



**TOWN OF KENNEBUNKPORT, MAINE  
\$8,500,000  
2019 GENERAL OBLIGATION BONDS – SERIES B**

SEALED PROPOSALS will be received by the Town of Kennebunkport, Maine (the “Town”) at the office of Moors & Cabot, Inc. (the “Municipal Advisor”), One Federal Street, 19th Floor, Boston, Massachusetts until:

**11:00 O’CLOCK A.M. (E.D.S.T.) WEDNESDAY, APRIL 17, 2019**

at which time and place all such proposals will be publicly opened and announced for the sale of \$8,500,000 2019 General Obligation Bonds - Series B (Federally Taxable) (the “Bonds”) of the Town. The Bonds will be payable annually on October 1 of each year as follows:

<u>Amount</u>	<u>October 1,</u>	<u>CUSIP</u>
\$290,000	2020	489299AR8
300,000	2021	489299AS6
310,000	2022	489299AT4
320,000	2023	489299AU1
7,280,000	2024	489299AV9

This Notice of Sale sets forth only a brief summary of certain provisions of the Bonds. For additional information pertaining to the Bonds, a prospective bidder should refer to the Town’s Preliminary Official Statement with respect to the Bonds dated as of the date hereof (the “Preliminary Official Statement”). In the event of any conflict between the Preliminary Official Statement and this Notice of Sale, the Preliminary Official Statement shall control.

The Bonds will be dated May 1, 2019 and will bear interest (accrued on the basis of a 360-day year with twelve 30-day months), payable on October 1, 2019, and semi-annually thereafter on April 15 and October 1 of each year until maturity, or redemption prior to maturity, and will be issued only as fully-registered bonds without coupons, one certificate per maturity, and, when issued, will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York City, New York (“DTC” or the “Securities Depository”). DTC will act as the securities depository for the Bonds. Purchases of the Bonds will be made in book-entry form, in the denomination of \$5,000 or any integral multiple thereof.

It is expected that the Bonds, in definitive form, will be available for delivery on or about May 1, 2019.

The Bonds are not subject to optional redemption prior to their stated dates of maturity.

The Bonds will be issued by means of The Depository Trust Company’s Book-Entry-Only System with no physical distribution of Bond certificates made to the public. One Bond certificate for each maturity will be issued to The Depository Trust Company, New York City, New York (“DTC”) and immobilized in their custody. The Book-Entry Only System will be employed, evidencing ownership of the Bonds in principal amounts of \$5,000, with transfers of ownership effected on the records of DTC and its Participants pursuant to rules and procedures established by DTC and its Participants. The winning bidder (the “purchaser”), as a condition to delivery of the Bonds, shall be required to deposit the Bond certificates with DTC, registered in the name of Cede & Co. Principal of and interest on the Bonds will be payable in Clearing House Funds to DTC or its nominee as registered owner of the Bonds. Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC. Transfer of principal and interest payments to Beneficial Owners will be the responsibility of such Participants and other nominees of Beneficial Owners.

The Town will not be responsible or liable for maintaining, supervising or reviewing the records maintained by DTC, its Participants or persons acting through such Participants.

The original Bond certificates to be immobilized at DTC will be prepared under the supervision of and authenticated by U.S. Bank National Association, Boston, Massachusetts, Paying Agent, and their legality approved by Drummond Woodsum & MacMahon, Portland, Maine, Bond Counsel to the Town (“Bond Counsel”), whose opinion will be furnished to the purchaser without charge. The form of such opinion is set forth in the Preliminary Official Statement.

Bond Counsel’s opinion will be provided to the original purchaser and will indicate that the Bonds are valid general obligations of the Town and, unless paid from other sources, are payable as to both principal and interest from limited ad valorem taxes unless certain procedural requirements under Title 30-A, Section 5721-A of the Maine Revised Statutes are met, in which case such ad valorem taxes are subject to limitation unless certain procedural requirements under Title 30-A, Section 5721-A of the Maine Revised Statutes, as amended, are met, in which case such ad valorem taxes may then be levied, without limit as to rate or amount upon all the property within the territorial limits of the Town and taxable by it, except to the extent that the Town may enter into an agreement under Title 30-A, Chapter 223, Subchapter V of the Maine Revised Statutes, as amended, to share its assessed valuation with another municipality and except to the extent that the Town establishes or has established development districts either as tax increment financing districts or affordable housing development districts pursuant to Title 30-A, Chapters 206 and former 207 (now repealed) of the Maine Revised Statutes, as amended, the captured tax increment of which may not be available for payment of debt service on the Bonds. The Treasurer has certified that the Town has no agreements under Title 30-A, Chapter 223, Subchapter V of the Maine Revised Statutes, as amended, to share assessed valuation with another municipality, or tax increment financing districts or affordable housing development districts pursuant to Chapter 206 of Title 30-A of the Maine Revised Statutes, as amended. The opinion will indicate that the enforceability of the obligations of the Town, including the Bonds, is subject to and may be limited by bankruptcy, insolvency, moratorium and other laws affecting the rights and remedies of creditors generally, and are subject to general principles of equity. The opinion will be dated and given on and will speak as of the date of original delivery of the Bonds to the original purchasers.

