

**PRELIMINARY OFFICIAL STATEMENT DATED NOVEMBER 4, 2019**

**NEW AND RENEWAL ISSUES  
SERIAL BONDS AND BOND ANTICIPATION NOTES**

**RATING: See "RATING" herein**

*In the opinion of The Law Offices of Jeffrey E. Storch, Bond Counsel, under existing law and assuming continuing compliance with certain covenants and the accuracy of certain representations, (i) interest on the Bonds and the Notes 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 (ii) interest on the Bonds and the Notes is exempt from personal income taxes imposed by the State of New York and political subdivisions thereof, including The City of New York and the City of Yonkers. For a more complete discussion of the tax aspects, see "Tax Matters" herein.*

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

**VILLAGE OF SLEEPY HOLLOW  
WESTCHESTER COUNTY, NEW YORK**

**\$1,567,862**

**PUBLIC IMPROVEMENT (SERIAL) BONDS, 2019  
(the "Bonds")**

**Dated Date: Date of Delivery**

**Maturity Dates: August 15, 2020 - 2028**

**\$7,293,031**

**BOND ANTICIPATION NOTES, SERIES 2019A  
(the "Notes")**

**Date of Issue: November 20, 2019**

**Maturity Date: November 20, 2020**

The Bonds and the Notes are general obligations of the Village of Sleepy Hollow, Westchester County, New York (the "Village"), and will contain a pledge of the faith and credit of the Village for the payment of the principal thereof and interest thereon and, unless paid from other sources, the Bonds and the Notes are payable from ad valorem taxes which may be levied upon all the taxable real property within the Village, subject to certain statutory limitations imposed by Chapter 97 of the Law of 2011. See "**Tax Levy Limit Law,**" herein.

The Bonds will be dated their Date of Delivery, will bear interest from such date payable August 15, 2020 and semiannually thereafter on each February 15 and August 15 until maturity and will mature on August 15 in the years and amounts as set forth on the inside cover page hereof. The Bonds will not be subject to redemption prior to maturity.

The Notes are dated their Date of Issue and bear interest from that date until the Maturity Date, at the annual rate(s) as specified by the purchaser(s) of the Notes. The Notes will not be subject to redemption prior to maturity.

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, New York, New York ("DTC") as book entry notes.

If the Notes are issued in registered form registered in the name of the successful bidder, a single note certificate will be issued for those Notes bearing the same rate of interest in the aggregate principal amount awarded to such purchaser at such interest rate. Principal of and interest on such Notes will be payable in Federal Funds by the Village, at such bank(s) or trust company(ies) located and authorized to do business in the State of New York as selected by the successful bidders or an expense thereof.

The Bonds are issued in book-entry form, such bonds will be delivered to DTC, which will act as securities depository for the Bonds and for those Notes issued in book-entry form issued as registered to Cede & Co. Individual purchases may be made in book-entry form only, in principal amounts of \$5,000 or integral multiples thereof, except for one necessary odd denomination in the first maturity of the Bonds. Purchasers will not receive certificates representing their ownership interests in the Bonds and the Notes issued as book-entry-only bonds and notes. Payment of the principal of and interest on such Bonds and Notes will be made by the Village to DTC, which will in turn remit such principal and interest to its participants for subsequent disbursement to the beneficial owners of such Bonds and Notes as described herein. (See "**Book-Entry-Only System**" herein.)

The Bonds and the Notes are offered subject to the respective final approving opinions of The Law Offices of Jeffrey E. Storch, New York, New York, Bond Counsel, and certain other conditions. Capital Markets Advisors, LLC has served as Municipal Advisor to the Village in connection with the issuance of the Bonds and the Notes. It is expected that delivery of the Bonds and the Notes in book-entry form through the offices of DTC in New York, New York or as otherwise agreed upon with the purchaser will be made on or about November 20, 2019.

THIS OFFICIAL STATEMENT IS IN A FORM DEEMED FINAL BY THE VILLAGE FOR PURPOSES OF SECURITIES AND EXCHANGE COMMISSION RULE 15C2-12, AS AMENDED (THE "RULE"), EXCEPT FOR CERTAIN INFORMATION THAT HAS BEEN OMITTED HEREFROM IN ACCORDANCE WITH SAID RULE AND THAT WILL BE SUPPLIED WHEN THIS OFFICIAL STATEMENT IS UPDATED FOLLOWING THE SALE OF THE OBLIGATIONS HEREIN DESCRIBED. THIS OFFICIAL STATEMENT WILL BE SO UPDATED UPON REQUEST OF THE SUCCESSFUL BIDDER AS MORE FULLY DESCRIBED IN THE NOTICE OF SALE WITH RESPECT TO THE OBLIGATIONS HEREIN DESCRIBED. THE VILLAGE WILL COVENANT IN A CONTINUING DISCLOSURE AGREEMENT TO PROVIDE CONTINUING DISCLOSURE WITH RESPECT TO THE BONDS AND THE NOTES IN ACCORDANCE WITH THE RULE. SEE "COVENANT TO MAKE CONTINUING DISCLOSURE" HEREIN.

DATED: November \_\_, 2019

This Preliminary Official Statement and the information contained herein are subject to completion or amendment without notice. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities, in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

The Bonds will mature on August 15 in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount*</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>Year</u>	<u>Principal Amount*</u>	<u>Interest Rate</u>	<u>Yield</u>
2020	\$107,862			2025	\$185,000		
2021	155,000			2026	195,000		
2022	160,000			2027	205,000		
2023	170,000			2028	215,000		
2024	175,000						

\* The principal maturities of the Bonds are subject to adjustment following their sale, pursuant to the terms of the accompanying Notice of Sale.

**VILAGE OF SLEEPY HOLLOW  
WESTCHESTER COUNTY, NEW YORK**

**Kenneth Wray  
Mayor**

**Glenn Rosenbloom  
Deputy Mayor**

**BOARD OF TRUSTEES**

Rachelle Gebler.....Trustee  
Sam Gonzalez .....Trustee  
John Leavy.....Trustee  
Denise Scaglione.....Trustee  
Sandra Spiro.....Trustee

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Anthony Giaccio ..... Village Administrator  
Sara DiGiacomo..... Village Treasurer  
Paula McCarthy Tompkins ..... Village Clerk  
Clinton Smith, Esq.....Village Attorney

**BOND COUNSEL**

**The Law Offices of Jeffrey E. Storch  
New York, New York**

**MUNICIPAL ADVISOR**



**CAPITAL MARKETS ADVISORS, LLC**

*Long Island \* Hudson Valley \* Southern Tier \* Western New York*  
(516) 487-9818

No dealer, broker, salesman or other person has been authorized by the Village to give any information or to make any representations, other than those contained in this Official Statement and if given or made, such other information or representations must not be relied upon as having been authorized by the foregoing. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds and the Notes by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been obtained by the Village from sources which are believed to be reliable but it is not guaranteed as to accuracy or completeness. The information and expressions of opinion made herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Village since the date hereon.

**TABLE OF CONTENTS**

	<u>Page</u>		<u>Page</u>
<b>THE BONDS</b> .....	<b>1</b>	<b>REVIEWS</b> .....	<b>13</b>
Description of the Bonds .....	1	<b>LITIGATION</b> .....	<b>14</b>
Authority for and Purpose of the Bonds .....	2	<b>TAX MATTERS</b> .....	<b>14</b>
<b>THE NOTES</b> .....	<b>2</b>	Original Issue Discount and Original Issue Premium.....	16
Description of the Notes .....	2	<b>DOCUMENTS ACCOMPANYING DELIVERY OF THE</b>	
Authority for and Purpose of the Notes .....	3	<b>BONDS AND THE NOTES</b> .....	<b>16</b>
<b>THE BONDS AND THE NOTES</b> .....	<b>5</b>	Legal Matters for the Bonds .....	16
Optional Redemption.....	5	Legal Matters for the Notes.....	17
Book-Entry-Only System .....	5	Closing Certificates for the Bonds.....	17
<b>NATURE OF OBLIGATION</b> .....	<b>7</b>	Closing Certificates for the Notes .....	17
Tax Levy Limit Law .....	8	<b>DISCLOSURE UNDERTAKINGS</b> .....	<b>18</b>
<b>SPECIAL PROVISIONS AFFECTING REMEDIES UPON</b>		Disclosure Undertaking for the Bonds .....	18
<b>DEFAULT</b> .....	<b>9</b>	Disclosure Undertaking for the Notes .....	19
<b>MARKET FACTORS</b> .....	<b>12</b>	Compliance History.....	20
Cybersecurity.....	13	<b>MUNICIPAL ADVISOR</b> .....	<b>21</b>
<b>THE STATE COMPTROLLER'S FISCAL STRESS</b>		<b>RATING</b> .....	<b>21</b>
<b>MONITORING SYSTEM AND COMPLIANCE</b>		<b>ADDITIONAL INFORMATION</b> .....	<b>21</b>

**APPENDIX A**

	<u>Page</u>		<u>Page</u>
<b>THE TOWN</b> .....	<b>A-1</b>	Tax Collection Procedure .....	A-12
General Information .....	A-1	Largest Taxpayers.....	A-13
Form of Town Government.....	A-1	The Tax Levy Limit Law .....	A-13
Financial Organization .....	A-2	<b>TOWN INDEBTEDNESS</b> .....	<b>A-14</b>
Employees.....	A-2	Constitutional Requirements.....	A-14
Employee Pension Benefits.....	A-2	Statutory Procedure.....	A-15
Other Post Employment Benefits .....	A-3	Constitutional Debt-Contracting Limitation .....	A-16
Recent Events Concerning the Town .....	A-5	Debt Statement Summary .....	A-16
Town of Islip Community Development Agency.....	A-5	Bond Anticipation Notes.....	A-16
Long Island MacArthur Airport .....	A-6	Trend of Outstanding Indebtedness .....	A-17
Islip Resource Recovery Agency .....	A-7	Overlapping and Underlying Debt .....	A-17
<b>FINANCIAL FACTORS</b> .....	<b>A-8</b>	Debt Ratios .....	A-17
Financial Statements .....	A-8	Debt Service Schedule .....	A-18
Budgetary Procedures .....	A-8	Capital Planning and Budgeting .....	A-18
Investment Policy.....	A-8	Authorized but Unissued Debt.....	A-19
Real Property Taxes .....	A-9	Installment Purchase Debt .....	A-19
State Aid.....	A-9	<b>ECONOMIC AND DEMOGRAPHIC DATA</b> .....	<b>A-20</b>
The State Comptroller's Fiscal Stress Monitoring		Economy.....	A-20
System and Compliance Reviews .....	A-11	Population Trends .....	A-22
<b>TAX INFORMATION</b> .....	<b>A-12</b>	Unemployment Rate Statistics.....	A-22
Valuations and Tax Data .....	A-12		

APPENDIX B – SUMMARY OF FINANCIAL STATEMENTS AND BUDGETS

APPENDIX C – LINK TO INDEPENDENT AUDITORS’ REPORT FOR THE FISCAL YEAR ENDED MAY 31, 2018

**OFFICIAL STATEMENT**

**VILLAGE OF SLEEPY HOLLOW  
WESTCHESTER COUNTY, NEW YORK**

**relating to**

**\$1,567,862  
PUBLIC IMPROVEMENT (SERIAL) BONDS, 2019  
(the “Bonds”)**

**\$7,293,031  
BOND ANTICIPATION NOTES, 2019  
(the “Notes”)**

This Official Statement, which includes the cover pages and appendices attached hereto, presents certain information relating to the Village of Sleepy Hollow, Westchester County, in the State of New York (the “Village”, “County”, and “State”, respectively). It has been prepared by the Village in connection with the sale and delivery of \$1,567,862 Public Improvement (Serial) Bonds, 2019 (the “Bonds”) and \$7,293,031 Bond Anticipation Notes, 2019 (the “Notes”).

All quotations from and summaries and explanations of provisions of the Constitution and laws of the State as well as the acts and proceedings of the Village contained herein do not purport to be complete and are qualified in their entirety by reference to the official compilations thereof and all references to the Bonds and the Notes and the proceedings of the Village relating thereto are qualified in their entirety by reference to the definitive form of the Bonds and the Notes and such proceedings.

**THE BONDS**

***Description of the Bonds***

The Bonds will be dated their Date of Delivery, will bear interest from such date payable August 15, 2020 and semiannually thereafter on each February 15 and August 15 until maturity and will mature on August 15 in the years and amounts as set forth on the inside cover page hereof. The Bonds will not be subject to optional redemption prior to maturity.

The Bonds will be issued in fully registered form and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company (“DTC”), New York, New York. DTC will act as securities depository for the Bonds. Individual purchases may be made in book-entry form only, in the principal amount of \$5,000 and integral multiples thereof, except for one necessary odd denomination in the first maturity of the Bonds. Purchasers will not receive certificates representing their ownership interest in the Bonds.

Principal of and interest on the Bonds will be made by the Village to DTC, which will in turn remit such principal of and interest on to its Participants (defined herein), for subsequent disbursement to the Beneficial Owners (defined herein) of the Bonds as described herein. The Bonds may be transferred in the manner described on the Bonds and as referenced in certain proceedings of the Village referred to therein.

The record payment date for the payment of principal and interest on the Bonds is the last business day of the calendar month preceding each interest payment date.

## ***Authority for and Purpose of the Bonds***

The Bonds are issued pursuant to the State Constitution and statutes of the State, including among others, the Village Law and the Local Finance Law (Chapter 33-a of the Consolidated Laws of the State) and the various bond resolutions adopted by the Board of Trustees of the Village on their respective dates. The proceeds from the sale of the Bonds, together with \$249,737 in available funds, will be used to redeem a \$1,817,599 portion of the Village's outstanding \$7,425,857 Bond Anticipation Notes, 2018 at maturity for the purposes detailed in the table below.

<b>Purpose</b>	<b>Original Issuance</b>	<b>Amount Outstanding</b>	<b>Principal Paydown</b>	<b>Amount to Bonds</b>
Machinery	11/24/2014	\$ 855,460	\$ 59,261	\$ 796,200
Motor Vehicles	11/24/2014	50,896	50,896	0
Fire Fighting Apparatus	11/24/2014	42,450	1,776	40,680
HVAC	11/24/2014	21,160	3,100	18,060
Ambulance Equipment	11/24/2014	10,104	10,104	0
Planning - Street Improvements	11/24/2014	8,810	8,810	0
Park Equipment	11/24/2014	17,670	1,235	16,430
Communications Equipment	11/24/2014	11,240	1,645	9,590
Planning - Energy Improvements	11/24/2014	3,215	3,215	0
2016 Chevy G-4500 Ambulance	11/23/2015	175,193	20,944	153,749
Marine Fire Boat	11/23/2015	88,618	10,475	78,143
Remote Cameras	11/23/2015	69,495	8,380	61,115
Turf Replacement	11/23/2015	72,931	4,486	68,445
Police Vehicle - 1	11/23/2015	35,505	13,982	23,226
Park Upgrades	11/23/2015	48,216	2,936	45,280
Two Small Dump Trucks w/Plow & Spreader	11/23/2015	48,216	2,936	45,280
F250 Pick-Up Truck with Plow	11/23/2015	48,216	2,936	45,280
Electric Vehicle	11/23/2015	20,040	9,142	10,125
Street Light Mechanisms	11/23/2015	29,480	1,126	28,354
Chevy Equinox	11/23/2015	18,638	7,950	9,320
Fleet Study	11/23/2015	14,699	6,722	7,500
Fremont Pond Study and Remediation	11/23/2015	23,541	1,468	22,073
Village Traffic Study	11/23/2015	11,759	5,378	6,000
Office Cabinets	11/23/2015	11,759	5,378	6,000
Mowers	11/23/2015	18,832	1,174	17,658
Toughbooks, Computers, and Upgrades	11/23/2015	14,127	1,728	12,399
HVAC Replacement	11/23/2015	12,842	1,571	11,271
Charging Station for Electric Cars	11/23/2015	15,251	274	14,977
Water Upgrade - Syphon Chamber	11/23/2015	14,704	143	14,430
Motorola Monitor XI Pagers	11/23/2015	4,532	566	0
		<u>\$1,817,599</u>	<u>\$249,737</u>	<u>\$1,567,862</u>

## **THE NOTES**

### ***Description of the Notes***

The Notes will be dated and will mature as reflected on the cover page hereof.

The Notes will not be subject to redemption prior to maturity. Interest will be calculated on a 30-day month and 360-day year basis, payable at maturity.

The Notes will be issued in registered form either registered in the name of the successful bidder(s) or registered to Cede & Co., as the partnership nominee for DTC. The Village will act as Paying Agent for the Notes. The Village's

contact information is as follows: Sara DiGiacomo, Treasurer, 28 Beekman Avenue, Sleepy Hollow, New York 10591, (914) 366-5144, e-mail: [sdigiacom@sleepyhollowny.org](mailto:sdigiacom@sleepyhollowny.org).

