

ONONDAGA COUNTY, NEW YORK

NOTICE OF SALE

\$48,720,000

**GENERAL OBLIGATION (SERIAL) BONDS, 2010 SERIES A
(TAX EXEMPT AND/OR FEDERALLY TAXABLE – BUILD AMERICA BONDS)**

Onondaga County, New York (the “County”) is accepting all-or-none electronic or faxed bids for the \$48,720,000 aggregate principal amount of General Obligation Bonds, 2010 Series A (the “Bonds”), dated June 29, 2010. The bids must be for the purchase IN FEDERAL FUNDS at not less than par and accrued interest of the Bonds. Electronic bids may be submitted via iPreo’s Parity Electronic Bid Submission System (“Parity”). See “Submission of Bids” herein. Bids may also be submitted by facsimile at (212) 506-3730. Bids will be received until 10:30 A.M. prevailing Eastern Time for the Bonds on Tuesday, June 15, 2010 (unless postponed as described herein).

This Notice of Sale contains certain information for quick reference only, is not a summary of the issue and governs only the terms of the sale of, bidding for and closing procedures with respect to the Bonds. Bidders must read the entire Preliminary Official Statement to obtain information essential to the making of an informed decision to bid.

Terms of the Bonds

The Bonds are issued pursuant to the Constitution and statutes of the State, including among others, the Local Finance Law and the County Charter (the “County Charter”). The Bonds are being issued to fund various public purposes as follows: Park Improvements (\$5,190,000); Van Duyn (\$3,262,344); War Memorial/OnCenter (\$2,831,815); Radios (\$800,000); Radio Infrastructure (\$1,000,000); OCC Improvements (\$7,397,841); Highways (\$17,603,000); Bridges (\$1,600,000); Mitigation Projects (\$7,940,000); and Green Improvements (\$1,095,000). Interest on the Bonds will be calculated on the basis of a 360-day year consisting of twelve 30-day months. The Bonds are to be issued with option of prior redemption, as described further under “Optional Redemption” herein.

The Bonds are general obligations of the County, for the payment of which the County has pledged its faith and credit. All of the taxable real property within the County is subject to the levy of ad valorem taxes without limitation as to rate or amount to pay both the principal of and interest on the Bonds.

The Bonds will be issued as either (a) all tax-exempt bonds (“Tax-Exempt Bonds”), the interest on which will be excludable from the gross income of the registered owner for federal income tax purposes, or (b) all taxable “Build America Bonds” (Direct Payment) (“Taxable Build America Bonds”) pursuant to Section 54AA(g) of the Internal Revenue Code of 1986, as amended (the “Code”), which was added by the provisions of the American Recovery and Reinvestment Act of 2009, or (c) as partially Tax-Exempt Bonds and partially Taxable Build America Bonds. Interest on the Taxable Build America Bonds will be includable in the gross income of the registered owner for federal income tax purposes. The County will elect to receive the tax credit payment pursuant to Section 54AA(g) of the Code for Taxable Build America Bonds. Bidders may submit a bid for all, but not less than all, of the Bonds as set for herein under “Procedures For Bidding.” If Tax-Exempt Bonds and Taxable Build America Bonds are awarded they will be issued as separate series.

The Bonds

The Bonds will be issued in fully registered form, in denominations of \$5,000 or any integral multiple thereof, will be serial bonds, and will mature on June 15, 2012 and thereafter on June 15 in the following years in the amounts as follows:

6/15/2012	\$4,425,000
6/15/2013	4,950,000
6/15/2014	4,625,000
6/15/2015	5,100,000
6/15/2016	3,000,000
6/15/2017	3,000,000
6/15/2018	3,050,000
6/15/2019	3,000,000
6/15/2020	3,000,000
6/15/2021	2,800,000
6/15/2022	2,800,000
6/15/2023	2,800,000
6/15/2024	2,500,000
6/15/2025	2,450,000
6/15/2026	1,220,000

Book-Entry System

The Bonds will be issued to and registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), as registered owner of the Bonds and each such bond shall be immobilized in the custody of DTC. DTC will act as securities depository for the Bonds. Individual purchases will be made in book-entry form only, in the principal amount of \$5,000 or any integral multiple thereof. Purchasers will not receive physical delivery of certificates representing their interest in the Bonds purchased. The winning bidder, as a condition to delivery of the Bonds, will be required to deposit the bond certificates with DTC.

