

PRELIMINARY OFFICIAL STATEMENT DATED SEPTEMBER 24, 2025

NEW ISSUE: FULL BOOK-ENTRY

Standard & Poor's Rating: "AA-"
(See "Rating" herein)

In the opinion of Kutak Rock LLP, Bond Counsel, under existing laws, regulations, rulings and judicial decisions and assuming the accuracy of certain representations and continuing compliance with certain covenants, interest on the Series 2025A Bonds is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax imposed on individuals. Interest on the Series 2025A Bonds may affect the federal alternative minimum tax imposed on certain corporations. Bond Counsel is also of the opinion that, pursuant to the Act, interest on the Series 2025A Bonds is exempt from all income taxation by the State of North Dakota. For a more detailed description of such opinions of Bond Counsel, see "TAX MATTERS" herein.

NORTH DAKOTA PUBLIC FINANCE AUTHORITY
\$45,150,000⁽¹⁾

Capital Financing Program Bonds, Series 2025A

Dated: Date of Delivery

Due: June 1, 2026/2045

Minimum Bid: \$44,924,250 (99.5% of Par)

Good Faith: \$451,500

The Capital Financing Program Bonds, Series 2025A (the "Series 2025A Bonds") offered hereby are being issued as a separate series pursuant to the North Dakota Public Finance Authority Act, Chapter 6-09.4, North Dakota Century Code, a General Bond Resolution adopted by the Industrial Commission of the State of North Dakota on March 2, 1990, as amended April 6, 1990 and March 30, 1992, and a Series Resolution adopted by the Industrial Commission on August 21, 2025.

The Series 2025A Bonds will be issued as fully registered bonds without coupons, and when delivered, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository of the Series 2025A Bonds. Individual purchases may be made in book-entry form only, in the principal amount of \$5,000 and integral multiples thereof. Purchasers will not receive certificates representing their interest in the Series 2025A Bonds purchased.

Principal of the Series 2025A Bonds, payable annually on each June 1, beginning June 1, 2026, and interest, payable semiannually on each June 1 and December 1, commencing December 1, 2025, will be paid to DTC, which will in turn remit such principal and interest to its participants for subsequent dispersal to the beneficial owners of the Series 2025A Bonds as described herein.

Proceeds of the Series 2025A Bonds will be used by the North Dakota Public Finance Authority (the "Authority") to (1) refund the Authority's outstanding Capital Financing Program Bonds, Series 2015B (the "Series 2015B Bonds") and Capital Financing Program Bonds, Series 2015C (the "Series 2015C Bonds") (together, the "Refunded Bonds") and thereby refinance loans made to the Cities of Forman, Watford and Zap with the proceeds of the Refunded Bonds, and (2) provide moneys to lend to City of Burlington through the purchase of approximately \$1.4 million of municipal utility fee bonds to finance the city's lagoon expansion project, all pursuant to the General Bond Resolution. The Series 2025A Bonds are not in any way a debt or liability of the State of North Dakota, the Industrial Commission or any political subdivision of the State, except as described herein. The Series 2025A Bonds are obligations of the Authority payable primarily from specific revenues and funds pledged therefor under the General Bond Resolution as described herein. The Authority has no taxing power.

The Series 2025A Bonds are subject to optional redemption prior to maturity.

Maturity Schedule

<u>Due</u> <u>June 1</u>	<u>Amount⁽¹⁾</u>	<u>Interest</u> <u>Rate*</u>	<u>Yield*</u>	<u>Due</u> <u>June 1</u>	<u>Amount⁽¹⁾</u>	<u>Interest</u> <u>Rate*</u>	<u>Yield*</u>
2026	\$2,220,000	____%	____%	2036	\$1,440,000	____%	____%
2027	2,325,000	____%	____%	2037	1,515,000	____%	____%
2028	2,445,000	____%	____%	2038	1,590,000	____%	____%
2029	2,565,000	____%	____%	2039	1,670,000	____%	____%
2030	2,700,000	____%	____%	2040	1,755,000	____%	____%
2031	2,650,000	____%	____%	2041	1,850,000	____%	____%
2032	2,790,000	____%	____%	2042	1,940,000	____%	____%
2033	2,925,000	____%	____%	2043	2,045,000	____%	____%
2034	3,085,000	____%	____%	2044	2,145,000	____%	____%
2035	3,235,000	____%	____%	2045	2,260,000	____%	____%

Bids must be for not less than \$44,924,250 (99.5% of Par) plus accrued interest on the total principal amount of the Series 2025A Bonds. Upon notification of award, the winning bidder will promptly provide to the Authority a good faith deposit in the amount of \$451,500 by wire transfer or in the form of a certified or cashier's check payable to the order of the North Dakota Public Finance Authority.

The Series 2025A Bonds are offered subject to receipt of the approving legal opinion of Kutak Rock LLP, Minneapolis, Minnesota, as Bond Counsel. It is expected that delivery of the Series 2025A Bonds will be made on or about October 15, 2025.

THIS COVER PAGE CONTAINS CERTAIN INFORMATION FOR QUICK REFERENCE ONLY. IT IS NOT A SUMMARY OF THIS ISSUE. INVESTORS MUST READ THE ENTIRE OFFICIAL STATEMENT TO OBTAIN INFORMATION ESSENTIAL TO THE MAKING OF AN INFORMED INVESTMENT DECISION.

BIDS RECEIVED UNTIL: 10:30 a.m., C.D.T., Wednesday, October 1, 2025 at the offices of PFM Financial Advisors LLC, Minneapolis, Minnesota.

AWARD: By 3:00 p.m., C.D.T., by the Executive Director on the same day.

The date of this Official Statement is September 24, 2025.

⁽¹⁾ Following the receipt of the bids, the Authority reserves the right to adjust the principal amount. If the issue size is adjusted, the purchase price will be adjusted to ensure that the percentage net compensation (i.e. the percentage resulting from dividing (i) the aggregate difference between the offering price of the Series 2025A Bonds to the public and the price to be paid to the Authority (excluding accrued interest), less any bond insurance premium to be paid by the bidder, by (ii) the principal amount of the Series 2025A Bonds) remains constant.

* Interest rates and reoffering yields or prices will be set forth in the Final Official Statement as described herein.

No dealer, broker, salesperson or other person has been authorized by the North Dakota Public Finance Authority, the Financial Advisor or the Underwriter to give any information or to make any representations other than those contained in this Official Statement and, if given or made, such information and representations must not be relied upon as having been authorized by the North Dakota Public Finance Authority, the Financial Advisor or the Underwriter.

This Official Statement does not constitute an offer to sell or solicitation of an offer to buy, nor shall there be any sale of the Series 2025A Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made thereafter shall, under any circumstances, create any implication that there has been no change in the affairs of the North Dakota Public Finance Authority since the date thereof.

Any statements made in this Official Statement involving matters of opinion or of estimates, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates will be realized.

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The Series 2025A Bonds are being offered pursuant to an exemption from registration under the Securities Act of 1933, as amended, and have not been registered with the Securities and Exchange Commission. The merits of these securities have not been passed upon by the Securities and Exchange Commission or any other federal or state regulatory body nor has any such body passed upon the accuracy or adequacy of this Official Statement.

**The North Dakota
Public Finance Authority**

DeAnn Ament	<i>Executive Director</i>
Benita Eberts	<i>Business Manager</i>
Karla Zander	<i>Fiscal Officer</i>

**The Industrial Commission of
North Dakota**

Kelly Armstrong	Governor, Chairman of the Commission
Drew Wrigley	Attorney General, Member
Doug Goehring	Agriculture Commissioner, Member
Karen Tyler	Executive Director and Secretary

Counsel to Public Finance Authority

Special Assistant Attorney General
Mia Thibodeau
Fryberger, Buchanan, Smith & Frederick, P.A.

Bond Counsel

Kutak Rock LLP
Minneapolis, Minnesota

Financial Advisor

PFM Financial Advisors LLC
Minneapolis, Minnesota

Registrar and Paying Agent

Bank of North Dakota
Bismarck, North Dakota

INTRODUCTION TO THE OFFICIAL STATEMENT

The following information is furnished solely to provide limited introductory information regarding the North Dakota Public Finance Authority's \$45,150,000 Capital Financing Program Bonds, Series 2025A (the "Series 2025A Bonds") and does not purport to be comprehensive. All such information is qualified in its entirety by reference to the more detailed descriptions appearing in this Official Statement, including the appendices hereto.*

Issuer:	The North Dakota Public Finance Authority, an agency of the State of North Dakota.	
Security:	The Series 2025A Bonds are obligations of the Authority payable primarily from specific revenues and funds pledged therefor under the Resolutions as described herein and other unencumbered assets of the Authority. See "Source of Payment and Security" herein.	
Purpose:	Proceeds of the Series 2025A Bonds will be used by the North Dakota Public Finance Authority (the "Authority") to (1) refund the Authority's outstanding Capital Financing Program Bonds, Series 2015B (the "Series 2015B Bonds") and Capital Financing Program Bonds, Series 2015C (the "Series 2015C Bonds") (together, the "Refunded Bonds") and thereby refinance loans made to the Cities of Forman, Watford and Zap with the proceeds of the Refunded Bonds, and (2) provide moneys to lend to City of Burlington through the purchase of approximately \$1.4 million of municipal utility fee bonds to finance the city's lagoon expansion project, all pursuant to the General Bond Resolution.	
Optional Redemption:	The Series 2025A Bonds maturing on or after June 1, 2036 are subject to redemption and prior payment at the option of the Authority on June 1, 2035 and on any date thereafter in whole or in part in such amounts and from such maturities as the Authority may determine and by lot within a maturity at the redemption price of par.	
Extraordinary Mandatory Redemption:	The Series 2025A Bonds are subject to mandatory redemption on August 1, 2026, at the redemption price of 100% of the amortized issue price as determined by the Authority for each maturity of the Series 2025A Bonds plus accrued interest on the principal amount redeemed to the date of redemption, in whole or in part in such order as the Authority may determine, to the extent that the net proceeds of such Series 2025A Bonds or such maturity of the Series 2025A Bonds exceeds the net proceeds of the Municipal Securities which have been purchased by the Authority with the proceeds thereof on or prior to June 1, 2026.	
Denominations:	\$5,000 or multiples thereof.	
Dated:	Date of Delivery	
Principal Due:	June 1, 2026-2045	
Interest Due:	Interest on the Series 2025A Bonds is due semiannually on each June 1 and December 1, commencing December 1, 2025.	
Book-Entry Only:	The Series 2025A Bonds will be issued as book-entry only securities through The Depository Trust Company.	
Tax Matters:	The Series 2025A Bonds are generally exempt from State of North Dakota and federal income taxes (see "Tax Matters" herein).	
Professional Consultants:	<i>Financial Advisor:</i>	<i>PFM Financial Advisors LLC Minneapolis, Minnesota</i>
	<i>Bond Counsel:</i>	<i>Kutak Rock LLP Minneapolis, Minnesota</i>
	<i>Registrar/Paying Agent:</i>	<i>Bank of North Dakota Bismarck, North Dakota</i>

* Preliminary, subject to adjustment.

Legal Matters:	Legal matters incident to the authorization and issuance of the Series 2025A Bonds are subject to the opinion of Kutak Rock LLP, Bond Counsel, as to validity and tax exemption. The opinion will be substantially in the form set forth in Appendix C attached hereto.
Authority for Issuance:	The Series 2025A Bonds are issued pursuant to the North Dakota Public Finance Authority Act, Chapter 6-09.4, North Dakota Century Code, a General Bond Resolution adopted by the Industrial Commission of the State of North Dakota on March 2, 1990, as amended, and a Series Resolution adopted by the Industrial Commission on August 21, 2025.
Conditions Affecting Issuance of Bonds:	The Series 2025A Bonds are offered when, as and if issued, subject to the approving legal opinion of Kutak Rock LLP, Bond Counsel, Minneapolis, Minnesota.
Delivery:	To the Authority's designated depository on or about October 15, 2025.
No Litigation:	There is no litigation now pending or, to the knowledge of the Authority, threatened which questions the validity of the Series 2025A Bonds or of any proceedings of the Industrial Commission taken with respect to the issuance or sale thereof.

The Official Statement is in a form deemed final as of its date for purposes of Securities and Exchange Commission Rule 15c2-12(b)(1) (the "Rule"), but is subject to minor revision or amendment in accordance with the Rule. Not later than seven business days following the award of the Series 2025A Bonds, the Authority shall provide copies of the Final Official Statement, as that term is used in the Rule, to the purchasers of the Series 2025A Bonds. The Final Official Statement will include the maturity dates and amounts, interest rates and reoffering yields or prices, and any other information required by law.

The purchasers will be supplied with Final Official Statements in a quantity sufficient to meet its request. Up to 50 copies of the Final Official Statement will be furnished without cost.

Questions regarding the Series 2025A Bonds or the Official Statement can be directed to and additional copies of the Official Statement and the Resolution may be obtained from PFM Financial Advisors LLC, 45 South 7th Street, Suite 2950, Minneapolis, Minnesota 55402, (612/338-3535), the Authority's Financial Advisor, or the North Dakota Public Finance Authority, 1200 Memorial Highway, Bismarck, North Dakota 58504 (701/328-7100).

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OFFICIAL STATEMENT

NORTH DAKOTA PUBLIC FINANCE AUTHORITY

\$45,150,000*

Capital Financing Program Bonds, Series 2025A

GENERAL INFORMATION

This Official Statement sets forth information concerning the issuance by the North Dakota Public Finance Authority (the “Authority”), of the series of its North Dakota Public Finance Authority Capital Financing Program Bonds designated as Series 2025A Bonds. The Series 2025A Bonds mature on the dates and in the amounts as set forth on the cover page of this Official Statement and contain other terms as set forth herein. See “Description of the Bonds” herein. The Series 2025A Bonds are issued pursuant to and are equally and ratably secured by the General Bond Resolution (the “General Bond Resolution”) adopted by the Industrial Commission of the State of North Dakota (the “Industrial Commission”) on March 2, 1990, as amended April 6, 1990, March 30, 1992, June 18, 1992 and May 13, 1998, on a parity with all other bonds heretofore and hereafter issued under the General Bond Resolution. The Series 2025A Bonds and all other bonds issued pursuant to the General Bond Resolution are herein referred to as the “Bonds.” All capitalized terms used in this Official Statement and not otherwise defined herein have the meanings set forth in the General Bond Resolution.

The General Bond Resolution establishes the Authority’s Capital Financing Program under which the Authority will from time to time issue Bonds to provide funds to make loans to political subdivisions (the “Political Subdivisions” or a “Political Subdivision”) of the State of North Dakota to finance capital improvements. The loans will be effected through the purchase of municipal securities (the “Municipal Securities”) to be issued by the Political Subdivisions. Pursuant to the General Bond Resolution, the Authority may also refund other obligations of the Authority which were originally issued for the purpose of acquiring Municipal Securities from Political Subdivisions. See “Description of the Capital Financing Program” herein for a description of the Political Subdivisions eligible to receive loans from the Authority and a description of the Municipal Securities to be issued by such Political Subdivisions. See “Description of the Bonds – Purpose and Authority” and “The Municipal Securities” herein for a description of the loans to be made with the proceeds of the Series 2025A Bonds. Descriptions of the Municipal Securities purchased and certain information relating to the Political Subdivisions associated with each series of Bonds is contained in Appendices A and B herein. The Political Subdivisions which have previously issued Municipal Securities to the Authority pursuant to the Capital Financing Program together with a description of Bonds heretofore issued under the General Bond Resolution are set forth in Appendix B. The Series 2025A Bonds are issued under the authority of the North Dakota Public Finance Authority Act, Chapter 6-09.4, North Dakota Century Code (the “Act”). The Industrial Commission, the agency of the State of North Dakota having authority over all matters pertaining to the Authority, including the issuance of bonds, has authorized the issuance of the Series 2025A Bonds. The Series 2025A Bonds are obligations of the Authority payable primarily from the revenues and Funds and Accounts hereinafter described and are not a debt or liability of the State or secured by the full faith and credit or taxing powers of the State. See “Source of Payment and Security” and “Summary of Certain Provisions of the General Bond Resolution” and “The Industrial Commission of North Dakota” herein.