**The Town will not designate the Bonds as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code.**

There is no litigation, threatened or pending, affecting the validity of the Bonds, the corporate existence or the boundaries of the Town, or the title of the present officers to their respective offices, and the purchaser or purchasers will be furnished with a certificate to this effect.

### **Bid Specifications**

Bids must specify the amount bid for the Bonds, not less than 100.000% of the par value of the issue and:

- Must state in a multiple of one-eighth (1/8) or one twentieth (1/20) of one per centum (1%) the rate or rates of interest per annum which the several maturities of the Bonds are to bear;
- All Bonds maturing in any one year must carry the same interest rate and each interest period shall be represented by one interest rate. Bids which include split or supplemental interest rates will not be considered;
- **Serial Bonds:** Bonds will be issued as Serial Bonds and no proposal to split maturities into Term Bonds will be considered;
- **Minimum Bid:** Only bids at or greater than 102.802162% of the issue amount (or  $\geq$  \$238,183.71) bid premium) will be accepted;

- **Application of Bid Premium:** Bid premium may be used to apply funds to pay for costs of issuance, capitalized interest or, if to the projects, may reduce the amount of Bonds issued to finance the projects;
- Should the Town apply bid premium to reduce the amount of Bonds issued, the Town will apply the same percentage amount of underwriter's spread per thousand to the reduced issue amount;
- The original purchaser must also pay an amount equal to the interest on the Bonds accrued to the date of delivery, if any;
- A "Good Faith" deposit is not required.

As between proposals which comply with this Notice, the Bonds will be sold to the bidder whose proposal offers to purchase all of the Bonds at the lowest True Interest Cost ("TIC"), that is, the annual interest rate, compounded semiannually, which when used to discount to the **May 1, 2019 delivery date** all payments of principal and interest payable on the Bonds results in an amount equal to the purchase price for the Bonds including accrued interest to the date of delivery but which will include any premium bid thereon. The TIC should be computed to four decimal places. Bids must be submitted:

- (a) In a sealed envelope marked "Proposal for Bonds" and addressed to the Town of Kennebunkport, Maine, c/o Moors & Cabot, Inc. – Banking & Advisory Group, One Federal Street, Boston, MA 02110;
- (b) Although telephone bids will not be accepted by the Town, the Municipal Advisor will prepare sealed bids as agent for the bidder, per telephone instructions received at (617) 314-0258 *prior to sale time on Wednesday, April 17, 2019*. The Municipal Advisor shall not be responsible for any errors or omissions in connection with bids submitted as agent on behalf of bidders. The Municipal Advisor may be contacted as follows:

Joseph P. Cuetara, Senior Vice President  
 Moors & Cabot, Inc. – Banking & Advisory Group  
 One Federal Street  
 Boston, MA 02110-5483  
*jcuetara@moorscabot.com*

- (c) Via FACSIMILE copy to the Municipal Advisor at (617) 451-0288 *received not later than sale time on Wednesday, April 17, 2019*; or
- (d) Electronically via i-Deal<sup>SM</sup> *PARITY*<sup>®</sup> in accordance with this Notice of Sale, until 11:00 A.M. (E.D.S.T.), but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in *PARITY*<sup>®</sup> conflict with this Notice of Sale, the terms of this Notice of Sale shall control. Each bidder submitting an electronic bid understands and agrees by doing so that it is solely responsible for all arrangements with *PARITY*<sup>®</sup>, that the Town neither endorses nor encourages the use of *PARITY*<sup>®</sup>, and that *PARITY*<sup>®</sup> is not acting as an agent of the Town. Instructions and forms for submitting electronic bids must be obtained directly from *PARITY*<sup>®</sup>. For further information about *PARITY*<sup>®</sup>, potential bidders should contact Dalcomp at 1359 Broadway, 19th Floor, New York, New York 10018, telephone (212) 849-5021.

