

PRELIMINARY OFFICIAL STATEMENT DATED NOVEMBER 30, 2017

**NEW ISSUE: SERIAL BONDS
BOOK-ENTRY-ONLY**

Rating: See “Rating” herein

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 Bonds 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 Bonds is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although it is included in adjusted current earnings when calculating corporate alternative minimum taxable income. Bond Counsel is also of the opinion that interest on the Bonds 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 Bonds. See “Tax Matters” herein.

The Village will NOT designate the Bonds as “qualified tax-exempt obligations” pursuant to the provisions of Section 265(b)(3) of the Code.

**VILLAGE OF HARRISON
WESTCHESTER COUNTY, NEW YORK**

**\$4,346,000
PUBLIC IMPROVEMENT (SERIAL) BONDS, 2017 SERIES C
(the “Bonds”)**

Dated: Date of Delivery

Due: December 15, 2018 to 2031

The Bonds are general obligations of the Village of Harrison, Westchester County, New York (the “Village”), and all of the taxable real property within the Village is subject to the levy of ad valorem taxes to pay the Bonds and interest thereon, subject to certain statutory limitations imposed by Chapter 97 of the New York Laws of 2011, as amended (the “Tax Levy Limit Law”). (See “Tax Levy Limit Law” herein.)

The Bonds will be dated the date of delivery, will bear interest from such date payable semiannually on each June 15 and December 15 until maturity, commencing December 15, 2018 and will mature on the dates, in the years and amounts as set forth on the inside cover page hereof. The Bonds maturing on or after December 15, 2026 will be subject to redemption prior to maturity. (See “Optional Redemption” herein.)

The Bonds will be issued as fully registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee of DTC. DTC will act as the securities depository for the Bonds. Individual purchases may be made in book-entry form only, in principal amounts of \$5,000 or integral multiples thereof, except for an odd denomination maturing in 2019. Purchasers will not receive certificates representing their ownership interests in the Bonds. Payment of the principal of and interest on the Bonds will be made by the Village to DTC, which will in turn remit such principal and interest to its participants for subsequent disbursement to the beneficial owners of the Bonds as described herein. (See “Book-Entry-Only System” herein.)

Capital Markets Advisors, LLC has served as Municipal Advisor to the Village in connection with the issuance of the Bonds.

The Bonds are offered when, as, and if issued by the Village and accepted by the purchaser, subject to the final approving opinion of Orrick, Herrington & Sutcliffe LLP, New York, New York, Bond Counsel, and certain other conditions. It is anticipated that Bonds will be available for delivery through the offices of DTC in Jersey City, New Jersey on or about December 21, 2017.

THIS PRELIMINARY OFFICIAL STATEMENT IS IN A FORM DEEMED FINAL BY THE VILLAGE FOR PURPOSES OF SECURITIES AND EXCHANGE COMMISSION RULE 15c2-12 (THE “RULE”). FOR A DESCRIPTION OF THE VILLAGE’S AGREEMENT TO PROVIDE CONTINUING DISCLOSURE FOR THE BONDS AS DESCRIBED IN THE RULE, SEE “DISCLOSURE UNDERTAKING” HEREIN.

Dated: December , 2017

This Preliminary Official Statement and the information contained in it are subject to completion and amendment in a final Official Statement. This Preliminary Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, and there may not be any sale of the Bonds, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of

The Bonds mature on December 15 in each of the years, subject to prior redemption, as set forth below:

<u>Year</u>	<u>Amount*</u>	Interest <u>Rate</u>	<u>Yield</u>	<u>Year</u>	<u>Amount*</u>	Interest <u>Rate</u>	<u>Yield</u>
		%	%			%	%
2018	\$ 105,000			2025	\$290,000		
2019	361,000			2026**	300,000		
2020	370,000			2027**	305,000		
2021	375,000			2028**	310,000		
2022	385,000			2029**	320,000		
2023	280,000			2030**	325,000		
2024	285,000			2031**	335,000		

* The principal maturities of the Bonds are subject to adjustment following their sale, pursuant to the terms of the accompanying Notice of Bond Sale to achieve substantially level or declining annual debt service as provided in the Local Finance Law.

** The Bonds maturing in the years 2026 and thereafter will be subject to redemption prior to maturity, as described herein. (See “*Optional Redemption*” herein.)

**VILLAGE OF HARRISON
WESTCHESTER COUNTY, NEW YORK**

**MAYOR
RONALD BELMONT**

BOARD OF TRUSTEES

Marlane Amelio..... Trustee
Richard Dioniso..... Trustee
Stephen Malfitano Trustee
Fred W. Sciliano Trustee

Maureen Mackenzie Comptroller/Treasurer
Jacqueline Greer Village Clerk

BOND COUNSEL

**Orrick, Herrington & Sutcliffe LLP
New York, New York**

MUNICIPAL ADVISOR



CAPITAL MARKETS ADVISORS, LLC
*Long Island * Hudson Valley * Southern Tier * Western New York*
(516) 472-7049

No dealer, broker, salesman or other person has been authorized by the Village to give any information or to make any representations, other than those contained in this Official Statement and if given or made, such other information or representations must not be relied upon as having been authorized by the Village. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been obtained by the Village from sources which are believed to be reliable but it is not guaranteed as to accuracy or completeness. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Village since the date hereof.

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OFFICIAL STATEMENT
VILLAGE OF HARRISON
WESTCHESTER COUNTY, NEW YORK

Relating To
\$4,346,000
PUBLIC IMPROVEMENT (SERIAL) BONDS, 2017 SERIES C

This Official Statement, which includes the cover page, inside cover page and appendices hereto, presents certain information relating to the Village of Harrison, in the County of Westchester, in the State of New York (the “Village”, “County” and “State,” respectively) in connection with the sale of \$4,346,000 Public Improvement (Serial) Bonds, 2017 Series C (the “Bonds”).

All quotations from and summaries and explanations of provisions of the Constitution and laws of the State and acts and proceedings of the Village contained herein do not purport to be complete and are qualified in their entirety by reference to the official compilations thereof and all references to the Bonds and the proceedings of the Village relating thereto are qualified in their entirety by reference to the definitive form of the Bonds and such proceedings.

THE BONDS

Description

The Bonds are dated their Date of Delivery and will bear interest from that date until maturity, payable on December 15, 2018 and semiannually thereafter on June 15 and December 15 in each year until maturity. The Bonds shall mature on December 15 in each year in the principal amounts specified on the inside cover page hereof. The Bonds maturing in the years 2018 to 2025, inclusive, will not be subject to redemption prior to maturity. The Bonds maturing in the years 2026 and thereafter will be subject to redemption prior to maturity as described herein. (See “*Optional Redemption*” herein.)

The Bonds will be issued in fully registered form and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company (“DTC”). DTC will act as securities depository for the Bonds. Individual purchases may be made in book-entry form only, in principal amounts of \$5,000 and integral multiples thereof, except for an odd denomination maturing in 2019. Purchasers will not receive certificates representing their ownership interests in the Bonds. Principal and interest on the Bonds will be made by the Village to DTC, which will in turn remit such principal and interest to its Participants (defined herein), for subsequent disbursement to the Beneficial Owners of the Bonds as described under “*Book-Entry-Only System*,” herein. The Bonds may be transferred in the manner described on the Bonds and as referenced in certain proceedings of the Village referred to therein.

The record payment date for the payment of principal and interest on the Bonds is the last business day of the calendar month preceding each interest payment date.

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Authority for and Purpose of the Bonds

The Bonds are issued pursuant to the Constitution and Laws of the State, including, among others, the General Municipal Law, Village Law, the Local Finance Law, and various bond resolutions duly adopted by the Village on their respective dates for the objects or purposes listed below. Proceeds from the sale of the Bonds will be used to provide original financing for such purposes.

<u>Purpose</u>	<u>Resolution Number</u>	<u>Adoption Date</u>	<u>Authorized Amount</u>	<u>Amount to Bonds</u>
Reconstruction and Resurfacing of Roads	2017-022	04/06/2017	\$ 1,800,000	\$1,800,000
Construction of Improvements to Various Buildings	2017-041	07/20/2017	355,000	355,000
Acquisition and Installation of Various Capital Items	2017-042	07/20/2017	45,000	45,000
Renovation of Downtown Library Roof	2017-043	07/20/2017	176,000	176,000
Purchase of Heavy Equipment	2017-044	07/20/2017	845,000	845,000
Purchase of Police Vehicles	2017-054	08/17/2017	350,000	350,000
Purchase of Various Equipment for Police Department	2017-055	08/17/2017	250,000	250,000
Payment of Tax Certiorari Claims	2017-074	11/14/2017	525,000	525,000
	Totals:		<u>\$ 4,346,000</u>	<u>\$ 4,346,000</u>

Optional Redemption

The Bonds maturing on or before December 15, 2025 are not subject to redemption prior to their stated maturity. The Bonds maturing on or after December 15, 2026 will be subject to redemption prior to maturity, at the option of the Village, on any date on or after December 15, 2025, 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 the redemption price equal to the principal amount of the Bonds to be redeemed, plus accrued interest to the date of redemption.

The Village may select the maturities of the Bonds to be redeemed and the amount to be redeemed of each maturity selected, as the Village shall determine to be in the best interest of the Village at the time of such redemption. If less than all of the Bonds of any maturity are to be redeemed prior to maturity, the particular Bonds of such maturity to be redeemed shall be selected by the Village by lot in any customary manner of selection as determined by the Village. Notice of such call for redemption shall be given by transmitting such notice to the registered owner not less than thirty (30) days nor more than sixty (60) days prior to such date. Notice of redemption having been given as aforesaid, the Bonds so called for redemption shall, on the date of redemption set forth in such call for redemption, become due and payable, together with accrued interest to such redemption date, and interest shall cease to be paid thereon after such redemption date.

Nature of Obligation

Each bond or note when duly issued and paid for will constitute a contract between the Village and the holder thereof.

Holders of any series of bonds or notes of the Village may bring an action or commence a proceeding in accordance with the civil practice law and rules to enforce the rights of the holders of such series of bonds or notes.

The Bonds will be general obligations of the Village and will contain a pledge of the faith and credit of the Village for the payment of the principal thereof and the interest thereon as required by the Constitution and laws of the State. For the payment of such principal and interest, the Village has power and statutory authorization to levy ad valorem taxes on all real property within the Village subject to such taxation by the Village, subject to applicable statutory limitations.

Although the State Legislature is restricted by Article VIII, Section 12 of the State Constitution from imposing limitations on the power to raise taxes to pay “interest on or principal of indebtedness theretofore contracted”

prior to the effective date of any such legislation, the New York State Legislature may from time to time impose additional limitations or requirements on the ability to increase a real property tax levy or on the methodology, exclusions or other restrictions of various aspects of real property taxation (as well as on the ability to issue new indebtedness). On June 24, 2011, Chapter 97 of the Laws of 2011 was signed into law by the Governor (the "Tax Levy Limitation Law"). The Tax Levy Limitation Law applies to local governments and school districts in the State (with certain exceptions) and imposes additional procedural requirements on the ability of municipalities and school districts to levy certain year-to-year increases in real property taxes.

Under the Constitution of the State, the Village is required to pledge its faith and credit for the payment of the principal of and interest on the Bonds and is required to raise real estate taxes, and without specification, other revenues, if such levy is necessary to repay such indebtedness. While the Tax Levy Limitation Law imposes a statutory limitation on the Village's power to increase its annual tax levy with the amount of such increase limited by the formulas set forth in the Tax Levy Limitation Law, it also provides the procedural method to surmount that limitation. See "Tax Information - Tax Levy Limitation Law," herein.

The Constitutionally-mandated general obligation pledge of municipalities and school districts in New York State has been interpreted by the Court of Appeals, the State's highest court, in Flushing National Bank v. Municipal Assistance Corporation for the City of New York, 40 N.Y.2d 731 (1976), as follows:

"A pledge of the city's faith and credit is both a commitment to pay and a commitment of the city's revenue generating powers to produce the funds to pay. Hence, an obligation containing a pledge of the City's "faith and credit" is secured by a promise both to pay and to use in good faith the city's general revenue powers to produce sufficient funds to pay the principal and interest of the obligation as it becomes due. That is why both words, "faith" and "credit" are used and they are not tautological. That is what the words say and this is what the courts have held they mean . . . So, too, although the Legislature is given the duty to restrict municipalities in order to prevent abuses in taxation, assessment, and in contracting of indebtedness, it may not constrict the City's power to levy taxes on real estate for the payment of interest on or principal of indebtedness previously contracted . . . While phrased in permissive language, these provisions, when read together with the requirement of the pledge and faith and credit, express a constitutional imperative: debt obligations must be paid, even if tax limits be exceeded".

