



11 Grace Avenue / Suite 308
Great Neck, New York 11021
Phone 516-274-4502/ Fax 516-487-2575
E-mail: alocascio@capmark.org

TERM SHEET

ISSUER: Town of Waterford, Saratoga County, New York (the “Town”)

ISSUE: \$334,134 Bond Anticipation Notes, 2024B (Renewals) (the “Notes”) (Bank-Qualified)

SALE DATE: September 17, 2024

SALE TIME: 11:00 AM (Eastern Time)

DATED DATE: September 25, 2024

DELIVERY: Delivery of the Notes will be in Waterford, New York or New York, New York on or about September 25, 2024, or as otherwise mutually agreed upon by the Town and the purchaser.

MATURITY DATE: September 25, 2025

CALL PROVISION: The Notes are not subject to optional redemption prior to maturity.

LEGAL OPINION: To be provided by Harris Beach PLLC, Bond Counsel to the Town (“Bond Counsel”).

TAX TREATMENT: The opinion of Bond Counsel shall state that, subject to the limitation set forth under existing statutes, regulations, administrative rulings, and court decisions and assuming continuing compliance by the Town with its covenants relating to certain requirements contained in the Internal Revenue Code of 1986, as amended (the “Code”), and the accuracy of certain representations made by the Town, interest on the Notes (i) is excluded from gross income of the owners thereof for Federal income tax purposes and (ii) is not “item of tax preference” for purposes of the Federal alternative minimum tax imposed on individuals. However, interest on the Notes held by certain corporations that are subject to the Federal corporate alternative minimum tax is included in the computation of “adjusted financial statement income” for purposes of the Federal alternative minimum tax imposed on such corporations. Bond Counsel is also of the opinion that under existing statutes interest on the Notes is exempt from personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York).

The Notes **WILL** be designated as “qualified tax-exempt obligations” pursuant to the provisions of Section 265(b)(3) of the Code.

NATURE OF OBLIGATION: The Notes are general obligations of the Town, and the faith and credit of the Town shall be pledged for payment of the principal of and interest on the Notes. All the taxable real property in the Town will be subject to the levy of ad valorem taxes, subject to certain applicable statutory limitations imposed by Chapter 97 of the New York Laws of 2011, as amended, sufficient to pay the principal of and interest on the Notes.

**AUTHORITY FOR
AND PURPOSE OF
ISSUE:**

The Notes are issued pursuant to the Constitution and Laws of the State, including, among others, the Town Law, the Local Finance Law, and bond resolutions duly adopted by the Town Board on January 3, 2023, authorizing the purchase of a police vehicle, and February 7, 2023, authorizing the acquisition of Highway Department equipment and the replacement of new garage doors at the Highway Department Facility. The proceeds from the sale of the Notes will be used to redeem the Town's outstanding \$334,134 Bond Anticipation Notes, 2023B, which mature on September 26, 2024.

**BIDDING
REQUIREMENTS:**

Sealed proposals, telephone proposals, fax proposals and proposals via iPreo's Parity Electronic Bid Submission System ("Parity") will be received at the place and time on the Sale Date as herein indicated, for the purchase at not less than par and accrued interest of the Notes as herein described. No other form of electronic bidding services will be accepted. The number for telephone proposals is (516) 274-4502. The number for FAX proposals is (516) 487-2575. Bidders submitting proposals via facsimile must use the "Proposal for Notes" form attached hereto.

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

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

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

Bids must be made for all of the Notes. Each bid must state: (i) the principal amount of the Notes to be purchased pursuant to such bid and (ii) in a multiple of one-hundredth (1/100th) or one-eighth (1/8th) of one percent, a rate of interest per annum which the Notes bid shall bear. Interest will be calculated on the basis of a 30-day month and 360-day year. Each bid submitted must comply with the foregoing requirements. Conditional bids will be rejected.

If a facsimile bid is submitted, such bid must be made on the "Proposal for Notes" accompanying the Term Sheet.

Unless all bids are rejected, the Notes will be awarded and sold to the bidder complying with the terms of sale and offering to purchase the Notes at the lowest net interest cost. If two or more such bidders offer the same lowest net interest cost, then the Notes will be awarded and sold to one of said bidders selected by the Town's Comptroller by lot from among all said bidders. The right is further reserved by the Town to reject any or all bids, and any bid not complying with this Term Sheet will be rejected.

Award of the Notes is expected to be made promptly after opening of the bids, but the successful bidder may not withdraw its proposal until two (2) hours after the time set

forth above on the day of such bid opening and then only if such award has not been made prior to the withdrawal.

