

## NOTICE OF BOND SALE

\$1,618,457

VILLAGE OF WATKINS GLEN  
SCHUYLER COUNTY, NEW YORK  
PUBLIC IMPROVEMENT SERIAL BONDS, 2011

(BOOK-ENTRY-ONLY BONDS)

Dated Date: December 15, 2011

Maturity Dates: December 15, 2012-2031, inclusive

Sale Date: December 1, 2011

Bids Accepted Until: 11:30 A.M. (Prevailing Time)

Location: Municipal Solutions, Inc.  
2528 State Route 21  
Canandaigua, New York 14424

Sealed proposals or, at the option of bidders, proposals delivered via Ipreo's Parity electronic bid submission system ("Parity") will be received at the offices of Municipal Solutions, Inc., 2528 State Route 21, Canandaigua, New York 14424 (Telephone No. (585) 394-4090 Fax No. (585) 394-4092), to be considered by the undersigned Village Treasurer (or such Treasurer's successor or designated agent) of the Village of Watkins Glen, Schuyler County, New York (the "Village") as outlined above for the purchase of \$1,618,457 Public Improvement Serial Bonds, 2011 of the Village (the "Bonds"). Proceeds of the Bonds in the amount of \$1,047,989 will be used to redeem and retire a portion of an outstanding bond anticipation note of the Village that was issued to finance the reconstruction of and construction of improvements to the Village municipal building. Proceeds of the Bonds will also provide additional new money for the reconstruction of and construction of improvements to the Village municipal building (to the extent of \$112,716) and new money for the acquisition of a fire-fighting vehicle and apparatus for use by the Village (to the extent of \$457,752).

The Bonds will be valid and legally binding general obligations of the Village, for the payment of which the Village has pledged its faith and credit. All the taxable real property in the Village will be subject to the levy of *ad valorem* real estate taxes to pay the principal of the Bonds and the interest thereon, without limitation as to rate or amount (subject to certain statutory limitations imposed by Chapter 97 of the 2011 Laws of New York). The New York State Constitution requires the Village to pledge its faith and credit for the payment of the principal of the Bonds and the interest thereon, and to make annual appropriations for the amounts required for the payment of such interest and the redemption of the Bonds. The Constitution also provides that if at any time the appropriating authorities fail to make the required appropriations for the annual debt service on the Bonds and certain other obligations of the Village, a sufficient sum shall be set apart from the first revenues thereafter received and shall be applied for such purposes. The Village Treasurer may be required to set apart and apply such revenues as aforesaid at the suit of any holder of the Bonds.

The Bonds are payable in annual installments which, together with interest thereon, are expected to provide for substantially level or declining annual debt service with respect to the Bonds, as defined and described in paragraph d of Section 21.00 of the New York Local Finance Law, on December 15 in each year as follows:

**MATURITIES**

<u>Year</u>	<u>Amount*</u>	<u>Year</u>	<u>Amount*</u>
2012	\$ 58,457	2022	\$95,000
2013	65,000	2023	95,000
2014	65,000	2024	100,000
2015	65,000	2025	100,000
2016	70,000	2026	105,000
2017	75,000	2027	70,000
2018	80,000	2028	75,000
2019	80,000	2029	75,000
2020	90,000	2030	80,000
2021	90,000	2031	85,000

\*Amounts are subject to adjustment by the Village in accordance with Section 58.00(c)(2) of the Local Finance Law.

The Village may, after selecting the successful bidder as provided herein, and by 3:00 o'clock 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 adjustment shall be conclusive, and shall be binding upon the successful bidder.

The Bonds maturing on or before December 15, 2019 will not be subject to redemption, in whole or in part, prior to maturity. The Bonds maturing on or after December 15, 2020 will be subject to redemption, in whole or in part, prior to maturity, at the option of the Village, on December 15, 2019 or on any 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 by lot 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 for redemption, 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 by lot in any customary manner of selection as determined by the Village Treasurer.

The Bonds will be dated December 15, 2011, will mature on December 15 in the years and amounts stated above (subject to adjustment, as stated) and will bear interest payable on June 15, 2012, December 15, 2012 and semi-annually thereafter on June 15 and December 15 in each year until maturity (or earlier redemption). The record date of the Bonds will be the last business day of the calendar month preceding each interest payment date. The Bonds will be issued in registered form by means of a book-entry system with no physical distribution of bond

certificates made to the public. One bond certificate for each maturity will be issued to the Depository Trust Company, New York, New York or its nominee (“DTC”) and will be immobilized in its custody. The book-entry system will evidence ownership of the Bonds in the principal amount of \$5,000 or any integral multiple thereof (except for one Bond of an odd denomination), with transfer of ownership effected on the records of DTC and its participants pursuant to rules and procedures established by DTC and its participants. The successful bidder, as a condition to delivery of the Bonds, shall be required to deposit the bond certificates with DTC, registered in the name of Cede & Co., its nominee, to be held in trust until maturity or earlier redemption. Interest on the Bonds and the principal of the Bonds will be payable 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 of the Bonds 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 such transfer of payments or for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

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”).