### ***Authority for and Purpose of the Notes***

The Notes are issued pursuant to the State Constitution and statutes of the State, including among others, the Village Law and the Local Finance Law (Chapter 33-a of the Consolidated Laws of the State) and various bond resolutions adopted by the Board of Trustees of the Village on their respective dates. A portion of the proceeds from the sale of the Notes in the amount of \$5,402,016, together with \$206,241 in available funds, will be used to redeem a portion of the Village's outstanding \$7,425,857 Bond Anticipation Notes, 2018 at maturity, issued to finance or refinance the purposes as further described in the table below. The remaining portion of the proceeds from the sale of the Notes in the amount of \$1,891,015 will provide original financing for the purposes as further described in the table below.

<b>Purpose</b>	<b>Original Issuance</b>	<b>Amount Outstanding:</b>	<b>Principal Paydown</b>	<b>New Money</b>	<b>Amount to Notes</b>
Parking Meters	11/22/2016	\$ 103,072	\$ 38,365	\$ 0	\$ 64,707
Vehicles	11/22/2016	85,560	31,970	0	53,590
Tower Ladder Truck	11/21/2017	1,059,005	34,237	0	1,024,768
Pipe Relining – Water	11/21/2017	525,300	4,466	0	520,834
Beekman Sidewalks/Lighting	11/21/2017	341,445	5,364	0	336,081
27Yd Automated Sanitation Truck	11/21/2017	231,132	11,689	0	219,443
Remount 73-B2 Box/Chasse	11/21/2017	130,459	11,769	0	118,690
8Yd Sanitation Chase Truck	11/21/2017	110,313	5,579	0	104,734
Various Equipment -Pagers, Radios, etc.	11/21/2017	65,663	2,123	0	63,540
One (1) Police Vehicle	11/21/2017	63,036	14,597	0	48,439
Riverside Walk/Statue Island	11/21/2017	63,036	3,188	0	59,848
Replace 2 Chief Vehicles (Tahoes)	11/21/2017	57,783	1,868	0	55,915
Water Consolidation Study	11/21/2017	57,783	13,381	0	44,402
License Plate Reader & PC	11/21/2017	46,226	4,170	0	42,056
LWRP Planning Study	11/21/2017	46,226	10,705	0	35,521
Traffic Control Devices	11/21/2017	36,771	1,189	0	35,582
Senior Center Upgrades	11/21/2017	31,518	696	0	30,822
Replace Air Pack Bottle Cylinders (26)	11/21/2017	30,441	984	0	29,457
Village Hall Computer Upgrades	11/21/2017	26,266	2,369	0	23,897
New Tank for Sewer Jet	11/21/2017	21,012	1,063	0	19,949
Devries Park Pavilion – Roof & Painting	11/21/2017	15,759	797	0	14,962
Can Tippers (2)	11/21/2017	15,759	797	0	14,962
Trash & Recycling Receptacles (30)	11/21/2017	15,759	797	0	14,962
Paddle Tennis Court Improvements	11/21/2017	13,700	693	0	13,007
New Camera System	11/21/2017	11,556	1,043	0	10,513
Replace Entry, Garage Doors & Motors	11/21/2017	10,506	948	0	9,558
Devries Park Snack Bar	11/21/2017	10,506	531	0	9,975
Mobile Data Terminal	11/21/2017	5,253	474	0	4,779
Replace Keri Door System	11/21/2017	4,307	389	0	3,918
Tri-Village UV Connection/Trans Water Line	11/21/2018	529,502	0	0	529,502
Air Break Tank Repair/Replacement	11/21/2018	262,650	0	0	262,650
Water Tank/Reservoir - Close Out (TBD)	11/21/2018	176,632	0	0	176,632
Small Compactor w/plow	11/21/2018	126,072	0	0	126,072
LWRP Planning Study (continued)	11/21/2018	105,060	0	0	105,060
Concrete Curb Replacements	11/21/2018	105,060	0	0	105,060
Syphon Chamber Upgrade (continued)	11/21/2018	105,060	0	0	105,060
Old Water Tank Cleaning & Refurbishment	11/21/2018	105,060	0	0	105,060
Douglas Park Playground	11/21/2018	94,554	0	0	94,554
One (1) Police Vehicle	11/21/2018	68,289	0	0	68,289
8ft. F350 Mason Dumps w/plow (1)	11/21/2018	68,289	0	0	68,289

<b>Purpose</b>	<b>Original Issuance</b>	<b>Amount Outstanding:</b>	<b>Principal Paydown</b>	<b>New Money</b>	<b>Amount to Notes</b>
Camera Installations & Updates	11/21/2018	57,783	0	0	57,783
Computer Upgrades (Windows 10,Server)	11/21/2018	52,530	0	0	52,530
SCADA System (Software, Computers)	11/21/2018	52,530	0	0	52,530
Sidewalk Replacement	11/21/2018	49,998	0	0	49,998
Surfacing BB Courts	11/21/2018	46,226	0	0	46,226
Septic Tank	11/21/2018	36,771	0	0	36,771
Heating for Platform Tennis Courts	11/21/2018	31,518	0	0	31,518
Pavement Markings Village-Wide	11/21/2018	31,518	0	0	31,518
Water Valve Replacement	11/21/2018	31,518	0	0	31,518
Village Hall Computer Upgrades (Server)	11/21/2018	26,265	0	0	26,265
New Passenger Vehicle	11/21/2018	24,999	0	0	24,999
Attic Storage Upgrade	11/21/2018	24,584	0	0	24,584
Repair of Old Whistle Room-Union Hose	11/21/2018	21,012	0	0	21,012
Fremont Pond Aerators (4)	11/21/2018	21,012	0	0	21,012
Scott Air Packs w/High Temp Face Masks (3)	11/21/2018	20,487	0	0	20,487
New Stretcher for Ambulance (replace 10yr old)	11/21/2018	17,860	0	0	17,860
Physio Control Lucas 2 Chest Comp System	11/21/2018	15,759	0	0	15,759
Picnic Tables for Parks	11/21/2018	15,759	0	0	15,759
Large Format Scanner/Printer	11/21/2018	14,288	0	0	14,288
Office Furniture (desks, plan review platforms)	11/21/2018	13,658	0	0	13,658
Third Floor Ramp Construction	11/21/2018	13,238	0	0	13,238
Water Sprinkler Controller	11/21/2018	5,253	0	0	5,253
Shelving/Flat Files	11/21/2018	2,311	0	0	2,311
Cleaning/Flushing of WaterMain (EastParcel)	11/20/2019	0	0	321,536	321,536
Cortlandt Street Sewers Grant Match	11/20/2019	0	0	294,168	294,168
Street Sweeper	11/20/2019	0	0	278,409	278,409
Two (2) Police Vehicles	11/20/2019	0	0	136,578	136,578
Body Cameras (Year 1 of 5)	11/20/2019	0	0	105,060	105,060
Fremont Pond Grant Match	11/20/2019	0	0	105,060	105,060
Village Sidewalks & Curbs	11/20/2019	0	0	105,060	105,060
F350 Dump Truck w/Plow & Spreader (1)	11/20/2019	0	0	66,188	66,188
Sidewalk Reimbursement (50/50)	11/20/2019	0	0	52,530	52,530
Landscaping Utility Tractor	11/20/2019	0	0	43,075	43,075
Removal of Generator & Engine	11/20/2019	0	0	42,024	42,024
Scott Pro Air Paks (5)	11/20/2019	0	0	37,548	37,548
Meals on Wheels Vehicle	11/20/2019	0	0	36,771	36,771
Kayak Racks & Hardware	11/20/2019	0	0	31,518	31,518
LifeScan Fingerprinting System	11/20/2019	0	0	28,997	28,997
RIT Bail Out Ropes & Harness w/Hooks (40)	11/20/2019	0	0	26,601	26,601
IT Upgrades (PCs, Hardware &Software)	11/20/2019	0	0	26,265	26,265
Water Hydrants (6)	11/20/2019	0	0	26,265	26,265
Radio System Upgrade	11/20/2019	0	0	21,779	21,779
Fire Nozzle for Ladder Truck (w/Labor)	11/20/2019	0	0	21,020	21,020
Stryker Power Pro Stretcher	11/20/2019	0	0	21,012	21,012
Pavement Markings - Village Wide	11/20/2019	0	0	21,012	21,012
Hammer & Attachment for Backhoe	11/20/2019	0	0	15,759	15,759
DeVries Park Invasives Control Grant Match	11/20/2019	0	0	9,771	9,771
Mobile Stair Lifts (2)	11/20/2019	0	0	5,978	5,978
Motorola APX 8000 Portable Radio	11/20/2019	0	0	5,778	5,778
LifePak 1000 AEDs (2)	11/20/2019	0	0	5,253	5,253
		<b>\$5,608,257</b>	<b>\$206,241</b>	<b>\$1,891,015</b>	<b>\$7,293,031</b>



## **THE BONDS AND THE NOTES**

### ***Optional Redemption***

The Bonds and the Notes will not be subject to redemption prior to maturity.

### ***Book-Entry-Only System***

The Depository Trust Company (“DTC”) will act as securities depository for the Bonds and for the Notes issued in book-entry form. Said Bonds and Notes will be issued as fully-registered bonds and notes registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered bond certificate will be issued for each maturity of each series of Bonds, and will be deposited with DTC. One fully-registered note certificate will be issued for each Note of an issue bearing the same rate of interest and CUSIP number, and will be deposited with DTC.

DTC, the world’s largest depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com) and [www.dtc.org](http://www.dtc.org).

Purchases of the Bonds and the Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds and the Notes on DTC’s records. The ownership interest of each actual purchaser of each bond (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds and the Notes are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds and the Notes, except in the event that use of the book-entry system for the Bonds and the Notes is discontinued.

To facilitate subsequent transfers, all Bonds and the Notes deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of the Bonds and the Notes with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds and the Notes; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Bonds and the Notes are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds and the Notes unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the County as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds and the Notes are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Bonds and the Notes will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the County, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC or the Town, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Town, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds and the Notes at any time by giving reasonable notice to the Town. Under such circumstances, in the event that a successor depository is not obtained, bond certificates are required to be printed and delivered.

The Town may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, bond certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Town believes to be reliable, but the Town takes no responsibility for the accuracy thereof.

Source: The Depository Trust Company

THE INFORMATION CONTAINED IN THE ABOVE SECTION CONCERNING DTC AND DTC'S BOOK-ENTRY SYSTEM HAS BEEN OBTAINED FROM SAMPLE OFFERING DOCUMENT LANGUAGE SUPPLIED BY DTC, BUT THE VILLAGE TAKES NO RESPONSIBILITY FOR THE ACCURACY THEREOF. IN ADDITION, THE VILLAGE WILL NOT HAVE ANY RESPONSIBILITY OR OBLIGATION TO PARTICIPANTS, TO INDIRECT PARTICIPANTS OR TO ANY BENEFICIAL OWNER WITH RESPECT TO: (I) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC, ANY PARTICIPANT OR ANY INDIRECT PARTICIPANT; (II) THE PAYMENTS BY DTC OR ANY PARTICIPANT OR ANY INDIRECT PARTICIPANT OF ANY AMOUNT WITH RESPECT TO THE PRINCIPAL OF, OR PREMIUM, IF ANY, OR INTEREST ON THE BONDS AND THE NOTES OR (III) ANY NOTICE WHICH IS PERMITTED OR REQUIRED TO BE GIVEN TO BONDOWNERS AND NOTEOWNERS.

THE VILLAGE CANNOT AND DOES NOT GIVE ANY ASSURANCES THAT DTC, DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC WILL DISTRIBUTE TO THE BENEFICIAL OWNERS OF THE BONDS AND THE NOTES (1) PAYMENTS OF PRINCIPAL OF OR INTEREST OR REDEMPTION PREMIUM ON THE BONDS AND THE NOTES (2) CONFIRMATIONS OF THEIR OWNERSHIP INTERESTS IN THE BONDS AND THE NOTES OR (3) OTHER NOTICES SENT TO DTC OR CEDE & CO., ITS PARTNERSHIP NOMINEE, AS THE REGISTERED OWNER OF THE BONDS AND THE NOTES, OR THAT THEY WILL DO SO ON A TIMELY BASIS, OR THAT DTC, DIRECT PARTICIPANTS

OR INDIRECT PARTICIPANTS WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFICIAL STATEMENT.

### **NATURE OF OBLIGATION**

Each of the Bonds and the Notes when duly issued and paid for will constitute a contract between the Village and the holder thereof.

Holders of any series of notes or bonds of the Village may bring an action or commence a proceeding in accordance with the civil practice law and rules to enforce the rights of the holders of such series of notes or bonds.

The Bonds and the Notes will be general obligations of the Village and will contain a pledge of the faith and credit of the Village for the payment of the principal thereof and the interest thereon as required by the Constitution and laws of the State. For the payment of such principal and interest, the Village has power and statutory authorization to levy ad valorem taxes on all real property within the Village subject to such taxation by the Village, subject to certain statutory limitations imposed by Chapter 97 of 2011. See "Tax Levy Limit Law," herein.

Although the State Legislature is restricted by Article VIII, Section 12 of the State Constitution from imposing limitations on the power to raise taxes to pay "interest on or principal of indebtedness theretofore contracted" prior to the effective date of any such legislation, the New York State Legislature may from time to time impose additional limitations or requirements on the ability to increase a real property tax levy or on the methodology, exclusions or other restrictions of various aspects of real property taxation (as well as on the ability to issue new indebtedness). On June 24, 2011, Chapter 97 of the Laws of 2011 was signed into law by the Governor (the "Tax Levy Limitation Law"). The Tax Levy Limitation Law applies to local governments and school districts in the State (with certain exceptions) and imposes additional procedural requirements on the ability of municipalities and school districts to levy certain year-to-year increases in real property taxes.

Under the Constitution of the State, the Village is required to pledge its faith and credit for the payment of the principal of and interest on the Bonds and the Notes and is required to raise real estate taxes, and without specification, other revenues, if such levy is necessary to repay such indebtedness. While the Tax Levy Limitation Law imposes a statutory limitation on the Village's power to increase its annual tax levy with the amount of such increase limited by the formulas set forth in the Tax Levy Limitation Law, it also provides the procedural method to surmount that limitation. See "Tax Levy Limit Law," herein.

The Constitutionally-mandated general obligation pledge of municipalities and school districts in New York State has been interpreted by the Court of Appeals, the State's highest court, in Flushing National Bank v. Municipal Assistance Corporation for the City of New York, 40 N.Y.2d 731 (1976), as follows:

"A pledge of the city's faith and credit is both a commitment to pay and a commitment of the city's revenue generating powers to produce the funds to pay. Hence, an obligation containing a pledge of the City's "faith and credit" is secured by a promise both to pay and to use in good faith the city's general revenue powers to produce sufficient funds to pay the principal and interest of the obligation as it becomes due. That is why both words, "faith" and "credit" are used and they are not tautological. That is what the words say and this is what the courts have held they mean...So, too, although the Legislature is given the duty to restrict municipalities in order to prevent abuses in taxation, assessment, and in contracting of indebtedness, it may not constrict the City's power to levy taxes on real estate for the payment of interest on or principal of indebtedness previously contracted...While phrased in permissive language, these provisions, when read together with the requirement of the pledge and faith and credit, express a constitutional imperative: debt obligations must be paid, even if tax limits be exceeded".

In addition, the Court of Appeals in the Flushing National Bank case has held that the payment of debt service on outstanding general obligation bonds and notes takes precedence over fiscal emergencies and the police power of political subdivisions in New York State.

The pledge has generally been understood as a promise to levy property taxes without limitation as to rate or amount to the extent necessary to cover debt service due to language in Article VIII Section 10 of the Constitution which provides an exclusion for debt service from Constitutional limitations on the amount of a real property tax levy, insuring the availability of the levy of property tax revenues to pay debt service. As the Flushing National Bank Court noted, the term “faith and credit” in its context is “not qualified in any way”. Indeed, in Flushing National Bank v. Municipal Assistance Corp., 40 N.Y.2d 1088 (1977), the Court of Appeals described the pledge as a direct constitutional mandate. In Quirk v. Municipal Assistance Corp., 41 N.Y.2d 644 (1977), the Court of Appeals stated that, while holders of general obligation debt did not have a right to particular revenues such as sales tax, “with respect to traditional real estate tax levies, the bondholders are constitutionally protected against an attempt by the State to deprive the city of those revenues to meet its obligations.” According to the Court in Quirk, the State Constitution “requires the city to raise real estate taxes, and without specification other revenues, if such a levy be necessary to repay indebtedness.”

In addition, the Constitution of the State requires that every county, city, town, village, and school district in the State provide annually by appropriation for the payment of all interest and principal on its serial bonds and certain other obligations, and that, if at any time the respective appropriating authorities shall fail to make such appropriation, a sufficient sum shall be set apart from the first revenues thereafter received and shall be applied to such purposes. In the event that an appropriating authority were to make an appropriation for debt service and then decline to expend it for that purpose, this provision would not apply. However, the Constitution of the State does also provide that the fiscal officer of any county, city, town, village, or school district may be required to set apart and apply such first revenues at the suit of any holder of any such obligations.

In Quirk v. Municipal Assistance Corp., the Court of Appeals described this as a “first lien” on revenues, but one that does not give holders a right to any particular revenues. It should thus be noted that the pledge of the faith and credit of a political subdivision in New York State is a pledge of an issuer of a general obligation bond or note to use its general revenue powers, including, but not limited to, its property tax levy to pay debt service on such obligations, but that such pledge may not be interpreted by a court of competent jurisdiction to include a constitutional or statutory lien upon any particular revenues.

