

Capital Markets Advisors, LLC

Independent Municipal Advisors

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Great Neck

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August 14, 2025

Faxed, telephoned or Parity bids are requested by Capital Markets Advisors, LLC (on behalf of the Holland Central School District, Erie County, New York), on **Thursday, August 21, 2025** by 11:00 AM, Prevailing Time, for a five-year bond issue of the Holland Central School District, Erie County, New York that will be structured either as a statutory installment bond ("SIB") with a five-year term and a fixed rate of interest or as five-year serial bonds:

TERM SHEET

ISSUER:	Holland Central School District (the “District”) Erie County, New York															
ISSUE:	\$363,043 School District Serial Bonds, 2025 (the “Bonds” or the “Obligation(s)”) (SIB or Serial Bonds)															
SALE DATE:	August 21, 2025															
SALE TIME:	11:00 A.M. (Prevailing Time)															
DATE OF DELIVERY:	September 4, 2025															
DATE OF ISSUE:	September 4, 2025															
TYPE OF OBLIGATION(S):	Either a statutory installment bond (“local” closing only) or serial bonds (“local” or Depository Trust Company (“DTC”) closing)															
DATE(S) OF MATURITY:	<table><tr><th>Principal Due <u>September 1st</u></th><th>Principal <u>Amount Due*</u></th></tr><tr><td>2026</td><td>\$68,043</td></tr><tr><td>2027</td><td>70,000</td></tr><tr><td>2028</td><td>70,000</td></tr><tr><td>2029</td><td>75,000</td></tr><tr><td>2030</td><td><u>80,000</u></td></tr><tr><td>Total:</td><td><u>\$363,043</u></td></tr></table>		Principal Due <u>September 1st</u>	Principal <u>Amount Due*</u>	2026	\$68,043	2027	70,000	2028	70,000	2029	75,000	2030	<u>80,000</u>	Total:	<u>\$363,043</u>
Principal Due <u>September 1st</u>	Principal <u>Amount Due*</u>															
2026	\$68,043															
2027	70,000															
2028	70,000															
2029	75,000															
2030	<u>80,000</u>															
Total:	<u>\$363,043</u>															
	<p>*The aggregate principal amount of the Bonds and the principal maturities thereof are subject to adjustment, following their sale, to achieve substantially level or declining annual debt service, and to permit the District to comply with applicable provisions of the Internal Revenue Code of 1986, as amended (the “Code”).</p>															
INTEREST DUE:	September 1, 2026 and annually thereafter on September 1 (in the case of a SIB) or semi-annually thereafter on each March 1 and September 1 (in the case of serial bonds). The record date for the Bonds is the 15 th day of the calendar month preceding each interest payment date.															
STRUCTURE:	Total annual debt service shall be substantially level or declining over the three years. The District, after approval of Bond Counsel, may, after selecting the															

successful bidder as provided herein, and by 4:00 P.M. (Prevailing Time) on the Sale Date, adjust such installments of principal to the extent necessary to meet the requirements of substantially level or declining annual debt service. Any such adjustment shall be conclusive, and shall be binding upon the successful bidder.

Following the sale of the Bonds, the aggregate par amount of the Bonds may be decreased in an amount not in excess of the premium offered by the successful bidder to the extent necessary in order to ensure that the total proceeds, which include the total par amount of the Bonds plus the original issue premium, if any, received by the District, do not exceed the maximum amount permitted under applicable provisions of the Internal Revenue Code of 1986, as amended. In such event, the premium shall also be adjusted to the extent necessary to achieve the same net interest cost which served as the basis for the award to the purchaser.

SECURITY:

The Bonds are general obligations of the District. The District has pledged its faith and credit for the payment of the principal of and interest on the Bonds and, unless paid from other sources, the Bonds are payable from ad valorem taxes which may be levied upon all the taxable real property within the District, subject to certain statutory limitations imposed by Chapter 97 of the 2011 Laws of New York (the Tax Levy Limit Law).

