
OFFICIAL NOTICE OF BOND SALE

\$7,755,000*

**BOUNTIFUL CITY, UTAH
GENERAL OBLIGATION BONDS
SERIES 2022**

**Electronic bids will be received up to 9:30:00 a.m.,
Mountain Daylight Time, via the PARITY®
electronic bid submission system, on Tuesday, June
28, 2022.**

* Preliminary; subject to change.

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OFFICIAL NOTICE OF BOND SALE
(Bond Sale to Be Conducted Electronically)

BOUNTIFUL CITY, UTAH

\$7,755,000*

GENERAL OBLIGATION BONDS, SERIES 2022

Bids will be received electronically (as described under “PROCEDURES REGARDING ELECTRONIC BIDDING” below) by the City Manager of Bountiful City, Utah (the “City”), via the PARITY[®] electronic bid submission system (“PARITY[®]”), at 9:30:00 a.m., Mountain Daylight Time, on Tuesday, June 28, 2022, for the purchase (all or none) of the City’s \$7,755,000 General Obligation Bonds, Series 2022 (the “Bonds”). Pursuant to a resolution of the City Council of the City (the “City Council”) adopted on May 24, 2022, the City Council has authorized the City Manager (or, in the event of his or her absence or incapacity, the Finance Director, or in the event of his or her absence or incapacity, the Mayor), as the designated officer of the City (the “Designated Officer”), to review and consider the bids on Tuesday, June 28, 2022.

DESCRIPTION OF BONDS: The Bonds will be dated as of the date of issuance and delivery¹ thereof, will be issuable only as fully-registered bonds in book-entry form, and will be issued in denominations of \$5,000 or any whole multiple thereof, not exceeding the amount of each maturity. The Bonds will mature on January 1 of each of the years and in the principal amounts as follows:

<u>Due</u> <u>January 1</u>	<u>Principal</u> <u>Amount*</u>	<u>Due</u> <u>January 1</u>	<u>Principal</u> <u>Amount*</u>
2023	\$410,000	2033	\$380,000
2024	265,000	2034	395,000
2025	275,000	2035	410,000
2026	285,000	2036	425,000
2027	300,000	2037	440,000
2028	310,000	2038	460,000
2029	325,000	2039	480,000
2030	335,000	2040	495,000
2031	350,000	2041	515,000
2032	365,000	2042	535,000

ADJUSTMENT OF PRINCIPAL AMOUNT OF THE BONDS: The City may adjust the amortization schedule by adjusting the amount of principal maturing on one or more dates in order to properly size the issue consistent with then-current market conditions and applicable federal arbitrage regulations. If the City elects to make such an adjustment, the amount of such adjustment

* Preliminary; subject to change.

¹ The anticipated date of delivery of the Bonds is July 7, 2022.

will be allocated to increase or decrease the principal amount of the Bonds maturing on one or more of the above-designated maturity dates for the Bonds, all as determined by the Designated Officer, with the advice of Lewis Young Robertson & Burningham, Inc., the Municipal Advisor to the City (the "*Municipal Advisor*"). The Designated Officer expects to advise the successful bidder as soon as possible, but expects no later than 2:00 p.m., Mountain Daylight Time, on the date of sale, of the amount, if any, by which the aggregate principal amount of the Bonds will be adjusted and the corresponding changes to the principal amount of the Bonds maturing on one or more of the above-designated maturity dates for the Bonds. Any such adjustment will be in an amount of \$5,000 or a whole multiple thereof. The City will consider the bid as having been made for the adjusted amount of the Bonds. The amount of the total purchase price for the Bonds bid by the successful bidder will be adjusted based upon the adjusted principal amount of the Bonds multiplied by a fraction, the numerator of which is the total purchase price for the Bonds specified in the bid and the denominator of which is \$7,755,000. Otherwise, there will be no change in the amount of the Bonds, the purchase price therefor or the principal amount of the Bonds maturing on the above-designated maturity dates.

