

**The City of Gretna, in the State of Nebraska**  
**Notice Filing – Tender Offer**  
**Dated June 10, 2024**

This Tender Offer Notice Filing is an event described in Securities and Exchange Act Rule 15c2-12, as amended. The Issuer provides this information as it may be material to the financial evaluation of one or more obligations of the Issuer.

**Issuer:** The City of Gretna, in the State of Nebraska

**Bond Issue:** General Obligation Refunding Bonds (Taxable Interest), Series 2021C

<b>CUSIP Numbers:</b>	397802 PN3	397802 PT0	397802 PX1
	397802 PP8	397802 PU7	397802 PY9
	397802 PQ6	397802 PV5	397802 PZ6
	397802 PR4	397802 PW3	397802 QA0
	397802 PS2		

**Type of Information:** Invitation to Tender Bonds

The Issuer is inviting holders of the above CUSIP numbers to tender bonds for purchase by the Issuer pursuant to the terms and conditions set forth in the attached invitation.

This filing is not an event filing for a defeasance or bond call.

The Issuer is providing this Notice Filing with the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access (“EMMA”) system.

The City of Gretna, Nebraska  
Gretna, Nebraska

**INVITATION TO TENDER BONDS**  
made by  
**THE CITY OF GRETNA, IN THE STATE OF NEBRASKA**  
to the Holders described herein of all or any portion of the maturities listed on page (i) herein of:

**THE CITY OF GRETNA, IN THE STATE OF NEBRASKA**  
**General Obligation Refunding Bonds (Taxable Interest), Series 2021C**

THIS INVITATION WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON JUNE 25, 2024,  
UNLESS THE INVITATION IS EARLIER TERMINATED OR EXTENDED AS DESCRIBED HEREIN.  
See “TERMS OF THE TENDER OFFER” herein.

This Invitation to Tender Bonds, dated June 10, 2024 (as it may be amended or supplemented, this “*Tender Offer*”), describes an invitation by The City of Gretna, in the State of Nebraska (the “*City*” or the “*Issuer*”), with the assistance of D.A. Davidson & Co., as dealer manager (the “*Dealer Manager*”), to the beneficial owners (the “*Holders*” or “*Bondholders*”) of the City’s General Obligation Refunding Bonds (Taxable Interest), Series 2021C (the “*Bonds*”) to tender their Bonds for purchase at the offer prices to be set forth in the Pricing Notice, which is expected to be dated on or about June 17, 2024 (as it may be amended and supplemented, the “*Pricing Notice*” a form of which is attached hereto as APPENDIX A), plus accrued interest on the Bonds tendered and accepted for purchase (“*Accrued Interest*”) to but not including the Settlement Date (as hereinafter defined) for the offer price. The offer price will be based on a fixed spread set forth in the Pricing Notice to be added to the yields on certain benchmark United States Treasury Securities, plus Accrued Interest to but not including the Settlement Date.

Subject to the terms and conditions of this Tender Offer, the City may agree to purchase Bonds on June 28, 2024, unless extended by the City (such date being the “*Settlement Date*”), assuming all conditions to this Tender Offer have then been satisfied or waived by the City; provided that such Bonds have been validly tendered for purchase by the Expiration Date, and accepted, as described herein. See “**TERMS OF THE TENDER OFFER—Acceptance of Tenders for Purchase.**” Bondholders whose Bonds are accepted for purchase will receive the Purchase Price and Accrued Interest on such Bonds on the Settlement Date. The source of funds to purchase the Bonds pursuant to this Tender Offer will be cash funds of the City. The purchase of the Bonds tendered and accepted for purchase pursuant to this Tender Offer is subject to certain other conditions. See “**INTRODUCTION—General**” and “**TERMS OF THE TENDER OFFER—Conditions to Purchase**” herein.

**HOLDERS OF BONDS WHO DO NOT TENDER THEIR BONDS, AS WELL AS HOLDERS OF BONDS WHO TENDER BONDS FOR PURCHASE THAT THE CITY DOES NOT ACCEPT FOR PURCHASE, WILL CONTINUE TO HOLD SUCH BONDS (THE “UNTENDERED BONDS”) AND SUCH UNTENDERED BONDS WILL REMAIN OUTSTANDING. THE CITY RESERVES THE RIGHT TO, AND MAY DECIDE TO, REFUND (ON AN ADVANCE OR CURRENT BASIS) SOME OR ALL OF THE UNTENDERED BONDS THROUGH THE ISSUANCE OF PUBLICLY-OFFERED OR PRIVATELY-PLACED TAXABLE OR TAX-EXEMPT BONDS OF THE CITY.** See “**INTRODUCTION—Bonds Not Tendered for Purchase**” and “**ADDITIONAL CONSIDERATIONS**” herein.

To make an informed decision as to whether, and how, to tender Bonds for purchase pursuant to this Tender Offer, Bondholders must read this Tender Offer carefully, and consult with their broker, account executive, financial advisor, attorney and/or other professionals. For more information about risks concerning this Tender Offer, please see “**ADDITIONAL CONSIDERATIONS**” herein.

Any Bondholder wishing to tender Bonds should follow the procedures more specifically described herein. Bondholders and their brokers and account executives with questions about this Tender Offer should contact the Dealer Manager or the Information Agent.

**Key Dates and Times**

*All of these dates and times are subject to change. All times are New York City time. Notices of changes will be sent in the manner provided for in this Tender Offer.*

Launch Date	June 10, 2024
Pricing Notice	On or about June 17, 2024
Expiration Date	5:00 p.m. on June 25, 2024
Determination of Purchase Price	10:00 a.m. on June 26, 2024
Notice of Purchase Price	June 26, 2024
Acceptance Date	June 26, 2024
Settlement Date	June 28, 2024

The Dealer Manager for this Tender Offer is:  
**D.A. Davidson & Co.**

The Information Agent and Tender Agent for this Tender Offer is:  
**Globic Advisors Inc.**

## BONDS SUBJECT TO THE TENDER OFFER

### General Obligation Refunding Bonds (Taxable Interest), Series 2021C

CUSIP	Maturity Date	Interest Rate	Outstanding Principal Amount	Benchmark Treasury Security	Indicative Fixed Spreads <sup>†</sup>
397802 PN3	09/15/2024	0.914%	\$ 830,000	4.875% UST maturing 05/31/2026 CUSIP 91282C KS9	0
397802 PP8	09/15/2025	1.291	1,510,000	4.875% UST maturing 05/31/2026 CUSIP 91282C KS9	0
397802 PQ6	09/15/2026	1.451	1,435,000	4.875% UST maturing 05/31/2026 CUSIP 91282C KS9	0
397802 PR4	09/15/2027	1.630	1,465,000	4.500% UST maturing 05/15/2027 CUSIP 91282C KR1	0
397802 PS2	09/15/2028	1.830	1,495,000	4.500% UST maturing 05/31/2029 CUSIP 91282C KT7	0
397802 PT0	09/15/2029	1.916	1,720,000	4.500% UST maturing 05/31/2029 CUSIP 91282C KT7	0
397802 PU7	09/15/2030	2.016	1,750,000	4.625% UST maturing 05/31/2031 CUSIP 91282C KU4	0
397802 PV5	09/15/2031	2.116	1,770,000	4.625% UST maturing 05/31/2031 CUSIP 91282C KU4	0
397802 PW3	09/15/2032	2.216	1,810,000	4.375% UST maturing 05/15/2034 CUSIP 91282C KQ3	1
397802 PX1	09/15/2033	2.366	1,860,000	4.375% UST maturing 05/15/2034 CUSIP 91282C KQ3	9
397802 PY9	09/15/2034	2.466	1,910,000	4.375% UST maturing 05/15/2034 CUSIP 91282C KQ3	17
397802 PZ6	09/15/2035	2.566	2,130,000	4.375% UST maturing 05/15/2034 CUSIP 91282C KQ3	25
397802 QA0	09/15/2036	2.666	2,755,000	4.375% UST maturing 05/15/2034 CUSIP 91282C KQ3	33

<sup>†</sup>Term Bonds

<sup>†</sup>Indicative Fixed Spreads and Benchmark Treasury Securities are preliminary and subject to change. Actual Fixed Spreads and Benchmark Treasury Securities will appear in the Pricing Notice.

## PROVISIONS APPLICABLE TO THE TENDER OFFER

On or about June 17, 2024, the Pricing Notice will be made available: (i) at the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website, currently located at <http://emma.msrb.org> (the “EMMA Website”), using the CUSIP numbers for the Bonds listed in the “Bonds Subject to the Tender Offer” table above; (ii) to The Depository Trust Company (“DTC”) and to the DTC participants holding the Bonds (as shown in a securities position report obtained by the Information Agent and Tender Agent); and (iii) by posting electronically on the website of the Information Agent at [www.globic.com/gretna](http://www.globic.com/gretna).

On or about June 26, 2024, the Notice of Purchase Price will be made available: (i) on the EMMA Website, using the CUSIP numbers for the Bonds listed in the “Bonds Subject to the Tender Offer” table above; (ii) to DTC and to the DTC participants holding the Bonds (as shown in a securities position report obtained by the Information Agent and Tender Agent); and (iii) by posting electronically on the website of the Information Agent at [www.globic.com/gretna](http://www.globic.com/gretna).

