

**\$47,165,843**

**MAINE-ENDWELL CENTRAL SCHOOL DISTRICT**

**BROOME COUNTY, NEW YORK**

**SCHOOL DISTRICT (SERIAL) BONDS, 2010**

**NOTICE OF BOND SALE**

**(BOOK-ENTRY-ONLY) (CALLABLE)**

SEALED PROPOSALS will be received and considered by the undersigned President of the Board of Education of Maine-Endwell Central School District (the "School District"), Broome County, New York, at **Fiscal Advisors & Marketing, Inc., Corporate Headquarters, 120 Walton Street, Suite 600, Syracuse, New York 13202, on Wednesday, March 31, 2010 until 11:00 a.m., Prevailing Time**, at which time and place the bids will be publicly opened and announced, for the purchase IN FEDERAL FUNDS at not less than par and accrued interest of \$47,165,843 School District (Serial) Bonds, 2010 due on June 15 of each year as follows:

<u>Year</u>	<u>Amount</u>	<u>Year</u>	<u>Amount</u>	<u>Year</u>	<u>Amount</u>
2011	\$2,350,843	2016	\$2,990,000	2021	\$3,530,000
2012	2,670,000	2017	3,095,000	2022	3,660,000
2013	2,740,000	2018	3,195,000	2023	3,795,000
2014	2,815,000	2019	3,300,000	2024	3,930,000
2015	2,900,000	2020	3,415,000	2025	2,780,000

The above-stated annual principal installments, together with the interest thereon, are expected to provide for substantially level or declining annual debt service on the Bonds. **THE SCHOOL DISTRICT MAY, AFTER SELECTING THE LOW BIDDER, ADJUST SUCH INSTALLMENTS TO THE EXTENT NECESSARY TO MEET THE REQUIREMENTS OF SUBSTANTIALLY LEVEL OR DECLINING DEBT SERVICE.**

Telephone (315-752-0051, Ext. 1), telefax (315-752-0057) or sealed written proposals will be received and considered at the place, time and date stated above for the purchase at not less than par plus accrued interest of the \$47,165,843 aggregate principal amount of serial bonds herein described. Telephone and telefax bids will be sealed by Fiscal Advisors & Marketing, Inc. upon receipt and will be opened and considered together with written proposals.

The Bonds will be dated April 15, 2010 and will mature on June 15 in the years and amounts stated above and will bear interest payable semi-annually on June 15 and December 15 in each year to maturity, commencing December 15, 2010. Such interest will be payable to the registered owners of the Bonds as shown on the registration books of the School District as of the close of business on the last business day of the calendar month next preceding each interest payment date. The Bonds will be issued in registered form by means of a book-entry system with no physical distribution of bond certificates made to the public. One bond certificate for each maturity will be issued to The Depository Trust Company, New York, New York ("DTC") and immobilized in its custody. The book-entry system will evidence ownership of the Bonds in the principal amount of \$5,000 or any integral multiple thereof for any single maturity, except that one Bond for the 2011 maturity may be issued in a denomination which is or includes an amount less than the authorized multiple, with transfers of ownership effected on the records of DTC and its participants pursuant to rules and procedures established by DTC and its participants. The successful bidder, as a condition to delivery of the Bonds shall be required to deposit the bond certificates with DTC, registered in the name of Cede & Co. its nominee. Principal of and interest on the Bonds will be payable to DTC or its nominee as registered owner of the Bonds. Transfer of principal and interest to participants of DTC will be the responsibility of such participants and other nominees of beneficial owners. The School District will not be responsible or liable for such transfers of payments or for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

The Bonds maturing on or before June 15, 2019 shall not subject to redemption prior to maturity. The Bonds maturing on or after June 15, 2020 shall be subject to redemption prior to maturity on not less than thirty (30) days notice as a whole or in part, (and by lot if less than all of a maturity is to be redeemed) at the option of the School District on June 15, 2019 or on any interest payment date thereafter at par, plus accrued interest to the date of redemption.

If less than all of the Bonds of any maturity are to be redeemed, the particular Bonds of such maturity to be redeemed shall be selected by the School District by lot in any customary manner of selection as determined by the President of the Board of Education. Notice of such call for redemption shall be given by mailing such notice to the registered holder not more than sixty (60) days nor less than thirty (30) days prior to such date. Notice of redemption having been given as aforesaid, the bonds so called for redemption shall, on the date for redemption set forth in such call for redemption, become due and payable, together with interest to such redemption date, and interest shall cease to be paid thereon after such redemption date.

