



## NOTICE OF SALE

### CITY OF LITTLE FALLS HERKIMER COUNTY, NEW YORK

### **\$525,000 Bond Anticipation Notes, 2023 (Renewals)** **(BANK QUALIFIED) (NOT CALLABLE)**

Notice is given that the City Treasurer of the City of Little Falls, Herkimer County, New York (the "City") will receive electronic and facsimile bids, as more fully described below, for the purchase of \$525,000 Bond Anticipation Notes, 2023 (Renewals) (the "Notes"). Bids must be submitted electronically on Fiscal Advisors Auction website ("Fiscal Advisors Auction") accessible at [www.fiscaladvisorsauction.com](http://www.fiscaladvisorsauction.com), or via facsimile to (315) 930-2354 no later than **11:00 A.M. Prevailing Time on November 21, 2023**. Bidders submitting proposals via facsimile must use the "Proposal for Notes" form attached hereto.

The Notes will be dated December 6, 2023 and will mature on December 6, 2024, with interest payable at maturity. The Notes will not be subject to redemption prior to maturity. Interest will be calculated on a 30-day month and 360-day year basis, payable at maturity.

There is no Official Statement which accompanies this Notice of Sale. Rule 15c2-12 promulgated by the U.S. Securities and Exchange Commission does not require the distribution of an offering document to investors in connection with the sale of the municipal securities offered through this Notice of Sale.

#### PROCEDURES FOR DISTRIBUTION

This Notice of Sale was disseminated electronically by posting to [www.fiscaladvisors.com](http://www.fiscaladvisors.com) and [www.fiscaladvisorsauction.com](http://www.fiscaladvisorsauction.com). This method of distribution of the Notice of Sale is regularly used by Fiscal Advisors & Marketing, Inc. (the "Municipal Advisor") for purposes of disseminating notices of sale of new issuances of municipal notes.

#### PROCEDURES FOR BIDDING

##### **Submission of Bids**

Proposals may be submitted in accordance with this Notice of Sale until the time specified herein. No proposal will be accepted after the time for receiving proposals specified above. Any proposal received by the time for receiving proposals specified herein, which has not been modified or withdrawn by the bidder, shall constitute an irrevocable offer to purchase the Notes pursuant to the terms herein and therein provided. All bidders shall be offered an equal opportunity to bid to purchase the Notes. Furthermore, no bidder shall have the opportunity to review other bids before providing a bid, or be given an opportunity to review other bids that was not equally given to all other bidders (this is, no exclusive "last look"). By submitting a bid, the underwriter attests that they have an established industry reputation for underwriting new issuances of municipal notes.

The timely delivery of all proposals submitted by facsimile transmission (FAX) must be in legible and complete form, signed by an authorized representative of the bidder, and shall be the sole responsibility of the bidder. The City 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.

Electronic bidding will take place in a Closed Auction format. Bidders may change and submit bids as many times as they wish during the bidding period, but they may not withdraw a submitted bid. The last bid submitted by a bidder prior to the deadline for the receipt of bids will be compared to all other final electronic and facsimile bids, as more fully described herein, to determine the winning bid. During the auction, no bidder will see any other bidder's bid, nor will they see the status of their bid relative to other bids (e.g., whether their bid is a leading bid).

**Each bid must be for all of the Notes** and state a single rate of interest therefor in a multiple of one-eighth ( $1/8^{\text{th}}$ ), one-hundredth ( $1/100^{\text{th}}$ ) or one-thousandth ( $1/1000^{\text{th}}$ ) of one per centum (1%) per annum.

The City reserves the right to reject any and all bids (regardless of the interest rate bid), to reject any bid not complying with this Notice of Sale and, so far as permitted by law, to waive any irregularity or informality with respect to any bid or the bidding process. Conditional bids will be rejected, including any bid subject to credit approval.

Any attempt to bid with alterations to the specific language contained in this Notice of Sale will be considered a failure to execute a proper bid as specified in this Notice of Sale and will be treated as a violation of the applicable competitive bidding regulations and therefore be treated as a private placement. The bid will be treated as a non-conforming bid and will be rejected.

## **Award of Notes**

The 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 Notes at the same lowest net interest cost are received, an award will be made by lot from among such lowest bids.

