

NOTICE OF SALE

LANCASTER CENTRAL SCHOOL DISTRICT
ERIE COUNTY, NEW YORK

\$28,720,000 BOND ANTICIPATION NOTES – 2022
(the " Notes")

SALE DATE:	May 25, 2022	TELEPHONE: (716) 662-3910
TIME:	11:00 A.M. (Prevailing Time)	FACSIMILE: (716) 662-6684
PLACE OF SALE:	Capital Markets Advisors, LLC 4211 N. Buffalo Road, Suite 19 Orchard Park, NY 14127	
DATE OF NOTES:	June 9, 2022	
MATURITY DATE:	June 9, 2023	

Sealed, telephone or faxed proposals and proposals submitted via iPreo's Electronic Bid Submission System ("Parity") will be received at the place and time on the Sale Date by the President of the Board of Education of the District, or her designated agent (the "Sale Officer"), as herein indicated, for the purchase at not less than par of the Notes. No other form of electronic bidding service bids will be accepted. The number for telephone proposals is (716) 662-3910. The number for FAX proposals is (716) 662-6684. Bidders submitting proposals via facsimile must use the "Proposal for Notes" form attached hereto.

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 Any proposal received by the time for receiving proposals specified herein, which have not been modified or withdrawn by the bidder, including those communicated electronically via Parity, shall constitute an irrevocable offer to purchase the Notes pursuant to the terms herein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

The timely delivery of all proposals submitted by facsimile transmission (FAX) must be in legible and completed form, signed by an authorized representative of the bidder, and shall be the sole responsibility of the bidder. The District shall not be responsible for any errors and/or delays in transmission and/or receipt of such bids, mechanical or technical failures or disruptions, or any omissions or irregularities in any bids submitted in such manner.

The Notes are authorized to be issued pursuant to the Constitution and Laws of the State, including the Local Finance Law and Education Law and a proposition duly approved by the qualified voters of the District on December 11, 2018, and a bond resolution duly adopted by the District's Board of Education on January 7, 2019 authorizing the issuance of \$72,100,000 in serial bonds of the District to undertake a capital improvement program (the "Project") consisting of (i) alterations, renovations, and improvements to Lancaster High School, Lancaster Middle School, Court Street Elementary School, Como Park Elementary School, Hillview Elementary School, John A. Sciole Elementary School, the William Street Elementary School and the Transportation Building located at 295 Pleasant View Drive, including in each case, site improvements for various school purposes and other appurtenant and related improvements, and (ii) the acquisition and installation in and around the foregoing buildings, facilities and improvements of original furnishings, equipment, machinery, apparatus, and other services incidental thereto. A 2 portion of the proceeds of the Notes in the amount of \$14,220,000, along with \$280,000 in budgetary appropriations, will be applied pay the \$14,500,000 bond anticipation notes maturing on June 10, 2022 that were previously issued by the District to finance a portion of the Project. A portion of the proceeds of the Notes will also provide \$14,500,000 of new money financing for such purposes.

The Notes are general obligations of the District and the faith and credit of such District are pledged for payment of the principal of and interest on such Notes. Principal and interest on the Notes are payable at maturity in Federal Funds. All the taxable real property in said District will be subject to the levy of ad valorem taxes, without limitation as to rate or amount, sufficient to pay the principal of and interest on such Notes (see "APPENDIX A-TAX INFORMATION-Tax

Levy Limitation Law” in the accompanying Official Statement). The Notes will not be subject to redemption prior to maturity. Interest will be calculated on a 30-day month and a 360-day year basis, payable at maturity.

The Notes will be issued as registered notes, and at the option of a purchaser, may be registered to The Depository Trust Company (“DTC” or the “Securities Depository”) or may be registered in the name of such purchaser.

If the Notes will be issued through DTC, the Notes will be registered in the name of Cede & Co., as nominee of DTC which will act as Securities Depository for the Notes. Individual purchases will be made in book-entry-only form, in the principal amount of \$5,000 or integral multiples thereof. Purchasers of the Notes will not receive certificates representing their ownership interest in the Notes. Payments of principal of and interest on the Notes will be made by the District to DTC, which will in turn remit such principal and interest to its Participants, for subsequent distribution to the Beneficial Owners of the Notes. (See “THE NOTES - Book-Entry-Only System” in the accompanying Official Statement).

If the Notes are registered in the name of the purchaser, principal of and interest on the Notes will be payable in Federal Funds at the office of the District Clerk, Lancaster New York. In such case, the Notes will be issued in registered form in denominations of \$5,000, or multiples thereof.

