

**WHEELERVILLE UNION FREE SCHOOL DISTRICT
FULTON COUNTY, NEW YORK**

\$950,000 SCHOOL DISTRICT (SERIAL) BONDS, 2018

NOTICE OF PRIVATE COMPETITIVE BOND SALE

SALE DATE:	June 12, 2018 (TUESDAY)	Location:	R. G. Timbs, Inc
Facsimile or			24 Sherman Oaks Drive
Telephone Bids Until:	11:00 A.M. (Prevailing Time)		New Hartford, New York 13413
Bonds Dated:	June 25, 2018 (Monday)	Fax:	(315) 266-9212
Bonds Mature:	June 15, 2019-2034	Phone:	(585) 747-8111

Facsimile or telephone bids will be received and considered by the undersigned President of the Board of Education of the Wheelerville Union Free School District, Fulton County, New York, for the purchase in Federal Funds at not less than par and accrued interest of \$950,000 School District Serial Bonds, dated June 25, 2018. The Bonds will mature in annual principal installments each calendar year beginning in 2019 and, together with the interest thereon, are expected to provide on June 15 in substantially level or declining annual debt service with respect to Bonds as defined in Section 21.00(d) of the New York State Finance Law as follows:

<u>Year</u>	<u>Amount*</u>	<u>Year</u>	<u>Amount*</u>
2019	\$40,000	2027	\$65,000**
2020	\$45,000	2028	\$65,000**
2021	\$55,000	2029	\$70,000**
2022	\$55,000	2030	\$70,000**
2023	\$60,000	2031	\$75,000**
2024	\$60,000	2032	\$75,000**
2025	\$60,000	2033	\$80,000**
2026	\$60,000	2034	\$15,000**

*Principal amounts subject to adjustment by the District in accordance with Section 58.00(c)(2) of the Local Finance Law.

**Subject to redemption prior to maturity.

The District may, after selecting the successful bidder, as provided herein, and by 3:00 P.M. (Prevailing Time) on the sale date, adjust such installments of principal to the extent necessary to meet the requirements of substantially level or declining annual debt service. Any such adjustments shall be conclusive, and shall be binding upon the successful bidder.

The Bonds will bear interest at the rate or rates per annum specified by the successful bidder therefore in accordance herewith, payable on December 15, 2018 and semiannually thereafter on June 15 and December 15 in each year until maturity (or earlier redemption). Interest will be calculated on the basis of 30 days to the month and 360 days to the year.

Unless all bids are rejected, the Bonds will be awarded and sold to the bidder complying with the terms of this Notice of Private Competitive Bond Sale and offering to purchase the Bonds at the lowest net interest cost. The School District reserves the right to reject any or all bids, and any bid not complying with this Notice of Private Competitive Bond Sale will be rejected.

The Bonds maturing on or before June 15, 2026 will not be subject to redemption, in whole or in part, prior to maturity. The Bonds maturing on or after June 15, 2027 will be subject to redemption prior to maturity, at the option of the District, on June 15, 2026 or on any payment date thereafter, in whole or in part, and if in part, in any order of their maturity and in any amount within a maturity (selected at random within a maturity), at par (100%) plus accrued interest to the date of redemption. Notice of the call for such redemption shall be given by mailing such notice to the registered owner(s) of the Bonds to be redeemed not more than sixty (60) days nor less than thirty (30) days prior to the designated redemption date. Notice of redemption having been given as

aforesaid, the Bonds so called for redemption shall, on the date for redemption set forth in such call notice, become due and payable together with interest to such redemption date. Interest shall cease to be paid thereon after such redemption date. If less than all of the Bonds of any maturity are to be redeemed, the particular Bonds of such maturity to be redeemed shall be selected at random (by lot or in any other customary manner of selection as determined by the Board President).

The Bonds will be designated as “qualified tax-exempt obligations” pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

The record date for the Bonds is the last business day of the calendar month preceding an interest payment date.