**BIDDING USING
PARITY:**

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

Each prospective bidder who wishes to submit an electronic bid shall be solely responsible to register to bid via Parity. Each qualified prospective bidder shall be solely responsible to make necessary arrangements to access Parity for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Term Sheet. Neither the Town nor Parity shall have any duty or obligation to undertake such registration to bid for any prospective bidder or to provide or assure such access to any qualified prospective bidder, and neither the Town nor Parity shall be responsible for a bidder's failure to register to bid or for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by Parity. The Town is using Parity as a communications mechanism, and not as the Town's agent, to conduct the electronic bidding for the Town's Notes. The Town is not bound by any advice or determination of Parity as to whether any bid complies with the terms of this Term Sheet. All costs and expenses incurred by prospective bidders in connection with their registration and submission of bids via Parity are the sole responsibility of the bidders, and the Town is not responsible, directly or indirectly, for any such costs or expenses. If a prospective bidder encounters any difficulty in registering to bid, or submitting or modifying a bid for the Notes, it should telephone Parity and notify the Town's Municipal Advisor, Capital Markets Advisors, LLC at (516) 274-4502 (provided that the Town shall have no obligation to take any action whatsoever upon receipt of such notice).

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

FORM:

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

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

If the Notes are issued in book-entry form, such notes will be delivered to DTC, which will act as securities depository for the Notes. Beneficial owners will not receive certificates representing their interest in the Notes. Individual purchases may be made in denominations of \$5,000 or integral multiples thereof, except for one odd denomination. A single note certificate will be issued for those Notes 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 said Notes will be paid in Federal Funds by the Town 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

Notes as described herein. Transfer of principal and interest payments to beneficial owners by participants of DTC will be the responsibility of such participants and other nominees of beneficial owners. The Town 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.

**OFFICIAL
STATEMENT:**

The Town has **NOT** prepared an Official Statement in connection with the sale of the Notes. The Town's most recent Official Statement is dated September 30, 2021, and was prepared in connection with the issuance of \$1,561,721 Public Improvement Serial Bonds – 2021. A link to that Official Statement is also available at Municipal Securities Rulemaking Board's Electronic Municipal Market Access (EMMA) system as follows: <https://emma.msrb.org/P11607263.pdf>

Please be advised that certain financial information and operating data, as well as information regarding certain material events that may occur from time to time, are filed by the Town with respect to its bonds, in satisfaction of certain continuing disclosure undertaking agreements entered into pursuant to Securities and Exchange Rule 15c2-12, by periodically filing such information with the EMMA system, currently found at <http://emma.msrb.org/>.

A link to the Town's Audited Financial Statements for the fiscal year ended December 31, 2022 on EMMA is as follows: <https://emma.msrb.org/P11738406.pdf>.

CREDIT RATING:

The Town has not applied for a rating on the Notes. On September 17, 2021, Moody's Investors Service, Inc. affirmed the Town's underlying credit rating of "A1".

BOND COUNSEL:

Harris Beach PLLC
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**MUNICIPAL
ADVISOR:**

Capital Markets Advisors, LLC
Alex LoCascio, Assistant Vice President
Tel: (516) 274-4502; Fax: (516) 487-2575
alocascio@capmark.org

**ISSUER/
PAYING AGENT:**

Town of Waterford
65 Broad Street
Waterford, New York 12188

Danielle Clemente, Budget Officer
Tel: (518) 235-8184
clemented@town.waterford.ny.us

DATED:

September 10, 2024

PROPOSAL FOR NOTES

Town Supervisor
Town of Waterford, New York
c/o Capital Markets Advisors, LLC
11 Grace Avenue, Suite 308
Great Neck, New York 11021

TELEPHONE: (516) 274-4502

FACSIMILE: (516) 487-2575

**TOWN OF WATERFORD
SARATOGA COUNTY, NEW YORK**

**\$334,134 BOND ANTICIPATION NOTES, 2024B (RENEWALS)
(the "Notes")**

BANK-QUALIFIED

DATED: September 25, 2024

MATURITY: September 25, 2025

	Amount	Interest Rate	Premium	Net Interest Cost*
Bid	\$ 334,134	%	\$	%

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

- Book-Entry-Only registered to Cede & Co.
- Non-Book-Entry Registered to Purchaser

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

Signature: _____

Name of Bidder: _____

Address: _____

Telephone (Area Code): _____

Fax (Area Code): _____