

OFFICIAL NOTICE OF INTENT TO SELL BONDS

Upon not less than twenty-four (24) hours' notice given by telephone, electronically or otherwise, the undersigned Clerk-Treasurer of the City of Vincennes, Indiana ("City") will receive and consider bids for the purchase of the bonds described below. Any person interested in submitting a bid for the bonds must furnish in writing to the undersigned Clerk-Treasurer of the City, c/o Jennifer Wilson, Crowe LLP, 135 N. Pennsylvania Street, Suite 200 Indianapolis, Indiana 46204, (317) 269-6696 or via e-mail to jennifer.wilson@crowe.com on or before 10:00 a.m. (EST) on December 8, 2021, the person's name, address, and telephone number. The persons may also furnish an e-mail address. Bids may also be submitted electronically via *PARITY*® in accordance with this notice. To the extent any instructions or directions set forth in *PARITY*® conflict with this notice, the terms of this notice shall control. For further information about *PARITY*®, potential bidders may contact the City's municipal advisor, Crowe LLP, at (317) 269-6696 or *PARITY*® at (212) 849-5021. The undersigned Clerk-Treasurer will notify (or cause to be notified) each person so registered of the date and time bids will be received not less than twenty-four (24) hours before the date and time of sale. The notification shall be made by telephone at the number furnished by such person and also by e-mail if an e-mail address has been received. The sale is expected to take place on or about December 9, 2021.

If a potential bidder has questions related to the City, the financing or submission of bids, questions should be submitted by email to the addresses above no later than two business days before sale by 11:30 a.m. (EST). (The sale is anticipated to occur on December 9, 2021). To the best of the City's ability, all questions will be addressed by the City and sent to potential bidders, including any bidders requesting 24 hours' notice of sale, no later than two days prior to sale by 5:00 p.m. (EST time). Additionally, upon request, the written responses will be emailed to any other interested bidder. Bidders should review this notice as well as the official statement and submit any questions in advance of this deadline to submit questions.

The City is conducting this sale pursuant to Indiana Code 5-1-11-1(a)(2) and is using a competitive process outlined in this notice for the purpose of selecting the purchaser to whom it will sell its bonds pursuant to the terms in this notice.

At the time designated for the sale, the Clerk-Treasurer will receive and consider bids for the purchase of the bonds of the City designated as "Waterworks Revenue Bonds of 2021" in the aggregate amount of \$7,240,000 (preliminary, subject to change). Bidders may bid a net discount not to exceed 1.0% of the par value of the bonds. The bonds will bear interest at a rate or rates not to exceed 6.0% per annum (the exact interest rate or rates will be determined by bidding). Interest will be payable semiannually on June 1 and December 1 of each year beginning on June 1, 2022. Interest will be calculated on a 360-day year consisting of twelve 30-day months. Said bonds will be dated as of the date of delivery of the bonds, will be in the denominations of \$5,000 or integral multiples thereof and will mature semiannually on June 1 and December 1 of each year through December 1, 2041 on the dates and in the amounts as follows:

<u>Date</u>	<u>Amount</u>	<u>Date</u>	<u>Amount</u>
12/01/22	\$10,000	12/01/32	\$195,000
06/01/23	10,000	06/01/33	195,000
12/01/23	10,000	12/01/33	200,000
06/01/24	165,000	06/01/34	200,000
12/01/24	165,000	12/01/34	205,000
06/01/25	170,000	06/01/35	205,000
12/01/25	170,000	12/01/35	210,000
06/01/26	170,000	06/01/36	215,000
12/01/26	170,000	12/01/36	215,000
06/01/27	175,000	06/01/37	220,000
12/01/27	175,000	12/01/37	225,000
06/01/28	175,000	06/01/38	225,000
12/01/28	175,000	12/01/38	230,000
06/01/29	180,000	06/01/39	235,000
12/01/29	180,000	12/01/39	240,000
06/01/30	185,000	06/01/40	240,000
12/01/30	185,000	12/01/40	245,000
06/01/31	185,000	06/01/41	250,000
12/01/31	190,000	12/01/41	255,000
06/01/32	190,000		