In the event (a) DTC determines not to continue to act as securities depository for the Bonds or (b) the School District determines that continuation of the book-entry system of evidence and transfer of ownership of the Bonds would adversely affect the interests of the beneficial owners of the Bonds, the School District will discontinue the book-entry system with DTC. If the School District fails to identify another qualified securities depository to replace DTC, the School District will deliver replacement Bonds in the form of fully registered certificates.

**THE SCHOOL DISTRICT RESERVES THE RIGHT TO CHANGE THE DATE AND TIME FOR THE OPENING OF BIDS. NOTICE OF ANY SUCH CHANGE SHALL BE PROVIDED NOT LESS THAN 24 HOURS PRIOR TO THE TIME SET FORTH ABOVE FOR THE OPENING OF BIDS BY MEANS OF SUPPLEMENTAL NOTICE OF SALE OVER THE TM3.**

The timely delivery of all proposals submitted by facsimile (FAX) must be in legible and completed form, signed by an authorized representative of the bidder, and shall be the sole responsibility of the bidder. The School District shall not be responsible for any errors and/or delays in transmission and/or receipt of such bids, mechanical or technical failures or disruptions, or any omissions or irregularities in any bids submitted in such manner.

Each bid must be for all of the \$47,165,843 Bonds and may state different rates of interest for different maturities, provided, however, that (i) only one rate of interest may be bid for bonds of the same maturity, (ii) the maximum difference between the highest and lowest interest rate bid may not exceed one and one-half per centum per annum, (iii) variations in rates of interest so bid shall be in ascending progression in order of maturity so that the rate of interest on any single maturity of said Bonds shall not be less than the rate of interest applicable to any prior maturity, and (iv) all rates of interest bid must be stated in a multiple of one-eighth or one-hundredth of one per centum per annum. Unless all bids are rejected the award will be made to the bidder complying with the terms of sale and offering to purchase said Bonds at such rate or rates of interest as will produce the lowest net interest cost computed in accordance with the net interest cost method of calculation, that being the rate or rates of interest which will produce the least interest cost over the life of the Bonds, after accounting for the premium offered, if any. If two or more such bidders offer to purchase the Bonds at the same net interest cost, computed as described above, the Bonds will be awarded to the bidder whose bid offers to purchase the Bonds at the highest premium dollar amount, and if two or more bidders offer the same lowest interest cost and the same premium, then to one of said bidders selected by lot from among all said bidders. The right is reserved to reject any or all bids, and any bid not complying with this Notice of Sale will be rejected.

Each bid must be enclosed in a sealed envelope and should be marked on the outside "Proposal for Bonds" and be addressed as follows: to the Sale Officer, Viz.: Brian Murphy, President of the Board of Education, c/o Fiscal Advisors & Marketing, Inc., Corporate Headquarters, 120 Walton Street, suite 600, Syracuse, New York 13202. Each bid, including telephone or telefax bids, must be received by 11:00 a.m. on March 31, 2010. A telephone or telefax bid will be sealed upon receipt by Fiscal Advisors & Marketing, Inc. and opened and considered together with sealed written proposals. As a condition precedent to the consideration of his proposal, each bidder is required to deposit with the Sale Officer a wire transfer or a certified or cashier's check drawn upon an incorporated bank or trust company to the order of "Maine-Endwell Central School District, New York," for \$943,317 as a good faith deposit to secure the School District against any loss resulting from the failure of the bidder to comply with the terms of his bid. If a check is used, it must accompany each bid.

When the successful bidder has been ascertained, all such deposits will be promptly returned to the persons making them, except the check of the successful bidder. No interest on the deposit will accrue to the successful bidder. Award of the Bonds to the successful bidder, or rejection of all bids, is expected to be made promptly after opening of the bids, but such successful bidder may not withdraw his proposal until after 1:00 P.M., Prevailing Time, of the day of such bid opening and then only if such award has not been made prior to the withdrawal. The successful bidder will be promptly notified of the award to him, and if he refuses or neglects to pay the agreed price of the Bonds less the amount deposited by him, the amount deposited by him shall be forfeited to and retained by the School District as liquidated damages for such neglect or refusal.

If the Bonds qualify for issuance of any policy of municipal bond insurance or commitment therefor at the option of a bidder, any purchase of such insurance or commitment therefor shall be at the sole option and expense of the bidder and any increased costs of issuance of the Bonds resulting by reason of such insurance, unless otherwise paid, shall be paid by such bidder. Any failure of the Bonds to be so insured or of any such policy of insurance to be issued, shall not in any way relieve the purchaser of his contractual obligation arising from the acceptance of his proposal for the purchase of the Bonds.

