

**THIS INVITATION WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME  
ON APRIL 22, 2024 UNLESS EARLIER TERMINATED OR EXTENDED**

**INVITATION TO TENDER BONDS MADE BY  
DOUGLAS COUNTY SCHOOL DISTRICT 0066  
(WESTSIDE COMMUNITY SCHOOLS)**

**to the Holders described herein of  
all or any portion of the maturities listed on page (i) herein of**

**Douglas County School District 0066  
(Westside Community Schools)  
In the State of Nebraska  
General Obligation Refunding Bonds  
Taxable Series 2021**

This Invitation to Tender Bonds, dated April 8, 2024 (as it may be amended or supplemented, this “**Invitation**”) describes an invitation by Douglas County School District 0066 (Westside Community Schools) (the “**District**”), with the assistance of Stifel, Nicolaus & Company, Incorporated, as dealer manager (the “**Dealer Manager**”) to the beneficial owners (the “**Bondowners**”) of the District’s outstanding General Obligation Refunding Bonds, Taxable Series 2021 (the “**Target Bonds**”) maturing on the dates set forth in the table on page (i) of this Invitation to offer to sell to the District such Target Bonds for cash at an offer price to be determined based on the applicable fixed spread (each, a “**Fixed Spread**”) to be added to the yield on the relevant benchmark United States Treasury Security (the “**Benchmark Treasury Security**”) plus accrued interest on the Target Bonds tendered for purchase to but not including the Settlement Date (as hereinafter defined). On or about April 15, 2024, the District will publish the Pricing Notice in the form attached hereto as Appendix B, which will either confirm or amend the “**Indicative Fixed Spread**” as listed in page (i) of this Invitation for each CUSIP of the respective Target Bonds.

The purchase of any Target Bonds pursuant to this Invitation is contingent on the issuance by the District of its General Obligation Refunding Bonds, Series 2024 (the “**Series 2024 Bonds**”) described in the Preliminary Official Statement dated April 8, 2024 and attached hereto as Appendix A (the “**Series 2024 Bonds POS**”). Such purchase is also subject to the terms of this Invitation and certain other conditions as described herein. Capitalized terms used and not defined in the body of this Invitation shall have the meanings ascribed to such terms in the Series 2024 Bonds POS.

This Invitation is part of a plan by the District to pay and cancel a portion of the District’s outstanding indebtedness, as described in the Series 2024 Bonds POS. The District intends to purchase up to \$8,315,000 in principal amount of Target Bonds pursuant to this Invitation; however, depending upon the results of this Invitation and the satisfaction or waiver by the District of the Financing Conditions (as defined herein), the District in its sole discretion may purchase a lesser principal amount of Target Bonds. The District shall be under no obligation to accept any Target Bonds tendered for purchase pursuant to this Invitation. The District in its sole discretion will select which, if any, Target Bonds to purchase of a particular CUSIP. Bondowners of Target Bonds who do not accept this Invitation and Bondowners of Target Bonds whose offers are rejected by the District will continue to hold their interest in such Target Bonds.

The District has instructed the Dealer Manager, which is expected to act as underwriter of the Series 2024 Bonds, that any holder of Target Bonds (including the Dealer Manager or any related account thereof) who tenders Target Bonds pursuant to this Invitation and who submits an order to purchase any Series 2024 Bonds will receive priority, subject to certain limitations, to such order of the Series 2024 Bonds, up to the

principal amount of the Target Bonds that such holder tenders and the District accepts, over other orders for the Series 2024 Bonds. The District retains the discretion to alter its instructions.

To make an informed decision as to whether, and how, to offer Target Bonds for purchase pursuant to this Invitation, Bondowners must read this Invitation carefully, including the appendices hereto, and consult their broker, account executive, financial advisor, attorney or other professionals. **This Invitation and the appendices hereto shall constitute an invitation to Bondowners to offer to tender their Target Bonds for purchase.**

Any Bondowner wishing to offer Target Bonds for purchase pursuant to this Invitation should follow the procedures more fully described herein. Bondowners and their brokers and account executives with questions about this Invitation should contact the Dealer Manager or the Information Agent.

**Key Dates and Times**

*All of these dates and times are subject to change. All times are New York City time.  
Notices of changes will be sent in the manner provided for in this Invitation.*

Launch Date.....	<b>April 8, 2024</b>
Pricing Notice .....	<b>April 15, 2024</b>
Expiration Date .....	<b>April 22, 2024 at 5:00 p.m.</b>
Preliminary Notice of Acceptance .....	<b>April 23, 2024</b>
Determination of Target Bonds Offer Purchase Price .....	<b>1:00 p.m. on April 23, 2024</b>
Notice of Target Bonds Purchase Price .....	<b>Approximately 4:00 p.m. on April 23, 2024</b>
Final Acceptance Date and Final Notice of Acceptance.....	<b>April 24, 2024</b>
Settlement Date.....	<b>May 2, 2024</b>

The Dealer Manager  
for this Invitation is

**Stifel, Nicolaus & Company, Incorporated**

The Information Agent and Tender Agent  
for this Invitation is

**Globic Advisors**

**TARGET BONDS SUBJECT TO INVITATION TO TENDER FOR CASH**

**Douglas County School District 0066  
(Westside Community Schools)  
In the State of Nebraska  
General Obligation Refunding Bonds  
Taxable Series 2021**

CUSIP (Base No. 259363) <sup>2</sup>	Maturity Date (June 1)	Interest Rate	Outstanding Principal Amount	Maximum Principal Amount That May Be Accepted for Purchase	Benchmark Treasury Security <sup>(1)</sup>	Indicative Fixed Spreads <sup>(1)</sup>
VU0	2025	0.80	540,000	540,000	0.000% UST maturing 03/20/2025 CUSIP: 912797KJ5	- 12 bps
VV8	2026	1.00	540,000	540,000	4.500% UST maturing 03/31/2026 CUSIP: 91282CKH3	- 10 bps
VW6	2027	1.20	550,000	550,000	4.250% UST maturing 03/15/2027 CUSIP: 91282CKE0	- 5 bps
VX4	2028	1.35	555,000	555,000	4.125% UST maturing 03/31/2029 CUSIP: 91282CKG5	0 bps
VY2	2029	1.50	560,000	560,000	4.125% UST maturing 03/31/2029 CUSIP: 91282CKG5	+ 2 bps
VZ9	2030	1.65	570,000	570,000	4.125% UST maturing 03/31/2031 CUSIP: 91282CKF7	+ 5 bps
WA3	2031	1.75	580,000	580,000	4.125% UST maturing 03/31/2031 CUSIP: 91282CKF7	+ 7 bps
WB1	2032	1.85	595,000	595,000	4.000% UST maturing 02/15/2034 CUSIP: 91282CJZ5	+ 10 bps
WC9	2033	1.95	600,000	600,000	4.000% UST maturing 02/15/2034 CUSIP: 91282CJZ5	+ 18 bps
WD7	2034	2.05	615,000	615,000	4.000% UST maturing 02/15/2034 CUSIP: 91282CJZ5	+ 25 bps
WE5	2035	2.12	630,000	630,000	4.000% UST maturing 02/15/2034 CUSIP: 91282CJZ5	+ 34 bps
WF2	2036	2.10	645,000	645,000	4.000% UST maturing 02/15/2034 CUSIP: 91282CJZ5	+ 41 bps
WG0	2037	2.30	660,000	660,000	4.000% UST maturing 02/15/2034 CUSIP: 91282CJZ5	+ 46 bps
WH8	2038	2.41	675,000	675,000	4.000% UST maturing 02/15/2034 CUSIP: 91282CJZ5	+ 51 bps

- 1 Indicative Fixed Spreads and Benchmark Treasury Securities are preliminary and subject to change. Actual Fixed Spread and related Benchmark Treasury Security for each CUSIP will appear in the Pricing Notice.
- 2 CUSIP is a registered trademark of FactSet. CUSIP data herein is provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet Research Systems Inc. The CUSIP numbers are being provided solely for the convenience of the owners of the Target Bonds and the District is not responsible for the selection or correctness of the CUSIP numbers printed herein and does not make any representation with respect to such numbers or undertake any responsibility for their accuracy.

