

The City of Bellevue, in the State of Nebraska
Voluntary Filing
Dated January 24, 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 Bellevue, in the State of Nebraska (the “**City**” or “**Issuer**”) for itself and as obligor of the obligations of the Bellevue City Municipal Building Corporation (the “**Corporation**”)

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|-----------------------|------------|------------|------------|
| CUSIP Numbers: | 079235 DC8 | 079235 DE4 | 079235 DG9 |
| | 079235 DD6 | 079235 DF1 | 079235 DH7 |
| | 079222 AS4 | 079222 AV7 | 079222 AY1 |
| | 079222 AT2 | 079222 AW5 | 079222 AZ8 |
| | 079222 AU9 | 079222 AX3 | |
| | 079212 6L5 | 079212 6P6 | 079212 6S0 |
| | 079212 6M3 | 079212 6Q4 | 079212 6T8 |
| | 079212 6N1 | 079212 6R2 | 079212 6U5 |
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Type of Information: Voluntary Disclosure
Other Event-Based Disclosures; Pricing Notice

The Issuer is releasing the pricing notice related to the Invitation to Tender Obligations, dated January 16, 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 Bellevue, Nebraska
Bellevue, Nebraska

PRICING NOTICE

**RELATING TO THE
INVITATION TO TENDER OBLIGATIONS DATED JANUARY 16, 2024
made by
THE CITY OF BELLEVUE, IN THE STATE OF NEBRASKA (THE “CITY”)
FOR ITSELF AND AS OBLIGOR OF THE OBLIGATIONS OF
THE BELLEVUE CITY MUNICIPAL BUILDING CORPORATION (THE “CORPORATION”)
to the Holders described herein of all or any portion of the maturities of
THE CITY FOR ITSELF AND AS OBLIGOR OF THE OBLIGATIONS OF
THE CORPORATION**

**Refunding Bonds (Convention Center Project), Taxable Series 2020 of the Corporation
Refunding Certificates of Participation (Taxable Interest), Series 2021
General Obligation Refunding Bonds (Taxable Interest), Series 2020B**

The purpose of this Pricing Notice, dated January 24, 2024 (the “Pricing Notice”) is to either confirm or amend the Purchase Prices for the Fixed Spreads for the Obligations. All other terms relating to the Tender Offer (hereinafter defined) remain unchanged.

Pursuant to the Invitation to Tender Obligations dated January 16, 2024 (as it may be amended or supplemented, the “*Tender Offer*”), The City of Bellevue, in the State of Nebraska (the “*City*” or the “*Issuer*”) for itself and as obligor of the obligations of the Bellevue City Municipal Building Corporation (the “*Corporation*”), invited offers to tender Obligations 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 Obligations 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 Obligations prior to such change in the Purchase Price or Fixed Spreads for such Obligations pursuant to the Tender Offer will remain in full force and effect and any Bondholder of such affected Obligations as applicable, wishing to revoke their offer to tender such Obligations for purchase must affirmatively withdraw such offer prior to the Expiration Date, as extended.

The Tender Offer, including the Preliminary Official Statement relating to the General Obligation Refunding Bonds, Series 2024 of the Issuer 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 Obligations, and (ii) on the website of the Information Agent at www.globic.com/bellevue.

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

Refunding Bonds (Convention Center Project), Taxable Series 2020 of the Corporation

| CUSIP | Maturity Date | Interest Rate | Outstanding Principal Amount | Benchmark Treasury Security | Indicative Fixed Spreads [†] |
|------------|---------------|---------------|------------------------------|--|---------------------------------------|
| 079235 DC8 | 09/15/2024 | 1.574% | \$2,065,000 | 4.250% UST maturing 12/31/2025 CUSIP 91282CJS1 | 0 |
| 079235 DD6 | 09/15/2025 | 1.654 | 595,000 | 4.250% UST maturing 12/31/2025 CUSIP 91282CJS1 | 0 |
| 079235 DE4 | 09/15/2026 | 1.780 | 495,000 | 4.000% UST maturing 01/15/2027 CUSIP 91282CJT9 | 0 |
| 079235 DF1 | 09/15/2027 | 1.800 | 490,000 | 4.000% UST maturing 01/15/2027 CUSIP 91282CJT9 | 0 |
| 079235 DG9 | 09/15/2028 | 1.930 | 555,000 | 3.750% UST maturing 12/31/2028 CUSIP 91282CJR3 | 0 |
| 079235 DH7 | 09/15/2035* | 2.250 | 2,165,000 | 4.500% UST maturing 11/15/2033 CUSIP 91282CJJ1 | 0 |

