

**RULES OF GOVERNANCE
WEST HAYMARKET
JOINT PUBLIC AGENCY**

ARTICLE I

NAME, AUTHORITY, AND OBJECT

1. Name: The name of the Joint Public Agency is the West Haymarket Joint Public Agency (hereinafter referred to as the “**JPA**”). The JPA has the authority or jurisdiction provided by the Nebraska Joint Public Agency Act, Neb. Rev. Stat. § 13-2501 *et seq.* (Reissue 2007) (the “**Act**”) within an area known as the West Haymarket Redevelopment Area, (hereinafter referred to as the “**Area**”), and generally indicated on the map attached hereto as Exhibit A, and incorporated by reference.

2. Authority: The JPA has been created and established by and between the University of Nebraska (the “**University**”) and the City of Lincoln, Nebraska (the “**City**”) (together, the “**Public Agencies**”), pursuant to, the Act by entering into the Joint Public Agency Agreement Creating the West Haymarket Joint Public Agency (the “**Agreement**”), and a certificate of creation of the JPA has been issued by the Secretary of State of the State of Nebraska in accordance with the Act.

3. Charge: The JPA will function as a coordinating entity to finance and provide for the contracted design and construction of the Arena as well as necessary land acquisitions/ remediation and supporting infrastructure and facilities for the larger scope of the West Haymarket Facilities as further delineated below. The JPA has a fiduciary duty to track and account for costs and revenues at the Arena at the same time allowing for the broader West Haymarket Facilities to benefit from pour-over revenue allocations when available. The other West Haymarket Facilities may also derive the benefits of being included under the general financing authority or jurisdiction of the JPA but are intended to be stand alone and separate from the debt service and revenue allocations related to the Arena. The JPA shall:

(a) Construct, equip, furnish and finance public facilities in the West Haymarket area of the City including but not limited to a sports/entertainment arena (the “**Arena**”), Ice Rink, roads, streets, sidewalks, pedestrian overpass, public plaza space, sanitary sewer mains, water mains, electric transmission lines, drainage systems, flood control, parking garages and surface parking lots (the “**West Haymarket Facilities**”), and acquire land and relocate existing businesses, undertake environmental remediation and site preparation as necessary and appropriate for the construction, equipping, furnishing and financing of the West Haymarket Facilities (together, the “**Project**”);

(b) Make the most efficient use of the taxing authority and other powers of the Public Agencies and arrange, coordinate and facilitate their cooperation with each other and other governmental units on a basis of mutual advantage and to thereby provide services and facilities in a manner and pursuant to a form of governmental organization that will best account with the

geographic, economic, population, and other factors influencing the needs and development of both Public Agencies;

(c) Exercise any power, privilege or authority to facilitate the capital improvements and other projects pertaining to the redevelopment of the Area as shall be determined by the JPA to be necessary, desirable, advisable or in the best interests of the Public Agencies in the manner and as provided for by the Act;

(d) Issue bonds to finance the West Haymarket Facilities, and levy a tax as provided by the Act and the Agreement to pay the principal or redemption price of and interest on such bonds, when and as the same shall become due, to own the Arena, Ice Rink and Parking Garages for so long as any JPA Bonds (hereinafter defined) are outstanding, to enter into a lease with the City to operate the Arena, Ice Rink and Parking Garages for so long as any JPA Bonds are outstanding and to convey those facilities to the appropriate parties at such time as no JPA Bonds are outstanding;

Provided, however, the JPA shall not issue any bonds or other form of indebtedness without the question of whether the JPA should issue such bonds or indebtedness being first presented to, and approved by, the Mayor and Council of the City; and

(e) Sell, lease or otherwise dispose of excess land not needed for the West Haymarket Facilities to the Public Agencies or private entities for redevelopment of the Area and, in particular, a proposed mixed use redevelopment project consisting of a hotel and residential, office and retail space consistent with the Nebraska Community Development Law and respecting the fiduciary and bond obligations of the JPA.

