

NOTICE OF SALE
\$1,520,000* PUBLIC IMPROVEMENT SERIAL BONDS - 2024
OF THE
VILLAGE OF BUCHANAN
COUNTY OF WESTCHESTER, NEW YORK

Sale Date: July 11, 2024 @ 11:00 A.M. (Prevailing Time)

Place of Sale: Capital Markets Advisors LLC
 11 Grace Avenue, Suite 308
 Great Neck, New York 11021
 Telephone (516) 487-9818/Fax (516) 364-9501

Date of Bonds: July 25, 2024

Maturity of Bonds: July 15, 2025-2034, inclusive, as shown below.

Sealed proposals will be received and considered at the place, time and date stated above for the purchase at not less than par plus accrued interest of the \$1,520,000* aggregate principal amount of serial bonds described herein. The bonds are entitled Public Improvement Serial Bonds - 2024 (the "Bonds") and are general obligations of the Village of Buchanan (the "Village"), a municipal corporation of the State of New York, located in the County of Westchester.

The Bonds will be dated July 25, 2024, will be in denominations equal to each respective maturity, and will be numbered upward in order of maturity. Interest on the Bonds will be payable on July 15, 2025 and semi-annually thereafter on January 15 and July 15 in each year until maturity. The Bonds will mature on July 15 in each of the years and corresponding principal amounts, which are expected to provide substantially level debt service pursuant to paragraph d of Section 21.00 of the Local Finance Law, as follows:

<u>Maturity</u>	<u>Principal Amount*</u>	<u>Maturity</u>	<u>Principal Amount*</u>
2025	\$ 90,000	2030	\$160,000
2026	130,000	2031	165,000
2027	135,000	2032	175,000
2028	140,000	2033	185,000
2029	150,000	2034	190,000

The aggregate par amount of Bonds may be decreased in an amount not in excess of the premium offered by the successful bidder and the amount of each annual maturity, as set forth herein, may be adjusted to the extent necessary, in order that the total proceeds, which include the total par amount of the Bonds plus the original issue premium, if any, received by the Village does not exceed the maximum amount permitted under applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"). The annual maturities of the Bonds may also be adjusted for the purpose of attaining debt service that is substantially level or declining, as

* Preliminary, subject to change,

provided pursuant to Section 21.00 of the New York State Local Finance Law. Such adjustments will be made within twenty-four (24) hours following the opening of the bids.

The Bonds of each maturity, as adjusted, will bear interest at the same rate and must have the same initial reoffering yields as specified for that maturity by the successful bidder for the Bonds. It is the intent of this provision to hold constant, on a per bond basis, the successful bidder's underwriting spread. However, the award will be made to the bidder whose bid produces the lowest true interest cost, calculated as specified herein, solely on the basis of the Bonds offered, without taking into account any adjustment in the amount of Bonds pursuant to this paragraph.

Interest on the bonds will be calculated on a 30-day month and 360-day year basis.

The Bonds will not be subject to redemption prior to maturity.

The Bonds will be issued as registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, in New York, New York (the "Securities Depository"), which will act as Securities Depository for the Bonds. Individual purchases of the Bonds will be made in book-entry form only in principal amounts of \$5,000 or integral multiples thereof. Purchasers of the Bonds will not receive certificates representing their ownership interest in the Bonds and ownership interest in the Bonds will be transferred pursuant to the book-entry system. Interest on the Bonds will be payable on July 15, 2025 and semi-annually thereafter on January 15 and July 15 in each year until maturity. Principal of and interest on the Bonds will be paid by the Village to the Securities Depository, which will in turn remit such principal and interest to its Participants for subsequent distribution to the Beneficial Owners of the Bonds, as more fully described in the Official Statement accompanying this Notice of Sale. All capitalized terms used herein and not otherwise defined are defined in the Official Statement.

Pursuant to an agreement between the Securities Depository and the Village, the Securities Depository may discontinue its services by giving written notice to the Village. Upon such termination, the Village shall appoint a fiscal agent or the chief fiscal officer of the Village shall act as fiscal agent (the "Fiscal Agent") and Beneficial Owners of the Bonds will receive registered certificates representing their ownership interest in the Bonds as more fully described in the Official Statement accompanying this Notice of Sale. In such case, principal of the Bonds when due will be payable upon presentation at the principal office of the Fiscal Agent. Interest on the Bonds will continue to be payable on July 15, 2025 and semi-annually thereafter on January 15 and July 15 in each year until the Bonds mature. Such interest will be payable by check drawn on the Fiscal Agent and mailed to the registered owner on each interest payment date at the address as shown on the registration books of the Fiscal Agent as of the last business day of the calendar month immediately preceding each such interest payment date.