This Tender Offer will be made available: (i) on the EMMA Website, using the CUSIP numbers for the Obligations listed in the “Obligations Subject to the Tender Offer” table in this Tender Offer; (ii) to DTC and to the DTC participants holding the Obligations (as shown in a securities position report obtained by the Information Agent and Tender Agent); and (iii) by posting electronically on the website of the Information Agent at [www.globic.com/gretna](http://www.globic.com/gretna).

The consummation of this Tender Offer is also subject to certain conditions, including, without limitation, the Conditions to Purchase, as defined herein. See “INTRODUCTION—General” and “TERMS OF THE TENDER OFFER—Conditions to Purchase” herein.

## IMPORTANT INFORMATION

*This Tender Offer and other information with respect to this Tender Offer is and will be available from D.A. Davidson & Co. (the “Dealer Manager”) and Globic Advisors Inc. (the “Information Agent”) at <http://emma.msrb.org> and [www.globic.com/gretna](http://www.globic.com/gretna). Bondholders wishing to tender their Bonds for purchase pursuant to this Tender Offer should follow the procedures described in this Tender Offer. Pursuant to this Tender Offer, the City may accept offers to tender Bonds in accordance with the procedures and the restrictions set forth in this Tender Offer. The City reserves the right to cancel or modify this Tender Offer at any time on or prior to the Expiration Date, and reserves the right to make a future tender offer at prices different than the prices described herein and in the Pricing Notice, in its sole discretion. The City will have no obligation to accept tendered Bonds for purchase. In addition, the City will have no obligation to purchase Bonds accepted for purchase if cancellation or modification occurs or any other conditions set forth herein are not satisfied. The City further reserves the right to accept nonconforming tenders or waive irregularities in any tender. The City also reserves the right in the future to refund (on an advance or current basis) any remaining portion of outstanding Bonds through the issuance of publicly-offered or privately-placed bonds. The consummation of this Tender Offer is subject to certain other conditions that are anticipated to occur after the Expiration Date but prior to the Settlement Date, as described herein.*

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THIS TENDER OFFER OR PASSED UPON THE FAIRNESS OR MERITS OF THIS TENDER OFFER OR UPON THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED IN THIS TENDER OFFER. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

In any jurisdictions where the securities, “blue sky” or other laws require this Tender Offer to be distributed through a licensed or registered broker or dealer, this Tender Offer shall be deemed to be distributed on behalf of the City through the Dealer Manager or one or more registered brokers or dealers licensed under the laws of that jurisdiction.

References to website addresses herein are for informational purposes only and may be in the form of a hyperlink solely for the reader’s convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not a part of, this Tender Offer.

No dealer, salesperson or other person has been authorized to give any information or to make any representation not contained in this Tender Offer and, if given or made, such information or representation may not be relied upon as having been authorized by the City.

The delivery of this Tender Offer shall not under any circumstances create any implication that any information contained herein is correct as of any time subsequent to the date hereof or that there has been no change in the information set forth herein or in any attachments hereto or materials delivered herewith or in the affairs of the City since the date hereof. The information contained in this Tender Offer is as of the date of this Tender Offer only and is subject to change, completion, or amendment without notice.

Certain statements included or incorporated by reference into this Tender Offer constitute “forward-looking statements.” Such statements are generally identifiable by the terminology used such as “forecast,” “plan,” “expect,” “estimate,” “budget” or similar words. The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The City does not plan to issue any updates or revisions to those forward-looking statements if or when changes to its expectations, or events, conditions or circumstances on which such statements are based, occur.

This Tender Offer contains important information which should be read in its entirety before any decision is made with respect to this Tender Offer.

**TABLE OF CONTENTS**

	<b><u>Page</u></b>
SUMMARY .....	1
Purpose of Tender Offer.....	1
Purchase Price .....	1
Untendered Bonds .....	1
Important Information .....	1
Dealer Manager and Information Agent Contact Information .....	2
INTRODUCTION .....	2
General.....	2
Consideration for the Tender Offer.....	4
Source of Funds to Pay Purchase Price and Accrued Interest on Bonds Purchased.....	4
Brokerage Commissions and Solicitation Fees .....	4
Bonds Not Tendered for Purchase .....	4
CERTAIN INFORMATION ABOUT THE CITY	
Background .....	5
Incorporation of Certain Information by Reference .....	5
TERMS OF THE TENDER OFFER .....	6
Expiration Date.....	6
Offers Only Through the City’s ATOP Account.....	6
Information to Bondholders.....	6
Minimum Denominations and Consideration.....	7
Accrued Interest .....	7
Provisions Applicable to All Tenders.....	7
Representations by Tendering Bondholders to the City .....	8
Tender of Bonds by Financial Institutions; City’s ATOP Account.....	9
Determinations as to Form and Validity of Tender Offer; Right of Waiver and Rejection.....	10
Amendment or Withdrawals of Tenders Prior to an Expiration Date.....	10
Acceptance of Tenders for Purchase .....	10
Acceptance of Tenders Constitutes Irrevocable Agreement; Notice of Results .....	11
Settlement Date .....	11
Purchase and Accrued Interest Funds.....	12
Conditions to Purchase.....	12
Extension, Termination and Amendment of the Tender Offer; Changes to Terms .....	13
AVAILABLE INFORMATION .....	14
ADDITIONAL CONSIDERATIONS.....	14
The City May Later Acquire Bonds at More Favorable Prices with More Favorable Terms Than Those Offered Pursuant to this Tender Offer.....	14
Timeliness of Offers .....	15
Acceptance Date.....	15
SUMMARY OF CERTAIN FEDERAL INCOME TAX CONSEQUENCES .....	15
DEALER MANAGER .....	16
INFORMATION AGENT AND TENDER AGENT .....	17
MISCELLANEOUS .....	17
APPENDIX A: Form of Pricing Notice	

**INVITATION TO TENDER BONDS**  
made by

**THE CITY OF GRETNA, IN THE STATE OF NEBRASKA**  
to the Holders described herein of all or any portion of the maturities listed on page (i) herein of:

**THE CITY OF GRETNA, IN THE STATE OF NEBRASKA**  
General Obligation Refunding Bonds (Taxable Interest), Series 2021C

**SUMMARY**

**Purpose of Tender Offer**

The City of Gretna, in the State of Nebraska (the “City” or the “Issuer”) is inviting the beneficial owners (the “Holders” or “Bondholders”) of the outstanding bonds of the City’s General Obligation Refunding Bonds (Taxable Interest), Series 2021C (the “Bonds”), together with the assistance of D.A. Davidson & Co., as dealer manager (the “Dealer Manager”), to tender their Bonds for purchase by the City for cash. This Invitation to Tender Bonds dated June 10, 2024 (including all appendices, amendments, and supplements thereto, the “Tender Offer”) is subject solely to the terms and conditions herein.

The City intends to purchase those Bonds tendered and accepted pursuant to the Tender Offer using cash on hand of the City.

**Purchase Price**

The fixed spreads and purchase prices listed in the Tender Offer are subject to change. On or about June 17, 2024, the City expects to publish the Pricing Notice (as described below), which will confirm or amend the fixed spreads and benchmark securities to be used in determining the prices to be paid by the City for each CUSIP for the Bonds, if any, purchased pursuant to the Tender Offer.

**Untendered Bonds**

Bondholders who do not tender their Bonds pursuant to the Tender Offer, as well as Bondholders who tender Bonds for purchase that the City chooses not to accept, in whole or in part, for purchase (“Untendered Bonds”), will continue to hold such Untendered Bonds in their account unchanged by virtue of the Tender Offer. In addition, the City reserves the right to, and may decide to, refund (on an advance or current basis) some or all of the Untendered Bonds.

**Important Information**

**The deadline to offer Bonds for purchase is June 25, 2024, at 5:00 p.m. New York City time unless extended or earlier terminated.** Bondholders wishing to participate should contact their bank, broker or other financial advisor in advance of this date so that they may have sufficient time to relay Bondholder instructions to the City prior to expiration of the Tender Offer.

**Bondholders are urged to carefully read this Tender Offer because it contains information, including the various terms of and conditions to the offer that Bondholders should consider before making any decision regarding tendering their Bonds.**

## Dealer Manager and Information Agent Contact Information

Investors with questions about the Tender Offer should contact the Dealer Manager or Globic Advisors Inc., which serves as Information Agent and Tender Agent (the “*Information Agent*” or the “*Tender Agent*”) for this Tender Offer. The contact information for the Dealer Manager and the Information Agent is as follows:

The Dealer Manager:

**D.A. Davidson & Co.**  
450 Regency Parkway, Suite #400  
Omaha, Nebraska 68114  
Tel: (402) 392-7989  
Attn: Cody Wickham, Senior Vice President  
Email: CWickham@dadco.com

The Information Agent and Tender Agent:

**Globic Advisors Inc.**  
485 Madison Avenue, 7th Floor  
New York, New York 10022  
Tel: (212) 227-9622  
Attn: Robert Stevens  
Email: rstevens@globic.com

Please note that the City retains the right to modify or withdraw the Tender Offer at any time through and including the Expiration Date (i.e., **June 25, 2024, at 5:00 p.m. New York City Time**) (unless earlier terminated or extended) provided, that the City shall provide notice of any such extension or amendment no less than five (5) business days prior to the Expiration Date, as it may be extended, all as more fully described in the Tender Offer.

