

October 2, 2018

ERRATUM NOTICE

COUNTY OF PUTNAM

NEW YORK

\$2,033,125 Public Improvement Serial Bonds – 2018 **(the “Bonds”)**

Dated: October 18, 2018

Due: June 15, 2020-2030

The last bulleted list item within the section titled “CONTINUING DISCLOSURE – Historical Continuing Disclosure Compliance” of the Preliminary Official Statement of the County dated September 25, 2018 has been revised to read as follows:

CONTINUING DISCLOSURE

At the time of the delivery of the Bonds, the County will provide an executed copy of its “Undertaking to Provide Continuing Disclosure” substantially as set forth in “APPENDIX-E” hereto.

Historical Continuing Disclosure Compliance

The County has in the previous five years complied, in all material respects, with any previous undertakings pursuant to the Rule; however,

- The County was late in filing its Audited Financial Statement for fiscal year ending December 31, 2012. The audit was required to be filed within 30 days of its date of completion of July 26, 2013, but was not filed to EMMA until October 1, 2013.
- The County filed certain annual financial information and operating data (“AFIOD”) to the Electronic Municipal Market Access Website (“EMMA”) as required for the fiscal year ending December 31, 2013 on June 29, 2014, however, such AFIOD was dated October 18, 2013 and contained AFIOD available as of October 18, 2013 which was prior to the close of the County’s December 31, 2013 fiscal year.
- The County was one day late in filing its AFIOD for fiscal year ending December 31, 2014, which was required to be filed no later than June 29, 2015, but was not filed to EMMA until June 30, 2015.
- The County was late in filing its Audited Financial Statement for fiscal year ending December 31, 2014. The audit was completed on June 12, 2015 and thus was required to be filed no later than June 29, 2015, but was not filed to EMMA until July 9, 2015.
- The County was late in filing its Audited Financial Statement for fiscal year ending December 31, 2015. The audit was completed on June 24, 2016 and thus was required to be filed no later than June 29, 2016, but was not filed to EMMA until September 22, 2016.
- **The County did not file its unaudited financial statements and was late in filing its audited financial statements for fiscal year ending December 31, 2017. The audit was completed on June 27, 2018 and thus was required to be filed no later than June 29, 2018, however the final version was not received from the auditor until July 2, 2018 and was filed to EMMA on July 3, 2018. The County was also late in filing an event notice regarding the late filing.**

NEW ISSUE

BOND RATING: Moody's Investors Service "Aa2"

SERIAL BONDS

See "BOND RATING" herein

In the opinion of Hawkins Delafield & Wood LLP, Bond Counsel to the County, under existing statutes and court decisions and assuming continuing compliance with certain tax certifications described herein, (i) interest on the Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and (ii) interest on the Bonds is not treated as a preference item in calculating the alternative minimum tax under the Code; such interest, however, is included in the adjusted current earnings of certain corporations for purposes of calculating the alternative minimum tax imposed for taxable years beginning prior to January 1, 2018. In addition, in the opinion of Bond Counsel to the County, under existing statutes, interest on the Bonds is exempt from personal income taxes of New York State and its political subdivisions, including The City of New York. See "TAX MATTERS" herein.

The County will designate the Bonds as "qualified tax-exempt obligations" pursuant to the provisions of Section 265 of the Code.



\$2,033,125
COUNTY OF PUTNAM
NEW YORK

GENERAL OBLIGATIONS

\$2,033,125[†] Public Improvement Serial Bonds – 2018
(the "Bonds")

Dated: October 18, 2018

Due: June 15, 2020-2030

The Bonds are general obligations of the County of Putnam, New York (the "County"), and will contain a pledge of the faith and credit of the County for the payment of the principal thereof and interest thereon and, unless paid from other sources, the Bonds are payable from ad valorem taxes which may be levied upon all the taxable real property within the County, subject to certain statutory limitations imposed by Chapter 97 of the New York Laws of 2011, as amended (the "Tax Levy Limit Law"). (See "TAX LEVY LIMIT LAW" herein).

The Bonds will be issued as registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds. Individual purchases will be made in book-entry form only, in the principal amount of \$5,000 each or integral multiples thereof, except for one necessary odd denomination in the first maturity. Purchasers will not receive certificates representing their ownership interest in the Bonds. Interest on the Bonds will be payable semi-annually on June 15 and December 15 in each year until maturity, commencing June 15, 2019. Principal and interest will be paid by the County to DTC, which will in turn remit such principal and interest to its Participants, for subsequent distribution to the beneficial owners of the Bonds, as described herein.

Proposals for the Bonds shall be for not less than \$2,033,125 and accrued interest, if any, on the total principal amount of the Bonds. A good faith deposit will not be required in order to bid on the Bonds.

The Bonds are offered subject to the final approving opinion of Hawkins Delafield & Wood LLP, New York, New York, Bond Counsel, and certain other conditions. It is expected that delivery of the Bonds will be made on or about October 18, 2018.

This Preliminary Official Statement is in a form "Deemed Final" by the County for the purpose of Securities and Exchange Commission Rule 15c2-12 (the "Rule"). For a description of the County's agreement to provide continuing disclosure as described in the Rule, see "CONTINUING DISCLOSURE" herein.

ELECTRONIC BIDS for the Bonds must be submitted via Fiscal Advisors Auction website ("Fiscal Advisors Auction") accessible via www.FiscalAdvisorsAuction.com on October 3, 2018 until 11:00 A.M., Eastern Time, pursuant to the Notice of Bond Sale. No other form of electronic bidding services will be accepted. No bid will be received after the time for receiving bids specified above. Bids may also be submitted by facsimile at (315) 930-2354. Once the bids are communicated electronically via Fiscal Advisors Auction or facsimile to the County, each bid will constitute an irrevocable offer to purchase the Bonds pursuant to the terms provided in the Notice of Bond Sale.

September __, 2018

[†] Preliminary, subject to change.

\$2,033,125[†] Public Improvement Serial Bonds – 2018
(the “Bonds”)

Dated: October 18, 2018

Due: June 15, 2020-2030

MATURITIES**

| <u>Year</u> | <u>Amount</u> | <u>Rate</u> | <u>Yield</u> | <u>CUSIP</u> | <u>Year</u> | <u>Amount</u> | <u>Rate</u> | <u>Yield</u> | <u>CUSIP</u> |
|-------------|---------------|-------------|--------------|--------------|-------------|---------------|-------------|--------------|--------------|
| 2020 | \$ 158,125 | | | | 2026 | \$ 190,000 | | | |
| 2021 | 165,000 | | | | 2027 | 195,000 | | | |
| 2022 | 170,000 | | | | 2028 | 200,000 * | | | |
| 2023 | 175,000 | | | | 2029 | 205,000 * | | | |
| 2024 | 180,000 | | | | 2030 | 210,000 * | | | |
| 2025 | 185,000 | | | | | | | | |

* The Bonds maturing in each of the years 2028-2030, inclusive, are subject to redemption prior to maturity as described herein under the heading “THE BONDS - Optional Redemption”.

** The maturities of the Bonds are subject to change pursuant to the terms of the accompanying Notice of Bond Sale to achieve substantially level debt service as provided in the Local Finance Law.

[†] Preliminary, subject to change.

COUNTY OF PUTNAM, NEW YORK

MARYELLEN ODELL
County Executive

COUNTY LEGISLATORS

BARBARA SCUCCIMARRA
District 1

GINNY NACERINO
District 4

JOSEPH F. CASTELLANO (CHAIRMAN)
District 7

WILLIAM GOULDMAN
District 2

CARL L. ALBANO
District 5

AMY SAYEGH
District 8

TONI E. ADDONIZIO
District 3

PAUL JONKE
District 6

NEAL SULLIVAN
District 9

* * * * *

WILLIAM J. CARLIN, JR., CPA
Commissioner of Finance

ANITA Z. GILBERT
Chief Deputy Commissioner of Finance

MICHAEL C. BARTOLOTTI
County Clerk

JENNIFER S. BUMGARNER, ESQ.
County Attorney

ROBERT L. LANGLEY, JR.
County Sheriff

ROBERT V. TENDY, ESQ.
District Attorney

Hawkins
DELAFIELD & WOOD LLP
Bond Counsel



FISCAL ADVISORS & MARKETING, INC.
County Financial Advisors

No person has been authorized the County of Putnam to give any information or to make any representations not contained in this Official Statement, and, if given or made, such information or representations must not be relied upon as having been authorized. This Official Statement does not constitute an offer to sell or solicitation of an offer to buy any of the Bonds in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. The information, estimates and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the County of Putnam.

TABLE OF CONTENTS

| | <u>Page</u> | | <u>Page</u> |
|--|-------------|--|-------------|
| THE BONDS | 1 | COUNTY INDEBTEDNESS (cont.) | |
| Description of the Bonds | 1 | Statutory Procedure..... | 23 |
| Optional Redemption..... | 1 | Debt Outstanding End of Fiscal Year..... | 24 |
| Nature of Obligation..... | 2 | Details of Outstanding Indebtedness | 24 |
| Purpose of Issue..... | 2 | Debt Statement Summary..... | 24 |
| BOOK-ENTRY-ONLY SYSTEM..... | 2 | Long-Term Bond Indebtedness | 24 |
| Certificated Bonds | 4 | Tobacco Settlement Securitization | 25 |
| REMEDIES UPON DEFAULT | 4 | Cash Flow Borrowings..... | 25 |
| MUNICIPAL BANKRUPTCY | 5 | Estimated Overlapping Indebtedness | 26 |
| FINANCIAL CONTROL BOARDS..... | 6 | Debt Ratios | 26 |
| NO PAST DUE DEBT | 7 | Capital Project Plans | 27 |
| MARKET MATTERS AFFECTING FINANCINGS OF THE MUNICIPALITIES OF THE STATE..... | 7 | LITIGATION | 27 |
| CYBERSECURITY | 7 | TAX MATTERS..... | 28 |
| THE COUNTY | 8 | LEGAL MATTERS | 30 |
| General Information..... | 8 | CONTINUING DISCLOSURE | 31 |
| Utilities | 8 | Historical Continuing Disclosure Compliance | 31 |
| Transportation..... | 8 | BOND RATING..... | 31 |
| Other Services | 8 | MUNICIPAL ADVISOR | 31 |
| Educational Facilities..... | 9 | CUSIP IDENTIFICATION NUMBERS..... | 32 |
| Recreational Facilities | 9 | ADDITIONAL INFORMATION..... | 32 |
| Major Public Sector Employers in the County | 9 | APPENDIX - A | |
| Major Private Sector Employers in the County..... | 9 | GENERAL FUND - Balance Sheets | |
| Recent Economic Development Activities..... | 10 | APPENDIX - A1 | |
| Construction Permit Data..... | 10 | GENERAL FUND – Revenues, Expenditures and Changes in Fund Balance | |
| Population Trends..... | 10 | APPENDIX - A2 | |
| Selected Wealth and Income Indicators | 11 | GENERAL FUND – Revenues, Expenditures and Changes in Fund Balance - Budget and Actual | |
| Unemployment Rate Statistics | 11 | APPENDIX – A3 | |
| State Aid..... | 11 | CHANGES IN FUND EQUITY | |
| Employees and Employee Contracts..... | 12 | APPENDIX - B | |
| Status and Financing of Employee Pension Benefits | 12 | BONDED DEBT SERVICE | |
| Other Post-Employment Benefits | 14 | APPENDIX – B1-B3 | |
| General Fund Operations | 15 | CURRENT BONDS OUTSTANDING | |
| Financial Statements..... | 16 | APPENDIX - C | |
| New York State Comptroller Reports of Examination..... | 16 | COMPUTATION OF TAXABLE FULL VALUATIONS | |
| The State Comptroller’s Fiscal Stress Monitoring System..... | 16 | APPENDIX - D | |
| Investment Policy | 17 | FORM OF BOND COUNSEL OPINION | |
| Budgetary Procedures | 17 | APPENDIX - E | |
| Other Information | 18 | FORM OF UNDERTAKING TO PROVIDE CONTINUING DISCLOSURE | |
| TAX INFORMATION..... | 18 | APPENDIX - F | |
| Valuations..... | 18 | COMPREHENSIVE ANNUAL FINANCIAL REPORT FISCAL YEAR ENDING DECEMBER 31, 2017 | |
| Tax Rates Per \$1,000 (Assessed) | 18 | | |
| Tax Collection Record | 19 | | |
| Tax Collection Procedure | 19 | | |
| Constitutional Tax Margin..... | 19 | | |
| Larger Taxpayers 2018 Assessment Roll for 2019 County Tax Roll | 20 | | |
| Sales and Compensating Use Taxes..... | 20 | | |
| Additional Tax Information | 21 | | |
| TAX LEVY LIMIT LAW..... | 21 | | |
| Real Property Tax Rebate | 21 | | |
| Real Property Tax Levy Increases | 22 | | |
| COUNTY INDEBTEDNESS..... | 22 | | |
| Constitutional Requirements..... | 22 | | |

PREPARED WITH THE ASSISTANCE OF



Fiscal Advisors & Marketing, Inc.
120 Walton Street, Suite 600
Syracuse, New York 13202
(315) 752-0051
www.fiscaladvisors.com

OFFICIAL STATEMENT
of the
COUNTY OF PUTNAM
NEW YORK

\$2,033,125* Public Improvement Serial Bonds – 2018

This Official Statement, including the cover page and inside cover page, and appendices thereto, has been prepared by the County of Putnam, New York (the “County” and “State”, respectively) and presents certain information relating to the County’s \$2,033,125* Public Improvement Serial Bonds – 2018 (hereinafter referred to as the “Bonds”).

The factors affecting the County’s financial condition and the Bonds are described throughout this Official Statement. Inasmuch as many of these factors, including economic and demographic factors, are complex and may influence the County tax base, revenues, and expenditures, this Official Statement should be read in its entirety, and no one factor should be considered more or less important than any other by reason of its relative position in this Official Statement.

All quotations from and summaries and explanations of provisions of the Constitution and laws of the State and acts and proceedings of the County contained herein do not purport to be complete and are qualified in their entirety by reference to the official compilations thereof and all references to the Bonds and the proceedings of the County relating thereto are qualified in their entirety by reference to the definitive form of the Bonds and such proceedings.

THE BONDS

Description of the Bonds

The Bonds will be issued in fully registered form and when issued will be registered in the name of Cede & Co. as nominee of The Depository Trust Company, New York, New York (“DTC”). DTC will act as Securities Depository for the Bonds. Individual purchases will be made in book-entry form only, in the principal amount of \$5,000, or integral multiples thereof, except for one necessary odd denomination in the first maturity. Purchasers will not receive certificates representing their interest in the Bonds.

The Bonds are dated the date of delivery and mature as set forth on the inside cover page. Interest on the Bonds will be payable semi-annually on June 15 and December 15 in each year until maturity, commencing June 15, 2019. Interest on the Bonds will be calculated on a 30-day month and 360-day year basis. Upon issuance of the Bonds, a single fully-registered bond will be issued for each maturity. Principal and interest will be paid by the County to DTC, which will in turn remit such principal and interest to its Participants, for subsequent distribution to the Beneficial Owners of the Bonds, as described herein. The “Record Date” of the Bonds will be the last business day of the month next preceding each such interest payment date. The Bonds may be transferred in the manner described on the Bonds and as referenced in certain proceedings of the County referred to therein.

Optional Redemption

The Bonds maturing on or before June 15, 2027 shall not be subject to redemption prior to maturity. The Bonds maturing on or after June 15, 2028 shall be subject to redemption prior to maturity as a whole or in part (and by lot if less than all of a maturity is to be redeemed), at the option of the County on June 15, 2027 or on any date thereafter at par (100%), plus accrued interest to the date of redemption.

If less than all of the Bonds of any maturity are to be redeemed, the particular Bonds of such maturity to be redeemed shall be selected by the County by lot in any customary manner of selection as determined by the County Commissioner of Finance. Notice of such call for redemption shall be given by mailing such notice to the registered holder not more than sixty (60) days nor less than thirty (30) days prior to such date. Notice of redemption having been given as aforesaid, the Bonds so called for redemption shall, on the date for redemption set forth in such call for redemption, become due and payable, together with interest to such redemption date, and interest shall cease to be paid thereon after such redemption date.

* Preliminary, subject to change.

Nature of Obligation

Each Bond when duly issued and paid for will constitute a contract between the County and the holder thereof.

The Bonds will be general obligations of the County and will contain a pledge of the faith and credit of the County for the payment of the principal thereof and the interest thereon. For the payment of such principal and interest the County has power and statutory authorization to levy ad valorem taxes on all taxable real property in the County subject to certain statutory limitations imposed by Chapter 97 of the New York Laws of 2011. (See "TAX LEVY LIMIT LAW," herein).

Under the Constitution of the State, the County is required to pledge its faith and credit for the payment of the principal of and interest on the Bonds, and the State is specifically precluded from restricting the power of the County to levy taxes on real property therefor. On June 24, 2011, the Governor signed into law Chapter 97 of the New York Laws of 2011, imposing a limitation on the power of local governments and school districts, including the County, to increase their annual tax levy above a certain specified amount. (See "TAX LEVY LIMIT LAW," herein).

Purpose of Issue

The Bonds are being issued pursuant to the Constitution and statutes of the State of New York, including among others, the County Law, the Local Finance Law and the bond resolutions authorizing the following:

| <u>Project</u> | County | <u>Authorization Date</u> | Bond |
|------------------------|---------------------|---------------------------|---------------------|
| | <u>Resolution #</u> | | <u>Amount</u> |
| Highway Infrastructure | 87/2017 | 4/4/2017 | \$ 1,000,000 |
| Highway Equipment | 159/2018 | 7/3/2018 | 500,000 |
| Bikeways | 142/2018 | 6/5/2018 | 333,125 |
| Prek/El Vehicles | 192/2018 | 8/7/2018 | 200,000 |
| Total Bond Amount: | | | <u>\$ 2,033,125</u> |

BOOK-ENTRY-ONLY SYSTEM

The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC, is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will

not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Redemption proceeds, distributions, and dividend payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from Issuer or Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, Agent, or Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the County, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the County. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

The County may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed and delivered, as applicable.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that County believes to be reliable, but County takes no responsibility for the accuracy thereof.

Source: The Depository Trust Company.

THE COUNTY CANNOT AND DOES NOT GIVE ANY ASSURANCES THAT DTC, DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC WILL DISTRIBUTE TO THE BENEFICIAL OWNERS OF THE BONDS (1) PAYMENTS OF PRINCIPAL OF OR INTEREST OR REDEMPTION PREMIUM ON THE BONDS (2) CONFIRMATIONS OF THEIR OWNERSHIP INTERESTS IN THE BONDS OR (3) OTHER NOTICES SENT TO DTC OR CEDE & CO., ITS PARTNERSHIP NOMINEE, AS THE REGISTERED OWNER OF THE BONDS, OR THAT THEY WILL DO SO ON A TIMELY BASIS, OR THAT DTC, DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFICIAL STATEMENT.

THE COUNTY WILL NOT HAVE ANY RESPONSIBILITY OR OBLIGATIONS TO DTC, THE DIRECT PARTICIPANTS, THE INDIRECT PARTICIPANTS OF DTC OR THE BENEFICIAL OWNERS WITH RESPECT TO (1) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC; (2) THE PAYMENT BY DTC OR ANY DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL AMOUNT OF OR INTEREST OR REDEMPTION PREMIUM ON THE BONDS; (3) THE DELIVERY BY DTC OR ANY DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC OF ANY NOTICE TO ANY BENEFICIAL OWNER THAT IS REQUIRED OR PERMITTED TO BE GIVEN TO OWNERS OR (4) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS THE REGISTERED HOLDER OF THE BONDS.

THE INFORMATION CONTAINED HEREIN CONCERNING DTC AND ITS BOOK-ENTRY SYSTEM HAS BEEN OBTAINED FROM DTC AND THE COUNTY MAKES NO REPRESENTATION AS TO THE COMPLETENESS OR THE ACCURACY OF SUCH INFORMATION OR AS TO THE ABSENCE OF MATERIAL ADVERSE CHANGES IN SUCH INFORMATION SUBSEQUENT TO THE DATE HEREOF.

Certificated Bonds

DTC may discontinue providing its services with respect to the Bonds at any time by giving notice to the County and discharging its responsibilities with respect thereto under applicable law, or the County may terminate its participation in the system of book-entry-only transfers through DTC at any time. In the event that such book-entry-only system is discontinued, the following provisions will apply: the Bonds will be issued in fully registered form in multiples of \$5,000 each thereof for any single maturity. Principal of and interest on the Bonds when due will be payable upon presentation at the office of the fiscal agent bank to be named by the County upon termination of the book-entry-only system. Interest on the Bonds will be payable semi-annually on June 15 and December 15 in each year until maturity, commencing June 15, 2019. Such interest will be payable by check drawn on the fiscal agent and mailed to the registered owner on each interest payment date at the address as shown on the registration books of the fiscal agent as of the last business day of the calendar month preceding each such interest payment date. Bonds may be transferred or exchanged at no cost to the registered owner at any time prior to maturity at the office of the fiscal agent for Bonds of the same or any other authorized denomination or denominations in the same aggregate principal amount upon the terms set forth in the Bond Certificate of the Commissioner of Finance authorizing the sale of the Bonds and fixing the details thereof and in accordance with the Local Finance Law. The fiscal agent shall not be obligated to make any such transfer or exchange of Bonds between the last business day of the calendar month preceding an interest payment date and such interest payment date.