While the courts in New York State have historically been protective of the rights of holders of general obligation debt of political subdivisions, it is not possible to predict what a future court might hold.

### ***Tax Levy Limit Law***

On June 24, 2011, the Tax Levy Limit Law was signed into law by the Governor of the State. The Tax Levy Limit Law applies to all local governments, including school districts (with the exception of New York City, Yonkers, Syracuse, Rochester and Buffalo). It also applies to independent special districts and to town and county improvement districts as part of their parent municipalities’ tax levies.

The Tax Levy Limit Law restricts, among other things, the amount of real property taxes (including assessments of certain special improvement districts) that may be levied by or on behalf of a municipality in a particular year, beginning with fiscal years commencing on or after January 1, 2012. It expires on June 15, 2020, unless extended. Pursuant to the Tax Levy Limit Law, the tax levy of a municipality cannot increase by more than the lesser of (i) two percent (2%) or (ii) the annual increase in the consumer price index (“CPI”), over the amount of the prior year’s tax levy. Certain adjustments would be permitted for taxable real property full valuation increases or changes in physical or quantity growth in the real property base as defined in Section 1220 of the Real Property Tax Law. A municipality may exceed the tax levy limitation for the coming fiscal year only if the governing body of such municipality first enacts, by at least a sixty percent vote of the total voting strength of the board, a local law (resolution in the case of fire districts and certain special districts) to override such limitation for such coming fiscal year only. There are permissible exceptions to the tax levy limitation provided in the Tax Levy Limit Law, including expenditures made on account of certain tort settlements and certain increases in the average actuarial contribution rates of the New York State and Local Employees’ Retirement System, the Police and Fire Retirement System, and the Teachers’ Retirement System. (See “Employment Benefit Plans” herein). Municipalities are also permitted to carry forward a certain portion of their unused levy limitation from a prior year. Each municipality, prior to adoption of each fiscal year budget, must submit for review to the State Comptroller any information that is necessary in the calculation of its tax levy for each fiscal year.

The Tax Levy Limit Law does not contain an exception from the levy limitation for the payment of debt service on either outstanding general obligation debt of municipalities or such debt incurred after the effective date of the Tax Levy Limit Law (June 24, 2011).

Therefore, while the Tax Levy Limit Law may constrict an issuer's power to levy real property taxes for the payment of debt service on debt contracted after the effective date of the Tax Levy Limit Law, it is clear that no statute is able (1) to limit an issuer's pledge of its faith and credit to the payment of any of its general obligation indebtedness or (2) to limit an issuer's levy of real property taxes to pay debt service on general obligation debt contracted prior to the effective date of the Tax Levy Limit Law. Whether the Constitution grants a municipality authority to treat debt service payments as a constitutional exception to such statutory tax levy limitation outside of any statutorily determined tax levy amount is not clear.

It is likely that the Tax Levy Limit Law will be subject to judicial review to resolve the constitutional issues raised by its adoption. Although courts in New York have historically been protective of the rights of holders of general obligation debt or political subdivisions, the outcome of any such legal challenge cannot be predicted.

### **SPECIAL PROVISIONS AFFECTING REMEDIES UPON DEFAULT**

**General Municipal Law Contract Creditors' Provision.** Each Bond or Note when duly issued and paid for will constitute a contract between the Village and the holder thereof. Under current law, provision is made for contract creditors of the Village to enforce payments upon such contracts, if necessary, through court action. Section 3-a of the General Municipal Law provides, subject to exceptions not pertinent, that the rate of interest to be paid by the Village upon any judgment or accrued claim against it on an amount adjudged due to a creditor shall not exceed nine per centum per annum from the date due to the date of payment. This provision might be construed to have application to the holders of the Bonds and the Notes in the event of a default in the payment of the principal of and interest on the Bonds and the Notes.

**Execution/Attachment of Municipal Property.** As a general rule, property and funds of a municipal corporation serving the public welfare and interest have not been judicially subjected to execution or attachment to satisfy a judgment, although judicial mandates have been issued to officials to appropriate and pay judgments out of certain funds or the proceeds of a tax levy. In accordance with the general rule with respect to municipalities, judgments against the Village may not be enforced by levy and execution against property owned by the Village.

**Authority to File For Municipal Bankruptcy.** The Federal Bankruptcy Code allows public bodies, such as counties, cities, towns and villages, recourse to the protection of a Federal Court for the purpose of adjusting outstanding indebtedness. Section 85.80 of the Local Finance Law contains specific authorization for any municipality in the State or its emergency control board to file a petition under any provision of Federal bankruptcy law for the composition or adjustment of municipal indebtedness.

The State has consented that any municipality in the State may file a petition with the United States District Court or court of bankruptcy under any provision of the laws of the United States, now or hereafter in effect, for the composition or adjustment of municipal indebtedness. Subject to such State consent, under the United States Constitution, Congress has jurisdiction over such matters and has enacted amendments to the existing federal bankruptcy statute, being Chapter 9 thereof, generally to the effect and with the purpose of affording municipal corporations, under certain circumstances, with easier access to judicially approved adjustment of debt, including judicial control over identifiable and unidentifiable creditors.

No current state law purports to create any priority for holders of the Bonds and the Notes should the Village be under the jurisdiction of any court, pursuant to the laws of the United States, now or hereafter in effect, for the composition or adjustment of municipal indebtedness.

The rights of the owners of Bonds and Notes to receive interest and principal from the Village could be adversely affected by the restructuring of the Village's debt under Chapter 9 of the Federal Bankruptcy Code. No assurance can be given that any priority of holders of debt obligations issued by the Village (including the Bonds and the Notes) to payment from monies retained in any debt service fund or from other cash resources would be recognized

if a petition were filed by or on behalf of the Village under the Federal Bankruptcy Code or pursuant to other subsequently enacted laws relating to creditors' rights; such monies might, under such circumstances, be paid to satisfy the claims of all creditors generally.

Under the Federal Bankruptcy Code, a petition may be filed in the Federal Bankruptcy court by a municipality which is insolvent or unable to meet its debts as they mature. Generally, the filing of such a petition operates as a stay of any proceeding to enforce a claim against the municipality. The Federal Bankruptcy Code also requires that a plan be filed for the adjustment of the municipality's debt, which may modify or alter the rights of creditors and which could be secured. Any plan of adjustment confirmed by the court must be approved by the requisite number of creditors. If confirmed by the bankruptcy court, the plan would be binding upon all creditors affected by it.

**State Debt Moratorium Law.** There are separate State law provisions regarding debt service moratoriums enacted into law in 1975.

At the Extraordinary Session of the State Legislature held in November, 1975, legislation was enacted which purported to suspend the right to commence or continue an action in any court to collect or enforce certain short-term obligations of The City of New York. The effect of such act was to create a three-year moratorium on actions to enforce the payment of such obligations. On November 19, 1976, the Court of Appeals, the State's highest court, declared such act to be invalid on the ground that it violates the provisions of the State Constitution requiring a pledge by such City of its faith and credit for the payment of obligations.

As a result of the Court of Appeals decision in Flushing National Bank v. Municipal Assistance Corporation for the City of New York, 40 N.Y.2d 731 (1976), the constitutionality of that portion of Title 6-A of Article 2 of the Local Finance Law, as described below, enacted at the 1975 Extraordinary Session of the State legislature authorizing any county, city, town or village with respect to which the State has declared a financial emergency to petition the State Supreme Court to stay the enforcement against such municipality of any claim for payment relating to any contract, debt or obligation of the municipality during the emergency period, is subject to doubt. In any event, no such emergency has been declared with respect to the Village.

**Right of Municipality or State to Declare a Municipal Financial Emergency and Stay Claims Under State Debt Moratorium Law.** The State Legislature is authorized to declare by special act that a state of financial emergency exists in any county, city, town or village. (The provision does not by its terms apply to school districts or fire districts.) In addition, the State Legislature may authorize by special act establishment of an "emergency financial control board" for any county, city, town or village upon determination that such a state of financial emergency exists. Thereafter, unless such special act provides otherwise, a voluntary petition to stay claims may be filed by any such municipality (or by its emergency financial control board in the event said board requests the municipality to petition and the municipality fails to do so within five days thereafter). A petition filed in supreme court in the county in which the municipality is located in accordance with the requirements of Title 6-A of the Local Finance Law ("Title 6-A") effectively prohibits the doing of any act for ninety days in the payment of claims against the municipality, including payment of debt service on outstanding indebtedness.

This includes staying the commencement or continuation of any court proceedings seeking payment of debt service due, the assessment, levy or collection of taxes by or for the municipality or the application of any funds, property, receivables or revenues of the municipality to the payment of debt service. The stay can be vacated under certain circumstances with provisions for the payment of amounts due or overdue upon a demand for payment in accordance with the statutory provisions set forth therein. The filing of a petition may be accompanied with a proposed repayment plan which, upon court order approving the plan, may extend any stay in the payment of claims against the municipality for such "additional period of time as is required to carry out fully all the terms and provisions of the plan with respect to those creditors who accept the plan or any benefits thereunder." Court approval is conditioned, after a hearing, upon certain findings as provided in Title 6-A.

A proposed plan can be modified prior to court approval or disapproval. After approval, modification is not permissible without court order after a hearing. If not approved, the proposed plan must be amended within ten days or else the stay is vacated and claims, including debt service due or overdue, must be paid. It is at the discretion of the court to permit additional filings of amended plans and continuation of any stay during such time. A stay may be vacated or modified by the court upon motion of any creditor if the court finds after a hearing that the

municipality has failed to comply with a material provision of an accepted repayment plan or that due to a “material change in circumstances” the repayment plan is no longer in compliance with statutory requirements.

Once an approved repayment plan has been completed, the court, after a hearing upon motion of any creditor, or a motion of the municipality or its emergency financial control board, will enter an order vacating any stay then in effect and enjoining of creditors who accepted the plan or any benefits thereunder from commencing or continuing any court action, proceeding or other act described in Title 6-A relating to any debt included in the plan.

Title 6-A requires notice to all creditors of each material step in the proceedings. Court determinations adverse to the municipality or its financial emergency control board are appealable as of right to the appellate division in the judicial department in which the court is located and thereafter, if necessary, to the Court of Appeals. Such appeals stay the judgment appealed from and all other actions, special proceedings or acts within the scope of Section 85.30 of Title 6-A pending the hearing and determination of the appeals.

Whether Title 6-A is valid under the Constitutional provisions regarding the payment of debt service is not known. However, based upon the decision in the Flushing National Bank case described above, its validity is subject to doubt.

While the State Legislature has from time to time adopted legislation in response to a municipal fiscal emergency and established public benefit corporations with a broad range of financial control and oversight powers to oversee such municipalities, generally such legislation has provided that the provisions of Title 6-A are not applicable during any period of time that such a public benefit corporation has outstanding indebtedness issued on behalf of such municipality.

**Fiscal Stress and State Emergency Financial Control Boards.** Pursuant to Article IX Section 2(b)(2) of the State Constitution, any local government in the State may request the intervention of the State in its “property, affairs and government” by a two-thirds vote of the total membership of its legislative body or on request of its chief executive officer concurred by a majority of such membership. This has resulted in the adoption of special acts for the establishment of public benefit corporations with varying degrees of authority to control the finances (including debt issuance) of the cities of Buffalo, Troy and Yonkers and the County of Nassau. The specific authority, powers and composition of the financial control boards established by these acts varies based upon circumstances and needs. Generally, the State legislature has granted such boards the power to approve or disapprove budget and financial plans and to issue debt on behalf of the municipality, as well as to impose wage and/or hiring freezes and approve collective bargaining agreements in certain cases. Implementation is left to the discretion of the board of the public benefit corporation. Such a State financial control board was first established for New York City in 1975. In addition, on a certificate of necessity of the governor reciting facts which in the judgment of governor constitute an emergency requiring enactment of such laws, with the concurrences of two-thirds of the members elected in each house of the State legislature, the State is authorized to intervene in the “property, affairs and governments” of local government units. This occurred in the case of the County of Erie in 2005. The authority of the State to intervene in the financial affairs of local government is further supported by Article VIII, Section 12 of the Constitution, which declares it to be the duty of the State legislature to restrict, subject to other provisions of the Constitution, the power of taxation, assessment, borrowing money and contracting indebtedness and loaning the credit of counties, cities, towns and villages so as to prevent abuses in taxation and assessment and in contracting indebtedness by them.

In 2013, the State established a new state advisory board to assist counties, cities, towns and villages in financial distress. The Financial Restructuring Board for Local Governments (the “FRB”), is authorized to conduct a comprehensive review of the finances and operations of any such municipality deemed by the FRB to be fiscally eligible for its services upon request by resolution of the municipal legislative body and concurrence of its chief executive. The FRB is authorized to make recommendations, but cannot compel improvement of fiscal stability for management and delivery of municipal services, including shared services opportunities, and is authorized to offer grants and/or loans of up to \$5,000,000 through a Local Government Performance and Efficiency Program to undertake certain recommendations. If a municipality agrees to undertake the FRB recommendations, it will be automatically bound to fulfill the terms in order to receive the aid.

The FRB is also authorized to serve as an alternative arbitration panel for binding arbitration.

Although from time to time there have been proposals for the creation of a statewide financial control board with broad authority over local governments in the State, the FRB does not have emergency financial control board powers to intervene, unlike the public benefit corporations established by special acts as described above.

Several municipalities in the State are presently working with the FRB. The Village has not applied to the FRB and does not reasonably expect to do so in the foreseeable future. School districts and fire districts are not eligible for FRB assistance.

**Constitutional Non-Appropriation Provision.** There is in the Constitution of the State, Article VIII, Section 2, the following provision relating to the annual appropriation of monies for the payment of due principal of and interest on indebtedness of every county, city, town, village and school district in the State: “If at any time the respective appropriating authorities shall fail to make such appropriations, a sufficient sum shall be set apart from the first revenues thereafter received and shall be applied to such purposes. The fiscal officer of any county, city, town, village or school district may be required to set aside and apply such revenues as aforesaid at the suit of any holder of obligations issued for any such indebtedness.” This constitutes a specific non-exclusive constitutional remedy against a defaulting municipality or school district; however, it does not apply in a context in which monies have been appropriated for debt service but the appropriating authorities decline to use such monies to pay debt service. However, Article VIII, Section 2 of the Constitution of the State also provides that the fiscal officer of any county, city, town, village or school district may be required to set apart and apply such revenues at the suit of any holder of any obligations of indebtedness issued with the pledge of the faith of the credit of such political subdivision. See “General Municipal Law Contract Creditors’ Provision” herein.

The Constitutional provision providing for first revenue set asides does not apply to tax anticipation notes, revenue anticipation notes or bond anticipation notes.

**Default Litigation.** In prior years, certain events and legislation affecting a holder’s remedies upon default have resulted in litigation. While courts of final jurisdiction have upheld and sustained the rights of bondholders, such courts might hold that future events including financial crises as they may occur in the State and in political subdivisions of the State, require the exercise by the State or its political subdivisions of emergency and police powers to assure the continuation of essential public services prior to the payment of debt service. See “Nature of Obligation” and “State Debt Moratorium Law” herein.

**No Past Due Debt.** No principal of or interest on Village indebtedness is past due. The Village has never defaulted in the payment of the principal of and interest on any indebtedness.

## **MARKET FACTORS**

The financial and economic condition of the Village as well as the market for the Bonds and the Notes could be affected by a variety of factors, some of which are beyond the Village’s control. There can be no assurance that adverse events in the State and in other jurisdictions, including, for example, the seeking by a municipality or large taxable property owner of remedies pursuant to the Federal Bankruptcy Code or otherwise, will not occur which might affect the market price of and the market for the Bonds and the Notes. If a significant default or other financial crisis should occur in the affairs of the State or another jurisdiction or any of its agencies or political subdivisions thereby further impairing the acceptability of obligations issued by borrowers within the State, both the ability of the Village to arrange for additional borrowings, and the market for and market value of outstanding debt obligations, including the Bonds and the Notes, could be adversely affected.

There can be no assurance that the State appropriation for State aid to the Villages will be continued in future years, either pursuant to existing formulas or in any form whatsoever. State aid appropriated and apportioned to the Village can be paid only if the State has such monies available therefor. The availability of such monies and the timeliness of such payment may also be affected by a delay in the adoption of the State budget and other circumstances, including State fiscal stress. In any event, State aid appropriated and apportioned to the Village can be paid only if the State has such monies available therefor. (See “State Aid” herein).



Should the Village fail to receive monies expected from the State in the amounts and at the times expected, the Village is permitted to issue revenue anticipation notes in anticipation of the receipt of delayed State aid.

If and when a holder of any of the Bonds and the Notes should elect to sell a Bond or Note prior to its maturity, there can be no assurance that a market shall have been established, maintained and be in existence for the purchase and sale of any of the Bonds and the Notes. In addition, the price and principal value of the Bonds and the Notes is dependent on the prevailing level of interest rates; if interest rates rise, the price of a bond will decline, causing the bondholder to incur a potential capital loss if such bond is sold prior to its maturity.

