

# NOTICE OF SALE

CITY OF YONKERS  
(the "City")  
WESTCHESTER COUNTY, NEW YORK

\$16,150,000 GENERAL OBLIGATION BOND ANTICIPATION NOTES–2019B (FEDERALLY TAXABLE)  
(the "Notes")

NON-BANK QUALIFIED

SALE DATE:	April 30, 2019	TELEPHONE: (516) 487-9817
TIME:	11:00 AM (Prevailing Time)	
PLACE OF SALE:	Capital Markets Advisors, LLC 11 Grace Avenue, Suite 308 Great Neck, New York 11021	
DATE OF NOTES:	May 14, 2019	
MATURITY DATE:	December 17, 2019	

## ***Submission of Bids***

Sealed proposals, telephone proposals or electronic proposals via Ipreo's Parity electronic bidding system ("Parity") will be received at the place and time on the Sale Date as hereinabove indicated, for the purchase at not less than par and accrued interest of the Notes as hereinabove described. No other form of electronic bidding services will be accepted. The number for telephone proposals is (516) 487-9817.

Proposals may be submitted in accordance with this Notice of Sale until the time specified herein. No proposal will be accepted after the time for receiving proposals specified above. Any proposal received by the time for receiving proposals specified herein, which has not been modified or withdrawn by the bidder, shall constitute an irrevocable offer to purchase the Notes pursuant to the terms herein and therein provided. Bidders shall not submit a bid that modifies the terms contained in this Notice of Sale or adds additional conditions not set forth in the Notice of Sale.

The City reserves the right to reject any and all bids (regardless of the interest rate bid), to reject any bid not complying with this Notice of Sale and, so far as permitted by law, to waive any irregularity or informality with respect to any bid or the bidding process.

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 Notes, a bidder represents and warrants to the City that such bidder's bid for the purchase of the Notes is submitted for and on behalf of such prospective bidder by an officer or agent who is duly authorized to bind the bidder to a legal, valid and enforceable contract for the purchase of the Notes.

Each prospective bidder who wishes to submit an electronic bid 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 City 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 City 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 City is using Parity as a communications mechanism, and not as the City's agent, to conduct the electronic bidding for the City's Notes. The City 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 City 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 Notes, it should telephone Parity and notify the City's Municipal Advisor, Capital Markets Advisors, LLC at 516-487-9817 (provided that the City 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) 849-5021. The time maintained by Parity shall constitute the official time with respect to all bids submitted.

Bids may be for all or a portion of the Notes. The minimum bid shall be \$5,000,000. All bids less than \$5,000,000 will be rejected. Each bid must state (i) the principal amount of the Notes to be purchased pursuant to such bid; (ii) in a multiple of one-hundredth (1/100<sup>th</sup>) or one-eighth (1/8<sup>th</sup>) of one percent, a rate of interest per annum which the Notes bid shall bear; and (iii) the premium offered, if any, in excess of the principal amount of the Notes bid for. Each bidder may submit one or more bids for all, or less than all, of the aggregate principal amount of the Notes offered, but each bid submitted must comply with the foregoing requirements. Conditional bids will be rejected. Interest will be calculated on the basis of a 30-day month and 360-day year. The Notes will not be subject to prior redemption.

### ***Payment and Security for the Notes***

Said Notes are general obligations of the City and the faith and credit of such City are pledged for payment of the principal of and interest on such Notes. All the taxable real property in said City will be subject to the levy of ad valorem taxes, subject to certain statutory limitations, sufficient to pay the principal of and interest on the Notes. (See "*Tax Levy Limit Law*" in the Preliminary Official Statement of the City dated April 15, 2019 (the "Preliminary Official Statement"), circulated in connection with the sale of the Notes, which shall be supplemented by the final official statement to be dated April 30, 2019 (the "Official Statement").

In addition, the Special Local Finance and Budget Act of the City of Yonkers, constituting Chapters 488 and 489 of the Laws of 1976 of the State (the "Act"), provides the purchasers of the City's debt obligations, including the Notes, with special contractual safeguards not usually afforded to the holders of general obligation debt of other municipalities in the State. For more information, see "PAYMENT AND SECURITY FOR THE NOTES, "FUNCTIONS OF THE FISCAL AGENT", SPECIAL RIGHTS AND REMEDIES" in the Preliminary Official Statement.