In addition, the Court of Appeals in the Flushing National Bank (1976) case has held that the payment of debt service on outstanding general obligation bonds and notes takes precedence over fiscal emergencies and the police power of political subdivisions in New York State.

The pledge has generally been understood as a promise to levy property taxes without limitation as to rate or amount to the extent necessary to cover debt service due to language in Article VIII Section 10 of the Constitution which provides an exclusion for debt service from Constitutional limitations on the amount of a real property tax levy, insuring the availability of the levy of property tax revenues to pay debt service. As the Flushing National Bank (1976) Court noted, the term "faith and credit" in its context is "not qualified in any way". Indeed, in Flushing National Bank v. Municipal Assistance Corp., 40 N.Y.2d 1088 (1977) the Court of Appeals described the pledge as a direct constitutional mandate. In Quirk v. Municipal Assistance Corp., 41 N.Y.2d 644 (1977), the Court of Appeals stated that, while holders of general obligation debt did not have a right to particular revenues such as sales tax, "with respect to traditional real estate tax levies, the bondholders are constitutionally protected against an attempt by the State to deprive the city of those revenues to meet its obligations." According to the Court in Quirk, the State Constitution "requires the city to raise real estate taxes, and without specification other revenues, if such a levy be necessary to repay indebtedness."

In addition, the Constitution of the State requires that every county, city, town, village, and school district in the State provide annually by appropriation for the payment of all interest and principal on its serial bonds and certain other obligations, and that, if at any time the respective appropriating authorities shall fail to make such appropriation, a sufficient sum shall be set apart from the first revenues thereafter received and shall be applied to such purposes. In the event that an appropriating authority were to make an appropriation for debt service and then decline to expend it for that purpose, this provision would not apply. However, the Constitution of the

State does also provide that the fiscal officer of any county, city, town, village, or school district may be required to set apart and apply such first revenues at the suit of any holder of any such obligations.

In Quirk v. Municipal Assistance Corp., the Court of Appeals described this as a “first lien” on revenues, but one that does not give holders a right to any particular revenues. It should thus be noted that the pledge of the faith and credit of a political subdivision in New York State is a pledge of an issuer of a general obligation bond or note to use its general revenue powers, including, but not limited to, its property tax levy to pay debt service on such obligations, but that such pledge may not be interpreted by a court of competent jurisdiction to include a constitutional or statutory lien upon any particular revenues.

While the courts in New York State have historically been protective of the rights of holders of general obligation debt of political subdivisions, it is not possible to predict what a future court might hold.

Book-Entry-Only System

The Depository Trust Company (“DTC”), New York, New York, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered bonds registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered bond certificate will be issued for each maturity of the Bonds and will be deposited with DTC

DTC, the world’s largest depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of the Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each note (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of the Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC’s records reflect only the identity of the Direct Participants to

whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all of the securities within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to securities unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, distributions, and dividend payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the issuer, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC or the Village, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Village, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the Village. Under such circumstances, in the event that a successor depository is not obtained, bond certificates are required to be printed and delivered.

The Village may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, bond certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Village believes to be reliable, but the Village takes no responsibility for the accuracy thereof.

Source: The Depository Trust Company

TAX LEVY LIMITATION LAW

On June 24, 2011, Chapter 97 of the Laws of 2011 was signed into law by the Governor (the "Tax Levy Limitation Law"). The Tax Levy Limitation Law applies to all local governments, including school districts (with the exception of New York City, the counties comprising New York City and the Big 5 City School Districts (New York, Buffalo, Rochester, Syracuse, Yonkers (the latter four of which are affected indirectly by applicability to their respective city). It also applies to independent special districts and to town and county improvement districts as part of their parent municipalities tax levies.

The Tax Levy Limitation Law restricts, among other things, the amount of real property taxes (including assessments of certain special improvement districts) that may be levied by or on behalf of a municipality in a particular year, beginning with fiscal years commencing on or after January 1, 2012. It expires on June 15, 2020 unless extended. Pursuant to the Tax Levy Limitation Law, the tax levy of a municipality cannot increase by

more than the lesser of (i) two percent (2%) or (ii) the annual increase in the consumer price index (“CPI”), over the amount of the prior year’s tax levy. Certain adjustments would be permitted for taxable real property full valuation increases or changes in physical or quantity growth in the real property base as defined in Section 1220 of the Real Property Tax Law. A municipality may exceed the tax levy limitation for the coming fiscal year only if the governing body of such municipality first enacts, by at least a sixty percent vote of the total voting strength of the board, a local law (resolution in the case of fire districts and certain special districts) to override such limitation for such coming fiscal year only. There are permissible exceptions to the tax levy limitation provided in the Tax Levy Limitation Law, including expenditures made on account of certain tort settlements and certain increases in the average actuarial contribution rates of the New York State and Local Employees’ Retirement System, the Police and Fire Retirement System, and the Teachers’ Retirement System. Municipalities are also permitted to carry forward a certain portion of their unused levy limitation from a prior year. Each municipality prior to adoption of its fiscal year budget must submit for review to the State Comptroller any information that is necessary in the calculation of its tax levy for such fiscal year.

The Tax Levy Limitation Law does not contain an exception from the levy limitation for the payment of debt service on either outstanding general obligation debt of municipalities or such debt incurred after the effective date of the Tax Levy Limitation Law (June 24, 2011).

While the Tax Levy Limitation Law may constrict an issuer’s power to levy real property taxes for the payment of debt service on debt contracted after the effective date of the Tax Levy Limitation Law, it is clear that no statute is able (1) to limit an issuer’s pledge of its faith and credit to the payment of any of its general obligation indebtedness or (2) to limit an issuer’s levy of real property taxes to pay debt service on general obligation debt contracted prior to the effective date of the Tax Levy Limitation Law. Whether the Constitution grants a municipality authority to treat debt service payments as a constitutional exception to such statutory tax levy limitation is not clear.

SPECIAL PROVISIONS AFFECTING REMEDIES UPON DEFAULT

General Municipal Law Contract Creditors’ Provision. Each Bond when duly issued and paid for will constitute a contract between the Village and the holder thereof. Under current law, provision is made for contract creditors of the Village to enforce payments upon such contracts, if necessary, through court action. Section 3-a of the General Municipal Law provides, subject to exceptions not pertinent, that the rate of interest to be paid by the Village upon any judgment or accrued claim against it on an amount adjudged due to a creditor shall not exceed nine per centum per annum from the date due to the date of payment. This provision might be construed to have application to the holders of the Bonds in the event of a default in the payment of the principal of and interest on the Bonds.

Execution/Attachment of Municipal Property. As a general rule, property and funds of a municipal corporation serving the public welfare and interest have not been judicially subjected to execution or attachment to satisfy a judgment, although judicial mandates have been issued to officials to appropriate and pay judgments out of certain funds or the proceeds of a tax levy. In accordance with the general rule with respect to municipalities, judgments against the Village may not be enforced by levy and execution against property owned by the Village.

Authority to File For Municipal Bankruptcy. The Federal Bankruptcy Code allows public bodies, such as the Village, recourse to the protection of a Federal Court for the purpose of adjusting outstanding indebtedness. Section 85.80 of the Local Finance Law contains specific authorization for any municipality in the State or its emergency control board to file a petition under any provision of Federal bankruptcy law for the composition or adjustment of municipal indebtedness.

The State has consented that any municipality in the State may file a petition with the United States District Court or court of bankruptcy under any provision of the laws of the United States, now or hereafter in effect, for the composition or adjustment of municipal indebtedness. Subject to such State consent, under the United States Constitution, Congress has jurisdiction over such matters and has enacted amendments to the existing federal bankruptcy statute, being Chapter 9 thereof, generally to the effect and with the purpose of affording municipal

corporations, under certain circumstances, with easier access to judicially approved adjustment of debt including judicial control over identifiable and unidentifiable creditors.

No current state law purports to create any priority for holders of the Bonds should the Village be under the jurisdiction of any court, pursuant to the laws of the United States, now or hereafter in effect, for the composition or adjustment of municipal indebtedness.

The rights of the owners of the Bonds to receive interest and principal from the Village could be adversely affected by the restructuring of the Village's debt under Chapter 9 of the Federal Bankruptcy Code. No assurance can be given that any priority of holders of debt obligations issued by the Village (including the Bonds) to payment from monies retained in any debt service fund or from other cash resources would be recognized if a petition were filed by or on behalf of the Village under the Federal Bankruptcy Code or pursuant to other subsequently enacted laws relating to creditors' rights; such monies might, under such circumstances, be paid to satisfy the claims of all creditors generally.

Under the Federal Bankruptcy Code, a petition may be filed in the Federal Bankruptcy court by a municipality which is insolvent or unable to meet its debts as they mature. Generally, the filing of such a petition operates as a stay of any proceeding to enforce a claim against the municipality. The Federal Bankruptcy Code also requires that a plan be filed for the adjustment of the municipality's debt, which may modify or alter the rights of creditors and which could be secured. Any plan of adjustment confirmed by the court must be approved by the requisite number of creditors. If confirmed by the bankruptcy court, the plan would be binding upon all creditors affected by it.

State Debt Moratorium Law. There are separate State law provisions regarding debt service moratoriums enacted into law in 1975.

At the Extraordinary Session of the State Legislature held in November, 1975, legislation was enacted which purported to suspend the right to commence or continue an action in any court to collect or enforce certain short-term obligations of The City of New York. The effect of such act was to create a three-year moratorium on actions to enforce the payment of such obligations. On November 19, 1976, the Court of Appeals, the State's highest court, declared such act to be invalid on the ground that it violates the provisions of the State Constitution requiring a pledge by such City of its faith and credit for the payment of obligations.

As a result of the Court of Appeals decision in Flushing National Bank v. Municipal Assistance Corporation for the City of New York, 40 N.Y.2d 731 (1976), the constitutionality of that portion of Title 6-A of Article 2 of the Local Finance Law enacted at the 1975 Extraordinary Session of the State legislature authorizing any county, city, town or village with respect to which the State has declared a financial emergency to petition the State Supreme Court to stay the enforcement against such municipality of any claim for payment relating to any contract, debt or obligation of the municipality during the emergency period, is subject to doubt. In any event, no such emergency has been declared with respect to the Village.

Right of Municipality or State to Declare a Municipal Financial Emergency and Stay Claims Under State Debt Moratorium Law. The State Legislature is authorized to declare by special act that a state of financial emergency exists in any county, city, town or village. (The provision does not by its terms apply to school districts or fire districts.) In addition, the State Legislature may authorize by special act establishment of an "emergency financial control board" for any county, city, town or village upon determination that such a state of financial emergency exists. Thereafter, unless such special act provides otherwise, a voluntary petition to stay claims may be filed by any such municipality (or by its emergency financial control board in the event said board requests the municipality to petition and the municipality fails to do so within five days thereafter). A petition filed in supreme court in the county in which the municipality is located in accordance with the requirements of Title 6-A of the Local Finance Law ("Title 6-A") effectively prohibits the doing of any act for ninety days in the payment of claims against the municipality, including payment of debt service on outstanding indebtedness.

This includes staying the commencement or continuation of any court proceedings seeking payment of debt service due, the assessment, levy or collection of taxes by or for the municipality or the application of any funds, property, receivables or revenues of the municipality to the payment of debt service. The stay can be vacated under certain circumstances with provisions for the payment of amounts due or overdue upon a demand for

payment in accordance with the statutory provisions set forth therein. The filing of a petition may be accompanied with a proposed repayment plan which, upon court order approving the plan, may extend any stay in the payment of claims against the municipality for such “additional period of time as is required to carry out fully all the terms and provisions of the plan with respect to those creditors who accept the plan or any benefits thereunder.” Court approval is conditioned, after a hearing, upon certain findings as provided in Title 6-A.

