

NOTICE OF SALE

\$320,333

TOWNSHIP OF HAMILTON

County of Mercer, New Jersey

**TAXABLE BOND ANTICIPATION NOTES OF 2019, SERIES B
(NON-CALLABLE) (BOOK-ENTRY-ONLY)**

Dated: May 20, 2019

Due: May 19, 2020 ('Maturity Date')

ELECTRONIC PROPOSALS for the purchase of \$320,333 principal amount of Taxable Bond Anticipation Notes of 2019, Series B ("Notes") of the Township of Hamilton, County of Mercer, New Jersey ("Township") will be received by the Township on **Tuesday, May 7, 2019 ('Bid Date')**, via either: (i) facsimile, at (609) 291-9940, attention: Phil Del Turco, Interim Chief Financial Officer to the Township; (ii) email, at ainverso@muniadvisors.com, attention: Phil Del Turco, Interim Chief Financial Officer to the Township; or (iii) BiDCOMP®/Parity® Electronic Bid Submission System ("PARITY") of i-Deal LLC ("i-Deal") in the manner described below, until 11:15 A.M. (Eastern Time). No proposals will be accepted after 11:15 A.M. (Eastern Time) on the date specified. If a bidder wishes to transmit its proposal by facsimile or email, the proposal must be accompanied by a cover sheet stating clearly "PROPOSAL FOR NOTES", and the proposal must be on the Official Form of Proposal attached hereto, and signed by the bidder. A determination as to the award will be made no later than 5:00 P.M. (Eastern Time) on the Bid Date.

The Notes are being issued by the Township to provide funds which will be used to: (i) temporarily finance the costs of various capital improvements and the acquisition of various capital equipment by the repayment at maturity of the principal of certain bond anticipation notes heretofore issued by the Township; and (ii) pay the costs of issuance associated with the Notes.

Proposals submitted must offer to purchase all of the Notes being offered at a price not less than par and must specify a single rate of interest for the issue. Interest shall be calculated on the basis of twelve (12) thirty (30) day months in a 360-day year. Proposals for less than the full amount, at a price less than par and/or multiple interest rates will be rejected. Proposals submitted electronically must be submitted pursuant to the procedures described below and shall be deemed to incorporate by reference all of the terms and conditions of this Notice of Sale. The Chief Financial Officer expects to award the Notes to the proposer who, after having complied with the terms of this Notice of Sale, offers the lowest net interest cost to the Township for the Notes. The net interest cost shall be computed as to each proposal by adding the total principal amount of Notes proposed for at a particular rate of interest, the total interest cost to maturity in accordance with such proposal, and by deducting therefrom the amount of premium proposed, if any. The Chief Financial Officer reserves the right: (i) to reject all proposals and any proposal not complying with the terms of this Notice of Sale or (ii) to award the Notes to a proposer other than the lowest proposer. The proposer, by submitting a proposal, agrees to accept the determination of the Chief Financial Officer.

The following are the specifications of the Notes:

Principal Amount:	\$320,333
Dated:	May 20, 2019
Maturity Date:	May 19, 2020
Interest Rate:	Specified by successful proposer, subject to approval of Chief Financial Officer.
Denominations:	\$5,000, or integral multiples thereof, and in integral multiples of \$1,000 in excess thereof, or in such amount necessary to issue the principal amount of the Notes
Optional Redemption:	The Notes are <i>not</i> subject to optional redemption prior to the Maturity Date.
Payment:	Immediately available funds received prior to 11:00 a.m. on the Closing Date.
Registration:	Book-entry-only form in the name of The Depository Trust Company, New York, New York or its nominee, Cede & Co.
Rating:	Not Rated
Legal Opinion:	Parker McCay P.A., Mount Laurel, New Jersey.
Closing Date:	May 20, 2019
Closing Location:	Parker McCay P.A., 9000 Midlantic Drive, Suite 300, Mount Laurel, New Jersey, or at such other place as agreed to by the Township Chief Financial Officer.

The Notes will be non-callable general obligations of the Township payable ultimately from *ad valorem* taxes levied upon all the taxable real property within the jurisdiction of the Township without limitation as to rate or amount to the extent that payment is not otherwise provided. For so long as The Depository Trust Company, New York, New York or its nominee, Cede & Co. (collectively, "DTC"), is the registered owner of the Notes, payments of the principal of and interest on the Notes will be made directly by wire transfer by the Township Chief Financial Officer, as paying agent for the Notes, to DTC or its nominee. Disbursement of such payments to the DTC participants is the responsibility of DTC and further disbursement of such payments from the DTC participants to the beneficial owners of the Notes is the responsibility of the DTC participants.

For so long as the Notes are registered in book-entry-only form, purchases of the Notes will be made in such form only (without certificates). It shall be the obligation of the successful proposer to furnish to DTC an underwriter's questionnaire not less than seventy-two (72) hours prior to the Closing Date.

