

**NOTICE OF SALE DATED JULY 27, 2016**

**COUNTY OF MERRIMACK, NEW HAMPSHIRE**  
**\$14,267,500\***  
**2016 GENERAL OBLIGATION BONDS**

Notice is hereby given that electronic proposals will be received via **PARITY**<sup>®</sup>, in the manner described below, until 11:00 am, local time, on August 9, 2016. Bids must be submitted electronically via **PARITY**<sup>®</sup> pursuant to this Notice of Sale (the "Notice") until 11:00 am, local time, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in **PARITY**<sup>®</sup> conflict with this Notice, the terms of this Notice shall control. For further information about **PARITY**<sup>®</sup>, potential bidders may contact Northeast Municipal Advisors LLC at (207) 797-6681 or **PARITY**<sup>®</sup> at (212) 849-5021. Bids will be received in electronic form via Parity until:

**11:00 O'CLOCK A.M. TUESDAY, AUGUST 9, 2016**

at which time all such proposals will be publicly announced for the purchase of all, but not less than all, of \$14,267,500\* 2016 General Obligation Bonds (the "Bonds") of the County of Merrimack, New Hampshire (the "County" or the "Issuer").

The Bonds will be payable annually on September 1 of each year as follows:

<u>September 1,</u>	<u>Amount*</u>	<u>September 1,</u>	<u>Amount*</u>
2017	\$522,500	2027	\$860,000
2018	530,000	2028	885,000
2019	545,000	2029	945,000
2020	565,000	2030	965,000
2021	570,000	2031	995,000
2022	570,000	2032	1,030,000
2023	570,000	2033	1,050,000
2024	855,000	2034	705,000
2025	895,000	2035	340,000
2026	870,000		

The Bonds will be dated the date of delivery. Interest will be payable on March 1, 2017 and semi-annually on each September 1<sup>st</sup> and March 1<sup>st</sup> thereafter until maturity. Interest is calculated based upon 30 day months in a 360 day year (30/360).

This Notice of Sale sets forth only a brief summary of certain provisions of the Bonds. For additional information pertaining to the Bonds, prospective bidders should refer to the County's Preliminary Official Statement, dated July 27, 2016. In the event of any conflict between the Preliminary Official Statement and this Notice of sale, the Preliminary Official Statement shall control.

The Bonds are being issued pursuant to certain laws of the State of New Hampshire, and certain authorizations of the County Commissioners and County Convention. The Bonds are being issued to finance energy improvements to various County facilities and improvements to the McKenna facility.

\*Preliminary, subject to change

The Bonds will be issued by means of The Depository Trust Company's Book-Entry-Only System with no physical distribution of Bond certificates made to the purchasers. The Book-Entry-Only System will be employed, evidencing ownership of the Bonds which shall be issued, sold or transferred only in denominations of \$5,000, or any integral multiple thereof, excepting one (1) maturity of \$2,500 in 2017, with transfers of ownership effected on the records of DTC and its Participants pursuant to rules and procedures established by DTC and its Participants.

The winning bidder(s) (the "Purchaser(s)"), as a condition to delivery of the Bonds, shall be required to deposit the certificates with DTC, registered in the name of Cede & Co. Principal of and interest on the Bonds will be payable in Federal Reserve Funds to DTC or its nominee as registered owner of the Bonds. Transfer of the principal and interest payments to participants of DTC will be the responsibility of DTC. Transfer of the principal and interest payment to Beneficial Owners will be the responsibility of such Participants and other nominees of Beneficial Owners.

The County will not be responsible or liable for maintaining, supervising or reviewing the records maintained by DTC, its Participants or persons acting through such Participants.

The Bond certificates will be prepared under the supervision of and authenticated by U.S. Bank National Association, Boston, Massachusetts, Paying Agent, and their legality approved by Devine, Millimet & Branch Professional Association, Manchester, New Hampshire, Bond Counsel ("Bond Counsel"), whose opinion will be furnished to the Purchaser without charge.

The opinion of Bond Counsel will state that the Bonds are valid general obligations of the County and that under existing law, the interest on the Bonds is exempt from the New Hampshire personal income tax on interest and dividends and is excluded from gross income for federal income tax purposes.

The Bonds are subject to optional redemption prior to maturity at the discretion of the County. See "The Bonds – Optional Redemption Prior to Maturity" in the preliminary Official Statement.

The successful bidder shall, within one hour after being notified of the award of the Bonds, advise the County of the initial public offering prices of the Bonds.

**The Bonds are not guaranteed by the State of New Hampshire.**

**The Bonds will NOT be designated as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code. Accordingly, via the opinion of Bond Counsel, a deduction will not be allowable to a financial institution for 80% of its interest expense allocable to the Bonds.**

There is no litigation, threatened or pending, affecting the validity of the Bonds, the corporate existence or the boundaries of the County, or the title of the present officers to their respective offices, and the Purchaser(s) will be furnished with a certificate to this effect.

**Bids must specify the amount bid for the Bonds, which amount must not be less than 100.00% of the par amount of the Bonds and not more than 103.00% of the par amount of the Bonds** (excluding amounts retained by the bidder as compensation or to pay costs of credit enhancement), and must state in a multiple of one-eighth (1/8) or one-twentieth (1/20) of one percent (1%) per annum the rates per annum which the maturities of the Bonds are to bear. No interest rate named on any given maturity of the Bonds may lower than any interest rate named for any prior maturity of the Bonds. The interest on any one Bond shall be at one rate only and no rate of interest for a single maturity of the Bonds may exceed the rate of interest for any other maturity of the Bonds by more than 4%. The interest on any one Bond shall not exceed the rate of 5% per annum. Bids must be without qualifications or conditions except for receipt of the legal opinion heretofore described.

