

NOTICE OF SALE

**BOARD of COOPERATIVE EDUCATIONAL SERVICES for
THE SOLE SUPERVISORY DISTRICT of**

JEFFERSON, LEWIS, HAMILTON, HERKIMER AND ONEIDA COUNTIES, NEW YORK

\$4,000,000 Revenue Anticipation Notes, 2010

Telefax (315-752-0057), telephone (315-752-0051 **Ext. 1**) or written proposals will be received and considered by the undersigned Director of Finance/Treasurer of the Board of Cooperative Educational Services for The Sole Supervisory District of Jefferson, Lewis, Hamilton, Herkimer and Oneida Counties, New York ("BOCES"), at the offices of Fiscal Advisors & Marketing, Inc., 120 Walton Street • Suite 600, Syracuse, New York 13202, until **11:00 o'clock A.M., Prevailing Time, on the 22nd day of July, 2010** for the purchase in Federal Funds, at not less than par and accrued interest, of \$4,000,000 Revenue Anticipation Notes, 2010 (the "Notes"), to be dated July 30, 2010, and maturing March 30, 2011, with interest payable at maturity. Interest will be computed on the basis of 30 days to the month and 360 days to the year. **The Notes will be issued without the option of payment prior to maturity.**

Principal of and interest on the Notes will be payable at maturity in lawful money of the United States of America (Federal Funds).

The Notes will be valid and legally binding general obligations of the BOCES, payable as to both principal and interest from any monies of the BOCES legally available therefor. The Notes are being issued in anticipation of the receipt of revenues to be received from the component school districts of the BOCES for services and administrative and clerical expenses.

The estimated monthly cash flow forecast of the BOCES is attached hereto as APPENDIX - A.

Each bid must be for all of the Notes and state a single rate of interest therefor in a multiple of one-hundredth (1/100th) or one-eighth (1/8th) of one per centum per annum. Unless all bids are rejected, the award will be made to the bidder complying with the terms of this Notice of Sale and offering to purchase the Notes at the lowest rate of interest, 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 bidders. The right is reserved by the BOCES to reject all bids.

The Notes will be designated "qualified tax-exempt obligations" pursuant to Section 265(b)(3) of the Code.

The purchaser shall have the option of having the Notes issued in bearer form or in the form of fully registered book-entry notes. If the Notes are issued in bearer form, they will be in denominations of \$100,000 or integral multiples thereof as may be determined by the purchaser, and principal of and interest on the Notes will be payable at maturity at such bank or trust company located and authorized to do business in the State of New York as may be selected by the purchaser. Paying agent fees, if any, shall be paid by the purchaser.

If the purchaser desires registered book-entry notes, it must so notify Bond Counsel by 4:00 o'clock P.M., Prevailing Time, on the date of sale. In such case, the Notes will be (i) 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 \$100,000 or integral multiples thereof. Principal of and interest on the Notes will be payable by the BOCES 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 BOCES 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 Bond Counsel is provided with such numbers by 12:00 Noon of the business day 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 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 will be paid by the BOCES, provided, however, that the CUSIP Service Bureau charge for the assignment of such numbers shall be the responsibility of and shall be paid by the purchaser. CUSIP identification numbers must be obtained if the Notes are to be registered and deposited with DTC.

The Notes will be delivered in New York City, or at such place as may be agreed upon with the purchaser, on or about July 30, 2010. The purchase price of the Notes shall be paid in Federal Funds or other funds available for immediate credit on the delivery date.

Upon delivery of and payment for the Notes, the purchaser will be furnished without cost with the approving opinion of O'Hara & O'Connell, of Fayetteville, New York, Bond Counsel to the BOCES, to the effect that the Notes are valid and legally issued and binding general obligations of the BOCES, for the payment of which the BOCES has validly pledged its faith and credit. Said opinion will also state that (a) assuming continuous compliance with the covenants and representations of the BOCES contained in the record of proceedings relating to the authorization and issuance of the Notes, (i) interest on the Notes presently is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax applicable to individuals and corporations, although such interest is taken into account in determining the current earnings adjustment for purposes of computing the corporate alternative minimum tax, and (ii) the Notes are not "arbitrage bonds" under Section 148 of the Internal Revenue Code of 1986 (the "Code"), (b) interest on the Notes is presently exempt from New York State personal income taxes and from the New York City "personal income tax on residents," (c) the enforceability of the Notes is subject to the provisions of the Federal Bankruptcy Code and insolvency laws of the State of New York and may be subject to other State or Federal laws relating to the rights of creditors, and (d) the scope of the engagement of O'Hara, O'Connell & Ciotoli, as Bond Counsel in relation to the Notes, has extended solely to rendering the opinions expressed in said opinion, that said law firm is rendering no opinion other than the opinions expressly stated therein, and that said law firm expresses no opinion on the accuracy or completeness of any documents prepared by or on behalf of the BOCES for use in connection with the offer and sale of the Notes.