Refunding Certificates of Participation (Taxable Interest), Series 2021

| CUSIP | Maturity Date | Interest Rate | Outstanding Principal Amount | Benchmark Treasury Security | Indicative Fixed Spreads [†] |
|------------|---------------|---------------|------------------------------|--|---------------------------------------|
| 079222 AS4 | 09/15/2024* | 0.455% | \$ 460,000 | 4.250% UST maturing 12/31/2025 CUSIP 91282CJS1 | 0 |
| 079222 AT2 | 09/15/2026* | 0.726 | 455,000 | 4.000% UST maturing 01/15/2027 CUSIP 91282CJT9 | 0 |
| 079222 AU9 | 09/15/2027 | 0.969 | 400,000 | 4.000% UST maturing 01/15/2027 CUSIP 91282CJT9 | 0 |
| 079222 AV7 | 09/15/2028 | 1.149 | 430,000 | 3.750% UST maturing 12/31/2028 CUSIP 91282CJR3 | 0 |
| 079222 AW5 | 09/15/2029 | 1.403 | 355,000 | 3.750% UST maturing 12/31/2028 CUSIP 91282CJR3 | 0 |
| 079222 AX3 | 09/15/2030 | 1.503 | 505,000 | 3.750% UST maturing 12/31/2030 CUSIP 91282CJQ5 | 0 |
| 079222 AY1 | 09/15/2031 | 1.603 | 420,000 | 3.750% UST maturing 12/31/2030 CUSIP 91282CJQ5 | 12 |
| 079222 AZ8 | 09/15/2032 | 1.703 | 860,000 | 4.500% UST maturing 11/15/2033 CUSIP 91282CJJ1 | 20 |

General Obligation Refunding Bonds (Taxable Interest), Series 2020B

| CUSIP | Maturity Date | Interest Rate | Outstanding Principal Amount | Benchmark Treasury Security | Indicative Fixed Spreads [†] |
|------------|---------------|---------------|------------------------------|--|---------------------------------------|
| 079212 6L5 | 09/15/2024 | 1.697% | \$2,160,000 | 4.250% UST maturing 12/31/2025 CUSIP 91282CJS1 | 0 |
| 079212 6M3 | 09/15/2025 | 1.797 | 1,615,000 | 4.250% UST maturing 12/31/2025 CUSIP 91282CJS1 | 0 |
| 079212 6N1 | 09/15/2026 | 2.002 | 1,830,000 | 4.000% UST maturing 01/15/2027 CUSIP 91282CJT9 | 0 |
| 079212 6P6 | 09/15/2027 | 2.052 | 1,830,000 | 4.000% UST maturing 01/15/2027 CUSIP 91282CJT9 | 0 |
| 079212 6Q4 | 09/15/2028 | 2.199 | 2,175,000 | 3.750% UST maturing 12/31/2028 CUSIP 91282CJR3 | 0 |
| 079212 6R2 | 09/15/2029 | 2.249 | 2,910,000 | 3.750% UST maturing 12/31/2028 CUSIP 91282CJR3 | 0 |
| 079212 6S0 | 09/15/2030 | 2.299 | 2,670,000 | 3.750% UST maturing 12/31/2030 CUSIP 91282CJQ5 | 0 |
| 079212 6T8 | 09/15/2031 | 2.399 | 3,520,000 | 3.750% UST maturing 12/31/2030 CUSIP 91282CJQ5 | 11 |
| 079212 6U5 | 09/15/2032 | 2.449 | 1,345,000 | 4.500% UST maturing 11/15/2033 CUSIP 91282CJJ1 | 19 |

*Term Obligations

[†] 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, January 31, 2024.

Example based on the following closing yields for the Benchmark Treasury Securities as of January 23, 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 January 23, 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:

Refunding Bonds (Convention Center Project), Taxable Series 2020 of the Corporation

