

NOTICE OF SALE

\$12,200,000*

CITY OF GALLATIN, TENNESSEE ELECTRIC SYSTEM REVENUE BONDS, SERIES 2024

Notice is hereby given that the City of Gallatin, Tennessee (the "City") will accept a written bid or electronic bid for the purchase of all, but not less than all, of the City's \$12,200,000* Electric System Revenue Bonds, Series 2024 (the "Series 2024 Bonds") until:

10:00 A.M. Central Time on Tuesday, December 3, 2024.

Written bids must be addressed and delivered to the City to the attention of the Mayor, c/o the Office of the Finance Director, 132 West Main Street, Gallatin, Tennessee 37066. Electronic bids must be submitted to PARITY® via BiDCOMP Competitive Bidding System. No other form of electronic bid or provider of electronic bidding services will be accepted. Such bids are to be publicly opened and read at such time and place on said day. For purposes of both written and electronic bidding processes, the time as maintained by BiDCOMP/PARITY® shall constitute the official time with respect to all bids submitted. **The sale on December 3, 2024 may be postponed prior to the time bids are received as published on www.I-dealProspectus.com. If such postponement occurs, a later public sale may be held at the hour and place and on such date as communicated via www.I-dealProspectus.com upon forty-eight hours' notice.** If any provisions of this Notice of Sale conflict with information provided by BiDCOMP/PARITY® as the provider of electronic bidding services, this Notice of Sale shall control.

The Series 2024 Bonds will be dated the date of delivery and will mature on July 1 in the years 2025 through 2044*, inclusive, with term bonds optional. The interest rate or rates on the Series 2024 Bonds shall not exceed five percent (5.00%) per annum and shall be payable semi-annually on January 1 and July 1, commencing July 1, 2025. No bid for the Series 2024 Bonds will be considered for less than one hundred percent (100%) of par or for more than one hundred fifteen (115.00%) of par. The Series 2024 Bonds maturing July 1, 2035 and thereafter are callable on July 1, 2034 and thereafter as provided in the Detailed Notice of Sale. The Series 2024 Bonds will be awarded to the bidder whose bid results in the lowest true interest cost on the Series 2024 Bonds. The Series 2024 Bonds are payable solely from and secured by a first and senior lien on the revenues of the City's electrical power transmission and distribution system, after payment of operating expenses.

After opening the bids, the City reserves the right to increase or decrease the principal amount of each maturity as described in the Detailed Notice of Sale.

In the event the competitive sale requirements of applicable Treasury Regulations are not met, the City will require bidders to comply with the "hold-the-offering-price rule" for purposes of determining the issue price of the Series 2024 Bonds.

The book-entry only Series 2024 Bonds (except that the Series 2024 Bonds shall not be required to be book-entry if purchased by a bidder who does not intend to reoffer the Series 2024 Bonds) and approving opinion of Bass, Berry & Sims PLC, Nashville, Tennessee, will be furnished at the expense of the City. Additional information, including the Official Statement and Detailed Notice of Sale, may be obtained from the Office of the Finance Director, 132 West Main Street, Gallatin, Tennessee 37066, or from the City's Municipal Advisor, Oakdale Municipal Advisors, LLC, Telephone: 615.351.4409; Electronic Mail: julianne@oakdale-ma.com; Attention: Julianne Graham.

Paige Brown
Mayor

*Preliminary, subject to change as provided in the Detailed Notice of Sale.

DETAILED NOTICE OF SALE
\$12,200,000*
CITY OF GALLATIN, TENNESSEE
ELECTRIC SYSTEM REVENUE BONDS, SERIES 2024

Time and Place of Sale

Notice is hereby given that the Mayor of the City of Gallatin, Tennessee (the "City") will accept a written bid or electronic bid for the purchase of all, but not less than all, of the City's \$12,200,000* Electric System Revenue Bonds, Series 2024 (the "Series 2024 Bonds") until:

10:00 A.M. Central Time on Tuesday, December 3, 2024.

