

**THE BOARD OF EDUCATION OF THE CITY OF NORTHFIELD
IN THE COUNTY OF ATLANTIC, NEW JERSEY**

**NOTICE OF SALE OF \$5,678,000 SCHOOL BONDS, SERIES 2015
(BOOK-ENTRY ONLY)(NON-CALLABLE)
(BANK QUALIFIED)**

NOTICE IS HEREBY GIVEN that electronic proposals (as described herein) will be received by the Board of Education of the City of Northfield in the County of Atlantic, New Jersey (the “**Board of Education**” or “**Board**”) for the purchase of \$5,678,000 aggregate principal amount of the Board’s School Bonds, Series 2015 (the “**Bonds**”), on Wednesday, July 22, 2015 (the “**Bid Date**”), until 11:00 a.m., New Jersey time (the “**Bid Time**”), at which time they will be announced. Bidders are required to submit their Proposal for the purchase of the Bonds in accordance with the terms of the Notice of Sale.

The Bonds

The Bonds will be dated the date of delivery and shall mature on August 1st of each year until maturity, in the maturity amounts as hereinafter shown.

| <u>Year</u> | <u>School Bonds</u> |
|-------------|-------------------------|
| 2016 | \$480,000 |
| 2017 | \$600,000 |
| 2018 | \$600,000 |
| 2019 | \$600,000 |
| 2020 | \$600,000 |
| 2021 | \$600,000 |
| 2022 | \$575,000 |
| 2023 | \$550,000 |
| 2024 | \$550,000 |
| 2025 | \$523,000 |

Interest Payment Dates

The Bonds will be dated the date of delivery (which is expected to be August 6, 2015) and will bear interest at the rate per annum specified by the successful bidder therefor in accordance herewith, payable on August 1, 2016, and semi-annually thereafter on the first (1st) day of February and August in each year until maturity.

Term Bond Option

Bidders may not elect to structure the issue to include term bonds.

Redemption Provisions

The Bonds are **not** subject to optional redemption prior to maturity.

Book-Entry-Only System

As long as DTC (as hereinafter defined) or its nominee, Cede & Co., is the registered owner of the Bonds, payments of the principal of and interest on the Bonds will be made directly to Cede & Co., as nominee of DTC, which will credit payments of principal of and interest on the Bonds to the DTC participants as listed in the records of DTC as of each next preceding January 15 and July 15, respectively (the “**Record Dates**” for payment of interest on the Bonds), which participants will in turn credit such payments to the beneficial owners of the Bonds.

All bidders of the Bonds must be participants of The Depository Trust Company, New York, New York (“**DTC**”) or affiliated with its participants. The Bonds will be issued in fully registered form, and when issued will be registered in the name of and held by Cede & Co., as the registered owner thereof and nominee for DTC, an automated depository for securities and clearinghouse for securities transactions.

Individual purchases of beneficial ownership interests in the Bonds will be made in book- entry form (without certificates) in the denomination of \$5,000 each or integral multiples of \$1,000 in excess thereof. It shall be the obligation of the successful bidder to furnish to DTC an underwriter’s questionnaire and the denomination of the Bonds not less than seventy-two (72) hours prior to the delivery of the Bonds.

In the event that either DTC determines not to continue to act as securities depository for the Bonds or the Board determines that the beneficial owners of the Bonds be able to obtain bond certificates, the Board will appoint a paying agent and will issue and deliver replacement Bonds in the form of fully registered certificates.

Electronic Bidding Procedures

Bids may be submitted electronically via PARITY in accordance with this Notice of Sale, until the Bid Time on the Bid Date, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY conflict with this Notice of Sale, the terms of this Notice of Sale shall control. For further information about PARITY, potential bidders may contact PARITY at (212) 849-5021. In the event that a bid for the Bonds is submitted via PARITY, the bidder further agrees that:

1. The Board of Education may regard the electronic transmission of the bid through PARITY (including information about the purchase price of the Bonds, the interest rate or rates to be borne by the various maturities of the Bonds, the initial public offering price of each maturity and any other information included in such transmission) as though the same information were submitted directly to the Board of Education and executed by a duly authorized signatory of the bidder. If a bid submitted electronically via PARITY is accepted by the Board

of Education, the terms of the Proposal for Bonds and this Notice of Sale and the information that is electronically transmitted through PARITY shall form a contract, and the successful bidder shall be bound by the terms of such contract.

2. PARITY is not an agent of the Board of Education, and the Board's Bond Counsel and Financial Advisor shall have no liability whatsoever based on any bidder's use of PARITY, including but not limited to any failure by PARITY to correctly or timely transmit information provided by the Board of Education or information provided by the bidder.