A proposed plan can be modified prior to court approval or disapproval. After approval, modification is not permissible without court order after a hearing. If not approved, the proposed plan must be amended within ten days or else the stay is vacated and claims, including debt service due or overdue, must be paid. It is at the discretion of the court to permit additional filings of amended plans and continuation of any stay during such time. A stay may be vacated or modified by the court upon motion of any creditor if the court finds after a hearing that the municipality has failed to comply with a material provision of an accepted repayment plan or that due to a “material change in circumstances” the repayment plan is no longer in compliance with statutory requirements.

Once an approved repayment plan has been completed, the court, after a hearing upon motion of any creditor, or a motion of the municipality or its emergency financial control board, will enter an order vacating any stay then in effect and enjoining of creditors who accepted the plan or any benefits thereunder from commencing or continuing any court action, proceeding or other act described in Title 6-A relating to any debt included in the plan.

Title 6-A requires notice to all creditors of each material step in the proceedings. Court determinations adverse to the municipality or its financial emergency control board are appealable as of right to the appellate division in the judicial department in which the court is located and thereafter, if necessary, to the Court of Appeals. Such appeals stay the judgment or appealed from and all other actions, special proceedings or acts within the scope of Section 85.30 of Title 6-A pending the hearing and determination of the appeals.

Whether Title 6-A is valid under the Constitutional provisions regarding the payment of debt service is not known. However, based upon the decision in the Flushing National Bank case described above, its validity is subject to doubt.

While the State Legislature has from time to time adopted legislation in response to a municipal fiscal emergency and established public benefit corporations with a broad range of financial control and oversight powers to oversee such municipalities, generally such legislation has provided that the provisions of Title 6-A are not applicable during any period of time that such a public benefit corporation has outstanding indebtedness issued on behalf of such municipality.

Fiscal Stress and State Emergency Financial Control Boards. Pursuant to Article IX Section 2(b)(2) of the State Constitution, any local government in the State may request the intervention of the State in its “property, affairs and government” by a two-thirds vote of the total membership of its legislative body or on request of its chief executive officer concurred in by a majority of such membership. This has resulted in the adoption of special acts for the establishment of public benefit corporations with varying degrees of authority to control the finances (including debt issuance) of the cities of Buffalo, Troy and Yonkers and the County of Nassau. The specific authority, powers and composition of the financial control boards established by these acts varies based upon circumstances and needs. Generally, the State legislature has granted such boards the power to approve or disapprove budget and financial plans and to issue debt on behalf of the municipality, as well as to impose wage and/or hiring freezes and approve collective bargaining agreements in certain cases. Implementation is left to the discretion of the board of the public benefit corporation. Such a State financial control board was first established for New York City in 1975. In addition, on a certificate of necessity of the governor reciting facts which in the judgment of governor constitute an emergency requiring enactment of such laws, with the concurrences of two-thirds of the members elected in each house of the State legislature, the State is authorized to intervene in the “property, affairs and governments” of local government units. This occurred in the case of the County of Erie in 2005. The authority of the State to intervene in the financial affairs of local government is further supported by Article VIII, Section 12 of the Constitution which declares it to be the duty of the State legislature to restrict, subject to other provisions of the Constitution, the power of taxation, assessment, borrowing money and contracting indebtedness and loaning the credit of counties, cities, towns and villages so as to prevent abuses in taxation and assessment and in contracting indebtedness by them.

In 2013, the State established a new state advisory board to assist counties, cities, towns and villages in financial distress. The Financial Restructuring Board for Local Governments (the “FRB”), is authorized to conduct a comprehensive review of the finances and operations of any such municipality deemed by the FRB to be fiscally eligible for its services upon request by resolution of the municipal legislative body and concurrence of its chief executive. The FRB is authorized to make recommendations for, but cannot compel improvement of fiscal stability, management and delivery of municipal services, including shared services opportunities and is authorized to offer grants and/or loans of up to \$5,000,000 through a Local Government Performance and Efficiency Program to undertake certain recommendations. If a municipality agrees to undertake the FRB recommendations, it will be automatically bound to fulfill the terms in order to receive the aid.

The FRB is also authorized to serve as an alternative arbitration panel for binding arbitration.

Although from time to time there have been proposals for the creation of a statewide financial control board with broad authority over local governments in the State, the FRB does not have emergency financial control board powers to intervene such as the public benefit corporations established by special acts as described above.

Several municipalities in the State are presently working with the FRB. The Village has not applied to FRB and does not reasonably anticipate doing so. School districts and fire districts are not eligible for FRB assistance.

Constitutional Non-Appropriation Provision. There is in the Constitution of the State, Article VIII, Section 2, the following provision relating to the annual appropriation of monies for the payment of due principal of and interest on indebtedness of every county, city, town, village and school district in the State: “If at any time the respective appropriating authorities shall fail to make such appropriations, a sufficient sum shall be set apart from the first revenues thereafter received and shall be applied to such purposes. The fiscal officer of any county, city, town, village or school district may be required to set aside and apply such revenues as aforesaid at the suit of any holder of obligations issued for any such indebtedness.” This constitutes a specific non-exclusive constitutional remedy against a defaulting municipality or school district; however, it does not apply in a context in which monies have been appropriated for debt service but the appropriating authorities decline to use such monies to pay debt service. However, Article VIII, Section 2 of the Constitution of the State also provides that the fiscal officer of any county, city, town, village or school district may be required to set apart and apply such revenues at the suit of any holder of any obligations of indebtedness issued with the pledge of the faith of the credit of such political subdivision. See “General Municipal Law Contract Creditors’ Provision” herein.

The Constitutional provision providing for first revenue set asides does not apply to tax anticipation notes, revenue anticipation notes or bond anticipation notes.

Default Litigation. In prior years, certain events and legislation affecting a holder’s remedies upon default have resulted in litigation. While courts of final jurisdiction have upheld and sustained the rights of bondholders, such courts might hold that future events including financial crises as they may occur in the State and in political subdivisions of the State require the exercise by the State or its political subdivisions of emergency and police powers to assure the continuation of essential public services prior to the payment of debt service. See “*Nature of Obligation*” and “*State Debt Moratorium Law*” herein.

No Past Due Debt. No principal of or interest on Village indebtedness is past due. The Village has never defaulted in the payment of the principal of and interest on any indebtedness.

MARKET FACTORS

The financial and economic condition of the Village as well as the market for the Bonds could be affected by a variety of factors, some of which are beyond the Village’s control. There can be no assurance that adverse events in the State and in other jurisdictions, including, for example, the seeking by a municipality or large taxable property owner of remedies pursuant to the Federal Bankruptcy Code or otherwise, will not occur which might affect the market price of and the market for the Bonds. If a significant default or other financial crisis should occur in the affairs of the State or another jurisdiction or any of its agencies or political subdivisions thereby further impairing the acceptability of obligations issued by borrowers within the State, both the ability of

the Village to arrange for additional borrowings, and the market for and market value of outstanding debt obligations, including the Bonds, could be adversely affected.

There can be no assurance that the State appropriation for State aid to school districts will be continued in future years, either pursuant to existing formulas or in any form whatsoever. State aid appropriated and apportioned to the Village can be paid only if the State has such monies available therefor. The availability of such monies and the timeliness of such payment may also be affected by a delay in the adoption of the State budget and other circumstances, including State fiscal stress. In any event, State aid appropriated and apportioned to the Village can be paid only if the State has such monies available therefor. (See "State Aid" herein).

Should the Village fail to receive monies expected from the State in the amounts and at the times expected, the Village is permitted to issue revenue anticipation notes in anticipation of the receipt of delayed State aid.

If and when a holder of any of the Bonds should elect to sell a Bond prior to its maturity, there can be no assurance that a market shall have been established, maintained and be in existence for the purchase and sale of any of the Bonds. In addition, the price and principal value of the Bonds is dependent on the prevailing level of interest rates; if interest rates rise, the price of a bond will decline, causing the bondholder to incur a potential capital loss if such bond is sold prior to its maturity.

Amendments to the U.S. Internal Revenue Code could reduce or eliminate the favorable tax treatment granted to municipal debt, including the Bonds and other debt issued by the Village. Any such future legislation could have an adverse effect on the market value of the Bonds (See "*Tax Matters*" herein).

The enactment of Chapter 97 of the Laws of 2011 on June 24, 2011, which imposes a tax levy limitation upon municipalities, including the Village, school districts, and fire districts in the State could have an impact upon operations of the Village and as a result, the market price for the Bonds. (See "*Tax Levy Limitation Law*," herein.)

THE STATE COMPTROLLER'S FISCAL STRESS MONITORING SYSTEM AND COMPLIANCE REVIEWS

The New York State Comptroller has reported that New York State's school districts and municipalities are facing significant fiscal challenges. As a result, the Office of the State Comptroller has developed a Fiscal Stress Monitoring System ("FSMS") to provide independent, objectively measured and quantifiable information to school district and municipal officials, taxpayers and policy makers regarding the various levels of fiscal stress under which the State's school districts and municipalities are operating.

The fiscal stress scores are based on financial information submitted as part of each school district's ST-3 report filed with the State Education Department annually, and each municipality's annual report filed with the State Comptroller. Using financial indicators that include year-end fund balance, cash position and patterns of operating deficits, the system creates an overall fiscal stress score which classifies whether a school district or municipality is in "significant fiscal stress", in "moderate fiscal stress," as "susceptible to fiscal stress" or "no designation". Entities that do not accumulate the number of points that would place them in a stress category will receive a financial score but will be classified in a category of "no designation." This classification should not be interpreted to imply that the entity is completely free of fiscal stress conditions. Rather, the entity's financial information, when objectively scored according to the FSMS criteria, did not generate sufficient points to place them in one of the three established stress categories.

The most current applicable report of the State Comptroller designates the Village as "No Designation," with a fiscal score of 14.6% and an environmental score of 2.5%.

See the State Comptroller's official website for more information on FSMS. Reference to this website implies no warranty of accuracy of information therein.

The financial affairs of the Village are subject to periodic compliance reviews by OSC to ascertain whether the Village has complied with the requirements of various State and federal statutes. OSC has not released a formal report on the Village in the past five years nor is one presently in progress. Additional information regarding State audits can be obtained by visiting the New York State website for Local Governments and School Accountability.

LITIGATION

Various lawsuits and notices of claim have been filed with the Town of Harrison and/or the Village of Harrison. The allegations set forth in the lawsuits and claims relate to circumstances, including primarily personal injury, property damage and occasionally administrative determinations by Town/Village officials or administrative Boards. Most claims are for money damages, while others seek a specific action or forbearance on the part of the Town or the Village.

In the opinion of the Town Attorney, the resolution of the lawsuits and claims presently pending against the Town and the Village will not have an adverse material effect on the financial position of the Town or the Village. Such matters are for inconsequential amounts (under \$25,000), or are adequately covered by existing insurance, or are without merit. Pursuant to the Local Finance Law, the Town and the Village are authorized to issue debt to finance Judgments and claims, if necessary.

There is no action, suit, proceedings or investigation, at law or in equity, before or by any Court, public board or body pending or, to the best knowledge of the Town and the Village, threatened against or affecting the Town or the Village to restrain or enjoin the issuance, sale or delivery of the Bonds or the levy and collection of taxes or assessments to pay same, or in any way contesting or affecting the validity of the Bonds or any proceedings or authority of the Town or the Village with respect to the authorization, issuance or sale of the Bonds or contesting the corporate existence or boundaries of the Town or the Village.

TAX MATTERS

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 Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the “Code”) and is exempt from personal income taxes imposed by the State of New York and any political subdivision thereof (including The City of New York). Bond Counsel is of the further opinion that interest on the Bonds is not a specific preference item for purposes of the federal individual and corporate alternative minimum taxes, although Bond Counsel observes that such interest on the Bonds is included in adjusted current earnings when calculating corporate alternative minimum taxable income. A complete copy of the proposed form of opinion of Bond Counsel is set forth in Appendix D hereto.

The Code imposes various restrictions, conditions and requirements relating to the exclusion from gross income for federal income tax purposes of interest on obligations such as the Bonds. The Village has covenanted to comply with certain restrictions designed to insure that interest on the Bonds will not be included in federal gross income. Failure to comply with these covenants may result in interest on the Bonds being included in gross income for federal income tax purposes possibly from the date of original issuance of the Bonds. The opinion of Bond Counsel assumes compliance with these covenants. Bond Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or not taken) or events occurring (or not occurring) after the date of issuance of the Bonds may adversely affect the value of, or the tax status of interest on, the Bonds. Further, no assurance can be given that pending or future legislation or amendments to the Code, if enacted into law, or any proposed legislation or amendments to the Code, will not adversely affect the value of, or the tax status of interest on, the Bonds.