### ***Award of Notes***

The Notes will be awarded and sold to the bidder(s) complying with the terms of sale and offering to purchase the Notes at the lowest net interest cost, and if two or more such bidders offer the same lowest net interest cost, then to one of said bidders offering to purchase the largest par amount of the Notes and if all of said bidders offer the same net interest cost and offer to purchase the same par amount, then to the one of said bidders selected by the Sale Officer by lot from among all said bidders.

The right is reserved by the City to award to any bidder all or any part of the Notes which such bidder offers to purchase and, in the event of a partial award, the premium, if any, specified by such bidder will be pro-rated.

Award of the Notes is expected to be made promptly after opening of the bids, but the successful bidder(s) may not withdraw its proposal until after 3:00 o'clock P.M. (Prevailing Time) 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 or about the Date of Notes at such place and on such business day and at such hour, as the Sale Officer and successful bidder(s) shall mutually agree.

### ***Form of the Notes***

The Notes will be issued in registered form, and at the option of the purchaser, the Notes will be (i) registered in the name of the successful bidder(s) or (ii) registered to Cede & Co., as the partnership nominee for The Depository Trust Company ("DTC") as book-entry notes.

If the Notes are registered in the name of the successful bidder(s), a single note certificate will be issued for those Notes bearing the same rate of interest in the aggregate principal amount awarded to the respective successful bidder at such interest rate. Principal of and interest on such Notes will be payable in Federal Funds by The Bank of New York Mellon, New York, New York, the Paying Agent for the Notes, at such bank or trust company located and authorized to do business in the State of New York as selected by the successful bidder(s).

If the Notes are issued in book-entry form, such notes will be delivered to DTC, which will act as securities depository for the Notes. Beneficial owners will not receive certificates representing their interests in the Notes. Individual purchases may be made in denominations of \$5,000 or integral multiples thereof. A single note certificate will be issued for those Notes bearing the same rate of interest and CUSIP number in the aggregate principal amount awarded to such purchaser(s) at such interest rate. Principal of and interest on said Notes will be paid in Federal Funds by the Bank of New York Mellon, New York, New York, the Paying Agent for the Notes, to Cede & Co., as nominee for DTC, which will in turn remit such principal and interest to its participants for subsequent distribution to the beneficial owners of the Notes as described herein. Transfer of principal and interest payments to beneficial owners by participants of DTC will be the responsibility of such participants and other nominees of beneficial owners. The City will not be responsible or liable for payments by DTC to its participants or by DTC participants to beneficial owners or for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

CUSIP identification numbers will be printed on the book-entry 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 City; provided, however, that the CUSIP Service Bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by the purchaser. DTC is an automated depository for securities and a clearinghouse for securities transactions, and will be responsible for establishing and maintaining a book-entry-only system for recording the ownership interests of its participants, which include certain banks, trust companies and securities dealers, and the transfer of the interests among its participants. The DTC participants will be responsible for establishing and maintaining records with respect to the Notes. Individual purchases of beneficial ownership interests in the Notes may be made only through book entries made on the books and records of DTC (or a successor depository) and its participants.

### ***Delivery of the Notes***

Said Notes will be delivered on or about the Date of the Notes, referred to herein, at no cost to the purchaser, in New York, New York or otherwise as may be agreed with the purchaser; however, if the Notes are issued in book-entry only form, said Notes will be delivered to DTC. The purchase price of said Notes shall be paid in FEDERAL FUNDS or other funds available for immediate credit on said delivery date. Prior to the delivery of the Notes, such notes must be authenticated by the State Comptroller.

### ***Legal Opinion***

The proposed form of the approving legal opinion of Bond Counsel is set forth in Appendix D to the Preliminary Official Statement and will be furnished to the purchaser upon delivery of the Notes.

### ***Official Statement, Undertaking to Provide Notices of Events and Compliance History***

The City will provide a reasonable number of Official Statements to each successful bidder within seven (7) business days following receipt of a written request therefor made to the City and its Municipal Advisor. Such request may specify the applicable (a) offering price, (b) selling compensation, (c) rating, (d) credit enhancement and (e) identity and complete name of such bidder and any participating underwriters, and if so, the Preliminary Official Statement will be modified or supplemented by the information so specified. Neither the City nor its Municipal Advisor shall be liable in any manner for any delay, inaccuracy, or omission on the part of any successful bidder with respect to such request, nor shall the City's failure, as a result thereof, to provide the Official Statement 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.