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

Each prospective bidder who wishes to submit an electronic bid shall be solely responsible to register to bid via Parity. Each qualified prospective bidder shall be solely responsible to make necessary arrangements to access Parity for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the District 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 District 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 District is using Parity as a communications mechanism, and not as the District's agent, to conduct the electronic bidding for the District's Notes. The District 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 District is not responsible, directly or indirectly, for any such costs or expenses. If a prospective bidder encounters any difficulty in registering to bid, or submitting or modifying a bid for the Notes, it should telephone Parity and notify the District's Municipal Advisor, Capital Markets Advisors, LLC at (716) 662-3910 (provided that the District 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, this Notice of Sale shall control. Further information about Parity, including any fee charged, may be obtained from Parity at (212) 849-5021. The time maintained by Parity shall constitute the official time with respect to all bids submitted.

Bids may be made for all or a portion of the Notes (\$5,000,000 minimum bid) and must state a single rate of interest therefor in a multiple of 1/100th or 1/8th of one per centum per annum. Conditional bids will be rejected.

The Notes will be awarded to the bidder(s) complying with the terms of this Notice of Sale and offering to purchase the Notes at the lowest net interest cost, that being the rate of interest which will produce the least interest cost over the life of the Notes, after accounting for the premium offered, if any; provided, however, that if two or more bidders offer to purchase the Notes at the same lowest net interest cost, then such award will be made to one of said bidders selected by the President of the Board of Education by lot or by another customary method from among all said bidders.

The right is reserved by the District to award to any bidder(s) all or any part of the Notes which such bidder(s) offers to purchase and, in such event, the premium, if any, specified by such bidder(s) will be pro-rated. In any event, award of the Notes will be made on the basis of the bid or combination of bids offering to purchase the Notes on terms most favorable to the District.

The right is reserved by the District to reject any or all bids and any bid not complying with the terms of this notice will be rejected.

Award of the Notes is expected to be made promptly after opening of the bids, but the successful bidder(s) may not withdraw proposals until two hours after the time set forth above on the day of such bid opening and then only if such award has not been made prior to the withdrawal. The Notes will be delivered and shall be paid for on or about June 9, 2022 at such place, as the Sale Officer and successful bidder(s) shall mutually agree.

If the Notes will be issued in registered book-entry form, CUSIP identification numbers will be printed on the Notes if Bond Counsel is provided with such numbers in written form by either fax or email by the close of business on the Sale Date of the Notes, but neither the failure to print such number on any Note nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery and pay for the Notes in accordance with the terms hereof. All expenses in relation to the printing of CUSIP numbers on the Notes shall be paid for by the District; provided, however, that the CUSIP Service Bureau charge for the assignment of said number shall be the responsibility of and shall be paid for by the purchaser.

As a condition to each purchaser's obligation to accept delivery of and pay for the Notes, such purchaser will be furnished, without cost, the following, dated as of the date of the delivery of and payment for said Notes: (i) a certificate of the President of the Board of Education certifying that (a) as of the date of the Official Statement furnished by the District in relation to said Notes, said Official Statement did not contain any untrue statements of material fact or omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, subject to the condition that while information in said Official Statement obtained from sources other than the District is not guaranteed as to accuracy, completeness or fairness, he has no reason to believe and does not believe that such information is materially inaccurate or misleading, and (b) to his knowledge, since the date of said Official Statement, there have been no material transactions not in the ordinary course of affairs entered into by the District and no material adverse changes in the general affairs of the District or in its financial condition as shown in said Official Statement other than as disclosed in or contemplated by said Official Statement, (ii) a Closing Certificate, constituting a receipt for the Note proceeds and a signature certificate, which will include a statement that no litigation is pending, or to the knowledge of the signers, threatened affecting the Notes, (iii) an arbitrage certificate executed on behalf of the District which will include, among other things, covenants, relating to compliance with the Internal Revenue Code of 1986, as amended, (the "Code"), with the owners of the Notes that the District will, among other things, (A) take all actions on its part necessary to cause interest on the Notes to be excluded from the gross income of the owners thereof for Federal income tax purposes, including without limitation, restricting, to the extent necessary, the yield on investments made with the proceeds of the Notes and investment earnings thereon, making required payments to the Federal Government, if any, and maintaining books and records in a specified manner, where appropriate, and (B) refrain from taking any action which would cause interest on the Notes to be includable in the gross income of the owners thereof for Federal income tax purposes, including, without limitation, refraining from spending the proceeds of the Notes and investment earnings thereon on certain specified purposes; (iv) a Certificate of the District, executed by the President of the Board of Education, stating that the District has agreed, in accordance with Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"), to provide or cause to be provided, timely notice of the occurrence of certain events with respect to the Notes, and (v) an approving legal opinion as to the validity of the Notes of Harris Beach PLLC, Bond Counsel, Pittsford, New York. Reference should be made to said Official Statement for a description of the scope of Bond Counsel's engagement in relation to the issuance of the Notes and matters covered by such legal opinion. Furthermore, reference should be made to the information under the headings "LEGAL MATTERS" and "TAX MATTERS" in the Official Statement.