The Authority is an instrumentality of the State, operated, managed and controlled by the Industrial Commission. The Bonds do not constitute a debt of the Industrial Commission and are not secured by or payable from any assets of the Industrial Commission. See “The North Dakota Public Finance Authority” herein.

* Preliminary, subject to adjustment.

The Authority and a Political Subdivision obtaining a loan under the Capital Financing Program may enter into a Loan Agreement (the “Loan Agreement”) wherein the Authority agrees to purchase certain Municipal Securities and the Political Subdivision agrees to pay certain costs and to comply with certain covenants with respect to the Municipal Securities (see “Summary of Loan Agreements” herein).

DESCRIPTION OF THE BONDS

Purpose and Authority

Proceeds of the Series 2025A Bonds will be used by the North Dakota Public Finance Authority (the “Authority”) to (1) refund the Authority’s outstanding Capital Financing Program Bonds, Series 2015B (the “Series 2015B Bonds”) and Capital Financing Program Bonds, Series 2015C (the “Series 2015C Bonds”) (together, the “Refunded Bonds”) and thereby refinance loans made to the Cities of Forman, Watford and Zap with the proceeds of the Refunded Bonds, and (2) provide moneys to lend to City of Burlington through the purchase of approximately \$1.4 million of municipal utility fee bonds to finance the city’s lagoon expansion project, all pursuant to the General Bond Resolution. The Series 2025A Bonds are not in any way a debt or liability of the State of North Dakota, the Industrial Commission or any political subdivision of the State, except as described herein. The Series 2025A Bonds are obligations of the Authority payable primarily from specific revenues and funds pledged therefor under the General Bond Resolution as described herein. The Authority has no taxing power.

The Series 2025A Bonds are issued pursuant to the General Bond Resolution and the Series Resolution (the “Series Resolution”) adopted by the Industrial Commission on August 21, 2025. (The General Bond Resolution and the Series Resolutions are hereinafter collectively referred to as the “Resolutions”).

Terms of the Bonds

The Series 2025A Bonds will be dated the date of delivery, with principal payable annually on each June 1, beginning June 1, 2026, and with interest payable at the rates set forth on the cover page of this Official Statement on December 1, 2025 and semiannually thereafter on each June 1 and December 1.

Book-Entry Only System

The information contained in the following paragraphs of this subsection “Book-Entry-Only ISSUANCE” has been extracted from a schedule prepared by Depository Trust Company (“DTC”) entitled “SAMPLE OFFERING DOCUMENT LANGUAGE DESCRIBING DTC AND BOOK-ENTRY-ONLY ISSUANCE.” The information in this section concerning DTC and DTC’s book-entry system has been obtained from sources that the Authority believes to be reliable, but the Authority takes no responsibility for the accuracy thereof.

The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the securities (the “Securities”). The Securities will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Security certificate will be issued for each issue of the Securities, each in the aggregate principal amount of such issue, and will be deposited with DTC. If, however, the aggregate principal amount of any issue exceeds \$500 million, one certificate will be issued with respect to each \$500 million of principal amount, and an additional certificate will be issued with respect to any remaining principal amount of such issue.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC’s participants (the “Direct

Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (the “Indirect Participants”). DTC has Standard & Poor’s rating: AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC’s records. The ownership interest of each actual purchaser of each Security (the “Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Securities, except in the event that use of the book-entry system for the Securities is discontinued.

To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC’s practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co., nor any other DTC nominee, will consent or vote with respect to Securities unless authorized by a Direct Participant in accordance with DTC’s MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Authority as soon as possible after the Record Date. The Omnibus Proxy assigns Cede & Co.’s consenting or voting rights to those Direct Participants to whose accounts Securities are credited on the Record Date identified in a listing attached to the Omnibus Proxy.

Redemption proceeds, distributions, and dividend payments on the Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC’s practice is to credit Direct Participants’ accounts upon DTC’s receipt of funds and corresponding detail information from the Authority or Agent, on payable date in accordance with their respective holdings shown on DTC’s records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in “street name”, and will be the responsibility of such

Participant and not of DTC, Agent, or the Authority, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC, is the responsibility of the Authority or Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

A Beneficial Owner shall give notice to elect to have its Securities purchased or tendered, through its Participant, to Tender/Remarketing Agent, and shall effect delivery of such Securities by causing the Direct Participant to transfer the Participant's interest in the Securities, on DTC's records, to Tender/Remarketing Agent. The requirement for physical delivery of Securities in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Securities are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Securities to Tender/Remarketing Agent's DTC account.

DTC may discontinue providing its services as depository with respect to the Securities at any time by giving reasonable notice to the Authority or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

The Authority may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Authority believes to be reliable, but the Authority takes no responsibility for the accuracy thereof.

Redemption of the Bonds

Optional Redemption

The Series 2025A Bonds maturing on or after June 1, 2036 are subject to redemption and prior payment at the option of the Authority on June 1, 2035 and on any date thereafter in whole or in part in such amounts and from such maturities as the Authority may determine and by lot within a maturity at the redemption price of par.

Extraordinary Mandatory Redemption

The Series 2025A Bonds are subject to mandatory redemption on August 1, 2026, at the redemption price of 100% of the amortized issue price as determined by the Authority for each maturity of the Series 2025A Bonds plus accrued interest on the principal amount redeemed to the date of redemption, in whole or in part in such order as the Authority may determine, to the extent that the net proceeds of such Series exceeds the net proceeds of the Municipal Securities which have been purchased by the Authority with the proceeds thereof on or prior to June 1, 2026.

Continuing Disclosure

Under SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission, pursuant to the Securities Exchange Act of 1934 (the "Rule"), the Authority will covenant to enter into an undertaking in the form of a Continuing Disclosure Certificate (the "Undertaking") for the benefit of holders of the Series 2025A Bonds to provide certain financial information and operating data relating to the Authority to the Municipal Securities Rulemaking Board, and to provide notices of the occurrence of certain events enumerated in the Rule to the Municipal Securities Rulemaking Board. That information will consist of (i) a financial statement covering the Capital Financing Program of the Authority and (ii) updates of the information set forth in Appendix B and of certain information, generally similar to that set forth in Appendix A, relating to Political Subdivisions whose outstanding loan amounts under the Capital Financing Program, as of both December 31, 2024 and the annual reporting date, constitute 20% or more of the outstanding principal amount of Bonds. The details and terms of the Undertaking, as well as the information to be contained in the annual report or the notices of material events are set forth in the Continuing Disclosure Certificate to be executed and delivered by the Authority at the time the Series 2025A Bonds are delivered. Such Certificate will

be in substantially the form attached hereto as Appendix D. During the last five years, the Authority has not failed to comply in all material respects with any previous undertakings under the Rule to provide annual reports or notices of material events. A failure by the Authority to comply with the Undertaking will not constitute an event of default on the Series 2025A Bonds. Nevertheless, any such a failure must be reported in accordance with the Rule and must be considered by any broker, dealer or municipal securities dealer before recommending the purchase or sale of the Series 2025A Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Series 2025A Bonds and their market price.

So long as the Series 2009A Bonds remain outstanding under the General Bond Resolution, the Authority expects to comply with the continuing disclosure undertaking for such series of bonds, which undertaking provides that the twenty percent (20%) test stated above (for determining whether information of a Political Subdivision is to be included in continuing disclosure filings) is only five percent (5%) of the outstanding principal amount of Bonds. So long as any Series 2009A Bonds remain outstanding under the General Bond Resolution, the Authority may voluntarily file on EMMA for all Bonds outstanding under the General Bond Resolution, including the Series 2025A Bonds, any information regarding any such 5% Political Subdivision. At such time as no Series 2009A Bonds are outstanding under the Indenture, it is not expected that the Authority will continue to voluntarily provide information for any Political Subdivision that does not meet the twenty percent (20%) test described above.

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PLAN OF REFUNDING

The proceeds of the Series 2025A Bonds will be used in part to current refund the 2026-2035 maturities of the Series 2015B Bonds, and 2026-2045 maturities of the Series 2015C Bonds.

Following is a list of outstanding maturities and amounts of the Refunded Bonds and amounts to be refunded:

<u>Series</u>	<u>Maturity (June 1)</u>	<u>Amount Outstanding</u>	<u>Call Date</u>	<u>Call Price</u>	<u>Par Amount of Bonds to be Refunded</u>
2015B Bonds	2026	\$ 1,295,000	10/30/2025	100%	\$ 1,295,000
	2027	1,365,000	10/30/2025	100%	1,365,000
	2028	1,435,000	10/30/2025	100%	1,435,000
	2029	1,510,000	10/30/2025	100%	1,510,000
	2030	1,590,000	10/30/2025	100%	1,590,000
	2031	1,485,000	10/30/2025	100%	1,485,000
	2032	1,560,000	10/30/2025	100%	1,560,000
	2033	1,635,000	10/30/2025	100%	1,635,000
	2034	1,720,000	10/30/2025	100%	1,720,000
	2035	<u>1,805,000</u>	10/30/2025	100%	<u>1,805,000</u>
Total		<u>\$15,400,000</u>			<u>\$15,400,000</u>

<u>Series</u>	<u>Maturity (June 1)</u>	<u>Amount Outstanding</u>	<u>Call Date</u>	<u>Call Price</u>	<u>Par Amount of Bonds to be Refunded</u>
2015C Bonds	2026	\$ 965,000	10/30/2025	100%	\$ 965,000
	2027	1,015,000	10/30/2025	100%	1,015,000
	2028	1,065,000	10/30/2025	100%	1,065,000
	2029	1,120,000	10/30/2025	100%	1,120,000
	2030	1,180,000	10/30/2025	100%	1,180,000
	2031	1,240,000	10/30/2025	100%	1,240,000
	2032	1,305,000	10/30/2025	100%	1,305,000
	2033	1,370,000	10/30/2025	100%	1,370,000
	2034	1,445,000	10/30/2025	100%	1,445,000
	2035	1,515,000	10/30/2025	100%	1,515,000
	2036	1,415,000	10/30/2025	100%	1,415,000
	2040	6,410,000	10/30/2025	100%	6,410,000
	2045	<u>10,045,000</u>	10/30/2025	100%	<u>10,045,000</u>
Total		<u>\$30,090,000</u>			<u>\$30,090,000</u>

ESTIMATED SOURCES AND USES OF FUNDS

The proceeds of the sale of the Series 2025A Bonds and other moneys, if any, provided by the Authority will be applied approximately as follows:

Sources of Funds

2025A

Par Amount of Bonds
Net Premium

Total Sources of Funds

Uses of Funds

Series 2025A Account of Loan Fund
Refunding Escrow Deposits to Redemption Fund
Cost of Issuance Fund
Underwriter's Discount Allowance
Authority Fee
Additional Proceeds

Total Uses of Funds

The deposit to the Reserve Fund required by the Resolutions and the Act is the amount ("Series Reserve Requirement") needed so that there is on hand in the related Series Account of the Reserve Fund upon the issuance of the Series 2025A Bonds an aggregate amount not less than the largest amount of principal and interest required to be paid on each series of Bonds and Reserve Obligations (if any) outstanding under the General Bond Resolution during any period of 24 consecutive months. The Authority will satisfy the Series Reserve Requirement for the Series 2025A Bonds with the respective Refunded Bond's letter of credits purchased from the Bank of North Dakota.

THE MUNICIPAL SECURITIES

The Series 2025A Bonds are being issued to provide funds to refinance loans to the Political Subdivisions evidenced by the Municipal Securities as approved by the Industrial Commission pursuant to the Act. It is hereby found and determined in accordance with Section 2.11 of the General Bond Resolution that the Municipal Securities, as amended in connection with the issuance of the Series 2025A Bonds, will be in an amount and will mature and bear interest at rates sufficient to pay the principal of and interest on the Series 2025A Bonds when due.

The approximately \$1,400,000 in par amount of Municipal Securities acquired by the Authority to effect the loan to the City of Burlington will be municipal utility revenue bonds.

SOURCE OF PAYMENT AND SECURITY

The principal sources of payment and security for the Series 2025A Bonds are the revenues derived from the payment of principal of and interest on the Municipal Securities purchased with proceeds of the sale of Series 2025A Bonds, and certain investment earnings and any amounts on deposit in the Reserve Fund established under the General Bond Resolution. The approximate \$1.4 million in par amount of Municipal Securities to be acquired by the Authority are revenue bonds and a direct loan both payable from municipal utility fee collections from the City of Burlington.

The Series 2025A Bonds are issued on a parity with all other Bonds issued and to be issued by the Authority under the General Bond Resolution. They are not in any way a debt or liability of the State of North Dakota, the Industrial

Commission or any Political Subdivision of the State. The Series 2025A Bonds are not obligations of the Authority and, although payable from any available moneys of the Authority, the Authority has no taxing power and no significant assets other than the Funds and Accounts specifically pledged to the Series 2025A Bonds and other assets pledged to other obligations of the Authority.

The Series 2025A Bonds will be payable from and secured on a parity with other Bonds issued and to be issued under the General Bond Resolution by:

1. A first lien on the pledge of the moneys, securities and investments in the Bond Fund, the Redemption Fund, the Reserve Fund, the Revenue Fund, the Operating Fund and the Loan Fund covenanted to be created and maintained under the Resolutions; and
2. The Authority's interest in Municipal Securities purchased with the proceeds of the Bonds and all other Series of Bonds heretofore or hereafter issued under the General Bond Resolution.

The Series 2025A Bonds are also payable from any other legally available funds of the Authority.

The amount on deposit in the Reserve Fund upon the issuance of each Series of Bonds must be an aggregate amount equal to at least the largest amount of debt service due on each Series of Bonds and certain subordinate obligations which may be obligations issued to fund the Reserve Requirement (the "Reserve Obligations") during any consecutive 24 month period. The Authority will not issue Reserve Obligations to fund the Reserve Requirements for the Series 2025A Bonds.

The Act mandates that a Reserve Fund be maintained in an amount at least equal to the largest amount of money required by the terms of all outstanding Bonds of the Authority, for the payment of interest on and maturing principal in the then current or any succeeding calendar year, including mandatory redemption deposits required by the terms of any such Bonds to be made to the Bond Fund for the payment or redemption of Term Bonds. Under the General Bond Resolution, the Authority has covenanted to establish and maintain the Reserve Fund in an amount equal to the maximum amount of principal of and interest on each Series of Bonds and any Reserve Obligations coming due in any consecutive 24 month period (the "Reserve Requirement").

In the event the Reserve Fund shall, at any time, not aggregate the Reserve Requirement, the Executive Director of the Authority must forthwith give written notice to the Chairman and each member of the Industrial Commission, and the Industrial Commission must forthwith transfer other funds to the Reserve Fund as permitted under the Act or certify to the Legislative Assembly of the State of North Dakota the sum required to restore the Reserve Fund to an amount equal to or greater than the Reserve Requirement.

The Act provides:

"In order to assure the maintenance of the required debt service reserve, there shall be appropriated by the legislative assembly and paid to the public finance authority for deposit in the reserve fund, such sum, if any, as shall be certified by the industrial commission as necessary to restore the reserve fund to an amount equal to the required debt service reserve."