The Bonds are being issued pursuant to the Constitution and Laws of the State of New York, including among others, the Local Finance Law, the Education Law and a bond resolution duly adopted by the Board of Education on March 20, 2017 authorizing the issuance of up to \$950,000 of serial bonds for certain capital improvements consisting of the reconstruction of school buildings.

The purchaser will have the option of having the Bonds issued as registered bonds in the name of the purchaser or, at the option of the purchaser, the Bonds may be registered to The Depository Trust Company, New York, New York (“DTC”). The purchases must notify Bond Counsel by 3:00 P.M., Prevailing Time, on the date of sale whether the Bonds will be issued in non-book-entry form or book-entry form.

If the Bonds are issued in non-book-entry form, they will be issued as registered obligations, registered in the name of the purchaser. Principal and interest on the Bonds will be payable at maturity at such bank or trust company located and authorized to do business in the State of New York or at the option of the purchaser at the offices of the School District. Paying agent fees, if any, shall be paid by the purchaser.

If issued in book-entry-only form, the Bonds will be (i) registered in the name of Cede & Co., as nominee of DTC, and (ii) deposited with DTC to be held in trust until maturity. DTC is an automated depository for securities and a clearing house for securities transactions and will be responsible for establishing and maintaining a book-entry system for recording the ownership interest of its participants, which include certain banks, trust companies and securities dealers, and the transfer of the interests among its participants. The DTC participants will be responsible for establishing and maintaining records with respect to the Bonds. Individual purchases of beneficial ownership interest in the Bonds may be made only through book entries made on the books and records of DTC (or a successor depository) and its nominee as registered owner of the Bonds. 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 School District will not be responsible or liable for payments by DTC to its participants or by DTC participants to beneficial owners or for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

DTC is an automated depository for securities and clearing house for securities transactions, and will be responsible for establishing and maintaining a book-entry system for recording the ownership interests of individual purchasers in the Bonds. Individual purchases of beneficial ownership interests in the Bonds may only be made through book entries (without certificates issued by the School District) made on the book and records of DTC (or successor depository) and its participants in denominations of \$5,000 or integral multiples thereof. Principal and interest on the Bonds will be payable by the School District or its agent by wire transfer or in clearinghouse funds to DTC or its nominee as registered owner of the Bonds. Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC; 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 School District will not be responsible or liable for payments by DTC to its participants or persons acting through such participants,

The deposit of the Bonds with DTC under a book-entry system requires the assignment of CUSIP numbers prior to delivery. It shall be the responsibility of the successful bidder to obtain CUSIP numbers for the Bonds prior to delivery, and the District will not be responsible for any delay occasioned by the inability to deposit Bonds with DTC due to the failure of the successful bidder to obtain such numbers and to supply them to the District in a timely manner. All expenses in relation to the printing of CUSIP numbers on the Bonds shall be paid for by the School District, provided, however, that the CUSIP Service Bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by successful bidder.

The District’s contact information is as follows Richard Ruberti, Superintendent, District Offices, District Offices, PO Box 756 Caroga Lake, NY 12032, Phone (518) 835-2171, email rruberti@wufsk8.org.

Each proposal must be a bid for not less than \$950,000 for all the Bonds and must state in a multiple of one-hundredth of one percent or a multiple of one-eighth of one percent, the rate or rates of interest per annum which the Bonds are to bear may state different rates of interest for Bonds maturing in different calendar years; provided however, the (i) only one rate of interest may be

