

NOTICE OF SALE

\$4,775,000*
BOROUGH OF FLORHAM PARK,
In the County of Morris, New Jersey
WATER UTILITY BONDS, SERIES 2022
(Book-Entry)
(Bank Qualified)
(Callable)

The Borough of Florham Park, a municipal corporation of the State of New Jersey located in the County of Morris, New Jersey (the "Borough"), hereby invites electronic proposals for the purchase of the Borough's \$4,775,000* principal amount of Water Utility Bonds, Series 2022 (the "Bonds").

Electronic proposals via the Parity® Electronic Bid Submission System ("Parity") of i-Deal LLC ("i-Deal") will be received by the Chief Financial Officer of the Borough on August 3, 2022 (the "Bid Date") until 11:00 a.m. Eastern Time, at which time they will be publicly opened, received and announced. No bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY conflict with this Notice, the terms of this Notice shall control.

Subject to the Bid requirements described below, bids for the Bonds must be submitted on an "All-or-None" ("AON") basis for the entire amount of \$4,775,000*. There will be only one CUSIP assigned to each annual maturity of the issue. First, a Bidder must submit a conforming bid for the entire issue, and if such bid is accepted by the Borough, such successful bidder (the "Successful Bidder") will be required to purchase the entire issue in accordance with such bid.

The Bonds will be dated their date of delivery and will mature on August 15, in the years and in the amounts set forth below:

*Preliminary, subject to change.

WATER UTILITY BONDS, SERIES 2022

<u>Year</u>	<u>Principal Amount*</u>	<u>Year</u>	<u>Principal Amount*</u>
2023	\$120,000	2036	\$210,000
2024	120,000	2037	215,000
2025	120,000	2038	225,000
2026	125,000	2039	235,000
2027	135,000	2040	240,000
2028	140,000	2041	240,000
2029	150,000	2042	240,000
2030	155,000	2043	240,000
2031	165,000	2044	240,000
2032	170,000	2045	240,000
2033	180,000	2046	240,000
2034	190,000	2047	240,000
2035	200,000		

Total: \$4,775,000

Bidders may bid to purchase Bonds from the Borough with a bid premium in an amount not in excess of four percent (4%) of the par amount of the Bonds, representing a bid price of not in excess of \$4,966,000*. No Bid will be considered if the Bid is to purchase Bonds at a price less than 100% of the principal amount thereof. The Borough may, and expects to, after the receipt and opening of bids, adjust the maturity schedule of the Bonds as set forth in more detail below.

*Preliminary, subject to change.

The Chief Financial Officer of the Borough may, up to 24 hours prior to the date of advertised sale of and within 4 hours after the award of the Bonds, adjust the maturity schedule of the Bonds in increments of \$1,000, provided however, that after the award of the Bonds (i) no maturity schedule adjustment shall exceed 10% upward or downward of the principal for any maturity as specified herein (or as adjusted prior to the date of advertised sale) and (ii) the aggregate adjustment to the maturity schedule shall not exceed 10% upward or downward of the aggregate principal amount of Bonds as specified herein (or as adjusted prior to the date of advertised sale) and as adjusted will not exceed the amount authorized by the Ordinances. NOTICE OF ANY ADJUSTMENT TO THE MATURITY SCHEDULE OF THE BONDS PRIOR TO THE DATE OF THE ADVERTISED SALE SHALL BE GIVEN BY CAUSING A NOTICE THEREOF TO BE PUBLISHED ON TM3 NEWS SERVICES. The dollar amount bid by the Successful Bidder shall be adjusted to reflect any adjustments in the aggregate principal amount of bonds to be issued. The adjusted bid price will reflect changes in the dollar amount of the underwriter's discount and the original issue premium or discount, but will not change the per bond underwriter's discount as calculated from the bid and the Initial Public Offering Prices required to be delivered to the Borough as stated herein. The Borough shall notify the Successful Bidder of the final maturity schedule and the resulting adjusted purchase price no later than 5:00 p.m., Eastern Time, on the day of the sale and award of the Bonds. The interest rate or rates specified by the Successful Bidder for each maturity

will not be altered. The Successful Bidder may not withdraw its bid as a result of any such adjustment, and shall be bound by the terms thereof.

