

## NOTICE OF SALE

CITY SCHOOL DISTRICT OF THE CITY OF NEW ROCHELLE  
WESTCHESTER COUNTY, NEW YORK  
(the "District")

\$17,700,000 BOND ANTICIPATION NOTES– 2023 SERIES A

(the "Series A Notes")

NON-BANK QUALIFIED

SALE DATE:	March 23, 2023	TELEPHONE: (516) 274-4501
TIME:	11:00 AM (Prevailing Time)	FACSIMILE: (516) 487-2575
PLACE OF SALE:	Capital Markets Advisors, LLC 11 Grace Avenue, Suite 308 Great Neck, New York 11021	
DATE OF SERIES A NOTES:	April 6, 2023	
MATURITY DATE:	April 5, 2024	

### ***Submission of Bids***

Sealed proposals, telephone proposals, fax proposals and proposals via iPreo's Parity Electronic Bid Submission System ("Parity") will be received at the place and time on the Sale Date as hereinabove indicated, for the purchase at not less than par and accrued interest of the Series A Notes as hereinabove described. No other form of electronic bidding services will be accepted. The number for telephone proposals is (516) 274-4501. The number for FAX proposals is (516) 487-2575. Bidders submitting proposals via facsimile must use the "Proposal for Series A 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 Any proposal received by the time for receiving proposals specified herein, which have not been modified or withdrawn by the bidder, shall constitute an irrevocable offer to purchase the Series A Notes pursuant to the terms herein and therein provided. Bidders shall not submit a bid that modifies the terms contained in this Notice of Sale or adds additional conditions not set forth in the Notice of Sale.

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

The timely delivery of all proposals submitted by facsimile transmission (FAX) must be in legible and complete form, signed by an authorized representative of the bidder(s), and shall be the sole responsibility of the bidder(s). 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.

Bids may be for all or a portion of the Series A Notes (\$5,000,000 minimum bid) and must state in a multiple of one-hundredth or one-eighth of 1% a rate or rates of interest per annum which such Series A Notes

shall bear. Interest will be calculated on the basis of a 30-day month and 360-day year. The Series A Notes will not be subject to prior redemption.

### ***Bidding using Parity***

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 Series A Notes, a bidder represents and warrants to the District that such bidder's bid for the purchase of the Series A 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 Series A 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 Series A 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 Series A Notes, it should telephone Parity and notify the District's Municipal Advisor, Capital Markets Advisors, LLC at 516-274-4501 (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.

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

Said Series A 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 Series A Notes. 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 the Series A Notes. The State Constitution requires the District to pledge its faith and credit for the payment of the principal of the Series A Notes and the interest thereon and to make annual appropriations for the amounts required for the payment of such interest and the redemption of the Series A Notes.

Upon default in the payment of principal of or interest on the Series A Notes or certain other obligations of the District, the State Comptroller is required, under the conditions and to the extent prescribed by Section 99-b of the State Finance Law, to withhold state aid and assistance to the District and apply the amount thereof so withheld to the payment of defaulted principal and interest with respect to said Series A Notes and said other obligations.

### ***Authority For and Purpose of the Issue***

The Series A Notes are issued pursuant to the Constitution, the laws of the State, including,

among others, the Local Finance Law and the Education Law, and a bond resolution adopted by the Board of Education of the District on March 22, 2022 and subsequently approved as a proposition by a majority of qualified voters of the District voting thereon at the Annual District Meeting and Election held on May 17, 2022, authorizing the issuance of bonds in the principal amount of not to exceed \$24,300,000 to finance the construction of various building and site improvements and certain flood mitigation and storm hardening measures. The proceeds from the sale of the Series A Notes in the amount of \$17,700,000 will be used to provide original financing for the such project.

### ***Award of Series A Notes***

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

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

Award of the Series A Notes is expected to be made promptly after opening of the bids, but the successful bidder(s) may not withdraw his/her proposal until after 3:00 o'clock P.M. (Prevailing Time) on the day of such bid opening and then only if such award has not been made prior to the withdrawal. The Series A Notes will be delivered and shall be paid for on or about the Date of Series A Notes at such place and on such business day and at such hour, as the Sale Officer and successful bidder(s) shall mutually agree.