bid for Bonds of the same maturity (ii) variations in rates of interest so bid shall be in ascending progression in order of maturity so that the rate of interest on Bonds maturing in any particular calendar year shall not be less than the rate of interest applicable to Bonds maturing any prior calendar year. Unless all bids are rejected, the award will be made the bidder complying with the terms of the sale and offering to purchase the Bonds at such a rate or rates of interest as will produce the lowest net interest cost computed in accordance with the net interest cost method of calculation, that being the rate or rates of interest which will produce the least interest cost over the life of the bonds, after accounting for the premium offered, if any. For purposes of evaluating bids received, net interest cost will be calculated using the assumption that the Bonds will be held until maturity. If two or more such bidders offer to purchase the Bonds at the same net interest cost, computed as described above, the Bonds will be awarded to the bidder whose bid offers to purchase the Bonds at the highest premium dollar amount. If the premiums are the same, the award shall be made by lot by the School District President of the Board of Education. The right is reserved to reject any or all bids, and any bid not complying with this Notice of Private Competitive Bond Sale except as provided above, will be rejected. A GOOD FAITH DEPOSIT WILL NOT BE REQUIRED

By submitting a bid, each bidder is certifying that its bid is a firm offer to purchase the Bonds, is a good faith offer which the bidder believes reflects current market conditions, and is not a "courtesy bid" being submitted for the purpose of assisting in meeting the competitive sale requirements relating to the establishment of the "issue price" of the Bonds pursuant to Section 148 of the Code, including the requirement that bids be received from at least three (3) underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds (the "Competitive Sale Requirements"). The Municipal Advisor will advise the winning bidder if the Competitive Sale Requirements were met at the same time it notifies the winning bidder of the award of the Bonds. Bids will not be subject to cancellation in the event that the Competitive Sale Requirements are not satisfied.

If the Bonds qualify for issuance of any policy of municipal bond insurance or commitment therefor at the option of a bidder, any purchase of such insurance or commitment therefor shall be at the sole option and expense of the bidder and any increased costs of issuance of the Bonds resulting by reason of such insurance, unless otherwise paid, shall be paid by such bidder. Any failure of the Bonds to be so insured or of any such policy of insurance to be issued, shall not in any way relieve the purchaser of his contractual obligation arising from the acceptance of his proposal for the purchase of the Bonds.

The winning bidder shall, within one (1) hour after being notified of the award of the Bonds, advise the Municipal Advisor by electronic or facsimile transmission of the reasonably expected initial public offering price or yield of each maturity of the Bonds (the "Initial Reoffering Prices") as of the date of the award.

By submitting a bid, the winning bidder agrees (unless the winning bidder is purchasing the Bonds for its own account and not with a view to distribution or resale to the public) that if the Competitive Sale Requirements are not met, it will elect and satisfy either option (1) or option (2) described below. *Such election must be made on the bid form submitted by each bidder.*

For purposes of the "hold the price" or "follow the price" requirement described below, a "maturity" refers to Bonds that have the same interest rate, credit and payment terms.

(1) Hold the Price. The winning bidder:

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

(b) will neither offer nor sell to any person any Bonds within a maturity at a price that is higher, or a yield that is lower, than the Initial Reoffering Price of such maturity until the earlier of (i) the date on which the winning bidder has sold to the public at least 10 percent of the Bonds of such maturity at a price that is no higher, or a yield that is no lower, than the Initial Reoffering Price of such maturity or (ii) the close of business on the 5th business day after the date of the award of the Bonds, and

(c) has or will include within any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the winning bidder is a party) relating to the initial sale of the Bonds to the public, together with the related pricing wires, language obligating each underwriter to comply with the limitations on the sale of the Bonds as set forth above

(2) Follow the Price. The winning bidder:

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

(b) will report to the School District information regarding the first price that at least 10 percent of the Bonds within each maturity of the Bonds have been sold to the public,

(c) will provide the School District with reasonable supporting documentation or certifications of such sale prices the form of which is acceptable to Bond Counsel. This reporting requirement, which may extend beyond the closing date of the Bonds, will continue until such date that the requirement set forth in paragraph (b) above for each maturity of the Bonds is satisfied, and

(d) has or will include within any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the winning bidder is a party) relating to the initial sale of the Bonds to the public, together with the related pricing wires, language obligating each underwriter to comply with the reporting requirement described above.