The deposit of the Bonds with DTC under a book-entry system requires the assignment of CUSIP numbers prior to delivery. It shall be the responsibility of the successful bidder to obtain CUSIP numbers for the Bonds prior to delivery and the School District will not be responsible for any delay occasioned by the inability to deposit the Bonds with DTC due to the failure of the successful bidder to obtain such numbers and supply them to the School District in a timely manner. All expenses in relation to the printing of CUSIP numbers on the Bonds shall be paid for by the School District; provided, however, that the CUSIP Service Bureau charge for the assignment of the numbers shall be the responsibility of and shall be paid for by the purchaser.

In the event that prior to the delivery of the Bonds, any income tax law of the United States of America shall provide that the interest thereon is taxable, or shall be taxable at a future date, for federal income tax purposes, the successful bidder may, at his election, be relieved of his obligations under the contract to purchase the Bonds, and in such case, the deposit accompanying his bid will be returned.

The Bonds will be executed and delivered in escrow to DTC, not less than 24 hours prior to the time set for the delivery thereof. It shall be the responsibility of the purchaser to verify the CUSIP numbers at such time. The closing will be held on or about April 15, 2010 at such place in New York, New York and on such business day and at such hour, as the Sale Officer shall fix on three business days' notice to the successful bidder, or at such other place and time as may be agreed upon with the successful bidder on or against receipt of Federal Funds, in an amount equal to the par amount of such Bonds, plus the premium, if any, plus accrued interest from the date of such Bonds until said day of delivery, less the amount of the good faith deposit submitted with the bid.

The Bonds will be issued pursuant to the Constitution and statutes of the State of New York, including among others, the Education Law and the Local Finance Law, for the purpose of school building construction. The Bonds are general obligations of the School District. There is no limitation, either as to rate or amount, upon ad valorem taxes upon taxable real property in the School District which may be required to pay the Bonds and the interest thereon. The State Constitution requires the School District to pledge its faith and credit for the payment of the principal of the Bonds and the interest thereon and to make annual appropriations for the amounts required for the payment of such interest and the redemption of the Bonds. The State Constitution also provides that if at any time the appropriating authorities fail to make the required appropriations for the annual debt service on the Bonds and certain other obligations of the School District, a sufficient sum shall be set apart from the first revenues thereafter received and shall be applied for such purposes; and also that the fiscal officer of the School District may be required to set apart and apply such revenues as aforesaid at the suit of any holder of such obligations.

Upon default in the payment of principal of or interest on the Bonds or certain other obligations of the School District, the State Comptroller is required, under the conditions and to the extent prescribed by Section 99-b of the State Finance Law, to withhold state aid and assistance to the School District and to apply the amount thereof so withheld to the payment of defaulted principal and interest with respect to said Bonds and said other obligations.

The population of the School District is estimated to be 15,181. The debt statement to be filed pursuant to Section 109.00 of the Local Finance Law, in connection with the sale of the Bonds herein described, prepared as of March 16, 2010, will show the full valuation of real property subject to taxation by the School District to be \$844,392,105, its debt limit to be \$84,439,210, and its total net indebtedness subject to the debt limit (inclusive of the Bonds) to be \$57,583,233. The calculation of such bonded indebtedness has not taken into account deductions therefrom of any apportionment of state aid for debt service for school building purposes to which the School District may be entitled.

The obligation hereunder to deliver and accept the Bonds shall be conditioned on the availability and the delivery at the time of delivery of the Bonds of (a) the approving opinion of Timothy R. McGill, Esq., Fairport, New York, Bond Counsel, which will be furnished without cost to the successful bidder, to the effect that the Bonds are valid and legally binding obligations of the Maine-Endwell Central School District, New York, and, unless paid from other sources, are payable from ad valorem taxes levied upon all the taxable real property within the School District without limitation as to rate or amount and that among other things, the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), includes certain requirements that must be met subsequent to the issuance of the Bonds in order that interest thereon be and remain excludable from gross income to the recipients thereof, and that under the existing statute, regulations and court decisions, interest on the Bonds is excludable from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code and will continue to be so excluded if the School District complies with all such requirements, under existing statutes, interest on the Bonds is exempt from New York State and New York City personal income taxation, and under the Internal Revenue

