



**TOWN OF CAPE ELIZABETH, MAINE
\$21,000,000**

2026 GENERAL OBLIGATION BOND ANTICIPATION NOTES – SERIES A

SEALED PROPOSALS will be received by the Town of Cape Elizabeth, Maine (the “Town”) 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.) WEDNESDAY, JANUARY 14, 2026

at which time and place all such proposals will be publicly opened and announced for the sale of \$21,000,000 2026 General Obligation Bond Anticipation Notes – Series A (the “2026A Notes” or the “Notes”) of the Town. This Notice of Sale sets forth only a brief summary of certain provisions of the 2026 General Obligation Bond Anticipation Notes – Series A.

Form of Notes

The Notes will be dated January 28, 2026 and will be issued only as fully-registered notes without coupons and, when issued, will be registered in the name of Cede & Co., as nominee for DTC. 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 of \$5,000 in excess thereof. The Notes will mature on November 30, 2026. The Notes will bear interest (accrued on the basis of a 360-day year with twelve 30-day months), and will be payable on November 30, 2026.

The Notes are not subject to redemption prior to their stated date of maturity. It is expected that the Notes will be available for delivery at DTC on or about January 28, 2026.

The Notes will be issued by means of The Depository Trust Company’s Book-Entry-Only System with no physical distribution of certificates made to the public. One certificate for each interest rate will be issued to The Depository Trust Company, New York City, New York (“DTC”) and immobilized in their custody. The Book-Entry Only System will be employed, evidencing ownership of the Notes, with transfers of ownership effected on the records of DTC and its Participants pursuant to rules and procedures established by DTC and its Participants. The winning bidder (the “original purchaser”), as a condition to delivery of the Notes, shall be required to deposit the certificates with DTC, registered in the name of Cede & Co. Principal of and interest on the Notes will be payable in Federal Reserve Funds to DTC or its nominee as registered owner of the Notes. 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 will be the responsibility of such Participants and other nominees of Beneficial Owners. The Town 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 Town (“Bond Counsel”), whose opinion will be furnished to the purchaser without charge.

Authorization and Purpose

Pursuant to Title 30-A, Section 5772 of the Maine Revised Statutes, as amended, Article VII, Sections 2 and 3(8) of the Town Charter, Item #47A-2025, adopted by the Town Council on April 7, 2025, and approved by the voters of the Town at a referendum election on June 10, 2025, the Town authorized expenditures of up to \$86,499,993 (plus bond premium and investment earnings on unspent proceeds, if any), and issuance of bonds and notes in anticipation thereof, to provide funds (i) to finance a new middle school to replace the current Cape Elizabeth Middle School, and (ii) to make other repairs, renovations, and safety upgrades to Pond Cove Elementary School (the “Projects”).

Plan of Financing

The Town has structured a plan of financing for the Projects that includes a number of issues of short-term construction bond anticipation notes (“BANs”) and long-term general obligation bonds, to correspond to the currently anticipated cash flow requirements of the Projects. The 2026A Notes are the first of a series of financing tranches that the Town will issue in 2026, 2027 and 2028 to finance the Projects. While subject to change, the anticipated plan of financing is set forth in more detail in the Future Financing section herein. By separating the various long-term bond issues into three separate, approximately equal, tranches, the Town intends to soften the impact of the new debt by incurring the total debt in three incremental steps.

The Projects

The school improvement plan approved by the Town’s voters on June 10, 2025 is a strategic phased approach to modernize the Town’s schools, ensuring they meet current and future educational needs while being fiscally responsible. The scope of the school improvement plan includes (i) replacing the existing middle school with a new Cape Elizabeth Middle School; and (ii) constructing a secure entry & administration addition, making mechanical up-grades, and building a mechanical addition at the Pond Cove Elementary.