REMEDIES UPON DEFAULT

Neither the Bonds, nor the proceedings with respect thereto, specifically provide any remedies which would be available to owners of the Bonds should the County default in the payment of principal of or interest on the Bonds, nor do they contain any provisions for the appointment of a trustee to enforce the interests of the owners of the Bonds upon the occurrence of any such default. The Bonds are general obligation contracts between the County and the owners for which the faith and credit of the County are pledged and while remedies for enforcement of payment are not expressly included in the County's contract with such owners, any permanent repeal by statute or constitutional amendment of a bondholder's and/or noteholder's remedial right to judicial enforcement of the contract should, in the opinion of Bond Counsel, be held unconstitutional.

Upon default in the payment of principal of or interest on the Bonds at the suit of the owner, a Court has the power, in proper and appropriate proceedings, to render judgment against the County. The present statute limits interest on the amount adjudged due to contract creditors to nine per centum per annum from the date due to the date of payment. As a general rule, property and funds of a municipal corporation serving the public welfare and interest have not been judicially subjected to execution or attachment to satisfy a judgment. A Court also has the power, in proper and appropriate proceedings, to order payment of a judgment on such bonds or notes from funds lawfully available therefor or, in the absence thereof, to order the County to take all lawful action to obtain the same, including the raising of the required amount in the next annual tax levy. In exercising its discretion as to whether to issue such an order, the Court may take into account all relevant factors, including the current operating needs of the County and the availability and adequacy of other remedies. Upon any default in the payment of the principal of or interest on the Bonds, the owners of such Bonds could, among other remedies, seek to obtain a writ of mandamus from a Court ordering the governing body of the County to assess, levy and collect an ad valorem tax, upon all taxable property of the County subject to taxation by the County sufficient to pay the principal of and interest on the Bonds as the same shall come due and payable (and interest from the due date to date of payment) and otherwise to observe the covenants contained in the Bonds and the proceedings with respect thereto all of which are included in the contract with the owners of the Bonds. The mandamus remedy, however, may be impracticable and difficult to enforce. Further, the right to enforce payment of the principal of or interest on the Bonds may be limited by bankruptcy, insolvency, reorganization, moratorium and similar laws and equitable principles, which may limit the specific enforcement of certain remedies.

In 1976, the New York Court of Appeals, the State's highest court, held in *Flushing National Bank v. Municipal Assistance Corporation for the City of New York*, 40 N.Y.2d 731 (1976), that the New York State legislation purporting to postpone the payment of debt service on New York City obligations was an unconstitutional moratorium in violation of the New York State constitutional faith and credit mandate included in all municipal debt obligations. While that case can be viewed as a precedent for protecting the remedies of Bondholders, there can be no assurance as to what a Court may determine with respect to future events, including financial crises as they may occur in the State and in municipalities of the State, that require the exercise by the State of its emergency and police powers to assure the continuation of essential public services. (See also, *Flushing National Bank v. Municipal Assistance Corporation for the City of New York*, 40 N.Y.2d 1088 (1977), where the Court of Appeals described the pledge as a direct Constitutional mandate.)

As a result of the Court of Appeals decision, the constitutionality of that portion of Title 6-A of Article 2 of the Local Finance Law enacted at the 1975 Extraordinary Session of the State legislature authorizing any county, city, town or village with respect to which the State has declared a financial emergency to petition the State Supreme Court to stay the enforcement against such municipality of any claim for payment relating to any contract, debt or obligation of the municipality during the emergency period, is subject to doubt. In any event, no such emergency has been declared with respect to the County.

Pursuant to Article VIII, Section 2 of the State Constitution, the County is required to provide an annual appropriation of monies for the payment of due and payable principal of and interest on indebtedness. Specifically this constitutional provision states: "If at any time the respective appropriating authorities shall fail to make such appropriations, a sufficient sum shall be set apart from the first revenues thereafter received and shall be applied to such purposes. The fiscal officer of any county, city, town, village or district may be required to set aside and apply such revenues as aforesaid at the suit of any holder of obligations issued for any such indebtedness." This constitutes a specific non-exclusive constitutional remedy against a defaulting municipality or district; however, it does not apply in a context in which monies have been appropriated for debt service but the appropriating authorities decline to use such monies to pay debt service. However, Article VIII, Section 2 of the Constitution of the State also provides that the fiscal officer of any county, city, town, village or district may be required to set apart and apply such revenues at the suit of any holder of any obligations of indebtedness issued with the pledge of the faith of the credit of such political subdivision. In *Quirk v. Municipal Assistance Corp.*, 41 N.Y.2d 644 (1977), the Court of Appeals described this as a "first lien" on revenues, but one that does not give holders a right to any particular revenues. It should thus be noted that the pledge of the faith and credit of a political subdivision in the State is a pledge of an issuer of a general obligation bond or note to use its general revenue powers, including, but not limited to, its property tax levy, to pay debt service on such obligations, but that such pledge may or may not be interpreted by a court of competent jurisdiction to include a constitutional or statutory lien upon any particular revenues. The Constitutional provision providing for first revenue set asides does not apply to tax anticipation notes, revenue anticipation notes or bond anticipation notes.

While the courts in the State have historically been protective of the rights of holders of general obligation debt of political subdivisions, it is not possible to predict what a future court might hold.

In prior years, certain events and legislation affecting a holder's remedies upon default have resulted in litigation. While courts of final jurisdiction have generally upheld and sustained the rights of bondholders and/or noteholders, such courts might hold that future events, including a financial crisis as such may occur in the State or in political subdivisions of the State, may require the exercise by the State or its political subdivisions of emergency and police powers to assure the continuation of essential public services prior to the payment of debt service.

MUNICIPAL BANKRUPTCY

The undertakings of the County should be considered with reference, specifically, to Chapter IX of the Bankruptcy Act, 11 U.S.C. §401, et seq., as amended ("Chapter IX") and, in general, to other bankruptcy laws affecting creditors' rights and municipalities. Chapter IX permits any political subdivision, public agency or instrumentality that is insolvent or unable to meet its debts (i) to file a petition in a Court of Bankruptcy for the purpose of effecting a plan to adjust its debts provided such entity is authorized to do so by applicable state law; (ii) directs such a petitioner to file with the court a list of a petitioner's creditors; (iii) provides that a petition filed under such chapter shall operate as a stay of the commencement or continuation of any judicial or other proceeding against the petitioner; (iv) grants priority to debt owed for services or material actually provided within three (3) months of the filing of the petition; (v) directs a petitioner to file a plan for the adjustment of its debts; and (vi) provides that the plan must be accepted in writing by or on behalf of creditors holding at least two-thirds (2/3) in amount or more than one-half (1/2) in number of the listed creditors.

Bankruptcy proceedings by the County could have adverse effects on bondholders and/or noteholders including (a) delay in the enforcement of their remedies, (b) subordination of their claims to those supplying goods and services to the County after the initiation of bankruptcy proceedings and to the administrative expenses of bankruptcy proceedings and (c) imposition without their consent of a reorganization plan reducing or delaying payment of the Bonds. The Bankruptcy Code contains provisions intended to ensure that, in any reorganization plan not accepted by at least a majority of a class of creditors such as the holders of general obligation bonds, such creditors will have the benefit of their original claim or the "indubitable equivalent". The effect of these and other provisions of the Bankruptcy Code cannot be predicted and may be significantly affected by judicial interpretation.

Accordingly, enforceability of the rights and remedies of the owners of the Bonds, and the obligations incurred by the County, may become subject to Chapter IX and applicable bankruptcy, insolvency, reorganization, moratorium, or similar laws relating to or affecting the enforcement of creditor's rights generally, now or hereafter in effect, equity principles which may limit the specific enforcement under State law of certain remedies, the exercise by the United States of America of the powers delegated to it by the Constitution, the reasonable and necessary exercise, in certain exceptional situations, of the police powers inherent in the sovereignty of the State and its governmental bodies in the interest of serving a significant and legitimate public purpose and the limitations on remedies against public agencies in the State. Bankruptcy proceedings, or

the exercise of powers by the federal or State government, if initiated, could subject the owners of the Bonds to judicial discretion, interpretation and of their rights in bankruptcy or otherwise, and consequently may entail risks of delay, limitation, or modification of their rights.

The State has consented (see Title 6-A of the Local Finance Law) that any municipality in the State may file a petition with any United States district court or court of bankruptcy under any provision of the laws of the United States, now or hereafter in effect for the composition or adjustment of municipal indebtedness. However, it is noted that there is no record of any recent filings by a New York municipality. Since the New York City fiscal crisis in 1975, the State has legislated a finance control or review board and assistance corporations to monitor and restructure finance matters in addition to New York City, for the Cities of Yonkers, Troy and Buffalo and for the Counties of Nassau and Erie. Similar active intervention pursuant to State legislation to relieve fiscal stress for the County in the future cannot be assured.

No current state law purports to create any priority for holders of the Bonds should the County be under the jurisdiction of any court, pursuant to the laws of the United States, now or hereafter in effect, for the composition or adjustment of municipal indebtedness.

The above references to the Bankruptcy Act are not to be construed as an indication that the County is currently considering or expects to resort to the provisions of the Bankruptcy Act.

FINANCIAL CONTROL BOARDS

Pursuant to Article IX Section 2(b)(2) of the State Constitution, any municipality in the State may request the intervention of the State in its “property, affairs and government” by a two-thirds vote of the total membership of its legislative body or on request of its chief executive officer concurred in by a majority of such membership. This has resulted in the adoption of special acts for the establishment of public benefit corporations with varying degrees of authority to control the finances (including debt issuance) of the Cities of Buffalo, Troy and Yonkers and the County of Nassau. The specific authority, powers and composition of the financial control boards established by these acts varies based upon circumstances and needs. Generally, the State legislature has granted such boards the power to approve or disapprove budget and financial plans and to issue debt on behalf of the municipality, as well as to impose wage and/or hiring freezes and in certain cases approve or disapprove collective bargaining agreements. Implementation is generally left to the discretion of the board of the public benefit corporation. Such a State financial control board was first established for New York City in 1975. In addition, upon the issuance of a certificate of necessity of the Governor reciting facts which in the judgment of the Governor constitute an emergency requiring enactment of such laws, with the concurrences of two-thirds of the members elected in each house of the State legislature, the State is authorized to intervene in the “property, affairs and governments” of local government units. This occurred in the case of the County of Erie in 2005. The authority of the State to intervene in the financial affairs of a local government is further supported by Article VIII, Section 12 of the Constitution which declares it to be the duty of the State legislature to restrict, subject to other provisions of the Constitution, the power of taxation, assessment, borrowing money and contracting indebtedness and loaning the credit of counties, cities, towns and villages so as to prevent abuses in taxation and assessment and in contracting indebtedness by them.

In 2013, the State established a new state advisory board to assist counties, cities, towns and villages in financial distress. The Financial Restructuring Board for Local Governments (the “FRB”), is authorized to conduct a comprehensive review of the finances and operations of any such municipality deemed by the FRB to be fiscally eligible for its services upon request by resolution of the municipal legislative body and concurrence of its chief executive. The FRB is authorized to make recommendations for, but cannot compel improvement of fiscal stability, management and delivery of municipal services, including shared services opportunities and is authorized to offer grants and/or loans of up to \$5,000,000 through a Local Government Performance and Efficiency Program to undertake certain recommendations. If a municipality agrees to undertake the FRB recommendations, it will be automatically bound to fulfill the terms in order to receive the aid.

The FRB is also authorized to serve as an alternative arbitration panel for binding arbitration.

Although from time to time there have been proposals for the creation of a statewide financial control board with broad authority over local governments in the State, the FRB does not have emergency financial control board powers to intervene in the finances and operations of entities such as the public benefit corporations established by special acts as described above.

Several municipalities in the State are presently working with the FRB. The County has not applied to the FRB and does not reasonably anticipate submission of a request or has it applied to the FRB for a comprehensive review of its finances and operations. School districts and fire districts are not eligible for FRB assistance.

NO PAST DUE DEBT

No principal or interest payment on County indebtedness is past due. The County was 3 days late in making a \$177,496.28 interest payment that was due to DTC on June 15, 2018. Payment was promptly wired to DTC on June 18, 2019 once the County was made aware of the late payment. The reason of the late payment was due to a clerical oversight.

MARKET MATTERS AFFECTING FINANCINGS OF THE MUNICIPALITIES OF THE STATE

The County's credit rating could be affected by circumstances beyond the County's control. Economic conditions such as the rate of unemployment and inflation, termination of commercial operations by corporate taxpayers and employers, as well as natural catastrophes, could adversely affect the assessed valuation of County property and its ability to maintain fund balances and other statistical indices commensurate with its current credit rating. As a consequence, a decline in the County's credit rating could adversely affect the market value of the Bonds.

If and when an owner of any of the Bonds should elect to sell all or a part of the Bonds prior to maturity, there can be no assurance that a market will have been established, maintained and continue in existence for the purchase and sale of any of those Bonds. The market value of the Bonds is dependent upon the ability of holder to potentially incur a capital loss if such Bonds are sold prior to its maturity.

There can be no assurance that adverse events including, for example, the seeking by another municipality in the State or elsewhere of remedies pursuant to the Federal Bankruptcy Act or otherwise, will not occur which might affect the market price of and the market for the Bonds. In particular, if a significant default or other financial crisis should occur in the affairs of the State or any of its municipalities, public authorities or other political subdivisions thereby possibly further impairing the acceptability of obligations issued by those entities, both the ability of the County to arrange for additional borrowings as well as the market for and market value of outstanding debt obligations, including the Bonds, could be adversely affected.

The County is dependent in part upon financial assistance from the State in the form of State aid as well as grants and loans to be received ("State Aid"). The County's receipt of State aid may be delayed as a result of the State's failure to adopt its budget timely and/or to appropriate State Aid to municipalities and school districts. Should the County fail to receive all or a portion of the amounts of State Aid expected to be received from the State in the amounts and at the times anticipated, occasioned by a delay in the payment of such moneys or by a reduction in State Aid or its elimination, the County is authorized pursuant to the Local Finance Law to provide operating funds by borrowing in anticipation of the receipt of such uncollected State Aid, however, there can be no assurance that, in such event, the County will have market access for any such borrowing on a cost effective basis. The elimination of or any substantial reduction in State Aid would likely have a materially adverse effect upon the County requiring either a counterbalancing increase in revenues from other sources to the extent available or a curtailment of expenditures. (See also "*State Aid*" herein.)

Future amendments to applicable statutes whether enacted by the State or the United States of America affecting the treatment of interest paid on municipal obligations, including the Bonds, for income taxation purposes could have an adverse effect on the market value of the Bonds (see "*Tax Matters*" herein).

The enactment of the Tax Levy Limit Law, which imposes a tax levy limitation upon municipalities, school districts and fire districts in the State, including the County, without providing exclusion for debt service on obligations issued by municipalities and fire districts, may affect the market price and/or marketability for the Bonds. (See "*The Tax Levy Limit Law*" herein.)

Federal or State legislation imposing new or increased mandatory expenditures by municipalities, school districts and fire districts in the State, including the County could impair the financial condition of such entities, including the County and the ability of such entities, including the County to pay debt service on the Bonds.

CYBERSECURITY

The County, like many other public and private entities, relies on technology to conduct its operations. As a recipient and provider of personal, private, or sensitive information, the County faces multiple cyber threats including, but not limited to, hacking, viruses, malware and other attacks on computer and other sensitive digital networks and systems. To mitigate the risk of business operations impact and/or damage from cyber incidents or cyber-attacks, the County invests in various forms of cybersecurity and operational controls; however, no assurances can be given that such security and operational control measures will be completely successful to guard against cyber threats and attacks. The results of any such attack could impact business operations and/or damage County digital networks and systems and the costs of remedying any such damage could be substantial.

The County recently added cyber liability coverage to its package policy covering property and general liability. It covers 1st party security breach covering expenses related to data restoration and recreation, notification costs to comply with State and Federal reporting requirements, credit monitoring and costs of public relations firms. The 1st party coverage has a limit of \$50,000 per occurrence with a \$1,000 deductible. The 3rd party coverage includes network security coverage, has a \$100,000 limit per occurrence and a \$2,500 deductible. Additionally, the County Legislature recently adopted an information technology policy which covers the use of County networks and equipment. Mandatory training was recently conducted for every County employee by the IT director and the Personnel Officer so that every County employee is fully aware of the restrictions on the use of County equipment so that potential risks can be mitigated.

THE COUNTY

There follows in this Official Statement a brief description of the County, together with certain information concerning its economy and governmental organization, its indebtedness, current major revenue sources and general and specific funds.

General Information

The County of Putnam, with a land area of 246 square miles, was organized in 1812. The County is approximately 50 miles north of New York City and bordered by Dutchess County to the north, Westchester County to the south, the State of Connecticut to the east and the Hudson River to the west. Within the County are six towns (Carmel, Kent, Patterson, Philipstown, Putnam Valley and Southeast) and three incorporated villages (Brewster, Cold Spring and Nelsonville).

The County is principally residential in character and combines a suburban and rural setting. A wide range of homes including country estates, one-family homes, apartment units, condominiums, and seasonal dwellings are available in the County. There are 116 lakes and ponds and 8 miles of Hudson River shoreline which provide recreational activities including boating, swimming, and fishing. Businesses located in the County are primarily mercantile in nature with some light manufacturing.

Utilities

The entire County is serviced by New York State Electric and Gas Corporation, except the Town of Philipstown which is served by Central Hudson Gas and Electric Corporation. Verizon provides telephone service to the County. Water and sewer service is provided primarily by private homeowner systems. Municipal water and sewer service, however, is available in some of the more densely populated areas of the County.

Transportation

Interstate Routes #84 and #684 provide Putnam County with excellent high-speed limited access highways and linkage to the nation's interstate highway system, major markets, and urban centers. Four convenient interchanges exist on the interstate system including the cloverleaf interchange in Brewster, where I-84, I-684, and U.S. Routes #6, #202, and #22 intersect. U.S. Routes #9, #22 and #6 and the Taconic State Parkway supplement these two important interstate routes.

Freight and passenger service is available on both the east and west sides of the County. Passenger service to New York City is provided by the Metropolitan Transportation Authority by Metro North Railroad on a regular basis between Brewster Village, Southeast, Garrison, and Cold Spring and New York City's Grand Central Terminal. Freight-Service is provided by Conrail's Hudson Division Line on the west side of the County and on the east side by Conrail's Harlem Division Line.

Bus service is provided to New York City and points in Westchester County by Hudson Valley Transit Company, Happy Times Commuter Service, Leprechaun Lines, and the Westchester County bus system. Putnam Area Rapid Transit provides bus service within the County. Putnam County is within one hour's driving time to New York City's LaGuardia Airport, Kennedy International Airport, and within two hours to Newark International Airport in New Jersey. The Westchester County Airport, located 20 miles south of the County off of Interstate #684, and Stewart Airport in nearby Orange County, are also available to provide commercial airline service to residents of the County.

Other Services

A full range of municipal services are provided to the residents of the County, including social services, health services, services for the aging, bus transportation, housing assistance, recreation, highways, youth services, consumer protection, police protection, fire coordination, Job Training Program Administration, legal aid, and planning and development. Some of the services provided by the political subdivisions of the County include highways, parks and recreation, planning, zoning and subdivision controls, police protection, tax assessment and local courts.

Educational Facilities

There are six school districts located within the County which provide primary and secondary education. Numerous higher educational facilities are available in nearby Westchester County, Dutchess County and Connecticut.

Recreational Facilities

The County and the Mid-Hudson Valley area offer a rich mixture of year-round cultural and recreational opportunities. Historic sites, museums, antique shops, concert halls, theater, fine restaurants, hiking, boating, swimming, golf, tennis, skiing, fishing and much more can be enjoyed within the County borders.

Major Public Sector Employers in the County

| <u>Name</u> | <u>Type</u> | <u>Approximate Number of Employees</u> |
|---------------------------------------|-------------------|--|
| Putnam County | County Government | 794 |
| Mahopac Central School District | Public Education | 773 |
| Carmel Central School District | Public Education | 712 |
| Brewster Central School District | Public Education | 600 |
| Putnam Valley Central School District | Public Education | 290 |
| Haldane Central School District | Public Education | 155 |
| Town of Carmel | Town Government | 131 |
| Town of Kent | Town Government | 108 |

Source: Putnam County Department of Planning.