Principal of and interest on the Bonds will be payable by the County by wire transfer or in clearinghouse funds to DTC or its nominee as registered owner of the Bonds. Transfer of principal and interest payments to beneficial owners of the Bonds by participants of DTC ("Participants") will be the responsibility of Participants and other nominees of beneficial owners. The County will not be responsible or liable for such transfers of payments or for maintaining, supervising or reviewing the records maintained by DTC, Participants or persons acting through Participants.

Optional Redemption

Optional Redemption for Bonds Sold and Issued as Tax-Exempt Bonds

Tax-Exempt Bonds that mature on or before June 15, 2019 are not subject to optional redemption prior to their stated maturities. Tax Exempt Bonds that mature on and after June 15, 2020 will be subject to redemption beginning June 15, 2019 in whole or in part at any time, at the option of the County, upon payment of the par amount of the Tax-Exempt Bonds so redeemed plus interest accrued and unpaid to the redemption date.

Extraordinary Optional Redemption for Taxable Build America Bonds

Before June 15, 2020, any Bonds issued as Taxable Build America Bonds are subject to redemption on any date prior to their maturity at the option of the County, in whole or in part, upon the occurrence of an Extraordinary Event, as defined below, at a redemption price equal to the greater of:

- (1) 100% of the principal amount of the Bonds to be redeemed; or
- (2) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate, plus 100 basis points;

plus, in each case, accrued interest on the Bonds to be redeemed to the redemption date.

An "Extraordinary Event" will have occurred if the County determines that a material adverse change has occurred to Section 54AA or 6431 of the code (as such Sections were added by Section 1531 of the Recovery Act, pertaining to "Build America Bonds") or there is any guidance published by the Internal Revenue Service or the United States Department of the Treasury with respect to such Sections or any other determination by the Internal Revenue Service or the United States Department of the Treasury, which determination is not the result of any act or omission by the County to satisfy the requirements to qualify to receive the 35% cash subsidy payment from the United States Department of the Treasury that would reduce or eliminate such subsidy payment.

"Treasury Rate" means, with respect to any redemption date for a particular Taxable Build America Bond, the yield to maturity as of such redemption date of United States securities with a constant maturity (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (519)) that has become publicly available at least two business days prior to the redemption date (excluding inflation indexed securities or, if such Statistical Release is no longer published, any publicly available source of similar market date) most nearly equal to the period from the redemption date to the maturity date of the Taxable Build America Bond to be redeemed; provided, that if the period from the redemption date to the maturity date is less than one year, the weekly average yield on actually traded United States Treasury securities adjusted to a constant maturity of one year will be used.

Optional Redemption for Bonds Sold and Issued As Taxable Build America Bonds

Taxable Build America Bonds maturing on and prior to June 15, 2019 will not be subject to redemption prior to maturity except pursuant to the extraordinary optional redemption provisions set forth above. Taxable Build America Bonds maturing after June 15, 2020 will be subject to redemption prior to maturity, at the option of the County on or after June 15, 2019, either in whole or in part on a pro rata basis as described below at any time, at a redemption price of 100% of the principal amount of the Taxable Build America Bonds to be redeemed, plus accrued interest to the date set forth redemption.

Selection of Bonds to be Redeemed in Partial Redemption

The following provisions shall apply to Bonds sold and issued as Tax-Exempt Bonds:

If less than all of the Bonds are called for optional redemption, the Bonds to be redeemed shall be selected by the County's Chief Fiscal Officer in such manner as may be determined to be in the best interest of the County. If less than all of the Bonds of a particular maturity are called for redemption, DTC or any successor securities depository will select the Bonds to be redeemed pursuant to its rules and procedures or, if the book-entry system is discontinued, the Bonds to be redeemed will be selected by the Chief Fiscal Officer, who has been appointed registrar (the "Registrar"), by lot in such manner as the Registrar in its discretion may determine. In either case, each portion of the \$5,000 principal amount is counted as one Bond for such purpose.

