

**NOTICE OF SALE**

**VILLAGE OF GOWANDA  
CATTARAUGUS AND ERIE COUNTIES, NEW YORK  
(the "Village")**

**\$2,500,000**

**BOND ANTICIPATION NOTES FOR VARIOUS PURPOSES - 2011  
(the "Notes")**

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Sale Date: October 13, 2011 (Thursday)  
Time: 11:00 o'clock a.m. (Prevailing Time)  
Place of Sale: Municipal Solutions, Inc.  
2528 State Route 21  
Canandaigua, New York 14424

Date of Notes: October 27, 2011 (Thursday)  
Maturity Date: October 25, 2012 (Thursday)

**"Bank Qualified"**

The Notes will be general obligations of the Village and the faith and credit of the Village will be pledged for payment of the principal of and interest on such Notes. All the taxable real property in the Village will be subject to the levy of ad valorem taxes, subject to certain statutory limitations imposed by Chapter 97 of the Laws of 2011 (the "New Tax Levy Limit Law").

Written proposals, telephone bids (telephone number: 585-394-4090) and facsimile transmission (FAX) bids (FAX number: 585-394-4092) will be received at the Offices of Municipal Solutions, Inc., 2528 State Route 21, Canandaigua, New York 14424 until 11:00 a.m. Prevailing Time on the 13th day of October 2011, at which time and place the bids will be opened for the purchase at not less than par plus accrued interest of \$2,500,000 Bond Anticipation Notes for Various Purposes - 2011 of the Village of Gowanda, Cattaraugus and Erie Counties, New York dated October 27, 2011 and maturing October 25, 2012 (the "Notes"). The Notes shall NOT be subject to redemption, in whole or in part, prior to maturity. Interest on the Notes will be payable at maturity.

The timely delivery of all proposals submitted by telefax (FAX) must be in legible and completed form, signed by an authorized representative of the bidder, and will be the sole responsibility of the bidder. The Village will 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.

The Notes are being issued pursuant to the Constitution and Laws of the State of New York, including among others, the Local Finance Law, a bond resolution dated September 8, 2009 authorizing the issuance of \$5,000,000 serial bonds to finance capital improvements required due to flood related damage in the Village. The bond resolution further authorizes the Village to apply any funds to be received from the United States of America or the State of New York and any other sources to be expended towards the improvements or to retire all or any portion of the Notes; and a bond resolution dated September 7, 2010 authorizing the issuance of \$500,000 serial bonds for the partial reconstruction of the Gowanda Municipal Building.

The proceeds of the Notes will be used by the Village (along with \$800,000 of available funds of the Village) to redeem and renew outstanding bond anticipation notes of the Village in the amount of \$3,300,000

Each bid may be for all or a portion of said Notes and must state a single rate of interest therefor in a multiple of one-eighth (1/8th) or one one-hundredth (1/100th) of one per centum (1%) per annum. **Any premium offered shall not be in excess of \$100,000.** In the event that a bid is submitted for the full par amount of the Notes, the maximum bid premium, if any, shall not exceed \$100,000. If a bid is submitted for less than the full par amount of the Notes, the maximum bid premium for each such partial bid shall be limited to \$100,000 multiplied by a fraction, the numerator of which is the

principal amount of such partial bid and the denominator of which is the full par amount of the Notes (\$2,500,000). Unless all bids are rejected, the Notes will be awarded to the bidder offering to purchase the Notes at the lowest net interest cost, that being the rate of interest which will produce the least interest cost over the life of the Notes, after accounting for the premium offered, if any; provided, however, that if two or more bidders offer to purchase the Notes at the same lowest net interest cost, the Notes will be awarded to one of such bidders selected by the Sale Officer by lot from among all such bidders. The right is reserved to award to any bidder all or any part of the Notes which such bidder offers to purchase and, in such event, the premium, if any, specified by the bidder will be pro-rated. The right is reserved to reject all bids, and any bid not complying with this Notice of Sale will be rejected.

Award of the Notes is expected to be made promptly after opening of the bids, but the successful bidder(s) may not withdraw proposals until two 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.

Each successful bidder(s) will be furnished without cost with the approving opinion of the law firm of Hawkins Delafield & Wood LLP, ("Bond Counsel") to the effect that the Notes 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 Notes and interest thereon, subject to certain statutory limitations imposed by Chapter 97 of the Laws of 2011 (the "New Tax Levy Limit Law," as described in the Official Statement prepared in connection with the issuance of the Notes). Said opinion will also contain further statements to the effect that (a) the enforceability of rights or remedies with respect to such Notes may be limited by bankruptcy, insolvency, or other laws affecting creditors' rights or remedies heretofore or hereafter enacted, and (b) said law firm has not been requested to examine or review and has not examined or reviewed the accuracy or sufficiency of the Official Statement of the Village, or any proceedings, reports, correspondence, financial statements or other documents, containing financial or other information relative to the Village which have been or may be furnished or disclosed to purchasers of the Notes, and expresses no opinion with respect to such financial or other information, or the accuracy or sufficiency thereof.