ARTICLE II

REPRESENTATIVES

1. Qualifications: The JPA shall be governed by a Board of three Representatives, one of whom shall be the member of the Board of Regents of the University of Nebraska from District No. 1, one of whom shall be the Mayor of the City, and one of whom shall be a Member of the City Council of the City from among the members of such governing body and collectively referred to as Representatives and separately as a Representative.

2. Term: The term of office shall be four years, provided that the term of any Representative shall expire when the Representative no longer holds his or her office with the respective Public Agency.

3. Compensation and Expenses: Representatives shall not be entitled to compensation for their services but shall be entitled to reimbursement of reasonable expenses paid or incurred in the performance of the duties imposed upon them in the discharge of their official duties, with reimbursement for mileage to be made at the rate provided in Neb. Rev. Stat. § 87-1176.

ARTICLE III

OFFICERS

1. Officers Designated: The JPA officers shall be a Chairperson, Vice Chairperson and Secretary-Treasurer, elected by the Board as provided in Neb. Rev. Stat. § 13-2516. Their terms of office shall be until a successor is duly appointed or elected or until the Officer shall no longer hold his or her office on the governing body of the Public Agency by which they were appointed. Successive terms of office are permitted.

2. Recall of Officers: Any officer may be recalled from the position of "officer" by a majority vote of the Board Representatives at any meeting. The vacancy thereby created shall be filled by a majority vote of JPA members present.

3. Resignation, Death, or Disability of Officers: If an officer resigns, dies, or becomes unable to perform his or her duties, such event will automatically create a vacancy in that office. The vacancy shall be filled in the manner provided in Neb. Rev. Stat. § 13-2516.

4. Duties of Officers:

(a) Chairperson:

- a. The Chairperson shall preside at all meetings of the JPA, plan, lead, and direct the work of the JPA, appoint committee members, require reports, and perform such other duties as are normally associated with the office of Chairperson; and
- b. The Chairperson shall co-sign, with the Treasurer or other person properly designated by the Treasurer, all checks, drafts, warrants or other instruments for paying out or expending money by the JPA.

(b) Vice Chairperson: The Vice Chairperson shall perform such duties as are assigned by the Chairperson and shall, in the absence of the Chairperson, perform all of the duties assigned to the Chairperson, except for co-signing checks, drafts or warrants, or other duties assigned by law exclusively to the Chairperson.

(c) Project Manager/Secretary. The Project Manager/Secretary shall serve as the executive director of the JPA and carry out its day-to-day responsibilities, subject to the control of the Board. The Project Manager/Secretary shall have the responsibility of Secretary and shall have charge of such books, documents, and papers as the Board may determine. The Project Manager/Secretary shall be responsible for giving the required public notice regarding each meeting of the Board and shall be responsible for maintaining a record of all votes taken by the Board. He or she shall maintain a list of the news media requesting notification of meetings and shall make reasonable efforts to provide advance notification to them of the time and place of each meeting and the subjects to be discussed at that meeting in accordance with the Open Meetings Law, Neb. Rev. Stat. § 84-1411 (4) (2009 Supp.).

- a. Administrative Assistant. The Project Manager/Secretary may appoint an administrative assistant to physically take the minutes, record the meetings of the Board, give the required notices, record the votes, and perform such other ministerial duties as the Project Manager/Secretary shall from time to time assign. The Project Manager/Secretary shall have such other powers as the Administrative Board may determine, and shall perform such other duties as may be assigned by the Administrative Board.
- b. Official Records. The minutes of the Board and all resolutions and other official documents of the Administrative Board shall be kept on file in the City Clerk's office of the City of Lincoln, Nebraska, and the City Clerk is hereby designated the official record keeper of the Administrative Board. As a political subdivision, the JPA is subject to the requirements of the Nebraska Public Records Act, Neb. Rev. Stat. §§ 84-712 *et seq.* (Reissue 2008).

