

COUNTY OF MIDDLESEX
STATE OF NEW JERSEY

NOTICE OF SALE OF
\$37,739,000 BOND ANTICIPATION NOTES

BOOK-ENTRY ONLY
NON-CALLABLE

Proposals for the purchase of \$37,739,000 Bond Anticipation Notes (the "Notes") of the County of Middlesex, State of New Jersey (the "County") will be received on behalf of the County by Anthony P. Inverso, Phoenix Advisors, LLC, Bordentown, New Jersey, Municipal Advisor to the County (the "Municipal Advisor"), on **WEDNESDAY, MAY 22, 2019**, until 11:30 a.m. No proposals will be received after 11:30 a.m. A determination as to the award will be made by the Chief Financial Officer/Treasurer of the County no later than 2:00 p.m. on that date. **Proposals will be received electronically via PARITY at www.newissuehome.i-deal.com in the manner described below under the heading "Procedures Regarding Electronic Bidding".**

The Notes will be issued to provide for the current refunding of a \$37,739,000 principal portion of \$39,000,000 Bond Anticipation Notes of the County dated June 12, 2018 and maturing June 11, 2019 (the "Prior Notes"), which Prior Notes were originally issued to temporarily finance the cost of various capital improvements in and for the County (the remaining portion of such Prior Notes is being paid by a 2019 budgetary appropriation of the County in the amount of \$1,261,000).

Each proposal 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 offered for the Notes. Interest shall be calculated on the basis of twelve (12) thirty (30)-day months in a 360-day year. The Notes will be awarded to the entity on whose proposal the issuance thereof may be made at the lowest net interest cost. The Chief Financial Officer/Treasurer of the County reserves the right to waive irregularities in any proposal, reject all proposals or to award the Notes to an entity other than the entity submitting the lowest proposal. An entity, by submitting a proposal, agrees to accept the determination of the Chief Financial Officer/Treasurer of the County.

The Notes will not be designated as qualified tax-exempt obligations for purposes of section 265(b)(3)(B)(ii) of the Internal Revenue Code of 1986, as amended, and shall not be subject to redemption prior to maturity.

SPECIFICATIONS OF THE NOTES

| | |
|--------------------------|---|
| Principal Amount: | \$37,739,000 Bond Anticipation Notes |
| Dated: | June 6, 2019 |
| Maturity Date: | June 5, 2020 |
| Interest Rate Per Annum: | Specified by the successful purchaser |
| Legal Opinion: | Wilentz, Goldman & Spitzer, P.A. ("Bond Counsel"), in substantially the form set forth in Preliminary Official Statement (as defined herein) |
| Paying Agent: | County of Middlesex, State of New Jersey |
| Rating: | Standard & Poor's: "SP-1+" |
| Closing: | |
| a. Date: | June 6, 2019 |
| b. Location: | Office of Wilentz, Goldman & Spitzer, P.A., Bond Counsel, located at 90 Woodbridge Center Drive, Woodbridge, New Jersey 07095 |
| Denominations: | \$5,000 or any integral multiple thereof, except that any amount of Notes in excess of the largest principal amount thereof equaling a multiple of \$5,000 will be in denominations of \$1,000 or any integral multiple thereof |
| Payment: | Wire transfer of immediately available funds |
| Form of Notes: | Book-Entry Only and/or Registered, as specified by the successful purchaser |

The Notes will be non-callable general obligations of the County payable ultimately from *ad valorem* taxes levied upon all the taxable property within the County without limitation as to rate or amount to the extent that payment is not otherwise provided.

The successful purchaser of the Notes shall be obligated to furnish to the County within forty-eight (48) hours prior to the date of delivery of the Notes, a certificate ("Issue Price Certificate") satisfactory to Bond Counsel, if determined by Bond Counsel to be applicable, in substantially the proposed form of the Issue Price Certificate attached hereto as Exhibit A.

At the time of delivery of the Notes, the County 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 Wilentz, Goldman & Spitzer, P.A., Bond Counsel to the County, in the form attached as Appendix D to the Preliminary Official Statement and the Official Statement (both as hereinafter defined) relating to the Notes.

The request for the assignment of CUSIP identification numbers shall be the responsibility of Phoenix Advisors, LLC, Bordentown, New Jersey, the Municipal Advisor to the County (the "Municipal Advisor"), and the CUSIP Service Bureau charge therefor shall be the responsibility of, and shall be paid for by, the purchaser. CUSIP numbers must be communicated to Bond Counsel within twenty-four (24) hours of the award of the Notes to have the CUSIP numbers printed on the Notes. Neither the failure to print such number on any Note nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and make payment for the Notes in accordance with the terms of this Notice of Sale.