3. The Board of Education may choose to discontinue use of electronic bidding via PARITY by issuing a notification to such effect via TM3 News Services, or by other available means, no later than 3:00 p.m. (New Jersey time) on the last business date prior to the bid date set forth above.

4. Once the bids are communicated electronically via PARITY to the Board of Education as described above, each bid will constitute a Proposal for Bonds and shall be deemed to be an irrevocable offer to purchase the Bonds on the terms provided in this Notice of Sale. For purposes of submitting a Proposal for Bonds, whether by hand delivery or electronically via Parity, the time as maintained on PARITY shall constitute the official time.

5. Each bidder choosing to bid electronically shall be solely responsible to make necessary arrangements to access PARITY for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the Board of Education nor Parity shall have any duty or obligation to undertake such registration to bid for any prospective bidder or to provide or assure access to any qualified prospective bidder, and neither the Board of Education nor Parity shall be responsible for the proper operation of, or have any liability for any delays or interruptions of, or any damages caused by PARITY. The Board of Education is using PARITY as a communication mechanism, and not as the Board's agent, to conduct the electronic bidding for the Bonds. By using PARITY, each bidder agrees to hold the Board of Education, Bond Counsel and Financial Advisor harmless for any harm or damages caused to such bidder in connection with its use of PARITY for bidding on the Bonds.

Bid Specifications

Each Proposal submitted must name the rate or rates of interest per annum to be borne by the Bonds bid for and the rate or rates named must be multiples of one-eighth ($1/8^{\text{th}}$) or one-twentieth ($1/20^{\text{th}}$) of one per centum (1.0%). Not more than one rate may be named for Bonds of the same maturity. There is no limitation on the rates that may be named. If more than one rate of interest is named, no interest rate named for any maturity may be less than the interest rate named for any prior maturity. The purchase price specified in each Proposal must be not less than 100% of the aggregate par value of the Bonds or more than \$5,679,000 (representing the par amount of the Bonds plus a bid premium of \$1,000) (the "Max Bid Price").

Subject to the Bid requirements described herein, each Proposal for the Bonds must be submitted on an "All-or-None" ("AON") basis for the entire amount of \$5,678,000. A Bidder must submit a conforming Proposal for the entire issue, and if such Proposal is accepted by the Board of

Education, the Bidder will be required to purchase the entire issue in accordance with such Proposal.

Award, Delivery And Payment

The Bonds will be awarded to the bidder on whose bid the total loan may be made at the lowest true interest cost. Such true interest cost shall be computed, as to each bid, by determining the interest rate, compounded semiannually, necessary to discount the principal and interest payments on the Bonds to the date of delivery of the Bonds and to the price bid which shall not exceed the Max Bid Price. No Proposal shall be considered that offers to pay an amount less than the principal amount of Bonds offered for sale or under which the total loan is made at a true interest cost higher than the lowest true interest cost to the Board of Education under any legally acceptable proposal. If two or more such bidders offer to pay the lowest true interest cost, then the Bonds will be sold to one of such bidders selected by lot from among all such bidders. The bidder to which the Bonds are awarded (in the manner specified above) is herein referred to as the "Successful Bidder."

It is expected that delivery of the Bonds to DTC and payment for the Bonds will take place on or about August 6, 2015, at the offices of Fleishman Daniels, LLC, bond counsel to the Board of Education ("**Bond Counsel**"), in Northfield, New Jersey, or at such other place as may be agreed upon with the Successful Bidder. The Bonds will be delivered to DTC in single denominations for the aggregate principal amount of each maturity. **PAYMENT FOR THE BONDS AT THE TIME OF ORIGINAL ISSUANCE AND DELIVERY SHALL BE IN IMMEDIATELY AVAILABLE FUNDS.**

Change of Bid Date and Closing Date

The Board of Education reserves the right to postpone, from time to time, the date established for the receipt of bids and will undertake to notify registered prospective bidders via notification published on Thomson Municipal Market Monitor ("TM3") (www.tm3.com). Prospective bidders may request notification by facsimile transmission of any such changes in the date or time for the receipt of bids by so advising, and furnishing their telecopier numbers to the Business Administrator/Board Secretary of the Board at (609) 407-4002, or the Board's Financial Advisor, Phoenix Advisors, LLC at (609) 291-0130, by 12:00 Noon, New Jersey time, on the day prior to the announced date for receipt of bids. In addition, the Board of Education reserves the right to make changes to this Notice of Sale. Such changes will be announced on TM3.

A postponement of the bid date will be announced via TM3 not later than 3:00 p.m., New Jersey time, on the last business day prior to any announced date for receipt of bids, and an alternative sale date and time will be announced via TM3 by 12:00 Noon, New Jersey time, not less than forty-eight (48) hours prior to such alternative date for receipt of bids.

