

## NOTICE OF SALE

**\$16,443,250**

### TOWN OF COLONIE ALBANY COUNTY, NEW YORK

#### BOND ANTICIPATION NOTES – 2023 SERIES B

Sale Date: April 5, 2023  
Time: 11:00 A.M. Prevailing Time  
Place of Sale: Munistat Services, Inc.  
12 Roosevelt Avenue  
Port Jefferson Station, New York 11776

Written proposals, telephone bids (telephone number: 631/331-8888), facsimile transmission (FAX) bids (FAX number: 631/331-8834) or via iPreo's Parity Electronic Bid Submission System ("Parity") will be received at the Offices of Munistat Services, Inc., 12 Roosevelt Avenue, Port Jefferson Station, New York 11776 until 11:00 A.M. Prevailing Time on the 5th day of April, 2023 at which time and place the bids will be opened for the purchase at not less than par and accrued interest of \$16,443,250 Bond Anticipation Notes – 2023 Series B (the Notes") of the Town of Colonie (the "Town"), Albany County, New York, dated April 19, 2023 and maturing, without right of redemption prior to maturity, on March 8, 2024 with interest thereon payable at maturity.

The timely delivery of all proposals submitted by facsimile transmission (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 Town 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.

Proposals may be submitted electronically via Parity or via facsimile transmission at (631) 331-8834, in accordance with this Notice of Sale, until the time specified herein. No other form of electronic bidding services will be accepted. No proposal will be accepted after the time for receiving proposals specified above. Bidders submitting proposals via facsimile must use the "Proposal for Notes" form attached hereto. Once the proposals are communicated electronically via Parity or via facsimile to the Town, each bid will constitute an irrevocable offer to purchase the Notes pursuant to the terms therein provided.

Prospective bidders wishing to submit an electronic bid via Parity must be contracted customers of Parity. Prospective bidders who do not have a contract with Parity must call (212) 849-5021 to become a customer. By submitting an electronic bid for the Notes, a bidder represents and warrants to the Town that such bidder's bid for the purchase of the Notes 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 Notes.

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 Town 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 Town 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 Town is using Parity as a communications mechanism, and not as the Town's agent, to conduct the electronic bidding for the Town's Notes. The Town is not bound by any advice or determination of Parity as to whether any bid complies with the terms of this Notice of Sale. 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 Town 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 Notes, it should telephone Parity and notify the Town's Municipal Advisor, Munistat Services Inc. at (631) 331-8888 (provided that the Town shall have no obligation to take any action whatsoever upon receipt of such notice).

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) 849-5021. The time maintained by Parity shall constitute the official time with respect to all bids submitted.

At the option of the purchaser, the Notes may be either registered to the purchaser or registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York (“DTC”) as book-entry notes.

Note certificates shall be delivered to the purchaser of notes requested to be registered to the purchaser, and each such note certificate shall bear a single rate of interest and shall be in a denomination equal to the aggregate amount awarded to such purchaser at such interest rate. Principal of and interest on such Notes will be payable 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 selected by the successful bidder.

For those Notes issued as book-entry-only notes registered to Cede & Co., DTC will act as securities depository for the Notes and owners will not receive certificates representing their interest in the Notes. Individual purchases of such registered Notes may be made in denominations of \$5,000 or integral multiples thereof, except for one necessary odd denomination. A single note certificate will be issued for those Notes bearing the same rate of interest and CUSIP number in the aggregate principal amount awarded to such purchaser(s) at such interest rate. Principal of and interest on said Notes will be paid in Federal Funds by the Town to Cede & Co., as partnership nominee for DTC, which will in turn remit such principal and interest to its participants for subsequent distribution to the beneficial owners of the Notes as described in the Official Statement.

The Notes will be valid and legally binding general obligations of the Town, all the taxable real property within which will be subject to the levy of *ad valorem* taxes to pay said Notes and interest thereon, without limitation as to rate or amount (subject to certain statutory limitations imposed by Chapter 97 of the Laws of 2011). The Town will pledge its faith and credit for the payment of the principal of said Notes and interest thereon.

Bids may be for all or any part of the Notes (\$3,000,000 minimum) and must state in a multiple of one-hundredth or one-eighth of 1% a rate or rates of interest per annum which such Notes shall bear. The Notes will be awarded and sold to the bidder(s) complying with the terms of sale and offering to purchase the Notes at the lowest net interest cost, and if two or more such bidders offer the same lowest net interest cost, then to the one of the bidders selected by the sale officer by lot from among all of such bidders.

The right is reserved by the Town to award to any bidder all or any part of the Notes which such bidder offers to purchase and, in the event of a partial award, the premium, if any, specified by such bidder will be prorated. The right is also reserved to reject any or all bids and any bid not complying with the terms of this notice will be rejected.

Said Notes will be delivered in New York, New York or at such other place as may be agreed with the purchaser on or about April 19, 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.

CUSIP identification numbers will be printed on 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.