The right is further reserved to reject all bids and any bid not complying with the terms of this notice may be rejected.

All bidders for the Bonds must be participants of the Depository Trust Company, New York, New York (“DTC”) or affiliated with its participants. The Bonds will be issued in the form of one certificate for each maturity of the Bonds each in the aggregate principal amount of such maturity and will be payable as to both principal and interest in lawful money of the United States of America. Each certificate will be registered in the name of Cede & Co., as nominee of DTC, which will act as Securities Depository. The certificate will be deposited with DTC which will be responsible for maintaining a book-entry system for recording the interests of its participants and the transfers of the interests among its participants. The participants will be responsible for maintaining records regarding the beneficial ownership interests in the Bonds on behalf of the individual purchases. Individual purchases may be made in the principal amount of \$5,000 or any integral multiple of \$1,000 in excess thereof through book entries made on the books and records of DTC and its participants.

The Bonds will be dated their date of delivery, and will bear interest at the rate or rates per annum specified by the Successful Bidder therefor in accordance herewith, payable semi-annually on February 15 and August 15 of each year, commencing February 15, 2023, until maturity, to DTC or its authorized nominee. The DTC will credit payments of principal of and interest on the Bonds to the participants of DTC as listed on the records of DTC.

In the event (a) DTC determines not to continue to act as Securities Depository for the Bonds or (b) the Borough determines that continuation of the book-entry system of evidence and transfer of ownership of the Bonds would adversely affect the interests of the beneficial owners of the Bonds, the Borough will discontinue the book-entry system with DTC. If the Borough fails to identify another qualified securities depository to replace DTC, the Borough will deliver replacement bonds in the form of fully registered certificates.

The Bonds are general obligations of the Borough and are secured by a pledge of the full faith and credit of the Borough for the payment of the principal thereof and the interest thereon. The Bonds are payable, if not paid from other sources, from *ad valorem* taxes to be levied upon all the real property taxable within the Borough without limitations as to rate or amount.

Each proposal must be unconditional and must specify the rate or rates of interest per annum which the Bonds are to bear in multiples of 1/8 or 1/20 of 1%, provided that: (a) all Bonds of the same maturity must bear a single and uniform rate of interest greater than zero percent (0%) and no split or supplemental interest rates will be considered; (b) a rate of interest stated for Bonds of any one maturity may not be less than the rate of interest stated for Bonds of an earlier maturity; (c) the difference between the highest and lowest interest rates named in the bid shall not exceed two

percent (2%) per annum; (d) not more than one rate may be named for Bonds of the same maturity; (e) there is no limitation on the number of rates that may be named. Each proposal submitted must be for all of the Bonds. The purchase price specified in the proposal for the Bonds must not be less than \$4,775,000*.

The Bonds maturing prior to August 15, 2031 are not subject to redemption prior to their stated maturities. The Bonds maturing on or after August 15, 2031 are redeemable at the option of the Borough in whole or in part on any date, on or after August 15, 2030 upon notice as required herein at a redemption price (the "Redemption Price") equal to 100% of the principal amount to be redeemed plus accrued interest to the date fixed for redemption.

If less than all of the Bonds outstanding of any maturity shall be called for redemption, such Bonds to be so redeemed shall be selected by the Borough by lot.

In the event of any redemption, notice thereof shall be made by the paying agent to DTC for subsequent disbursement to DTC participants to then be remitted to the beneficial owners of the Bonds. not less than thirty (30) days nor more than sixty (60) days prior to the redemption date; provided, however, that failure to mail or receive such notice, or any defect therein, shall not affect the validity of the proceedings for redemption.

If notice of redemption has been given, the Bonds or the portion thereof called for redemption shall be due and payable on the date fixed for redemption at the redemption price together with accrued interest to the date fixed for redemption. Payment shall be made upon surrender of the Bonds redeemed.

