

NOTICE OF SALE

**\$15,158,357 BOND ANTICIPATION NOTES, SERIES 2015A,
TOWNSHIP OF ROBBINSVILLE,
IN THE COUNTY OF MERCER, NEW JERSEY
consisting of
\$12,838,357 GENERAL IMPROVEMENT BOND ANTICIPATION NOTES,
and
\$2,320,000 SEWER UTILITY BOND ANTICIPATION NOTES**

Sealed written proposals, telecopied proposals or e-mailed proposals (with the completed bid form scanned and attached) for the purchase of \$15,158,357 Bond Anticipation Notes, Series 2015A (the "Notes") of the Township of Robbinsville, in the County of Mercer, New Jersey (the "Township") will be received on **Tuesday, July 21, 2015 until 11:30 a.m.** by the undersigned Chief Financial Officer at the offices of the Township, 1 Washington Boulevard, Suite 6, Robbinsville, N.J. 08691. Telecopied bids must be submitted in writing sent to 609-426-4127. Emailed bids must be submitted in writing and sent to the Chief Financial Officer at deborahb@robbinsville-twp.org and the Township's Financial Advisor at ainverso@muniadvisors.com. Bids must be received by 11:30 a.m. Bids submitted by telecopy or e-mail are the sole responsibility of the bidder and must be received by **11:30 a.m.** The Township accepts no responsibility for the failure of any telecopied or e-mailed bids to be received on time for whatever reason. No telephone bids will be accepted. No bids will be received after **11:30 a.m.** A determination as to the award will be made no later than 1:00 p.m. on that date.

The Notes will be issued by the Township to (i) currently refund, together with \$348,577 from the Township's accounts, a \$5,682,424 portion of the Township's \$16,522,026 Bond Anticipation Notes, Series 2014A, dated and issued on August 4, 2014 and maturing on August 3, 2015 and ii) provide funds for various capital improvements in the Township.

Each bid must offer to purchase the entire Note issue being offered at a price of not less than par and must specify a single rate of interest offered for the Notes. Interest shall be calculated on a 360-day year consisting of twelve 30-day months. Bids may be submitted by completing the proposal form attached hereto and made a part hereof and by submitting it in writing or by telecopy in accordance with this Notice of Sale. The Chief Financial Officer expects to award the Notes to the bidder specifying the lowest net interest payable by the Township. However, the Chief Financial Officer reserves the right to reject all bids or to award the Notes to a bidder other than the lowest bidder. The bidder, by submitting a bid agrees to accept the determination of the Chief Financial Officer.

The Notes will NOT be "qualified tax-exempt obligations" for purposes of Section 265 of the Internal Revenue Code of 1986, as amended.

SPECIFICATION OF BOND ANTICIPATION NOTES

Principal Amount:	\$15,158,357
Dated:	July 31, 2015
Maturity Date:	July 29, 2016
Interest Rate Per Annum:	Specified by Successful Bidder
Tax Matters:	Federal and State tax exempt

Bank Qualified: No

Legal Opinion: Capehart & Scatchard, P.A.,
Trenton, New Jersey

Paying Agent: The Township will act as paying agent.

Closing:

a. date July 31, 2015

b. location Township of Robbinsville, 1 Washington
Boulevard, Suite 6, Robbinsville, New Jersey,
08691, or at such other place as agreed to by
the Chief Financial Officer.

Denominations: As specified by the successful bidder within 24
hours of award, subject to approval of the Chief
Financial Officer either (i) one DTC Book-
entry-only Registered Note, or (ii) Bearer Notes

Payment: Immediately available funds

The Purchaser may designate the Notes as "Direct Purchase, Not Reoffered" on the attached bid sheet. If the Purchaser makes such designation, the Purchaser shall certify at closing that (i) it has not reoffered the Notes to the public and does not expect to do so and (ii) it has purchased the Notes for its own account (or the account of a related party) and not with a view to resell or distribute.

The Notes will be noncallable general obligations of the Township. The full faith and credit of the Township will be pledged for the punctual payment, in accordance with their terms, of the principal of and the interest on the Notes.

At delivery of the Notes, the Township will furnish to the Purchaser customary closing documents, including (1) a certificate executed by the officials who execute the Notes stating that no litigation of any kind is now pending or, to their knowledge, threatened to restrain or enjoin the issuance or the delivery of the Notes or the levy or collection of taxes to pay the principal of or interest due on the Notes, or in any manner questioning the authority or the proceedings for the issuance of the Notes or the levy or the collection of taxes, or affecting the validity of the Notes or the levy or the collection of taxes, and (2) the approving legal opinion of Capehart & Scatchard, P.A., Bond Counsel to the Township, in the form attached hereto as **Exhibit A**.

It shall be the responsibility of the purchaser to have CUSIP identification numbers, if required, issued for the Notes. The request for the assignment of CUSIP identification numbers and the CUSIP Service Bureau charge shall be the responsibility of and shall be paid for by the Purchaser. CUSIP numbers must be communicated to Bond Counsel within 24 hours of the award of the Notes in order to have the CUSIP numbers printed on the Notes. Only one (1) CUSIP number is required for all Notes being sold pursuant to this Notice of Sale.

A preliminary official statement has been prepared for this issue and is available for download at www.prospectushub.com beginning on July 10, 2015.

