

NOTICE OF SALE

EVANS-BRANT (LAKE SHORE) CENTRAL SCHOOL DISTRICT
ERIE COUNTY, NEW YORK
(the "District")

\$1,290,000 BOND ANTICIPATION NOTES, 2019
(the "Notes")

SALE DATE: March 26, 2019 TELEPHONE: (716) 662-3910
TIME: 11:00 A.M. FACSIMILE: (716) 662-6684
(Prevailing Time)
PLACE OF SALE: Capital Markets Advisors, LLC (the "Municipal Advisor")
4211 N. Buffalo Road, Suite 19
Orchard Park, NY 14127
DATE OF NOTES: April 9, 2019
MATURITY DATE: April 9, 2020

Sealed proposals, telephoned or faxed proposals will be received at the specified place and time on the Sale Date by the President of the Board of Education of the District, or her designated agent (the "Sale Officer"), as herein indicated, for purchase at not less than par and accrued interest of the Notes as hereinabove described.

The timely delivery of all proposals submitted by facsimile transmission (FAX) must be in legible and completed form, signed by an authorized representative of the bidder, and shall be the sole responsibility of the bidder. The District shall not be responsible for any errors and/or delays in transmission and/or receipt of such bids, mechanical or technical failures or disruptions, or any omissions or irregularities in any bids submitted in such manner.

The Notes are being issued pursuant to Constitution and laws of the State, including the Local Finance Law, Education Law, and propositions approved by the qualified voters of the District and bond resolutions duly adopted by the Board of Education of the District on May 27, 2014, May 24, 2016, May 23, 2017, and May 22, 2018 authorizing the issuance respectively of \$395,935, \$544,730, \$486,885 and \$499,856 respectively in serial bonds of the District to finance the purchase of various transportation vehicles.

The Notes are general obligations of the District and the faith and credit of the District are pledged for payment of the principal of and interest on the Notes. All the taxable real property in the District will be subject to the levy of *ad valorem* taxes, without limitation as to rate or amount, sufficient to pay the principal of and interest on the Notes (See Appendix A – TAX INFORMATION – Tax Levy Limitation Law in the accompanying Official Statement). The Notes are not subject to redemption prior to maturity.

The Notes will be designated or deemed designated as "qualified tax-exempt obligations" pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

The Notes will be issued as registered notes and, at the option of the purchaser, may be registered to The Depository Trust Company ("DTC" or the "Securities Depository") or may be registered in the name of the purchaser.

If the Notes will be issued through DTC, the Notes will be registered in the name of Cede & Co., as nominee of DTC in Jersey City, New Jersey, which will act as Securities Depository for the Notes. Individual purchases will be made in book-entry-only form, in the principal amount of \$5,000 or integral multiples thereof. Purchasers of the Notes will not receive certificates representing their ownership interest in the Notes. Payments of principal of and interest on the Notes will be made by the District to DTC, which will in turn remit such principal and interest to its Participants for subsequent distribution to the Beneficial Owners of the Notes (See "THE NOTES – Book – Entry – Only System in the accompanying Official Statement).

If the Notes are registered in the name of the purchaser, principal of and interest on the Notes will be payable in federal funds at such bank or trust company located and authorized to do business in the State of New York as may be selected by the successful bidder. In such case, the Notes will be issued in registered form in denominations of \$5,000, or integral multiples thereof, as may be determined by such successful bidder.

Bids must be for all of the Notes. Each bid must state a single rate of interest therefore in a multiple of 1/100th of 1/8th of one per centum per annum. Conditional bids will be rejected.

The Notes will be awarded to the bidder complying with the terms of this Notice of Sale and offering to purchase the Notes at the lowest net interest cost, that being the rate of interest which will produce the least interest cost over the life of the Notes, after accounting for the premium offered, if any; provided, however, that if two or more bidders offer to purchase the Notes at the same lowest net interest cost, then such award will be made to one of said bidders selected by the President of the Board of Education by lot or by another customary method from among all said bidders.

The right is reserved by the District to reject any or all bids and any bid not complying with the terms of this notice will be rejected.

Award of the Notes is expected to be made promptly after the opening of the bids, but the successful bidder may not withdraw proposals until two hours after the time set forth above on the day of such bid opening and then only if such award has not been made prior to the withdrawal. The Notes will be delivered and shall be paid for on the Date of Notes at such place and at such hour as the Sale Officer and the successful bidder shall mutually agree.