Each proposal must be for all of the Bonds and may state different rates of interest for Bonds maturing in different calendar years; provided, however, that (i) only one rate of interest may be bid for all Bonds maturing in any one calendar year, (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 in any prior calendar year and (iii) all rates of interest bid must be stated in a multiple of one-eighth or one-hundredth of one percentum per annum. No proposed purchase price may be less than the par value of the principal amount of the Bonds. No proposal for less than all of the Bonds will be considered. Each successful bidder shall be obligated to pay the price bid plus accrued interest, if any, on the Bonds from December 15, 2011 to the date of delivery.

Each proposal must (i) be enclosed in a sealed envelope and should be marked on the outside “Proposal for \$1,618,457 Public Improvement Serial Bonds, 2011”, and be addressed as follows to the Sale Officer, viz.: Donna J. Beardsley, Village Treasurer of the Village of Watkins Glen, c/o Municipal Solutions, Inc., 2528 State Route 21, Canandaigua, New York 14424 or (ii) be submitted electronically 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 Notice of Bond Sale. If any provisions of this Notice of Bond Sale shall conflict with information provided by Parity, as approved provider of electronic bidding services, this Notice of Bond Sale 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. Prospective bidders wishing to submit electronic bids via Parity must be contracted customers of Parity. Such prospective bidders may call 212.849.5021 to become a customer.

As a condition precedent to the consideration of a proposal, a good faith deposit (the “Deposit”) in the form of a certified or cashier’s check or wire transfer in the amount of \$8,092 payable to the order of the Village is required. If a check is used, it must be drawn upon an

incorporated bank or trust company to the order of "Village of Watkins Glen" and must accompany the bid. If a wire transfer is used, it must be sent to the account so designated by the Village for such purpose, not later than 10:30 A.M. on the date of the sale and the wire transfer reference number must be provided on the "Proposal For Bonds" when the bid is submitted. Bidders are instructed to contact Municipal Solutions, Inc., 2528 State Route 21, Canandaigua, New York 14424 (Phone: 585.394.4090, Fax: 585.394.4092), the Village's financial advisor, no later than 24 hours prior to the bid opening to obtain the Village's wire instructions. No interest on the Deposit will accrue to the Purchaser. The Deposit will be applied to the purchase price of the Bonds. The check or wire transfer deposited by the bidder to whom the Bonds are awarded will be retained by the Village and the amount thereof will be applied as provided by law. No interest will be allowed upon the Deposit. The right is reserved to reject any or all bids, and except as hereinafter provided, any bid not complying with the terms of this notice may be rejected.

Unless all bids are rejected, the Bonds will be awarded to the bidder complying with the terms of sale and offering to purchase the Bonds at such rate or rates of interest as will produce the lowest net interest cost computed in accordance with the net interest cost method of calculation (assuming that all of the Bonds will be held to maturity), 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. In the event the Village receives two or more bids specifying the same lowest net interest cost, then the successful bidder shall be selected by the Village Treasurer by lot from among all such bidders. Notwithstanding anything herein to the contrary, the Village reserves the right to waive any technical defects, omissions or other deficiencies in the form of any proposal submitted for consideration.

Award of the Bonds to a successful bidder, or rejection of any bids, is expected to be made promptly after opening of the bids, but a successful bidder may not withdraw its proposal until after 5:00 o'clock P.M. (Prevailing Time) on the day of such bid-opening and then only if such award has not been made prior to the withdrawal.

If the Bonds qualify for the issuance of any policy of municipal bond insurance or commitment therefor at the option of a bidder, the purchase of any such insurance policy or the issuance of any such commitment therefor shall be at the sole option and expense of such bidder and any increased costs of issuance of the Bonds resulting by reason of the same, 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 constitute cause for a failure or refusal by the purchaser of the Bonds to accept delivery of and pay for the Bonds in accordance with the terms of this Notice of Bond Sale.

The Bonds must be paid for in Federal Funds or other funds available for immediate credit in New York, New York on or about December 15, 2011, or at such other place and time as may be agreed upon with the successful bidder.