Amendments to the U.S. Internal Revenue Code could reduce or eliminate the favorable tax treatment granted to municipal debt, including the Bonds and the Notes and other debt issued by the Village. Any such future legislation could have an adverse effect on the market value of the Bonds and the Notes (See “Tax Matters” herein).

The enactment of Chapter 97 of the Laws of 2011 on June 24, 2011, which imposes a tax levy limitation upon municipalities, school districts, including the Village, and fire districts in the State could have an impact upon operations of the Village and as a result, the market price for the Bonds and the Notes. (See “Tax Levy Limit Law,” herein.)

### ***Cybersecurity***

The Village, like many other public and private entities, relies on technology to conduct its operations. As a recipient and provider of personal, private, or sensitive information, the Village faces multiple cyber threats including, but not limited to, hacking, viruses, malware and other attacks on computer and other sensitive digital networks and systems. To mitigate the risk of business operations impact and/or damage from cyber incidents or cyber-attacks, the Village invests in various forms of cybersecurity and operational controls; however, no assurances can be given that such security and operational control measures will be completely successful to guard against cyber threats and attacks. The results of any such attack could impact business operations and/or damage Village digital networks and systems and the costs of remedying any such damage could be substantial.

## **THE STATE COMPTROLLER’S FISCAL STRESS MONITORING SYSTEM AND COMPLIANCE REVIEWS**

The New York State Comptroller has reported that New York State’s school districts and municipalities are facing significant fiscal challenges. As a result, the Office of the State Comptroller (“OSC”) has developed a Fiscal Stress Monitoring System (“FSMS”) to provide independent, objectively measured and quantifiable information to school district and municipal officials, taxpayers and policy makers regarding the various levels of fiscal stress under which the State’s school districts and municipalities are operating.

The fiscal stress scores are based on financial information submitted as part of each school district’s ST-3 report filed with the State Education Department annually, and each municipality’s annual report filed with the State Comptroller. Using financial indicators that include year-end fund balance, cash position and patterns of operating deficits, the system creates an overall fiscal stress score which classifies whether a school district or municipality is in “significant fiscal stress”, in “moderate fiscal stress,” as “susceptible to fiscal stress” or “no designation”. Entities that do not accumulate the number of points that would place them in a stress category will receive a financial score but will be classified in a category of “no designation.” This classification should not be interpreted to imply that the entity is completely free of fiscal stress conditions. Rather, the entity’s financial information, when objectively scored according to the FSMS criteria, did not generate sufficient points to place them in one of the three established stress categories.

The most current applicable report of the State Comptroller, dated September 25, 2018, designated the Village as “Not Filed.” For 2016, the State Comptroller designated the Village as “No Designation.”

See the State Comptroller’s official website for more information on FSMS. Reference to this website implies no warranty of accuracy of information therein.

The financial affairs of the Village are subject to periodic compliance reviews by OSC to ascertain whether the Village has complied with the requirements of various State and federal statutes. The last audit conducted by OSC was released on February 3, 2017. The purpose of the State's audit was to examine the Village's processes and procedures over cash receipts from parking violations for the period June 1, 2015 through June 30, 2016. The complete report can be obtained from OSC's official website (<http://www.osc.state.ny.us/index.htm>).

## **LITIGATION**

The Village is subject to a number of lawsuits in the ordinary conduct of its affairs. The Village does not believe, however, that such suits, individually or in the aggregate, are likely to have a material adverse effect on the financial condition of the Village. There is a pending notice of claim that was denied by the Village's insurance carrier at this stage. Subject to commercial reasonableness, the Village expects to contest the matter vigorously. Nevertheless, due to the early nature of the claim, the likelihood of an unfavorable outcome and the amount or range of potential loss cannot be estimated by the Village's Attorney.

Certain property owners have filed certiorari petitions under Article 7 of the Real Property Tax Law. Such petitions allege that property values as presently determined are excessive and request assessment reductions and, in most actions, a refund of property taxes previously paid. According to the Village, the expected liability, if any, is not substantial. For the fiscal years ended May 31, 2018 and 2019 the Village paid \$56,284 and 5,144.43 in tax certiorari refunds, respectively. As of October 2019, the Village had paid \$43,975 in tax certiorari refunds year to date for fiscal year ending May 31, 2020.

## **TAX MATTERS**

In the opinion of The Law Offices of Jeffrey E. Storch, Bond Counsel, under existing law: (i) interest on the Bonds and the Notes is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and is not an item of tax preference for purposes of the federal alternative minimum tax and the Bonds and the Notes will be qualified tax-exempt obligations as defined in Section 265(b)(3) of the Code and (ii) interest on the Bonds and the Notes is exempt from personal income taxes imposed by the State and political subdivisions thereof, including The City of New York and the City of Yonkers. Bond Counsel will express no opinion as to any other tax consequences regarding the Bonds and the Notes.

The opinion on tax matters will be based on and will assume (without verifying) the accuracy of certain representations and certifications, and continuing compliance with certain covenants, of the Village to be contained in the transcript of proceedings and that are intended to evidence and assure the foregoing, including that the Bonds and the Notes are and will remain obligations the interest on which is excluded from gross income for federal income tax purposes. Bond Counsel will not independently verify the accuracy of the Village's certifications and representations or the continuing compliance with the Village's covenants.

The opinion of Bond Counsel is based on current legal authority and covers certain matters not directly addressed by such authority. It represents Bond Counsel's legal judgment as to exclusion of interest on the Bonds and the Notes from gross income for federal income tax purposes but is not a guaranty of that conclusion. The opinion is not binding on the Internal Revenue Service ("IRS") or any court. Bond Counsel expresses no opinion about (i) the effect of future changes in the Code and the applicable regulations under the Code or (ii) the interpretation and the enforcement of the Code or those regulations by the IRS.

The Code prescribes a number of qualifications and conditions for the interest on state and local government obligations to be and to remain excluded from gross income for federal income tax purposes, some of which require future or continued compliance after issuance of the obligations. Noncompliance with these requirements by the Village may cause loss of such status and result in the interest on the Bonds and the Notes being included in gross income for federal income tax purposes retroactively to the respective date of issuance of the Bonds and the Notes. The Village has covenanted to take the actions required of it for the interest on the Bonds and the Notes to be and remain excluded from gross income for federal income tax purposes, and not to take any actions that would

adversely affect that exclusion. After the date of issuance of the Bonds and the Notes, Bond Counsel will not undertake to determine (or to so inform any person) whether any actions taken or not taken, or any events occurring or not occurring, or any other matters coming to Bond Counsel's attention, may adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds and the Notes or the market prices of the Bonds and the Notes.

Under the Code, interest on the Bonds and the Notes may be subject to a federal branch profits tax imposed on certain foreign corporations doing business in the United States and to a federal tax imposed on excess net passive income of certain "S corporations" (as defined in Section 1361(a)(1) of the Code). Under the Code, the exclusion of interest from gross income for federal income tax purposes may have certain adverse federal income tax consequences on items of income, deduction or credit for certain taxpayers, including financial institutions, certain insurance companies, recipients of Social Security and Railroad Retirement benefits, those that are deemed to incur or continue indebtedness to acquire or carry tax-exempt obligations, and individuals otherwise eligible for the earned income tax credit. The applicability and extent of these or other tax consequences will depend upon the particular tax status or other tax items of the owner of the Bonds and the Notes. Bond Counsel will express no opinion regarding those consequences.

Payments of interest on tax-exempt obligations, including the Bonds and the Notes, are generally subject to IRS Form 1099-INT information reporting requirements. If a Bond or Note owner is subject to backup withholding under those requirements, then payments of interest will also be subject to backup withholding. Those requirements do not affect the exclusion of such interest from gross income for federal income tax purposes.

Legislation affecting tax-exempt obligations is regularly considered by the United States Congress, and legislation affecting the exemption of interest thereon for purposes of taxation by the State may be considered by the State legislature. Court proceedings may also be filed the outcome of which could modify the tax treatment of obligations such as the Bonds and the Notes. There can be no assurance that legislation enacted or proposed, or actions by a court, after the date of issuance of the Bonds and the Notes, will not have an adverse effect on the tax status of interest on the Bonds and the Notes or the market value of the Bonds and the Notes. These adverse effects could result, for example, from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), or the repeal (or reduction in the benefit) of the exclusion of interest on the Bonds and the Notes from gross income for federal or state income tax purposes. As an example, in recent years Congress has proposed budgets that include additional federal income taxes on taxpayers that own tax-exempt obligations, such as the Bonds and the Notes, if they have incomes above certain thresholds.

These and other legislative proposals may be considered or introduced that could affect, perhaps significantly, the market price of market ability of tax-exempt obligations, such as the Bonds and the Notes. Prospective purchasers of the Bonds and the Notes should consult their own tax advisers regarding pending or proposed federal and state tax legislation, court proceedings, or any new case law.

Prospective purchasers of the Bonds and the Notes at other than their original issuance at the respective prices indicated on the cover of this Official Statement should also consult their own tax advisers regarding other tax considerations such as the consequences of market discount, as to all of which Bond Counsel expresses no opinion.

Bond Counsel's engagement with respect to the Bonds and the Notes ends with the issuance of the Bonds and the Notes, and, unless separately engaged, Bond Counsel is not obligated to defend the Village or the beneficial owners regarding the tax status of interest on the Bonds and the Notes in the event of an audit examination by the IRS. The IRS has a program to audit tax-exempt obligations to determine whether the interest thereon is includible in gross income for federal income tax purposes. If the IRS does audit the Bonds and the Notes, under current IRS procedures, the IRS will treat the Village as the taxpayer and the beneficial owners of the Bonds and the Notes will have only limited rights, if any, to obtain and participate in judicial review of such audit. Any action of the IRS, including but not limited to selection of the Bonds and the Notes for audit, or the course or result of such audit, or an audit of other obligations presenting similar tax issues, may affect the market prices for the Bonds and the Notes.

### ***Original Issue Discount and Original Issue Premium***

Certain of the Bonds and the Notes (the “Discount Obligations”) may be offered and sold to the public at an original issue discount (“OID”). OID is the excess of the stated redemption price at maturity (the principal amount) over the “issue price” of a Discount Obligation. The issue price of a Discount Obligation is the initial offering price to the public (other than to bond houses, brokers or similar persons acting in the capacity of underwriters or wholesalers) at which a substantial amount of the Discount Obligations of the same maturity is sold pursuant to that offering. For federal income tax purposes, OID accrues to the owner of a Discount Obligation over the period to maturity based on the constant yield method, compounded semiannually (or over a shorter permitted compounding interval selected by the owner). The portion of OID that accrues during the period of ownership of a Discount Obligation (i) is interest excluded from the owner’s gross income for federal income tax purposes to the same extent, and subject to the same considerations discussed above, as other interest on the Bonds and Notes, and (ii) is added to the owner’s tax basis for purposes of determining gain or loss on the maturity, redemption, prior sale or other disposition of that Discount Obligation. A purchaser of a Discount Obligation in the initial public offering at the price for that Discount Obligation stated on the inside cover of this Official Statement who holds that Discount Obligation to maturity will realize no gain or loss upon the retirement of that Discount Obligation.

Certain of the Bonds (“Premium Obligations”) may be offered and sold to the public at a price in excess of their stated redemption price (the principal amount) at maturity. That excess constitutes premium. For federal income tax purposes, obligation premium is amortized over the period to maturity of a Premium Obligation, based on the yield to maturity of that Premium Obligation (or, in the case of a Premium Obligation callable prior to its stated maturity, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on that Premium Obligation), compounded semiannually. No portion of that premium is deductible by the owner of a Premium Obligation. For purposes of determining the owner’s gain or loss on the sale, redemption (including redemption at maturity) or other disposition of a Premium Obligation, the owner’s tax basis in the Premium Obligation is reduced by the amount of premium that accrues during the period of ownership. As a result, an owner may realize taxable gain for federal income tax purposes from the sale or other disposition of a Premium Obligation for an amount equal to or less than the amount paid by the owner for that Premium Obligation. A purchaser of a Premium Obligation in the initial public offering at the price for that Premium Obligation stated on the inside cover of this Official Statement, who holds that Premium Obligation to maturity (or, in the case of a callable Premium Obligation to its earlier call date that results in the lowest yield on that Premium Obligation) will realize no gain or loss upon the retirement of that Premium Obligation.

Owners of Discount Obligations or Premium Obligations should consult their own tax advisers as to the determination for federal income tax purposes of the amount of OID or bond premium properly accruable in any period with respect to Discount or Premium Obligations and as to other federal tax consequences and the treatment of OID and premium for purposes of state and local taxes on, or based on, income.

## **DOCUMENTS ACCOMPANYING DELIVERY OF THE BONDS AND THE NOTES**

### ***Legal Matters for the Bonds***

Legal matters incident to the authorization, issuance and sale of the Bonds will be subject to the final approving opinion of The Law Offices of Jeffrey E. Storch, New York, New York, Bond Counsel to the Village. Such opinion will be available at the time of delivery of and payment for the Bonds and will be 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 the real property within the Village is subject to taxation levy by the Village of such ad valorem taxes, subject to certain statutory limitations imposed by Chapter 97 of the Laws of 2011, for the payment of the principal of and interest on the Bonds (see “**Tax Levy Limit Law,**” herein).

Said opinion will also contain further statements to the effect that, assuming continuing compliance with certain covenants and the accuracy of certain representations of the Village 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 will be qualified tax exempt obligations as defined in Section 265(b)(3) of the Code, (b) interest on the Bonds is exempt from personal income taxes imposed by the State and political subdivisions thereof, including The City of New York and the City of Yonkers, (c) the enforceability of the Bonds is subject to bankruptcy laws and other laws affecting creditor's rights and the exercise of judicial discretion, and (d) the scope of the engagement of The Law Offices of Jeffrey E. Storch, 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.

### ***Legal Matters for the Notes***

Legal matters incident to the authorization, issuance and sale of the Notes will be subject to the final approving opinion of The Law Offices of Jeffrey E. Storch, New York, New York, Bond Counsel to the Village. Such opinion will be available at the time of delivery of and payment for the Notes and will be to the effect that the Notes 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 the real property within the Village is subject to taxation levy by the Village of such ad valorem taxes, subject to certain statutory limitations imposed by Chapter 97 of the Laws of 2011, for the payment of the principal of and interest on the Notes (see "**Tax Levy Limit Law,**" herein).

Said opinion will also contain further statements to the effect that, assuming continuing compliance with certain covenants and the accuracy of certain representations of the Village contained in the record of proceedings relating to the authorization and issuance of the Notes, (a) interest on the Notes 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 Notes will be qualified tax exempt obligations as defined in Section 265(b)(3) of the Code, (b) interest on the Notes is exempt from personal income taxes imposed by the State and political subdivisions thereof, including The City of New York and the City of Yonkers, (c) the enforceability of the Bonds is subject to bankruptcy laws and other laws affecting creditor's rights and the exercise of judicial discretion, and (d) the scope of the engagement of The Law Offices of Jeffrey E. Storch, 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 Notes.

### ***Closing Certificates for the Bonds***

Upon delivery of and payment for the Bonds, the purchaser of the Bonds will also receive, without cost, in form satisfactory to Bond Counsel the following, dated as of the date of delivery of and payment for the Bonds: (a) a certificate or certificates evidencing execution, delivery and receipt of payment for the Bonds; (b) a certificate or certificates executed by the officer of the Village who executed the Bonds on behalf of the Village stating that (1) no litigation is then pending or, to the knowledge of such officer, threatened to restrain or enjoin the issuance or delivery of the Bonds, (2) no authority or proceedings for the issuance of the Bonds has or have been repealed, revoked or rescinded, and (3) the statements contained in this Official Statement on the date hereof 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; (c) an unqualified legal opinion as to the validity of the Bonds of The Law Offices of Jeffrey E. Storch, New York, New York, Bond Counsel, as more fully described under "Legal Matters of the Bonds" herein; (d) a Tax Compliance Certificate executed by the Treasurer of the Village; and (e) a continuing disclosure agreement executed by the Treasurer of the Village for purposes of SEC Rule 15c2-12 (the "Rule"), as amended, as described under the caption "Covenant To Make Continuing Financial Disclosure" herein.

### ***Closing Certificates for the Notes***

Upon delivery of and payment for the Notes, the purchaser of the Notes will also receive, without cost, in form satisfactory to Bond Counsel the following, dated as of the date of delivery of and payment for the Notes: (a) a certificate or certificates evidencing execution, delivery and receipt of payment for the Notes; (b) a certificate or

certificates executed by the officer of the Village who executed the Notes on behalf of the Village stating that (1) no litigation is then pending or, to the knowledge of such officer, threatened to restrain or enjoin the issuance or delivery of the Notes, (2) no authority or proceedings for the issuance of the Notes has or have been repealed, revoked or rescinded, and (3) the statements contained in this Official Statement on the date hereof and on the date of delivery of and payment for the Notes, 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; (c) an unqualified legal opinion as to the validity of the Notes of The Law Offices of Jeffrey E. Storch, New York, New York, Bond Counsel, as more fully described under “Legal Matters of the Notes” herein; (d) a Tax Compliance Certificate executed by the Treasurer of the Village; and (e) a continuing disclosure agreement executed by the Treasurer of the Village for purposes of SEC Rule 15c2-12 (the “Rule”), as amended, as described under the caption “Covenant To Make Continuing Financial Disclosure” herein.