The following provisions shall apply to Bonds sold and issued as Taxable Build America Bonds:

So long as the Bonds are registered in book-entry-only form and so long as DTC or a successor securities depository is the sole registered owner of the Bonds, partial redemptions will be done in accordance with DTC procedures. It is the County's intent that DTC, the DTC Participants and such other intermediaries that may exist between the County and the beneficial owners effect a pro rata reduction of principal (subject to minimum authorized denomination restrictions and DTC procedures) of all outstanding Bonds according to the beneficial interest in the Bonds that DTC records list as owned by each DTC Participant as of the record date for such payment. However, the County can provide no assurance that DTC, the DTC Participants or any other intermediaries will allocate redemptions or reductions in principal among beneficial owners on such a proportional basis.

If the Bonds are no longer registered in book-entry-only form, any redemption of less than all of the Bonds of any maturity will be allocated among the registered owners of such Bonds as nearly as practicable in proportion to the principal amounts of the Bonds of such maturity owned by each registered owner, subject to the authorized denominations applicable to the Bonds. This will be calculated based on the formula: (principal amount of applicable maturity to be redeemed) x (principal amount of applicable maturity owned by owner) / (principal amount of applicable maturity outstanding). The particular Bonds to be redeemed will be determined by the Paying Agent, using such method as it deems fair and appropriate.

Notice of Redemption

The County will cause notice of the call for redemption identifying the Bonds or portion thereof to be redeemed to be sent by facsimile transmission, registered or certified mail or overnight express delivery, not less than 30 nor more than 60 days prior to the redemption date, to the registered owner thereof. The County shall not be responsible for mailing notice of redemption to anyone other than DTC or another qualified securities depository or its nominee unless no qualified securities depository is the registered owner of the Bonds. If no qualified securities depository is the registered owner of the Bonds, notice of redemption shall be mailed to the registered owners of the Bonds. If a portion of a Bond is called for redemption, a new Bond in principal amount equal to the unredeemed portion shall be issued to the registered owner upon the surrender thereof.

Credit Rating

Moody's Investors Service, Inc., and Standard & Poor's and Fitch Ratings have assigned to the Bonds municipal bond ratings of "Aa1", "AA+" and "AAA", respectively. An explanation of the significance of these ratings may be obtained from Fitch Ratings, One State Street Plaza, NY, NY 10004, Moody's Investors Service, Inc. 250 Greenwich Street, 7 World Trade Center, New York, New York 10007, and Standard & Poor's, 55 Water Street, New York, New York 10041. There is no assurance that these ratings will continue for any period of time or that the ratings will not be revised or withdrawn. Any such revision or withdrawal of either rating may have an adverse effect on the market price of the Bonds.

Interest Rates and Limitations

The Bonds will bear interest from June 29, 2010, payable on June 15 and December 15 of each year, beginning on June 15, 2011, until maturity or in the case of Bonds which shall be subject to redemption and which shall have been called for redemption and payment of the redemption price shall have been made or shall have been provided for, until the date fixed for redemption, at a rate or rates of interest to be specified by the bidder, in a multiple or multiples of one-eighth (1/8) or one-hundredth (1/100) of one per centum (1%) (rate of interest shall mean the rate of interest which does not take into account any original issue discount or premium). Each bid must be for all of said Bonds, and may state a single rate of interest or different rates of interest for bonds maturing in different calendar years, provided, however, that (1) all Bonds maturing on the same date shall bear interest at the same rate; (2) no Bond shall bear interest at more than one rate, or at any contingent or variable rate; and (3) the maximum difference between the highest and lowest rate of interest bid for the Bonds may not exceed five per centum per annum. Yield shall mean yield to maturity taking into account any original issue discount or premium (and for this purpose only, yield need not be in a multiple of 1/8 or 1/100 of one percent).

