
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% or more than 120% of the aggregate principal amount of the bonds will be entertained.
- In the event that fewer than three conforming bids are received for the Bonds, the City will require the winning bidder to “hold the offering price” as described herein with respect to any maturities of such Bonds that have not satisfied the 10% test (as defined herein) for five business days.

\$96,405,000*
City of Fayetteville, North Carolina
Public Works Commission Revenue Bonds
Series 2021

*Sealed and Electronic Bids Will Be Received Until 11:00 A.M., North Carolina Time,
October 19, 2021*

* Preliminary; subject to change as provided herein.

NOTICE OF SALE

\$96,405,000*
City of Fayetteville, North Carolina
Public Works Commission Revenue Bonds
Series 2021

Sealed and electronic bids (as described below) will be received until 11:00 A.M., North Carolina Time, October 19, 2021, 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 \$96,405,000* Public Works Commission Revenue Bonds, Series 2021 of the City of Fayetteville, North Carolina (the “City”), dated their date of delivery, and maturing (subject to adjustment and the right of prior redemption as set forth below) annually, March 1, \$440,000 2024, \$2,180,000 2025, \$2,285,000 2026, \$2,400,000 2027, \$2,520,000 2028, \$2,645,000 2029, \$2,780,000 2030, \$2,920,000 2031, \$3,065,000 2032, \$3,185,000 2033, \$3,285,000 2034, \$3,380,000 2035, \$3,450,000 2036, \$3,520,000 2037, \$3,590,000 2038, \$3,660,000 2039, \$3,740,000 2040, \$3,820,000 2041, \$3,905,000 2042, \$3,995,000 2043, \$4,090,000 2044, \$4,190,000 2045, \$4,290,000 2046, \$4,390,000 2047, \$4,500,000 2048, \$4,610,000 2049, \$4,725,000 2050, \$4,845,000 2051.* 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 City 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 City 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

* Preliminary; subject to change.

the prospective purchaser to a legal, valid and enforceable contract for the purchase of the bonds. **Neither the Commission nor the City 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 (“DTC”) will act as securities depository for the bonds as fully described in the Preliminary Official Statement relating to the bonds (the “Preliminary Official Statement”). 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 March 1, 2022 and semiannually thereafter on each March 1 and September 1, and the principal of the bonds will be payable at maturity or upon prior redemption to DTC or its nominee, as registered owner of the bonds.

The bonds will be limited obligations of the City, and the principal of and interest on the bonds will be payable solely from Net Revenues of the System (both as defined in the Preliminary Official Statement). The bonds do not constitute a debt of the City for which the faith and credit and taxing power of the City are pledged, and the issuance of the bonds will not directly or indirectly or contingently obligate the City to levy any tax or pledge any form of taxation for the payment thereof.

The bonds maturing on or prior to March 1, 2031 will not be subject to redemption prior to their maturity. The bonds maturing on or after March 1, 2032 will be subject to redemption prior to their respective maturities, at the option of the City, from any moneys that may be made available for such purpose, either in whole or in part on any date not earlier than March 1, 2031, at a redemption price equal to 100% of the principal amount of the bonds to be redeemed, plus interest accrued to the redemption date.

Notice of redemption shall be given at the times and in the manner, and may be subject to such conditions, and the bonds to be redeemed shall be selected, all as described in the Preliminary Official Statement.

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%. 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% or greater than 120% 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 City, 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 (November 4, 2021), and equal to the price bid.

Bidders may provide in the bid form for all of the bonds to be issued as serial bonds or may designate consecutive annual principal amounts of the bonds to be combined into not more than three term bonds. In the event that a bidder chooses to specify a term bond

or bonds, each such term bond shall be subject to mandatory sinking fund redemption commencing on March 1 of the first year which has been combined to form such bond and continuing on March 1 in each year thereafter until the stated maturity of such term bond. The amount redeemed in any year shall be equal to the principal amount for such year set forth in the amortization schedule for the bonds as described above (subject to any adjustment as hereinafter provided). Term bonds to be redeemed in any year by mandatory sinking fund redemption shall be redeemed at a redemption price equal to 100% of the principal amount of such term bonds to be redeemed and shall be selected by lot from among the term bonds being redeemed.

