
Notice of Sale and Bid Form

Note:

- **Bonds are to be awarded on a True Interest Cost (TIC) basis as described herein.**
- **No bid for fewer than all of the bonds offered or for less than 100% of the aggregate principal amount of the bonds will be entertained.**
- **The Town has designated the bonds as “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Code.**
- **If fewer than three conforming bids are received for the bonds offered, the Town may require the winning bidder to “hold the offering price” as described herein with respect to any maturities of the Bonds that have not satisfied the 10% test (as defined herein) for five business days.**

**Town of Blowing Rock,
North Carolina**

**\$4,370,000
General Obligation Public Improvement Bonds,
Series 2020**

*Sealed and Electronic Bids Will Be Received Until 11:00 A.M., North Carolina Time,
December 10, 2019*

NOTICE OF SALE
TOWN OF BLOWING ROCK, NORTH CAROLINA
\$4,370,000
GENERAL OBLIGATION PUBLIC IMPROVEMENT BONDS, SERIES 2020

Sealed and electronic bids (as described below) will be received until 11:00 A.M., North Carolina Time, December 10, 2019, by the undersigned at its office at 3200 Atlantic Avenue, Longleaf Building, Raleigh, North Carolina 27604, such bids to be opened in public at said time and place on said day, for the purchase of \$4,370,000 General Obligation Public Improvement Bonds, Series 2020 of the Town of Blowing Rock, North Carolina (the "Town"), dated their date of delivery, and maturing (subject to the right of prior redemption) annually, November 1, \$220,000 in 2020 to 2035, inclusive, \$215,000 in 2036 and 2037, inclusive and \$210,000 in 2038 and 2039, inclusive. There will be no auction.

Proposals may be delivered by hand, by mail or electronically. Electronic proposals must be submitted via BiDCOMP/PARITY, but no proposal shall be considered which is not actually received by the Local Government Commission (the "Commission") at the place and on or prior to the date and time specified above for submission of bids. The Commission shall not be responsible for any failure, misdirection or error in the means of transmission selected by any firm submitting a proposal.

The Town reserves the right to change, cancel or reschedule, from time to time, the date or time established for the receipt of bids and will undertake to notify registered prospective bidders via notification published on BiDCOMP/PARITY, or by other means as necessary. The Town may change the scheduled delivery date for the Bonds by notice given in the same manner as that set forth for a change in the date for the receipt of bids.

To the extent any instructions or directions set forth in BiDCOMP/PARITY conflict with this Notice of Sale, the terms of this Notice of Sale shall control. For further information about BiDCOMP/PARITY, potential purchasers may contact BiDCOMP/PARITY at (212) 849-5021. Each prospective purchaser is solely responsible for making necessary arrangements to access BiDCOMP/PARITY for purposes of submitting its proposal in a timely manner and in compliance with this Notice of Sale. The terms of this Notice of Sale and the sale of the bonds shall be governed by North Carolina law.

The Commission does not have a registration process for prospective purchasers. Prospective purchasers who intend to submit their proposal by BiDCOMP/PARITY must register and be contracted customers of i-Deal LLC's BiDCOMP competitive bidding system before the sale. By submitting a bid for the bonds, the prospective purchaser represents and warrants to the Commission that such proposal is submitted for and on behalf of the prospective purchaser by an officer or agent who is duly authorized to bind the prospective purchaser to a legal, valid and enforceable contract for the purchase of the bonds. **Neither the Commission nor the Town have reviewed or verified the accuracy or completeness of the information contained in BiDCOMP/PARITY and assume no responsibility for the accuracy or completeness of such information.**

The bonds will be issued as fully registered bonds in a book-entry only system under which The Depository Trust Company, New York, New York ("DTC") will act as securities depository for the bonds as fully described in the Preliminary Official Statement described below. Purchases and transfers of the bonds may be made only in authorized denominations of \$5,000 and in accordance with the practices and procedures of DTC. Interest on the bonds will be payable on May 1, 2020 and semiannually thereafter on each May 1 and November 1, and the principal of the bonds will be payable at maturity to DTC or its nominee, as registered owner of the bonds.