## IMPORTANT INFORMATION

*This Invitation and other information with respect to this Invitation are available from the Dealer Manager and the Information Agent at [www.globic.com/westside](http://www.globic.com/westside). Bondowners wishing to offer their Target Bonds for purchase pursuant to this Invitation should follow the procedures more fully described herein. The District reserves the right to cancel or modify this Invitation at any time on or prior to the Expiration Date and reserves the right to make a future invitation to offer Target Bonds at prices different than the offer purchase prices described herein in its sole discretion. Except as described in this Invitation, the District will have no obligation to purchase Target Bonds offered pursuant to this Invitation. The District further reserves the right to waive any irregularities or defects in any offer received.*

*The District also reserves the right in the future to refund any remaining portion of outstanding Target Bonds through the issuance of bonds. The Target Bonds maturing on and after June 1, 2026 are subject to redemption in whole or in part, at the option of the District on any date on or after February 1, 2026, at a redemption price equal to 100% of the principal amount of the Target Bonds, or portions thereof to be redeemed plus accrued but unpaid interest to the date fixed for redemption.*

This Invitation is not being made to, and Target Bonds offered for purchase in response to this Invitation will not be accepted from or on behalf of, Bondowners in any jurisdiction in which this Invitation, the making of offers to sell Target Bonds or the acceptance thereof would not be in compliance with the laws of such jurisdiction. In those jurisdictions whose laws require this Invitation to be made through a licensed or registered broker or dealer, this Invitation is being made on behalf of the District by the Dealer Manager.

The District is not recommending to any Bondowner whether to offer their Target Bonds for purchase in connection with this Invitation. Each Bondowner must make these decisions and should read this Invitation, including the Series 2024 Bonds POS attached as Appendix A and the Pricing Notice in the form attached hereto as Appendix B, in their entirety and consult with their broker-dealer, financial, legal, accounting, tax and other advisors in making these decisions.

No dealer, salesperson or other person has been authorized to give any information or to make any representation not contained in this Invitation, including the appendices hereto; and, if given or made, such information or representation may not be relied upon as having been authorized by the District.

The delivery of this Invitation shall not under any circumstances create any implication that the information contained herein is correct as of any time subsequent to the date hereof or that there has been no change in the information set forth herein or in any attachments hereto or materials delivered herewith or in the affairs of the District since the date hereof.

This Invitation contains statements relating to future results that are “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. When used in this Invitation and other materials referred to or incorporated herein, the words “estimate,” “anticipate,” “forecast,” “project,” “intend,” “propose,” “plan,” “expect” and similar expressions identify forward-looking statements. Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements. Any forecast is subject to such uncertainties. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances may occur. Therefore, there are likely to be differences between forecasts and actual results, and those differences may be material.

## TABLE OF CONTENTS

### Page

1.	Introduction.....	1
2.	Information to Bondowners.....	3
3.	Expiration Date; Offers Only Through Financial Institutions; Brokerage Commissions.....	3
4.	Minimum Denominations and Consideration for Offers; Changes to the Terms of this Invitation.....	4
5.	Provisions Applicable to all Offers.....	5
6.	Transmission of Offers by Financial Institutions; DTC ATOP Procedures.....	6
7.	Determinations as to Form and Validity of Offers; Right of Waiver and Rejection.....	6
8.	Withdrawals of Offers Prior to Expiration Date; Irrevocability of Offers on Expiration Date.....	6
9.	Preliminary Acceptance Notice.....	7
10.	Determination of Amounts to be Purchased; Acceptance of Offers; Final Notice of Acceptance.....	7
11.	Acceptance of Offers Constitutes Irrevocable Agreement.....	8
12.	Settlement Date; Purchase of Target Bonds.....	8
13.	Source of Funds.....	8
14.	Conditions to Purchase.....	8
15.	Extension, Termination and Amendment of Invitation.....	9
16.	Certain Federal Income Tax Consequences.....	10
17.	Additional Considerations.....	11
18.	The Dealer Manager.....	12
19.	Information Agent and Tender Agent.....	13
20.	Available Information; Contact Information.....	12
21.	Miscellaneous.....	13

APPENDIX A	--	PRELIMINARY OFFICIAL STATEMENT
APPENDIX B	--	FORM OF PRICING NOTICE

**INVITATION TO TENDER BONDS**  
**made by**  
**DOUGLAS COUNTY SCHOOL DISTRICT 0066**  
**(WESTSIDE COMMUNITY SCHOOLS)**

**1. Introduction.** This Invitation to Tender Bonds, dated April 8, 2024 (as it may be amended or supplemented, this “**Invitation**”) describes an invitation by Douglas County School District 0066 (Westside Community Schools) (the “**District**”), with the assistance of Stifel, Nicolaus & Company, Incorporated, as dealer manager (the “**Dealer Manager**”), to the beneficial owners (the “**Bondowners**”) of the District’s outstanding General Obligation Refunding Bonds, Taxable Series 2021 (the “**Target Bonds**”), maturing on the dates set forth in the table on page (i) above of this Invitation to offer to sell to the District such Target Bonds for cash at an offer price to be determined based on the applicable fixed spread (each, a “**Fixed Spread**”) to be added to the yield on the relevant benchmark United States Treasury Security (the “**Benchmark Treasury Security**”) plus accrued interest on the Target Bonds tendered for purchase to but not including the Settlement Date (as hereinafter defined). On or about April 15, 2024, the District will publish the Pricing Notice in the form attached hereto as Appendix B, which will either confirm or amend the “Indicative Fixed Spread” as listed in page (i) of this Invitation for each CUSIP of the respective Target Bonds.

The District authorized the issuance of the Target Bonds pursuant to a resolution adopted by its Board of Education (the “**Board**”) on October 5, 2020 (the “**Target Bonds Authorizing Resolution**”). The Board authorized the tender of the Target Bonds pursuant to a resolution duly adopted on March 18, 2024. This Invitation is part of a plan by the District to refinance some or all of the outstanding Target Bonds, as described in the Preliminary Official Statement dated April 8, 2024 and attached hereto as Appendix A (the “**Series 2024 Bonds POS**”). **Only the Target Bonds identified in the table above – and no other bonds or indebtedness of the District – are subject to this Invitation.** For additional information concerning the District, its plan of refunding and its outstanding indebtedness, see the Series 2024 Bonds POS attached hereto as Appendix A.

Pursuant to this Invitation, each Bondowner may offer to tender to the District for purchase any or all Target Bonds, in a denomination of \$5,000 principal amount (the “**Minimum Authorized Denomination**”) or any integral multiple thereof, with respect to which the Bondowner has a beneficial ownership interest. The applicable Fixed Spread for each CUSIP of the Target Bonds at which such Target Bonds may be tendered by a Bondowner for purchase pursuant to this Invitation will be set forth in the Pricing Notice. The applicable purchase price for each CUSIP of the Target Bonds (each an “**Offer Purchase Price**”) will be determined as further described below in Section 2: “Information to Bondowners – *Tender Consideration*” herein.

The purchase of any Target Bonds validly tendered (and not withdrawn) pursuant to this Invitation is contingent on the issuance by the District of its General Obligation Refunding Bonds, Series 2024 (the “**Series 2024 Bonds**”), and is also subject to the terms of this Invitation and certain other conditions as described herein. See Section 14: “Conditions to Purchase” for additional information regarding certain of such conditions. The source of funds to purchase the Target Bonds validly tendered for purchase pursuant to this Invitation at the respective Offer Purchase Prices is anticipated to be proceeds of the Series 2024 Bonds to be issued on the Settlement Date (defined below). The payment of accrued interest on Target Bonds validly tendered for purchase is expected to be made from funds held by the District.

Subject to the terms of this Invitation and the satisfaction of all conditions to the District’s obligation to purchase tendered Target Bonds accepted by the District as described herein, and provided that (i) the Target Bonds offered by a Bondowner for purchase have been validly tendered by 5:00 p.m.,

New York City time, on April 22, 2024 (as extended from time to time in accordance with this Invitation, the “**Expiration Date**”), and (ii) accepted by the District on April 24, 2024 (as extended from time to time in accordance with this Invitation, the “**Acceptance Date**”), the District will purchase such Target Bonds tendered for purchase at the respective Offer Purchase Prices on May 2, 2024 or such later date as the District shall determine (such date, the “**Settlement Date**”). Accrued interest on the Target Bonds purchased will also be paid on the Settlement Date.