The Notes **will NOT** be designated by the District as "qualified tax-exempt obligations" pursuant to Section 265(b)(3) of the Code.

The successful bidder may at its option refuse to accept the Notes if prior hereto the arbitrage certificate referred to above in form and tenor satisfactory to Bond Counsel is not delivered or if any income tax law of the United States of America is hereafter enacted which shall provide that the interest on the Notes is taxable, or shall be taxable at a future date for federal income tax purposes, and in any such case such bidder will be relieved from its or their contractual obligation arising from the acceptance of its or their proposal.

By submitting a bid, each bidder is certifying that its bid is a firm offer to purchase the Notes, 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 Notes pursuant to U.S. Treasury Regulation Section 1.148-1(f)(3)(i), including the requirement that bids be received from at

least three (3) underwriters (as defined below) who have established industry reputations for underwriting new issuances of municipal bonds and notes (the “Competitive Sale Requirements”). Capital Markets Advisors (the “Municipal Advisor”) will advise the winning bidder if the Competitive Sale Requirements were met at the same time it notifies the winning bidders of the award of the Notes. **Bids will not be subject to cancellation in the event that the Competitive Sale Requirements are not satisfied.**

Each winning bidder shall, within one (1) hour after being notified of an award of the Notes, advise the Municipal Advisor by electronic or facsimile transmission of the reasonably expected initial public offering price or yield of each maturity of the Notes (the “Initial Reoffering Price”) awarded to such bidder as of the date of the award.

By submitting a bid, each bidder (unless such bidder would be purchasing the Notes for its own account and not with a view to distribution or resale to the public (as defined below)) represents that it has an established industry reputation for underwriting new issuances of municipal bonds and notes and agrees that if it is a winning bidder and if the Competitive Sale Requirements are not met, it will elect and satisfy either option (1) or option (2) described below. **Such election must be made on the bid form submitted by each bidder. In the event a bidder submits a bid via Parity, such bidder must notify the Municipal Advisor by email (rganci@capmark.org) as to such election at the time the bid is submitted. If no election is made, the bidder shall be deemed to have elected option (1) below.**

(1) **Hold the Price.** Such winning bidder:

(a) will make a bona fide offering to the public of each maturity of the Notes to be purchased by such winning bidder at the Initial Reoffering Price for such maturity and provide the Municipal Advisor and Bond Counsel with reasonable supporting documentation, such as a copy of the pricing wire or equivalent communication, the form of which is acceptable to Bond Counsel,

(b) will neither offer nor sell any Notes within a maturity to any person 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 such winning bidder has sold to the public at least 10 percent of the Notes 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 Notes, and

(c) has or will include or cause to be included within any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which either such winning bidder or another member of any underwriting syndicate established by such winning bidder for the Notes is a party) relating to the initial sale of the Notes to the public, and in the related pricing wire, language obligating each underwriter to comply with the limitations on the sale of the Notes as set forth above.

(2) **Follow the Price.** Such winning bidder:

(a) will make a bona fide offering to the public of each maturity of the Notes to be purchased by such winning bidder at the Initial Reoffering Price for such maturity and provide the Municipal Advisor and Bond Counsel with reasonable supporting documentation, such as a copy of the pricing wire or equivalent communication, the form of which is acceptable to Bond Counsel,

(b) report to the Municipal Advisor and Bond Counsel information regarding the actual prices at which the Notes been first sold to the public; such reporting requirement, which may extend beyond the closing date of the Notes, will continue until either (i) all of the Notes of such maturity have been sold, or (ii) the first date on which at least 10 percent of the Notes has been sold to the public at a single specific price,

(c) will provide the Municipal Advisor and Bond Counsel with reasonable supporting documentation or certifications of such sale prices the form of which is acceptable to Bond Counsel; and

(d) has or will include or cause to be included within any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which either such winning bidder or another member of any underwriting syndicate established by such winning bidder for the Notes is a party) relating to the initial sale of the Notes to the public and in the related pricing wires, language obligating each underwriter to comply with the reporting requirement described above.

