

RESOLUTION

Resolution No: 139
ADOPTED: February 26, 2019

WHEREAS, the Omaha-Douglas Public Building Commission (the "Commission") in order to supply executive, administrative and legislative offices and court facilities for the joint use of the City of Omaha and the County of Douglas constructed a twelve-story office building and related legislative chamber known as "Omaha-Douglas Civic Center" (the "Civic Center") and also undertook the remodeling and renovation of the County courthouse into a City-County court facility (the "Hall of Justice"); and

WHEREAS, the Commission in order to finance construction of the Civic Center and the initial phase of the remodeling and renovation of the Hall of Justice issued and sold \$25,000,000 of its Public Building Commission Bonds, dated August 1, 1972 (the "1972 Bonds"); and

WHEREAS, the Omaha-Douglas Public Building Commission entered into agreements with the City of Omaha and the County of Douglas as of May 9, 1972 with respect to the construction of the Civic Center and the remodeling and renovation of the Hall of Justice and the making of payments by said City and County in connection with the aforesaid bonds; and

WHEREAS, such agreements of May 9, 1972 were later amended by a supplemental agreement as of July 25, 1972; and

WHEREAS, the Civic Center has been completed and occupancy thereof occurred on May 20, 1975; and

WHEREAS, the initial phase of the remodeling and renovation of the Hall of Justice is also complete, in that all of the proceeds derived from the issuance and sale of said \$25,000,000 Public Commission Bonds which were allocable to the renovation and remodeling of the Hall of Justice have been expended; and

WHEREAS, said Commission determined to make improvements to the Civic Center and to provide additional remodeling and renovation of the Hall of Justice and to issue \$6,000,000 Public Building Commission Bonds, Series 1976 (the "1976 Bonds"), to finance such improvements to the Civic Center and such additional remodeling and renovation of the Hall of Justice which such improvements and remodeling and renovation are now complete; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above so as to provide, among other things, for increased payments by the City and the County as their share of the 1976 Bonds and the interest thereon; and

WHEREAS, the amendments referred to in the preceding recital are in the form of the instrument entitled "Second Supplemental Agreement"; and

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WHEREAS, said Commission determined to make improvements to the Civic Center and to the Hall of Justice and to issue \$1,750,000 Public Building Commission Bonds, Series 1987 (the "1987 Bonds"), to finance such improvements to the Civic Center and to the Hall of Justice; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above so as to provide, among other things, for increased payments by the City and the County as their share of the 1987 Bonds and the interest thereon; and

WHEREAS, the amendments referred to in the preceding recital are in the form of the instrument entitled "Third Supplemental Agreement"; and

WHEREAS, the Commission determined to make improvements to the Civic Center and to redeem and refund the 1972 Bonds in the remaining principal amount of \$8,290,000 and the 1976 Bonds in the remaining principal amount of \$2,315,000 and to issue Public Building Commission Bonds, Series 1992, in the aggregate principal amount of \$11,405,000 (the "1992 Bonds"), to finance such improvements and to redeem and refund such bonds; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above so as to provide, among other things, for increased payments by the City and the County as their share of the 1992 Bonds and the interest thereon; and

WHEREAS, the amendments referred to in the preceding recital are in the form of the instrument entitled "Fourth Supplemental Agreement"; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an instrument entitled "Fifth Supplemental Agreement"; and

WHEREAS, the Commission determined to make improvements to the Civic Center and the Hall of Justice and to refund and defease the 1992 Bonds in the remaining principal amount of \$4,725,000 and to issue Public Building Commission Bonds, Series 1998, in the aggregate principal amount of \$6,800,000 (the "1998 Bonds"), to finance such improvements and to redeem and refund such bonds; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an instrument entitled "Sixth Supplemental Agreement" so as to provide, among other things, for increased payments by the City and County as their share of the 1998 Bonds and interest thereon; and

WHEREAS, the Commission determined to acquire real estate and construct and equip thereon a parking garage and storage facility and other improvements to the Civic Center, and to make alterations, additions, expansions, renovations, remodeling, and changes to the Hall of Justice, and to issue Public Building Commission Bonds, Series 2000, in an amount of \$18,000,000 (the "2000 Bonds") to finance such acquisition, construction, equipping, and improvements; and

WHEREAS, it is was deemed necessary and advisable to amend the agreements referred to above by virtue of an instrument entitled "Seventh Supplemental Agreement" so as to approve and recognize the improvements and to provide, among other things, for payments by the City and the County as their share of the 2000 Bonds; and

WHEREAS, the Commission determined to expand the parking garage and make improvements to the Civic Center and the Hall of Justice and to issue its Public Building Commission Bonds, Series 2001, in the amount of \$10,200,000 (the "2001 Bonds") to finance such expansion and improvements; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an instrument entitled "Eighth Supplemental Agreement" so as to approve and recognize the expansion and improvements and to provide, among other things, for payments by the City and County as their share of the 2001 Bonds; and

WHEREAS, the Commission determined to refund and defease the 1998 Bonds in the remaining principal amount of \$5,340,000 and the 2000 Bonds in the remaining principal amount of \$16,580,000 and to issue Public Building Commission Bonds, Series 2005, in the amount of \$21,225,000 (the "2005 Bonds") to redeem and refund such bonds; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an instrument entitled "Ninth Supplemental Agreement" so as to provide, among other things, for payments by the City and the County as their share of the 2005 Bonds; and