The Township has prepared a Preliminary Official Statement, dated April 29, 2019 ("Preliminary Official Statement"), in connection with the sale of the Notes which it has deemed "final" as of its date for purposes of paragraph (b)(1) of Rule 15c2-12, as amended ("Rule 15c2-12"), promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, except for certain omissions permitted thereunder. Within seven (7) business days of the sale of the Notes and in sufficient time to accompany any confirmation that requests payment from a customer, the Township will deliver a reasonable number of copies of the final Official Statement ("Official Statement") to the purchaser in order for the same to comply with paragraph (b)(4) of Rule 15c2-12.

The Preliminary Official Statement is available for viewing in electronic format through the internet facilities of MuniHub. The MuniHub web address is **www.munihub.com** ("Site"). In addition, broker dealers registered with the National Association of Securities Dealers ("NASD") and dealer banks with DTC clearing arrangements may either: (i) print out a copy of the Preliminary Official Statement by their own means; or (ii) at any time prior to May 7, 2019, elect to receive a printed copy of the Preliminary Official Statement in the mail by requesting the same on the Site or by contacting Parker McCay, P.A., Bond Counsel to the Township. Calls should be directed to Alexis B. Batten, Esquire, at (856) 985-4067. In order to view, print a copy or request a copy of the Preliminary Official Statement from the Site, please visit **www.munihub.com** ("Site"). Bidders may log-in to access electronic viewing and delivery. Once logged-in to the Site, bidders must follow the applicable instructions and prompts to access the Preliminary Official Statement. All bidders must review the Preliminary Official Statement and certify that they have done so prior to participating in the bidding.

The Preliminary Official Statement also contains information relating to, *inter alia*, the Township's (i) \$3,112,000 Taxable Sewer Utility General Obligation Bonds, Series 2019 ("Taxable Bonds"), (ii) \$11,156,000 General Obligation Bonds, Series 2019 ("Tax-Exempt Bonds"), and (iii) \$14,081,000 Bond Anticipation Notes, Series 2019A ("Tax-Exempt Notes"). Bidders shall **not** be required to submit a proposal for the purchase of the Taxable Bonds, Tax-Exempt Bonds or Tax-Exempt Notes when submitting a proposal for the purchase of the Notes. The submission of a bid for the purchase of the Notes does not and shall not constitute a proposal for the purchase of the Taxable Bonds, Tax-Exempt Bonds or the Tax-Exempt Notes. The specifications for and form of proposal for the purchase of the Taxable Bonds, Tax-Exempt Bonds and Tax-Exempt Notes are set forth in separate Notices of Sale prepared and delivered under separate cover.

In accordance with the provisions of Rule 15c2-12, the Township will, prior to the issuance of the Notes, enter into a Disclosure Dissemination Agent Agreement ("Agreement") substantially in the form included in Appendix D to the Preliminary Official Statement.

BID SPECIFICATIONS

Proposals must be submitted electronically via PARITY or by facsimile in accordance with this Notice of Sale, until 11:15 A.M. (Eastern Time) on the Bid Date set forth above, but no proposal will be accepted after the time for receiving proposals 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, including any fee charged, potential proposers may contact i-Deal LLC at 1359 Broadway, 2nd Floor, New York, New York 10018, Telephone: (212) 849-5021. The Township may, but is not obligated to, acknowledge its acceptance, in writing, of any proposal submitted electronically via PARITY. In the event that a proposal for the Notes is submitted via PARITY, the proposer further agrees that:

1. The Township may regard the electronic transmission of the proposal through PARITY (including information about the principal amount of the Notes, the premium bid for the Notes and any other information included in such transmission) as though the same was executed by a duly authorized signatory of the proposer, accordingly for the proposal which is accepted by the Township, the terms of this Notice of Sale and the information that is electronically transmitted through PARITY shall form a contract, and the successful proposer shall be bound by the terms of such contract.
2. PARITY is not an agent of the Township, and the Township shall have no liability whatsoever based on any proposer's use of PARITY, including, but not limited to, any failure by PARITY to correctly or timely transmit information provided by the Township or information provided by the proposer.
3. The Township may choose to discontinue use of electronic proposals 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. (Eastern Time) on the last business date prior to the Bid Date set forth above.
4. Once the proposals are communicated electronically via PARITY to the Township as described above, each proposal will constitute an official "Proposal for Notes" and shall be deemed to be an irrevocable offer to purchase the Notes on the terms provided in this Notice of Sale. For purposes of submitting electronic proposals, the time as maintained on PARITY shall constitute the official time.
5. Each proposer shall be solely responsible to make necessary arrangements to access PARITY for purposes of submitting its proposal in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the Township nor i-Deal shall have any duty or obligation to provide or assure access to any proposer, and neither the Township nor i-Deal 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 Township is using PARITY as a communication mechanism, and not as the Township's agent, to conduct the electronic bidding for the Notes. By using PARITY, each proposer agrees to hold the Township harmless for any harm or damages caused to such proposer in connection with its use of PARITY for bidding on the Notes.