Written bids must be addressed and delivered to the City to the attention of the Mayor, c/o the Office of the Finance Director, 132 West Main Street, Gallatin, Tennessee 37066. Electronic bids must be submitted to PARITY® via the BiDCOMP Competitive Bidding System. No other form of electronic bid or provider of electronic bidding services will be accepted. Such bids are to be publicly opened and read at such time and place on said day. For purposes of both written and electronic bidding processes, the time as maintained by BiDCOMP/PARITY® shall constitute the official time with respect to all bids submitted. If any provisions of this Notice of Sale conflict with information provided by BiDCOMP/PARITY® as the approved provider of electronic bidding services, this Notice of Sale shall control. ***The sale of all the Series 2024 Bonds on December 3, 2024 may be postponed prior to the time bids are to be received and as published on I-dealProspectus.com. If such postponement occurs, a later public sale may be held at the hour and place and on such date as communicated via I-dealProspectus.com upon forty-eight hours' notice.*** Unless all bids for the Series 2024 Bonds are rejected as set forth in this Detailed Notice of Sale under the heading "Basis of Award," the Series 2024 Bonds will be awarded on such date by the Mayor of the City.

Description of Series 2024 Bonds

The Series 2024 Bonds will be issued in fully registered, book-entry form (except as otherwise provided herein), without coupons, be dated the date of delivery, be issued, or reissued upon transfer, in \$5,000 denominations or multiples thereof, as shall be requested by the purchaser or transferor thereof, as appropriate, and will mature and be payable on July 1 of each year as follows:

<u>Year*</u>	<u>Maturity Amount*</u>	<u>Year*</u>	<u>Maturity Amount*</u>
2025	\$235,000	2035	\$615,000
2026	435,000	2036	640,000
2027	450,000	2037	665,000
2028	470,000	2038	695,000
2029	485,000	2039	720,000
2030	505,000	2040	750,000
2031	525,000	2041	780,000
2032	545,000	2042	810,000
2033	570,000	2043	840,000
2034	590,000	2044	875,000

* Preliminary, subject to change as provided herein.

Registration and Depository Participation

Except as otherwise set forth herein, the Series 2024 Bonds will be issued by means of a book-entry system with no physical distribution of bond certificates made to the public. One Bond certificate for each maturity will be issued to The Depository Trust Company, New York, New York ("DTC"), and immobilized in its custody. The book-entry system will evidence beneficial ownership interests of the Series 2024 Bonds in the principal amount of

\$5,000 and any integral multiple of \$5,000, with transfers of beneficial ownership interest effected on the records of DTC participants and, if necessary, in turn by DTC pursuant to rules and procedures established by DTC and its participants. The successful bidder, as a condition to delivery of the Series 2024 Bonds, shall be required to deposit the Bond certificates with DTC, registered in the name of Cede & Co., nominee of DTC. Interest on the Series 2024 Bonds will be payable semiannually on January 1 and July 1, beginning July 1, 2025, and principal of the Series 2024 Bonds will be payable, at maturity or upon redemption, to DTC or its nominee as registered owner of the Series 2024 Bonds. Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC, and transfer of principal and interest payments to beneficial owners of the Series 2024 Bonds by Participants of DTC, will be the responsibility of such participants and of the nominees of beneficial owners. The City will not be responsible or liable for such transfer of payments or for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

In the event that the book-entry only system for the Series 2024 Bonds is discontinued and a successor securities depository is not appointed by the City, Bond Certificates in fully registered form will be delivered to, and registered in the names of, the DTC Participants or such other persons as such DTC participants may specify (which may be the indirect participants or beneficial owners), in authorized denominations of \$5,000 or integral multiples thereof. In addition, if the successful bidder for the Series 2024 Bonds certifies that it has no present intent to reoffer the Series 2024 Bonds, the Series 2024 Bonds may be issued in fully registered form only. The ownership of Series 2024 Bonds so delivered shall be registered in registration books to be kept by U.S. Bank Trust Company, National Association, Nashville, Tennessee, as registration and paying agent (the "Registration Agent"), at its designated corporate office, and the City and the Registration Agent shall be entitled to treat the registered owners of the Series 2024 Bonds, as their names appear in such registration books as of the appropriate dates, as the owners thereof for all purposes described herein and in the resolution authorizing the Series 2024 Bonds.

Optional Redemption

Series 2024 Bonds maturing on July 1, 2035 and thereafter shall be subject to redemption prior to maturity at the option of the City on or after July 1, 2034 as a whole, or in part, at any time, at the redemption price of par, plus interest accrued to the redemption date.