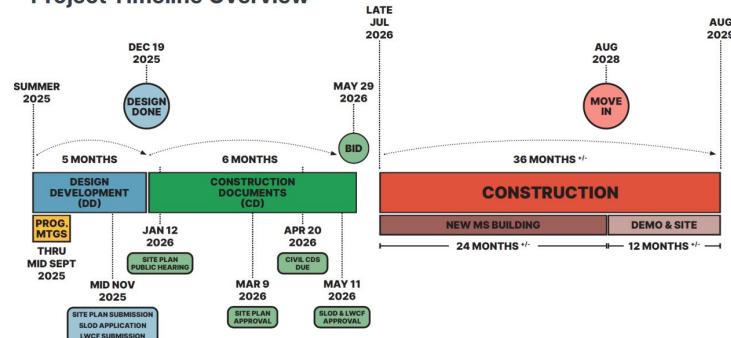


Rendition of Cape Elizabeth Middle School



Rendition of Pond Cove Elementary School

Project Timeline Overview



Current Project Schedule prepared by the Architect

Legal and Security

The legal opinion of Bond Counsel will be provided to the original purchaser and will indicate that the Notes are valid general obligations of the Town of Cape Elizabeth, Maine (the “Town”) and, unless paid from other sources are payable as to both principal and interest from *ad valorem* taxes that may be levied without limit as to rate or amount upon all the property within the territorial limits of the Town and taxable by it, except to the extent that the Town may enter into an agreement under Title 30-A, Chapter 223, Subchapter V of the Maine Revised Statutes, as amended, to share its assessed valuation with another municipality and except to the extent that the Town establishes or has established development districts either as tax increment financing districts or affordable housing development districts (collectively, “development districts”) pursuant to Title 30-A, Chapter 206 and former (now repealed) Chapter 207 of the Maine Revised Statutes, as amended, the captured tax increment of which may not be available for payment of debt service on the Notes. The Town’s Treasurer has certified that the Town has no agreements under Title 30-A, Chapter 223, Subchapter V of the Maine Revised Statutes, as amended, to share its assessed valuation with another municipality. Within the limits established by statute, the Town has the right to designate development districts pursuant to Title 30-A, Chapter 206 of the Maine Revised Statutes, as amended. Bond Counsel’s opinion will indicate that the enforceability of the obligations of the Town, including the Notes, is subject to and may be limited by bankruptcy, insolvency, moratorium and other laws affecting the rights and remedies of creditors generally, and are subject to general principles of equity. 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 will not be 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 Town, 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 100.197619% of the issue amount (or $\geq \$41,500.00$) 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 amount of Notes, or to apply to costs of the projects financed with the Notes.
- ***A “Good Faith” deposit is not required.***

The sale will allow “split-bids”. However, 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 True Interest Cost (“TIC”), 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 TIC, the Notes will be sold to the bidder whose proposal is selected by the Town by lot from among all such proposals. Such award(s) will constitute a separate series of Notes within a common maturity, distinguished by separate and unique CUSIP® assignments.

Bids must be submitted:

- (a) In a sealed envelope marked "Proposal for Notes" and addressed to the Town of Cape Elizabeth, 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 Town, 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 Wednesday, January 14, 2026*. 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 Wednesday, January 14, 2026*; 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 Town neither endorses nor encourages the use of *PARITY*[®], and that *PARITY*[®] is not acting as an agent of the Town. 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 Town assumes no responsibility for ensuring or verifying bidder compliance with *PARITY*[®] procedures. The Town shall be entitled to assume that any bid received via *PARITY*[®] has been made by a duly authorized agent of the bidder. The Town, 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 Town at the place of bid opening, and the Town 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 OFFICIAL 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 Town. When the successful bidder has been ascertained, the Town 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 Town, provided, however, that the Town 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 Town and the Notes is contained in the Preliminary Official Statement, dated January 8, 2026 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 Town, the successful bidder shall furnish to the Town 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.

Competitive Sale Requirements Met. 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 Town 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 Town 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 Town 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.