Major Private Sector Employers in the County

| <u>Name</u> | <u>Type</u> | <u>Approximate Number of Employees</u> |
|-------------------------------------|------------------------|--|
| Putnam Hospital Center | Health Services | 900 |
| Green Chimneys | Services | 502 |
| Putnam Associated Resource Center | Services | 375 |
| Putnam Precision Products, Inc | Manufacturing | 290 |
| Cerebral Palsy of Putnam & Dutchess | Services | 264 |
| Big V ShopRite Supermarket | Retail | 250 |
| Arms Acres, Inc. | Services | 230 |
| CareMount Medical PC | Health Services | 223 |
| Ace Endico | Food Service & Retail | 202 |
| Graymoor | Services | 200 |
| Home Depot | Retail | 195 |
| Acme Supermarkets (3 locations) | Food Services & Retail | 172 |
| DeCiccio Family Market | Food Services & Retail | 150 |
| TOPS | Food Services & Retail | 125 |
| NYS Electric & Gas Corp. | Public Utility | 119 |
| Powers Fasteners, Inc | Manufacturing | 107 |
| Kohl's Department Store | Retail | 100 |
| Dairy Conveyor Corp | Manufacturing | 100 |
| Hipotronics, Inc. | Manufacturing | 96 |
| PCSB (4 locations) | Fire | 95 |
| Lamothermic Corporation | Manufacturing | 90 |
| Mahopac National Bank | Fire | 74 |
| MV Contract Transportation | Transportation | 72 |
| Akzo Nobel Corp. | Manufacturing | 70 |
| Unilock | Manufacturing | 70 |

Source: Putnam County Department of Planning.

Recent Economic Development Activities

Specific organizational activities related to economic development have included the following:

- The County Planning Department established and strengthened ties with state, regional and private sector agencies and offices interested in promoting economic development. The philosophy is that the County benefits from a regional approach to economic development.
- On a daily basis, the planning staff responds to requests for information from many different sources. Over the past year, the planning staff has responded to an estimated two hundred inquiries. These inquiries related to census data, maps, housing, potential sites for housing projects and commercial/industrial projects, tourism and recreation information, economic data, funding sources for projects, attitudes of the County and towns toward development, environmental information, transportation information, and aerial photography. Requests for information come from the general public, developers, real estate agencies, governmental agencies (local, federal, state and regional) commercial and savings banks, not-for-profit corporations, investment banks and business location consultants. Information requests come from sources within the County as well as outside the County and the State.
- The capital improvement program for the County reflects major County highway and mass transportation improvements which will have a positive influence on economic growth in the County.
- Through the County Executive and the Planning Department Staff economic development proposals generally are received in a positive manner. Direct meetings are held at a very early stage in the development process and this has been well received by prospects interested in moving to the County.
- The County's tourist promotion agency participates in the "I Love New York" matching funds program.
- The County provides some funding for the Putnam County Economic Development Corporation. No debt of this agency is guaranteed or secured by the County.
- The County Planning Department assists local municipalities to apply for NYS Consolidated Funding Applications (CFA) grants to facilitate economic development within the County.
- The County has funded sewer feasibility studies in the town of Carmel and Southeast to improve infrastructure and encourage economic development.

Source: County officials.

Construction Permit Data

| <u>Year</u> | <u>Value of Residential Construction</u> | <u>Number of Building Permits</u> ⁽¹⁾ |
|-------------|--|--|
| 2011 | 27,952,050 | 138 |
| 2012 | 11,721,445 | 38 |
| 2013 | 14,419,500 | 52 |
| 2014 | 13,233,825 | 58 |
| 2015 | 11,562,070 | 31 |
| 2016 | 12,369,758 | 41 |
| 2017 | 12,859,223 | 36 |

⁽¹⁾ Includes residential new alterations and demolitions.

⁽²⁾ Information not available as of the date of this Official Statement.

Population Trends

| <u>Year</u> | <u>Putnam County</u> | <u>New York State</u> |
|------------------|----------------------|-----------------------|
| 1970 | 56,696 | 18,236,882 |
| 1980 | 77,193 | 17,558,072 |
| 1990 | 83,941 | 17,990,455 |
| 2000 | 95,745 | 18,976,457 |
| 2010 | 99,710 | 19,378,102 |
| 2017 (estimated) | 99,323 | 19,849,399 |

Source: U.S. Census Bureau, Population Division; Annual estimates of the resident population: July 1, 2017

Selected Wealth and Income Indicators

Per capita and median family income statistics are available for the County and State. Listed below are select figures from the 2000 Census Report and 2006-2010 and 2012-2016 American Community Survey 5 Year Estimates.

| | <u>Per Capita Income</u> | | | <u>Median Family Income</u> | | |
|----------------|--------------------------|------------------|------------------|-----------------------------|------------------|------------------|
| | <u>2000</u> | <u>2006-2010</u> | <u>2012-2016</u> | <u>2000</u> | <u>2006-2010</u> | <u>2012-2016</u> |
| Putnam County | \$ 30,127 | \$ 37,915 | \$ 41,993 | \$ 82,197 | \$ 101,576 | \$ 113,770 |
| New York State | 23,389 | 30,948 | 34,212 | 51,691 | 67,405 | 74,036 |

Note: 2013-2017 American Community Survey estimates are not available as of the date of this Official Statement.

Source: U.S. Census Bureau, 2000 census, 2006-2010 and 2012-2016 American Community Survey data.

Unemployment Rate Statistics

| | <u>Annual Average</u> | | | | | | |
|----------------|-----------------------|-------------|-------------|-------------|-------------|-------------|-------------|
| | <u>2011</u> | <u>2012</u> | <u>2013</u> | <u>2014</u> | <u>2015</u> | <u>2016</u> | <u>2017</u> |
| Putnam County | 7.0% | 7.2% | 6.1% | 4.9% | 4.3% | 4.0% | 4.3% |
| New York State | 8.3% | 8.5% | 7.7% | 6.3% | 5.3% | 4.8% | 4.7% |

| | <u>2018 Monthly Figures</u> | | | | | | | | |
|----------------|-----------------------------|------------|------------|------------|------------|------------|------------|------------|------------|
| | <u>Jan</u> | <u>Feb</u> | <u>Mar</u> | <u>Apr</u> | <u>May</u> | <u>Jun</u> | <u>Jul</u> | <u>Aug</u> | <u>Sep</u> |
| Putnam County | 4.7% | 5.0% | 4.4% | 4.0% | 3.5% | 3.8% | 3.8% | 3.8% | N/A |
| New York State | 5.1% | 5.1% | 4.8% | 4.3% | 3.7% | 4.2% | 4.2% | 4.1% | N/A |

Source: Department of Labor, State of New York. (Note: Figures not seasonally adjusted).

State Aid

The County receives financial assistance from the State. If the State should experience difficulty in borrowing funds in anticipation of the receipt of State taxes in order to pay State aid to municipalities in the State, including the County, in any year, the County may be affected by a delay in the receipt of State aid until sufficient State taxes have been received by the State to make State aid payments. Additionally, if the State should not adopt its budget in a timely manner, in any year, municipalities in the State, including the County may be affected by a delay in the payment of State aid.

The State is not constitutionally obligated to maintain or continue State aid to the County. No assurance can be given that present State aid levels will be maintained in the future. In view of the State's continuing budget problems, future State aid reductions are likely. State budgetary restrictions which eliminate or substantially reduce State aid could have a material adverse effect upon the County requiring either a counterbalancing increase in revenues from other sources to the extent available, or a curtailment of expenditures (see also "MARKET MATTERS AFFECTING FINANCINGS OF THE MUNICIPALITIES OF THE STATE").

State Aid as a Percent of General Fund Revenues:

| <u>Year</u> | <u>General Fund Revenues ⁽¹⁾</u> | <u>State Aid</u> | <u>State Aid % of General Fund Revenues</u> |
|-----------------|---|------------------|---|
| 2013 | \$ 122,602,118 | \$ 14,913,724 | 12.16% |
| 2014 | 125,315,145 | 14,468,118 | 11.55 |
| 2015 | 124,628,790 | 15,683,594 | 12.58 |
| 2016 | 131,904,382 | 17,022,342 | 12.91 |
| 2017 | 133,510,634 | 16,915,084 | 12.67 |
| 2018 (Budgeted) | 133,652,883 | 17,144,663 | 12.82 |

⁽¹⁾ General fund only, does not include inter-fund transfers or reserve funds.

Source: 2013-2017 Comprehensive Annual Financial Reports and 2018 Budget of the County. Table itself is not audited.

Employees and Employee Contracts

The County currently has 595 full-time and 43 part-time employees (not including temporary workers), 515 of which are represented by the bargaining units listed below. There are 123 employees who are not represented by any bargaining unit.

| <u>Union</u> | <u>Full-time Employees</u> | <u>Part-time Employees</u> | <u>Contract Expiration Date</u> |
|---|--------------------------------|--------------------------------|-------------------------------------|
| Civil Service Employees Association | 303 | 24 | 12/31/16 ⁽¹⁾ |
| Putnam County Sheriff's Employee Association | 83 | 0 | 12/31/16 ⁽¹⁾ |
| Deputy Sheriffs Police Benevolent Association | 79 | 0 | 12/31/16 ⁽¹⁾ |
| Putnam Management Association (PUMA) | 25 | 1 | 12/31/18 |
| Non-Union (management) | 105 | 18 | N/A |

⁽¹⁾ Currently under negotiation.

Source: County officials.

Status and Financing of Employee Pension Benefits

Substantially all employees of the County are members of the New York State and Local Employees' Retirement System ("ERS"). The ERS is generally known as the "Common Retirement Fund". The Retirement System is a cost-sharing multiple public employer retirement system. The obligation of employers and employees to contribute, and the benefits to employees, are governed by the New York State Retirement System and Social Security Law (the "Retirement System Law"). The Retirement System offers several plans and benefits which are related to years of service and final average salary, vesting of retirement benefits, death and disability benefits and optional methods of benefit payments. All benefits generally vest after five years of credited service. The Retirement System Law generally provides that all participating employers in the retirement system are jointly and severally liable for any unfunded amounts. Such amounts are collected through annual billings to all participating employers. Generally, all employees, except certain part-time employees, participate in the Retirement System. The Retirement System is non-contributory with respect to members hired prior to July 27, 1976. All members hired on or after July 27, 1976 must contribute 3% of gross annual salary towards the cost of retirement programs during their first ten years of service.

The ERS is non- contributory with respect to members hired prior to July 27, 1976 (Tier 1 & 2); members hired from July 27, 1976 through December 31, 2009 (Tier 3 & 4) contribute 3% for the first 10 years of service and then become non-contributory; members hired from January 1, 2010 through March 31, 2012 (Tier 5) must contribute 3% for their entire careers; members hired April 1, 2012 (Tier 6) or after will contribute between 3 and 6 percent for their entire careers based on their annual wage.

Tier 5 provides for:

- Raising the minimum age at which most civilians can retire without penalty from 55 to 62 and imposing a penalty of up to 38% for any civilian who retires prior to age 62
- Requiring employees to continue contributing 3% of their salaries toward pension costs so long as they accumulate additional pension credits.
- Increasing the minimum years of service required to draw pension from 5 years to 10 years.
- Capping the amount of overtime that can be considered in the calculation of pension benefits for civilians at \$15,000 per year, and for police & firefighters at 15% of non-overtime wages.

Tier 6 provides for:

- Increase contribution rates of between 3% and 6% base on annual wage
- Increase in the retirement age from 62 years to 63 years
- A readjustment of the pension multiplier
- A change in the period for final average salary calculation from 3 years to 5 years

The County County does not contribute to PFRS. The County's contributions to ERS since 2013 and the 2018 budgeted payment are as follows:

| <u>Year</u> | <u>Amount</u> |
|-----------------|---------------|
| 2013 | \$ 5,836,143 |
| 2014 | 9,099,783 |
| 2015 | 10,106,684 |
| 2016 | 12,710,551 |
| 2017 | 10,628,750 |
| 2018 (Budgeted) | 8,442,425 |

Pursuant to various laws enacted between 1991 and 2002, the State Legislature authorized local governments to make available certain early retirement incentive programs to its employees. The County currently does not have any such programs outstanding.

Historical Trends and Contribution Rates: Historically there has been a State mandate requiring full (100%) funding of the annual actuarially required local governmental contribution out of current budgetary appropriations. With the strong performance of the Retirement System in the 1990s, the locally required annual contribution declined to zero. However, with the subsequent decline in the equity markets, the pension system became underfunded. As a result, required contributions increased substantially to 15% to 20% of payroll for the employees' and the police and fire retirement systems, respectively. Wide swings in the contribution rate resulted in budgetary planning problems for many participating local governments.

Chapter 49 of the Laws of 2003 amended the Retirement and Social Security Law and Local Finance Law. The amendments empowered the State Comptroller to implement a comprehensive structural reform program that establishes a minimum contribution for any employer equal to 4.5% of pensionable salaries for required contributions due December 15, 2003 and for all years thereafter where the actual rate would otherwise be 4.5% or less. In addition, it instituted a billing system that will advise employers over one year in advance concerning actual pension contribution rates.

Chapter 57 of the Laws of 2010 (Part TT) amended the Retirement and Social Security Law to authorize participating local government employers, if they so elect, to amortize an eligible portion of their annual required contributions to both ERS and the Local Police and Fire Retirement System ("PFRS"), when employer contribution rates rise above certain levels. The option to amortize the eligible portion began with the annual contribution due February 1, 2011. The amortizable portion of an annual required contribution is based on a "graded" rate by the State Comptroller in accordance with formulas provided in Chapter 57. Amortized contributions are to be paid in equal annual installments over a ten-year period, but may be prepaid at any time. Interest is to be charged on the unpaid amortized portion at a rate to be determined by State Comptroller, which approximates a market rate of return on taxable fixed rate securities of a comparable duration issued by comparable issuers. The interest rate is established annually for that year's amortized amount and then applies to the entire ten years of the amortization cycle of that amount. When in any fiscal year, the participating employer's graded payment eliminates all balances owed on prior amortized amounts, any remaining graded payments are to be paid into an employer contribution reserve fund established by the State Comptroller for the employer, to the extent that amortizing employer has no currently unpaid prior amortized amounts, for future such use.

Stable Rate Pension Contribution Option: The 2013-14 Adopted State Budget included a provision that authorized local governments, including the County, with the option to "lock-in" long-term, stable rate pension contributions for a period of years determined by the State Comptroller and ERS. The pension contribution rates under this program would reduce near-term payments for employers, but require higher than normal contributions in later years.

As a result of the rapidly rising pension contribution rates, the County entered the State Comptroller's Pension Amortization Plan pursuant to Chapter 57 of the laws of 2010. In 2013, the County amortized \$4,033,555 at 3% interest payable in 10 annual installments of \$472,853. The County paid off the remaining balance of \$2.6 million in December 2017. In 2014, the County amortized \$4,442,308 at 3.67% interest payable in 10 annual installments of \$538,736. The County paid off the remaining balance of \$3.7 million in December 2016. The County did not amortize any contributions for 2015, 2016, or 2017.

A chart of average ERS rates (2014 to 2019) is shown below:

| <u>Year</u> | <u>ERS</u> |
|-------------|------------|
| 2014 | 20.9% |
| 2015 | 20.1 |
| 2016 | 18.2 |
| 2017 | 15.5 |
| 2018 | 15.3 |
| 2019 | 14.9 |

The investment of monies and assumptions underlying same, of the Retirement System covering the County's employees is not subject to the direction of the County. Thus, it is not possible to predict, control or prepare for future unfunded accrued actuarial liabilities of the Retirement System ("UAALs"). The UAAL is the difference between total actuarially accrued liabilities and actuarially calculated assets available for the payment of such benefits. The UAAL is based on assumptions as to retirement age, mortality, projected salary increases attributed to inflation, across-the-board raises and merit raises, increases in retirement benefits, cost-of-living adjustments, valuation of current assets, investment return and other matters. Such UAALs could be substantial in the future, requiring significantly increased contributions from the County which could affect other budgetary matters. Concerned investors should contact the Retirement System administrative staff for further information on the latest actuarial valuations of the Retirement System.

While the County is aware of the potential negative impact on its budget and will take the appropriate steps to budget accordingly for the increase, there can be no assurance that its financial position will not be negatively impacted.

Other Post-Employment Benefits

It should also be noted that the County provides post-retirement healthcare benefits to various categories of former employees. These costs may be expected to rise substantially in the future. There is now an accounting rule that will require governmental entities, such as the County, to account for post-retirement healthcare benefits as it accounts for vested pension benefits. GASB Statement No. 45 ("GASB 45") of the Governmental Accounting Standards Board ("GASB"), described below, requires such accounting.

GASB 45 and OPEB. OPEB refers to "other post-employment benefits," meaning other than pension benefits. OPEB consist primarily of health care benefits, and may include other benefits such as disability benefits and life insurance. Until now, these benefits have generally been administered on a pay-as-you-go basis and have not been reported as a liability on governmental financial statements.

GASB 45 requires municipalities and school districts to account for OPEB liabilities much like they already account for pension liabilities, generally adopting the actuarial methodologies used for pensions, with adjustments for the different characteristics of OPEB and the fact that most municipalities and school districts have not set aside any funds against this liability. Unlike GASB 27, which covers accounting for pensions, GASB 45 does not require municipalities or school districts to report a net OPEB obligation at the start.

Under GASB 45, based on actuarial valuation, an annual required contribution ("ARC") will be determined for each municipality or school district. The ARC is the sum of (a) the normal cost for the year (the present value of future benefits being earned by current employees) plus (b) amortization of the unfunded accrued liability (benefits already earned by current and former employees but not yet provided for), using an amortization period of not more than 30 years. If a municipality or school district contributes an amount less than the ARC, a net OPEB obligation will result, which is required to be recorded as a liability on its financial statements.

GASB 45 does not require that the unfunded liability actually be amortized nor that it be advance funded, only that the municipality or school district account for its unfunded accrued liability and compliance in meeting its ARC.

Actuarial Valuation will be required every 2 years for OPEB plans with more than 200 members, every 3 years if there are less than 200 members.

The County has contracted with Armory Associates, LLC to prepare its post-retirement benefits valuation. Based on the most recent actuarial evaluation dated January 1, 2016, the following tables shows the components of the County's annual OPEB cost, the amount actuarially contributed to the plan, changes in the County's net OPEB obligation and funding status for the fiscal years ending December 31, 2015 and 2016:

Annual OPEB Cost and Net OPEB Obligation:

| | <u>2016</u> | <u>2017</u> |
|--|-----------------------|-----------------------|
| Annual required contribution (ARC) | \$ 16,614,719 | \$ 17,637,909 |
| Interest on net OPEB obligation | 3,273,761 | 3,553,645 |
| Adjustment to ARC | <u>(6,647,895)</u> | <u>(7,460,558)</u> |
| Annual OPEB cost (expense) | 13,240,585 | 13,730,996 |
| Contributions made | <u>(3,911,120)</u> | <u>(4,189,243)</u> |
| Increase in net OPEB obligation | 9,329,465 | 9,541,753 |
| Net OPEB obligation - beginning of year | <u>109,125,352</u> | <u>118,454,817</u> |
| Net OPEB obligation - end of year | <u>\$ 118,454,817</u> | <u>\$ 127,996,570</u> |
| Percentage of annual OPEB cost contributed | 29.5% | 30.5% |

Funding Status:

| | | |
|--|-----------------------|-----------------------|
| Actuarial Accrued Liability (AAL) | \$ 159,027,006 | \$ 166,522,884 |
| Actuarial Value of Assets | <u>0</u> | <u>0</u> |
| Unfunded Actuarial Accrued Liability (UAAL) | <u>\$ 159,027,006</u> | <u>\$ 166,522,884</u> |
| Funded Ratio (Assets as a Percentage of AAL) | 0.0% | 0.0% |

Source: Actuarial Reports of the County. The above table is not audited.

| <u>Fiscal Year Ended</u> | <u>Annual OPEB Cost</u> | <u>Percentage of Annual OPEB Cost Contributed</u> | <u>Net OPEB Obligation</u> |
|------------------------------|-----------------------------|---|--------------------------------|
| 2017 | \$ 13,730,996 | 30.5% | \$ 127,996,570 |
| 2016 | 13,240,585 | 29.5 | 118,454,817 |
| 2015 | 18,733,749 | 21.6 | 109,125,352 |

Source: Actuarial valuation reports of the County. The above table is not audited.

There is no authority in current State law to establish a trust account or reserve fund for this liability. The County has reserved \$0 towards its OPEB liability. The County funds this liability on a pay-as-you-go basis.

The County's unfunded actuarial accrued OPEB liability could have a material adverse impact upon the County's finances and could force the County to reduce services, raise taxes or both.

General Fund Operations

County finances are operated primarily through its General Fund. All taxes and most other revenues are paid into this fund and all current operating expenditures are made from it. (A statement of such revenues and expenditures for the five year period ending December 31, 2017 is contained in the Appendices). As reflected in the Appendices, the County derives the bulk of its annual revenues from a tax on real property, sales tax and from State aid. Capital improvements are generally financed by the issuance of bonds and bond anticipation notes.

Financial Statements

The County retains an independent certified public accounting firm for a continuous independent audit of all financial transactions of the County. The last audit was for the fiscal year ended December 31, 2017 and is incorporated by reference hereto as "APPENDIX – F". Certain summary financial information may also be found in the Appendices to this Official Statement.

The County complies with the Uniform System of Accounts as prescribed for counties in New York State by the State Comptroller. This System differs from generally accepted accounting principles (GAAP) as prescribed by the American Institute of Certified Public Accountants' Industry Audit Guide, "Audits of State and Local Governmental Units", and codified in Government Accounting, Auditing and Financial Reporting (GAAFR), published by the Governmental Accounting Standards Board (GASB). This difference is with respect to the annual update document which is not prepared using the GAAP standards while the audit report is prepared using such standards.