If less than all the Series 2024 Bonds shall be called for redemption, the maturities to be redeemed shall be selected by the City Council of the City in its discretion. If less than all the Series 2024 Bonds within a single maturity shall be called for redemption, the interests within the maturity to be redeemed shall be selected as follows:

(i) if the Series 2024 Bonds are being held under a Book-Entry System by DTC, or a successor Depository, the Series 2024 Bonds to be redeemed shall be determined by DTC, or such successor Depository, by lot or such other manner as DTC, or such successor Depository, shall determine; or

(ii) if the Series 2024 Bonds are not being held under a Book-Entry System by DTC, or a successor Depository, the Series 2024 Bonds within the maturity to be redeemed shall be selected by the Registration Agent by lot or such other random manner as the Registration Agent in its discretion shall determine.

Mandatory Redemption

The successful bidder shall have the option to designate certain consecutive serial maturities of the Series 2024 Bonds as one or more Term Bonds, each Term Bond bearing a single interest rate. If a successful bidder designates certain consecutive serial maturities to be combined into one or more Term Bonds, each Term Bond shall be subject to mandatory sinking fund redemption by the City at a redemption price equal to 100% of the principal amount thereof, together with accrued interest to the date fixed for redemption at the rate stated in the Term Bonds to be redeemed. Each such mandatory sinking fund redemption shall be made on the date on which a consecutive maturity included as part of a Term Bond is payable in accordance with the proposal of the successful bidder for the Bonds and in the amount of the maturing principal installment for the Bonds listed above for such principal payment date. Term Bonds to be redeemed within a single maturity shall be determined by DTC, or its successor, by lot or such other manner as DTC, or successor, shall determine; or if the Term Bonds are not being

held under a Book-Entry System, the Term Bonds within the maturity to be redeemed shall be selected by the Registration Agent by lot or such other random manner as the Registration Agent in its discretion shall determine.

Purpose and Authority of Bonds

The Series 2024 Bonds are being issued for the purpose of financing capital improvements to the City's electrical power transmission and distribution system (the "System"), consisting of extensions and improvements to the System, the acquisition of all property real or personal appurtenant thereto, and the payment of legal, fiscal, engineering, architectural and administrative fees in connection therewith (the "Project"); and paying the costs of issuing the Series 2024 Bonds. Pursuant to the Resolution, the proceeds of the Series 2024 Bonds (excluding proceeds applied to the payment of costs of issuance and underwriter's discount) will be deposited in a construction fund (the "Construction Fund") to be held and invested by the City and used to pay costs of the Project. Monies in the Construction Fund may be invested as permitted by Tennessee law and may not be used for any purpose other than the Project. The Series 2024 Bonds are being issued under and in full compliance with the constitution and statutes of the State of Tennessee, including Section 7-34-101 et seq., Tennessee Code Annotated, and pursuant to a resolution adopted by the City Council of the City on September 17, 2024 (the "Resolution").

Security and Sources of Payment

The Series 2024 Bonds are limited obligations of the City, payable solely from, and secured solely by a pledge of, the Net Revenues (as defined in the Resolution) of the System. Except for the Series 2024 Bonds, there is no other debt payable from the Net Revenues of the System. **The Series 2024 Bonds do not constitute a debt, liability, general or moral obligation, or pledge of the faith and credit or taxing power of the City. No governmental entity, including the City, is obligated to levy any tax for the payment of the Series 2024 Bonds. The pledge of and lien on Net Revenues securing the Series 2024 Bonds does not create a legal or equitable pledge, charge, lien, or encumbrance upon any of the City's property or income, receipts, or revenues, except the Net Revenues and the amounts on deposit in the funds held under the Resolution.**

Submission of Bid

All bids must be submitted as set forth under the heading "**Time and Place of Sale**", set forth above.

Written bids must be enclosed in a sealed envelope bearing the name and address of the bidder, clearly and legibly marked on the outside "Bid for Bonds" and addressed and delivered to the following address:

Office of the Mayor
c/o Office of the Finance Director
132 West Main Street
Gallatin, Tennessee 37066

Written bids must be submitted on the Bid Form included with the Preliminary Official Statement or on a reasonable facsimile thereof. Electronic bids must be submitted to PARITY® via the BiDCOMP Competitive Bidding System. An electronic bid made through the facilities of BiDCOMP/PARITY® shall be deemed an offer to purchase in response to the Notice of Sale and shall be binding upon the bidder as if made by a signed sealed written bid made to the City. To the extent any instructions or directions set forth in BiDCOMP/PARITY® conflict with the terms of the Detailed Notice of Sale, the Detailed Notice of Sale shall prevail. The City shall not be responsible for any malfunction or mistake made by or as a result of the use of electronic bidding facilities. The use of such facilities is at the sole risk of the bidders. Subscription to I-Deal's BiDCOMP/PARITY® Competitive Bidding System by a bidder is required in order to submit an electronic bid. The City will not confirm any subscription or be responsible for the failure of any prospective bidder to subscribe. Bids must be unconditional and received by BiDCOMP/PARITY® before the time stated above. Bidders shall be required to comply with the provisions regarding a Good Faith Deposit as described below in the section entitled "Good Faith Deposit". The City is not liable for any costs incurred in the preparation, delivery, acceptance or rejection of any bid, including, without limitation, the providing of a bid security deposit.