DELIVERY:

Local or via DTC. If structured as a SIB, a local closing will be utilized.

FORM:

Registered/DTC format or SIB at purchaser's option.

If registered to DTC, individual purchases will be made in book-entry-only form, in the principal amount of \$5,000 or integral multiples thereof, except for one necessary odd denomination. Purchasers of the Bonds will not receive certificates representing their ownership interest in the Bonds. Payments of principal of and interest on the Bonds 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 Bonds.

GOOD FAITH DEPOSIT:

None

LEGAL OPINION:

Opinion of Hodgson Russ LLP of Buffalo, New York, Bond Counsel, will be provided at closing.

NO CALL FEATURE:

The Bonds will not be subject to redemption, in whole or in part, prior to maturity.

PARITY:

Bids may be submitted electronically via Parity. In the case of a Parity bid, each qualified prospective bidder shall be solely responsible for making the necessary arrangements to access Parity for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Term Sheet. If any provisions of this Term Sheet shall conflict with information provided by Parity, as an approved provider of electronic bidding services, this Term Sheet shall control. Further information about Parity, including any fee charged, may be obtained from Parity at 212.849.5021. The time maintained by Parity shall constitute the official time with respect to all bids submitted. Prospective bidders wishing to submit electronic bids via Parity must be contracted customers of Parity. Bidders not having a contract with Parity may call 212.849.5021 to become a customer.

DESIGNATION:

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

**AUTHORITY FOR AND
PURPOSE OF ISSUE:**

The Bonds are issued pursuant to the Constitution and Laws of the State, including the Local Finance Law and the Education Law and pursuant to a bond resolution that was duly adopted by the Board of Education of the District on June 23, 2025 following a vote of the qualified voters of the District on May 20, 2025, authorizing the issuance of obligations of the District in an aggregate maximum amount of \$363,043 for the purchase of various school buses (and related equipment and supplies) for use in the transportation program of the District. This is the District's initial (and only) borrowing pursuant to such bond resolution.

PROPOSAL REQUIREMENTS:

Proposals must be for all of the Bonds and must state, in a multiple of one-hundredth or one-eighth of 1%, a rate of interest per annum which such Bonds shall bear.

The Bonds will be awarded and sold to the bidder complying with the terms of sale and offering to purchase the Bonds at the lowest net interest cost, and if two or more such bidders offer the same lowest net interest cost, then to one of such bidders selected by the President of the Board of Education of the District by lot from among all such bidders.

The right is reserved to reject any or all bids (if such action is deemed by the President of the Board of Education to be in the best interests of the District) and any bid not complying with the terms of this notice in all material respects will be rejected. Conditional bids will be rejected, including any bid subject to credit approval.

Interest will be computed on the basis of 30 days to the month and 360 days to the year.

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 (the "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 the Municipal Advisor by electronic or facsimile transmission of the reasonably expected initial public offering price or yield of the Bonds being purchased (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 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 all of the Bonds at the Initial Reoffering Prices and provide the District 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 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 District 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 District and Bond Counsel 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 District and Bond Counsel 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.

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

Regardless of whether or not the Competitive Sale Requirements were met, the winning bidder shall submit to the District and Bond Counsel a certificate (the “Issue Price Certificate”), satisfactory to Bond Counsel, prior to the delivery of the Bonds stating the applicable facts as described above. The form of Issue Price Certificate is available by contacting Bond Counsel or the 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 Term Sheet, 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.

OFFICIAL STATEMENT:

The District has **not** prepared an official statement in connection with the sale of the Bonds; however, information relating to the District is available upon request made to the District’s Municipal Advisor (see below).

BOND RATING:

The Bonds have not be rated.

S&P’s Investors Service has assigned an underlying rating of “A+” to the uninsured outstanding bonded indebtedness of the District.