The City reserves the right to reject any and all bids (regardless of the interest rate bid), to reject any bid not complying with this Notice of Sale, and so far as permitted by law, to waive any irregularity or informality with respect to any bid or bidding process. All or none bids will be rejected. Conditional bids will be rejected, including any bid subject to credit approval.

## **Registration to Bid**

To bid electronically using Fiscal Advisors Auction, bidders must first visit the Fiscal Advisors Auction website at [www.fiscaladvisorsauction.com](http://www.fiscaladvisorsauction.com) where, if they have never registered with either Fiscal Advisors Auction or any municipal debt auction website powered by Grant Street Group, they can register and then request admission to the City's auction. Only FINRA registered broker dealers, dealer banks with DTC clearing arrangements and banks or trust companies located and authorized to do business in the State of New York will be eligible to bid. The City will determine whether any request for admission is granted. Bidders who have previously registered with Fiscal Advisors Auction may call auction support at (412) 391-5555 x1370 to confirm their ID or password. The use of Fiscal Advisors Auction shall be at the bidder's risk, and the City shall have no liability with respect thereto. Bidders shall not be required to register in order to submit a facsimile bid.

## **Rules of MuniAuction**

The "Rules of Fiscal Advisors Auction" can be viewed on the Fiscal Advisors Auction website and are incorporated by reference in this Notice of Sale. Bidders must comply with the Rules of Fiscal Advisors Auction in addition to the requirements of this Notice of Sale. In the event the Rules of Fiscal Advisors Auction conflict with this Notice of Sale, this Notice of Sale shall prevail.

## **Disclaimer**

Each prospective bidder who wishes to submit electronic bids shall be solely responsible to register to bid via Fiscal Advisors Auction. Each qualified prospective bidder shall be solely responsible to make necessary arrangements to access Fiscal Advisors Auction for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the City nor Fiscal Advisors Auction 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 City nor Fiscal Advisors Auction 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 Fiscal Advisors Auction. The City is using Fiscal Advisors Auction as a communications mechanism, and not as the City's agent, to conduct the electronic bidding for the Notes. If a prospective bidder encounters any difficulty in registering to bid, or submitting or modifying a bid for the Notes, it should telephone Fiscal Advisors Auction and notify the Municipal Advisor at (315) 752-0051 (provided that the City shall have no obligation to take any action whatsoever upon receipt of such notice). After receipt of bids is closed, the City through Fiscal Advisors Auction or telephone will indicate the apparent successful bidder. Such message is a courtesy only for viewers, and does not constitute the award of the Notes. The Fiscal Advisors Auction bids will be compared with bids received outside of Fiscal Advisors Auction, if any, before the award is made. Each bid will remain subject to review by the City to determine its net interest cost and compliance with the terms of this Notice of Sale.

## **Issue Price**

Following the sale of the Notes, on the Sale Date, the successful bidder will be required to provide to the City and its Bond Counsel certain information regarding the reoffering price to the public of the Notes. If the winning bidder is purchasing the Notes for its own account and not with a view to distribute or resale, they should inform the Municipal Advisor at the time of award and a certificate to that effect will be required on or before closing. Otherwise, the successful bidder also must submit to the City a certificate (the "Reoffering Price Certificate"), satisfactory to Bond Counsel, dated as of the day of the delivery of the Notes, which assuming three separate bids from at least three separate underwriters are received, states:

- (a) (i) on the date of award, such successful bidder made a bona fide public offering of the Notes at the initial offering price corresponding to the price or yield indicated in the information furnished in connection with the successful bid, and (ii) as of such date, the first price or yield at which an amount equal to at least ten percent of the Notes was reasonably expected to be sold to the public was, respectively, a price not higher or a yield not lower than indicated in the information furnished with the successful bid (the “first price rule”), and (iii) provides a copy of the pricing wire or equivalent communication for the Notes attached to the Reoffering Price Certificate. The term “public” as used herein means any persons including an individual, trust, estate, partnership, association, company or corporation (other than the successful bidder or a related party to the successful bidder, being two or more persons who have greater than 50% common ownership directly or indirectly, or any person that agrees pursuant to a written contract or other agreement with a successful bidder to participate in the initial sale of the Notes to the public).
- (b) the successful bidder was not given the opportunity to review other bids prior to submitting its bid.
- (c) the bid submitted by the successful bidder constituted a firm offer to purchase the Notes.