All times in this Invitation are local time in New York City.

No assurances can be given that the Series 2024 Bonds will be issued or that any Target Bonds offered for purchase by a Bondowner will be purchased. See Section 10: “Determination of Amounts to be Purchased; Acceptance of Offers; Final Notice of Acceptance” for more information on the selection of tendered Target Bonds to be purchased, if any. The District reserves the right to amend or waive the terms of this Invitation as to any or all of the Target Bonds in any respect and at any time prior to the Expiration Date or from time to time, in its sole discretion. The District also has the right to terminate this Invitation at any time up to and including the Expiration Date. See Section 15: “Extension, Termination and Amendment of Invitation; Changes to Terms” below.

Notwithstanding any other provision of this Invitation, the District has no obligation to accept for purchase any tendered Target Bonds and the District’s obligation to pay for Target Bonds validly tendered (and not validly withdrawn) and accepted pursuant to this Invitation is subject to the satisfaction of or waiver of the following conditions on or prior to the Settlement Date: (a) the successful completion by the District of the issuance of the Series 2024 Bonds, the proceeds of which will be sufficient to, together with other available moneys of the District, if any, (i) fund the purchase of all Target Bonds validly tendered and accepted for purchase pursuant to this Invitation, and (ii) pay all fees and expenses associated with the issuance of the Series 2024 Bonds and this Invitation; (b) receipt of all certifications and opinions required by the Dealer Manager Agreement executed between the District and the Dealer Manager in connection with this Invitation, and (c) when taken together with the issuance of the Series 2024 Bonds, the District determining in its reasonable discretion that it will obtain a satisfactory and sufficient economic benefit as a result of market conditions, the expected or actual level of participation by holders of the Target Bonds, or any other factors not within the sole control of the District, all on terms and conditions that are in the District’s best interest (collectively, the “**Financing Conditions**”). The District reserves the right, subject to applicable law, to amend or waive any of the conditions to this Invitation, in whole or in part, at any time prior to the Expiration Date.

Any Target Bonds tendered by Bondowners pursuant to this Invitation but not accepted by the District will be returned to the Bondowners and will continue to be payable and secured under the terms of the Target Bonds Authorizing Resolution until maturity or prior redemption. If the Financing Conditions are not satisfied or waived by the District on or prior to the Settlement Date, any Target Bonds tendered by Bondowners pursuant to this Invitation will be returned to the Bondowners and will continue to be payable and secured under the terms of the Indenture until maturity or prior redemption.

**To make an informed decision as to whether, and how, to offer Target Bonds for purchase pursuant to this Invitation, a Bondowner must read this Invitation carefully, including the Series 2024 Bonds POS attached hereto as Appendix A.**

**None of the District, the Dealer Manager or the Information Agent and Tender Agent (as defined below) make any recommendation that any Bondowner offer and tender or refrain from offering and tendering all or any portion of such Bondowner’s Target Bonds for purchase. Bondowners must make these decisions and should consult with their broker, account executive, financial advisor, attorney and/or other appropriate professionals.**

The Dealer Manager for this Invitation is Stifel, Nicolaus & Company, Incorporated. Globic Advisors is serving as Information Agent and Tender Agent (the “**Information Agent**” or the “**Tender Agent**”) in connection with this Invitation. Bondowners with questions about the substance of this Invitation should contact the Dealer Manager. Bondowners with questions about the mechanics of this Invitation should contact the Information Agent at the email address and telephone number set forth in Section 20 of this Invitation.

## **2. Information to Bondowners.**

**General.** The District will provide additional information about this Invitation, if any, to the market and Bondowners, including, without limitation, the Pricing Notice in the form attached hereto as Appendix B expected to be delivered on or about April 15, 2024 and any supplement to the Series 2024 Bonds POS, by delivery of such information in the following ways: (a) to the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website, currently located at <http://emma.msrb.org> (the “**EMMA Website**”), using the CUSIP numbers for the Target Bonds listed in the table on page (i) of this Invitation; (b) to DTC (defined below) and to the DTC participants holding the Target Bonds; and (c) by posting electronically on the website of the Information Agent at [www.globic.com/westside](http://www.globic.com/westside) (collectively, the “**Information Services**”). Delivery by the District of information in this manner will be deemed to constitute delivery of the information to each Bondowner. None of the District, the Dealer Manager, or the Information Agent and Tender Agent has any obligation to ensure that a Bondowner actually receives any information provided by the District in this manner. A Bondowner who would like to receive information furnished by or on behalf of the District as described above must make appropriate arrangements with its broker, account executive or other financial advisor or representative.

**Tender Consideration.** On or about April 15, 2024, the District will publish the Pricing Notice in the form attached hereto as Appendix B, which Pricing Notice will set forth either a confirmation of the indicative fixed spreads shown on page (i) of this Invitation or an amendment to the fixed spreads (each, a “**Fixed Spread**”) for each CUSIP of the Target Bonds tendered and accepted for purchase pursuant to this Invitation.

The applicable Fixed Spread will represent the yield, expressed as an interest rate percentage above the yield on the relevant Benchmark Treasury Security (set forth on page (i) of this Invitation) to be used in establishing the Offer Purchase Price for each of the Target Bonds. The applicable Fixed Spread will be added to the yield on the relevant Benchmark Treasury Security for each CUSIP. The yield on each Benchmark Treasury Security (the “**Treasury Security Yield**”) will equal the bid-side yield of the Benchmark Treasury Security as quoted on the Bloomberg Bond Trader FIT1 series of pages at 1:00 p.m. New York City Time on April 23, 2024. The applicable Fixed Spread for each CUSIP will be added to the relevant Treasury Security Yield to arrive at a yield for each CUSIP (each a “**Purchase Yield**”).

The Purchase Yields will be used to calculate the Offer Purchase Prices. The Offer Purchase Prices will be calculated using the market standard bond pricing formula as of the Settlement Date using the relevant Purchase Yield and the maturity date for each of the Target Bonds.

**3. Expiration Date; Offers Only Through Financial Institutions; Brokerage Commissions.** This Invitation to offer to sell Target Bonds will expire at 5:00 p.m., New York City time, on the Expiration Date (April 22, 2024, unless earlier terminated or extended as described in this Invitation). Offers to sell Target Bonds received after 5:00 p.m., New York City time, on the Expiration Date (as it may be extended) will not be considered. See Section 15 for a discussion of the District’s ability to extend the Expiration Date and to terminate or amend this Invitation.



All of the Target Bonds are held in book-entry form through the facilities of The Depository Trust Company of New York (“DTC”). The Information Agent and Tender Agent and DTC have confirmed that this Invitation is eligible for submission of tenders for purchase through DTC’s Automated Tender Offer Program (known as the “ATOP” system). **Bondowners of Target Bonds determining to offer their Target Bonds to the District pursuant to this Invitation must do so through a DTC participant in accordance with the relevant DTC procedures for the ATOP system. The District will not accept any offers of Target Bonds for purchase that are not made through the ATOP system.** Bondowners who are not DTC participants can only offer Target Bonds for purchase pursuant to this Invitation by making arrangements with and instructing the bank or brokerage firm through which they hold their Target Bonds (sometimes referred to herein as a “custodial intermediary”) to tender the Bondowner’s Target Bonds on their behalf through the ATOP system. To ensure a Bondowner’s Target Bonds are tendered through the ATOP system by 5:00 p.m., New York City time, on the Expiration Date, Bondowners must provide instructions to the bank or brokerage firm through which their Target Bonds are held in sufficient time for such custodial intermediary to tender the Target Bonds in accordance with DTC procedures through the ATOP system by this deadline. Bondowners should contact their bank or brokerage firm through which they hold their Target Bonds for information on when such custodial intermediary needs the Bondowner’s instructions in order to tender the Bondowner’s Target Bonds through the ATOP system by 5:00 p.m., New York City time, on the Expiration Date. See also Section 6 below.