THE BONDS WILL BE DESIGNATED AS QUALIFIED TAX-EXEMPT OBLIGATIONS PURSUANT TO SECTION 265(B)(3) OF THE CODE.

The Bonds will be issued pursuant to the New York State Constitution and statutes of the State of New York, including, among others, the Local Finance Law, the Village Law and other proceedings and determinations relating thereto, including several serial bonds resolutions adopted

by the Board of Trustees of the Village. The proceeds of the Bonds will be used to provide new monies for the Village as further described in the Official Statement accompanying this Notice of Sale.

The Bonds will be duly authorized, executed and issued in accordance with the New York State Constitution and statutes of the State of New York and will constitute valid and legally binding general obligations of the Village, for the payment of which the Village will have validly pledged its faith and credit, and all real property within the Village subject to taxation by the Village, will be subject to levy by the Village of ad valorem taxes, subject to certain statutory limitations imposed by Chapter 97 of the New York Laws of 2011, as amended, for payment of the principal of and interest on the Bonds. See **“TAX INFORMATION - Tax Levy Limitation Law” in the Official Statement accompanying this Notice of Sale.**

The New York State Constitution requires the Village to pledge its faith and credit for the payment of the principal of and interest on the Bonds and to make annual appropriations for the amounts required for the payment of such principal and interest. The New York State Constitution also provides that if at any time the appropriating authorities fail to make the required appropriations for the annual debt service on the Bonds and certain other obligations of the Village, a sufficient sum shall be set apart from the first revenues thereafter received and shall be applied for such purpose and that the chief fiscal officer of the Village may be required to set apart and apply such revenues as aforesaid at the suit of any holder of such obligations.

Each bid must be for all of said \$1,520,000[†] serial bonds and may state a single rate of interest or different rates of interest for Bonds maturing in different calendar years; provided, however, that (i) only one rate of interest may be bid for all Bonds maturing in any one calendar year and (ii) variations in rates of interest so bid may be in any order. Unless all bids are rejected, the award will be made to the bidder complying with the terms of sale and offering to purchase the Bonds at the lowest true interest cost computed in accordance with the true interest cost method of calculation, that being the rate which, compounded semi-annually, is necessary to discount all principal and interest payments on the Bonds to the purchase price (par plus premium and accrued interest, if any) bid for the Bonds. The true interest cost computation should be made as of the date of delivery of the Bonds. If two or more such bidders offer to purchase the Bonds at the same lowest true interest cost computed as described above, the Bonds will be awarded to the one of said bidders whose bid offers to purchase the Bonds at the highest premium dollar amount, and if two or more such bidders offer to purchase the Bonds at the same premium dollar amount, to one of said bidders selected by the sale officer by lot from among said bidders or by allocation, in the manner directed by such sale officer. Notwithstanding the foregoing, the Village reserves the right after selecting the successful purchaser to adjust the above-stated installments of principal to the extent necessary to meet the requirements of substantially level debt service. Any adjustment shall be in the Village's sole discretion, conclusive and binding on the successful purchaser.

THE RIGHT IS RESERVED BY THE VILLAGE TO REJECT ANY OR ALL BIDS FOR ANY REASON, AND ANY BID NOT COMPLYING WITH THIS NOTICE OF SALE WILL BE REJECTED. THE RIGHT IS FURTHER RESERVED, HOWEVER, FOR THE VILLAGE TO WAIVE ANY IRREGULARITY IN THE FORM OF ANY BID, IF, IN THE JUDGMENT OF THE

[†] Preliminary, subject to change.

VILLAGE, SUCH WAIVER WOULD NOT MATERIALLY AFFECT THE INTEGRITY OF THE BIDDING PROCESS.

THE VILLAGE RESERVES THE RIGHT TO CHANGE THE TIME AND/OR DATE FOR THE OPENING OF THE BIDS AS DESCRIBED HEREIN. NOTICE OF SUCH CHANGE SHALL BE PROVIDED NOT LESS THAN ONE HOUR PRIOR TO THE TIME SET FORTH HEREIN FOR THE OPENING OF THE BIDS BY MEANS OF A SUPPLEMENTAL NOTICE OF SALE TRANSMITTED OVER THE TM3.

Each bid must either (i) be addressed to the undersigned Village Treasurer, c/o Capital Markets Advisors, LLC, 11 Grace Avenue, Suite 308, Great Neck, New York 11021 and should be marked on the outside "Proposal for Village of Buchanan, New York Public Improvement Serial Bonds - 2024", (ii) be received via facsimile transmission, or (iii) be submitted electronically via Parity. No other form of electronic bidding service nor telephone proposals will be accepted. Once the proposals are communicated electronically via Parity or via facsimile, each bid will constitute an irrevocable offer to purchase the bonds pursuant to the terms therein provided.