Form of Bids

All bids for the Series 2024 Bonds must be for not less than all the Series 2024 Bonds. Bidders must bid not less than 100% of par nor greater than 115% of par (the "Purchase Price") for all the Series 2024 Bonds. Bidders must specify the interest rate or rates the Series 2024 Bonds are to bear in multiples of one-eighth (1/8th) or one-one hundredth (1/100th) of one percent (1%), but no rate specified for the Series 2024 Bonds shall be in excess of 5% per annum. There will be no limitation on the number of rates of interest which may be specified for the Series 2024 Bonds, but one rate of interest shall apply to all the Series 2024 Bonds of a maturity. Bidders may designate two or more consecutive serial maturities as one or more Term Bond maturities equal in aggregate principal amount to, and with mandatory redemption requirements corresponding to, such designated serial maturities. Bidders must specify the reoffering prices or yields of each maturity. Each maturity of the Series 2024 Bonds must be reoffered at a price of not less than 98% of the par amount of such maturity.

Revised Maturity Schedule

The aggregate principal amount of the Series 2024 Bonds (the "Preliminary Aggregate Principal Amount") and the annual principal amounts of Series 2024 Bonds (the "Preliminary Annual Principal Amounts" and collectively, with reference to the Preliminary Aggregate Principal Amounts, the "Preliminary Amounts") set forth in this Detailed Notice of Sale may be revised before the viewing of bids for the purchase of the Series 2024 Bonds. Any such revisions (the "Revised Aggregate Principal Amount", the "Revised Annual Principal Amounts" and the "Revised Amounts") WILL BE GIVEN BY NOTIFICATION PUBLISHED ON www.I-dealProspectus.com NOT LATER THAN 4:00 P.M., CENTRAL TIME ON THE DAY PRECEDING THE RECEIPT OF BIDS. In the event no such revisions are made, the Preliminary Amounts will constitute the Revised Amounts and will remain as stated in this Detailed Notice of Sale. BIDDERS SHALL SUBMIT BIDS BASED ON THE REVISED AMOUNTS, IF ANY. Prospective bidders may request notification by electronic mail of any revisions in the Preliminary Amounts by so advising and sending their electronic mail address to Oakdale Municipal Advisors, LLC, Municipal Advisor to the City, at julianne@oakdale-ma.com or by calling 615.351.4409 by Noon Central Time, at least one day prior to the date for receipt of the bids.

Changes to Maturity Schedule

The City reserves the right to change the Revised Aggregate Principal Amount of the Series 2024 Bonds and the Revised Annual Principal Amounts of the Series 2024 Bonds after determination of the winning bidder, by increasing or decreasing the Revised Annual Principal Amount of each maturity of the Series 2024 Bonds (which could result in the elimination of certain maturities) provided that the principal amount of the Series 2024 Bonds may not exceed \$12,200,000. Such changes, if any, will determine the final annual principal amounts of the Series 2024 Bonds (the "Final Annual Principal Amounts") and the final aggregate principal amount of Series 2024 Bonds (the "Final Aggregate Principal Amount"). The dollar amount bid by the successful bidder will be adjusted to reflect any adjustments in the Final Aggregate Principal Amount of the Series 2024 Bonds. THE SUCCESSFUL BIDDER MAY NOT WITHDRAW ITS BID OR CHANGE THE INTEREST RATES BID OR THE INITIAL REOFFERING PRICES AS A RESULT OF ANY CHANGES MADE TO THE PRINCIPAL AMOUNTS WITHIN THESE LIMITS. The City anticipates that the Final Annual Principal Amounts of the Series 2024 Bonds and the Final Aggregate Principal Amount of Series 2024 Bonds will be communicated to the successful bidder prior to the award of the Series 2024 Bonds. THE DOLLAR AMOUNT BID BY THE SUCCESSFUL BIDDER FOR THE PURCHASE OF THE SERIES 2024 BONDS WILL BE ADJUSTED TO REFLECT ANY CHANGE IN THE ANNUAL PRINCIPAL AMOUNTS BASED UPON THE ASSUMPTION THAT THE COUPON RATES, REOFFERING PRICES, AND THE UNDERWRITER'S DISCOUNT (EXCLUDING ORIGINAL ISSUE DISCOUNT/PREMIUM) STATED AS A PERCENTAGE OF THE AGGREGATE PRINCIPAL AMOUNT, AS SPECIFIED BY THE SUCCESSFUL BIDDER WILL NOT CHANGE.