Changes to the Uniform System of Accounts as prescribed for counties have been made by the State Comptroller in order to conform the Uniform System of Accounts to certain of these principles. These changes require the County to maintain a record of fixed assets to be recorded at cost or at estimated historical cost.

Beginning with the fiscal year ending December 31, 2003 the County began issuing its financial statements in accordance with GASB Statement No. 34. This statement includes reporting of all assets including infrastructure and depreciation in the Government Wide Statement of Activities, as well as the Management's Discussion and Analysis. The County is in compliance with Statement No. 34.

New York State Comptroller Reports of Examination

The State Comptroller's office, i.e., the Department of Audit and Control, periodically performs a compliance review to ascertain whether the County has complied with the requirements of various State and Federal statutes. These audits can be searched on the official website of the Office of the New York State Comptroller.

The State Comptroller's office released an audit report of the County on April 4, 2014. The purpose of the audit was to examine the Probation Department's revenue collection process for the period January 1, 2012 through October 16, 2013.

The State Comptroller's office released its most recent audit report of the County on May 6, 2016. The purpose of the audit was to examine the Department's cash receipts process for the period January 1, 2012 through February 27, 2014.

A copy of the complete reports can be found via the official website of the Office of the New York State Comptroller.

There are no State Comptrollers audits of the District currently in progress or pending release at this time.

Note: Reference to website implies no warranty of accuracy of information therein.

The State Comptroller's Fiscal Stress Monitoring System

The New York State Comptroller has reported that New York State's school districts and municipalities are facing significant fiscal challenges. As a result, the Office of the State Comptroller has developed a Fiscal Stress Monitoring System ("FSMS") to provide independent, objectively measured and quantifiable information to school district and municipal officials, taxpayers and policy makers regarding the various levels of fiscal stress under which the State's school districts and municipalities are operating.

The fiscal stress scores are based on financial information submitted as part of each school district's ST-3 report filed with the State Education Department annually, and each municipality's annual report filed with the State Comptroller. Using financial indicators that include year-end fund balance, cash position and patterns of operating deficits, the system creates an overall fiscal stress score which classifies whether a school district or municipality is in "significant fiscal stress", in "moderate fiscal stress," as "susceptible to fiscal stress" or "no designation". Entities that do not accumulate the number of points that would place them in a stress category will receive a financial score but will be classified in a category of "no designation." This classification should not be interpreted to imply that the entity is completely free of fiscal stress conditions. Rather, the entity's financial information, when objectively scored according to the FSMS criteria, did not generate sufficient points to place them in one of the three established stress categories.

The reports of the State Comptroller for the available fiscal years for the County are as follows:

| <u>Fiscal Year Ending In</u> | <u>Stress Designation</u> | <u>Fiscal Score</u> |
|------------------------------|---------------------------|---------------------|
| 2016 | No Designation | 12.9% |
| 2015 | No Designation | 24.2% |
| 2014 | No Designation | 24.2% |
| 2013 | No Designation | 24.2% |

Note: The fiscal stress report for fiscal year ending December 31, 2017 is not available as of the date of this Official Statement.

For additional details regarding the Fiscal Stress Monitoring System visit the State Comptroller's official website.

Source: Website of the Office of the New York State Comptroller. Reference to websites implies no warranty of accuracy of information therein.

Investment Policy

Pursuant to State law, including Sections 10 and 11 of the General Municipal Law (the "GML"), the County is generally permitted to deposit moneys in banks or trust companies located and authorized to do business in the State. All such deposits, including special time deposit accounts and certificates of deposit, in excess of the amount insured under the Federal Deposit Insurance Act, are required to be secured in accordance with the provisions of and subject to the limitations of Section 10 of the GML.

The County may also temporarily invest moneys in: (1) obligations of the United States of America; (2) obligations guaranteed by agencies of the United States of America where the payment of principal and interest are guaranteed by the United States of America; (3) obligations of the State of New York; (4) with the approval of the New York State Comptroller, in tax anticipation notes or revenue anticipation notes issued by any municipality, county, or county corporation, other than those notes issued by the County; (5) certificates of participation issued in connection with installment purchase contracts entered into by political subdivisions of the State pursuant to Section 109-b(10) of the GML; (6) obligations of a New York public benefit corporation which are made lawful investments for municipalities pursuant to the enabling statute of such public benefit corporation; or (7) in the case of moneys held in certain reserve funds established by the County, pursuant to law, in obligations of the County.

All of the foregoing instruments and investments are required to be payable or redeemable at the option of the owner within such times as the proceeds will be needed to meet expenditures for purposes for which the moneys were provided and, in the case of instruments or investments purchased with the proceeds of bonds or notes, shall be payable or redeemable in any event, at the option of the owner, within two years of the date of purchase. Unless registered or inscribed in the name of the County, such instruments and investments must be purchased through, delivered to and held in the custody of a bank or trust company in the State pursuant to a written custodial agreement as provided in Section 10 of the GML.

The Chief Fiscal Officer's investment policy does not permit the County to invest in reverse repurchase agreements or other derivative-type investments and the County does not invest in reverse repurchase agreements, or other derivative-type investments.

Budgetary Procedures

The County Executive prepares and submits a tentative budget for the ensuing year to the County Legislature on or before October 1 of each year. Such budget includes an estimate of the expenditures needed to provide County services as well as the sources of revenue expected to fund these expenditures.

Within five days of submitting the tentative budget, the County Executive and Commissioner of Finance review the budget with the Budget and Finance Committee (the "Committee") of the County Legislature. The Committee subsequently holds a public hearing on the tentative budget to obtain comments from the public. The Committee files a report, which includes its recommendations, to the full Legislature on or before October 20.

A second public hearing before all members of the County Legislature is held not later than October 25. Taxpayers are given an opportunity to express their views on the proposed budget; however, the County is not required to submit the budget to taxpayers for their approval. After this hearing and prior to November 1, the Legislature as a whole meets to consider and adopt the budget. According to the County's Charter, the County Executive may veto all line items changed by the Legislature with the exception of those items pertaining to the Legislature's own budget. An override of an Executive veto requires a 2/3 majority vote of the County Legislature. The budget process is completed and the final budget adopted by November 15th.

Budgetary control is achieved through various procedures. The County prepares its budgets for governmental funds in accordance with generally accepted accounting principles and has integrated the budget with the accounting system for such funds. Budget variance reports are prepared on a monthly basis and distributed to departmental heads and the Legislature. All functional transfers, either into or out of overtime, temporary, contractual or equipment appropriation accounts, and the establishment of new appropriation accounts shall be subject to the following authorization: transfers not in excess of \$1,000 may be authorized by the Commissioner of Finance; transfers between \$1,000 and \$5,000 may be authorized by the County Executive; transfers between \$5,000 and \$10,000 must be approved by the Chairperson of the Legislature or his/her designee; transfers between \$10,000 and \$25,000 must be approved by the Audit and Administrative Committee; transfers over \$25,000 or relating to personnel or contingency shall require full approval of the Legislature; amendments which increase total fund appropriations require approval by the Legislature. The County Auditor, appointed by the Legislature, must approve all expenditures from Governmental Funds. No authorization to disburse funds may be given to the Commissioner of Finance unless a sufficient appropriation for the purpose is available.

Other Information

The statutory authority for the power to spend money for the objects or purposes, or to accomplish the objects or purposes for which the Bonds are to be issued, is the County Law and the Local Finance Law.

The County is in compliance with the procedure for the validation of the Bonds provided in Title 6 of Article 2 of the Local Finance Law.

No principal or interest upon any obligation of this County is past due. The County was 3 days late in making a \$177,496.28 interest payment that was due to DTC on June 15, 2018. Payment was promptly wired to DTC on June 18, 2019 once the County was made aware of the late payment. The reason of the late payment was due to a clerical oversight.

The fiscal year of the County is the calendar year.

Except for "STATUS OF INDEBTEDNESS - Estimated Overlapping Indebtedness", this Official Statement does not include the financial data of any political subdivision having power to levy taxes within the County.

TAX INFORMATION

Valuations

| <u>Year of County Tax Roll:</u> | <u>2015</u> | <u>2016</u> | <u>2017</u> | <u>2018</u> | <u>2019</u> |
|--|-------------------|-------------------|-------------------|-------------------|-------------------|
| Assessed Valuation | \$ 10,344,827,908 | \$ 10,350,978,494 | \$ 10,404,388,588 | \$ 12,548,786,025 | \$ 12,911,626,128 |
| New York State Equalization Rate ⁽¹⁾ | various | various | various | various | various |
| Full Valuation ⁽²⁾ | \$ 13,102,414,277 | \$ 13,288,401,608 | \$ 13,416,808,386 | \$ 13,715,839,082 | \$ 14,077,580,127 |

⁽¹⁾ The equalization rate is the average of the equalization rates for each of the six towns within the County. The towns' equalization rates are established by the New York State Office of Real Property Services.

⁽²⁾ Please refer to APPENDIX – C attached hereto for greater detail as to the computation of taxable valuations.

Tax Rate Per \$1,000 (Full)

| <u>Year of County Tax Roll:</u> | <u>2014</u> | <u>2015</u> | <u>2016</u> | <u>2017</u> | <u>2018</u> |
|---------------------------------|-------------|-------------|-------------|-------------|-------------|
| | \$ 3.75 | \$ 3.91 | \$ 3.96 | \$ 3.98 | \$ 3.39 |

Note: The tax rate for the 2019 County tax roll is estimated to be \$3.37.

Tax Collection Record

| <u>Fiscal Year</u> | <u>Total Tax Levy ⁽¹⁾</u> | <u>Uncollected At End of Fiscal Year</u> | <u>Percent Uncollected</u> |
|--------------------|--------------------------------------|--|--------------------------------|
| 2013 | \$ 132,307,525 | \$ 7,804,494 | 7.22% |
| 2014 | 134,083,815 | 6,588,264 | 6.18% |
| 2015 | 134,459,604 | 7,006,751 | 4.95% |
| 2016 | 134,230,717 | 6,890,008 | 4.88% |
| 2017 | 135,232,547 | 6,898,065 | 4.85% |

⁽¹⁾ Consists of county, town and school Tax Re-Levies.

Tax Collection Procedure

Real property taxes are levied in December and payable in March and July, and therefore, attached as an enforceable lien to the property as of the levy date. Assessed valuations are established annually by the various towns within the County and are realized by the adoption of either the County or the State Equalization Rate.

The various towns within the County are responsible for the billing and collection of taxes through April 1 and August 1 respectively. Wholly uncollected taxes are returned to the County on April 1 and partial unpaid taxes are returned on August 1 as the taxpayer has the option of paying in full or in two installments. The County has the responsibility for collecting all unpaid town and County taxes returned thereto.

The County's enforcement procedures for unpaid taxes are governed by Article 10 of the Real Property Tax Law regarding unpaid taxes originating prior to January 1, 1995, and by Article 11 of the Real Property Tax Law regarding unpaid taxes originating on or after January 1, 1995. Under Article 10 enforcement procedures, a tax lien sale is conducted annually, with the County purchasing all tax liens. A tax deed is taken three years from the anniversary of the tax lien sale after title has been perfected through judicial proceedings. Under Article 11 enforcement procedures, a tax deed is taken two years from the anniversary of the tax lien date after title has been perfected through judicial proceedings. The County implemented Chapter 31 of the Putnam County code enabling tax foreclosed properties to be marketed by real estate brokers through the local multiple listing services in order to achieve maximum value for selected properties.

School district taxes are levied by the various school districts on September 1 and are payable in two installments. Taxes are collected by the districts during the months of September and October after which the collection of school taxes becomes the County's responsibility. Pursuant to the Real Property Tax Law, the County is required to pay each school district the amount of their uncollected taxes within ten days after receiving the statement of unpaid school district taxes. Wholly uncollected taxes are relieved on the ensuing year's County tax roll. Taxpayers, who elect to pay school district taxes in two installments, must pay the second installment to the Commissioner of Finance by March 15.

Constitutional Tax Margin

Computation of Constitutional Tax Margin for fiscal years ending December 31, 2016 through 2018:

| | <u>2016</u> | <u>2017</u> | <u>2018</u> |
|---|-------------------|-------------------|-------------------|
| Five-Year Average Full Valuation..... | \$ 13,411,258,112 | \$ 13,298,674,950 | \$ 13,339,158,370 |
| Tax Limit 1.5% thereon..... | 201,168,872 | 199,480,124 | 200,126,468 |
| Plus: Exclusions for Debt Service and Capital Purposes..... | 5,763,835 | 5,975,447 | 6,280,054 |
| Total County Taxing Power..... | \$ 206,932,707 | \$ 205,572,771 | \$ 206,406,522 |
| Less: Tax Levy for County Purposes..... | 35,260,634 | 35,459,955 | 36,085,437 |
| Constitutional Tax Margin..... | \$ 165,908,238 | \$ 164,020,169 | \$ 164,041,031 |

See also "TAX LEVY LIMIT LAW" herein.

Ten Largest Taxpayers –2018 Assessment Roll for 2019 County Tax Roll

| <u>Name of Taxpayer</u> | <u>Type of Business</u> | <u>Taxable Full Valuation</u> |
|-------------------------------------|-------------------------|-------------------------------|
| City of New York | Government | \$ 696,051,762 |
| State of New York | Government | 167,521,027 |
| New York State Electric & Gas Corp. | Public Utility | 144,962,541 |
| Algonquin Gas Transmission Co. | Public Utility | 108,365,125 |
| Verizon New York, Inc. | Public Utility | 34,119,215 |
| Consolidated Edison | Public Utility | 25,972,707 |
| Lakeview Plaza, LLC | Commercial | 21,734,400 |
| Highlands Center | Commercial | 21,638,800 |
| Putnam Ridge Real Estate | Commercial | 20,604,000 |
| Putnam Hospital Center | Private Corporation | 19,816,710 |
| Total | | <u>\$1,260,786,287</u> |

The ten taxpayers, listed above, have a total taxable full valuation of \$1,260,786,287, which represents 8.96% of the County's total 2018 tax base.

The County is subject to a number of tax certiorari cases particularly in relation to the utility companies. The ultimate result of these cases is not expected to have a significant impact on the finances of the County. As of the date of this Official Statement; the County does not currently have any pending or outstanding tax certioraris that are known to have a material impact on the County.

Source: County tax rolls.

Sales and Compensating Use Taxes

Section 1210 of the New York Tax Law authorized the County to levy sales and compensating use taxes in addition to the 4% tax levied by the State, and the 3/8% levied for the MTA. Such sales and compensating use tax collections in New York are administered by the State Tax Commission and the proceeds are paid to the County monthly. Effective September 1, 2007, the County increased sales tax to the maximum 4% permitted.

The amount collected for the years 2006-2016 and the amount budgeted for 2017 are as follows:

| <u>Year</u> | <u>Amount Collected</u> | <u>Sales Tax % of General Fund</u> |
|-----------------|-------------------------|--|
| 2006 | \$ 42,469,162 | 42.21% |
| 2007 | 46,245,051 | 43.30% |
| 2008 | 51,200,284 | 44.78% |
| 2009 | 45,599,172 | 39.62% |
| 2010 | 47,632,078 | 40.19% |
| 2011 | 49,828,070 | 43.99% |
| 2012 | 51,676,481 | 41.32% |
| 2013 | 53,236,813 | 42.67% |
| 2014 | 56,035,000 | 44.03% |
| 2015 | 53,956,385 | 43.27% |
| 2016 | 59,000,756 | 44.60% |
| 2017 | 58,887,699 | 43.10% |
| 2018 (Budgeted) | 58,513,608 | 42.30% |

Additional Tax Information

Real property subject to County taxes is assessed by the component towns.

Veterans' and Senior Citizens' exemptions are offered to those who qualify.

The County's assessment roll is estimated to be constituted as follows: 75.9% residential; 3.6% commercial, <1% agricultural, <1% industrial and 20.5% other.

The estimated total annual property tax bill of a \$316,986 market value residential property located in the County is approximately \$9,584 including County, town and school district taxes.

TAX LEVY LIMIT LAW

Chapter 97 of the Laws of 2011, as amended the "Tax Levy Limit Law") applies to virtually all local governments, including school districts (with the exception of New York City, Yonkers, Syracuse, Rochester and Buffalo, the latter four of which are indirectly affected by applicability to their respective city). It also applies to independent special districts and to town and county improvement districts as part of their parent municipalities tax levies.

The Tax Levy Limit Law restricts, among other things, the amount of real property taxes (including assessments of certain special improvement districts) that may be levied by or on behalf of a municipality in a particular year, beginning with fiscal years commencing on or after January 1, 2012. It expires on June 15, 2020 unless extended. Pursuant to the Tax Levy Limit Law, the tax levy of a municipality cannot increase by more than the lesser of (i) two percent (2%) or (ii) the annual increase in the consumer price index ("CPI"), over the amount of the prior year's tax levy. Certain adjustments are required for taxable real property full valuation increases due to changes in physical or quantity growth in the real property base as defined in Section 1220 of the Real Property Tax Law. A county may exceed the tax levy limitation for the coming fiscal year only if the governing body of such town first enacts, by at least a sixty percent vote of the total voting strength of the board, a local law, to override such limitation for such coming fiscal year only. There are exceptions to the tax levy limitation provided in the Tax Levy Limit Law, including expenditures made on account of certain tort settlements and certain increases in the average actuarial contribution rates of the New York State and Local Employees' Retirement System, the Police and Fire Retirement System, and the Teachers' Retirement System. Municipalities are also permitted to carry forward a certain portion of their unused levy limitation from a prior year. Each municipality, prior to adoption of each fiscal year budget must submit for review to the State Comptroller any information that is necessary in the calculation of its tax levy for each fiscal year.

The Tax Levy Limit Law does not contain an exception from the levy limitation for the payment of debt service on either outstanding general obligation debt of municipalities or such debt incurred after the effective date of the tax levy limitation provisions.

While the Tax Levy Limit Law may constrict an issuer's power to levy real property taxes for the payment of debt service on debt contracted after the effective date of said Tax Levy Limit Law, it is clear that no statute is able (1) to limit an issuer's pledge of its faith and credit to the payment of any of its general obligation indebtedness or (2) to limit an issuer's levy of real property taxes to pay debt service on general obligation debt contracted prior to the effective date of the Tax Levy Limit Law. Whether the Constitution grants a municipality authority to treat debt service payments as a constitutional exception to such statutory tax levy limitation outside of any statutorily determined tax levy amount is not clear.

Real Property Tax Rebate

Chapter 59 of the Laws of 2014 ("Chapter 59") included provisions which provides a refundable personal income tax credit to real property taxpayers in school districts and certain municipal units of government. The credit is a tax relief program that reimburses qualifying New York State homeowners for increases in local property taxes on their primary residences. The eligibility of real property taxpayers for the tax credit in each year depends on such jurisdiction's compliance with the provisions of the Tax Cap Law. The affected jurisdictions include counties, cities (other than any city with a population of one million or more and its counties), towns, villages, school districts (other than the dependent school districts of New York City, Buffalo, Rochester, Syracuse and Yonkers, the latter four of which are indirectly affected by applicability to their respective city) and independent special districts.

Certain additional restrictions on the amount of the personal income tax credit are set forth in Chapter 59 in order for the tax cap imposed by the Tax Cap Law to qualify as one which will provide the tax credit benefit to such real property taxpayers. The refundable personal income tax credit amount is increased in the second year if compliance occurs in both taxable years. Municipalities, school districts and independent special districts must provide certification of compliance with the requirements of the new provisions to certain State officials in order to render their real property taxpayers eligible for the real property tax rebate. The New York State Department of Taxation and Finance will determine each homeowner's eligibility, calculate the amount of the credit and send the credit to the homeowner.

For the second taxable year of the program being 2015-16 for school districts and 2016 for other municipal units of government, the property tax rebate for real property taxpayers is additionally contingent upon adoption by the school district or municipal unit of a State approved "shared services and government efficiency plan" which demonstrates three year savings and efficiencies of at least one percent of the combined 2014 levy of participating municipalities in each of the years 2017, 2018 and 2019 from shared services, cooperation agreements and/or mergers or efficiencies. The State will also be required to consider past shared services arrangements or government efficiency programs to be deemed applicable in demonstrating the targeted savings. There is no requirement that these efficiencies are to be used to reduce future tax levies. Should the savings targeted not be met by a school district or municipal unit of government there is no authority granted for the State to withhold State aid due to each respective entity.

This tax credit will be made available in municipalities that reduce or hold steady their property tax levy. The tax credit payable will be equal to the allowable tax levy growth factor for that year, including adjustments for inflation, economic growth, pensions, PILOTS, etc. as determined by the New York State Department of Taxation and Finance.

This initiative is currently a two year temporary initiative.

While the provisions of Chapter 59 do not directly further restrict the taxing power of the affected municipalities, school districts and special districts, they do provide an incentive for such tax levies to remain within the tax cap limits established by the Tax Cap Law. The implications of this for future tax levies and for operations and services of the County are uncertain at this time.

Recent Property Tax Levy Increases

The County's 2014 budget increased the General Fund real property tax levy by \$640,967, for a total tax levy of \$39,253,434, or 1.66%, keeping within the County's real property tax cap authorized by the State for 2014.

The County's 2015 budget increased the General Fund real property tax levy by \$1,338,934, for a total tax levy of \$40,592,368, or 3.41%, keeping within the County's real property tax cap authorized by the State for 2015.