Upon delivery of and payment for the Notes, the purchaser will also receive, without cost, in form satisfactory to Bond Counsel, (a) a certificate evidencing execution, delivery and receipt of payment for the Notes, (b) certificates dated the date of delivery of the Notes and executed by the officer of the BOCES who executed the Notes on behalf of the BOCES, stating that (1) no litigation is then pending or, to the knowledge of such officer, threatened to restrain or enjoin the issuance or delivery of the Notes and (2) no authority or proceedings for the issuance of the Notes has or have been repealed, revoked or rescinded, and (c) a federal tax exemption certificate executed by the President of the BOCES.

On or before the day of closing for the Notes, the successful bidder shall furnish to the BOCES a certificate acceptable to Bond Counsel stating the initial price at which a bona fide public offering of the Notes was made and stating that 10% or more of the par value of the Notes was in fact sold to the public (excluding bond houses, brokers and other intermediaries) at or below such initial public offering price. 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 Official Statement which accompanies this Notice of Sale. Rule 15c2-12 promulgated by the Securities and Exchange Commission does not require the distribution of an offering document in connection with the sale of the Notes.

**BOARD OF COOPERATIVE EDUCATIONAL SERVICES for THE SOLE SUPERVISORY
DISTRICT of JEFFERSON, LEWIS, HAMILTON, HERKIMER AND ONEIDA COUNTIES, NEW YORK**

Dated: July 14, 2010

**BARBARA O. GREENE
DIRECTOR OF FINANCE/TREASURER**

PROPOSAL FOR NOTES

**BOARD of COOPERATIVE EDUCATIONAL SERVICES for
THE SOLE SUPERVISORY DISTRICT of**

JEFFERSON, LEWIS, HAMILTON, HERKIMER AND ONEIDA COUNTIES, NEW YORK

**SALE DATE: July 22, 2010
11:00 o'clock A.M., Prevailing Time**

Ms. Barbara O. Greene
Director of Finance/Treasurer
Board of Cooperative Educational Services for The Sole Supervisory District of
Jefferson, Lewis, Hamilton, Herkimer and Oneida 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

\$4,000,000 Revenue Anticipation Notes, 2010

Dated: July 30, 2010

Maturity: March 30, 2011

Dear Ms. Greene:

For \$4,000,000 Revenue Anticipation Notes, 2010, of the Board of Cooperative Educational Services for The Sole Supervisory District of Jefferson, Lewis, Hamilton, Herkimer and Oneida Counties, New York, as described in the Notice of Sale annexed hereto, we hereby offer to pay par value plus 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 net interest cost, made as provided in the above mentioned Notice of Sale, but not constituting any part of the foregoing proposal for the purchase of the Notes.

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

In the event we are awarded the Notes we will promptly notify you in accordance with the terms of said Notice of Sale if we choose to receive registered book-entry notes, or if not, the denominations and paying agent we select.

Print Name of Bidder

Bank/Institution

Telephone () _____

Telecopier () _____

Email Address _____

BOARD of COOPERATIVE EDUCATIONAL SERVICES for
the SOLE SUPERVISORY DISTRICT of
JEFFERSON, LEWIS, HAMILTON, HERKIMER AND ONEIDA COUNTIES, NEW YORK

ESTIMATED MONTHLY CASH FLOW

(General Fund)

(000's OMITTED)

2010-11 CASHFLOW	2010					2011					12 MONTH TOTAL		
	JULY	AUG	SEPT	OCT	NOV	DEC	JAN	FEB	MAR	APR		MAY	JUN
Beginning Balance:	\$3,600	\$1,654	\$(716)	\$(1,838)	\$(2,226)	\$(3,706)	\$(3,331)	\$(3,000)	\$(2,237)	\$(894)	\$51	\$1,890	\$3,600
Receipts:													
School Districts	264	8	3,476	3,829	4,309	3,912	3,731	3,938	3,904	4,182	4,022	3,640	39,217
State Aid			5,184					1,945				3,820	10,949
Other Programs	38	70	128	41	186	117	166	34	90	80	318	50	1,318
RAN Proceeds													0
From Federal Aid													0
Total Receipts	\$302	\$78	\$8,788	\$3,870	\$4,495	\$4,029	\$3,897	\$5,917	\$3,994	\$4,262	\$4,340	\$7,510	\$51,484
Total Available Cash	\$3,902	\$1,732	\$8,072	\$2,032	\$2,270	\$323	\$566	\$2,917	\$1,757	\$3,369	\$4,391	\$9,400	\$55,084
Disbursements:													
Payroll	1,248	1,248	1,976	2,808	1,976	2,439	1,976	1,976	1,476	1,908	1,976	3,744	24,751
RAN Payoff (inc. Int.)													0
District Aid			5,184					1,945				3,820	10,949
Advance to Funds													0
Current Obligations	1,000	1,200	2,750	1,450	4,000	1,215	1,590	1,233	1,175	1,410	525	1,500	19,048
Total Disbursements	\$2,248	\$2,448	\$9,910	\$4,258	\$5,976	\$3,654	\$3,566	\$5,154	\$2,651	\$3,318	\$2,501	\$9,064	\$54,748
Ending Balance:	\$1,654	\$(716)	\$(1,838)	\$(2,226)	\$(3,706)	\$(3,331)	\$(3,000)	\$(2,237)	\$(894)	\$51	\$1,890	\$336	\$336

Note: Revenue Anticipation Note proceeds are expected to be delivered on or about (July/August) 31, 2010.