On any such alternative date and time for receipt of bids, the Board of Education will accept electronic bids for the purchase of the Bonds, such bids to conform in all respects to the provisions of this Notice of Sale, except for the changes in the date and time for receipt of bids

and any other changes announced via TM3 at the time the date and time for receipt of bids are announced.

Right To Reject Bids; Waive Irregularities

The right is reserved to reject all bids, and any bid not complying with the terms of this Notice of Sale will be rejected. The Board of Education reserves the right to reject any or all Proposals and so far as permitted by law, to waive any irregularity or informality in any or all Proposals.

Good Faith Deposit

A good faith deposit (the "**Deposit**"), in the form of a financial surety bond (the "**Financial Surety Bond**"), wire transfer, or certified or cashier's or treasurer's check in the amount of **\$113,560 payable to the order of the Board** is required for each bid for the Bonds to be considered. **Wire instructions may be obtained by contacting Sherry Tracey of Phoenix Advisors, LLC (the "Financial Advisor") at (609) 291-0130 or Stracey@muniadvisors.com, and such wire must be received and confirmed by the Board prior to the time for bids to be submitted. If a check is used, it must be certified, treasurer's or cashier's check and must be provided to the Board no later than by 10:30 a.m. on the Bid Date. Each bidder accepts responsibility for delivery of such check or wire transfer on time and the Board is not responsible for any check or wire transfer that is not received on time.** The Financial Surety Bond must be from an insurance company licensed to issue such a bond in the State of New Jersey and approved by the Director of the Division of Local Government Services of New Jersey (the "**Director**"). At present, the Director has approved the use of Sure-Bid, a division of Financial Security Assurance Inc. Use of any other Financial Surety Bond must be approved by the Director prior to the bid and will not be accepted by the Board of Education unless evidence of such approval is provided prior to the bid. **The Deposit must be submitted to the Board of Education prior to 10:30 a.m. New Jersey time on the date for receipt of bids, and must be in the form described above.** A Financial Surety Bond must identify the bidder whose Deposit is guaranteed by such Financial Surety Bond. If the Successful Bidder satisfies the Deposit via a Financial Surety Bond, the Successful Bidder for the Bonds is required to submit its Deposit to the Board of Education in the form of a wire transfer not later than 3:00 p.m. New Jersey time on the next business day following the award. If such Deposit is not received by that time, the Financial Surety Bond may be drawn by the Board of Education to satisfy the Deposit requirement. The Deposit of the Successful Bidder will be collected and the proceeds thereof retained by the Board of Education to be applied in partial payment for the Bonds and no interest will be allowed or paid upon the amount thereof, but in the event the Successful Bidder shall fail to comply with the terms of its respective bid, the proceeds thereof will be retained as and for full liquidated damages. Award of the Bonds to the Successful Bidder or rejection of all bids is expected to be made within two hours after opening of the bids, but such Successful Bidder may not withdraw its Proposal for Bonds until after 3:00 p.m. of the day of such bid-opening and then only if such award has not been made prior to the withdrawal. The balance of the purchase price shall be paid in Federal Funds by wire transfer to the Board at closing.

Bond Insurance

If the Bonds qualify for issuance of any policy of municipal bond insurance, any purchase of such policy shall be at the sole option and expense of the Successful Bidder. If the Bonds are to be insured, the Successful Bidder shall pay the premium therefor prior to the delivery of the Bonds. Any failure of the Bonds to be so insured or of any such policy of insurance to be issued shall not in any way relieve the Successful Bidder of its contractual obligations arising from the acceptance of its Proposal for Bonds for the purchase of the Bonds.

CUSIP Numbers

It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such number on any Bond nor any error with respect thereto shall constitute cause for the failure or refusal of the Successful Bidder to accept delivery of and pay for the Bonds. The CUSIP Service Bureau charges for the assignment of CUSIP numbers on the Bonds shall be the responsibility of and shall be paid for by the Successful Bidder.

Undertakings of the Successful Bidder

THE SUCCESSFUL BIDDER SHALL MAKE A BONA FIDE PUBLIC OFFERING OF THE BONDS AT THEIR RESPECTIVE INITIAL REOFFERING PRICES AND SHALL PROVIDE THE RELATED CERTIFICATION DESCRIBED BELOW.