The bonds will be general obligations of the Town, for the payment of the principal of and interest on which all the taxable real and tangible personal property within the Town will be subject to the levy of an ad valorem tax, without limitation as to rate or amount.

The bonds maturing on or prior to November 1, 2029 will not be subject to redemption prior to maturity. The bonds maturing on November 1, 2030 and thereafter will be redeemable prior to maturity, at the option of the Town, from any moneys that may be made available for such purpose, either in whole or in part on any date not earlier than November 1, 2029, at the redemption price of the principal amount of bonds to be so redeemed, plus accrued interest to the redemption date. If less

than all of the bonds of any one maturity are called for redemption, the particular bonds or portions of bonds to be redeemed shall be selected by lot in such manner as the Town in its discretion may determine; provided, however, that the portion of any bond to be redeemed shall be in an authorized denomination and that, in selecting bonds for redemption, each bond shall be considered as representing that number of bonds which is obtained by dividing the principal amount of such bond by the minimum authorized denomination. So long as a book-entry system with DTC is used for determining beneficial ownership of the bonds, if less than all of the bonds within a maturity are redeemed, DTC shall determine by lot the amount of interest of each Direct Participant in the bonds within such maturity to be redeemed.

Notice of redemption will be given to the registered owners of the bonds and to the Municipal Securities Rulemaking Board, as provided in the Resolution authorizing the issuance of the bonds (the "Bond Resolution"). Such notice will be given not less than 30 nor more than 60 days prior to the date fixed for redemption.

Bidders are requested to name the interest rate or rates, in multiples of 1/8 or 1/20 of 1%, and each bidder must specify in its bid the amount and the maturities of the bonds of each rate. Any number of interest rates may be named, provided the difference between the lowest and highest rates named in the bid shall not exceed 3.5%. All bonds maturing on the same date must bear interest at the same rate, and the interest rate on any bond shall be the same throughout its life. No bid for less than all the bonds offered or for less than 100% of the aggregate principal amount of the bonds will be entertained. The bonds will be awarded to the bidder offering to purchase the bonds at the lowest interest cost to the Town, such cost to be determined in accordance with the true interest cost (TIC) method by doubling the semiannual interest rate, compounded semiannually, necessary to discount the debt service payments from the interest payment dates to the proposed delivery date (January 8, 2020), and equal to the price bid.

Each bid delivered by hand or mail must be submitted on a form to be furnished with additional information by the undersigned and must be enclosed in a sealed envelope marked "Bid for Bonds (Town of Blowing Rock General Obligation Public Improvement Bonds, Series 2020)." A good faith deposit (the "Deposit") in the amount of **\$87,400** will be required for each bid. The Deposit may be submitted in the form of an official bank check, a cashier's check or a certified check upon an incorporated bank or trust company payable unconditionally to the order of the State Treasurer of North Carolina accompanying the bid. Alternatively, the successful bidder's Deposit may be in the form of a wire transfer sent by the successful bidder upon initial notification of the award of the bonds. Award or rejection of bids will be made on the date above stated for receipt of bids, and any checks of unsuccessful bidders will be returned immediately. If the Deposit of the successful bidder is provided by check, the check of the successful bidder will be cashed by the State Treasurer. If the bonds are awarded to a bidder whose Deposit is by wire transfer, the successful bidder must submit its Deposit to the State Treasurer not later than 2:00 P.M. North Carolina Time on the date of the award of the bonds, to the bank account instructed to the successful bidder by the Commission during the initial notification of the award. If the Deposit is not received by that time, the Commission will reject its award to the initial successful bidder and will contact the next lowest bidder and offer said bidder the opportunity to become the successful bidder, on the terms as outlined in said bidder's bid, so long as a wire transfer of the Deposit is submitted by said bidder within two hours of the time offered. The Commission will not award the bonds to the successful bidder absent receipt of the Deposit prior to awarding the bonds. The Deposit of the successful bidder will be invested solely for the benefit of the County, and no interest on the Deposit will accrue to the successful bidder. At closing, the principal amount of the Deposit will be applied, without interest, as partial payment for the bonds. In the event that the successful bidder fails to comply with the terms of its bid, the Deposit and any interest earnings will be retained as and for full liquidated damages. If the Town fails to deliver the bonds, then the Deposit and any interest earnings will be remitted to the successful bidder as and for full liquidated damages.