(d) Treasurer. The City Finance Director shall serve as a non-voting ex officio treasurer of the Commission. All taxes, other receipts, income, revenue, profits and money of the Commission shall be paid to the Treasurer who shall invest such funds as provided under Section 13-1305 R.R.S. Neb. 1943, as amended, and who shall not commingle such money with any other money under his or her control.

- a. All taxes, other receipts, income, revenue, profits and money of the JPA shall be paid to the Treasurer who shall invest such funds in accordance with applicable provisions of the Nebraska Capital Expansion Act and the Nebraska State Funds Investment Act and as provided in the authorized investment guidelines of the Nebraska Investment Council in effect on the date the investment is made. The Treasurer shall not commingle such money with any other money under his or her control.
- b. The Treasurer, or such other officer, employee or agent of the JPA authorized by the Treasurer, shall co-sign, with the Chairperson, all checks, drafts, warrants or other instruments for paying out or expending money by the JPA. Any such authorization by the Treasurer shall be in writing and filed with the Project Manager/Secretary of the JPA.
- c. The Treasurer shall in general perform all other duties incident to the office of treasurer and such other duties as shall be assigned by the Board.
- d. In the event that there is no treasurer's bond that expressly insures the JPA against loss resulting from fraudulent, illegal, negligent, or otherwise wrongful or unauthorized acts or conduct by or on the part

of any person authorized to sign checks, drafts, warrants, or other instruments in writing, there shall be procured and filed with the Project Manager/Secretary of the JPA, together with the written authorization filed with the Project Manager/Secretary, a surety bond, effective for protection against the loss, in such form and penal amount and with such corporate surety as shall be approved in writing by the signed endorsement thereon of any two officers of the JPA other than the Treasurer. The Project Manager/Secretary shall report to the Board at each meeting any such bonds filed, or any change in the status of any such bonds, since the last previous meeting of the Board.

ARTICLE IV

EMPLOYEES OR AGENTS

1. Employees or Agents: The JPA may obtain the services of employees or agents of the City or the University that either Public Agency may agree or contract to provide, and the JPA may employ or obtain the services of technical experts and such other officers, agents, and employees as it may require and shall determine their qualifications, duties, compensation, and terms of office.

2. Legal Counsel: The City Attorney for the City of Lincoln, Nebraska, or a deputy or Assistant City Attorney as designated by the City Attorney, is hereby designated as Legal Counsel for the JPA and the Board. The Board may employ counsel for the University as additional legal counsel or may retain outside counsel upon the recommendation of or with the advice and consent of the City Attorney. The services of the City Attorney shall be for general counsel of the JPA and shall include arrangements and contracts for and supervision of additional legal services for specific engagements and litigation, including condemnation.

3. Purchasing Agent: The Purchasing Agent for the City of Lincoln Nebraska is hereby designated as Purchasing Agent for the JPA. The Finance Director of the City of Lincoln shall act as the Purchasing Agent in the absence or disability of the Purchasing Agent, and the Finance Director may, where necessary, designate a suitable city employee to act as Purchasing Agent for the JPA. Unless otherwise directed by the Board, all lettings for contracts, specifications and bids in excess of \$10,000 for the JPA shall be conducted by the Purchasing Agent in accordance with the Nebraska County Purchasing Act and other applicable law, and rules and regulations of the City-County Purchasing Division as the same may be amended.

4. Duties: The Board may delegate to its officers, agents, or employees such powers and duties as the Board deems proper.

ARTICLE V

COMMITTEES

1. Establishment: The JPA may, by majority vote of all its members, establish and appoint standing committees; and a majority of the JPA shall have the power to establish and appoint temporary committees.

2. Appointment of Committee Officers and Members: Whenever a permanent or temporary committee is established, a majority of the JPA shall designate its membership and name one member as Chairperson, and shall specify the delegated powers and duties of such committee.

