

EXTRACT FROM MINUTES

A regular meeting of the Board of Commissioners of The County of Scotts Bluff, in the
State of Nebraska, was held in

_____, Gering, Nebraska, at ____:____ o'clock __m. on _____,
2026, in open and public session. Present were the following:

_____, Commissioners.

Absent were: _____. Notice of the meeting was given in advance by publication or posting, and a copy of the affidavit of publication or certificate of posting is attached to this extract from minutes. Notice of the meeting was given in advance to all members of the Board of Commissioners. Availability of the agenda was communicated in the advance notice and in the notice to the members of the Board of Commissioners. All proceedings hereafter shown were taken while the convened meeting was in open session.

At the beginning of the meeting, the Chairperson publicly stated to all in attendance that a current copy of the Nebraska Open Meetings Act was available for review and indicated the location of such copy posted in the room where the meeting was being held.

Commissioner _____ offered the following resolution and moved its passage and adoption:

RESOLUTION NO. _____

A RESOLUTION AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS OF THE COUNTY OF SCOTTS BLUFF, IN THE STATE OF NEBRASKA, IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED THREE HUNDRED SEVENTY-FIVE THOUSAND DOLLARS (\$375,000), FOR THE PURPOSE OF REFINANCING A PORTION OF THE COUNTY'S OUTSTANDING GENERAL OBLIGATION REFUNDING BONDS, SERIES 2020B, DATE OF ORIGINAL ISSUE – AUGUST 31, 2020; DIRECTING THE APPLICATION OF THE PROCEEDS OF SAID BONDS; PRESCRIBING THE FORM OF SAID BONDS; AUTHORIZING OFFICERS OF THE COUNTY TO DESIGNATE FINAL TERMS FOR SAID BONDS WITHIN STATED PARAMETERS; PROVIDING FOR THE LEVY AND COLLECTION OF TAXES TO PAY THE SAME; APPOINTING A PAYING AGENT AND REGISTRAR; PROVIDING FOR THE SALE OF THE BONDS; AUTHORIZING THE DELIVERY OF THE BONDS TO THE PURCHASER; APPROVING POST-ISSUANCE TAX COMPLIANCE POLICIES; AND PROVIDING FOR THE DISPOSITION OF BOND PROCEEDS.

BE IT RESOLVED BY THE CHAIRPERSON AND BOARD OF COMMISSIONERS OF THE COUNTY OF SCOTTS BLUFF, IN THE STATE OF NEBRASKA:

Section 1. The Chairperson and Board of Commissioners (the “Board”) hereby find and determine as follows:

(a) the County of Scotts Bluff, in the State of Nebraska (the “County”) has previously issued its General Obligation Refunding Bonds, Series 2020B, date of original issue – August 31, 2020, in the principal amount of \$2,125,000 (the “Outstanding Bonds”);

(b) a portion of the Outstanding Bonds in the principal amount of \$345,000 (the “Refunded Bonds”) matures on January 15, 2026 (the “Maturity Date”);

(c) in order to meet its contractual commitments, it is in the best interest of the County to issue refunding bonds to refinance the Refunded Bonds on the Maturity Date;

(d) all conditions, acts and things required to exist or to be done precedent to the issuance of General Obligation Refunding Bonds, Series 2026, in the aggregate principal amount of not to exceed Three Hundred Seventy-Five Thousand Dollars (\$375,000), pursuant to Section 10-142, R.R.S. Neb., 2012 have been done as required by law.

Section 2. For the purposes as set out in Section 1 hereof, there shall be and there hereby are ordered issued General Obligation Refunding Bonds, Series 2026 (the “Bonds”), in the aggregate principal amount of not to exceed Three Hundred Seventy-Five Thousand Dollars (\$375,000), with said Bonds to mature and become due in such amounts and on such dates and in

such years and bear interest at the rates per annum as shall be determined in a written designation (the "Designation") signed by the Chairperson, Vice Chairperson, Management Accountant or Clerk of the County (each, an "Authorized Officer") on behalf of the County and which may be agreed to by the initial purchaser of the Bonds (the "Purchaser"), which Designation may also determine or modify the mandatory redemption provisions (if any), and pricing terms as set forth in Section 14 below, all within the following limitations:

- (a) the aggregate principal amount of the Bonds shall not exceed \$375,000, provided, however, in the event the Bonds are sold at a net original issue discount such aggregate principal amount may be increased in such amount as is necessary to compensate for any such net original issue discount;
- (b) the aggregate amount of original issue premium and original issue discount (if any) may result in an aggregate net original issue discount (if any) not in excess of two percent (2.00%) of the stated principal amount of the Bonds;
- (c) the true interest cost on the Bonds shall not exceed 4.50%;
- (d) two or more of the principal maturities may be combined and issued as "term bonds" and the Authorized Officer may determine the mandatory sinking fund payments and mandatory redemption amounts; any Bonds issued as "term bonds" shall be redeemed at a redemption price equal to 100% of the principal amount thereof plus accrued interest thereon to the date of redemption and may be selected for redemption by any random method of selection determined appropriate by the Paying Agent and Registrar (as hereinafter designated) or by the Depository (as hereinafter designated).

The Authorized Officers (or any one of them) are hereby authorized to make such determinations on behalf of the Board and to evidence the same by execution and delivery of the Designation and such determinations, when made and agreed to by the Purchaser, shall constitute the action of the County without further action of the Board.