Certain requirements and procedures contained or referred to in the Arbitrage Certificate, and other relevant documents may be changed and certain actions (including, without limitation, economic defeasance of the

Bonds) may be taken or omitted under the circumstances and subject to the terms and conditions set forth in such documents.

Although Bond Counsel is of the opinion that interest on the Bonds is excluded from gross income for federal income tax purposes and is exempt from personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York), the ownership or disposition of, or the amount, accrual or receipt of interest on, the Bonds may otherwise affect a Owner's federal or state tax liability. The nature and extent of these other tax consequences will depend upon the particular tax status of the Owner or the Owner's other items of income or deduction. Bond Counsel expresses no opinion regarding any such other tax consequences.

Current and future legislative proposals, if enacted into law, clarification of the Code or court decisions may cause interest on the Bonds to be subject, directly or indirectly, in whole or in part, to federal income taxation or to be subject to or exempted from state income taxation, or otherwise prevent Owners from realizing the full current benefit of the tax status of such interest. The introduction or enactment of any such legislative proposals or clarification of the Code or court decisions may also affect, perhaps significantly, the market price for, or marketability of, the Bonds.

Prospective purchasers of the Bonds should consult their own tax advisors regarding the potential impact of any pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel expresses no opinion.

LEGAL MATTERS

Legal matters incident to the authorization, issuance and sale of the Bonds are subject to the approving legal opinion of Orrick, Herrington & Sutcliffe LLP, Bond Counsel. Bond Counsel's opinion will be in substantially the form attached hereto as Appendix D.

DISCLOSURE UNDERTAKING

In accordance with the requirements of Rule 15c2-12 as the same may be amended or officially interpreted from time to time (the "Rule") promulgated by the Securities and Exchange Commission (the "Commission"), the Village has agreed to provide, or cause to be provided,

(i) to the Electronic Municipal Market Access ("EMMA") system of the Municipal Securities Rulemaking Board ("MSRB") or any other entity designated or authorized by the Commission to receive reports pursuant to the Rule, during each fiscal year in which the Bonds are outstanding, (i) certain annual financial information and operating data for the preceding fiscal year in a form generally consistent with the information contained or cross-referenced in the Final Official Statement dated December 12, 2017 of the Village relating to the Bonds under the headings "The Village", "Financial Information", "Tax Information", "Village Indebtedness", "Litigation", and Appendices (other than any related to bond insurance) by the end of the sixth month following the end of each succeeding fiscal year, commencing with the fiscal year ending December 31, 2017, and (ii) a copy of the audited financial statement, if any, (prepared in accordance with accounting principles generally accepted in the United States of America in effect at the time of the audit) for the preceding fiscal year, commencing with the fiscal year ending December 31, 2017 such audit, if any, will be so provided on or prior to the later of either the end of the sixth month of each such succeeding fiscal year or, if an audited financial statement is not available at that time, within sixty days following receipt by the Village of its audited financial statement for the preceding fiscal year, but, in any event, not later than the last business day of each such succeeding fiscal year; and provided further, in the event that the audited financial statement for any fiscal year is not available by the end of the sixth month following the end of any such succeeding fiscal year, unaudited financial statements in the form provided to the State, if available, will be provided no later than said date; provided however, that provision of unaudited financial statements in any year shall be further conditioned upon a determination by the Village of whether such provision is compliant with the requirements of federal securities

laws including Rule 10b-5 of the Securities Exchange Act of 1934 and Rule 17(a)(2) of the Securities Act of 1933;

(ii) in a timely manner not in excess of ten business days, to EMMA, notice of the occurrence of any of the following events with respect to the Bonds:

(a) principal and interest payment delinquencies

(b) non-payment related defaults, if material

(c) unscheduled draws on debt service reserves reflecting financial difficulties*

(d) in the case of credit enhancement, if any, provided in connection with the issuance of the Bonds, unscheduled draws on credit enhancements reflecting financial difficulties**

(e) substitution of credit or liquidity providers, or their failure to perform

(f) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701 TEB) or other material notices or determinations with respect to the tax status of the Bonds

(g) modifications to rights of Bondholders, if material

(h) bond calls, if material and tender offers

(i) defeasances

(j) release, substitution, or sale of property securing repayment of the Bonds

(k) rating changes

(l) bankruptcy, insolvency, receivership or similar event of the Village***

(m) the consummation of a merger, consolidation, or acquisition involving the Village or the sale of all or substantially all of the assets of the Village, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material

(n) appointment of a successor or additional trustee or the change of name of a trustee, if material

*Event (c) is included pursuant to a letter from the SEC staff to the National Association of Bond Lawyers dated September 19, 1995. However, event (c) is not applicable, since no "debt service reserves" will be established for the Bonds.

**With respect to event (d) the Village does not undertake to provide any notice with respect to credit enhancement added after the primary offering of the Bonds.

***With respect to event (l) the event is considered to occur upon: the appointment of a receiver, fiscal agent or similar officer for the Village in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or government authority has assumed jurisdiction over substantially all of the assets or business of the Village, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Village.

The Village may from time to time choose to provide notice of the occurrence of certain other events, in addition to those listed above, if the Village determines that any such other event is material with respect to the Bonds; but the Village does not undertake to commit to provide any such notice of the occurrence of any material event except those events listed above.

(iii) in a timely manner, to EMMA, notice of its failure to provide the aforescribed annual financial information and operating data and such audited financial statement, if any, on or before the date specified.

The Village reserves the right to terminate its obligations to provide the aforescribed annual financial information and operating data and such audited financial statement, if any, and notices of material events, as set forth above, if and when the Village no longer remains an obligated person with respect to the Bonds within the meaning of the Rule. The Village acknowledges that its undertaking pursuant to the Rule described under this heading is intended to be for the benefit of the holders of the Bonds (including holders of beneficial interests in the Bonds). The right of holders of the Bonds to enforce the provisions of the undertaking will be limited to a right to obtain specific enforcement of the Village's obligations under its continuing disclosure undertaking and any failure by the Village to comply with the provisions of the undertaking will neither be a default with respect to the Bonds nor entitle any holder of the Bonds to recover monetary damages.

The Village reserves the right to modify from time to time the specific types of information provided or the format of the presentation of such information, to the extent necessary or appropriate in the judgment of the Village; provided that, the Village agrees that any such modification will be done in a manner consistent with the Rule.

An undertaking to provide continuing disclosure as described above shall be provided to the Underwriter at the closing.

Continuing Disclosure History

On September 18, 2014, the Village filed a material event notice with EMMA regarding the change to the underlying rating of the Village by Moody's Investors Service, as a result of the recalibration of the U.S. municipal ratings from a municipal scale to the global scale in 2010, which resulted in a recalibrated rating of "Aa1". As this was a system wide recalibration by Moody's, and not considered an upgrade, a material event notice was not filed at the time.

On January 17, 2017, the Village filed a material event notice with EMMA regarding the fact that the Village was late in filing its Moody's Investors Service rating upgrade in 2013.

The Village has reviewed and modified its continuing disclosure practices and procedures to ensure that all material event notices are filed in a timely manner.

RATING

The Village has applied to Moody's Investors Service, Inc. ("Moody's") for a rating on the Bonds. Such application is pending at this time.

On December 13, 2016, Moody's upgraded the Village's rating on outstanding general obligation bonds to "Aaa" from "Aa1".

Such rating reflects only the views of Moody's and any desired explanation of the significance of such rating should be obtained from Moody's, at the following address: Moody's Investors Service, Inc., 7 World Trade Center at 250 Greenwich Street, New York, New York 10007. There can be no assurance that such rating will continue for any specified period of time or that such rating will not be revised or withdrawn, if in the judgment of Moody's circumstances so warrant. Any such change or withdrawal of such rating may have an adverse effect on the market price of the Bonds or the availability of a secondary market for the Bonds.

MUNICIPAL ADVISOR

Capital Market Advisors, LLC, Great Neck and New York, New York, has served as the independent Municipal Advisor to the Village in connection with this transaction.

In preparing the Official Statement, the Municipal Advisor has relied upon governmental officials, and other sources, who have access to relevant data to provide accurate information for the Official Statement, and the

Municipal Advisor has not been engaged, nor has it undertaken, to independently verify the accuracy of such information. The Municipal Advisor is not a public accounting firm and has not been engaged by the Village to compile, review, examine or audit any information in the Official Statement in accordance with accounting standards. The Municipal Advisor is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other public securities and therefore will not participate in the underwriting of the Bonds.

MISCELLANEOUS

Statements in the Official Statement, and the documents included by specific reference, that are not historical facts are “forward-looking statements”, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and as defined in the Private Securities Litigation Reform Act of 1995, which involve a number of risks and uncertainties, and which are based on the Village management’s beliefs as well as assumptions made by, and information currently available to, the Village management and staff. Because the statements are based on expectations about future events and economic performance and are not statements of fact, actual results may differ materially from those projected. Important factors that could cause future results to differ include legislative and regulatory changes, changes in the economy, and other factors discussed in this and other documents that the Village files with the repositories. When used in Village documents or oral presentation, the words “anticipate”, “believe”, “intend”, “plan”, “foresee”, “likely”, “estimate”, “expect”, “objective”, “projection”, “forecast”, “goal”, “will, or “should”, or similar words or phrases are intended to identify forward-looking statements.

To the extent any statements made in this Official Statement involve matters of opinion or estimates, whether or not expressly stated, they are set forth as such and not as representations of fact, and no representation is made that any of the statements will be realized. Neither this Official Statement nor any statement which may have been made verbally or in writing is to be construed as a contract with the holder of the Bonds.

Orrick, Herrington & Sutcliffe LLP, New York, New York, bond counsel to the Village, expresses no opinion as to the accuracy or completeness of information in any documents prepared by or on behalf of the Village for use in connection with the offer and sale of the Bonds, including but not limited to, the financial or statistical information in this Official Statement.

References herein to the Constitution of the State and various State and federal laws are only brief outlines of certain provisions thereof and do not purport to summarize or describe all of such provisions.

Concurrently with the delivery of the Bonds, the Village will furnish a certificate to the effect that as of the date of the Official Statement, the Official Statement did not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements herein, in the light of the circumstances under which they were made, not misleading, subject to limitation as to information in the Official Statement obtained from sources other than the Village, as to which no representation can be made.

The Official Statement is submitted only in connection with the sale of the Bonds by the Village and may not be reproduced or used in whole or in part for any other purpose.

The Village hereby disclaims any obligation to update developments of the various risk factors or to announce publicly any revision to any of the forward-looking statements contained herein or to make corrections to reflect future events or developments except to the extent required by Rule 15c2-12 promulgated by the Securities and Exchange Commission.

Capital Markets Advisors, LLC may place a copy of this Official Statement on its website at www.capmark.org. Unless this Official Statement specifically indicates otherwise, no statement on such website is included by specific reference or constitutes a part of this Official Statement. Capital Markets Advisors, LLC has prepared such website information for convenience, but no decisions should be made in reliance upon that information. Typographical or other errors may have occurred in converting original source documents to digital format, and neither the Village nor Capital Markets Advisors, LLC assumes any liability or responsibility for errors or omissions on such website. Further, Capital Markets Advisors, LLC and the Village disclaim any duty or

obligation either to update or to maintain that information or any responsibility or liability for any damages caused by viruses in the electronic files on the website. Capital Markets Advisors, LLC and the Village also assume no liability or responsibility for any errors or omissions or for any updates to dated website information.

Additional information may be obtained from the office of the Village Treasurer (914) 670-3081 or the Village's Financial Advisor, Capital Markets Advisors, LLC (CMA) 516-560-0340

VILLAGE OF HARRISON
WESTCHESTER COUNTY, NEW YORK

By: _____
Maureen MacKenzie
Village Comptroller/Treasurer

DATED: December , 2017

APPENDIX A

THE VILLAGE

THE VILLAGE

General Information

The Village of Harrison, with a land area of 18 square miles and an estimated population of 27,998, according to the 2015 U.S. Census, is located in the southern portion of Westchester County approximately 25 miles north of New York City. The Village is adjacent to the City of White Plains and the villages of North Castle, Rye and Mamaroneck. The Village is divided into three principal sections: Purchase, West Harrison (Silver Lake) and Harrison proper.

