PRELIMINARY OFFICIAL STATEMENT DATED MAY 11, 2023

**NEW ISSUE** **RATING: SEE "RATING" HEREIN**
**SERIAL BONDS**

*In the opinion of Hawkins Delafield & Wood LLP, Bond Counsel to the Village, under existing statutes and court decisions and assuming continuing compliance with certain tax certifications described herein, (i) interest on the Bonds is 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) interest on the Bonds is not treated as a preference item in calculating the alternative minimum tax under the Code, however for tax years beginning after December 31, 2022, interest on the Bonds is included in the "adjusted financial statement income" of certain corporations that are subject to the alternative minimum tax under Section 55 of the Code. In addition, in the opinion of Bond Counsel to the Village, under existing statutes, interest on the Bonds is exempt from personal income taxes of New York State and its political subdivisions, including The City of New York. See "TAX MATTERS" herein.*

*The Village will NOT designate the Bonds as "qualified tax-exempt obligations" pursuant to the provisions of Section 265(b)(3) of the Code.*

# VILLAGE OF ROCKVILLE CENTRE
# NASSAU COUNTY, NEW YORK

## $23,425,000*
## PUBLIC IMPROVEMENT SERIAL BONDS – 2023
**(the "Bonds")**

**Dated Date: Date of Delivery** **Maturity Date: June 1, 2024 – 2042**

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

The Bonds are dated their Date of Delivery and will bear interest from that date until maturity at the annual rate or rates as specified by the purchaser of the Bonds, payable on June 1, 2024, December 1, 2024, and semiannually thereafter on June 1 and December 1 in each year until maturity. The Bonds shall mature on June 1 in each year in the principal amounts specified on the inside cover page hereof. The Bonds will be subject to redemption prior to maturity as described herein. (See "*Optional Redemption*" herein.)

The Bonds will be delivered to DTC, which will act as securities depository for the Bonds. Beneficial owners will not receive certificates representing their interest in the Bonds. Individual purchases may be made in denominations of $5,000 or integral multiples thereof. A single bond certificate will be issued for each maturity of the Bonds bearing the same rate of interest and CUSIP number in the aggregate principal amount awarded to such purchaser at such interest rate. Principal of and interest on the Bonds 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 Bonds 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 Village 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. (See "*DESCRIPTION OF BOOK-ENTRY SYSTEM*" herein).

The Bonds are offered when, as and if issued and received by the purchasers and subject to the receipt of the final approving opinion of Hawkins Delafield & Wood LLP, New York, New York, Bond Counsel. It is anticipated that the Bonds will be available for delivery through the offices of DTC in New York, New York or as otherwise agreed upon, on or about June 7, 2023.

THIS PRELIMINARY OFFICIAL STATEMENT IS IN A FORM DEEMED FINAL BY THE VILLAGE FOR PURPOSES OF SECURITIES AND EXCHANGE COMMISSION RULE 15c2-12 (THE "RULE"). FOR A DESCRIPTION OF THE VILLAGE'S AGREEMENT TO PROVIDE CONTINUING DISCLOSURE FOR THE BONDS AS DESCRIBED IN THE RULE, SEE "CONTINUING DISCLOSURE" HEREIN.

Dated: May ___, 2023

*Preliminary, subject to change.

The Bonds will mature on June 1 in each year as set forth below:

| Date | Amount [1] | Interest Rate | Yield | CUSIP Number [3] |
|---|---|---|---|---|
| 2024 | $ 595,000 | | | |
| 2025 | 975,000 | | | |
| 2026 | 1,005,000 | | | |
| 2027 | 1,035,000 | | | |
| 2028 | 1,065,000 | | | |
| 2029 | 1,095,000 | | | |
| 2030 | 1,125,000 | | | |
| 2031 | 1,155,000 | | | |
| 2032[2] | 1,190,000 | | | |
| 2033[2] | 1,225,000 | | | |
| 2034[2] | 1,260,000 | | | |
| 2035[2] | 1,295,000 | | | |
| 2036[2] | 1,340,000 | | | |
| 2037[2] | 1,380,000 | | | |
| 2038[2] | 1,430,000 | | | |
| 2039[2] | 1,480,000 | | | |
| 2040[2] | 1,535,000 | | | |
| 2041[2] | 1,590,000 | | | |
| 2042[2] | 1,650,000 | | | |

(1) The principal amounts of the Bonds are subject to adjustment following the sale of the Bonds, pursuant to the terms of the Notice of Sale accompanying the Bonds.

(2) The Bonds maturing in the years 2032 through 2042, inclusive, are subject to optional redemption prior to maturity as described herein. (See "*Optional Redemption*" herein.)

(3) Copyright 1999-2013, Standard & Poor's, a Division of The McGraw-Hill Companies, Inc. CUSIP® is a registered trademark of the American Bankers Association. CUSIP data herein are provided by Standard & Poor's CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. The CUSIP number has been assigned by an independent company not affiliated with the Village and is included solely for the convenience of the owners of the Bonds. The Village is not responsible for the selection or uses of the CUSIP number, and no representation is made as to its correctness on the Bonds or as indicated above. The CUSIP number is subject to being changed after the issuance of the Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of the Bonds or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of the Bonds.

**VILLAGE OF ROCKVILLE CENTRE**
**NASSAU COUNTY, NEW YORK**

## Village Officials

**Francis X. Murray**
**Mayor**

Kathleen Baxley.............................................................Deputy Mayor

Michael Sepe...................................................................Trustee

Emilio F. Grillo...............................................................Trustee

Katie Conlon ...................................................................Trustee

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Dennis Morgan, CPA......................................................Village Comptroller

Nancy Howard ...............................................................Village Administrator/Clerk-Treasurer

Fran Graziano. ...............................................................Deputy Treasurer

A. Thomas Levin ............................................................Village Attorney

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**BOND COUNSEL**

**Hawkins Delafield & Wood LLP**
**New York, New York**

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**MUNICIPAL ADVISOR**

CMA
CapitalMarketsAdvisors,LLC

**CAPITAL MARKETS ADVISORS, LLC**
***Long Island * Hudson Valley * Southern Tier * Western New York***
**(516) 570-0340**

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

## TABLE OF CONTENTS



### APPENDIX A

# OFFICIAL STATEMENT

## VILLAGE OF ROCKVILLE CENTRE
## NASSAU COUNTY, NEW YORK

**relating to**

## $23,425,000*
## PUBLIC IMPROVEMENT SERIAL BONDS – 2023

This Official Statement, which includes the cover page and appendices hereto, presents certain information relating to the Village of Rockville Centre, in the County of Nassau, in the State of New York (the "Village", "County" and "State," respectively) in connection with the sale of $23,425,000* Public Improvement Serial Bonds – 2023 (the "Bonds").
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All quotations from and summaries and explanations of provisions of the Constitution and laws of the State and acts and proceedings of the Village contained herein do not purport to be complete and are qualified in their entirety by reference to the official compilations thereof and all references to the Bonds and the proceedings of the Village relating thereto are qualified in their entirety by reference to the definitive form of the Bonds and such proceedings.

This Official Statement should be read with the understanding that the ongoing COVID-19 global pandemic, which emerged in early 2020, has affected education, travel, commerce, financial markets globally and economic growth worldwide. Accordingly, the Village's overall economic situation and outlook (and all of the specific Village-related information contained herein) should be carefully reviewed, evaluated and understood in the full light of this worldwide event. (See "*RISK FACTORS*" and "*Impacts of COVID-19*" herein.)

## THE BONDS

### *Description of the Bonds*

The Bonds are dated their Date of Delivery and will bear interest from that date until maturity, payable on June 1, 2024, December 1, 2024, and semiannually thereafter on June 1 and December 1 in each year until maturity. The Bonds shall mature on June 1 in each year in the principal amounts specified on the inside cover page hereof. The Bonds will be subject to redemption prior to maturity. (See "*Optional Redemption*" herein.)

The Bonds will be issued in fully registered form and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"). DTC will act as Securities Depository (defined herein) for the Bonds. Individual purchases may be made in book-entry form only, in principal amounts of $5,000 and integral multiples thereof.

Purchasers will not receive certificates representing their ownership interests in the Bonds. Principal and interest on the Bonds will be made by the Village to DTC, which will in turn remit such principal and interest to its Participants (defined herein), for subsequent disbursement to the Beneficial Owners of the Bonds as described under *"Book-Entry-Only System,"* herein. The Bonds may be transferred in the manner described on the Bonds and as referenced in certain proceedings of the Village referred to therein.

The record date for payment of principal of and interest on the Bonds will be the fifteenth day (whether or not a business day) of the calendar month immediately preceding each interest payment date.

The Village will act as Paying Agent for the Bonds. Comptroller, Dennis Morgan, dmorgan@rvcny.us, (516) 678-9228, shall be the Paying Agent contact.

*Preliminary, subject to change.

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

The Bonds shall be issued pursuant to the Constitution and laws of the State of New York and various bond resolutions adopted by the Board of Trustees of the Village on their respective dates for the objects or purposes detailed in the table below. A portion of the proceeds in the amount of $13,275,000, together with $200,000 in available funds will be used to redeem the Village's outstanding $13,475,000 Bond Anticipation Notes – 2022 at maturity on June 8, 2023. The remaining portion of the proceeds in the amount of $10,150,000 will be used to provide additional and original financing, as described in the table below.

| Purpose | Authorization Date | Amount Outstanding | Principal Paydown | New Money | Amount to Bonds |
|---|---|---|---|---|---|
| Reconstruction of Various Village Buildings | 04/03/2013 | $400,000 | $20,000 | $ 0 | $380,000 |
| Road Improvements | 04/03/2017 | 1,800,000 | 0 | 0 | 1,800,000 |
| Improvements to Parking Lots | 10/02/2017 | 1,575,000 | 45,000 | 500,000 | 2,030,000 |
| Redesign and Reconstruction of Public Safety Building (1) | 09/04/2018 | 500,000 | 25,000 | 0 | 475,000 |
| Acquisition of Computer Software and Hardware | 01/14/2021 | 200,000 | 46,000 | 0 | 154,000 |
| Acquisition of Village Public Works Vehicles | 01/14/2021 | 500,000 | 25,000 | 0 | 475,000 |
| Electric System Improvements | 01/14/2021 | 2,000,000 | 0 | 1,000,000 | 3,000,000 |
| Recreation Center Improvements and Park Improvements | 01/14/2021 | 200,000 | 0 | 300,000 | 500,000 |
| Reconstruction of Various Village Buildings | 01/14/2021 | 1,100,000 | 35,000 | 500,000 | 1,565,000 |
| Village Drainage Improvements | 01/14/2021 | 400,000 | 4,000 | 0 | 396,000 |
| DPW Salt Shed Construction | 02/07/2022 | 1,500,000 | 0 | 0 | 1,500,000 |
| Improvements to Water Infrastructure | 02/07/2022 | 2,000,000 | 0 | 0 | 2,000,000 |
| Purchase of Police Vehicles | 02/07/2022 | 0 | 0 | 150,000 | 150,000 |
| Recreation and Park Improvements | 02/07/2022 | 0 | 0 | 300,000 | 300,000 |
| Road Improvements | 02/07/2022 | 0 | 0 | 1,700,000 | 1,700,000 |
| Village Drainage Improvements | 02/07/2022 | 200,000 | 0 | 300,000 | 500,000 |
| Village Public Works - DPW Buildings | 02/07/2022 | 1,100,000 | 0 | 200,000 | 1,300,000 |
| Village Public Works - DPW Vehicles | 02/07/2022 | 0 | 0 | 3,000,000 | 3,000,000 |
| Electric System Improvements | 02/07/2022 | 0 | 0 | 2,000,000 | 2,000,000 |
| Acquisition of Computer Software and Hardware | 02/13/2023 | 0 | 0 | 200,000 | 200,000 |
| Totals: | | $13,475,000 | $200,000 | $10,150,000 | $23,425,000 |

(1) Amended July 6, 2020 and January 14, 2021.

### *Optional Redemption*

The Bonds maturing on or before June 1, 2031 are not subject to redemption prior to maturity. The Bonds maturing on or after June 1, 2032 will be subject to redemption prior to maturity, at the option of the Village, on any date on or after June 1, 2031, in whole or in part, and if in part in any order of their maturity and in any amount within a maturity (selected by lot within a maturity), at the redemption price equal to the principal amount of the Bonds to be redeemed, plus accrued interest to the date of redemption.

The Village may select the maturities of the Bonds to be redeemed prior to maturity and the amount to be redeemed of each maturity selected, as the Village shall determine to be in the best interest of the Village at the time of such redemption. If less than all of the Bonds of any maturity are to be redeemed prior to maturity, the particular Bonds of such maturity to be redeemed shall be selected by the Village by lot in any customary manner of selection as determined by the Village. Notice of such call for redemption shall be given by mailing such notice to the registered owner not more than sixty (60) days nor less than thirty (30) days prior to such date. Notice of redemption having been given as aforesaid, the Bonds so called for redemption shall, on the date of redemption set forth in such call for redemption, become due and payable, together with accrued interest to such redemption date, and interest shall cease to be paid thereon after such redemption date.

## *Nature of Obligation*

The Bonds when duly issued and paid for will constitute a contract between the Village and the holders thereof.

The Bonds will be general obligations of the Village and will contain a pledge of the faith and credit of the Village for the payment of the principal thereof and the interest thereon. For the payment of such principal of and interest on the Bonds, the Village has the power and statutory authorization to levy ad valorem taxes on all taxable real property in the Village, subject to certain statutory limitations imposed by the Tax Levy Limit Law. (See "*The Tax Levy Limit Law*" herein.)

Under the Constitution of the State, the Village is required to pledge its faith and credit for the payment of the principal of and interest on the Bonds, and the State is specifically precluded from restricting the power of the Village to levy taxes on real estate for the payment of interest on or principal of indebtedness theretofore contracted. However, the Tax Levy Limit Law imposes a statutory limitation on the Village's power to increase its annual tax levy. As a result, the power of the Village to levy real estate taxes on all the taxable real property within the Village is subject to statutory limitations set forth in Tax Levy Limit Law, unless the Village complies with certain procedural requirements to permit the Village to levy certain year-to-year increases in real property taxes. (See "*The Tax Levy Limit Law*" herein.)

## *Description of Book-Entry System*

The Depository Trust Company ("DTC") will act as securities depository for the Bonds issued in book-entry form. The Bonds will be issued as fully-registered bonds registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered bond certificate will be issued for each maturity of the Bonds and will be deposited with DTC.

