

The Council met in regular session and in compliance with agenda posted at City Hall, Post Office and First Bank of Nebraska with each Council member being notified of agenda prior to the meeting. The meeting was called to order by Mayor Loren Lindahl at 7:00 p.m. and opened with the Pledge of Allegiance. The Mayor informed the public of the location of posting of the Open Meetings Law. Roll call was taken with the following Council members present: Mike Lawver, Greg Kavan, Gerry Tyler, Stuart Krejci, Chris Rapp, and Kevin Dunbar. Absent none.

Motion made by Kavan, seconded by Dunbar, to approve the following items listed on the consent agenda:

1. Minutes of October 11, 2018 meeting of Council
2. Minutes of October 4, 2018 meeting of Planning Commission
3. Approval of Ty Miller as a member of the EMS Department

Roll call vote: Kavan, yes; Dunbar, yes; Lawver, yes; Tyler, yes; Krejci, yes; and Rapple, yes. Motion carried.

Lawver reported the Street Committee met and discussed speed limits, paving and overlay projects, drainage issues, and recycling. The Design Standards committee met. Finance Committee met to discuss increase in health insurance premium.

Public Hearing opened at 7:02 p.m. on application for amendment of Ordinance No. 1886, the Wahoo Zoning Ordinance, to allow the keeping of chickens within Wahoo city limits and establish conditions and restrictions for keeping chickens. Paul Greenwalt, Elizabeth Greenwalt, and Andrea Brooks addressed the council, discussed the request and inconsistencies in regulations regarding animals. Items presented to the Council included: Application for amendment; proposed language; response to the Planning Commission's recommendation; a sample ordinance from Denton, NE; current zoning regulations in Trans Ag and LLR; a memo from the Chief of Police; articles provided by the Chief of Police; and a chart showing requirements and regulations in other towns. Beavers reported the Planning Commission voted to not recommend the amendment to allow chickens. No other public comments offered. Motion by Kavan, seconded by Dunbar, to close the public hearing at 7:20 p.m. Roll call vote: Kavan, yes; Dunbar, yes; Lawver, yes; Rapp, yes; Krejci, yes; and Tyler, yes. Absent and not voting: none. Motion carried.

Discussion of animals, licensing, control and enforcement, household pets, domestic animals, and livestock. Lausterer noted chickens are included in the list of livestock animal units. No ordinance is available for consideration at this time.

Motion by Dunbar, seconded by Lawver, to table this request to allow staff/counsel to research and prepare an ordinance for consideration. Roll call vote: Dunbar, yes; Lawver, yes; Kavan, yes; Tyler, yes; Krejci, yes; and Rapp, yes. Absent and not voting: none. Motion carried.

Mark Pentico appeared on behalf of Svoboda Funeral Home to request the City approve an easement for a sign which has been located in the street right-of-way for many years. A complaint was received regarding the sign, and staff is asking whether to prepare a revocable easement. Documentation indicates approval by the Board of Adjustment for issuing the building permit, which would have been in error, since the sign is in the right-of-way. Motion by Krejci, seconded by Lawver, to approve preparation of a revocable easement, requiring removal of the sign if destroyed or if ordered by the City. Roll call

vote: Krejci, yes; Lawver, yes; Dunbar, yes; Rappl, yes; Tyler, yes; and Kavan, yes. Absent and not voting: none. Motion carried.

Lausterer reported the agreement for utilities to purchase natural gas from PEFA, Inc. and issuance of bonds by PEFA has been reviewed by the City Attorney's office and Gilmore and Bell, the City's bond counsel, for compliance with Nebraska laws. There is no risk to the City's bond standing or obligation as debtor on the bond. Gilmore and Bell will issue a letter of compliance and approval. Bill Lindley of Clayton Energy reported on the number of municipalities participating and the possible discounts available.

The following resolution, **Resolution No. 2018-33**, was introduced by Tyler who moved for approval, seconded by Krejci:

"WHEREAS, the City is a Member of the Public Energy Facilities Authority pursuant to that certain Amended and Restated Agreement Establishing the Public Energy Facilities Authority dated as of June 1, 2008 as an Iowa joint powers agency (the "Agency") organized under Chapter 28E of the Iowa Code (the "Agency Agreement"), and in connection with the undertakings described therein, the City previously approved the formation of PEFA, Inc., an Iowa non-profit corporation ("PEFA, Inc."), and approved the form of a Gas Supply Contract for a gas purchase transaction which did not go forward; and

WHEREAS, the City is desirous of proceeding with a gas purchase transaction as further described herein; and