None of the District, the Dealer Manager, or the Information Agent and Tender Agent are responsible for making or transmitting any offer to sell Target Bonds or for the transfer of any tendered Target Bonds through the ATOP system or for any mistakes, errors or omissions in the making or transmission of any offer or transfer.

Bondowners will pay no brokerage commissions or solicitation fees to the District, the Dealer Manager or the Information Agent and Tender Agent in connection with this Invitation. However, Bondowners should check with their broker, account executive or other financial institution which maintains the account in which their Target Bonds are held to determine if it will charge any commission or fees.

#### **4. Minimum Denominations and Consideration for Offers; Changes to the Terms of this Invitation.**

***Authorized Denominations for Offers.*** A Bondowner may make an offer to sell all or a portion of Target Bonds of a particular CUSIP that it owns in an amount of its choosing, but only in principal amounts equal to the Minimum Authorized Denomination or any integral multiple thereof.

***Tender Consideration.*** Target Bonds may only be offered by a Bondowner for purchase by the District pursuant to this Invitation at the relevant Fixed Spreads for each CUSIP to be set forth in the Pricing Notice. The Offer Purchase Price for the Target Bonds with each particular CUSIP tendered pursuant to this Invitation will be calculated using the market standard bond pricing formula as of the Settlement Date based on the Purchase Yield and the maturity date of the Target Bond. In addition to the Offer Purchase Price of the Target Bonds accepted for purchase by the District, accrued interest on such Target Bonds will be paid by, or on behalf of, the District to the tendering Bondowners on the Settlement Date. The Offer Purchase Prices (and the accrued interest) will constitute the sole consideration payable by the District for Target Bonds purchased by the District pursuant to this Invitation.

***Changes to Terms of this Invitation.*** As described in Section 15 hereof, the District may revise the terms of this Invitation prior to the Expiration Date. If the District determines to revise the terms of this Invitation, it shall provide notice thereof in the manner described in Section 2 of this Invitation no later than 11:00 a.m., New York City Time, on the Business Day prior to the Expiration Date. If the District increases

the Fixed Spread for any of the Target Bonds pursuant to this Invitation (which would thereby reduce the related Offer Purchase Price), the District shall provide notice thereof (as described in Section 2) no later than three (3) Business Days prior to the Expiration Date, as extended. **In such event, any offers submitted with respect to the affected Target Bonds prior to such change in the Fixed Spread for such Target Bonds pursuant to this Invitation will remain in full force and effect and any Bondowner of such affected Target Bonds wishing to revoke their offer to tender such Target Bonds must affirmatively withdraw such offer prior to the Expiration Date as described in Section 8 hereof.**

**5. Provisions Applicable to all Offers.** Bondowners are encouraged to ask their financial advisors, investment managers, brokers or account executives for advice in determining whether to offer Target Bonds for purchase and the principal amount of Target Bonds to be offered. Bondowners are encouraged also to inquire as to whether their brokers, account executives or other financial institution will charge a fee for submitting offers. None of the District, the Dealer Manager, or the Information Agent and Tender Agent will charge fees to any Bondowner making an offer or completing the purchase of Target Bonds.

An offer to sell Target Bonds cannot exceed the par amount of Target Bonds owned by a Bondowner. Target Bonds may be tendered and accepted for payment only in principal amounts equal to the Minimum Authorized Denomination and integral multiples thereof.

**“All or none” offers are not permitted. No alternative, conditional or contingent tenders will be accepted. All tenders shall survive the death or incapacity of the tendering Bondowner.**

By making an offer pursuant to this Invitation, each Bondowner will be deemed to have represented and warranted to and agreed with the District and the Dealer Manager that:

(a) the Bondowner has received, and has had the opportunity to review, this Invitation (including the appendices hereto) prior to making the decision as to whether or not the Bondholder should offer to tender any Target Bonds for purchase;

(b) the Bondowner has full authority to tender, sell, assign and transfer such Target Bonds, and that, on the Settlement Date, the District, as transferee, will acquire good title, free and clear of all liens, charges, encumbrances, conditional sales agreements or other obligations and not subject to any adverse claims, subject to payment to the Bondowner of the applicable Offer Purchase Price, plus accrued interest to the Settlement Date;

(c) the Bondowner has made an independent decision to make the offer, the appropriateness of the terms thereof, and whether the offer is appropriate for the Bondowner;

(d) such decisions are based upon the Bondowner’s own judgment and upon advice from such advisors as the Bondowner has consulted;

(e) the Bondowner is not relying on any communication from the District, the Dealer Manager, or the Information Agent and Tender Agent as investment advice or as a recommendation to make the offer, it being understood that the information from the District, the Dealer Manager, or the Information Agent and Tender Agent related to the terms and conditions of this Invitation shall not be considered investment advice or a recommendation to make an offer; and

(f) the Bondowner is capable of assessing the merits of and understanding (on its own and/or through independent professional advice), and does understand and accept, the terms and conditions of this Invitation.

**6. Transmission of Offers by Financial Institutions; DTC ATOP Procedures.** Offers to sell Target Bonds pursuant to this Invitation may only be made to the District through DTC's ATOP system. Bondowners that are not DTC participants must make their offers through their custodial intermediary. A DTC participant must tender the Target Bonds offered by the Bondowner pursuant to this Invitation on behalf of the Bondowner for whom it is acting, by book-entry through the ATOP system. In so doing, such custodial intermediary and the Bondowner on whose behalf the custodial intermediary is acting, agree to be bound by DTC's rules for the ATOP system. In accordance with ATOP procedures, DTC will then verify receipt of the tender offer and send an Agent's Message (as described below) to the Information Agent and Tender Agent.

The term "Agent's Message" means a message transmitted by DTC to, and received by, the Information Agent and Tender Agent and forming a part of the book-entry confirmation which states that DTC has received an express acknowledgement from the DTC participant tendering Target Bonds for purchase that are the subject of such book-entry confirmation, stating: (i) the par amount of the Target Bonds that have been tendered by such DTC participant on behalf of the Bondowner pursuant to this Invitation, and (ii) that the Bondowner agrees to be bound by the terms of this Invitation, including the representations, warranties, agreements and affirmations deemed made as set forth in Section 5 above.

Agent's Messages must be transmitted to and received by the Information Agent and Tender Agent by not later than 5:00 p.m., New York City time, on the Expiration Date (as such date may have been changed as provided in this Invitation). Target Bonds will not be deemed to have been tendered for cash purchase pursuant to this Invitation until an Agent's Message with respect thereto is received by the Information Agent and Tender Agent.

Each DTC participant is advised to submit each beneficial owner's instruction individually into DTC's ATOP system to ensure proper settlement.

**7. Determinations as to Form and Validity of Offers; Right of Waiver and Rejection.** All questions as to the validity (including the time of receipt of Agent's Messages by the Information Agent and Tender Agent), eligibility, and acceptance of any offers to sell Target Bonds will be determined by the District in its sole discretion and will be final, conclusive and binding.

The District reserves the right to waive any irregularities or defects in any offer. None of the District, the Dealer Manager, or the Information Agent and Tender Agent is obligated to give notice of any defects or irregularities in offers, and none has any no liability for failing to give such notice.

**8. Withdrawals of Offers Prior to Expiration Date; Irrevocability of Offers on Expiration Date.** A Bondowner may withdraw an offer to sell Target Bonds pursuant to this Invitation by causing a withdrawal notice to be transmitted via DTC's ATOP system to, and received by, the Information Agent and Tender Agent at or before 5:00 p.m., New York City time, on the Expiration Date (as the date and time may have been changed as provided in this Invitation).

Bondowners who are not DTC participants can only withdraw their offers by making arrangements with and instructing the custodial intermediary through which they hold their Target Bonds to submit the Bondowner's notice of withdrawal through the DTC ATOP system.

