

NOTICE OF SALE

**BYRON-BERGEN CENTRAL SCHOOL DISTRICT  
GENESEE, MONROE AND ORLEANS COUNTIES, NEW YORK**

**\$462,258 Bond Anticipation Notes, 2021**

<b>SALE DATE:</b>	<b>July 8, 2021 (THURSDAY)</b>	Location:	R. G. Timbs, Inc
Facsimile or			11 Meadowbrook Road
Telephone Bids Until:	10:00 A.M. (Prevailing Time)		Whitesboro, New York 13492
Notes Dated:	July 22, 2021 (Thursday)	Fax:	(315) 266-9212
Notes Mature:	July 22, 2022 (Friday)	Phone:	(877) 315-0100 x5

Notice is given that the Byron-Bergen Central School District, Genesee, Monroe, and Orleans Counties, New York ("the District") will receive facsimile or telephone bids, as described above, for the purchase in Federal Funds, at not less than par and accrued interest of \$462,258 Bond Anticipation Notes, 2021. The Notes will not be subject to redemption, in whole or in part, prior to maturity. Interest on the Notes will be paid at maturity. Interest will be computed on a 30-day month/360-year basis. The Notes will be issued in registered form payable to the purchaser; provided, however, if the Notes are eligible for issuance through the book-entry-only system for note issues through the Depository Trust Company ("DTC"), the successful bidder may request with its bid that the Notes be issued in "book-entry-only" form, in which case the Notes will be registered and payable to "Cede & Co." as nominee of DTC.

**PROCEDURES FOR BIDDING**

**Submission of Bids**

Proposals may be submitted in accordance with this Notice of Sale until the time specified herein. No proposal will be accepted after the time for receiving proposals specified above. Any proposal received by the time for receiving proposals specified herein, which has not been modified or withdrawn by the bidder, shall constitute an irrevocable offer to purchase the Notes pursuant to the terms herein and therein provided. All bidders shall be offered an equal opportunity to bid to purchase the Notes. Furthermore, no bidder shall have the opportunity to review other bids before providing a bid or be given an opportunity to review other bids that was not equally given to all other bidders. Unless a bidder would be purchasing the notes for its own portfolio, by submitting a bid, such bidder attests that it has an established industry reputation for underwriting new issuances of municipal notes.

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 School District shall not be responsible for any errors and/or delays in transmission and/or receipt of such bids, mechanical or technical failures or disruptions, or any omissions or irregularities in any bids submitted in such manner.

Each bid must state a single rate of interest therefor in a multiple of one-eighth (1/8th), one-hundredth (1/100th) or one-thousandth (1/1000th) of one per centum (1%) per annum and be for all the Notes.

Any attempt to bid with alterations to the specific language contained in the Notice of Sale, will be considered a failure to execute a proper bid as specified in this Notice of Sale and will be treated as a non-conforming bid which will be rejected.

## **Award of Notes**

Unless all the bids are rejected, the Notes will be awarded to the bidder offering to purchase the Notes at the lowest interest cost, after accounting for the premium offered, if any, computed in accordance with the net interest cost method of calculation, and if two or more such bidders offer the same lowest net interest cost, then to one of said bidders selected by lot from among all said bidders.

The District reserves the right to reject any and all bids (regardless of interest rate bid), to reject any bid not complying with this Official Notice of Sale and so far as permitted by law, to waive any irregularity or informality with respect to any bid or the bidding process. **All or none bids will be rejected. Conditional bids will be rejected, including any bid subject to credit approval.**

## **Issue Price**

By submitting a bid, each bidder is certifying that its bid is a firm offer to purchase the Notes, is a good faith offer which the bidder believes reflects current market conditions, and is not a “courtesy bid” being submitted for the purpose of assisting in meeting the competitive sale requirements relating to the establishment of the “issue price” of the Notes pursuant to United States Treasury Regulations Section 1.148-1(f)(3)(8), 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 and notes (the “Competitive Sale Requirements”). R.G. Timbs, the District’s municipal advisor, in connection with the issuance of the notes (the “Municipal Advisor”) will advise the winning bidder if the Competitive Sale Requirements were met at the same time it notifies the winning bidder of the award of the Notes. **Bids will not be subject to cancellation in the event that the Competitive Sale Requirements are not satisfied.**

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

By submitting a bid, each bidder agrees (unless such bidder would be purchasing the Notes for its own account and not with a view to distribution or resale to the public) that if it is the winning bidder and 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. If no election is made, the bidder will be deemed to have elected option (1) below.***

For purposes of the “hold the price” or “follow the price” requirement described below, a “maturity” refers to Notes 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 Notes at the Initial Reoffering Prices and provide the Municipal Advisor and Bond Counsel with reasonable supporting documentation, such as a copy of the pricing wire or equivalent communication, the form of which is acceptable to Bond Counsel,

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

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

(2) Follow the Price. The winning bidder:

(a) will make a bona fide offering to the public of all of the Notes 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 Municipal Advisor and Bond Counsel information regarding the actual prices at which the Notes been first sold to the public; such reporting requirement, which may extend beyond the closing date of the Notes, will continue with respect to each maturity of the Notes until either (i) all of the Notes of such maturity have been sold, or (ii) the first date on which at least 10 percent of the Notes of such maturity has been sold to the public at a single specific price,

(c) will provide the Municipal Advisor and Bond Counsel with reasonable supporting documentation or certifications of such sale prices the form of which is acceptable to Bond Counsel;

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

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 Notes stating the applicable facts as described above. The form of Reoffering Price Certificate is available by contacting Bond Counsel or the Municipal Advisor.