Although primarily residential in nature, the Village is the site of the corporate headquarters of Morgan Stanley, Pepsico Incorporated and Mastercard Incorporated. The Village is also the site of several country clubs, the most prominent of which is the Westchester Country Club.

The Village is traversed by New York State Route 127, the Hutchinson River Parkway and Interstates 287, 684 and 95 (New England Thruway). The Metropolitan Transportation Authority (“MTA”), Metro-North Division, which operates a station in the Village, provides Village residents with electrified rail service south to New York City and to points north. Westchester County Airport, also in the Village, accommodates many corporate aircraft as well as daily scheduled flights by U.S. Airways, American Airlines and JetBlue.

Manhattanville College, Purchase College of the State of New York, Fordham University Graduate Center and St. Vincents Hospital are located within the Village. Also located nearby to the Village is White Plains Hospital.

Police protection is provided by the Village. Fire protection is provided by the Village as well as local fire districts.

Transportation Oriented Development: After several years of negotiations, the Town/Village of Harrison has entered into a Joint Development Agreement (“JDA”) with Avalon Bay Communities, Inc. (“Developer”) and the Metro-North Commuter Railroad Company (“MTA/MNR”) that will result in the construction of approximately 143 luxury apartments, 27,000 square feet of retail space and two pedestrian plazas at the Metro-North Railroad station in the Central Business District of Downtown Harrison, New York. The project will increase parking availability for commuters by 85%. Pursuant to obligations outlined in the JDA, the Town/Village of Harrison is in receipt of a conceptual plan from the Developer and the Land Disposition Agreement (“LDA”) is in the final phase of negotiations and signing of the LDA is believed to be imminent.

The Village is the new home of Memorial Sloan Kettering outpatient treatment facility, which opened in October 2014. Lifetime fitness, a premiere fitness corporation, opened its doors in February, 2014. The facility is considered a diamond, top rated, facility.

Population Trends

<u>Year</u>	<u>Village of Harrison</u>	<u>Westchester County</u>	<u>New York State</u>
1970	21,544	894,104	18,241,366
1980	23,046	866,599	17,557,288
1990	23,308	874,866	17,990,445
2000	24,154	923,459	18,976,457
2010	27,472	949,113	19,378,102
2015	27,998	967,315	19,673,174

Source: U.S. Department of Commerce, Bureau of the Census. American Community Survey, 5-year estimate.

Comparative Housing, Income and Population Data

	<u>Village</u>	<u>County</u>	<u>State</u>	<u>U.S.</u>
<u>Housing:</u>				
Median Value Housing	\$761,200	\$506,900	\$283,400	\$178,600
<u>Income:</u>				
Per Capita Income	60,166	48,885	33,236	28,930
Median Family Income	124,744	108,108	71,913	66,011

Source: 2015 American Community Survey 5-year estimates.

Selected Listing of Major Employers

<u>Employer</u>	<u>Type</u>	<u>Approximate No. of Employees</u>
Morgan Stanley	Corporate Headquarters	1,800
Pepsico, Inc.	Corporate Headquarters	1,500
U.S. Postal Service	Postal Mailing Facility	825
Mastercard, Inc.	Corporate Headquarters	800
Dansk International Designs	Distributor and Retailer	600
Diversified Investment Advisor	Investing Services	555
Consolidated Edison Co. of NY, Inc.	Utility	500
Citigroup	Corporate Headquarters	500

Source: Village Officials

Form of Government

Harrison is both a Village and a Town. Usually a village is only a part of a town, but in Harrison the boundaries of Village and Town are coterminous. This situation results in convenient and less expensive government, since the same people act both as Village authorities to administer local municipal affairs and as Town authorities to administer Town affairs as prescribed by State Law. (For example, members of the Village Board of Trustees serve as the Town Board as well). The Village Clerk is also the Town Clerk. This is an elected position, with a two year term.

The chief executive officer of the Village is the Mayor who is elected for a term of two years and is eligible to succeed himself. He is also a member of the Board of Trustees. In addition to the Mayor, there are four Trustees who are elected for four year terms. Each term is staggered so that every year, two Trustees run for election. The Mayor runs every second year. The Mayor and Trustees are elected at large.

The Village Board of Trustees appoints a Treasurer to a two year term. The members of the Board of Trustees act as Commissioners for the various Town/Village departments.

The Village Treasurer is the chief fiscal officer, account officer and budget officer of the Village. She acts as a fiscal advisor to the Board of Trustees and is responsible for the accounting of expenditures and revenues. The Village Treasurer may or may not be selected as Budget Officer to the Board of Trustees; however, the Treasurer usually serves in an advisory capacity.

The Town government is responsible for the operation of various Town departments, assessment of land and buildings, the sale of tax liens and the issuance of marriage licenses. The Town/Village Receiver of Taxes collects Village and County taxes as well as the school taxes.

The Town Assessor fixes the value of each parcel of property for the purpose of computing real estate taxes, with the exception of utility franchise companies such as Con Edison and Verizon. Such properties are assessed by the State and such assessments are utilized by the Town in determining the tax. The Assessor prepares the Town assessment roll, which is then adopted as the Village roll by the Village Board of Trustees sitting as the Village Board of Assessors. Taxes for the County, sewer and school district are also based on these assessments.

Budgetary Procedures

Department heads prepare operating budgets for the ensuing fiscal year. Pursuant to Town/Village law, the Treasurer/Comptroller must submit the tentative budget to the Town/Village Clerk no later than October 30 of each year. The Clerk then must present the tentative budget to the Town/Village Board and the Supervisor/Mayor for review at a regular or special Board meeting held on or before November 10. In most instances, a public information meeting is also held in order to review the budget. The tentative budget with any changes is then presented as the preliminary budget at a public hearing held on or before December 10, as required by law. The Town/Village Board must then adopt the budget on or before December 20. The budget is not subject to referendum.

Individual departments can make budget changes within line account items at any point during the year. However, if funds are transferred from one account item to another, the transfer must be approved and formally changed by the Town/Village Board. This is a continuing process.

State Aid

The Village receives minimal financial assistance from the State. In its combined Town and Village general fund budgets for the 2017 fiscal year, approximately 2.4% of the revenues of the Village are estimated to be received in the form of State aid. If the State should experience difficulty in borrowing funds in anticipation of the receipt of State taxes in order to pay State aid to municipalities and school districts in the State, including the Village, in any year, the Village may be affected by a delay in the receipt of State aid until sufficient State taxes have been received by the State to make State aid payments. Additionally, if the State should not adopt its budget in a timely manner, municipalities and school districts in the State, including the Village, may be affected by a delay in the payment of State aid.

The State is not constitutionally obligated to maintain or continue State aid to the Village. No assurance can be given that present State aid levels will be maintained in the future. State budgetary restrictions which eliminate or substantially reduce State aid could have a material adverse effect upon the Village requiring either a counterbalancing increase in revenues from other sources to the extent available, or a curtailment of expenditures (see also "Market and Risk Factors").

While the Village has received State aid in recent years, both the determination of the amount of State aid and the apportionment of State aid are legislative acts and the State Legislature may amend or repeal the statutes relating to State aid and the formulas which determine the amount of State aid payable to the Village. The current or future financial condition of the State may affect the amount of State aid appropriated by the State Legislature.

Employees

The Village provides services through approximately 241 full-time and 66 part-time employees. The majority of full-time Village employees are represented by the following five labor organizations:

<u>Labor Organizations</u>	<u>Number of Employees</u>	<u>Contact Expiration Date</u>
United Fire Fighters	11	December 31, 2017
Police Benevolent Association	59	December 31, 2017
Teamsters (Local #456)	78	December 31, 2017
Civil Service Employees' Association (CSEA)	70	December 31, 2017
Civil Service Midmanagement	5	December 31, 2017

Employee Pension Benefits

Substantially all employees of the Village are members of the New York State and Local Employees' Retirement System ("ERS") or the New York State and Local Police and Fire Retirement System ("PFRS"). (Both systems are referred to together hereinafter as the "Retirement Systems" where appropriate). These Retirement Systems are cost-sharing multiple public employer retirement systems. The obligation of employers and employees to contribute and the benefits to employees are governed by the New York State Retirement System and Social Security Law (the

"Retirement System Law"). The Retirement Systems offer a wide range of plans and benefits which are related to years of service and final average salary, vesting of retirement benefits, death and disability benefits and optional methods of benefit payments. All benefits generally vest after ten years of credited service. The Retirement System Law generally provides that all participating employers in each retirement system are jointly and severally liable for any unfunded amounts. Such amounts are collected through annual billings to all participating employers. Generally, all employees, except certain part-time employees, participate in the Retirement Systems. The Retirement Systems are non-contributory with respect to members hired prior to July 27, 1976. All members hired on or after July 27, 1976, with less than 10 years of service must contribute 3% of gross annual salary toward the cost of retirement programs.

On December 10, 2009, then Governor Paterson signed in to law a new Tier 5. The law is effective for new ERS employees hired after January 1, 2010 through March 31, 2012. Tier 5 ERS employees will contribute 3% of their salaries and there is no provision for these contributions to cease after a certain period of service. Overtime pay in excess of \$15,000 is not subject to the ERS either in contribution from the Village or the employee.

On March 16, 2012, Governor Cuomo signed into law the new Tier 6 pension program, effective for new ERS and PFRS employees hired after April 1, 2012. The Tier 6 legislation provides for increased employee contribution rates of between 3% and 6%, an increase in the retirement age from 62 years to 63 years, a readjustment of the pension multiplier, and a change in the time period for final average salary calculation from 3 years to 5 years. Tier 6 employees will vest in the system after ten years of employment and will continue to make employee contributions throughout employment.

With regard to the ERS, a pension reform bill, Chapter 49 of the Laws of 2003 changes the cycle of billing to match budget cycles of the Village. Under the previous method, the Village was unsure of how much it paid to the system until after its budget was implemented. Under the new system the contribution for a given fiscal year is based on the value of the pension fund on the prior April 1 instead of the following April 1 so that the Village is able to more accurately include the cost of the contribution into its budget. Chapter 49 requires the Village to make a minimum contribution of 4.5% of payroll every year, including years in which the investment performance of the fund would make a lower contribution possible.

Due to significant capital market declines in 2008 and 2009, the State's Retirement System portfolio experienced negative investment performance and severe downward trends in market earnings. As a result of the foregoing, the employer contributions for the State's Retirement System continue to be higher than the minimum contribution rate established by Chapter 49. Legislation was enacted that permits local governments and school districts to borrow a portion of their required payments from the State pension plan at an interest rate of 5%. The legislation also requires those local governments and school districts that amortize their pension obligations pursuant to the regulation to establish reserve accounts to fund payment increases that are a result of fluctuations in pension plan performance. The Village does not currently amortize any pension payments.

In Spring 2013, the State and ERS approved a Stable Contribution Option ("SCO"), which modified its existing SCO adopted in 2010, that gives municipalities the ability to better manage spikes in Actuarially Required Contribution rates ("ARCs"). The plan allows municipalities to pay the SCO amount in lieu of the ARC amount. The Village pays its ERS contributions on a pay as you go basis and does not expect to participate in the SCO in the foreseeable future.

For State Fiscal Year 2017-18, the average contribution rates for ERS will decrease for the third year in a row. ERS will decrease by 0.2% of payroll, from 15.5% to 15.3%. Projections of required contributions will vary by employer depending on factors such as retirement plans, salaries and the distribution of their employees among the six retirement tiers. The employer contribution rates announced will apply to each employer's salary base during the period of April 1, 2017 through March 31, 2018.

For the year ended December 31, 2016, the Village implemented the provisions of GASB Statement No. 68, "Accounting and Financial Reporting for Pensions" and GASB Statement No. 71, "Pension Transition for Contributions Made Subsequent to the Measurement Date," which established improved the accounting and financial reporting requirements relating to pensions. For further information relating to the provisions of GASB Statement No. 68 and GASB Statement No. 71, see "Notes to the Financial Statements" in audited financial statements for the year ended December 31, 2016.

