

NOTICE OF SALE DATED OCTOBER 29, 2025

KENNEBUNK SEWER DISTRICT, MAINE \$11,500,000 2025 SEWER SYSTEM REVENUE BOND ANTICIPATION NOTES

This Notice of Sale sets forth only a brief summary of certain provisions of Kennebunk Sewer District, Maine (the "District") 2025 Sewer System Revenue Bond Anticipation Notes (the "Notes").

SEALED PROPOSALS will be received by District at the office of Moors & Cabot, Inc. (the "Municipal Advisor"), One Federal Street, 19th Floor, Boston, Massachusetts until:

11:00 O'CLOCK A.M. (E.S.T.) TUESDAY, NOVEMBER 4, 2025

at which time and place all such proposals will be publicly opened and announced for the sale of \$11,500,000 2025 Sewer System Revenue Bond Anticipation Notes (the "Notes") of the District.

Form of Notes

The Notes will be dated November 18, 2025, will mature on November 18, 2026. The Notes will be issued only in fully-registered form, without coupons, with one certificate per maturity and, when issued, will be registered in the name of Cede & Co., as bond owner and nominee for The Depository Trust Company ("DTC" as hereinafter defined; or the "Securities Depository"). DTC will act as the securities depository for the Notes. Purchases of the Notes will be made in book-entry form, in the minimum denomination of \$5,000 or any integral multiple thereof. The Notes will bear interest (accrued on the basis of a 360-day year with twelve 30-day months), payable on the date of maturity. It is expected that the Notes will be available for delivery on or about November 18, 2025.

The Notes are not subject to redemption prior to their stated date of maturity.

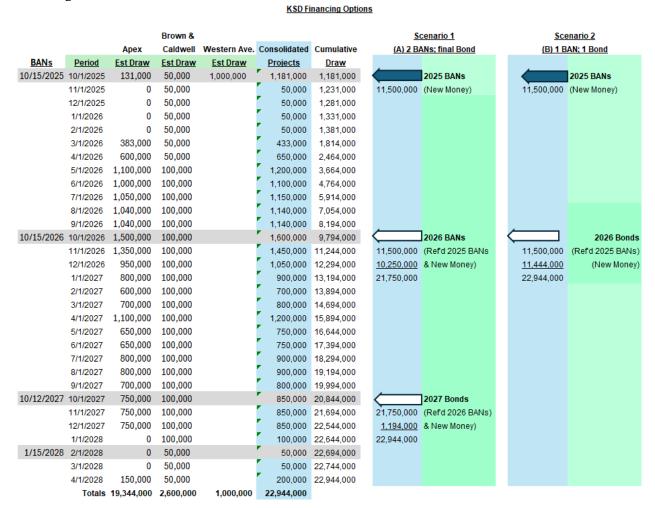
Principal of and interest on the Notes will be payable in Clearing House Funds to DTC, or its nominee, as registered owner of the Notes by U.S. Bank Trust Company, National Association, Boston, Massachusetts, as paying agent (the "Paying Agent"). Transfer of principal and interest payments to Participants of DTC will be the responsibility of DTC. Transfer of principal and interest payments to Beneficial Owners (as hereinafter defined) will be the responsibility of such Participants and other nominees of Beneficial Owners. The District will not be responsible or liable for maintaining, supervising or reviewing the records maintained by DTC, its Participants or persons acting through such Participants.

The original Note certificates to be immobilized at DTC will be prepared under the supervision of and authenticated by U.S. Bank Trust Company, National Association, Boston, Massachusetts, Paying Agent, and their legality approved by Pierce Atwood LLP, of Portland, Maine, Bond Counsel to the District ("Bond Counsel"), whose opinion will be furnished to the purchaser without charge.