If the Notes will be issued as registered to DTC, CUSIP identification numbers will be printed on the Notes if Bond Counsel is provided with such numbers by the close of business on the Sale Date of the Notes, but neither the failure to print such number on any Note nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery and pay for the Notes in accordance with the terms hereof. All expenses in relation to the printing of CUSIP numbers on the Notes shall be paid for by the District; provided, however, that the CUSIP Service Bureau charge for the assignment of such number shall be the responsibility of and shall be paid for by the purchaser.

As a condition to each purchaser's obligation to accept delivery of and pay for the Notes, such purchaser will be furnished, without cost, the following, dated as of the date of the delivery of and payment for said Notes: (i) a certificate of the President of the Board of Education certifying that (a) as of the date of the Official Statement furnished by the District in relation to said Notes, said Official Statement did not contain any untrue statements of material fact or omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, subject to the condition that while information in said Official Statement obtained from sources other than the District is not guaranteed as to accuracy, completeness or fairness, she has no reason to believe and does not believe that such information is materially inaccurate or misleading, and (b) to her knowledge, since the date of said Official Statement, there have been no material transactions not in the ordinary course of affairs entered into by the District and no material adverse changes in the general affairs of the District or in its financial condition as shown in said Official Statement other than as disclosed in or contemplated by said Official Statement, (ii) a Closing Certificate, constituting a receipt for the Note proceeds and a signature certificate, which will include a statement that no litigation is pending, or to the knowledge of the signers, threatened affecting the Notes, (iii) an arbitrage certificate executed on behalf of the District which will include, among other things, covenants, relating to compliance with the Internal Revenue Code of 1986, as amended, (the "Code"), with the owners of the Notes that the District will, among other things, (A) take all actions on its part necessary to cause interest on the Notes to be excluded from the gross income of the owners thereof for Federal income tax purposes, including without limitation, restricting, to the extent necessary, the yield on investments made with the proceeds of the Notes and investment earnings thereon, making required payments to the Federal Government, if any, and maintaining books and records in a specified manner, where appropriate, and (B) refrain from taking any action which would cause interest on the Notes to be includable in the gross income of the owners thereof for Federal income tax purposes, including, without limitation, refraining from spending the proceeds of the Notes and investment earnings thereon on certain specified purposes; (iv) a Certificate of the District, executed by the President of the Board of Education, stating that the District has agreed, in accordance with the Rule, to provide or cause to be provided, timely notice of the occurrence of certain material events with respect to the Notes, and (v) the approving legal opinion as to the validity of the Notes of Harris Beach PLLC, Bond Counsel, Rochester, New York. Reference should be made to said Official Statement for a description of the scope of Bond Counsel's engagement in relation to the issuance of the Notes and matters covered by such legal opinion. Furthermore, reference should be made to the information under the headings "LEGAL MATTERS" and "TAX EXEMPTION" in the Official Statement.

The successful bidder may at its option refuse to accept the Notes if prior to their delivery the arbitrage certificate referred to above in form and tenor satisfactory to Bond Counsel is not delivered or if any income tax law of the United States of America is hereafter enacted which shall provide that the interest on the Notes is taxable, or shall be taxable at a future date for federal income tax purposes, and in any such case such bidder will be relieved from its or their contractual obligation arising from the acceptance of its or their proposal.

By submitting a bid, each bidder is certifying that its bid is a firm offer to purchase the Notes, is a good faith offer which the bidder believes reflects current market conditions, and is not a “courtesy bid” being submitted for the purpose of assisting in meeting the competitive sale requirements relating to the establishment of the “issue price” of the Notes pursuant to U.S. Treasury Regulation Section 1.148-1(f)(3)(i), including the requirement that bids be received from at least three (3) underwriters (as defined below) who have established industry reputations for underwriting new issuances of municipal bonds and notes (the “Competitive Sale Requirements”). Capital Markets Advisors, LLC (the “Financial Advisor”) will advise the winning bidder if the Competitive Sale Requirements were met at the same time it notifies the winning bidder of the award of the Notes. **Bids will not be subject to cancellation in the event that the Competitive Sale Requirements are not satisfied.**

The winning bidder shall, within one (1) hour after being notified of an award of the Notes, advise the Financial Advisor by electronic or facsimile transmission of the reasonably expected initial public offering price or yield of each maturity of the Notes (the “Initial Reoffering Price”) as of the date of the award.