Payments by the Village to the Retirement Systems for the past five years are as follows:

<u>Year</u>	<u>ERS</u>	<u>PFRS</u>
2012	\$2,882,229	\$2,322,716
2013	2,812,631	2,976,321
2014	2,877,360	2,481,353
2015	2,447,573	2,471,756
2016	2,120,879	2,419,344
2017	2,120,045	2,245,761

Other Post Employment Benefits

It should also be noted that the Village provides post-retirement healthcare benefits to various categories of former employees. These costs may be expected to rise substantially in the future. A recently enacted accounting rule, GASB Statement No. 45 (“GASB 45”) of the Governmental Accounting Standards Board (“GASB”), requires, governmental entities, such as the Village, to account for post-retirement healthcare benefits with respect to vested pension benefits. GASB 45 has become fully implemented for governmental entities, including the Village.

Since the implementation of Chapter 729 of the Laws of 1994, School Districts and Boards of Cooperative Education Services, unlike other municipal units of government in the State, have been prohibited from reducing retiree health benefits or increasing health care contributions received or paid by retirees below the level of benefits or contributions afforded to or required from active employees. This protection from unilateral reduction of benefits had been extended annually by the New York State Legislature until recently when legislation was enacted to make permanent these health insurance benefit protections for retirees. Legislative attempts to provide similar protection to retirees of other local units of government in the State have not succeeded as of the date hereof. Nevertheless, many such retirees of all varieties of municipal units in the State do presently receive such benefits.

GASB 45 and OPEB. OPEB refers to “other post-employment benefits,” meaning benefits other than pension benefits. OPEB consists primarily of health care benefits and may include other benefits such as disability benefits and life insurance. Until now, these benefits have generally been administered on a pay-as-you-go basis and have not been reported as a liability on governmental financial statements.

GASB 45 requires municipalities and school districts to account for OPEB liabilities in the same manner as they already account for pension liabilities. It requires them to adopt the actuarial methodologies used for pensions, with adjustments for the different characteristics of OPEB and the fact that most municipalities and school districts have not set aside any funds against this liability. Unlike GASB 27, which covers accounting for pensions, GASB 45 does not require municipalities or school districts to report a net OPEB obligation at the start.

Under GASB 45, based on actuarial valuation, an annual required contribution (“ARC”) will be determined for each municipality or school district. The ARC is the sum of (a) the normal cost for the year (the present value of future benefits being earned by current employees) plus (b) amortization of the unfunded accrued liability (benefits already earned by current and former employees but not yet provided for), using an amortization period of not more than 30 years. If a municipality or school district contributes an amount less than the ARC, a net OPEB obligation will result, which is required to be recorded as a liability on its financial statements.

GASB 45 does not require that the unfunded liability actually be amortized nor that it be advance funded, only that the municipality or school district account for its unfunded accrued liability and compliance in meeting its ARC. The Village hired an actuarial firm for the actuarial valuation and they calculated an ARC of \$24,602,303 and an unfunded actuarial accrued liability of \$298,253,278 as of January 1, 2016. The Village is in compliance with the requirements of GASB 45.

The Village is meeting their liability on a pay-as-you-go basis.

Actuarial valuation will be required every 2 years for OPEB plans with more than 200 members, every 3 years if there are less than 200 members.

Unemployment Rate Statistics

	<u>Year Average</u>				
	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>
Village of Harrison	7.5%	6.3%	5.3%	4.8%	4.5%
Westchester County	7.3%	6.3%	5.1%	4.6%	4.2%
New York State	8.5%	7.7%	6.3%	5.3%	4.8%

Monthly Unemployment Rates

<u>Month</u>	<u>Village</u>	<u>County</u>	<u>State</u>
October 2016	4.4%	4.3%	4.8%
November	4.4	4.1	4.5
December	4.1	4.0	4.5
January, 2017	4.3	4.5	4.9
February	4.8	4.8	5.0
March	4.1	4.1	4.4
April	4.2	4.1	4.2
May	4.3	4.1	4.3
June	5.0	4.5	4.5
July	5.0	4.6	4.9
August	4.5	4.6	4.9
September	4.6	4.5	4.7

Source: State of New York, Department of Labor. (Note: Figures not seasonally adjusted).

Other Information

The statutory authority for the power to spend money for the objects or purposes, or to accomplish the objects or purposes, for which the Bonds are to be issued is the Village Law and the Local Finance Law.

Except to the extent shown in "Estimated Overlapping Indebtedness," this Official Statement does not include the financial data of any political subdivision having power to levy taxes within the Village.

No principal or interest upon any obligation of the Village is past due.

The fiscal year of the Village is January 1 to December 31.

FINANCIAL INFORMATION

Financial Statements

The Town/Village has retained independent certified public accountants to audit its financial affairs. The last audit covers the year ending December 31, 2016. The 2016 Audit was prepared in compliance with GASB 34. In addition, the financial affairs of the Town/Village are subject to periodic review by the State Comptroller.

The accounting policies of the Town/Village conform to generally accepted accounting principles as they are applicable to governments. The Government Accounting Standards Board is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

A summary of Revenues, Expenditures and Fund Balance, Budget Results, Balance Sheets and Changes in Fund Balances for the Town/Village are included as Appendix B.

Investment Policy

Pursuant to the statutes of the State of New York, the Village is permitted to invest only in the following investments: (1) special time deposits in, or certificates of deposits issued by, a bank or trust company located and authorized to do business in the State of New York; (2) obligations of the United State of America; (3) obligations guaranteed by agencies of the United States of America where the payment of principal and interest is guaranteed by the United States of America; (4) obligations of the State of New York; (5) with the approval of the New York State Comptroller, tax anticipation notes and revenue anticipation notes issued by any New York municipality or district corporation, other than the Village; (6) obligations of New York public benefit corporations which are made lawful investments in which the Village may invest pursuant to another provision of law; (7) certain certificates of participation issued on behalf of political subdivisions of the State of New York; and, (8) in the case of Village moneys held in certain reserve funds established pursuant to law, obligations issued by the Village. These statutes further require that all bank deposits, in excess of the amount insured under the Federal Deposit Insurance Act, be secured by a pledge of eligible securities, as that term is defined in the law.

The Village has adopted an investment policy and such policy conforms with applicable laws of the State governing the deposit and investment of public moneys. All deposits and investments of the Village are made in accordance with such policy.

TAX INFORMATION

Valuations and Tax Data

The following table shows the trend during the last five years for taxable assessed valuations, State equalization ratios, full valuations, real property taxes and real property tax rates per \$1,000 assessed valuation.

Valuations and Tax Data

(For the Fiscal Years Ending December 31:)

	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>
Assessed Value	\$135,759,848	\$135,603,693	\$133,044,156	\$132,991,471	\$132,142,701
Equal. Rate	1.74%	1.75%	1.73%	1.60%	1.60%
Full Value	\$7,802,290,115	\$7,748,782,457	\$7,690,413,642	\$8,311,966,937	\$8,258,918,813
Tax Levy:					
Town: General Fund	25,721,108	26,437,540	26,702,102	27,183,319	27,285,515
Highway Fund	5,199,695	5,273,404	5,348,898	5,445,670	5,500,691
Library Fund	2,292,459	2,355,806	2,391,164	2,420,174	2,449,275
General Village	9,338,637	10,220,734	9,872,753	10,016,010	10,088,621
Tax Rate ⁽¹⁾	\$314.13	\$326.59	\$333.08	\$338.85	\$342.97

(1) Per \$1,000 assessed valuation of the Town.

Constitutional Taxing Power

Fiscal Year Ending December 31:	<u>2016</u>	<u>2017</u>
Five-Year Average Full Valuation	\$7,800,043,865	\$7,962,474,393
Tax Limit (2%)	156,000,877	159,249,488
Add: Total Exclusions	<u>1,110,852</u>	<u>1,148,779</u>
Total Taxing Power	157,111,729	160,398,267
Total Levy	<u>10,016,010</u>	<u>10,016,010</u>
Tax Margin	<u>\$147,095,719</u>	<u>\$150,309,646</u>

Tax Collection Procedure

First half taxes are due on February 1st and are payable during the month of February without penalty. Penalties on first half taxes are 2% in March, 5% in April and May, 6% in June and July and 7% in August. Second half taxes are due in the month of June without penalty. Penalties on second half taxes are 2% in July, 5% in August, 7% in September, 10% in October, November and December and 12% thereafter. The Town collects taxes for Town, Town Special Districts, Village, School District, County and County Special District purposes, and is responsible for the collection of such taxes. The Town/Village guarantees the full payment of the County and School District warrants and assumes the responsibility for uncollected taxes. The County and County Special District taxes are due and payable during the month of April without penalty. The first half of School District taxes are due and payable during the month of September without penalty with the second half being due and payable during the month of January without penalty.

The Town/Village functions in both a fiduciary and guarantor relationship with the County and the School District with respect to the collection and payment of real property taxes levied by such jurisdictions. County taxes are included in the Town's levy and are payable without penalty for thirty days. School District taxes are levied on July 1st and are due on September 1st with the first half payable without penalty until September 30th and the second half payable without penalty until January 31st. The County Charter provides for the Town/Village to collect County and School District taxes and remit them as collected. The Town must remit to the County sixty percent of the amount levied by May 25th and the balance on October 15th. With respect to School District taxes, the Charter provides that the Town satisfy the warrant of the School District by April 5th. Thus, the Town's fiduciary responsibility is from the date of the levy until the due date of the respective tax warrant at which time the Town must satisfy its obligation to the County and School District regardless of the amounts collected. The County tax warrant is due in October and uncollected County taxes have been accounted for in a manner similar to Town/Village taxes. The collection of School District taxes is deemed a financing transaction until the warrants are satisfied.

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Real Estate Taxes and Tax Collection Record

Year Ended December 31:	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>
Tax Levy & Collections:					
Town and Village ¹	\$49,175,151	\$51,127,406	\$51,470,572	\$52,309,879	\$52,719,791
County	<u>36,034,963</u>	<u>36,510,676</u>	<u>35,086,791</u>	<u>35,962,433</u>	<u>35,173,870</u>
Total	\$85,210,114	\$87,638,082	\$86,557,363	\$88,272,312	\$87,893,661
Additions (Cancellations)	<u>(9,934)</u>	<u>(14,902)</u>	<u>(19,370)</u>	<u>(29,031)</u>	<u>(22,919)</u>
Net Taxes	\$85,200,180	\$87,623,180	\$86,537,993	\$88,243,281	\$87,870,742
Less: Collections					
During Year	<u>85,005,530</u>	<u>87,404,346</u>	<u>86,026,981</u>	<u>87,842,084</u>	<u>87,136,130</u> ³
Total Uncollected Taxes	<u>\$ 194,650</u>	<u>\$ 218,834</u>	<u>\$ 511,012</u>	<u>\$ 401,197</u>	<u>\$ 707,612</u> ³
% Uncollected Taxes					
End of Year	0.23%	0.25%	0.59%	0.45%	0.81% ³
	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>
School District Tax Levy and Collections:²					
Taxes on Roll	\$91,966,164	\$95,476,676	\$95,708,814	\$96,666,214	\$98,507,409 ⁴
Additions (Cancellations)	<u>(3,870)</u>	<u>(13,283)</u>	<u>(41,971)</u>	<u>(77,989)</u>	<u>(118,988)</u> ⁴
Net Taxes	\$91,962,294	\$95,463,393	\$95,708,843	\$96,588,225	\$98,388,421 ⁴
Less: Collections					
During Year	<u>91,708,324</u>	<u>94,948,351</u>	<u>95,205,991</u>	<u>96,136,208</u>	<u>49,621,535</u> ⁴
Total Uncollected Taxes					
End of Year	<u>\$ 253,970</u>	<u>\$515,042</u>	<u>\$502,852</u>	<u>\$452,017</u>	<u>\$48,766,886</u> ⁴
% Uncollected Taxes					
End of Year	0.28%	0.54%	0.53%	0.47%	50.49% ⁴

¹ Includes Town/Village General, Highway, Library and special districts fund levies.

² Years ending June 30, 2012-2016. School District fiscal year is from July 1 to June 30. See "Tax Collection Procedure."

³ These numbers represent collections through November 13, 2017.

⁴ The school warrant for fiscal year ending June 30, 2018 was issued in August, 2017 with first half payments due by September 30, 2017 and the second half payments due by January 31, 2018. These numbers represent collections through November 13, 2017.