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

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

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

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

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

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

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

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

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

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

Source: The Depository Trust Company

## REMEDIES UPON DEFAULT

Neither the Bonds nor the proceedings with respect thereto, specifically provide any remedies which would be available to owners of the Bonds should the Village default in the payment of principal of or interest on the Bonds, nor do they contain any provisions for the appointment of a trustee to enforce the interests of the owners of the Bonds upon the occurrence of any such default. The Bonds are general obligation contracts between the Village and the owners for which the faith and credit of the Village are pledged and while remedies for enforcement of payment are not expressly included in the Village's contract with such owners, any permanent repeal by statute or constitutional amendment of a bondholder's and/or noteholder's remedial right to judicial enforcement of the contract should, in the opinion of Bond Counsel, be held unconstitutional.

Upon default in the payment of principal of or interest on the Bonds at the suit of the owner, a Court has the power, in proper and appropriate proceedings, to render judgment against the Village. The present statute limits interest on the amount adjudged due to contract creditors to nine per centum per annum from the date due to the date of payment. As a general rule, property and funds of a municipal corporation serving the public welfare and interest have not been judicially subjected to execution or attachment to satisfy a judgment. A Court also has the power, in proper and appropriate proceedings, to order payment of a judgment on such bonds or notes from funds lawfully available therefor or, in the absence thereof, to order the Village to take all lawful action to obtain the same, including the raising of the required amount in the next annual tax levy. In exercising its discretion as to whether to issue such an order, the Court may take into account all relevant factors, including the current operating needs of the Village and the availability and adequacy of other remedies. Upon any default in the payment of the principal of or interest on the Bonds, the owners of such Bonds could, among other remedies, seek to obtain a writ of mandamus from a Court ordering the governing body of the Village to assess, levy and collect an ad valorem tax, upon all taxable property of the Village subject to taxation by the Village sufficient to pay the principal of and interest on the Bonds as the same shall come due and payable (and interest from the due date to date of payment) and otherwise to observe the covenants contained in the Bonds and the proceedings with respect thereto all of which are included in the contract with the owners of the Bonds. The mandamus remedy, however, may be impracticable and difficult to enforce. Further, the right to enforce payment of the principal of or interest on the Bonds may be limited by bankruptcy, insolvency, reorganization, moratorium and similar laws and equitable principles, which may limit the specific enforcement of certain remedies.

In 1976, the New York Court of Appeals, the State's highest court, held in *Flushing National Bank* v. *Municipal Assistance Corporation for the City of New York*, 40 N.Y.2d 731 (1976), that the New York State legislation purporting to postpone the payment of debt service on New York City obligations was an unconstitutional moratorium in violation of the New York State constitutional faith and credit mandate included in all municipal debt obligations. While that case can be viewed as a precedent for protecting the remedies of Bondholders, there can be no assurance as to what a Court may determine with respect to future events, including financial crises as they may occur in the State and in municipalities of the State, that require the exercise by the State of its emergency and police powers to assure the continuation of essential public services. (See also, *Flushing National Bank* v. *Municipal Assistance Corporation for the City of New York*, 40 N.Y.2d 1088 (1977), where the Court of Appeals described the pledge as a direct Constitutional mandate.)

As a result of the Court of Appeals decision, the constitutionality of that portion of Title 6-A of Article 2 of the Local Finance Law enacted at the 1975 Extraordinary Session of the State legislature authorizing any county, city, town or village with respect to which the State has declared a financial emergency to petition the State Supreme Court to stay the enforcement against such municipality of any claim for payment relating to any contract, debt or obligation of the municipality during the emergency period, is subject to doubt. In any event, no such emergency has been declared with respect to the Village.

Pursuant to Article VIII, Section 2 of the State Constitution, the Village is required to provide an annual appropriation of monies for the payment of due and payable principal of and interest on indebtedness. Specifically this constitutional provision states: "If at any time the respective appropriating authorities shall fail to make such appropriations, a sufficient sum shall be set apart from the first revenues thereafter received and shall be applied to such purposes. The fiscal officer of any county, city, town, village or school district may be required to set aside and apply such revenues as aforesaid at the suit of any holder of obligations issued for any such indebtedness." This constitutes a specific non-exclusive constitutional remedy against a defaulting municipality or school district; however, it does not apply in a context in which monies have been appropriated for debt service but the appropriating authorities decline to use such monies to pay debt service. However, Article VIII, Section 2 of the Constitution of the State also provides that the fiscal officer of any county, city, town, village or school district may be required to set apart and apply such revenues at the suit of any holder of any obligations of indebtedness issued with the pledge of the faith of the credit of such political subdivision. In *Quirk* v. *Municipal Assistance Corp*., 41 N.Y.2d 644 (1977), the Court of Appeals described this as a "first lien" on revenues, but one that does not give holders a right to any particular revenues. It should thus be noted that the pledge of the faith and credit of a political subdivision in the State is a pledge of an issuer of a general obligation bond or note to use its general revenue powers, including, but not limited to, its property tax levy, to pay debt service on such obligations, but that such pledge may or may not be interpreted by a court of competent jurisdiction to include a constitutional or statutory lien upon any particular revenues. The Constitutional provision providing for first revenue set asides does not apply to tax anticipation notes, revenue anticipation notes or bond anticipation notes.

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

In prior years, certain events and legislation affecting a holder's remedies upon default have resulted in litigation. While courts of final jurisdiction have generally upheld and sustained the rights of bondholders and/or noteholders, such courts might hold that future events, including a financial crisis as such may occur in the State or in political subdivisions of the State, may require the exercise by the State or its political subdivisions of emergency and police powers to assure the continuation of essential public services prior to the payment of debt service.

## NO PAST DUE DEBT

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

## MUNICIPAL BANKRUPTCY

The undertakings of the Village should be considered with reference, specifically, to Chapter IX of the Bankruptcy Act, 11 U.S.C. §401, et seq., as amended ("Chapter IX") and, in general, to other bankruptcy laws affecting creditors' rights and municipalities. Chapter IX permits any political subdivision, public agency or instrumentality that is insolvent or unable to meet its debts (i) to file a petition in a Court of Bankruptcy for the purpose of effecting a plan to adjust its debts provided such entity is authorized to do so by applicable state law; (ii) directs such a petitioner to file with the court a list of a petitioner's creditors; (iii) provides that a petition filed under such chapter shall operate as a stay of the commencement or continuation of any judicial or other proceeding against the petitioner; (iv) grants priority to debt owed for services or material actually provided within three (3) months of the filing of the petition; (v) directs a petitioner to file a plan for the adjustment of its debts; and (vi) provides that the plan must be accepted in writing by or on behalf of creditors holding at least two-thirds (2/3) in amount or more than one-half (1/2) in number of the listed creditors.

Bankruptcy proceedings by the Village could have adverse effects on holders of bonds or notes including (a) delay in the enforcement of their remedies, (b) subordination of their claims to those supplying goods and services to the Village after the initiation of bankruptcy proceedings and to the administrative expenses of bankruptcy proceedings and (c) imposition without their consent of a reorganization plan reducing or delaying payment of the Bonds. The Bankruptcy Code contains provisions intended to ensure that, in any reorganization plan not accepted by at least a majority of a class of creditors such as the holders of general obligation bonds, such creditors will have the benefit of their original claim or the "indubitable equivalent". The effect of these and other provisions of the Bankruptcy Code cannot be predicted and may be significantly affected by judicial interpretation.

Accordingly, enforceability of the rights and remedies of the owners of the Bonds, and the obligations incurred by the Village, may become subject to Chapter IX and applicable bankruptcy, insolvency, reorganization, moratorium, or similar laws relating to or affecting the enforcement of creditor's rights generally, now or hereafter in effect, equity principles which may limit the specific enforcement under State law of certain remedies, the exercise by the United States of America of the powers delegated to it by the Constitution, the reasonable and necessary exercise, in certain exceptional situations, of the police powers inherent in the sovereignty of the State and its governmental bodies in the interest of serving a significant and legitimate public purpose and the limitations on remedies against public agencies in the State. Bankruptcy proceedings, or the exercise of powers by the federal or State government, if initiated, could subject the owners of the Bonds to judicial discretion, interpretation and of their rights in bankruptcy or otherwise, and consequently may entail risks of delay, limitation, or modification of their rights.

The State has consented (see Title 6-A of the Local Finance Law) that any municipality in the State may file a petition with any United States district court or court of bankruptcy under any provision of the laws of the United States, now or hereafter in effect for the composition or adjustment of municipal indebtedness. However, it is noted that there is no record of any recent filings by a New York municipality. Since the New York City fiscal crisis in 1975, the State has enacted legislation establishing financial control boards and fiscal stability authorities to monitor finance matters and restructure outstanding indebtedness for the cities of Yonkers, Troy and Buffalo and for the counties of Nassau and Erie.

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

The above references to the Bankruptcy Act are not to be construed as an indication that the Village is currently considering or expects to resort to the provisions of the Bankruptcy Act.

## FINANCIAL CONTROL BOARDS

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

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

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

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

Several municipalities in the State are presently working with the FRB. The Village has not applied to the FRB and does not reasonably anticipate submission of a request to the FRB for a comprehensive review of its finances and operations. School districts and fire districts are not eligible for FRB assistance.

## RISK FACTORS

There are certain potential risks associated with an investment in the Bonds, and investors should be thoroughly familiar with this Official Statement, including its appendices, in order to make an informed investment decision. Investors should consider, in particular, the following factors:

The Village's credit rating could be affected by circumstances beyond the Village's control. Economic conditions such as the rate of unemployment and inflation, termination of commercial operations by corporate taxpayers and employers, as well as natural catastrophes, could adversely affect the assessed valuation of Village property and its ability to maintain fund balances and other statistical indices commensurate with its current credit rating. As a consequence, a decline in the Village's credit rating could adversely affect the market value of the Bonds.

If and when an owner of any of the Bonds should elect to sell all or a part of the Bonds prior to maturity, there can be no assurance that a market will have been established, maintained and continue in existence for the purchase and sale of any of those Bonds. The market value of the Bonds is dependent upon the ability of holder to potentially incur a capital loss if such Bonds are sold prior to their maturity.

There can be no assurance that adverse events including, for example, the seeking by another municipality in the State or elsewhere of remedies pursuant to the Federal Bankruptcy Act or otherwise, will not occur which might affect the market price of and the market for the Bonds. In particular, if a significant default or other financial crisis should occur in the affairs of the State or any of its municipalities, public authorities or other political subdivisions thereby possibly further impairing the acceptability of obligations issued by those entities, both the ability of the Village to arrange for additional borrowing(s) as well as the market for and market value of outstanding debt obligations, including the Bonds, could be adversely affected.

The Village is dependent in part upon financial assistance from the State in the form of State aid as well as grants and loans to be received ("State Aid"). The availability of such monies and the timeliness of such payment may be affected by a delay in the adoption of the State budget, the State's economy and financial condition and other circumstances. State aid appropriated and apportioned to the Village can be paid only if the State has such monies available therefore. The Village's receipt of State aid may be delayed as a result of the State's failure to adopt its budget timely and/or to appropriate State Aid to municipalities and school districts. Should the Village fail to receive all or a portion of the amounts of State Aid expected to be received from the State in the amounts and at the times anticipated, occasioned by a delay in the payment of such moneys or by a reduction in State Aid or its elimination, the Village is authorized pursuant to the Local Finance Law ("LFL") to provide operating funds by borrowing in anticipation of the receipt of such uncollected State Aid, however, there can be no assurance that, in such event, the Village will have market access for any such borrowing on a cost effective basis. (See also "*Impacts of COVID-19*" and "*State Aid*" herein.)

Future amendments to applicable statutes whether enacted by the State or the United States of America affecting the treatment of interest paid on municipal obligations, including the Bonds, for income taxation purposes could have an adverse effect on the market value of the Bonds (see "*Tax Matters*" herein).

The enactment of the Tax Levy Limit Law, which imposes a tax levy limitation upon municipalities, school districts and fire districts in the State, including the Village, without providing exclusion for debt service on obligations issued by municipalities and fire districts, may affect the market price and/or marketability for the Bonds. (See "*The Tax Levy Limit Law*" herein.)

Federal or State legislation imposing new or increased mandatory expenditures by municipalities, school districts and fire districts in the State, including the Village could impair the financial condition of such entities, including the Village and the ability of such entities, including the Village to pay debt service on their respective obligations. An outbreak of disease or similar public health threat, such as the COVID-19 outbreak, or fear of such an event, could have an adverse impact on the Village's financial condition and operating results by potentially delaying the receipt of real property taxes or resulting in a delay or reduction by the State in the payment of State aid. The COVID-19 outbreak had spread globally, including to the United States, had been declared a pandemic by the World Health Organization and caused the Federal government to declare a national state of emergency. The State also initially declared a state of emergency and the Governor took steps designed to mitigate the spread and impacts of COVID-19. The outbreak of COVID-19 and the dramatic steps taken by the State to address it negatively impacted the State's economy and financial condition. (See "*Impact of COVID-19*" and "*State Aid*" herein.)

## CYBERSECURITY

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

## LITIGATION

The Village is subject to a number of lawsuits in the ordinary conduct of its affairs. In the opinion of the Village Attorney, such suits, individually or in the aggregate, are not likely to have a material adverse effect on the financial condition of the Village.

The Village is a defendant in numerous pending tax certiorari proceedings, the results of which cannot be determined at this time. Any future refunds resulting from adverse settlements will be funded in the year payments are made. (See "*Tax Certiorari Matters*" in Appendix A, herein.)

## TAX MATTERS

### *Opinion of Bond Counsel*

In the opinion of Hawkins Delafield & Wood LLP, Bond Counsel to the Village, under existing statutes and court decisions and assuming continuing compliance with certain tax certifications described herein, (i) interest on the Bonds is 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) interest on the Bonds is not treated as a preference item in calculating the alternative minimum tax under the Code, however for tax years beginning after December 31, 2022, interest on the Bonds is included in the "adjusted financial statement income" of certain corporations that are subject to the alternative minimum tax under Section 55 of the Code. The Tax Certificate of the Village (the "Tax Certificate"), which will be delivered concurrently with the delivery of the Bonds will contain provisions and procedures relating to compliance with applicable requirements of the Code. In rendering its opinion, Bond Counsel has relied on certain representations, certifications of fact, and statements of reasonable expectations made by the Village in connection with the Bonds, and Bond Counsel has assumed compliance by the Village with certain ongoing provisions and procedures set forth in the Tax Certificate relating to compliance with applicable requirements of the Code to assure the exclusion of interest on the Bonds from gross income under Section 103 of the Code.

In addition, in the opinion of Bond Counsel to the Village, under existing statutes, interest on the Bonds is exempt from personal income taxes of New York State and its political subdivisions, including The City of New York.