For purposes of the “Hold the Price” and “Follow the Price” requirements set forth in options (1) and (2) above, a “maturity” refers to Notes that have the same interest rate, credit and payment terms.

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

If a winning bidder is purchasing the Notes 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 Notes was made.

For purposes of this Notice of Sale, the following terms shall have the following respective meanings:

(A) the “public” means any person other than an underwriter or a related party (as defined below) to an underwriter;

(B) an “underwriter” means (i) each winning bidder (unless such winning bidder is purchasing the Notes for its own account and not with a view to distribution or resale to the public), (ii) any person that agrees pursuant to a written contract with such winning bidder to form an underwriting syndicate to participate in the initial sale of the Notes to the public, and (iii) any person that agrees pursuant to a written agreement with either such winning bidder or any other member of an underwriting syndicate for the Notes to participate in the initial sale of the Notes 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 Notes to the public); and

(C) a “related party” (as defined in U.S. Treasury Regulation 1.150-1(b)) to an underwriter generally means any person who has greater than 50 percent common ownership, directly or indirectly, with such underwriter.

In making the representations described above, each 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 Notes.

The Preliminary Official Statement is in a form “deemed final” for purposes of the Rule, except for certain information that has been omitted therefrom in accordance with said Rule, but may be modified or supplemented. In order to assist the bidder in complying with the Rule and as part of the District’s contractual obligation arising from its acceptance of the successful bidder’s proposal, at the time of the delivery of the Notes the District will provide an executed copy of its “Undertaking to Provide Notices of Certain Events.” Said Undertaking will constitute a written agreement or contract of the District for the benefit of holders of an owners of beneficial interests in the Notes, to provide to the Electronic Municipal Market Access System established and operated by the Municipal Securities Rulemaking Board notice of the occurrence of certain material events as enumerated in the Rule.

The District will provide a reasonable number of final Official Statements to the successful bidder(s) within five (5) business days following receipt of a written request therefor made to the District and its Municipal Advisor. Such request may specify the applicable (a) offering price, (b) selling compensation, (c) rating(s), (d) credit enhancement and (e) identity and supplemented by the information so specified. Neither the District nor its Municipal Advisor shall be liable in any manner for any delay, inaccuracy, or omission on the part of the successful bidder with respect to such request, nor shall the District’s failure, as a result thereof, to provide the Official Statement (whether or not modified or supplemented) within the above time period, constitute cause for a failure or refusal by such bidder to accept delivery of and pay for the Notes in accordance with the terms hereof.

Copies of the Notice of Sale and the Preliminary Official Statement may be obtained upon request from the offices of Capital Markets Advisors, LLC, telephone number (716) 662-3910.

LANCASTER CENTRAL SCHOOL DISTRICT

/s/ Michael Sage
President of the Board of Education

Dated: May 18, 2022

PROPOSAL FOR NOTES

Mr. Michael Sage
 President of the Board of Education
 Lancaster Central School District
 c/o Capital Markets Advisors, LLC
 4211 N. Buffalo Road, Suite 19
 Orchard Park, NY 14127

May 25, 2022

TELEPHONE: (716) 662-3910

FACSIMILE: (716) 662-6684

LANCASTER CENTRAL SCHOOL DISTRICT
 ERIE COUNTY, NEW YORK

\$28,720,000 BOND ANTICIPATION NOTES – 2022

DATED: June 9, 2022

MATURITY: June 9, 2023

Bid No.	Principal Amount*	Interest Rate	Premium	Net Interest Cost
1.	\$	%	\$	%
2.	\$	%	\$	%
3.	\$	%	\$	%
4.	\$	%	\$	%
5.	\$	%	\$	%

*\$5,000,000 minimum bid

Signature: _____

Full Name of Bidder: _____

Address of Bidder: _____

Telephone Contact of Bidder (Include Area Code): _____

Facsimile Contact of Bidder (Include Area Code): _____

Email Address of Bidder: _____

Please select one of the following:
 Registered in Name of Bidder
 Book-Entry/DTC

Bid Form continues on following page

Please check one of the following**:

We are not acting as an underwriter with respect to the Notes. We are purchasing the Notes for our own account and not with a view to distribution or resale to the public (as defined in the Notice of Sale).

In the event the Competitive Sale Requirements are not met, we hereby elect as follows:***

Hold the Price

Follow the Price

**In accordance with the Notice of Sale, unless we would be purchasing the Notes for our own account, by submitting this bid we are representing that we have an established industry reputation for underwriting new issuances of municipal bonds and notes.

*** If no election is indicated, the bidder shall be deemed to have elected "Hold the Price"