The Township may, in its sole discretion and prior to the opening of proposals, clarify any term hereof, including, without limitation, its decision to discontinue use of electronic bidding via PARITY, by issuing a notification of the clarification via TM3 News Services, or any other available means, no later than 9:00 A.M. (Eastern Time) on the date upon which the Township will receive proposals.

POSTPONEMENT

The Township reserves the right to postpone, from time to time, the date and time established for receipt of proposals. **ANY SUCH POSTPONEMENT WILL BE ANNOUNCED BY TM3 NEWS SERVICES, OR ANY OTHER AVAILABLE MEANS, NOT LATER THAN 9:00 A.M. (EASTERN TIME) ON THE BID DATE SET FORTH ABOVE UPON WHICH THE TOWNSHIP WILL RECEIVE PROPOSALS.** Any such alternative bid date and the time at which

proposals are due will be announced via the TM3 News Services, or any other available means, at least forty-eight (48) hours before proposals are due. On any such alternative bid date, proposers shall submit Proposals for the Notes in conformity in all respects with all of the provisions of this Notice of Sale, other than the date of submission and sale and any further or contrary provisions set forth in such announcement, which further or contrary provisions must be complied with by all proposers.

DELIVERY OF THE NOTES

It is anticipated that the delivery of the Notes will occur on or about the Closing Date specified above.

CUSIP

It is anticipated that a CUSIP identification number will be printed on the Notes, but neither the failure to print such number on the Notes nor any error with respect thereto shall constitute cause for a failure or a refusal by the successful bidder to accept delivery of and to pay for the Notes in accordance with the terms hereof. In accordance with Municipal Securities Rulemaking Board Rule G-34, as amended, Phoenix Advisors, LLC, municipal advisor to the Township, will request CUSIP identification numbers and will advise CUSIP Global Services of the details related to the sale of the Notes, including the identity of the winning purchaser of the Notes. All expenses in relation to the printing of CUSIP numbers on the Notes shall be paid for by the Township; provided, however, that the CUSIP Service Bureau charge for the assignment of the numbers shall be the responsibility of and shall be paid for by the purchaser.

Closing Certificates:

Simultaneously with the delivery of the Notes, the purchaser shall furnish to the Township a certificate, in form acceptable to Bond Counsel, stating that it agrees to sell the Notes to no more than thirty-five (35) persons, each of whom the entity believes: (i) has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of the Notes; and (ii) is not purchasing for more than one account or with a view toward distributing the Notes.

The obligation of the purchaser to purchase and pay for the Notes is conditioned on the delivery, at the time of settlement of the Notes, of the following: (i) approving legal opinion of Parker McCay P.A., Mount Laurel, New Jersey, Bond Counsel, a form of which can be found attached to the Preliminary Official Statement; and (ii) the delivery of certificates in form and tenor satisfactory to Bond Counsel evidencing the proper execution and delivery of the Notes and receipt of payment therefor, including a statement of the Township, dated as of the date of such delivery, to the effect that there is no litigation pending or, to the knowledge of the signer or signers thereof, threatened relating to the issuance, sale and delivery of the Notes.

COMPLIANCE WITH P.L. 2005, c.271, s.3

The purchaser is advised of its responsibility to file an annual disclosure statement on political contributions with the New Jersey Election Law Enforcement Commission ("ELEC") pursuant to N.J.S.A. 19:44A-20.13 (P.L. 2005, c.271, s.3) if the purchaser enters into agreements or contracts, such as its agreement to purchase the Notes, with a public entity, such as the Township, and receives compensation or fees in excess of \$50,000 in the aggregate from public entities, such as the Township,

in a calendar year. It is the purchaser's responsibility to determine if filing is necessary. Failure to do so can result in the imposition of financial penalties by ELEC. Additional information about this requirement is available from ELEC at 888-313-3532 or at www.elec.state.nj.us.

PHIL DEL TURCO, Interim Chief Financial Officer

Dated: April 29, 2019

OFFICIAL FORM OF PROPOSAL

May 7, 2019

Mr. Phil Del Turco
Interim Chief Financial Officer
Township of Hamilton
Municipal Building
2090 Greenwood Avenue
Hamilton, New Jersey 08650

Dear Mr. Del Turco:

Subject to the provisions of the Notice of Sale for the purchase of the \$320,333 principal amount, Taxable Bond Anticipation Notes of 2019, Series B ("Notes"), of the Township of Hamilton, County of Mercer, New Jersey, which Notice of Sale is made a part of this Proposal, we offer to purchase the Notes in the principal amount of \$320,333, bearing interest at the rate of _____% per annum, and will pay therefor \$_____ (not less than \$320,333), plus accrued interest thereon, if any.

Purchaser: _____

By: _____
Signature

Title

Telephone: _____

Please supply the following for informational purposes only and not as part of the foregoing Proposal:

Gross Interest Payable on Notes: \$ _____

Less: Premium on the Notes (if any): \$ _____

Net Interest Cost: \$ _____

Net Interest Rate: _____%