## **DISCLOSURE UNDERTAKINGS**

### ***Disclosure Undertaking for the Bonds***

This Official Statement is in a form “deemed final” by the Village for the purposes of Securities and Exchange Commission Rule 15c2-12 (the “Rule”). At the time of the delivery of the Bonds, the Village will provide an executed copy of its “Continuing Disclosure Agreement” (the “Undertaking”). Said Undertaking will constitute a written agreement or contract of the Village for the benefit of holders of and owners of beneficial interests in the Bonds. In accordance with the requirements of Rule 15c2-12, as the same may be amended or officially interpreted from time to time (the “Rule”), promulgated by the Securities and Exchange Commission (the “Commission”), the Village has agreed to provide, or cause to be provided,

(1) to the Electronic Municipal Market Access (“EMMA”) system of the Municipal Securities Rulemaking Board (“MSRB”) or any other entity designated or authorized by the Commission to receive reports pursuant to the Rule, during each fiscal year in which the Bonds are outstanding, (i) certain annual financial information and operating data for the preceding fiscal year in a form generally consistent with the information contained or cross-referenced in the final Official Statement anticipated to be dated November 12, 2019 of the Village relating to the Bonds under the headings “Litigation” and in Appendix A under the headings “The Village,” “Financial Factors,” “Real Property Taxes,” “Village Indebtedness” and “Economic and Demographic Data” and in Appendix B by the end of the sixth month following the end of each succeeding fiscal year, commencing with the fiscal year ended May 31, 2019, and (ii) a copy of the audited financial statement, if any, (prepared in accordance with accounting principles generally accepted in the United States of America in effect at the time of the audit) for the preceding fiscal year, commencing with the fiscal year ended May 31, 2019; such audit (prepared in accordance with the accounting principles the Village may be required to employ pursuant to State law or regulation), if any, will be so provided on or prior to the later of either the end of the sixth month of each such succeeding fiscal year or, if an audited financial statement is not available at that time, within sixty days following receipt by the Village of its audited financial statement for the preceding fiscal year, but, in any event, not later than the last business day of each such succeeding fiscal year; and provided further, in the event that the audited financial statement for any fiscal year is not available by the end of the sixth month following the end of any such succeeding fiscal year, unaudited financial statements in the form provided to the State, if available, will be provided no later than said date; provided however, that provision of unaudited financial statements in any year shall be further conditioned upon a determination by the Village of whether such provision is compliant with the requirements of federal securities laws including Rule 10b-5 of the Securities Exchange Act of 1934 and Rule 17(a)(2) of the Securities Act of 1933;

(2) timely notice, not in excess of ten (10) business days after the occurrence of such event, of the occurrence of any of the following events:

(i) principal and interest payment delinquencies; (ii) non-payment related defaults, if material; (iii) unscheduled draws on debt service reserves reflecting financial difficulties; (iv) unscheduled draws on credit enhancements reflecting financial difficulties; (v) substitution of credit or liquidity providers, or their failure to perform; (vi) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations

of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices of determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds; (vii) modifications to rights of Bondholders, if material; (viii) Bond calls, if material, and tender offers; (ix) defeasances; (x) release, substitution, or sale of property securing repayment of the Bonds, if material; (xi) rating changes; (xii) bankruptcy, insolvency, receivership or similar event of the Village; (xiii) the consummation of a merger, consolidation, or acquisition involving the Village or the sale of all or substantially all of the assets of the Village, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material; (xv) incurrence of a "financial obligation" (as defined in the Rule) of the Village, if material, or agreement to covenants, events of default, remedies, priority rights or other similar terms of a financial obligation of the Village, any of which affect bondholders, if material; and (xvi) default, event of acceleration, termination event, modification of terms or other similar events under a financial obligation of the Village, if any such event reflects financial difficulties.

Event (iii) is included pursuant to a letter for the SEC staff to the National Association of Bond Lawyers dated September 19, 1995. However, event (iii) is not applicable, since no "debt service reserves" will be established for the Bonds.

With respect to event (iv) the Village does not undertake to provide any notice with respect to credit enhancement added after the primary offering of the Bonds.

With respect to event (xii) above, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Village in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or government authority has assumed jurisdiction over substantially all of the assets or business of the Village, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Village.

The Village may provide notice of the occurrence of certain other events, in addition to those listed above, if it determines that any such other event is material with respect to the Bonds; but the Village does not undertake to commit to provide any such notice of the occurrence of any event except those events listed above; and

(3) in a timely manner, notice of a failure to provide the annual financial information and operating data and such audited financial statement by the date specified.

The Village's Undertaking shall remain in full force and effect until such time as the principal of, redemption premiums, if any, and interest on the Bonds shall have been paid in full or in the event that those portions of the Securities and Exchange Commission Rule 15c2-12 ("Rule 15c2-12") which require the Undertaking, or such provision, as the case may be, do not or no longer apply to the Bonds. The sole and exclusive remedy for breach or default under the Undertaking is an action to compel specific performance of the undertakings of the Village, and no person or entity, including a Holder of the Bonds, shall be entitled to recover monetary damages thereunder under any circumstances. Any failure by the Village to comply with the Undertaking will not constitute a default with respect to the Bonds.

The Village reserves the right to amend or modify the Undertaking under certain circumstances set forth therein; provided that any such amendment or modification will be done in consultation with nationally recognized bond counsel in a manner consistent with Rule 15c2-12, as amended.

### ***Disclosure Undertaking for the Notes***

This Official Statement is in a form "deemed final" by the Village for the purposes of Securities and Exchange Commission Rule 15c2-12 (the "Rule"). At the time of the delivery of the Notes, the Village will provide an executed copy of its "Continuing Disclosure Certificate" (the "Undertaking"). Said Undertaking will constitute a written agreement or contract of the Village for the benefit of holders of and owners of beneficial interests in the

Notes. In accordance with the requirements of Rule 15c2-12, as the same may be amended or officially interpreted from time to time (the "Rule"), promulgated by the Securities and Exchange Commission (the "Commission"), the Village has agreed to provide or cause to be provided, for the benefit of the Beneficial Owners of the Notes, in a timely manner not in excess of ten (10) business days after the occurrence of the event during the period in which the Notes are outstanding, to the Electronic Municipal Market Access ("EMMA") system of the Municipal Securities Rulemaking Board ("MSRB") or any other entity designated or authorized by the Commission to receive reports pursuant to the Rule, notice of the occurrence of any of the following events with respect to the Notes:

(i) principal and interest payment delinquencies; (ii) non-payment related defaults, if material; (iii) unscheduled draws on debt service reserves reflecting financial difficulties; (iv) unscheduled draws on credit enhancements reflecting financial difficulties; (v) substitution of credit or liquidity providers, or their failure to perform; (vi) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices of determinations with respect to the tax status of the Notes, or other material events affecting the tax status of the Notes; (vii) modifications to rights of Noteholders, if material; (viii) Note calls, if material, and tender offers; (ix) defeasances; (x) release, substitution, or sale of property securing repayment of the Notes, if material; (xi) rating changes; (xii) bankruptcy, insolvency, receivership or similar event of the Village; [note to clause (xii): For the purposes of the event identified in clause (xii) above, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Village in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or government authority has assumed jurisdiction over substantially all of the assets or business of the Village, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Village]; (xiii) the consummation of a merger, consolidation, or acquisition involving the Village or the sale of all or substantially all of the assets of the Village, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material; (xv) incurrence of a financial obligation of the Village, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the Village, any of which affect security holders, if material; and (xvi) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the Village, any of which reflect financial difficulties

Event (c) is included pursuant to a letter from the SEC staff to the National Association of Bond Lawyers, dated September 19, 1995. However, event (c) is not applicable, since no "debt service reserves" will be established for the Note.

With respect to event (d) the Village does not undertake to provide any notice with respect to credit enhancement added after the primary offering of the Notes.

The Village may from time to time choose to provide notice of the occurrence of certain other events, in addition to those listed above, if the Village determines that any such other event is material with respect to the Notes; but the Village does not undertake to commit to provide any such notice of the occurrence of any material event except those events listed above or any failure to comply in a timely manner with the requirements of the Rule.

The Village reserves the right to terminate its obligation to provide the aforescribed notice of material events, as set forth above, if and when the Village no longer remains an obligated person with respect to the Notes within the meaning of the Rule. The Village acknowledges that its undertaking pursuant to the Rule described under this heading is intended to be for the benefit of the holders of the Notes (including holders of beneficial interests in the Notes). The right of holders of the Notes to enforce the provisions of the undertaking will be limited to a right to obtain specific enforcement of the Village's obligations under its material events notices undertaking and any failure by the Village to comply with the provisions of the undertaking will neither be a default with respect to the Notes nor entitle any holder of the Notes to recover monetary damages. Continuing Disclosure Certificate to this effect shall be provided to the purchaser at closing.



The Village is exempt from filing continuing disclosure under Rule 15c2-12 in connection with the Notes as the Notes have a maturity of eighteen months or less.

### ***Compliance History***

The Village's 2014 audit and accompanying annual financial information and operating data were filed late. The late filings were due to a misunderstanding of the required filing date, which was believed to be not later than the succeeding fiscal year.

The independent audit report for the fiscal years ended May 31, 2015 through 2018 were not completed by the required continuing disclosure filing date. As such, the reports were not filed in accordance to the prescribed timeline. The audited financial statements were promptly filed by the Village once they became available. Notices of the late filings were subsequently posted by the Village on March 15, 2016, October 17, 2017, December 5, 2017 and April 2, 2019, respectively. Operating data for the 2015 through 2018 fiscal years was posted in a timely fashion.

### **MUNICIPAL ADVISOR**

Capital Markets Advisors, LLC, Hopewell Junction, New York, (the "Municipal Advisor") is an independent municipal advisor registered with the United States Securities and Exchange Commission and the Municipal Securities Rulemaking Board. The Municipal Advisor has served as the independent financial advisor to the Village in connection with this transaction.

In preparing the Official Statement, the Municipal Advisor has relied upon governmental officials, and other sources, who have access to relevant data to provide accurate information for the Official Statement. The Municipal Advisor has not been engaged, nor has it undertaken, to independently verify the accuracy of such information. The Municipal Advisor is not a public accounting firm and has not been engaged by the Village to compile, review, examine or audit any information in the Official Statement in accordance with accounting standards. The Municipal Advisor is not a law firm and does not provide legal advice with respect to this or any debt offerings of the Village. The Municipal Advisor is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other public securities and therefore will not participate in the underwriting of the Bonds and the Notes.

### **RATING**

The Village has applied to Moody's Investors Service ("Moody's") for a rating on the Bonds. Such application is pending at this time. The Village has not applied to Moody's for a rating on the Notes.

Moody's has assigned a rating of "Aa3" to the outstanding bonded debt of the Village.

Such rating reflects only the views of such rating agency and any desired explanation of the significance of such rating should be obtained from Moody's at the following address: Moody's Investors Service, 7 World Trade Center at 250 Greenwich Street, New York, New York 10007. There can be no assurance that such rating will continue for any specified period of time or that such rating will not be revised or withdrawn, if in the judgment of Moody's, circumstances so warrant. Any such change or withdrawal of such rating may have an adverse effect on the market price of the Bonds and the Notes or the availability of a secondary market for the Bonds and the Notes.

### **ADDITIONAL INFORMATION**

Additional information may be obtained from Sara DiGiacomo, Village Treasurer, 28 Beekman Avenue, Sleepy Hollow, New York 10591, (914) 366-5144, or from the Village's Municipal Advisor, Capital Markets Advisors, LLC, 11 Grace Avenue, Suite 308, Great Neck, New York, (516) 487-9818.

Any statements in this Official Statement involving matters of opinion or estimates, whether or not expressly so stated, are intended as such and not as representations of fact. No representation is made that any of such statements will be realized. This Official Statement is not to be construed as a contract or agreement between the Village and the original purchasers or holders of any of the Bonds and the Notes.

The Law Offices of Jeffrey E. Storch has not participated in the preparation of the demographic, financial or statistical data contained in this Official Statement, nor verified the accuracy, completeness of fairness thereof, and, accordingly expresses no opinion with respect thereto.

Capital Markets Advisors, LLC may place a copy of this Official Statement on its website at [www.capmark.org](http://www.capmark.org). Unless this Official Statement specifically indicates otherwise, no statement on such website is included by specific reference or constitutes a part of this Official Statement. Capital Markets Advisors, LLC has prepared such website information for convenience, but no decisions should be made in reliance upon that information. Typographical or other errors may have occurred in converting original source documents to digital format, and neither the Village nor Capital Markets Advisors, LLC assumes any liability or responsibility for errors or omissions on such website. Further, Capital Markets Advisors, LLC and the Village disclaim any duty or obligation either to update or to maintain that information or any responsibility or liability for any damages caused by viruses in the electronic files on the website. Capital Markets Advisors, LLC and the Village also assume no liability or responsibility for any errors or omissions or for any updates to dated website information.

This Official Statement is submitted only in connection with the sale of the Bonds and the Notes by the Village and may not be reproduced or used in whole or in part for any other purpose.

VILLAGE OF SLEEPY HOLLOW,  
WESTCHESTER COUNTY, NEW YORK

By: \_\_\_\_\_  
Sara DiGiacomo  
Treasurer and Chief Fiscal Officer

DATED: November \_\_, 2019

**APPENDIX A**

**THE VILLAGE**

## **THE VILLAGE**

### ***General Information***

The Village was incorporated as a municipal government by the State in 1874. The Village is vested with such powers and has the responsibilities inherent in the operation of municipal government, including the adoption of rules and regulations to govern its affairs. In addition, the Village may tax real property situated in its boundaries and incur debt subject to the provisions of the State's Local Finance Law. There are two independent public-school districts (Tarrytown U.F.S.D. and Pocantico Hills C.S.D.) situated in the Village that possess the same powers with respect to taxation and debt issuance. Village residents also pay real property taxes to the Town of Mount Pleasant (the "Town") and the County of Westchester to support programs conducted by these governmental entities.

Government operations of the Village are subject to the provisions of the State Constitution and various statutes affecting village governments, including the Village Law, the General Municipal Law and the Local Finance Law. Real property assessment, collection, and enforcement procedures are determined by the Real Property Tax Law and the County Tax Code. Real property taxes are levied and become a lien on June 1. The Village bills, collects and enforces its own real property taxes (see "Tax Collection Procedure" herein).

### ***Form of Government***

The Board of Trustees (the "Board") is the legislative, appropriating, governing and policy determining body of the Village and consists of six trustees elected at large to serve a two-year term, plus the Mayor. Trustees may be elected to an unlimited number of terms. It is the responsibility of the Board to enact, by resolution, all legislation including ordinances and local laws. Annual operating budgets for the Village must be approved by the Board; modifications and transfers between budgetary appropriations also must be authorized by the Board. The original issuance of all Village indebtedness is subject to approval by the Board.

The Mayor is the Chief Executive Officer of the Village and is elected for a two-year term of office with the right to succeed himself. In addition, the Mayor is a full member of and the presiding officer of the Board.

The Village Board appoints a Village Administrator who is responsible for managing daily operations.

The Village Clerk is appointed by the Mayor, subject to confirmation by the Board, to serve a two-year term.

The responsibilities of the Clerk are many and varied. The Clerk has custody of the corporate seal, books, records, and papers of the Village, and all the official reports and communications of the Board, and is clerk to the Board and each board of village officers and keeps the records of their proceedings. The Village Clerk is responsible for maintaining the Village code of laws and ordinances as it relates to the codes for building, plumbing, electric, zoning, vehicle and traffic regulations, and general ordinances.

The Village Treasurer is the Chief Fiscal Officer of the Village. Duties include: maintaining the Village's accounting systems and records, which includes the responsibility to prepare and file an annual financial report with the State Comptroller, custody and investment of Village funds, and debt management.

### ***Services and Programs***

The Village provides its residents with many of the services traditionally provided by village governments. In addition, the Town and County furnish certain other services. A list of these services provided by the Village are as follows: police protection and law enforcement; fire protection; sewage collection services; refuse collection and incineration; highway and public facilities maintenance; a local justice court that is responsible for enforcing provisions of the State's Vehicle and Traffic Law and local ordinances as well as having jurisdiction over certain civil and criminal matters; cultural and recreational activities; building code enforcement; and planning and zoning administration. Ambulance service is furnished through contract and also by a volunteer ambulance company.

Pursuant to State law, the County is responsible for funding and providing various social service and health care programs such as Medicaid, aid to families with dependent children, home relief and mental health programs. The County is also responsible for certain sewer services for which purpose special districts have been established. In addition, the County operates a two-year community college which offers associate degrees in various fields of study.

### ***Employees***

The Village provides services through approximately 101 full-time and part-time employees. The following table shows employee representation by collective bargaining agent and the date of expiration of the respective collective bargaining agreements.

Employees Represented	Bargaining Agent	Contract Expiration Date
28	Local 456, International Brotherhood of Teamsters, Chauffeurs, Warehousemen And Helpers of America	5/31/17 <sup>(1)</sup>
27	North Tarrytown PBA, Inc.	5/31/21
26	Local 456, White Collar Unit	5/31/22

(1) Currently in negotiation.