The aggregate principal amount of the bonds and the principal amount of each maturity of the bonds (including any mandatory sinking fund requirements) as described above and as set forth in the Bid Form attached hereto may be increased or decreased both before and after the receipt and opening of sealed bids for their purchase as described below.

Changes to be made prior to the sale will be published on *The Bloomberg Service* (“Bloomberg”) not later than 5:00 p.m., North Carolina Time, on the business day prior to the date of sale and will be used to compare bids and select a winning bidder. Bidders must submit bids based on the most recent maturity schedule, if any, published on Bloomberg. In the event the aggregate principal amount of the bonds or the principal amount of any maturity of the bonds as set forth in a bid for the bonds does not conform with the most recent maturity schedule, the Commission will adjust such aggregate principal amount or the principal amount of such maturity on the Bid Form to conform with the most recent maturity schedule. A bidder may not withdraw its bid as a result of any such change or adjustment. Bidders may contact First Tryon Advisors at (704) 926-2447 (Attention: David Cheatwood) not later than 9:30 a.m., North Carolina Time, on the date of sale to confirm that the bidder has the most recent maturity schedule.

As promptly as reasonably practicable after the bids are opened, the Commission will notify the bidder to whom the bonds will be awarded, if and when such award is made, and such bidder, upon receipt of such notice, shall promptly advise the Commission by electronic mail or facsimile transmission of the initial offering prices and yields to the public of each maturity of the bonds. Such offering prices and yields will be used to calculate the final aggregate principal amount of the bonds and the final principal amount of each maturity of the bonds. It is anticipated that the final aggregate principal amount of the bonds and the final principal amount of each maturity of the bonds will be communicated to the successful bidder by 5:00 p.m., North Carolina Time, on the date of the sale. The changes made after the bids are opened will be determined by the City in its discretion; provided, however, that the principal amount of each maturity of the bonds (including any mandatory sinking fund requirements but excluding the March 1, 2024 maturity) and the aggregate principal amount of the bonds will not be increased or decreased by more than twenty percent (20%). With regard to the March 1, 2024 maturity, the City reserves the right to increase or decrease the principal amount by more than 20% provided that in no event

will the principal amount exceed \$1,000,000. The bid price paid by the successful bidder will be adjusted to reflect any adjustments in the principal amount of the bonds. Such adjusted bid will reflect changes in the dollar amount of the underwriting discount and original issue premium, but will not change the underwriting compensation per \$1,000 par amount of bonds from the underwriting compensation that would have been received based on the purchase price set forth in the bid and the initial reoffering prices. The interest rate specified by the successful bidder for each maturity at the initial reoffering price will not change. The successful bidder may not withdraw its bid as a result of any changes made within these limits.

Each bid delivered by hand or by 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 City of Fayetteville Public Works Commission Revenue Bonds, Series 2021."

The winning bidder shall assist the City in establishing the issue price of the bonds and shall execute and deliver to the City 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 City and Bond Counsel to the City.

The City intends that the provisions of Section 1.148-1(f)(3)(i) of the United States Treasury Regulations (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; and

(4) the Commission anticipates awarding the sale of the bonds to the respective bidders who submit a firm offer to purchase the bonds at the 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 bonds, as specified in the bid.

In the event that the competitive sale requirements for the bonds as specified above are not satisfied, the City shall so advise the winning bidder and the provisions set forth below shall apply. Upon such event, the City 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 City upon the award of the bonds of (i) the initial offering price to the public of each maturity of the bonds and (ii) each maturity of the bonds that satisfies 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 advise the City promptly after the close of the fifth (5th) business day after the sale date whether the underwriters first sold at least 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 prior to offering or selling any bonds of such maturity at a price higher than the initial offering price to the public.