The Bonds shall be issued in fully registered form in the denomination of \$5,000 or any integral multiple thereof. The date of original issue for the Bonds shall be the date of delivery thereof. Interest on the Bonds, at the respective rates for each maturity, shall be payable on semiannually on January 15 and July 15 of each year commencing July 15, 2026 (or such other date or dates as may be determined in the Designation, each an "Interest Payment Date"), and the Bonds shall bear such interest from the date of original issue or the most recent Interest Payment Date to which interest has been paid or provided for, whichever is later. The interest due on each Interest Payment Date shall be payable to the registered owners of record as of the close of business on the fifteenth day immediately preceding the Interest Payment Date (or such other record date as may be determined in the Designation, the "Record Date"), subject to the provisions of Section 4 hereof. The Bonds shall be numbered from 1 upwards in the order of their issuance. No Bond shall be issued originally or upon transfer or partial redemption having more than one principal maturity. The initial bond numbering and principal amounts for each of the Bonds issued shall be designated by the County's Treasurer as directed by the initial purchaser thereof. Payments of interest due on the Bonds prior to maturity or earlier redemption

shall be made by the Paying Agent and Registrar, as designated pursuant to Section 3 hereof, by mailing a check or draft in the amount due for such interest on each Interest Payment Date to the registered owner of each Bond, as of the Record Date for such Interest Payment Date, to such owner's registered address as shown on the books of registration as required to be maintained in Section 3 hereof. Payments of principal and interest accrued thereon due at maturity or at any date fixed for redemption prior to maturity shall be made by said Paying Agent and Registrar to the registered owners upon presentation and surrender of the Bonds to said Paying Agent and Registrar. The County and said Paying Agent and Registrar may treat the registered owner of any Bond as the absolute owner of such Bond for the purpose of making payments thereon and for all other purposes and neither the County nor the Paying Agent and Registrar shall be affected by any notice or knowledge to the contrary, whether such Bond or any installment of interest due thereon shall be overdue or not. All payments on account of interest or principal made to the registered owner of any Bond in accordance with the terms of this Resolution shall be valid and effectual and shall be a discharge of the County and said Paying Agent and Registrar, in respect of the liability upon the Bonds or claims for interest to the extent of the sum or sums so paid. Notwithstanding the foregoing, if the Bonds are sold pursuant to a private placement and designated as such in the Designation, the Bonds and any interest therein may be transferred only upon the bond register and only if (1) the transferor has submitted to the County the transferred Bond accompanied by an assignment in substantially the form attached to the Bond duly executed by the transferor or the transferor's attorney or legal representative; which assignment shall disclose the name, address and tax identification number of the assignee; (2) the County shall consent to such assignment, and (3) the assignee is a bank or a qualified institutional buyer as defined in Rule 144A promulgated by the Securities and Exchange Commission and the transferor has obtained and provided to the County, prior to such transfer and assignment, an investor letter satisfactory to bond counsel of the County. Upon any transfer meeting the requirements of this section, the County shall execute and deliver in exchange for the Bond a new Bond, registered in the name of the transferee, of the same series, of the same outstanding principal amount, maturing in the same amount at the same time and bearing interest at the same rate.

Section 3. Unless as otherwise provided in the Designation, BOKF, National Association, Lincoln, Nebraska, is hereby designated to serve as Paying Agent and Registrar for the Bonds. Said Paying Agent and Registrar shall serve in such capacities under the terms of an agreement entitled "Paying Agent and Registrar's Agreement" between the County and said Paying Agent and Registrar, the form of which is to be approved by an Authorized Officer. The Chairperson of the Board of Commissioners and the County Clerk are hereby authorized to approve and execute said agreement. The Paying Agent and Registrar shall keep and maintain for the County books for the registration and transfer of the Bonds at its principal corporate trust office. The names and registered addresses of the registered owner or owners of the Bonds shall at all times be recorded in such books. Any Bond may be transferred pursuant to its provisions at the office of the Paying Agent upon surrender of such Bond for cancellation, accompanied by a written instrument of transfer, in form satisfactory to such Paying Agent, duly executed by the registered owner in person or by such owner's duly authorized agent, and thereupon the Paying Agent will register such transfer upon said registration books and deliver to the transferee registered owner or owners (or send by registered mail to the transferee owner or owners at such owner's or owners' risk and expense), registered in the name of such transferee owner or owners,

a new Bond or Bonds of the same interest rate, aggregate principal amount and maturity. To the extent of the denominations authorized for the Bonds by this resolution, one Bond may be transferred for several such Bonds of the same interest rate and maturity and for a like aggregate principal amount, and several such Bonds may be transferred for one or several such Bonds, respectively, of the same interest rate and maturity and for a like aggregate principal amount. In every case of transfer of a Bond, the surrendered Bond or Bonds shall be cancelled and destroyed. All Bonds issued upon transfer of the Bonds so surrendered shall be valid obligations of the County evidencing the same obligations as the Bonds surrendered and shall be entitled to all benefits and protection of this Resolution to the same extent as the Bonds upon transfer of which they were delivered. The County and the Paying Agent shall not be required to transfer Bonds during any period from any Record Date until its immediately following interest payment date or to transfer any Bonds called for redemption for a period of thirty (30) days next preceding the date fixed for redemption prior to maturity. 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 as of a special date of record for payment of such defaulted interest as shall be designated by the Paying Agent whenever monies for the purpose of paying such defaulted interest become available.