Authorization and Purpose, the Project, and Plan of Financing

The Notes are being issued to finance the design, construction and equipping of a new biological nitrogen removal wastewater treatment system at the District's wastewater treatment facility, including but not limited to work or construction on clarifiers, tanks, pumps, instrumentation, electronics, blowers, compressors, and other equipment, and the rehabilitation of the gravity sewer system in lower village that

includes Port Road, Western Avenue, and Beach Avenue (the "Projects"). The District has the power and authority to issue the Notes pursuant to Section 9-A of its Charter and by resolutions authorizing the Notes adopted by the Board of Trustees of the District on March 5, 2024. The District contemplates two possible scenarios to provide funds to finance the Projects, as follows. The District's current plans of financing:



Legal and Security

The legal opinion of Bond Counsel will be provided to the original purchaser and will indicate that the Notes are valid and binding legal obligations of the Kennebunk Sewer District (the "District"), and are payable as to principal, premium, if any, and interest from sewer rates, fees, entrance charges, assessments, rents, supplemental charges and other lawful charges established by the District. Section 16 of the District Charter provides that the District rates for services shall be so established by its Trustees to produce revenue to pay, *inter alia*, the current expenses for operating and maintaining the District's sewerage, drainage and treatment system and to provide for the payment of the principal of, premium, if any, and interest on all bonds and notes issued by the District, including the Notes. The District does not have the power of taxation. The opinion will indicate that the obligations of the District, including the Notes, are subject to bankruptcy, insolvency, reorganization, moratorium or other laws affecting the rights and remedies of creditors generally and are subject to the exercise of judicial discretion in appropriate cases. The opinion will be dated and given on and will speak as of the date of original delivery of the Notes to the original purchasers

The Notes <u>will not be</u> designated as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

There is no litigation, threatened or pending, affecting the validity of the Notes, the corporate existence or the boundaries of the District, or the title of the present officers to their respective offices, and the purchaser or purchasers will be furnished with a certificate to this effect.

Bid Specifications

Bids must specify a rate of interest in a multiple of one-hundredth (1/100) of one percent (1%) per annum per portion of the par value of Notes being bid. Pursuant to Title 20-A, Section 1490(2)(A) of the Maine Revised Statutes, bonds or notes may not be initially sold for less than par. Therefore, Original Issue Discount is prohibited.

- *Minimum Bid:* Only bids at or greater than 100.252174% of the issue amount (or \geq \$29,000.00) bid premium) will be accepted;
- Application of Bid Premium: Bid premium may be used to apply funds to pay for costs of issuance, capitalized interest, reduce the par amount of Notes, or to apply to costs of the projects financed with the Notes.
- A "Good Faith" deposit is not required.

Only split bids greater than or equal to a minimum of \$1,000,000 of the par value of the Notes will be considered. If any of the Notes are awarded in a principal amount less than the total amount of the bid, any premium offered in connection therewith shall be pro-rated accordingly. As between proposals which comply with this Notice, each series of Notes will be awarded to the bidder whose proposal offers to purchase the respective series of Notes at the lowest Net Interest Cost ("NIC"), such cost under each proposal to be determined by computing the total amount of interest payable on the Notes, from their date until their maturity date and deducting there from the premium, if any, offered in such proposal progressively until all of the Notes are bid. If there be more than one proposal making said offer at the same lowest NIC, the Notes will be sold to the bidder whose proposal is selected by the District by lot from among all such proposals. Bids must be submitted:

- (a) In a sealed envelope marked "Proposal for Notes" and addressed to Kennebunk Sewer District, Maine, c/o Moors & Cabot, Inc. Banking & Advisory Group, One Federal Street, Boston, MA 02110;
- (b) Although telephone bids will not be accepted by the District, the Municipal Advisor will prepare sealed bids as agent for the bidder, per telephone instructions received at (617) 314-0258 *prior to sale time on Tuesday, November 4, 2025.* The Municipal Advisor shall not be responsible for any errors or omissions in connection with bids submitted as agent on behalf of any bidder.