The Preliminary Official Statement is in a form "deemed final" by the City for purposes of Securities and Exchange Commission Rule 15c2-12 ("Rule 15c2-12"), but may be modified or supplemented as noted above. In order to assist bidders in complying with Rule 15c2-12 and as part of the City's contractual obligation arising from its acceptance of the proposal of the successful bidder(s), at the time of the delivery of the Notes the City will provide an executed copy of its "Undertaking to Provide Notices of Events" (the "Undertaking"). *The form of said Undertaking is set forth in Appendix E to the Preliminary Official Statement.*

Except as otherwise set forth in the Preliminary Official Statement (see the subcaption entitled "*Continuing Disclosure History*" under the caption entitled "DISCLOSURE UNDERTAKING"), the City is in compliance in all material respects with all previous undertakings made pursuant to Rule 15c2-12 during each of the past five years.

### ***Documents Accompanying the Delivery of the Notes***

The obligation hereunder to deliver or accept the Notes pursuant hereto shall be conditioned on the delivery to the successful bidder at the time of delivery of the Notes of: (i) the opinion of Bond Counsel; (ii) a certificate of the City Attorney, dated the date of delivery of the Notes, to the effect that there is no controversy or litigation of any nature pending or threatened to restrain or enjoin the issuance, sale, execution or delivery of the Notes, or in any way contesting or affecting the validity of the Notes or any of the proceedings taken with respect to the issuance and sale thereof or the application of moneys to the payment of the Notes, and further stating that there is no controversy or litigation of any nature now pending or threatened by or against the City wherein an adverse judgment or ruling could have a material adverse impact on the financial condition of the City or adversely affect the power of the City to levy, collect and enforce the collection of taxes or other revenues for the payment of its Notes, which has not been disclosed in the Official Statement; (iii) a certificate of the Commissioner of Finance to the effect that as of the date of the Official Statement and at all times subsequent thereto, up to and including the time of the delivery of the Notes, the Official Statement did not and does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the

statements herein, in the light of the circumstances under which they were made, not misleading, and further stating that there has been no adverse material change in the financial condition of the City since the date of the Official Statement to the date of issuance of the Notes (and having attached thereto a copy of the Official Statement); (iv) certificates signed by the Commissioner of Finance evidencing payment for the Notes, and (v) a signature certificate evidencing the due execution of the Notes, including statements that (a) no litigation of any nature is pending or, to the knowledge of the signers, threatened, restraining or enjoining the issuance and delivery of the Notes or the levy and collection of taxes to pay the principal of and interest thereon, nor in any manner questioning the proceedings and authority under which the Notes were authorized or affecting the validity of the Notes thereunder, (b) neither the corporate existence or boundaries of the City nor the title of the signers to their respective offices is being contested, and (c) no authority or proceedings for the issuance of the Notes have been repealed, revoked or rescinded.

***Additional Information***

Copies of this Notice of Sale and the Preliminary Official Statement prepared in connection with the sale of the Notes may be obtained upon request from the offices of Capital Markets Advisors, telephone number (516) 487-9817 or by visiting [www.capmark.org](http://www.capmark.org).

CITY OF YONKERS

By: /s/ John Liszewski  
COMMISSIONER OF FINANCE

Dated: April 15, 2019

PROPOSAL FOR NOTES

Commissioner of Finance  
City of Yonkers  
c/o Capital Markets Advisors, LLC  
11 Grace Avenue, Suite 308  
Great Neck, New York 11021

TELEPHONE: (516) 487-9817

CITY OF YONKERS  
WESTCHESTER COUNTY, NEW YORK

\$16,150,000 GENERAL OBLIGATION BOND ANTICIPATION NOTES-2019B (FEDERALLY TAXABLE)

(the "Notes")

DATED: May 14, 2019

MATURITY: December 17, 2019

	<b>Amount</b>	<b>Interest Rate</b>	<b>Premium</b>	<b>Net Interest Cost</b>
<b>Bid 1</b>	\$	%	\$	%
<b>Bid 2</b>	\$	%	\$	%
<b>Bid 3</b>	\$	%	\$	%
<b>Bid 4</b>	\$	%	\$	%
<b>Bid 5</b>	\$	%	\$	%

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 bidder):

- Book-Entry-Only registered to Cede & Co.
- Registered in the name of the bidder

The computation of the net interest cost is made as provided in the above-mentioned Notice of Sale, but does not constitute any part of the foregoing Proposal for the purchase of the Notes therein described.

Signature: \_\_\_\_\_

Name of Bidder: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone (Area Code): \_\_\_\_\_