The winning bidder shall assist the Town in establishing the issue price of the bonds and shall execute and deliver to the Town at the time of delivery of the bonds an "issue price" or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the bonds, together with the supporting pricing wires or equivalent communications, substantially in the form attached hereto, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the Town and Bond Counsel to the Town.

The Town intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of bonds) will apply to the initial sale of the Bonds (the “competitive sale requirements”) because:

- (1) the Commission shall disseminate this Notice of Sale for the Bonds to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- (2) all bidders shall have an equal opportunity to bid;
- (3) the Commission expects to receive bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds for the Bonds; and
- (4) the Commission expects to award the sale of the Bonds to the bidder who submits a firm offer to purchase the Bonds at the lowest interest cost as set forth in the Notice of Sale.

Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the Bonds, as specified in the bid.

In the event that the competitive sale requirements for the Bonds as specified above are not satisfied, the Town shall so advise the winning bidder and the provisions set forth below shall apply. Upon such event, the Town may determine to treat (i) the first price at which 10% of a maturity of the bonds (the “10% test”) is sold to the public as the issue price of that maturity and/or (ii) the initial offering price to the public as of the sale date of any maturity of the bonds as the issue price of that maturity (the “hold-the-offering-price rule”), in each case applied on a maturity-by-maturity basis. The winning bidder for the bonds shall promptly advise the Town upon the award of the bonds of (i) each maturity of the bonds that satisfies the 10% test and (ii) the initial offering price to the public of each maturity of the bonds that does not satisfy the 10% test. Any maturities of the bonds that do not satisfy the 10% test as of the date and time of award of the bonds shall be subject to the hold-the-offering-price rule as described below. The winning bidder may not cancel its bid in the event that the hold-the-offering-price rule applies to any maturity of the bonds. Bidders should prepare their bids on the assumption that some or all of the maturities of the bonds will be subject to the hold-the-offering-price rule in order to establish the issue price of the bonds in the event the competitive sale requirements for the Bonds are not satisfied.

By submitting a bid for the Bonds, the winning bidder shall (i) confirm that the underwriters have offered or will offer the bonds to the public on or before the sale date at the offering price or prices (the “initial offering price”), or at the corresponding yield or yields, set forth in the bid submitted by the winning bidder and (ii) agree, on behalf of the underwriters participating in the purchase of the bonds, that the underwriters will neither offer nor sell unsold bonds of any maturity to which the hold-the-offering-price rule shall apply to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of:

- (1) the close of the fifth (5th) business day after the sale date; or
- (2) the date on which the underwriters have sold at least 10% of that maturity of the bonds to the public at a price that is no higher than the initial offering price to the public.

The winning bidder shall promptly advise the Town when the underwriters have sold 10% of each maturity of the bonds subject to the hold the offering price rule to the public at prices that are no higher than the initial offering price for such maturity, if that occurs prior to the close of the fifth (5th) business day after the sale date.

If the competitive sale requirements are not satisfied, then until the 10% test has been satisfied as to each maturity of the bonds, the winning bidder agrees to promptly report to the Town the prices at which the unsold Bonds 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 the bonds of that maturity or until all bonds of that maturity have been sold.