It shall be the responsibility of the Town's Municipal Advisor to obtain CUSIP numbers for the Notes within one day after distribution of the Notice of Sale for the Notes. The CUSIP Service Bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by the winning bidder; however, all expenses in relation to the printing of CUSIP numbers on the Notes shall be paid for by the Town.

The deposit of the Notes with DTC under a book-entry system requires the assignment of CUSIP numbers prior to delivery. The Town will not be responsible for any delay occasioned by the inability to deposit the Notes with DTC due to the failure of the Town's Municipal Advisor to obtain such numbers and to supply them to the Town in a timely manner.

The Town will act as Paying Agent for the Notes. Paying agent fees, if any, will be paid by the purchaser(s). The Town's contact information is as follows: Christopher Kelsey, Town of Colonie, Memorial Town Hall - Route 9, Newtonville, NY 12128, telephone number (518) 783-2708 and email: kelseyc@colonie.org.

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 Certificate of the Town Supervisor certifying that (a) as of the date of the Official Statement furnished by the Town in relation to said Notes, said Official Statement did not contain any untrue statements of 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 said Official Statement obtained from sources other than the Town is not guaranteed as to accuracy, completeness or fairness, he has no reason to believe and does not believe that such information is materially inaccurate or misleading, and (b) to his knowledge, since the date of said Official Statement, there have been no material transactions not in the ordinary course of affairs entered into by the Town and no material adverse changes in the general affairs of the Town or in its financial condition as shown in said Official Statement other than as disclosed in or contemplated by said Official Statement,
- (ii) 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,
- (iii) an arbitrage certificate executed on behalf of the Town 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 Town 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
- (iv) the approving opinion of the law firm of Hodgson Russ LLP, Bond Counsel, Albany, New York to the effect that the Notes are valid and legally binding general obligations of the Town for which the Town has validly pledged its faith and credit and, unless paid from other sources, all the taxable real property within the Town is subject to the levy of ad valorem real estate taxes to pay the Notes and interest thereon without limitation of rate or amount (subject to certain statutory limitations imposed by Chapter 97 of the Laws of 2011).

In addition, the successful bidder will receive on the date of the delivery of the Notes a copy of the approving opinion of Hodgson Russ LLP, Bond Counsel to the Town, stating that interest on the Notes 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 imposed on individuals, with certain exceptions described in the body of the Official Statement prepared by the Town in connection with the sale of the Notes, and that such interest is exempt from New York State and New York City personal income taxes. We observe that for tax years beginning after December 31, 2022, interest on the Notes will be included in the adjusted financial statement income of certain corporations that are subject to the alternative minimum tax under Section 55 of the Code. Reference should be made to said Official Statement for a description of the scope of Bond Counsel's engagement in relation to the issuance of the Notes and the matters covered by such legal opinion.

**THE NOTES WILL NOT BE DESIGNATED AS "QUALIFIED TAX-EXEMPT OBLIGATIONS" PURSUANT TO THE CODE.**

By submitting a bid, the winning bidder agrees (unless the winning bidder is purchasing the Notes for its own account and not with a view to distribution or resale to the public) that if ten percent of each maturity (as hereinafter defined) of the Notes has not been sold to the public on the Sale Date and if the Competitive Sale Requirements are not met, it will elect and satisfy either option (1) or option (2) described below.

For purposes of the “hold the price” or “follow the price” requirement described below, a “maturity” refers to Notes that have the same interest rate, credit and payment terms.

(1) Hold the Price. The winning bidder:

(a) will make a bona fide offering to the public of all of the Notes at the Initial Reoffering Prices and provide the Town and Bond Counsel with reasonable supporting documentation, such as a copy of the pricing wire or equivalent communication, the form of which is acceptable to Bond Counsel,

(b) will neither offer nor sell to any person any Notes at a price that is higher, or a yield that is lower, than the Initial Reoffering Price of such maturity until the earlier of (i) the date on which the winning bidder has sold to the public at least ten percent of the Notes at a price that is no higher, or a yield that is no lower, than the Initial Reoffering Price or (ii) the close of business on the fifth business day after the date of the award of the Notes, and

(c) has or will include within any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the winning bidder is a party) relating to the initial sale of the Notes to the public, together with the related pricing wires, language obligating each underwriter to comply with the limitations on the sale of the Notes as set forth above.

(2) Follow the Price. The winning bidder:

(a) will make a bona fide offering to the public of all of the Notes at the Initial Reoffering Prices and provide the Town and Bond Counsel with reasonable supporting documentation, such as a copy of the pricing wire or equivalent communication, the form of which is acceptable to Bond Counsel,

(b) will report to the Town and Bond Counsel information regarding the actual prices at which at least ten percent of the Notes have been sold to the public,

(c) will provide the Town and Bond Counsel with reasonable supporting documentation or certifications of such sale prices the form of which is acceptable to Bond Counsel. This reporting requirement, which may extend beyond the closing date of the Notes, will continue until such date that ten percent of the Notes has been sold to the public, and

(d) has or will include within any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the winning bidder is a party) relating to the initial sale of the Notes to the public, together with the related pricing wires, language obligating each underwriter to comply with the reporting requirement described above.