/s/ Deborah Bauer
CHIEF FINANCIAL OFFICER

PROPOSAL FOR NOTES

July 21, 2015

Via FAX (609) 426-4127
Ms. Deborah Bauer
Chief Financial Officer
Township of Robbinsville
1 Washington Boulevard
Suite 6
Robbinsville, N.J. 08691

Dear Ms. Bauer:

Subject to the provisions of the Notice of Sale for the purchase of \$15,158,357 Bond Anticipation Notes, Series 2015A (the "Notes"), of the Township of Robbinsville, in the County of Mercer, New Jersey, which is attached hereto and considered a part hereof, we offer to purchase the Notes on the following terms:

<u>Amount of Notes</u>	<u>Price (not less than par)</u>	<u>Rate of Interest</u>
\$15,158,357	\$ _____	_____ %

Authorized Bidder: _____

Signature: _____

Phone: _____

PLEASE COMPLETE THE FOLLOWING:

Interest Payable on Notes \$ _____

Less: Premium, if any \$ _____

Net Interest Payable \$ _____

Net Interest Rate _____ %

Purchased and Reoffered for Sale ____yes ____no

Direct Purchase, Not Reoffered ____yes ____no

THIS PORTION OF THE PROPOSAL IS NOT PART OF THE BID

Exhibit A

Form of Approving Opinion of Bond Counsel



July __, 2015

Mayor and Township Council
Township of Robbinsville, in the
County of Mercer, New Jersey

Re: Township of Robbinsville, in the County of Mercer, New Jersey
\$15,158,357 Bond Anticipation Notes, Series 2015A, consisting of \$12,838,357
General Improvement Bond Anticipation Notes and \$2,320,000 Sewer Utility
Bond Anticipation Notes

Ladies and Gentlemen:

We have acted as Bond Counsel in connection with the issuance by the Township of Robbinsville, in the County of Mercer, New Jersey (the "Township") of its \$15,158,357 Bond Anticipation Notes, Series 2015A (the "Notes"), consisting of \$12,838,357 General Improvement Bond Anticipation Notes (the "GBAN") and \$2,320,000 Sewer Utility Bond Anticipation Notes (the "SBAN"). The Notes are general obligations of the Township and the full faith, credit and taxing power of the Township are available to pay the principal of and the interest on the Notes. The Notes are dated July 31, 2015, mature on July 29, 2016, bear interest at a rate of _____ % per annum payable at maturity, and are not subject to redemption prior to maturity.

The GBAN BAN is issued under the provisions of the Local Bond Law, Chapter 169 of the Laws of 1960 of the State of New Jersey, effective January 1, 1962 and the acts amendatory thereof and supplemental thereto (the "Local Bond Law"), Bond Ordinances No. 2008-30, 2009-28, 2010-22, 2011-13, 2012-9, 2013-10, 2014-8, 2014-15, 2014-30, 2015-7 and 2015-12 and is being issued for the purpose of i) refunding, on a current basis together with \$196,077 appropriated by the Township, a \$3,558,501 General Improvement Bond Anticipation Note previously issued by the Township on August 4, 2014 and maturing on August 3, 2015; ii) fund various capital improvements in the Township; and iii) to the pay a pro-rata share of the costs associated with the issuance of the Notes.

The SBAN is issued under the provisions of the Local Bond Law, Chapter 169 of the Laws of 1960 of the State of New Jersey, effective January 1, 1962 and the acts amendatory thereof and supplemental thereto (the "Local Bond Law") and Bond Ordinances No. 2008-21 and 2010-19 and is being issued for the purpose of refunding, on a current basis and together with \$152,500 appropriated by the Township, a \$2,472,500 Utility Bond Anticipation Note previously issued by the Township on August 4, 2014 and maturing on August 3, 2015 and to the pay a prorated share of the costs associated with the issuance of the Notes.

In our capacity as Bond Counsel and as a basis for the opinions set forth below, we have examined such matters of law, including the Local Bond Law, the Local Budget Law and the Code, such documents, including the ordinances set forth above, and such other statutes, resolutions, certificates, instruments and records of the Township, as we have deemed necessary or appropriate for the purpose of the opinion rendered below. In such examination, we have assumed and relied upon the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to the original documents of all documents submitted to us as copies. As to any facts material to our opinion we have, when relevant facts were not independently established, relied upon the aforesaid instruments, certificates and documents.

Based upon the foregoing, we are of the opinion that:

1. The Notes have been duly authorized, executed and delivered and constitute legal, valid and binding obligations of the Township enforceable in accordance with their terms.
2. The power and obligation of the Township to pay the Notes is unlimited, and, if not paid from other sources, the Township is required to levy ad valorem taxes upon all the taxable property within the Township for the payment of the principal of and interest on the Notes, without limitation as to rate or amount.
3. Assuming continuing compliance by the Township with the provisions of the Code pertaining to the issuance of the Notes, interest on the Notes is excludable from gross income of the owners thereof for federal income tax purposes under current law, and will not be treated as an item of tax preference under Section 57 of the Code for purposes of computing the federal alternative minimum tax imposed on individuals and corporations. For certain corporate holders, interest on the Notes will be taken into account in the calculation of such holders' alternative minimum tax.
4. Interest on the Notes and gain from the sale thereof are excludable from gross income under the New Jersey Gross Income Tax Act.

For purposes of this opinion, the enforceability (but not the validity) of the documents mentioned herein may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or other laws now or hereafter enacted by any state or by the federal government affecting the enforcement of creditors' rights generally, and by equitable principles, and the phrase "enforceable in accordance with their terms" shall not mean that specific performance would necessarily be available as a remedy in every situation.

Other than as set forth in Paragraphs 3 and 4 hereof, we express no opinion regarding other federal and state tax consequences arising with respect to the Notes.

We express no opinion herein as to the adequacy or accuracy of any official statement, private placement memorandum or other offering material pertaining to the offering of the Notes. This opinion is given as of the date hereof and we assume no obligation to update or supplement the opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Very truly yours,