Prospective bidders wishing to submit an electronic bid via Parity must be contracted customers of Parity. Prospective bidders who do not have a contract with Parity must call (212) 849-5021 to become a customer. By submitting an electronic bid for the bonds, a bidder represents and warrants that such bidder's bid for the purpose of the Bonds is submitted for and on behalf of such prospective bidder by an offer or agent who is duly authorized to bind the bidder to a legal, valid and enforceable contract for the purchase of the Bonds.

Each prospective bidder who wishes to submit electronic bids shall be solely responsible to register to bid via Parity. Each qualified prospective bidder shall be solely responsible to make necessary arrangements to access Parity for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the Village nor Parity shall have any duty or obligation to undertake such registration to bid for any prospective bidder or to provide or assure such access to any qualified prospective bidder, and neither the Village nor Parity shall be responsible for a bidder's failure to register to bid or for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by Parity. The Village is using Parity as a communications mechanism, and not as the Village's agent, to conduct the electronic bidding for the Village's bonds. The Village is not bound by any advice or determination of Parity as to whether any bid complies with the terms of this Notice of Sale. All costs and expenses incurred by prospective bidders in connection with their registration and submission of bids via Parity are the sole responsibility of the bidders, and the Village is not responsible, directly or indirectly, for any such costs or expenses. If a prospective bidder encounters any difficulty in registering to bid, or submitting or modifying a bid for the Bonds, it should telephone Parity and notify the Village's municipal advisor, Capital Markets Advisors, LLC, at (516) 487-9818 (provided that the Village shall have no obligation to take any action whatsoever upon receipt of such notice).

If any provisions of this Notice of Sale shall conflict with information provided by Parity, as approved provider of electronic bidding services, the provisions of this Notice of Sale shall control. Further, information about Parity, including any fee charged, may be obtained from Parity

at (212) 848-5021. The time maintained by Parity shall constitute the official time with respect to all bids submitted.

If the Bonds qualify for the issuance of any policy of municipal bond insurance or commitment therefor, the purchase of any such insurance policy or the issuance of any such commitment shall be at the sole expense of the purchaser of the Bonds and any increased costs of issuance of the Bonds resulting by reason of the same, including, without limitation, the cost of obtaining a rating on the Bonds from a nationally recognized rating agency, unless otherwise paid, shall be paid by the purchaser. Any failure of the Bonds to be so insured or of any such policy of insurance to be issued shall not constitute cause for a failure or refusal by the purchaser of the Bonds to accept delivery of and pay for the Bonds.

The Bonds will be delivered at New York, New York, or at such other place as may be agreed upon with the purchaser, on or about July 25, 2024, against payment in Federal Funds to the Village, in an amount equal to the par value of the Bonds, plus the premium bid, if any, plus accrued interest, if any, from the date of the Bonds to the day of delivery and payment therefor.

It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such numbers on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser to accept delivery of and pay for the Bonds. All expenses in relation to the printing of CUSIP numbers on the Bonds shall be paid by the Village; provided, however, that the CUSIP Service Bureau charge for the assignment of such numbers shall be the responsibility of and shall be paid by the purchaser.

Upon delivery of and payment for the Bonds, the purchaser will be furnished, without cost, with the approving opinion of Harris Beach PLLC, New York, New York, Bond Counsel to the Village, to the effect that the Bonds are valid and legally binding general obligations of the Village, for the payment of which the Village has validly pledged its faith and credit, and all real property within the Village subject to taxation by the Village, is subject to levy by the Village of such ad valorem taxes, subject to certain statutory limitations imposed by Chapter 97 of the New York Laws of 2011, as amended, for payment of the principal of and interest on the Bonds (See "TAX INFORMATION -Tax Levy Limitation Law" in the Official Statement accompanying this Notice of Sale). Said opinion of Bond Counsel will also state that assuming continuing compliance with certain covenants and the accuracy of certain representations contained in the record of proceedings relating to the authorization and issuance of the Bonds, (a) interest on the Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax and the Bonds are qualified tax-exempt obligations pursuant to Section 265(b)(3) of the Code; (b) interest on the Bonds is exempt from personal income taxes imposed by the State of New York and political subdivisions thereof, including The City of New York; and (c) the scope of the engagement of Harris Beach PLLC, New York, New York, as Bond Counsel in relation to the Bonds, has extended solely to rendering the opinions expressed in said opinion, that said law firm is rendering no opinion other than the opinions expressly stated therein, and that said law firm expresses no opinion on the accuracy or completeness of any documents prepared by or on behalf of the Village for use in connection with the offer and sale of the Bonds.