As between proposals which comply with this Notice, the Bonds will be sold to the bidder(s) whose proposal offers to purchase the Notes at the lowest True Interest Cost ("TIC"), which shall be computed to four decimal places. If there shall be more than one proposal making said offer at the same lowest True Interest Cost, the Notes will be sold to the bidder(s) whose proposal is received earliest from among all such proposals.

**All bids must be submitted via Parity.**

The right is reserved to reject any or all proposals and to reject any proposal not complying with this Notice of Sale, and, so far as permitted by law, to waive any irregularity or informality with respect to any proposal. When the successful bidder(s) has been ascertained, the County will notify such bidder(s).

It is anticipated that a CUSIP identification numbers will be printed on the Bonds. All expenses in relation to the assignment and printing of a CUSIP number on the Bonds will be paid for by the County.

The County has not contracted for the issuance of any policy of municipal bond insurance for the Bonds. If the Bonds qualify for issuance of any such policy or commitment therefore, any purchase of such insurance or commitment shall be at the sole option and expense of the bidder(s) and any increased costs of issuance or delivery of the Bonds resulting by reason of such insurance shall be paid by such bidder(s). Proposals shall not be conditioned upon the issuance of any such policy or commitment and any failure of the Bonds to be insured or of any such policy or commitment to be issued shall not in any way relieve the Purchaser(s) of their contractual obligations arising from the acceptance of their proposal for the purchase of the Bonds.

Additional information concerning the County and the Notes is contained in the Preliminary Official Statement dated July 27, 2016 (the "POS") which has been distributed and to which prospective bidder(s) are directed. Such POS is provided for informational purposes only and is not a part of this Notice of Sale. A copy of the POS may be obtained by contacting Northeast Municipal Advisors LLC, 113 Deepwood Drive, Portland, ME 04103 or by telephone at (207) 797-6681. **The Preliminary Official Statement is in a form "Deemed Final" by the Issuer for purposes of SEC Rule 15c2-12(b)(1) but is subject to revision, amendment and completion in a final Official Statement.**

The County agrees to advise the Purchaser(s), by written notice, of any developments that impact the accuracy and completeness of the key representations (within the meaning of SEC Rule 15c2-12) contained in the final Official Statement, which may occur during the period commencing on the date of the acceptance by the County of its proposal and ending on the 90th day next following such date of acceptance, unless such final Official Statement is available from a "nationally recognized municipal securities information repository", in which event such period shall end on the 25th day.

The Purchaser(s) will be furnished with 10 copies of the final Official Statement prepared for this issue at the County's expense within seven (7) business days of the date of sale of the Bonds. Additional copies may be obtained by the Purchaser(s) at its own expense by arrangement with the printer. The County will rely upon the Purchaser(s) to file a completed DTC Eligibility Questionnaire, the MSRB Form G-36(OS) and to affect the electronic filing to <http://emma.msrb.org/submission> as the responsibility of the Purchaser(s). U.S. Bank National Association, Boston, Massachusetts, as Paying Agent, will keep the original opinion and certificates and copies of the supporting documents which may be examined at its principal office in Boston, Massachusetts, upon reasonable notice.

**It shall be the responsibility of the Purchaser(s) to furnish the County in writing before the delivery of the Bonds, the reoffering prices and the arbitrage yield at which a substantial portion of each maturity of the Bonds were sold.**

Northeast Municipal Advisors LLC has acted as Financial Advisor to the County of Merrimack, New Hampshire with respect to the issuance of the Bonds pursuant to Municipal Securities Rulemaking Board Rules G-23 and G-42. Northeast Municipal Advisors LLC will not participate in the public bidding of the Bonds.

It is expected that the Bonds, in definitive form, will be available for delivery on or about August 22, 2016, against payment of the purchase price in Federal Reserve funds payable to the order of the "County of Merrimack, New Hampshire", and will be delivered to The Depository Trust Company, New York, New York.

COUNTY OF MERRIMACK, NEW HAMPSHIRE

By: Leslie G. Hammond  
Treasurer

## **TERMS**

**ISSUER:** County of Merrimack, New Hampshire

**ISSUE:** \$14,267,500\* 2016 General Obligation Bonds

**RATING:** Moody's Investors Service: Aa2  
Standard and Poor's: AA

**PRINCIPAL AMOUNT:** \$14,267,500\*

**BIDS:** Via Parity only

**SALE DATE:** August 9, 2016 at 11:00 A.M.

**DATED DATE:** Date of Delivery

**MATURITY DATES:** September 1, 2017-2035

**CALL FEATURES:** The Bonds are subject to optional redemption prior to maturity

**INTEREST DUE:** Semi-annually, beginning March 1, 2017

**BASIS:** 30 day months/360 day year

**FUNDS:** Federal Funds (Same Day Funds)

**TAX STATUS:** Federal tax exempt, not subject to AMT

**Q&D STATUS:** The Bonds will **NOT** be designated as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code

**CUSIP:** \_\_\_\_\_

**NOTE FORM:** DTC - BEO

**DENOMINATIONS:** Pieces by \$5,000, excepting one (1) maturity of \$2,500 in 2017

**CLOSING DATE:** On or about August 22, 2016

**PAYING AGENT:** U.S. Bank National Association, Boston, Massachusetts

**LEGAL OPINION:** Devine, Millimet & Branch, Professional Association, Manchester, New Hampshire

**FINANCIAL ADVISOR:** Northeast Municipal Advisors LLC, Portland, Maine

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\*Preliminary, subject to change