The City reserves the right to adjust principal amounts within maturities to achieve the financial objectives of the City with respect to its anticipated debt service on the bonds based on the actual interest rates bid by the successful bidder. In addition, the City reserves the right to decrease the entire principal amount of the bonds issued based on the actual interest rates bid by the successful bidder based on the principal and interest payments to be paid by the City. If the maximum principal amount of the bonds issued decreases, the City reserve the right to adjust principal amounts within maturities based on the parameters set forth in this paragraph.

All or a portion of the bonds may be issued as one or more term bonds, upon election of the successful bidder. Such term bonds shall have a stated maturity or maturities of June 1 or December 1, on the dates as determined by the successful bidder through the final maturity as described above for the bonds. The term bonds shall be subject to mandatory sinking fund redemption and final payment(s) at maturity at 100% of the principal amount thereof, plus accrued interest to the redemption date, on dates consistent with the above schedule.

The bonds have been or will be submitted for qualification for municipal bond insurance. Any insurance will be directly purchased by the City and the premium will be funded with bond proceeds (costs of issuance).

The bonds of this issue maturing on or after June 1, 2032 are redeemable at the option of the City on December 1, 2031, or any date thereafter, on thirty (30) days' notice, in whole or in

part, in the order of maturity determined by the City and by lot within a maturity, at face value, with no premium, plus in each case accrued interest to the date fixed for redemption.

Principal is payable at the office of a registrar and paying agent to be designated by the City. Interest shall be paid by check mailed to the registered owners or by wire transfer to depositories. The bonds will be issued in fully registered form.

Each bid, including bids submitted via *PARITY*[®], must be for all of the bonds and must state the rate or rates of interest in multiples of 1/8 or 1/100 of 1%. Any bids specifying two or more interest rates shall also specify the amount and maturities of the bonds bearing each rate, but all bonds maturing on the same date shall bear the same single interest rate. The award will be made to the best bidder complying with the terms of sale and offering the lowest net interest cost to the City, to be determined by computing the total interest on all of the bonds to their maturities and adding thereto the discount bid, if any, and deducting therefrom the premium bid, if any. In the event of a bidder's error in interest cost rate calculations, the interest rates and premium, if any, set forth or incorporated by reference in the Official Bid Form will be considered as the intended bid. Although not a term of sale, it is requested that each bid show the net dollar interest cost to final maturity and the net effective average interest rate on the entire issue. No conditional bid or bids for less than 99% of the par value of the bonds will be considered. The right is reserved to reject any and all bids. The City is conducting this sale pursuant to Indiana Code 5-1-11-1(a)(2) and may negotiate the final terms of the sale without further advertisement.

Each bid not submitted via *PARITY*[®] must be on a customary bid form which shall be enclosed in a sealed envelope addressed to the undersigned Clerk-Treasurer or sent via e-mail to jennifer.wilson@crowe.com and marked "Bid for City of Vincennes Waterworks Revenue Bonds of 2021." The winning bidder will be notified and instructed to submit a good faith deposit which may consist of either a certified or cashier's check or a wire transfer in the amount of \$72,400 (preliminary, subject to change) ("Deposit"). If a check is submitted, it shall be drawn on a bank or trust company which is insured by the Federal Deposit Insurance Corporation and shall be submitted to the City (or shall wire transfer such amount as instructed by the City) not later than 3:30 p.m. (Vincennes time) on the next business day following the date of the award. In either case, the Deposit shall be payable to the "City of Vincennes, Indiana," and shall be held as a guaranty of the performance of the bid. No interest on the Deposit will accrue to the successful bidder. If the successful bidder fails to honor its accepted bid, the Deposit will be retained by the City. The successful bidder will be required to make payment for such bonds in Federal Reserve funds or other immediately available funds and accept delivery of the bonds within five days after being notified that the bonds are ready for delivery, at such bank in the City of Indianapolis, Indiana, or the City of Vincennes, Indiana, as the purchaser shall designate, or at such other location which may be mutually agreed to by the City and such bidder. It is anticipated that the bonds will be ready for delivery within thirty days after the date of the sale and if not ready for delivery within forty-five days after the sale date, the purchaser shall be entitled to rescind the sale and obtain the return of the Deposit. The successful bidder is expected to apply to a securities depository registered with the SEC to make the bonds depository-eligible. The opinion of Ice Miller LLP, Bond Counsel of Indianapolis, Indiana, approving the legality of the bonds, together with a transcript of the bond proceedings, and closing certificates in the usual form showing no litigation, will be furnished to the successful bidder at the expense of the City.