ARTICLE VI

MEETINGS

1. JPA Meetings: The JPA shall meet at times established by vote of the JPA and shall meet upon call of the Chairperson, or any two Representatives of the JPA, provided that at least two days' notice of such meeting is given to each member and public notice is provided pursuant to the Nebraska Open Meetings Law. Written notice of the meeting and agenda shall be provided to each representative, the City Clerk, and the University of Nebraska - Lincoln Chancellor at least two days prior to each such meeting.

The Board shall also give public notice of the meeting pursuant to Neb. Rev. Stat. § 84-1411. Public notice shall be given by posting a notice of the meeting on the official bulletin board of the City in the County-City Building, 555 South 10th Street, Lincoln, Nebraska, under the heading of "PUBLIC NOTICE OF MEETING," maintaining an agenda in the office of the City Clerk which shall be available for inspection by the public, and by posting on the City's website. All meetings shall be conducted in accordance with the Open Meetings Act, Neb. Rev. Stat. §§ 84-1407 *et seq.*

2. Closed Session: Closed sessions will only be held for the reasons stated and under the terms and conditions set forth in Neb. Rev. Stat. §84-1410.

3. Minutes: The JPA shall maintain minutes of all meetings; and copies of minutes, names and addresses of all appointees, including appointment date and term of expiration date, shall be maintained in the Office of the City Clerk and open to public inspection upon request.

4. Video Conferencing: The JPA may meet by Video conference where and under the terms and conditions set forth in § 84-1411.

ARTICLE VII

QUORUM AND DECORUM

1. Quorum: A majority of the total number of Representatives of the JPA shall constitute a quorum for the transaction of business, except as provided in paragraph 2 of this Article.

2. Decorum, Conflict of Interest, and Voting: Votes shall be taken by roll call and in rotating alphabetical order. If a Representative has a conflict of interest with regard to any matter that is before the Board for discussion, deliberation or action, he or she shall report such conflict of interest to the Chairperson prior to any discussion or deliberation by the Board on the matter. The Chairperson shall determine whether there is a conflict of interest. If the Chairperson rules that there is a conflict of interest, the member shall abstain from all discussion, deliberation, voting or other action on the matter. If a member of the Board is present when a question is put and the member refuses to cast an affirmative or negative vote, his or her refusal to cast an affirmative or negative vote on the pending question shall be recorded as a negative vote, unless such member has declared a conflict of interest and abstained from all discussion and voting. Under the Nebraska Political Accountability and Disclosure Act a conflict of interest exists when, in the discharge of duties, a Representative would be required to take any action or make any decision that may cause financial benefit or detriment to him or her, a member of his or her immediate family, or a business with which he or she is associated, which is distinguishable from the effects of such action on the public generally or a broad segment of the public. See Neb.Rev. Stat. §49-1499.

3. Reference Guide for Board Meetings. Robert's Rules of Order, Newly Revised, shall be used for guidance in resolving questions regarding the procedure or conduct of meetings in the absence of a controlling Rule of Governance or applicable law.

4. Right of Public to Appear. In accordance with provisions of Neb. Rev. Stat. § 84-1412, the public shall have the right to attend meetings of the Board and to speak on matters related to Board business. Any person may appear before and address the Board concerning any item on the agenda for that meeting. Further, any person may appear before and address the Board at any scheduled meeting on any matter concerning the Board and not on the agenda by notifying the Secretary at least twenty-four (24) hours in advance of the meeting at which the person desires to address the Board. A time limit of five (5) minutes shall be placed upon each individual appearance before the Board, and no more than thirty (30) minutes shall be allowed for public comment unless a majority of the quorum present shall extend such time limit. The Chairperson shall have the right to prohibit multiple appearances by persons presenting needlessly repetitious or redundant testimony.