The Town acknowledges that, in making the representation set forth above, the winning bidder will rely on (i) the agreement of each underwriter to comply with the hold-the-offering-price rule, as set forth in an agreement among underwriters and the related pricing wires, (ii) in the event a selling group has been created in connection with the initial sale of the bonds to the public, the agreement of each dealer who is a member of the selling group to comply with the hold-the-offering-price rule, as set forth in a selling group agreement and the related pricing wires, and (iii) in the event that an underwriter is a party to a retail distribution agreement that was employed in connection with the initial sale of the bonds to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the hold-the-offering-price rule, as set forth in the retail distribution agreement and the related pricing wires. The Town further acknowledges that each underwriter shall be solely liable for its failure to comply with its agreement regarding the hold-the-offering-price rule and that no underwriter shall be liable for the failure of any other underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a retail distribution agreement to comply with its corresponding agreement regarding the hold-the-offering-price rule as applicable to the bonds.

The CUSIP Service Bureau will be requested to assign CUSIP identification numbers to the bonds. Assignment of CUSIP identification numbers is solely within the discretion of the CUSIP Service Bureau, and neither the failure to print such number on any bond nor any error with respect thereto shall constitute cause for failure or refusal by the successful bidder to accept delivery of or pay for the bonds in accordance with the terms of its bid. All expenses in relation to the printing of CUSIP numbers on the bonds and the CUSIP Service Bureau charge for the assignment of such numbers shall be paid for by the Town.

The successful bidder will be required to furnish prior to the delivery of the bonds a certificate substantially in the form attached to the Notice of Sale and Bid Form relating to the bonds and acceptable to Bond Counsel as to the “issue price” of the bonds within the meaning of Section 1273 of the Internal Revenue Code of 1986, as amended (the “Code”).

The Town Council of the Town has adopted a resolution undertaking, for the benefit of the beneficial owners of the bonds, to provide the information described under the heading “Continuing Disclosure” in the Preliminary Official Statement relating to the bonds in the manner provided therein.

The bonds will be delivered on or about **January 8, 2020**, against payment therefor in federal reserve funds, at DTC.

The approving opinion of Sands Anderson PC, Durham, North Carolina, Bond Counsel, the proposed form of which appears in the Official Statement relating to the bonds, will be furnished without cost to the purchaser. There will also be furnished the usual closing papers.

The Town has designated the bonds as “qualified tax-exempt obligations” under Section 265(b)(3) of the Code.

The right to reject all bids and to waive any irregularities or informalities is reserved.

Copies of the Preliminary Official Statement, including the Notice of Sale and Bid Form relating to the bonds, may be obtained from the Local Government Commission, 3200 Atlantic Avenue, Longleaf Building, Raleigh, North Carolina 27604 (919-814-3400).

The Preliminary Official Statement is deemed to be a final official statement within the meaning of Rule 15c2-12 of the Securities and Exchange Commission, except for the omission of certain pricing and other information to be made available by the successful bidder to the Commission for inclusion in a final Official Statement for the bonds (the “Final Official Statement”). By the submission of a bid for the bonds, the successful bidder contracts for the receipt of up to one hundred (100) copies of the Final Official Statement which will be delivered by the Commission to the successful bidder by December 19, 2019. In order to complete the Final Official Statement the successful bidder must furnish on behalf of the underwriters of the bonds the following information to the Commission by facsimile transmission (919-855-5812) or overnight delivery received by the Commission within 24 hours after the receipt of bids for the bonds:

- a. Initial offering prices (expressed as a price or yield per maturity).
- b. Selling Compensation (aggregate total anticipated compensation to the underwriters expressed in dollars).
- c. The identity of the underwriters if the successful bidder is a part of a group or syndicate.
- d. Any other material information necessary for the Final Official Statement but not known to the Town or the Commission (such as the bidder's purchase of credit enhancement).
- e. The successful bidder must provide the initial public offering prices, as the Town will not include in the Official Statement an "NRO" ("not reoffered") designation to any maturity of the bonds.