THE VILLAGE RESERVES THE RIGHT TO CHANGE THE DATE AND TIME 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 A SUPPLEMENTAL NOTICE OF BOND SALE DISSEMINATED VIA TM3. IN ADDITION, SUCH NOTICE SHALL BE GIVEN TO THE NEWS MEDIA AND SHALL BE POSTED IN ONE OR MORE DESIGNATED PUBLIC LOCATIONS WITHIN THE VILLAGE AT LEAST ONE HOUR PRIOR TO THE TIME AND DATE SET FOR THE OPENING OF BIDS.

In the event that prior to the delivery of the Bonds, the income received by owners from bonds of the same type and character becomes includable in the gross income of such owners for federal income tax purposes, the successful bidder may, at its election, be relieved of its obligations hereunder to purchase the Bonds and, in such case, the Deposit accompanying its bid will be returned.

The population of the Village is approximately 1,859 (per 2010 U.S. Census). The debt statement to be filed pursuant to Section 109.00 of the Local Finance Law in connection with the sale of the Bonds, prepared as of November 8, 2011, will show the average five-year full valuation of real property subject to taxation by the Village to be \$120,353,487, the debt limit of the Village to be \$8,424,744 and the total net indebtedness of the Village (after factoring in applicable exclusions) to be \$2,111,981 (exclusive of the Bonds). The Village's issuance of the Bonds will increase its total net indebtedness by \$570,468.

CUSIP identification numbers will be printed on the Bonds if Bond Counsel is provided with such numbers by the close of business on the date of sale of the Bonds, but neither the failure to print such number on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for the Bonds in accordance with the terms of the purchase contract. All expenses in relation to the printing of CUSIP numbers on the Bonds shall be paid for by the Village, provided, however, that the CUSIP Service Bureau charge for the assignment of CUSIP numbers shall be the responsibility of and shall be paid for by the purchaser.

As a condition to the purchaser's obligation to accept delivery of and pay for the Bonds, the purchaser will be furnished, without cost, the following, dated as of the date of the delivery of and payment for the Bonds: (i) a certificate of the Village Treasurer certifying that (a) as of the date of the official statement furnished by the Village in relation to the Bonds, the official statement did not contain any untrue statements of material fact or omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, subject to the condition that while information in the official statement obtained from sources other than the Village is not guaranteed as to accuracy, completeness or fairness, the Village Treasurer has no reason to believe and does not believe that such information is materially inaccurate or misleading, and (b) to the knowledge of the Village Treasurer, since the date of the official statement, there have been no material transactions not in the ordinary course of affairs entered into by the Village and no material adverse changes in the general affairs of the Village or in its financial condition as shown in the official statement other than as disclosed or contemplated by the official statement, (ii) a Closing Certificate, evidencing receipt for the proceeds of the Bonds and a signature certificate, which will include a statement that no litigation is pending or, to the knowledge of the signers, threatened affecting the Bonds, (iii) a tax certificate executed on behalf of the Village which includes, among other things, covenants, relating to compliance with the Code, with the owners of the Bonds that the Village

will, among other things, (a) take all actions on its part necessary to cause interest on the Bonds to be excluded from 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 Bonds and investment earnings thereof, 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 Bonds to be includable in the gross income of the owners thereof for federal income tax purposes, including, without limitation, refraining from spending the proceeds of the Bonds and investment earnings thereon on certain specified purposes, and (iv) the approving opinion of Hodgson Russ LLP, of Buffalo, New York, Bond Counsel, to the effect that the Bonds are valid and legally binding general obligations of the Village for which the Village has pledged its faith and credit and, unless paid from other sources, all the real property within the Village is subject to the levy of *ad valorem* real estate taxes to pay the Bonds and interest thereon, without limitation as to rate or amount (subject to certain statutory limitations imposed by Chapter 97 of the 2011 Laws of New York).

In the opinion of Bond Counsel, 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 and corporations, with certain exceptions described in the body of the official statement prepared by the Village in connection with the sale of the Bonds, and such interest is exempt from New York State and New York City personal income taxes.

The official statement dated November 17, 2011 relating to the Bonds is in a form “deemed final” for purposes of SEC Rule 15c2-12 (the “Rule”), except for the omission therefrom of those items allowable under the Rule.

Any party executing and delivering a bid for the Bonds agrees, if its bid is accepted by the Village, to provide to the Village in writing, within two business days after the date of such award, all information which the purchaser determines is necessary for it to comply with the Rule, including all necessary pricing and sale information, information with respect to the purchase of bond insurance, if any, and underwriter identification. Within five business days following receipt by the Village thereof, the Village will furnish to the purchaser, in reasonable quantities as requested by the purchaser, copies of the official statement, updated as necessary, and supplemented to include such information. Failure by the purchaser to provide such information will prevent the Village from furnishing the official statements as described above. The Village shall not be responsible or liable in any manner for the purchaser’s determination of information necessary to comply with the Rule or the accuracy of any such information provided by the purchaser or for failure to furnish the official statements as described above which results from a failure by the purchaser to provide the aforementioned information within the time specified. Acceptance by the purchaser of the final official statements shall be conclusive evidence of the satisfactory completion of the obligation of the Village with respect to the preparation and delivery thereof.

The purchaser shall be obligated to furnish to the Village, when and if requested, prior to the delivery of the Bonds, such information requested by the Village as shall be necessary to enable the Village to determine the “issue price” of the Bonds as defined in Sections 1273 or 1274 of the Code.

The Village will agree in a continuing disclosure undertaking (the “Disclosure Undertaking”) to provide, or cause to be provided, in accordance with the requirements of the Rule, certain financial and other information, as well as timely notice of the occurrence of certain designated events. Reference is made to the official statement for further details regarding the Disclosure Undertaking. The Village is in compliance with all previous undertakings made pursuant to the Rule.

Requests for copies of the official statement of the Village relating to the Bonds, additional copies of this Notice of Bond Sale or any other additional information may be directed to Municipal Solutions, Inc., 2528 State Route 21, Canandaigua, New York 14424, Phone 585.394.4090, Fax 585.394.4092.

Dated: November 17, 2011

Donna J. Beardsley, Village Treasurer  
Village of Watkins Glen

**PROPOSAL FOR \$1,618,457 PUBLIC IMPROVEMENT SERIAL BONDS, 2011**

Donna J. Beardsley, Treasurer  
 Village of Watkins Glen  
 c/o Municipal Solutions, Inc.  
 2528 State Rt. 21  
 Canandaigua, New York 14424  
 Telefax: (585) 394-4092  
 Telephone: (585) 394-4090  
 Electronic submission via Parity

Sale Date: December 1, 2011  
 11:30 AM (Prevailing Time)

**Dated: December 15, 2011**

**Maturity Date: December 15, 2012/2031**

Dear Ms. Beardsley:

For the **\$1,618,457 Public Improvement Serial Bonds, 2011 (the "Bonds")**, of the Village of Watkins Glen, Schuyler County, New York, as described in the annexed Notice of Bond Sale (which is hereby made a part of this bid), we will pay \$1,618,457 plus a premium of \$\_\_\_\_\_ and accrued interest to the date of delivery, provided that the Bonds maturing in the several years 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 of Maturity</u>	<u>Interest Rate</u>	<u>Year of Maturity</u>	<u>Interest Rate</u>	<u>Year of Maturity</u>	<u>Interest Rate</u>
2012	_____%	2018	_____%	2025	_____%
2013	_____%	2019	_____%	2026	_____%
2014	_____%	2020	_____%	2027	_____%
2015	_____%	2021	_____%	2028	_____%
2016	_____%	2022	_____%	2029	_____%
2017	_____%	2023	_____%	2030	_____%
		2024	_____%	2031	_____%

Check ONE of the following:

- We enclose herewith a cashier's check or certified check for \$8,092 payable to the order of "Village of Watkins Glen", to be returned to the undersigned upon the award of the Bonds provided this bid is not accepted; or, the amount of said check to be retained as and for liquidated damages in case of the failure of the undersigned to make payment as agreed.
- Wire Transfer – We have wired \$8,092 in federal funds pursuant to the instructions detailed in the Notice of Bond Sale for the account of the Village of Watkins Glen, which is to be applied in accordance with the Notice of Bond Sale against any loss resulting from the successful bidder failing to comply with the terms of the bid.

The following is our computation of the net interest cost, made as provided in the above-mentioned Notice of Bond Sale, and is not a part of the foregoing proposal for the purchase of the Bonds.

Gross Interest Cost.....	\$ _____
Less: Amount of Premium Offered .....	\$ _____
Dollar Interest Cost.....	\$ _____
Net Interest Cost .....	_____ %

(Four Decimals)

Receipt for return of good faith deposit:

Received from Donna Beardsley,  
 Treasurer, a check for \$8,092 representing  
 the return of our good faith deposit.

\_\_\_\_\_  
 Signature

\_\_\_\_\_  
 Signature

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

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

\_\_\_\_\_  
 Telephone

\_\_\_\_\_  
 Fax

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