

NOTICE OF SALE
\$2,040,000* PUBLIC IMPROVEMENT REFUNDING SERIAL BONDS, Series 2020
OF THE
CITY OF JAMESTOWN
COUNTY OF CHAUTAUQUA, NEW YORK

Sale Date: September 24, 2020, 11:00 a.m.

Place of Sale: Office of Capital Markets Advisors, LLC

4211 N Buffalo Rd. Suite 19
Orchard Park, NY 14127
Tel. 716 662 3910
Fax. 716 662 6684

Date of Bonds: October 15, 2020

Maturity of Bonds: December 1, 2020; June 1, 2021 - 2026, inclusive, as shown below

Sealed proposals, or, at the option of bidders, proposals delivered via Ipreo’s Parity electronic bid submission system (“Parity”) will be received and considered at the place and date stated above up to 11:00 A.M. (EDT) for the purchase at not less than par plus accrued interest of the \$2,040,000* aggregate principal amount of serial bonds described herein.

The bonds are entitled Public Improvement Refunding Serial Bonds, Series 2020 (the “Bonds”) and are general obligations of the City of Jamestown (the “City”), a City of the State of New York, located in the County of Chautauqua.

The Bonds will be dated October 15, 2020, will be in denominations equal to each respective maturity, and will be numbered upward in order of maturity. Interest on the Bonds will be payable semi-annually on June 1 and December 1 in each year until maturity commencing December 1, 2020. The Bonds will mature on December 1, 2020, June 1, 2021 and annually on June 1 thereafter until maturity, which are expected to provide substantially level debt service pursuant to paragraph d of Section 21.00 of the Local Finance Law, as follows:

<u>Year</u>	<u>Principal Amount*</u>	<u>Year</u>	<u>Principal Amount*</u>
December 1, 2020	\$25,000	June 1, 2024	\$335,000
June 1, 2021	330,000	June 1, 2025	345,000
June 1, 2022	330,000	June 1, 2026	340,000
June 1, 2023	335,000		

The City may, after selecting the successful purchaser as provided herein, by 2:00 P.M., Prevailing Time, on September 24, 2020, adjust such installments of principal, in multiples of \$5,000, to the extent necessary to meet the requirements of substantially level debt service. Any such adjustment shall be conclusive and binding on the successful purchaser.

* Preliminary, subject to change.

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

The Bonds will be issued as registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, in Jersey City, New Jersey (the “Securities Depository”), which will act as Securities Depository for the Bonds. Individual purchases of the Bonds will be made in book-entry form only in principal amounts of \$5,000 or integral multiples thereof. Purchasers of the Bonds will not receive certificates representing their ownership interest in the Bonds and ownership interest in the Bonds will be transferred pursuant to the book-entry system. Interest on the Bonds will be payable on semi-annually on June 1 and December 1 each year until maturity commencing on December 1, 2020. Principal of and interest on the Bonds will be paid by the City to the Securities Depository, which will in turn remit such principal and interest to its Participants for subsequent distribution to the Beneficial Owners of the Bonds, as more fully described in the Official Statement accompanying this Notice of Sale. All capitalized terms used herein and not otherwise defined are defined in the Official Statement.

Pursuant to an agreement between the Securities Depository and the City, the Securities Depository may discontinue its services by giving written notice to the City. Upon such termination, the City shall appoint a fiscal agent or the chief fiscal officer of the City shall act as fiscal agent (the “Fiscal Agent”) and Beneficial Owners of the Bonds will receive registered certificates representing their ownership interest in the Bonds as more fully described in the Official Statement accompanying this Notice of Sale. In such case, principal of the Bonds when due will be payable upon presentation at the principal office of the Fiscal Agent. Interest on the Bonds will continue to be payable semi-annually on June 1 and December 1 in each year until maturity commencing on December 1, 2020. Such interest will be payable by check drawn on the Fiscal Agent and mailed to the registered owner on each interest payment date at the address as shown on the registration books of the Fiscal Agent as of the last day of the calendar month immediately preceding each such interest payment date.

The Bonds will be issued pursuant to the New York State Constitution and statutes of the State of New York, including, among others, the Local Finance Law and other proceedings and determinations relating thereto, including a refunding serial bond ordinance adopted by the Common Council of the City on August 31, 2020 and will be subject to the approval of the New York State Comptroller pursuant to Section 90.10 of the Local Finance Law. The proceeds of the Bonds will be used to refund outstanding serial bonds of the City all as further set forth in the Official Statement accompanying this Notice of Sale

The Bonds will be duly authorized, executed and issued in accordance with the New York State Constitution and statutes of the State of New York and will constitute valid and legally binding general obligations of the City, for the payment of which the City will have validly pledged its faith and credit, and all real property within the City subject to taxation by the City, will be subject to levy by the City of ad valorem taxes, without limitation as to rate or amount, subject to the applicable provisions of Chapter 97 of the New York Laws of 2011 (the “Tax Levy Limit Law”), for payment of the principal of and interest on the Bonds.