Concurrently with the delivery of the bonds, the Mayor, the Town Manager and the Finance Officer of the Town will deliver to the purchaser of the bonds a certificate stating that, to the best of their knowledge, the Preliminary Official Statement did not, as of its date and as of the sale date, and the Final Official Statement does not, as of the date of delivery of the bonds, contain an untrue statement of a material fact or omit to state a material fact required to be included therein for the purpose for which the Preliminary Official Statement or the Final Official Statement is to be used or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, provided such certificate shall not include consideration of information supplied by, or which should have been supplied by, the successful bidder for the Bonds for inclusion in the Final Official Statement.

In addition, concurrently with the delivery of the bonds, the Secretary of the Commission will deliver to the purchaser of the bonds a certificate stating that nothing has come to his attention which would lead him to believe that the Preliminary Official Statement, as of its date and as of the date of sale, and the Final Official Statement, as of the date of delivery of the bonds, contained or contains an untrue statement of a material fact or omitted or omits to state a material fact required to be included therein for the purpose for which the Preliminary Official Statement or the Final Official Statement is to be used or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, provided such certificate shall not include consideration of information supplied by, or which should have been supplied by, the successful bidder for the bonds for inclusion in the Final Official Statement.

**LOCAL GOVERNMENT COMMISSION
Raleigh, North Carolina**

Greg C. Gaskins
Secretary of the Commission

CERTIFICATE AS TO ISSUE PRICE

[NOTE: A certificate in substantially the following form will be required if the competitive bidding requirements described in the Notice of Sale are satisfied for the Bonds. If the competitive bidding requirements are not satisfied for both the bonds, a certificate evidencing compliance with the 10% test and/or the hold-the-offering-price rule (as each is described in the Notice of Sale), as applicable for each maturity, shall be required.]

The undersigned, on behalf of [NAME OF UNDERWRITER REPRESENTATIVE] (the “Representative”), on behalf of itself and [NAMES OF OTHER UNDERWRITERS] (collectively, the “Underwriting Group”), hereby certifies as follows with respect to the sale of the \$4,370,000 Town of Blowing Rock, North Carolina, General Obligation Public Improvement Bonds, Series 2020 (the “Bonds”).

1. Reasonably Expected Initial Offering Price.

(a) As of the Sale Date, the reasonably expected initial offering prices of the Bonds to the Public by the Underwriter are the prices listed in Schedule A attached hereto (the “Expected Offering Prices”). The Expected Offering Prices are the prices for the Maturities of the Bonds used by the Underwriter in formulating its bid to purchase the Bonds. Attached hereto as Schedule B is a true and correct copy of the bid provided by the Representative to purchase the Bonds.

(b) Neither the Representative nor any member of the Underwriter was given the opportunity to review other bids prior to submitting its bid.

(c) The bid submitted by the Representative constituted a firm offer to purchase the Bonds by the Underwriting Group.

2. Defined Terms.

(a) “Maturity” means Bonds with the same credit and payment terms. Bonds with different maturity dates are treated as separate Maturities.

(b) “Public” means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50% common ownership, directly or indirectly.

(c) “Sale Date” means December 10, 2019.

(d) “Underwriter” means (i) any person that agrees pursuant to a written contract with the Town (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the Representative’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Town with respect to certain of the representations set forth in the Tax Certificate delivered in connection with the issuance of the Bonds and with respect to compliance with the federal income tax rules affecting the Bonds, and by Sands Anderson PC, Bond Counsel, in connection with rendering its opinion that the interest on the Bonds is not included in the gross income of the owners of the Bonds

for purposes of federal income taxation, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that Bond Counsel may give to the Town from time to time relating to the Bonds.

Dated: _____, 2020.