Code, interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; and, interest on the Bonds owned by corporations will not be included in the calculation of adjusted current earnings for purposes of calculating the alternative minimum tax imposed on corporations. Such opinion to be in substantially the form set forth in the Official Statement distributed in connection with the sale of the Bonds; (b) the usual closing certificates in form satisfactory to Bond Counsel evidencing, among other things, the proper execution and delivery of the Bonds, the receipt of payment therefor and the fact that the Bonds will not be arbitrage obligations within the meaning of the Internal Revenue Code; (c) a certificate, in form and tenor satisfactory to Bond Counsel and dated as of the date of such delivery, to the effect that there is no litigation pending or (to the knowledge of the signer or signers thereof) threatened affecting the validity of the Bonds; and (d) 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 therein, in the light of the circumstances under which they were made, not misleading, subject to the condition that while information in the Official Statement obtained from sources other than the School District is not guaranteed as to accuracy, completeness or fairness, the School District has no reason to believe and does not believe that such information is materially inaccurate or misleading, and to the knowledge of the School District, since the date of the Official Statement, there have been no material transactions not in the ordinary course of affairs entered into by the School District and no material adverse changes in the general affairs of the School District of in its financial condition as shown in the Official Statement other than as disclosed in or contemplated by the Official Statement. Reference should be made to the Official Statement of the School District for a description of the scope of Bond Counsel's engagement in relation to the issuance of the Bonds and the matters covered by such legal opinion. A copy of the approving opinion will be delivered with the Bonds.

The Bonds will not be designated or deemed designated as, "qualified tax-exempt obligations" pursuant to Section 265 of the Internal Revenue Code; however, financial institutions incurring debt to acquire or carry tax-exempt obligations should consult the provisions of the Internal Revenue Code before purchasing the Bonds.

The official statement of the School District relating to the Bonds, dated of even date herewith, is in a form "deemed final" by the School District within the meaning of, and for the purposes of, paragraph (b)(1) of Securities and Exchange Commission ("SEC") Rule 15c2-12.

In accordance with the requirements of SEC Rule 15c2-12 as the same may be amended or officially interpreted from time to time (the "Rule"), promulgated by the SEC, the School District shall provide, or cause to be provided, either directly or indirectly through a designated agent, in an electronic format to the Electronic Municipal Market Access ("EMMA") system as prescribed by the Municipal Securities Rulemaking Board ("MSRB").

- (i) during any succeeding fiscal year in which the Bonds are outstanding, to the MSRB's EMMA system in accordance with the Rule, certain annual financial information and operating data for the preceding fiscal year, in a form generally consistent with the information contained or cross-referenced under the headings, "The School District," "Tax Information," "Status of Indebtedness," "Litigation," all Appendices and a copy of the audited financial statements (prepared in accordance with generally accepted accounting principles in effect at the time of audit) for the preceding fiscal year, if any, such information, data and audited financial statements, if any, will be of the type included in the final Official Statement delivered in connection with the Bonds, with consistent accounting principles, pursuant to State law and regulations in effect from time to time, and will be so provided on or prior to the later of the end of the sixth month of each succeeding fiscal year or, if audited financial statements are prepared, sixty days following receipt by the School District of audited financial statements for the preceding fiscal year, but, in any event, not later than the last business day of each such succeeding fiscal year; and
- (ii) in a timely manner, to the MSRB's EMMA system, notice of the occurrence of any of the Material Events required by SEC Rule 15c2-12(b)(5)(i)(C), and the School District may from time to time choose to provide notice of the occurrence of certain other events in addition to those referred to above, if the School District determines that any such other event is material with respect to the Bonds; but the School District does not undertake to commit to provide any such notice of the occurrence of any Material Event except those events referred to above; and
- (iii) in a timely manner, to the MSRB's EMMA system, or any entity designated or authorized by the SEC to receive reports pursuant to the Rule, notice of its failure to provide the aforescribed annual financial information and operating data and such audited financial statements, if any, on or before the date specified.

All documents provided to the MSRB's EMMA system shall be accompanied by identifying information as prescribed by the MSRB.

The School District reserves the right to terminate its obligations to provide the aforescribed annual financial information and operating data and such audited financial statements, if any, and notices of Material Events as set forth above, if and when the School District no longer remains an obligated person with respect to the Bonds within the meaning of the Rule. The School District acknowledges that its undertaking pursuant to the Rule provided herein 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 this undertaking will be limited to a right to obtain specific enforcement of the School District's obligations under this continuing disclosure undertaking and any failure by the School District to comply with the provisions of this undertaking will neither be a default with respect to the Bonds nor entitle any holder of the Bonds to recover monetary damages.

The School District 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 School District; provided that, the School District agrees that any such modification will be done in a manner consistent with the Rule.

The School District is in compliance with all prior undertakings pursuant to the Rule, to the extent any such undertakings have been made.