The County's 2016 budget increased the General Fund real property tax levy by \$410,933, for a total tax levy of \$41,435,402, or 1.06%, keeping within the County's real property tax cap authorized by the State for 2016.

The County's 2017 budget increased the General Fund real property tax levy by \$410,933, for a total tax levy of \$41,435,402, or 1.00%, keeping within the County's real property tax cap authorized by the State for 2017.

The County's 2018 budget increased the General Fund real property tax levy by \$930,089 for a total tax levy of \$42,365,491, or 2.24%, keeping within the County's real property tax cap authorized by the State for 2018.

COUNTY INDEBTEDNESS

Constitutional Requirements

The State Constitution limits the power of the County (and other municipalities and certain counties of the State) to issue obligations and to otherwise contract indebtedness. Such constitutional limitations in summary form, and as generally applicable to the County and the Bonds include the following:

Purpose and Pledge. Subject to certain enumerated exceptions, the County shall not give or loan any money or property to or in aid of any individual or private corporation or private undertaking or give or loan its credit to or in aid of any of the foregoing or any public corporation.

The County may contract indebtedness only for a County purpose and shall pledge its faith and credit for the payment of principal of and interest thereon.

Payment and Maturity. Except for certain short-term indebtedness contracted in anticipation of taxes or to be paid in one of the two fiscal years immediately succeeding the fiscal year for which such indebtedness was contracted, indebtedness shall be paid in annual installments commencing no later than two years after the date such indebtedness shall have been contracted and ending no later than the expiration of the period of probable usefulness of the object or purpose as determined by statute, or in the alternative, the weighted average maturity of the several objects or purposes for which it has contracted; no installment may be more than fifty per centum in excess of the smallest prior installment, unless the County Legislature authorizes the issuance of bonds with substantially level or declining annual debt service. The County is required to provide an annual appropriation for the payment of interest due during the year on its indebtedness and for the amounts required in such year for amortization and redemption of its serial bonds and such required annual installments on its notes.

Debt Limit. The County has the power to contract indebtedness for any County purpose so long as the principal amount thereof, subject to certain limited exceptions, shall not exceed seven per centum of the average full valuation of taxable real estate of the County and subject to certain enumerated exclusions and deductions such as water and certain sewer facilities and cash or appropriations for current debt service. The constitutional method for determining full valuation is by taking the assessed valuation of taxable real estate as shown upon the latest completed assessment roll and dividing the same by the equalization rate as determined by the State Office of Real Property Services. The State Legislature is required to prescribe the manner by which such ratio shall be determined. Average full valuation is determined by taking the sum of the full valuation of the last completed assessment roll and the four preceding assessment rolls and dividing such sum by five.

Statutory Procedure

In general, the State Legislature has authorized the power and procedure for the County to borrow and incur indebtedness by the enactment of the Local Finance Law subject, of course, to the provisions set forth above. The power to spend money, however, generally derives from other law, including specifically the County Law and the General Municipal Law.

Pursuant to the Local Finance Law, the County authorizes the issuance of bonds by the adoption of a bond resolution approved by at least two-thirds of the members of the County Legislature, the finance board of the County. Customarily, the County Legislature has delegated to the Commissioner of Finance, as chief fiscal officer of the County, the power to authorize and sell bond anticipation notes in anticipation of authorized bonds.

The Local Finance Law also provides that where a bond resolution is published with a statutory form of notice, the validity of the bonds authorized thereby, including bond anticipation notes issued in anticipation of the sale thereof, may be contested only if:

- (1) Such obligations are authorized for a purpose for which the County is not authorized to expend money, or
- (2) There has not been substantial compliance with the provisions of law which should have been complied with in the authorization of such obligations

and an action contesting such validity is commenced within twenty days after the date of such publication, or,

- (3) Such obligations are authorized in violation of the provisions of the Constitution.

Except on rare occasions the County complies with this estoppel procedure. It is a procedure that is recommended by Bond Counsel, but it is not an absolute legal requirement. The County has complied with such procedure with respect to the Bonds.

Each bond resolution usually authorizes the construction, acquisition or installation of the object or purpose to be financed, sets forth the plan of financing and specifies the maximum maturity of the bonds subject to the legal (Constitution, Local Finance Law and case law) restrictions relating to the period of probable usefulness with respect thereto.

The County Legislature, as the finance board of the County, has the power to enact bond resolutions. In addition, such finance board has the power to authorize the sale and issuance of obligations. However, such finance board may, and generally does, delegate the power to sell the obligations to the Commissioner of Finance, the chief fiscal officer of the County, pursuant to the Local Finance Law.

Statutory law in the State permits bond anticipation notes to be renewed each year provided annual principal installments are made in reduction of the total amount of such notes outstanding, commencing no later than two years from the date of the first of such notes and provided that such renewals do not exceed five years beyond the original date of borrowing. (See "Payment and Maturity" under "Constitutional Requirements" herein, and "Details of Outstanding Indebtedness" herein.)

In general, the Local Finance Law contains provisions providing the County with power to issue certain other short-term general obligation indebtedness including revenue and bond anticipation notes and budget notes. (See “Details of Outstanding Indebtedness” herein.)

Debt Outstanding End of Fiscal Year

| <u>Years Ending December 31:</u> | <u>2013</u> | <u>2014</u> | <u>2015</u> | <u>2016</u> | <u>2017</u> |
|----------------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| Bonds | \$ 64,759,535 | \$ 64,841,274 | \$ 60,438,274 | \$ 60,589,575 | \$ 60,512,925 |
| Bond Anticipation Notes | 0 | 0 | 0 | 0 | 0 |
| Tax Anticipation Notes | <u>16,000,000</u> | <u>15,000,000</u> | <u>8,000,000</u> | <u>0</u> | <u>0</u> |
| Total Debt Outstanding | <u>\$ 80,759,535</u> | <u>\$ 79,841,274</u> | <u>\$ 68,438,274</u> | <u>\$ 60,589,575</u> | <u>\$ 60,512,925</u> |

Details of Outstanding Indebtedness

The following table sets forth the indebtedness of the County as evidenced by bonds and notes as of September 19, 2018:

| | <u>Maturity</u> | <u>Amount Outstanding</u> |
|--------------------------------|--------------------|-------------------------------|
| <u>Bonds</u> | 2018-2036 | \$ 59,628,350 |
| <u>Bond Anticipation Notes</u> | --- | <u>0</u> |
| | Total Indebtedness | <u>\$ 59,628,350</u> |

Debt Statement Summary

The following table sets forth the computation of the debt limit of the County and its debt contracting margin as of September 19, 2018:

| | |
|---|-----------------------|
| Five-Year Average Full valuation of taxable real property | \$ 13,520,208,696 |
| Debt limit (7% of full valuation) | 946,414,609 |
| <u>Outstanding Indebtedness (Principal only):</u> | |
| Bonds | \$ 59,628,350 |
| Bond Anticipation Notes | <u>0</u> |
| Gross Indebtedness..... | 59,628,350 |
| <u>Debt Subject to Exclusions:</u> | |
| Appropriations ⁽¹⁾ | <u>\$ 3,725,000</u> |
| Total net indebtedness | <u>\$ 55,903,350</u> |
| Net Debt Contracting Margin | <u>\$ 890,511,259</u> |
| Percentage of Debt Contracting Power Exhausted | 5.91% |

⁽¹⁾ Appropriations are excluded pursuant to Section 136.00 of the Local Finance Law.

Long-Term Bond Indebtedness

A schedule of Bonded Debt Service may be found in APPENDIX - B of this Official Statement.

Tobacco Settlement Securitization

In January 1997, the State of New York filed a lawsuit against the tobacco industry seeking to recover the costs that the State and local governments had incurred in treating smoking-related illnesses. Under an agreement reached with the tobacco industry referred to as the Master Settlement Agreement (MSA), the State and Counties are entitled to annual payments of Tobacco Settlement Revenues (TSR) totaling approximately \$25,000,000,000.

During 2000, the County deposited \$5,402,674 from the proceeds of the sale of tobacco rights in an irrevocable trust with an escrow agent to provide for all future debt service payments on various serial bond issues. Accordingly, the trust account assets and liability for the economically defeased bonds are not included in the County's financial statements.

In 2005, the County received \$4,434,478.88 from the proceeds of a refinancing of the prior bonds in connection with the sale of tobacco rights. These proceeds may be legally utilized under federal tax laws either to defease additional outstanding bonds of the County or to pay for capital equipment and improvements. The County did use the proceeds for various capital items.

Cash Flow Borrowings

The County has generally found it necessary to borrow from time to time in anticipation of revenues and tax receipts, of which borrowing is necessitated by the schedule of tax collections.

The following is a history of such cash flow borrowings since the 2006 fiscal year:

| <u>Fiscal Year</u> | <u>Issue Amount</u> | <u>Type</u> | <u>Date of Issue</u> | <u>Date Paid</u> |
|--------------------|---------------------|-------------|----------------------|------------------|
| 2006 | \$ 15,000,000 | TAN | 01/19/06 | 01/19/07 |
| 2007 | 15,000,000 | TAN | 01/18/07 | 11/15/07 |
| 2008 | 15,000,000 | TAN | 11/29/07 | 10/29/08 |
| 2009 | 15,000,000 | TAN | 11/20/08 | 10/29/09 |
| 2010 | 17,000,000 | TAN | 11/19/09 | 11/04/10 |
| 2011 | 17,000,000 | TAN | 11/18/11 | 10/29/12 |
| 2012 | 17,000,000 | TAN | 11/21/12 | 10/25/13 |
| 2013 | 16,000,000 | TAN | 11/15/13 | 10/24/14 |
| 2014 | 15,000,000 | TAN | 11/20/14 | 10/23/15 |
| 2015 | 8,000,000 | TAN | 11/24/15 | 10/21/16 |

County taxpayers are afforded the option of paying school district taxes on a partial payment basis. The first half must be received by September 15, with the second half to be received by February 15. There is no penalty for taking advantage of the partial payment, only a service charge. The County must make school districts whole by December 1, and with many taxpayers taking advantage of the partial payment, the County's cash position suffers in December. This had caused the County to increase its cash flow borrowings in some past years. The County does not expect to issue notes for such purposes in future fiscal years.

The County has no plans to issue a revenue anticipation notes in the foreseeable future.

Estimated Overlapping Indebtedness

In addition to the County, the following political subdivisions have the power to issue bonds and to levy taxes or cause taxes to be levied on taxable real property in the County. Bonded indebtedness, including bond anticipation notes, is estimated as of the close of the fiscal year of the respective municipalities, not adjusted to include subsequent bond issues, if any.

| | <u>Indebtedness</u> ⁽¹⁾ | <u>Exclusions</u> ⁽²⁾ | <u>Net Indebtedness</u> |
|--------------------|------------------------------------|----------------------------------|-------------------------|
| 6 Towns | \$ 46,260,777 | \$ 9,128,657 ⁽³⁾ | \$ 37,132,120 |
| 3 Villages | 14,689,000 | 9,780,000 ⁽³⁾ | 4,909,000 |
| 6 School Districts | 138,965,955 | 63,103,863 ⁽⁴⁾ | 75,862,092 |
| 4 Fire Districts | 4,235,000 | 0 | <u>4,235,000</u> |
| | | Total | <u>\$ 122,138,212</u> |

- (1) Outstanding bonds and bond anticipation notes. Not adjusted to include subsequent bond or note sales, if any.
(2) Pursuant to applicable constitutional and statutory provisions, this indebtedness is deductible from gross indebtedness for debt limit purposes.
(3) Sewer and water debt, appropriations and cash on hand for debts.
(4) Estimated State Building aid.

Source: State Comptroller's reports for fiscal year ending 2016 for towns and fire districts and fiscal year ending 2017 for school districts and villages.

Debt Ratios

The following table sets forth certain ratios relating to the County's indebtedness, giving effect to this financing, as of September 19, 2018:

| | <u>Amount of Indebtedness</u> | <u>Per Capita</u> ^(a) | <u>Percentage of Full Valuation</u> ^(b) |
|---|-------------------------------|----------------------------------|--|
| Gross Direct Indebtedness ^(c) | \$ 59,628,350 | \$ 600.35 | 0.42% |
| Net Direct Indebtedness ^(c) | 55,903,350 | 562.84 | 0.40% |
| Gross Direct Plus Net Overlapping Indebtedness ^(d) | 181,766,562 | 1,830.06 | 1.29% |
| Net Direct Plus Net Overlapping Indebtedness ^(d) | 178,041,562 | 1,792.55 | 1.26% |

- Note: (a) The County's 2017 estimated population is 99,323. (See "THE COUNTY - Population Trends" herein.)
(b) The County's full valuation of taxable real estate for 2018 is \$14,077,580,127. (See "TAX INFORMATION - Valuations" herein.)
(c) See "Debt Statement Summary" herein.
(d) The County's estimated applicable share of net underlying indebtedness is \$122,138,212. (See "Estimated Overlapping Indebtedness" herein).

Capital Project Plans

The County's proposed six-year capital improvement program provides for a total outlay of approximately \$43,260,750 for 2018 through 2023. A substantial portion of this cost would be met by issuing debt. All future borrowings are dependent on cash flow needs of the County.

| PROPOSED SIX-YEAR CAPITAL PROJECTS 2018 - 2023 | | | | | | | |
|---|----------------------|---------------------|---------------------|---------------------|---------------------|---------------------|----------------------|
| PROJECTS: | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | Six Year Totals |
| FACILITIES: | | | | | | | |
| Minor facility renovation | \$ - | \$ 200,000 | \$ 200,000 | \$ 200,000 | \$ 200,000 | \$ 200,000 | \$ 1,000,000 |
| ADA upgrades at various Facilities | - | 50,000 | 50,000 | 50,000 | 50,000 | 50,000 | 250,000 |
| County Office Building - Façade Renovation | - | 800,000 | - | - | - | - | 800,000 |
| Facility parking and Common Area lighting | - | 113,000 | 36,500 | 97,250 | 94,500 | 94,500 | 435,750 |
| Putnam County Golf Course - Roof Replacement | - | 100,000 | - | - | - | - | 100,000 |
| Putnam County Golf Course - ADA Renovations | - | 200,000 | - | - | - | - | 200,000 |
| Putnam County Golf Course - HVAC Replacement | - | 75,000 | - | - | - | - | 75,000 |
| ENVIRONMENTAL - MS/4: | | | | | | | |
| Repairs and Improvements to various Dams | - | 650,000 | 575,000 | 375,000 | 2,400,000 | 2,400,000 | 6,400,000 |
| PCGC - Bunker renovation | - | 100,000 | - | - | - | - | 100,000 |
| TRANSPORTATION: | | | | | | | |
| Repair and replacement of Various bridges and culve | 500,000 | 500,000 | 500,000 | 500,000 | 500,000 | 500,000 | 3,000,000 |
| Pavement Maintenance and rehabilitation | 1,000,000 | 1,000,000 | 1,000,000 | 1,000,000 | 1,000,000 | 1,000,000 | 6,000,000 |
| CHIPS - Eligible equipment & highway infrastruc | 1,000,000 | 1,000,000 | 1,000,000 | 1,000,000 | 1,000,000 | 1,000,000 | 6,000,000 |
| Grant Matched Projects | 8,000,000 | - | - | - | - | - | 8,000,000 |
| TIP Project Management | 100,000 | - | - | - | - | - | 100,000 |
| Transit Section 5307 Funds | 1,100,000 | 1,100,000 | 1,100,000 | 1,100,000 | 1,100,000 | 1,100,000 | 6,600,000 |
| EQUIPMENT | | | | | | | |
| Highway Equipment | 500,000 | 500,000 | 500,000 | 500,000 | 500,000 | 500,000 | 3,000,000 |
| Office For Senior Resources - 2 Buses | - | - | - | - | - | 200,000 | 200,000 |
| Planning & Transportation- 8 Buses | - | - | - | - | - | 1,000,000 | 1,000,000 |
| TOTALS: | <u>\$ 12,200,000</u> | <u>\$ 6,388,000</u> | <u>\$ 4,961,500</u> | <u>\$ 4,822,250</u> | <u>\$ 6,844,500</u> | <u>\$ 8,044,500</u> | <u>\$ 43,260,750</u> |

The County typically issues bonds annually in November for projects which require long term financing. The County historically does not issue bond anticipation notes for project and rather issues serial bonds each year.

LITIGATION

In common with other counties, the County from time to time receives notices of claim and is a party to litigation. In the opinion of the County Attorney, and apart from matters provided for by applicable insurance coverage, there are currently three (3) claims or actions pending which, if determined against the County, would have an adverse material effect on the financial condition of the County.

The Hossu v. County of Putnam, et al. case (16-cv-2027 (CS)) was commenced in Federal Court for the Southern District of New York against the County of Putnam, the Putnam County Sheriff and three (3) individual Sheriff's Department employees. The complaint alleges that the defendants violated the plaintiff's right to due process under the Fourteenth Amendment (as made actionable by 42 U.S.C. §1983), specifically stating claims for false arrest, malicious prosecution, abuse of process and denial of a fair trial. Insurance coverage is afforded, with a reservation of rights, under the County's Municipal Law Enforcement Policy, which has a limit of one million (\$1,000,000) dollars per occurrence and a two-hundred and fifty thousand (\$250,000) dollar deductible per claim. The County of Putnam filed a Motion to Dismiss in Lieu of an Answer which was denied by the Court on May 22, 2017. Discovery is now ongoing but is still in the early stages, and as such, it is difficult to assess the potential value of this case. The County's insurer has set an indemnity reserve of \$10,000.

The Galgano v. County of Putnam, et al. case (16-cv-03572) was commenced in Federal Court for the Southern District of New York against the County of Putnam, the Putnam County District Attorney's Office and five (5) individual District Attorney's Office employees. The complaint alleges that the defendants violated the plaintiff's right to due process under the Fourteenth Amendment (as made actionable by 42 U.S.C. §1983), specifically stating claims for unlawful search and seizure, abuse of process, conspiracy and malicious prosecution, as well as a claim for retaliation under the First Amendment. Additionally, it contains claims under New York State Law for defamation and abuse of process, malicious prosecution, failure to intercede and negligent supervision. The Complaint seeks unspecified amounts of compensatory damages and

punitive damages, along with awards for pre-judgment interest and attorney's fees and costs. Insurance coverage is afforded, with a reservation of rights, under the County's Municipal Public Official's (MPO) Policy, which has a limit of one million (\$1,000,000) dollars per occurrence and a two-hundred and fifty thousand (\$250,000) dollar deductible per claim. Discovery is ongoing but is still in the early stages, and as such, it would be difficult to assess the potential value of this case. The County's insurer has set an indemnity reserve of \$100,000.

Also associated with this case is the Sharp v. County of Putnam, et al. case, which stems from the same set of facts and circumstances. It was commenced in Federal Court for the Southern District of New York against the County of Putnam, the Putnam County District Attorney's Office and five (5) individual District Attorney's Office employees. The Complaint alleges that the defendants violated the plaintiff's right to due process under the Fourteenth (14th) Amendment (as made actionable by 42 U.S.C. §1983), specifically stating claims for malicious prosecution and denial of due process. The Complaint seeks unspecified amounts of compensatory and punitive damages, along with awards for pre-judgment interest and attorney's fees and costs. Insurance coverage is afforded, with a reservation of rights, under the County's Municipal Public Official's (MPO) Policy, which has a limit of one million (\$1,000,000) dollars per occurrence and a two-hundred and fifty thousand (\$250,000) dollar deductible per claim. This case is in its infancy. Discovery has not yet commenced and a Motion to Dismiss was recently filed on behalf of the County of Putnam and the Putnam County District Attorney's Office. As such, it would be difficult to assess the potential value of this case. The County's insurer has set an indemnity reserve of \$100,000.

The DiPippo v. County of Putnam et al. case (17-cv-7948) was commenced in Federal District Court for the Southern District of New York against the County of Putnam, the Putnam County Sheriff's Department, Sheriff Robert Thoubboron, and four (4) individual Sheriff's Department employees. The Complaint alleges that the defendants violated the plaintiff's right to due process under the 14th Amendment (as made actionable by 42 U.S.C. §1983), specifically stating claims for malicious prosecution, denial of a fair trial, failure to intervene, civil rights conspiracy, supervisory liability, intentional and reckless infliction of emotional distress, negligent intentional infliction of emotional distress, respondeat superior liability and County of Putnam liability under a *Monell* claim. The Complaint seeks unspecified amounts of compensatory and punitive damages, along with awards for pre and post judgment interest and attorney's fees and costs. Insurance coverage is afforded, however, with a reservation of rights, under the County's Municipal Law Enforcement Policy, which has a limit of one million (\$1,000,000) dollars per occurrence and a one-hundred thousand (\$100,000) dollar deductible per occurrence. The County's insurer has set an indemnity reserve of \$50,000. The County also has insurance coverage under a previous policy covering the years 1994-1995 (the time period in which the claim arose), however, that insurance company has issued a denial of the claim. The County is now contemplating a separate declaratory judgment action against said insurer for coverage. Discovery has commenced and is now ongoing, and a Motion to Dismiss was recently filed on behalf of the County of Putnam and Sheriff Thoubboron. It would therefore be difficult prior to the determination of said motion to Dismiss to assess the potential value of this case.