The Municipal Advisor may be contacted as follows:

Joseph P. Cuetara, Senior Vice President Moors & Cabot, Inc. – Banking & Advisory Group One Federal Street Boston, MA 02110 jcuetara@moorscabot.com

- (c) Via FACSIMILE copy to the Municipal Advisor at (617) 314-0258 received not later than sale time on Tuesday, November 4, 2025; or
- (d) Electronically via i-DealSM *PARITY*® in accordance with this Notice of Sale, until 11:00 A.M. (E.S.T.), but no bid will be received after the time for receiving bids specified above. To the extent

any instructions or directions set forth in *PARITY*® conflict with this Notice of Sale, the terms of this Notice of Sale shall control. Each bidder submitting an electronic bid understands and agrees by doing so that it is solely responsible for all arrangements with *PARITY*®, that the District neither endorses nor encourages the use of *PARITY*®, and that *PARITY*® is not acting as an agent of the District. Instructions and forms for submitting electronic bids must be obtained directly from *PARITY*®. For further information about *PARITY*®, potential bidders should contact Dalcomp at 1359 Broadway, 2nd Floor, New York, New York 10018, telephone (212) 849-5021.

The District assumes no responsibility for ensuring or verifying bidder compliance with *PARITY*® procedures. The District shall be entitled to assume that any bid received via *PARITY*® has been made by a duly authorized agent of the bidder. The District, the Municipal Advisor and Bond Counsel assume no responsibility for any malfunction of the *PARITY*® system, any failure of a bid to be received at the official time, or any error contained in any bid submitted electronically. The official time for receipt of bids will be determined by the District at the place of bid opening, and the District shall not be required to accept the time kept by *PARITY*® as the official time. In the event of a malfunction of the *PARITY*® system, bidders should submit their bids as discussed in the above (a), (b) or (c) manner on the OFICIAL BID LETTER attached hereto.

The right is reserved to reject any or all proposals and to accept or reject any proposal not complying with this Notice of Sale, and, so far as permitted by law, to waive any irregularity or informality with respect to any proposal. A final decision as to the award of the bid rests with and is subject to written confirmation by the Treasurer of the District. When the successful bidder has been ascertained, the District will notify such bidder.

CUSIPs

Rule G-34 requires that the purchaser, as the "dealer who acquires" the issue, is(are) expected to provide CUSIP identification numbers in compliance with MSRB Rule G-34, (a)(i) (A)-(H) and is responsible for the registration fee to the CUSIP Bureau for this service. It is anticipated that CUSIP identification numbers will be printed on the Notes. All expenses in relation to the printing of CUSIP numbers on the Notes will be paid for by the District, provided, however, that the District assumes no responsibility for any CUSIP Service Bureau charge or other charges that may be imposed for the assignment of such numbers.

Financial and Operating Information

Additional information concerning the District and the Notes is contained in the Preliminary Official Statement, dated October 29, 2025 which has been distributed and to which prospective bidders are directed. Such Preliminary Official Statement is provided for informational purposes only and is not a part of this Notice of Sale. A copy of the Preliminary Official Statement may be obtained by contacting: Moors & Cabot, Inc. – Banking & Advisory Group, One Federal Street – 19th Floor, Boston, MA 02110; or by telephone at (617) 314-0258.

The Preliminary Official Statement is in a form "deemed final" by the issuer for purposes of SEC Rule 15c2-12(b)(1) but is subject to revision, amendment and completion in a final Official Statement.