Delivery of the Notes will be in New York, New York, or at such other place as may be agreed with the purchaser, on or about October 27, 2011, at approximately 11:00 a.m. Prevailing Time or at such place and on such business day and at such hour, as the Sale Officer and successful bidder(s) will mutually agree, against receipt of the purchase price of the Notes in federal funds.

At the option of the purchaser(s), the Notes will be issued in bearer form or as registered notes. If the Notes are issued in registered form, the Notes may, at the purchaser's option, be either registered to the purchaser or registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC") as book-entry notes.

For those Notes issued in bearer form or registered to 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. Principal of and interest on such Notes will be payable at such bank or trust company authorized to do business in the State of New York as may be selected by the successful bidder(s).

For those Notes issued as book-entry only notes registered to Cede & Co., DTC will act as securities depository for the Notes and owners will not receive certificates representing their respective interests in the Notes. 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 such Notes will be paid in lawful money of the United States of America (federal funds) by the Village to Cede & Co., as nominee for DTC. CUSIP identification numbers will be printed on the Notes if Bond Counsel is provided with such numbers by the close of business on the Sale Date of the Notes, but neither the failure to print such number on any Note nor any error with respect thereto will constitute cause for a failure or refusal by the purchaser thereof to accept delivery and pay for the Notes in accordance with the terms hereof. All expenses in relation to the printing of CUSIP numbers on the Notes will be paid for by the Village; provided, however, that the CUSIP Service Bureau charge for the assignment of such numbers will be the responsibility of and will be paid for by the purchaser.

In the event that the purchaser(s) choose book-entry form, as a condition to delivery of the Note, the successful bidder(s) will be required to cause such note certificate to be (i) registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("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 a book-entry system for recording the ownership interests of its participants, which include certain banks, trust companies and securities dealers, and the transfers of the interests among its participants. The DTC participants will be responsible for establishing and maintaining records with respect to the Note. Individual purchases of beneficial ownership interests in the Note may only be made through book entries (without certificates issued by the Village) made on the books and records of DTC (or a successor depository) and its participants, in denominations of \$5,000 or integral multiples thereof. Principal of and interest on the Note will be payable by the Village or its agent by wire transfer or in clearinghouse funds to DTC or its nominee as registered owner of the Note. 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 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.

In the event the Notes are issued in book-entry form, as described above, the Village agrees to deliver the Note to DTC one day in advance of the date of delivery of the Note to the purchaser.

If the purchaser requests the Notes to be issued in registered form, the Village will act as Paying Agent for the Notes. If the purchaser requests the Notes to be issued in bearer form, the purchaser will act as Paying Agent for the Notes. Paying agent fees, if any will be paid for by the purchaser(s). The Village contact information is as follows: Village Treasurer, 27 East Main Street, Gowanda, New York 14070, telephone: 716-532-3353, fax: 716-532-2938.

Interest will be calculated on a 30 day month and 360 day year basis, payable at maturity.

The successful bidder may at his option refuse to accept the Notes if prior to their delivery any law of the United States of America is hereafter enacted which will provide that the interest thereon is taxable, or will be taxable at a future date for federal income tax purposes, and in such case he will be relieved of his contractual obligation arising from the acceptance of his proposal.

The Internal Revenue Code of 1986, as amended (the "Code"), establishes certain requirements that must be met subsequent to the issuance and delivery of the Notes in order that interest on the Notes be and remain excludable from gross income under Section 103 of the Code. As part of the Village's contractual obligation arising from its acceptance of the successful bidder's(s) proposal, the Village will furnish the successful bidder(s) concurrently with the delivery of the Notes with its Arbitrage and Use of Proceeds Certificate (the "Certificate"), which will contain provisions and procedures relating to compliance with the requirements of the Code and a certification to the effect that the Village 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 interest paid on the Notes is excludable from gross income under Section 103 of the Code.

The opinion of Bond Counsel, shall also contain further statements to the effect that under existing statutes and court decisions and assuming continuing compliance with certain tax certifications described herein, (i) interest on the Notes 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 Notes is not treated as a preference item in calculating the alternative minimum tax imposed on individuals and corporations under the Code; such interest, however, is included in the adjusted current earnings of certain corporations for purposes of calculating the alternative minimum tax imposed on such corporations. In addition, the opinion of Bond Counsel to the Village will state that under existing statutes, interest on the Notes is exempt from personal income taxes of New York State and its political subdivisions, including The City of New York.

The opinion of Bond Counsel shall also contain further statements to the effect that under the Code, interest on the Notes is to be taken into account in the computation of certain taxes that may be imposed with respect to corporations, including without limitation, the alternative minimum tax and the foreign branch profits tax. In addition under the Code, an individual who owns Notes may be required to include in gross income a portion of his or her Social Security or railroad retirement payments and interest on the Notes will be treated as disqualified income for purposes of calculating the earned income credit. Noteholders should consult their tax advisors with respect to the computation of alternative minimum tax, foreign branch profits tax liability, earned income credit, or the inclusion of Social Security or other retirement payments in gross income.

