

Capital Markets Advisors, LLC

Independent Financial Advisors

1075 Route 82, Suite 4

Hopewell Junction, New York 12533

Telephone (845) 227-8678 Fax (845) 227-6154

e-mail: bferguson@capmark.org

Faxed or Parity bids are requested by Capital Markets Advisors, LLC for the Haldane Central School District at Philipstown, Putnam and Dutchess Counties, New York, on **Wednesday, July 18, 2018** by 11:00 AM for a twelve-year bond issue of the Haldane Central School District at Philipstown, Putnam and Dutchess Counties, New York that will be structured either as a statutory installment bond (“SIB”) or as serial bonds:

TERM SHEET

ISSUER: Haldane Central School District at Philipstown (the “District”)
Putnam and Dutchess Counties, New York

ISSUE: \$535,000* School District (Serial) Bonds, 2018 Series B (the “Bonds”)

* The aggregate par amount of bonds may be decreased in an amount not in excess of the premium offered by the successful bidder and the amount of each annual maturity, as set forth herein, may be adjusted to the extent necessary, in order that the total proceeds, which include the total par amount of the Bonds plus the original issue premium, if any, received by the School District, does not exceed the maximum amount permitted under applicable provisions of the Internal Revenue Code of 1986, as amended. Such adjustments will be made within twenty-four (24) hours following the opening of the bids. The successful bidder may neither withdraw nor modify its bid as a result of any such post-bid adjustment. Any such adjustment shall be conclusive, and shall be binding upon the successful bidder.

SALE DATE: July 18, 2018 (11:00 a.m. prevailing time)

DATE OF DELIVERY: August 1, 2018

DATE OF ISSUE: August 1, 2018

TYPE OF OBLIGATION(S): Either a statutory installment bond (“local” closing only) or serial bonds (“local” or Depository Trust Company (“DTC”) closing). Bonds shall be issued as registered instruments.

DATE(S) OF MATURITY:

<u>Principal Due</u> <u>August 1st</u>	<u>Principal</u> <u>Amount Due</u>
2019	\$30,000
2020	40,000
2021	40,000
2022	40,000
2023	45,000
2024	45,000
2025	45,000
2026	45,000
2027	50,000
2028	50,000
2029	50,000
2030	55,000

STRUCTURE:	Total annual debt service shall be substantially level or declining over each of the years. (Right is reserved to revise principal amounts to achieve same).
INTEREST DUE:	August 1, 2019 and annually thereafter on August 1 (in the case of a SIB) or August 1, 2019 and semi-annually thereafter on each February 1 and August 1 (in the case of serial bonds). The record date for the Bonds is the fifteenth day of the calendar month preceding each interest payment.
CALL FEATURE:	The Bonds are non-callable
FORM AND DELIVERY:	DTC (serial bonds) or one physical certificate (SIBs).
GOOD FAITH DEPOSIT:	None.
LEGAL OPINION:	Provided by Orrick, Herrington & Sutcliffe LLP, Bond Counsel, New York, New York.
TAX STATUS OF BONDS:	The Bonds WILL be designated and qualified tax-exempt obligations pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.
NATURE OF OBLIGATION:	The Bonds are general obligations of the District and the faith and credit of the District shall be pledged for payment of the principal of and interest on the Bonds. All the taxable real property in the District will be subject to the levy of ad valorem taxes, sufficient to pay the principal of and interest on the Bonds, subject to certain statutory limitations imposed by Chapter 97 of the Laws of 2011.
DELIVERY:	Local or via DTC. If issued as a SIB, a local closing will be utilized.
FORM:	Registered/DTC format or SIB at purchaser's option. If registered to DTC, individual purchases will be made in book-entry-only form. Individual purchases of such registered Bonds must be made in denominations of \$5,000 or integral multiples thereof. Purchasers of the Bonds will not receive certificates representing their ownership interest in the Bonds. Payments of principal of and interest on the Bonds will be made by the District to DTC, which will in turn remit such principal and interest to its Participants, for subsequent distribution to the Beneficial Owners of the Bonds.
AUTHORITY FOR AND PURPOSE OF ISSUE:	The Bonds shall be issued pursuant to the Constitution and the Laws of the State and a bond resolution duly adopted by the District's Board of Education on March 5, 2013 authorizing \$1,000,000 Serial Bonds. The proceeds of the Bonds, together with \$415,000 of available funds, will be used to redeem \$950,000 Bond Anticipation Notes, 2017 (Renewals) Series B maturing on August 2, 2018.
PROPOSAL REQUIREMENTS:	The proposal price must be for the total Bonds and must state, in a multiple of one-hundredth or one-eighth of 1%, a single rate of interest that the Bonds shall bear (if SIB structure is chosen) or the rate(s) of interest that each maturity of serial bonds shall bear (if serial bonds are chosen). The Bonds will be awarded and sold to the bidder complying with the terms of sale and offering to purchase the Bonds at the lowest true interest cost, and if two or more such bidders offer the same lowest true 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 the proposal should it not comply with the terms of this notice.
BID SUBMISSIONS:	Proposals may be submitted electronically via Parity or via facsimile transmission at (845) 227-6154, in accordance with this Term Sheet, until the time specified herein. No other form of electronic bidding services or telephone proposals will be accepted.

No proposal will be accepted after the time for receiving proposals specified above. Bidders submitting proposals via facsimile must use the "Bid Proposal" form attached hereto. Once the proposals are communicated electronically via Parity or via facsimile to the District, each bid will constitute an irrevocable offer to purchase the Bonds pursuant to the terms therein provided.

