



**TOWN OF BRUNSWICK, MAINE**  
**\$20,000,000**  
**2019 GENERAL OBLIGATION BOND ANTICIPATION NOTES**  
**(New Elementary School Project)**

SEALED PROPOSALS will be received by the Town of Brunswick, Maine at the office of Moors & Cabot, Inc., One Federal Street, 19th Floor, Boston, Massachusetts until:

**11:00 O’CLOCK A.M. (E.D.S.T.) TUESDAY, AUGUST 20, 2019**

at which time and place all such proposals will be publicly opened and announced for the sale of \$20,000,000 2019 General Obligation Bond Anticipation Notes (the “Notes”) of the Town of Brunswick, Maine (the “Town”).

The Notes will be dated September 5, 2019 and will be issued only as fully-registered notes without coupons, one certificate per interest rate, and, when issued, will be registered in the name of Cede & Co., as nominee for DTC. DTC will act as the securities depository for the Notes. The Notes will bear interest, payable on their maturity date. Interest on the Notes will be accrued on the basis of a 360-day year with twelve 30-day months.

The Notes will mature February 12, 2020 (157 days; 8,722.222 Bond Years).

The Notes are not subject to redemption prior to their stated date of maturity.

It is expected that the Notes will be available for delivery at DTC on or about September 5, 2019.

**FORM OF NOTES**

The Notes will be issued by means of The Depository Trust Company’s Book-Entry-Only System with no physical distribution of certificates made to the public. One certificate for each interest rate will be issued to The Depository Trust Company, New York Town, New York (“DTC”) and immobilized in their custody. The Book-Entry Only System will be employed, evidencing ownership of the Notes in *minimum denominations of \$100,000 or any \$1,000 integral multiple thereafter* or any multiple in excess thereof, 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 “original purchaser”), as a condition to delivery of the Notes, shall be required to deposit the certificates with DTC, registered in the name of Cede & Co. Principal of and interest on the Notes will be payable in Federal Reserve Funds to DTC or its nominee as registered owner of the Notes. 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 Note certificate(s) to be immobilized at DTC will be reviewed by U.S. Bank National Association, Boston, Massachusetts, Paying Agent, and their legality will be approved by Bernstein Shur Sawyer & Nelson, P.A., Portland, Maine, Bond Counsel to the Town (“Bond Counsel”), whose opinion will be furnished to the purchaser without charge.

## **AUTHORIZATION AND PURPOSE**

### **The School Project**

The Notes, or Bonds when and if issued, will be issued pursuant to Title 30-A, Section 5772 of the Maine Revised Statutes, as amended, Section 512 of the Town's Charter and approval by the voters of the Town at a referendum election held on June 13, 2017. The voters authorized total project costs in an amount not to exceed \$28,000,000. The Notes of this financing are to provide funds to finance a portion of planning, design and construction of a New Elementary School on the site of the former Jordan Acres School (the "School Project"). The Town currently expects that the Notes will be refunded, on a current basis, along with the balance of the costs of the School Project, which will be financed with a portion of the proceeds from the Town's 2020 General Obligation Bonds expected to be sold in January of 2020.

## **LEGAL AND SECURITY**

The legal opinion of Bond Counsel will be provided to the original purchaser and will indicate that the Notes are valid general obligations of the Town of Brunswick, Maine (the "Town") and, unless paid from other sources are payable as to both principal and interest from ad valorem taxes which may be levied without limit as to rate or amount upon all the taxable property within the territorial limits of the Town 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 (now repealed) Chapter 207 of the Maine Revised Statutes, as amended, the captured tax increment of which may, or may not, be available for payment of debt service on the Notes.

Debt service on the Notes and other debt issued for the School Project will be included in the Town's school budget, governed by and appropriated in accordance with Title 20-A, Chapter 606-B of the Maine Revised Statutes, as amended, and is not subject to the property tax limit set forth in Title 30-A, Section 5721-A of the Maine Revised Statutes, as amended. 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. The Town has established certain tax increment financing districts and elected to retain a portion of the tax increment on the captured assessed value of the property in the districts to pay costs of the development projects described in the development programs adopted with respect to the districts. Within the limits established by statute, the Town has the right to designate additional 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 Notes, 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 Notes to the original purchasers.