By submitting a bid, each bidder (unless such bidder would be purchasing the Notes for its own account and not with a view to distribution or resale to the public (as defined below)) represents that it has an established industry reputation for underwriting new issuances of municipal bonds and notes and agrees that if it is the winning bidder and if the Competitive Sale Requirements are not met, it will elect and satisfy either option (1) or option (2) described below. **Such election must be made on the bid form submitted by each bidder.**

(1) **Hold the Price.** The winning bidder:

(a) will make a bona fide offering to the public of the Notes at the Initial Reoffering Price and provide the Financial Advisor and Bond Counsel with reasonable supporting documentation, such as a copy of the pricing wire or equivalent communication, the form of which is acceptable to Bond Counsel,

(b) will neither offer nor sell any Notes to any person at a price that is higher, or a yield that is lower, than the Initial Reoffering Price of such maturity until the earlier of (i) the date on which the winning bidder has sold to the public at least 10 percent of the Notes at a price that is no higher, or a yield that is no lower, than the Initial Reoffering Price or (ii) the close of business on the 5th business day after the date of the award of the Notes, and

(c) has or will include or cause to be included within any agreement among underwriters, any selling group agreement and each third party distribution agreement (to which either the winning bidder or another member of any underwriting syndicate established by the winning bidder for the Notes is a party) relating to the initial sale of the Notes to the public, and in the related pricing wire, language obligating each underwriter to comply with the limitations on the sale of the Notes as set forth above.

(2) **Follow the Price.** The winning bidder:

(a) will make a bona fide offering to the public of the Notes at the Initial Reoffering Price and provide the Financial Advisor and Bond Counsel with reasonable supporting documentation, such as a copy of the pricing wire or equivalent communication, the form of which is acceptable to Bond Counsel,

(b) will report to the Financial Advisor and Bond Counsel information regarding the actual prices at which the Notes within each maturity have been first sold to the public; such reporting requirement, which may extend beyond the closing date of the Notes, will continue with respect to each maturity of the Notes until either (i) all of the Notes of such maturity have been sold, or (ii) the date on which the first price at which 10 percent of such maturity of the Notes has been sold to the public,

(c) will provide the Financial Advisor and Bond Counsel with reasonable supporting documentation or certifications of such sale prices the form of which is acceptable to Bond Counsel.

(d) has or will include or cause to be included within any agreement among underwriters, any selling group agreement and each third party distribution agreement (to which either the winning bidder or another member of any underwriting syndicate established by the winning bidder for the Notes is a party) relating to the initial sale of the Notes to the public and in the related pricing wires, language obligating each underwriter to comply with the reporting requirement described above.

Regardless of whether or not the Competitive Sale Requirements were met, each winning bidder shall submit to the District a certificate (the "Reoffering Price Certificate"), satisfactory to Bond Counsel, prior to the delivery of the Notes stating the applicable facts as described above. The form of Reoffering Price Certificate is available by contacting Bond Counsel or the Financial Advisor.

If a winning bidder is purchasing the Notes for its own account and not with a view to distribution or resale to the public, then, whether or not the Competitive Sale Requirements were met, the Reoffering Price Certificate will recite such facts and identify the price or prices at which the purchase of the Notes was made.

For purposes of this Notice of Sale, the following terms shall have the following respective meanings:

(A) the "public" means any person other than an underwriter or a related party (as defined below) to an underwriter;

(B) an "underwriter" means (i) each winning bidder (unless such winning bidder is purchasing the Notes for its own account and not with a view to distribution or resale to the public), (ii) any person that agrees pursuant to a written contract with such winning bidder to form an underwriting syndicate to participate in the initial sale of the Notes to the public, and (iii) any person that agrees pursuant to a written agreement with either such winning bidder or any other member of an underwriting syndicate for the Notes to participate in the initial sale of the Notes to the public (such as a retail distribution agreement between a national lead underwriter and a regional firm under which the regional firm participates in the initial sale of the Notes to the public); and

(C) a "related party" (as defined in U.S. Treasury Regulation 1.150-1(b)) to an underwriter generally means any person who has greater than 50 percent common ownership, directly or indirectly, with such underwriter.