Prospective bidders wishing to submit electronic bids via Parity must be contracted customers of Parity. If you do not have a contract with Parity, please call (212) 849-5021 to become a customer. By submitting an electronic bid for the Bonds, a bidder represents and warrants to the District that such bidder's bid for the purchase of the Bonds is submitted for and on behalf of such prospective bidder by an officer or agent who is duly authorized to bind the bidder to a legal, valid and enforceable contract for the purchase of the Bonds.

Each prospective bidder who wishes to submit electronic bids shall be solely responsible to register to bid 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 Term Sheet. Neither the District nor Parity shall have any duty or obligation to undertake such registration to bid for any prospective bidder or to provide or assure such access to any qualified prospective bidder, and neither the District nor Parity shall be responsible for a bidder's failure to register to bid or for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by Parity. The District is using Parity as a communications mechanism, and not as the District's agent, to conduct the electronic bidding for the Bonds. The District is not bound by any advice or determination of Parity as to whether any bid complies with this Term Sheet. All costs and expenses incurred by prospective bidders in connection with their registration and submission of bids via Parity are the sole responsibility of the bidders, and the District is not responsible, directly or indirectly, for any such costs or expenses. If a prospective bidder encounters any difficulty in registering to bid, or submitting or modifying a bid for the Bonds, it should telephone Parity and notify the District's Municipal Advisor, Capital Markets Advisors, LLC at (845) 227-8678 (provided that the District shall have no obligation to take any action whatsoever upon receipt of such notice).

If any provisions of this Term Sheet shall conflict with information provided by Parity, as approved provider of electronic bidding services, this Term Sheet 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.

OFFERING STATEMENT:

The District has **not** prepared an official statement in connection with the sale of the Bonds. Financial data is available from the District's Municipal Advisor (see below) upon request.

ADDITIONAL NOTES AND BONDS:

On July 12, 2018 the District issued \$286,000 School District (Serial) Bonds, 2018 Series A and \$409,000 Bond Anticipation Notes, 2018 (Renewal) Series A.

BOND RATING:

The Bonds are not rated. The District's outstanding uninsured bond debt is rated "Aa3" by Moody's Investors Service ("Moody's").

ISSUER CONTACT:
(Paying Agent)

Ms. Anne M. Dinio
School Business Manager
Haldane Central School District
15 Craigsides Drive
Cold Spring, NY 10516
Phone: (845) 269-9254 x.112
E-Mail: adinio@haldaneschool.org

BOND COUNSEL:

Douglas E. Goodfriend, Esq.
Orrick, Herrington & Sutcliffe LLP
51 West 52nd Street
New York, NY 10019-6142
Attn: Douglas E. Goodfriend
Phone: (212) 506-5211
E-Mail: dgoodfriend@orrick.com

MUNICIPAL ADVISOR:

Ms. Beth Ferguson
Capital Markets Advisors, LLC
1075 Route 82, Suite 4
Hopewell Junction, NY 12533
Phone: (845) 227-8678
E-Mail: bferguson@capmark.org

DATED: July 10, 2018

PROPOSAL FOR BONDS

July 18, 2018

President of the Board and Chief Fiscal Officer
Haldane Central School District at Philipstown
c/o Capital Markets Advisors, LLC
1075 Route 82, Suite 4
Hopewell Junction, New York 12533

Tel: (845) 227-8678
Fax: (845) 227-6154

Subject to the provisions and in accordance with the terms of the annexed Term Sheet dated July 10, 2018, which is hereby made a part of this Proposal, we offer to purchase all of the \$535,000* School District (Serial) Bonds, 2018 Series B of the Haldane Central School District at Philipstown, New York, described in this Term Sheet, and to pay therefore the price of \$535,000* plus a premium of \$ _____, plus interest, if any, accrued on said Bonds from their date to the date of their delivery, provided that the Bonds maturing in the several years set forth below shall bear interest from their date until maturity at the respective rates per annum stated in the following table:

Bonds maturing on July 1, in the year 2019, at _____%	Bonds maturing on July 1, in the year 2025, at _____%
Bonds maturing on July 1, in the year 2020, at _____%	Bonds maturing on July 1, in the year 2026, at _____%
Bonds maturing on July 1, in the year 2021, at _____%	Bonds maturing on July 1, in the year 2027, at _____%
Bonds maturing on July 1, in the year 2022, at _____%	Bonds maturing on July 1, in the year 2028, at _____%
Bonds maturing on July 1, in the year 2023, at _____%	Bonds maturing on July 1, in the year 2029, at _____%
Bonds maturing on July 1, in the year 2024, at _____%	Bonds maturing on July 1, in the year 2030, at _____%

Please select one of the following:

- Serial Bond (DTC)
- Statutory Installment Bond

THERE IS NO GOOD FAITH DEPOSIT REQUIRED FOR THE BONDS.

The following is our computation of the true interest cost, made as provided in the above-mentioned Term Sheet, but not constituting any part of the foregoing Proposal for the purchase of \$535,000* Bonds under the foregoing Proposal:

Par Amount of the Bonds.....\$ _____

Add:

Premium\$ _____

Accrued Interest.....\$ _____

Target Value for Calculation.....\$ _____

True Interest Rate..... _____%

(four decimals)

By: _____

Firm: _____

Telephone () _____ - _____

* Preliminary, subject to change.