In the written opinion of the Attorney General, such provision of the Act does not constitute a legally enforceable obligation of the State. In the opinion of Bond Counsel there is no applicable provision of law which would prohibit a future Legislative Assembly of the State from appropriating such sum, if any, as shall have been certified by the Industrial Commission as necessary to restore the Reserve Fund to an amount sufficient to meet the Reserve Requirement.

The Legislative Assembly of the State meets biennially in odd numbered years commencing on the first Tuesday after the third day in January or at another time prescribed by law, but not later than the eleventh day of January.

The scheduled payments of principal of and interest on the Municipal Securities purchased with the proceeds of each Series of Bonds are expected to be sufficient to pay principal of and interest on the Bonds of each Series. In the case of Municipal Securities payable primarily from the revenues of public facilities, the Authority will require that the Political Subdivision demonstrate the ability of the financed facilities to generate sufficient revenues to pay all expenses of operation and maintenance of the facilities and principal of and interest on the Municipal Securities and

any outstanding parity obligations. Therefore, the Authority estimates and expects that, as required by the Act, pledged revenues will be sufficient to meet principal and interest payments on all Series of Bonds issued pursuant to the General Bond Resolution, after the payment of costs and expenses of operation of the Authority. An allowance has not been made in the estimates for default on any Municipal Securities purchased with the proceeds of any Series of Bonds issued pursuant to the General Bond Resolution.

SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL BOND RESOLUTION

The following is a brief summary of certain provisions of the General Bond Resolution and is not to be considered as a full statement of the provisions of the General Bond Resolution. The summary is qualified by reference to and is subject to the complete General Bond Resolution, copies of which may be examined at the offices of the Authority.

Funds and Accounts

Creation of Funds and Accounts

There are created in the General Bond Resolution the following Funds for the Capital Financing Program:

- (a) Loan Fund.
- (b) Costs of Issuance Fund.
- (c) Revenue Fund.
- (d) Bond Fund.
- (e) Redemption Fund.
- (f) Reserve Fund.
- (g) Operating Fund.

The General Bond Resolution requires that separate Accounts for each Series of Bonds be created within the Loan Fund, Costs of Issuance Fund, Revenue Fund, Bond Fund and Reserve Fund and permits the creation of separate Accounts within the Redemption Fund and Operating Fund.

Loan Fund

Amounts received from the sale of Bonds, except any portion of such proceeds deposited in the Costs of Issuance Fund, the Revenue Fund and the Reserve Fund, shall be credited to the Loan Fund. Moneys in the Loan Fund shall be used for loans to Political Subdivisions through the purchase of Municipal Securities as provided in the Act and the General Bond Resolution. All loans to Political Subdivisions shall be evidenced by Municipal Securities and in compliance with the applicable Series Resolution and Loan Agreement (if any) and the General Bond Resolution.

Costs of Issuance Fund

The amount specified in the applicable Series Resolution shall be deposited in the appropriate Series Account of the Costs of Issuance Fund, from proceeds of a Series of Bonds or other moneys designated by the Authority. Moneys in a Series Account of the Costs of Issuance Fund shall be used to pay costs of issuance of the respective Series of Bonds.

Revenue Fund

All payments of principal of, premium (if any) on and interest on Municipal Securities received by the Authority and any proceeds of sale or other disposition of Municipal Securities held by the Authority shall be credited to the respective Series Accounts of the Revenue Fund, except that interest in excess of interest payable on the related Series of Bonds and sale proceeds in excess of the amount necessary to be retained for future payments of principal and interest on the related Series of Bonds may be deposited in the Operating Fund or applied in such other manner as the Executive Director may direct. The moneys in each Series Account shall be transferred to the Bond Fund to pay all

principal of, premium (if any) on and interest due and payable on the respective Series of Bonds on the next interest payment date of the Bonds (including mandatory redemption of any Term Bonds).

Bond Fund

On each Bond payment date, the Authority shall, with respect to each Series of Bonds for which a principal or interest payment is due, transfer to the related Series Account of the Bond Fund from each related Series Account of the Revenue Fund an amount sufficient to pay such principal and interest. If the moneys on deposit in the related Series Account of the Revenue Fund are insufficient for this purpose, the Authority shall withdraw sufficient moneys therefor, first from the related Series Account of the Reserve Fund, second, from the other Series Accounts of the Reserve Fund, and third from the other Series Accounts of the Revenue Fund.

Redemption Fund

Moneys deposited in the Redemption Fund shall be applied to the mandatory redemption of Bonds or the optional redemption or purchase of Bonds of a particular Series, as provided in the General Bond Resolution and the respective Series Resolution.

All Bonds retired by redemption, purchase or payment at maturity shall be canceled and shall not be reissued. The accrued interest to be paid on the redemption, purchase or payment at maturity of each Bond shall be paid from the Bond Fund.

Reserve Fund

All moneys required to be deposited under the General Bond Resolution or any Series Resolution or investments deposited in or transferred to the Reserve Fund, together with all earnings and income on investment of such moneys, shall be credited to the extent needed to meet the Reserve Requirement. Moneys and investments in the Reserve Fund shall be used only in accordance with the requirements of the General Bond Resolution to pay principal of, premium (if any) on and interest on Bonds and Reserve Obligations due or to become due. To the extent amounts on deposit in the Reserve Fund exceed the Reserve Requirement, such amounts may be withdrawn by the Authority and used for any lawful purpose.

In the event the Reserve Fund shall at any time not aggregate the Reserve Requirement, the Executive Director must forthwith give written notice to the Chairman and each member of the Industrial Commission, and the Industrial Commission must forthwith transfer other funds to the Reserve Fund as permitted under the Act or must certify to the Legislative Assembly of the State of North Dakota the sum required to restore the Reserve Fund to an amount equal to or greater than the Reserve Requirement.

Operating Fund

The Authority will deposit in the Operating Fund any fees received from a Political Subdivision pursuant to any Loan Agreement and any amount in a Series Account of the Revenue Fund in excess of the amounts needed to pay principal and interest when due. The Authority may use moneys in the Operating Fund to pay administrative expenses of the Authority or for any other lawful purpose.

Investment of Funds

Moneys on deposit to the credit of the Funds and Accounts under the General Bond Resolution shall be invested by the Authority in Investment Obligations permitted under the General Bond Resolution and the Act; provided, that no Investment Obligation shall have a maturity date beyond the date upon which the moneys in the respective Fund or Account are required or are likely to be needed for the purposes of the respective Fund or Account to which such Investment Obligation is credited. Investment Obligations so purchased shall be deemed at all times to be a part of the respective Fund or Account, but may from time to time be sold or otherwise converted into cash, whereupon the proceeds derived from such sale or conversion shall be credited to such Fund or Account. Any interest accruing or any profit realized from such investment shall be credited to the specific Fund or Account, except as otherwise specified in the General Bond Resolution.

Additional Series of Bonds

The Authority anticipates the issuance of additional Series of Bonds under the General Bond Resolution. The General Bond Resolution permits the issuance of additional Series of Bonds secured on a parity with the Bonds previously issued pursuant to the General Bond Resolution, in order to purchase Municipal Securities authorized for purchase under the Act and the General Bond Resolution, upon compliance with the requirements of the General Bond Resolution, including deposit of a sufficient amount in the Reserve Fund to satisfy the Reserve Requirement with respect to the Series of Bonds to be issued and all other Series of Bonds outstanding under the General Bond Resolution.

Default and Remedies

The following are Events of Default under the General Bond Resolution:

- (a) Failure of the Authority to pay principal or the redemption price of any Bond when due.
- (b) Failure of the Authority to pay interest on any Bond when due.
- (c) A withdrawal shall be made from the Reserve Fund and the amount on deposit in the Reserve Fund shall be less than the Reserve Requirement for a period extending to the later of (i) the date of adjournment of the next regular session of the Legislative Assembly commencing after the date of withdrawal from the Reserve Fund or (ii) twenty-four consecutive months.
- (d) Failure of the Authority to cure any other default under the General Bond Resolution within thirty days after notice thereof according to the General Bond Resolution by the holders of at least 10% of the outstanding Bonds; provided, however, that if the failure stated in such notice is such that it cannot be corrected within the 30-day period, it shall not constitute an Event of Default if corrective action is instituted by the Authority or Industrial Commission within the 30-day period and diligently pursued until the failure is corrected.

Upon an Event of Default, the Holder of any Bond affected thereby may bring a proceeding in law or in equity to enforce or compel performance of the duties of the Authority or the Industrial Commission required by the Bond, the Series Resolution, the General Bond Resolution or the Act.

If an Event of Default described in (a) or (b) above shall happen, the Authority shall forthwith give notice thereof by mail, postage prepaid, to the registered owners of all outstanding Bonds at their last addresses, if any, appearing upon the registry books. Such notice shall (A) specify the nature of the Event of Default, (B) state that accordingly the holders of 10% or more in unpaid principal amount of outstanding Bonds have the right to deliver or mail notice to the Authority declaring the unpaid principal amount of Bonds and accrued interest thereon immediately due and payable, and (C) state that if the holders do so, the unpaid principal amount of the Bonds and interest thereon shall automatically become due the 30th day following receipt of such notices from the holders of 10% or more in unpaid principal amount of outstanding Bonds except as otherwise provided therein, unless the holders of 50% or more in unpaid principal amount of Bonds elect not to accelerate the Bonds or the Event of Default has been cured prior to that date. Forms of notice of acceleration or election not to accelerate may be obtained from the Authority on request.

Whenever such notice shall have been given, or should have been given, the holders of 10% or more in unpaid principal amount of outstanding Bonds shall have the right by notice delivered or mailed postage prepaid to the Authority to declare the unpaid principal of and accrued interest on all Bonds due and payable and on the 30th day thereafter all such principal of and interest on the outstanding Bonds shall become immediately due and payable, provided that if at any time prior to the receipt of notice of acceleration by the holders of 10% in unpaid principal amount of Bonds, the Event of Default shall be cured, notices of acceleration thereafter received shall not be effective and the principal of and interest on the Bonds shall be payable at the stated maturity and interest payment dates of such Bonds, or if the Holders of 50% in unpaid principal amount of the Bonds elect not to accelerate the Bonds, such acceleration shall not become effective and the principal of and interest on the Bonds shall continue to be payable at the stated maturity and interest payment dates of such Bonds unless the Holders of 50% of the unpaid principal amount of Outstanding Bonds otherwise direct, in which case the Bonds shall become immediately due and principal amount of Outstanding Bonds.

Covenants and Miscellaneous

The Authority covenants and agrees, so long as the Bonds of any Series shall be outstanding, and subject to the limitations on its obligations established in the General Bond Resolution, to the following requirements:

Payment of Bonds

The Authority will faithfully perform at all times any and all covenants, undertakings, stipulations and provisions contained in the General Bond Resolution and each Series Resolution and in each and every Bond executed, authenticated and delivered; will deposit in the Reserve Fund from amounts available and appropriated therefor amounts sufficient to maintain the Reserve Requirement; and will pay or cause to be paid, but solely from the sources specified in the General Bond Resolution and any Series Resolution, the principal of and interest on every Bond issued on the dates, at the places and in the manner prescribed in the Bonds.

Authority of the Industrial Commission and Authority

The Industrial Commission is duly authorized under the constitution and laws of the State to adopt the General Bond Resolution and the Series Resolution and to make the covenants as provided therein. The Bonds in the hands of the holders thereof are and will be valid and enforceable obligations of the Authority in accordance with their terms.

Proper Books and Records

The Authority shall keep or cause to be kept proper books of accounts and records, in which full, true and correct entries will be made of all dealings and transactions relating to the operation of the Capital Financing Program.

SUMMARY OF LOAN AGREEMENTS

The Authority expects, but is not required, to enter into a Loan Agreement with each Political Subdivision in connection with each Series of Bonds issued under the auspices of the Capital Financing Program. Pursuant to the Loan Agreements, the Authority will agree to purchase specified Municipal Securities, and the Political Subdivision will agree to pay certain amounts, including the Authority's administrative fee, as long as the Authority is the owner of the Municipal Securities. The Loan Agreements also may contain certain covenants relating to the tax exempt status of interest on the Municipal Securities and the provision of annual financial statements of the Political Subdivisions. If a Loan Agreement is not entered into, the above agreements and covenants of the Political Subdivision will be set out in its Resolution authorizing the issuance and sale of the Municipal Securities.

THE NORTH DAKOTA PUBLIC FINANCE AUTHORITY

The North Dakota Public Finance Authority was established by the Authority Act on July 1, 1975, as an instrumentality of the State exercising essential public and governmental functions.

The Authority Act authorizes the Authority to lend money to Political Subdivisions of the State through the purchase of municipal securities of political subdivisions or other contracting party. To finance such purchases of municipal securities, the Authority is authorized by the Authority Act to issue its bonds, in any amount, payable pursuant to the Authority Act.

The Authority is empowered to sue and be sued; to make, enter into and enforce contracts; to acquire, hold, use and dispose of monies or other personal property; to carry out its functions by officers, agents or employees or by contract; and to make and enforce bylaws, rules and regulations. It is not, however, a body corporate.

Pursuant to North Dakota Century Code Chapters 6-09.4 and 54-17, the Authority is under the operation, control and management of the Industrial Commission, which oversees various enterprises of the State, and whose actions are the actions of the State acting in its sovereign capacity.

On February 18, 2010, the Industrial Commission appointed Ms. DeAnn Ament as Executive Director of the Authority effective April 1, 2010, to serve at its pleasure. Ms. Benita Eberts is the Business Manager and Karla Zander is the Fiscal Officer. Ms. Ament, Ms. Eberts and Ms. Zander are the Authority's only employees.

The costs and expenses of operation of the Authority are financed from investment income and fees and charges imposed by the Authority. Pursuant to the loan agreements with the various borrowers participating in the Authority's financing programs, the Authority may collect an administrative fee from the respective political subdivision. The administrative fee may be used to pay costs and expenses of operation of the Authority.

Under the Authority Act, all property of the Authority, its transfer and the income therefrom, including any profits made on the sale thereof, are exempt from taxation within the State. In a written opinion of the Office of Attorney General, the income of the Authority, as an instrumentality of the State, is exempt under existing law from Federal income taxes. Under the Authority Act, all property of the Authority in the State is exempt from levy and sale by virtue of an execution and no execution or judicial process may issue from any state court against such property nor may any judgment of a state court against the Authority be a charge or lien upon its property. The foregoing does not limit the rights of the holder of any bond to pursue any remedy for the enforcement of any pledge or lien given by the Authority on its revenues or other monies to secure the bonds.

This legislation also permitted the Public Finance Authority to enter into administrative agreements with other state entities and to issue bonds on their behalf. Although the Public Finance Authority may be empowered to exercise the bonding authority of another state entity, any bonds issued would be an obligation of the other state entity and not an obligation of the Public Finance Authority.

The Authority's offices are located at 1200 Memorial Highway, Bismarck, North Dakota 58504. Its telephone number is 701/328-7100.

Other Financings of the Authority

Pursuant to a Trust Indenture dated March 1, 1989 and a Supplemental Trust Indenture dated December 1, 1995, the Authority issued its \$8,875,000 Taxable Insured Water System Refunding Revenue Bonds, 1999 Series A, due serially on April 1 in the years 2000 to 2002, a term bond due April 1, 2009, a term bond due April 1, 2014 and an additional \$1,410,000 of obligations due April 1, 2015. There are no bonds outstanding under the mentioned Trust Indenture as of August 31, 2025.