## INTRODUCTION

### General

This Tender Offer describes an invitation by the City, with the assistance of the Dealer Manager, to Bondholders to tender their Bonds for purchase at the purchase price that will be based on a fixed spread to be set forth in the Pricing Notice to be added to the yields on certain benchmark United States Treasury securities, all as set forth in the Pricing Notice, which is expected to be dated on or about June 17, 2024 (as it may be amended and supplemented, the “*Pricing Notice*” a form of which is attached hereto as APPENDIX A), *plus* accrued interest on the Bonds tendered and accepted for purchase to but not including the Settlement Date (“*Accrued Interest*”).

The Bonds were issued by the City pursuant to the provisions of 10-142, Reissue Revised Statutes of Nebraska, as amended, and an ordinance of the City passed and approved October 5, 2021 (the “*Ordinance*”). The Tender Offer has been authorized by a resolution of the City approved on May 21, 2024 (the “*Resolution*”).



The source of funds to purchase the Bonds validly tendered and accepted for purchase pursuant to this Tender Offer will be cash funds of the City. See “**Source of Funds to Pay Purchase Price and Accrued Interest on Bonds Purchased**” herein.

Notwithstanding any other provision of this Tender Offer, the City has no obligation to accept for purchase any tendered Bonds. See “**TERMS OF THE TENDER OFFER—Acceptance of Tenders for Purchase**” herein. The City’s obligation to pay for Bonds accepted pursuant to this Tender Offer is subject to the satisfaction or waiver of the following conditions on or prior to the Settlement Date: (a) using legally available funds, to (x) fund the purchase of the Bonds validly tendered and accepted for purchase pursuant to this Tender Offer and (y) pay all fees and expenses associated with this Tender Offer; and (b) the other conditions set forth in “**TERMS OF THE TENDER OFFER—Conditions to Purchase**” herein. The City reserves the right, subject to applicable law, to amend or waive any of the conditions to this Tender Offer, in whole or in part, at any time prior to the Expiration Date (as defined herein). This Tender Offer may be withdrawn by the City at any time prior to the Expiration Date.

**TO MAKE AN INFORMED DECISION AS TO WHETHER, AND HOW, TO TENDER THEIR BONDS FOR PURCHASE, BONDHOLDERS MUST READ THIS TENDER OFFER AND ALL APPENDICES TO THIS TENDER OFFER.**

None of the City, the Dealer Manager or the Information Agent and Tender Agent (as defined herein) makes any recommendation that any Bondholder tender or refrain from tendering all or any portion of such Bondholder’s Bonds for purchase. Bondholders must make their own decisions and should read this Tender Offer carefully and consult with their broker account executive, financial advisor, attorney and/or other appropriate professional in making these decisions.

Subject to the terms and conditions of this Tender Offer, the City may purchase Bonds tendered for purchase, provided that such Bonds have been validly tendered by 5:00 p.m., New York City time, on June 25, 2024 (as extended from time to time in accordance with this Tender Offer, the “*Expiration Date*”) and accepted by the City on or before 5:00 p.m., New York City time, on June 26, 2024 (as extended from time to time in accordance with this Tender Offer, the “*Acceptance Date*”), assuming all conditions to this Tender Offer have then been satisfied or waived by the City on or prior to June 28, 2024, (such date being the “*Settlement Date*”). Subject to the conditions set forth herein, Bondholders whose Bonds are tendered and accepted for purchase in accordance with the provisions of this Tender Offer will receive payment of the Purchase Price (hereinafter defined) of, plus Accrued Interest on, such Bonds on the Settlement Date.

In the event tendered Bonds are not accepted for purchase by the City, or all conditions to this Tender Offer are not satisfied or waived by the City on or prior to the Settlement Date, any Bonds tendered pursuant to this Tender Offer shall be returned to the Holder and remain Outstanding.

**HOLDERS OF BONDS WHO DO NOT TENDER THEIR BONDS, AS WELL AS HOLDERS OF BONDS WHO TENDER BONDS FOR PURCHASE THAT THE CITY IN ITS DISCRETION DOES NOT ACCEPT, IN WHOLE OR PART, FOR PURCHASE, WILL CONTINUE TO HOLD SUCH UNTENDERED BONDS AND SUCH UNTENDERED BONDS WILL REMAIN OUTSTANDING. THE CITY RESERVES THE RIGHT TO, AND MAY DECIDE TO, REFUND (ON AN ADVANCE OR CURRENT BASIS) SOME OR ALL OF THE UNTENDERED BONDS THROUGH THE ISSUANCE OF PUBLICLY-OFFERED OR PRIVATELY-PLACED TAXABLE OR TAX-EXEMPT BONDS. See “INTRODUCTION—Bonds Not Tendered for Purchase” and “ADDITIONAL CONSIDERATIONS” herein.**

## **Consideration for the Tender Offer**

On or about June 17, 2024, the City will publish the Pricing Notice in the form attached hereto as APPENDIX A, which Pricing Notice will set forth either a confirmation of the indicative fixed spreads shown on page (i) of this Tender Offer or amendment to the fixed spreads (the “*Fixed Spreads*”) for each CUSIP for the Bonds tendered and accepted for purchase pursuant to this Tender Offer.

The Fixed Spreads will represent the yield, expressed as an interest rate percentage above the yield on the indicated benchmark U.S. Treasury Securities (set forth on page (i) of this Tender Offer) (“*Benchmark Treasury Securities*”) to be used in establishing the Purchase Price for the Bonds. The Fixed Spreads will be added to the yield on a Benchmark Treasury Security for each CUSIP. The yields on the Benchmark Treasury Securities (the “*Treasury Security Yields*”) will be based on the bid-side price of the U.S. Benchmark Treasury as quoted on the Bloomberg Bond Trader FIT1 series of pages at 10:00 a.m. on June 26, 2024. The Fixed Spreads will be added to the Treasury Security Yields to arrive at a yield (the “*Purchase Yield*”).

The Purchase Yield will be used to calculate the Purchase Price (hereinafter defined). The Purchase Price will be calculated using the market standard bond pricing formula as of the Settlement Date using the Purchase Yield and the maturity date of the Bond.

The City will publish a Notice of Purchase Price on June 26, 2024.

The Notice of Purchase Price and the Pricing Notice will be made available: (i) by posting on the EMMA Website, using the CUSIP numbers for the Bonds listed in the table under “*BONDS SUBJECT TO THE TENDER OFFER*”; (ii) to DTC and to the DTC participants holding the Bonds; and (iii) by posting electronically on the website of the Information Agent at [www.globic.com/gretna](http://www.globic.com/gretna).

## **Source of Funds to Pay Purchase Price and Accrued Interest on Bonds Purchased**

The source of funds to purchase the Bonds validly tendered and accepted for purchase pursuant to this Tender Offer will be cash funds of the City. In the Resolution, the City has covenanted to maintain a liquid cash balance at all times after the acceptance (if any) of tendered Bonds to the closing of the Tender Offer in an amount necessary to effect the Tender Offer at closing. The purchase of accepted Bonds is subject to certain other conditions as described herein.

## **Brokerage Commissions and Solicitation Fees**

Bondholders will not be obligated to pay any brokerage commissions or solicitation fees to the City, the Dealer Manager, or the Information Agent and the Tender Agent in connection with this Tender Offer. However, Bondholders should check with their broker, bank, account executive or other financial institution which maintains the account in which their Bonds are held (their “*Financial Representative*”) to determine whether it will charge any commissions or fees.

## **Bonds Not Tendered for Purchase**

Any Bonds that are not tendered for purchase, or that are tendered and are not accepted by the City, in response to this Tender Offer will continue to be outstanding, and payable and secured, pursuant to the terms of the Ordinance. THE CITY RESERVES THE RIGHT TO, AND MAY DECIDE TO, REFUND (ON AN ADVANCE OR CURRENT BASIS) SOME OR ALL OF SUCH UNTENDERED BONDS THROUGH THE ISSUANCE OF PUBLICLY-OFFERED OR PRIVATELY-PLACED TAXABLE OR TAX-EXEMPT BONDS.

## **CERTAIN INFORMATION ABOUT THE CITY**

### **Background**

The City is a municipal corporation and a city of the first class under Nebraska law. The City is governed by a Mayor and a City Council composed of four members elected for four-year terms, with two members elected in every even year. The City's central business district is located approximately 5 miles southwest of Omaha's corporate limits, and the City's southerly corporate limits are south of Interstate 80 and include the Flying J truck stop and Nebraska Crossing Outlets development. The City is served by U.S. Highway 6, Nebraska State Highway 31 and State Highway 370. The City has experienced continued development of commercial and retail businesses as well as serving as a trade center of an agricultural area plus significant rural housing development and acreage homesteads. Gretna is the home of many residents who work in Omaha and commercial enterprises in close proximity to Gretna. The area surrounding Gretna has experienced rapid housing development plus commercial, industrial and retail growth. The City continues to experience rapid housing growth.