Basis of Award

If an award is made, the Series 2024 Bonds will be awarded to the bidder whose bid results in the lowest true interest cost to the City for the Series 2024 Bonds as determined by reference to the Revised Aggregate Principal Amounts as discussed in the paragraph above. The lowest true interest cost on the Series 2024 Bonds will be calculated as that rate which when used in computing the present worth of all payments of principal and

interest on the Series 2024 Bonds (compounded semi-annually from the dated date of such Series 2024 Bonds) produces a yield equal to the purchase price of the Series 2024 Bonds. For the purpose of calculating the true interest cost, the principal amount of Term Bonds scheduled for mandatory sinking fund redemption as part of a Term Bond shall be treated as a serial maturity in each year. Each bidder is required to specify its calculation of the true interest cost resulting from its bid, but such information shall not be treated as part of its proposal.

In the event two or more of the bidders offer to purchase the Series 2024 Bonds thereof at the same lowest true interest cost, the Mayor shall determine, in her sole discretion, which of the bidders shall be awarded the Series 2024 Bonds.

The Mayor reserves the right to waive any irregularity or informality in any bid, and to reject any or all bids, and notice of rejection of any bid will be made promptly. Unless all bids are rejected, award of Series 2024 Bonds will be made by the Mayor on the sale date.

Good Faith Deposit

The successful bidder will be required to submit a good faith deposit (the “Deposit”) in the amount of \$244,000 for the Series 2024 Bonds. The Deposit shall be provided in the form of a federal funds wire transfer submitted to the City by the successful bidder by 3:00 p.m. Central Time on the date of the sale, provided the City awards the bid by 2:00 p.m. Central Time; otherwise the wire shall be received not later than 12:00 noon Central Time on the next business day following the award. The Mayor reserves the right to adjust the time the deposit is to be received if there are problems with electronic transfers of funds or other acceptable reasons.

Wire transfer instructions shall be submitted to the successful bidder. In the event the successful bidder fails to timely submit the Deposit, the award may be terminated by the Mayor, and the Mayor, in her discretion, may award the Series 2024 Bonds to the bidder whose bid results in the next lowest true interest cost to the City as the lowest complying bidder or hold a subsequent sale of the Series 2024 Bonds. The City shall have no liability to any bidder who fails to properly submit a Deposit.

The Deposit of the successful bidder will be deposited by the City and the proceeds thereof credited with no interest allowed thereon against the total purchase price to be paid for the Series 2024 Bonds upon their delivery or retained as and for full liquidated damages if the successful bidder fails to accept delivery of and pay for the Series 2024 Bonds. If a successful bidder fails to timely make the Deposit for the Series 2024 Bonds, the award may be terminated in the discretion of the Mayor and the City shall be entitled to an amount equal to the Deposit as liquidated damages for failure of the successful bidder to comply with the terms of the award of the Series 2024 Bonds.

CUSIP

A CUSIP number may be printed on each of the Series 2024 Bonds, but neither failure to print such number on any Series 2024 Bonds nor any error with respect thereto will constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for any Series 2024 Bond. The policies of the CUSIP Service Bureau will govern the assignment of the specific numbers to the Series 2024 Bonds. The City’s Municipal Advisor will request the assignment of CUSIP numbers no later than one (1) business day after dissemination of the Notice of Sale, in accordance with MSRB Rule G-34. All expenses in relation to the printing of CUSIP numbers on the Series 2024 Bonds will be paid for by the City.

Establishment of Issue Price

General. The winning bidder shall assist the City in establishing the issue price of the Series 2024 Bonds as more fully described herein. All actions to be taken by the City under this Notice of Sale to establish the issue price of the Bonds may be taken on behalf of the City by the City’s Municipal Advisor identified herein and any notice or report to be provided to the City may be provided to the City’s Municipal Advisor.