The Authority has issued a total of \$264,125,000 Capital Financing Program Bonds. The total includes \$3,750,000 Series 1990A through O Bonds; \$6,225,000 Series 1991A through I Bonds; \$13,535,000 Series 1992A through K Bonds; \$7,905,000 Series 1993A through F Bonds; \$6,305,000 Series 1994A through C Bonds; \$2,505,000 Series 1995A through C Bonds; \$3,365,000 Series 1996A through D Bonds; \$15,345,000 Series 1997A through H Bonds; \$9,695,000 Series 1998A through E Bonds; \$4,530,000 Series 1999A through F Bonds; \$4,215,000 Series 2000A and B Bonds; \$735,000 Series 2001A Bonds; \$1,700,000 Series 2002A Bonds; \$1,495,000 Series 2003A Bonds; \$880,000 Series 2004A Bonds; \$1,385,000 Series 2006A Bonds; \$2,125,000 Series 2009A Bonds; \$3,730,000 Series 2011A, \$9,635,000 Series 2012A Bonds; \$51,375,000 Series 2013A Bonds; \$41,840,000 Series 2014A and 2014B Bonds; \$1,945,000 Series 2015A Bonds; \$25,620,000 Series 2015B Bonds; \$38,280,000 Series 2015C Bonds; \$1,360,000 Series 2018A Bonds; \$2,515,000 Series 2019A Bonds and \$2,130,00 Series 2021A Bonds. A listing of the Authority's outstanding Capital Financing Program bonds is contained in Appendix B herein.

The Authority has issued \$4,860,000 Industrial Development Bonds. The total includes \$1,360,000 Series 2006A, \$2,000,000 Series 2008A and \$1,500,000 Series 2009A. The outstanding amount of the Industrial Development Bonds as of August 31, 2025 was \$560,000.

The Authority has issued \$710,115,000 Legacy Fund Infrastructure Program Bonds. The total includes \$389,200,000 2021 Series A and \$320,915,000 2022 Series A. The outstanding amount the Legacy Fund Infrastructure Program Bonds as of August 31, 2025 was \$652,625,000.

Outstanding Debt of the State Revolving Fund Program

The Authority has issued a total of 18 issues with a par amount of \$683,365,000 under its State Revolving Fund Program. The outstanding issues are as follows:

<u>Series</u>	<u>Final Maturity</u>	<u>Original Issuance</u>	<u>Outstanding Principal (As of August 31, 2025)</u>
Series 2012A Bonds	10/01/25	\$ 19,705,000	\$ 1,950,000
Series 2016A Bonds	10/01/28	16,405,000	7,505,000
Series 2018A Bonds	10/01/38	128,625,000	102,165,000
Series 2022A Bonds	10/01/41	85,330,000	68,900,000
Series 2024A Bonds	10/01/44	<u>200,920,000</u>	<u>200,920,000</u>
Subtotal		<u>\$450,985,000</u>	<u>\$381,440,000</u>

DESCRIPTION OF THE CAPITAL FINANCING PROGRAM

General

The Act declares it to be the policy of the State to foster and promote the provision of adequate capital markets and facilities for borrowing money by Political Subdivisions for the financing of their respective public improvements. In pursuance of this policy the Authority initiated the Capital Financing Program to make funds available to Political Subdivisions at reduced interest costs, especially during periods of restricted credit or money supply.

The Act limits the evidences of debt eligible for the Authority program to Municipal Securities as defined in the Act. The Act limits entities which may participate in the Authority's programs to Political Subdivisions of the State. Eligible Political Subdivisions include counties, cities, school districts, townships, park districts, airport authorities, city or county housing authorities, municipal parking authorities, irrigation districts, boards of drainage commissioners, fire protection districts, water resource districts, water districts, and member owned non-profit associations, organizations, corporations or similar entities organized primarily for operating rural water distribution systems.

Participation by a Political Subdivision in the Authority's programs is entirely voluntary, and no Political Subdivision is required by law to sell its Municipal Securities to the Authority. Neither is the Authority required by law or contract to purchase any particular Municipal Securities.

The Act requires that all Municipal Securities purchased and held by the Authority be in fully marketable form, therein defined as duly executed and accompanied by an approving legal opinion of counsel acceptable to the Authority or other purchasers of municipal securities.

The Act requires that the Authority lend money to Political Subdivisions only through purchasing such Municipal Securities as are in the opinion of the Attorney General of the State properly eligible for purchase by the Authority under the Act.

The Authority is authorized to take applications from Political Subdivisions to participate in the Capital Financing Program; to require such information in the application as the Executive Director of the Authority deems necessary or material; to consider the need and desirability of purchasing Municipal Securities issued by the applicant, the ability of such applicant to secure borrowed money from other sources and the cost thereof, and the particular public improvement or purpose to be financed by the Municipal Securities; to impose upon and collect charges from the

applicant for its costs and services in review or consideration of any proposed purchase, whether or not such purchase is consummated; to accept or reject such application for any reason or for no reason; to negotiate and enter into agreements with Political Subdivisions respecting the purchase of Municipal Securities; and to fix any and all terms, conditions and provisions of any such purchase and of the Municipal Securities acquired.

Political Subdivision Financing

Capital financing for Political Subdivisions in North Dakota will normally take one of six forms: (i) general obligation bonds, (ii) improvement warrants and improvement bonds, (iii) revenue bonds, (iv) special authority indebtedness, (v) lease financings, and (vi) sales tax revenue bonds.

- (i) General obligation bonds may be issued by a county, city, township, school district, park district, recreation service district or rural fire protection district, but with certain exceptions only if authorized by the electors. General obligation bonds are included in the indebtedness of the Political Subdivision for statutory and constitutional debt limit computations. They are secured by the full faith, credit and taxing powers of the Political Subdivision. Article X, Section 15 of the North Dakota Constitution provides that, subject to certain exceptions, the “debt” of any county, township, city, town, school district or any other political subdivision “shall never exceed five per centum upon the assessed value of the taxable property therein.”
- (ii) Certain Political Subdivisions, generally limited to cities, but including other specially authorized Political Subdivisions, regularly finance construction of local improvements (e.g., water and water distribution projects, sewer and waste water projects and related facilities, streets, curb and gutter and related requirements, boulevard, trees, flood protection, parking lots, parking ramps, garages and pedestrian skyway improvements) through the issuance of improvement warrants or bonds which may be refunded by the issuance of refunding improvement bonds. These obligations, issued as warrants or bonds, are payable primarily from special assessments levied upon properties benefited by the improvements. If the improvement is for sewer or water improvements or a parking facility, the Political Subdivision may pay a portion of the cost from the net revenues derived from the operation of the utility or project for which the improvement is constructed. Additionally, the Political Subdivision may finance a portion of the cost of an improvement not exceeding 20% of the cost with the levy of an ad valorem tax on all taxable property of the Political Subdivision. If special assessments collected or which are anticipated to be collected are insufficient (with any ad valorem taxes or utility revenues also pledged) to pay principal and interest when due on the improvement warrants (whether they have been refunded with bonds or not) issued with respect to that improvement, the Political Subdivision (which includes a county with respect to a recreation service district or an unincorporated rural area of a county) is obligated to levy, on all taxable property in the Political Subdivision, ad valorem taxes in an amount sufficient to make up the existing or anticipated deficiency.

Improvement warrants and improvement bonds issued pursuant to this authority do not constitute debt within the meaning of the constitutional limitation of indebtedness discussed above. There is no other constitutional or statutory limitation on the amount of indebtedness which may be incurred by issuance of improvement warrants and refunding improvement bonds. However, to the extent, if at all, the Political Subdivision agrees to pay a portion of the cost of an improvement from ad valorem taxes, that portion constitutes a debt and is subject to the limitation on indebtedness.

- (iii) A Political Subdivision authorized by law may issue its revenue bonds to construct or acquire an undertaking (e.g., a water supply, treatment and distribution system, a sewer or wastewater collection and treatment facility, a storm sewer, a facility for the generation, transmission and production of natural gas, electric lighting, heating or other power generating or distribution system, the operation of parking lots, trailer courts and other motor vehicle facilities, the purchase, acquisition, establishment and maintenance of a public transportation system, the purchase, acquisition, construction and maintenance of an airport and related facilities and the purchase, acquisition, construction and maintenance of a hospital). With only minor exceptions the revenue bonds may be issued by the governing body of the Political Subdivision without a vote of the electors.

The revenue bonds upon issuance do not constitute debt within the meaning of the debt limit described above, nor is there any other limit on the amount of such bonds which may be issued. The revenue bonds are secured by a pledge and authorization of the use of net revenues of the facility or utility for the payment of principal and

interest. Additionally, many times the Political Subdivision provides for the establishment of a reserve for the security of the bonds, in an amount equal to the maximum amount of principal and interest to become due on such bonds in any full calendar year, to be funded from revenues from the facility or utility. Certain specially authorized Political Subdivisions may further secure the maintenance of the reserve by funding any deficiency in the reserve with proceeds from the levy of an ad valorem property tax on all taxable property in the Political Subdivision.

- (iv) There are numerous special authorities established within Political Subdivisions such as counties and cities which can issue debt for various specific projects, facilities and undertakings, (e.g., rural fire protection districts, rural ambulance service districts, irrigation districts, water resource districts, airport and municipal airport authorities, municipal pipeline authorities, municipal power agencies, municipal steam heat authorities and special project authorities established jointly by two or more existing Political Subdivisions). Political Subdivisions can also issue project specific debt for certain purposes (e.g., wastewater and solid waste bonds, seed, feed and fuel obligations, asbestos removal bonds and county governmental function bonds). All of these special authorities and types of debt are specifically authorized in addition to the three previously described types of debt, but are payable as general obligation bonds from ad valorem irrepealable tax levies on all taxable property within the Political Subdivision or specially constituted authority, or from special assessments levied upon property benefited by the improvement and with certain exceptions backed by a deficiency levy upon all taxable property within the Political Subdivision or authority, and from revenues and fees received through the operation of the project, program, utility or facility, or from a combination of any of the three previously mentioned methods of securing payment of principal and interest on the obligations.
- (v) Additionally, Political Subdivisions with proper authority under State law are able to acquire equipment or real property under a financing lease. A municipal lease financing is based upon the agreement of the Political Subdivision to make lease payments, which may be subject to annual renewal or termination at the option of the Political Subdivision. The lease payments are made from moneys appropriated annually from the Political Subdivision's general, operating or capital improvement funds in accordance with applicable state law governing budgeting and appropriation.
- (vi) Under State law, a home rule city (like the City of Fargo) has, in addition to those powers generally available to all types of cities, the broad authority to control its finances and fiscal affairs and to impose sales and use taxes, in addition to any other taxes imposed by law, and subject to certain administrative requirements. In order for a home rule city to exercise these additional powers, they must be set out in the home rule charter filed with the Secretary of State and implemented through city home rule ordinances. Some home rule cities use the sales and use tax revenue collected under their charters and ordinances to provide a revenue source for the payment of debt service on sales tax revenue bonds they may issue from time to time.

Credit Review

The credit analysis procedures of the Authority include review of three general areas, with a different emphasis on certain factors within these areas depending on whether the Municipal Securities to be purchased are revenue, special assessment or general obligation debt instruments. All potential participants in an Authority program are reviewed by a special Advisory Committee, appointed by the Industrial Commission, for the purpose of making a recommendation to the Industrial Commission on the suitability of including a particular Political Subdivision in a financing. The Industrial Commission has delegated the approval of certain smaller loans to the Advisory Committee and the Executive Director. The details concerning such loans are later reported to the Industrial Commission.

The three areas of analysis considered by Authority Staff and its Advisory Committee include (i) economic factors, (ii) existing debt, including overlapping debt, and (iii) the administrative and financial operations of the Political Subdivision.

- (i) Economic factors affecting the Political Subdivision to be examined may include a review of recent trends and projections for population, tax revenues, future employment projections, potential economic development and the past history of economic development, the largest and type of employers and housing and employment figures when this information is available. These figures will be compared to similar figures for other comparable Political Subdivisions of the State.

- (ii) Debt analysis will include the security to be utilized for repayment, review of a five year capital improvement plan, if one is available, overlapping debt from other taxing districts, documentation of the past five years of property tax collections, projections for property tax levies and collections and the financial viability of any new development financed as a special assessment district. The Authority also reviews (a) the amount of outstanding debt including revenue, special assessment and general obligation debt which includes revenue and tax anticipation obligations presently outstanding for the Political Subdivision and the recent trends, if any, in the issuance of debt, (b) the history of payment of debt service on previously outstanding bonds to determine if any defaults have occurred in such payments, and (c) the assessed and taxable valuations of property within the jurisdiction of the Political Subdivision. The Authority has under certain circumstances required an equity contribution from the developer for a speculative development financed with special assessment warrants if the principal and interest will be paid solely from special assessments levied against only the development property.

For revenue supported obligations the revenue generated by the financed facility or revenue source must be equal to or greater than 120% of the amount needed to pay required annual debt service following the deduction of sufficient funds for operation and maintenance costs to pay required annual debt service. The Authority will review the ability of the Political Subdivision to fund a reserve, and may require under certain conditions that such a reserve be established by the Political Subdivision for maintenance costs of the facility or for the payment of principal and interest on the incurred indebtedness. Additionally, the Authority further requires that (i) its approval must be received for the issuance of any parity debt or that an approved additional bonds test be met, and (ii) the projected fees to be charged to users of the system or facility be established in an amount sufficient within reasonable requirements, to maintain the required revenue coverage amount and provide funds for the payment of principal and interest on the bonds.

- (iii) An administrative and fiscal review will include an examination of any applicable property or other tax limitations applicable to the Political Subdivision, an evaluation of the financial management, tax assessment and property valuation procedures of the Political Subdivision, and a review of existing financial statements, the Political Subdivision's budget preparation and expenditure procedures and any trends in the budget operations and fund balances. Credible financial performance and the timely funding of mandated obligations along with the Political Subdivision's proven ability to adapt to budgetary changes will be reviewed. Also, if a capital improvement plan for the Political Subdivision has previously been utilized adherence to such a plan will be reviewed.

The Act requires the Commission, for the issuance of bonds in an amount over \$500,000, to state in its approving resolution, if it appears that the securities can be sold through private bond markets without the involvement of the Authority, the reasons for the involvement of the Authority. Authority policy requires the Industrial Commission to conduct a review and comparison of the financing requested. The Authority asks the political subdivision to provide information on other financing options, if any, the political subdivision has already examined. The financing requested through the Authority financing program is compared to the same or a similar financing completed through other sources, including other available government financing programs.

The Commission approves of Authority involvement through its Capital Financing Program when three findings are made resulting from the comparisons required through the application of the policy. The findings are:

- (a) The net borrowing costs to the Political Subdivision are expected to be lower under the Capital Financing Program than they would be under any other borrowing method available to the Political Subdivision;
- (b) Issuance costs and reserves required to be funded by the Political Subdivision are lower than would be the case under other methods so that the aggregate amount required to be borrowed by the Political Subdivision is less than other competitive means of borrowing; and,
- (c) The Political Subdivision voluntarily requested financing through the Authority's Capital Financing Program.

LOCAL TAXES AND COLLECTIONS

The applicable assessor's office establishes an estimated market value on all properties. The assessed value is computed at 50% of estimated market value. The taxable value of residential property is 9% of the assessed value and the taxable value of agricultural property is 10% of the assessed value.

After final equalization by assessing authorities in September of each year, the county auditor calculates mill rates and spreads taxes. The resulting taxes are payable on the following February 28.

Taxes are collected by the county and the receipts are distributed by the county to the local government entities. A discount of 5% is given on the tax bill if entire payment is made by February 15. Discounts given are subtracted from the levy amount by the county auditor. If the first installment of taxes is not paid by March 1, a 3% penalty is charged with an additional penalty being charged on May 1 and another 3% on October 15. The second installment of taxes is due October 15, and if not paid on or before that date is subject to a 6% penalty.

North Dakota residents over 65 years of age or who are permanently and totally disabled and whose income is \$70,000 or less receive a homestead property tax credit. The credit is subtracted from their tax bill. Local government entities are reimbursed by the State for all homestead credits. Therefore, the Political Subdivision has no loss in tax revenues from the credit.