The City and its leadership have continued to posture the City to encourage growth and development as the City is favorably situated in the corridor along the interstate between the two largest cities in Nebraska, Omaha and Lincoln.

### **Incorporation of Certain Information by Reference**

Other than with respect to certain information that is explicitly incorporated by reference, references to website addresses herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not a part of, this Tender Offer. Any statement contained in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Tender Offer to the extent that a statement therein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Tender Offer.

The City makes filings of financial and other information on the EMMA Website. The following documents filed on the EMMA Website by the City are incorporated herein by reference:

- Official Statement dated November 1, 2021 related to the Bonds, available at <https://emma.msrb.org/IssueView/Details/P2411253>, but only with respect to the description of the Bonds and the security for the Bonds.
- Audited Financial Statements for the fiscal year ended September 30, 2023, available at <https://emma.msrb.org/P21802500-P21383278-P21823277.pdf>.
- Operating data for the fiscal year ended September 30, 2023, available at <https://emma.msrb.org/P21802500-P21383278-P21823278.pdf>.
- Annual Report for the fiscal year ended September 30, 2022, including audited financial statements and operating data, available at <https://emma.msrb.org/P11676893-P11290712-P11720561.pdf>.
- Operating data for the fiscal year ended September 30, 2022, available at <https://emma.msrb.org/P11660411-P11278802-P11707282.pdf>.

## TERMS OF THE TENDER OFFER

### Expiration Date

This Tender Offer will expire on the Expiration Date, unless earlier terminated or extended, as described in this Tender Offer. In the sole discretion of the City, Bonds tendered after 5:00 p.m., New York City time, on the Expiration Date and prior to the acceptance of tenders by the City as described below under the heading “—**Acceptance of Tenders Constitutes Irrevocable Agreement; Notice of Results**” may be accepted by the City (in its sole discretion) for purchase. See “**TERMS OF THE TENDER OFFER—Extension, Termination and Amendment of the Tender Offer; Changes to Terms**” below for a discussion of the City’s ability to extend the Expiration Date and to terminate or amend this Tender Offer.

### Offers Only Through the City’s ATOP Account

The Bonds are held in book-entry-only form through the facilities of The Depository Trust Company (“**DTC**”). The City, through the Information Agent and Tender Agent, will establish an Automated Tender Offer Program (“**ATOP**”) account at DTC for the Bonds to which this Tender Offer relates promptly after the date of this Tender Offer. Bondholders who wish to tender Bonds pursuant to this Tender Offer may do so through the City’s ATOP account.

**ALL TENDERS FOR PURCHASE MUST BE MADE THROUGH THE CITY’S ATOP ACCOUNT. THE CITY WILL NOT ACCEPT ANY TENDERS FOR PURCHASE THAT ARE NOT MADE THROUGH ITS ATOP ACCOUNT. LETTERS OF TRANSMITTAL ARE NOT BEING USED IN CONNECTION WITH THIS TENDER OFFER.**

Any financial institution that is a participant in DTC may make a book-entry tender of the Bonds by causing DTC to transfer such Bonds into the City’s ATOP account relating to this Tender Offer and the applicable series, maturity and CUSIP number in accordance with DTC’s procedures for such transfer. Bondholders who are not DTC participants can only tender Bonds pursuant to this Tender Offer by making arrangements with and instructing their Financial Representative to tender the Bondholder’s Bonds through the City’s ATOP account. To ensure a Bondholder’s Bonds are tendered to the City’s ATOP account by 5:00 p.m., New York City time, on the Expiration Date, the Bondholder must provide instructions to the Bondholder’s Financial Representative in sufficient time for the Financial Representative to tender the Bonds to the City’s ATOP account by this deadline. A Bondholder should contact its Financial Representative for information as to when the Financial Representative needs the Bondholder’s instructions in order to tender the Bondholder’s Bonds to the City’s ATOP account by 5:00 p.m., New York City time, on the Expiration Date. See “—**Tender of Bonds by Financial Institutions; City’s ATOP Account.**”

**THE CITY, THE DEALER MANAGER, AND THE INFORMATION AGENT AND TENDER AGENT ARE NOT RESPONSIBLE FOR THE TRANSFER OF ANY TENDERED BONDS TO THE CITY’S ATOP ACCOUNT OR FOR ANY MISTAKES, ERRORS OR OMISSIONS IN THE TRANSFER OF ANY TENDERED BONDS.**

### Information to Bondholders

The City may give information about this Tender Offer to the market and Bondholders by posting on the EMMA Website. Additionally, the City may give information about this Tender Offer to the Information Agent (collectively referred to herein, together with the EMMA Website, as the “*Information Services*.”). The Information Agent will deliver information provided to it by

**the City through its website, [www.globic.com/gretna](http://www.globic.com/gretna). Posting by the City of information on the EMMA Website will be deemed to constitute delivery of this information to each Bondholder.**

**The City, the Dealer Manager, and the Information Agent and Tender Agent have no obligation to ensure that a Bondholder actually receives any information given to the Information Services.**

Bondholders who would like to receive information transmitted by or on behalf of the City to the Information Services may receive such information from the Dealer Manager or the Information Agent and Tender Agent by contacting them using the contact information on the page preceding the Appendices appended to this Tender Offer.

Any updates to this Tender Offer will be distributed through the EMMA Website and will additionally be made available to the Information Agent.

### **Minimum Denominations and Consideration**

A Bondholder may tender Bonds for purchase of a particular CUSIP number that it owns in an amount of its choosing, but only, in a principal amount equal to the minimum denomination of \$5,000 (the “*Minimum Authorized Denomination*”) or any multiple of \$5,000 in excess thereof.

The Pricing Notice will be made available by the City on or about June 17, 2024: (i) at the EMMA Website, using the CUSIP numbers for the Bonds listed on page (i) in this Tender Offer; (ii) to DTC and to the DTC participants holding the Bonds (as shown in a securities position report obtained by the Information Agent and Tender Agent); and (iii) by posting electronically on the website of the Information Agent at [www.globic.com/gretna](http://www.globic.com/gretna).

***Tender Consideration.*** The indicative purchase price for the Bonds with each particular CUSIP tendered pursuant to this Tender Offer will be calculated using the market standard bond pricing formula as of the Settlement Date based on the Purchase Yield and the maturity date of the Bond (the “*Purchase Price*”).

The City will use cash funds on hand to pay the Purchase Price of, and Accrued Interest on, Bonds tendered by any Bondholder and purchased by the City.

### **Accrued Interest**

The Purchase Price of the Bonds tendered and accepted for purchase will not include Accrued Interest. In addition to the Purchase Prices of the Bonds accepted for purchase by the City, Accrued Interest on such Bonds will be paid by, or on behalf of, the City to the tendering Bondholders on, but not including, the Settlement Date.

### **Provisions Applicable to All Tenders**

***Need for Advice.*** A Bondholder should ask its Financial Representative or financial advisor for help in determining: (a) whether to tender Bonds of a particular CUSIP number for purchase, and (b) the principal amount of Bonds of such CUSIP number to be tendered. A Bondholder also should inquire as to whether its Financial Representative or financial advisor will charge a fee for submitting tenders if the City purchases the Bondholder’s tendered Bonds. The City, the Dealer Manager, and the Information Agent and Tender Agent will not charge any Bondholder for tendering Bonds.

***Need for Specificity of Tender.*** A tender for an issue cannot exceed the par amount of Bonds of such issue owned by the Bondholder and must include the following information: (1) the CUSIP number(s) of the Bond(s) being tendered, and (2) the principal amount of each CUSIP number being tendered (such principal amount must be stated in integral multiples of \$5,000 and if not so stated, for tenders of less than all of the holder's position in the applicable Bonds, such principal amount will be reduced to the greatest integral multiple of \$5,000). Any Bondholder located outside of the United States should check with their broker to determine if there are any additional minimal increments, alternative settlement timing or other limitations.

"All or none" offers are not permitted. A Bondholder also cannot condition its offer for any single CUSIP on the acceptance of its offer for a separate CUSIP.

Bonds may be tendered for payment only in principal amounts equal to the Minimum Authorized Denomination and multiples of \$5,000 in excess thereof. No alternative, conditional or contingent tenders will be accepted.

**ALL TENDERS FOR PURCHASE MUST BE MADE THROUGH THE CITY'S ATOP ACCOUNT. THE CITY WILL NOT ACCEPT ANY TENDERS FOR PURCHASE THAT ARE NOT MADE THROUGH ITS ATOP ACCOUNT. LETTERS OF TRANSMITTAL ARE NOT BEING USED IN CONNECTION WITH THIS TENDER OFFER.** See "**—Tender of Bonds by Financial Institutions; City's ATOP Account**" herein.