WHEREAS, PEFA, Inc. is a non-profit corporation duly organized and existing under the laws of the State of Iowa and, in particular, Iowa Code Chapter 504, as amended from time to time; and

WHEREAS, PEFA, Inc. has planned and developed a project to acquire long-term gas supplies from J. Aron & Company LLC, a New York limited liability company and an affiliate of The Goldman Sachs Group, Inc., pursuant to a Prepaid Natural Gas Sales Agreement, to meet a portion of the requirements of the City of Wahoo, Nebraska (the "Gas Purchaser"), and other public gas distribution systems that elect to participate (each, a "Project Participant", and collectively, the "Project Participants") through a prepayment (the "Prepaid Project"); and

WHEREAS, PEFA, Inc. will issue its Gas Project Revenue Bonds, Series 2018 (the "PEFA, Inc. Bonds") to finance the acquisition of gas supplies under the Prepaid Project; and

WHEREAS, PEFA, Inc. will sell all the gas purchased under the Prepaid Project to the Project Participants; and

WHEREAS, Gas Purchaser is a public body and political subdivision organized and existing under and by virtue of the constitution and laws of the State of Nebraska, acting by and through its City Council; and

WHEREAS, Gas Purchaser has determined that it is in the best interest of its

customers to be a Project Participant and thereby purchase a portion of Gas Purchaser's natural gas requirements from PEFA, Inc. pursuant to a natural gas supply contract to be entered into by PEFA, Inc. and Gas Purchaser (the "Gas Supply Agreement"); and

WHEREAS, under the Gas Supply Agreement, Gas Purchaser will agree to purchase from PEFA, Inc. the amounts of gas specified in the Gas Supply Agreement, at the prices specified in the Gas Supply Agreement, for a term specified in the Gas Supply Agreement; and

WHEREAS, the PEFA, Inc. Bonds will be issued pursuant to a Trust Indenture between PEFA, Inc. and a corporate trustee (the "Indenture") and purchased by the underwriters or original purchasers of the PEFA, Inc. Bonds (the "Underwriters") pursuant to one or more bond purchase agreements or similar agreements; and

WHEREAS, PEFA, Inc. will pledge to the payment of the PEFA, Inc. Bonds certain assets of PEFA, Inc., including the Gas Supply Agreement between PEFA, Inc. and Gas Purchaser; and

WHEREAS, Gas Purchaser shall have no financial liability with respect to the PEFA, Inc. Bonds, and Gas Purchaser's only obligations relating to the Prepaid Project herein shall be as set forth in the Gas Supply Agreement; and

WHEREAS, in order to authorize the purchase of natural gas from PEFA, Inc. and the execution of the Gas Supply Agreement, to consent to the pledge of the Gas Supply Agreement to secure the PEFA, Inc. Bonds, to authorize the sale of the gas purchased from PEFA, Inc., and to authorize and take such other necessary and appropriate action in furtherance of the Prepaid Project, Gas Purchaser adopts this Resolution.

NOW, THEREFORE, BE IT HEREBY RESOLVED by the City Council of the City of Wahoo, Nebraska (the "Governing Body"), as follows:

SECTION 1: Gas Purchaser is authorized to enter into a Gas Supply Agreement with PEFA, Inc., pursuant to which Gas Purchaser will purchase natural gas from PEFA, Inc. as provided in the Gas Supply Agreement. The Gas Supply Agreement shall (a) have a term of not greater than 366 months, (b) provide for the purchase by Gas Purchaser of not more than 745 MMBtu per day, and (c) provide for a projected minimum savings (prior to payment of the project administration fee as set forth in the Gas Supply Agreement) through monthly and annual discounts of not less than 35 cents per MMBtu to Gas Purchaser for the initial rate period and not less than 24 cents per MMBtu in any reset period, unless Gas Purchaser elects to purchase gas at a lesser discount during any reset period, as set forth in the Gas Supply Agreement. Gas Purchaser's obligation to make payments under the Gas Supply Agreement shall be an operating expense of its municipal gas utility, and is payable solely from the revenues of its gas system and other monies legally available, and is not a general obligation of the City or a debt or charge against the City within the meaning of any constitutional or statutory debt limit provision.

SECTION 2: The Gas Supply Agreement shall be in substantially the form submitted and attached hereto as Exhibit A, which such form is hereby approved, with such completions, deletions, insertions, revisions, and other changes as may be approved by the officers executing same with the advice of counsel, their execution to constitute conclusive evidence of their approval of any such changes.

SECTION 3: The gas purchased by Gas Purchaser from PEFA, Inc. shall be resold by Gas Purchaser to its retail customers in its service area, pursuant to published tariffs or pursuant to qualified requirements contracts approved by special tax counsel to PEFA, Inc.