ISSUER CONTACT:

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Holland Central School District
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Holland, NY 14080
(716) 537-8228
bcarey@hollandcsd.org

BOND COUNSEL:

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The Guaranty Building
140 Pearl Street, Suite 100
Buffalo, New York 14202-4040

Contact: John A. Alessi, Esq.
(716) 848-1567
jalessi@hodgsonruss.com

MUNICIPAL ADVISOR:

Capital Markets Advisors, LLC
4211 N. Buffalo Road, Suite 19
Orchard Park, New York 14127
Attn: Rick Ganci, Executive Vice President & Principal
(716) 662-3910
rganci@capmark.org

BID PROPOSAL FOR THE BONDS

Mr. Russell Clothier, Jr.
President of the Board of Education and Chief Financial Officer
Holland Central School District
c/o Capital Markets Advisors, LLC
4211 N. Buffalo Rd., Suite 19
Orchard Park, New York 14127

August 21, 2025

TELEPHONE: (716) 662-3910

FACSIMILE: (716) 662-6684

HOLLAND CENTRAL SCHOOL DISTRICT ERIE COUNTY, NEW YORK

\$363,043 SCHOOL DISTRICT SERIAL BONDS, 2025 ("Bank-Qualified")

DATED: September 4, 2025

MATURITY DATE(S): September 1, 2026-2030

<u>Principal Due</u> <u>September 1st</u>	<u>Principal</u> <u>Amount Due*</u>	
2026	\$68,043	_____ %
2027	70,000	_____ %
2028	70,000	_____ %
2029	75,000	_____ %
2030	80,000	_____ %

* Subject to adjustment to achieve level debt, as described in the attached Term Sheet.

Premium, if any: _____

Net Interest Cost (%): _____

Signature: _____

Name of Bidder: _____

Address of Bidder: _____

Telephone Number of Bidder (Include Area Code): _____

Facsimile Number of Bidder (Include Area Code): _____

Email Address of Bidder: _____

BID FORM CONTINUES ON NEXT PAGE

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. (only in the case of serial bonds)
- ☐ Registered in the Name of the Purchaser

Please check one of the following:

- ☐ We are purchasing the Bonds for our own account and not with a view to distribution or resale to the public.
- ☐ In the event the Competitive Sale Requirements are not met, we hereby elect to:
 - ☐ Hold the Price
 - ☐ Follow the Price

The bidder represents that it has an established industry reputation for underwriting new issuances of municipal bonds:

- ☐ Yes
- ☐ No

Holland Central School District
Summary of Estimated Revenues and Budgeted Appropriations - General Fund
Fiscal Year Ending June 30:

	Adopted Budget 2024-25	Adopted Budget 2025-26
<u>Estimated Revenues:</u>		
Real Property Tax	\$8,759,346	\$9,021,461
Non Property Taxes	1,150,000	1,020,000
Miscellaneous Income	465,240	577,723
State Aid	11,614,565	11,280,623
Interfund Transfers		
Total Estimated Revenue	21,989,151	21,899,807
Appropriated Fund Balance	663,296	1,165,532
 Total Est. Revenue and Appr. Fund Balance	 <u><u>\$22,652,447</u></u>	 <u><u>\$23,065,339</u></u>
 <u>Appropriations:</u>		
General Support	\$2,960,696	\$2,973,347
Instructional Support	11,730,080	11,493,375
Transportation	1,119,849	1,160,903
Employee Benefits	4,596,100	4,983,293
Debt Service	2,245,722	2,454,421
Interfund Transfers		
Total Appropriations	<u><u>\$ 22,652,447</u></u>	<u><u>\$ 23,065,339</u></u>