To facilitate any adjustment in the principal amounts, the successful bidder is required to indicate to Lewis Young Robertson & Burningham, Inc., the Municipal Advisor (the "*Municipal Advisor*") to the City, via e-mail (jason@lewisyoung.com or marc@lewisyoung.com) within one-half hour of the time of bid opening, the amount of any original issue discount or premium on each maturity of the Bonds and the amount received from the sale of the Bonds to the public that will be retained by the successful bidder as its compensation.

RATINGS: The City will at its own expense pay fees of Moody's Investors Service, Inc.

PURCHASE PRICE: The purchase price bid for the Bonds shall not be less than the principal amount of the Bonds.

INTEREST RATES: Bidders must specify the rate of interest with respect to each maturity of Bonds. Bidders will be permitted to bid different rates of interest for each separate maturity of Bonds, but:

- (a) the highest interest rate bid for any of the Bonds shall not exceed five percent (5.00%) per annum;
- (b) each interest rate specified in any bid must be in a multiple of one-eighth or one-hundredth of one percent (1/8th or 1/100th of 1%) per annum;
- (c) no Bond shall bear more than one rate of interest;
- (d) interest shall be computed from the dated date of a Bond to its stated maturity date at the single interest rate specified in the bid for the Bonds of such maturity;
- (e) the same interest rate shall apply to all Bonds maturing at one time;

(f) the purchase price must be paid in immediately available funds and no bid will be accepted that contemplates the cancellation of any interest or the waiver of interest or other concession by the bidder as a substitute for immediately available funds;

(g) any premium must be paid in the funds specified for the payment of the Bonds as part of the purchase price;

(h) there shall be no supplemental interest coupons; and

(i) interest shall be computed on the basis of a 360-day year of twelve 30-day months.

Interest will be payable semiannually on January 1 and July 1 of each year, commencing January 1, 2023.

BOND REGISTRAR AND PAYING AGENT; PLACE OF PAYMENT: U.S. Bank Trust Company, National Association, Salt Lake City, Utah, will be the paying agent and bond registrar for the Bonds. The City may remove any paying agent and any bond registrar, and any successor thereto, and appoint a successor or successors thereto. So long as the Bonds are outstanding in book-entry form, the principal of and interest on the Bonds will be paid under the standard procedures of The Depository Trust Company (“DTC”).

REDEMPTION PROVISIONS: The Bonds are subject to redemption at the option of the City on January 1, 2032 (the “*First Redemption Date*”), and on any date thereafter prior to maturity, in whole or in part, from such maturities or parts thereof as will be selected by the City, upon notice given as provided in the Resolution and described below, at a redemption price equal to 100% of the principal amount of the Bonds to be redeemed, plus accrued interest thereon to the redemption date. Bonds maturing on or prior to the First Redemption Date are not subject to optional redemption.

SECURITY: The Bonds will be full general obligations of the City, payable from the proceeds of ad valorem taxes to be levied without limitation as to rate or amount on all of the taxable property in the City, fully sufficient to pay the same as to both principal and interest.

AWARD: Award or rejection of bids will be made by the City, acting through its Designated Officer, on Tuesday, June 28, 2022. The Bonds will be awarded to the responsible bidder offering to pay not less than the purchase price for the Bonds described above and specifying a rate or rates of interest that result in the lowest effective interest rate to the City. The effective interest rate to the City shall be the interest rate per annum determined on a per annum true interest cost (“*TIC*”) basis by discounting the scheduled semiannual debt service payments of the City on the Bonds (based on such rate or rates of interest so bid) to the dated date of the Bonds (based on a 360-day year consisting of twelve 30-day months), compounded semiannually and to the bid price.

PROMPT AWARD: The Designated Officer will take action awarding the Bonds or rejecting all bids not later than 6:00 p.m. Mountain Daylight Time on June 28, 2022, unless such time of award is waived by the successful bidder.