Issue Price Certificate

As of the date of delivery of the Notes and as a condition precedent to the delivery of the Notes by the District, the successful bidder shall furnish to the District a certificate in a form provided by and acceptable to Bond Counsel (the "Issue Price Certificate"). The Issue Price Certificate shall state that it is made on the best knowledge, information and belief of the successful bidder after appropriate investigation. The Issue Price Certificate shall set forth:

- (i) The "issue price" of the Notes as defined in Treasury Regulation §1.148-1(f);
- (ii) The weighted average maturity of the Notes as defined in the Internal Revenue Service's "Instructions for Form 8038-G" for Line 21(d);
- (iii) The yield of the Notes (sometimes referred to as the arbitrage yield) as defined in the Internal Revenue Service's "Instructions for Form 8038-G" for Line 21(e); and
- (iv) If a municipal bond insurance policy or similar credit enhancement is obtained with respect to the Notes by the successful bidder, such bidder will also be required to certify as to the net present value savings on the Notes resulting from payment of insurance premiums or other credit enhancement fees.

Further Discussion of Issue Price Certificate.

<u>Competitive Sale Requirements Met.</u> If the competitive sale requirements set forth in Treasury Regulation Section 1.148-1(f)(3)(i) (defining "competitive sale" for purposes of establishing the issue price of the Notes) are satisfied, the Issue Price Certificate will establish the issue price of the Notes under Treasury Regulation Section 1.148-1(f)(2)(iii). To that end, the Municipal Advisor will certify to the successful bidder that the following conditions are true:

- (1) The District has disseminated this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential investors;
- (2) All bidders had an equal opportunity to bid;
- (3) The District received bids from at least three underwriters of municipal Notes who have established industry reputations for underwriting new issuances of municipal Notes; and
- (4) The District awarded the sale of the Notes to the bidder who submits a firm offer to purchase the Notes at the highest price (or lowest interest cost), as set forth in this Notice of Sale.

Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the Notes, as specified in the bid and each bidder, by submitting its bid, agrees that it shall be deemed to confirm that it has an established industry reputation for underwriting new issuances of municipal Notes and that is an "underwriter" that intends to reoffer the Notes to the public.

<u>Competitive Sale Requirements Not Met</u>. If the competitive sale requirements set forth in Treasury Regulation Section 1.148-1(f)(3)(i) are not satisfied, the District shall so advise the winning bidder. If such competitive sale requirements are not met, the Issue Price Certificate will establish the issue price of the Notes under Treasury Regulation Section 1.148-1(f)(2)(i), as follows:

- (i) The District shall treat the first price at which 10% of a maturity of the Notes (the "10% test") is sold to the public as the issue price of that maturity, applied on a maturity-by-maturity basis (and if different interest rates apply within a maturity, to each separate CUSIP number within that maturity). The winning bidder shall advise the District if any maturity of the Notes satisfies the 10% test as of the date and time of the award of the Notes. The District will not require bidders to comply with the "hold-the-offering-price rule" and therefore does not intend to use the initial offering price to the public as of the sale date of any maturity of the Notes as the issue price of that maturity. Bids will not be subject to cancellation in the event that the competitive sale requirements are not satisfied. Bidders should prepare their bids on the assumption that all of the maturities of the Notes will be subject to the 10% test in order to establish the issue price of the Notes.
- (ii) Until the 10% test has been satisfied as to each maturity of the Notes, the winning bidder agrees to promptly report to the District and the Municipal Advisor the prices at which the unsold Notes of that maturity have been sold to the public. That reporting obligation shall

continue, whether or not the closing date has occurred, until the 10% test has been satisfied as to all Notes. The successful bidder shall be obligated to report each sale of Notes to the Municipal Advisor until notified in writing by the District or the Municipal Advisor that it no longer needs to do so.

Moors & Cabot, Inc. has acted as Municipal Advisor to the District with respect to the issuance of the Notes pursuant to Municipal Securities Rulemaking Board Rule G-23. Moors & Cabot, Inc. does not intend to submit a bid on, or participate in an underwriting syndicate for the public distribution of, the Notes.

It is expected that the Notes, in definitive form, will be available for delivery on or about November 18, 2025, against payment of the purchase price in Federal Reserve funds payable to the order of "Kennebunk Sewer District", and will be delivered to The Depository Trust Company, New York City, New York.