Larger Taxpayers

<u>Name</u>	<u>Type</u>	<u>2017 Assessed Valuation</u>
Consolidated Edison Co.	Utility	\$3,937,403
MS Harrison LLC	Corporate Headquarters	1,914,500
OCC Purchase LLC	Office Complex	1,600,000
Pepsico, Inc.	Corporate Headquarters	1,404,470 ¹
Mastercard International	Corporate Headquarters	1,245,000
County of Westchester	Airport Hanger	1,066,554
500 Mamaroneck Avenue LP.	Office Building	675,000
2500/2700 Westchester Avenue	Office Building	575,000
Harrison Rye Realty	Real Estate	573,170
HTA – White Plains	Medical Office Building	570,000
	Total	<u>\$ 13,561,097</u>²

¹This taxpayer currently has a PILOT with the Village.

²Represents approximately 10.26% of the 2017 assessed valuation of \$132,142,701. Additional Tax Information.

Real property subject to Town/Village taxation is assessed by the Town. Veterans' and Senior Citizens' exemptions are available for those who qualify.

VILLAGE INDEBTEDNESS

Constitutional Requirements

The New York State Constitution limits the power of the Village (and other municipalities and certain school districts of the State) to issue obligations and to otherwise contract indebtedness. Such constitutional limitations in summary form, and as generally applicable to the Village and the Bonds include the following:

Purpose and Pledge. Subject to certain enumerated exceptions, the Village shall not give or loan any money or property to or in aid of any individual or private corporation or private undertaking or give or loan its credit to or in aid of any of the foregoing or any public corporation.

The Village may contract indebtedness only for a Village purpose and shall pledge its faith and credit for the payment of principal of and interest thereon.

Payment and Maturity. Except for certain short-term indebtedness contracted in anticipation of taxes or to be paid within three fiscal year periods, indebtedness shall be paid in annual installments commencing no later than two years after the date such indebtedness shall have been contracted and ending no later than the expiration of the period of probable usefulness of the object or purpose determined by statute and unless substantially level or declining annual debt service is utilized, no installment may be more than fifty per centum in excess of the smallest prior installment. The Village is required to provide an annual appropriation for the payment of interest due during the year on its indebtedness and for the amounts required in such year for amortization and redemption of its serial bonds or such required annual installments on its notes.

Debt Limit. The Village has the power to contract indebtedness for any Village purpose so long as the principal amount thereof, subject to certain limited exceptions, shall not exceed seven per centum of the average full valuation of taxable real property of the Village and subject to certain enumerated exclusions and deductions such as water and certain sewer facilities and cash or appropriations for current debt service. The constitutional method for determining full valuation is by taking the assessed valuation of taxable real property as shown upon the latest completed assessment roll and dividing the same by the equalization rate as determined by the State Office of Real Property Services. The State Legislature is required to prescribe the manner by which such ratio shall be determined. Average full valuation is determined by taking the sum of the full valuation of the last completed assessment roll and the four preceding assessment rolls and dividing such sum by five.

Statutory Procedure

In general, the State Legislature has authorized the power and procedure for the Village to borrow and incur indebtedness by the enactment of the Local Finance Law subject, of course, to the provisions set forth above. The power to spend money, however, generally derives from other law, including specifically the Village Law and the General Municipal Law.

Pursuant to the Local Finance Law, the Village authorizes the issuance of bonds by the adoption of a bond resolution approved by at least two-thirds of the members of the Village Board, the finance board of the Village. Customarily, the Village Board has delegated to the Village Treasurer, as chief fiscal officer of the Village, the power to authorize and sell bond anticipation notes in anticipation of authorized bonds.

The Local Finance Law also provides that where a bond resolution is published with a statutory form of notice, the validity of the bonds authorized thereby, including bond anticipation notes issued in anticipation of the sale thereof, may be contested only if:

- (1) Such obligations are authorized for a purpose for which the Village is not authorized to expend money, or

- (2) There has not been substantial compliance with the provisions of law which should have been complied with in the authorization of such obligations and an action contesting such validity is commenced within twenty days after the date of such publication, or,
- (3) Such obligations are authorized in violation of the provisions of the constitution.

Except on rare occasions the Village complies with this estoppel procedure. It is a procedure that is recommended by Bond Counsel, but it is not an absolute legal requirement.

Each bond resolution usually authorizes the construction, acquisition or installation of the object or purpose to be financed, sets forth the plan of financing and specifies the maximum maturity of the bonds subject to the legal (Constitution, Local Finance Law and case law) restrictions relating to the period of probable usefulness with respect thereto.

The Village Board, as the finance board of the Village, has the power to enact bond resolutions. In addition, such finance board has the power to authorize the sale and issuance of obligations. However, such finance board may delegate the power to sell the obligations to the Village Treasurer, the chief fiscal officer of the Village, pursuant to the Local Finance Law.

Statutory law in New York permits bond anticipation notes to be renewed each year provided annual principal installments are made in reduction of the total amount of such notes outstanding, commencing no later than two years from the date of the first of such notes and provided that such renewals do not exceed five years beyond the original date of borrowing. (See "Payment and Maturity" under "Constitutional Requirements" herein, and "Details of Outstanding Indebtedness" herein).

In general, the Local Finance Law contains provisions providing the Village with power to issue certain other short-term general obligation indebtedness including revenue and tax anticipation notes, deficiency notes and budget notes (see "Details of Outstanding Indebtedness" herein).

Debt Outstanding End of Fiscal Year

As of December 31:	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>
Bonds	\$65,908,063	\$65,135,943	\$67,076,895	\$61,474,015	\$74,494,315
Bond Anticipation Notes	<u>0</u>	<u>0</u>	<u>0</u>	<u>635,000</u>	<u>0</u>
Total Debt Outstanding	\$65,908,063	\$65,135,943	\$67,076,895	\$62,109,015	\$74,494,315

Computation of Debt Limit

Fiscal Year Ending <u>December 31</u>	Assessed Valuation of Taxable <u>Real Estate</u>	State Equalization <u>Rate</u>	Full Valuation of Taxable <u>Real Estate</u>
2017	\$132,142,701	1.60%	\$8,258,918,813
2016	132,991,471	1.60%	8,311,966,937
2015	133,044,156	1.73%	7,690,413,642
2014	135,603,693	1.75%	7,748,782,457
2013	135,759,848	1.74%	7,802,290,115
Total five year full valuation			\$39,812,371,965
Five year average full valuation			\$7,962,474,393
Debt Limit - 7% of average five year full valuation			\$557,373,208

Debt Statement Summary

Summary of indebtedness, debt limit and net debt-contracting margin as of November 30, 2017.

Debt Limit			\$557,373,208
<u>Inclusions:</u>			
Outstanding Bonds	\$67,134,300		
Bond Anticipation Notes	<u>0</u>		
Total Inclusions		<u>\$67,134,300</u>	
<u>Exclusions:</u>			
Water Debt	\$13,082,394		
Appropriations.....	<u>0</u>		
Total Exclusions		<u>13,082,394</u>	
Total Net Indebtedness			<u>54,051,906</u>
Net Debt-Contracting Margin.....			<u>\$503,321,302</u>
The percent of debt contracting power exhausted	<u>9.70%</u>		
The issuance of the Bonds will increase the net indebtedness of the Village by \$4,346,000.			

Authorized But Unissued Items

After the issuance of the Bonds, the Village will have the following listed items authorized but unissued.

<u>Purpose</u>	<u>Amount</u>
Recreation Equipment	\$ 23,000 ¹
Police Capital	500,000 ²
Townwide Drainage Projects	150,000
Westchester Joint Water Works Macy Road Project	<u>3,468,800</u>
Total	<u>\$3,641,800</u>

¹The Village does not plan on borrowing against this authorization.

²To be rescinded on December 7, 2017.

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Bond Principal and Interest Table

The following table sets forth all principal and interest payments currently required on all outstanding long-term bond indebtedness of the Village as of December 31, 2017.

Fiscal Year Ending December 31st	Principal	Interest	Total Principal & Interest
2017 ⁽¹⁾	\$5,979,015	\$2,168,842	\$8,147,857
2018	6,640,300	2,133,214	8,773,514
2019	6,575,000	1,925,557	8,500,557
2020	6,620,000	1,701,389	8,321,389
2021	6,005,000	1,478,940	7,483,940
2022	4,585,000	1,295,373	5,880,373
2023	4,580,000	1,154,820	5,734,820
2024	4,300,000	1,001,536	5,301,536
2025	4,450,000	863,851	5,313,851
2026	3,575,000	739,875	4,314,875
2027	3,680,000	636,956	4,316,956
2028	2,915,000	531,964	3,446,964
2029	2,515,000	443,345	2,958,345
2030	2,590,000	370,644	2,960,644
2031	2,660,000	292,244	2,952,244
2032	2,425,000	211,414	2,636,414
2033	1,610,000	140,014	1,750,014
2034	1,070,000	85,544	1,155,544
2035	1,100,000	52,837	1,152,837
2036	620,000	18,600	638,600
Totals	<u>\$74,494,315</u>	<u>\$17,246,959</u>	<u>\$91,741,274</u>

(1) For full fiscal year.

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Estimated Overlapping Indebtedness

In addition to the Village, the following political subdivisions have the power to issue bonds and to levy taxes or cause taxes to be levied on taxable real property in the Village. The estimated outstanding indebtedness as of the close of the latest available fiscal year of the respective municipalities is as follows:

<u>Unit</u>	<u>Outstanding Indebtedness</u>	<u>Town Share</u>	<u>As of</u>	<u>Applicable Indebtedness</u>
County of Westchester	\$1,040,733,003	5.21%	10/31/2016	\$54,222,189
Harrison CSD	0	100.00%	6/30/2017	0
Fire Districts	170,000	100.00%	12/31/2016	<u>170,000</u>
Total Net Overlapping Debt				\$ 54,392,189
Total Net Direct Debt				<u>54,051,906</u>
Total Net Direct and Overlapping Debt				<u>\$ 108,444,095</u>

Debt Ratios

The following table presents certain debt ratios relating to the Village’s direct and overlapping indebtedness.

Debt Ratios

	<u>Amount</u>		<u>Debt Per Capita ⁽¹⁾</u>	<u>Debt to Full Value ⁽²⁾</u>
Net Direct Debt	\$ 54,051,906	\$	1,967.53	0.65%
Net Direct and Overlapping Debt	108,444,095		3,947.44	1.31

(1) The population of the Village is 27,472 for 2010 according to the US Census Bureau.

(2) The full valuation of real property located in the Village for the 2017 fiscal year is \$8,258,918,813

End of Appendix A

APPENDIX B

SUMMARY FINANCIAL STATEMENTS

**Town/Village of Harrison, New York
General Fund Budgets**

APPENDIX B-1

Year Ended December 31:	<u>2016</u>	<u>2017</u>
	Adopted Budget	Adopted Budget
REVENUES		
Real Property Taxes	\$37,199,329	\$37,374,136
Other Tax Items	1,178,947	1,210,063
Non-Property Tax Items	3,744,000	3,800,000
Departmental Income	2,870,900	2,653,900
Use of Money and Property	149,500	152,000
Licenses and Permits	2,508,800	2,518,600
Fines and Forfeitures	1,444,000	1,560,000
Sale of Property and Compensation for Loss	24,000	24,000
Miscellaneous	429,900	446,600
Revenues from State Sources	1,217,655	1,217,261
Total Revenues	<u>\$50,767,031</u>	<u>\$50,956,560</u>
EXPENDITURES		
General Government Support	\$8,217,047	\$8,438,507
Public Safety	19,903,868	20,008,867
Health	582,000	521,900
Transportation	483,574	472,749
Economic Assistance and Opportunity	151,083	153,768
Culture and Recreation	3,536,169	3,572,406
Home and Community Services	3,330,923	3,016,122
Employee Benefits	8,354,781	8,303,443
Total Expenditures	<u>\$44,559,445</u>	<u>\$44,487,762</u>
Excess of Revenues Over (Under) Expenditures	<u>\$6,207,586</u>	<u>\$6,468,798</u>
OTHER FINANCING SOURCES (USES)		
Operating Transfers In		
Operating Transfers Out	(6,207,586)	(6,468,798)
Total Other Financing Sources (Uses)	<u>(6,207,586)</u>	<u>(6,468,798)</u>
FUND BALANCE		
End of Year	<u>\$0</u>	<u>\$0</u>

Source: Budgets of the Town/Village of Harrison.
This summary itself has not been audited.