The City acknowledges that, in making the representations set forth above, the winning bidder will rely on (i) the agreement of each underwriter to comply with the requirements for establishing the issue price of the bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable, 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 requirements for establishing the issue price of the bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable, as set forth in a selling group agreement and the related pricing wires, and (iii) in the event that an underwriter or a dealer who is a member of the selling group is a party to a third-party 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 requirements for establishing the issue price of the bonds, including, but

not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable, as set forth in the third-party distribution agreement and the related pricing wires. The City further acknowledges that each underwriter shall be solely liable for its failure to comply with the requirements for establishing the issue price of the bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable, 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 third-party distribution agreement to comply with the requirements for establishing the issue price of the bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable.

By submitting a bid, each bidder confirms that:

(i) any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which the bidder is a party) relating to the initial sale of the bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such third-party distribution agreement, as applicable:

(A) (1) to report the prices at which it sells to the public the unsold bonds of each maturity allocated to it, whether or not the delivery date of the bonds has occurred, until it is notified by the winning bidder that either the 10% test has been satisfied as to the bonds of that maturity, provided that the reporting obligation after the delivery date of the bonds may be at reasonable periodic intervals or other upon request of the City (provided that with respect to any maturity of the bonds that is subject to the hold-the-offering price rule, such reporting obligation shall only be for sale of the bonds of that maturity that occur on or before the fifth (5th) business day after the sale date) and (2) to comply with the hold-the-offering-price rule, if applicable, if and for so long as directed by the winning bidder and as set forth in the related pricing wires;

(B) to promptly notify the winning bidder of any sales of the bonds that, to its knowledge, are made to a purchaser who is a related party to an underwriter participating in the initial sale of the bonds to the public (each such term being used as defined below); and

(C) to acknowledge that, unless otherwise advised by the underwriter, dealer or broker-dealer, the winning bidder shall assume that each order submitted by the underwriter, dealer or broker-dealer is a sale to the public; and

(ii) any agreement among underwriters or selling group agreement relating to the initial sale of the bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter or dealer that is a party to a third-party distribution agreement to be employed in connection with the initial sale of the bonds to the public to require each broker-dealer that is a party to such third-party distribution agreement to (A) report the prices at which it sells to the public the unsold bonds of each maturity allocated to it, whether or not the delivery date of the bonds has occurred, until it is notified by the winning bidder that either the 10% test has been satisfied as to the bonds

of that maturity, provided that the reporting obligation after the delivery date of the bonds may be at reasonable periodic intervals or other upon request of the City (provided that with respect to any maturity of the bonds that is subject to the hold-the-offering price rule, such reporting obligation shall only be for sale of the bonds of that maturity that occur on or before the fifth (5th) business day after the sale date) and (B) comply with the hold-the-offering-price rule, if applicable, if and for so long as directed by the winning bidder or the underwriter and as set forth in the related pricing wires.

Sales of any bonds to any person that is a related party to an underwriter participating in the initial sale of the bonds to the public shall not constitute sales to the public for purposes of this Notice of Sale. Further, for purposes of this Notice of Sale:

(1) “public” means any person other than an underwriter or a related party;

(2) “underwriter” means (A) any person that agrees pursuant to a written contract with the Commission or the City (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the bonds to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the bonds to the public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the bonds to the public);

(3) a purchaser of any of the bonds is a “related party” to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (A) more than 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (B) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (C) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other); and

(4) “sale date” means the date that the bonds are awarded by the Commission to the winning bidder.

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 City; provided, however, that the CUSIP Service Bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by the successful bidder.

The City Council of the City has adopted an order 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 in the manner provided therein.

The bonds will be delivered on or about **November 4, 2021**, against payment therefor in federal reserve funds.

The approving opinion of The Charleston Group, Fayetteville, North Carolina, Bond Counsel, the proposed form of which appears in the Preliminary Official Statement, will be furnished without cost to the purchaser. There will also be furnished the usual closing papers.