Maximum Bid

To comply with the Build America Bond provisions of Section 54AA of the Code, the successful bidder must specify the initial public offering price of each maturity of any Taxable Build America Bonds awarded to it. The reoffering price of each maturity of the Taxable Build America Bonds cannot exceed the par amount of such maturity by more than 0.25% multiplied by the number of complete years to the maturity date of such Bond.

Limitation on Difference Between Purchase Price Paid to the County and Aggregate Initial Public Offering Price

To comply with the Build America Bond provisions of the Code that limit the amount of costs of issuance that may be financed by the Taxable Build America Bonds (including discount or other compensation to the successful bidder), the difference between the aggregate initial public offering prices of the Taxable Build America Bonds to the general public and the prices paid by the successful bidder to the County may not exceed 1.00% of the proceeds (aggregate issue price) of the Taxable Build America Bonds.

Minimum Bid

Each bid must be for at least the par amount of the Bonds.

Change of Bid Date and Closing Date

The County reserves the right to postpone, from time to time, the date established for the receipt of bids and will undertake to notify registered prospective bidders not less than 24 hours prior to the time set forth for the opening of bids by means of a supplemental notice of sale to be transmitted over TM3 and via email notification sent by Parity. Such changes will also be published on the Amendments Page at www.Parity.com. Prospective bidders may request notification by facsimile transmission of any such changes in the date or time for the receipt of bids by so advising, and furnishing their telecopier numbers to Government Finance Associates, Inc. at (212) 521-4099 by 12 NOON, Eastern time, on the day prior to the announced date for receipt of bids.

On any such alternative date and time for receipt of bids, the County will accept electronic and facsimile bids for the purchase of the Bonds, such bids to conform in all respects to the provisions of this Notice of Sale, except for the changes in the date and time for receipt of bids and any other changes announced by Parity.

The County may change the scheduled delivery date for the Bonds by notice given in the same manner as that set forth for a change in the date for the receipt of bids. See "Delivery" below.

All Or None ("AON") Bids

Bidders may bid to purchase all Bond maturities by submitting a bid in the AON auction. No AON bid will be considered which does not offer to purchase all of the Bonds. Each AON bid must specify an annual rate of interest for each maturity and a dollar purchase price for the entire issue of Bonds.

Basis of Award

Subject to the right reserved to the County to reject any or all bids, the Bonds will be sold to the bidder whose bid produces the lowest True Interest Cost ("TIC") for the County and otherwise complies with this Notice of Sale. The TIC for the Bonds will be determined by doubling the semi-annual interest rate, compounded semiannually, necessary to discount the semiannual debt service payments (less 35% of the amount of such payments in respect of bids for Taxable Build America Bonds) from the payment dates to the dated date of the Bonds (June 29, 2010) and to the aggregate purchase price, excluding interest accrued to the date of delivery.

Procedures for Bidding

Submission of Bids

Bids may be submitted electronically via Parity in accordance with this Notice of Sale, until the time specified herein. No other form of electronic bidding services will be accepted. No bid will be received after the time for receiving bids specified above. Bids may also be submitted by facsimile at (212) 506-3730. Once the bids are communicated via facsimile or electronically via Parity to the County, each bid will constitute an irrevocable offer to purchase the Bonds pursuant to the terms therein provided.

Registration to Bid

Prospective bidders wishing to submit electronic bids must be contracted customers of Parity. If you do not have a contract with Parity, call (212) 404-8102 to become a customer. By submitting an electronic bid for the Bonds, a bidder represents and warrants to the County that such bidder's bid for the purchase of the Bonds is submitted for and on behalf of such prospective bidder by an officer or agent who is duly authorized to bind the bidder to a legal, valid and enforceable contract for the purchase of the Bonds.

If any provisions of this Notice of Sale shall conflict with information provided by Parity, as approved provider of electronic bidding services, this Notice of Sale shall control. Further information about Parity, including any fee charged, may be obtained from Parity at (212) 404-8102.

The time maintained by Parity shall constitute the official time with respect to all bids submitted.

