

NOTICE OF SALE

VILLAGE OF ADAMS

JEFFERSON COUNTY, NEW YORK

\$900,000 Bond Anticipation Notes, 2009

Telefax (315-752-0057), telephone (315-752-0051 **Ext. 1**) or written proposals will be received and considered by the undersigned Village Clerk-Treasurer of the Village of Adams, Jefferson County, New York, at the offices of Fiscal Advisors & Marketing, Inc., 120 Walton Street • Suite 600, Syracuse, New York 13202 until **11:30 A.M., Prevailing Time**, on the **13th day of August, 2009** for the purchase in Federal Funds, at not less than par and accrued interest of \$900,000 Bond Anticipation Notes, 2009 (the "Notes") to be dated August 20, 2009, maturing August 20, 2010 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 are subject to optional redemption on or after November 20, 2009 at par upon ten (10) days notice.**

The Notes are general obligations of the Village and the faith and credit of the Village are pledged for payment of the principal of and interest on the Notes. All the taxable real property in said Village will be subject to the levy of ad valorem taxes, without limitation as to rate or amount, sufficient to pay the principal of and interest on the Notes. The Notes are being issued pursuant to a bond resolution adopted on February 17, 2009 authorizing the construction of improvements to the Village's water supply treatment and distribution system. The proceeds of the Notes will provide new monies for the aforementioned purpose.

Principal of and interest on said Notes are payable at maturity in lawful money of the United States of America (Federal Funds). Paying agent fees, if any, are to be paid by the purchaser. The Notes will be issued in registered form in the denomination of \$5,000 each or multiples thereof, as may be designated by the purchaser and as stated below. The purchaser shall have the option of having the Notes issued in the form of fully registered certificated book-entry-only notes.

Said Notes will be delivered in New York, New York or at such place as may be agreed with the purchaser on or about August 20, 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 Village's contact information is as follows: Darlene M. Rexford, Village Clerk/Treasurer, 3 South Main Street, Adams, New York 13605, Phone: (315) 232-2632, Fax: (315) 232-2845. Email: adamsvil@frontiernet.net.

The Village will designate the Notes 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 therefore in a multiple of one-hundredth (1/100th) or one-eighth (1/8th) of one per centum (1%) 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 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 rate are received, an award will be made by lot from among such lowest bids. The right is reserved by the Village to reject all bids.

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 Village, 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.

If the purchaser desires registered book-entry-only notes, it must so notify Bond Counsel by 3:00 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 \$5,000 or integral multiples thereof. Principal of and interest on the Notes will be payable by the Village 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 Village 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.

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 Village 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 Village 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 Orrick, Herrington & Sutcliffe LLP, Bond Counsel, New York, New York.

Following the sale of the Notes, the successful bidder will be required to provide to the Village certain information regarding the reoffering price to the public of the Notes. The successful bidder shall furnish to the Village 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 Official Statement that accompanies this Notice of Sale.

Dated: August 3, 2009

DARLENE M. REXFORD
Village Clerk-Treasurer

PROPOSAL FOR NOTES

**Sale Date: August 13, 2009
11:30 A.M., Prevailing Time**

Ms. Darlene M. Rexford, Village Clerk-Treasurer
Village of Adams
Jefferson 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

\$900,000 Bond Anticipation Notes, 2009

Date: August 20, 2009

Maturity: August 20, 2010

Subject to optional redemption on or after November 20, 2009 upon 10 days notice

Dear Ms. Rexford:

For the \$900,000 Bond Anticipation Notes, 2009 of the Village as described in the Notice of Sale annexed hereto, we hereby offer to pay (\$ _____) 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.

For \$ _____	Bid at _____%
Gross Interest	\$ _____
Premium Bid Over Par	\$ _____
Net Interest Cost	\$ _____
Effective Net Interest Rate	_____%
Local/DTC	_____

In the event we are awarded said Notes, we will promptly notify you of the denominations if we desire book-entry-only form in accordance with the terms of said Notice of Sale.

Print Name of Bidder

Bank/Institution

Telephone () _____

Telecopier () _____

Email Address _____