Anticipated Compliance with Competitive Sale Requirements. The City anticipates that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of the Series 2024 Bonds) will apply to the initial sale of the Bonds (the “competitive sale requirements”) because:

- the City shall disseminate this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- all bidders shall have an equal opportunity to bid;
- the City expects to receive bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
- the City anticipates awarding the sale of the Series 2024 Bonds to the bidder who submits a firm offer to purchase the Series 2024 Bonds 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 Series 2024 Bonds, as specified in the bid.

Intention to Apply the Hold-the-Offering-Price Rule if Competitive Sale Requirements are Not Met. In the event that the competitive sale requirements are not satisfied with respect to the Series 2024 Bonds, the City intends to treat the initial offering prices of the Series 2024 Bonds to the public as the issue price of such Series 2024 Bonds (the “hold-the-offering-price rule”), in each case applied on a maturity-by-maturity basis (and if different interest rates apply within a maturity, to each separate CUSIP number within that maturity).

Application of the Hold-the-Offering-Price Rule. If the competitive sale requirements are not satisfied, then the successful bidder shall, on behalf of the underwriters participating in the purchase of the Series 2024 Bonds (i) confirm that the underwriters have offered or will offer each maturity of the Series 2024 Bonds to the public on or before the date of award at the offering price or prices (the “initial offering price”), or at the corresponding yield or yields, set forth in the bid submitted by the winning bidder and (ii) agree, on behalf of the underwriters participating in the purchase of the Series 2024 Bonds, that the underwriters will neither offer nor sell unsold Series 2024 Bonds of any maturity to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following:

- the close of the fifth (5th) business day after the sale date; or
- the date on which the underwriters have sold at least 10% of that maturity of the Series 2024 Bonds to the public at a price that is no higher than the initial offering price to the public.

The winning bidder shall promptly advise the City when the underwriters have sold 10% of that maturity of the Series 2024 Bonds to the public at a price that is no higher than the initial offering price to the public, if that occurs prior to the close of the fifth (5th) business day after the sale date.

The City acknowledges that, in making the agreements and representations set forth above, the winning bidder will rely on (i) the agreement of each underwriter to comply with the hold-the-offering-price rule, as set forth in an agreement among underwriters and the related pricing wires, (ii) in the event a selling group has been created in connection with the initial sale of the Series 2024 Bonds to the public, the agreement of each dealer who is a member of the selling group to comply with the hold-the-offering-price rule, as set forth in a selling group agreement and the related pricing wires, and (iii) in the event that an underwriter is a party to a retail distribution agreement that was employed in connection with the initial sale of the Series 2024 Bonds to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the hold-the-offering-price rule, as set forth in the retail distribution agreement and the related pricing wires. The City further acknowledges that each underwriter shall be solely liable for its failure to comply with its agreement regarding the hold-the-offering-price rule and that no underwriter shall be liable for the failure of any other underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a retail distribution agreement to comply with its corresponding agreement regarding the hold-the-offering-price rule as applicable to the Series 2024 Bonds.

By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the bidder is a party) relating to the initial sale of the

Series 2024 Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such retail distribution agreement, as applicable, to report the prices at which it sells to the public the unsold Series 2024 Bonds of each maturity allotted to it until it is notified by the winning bidder that either the 10% test has been satisfied as to the Series 2024 Bonds of that maturity or all Series 2024 Bonds of that maturity have been sold to the public, if and for so long as directed by the winning bidder and as set forth in the related pricing wires, and (ii) any agreement among underwriters relating to the initial sale of the Series 2024 Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter that is a party to a retail distribution agreement to be employed in connection with the initial sale of the Series 2024 Bonds to the public to require each broker-dealer that is a party to such retail distribution agreement to report the prices at which it sells to the public the unsold Series 2024 Bonds of each maturity allotted to it until it is notified by the winning bidder or such underwriter that either the 10% test has been satisfied as to the Series 2024 Bonds of that maturity or all Series 2024 Bonds of that maturity have been sold to the public, if and for so long as directed by the winning bidder or such underwriter and as set forth in the related pricing wires.

Definitions. Sales of any Series 2024 Bonds to any person that is a related party to an underwriter shall not constitute sales to the public for purposes of this Notice of Sale. Further, for purposes of this Notice of Sale:

- “public” means any person other than an underwriter or a related party,
- “underwriter” means (A) any person that agrees pursuant to a written contract with the City (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Series 2024 Bonds to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Series 2024 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 Series 2024 Bonds to the public),
- a purchaser of any of the Series 2024 Bonds is a “related party” to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (i) more than 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and
- “sale date” means the date that the Series 2024 Bonds are awarded by the City to the winning bidder.