Disclaimer

Each prospective bidder who wishes to submit electronic bids shall be solely responsible to register to bid via Parity. Each qualified prospective bidder shall be solely responsible to make necessary arrangements to access Parity for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the County nor Parity shall have any duty or obligation to undertake such registration to bid for any prospective bidder or to provide or assure such access to any qualified prospective bidder, and neither the County nor Parity shall be responsible for a bidder's failure to register to bid or for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by Parity. The County is using Parity as a communications mechanism, and not as the County's agent, to conduct the electronic bidding for the County's Bonds. The County is not bound by any advice or determination of Parity as to whether any bid complies with the terms of this Notice of Sale and in particular the "Bidding Rules" set forth herein. All costs and expenses incurred by prospective bidders in connection with their registration and submission of bids via Parity are the sole responsibility of the bidders, and the County is not responsible, directly or indirectly, for any such costs or expenses. If a prospective bidder encounters any difficulty in registering to bid, or submitting or modifying a bid for the Bonds, it should telephone Parity and notify the County's Financial Advisor at (212) 521-4091 (provided that the County shall have no obligation to take any action whatsoever upon receipt of such notice). After receipt of bids is closed, the County through Parity or telephone will indicate the apparent successful bidder. Such message is a courtesy only for viewers, and does not constitute the award of the Bonds. Each bid will remain subject to review by the County to determine its true interest costs rate and compliance with the terms of this Notice of Sale.

Other Items of Importance

Approving Legal Opinion

The approving legal opinion of Orrick, Herrington & Sutcliffe LLP, New York, New York, Bond Counsel, will be furnished to the purchasers without cost. There will also be furnished the usual closing papers and, in addition, a certificate signed by appropriate officers of the County, certifying that there is no litigation pending or, to the knowledge of the signers of such certificate, threatened affecting the validity of the Bonds and that on the date of the Official Statement for the Bonds, the Official Statement did not contain any untrue statements 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 County is not guaranteed as to accuracy, completeness or fairness, said officer has no reason to believe and does not believe that such information is materially inaccurate or misleading; and to his or her knowledge, since the date of the Official Statement there have been no material transactions not in the ordinary course of affairs entered into by such County and no material adverse changes in the general affairs of such County or in its financial condition as shown in the Official Statement other than as disclosed in or contemplated by the Official Statement.

Preliminary Official Statement

The County has deemed the Preliminary Official Statement dated June 9, 2010 to be final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission, except for the omission of certain information permitted to be omitted by said Rule. The County agrees to deliver to the successful bidder for its receipt no later than seven business days after the date of sale of the Bonds such quantities of the final Official Statement as the successful bidder shall request; provided, that the County shall deliver up to 150 copies of such Official Statement without charge to the successful bidder.

Any party executing and delivering a bid for the Bonds agrees, if its bid is accepted by the County, to provide to the County, in writing, within two business days after the date of such award, all information which said successful bidder determines is necessary for it to comply with SEC Rule 15c2-12, including all necessary pricing and sale information, and underwriter identification. Within five business days following receipt by the County thereof the County will furnish to the successful bidder, in reasonable quantities as requested by the successful bidder, copies of said Official Statement, updated as necessary, and supplemented to include said information. Failure by the successful bidder to provide such information will prevent the County from furnishing such Official Statement as described above. The County shall not be responsible or liable in any manner for the successful bidder's determination of information necessary to comply with SEC Rule 15c2-12 or the accuracy of any such information provided by the successful bidder or for failure to furnish such Official Statements as described above which results from a failure by the successful bidder to provide the aforementioned information within the time specified. Acceptance by the successful bidder of such final Official Statements shall be conclusive evidence of the satisfactory completion of the obligations of said County with respect to the preparation and delivery thereof.

Placement of Bonds

Following the sale of the Bonds, the successful bidder will be required to provide to the County certain information regarding the reoffering price to the public of each maturity of the Bonds. The successful bidder shall furnish to the County a certificate (attached as Exhibit A), dated as of the day of closing for the Bonds, stating the initial prices at which a bona fide public offering of all of the Bonds was made.