***General.*** A Bondholder may only tender Bonds it owns or controls. By tendering Bonds pursuant to this Tender Offer, a Bondholder will be deemed to have represented and agreed with the City as set forth below under "**—Representations by Tendering Bondholders to the City.**" All tenders shall survive the death or incapacity of the tendering Bondholder.

Bondholders who would like to receive information furnished by the City to the Information Services can review the EMMA Website or otherwise must make appropriate arrangements with their Financial Representatives, or the Information Agent and Tender Agent.

### **Representations by Tendering Bondholders to the City**

By tendering Bonds for purchase, each tendering Bondholder will be deemed to have represented to and agreed with the City that:

(a) the Bondholder has received this Tender Offer and has had the opportunity to review this Tender Offer in its entirety, prior to making its decision to tender Bonds, and agrees if the purchase of any tendered Bonds is consummated, the purchase of such Bonds shall be on the terms and conditions set forth in this Tender Offer;

(b) the Bondholder has full power and authority to tender, sell, assign and transfer the tendered Bonds; and on the Settlement Date, the City will acquire good, marketable and unencumbered title thereto, free and clear of all liens, charges, encumbrances, conditional sales agreements or other obligations and not subject to any adverse claims, upon payment to the Bondholder of the Purchase Price plus, Accrued Interest;

(c) the Bondholder has made its own independent decision to tender its Bonds for purchase pursuant to this Tender Offer, and as to the terms thereof, and such decision is based upon the Bondholder's own judgment and upon advice from such advisors with whom the Bondholder has determined to consult;

(d) the Bondholder is not relying on any communication from the City, the Dealer Manager or the Information Agent and Tender Agent as investment advice or as a recommendation to tender the Bondholder's Bonds at the Purchase Price, it being understood that the information from the City, the Dealer Manager and the Information Agent and Tender Agent related to the terms and conditions of this Tender Offer shall not be considered investment advice or a recommendation to tender Bonds; and

(e) the Bondholder is capable of assessing the merits of and understanding (on its own and/or through independent professional advice), and does understand, agree and accept, the terms and conditions of this Tender Offer.

### **Tender of Bonds by Financial Institutions; City's ATOP Account**

The City, through the Information Agent and Tender Agent, will establish the City's ATOP account at DTC for the CUSIP numbers to which this Tender Offer relates promptly after the date of this Tender Offer. Tenders of Bonds pursuant to this Tender Offer may only be made by transfer to the City's ATOP account as an offer to sell Bonds for cash. Any financial institution that is a participant in DTC may make a book-entry tender of the Bonds by causing DTC to transfer such Bonds into the City's ATOP account corresponding to the CUSIP number in accordance with DTC's procedures.

Concurrently with the delivery of Bonds through book-entry transfer into the City's ATOP account, an Agent's Message (as described below) in connection with such book-entry transfer must be transmitted to and received at the City's ATOP account by not later than 5:00 p.m., New York City time, on the Expiration Date; provided, however, a tender of Bonds related to an Agent's Message transmitted to the City's ATOP account after such time may be accepted by the City for purchase if the City, in its sole discretion, waives the defect in the timing of the delivery of such message. The confirmation of a book-entry transfer to the City's ATOP account as described above is referred to herein as a "**Book-Entry Confirmation.**" The term "**Agent's Message**" means a message transmitted by DTC to, and received by, the Information Agent and Tender Agent and forming a part of a Book-Entry Confirmation which states that DTC has received an express acknowledgment from the DTC participant tendering Bonds that are the subject of such Book-Entry Confirmation, stating the CUSIP number(s) and the principal amount(s) of the Bonds that have been tendered by such DTC participant pursuant to this Tender Offer, and to the effect that such participant agrees to be bound by the terms of this Tender Offer. By causing DTC to transfer Bonds into the City's ATOP account, a financial institution warrants to the City that it has full authority and has received from the Bondholder(s) of such Bonds all direction necessary, to tender and sell such Bonds as set forth in this Tender Offer.

**ALL TENDERS FOR PURCHASE MUST BE MADE THROUGH THE CITY'S ATOP ACCOUNT. THE CITY WILL NOT ACCEPT ANY TENDERS FOR PURCHASE THAT ARE NOT MADE THROUGH ITS ATOP ACCOUNT. LETTERS OF TRANSMITTAL ARE NOT BEING USED IN CONNECTION WITH THIS TENDER OFFER.**

Bondholders who are not DTC participants can only tender Bonds pursuant to this Tender Offer by making arrangements with and instructing their Financial Representative to tender the Bondholder's Bonds through the City's ATOP account. To ensure a Bondholder's Bonds are tendered to the City's ATOP account by 5:00 p.m., New York City time, on the Expiration Date, a Bondholder must provide instructions to its Financial Representative in sufficient time for the Financial Representative to tender the Bondholder's Bonds to the City's ATOP account by this deadline. A Bondholder should contact its Financial Representative for information as to when the Financial Representative needs the Bondholder's instructions in order to tender the Bondholder's Bonds to the City's ATOP account by 5:00 p.m., New York City time, on the Expiration Date.

**THE CITY, THE DEALER MANAGER, AND THE INFORMATION AGENT AND TENDER AGENT ARE NOT RESPONSIBLE FOR THE TRANSFER OF ANY TENDERED BONDS TO THE CITY'S ATOP ACCOUNT OR FOR ANY MISTAKES, ERRORS OR OMISSIONS IN THE TRANSFER OF ANY TENDERED BONDS.**

**Determinations as to Form and Validity of Tender Offer; Right of Waiver and Rejection**

All questions as to the validity (including the time of receipt at the City's ATOP account), form, eligibility and acceptance of any Bonds tendered for purchase pursuant to this Tender Offer will be determined by the City in its sole discretion and such determinations will be final, conclusive and binding.

The City reserves the right to waive any irregularities or defects in any tender. The City, the Dealer Manager, and the Information Agent and Tender Agent are not obligated to give notice of any defects or irregularities in tenders and they will have no liability for failing to give such notice.

The City reserves the absolute right to reject any and all offers, whether or not they comply with the terms of this Tender Offer.

**Amendment or Withdrawals of Tenders Prior to an Expiration Date**

A Bondholder may amend its offer to tender for purchase in respect of the amount being tendered by causing an amended offer to be received at the City's ATOP account at or before 5:00 p.m. on the Expiration Date.

An offer to tender for purchase may be withdrawn by a Bondholder by causing a withdrawal notice to be received at the City's ATOP Account at or before 5:00 p.m. on the Expiration Date.

An amended offer or a notice of withdrawal must be submitted in substantially the same manner as an offer.

**Bondholders who have tendered for purchase their Bonds will not receive any information from the City, the Dealer Manager or the Information Agent and Tender Agent concerning offers by other Bondholders. Offering Bondholders will not be afforded an opportunity to amend their offers after 5:00 p.m. on the Expiration Date. An amended or withdrawn offer must specify the applicable CUSIP number, and with respect to amended offers, the principal amount previously offered and the new amount being offered. All questions as to the validity (including the time of receipt) of an amendment or withdrawal will be determined by the City in its sole discretion and will be final, conclusive and binding.**

**ALL TENDERS OF BONDS SHALL BE IRREVOCABLE AT 5:00 P.M. ON THE EXPIRATION DATE.**

**Acceptance of Tenders for Purchase**

The City shall be under no obligation to accept any Bonds tendered for purchase pursuant to this Tender Offer. Among Bonds tendered for purchase, the City in its sole discretion will select the aggregate amount of tendered Bonds to purchase for each CUSIP, based on its determination of the economic benefit from such purchase.

Should the City determine to purchase some but not all of the Bonds of a particular CUSIP, the City will accept those tendered Bonds on a pro rata basis reflecting the ratio of (a) the principal amount, if



any, the City determines to purchase, where applicable (b) the aggregate principal amount of valid offers to sell received. In such event, should the principal amount of any individual tender offer, when adjusted by the pro rata acceptance, result in an amount that is not a multiple of \$5,000, the principal amount of such offer will be rounded down to the nearest multiple of \$5,000. If as a result of such adjustment, the amount of a holder's accepted Bonds of such CUSIP would be less than the minimum authorized denomination of \$5,000, the City will reject such holder's tender instruction in whole.

As of the Acceptance Date, upon the terms and subject to the conditions of this Tender Offer, the City may elect to accept for purchase outstanding Bonds validly tendered pursuant to this Tender Offer (or defectively tendered, if such defect has been waived by the City), with the purchase subject to the satisfaction or waiver by the City of the conditions to the purchase of tendered Bonds. See “—**Acceptance of Tenders Constitutes Irrevocable Agreement; Notice of Results**” and “—**Conditions to Purchase**.”