Issue Price Certificate. The winning bidder will be required to provide the City, at closing, with an issue price certificate consistent with the foregoing, together with any supporting documentation such as pricing wires or equivalent communications. In the event the winning bidder will not reoffer any maturity of the Series 2024 Bonds for sale to the Public (as defined herein) by the delivery date of the Series 2024 Bonds, the issue price certificate may be modified in a manner approved by the City.

Provision of Information for the Official Statement

The successful bidder must furnish the following information to the City to complete the *Official Statement* in final form within 2 hours after receipt and award of the bids for the Series 2024 Bonds:

1. The initial offering prices or yields for the Series 2024 Bonds (expressed as a price or yield per maturity, exclusive of any accrued interest, if applicable);
2. Selling compensation (aggregate total anticipated compensation to the underwriters expressed in dollars, based on the expectation that all the Bonds are sold at the prices or yields as provided above);
3. The identity of the underwriters if the successful bidders are part of a group or syndicate; and
4. Any other material information necessary to complete the Official Statement in final form but not known to the City.

Official Statement

The City will provide or cause to be provided, to the successful bidder, either in electronic format or printed copies, the final official statement sufficient in quantity to enable the successful bidder to comply with SEC Rule 15c2-12 and the rules of the Municipal Securities Rulemaking Board. Said final official statements will be provided to the successful bidder not later than seven (7) business days after the sale, or, if the City, or its Municipal Advisor, is notified that any confirmation requesting payment from any customer will be sent before the expiration of such period and specifying the date such confirmation will be sent, the final official statements will be provided in sufficient time to accompany such confirmation.

Continuing Disclosure

The City will, at the time the Series 2024 are delivered, execute a Continuing Disclosure Certificate in which it will covenant for the benefit of holders and beneficial owners of the Series 2024 Bonds to provide certain financial information and operating data relating to the System not later than twelve months after each of the System's fiscal years (the "Annual Report"), and to provide notice of the occurrence of certain enumerated events and notice of failure to provide any required financial information of the System. The Annual Report (and audited financial statements, if filed separately) and notices described above will be filed by the City with the Municipal Securities Rulemaking Board ("MSRB") at www.emma.msrb.com and with any State Information Depository established in the State of Tennessee (the "SID"). The specific nature of the information to be contained in the Annual Report or the notices of events will be summarized in the City's official statement to be prepared and distributed in connection with the sale of the Series 2024 Bonds.

Legal Opinion and Transcript

The book-entry Series 2024 Bonds and the approving opinion of Bass, Berry & Sims PLC, Nashville, Tennessee, Bond Counsel (which will be delivered with the Series 2024 Bonds), together with the Series 2024 Bond transcript, including a certificate as to no litigation from the City dated as of the date of the delivery of the Bonds, will be furnished to the purchaser at the expense of the City. As set forth in the Official Statement and subject to the limitations set forth therein, Bond Counsel's opinion will include an opinion that interest on the Series 2024 Bonds (i) will be excluded from gross income for federal income tax purposes; and (ii) is not an item of tax preference for purposes of the federal alternative minimum tax, except for certain corporations, as more fully described in the official statement. Owners of the Series 2024 Bonds, however, may be subject to certain additional taxes or tax consequences arising with respect to ownership of the Bonds. For a discussion thereof, reference is made to the Official Statement and the form of bond counsel opinion contained in the Official Statement.

Delivery and Payment

The Series 2024 Bonds are expected to be ready for delivery on or about December 13, 2024 in book-entry form (except as otherwise provided herein). At least five (5) days' notice will be given to the bidder. Delivery will be made through The Depository Trust Company, New York, New York at the expense of the purchaser. Payment for the Series 2024 Bonds must be made in federal funds or other immediately available funds.

Further Information

Copies of the Preliminary Official Statement may be obtained from the undersigned at the Office of the Finance Director, 132 West Main Street, Gallatin, Tennessee 37066, or from Oakdale Municipal Advisors, LLC, Attention: Julianne Graham; Telephone: 615.351.4409; Electronic Mail: julianne@oakdale-ma.com.