The New York State Constitution requires the City to pledge its faith and credit for the payment of the principal of and interest on the Bonds and to make annual appropriations for the amounts required for the payment of such principal and interest. The New York State Constitution also provides that if at any time the appropriating authorities fail to make the required appropriations for the annual debt service of the Bonds and certain other obligations of the City, a sufficient sum shall be set apart from the first revenues thereafter received and shall be applied for such purpose and that the chief fiscal officer of the City may be required to set apart and apply such revenues as aforesaid at the suit of any holder of such obligations. The Tax Levy Limit Law imposes a statutory limit on the power to the City to increase its annual real property tax levy based on formulae set forth therein, including such taxes to pay principal of, redemption premium, if any, and interest on the Bonds. However, in the opinion of bond counsel, under current law, the limitations imposed by the Tax Levy Limit Law do not diminish the prior lien on revenues of the City set forth in the

New York Constitution and established by the aforesaid pledge of the City's faith and credit in connection with the authorization and issuance of the Bonds.

Each bid must be for all of the Bonds in the aggregate principal amount of \$2,040,000 and must state in a multiple of one-hundredth of 1% or one-eighth of 1% per annum the rate or rates of interest the Bonds are to bear. Each bid may state multiple rates; provided, however, that only one rate of interest may be bid for Bonds of the same maturity. Variations in rates of interest so bid may be bid in any order. Unless all bids are rejected, the award will be made to the bidder complying with the terms of sale and offering to purchase the Bonds at the lowest true interest cost computed in accordance with the true interest cost method of calculation, that being the rate which, compounded semiannually, is necessary to discount all principal and interest payments on the Bonds to the purchase price (par plus premium and accrued interest, if any) bid for the Bonds. The true interest cost computation should be made as of the date of delivery of the Bonds. If two or more such bidders offer to purchase the Bonds at the same lowest true interest cost computed as described above, the Bonds will be awarded to the one of said bidders whose bid offers to purchase the Bonds at the highest premium dollar amount, and if two or more such bidders offer to purchase the Bonds at the same premium dollar amount, to one of said bidders selected by the sale officer by lot from among said bidders or by allocation, in the manner directed by such sale officer. Notwithstanding the foregoing, the City reserves the right after selecting the successful purchaser to adjust the above-stated installments of principal to the extent necessary to meet the requirements of substantially level debt service. Any adjustment shall be in the City's sole discretion, conclusive and binding on the successful purchaser. The right is reserved by the City to reject any or all bids, and any bid not complying with this Notice of Sale will be rejected. The right is further reserved, however, for the City to waive any irregularity in the form of any bid, if, in the judgment of the City, such waiver would not materially affect the integrity of the bidding process.

THE CITY RESERVES THE RIGHT TO CHANGE THE TIME AND/OR DATE FOR THE OPENING OF THE BIDS AS DESCRIBED HEREIN. NOTICE OF SUCH CHANGE SHALL BE PROVIDED NOT LESS THAN 24 HOURS PRIOR TO THE TIME SET FORTH HEREIN FOR THE OPENING OF THE BIDS BY MEANS OF A SUPPLEMENTAL NOTICE OF SALE TRANSMITTED OVER THE TM3.

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

Each bid must either (i) be addressed to the undersigned Comptroller, c/o Capital Markets Advisors, 4211 North Buffalo Road, Suite 19, Orchard Park, New York 14127 and should be marked on the outside "Proposal for City of Jamestown, New York Public Improvement Refunding Serial Bonds, Series 2020," (ii) be received via facsimile transmission or (iii) be submitted electronically via Parity. No other form of electronic bidding service nor telephone proposals will be accepted. Once the proposals are communicated electronically via Parity or via facsimile, each bid will constitute an irrevocable offer to purchase the Bonds pursuant to the terms therein provided.

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

Each prospective bidder who wishes to submit electronic bids shall be solely responsible to register to bid via Parity. Each qualified prospective bidder shall be solely responsible to make necessary arrangements to access Parity for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the City nor Parity shall have any duty or obligation

to undertake such registration to bid for any prospective bidder or to provide or assure such access to any qualified prospective bidder, and neither the City nor Parity shall be responsible for a bidder's failure to register to bid or for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by Parity. The City is using Parity as a communications mechanism, and not as the City's agent, to conduct the electronic bidding for the City's bonds. The City is not bound by any advice or determination of Parity as to whether any bid complies with the terms of this Notice of Sale. All costs and expenses incurred by prospective bidders in connection with their registration and submission of bids via Parity are the sole responsibility of the bidders, and the City is not responsible, directly or indirectly, for any such costs or expenses. If a prospective bidder encounters any difficulty in registering to bid, or submitting or modifying a bid for the Bonds, it should telephone Parity and notify the City's financial advisor, Capital Markets Advisors, LLC at 516-364-6363 (provided that the City shall have no obligation to take any action whatsoever upon receipt of such notice).