Town/Village of Harrison, New York
Balance Sheets
General Fund

APPENDIX B-2

As of December 31:	<u>2015</u>	<u>2016</u>
<u>ASSETS</u>		
Cash and Equivalents	\$19,413,376	\$24,159,513
Taxes Receivable, Net	42,881,356	41,954,260
Accounts Receivable	946,462	1,552,502
State and Federal Aid Receivables	1,036,045	1,065,196
Due From Component Unit	589,953	608,953
Due From Other Funds	1,158	1,158
Due From Other Governments	0	0
Prepaid Expenditures	<u>1,312,630</u>	<u>1,197,232</u>
TOTAL ASSETS	<u>\$66,180,980</u>	<u>\$70,538,814</u>
<u>LIABILITIES</u>		
Accounts Payable	\$768,358	\$1,007,565
Due to Other Governments	29,032	22,920
Due to School District	47,164,060	47,522,243
Unearned Tax Revenues	1,237,802	0
Unearned Revenues	331,200	306,300
Deferred Revenues	<u>0</u>	<u>1,467,288</u>
TOTAL LIABILITIES	<u>\$49,530,452</u>	<u>\$50,326,316</u>
<u>FUND BALANCES</u>		
Nonspendable	\$1,902,583	\$1,806,185
Restricted	709,107	709,143
Committed	0	1,294,000
Assigned	515,730	142,451
Unassigned	<u>13,523,108</u>	<u>16,260,719</u>
TOTAL FUND BALANCES	<u>16,650,528</u>	<u>20,212,498</u>
TOTAL LIABILITIES AND FUND BALANCES	<u><u>\$66,180,980</u></u>	<u><u>\$70,538,814</u></u>

Source: Annual audited financial statements of the Town/Village of Harrison.
This summary itself has not been audited.

**Town/Village of Harrison, New York
Revenues, Expenditures and Fund Balance
Special Revenue Funds [1]**

APPENDIX B-3

Year Ended December 31:	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016 [2]</u>
REVENUES					
Real Property Taxes	\$12,897,046	\$12,988,020	\$13,336,878	\$13,531,299	\$13,734,064
Departmental Income	2,042,726	2,411,936	2,412,884	1,602,326	2,584,955
Use of Money and Property	11,341	9,968	11,759	10,130	12,414
Miscellaneous	640,541	551,226	570,256	561,009	601,596
Federal, State and Local Aid	440,996	940,347	160,712	350,122	114,832
Total Revenues	<u>\$16,032,650</u>	<u>\$16,901,497</u>	<u>\$16,492,489</u>	<u>\$16,054,886</u>	<u>\$17,047,861</u>
EXPENDITURES					
General Government Support	\$30,060	\$148,989	\$27,051	\$31,803	\$107,153
Public Safety	3,120,169	3,105,616	3,045,842	3,193,596	3,105,869
Transportation	3,489,886	3,542,020	3,618,855	3,874,353	3,606,171
Culture and Recreation	1,412,012	1,282,489	1,347,830	1,486,443	1,521,466
Home and Community Services	832,283	805,554	768,481	683,574	779,730
Employee Benefits	4,298,756	4,272,868	4,356,472	3,996,491	4,361,778
Debt Service	55,989	0	0	0	0
Total Expenditures	<u>\$13,239,155</u>	<u>\$13,157,536</u>	<u>\$13,164,531</u>	<u>\$13,266,260</u>	<u>\$13,482,167</u>
Excess (Deficiency) of Revenues Over Expenditures	<u>2,793,495</u>	<u>3,743,961</u>	<u>3,327,958</u>	<u>2,788,626</u>	<u>3,565,694</u>
OTHER FINANCING SOURCES (USES)					
Operating Transfers In	50,000	0	0	0	0
Operating Transfers Out	(1,692,460)	(1,573,734)	(1,702,358)	(2,144,225)	(1,709,063)
Total Other Financing Sources (Uses)	<u>(1,642,460)</u>	<u>(1,573,734)</u>	<u>(1,702,358)</u>	<u>(2,144,225)</u>	<u>(1,709,063)</u>
Excess (Deficiency) of Revenues and Other Sources Over Expenditures and Other Uses	1,151,035	2,170,227	1,625,600	644,401	1,856,631
FUND BALANCE					
Fund Balance - Beginning of Year	<u>2,877,288</u>	<u>4,028,323</u>	<u>6,198,550</u>	<u>7,824,150</u>	<u>9,698,894</u> ^[2]
Fund Balance - End of Year	<u>\$4,028,323</u>	<u>\$6,198,550</u>	<u>\$7,824,150</u>	<u>\$8,468,551</u>	<u>\$11,555,525</u>

[1] Consists of the Highway, Special Districts, Public Library and Special Purpose Funds.

[2] Restated

Source: Annual audited financial statements of the Town/Village of Harrison.

This summary itself has not been audited.

APPENDIX C

**GENERAL PURPOSE FINANCIAL STATEMENTS
FOR THE YEAR ENDING DECEMBER 31, 2016***

**CAN BE ACCESSED ON THE ELECTRONIC MUNICIPAL MARKET ACCESS
("EMMA") WEBSITE
OF THE MUNICIPAL SECURITIES RULEMAKING BOARD ("MSRB")
AT THE FOLLOWING LINK:**

[HTTPS://EMMA.MSRB.ORG/EP1186385.PDF](https://emma.msrb.org/EP1186385.pdf)

**The audited financial statements referenced above are hereby incorporated into this
Official Statement.**

*** Such Financial Statements and opinion are intended to be representative only as of the date thereof. PKF O'Connor Davies, LLP, Certified Public Accountants has not been requested by the Village to further review and/or update such Financial Statements or opinion in connection with the preparation and dissemination of this Official Statement.**

APPENDIX D

**FORM OF APPROVING LEGAL OPINION OF BOND COUNSEL
FOR THE BONDS**

[DRAFT]

December 21, 2017

Village of Harrison,
County of Westchester,
State of New York

Re: VILLAGE OF HARRISON, WESTCHESTER COUNTY, NEW YORK
\$4,346,000 PUBLIC IMPROVEMENT (SERIAL) BONDS, 2017 SERIES C

Ladies and Gentlemen:

We have been requested to render our opinion as to the validity of an issue of \$4,346,000 Public Improvement (Serial) Bonds, 2017 Series C (the "Obligations"), of the Village of Harrison, Westchester County, New York (the "Obligor"), dated December 21, 2017, initially issued in registered form in denominations such that one bond shall be issued for each maturity of bonds in such amounts as hereinafter set forth, bearing interest at the rate of _____ per centum (____%) per annum, payable on December 15, 2018 and semi-annually thereafter on June 15 and December 15, and maturing in the amount of \$105,000 on December 15, 2018, \$361,000 on December 15, 2019, \$370,000 on December 15, 2020, \$375,000 on December 15, 2021, \$385,000 on December 15, 2022, \$280,000 on December 15, 2023, \$285,000 on December 15, 2024, \$290,000 on December 15, 2025, \$300,000 on December 15, 2026, \$305,000 on December 15, 2027, \$310,000 on December 15, 2028, \$320,000 on December 15, 2029, \$325,000 on December 15, 2030, and \$310,000 on December 15, 2031.

We have examined:

- (1) the Constitution and statutes of the State of New York;
- (2) the Internal Revenue Code of 1986, including particularly Sections 103 and 141 through 150 thereof, and the applicable regulations of the United States Treasury Department promulgated thereunder (collectively, the "Code");
- (3) an arbitrage certificate executed on behalf of the Obligor which includes, among other things, covenants, relating to compliance with the Code, with the owners of the Obligations that the Obligor will, among other things, (i) take all actions on its part necessary to cause interest on the Obligations not to be includable in 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 Obligations and investment earnings thereon, making required payments to the Federal government, if any, and maintaining books and records in a specified manner, where appropriate, and (ii) refrain from taking any action which would cause interest on the Obligations 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 Obligations and investment earnings thereon on certain specified purposes (the "Arbitrage Certificate"); and
- (4) a certificate executed on behalf of the Obligor which includes, among other things, a statement that compliance with such covenants is not prohibited by, or violative of, any provision of local or special law, regulation or resolution applicable to the Obligor.

We also have examined a certified copy of proceedings of the finance board of the Obligor and other proofs authorizing and relating to the issuance of the Obligations, including the form of the Obligations. In rendering the opinions expressed herein we have assumed (i) the accuracy and truthfulness of all public records, documents and proceedings, including factual information, expectations and statements contained therein, examined by us which have been executed or certified by public officials acting within the scope of their official capacities, and have not verified the accuracy or truthfulness thereof, and (ii) compliance by the Obligor with the covenants contained in the Arbitrage Certificate. We also have assumed the genuineness of the signatures appearing upon such public records, documents and proceedings and the certifications thereof.

In our opinion:

- (a) The Obligations have been authorized and issued in accordance with the Constitution and statutes of the State of New York and constitute valid and legally binding general obligations of the Obligor, all the taxable real property within which is subject to the levy of ad valorem taxes to pay the Obligations and interest thereon, subject to applicable statutory limitations; provided, however, that the enforceability (but not the validity) of the Obligations: (i) may be limited by any applicable bankruptcy, insolvency or other law now existing or hereafter enacted by said State or the Federal government affecting the enforcement of creditors' rights, and (ii) may be subject to the exercise of judicial discretion in appropriate cases.
- (b) The Obligor has the power to comply with its covenants with respect to compliance with the Code as such covenants relate to the Obligations; provided, however, that the enforceability (but not the validity) of such covenants may be limited by any applicable bankruptcy, insolvency or other law now existing or hereafter enacted by said State or the Federal government affecting the enforcement of creditors' rights.
- (c) Interest on the Obligations is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, and is exempt from personal income taxes imposed by the State of New York and any political subdivision thereof (including The City of New York). Interest on the Obligations is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although it is included in adjusted current earnings when calculating corporate alternative minimum taxable income. We express no opinion regarding other tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Obligations.

Certain agreements, requirements and procedures contained or referred to in the Arbitrage Certificate and other relevant documents may be changed and certain actions (including, without limitation, economic defeasance of the Obligations) may be taken or omitted under the circumstances and subject to the terms and conditions set forth in such documents.

The opinions expressed herein are based on an analysis of existing laws, regulations, rulings and court decisions and cover certain matters not directly addressed by such authorities. Such opinions may be affected by actions taken or omitted or events occurring after the date hereof. Accordingly, this opinion is not intended to, and may not, be relied upon in connection with any such actions, events or matters. Our engagement with respect to the Obligations has concluded with their issuance, and we disclaim any obligation to update this opinion. We have assumed, without undertaking to verify, the accuracy of the factual matters represented, warranted or certified in the documents. Furthermore, we have assumed compliance with all covenants and agreements contained in the Arbitrage Certificate, including without limitation covenants and agreements compliance with which is necessary to assure that future actions, omissions or events will not cause interest on the Obligations to be included in gross

income for federal income tax purposes. We call attention to the fact that the rights and obligations under the Obligations and the Arbitrage Certificate and their enforceability may be subject to bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium or other laws relating to or affecting creditors' rights, to the application of equitable principles, to the exercise of judicial discretion in appropriate cases and to the limitations on legal remedies against municipal corporations such as the Obligor in the State of New York. We express no opinion with respect to any indemnification, contribution, penalty, choice of law, choice of forum, choice of venue, or waiver provisions contained in the foregoing documents.

The scope of our engagement in relation to the issuance of the Obligations has extended solely to the examination of the facts and law incident to rendering the opinions expressed herein. Such opinions are not intended and should not be construed to express or imply any conclusion that the amount of real property subject to taxation within the boundaries of the Obligor, together with other legally available sources of revenue, if any, will be sufficient to enable the Obligor to pay the principal of or interest on the Obligations as the same respectively become due and payable. Reference should be made to the Official Statement prepared by the Obligor in relation to the Obligations for factual information which, in the judgment of the Obligor, could materially affect the ability of the Obligor to pay such principal and interest. While we have participated in the preparation of such Official Statement, we have not verified the accuracy, completeness or fairness of the factual information contained therein and, accordingly, we express no opinion as to whether the Obligor, in connection with the sale of the Obligations, has made any untrue statement of a material fact or omitted to state a material fact necessary in order to make any statements made, in the light of the circumstances under which they were made, not misleading.

Very truly yours,

/s/ ORRICK, HERRINGTON & SUTCLIFFE LLP

APPENDIX E

FORM OF CONTINUING DISCLOSURE UNDERTAKING FOR THE BONDS