5. Necessary Vote for Adoption of Motions: Except as may otherwise be provided herein, or in any agreement to which the JPA is a party, all actions of the JPA not relating to the Arena may be taken with the concurrence of a majority of the Representatives entitled to vote. All actions of the Agency related to the Arena (as opposed to the West Haymarket Facilities as a whole) may only be taken by a unanimous vote of all the Representatives entitled to vote. For the purpose of this Article IX, actions related to the Arena shall mean resolutions (i) to approve site acquisitions

and site preparation contracts for the Arena, the surface parking lot northwest of the BNSF tracks (“Northwest Arena Parking Lot”), the parking garage adjacent to the Arena (“Arena Parking Garage”) and the surface parking lot on the Arena site (“Arena Surface Parking”); (ii) to approve contracts for the design, construction, and operation of the Arena, Arena Parking Garage, the Arena Surface Parking, and the Northwest Arena Parking Lot; and (iii) to approve bonds or financing related to either (i) or (ii).

6. Notice: The Board may provide for the publication of any resolution or other proceeding adopted by it in a newspaper of general circulation published in the area served by the JPA or, if no newspaper is so published, in a newspaper qualified to carry legal notices having general circulation in the area served by the JPA.

ARTICLE VIII

MINUTES

1. Content of Minutes: Minutes shall be kept of all meetings showing the time, place, members present and absent, and the substance of all matters discussed.

2. Votes Recorded: All votes of the JPA shall be duly recorded and kept as part of the minutes for each meeting of the JPA.

3. Approval: The minutes of the previous JPA meeting shall be approved by majority vote of the JPA.

4. Public Record: The minutes shall be public record and open to public inspection during normal business hours at the Office of the City Clerk, County-City Building, 555 South 10th Street, Lincoln, Nebraska.

5. Availability: Minutes shall be written and available for inspection within ten working days of any JPA meeting, or prior to the next convened meeting, whichever occurs earlier.

ARTICLE XI

SUSPENSION AND AMENDMENT OF BY-LAWS OR RULES

1. Suspension: Any of these Rules of Governance may be suspended by the unanimous vote of Representatives present and voting, with the exception of the requirements of a quorum, voting, minutes, the requirements of the Nebraska Open Meetings Law or any other requirement imposed by law.

2. Amendments: Any by-law or rule may be amended or rescinded in whole or in part by unanimous vote of the JPA members after notice given at least two days prior to the meeting at which such amendment or rescission is to be acted upon.

ARTICLE XII

RECOMMENDED ORDER OF BUSINESS FOR REGULAR JPA MEETINGS

1. Call to order.
2. Determination of a quorum present.
3. Statement of the location where a copy of the Nebraska Open Meetings Act is posted and accessible to the public.
4. Approval of minutes of previous meeting. Minutes will not be read unless a request is made, but will be distributed in writing before each meeting.
5. Unfinished business.
6. New business.
7. Adjournment.

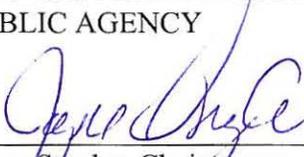
ARTICLE XIII

FISCAL YEAR

The fiscal year of the JPA shall begin on the first day of September and end on the last day of August in each year.

THE FOREGOING RULES OF GOVERNANCE WERE ADOPTED THIS 10TH DAY OF JUNE, 2010.

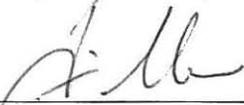
By: THE WEST HAYMARKET JOINT
PUBLIC AGENCY