Bond Counsel expresses no opinion as to any other federal, state or local tax consequences arising with respect to the Bonds, or the ownership or disposition thereof, except as stated above. Bond Counsel renders its opinion under existing statutes and court decisions as of the issue date, and assumes no obligation to update, revise or supplement its opinion to reflect any action thereafter taken or not taken, any fact or circumstance that may thereafter come to its attention, any change in law or interpretation thereof that may thereafter occur, or for any other reason. Bond Counsel expresses no opinion as to the consequence of any of the events described in the preceding sentence or the likelihood of their occurrence. In addition, Bond Counsel expresses no opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel regarding federal, state or local tax matters, including, without limitation, exclusion from gross income for federal income tax purposes of interest on the Bonds.

### *Certain Ongoing Federal Tax Requirements and Certifications*

The Code establishes certain ongoing requirements that must be met subsequent to the issuance and delivery of the Bonds in order that interest on the Bonds be and remain excluded from gross income under Section 103 of the Code. These requirements include, but are not limited to, requirements relating to use and expenditure of gross proceeds of the Bonds, yield and other restrictions on investments of gross proceeds, and the arbitrage rebate requirement that certain excess earnings on gross proceeds be rebated to the federal government. Noncompliance with such requirements may cause interest on the Bonds to become included in gross income for federal income tax purposes retroactive to their issue date, irrespective of the date on which such noncompliance occurs or is discovered. The Village, in executing the Tax Certificate, will certify to the effect that the Village will do and perform all acts and things necessary or desirable to assure the exclusion of interest on the Bonds from gross income under Section 103 of the Code.

### *Certain Collateral Federal Tax Consequences*

The following is a brief discussion of certain collateral federal income tax matters with respect to the Bonds. It does not purport to address all aspects of federal taxation that may be relevant to a particular owner of a Bond. Prospective investors, particularly those who may be subject to special rules, are advised to consult their own tax advisors regarding the federal tax consequences of owning and disposing of the Bonds.

Prospective owners of the Bonds should be aware that the ownership of such obligations may result in collateral federal income tax consequences to various categories of persons, such as corporations (including S corporations and foreign corporations), financial institutions, property and casualty and life insurance companies, individual recipients of Social Security and railroad retirement benefits, individuals otherwise eligible for the earned income tax credit, and taxpayers deemed to have incurred or continued indebtedness to purchase or carry obligations the interest on which is excluded from gross income for federal income tax purposes. Interest on the Bonds may be taken into account in determining the tax liability of foreign corporations subject to the branch profits tax imposed by Section 884 of the Code.

### *Original Issue Discount*

“Original issue discount” (“OID”) is the excess of the sum of all amounts payable at the stated maturity of a Bond (excluding certain “qualified stated interest” that is unconditionally payable at least annually at prescribed rates) over the issue price of that maturity. In general, the “issue price” of a maturity (a bond with the same maturity date, interest rate, and credit terms) means the first price at which at least 10 percent of such maturity was sold to the public, i.e., a purchaser who is not, directly or indirectly, a signatory to a written contract to participate in the initial sale of the Bonds. In general, the issue price for each maturity of Bonds is expected to be the initial public offering price set forth on the cover page of the Official Statement. Bond Counsel further is of the opinion that, for any Bond having OID (a “Discount Bond”), OID that has accrued and is properly allocable to the owners of the Discount Bond under Section 1288 of the Code is excludable from gross income for federal income tax purposes to the same extent as other interest on the Bond.

In general, under Section 1288 of the Code, OID on a Discount Bond accrues under a constant yield method, based on periodic compounding of interest over prescribed accrual periods using a compounding rate determined by reference to the yield on that Discount Bond. An owner’s adjusted basis in a Discount Bond is increased by accrued OID for purposes of determining gain or loss on sale, exchange, or other disposition of such Bond. Accrued OID may be taken into account as an increase in the amount of tax-exempt income received or deemed to have been received for purposes of determining various other tax consequences of owning a Discount Bond even though there will not be a corresponding cash payment.

Owners of Discount Bonds should consult their own tax advisors with respect to the treatment of original issue discount for federal income tax purposes, including various special rules relating thereto, and the state and local tax consequences of acquiring, holding, and disposing of Discount Bonds.

### *Bond Premium*

In general, if an owner acquires a bond for a purchase price (excluding accrued interest) or otherwise at a tax basis that reflects a premium over the sum of all amounts payable on the bond after the acquisition date (excluding certain "qualified stated interest" that is unconditionally payable at least annually at prescribed rates), that premium constitutes "bond premium" on that bond (a "Premium Bond"). In general, under Section 171 of the Code, an owner of a Premium Bond must amortize the bond premium over the remaining term of the Premium Bond, based on the owner's yield over the remaining term of the Premium Bond determined based on constant yield principles (in certain cases involving a Premium Bond callable prior to its stated maturity date, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on such bond). An owner of a Premium Bond must amortize the bond premium by offsetting the qualified stated interest allocable to each interest accrual period under the owner's regular method of accounting against the bond premium allocable to that period. In the case of a tax-exempt Premium Bond, if the bond premium allocable to an accrual period exceeds the qualified stated interest allocable to that accrual period, the excess is a nondeductible loss. Under certain circumstances, the owner of a Premium Bond may realize a taxable gain upon disposition of the Premium Bond even though it is sold or redeemed for an amount less than or equal to the owner's original acquisition cost. Owners of any Premium Bond should consult their own tax advisors regarding the treatment of bond premium for federal income tax purposes, including various special rules relating thereto, and state and local tax consequences, in connection with the acquisition, ownership, amortization of bond premium on, sale, exchange, or other disposition of Premium Bonds.

### *Information Reporting and Backup Withholding*

Information reporting requirements apply to interest paid on tax-exempt obligations, including the Bonds. In general, such requirements are satisfied if the interest recipient completes, and provides the payor with, a Form W-9, "Request for Taxpayer Identification Number and Certification," or if the recipient is one of a limited class of exempt recipients. A recipient not otherwise exempt from information reporting who fails to satisfy the information reporting requirements will be subject to "backup withholding," which means that the payor is required to deduct and withhold a tax from the interest payment, calculated in the manner set forth in the Code. For the foregoing purpose, a "payor" generally refers to the person or entity from whom a recipient receives its payments of interest or who collects such payments on behalf of the recipient.

If an owner purchasing a Bond through a brokerage account has executed a Form W-9 in connection with the establishment of such account, as generally can be expected, no backup withholding should occur. In any event, backup withholding does not affect the excludability of the interest on the Bonds from gross income for federal income tax purposes. Any amounts withheld pursuant to backup withholding would be allowed as a refund or a credit against the owner's federal income tax once the required information is furnished to the Internal Revenue Service.

### *Miscellaneous*

Tax legislation, administrative actions taken by tax authorities, or court decisions, whether at the federal or state level, may adversely affect the tax-exempt status of interest on the Bonds under federal or state law or otherwise prevent beneficial owners of the Bonds from realizing the full current benefit of the tax status of such interest. In addition, such legislation or actions (whether currently proposed, proposed in the future, or enacted) and such decisions could affect the market price or marketability of the Bonds.

Prospective purchasers of the Bonds should consult their own tax advisors regarding the foregoing matters.

## LEGAL MATTERS

Legal matters incident to the authorization, issuance and sale of the Bonds will be subject to the final approving opinion of Hawkins Delafield & Wood LLP, Bond Counsel to the Village with respect to the Bonds. The form of which are set forth in Appendix D, hereto.

## DISCLOSURE UNDERTAKING

In order to assist the purchasers in complying with Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended ("Rule 15c2-12") with respect to the Bonds, the Village will execute an Undertaking to Provide Continuing Disclosure for the Bonds, the form of which is attached hereto as Appendix E.

### *Compliance History*

On June 1, 2021, the Village filed a material event notice for the failure to include the "*Constitutional Tax Margin*" subsection of Appendix A in its Annual Financial Information and Operating Data for the fiscal years ended May 31, 2018, 2019 and 2020.

## RATING

On May 10, 2023, Standard & Poor's Ratings Services ("S&P") reaffirmed its "AAA" credit rating and applied such rating to the Bonds.

On November 21, 2022, Moody's Investors Service, Inc. ("Moody's") affirmed its "Aa2" credit rating on the outstanding uninsured general obligation debt of the Village. The Village has not applied to Moody's for a rating on the Bonds.

Such ratings reflect only the views of S&P and Moody's and any desired explanation of the significance of such ratings should be obtained from such rating agencies at the following address: Moody's Investors Service, Inc., 7 World Trade Center at 250 Greenwich Street, New York, New York 10007 and Standard & Poor's Ratings Services, 55 Water Street, New York, NY 10041. There is no assurance that such ratings will continue for any given period of time or that one or more will not be revised downward or withdrawn entirely by the rating agency that issued it, if, in the judgment of such rating agency, circumstances so warrant. Any such downward revision or withdrawal of any such rating may have an adverse effect on the market price of the Bonds.

## MUNICIPAL ADVISOR

Capital Market Advisors, LLC, Great Neck and New York, New York (the "Municipal Advisor"), has served as the independent Municipal Advisor to the Village in connection with this transaction.

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

## ADDITIONAL INFORMATION

Additional information may be obtained from Dennis Morgan, CPA, Comptroller, 1 College Place, Rockville Centre, New York, (516) 678-9228 or from the Village's Municipal Advisor, Capital Markets Advisors, LLC, 11 Grace Avenue, Suite 308, Great Neck, New York 11021, (516) 570-0340.

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

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

The Village hereby disclaims any obligation to update developments of the various risk factors or to announce publicly any revision to any of the forward-looking statements contained herein or to make corrections to reflect future events or developments except to the extent required by Rule 15c2-12 promulgated by the Securities and Exchange Commission.

Estimates and Forecasts. The statements contained in this Official Statement and the appendices hereto that are not purely historical are forward-looking statements. Such forward-looking statements can be identified, in some cases, by terminology such as "may," "will," "should," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "illustrate," "example," and "continue," or the singular, plural, negative or other derivations of these or other comparable terms. Readers should not place undue reliance on forward-looking statements. All forward-looking statements included in this Official Statement are based on information available to such parties on the date of this Official Statement, and the Village assumes no obligation to update any such forward-looking statements. The forward-looking statements included herein are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including, but not limited to, risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in various important factors. Accordingly, actual results may vary from the projections, forecasts and estimates contained in this Official Statement and such variations may be material.

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

VILLAGE OF ROCKVILLE CENTRE
NASSAU COUNTY, NEW YORK

By: ________________________
Nancy Howard
Village Administrator/Clerk-Treasurer

DATED: May ___, 2023

# APPENDIX A

## THE VILLAGE

# THE VILLAGE

## *General Information*

The Village, incorporated under the Village Law in 1893, is a residential community located on the south shore of Long Island, approximately five miles east of the New York City limits and twenty-one miles by rail from Pennsylvania Station in Manhattan.

Its population of 25,814 (U.S. Census Bureau, 2021 ACS 5-Year Estimate) makes it one of the larger villages in the State. The Village encompasses an area of approximately 3.3 square miles.

Commuting facilities include hourly train service provided by the Long Island Railroad. All railroad grade crossings have been eliminated and the station has an escalator and an elevator for the handicapped to access the elevated platform. A network of bus lines offers public transportation to the New York City subways in Jamaica and to Hempstead, Freeport, Long Beach and to nearly all other Nassau County communities. There is bus and taxi service within the Village.

The Village enjoys all modern public services, such as the municipally-owned and operated electric generating plant and distribution system, and water pumping treatment and storage facilities along with its own distribution system.

A sanitary sewer system was installed over 50 years ago. Collection sewers, which are maintained by the Village, empty into the Nassau County sewage disposal system.

The Village has its own Police Force of 57 personnel with all vehicles equipped for two-way radio communication. The Fire Department, with approximately 328 volunteers, has up-to-date fire-fighting equipment.

The Recreation Department is a special part of Village life. Oriented toward a community with a broad range of interests, programs are offered in sports, creative expression and cultural activities.

The Village has its own Senior Center which offers socialization, transportation, classes and health screenings to the Village's increasing senior population. One full-time social worker provides aid and counseling to senior citizens. There are three senior citizen housing developments in the Village that provide 309 living units. One of these developments, the Halandia Senior Citizen Housing Complex, built under the Federal Section 8 Housing Assistance program, was the last parcel of land in the Rockville Centre Urban Renewal Project.

The Phillips House Museum is owned and maintained by the Village and is staffed by volunteers. There are changing exhibits, classes and special programs including an annual spring tour of Village homes and trips to nearby historic sites.

The Guild for the Arts presents occasional concerts and sponsors the annual July fireworks display that commemorates the Village's incorporation.

Molloy College, middle and senior public high schools, five grade schools, a full service public library and a Roman Catholic grade school constitute the educational facilities located in the Village.

Churches of most denominations and two synagogues are located in the Village. The Diocesan Headquarters of the Diocese of Rockville Centre embraces all of the Counties of Nassau and Suffolk and is located in the Village.

Mercy Hospital, with a bed capacity of 375, an 18 bed cancer care unit for the terminally ill, plus emergency and out-patient facilities, services the Village and adjacent communities. There are six professional medical centers located in the Village.

The Village has long been known for its banking facilities. Branches of many of the larger commercial banks in the country, and branches of some of the large metropolitan savings banks are located in the Central Business District of the Village.

A diversified retail business section, that includes a significant number of restaurants, attracts patrons from surrounding communities as well as the Village. Twenty-six municipal parking fields, strategically located, accommodate shoppers and commuters and aid in traffic control by providing approximately 3,500 off-street parking spaces. The Village is known as a destination for dining out on the south shore of Long Island because of the number of quality restaurants.

Several areas of the Village are zoned for light industry. During recent years, the Village has seen an increase in the growth of office space provided to doctors, lawyers, CPA's, computer firms, and commerce by the use of new and renovated buildings. The Village's business district is located 15 minutes from Kennedy Airport and 35 minutes by train from mid-town Manhattan.

The Village has entered into agreements with Nassau County and the Federal Government to participate in Community Development Block Grant Programs. These monies are used to fully fund a wide range of projects such as: Youth Employment, Improvements for the Disabled, Senior Citizen Services and Acquisition and Expansion of Community Facilities.

By participation in Community Development Block Grant programs approximately $13 million in federal funds have been made available to the Village to implement said projects over 48 years.

## *Governmental Organization*

The governing body of the Village is the Board of Trustees which consists of the Mayor and four Trustees, all of whom are elected for four-year terms. There are two Village Justices who are the only other elected officials and who serve four-year terms. Elections are held every two years in odd number years. The Village Clerk/Treasurer, Village Attorney, Tax Assessor, Comptroller and other department heads are appointed by the Mayor with consent of the Board of Trustees.