**The City will have no obligation to accept tendered Bonds for purchase. The City will determine in its sole discretion which tendered Bonds, if any, it will accept, and therefore has the right to accept none, some or all of the Bonds offered. Bonds that are accepted and will be purchased will be indicated by CUSIP. The City reserves the right to, and may decide to, refund, (on an advance or current basis), some or all of the untendered Bonds or the Bonds not purchased pursuant to this Tender Offer through the issuance of publicly-offered or privately- placed taxable or tax-exempt bonds. See also “—**Bonds not Tendered for Purchase**” and “**ADDITIONAL CONSIDERATIONS**” for certain potential impacts on any untendered Bonds.**

**The consummation of this Tender Offer and the City's obligation to pay for Bonds accepted for purchase pursuant to this Tender Offer is subject to the satisfaction of or waiver of the other conditions set forth in “—**Conditions to Purchase**” herein. The City reserves the right, subject to applicable law, to amend or waive any of the conditions to this Tender Offer, in whole or in part, at any time prior to the Expiration Date or from time to time, in its sole discretion. This Tender Offer may be withdrawn by the City at any time prior to the Expiration Date.**

#### **Acceptance of Tenders Constitutes Irrevocable Agreement; Notice of Results**

Acceptance by the City of Bonds tendered for purchase will constitute an irrevocable agreement between the tendering Bondholder and the City to sell and purchase such Bonds, subject to the satisfaction of certain conditions to the City's obligation to purchase tendered Bonds and the other terms of this Tender Offer. See “**Minimum Denominations and Consideration**” herein and “—**Conditions to Purchase**” herein.

The acceptance of Bonds tendered for purchase is expected to be made by notification to the Information Services no later than 5:00 p.m., New York City time, on the Acceptance Date. This notification will state the principal amount of the Bonds of each CUSIP number that the City has agreed to accept for tender for purchase in accordance with this Tender Offer, which may be zero for a particular CUSIP number.

#### **Settlement Date**

Subject to satisfaction of all conditions to the City's obligation to purchase Bonds tendered and accepted for purchase, as described herein, the Settlement Date is the day on which such Bonds will be purchased at the applicable Purchase Price, together with Accrued Interest thereon. The Settlement Date will occur following the Acceptance Date, subject to all conditions to this Tender Offer having been satisfied or waived by the City. The expected Settlement Date is June 28, 2024, unless extended by the City, assuming all conditions to this Tender Offer have been satisfied or waived by the City. Bondholders whose

Bonds are purchased on the Settlement Date will receive Accrued Interest up to but not including the Settlement Date.

The City may, in its sole discretion, change the Settlement Date by giving notice to the Information Services prior to the change. See “—**Conditions to Purchase.**”

Subject to satisfaction of all conditions to the City’s obligation to purchase Bonds tendered and accepted for purchase pursuant to this Tender Offer, as described herein, payment by the City, or on the City’s behalf, will be made in immediately available funds on the Settlement Date by deposit with DTC of the aggregate Purchase Price and Accrued Interest. The City expects that, in accordance with DTC’s standard procedures, DTC will transmit the aggregate Purchase Price (plus Accrued Interest) in immediately available funds to each of its participant financial institutions holding the Bonds accepted for purchase on behalf of Bondholders for delivery to the Bondholders. **The City, the Dealer Manager, and the Information Agent and Tender Agent have no responsibility or liability for the distribution of the Purchase Price plus Accrued Interest by DTC to the Bondholders.**

### **Purchase and Accrued Interest Funds**

The source of funds to purchase the Bonds validly tendered and accepted for purchase pursuant to this Tender Offer will be cash on hand of the City.

The purchase of the Bonds is also subject to certain other conditions which must be satisfied or waived on or prior to the Settlement Date. See “**INTRODUCTION—General**” and “—**Conditions to Purchase**” herein for more information on the conditions precedent to this Tender Offer.

### **Conditions to Purchase**

If after the Acceptance Date, but prior to payment for the Bonds by the City on the Settlement Date, any of the following events should occur, the City will have the absolute right to cancel its obligations to purchase any Bond without any liability to any Bondholder:

- Litigation or another proceeding is pending or threatened which the City reasonably believes may, directly or indirectly, have an adverse impact on this Tender Offer or the expected benefits of this Tender Offer to the City or the Bondholders;
- A war, national emergency, banking moratorium, suspension of payments by banks, a general suspension of trading by the New York Stock Exchange or a limitation of prices on the New York Stock Exchange exists and the City reasonably believes this fact makes it inadvisable to proceed with the purchase of Bonds;
- A downgrade in the sovereign debt rating of the United States by any major credit rating agency or payment default on United States Treasury obligations shall have occurred;
- There has been and there is continuing a material disruption to securities settlement or clearance services in the United States; or
- The City does not, for any reason beyond its reasonable control, have sufficient funds on the Settlement Date to pay the Purchase Prices of tendered Bonds accepted for purchase pursuant to this Invitation and pay all fees and expenses associated with this Invitation, including the accrued interest on all Bonds accepted for purchase.

These conditions (the “*Conditions to Purchase*”) are for the sole benefit of the City and may be asserted by the City, prior to the time of payment of the Bonds it has agreed to purchase, regardless of the circumstances giving rise to any of these conditions or may be waived by the City in whole or in part at any time and from time to time in its discretion, and may be exercised independently for each CUSIP. The failure by the City at any time to exercise any of these rights will not be deemed a waiver of any of these rights, and the waiver of these rights with respect to particular facts and other circumstances will not be deemed a waiver of these rights with respect to any other facts and circumstances. Each of these rights will be deemed an ongoing right of the City which may be asserted at any time and from time to time prior to the time of payment of the Bonds it has agreed to purchase. Any determination by the City concerning the events described in this section will be final and binding upon all parties.

**HOLDERS OF BONDS WHO DO NOT TENDER THEIR BONDS, AS WELL AS HOLDERS OF BONDS WHO TENDER BONDS FOR PURCHASE THAT THE CITY IN ITS DISCRETION DOES NOT ACCEPT, IN WHOLE OR PART, FOR PURCHASE, WILL CONTINUE TO HOLD SUCH UNTENDERED BONDS, WHICH WILL REMAIN OUTSTANDING. THE CITY RESERVES THE RIGHT TO, AND MAY DECIDE TO, REFUND (ON AN ADVANCE OR CURRENT BASIS) SOME OR ALL OF THE UNTENDERED BONDS THROUGH THE ISSUANCE OF PUBLICLY-OFFERED OR PRIVATELY-PLACED TAXABLE OR TAX-EXEMPT BONDS. See “INTRODUCTION—Bonds Not Tendered for Purchase” and “ADDITIONAL CONSIDERATIONS” herein.**

#### **Extension, Termination and Amendment of the Tender Offer; Changes to Terms**

Through and including the Expiration Date, the City has the right to extend this Tender Offer, as to any or all of the Bonds, to any date in its sole discretion, provided that a notice of any extension of the Expiration Date is given to the Information Services, including by posting such notice to the EMMA Website on or about 11:00 a.m., New York City time, on the first business day after the Expiration Date.

The City also has the right, prior to acceptance of Bonds tendered for purchase as described above under the heading “—**Acceptance of Tenders Constitutes Irrevocable Agreement; Notice of Results,**” to terminate this Tender Offer at any time by giving notice to the Information Services. The termination will be effective at the time specified in such notice.

The City also has the right, prior to acceptance of Bonds tendered for purchase as described above under the heading “—**Acceptance of Tenders Constitutes Irrevocable Agreement; Notice of Results,**” to amend or waive the terms of this Tender Offer in any respect and at any time by giving notice to the Information Services. This amendment or waiver will be effective at the time specified in such notice.

If the City extends this Tender Offer, or amends the terms of this Tender Offer (including a waiver of any term) in any material respect, including, without limitation, a change in any Purchase Price of the Bonds pursuant to this Tender Offer, the City shall provide notice thereof at such time (notice of which shall not be less than five (5) business days prior to the Expiration Date, as it may be extended) and in such manner to allow reasonable time for dissemination to Bondholders and for Bondholders to respond. **In such event, any offers submitted with respect to the affected Bonds prior to such change in the Purchase Price for such Bonds pursuant to this Tender Offer will remain in full force and effect and any Bondholder of such affected Bonds wishing to revoke their offer to tender such Bonds must affirmatively withdraw such offer prior to the Expiration Date.**

No extension, termination or amendment of this Tender Offer (or waiver of any terms of this Tender Offer) will change the City's right to decline to purchase any Bonds without liability. See "**— Conditions to Purchase.**"

The City, the Dealer Manager and the Information Agent and Tender Agent have no obligation to ensure that a Bondholder actually receives any information given to the Information Services.

### **AVAILABLE INFORMATION**

Certain information relating to the Bonds and the City may be obtained by contacting the Dealer Manager or Information Agent and Tender Agent at the contact information set forth on the page preceding the Appendices appended to this Tender Offer. Such information is limited to (i) this Tender Offer and (ii) information about the City available through the EMMA Website.

References to website addresses herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not a part of, this Tender Offer.