Paige Brown
Mayor

\$12,200,000*
CITY OF GALLATIN, TENNESSEE
ELECTRIC SYSTEM REVENUE BONDS, SERIES 2024
OFFICIAL BID FORM

Honorable Paige Brown, Mayor
c/o Office of Finance Director
132 West Main Street
Gallatin, Tennessee 37066

December 3, 2024

For your legally issued, properly executed City of Gallatin, Tennessee (the "City") \$12,200,000* Electric System Revenue Bonds, Series 2024 (the "Series 2024 Bonds") and in all respects to be as more fully outlined in your Detailed Notice of Sale, which by reference is made a part hereof, we will pay you a sum of \$_____.

The Series 2024 Bonds will be dated the date of delivery (assume December 13, 2024), will mature on July 1 as shown below, and shall bear interest at the following rates:

<u>Maturity (July 1)*</u>	<u>Amount*</u>	<u>Interest Rate</u>	<u>Reoffering Yield</u>	<u>Maturity (July 1)*</u>	<u>Amount*</u>	<u>Interest Rate</u>	<u>Reoffering Yield</u>
2025	\$235,000	_____	_____	2035	\$615,000	_____	_____
2026	435,000	_____	_____	2036	640,000	_____	_____
2027	450,000	_____	_____	2037	665,000	_____	_____
2028	470,000	_____	_____	2038	695,000	_____	_____
2029	485,000	_____	_____	2039	720,000	_____	_____
2030	505,000	_____	_____	2040	750,000	_____	_____
2031	525,000	_____	_____	2041	780,000	_____	_____
2032	545,000	_____	_____	2042	810,000	_____	_____
2033	570,000	_____	_____	2043	840,000	_____	_____
2034	590,000	_____	_____	2044	875,000	_____	_____

Principal of and interest on the Series 2024 Bonds will be payable at the principal corporate trust office of U.S. Bank Trust Company, National Association, Nashville, Tennessee.

This bid is made with the understanding that the City will furnish without cost to the successful bidder the unqualified approving opinion of Bass, Berry & Sims PLC, Attorneys, Nashville, Tennessee, and the executed Series 2024 Bonds.

We have exercised the option to designate two or more consecutive serial maturities as Term Bonds as set forth below:

Term Bond 1: Maturities from July 1, 20____ through July 1, 20____ @ _____.
Term Bond 2: Maturities from July 1, 20____ through July 1, 20____ @ _____.
Term Bond 3: Maturities from July 1, 20____ through July 1, 20____ @ _____.
Term Bond 4: Maturities from July 1, 20____ through July 1, 20____ @ _____.
Term Bond 5: Maturities from July 1, 20____ through July 1, 20____ @ _____.

* Preliminary, subject to change as set forth in the Detailed Notice of Sale.

In accordance with the terms of the Detailed Notice of Sale, we will wire a good faith deposit in the amount of \$244,000 to the City as set forth in the Detailed Notice of Sale, which is to be applied in accordance with the Detailed Notice of Sale. The good faith deposit shall be provided in the form of:

Federal Funds Wire Transfer. A federal funds wire transfer submitted to the City by the successful bidder by 3:00 p.m. Central Time on the day of the sale provided the City awards the bid by 2:00 p.m. Central Time otherwise the wire shall be received not later than 12:00 noon Central Time on the next business day following the award. The Mayor reserves the right to adjust the time the deposit is to be received if there are problems with electronic transfers of funds or other acceptable reasons.

Wire transfer instructions are available from Oakdale Municipal Advisors, LLC, Attn: Julianne Graham, Telephone (615) 351-4409; Email: julianne@oakdale-ma.com. In the event the successful bidder fails to timely submit the Deposit, the award may be terminated by the Mayor, and the Mayor, in her discretion, may award the Series 2024 Bonds to the bidder whose bid results in the next lowest true interest cost to the Issuer as the lowest complying bidder or hold a subsequent sale of the Bonds. The City shall have no liability to any bidder who fails to properly submit a Deposit.

In the event this bid is accepted and should for any reason we fail to comply with the terms of this bid, said deposit will be forfeited by us as full liquidated damages; otherwise, said deposit will be credited against the purchase price of the Series 2024 Bonds at closing. In the event the Mayor fails to deliver the Bonds to us as described in the Detailed Notice of Sale, said deposit will be returned to us.

Accepted this ____ day of _____, 2024

Respectfully submitted,

Mayor

Firm Name

Signature

Title

Telephone Number of Person to Submit Bid

The following is for information purposes only.

Total Interest Cost	
Plus discount or less premium, if any	
Net Interest Cost	
True Interest Rate (TIC)	

(The calculations of Net Interest Costs and True Interest Rate and the Reoffering Prices are for information purposes only and do not constitute a part of this bid.)