### ***Form of the Series A Notes***

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

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

If the Series A Notes are issued in book-entry form, such Series A Notes will be delivered to DTC, which will act as securities depository for the Series A Notes. Beneficial owners will not receive certificates representing their interest in the Series A Notes. Individual purchases may be made in denominations of \$5,000 or integral multiples thereof. A single note certificate will be issued for those Series A Notes bearing the same rate of interest and CUSIP number in the aggregate principal amount awarded to such purchaser(s) at such interest rate. Principal of and interest on said Series A Notes will be paid in Federal Funds by the District to Cede & Co., as nominee for DTC, which will in turn remit such principal and interest to its participants for subsequent distribution to the beneficial owners of the Series A Notes as described herein.

Transfer of principal and interest payments to beneficial owners by participants of DTC will be the responsibility of such participants and other nominees of beneficial owners. The District will not be responsible or liable for payments by DTC to its participants or by DTC participants to beneficial owners or for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

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

### ***Delivery of the Series A Notes***

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

### ***Legal Opinion***

The proposed form of the approving legal opinion of Bond Counsel is set forth in Appendix E to the Preliminary Official Statement dated March 8, 2023 (the “Preliminary Official Statement”), circulated in connection with the sale of the Series A Notes, which shall be supplemented by the final official statement to be dated March 23, 2023 (the “Official Statement”), and will be furnished to the purchaser upon delivery of the Series A Notes.

### ***Tax Exemption***

In the opinion of Hawkins Delafield & Wood LLP, Bond Counsel, interest on the Series A Notes is (i) excluded from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”) and (ii) exempt from personal income taxes of New York State and its political subdivisions, including The City of New York, all as described in more detail in “TAX MATTERS” in the Preliminary Official Statement. Upon delivery of the Series A Notes, Bond Counsel will deliver an opinion regarding the tax-exempt status of the Series A Notes substantially in the form of the approving legal opinion of Bond Counsel set forth in Appendix E of the Preliminary Official Statement.

The successful bidder(s) may at its option refuse to accept the Series A Notes if the opinion of 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 thereon is taxable, or shall be taxable at a future date, for federal income tax purposes, and in such case said successful bidder(s) will be relieved of its contractual obligations arising from the acceptance of its proposal.

The District **will NOT** designate the Series A Notes as “qualified tax-exempt obligations” pursuant to the provisions of Section 265 of the Code.

### ***Obligation of Winning Bidder(s) to Deliver an Issue Price Certificate at Closing***

By submitting a bid, each bidder is certifying that its bid is a firm offer to purchase the Series A 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 Series A 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(s) if the Competitive Sale Requirements were met at the same time it notifies the winning bidder(s) of the award of the Series A Notes. **Bids will not be subject to cancellation in the event that the Competitive Sale Requirements are not satisfied.**

The winning bidder(s) shall, within one (1) hour after being notified of the award of the Series A 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 Series A Notes (the “Initial Reoffering Prices”) as of the date of the award.

By submitting a bid, the winning bidder(s) agrees (unless the winning bidder is purchasing the Series A 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 Series A Notes 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 Series A 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 Series A 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 Series A 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 Series A Notes to the public, together with the related pricing wires, language obligating each underwriter to comply with the limitations on the sale of the Series A 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 Series A Notes at the Initial Reoffering Prices and provide the Issuer 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 Issuer information regarding the first price that at least 10 percent of the Series A Notes within each maturity of the Series A Notes have been sold to the public,

(c) will provide the Issuer 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 Series A Notes, will

continue until such date that the requirement set forth in paragraph (b) above for each maturity of the Series A Notes 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 Series A 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 Series A 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 Issuer a certificate (the “Reoffering Price Certificate”), satisfactory to Bond Counsel, prior to the delivery of the Series A 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 the winning bidder has purchased the Series A 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 Series A Notes 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 Series A 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 Series A Notes 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 Series A Notes.