WHEREAS, the Commission determined to construct and equip general refurbishments, reconstructions and improvements to the Civic Center and the Hall of Justice and to issue Public Building Commission Bonds, Series 2008, in the amount of \$8,150,000 (the "2008 Bonds") to finance such construction and equipping; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an agreement entitled "Tenth Supplemental Agreement", so as to provide, among other things, for payments by the City and County as their share of the 2008 Bonds; and

WHEREAS, the Commission determined to construct and equip general refurbishments, reconstructions and improvements to the Civic Center and the Hall of Justice and to issue Public Building Commission Bonds, Series 2010, in the amount of \$10,000,000 (the "2010 Bonds") to finance such construction and equipping; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an instrument entitled "Eleventh Supplemental Agreement" so as to approve and recognize the expansion and improvements and to provide, among other things, for payments by the City and County as their share of the 2010 Bonds; and

WHEREAS, the Commission determined to refund and defease the 2001 Bonds in the remaining principal amount of \$7,445,000 and to issue Public Building Commission Refunding Bonds, Series 2010, in the amount of \$7,455,000 (the "2010 Refunding Bonds") to redeem and refund and defease such bonds; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of a "Twelfth Supplemental Agreement" to provide, among other things, for payments by the City and the County as their share of the 2010 Refunding Bonds; and

WHEREAS, the Commission determined to construct and equip general alterations, renovations, changes, refurbishments, reconstruction and improvements to the Civic Center and the Hall of Justice and to acquire an existing facility and construct and equip renovations, changes, refurbishments, reconstructions and improvements to such facility which is to become part of the Civic Center as additional office facilities and to issue Public Building Commission Bonds, Series 2014, in the amount of \$13,445,000 (the "2014 Bonds") to finance the cost of such acquisition, construction and equipping; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an agreement entitled "Thirteenth Supplemental Agreement", so as to provide, among other things, for payments by the City and County as their share of the 2014 Bonds; and

WHEREAS, the Commission determined to refund and defease the 2005 Bonds in the remaining principal amount of \$8,855,000 and to issue Public Building Commission Refunding Bonds, Series 2015, in an amount not to exceed \$10,000,000 (the 2015 Refunding Bonds") to redeem and refund and defease such bonds; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an agreement entitled "Fourteenth Supplemental Agreement" so as to provide among other things, for payments by the City and the County as their share of the 2015 Refunding Bonds; and

WHEREAS, the Commission determined to construct and equip general alterations, renovations, changes, refurbishments, reconstruction and improvements to the Civic Center and the Hall of Justice and to issue Public Building Commission Bonds, Series 2015B, in the amount of \$10,000,000 (the "2015B Bonds") to finance the cost of such construction and equipping; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an agreement entitled "Fifteenth Supplemental Agreement", so as to provide, among other things, for payments by the City and County as their share of the 2015B Bonds; and

WHEREAS, the Commission has determined to acquire a site consisting of improved real estate for future projects consisting of, but not limited to, to acquire, construct, demolish, reconstruct, improve, renovate and equip office facilities, courtroom facilities and other justice facilities as an addition to the Civic Center and as an addition to the Hall of Justice; and

WHEREAS, it is deemed necessary and advisable to amend the agreements referred to above by virtue of an agreement entitled "Sixteenth Supplemental Agreement", so as to provide, among other things, for payments by the City and County as their share of the 2019 Bonds; and

WHEREAS, the amendments referred to in the preceding recital are in the form of the instrument entitled "Sixteenth Supplemental Agreement", a copy of which has been presented to the meeting and is on file with the records thereof; and

WHEREAS, such Sixteenth Supplemental Agreement will also be or has been submitted to the City of Omaha, Nebraska and the Omaha-Douglas Public Building Commission for their approval.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF DOUGLAS COUNTY, NEBRASKA: That such Sixteenth Supplemental Agreement is hereby approved and the Chair and/or Vice Chair of the Board of County Commissioners and the County Clerk are hereby authorized to execute and deliver such Sixteenth Supplemental Agreement; and,

BE IT FURTHER RESOLVED, that the Chair and/or Vice Chair of the Board of County Commissioners and the County Clerk are hereby authorized to execute all documents necessary so that the Commission may acquire a site consisting of improved real estate for future projects consisting of, but not limited to, to acquire, construct, demolish, reconstruct, improve, renovate and equip office facilities, courtroom facilities and other justice facilities as an addition to the Civic Center and as an addition to the Hall of Justice as contemplated herein.

February 26, 2019

Resolution No: 139
ADOPTED: February 26, 2019

Theresa M. Clark
Approved as to Form
Deputy
County
Attorney

Attest:

Daniel A. Esch
County Clerk

[Signature]

BOARD OF COUNTY COMMISSIONERS
DOUGLAS COUNTY, NEBRASKA

Motion by Borgeson, second by Boyle to approve. I move the adoption of the resolution.
Adopted: February 26, 2019
Yeas: Borgeson, Boyle, Cavanaugh, Duda, Kraft, Morgan, Rodgers

(CERTIFIED COPY)



Daniel A. Esch
Douglas County Clerk

Resolution No: 139
ADOPTED: February 26, 2019

VII
C-1

AGENDA ITEM
REQUEST/JUSTIFICATION FORM
(To be completed by requesting Department)
Forward all requests to Sharon Bourke, LC2 Civic Center
DEADLINE SUBMITTAL IS 3:00 P.M. WEDNESDAY
BEFORE THE TUESDAY MEETING

Agenda item: Child and Youth Services Committee
(i.e. Consent/Recognition-Proclamation/Presentation/Public Hearing/Committee, etc.)

