

Capital Markets Advisors, LLC
Independent Financial Advisors
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Great Neck, New York 11021
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Other locations:
Elmira
Hopewell Junction
Orchard Park

August 23, 2017

Faxed or telephoned bids are requested by Capital Markets Advisors, LLC for the Hendrick Hudson Central School District, Westchester County, New York, on **Thursday, August 31, 2017** by 10:30 AM for the purchase at not less than par of the following Notes:

TERM SHEET

ISSUER: Hendrick Hudson Central School District (the “District”)
Westchester County, New York

ISSUE: \$1,419,000 Bond Anticipation Notes - 2017 (the “Notes”)

SALE DATE: August 31, 2017

SALE TIME: 10:30 A.M. (Prevailing Time)

DATE OF ISSUE: September 14, 2017

DATE OF MATURITY: September 14, 2018

DENOMINATION: The Notes shall be in denominations of \$100,000 or any integral multiple thereof if delivered through DTC, except for one necessary odd denomination. At the winning bidder’s option, one note will be prepared and registered to said winning bidder for portfolio purposes and delivered at a local closing.

DELIVERY: Delivery of the Notes will be in Montrose, New York or Jersey City, New Jersey on or about September 14, 2017 or as otherwise mutually agreed upon by the District and the purchaser.

LEGAL OPINION: Provided by Hawkins Delafield & Wood LLP, New York, New York

NO CALL FEATURE: The Notes will not be subject to redemption, in whole or in part, prior to maturity.

FORM: The Notes shall be issued in book-entry-only form through the facilities of The Depository Trust Company (DTC) or may be registered in the name of the purchaser. If issued in book-entry form, the purchaser shall be responsible for establishing eligibility with DTC and applying for the assignment of a CUSIP number. Individual purchases of beneficial ownership interests in the Notes may only be made in denominations of \$100,000 or integral multiples thereof, except for one necessary denomination thereof. A single note certificate will be issued for the Notes. Principal of and interest on such Notes will be payable in Federal Funds by the District, at such bank or trust company located and authorized to do business in the State of New York as selected by the successful bidder.

DESIGNATION:

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 (the “Code”).

AUTHORITY FOR AND PURPOSE OF ISSUE:

The Notes are being issued pursuant to various bond resolutions adopted by the Board of Education of the District authorizing the issuance of serial bonds or bond anticipation notes issued in anticipation of such serial bonds to finance the costs of the acquisition of school buses in and for the District. A \$1,049,000 portion of the proceeds of the Notes, together with other available funds of the District, will redeem \$1,514,400 bond anticipation notes outstanding and maturing on September 15, 2017.

PROPOSAL REQUIREMENTS:

Proposals must be 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 such bidders selected by the Sale Officer by lot from among all such bidders.

The right is reserved to reject any or all bids and any bid not complying with the terms of this notice in all material respects will be rejected. The right is further reserved, however, to waive any irregularity in the form of any bid if, in the judgement of the District, such waiver would not materially affect the integrity of the bidding process.

OBLIGATION OF WINNING BIDDER TO DELIVER AN ISSUE PRICE CERTIFICATE AT CLOSING:

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 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 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, the winning bidder agrees (unless the winning bidder is purchasing the Notes 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.*

(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 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 retail 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 Issuer 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 Issuer information regarding the first price that at least 10 percent of the Notes within each maturity of the Notes have been sold to the public,
- (c) will provide the Issuer 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 Notes, will continue until such date that the requirement set forth in paragraph (b) above for each maturity of the Notes 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 Notes to the public, together with the related pricing wires, language obligating each underwriter to comply with the reporting requirement described above.

For purposes of the “hold the price” or “follow the price” requirement, a “maturity” refers to Notes that have the same interest rate, credit and payment terms.

Regardless of whether or not the Competitive Sale Requirements were met, the winning bidder shall submit to the Issuer 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, 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 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). 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.

OFFICIAL STATEMENT:

The District has **not** prepared an official statement in connection with the sale of the Notes; however information relating to the District is available upon request made to the District’s Financial Advisor (see below). No Continuing Disclosure: The District will not be entering into a continuing disclosure agreement with respect to the Notes. In order to facilitate the winning bidder’s satisfaction of the exemption from Rule 15c2-12 provided by Rule 15c2-12(d)(1)(i): (a) If issued in book-entry form, the Notes will be issued in denominations of \$100,000 or integral multiples thereof (except for one necessary odd denomination) and (b) if registered to the winning bidder, the Note will be issued in the denomination of \$1,419,000.

BOND RATING:

The Notes are not rated.

Standard & Poor’s has previously assigned an underlying rating of “A+/Stable” to the uninsured outstanding bonded indebtedness of the District.

ISSUER CONTACT:

Enrique Catalan
Assistant Superintendent for Business
Hendrick Hudson Central School District
61 Trolley Road
Montrose, New York 10548
Phone: (914) 257-5130
Email: enrique.catalan@henhudschools.org

BOND COUNSEL:

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FINANCIAL ADVISOR:

Capital Markets Advisors, LLC
11 Grace Ave. – Suite 308
Great Neck, New York 11021
Attn: Alexander Kerr, Assistant Vice President
Phone: (516) 274-4501
Email: akerr@capmark.org

BID PROPOSAL

August 31, 2017

President of the Board of Education
Hendrick Hudson Central School District
c/o Capital Markets Advisors, LLC
11 Grace Ave. – Suite 308
Great Neck, New York 11021

TELEPHONE: (516) 274-4501

FACSIMILE: (516) 364-9501

HENDRICK HUDSON CENTRAL SCHOOL DISTRICT
WESTCHESTER COUNTY, NEW YORK

\$1,419,000 BOND ANTICIPATION NOTES - 2017

DATED: September 14, 2017

MATURITY DATE: September 14, 2018

<i>Principal Amount</i>	<i>Interest Rate</i>	<i>Premium</i>	<i>Net Interest Cost</i>
\$1,419,000	%	\$	%

Please select 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: _____

Address of Bidder: _____

Telephone contact of Bidder (Area Code): _____

Facsimile contact of Bidder (Area Code): _____

Email of Bidder: _____