

NOTICE OF SALE

WILLSBORO CENTRAL SCHOOL DISTRICT

ESSEX COUNTY, NEW YORK

\$121,160 Bond Anticipation Notes, 2009 (Renewals)

Telefax (315-752-0057), telephone (315-752-0051 **Ext. 1**) or written bids will be received and considered by the undersigned President of the Board of Education of the Willsboro Central School District, Essex County, New York, at the offices of Fiscal Advisors & Marketing, Inc. 120 Walton Street • Suite 600, Syracuse, New York 13202, until **12:30 P.M.**, Prevailing Time on the **9th day of July, 2009** for the purchase in Federal Funds, at not less than par and accrued interest of \$121,160 Bond Anticipation Notes, 2009 (Renewals) (the "Notes") to be dated July 15, 2009 and maturing September 15, 2009, with interest payable at maturity. The Notes are to be issued without option of prior redemption.

The Notes are being issued pursuant to a bond resolution adopted by the Board of Education adopted on November 13, 2007 authorizing \$233,000 in serial bonds of the District to finance the construction of alterations, renovations and improvements to the District's existing school building. The proceeds of the Notes, along with available funds, will renew \$233,000 bond anticipation notes maturing July 16, 2009 for the above-mentioned purpose.

Principal of and interest on said Notes are payable at maturity in lawful money of the United States of America (Federal Funds) at such bank or trust company located and authorized to do business in the State of New York, as may be determined by such successful bidder. Paying agent fees, if any, are to be paid by the purchaser unless the purchaser elects otherwise as noted below. The Notes will be issued in bearer form in the denomination of \$5,000 each or multiples thereof, except for one necessary odd denomination, as may be designated by the purchaser, or in the form of fully registered certificated, book-entry-only notes as stated below.

Said Notes will be delivered in New York, New York or at such place as may be agreed with the purchaser on or about July 14, 2009. The purchase price of the Notes, in accordance with each purchaser's bid, shall be paid in Federal Funds or other funds available for immediate credit on said delivery date.

The Notes will be designated or deemed designated by the District as "qualified tax-exempt obligations" pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

Each bid must be for all of the Notes and state a single rate of interest therefor in a multiple of 1/100 or 1/8 of one per centum per annum. Interest will be calculated on the basis of a 360-day year and a 30-day month. Each bid must be for not less than the par value of the Notes.

Said Notes will be awarded to the bidder offering the lowest net interest cost, that being the rate of interest which will produce the least interest cost over the life of the Notes, after accounting for the premium offered, if any. If two or more bids offering to purchase the same principal amount of Notes at the same lowest net interest rate are received, an award will be made by lot from among such lowest bids. In any event, the award of said Notes will be made on the basis of the bid or combination of bids offering to purchase the Notes on terms most favorable to said School District. The right is reserved by said School District to reject any and all bids and any bid not complying with this notice of sale will be rejected.

If the purchaser desires registered book-entry notes, it must so notify Bond Counsel by 5:00 o'clock P.M., Prevailing Time, on the date of sale. In such case, the Notes will be (i) issued in the form of a fully registered Note, and registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), and (ii) deposited with DTC to be held in trust until maturity. DTC is an automated depository for securities and clearinghouse for securities transactions, and will be responsible for establishing and maintaining a book-entry system for recording the ownership interests of its participants, which include certain banks, trust companies and securities dealers, and the transfers of the interests among its participants. The DTC participants will be responsible for establishing and maintaining records with respect to the Notes. Individual purchases of beneficial ownership interests in the Notes may be made only through book entries made on the books and records of DTC (or a successor depository) and its participants, in denominations of \$5,000 or integral multiples thereof. Principal of and interest on the Notes will be payable by the School District to DTC or its nominee as registered owner of the Notes. Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC; transfer of principal and interest payments to beneficial owners by 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 payments by DTC to its participants or by DTC participants to beneficial owners or for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

CUSIP identification numbers will be printed on the Notes if the purchaser provides Bond Counsel with such numbers by telefax or any other mode of written communication (verbal advice will not be accepted) by 3:00 o'clock P.M. on the day following the date of sale of the Notes, but neither the failure to print such number on any Note nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for the Notes in accordance with the terms of the purchase contract. All expenses in relation to the printing of CUSIP numbers on the Notes shall be paid for by the School District, 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 purchaser.

As a condition to the purchaser's obligation to accept delivery of and pay for the Notes, such purchaser will be furnished, without cost, the following, dated as of the date of the delivery of and payment for said Notes: (i) a Closing Certificate, constituting a receipt for the Note proceeds and a signature certificate, which will include a statement that no litigation is pending, or to the knowledge of the signers, threatened affecting the Notes, (ii) an arbitrage certificate executed on behalf of the School District which will include, among other things, covenants, relating to compliance with the Internal Revenue Code of 1986 (the "Code"), with the owners of the Notes that the School District will, among other things, (A) take all actions on its part necessary to cause interest on the Notes 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 Notes 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 (B) refrain from taking any action which would cause interest on the Notes 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 Notes and investment earnings thereon on certain specified purposes; and (iii) the unqualified legal opinion as to the validity of the Notes of Harris Beach PLLC, Bond Counsel, Rochester, New York.

Following the sale of the Notes, the successful bidder will be required to provide to the School District certain information regarding the reoffering price to the public of the Notes. The successful bidder shall furnish to the School District a certificate acceptable to Bond Counsel, dated as of the day of closing for the Notes stating the initial prices at which a bona fide public offering of all of the Notes was made and stating that 10% or more of the Notes were in fact sold to the public (excluding bond houses, brokers and other intermediaries) at or below such initial respective public offering prices. Such certificate shall state that it is made on the best knowledge, information and belief of the successful bidder after appropriate investigation.

There is no offering document which accompanies this Notice of Sale.

In the event of a default in the payment of the principal of and/or interest on the Notes, the State Comptroller is required to withhold, under certain conditions prescribed by Section 99-b of the State Finance Law, state aid and assistance to the School District and to apply the amount thereof so withheld to the payment of such defaulted principal and/or interest, which requirement constitutes a covenant by the State with the holders from time to time of the Notes.

WILLSBORO CENTRAL SCHOOL DISTRICT

Dated: July 2, 2009

ANDREA ROBARE
President of the Board of Education

PROPOSAL FOR NOTES

**SALE DATE: July 9, 2009
12:30 P.M., Prevailing Time**

Ms. Andrea Robare
President of the Board of Education
Willsboro Central School District
Essex County, 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

\$121,160 Bond Anticipation Notes, 2009 (Renewals)

Dated: July 15, 2009

Maturity: September 15, 2009

Dear Ms. Robare:

For \$121,160 Bond Anticipation Notes, 2009 (Renewals) of the School District as described in the Notice of Sale annexed hereto, we hereby offer to pay a premium of (\$ _____) and accrued interest from the date of the Notes to the date of delivery thereof, for Notes bearing interest at the rate (expressed in a multiple of one-eighth or one-hundredth of one per centum of (_____ %) per annum.

The following is our computation of the net interest cost, made as provided in the above mentioned Official Notice of Sale, but not constituting any part of the foregoing Proposal for the purchase of the notes therein described:

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

In the event we are awarded said Notes, we will promptly notify you of the denominations and paying agent desired, or if we choose to have the Notes issued in book-entry form only, in accordance with the terms of said Notice of Sale.

Print Name of Bidder

Bank/Institution (Full Name)

Address

Telephone () _____

Telecopier () _____

Email Address _____