NOTIFICATION: The Municipal Advisor, on behalf of the City, will notify the apparent successful bidder by telephone as soon as possible after the Designated Officer's receipt of bids, that such bidder's bid appears to be the best bid received which conforms to the requirements of this Official Notice of Bond Sale, subject to verification by the Designated Officer not later than 6:00 p.m. Mountain Daylight Time on Tuesday, June 28, 2022.

PROCEDURES REGARDING ELECTRONIC BIDDING: A prospective bidder must communicate its bid for the Bonds electronically via PARITY® on or before 9:30:00 a.m., Mountain Daylight Time, on Tuesday, June 28, 2022. 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 Official Notice of Bond Sale, the terms of this Official Notice of Bond Sale shall control. For further information about PARITY®, potential bidders may contact Lewis Young Robertson & Burningham, Inc., the Municipal Advisor, at 41 North Rio Grande, Suite 101, Salt Lake City, Utah 84101, telephone (801) 596-0700, e-mail: jason@lewisyoung.com or marc@lewisyoung.com, or i-Deal LLC at 1359 Broadway, 2nd Floor, New York, New York 10018, telephone (212) 849-5021.

For purposes of PARITY®, the time as maintained by PARITY® shall constitute the official time.

Each prospective bidder shall be solely responsible to register to bid via PARITY® as described above. Each qualified prospective 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 Official Notice of Bond Sale. Neither the City nor i-Deal LLC shall have any duty or obligation to undertake such registration to bid for any prospective bidder or to provide or assure such access to any qualified prospective bidder, and neither the City nor i-Deal LLC shall be responsible for a bidder's failure to register to bid or for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by, PARITY®. The City is using PARITY® as a communication mechanism, and not as the City's agent, to conduct the electronic bidding for the Bonds.

FORM OF BID: Each bidder is required to transmit electronically via PARITY® an unconditional bid specifying the lowest rate or rates of interest and the purchase price, as described under "PURCHASE PRICE" above, at which the bidder will purchase the Bonds. Each bid must be for all the Bonds herein offered for sale.

For information purposes only, bidders are requested to state in their bids the effective interest rate for the Bonds represented on a TIC basis, as described under "AWARD" above, represented by the rate or rates of interest and the bid price specified in their respective bids.

No bids will be accepted in written form, by facsimile transmission or in any other medium or on any system other than by means of PARITY®; *provided, however*, that in the event a prospective bidder cannot access PARITY® through no fault of its own, it may so notify the Municipal Advisor by telephone at (801) 596-0700 or by e-mail at jason@lewisyoung.com or marc@lewisyoung.com. Thereafter, it may submit its bid by telephone to the Municipal Advisor at (801) 596-0700, who shall transcribe such bid into written form, or by e-mail to the Municipal Advisor at jason@lewisyoung.com or marc@lewisyoung.com, in either case before 9:30:00 a.m.,

Mountain Daylight Time, on Tuesday, June 28, 2022. For purposes of bids submitted telephonically to the Municipal Advisor (as described above) or by facsimile or electronic transmission (as described above), the time as maintained by PARITY® shall constitute the official time. Each bid submitted as provided in this paragraph must specify: (a) an offer to purchase not less than all of the Bonds; and (b) the lowest rate or rates of interest and the purchase price, as described under “PURCHASE PRICE” above, at which the bidder will purchase the Bonds. The Municipal Advisor will seal transcribed telephonic bids and facsimile or electronic transmission bids for submission to an official of the City. Neither the City nor the Municipal Advisor assume any responsibility or liability from the failure of any such transcribed telephonic bid or electronic or facsimile transmission (whether such failure arises from equipment failure, unavailability of telephone lines or otherwise). No bid will be received after the time for receiving such bids specified above.

If requested by the Municipal Advisor, the apparent successful bidder will provide written confirmation of its bid (by facsimile or electronic transmission) to the Municipal Advisor prior to 2:00 p.m., Mountain Daylight Time, on Tuesday, June 28, 2022.