Procedures Regarding Electronic Bidding. Proposals may be submitted electronically via the PARITY website at www.newissuehome.i-deal.com in accordance with this Notice of Sale, until 11:30 a.m., New Jersey time on May 22, 2019, but no proposal will be received 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, potential bidders may contact PARITY at (212) 404-8102. The bidder further agrees that:

1. If the proposal submitted electronically via PARITY is accepted by the County, the terms of the proposal for the Notes and this Notice of Sale, as well as the information that is electronically transmitted through PARITY, shall form a contract and the Successful Bidder(s) shall be bound by the terms of such contract.

2. PARITY is not an agent of the County, and the County 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 County or information provided by the bidder.

3. The County may, in its sole discretion and prior to the electronic receipt of proposals, choose to clarify any term hereof including, without limitation, its decision to discontinue use of electronic bidding via PARITY, by issuing a notification to such effect via Thomson News Service ("TM3") and/or PARITY no later than 3:00 p.m. (prevailing New Jersey time) on the last business date prior to Wednesday, May 22, 2019.

4. Once the proposals are communicated electronically via PARITY to the County, as described above, each proposal will constitute a proposal for the 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 proposals for the Notes electronically via PARITY, the time maintained on PARITY shall constitute the official time.

5. Each bidder shall be solely responsible for making 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 County nor PARITY shall have any duty or obligation to provide or assure access to any bidder, and neither the County 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 County is using PARITY as a communications mechanism, and not as the County's agent, to conduct the electronic bidding for the Notes. By using PARITY, each bidder agrees to hold the County harmless for any harm or damages caused by such bidder in connection with its use of PARITY for bidding on the Notes.

The County has authorized the distribution of an Official Statement (the "Official Statement"), "deemed final" for purposes of Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended and supplemented, and distributed in preliminary form (the "Preliminary Official Statement") on the date hereof. The Preliminary Official Statement may be viewed electronically at www.munihub.com. Bidders may either (a) print out a copy of the Preliminary Official Statement on their own printer, or

(b) at any time prior to 11:30 a.m. on May 22, 2019, elect to receive a photocopy of the Preliminary Official Statement in the mail by contacting (i) Giuseppe Pruiti, Chief Financial Officer/Treasurer, County of Middlesex at (732) 745-3173 or joe.pruiti@co.middlesex.nj.us, (ii) Anthony P. Inverso, Phoenix Advisors, LLC, Municipal Advisor to the County at (609) 291-0130 or ainverso@muniadvisors.com, or (iii) Lisa A. Gorab, Esq., Wilentz, Goldman & Spitzer, P.A., Bond Counsel to the County at (732) 855-6459 or lgorab@wilentz.com. All Bidders must review the Preliminary Official Statement and by submitting a proposal will certify that they did so prior to submitting their proposal. Final Official Statements will be delivered to the purchaser of the Notes within the earlier of seven (7) business days following the award of the Notes or to accompany the purchaser's confirmations that request payment for the Notes, such Official Statement to be dated as of the date of the award of the Notes. The Successful Bidder will be furnished upon request, without cost, with a reasonable number of copies of the Official Statement, which number shall not exceed 15. None of the County, Bond Counsel or the Municipal Advisor is responsible to any Bidder for any defect or inaccuracy in the Preliminary Official Statement as it appears on www.munihub.com.

COUNTY OF MIDDLESEX,
STATE OF NEW JERSEY

/s/ Giuseppe Pruiti
GIUSEPPE PRUITI,
Chief Financial Officer/Treasurer

Dated: May 15, 2019

Exhibit A to the Notes Notice of Sale

Form of Issue Price Certificate for the Notes

June ____, 2019

County of Middlesex
John F. Kennedy Square
75 Bayard Street
New Brunswick, New Jersey 08901

Wilentz, Goldman & Spitzer, P.A.
90 Woodbridge Center Drive
Woodbridge, New Jersey 07095

Re: County of Middlesex, State of New Jersey
\$37,739,000 Bond Anticipation Notes

Ladies and Gentlemen:

The undersigned, as a representative of the Underwriter of the \$37,739,000 aggregate principal amount of Bond Anticipation Notes (the "Notes"), sold on the Sale Date (as hereinafter defined), dated and issued on the date hereof and maturing on June 5, 2020, of the County of Middlesex, State of New Jersey (the "Issuer" or "County"), hereby certifies as follows:

[1. [Alternate 1 - ***Bids Received From at Least 3 Underwriters.***]

(a) As of the Sale Date, the reasonably expected initial offering price of the Notes to the Public by the undersigned is the price listed below (the "Expected Offering Price"). The Expected Offering Price is the price for the Notes used by the undersigned in formulating its bid to purchase the Notes.