Section 4. 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 as of a special date of record for payment of such defaulted interest as shall be designated by the Paying Agent and Registrar whenever monies for the purpose of paying such defaulted interest become available.

Section 5. The Bonds shall be subject to redemption, in whole or in part, prior to maturity at any time on or after the fifth anniversary of the date of original issue thereof (or such other date as may be determined in the Designation), at par (or such other redemption price as may be determined in the Designation) plus the interest accrued on the principal amount being redeemed to the date fixed for redemption. The County shall select the Bonds to be redeemed for such optional redemption in its sole discretion. The Bonds shall be redeemed only in amounts of \$5,000 or integral multiples thereof. Any Bond redeemed in part only shall be surrendered to the Paying Agent and Registrar in exchange for a new Bond or Bonds, of the same maturity and interest rate, evidencing the unredeemed principal thereof. Notice of redemption of any Bond called for redemption shall be given, at the direction of the County in the case of optional redemptions and without further direction in the case of mandatory redemptions, by said Paying Agent and Registrar by mail not less than 30 days prior to the date fixed for redemption, first class, postage prepaid, sent to the registered owner of such Bond at said owner's registered address. Such notice shall designate the Bond or Bonds to be redeemed by maturity or otherwise, the date of original issue and the date fixed for redemption and shall state that such Bond or Bonds are to be presented for prepayment at the principal corporate trust office of said Paying Agent and Registrar. In case of any Bond partially redeemed, such notice shall specify the portion of the principal amount of such Bond to be redeemed. No defect in the mailing of notice for any Bond shall affect the sufficiency of the proceedings of the County designating the Bonds called for redemption or the effectiveness of such call for Bonds for which notice by mail has

been properly given and the County shall have the right to direct further notice of redemption for any such Bond for which defective notice has been given. In the event term maturities and mandatory redemption amounts are determined in the Designation, the provisions of this Section 5 shall apply generally to mandatory redemptions. Any such mandatory redemptions shall be in amounts and on terms set forth in the Designation, at the principal amount redeemed plus accrued interest to the date set for redemption.

Section 6. If the date for payment of the principal of or interest on the Bonds shall be a Saturday, Sunday, legal holiday or a day on which the banking institutions in the city where the principal corporate trust office of the Paying Agent and Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such date shall have the same force and effect as if made on the nominal date of payment.

Section 7. The Bonds shall be in substantially the following form:

**UNITED STATES OF AMERICA
STATE OF NEBRASKA**

**GENERAL OBLIGATION REFUNDING BOND, SERIES 2026
OF
THE COUNTY OF SCOTTS BLUFF, IN THE STATE OF NEBRASKA**

No. _____ \$ _____

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
_____ %			

Registered Owner:

Principal Amount:

KNOW ALL PERSONS BY THESE PRESENTS: That the County of Scotts Bluff, in the State of Nebraska (the "County"), for value received, hereby promises to pay to the registered owner specified above, or registered assigns, the principal amount specified above in lawful money of the United States of America on the date of maturity specified above with interest thereon to maturity (or earlier redemption) from the date of original issue or most recent Interest Payment Date to which interest has been paid or provided for, whichever is later, at the rate per annum specified above, payable semiannually on _____ and _____ of each year, commencing _____, 20__ (each, an "Interest Payment Date"). Such interest shall be computed on the basis of a 360-day year consisting of twelve 30 day months. The principal of this bond and the interest due at maturity or upon call for redemption prior to maturity are payable upon presentation and surrender of this bond at the office of the Paying Agent and Registrar, in Lincoln, Nebraska. Interest on this bond due prior to maturity or earlier redemption will be paid on each Interest Payment Date by a check or draft mailed by the Paying Agent and Registrar to the registered owner of this bond, as shown on the books of record maintained by the Paying Agent and Registrar, as of the close of business on the fifteenth day immediately preceding each Interest Payment Date, to such owner's registered address as shown on such books and records (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 Paying Agent and Registrar whenever monies 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 said County are hereby irrevocably pledged.

This bond is one of an issue of fully registered bonds of the total principal amount of _____ Dollars (\$ _____) of even date and like tenor, except as to date of

maturity, rate of interest and denomination, which were issued by the County for the purpose of refinancing a portion of its General Obligation Refunding Bonds, Series 2020B, date of original issue – August 31, 2020, in strict compliance with Section 10-142, R.R.S. Neb. 2012, as amended. The issuance of said bonds has been duly authorized by resolution duly adopted (the “Resolution”) and by proceedings duly had by the Board of Commissioners of the County, pursuant to Section 10-142, R.R.S. Neb. 2012, as amended.

The County, however, reserves the right and option of redeeming bonds of this issue, in whole or in part, on or after the fifth anniversary of the date of original issue thereof, at the principal amount to be redeemed, together with accrued interest to the date fixed for redemption.

[The bonds due as term bonds in the year _____ are required to be redeemed prior to their stated maturity commencing on _____, 20____ and continuing on _____ of each year thereafter through and including payment at maturity, in part, which redemptions and payment at maturity shall be in the years and for the principal amounts set forth below:

Year of Redemption

Amount Required to be Redeemed

Such mandatory redemptions shall be at a price equal to 100% of the principal amount redeemed plus interest accrued on the principal amount being redeemed to the date fixed for redemption. The Paying Agent and Registrar shall select the term bonds for mandatory redemption using any random method of selection deemed appropriate by the Paying Agent and Registrar.]