Source: Village officials.

### ***Employee Benefits***

Substantially all employees of the Town are members of the New York State and Local Employees Retirement System (“ERS”) or the New York State and Local Police and Fire Retirement System (“PFRS”) (ERS and PFRS are referred to collectively hereinafter as the “Retirement System” where appropriate). The Retirement System is a cost-sharing multiple public employer retirement system. The obligation of employers and employees to contribute and the benefits to employees are governed by the New York State Retirement and Social Security Law (the “Retirement System Law”). The Retirement System offers a wide range of plans and benefits which are related to years of service and final average salary, vesting of retirement benefits, death and disability benefits and optional methods of benefit payments. All benefits generally vest after five years of credited service, except for members hired on or after January 1, 2010 whose benefits vest after ten years of credited service. The Retirement System Law generally provides that all participating employers in the Retirement System are jointly and severally liable for any unfunded amounts. Such amounts are collected through annual billings to all participating employers. Generally, all employees, except certain part-time employees, participate in the Retirement System. The Retirement System is non-contributory with respect to members hired prior to July 27, 1976. All members hired on or after July 27, 1976 through and including December 31, 2009, must contribute three percent of their gross annual salary toward the costs of retirement programs until they attain ten years in the Retirement System, at such time contributions become voluntary. Members hired on or after January 1, 2010 must contribute three or more percent of their gross annual salary toward the costs of retirement programs for the duration of their employment.

Additionally, on March 16, 2012, the Governor signed into law the new Tier 6 pension program, effective for new ERS employees hired after April 1, 2012. The Tier 6 legislation provides, among other things, for increased employee contribution rates of between 3% and 6%, an increase in the retirement age from 62 years to 63 years, a readjustment of the pension multiplier, and a change in the time period for final average salary calculation from 3 years to 5 years. Tier 6 employees will vest in the system after ten years of employment and will continue to make employee pension contributions throughout employment.

Police officers and firefighters who are members of PFRS are divided into four tiers. As with ERS, retirement benefit plans available under PFRS are most liberal for Tier 1 employees. The plans adopted for PFRS employees are noncontributory for Tier 1 and Tier 2 employees. Police officers and firefighters that were hired between July 1, 2009 and January 8, 2010 are currently in Tier 3, which has a 3% employee contribution rate by members. There is no Tier

4 in PFRS. Police officers and firefighters hired after January 9, 2010 are in Tier 5 which also requires a 3% employee contribution from members. Police officers and firefighters hired after April 1, 2012 are in Tier 6, which also originally had a 3% contribution requirement for members for FY 12-13; however, as of April 1, 2013, Tier 6 PFRS members are required to contribute a specific percentage of their annual salary, as follows, until retirement or until the member has reached 32 years of service credit, whichever occurs first: \$45,000.00 or less contributes 3%; \$45,000.01 to \$55,000.00 contributes 3.5%; \$55,000.01 to \$75,000.00 contributes 4.5%; \$75,000.01 to \$100,000.00 contributes 5.75%; and more than \$100,000.00 contributes 6%.

Beginning July 1, 2013, a voluntary defined contribution plan option was made available to all unrepresented employees of New York State public employers hired on or after that date, and who earn \$75,000 or more on an annual basis.

The New York State Retirement System allows municipalities to make employer contribution payments in December of each year, at a discount, or the following February, as required. The Village generally opts to make its pension payments in December in order to take advantage of the discount and anticipates making its upcoming payment in December for the current year.

Due to significant capital market declines in 2008 and 2009, the State's Retirement System portfolio experienced negative investment performance and severe downward trends in market earnings. As a result of the foregoing, the employer contributions for the State's Retirement System continue to be higher than the minimum contribution rate established by Chapter 49. Legislation was enacted that permits local governments and school districts to borrow a portion of their required payments from the State pension plan at an interest rate of 5%. The legislation also requires those local governments and school districts that amortize their pension obligations pursuant to the regulation to establish reserve accounts to fund payment increases that are a result of fluctuations in pension plan performance.

The State Legislature enacted Chapter 57 of the Laws of 2010. This chapter authorized local governments, at their option, to amortize a portion of their ERS and PFRS contributions beginning in 2014. The maximum amortization amount each year going forward will be determined by the difference between each employer's effective contribution rate as compared to the System's overall graded rate. The amortized amounts are to be paid in equal annual installments over a ten year period, although amounts may be prepaid at any time. Interest will be charged at rates which approximate a market rate of return on taxable fixed rate securities of a comparable duration and will be adjusted annually. The Village elected to amortize the maximum allowable ERS and PFRS contributions in the amount of \$715,756, requiring annual installments of \$88,711. Balances due at May 31, 2018 totaled \$447,326 (see page 40 of the audit report for the fiscal year ended May 31, 2018).

On September 1, 2017, the State Comptroller announced for Fiscal Year 2018-19, the average contribution rates for ERS will decrease from 15.5% to 14.9%, and the average contribution rate for PFRS will decrease from 24.4% to 23.5%. Projections of required contributions will vary by employer depending on factors such as retirement plans, salaries and the distribution of their employees among the six retirement tiers.

In Spring 2013, the State and ERS approved a Stable Contribution Option ("SCO"), which modified its existing SCO adopted in 2010, that gives municipalities the ability to better manage spikes in Actuarially Required Contribution rates. The plan allows municipalities to pay the SCO amount in lieu of the contribution amount.

The Village pays its ERS and PFRS contributions on a pay as you go basis and does not expect to participate in the SCO in the foreseeable future.

*(The remainder of this page has been intentionally left blank.)*

**ERS and PFRS Contributions.**

The current retirement expenditures presented in the Village’s financial statements for each of the last five audited fiscal years is shown in the following table.

Fiscal Year Ended May 31:	ERS	PFRS
2015	\$750,432	\$873,092
2016	721,175	857,882
2017	605,105	1,001,846
2018	622,969	846,034
2019	635,402	887,447

Source: Village officials and the Audited Financial Statements of the Village. The summary itself is not audited.

For the 2019-20 fiscal years, the Village’s adopted budget included an appropriation \$1,600,000 for the NY State retirement system.

***Other Postemployment Benefits***

The Village implemented GASB Statement No. 75 (“GASB 75”) of the Governmental Accounting Standards Board (“GASB”), which replaces GASB Statement No. 45 as of fiscal year ended May 31, 2019. GASB 75 requires state and local governments to account for and report their costs associated with post-retirement healthcare benefits and other non-pension benefits, known as other post-employment benefits (“OPEB”). GASB 75 generally requires that employers account for and report the annual cost of OPEB and the outstanding obligations and commitments related to OPEB similarly to GASB Statement No. 68 reporting requirements for pensions.

GASB 75 requires state and local governments to measure a defined benefit OPEB plan as the portion of the present value of projected benefit payments to be provided to current active and inactive employees, attributable to past periods of service in order to calculate the total OPEB liability. Total OPEB liability generally is required to be determined through an actuarial valuation using a measurement date that is no earlier than the end of the employer’s prior fiscal year and no later than the end of the employer’s current fiscal year.

GASB 75 requires that most changes in the OPEB liability be included in OPEB expense in the period of the changes. Based on the results of an actuarial valuation, certain changes in the OPEB liability are required to be included in OPEB expense over current and future years.

The Village’s total OPEB liability as of May 31, 2019 was \$43,193,461 using a discount rate of 3.05% and actuarial assumptions and other inputs as described in the Village’s actuarial report.

Should the Village be required to fund the total OPEB liability, it could have a material adverse impact upon the Village’s finances and could force the Village to reduce services, raise taxes or both. At the present time, however, there is no current or planned requirement for the Village to partially fund its OPEB liability.

At this time, New York State has not developed guidelines for the creation and use of irrevocable trusts for the funding of OPEB. As a result, the Village will continue funding this expenditure on a pay-as-you-go basis.

Legislation has been introduced from time to time to create an optional investment pool to help the State and local governments fund retiree health insurance and OPEB. Such legislation would generally authorize the creation of irrevocable OPEB trusts so that the State and its local governments can help fund their OPEB liabilities, establish an OPEB investment fund in the sole custody of the State Comptroller for the investment of OPEB assets of the State and participating eligible local governments, designate the president of the Civil Service Commission as the trustee of the State’s OPEB trust and the governing boards as trustee for local governments and allow school districts to transfer certain excess reserve balances to an OPEB trust once it is established. In addition, there would be no limits

on how much a local government can deposit into the trust. The Village cannot predict whether such legislation will be enacted into law in the foreseeable future.

## **FINANCIAL FACTORS**

### ***Budgetary Procedure***

The head of each administrative unit of the Village is required to file detailed estimates of revenues (other than real property taxes) and expenditures for the next fiscal year with the Budget Officer (the Village Mayor) on or before March 1st of each year. After reviewing these estimates, the Budget Officer prepares a tentative budget which includes his recommendations. The tentative budget is filed with the Village Clerk not later than March 20th. Subsequently, the Village Clerk presents the tentative budget to the Board at a regular or special meeting. Review and preliminary alteration of the tentative budget by the Board must be completed by March 31st. Following this review process, the tentative budget and such modifications, if any, as approved by the Board, become the preliminary budget. A public hearing on the preliminary budget, notice of which must be given at least five (5) days prior to the hearing, must be held not later than April 15th. After the public hearing, the Board may further change and revise the preliminary budget. The Board must adopt the preliminary budget as submitted or amended by May 1st, at which time the preliminary budget becomes the annual budget of the Village for the ensuing fiscal year. Budgetary control is the responsibility of the Village Treasurer.

A summary of the adopted budgets for the 2018-19 and 2019-20 fiscal years is included in Appendix B of this Official Statement. Full copies of the budget may be obtained by request from the Village or from the Village's Municipal Advisor.

### ***Independent Audits***

**Audited Financial Statements.** The Village retained the firm of PKF O'Connor Davies, LLP, Certified Public Accountants, to audit its financial statements for the fiscal year ended May 31, 2018. Appendix B, attached hereto, presents excerpts from the Village's most recent audited reports covering the last five fiscal years. However, the summary itself has not been audited or reviewed by the Village's auditor. Appendix C contains a link to the last fiscal year audit.

**State Audits.** In addition, the Village is subject to audit by the State Comptroller to review compliance with legal requirements and the rules and regulations established by the State. An audit was released by OSC on February 3, 2017 which focuses on parking ticket collections in the Village. Results of the audit and corresponding recommendations have been discussed with the Village and comments from Village officials have been included as a part of the audit reports. Full copies of the State audits may be obtained by request of the Village or the Village's Municipal Advisor. See also, "The State Comptroller's Fiscal Stress Monitoring System and Compliance Reviews" herein.

### ***Financial Reporting and Summary of Significant Accounting Policies***

**Statement of Net Position.** The statement of net position shows a total net position (Primary Governmental Activities) of positive \$9,864,948 at May 31, 2018. Net position is comprised of: net investment in capital assets of \$16,014,543, restricted assets of \$3,621,814, and unrestricted assets of negative \$9,771,409. Net position for the year ended May 31, 2017 was \$11,560,522.

See "Summary of Significant Accounting Policies" and "Statement of Net Position," of the audited financial statements for the year ended May 31, 2018.

### ***Investment Policy***

Pursuant to Section 39 of the State's General Municipal Law, the Village has an investment policy applicable to the investment of all moneys and financial resources of the Village. The responsibility for the investment program has



been delegated by the Board to the Chief Financial Officer who was required to establish written operating procedures consistent with the Village's investment policy guidelines. According to the investment policy of the Village, all investments must conform to the applicable requirements of law and provide for: the safety of the principal; sufficient liquidity; and a reasonable rate of return.

**Authorized Investments.** The Village has designated six banks or trust companies located and authorized to conduct business in the State to receive deposits of money. The Village is permitted to invest in special time deposits or certificates of deposit.

In addition to bank deposits, the Village is permitted to invest moneys in direct obligations of the United States of America, obligations guaranteed by agencies of the United States where the payment of principal and interest are further guaranteed by the United States of America and obligations of the State. Other eligible investments for the Village include: revenue and tax anticipation notes issued by any municipality, school district or district corporation other than the Village (investment subject to approval of the State Comptroller); obligations of certain public authorities or agencies; obligations issued pursuant to Section 109(b) of the General Municipal Law (certificates of participation) and certain obligations of the Village, but only with respect to moneys of a reserve fund established pursuant to Section 6 of the General Municipal Law. The Village may also utilize repurchase agreements to the extent such agreements are based upon direct or guaranteed obligations of the United States of America. Repurchase agreements are subject to the following restrictions, among others: all repurchase agreements are subject to a master repurchase agreement; trading partners are limited to banks or trust companies authorized to conduct business in the State or primary reporting dealers as designated by the Federal Reserve Bank of New York; securities may not be substituted; and the custodian for the repurchase security must be a party other than the trading partner. All purchased obligations, unless registered or inscribed in the name of the Village, must be purchased through, delivered to and held in the custody of a bank or trust company located and authorized to conduct business in the State. Reverse repurchase agreements are not permitted under State law.

**Collateral Requirements.** All Village deposits in excess of the applicable insurance coverage provide by the Federal Deposit Insurance Act must be secured in accordance with the provisions of and subject to the limitations of Section 10 of the General Municipal Law of the State. Such collateral must consist of the "eligible securities," "eligible surety bonds" or "eligible letter of credit" as described in the Law.

Eligible securities pledged to secure deposits must be held by the depository or third-party bank or trust company pursuant to written security and custodial agreements. The Village's security agreements provide that the aggregate market value of pledged securities must equal or exceed the principal amount of deposit, the agreed upon interest, if any, and any costs or expenses arising from the collection of such deposits in the event of a default. Securities not registered or inscribed in the name of the Village must be delivered, in a form suitable for transfer or with an assignment in blank, to the Village or its designated custodial bank. The custodial agreements used by the Village provide that pledged securities must be kept separate and apart from the general assets of the custodian and will not, under any circumstances, be commingled with or become part of the backing for any other deposit or liability. The custodial agreement must also provide that the custodian shall confirm the receipt, substitution or release of the collateral, the frequency of revaluation of eligible securities and the substitution of collateral when a change in the rating of a security may cause ineligibility.

An eligible irrevocable letter of credit may be issued, in favor of the Village, by a qualified bank other than the depository bank. Such letters may have a term not to exceed 90 days and must have an aggregate value equal to 140% of the deposit obligations and the agreed upon interest. Qualified banks include those with commercial paper or other unsecured or short-term debt ratings within one of the three highest categories assigned by at least one nationally recognized statistical rating organization or a bank that is in compliance with applicable Federal minimum risk-based capital requirements.

An eligible surety bond must be underwritten by an insurance company authorized to do business in the State which has claims paying ability rated in the highest rating category for claims paying ability by at least two nationally recognized statistical rating organizations. The surety bond must be payable to the Village in an amount equal to 100% of the aggregate deposits and the agreed interest thereon.

## Revenues

The Village derives its revenues primarily from real property taxes and special assessments, State aid and departmental fees and charges. A summary of such revenues for the fiscal years 2014-2018 is presented in Appendix B, hereto. Information for said fiscal years has been excerpted from the Village's audited financial reports, however, such presentation has not been audited.

**Property Taxes.** The Village derives a major portion of its revenues from a tax on real property (see "Statement of Revenues, Expenditures and Changes in Fund Balance" in Appendix B). Property taxes accounted for approximately 74.2% of General Fund revenue for the fiscal year ended May 31, 2018, excluding other financing sources.

The following table sets forth General Fund revenue and real property taxes received for each of the past five audited fiscal years and the amounts budgeted for the two most recent fiscal years.

### General Fund Revenue & Real Property Taxes

Fiscal Year Ended May 31:	General Fund Revenue	Real Property Taxes	Taxes to Revenue
2014	\$14,376,305	\$10,039,274	69.8%
2015	14,507,801	10,514,016	72.5
2016	18,061,190	12,264,499	67.9
2017	16,212,926	12,058,423	74.4
2018	16,605,330	12,320,003	74.2
2019 (Adopted Budget)	16,143,897	11,747,609	72.8
2020 (Adopted Budget)	17,607,964	13,114,596	74.5

Source: Audited Financial Statements and Adopted Budgets of the Village. The summary itself is not audited.

**State Aid.** The Village receives financial assistance from the State. State aid (\$335,126) accounted for approximately 2.0% of the General Fund revenue during the 2018 fiscal year. A substantial portion of the State aid received is directed to be used for specific programs. If the State should experience difficulty in borrowing funds in anticipation of the receipt of State taxes in order to pay State aid to municipalities and school districts in the State, including the Village, in any year or future years, the Village may be affected by a delay in the receipt of State aid until sufficient State taxes have been received by the State to make State aid payments. Additionally, if the State should not adopt its budget in a timely manner, municipalities and school districts in the State, including the Village, may be affected by a delay in the payment of State aid.

The State is not constitutionally obligated to maintain or continue State aid to the Village. No assurance can be given that present State aid levels will be maintained in the future. State budgetary restrictions which eliminate or substantially reduce State aid could have a material adverse effect upon the Village, requiring either a counterbalancing increase in revenues from other sources to the extent available, or a curtailment of expenditures. (See also "Market Factors," herein.)