The purchaser shall be obligated to furnish to the School District, on or prior to the date of issuance of the Bonds, the offering price(s)/yield(s) of the Bonds (including, without limitation, the "issue price" of the Bonds as defined in Section 1273 or 1274 of the Internal Revenue Code). Such information, together with any other information required by the notice of sale to be specified by the purchaser or which is necessary for the purchaser to comply with SEC Rule 15c2-12 (such as, selling compensation (aggregate total anticipated compensation to the underwriters expressed in dollars), the identity of the underwriters if the successful bidder is part of a group or syndicate, the interest rate, insurance, if any, rating, if any, and the like), will be coupled by the purchaser with the official statement, dated of even date herewith, to become the "final official statement" under paragraph (b)(3) of SEC Rule 15c2-12. Within five business days following receipt by the School District of such information the School District will furnish to the purchaser, in reasonable quantities as requested by the purchaser, copies of said final official statement, updated as necessary, and supplemented to include said information. Failure of the purchaser to provide such information will prevent the School District from furnishing such final official statement as described above. The purchaser shall notify the School District as soon as practicable of the date which is the "end of the underwriting period" (as defined in SEC Rule 15c2-12).

The successful bidder will be provided with a reasonable number of such final official statements in sufficient quantity and in sufficient time for the successful bidder to comply with paragraphs (b)(3) and (b)(4) of SEC Rule 15c2-12 and applicable rules of the Municipal Securities Rulemaking Board.

Dated: March 23, 2010  
Endwell, New York

Brian Murphy, President of the Board of  
Education and Chief Fiscal Officer

Requests for additional information or additional copies of the Notice of Sale and  
Official Statement may be directed to:

Fiscal Advisors & Marketing, Inc.  
120 Walton Street, Suite 600  
Syracuse, New York 13202  
Phone (315) 752-0051  
Fax (315) 752-0057

# PROPOSAL FOR BONDS

**SALE DATE: March 31, 2010  
11:00 A.M., Prevailing Time**

Mr. Brian Murphy, President of the Board of Education  
Maine-Endwell Central School District, Broome and Tioga Counties, New York  
c/o Fiscal Advisors & Marketing, Inc.  
120 Walton Street • Suite 600  
Syracuse, New York 13202  
Telephone # 315-752-0051, **Ext. 1**  
Telefax # 315-752-0057

## \$47,165,843 School District (Serial) Bonds, 2010

**Dated: April 15, 2010**

**Due: June 15, 2011-2025**

Dear Mr. Murphy:

For the \$47,165,843 School District (Serial) Bonds, 2010 of the Maine-Endwell Central School District, Broome and Tioga Counties, New York, subject to the annexed Notice of Bond Sale, which is hereby made a part of this bid, we will pay Forty Seven Million One Hundred Sixty Five Thousand Eight Hundred Forty Three Dollars (\$47,165,843) plus a premium of \_\_\_\_\_ Dollars (\$ \_\_\_\_\_) and accrued interest to date of delivery, provided that the bonds maturing in the several years set forth below shall bear interest from their date until maturity at the respective rates per annum stated in the following table:

<u>Year of Maturity</u>	<u>Interest Rate</u>	<u>Year of Maturity</u>	<u>Interest Rate</u>	<u>Year of Maturity</u>	<u>Interest Rate</u>
2011	_____ %	2016	_____ %	2021	_____ %
2012	_____ %	2017	_____ %	2022	_____ %
2013	_____ %	2018	_____ %	2023	_____ %
2014	_____ %	2019	_____ %	2024	_____ %
2015	_____ %	2020	_____ %	2025	_____ %

Check ONE of the following:

- We enclose herewith a cashier's or certified check for \$943,317 payable to the order of the Maine-Endwell Central School District, Broome and Tioga Counties, New York, to be returned to the undersigned upon the award of said Bonds provided this Bid is not accepted; or, the amount of said check to be retained as and for liquidated damages in case of the failure of the undersigned to make payment as agreed.
- Wire transfer sent.

\_\_\_\_\_  
\_\_\_\_\_  
Telephone (     ) \_\_\_\_\_

The following is our computation of the net interest cost, made as provided in the above mentioned Notice of Bond Sale, but not constituting any part of the foregoing proposal for the purchase of the \$47,165,843 Bonds therein described:

Gross Interest	\$ _____
Premium Bid Over Par	\$ _____
Net Interest Cost (NIC)	\$ _____
Effective NIC Rate	_____ % (four decimals)

**Receipt for return of good faith deposit:**

Received from Mr. Brian Murphy, President of the Board of Education, a check for \$943,317 representing the return of our good faith deposit.