| CUSIP | Maturity Date | Benchmark Treasury Security | Indicative Benchmark Yield ⁽¹⁾ | Fixed Spread | Indicative Purchase Yield ⁽¹⁾ | Indicative Purchase Price per \$100 Principal Amount ⁽¹⁾ |
|------------|---------------|--|---|--------------|--|---|
| 079235 DC8 | 09/15/2024 | 4.250% UST maturing 12/31/2025 CUSIP 91282CJS1 | 4.402% | 0 | 4.402% | 98.235% |
| 079235 DD6 | 09/15/2025 | 4.250% UST maturing 12/31/2025 CUSIP 91282CJS1 | 4.402 | 0 | 4.402 | 95.698 |
| 079235 DE4 | 09/15/2026 | 4.000% UST maturing 01/15/2027 CUSIP 91282CJT9 | 4.166 | 0 | 4.166 | 94.093 |
| 079235 DF1 | 09/15/2027 | 4.000% UST maturing 01/15/2027 CUSIP 91282CJT9 | 4.166 | 0 | 4.166 | 92.085 |
| 079235 DG9 | 09/15/2028 | 3.750% UST maturing 12/31/2028 CUSIP 91282CJR3 | 4.055 | 0 | 4.055 | 91.093 |
| 079235 DH7 | 09/15/2035* | 4.500% UST maturing 11/15/2033 CUSIP 91282CJJ1 | 4.144 | 0 | 4.144 | 82.648 |

Refunding Certificates of Participation (Taxable Interest), Series 2021

| CUSIP | Maturity Date | Benchmark Treasury Security | Indicative Benchmark Yield ⁽¹⁾ | Fixed Spread | Indicative Purchase Yield ⁽¹⁾ | Indicative Purchase Price per \$100 Principal Amount ⁽¹⁾ |
|------------|---------------|--|---|--------------|--|---|
| 079222 AS4 | 09/15/2024* | 4.250% UST maturing 12/31/2025 CUSIP 91282CJS1 | 4.402% | 0 | 4.402% | 97.539% |
| 079222 AT2 | 09/15/2026* | 4.000% UST maturing 01/15/2027 CUSIP 91282CJT9 | 4.166 | 0 | 4.166 | 91.486 |
| 079222 AU9 | 09/15/2027 | 4.000% UST maturing 01/15/2027 CUSIP 91282CJT9 | 4.166 | 0 | 4.166 | 89.307 |
| 079222 AV7 | 09/15/2028 | 3.750% UST maturing 12/31/2028 CUSIP 91282CJR3 | 4.055 | 0 | 4.055 | 87.822 |
| 079222 AW5 | 09/15/2029 | 3.750% UST maturing 12/31/2028 CUSIP 91282CJR3 | 4.055 | 0 | 4.055 | 86.749 |
| 079222 AX3 | 09/15/2030 | 3.750% UST maturing 12/31/2030 CUSIP 91282CJQ5 | 4.105 | 0 | 4.105 | 85.011 |
| 079222 AY1 | 09/15/2031 | 3.750% UST maturing 12/31/2030 CUSIP 91282CJQ5 | 4.105 | 12 | 4.225 | 83.031 |
| 079222 AZ8 | 09/15/2032 | 4.500% UST maturing 11/15/2033 CUSIP 91282CJJ1 | 4.144 | 20 | 4.344 | 81.143 |

*Term Obligations

General Obligation Refunding Bonds (Taxable Interest), Series 2020B

| CUSIP | Maturity Date | Benchmark Treasury Security | Indicative Benchmark Yield ⁽¹⁾ | Fixed Spread | Indicative Purchase Yield ⁽¹⁾ | Indicative Purchase Price per \$100 Principal Amount ⁽¹⁾ |
|------------|---------------|--|---|--------------|--|---|
| 079212 6L5 | 09/15/2024 | 4.250% UST maturing 12/31/2025 CUSIP 91282CJS1 | 4.402% | 0 | 4.402% | 98.312% |
| 079212 6M3 | 09/15/2025 | 4.250% UST maturing 12/31/2025 CUSIP 91282CJS1 | 4.402 | 0 | 4.402 | 95.922 |
| 079212 6N1 | 09/15/2026 | 4.000% UST maturing 01/15/2027 CUSIP 91282CJT9 | 4.166 | 0 | 4.166 | 94.642 |
| 079212 6P6 | 09/15/2027 | 4.000% UST maturing 01/15/2027 CUSIP 91282CJT9 | 4.166 | 0 | 4.166 | 92.927 |
| 079212 6Q4 | 09/15/2028 | 3.750% UST maturing 12/31/2028 CUSIP 91282CJR3 | 4.055 | 0 | 4.055 | 92.220 |
| 079212 6R2 | 09/15/2029 | 3.750% UST maturing 12/31/2028 CUSIP 91282CJR3 | 4.055 | 0 | 4.055 | 90.975 |
| 079212 6S0 | 09/15/2030 | 3.750% UST maturing 12/31/2030 CUSIP 91282CJQ5 | 4.105 | 0 | 4.105 | 89.595 |
| 079212 6T8 | 09/15/2031 | 3.750% UST maturing 12/31/2030 CUSIP 91282CJQ5 | 4.105 | 11 | 4.215 | 88.241 |
| 079212 6U5 | 09/15/2032 | 4.500% UST maturing 11/15/2033 CUSIP 91282CJJ1 | 4.144 | 19 | 4.334 | 86.534 |