(b) The undersigned was not given the opportunity to review other bids prior to submitting its bid.

(c) The bid submitted by the undersigned constituted a firm offer to purchase the Notes.

(d) Based on the Expected Offering Price, the offering price of the Notes to the Public is \$_____ (face amount of \$_____, plus original issue premium of \$_____).

| <u>MATURITY DATE</u> | <u>PRINCIPAL AMOUNT</u> | <u>INTEREST RATE</u> | <u>EXPECTED OFFERING PRICE</u> |
|----------------------|-------------------------|----------------------|--------------------------------|
| | \$ | % | % |

2. The yield on the Notes is not less than ____%.]

[1. [Alternate 2 - **Competitive Sale Requirements not satisfied - Actual sale of at least 10% of Notes by closing**] As of the date of this certificate, the first price at which at least 10% of the Notes was sold to the Public is the price listed below under "Offering Price". Based on the Offering Price, the Offering Price of the Notes to the public is \$_____ (face amount of \$_____, plus original issue premium of \$_____).

| <u>MATURITY DATE</u> | <u>PRINCIPAL AMOUNT</u> | <u>INTEREST RATE</u> | <u>OFFERING PRICE</u> |
|----------------------|-------------------------|----------------------|-----------------------|
| | \$ | % | % |

2. The Yield on the Notes is not less than ____%.]

[1. **Hold-the-Price language**] As of the Sale Date, the Underwriter offered the Notes to the Public for purchase at the Offering Price listed below. The Underwriter agrees that (i) it will neither offer nor sell any of the Hold-The-Offering-Price Maturity to any person at a price that is higher than the Offering Price listed below for the Notes during the Holding Period for the Notes (the "Hold-The-Offering-Price Rule") and (ii) any selling group agreement shall contain an agreement of each dealer who is a member of the selling group, and any retail distribution agreement shall contain an agreement of each broker-dealer who is a party to the retail distribution agreement, to comply with the Hold-The-Offering-Price Rule. Pursuant to such agreement, no Underwriter has offered or sold the Hold-The-Offering-Price Maturity at a price that is higher than the Offering Price for the Notes during the Holding Period. The Offering Price of the Notes to the public is \$_____ (face amount of \$_____, plus original issue premium of \$_____).

| <u>MATURITY DATE</u> | <u>PRINCIPAL AMOUNT</u> | <u>INTEREST RATE</u> | <u>OFFERING PRICE</u> |
|----------------------|-------------------------|----------------------|-----------------------|
| | \$ | % | % |

2. The Yield on the Notes is not less than ____%.]

3. **Defined Terms.** In addition to the terms defined above, the following terms used herein shall have the meanings therefor set forth below:

[(a) "Hold-The-Offering-Price Maturity" means the Maturity of the Notes listed in the chart above.]

[(b) “Holding Period” means, with respect to a Hold-The-Offering-Price Maturity, the period starting on the Sale Date and ending on the earlier of (i) the close of the fifth business day after the Sale Date, or (ii) the date on which the Underwriter has sold at least 10% of such Hold-The-Offering Price Maturity to the Public at a price that is no higher than the Offering Price for such Hold-The-Offering-Price Maturity.]

(a) “Maturity” means Notes with the same credit and payment terms. Notes with different maturity dates, or Notes with the same maturity date but different stated interest rates, are treated as separate maturities.

(b) “Public” means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than fifty percent (50%) common ownership of any person, directly or indirectly.

(c) “Sale Date” means the date in which the Notes were offered and sold to the Underwriter for the Maturity of the Notes. The Sale Date of the Notes is May 22, 2019.

(d) “Underwriter” means _____ and (i) any person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Notes to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Notes to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Notes to the Public).

(e) “Yield” means the discount rate which, when used in computing the present value of the expected issue payments (principal and interest components, qualified guarantee payments, and the retirement price) to be paid on the Notes, produces an amount equal to the issue price of the Notes as of the date hereof.

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the undersigned's interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to compliance with the federal income tax rules affecting the Notes, and by bond counsel in connection with rendering its opinion that the interest on the Notes is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Notes.

Very truly yours,

_____ [UNDERWRITER]

By: _____

Name: _____

Title _____

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