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The following table sets forth General Fund revenue and State aid revenue received for each of the past five audited fiscal years and the amounts budgeted for the two most recent fiscal years.

**General Fund Revenue & State Aid Revenue**

Fiscal Year Ended May 31:	General Fund Revenue	State Aid	State Aid to Revenue
2014	\$14,376,305	\$294,029	\$2.0
2015	14,507,801	267,033	1.8
2016	18,061,190	327,297	2.1
2017	16,212,926	302,293	1.9
2018	16,605,330	335,126	2.0
2019 (Adopted Budget)	16,143,897	277,461	1.7
2020 (Adopted Budget)	17,607,964	291,470	1.7

Source: Audited Financial Statements and Adopted Budgets of the Village. The summary itself is not audited.

**Sales Tax.** The Village receives a share of the County sales tax. The County presently imposes a 1 ½% County-wide sales and use tax on all retail sales. Additionally, the State, effective May 1, 2005, imposes a 4% State sales tax and a 3/8% sales tax levied in the Metropolitan Transportation Authority District. The cities in the County have the power under State law to impose by local law and State legislative enactment their own sales and use taxes. At present, such taxes are imposed at a rate of 2½% in the Cities of White Plains, Mount Vernon, New Rochelle, and Yonkers. The Cities of Rye and Peekskill do not impose such a sales tax.

In July 1991, the State Legislature authorized an additional 1% sales tax for the County to impose in localities other than cities which have their own sales tax. The additional 1% sales tax is to be apportioned between the County (33 1/3%), school districts in the County (16 2/3%) and towns, villages and cities in the County which have imposed sales taxes (50%). The County imposes this additional tax in localities other than cities which have their own sales tax. This additional 1% sales tax became effective on October 15, 1991 and has been extended through May 31, 2020.

In February of 2004, the State Legislature authorized an increase of ½% to the additional 1% 1991 sales tax. The County retains 70% of this amount, the municipalities 20% and the school districts 10%. This increase became effective March 1, 2004 and expires on May 31, 2020.

The following table sets forth General Fund revenue and sales taxes received for each of the past five audited fiscal years and the amounts budgeted for the two most recent fiscal years.

**General Fund Revenue & Sales Tax**

Fiscal Year Ended May 31:	General Fund Revenue	Sales Tax	Sales Tax to Revenue
2014	\$14,376,305	\$1,409,098	9.8%
2015	14,507,801	1,415,103	9.8
2016	18,061,190	1,436,717	9.2
2017	16,212,926	1,454,920	9.0
2018	16,605,330	1,545,383	9.3
2019 (Adopted Budget)	16,143,897	1,450,000	9.0
2020 (Adopted Budget)	17,607,964	1,600,000	9.1

Source: Audited Financial Statements and Adopted Budgets of the Village. The summary itself is not audited.

**REAL PROPERTY TAXES**

***Assessed and Full Valuations***

**Taxable Assessed and Full Valuations**

Fiscal Year Ending May 31:	2015	2016	2017	2018	2019
Taxable Assessed Valuation	\$ 244,123,060	\$ 262,880,541	\$ 265,179,107	\$ 265,687,431	\$ 261,763,352
State Equalization Rate <sup>(1)</sup>	26.20%	24.05%	23.90%	21.76%	21.55%
Full Valuation	\$ 931,767,404	\$1,093,058,383	\$1,109,536,013	\$1,220,990,302	\$1,214,679,127

(1) Determined by the Office of Real Property Tax Services (the "ORPTS").

Source: Village Officials.

***Tax Collection Procedures***

The collection and enforcement of real property taxes is governed by the Real Property Tax Law of the State as well as by the County Tax Code.

The Village is responsible for levying and collecting its own real property taxes. Taxes may be paid in two installments on June 1 and December 1. First installment taxes may be paid without penalty at any time during the month of June. There is no penalty for the December installment if that amount is paid prior to January 1. Late payments are assessed a 5% penalty for the first month or fraction thereof and 1% each month thereafter up to a maximum of 12%. The Village enforces delinquent Village real property taxes.

Town, County and school district taxes levied against real property in the Village are collected by the Town. The Town must remit the full amount of levy directly to the school districts and the County.

The following table sets forth the Village's tax levies and tax collection record.

**Tax Levy and Collection Record**

Fiscal Years Ended May 31:	Taxes Levied For Year	Current Taxes Collected	Delinquent Taxes Collected	Current Taxes To Levy	Current & Delinquent Taxes to Levy
2015	\$10,330,428	\$10,442,055	\$177,661	101.1%	102.8%
2016	11,846,289	12,180,832	866,534	102.8	110.1
2017	12,038,678	12,260,429	351,919	101.8	104.8
2018	12,206,407	12,504,704	118,466	102.2	103.4
2019	11,747,609	11,305,982	8,567	96.2	96.3

Source: Village Officials.

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***Tax Rates***

**Village Tax Rates Per \$1,000 of Assessed Valuation  
2015-2019**

<u>FY Ending May 31:</u>	<u>Homestead Tax Rate</u>	<u>Non-Homestead Tax Rate</u>
2015	\$35.01	\$71.27
2016	33.96	77.00
2017	33.61	87.19
2018	34.38	86.88
2019	35.57	78.22

Source: Village Officials.

***Property Tax Limit***

In accordance with Article 8, Section 10 of the New York State Constitution, the amount of real property taxes that may be raised by the Village in any fiscal year is limited to two per centum (2%) of the five-year average full valuation of the taxable real estate of the Village plus: (1) the amounts required for principal and interest on all capital indebtedness, and (2) current appropriations for certain capital purposes. (See “Nature of Obligation, Tax Levy Limit Law”) herein.

The following table shows the Constitutional tax margin of the Village for the fiscal year ending May 31, 2019.

**Constitutional Tax Margin  
For Fiscal Year 2019-20**

Average Full Valuation of Taxable Real Property	<u>\$1,114,006,246</u>
Constitutional Tax Limit (2% of Average Full Valuation)	<u>22,280,125</u>
Tax Levy	11,747,609
Exclusions From Tax Limit:	
Debt Service	<u>1,986,632</u>
Tax Levy Subject to Tax Limit	9,760,977
Tax Margin	<u><u>12,519,148</u></u>
Margin/Limit	<u><u>56.19%</u></u>

Source: The Constitutional Tax Limit Form for the year ending May 31, 2019.

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## ***Largest Taxpayers***

### **Largest Taxpayers in the Village 2018-19**

<u>Name</u>	<u>Property Use</u>	<u>Assessed Valuation</u>	<u>% of Total Assessed Valuation</u>
Lighthouse Landing Ventures, LLC	Mixed Use	\$ 9,990,705	3.82%
Consolidated Edison Co.	Utility	5,395,206	2.06
95 Beekman Avenue Assoc.	Apartments	3,472,400	1.33
Phelps Memorial Hospital	Hospital	2,319,000	0.89
Steven & Kent House, LLC	Residential	1,573,000	0.60
Sleepy Hollow Holdings LLC	Commercial	1,252,360	0.48
LL Parcel E & LL Parcel I, LLC	Commercial	1,220,000	0.47
Rockefeller, Margaretta	Residential	1,215,000	0.46
Hudson Pines Land LLC	Commercial	1,054,895	0.40
Rockefeller, David	Residential	1,032,000	0.39
Total		<u>\$ 28,524,566</u>	<u>10.90%</u>

(1) The 2018-19 taxable assessed value of the Village is \$261,763,352.

Source: Village Officials.

## **VILLAGE INDEBTEDNESS**

### ***Constitutional Requirements***

The New York State Constitution limits the power of the Village (and other municipalities and certain school districts of the State) to issue obligations and to otherwise contract indebtedness. Such constitutional limitations include the following, in summary form, and are generally applicable to the Village and its obligations.

**Purpose and Pledge.** Subject to certain enumerated exceptions, the Village shall not give or loan any money or property to or in aid of any individual or private corporation or give or loan its credit to or in aid of any of the foregoing or any public corporation.

The Village may contract indebtedness only for a Village purpose and shall pledge its faith and credit for the payment of principal of and interest thereon.

**Payment and Maturity.** Except for certain short-term indebtedness contracted in anticipation of taxes or to be paid within three fiscal year periods, indebtedness shall be paid in annual installments commencing no later than two years after the date such indebtedness shall have been contracted and ending no later than the expiration of the period of probable usefulness of the object or purpose as determined by statute or, in the alternative, the weighted average period of probable usefulness of the several objects or purposes for which it is contracted. No installment may be more than fifty per centum in excess of the smallest prior installment, unless the Village determines to issue a particular debt obligation amortizing on the basis of substantially level or declining annual debt service. The Village is required to provide an annual appropriation for the payment of interest due during the year on its indebtedness and for the amounts required in such year for amortization and redemption of its serial bonds and such required annual installments on its notes.

**Debt Limit.** The Village has the power to contract indebtedness for any Village purpose so long as the principal amount thereof shall not exceed seven per centum of the average full valuation of taxable real estate of the Village,

subject to certain enumerated exclusions and deductions such as water and certain sewer facilities and cash or appropriations for current debt service. The constitutional method for determining full valuation is by taking the assessed valuation of taxable real estate for the last completed assessment roll and applying thereto the rate which such assessed valuation bears to the full valuation as determined by the ORPTS. The State Legislature is required to prescribe the manner by which such rate shall be determined. Average full valuation is determined by taking the sum of the full valuations of such last completed assessment roll and the four preceding assessment rolls and dividing such sum by five.

### ***Statutory Procedure***

In general, the State Legislature has authorized the power and procedure for the Village to borrow and incur indebtedness by the enactment of the Local Finance Law subject, of course, to the constitutional provisions set forth above. The power to spend money, however, generally derives from other law, including the Village Law and the General Municipal Law.

Pursuant to the Local Finance Law, the Village authorizes the incurrence of indebtedness, including bonds and bond anticipation notes issued in anticipation of such bonds, by the adoption of a resolution, approved by at least two-thirds of the members of the Village Board of Trustees, the finance board of the Village. Certain such resolutions may be subject to permissive referendum, or may be submitted to the Village voters at the discretion of the Village Board.

The Local Finance Law also provides for a twenty-day statute of limitations after publication of a bond resolution (in summary or in full), together with a statutory notice which, in effect, estops thereafter legal challenges to the validity of obligations authorized by such bond resolution, except for alleged constitutional violations.

Each bond resolution usually authorizes the construction, acquisition or installation of the object or purpose to be financed, sets forth the plan of financing and specifies the maximum maturity of the bonds subject to the legal (Constitution, Local Finance Law and case law) restrictions relating to the period of probable usefulness with respect thereto.

Each bond resolution also authorizes the issuance of bond anticipation notes prior to the issuance of serial bonds. Statutory law in New York permits notes to be renewed each year provided that principal is amortized and provided that such renewals do not (with certain exceptions) extend more than five years beyond the original date of borrowing. However, notes issued in anticipation of the sale of serial bonds for assessable improvements are not subject to such five year limit and may be renewed subject to annual reductions of principal for the entire period of probable usefulness of the purpose for which such notes were originally issued. (See "Payment and Maturity" under "Constitutional Requirements.")

In addition, under each bond resolution, the Village Board of Trustees may delegate the power to issue and sell bonds and notes to the Treasurer, the chief fiscal officer of the Village.

In general, the Local Finance Law contains similar provisions providing the Village with power to issue general obligation revenue anticipation notes, tax anticipation notes, capital notes, deficiency notes and budget notes.

### ***Constitutional Debt-Contracting Limitation***

ORPTS annually establishes State equalization rates for all assessing units in the State, including the Village, which are determined by statistical sampling of market/assessment studies. The equalization rates are used in the calculation and distribution of certain state aids and are used by many localities in the calculation of debt contracting and real property taxing limitations. The Village has a debt contracting limitation equal to seven percent (7%) of average full valuation (See "Constitutional Requirements, Debt Limit," herein).

The Village determines the assessed valuation for taxable real properties. The ORPTS determines the assessed valuation of special franchises and the taxable ceiling of railroad property. Special franchises include assessments on certain specialized equipment of utilities under, above, upon or through public streets or public places. Certain properties are taxable for school purposes but exempt for Village purposes.

**Computation of Constitutional  
Debt Contracting Limitation  
As of November 4, 2019**

Fiscal Year Ending May 31:	Assessed Valuation	State Equalization Rate <sup>(1)</sup>	Full Valuation
2019	\$261,763,352	21.55%	\$1,214,679,127
2018	265,687,431	21.76	1,220,990,302
2017	265,179,107	23.90	1,109,536,013
2016	262,880,541	24.05	1,093,058,383
2015	244,123,060	26.20	931,767,404
Total Full Valuation			<u>\$5,570,031,229</u>
Five-Year Average Full Valuation			<u>1,114,006,245</u>
Debt Contracting Limitation: 7% of Five-Year Average Full Valuation			<u>\$ 77,980,437</u>

(1) Determined by the ORPTS.

***Statutory Debt Limit and Net Indebtedness***

**Statement of Debt Contracting Power  
As of November 4, 2019**

	Amount	Percentage
Debt Contracting Limitation	<u>\$77,980,487</u>	<u>100.00%</u>
Gross Indebtedness:		
Serial Bonds <sup>(1)</sup>	11,605,000	14.88
Bond Anticipation Notes	<u>7,425,857</u>	<u>9.52</u>
	<u>19,030,857</u>	<u>24.40</u>
Less:		
Water Debt <sup>(1)</sup>	7,561,936	9.70
Budgetary Appropriations	-0-	
	<u>7,561,936</u>	<u>9.70</u>
Net Indebtedness	<u>11,468,921</u>	<u>14.71</u>
Debt-Contracting Margin	<u><u>\$66,511,566</u></u>	<u><u>85.29%</u></u>

(1) Of this amount, approximately \$3.7 million correlates to a long-term loan with the New York State Environmental Facilities Corporation.

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***Bond Anticipation Notes***

The following table shows the amount of bond anticipation notes currently outstanding, the purpose for which they were issued, and respective dates of original issuance and next maturity.

***Tax and Revenue Anticipation Notes***

The Village has not issued tax anticipation notes or revenue anticipation notes in the last five years.

***Trend of Capital Debt***

<b><u>Capital Debt</u></b>				
Fiscal Year Ended	Bonds	Bond Anticipation Notes	Total	
May 31:				
2015	\$13,900,000	\$9,046,564	%22,946,564	
2016	12,750,000	9,702,903	22,452,903	
2017	15,848,400	3,011,920	18,860,320	
2018	18,543,000	5,691,979	24,234,979	
2019	16,456,000	7,425,857	23,881,857	

***Overlapping and Underlying Debt***

**Statement of Direct and Overlapping Indebtedness  
As of November 4, 2019**

Village Gross Direct Indebtedness	\$19,030,857
Village Exclusions and Deductions	<u>7,561,936</u>
Village Net Direct Indebtedness	<u>\$11,468,921</u>

<u>Overlapping Units</u>	<u>Date of Report</u>	<u>Net Overlapping Debt</u>	<u>Percentage Applicable</u>	<u>Applicable Net Overlapping Debt</u>
Westchester County	04-16-19	\$754,477,067	0.66%	\$ 4,979,548
Town of Mount Pleasant	07-16-18	22,618,052	11.26	2,546,792
Tarrytown UFSD	11-16-18	36,214,213	44.51	16,118,946
Pocantico Hills CSD	10-24-18	12,920,000	12.00	<u>1,550,400</u>
Total				<u>\$ 25,195,687</u>

Source: Data obtained from Officials Statements and annual filings posted to the Municipal Securities Rulemaking Board website.

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## ***Debt Ratios***

The following table sets forth certain debt ratios based upon the Village's Direct and Overlapping Indebtedness as of November 4, 2019.

### **Net Direct and Overlapping Debt Ratios**

	<u>Amount</u>	<u>Debt Per Capita <sup>(1)</sup></u>	<u>Debt to Estimated Full Value <sup>(2)</sup></u>
Gross Direct Debt	\$19,030,857	\$1,868	1.57%
Net Direct Debt	11,468,921	1,126	0.94
Net Direct & Overlapping Debt	36,664,608	3,598	3.02

(1) The population of the Village is estimated to be 10,190 for 2017 based on American Community Survey 5-year Estimates.

(2) The estimated full valuation of taxable property for the 2018-19 fiscal year is \$1,214,679,127.

## ***Authorized But Unissued Debt***

The Village issues annually for capital improvement needs. Following the issuance of the Bonds and the Notes, the Village has no authorized but unissued debt.

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## ***Debt Service Schedule***

The following table shows the annual debt service requirements to maturity on the Village's outstanding general obligation bonded indebtedness, exclusive of the Bonds and economically defeased obligations.