THE INDUSTRIAL COMMISSION OF NORTH DAKOTA

The State Legislature created the Industrial Commission in 1919 to conduct and manage, on behalf of the State, certain utilities, industries, enterprises and business projects established by State law. North Dakota law provides that the acts of the Industrial Commission constitute acts of the State functioning in its sovereign capacity. The members of the Industrial Commission are the Governor, the Attorney General and the Agriculture Commissioner and a quorum for the transaction of Industrial Commission business consists of the Governor and one additional member. The current Governor was sworn in for his first term on December 15, 2024. The Governor's term expires December 15, 2028. The Attorney General and Agriculture Commissioner were elected to their respective offices and their terms expire December 31, 2026. The present members of the Industrial Commission are:

Kelly Armstrong, Governor
Drew Wrigley, Attorney General
Doug Goehring, Agriculture Commissioner

The utilities, industries, enterprises and business projects conducted and managed by the Industrial Commission include (in addition to the Authority): the Bank of North Dakota, the North Dakota Transmission Authority, the North Dakota Pipeline Authority, the State Mill and Elevator, the North Dakota Geological Survey, and the North Dakota Housing Finance Agency. Additionally, the Industrial Commission exercises regulatory authority through its Oil and Gas Division. The Industrial Commission is also responsible for administering the North Dakota Building Authority, the State's secondary market for student loans through its Student Loan Trust and administering the Outdoor Heritage Fund, Clean Sustainable Energy Authority, Lignite Research Program, Oil and Gas Research Program, Renewable Energy Program and Transmission Authority Grant Program.

The Industrial Commission may employ staff or consultants and fix the salaries or conditions of such employment. Each State enterprise under the control of the Industrial Commission employs and is operated by a separate staff under the supervision of the Industrial Commission. The Attorney General of the State serves as the attorney for the Industrial Commission.

The Commission's mailing address is the Industrial Commission of North Dakota, State Capitol, 600 East Boulevard, Bismarck, North Dakota 58505, c/o Executive Director and its telephone number is (701) 328-3722.

The Authority Act provides that bonds of the Authority be authorized by resolution of the Industrial Commission. The Authority Act further authorizes the Industrial Commission to pledge assets of the Bank of North Dakota as security for the Authority's bonds. No such assets have been pledged to the Bonds.

TAX MATTERS

General Matters

In the opinion of Kutak Rock LLP, Bond Counsel, under existing laws, regulations, rulings and judicial decisions, interest on the Series 2025A Bonds is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax imposed on individuals. The opinion described above assumes the accuracy of certain representations and compliance by the Authority with covenants designed to satisfy the requirements of the Internal Revenue Code of 1986 (the "Code") that must be met subsequent to the issuance of the Series 2025A Bonds. Failure to comply with such requirements could cause interest on the Series 2025A Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2025A Bonds. The Authority has covenanted to comply with such requirements. Bond Counsel has expressed no opinion regarding other federal tax consequences arising with respect to the Series 2025A Bonds. Interest on the Series 2025A Bonds may affect the federal alternative minimum tax imposed on certain corporations.

The accrual or receipt of interest on the Series 2025A Bonds may otherwise affect the federal income tax liability of the owners of the Series 2025A Bonds. The extent of these other tax consequences will depend on such owners' particular tax status and other items of income or deduction. Bond Counsel has expressed no opinion regarding any such consequences.

Purchasers of the Series 2025A Bonds, particularly purchasers that are corporations (including S corporations, foreign corporations operating branches in the United States of America, and certain corporations subject to the alternative minimum tax imposed on corporations), property or casualty insurance companies, banks, thrifts or other financial institutions, certain recipients of social security or railroad retirement benefits, taxpayers entitled to claim the earned income credit, taxpayers entitled to claim the refundable credit in Section 36B of the Code for coverage under a qualified health plan or taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, should consult their tax advisors as to the tax consequences of purchasing or owning the Series 2025A Bonds.

Bond Counsel is also of the opinion that, pursuant to the Act, interest on the Series 2025A Bonds is exempt from all income taxation by the State of North Dakota. Bond Counsel has expressed no opinion regarding other tax consequences arising with respect to the Series 2025A Bonds under the laws of the State of North Dakota or any other state or jurisdiction.

A copy of the form of opinion of Bond Counsel is attached hereto as Appendix C.

Original Issue Discount

The Series 2025A Bonds that have an original yield above their respective interest rates, as shown on the cover of this Official Statement (collectively, the "Discount Bonds"), are being sold at an original issue discount. The difference between the initial public offering prices of such Discount Bonds and their stated amounts to be paid at maturity (excluding "qualified stated interest" within the meaning of Section 1.1273-1 of the Regulations) constitutes original issue discount treated in the same manner for federal income tax purposes as interest, as described above.

The amount of original issue discount that is treated as having accrued with respect to a Discount Bond is added to the cost basis of the owner of the bond in determining, for federal income tax purposes, gain or loss upon disposition of such Discount Bond (including its sale, redemption or payment at maturity). Amounts received on disposition of such Discount Bond that are attributable to accrued original issue discount will be treated as tax-exempt interest, rather than as taxable gain, for federal income tax purposes.

Original issue discount is treated as compounding semiannually, at a rate determined by reference to the yield to maturity of each individual Discount Bond, on days that are determined by reference to the maturity date of such Discount Bond. The amount treated as original issue discount on such Discount Bond for a particular semiannual

accrual period is equal to (a) the product of (i) the yield to maturity for such Discount Bond (determined by compounding at the close of each accrual period) and (ii) the amount that would have been the tax basis of such Discount Bond at the beginning of the particular accrual period if held by the original purchaser, less (b) the amount of any interest payable for such Discount Bond during the accrual period. The tax basis for purposes of the preceding sentence is determined by adding to the initial public offering price on such Discount Bond the sum of the amounts that have been treated as original issue discount for such purposes during all prior periods. If such Discount Bond is sold between semiannual compounding dates, original issue discount that would have been accrued for that semiannual compounding period for federal income tax purposes is to be apportioned in equal amounts among the days in such compounding period.

Owners of Discount Bonds should consult their tax advisors with respect to the determination and treatment of original issue discount accrued as of any date and with respect to the state and local tax consequences of owning a Discount Bond. Subsequent purchasers of Discount Bonds that purchase such bonds for a price that is higher or lower than the “adjusted issue price” of the bonds at the time of purchase should consult their tax advisors as to the effect on the accrual of original issue discount.

Original Issue Premium

The Series 2025A Bonds that have an original yield below their respective interest rates, as shown on the cover of this Official Statement (collectively, the “Premium Bonds”), are being sold at a premium. An amount equal to the excess of the issue price of a Premium Bond over its stated redemption price at maturity constitutes premium on such Premium Bond. A purchaser of a Premium Bond must amortize any premium over such Premium Bond’s term using constant yield principles, based on the purchaser’s yield to maturity (or, in the case of Premium Bonds callable prior to their maturity, generally by amortizing the premium to the call date, based on the purchaser’s yield to the call date and giving effect to any call premium). As premium is amortized, the amount of the amortization offsets a corresponding amount of interest for the period, and the purchaser’s basis in such Premium Bond is reduced by a corresponding amount resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or disposition of such Premium Bond prior to its maturity. Even though the purchaser’s basis may be reduced, no federal income tax deduction is allowed. Purchasers of the Premium Bonds should consult their tax advisors with respect to the determination and treatment of premium for federal income tax purposes and with respect to the state and local tax consequences of owning a Premium Bond.

Backup Withholding

An owner of a Series 2025A Bond may be subject to backup withholding at the applicable rate determined by statute with respect to interest paid on the Series 2025A Bond if such owner fails to provide to any person required to collect such information pursuant to Section 6049 of the Code with such owner’s taxpayer identification number, furnishes an incorrect taxpayer identification number, fails to properly report interest, dividends or other “reportable payments” (as defined in the Code), or, under certain circumstances, fails to provide such persons with a certified statement, under penalty of perjury, that such owner is not subject to backup withholding.

Changes in Federal and State Tax Law

From time to time, there are legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal and state tax matters referred to under this heading “TAX MATTERS” or adversely affect the market value of the Series 2025A Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Series 2025A Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Series 2025A Bonds or the market value thereof would be impacted thereby. Purchasers of the Series 2025A Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based on existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Series 2025A Bonds, and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any pending legislation, regulatory initiatives or litigation.

PROSPECTIVE PURCHASERS OF THE SERIES 2025A BONDS ARE ADVISED TO CONSULT THEIR OWN TAX ADVISORS PRIOR TO ANY PURCHASE OF THE SERIES 2025A BONDS AS TO THE IMPACT OF THE CODE UPON THEIR ACQUISITION, HOLDING OR DISPOSITION OF THE SERIES 2025A BONDS.

FINANCIAL ADVISOR

PFM Financial Advisors LLC, Minneapolis, Minnesota, has acted as Financial Advisor to the Authority in connection with the issuance of the Series 2025A Bonds. In preparing the Official Statement, the Financial Advisor has relied upon governmental officials, and other sources, who have access to relevant data to provide accurate information for the Official Statement, and the Financial Advisor has not been engaged, nor has it undertaken, to independently verify the accuracy of such information. The Financial Advisor is not a public accounting firm and has not been engaged by the Authority to compile, review, examine or audit any information in the Official Statement in accordance with accounting standards. The Financial Advisor is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other public securities and therefore will not participate in the underwriting of the Series 2025A Bonds.

Requests for information concerning the Authority should be addressed to PFM Financial Advisors LLC, 45 South 7th Street, Suite 2950, Minneapolis, Minnesota 55402 (612/338-3535).

RATING

Standard & Poor's Ratings Group ("S&P") has assigned a rating of "AA-" to the Series 2025A Bonds, primarily in reliance upon its evaluation of the requirement that the Industrial Commission request an appropriation from the Legislative Assembly to make up any deficiencies in the Reserve Fund. The ratings are likely to be affected by any changes in the rating assigned to general obligations of the State of North Dakota. Therefore, changes in the financial condition of the State of North Dakota may affect the ratings on the Series 2025A Bonds. S&P has not been requested to evaluate the ability of any Political Subdivision to pay debt service on any Municipal Securities. The ratings reflect only the view of such rating agency, and an explanation of the significance of such rating may be obtained only from S&P. Generally, rating agencies base their ratings on the information and materials furnished to them and on investigations, studies and assumptions by the rating agencies. A securities rating is not a recommendation to buy, sell or hold securities. The ratings of the Series 2025A Bonds represent judgments as to the likelihood of timely payment of the Series 2025A Bonds according to their respective terms, but do not address the likelihood of redemption or acceleration prior to maturity. There is no assurance that such ratings will remain in effect for any given period of time or that it may not be lowered, suspended or withdrawn entirely if, in the judgment of the rating agency, circumstances (including particularly the financial condition of the State of North Dakota) so warrant. Any such downward change in or suspension or withdrawal of either such rating may have an adverse effect on the market price and marketability of the Series 2025A Bonds.

ABSENCE OF LITIGATION

There is no controversy or litigation of any nature now pending or threatened restraining or enjoining the issuance, sale, execution or delivery of the Series 2025A Bonds, or prohibiting the Authority from making loans to the Political Subdivisions or purchasing Municipal Securities with the proceeds of the Series 2025A Bonds, or in any way contesting or affecting the validity of any Series 2025A Bonds or any proceedings of the Authority or the Industrial Commission taken with respect to the issuance or sale thereof, or the pledge or application of any moneys or security provided for the payment of the Series 2025A Bonds or the existence or necessary powers of the Authority or the Industrial Commission.

LEGAL MATTERS

The Series 2025A Bonds offered hereby are subject to the approving legal opinion of Kutak Rock LLP, Minneapolis, Minnesota, as Bond Counsel. The opinion of Bond Counsel will be in substantially the form attached to this Official Statement as Appendix C. Bond Counsel has not been engaged or undertaken to verify the accuracy, completeness or sufficiency of this Official Statement, and has not participated in the preparation of this Official Statement except for information under the headings “DESCRIPTION OF THE BONDS—Purpose and Authority,” “—*Terms of the Bonds*,” “—*Redemption of the Bonds*,” “SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL BOND RESOLUTION,” “TAX MATTERS,” “LEGAL MATTERS” and “Appendix C – Form of Bond Counsel Opinion.”

Certain legal matters will be passed upon for the Authority by the Office of Attorney General of the State of North Dakota.

MISCELLANEOUS

Any statements in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended as such and not as representations of fact. This Official Statement is not to be construed as a contract or agreement between the Authority, the Industrial Commission and the purchasers or holders of any of the Series 2025A Bonds.

The Appendices attached hereto are a part of this Official Statement.

The distribution of this Official Statement and its execution has been duly authorized by the North Dakota Public Finance Authority.

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APPENDIX A-1

Selected Financial Information About Certain Political Subdivisions

Included in Appendix A-1 are selective descriptions of participating Political Subdivisions whose current and expected Loan amounts constitute 20% or more of the aggregate outstanding principal amount of Bonds issued under the Capital Financing Program as of August 31, 2025.

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CITY OF FARGO

The Comprehensive Annual Financial Report for the City of Fargo, North Dakota for the fiscal year ended December 31, 2024, including audited financial statements, is incorporated herein by reference to the following website link on EMMA: <https://emma.msrb.org/P11872732-P11432764-P11877757.pdf>

Population:

<u>Year</u>	<u>Population</u>
2025 estimate	137,989
2020	125,990
2010	105,549
2000	90,599
1990	74,111

Employment:

	<u>Fargo/Moorhead MSA</u>		<u>Unemployment Rate</u>	
	<u>Labor Force</u>	<u>Unemployment Rate</u>	<u>State of North Dakota</u>	<u>United States</u>
2024	154,015	2.30%	2.40%	4.00%
2023	152,204	1.90%	2.00%	3.60%
2022	149,557	1.80%	2.10%	3.60%
2021	146,378	2.50%	3.10%	5.30%
2020	144,355	4.20%	5.10%	8.10%
2019	143,533	2.10%	2.30%	3.70%
2018	141,608	2.30%	2.50%	3.90%
2017	141,041	2.30%	2.70%	4.40%
2016	138,874	2.50%	3.10%	4.90%
2015	130,956	2.50%	2.80%	5.30%

Major Employers in the Fargo:

<u>Employer</u>	<u>Type of Business</u>	<u>Number of Employees</u>
Sanford Health	Healthcare	9,244
West Fargo Public Schools	Education	2,265
Innovis Health/Essentia Health	Healthcare	2,251
Fargo Public Schools	Education	2,218
North Dakota State University	Education	2,183
Marvin Windows	Manufacturing	1,890
Fargo VA Health Care System	Government	1,400
Coborns Inc.	Retail/Food	1,100
City of Fargo	Government	1,073
Scheels All Sports	Retail	696

**City Sales Tax Distribution
History:**

<u>Year</u>	<u>Cash Basis Collections</u>	
2025	\$40,302,547	(to July)
2024	69,524,792	
2023	69,144,866	
2022	65,918,347	
2021	60,456,731	
2020	51,720,983	
2019	49,623,454	
2018	48,038,202	
2017	48,070,709	
2016	49,927,219	

**Sales Tax Revenue Debt
Outstanding as of 8/31/25:**

<u>Date of Issue</u>	<u>Original Amount</u>	<u>Outstanding Balance</u>
2013	51,375,000	25,430,000 ⁽¹⁾
2014	32,512,000	<u>15,756,000⁽¹⁾</u>
Total		<u>\$ 41,186,000</u>

⁽¹⁾Purchased by the Public Finance Authority.