**All offers to sell Target Bonds will become irrevocable as of 5:00 p.m., New York City time, on the Expiration Date (as such date may have been changed from time to time as provided in this Invitation).**

**9. Preliminary Acceptance Notice.** On April 23, 2024, unless such time or date is extended by the District (the “**Preliminary Acceptance Date**”), the District will determine the preliminary principal amount, if any, of the Target Bonds for each CUSIP that it will purchase, based on satisfaction of the Financing Conditions. Notice of the preliminary principal amount of the Target Bonds, if any, for each CUSIP that the District initially agrees to purchase pursuant to this Invitation will be provided to the Information Services on the Preliminary Acceptance Date via the publication of a “Preliminary Notice of Acceptance.”

**10. Determination of Amounts to be Purchased; Acceptance of Offers; Final Notice of Acceptance.** On the Acceptance Date (April 24, 2024, unless extended), upon the terms and subject to the conditions of this Invitation, the District will announce its acceptance for purchase of Target Bonds, if any, offered and validly tendered by Bondowners pursuant to this Invitation via the publication of a “Final Notice of Acceptance” in the manner described in Section 2, with acceptance subject to the satisfaction or waiver by the District of Financing Conditions. See Section 11: “Acceptance of Offers Constitutes Irrevocable Agreement” and Section 14: “Conditions to Purchase.”

The District intends to purchase up to \$8,315,000 in principal amount of Target Bonds, pursuant to this Invitation; however, depending upon the results of this Invitation and satisfaction or waiver by the District of the Financing Conditions, the District in its sole discretion may purchase a lesser principal amount of Target Bonds. The District in its sole discretion will select which, if any, Target Bonds to purchase of a particular CUSIP based on its determination of the economic benefit from such purchase.

Should the District decide to only purchase a portion of the Target Bonds being tendered for purchase of a certain CUSIP, the District will accept such Target Bonds tendered for purchase on a pro rata basis. The principal amount of each individual offer will be adjusted, pro rata, based upon a proration factor for each such CUSIP (each a “**Proration Factor**”). In such event, should the principal amount of any individual offer, when adjusted by the Proration Factor, result in an amount that is not a multiple of \$5,000, the principal amount of such offer will be rounded up to the nearest multiple of \$5,000. If as a result of such adjustment, the principal amount of a Bondowner’s unaccepted Target Bonds is less than the Minimum Authorized Denomination of \$5,000, the District will reject such Bondowner’s offer in whole. The District will determine the Proration Factor that permits it to accept the amount of Target Bonds it has determined to purchase.

The Final Notice of Acceptance will state: (i) the principal amount of the Target Bonds of each CUSIP number that the District has accepted for purchase in accordance with this Invitation, which may be zero for a particular CUSIP number, or (ii) that the District has decided not to purchase any Target Bonds.

Shortly following the publication of the Final Notice of Acceptance, the District will instruct DTC to release from the controls of the ATOP system all Target Bonds that were offered but were not accepted for purchase. The release of such Target Bonds will take place in accordance with DTC’s ATOP procedures. The District, the Dealer Manager, and the Information Agent and Tender Agent are not responsible or liable for the operation of the ATOP system by DTC to properly credit such released Target Bonds to the applicable account of the DTC participant or custodial intermediary or by such DTC participant or custodial intermediary for the account of the Bondowner.

**Notwithstanding any other provision of this Invitation, the obligation of the District to purchase Target Bonds offered, accepted and validly tendered (and not validly withdrawn) by Bondowners pursuant to this Invitation is subject to the satisfaction or waiver of the conditions set forth under Section 14: “Conditions to Purchase” below. The District reserves the right, in its sole discretion, to amend or waive any of the terms of or conditions to this Invitation, in whole or in part,**

**at any time prior to the Expiration Date. This Invitation may be withdrawn by the District at any time prior to the Expiration Date.**

**11. Acceptance of Offers Constitutes Irrevocable Agreement.** Acceptance by the District of offers to sell Target Bonds tendered by Bondowners will constitute an irrevocable agreement between the offering Bondowner and the District to sell and purchase such Target Bonds, subject to the conditions and terms of this Invitation, including the Conditions to Purchase set forth in Section 14.

**12. Settlement Date; Purchase of Target Bonds.** Subject to satisfaction of all conditions to the District's obligation to purchase tendered Target Bonds accepted by the District, as described herein, the Settlement Date is the day on which Target Bonds accepted for purchase will be purchased and paid for at the applicable Offer Purchase Price, together with accrued interest to such date. Such purchase and payment are expected to occur by 3:00 p.m., New York City time, on the Settlement Date. The Settlement Date has initially been set as May 2, 2024, unless extended by the District, assuming all conditions to this Invitation have been satisfied or waived by the District.

The District may, in its sole discretion, change the Settlement Date by giving notice thereof in the manner described in Section 2 of this Invitation prior to the change. However, the Settlement Date may not be later than June 30, 2024. If the District does not complete the purchase of the Target Bonds by 3:00 p.m., New York City time, on May 2, 2024, the right and obligation of the District to purchase any Target Bonds will automatically terminate, without any liability to any Bondowner, and the District will instruct DTC to release from the controls of the ATOP system all Target Bonds.

Subject to satisfaction of all conditions to the District's obligation to purchase Target Bonds tendered for purchase and accepted by the District pursuant to this Invitation, as described herein, payment by the District will be made through DTC on the Settlement Date. The District expects that, in accordance with DTC's standard procedures, DTC will transmit the aggregate Offer Purchase Prices to be paid for the Target Bonds tendered for purchase (plus accrued interest) to DTC participants holding the Target Bonds accepted for purchase on behalf of Bondowners for subsequent disbursement to the Bondowners. **None of the District, the Dealer Manager or the Information Agent and Tender Agent has any responsibility or liability for the distribution of the Offer Purchase Prices and accrued interest paid by DTC to DTC participants or by DTC participants to Bondowners.**

Promptly following such deliveries and payments, the District will instruct the registrar and paying agent for the Target Bonds to cause the Target Bonds so purchased to be cancelled and retired.

**13. Source of Funds.** The source of funds to purchase the Target Bonds validly tendered for purchase pursuant to this Invitation and accepted by the District is expected to be proceeds received by the District from the sale of its Series 2024 Bonds, expected to be issued on the Settlement Date. The payment of accrued interest on Target Bonds validly tendered for purchase is expected to be made from funds held by the District. The District's ability to settle the cash purchase of Target Bonds tendered for purchase and accepted by the District is contingent upon the successful delivery of its Series 2024 Bonds and the other conditions set forth herein.

**14. Conditions to Purchase.** The consummation of the purchase of the Target Bonds pursuant to this Invitation is conditioned upon the satisfaction or waiver by the District of the Financing Conditions and other conditions described in this Invitation. Payment on the Settlement Date is conditioned upon the issuance of the Series 2024 Bonds. Furthermore, the District will not be required to purchase any Target Bonds tendered for purchase and accepted by the District, and will incur no liability as a result, if, before payment for Target Bonds on the Settlement Date:

(a) The District does not, for any reason, have sufficient funds on the Settlement Date from the proceeds of the Series 2024 Bonds to pay the Offer Purchase Prices of tendered Target Bonds accepted for purchase pursuant to this Invitation and pay all fees and expenses associated with the Series 2024 Bonds and this Invitation, including the accrued interest on all Target Bonds accepted for purchase;

(b) Litigation or another proceeding is pending or threatened which the District believes may, directly or indirectly, have an adverse impact on this Invitation or the expected benefits of this Invitation to the District or the Bondowners;

(c) A war, public health or other national emergency, banking moratorium, suspension of payments by banks, a general suspension of trading by the New York Stock Exchange or a limitation of prices on the New York Stock Exchange exists and the District believes this fact makes it inadvisable to proceed with the purchase of Target Bonds;

(d) A material change in the business or affairs of the District has occurred which the District believes makes it inadvisable to proceed with the purchase of Target Bonds;

(e) A material change in the net benefits of the transaction contemplated by this Invitation and the Series 2024 Bonds POS has occurred due to a material change in market conditions which the District reasonably believes makes it inadvisable to proceed with the purchase of Target Bonds; or

(f) There shall have occurred a material disruption in securities settlement, payment or clearance services.