THE COUNTY, ITS FINANCIAL ADVISOR AND BOND COUNSEL WILL BE RELYING ON THE CONTENTS OF THE REOFFERING PRICE CERTIFICATE IN DETERMINING THE ARBITRAGE YIELD ON THE BONDS. IN ADDITION, THE AUTHORITY AND BOND COUNSEL WILL BE RELYING ON THE CONTENTS OF THE REOFFERING PRICE CERTIFICATE IN DETERMINING COMPLIANCE WITH THE LIMITATIONS ON ORIGINAL ISSUE PREMIUM AND COSTS OF ISSUANCE APPLICABLE TO BUILD AMERICA BONDS UNDER THE CODE, IF TAXABLE BUILD AMERICA BONDS ARE AWARDED.

Delivery

The Bonds will be delivered on or about June 29, 2010 (UNLESS A NOTICE OF A CHANGE IN THE DELIVERY DATE IS ANNOUNCED not less than 24 hours prior to the time set forth for the opening of bids by means of a supplemental notice of sale to be transmitted over TM3 and via email notification sent by Parity) through the facilities of DTC in the County of New York, New York, against payment therefor in federal or other immediately available funds.

Good Faith Deposit

A good faith deposit (the "Deposit") in the form of a certified or cashier's check or wire transfer in the amount of \$974,400 payable to the order of said County of Onondaga, New York, is required for each bid to be considered. If a check is used, it must accompany each bid. If a wire is used, it should be sent to JPMorgan Chase Bank, N.A., ABA: 021000021 Account # 8250021469 County of Onondaga. No interest on the Deposit will accrue to the Purchaser.

The Deposit will be retained by the County and: (a) will be applied, without allowance for interest, against the purchase price when the Bonds actually are delivered to and paid for by such successful bidder; or (b) will be retained by the County as liquidated damages if the bidder defaults with respect to the bid; or (c) will be returned to the bidder if the Bonds are not issued by the County for any reason which does not constitute a default by the bidder. The balance of the purchase price shall be paid in Federal Funds.

Verification

All bids are subject to verification and approval by the County. The County shall have the right to deem each final bid reported on the Parity Monitor immediately after the deadline for receipt of bids to be accurate and binding on the bidder. Information or calculations provided by Parity other than the information required to be provided by the bidder in accordance with this Notice of Sale is for informational purposes only and shall not be binding on any of the bidder and the County.

Continuing Disclosure

To assist the successful bidder in complying with SEC Rule 15c2-12, the County has agreed to provide certain annual financial information and operating data and notices of the occurrence of certain events, if material. A description of this undertaking is set forth in the Preliminary Official Statement.

Miscellaneous

It is expected that CUSIP numbers will be printed on the Bonds. However, the validity, sale, delivery or acceptance of the Bonds will not be affected in any manner by any failure to print, or any error in printing, the CUSIP numbers on said Bonds, or any of them. All expenses in relation to the printing of CUSIP numbers on the Bonds shall be paid for by the County, provided, however, that the CUSIP Service Bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by the successful bidder.

The County reserves the right to reject any or all bids, or to waive any irregularity or informality in any bid.

The population of the County is estimated to be 454,753. 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 June 2, 2010, will show the average full valuation of real estate subject to taxation by the County to be \$23,317,040,265, its debt limit to be \$1,632,192,818, and its total net indebtedness subject to the debt limit to be \$159,919,707. The indebtedness to be evidenced by such Bonds will increase such net indebtedness by \$48,720,000. A detailed Official Statement will be furnished to any interested bidder upon request.

ONONDAGA COUNTY, NEW YORK

Dated: June 9, 2010

By: *James Rowley*
Chief Fiscal Officer

\$48,720,000
ONONDAGA COUNTY, NEW YORK
GENERAL OBLIGATION (SERIAL) BONDS, 2010 SERIES A

CERTIFICATE AS TO ISSUE PRICE

This Certificate is furnished by _____, as the underwriter (the “**Original Purchaser**”)¹ of \$_____ aggregate principal amount of Onondaga County, New York, General Obligation (Serial) Bonds, 2010 (Federally Taxable – Recovery Zone Bonds) (the “**Bonds**”), to establish the initial offering price of the Bonds for purposes of determining the “issue price” of the Bonds within the meaning of Section 1273 of the Internal Revenue Code of 1986, as amended.