CITY OF WATFORD CITY

Population:

<u>Year</u>	<u>Population</u>
2025 Estimate	5,866
2020	6,207
2010	1,744
2000	1,435
1990	1,784

Employment:

	<u>McKenzie County</u>		<u>Unemployment Rate</u>	
	<u>Labor Force</u>	<u>Unemployment Rate</u>	<u>State of North Dakota</u>	<u>United States</u>
2024	8,017	2.30%	2.40%	4.00%
2023	7,720	1.70%	2.00%	3.60%
2022	7,178	2.30%	2.10%	3.60%
2021	6,842	5.60%	3.10%	5.30%
2020	9,367	7.60%	5.10%	8.10%
2019	10,468	1.60%	2.30%	3.70%
2018	9,111	1.60%	2.50%	3.90%
2017	8,160	2.50%	2.70%	4.40%
2016	7,930	3.80%	3.10%	4.90%
2015	9,132	2.50%	2.80%	5.30%

Major Employers in McKenzie County:

<u>Employer</u>	<u>Type of Business</u>
McKenzie County School District	Education
McKenzie County Healthcare Systems	Healthcare
ONEOK, Inc.	Pipeline Transportation
Spartan Companies	Construction
McKenzie County	Government
Kinder Morgan	Pipeline Transportation
Delta Constructors LLC	Building Construction
ONEOK Services Company	Pipeline Transportation
Nuverra Environmental Solutions	Transportation
Six Shooter	Food and Beverage

City Sales Tax Distribution History:

<u>Year</u>	<u>Cash Basis Collections*</u>	
2025	\$ 3,362,204	(to July)
2024	4,953,087	
2023	4,932,879	
2022	4,447,600	
2021	3,490,674	
2020	3,996,703	
2019	5,363,655	
2018	4,600,852	
2017	2,990,262	
2016	3,156,480	

* Sales tax rate increased to 1.5% in November 2014. Prior period rate was 1%.

**Sales Tax Revenue Debt Outstanding as of
8/31/25:**

<u>Date of Issue</u>	<u>Original Amount</u>	<u>Outstanding Balance</u>
2015	35,550,000	<u>28,705,000⁽¹⁾</u>
Total		<u>\$ 28,705,000</u>

⁽¹⁾Purchased by the Public Finance Authority.

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APPENDIX A-2

Selected Financial Information About the Borrower

Included in Appendix A-2 are selective descriptions of the Borrower.

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CITY OF BURLINGTON*

Population:

<u>Year</u>	<u>Population</u>
2025 Estimate	1,318
2020	1,291
2010	1,060
2000	1,096
1990	995

Employment:

	<u>Ward County</u>		<u>Unemployment Rate</u>	
	<u>Labor Force</u>	<u>Unemployment Rate</u>	<u>State of North Dakota</u>	<u>United States</u>
2024	36,192	2.4%	2.4%	4.0%
2023	35,954	2.1%	1.9%	3.6%
2022	35,614	2.2%	2.0%	3.6%
2021	35,370	3.5%	3.0%	5.3%
2020	35,319	5.8%	4.9%	8.1%
2019	35,598	2.3%	2.2%	3.7%
2018	35,625	2.4%	2.4%	3.9%
2017	35,986	3.0%	2.6%	4.4%
2016	36,709	3.7%	3.1%	4.9%
2015	34,221	3.2%	2.8%	5.3%

Major Employers in Burlington:

<u>Employer</u>	<u>Type of Business</u>
United District #7	School
Hacienda	Restaurant
Idle Hour Bar	Bar/Restaurant
Bravera Bank	Financial
Farmers Union Oil	Gas Station

Sewer Rate History:

	<u>Residential & Commercial</u>	<u>Commercial Volume/1,000</u>
<u>Year</u>	<u>Base/Month</u>	<u>Gallons</u>
2025	\$15.00	\$1.40
2024	14.00	1.40
2023	14.00	1.40
2022	14.00	1.40
2021	14.00	1.40
2020	14.00	1.40

* The City of Burlington is not an Other Obligated Person under the current Continuing Disclosure Certificate because the City of Burlington's aggregate outstanding principal balance will be under 20% of the aggregate outstanding principal amount of Capital Financing Program Bonds. The Continuing Disclosure Certificate requires information to be updated in annual continuing disclosure filings on EMMA only for an Other Obligated Person.

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APPENDIX B

Summary of Parity Debt Outstanding Under the Capital Financing Program

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**NORTH DAKOTA PUBLIC FINANCE AUTHORITY
CAPITAL FINANCING PROGRAM**

Participating Political Subdivisions
(As of August 31, 2025)

<u>Series</u>	<u>Political Subdivision(s)</u>	<u>Purpose</u>	<u>Date of Issuance</u>	<u>Original Participation</u>	<u>Final Maturity</u>	<u>Type(s) of Security</u>
2009A	Tri-County Water District; City of Emerado; and City of West Fargo	Refund Taxable CFP Series 1999E; Refinance NDPFA existing loan; Instill municipal water and sewer	5/27/09	2,125,000	06/01/34	User Fees; Special Assessments
2012A	City of McVile; City of Kulm; All Seasons Water District; Forman Housing Authority; City of Forman; City of Forman; City of Hankinson; City of Mayville; Tri-County Water District; and City of Gackle	Refund CFP Series 2002A; refund CFP Series 1998A; refinance Rural Development loans; refinance commercial mortgage	10/11/12	9,635,000	06/01/41	User Fees; Special Assessments; Rent Revenues
2013A	City of Fargo	Finance flood mitigation	3/27/13	51,375,000	06/01/33	Sales Tax Revenues
2014A	City of Fargo; City of Noonan	Finance flood mitigation Finance water meter project	4/8/14	32,840,000	06/01/34	Sales Tax Revenues, Water Revenues
2014B	Stutsman Rural Water District	Finance water projects and acquire obligations of other Political Subdivisions	4/8/14	9,000,000	06/01/34	Water Revenues
2015A	City of Minot	Finance renovation of a building	2/11/15	1,945,000	06/01/29	Lodging Tax Revenues
2015B ⁽¹⁾	City of Watford City City of Forman	Finance infrastructure improvements; finance street improvements	5/7/2015	25,620,000	06/01/35	Special Assessments
2015C ⁽¹⁾	City of Watford City; City of Rugby; City of Zap	Finance event center; finance water treatment plant improvements; finance street improvements and water tower rehabilitation	8/13/15	38,280,000	6/1/2045	Sales Tax Revenues; Water Revenues; Special Assessments
2018A	City of Munich	Finance of a bituminous surfacing project	10/17/18	1,360,000	6/1/2028	Special Assessments
2021A	City of Drayton City of McVile	Purchase land for lagoon; finance street, sidewalk and lighting project; refinance CFP Series 1997H; finance an assisted living facility	5/13/21	1,990,000	6/1/2041	User Fees; Special Assessments; Nursing Home Revenues; Sales Tax Revenues
2025A	City of Watford City City of Forman City of Zap	Refund CFP Series 2015B and 2015C	10/1/25	45,150,000 ⁽²⁾	6/1/2045	Sales Tax Revenues, Water Revenues, Special Assessments

(1) To be refunded by the Series 2025A Bonds.

(2) Preliminary, subject to change.

The outstanding Bonds under the Capital Financing Program as of August 31, 2025 are as follows:

<u>Series</u>	<u>Outstanding Principal Amount</u>	<u>Final Maturity</u>
2009A	\$ 390,000	June 1, 2034
2012A	2,850,000	June 1, 2041
2013A	25,430,000	June 1, 2033
2014A	15,945,000	June 1, 2034
2014B	4,870,000	June 1, 2034
2015A	640,000	June 1, 2029
2015B ⁽¹⁾	15,400,000	June 1, 2035
2015C ⁽¹⁾	30,090,000	June 1, 2045
2018A	495,000	June 1, 2028
2021A	<u>1,720,000</u>	June 1, 2041
 Total Outstanding	 <u>\$97,830,000</u>	

(1) To be refunded by the Series 2025A Bonds on October __, 2025.

As of August 31, 2025 the outstanding Bonds mature in each of the years and amounts as follows:

<u>Year</u>	<u>Amount</u>	<u>Year</u>	<u>Amount</u>
2026	8,155,000	2036	1,700,000
2027	8,515,000	2037	1,780,000
2028	8,875,000	2038	1,865,000
2029	9,090,000	2039	1,840,000
2030	9,290,000	2040	1,840,000
2031	9,515,000	2041	1,925,000
2032	9,890,000	2042	1,905,000
2033	7,630,000	2043	2,005,000
2034	4,090,000	2044	2,105,000
2035	3,600,000	2045	<u>2,215,000</u>
Total Outstanding			<u>\$97,830,000</u>

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APPENDIX C

Form of Bond Counsel Opinion

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[LETTERHEAD OF BOND COUNSEL]

October __, 2025

North Dakota Public Finance Authority
Bismarck, North Dakota

Re: \$_____ North Dakota Public Finance Authority Capital Financing Program
 Bonds, Series 2025A

Ladies and Gentlemen:

We have acted as bond counsel to the North Dakota Public Finance Authority (the “Authority”) in connection with the issuance by the Authority of its Capital Financing Program Bonds, Series 2025A (the “Series 2025A Bonds”) dated the date hereof, in the aggregate principal amount of \$_____.

The Series 2025A Bonds are being issued pursuant to a General Bond Resolution adopted by the Industrial Commission of North Dakota on March 2, 1990, as amended (the “General Bond Resolution”) and a Series Resolution adopted by the Industrial Commission of North Dakota on August 21, 2025 (the “Series Resolution”), to (i) refund the Authority’s outstanding Capital Financing Program Bonds, Series 2015B and the Authority’s outstanding Capital Financing Program Bonds, Series 2015C and (ii) finance the acquisition by the Authority of certain Municipal Securities described in the Series Resolution.

We have examined such certified proceedings, documents and certifications of public officials as we deem necessary to render this opinion, including the form of the Series 2025A Bonds. As to questions of fact material to our opinion we have relied upon certified proceedings, documents and certifications furnished to us without undertaking to verify such facts by independent investigation.

We have not been engaged or undertaken to verify the accuracy, completeness or sufficiency of the Authority’s Official Statement dated October __, 2025 or other offering material relating to the Series 2025A Bonds (except to the extent, if any, stated in the Official Statement), and we express no opinion relating thereto (excepting only matters set forth as our opinion in the Official Statement).

Based on our examination, we are of the opinion, as of the date hereof, as follows:

1. The Series 2025A Bonds are valid and binding obligations of the Authority issued under the authority of Chapter 6-09.4, North Dakota Century Code (the "Act").

2. The Series 2025A Bonds, together with all obligations heretofore or hereafter issued on a parity therewith by the Authority under the General Bond Resolution, are payable primarily from and secured by a lien on and pledge of the Municipal Securities acquired with the proceeds of obligations issued under the General Bond Resolution, revenues therefrom and the moneys on deposit in the funds and accounts established under the General Bond Resolution.

3. The Authority is obligated under the General Bond Resolution to certify to the Legislative Assembly of the State of North Dakota the amount, if any, required to restore the Reserve Fund established under the General Bond Resolution to the amount required thereunder.

4. The Act does not bind or obligate the Legislative Assembly to appropriate and pay to the Authority in any future year the amount so certified as necessary to restore the Reserve Fund to the required debt service reserve, the language of such Chapter being permissive only, but there is no applicable constitutional provision which would prohibit a Legislative Assembly of the State from making such appropriations for such purposes if it elects to do so.

5. The Series 2025A Bonds do not create an indebtedness on the part of the State of North Dakota in violation of any constitutional or statutory provision.

6. Under existing laws, regulations, rulings and judicial decisions and assuming the accuracy of certain representations and continuing compliance with certain covenants, interest on the Series 2025A Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals; however, interest on the Series 2025A Bonds may affect the federal alternative minimum tax imposed on certain corporations. The opinion set forth in the preceding sentence is subject to the condition that the Authority comply with all requirements of the Internal Revenue Code of 1986, as amended (the "Code"), that must be satisfied subsequent to the issuance of the Series 2025A Bonds in order that the interest thereon be, and continue to be, excludable from gross income for federal income tax purposes. The Authority has covenanted to comply with all such requirements. Failure to comply with certain of such requirements may cause interest on the Series 2025A Bonds to be included in

gross income for federal income tax purposes retroactively to the date of issuance of the Series 2025A Bonds.

7. Under the Act, interest on the Series 2025A Bonds is exempt from income taxation by the State of North Dakota.

The opinions set forth in paragraph 6 are based solely on the documents, representations and assumptions set forth above and are subject to the limitations and qualifications described herein.

The accrual or receipt of interest on the Series 2025A Bonds may otherwise affect the federal or state income tax liability of the recipient. The extent of these other tax consequences will depend upon the recipient's particular tax status or other items of income or deduction. We express no opinion regarding any such consequences. Purchasers of the Series 2025A Bonds, particularly purchasers that are corporations (including S corporations, foreign corporations operating branches in the United States, and certain corporations subject to the alternative minimum tax imposed on corporations), property or casualty insurance companies, banks, thrifts or other financial institutions, certain recipients of Social Security or Railroad Retirement benefits, taxpayers otherwise entitled to claim the earned income credit taxpayers entitled to claim the refundable credit in Section 36B of the Code for coverage under a qualified health plan or or taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations are advised to consult their tax advisors as to the tax consequences of purchasing or holding the Series 2025A Bonds.

It is to be understood that the rights of the holders of the Series 2025A Bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable and that their enforcement may be subject to the exercise of judicial discretion in appropriate cases.

Very truly yours,

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APPENDIX D

Form of Continuing Disclosure Certificate

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FORM OF CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the “Disclosure Certificate”) is executed and delivered by the North Dakota Public Finance Authority (the “Issuer”) in connection with the issuance of the \$ _____ aggregate principal amount Capital Financing Program Bonds, Series 2025A dated October __, 2025 (the “Obligations”). The Obligations are being issued by the Issuer pursuant to a Series Resolution of the Industrial Commission of the State of North Dakota adopted on August 21, 2025 (the “Resolution”). The Issuer covenants and agrees as follows:

Section 1. (a) Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the Issuer for the benefit of the holders and beneficial owners of the Obligations and in order to assist the Participating Underwriter (defined below) in complying with the Rule (defined below). References in this Disclosure Certificate to holders of the Obligations shall include the beneficial owners of the Obligations. This Disclosure Certificate constitutes the written understanding under the Rule.

(b) Filing Requirements. Any filing under this Disclosure Certificate must be made solely by transmitting such filing to the MSRB (defined herein) through the Electronic Municipal Market Access (“EMMA”) System at www.emma.msrb.org in the format prescribed by the MSRB. All documents provided to the MSRB shall be accompanied by the identifying information prescribed by the MSRB.

Section 2. Definitions. In addition to the definitions set forth in the Resolution, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“Annual Report” means any Annual Report provided by the Issuer pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

“Audited Financial Statements” means the Issuer’s annual financial statements, which are currently prepared in accordance with generally accepted accounting principles (GAAP) for governmental units as prescribed by the Governmental Accounting Standards Board (GASB) and which the Issuer intends to continue to prepare in substantially the same form.

“Code” means the Internal Revenue Code of 1986, as amended.

“Dissemination Agent” means such person from time to time designated in writing by the Issuer and which has filed with the Issuer a written acceptance of such designation.

“Financial Obligation” means, with respect to the Issuer a: (a) debt obligation; (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (c) guarantee of one of the foregoing. The term “Financial Obligation” shall not include municipal securities as to

which a final official statement has been provided to the Municipal Securities Rulemaking Board consistent with this rule.