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

If the winning bidder has purchased the Bonds for its own account and not with a view to distribution or resale to the public, then, whether or not the Competitive Sale Requirements were met, the Reoffering Price Certificate will recite such facts and identify the price or prices at which the purchase of the Bonds was made.

For purposes of this Notice, the "public" does not include the winning bidder or any person that agrees pursuant to a written contract with the winning bidder to participate in the initial sale of the Bonds to the public (such as a retail distribution agreement between a national lead underwriter and a regional firm under which the regional firm participates in the initial sale of the Bonds to the public). In making the representations described above, the winning bidder must reflect the effect on the offering prices of any "derivative products" (e.g., a tender option) used by the bidder in connection with the initial sale of any of the Bonds.

The Bonds will be delivered in Jersey City, New Jersey (through the facilities of DTC) or at such other place as may be agree with the purchases on or about June 25, 2018. The purchase price of the Bonds, in accordance with the purchaser's bid, shall be paid in federal funds or other funds available for immediate credit on such delivery date.

The Bonds are general obligations of the School District. All the taxable real property within the School District is subject to the levy of ad valorem taxes to pay the Bonds and interest thereon, subject to certain statutory limitation imposed by Chapter 97 of the 2011 Laws of New York. The State Constitution requires the School District to pledge its faith and credit for the payment of the principal of the Bonds and interest thereon and to make annual appropriation for the amounts required for the payment of such interest and the redemption of the Bonds. The State Constitution also provides that if at any time the appropriating authorities fail to make the required appropriation for annual debt service on the Bonds and certain others obligations of the School District, a sufficient sum shall be set apart for the first revenue thereafter received and shall be applied for such purposes, and also the chief fiscal officer of the School District may be required to set apart and apply such revenues as aforesaid suit of any holder of such obligations.

As a condition to each purchaser's obligation to accept delivery of and pay for the Bonds, such purchaser will be furnished, without cost, the following, dated as of the date of the delivery of and payment for the Bonds: (a) the usual Closing Certificate of the School District in a form satisfactory to Barclay Damon LLP, Albany, New York, Bond Counsel, evidencing among other things, the proper execution and delivery of the Bonds, the receipt of payment therefor and the fact that the Bonds will not be arbitrage obligations within the meaning of the Code; (b) a certificate, in form satisfactory to Bond Counsel and dated as of the closing date, to the effect that there is no litigation pending or to the knowledge of the signers threatened affecting the Bonds, (c) the approving opinion of Bond Counsel to the effect that the Bonds are valid and legally binding obligations of the School District, that all the taxable real property therein will be subject to the levy of ad valorem taxes to pay the Bonds and the interest thereon without limitation as to rate or amount,

and that among other things, the Code, includes certain requirements that must be met subsequent to the issuance of the Bonds in order that interest thereon be and remain excludable from gross income to the recipients thereof, and that under the existing law and assuming compliance with certain covenants, interest on the Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the Federal alternative minimum tax imposed on individuals. In addition, Bond Counsel will opine that, by virtue of the Local Finance Law, interest on the Bonds is exempt from personal income taxes of the State of New York and its political subdivisions. Such opinion also will state that: (a) the rights of the owners of the Bonds and the enforceability of the Bonds may be limited to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditor's rights generally and by equitable principals, whether considered at law or in equity; and (b) such opinion is given as of its dated date and that Bond Counsel assumes no obligation to update or supplement their opinion to reflect and facts or circumstance that may thereafter come to their attention or any changes in law that law that may occur thereafter.