Notice of redemption shall be given by mail to the registered owner of any bond called for redemption in the manner specified in the Resolution authorizing said issue of bonds. Individual bonds may be redeemed in part but only in the amount of \$5,000 or integral multiples thereof. If less than all of the principal sum hereof is to be redeemed, in such case upon the surrender hereof, there shall be issued to the registered owner hereof, without charge therefor, a registered bond or registered bonds for the unpaid principal balance of like series, maturity and interest rate in any of the authorized denominations provided for in the Resolution.

This bond is transferable by the registered owner or such owner’s attorney duly authorized in writing at the principal corporate trust office of the Paying Agent and Registrar upon surrender and cancellation of this bond, and thereupon a new bond or bonds of the same aggregate principal amount, interest rate and maturity will be issued to the transferee as provided in the Resolution, subject to the limitations therein prescribed. The County, the Paying Agent and Registrar and any other person may treat the person in whose name this bond is registered as the absolute owner hereof for the purpose of receiving payment due hereunder and for all other purposes and shall not be affected by any notice to the contrary, whether this bond be overdue or not.

If the day for payment of the principal of or interest on this bond shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the city where the principal corporate trust office of the Paying Agent and Registrar is located are authorized by law or

executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such date shall have the same force and effect as if made on the nominal date of payment.

IT IS HEREBY CERTIFIED AND WARRANTED that all conditions, acts and things required by law to exist or to be done precedent to and in the issuance of this bond did exist, did happen and were done and performed in regular and due form and time as required by law and that the indebtedness of said County, including this bond, does not exceed any limitation imposed by law. The County agrees that the Board of Commissioners shall cause to be made annually a special levy of taxes on all the taxable property in the County, which may exceed the County's constitutional limitation for levying taxes of 50¢ per \$100 of taxable value, for the purpose of paying and sufficient to pay the interest on and the principal of this bond as and when such interest and principal become due.

AS PROVIDED IN THE RESOLUTION REFERRED TO HEREIN, UNTIL THE TERMINATION OF THE SYSTEM OF BOOK-ENTRY-ONLY TRANSFERS THROUGH THE DEPOSITORY TRUST COMPANY, NEW YORK, NEW YORK (TOGETHER WITH ANY SUCCESSOR SECURITIES DEPOSITORY APPOINTED PURSUANT TO THE RESOLUTION, "DTC"), AND NOTWITHSTANDING ANY OTHER PROVISIONS OF THE RESOLUTION TO THE CONTRARY, A PORTION OF THE PRINCIPAL AMOUNT OF THIS BOND MAY BE PAID OR REDEEMED WITHOUT SURRENDER HEREOF TO THE REGISTRAR. DTC OR A NOMINEE, TRANSFEREE OR ASSIGNEE OF DTC OF THIS BOND MAY NOT RELY UPON THE PRINCIPAL AMOUNT INDICATED HEREON AS THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID. THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID SHALL FOR ALL PURPOSES BE THE AMOUNT DETERMINED IN THE MANNER PROVIDED IN THE RESOLUTION.

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

This bond shall not be valid and binding on the County until registered and authenticated by the Paying Agent on the form of registration set forth below.

IN WITNESS WHEREOF, the Chairperson and Board of Commissioners of the County have caused this bond to be executed on behalf of the County with the manual or facsimile signatures of the Chairperson of the Board of Commissioners and the County Clerk and by causing the official seal of the County to be impressed or imprinted hereon, all as of the date of original issue specified above.

THE COUNTY OF SCOTTS BLUFF,
IN THE STATE OF NEBRASKA

(Sample – Do Not Sign)
Chairperson

ATTEST:

(Sample – Do Not Sign)
County Clerk

(SEAL)

CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds authorized by Resolution adopted by the Board of Commissioners of the County of Scotts Bluff, in the State of Nebraska, as described in said bond.

BOKF, National Association,
Lincoln, Nebraska, Paying Agent and Registrar

Authorized Signature

(FORM OF ASSIGNMENT)

For value received _____ hereby sells, assigns, and transfers unto _____ the within bond and hereby irrevocably constitutes and appoints _____, Attorney, to transfer the same on the books of registration in the office of the within mentioned Paying Agent and Registrar with full power of substitution in the premises.

Date: _____

Registered Owner(s)

Signature Guaranteed

By _____

Authorized Officer

Note: The signature(s) on this assignment MUST CORRESPOND with the name(s) as written on the face of the within bond in every particular, without alteration, enlargement or any change whatsoever, and must be guaranteed by a commercial bank or a trust company or by a firm having membership on the New York, Midwest or other stock exchange.

* * * * *

Section 8. Each of the Bonds shall be executed on behalf of the County with the manual or facsimile signatures of the Chairperson and County Clerk of the County. Unless sold pursuant to a private placement and designated as such in the Designation, the Bonds shall be issued initially as “book-entry only” bonds under the services of The Depository Trust Company (the “Depository”), with one typewritten bond per maturity being issued to the Depository. In such connection said officers of the County are authorized to execute and deliver a Letter of Representations (the “Letter of Representations”) in the form required by the Depository (which may be in the form of a blanket letter previously executed and delivered by the County), for and on behalf of the County, which shall thereafter govern matters with respect to registration, transfer, payment and redemption of the Bonds. Upon issuance of the Bonds as “book-entry-only” bonds, the following provisions shall apply:

(a) The County and the Paying Agent and Registrar shall have no responsibility or obligation to any broker-dealer, bank or other financial institution for which the Depository holds Bonds as securities depository (each, a “Bond Participant”) or to any person who is an actual purchaser of a Bond from a Bond Participant while the Bonds are in book-entry form (each, a “Beneficial Owner”) with respect to the following:

- (i) the accuracy of the records of the Depository, any nominees of the Depository or any Bond Participant with respect to any ownership interest in the Bonds,
- (ii) the delivery to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any notice with respect to the Bonds, including any notice of redemption, or
- (iii) the payment to any Bond Participant, any Beneficial Owner or any other person, other than the Depository, of any amount with respect to the Bonds.

The Paying Agent and Registrar shall make payments with respect to the Bonds only to or upon the order of the Depository or its nominee, and all such payments shall be valid and effective fully to satisfy and discharge the obligations with respect to such Bonds to the extent of the sum or sums so paid. No person other than the Depository shall receive an authenticated Bond, except as provided in (e) below.

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

(c) If the County determines that it is desirable that certificates representing the Bonds be delivered to the ultimate Beneficial Owners of the Bonds and so notifies the Paying Agent and Registrar in writing, the Paying Agent and Registrar shall so notify the Depository, whereupon the Depository will notify the Bond Participants of the availability through the Depository of bond certificates representing the Bonds. In such event, the Paying Agent and Registrar shall issue, transfer and exchange bond certificates representing the Bonds as requested by the Depository in appropriate amounts and in authorized denominations.

(d) Notwithstanding any other provision of this Resolution to the contrary, so long as any Bond is registered in the name of the Depository or any nominee thereof, all payments with respect to such Bond and all notices with respect to such Bond shall be made and given, respectively, to the Depository as provided in the Letter of Representations.

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

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

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

(f) In the event of any partial redemption of a Bond unless and until such partially redeemed Bond has been replaced in accordance with the provisions of this Resolution, the books and records of the Paying Agent and Registrar shall govern and establish the principal amount of such Bond as is then outstanding and all of the Bonds issued to the Depository or its nominee shall contain a legend to such effect.

If for any reason the Depository is terminated or resigns and is not replaced or upon termination by the County of book-entry-only form, the County shall immediately provide a supply of bond certificates for issuance upon subsequent transfers or in the event of partial redemption. In the event that such supply of certificates shall be insufficient to meet the requirements of the Paying Agent and Registrar for issuance of replacement bond certificates upon transfer or partial redemption, the County agrees to order printed an additional supply of bond certificates and to direct their execution by manual or facsimile signature of its then duly qualified and acting officers. In case any officer whose signature or facsimile thereof shall appear on any Bond shall cease to be such officer before the delivery of such Bond (including any bond certificates delivered to the Paying Agent and Registrar for issuance upon transfer or partial redemption) such signature or such facsimile signature shall nevertheless be valid and sufficient for all purposes the same as if such officer or officers had remained in office until the delivery of such Bond. The Bonds shall not be valid and binding on the County until authenticated by the Paying Agent and Registrar. The Bonds shall be delivered to the Paying Agent and Registrar for registration and authentication. Upon execution, registration and authentication of the Bonds, they shall be delivered to the County Treasurer, acting on behalf of the County, who is authorized to deliver them to Purchaser, upon receipt of the purchase price as set forth in the Designation. Said Purchaser shall have the right to direct the registration of the Bonds and the denominations thereof within each maturity, subject to the restrictions of this Resolution. The County Clerk shall record the proceedings of the Board in the book of records of the proceedings of the County and make and certify a transcript of the proceedings of the Board with respect to the Bonds which shall be delivered to Purchaser. Such purchaser and its agents, representatives and counsel (including the County's bond counsel) are hereby authorized to take such actions on behalf of the County as are necessary to effectuate the closing of the issuance and sale of the Bonds, including without limitation, authorizing the release of the Bonds by the Depository at closing.

Section 9. The net sale proceeds of the Bonds, along with funds of the County on hand, shall be applied to the payment and satisfaction of all of the principal of and the interest on the Refunded Bonds as called for redemption on the Maturity Date. Accrued interest received from the sale of the Bonds, if any, shall be applied to pay interest first falling due on the Bonds. Expenses of issuance of the Bonds may be paid from the proceeds of the Bonds.

Section 10. The holders of the Bonds shall be subrogated to all rights of the holders of the Refunded Bonds, specifically including the right to have the County levy and collect taxes which may exceed the constitutional limitation on levying taxes as authorized by the voters of the County at the Election. For the prompt payment of the Bonds, both principal and interest as the same fall due, the County hereby agrees to levy and collect annually a special levy of taxes against all the taxable property in the County, which may exceed the County's constitutional limitations for levying taxes of 50 cents per \$100 of taxable valuation, sufficient in rate and amount to pay the principal and interest of the Bonds as the same fall due. The County's obligation to levy and collect taxes may be satisfied as and to the extent that monies from other sources are applied to such payment.

Section 11. The County hereby covenants to the purchasers and registered owners of the Bonds hereby authorized that it will make no use of the proceeds of said issue, including monies

held in any sinking fund for the Bonds, which would cause the Bonds to be a “arbitrage bonds” within the meaning of Sections 103(b) and 148 of the Internal Revenue Code of 1986, as amended (the “Code”), and further covenants to comply with said Sections 103(b) and 148 and all applicable regulations thereunder throughout the term of said bond issue. The County hereby covenants and agrees to take all actions necessary under the Code to maintain the tax-exempt status (as to taxpayers generally) of interest payable on the Bonds. Unless as otherwise determined in the Designation, the County hereby designates the Bonds as its “qualified tax-exempt obligations” pursuant to Section 265(b)(3)(B)(i)(III) of the Code and covenants and warrants that it does not reasonably expect to issue tax-exempt bonds or other tax-exempt interest bearing obligations aggregating in principal amount more than \$10,000,000 during the calendar year that the Bonds are issued (taking into consideration the exception for current refunding issues), provided that the amount of the Bonds hereby designated shall be reduced as and to the extent that a portion of the Bonds may be determined to be “deemed designated” in accordance with the provisions of Section 265(b)(3)(D) of the Code.

Section 12. The County’s obligations under this Resolution with respect to the Bonds herein authorized shall be fully discharged and satisfied as to any of such Bonds and any such Bond shall no longer be deemed to be outstanding hereunder if such Bond has been purchased by the County and cancelled or when the payment of principal of and interest thereon to the date of maturity or redemption (a) shall have been made or caused to be made in accordance with the terms thereof (b) shall have been provided for by depositing with the Paying Agent and Registrar for the Bonds, or with a national or state bank having trust powers, or trust company, in trust, solely for such payment (i) sufficient money to make such payment and/or (ii) direct general obligations (including obligations issued or held in book entry form on the books of the Department of Treasury of the United States of America) of or obligations the principal and interest of which are unconditionally guaranteed by the United States of America (herein referred to as “U.S. Government Obligations”) in such amount and bearing interest payable and maturing or redeemable at stated fixed prices at the option of the holder as to principal, at such time or times, as will ensure the availability of sufficient money to make such payments; provided, however, that with respect to any Bond to be paid prior to maturity, the County shall have duly called such Bond for redemption and given notice of such redemption as provided by law or made irrevocable provision for the giving of such notice. Any money so deposited with the Paying Agent and Registrar or with such bank or trust company in excess of the amount required to pay principal of and interest on the Bonds for which such monies or U.S. Government Obligations were deposited shall be paid over to the County as and when collected.

Section 13. The County hereby further covenants and warrants as follows:

(a) The County expects to be and shall be the sole user of that portion of the project financed or refinanced by the proceeds of the Outstanding Bonds (the “Tax-Exempt Bonds Financed Project”) and that at no time while any of the Bonds remain outstanding will any person or persons other than a governmental unit or a 501(c)(3) organization (in an activity or activities which do not constitute an unrelated trade or business) under the Code, be the user or users, directly or indirectly, in its trade or business, of any portion of the Tax-Exempt Bonds Financed Project in such manner as to prevent the County from being treated as the user of at least 90% of the net proceeds of the Bonds or property financed with such net proceeds nor shall

the payment of principal and interest on more than 10% of the net proceeds or the Bonds be derived from payments in respect of property or borrowed money used or to be used by any person other than a governmental unit or a 501(c)(3) organization (in an activity or activities which do not constitute an unrelated trade or business) under the Code, all subject to and as described and defined in Sections 141 of the Code.

(b) No portion of the Tax-Exempt Bonds Financed Project will be leased to the government of the United States of America or to any department, agency or instrumentality of the government of the United States of America; and no moneys in the debt service fund (or other fund created under this resolution) shall be invested in investments which cause the Bonds to be federally guaranteed within the meaning of Section 149(b) of the Code. If at any time the moneys in such funds exceed, within the meaning of Section 149(b)(3)(B) of the Code, (i) amounts invested for an initial temporary period until the moneys are needed for the purpose for which the Bonds were issued, (ii) investments of a bona fide debt service fund, and (iii) investments of a reserve which meet the requirement of Section 148(d) of the Code, such excess moneys shall be invested in only those United States Government Obligations, as otherwise appropriate, which are (A) obligations issued by the United States Treasury, (B) other investments permitted under regulations, or (C) obligations which are (y) not issued by, or guaranteed by, or insured by, the United States or any agency or instrumentality thereof or (z) not federally insured deposits or accounts, all within the meaning of Section 149(b)(3)(B) of the Code.

Section 14. Each Authorized Officer is hereby authorized to approve, execute and deliver a Bond Purchase Agreement (the “Bond Purchase Agreement”), as applicable, and the Designation for and on behalf of the County. Said Bonds are sold to the Purchaser subject to the opinion of independent Bond counsel that said Bonds are lawfully issued; that said Bonds constitute a valid obligation of the County; and that under existing laws and regulations the interest on said Bonds is exempt from both Nebraska state and federal income taxes. Such Purchaser, underwriter or placement agent, as applicable, and their agents, representatives and counsel (including bond counsel) are hereby authorized to take such actions on behalf of the County as are necessary to effectuate the closing of the issuance and sale of the Bonds, including, without limitation, authorizing the release of the Bonds by the Depository (as defined herein) at closing.

Section 15. Each Authorized Officer is authorized to approve, finalize and deem final, on behalf of the County, a Preliminary Official Statement for the Bonds, and each Authorized Officer is further authorized to approve a final Official Statement for such Bonds on behalf of the County.

Section 16. Without in any way limiting the power, authority or discretion elsewhere herein granted or delegated, the Board hereby authorizes and directs all of the officers, employees and agents of the County to carry out, or cause to be carried out, and to perform such obligations of the County and such other actions as they, or any one of them, shall consider necessary, advisable, desirable, or appropriate in connection with this resolution, and the issuance, sale and delivery of the Bonds, including without limitation and whenever appropriate, the execution and delivery thereof and of all other related documents, instruments, certifications

and opinions; and delegates, authorizes and directs the Chairperson, or in the Chairperson's absence the Vice Chairperson, the right, power and authority to exercise independent judgment and discretion in determining and finalizing the terms, provisions, form and contents of each of the foregoing. The execution and delivery by the Chairperson or Vice Chairperson or by any such other officer, officers, agent or agents of the County of any such documents, instruments, certifications and opinions, or the doing of any act in connection with any of the matters which are the subject of this resolution, shall constitute conclusive evidence of both the County's and any such officer's approval of all changes, modifications, amendments, revision and alterations made therein, and shall conclusively establish the absolute, unconditional and irrevocable authority with respect thereof from the County and the authorization, approval and ratification by the County of the documents, instruments, certifications and opinions so executed and the action so taken. The officers of the County or any one or more of them, including Chairperson, Vice Chairperson, County Clerk, County Treasurer, or any other officer or agent designated by the Board of the County are hereby authorized to make any allocations and/or elections determined appropriate in connection with the tax-exempt status of interest on the Bonds under the Code and applicable Regulations and in accordance with the provisions of this resolution.

Section 17. In order to promote compliance with certain federal tax and securities laws relating to the bonds herein authorized (as well as other outstanding bonds) the policy and procedures attached hereto as Exhibit "A" (the "Post-Issuance Compliance Policy and Procedures") are hereby adopted and approved in all respects. To the extent that there is any inconsistency between the attached Post-Issuance Compliance Policy and Procedures and any similar policy or procedures previously adopted and approved, the Post-Issuance Compliance Policy and Procedures shall control.

Section 18. This Resolution shall be in force and take effect from and after its adoption as provided by law.

ADOPTED this ____ day of _____, 2026.

Chairperson

ATTEST:

County Clerk

(SEAL)

Exhibit "A"

**Policy and Procedures
Federal Tax Law and Disclosure Requirements for
Tax-exempt Bonds and/or Tax Advantaged Bonds**

ISSUER NAME: The County of Scotts Bluff in the State of Nebraska

COMPLIANCE OFFICER (BY TITLE): Scotts Bluff County Clerk

POLICY

It is the policy of the Issuer identified above (the "Issuer") to comply with all Federal tax requirements and securities law continuing disclosure obligations for its obligations issued as tax-exempt bonds (or as tax credit, direct pay subsidy or other tax-advantaged bonds, as applicable) to ensure, as applicable (a) that interest on its tax-exempt bonds remains exempt from Federal income tax, (b) that the direct payments or tax credits associated with its bonds issued as tax advantaged bonds are received in a timely manner and (c) compliance with any continuing disclosure obligations of the Issuer with respect to its outstanding bonds.

PROCEDURES

Compliance Officer. Review of compliance with Federal tax requirements and securities law continuing disclosure obligations as generally outlined below shall be conducted by the Compliance Officer identified above (the "Compliance Officer"). To the extent more than one person has been delegated specific responsibilities, the Compliance Officer shall be responsible for ensuring coordination of all compliance review efforts.

Training. The Compliance Officer shall evaluate and review educational resources regarding post-issuance compliance with Federal tax and securities laws, including periodic review of resources published for issuers of tax-exempt obligations by the Internal Revenue Service (either on its website at <http://www.irs.gov/taxexemptbond>, or elsewhere) and the Municipal Securities Rulemaking Board (either on its Electronic Municipal Market Access website ["EMMA"] at <http://www.emma.msrb.org>, or elsewhere).

Compliance Review. A compliance review shall be conducted at least annually by or at the direction of the Compliance Officer. The review shall occur at the time the Issuer's annual audit takes place, unless the Compliance Officer otherwise specifically determines a different time period or frequency of review would be more appropriate.

Scope of Review.

Document Review. At the compliance review, the following documents (the "Bond Documents") shall be reviewed for general compliance with covenants and agreements and applicable regulations with respect to each outstanding bond issue:

- (a) the resolution(s) and/or ordinance(s), as applicable, adopted by the governing body of the Issuer authorizing the issuance of its outstanding bonds, together with any documents setting the final rates and terms of such bonds (the "Authorizing Proceedings"),
- (b) the tax documentation associated with each bond issue, which may include some or all of the following (the "Tax Documents"):
 - (i) covenants, certifications and expectations regarding Federal tax requirements which are described in the Authorizing Proceedings;
 - (ii) Form 8038 series filed with the Internal Revenue Service;

- (iii) tax certificates, tax compliance agreements, tax regulatory agreement or similar documents;
 - (iv) covenants, agreements, instructions or memoranda with respect to rebate or private use;
 - (v) any reports from rebate analysts received as a result of prior compliance review or evaluation efforts; and
 - (vi) any and all other agreements, certificates and documents contained in the transcript associated with the Authorizing Proceedings relating to federal tax matters.
- (c) the Issuer's continuing disclosure obligations, if any, contained in the Authorizing Proceedings or in a separate agreement (the "Continuing Disclosure Obligations"), and
- (d) any communications or other materials received by the Issuer or its counsel, from bond counsel, the underwriter or placement agent or its counsel, the IRS, or any other material correspondence relating to the tax-exempt status of the Issuer's bonds or relating to the Issuer's Continuing Disclosure Obligations.