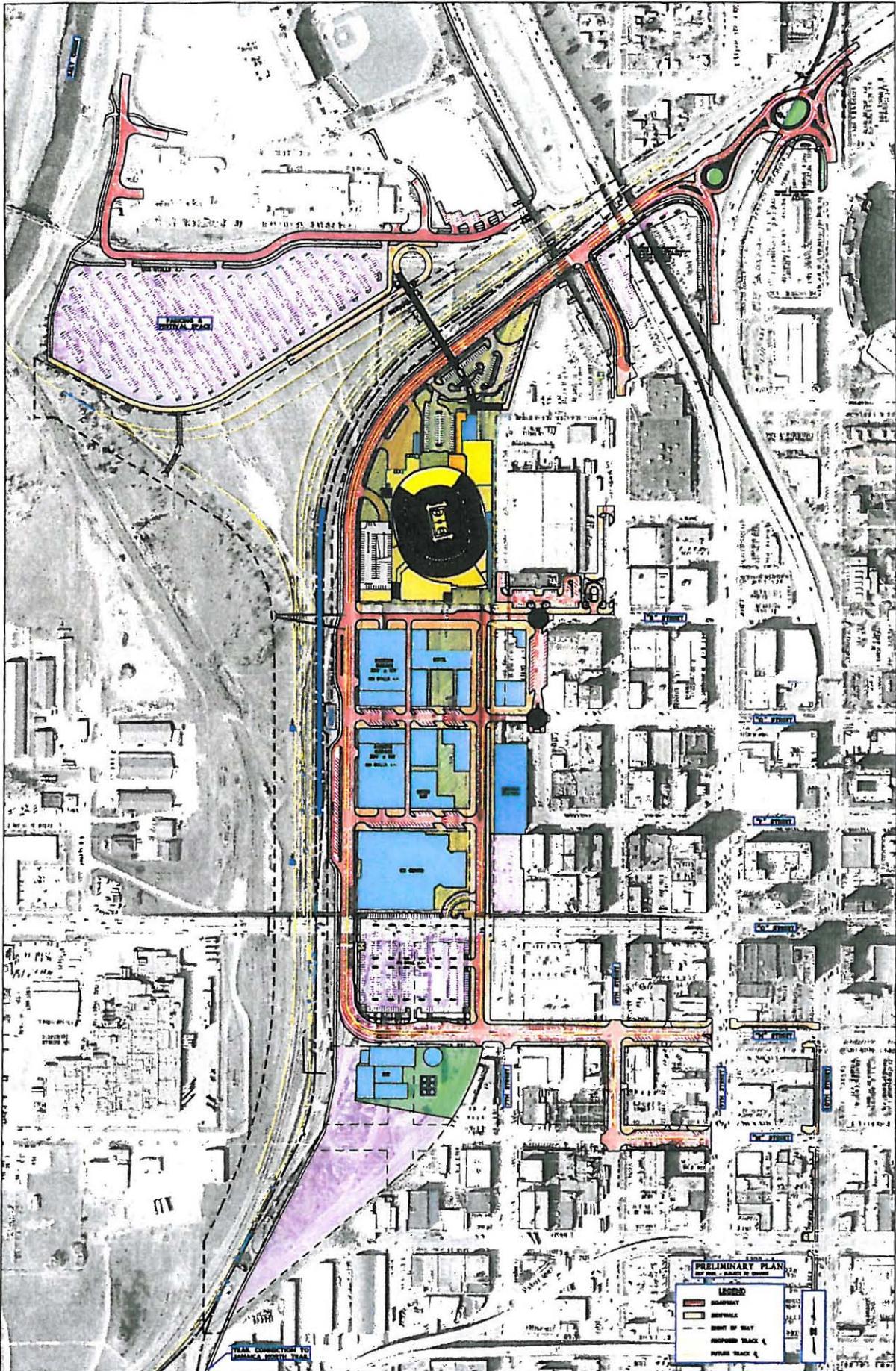
Jayne Snyder, Chairperson
Lincoln City Council Member



Chris Beutler
Mayor of the City of Lincoln



Tim Clare
Board of Regents, District No. 1



DATE: 3/17/2010
 DRAWN BY: JGO
 PROJECT NO: 008-0645

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 DRAWN BY: JGO
 DATE: 3/17/2010

**WEST HAYMARKET
 REDEVELOPMENT AREA**



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EXHIBIT
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