If any provisions of this Notice of Sale shall conflict with information provided by Parity, as approved provider of electronic bidding services, the provisions of this Notice of Sale shall control. Further, information about Parity, including any fee charged, may be obtained from Parity at (212) 849-5021. The time maintained by Parity shall constitute the official time with respect to all bids submitted.

By submitting a bid, each bidder is certifying that its bid is a firm offer to purchase the Bonds, is a good faith offer which the bidder believes reflects current market conditions, and is not a "courtesy bid" being submitted for the purpose of assisting in meeting the competitive sale requirements relating to the establishment of the "issue price" of the Bonds pursuant to Section 148 of the Code, including the requirement that bids be received from at least three (3) underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds (the "Competitive Sale Requirements"). The Municipal Advisor will advise the winning bidder if the Competitive Sale Requirements were met at the same time it notifies the winning bidder of the award of the Bonds.

The winning bidder shall, within one (1) hour after being notified of the award of the Bonds, advise the Municipal Advisor by electronic or facsimile transmission of the reasonably expected initial public offering price or yield of each maturity of the Bonds (the "Initial Reoffering Prices") as of the date of the award.

By submitting a bid, the winning bidder agrees (unless the winning bidder is purchasing the Bonds for its own account and not with a view to distribution or resale to the public) that if the Competitive Sale Requirements are not met, it will elect and satisfy either option (1) or option (2) described below. *Such election must be made on the bid form submitted by each bidder.*

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

- (a) will make a bona fide offering to the public of all of the Bonds at the Initial Reoffering Prices and provide Bond Counsel with reasonable supporting documentation, such as a copy of the pricing wire or equivalent communication, the form of which is acceptable to Bond Counsel,
- (b) will neither offer nor sell to any person any Bonds within a maturity at a price that is higher, or a yield that is lower, than the Initial Reoffering Price of such maturity until the earlier of (i) the date on which the winning bidder has sold to the public at least 10 percent of the Bonds of such maturity at a price that is no higher, or a yield that is no lower, than the Initial Reoffering Price of such maturity or (ii) the close of business on the 5th business day after the date of the award of the Bonds, and
- (c) has or will include within any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the winning bidder is a party)

relating to the initial sale of the Bonds to the public, together with the related pricing wires, language obligating each underwriter to comply with the limitations on the sale of the Bonds as set forth above.

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

- (a) will make a bona fide offering to the public of all of the Bonds at the Initial Reoffering Prices and provide the City with reasonable supporting documentation, such as a copy of the pricing wire or equivalent communication, the form of which is acceptable to Bond Counsel,
- (b) will report to the City information regarding the first price at which at least 10 percent of the Bonds within each maturity of the Bonds have been sold to the public,
- (c) will provide the City with reasonable supporting documentation or certifications of such sale prices the form of which is acceptable to Bond Counsel. This reporting requirement, which may extend beyond the closing date of the Bonds, will continue until such date that the requirement set forth in paragraph (b) above for each maturity of the Bonds is satisfied, and
- (d) has or will include within any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the winning bidder is a party) relating to the initial sale of the Bonds to the public, together with the related pricing wires, language obligating each underwriter to comply with the reporting requirement described above.

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

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

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

For purposes of this Notice, the “public” does not include the winning bidder or any person that agrees pursuant to a written contract with the winning bidder to participate in the initial sale of the Bonds to the public (such as a retail distribution agreement between a national lead underwriter and a regional firm under which the regional firm participates in the initial sale of the Bonds to the public). In making the representations described above, the winning bidder must reflect the effect on the offering prices of any “derivative products” (e.g., a tender option) used by the bidder in connection with the initial sale of any of the Bonds.

No good faith deposit is required to bid on the Bonds.

If the Bonds qualify for the issuance of any policy of municipal bond insurance or commitment therefor, the purchase of any such insurance policy or the issuance of any such commitment shall be at the sole expense of the purchaser of the Bonds and any increased costs of issuance of the Bonds resulting by reason of the same, including, without limitation, the cost of obtaining a rating on the Bonds from a nationally recognized rating agency, unless otherwise paid, shall be paid by the purchaser. Any failure of the

Bonds to be so insured or of any such policy of insurance to be issued shall not constitute cause for a failure or refusal by the purchaser of the Bonds to accept delivery of and pay for the Bonds.

In the event that prior to the delivery of the Bonds the interest income from obligations of the same type and character received by the holders thereof shall be taxable by the terms of any Federal income tax law, the successful bidder may, at its election, be relieved of its obligation to purchase the Bonds, and in such case the Deposit will be returned to such bidder without interest.