The purchaser of the Bonds will also be furnished, without cost, in form satisfactory to Bond Counsel, (a) a certificate evidencing execution, delivery and receipt of payment for the Bonds; (b) a certificate dated the date of the Bonds and executed by the officer of the Village who executed the Bonds on behalf of the Village, stating that (i) no litigation is then pending or, to the knowledge of such officer, threatened to restrain or enjoin the issuance or delivery of the Bonds, (ii) the statements contained in the Official Statement relating to the Bonds, on the date thereof and on the date of delivery of and payment for the Bonds, were and are true in all material respects and did not, and do not, contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made therein, in light of the circumstances under which they were made, not misleading, and (iii) no authority or proceedings for the issuance of the Bonds have been repealed, rescinded or revoked; (c) an arbitrage and use certificate executed by the Village Clerk-Treasurer; (d) a continuing disclosure agreement executed by the Village Clerk-Treasurer for purposes of Rule 15c2-12 of the Securities Exchange Act of 1934, as amended (the “Rule”), promulgated by the Securities and Exchange Commission, as described below; and (e) the unqualified legal opinion as to the validity of the Bonds of Harris Beach PLLC, New York, New York, Bond Counsel to the Village, as described herein.

By submitting a bid, each bidder is certifying that its bid is a firm offer to purchase the Bonds, 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 Bonds pursuant to Section 148 of the Code, including the requirement that bids be received from at least three (3) underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds (the “Competitive Sale Requirements”). Capital Markets Advisors, LLC, as the Village’s municipal 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 Bonds. 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 the award of the Bonds, advise Capital Markets Advisors, LLC, as the Village’s municipal advisor, by electronic or facsimile transmission of the reasonably expected initial public offering price or yield of each maturity of the Bonds (the “Initial Reoffering Prices”) as of the date of the award. By submitting a bid, the winning bidder agrees (unless the winning bidder is purchasing the Bonds for its own account and not with a view to distribution or resale to the public) that if ten percent of each maturity of the Bonds (as hereinafter defined) is not sold on the Sale Date 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.

For purposes of the “hold the price” or “follow the price” requirement described below, a “maturity” refers to Bonds that have the same interest rate, credit and payment terms.

(1) Hold the Price. The winning bidder:

(a) will make a bona fide offering to the public of all of the Bonds at the Initial Reoffering Prices and provide 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 to any person any Bonds within a maturity 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 ten percent of the Bonds of such maturity at a price that is no higher, or a yield that is no lower, than the Initial Reoffering Price of such maturity or (ii) the close of business on the 5th business day after the date of the award of the Bonds, and

(c) has or will include within any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the winning bidder is a party) relating to the initial sale of the Bonds to the public, together with the related pricing wires, language obligating each underwriter to comply with the limitations on the sale of the Bonds as set forth above.

(2) Follow the Price. The winning bidder:

(a) will make a bona fide offering to the public of all of the Bonds at the Initial Reoffering Prices and provide the Village 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 Village information regarding the actual prices at which at least ten percent of the Bonds within each maturity of the Bonds have been sold to the public,

(c) will provide the Village with reasonable supporting documentation or certifications of such sale prices the form of which is acceptable to Bond Counsel. This reporting requirement, which may extend beyond the closing date of the Bonds, will continue until such date that ten percent of each maturity of the Bonds has been sold to the public, and

(d) has or will include within any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the winning bidder is a party) relating to the initial sale of the Bonds to the public, together with 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, the winning bidder shall submit to the Village a certificate (the “Underwriter’s Certificate”), satisfactory to Bond Counsel, prior to the delivery of the Bonds stating the applicable facts as described above. The form of Underwriter’s Certificate is available by contacting Bond Counsel or the Capital Markets Advisors, LLC, as the Village’s municipal advisor.

If the winning bidder has purchased the Bonds 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 Issue Price Certificate will recite such facts and identify the price or prices at which the purchase of the Bonds was made.

For purposes of this Notice, the “public” does not include the winning bidder or any person that agrees pursuant to a written contract with the winning bidder to participate in the initial sale

of the Bonds 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 Bonds to the public). In making the representations described above, the 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 Bonds.

Following the sale of the Bonds, the successful bidder will be required to provide to the Village certain information regarding the reoffering price to the public of each maturity of the Bonds. The successful bidder shall furnish to the Village a certificate as outlined above.