## *Electric Utility*

The Village has owned and operated its own electric system since 1898. Recognizing that the availability of reliable, safe and low-cost electricity has been a hallmark of life in the Village, the Board of Trustees approved the construction of a new substation to increase the Village's ability to import electricity while improving the reliability of the distribution system. The Village now has a combined import and generation capacity that will meet projected demand and energy needs for residents and businesses well into the future.

The Village is currently importing approximately 99% of its energy needs on an annual basis with most of the energy coming from low-cost hydropower allocation and energy purchased via the NYISO day ahead market. The remaining 1% is provided through in-house generation. While the use of in-house generation has decreased as a result of the substation project and the deregulated energy market, the advantage of in-house generation was made clear during the Northeast blackout of 2003 and Superstorm Sandy. Though millions of people were without electricity during these events, electricity was still provided in the Village.

During fiscal year 2022, the electric system of the Village had a total output of approximately 214,049,000 kilowatt hours (kwh), which consists of 213,823,000 kwh of import and 226,000 kwh of in-house generation. During the year, the average rate paid by the Village electric customers was approximately 12.51 cents per kwh with sales of approximately 24,358,368 kwh.

## *Employees*

The Village provides services through 239 full-time equivalent employees. The majority of full-time Village employees are represented by the following labor organization:

| Labor Organizations | Number of Employees | Contract Expiration Date |
|---|---|---|
| Police Benevolent Association | 57 | December 31, 2027 |
| CSEA Supervisors Unit | 13 | May 31, 2026 |
| CSEA Local 1000 | 132 | May 31, 2026 |

Fire protection and rescue ambulance services are provided by the Village's Volunteer Fire Department with approximately 328 volunteers operating out of five firehouses.

## Investment Policy

Investment, in and of itself, is not a Village purpose. The Village, however, is authorized to temporarily invest moneys on hand pending their ultimate use for Village purposes. Pursuant to State statutes, the Village is permitted to invest only in the following investments: (1) special time deposits in, or certificates of deposits issued by, a bank or trust company located and authorized to do business in the State; (2) obligations of the United State of America; (3) obligations guaranteed by agencies of the United States of America where the payment of principal and interest is guaranteed by the United States of America; (4) obligations of the State; (5) with the approval of the State Comptroller, tax anticipation notes and revenue anticipation notes issued by any New York municipality or district corporation, other than the Village; (6) obligations of New York public benefit corporations which are made lawful investments in which the Village may invest pursuant to another provision of law; (7) certain certificates of participation issued on behalf of political subdivisions of the State; and, (8) in the case of Village moneys held in certain reserve funds established pursuant to law, obligations issued by the Village. These statutes further require that all bank deposits, in excess of the amount insured under the Federal Deposit Insurance Act, be secured by a pledge of eligible securities, as that term is defined in the law. The Village has an adopted investment policy which complies with the statutes as described above.

## Population Characteristics

The Village's population has shown the following trends:

| | 2020 | 2010 | 2000 | 1990 | 1980 | 1970 |
|---|---|---|---|---|---|---|
| New York State | 20,201,249 | 19,378,102 | 18,976,457 | 17,990,455 | 17,558,165 | 18,241,391 |
| Nassau County | 1,395,774 | 1,339,532 | 1,334,544 | 1,287,348 | 1,321,582 | 1,428,838 |
| Town of Hempstead | 793,409 | 759,757 | 755,924 | 725,639 | 738,517 | 801,592 |
| Village of Rockville Centre | 26,016 | 24,023 | 24,568 | 24,727 | 25,405 | 27,444 |

Source: United States Department of Commerce, Bureau of the Census

## Unemployment Rate Statistics

Figures in this section are historical and do not speak to current or projected employment rates. Unemployment drastically increased in March 2020 due to the COVID-19 global pandemic. (See "*RISK FACTORS*" herein.)

Yearly Averages

| | 2018 | 2019 | 2020 | 2021 | 2022 |
|---|---|---|---|---|---|
| Village of Rockville Centre | 3.3% | 3.1% | 6.8% | 4.1% | 2.7% |
| Nassau County | 3.5% | 3.3% | 8.0% | 4.5% | 2.9% |
| New York State | 4.1% | 3.9% | 9.8% | 7.0% | 4.3% |

2023 Monthly Figures

| | Jan | Feb | Mar |
|---|---|---|---|
| Village of Rockville Centre | 2.7% | 2.6% | 2.3% |
| Nassau County | 3.2% | 3.0% | 2.7% |
| New York State | 4.6% | 4.5% | 4.0% |

Source: State of New York, Department of Labor. (Note: Figures not seasonally adjusted).

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### *Budgetary Procedures*

The Comptroller is the Budget Officer of the Village. The Budget Officer sends budget request forms to the various departments and the approximate timetable for budget development is as follows:

| | |
|---|---|
| January 10 | Comptroller's pro forma budget workpapers to all Department Heads. |
| January 25 | All Department Heads return estimates to Comptroller. |
| March 20 | Tentative budget filed with Village Clerk by this date. |
| March 20-March 30 | Notice of Public Hearing published. |
| April 15 | Public Hearing on budget by this date. |
| May 1 | Adoption of budget and salary scale and setting of tax rate by this date. |

Note: The budget is not subject to referendum.

### *Capital Planning and Budgeting*

The Board of Trustees has not formally adopted a capital program. Section 99-g of the General Municipal Law calls for a six-year program; such program is permissive, not mandatory. However, the Village has developed a five-year plan for projects, in order to establish priorities and determine impact on the tax rate of the Village.

### *State Aid and Other Revenue Matters*

The Village also receives certain State aid (per capita, programmatic aid and mortgage tax). In the General Fund budget for the 2022 fiscal year, State Aid represents approximately 3.0% of the operating revenues.

If the State should experience difficulty in borrowing funds in anticipation of the receipt of State taxes in order to pay State aid to municipalities and school districts in the State, including the Village, in any year, the Village may be affected by a delay in the receipt of State aid until sufficient State taxes have been received by the State to make State aid payments. Additionally, if the State should not adopt its budget in a timely manner, municipalities and school districts in the State, including the Village, may be affected by a delay in the payment of State aid.

The State is not constitutionally obligated to maintain or continue State aid to the Village. No assurance can be given that present State aid levels will be maintained in the future. There can be no assurance that the State's financial position will not change materially and adversely from current projections. State budgetary restrictions which eliminate or substantially reduce State aid could have a material adverse effect upon the Village, requiring either a counterbalancing increase in revenues from other sources to the extent available, or a curtailment of expenditures. (See also "*RISK FACTORS*" and "*Impacts of COVID-19*" herein.)

The State receives a substantial amount of federal aid for health care, education, transportation and other governmental purposes, as well as federal funding to respond to, and recover from, severe weather events and other disasters. Many of the policies that drive this federal aid may be subject to change under the federal administration and the current Congress. Current federal aid projections, and the assumptions on which they rely, are subject to revision in the future as a result of changes in federal policy, the general condition of the global and national economies and other circumstances.

The amount of State aid to municipalities, including the Village, and school districts in the State is dependent in part upon the financial condition of the State. Due to the outbreak of COVID-19, the Governor initially declared a state of emergency and took steps designed to mitigate the spread and impacts of COVID-19. The outbreak of COVID-19 and the dramatic steps taken by the State to address it negatively impacted the State's economy and financial condition; however, the State has generally rebounded to pre-COVID economic and financial conditions. If the financial condition of the State is negatively impacted again in the future, the State will be required to take certain gap-closing actions. Such actions may include but are not limited to: reductions in State agency operations and/or delays or reductions in payments to local governments in the State. If this were to occur, reductions in the payment of State aid could adversely affect the financial condition of local governments in the State, including the Village.

Should the Village fail to receive State aid expected from the State in the amounts and at the times expected, occasioned by a delay in the payment of such monies or by a mid-year reduction in State aid, the Village is authorized by the Local Finance Law to provide operating funds by borrowing in anticipation of the receipt of uncollected State aid.

The Aid and Incentives for Municipalities ("AIM") program provides State aid to all of the State's cities (other than New York City), and 141 towns and villages. AIM was funded at $656.1 million in the 2021-22 Enacted State Budget. The 2019-20 Enacted State Budget reduced AIM funding by $59 million, eliminating aid for 1,325 towns and villages determined to be less reliant on AIM. At that time, the State established AIM-Related payments which continued funding for the impacted towns and villages in the amounts that they had previously received through AIM in State Fiscal Year 2018-2019. OSC is required to withhold certain county sales tax revenues and to make AIM-Related payments, paid in December and May each year, pursuant to Chapter 59 of the Laws of 2019.

The $59 million reduction in the AIM program eliminated funding for those municipalities where the State deemed it was not necessary or significant, and provided that funding to those municipalities by intercepting $59 million of sales tax revenue before any normal revenue share of sales tax occurred. The 2022-23 State Budget maintained the AIM program at its current level; however, the budget did put an end to the intercept of local sales tax to pay the $59 million in AIM-Related payments for 479 villages and 846 towns. The 2023-24 State budget maintains the AIM program at its current level.

The follow table sets forth total General Fund revenues and State aid received for each of the last five fiscal years and the amounts budgeted for the current and upcoming fiscal years.

**General Fund Revenues & State Aid**

| Fiscal Year Ended May 31: | Total Revenues | State Aid | Ratio of State Aid to Total Revenues |
|---|---|---|---|
| 2018 | $44,967,585 | $ 974,133 | 2.17% |
| 2019 | 44,744,469 | 1,041,116 | 2.33 |
| 2020 | 44,020,145 | 1,150,567 | 2.61 |
| 2021 | 45,073,424 | 1,383,945 | 3.07 |
| 2022 | 45,713,518 | 1,380,624 | 3.02 |
| 2023 (Adopted Budget) | 47,663,354 | 1,023,671 | 2.15 |
| 2024 (Proposed Budget) | 51,957,839 | 1,071,671 | 2.06 |

Source: The Village's Audited Financial Statements, 2023 Adopted Budget, and 2024 Proposed Budget.

## *Employee Pension Benefits*

Substantially all employees of the Village eligible for pension or retirement benefits under the Retirement and Social Security Law of the State of New York ("Retirement System Law") are members of the New York State and Local Employees' Retirement System ("ERS") or the New York State and Local Police and Fire Retirement System ("PFRS"). It should be noted that the Village does not employ firefighters. Fire protection is provided through approximately 328 volunteers. (These systems are referred to collectively hereinafter as the "Retirement Systems" where appropriate). These Retirement Systems are cost-sharing multiple public employer retirement systems. The Retirement Systems offer a wide range of plans and benefits which are related to years of service and final average salary, vesting of retirement benefits, death and disability benefits and optional methods of benefit payments. The Retirement System Law generally provides that all participating employers in each retirement system are jointly and severally liable for any unfunded amounts. Such amounts are collected through annual billings to all participating employers. Generally, all employees, except certain part-time employees, participate in the Retirement Systems. The Retirement Systems are non-contributory with respect to members hired prior to July 27, 1976. All members hired on or after July 27, 1976 through and including December 31, 2009, must contribute 3% of gross annual salary toward the cost of retirement programs until they attain ten years in the Retirement System, at such time contribution become voluntary. Members hired after January 1, 2010 must contribute 3%, or more of their gross annual salary toward the cost of retirement programs for the duration of their employment.

Pension reform enacted by New York State changed the billing cycle for employer contributions to the ERS and PFRS retirement systems to match budget cycles of the Village. Under the previous method, the Village was not provided with the required payment until after its budget was implemented. Under the reforms implemented, the employer contribution for a given fiscal year are based on the value of the pension fund on the prior April 1, instead of the following April 1. As a result, the Village is notified of and can include the actual cost of the employer contribution in its budget. The law also requires a minimum payment of 4.5% of payroll each year, including years in which investment performance of the fund would make a lower employer contribution possible. The pension payment date for all local governments was changed from December 15 to February 1.

During its 2004 Session the New York State Legislature enacted pension relief which among other things changed the pension payment date for all local governments from December 15 to February 1. The New York State Retirement System has advised the Village that municipalities can elect to make employer contribution payments in the December or the following February, as required. If such payments are made in the December prior to the scheduled payment date in February, such payments may be made at a discount amount. The Village has prepaid its employer contributions each December at the discounted amount since the option was made available in 2004.

On March 16, 2012, the Governor signed into law the new Tier 6 pension program, effective for new ERS and PFRS employees who join on or after April 1, 2012. The Tier 6 legislation provides for increased employee contribution rates of between 3% and 6%, an increase in the retirement age from 62 to 63 years, a readjustment of the pension multiplier, and a change in the time period for final average salary calculation from three years to five years. As of April 9, 2022, Tier 5 and 6 members only need five years of service credit to be vested. This affects members of both ERS and PFRS. Previously, Tier 5 and 6 members needed 10 years of service to be eligible for a service retirement benefit Tier 6 employees will vest in the system after five years of employment and will continue to make employee contributions throughout employment.

Village employees who are members of the ERS are divided into Tiers 1 thru 6. Village police officers who are members of PFRS are divided into Tiers 2, 5 and 6. The plans adopted for ERS and PFRS employees are noncontributory for Tiers 1 and 2. Tiers 3, 4 and 5 require a 3% employee contribution from members. ERS and PFRS members hired after April 1, 2012 are in Tier 6, which originally had a 3% contribution requirement for members for FY 12-13; however, as of April 1, 2013, Tier 6 PFRS members are required to contribute between 3% and 6% percent dependent on their annual salary, for their entire working career.

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

It is anticipated that the employer contribution rate for the State's Retirement System in future years may be higher than the minimum contribution rate established under applicable law. Since 2010, various forms of legislation have been enacted to allow local governments and school districts the option of amortizing required contributions to the Retirement System. However, although these options reduce near term payments, it will require higher than normal contributions in later years. The Village has not found it necessary to amortize any payments to the retirement system to date; however, the option to do so in future years is expected to be made available to the Village through these various forms of legislation.

In 2013, the State approved a Stable Contribution Option ("SCO"), which modified its existing SCO adopted in 2010 that gives municipalities the ability to better manage the spikes in Actuarially Required Contribution rates ("ARCs"). Each plan allows municipalities to pay the SCO amount in lieu of the ARC amount, which is higher, and defer the difference in payment amounts as described below. The Village will not be participating in the SCO plan at this time; however, the Village has the option to do so in future years in accordance with existing legislation.