The Bonds will be delivered at Jersey City, New Jersey, or at such other place as may be agreed upon with the purchaser, on or about October 15, 2020, against payment in Federal Funds to the City, in an amount equal to the par value of the Bonds, plus the premium bid, if any, plus accrued interest from the date of the Bonds to the day of delivery and payment therefor, less the amount of the Deposit.

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

Upon delivery of and payment for the Bonds, the purchaser will be furnished, without cost, with the approving opinion of Squire Patton Boggs (US) LLP, New York, New York, Bond Counsel to the City, to the effect that the Bonds are valid and legally binding general obligations of the City, for the payment of which the City has validly pledged its faith and credit, and all real property within the City subject to taxation by the City, is subject to levy by the City of such ad valorem taxes as may be necessary to pay the principal of and interest on the Bonds, without limitation as to rate or amount, subject to the applicable provisions of the Tax Levy Limit Law. Said opinion of Bond Counsel will also state that assuming continuing compliance with certain covenants and the accuracy of certain representations contained in the record of proceedings relating to the authorization and issuance of the Bonds, (a) interest on the Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations and the Bonds are tax exempt obligations; (b) interest on the Bonds is exempt from personal income taxes imposed by the State of New York and political subdivisions thereof, including The City of New York and the City of Yonkers; (c) interest on the Bonds may be subject to certain federal taxes imposed only on certain corporations, (d) the scope of the engagement of Squire Patton Boggs (US) LLP New York, New York, as Bond Counsel in relation to the Bonds, has extended solely to rendering the opinions expressed in said opinion, that said law firm is rendering no opinion other than the opinions expressly stated therein, and that said law firm expresses no opinion on the accuracy or completeness of any documents prepared by or on behalf of the City for use in connection with the offer and sale of the Bonds.

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

by the Securities and Exchange Commission, as described below; and (e) the unqualified legal opinion as to the validity of the Bonds of Squire Patton Boggs (US) LLP, New York, New York, Bond Counsel to the City, as described herein.

The successful bidder will be required to provide to the City, within five (5) days after the award of the Bonds, certain information regarding the reoffering price to the public of the Bonds. The successful bidder shall furnish to the City a certificate acceptable to Bond Counsel, dated as of the day of closing for the Bonds, stating the initial prices at which a bona fide public offering of all of the Bonds was made and stating that 10% or more of the Bonds were in fact sold to the public (excluding bond houses, brokers and other intermediaries) at or below such initial respective public offering prices. Such certificate shall state that it is made on the best knowledge, information and belief of the successful bidder after appropriate investigation.

The population of the City is estimated to be 31,146. The average full valuation of real property subject to taxation by the City is \$671,667,163, its debt limit to be \$47,016,701 and its net indebtedness to be \$16,245,583.

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

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

ADDITIONAL COPIES OF THE OFFICIAL STATEMENT AND NOTICE OF SALE MAY BE OBTAINED FROM CAPITAL MARKETS ADVISORS, LLC.

**CITY OF JAMESTOWN,
NEW YORK**

Dated: September 16, 2020

/s/ Ryan Thompson
Comptroller

PROPOSAL FOR BONDS
September 24, 2020

Mr. Ryan Thompson, Comptroller
City of Jamestown
c/o Capital Markets Advisors, LLC
4211 North Buffalo Road, Suite 19
Orchard Park, New York 14127

Fax: 716 662 6684

Dear Mr. Thompson:

We offer to purchase all of the \$2,040,000* Public Improvement Refunding Serial Bonds, Series 2020 (the "Bonds") of the City of Jamestown located in County of Chautauqua, State of New York, described in the annexed Notice of Sale, which is hereby made a part of this bid, and to pay therefor _____ Dollars (\$_____) plus accrued interest at the rate borne by the Bonds from the date of the Bonds to the date of the payment of the purchase price, provided that the Bonds maturing in the several years set forth below, shall bear interest from their date until maturity at the respective rates per annum stated in the following table:

<u>Year</u>	<u>Principal Amount*</u>	<u>Rate</u>	<u>Year</u>	<u>Principal Amount*</u>	<u>Rate</u>
2020	\$25,000	_____%	2024	\$335,000	_____%
2021	330,000	_____%	2025	345,000	_____%
2022	330,000	_____%	2026	340,000	_____%
2023	335,000	_____%			

Calculation of True Interest Cost

The following is our computation of the true interest cost, made as provided in the above Notice of Sale, but not constituting any part of our proposal for the purchase of the above-referenced Bonds.

Par Amount of Bonds \$ _____
Premium \$ _____
Target Value for Calculation \$ _____
True Interest Rate _____%

Please check one of the following:

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

Firm: _____
By: _____
Telephone () _____ - _____
Facsimile () _____ - _____
Email: _____

* Preliminary, subject to change.