In the event that at least three bids are not received by the City on the Sale Date, and at least ten percent of the Notes have been sold on the Sale Date, the successful bidder shall certify as to the first price or yield at which ten percent of the Notes was sold in accordance with the first price rule and provide a copy of the pricing wire or equivalent communication.

In addition, in the event that (1) at least three bids are not received by the City on the Sale Date, and (2) 10% of the Notes have not been sold on the Sale Date, the successful bidder (and any members of its underwriting group or syndicate) shall have the option (i) to provide to the City (or its agents) ongoing pricing information, together with reasonable supporting documentation acceptable to bond counsel (such as the pricing wire), until 10% of the Notes is sold (the “Follow-the-Price Requirement”), or (ii) shall be required to hold the initial reoffering price to the public of such Notes (as reported to the City on the Sale Date) for the lesser of five (5) business days after the Sale Date or the date on which at least 10% of such Notes are sold (the “Hold-the-Offering-Price Requirement”). A certification as to the details of compliance with this requirement shall be part of the Reoffering Price Certificate.

The City or its Municipal Advisor on its behalf shall advise the successful bidder on the Sale Date as to whether at least three bids were received. Delivery of a bid shall constitute the bidder’s agreement to comply with the Hold-the-Offering-Price Requirement or the Follow-the-Price Requirement of this Notice of Sale and to certify to compliance therewith under the circumstances described herein.

Such certificate shall state that it is made on the best knowledge, information and belief of the successful bidder after appropriate investigation.

## **THE NOTES**

### **Security for the Notes**

The Notes are general obligations of the City and the faith and credit of the City are pledged for payment of the principal of and interest on the Notes. All the taxable real property in the City will be subject to the levy of ad valorem taxes, subject to applicable statutory limitations.

### **Purpose of Issue**

The Notes are issued pursuant to the Constitution and statutes of the State including among others, the Local Finance Law and a bond resolution dated December 7, 2021, authorizing the issuance of serial bonds to finance the purchase of a new fire truck at a maximum cost not to exceed \$559,785.

The proceeds of the Notes along with \$15,000 available funds to the City, will partially redeem and renew \$540,000 bond anticipation notes maturing December 7, 2023 for this authorization.

### **Form of the Notes**

At the option of the purchaser, the Notes will be issued in (i) registered certificated form, registered in the name of the purchaser or (ii) registered book-entry-only form registered to Cede & Co., as the partnership nominee for The Depository Trust Company, New York, New York (“DTC”). All expenses related to DTC shall be the responsibility of the purchaser.

If the Notes are issued in non-book-entry form, they will be issued as registered certificated obligations, in the name of the purchaser. Principal and interest on the Notes are payable at maturity in lawful money of the United States of America (Federal Funds). The purchaser shall have the right to designate a bank located and authorized to do business in the State of New York as the place or places for the payment of the principal and interest on the Notes. Any related bank fees, if any, are to be paid by the purchaser. A single note certificate will be issued for those Notes of an issue bearing the same rate of interest in the aggregate principal amount awarded to such purchaser at such interest rate.

If the purchaser notifies Bond Counsel by 3:00 o'clock P.M., Prevailing Time on the date of sale, such Notes may be issued in the form of book-entry-only notes, in denominations corresponding to the aggregate principal amount for each Note bearing the same rate of interest and CUSIP number. In the event that the purchaser chooses registered notes, as a condition to delivery of the Notes, the successful bidder will be required to cause such note certificates to 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 only be made through book entries (without certificates issued by the City) 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 City by wire transfer or in clearinghouse funds 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 City 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**

The Municipal Advisor intends to provide the purchaser of the issue with CUSIP identification numbers in compliance with MSRB Rule G-34, (a)(i) (A)-(H). As is further discussed in Rule G-34, the purchaser, as the "dealer who acquires" the issue, is responsible for the registration fee to the CUSIP Bureau for this service. It is anticipated that CUSIP identification numbers will be printed on the Notes. All expenses in relation to the printing of CUSIP numbers on the Notes will be paid for by the City; provided, however, the City assumes no responsibility for any CUSIP Service Bureau charge or other charges that may be imposed for the assignment of such numbers.