The Town assumes no responsibility for ensuring or verifying bidder compliance with *PARITY*<sup>®</sup> procedures. The Town shall be entitled to assume that any bid received via *PARITY*<sup>®</sup> has been made by a duly authorized agent of the bidder. The Town, the Municipal Advisor and Bond Counsel assume no responsibility for any malfunction of the *PARITY*<sup>®</sup> system, any failure of a bid to be received by the official time, or any error contained in any bid submitted electronically. The official time for receipt of bids will be determined by the Town at the place of bid opening, and the Town shall not be required to accept the time kept by *PARITY*<sup>®</sup> as the official time. In the event of a malfunction of the *PARITY*<sup>®</sup> system, bidders should submit their bids as discussed in the above (a), (b) or (c) manner on the PROPOSED FORM OF BID LETTER attached hereto.

The right is reserved to reject any or all proposals and to accept or reject any proposal not complying with this Notice of Sale, and, so far as permitted by law, to waive any irregularity or informality with respect to any proposal. A final decision as to the award of the bid rests with and is subject to confirmation by the Treasurer of the Town. When the successful bidder has been ascertained, the Town will notify such bidder.

The Town has not contracted for the issuance of any policy of municipal bond insurance for the Bonds. If the Bonds qualify for issuance of any such policy or commitment therefore, any purchase of such insurance or commitment shall be at the sole option and expense of the bidder and any increased costs of issuance or delivery of the Bonds resulting by reason of such insurance shall be paid by such bidder. Proposals shall not be conditioned upon the issuance of any such policy or commitment and any failure of the Bonds to be insured or of any such policy or commitment to be issued shall not in any way relieve the purchaser of their contractual obligations arising from the acceptance of their proposal for the purchase of the Bonds.

The Municipal Advisor intends to provide the purchaser of the issue with CUSIP identification numbers as is discussed in the Preliminary Official Statement, in compliance with MSRB Rule G-34, (a)(i) (A)-(H). As is further discussed in Rule G-34 the purchaser, as the “dealer who acquires” the issue, is responsible for the registration fee to the CUSIP Bureau for this service. It is anticipated that CUSIP identification numbers will be printed on the Bonds. All expenses in relation to the printing of CUSIP numbers on the Bonds will be paid for by the Town, provided, however, that the Town assumes no responsibility for any CUSIP Service Bureau charge or other charges that may be imposed for the assignment of such numbers.

Additional information concerning the Town of Kennebunkport, Maine and the Bonds is contained in the Preliminary Official Statement which has been distributed and to which prospective bidders are directed. Such Preliminary Official Statement is provided for informational purposes only and is not a part of this Notice of Sale. A copy of the Preliminary Official Statement may be obtained by contacting: Moors & Cabot, Inc. – Banking & Advisory Group, One Federal Street, Boston, MA 02110; or by telephone at (617) 314-0258.

**The Preliminary Official Statement is in a form “deemed final” by the issuer for purposes of SEC Rule 15c2-12(b)(1) but is subject to revision, amendment and completion in a final Official Statement.**

The Town agrees to advise the purchaser, by written notice, of any developments that impact the accuracy and completeness of the key representations (within the meaning of SEC Rule 15c2-12) contained in the final Official Statement, which may occur during the period commencing on the date of the acceptance by the Town of its proposal and ending on the 90th day next following such date of acceptance, unless such final Official Statement is available from the Municipal Securities Rulemaking Board, in which event such period shall end on the 25th day.

In order to assist bidders in complying with Rule 15c2-12(b)(5) promulgated by the Securities and Exchange Commission, the Town will undertake to provide annual reports and notices of certain material events on a timely basis. A description of this undertaking is set forth in APPENDIX C of the Preliminary Official Statement.

A pdf word-searchable electronic version of the final Official Statement will be prepared and distributed for this issue at the Town’s expense within seven (7) business days after the date of the award of the Bonds. If desired, the purchaser will be furnished up to 100 copies of the final Official Statement prepared for this issue at the Town’s expense within seven (7) business days after the date of the award of the Bonds. Additional copies may be obtained by the purchaser at its own expense by arrangement with the printer.