**These conditions are for the sole benefit of the District. They may be asserted by the District prior to the time of payment for the Target Bonds on the Settlement Date. The conditions may be waived by the District in whole or in part at any time and from time to time in its sole discretion and may be exercised independently for each maturity date and CUSIP number of the Target Bonds. The failure by the District at any time to exercise any of these rights will not be deemed a waiver of any of these rights, and the waiver of these rights with respect to particular facts and other circumstances will not be deemed a waiver of these rights with respect to any other facts and circumstances. Each of these rights will be deemed an ongoing right of the District which may be asserted at any time and from time to time. Any determination by the District concerning the events described in this Section 13 will be final and binding upon all parties. If, prior to the time of payment of any Target Bonds any of the events described happens, the District will have the absolute right to cancel its obligations to purchase Target Bonds accepted by the District without any liability to any Bondowner or any other person.**

**15. Extension, Termination and Amendment of Invitation.** Through and including the Expiration Date, the District has the right to extend this Invitation, to any date in its sole discretion. Notice of an extension of the Expiration Date will be given in the manner described in Section 2 of this Invitation, on or about 11:00 a.m., New York City time, on the first Business Day after the then current Expiration Date.

The District also has the right, prior to the Expiration Date to terminate this Invitation at any time by giving notice of such termination in the manner described in Section 2 of this Invitation.

The District also has the right, prior to the Expiration Date, to amend or waive the terms of this Invitation in any respect and at any time by giving notice of the amendment or waiver in the manner

described in Section 2 of this Invitation. The amendment or waiver will be effective at the time specified in such notice.

If the District amends the terms of this Invitation, including a waiver of any term, in any material respect, notice of such amendment or waiver will be given no later than three (3) Business Days prior to the Expiration Date, as extended, to provide reasonable time for dissemination of such amendment or waiver to Bondowners and for Bondowners to respond. **If the District increases the Fixed Spread for any of the Target Bonds pursuant to this Invitation, any offers submitted with respect to the affected Target Bonds prior to such change in the Fixed Spread for such Target Bonds pursuant to this Invitation will remain in full force and effect, and any Bondowner of such affected Target Bonds wishing to revoke their offer to tender such Target Bonds must affirmatively withdraw such offer prior to the Expiration Date as described in Section 8 hereof.**

No extension, termination or amendment of this Invitation (or waiver of any terms of this Invitation) will: (i) change the District's right to decline to purchase any Target Bonds without liability; or (ii) give rise to any liability of the District, the Dealer Manager, or the Information Agent and Tender Agent to any Bondowner or nominee.

## **16. Certain Federal Income Tax Consequences.**

**General Matters.** The following discussion summarizes certain U.S. federal income tax considerations generally applicable to U.S. Holders (as defined below) that tender their Target Bonds for cash. The discussion below is based upon laws, regulations, rulings, and decisions in effect and available on the date hereof, all of which are subject to change, possibly with retroactive effect. Prospective tendering investors should note that no rulings have been or are expected to be sought from the U.S. Internal Revenue Service (the "IRS") with respect to any of the U.S. federal income tax considerations discussed below, and no assurance can be given that the IRS will not take contrary positions. Further, the following discussion does not address U.S. tax consequences applicable to any given investor, nor does it address the U.S. tax considerations applicable to all categories of investors, some of which may be subject to special taxing rules (regardless of whether or not such investors constitute U.S. Holders), such as certain U.S. expatriates, banks, REITs, RICs, insurance companies, tax-exempt organizations, dealers or traders in securities or currencies, partnerships, S corporations, estates and trusts, investors that hold their Target Bonds as part of a hedge, straddle or an integrated or conversion transaction, or investors whose "functional currency" is not the U.S. dollar, or certain taxpayers that are required to prepare certified financial statements or file financial statements with certain regulatory or governmental agencies. Furthermore, it does not address: (i) alternative minimum tax consequences, (ii) the net investment income tax imposed under Section 1411 of the Internal Revenue Code of 1986 (the "Code"), or (iii) the indirect effects on persons who hold equity interests in a holder. This summary also does not consider the taxation of the Target Bonds under state, local or non-U.S. tax laws. In addition, this summary generally is limited to U.S. tax considerations applicable to investors who will hold their Target Bonds as "capital assets" within the meaning of Section 1221 of the Code. The following discussion does not address tax considerations applicable to any investors in the Target Bonds other than investors that are U.S. Holders. As used herein, "U.S. Holder" means a Bondowner of a Target Bond that for U.S. federal income tax purposes is an individual citizen or resident of the United States, a corporation or other entity taxable as a corporation created or organized in or under the laws of the United States or any state thereof (including the District of Columbia), an estate the income of which is subject to U.S. federal income taxation regardless of its source or a trust where a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons (as defined in the Code) have the authority to control all substantial decisions of the trust (or a trust that has made a valid election under U.S. Treasury Regulations to be treated as a domestic trust). If a partnership holds Target Bonds, the tax treatment of such partnership or a partner in such partnership generally will depend upon the status of the partner and upon the activities of the

partnership. Partnerships holding Target Bonds, and partners in such partnerships, should consult their own tax advisors regarding the tax consequences of an investment in the Target Bonds (including their status as U.S. Holders).

Any federal income tax discussions in this Invitation are included for general information only and should not be construed as a tax opinion nor tax advice by the District, the Dealer Manager, the Information Agent or any of the District's advisors or agents to Bondowners. Such discussions also do not purport to address all aspects of federal income taxation that may be relevant to particular Bondowners (e.g., a foreign person, bank, thrift institution, personal holding company, tax exempt organization, regulated investment company, insurance company, or other broker or dealer in securities or currencies). Bondowners should not rely on such discussions and are urged to consult their own tax advisors to determine the particular federal, state, local and foreign tax consequences of sales made by them pursuant to purchase offers involving the Target Bonds, including the effect of possible changes in the tax laws. In addition to federal tax consequences, the sale of Target Bonds may be treated as a taxable event for state, local and foreign tax purposes. Bondowners are urged to consult their own tax advisors to determine the particular state, local and foreign tax consequences of sales made by them pursuant to purchase offers involving the Target Bonds, including the effect of possible changes in the tax laws.

***Tendering U.S. Holders.*** The tender of a Target Bond for cash will be a taxable event for U.S. federal income tax purposes. In such event, in general, a U.S. Holder will recognize gain or loss equal to the difference between (i) the amount of cash received (except to the extent attributable to accrued but unpaid interest on the Target Bond, which will be taxed as ordinary interest income except to the extent such interest is excludible from gross income under Section 103 of the Code) and (ii) the U.S. Holder's adjusted U.S. federal income tax basis in the Target Bond (generally, the purchase price paid by the U.S. Holder for the Target Bond, decreased by any amortized acquisition premium, and increased by the amount of any original issue discount previously included in income by such U.S. Holder with respect to such Target Bond or otherwise required to be added to the cost basis of the U.S. Holder in such Target Bond). Any such gain or loss generally will be capital gain or loss. In the case of a non-corporate U.S. Holder of the Target Bonds holding the Target Bond for a period exceeding one year, the maximum marginal U.S. federal income tax rate applicable to any such gain will be lower than the maximum marginal U.S. federal income tax rate applicable to ordinary income. The deductibility of capital losses is subject to limitations.

***Backup Withholding.*** Amounts paid to Bondowners may be subject to backup withholding by reason of the events specified by Section 3406 of the Code which include failure of a Bondowner to supply the broker, dealer, commercial bank or trust company acting on behalf of such Bondowner with such Bondowner's taxpayer identification number certified under penalty of perjury. Certification can be made by completing a substitute IRS Form W-9, a copy of which is available from the Information Agent. Backup withholding may also apply to Bondowners who are otherwise exempt from such backup withholding if such Bondowners fail to properly document their status as exempt recipients.

**17. Additional Considerations.** In deciding whether to participate in this Invitation, each Bondowner should consider carefully, in addition to the other information contained in this Invitation, the following:

***Market for Target Bonds.*** The Target Bonds are not listed on any national or regional securities exchange. To the extent that the Target Bonds are traded, their prices may fluctuate greatly depending on the trading volume and the balance between buy and sell orders. Bondowners may be able to effect a sale of the Target Bonds at a price higher than the Offer Purchase Price established pursuant to this Invitation.