Payments by the Village to the Retirement Systems for the past five years are as follows:

| | ERS | PFRS |
|---|---|---|
| 2019 | $1,211,297 | $1,934,764 |
| 2020 | 1,800,479 | 1,889,044 |
| 2021 | 1,990,953 | 2,011,429 |
| 2022 | 2,059,312 | 2,527,598 |
| 2023 | 1,424,673 | 2,539,184 |

Source: Office of the Village Comptroller.

## *Other Post Employment Benefits*

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

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

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

The Village's total OPEB liability as of May 31, 2022 was $138,854,492 using a discount rate of 3.70% and actuarial assumptions and other inputs as described in the Village's Other Post Employment Benefits Report for fiscal year ended May 31, 2022.

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

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

Legislation has been introduced to create an optional investment pool to help the State and local governments fund retiree health insurance and OPEB. The proposed legislation would authorize the creation of irrevocable OPEB trusts so that the State and its local governments can help fund their OPEB liabilities, establish an OPEB investment fund in the sole custody of the State Comptroller for the investment of OPEB assets of the State and participating eligible local governments, designate the president of the Civil Service Commission as the trustee of the State's OPEB trust and the governing boards as trustee for local governments and allow school districts to transfer certain excess reserve balances to an OPEB trust once it is established. Under the proposed legislation, there would be no limits on how much a local government can deposit into the trust. The Village cannot predict whether such legislation will be enacted into law in the foreseeable future.

## *Impacts of COVID-19*

On March 11, 2021, President Biden signed into law the American Rescue Plan Act of 2021 ("ARPA"). Included in this bill was $350 billion in direct aid to state and local governments. Payments to local governments were made in two tranches, the first half 60 days after enactment and the second half one year later. The funding is available through, and must be spent by, the end of calendar year 2026.

Specifically, eligible uses of the aid include: (i) revenue replacement for the provision of government services to the extent the reduction in revenue is due to the COVID-19 public health emergency relative to revenues collected in the most recent fiscal year prior to the emergency; (ii) premium pay for essential workers; (iii) assistance to small businesses, households, and hard-hit industries, and economic recovery; and (iv) investments in water, sewer and broadband infrastructure. The bill also contains two restrictions on eligible uses: (i) funds cannot be used to directly or indirectly offset tax reductions or delay a tax increase; and (ii) funds cannot be deposited into any pension fund.

The Village has received funds from the Coronavirus Aid, Relief and Security Act (CARES Act) and the American Rescue Plan Act (ARPA) in the amounts of $28,505.51 on May 4, 2021 and $1,253,851.40 on July 28, 2021 and $5,119.18 on August 30, 2021, respectively. The Village will utilize the funds for ventilation upgrades, police and fire safety vehicles, and other building upgrades.

## FINANCIAL INFORMATION

### *Trend of Valuations and Debt*

| Fiscal Year Ended May 31: | 2019 | 2020 | 2021 | 2022 | 2023 |
|---|---|---|---|---|---|
| Valuations: | | | | | |
| Assessed Valuation (Taxable) | $ 59,610,365 | $ 59,430,459 | $ 59,686,723 | $59,799,405 | $59,889,248 |
| State Equalization Rate | 1.34% | 1.29% | 1.24% | 1.13% | 1.16% |
| Full Value | $4,448,534,701 | $4,607,012,326 | $4,813,445,403 | $5,291,982,743 | $5,162,866,207 |
| Debt Outstanding: | | | | | |
| End of Year: | | | | | |
| Subject to Debt Limit | $29,745,000 | $37,025,069 | $33,038,917 | $44,215,491 | $ 48,203,184 |
| Not Subject to Debt Limit | 33,330,000 | 20,064,931 | 18,221,083 | 16,344,509 | 16,661,816 |
| Total Debt Outstanding | $63,075,000 | $57,090,000 | $51,260,000 | $60,560,000 | 64,865,000 |
| Total Debt as a Percentage of: | | | | | |
| Assessed Valuation | 102.24% | 96.06% | 85.88% | 101.27% | 108.31% |
| Full Valuation | 1.40% | 1.24% | 1.06% | 1.14% | 1.26% |

### *Constitutional Tax Margin*

For the fiscal years ending May 31, 2019 through May 31, 2023, the constitutional tax margins have been computed as follows:

| Fiscal Year Ended May 31: | 2019 | 2020 | 2021 | 2022 | 2023 |
|---|---|---|---|---|---|
| Five-Year Average Full Valuation | $4,107,131,688 | $4,186,320,398 | $4,327,281,674 | $4,484,078,498 | $4,864,768,276 |
| 2% of Five-Year Average Full Valuation | 82,142,634 | 83,726,408 | 86,545,633 | 89,681,570 | 97,295,366 |
| Total Exclusions | 4,189,813 | 4,257,476 | 3,734,427 | 3,371,204 | 3,088,680 |
| Total Village Taxing Power | 86,332,447 | 87,983,884 | 90,280,060 | 93,052,774 | 100,384,046 |
| Tax Levy for General Village Purposes | 29,819,715 | 30,582,639 | 31,462,388 | 33,079,620 | 33,851,833 |
| Constitutional Tax Margin | $56,512,732 | $57,401,245 | $58,817,672 | $59,973,154 | $66,532,213 |

### *Real Estate Taxes and Tax Collection Record*

| Fiscal Year Ended May 31: | 2019 | 2020 | 2021 | 2022 | 2023 |
|---|---|---|---|---|---|
| Tax Rate Per $1,000 Assessed: | $ 500.24 | $ 514.60 | $527.13 | $553.18 | $565.24 |
| Tax Levy and Tax Collections: Taxes on Roll | 29,819,715 | 30,582,639 | 31,462,388 | 33,079,620 | 33,851,833 |
| Additions/(Cancellations) During Year | 0 | 0 | 0 | 0 | 0 |
| Net Taxes: | 29,819,715 | 30,582,639 | 31,462,388 | 33,079,620 | 33,851,833 |
| Less: | | | | | |
| Collections During Year | $ 29,818,694 | $ 30,296,262 | $ 31,208,106 | $32,810,920 | $33,726,241 |
| Total Uncollected Taxes: | | | | | |
| End of Year | $1,021 | $286,377 | $254,282 | $268,700 | $125,592 |
| % Collected Taxes End of Year | 99.9% | 99.06% | 99.19% | 99.19% | 99.63% |

### *The Tax Levy Limit Law*

Prior to the enactment of Chapter 97 of the New York Laws of 2011, as amended, (the "Tax Levy Limit Law"), all the taxable real property within the Village has been subject to the levy of ad valorem taxes to pay the Bonds of the Village and interest thereon without limitation as to rate or amount. However, the Tax Levy Limit Law imposes a tax levy limitation upon the Village for any fiscal year commencing after January 1, 2012 continuing through June 15, 2020 (or later as provided in the Tax Levy Limit Law), without providing an exclusion for debt service on obligations issued by the Village. As a result, the power of the Village to levy real estate taxes on all the taxable real property within the Village is subject to statutory limitations imposed by the Tax Levy Limit Law.

The following is a brief summary of certain relevant provisions of Tax Levy Limit Law. The summary is not complete and the full text of the Tax Levy Limit Law should be read in order to understand the details and implications thereof.

The Tax Levy Limit Law imposes a limitation on increases in the real property tax levy of the Village, subject to certain exceptions. The Tax Levy Limit Law permits the Village to increase its overall real property tax levy over the tax levy of the prior year by no more than the "Allowable Levy Growth Factor", which is the lesser of one and two-one hundredths or the sum of one plus the Inflation Factor; provided, however that in no case shall the levy growth factor be less than one. The "Inflation Factor" is the quotient of: (i) the average of the 20 National Consumer Price Indexes determined by the United States Department of Labor for the twelve-month period ending six months prior to the start of the coming fiscal year minus the average of the National Consumer Price Indexes determined by the United States Department of Labor for the twelve-month period ending six months prior to the start of the prior fiscal year, divided by: (ii) the average of the National Consumer Price Indexes determined by the United States Department of Labor for the twelve-month period ending six months prior to the start of the prior fiscal year, with the result expressed as a decimal to four places. In addition, the calculation of the Tax Levy Limit for a given year is subject to an adjustment to reflect growth in the tax base and certain carryover amounts from year-to-year. The Village is required to calculate its tax levy limit for the upcoming year in accordance with the provision above and provide all relevant information to the New York State Comptroller prior to adopting its budget. The Tax Levy Limit Law sets forth certain exclusions to the real property tax levy limitation of the Village, including exclusions for certain portions of the expenditures for retirement system contributions and tort judgments payable by the Village. The Village Board may adopt a budget that exceeds the tax levy limit for the coming fiscal year, only if the Village Board first enacts, by a vote of at least sixty percent of the total voting power of the governing board of the Village, a local law to override such limit for such coming fiscal year.

The Tax Levy Limit Law does not contain an exception from the levy limitation for the payment of debt service on either outstanding general obligation bonds or notes of the Village or such indebtedness incurred after the effective date of the Tax Levy Limit Law. As such, there can be no assurances that the Tax Levy Limit Law will not come under legal challenge for violating (i) Article VIII, Section 12 of the State Constitution for not providing an exception for debt service on obligations issued prior to the enactment of the Tax Levy Limit Law, (ii) Article VIII, Section 10 of the State Constitution by effectively eliminating the exception for debt service to general real estate tax limitations, and (iii) Article VIII, Section 2 of the State Constitution by limiting the pledge of its faith and credit by a municipality or school district for the payment of debt service on obligations issued by such municipality or school district.

### *Tax Collection Procedure*

The Village collects its own taxes. Property taxes are collected semi-annually during the months of June and December without penalty. A 5% penalty for the first month is added to all taxes for the first half remaining unpaid after July 1, and for the second half remaining unpaid after December 31. There is an additional penalty of 1% per month on the uncollected portions on the first half effective August 1 and on the second half effective February 1. This additional penalty is adjusted in October of each year by the New York State Commissioner of Taxation and Finance in accordance with Section 924-a of the Real Property Tax Law. Such penalty shall in no event be less than one per centum per month. The Village holds Annual Tax Lien Sales for taxes and other charges that remain delinquent.

### *Tax Certiorari Matters*

From time to time the Village is involved in certiorari proceedings where taxpayers seek reduction in the assessed value of property upon which real property taxes are calculated. A reduction in assessed valuation may result in a refund of real property taxes previously paid by the claimant.

The following schedule is a compilation of the amounts budgeted and expenditures incurred by the Village for the refund of real property taxes.

| | 2019 | 2020 | 2021 | 2022 | 2023 |
|---|---|---|---|---|---|
| Adopted Budget | $550,000 | $950,000 | $847,000 | $869,023 | $850,000 |
| Expenditures | 254,800 | 166,463 | 795,942 | 347,722 | 310,214 |

There are numerous tax certiorari proceedings against the Village filed each year alleging over assessments of real property and seeking property tax refunds. The Village is unable to predict the outcome of these pending cases and future filings, but historically where refunds are granted they are considerably less than claimed by the petitioners. Nevertheless, annually the Village includes appropriations in its operating budget to pay tax certiorari claims. In the past the Village has been successful in structuring payouts over multiple fiscal years to stay within budgeted amounts. In the event that budgetary appropriations are not sufficient to pay any claims for which it is responsible in any given year or to mitigate the impact of any such claims on future budgets, the Village is authorized to under applicable law and may finance any judgment or settlement, if necessary.

### *Largest Taxpayers*

The following is a list of the ten largest taxpayers by assessed valuation of the Village for the year ended May 31, 2023.

| Name[(1)] | Type | Assessed Valuation |
|---|---|---|
| National Grid/KeySpan | Utility-Gas/Electric | $977,935 |
| Fairfield Properties | Apartment Buildings | 279,650 |
| 100 Merrick Road LLC | Professional Building | 250,000 |
| RVC Associates | Professional Building | 219,543 |
| Public Storage | Storage Facility | 176,852 |
| MJER 2000 LLC | Hotel | 165,000 |
| HCRI NY-NJ Properties | Professional Building | 160,000 |
| PickQuick RVC LLC | Shopping Center | 154,284 |
| CAF Rockville Centre LLC | Professional Building | 138,263 |
| Brixmor SPE 2 LLC | Shopping Center | 138,087 |

(1) Currently there are no tax certiorari proceedings with the Village for these taxpayers

## OTHER INFORMATION

### *Financial Statements and Independent Audits*

Although not required by State law, the Village has, for many years past, made it a practice to have an independent audit of its books, including those of the electric and water departments. The audit for the fiscal year ended May 31, 2022 was completed by the firm of BST Co. CPAs, LLP. A link to the report can be found in Appendix C. The audit for the fiscal year ended May 31, 2023 is expected to be released in December 2023. In addition, the financial affairs of the Village are subject to periodic audit by the State Comptroller, i.e. the Division of Local Government and School Accountability.

The accounting policies for the General Village Funds of the Village conform to those prescribed by the New York State Comptroller in its “Uniform System of Accounts for Villages”. In general, revenue and expense transactions are recorded on a modified accrual basis. However, the Electric and Water Funds are recorded on a full accrual basis.

Capital additions are not recorded as assets in the Village’s General Fund, and depreciation is not provided. However, the Village does comply with the GASB Statement No. 34 that requires additional financial statements for the General Fund where capital additions and depreciation are recorded. Amounts authorized by the Board of Trustees for capital additions are recorded in the Capital, Electric and Water Funds along with proceeds from the issuance of bond anticipation notes and expenditures for such additions. Principal and interest payments for bonds are recorded in the Debt Service, Electric and Water Funds.

The accounting policies of the Village's utility funds conform to those prescribed by the Public Service Commission of the State.

The auditing procedures of the State Comptroller are in accordance with the laws of the State. The books and accounts of the Electric Department are subject to audit by a State regulating agency.

Summary statements of the results of operations for various funds, shown in Appendix B of this Official Statement, have been derived from the annual, audited, and unaudited financial reports of the Village and are provided in memorandum form for informational purposes only. The summaries themselves have not been audited.

### *Basis of Accounting*

The Village maintains its records and reports on the modified accrual basis of accounting for recording transactions in all governmental funds. Under this method, (1) revenues are recorded when received in cash except that for revenues which are material and susceptible to accrual (measurable and available to finance the current year's operations) which are recorded when earned, and (2) expenditures, other than retirement plan contributions, vacation and sick pay, and accrued interest are recorded at the time liabilities are incurred.