In making the representations described above, each winning bidder must reflect the effect on the offering prices of any "derivative products" (e.g., a tender option) used by the bidder in connection with the initial sale of any of the Notes.

The District will provide a reasonable number of Official Statements to the successful bidder within five (5) business days following receipt of a written request therefor made to the District and its Municipal Advisor. Such request may specify the applicable (a) offering price, (b) selling compensation, (c) rating(s), (d) credit enhancement and (e) identity of the purchaser and the Official Statements shall then be supplemented by the information so specified. Neither the District nor its Municipal Advisor shall be liable in any manner for any delay, inaccuracy, or omission on the part of the successful bidder with respect to such request, nor shall the District's failure, as a result thereof, to provide the Official Statements (whether or not modified or supplemented) within the above time period, constitute cause for a failure or refusal by such bidder to accept delivery of and pay for the Notes in accordance with the terms hereof.

Section 99-b of the State Finance Law (the "SFL") provides for a covenant between the State of New York (the "State") and the purchasers and the holders and owners from time to time of the bonds and notes issued by school districts in the State for school purposes that it will not repeal, revoke or rescind the provisions of Section 99-b of the SFL, or amend or modify the same so as to limit, impair or impede the rights and remedies granted thereby.

The Official Statement is in a form "deemed final" for purposes of Rule 15c2-12 under the Securities and Exchange Act of 1934, as amended (the "Rule"), except for certain information that has been omitted therefrom in accordance with said Rule, but may be modified or supplemented herein. In order to assist the bidder in complying with the Rule and as part of the District's contractual obligation arising from its acceptance of the successful bidder's proposal, at the time of the delivery of the Notes the District will provide an executed copy of its "Undertaking to Provide Notices of Certain Events." Said Undertaking will constitute a written agreement or contract of the District for the benefit of holders of an owners of beneficial interests in the Notes, to provide to the Electronic Municipal Market Access System established and operated by

the Municipal Securities Rulemaking Board and (ii) to the New York State Information Depository, if created, notice of the occurrence of certain material events as enumerated in the Rule.

Copies of the Notice of Sale and the Official Statement pertaining to the Notes may be obtained upon request from the offices of Capital Markets Advisors, LLC, telephone number (716) 662-3910.

**Evans Brant (Lake Shore) Central School District
Erie County, New York**

By: /s/ Jennifer Michalec
Jennifer Michalec
President of the Board of Education

Dated: March 26, 2019

BID FORM CONTINUES ON NEXT PAGE

PROPOSAL FOR \$1,290,000 BOND ANTICIPATION NOTES, 2019

Jennifer Michalec
 President of the Board of Education
 Evans Brant (Lake Shore) Central School District
 c/o Capital Markets Advisors, LLC
 4211 N. Buffalo Road, Suite 19
 Orchard Park, NY 14127

March 26, 2019

TELEPHONE: (716) 662-3910

FACSIMILE: (716) 662-6684

EVANS BRANT (LAKE SHORE) CENTRAL SCHOOL DISTRICT
 ERIE COUNTY, NEW YORK

\$1,290,000 BOND ANTICIPATION NOTES, 2019
 [the "Notes"]

DATED: April 9, 2019

MATURITY: April 9, 2020

<i>Principal Amount</i>	<i>Interest Rate</i>	<i>Premium</i>	<i>Net Interest Cost</i>
\$1,290,000	%	\$	%

Signature: _____

Name of Bidder: _____

Address of Bidder: _____

Telephone Contact of Bidder (Include Area Code): _____

Facsimile Contact of Bidder (Include Area Code): _____

Email Address of Bidder : _____

Please select one of the following (if no option is selected, the book-entry-only option will be assumed to have been selected by the purchaser):

- Book-Entry-Only registered to Cede & Co.
- Registered in the Name of the Purchaser

BID FORM CONTINUES ON NEXT PAGE

Please check one of the following**:

- We are purchasing the Notes for our own account and not with a view to distribution or resale to the public (as defined in the Notice of Sale).
- In the event the Competitive Sale Requirements are not met, we hereby elect to:
 - Hold the Price
 - Follow the Price

**In accordance with the Notice of Sale, unless we would be purchasing the Notes for our own account, by submitting this bid we are representing that we have an established industry reputation for underwriting new issuances of municipal bonds and notes.