Date to be on agenda: February 26, 2019

Exact wording to be used for the agenda: A Resolution approving the Sixteenth Supplemental Agreement and authorizing the Chair and/or Vice Chair to execute all documents necessary so that the Omaha Douglas Public Building Commission may acquire a site consisting of improved real estate or rights thereon as required to acquire, construct, demolish, reconstruct, improve, renovate and equip office facilities, courtroom facilities and justice facilities as an addition to the Civic Center and as an addition to the Hall of Justice as contemplated by the Sixteenth Amendment, known as the "MUD Site," bound by 17th Street to the east, 18th Street to the west, Harney Street to the north and Howard Street to the south.

Action requested: Approval.

Amount requested: _____ Object Code: _____

Is item in current year's budget? Yes _____ No _____

Does this item commit funds in future years? Yes X No _____

If yes, explain: _____

If an agreement or contract, has the County Attorney reviewed and approved? Yes X No _____

Previous action taken on this item, if any: _____

Recommendations and rationale or action: _____

Will anyone speak on behalf of this item, if so who? _____

If this is a rush agenda item, please explain why: _____

Submitted by (Name & Dept.): Commissioner Rodgers Ext. _____

Date submitted: 02.20.2019

List Attachments: Resolution, Agreement
(Attach resolution and all pertinent documentation; i.e. contract, agreement, memorandums, etc.)

Certified resolutions can be obtained at the County Clerk's website:
<http://www.douglascountyclerk.org/county-board-records/search-for-resolutions>

Completed by receiving office

Received in Administrative Office: Date 2/20/19 Time _____

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WHEREAS, the Commission in order to finance construction of the Civic Center and the initial phase of the remodeling and renovation of the Hall of Justice issued and sold \$25,000,000 of its Public Building Commission Bonds, dated August 1, 1972 (the "1972 Bonds"); and

WHEREAS, the Omaha-Douglas Public Building Commission entered into agreements with the City of Omaha and the County of Douglas as of May 9, 1972 with respect to the construction of the Civic Center and the remodeling and renovation of the Hall of Justice and the making of payments by said City and County in connection with the aforesaid bonds; and

WHEREAS, such agreements of May 9, 1972 were later amended by a supplemental agreement as of July 25, 1972; and

WHEREAS, the Civic Center has been completed and occupancy thereof occurred on May 20, 1975; and

WHEREAS, the initial phase of the remodeling and renovation of the Hall of Justice is also complete, in that all of the proceeds derived from the issuance and sale of said \$25,000,000 Public Commission Bonds which were allocable to the renovation and remodeling of the Hall of Justice have been expended; and

WHEREAS, said Commission determined to make improvements to the Civic Center and to provide additional remodeling and renovation of the Hall of Justice and to issue \$6,000,000 Public Building Commission Bonds, Series 1976 (the "1976 Bonds"), to finance such improvements to the Civic Center and such additional remodeling and renovation of the Hall of Justice which such improvements and remodeling and renovation are now complete; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above so as to provide, among other things, for increased payments by the City and the County as their share of the 1976 Bonds and the interest thereon; and

WHEREAS, the amendments referred to in the preceding recital are in the form of the instrument entitled "Second Supplemental Agreement"; and

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WHEREAS, said Commission determined to make improvements to the Civic Center and to the Hall of Justice and to issue \$1,750,000 Public Building Commission Bonds, Series 1987 (the "1987 Bonds"), to finance such improvements to the Civic Center and to the Hall of Justice; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above so as to provide, among other things, for increased payments by the City and the County as their share of the 1987 Bonds and the interest thereon; and

WHEREAS, the amendments referred to in the preceding recital are in the form of the instrument entitled "Third Supplemental Agreement"; and

WHEREAS, the Commission determined to make improvements to the Civic Center and to redeem and refund the 1972 Bonds in the remaining principal amount of \$8,290,000 and the 1976 Bonds in the remaining principal amount of \$2,315,000 and to issue Public Building Commission Bonds, Series 1992, in the aggregate principal amount of \$11,405,000 (the "1992 Bonds"), to finance such improvements and to redeem and refund such bonds; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above so as to provide, among other things, for increased payments by the City and the County as their share of the 1992 Bonds and the interest thereon; and

WHEREAS, the amendments referred to in the preceding recital are in the form of the instrument entitled "Fourth Supplemental Agreement"; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an instrument entitled "Fifth Supplemental Agreement"; and

WHEREAS, the Commission determined to make improvements to the Civic Center and the Hall of Justice and to refund and defease the 1992 Bonds in the remaining principal amount of \$4,725,000 and to issue Public Building Commission Bonds, Series 1998, in the aggregate principal amount of \$6,800,000 (the "1998 Bonds"), to finance such improvements and to redeem and refund such bonds; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an instrument entitled "Sixth Supplemental Agreement" so as to provide, among other things, for increased payments by the City and County as their share of the 1998 Bonds and interest thereon; and