### *Annual Financial Report Update Document*

New York State General Municipal Law Article 3, Section 30 requires every municipal corporation to make an annual report of its financial condition available to the Office of the State Comptroller ("OSC"). This report is not audited or prepared in accordance with GAAP. Filing deadlines for this Annual Financial Report Update Document (unaudited) ("AUD") vary according to the municipal corporation's fiscal year end. The Village's filing deadline is 120 days after the close of the fiscal year. In recent years, the Village has filed its AUD in a timely manner and filed its 2022 AUD by the September 30, 2023 deadline. A copy of the AUD for fiscal year ended May 31, 2022 is available upon request.

### *Internal Service Funds*

As a result of a severe rise in the insurance rates for certain types of insurance, the State Legislature enacted Chapter 819, Laws of 1986, which amended certain provisions of the General Municipal Law so as to enable local government entities as defined in General Municipal Law, Section 2, to establish an insurance reserve fund out of which payment may be made for any loss, claim, action or judgment for which a municipal corporation is authorized or required to purchase or maintain insurance excepting for certain kinds of risks for which insurance is authorized pursuant to certain sections of the Insurance Law.

The Village established, effective January 6, 1987, a risk retention fund into which certain payments have been made and into which other payments as authorized by Chapter 819, Laws of 1986, will continue to be made until or unless the Board of Trustees determines in accordance with provisions of subdivision 13 of Section 1 of said Chapter that such fund is no longer needed.

With respect to certain types of risks for which the Village had formerly purchased insurance, specifically those covered by Automobile Liability, General Liability, Police Professional Liability, the Village has become a self-insurer.

No assurance can be given, of course, that the amount in such reserve fund will be sufficient to cover all of the Village's potential liabilities as a result of legal actions brought against it. To the extent that such insufficiencies occur, the Village may finance the same pursuant to the Local Finance Law. The Village has insurance coverage and an umbrella/excess policy in the amount of $10,000,000 for aggregate claims for its liability self insurance program in excess of $250,000. As of August, the Village has purchased a 1st dollar Workers Compensation and Volunteer Firefighters Benefit Law (VFBL) policy with Perma.

The program is administered by a professional program administrator and a claims administrator. Payments from the fund are supervised by the Village Comptroller, who has established the accounts as recommended by the program and claims administrators and approved by the Village.

### *The State Comptroller's Fiscal Stress Monitoring System and Compliance Reviews*

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

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

The most current applicable report of the State Comptroller designates the Village as "no designation" with a Fiscal Score of 0.0% and an Environmental Score of 0.0%

The financial affairs of the Village are subject to periodic compliance reviews by OSC to ascertain whether the Village has complied with the requirements of various State and federal statutes.

See the State Comptroller's official website for more information regarding the foregoing. References to websites and/or website addresses presented herein are for informational purposes only. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not part of, this Official Statement.

## INDEBTEDNESS OF THE VILLAGE

### *Constitutional Requirements*

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

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

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

**General**. The Village is further subject to constitutional limitation by the general constitutionally imposed duty of the State Legislature to restrict the power of taxation and contracting indebtedness to prevent abuses in the exercise of such powers. As has been noted under "NATURE OF OBLIGATION", the State Legislature is prohibited by a specific constitutional provision from restricting the power of the Village to levy taxes on real estate for the payment of interest on or principal of indebtedness theretofore contracted. However, the Chapter 97 of the New York Laws of 2011, as amended, imposes a statutory limitation on the Village's power to increase its annual tax levy, unless the Village complies with certain procedural requirements to permit the Village to levy certain year-to-year increases in real property taxes. (See "*The Tax Levy Limit Law*" herein).

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

**Debt Limit**. The Village has the power to contract indebtedness for any Village purpose so long as the principal amount thereof shall not exceed seven per centum of the most recent five-year average full valuation of taxable real estate of the Village and subject to certain enumerated exclusions and deductions such as water and certain sewer facilities and cash appropriations for current debt service. The constitutional method for determining full valuation is by taking the assessed valuation of taxable real estate for the last completed assessment roll and applying thereto the final equalization rate as determined by the State Board of Real Property Services. The State Legislature is required to prescribe the manner by which such rate shall be determined. The average full valuation is determined by taking the sum of full valuations of such last completed assessment roll and the four preceding assessment rolls and dividing such sum by five.

## *Statutory Procedure*

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

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

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

The Local Finance Law also provides a twenty-day statute of limitations after publication of a bond resolution, which, in effect, estops thereafter legal challenges to the validity of obligations authorized by such bond resolution, except for alleged constitutional violations. Except on rare occasions, the Village complies with this estoppel procedure. It is a procedure that is recommended by Bond Counsel, but it is not an absolute legal requirement.

Each bond resolution also authorizes the issuance of bond anticipation notes prior to the issuance of any bonds. Statutory law in New York permits bond anticipation notes to be issued. Bond anticipation notes may be renewed each year, provided annual principal installment payments are made in reduction of the total amount of such notes, commencing no later than two years after the date of the first of such notes and provided that, other than for assessable projects, such renewals do not extend five years beyond the original date of borrowing. However, notes issued in anticipation of the sale of serial bonds for assessable improvements are not subject to such five-year limit and may be renewed subject to annual reductions of principal for the entire period of probable usefulness of the purpose for which such notes were originally issued. (See "*Payment and Maturity*" under "*Constitutional Requirements*" herein.)

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

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

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### *Computation of Debt Limit*

The following table sets forth the calculation of the Village's debt limit as of May 31, 2023.

| Fiscal Year Ending May 31: | Assessed Valuation of Taxable Real Estate | State Equalization Rate | Full Valuation of Taxable Real Estate |
|---|---|---|---|
| 2019 | $59,610,365 | 1.34% | $4,448,534,701 |
| 2020 | 59,430,459 | 1.29 | 4,607,012,326 |
| 2021 | 59,686,723 | 1.24 | 4,813,445,403 |
| 2022 | 59,799,405 | 1.13 | 5,291,982,743 |
| 2023 | 59,889,248 | 1.16 | 5,162,866,207 |

| | |
|---|---|
| Total five year full valuation | $24,323,841,380 |
| Five year average full valuation | 4,864,768,276 |
| Debt Limit – 7% of average five year full valuation | $340,533,779 |

### *Details of Outstanding Indebtedness*

The following table sets forth the indebtedness of the Village as of May 31, 2022.

| | Maturity | Amount |
|---|---|---|
| Bonds | 2022-2049 | $45,560,000 |
| Notes | 2022 | 15,000,000 |
| Total Debt Outstanding | | $60,560,000 |

### *Calculation of Total Net Indebtedness*

The following table sets forth the calculation of the Village's Net Indebtedness as of May 11, 2023.

| | | | |
|---|---|---|---|
| Debt Limit | | | $340,533,779 |
| Inclusions: | | | |
| Bonds | $51,390,000 | | |
| BANS | $13,475,000 | | |
| Total Inclusions | | $64,865,000 | |
| Exclusions: | | | |
| Water Indebtedness[1]: | $16,661,816 | | |
| Total Exclusions | | $16,661,816 | |
| Total Net Indebtedness | | | $48,203,184 |
| Debt Contracting Margin | | | $292,330,595 |
| Percent of Debt Contracting Power Exhausted | | 14.16% | |

(1) Excluded pursuant to Local Finance Law §136.00.

### *Bond Anticipation Notes*

The Village currently has its $13,475,000 Bond Anticipation Notes – 2022 outstanding which matures on June 8, 2023. A portion of the proceeds from the Bonds, together with available funds of the Village, will be used to redeem such notes (see "*Authority for and Purpose of the Bonds*" herein).

### *Tax and Revenue Anticipation Notes*

The Village does not currently have any tax or revenue anticipation notes outstanding.

## *Bond Principal and Interest Maturity Table*

The following table sets forth the annual debt service requirements on all outstanding Village Bonds, excluding the Bonds. This includes all Village long term general obligation debt regardless of the source of payment.

| Fiscal Year Ending May 31st: | Principal | Interest | Total Principal and Interest |
|---|---|---|---|
| 2023[1] | $5,335,000 | $1,847,960 | $7,182,960 |
| 2024 | 5,325,000 | 1,701,319 | 7,026,319 |
| 2025 | 5,195,000 | 1,540,394 | 6,735,394 |
| 2026 | 4,735,000 | 1,388,744 | 6,123,744 |
| 2027 | 4,350,000 | 1,253,525 | 5,603,525 |
| 2028 | 4,415,000 | 1,122,456 | 5,537,456 |
| 2029 | 3,860,000 | 995,056 | 4,855,056 |
| 2030 | 3,375,000 | 878,831 | 4,253,831 |
| 2031 | 2,525,000 | 765,056 | 3,290,056 |
| 2032 | 1,945,000 | 676,081 | 2,621,081 |
| 2033 | 1,180,000 | 603,400 | 1,783,400 |
| 2034 | 1,230,000 | 552,294 | 1,782,294 |
| 2035 | 1,280,000 | 506,056 | 1,786,056 |
| 2036 | 1,330,000 | 457,406 | 1,787,406 |
| 2037 | 1,380,000 | 406,097 | 1,786,097 |
| 2038 | 1,430,000 | 351,600 | 1,781,600 |
| 2039 | 1,485,000 | 294,000 | 1,779,000 |
| 2040 | 590,000 | 234,200 | 824,200 |
| 2041 | 610,000 | 210,200 | 820,200 |
| 2042 | 635,000 | 185,300 | 820,300 |
| 2043 | 655,000 | 159,500 | 814,500 |
| 2044 | 680,000 | 132,800 | 812,800 |
| 2045 | 705,000 | 105,100 | 810,100 |
| 2046 | 730,000 | 76,400 | 806,400 |
| 2047 | 760,000 | 46,600 | 806,600 |
| 2048 | 785,000 | 15,700 | 800,700 |
| Totals: | $56,525,000 | $16,506,075 | $73,031,075 |

(1) Table does not take into account principal and interest payments that may have been paid year to date.

## *Authorized but Unissued Items*

Following the issuance of the Bonds, the Village will have the following authorized but unissued indebtedness:

| | |
|---|---|
| General Fund | $15,075,000 |
| Electric Fund | 18,000,000 |
| Water Fund | 8,000,000 |
| Total: | $41,075,000 |

## *Estimated Overlapping and Underlying Indebtedness*

In addition to the Village, the following political subdivisions have the power to issue bonds and to levy taxes or cause taxes to be levied on taxable real property in the Village. Estimated bonds and bond anticipation notes are listed as of the close of the latest available fiscal year of the respective municipalities and no exclusions have been deducted from the Outstanding Indebtedness figures and Applicable Indebtedness figures.

**Statement of Direct and Estimated Overlapping Indebtedness**

| | |
|---|---|
| Gross Direct Indebtedness | $64,865,000 |
| Exclusions and Deductions | 16,661,816 |
| Net Direct Indebtedness | $48,203,184 |

Overlapping Debt

| Issuer | Net Debt Outstanding | Village Share | As of | Amount Applicable To Village |
|---|---|---|---|---|
| Nassau County | $2,971,133,000 | 2.09% | 03/31/23 | $62,096,680 |
| Rockville Centre UFSD | 26,544,000 | 4.68 | 12/05/22 | 1,242,259 |
| East Rockaway UFSD | 12,905,000 | 89.60 | 06/30/22 | 11,562,880 |
| Malverne UFSD | 24,260,000 | 0.50 | 09/29/22 | 121,300 |
| Baldwin UFSD | 0 | 1.30 | 12/13/22 | 0 |
| Hempstead UFSD | 76,110,000 | 0.30 | 03/28/23 | 228,330 |
| Oceanside UFSD | 20,880,000 | 1.70 | 09/09/22 | 354,960 |
| Total Net Overlapping Debt | | | | $75,606,409 |
| Total Net Direct Debt | | | | |
| Total Net Direct and Overlapping Debt | | | | $123,809,593 |

## *Debt Ratios*

The following table presents certain debt ratios relating to the Village's direct and overlapping indebtedness.

**Debt Ratios**

| | Amount | Debt Per Capita(1) | Debt to Full Value(2) |
|---|---|---|---|
| Net Direct Debt | $48,203,184 | $1,867.33 | 0.93% |
| Net Direct and Overlapping Debt | 123,809,593 | 4,796.22 | 2.40 |

(1) The population of the Village is 25,814 according to the U.S. Census Bureau 2021 ACS 5-Year Estimate.
(2) The full value of real property located in the Village for the 2023 fiscal year is $5,162,866,207.

**End of Appendix A**

# APPENDIX B

## SUMMARY OF BUDGETS AND FINANCIAL STATEMENTS

*(Summary itself is not audited.)*

# VILLAGE OF ROCKVILLE CENTRE
## Statement of Revenues, Expenditures and Changes in Fund Balance
## General Fund

| Year Ended May 31: | 2018 | 2019 | 2020 | 2021 | 2022 |
|---|---|---|---|---|---|
| REVENUES: | | | | | |
| Real Property Taxes | $ 29,121,923 | $ 29,819,715 | $ 30,582,639 | $ 31,462,388 | $ 33,079,620 |
| Other Tax Items | 982,014 | 1,075,166 | 1,081,134 | 1,147,731 | 1,194,552 |
| Departmental Revenue | 4,810,702 | 4,583,432 | 3,674,546 | 3,243,610 | 4,175,585 |
| Use of Money and Property | 558,297 | 322,114 | 247,533 | 82,158 | 49,597 |
| Licenses & Permits | 1,277,984 | 1,833,490 | 1,384,982 | 1,700,234 | 1,962,448 |
| Fines & Forfeitures | 1,223,027 | 920,362 | 897,780 | 676,300 | 1,301,359 |
| Sale of Property and Compensation for Loss | 187,183 | 100,455 | 25,618 | 291,549 | 27,845 |
| Intergovernmental Charges | 4,223,834 | 3,945,867 | 4,059,272 | 4,122,180 | 1,559,294 |
| Miscellaneous | 1,526,628 | 1,049,693 | 885,097 | 831,916 | 960,137 |
| Federal Aid | 81,860 | 53,059 | 30,977 | 131,413 | 22,457 |
| State Aid | 974,133 | 1,041,116 | 1,150,567 | 1,383,945 | 1,380,624 |
| Total Revenues | 44,967,585 | 44,744,469 | 44,020,145 | 45,073,424 | 45,713,518 |
| EXPENDITURES: | | | | | |
| General Government Support | 6,240,668 | 5,243,003 | 4,984,658 | 5,994,332 | 5,361,160 |
| Public Safety | 12,432,082 | 12,019,652 | 11,673,042 | 12,710,235 | 14,111,661 |
| Public Health | 62,093 | 67,474 | 68,006 | 68,257 | 68,764 |
| Transportation | 2,556,981 | 2,651,356 | 2,450,726 | 2,513,729 | 2,424,643 |
| Economic Opp. & Development | 86,649 | 85,189 | 70,546 | 69,235 | 76,839 |
| Culture & Recreation | 3,046,120 | 3,290,638 | 3,192,688 | 2,687,311 | 2,917,924 |
| Home & Community Services | 3,309,654 | 3,984,320 | 3,817,496 | 3,913,192 | 3,820,556 |
| Employee Benefits | 11,313,091 | 11,561,989 | 11,648,362 | 12,168,960 | 12,489,909 |
| Capital Outlay | 0 | 0 | 60,000 | 0 | 0 |
| Debt Service | 0 | 0 | 0 | 0 | 117,041 |
| Total Expenditures | 39,047,338 | 38,903,621 | 37,965,524 | 40,125,251 | 41,388,497 |
| Excess (Deficiency) of Revenues Over (Under) Expenditures | 5,920,247 | 5,840,848 | 6,054,621 | 4,948,173 | 4,325,021 |
| OTHER FINANCING SOURCES (USES): | | | | | |
| Premium on Obligations | 0 | 0 | 16,080 | 0 | 0 |
| Interfund Transfers In | 0 | 0 | 0 | 0 | 2,701,816 |
| Interfund Transfers Out(1) | (3,964,619) | (5,679,510) | (5,225,128) | (4,721,311) | (3,639,151) |
| Total Other Financing Sources (Uses) | (3,964,619) | (5,679,510) | (5,209,048) | (4,721,311) | (937,335) |
| Excess (Deficiency) of Revenues and Other Sources Over (Under) Expenditures and Other Uses | 1,955,628 | 161,338 | 845,573 | 226,862 | 3,387,686 |
| Fund Balance - Beginning of Year | 8,325,106 | 10,280,734 | 10,442,072 | 11,287,645 | 12,493,595 |
| Fund Balance - End of Year | $ 10,280,734 | $ 10,442,072 | $ 11,287,645 | $ 11,514,507 | $ 15,881,281 |

(1) Includes transfer to Debt Service fund.
(2) Restated

Source: Annual audited and unaudited financial statements of the Village. Summary itself not audited.