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 (919-814-4300).

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 October 28, 2021. 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). The Commission and the City will not accept “not reoffered” (NRO) designations for any maturity of the bonds for inclusion in the Final Official Statement.
- 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 City or the Commission (such as the bidder’s purchase of credit enhancement).

Concurrently with the delivery of the bonds, the Mayor, the City Manager and the Chief Financial Officer of the City and the Chairman., the General Manager and the Chief Financial Officer of the PWC will each 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.

LOCAL GOVERNMENT COMMISSION
Raleigh, North Carolina
Sharon Edmundson
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 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 \$_____ Public Works Commission Revenue Bonds, Series 2021 (the “Bonds”) of the City of Fayetteville, North Carolina (the “City”).

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 Underwriting Group 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 Underwriting Group 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 Underwriting Group 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 October 19, 2021.

(d) “Underwriter” means (i) any person that agrees pursuant to a written contract with the City (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 third-party 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 City 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 The Charleston Group, Bond Counsel, in connection with rendering their respective opinions 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 City from time to time relating to the Bonds.

Signed this ____ day of November, 2021.

[Name of book-running senior manager]

By: _____
Name: _____
Title: _____

SCHEDULE A

EXPECTED OFFERING PRICES

<u>Due</u> <u>March 1</u>	<u>Principal</u> <u>Amount Maturing</u>	<u>Expected</u> <u>Offering Price</u>
2024		
2025		
2026		
2027		
2028		
2029		
2030		
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2033		
2034		
2035		
2036		
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2049		
2050		
2051		

SCHEDULE B

[Attach Copy of Representative's Bid]

BID FOR BONDS

October __, 2021

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

Sirs:

Subject to the provisions and in accordance with the terms set forth in the Notice of Sale and Bid Form relating to the bonds, which provisions and terms are hereby made a part of this bid, we make the following bid for the \$96,405,000* Public Works Commission Revenue Bonds, Series 2021 of the City of Fayetteville, North Carolina, described in said Notice of Sale, this bid being for not less than all of said bonds:

For the \$96,405,000* Public Works Commission Revenue Bonds, Series 2021 maturing and bearing interest as follows:

<u>Due</u> <u>March 1</u>	<u>Principal</u> <u>Amount*</u>	<u>Interest</u> <u>Rate</u>	<u>Due</u> <u>March 1</u>	<u>Principal</u> <u>Amount*</u>	<u>Interest</u> <u>Rate</u>
2024	\$ 440,000		2038	\$3,590,000	
2025	2,180,000		2039	3,660,000	
2026	2,285,000		2040	3,740,000	
2027	2,400,000		2041	3,820,000	
2028	2,520,000		2042	3,905,000	
2029	2,645,000		2043	3,995,000	
2030	2,780,000		2044	4,090,000	
2031	2,920,000		2045	4,190,000	
2032	3,065,000		2046	4,290,000	
2033	3,185,000		2047	4,390,000	
2034	3,285,000		2048	4,500,000	
2035	3,380,000		2049	4,610,000	
2036	3,450,000		2050	4,725,000	
2037	3,520,000		2051	4,845,000	

we will pay \$96,405,000* plus a premium of \$_____* (not to exceed 120% of the par amount of said bonds).

* Preliminary; subject to change as provided in said Notice of Sale.

(CROSS OUT SERIAL BOND MATURITIES BEING BID AS TERM BONDS)

Term Bonds (Optional – No more than three Term Bonds)

<u>First Year of Mandatory Redemption</u>	<u>Year of Maturity</u>	<u>Total Principal Amounts</u>	<u>Interest Rate</u>
_____	_____	\$_____	_____%
_____	_____	\$_____	_____%
_____	_____	\$_____	_____%

To communicate changes in the principal amounts after the bids are opened as described in said Notice of Sale and to obtain initial offering prices and yields for the 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 its calculation of true interest cost to be _____%. This information is neither required nor to be construed as a part of the foregoing bid.)