⁽¹⁾ 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:

Refunding Bonds (Convention Center Project), Taxable Series 2020 of the Corporation

| CUSIP | Maturity Date | Indicative Purchase Yield ⁽¹⁾ | Indicative Purchase Price (Assuming a 0.10% Increase in Treasury Security Yield ⁽¹⁾) | Indicative Purchase Price per \$100 Principal Amount ⁽¹⁾ | Indicative Purchase Price (Assuming a 0.10% Decrease in Treasury Security Yield ⁽¹⁾) |
|------------|---------------|--|--|---|--|
| 079235 DC8 | 09/15/2024 | 4.402% | 98.174% | 98.235% | 98.297% |
| 079235 DD6 | 09/15/2025 | 4.402 | 95.546 | 95.698 | 95.850 |
| 079235 DE4 | 09/15/2026 | 4.166 | 93.855 | 94.093 | 94.332 |
| 079235 DF1 | 09/15/2027 | 4.166 | 91.767 | 92.085 | 92.404 |
| 079235 DG9 | 09/15/2028 | 4.055 | 90.697 | 91.093 | 91.492 |
| 079235 DH7 | 09/15/2035* | 4.144 | 81.832 | 82.648 | 83.473 |

Refunding Certificates of Participation (Taxable Interest), Series 2021

| CUSIP | Maturity Date | Indicative Purchase Yield ⁽¹⁾ | Indicative Purchase Price (Assuming a 0.10% Increase in Treasury Security Yield ⁽¹⁾) | Indicative Purchase Price per \$100 Principal Amount ⁽¹⁾ | Indicative Purchase Price (Assuming a 0.10% Decrease in Treasury Security Yield ⁽¹⁾) |
|------------|---------------|--|--|---|--|
| 079222 AS4 | 09/15/2024* | 4.402% | 97.478% | 97.539% | 97.600% |
| 079222 AT2 | 09/15/2026* | 4.166 | 91.252 | 91.486 | 91.721 |
| 079222 AU9 | 09/15/2027 | 4.166 | 88.994 | 89.307 | 89.621 |
| 079222 AV7 | 09/15/2028 | 4.055 | 87.433 | 87.822 | 88.212 |
| 079222 AW5 | 09/15/2029 | 4.055 | 86.290 | 86.749 | 87.212 |
| 079222 AX3 | 09/15/2030 | 4.105 | 84.487 | 85.011 | 85.538 |
| 079222 AY1 | 09/15/2031 | 4.225 | 82.450 | 83.031 | 83.616 |
| 079222 AZ8 | 09/15/2032 | 4.344 | 80.511 | 81.143 | 81.780 |

General Obligation Refunding Bonds (Taxable Interest), Series 2020B

| CUSIP | Maturity Date | Indicative Purchase Yield ⁽¹⁾ | Indicative Purchase Price (Assuming a 0.10% Increase in Treasury Security Yield ⁽¹⁾) | Indicative Purchase Price per \$100 Principal Amount ⁽¹⁾ | Indicative Purchase Price (Assuming a 0.10% Decrease in Treasury Security Yield ⁽¹⁾) |
|------------|---------------|--|--|---|--|
| 079212 6L5 | 09/15/2024 | 4.402% | 98.250% | 98.312% | 98.373% |
| 079212 6M3 | 09/15/2025 | 4.402 | 95.770 | 95.922 | 96.074 |
| 079212 6N1 | 09/15/2026 | 4.166 | 94.403 | 94.642 | 94.882 |
| 079212 6P6 | 09/15/2027 | 4.166 | 92.608 | 92.927 | 93.249 |
| 079212 6Q4 | 09/15/2028 | 4.055 | 91.821 | 92.220 | 92.621 |
| 079212 6R2 | 09/15/2029 | 4.055 | 90.503 | 90.975 | 91.450 |
| 079212 6S0 | 09/15/2030 | 4.105 | 89.055 | 89.595 | 90.138 |
| 079212 6T8 | 09/15/2031 | 4.215 | 87.641 | 88.241 | 88.846 |
| 079212 6U5 | 09/15/2032 | 4.334 | 85.879 | 86.534 | 87.194 |

*Term Obligations

⁽¹⁾ The Benchmark Treasury Securities are unchanged from the Tender Offer.