***Target Bonds Not Tendered for Purchase.*** Bondowners of Target Bonds who do not accept this Invitation will continue to hold their interest in such Target Bonds. If Target Bonds are purchased pursuant



to this Invitation, the principal amount of Target Bonds for a particular CUSIP that remains outstanding will be reduced, which could adversely affect the liquidity and market value of the Target Bonds of that CUSIP that remain outstanding.

**Rating.** The rating of the Target Bonds by the rating agency reflect only the views of such organization and any desired explanation of the significance of such rating and any outlooks or other statements given by such rating agency with respect thereto should be obtained from such rating agency. There is no assurance that the current rating assigned to the Target Bonds will continue for any given period of time or that any of such rating will not be revised upward or downward, suspended or withdrawn entirely by any rating agency. Any such upward or downward revision, suspension or withdrawal of such rating may have an effect on the availability of a market for or the market price of the Target Bonds. Each Bondowner should review such rating and consult with its financial representatives concerning them.

**Market Conditions.** The purpose of this Invitation is to provide the District with the opportunity to purchase a portion of the Target Bonds. The final decision to purchase Target Bonds, and which Target Bonds will be accepted for purchase by the District will, in part, be based upon market conditions and other factors outside of the control of the District.

**Potential Subsequent Transactions.** To the extent Target Bonds are not purchased pursuant to this Invitation, the District reserves the right to, and may in the future decide to, acquire some or all of the Target Bonds through open market purchases, privately negotiated transactions, subsequent tender offers, exchange offers or otherwise, upon such terms and at such prices as it may determine, which may be more or less than the consideration offered pursuant to this Invitation, which could be cash or other consideration. Any future acquisition of Target Bonds may be on the same terms or on terms that are more or less favorable to Bondowners than the terms described in this Invitation. The District also reserves the right in the future to refund (on an advance or current basis) any remaining portion of outstanding Target Bonds through the issuance of publicly offered or privately placed tax-exempt or taxable bonds. The decision to undertake any such future transactions will depend on various factors existing at that time. There can be no assurance as to which of these alternatives, if any, the District may ultimately choose to pursue in the future.

**The terms of the Target Bonds that remain outstanding will continue to be governed by the terms of the Target Bonds Authorizing Resolution. The Target Bonds maturing on and after June 1, 2026 are subject to redemption in whole or in part, at the option of the District on any date on or after February 1, 2026, at a redemption price equal to 100% of the principal amount of the Target Bonds, or portions thereof to be redeemed plus accrued but unpaid interest to the date fixed for redemption.**

**18. The Dealer Manager.** Pursuant to the terms of that certain Dealer Manager Agreement, the District has retained Stifel, Nicolaus & Company, Incorporated to act on its behalf as Dealer Manager for this Invitation. References in this Invitation to the Dealer Manager are to Stifel, Nicolaus & Company, Incorporated only in its capacity as the Dealer Manager. The District has agreed to pay the Dealer Manager a nominal fee for its services and to reimburse the Dealer Manager for a portion of its reasonable out-of-pocket costs and expenses relating to this Invitation. The compensation of the Dealer Manager is based, and is contingent upon the closing of and expected to be paid with proceeds of the Series 2024 Bonds in its capacity as underwriter for the Series 2024 Bonds.

The Dealer Manager may contact Bondholders regarding this Invitation and may request brokers, dealers, custodian banks, depositories, trust companies and other nominees to forward this Invitation to beneficial owners of the Target Bonds.

The Dealer Manager and its affiliates together comprise full-service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. The Dealer Manager and its affiliates may have, from time to time, performed and may in the future perform, various investment banking services for the District for which they received or will receive customary fees and expenses. In the ordinary course of their various business activities, the Dealer Manager and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities and financial instruments which may include bank loans and/or credit default swaps) for their own account and for the accounts of its customers and may at any time hold long and short positions in such securities and instruments. Such investment securities activities may involve securities and instruments of the District, including the Series 2024 Bonds and/or the Target Bonds.

In addition to its role as Dealer Manager for the Target Bonds, Stifel, Nicolaus & Company, Incorporated is also serving as the underwriter for the Series 2024 Bonds, as described in the Preliminary Official Statement attached as Appendix A.

The Dealer Manager is not acting as a municipal advisor, financial advisor or fiduciary to the District in connection with this Invitation.

**19. Information Agent and Tender Agent.** The Dealer Manager, on behalf of the District, has retained Globic Advisors to serve as Information Agent and Tender Agent in connection with this Invitation. The District has agreed to pay the Information Agent and Tender Agent customary fees for its services and to reimburse the Information Agent and Tender Agent for its reasonable out-of-pocket costs and expenses relating to this Invitation.

**20. Available Information; Contact Information.** Certain information relating to the Target Bonds and the District may be obtained by contacting the Dealer Manager or the Information Agent and Tender Agent at the contact information set forth below. Such information is limited to (i) the Invitation, including the information set forth in the Series 2024 Bonds POS, which is attached hereto as Appendix A, and (ii) information about the District available through the EMMA Website.

Investors with questions about this Invitation should contact the Dealer Manager or the Information Agent and Tender Agent utilizing the contact information below:

**GLOBIC ADVISORS, *Invitation Agent and Tender Agent***

Attention: Robert Stevens  
(212) 227-9622, [rstevens@globic.com](mailto:rstevens@globic.com)  
Document Website: [www.globic.com/westside](http://www.globic.com/westside)

**STIFEL, NICOLAUS & COMPANY, INCORPORATED, *Dealer Manager***

Attention: Michael Short and Conner Swanson  
(816) 203-8739, [shortm@stifel.com](mailto:shortm@stifel.com), (816) 203-8731, [swansonc@stifel.com](mailto:swansonc@stifel.com)

**21. Miscellaneous.** This Invitation is not being made to, and offers will not be accepted from or on behalf of, Bondowners in any jurisdiction in which this Invitation or the acceptance thereof would not be in compliance with the laws of such jurisdiction. In those jurisdictions whose laws require this Invitation to be made through a licensed or registered broker or dealer, this Invitation is being made on behalf of the District by the Dealer Manager.

**No one has been authorized by the District, the Dealer Manager or the Information Agent and Tender Agent to recommend to any Bondowners whether to offer Target Bonds for purchase pursuant to this Invitation. No one has been authorized to give any information or to make any representation in connection with this Invitation other than those contained in this Invitation. Any recommendation, information and representations given or made cannot be relied upon as having been authorized by the District, the Dealer Manager or the Information Agent and Tender Agent.**

**None of the District, the Dealer Manager or the Information Agent and Tender Agent makes any recommendation that any Bondowner offer and tender or refrain from offering and tendering all or any portion of such Bondowner's Target Bonds for purchase. Bondowners must make these decisions and should consult with their broker, account executive, financial advisor, attorney and/or other appropriate professionals.**

**DOUGLAS COUNTY SCHOOL DISTRICT  
0066 (WESTSIDE COMMUNITY SCHOOLS)**

By: /s/ Dr. Mike Lucas  
Dr. Mike Lucas  
Superintendent of Schools

**APPENDIX A**  
**PRELIMINARY OFFICIAL STATEMENT**

**APPENDIX B**

**FORM OF PRICING NOTICE**

**RELATING TO THE  
INVITATION TO TENDER BONDS DATED April 8, 2024  
made by  
DOUGLAS COUNTY SCHOOL DISTRICT 0066  
(WESTSIDE COMMUNITY SCHOOLS)**

**to the Holders described herein of  
all or any portion of the maturities listed herein of**

**Douglas County School District 0066  
(Westside Community Schools)  
In the State of Nebraska  
General Obligation Refunding Bonds  
Taxable Series 2021**

*The purpose of this Pricing Notice dated [\_\_\_\_\_] , 2024 (the “**Pricing Notice**”) is to either confirm or amend the Fixed Spreads for the Target Bonds. All other terms relating to the Invitation (hereinafter defined) remain unchanged.*

Pursuant to the Invitation to Tender Bonds dated April 8, 2024 (as it may be amended or supplemented, the “**Invitation**”), Douglas County School District 0066 (Westside Community Schools) (the “**District**”) invited offers to tender bonds for cash at the applicable purchase prices based on a fixed spread to be added to the yields on certain benchmark United States Treasury Securities set forth in this Pricing Notice, plus accrued interest on the Target Bonds tendered for purchase to but not including the Settlement Date. All terms used herein and not otherwise defined are used as defined in the Invitation.