RIGHT OF CANCELLATION: The successful bidder shall have the right, at its option, to cancel its obligation to purchase the Bonds if the City shall fail to execute the Bonds and tender the same for delivery within 60 days from the date of sale thereof, and in such event the successful bidder shall be entitled to the return of the deposit accompanying its bid.

GOOD FAITH DEPOSIT: A good faith deposit in the amount of \$160,000 (the “*Deposit*”), is required of the successful bidder only. The Deposit shall be payable to the order of the City in the form of a wire transfer in federal funds as instructed by the Municipal Advisor no later than 12:00 p.m., Mountain Daylight Time, on the date of sale. As an alternative to wiring funds, a bidder may deliver a cashier’s or certified check, payable to the order of the City, with its bid. If a check is used, it must precede each bid. Such check shall be promptly returned to its respective bidder whose bid is not accepted.

The City shall, as security for the faithful performance by the successful bidder of its obligation to take up and pay for the Bonds when tendered, cash the Deposit check, if applicable, of the successful bidder and hold the proceeds of the Deposit of the successful bidder or invest the same (at the City’s risk) in obligations that mature at or before the delivery of the Bonds as described under the caption “MANNER AND TIME OF DELIVERY” below, until disposed of as follows: (a) at such delivery of the Bonds and upon compliance with the successful bidder’s obligation to take up and pay for the Bonds, the full amount of the Deposit held by the City, without adjustment for interest, shall be applied toward the purchase price of the Bonds at that time, and the full amount of any interest earnings thereon shall be retained by the City; and (b) if the successful bidder fails to take up and pay for the Bonds when tendered, the full amount of the Deposit plus any interest earnings thereon will be forfeited to the City as liquidated damages.

SALE RESERVATIONS: The City reserves the right: (a) to waive any irregularity or informality in any bid or in the electronic bidding process; (b) to reject any and all bids for the Bonds; and (c) to resell the Bonds as provided by law.

MANNER AND TIME OF DELIVERY: The successful bidder will be given at least seven (7) business days’ advance notice of the proposed date of the delivery of the Bonds when that date has

been determined. It is now estimated that the Bonds will be delivered in book-entry form on or about July 7, 2022. The Bonds will be delivered as a single bond certificate for each maturity of the Bonds, registered in the name of DTC or its nominee. Delivery of the Bonds will be made in Salt Lake City, Utah, except that the successful bidder may at its option and expense designate some other place of delivery, that expense to include travel expenses of two City officials or two representatives of the City and closing expenses. The successful bidder must also agree to pay for the Bonds in federal funds that will be immediately available to the City in Bountiful City, Utah, on the day of delivery.

CUSIP NUMBERS: 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 a failure or refusal by the successful bidder to accept delivery of and pay for the Bonds in accordance with terms of the contract of sale. All expenses in relation to the providing of CUSIP numbers for the Bonds shall be paid for by the successful bidder.

TAX-EXEMPT STATUS: In the opinion of Farnsworth Johnson PLLC, Bond Counsel, based upon an analysis of existing laws, regulations, rulings and court decisions, and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest on the Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 and is exempt from taxes imposed by the Utah Individual Income Tax Act. In the further opinion of Bond Counsel, interest on the Bonds is not a specific preference item for purposes of the federal individual and corporate alternative minimum taxes, although Bond Counsel notes that such interest is included in adjusted current earnings when calculating corporate alternative minimum taxable income. Bond Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on, the Bonds.

It is further the opinion of Bond Counsel that under the existing laws of the State of Utah, as presently enacted and construed, interest on the Bonds is exempt from taxes imposed by the Utah Individual Income Tax Act. Bond Counsel expresses no opinion with respect to any other taxes imposed by the State of Utah or any political subdivision thereof. Ownership of the Bonds may result in other state and local tax consequences to certain taxpayers; Bond Counsel expresses no opinion regarding any such collateral consequences arising with respect to the Bonds. Prospective purchasers of the Bonds should consult their tax advisors regarding the applicability of any such state and local taxes.