THE VILLAGE, ITS MUNICIPAL ADVISOR AND BOND COUNSEL WILL BE RELYING ON THE CONTENTS OF THE UNDERWRITER’S CERTIFICATE IN DETERMINING THE ARBITRAGE YIELD ON THE BONDS.

The Official Statement accompanying this Notice of Sale will be made available to prospective purchasers of the Bonds for review prior to sale. The Official Statement is deemed near final by the Village pursuant to paragraph (b)(1) of the Rule, omitting the (i) yield, interest rate and any premium offered on the Bonds; and (ii) the name of the successful bidder and their compensation with respect to the Bonds. Such information will be supplied when the Official Statement is updated following the sale of the Bonds, as required by the Rule. The Village or Capital Markets Advisors, LLC, the Village’s municipal advisor for the issuance of the Bonds, will make the requested number of copies of the Official Statement available on the date and at the place designated by the winning bidder upon its request. Otherwise, the Village, and Capital Markets Advisors, LLC, acting on behalf of the Village, assume no responsibility and have not and will not incur any duty to comply with any provision of the Rule regarding the availability or distribution of the Official Statement to investors.

The population of the Village is estimated to be 2,302. The Village, as of June 25, 2024, shows the average full valuation of real property subject to taxation by the Village to be \$470,638,699, its debt limit to be \$32,944,709 and its net indebtedness (exclusive of the Bonds) to be \$813,721. For more information, see the Official Statement accompanying this Notice of Sale.

For purposes of the Rule, the Village is the only “obligated person” with respect to the Bonds and will make an agreement, as described in the Official Statement, to provide or cause to be provided (i) certain annual financial information and operating data (the “Annual Information”) for the preceding fiscal year, (ii) timely notice of the occurrence of certain material events with respect to the Bonds, and (iii) timely notice of any failure by the Village to provide the Annual Information with respect to itself within the time specified in that agreement (the “Undertaking”). The Official Statement contains a complete description of the Undertaking.

ADDITIONAL COPIES OF THE OFFICIAL STATEMENT AND NOTICE OF SALE MAY BE OBTAINED FROM CAPITAL MARKETS ADVISORS, LLC, 11 GRACE AVENUE, SUITE 308, GREAT NECK, NEW YORK 11021, TELEPHONE (516) 487-9818 AND ARE ALSO AVAILABLE AT WWW.CAPMARK.ORG.

VILLAGE OF BUCHANAN, NEW YORK

Dated: June 25, 2024

/s/Cynthia Kempter

Village Treasurer

**VILLAGE OF BUCHANAN, NEW YORK
OFFICIAL BID FORM FOR
\$1,520,000* PUBLIC IMPROVEMENT SERIAL BONDS-2024**

**July 11, 2024
(bid opening at 11:00 AM)**

Telephone No, 516-487-9818
Fax No. 516-487-2575

To: Cynthia Kempter
Village Treasurer, Village of Buchanan
c/o Capital Markets Advisors, LLC
11 Grace Avenue, Suite 308
Great Neck, NY 11021

Dear Ms. Kempter:

Subject to the provisions and in accordance with the terms of the annexed Notice of Sale dated June 25, 2024, which is hereby made a part of this Proposal, we offer to purchase all of the \$1,520,000* Public Improvement Serial Bonds-2024 of the Village of Buchanan, New York, described in said Notice of Sale, and to pay therefor the price of \$1,520,000 plus \$ _____, plus interest, if any, accrued on said Bonds from their date to the date of their delivery, provided that the Bonds maturing in the several years set forth below shall bear interest from their date until maturity at the respective rates per annum stated in the following table:

<u>Year</u>	<u>Amount*</u>	<u>Interest Rate</u>	<u>Year</u>	<u>Amount*</u>	<u>Interest Rate</u>
2025	\$ 90,000		2032	\$160,000	
2026	130,000		2033	165,000	
2027	135,000		2034	175,000	
2028	140,000		2035	185,000	
2029	150,000		2036	190,000	

The following is our computation of the true interest cost, made as provided in the above-mentioned Notice of Sale, but not constituting any part of the foregoing Proposal for the purchase of \$1,520,000* bonds under the foregoing Proposal:

Par Amount of the Bonds.....	\$ _____
Add:	
Premium	\$ _____
Accrued Interest	\$ _____
Target Value for Calculation.	\$ _____
True Interest Rate.....	_____ %

*Preliminary, subject to change

In the event the Competitive Sale Requirements, as described in the Notice of Bond Sale, are not met, we hereby elect to (please check one of the following):

- Hold the price
- Follow the price

Firm: _____

By: _____

Telephone () _____ - _____

Facsimile () _____ - _____

Email: _____