Name: _____

Title: _____

Firm: _____

SCHEDULE A

INITIAL OFFERING PRICES

<u>Due November 1</u>	<u>Principal Amount Maturing</u>	<u>Expected Offering Price</u>
2020	\$220,000	_____
2021	220,000	_____
2022	220,000	_____
2023	220,000	_____
2024	220,000	_____
2025	220,000	_____
2026	220,000	_____
2027	220,000	_____
2028	220,000	_____
2029	220,000	_____
2030	220,000	_____
2031	220,000	_____
2032	220,000	_____
2033	220,000	_____
2034	220,000	_____
2035	220,000	_____
2036	215,000	_____
2037	215,000	_____
2038	210,000	_____
2039	210,000	_____

SCHEDULE B

(Attach Bid Form)

BID FOR BONDS

_____, 2019

Local Government Commission
 3200 Atlantic Avenue, Longleaf Building
 Raleigh, North Carolina 27604

Ladies and Gentlemen:

Subject to the provisions and in accordance with the terms set forth in the Notice of Sale and Bid Form relating to the bonds hereinafter mentioned, which provisions and terms are hereby made a part of this bid, we make the following bid for the \$4,370,000 General Obligation Public Improvement Bonds, Series 2020 of the Town of Blowing Rock, North Carolina, described in said Notice of Sale, this bid being for not less than all of said bonds:

For the \$4,370,000 General Obligation Public Improvement Bonds, Series 2020 maturing and bearing interest as follows:

<u>Year of Maturity</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Year of Maturity</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2020	\$220,000	_____ %	2030	\$220,000	_____ %
2021	220,000	_____ %	2031	220,000	_____ %
2022	220,000	_____ %	2032	220,000	_____ %
2023	220,000	_____ %	2033	220,000	_____ %
2024	220,000	_____ %	2034	220,000	_____ %
2025	220,000	_____ %	2035	220,000	_____ %
2026	220,000	_____ %	2036	215,000	_____ %
2027	220,000	_____ %	2037	215,000	_____ %
2028	220,000	_____ %	2038	210,000	_____ %
2029	220,000	_____ %	2039	210,000	_____ %

We will pay \$4,370,000 (plus a premium of \$_____) for all of said bonds.

We will accept delivery of the bonds at The Depository Trust Company in accordance with the Notice of Sale. We understand that if notified that we are the successful bidder, we will be required to advise the County, the financial advisor and the Commission by telephone of the initial offering prices and yields to the public of each maturity of the bonds at the time of such notification and, within 30 minutes, to confirm that information by facsimile transmission (919-855-5812).

One of the following two paragraphs must be checked and completed as appropriate

- () We enclose herewith a check for **\$87,400**, payable to the State Treasurer of North Carolina, to provide the good faith deposit required by the Notice of Sale. In the event this bid is the successful bid, then said check will be cashed in accordance with the terms of the Notice of Sale. Otherwise, said good faith deposit is to be returned to the undersigned.
- () A good faith deposit of **\$87,400** is not enclosed, but will be delivered to the State Treasurer of North Carolina by wire transfer by 2:00 p.m. on the date hereof if the undersigned is the successful bidder for said bonds in accordance with the terms in the Notice of Sale. Said good faith deposit is to be applied in accordance with the terms in the Notice of Sale.

The closing papers referred to in said Notice of Sale are to include a certificate, dated as of the day of the delivery of the bonds, stating that there is no litigation pending or, to the knowledge of the signer(s) of such certificate, threatened affecting the validity of the bonds.

To communicate changes in the principal amounts after the bids are opened as described in the Notice of Sale and to obtain initial offering prices and yields of said bonds, please contact

_____ at _____.

Name

Telephone Number

Name of Firm

Authorized Officer

(No addition or alteration, except as provided above, is to be made to this bid, which may be detached from the annexed Notice of Sale. Bidder may for information only enter his calculation of true interest cost to be _____%. This information is neither required nor to be construed as a part of the foregoing bid.)