

Capital Markets Advisors, LLC

Independent Financial Advisors

4211 N. Buffalo Road, Suite 19

Orchard Park, New York 14127

Telephone (716) 662-3910 Fax (716) 662-6684

Other locations:

Great Neck

Hopewell Junction

Elmira

DATE: January 24, 2023

Faxed (716) 662-6684 or telephoned (716) 662-3910 bids will be received by Capital Markets Advisors, LLC, Municipal Advisor to the Town of West Seneca, Erie County, New York, on **Wednesday, February 1, 2023** until 11:00 AM for the purchase at not less than par of the following notes:

TERM SHEET

ISSUER: Town of West Seneca, Erie County, New York (the "Town")

ISSUE: \$144,000 Bond Anticipation Notes, 2023 (the "Notes")

SALE DATE / TIME: February 1, 2023 11:00AM

DATE OF ISSUE: February 9, 2023

DATE OF MATURITY: February 9, 2024

DENOMINATION AND FORM: The purchaser shall have the option of having the Notes issued in certificated form either registered in the name of the purchaser or in the form of fully registered book-entry only notes registered in the name of Cede & Co., as nominee for the Depository Trust Company ("DTC"). The purchaser must indicate in its proposal the form in which the Notes will be issued.

If the Notes are issued in certificated form, a single note will be registered in the name of the purchaser.

If the Notes are issued in book-entry only form, a single note registered in the name of Cede & Co., as nominee for DTC shall be issued. Individual purchases will be made in book-entry form only, in the principal amount of \$5,000 or integral multiples thereof, except for one necessary odd denomination. Purchasers will not receive certificates representing their respective ownership interests in the Notes. The purchaser shall be responsible for establishing eligibility with DTC for the Notes and applying for the assignment of a CUSIP number for the Notes. All expenses relating thereto shall be paid by the purchaser.

SECURITY: The Notes are general obligations of the Town. The Town has pledged its faith and credit for the payment of the principal of and interest on the Notes and, unless paid from other sources, the Notes are payable from ad valorem taxes which may be levied upon all the taxable real property within the Town, subject to certain amicable statutory limitations imposed by Chapter 97 of the 2011 Laws of New York, as amended.

DELIVERY: Delivery of the Notes will be in West Seneca, New York or New York, New York on or about the Date of Issue or as otherwise mutually agreed upon by the Town and the purchaser.

LEGAL OPINION: **Approving** opinion of Harris Beach PLLC, Bond Counsel, Buffalo, New York will be provided at closing.

CALL FEATURE: Non-callable

DESIGNATION: The Notes will be designated or deemed designated as qualified tax-exempt obligations pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

PARITY:

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

AUTHORITY FOR AND PURPOSE OF ISSUE:

The Notes are being issued to finance the acquisition of two garbage trucks, pursuant to a bond resolution adopted by the Town Board on January 6, 2020 authorizing the issuance of serial bonds in an amount not to exceed \$360,000 for such purpose. The proceeds of the Notes along with \$72,000 of budgetary appropriations will redeem and renew \$216,000 of bond anticipation note that was issued on February 10, 2022 and matures on February 10, 2023.

PROPOSAL REQUIREMENTS:

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

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

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

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 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 Notes. Bids will not be subject to cancellation in the event that the Competitive Sale Requirements are not satisfied.

The winning bidder shall, within one (1) hour after being notified of the award of the Notes, advise the Municipal Advisor by electronic or facsimile transmission of the reasonably expected initial public offering price or yield of the Notes (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 Notes 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(s):

(a) will make a bona fide offering to the public of all of the Notes at the Initial Reoffering Prices and provide the Town and Bond Counsel with reasonable supporting documentation, such as a copy of the pricing wire or equivalent communication, the form of which is acceptable to Bond Counsel,

(b) will neither offer nor sell to any person any Notes 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 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 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 Notes to the public, together with the related pricing wires, language obligating each underwriter to comply with the limitations on the sale of the Notes as set forth above.

(2) Follow the Price. The winning bidder(s):

(a) will make a bona fide offering to the public of all of the Notes at the Initial Reoffering Prices and provide the Town 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 Town information regarding the actual prices at which at least 10 percent of the Notes within each maturity of the Notes have been sold to the public,

(c) will provide the Town and Bond Counsel with reasonable supporting documentation or certifications of such sale prices the form of which is acceptable to Bond Counsel. This reporting requirement, which may extend beyond the closing date of the Notes, will continue until such date that 10 percent of each maturity of the Notes has been sold to the public, and

(d) has or will include within any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the winning bidder is a party) relating to the initial sale of the Notes 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 Notes 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 Town and Bond Counsel a certificate (the “Issue Price Certificate”), satisfactory to Bond Counsel, prior to the delivery of the Notes stating the applicable facts as described above. The form of Issue Price Certificate is available by contacting Bond Counsel or the Municipal Advisor.

If the winning bidder has purchased the 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 Issue Price Certificate will recite such facts and identify the price or prices at which the purchase of the Notes was made.

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

DISCLOSURE INFORMATION:

The Town has not prepared an official statement in connection with the sale of these Notes. Financial information is available from the Town’s recent EMMA continuing disclosure filing, dated June 29, 2022, or upon request to the Town’s Financial Advisor. (See <https://emma.msrb.org/P21614663-P21224915-P21647205.pdf>)

BOND RATING:

The Notes will not be rated.

Moody's Investors Service has previously assigned an underlying rating of "A1" to the uninsured outstanding bonded indebtedness of the Town.

MUNICIPAL ADVISOR:

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Orchard Park, New York 14127
Contact: Rick Ganci
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rganci@capmark.org

BOND COUNSEL:

Harris Beach PLLC
100 Wall Street
New York, NY 10005
Jeff Storch, Esq.
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ISSUER:

Town of West Seneca
Alissa Straus, Director of Finance
(716) 558-3208
astraus@twyny.org

PROPOSAL FOR NOTES

Gary A. Dickson
Town Supervisor
Town of West Seneca, New York
Capital Markets Advisors, LLC
4211 N. Buffalo Rd., Suite 19
Orchard Park, NY 14127

February 1, 2023

TELEPHONE: (716) 662-3910

FACSIMILE: (716) 662-6684

TOWN OF WEST SENECA, NEW YORK

\$144,000 BOND ANTICIPATION NOTES, 2023
(the "Notes")

DATED: February 9, 2023

MATURITY: February 9, 2024

<i>Principal Amount</i>	<i>Interest Rate</i>	<i>Premium</i>	<i>Net Interest Cost</i>
\$144,000	%	\$	%

Signature:

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 (if no option is selected, the book-entry-only option will be assumed to have been selected by the purchaser):

- Book-Entry-Only registered to Cede & Co.
- Registered in the Name of the Purchaser

Please check one of the following:

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

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

Yes
No