The Haughey v. County of Putnam et al. case (18-cv-02861) was commenced in Federal District Court for the Southern District of New York against the County of Putnam, the Town of Carmel and ten (10) individual defendants. The Complaint alleges that the defendants violated the plaintiff's right to due process under the Fourteenth (14th) Amendment (as made actionable by 42 U.S.C. §1983), specifically stating claims for false arrest, malicious prosecution, intentional infliction of emotional distress, actual and constructive fraud, denial of a fair trial, wrongful arrest and detention, failure to intervene, defamation and County of Putnam liability under a *Monell* claim. The Complaint seeks \$25,000,000 for compensatory damages and \$40,000,000 for punitive damages along with awards for prejudgment interest and attorney's fees and costs. Insurance coverage is afforded under the County's Commercial General Liability (CGL) policy, which has a limit of one million (\$1,000,000) per occurrence and a one hundred thousand (\$100,000) dollar deductible per occurrence. Discovery has not yet commenced, and as such, it would be difficult to assess the potential value of this case. The County's insurer has set an indemnity reserve of \$10,000.

TAX MATTERS

Opinion of Bond Counsel

In the opinion of Hawkins Delafield & Wood LLP, Bond Counsel to the County, under existing statutes and court decisions and assuming continuing compliance with certain tax certifications described herein, (i) interest on the Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and (ii) interest on the Bonds is not treated as a preference item in calculating the alternative minimum tax under the Code; such interest, however, is included in the adjusted current earnings of certain corporations for purposes of calculating the alternative minimum tax imposed for taxable years beginning prior to January 1, 2018. The Tax Certificate of the County (the "Tax Certificate"), which will be delivered concurrently with the delivery of the Bonds will contain provisions and procedures relating to compliance with applicable requirements of the Code. In rendering its opinion, Bond Counsel has relied on certain representations, certifications of fact, and statements of reasonable expectations made by the County in connection with the Bonds, and Bond Counsel has assumed compliance by the County with certain provisions

and procedures set forth in the Tax Certificate relating to compliance with applicable requirements of the Code to assure the exclusion of interest on the Bonds from gross income under Section 103 of the Code.

In addition, in the opinion of Bond Counsel to the County, under existing statutes, interest on the Bonds is exempt from personal income taxes of New York State and its political subdivisions, including The City of New York.

Bond Counsel expresses no opinion as to any other federal, state or local tax consequences arising with respect to the Bonds, or the ownership or disposition thereof, except as stated above. Bond Counsel renders its opinion under existing statutes and court decisions as of the issue date, and assumes no obligation to update, revise or supplement its opinion to reflect any action thereafter taken or not taken, any fact or circumstance that may thereafter come to its attention, any change in law or interpretation thereof that may thereafter occur, or for any other reason. Bond Counsel expresses no opinion as to the consequence of any of the events described in the preceding sentence or the likelihood of their occurrence. In addition, Bond Counsel expresses no opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel regarding federal, state or local tax matters, including, without limitation, exclusion from gross income for federal income tax purposes of interest on the Bonds.

Certain Ongoing Federal Tax Requirements and Certifications

The Code establishes certain ongoing requirements that must be met subsequent to the issuance and delivery of the Bonds in order that interest on the Bonds be and remain excluded from gross income under Section 103 of the Code. These requirements include, but are not limited to, requirements relating to use and expenditure of gross proceeds of the Bonds, yield and other restrictions on investments of gross proceeds, and the arbitrage rebate requirement that certain excess earnings on gross proceeds be rebated to the federal government. Noncompliance with such requirements may cause interest on the Bonds to become included in gross income for federal income tax purposes retroactive to their issue date, irrespective of the date on which such noncompliance occurs or is discovered. The County, in executing the Tax Certificate, will certify to the effect that the County will comply with the provisions and procedures set forth therein and that it will do and perform all acts and things necessary or desirable to assure the exclusion of interest on the Bonds from gross income under Section 103 of the Code.

Certain Collateral Federal Tax Consequences

The following is a brief discussion of certain collateral federal income tax matters with respect to the Bonds. It does not purport to address all aspects of federal taxation that may be relevant to a particular owner of an Bond. Prospective investors, particularly those who may be subject to special rules, are advised to consult their own tax advisors regarding the federal tax consequences of owning and disposing of the Bonds. Prospective owners of the Bonds should be aware that the ownership of such obligations may result in collateral federal income tax consequences to various categories of persons, such as corporations (including S corporations and foreign corporations), financial institutions, property and casualty and life insurance companies, individual recipients of Social Security and railroad retirement benefits, individuals otherwise eligible for the earned income tax credit, and taxpayers deemed to have incurred or continued indebtedness to purchase or carry obligations the interest on which is excluded from gross income for federal income tax purposes. Interest on the Bonds may be taken into account in determining the tax liability of foreign corporations subject to the branch profits tax imposed by Section 884 of the Code.

Original Issue Discount

“Original issue discount” (“OID”) is the excess of the sum of all amounts payable at the stated maturity of a Bond (excluding certain “qualified stated interest” that is unconditionally payable at least annually at prescribed rates) over the issue price of that maturity. In general, the “issue price” of a maturity (a bond with the same maturity date, interest rate and credit terms) means the first price at which at least 10 percent of such maturity was sold to the public, i.e., a purchaser who is not, directly or indirectly, a signatory to a written contract to participate in the initial sale of the Bonds. In general, the issue price for each maturity of Bonds is expected to be the initial public offering price set forth in this Official Statement. Bond Counsel further is of the opinion that, for any Bonds having OID (a “Discount Bond”), OID that has accrued and is properly allocable to the owners of the Discount Bond under Section 1288 of the Code is excludable from gross income for federal income tax purposes to the same extent as other interest on the Bonds. In general, under Section 1288 of the Code, OID on a Discount Bond accrues under a constant yield method, based on periodic compounding of interest over prescribed accrual periods using a compounding rate determined by reference to the yield on that Discount Bond. An owner’s adjusted basis in a Discount Bond is increased by accrued OID for purposes of determining gain or loss on sale, exchange, or other disposition of such Discount Bond. Accrued OID may be taken into account as an increase in the amount of tax-exempt income received or deemed to have been received for purposes of determining various other tax consequences of owning a Discount Bond even though there will not be a corresponding cash payment.

Owners of Discount Bonds should consult their own tax advisors with respect to the treatment of original issue discount for federal income tax purposes, including various special rules relating thereto, and the state and local tax consequences of acquiring, holding, and disposing of Discount Bonds.

Bond Premium

In general, if an owner acquires a bond for a purchase price (excluding accrued interest) or otherwise at a tax basis that reflects a premium over the sum of all amounts payable on the bond after the acquisition date (excluding certain “qualified stated interest” that is unconditionally payable at least annually at prescribed rates), that premium constitutes “bond premium” on that bond (a “Premium Bond”). In general, under Section 171 of the Code, an owner of a Premium Bond must amortize the bond premium over the remaining term of the Premium Bond, based on the owner’s yield over the remaining term of the Premium Bond, determined based on constant yield principles (in certain cases involving a Premium Bond callable prior to its stated maturity date, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on such bond). An owner of a Premium Bond must amortize the bond premium by offsetting the qualified stated interest allocable to each interest accrual period under the owner’s regular method of accounting against the bond premium allocable to that period. In the case of a tax-exempt Premium Bond, if the bond premium allocable to an accrual period exceeds the qualified stated interest allocable to that accrual period, the excess is a nondeductible loss. Under certain circumstances, the owner of a Premium Bond may realize a taxable gain upon disposition of the Premium Bond even though it is sold or redeemed for an amount less than or equal to the owner’s original acquisition cost. Owners of any Premium Bond should consult their own tax advisors regarding the treatment of bond premium for federal income tax purposes, including various special rules relating thereto, and state and local tax consequences, in connection with the acquisition, ownership, amortization of bond premium on, sale, exchange, or other disposition of Premium Bonds.

Information Reporting and Backup Withholding

Information reporting requirements apply to interest on tax-exempt obligations, including the Bonds. In general, such requirements are satisfied if the interest recipient completes, and provides the payor with, a Form W-9, “Request for Taxpayer Identification Number and Certification,” or if the recipient is one of a limited class of exempt recipients. A recipient not otherwise exempt from information reporting who fails to satisfy the information reporting requirements will be subject to “backup withholding,” which means that the payor is required to deduct and withhold a tax from the interest payment, calculated in the manner set forth in the Code. For the foregoing purpose, a “payor” generally refers to the person or entity from whom a recipient receives its payments of interest or who collects such payments on behalf of the recipient. If an owner purchasing a Bond through a brokerage account has executed a Form W-9 in connection with the establishment of such account, as generally can be expected, no backup withholding should occur. In any event, backup withholding does not affect the excludability of the interest on the Bonds from gross income for federal income tax purposes. Any amounts withheld pursuant to backup withholding would be allowed as a refund or a credit against the owner’s federal income tax once the required information is furnished to the Internal Revenue Service.

Miscellaneous

Tax legislation, administrative actions taken by tax authorities, or court decisions, whether at the federal or state level, may adversely affect the tax-exempt status of interest on the Bonds under federal or state law or otherwise prevent beneficial owners of the Bonds from realizing the full current benefit of the tax status of such interest. In addition, such legislation or actions (whether currently proposed, proposed in the future, or enacted) and such decisions could affect the market price or marketability of the Bonds.

Prospective purchasers should consult their own tax advisors regarding the foregoing matters.

LEGAL MATTERS

Legal matters incident to the authorization, issuance and sale of the Bonds are subject to the respective approving legal opinions of Hawkins Delafield & Wood LLP, New York, New York, Bond Counsel. The form of the opinion of Bond Counsel related to the Bonds are attached hereto as "APPENDIX - D", respectively.

CONTINUING DISCLOSURE

At the time of the delivery of the Bonds, the County will provide an executed copy of its "Undertaking to Provide Continuing Disclosure" substantially as set forth in "APPENDIX-E" hereto.

Historical Continuing Disclosure Compliance

The County has in the previous five years complied, in all material respects, with any previous undertakings pursuant to the Rule; however,

- The County was late in filing its Audited Financial Statement for fiscal year ending December 31, 2012. The audit was required to be filed within 30 days of its date of completion of July 26, 2013, but was not filed to EMMA until October 1, 2013.
- The County filed certain annual financial information and operating data ("AFIOD") to the Electronic Municipal Market Access Website ("EMMA") as required for the fiscal year ending December 31, 2013 on June 29, 2014, however, such AFIOD was dated October 18, 2013 and contained AFIOD available as of October 18, 2013 which was prior to the close of the County's December 31, 2013 fiscal year.
- The County was one day late in filing its AFIOD for fiscal year ending December 31, 2014, which was required to be filed no later than June 29, 2015, but was not filed to EMMA until June 30, 2015.
- The County was late in filing its Audited Financial Statement for fiscal year ending December 31, 2014. The audit was completed on June 12, 2015 and thus was required to be filed no later than June 29, 2015, but was not filed to EMMA until July 9, 2015.
- The County was late in filing its Audited Financial Statement for fiscal year ending December 31, 2015. The audit was completed on June 24, 2016 and thus was required to be filed no later than June 29, 2016, but was not filed to EMMA until September 22, 2016.
- The County was late in filing its unaudited and audited financial statements for fiscal year ending December 31, 2016. The audit was completed on June 27, 2018 and thus was required to be filed no later than June 29, 2018, however the final version was not received from the auditor until July 2, 2018 and was filed to EMMA on July 3, 2018.

BOND RATING

Moody's Investors Service ("Moody's") assigned their rating of "Aa2" to the Bonds. No application was made to any other rating agency for the purpose of obtaining an additional rating on the Bonds. The rating reflects only the view of the Moody's and an explanation of the significance of such rating may be obtained from Moody's.

Generally, rating agencies base their ratings on the information and materials furnished to it and on investigations, studies and assumptions by the respective rating agency. There is no assurance that a rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by such rating agency if, in its judgment, circumstances so warrant. Any downward revision or withdrawal of the rating of the bonds may have an adverse effect on the market price of the Bonds.

MUNICIPAL ADVISOR

Fiscal Advisors & Marketing, Inc. (the "Municipal Advisor") is a Municipal Advisor registered with the Securities and Exchange Commission and the Municipal Securities Rulemaking Board. The Municipal Advisor serves as independent financial advisor to the County on matters relating to debt management. The Municipal Advisor is a financial advisory and consulting organization and is not engaged in the business of underwriting, marketing, or trading municipal securities or any other negotiated instruments. The Municipal Advisor has provided advice as to the plan of financing and the structuring of the Bonds. The advice on the plan of financing and the structuring of the Bonds was based on materials provided by the County and other sources of information believed to be reliable. The Municipal Advisor has not audited, authenticated, or otherwise verified the information provided by the County or the information set forth in this Official Statement or any other information available to the County with respect to the appropriateness, accuracy, or completeness of disclosure of such information and no guarantee, warranty, or other representation is made by the Municipal Advisor respecting the accuracy and completeness of or any other matter related to such information and this Official Statement. The fees to be paid by the County to Fiscal Advisors are partially contingent on the successful closing of the Bonds.

CUSIP IDENTIFICATION NUMBERS

It is anticipated that CUSIP (an acronym that refers to Committee on Uniform Security Identification Procedures) identification numbers will be printed on the Bonds. All expenses in relation to the printing of CUSIP numbers on the Bonds will be paid for by the County provided, however; the County assumes no responsibility for any CUSIP Service Bureau charge or other charge that may be imposed for the assignment of such numbers.

ADDITIONAL INFORMATION

So far as any statements made in this Official Statement involve matters of opinion or estimates whether or not expressly stated, they are set forth as such and not as representations of fact, and no representation is made that any of the statements will be realized. Neither this Official Statement nor any statement that may have been made verbally or in writing is to be construed as a contract with the holders of the Bonds.

Statements in the Official Statement, and the documents included by specific reference, that are not historical facts are “forward-looking statements”, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and as defined in the Private Securities Litigation Reform Act of 1995, which involve a number of risks and uncertainties, and which are based on the County management’s beliefs as well as assumptions made by, and information currently available to, the County’s management and staff. Because the statements are based on expectations about future events and economic performance and are not statements of fact, actual results may differ materially from those projected. Important factors that could cause future results to differ include legislative and regulatory changes; changes in the economy, and other factors discussed in this and other documents that the County’s files with the repositories. When used in County documents or oral presentation, the words “anticipate”, “believe”, “intend”, “plan”, “foresee”, “likely”, “estimate”, “expect”, “objective”, “projection”, “forecast”, “goal”, “will”, or “should”, or similar words or phrases are intended to identify forward-looking statements.

References herein to the Constitution of the State and various State and federal laws are only brief outlines of certain provisions thereof and do not purport to summarize or describe all of such provisions.

The Official Statement is submitted only in connection with the sale of the Bonds by the County and may not be reproduced or used in whole or in part for any other purpose.

Fiscal Advisors & Marketing, Inc. may place a copy of this Official Statement on its website at www.fiscaladvisors.com. Unless this Official Statement specifically indicates otherwise, no statement on its website is included by specific reference or constitutes a part of this Official Statement. Fiscal Advisors & Marketing, Inc. has prepared its website information for your convenience, but you should not make any decision in reliance upon that information. Typographical or other errors may have occurred in converting original source documents to digital format, and Fiscal Advisors & Marketing, Inc. assumes no liability or responsibility for errors or omissions on its website. Further, Fiscal Advisors & Marketing, Inc. disclaims any duty or obligation either to update or to maintain that information or any responsibility or liability for any damages caused by viruses in the electronic files on its website. Fiscal Advisors & Marketing, Inc. also assumes no liability or responsibility for any errors or omissions or for any updates to dated website information.

The County hereby disclaims any obligation to update developments of the various risk factors or to announce publicly any revision to any of the forward-looking statements contained herein or to make corrections to reflect future events or developments except to the extent required by Rule 15c2-12 promulgated by the Securities and Exchange Commission.

The County will act as Paying Agent for the Bonds. The County’s contact information is as follows: William J. Carlin, Jr., CPA, Commissioner of Finance, 40 Gleneida Avenue, Carmel, New York 10512, Phone: (845) 808-1075, Fax: (845) 808-1910, email: william.carlin@putnamcountyny.com.

Additional information may be obtained upon request from the offices of Fiscal Advisors & Marketing, Inc., telephone number (315) 752-0051, or at www.fiscaladvisors.com

Dated: September __, 2018

THE COUNTY OF PUTNAM, NEW YORK

**By: WILLIAM J. CARLIN, JR.
Commissioner of Finance and
Chief Fiscal Officer**

GENERAL FUND

Balance Sheets

| Fiscal Years Ending December 31: | <u>2013</u> | <u>2014</u> | <u>2015</u> | <u>2016</u> | <u>2017</u> |
|---|----------------------|----------------------|----------------------|----------------------|----------------------|
| <u>ASSETS</u> | | | | | |
| Cash and Cash Equivalents | \$ 27,133,357 | \$ 34,006,811 | \$ 16,207,853 | \$ 16,410,017 | \$ 17,541,522 |
| Investments | 877,643 | 881,947 | 886,766 | 887,348 | 1,547,310 |
| Taxes Receivable, Net of Allowance for Uncollectible | 41,877,012 | 41,676,688 | 43,632,331 | 38,074,419 | 39,159,275 |
| Other Receivables: | | | | | |
| Accounts | 9,701,633 | 9,151,636 | 7,886,810 | 8,227,196 | 8,304,692 |
| Other Assets | - | - | - | - | - |
| State and Federal Receivables | 10,561,458 | 7,717,685 | 7,854,464 | 8,374,641 | 7,672,926 |
| Due from Other Governments | 826,882 | 620,949 | 1,328,155 | 990,896 | 1,186,845 |
| Due from Fiduciary Funds | - | - | - | - | - |
| Due from Other Funds | 3,906,724 | 1,215,386 | 1,532,352 | 1,056,778 | - |
| Prepaid Expenses | 121 | 3,733 | 2,386,166 | 1,848,189 | 1,986,893 |
| TOTAL ASSETS | \$ 94,884,830 | \$ 95,274,835 | \$ 81,714,897 | \$ 75,869,484 | \$ 77,399,463 |
| <u>LIABILITIES</u> | | | | | |
| Accounts Payable | \$ 4,981,431 | \$ 5,074,265 | \$ 4,389,422 | \$ 4,537,248 | \$ 4,436,894 |
| Accrued Liabilities | 1,902,038 | 2,031,447 | 2,285,124 | 3,482,132 | 3,223,516 |
| Unearned Revenues | 1,071,532 | 1,320,981 | 1,371,375 | 1,657,479 | 1,462,226 |
| Tax Anticipation Notes payable | 16,000,000 | 15,000,000 | 8,000,000 | - | - |
| Due to Other Governments | 12,483,919 | 13,340,226 | 13,064,711 | 12,731,620 | 12,599,952 |
| Due to Other Funds | 3,537,942 | 2,952,996 | 1,423,205 | 3,630,023 | 3,710,462 |
| Due to Retirement System | 4,304,558 | 7,162,557 | - | - | - |
| Deferred Revenues | 14,078,037 | 13,513,391 | 15,824,705 | 12,184,910 | 12,184,879 |
| TOTAL LIABILITIES | \$ 58,359,457 | \$ 60,395,863 | \$ 46,358,542 | \$ 38,223,412 | \$ 37,617,929 |
| <u>FUND EQUITY</u> | | | | | |
| Nonspendable: | \$ 2,415,521 | \$ 2,003,733 | \$ 4,386,166 | \$ 3,848,189 | \$ 3,986,893 |
| Restricted | 3,919,221 | 3,781,919 | 347,967 | 1,870,489 | 1,847,169 |
| Assigned | 11,365,343 | 8,963,563 | 18,145,483 | 18,057,991 | 18,101,617 |
| Unassigned | 18,825,288 | 20,129,757 | 12,476,739 | 13,869,403 | 15,845,855 |
| TOTAL FUND EQUITY | \$ 36,525,373 | \$ 34,878,972 | \$ 35,356,355 | \$ 37,646,072 | \$ 39,781,534 |
| TOTAL LIABILITIES, DEFERRED REVENUES AND FUND EQUITY | \$ 94,884,830 | \$ 95,274,835 | \$ 81,714,897 | \$ 75,869,484 | \$ 77,399,463 |