### **ADDITIONAL CONSIDERATIONS**

*None of the City, the Dealer Manager or the Information Agent and Tender Agent makes any recommendation that any Bondholder tender or refrain from tendering all or any portion of the Bonds. Each Bondholder must make its decision and should read this Tender Offer and consult with its broker, account executive, financial advisor and/or other financial professional in making such decision.*

In deciding whether to participate in this Tender Offer, each Bondholder should consider carefully, in addition to the other information contained in this Tender Offer, the following:

- Tendered Bonds not accepted for purchase are not required to be purchased by the City and in such event, Bondholders will continue to hold their respective tendered Bonds.
- The City may, but is not obligated, to defease certain of the Bonds, which are identified in the table on page (i) in the future to the extent the City does not purchase such Bonds pursuant to this Tender Offer.
- Even if the City does not purchase any tendered Bonds, the City shall have the right now or in the future to defease or refund all or any portion of the tendered Bonds (other than any Bonds defeased as described above) or may in the future invite Bondholders to tender such tendered Bonds for purchase by the City.
- The purchase or redemption by the City of Bonds of any CUSIP number may have certain potential adverse effects on holders of Bonds with such CUSIP not purchased pursuant to this Tender Offer, including, but not limited to, the principal amount of the Bonds of such CUSIP number available to trade publicly may be reduced, which could adversely affect the liquidity and market value of any untendered Bonds of that CUSIP number that remain outstanding.

**The City May Later Acquire Bonds at More Favorable Prices with More Favorable Terms Than Those Offered Pursuant to this Tender Offer**

The City reserves the right to, and may in the future decide to, acquire some or all of the Bonds not purchased pursuant to this Tender Offer through open market purchases, privately negotiated transactions, subsequent tender offers, exchange offers or otherwise, upon such terms and at such prices as it may determine, which may be more or less than the consideration set forth in this Tender Offer and the Pricing Notice, and which could be cash or other consideration. Any future acquisition of Bonds may be on the same terms or on terms that are more or less favorable to Bondholders than the terms described in this Tender Offer and the Pricing Notice. The decision to make future purchases or exchanges by the City and the terms of such future transactions will depend on various factors existing at that time. There can be no assurance as to which of these alternatives, if any, the City will ultimately choose to pursue in the future.

### **Timeliness of Offers**

This Tender Offer will expire at 5:00 p.m., New York City time, on the Expiration Date (currently scheduled for June 25, 2024), unless extended or terminated. Bonds tendered for purchase as described in this Tender Offer after 5:00 p.m., New York City time, on the Expiration Date will not be accepted for tender, except in the City's sole discretion.

### **Acceptance Date**

The City will accept tenders of Bonds, if at all, on or before 5:00 p.m., New York City time, on June 26, 2024, unless extended as set forth in this Tender Offer (the "**Acceptance Date**"). Notification of acceptance of Bonds tendered pursuant to this Tender Offer will be given on or before 5:00 p.m., New York City time on the Acceptance Date, unless an Expiration Date is extended or a Tender Offer is terminated. See "**TERMS OF THE TENDER OFFER—Acceptance of Tenders for Purchase**" herein.

## **SUMMARY OF CERTAIN FEDERAL INCOME TAX CONSEQUENCES**

The following is a general summary of the U.S. federal income tax consequences for Bondholders that respond to this Tender Offer and have their offer to tender their Bonds accepted by the City. The discussion is based on the Internal Revenue Code of 1986, as amended (the "**Code**"), the Treasury Regulations promulgated thereunder, and relevant rulings and decisions now in effect, all of which are subject to change or differing interpretations. No assurances can be given that future changes in U.S. federal income tax laws will not alter the conclusions reached herein. The discussion below does not purport to deal with U.S. federal income tax consequences applicable to all categories of investors. Further, this summary does not discuss all aspects of U.S. federal income taxation that may be relevant to a particular investor in the Bonds in light of the investor's particular circumstances or to certain types of investors subject to special treatment under U.S. federal income tax laws (including individuals who are neither citizens nor residents of the United States; foreign corporations, trusts and estates, in each case, as defined for U.S. federal income tax purposes; insurance companies; tax-exempt organizations; financial institutions; broker-dealers; partnerships and other entities classified as partnerships for U.S. federal income tax purposes; and persons who have hedged the risk of owning the Bonds). Tendering Bondholders should note that no rulings have been or will be sought from the Internal Revenue Service (the "**IRS**"), and no assurance can be given that the IRS will not take contrary positions with respect to any of the U.S. federal income tax consequences discussed below. This U.S. federal income tax discussion is included for general information only and should not be construed as a tax opinion nor tax advice by the City or any of its advisors or agents to the Bondholders, and Bondholders therefore should not rely upon such discussion.

The discussion does not deal with special classes of beneficial owners of the Bonds, such as

dealers or traders in securities, investors that elect mark-to-market accounting, banks, financial institutions, insurance companies, retirement plans or other tax-deferred or tax advantaged accounts, tax-exempt organizations, partnerships or other pass-through entities (or entities treated as such for U.S. federal income tax purposes), U.S. expatriates, persons holding their Bonds as a part of a hedging, integration, conversion or constructive sale transaction or a straddle, Bondholders that are “United States persons,” as defined in section 7701(a)(30) of the Code (“*U.S. Holders*”) and are subject to the alternative minimum tax, U.S. Holders that have a functional currency other than the U.S. Dollar, and persons who are not U.S. Holders (all of such holders of the Bonds should consult their tax advisors).

If a partnership or other flow-through entity holds the Bonds, the tax treatment of a partner in the partnership or beneficial owner of the flow-through entity generally will depend upon the status of the partner or beneficial owner and the activities of the partnership or flow-through entity. A partner of a partnership or a beneficial owner of a flow-through entity holding Bonds should consult its own tax advisor regarding the U.S. federal income tax consequences of this Tender Offer.

Non-tendering Bondholders will not be subject to any U.S. federal income tax consequences in connection with this Tender Offer.

**BONDHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS IN DETERMINING THE U.S. FEDERAL, STATE, LOCAL, FOREIGN AND ANY OTHER TAX CONSEQUENCES TO THEM FROM THE PURCHASE OF THEIR BONDS PURSUANT TO THIS TENDER OFFER.**

The tender of a Bond for cash will be a taxable event for U.S. federal income tax purposes. A Bondholder who sells Bonds tendered pursuant to this Tender Offer generally will recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between (i) the amount of cash received (except to the extent attributable to accrued but unpaid interest on the Bonds, which will be taxed as ordinary interest income) and (ii) the Bondholder’s adjusted U.S. federal income tax basis in the Bonds (generally, the purchase price paid by the Bondholder for the Bonds, decreased by any amortized premium, and increased by the amount of any original issue discount previously included in income by such Bondholder with respect to such Bond). Any such gain or loss generally will be capital gain or loss. In the case of a non-corporate Bondholder, the maximum marginal U.S. federal income tax rate applicable to any such gain will be lower than the maximum marginal U.S. federal income tax rate applicable to ordinary income if such Bondholder’s holding period for the Bonds exceeds one year. The deductibility of capital losses is subject to limitations.

Bondholders that are U.S. Holders will be subject to “backup withholding” of federal income tax in the event they fail to furnish a taxpayer identification number or there are other, related compliance failures.

### **DEALER MANAGER**

Pursuant to the terms of that certain Dealer Manager Agreement between the City and the Dealer Manager, the City has retained D.A. Davidson & Co. (“*D.A. Davidson*”) to act on its behalf as Dealer Manager for this Tender Offer. The City has agreed to pay the Dealer Manager a fee for its services. References in this Tender Offer to the Dealer Manager are to D.A. Davidson only in its capacity as the Dealer Manager. The compensation of the Dealer Manager is based, and is contingent upon the closing of and expected to be paid with cash funds of the City.

The Dealer Manager may contact Bondholders regarding this Tender Offer and may request brokers, dealers, custodian banks, depositories, trust companies and other nominees to forward this Tender Offer to beneficial owners of the Bonds.

The Dealer Manager and its affiliates together comprise full-service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. The Dealer Manager and its affiliates may have, from time to time, performed and may in the future perform, various investment banking services for the City for which they received or will receive customary fees and expenses. In the ordinary course of their various business activities, the Dealer Manager and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities and financial instruments which may include bank loans and/or credit default swaps) for their own account and for the accounts of its customers and may at any time hold long and short positions in such securities and instruments. Such investment securities activities may involve securities and instruments of the City, including the Bonds.

D.A. Davidson & Co. acted as a municipal advisor to the City respecting a preliminary analysis of the desirability of the Tender Offer. The Dealer Manager is not acting as a municipal advisor, financial advisor or fiduciary to the City in connection with this Tender Offer.

### **INFORMATION AGENT AND TENDER AGENT**

The Dealer Manager, on behalf of the City, has retained Globic Advisors Inc. to serve as Information Agent and Tender Agent for this Tender Offer. The City has agreed to pay the Information Agent and Tender Agent customary fees for its services and to reimburse the Information Agent and Tender Agent for its reasonable out-of-pocket costs and expenses relating to this Tender Offer.

### **MISCELLANEOUS**

No one has been authorized by the City, the Dealer Manager or the Information Agent and Tender Agent to recommend to any Bondholder whether to tender Bonds pursuant to this Tender Offer or the amount of Bonds to tender. No one has been authorized to give any information or to make any representation in connection with this Tender Offer other than those contained in this Tender Offer. Any recommendations, information and representations given or made cannot be relied upon as having been authorized by the City, the Dealer Manager or the Information Agent and Tender Agent.