The successful bidder shall within thirty (30) minutes after being notified of the award of the Bonds, advise the Board of Education in writing (via facsimile transmission or electronically) of the initial reoffering prices to the public of each maturity of the Bonds (the “**Initial Reoffering Prices**”) and the cost of bond insurance, if any. The successful bidder must, by facsimile transmission or delivery received by the Board of Education within twenty-four (24) hours after notification of the award, furnish the following information to the Board of Education to complete the Official Statement in final form, as described below:

- A. Selling compensation (aggregate total anticipated compensation to the underwriters expressed in dollars, based on the expectation that all the Bonds are sold at the prices or yields at which the successful bidder advised the Board of Education that the Bonds were initially offered to the public).
- B. The identity of the underwriters if the successful bidder is part of a group or syndicate.
- C. Any other material information that the Board of Education determines is necessary to complete the Official Statement in final form.

After the award of the Bonds, the Board of Education will prepare copies of the final Official Statement and will include therein such additional information concerning the reoffering of the Bonds as the Successful Bidder may reasonably request. The Successful Bidder will be responsible to the Board of Education in all aspects for the accuracy and completeness of information provided by such Successful Bidder with respect to such reoffering.

SIMULTANEOUSLY WITH OR BEFORE DELIVERY OF THE BONDS, THE SUCCESSFUL BIDDER SHALL FURNISH TO THE BOARD OF EDUCATION A CERTIFICATE ACCEPTABLE TO BOND COUNSEL TO THE EFFECT THAT (I) THE SUCCESSFUL BIDDER HAS MADE A BONA FIDE PUBLIC OFFERING OF THE BONDS AT THE INITIAL REOFFERING PRICES AND (II) SUBSTANTIAL AMOUNTS OF THE BONDS WERE SOLD TO THE PUBLIC (EXCLUDING BOND HOUSES, BROKERS AND OTHER INTERMEDIARIES) AT THEIR RESPECTIVE INITIAL REOFFERING PRICES. Bond Counsel advises that (i) such certificate must be made on the best knowledge, information and belief of the Successful Bidder, (ii) the sale to the public of 10% or more in par amount of the Bonds of each maturity at the initial reoffering prices would be sufficient to certify as to the sale of a substantial amount of the Bonds, and (iii) reliance on other facts as a basis for such certification would require evaluation by Bond Counsel to assure compliance with the statutory requirement to avoid the establishment of an artificial price for the Bonds.

There will also be furnished the usual closing papers, including (1) a certificate signed by the officials who signed the Bonds stating that no litigation of any kind is now pending or, to their knowledge, threatened to restrain or enjoin the issuance or delivery of the Bonds, or in any manner questioning the proceedings and authorization under which the Bonds are issued or affecting the validity of the Bonds and (2) a certificate signed by the Board of Education relating to the Official Statement.

Legal Opinions

The approving opinions of Fleishman Daniels Law Offices, LLC, Bond Counsel to the Board of Education, will be furnished without cost to the Successful Bidder.

Section 265 Qualification

The Bonds **will be** designated as qualified under Section 265 of the Internal Revenue Code of 1986, as amended, by the Board of Education for an exemption from the denial of deduction for interest paid by financial institutions to purchase or to carry tax-exempt obligations.

Preliminary Official Statement

The Board of Education has prepared a Preliminary Official Statement for the Bonds which is dated July 15, 2015, which is deemed final as of its date for purposes of SEC Rule 15c2-12(b)(1), except for omissions permitted thereby, but is subject to revision or amendment. The Preliminary Official Statement will be posted on the internet and can be downloaded at www.prospectushub.com and in The Bond Buyer Online. The Bond Buyer online address is www.bondbuyer.com/legalnotices/?type=bondsales. The Successful Bidder will be furnished with a reasonable number of copies of the final Official Statement at the Board's expense. Additional copies may be obtained by the Successful Bidder at its own expense by arrangement with the Board's Financial Advisor. The copies of the final Official Statement will be made available to the Successful Bidder not later than seven (7) business days after the bid opening.

The Successful Bidder agrees to promptly file a final Official Statement with the Municipal Securities Rulemaking Board and to take any and all other actions necessary to comply with the applicable Securities and Exchange Commission and Municipal Securities Rulemaking Board rules governing the offering, sale and delivery of the Bonds to the ultimate purchasers.

For more information regarding the Bonds and the Board of Education, reference is made to the Preliminary Official Statement dated July 15, 2015. Bid forms and copies of the Preliminary Official Statement may be obtained from www.prospectushub.com, or The Bond Buyer online at www.bondbuyer.com/legalnotices/?type=bondsales, or from the Board's Financial Advisor, Sherry Tracey of Phoenix Advisors, LLC, 4 West Park Street, Bordentown, New Jersey 08505, (609) 291-0130.

The Board of Education of the City of Northfield,
in the County of Atlantic, New Jersey

Dated: July 15, 2015

By: /s/ Linda Albright
Linda Albright
Business Administrator/Board Secretary