WHEREAS, the Commission determined to acquire real estate and construct and equip thereon a parking garage and storage facility and other improvements to the Civic Center, and to make alterations, additions, expansions, renovations, remodeling, and changes to the Hall of Justice, and to issue Public Building Commission Bonds, Series 2000, in an amount of \$18,000,000 (the "2000 Bonds") to finance such acquisition, construction, equipping, and improvements; and

WHEREAS, it is was deemed necessary and advisable to amend the agreements referred to above by virtue of an instrument entitled "Seventh Supplemental Agreement" so as to approve and recognize the improvements and to provide, among other things, for payments by the City and the County as their share of the 2000 Bonds; and

WHEREAS, the Commission determined to expand the parking garage and make improvements to the Civic Center and the Hall of Justice and to issue its Public Building Commission Bonds, Series 2001, in the amount of \$10,200,000 (the "2001 Bonds") to finance such expansion and improvements; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an instrument entitled "Eighth Supplemental Agreement" so as to approve and recognize the expansion and improvements and to provide, among other things, for payments by the City and County as their share of the 2001 Bonds; and

WHEREAS, the Commission determined to refund and defease the 1998 Bonds in the remaining principal amount of \$5,340,000 and the 2000 Bonds in the remaining principal amount of \$16,580,000 and to issue Public Building Commission Bonds, Series 2005, in the amount of \$21,225,000 (the "2005 Bonds") to redeem and refund such bonds; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an instrument entitled "Ninth Supplemental Agreement" so as to provide, among other things, for payments by the City and the County as their share of the 2005 Bonds; and

WHEREAS, the Commission determined to construct and equip general refurbishments, reconstructions and improvements to the Civic Center and the Hall of Justice and to issue Public Building Commission Bonds, Series 2008, in the amount of \$8,150,000 (the "2008 Bonds") to finance such construction and equipping; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an agreement entitled "Tenth Supplemental Agreement", so as to provide, among other things, for payments by the City and County as their share of the 2008 Bonds; and

WHEREAS, the Commission determined to construct and equip general refurbishments, reconstructions and improvements to the Civic Center and the Hall of Justice and to issue Public Building Commission Bonds, Series 2010, in the amount of \$10,000,000 (the "2010 Bonds") to finance such construction and equipping; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an instrument entitled "Eleventh Supplemental Agreement" so as to approve and recognize the expansion and improvements and to provide, among other things, for payments by the City and County as their share of the 2010 Bonds; and

WHEREAS, the Commission determined to refund and defease the 2001 Bonds in the remaining principal amount of \$7,445,000 and to issue Public Building Commission Refunding Bonds, Series 2010, in the amount of \$7,455,000 (the "2010 Refunding Bonds") to redeem and refund and defease such bonds; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of a "Twelfth Supplemental Agreement" to provide, among other things, for payments by the City and the County as their share of the 2010 Refunding Bonds; and

WHEREAS, the Commission determined to construct and equip general alterations, renovations, changes, refurbishments, reconstruction and improvements to the Civic Center and the Hall of Justice and to acquire an existing facility and construct and equip renovations, changes, refurbishments, reconstructions and improvements to such facility which is to become part of the Civic Center as additional office facilities and to issue Public Building Commission Bonds, Series 2014, in the amount of \$13,445,000 (the "2014 Bonds") to finance the cost of such acquisition, construction and equipping; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an agreement entitled "Thirteenth Supplemental Agreement", so as to provide, among other things, for payments by the City and County as their share of the 2014 Bonds; and

WHEREAS, the Commission determined to refund and defease the 2005 Bonds in the remaining principal amount of \$8,855,000 and to issue Public Building Commission Refunding Bonds, Series 2015, in an amount not to exceed \$10,000,000 (the 2015 Refunding Bonds") to redeem and refund and defease such bonds; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an agreement entitled "Fourteenth Supplemental Agreement" so as to provide among other things, for payments by the City and the County as their share of the 2015 Refunding Bonds; and

WHEREAS, the Commission determined to construct and equip general alterations, renovations, changes, refurbishments, reconstruction and improvements to the Civic Center and the Hall of Justice and to issue Public Building Commission Bonds, Series 2015B, in the amount of \$10,000,000 (the "2015B Bonds") to finance the cost of such construction and equipping; and

WHEREAS, it was deemed necessary and advisable to amend the agreements referred to above by virtue of an agreement entitled "Fifteenth Supplemental Agreement", so as to provide, among other things, for payments by the City and County as their share of the 2015B Bonds; and

WHEREAS, the Commission has determined to acquire a site consisting of improved real estate for future projects consisting of, but not limited to, to acquire, construct, demolish, reconstruct, improve, renovate and equip office facilities, courtroom facilities and other justice facilities as an addition to the Civic Center and as an addition to the Hall of Justice; and

WHEREAS, it is deemed necessary and advisable to amend the agreements referred to above by virtue of an agreement entitled "Sixteenth Supplemental Agreement", so as to provide, among other things, for payments by the City and County as their share of the 2019 Bonds; and

WHEREAS, the amendments referred to in the preceding recital are in the form of the instrument entitled "Sixteenth Supplemental Agreement", a copy of which has been presented to the meeting and is on file with the records thereof; and

WHEREAS, such Sixteenth Supplemental Agreement will also be or has been submitted to the City of Omaha, Nebraska and the Omaha-Douglas Public Building Commission for their approval.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF DOUGLAS COUNTY, NEBRASKA: That such Sixteenth Supplemental Agreement is hereby approved and the Chair and/or Vice Chair of the Board of County Commissioners and the County Clerk are hereby authorized to execute and deliver such Sixteenth Supplemental Agreement; and,

BE IT FURTHER RESOLVED, that the Chair and/or Vice Chair of the Board of County Commissioners and the County Clerk are hereby authorized to execute all documents necessary so that the Commission may acquire a site consisting of improved real estate for future projects consisting of, but not limited to, to acquire, construct, demolish, reconstruct, improve, renovate and equip office facilities, courtroom facilities and other justice facilities as an addition to the Civic Center and as an addition to the Hall of Justice as contemplated herein.