Source: School District Officials

**Holland Central School District
Comparative Balance Sheet
General Fund
Fiscal Year Ending June 30:**

	<u>2023</u>	<u>2024</u>
<u>Assets:</u>		
Cash and Cash Equivalent	\$995,568	\$1,450,910
Cash and Cash Equivalent - Restricted	1,671,551	2,979,209
Restricted Investments	509,545	0
Receivables	51,250	4,317
Due from Other Funds	1,495,265	1,286,815
Intergovernmental receivables	925,247	916,678
Inventory	2,906	2,906
	<hr/>	<hr/>
Total Assets:	<u><u>\$5,651,332</u></u>	<u><u>\$6,640,835</u></u>
<u>Liabilities:</u>		
Accounts Payable & Accrued Liabilities	\$811,581	\$717,879
Due to other funds	167,439	928
Due to Retirement Systems	871,889	873,573
Unearned revenue	7,600	4,193
	<hr/>	<hr/>
	<u>1,858,509</u>	<u>1,596,573</u>
<u>Fund Balances (Deficit):</u>		
Nonspendable	2,906	2,906
Restricted	2,173,496	2,975,016
Assigned	985,227	648,023
Unassigned	631,194	1,418,317
	<hr/>	<hr/>
Total Fund Balances	<u>3,792,823</u>	<u>5,044,262</u>
	<hr/>	<hr/>
Total Liabilities and Fund Equity	<u><u>\$5,651,332</u></u>	<u><u>\$6,640,835</u></u>

Source: Audited Financial Statements of the District (although this summary table itself has not been audited).

Holland Central School District
Statement of Revenues, Expenditures and Changes in Fund Balance
General Fund
Fiscal Year Ending June 30:

Revenues:	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
Real Property Taxes & tax Items	\$7,550,692	\$7,808,738	\$7,946,572	\$8,200,217	\$8,444,489
Non-Property Tax Items	950,107	998,437	1,255,810	1,208,802	1,114,689
Charges for Services	82,943	61,772	74,612	105,654	52,537
Use of Money and Property	80,859	82,515	81,335	100,965	302,284
Sale of property and compensation for loss	8,895	3,329	158,871	13,078	20,882
Miscellaneous	280,242	228,603	196,315	182,095	143,794
State Sources	10,953,253	10,566,947	11,244,959	11,188,481	11,256,450
Federal Sources	93,953	275,295	52,883	55,812	83,888
School Store	62	0	0	0	0
Total Revenues	<u>\$20,001,006</u>	<u>\$20,025,636</u>	<u>\$21,011,357</u>	<u>\$21,055,104</u>	<u>\$21,419,013</u>
Expenditures:					
General Support	\$2,452,112	\$2,540,318	\$2,702,646	\$2,892,275	\$2,765,920
Instruction	10,345,624	10,768,753	10,708,548	10,902,229	11,712,573
Pupil Transportation	1,089,028	966,221	1,034,023	1,044,505	1,006,934
School Store	0	0	0	0	0
Employee Benefits	3,598,427	3,795,283	3,970,163	3,877,568	3,235,527
Debt Service	1,517,145	1,422,253	1,821,409	1,603,837	1,878,319
Total Expenditures	<u>\$19,002,336</u>	<u>\$19,492,828</u>	<u>\$20,236,789</u>	<u>\$20,320,414</u>	<u>\$20,599,273</u>
Excess Revenues (Expenditures)	998,670	532,808	774,568	734,690	819,740
Other Sources and (Uses):					
Operating Transfers - In	61,892	149,009	0	43,109	431,470
Operating Transfers - Out	(765,362)	(183,879)	(459,707)	(1,650,482)	(187,184)
Lease issued	0	0	0	0	187,413
Net Change in fund balances	<u>(703,470)</u>	<u>(34,870)</u>	<u>(459,707)</u>	<u>(1,607,373)</u>	<u>431,699</u>
Excess Revenues (Expenditures) and other sources (uses)	295,200	497,938	314,861	(872,683)	1,251,439
Fund Balance - Beg. of Fiscal Year	<u>3,403,185</u>	<u>3,852,707</u>	<u>4,350,645</u>	<u>4,665,506</u>	<u>3,792,823</u>
Fund Balance - End of Fiscal Year	<u><u>\$3,698,385</u></u>	<u><u>\$4,350,645</u></u>	<u><u>\$4,665,506</u></u>	<u><u>\$3,792,823</u></u>	<u><u>\$5,044,262</u></u>

Source: Audited Financial Statements of the District (although this summary table itself has not been audited).