

Three colleges.
Thousands of opportunities.



FACILITIES CORPORATION
Board of Directors
Special Meeting Notice

In compliance with the provisions of Neb. Rev. Stat. Section 84-1411, printed notice is hereby given that a special meeting of the Board of Directors of the Nebraska State Colleges Facilities Corporation will convene at Chadron State College in Chadron Nebraska immediately following the Board of Trustees meeting (approximately 10:00 a.m.) on September 6, 2013.

This notice and accompanying agenda are being distributed to members of the Board of Trustees, the presidents of the state colleges, the Associated Press and selected Nebraska newspapers.

-- NOT A PAID NOTICE --

**Board of Directors
Nebraska State Colleges Facilities Corporation**

AGENDA

**September 6, 2013
Chadron State College**

1. Roll Call
2. Approval of Agenda
3. Election of Officers
4. Approval of Minutes from November 16, 2012
5. Approval of a Resolution Authorizing and Adopting a Bond Resolution for the Issuance of Deferred Maintenance Bonds, Series 2013; Authorizing a Financing Agreement, a Tax Compliance Agreement, and a Bond Purchase Agreement; and Approving the Use of Preliminary and Final Official Statements
6. Adjournment

Facilities Corporation

*Michelle Suarez
Gary Bieganski
John Chaney
Bob Engles
Cap Peterson
Bill Roskens
Scott Swisher*

September 6, 2013

ACTION: Election of Officers for Facilities Corporation

The following officers were selected at the June 25, 2013 Board meeting to serve both the Board of Trustees and the Facilities Corporation.

President	Michelle Suarez
Vice President	Gary Bieganski

The remaining officers, to be approved for 2013-14 are the Chancellor and the Vice Chancellor for Finance and Administration, to serve as:

Secretary-Treasurer	Stan Carpenter
Managing Officer	Carolyn Murphy

THE NEBRASKA STATE COLLEGE SYSTEM FACILITIES CORPORATION

**November 16, 2012
LINCOLN, NEBRASKA**

MINUTES

A meeting of the Nebraska State College System Facilities Corporation was called to order at 9:18 a.m. on Friday, November 16, 2012, at Wayne State College, Wayne, Nebraska by President, Cap Peterson.

Directors present were: Cap Peterson, President, Wayne; Gary Bieganski, Chadron; Bob Engles, Auburn; Bill Roskens, Omaha; Michelle Suarez, Lincoln; and Larry Teahon, Chadron.

Other corporation officers in attendance were: Carolyn Murphy, Managing Officer, Lincoln and Stan Carpenter, Secretary-Treasurer, Lincoln.

APPROVAL OF THE AGENDA

The meeting agenda was unanimously approved.

APPROVAL OF MINUTES

The minutes of the November 4, 2011 meeting were unanimously approved.

AUDIT REPORT

The audit report for the Facilities Corporation for the period from July 1, 2011 to June 30, 2012 was unanimously accepted.

ANNUAL REPORT

The Facilities Corporation annual report was unanimously approved. Carolyn Murphy, Managing Officer, summarized the projects outlined in the report.

ADJOURNMENT – The meeting was adjourned at 9:27 a.m.

Respectfully submitted,

Carolyn Murphy
Managing Officer

ACTION: Approve Resolution Authorizing and Adopting and Bond Resolution for the Issuance of Building Bonds, Series 2014; Authorizing a Financing Agreement, a Tax Compliance Agreement, a Bond Purchase Agreement and Inducement Letter; and Approving the Use of Preliminary and Final Official Statements

In concert with the work done by the Board of Trustees to prepare for bond funding for Building Bonds, Series 2014, the Nebraska State Colleges Facilities Corporation needs to execute certain actions by approving a resolution (attached).

The Bond Resolution authorizes the issuance of “not to exceed \$16,000,000 aggregate principal amount” of The Nebraska State Colleges Facilities Corporation Building Bonds, Series 2014. Also as part of the documents, the Secretary/Treasurer of the Corporation is authorized to approve the sale of the Bonds at a true interest cost not to exceed 3.30%.

Proceeds from the bond issue will be used in accordance with LB198 (2013) to provide funding for the construction of the Chadron State College Rangeland Center, Phase II, and the renovation of the Wayne State College U.S. Conn Library.

Scott Keene from Ameritas (NSCS bond underwriter) will be at the September meeting and will provide answers to any questions at that time.

RESOLUTION

I.