Each bidder agrees by submission of its bid to assist the City in establishing issue price of the bonds. In the event that the City fails to receive a bid on the bonds from at least three Underwriters (as hereinafter defined), the City shall so advise the successful bidder for the bonds (such successful bidder, the "Purchaser"). If the Purchaser is an Underwriter intending to resell all or any portion of the bonds to the Public (as hereinafter defined), the Purchaser must, prior to acceptance of its bid by the City, either (i) agree in writing to neither offer nor sell any of the bonds to any person at a price that is higher than the initial offering price for each maturity of bonds during the Holding Period (as hereinafter defined) for any maturity of the bonds or (ii) request in writing that the City treat 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, applied on a maturity-by-maturity basis. For purposes of this Notice of Intent to Sell bonds, (a) the term "Public" shall mean any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter, (b) the term "related party" means any two or more persons who have greater than 50 percent common ownership, directly or indirectly, (c) the term "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 retail distribution agreement participating in the initial sale of the bonds to the Public), (d) the term "Underwriters" means more than one Underwriter and (e) the term "Holding Period" means the period starting on the date the City awards the bonds to the Purchaser (the "Sale Date") and ending on the earlier of (i) the close of the fifth business day after the Sale Date, or (ii) the date on which the Underwriter has sold at least 10% of each maturity of the bonds to the Public at prices that are no higher than the initial offering price for such maturity of the bonds. Any Underwriter executing and delivering a bid with respect to the bonds agrees thereby that if its bid is accepted by the City (i) it shall accept such designation and (ii) it shall enter into a contractual relationship with all participating underwriters of the bonds for purposes of assuring the receipt of each such participating underwriter of the Final Official Statement. The Purchaser shall be responsible for providing (i) in writing the initial reoffering prices and other terms, if any, to the Municipal Advisor as and at the time requested and (ii) a certification verifying information as to the bona fide initial offering prices of the bonds to the Public and sales of the bonds appropriate for determination of the issue price of, and the yield on, the bonds under Internal Revenue Code of 1986, as amended, as and at the time requested by the City's bond counsel.

The bonds may be issued, at the option of the successful bidder, by means of a book-entry-only system with no physical distribution of bond certificates made to the public. In this case, one bond certificate will be issued to and registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), and immobilized in its custody. The successful bidder, as a condition of delivery of the bonds, shall be required to deposit the bond certificates with DTC, registered in the name of Cede & Co., nominee of DTC.

Unless otherwise requested by the winning bidder, it is anticipated that CUSIP identification numbers will be printed on the bonds, but neither the failure to print such numbers on any bond nor any error with respect thereto shall constitute cause for failure or refusal by the successful bidder therefor to accept delivery of and pay for the bonds in accordance with the terms

of its bid. No CUSIP identification number shall be deemed to be a part of any bond or a part of the contract evidenced thereby and no liability shall hereafter attach to the City or any of its officers or agents because of or on account of such numbers. All expenses in relation to the printing of CUSIP identification numbers on the bonds shall be paid for by the City; however, 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 successful bidder will also be responsible for any other fees or expenses it incurs in connection with the resale of the bonds.