We will rely upon the purchaser to file with DTC's Web Underwriting Service (WUN); file with the MSRB pursuant to its Rule G-32; and to effect the electronic filing of the final Official Statement to <http://emma.msrb.org/submission> as the purchaser's responsibility. U.S. Bank National Association, as Paying Agent, will keep the original opinion and certificates and copies of the supporting documents which may be examined at its office in Boston, Massachusetts, upon reasonable notice.

As of the date of delivery of the Bonds and as a condition precedent to the delivery of the Bonds by the Town, the successful bidder shall furnish to the Town a certificate in a form provided by and acceptable to Bond Counsel (the "Issue Price Certificate"). The Issue Price Certificate shall state that it is made on the best knowledge, information and belief of the successful bidder after appropriate investigation. The Issue Price Certificate shall set forth:

- (i) The "issue price" of the Bonds as defined in Treasury Regulation §1.148-1(f);
- (ii) The weighted average maturity of the Bonds as defined in the Internal Revenue Service's "Instructions for Form 8038-G" for Line 21(d);
- (iii) The yield of the Bonds (sometimes referred to as the arbitrage yield) as defined in the Internal Revenue Service's "Instructions for Form 8038-G" for Line 21(e);
- (iv) That the issue price of the Bonds does not exceed the fair market value of the Bonds as of such date of sale; and
- (v) If a municipal bond insurance policy or similar credit enhancement is obtained with respect to the Bonds by the successful bidder, such bidder will also be required to certify as to the net present value savings on the Bonds resulting from payment of insurance premiums or other credit enhancement fees.

Moors & Cabot, Inc. has acted as Municipal Advisor to the Town with respect to the issuance of the Bonds pursuant to Municipal Securities Rulemaking Board Rule G-23. Moors & Cabot, Inc. does not intend to submit its bid on, or participate in an underwriting syndicate for the public distribution of, the Bonds.

It is expected that the Bonds, in definitive form, will be available for delivery on or about May 1, 2019, against payment of the purchase price in Federal Reserve funds payable to the order of the "Town of Kennebunkport, Maine", and will be delivered to The Depository Trust Company, New York City, New York.

April 5, 2019

Jennifer L. Lord  
Treasurer  
Town of Kennebunkport

[This page left intentionally blank.]

**PROPOSED FORM OF BID LETTER**

**TOWN OF KENNEBUNKPORT, MAINE  
\$8,500,000  
2019 GENERAL OBLIGATION BONDS - SERIES B  
(FEDERALLY TAXABLE)**

*Sale Date: April 17, 2019*

Jennifer L. Lord, Treasurer  
Town of Kennebunkport  
c/o Moors & Cabot, Inc.  
Banking & Advisory Group  
One Federal Street  
Boston, MA 02110

Dear Ms. Lord:

In accordance with the provisions of the Notice of Sale dated April 5, 2019, which Notice is hereby made a part of this proposal, we offer to purchase \$8,500,000 2019 General Obligation Bonds - Series B (Federally Taxable) of the Town of Kennebunkport, Maine, at par and accrued interest, if any, to date of delivery plus a premium of \$\_\_\_\_\_ (\*), which represents a TIC of \_\_\_\_\_%, and bearing interest at the following rate per annum and maturing in each of the following years and principal amounts:

<u>Year of Maturity</u>	<u>Amount</u>	<u>Interest Rate</u>
2020	\$290,000	_____
2021	300,000	_____
2022	310,000	_____
2023	320,000	_____
2024	7,280,000	_____

NOTE: (\*) Only bids at or greater than 102.802162% of the issue amount (or  $\geq$  \$238,183.71 bid premium) will be accepted.

The undersigned hereby acknowledges receipt of the Preliminary Official Statement dated April 5, 2019, referred to in the Notice of Sale dated April 5, 2019, and the terms thereof are expressly made a part of this bid.

<b>SUMMARY</b>	
Summary made as requested in the Notice of Sale from delivery date of May 1, 2019:	
Total Interest Expense	\$ _____
(Less Premium)	(\$ _____)
Net Total Interest Expense	\$ _____
True Interest Rate (TIC)	_____ %

Respectfully submitted,

\_\_\_\_\_  
(Company) (DTC #)

\_\_\_\_\_  
(By)

\_\_\_\_\_  
(Address)

( ) \_\_\_\_\_  
(Telephone)

**Moors & Cabot, Inc. of Boston, Massachusetts will assist in the submitting of bids on this issue. Please mail your signed bid form in advance and telephone or send via facsimile final figures before the sale time. Telephone: (617) 314-0258; Facsimile: (617) 314-0258.**