### **Ratings**

The Notes are not rated. Subject to the approval of the City, the purchaser of the Notes may have a rating completed after the sale at the expense of the purchaser, including any fees to be incurred by the City, such as a rating action that may result in the filing of a material event notification to EMMA.

### **Delivery Date and Place of Delivery**

The Notes will be delivered through the facilities of DTC located in Jersey City, New Jersey, or as may be agreed with the purchaser, on or about December 6, 2023. The purchase price of said Notes, in accordance with the purchaser's bid, shall be paid in Federal Funds or other funds available for immediate credit on said delivery date.

## **Tax Exemption and Legal Opinion/Documents Accompanying the Delivery of the Notes**

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: (1) 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 City which will include, among other things, covenants, relating to compliance with the Internal Revenue Code of 1986, as amended (the "Code"), with the owners of the Notes that the City 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 approving legal opinion as to the validity of the Notes of **Orrick, Herrington & Sutcliffe LLP, New York, New York, Bond Counsel**.

### **Bank Qualification**

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

### **Contact Information**

Additional copies of the Notice of Sale may be obtained upon request from the offices of Fiscal Advisors & Marketing, Inc., Phone: (315) 752-0051, or at [www.fiscaladvisors.com](http://www.fiscaladvisors.com).

The City's Bond Counsel contact information is as follows: Douglas E. Goodfriend, Esq., Orrick, Herrington & Sutcliffe LLP, 51 West 52<sup>nd</sup> Street, 15<sup>th</sup> Floor, New York, New York 10019, Phone: (212) 506-5211, Fax: (212) 506-5151, Email: [dgoodfriend@orrick.com](mailto:dgoodfriend@orrick.com)

The City's contact information is as follows: Ms. Sarah George, Treasurer, 659 E. Main Street, Little Falls, New York, 13365. telephone 315 574-5241, fax (315) 823-4526, email [treasurer@cityoflittlefalls.net](mailto:treasurer@cityoflittlefalls.net)

**Dated: November 16, 2023**

**SARAH GEORGE**  
**CITY TREASURER**

**PROPOSAL FOR NOTES**

Ms. Sarah George, City Treasurer  
City of Little Falls  
Herkimer, New York  
c/o Fiscal Advisors & Marketing, Inc.  
250 South Clinton Street • Suite 500  
Syracuse, New York 13202  
Telephone # 315-752-0051, Ext. 1  
Telefax # (315) 930-2354

**SALE DATE: NOVEMBER 21, 2023**  
**SALE TIME: 11:00 o'clock A.M., Prevailing Time**

**CITY OF LITTLE FALLS  
HERKIMER, NEW YORK**

**\$525,000 Bond Anticipation Notes, 2023 (Renewals)**

**Dated: December 6, 2023**

**Maturity: December 6, 2024**

	<b>Amount</b>	<b>Interest Rate</b>	<b>Premium</b>	<b>Net Interest Cost <sup>(1)</sup></b>
<b>Bid</b>	\$	%	\$	%

<sup>(1)</sup> The computation of the net interest cost is made as provided in the above-mentioned Notice of Sale, but does not constitute any part of the foregoing Proposal for the purchase of the Notes therein described.

Please select one of the following:

*(if no option is selected, the book-entry-only option will be assumed to have been selected by the purchaser):*

- Book-Entry-Only registered to Cede & Co.
- Registered in the Name of the Purchaser

Signature: \_\_\_\_\_

Name of Bidder: \_\_\_\_\_

Bank or Institution: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Telephone (Area Code): \_\_\_\_\_

Email Address: \_\_\_\_\_

Fax (Area Code): \_\_\_\_\_

**In addition to Fax bids, bids may also be submitted electronically via Grant Street Group's MuniAuction website ("MuniAuction") in accordance with the 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. No phone bids will be accepted. Once the bids are communicated electronically via MuniAuction or facsimile to the City, each bid will constitute an irrevocable offer to purchase the Notes pursuant to the terms provided in the Notice of Sale.**