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

The Village will provide a reasonable number of Official Statements to the successful bidder(s) within five (5) business days following receipt of a written request therefor made to the Village and its financial advisor. Such request may specify the applicable (a) offering price(s), (b) selling compensation, (c) rating(s), (d) credit enhancement, and (e) identify and complete name of such bidder and any participating underwriters, and if so, the Official Statement will be modified or supplemented by the information so specified. Neither the Village nor its financial advisor will be liable in any manner for any delay, inaccuracy, or omission on the part of the successful bidder with respect to such request, nor will the Village's failure, as a result thereof, to provide the Official Statement (whether or not modified or supplemented) within the above time period, constitute cause for a failure or refusal by such bidder(s) to accept delivery of and pay for the Notes in accordance with the terms thereof.

The Official Statement is in a form "deemed final" by the Village for the purposes of Securities and Exchange Commission Rule 15c2-12 ("Rule 15c2-12"), but may be modified or supplemented in noted herein. In order to assist bidders in complying with Rule 15c2-12 and as part of the Village's contractual obligation arising from its acceptance of the successful bidder's(s) proposal, at the time of the delivery of the Notes the Village will provide an executed copy of its "Undertaking to Provide Notices of Events." Such undertaking will constitute a written agreement or contract of the Village for the benefit of the holder of and owners of beneficial interests in the Notes, to provide to the Electronic Municipal Market Access ("EMMA") System implemented by the Municipal Securities Rulemaking Board or any successor thereto timely notice of the occurrence of certain events, enumerated in such Rule 15c2-12.

The obligations hereunder to deliver or accept the Notes pursuant hereto will be conditioned on the availability to the successful bidder(s) at the time of the delivery of the Notes of such approving opinion; of certificates in form and tenor satisfactory to Bond Counsel evidencing the proper execution and delivery of the Notes and receipt of payment therefor and including a statement, dated as of the date of delivery, to the effect that there is no litigation pending or (to the knowledge of the signer or signers thereof) threatened relating to the Notes; and of the several certificates as described in the Official Statement under the heading "Documents Accompanying Delivery of the Notes".

An Official Statement will be furnished to any interested bidder upon request.

VILLAGE OF GOWANDA

Dated: October 5, 2011  
Gowanda, New York

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Cindy Oakes Schilling  
Treasurer and Chief Fiscal Officer

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Additional copies of the Notice of Sale and Official Statement may be obtained upon request from the Office of Municipal Solutions, Inc., 2528 State Route 21, Canandaigua, New York 14424, telephone (585) 394-4090.  
Website: [www.municipalsolution.com](http://www.municipalsolution.com)

**PROPOSAL FOR BOND ANTICIPATION NOTES FOR VARIOUS PURPOSES - 2011**  
**Village of Gowanda, Cattaraugus and Erie Counties, New York**

Cindy Oakes Schilling, Treasurer  
 Village of Gowanda  
 c/o Municipal Solutions, Inc.  
 2528 State Route 21  
 Canandaigua, New York 14424  
 Telephone: 585-394-4090  
 Fax: 585-394-4092

Sale Date: October 13, 2011  
 11:00 A.M., Prevailing Time

**Dated: October 27, 2011**

**Maturity Date: October 25, 2012**

Dear Ms. Oakes Schilling:

We hereby submit the following proposal for the purchase, in federal funds, of the **\$2,500,000 Bond Anticipation Notes For Various Purposes - 2011 (the "Notes") of the Village of Gowanda, Cattaraugus and Erie Counties, New York**, without the option of prior redemption, in whole or in part, prior to maturity, as described in the annexed Notice of Sale which is hereby made a part of this bid.

The following is our computation of the net interest cost, made as provided in the above mentioned Notice of Sale, but not constituting any part of the foregoing proposal for the purchase of the Notes therein described.

Bid No.	Principal Amount	Interest Rate	Premium <sup>(1)</sup>	Net Interest Cost
1	\$	%	\$	%
2	\$	%	\$	%
3	\$	%	\$	%
4	\$	%	\$	%

In the event we are awarded all or any portion of the Notes, we will promptly notify you of the manner in which the Notes are to be issued as registered Notes and of the denominations and paying agent desired in accordance with the terms of the Notice of Sale.

Please Specify Form of Notes:

Book-Entry \_\_\_\_\_

or

Registered to Purchaser \_\_\_\_\_

or

Bearer \_\_\_\_\_

\_\_\_\_\_  
Signature

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

\_\_\_\_\_  
Address of Bidder

\_\_\_\_\_  
Telephone

\_\_\_\_\_  
Fax No

\_\_\_\_\_  
E-Mail Address

(1) Not to exceed \$100,000