ISSUE PRICE: In order to enable the City to comply with certain requirements of the Code, as amended, the successful bidder will be required to provide a certificate as to the “issue price” of the Bonds in substantially the form attached hereto as *Annex I*. Each bidder, by submitting its bid, agrees to complete, execute and deliver such certificate, in form and substance satisfactory to Bond Counsel, by the date of delivery of the Bonds, if its bid is accepted by the City. It will be the responsibility of the successful bidder to institute such syndicate reporting requirements, to make such investigation or otherwise to ascertain the facts necessary to make such certification. Any questions regarding the certificate should be directed to Farnsworth Johnson PLLC, Bond Counsel, telephone: (801) 510-6303, e-mail: brandon@farnsworthjohnson.com.

In the event the competitive sale requirements are not satisfied, the successful bidder shall promptly report to the City the price for each maturity of the Bonds for which the 10% Test has

been satisfied. This reporting obligation shall continue until the 10% Test has been satisfied for all maturities of the Bonds. If the 10% Test for any maturity of the Bonds has not been satisfied by the date of delivery of the Bonds, the successful bidder shall provide a “date down” certificate as to the “issue price” after the date of delivery of the Bonds when the 10% Test has been satisfied with respect to such maturity.

In the event the competitive sale requirements are not satisfied, the successful bidder shall promptly report to the City the price for each maturity of the Bonds for which the 10% Test has been satisfied. This reporting obligation shall continue until the 10% Test has been satisfied for all maturities of the Bonds. If the 10% Test for any maturity of the Bonds has not been satisfied by the date of delivery of the Bonds, the successful bidder shall provide a “date down” certificate as to the “issue price” after the date of delivery of the Bonds when the 10% Test has been satisfied with respect to such maturity.

LEGAL OPINION AND CLOSING CERTIFICATES: The unqualified approving opinion of Farnsworth Johnson PLLC covering the legality of the Bonds will be furnished to the successful bidder. An opinion of the City Attorney and closing certificates will also be furnished, dated as of the date of delivery of and payment for the Bonds, including a statement that there is no litigation pending or, to the knowledge of the signer thereof, threatened affecting the validity of the Bonds.

DISCLOSURE CERTIFICATE: The closing papers will include a certificate executed by an officer of the City confirming to the successful bidder that, to the best of the knowledge of the signers thereof, and after reasonable investigation: (a) the Preliminary Official Statement (the “*Preliminary Official Statement*”) circulated with respect to the Bonds did not at the time of the acceptance of the bid contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements made therein, in the light of the circumstances under which they were made, not misleading; and (b) the final Official Statement (the “*Official Statement*”) did not as of its date and does not at the time of the delivery of the Bonds contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading; *provided*, should the Official Statement be supplemented or amended subsequent to the date thereof, the foregoing confirmation as to the Official Statement shall relate to the Official Statement as so supplemented or amended.

CONTINUING DISCLOSURE: The City covenants and agrees to enter into a written agreement or contract, constituting an undertaking (the “*Undertaking*”) to provide ongoing disclosure about the City for the benefit of the beneficial owners of the Bonds on or before the date of delivery of the Bonds as required under paragraph (b)(5) of Rule 15c2-12 (the “*Rule*”) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934. The Undertaking shall be as described in the Preliminary Official Statement, with such changes as may be agreed upon in writing by the successful bidder. The City has not failed to comply in all material respects with each and every Undertaking previously entered into by it pursuant to the Rule.

The successful bidder’s obligation to purchase the Bonds shall be conditioned upon the City delivering the Undertaking on or before the date of delivery of the Bonds.

DELIVERY OF COPIES OF OFFICIAL STATEMENT: The City shall deliver to the successful bidder on such business day as directed in writing by the successful bidder, which is not earlier than the second business day or later than the seventh business day after the award of the Bonds as described under the caption “AWARD” above, copies of the Official Statement in sufficient quantity, as directed in writing by the successful bidder, to comply with paragraph (b)(4) of the Rule and the Rules of the Municipal Securities Rulemaking Board.

