the Escrow Fund after retirement of all Refunded Bonds shall be paid to the District.

## ARTICLE II

### REGISTRAR AND PAYING AGENT

1. The Registrar agrees that it shall maintain on behalf of the District books of record in which the registered owners of the Bonds and their registered addresses shall be duly recorded.

2. The Registrar agrees that it shall serve as paying agent for the District in making the payments of principal and interest falling due on the Bonds. The District shall, not later than each interest and principal payment date on the Bonds, deposit with the Registrar an amount sufficient to make such payment, and the Registrar shall apply such deposit by mailing a check

or draft to each of the registered owners of the Bonds as shown on the books of record maintained pursuant to paragraph 1 hereof for the appropriate amounts of interest due prior to

or any other statutes which in the opinion of counsel protect the Registrar and the District in not requiring complete documentation, in registering Bonds without inquiry into adverse claims, in delaying registration for purposes of such inquiry or in refusing registration where in the Registrar's judgment an adverse claim requires such refusal.

7. Replacement Bonds for any of the Bonds damaged, lost or stolen shall be issued by the Registrar upon a duly certified resolution or resolutions in compliance with the requirements of Sections 10-127 to 10-130, R.R.S. Neb. 2007, as now existing or as hereafter amended.

8. As provided by law, the books of registration maintained by the Registrar shall not be deemed public records and shall be available for inspection solely pursuant to a court order or a subpoena of any governmental agency having jurisdiction to issue such subpoena.

9. At least annually, the Registrar shall give a report to the District accounting for all funds received and disbursements made. The Registrar shall maintain systematic records in

[REDACTED]



Agreement and the Resolution. Any deposit of such moneys shall be either fully insured by insurance of the Federal Deposit Insurance Corporation or fully secured in the manner required by law for deposit of funds of the District. Any such deposit may be in an account maintained with the Registrar or an affiliate of the Registrar.

15. Under the terms of the Resolution, the Bonds are to be issued initially as "book-entry-only bonds" using the services of The Depository Trust Company (the "Depository") and initially the entire issue of the Bonds shall be registered in the name of Cede & Co., as nominee for the Depository, with one typewritten bond for each separate stated maturity. Payment of semiannual interest for any Bond registered as of each Record Date in the

registration of transfer in accordance with Section 6 of the Resolution, and the Registrar

[REDACTED]

2. This Agreement may be executed in several counterparts, all or any of which shall be regarded for all purposes as one original and shall constitute and be but one and the same instrument.

3. This Agreement shall be governed by and construed in accordance with the laws of the State of Nebraska.

4. For the purposes of notice, including legal service of process, during the term of this Agreement and for the period of any applicable statute of limitations thereafter, the following shall be the authorized representative of the Escrow Agent and Registrar:

First National Bank of Omaha  
One First National Center  
Omaha, NE 68102-1596  
(402) 341-0500

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF

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11-3

**ATTACHMENT A  
TO**

**REGULATORY AND ACCOUNTING PROCEDURES**

**Initial Services**

**Establish Bond Register**

(Important: The computerized system has built-in security with back-up files maintained in the Bank's secured area outside of the main building.)

**Establish**

Maintain Bond Register and maintain inventory of unissued bonds.

Record changes of address.

Transfer ownership of bonds, including:

Examine, transfer documents, approve signatures and approve supporting documents, if any related to bond transfers. Cancel old bonds; issue, authenticate and deliver new bonds.

Send notices to Issuer, approximately 30 days prior to each due date, of amount of principal and/or interest due.

Wire transfer funds to The Depository Trust Company on due date.

Issue 1099 Interest Forms, if applicable, and send a copy to each holder.

Provide such notification to holders as the Agreement requires the Registrar to give in the event of a bond call.

**Destroy cancelled certificates**

**CONTINUING DISCLOSURE CERTIFICATE**

This **CONTINUING DISCLOSURE CERTIFICATE**, dated May 5, 2010 (the "**Disclosure Certificate**"), is executed and delivered by **DOUGLAS COUNTY SCHOOL DISTRICT 0017 (MILLARD PUBLIC SCHOOLS) IN THE STATE OF NEBRASKA** (the "**District**").

**RECITALS**

1. This Continuing Disclosure Certificate is executed and delivered by the District in connection with the issuance by the District of \$51,100,000 General Obligation Refunding Bonds, Series 2010, dated the date of delivery (May 5, 2010) thereof (the "**Bonds**") pursuant to a resolution duly passed and adopted by the Board of Education of the District on April 20, 2010 (the "**Resolution**").

2. The District is executing and delivering this Disclosure Certificate for the benefit of the

(a) The District shall not later than May 1 of each year, beginning May 1, 2011, provide to the MSRB, through EMMA, the following financial information and operating data (the "Annual Report") in word-searchable, electronic format and otherwise in accordance with the Rule:

If the District has not submitted the Annual Report to the MCDN by the date specified in

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



**Section 8. Default.** If the District fails to comply with any provision of this Continuing Disclosure Certificate, any Participating Underwriter or any Beneficial Owner of the Bonds 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 Continuing Disclosure Certificate. ~~And if the District fails to comply with the obligations of the Continuing Disclosure Certificate as a result of default~~

under the Resolution or the Bonds, and the sole remedy under this Continuing Disclosure Certificate in