None of the City, the Dealer Manager, or the Information Agent and the Tender Agent makes any recommendation that any Bondholder tender or refrain from tendering or exchanging all or any portion of the principal amount of such Bondholder's Bonds. Bondholders must make their own decisions and should read this Tender Offer carefully and consult with their broker, account executive, financial advisor, attorney and/or other professional in making these decisions.

Investors with questions about this Tender Offer should contact the Dealer Manager or the Information Agent and Tender Agent. The contact information for the Dealer Manager and the Information Agent and Tender Agent is as follows:

The Dealer Manager for this Tender Offer is:

**D.A. Davidson & Co.**  
450 Regency Parkway, Suite #400  
Omaha, Nebraska 68114  
Tel: (402) 392-7989

Attn: Cody Wickham, Senior Vice President  
Email: CWickham@dadco.com

The Information Agent and Tender Agent for this Tender Offer is:

**Globic Advisors Inc.**  
485 Madison Avenue, 7th Floor  
New York, New York 10022  
Tel: (212) 227-9622  
Attn: Robert Stevens  
Email: rstevens@globic.com  
Document Website: [www.globic.com/gretna](http://www.globic.com/gretna)



**APPENDIX A**

**Form of Pricing Notice**

**The City of Gretna, in the State of Nebraska**  
**Voluntary Filing**  
Dated June 17, 2024

This Voluntary Filing does not concern an event described in Securities and Exchange Act Rule 15c2-12, as amended. The Issuer provides this information as it may be material to the financial evaluation of one or more obligations of the Issuer.

**Issuer:** The City of Gretna, in the State of Nebraska

<b>CUSIP Numbers:</b>	397802 PN3	397802 PT0	397802 PX1
	397802 PP8	397802 PU7	397802 PY9
	397802 PQ6	397802 PV5	397802 PZ6
	397802 PR4	397802 PW3	397802 QA0
	397802 PS2		

**Type of Information:** Voluntary Disclosure  
Other Event-Based Disclosures; Pricing Notice

The Issuer is releasing the pricing notice related to the Invitation to Tender Bonds, dated June 10, 2024 (the “**Tender Offer**”), for the above CUSIP numbers. The yield spreads are outlined in the attached pricing notice.

This filing is voluntary and NOT an event filing for a defeasance or bond call.

The Issuer is providing this Voluntary Filing with the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access system and pursuant to the provisions of the Tender Offer.

The City of Gretna, Nebraska  
Gretna, Nebraska

**PRICING NOTICE**

**RELATING TO THE  
INVITATION TO TENDER BONDS DATED JUNE 10, 2024  
made by  
THE CITY OF GRETNA, IN THE STATE OF NEBRASKA  
to the Holders described herein of all or any portion of the maturities of  
  
THE CITY OF GRETNA, IN THE STATE OF NEBRASKA  
General Obligation Refunding Bonds (Taxable Interest), Series 2021C**

*The purpose of this Pricing Notice, dated June 17, 2024 (the “Pricing Notice”) is to either confirm or amend the Purchase Prices for the Fixed Spreads for the Bonds. All other terms relating to the Tender Offer (hereinafter defined) remain unchanged.*

Pursuant to the Invitation to Tender Bonds dated June 10, 2024 (as it may be amended or supplemented, the “**Tender Offer**”), The City of Gretna, in the State of Nebraska (the “**City**” or the “**Issuer**”) , invited offers to tender Bonds for cash at the applicable purchase prices based on a fixed spread to be added to the yields on certain benchmark United States Treasury Securities set forth in this Pricing Notice, plus, Accrued Interest on the Bonds tendered for purchase to but not including the Settlement Date. All terms used herein and not otherwise defined are used as defined in the Tender Offer.

As set forth in the Tender Offer, the Issuer retains the right to extend the Tender Offer, or amend the terms of the Tender Offer (including a waiver of any term) in any material respect, provided, that the Issuer shall provide notice of any such extension or amendment no less than five (5) business days prior to the Expiration Date, as it may be extended. In such event, any offers submitted with respect to the affected Bonds prior to such change in the Purchase Price or Fixed Spreads for such Bonds pursuant to the Tender Offer will remain in full force and effect and any Bondholder of such affected Bonds as applicable, wishing to revoke their offer to tender such Bonds for purchase must affirmatively withdraw such offer prior to the Expiration Date, as extended.

The Tender Offer is available: (i) at the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website, currently located at <http://emma.msrb.org>, using the CUSIP numbers for the Bonds, and (ii) on the website of the Information Agent at [www.globic.com/gretna](http://www.globic.com/gretna).

Any questions are to be directed to the Information Agent at (212) 227-9622.

## TENDER OFFER – YIELD SPREADS

Pursuant to the Tender Offer, the Fixed Spreads for the Bonds are listed below. The Purchase Price to be paid on the Settlement Date excludes Accrued Interest on the Bonds tendered for purchase, which interest will be paid to but not including the Settlement Date in addition to the Purchase Price.

### General Obligation Refunding Bonds (Taxable Interest), Series 2021C

CUSIP	Maturity Date	Interest Rate	Outstanding Principal Amount	Benchmark Treasury Security	Indicative Fixed Spreads <sup>†</sup>
397802 PN3	09/15/2024	0.914%	\$ 830,000		
397802 PP8	09/15/2025	1.291	1,510,000		
397802 PQ6	09/15/2026	1.451	1,435,000		
397802 PR4	09/15/2027	1.630	1,465,000		
397802 PS2	09/15/2028	1.830	1,495,000		
397802 PT0	09/15/2029	1.916	1,720,000		
397802 PU7	09/15/2030	2.016	1,750,000		
397802 PV5	09/15/2031	2.116	1,770,000		
397802 PW3	09/15/2032	2.216	1,810,000		
397802 PX1	09/15/2033	2.366	1,860,000		
397802 PY9	09/15/2034	2.466	1,910,000		
397802 PZ6	09/15/2035	2.566	2,130,000		
397802 QA0	09/15/2036	2.666	2,755,000		

<sup>\*</sup>Term Bonds

[<sup>†</sup> The Benchmark Treasury Securities are unchanged from the Tender Offer]

The yields on the Benchmark Treasury Securities will be determined at 10:00 AM, New York City time, on Wednesday, June 26, 2024.

Example based on the following closing yields for the Benchmark Treasury Securities as of [June 17], 2024 and the Fixed Spreads: The tables below provide an example of the Purchase Price realized by a Bondholder that submits an offer based on the following yields for the Benchmark Treasury Securities as of [June 17], 2024 and the Fixed Spreads. **This example is being provided for convenience only and is not to be relied upon by a Bondholder as an indication of the Purchase Yield or Purchase Price that may be paid by the Issuer.**

Based on these Benchmark Treasury Security yields, the following Purchase Prices would be derived:

**General Obligation Refunding Bonds (Taxable Interest), Series 2021C**

CUSIP	Maturity Date	Benchmark Treasury Security	Indicative Benchmark Yield <sup>(1)</sup>	Fixed Spread	Indicative Purchase Yield <sup>(1)</sup>	Indicative Purchase Price per \$100 Principal Amount <sup>(1)</sup>
397802 PN3	09/15/2024					
397802 PP8	09/15/2025					
397802 PQ6	09/15/2026					
397802 PR4	09/15/2027					
397802 PS2	09/15/2028					
397802 PT0	09/15/2029					
397802 PU7	09/15/2030					
397802 PV5	09/15/2031					
397802 PW3	09/15/2032					
397802 PX1	09/15/2033					
397802 PY9	09/15/2034					
397802 PZ6	09/15/2035					
397802 QA0	09/15/2036					

[<sup>(1)</sup> The Benchmark Treasury Securities are unchanged from the Tender Offer.]

As a measure of the sensitivity of the Purchase Yield to changes in the yield on the Benchmark Treasury Security, the following table shows the impact on the Purchase Yield of a 0.10% (10 basis point) movement in the yield on the Benchmark Treasury Security:

**General Obligation Refunding Bonds (Taxable Interest), Series 2021C**

CUSIP	Maturity Date	Indicative Purchase Yield <sup>(1)</sup>	Indicative Purchase Price (Assuming a 0.10% Increase in Treasury Security Yield <sup>(1)</sup> )	Indicative Purchase Price per \$100 Principal Amount <sup>(1)</sup>	Indicative Purchase Price (Assuming a 0.10% Decrease in Treasury Security Yield <sup>(1)</sup> )
397802 PN3	09/15/2024				
397802 PP8	09/15/2025				
397802 PQ6	09/15/2026				
397802 PR4	09/15/2027				
397802 PS2	09/15/2028				
397802 PT0	09/15/2029				
397802 PU7	09/15/2030				
397802 PV5	09/15/2031				
397802 PW3	09/15/2032				
397802 PX1	09/15/2033				
397802 PY9	09/15/2034				
397802 PZ6	09/15/2035				
397802 QA0	09/15/2036				

<sup>\*</sup>Term Bonds

<sup>(1)</sup> [The Benchmark Treasury Securities are unchanged from the Tender Offer.]