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

For purposes of this Notice of Sale, the following terms shall have the following respective meanings:

(A) the "public" means any person other than an underwriter or a related party (as defined below) to an underwriter;

(B) an "underwriter" means (i) the winning bidder (unless the winning bidder is purchasing the Notes for its own account and not with a view to distribution or resale to the public), (ii) any person that agrees pursuant to a written contract with the winning bidder to form an underwriting syndicate to participate in the initial sale of the Notes to the public, and (iii) any person that agrees pursuant to a written agreement with either the winning bidder or any other member of an underwriting syndicate for the Notes to participate in the initial sale of the Notes to the public (such as a retail distribution agreement between a national lead underwriter and a regional firm under which the regional firm participates in the initial sale of the Notes to the public); and

(C) a "related party" (as defined in U.S. Treasury Regulation 1.150-1(b)) to an underwriter generally means any person who has greater than fifty percent (50%) common ownership, directly or indirectly, with such underwriter.

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 Notes.

## THE NOTES

The Notes will be valid and legally binding general obligations of the Byron-Bergen Central School District, all the taxable real property within which will be subject to the levy of ad valorem taxes to pay the Notes and interest thereon, without limitation as to rate or amount, subject to the statutory limits of Chapter 97 of the Laws of 2011 of the State of New York. The School District will pledge its faith and credit for the payment of the principal of the Notes and interest thereon.

In the event of a default in the payment of the principal of and/or interest on the Notes, the State Comptroller is required to withhold, under certain conditions prescribed by Section 99-b of the State Finance Law, state aid and assistance to the District and to apply the amount thereof so withheld to the payment of such defaulted principal and/or interest, which requirement constitutes a covenant by the State with the holder from time to time of the Notes.

The Notes are being issued pursuant to the Constitution and statutes of the State of New York, including among others, the Education Law and the Local Finance Law and bond resolutions of the District authorizing the purchase and finance of school buses. The Proceeds of the Notes, along with \$424,508 in available funds of the District, will partially redeem and renew \$394,916 bond anticipation notes and redeem in full the \$242,000 bond anticipation notes both maturing on July 23, 2021, as well as provide \$249,850 in original financing for the aforementioned purpose.

At the option of the successful bidder, the Notes will be issued in (i) registered certificated form, registered in the name of the purchasers or (ii) registered book-entry-only form registered to Cede & Co., as the partnership nominee for DTC. All expenses related to DTC shall be the responsibility of the purchaser.

If the Notes are issued in non-book-entry form, they will be issued as certificated obligations, registered in the name of the purchaser. Principal of and interest on the Notes are payable at maturity in lawful money of the United States of America (Federal Funds) at the office of the District Clerk, Bergen, New York who will act as paying agent for the Notes, however the purchaser shall have the right to designate a bank or banks located and authorized to do business in the State of New York as the place or places for the payment of the principal and interest on the Notes. Any related bank fees are to be paid by the purchaser. 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.

If the successful bidder notifies Bond Counsel by 3:00P.M., Prevailing Time on the date of sale, such Notes may be issued in the form of book-entry-only notes, in the denomination corresponding to the aggregate principal amount for each Note bearing the same rate of interest and CUSIP number. In the event that the Purchaser(s) choose book-entry-only, as a condition to delivery of the Notes, the successful purchaser(s) will be required to cause such note certificates to 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 clearinghouse for securities transactions, and will be responsible for establishing and maintaining book-entry only system for recording the ownership interests among 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 Notes. Individual purchasers of beneficial ownership interest in the Notes may only be made through book entries (without certificates issued by the District) made on the books and records of DTC (or successor depository) and its participants in dominations of \$5,000 or multiples thereof as may be determined by such successful bidder(s), except one odd denomination as needed. Principal of and interest on the Notes will be payable by the District by wire transfer or in clearinghouse funds to DTC or its nominee as registered owner of the Notes. 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 the beneficial owners. The District will not be responsible or liable for payments by DTC to its participants or by DTC participants to beneficial owners or for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

If issued in registered form, payable to the purchaser, closing on the Notes will be in at such place as is agreed to by District and the Purchaser; if issued in book-entry-only form, the Notes will be available for delivery through the facilities of DTC located in Jersey City, New Jersey on or about July 22, 2021 at approximately 11:00 A.M. Prevailing Time, against receipt of the purchase price of the Notes in Federal Funds.