After the original issuance and delivery of the Bonds, if any event relating to or affecting the City shall occur as a result of which it is necessary in the opinion of counsel for the successful bidder to amend or supplement the Official Statement in order to make the Official Statement not misleading in the light of the circumstances existing at the time it is delivered to a prospective purchaser, the City shall, for so long as the successful bidder is obligated by the Rule to deliver an Official Statement to prospective purchasers, forthwith prepare and furnish to the successful bidder such information with respect to itself as the successful bidder deems necessary to amend or supplement the Official Statement so that it will not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary in order to make the statements therein not misleading, in the light of the circumstances existing at the time the Official Statement is delivered to a prospective purchaser.

MUNICIPAL ADVISOR: The City has entered into an agreement with the Municipal Advisor whereunder the Municipal Advisor provides financial recommendations and guidance to the City with respect to preparation for sale of the Bonds, timing of sale, tax-exempt bond market conditions, costs of issuance and other factors related to the sale of the Bonds.

WAIVER OF CONFLICTS: By submitting a bid, any bidder makes the representation that it understands Bond Counsel represents the City in the Bond transaction and, if such bidder has retained Bond Counsel in an unrelated matter, such bidder represents that the signatory to the bid is duly authorized to, and does consent to and waive for and on behalf of such bidder any conflict of interest of Bond Counsel arising from any adverse position to the City in this matter; such consent and waiver shall supersede any formalities otherwise required in any separate understandings, guidelines or contractual arrangements between the bidder and Bond Counsel.

ADDITIONAL INFORMATION: For copies of this Official Notice of Bond Sale, the Preliminary Official Statement and information regarding the electronic bidding procedures and other related information, contact Jason Burningham or Marc Edminster (jason@lewisyoung.com or marc@lewisyoung.com), Lewis Young Robertson & Burningham, Inc., 41 N. Rio Grande, Suite 101, Salt Lake City, Utah 84101, telephone: (801) 596-0700, the Municipal Advisor. The Preliminary Official Statement (including the Official Notice of Bond Sale) is also available at www.i-dealprospectus.com.

DATED June 21, 2022.

BOUNTIFUL CITY, UTAH

By /s/ Kendalyn Harris
Mayor

ANNEX 1

**CERTIFICATE OF PURCHASER
(COMPETITIVE SALE REQUIREMENTS SATISFIED)**

[TO BE DATED THE CLOSING DATE]

The undersigned is an officer of _____ (the “*Purchaser*”), and as such officer I hereby certify as follows:

1. On June 28, 2022 (the “*Sale Date*”) the Purchaser purchased the \$ _____ General Obligation Bonds, Series 2022 (the “*Bonds*”) of Bountiful City, Utah (the “*Issuer*”) by submitting electronically an “Official Bid Form” responsive to an “Official Notice of Sale” and having its bid accepted by the Issuer. The terms of the purchase have not been modified by the Purchaser since the Sale Date.

2. As of the Sale Date, the reasonably expected initial offering prices of the Bonds to the Public (defined below) are the prices shown on the inside cover page of the Official Statement, dated June 28, 2022, and related to the Bonds (the “*Expected Offering Prices*”). The Expected Offering Prices are the prices for the maturities of the Bonds used by the Purchaser in formulating its bid to purchase the Bonds. Attached as *Schedule A* is a true and correct copy of the bid provided by the Purchaser to purchase the Bonds. “*Public*” means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than the Purchaser or a related party to the Purchaser.

3. The Purchaser was not given the opportunity to review other bids prior to submitting its bid.

All terms not defined herein shall have the same meanings as in the tax certificate with respect to the Bonds, to which this Certificate is attached.

Very truly yours,

[PURCHASER]

By _____

Its _____

SCHEDULE A

COPY OF PURCHASER'S BID