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE NEBRASKA STATE COLLEGES FACILITIES CORPORATION (the “**Corporation**”) that the Financing Agreement between the Corporation and The Board of Trustees of the Nebraska State Colleges (the “**Board**”) dated the date determined jointly by the Secretary/Treasurer of the Corporation and the Chancellor of the Nebraska State Colleges with respect to financing the Rangeland Center and U.S. Conn Library projects of the State Colleges authorized by Legislative Bill 198, One Hundred Third Legislature (the “**Project**”), in the form attached hereto as **Exhibit A** and made a part hereof by reference, is hereby approved, adopted, ratified and affirmed, together with such changes, additions, deletions or modifications as the President of the Corporation, Corporation counsel and bond counsel shall approve as being in the best interests of the Corporation.

II.

BE IT FURTHER RESOLVED BY THE CORPORATION that the Bond Resolution dated the date determined by the Secretary/Treasurer of the Corporation (the “**Bond Resolution**”) authorizing the issuance of not to exceed \$16,000,000 aggregate principal amount of the Corporation’s Building Bonds (Rangeland Center and U.S. Conn Projects), Series 2014 dated the date determined by the Secretary/Treasurer of the Corporation (the “**Bonds**”), in the form attached hereto as **Exhibit B** and made a part hereof by reference, is hereby approved, adopted, ratified and affirmed, together with such changes, additions, deletions or modifications as the President of the Corporation, Corporation counsel and bond counsel shall approve as being in the best interests of the Corporation. The Secretary/Treasurer, on behalf of the Corporation, is hereby authorized and directed to approve the aggregate principal amount of Bonds to be issued (not to exceed \$16,000,000) and the principal maturities, interest rates and redemption provisions thereof and to take all necessary actions and execute all necessary documents to effect the sale of the Bonds.

III.

BE IT FURTHER RESOLVED BY THE CORPORATION that the Secretary/Treasurer of the Corporation is hereby authorized and directed to approve the sale of the Bonds on behalf of the Corporation by negotiated sale at a true interest cost not to exceed 3.30% to Ameritas Investment Corp. (the “**Underwriter**”) pursuant to (a) a Bond Purchase Agreement between the Corporation and the Underwriter and (b) an Inducement Letter from the Board to the Corporation and the Underwriter, each dated the date determined jointly by the Secretary/Treasurer of the Corporation and the Chancellor, in the forms presented to the Corporation as **Exhibit C** and **Exhibit D**, respectively, and made a part hereof by this reference, which Bond Purchase Agreement and Inducement Letter are hereby adopted, ratified, affirmed and approved, together with such changes or modifications as the President, Corporation counsel and bond counsel shall approve as being in the best interests of the Corporation.

IV.

BE IT FURTHER RESOLVED BY THE CORPORATION that the Preliminary Official Statement of the Corporation with respect to the Bonds, dated the date determined jointly by the Secretary/Treasurer of the Corporation and the Chancellor in the form presented to the Corporation as **Exhibit E**, together with such changes or modifications as the President of the Corporation, Corporation counsel and bond counsel shall approve, and the final Official Statement to be dated as of the date of sale with respect to the Bonds, which final Official Statement shall include the terms of the Bonds, are hereby approved and authorized for delivery to the purchasers of the Bonds.

V.

BE IT FURTHER RESOLVED BY THE CORPORATION that the Tax Compliance Agreement dated the date determined jointly by the Secretary/Treasurer of the Corporation and the Chancellor among the Board, the Corporation and the trustee named in the Bond Resolution to satisfy the requirements of Internal Revenue Code of 1986, as amended, and the applicable regulations thereunder with respect to the Bonds in the form attached hereto as **Exhibit F** and made a part hereof by reference, is hereby approved, adopted, ratified and affirmed, together with such changes, additions, deletions or

modifications as the President of the Corporation, Corporation counsel and bond counsel shall approve as being in the best interests of the Corporation.

VI.

BE IT FURTHER RESOLVED BY THE CORPORATION that the directors and officers of the Corporation, or any of them, be, and they hereby are, and each of them hereby is, authorized and directed to take any and all action including the execution of all papers, certificates, receipts and documents, as they or any of them may deem necessary or desirable to effectuate, in accordance with the terms of this Resolution, the delivery and payment for the Bonds.

VII.

BE IT FURTHER RESOLVED BY THE CORPORATION that all actions heretofore taken for or on behalf of, or in the name of the Corporation, by any of the directors or officers thereof with respect to the authorization or offering for sale of the Bonds are hereby validated, ratified and confirmed.

ADOPTED: September 6, 2013

**NEBRASKA STATE COLLEGES
FACILITIES CORPORATION**

By: _____
Board Chair