# VILLAGE OF ROCKVILLE CENTRE
## Balance Sheets
## General Fund

| As of May 31: | 2018 | 2019 | 2020 | 2021 | 2022 |
|---|---|---|---|---|---|
| ASSETS | | | | | |
| Cash and Cash Equivalents | $ 12,406,405 | $ 14,592,264 | $ 12,505,512 | $ 13,982,014 | $ 18,299,525 |
| Service award program assets | 0 | 0 | 0 | 0 | 301,109 |
| Taxes Receivable | 294 | 0 | 0 | 0 | 153,023 |
| Receivables: | | | | | |
| Accounts, net of allowance | 189,656 | 182,076 | 361,076 | 479,393 | 91,412 |
| State and Federal aid | 118,522 | 96,918 | 136,965 | 164,664 | 140,534 |
| Due from Other Governments | 157,749 | 152,544 | 273,647 | 424,046 | 304,795 |
| Due From Other Funds | 209,832 | 32,388 | 825,205 | 885,307 | 3,149,301 |
| Prepaid Expenses | 0 | 46,405 | 21,421 | 65,910 | 114,922 |
| TOTAL ASSETS | $ 13,082,458 | $ 15,102,595 | $ 14,123,826 | $ 16,001,334 | $ 22,554,621 |
| LIABILITIES AND FUND BALANCE | | | | | |
| Accounts Payable | $ 643,052 | $ 1,224 | $ 616,464 | $ 5,355 | $ 3,802,496 |
| Accrued Liabilities | 1,512,849 | 3,066,862 | 1,481,234 | 3,674,141 | 2,129,548 |
| Due to Other Governments | 2,216 | 11,678 | 2,610 | 13,532 | 0 |
| Due to Other Funds | 84,367 | 1,035,988 | 67,651 | 86,884 | 92,480 |
| Deferred Revenues | 507 | 818 | 123,259 | 77,613 | 77,613 |
| Customer Deposits | 0 | 0 | 0 | 0 | 571,123 |
| Due to Retirement Systems | 558,733 | 543,953 | 544,963 | 629,302 | 0 |
| TOTAL LIABILITIES | 2,801,724 | 4,660,523 | 2,836,181 | 4,486,827 | 6,673,260 |
| FUND BALANCES | | | | | |
| Nonspendable | 0 | 0 | 21,421 | 65,910 | 114,922 |
| Restricted | 1,124,830 | 1,143,485 | 1,161,046 | 1,164,305 | 1,570,429 |
| Assigned | 2,309,647 | 2,063,814 | 3,818,288 | 4,645,559 | 618,332 |
| Unassigned | 6,846,257 | 7,234,773 | 6,286,890 | 5,638,733 | 13,577,678 |
| TOTAL FUND BALANCES | 10,280,734 | 10,442,072 | 11,287,645 | 11,514,507 | 15,881,361 |
| TOTAL LIABILITIES AND FUND BALANCES | $ 13,082,458 | $ 15,102,595 | $ 14,123,826 | $ 16,001,334 | $ 22,554,621 |

Source: Annual audited and unaudited financial statements of the Village. Summary itself not audited.

# VILLAGE OF ROCKVILLE CENTRE
## Operating Budgets
## General Fund

| Year Ending May 31: | 2023 | 2024 |
|---|---|---|
| Balance June 1 | $ 0 | $ 0 |
| REVENUES: | | |
| Real Property Taxes | $ 33,851,833 | $ 36,098,918 |
| Real Property Tax Items | 880,000 | 930,000 |
| Non Property Tax Items | 180,000 | 190,000 |
| Departmental Revenue | 3,807,850 | 4,773,250 |
| Use of Money and Property | 35,000 | 180,000 |
| Licenses & Permits | 1,510,000 | 1,823,000 |
| Fines & Forfeitures | 1,115,000 | 1,560,000 |
| Sale of Property & Compensation for Loss | 36,000 | 35,000 |
| Interfund Revenues & Transfers | 4,564,000 | 4,606,000 |
| Miscellaneous | 660,000 | 690,000 |
| State Aid | 1,023,671 | 1,071,671 |
| Federal Aid | 0 | 0 |
| Total Revenues | $ 47,663,354 | $ 51,957,839 |
| Balance and Revenues | $ 47,663,354 | $ 51,957,839 |
| EXPENDITURES: | | |
| General Government Support | $ 6,215,307 | $ 6,167,671 |
| Public Safety | 13,213,978 | 16,312,296 |
| Public Health | 73,618 | 76,049 |
| Transportation | 3,005,466 | 3,043,281 |
| Economic Assistance | 110,000 | 100,000 |
| Culture & Recreation | 3,602,666 | 4,061,874 |
| Home & Community Services | 4,343,240 | 4,366,388 |
| Employee Benefits | 14,160,399 | 15,434,678 |
| Debt Service | 3,088,680 | 3,428,355 |
| Other Charges | 700,000 | 650,000 |
| Total Expenditures | $ 48,513,354 | $ 53,640,592 |
| APPROPRIATION OF FUND BALANCES: | | |
| Tax Certiorari | $ 0 | $ 0 |
| Restricted-Employee Benefit | 0 | 350,000 |
| Unassigned | 850,000 | 1,332,753 |
| Excess of Revenues and other Sources (Uses) over (Under) Expenditures (Uses) | $ 0 | $ 0 |

Source: Annual adopted budgets of the Village. Summary itself not audited.

## VILLAGE OF ROCKVILLE CENTRE
## Statement of Revenues, Expenses and Changes in Net Assets
## Electric Fund

| Fiscal Year Ending May 31: | 2018 | 2019 | 2020 | 2021 | 2022 |
|---|---|---|---|---|---|
| OPERATING REVENUES: | | | | | |
| Metered Sales | $ 25,376,857 | $ 26,035,837 | $ 22,030,305 | $ 23,008,142 | $ 30,100,971 |
| Penalty Income | 0 | 34,987 | 41,142 | 0 | 0 |
| Miscellaneous | 346,886 | 53,156 | 55,576 | 46,376 | 167,996 |
| Total Operating Revenues | 25,723,743 | 26,123,980 | 22,127,023 | 23,054,518 | 30,268,967 |
| OPERATING EXPENSES: | | | | | |
| Personnel Services | 0 | 0 | 0 | 0 | 3,162,514 |
| Purchased Power | 11,657,876 | 12,220,190 | 8,971,745 | 9,660,951 | 15,857,327 |
| Services, Supplies and Operations | 0 | 0 | 0 | 0 | 2,793,765 |
| Transportation | 0 | 0 | 0 | 0 | 173,875 |
| Building Services | 0 | 0 | 0 | 0 | 17,055 |
| Depreciation | 1,443,818 | 1,556,460 | 1,374,333 | 1,404,962 | 1,478,069 |
| Maintenance | 48,053 | 138,362 | 47,960 | 97,040 | 0 |
| Interfund Charges | 2,976,992 | 2,796,827 | 2,862,712 | 2,957,300 | 1,959,196 |
| Production | 2,469,775 | 2,685,647 | 2,175,075 | 1,628,038 | 0 |
| Transmission and Distribution | 1,280,203 | 1,405,250 | 1,643,060 | 2,056,965 | 0 |
| Street Lighting | 226,269 | 202,929 | 180,240 | 122,587 | 0 |
| General and Administrative | 1,689,739 | 1,424,572 | 1,858,543 | 1,456,412 | 0 |
| Employee Benefits | 3,568,728 | 3,424,931 | 3,647,771 | 2,239,836 | 1,804,551 |
| Customer Deposit Interest | 1,251 | 2,914 | 10,253 | 3,500 | 0 |
| Bad Debts | 0 | 0 | 0 | 0 | 105,332 |
| Insurance | 258,334 | 258,334 | 258,333 | 258,333 | 0 |
| Total Operating Expenses | 25,621,038 | 26,116,416 | 23,030,025 | 21,885,924 | 27,351,684 |
| OPERATING INCOME (LOSS) | 102,705 | 7,564 | (903,002) | 1,168,594 | 2,917,283 |
| NON-OPERATING REVENUE (EXPENSES): | | | | | |
| Federal and State Grants | 0 | 0 | 0 | 0 | 407,529 |
| Rental Income | 0 | 0 | 167,996 | 167,996 | 0 |
| Interest Income | 105,523 | 143,862 | 173,175 | 28,278 | 0 |
| Other Income | 0 | 0 | 0 | 0 | 9,321 |
| Loss on Sale of Assets | 0 | 0 | 0 | 0 | (199,126) |
| Interest Expense | (262,645) | (299,204) | (329,346) | (301,075) | (274,198) |
| Total Non-Operating Revenues (Expenses) | (157,122) | (155,342) | 11,825 | (104,801) | (56,474) |
| CHANGE IN NET ASSETS | (54,417) | (147,778) | (891,177) | 1,063,793 | 2,860,809 |
| NET ASSETS, Beginning of Year | 27,217,569 | 27,163,152 | 18,666,616 | 17,775,439 | 18,839,232 |
| PRIOR PERIOD ADJUSTMENT | 0 | (8,348,758) (1) | 0 | 0 | 0 |
| NET ASSETS, End of Year | $ 27,163,152 | $ 18,666,616 | $ 17,775,439 | $ 18,839,232 | $ 21,700,041 |

(1) Adjustment to Fund Balance reflects GASB statement No. 75 implementation.

Source: Annual audited and unaudited financial statements of the Village. Summary itself not audited.

**VILLAGE OF ROCKVILLE CENTRE**
**Statement of Revenues, Expenses and Changes in Net Assets**
**Water Fund**

| Fiscal Year Ending May 31: | 2018 | 2019 | 2020 | 2021 | 2022 |
|---|---|---|---|---|---|
| OPERATING REVENUES: | | | | | |
| Metered Sales | $ 5,430,927 | $ 5,229,468 | $ 5,534,086 | $ 6,241,996 | $ 6,141,381 |
| Penalty Income | 150,905 | 138,234 | 96,109 | 0 | 0 |
| Miscellaneous | 901,476 | 33,870 | 14,727 | 38,971 | 70,728 |
| Grant Revenue | 0 | 2,867,550 | 0 | 0 | 0 |
| Total Operating Revenues | 6,483,308 | 8,269,122 | 5,644,922 | 6,280,967 | 6,212,109 |
| OPERATING EXPENSES: | | | | | |
| Personnel Services | 0 | 0 | 0 | 0 | 740,084 |
| Purchased Power | 143,907 | 137,269 | 119,522 | 124,070 | 0 |
| Servics, Supplied and Operations | 0 | 0 | 0 | 0 | 1,485,744 |
| Depreciation | 839,632 | 929,883 | 1,056,897 | 1,169,994 | 1,367,896 |
| Maintenance | 447,319 | 252,463 | 533,313 | 462,995 | 0 |
| Interfund Charges | 579,782 | 578,271 | 577,830 | 586,149 | 585,583 |
| Transmission and Distribution | 757,461 | 776,785 | 938,420 | 767,888 | 0 |
| General and Administrative | 1,068,955 | 1,634,707 | 1,065,714 | 1,005,041 | 0 |
| Employee Benefits | 549,003 | 406,493 | 568,996 | 501,629 | 328,394 |
| Insurance | 75,000 | 84,502 | 75,000 | 75,000 | 0 |
| Total Operating Expenses | 4,461,059 | 4,800,373 | 4,935,692 | 4,692,766 | 4,507,701 |
| OPERATING INCOME (LOSS) | 2,022,249 | 3,468,749 | 709,230 | 1,588,201 | 1,704,408 |
| NON-OPERATING REVENUE (EXPENSES): | | | | | |
| Rental and Interest Income | 488,256 | 567,035 | 196,678 | 29,983 | 0 |
| Other Income | 0 | 0 | 0 | 0 | 7,225 |
| Loss on sale of assets | 0 | 0 | 0 | 0 | (14,046) |
| Interest Expense | (484,331) | (541,006) | (580,817) | (516,188) | (468,885) |
| Total Non-Operating Revenues (Expenses) | 3,925 | 26,029 | (384,139) | (486,205) | (475,706) |
| SPECIAL ITEM, Sale of Cellular Leases | 0 | 4,442,833 | 441,575 | 0 | 0 |
| CHANGE IN NET ASSETS | 2,026,174 | 7,937,611 | 766,666 | 1,101,996 | 1,228,702 |
| NET ASSETS, Beginning of Year | 19,976,239 | 22,002,413 | 28,749,344 | 29,516,010 | 30,618,006 |
| PRIOR PERIOD ADJUSTMENT | 0 | (1,190,680) (1) | 0 | 0 | 0 |
| NET ASSETS, End of Year | $ 22,002,413 | $ 28,749,344 | $ 29,516,010 | $ 30,618,006 | $ 31,846,708 |

(1) Adjustment to Fund Balance reflects GASB statement No. 75 implementation.