The successful bidder may, at its option, refuse to accept the Bonds if prior to delivery of the Bonds any new income tax law shall provide that all or part of the interest on such Bonds is taxable, or shall be taxable at a future date for federal income tax purpose

THE DISTRICT RESERVES THE RIGHT TO CHANGE THE TIME/AND/OR DATE FOR THE OPENING OF BIDS. NOTICE OF ANY SUCH CHANGE SHALL BE PROVIDED NOT LESS THAN ONE HOUR PRIOR TO THE TIME SET FORTH ABOVE FOR THE OPENING OF BIDS BY MEANS OF SUPPLEMENTAL NOTICE OF PRIVATE COMPETITIVE BOND SALE OR TO BE TRANSMITTED OVER THE TM3

The population of the School District is estimated to be 1,241 (2015 U.S. Census estimate). No debt statement is required to be filed pursuant to Section 109.00 of the Local Finance Law in connection with the sale of the Bonds. The full valuation of real property subject to taxation by the School District is \$256,260,040, its debt limit is \$25,626,040, and its total net indebtedness is \$1,990,000. The issuance of the Bonds will increase such net indebtedness by \$300,000. Bond anticipation notes in the amount of \$650,000 have issued heretofore in anticipation of the sale of such bonds,

No Official Statement accompanies this Notice of Private Bond Sale. Rule 15c2-12 promulgated by the U.S. Securities and Exchange Commission does not require the distribution of an offering document in connection with the sale of the municipal securities offered Through this Notice of Private Bond Sale.

Additional information or additional copies of the Notice of Sale may be obtained upon request from the offices of R. G. Timbs, Inc., telephone number (585) 747-8111, or at www.RGTimbsInc.net

Dated: May 29, 2018

/S/ Michael Bruce
Michael Bruce
Board President and Chief Fiscal Officer

PROPOSAL FOR BONDS

Mr. Michael Bruce, Board President
Wheelerville Union Free School District
Fulton County, New York
c/o R. G. Timbs, Inc.
24 Sherman Oaks Drive
New Hartford, New York 13413
Telefax # (315) 266-9212

SALE DATE: June 12, 2018
TIME: 11:00 A.M., Eastern Time

WHEELERVILLE UNION FREE SCHOOL DISTRICT \$950,000 School District (Serial) Bond, 2018

Date: June 25, 2018

Maturity Dates: June 15, 2019/2034

Dear Mr. Bruce,

For the \$950,000 School District Serial Bonds, 2018 of the Wheelerville Union Free School District, Fulton County, New York, that are subject of the annexed Notice of Private Competitive Bond Sale, which is hereby made a part of this bid, we will pay \$950,000 plus a premium of \$_____ and accrued interest to date of delivery, provided that the Bonds maturing as set forth below shall bear interest in the indicated multiple(s) of 1/8th or 1/100th of one per centum (1%), from their dated date until maturity at the respective rates per annum stated in the following table:

<u>Year</u>	<u>Rate</u>	<u>Year</u>	<u>Rate</u>
2019	_____%	2027	_____%
2020	_____%	2028	_____%
2021	_____%	2029	_____%
2022	_____%	2030	_____%
2023	_____%	2031	_____%
2024	_____%	2032	_____%
2025	_____%	2033	_____%
2026	_____%	2034	_____%

The following is our computation of the net interest cost, made as provided in the above mention Notice of Private Competitive Bond Sale, but not constituting any part of the foregoing proposal for the purchase of the \$950,000 Bonds therein described:

Gross Interest	\$ _____
Less Premium Bid Over Par	\$ _____
Net Interest Cost (NIC)	\$ _____
Effective NIC Rate	_____ % (Four decimals)

PROPOSAL CONTINUES ONTO NEXT PAGE

Please specify form of Bonds:

☐ Book-Entry-Only registered to Cede & Co.

☐ Registered in the Name of the Purchaser

Please select one:

☐ We are purchasing the Bonds for our own account and have no intention to sell, reoffer or otherwise dispose of the Bonds

☐ In the event the Competitive Sale Requirements are not met we hereby elect to:

☐ Follow the Price for all maturities; or

☐ Hold the Price for all maturities

Signature:

Name of Bidder:

Financial Institution:

Address:

Telephone (Area Code):

Email Address:
