

# Capital Markets Advisors, LLC

*Independent Municipal Advisors*

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## TERM SHEET

<b>ISSUER:</b>	Village of Croton-on-Hudson (the "Village") Westchester County, New York
<b>ISSUE:</b>	\$754,061 Bond Anticipation Notes, 2018 Series A (the "Notes")
<b>SALE DATE:</b>	November 28, 2018 (11:00 a.m. prevailing time)
<b>DATE OF ISSUE:</b>	December 13, 2018
<b>DATE OF MATURITY:</b>	December 13, 2019
<b>DELIVERY:</b>	Delivery of the Notes will be in Village of Croton-on-Hudson, New York or Jersey City, New Jersey on or about December 13, 2018 or as otherwise mutually agreed upon by the Village and the purchaser.
<b>CALL FEATURE:</b>	The Notes will not be subject to optional redemption prior to maturity.
<b>INTEREST:</b>	Interest will be calculated on a 30-day month and 360-day year basis, payable at maturity.
<b>LEGAL OPINION:</b>	Provided by Orrick, Herrington & Sutcliffe LLP
<b>NATURE OF OBLIGATION:</b>	The Notes are general obligations of the Village and the faith and credit of the Village shall be pledged for payment of the principal of and interest on the Notes. All the taxable real property in the Village will be subject to the levy of ad valorem taxes, sufficient to pay the principal of and interest on the Notes, subject to certain statutory limitations imposed by Chapter 97 of the Laws of 2011.
<b>AUTHORITY FOR AND PURPOSE OF ISSUE:</b>	<p>The Notes are issued pursuant to the State Constitution and statutes of the State, including among others, the Village Law, the Local Finance Law, and bond resolutions adopted by the Village Board of Trustees on various dates authorizing the issuance of serial bonds to pay the cost of certain improvements as indicated below.</p> <p>The proceeds of the Notes, together with \$244,273 of available funds, will be used to redeem \$646,434 Bond Anticipation Notes, 2017 Series A which mature on December 14, 2018 and provide \$351,900 of new money.</p>

Date of Original Issue	Date of Authorization	Purpose	Amount Outstanding	Note Paydowns	New Money	Amount of The Notes
01-09-14	08-05-13	Electronic Programmable Message	4,590	4,590	0	\$ 0
01-09-14	08-05-13	SCBA Bottle Replacement Plan	3,060	3,060	0	0
01-09-14	08-05-13	3 Tasers	2,550	2,550	0	0
01-09-14	08-05-13	2 Stryker lift systems	11,220	11,220	0	0
01-09-14	08-05-13	Personal Protection Equipment	2,550	2,550	0	0
01-09-14	08-05-13	3 Patrol Vehicle Computers	3,825	3,825	0	0
01-09-14	08-05-13	2 Police Vehicles	16,830	16,830	0	0
01-08-15	10-20-14	Computers & Software Upgrade	10,200	5,100	0	5,100
01-08-15	10-20-14	Police Vehicles (2)	24,480	12,240	0	12,240
01-08-15	10-20-14	Live Scan Fingerprint Equip Upgrade	7,344	3,672	0	3,672
01-08-15	10-20-14	Recreation Vehicle	10,200	5,100	0	5,100
01-08-15	10-20-14	Replace Dump Body Truck 46	4,080	2,040	0	2,040
01-08-15	10-20-14	Tire Machine & Balance, Shop Air	5,712	2,856	0	2,856
01-08-15	10-20-14	Uniform Equipment Upgrades	29,886	14,943	0	14,943
01-08-15	10-20-14	SCBA Bottle /Replace/Cascade	4,896	2,448	0	2,448
01-08-15	10-20-14	Washington Engine Central A/C	10,200	5,100	0	5,100
01-08-15	10-20-14	Washington Engine Upgrades	2,774	1,387	0	1,387
01-08-15	10-20-14	Grand St FH Upgrades	18,646	9,323	0	9,323
01-08-15	10-20-14	Harmon FH Upgrades	8,894	4,447	0	4,447
01-07-16	06-22-15	Commercial Lawn Tractor/ 60"	7,956	2,652	0	5,304
01-07-16	06-22-15	4X4 Pick Up	23,256	7,752	0	15,504
01-07-16	06-22-15	Managers Vehicle	18,360	6,120	0	12,240
01-07-16	06-22-15	Thermal Imaging Camera	4,896	1,632	0	3,264
01-07-16	06-22-15	Uniform Equipment Upgrades	39,687	13,230	0	26,457
01-07-16	06-22-15	SCBA Bottle /Replace/Cascade	7,344	2,448	0	4,896
01-07-16	06-22-15	Replace Municipal Pole	2,448	816	0	1,632
01-07-16	06-22-15	Police Vehicle 4WD	23,256	7,752	0	15,504
01-07-16	06-22-15	Integrated Multi-Channel DVS	7,344	2,448	0	4,896
12-15-16	08-15-16	Records Management Software	18,768	4,692	0	14,076
12-15-16	08-15-16	4X4 Pick Up	63,648	15,912	0	47,736
12-15-16	08-15-16	Skid Steer Loader	40,474	10,118	0	30,356
12-14-17	06-19-17	Pick Up Truck	40,800	8,160	0	32,640
12-14-17	06-19-17	Brine Machine	40,800	8,160	0	32,640
12-14-17	06-19-17	Replacement Vehicle - Vlg Engineer	32,640	10,880	0	21,760
12-14-17	06-19-17	Replacement Vehicle - Supt PW	32,640	10,880	0	21,760
12-14-17	06-19-17	Police Vehicle	39,780	13,260	0	26,520
12-14-17	06-19-17	License Plate Recognition Sys	20,400	4,080	0	16,320
12-13-18	06-04-18	DPW Equipment	0	0	249,900	249,900
12-13-18	06-04-18	Roads, Sidewalks & Curbs	0	0	102,000	102,000
			<u>\$646,434</u>	<u>\$244,273</u>	<u>\$351,900</u>	<u>\$754,061</u>

**FORM:**

The Notes will be issued in registered form. The Notes may 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.

If registered to the purchaser, the Notes will be issued in the form of a single Note certificate. Principal of and interest on such Notes will be payable in lawful money of the United States of America (Federal Funds) at such bank or trust company located and authorized to do business in the State of New York as may be selected by the successful bidder, at their expense.

If the Notes are 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 interest in the Notes. **Individual purchases of such registered Notes may be made in denominations of \$5,000, or integral multiples thereof, except for one odd denomination which includes \$5,061.** 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 Village 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.

CUSIP identification numbers will be printed on the book-entry-only 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 shall 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 shall be paid for by the Village; 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 the purchaser. If the Notes are issued in DTC-registered form, the Village will act as Fiscal Agent for the Notes. The Village's contact information is as follows: Sandra Bullock, Village Treasurer, 1 Van Wyck Street, Croton-on-Hudson, NY 10520, (914) 271-2034, [sbullock@crotononhudson-ny.gov](mailto:sbullock@crotononhudson-ny.gov).

#### **WINNING BIDDER**

**CERTIFICATE REQUIREMENTS:** Following the sale of the notes, on the Sale Date, the successful bidder will be required to provide to the Village and its Bond Counsel certain information regarding the reoffering price to the public of the notes. If the winning bidder is purchasing the notes for its own account and not with a view to distribute or resale, they should inform the municipal advisor at the time of award and a certificate to that effect will be required on or before closing. Otherwise, the successful bidder also must submit to the Village a certificate (the "Reoffering Price Certificate"), satisfactory to Bond Counsel, dated as of the day of the delivery of the notes, which assuming three bids from underwriters are received, states:

(a)(i) on the date of award, such successful bidder made a bona fide public offering of the notes at the initial offering price corresponding to the price or yield indicated in the information furnished in connection with the successful bid, and (ii) as of such date, the first price or yield at which an amount equal to at least ten percent of the notes was reasonably expected to be sold to the public was, respectively, a price not higher or a yield not lower than indicated in the information furnished with the successful bid (the "first price rule"), and (iii) provides a copy of the pricing wire or equivalent communication for the notes attached to the Reoffering Price Certificate. The term "public" as used herein means any persons including an individual, trust, estate, partnership, association, company or corporation (other than the successful bidder(s) or a related party to the successful bidder(s), being two or more persons who have greater than 50% common ownership directly or indirectly, or any person that agrees pursuant to a written contract or other agreement with a successful bidder to participate in the initial sale of the notes to the public). (b) the successful bidder was not given the opportunity to review other bids prior to submitting its bid. (c) the bid submitted by the successful bidder constituted a firm offer to purchase the notes.

In the event that at least three bids are not received by the Village on the Sale Date, and at least ten percent of the notes have been sold on the Sale Date, the successful bidder shall certify as to the first price or yield at which ten percent of the notes was sold in accordance with the first price rule and provide a copy of the pricing wire or equivalent communication.

In addition, in the event that (1) at least three bids are not received by the Village on the Sale Date, and (2) 10% of the notes have not been sold on the Sale Date, the successful bidder (and any members of its underwriting group or syndicate) shall have the option (i) to provide to the Village (or its agents) ongoing pricing information, together with reasonable supporting documentation acceptable to bond counsel (such as the pricing wire), until 10% of the notes is sold (the "Follow-the-Price Requirement"), or (ii) shall be required to hold the initial reoffering price to the public of such notes (as reported to the Village on the Sale Date) for the lesser of five (5) business days after the Sale Date or the date on which at least 10% of such notes are sold (the "Hold-the-Offering-Price Requirement"). A certification as to the details of compliance with this requirement shall be part of the Reoffering Price Certificate.

The Village or its Municipal Advisor on its behalf shall advise the successful bidder on the Sale Date as to whether at least three bids were received. Delivery of a bid shall constitute the bidder's agreement to comply with the Hold-the-Offering-Price Requirement or the Follow-the-Price Requirement of this Notice of Sale and to certify to compliance therewith under the circumstances described herein.

Such certificate shall state that it is made on the best knowledge, information and belief of the successful bidder after appropriate investigation.

**TAX EXEMPT STATUS:**

In the opinion of Orrick, Herrington & Sutcliffe LLP, Bond Counsel, based upon an analysis of existing laws, regulations, rulings and court decisions, and assuming among other matters, the accuracy of certain representations and compliance with certain covenants, interest on the Notes is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986. In the further opinion of Bond Counsel, interest on the Notes is not a specific preference item for purposes of the federal alternative minimum tax. Bond Counsel is also of the opinion that 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). Bond Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Notes.

THE NOTES WILL BE DESIGNATED AS QUALIFIED TAX-EXEMPT OBLIGATIONS PURSUANT TO SECTION 265(B)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED.

**BIDDING REQUIREMENTS:**

Bids must be made for all of the Notes and must state in a multiple of one-hundredth or one-eighth of 1% a rate of interest per annum which such Notes shall bear. 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, 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 right is reserved to reject any or all bids and any bid not complying with the terms of this term sheet will be rejected. Conditional bids will not be accepted.

- OFFICIAL STATEMENT:** The Village has not prepared an Official Statement in connection with the sale of the Notes.
- FINANCIAL STATEMENTS:** The most recent audit of the Village can be accessed on the Electronic Municipal Market Access (“EMMA”) system of the Municipal Securities Rulemaking Board (“MSRB”) or upon request to Capital Markets Advisors, LLC, the Village’s Municipal Advisor, at (845) 227-8678.
- BOND RATING:** The Village will not apply for a rating of the Notes. The Village’s outstanding uninsured bond debt is rated “Aa2” by Moody’s Investors Service (“Moody’s”).
- ISSUER CONTACT:** Village of Croton-on-Hudson  
1 Van Wyck Street  
Croton-on-Hudson, NY 10520  
Attn: Ms. Sandra Bullock, Village Treasurer  
Phone: (914) 271-2034  
E-Mail: [sbullock@crotononhudson-ny.gov](mailto:sbullock@crotononhudson-ny.gov)
- MUNICIPAL ADVISOR:** Capital Markets Advisors, LLC  
822 Route 82, Suite 310  
Hopewell Junction, New York 12533  
Attn: Beth A. Ferguson  
Phone: (845) 227-8678  
E-mail: [bferguson@capmark.org](mailto:bferguson@capmark.org)
- BOND COUNSEL:** Orrick, Herrington & Sutcliffe LLP  
51 West 52nd Street  
New York, NY 10019-6142  
Attn: Douglas E. Goodfriend, Esq.  
Phone: (212)-506-5211  
E-mail: [dgoodfriend@orrick.com](mailto:dgoodfriend@orrick.com)

Dated: November 19, 2018

PROPOSAL FOR NOTES

November 28, 2018

Ms. Sandra Bullock  
Village Treasurer  
Village of Croton-on-Hudson  
c/o Capital Markets Advisors, LLC  
822 Route 82, Suite 310  
Hopewell Junction, New York 12533

TELEPHONE: (845) 227-8678

FACSIMILE: (845) 227-6154

VILLAGE OF CROTON-ON-HUDSON  
WESTCHESTER COUNTY, NEW YORK

\$754,061  
BOND ANTICIPATION NOTES, 2018 SERIES A  
(the "Notes")

DATED: December 13, 2018

MATURITY DATE: December 13, 2019

	Amount	Interest Rate	Premium	Net Interest Cost*
<b>Bid 1</b>	\$ 754,061	%	\$	%

\*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 Note therein described.

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

- Book-Entry-Only registered to Cede & Co.
- Registered in the name of the bidder

Please check one of the following:

- We are purchasing the Notes for our own account and not with a view to distribution or resale to the public.
- In the event the Competitive Sale Requirements are not met, we hereby elect to
  - Hold the Offering Price Requirement
  - Follow the Offering Price Requirement

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

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

Company: \_\_\_\_\_

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

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