February 26, 2019

Resolution No: 139
ADOPTED: February 26, 2019

Theresa M. Clark
Approved as to Form
*Deputy
County
Attorney*

Attest:

Daniel A. Esch
County Clerk

[Signature]

BOARD OF COUNTY COMMISSIONERS
DOUGLAS COUNTY, NEBRASKA

Motion by Borgeson, second by Boyle to approve. I move the adoption of the resolution.
Adopted: February 26, 2019
Yeas: Borgeson, Boyle, Cavanaugh, Duda, Kraft, Morgan, Rodgers

(CERTIFIED COPY)



Daniel A. Esch
Douglas County Clerk

Resolution No: 139
ADOPTED: February 26, 2019

SIXTEENTH SUPPLEMENTAL AGREEMENT

This Sixteenth Supplemental Agreement, made and entered into as of the ____ day of _____, 2019, by and between the City of Omaha, a municipal corporation of the State of Nebraska (hereinafter referred to as the "City"), and The County of Douglas, a county of the State of Nebraska (hereinafter referred to as "County") and the Omaha-Douglas Public Building Commission, a body politic and corporate and an instrumentality of the State of Nebraska (hereinafter referred to as the "Commission").

WITNESSETH:

WHEREAS, the City and the Commission on May 9, 1972 entered into a Lease Agreement (hereinafter referred to as the "City-Commission Civic Center Lease Agreement"), whereby the Commission (a) agreed to carry out the construction and equipping of a city-county building (hereinafter referred to as the "Civic Center") on the block in the City of Omaha bounded on the north by Farnam Street, on the west by 19th Street, on the south by Harney Street and on the east by 18th Street, for the joint use by the City and the County, and (b) leased and demised as lessor to the City as lessee such space within the Civic Center as may be required by the City for the use of City officials and their staffs, with such space for exclusive City use to amount to not less than 100,000 square feet; and

WHEREAS, the County and the Commission on May 9, 1972 entered into a corresponding Lease Agreement (hereinafter referred to as the "County-Commission Civic Center Lease Agreement"), whereby the Commission (a) agreed to carry out the construction and equipping of the Civic Center on the aforesaid block, and (b) leased and demised as lessor to the County as lessee such space within the Civic Center as may be

required by the County for use of County officials and their staffs with such space for exclusive County use to amount to not less than 60,000 square feet; and

WHEREAS, the City, the County and the Commission on May 9, 1972 entered into a Lease Agreement (hereinafter referred to as the "City-County-Commission Hall of Justice Lease Agreement"), whereby (a) the Commission agreed to continue to proceed with the renovation of the Douglas-County Courthouse into a court facility (hereinafter referred to as the "Hall of Justice") for the joint use by the City and County, creating therein space suitable to house the civil and criminal courts of the County and providing space on the first floor of said Courthouse for Drivers' School to be operated by the City and space on the second floor to house the City Municipal Criminal Courts, together with supporting and related offices, and (b) the County leased and demised as lessor unto the City as lessee, and the City agreed to lease, so long as said courts are the responsibility of the City, such space within said facility as may be required by the City for the use of City Municipal Courts, together with supporting and related offices, and Drivers' School; and

WHEREAS, the City and the Commission on May 9, 1972 entered into an agreement (hereinafter referred to as the "City-Commission Hall of Justice Agreement") whereby the City agreed to pay the Commission annually (i) an amount sufficient to amortize the amount of revenue bonds issued by the Commission which are used to pay for the remodeling of those portions of the aforesaid Douglas County Courthouse into the Hall of Justice for exclusive use by the City (less certain credits due the City as provided in Part I of said agreement) and (ii) 20% of the amount necessary to amortize the bonds of the Commission used for renovation cost of common areas in the Hall of Justice; and

WHEREAS, the County and the Commission on May 9, 1972 entered into an agreement (hereinafter referred to as the "County-Commission Hall of Justice Agreement"), whereby the County agreed to pay the Commission annually (i) an amount sufficient to amortize the amount of revenue bonds issued by the Commission which are used to pay for the remodeling of those portions of the aforesaid Douglas County Courthouse into the Hall of Justice for exclusive use by the County (less certain credits due the County as provided in Part I of said agreement) and (ii) 80% of the amount necessary to amortize the bonds of the Commission used for renovation cost of common areas in the Hall of Justice; and

WHEREAS, each of the foregoing agreements was amended and supplemented by a supplemental agreement (hereinafter referred to as the "First Supplemental Agreement") made and entered into as of July 25, 1972 among the City, the County and the Commission, whereby the foregoing agreements were amended and supplemented so as to reflect the details of the financing by the Commission of the construction of the Civic Center and/or the remodeling of the Hall of Justice, such financing being represented by the \$25,000,000 principal amount of Public Building Commission Bonds of the Commission, dated August 1, 1972 (the "1972 Bonds"); and

WHEREAS, each of the foregoing agreements was further amended and supplemented by a supplemental agreement (hereinafter referred to as the "Second Supplemental Agreement") made and entered into as of May 11, 1976 among the City, the County and the Commission, whereby the foregoing agreements were amended and supplemented so as to reflect the details of the financing by the Commission for alterations, additions, expansions, renovations, remodeling and changes to the Civic

Center (the "1976 Project"), such financing being represented by the \$6,000,000 principal amount of Public Building Commission Bonds of the Commission, dated as of May 1, 1976 (the "1976 Bonds"); and

WHEREAS, each of the foregoing agreements was further amended and supplemented by a supplemental agreement (hereinafter referred to as the "Third Supplemental Agreement") made and entered into as of August 25, 1987 among the City, the County and the Commission, whereby the foregoing agreements were amended and supplemented so as to reflect the details of the financing by the Commission for alterations, additions, expansions, renovations, remodeling and changes to the Civic Center and the Hall of Justice (the "1987 Project"), such financing being represented by the \$1,750,000 principal amount of Public Building Commission Bonds of the Commission, dated as of October 1, 1987 (the "1987 Bonds"); and

WHEREAS, each of the foregoing agreements was further amended and supplemented by a supplemental agreement (hereinafter referred to as the "Fourth Supplemental Agreement") made and entered into as of December 1, 1992 among the City, the County and the Commission, whereby the foregoing agreements were amended and supplemented so as to reflect the details of the financing by the Commission for alterations, additions, expansions, renovations, remodeling and changes to the Civic Center and the Hall of Justice (the "1992 Project") and the refunding of the 1972 Bonds and the 1976 Bonds, such financing being represented by the \$11,405,000 principal amount of Public Building Commission Bonds of the Commission, dated as of December 1, 1992 (the "1992 Bonds");

WHEREAS, each of the foregoing agreements was further amended and supplemented by a supplemental agreement (hereinafter referred to as the "Fifth Supplemental Agreement") made and entered into as of August 23, 1995 among the City, the County and the Commission; and

WHEREAS, each of the foregoing agreements was further amended by a supplemental agreement (hereinafter referred to as the "Sixth Supplemental Agreement") made and entered into as of August 1, 1998 among the City, the County and the Commission, whereby each of the foregoing agreements were amended and supplemented so as to reflect that the 1992 Project has been completed and to reflect the details of the financing by the Commission for improvements to the Civic Center and the Hall of Justice (the "1998 Project") such financing being represented by the \$6,800,000 principal amount of Public Building Commission Bonds of the Commission dated as of August 1, 1998 (the "1998 Bonds"); and

WHEREAS, each of the foregoing agreements was further amended and supplemented by a supplemental agreement (hereinafter referred to as the "Seventh Supplemental Agreement") to reflect that the Commission agreed to acquire real estate and construct and equip thereon a parking garage and storage facility and make improvements to the Civic Center and to the Hall of Justice (the "2000 Project") such financing being represented by the \$18,000,000 principal amount of Public Building Commission Bonds of the Commission dated as of May 1, 2000 (the "2000 Bonds"); and

WHEREAS, each of the foregoing agreements was further amended and supplemented by a supplemental agreement (hereinafter referred to as the "Eighth Supplement Agreement") to reflect that the Commission agreed to expand the parking

garage and make improvements to the Civic Center and to the Hall of Justice (the "2001 Project") such financing being represented by the \$10,200,000 principal amount of Public Building Commission Bonds of the Commission dated as of May 1, 2001 (the "2001 Bonds"); and

WHEREAS, each of the foregoing agreements was further amended and supplemented by a Supplemental Agreement (hereinafter referred to as the "Ninth Supplemental Agreement") to reflect the details of the financing by the Commission to redeem and refund the 1998 Bonds and the 2000 Bonds, such financing being represented by the \$21,215,000 principal amount of Public Building Commission Bonds of the Commission dated as of September 1, 2005 (the "2005 Bonds"); and

WHEREAS each of the foregoing agreements was further amended and supplemented by a Supplemental Agreement (hereinafter referred to as the "Tenth Supplemental Agreement") to reflect the details of the financing by the Commission for several refurbishments and reconstitutions and improvements to the Civic Center and the Hall of Justice (the "2008 Project") represented by the \$8,150,000 principal amount of Public Building Commission Bonds of the Commission dated as of August 6, 2008 (the "2008 Bonds"); and

WHEREAS, each of the foregoing agreements was further amended and supplemented by a Supplemental Agreement (hereinafter referred to as the "Eleventh Supplemental Agreement") to reflect the details of the financing by the Commission for general refurbishments and reconstruction and additions to the Civic Center and to the Hall of Justice (the "2010 Project") such financing being represented by the \$10,000,000 principal amount of Public Building Commission Bonds of the Commission dated as of

June 24, 2010 (the "2010 Bonds"); and

WHEREAS, each of the foregoing agreements was further amended and supplemented by a Supplemental Agreement (hereinafter referred to as the "Twelfth Supplemental Agreement") to reflect the details of the financing by the Commission to redeem and refund the 2001 Bonds (the "2010 Refunding Project") represented by \$7,455,000 principal amount of Public Building Commission Refunding Bonds of the Commission dated September 9, 2010 (the "2010 Refunding Bonds") and to establish the responsibility of the City and the County for the payment of principal and interest on the 2010 Refunding Bonds and to reflect other agreements of the parties; and

WHEREAS, each of the foregoing agreements was further amended and supplemented by a Supplemental Agreement (hereinafter referred to as the "Thirteenth Supplemental Agreement") to reflect the details of the financing by the Commission of the costs of constructing and equipping general alterations renovations, changes, refurbishments, reconstructions and improvements to the Civic Center and the Hall of Justice, and the acquisition of an existing facility and the costs of constructing and equipping renovations, changes, refurbishments, reconstructions and improvements to such facility to become part of the Civic Center as additional office facilities (the "2014 Project") such financing represented by the \$13,445,000 principal amount of Public Building Commission Bonds dated as of December 17, 2014 (the "2014 Bonds"); and

WHEREAS, each of the foregoing agreements was further amended and supplemented by a Supplemental Agreement (hereinafter referred to as the "Fourteenth Supplemental Agreement") to reflect the details of the financing by the Commission to redeem and refund the 2005 Bonds (the "2015 Refunding Project"), such financing being

represented by \$8,840,000 principal amount of Public Building Commission Refunding Bonds of the Commission dated September 1, 2015 (the "2015 Refunding Bonds") and to establish the responsibility of the City and the County for the payment of principal and interest on the 2015 Refunding Bonds and to reflect other agreements of the parties; and

WHEREAS, each of the foregoing agreements was further amended and supplemented by a Supplemental Agreement (hereinafter referred to as the "Fifteenth Supplemental Agreement") to reflect the details of the financing by the Commission of the costs of constructing and equipping general alterations renovations, changes, refurbishments, reconstructions and improvements to the Civic Center and the Hall of Justice (the "2015B Project"), such financing represented by the \$10,000,000 principal amount of Public Building Commission Bonds dated as of December 15, 2015 (the "2015B Bonds"); and

WHEREAS, the parties desire to amend and supplement the foregoing agreements to reflect the details of the financing by the Commission of the costs of acquiring a site consisting of improved real estate for future projects consisting of, but not limited to, acquiring, constructing, demolishing, reconstructing, improving, renovating and equipping office facilities, courtroom facilities and other related justice facilities (the "Justice Project" and/or the "2019 Project") as an addition to the Civic Center and as an addition to the Hall of Justice such financing to be represented by not more than \$6,250,000 principal amount of Public Building Commission Bonds to be issued in one or more series (the "2019 Bonds").

NOW, THEREFORE, in consideration of the foregoing recitals which are hereby made a contractual part hereof and the promises and covenants herein made by each of

the parties hereto and the respective benefits to accrue to said parties and for other good and valuable consideration, it is covenanted and agreed by the parties hereto as follows:

I.

The term "Agreements" when used hereafter in this instrument shall mean collectively the agreements described in the recitals hereto. References hereafter to any particular one of such agreements shall be in accordance with the manner of references thereto set forth in the particular recital describing such agreement.

II.

Based on present estimates of cost, the Commission proposes to issue its Public Building Commission Bonds, Series 2019, in one or more series in an aggregate principal amount not to exceed \$6,250,000 which such bonds and the actual principal amount of each series thereof will be approved by the City and the County prior to issuance (each series of such 2019 Bonds as issued are hereinafter collectively, referred to as the "2019 Bonds"). The 2019 Bonds shall be issued by the Commission pursuant to the resolutions adopted by the Commission on July 19, 1972 and supplemental resolutions adopted by the Commission on May 3, 1976, October 1, 1987, November 12, 1992, August 1, 1998, April 21, 2000, April 5, 2001, August 11, 2005, August 6, 2008, June 3, 2010, August 19, 2010, October 9, 2014, June 4, 2015, October 8, 2015 and to be adopted in 2019 (hereinafter referred to as the "Bond Resolution"). Each series of the 2019 Bonds shall bear such date or dates, mature at such time or times, bear interest at such rate or rates, be in denominations and be subject to terms of redemption and at such redemption premiums, as the Bond Resolution may provide. Each series of the 2019 Bonds shall be sold to Ameritas Investment Corp. by virtue of a private sale for such price or prices as the

Commission shall determine and the proceeds of the sale thereof shall be applied to finance the 2019 Project.

Inasmuch as the proceeds of the 2019 Bonds are to be applied to finance the 2019 Project the following references in the following agreements shall be deemed to refer to, and be construed as referring to, the 2019 Bonds:

1. The references in the second paragraph of Section XV of the City-Commission Civic Center Lease Agreement, and in the second sentence of Section XV of the County-Commission Civic Center Lease Agreement, to "bonds issued by the Commission in connection with the construction of said building";

2. The references in Section XVI of the City- Commission Civic Center Lease Agreement, and in Section XVI of the County-Commission Civic Center Lease Agreement, to "bonds issued in connection with the construction of said facility";

3. The references in Section XVII of the City- Commission Civic Center Lease Agreement, and in Section XVII of the County-Commission Civic Center Lease Agreement, to "Bonds of the Commission referred to herein";