Regardless of whether or not the Competitive Sale Requirements were met, the winning bidder shall submit to the Town and Bond Counsel a certificate (the “Issue Price Certificate”), satisfactory to Bond Counsel, prior to the delivery of the Notes stating the applicable facts as described above. The form of Issue Price Certificate is available by contacting Bond Counsel or the Municipal Advisor.

If the winning bidder has purchased the Notes for its own account and not with a view to distribution or resale to the public, then, whether or not the Competitive Sale Requirements were met, the Issue Price Certificate will recite such facts and identify the price or prices at which the purchase of the Notes was made.

The Official Statement dated March 23, 2023 is in a form "deemed final" for purposes of SEC Rule 15c2-12(b)(1), except for the omission therefrom of those items allowable under said Rule.

Any party executing and delivering a bid for the Notes agrees, if its bid is accepted by the Town, to provide to the Town, 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, information with respect to the purchase of bond insurance, if any, and underwriter identification. Within five business days following receipt by the Town thereof the Town 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 Town from furnishing such Official Statement as described above. The Town 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 Town with respect to the preparation and delivery thereof.

PETER G. CRUMMEY  
Supervisor and Chief Fiscal Officer

Dated:                   , 2023

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Copies of the Notice of Sale and the Official Statement may be obtained upon request from the offices of Munistat Services, Inc., 12 Roosevelt Avenue, Port Jefferson Station, New York 11776, telephone number 631/331-8888, website: [www. Munistat.com](http://www.Munistat.com).

See next page for Proposal for Bond Anticipation Notes

Instructions to Bidders: Do not bid on more than the total amount of Notes described in the caption below.

**PROPOSAL FOR BOND ANTICIPATION NOTES – 2023 SERIES B**

April 5, 2023

Peter G. Crummey, Supervisor  
Town of Colonie  
c/o Munistat Services, Inc.  
12 Roosevelt Avenue  
Port Jefferson Station, New York 11776

Town: Town of Colonie, New York  
Notes: \$16,443,250 Bond Anticipation Notes – 2023 Series B  
Dated: April 19, 2023  
Maturity: March 8, 2024

Dear Mr. Crummey:

For \$\_\_\_\_\_ of the Notes of the Town as described in the Notice of Sale annexed hereto, we hereby offer to pay a par plus a premium of \_\_Dollars (\$\_\_\_\_\_) 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 centum (\_\_\_\_\_% ) per annum.

For \$\_\_\_\_\_ of the Notes of the Town as described in the Notice of Sale annexed hereto, we hereby offer to pay a par plus a premium of \_\_Dollars (\$\_\_\_\_\_) 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 centum (\_\_\_\_\_% ) per annum.

For \$\_\_\_\_\_ of the Notes of the Town as described in the Notice of Sale annexed hereto, we hereby offer to pay a par plus a premium of \_\_Dollars (\$\_\_\_\_\_) 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 centum (\_\_\_\_\_% ) per annum.

The following is our computation of the 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 therein described:

For \$_____ Notes at _____ %	
Gross Interest	\$ _____
Less Premium Bid Over Par	\$ _____
Net Interest Cost	\$ _____
Effective net Interest Rate	\$ _____
For \$_____ Notes at _____ %	
Gross Interest	\$ _____
Less Premium Bid Over Par	\$ _____
Net Interest Cost	\$ _____
Effective net Interest Rate	\$ _____

For \$ \_\_\_\_\_ Notes at \_\_\_\_\_ %

Gross Interest \$ \_\_\_\_\_

Less Premium Bid Over Par \$ \_\_\_\_\_

Net Interest Cost \$ \_\_\_\_\_

Effective net Interest Rate \$ \_\_\_\_\_

Signature \_\_\_\_\_

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

Address of Bidder \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Telephone contact of Bidder

(Area Code) \_\_\_\_\_

Please select one of the following:

\_\_\_\_\_ We are purchasing the Notes for our own account, and have no intention to sell, reoffer or otherwise dispose of the Notes.

\_\_\_\_\_ In the event the Competitive Sale Requirements are not met, at the time of award we will notify the Municipal Advisor if we elect to:

\_\_\_\_\_ (a) provide the Town and Bond Counsel ongoing pricing information until 10% of the Notes are sold, or

\_\_\_\_\_ (b) hold the initial offering pricing for the lesser of five (5) business days or the date on which at least 10% of the Notes are sold.

The bidder represents that it has an established industry reputation for underwriting new issuances of municipal bonds.

\_\_\_\_\_ Yes

\_\_\_\_\_ No

Please select one of the following (if no option is selected, the first option will be assumed to have been selected by purchaser(s)).

\_\_\_\_\_ Book-entry-only registered to Cede & Co.

\_\_\_\_\_ Registered to purchaser

(No addition or alteration is to be made to the above official bid form)