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

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

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

Except as otherwise set forth in the Preliminary Official Statement (see the caption entitled “DISCLOSURE UNDERTAKING”), the District is in compliance in all material respects with all previous undertakings made pursuant to Rule 15c2-12 during each of the past five years.

***Documents Accompanying the Delivery of the Series A Notes***

The obligation hereunder to deliver or accept the Series A Notes pursuant hereto shall be conditioned on the delivery to the successful bidder at the time of delivery of the Series A Notes of: (i) the opinion of Bond Counsel; (ii) a certificate of the School Attorney, dated the date of delivery of the Series A Notes, to the effect that there is no controversy or litigation of any nature pending or threatened to restrain or enjoin the issuance, sale, execution or delivery of the Series A Notes, or in any way contesting or affecting the validity of the Series A Notes or any of the proceedings taken with respect to the issuance and sale thereof or the application of moneys to the payment of the Series A Notes, and further stating that there is no controversy or litigation of any nature now pending or threatened by or against the District wherein an adverse judgment or ruling could have a material adverse impact on the financial condition of the District or adversely affect the power of the District to levy, collect and enforce the collection of taxes or other revenues for the payment of its Series A Notes, which has not been disclosed in the Official Statement; (iii) a certificate of the President of the Board of Education to the effect that as of the date of the Official Statement and at all times subsequent thereto, up to and including the time of the delivery of the Series A Notes, the Official Statement did not and does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements herein, in the light of the circumstances under which they were made, not misleading, and further stating that there has been no adverse material change in the financial condition of the District since the date of the Official Statement to the date of issuance of the Series A Notes (and having attached thereto a copy of the Official Statement); (iv) a certificate signed by the President of the Board of Education evidencing payment for the Series A Notes; (v) a signature certificate evidencing the due execution of the Series A Notes, including statements that (a) no litigation of any nature is pending or, to the knowledge of the signers, threatened, restraining or enjoining the issuance and delivery of the Series A Notes or the levy and collection of taxes to pay the principal of and interest thereon, nor in any manner questioning the proceedings and authority under which the Series A Notes were authorized or affecting the validity of the Series A Notes thereunder, (b) neither the corporate existence or boundaries of the District nor the title of the signers to their respective offices is being contested, and (c) no authority or proceedings for the issuance of the Series A Notes have been repealed, revoked or rescinded, and (vi) a Tax Certificate executed by the President of the Board of Education, as described under “TAX MATTERS” in the Preliminary Official Statement.

***Contact Information***

The District’s contact information is as follows: Mr. Carlos Leal, Interim Assistant Superintendent for Business and Administration, 515 North Avenue, New Rochelle, NY 10801, Phone: (914) 576-4240, E-mail: cleal@nredlearn.org.

Copies of this Notice of Sale and the Preliminary Official Statement prepared in connection with the sale of the Series A Notes may be obtained upon request from the offices of Capital Markets Advisors, telephone number (516) 274-4501 or by visiting [www.capmark.org](http://www.capmark.org).

CITY SCHOOL DISTRICT OF THE  
CITY OF NEW ROCHELLE

By: /s/ William Lannuzzi  
Board of Education President

Dated: March 8, 2023

PROPOSAL FOR THE SERIES A NOTES

Board of Education  
City School District of the City of New Rochelle  
c/o Capital Markets Advisors, LLC  
11 Grace Avenue, Suite 308  
Great Neck, New York 11021

TELEPHONE: (516) 274-4501

FACSIMILE: (516) 487-2575

CITY SCHOOL DISTRICT OF THE CITY OF NEW ROCHELLE  
WESTCHESTER COUNTY, NEW YORK

\$17,700,000 BOND ANTICIPATION NOTES – 2023 SERIES A  
(the “Series A Notes”)

DATED: April 6, 2023

MATURITY: April 5, 2024

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

Please select one of the following (if no option is selected, the book-entry-only option will be assumed to have been selected by the bidder):

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

Please check one of the following:

We are purchasing the Series A 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 Offering Price Requirement
  - Follow the Offering Price Requirement

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

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

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

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

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

Fax (Area Code): \_\_\_\_\_