GENERAL FUND

Revenues, Expenditures and Changes in Fund Balance

| Fiscal Years Ending December 31: | <u>2013</u> | <u>2014</u> | <u>2015</u> | <u>2016</u> | <u>2017</u> |
|---|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| REVENUES | | | | | |
| Real Property Taxes | \$ 26,792,202 | \$ 26,178,868 | \$ 26,228,189 | \$ 26,363,542 | \$ 29,041,240 |
| Other Tax Items | 4,940,649 | 5,041,598 | 5,035,733 | 5,479,429 | 4,692,425 |
| Non-Property Tax Items | 53,330,206 | 56,105,827 | 55,080,624 | 60,120,626 | 60,000,569 |
| Departmental Income | 11,413,705 | 11,384,426 | 10,659,855 | 10,808,034 | 11,076,828 |
| Use of Money & Property | 310,503 | 345,968 | 291,784 | 312,191 | 575,709 |
| Licenses and Permits | 845,309 | 741,059 | 775,203 | 861,486 | 805,881 |
| Fines and Forfeitures | 218,880 | 195,607 | 224,407 | 249,508 | 201,658 |
| Sale of Property and Compensation for Loss | 129,251 | 111,315 | 55,389 | 107,346 | 57,812 |
| Revenues from State Sources | 14,913,724 | 14,468,118 | 15,680,037 | 17,022,342 | 16,915,084 |
| Revenues from Federal Sources | 9,080,824 | 9,520,714 | 9,155,388 | 9,367,302 | 8,519,388 |
| Miscellaneous | 626,865 | 1,221,645 | 1,417,181 | 1,212,576 | 1,624,040 |
| Total Revenues | <u>\$ 122,602,118</u> | <u>\$ 125,315,145</u> | <u>\$ 124,603,790</u> | <u>\$ 131,904,382</u> | <u>\$ 133,510,634</u> |
| EXPENDITURES | | | | | |
| General Government Support | \$22,480,066 | \$ 27,219,313 | \$ 24,043,863 | \$ 24,070,985 | \$ 23,754,954 |
| Education | 10,196,769 | 9,379,106 | 9,408,513 | 9,618,908 | 10,423,919 |
| Public Safety | 32,525,027 | 34,541,586 | 35,198,063 | 36,303,280 | 36,767,396 |
| Health | 10,500,899 | 11,382,894 | 11,445,246 | 12,945,287 | 12,933,339 |
| Transportation | 1,308,105 | 1,315,660 | 1,296,521 | 1,311,625 | 1,346,592 |
| Economic Assistance and Opportunity | 32,665,550 | 32,481,284 | 32,420,370 | 34,241,746 | 33,639,289 |
| Culture and Recreation | 3,140,717 | 3,429,702 | 3,601,424 | 4,686,558 | 4,983,259 |
| Home and Community Services | 1,753,532 | 1,768,927 | 1,721,015 | 1,640,432 | 1,742,315 |
| Employee Benefits | 3,855,901 | 4,045,623 | 4,202,823 | 4,578,254 | 4,750,314 |
| Debt Service | 157,722 | 113,000 | 138,750 | 53,773 | - |
| Total Expenditures | <u>\$ 118,584,288</u> | <u>\$ 125,677,095</u> | <u>\$ 123,476,588</u> | <u>\$ 129,450,848</u> | <u>\$ 130,341,377</u> |
| Excess of Revenues Over (Under) Expenditures | <u>\$ 4,017,830</u> | <u>\$ (361,950)</u> | <u>\$ 1,127,202</u> | <u>\$ 2,453,534</u> | <u>\$ 3,169,257</u> |
| Other Financing Sources (Uses): | | | | | |
| Operating Transfers In | 82,280 | 186,266 | 80,111 | 386,372 | 337,334 |
| Operating Transfers Out | (385,000) | (1,470,717) | (729,930) | (550,189) | (1,371,129) |
| Total Other Financing | <u>(302,720)</u> | <u>(1,284,451)</u> | <u>(649,819)</u> | <u>(163,817)</u> | <u>(1,033,795)</u> |
| Excess of Revenues and Other Sources Over (Under) Expenditures and Other Uses | <u>3,715,110</u> | <u>(1,646,401)</u> | <u>477,383</u> | <u>2,289,717</u> | <u>2,135,462</u> |
| FUND BALANCE | | | | | |
| Fund Balance - Beginning of Year | 32,810,263 | 36,525,373 | 34,878,972 | 35,356,355 | 37,646,072 |
| Prior Period Adjustments (net) | - | - | - | - | - |
| Fund Balance - End of Year | <u>\$ 36,525,373</u> | <u>\$ 34,878,972</u> | <u>\$ 35,356,355</u> | <u>\$ 37,646,072</u> | <u>\$ 39,781,534</u> |

Source: Comprehensive Annual Financial Reports of the County. This Appendix is not itself audited.

GENERAL FUND

Revenues, Expenditures and Changes in Fund Balance - Budget and Actual

Fiscal Years Ending December 31st:

| | 2017 | | | 2018 |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | Original Budget | Final Budget | Actual | Adopted Budget |
| REVENUES | | | | |
| Real Property Taxes | \$ 28,683,619 | \$ 28,683,619 | \$ 29,041,240 | \$ 29,351,327 |
| Other Tax Items | 5,052,450 | 4,510,820 | 4,692,425 | 5,129,200 |
| Non-Property Tax Items | 58,456,282 | 59,977,699 | 60,000,569 | 59,183,608 |
| Departmental Income | 11,322,496 | 11,027,251 | 11,076,828 | 11,794,976 |
| Use of Money & Property | 308,059 | 552,059 | 575,709 | 99,000 |
| Licenses and Permits | 732,100 | 732,100 | 805,881 | 847,100 |
| Fines and Forfeitures | 170,000 | 170,000 | 201,658 | 173,500 |
| Sale of Property and Compensation for Loss | 9,200 | 26,878 | 57,812 | 30,000 |
| Revenues from State Sources | 16,091,894 | 17,003,349 | 16,915,084 | 17,144,663 |
| Revenues from Federal Sources | 8,810,294 | 9,442,849 | 8,519,388 | 8,659,639 |
| Miscellaneous | 914,392 | 1,059,247 | 1,624,040 | 1,239,870 |
| Total Revenues | <u>\$ 130,550,786</u> | <u>\$ 133,185,871</u> | <u>\$ 133,510,634</u> | <u>\$ 133,652,883</u> |
| EXPENDITURES | | | | |
| General Government Support | \$ 28,066,294 | \$ 26,758,318 | \$ 23,754,954 | \$ 27,253,975 |
| Education | 9,955,424 | 10,538,111 | 10,423,919 | 10,708,293 |
| Public Safety | 37,257,984 | 39,087,491 | 36,767,396 | 36,620,311 |
| Health | 13,506,751 | 13,681,889 | 12,933,339 | 13,203,224 |
| Transportation | 1,335,276 | 1,346,592 | 1,346,592 | 1,372,276 |
| Economic Assistance and Opportunity | 35,730,136 | 36,477,459 | 33,639,289 | 36,392,083 |
| Culture and Recreation | 5,171,561 | 5,343,966 | 4,983,259 | 5,750,227 |
| Home and Community Services | 2,001,580 | 1,935,922 | 1,742,315 | 1,753,686 |
| Employee Benefits | 4,817,404 | 4,817,404 | 4,750,314 | 5,165,808 |
| Debt Service | - | - | - | - |
| Total Expenditures | <u>\$ 137,842,410</u> | <u>\$ 139,987,152</u> | <u>\$ 130,341,377</u> | <u>\$ 138,219,883</u> |
| Excess of Revenues Over (Under) Expenditures | <u>\$ (7,291,624)</u> | <u>\$ (6,801,281)</u> | <u>\$ 3,169,257</u> | <u>\$ (4,567,000)</u> |
| Other Financing Sources (Uses): | | | | |
| Operating Transfers In | 30,000 | 337,334 | 337,334 | - |
| Operating Transfers Out | (110,000) | (1,371,130) | (1,371,129) | (110,000) |
| Total Other Financing | <u>(80,000)</u> | <u>(1,033,796)</u> | <u>(1,033,795)</u> | <u>(110,000)</u> |
| Excess of Revenues and Other Sources Over (Under) Expenditures and Other Uses | <u>(7,371,624)</u> | <u>(7,835,077)</u> | <u>2,135,462</u> | <u>(4,677,000)</u> |
| FUND BALANCE | | | | |
| Fund Balance - Beginning of Year | 7,371,624 | 7,835,077 | 37,646,072 | 4,677,000 |
| Prior Period Adjustments (net) | - | - | - | - |
| Fund Balance - End of Year | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 39,781,534</u> | <u>\$ -</u> |

CHANGES IN FUND EQUITY

| Fiscal Years Ending December 31: | <u>2013</u> | <u>2014</u> | <u>2015</u> | <u>2016</u> | <u>2017</u> |
|----------------------------------|--------------|--------------|--------------|--------------|--------------|
| <u>COUNTY ROAD FUND</u> | | | | | |
| Fund Equity - Beginning of Year | \$ 1,402,822 | \$ 1,409,637 | \$ 1,214,568 | \$ 1,200,476 | \$ 1,533,999 |
| Prior Period Adjustments (net) | - | - | - | - | - |
| Revenues & Other Sources | 5,482,996 | 5,871,162 | 6,528,875 | 5,534,296 | 5,753,659 |
| Expenditures & Other Uses | 5,476,181 | 6,066,231 | 6,542,967 | 5,200,773 | 5,706,467 |
| Fund Equity - End of Year | \$ 1,409,637 | \$ 1,214,568 | \$ 1,200,476 | \$ 1,533,999 | \$ 1,581,191 |
| <u>ROAD MACHINERY FUND</u> | | | | | |
| Fund Equity - Beginning of Year | \$ 91,827 | \$ 83,042 | \$ 150,142 | \$ 340,870 | \$ 426,088 |
| Prior Period Adjustments (net) | - | - | - | - | - |
| Revenues & Other Sources | 1,750,159 | 1,926,621 | 2,076,145 | 1,969,356 | 1,799,946 |
| Expenditures & Other Uses | 1,758,944 | 1,859,521 | 1,885,417 | 1,884,138 | 1,898,485 |
| Fund Equity - End of Year | \$ 83,042 | \$ 150,142 | \$ 340,870 | \$ 426,088 | \$ 327,549 |
| <u>TRANSPORTATION FUND</u> | | | | | |
| Fund Equity - Beginning of Year | \$ 660,916 | \$ 782,751 | \$ 718,774 | \$ 589,693 | \$ 659,035 |
| Prior Period Adjustments (net) | - | - | - | - | - |
| Revenues & Other Sources | 2,406,572 | 2,361,230 | 2,009,183 | 2,374,811 | 2,257,820 |
| Expenditures & Other Uses | 2,284,737 | 2,425,207 | 2,138,264 | 2,305,469 | 2,246,162 |
| Fund Equity - End of Year | \$ 782,751 | \$ 718,774 | \$ 589,693 | \$ 659,035 | \$ 670,693 |
| <u>DEBT SERVICE FUND</u> | | | | | |
| Fund Equity - Beginning of Year | \$ 630,433 | \$ 430,823 | \$ 522,020 | \$ 437,144 | \$ 314,248 |
| Prior Period Adjustments (net) | - | - | - | - | - |
| Revenues & Other Sources | 26,352,675 | 5,830,775 | 18,549,811 | 6,089,936 | 6,311,394 |
| Expenditures & Other Uses | 26,552,285 | 5,739,578 | 18,634,687 | 6,212,832 | 6,344,655 |
| Fund Equity - End of Year | \$ 430,823 | \$ 522,020 | \$ 437,144 | \$ 314,248 | \$ 280,987 |
| <u>CAPITAL PROJECTS FUND</u> | | | | | |
| Fund Equity - Beginning of Year | \$ 6,153,036 | \$ 5,217,841 | \$ 4,770,856 | \$ 2,831,923 | \$ 4,513,415 |
| Prior Period Adjustments (net) | - | - | - | - | - |
| Revenues & Other Sources | 6,331,035 | 6,656,375 | 5,015,727 | 9,507,996 | 9,311,819 |
| Expenditures & Other Uses | 7,266,230 | 7,103,360 | 6,954,660 | 7,826,504 | 9,072,350 |
| Fund Equity - End of Year | \$ 5,217,841 | \$ 4,770,856 | \$ 2,831,923 | \$ 4,513,415 | \$ 4,752,884 |

APPENDIX - B
Putnam County

| Fiscal Year Ending December 31st | Excluding the Bonds | | | Principal of this Issue | Total Principal of all Issues |
|--|---------------------|---------------|---------------|----------------------------|----------------------------------|
| | Principal | Interest | Total | | |
| 2018 | \$ 4,609,575 | \$ 2,054,813 | \$ 6,664,388 | \$ - | \$ 4,609,575 |
| 2019 | 4,973,350 | 1,877,973 | 6,851,323 | - | 4,973,350 |
| 2020 | 5,130,000 | 1,711,921 | 6,841,921 | 158,125 | 5,288,125 |
| 2021 | 5,320,000 | 1,530,419 | 6,850,419 | 165,000 | 5,485,000 |
| 2022 | 5,020,000 | 1,340,243 | 6,360,243 | 170,000 | 5,190,000 |
| 2023 | 5,205,000 | 1,159,282 | 6,364,282 | 175,000 | 5,380,000 |
| 2024 | 4,280,000 | 981,440 | 5,261,440 | 180,000 | 4,460,000 |
| 2025 | 4,440,000 | 828,070 | 5,268,070 | 185,000 | 4,625,000 |
| 2026 | 3,525,000 | 677,200 | 4,202,200 | 190,000 | 3,715,000 |
| 2027 | 3,075,000 | 549,007 | 3,624,007 | 195,000 | 3,270,000 |
| 2028 | 3,095,000 | 430,351 | 3,525,351 | 200,000 | 3,295,000 |
| 2029 | 2,210,000 | 325,381 | 2,535,381 | 205,000 | 2,415,000 |
| 2030 | 2,280,000 | 261,244 | 2,541,244 | 210,000 | 2,490,000 |
| 2031 | 2,350,000 | 193,775 | 2,543,775 | - | 2,350,000 |
| 2032 | 930,000 | 141,256 | 1,071,256 | - | 930,000 |
| 2033 | 970,000 | 112,756 | 1,082,756 | - | 970,000 |
| 2034 | 1,000,000 | 82,581 | 1,082,581 | - | 1,000,000 |
| 2035 | 1,035,000 | 50,784 | 1,085,784 | - | 1,035,000 |
| 2036 | 1,065,000 | 17,306 | 1,082,306 | - | 1,065,000 |
| TOTALS | \$ 60,512,925 | \$ 14,325,801 | \$ 74,838,726 | \$ 2,033,125 | \$ 62,546,050 |

CURRENT BONDS OUTSTANDING

| Fiscal Year Ending December 31st | 2007 Public Improvements | | | 2008 Public Improvements | | | 2009 Public Improvements | | |
|--|-----------------------------|----------|------------|-----------------------------|------------|--------------|-----------------------------|------------|--------------|
| | Principal | Interest | Total | Principal | Interest | Total | Principal | Interest | Total |
| 2018 | \$ 165,000 | \$ 6,600 | \$ 171,600 | \$ 385,000 | \$ 73,738 | \$ 458,738 | \$ 170,000 | \$ 55,719 | \$ 225,719 |
| 2019 | - | - | - | 405,000 | 57,375 | 462,375 | 175,000 | 50,619 | 225,619 |
| 2020 | - | - | - | 425,000 | 39,150 | 464,150 | 180,000 | 45,150 | 225,150 |
| 2021 | - | - | - | 445,000 | 20,025 | 465,025 | 185,000 | 39,075 | 224,075 |
| 2022 | - | - | - | - | - | - | 190,000 | 32,600 | 222,600 |
| 2023 | - | - | - | - | - | - | 200,000 | 25,000 | 225,000 |
| 2024 | - | - | - | - | - | - | 205,000 | 17,000 | 222,000 |
| 2025 | - | - | - | - | - | - | 220,000 | 8,800 | 228,800 |
| TOTALS | \$ 165,000 | \$ 6,600 | \$ 171,600 | \$ 1,660,000 | \$ 190,288 | \$ 1,850,288 | \$ 1,525,000 | \$ 273,963 | \$ 1,798,963 |

| Fiscal Year Ending December 31st | 2010 (1) Public Improvements - MBBA Pool | | | 2011 Public Improvements | | | 2012 Refunding of 2003 Serial Bonds | | |
|--|---|--------------|--------------|-----------------------------|------------|--------------|--|------------|--------------|
| | Principal | Interest | Total | Principal | Interest | Total | Principal | Interest | Total |
| 2018 | \$ 255,000 | \$ 215,439 | \$ 470,439 | \$ 330,000 | \$ 51,750 | \$ 381,750 | \$ 570,000 | \$ 139,550 | \$ 709,550 |
| 2019 | 270,000 | 202,689 | 472,689 | 340,000 | 44,738 | 384,738 | 595,000 | 116,750 | 711,750 |
| 2020 | 280,000 | 188,552 | 468,552 | 345,000 | 37,088 | 382,088 | 620,000 | 92,950 | 712,950 |
| 2021 | 285,000 | 173,331 | 458,331 | 360,000 | 28,894 | 388,894 | 645,000 | 68,850 | 713,850 |
| 2022 | 295,000 | 157,268 | 452,268 | 365,000 | 19,894 | 384,894 | 660,000 | 47,100 | 707,100 |
| 2023 | 305,000 | 138,282 | 443,282 | 375,000 | 10,313 | 385,313 | 690,000 | 20,700 | 710,700 |
| 2024 | 320,000 | 118,652 | 438,652 | - | - | - | - | - | - |
| 2025 | 330,000 | 98,057 | 428,057 | - | - | - | - | - | - |
| 2026 | 340,000 | 76,818 | 416,818 | - | - | - | - | - | - |
| 2027 | 355,000 | 52,294 | 407,294 | - | - | - | - | - | - |
| 2028 | 370,000 | 26,688 | 396,688 | - | - | - | - | - | - |
| TOTALS | \$ 3,405,000 | \$ 1,448,072 | \$ 4,853,072 | \$ 2,115,000 | \$ 192,675 | \$ 2,307,675 | \$ 3,780,000 | \$ 485,900 | \$ 4,265,900 |

(1) MBBA debt service is total interest and principal payable and does not include reimbursement subsidy.

CURRENT BONDS OUTSTANDING

| Fiscal Year Ending December 31st | 2012 Public Improvements | | | 2013 Refunding of 2005 and 2006 Bonds | | | 2013 Public Improvements | | |
|--|-----------------------------|------------|--------------|--|--------------|---------------|-----------------------------|------------|--------------|
| | Principal | Interest | Total | Principal | Interest | Total | Principal | Interest | Total |
| 2018 | \$ 475,000 | \$ 96,931 | \$ 571,931 | \$ 915,000 | \$ 635,256 | \$ 1,550,256 | \$ 270,000 | \$ 59,925 | \$ 329,925 |
| 2019 | 485,000 | 87,431 | 572,431 | 945,000 | 598,056 | 1,543,056 | 275,000 | 54,525 | 329,525 |
| 2020 | 495,000 | 77,731 | 572,731 | 990,000 | 559,356 | 1,549,356 | 280,000 | 49,025 | 329,025 |
| 2021 | 505,000 | 67,831 | 572,831 | 1,030,000 | 513,806 | 1,543,806 | 290,000 | 43,425 | 333,425 |
| 2022 | 515,000 | 57,731 | 572,731 | 1,080,000 | 466,456 | 1,546,456 | 295,000 | 36,900 | 331,900 |
| 2023 | 525,000 | 47,431 | 572,431 | 1,120,000 | 422,456 | 1,542,456 | 305,000 | 28,050 | 333,050 |
| 2024 | 535,000 | 36,931 | 571,931 | 1,170,000 | 376,656 | 1,546,656 | 310,000 | 18,900 | 328,900 |
| 2025 | 545,000 | 25,563 | 570,563 | 1,220,000 | 328,856 | 1,548,856 | 320,000 | 9,600 | 329,600 |
| 2026 | 560,000 | 13,300 | 573,300 | 760,000 | 293,056 | 1,053,056 | - | - | - |
| 2027 | - | - | - | 785,000 | 269,881 | 1,054,881 | - | - | - |
| 2028 | - | - | - | 815,000 | 245,881 | 1,060,881 | - | - | - |
| 2029 | - | - | - | 840,000 | 221,056 | 1,061,056 | - | - | - |
| 2030 | - | - | - | 870,000 | 195,406 | 1,065,406 | - | - | - |
| 2031 | - | - | - | 905,000 | 168,781 | 1,073,781 | - | - | - |
| 2032 | - | - | - | 930,000 | 141,256 | 1,071,256 | - | - | - |
| 2033 | - | - | - | 970,000 | 112,756 | 1,082,756 | - | - | - |
| 2034 | - | - | - | 1,000,000 | 82,581 | 1,082,581 | - | - | - |
| 2035 | - | - | - | 1,035,000 | 50,784 | 1,085,784 | - | - | - |
| 2036 | - | - | - | 1,065,000 | 17,306 | 1,082,306 | - | - | - |
| TOTALS | \$ 4,640,000 | \$ 510,881 | \$ 5,150,881 | \$ 18,445,000 | \$ 5,699,647 | \$ 24,144,647 | \$ 2,345,000 | \$ 300,350 | \$ 2,645,350 |

| Fiscal Year Ending December 31st | 2014 Public Improvements | | | 2015 Refunding of 2007 Bonds | | | 2016A Public Improvements | | |
|--|-----------------------------|------------|--------------|---------------------------------|--------------|---------------|------------------------------|------------|--------------|
| | Principal | Interest | Total | Principal | Interest | Total | Principal | Interest | Total |
| 2018 | \$ 190,000 | \$ 80,819 | \$ 270,819 | \$ 585,000 | \$ 445,813 | \$ 1,030,813 | \$ 129,575 | \$ 42,683 | \$ 172,258 |
| 2019 | 190,000 | 76,781 | 266,781 | 600,000 | 425,038 | 1,025,038 | 135,000 | 40,038 | 175,038 |
| 2020 | 195,000 | 72,744 | 267,744 | 625,000 | 400,538 | 1,025,538 | 135,000 | 37,338 | 172,338 |
| 2021 | 200,000 | 68,600 | 268,600 | 655,000 | 371,663 | 1,026,663 | 140,000 | 34,588 | 174,588 |
| 2022 | 205,000 | 64,350 | 269,350 | 685,000 | 338,163 | 1,023,163 | 140,000 | 31,788 | 171,788 |
| 2023 | 210,000 | 59,738 | 269,738 | 720,000 | 303,038 | 1,023,038 | 145,000 | 28,938 | 173,938 |
| 2024 | 215,000 | 55,013 | 270,013 | 755,000 | 269,938 | 1,024,938 | 150,000 | 25,988 | 175,988 |
| 2025 | 225,000 | 50,175 | 275,175 | 790,000 | 235,088 | 1,025,088 | 150,000 | 22,988 | 172,988 |
| 2026 | 230,000 | 44,550 | 274,550 | 830,000 | 194,588 | 1,024,588 | 155,000 | 19,938 | 174,938 |
| 2027 | 235,000 | 37,650 | 272,650 | 870,000 | 152,088 | 1,022,088 | 160,000 | 16,788 | 176,788 |
| 2028 | 245,000 | 30,600 | 275,600 | 915,000 | 107,463 | 1,022,463 | 165,000 | 13,331 | 178,331 |
| 2029 | 250,000 | 23,250 | 273,250 | 955,000 | 71,456 | 1,026,456 | 165,000 | 9,619 | 174,619 |
| 2030 | 260,000 | 15,750 | 275,750 | 980,000 | 44,238 | 1,024,238 | 170,000 | 5,850 | 175,850 |
| 2031 | 265,000 | 7,950 | 272,950 | 1,005,000 | 15,075 | 1,020,075 | 175,000 | 1,969 | 176,969 |
| TOTALS | \$ 3,115,000 | \$ 687,969 | \$ 3,802,969 | \$ 10,970,000 | \$ 3,374,181 | \$ 14,344,181 | \$ 2,114,575 | \$ 331,840 | \$ 2,446,415 |