Source: Annual audited and unaudited financial statements of the Village. Summary itself not audited.

## APPENDIX C

**AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED MAY 31, 2022***

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

**https://emma.msrb.org/P11687164.pdf**

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

*** Such Financial Statements and opinion are intended to be representative only as of the date thereof. BST & Co. CPAs, LLP, Certified Public Accountants has not been requested by the Village to further review and/or update such Financial Statements or opinion in connection with the preparation and dissemination of this Official Statement.**

# APPENDIX D

## FORM OF APPROVING LEGAL OPINION OF BOND COUNSEL FOR THE BONDS

Hawkins Delafield & Wood LLP
7 World Trade Center
250 Greenwich Street
New York, New York 10007

June 7, 2023

The Board of Trustees of the
Village of Rockville Centre, in the
County of Nassau, New York

Ladies and Gentlemen:

We have acted as Bond Counsel to the Village of Rockville Centre (the "Village"), in the County of Nassau, New York, a municipal corporation of the State of New York, and have examined a record of proceedings relating to the authorization, sale and issuance of the $23,425,000 Public Improvement Serial Bonds-2023 (the "Bonds") of the Village, dated and delivered on the date hereof.

In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with originals of all documents submitted to us as copies thereof.

Based on and subject to the foregoing, and in reliance thereon, as of the date hereof, we are of the following opinions:

1. The Bonds are valid and legally binding general obligations of the Village for which the Village has validly pledged its faith and credit and, unless paid from other sources, all the taxable real property within the Village is subject to the levy of ad valorem real estate taxes to pay the Bonds and interest thereon, subject to certain statutory limitations imposed by Chapter 97 of the New York Laws of 2011, as amended. The enforceability of rights or remedies with respect to such Bonds may be limited by bankruptcy, insolvency or other laws affecting creditors' rights or remedies heretofore or hereafter enacted.

2. Under existing statutes and court decisions and assuming continuing compliance with certain tax certifications described herein, (i) interest on the Bonds is 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) interest on the Bonds is not treated as a preference item in calculating the alternative minimum tax under the Code, however for tax years beginning after December 31, 2022, interest on the Bonds is included in the "adjusted financial statement income" of certain corporations that are subject to the alternative minimum tax under Section 55 of the Code.

The Code establishes certain requirements which must be met subsequent to the issuance of the Bonds in order that the interest on the Bonds be and remain excluded from gross income for federal income tax purposes under Section 103 of the Code. These requirements include, but are not limited to, requirements relating to the use and expenditure of proceeds of the Bonds, restrictions on the investment of proceeds of the Bonds prior to expenditure and the requirement that certain earnings be rebated to the federal government. Noncompliance with such requirements may cause the interest on the Bonds to become subject to federal income taxation retroactive to the date of issuance thereof, irrespective of the date on which such noncompliance occurs or is ascertained.

On the date of issuance of the Bonds, the Village will execute a Tax Certificate relating to the Bonds containing provisions and procedures pursuant to which such requirements can be satisfied. In executing the Tax Certificate, the Village represents that it will comply with the provisions and procedures set forth therein and that it will do and perform all acts and things necessary or desirable to assure that the interest on the Bonds will, for federal income tax purposes, be excluded from gross income.

In rendering the opinion in this paragraph 2, we have relied upon and assumed (i) the material accuracy of the Village's representations, statements of intention and reasonable expectations, and certifications of fact contained in the Tax Certificate with respect to matters affecting the status of the interest on the Bonds, and (ii) compliance by the Village with the procedures and representations set forth in the Tax Certificate as to such tax matters.

3. Under existing statutes, interest on the Bonds is exempt from personal income taxes of New York State and its political subdivisions, including The City of New York.

We express no opinion as to any other federal, state or local tax consequences arising with respect to the Bonds, or the ownership or disposition thereof, except as stated in paragraphs 2 and 3 above. We render our opinion under existing statutes and court decisions as of the date hereof, and assume no obligation to update, revise or supplement our opinion to reflect any action hereafter taken or not taken, any fact or circumstance that may hereafter come to our attention, any change in law or interpretation thereof that may hereafter occur, or for any other reason. We express no opinion as to the consequence of any of the events described in the preceding sentence or the likelihood of their occurrence. In addition, we express no opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel regarding federal, state or local tax matters, including, without limitation, exclusion from gross income for federal income tax purposes of interest on the Bonds

We give no assurances as to the adequacy, sufficiency or completeness of the Preliminary Official Statement and/or Official Statement relating to the Bonds or any proceedings, reports, correspondence, financial statements or other documents, containing financial or other information relative to the Village, which have been or may hereafter be furnished or disclosed to purchasers of ownership interests in the Bonds.

Very truly yours,

# <u>APPENDIX E</u>

## FORM OF CONTINUING DISCLOSURE UNDERTAKING FOR THE BONDS

## UNDERTAKING TO PROVIDE CONTINUING DISCLOSURE

Section 1. Definitions

"Annual Information" shall mean the information specified in Section 3 hereof.

"EMMA" shall mean the Electronic Municipal Market Access System implemented by the MSRB.

"Financial Obligation" shall mean "financial obligation" as such term is defined in the Rule.

"GAAP" shall mean generally accepted accounting principles as in effect from time to time in the United States.

"Holder" shall mean any registered owner of the Securities and any beneficial owner of Securities within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934.

"Issuer" shall mean the **Village of Rockville Centre,** in the County of Nassau, a municipal corporation of the State of New York.

"MSRB" shall mean the Municipal Securities Rulemaking Board established in accordance with the provisions of Section 15B(b)(1) of the Securities Exchange Act of 1934, or any successor thereto or to the functions of the MSRB contemplated by this Agreement.

"Purchaser" shall mean the financial institution referred to in the Certificate of Award, executed by the Village Treasurer as of May 24, 2023.

"Rule" shall mean Rule 15c2-12 promulgated by the SEC under the Securities Exchange Act of 1934 (17 CFR Part 240, §240.15c2-12), as amended, as in effect on the date of this Undertaking, including any official interpretations thereof issued either before or after the effective date of this Undertaking which are applicable to this Undertaking.

"Securities" shall mean the Issuer's **$23,425,000 Public Improvement Serial Bonds-2023**, dated June 7, 2023, maturing in various principal amounts on June 1, 2024 through 2042, inclusive, and delivered on the date hereof.

Section 2. Obligation to Provide Continuing Disclosure. (a) The Issuer hereby undertakes, for the benefit of Holders of the Securities, to provide or cause to be provided either directly or through Capital Markets Advisors, LLC, 11 Grace Avenue, Suite 308, Great Neck, New York, to the EMMA System:

(i) (A) no later than nine (9) months after the end of each fiscal year, commencing with the fiscal year ending May 31, 2023, the Annual Information relating to such fiscal year, and (B) no later than nine (9) months after the end of each fiscal year, commencing with the fiscal year ending May 31, 2023, the audited financial statements of the Issuer for each fiscal year, if audited financial statements are prepared by the Issuer and then available; provided, however, that if audited financial statements are not prepared or are not then available, unaudited financial statements shall be provided and audited financial statements, if any, shall be delivered to the EMMA System within sixty (60) days after they become available and in no event later than one (1) year after the end of each fiscal year; provided further, however, that the unaudited financial statement shall be provided for any fiscal year only if the Issuer has made a determination that providing such unaudited financial statement would be compliant with federal securities laws, including Rule 10b-5 of the Securities Exchange Act of 1934 and Rule 17(a)(2) of the Securities Act of 1933; and

(ii) in a timely manner, not in excess of ten (10) business days after the occurrence of such event, notice of any of the following events with respect to the Securities:

(1) principal and interest payment delinquencies;

(2) non-payment related defaults, if material;

(3) unscheduled draws on debt service reserves reflecting financial difficulties;

(4) unscheduled draws on credit enhancements reflecting financial difficulties;

(5) substitution of credit or liquidity providers, or their failure to perform;

(6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices of determinations with respect to the tax status of the Securities, or other events affecting the tax status of the Securities;

(7) modifications to rights of Securities holders, if material;

(8) Bond calls, if material, and tender offers;

(9) defeasances;

(10) release, substitution, or sale of property securing repayment of the Securities, if material;

(11) rating changes;

(12) bankruptcy, insolvency, receivership or similar event of the Issuer;

Note to clause (12): For the purposes of the event identified in clause (12) above, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Issuer in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or government authority has assumed jurisdiction over substantially all of the assets or business of the Issuer, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Issuer;

(13) the consummation of a merger, consolidation, or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

(14) appointment of a successor or additional trustee or the change of name of a trustee, if material;

(15) incurrence of a Financial Obligation, of the Issuer, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the Issuer, any of which affect security holders, if material; and

(16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the Issuer, any of which reflect financial difficulties.

(iii) in a timely manner, not in excess of ten (10) business days after the occurrence of such event, notice of a failure to provide by the date set forth in Section 2(a)(i) hereof any Annual Information required by Section 3 hereof.

(b) Nothing herein shall be deemed to prevent the Issuer from disseminating any other information in addition to that required hereby in the manner set forth herein or in any other manner. If the Issuer disseminates any such additional information, the Issuer shall have no obligation to update such information or include it in any future materials disseminated hereunder.

(c) Nothing herein shall be deemed to prevent the Issuer from providing notice of the occurrence of certain other events, in addition to those listed above, if the Issuer determines that any such other event is material with respect to the Securities; but the Issuer does not undertake to commit to provide any such notice of the occurrence of any event except those events listed above.

Section 3. Annual Information. (a) The required Annual Information shall consist of the financial information and operating data for the preceding fiscal year, in a form generally consistent with the information contained or cross-referenced in the Issuer's final official statement relating to the Securities under the heading "LITIGATION" and in Appendix A under the headings: "THE VILLAGE," "FINANCIAL INFORMATION," "OTHER INFORMATION," and "INDEBTEDNESS OF THE VILLAGE" and in Appendix B.

(b) All or any portion of the Annual Information may be incorporated in the Annual Information by cross reference to any other documents which are (i) available to the public on the EMMA System or (ii) filed with the SEC. If such a document is a final official statement, it also must be available from the EMMA System.

(c) Annual Information for any fiscal year containing any modified operating data or financial information (as contemplated by Section 7(e) hereof) for such fiscal year shall explain, in narrative form, the reasons for such modification and the effect of such modification on the Annual Information being provided for such fiscal year. If a change in accounting principles is included in any such modification, such Annual Information shall present a comparison between the financial statements or information prepared on the basis of the modified accounting principles and those prepared on the basis of the former accounting principles.

Section 4. Financial Statements. The Issuer's annual financial statements for each fiscal year, if prepared, shall be prepared in accordance with GAAP or New York State regulatory requirements as in effect from time to time. Such financial statements, if prepared, shall be audited by an independent accounting firm. The Issuer's Annual Financial Report Update Document prepared by the Issuer and filed annually with New York State in accordance with applicable law, shall not be subject to the foregoing requirements.

Section 5. Remedies. If the Issuer shall fail to comply with any provision of this Undertaking, then any Holder of Securities may enforce, for the equal benefit and protection of all Holders similarly situated, by mandamus or other suit or proceeding at law or in equity, this Undertaking against the Issuer and any of the officers, agents and employees of the Issuer, and may compel the Issuer or any such officers, agents or employees to perform and carry out their duties under this Undertaking; provided that the sole and exclusive remedy for breach of this Undertaking shall be an action to compel specific performance of the obligations of the Issuer hereunder and no person or entity shall be entitled to recover monetary damages hereunder under any circumstances. Failure to comply with any provision of this Undertaking shall not constitute an event of default on the Securities.

Section 6. Parties in Interest. This Undertaking is executed to assist the Purchaser to comply with paragraph (b)(5) of the Rule and is delivered for the benefit of the Holders. No other person shall have any right to enforce the provisions hereof or any other rights hereunder.

Section 7. Amendments. Without the consent of any holders of Securities, the Issuer at any time and from time to time may enter into any amendments or changes to this Undertaking for any of the following purposes:

(a) to comply with or conform to any changes in Rule 15c2-12 (whether required or optional);

(b) to add a dissemination agent for the information required to be provided hereby and to make any necessary or desirable provisions with respect thereto;

(c) to evidence the succession of another person to the Issuer and the assumption of any such successor of the duties of the Issuer hereunder;

(d) to add to the duties of the Issuer for the benefit of the Holders, or to surrender any right or power herein conferred upon the Issuer;

(e) to modify the contents, presentation and format of the Annual Information from time to time to conform to changes in accounting or disclosure principles or practices and legal requirements followed by or applicable to the Issuer or to reflect changes in the identity, nature or status of the Issuer or in the business, structure or operations of the Issuer or any mergers, consolidations, acquisitions or dispositions made by or affecting any such person; provided that any such modifications shall comply with the requirements of Rule 15c2-12 or Rule 15c2-12 as in effect at the time of such modification; or

(f) to cure any ambiguity, to correct or supplement any provision hereof which may be inconsistent with any other provision hereof, or to make any other provisions with respect to matters or questions arising under this Undertaking which, in each case, comply with Rule 15c2-12 or Rule 15c2-12 as in effect at the time of such amendment or change;

provided that no such action pursuant to this Section 7 shall adversely affect the interests of the Holders in any material respect. In making such determination, the Issuer shall rely upon an opinion of nationally recognized bond counsel.

Section 8. Termination. This Undertaking shall remain in full force and effect until such time as all principal, redemption premiums, if any, and interest on the Securities shall have been paid in full or the Securities shall have otherwise been paid or legally defeased pursuant to their terms. Upon any such legal defeasance, the Issuer shall provide notice of such defeasance to the EMMA System. Such notice shall state whether the Securities have been defeased to maturity or to redemption and the timing of such maturity or redemption.

In addition, this Agreement, or any provision hereof, shall be null and void in the event that those portions of the Rule which require this Agreement, or such provision, as the case may be, do not or no longer apply to the Securities, whether because such portions of the Rule are invalid, have been repealed, or otherwise.

Section 9. Undertaking to Constitute Written Agreement or Contract. This Undertaking shall constitute the written agreement or contract for the benefit of Holders of Securities, as contemplated under Rule 15c2-12.

Section 10. Governing Law. This Undertaking shall be governed by the laws of the State of New York determined without regard to principles of conflict of law.

IN WITNESS WHEREOF, the undersigned has duly authorized, executed and delivered this Undertaking as of June 7, 2023.

VILLAGE OF ROCKVILLE CENTRE

By____________________________________________

Village Administrator/Clerk-Treasurer