

## NOTICE OF SALE

**\$11,330,000**  
**GENERAL OBLIGATION BONDS, SERIES 2018**  
**OF THE TOWNSHIP OF SOUTH ORANGE VILLAGE, IN THE**  
**COUNTY OF ESSEX, NEW JERSEY**  
consisting of:  
**\$9,075,000 General Improvement Bonds and**  
**\$2,255,000 Water Utility Bonds**  
**(Book-Entry-Only Bonds)/(Callable)/(Not Bank-Qualified)**

### SUMMARY

ISSUER:	Township of South Orange Village, County of Essex, New Jersey
PAR AMOUNT:	\$11,330,000 (subject to adjustment as set forth in the full Notice of Sale)
SECURITY:	General Obligations of Village
TAX EXEMPT:	Yes
RATING:	Rating to be Assigned.
TYPE OF SALE:	Electronic proposals via PARITY Electronic Bid System (PARITY) of I-Deal, LLC ("I-Deal"). See "Bidding Details" herein.
AUCTION AGENT:	PARITY – Electronic proposals will be received via the PARITY Electronic Bid System ("PARITY") of I-Deal
BID/AWARD DATE:	April 12, 2018 until 11:00 a.m. local time, at which time they will be publicly opened, received and announced. Award by 2:00 p.m.
DATED DATE:	Date of Delivery
DELIVERY DATE:	April 24, 2018
INTEREST PAYMENT DATES:	April 15 and October 15, commencing October 15, 2018
CALL DATE:	Callable
MINIMUM BID:	\$11,330,000 (Par)
MAXIMUM BID:	\$12,463,000 (Par plus original issue premium limitation of \$1,133,000)
BID SECURITY:	<b><u>Good Faith Check or wire transfer in the amount of \$226,600 received by the Village (prior to bidding) or Financial Surety Bond from Sure-Bid</u></b>

BASIS OF AWARD: True Interest Cost

LEGAL OPINION: McManimon, Scotland & Baumann, LLC, Roseland, New Jersey

OFFERING  
STATEMENT: Preliminary Official Statement available at [www.Munihub.com](http://www.Munihub.com)

### NOTICE

NOTICE IS HEREBY GIVEN that bids will be received by the Township of South Orange Village, in the County of Essex, New Jersey (the "Village"), for the purchase of \$11,330,000 original principal amount of the Village's General Obligation Bonds, Series 2018, consisting of \$9,075,000 General Improvement Bonds and \$2,255,000 Water Utility Bonds (together, the "Bonds"). **All Bids (as defined below) must be submitted in their entirety via the "PARITY Electronic Bid System" (PARITY) prior to 11:00 a.m., New Jersey time on April 12, 2018 (the "Sale Date"). To bid, Bidders (as defined below) must have submitted a good faith check, wire or Financial Surety Bond, if available, payable to the Village, in the amount of \$226,600 by no later than 10:00 a.m. on the Bid Date (see Bidding Details below).**

### Preliminary and Final Official Statement

The Village's Preliminary Official Statement (the "POS") is available for viewing in electronic format on Munihub. Munihub's address is [www.Munihub.com](http://www.Munihub.com). In addition, broker dealers registered with the National Association of Securities Dealers (the "NASD") and dealer banks with The Depository Trust Company ("DTC") clearing arrangements may either: (a) print out a copy of the POS on their own printer, or (b) at any time prior to the Sale Date, elect to receive a printed copy of the POS in the mail by requesting it by calling the Village's bond counsel, Erin K. Law, Esq., of McManimon, Scotland & Baumann, LLC ("Bond Counsel"), 75 Livingston Avenue, Roseland, New Jersey 07068 (telephone no. 973-622-4866) or attention of Sandra S. Jessup, Paralegal (telephone no. 973-622-5258) or the Village's Municipal Advisor, Phoenix Advisors, LLC ("Municipal Advisor"), Anthony P. Inverso, Senior Managing Director, 4 West Park Street, Bordentown, NJ 08505 (telephone no. 609-291-0130). All Bidders must review the POS and certify that they have done so prior to participating in the bidding.

The POS is deemed by the Village to be final as of its date, for purposes of SEC Rule 15c2-12(b)(1) under the Securities and Exchange Act of 1934, except for the omission of information concerning the offering price(s), interest rate(s), selling compensation, aggregate principal amount of the Bonds and any other terms or provisions to be determined from the successful Bid(s) or depending on such matters, and the identity of the underwriter(s). The POS is, however, subject to such further revisions, amendments and completion in a Final Official Statement (the "Final Official Statement") as may be necessary.

