

NOTICE OF SALE
\$5,990,000 GENERAL OBLIGATION BONDS, SERIES 2019
OF THE TOWNSHIP OF EGG HARBOR
COUNTY OF ATLANTIC, NEW JERSEY
(BOOK-ENTRY ONLY) (NON-CALLABLE) (BANK QUALIFIED)

NOTICE IS HEREBY GIVEN that electronic sealed bids (as described herein) will be received by The Township of Egg Harbor in the County of Atlantic, New Jersey (the “**Township**”) for the purchase of \$5,990,000 original principal amount of the Township’s General Obligation Bonds, Series 2019 (the “**Bonds**”), on Tuesday, **June 4, 2019** (the “**Bid Date**”) **until 11:00 a.m., New Jersey time** (the “**Bid Time**”), at which time the bids 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 June 15th of each year until maturity, or earlier redemption, in the maturity amounts as hereinafter shown.

<u>Year</u>	<u>General Improvement Bonds</u>
2020	\$375,000
2021	\$375,000
2022	\$400,000
2023	\$450,000
2024	\$700,000
2025	\$700,000
2026	\$740,000
2027	\$750,000
2028	\$750,000
2029	\$750,000

Interest Payment Dates

The Bonds will be dated the date of delivery (which is expected to be June 18, 2019) and will bear interest at the rate per annum specified by the successful bidder therefor in accordance herewith, payable on June 15, 2020, and semi-annually thereafter on the fifteenth (15th) day of December and June in each year until maturity or prior redemption.

Term Bond Option

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

Redemption Provisions

The Bonds shall **not** be subject to redemption prior to their respective maturity dates.

Book-Entry-Only System

As long as DTC 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 June 1 and December 1, 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 Township determines that the beneficial owners of the Bonds be able to obtain bond certificates, the Township 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 Township 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 Township and executed by a

duly authorized signatory of the bidder. If a bid submitted electronically via PARITY is accepted by the Township, 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 Township, and the Township Bond Counsel and Municipal 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 Township or information provided by the bidder.

3. The Township 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 Township 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 Township 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 Township 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 Township is using PARITY as a communication mechanism, and not as the Township's agent, to conduct the electronic bidding for the Bonds. By using PARITY, each bidder agrees to hold the Township, Bond Counsel and Municipal 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, the difference between highest and lowest rate may not exceed two percent (2%) per annum and not more than one rate of interest may be named for the Bonds of the same maturity.** The purchase price specified in the Proposal must be not less than 100% of the aggregate par value of the

Bonds nor more than 102% of such aggregate par value of the Bonds which is equal to \$6,109,800 (representing the par amount of the Bonds plus a bid premium of \$119,800) (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 \$5,990,000. A Bidder must submit a conforming Proposal for the entire issue, and if such Proposal is accepted by the Township, 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 Township 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 June 18, 2019, at the offices of Fleishman Daniels Law Offices, LLC, bond counsel to the Township (“**Bond Counsel**”), in Linwood, 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 each combined 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 Township 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 Chief Financial Officer of the Township at **(609) 926-4094**, or the Township’s Municipal 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 Township 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 Township 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 Township reserves the right to reject any or all Proposals and as 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, if available (the “**Financial Surety Bond**”), wire transfer, or cashier’s or treasurer’s check in the amount of **\$119,800** is required for each bid for the Bonds to be considered. Wire instructions may be obtained by contacting Anthony P. Inverso of Phoenix Advisors, LLC (the “**Municipal Advisor**”) at (609) 291-0130. The Financial Surety Bond, if available, 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**”). **The Deposit must be submitted to the Township 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 Township 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 Township to satisfy the Deposit requirement. The Deposit of the Successful Bidder will be collected and the proceeds thereof retained by the Township 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 5:00 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 Township on or about June 18, 2019.

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 Township in writing (via facsimile transmission) of the initial reoffering prices to the public of each maturity of the Bonds (the “**Initial Reoffering Prices**”). The successful bidder must, by facsimile transmission or delivery received by the Township within twenty-four (24) hours after notification of the award, furnish the following information to the Township 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 Township 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 Township determines is necessary to complete the Official Statement in final form.

After the award of the bonds, the Township 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 Township 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 TOWNSHIP 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 Township relating to the Official Statement.

Legal Opinions

The approving opinions of Fleishman Daniels Law Offices, LLC, Bond Counsel to the Township, 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 Township 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 Township has prepared a Preliminary Official Statement for the Bonds which is dated May 28, 2019, 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.munihub.com. The Successful Bidder will be furnished with a reasonable number of copies of the final Official Statement at the Township's expense. Additional copies may be obtained by the Successful Bidder at its own expense by arrangement with the Township's Municipal 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 Township, reference is made to the Preliminary Official Statement dated May 28, 2019. Bid forms and copies of the Preliminary Official Statement may be obtained from www.munihub.com or from the Township's Municipal Advisor, Anthony P. Inverso of Phoenix Advisors, LLC, 625 Farnsworth Avenue, Bordentown, New Jersey 08505, (609) 291-0130.

The Township of Egg Harbor,
in the County of Atlantic, New Jersey

Dated: May 28, 2019

By: _____
Jennifer McIver, Chief Financial Officer