As set forth in the Invitation, the District retains the right to extend the Invitation, or amend the terms of the Invitation (including a waiver of any term) in any material respect, provided, that the District shall provide notice thereof at such time and in such manner to allow reasonable time for dissemination to Bondowners and for Bondowners to respond. In such event, any offers submitted with respect to the Target Bonds prior to such change in the Fixed Spreads for such Target Bonds pursuant to the Invitation will remain in full force and effect and any Bondowner of such affected Target Bonds as applicable, wishing to revoke their offer to tender such Target Bonds for purchase must affirmatively withdraw such offer prior to the Expiration Date, as extended.

The Invitation, including the Preliminary Official Statement dated April 8, 2024 relating to the District’s General Obligation Refunding Bonds, Series 2024, is available: (i) at the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website, currently located at <http://emma.msrb.org>, using the CUSIP numbers for the Target Bonds, and (ii) on the website of the Information Agent at <https://www.globic.com/westside>.

Any questions are to be directed to the Information Agent at (212) 227-9699.

**TENDER OFFER – YIELD SPREADS**

Pursuant to the Invitation, the Fixed Spreads for the Target Bonds are listed below and [are unchanged from the Invitation / have been revised since the date of the Invitation]. The Purchase Price to be paid on the Settlement Date excludes accrued interest on the Target Bonds tendered for purchase, which accrued interest will be paid to but not including the Settlement Date in addition to the Purchase Price.

**Douglas County School District 0066  
(Westside Community Schools)  
In the State of Nebraska  
General Obligation Refunding Bonds  
Taxable Series 2021**

CUSIP (Base No. 259363) <sup>2</sup>	Maturity Date (June 1)	Interest Rate	Outstanding Principal Amount	Maximum Principal Amount That May Be Accepted for Purchase	Benchmark Treasury Security <sup>(1)</sup>		Indicative Fixed Spreads <sup>(1)</sup>
					% UST maturing [ ]/[ ]/20[ ] CUSIP: [ ]	[ ] [ ] bps	
VU0	2025	0.80	540,000	540,000	[ ] % UST maturing [ ]/[ ]/20[ ] CUSIP: [ ]	[+] [ ] bps	
VV8	2026	1.00	540,000	540,000	[ ] % UST maturing [ ]/[ ]/20[ ] CUSIP: [ ]	[+] [ ] bps	
VW6	2027	1.20	550,000	550,000	[ ] % UST maturing [ ]/[ ]/20[ ] CUSIP: [ ]	[+] [ ] bps	
VX4	2028	1.35	555,000	555,000	[ ] % UST maturing [ ]/[ ]/20[ ] CUSIP: [ ]	[+] [ ] bps	
VY2	2029	1.50	560,000	560,000	[ ] % UST maturing [ ]/[ ]/20[ ] CUSIP: [ ]	[+] [ ] bps	
VZ9	2030	1.65	570,000	570,000	[ ] % UST maturing [ ]/[ ]/20[ ] CUSIP: [ ]	[+] [ ] bps	
WA3	2031	1.75	580,000	580,000	[ ] % UST maturing [ ]/[ ]/20[ ] CUSIP: [ ]	[+] [ ] bps	
WB1	2032	1.85	595,000	595,000	[ ] % UST maturing [ ]/[ ]/20[ ] CUSIP: [ ]	[+] [ ] bps	
WC9	2033	1.95	600,000	600,000	[ ] % UST maturing [ ]/[ ]/20[ ] CUSIP: [ ]	[+] [ ] bps	
WD7	2034	2.05	615,000	615,000	[ ] % UST maturing [ ]/[ ]/20[ ] CUSIP: [ ]	[+] [ ] bps	
WE5	2035	2.12	630,000	630,000	[ ] % UST maturing [ ]/[ ]/20[ ] CUSIP: [ ]	[+] [ ] bps	
WF2	2036	2.10	645,000	645,000	[ ] % UST maturing [ ]/[ ]/20[ ] CUSIP: [ ]	[+] [ ] bps	
WG0	2037	2.30	660,000	660,000	[ ] % UST maturing [ ]/[ ]/20[ ] CUSIP: [ ]	[+] [ ] bps	
WH8	2038	2.41	675,000	675,000	[ ] % UST maturing [ ]/[ ]/20[ ] CUSIP: [ ]	[+] [ ] bps	

<sup>1</sup> Benchmark Treasury Securities are unchanged from the Invitation, and Fixed Spreads are [unchanged from the Invitation / revised since the date of the Invitation as described above].

The yields on the Benchmark Treasury Securities will be determined at [1:00 p.m.] New York City time on Tuesday, [\_\_\_\_\_], 2024.

The table below provides an example of the Purchase Price realized by a Bondowner who submits an offer based on the following yields for the Benchmark Treasury Securities as of [\_\_\_\_\_], 2024 and the Fixed Spreads. This example is being provided for convenience only and is not to be relied upon by a Bondowner as an indication of the Purchase Yield or Purchase Price that may be paid by the District.

Based on such Benchmark Treasury Security yields, the following Purchase Prices would be derived:

**Douglas County School District 0066  
(Westside Community Schools)  
In the State of Nebraska  
General Obligation Refunding Bonds  
Taxable Series 2021**

CUSIP (Base No. 259363)	Maturity Date (June 1)	Benchmark Treasury Security	Indicative Benchmark Yield <sup>(1)</sup>	Fixed Spread	Indicative Purchase Yield <sup>(1)</sup>	Indicative Purchase Price per \$100 Principal Amount <sup>(1)</sup>
VU0	2025	._ % UST maturing _/ _/20 CUSIP: _____				
VV8	2026	._ % UST maturing _/ _/20 CUSIP: _____				
VW6	2027	._ % UST maturing _/ _/20 CUSIP: _____				
VX4	2028	._ % UST maturing _/ _/20 CUSIP: _____				

VY2	2029	.. % UST maturing	/ /20	CUSIP: _____
VZ9	2030	.. % UST maturing	/ /20	CUSIP: _____
WA3	2031	.. % UST maturing	/ /20	CUSIP: _____
WB1	2032	.. % UST maturing	/ /20	CUSIP: _____
WC9	2033	.. % UST maturing	/ /20	CUSIP: _____
WD7	2034	.. % UST maturing	/ /20	CUSIP: _____
WE5	2035	.. % UST maturing	/ /20	CUSIP: _____
WF2	2036	.. % UST maturing	/ /20	CUSIP: _____
WG0	2037	.. % UST maturing	/ /20	CUSIP: _____
WH8	2038	.. % UST maturing	/ /20	CUSIP: _____

<sup>1</sup> Preliminary, subject to change.

As a measure of the sensitivity of the Purchase Yield to changes in the yield on the Benchmark Treasury Security, the following table shows the impact on the Purchase Yield of a 0.10% (10 basis point) movement in the yield on the Benchmark Treasury Security:

**Douglas County School District 0066  
(Westside Community Schools)  
In the State of Nebraska  
General Obligation Refunding Bonds  
Taxable Series 2021**

Indicative Purchase Price Per \$100

CUSIP (Base No. 259363)	Maturity Date (June 1)	Indicative Purchase Yield <sup>(1)</sup>	Assuming a 0.10% Increase in Treasury Security Yield <sup>(1)</sup>	Assuming Current Treasury Security Yield <sup>(1)</sup>	Assuming a 0.10% Decrease in Treasury Security Yield <sup>(1)</sup>
VU0	2025				
VV8	2026				
VW6	2027				
VX4	2028				
VY2	2029				
VZ9	2030				
WA3	2031				
WB1	2032				
WC9	2033				
WD7	2034				
WE5	2035				
WF2	2036				
WG0	2037				
WH8	2038				

<sup>1</sup> Preliminary, subject to change.