The Municipal Advisor intends to provide the purchaser of the issue with CUSIP identification numbers in compliance with MSRB Rule G-34, (a)(i) (A)-(H). As is further discussed in Rule G-34 the purchaser, as the "dealer who acquires" the issue, is responsible for the registration fee to the CUSIP Bureau for this service. It is anticipated that CUSIP identification numbers will be printed on the Notes. All expenses in relation to the printing of CUSIP numbers on the bonds will be paid for by the School District provided, however; that the School District assumes no responsibility for any CUSIP Service Bureau charge or other charges that may be imposed for the assignment of such numbers.

As a condition to each purchaser's obligation to accept delivery of and pay for the Notes, such purchaser(s) will be furnished, without cost, the following, dated as of the date of the delivery of and payment for said Notes: (i) a Closing Certificate, constituting a receipt for the Note proceeds and a signature certificate, which will include a statement that no litigation is pending, or to the knowledge of the signers, threatened affecting the Notes, (ii) an arbitrage certificate executed on behalf of the District which will include, among other things, covenants, relating to compliance with the Internal Revenue Code of 1986 (the "Code"), with the owners of the Notes that the District will, among other things, (A) take all actions on its part necessary to cause the interest on the Notes not to be includable in the gross income of the owners thereof for Federal income tax purposes, including without limitation, restricting, to the extent necessary, the yield on investments made with the proceeds of the Notes and investment earnings thereon, making required payments to the Federal Government, if any, and maintaining books and records in a specified manner, where appropriate, and (B) refrain from taking any action which would cause interest on the Notes to be includable in the gross income of the owner thereof for Federal income tax purpose, including without limitation refraining from spending the proceeds of the Notes and investment earnings thereon on certain specified purposes; and (iii) the approving legal opinion as to the validity of the Notes of Harris Beach PLLC, Bond Counsel, Pittsford, New York.

**The Notes will be deemed designated as "qualified tax-exempt obligations" pursuant to Section 265(b)(3) of the Code.**

There is no Official Statement or other offering document which accompanies this Notice of Sale. Rule 15c-12 promulgated by the U.S Securities and Exchange Commission does not require distribution of an offering document to investors in connection with the sale of municipal securities offered through this Notice of Sale.

The District's Bond Counsel contact information is as follows: Todd Miles, Esq. Harris Beach PLLC, 99 Garnsey Road, Pittsford, New York 14534; Phone: (716) 200-5198; Fax: (716) 200-5090; Email: [tmiles@harrisbeach.com](mailto:tmiles@harrisbeach.com).

The School District's contact information is as follows: Lori Prinz, School Business Administrator, 6917 West Bergen Road, Bergen, New York 14416; Phone: (585) 494-1220 Ext 2429; Fax: (585)494-2613; Email: [lprinz@bbschools.org](mailto:lprinz@bbschools.org).

**BYRON-BERGEN CENTRAL SCHOOL DISTRICT**

**Dated: June 28, 2021**

**Bergen, New York**

**DEBRA LIST**

President of Board of Education

And Chief Fiscal Officer

**PROPOSAL FOR NOTES**

Debra List., President of the Board of Education  
 Byron-Bergen Central School District  
 Genesee, Monroe, and Orleans County, New York  
 c/o R. G. Timbs, Inc.  
 11 Meadowbrook Road  
 Whitesboro, New York 13492  
 Telefax # (315) 266-9212

**SALE DATE: July 8, 2021**  
**TIME: 10:00 A.M., Eastern Time**

**BYRON -BERGEN CENTRAL SCHOOL DISTRICT  
 GENESEE, MONROE AND ORLEANS COUNTIES, NEW YORK**

**\$462,258 Bond Anticipation Notes, 2021**

**Date: July 22, 2021**

**Maturity Date: July 22, 2022**

Amount	Interest Rate	Premium	Net Interest Cost <sup>(1)</sup>
\$	%		%

(1) The computation of the net interest cost is made as provided in the Notice of Sale for the above-referenced obligations but does not constitute any part of the foregoing Proposal for the purchase of the Notes therein described.

Please select one:  Book-Entry-Only Notes registered to Cede & Co.  Non- Book- Entry, Registered to Purchaser

**IN ACCORDANCE WITH THE NOTICE OF SALE, UNLESS THE BIDDER WOULD BE PURCHASING THE NOTES FOR ITS OWN ACCOUNT, BY SUBMITTING THIS BID, THE BIDDER IS REPRESENTING THAT IT HAS AN ESTABLISHED INDUSTRY REPUTATION FOR UNDERWRITING NEW ISSUANCES OF MUNICIPAL NOTES SIMILAR TO THE NOTES.**

Please select one:

- We are purchasing the Notes for our own account and not as an underwriter nor a related party to an underwriter and have no intention to sell, reoffer or otherwise dispose of the Notes.
  
- In the event the Competitive Sale Requirements are not met we hereby elect as follows (if no selection made, the bidder will be deemed to have elected ("Hold the Price"));
  - Follow the Price or
  - Hold the Price

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

Bank or Institution: \_\_\_\_\_

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

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

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

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

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