Use and Timely Expenditure of Bond Proceeds. Expenditure of bond proceeds shall be reviewed by the Compliance Officer to ensure (a) such proceeds are spent for the purpose stated in the Authorizing Proceedings and as described in the Tax Documents and (b) that the proceeds, together with investment earnings on such proceeds, are spent within the timeframes described in the Tax Documents, and (c) that any mandatory redemptions from excess bond proceeds are timely made if required under the Authorizing Proceedings and Tax Documents.

Arbitrage Yield Restrictions and Rebate Matters. The Tax Documents shall be reviewed by the Compliance Officer to ensure compliance with any applicable yield restriction requirements under Section 148(a) of the Internal Revenue Code (the "Code") and timely calculation and payment of any rebate and the filing of any associated returns pursuant to Section 148(f) of the Code. A qualified rebate analyst shall be engaged as appropriate or as may be required under the Tax Documents.

Use of Bond Financed Property. Expectations and covenants contained in the Bond Documents regarding private use shall be reviewed by the Compliance Officer to ensure compliance. Bond-financed properties shall be clearly identified (by mapping or other reasonable means). Prior to execution, the Compliance Officer (and bond counsel, if deemed appropriate by the Compliance Officer) shall review (a) all proposed leases, contracts related to operation or management of bond-financed property, sponsored research agreements, take-or-pay contracts or other agreements or arrangements or proposed uses which have the potential to give any entity any special legal entitlement to the bond-financed property, (b) all proposed agreements which would result in disposal of any bond-financed property, and (c) all proposed uses of bond-financed property which were not anticipated at the time the bonds were issued. Such actions could be prohibited by the Authorizing Proceedings, the Tax Documents or Federal tax law.

Continuing Disclosure. Compliance with the Continuing Disclosure Obligations with respect to each bond issue shall be evaluated (a) to ensure timely compliance with any annual disclosure requirement, and (b) to ensure that any material events have been properly disclosed as required by the Continuing Disclosure Obligation.

Record Keeping. If not otherwise specified in the Bond Documents, all records related to each bond issue shall be kept for the life of the indebtedness associated with such bond issue (including all tax-exempt refundings) plus six (6) years.

Incorporation of Tax Documents. The requirements, agreements and procedures set forth in the Tax Documents, now or hereafter in existence, are hereby incorporated into these procedures by this reference and are adopted as procedures of the Issuer with respect to the series of bonds to which such Tax Documents relate.

Consultation Regarding Questions or Concerns. Any questions or concerns which arise as a result of any review by the Compliance Officer shall be raised by the Compliance Officer with the Issuer's counsel or with bond counsel to determine whether non-compliance exists and what measures should be taken with respect to any non-compliance.

VCAP and Remedial Actions. The Issuer is aware of (a) the Voluntary Closing Agreement Program (known as "VCAP") operated by the Internal Revenue Service which allows issuers under certain circumstances to voluntarily

enter into a closing agreement in the event of certain non-compliance with Federal tax requirements and (b) the remedial actions available to issuers of certain bonds under Section 1.141-12 of the Income Tax Regulations for private use of bond financed property which was not expected at the time the bonds were issued.

Commissioner _____ seconded the motion and upon roll call vote the following _____ Commissioners _____ voted "AYE": _____ . The following Commissioners voted "NAY": _____. With a majority of the Board in favor, the Chairperson declared the resolution adopted.

Chairperson

I, the undersigned County Clerk for the County of Scotts Bluff, in the State of Nebraska, hereby certify that the foregoing is a true and correct copy of the proceedings had and done by the Chairperson and Board of Commissioners of said County on _____, 2026; that all of the subjects included in the foregoing proceedings were contained in the agenda for the meeting, kept continually current and readily available for public inspection at the office of the County Clerk; that such subjects were contained in said agenda for at least twenty-four hours prior to said meeting; that at least one copy of all reproducible material discussed at the meeting was available at the meeting for examination and copying by members of the public; that the said minutes from which the foregoing proceedings have been extracted were in written form and available for public inspection within ten working days and prior to the next convened meeting of said body; that all news media requesting notification concerning meetings of said body were provided advance notification of the time and place of said meeting and the subjects to be discussed at said meeting.

County Clerk

**ACKNOWLEDGMENT OF RECEIPT OF
NOTICE OF MEETING**

The undersigned Members of the Board of Commissioners of The County of Scotts Bluff, in the State of Nebraska, hereby acknowledge receipt of advance notice of a meeting of the Board of Commissioners of said County and the agenda for such meeting held at o'clock ____M., on _____, 2026, at _____, Gering, Nebraska.

DATED THIS ____ day of _____, 2026.

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