**The Town *will not designate* the Notes 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 Notes, 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 REQUIREMENTS**

Bids must specify a rate of interest in a multiple of one-hundredth (1/100) of one percent (1%) per annum per portion of the par value of Notes being bid. Only split bids greater than or equal to a minimum of \$1,000,000 of the par value of the Notes will be considered. If any of the Notes are awarded in a principal amount less than the total amount of the bid, any premium offered in connection therewith shall be pro-rated accordingly. As between proposals which comply with this Notice, each series of Notes will be awarded to the bidder whose proposal offers to purchase the respective series of Notes at the lowest Net Interest Cost (“NIC”), such cost under each proposal to be determined by computing the total amount of interest payable on the Notes, from their date until their maturity date and deducting there from the premium, if any, offered in such proposal progressively until all of the Notes are bid. If there be more than one proposal making said offer at the same lowest NIC, the Notes will be sold to the bidder whose proposal is selected by the Town by lot from among all such proposals.

*A “Good Faith” deposit is not required.*

Bids must be submitted:

- (a) In a sealed envelope marked “Proposal for Notes” and addressed to the Town of Brunswick, Maine, c/o Moors & Cabot, Inc. – Banking & Advisory Group, One Federal Street, Boston, MA 02110; OR
- (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 the sale on Tuesday, August 20, 2019*. The Municipal Advisor shall not be responsible for any errors or omissions in connection with bids submitted as agent on behalf of bidders; OR
- (c) Via FACSIMILE copy to the Municipal Advisor at (617) 314-0258 *received not later than the time of sale on Tuesday, August 20, 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 2889 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 at 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 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  
TEL: (617) 314-0258; FAX: (617) 314-0258  
[jcuetara@moorscabot.com](mailto:jcuetara@moorscabot.com)

The right is reserved to reject any or all proposals and to 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(s) has been confirmed by the Town, the Municipal Advisor will notify such bidder(s). The Municipal Advisor shall not be responsible for any errors or omissions in connection with bids submitted on behalf of issuers.

The purchaser of the issue is expected to provide CUSIP identification number(s) in compliance with MSRB Rule G-34, (a)(i) (A)-(E), and 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 Notes. All expenses in relation to the printing of CUSIP numbers on the Notes 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.

## **FINANCIAL AND OPERATING INFORMATION**

No Official Statement is being delivered by the Town in connection with the sale of the Notes. The offering of the Notes is exempt from the operation of Rule 15c2-12 (the “Rule”) promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, pursuant to paragraph (d)(2) of the Rule. Under 15c2-12(d)(2), the requirement for an Official Statement does not apply to a primary offering of municipal securities in authorized denominations of \$100,000 or more, if such securities have a maturity of nine months or less.

The Town has applied to Standard & Poor’s Global Ratings (“S&P”) for a rating on the Notes. The rating, if obtained, will reflect only the view of S&P and will be subject to revision or withdrawal, which could affect the market price of the Notes. S&P should be contacted directly for its rating on the Notes, if any, and their explanation of such rating.

To assist potential purchasers with their analysis of the Notes’ credit, the Town’s information is available via the Town’s filings with the Municipal Securities Rulemaking Board (“MSRB”) through its Electronic Municipal Market Access System (“EMMA”), which filings include, but are not limited to, the *Town of Brunswick, Maine Continuing Disclosure Statement for the year ended 06/30/2018*, posted March 19, 2019 [<https://emma.msrb.org/ES1251125-ES978331-ES1379531.pdf>], providing the most recent financial and operating information that would be available should the Town have elected to prepare an Official Statement for the Notes. Additional financial and operating information for the Town’s prior years is on EMMA, CUSIP base 117205.

## **ISSUE PRICE CERTIFICATE**

As of the date of delivery of the Notes and as a condition precedent to the delivery of the Notes 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 Notes as defined in Treasury Regulation §1.148-1(f);
- (ii) The weighted average maturity of the Notes as defined in the Internal Revenue Service’s “Instructions for Form 8038-G” for Line 21(d);
- (iii) The yield of the Notes (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 Notes does not exceed the fair market value of the Notes as of such date of sale; and
- (v) If a municipal Note insurance policy or similar credit enhancement is obtained with respect to the Notes by the successful bidder, such bidder will also be required to certify as to the net present value savings on the Notes resulting from payment of insurance premiums or other credit enhancement fees.

#### **Further Discussion of Issue Price Certificate.**

**Competitive Sale Requirements Met.** If the competitive sale requirements set forth in Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of the Notes) are satisfied, the Issue Price Certificate will establish the issue price of the Notes under Treasury Regulation Section 1.148-1(f)(2)(iii). To that end, the Municipal Advisor will certify to the successful bidder that the following conditions are true:

- (1) The Town has disseminated this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential investors;
- (2) All bidders had an equal opportunity to bid;
- (3) The Town received bids from at least three underwriters of municipal Notes who have established industry reputations for underwriting new issuances of municipal Notes; and
- (4) The Town awarded the sale of the Notes to the bidder who submits a firm offer to purchase the Notes at the highest price (or lowest interest cost), as set forth in this Notice of Sale.

Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the Notes, as specified in the bid and each bidder, by submitting its bid, agrees that it shall be deemed to confirm that it has an established industry reputation for underwriting new issuances of municipal Notes and that is an “underwriter” that intends to reoffer the Notes to the public.

**Competitive Sale Requirements Not Met.** If the competitive sale requirements set forth in Treasury Regulation Section 1.148-1(f)(3)(i) are not satisfied, the Town shall so advise the winning bidder. If such competitive sale requirements are not met, the Issue Price Certificate will establish the issue price of the Notes under Treasury Regulation Section 1.148-1(f)(2)(i), as follows:

- (i) The Town shall treat the first price at which 10% of a maturity of the Notes (the “10% test”) is sold to the public as the issue price of that maturity, applied on a maturity-by-maturity basis (and if different interest rates apply within a maturity, to each separate CUSIP number within that maturity). The winning bidder shall advise the Town if any maturity of the Notes satisfies the 10% test as of the date and time of the award of the Notes. The Town will not require bidders to comply with the “hold-the-offering-price rule” and therefore does not intend to use the initial offering price to the public as of the sale date of any maturity of the Notes as the issue price of that maturity. Bids will not be subject to cancellation in the event that the competitive sale requirements are not satisfied. Bidders should prepare their bids on the assumption that all of the

maturities of the Notes will be subject to the 10% test in order to establish the issue price of the Notes.

- (ii) Until the 10% test has been satisfied as to each maturity of the Notes, the winning bidder agrees to promptly report to the Town and the Municipal Advisor the prices at which the unsold Notes of that maturity have been sold to the public. That reporting obligation shall continue, whether or not the closing date has occurred, until the 10% test has been satisfied as to all Notes. The successful bidder shall be obligated to report each sale of Notes to the Municipal Advisor until notified in writing by the Town or the Municipal Advisor that it no longer needs to do so.

Moors & Cabot, Inc. has acted as Municipal Advisor to the Town with respect to the issuance of the Notes 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 Notes.

It is expected that the Notes, in definitive form, will be available for delivery on or about September 5, 2019, against payment of the purchase price in Federal Reserve funds payable to the order of the “Town of Brunswick, Maine”, and will be delivered to The Depository Trust Company, New York City, New York.

August 1, 2019

TOWN OF BRUNSWICK, MAINE

BY:  
Julia A.C. Henze  
Treasurer

**TERMS**

**TOWN OF BRUNSWICK, MAINE**  
**\$20,000,000**  
**2019 GENERAL OBLIGATION BOND ANTICIPATION NOTES**  
**(New Elementary School Project)**

<b>ISSUER:</b>	Town of Brunswick, Maine
<b>TAX ID</b>	Tax ID# 01-6000089
<b>ISSUE:</b>	2019 General Obligation Bond Anticipation Notes
<b>PRINCIPAL AMOUNT:</b>	\$20,000,000
<b>BOND RATINGS</b>	Aa2/AA+ (as of Rating Reports dated June 7, 2019 and February 22, 2017, respectively)
<b>NOTE RATINGS:</b>	Applied to S&P
<b>INTEREST RATE:</b>	__%
<b>BID:</b>	Premium: (\$_____) = NIC: _____% (____.____)
<b>REOFFERING:</b>	___ Yield; (____.____)
<b>DATED DATE:</b>	September 5, 2019
<b>DUE DATE:</b>	February 12, 2020
<b>CALL FEATURES:</b>	The Notes are not subject to redemption prior to maturity
<b>INTEREST DUE:</b>	At maturity or redemption prior to maturity
<b>BASIS:</b>	30 day months/360 day year
<b>DAYS:</b>	157 days
<b>BOND YEARS:</b>	8,722.222 Bond Years
<b>TAX STATUS:</b>	Federally and State of Maine tax exempt; not subject to AMT
<b>Q&amp;D STATUS:</b>	The Notes <b><i>WILL NOT</i></b> be designated as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code
<b>PURCHASER(S):</b>	
<b>CUSIP(S):</b>	Base CUSIP: 117205
<b>NOTE FORM:</b>	Registered CEDE & Co.
<b>DENOMINATIONS:</b>	Pieces by \$100,000 and \$1,000 thereafter
<b>CLOSING DATE:</b>	On or about September 5, 2019
<b>PAYING AGENT:</b>	US Bank National Association, Boston, Massachusetts
<b>LEGAL OPINION:</b>	Bernstein Shur Sawyer & Nelson, P.A., Portland, Maine
<b>FINANCIAL ADVISOR</b>	Moors & Cabot, Inc., Boston, Massachusetts