CURRENT BONDS OUTSTANDING

| Fiscal Year Ending December 31st | 2016B Tilly Foster Renovations | | | 2017A Various Purposes - Highway/Equip | | | 2017B Senior Center - Butterfield | | |
|--|-----------------------------------|------------|--------------|---|------------|--------------|--------------------------------------|------------|------------|
| | Principal | Interest | Total | Principal | Interest | Total | Principal | Interest | Total |
| | | | | | | | | | |
| 2018 | \$ 170,000 | \$ 42,925 | \$ 212,925 | \$ - | \$ 81,112 | \$ 81,112 | \$ - | \$ 26,554 | \$ 26,554 |
| 2019 | 175,000 | 39,475 | 214,475 | 303,350 | 63,634 | 366,984 | 80,000 | 20,825 | 100,825 |
| 2020 | 175,000 | 35,975 | 210,975 | 305,000 | 57,550 | 362,550 | 80,000 | 18,775 | 98,775 |
| 2021 | 180,000 | 32,425 | 212,425 | 315,000 | 51,350 | 366,350 | 85,000 | 16,556 | 101,556 |
| 2022 | 185,000 | 28,775 | 213,775 | 320,000 | 45,000 | 365,000 | 85,000 | 14,219 | 99,219 |
| 2023 | 190,000 | 25,025 | 215,025 | 330,000 | 38,500 | 368,500 | 90,000 | 11,813 | 101,813 |
| 2024 | 195,000 | 21,175 | 216,175 | 335,000 | 31,850 | 366,850 | 90,000 | 9,338 | 99,338 |
| 2025 | 200,000 | 17,100 | 217,100 | 345,000 | 25,050 | 370,050 | 95,000 | 6,794 | 101,794 |
| 2026 | 205,000 | 12,669 | 217,669 | 350,000 | 18,100 | 368,100 | 95,000 | 4,181 | 99,181 |
| 2027 | 210,000 | 7,869 | 217,869 | 360,000 | 11,000 | 371,000 | 100,000 | 1,438 | 101,438 |
| 2028 | 215,000 | 2,688 | 217,688 | 370,000 | 3,700 | 373,700 | - | - | - |
| TOTALS | \$ 2,100,000 | \$ 266,100 | \$ 2,366,100 | \$ 3,333,350 | \$ 426,845 | \$ 3,760,195 | \$ 800,000 | \$ 130,491 | \$ 930,491 |

COMPUTATION OF TAXABLE FULL VALUATIONS
Using Regular State Equalization Rates

| <u>Year of County Tax Roll:</u> | <u>2015</u> | <u>2016</u> | <u>2017</u> | <u>2018</u> | <u>2019</u> |
|--|---------------------------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| Year of Assessment Roll | <u>2014</u> | <u>2015</u> | <u>2016</u> | <u>2017</u> | <u>2018</u> |
| <u>Assessed Valuation</u> | | | | | |
| Towns of: Carmel | \$ 2,643,976,580 | \$ 2,643,628,214 | \$ 2,641,078,917 | \$ 4,674,701,283 | \$ 4,772,346,729 |
| Kent | 1,445,968,135 | 1,421,007,614 | 1,414,016,350 | 1,417,114,620 | 1,535,879,831 |
| Patterson | 1,144,646,293 | 1,156,046,747 | 1,161,369,100 | 1,173,133,578 | 1,206,253,324 |
| Philipstown | 1,017,676,832 | 1,018,395,555 | 1,023,081,502 | 1,028,719,393 | 1,031,885,773 |
| Putnam Valley | 1,498,616,760 | 1,492,718,714 | 1,504,977,489 | 1,523,466,669 | 1,583,163,611 |
| Southeast | <u>2,593,943,308</u> | <u>2,619,181,650</u> | <u>2,659,865,230</u> | <u>2,731,650,482</u> | <u>2,782,096,860</u> |
| Total Assessed Valuation | <u>\$ 10,344,827,908</u> | <u>\$ 10,350,978,494</u> | <u>\$ 10,404,388,588</u> | <u>\$ 12,548,786,025</u> | <u>\$ 12,911,626,128</u> |
| <u>State Equalization Rates</u> | | | | | |
| Towns of: Carmel | 62.60% | 60.00% | 59.00% | 100.00% | 100.00% |
| Kent | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% |
| Patterson | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% |
| Philipstown | 46.35% | 46.43% | 46.50% | 46.85% | 46.95% |
| Putnam Valley | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% |
| Southeast | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% |
| <u>Equalized Full Valuation</u> | | | | | |
| Towns of: Carmel | \$ 4,223,604,760 | \$ 4,406,047,023 | \$ 4,476,404,944 | \$ 4,674,701,283 | \$ 4,772,346,729 |
| Kent | 1,445,968,135 | 1,421,007,614 | 1,414,016,350 | 1,417,114,620 | 1,535,879,831 |
| Patterson | 1,144,646,293 | 1,156,046,747 | 1,161,369,100 | 1,173,133,578 | 1,206,253,324 |
| Philipstown | 2,195,635,020 | 2,193,399,860 | 2,200,175,273 | 2,195,772,450 | 2,197,839,772 |
| Putnam Valley | 1,498,616,760 | 1,492,718,714 | 1,504,977,489 | 1,523,466,669 | 1,583,163,611 |
| Southeast | <u>2,593,943,308</u> | <u>2,619,181,650</u> | <u>2,659,865,230</u> | <u>2,731,650,482</u> | <u>2,782,096,860</u> |
| Total Full Valuation | <u>\$ 13,102,414,277</u> | <u>\$ 13,288,401,608</u> | <u>\$ 13,416,808,386</u> | <u>\$ 13,715,839,082</u> | <u>\$ 14,077,580,127</u> |

FORM OF BOND COUNSEL OPINION

Hawkins Delafield & Wood LLP
7 World Trade Center
New York, New York 10007

October 18, 2018

The Members of the County Legislature of
the County of Putnam, New York

Ladies and Gentlemen:

We have acted as Bond Counsel to the County of Putnam (the “County”), a municipal corporation of the State of New York, and have examined a record of proceedings relating to the authorization, sale and issuance of the \$2,033,125 Public Improvement Serial Bonds-2018 (the “Bonds”), dated and delivered the date hereof.

We have examined a record of proceedings relating to the Bonds for purposes of this opinion. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with originals of all documents submitted to us as copies thereof.

Based on and subject to the foregoing, and in reliance thereon, as of the date hereof, we are of the following opinions:

1. The Bonds are valid and legally binding general obligations of the County for which the County has validly pledged its faith and credit and, unless paid from other sources, all the taxable real property within the County is subject to the levy of ad valorem real estate taxes to pay the Bonds and interest thereon, subject to certain statutory limitations imposed by Chapter 97 of the Laws of 2011, as amended. The enforceability of rights or remedies with respect to such Bonds may be limited by bankruptcy, insolvency, or other laws affecting creditors’ rights or remedies heretofore or hereafter enacted.

2. Under existing statutes and court decisions and assuming continuing compliance with certain tax certifications described herein, (i) interest on the Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”), and (ii) interest on the Bonds is not treated as a preference item in calculating the alternative minimum tax under the Code; such interest, however, is included in the adjusted current earnings of certain corporations for purposes of calculating the alternative minimum tax imposed for taxable years beginning prior to January 1, 2018.

The Code establishes certain requirements that must be met subsequent to the issuance of the Bonds in order that the interest on the Bonds be and remain excludable from gross income under Section 103 of the Code. These requirements include, but are not limited to, requirements relating to the use and expenditure of proceeds of the Bonds, restrictions on the investment of proceeds of the Bonds prior to expenditure and the requirement that certain earnings be rebated to the federal government. Noncompliance with such requirements may cause the interest on the Bonds to become subject to federal income taxation retroactive to the date of issuance thereof, irrespective of the date on which such noncompliance occurs or is ascertained.

On the date of issuance of the Bonds, the County will execute a Tax Certificate relating to the Bonds containing provisions and procedures pursuant to which such requirements can be satisfied. In executing the Tax Certificate, the County represents that it will comply with the provisions and procedures set forth therein and that it will do and perform all acts and things necessary or desirable to assure that the interest on the Bonds will, for federal income tax purposes, be excluded from gross income.

In rendering the opinion in this paragraph 2, we have relied upon and assumed (i) the material accuracy of the County's representations, statements of intention and reasonable expectations, and certifications of fact contained in the Tax Certificate with respect to matters affecting the status of the interest on the Bonds, and (ii) compliance by the County with the procedures and representations set forth in the Tax Certificate as to such tax matters.

3. Under existing statutes, interest on the Bonds is exempt from personal income taxes of New York State and its political subdivisions, including The City of New York.

We express no opinion as to any other federal, state or local tax consequences arising with respect to the Bonds, or the ownership or disposition thereof, except as stated in paragraphs 2 and 3 above. We render our opinion under existing statutes and court decisions as of the date hereof, and assume no obligation to update, revise or supplement our opinion to reflect any action hereafter taken or not taken, any fact or circumstance that may hereafter come to our attention, any change in law or interpretation thereof that may hereafter occur, or for any other reason. We express no opinion as to the consequence of any of the events described in the preceding sentence or the likelihood of their occurrence. In addition, we express no opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel regarding federal, state or local tax matters, including, without limitation, exclusion from gross income for federal income tax purposes of interest on the Bonds.

We give no assurances as to the adequacy, sufficiency or completeness of the Preliminary Official Statement or Official Statement or any proceedings, reports, correspondence, financial statements or other documents, containing financial or other information relative to the County, which have been or may hereafter be furnished or disclosed to purchasers of ownership interests in the Bonds.

Very truly yours,

/s/ Hawkins Delafield & Wood LLP

UNDERTAKING TO PROVIDE CONTINUING DISCLOSURE

Section 1. Definitions

“Annual Information” shall mean the information specified in Section 3 hereof.

“EMMA” shall mean Electronic Municipal Market Access System implemented by the MSRB.

“GAAP” shall mean generally accepted accounting principles as in effect from time to time in the United States.

“Holder” shall mean any registered owner of the Securities and any beneficial owner of Securities within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934.

“Issuer” shall mean the **County of Putnam**, a municipal corporation of the State of New York.

“MSRB” shall mean the Municipal Securities Rulemaking Board established in accordance with the provisions of Section 15B(b)(1) of the Securities Exchange Act of 1934, or any successor thereto or to the functions of the MSRB contemplated by this Agreement.

“Rule” shall mean Rule 15c2-12 promulgated by the SEC under the Securities Exchange Act of 1934 (17 CFR Part 240, §240.15c2-12), as amended, as in effect on the date of this Undertaking, including any official interpretations thereof issued either before or after the effective date of this Undertaking which are applicable to this Undertaking.

“Securities” shall mean the Issuer’s **\$2,033,125 Public Improvement Serial Bonds-2018**, dated October 18, 2018, maturing in various principal amounts on June 15 in each of the years 2020 to 2030, inclusive, and delivered on the date hereof.

Section 2. Obligation to Provide Continuing Disclosure. (a) The Issuer hereby undertakes, for the benefit of Holders of the Securities, to provide or cause to be provided to the EMMA System:

- (i) not later than the last day of the sixth month following the end of each fiscal year, commencing with the fiscal year ending December 31, 2018, the Annual Information relating to such fiscal year, together with audited financial statements of the Issuer for each fiscal year commencing with the fiscal year ending December 31, 2018, if audited financial statements are then available; provided, however, that if audited financial statements are not then available, unaudited financial statements shall be provided with the Annual Information, and audited financial statements, if any, shall be delivered to the EMMA System within sixty (60) days after they become available and in no event later than the last day of the succeeding fiscal year; provided, however, that the unaudited financial statement shall be provided for any fiscal year only if the Issuer has made a determination that providing such unaudited financial statement would be compliant with federal securities laws, including Rule 10b-5 of the Securities Exchange Act of 1934 and Rule 17 (a)(2) of the Securities Act of 1933.

- (ii) in a timely manner, not in excess of ten (10) business days after the occurrence of such event, notice of any of the following events with respect to the Securities:
- (1) principal and interest payment delinquencies;
 - (2) non-payment related defaults, if material;
 - (3) unscheduled draws on debt service reserves reflecting financial difficulties;
 - (4) unscheduled draws on credit enhancements reflecting financial difficulties;
 - (5) substitution of credit or liquidity providers, or their failure to perform;
 - (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices of determinations with respect to the tax status of the Securities, or other material events affecting the tax status of the Securities;
 - (7) modifications to rights of Securities holders, if material;
 - (8) Bond calls, if material, and tender offers;
 - (9) defeasances;
 - (10) release, substitution, or sale of property securing repayment of the Securities, if material;
 - (11) rating changes;
 - (12) bankruptcy, insolvency, receivership or similar event of the Issuer;

Note to clause (12): For the purposes of the event identified in clause (12) above, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Issuer in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or government authority has assumed jurisdiction over substantially all of the assets or business of the Issuer, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Issuer;

- (13) the consummation of a merger, consolidation, or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- (14) appointment of a successor or additional trustee or the change of name of a trustee, if material.

- (iii) in a timely manner, not in excess of ten (10) business days after the occurrence of such event, notice of a failure to provide by the date set forth in Section 2(a)(i) hereof any Annual Information required by Section 3 hereof.

(b) Nothing herein shall be deemed to prevent the Issuer from disseminating any other information in addition to that required hereby in the manner set forth herein or in any other manner. If the Issuer disseminates any such additional information, the Issuer shall have no obligation to update such information or include it in any future materials disseminated hereunder.

(c) Nothing herein shall be deemed to prevent the Issuer from providing notice of the occurrence of certain other events, in addition to those listed above, if the Issuer determines that any such other event is material with respect to the Securities; but the Issuer does not undertake to commit to provide any such notice of the occurrence of any event except those events listed above.

Section 3. Annual Information. (a) The required Annual Information shall consist of the financial information and operating data for the preceding fiscal year, in a form generally consistent with the information contained or cross-referenced in the Issuer's final official statement relating to the Securities under the headings: "The County", "Financial Factors", "Tax Information", "County Indebtedness", "Economic and Demographic Information" and "Litigation", and in Appendix B.

(b) All or any portion of the Annual Information may be incorporated in the Annual Information by cross reference to any other documents which are (i) available to the public on the EMMA System or (ii) filed with the SEC. If such a document is a final official statement, it also must be available from the EMMA System.

(c) Annual Information for any fiscal year containing any modified operating data or financial information (as contemplated by Section 7(e) hereof) for such fiscal year shall explain, in narrative form, the reasons for such modification and the effect of such modification on the Annual Information being provided for such fiscal year. If a change in accounting principles is included in any such modification, such Annual Information shall present a comparison between the financial statements or information prepared on the basis of the modified accounting principles and those prepared on the basis of the former accounting principles.

Section 4. Financial Statements. The Issuer's annual financial statements for each fiscal year shall be prepared in accordance with New York State regulatory requirements or GAAP as in effect from time to time. Such financial statements shall be audited by an independent accounting firm.

Section 5. Remedies. If the Issuer shall fail to comply with any provision of this Undertaking, then any Holder of Securities may enforce, for the equal benefit and protection of all Holders similarly situated, by mandamus or other suit or proceeding at law or in equity, this Undertaking against the Issuer and any of the officers, agents and employees of the Issuer, and may compel the Issuer or any such officers, agents or employees to perform and carry out their duties under this Undertaking; provided that the sole and exclusive remedy for breach of this Undertaking shall be an action to compel specific performance of the obligations of the Issuer hereunder and no person or entity shall be entitled to recover monetary damages hereunder under any circumstances. Failure to comply with any provision of this Undertaking shall not constitute an event of default on the Securities.

Section 6. Parties in Interest. This Undertaking is executed to assist the Purchaser to comply with subsection (b)(5) of the Rule and is delivered for the benefit of the Holders. No other person shall have any right to enforce the provisions hereof or any other rights hereunder.

Section 7. Amendments. Without the consent of any holders of Securities, the Issuer at any time and from time to time may enter into any amendments or changes to this Undertaking for any of the following purposes:

- (a) to comply with or conform to any changes in Rule 15c2-12 (whether required or optional);
- (b) to add a dissemination agent for the information required to be provided hereby and to make any necessary or desirable provisions with respect thereto;
- (c) to evidence the succession of another person to the Issuer and the assumption of any such successor of the duties of the Issuer hereunder;
- (d) to add to the duties of the Issuer for the benefit of the Holders, or to surrender any right or power herein conferred upon the Issuer;
- (e) to modify the contents, presentation and format of the Annual Information from time to time to conform to changes in accounting or disclosure principles or practices and legal requirements followed by or applicable to the Issuer or to reflect changes in the identity, nature or status of the Issuer or in the business, structure or operations of the Issuer or any mergers, consolidations, acquisitions or dispositions made by or affecting any such person; provided that any such modifications shall comply with the requirements of Rule 15c2-12 or Rule 15c2-12 as in effect at the time of such modification; or
- (f) to cure any ambiguity, to correct or supplement any provision hereof which may be inconsistent with any other provision hereof, or to make any other provisions with respect to matters or questions arising under this Undertaking which, in each case, comply with Rule 15c2-12 or Rule 15c2-12 as in effect at the time of such amendment or change;

provided that no such action pursuant to this Section 7 shall adversely affect the interests of the Holders in any material respect. In making such determination, the Issuer shall rely upon an opinion of nationally recognized bond counsel.

Section 8. Termination. This Undertaking shall remain in full force and effect until such time as all principal, redemption premiums, if any, and interest on the Securities shall have been paid in full or the Securities shall have otherwise been paid or legally defeased pursuant to the their terms. Upon any such legal defeasance, the Issuer shall provide notice of such defeasance to the EMMA System. Such notice shall state whether the Securities have been defeased to maturity or to redemption and the timing of such maturity or redemption.

In addition, this Agreement, or any provision hereof, shall be null and void in the event that those portions of the Rule which require this Agreement, or such provision, as the case may be, do not or no longer apply to the Securities, whether because such portions of the Rule are invalid, have been repealed, or otherwise.

Section 9. Undertaking to Constitute Written Agreement or Contract. This Undertaking shall constitute the written agreement or contract for the benefit of Holders of Securities, as contemplated under Rule 15c2-12.

Section 10. Governing Law. This Undertaking shall be governed by the laws of the State of New York determined without regard to principles of conflict of law.

IN WITNESS WHEREOF, the undersigned has duly authorized, executed and delivered this Undertaking as of **October 18, 2018**.

COUNTY OF PUTNAM

By _____
Commissioner of Finance and Chief Fiscal Officer

COUNTY OF PUTNAM, NEW YORK

COMPREHENSIVE ANNUAL FINANCIAL REPORT FISCAL YEAR ENDED DECEMBER 31, 2017

The Comprehensive Annual Financial Report can be accessed on the Electronic Municipal Market Access (“EMMA”) website of the Municipal Securities Rulemaking Board (“MSRB”) at the following link:

<https://emma.msrb.org/EP1030754-EP798707-EP1200224.pdf>

The Comprehensive Annual Financial Report referenced above is hereby incorporated into the attached Official Statement.

Such Audited Financial Statement and independent auditor’s opinion were prepared as of date thereof and have not been reviewed and/or updated in connection with the preparation and dissemination of this Official Statement.