Competitive Sale Requirements Not Met. If the competitive sale requirements set forth in Treasury Regulation Section 1.148-1(f)(3)(i) are not satisfied, the Town 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 Town 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 Town if any maturity of the Notes satisfies the 10% test as of the date and time of the award of the Notes. The Town 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 Town 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 Town or the Municipal Advisor that it no longer needs to do so.

Moors & Cabot, Inc. has acted as Municipal Advisor to the Town 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 January 28, 2026, against payment of the purchase price in Federal Reserve funds payable to the order of “Town of Cape Elizabeth, Maine”, and will be delivered to The Depository Trust Company, New York City, New York.

January 8, 2026

Patrick W. Fox, Treasurer
Town of Cape Elizabeth, Maine

TERMS

TOWN OF CAPE ELIZABETH, MAINE
\$21,000,000

2026 GENERAL OBLIGATION BOND ANTICIPATION NOTES – SERIES A

ISSUER:	Town of Cape Elizabeth, Maine
TAX ID	01-6000100
ISSUE:	2026 General Obligation Bond Anticipation Notes – Series A
PRINCIPAL AMOUNT:	\$21,000,000
BOND RATINGS	Aa1/AAA
NOTE RATINGS:	Applied to S&P Global
INTEREST RATE:	_. ___ %
BID:	Premium: (\$_____) = TIC: _____ (__.____)
REOFFERING:	___ yield; (__.____)
DATED DATE:	January 28, 2026
DU^E DATE:	November 30, 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
DAY^S:	302 days
BOND YEARS:	17,616.667 Bond Years
TAX STATUS:	Federally and State of Maine tax exempt; not subject to AMT
Q&D STATUS:	The Notes WILL NOT be designated as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code
PURCHASER(S):	_____
CUSIP(S):	139375___
NOTE FORM:	Registered CEDE & Co.
DENOMINATIONS:	Pieces by \$5,000 and \$5,000 thereafter
CLOSING DATE:	On or about January 28, 2026
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
TOWN OF CAPE ELIZABETH, MAINE**

**\$21,000,000
2026 GENERAL OBLIGATION BOND ANTICIPATION NOTES – SERIES A**

Sale Date: January 14, 2026

Patrick W. Fox, Treasurer
Town of Cape Elizabeth, Maine c/o Moors & Cabot, Inc.
Banking & Advisory Group
One Federal Street
Boston, MA 02110

Dear Mr. Fox:

In accordance with the provisions of the Notice of Sale dated January 8, 2026, which Notice is hereby made a part of this proposal, we offer to purchase \$21,000,000 2026 General Obligation Bond Anticipation Notes – Series A of the Town at par and accrued interest, if any, to date of delivery plus a premium of \$ _____ (*), which represents a TIC of _____ % and to pay you therefore par and accrued interest to date of delivery plus the premium(s), in Federal Reserve Funds as follows:

Principal Amount	Interest Rate	Interest Expense	(Less Premium)	Net Interest Expense	TIC
_____	%	\$ _____	\$ _____	\$ _____	%
_____	%	\$ _____	\$ _____	\$ _____	%
_____	%	\$ _____	\$ _____	\$ _____	%
_____	%	\$ _____	\$ _____	\$ _____	%
_____	%	\$ _____	\$ _____	\$ _____	%
_____	%	\$ _____	\$ _____	\$ _____	%
_____	%	\$ _____	\$ _____	\$ _____	%
_____	%	\$ _____	\$ _____	\$ _____	%

NOTE (*) Only bids of at least 100.197619% (Bid Premium of $\geq \$41,500.00$) will be considered.

The undersigned hereby acknowledges receipt of the Preliminary Official Statement dated January 8, 2026, referred to in the Notice of Sale dated January 8, 2026, and the terms thereof are expressly made a part of this bid.

SUMMARY	
Summary made as requested in the Notice of Sale from delivery date of January 28, 2026:	
Total Interest Expense	\$ _____
(Less Premium)	(\$ _____)
Net Total Interest Expense	\$ _____
True Interest Rate (TIC)	%

Respectfully submitted,

(Company) (DTC #)

(By)

(Address)

() (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.