The bonds are being issued under the provisions of Indiana Code 8-1.5 for the purpose of providing funds to be applied on the costs of the construction of improvements and additions to the municipal waterworks of the City. The bonds will be payable solely out of a special fund from the net revenues of the water utility of the City. In the opinion of bond counsel, under the federal statutes, decisions, regulations and rulings existing on this date, the interest on the bonds is excludable from gross income for purposes of federal income taxation.

The City has outstanding certain (i) Waterworks Revenue Bonds of 2003, dated March 27, 2003 ("2003 Bonds"), outstanding as of November 26, 2021 in the amount of \$732,462 and maturing semiannually over a period ending December 1, 2023; (ii) Waterworks Revenue Bonds of 2016, dated June 28, 2016 ("2016 Bonds"), outstanding as of November 26, 2021 in the amount of \$5,455,000 and maturing semiannually over a period ending December 1, 2036; and (iii) Waterworks Revenue Bonds of 2018, dated September 27, 2018 ("2018 Bonds"), outstanding as of November 26, 2021 in the amount of \$3,230,000 and maturing semiannually over a period ending December 1, 2038. The bonds now being offered will rank on a parity with the 2003 Bonds, the 2016 Bonds and the 2018 Bonds. The City has reserved the right to issue additional bonds ranking on a parity with the bonds now being offered, upon certain terms and conditions specifically set forth in the ordinance authorizing issuance of the bonds.

The bonds are subject to the Internal Revenue Code of 1986 as in effect on the date of their issuance ("Code") which imposes limitations on the issuance of obligations like the bonds under federal tax law. The City has covenanted to comply with those limitations to the extent required to preserve the exclusion of interest on the bonds from gross income for federal income tax purposes. The City has designated the bonds for purposes of Section 265(b) of the Code to qualify for the \$10,000,000 annual exception from the 100% disallowance, in the case of banks and other financial institutions, of the deduction for interest expense allocable to tax-exempt obligations.

The City has prepared an Official Statement relating to the bonds which it deems to be nearly final ("Preliminary Official Statement"). A copy of the Preliminary Official Statement may be obtained from the City's Municipal Advisor, Crowe LLC, 135 N. Pennsylvania Street, Suite 200, Indianapolis, Indiana 46204 or from www.newissuehome.i-deal.com.

All provisions of the bid form and Preliminary Official Statement are incorporated herein. As set forth in the Preliminary Official Statement, the winning bidder agrees by submission of its bid to assist the City in establishing the issue price of the bonds under the terms outlined therein and shall execute and deliver to the City at closing an "issue price" certificate, together with the supporting pricing wires or equivalent communications, with such modifications as may be

appropriate or necessary, in the reasonable judgment of the winning bidder, the City and Bond Counsel.

Within seven (7) business days of the sale, the City will provide the successful bidder with sufficient copies of the Final Official Statement ("Final Official Statement") in order for the purchaser to comply with Section (b)(4) of SEC Rule 15c2-12 and the rules of the Municipal Securities Rulemaking Board at the City's expense. Inquiries concerning matters contained in the Preliminary Official Statement must be made and pricing and other information necessary to complete the final Official Statement must be submitted by the successful bidder within two (2) business days following the sale to be included in the Final Official Statement.

In the ordinance approving the bonds and pursuant to a Continuing Disclosure Undertaking to be delivered by the City upon delivery of the bonds, the City will covenant to comply with Securities and Exchange Commission Rule 15c2-12, as in effect of the date of delivery of the bonds ("Rule 15c2-12") if the bonds are purchased by an underwriter subject to Rule 15c2-12. The City will covenant to provide the most recent annual financial information and operating data relating to the City as described in the Preliminary Official Statement prepared in connection with the sale of the bonds. Further, with respect to the bonds, the City will undertake to provide notice of those material events required by Rule 15c2-12.

Dated November 26 and December 3, 2021.

/s/ Catherine M. M. Lane, Clerk-Treasurer,
City of Vincennes, Indiana