THE ORIGINAL PURCHASER DOES HEREBY CERTIFY as follows:

1. The Original Purchaser reasonably expected on June 15, 2010, which is the date on which the County of Onondaga (the “**County**”) accepted the Original Purchaser’s bid to purchase the Bonds (the “**Sale Date**”), that all of the Bonds of each maturity would be sold for cash to the general public (excluding bond houses, brokers and similar persons or organizations acting in the capacity of underwriters or wholesalers) at the respective initial offering prices for each maturity, as set forth in Schedule 1 hereto (each, an “**Initial Public Offering Price**”).

2. The Original Purchaser has made a bona fide offering of all of the Bonds of each maturity of the Bonds to the general public (excluding bond houses, brokers and similar persons or organizations acting in the capacity of underwriters or wholesalers) at its respective Initial Public Offering Price. The aggregate Initial Public Offering Price is equal to \$_____ (representing \$_____ aggregate principal amount of the Bonds, [plus] [minus] [net] original issue [premium] [discount] of \$_____).

3. [Except for Bonds maturing on _____, 20__, _____, 20__, and _____, 20__ (the “**Undersold Bonds**”),] [T]he Original Purchaser first sold at least 10% of the aggregate principal amount of each maturity of the Bonds to the general public (excluding bond houses, brokers and similar persons or organizations acting in the capacity of underwriters or wholesalers) at the Initial Public Offering Price for such maturity.

4. With respect to [each maturity of] the Undersold Bonds, despite the best efforts of the Original Purchaser, [the Original Purchaser did not sell at least 10% of the Bonds of the maturity] [the Original Purchaser sold at least 10% of the Bonds {of the maturity} to the general public but there was no single price at which at least 10% of the Bonds {of the maturity} was sold to the general public].² Based upon the Original Purchaser’s knowledge of the municipal bond market and its participation in the marketing of the Bonds, (a) the fair market value of [each maturity of] the Undersold Bonds as of the Sale Date was less than their Initial Offering Price, and (b) no Bonds of [any maturity of] the Undersold Bonds was sold as of the Sale Date at a price in excess of their Initial Public Offering Price.

5. The Initial Public Offering Price of each maturity of the Bonds was determined by the Original Purchaser to represent its best estimation of the fair market value of such maturity as of the Sale Date.

We may have relied, in part, on the undertakings and representations of the other underwriters respecting the offering of the Bonds and set forth in the contract with the other underwriters. Although certain information furnished in this certificate has been derived from other underwriters, bond houses, brokers and purchasers and cannot be independently verified by us, we have no reason to believe it to be untrue in any material respect. No representation is made as to the legal sufficiency of this certificate for any purpose. We assume no obligation to advise you of any changes that come to our attention subsequent to the date hereof and that would have caused us to alter in any respect the information set forth herein.

¹ The term "Original Purchaser" may be changed, as appropriate, to a representative of the Original Purchasers (typically defined as the "Representative").

² Select one of the two bracketed items in this sentence depending on whether (a) the Original Purchaser did not sell at least 10% of the particular maturity, or (b) the Original Purchaser did sell at least 10% of the maturity but there was no single price at which at least 10% of such maturity cleared the market. If choice (a) is appropriate for some maturities and choice (b) for others, this certificate may be modified to split the sentence into two separate sentences to assure for an accurate representation of the facts.

We understand that the foregoing information may, among other things, be relied upon by the County with respect to certain of the representations set forth in the Tax Certificate of the County with respect to the Bonds and by the County's Bond Counsel, Orrick, Herrington & Sutcliffe LLP, in connection with its approving opinion relating to the Bonds.

Dated: _____, 2010

_____, as Original Purchaser

By: _____
[NAME]
[TITLE]