October 29, 2025

Wayne A. Brockway Treasurer Kennebunk Sewer District

TERMS

KENNEBUNK SEWER DISTRICT, MAINE \$11,500,000

2025 SEWER SYSTEM REVENUE BOND ANTICIPATION NOTES

ISSUER:	Kennebunk Sewer District, Maine		
TAX ID	01-6005317		
ISSUE:	2025 Sewer System Revenue Bond Anticipation Notes		
PRINCIPAL AMOUNT:	\$11,500,000		
BOND RATINGS	Aa3/AA (not recently reviewed)-		
NOTE RATINGS:	Applied to S&P Global		
INTEREST RATE:	%		
BID:	Premium: (\$) = NIC:()		
REOFFERING:	yield; ()		
DATED DATE:	November 18, 2025		
DUE DATE:	November 18, 2026		
CALL FEATURES:	The Notes are not subject to redemption prior to maturity		
INTEREST DUE:	At maturity or redemption prior to maturity		
BASIS:	30-day months/360-day year		
DAYS:	360 days		
BOND YEARS:	11,500.000 Bond Years		
TAX STATUS:	Federally and State of Maine tax exempt; not subject to AMT		
Q&D STATUS:	The Notes <i>WILL NOT</i> be designated as "qualified tax-exempt obligations for purposes of Section 265(b)(3) of the Code		
PURCHASER(S):			
CUSIP(S):	489297		
NOTE FORM:	Registered CEDE & Co.		
DENOMINATIONS:	Pieces by \$100,000 and \$5,000 thereafter		
CLOSING DATE:	On or about November 18, 2025		
PAYING AGENT:	US Bank Trust Company, National Association, Boston, Massachusetts		
LEGAL OPINION:	Pierce Atwood LLP, Portland, Maine		
MUNICIPAL ADVISOR	Moors & Cabot, Inc., Boston, Massachusetts		

PROPOSED FORM OF BID LETTER KENNEBUNK SEWER DISTRICT, MAINE \$11,500,000

2025 SEWER SYSTEM REVENUE BOND ANTICIPATION NOTES

Sale Date: November 4, 2025

%

Wayne A. Brockway Treasurer Kennebunk Sewer District c/o Moors & Cabot, Inc. Banking & Advisory Group One Federal Street Boston, MA 02110

Dear Mr. Brockway:

interest to date of delivery plus the premium(s), in Federal Reserve Funds as follows:					ar and accrue
Principal	Interest	Interest	(Less	Net Interest	
<u>Amount</u>	<u>Rate</u>	Expense	<u>Premium</u>)	Expense	<u>TIC</u>
	%	\$	\$	\$	%
	%	\$	\$	\$	 %
		\$	\$	\$	
		\$	\$	\$	
		\$	\$	\$	
		\$	\$	\$	

In accordance with the provisions of the Notice of Sale dated October 29, 2025, which Notice is hereby made a part of this proposal, we offer to purchase \$11,500,000 2025 Sewer System Revenue Bond Anticipation Notes of Kennebunk Sewer District at par and accrued interest, if any, to date of delivery plus a premium of

NOTE (*) Only bids of at least 100.252174% (Bid Premium of \geq \$29,000.00) will be considered.

The undersigned hereby acknowledges receipt of the Preliminary Official Statement dated October 29, 2025, referred to in the Notice of Sale dated October 29, 2025, and the terms thereof are expressly made a part of this bid.

SUMMARY	Respectfully submitted,		
Summary made as requested in the Notice of Sale from delivery date of November 18, 2025:	(Company) (DTC #)		
Total Interest Expense \$ (Less Premium) (\$	(By)		
Net Total Interest Expense \$	(Address)		
True Interest Rate (TIC) %	(Telephone)		

Moors & Cabot, Inc. of Boston, Massachusetts will assist in the submitting of bids on this issue. Please mail your signed bid form in advance and telephone or send via facsimile final figures before the sale time. Telephone: (617) 314-0258; Facsimile: (617) 314-0258.