SECTION 4: The Mayor (the "Authorized Officer") is hereby authorized to execute and deliver the Gas Supply Agreement and the City Clerk (the "Attesting Officer") is hereby authorized to attest the Gas Supply Agreement.

SECTION 5: The officers, employees, and agents of Gas Purchaser (including, without limitation, Clayton Energy) are hereby authorized and directed to take such actions and do all things necessary to cause the purchase of said gas to take place, including the payment of all amounts required to be paid in order to purchase the gas in accordance with the Gas Supply Agreement.

SECTION 6: The Governing Body approves the Prepaid Project undertaken by PEFA, Inc. and the portion of the PEFA, Inc. Bonds issued by PEFA, Inc. on behalf of the Gas Purchaser, and consents to the pledge of all of PEFA, Inc.'s right, title and interest under the Gas Supply Agreement, including the right to receive performance by Gas Purchaser of its obligations thereunder, to secure the payment of principal of and interest on the PEFA, Inc. Bonds.

SECTION 7: The officers and employees of Gas Purchaser, as well as any other agent or representative of Gas Purchaser, are hereby authorized and directed to cooperate with and provide PEFA, Inc., the underwriters of the PEFA, Inc. Bonds, and their agents and representatives with such information relating to Gas Purchaser as is necessary for use in the preparation and distribution of a preliminary official statement or other disclosure document used in connection with the sale of the PEFA, Inc. Bonds. After the PEFA, Inc. Bonds have been sold, any officer or employee of Gas Purchaser, or any agent or representative designated by Gas Purchaser, shall make such completions, deletions, insertions, revisions, and other changes in the preliminary official statement relating to Gas Purchaser not inconsistent with this Resolution as are necessary or desirable to complete it as a final official statement for purposes of Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"). The Governing Body hereby covenants and agrees that Gas Purchaser will cooperate with PEFA, Inc. in the discharge of PEFA, Inc.'s obligations to provide annual financial and operating information and notification as to material events with respect to Gas Purchaser as may be required by the Rule. Any officer or any employee of Gas Purchaser, or such other agent or representative of Gas Purchaser as shall be appropriate, is hereby authorized and directed to provide such information as shall be required for such compliance, and the Mayor or City Clerk may execute a continuing disclosure agreement with respect to the provision of such information if requested to do

so by the underwriters of the PEFA, Inc. Bonds.

SECTION 8: The PEFA, Inc. Bonds are not obligations of Gas Purchaser but are special limited obligations of PEFA, Inc. payable solely from the revenues and receipts pledged by PEFA, Inc. under the Indenture, including the revenues and receipts arising from the sale of gas to Project Participants. By consenting to the pledge of the Gas Supply Agreement and agreeing to provide information for inclusion in the official statement, Gas Purchaser is not incurring any financial liability with respect to the PEFA, Inc. Bonds. The principal, redemption price and purchase price (to the extent payable by PEFA, Inc. upon tender for purchase in accordance with the provisions of the financing documents authorizing issuance of the PEFA, Inc. Bonds, or any loan agreement, trust agreement or other agreements of PEFA, Inc. required thereby (the "Financing Documents")) of the PEFA, Inc. Bonds and the interest thereon, shall be payable solely from, and secured solely by, the revenues, funds and other assets of PEFA, Inc. pledged therefor under the applicable Financing Documents and shall not constitute a special or general obligation of the City, or a charge against the general credit or other funds of the City. The PEFA, Inc. Bonds shall not be secured by a legal or equitable pledge of, or lien or charge upon or security interest in, any property of the City or any of its income or receipts. Neither the faith and credit nor the taxing power of the State of Nebraska (the "State") or the City or any other public agency shall be pledged to the payment of the principal, redemption price or purchase price of, or the interest on, the PEFA, Inc. Bonds. The issuance by PEFA, Inc. of the PEFA, Inc. Bonds shall not directly, indirectly or contingently obligate the State, or the City or any other public agency, to levy or pledge any form of taxation or to make any appropriation for the payment of the PEFA, Inc. Bonds. The payment of the principal, redemption price or purchase price of, or interest on, the PEFA, Inc. Bonds shall not constitute a debt, liability or obligation of the State, the City, or any other public agency.

SECTION 9: All acts and doings of the officers and employees of Gas Purchaser or any other agent or representative of Gas Purchaser which are in conformity with the purposes and intent of this Resolution and in furtherance of the execution and delivery of and performance under the Gas Supply Agreement, and in furtherance of the issuance and sale of the PEFA, Inc. Bonds, shall be and the same hereby are in all respects approved and confirmed, including without limitation the execution and delivery by the officers of Gas Purchaser of all certificates and documents as they shall deem necessary in connection with the Gas Supply Agreement and the PEFA, Inc. Bonds.