4. The references in Section XIX of the City- Commission Civic Center Lease Agreement, in Section XIX of the County-Commission Civic Center Lease Agreement and in Section XX of the City-County-Commission Hall of Justice Lease Agreement to "bonds for the construction of the City-County Building and/or remodeling of the Hall of Justice"; and

5. The references in Section III of the City- Commission Hall of Justice Agreement, and in Section III of the County-Commission Hall of Justice Agreement, to "bonds of the Commission referred to herein"; and (b) references in the City-County-Commission Hall of Justice Lease Agreement, the City-Commission Hall of Justice Agreement and the County-Commission Hall of Justice Agreement to revenue bonds, bonds or bond monies used in renovating the Hall of Justice (or portions thereof), or words of similar import, shall be deemed to refer to, and be construed as referring to the 2019 Bonds; and (c) all references in the Agreement to the "City-County Building", "City-County Facility", "City-County Complex" or "Civic Center" shall include the Justice Project and the 2019 Project.

III.

The parties agree that the 2019 Project and the 2019 Bonds have been approved by each of them.

IV.

The term "Bonds" or "revenue bonds" as used in Sections III of the City-Commission Civic Center Lease Agreement shall be deemed to refer to, and be construed as referring to the 2019 Bonds.

V.

The City, the County and the Commission hereby agree, with respect to the 2019 Bonds, that: (a) the City shall be responsible for and pay annual rentals under the Agreements in an amount not less than the percent agreed to in (c) below of the amount necessary per year to pay the principal of and interest on all of the 2019 Bonds, when due;

for the term provided for in such Lease Agreement and the use of such portion of the 2019 Project for such term is not required by either the City or the County.

VI.

Supplemental to the Agreements in the form executed and as hereinbefore amended, or modified, and any provision thereof to the contrary notwithstanding, the City and the County each hereby agrees that, so long as any of the 2019 Bonds are outstanding and unpaid, or until due provision shall have been made for such payment in accordance with Article XI of the Bond Resolution, none of the Agreements may be terminated, nor may that part of the rentals and other payments owing to the Commission thereunder required for and attributable to the principal of and interest on the 2019 Bonds be abated or reduced, for any reason whatsoever, including, without limitation, damage to or destruction of the Justice Project, the Civic Center or the Hall of Justice, or failure of the Commission or of the County or of the City, as the case may be, to perform their respective duties under the Agreements as to operation, maintenance and repair of the Justice Project, Civic Center or the Hall of Justice, as the case may be. The City, the County and the Commission further agree that this Agreement shall continue until (a) all of the Commission's liabilities have been met and all Bonds have been paid, in full, or such liabilities and Bonds have been otherwise discharged and (b) the governing bodies of the City and the County jointly have determined that the Commission is no longer needed, unless a change of law occurs that would allow the Commission to maintain its corporate existence while passing or vesting rights or properties to the City and/or County, so long as the liabilities and Bonds related to those rights or properties are met and fulfilled or the

statutory requirements are met. Subject to the foregoing limitations on the termination of the Agreements and the abatement of reduction of rentals, the City and the County may enforce all their respective rights under the Agreements by such lawful proceedings as they deem advisable.

VII.

The Commission shall maintain and keep the Justice Project in a manner which shall be in compliance with all laws, rules and regulations, orders and ordinances of the City, and will not suffer or permit the premises to be used for any unlawful purpose, and County will protect the Commission and save it and the premises of the Justice Project harmless from any and all fines and penalties that may result from or be due to any infractions of, or non-compliance with, the said laws, rules, regulations, orders and ordinances to the extent that said fines and penalties are imposed due to the conduct or failure to act by the County. The City will protect the Commission as provided in this section for conduct or failure to act by the City. The County will protect the Commission as provided in this section for conduct or failure to act by the County. Commission will protect the City and County and save each and the premises of the Justice Project harmless from any and all fines and penalties that may result from or be due to any infractions of, or non-compliance with, the said laws, rules, regulations, orders and ordinances to the extent that said fines and penalties are imposed due to the conduct or failure to act by Commission.

VIII.

The Commission will acquire the site for the 2019 Project from the County by virtue of a separate purchase agreement.

IX.

In the event any covenant, phrase, clause, paragraph, section, condition or provision contained in this supplemental agreement is held to be invalid by any court of competent jurisdiction, the invalidity of any such covenant, phrase, clause, paragraph, section, condition or provision shall in no way affect any other covenant, phrase, clause, paragraph, section, condition or provision herein contained.

X.

This Sixteenth Supplemental Agreement has been executed in several counterparts, each of which may be considered as an original.

IN WITNESS WHEREOF, the City of Omaha by its Mayor and City Clerk and The County of Douglas by its Chairman of its Board of Commissioners and County Clerk and the Omaha-Douglas Public Building Commission by its proper officers have each caused their respective names to be signed to this instrument and their respective seals to be affixed and attested thereto as of the day and year first above written.

CITY OF OMAHA, NEBRASKA

ATTEST: By _____
Mayor

City Clerk

Approved as to Form:

Assistant City Attorney

THE COUNTY OF DOUGLAS, NEBRASKA

ATTEST: By _____
Chairperson

County Clerk

Approved as to Form:

Deputy County Attorney

OMAHA-DOUGLAS PUBLIC BUILDING
COMMISSION

ATTEST: By _____
Chairperson

Secretary
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