“Financial Statements” means audited or, if unavailable, unaudited general purpose financial statements of an Obligated Person prepared in accordance with generally accepted accounting principles, as in effect from time to time or as required to be modified as a matter of law. If unaudited financial statements are provided, audited financial statements will be provided when and if available.

“IRS” means the Internal Revenue Service of the Department of the Treasury.

“Listed Events” means any of the events listed in Sections 5(a) and 5(b) of this Disclosure Certificate.

“MSRB” means the Municipal Securities Rulemaking Board, whose current address is 1300 I Street NW, Suite 1000, Washington, DC 20005.

“Official Statement” means the Official Statement, dated October __, 2025, delivered in connection with the original issuance and sale of the Obligations, together with any amendments thereto or supplements thereof.

“Other Obligated Person” means any Political Subdivision (as defined in the General Bond Resolution which has entered into one or more Loan Agreements (as defined in the General Bond Resolution) with the Authority under the General Bond Resolution, the aggregate outstanding principal balance of which equals or exceeds 20% of the aggregate outstanding principal amount of Capital Financing Program Bonds; provided that any such Political Subdivision shall no longer be an Other Obligated Person on such date, if any, as the aggregate principal balance under Loan Agreements of such Political Subdivision under the General Bond Resolution are less than 20% of the then aggregate outstanding principal amount of Capital Financing Program Bonds.

“Participating Underwriter” means any of the original underwriter(s) of the Obligations required to comply with the Rule in connection with offering of the Obligations.

“Rule” means Rule 15c2-12(b)(5) adopted by the SEC under the Securities Exchange Act of 1934, as the same may be amended from time to time. Reference is also made to SEC Release No. 34-83885 (File No. S7-01-17) for additional information relating to the Issuer’s compliance with this Certificate.

“SEC” means the Securities and Exchange Commission or any successor to its functions governing state and municipal securities.

Section 3. Provision of Annual Reports.

(a) The Issuer shall, or shall cause the Dissemination Agent to, on or before, each December 31, commencing December 31, 2025, provide to the MSRB, filed in accordance with Section 1(b) of this Disclosure Certificate, an Annual Report which is

consistent with the requirements of Section 4 of this Disclosure Certificate. In each case, the Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Certificate; provided that the Audited Financial Statements of the Issuer may be submitted separately from the balance of the Annual Report and later than the date required above for the filing of the Annual Report if they are not available by that date; provided, however, unaudited financial information will be provided and the Audited Financial Statements will be submitted to the MSRB when and if available. The Issuer may provide the Annual Report by specific reference to documents previously provided to the MSRB or filed with the SEC; provided, however, that if the document so referenced is a final official statement within the meaning of the Rule, such final official statement must be available from the MSRB.

(b) Not later than 15 days prior to the date specified in subsection (a) for providing the Annual Report to the MSRB, the Issuer shall provide the Annual Report to the Dissemination Agent (if the Issuer is not the Dissemination Agent).

(c) If the Issuer is unable or fails to provide an Annual Report by the date required in subsection (a), the Issuer shall send in a timely manner a notice of such fact to the MSRB in the format prescribed by the MSRB, as described in Section 1(b) of this Disclosure Certificate.

Section 4. Content of Annual Reports. The Issuer's Annual Report shall contain or incorporate by reference the following information:

(i) The annual Audited Financial Statements of the Issuer for the prior fiscal year; (ii) current financial and operating data of recent date updating the financial and operating data set forth in the Official Statement under the caption "THE NORTH DAKOTA PUBLIC FINANCE AUTHORITY"; (iii) the annual Financial Statements of each Other Obligated Person for the prior fiscal year of the Other Obligated Person and annual financial information with respect to each Other Obligated Person similar to or updating that set forth in Appendix A of the Official Statement; and (iv) information updating the information with respect to Capital Financing Program Loans of the Issuer set forth in Appendix B of the Official Statement.

Section 5. Reporting of Significant Events.

(a) The Issuer shall give, or cause to be given notice of the occurrence of any of the following events with respect to the Obligations, in a timely manner not in excess of 10 business days after the occurrence of the event:

- (1) principal and interest payment delinquencies;
- (2) unscheduled draws on debt service reserves reflecting financial difficulties;
- (3) unscheduled draws on credit enhancements reflecting financial difficulties;

(4) substitution of credit or liquidity providers, if any, or their failure to perform;

(5) adverse tax opinions or the issuance by the IRS of proposed or final determinations of taxability or of a Notice of Proposed Issue (IRS Form 5701-TEB);

(6) tender offers;

(7) defeasances;

(8) rating changes;

(9) bankruptcy, insolvency, receivership or similar event of the Issuer;
or

(10) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation, any of which reflect financial difficulties.

(b) The Issuer shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Obligations, *if material*, in a timely manner not in excess of 10 business days after the occurrence of the event:

(1) non-payment related defaults;

(2) unless described in (a)(5) above, other notices or determinations by the IRS with respect to the tax-exempt status of the Obligations, or other events affecting the tax-exempt status of the Obligations;

(3) modifications to rights of holders of the Obligations;

(4) bond calls;

(5) release, substitution or sale of property securing repayment of the Obligations;

(6) the consummation of a merger, consolidation or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms;

(7) appointment of a successor or additional trustee or the change of name of a trustee; or

(8) incurrence of a Financial Obligation or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation, any of which affect security holders.

(c) For the purposes of the event identified in subsection (a)(9), the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Issuer in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Issuer, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan or reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Issuer.

(d) Whenever the Issuer obtains knowledge of the occurrence of a Listed Event under subsection (b), the Issuer shall as soon as possible determine if such event would constitute material information for holders of Obligations.

(e) Unless otherwise required by law, the Issuer shall submit the information in the format prescribed by the MSRB, as described in Section 1(b) of this Disclosure Certificate.

Section 6. Termination of Reporting Obligation. The Issuer's obligations under this Disclosure Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Obligations.

Section 7. Dissemination Agent. The Issuer may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the Issuer pursuant to this Disclosure Certificate. If at any time there is not any other designated Dissemination Agent, the Issuer shall be the Dissemination Agent.

Section 8. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the Issuer may amend this Disclosure Certificate and any provision of this Disclosure Certificate may be waived if such amendment or waiver is supported by an opinion of nationally recognized bond counsel to the effect that such amendment or waiver would not, in and of itself, cause the undertaking herein to violate the Rule if such amendment or waiver had been effective on the date hereof but taking into account any subsequent change in or official interpretation of the Rule.

Section 9. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event,

in addition to that which is required by this Disclosure Certificate. If the Issuer chooses to include any information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is specifically required by this Disclosure Certificate, the Issuer shall have no obligation under this Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

Section 10. Default. In the event of a failure of the Issuer to comply with any provision of this Disclosure Certificate, any holder or beneficial owner of the Obligations may take such action as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the Issuer to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an event of default under the Resolution, and the sole remedy under this Disclosure Certificate in the event of any failure of the Issuer to comply with this Disclosure Certificate shall be an action to compel performance.

Section 11. Duties, Immunities and Liabilities of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate, and the Issuer agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorney fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or willful misconduct. The obligations of the Issuer under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Obligations.

Section 12. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the Issuer, the Dissemination Agent, the Participating Underwriter and holders and beneficial owners from time to time of the Obligations, and shall create no rights in any other person or entity.

Section 13. Reserved Rights. The Issuer reserves the right to discontinue providing any information required under the Rule if a final determination should be made by a court of competent jurisdiction that the Rule is invalid or otherwise unlawful or, subject to the provisions of Section 8 hereof, to modify the undertaking under this Disclosure Certificate if the Issuer determines that such modification is required by the Rule or by a court of competent jurisdiction.

Dated as of October __, 2025.

NORTH DAKOTA PUBLIC FINANCE
AUTHORITY

By _____
Its Executive Director

APPENDIX E

**EXTRAORDINARY MANDATORY REDEMPTION OF SERIES 2025A BONDS –
AMORTIZED ISSUE PRICE**

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AMORTIZED ISSUE PRICES AND REDEMPTION PRICES

Redemption Prices
North Dakota Public Finance Authority
Series 2025A Amortized Price – August 1, 2026 Call

Maturity Date	Amortized Price	Call Price	Redemption Price	Per \$5,000 Bond
6/1/2026				
6/1/2027				
6/1/2028				
6/1/2029				
6/1/2030				
6/1/2031				
6/1/2032				
6/1/2033				
6/1/2034				
6/1/2035				
6/1/2036				
6/1/2037				
6/1/2038				
6/1/2039				
6/1/2040				
6/1/2041				
6/1/2042				
6/1/2043				
6/1/2044				
6/1/2045				

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APPENDIX F

Official Terms of Sale

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OFFICIAL TERMS OF SALE
\$45,150,000*
North Dakota Public Finance Authority
Capital Financing Program Bonds, Series 2025A

NOTICE IS HEREBY GIVEN THAT \$45,150,000* Capital Financing Program Bonds, Series 2025A, of the North Dakota Public Finance Authority will be offered for sale according to the following terms:

TIME AND PLACE: Facsimile or electronic bids will be received at the offices of PFM Financial Advisors LLC, 45 South 7th Street, Suite 2950, Minneapolis, Minnesota 55402 on Wednesday, October 1, 2025 until 10:30 A.M., Central Daylight Time. Electronic proposals must be submitted through Dalcomp/Parity (the “Approved Provider”). The Executive Director of the Authority will consider the bids and award the sale by 3:00 P.M. on the same day.

If any provisions in this Official Terms of Sale conflict with information provided by the Approved Provider, the Official Terms of Sale shall control. Further information about the Approved Provider, including any fee charged, may be obtained from Dalcomp/Parity, 395 Hudson Street, New York, New York 10014, Eric Washington, 212/404-8102. The Authority assumes no responsibility or liability for proposals submitted through the Approved Provider.

PURPOSE: To refund the Authority’s outstanding Capital Financing Program Bonds, Series 2015B (the “Series 2015B Bonds”) and Capital Financing Program Bonds, Series 2015C (the “Series 2015C Bonds”) (together, the “Refunded Bonds”) and thereby refinance loans made to the Cities of Forman, Watford and Zap with the proceeds of the Refunded Bonds.

DATE OF BONDS: Date of delivery.

INTEREST PAYMENTS: December 1, 2025 and semiannually thereafter on June 1 and December 1.

MATURITY: June 1 in the years and amounts as follows:

<u>Year</u>	<u>Amount*</u>	<u>Year</u>	<u>Amount*</u>
2026	\$2,220,000	2036	\$1,440,000
2027	2,325,000	2037	1,515,000
2028	2,445,000	2038	1,590,000
2029	2,565,000	2039	1,670,000
2030	2,700,000	2040	1,755,000
2031	2,650,000	2041	1,850,000
2032	2,790,000	2042	1,940,000
2033	2,925,000	2043	2,045,000
2034	3,085,000	2044	2,145,000
2035	3,235,000	2045	2,260,000

Bidders may specify that Series 2025A Bonds of any maturities shall be consolidated into one or more term bonds having a stated maturity date on the last maturity so consolidated, and that such term bonds shall be redeemed by the Authority on the dates and in the amounts shown above for the maturities so consolidated; but any maturities not so consolidated will mature on the dates and in the amounts set forth above.

SENSITIVITY: Following the receipt of the bids, the Authority reserves the right to adjust the principal amount. If the issue size is adjusted, the purchase price will be adjusted to ensure that the percentage net compensation (i.e. the percentage resulting from dividing (i) the aggregate difference between the offering price of the Series 2025A Bonds to the public and the price to be paid to the Authority (excluding accrued interest), less any bond insurance premium to be paid by the bidder, by (ii) the principal amount of the Series 2025A Bonds) remains constant.

* Preliminary, subject to adjustment.

REDEMPTION: All Series 2025A Bonds maturing on or after June 1, 2036 are subject to redemption and prior payment in whole or in part, and if in part, in such order as the Authority may determine, on June 1, 2035 and any date thereafter on 30 days' mailed notice, at par and accrued interest.

EXTRAORDINARY OPTIONAL REDEMPTION: The Series 2025A Bonds shall be subject to redemption and payment prior to maturity on August 1, 2026 in such amounts on each such date as are necessary to maintain the exclusion from gross income for federal income tax purposes of the interest on the Series 2025A Bonds. The redemption price for any redemption shall be 100% of the amortized issue price, plus accrued interest on the principal amount redeemed to the date of redemption.

TERM BOND OPTION: Bids for the Series 2025A Bonds may contain a maturity schedule providing for any combination of serial bonds and term bonds, subject to mandatory redemption, so long as the amount of principal maturing or subject to mandatory redemption in each year conforms to the maturity schedule set forth above.

CUSIP NUMBERS: The Authority will assume no obligation for the assignment of CUSIP numbers for the Series 2025A Bonds or for the correctness of any such numbers printed thereon, but the Authority will permit such printing to be done at the expense of the purchaser, if the purchaser waives any extension of the time of the delivery of the Series 2025A Bonds caused thereby.

DELIVERY: Within 30 days following the date of their award, the Authority will deliver to the Bond Registrar the printed and executed bonds subject to the approving legal opinion of Kutak Rock LLP, Bond Counsel, Minneapolis, Minnesota, and customary closing certificates, including a certificate that the Official Statement did not at the date of delivery of the Series 2025A Bonds contain any untrue statement of a material fact or fail to state a material fact necessary in order to make the statements contained therein not misleading and a certificate as to absence of material litigation. Series 2025A Bonds will be delivered against payment in immediately available funds at the Authority's designated depository on the date of delivery. Delivery is expected on or about October 15, 2025.

BOOK ENTRY SYSTEM: The Series 2025A Bonds will be issued by means of a book entry system with no physical distribution of Series 2025A Bonds made to the public. The Series 2025A Bonds will be issued in fully registered form and one Series 2025A Bond, representing the aggregate principal amount of the Series 2025A Bonds maturing in each year, will be registered in the name of Cede & Co. as nominee of The Depository Trust Company ("DTC"), New York, New York, which will act as securities depository of the Series 2025A Bonds. Individual purchasers of the Series 2025A Bonds may be made in the principal amount of \$5,000 or any multiple thereof of a single maturity through book entries made on the books and records of DTC and its participants. Principal and interest are payable by the Authority to DTC or its nominee as registered owner of the Series 2025A Bonds. Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC; transfer of principal and interest payments to beneficial owners by participants will be the responsibility of such participants and other nominees of beneficial owners. The purchaser, as a condition of delivery of the Series 2025A Bonds, will be required to deposit the Series 2025A Bonds with DTC.

TYPE OF BID: Sealed bids for not less than \$44,924,250 (99.5%) plus accrued interest from the date of the Series 2025A Bonds to the date of delivery must be received by the Authority prior to the time specified above.

SUBMISSION OF PROPOSALS: PFM Financial Advisors LLC will assume no liability for the inability of the proposer to reach PFM Financial Advisors LLC prior to the time of sale specified above. All proposers are advised that each proposal shall be deemed to constitute a contract between the proposer and the Authority to purchase the Bonds regardless of the manner by which the proposal is submitted.

Facsimile Proposals. Proposals may be submitted by fax (612) 338-7264 to PFM Financial Advisors LLC. Signed proposals, without final price or coupons, may be submitted to PFM Financial Advisors LLC prior to the time of sale. The proposer shall be responsible for submitting to PFM Financial Advisors LLC the final proposal price and coupons, by fax (612) 338-7264 for inclusions in the submitted proposal.