SECTION 10. Pursuant to Article Sixteen of the Agency Agreement, Gas Participant hereby withdraws from the Agency and the Agency Agreement and the Mayor and the City Clerk are hereby authorized and directed to execute and deliver to the Agency a Notice of Withdrawal in substantially the form attached hereto as Exhibit B.

SECTION 11: If any section, paragraph or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 12: All other resolutions or orders, or parts thereof, in conflict with the provisions

of this Resolution are, to the extent of such conflict, hereby repealed and this Resolution shall be in immediate effect from and after its adoption.

SECTION 13: This Resolution shall take effect immediately upon its adoption.”

Roll call vote: Tyler, yes; Krejci, yes; Rappl, yes; Dunbar, yes; Lawver, yes; and Kavan, no. Absent and not voting: none. Motion carried.

The Mayor indicated the next item of business is consideration of Ordinance No. 2290, which includes the residency requirement for the City Administrator and was approved on second reading on October 11, 2018.

Ordinance No. 2290 was introduced by Dunbar entitled: AN ORDINANCE OF THE CITY OF WAHOO TO AMEND TITLE III: ADMINISTRATION, CHAPTER 31, PERTAINING TO CITY ADMINISTRATOR/CLERK/TREASURER POSITION. The Mayor then instructed the Clerk to read Ordinance No. 2290 of the City of Wahoo, Nebraska. The Clerk thereupon read the aforesaid Ordinance No. 2290 by title.

Council Member Dunbar moved that Ordinance No. 2290 be approved and passed on its third and final reading, and its title agreed to. Council Member Krejci seconded the motion. The Mayor instructed the Clerk to call the roll for the vote and the following was the vote on this motion: Dunbar, yes; Krejci, yes; Rappl, yes; Lawver, yes; Kavan, no; and Tyler, yes. Absent and not voting: none. Motion carried.

The passage and adoption of said Ordinance having been concurred then by a majority of all members of the Council, the Mayor declared the Ordinance adopted and, in the presence of the Council, signed and approved the Ordinance and Clerk attested the passage and approval of the same and affixed signatures thereto. The Mayor ordered the Ordinance to be published in pamphlet form and that said Ordinance be kept in a separate and distinct Ordinance volume record, and that said and distinct Volume be incorporated and made a part of these proceedings the same as though it was read at large herein.

The Mayor indicated the next item of business is consideration of Ordinance No. 2291, which was approved on second reading on October 11, 2018. He reported staff requested that reorganization of the board occur in January, rather than in December of each year.

Ordinance No. 2291 was introduced by Lawver entitled: AN ORDINANCE OF THE CITY OF WAHOO TO AMEND TITLE III: ADMINISTRATION, CHAPTER 33, BOARDS, COMMISSIONS, AND COMMITTEES, IN PARTICULAR SECTION 33.07 PERTAINING TO THE BOARD OF PUBLIC WORKS. The Mayor then instructed the Clerk to read Ordinance No. 2291 of the City of Wahoo, Nebraska. The Clerk thereupon read the aforesaid Ordinance No. 2291 by title.

Motion by Tyler to amend the proposed Ordinance No. 2291 to provide for reorganization in January of each year, rather than in December. Motion seconded by Lawver. Roll call vote: Tyler, yes; Lawver, yes; Kavan, yes; Dunbar, yes; Rappl, yes; and Krejci, yes. Absent and not voting: none. Motion carried.

Council Member Lawver moved that Ordinance No. 2291 as amended be approved and passed on its third and final reading, and its title agreed to. Council Member Rappl seconded the motion. The Mayor instructed the Clerk to call the roll for the vote and the following was the vote on this motion: Lawver, yes; Rappl, yes; Dunbar, yes; Kavan, no; Tyler, yes; and Krejci, yes. Absent and not voting: none. Motion

carried.

The passage and adoption of said Ordinance having been concurred then by a majority of all members of the Council, the Mayor declared the Ordinance adopted and, in the presence of the Council, signed and approved the Ordinance and Clerk attested the passage and approval of the same and affixed signatures thereto. The Mayor ordered the Ordinance to be published in pamphlet form and that said Ordinance be kept in a separate and distinct Ordinance volume record, and that said and distinct Volume be incorporated and made a part of these proceedings the same as though it was read at large herein.

No audience comments presented.

Motion by Dunbar, seconded by Kavan, to adjourn at 8:02 p.m.

Approved:

Lucinda Morrow, Deputy Clerk

Loren L. Lindahl, Mayor