All bids which are submitted electronically via the PARITY Electronic Bid Submission System ("PARITY") of i-Deal LLC ("i-Deal") pursuant to the procedures described below shall be deemed to constitute a "Proposal for Bonds" and shall be deemed to incorporate by reference all of the terms and conditions of this Notice of Sale. The submission of a bid electronically via PARITY shall constitute and be deemed the bidder's signature on the Proposal for Bonds.

PROCEDURES REGARDING ELECTRONIC BIDDING. Bids may be submitted electronically via PARITY in accordance with this notice, until 11:00 a.m. Eastern Time, on the Bid Date, but no bid will be accepted after the time for receiving bids specified above. In addition, bidders must ensure that the good faith deposit cash wire, a certified, cashier's or treasurer's check or a financial surety bond, referred to herein, is submitted on the Bid Date by 11:00 a.m. Eastern Time. To the extent any instructions or directions set forth in PARITY conflict with this Notice of Sale, the terms of this Notice of Sale shall control. For further information about PARITY, potential bidders may contact PARITY at i-Deal at 1359 Broadway, 2nd Floor, New York, NY 10018, telephone (212) 849-5021. The Borough may, but is not obligated to, acknowledge its acceptance in writing of any bid submitted electronically via PARITY.

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Each bidder is required to make a good faith deposit, in the amount of \$95,500 ("Deposit"), in the form of a cash wire, a certified, cashier's or treasurer's check or a financial surety bond

("Financial Surety Bond") issued by Sure-Bid, a division of Financial Security Assurance Inc., 350 Park Avenue, New York, New York 10022, in each case, payable to the order of the "Borough of Florham Park." If a cash wire is used, the wire must be received by the Borough prior to 11:00 a.m. Eastern Time, on Wednesday, August 3, 2022. Bidders submitting cash wires must (i) notify the Borough of their intent to use such cash wire prior to 10:00 a.m. Eastern Time, on Wednesday, August 3, 2022; (ii) provide proof of electronic transfer of such cash wire prior to 11:00 a.m. Eastern Time, on Wednesday, August 3, 2022; and (iii) also enclose return wiring instructions for use by the Borough. Wiring instructions may be obtained by contacting the Borough's Chief Financial Officer, Attention: Patrice Visco, Telephone: (973) 410-5318 or Email: pvisco@florhamparkboro.net. If a check is used, the check must be a certified or cashier's or treasurer's check drawn upon a bank or trust company and must be delivered to the Borough, c/o Patrice Visco, Chief Financial Officer, 111 Ridgedale Avenue, Florham Park, New Jersey 07932 by no later than 11:00 a.m. Eastern Time, on Wednesday, August 3, 2022. Bidders submitting good faith checks should also enclose a return envelope for use by the Borough. Each bidder accepts responsibility for delivering such cash wire or check on time and the Borough is not responsible for any cash wire or check that is not received on time. If a Financial Surety Bond is used, proof of such Financial Surety Bond must be submitted to the Borough, c/o the Chief Financial Officer, no later than 11:00 a.m. Eastern Time, on Wednesday, August 3, 2022 at the address referred to above.

The financial surety bond must identify each bidder whose deposit is guaranteed by such financial surety bond, and shall state the time and date when it will expire, which date shall not be earlier than the date for submission of the required deposit. When the Successful Bidder has been ascertained, all such deposits will be promptly returned to the persons making the same, except the check or financial surety bond of the Successful Bidder which will be applied in part payment for the Bonds or to partially secure the Borough from any loss resulting from the failure of the bidder to comply with the terms of its bid. No interest will be paid on any deposits. Award of the Bonds to the Successful Bidder, or rejection of all bids, is expected to be made within three hours after opening of the bids, but such Successful Bidder may not withdraw its proposal until after 5:00 p.m. Eastern Time of the day of such bid opening and then only if such award has not been made prior to the withdrawal. If the Bonds are awarded to a bidder utilizing a financial surety bond, then such Successful Bidder is required to submit its deposit to the Borough or its financial advisor or bond counsel in the form of a certified, treasurer's or cashier's check payable to the Borough (or wire transfer such amount as instructed by the Borough or its financial advisor or bond counsel) not later than 3:30 p.m. Eastern Time on the next business day following the award. If such deposit is not received by that time, the financial surety bond may be drawn by the Borough to satisfy the deposit requirement. In the event that the Successful Bidder fails to honor its accepted proposal, the deposit will be retained by the Borough as liquidated damages.

If submitting the deposit by Financial Surety Bond, the Financial Surety Bond must identify the bidder whose Deposit is guaranteed by such Financial Surety Bond. If the Bonds are awarded to a bidder utilizing a Financial Surety Bond, then that Successful Bidder shall be required to submit its Deposit to the Borough by wire transfer as instructed by the Borough not later than 3:30 p.m. Eastern Time, on the next business day following the award. If such Deposit is not received by that time, the Financial Surety Bond may be drawn on by the Borough to satisfy the Deposit requirement. No interest on the Deposit will accrue to the Successful Bidder. When the Successful Bidder has been ascertained, all such Deposits shall be returned by the Borough to the persons making the same within a reasonable period of time, except the cash wire, check or Financial Surety Bond of the Successful Bidder which shall be applied as partial payment for the Bonds or to secure the Borough

from any loss resulting from the failure of the Successful Bidder to comply with the terms of its bid. Award of the Bonds to the Successful Bidder or rejection of all bids is expected to be made promptly after receipt of the bids. The Successful Bidder may not withdraw its proposal until after 5:00 p.m. Eastern Time, on the Bid Date and then only if such award has not been made prior to the withdrawal.

Clarification Prior to the Opening of Bids. The Borough may, in its sole discretion and prior to the opening of bids clarify any term hereof, including, without limitation, its decision to discontinue use of electronic bidding via PARITY®, by issuing a notification of the clarification via TM3, or any other available means, no later than 3:00 p.m. Eastern Time on the last business day prior to the Bid Date.

The Borough further reserves the right to postpone, from time to time, the Bid Date. Any such postponement will be announced by TM3, or any other available means, not later than 10:00 a.m. Eastern Time, on the Bid Date. Any such alternative Bid Date and the time at which bids are due will be announced via TM3, or any other available means, at least 48 hours before bids are due. On any such alternative Bid Date, bidders shall submit Proposals for Bonds in conformity with all of the requirements hereof, other than the date of submission and sale and any further or contrary provisions set forth in such announcement, which further or contrary provisions must be complied with by all bidders.

The bidder further agrees that:

1. The Borough may regard the electronic transmission of the bid through PARITY (including information about the principal amount of the Bonds, the price bid for the Bonds and any other information included in such transmission) as though the same information were submitted on the “Proposal for Bonds” provided by the Borough and executed by a duly authorized signatory of the bidder. If a bid submitted electronically by PARITY is accepted by the Borough, the terms of the “Proposal for Bonds” and this Notice of Sale and the information that is electronically transmitted through PARITY shall form a contract, and the Successful Bidder or Bidders shall be bound by the terms of such contract.

2. PARITY is not an agent of the Borough, and the Borough shall have no liability whatsoever based on any bidder’s use of PARITY, including but not limited to any failure by PARITY to correctly or timely transmit information provided by the Borough or information provided by the bidder.

3. The Borough may choose to discontinue use of electronic bidding via PARITY by issuing a notification to such effect via TM3 News Services, or by other available means, no later than 3:00 p.m., New Jersey time, on the last business date prior to the Bid Date.

4. Once the bids are communicated electronically via PARITY to the Borough as described above, each bid will constitute a Proposal for Bonds and shall be deemed to be an irrevocable offer to purchase the Bonds on the terms provided in this Notice of Sale. For purposes of submitting all Proposals for Bonds, whether by hand delivery, facsimile or electronically via PARITY, the time as maintained on PARITY shall constitute the official time.

5. Each Bidder shall be solely responsible to make necessary arrangements to access PARITY for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the Borough nor i-Deal shall have any duty or obligation to provide or assure access to any bidder, and neither the Borough nor i-Deal shall be responsible for the proper operation of, or have any liability for any delays or interruptions of, or any damages caused by PARITY. The Borough is using PARITY as a communication mechanism, and not as the Borough's agent, to conduct the electronic bidding for the Bonds. By using PARITY, each bidder agrees to hold the Borough harmless from any harm or damages caused to such bidder in connection with its use of PARITY for bidding on Bonds.

Pursuant to N.J.S.A. 40A:2-30(b), and in accordance with a resolution of the governing body of the Borough, the Borough reserves the right to postpone the public sale of the Bonds, if necessary, without re-advertisement upon not less than 24 hours' notice. However, if the sale of the Bonds is postponed, the new sale date shall not be commenced upon not less than 48 hours' notice without further notice of sale. The public sale of the Bonds may not be postponed more than sixty (60) days without re-advertisement.

Unless all bids are rejected, the Bonds will be awarded and sold to the bidder whose legally acceptable proposal specifies the lowest net interest cost for the Bonds. It is requested that each proposal be accompanied by a computation of such net interest cost to the Borough under the terms of the proposal in accordance with the method of calculation described in this paragraph (computed to six decimal places) but such computation is not to be considered as part of the proposal for Bonds. Net interest cost for the Bonds will be computed by adding to the total principal amount of Bonds bid for, the total interest cost to maturity in accordance with such bid and by deducting therefrom the amount of premium if any, bid. In selecting the proposal to be accepted, the Borough will not consider proposals under which the total loan is made at an interest cost higher than the lowest net interest cost to the Borough in any legally acceptable proposal for the Bonds, and if two or more such bidders offer to pay the same lowest net interest cost, then the Bonds will be sold to one of such bidders selected by lot from among all such bidders. The purchaser must also pay an amount equal to the interest on the Bonds accrued to the date of payment of the purchase price, if applicable.

The right is reserved to reject all bids and, to the extent permitted by law, to waive any irregularity or infirmity in any bid. Any bid not complying with the terms of this notice may be rejected.

The Bonds will be delivered through DTC on or before August 17, 2022, or such other date agreed to by the Borough and the Successful Bidder. **PAYMENT FOR THE BONDS AT THE TIME OF THE CLOSING SHALL BE IN IMMEDIATELY AVAILABLE FEDERAL FUNDS.**

The Successful Bidder may at its option refuse to accept the Bonds if prior to their delivery any income tax law of the United States of America shall provide that the interest thereon is includable in gross income for Federal income purposes, or shall be included at a future date for Federal income tax purposes, and in such case the deposit made by the bidder will be returned and the bidder will be relieved of the bidder's contractual obligations arising from the acceptance of the bidder's proposal.

If the Bonds qualify for issuance of any policy of municipal bond insurance, the purchaser of the Bonds may, at its sole option and expense, purchase such insurance. Any failure of the Bonds to

be so insured shall not in any way relieve the purchaser of its contractual obligations arising from the acceptance of its proposal for the purchase of the Bonds.

It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such number on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for the Bonds. The CUSIP Service Bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by the purchaser.

The obligation hereunder to deliver and accept the Bonds shall be conditioned on the availability and the delivery at the time of delivery of the Bonds of: (a) the approving opinion of the law firm of Pearlman & Miranda, LLC, Newark, New Jersey, Bond Counsel, which will be furnished without cost to the Successful Bidder, substantially to the effect set forth in the Preliminary Official Statement referred to below; (b) certificates in form satisfactory to said law firm evidencing the proper execution and delivery of the Bonds and receipt of payment therefor, and compliance with the requirements of the Internal Revenue Code of 1986, as amended necessary to preserve the tax exemption; (c) a certificate, in form and tenor satisfactory to said law firm and dated as of the date of such delivery, to the effect that there is no litigation pending or, to the knowledge of the signer or signers thereof, threatened affecting the validity of the Bonds; and (d) the Borough's Continuing Disclosure Certificate substantially in the form described in the Preliminary Official Statement.

A Preliminary Official Statement has been prepared and may be obtained via PARITY or from the undersigned at the address set forth below. The Preliminary Official Statement is deemed to be a "final official statement," as of its date, within the meaning of Rule 15c2-12 of the Securities and Exchange Commission but is subject to (a) completion with certain pricing and other information to be made available by the Successful Bidder for the Bonds and (b) amendment. The Preliminary Official Statement as so revised will constitute the "final official statement." By the submission of a bid for the Bonds, the Successful Bidder contracts for the receipt of a reasonable number of copies of the final Official Statement within seven business days of the award of the Bonds. 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 Bond Counsel and the Borough by facsimile transmission or overnight delivery received by Bond Counsel and the Borough within 24 hours after the award of the Bonds: (a) initial offering prices or yields (expressed as percentages), (b) selling compensation (aggregate total, anticipated compensation to the underwriters expressed in dollars), (c) the identity of the underwriters if the Successful Bidder is part of a group or syndicate, and (d) any other material information necessary for the final Official Statement, but not known to the Borough (such as the bidder's purchase of insurance or other credit enhancement). It shall also be the obligation of the Successful Bidder to furnish to DTC an underwriter's questionnaire and the denominations of the Bonds not less than seventy-two (72) hours prior to the delivery of the Bonds.

In order to assist bidders in complying with SEC Rule 15c2-12(b) (5), the Borough will undertake, pursuant to a Continuing Disclosure Certificate, to provide certain annual information and notices of the occurrence of certain events, if material. A description of this undertaking is set forth in the Preliminary Official Statement and will also be set forth in the final Official Statement.

The Successful Bidder will be required to certify the initial offering prices to the public (excluding bond houses and brokers) at which a substantial amount of Bonds of each maturity are sold.

Establishment of Issue Price for the Bonds

In the event the Borough receives at least three (3) bids for the Bonds, then the issue price for the Bonds shall be established based on the reasonably expected initial offering prices of the Bonds as of the Sale Date (the "Expected Offering Prices"). The Expected Offering Prices shall consist of the prices for each maturity of the Bonds used by the Successful Bidder in formulating its bid to purchase the Bonds. The Successful Bidder shall be required to deliver on the Delivery Date a certificate to such effect and to provide to the Borough, in writing, the Expected Offering Prices as of the Sale Date.

In the event the Borough receives fewer than three (3) bids for the Bonds, then the issue price for the Bonds shall be established based on the following method as selected by the Successful Bidder on the Sale Date:

10% Sold: The issue price for the Bonds shall be established based on the first price at which at least 10% of each maturity of the Bonds was sold to the Public (as defined below). The Successful Bidder shall be required to deliver on the Delivery Date a certificate to such effect and to provide to the Borough, in writing, evidence satisfactory to Bond Counsel to the Borough of such sales prices for each maturity of the Bonds. In the event that the Successful Bidder has not sold at least 10% of each maturity of the Bonds to the Public as of the Delivery Date (each, an "Unsold Maturity"), the Successful Bidder shall (i) provide to the Borough, in writing, on the Delivery Date, the Expected Offering Prices for each Unsold Maturity and a certificate regarding same and

(ii) have a continuing obligation to provide to the Borough, in writing, evidence satisfactory to Bond Counsel to the Borough of the first price at which at least 10% of each Unsold Maturity is sold to the Public, contemporaneous with each such sale, until at least 10% of all such Unsold Maturities have been sold to the Public.

Hold-the-Price: The issue price for the Bonds shall be established based on the initial offering price of the Bonds to the Public as of the Sale Date, provided that the Successful Bidder shall, in writing, (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 set forth in the Bid submitted by the Successful Bidder and (ii) agree, on behalf of the Underwriters participating in the purchase of the Bonds, that the Underwriters will neither offer nor sell the Bonds 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 the Bonds to the Public at a price that is no higher than the initial offering price to the Public.

Public means any person (including an individual, trust, estate, partnership, association, company or corporation) other than an Underwriter (as defined herein) or a related party to an Underwriter. The term "related party" generally means any two or more persons who have greater than 50% common ownership, directly or indirectly. Underwriter means (i) any person that agrees pursuant to a written contract with the Issuer (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).

A Preliminary Official Statement may be obtained via PARITY or from the Borough's Chief Financial Officer/Borough Treasurer, at (973) 410-5318.

Dated: July 26, 2022

Very truly yours,

/s/ Patrice Visco
Patrice Visco
Chief Financial Officer