OR

Electronic Proposals. Electronic proposals may be submitted through PARITY® for purposes of the electronic proposal process, the time as maintained by PARITY® shall constitute the official time with respect to all proposals submitted to PARITY®. *Each proposer shall be solely responsible for making necessary arrangements to access PARITY® for purposes of submitting its electronic proposal in a timely manner and in compliance with the requirements of the Official Terms of Sale.* Neither the Authority, its agents nor PARITY® shall have any duty or obligation to provide or ensure electronic access to any qualified prospective proposer, and neither the Authority, its agents nor PARITY® shall be responsible for any failure in the

proper operation of, or have any liability for any delays or interruptions of or any damages caused by PARITY®. The Authority is using the services of PARITY® solely as a communication mechanism to conduct the electronic proposals for the Bonds, and PARITY® is not an agent of the Authority.

If any provisions of this Official Terms of Sale conflict with information provided by PARITY®, this Official Terms of Sale shall control. Further information about PARITY®, including any fee charged, may be obtained from PARITY® at (212) 849-5021.

GOOD FAITH DEPOSIT: Following the award of the sale, the winning bidder will be required to submit a Good Faith Deposit (the “Deposit”) in the form of a certified or cashier’s check or a wire in the amount of \$451,500, payable to the order of the North Dakota Public Finance Authority, no later than 3:30 P.M. C.T. on the day of the award. No interest on the Deposit will accrue to the Purchaser. The Deposit will be applied to the purchase price of the Series 2025A Bonds. In the event the Purchaser fails to honor its accepted bid, the Deposit will be retained by the Issuer.

TERMS OF BIDS: All rates must be in integral multiples of 1/20th or 1/8th of one percent. In addition, no Series 2025A Bonds maturing on or after June 1, 2036 may bear an interest rate less than 5.00%. All Series 2025A Bonds of the same maturity shall bear a single uniform rate from date of issue to maturity. Each bid must be for the entire principal amount of the Series 2025A Bonds. The purchase price will be adjusted proportionately with any adjustment in the size of the issue as described above.

AWARD: The bid offering the lowest true interest cost will be deemed most favorable. The true interest cost is computed as the discount rate which, when used with semiannual compounding to determine the present worth of the principal and interest payments as of the date of the Series 2025A Bonds, produces an amount equal to the purchase price. If two or more bids provide the same lowest true interest cost, the Authority shall determine which bid shall be accepted, and such determination shall be final.

The Authority reserves the right to reject any and all bids, to waive any informality in any bid and to adjourn the sale.

ESTABLISHMENT OF ISSUE PRICE AT TIME OF AWARD: In order to establish the issue price of the Series 2025A Bonds for federal income tax purposes, the Authority requires proposers to agree to the following, and by submitting a proposal, each proposer agrees to the following.

If a proposal is submitted by a potential underwriter, the proposer confirms that (i) the underwriters have offered or reasonably expect to offer the Series 2025A Bonds to the public on or before the date of the award at the offering price (the “initial offering price”) for each maturity as set forth in the proposal and (ii) the proposer, if it is the winning proposer (the “Purchaser”), shall require any agreement among underwriters, selling group agreement, retail distribution agreement or other agreement relating to the initial sale of the Series 2025A Bonds to the public to which it is a party to include provisions requiring compliance by all parties to such agreements with the provisions contained herein. For purposes hereof, Series 2025A Bonds with a separate CUSIP number constitute a separate “maturity,” and the public does not include underwriters (including members of a selling group or retail distribution group) or persons related to underwriters.

If, however, a proposal is submitted for the proposer’s own account in a capacity other than as an underwriter of the Series 2025A Bonds, and the proposer has no current intention to sell, reoffer, or otherwise dispose of the Series 2025A Bonds, the proposer shall notify the Authority to that effect at the time it submits its proposal and shall provide a certificate to that effect in place of the certificate otherwise required below.

If the Purchaser intends to act as an underwriter, the Authority shall advise the Purchaser at or prior to the time of award whether (i) the competitive sale rule or (ii) the “hold-the-offering price” rule applies.

If the Authority advises the Purchaser that the requirements for a competitive sale have been satisfied and that the competitive sale rule applies, the Purchaser will be required to deliver to the Authority at or prior to closing a certification, substantially in the form attached hereto as Exhibit A-1, as to the reasonably expected initial offering price as of the award date.

If the Authority advises the Purchaser that the requirements for a competitive sale have not been satisfied and that the “hold-the-offering price” rule applies, the Purchaser shall (1) upon the request of the Authority confirm that the underwriters did not offer or sell any maturity of the Series 2025A Bonds to any person at a price higher than the initial offering price of that maturity during the period starting on the award date and ending on the earlier of (a) the close of the fifth business day after the sale date or (b) the date on which the underwriters have sold at least 10% of that maturity to the public at or below the initial offering price; and (2) at or prior to closing, deliver to the Authority a certification substantially in the form attached hereto as Exhibit A-2, together with a copy of the pricing wire.

Any action to be taken or documentation to be received by the Authority pursuant hereto may be taken or received on behalf of the Authority by PFM Financial Advisors LLC, the Authority's municipal advisor.

Proposers should prepare their proposals on the assumption that the Series 2025A Bonds will be subject to the "hold-the-offering-price" rule. Any proposal submitted pursuant to the Official Terms and Conditions of Bond Sale shall be considered a firm offer for the purchase of the Series 2025A Bonds, and proposals submitted will not be subject to cancellation or withdrawal.

OFFICIAL STATEMENTS: The Authority has prepared an Official Statement dated September 24, 2025, which the Authority deems to be a preliminary or "near-final" Official Statement as that term is defined in Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"). The Official Statement is available to prospective bidders and to others who request copies from the Authority or its financial advisor, PFM Financial Advisors LLC

Not later than seven business days following the award of the Series 2025A Bonds, the Authority shall provide copies of the Final Official Statement, as that term is used in the Rule, to the successful purchaser of the Series 2025A Bonds. The Final Official Statement will be the Official Statement dated October 1, 2025, and the addendum which includes the maturity dates and amounts, interest rates and reoffering yields or prices, credit ratings and any other information required by law. Any such addendum shall, on or after the date thereof, be fully incorporated in the Final Official Statement by reference.

The Purchaser will be supplied with Final Official Statements in a quantity sufficient to meet their request. Up to 50 copies of the Final Official Statement will be furnished without cost.

CONTINUING DISCLOSURE: In accordance with the Rule, the Authority will undertake, pursuant to a Continuing Disclosure Certificate, to provide annual reports and notices of certain events. A description of this undertaking is set forth in the Official Statement. The purchaser's obligation to purchase the Series 2025A Bonds will be conditioned upon its receiving the Continuing Disclosure Certificate at or prior to delivery of the Series 2025A Bonds.

Dated: September 24, 2025

BY ORDER OF THE NORTH DAKOTA
INDUSTRIAL COMMISSION

/s/ DeAnn Ament
Executive Director
North Dakota Public Finance Authority

Further information may be obtained from:
PFM Financial Advisors LLC
45 South 7th Street, Suite 2950
Minneapolis, MN 55402
(612) 338-3535

EXHIBIT A-1

ISSUE PRICE CERTIFICATE FOR COMPETITIVE SALES WITH AT LEAST THREE BIDS FROM ESTABLISHED UNDERWRITERS

\$[PRINCIPAL AMOUNT]
[BOND CAPTION]

ISSUE PRICE CERTIFICATE

The undersigned, on behalf of [NAME OF UNDERWRITER] (“[SHORT NAME OF UNDERWRITER]”), hereby certifies as set forth below with respect to the sale of the obligations named above (the “Bonds”).

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 [SHORT NAME OF UNDERWRITER] are the prices listed in Schedule A (the “Expected Offering Prices”). The Expected Offering Prices are the prices for the Maturities of the Bonds used by [SHORT NAME OF UNDERWRITER] in formulating its bid to purchase the Bonds. Attached as Schedule B is a true and correct copy of the bid provided by [SHORT NAME OF UNDERWRITER] to purchase the Bonds.

(b) [SHORT NAME OF UNDERWRITER] was not given the opportunity to review other bids prior to submitting its bid.

(c) The bid submitted by [SHORT NAME OF UNDERWRITER] constituted a firm offer to purchase the Bonds.

2. *Defined Terms.*

(a) *Maturity* means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities.

(b) *Public* means any person (*i.e.*, an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. Persons generally are “related parties” for purposes of this certificate if they have more than 50 percent common ownership or control, directly or indirectly.

(c) *Sale Date* means the first day on which there is a binding contract in writing for the sale of the respective Maturity of the Bonds. The Sale Date of each Maturity of the Bonds is [DATE].

(d) *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 retail 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 [SHORT NAME OF UNDERWRITER]’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 Issuer[and the Borrower] with respect to certain of the representations set forth in the [Tax Certificate][Tax Exemption Agreement] and with respect to compliance with the federal income tax rules affecting the Bonds, and by [BOND COUNSEL] in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038[-G][-GC][-TC], and other federal income tax advice that it may give to the Issuer [and the Borrower] from time to time relating to the Bonds.

[UNDERWRITER]

By: _____

Name: _____

Dated: [ISSUE DATE]

SCHEDULE A
EXPECTED OFFERING PRICES
(Attached)

SCHEDULE B
COPY OF UNDERWRITER'S BID
(Attached)

EXHIBIT A-2

ISSUE PRICE CERTIFICATE –COMPETITIVE SALES WITH FEWER THAN THREE BIDS FROM ESTABLISHED UNDERWRITERS – HOLD OFFERING PRICE

\$[PRINCIPAL AMOUNT]
[BOND CAPTION]

ISSUE PRICE CERTIFICATE

The undersigned, on behalf of [NAME OF UNDERWRITER/REPRESENTATIVE] (“[SHORT NAME OF UNDERWRITER]”)[the “Representative”]), on behalf of itself and [NAMES OF OTHER UNDERWRITERS] (together, the “Underwriting Group”), hereby certifies as set forth below with respect to the sale of the obligations named above (the “Bonds”).

1. ***Sale of the General Rule Maturities.*** As of the date of this certificate, for each Maturity of the General Rule Maturities, the first price at which at least 10% of such Maturity was sold to the Public is the respective price listed in Schedule A.

2. ***Initial Offering Price of the Hold-the-Offering-Price Maturities.***

(a) [SHORT NAME OF UNDERWRITER][The Underwriting Group] offered the Hold-the-Offering-Price Maturities to the Public for purchase at the specified initial offering prices listed in Schedule B (the “Initial Offering Prices”) on or before the Sale Date. If there is a Hold-the-Offering-Price Maturity, a copy of the pricing wire for the Bonds is attached to this certificate as Schedule C.

(b) As set forth in the [Bond Purchase Agreement][Notice of Sale and bid award], [SHORT NAME OF UNDERWRITER][each member of the Underwriting Group] has agreed in writing that, (i) for each Maturity of the Hold-the-Offering-Price Maturities it would neither offer nor sell any of the Bonds of such Maturity to any person at a price that is higher than the Initial Offering Price for such Maturity during the Holding Period for such Maturity (the “Hold-the-Offering-Price Rule”), and (ii) any selling group agreement shall contain the agreement of each dealer who is a member of the selling group, and any retail distribution agreement shall contain the agreement of each broker-dealer who is a party to the retail distribution agreement, to comply with the Hold-the-Offering-Price Rule. Based on its own knowledge and, in the case of sales by other Underwriters, representations obtained from the other Underwriters, no Underwriter has offered or sold any Maturity of the Hold-the-Offering-Price Maturities at a price that is higher than the respective Initial Offering Price for that Maturity of the Bonds during the Holding Period.

3. ***Defined Terms.***

(a) *General Rule Maturities* means those Maturities of the Bonds, if any, listed in Schedule A hereto as the “General Rule Maturities.”

(b) *Hold-the-Offering-Price Maturities* means those Maturities of the Bonds, if any, listed in Schedule B hereto as the “Hold-the-Offering-Price Maturities.”

(c) *Holding Period* means, with respect to a Hold-the-Offering-Price Maturity, the period starting on the Sale Date and ending on the earlier of (i) the close of the fifth business day after the Sale Date ([DATE]), or (ii) the date on which [SHORT NAME OF UNDERWRITER][the Underwriters] [has][have] sold at least 10% of such Hold-the-Offering-Price Maturity to the Public at one or more prices, each of which is no higher than the Initial Offering Price for such Maturity.

(d) *Issuer* means [DESCRIBE ISSUER].

(e) *Maturity* means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities.

(f) *Public* means any person (*i.e.*, an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. Persons generally are “related parties” for purposes of this certificate if they have more than 50 percent common ownership or control, directly or indirectly.

(g) *Sale Date* means the first day on which there is a binding contract in writing for the sale of the respective Maturity of the Bonds. The Sale Date of each Maturity of the Bonds is [DATE].

(h) *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 retail 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 [NAME OF UNDEWRITING FIRM][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 Issuer[and the Borrower] with respect to certain of the representations set forth in the [Tax Certificate][Tax Exemption Agreement] and with respect to compliance with the federal income tax rules affecting the Bonds, and by [BOND COUNSEL] in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038[-G][-GC][-TC], and other federal income tax advice that it may give to the Issuer [and the Borrower] from time to time relating to the Bonds.

[UNDERWRITER][REPRESENTATIVE]

By: _____

Name: _____

Dated: [ISSUE DATE]

SCHEDULE A
SALE PRICES OF THE GENERAL RULE MATURITIES
(Attached)

SCHEDULE B

INITIAL OFFERING PRICES OF THE HOLD-THE-OFFERING-PRICE MATURITIES

(Attached)

SCHEDULE C
PRICING WIRE
(Attached)

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OFFICIAL BID FORM

(Series 2025A Bonds)

Executive Director
North Dakota Public Finance Authority
Bismarck, North Dakota

Sale Date: October 1, 2025

For the principal amount of \$45,150,000* Capital Financing Program Bonds, Series 2025A, legally issued and as described in the Official Terms of Sale, we will pay the North Dakota Public Finance Authority \$_____ (not less than \$44,924,250) plus accrued interest on the total principal of \$45,150,000* to date of delivery, provided the Series 2025A Bonds bear the following interest rates:

<u>Due</u> <u>June 1</u>	<u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Due</u> <u>June 1</u>	<u>Amount</u>	<u>Interest</u> <u>Rate</u>
2026	\$2,220,000	_____ %	2036	\$1,440,000	_____ %
2027	2,325,000	_____ %	2037	1,515,000	_____ %
2028	2,445,000	_____ %	2038	1,590,000	_____ %
2029	2,565,000	_____ %	2039	1,670,000	_____ %
2030	2,700,000	_____ %	2040	1,755,000	_____ %
2031	2,650,000	_____ %	2041	1,850,000	_____ %
2032	2,790,000	_____ %	2042	1,940,000	_____ %
2033	2,925,000	_____ %	2043	2,045,000	_____ %
2034	3,085,000	_____ %	2044	2,145,000	_____ %
2035	3,235,000	_____ %	2045	2,260,000	_____ %

In making this offer, we accept the terms and conditions as defined in the Official Terms of Sale published in the Official Statement dated September __, 2025. All blank spaces of this offer are intentional and are not to be construed as an omission.

Bonds maturing in the years ____ through ____, to be accumulated into a Term Bond maturing June 1, ____.

Bonds maturing in the years ____ through ____, to be accumulated into a Term Bond maturing June 1, ____.

Bonds maturing in the years ____ through ____, to be accumulated into a Term Bond maturing June 1, ____.

The Bonds mature on June 1 in each of the years as indicated above and interest is payable on December 1, 2025 and semiannually thereafter on June 1 and December 1 of each year.

* Preliminary, subject to change.

NOT PART OF THE BID
Explanatory Note: According to our computation, this bid involves the following:
\$ _____ Net Interest Cost
_____ % True Interest Rate (TIC)

Respectfully submitted,

Account Manager

By _____

(A list of account members is on the reverse side of this proposal.)

The foregoing offer is hereby accepted by and on behalf of the North Dakota Public Finance Authority this 1st day of October 2025.

Executive Director,
North Dakota Public Finance Authority