### **Schedule of Debt Service Requirements**

Years Ending May 31:	Principal	Interest	Total Debt Service	Cumulative Principal Paid
2020 <sup>(1)</sup>	\$ 1,292,000	\$ 360,804	\$ 1,652,804	7.9%
2021	1,262,000	387,405	1,649,405	15.5
2022	1,302,000	353,918	1,655,918	23.4
2023	1,347,000	319,030	1,666,030	31.6
2024	1,372,000	282,293	1,654,293	40.0
2025	1,417,000	243,305	1,660,305	48.6
2026	722,000	210,355	932,355	53.0
2027	747,000	184,030	931,030	57.5
2028	777,000	156,430	933,430	62.2
2029	807,000	127,480	934,480	67.1
2030	837,000	97,180	934,180	72.2
2031	867,000	65,480	932,480	77.5
2032	367,000	45,680	412,680	79.7
2033	377,000	38,205	415,205	82.0
2034	377,000	30,455	407,455	84.3
2035	387,000	22,420	409,420	86.6
2036	397,000	13,805	410,805	89.0
2037	402,000	4,675	406,675	91.5
2038	127,000	0	127,000	92.3
2039	127,000	0	127,000	93.0
2040	127,000	0	127,000	93.8
2041	127,000	0	127,000	94.6
2042	127,000	0	127,000	95.4
2043	127,000	0	127,000	96.1
2044	127,000	0	127,000	96.9
2045	127,000	0	127,000	97.7
2046	128,000	0	128,000	98.4
2047	128,000	0	128,000	99.2
2048	128,000	0	128,000	100.0
	<u>\$16,456,000</u>	<u>\$2,942,950</u>	<u>\$19,398,950</u>	

(1) For the entire fiscal year.

## **ECONOMIC AND DEMOGRAPHIC DATA**

The Village is located on the eastern bank of the Hudson River approximately 25 miles north of New York City in the Town of Mount Pleasant. The land area of the Village is approximately 2.3 square miles.

The Village is largely a suburban community, about two-thirds residential and one-third commercial and industrial in nature.

The following tables provide information regarding Village population, income and employment statistics.

## Population

	<u>Population</u>			<u>% Change</u>	
	<u>2000</u>	<u>2010</u>	<u>2017</u>	<u>2000-2010</u>	<u>2010-2017</u>
Village	9,212	9,870	10,190	7.1%	3.2%
Town	43,221	43,724	44,635	1.2	2.1
County	923,459	949,113	975,321	2.8	2.8
State	18,976,457	19,378,102	19,798,228	2.1	2.2

Source: U.S. Department of Commerce, Bureau of the Census.

## Income

The following table indicates comparative income statistics for the Village, Town, County and State.

	<u>Per Capita Money Income</u>		
	<u>2010</u>	<u>2017</u>	<u>% Change</u>
Village	\$35,455	\$39,840	12.4%
Town	48,825	51,700	5.9
County	47,814	52,049	8.9
State	30,948	35,752	15.5

Source: U.S. Department of Commerce, Bureau of the Census (American FactFinder). American Community Survey 5-Year Estimate.

## Employment

As there are no comparable statistics for the Village, the tables below provide certain information about the labor force in the Town and comparative unemployment information.

	<u>Average Employed Civilian Labor Force</u>				
	<u>2000 - 2018</u>				
	<u>2000</u>	<u>2010</u>	<u>2018</u>	<u>% of Change</u>	
				<u>2000-2010</u>	<u>2010-2018</u>
Town	21,000	21,900	22,000	4.3	0.5%
County	461,100	478,700	484,300	3.8	1.2
State	9,133,900	9,595,400	9,574,700	5.1	(0.2)

Source: New York State Department of Labor.

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**Average Unemployment Rates**

<u>Year</u>	<u>Town</u>	<u>County</u>	<u>State</u>	<u>United States</u>
2013	5.8%	6.3%	7.7%	7.4%
2014	4.7	5.1	6.3	6.2
2015	4.1	4.5	5.3	5.3
2016	4.0	4.3	4.8	4.9
2017	4.3	4.6	4.7	4.4
2018	3.5	3.9	4.1	4.0
2019: <sup>(1)</sup>				
Jan	3.6	3.9	4.6	4.0
Feb	3.6	3.8	4.4	3.8
Mar	3.5	3.6	4.1	3.8
Apr	2.9	3.2	3.6	3.6
May	3.0	3.4	3.8	3.6
Jun	3.0	3.4	3.8	3.7
Jul	3.4	3.8	4.1	3.7
Aug	3.7	4.1	4.2	3.7
Sep	3.4	3.7	3.7	3.5

(1) Monthly Rates.

Source: New York State Labor Department and U.S. Bureau of Labor Statistics.

**Major Private Sector Employers in the County**

<u>Name of Business</u>	<u>Nature of The Business</u>
IBM Corp.	Computer hardware and software
PepsiCo Inc.	Soft drinks and snack foods
Consolidated Edison Inc.	Utility Services
MasterCard	Credit card services
ITT Corp.	Water and fluid management
Westchester Medical Center	Hospital and health care services
Regeneron Pharmaceuticals Inc.	Pharmaceuticals
New York Medical College	Medical college and research
Pace University	Private co-educational university
White Plains Hospital	Hospital and health care services
St. John's Riverside Hospital	Hospital and health care services

Source: The 2017 Comprehensive Annual Financial Report of Westchester County. Info was compiled by the Westchester Business Journal as of April 2017.

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## Housing Data

### Housing Stock (2000 – 2017)

	Number of Units			% Change	
	2000	2010	2017	2000-2010	2010-2017
Village	3,253	3,637	3,935	11.8%	8.2%
Town	13,985	14,469	15,124	3.5	4.5
County	349,445	370,821	373,236	6.1	0.6
State	7,679,307	8,108,103	8,255,911	5.6	1.8

Source: U.S. Department of Commerce, Bureau of the Census.

## Development Activities

The Village in conjunction with the Downtown Revitalization Corporation and the Chamber of Commerce has developed a strategy to revitalize the downtown business area of Sleepy Hollow in an effort to stimulate economic growth in the community. The strategy includes using grant money to help businesses renovate their store fronts, working with the banks to offer low interest loans to business owners, working on streetscape improvements, and having community events designed to attract business to the area. Already, the Village has organized a triathlon, a half marathon, a street fair, and a Halloween block party that showcase the diversity of the community and that bring thousands of people to the downtown. Efforts to increase tourism have been extremely successful with thousands of people visiting the Village.

**Former General Motors Facility Site.** This project calls for the redevelopment of 96 acres of waterfront property previously occupied by the General Motors (GM) Corporation. After completing an extensive and careful review, the site will be redeveloped with a new 140-room hotel, 132,000 square feet of commercial retail space, 35,000 square feet of office space, and 1,177 new residential dwelling units. The Village issued a special permit for this project, paving the way for redevelopment. The entire project will generate in excess of \$5 million in new revenues to the Village once fully built. The Village expects that General Motors will announce a developer within the upcoming months and that the sale of the property will soon follow. Sale of this site would immediately place the property on the Village tax rolls at a far higher rate than the current Payment In Lieu Of Taxes (PILOT) received from General Motors.

**Municipal Reservoir Expansion.** A project to expand the reservoir system was recently completed, with a ribbon cutting ceremony held in October of 2017. The new reservoir tripled the Villages storage capacity and compliances with NYS mandates. The new 1.6 million gallon water storage facility will allow for future development in the Village.

**Loan Development Corporation.** In 2014, the Village also created a local development corporation, the purpose of which, among other things, is to promote and support economic development opportunities in the Village and its surrounding communities.

**END OF APPENDIX A**

**APPENDIX B**

**SUMMARY OF FINANCIAL STATEMENTS AND BUDGETS**

VILLAGE OF SLEEPY HOLLOW  
BALANCE SHEET  
GENERAL FUND  
UNAUDITED PRESENTATION

	AS OF MAY 31:				
	2014	2015	2016	2017	2018
<b>ASSETS</b>					
Cash and Equivalents	\$ 3,982,002	\$ 4,146,882	\$ 6,193,332	\$ 7,266,789	\$ 8,885,359
Investments					
Taxes Receivable (net)	472,583	980,419	179,577	153,388	11,429
Other Receivables:					
Accounts (net)	112,628	161,872	103,971	70,222	157,891
State and Federal Aid	0	0	13,759	13,759	27,518
Due From Other Governments	288,718	288,997	344,633	308,513	325,273
Due From Other Funds	1,133,466	2,241,396	2,113,674	3,959,417	2,220,546
Advances to other funds	11,342	13,469	0	0	0
Prepaid Expenditures	193,037	226,638	77,656	228,117	255,913
	<u>\$ 6,193,776</u>	<u>\$ 8,059,673</u>	<u>\$ 9,026,602</u>	<u>\$ 12,000,205</u>	<u>\$ 11,883,929</u>
<b>LIABILITIES AND FUND BALANCE</b>					
Liabilities:					
Accounts Payable	\$ 281,042	\$ 258,201	\$ 280,379	\$ 329,253	\$ 441,106
Accrued Liabilities	693,870	738,927	658,212	688,395	384,147
Due To Other Funds	2,998,253	4,581,750	3,076,709	5,134,584	4,800,837
Due To Component Unit	0	34,103	55,848	116,908	153,466
Unearned Revenues	5,095	2,400	19,326	12,345	3,578
Bond Anticipation Notes	36,771	29,417	22,063	14,709	7,355
	<u>4,015,031</u>	<u>5,644,798</u>	<u>4,112,537</u>	<u>6,296,194</u>	<u>5,790,489</u>
Deferred Inflows of Resources					
Deferred Tax Revenues	471,455	655,099	179,577	153,388	11,429
	<u>4,486,486</u>	<u>6,299,897</u>	<u>4,292,114</u>	<u>6,449,582</u>	<u>5,801,918</u>
Fund Balance:					
Nonspendable	204,379	240,107	77,656	228,117	255,913
Restricted	350,506	365,017	2,105,042	2,112,227	543,988
Assigned	30,211	30,211	30,211	30,211	36,734
Unassigned	1,122,194	1,124,441	2,521,579	3,180,068	5,245,376
	<u>1,707,290</u>	<u>1,759,776</u>	<u>4,734,488</u>	<u>5,550,623</u>	<u>6,082,011</u>
<b>Total Liabilities, Deferred Inflows of Resources and Fund Balance</b>	<b>\$ 6,193,776</b>	<b>\$ 8,059,673</b>	<b>\$ 9,026,602</b>	<b>\$ 12,000,205</b>	<b>\$ 11,883,929</b>

The financial data presented on this page has been excerpted from the audited financial statements of the Village.

Such presentation, however, has not been audited. Complete copies of the Village's audited financial statements are available upon request to the Village.



VILLAGE OF SLEEPY HOLLOW  
STATEMENT OF REVENUES, EXPENDITURES  
AND CHANGES IN FUND BALANCE  
GENERAL FUND  
UNAUDITED PRESENTATION

FISCAL YEAR ENDED MAY 31:

	2014	2015	2016	2017	2018
<b>REVENUES:</b>					
Real Property Taxes	\$ 10,039,274	\$ 10,514,016	\$ 12,264,499	\$ 12,058,423	\$ 12,320,003
Other Tax Items	926,010	755,833	806,583	703,980	820,950
Non-Property Taxes	1,690,811	1,689,835	1,700,666	1,704,351	1,886,404
Departmental Income	537,219	565,049	535,163	519,606	549,221
Intergovernmental Charges	13,768	13,768	13,759	0	0
Use Of Money And Property	88,055	101,264	103,901	101,954	110,700
Licenses And Permits	622,336	450,352	2,172,037	626,586	443,349
Fines and Forfeitures	92,426	53,856	54,276	72,991	91,229
Sale of Property and Compensation For Loss	0	0	30,066	0	1,687
State and Federal Aid	295,113	272,040	342,920	302,293	335,126
Miscellaneous	71,293	91,788	37,320	122,742	46,661
<b>Total Revenues</b>	<u>14,376,305</u>	<u>14,507,801</u>	<u>18,061,190</u>	<u>16,212,926</u>	<u>16,605,330</u>
<b>EXPENDITURES:</b>					
Current:					
General Government Support	2,104,102	2,189,556	2,341,992	2,334,230	2,336,854
Public Safety	4,050,719	4,064,909	4,612,692	4,205,852	4,621,673
Health	167,998	181,159	237,724	228,565	219,242
Transportation	1,209,900	1,232,866	1,181,869	1,279,929	1,432,486
Economic Opportunity & Develop.	67,477	119,913	226,305	627,322	875,683
Culture And Recreation	1,497,712	1,583,797	1,711,292	1,674,135	1,863,991
Home And Community Services	24,535	27,251	26,485	17,505	36,300
Employee Benefits	3,577,087	3,925,832	4,050,654	4,218,247	4,126,432
Refunding Bond Issuance Costs	77,966	0	0	87,837	0
Debt Service	1,646,250	1,764,853	1,452,960	1,431,846	1,124,781
<b>Total Expenditures</b>	<u>14,423,746</u>	<u>15,090,136</u>	<u>15,841,973</u>	<u>16,105,468</u>	<u>16,637,442</u>
Excess (Deficiency) of Revenues Over Expenditures	<u>(47,441)</u>	<u>(582,335)</u>	<u>2,219,217</u>	<u>107,458</u>	<u>(32,112)</u>
<b>OTHER FINANCING SOURCES (USES):</b>					
Bond Anticipations Notes Issued	70,494	0	0	0	0
Issuance Premium	0	0	0	89,607	0
Refunding Bond Issued	3,325,000	0	0	2,775,000	0
Payment to Refunded Bond Escrow Agent	(3,317,528)	0	0	(2,776,770)	0
Insurance Recoveries	82,327	74,436	118,580	118,560	154,864
Operating Transfers - In	940,404	809,786	1,025,305	984,420	874,216
Operating Transfers - Out (a)	(161,482)	(249,401)	(388,390)	(482,140)	(465,580)
<b>Total Other Financing Sources</b>	<u>939,215</u>	<u>634,821</u>	<u>755,495</u>	<u>708,677</u>	<u>563,500</u>
<b>Net Change in Fund Balance</b>	<u>891,774</u>	<u>52,486</u>	<u>2,974,712</u>	<u>816,135</u>	<u>531,388</u>
Fund Balances - Beginning - of Year	815,516	1,707,290	1,759,776	4,734,488	5,550,623
Prior Period Adjustments	0	0	0	0	0
<b>Fund Balances - End of Year</b>	<u>\$ 1,707,290</u>	<u>\$ 1,759,776</u>	<u>\$ 4,734,488</u>	<u>\$ 5,550,623</u>	<u>\$ 6,082,011</u>

The financial data presented on this page has been excerpted from the audited financial statements of the Village.

Such presentation, however, has not been audited. Complete copies of the Village's audited financial statements are available upon request to the Village.

VILLAGE OF SLEEPY HOLLOW  
ADOPTED BUDGETS  
FISCAL YEAR ENDING MAY 31

	<u>2018-2019</u>	<u>2019-2020</u>
<b>ESTIMATED REVENUES:</b>		
Real Property Taxes	\$ 11,747,609	\$ 13,114,596
Non-Property Tax Items	1,705,000	1,790,000
Other Tax Items	725,000	700,000
Departmental Income	585,704	586,584
Intergovernmental Charges	14,123	14,815
Use Of Money and Property	90,000	108,000
Licenses And Permits	806,000	806,000
Fines and Forfeitures	75,000	80,000
Sale Of Property and Compensation For Loss	105,000	95,000
Interfund Revenues		
State Aid	277,461	291,470
Federal Aid	-	-
Miscellaneous	13,000	21,500
	<u>\$ 16,143,897</u>	<u>\$ 17,607,964</u>
 <b>APPROPRIATIONS:</b>		
		1.7%
Current:		
General Government Support	\$ 2,278,270	\$ 2,550,988
Public Safety	4,997,778	5,219,628
Health	245,799	249,399
Transportation	1,352,355	1,431,951
Economic Assistant and Opportunity	96,400	397,900
Culture and Recreation	2,009,903	2,091,816
Home and Community Services	23,510	48,390
Employee Benefits	4,537,900	4,598,500
Debt Service	1,642,950	1,742,988
	<u>\$ 17,184,865</u>	<u>\$ 18,331,561</u>
 Total Appropriations		
Excess of Revenues Over Expenditures	<u>\$ (1,040,968)</u>	<u>\$ (723,597)</u>
 <b>OTHER FINANCING SOURCES (USES):</b>		
Appropriated Fund Balance	\$ -	\$ -
Proceeds From Obligations	-	-
Operating Transfers - In	1,149,178	838,459
Operating Transfers - Out	-	-
	<u>\$ 1,149,178</u>	<u>\$ 838,459</u>
 Total Other Financing Sources (Uses)		
 <b>Excess (Deficiency) of Revenues and Other Sources Over Expenditures and Other Uses</b>		
	<u><u>\$ 108,210</u></u>	<u><u>\$ 114,862</u></u>

**APPENDIX C**

**LINK TO  
INDEPENDENT AUDITORS' REPORT  
FOR THE FISCAL YEAR ENDED  
MAY 31, 2018**

Can be accessed on the Electronic Municipal Market Access (“EMMA”) website  
of the Municipal Securities Rulemaking Board (“MSRB”)  
at the following link:

<https://emma.msrb.org/ER1201134-ER940150-ER1341201.pdf>

**The audited financial statements referenced above are hereby incorporated into the attached Official Statement.**

**\* Such Financial Statements and opinion are intended to be representative only as of the date thereof. PKF O'Connor Davies, LLP has not been requested by the Village to further review and/or update such Financial Statements or opinion in connection with the preparation and dissemination of this Official Statement.**