July 2019						
S	M	T	W	T	F	S
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

August 2019						
S	M	T	W	T	F	S
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

September 2019						
S	M	T	W	T	F	S
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	NABL		28	
29	30					

December 2019						
S	M	T	W	T	F	S
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

January 2020						
S	M	T	W	T	F	S
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

February 2020						
S	M	T	W	T	F	S
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29

Chronology Relating to the Sale of:  
**Town of Brunswick, Maine**  
**\$20,000,000 2019 General Obligation BANs**  
 Dated: September 5; 2019 Due: February 12, 2020  
**\$28,000,000 2020 General Obligation Bonds**  
 Dated: Jan 30, 2020; Due: November 1, 2020- 2044

DATE	ACTION
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**2019 BANs**

- Jul 22 Prepare Term Sheet.
- Jul 22 Prepare BAN Notice of Sale.
- Jul 24** ***Due Diligence conference call (Bond Counsel, City and Municipal Advisor).***
- Jul 24** Send information to S&P for a BAN rating.
- Aug 1** ***Parity distribution of Notice of Sale.***
- Aug 20** ***BAN Sale.***
- Aug 20 Award to lowest bidder(s).
- Aug 20 Notify Bond Counsel, Paying Agent and UW; Draft of IRS Form 8038-G.
- Sep 5** ***BANs close and settle; DTC releases; Settlement w/purchaser.***

**2020 Bonds**

- Dec 2** ***Notify Bond Counsel, Paying Agent, Rating Agencies, CUSIP and DTC.***
- Dec 11 First draft of Preliminary Official Statement (“POS”).
- Dec 18 Second draft of POS.
- Dec 23** ***Due diligence at City Hall (10:00 AM).***
- Dec 23 Receive form of Bond Opinion.
- Dec 24 Final draft of POS.
- Dec 24 Draft POS and final information to Rating Agencies; NOS and POS to printer.
- Dec 25 Christmas (National Holiday).
- Dec 27 Electronic POS to bidders, rating agency and investors.
- Jan 1 New Year’s Day (Market Closed).
- Jan 8 Last day for rating call(s).
- Jan 10 Assignment of ratings.
- Jan 14** ***Sale.***
- Jan 14 Notify Bond Counsel, Paying Agent, CUSIP and DTC; Draft of IRS Form 8038-G.
- Jan 20 MLK Day (National Holiday).
- Jan 28 Paying Agent holds Bonds in escrow.
- Jan 30** ***DTC releases; Settlement w/purchaser.***
- Feb 12 Repay 2019 BANs.

**TOWN OF BRUNSWICK, MAINE**  
**\$20,000,000**  
**2019 GENERAL OBLIGATION BOND ANTICIPATION NOTES**

*Sale Date:* August 20, 2019

Julia A.C. Henze Treasurer  
Town of Brunswick  
c/o Moors & Cabot, Inc.  
Banking & Advisory Group  
One Federal Street, 19<sup>th</sup> Floor  
Boston, MA 02110

Dear Treasurer Henze:

For the above captioned Notes, dated September 5, 2019 and maturing February 12, 2020 as described in the Notice of Sale dated August 1, 2019 and hereby made a part of this proposal, we hereby offer to purchase Notes in the respective principal amounts and bearing interest, calculated on the basis of 30 day months in a 360 day year<sup>(1)</sup>, at the respective rates per annum and to pay you therefore par and accrued interest to date of delivery plus the premiums, if any, in Federal Reserve Funds as follows:

<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Interest Expense</u>	<u>(Less Premium)</u>	<u>Net Interest Expense</u>	<u>NIC</u>
_____	%	\$ _____	\$ _____	\$ _____	%
_____	%	\$ _____	\$ _____	\$ _____	%
_____	%	\$ _____	\$ _____	\$ _____	%
_____	%	\$ _____	\$ _____	\$ _____	%

NOTE: <sup>(1)</sup> Notes - 30/360 basis; 157 days; 8,722.222 bond years

<b>SUMMARY</b>	
Summary made as requested in the Notice of Sale <b>from delivery date of September 5, 2019:</b>	
Total Interest Expense	\$ _____
(Less Premium)	(\$ _____)
Net Total Interest Expense	<u>\$ _____</u>
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.**