The Village at its expense, will make available to the winning Bidder a reasonable number of Final Official Statements, within seven (7) business days following the date of acceptance of the Bid.

### Types of Bids Allowed

Subject to the Bid requirements described below, Bids for the Bonds must be submitted on an "All-or-None" ("AON") basis for the entire amount of \$11,330,000. There will be only one CUSIP assigned to each annual maturity of the issue. First, a Bidder must submit a conforming

Bid for the entire issue, and if such Bid is accepted by the Village, the Bidder will be required to purchase the entire issue in accordance with such Bid.

### **Interest Payment Dates; Description of the Bonds**

The Bonds will be dated their date of delivery and will bear interest from such date payable semiannually on each April 15 and October 15, commencing on October 15, 2018.

### **Principal Amortization**

The Bonds shall mature on April 15 as set forth in the following table subject to adjustment as set forth herein:

	<b>General</b>	<b>Water Utility</b>	<b>Total Principal</b>
<b><u>Year</u></b>	<b><u>Bonds*</u></b>	<b><u>Bonds*</u></b>	<b><u>Amount*</u></b>
2019	\$575,000	\$85,000	\$660,000
2020	595,000	130,000	725,000
2021	610,000	135,000	745,000
2022	630,000	140,000	770,000
2023	650,000	140,000	790,000
2024	670,000	145,000	815,000
2025	690,000	150,000	840,000
2026	710,000	155,000	865,000
2027	735,000	160,000	895,000
2028	760,000	165,000	925,000
2029	790,000	170,000	960,000
2030	815,000	170,000	985,000
2031	845,000	170,000	1,015,000
2032	--	170,000	170,000
2033	--	170,000	170,000

\*The Village may and expects to, after the receipt and opening of bids, adjust the maturity schedule of the Bonds, provided however, that (1) no maturity schedule adjustment shall exceed 10% upward or downward of the principal for any maturity as specified herein, and (ii) the aggregate adjustment to the maturity schedule shall not exceed 10% upward or downward of the aggregate principal amount of the Bonds, as specified herein, and the aggregate principal amount of Bonds, as adjusted, will not exceed \$11,330,000. The dollar amount bid by the successful bidder shall be adjusted to reflect any adjustments in the aggregate principal amount of the Bonds to be issued. The adjusted bid price will reflect changes in the dollar amount of the underwriter's discount and the original issue premium or discount, but will not change the per bond underwriter's discount, as calculated from the bid, and the initial public offering prices required to be delivered to the Village, as stated herein.

### **Book-Entry Only**

The Bonds will be issued in book-entry-only form, initially in the name of Cede & Co., as nominee of DTC. Purchasers will not receive certificates representing their interests in the Bonds. Individual purchases will be in the principal amount of \$5,000. Payments of principal, interest and redemption premium, if any, will be made by the paying agent to DTC for

subsequent disbursement to DTC participants to then be remitted to the beneficial owners of the Bonds.

### **Redemption Provisions**

The Bonds of this issue maturing prior to April 15, 2026, are not subject to redemption prior to their stated maturities. The bonds of this issue maturing on or after April 15, 2026 are redeemable at the option of the Village in whole or in part on any date on or after April 15, 2025 at 100% of the principal amount outstanding (the "Redemption Price") plus interest accrued to the date of redemption upon notice as required herein.

Notice of redemption shall be given by mailing by first class mail in a sealed envelope with postage prepaid to the registered owners of the bonds not less than thirty (30) days, nor more than sixty (60) days prior to the date fixed for redemption. Such mailing shall be to the owners of such bonds at their respective addresses as they last appear on the registration books kept for that purpose by the Village or a duly appointed Bond Registrar. Any failure of the securities depository to advise any of its participants or any failure of any participant to notify any beneficial owner of any notice of redemption shall not affect the validity of the redemption proceedings. If the Village determines to redeem a portion of the bonds prior to maturity, the bonds to be redeemed shall be selected by the Village; the bonds to be redeemed having the same maturity shall be selected by the securities depository in accordance with its regulations.

So long as Cede & Co., as nominee of DTC, is the registered owner of the Bonds, the Village shall send redemption notices only to Cede & Co.

If notice of redemption has been given as provided herein, the bonds or the portion thereof called for redemption shall be due and payable on the date fixed for redemption at the Redemption Price, together with accrued interest to the date fixed for redemption. Interest shall cease to accrue on the bonds after the date fixed for redemption and no further interest shall accrue beyond the redemption date. Payment shall be made upon surrender of the bonds redeemed.

### **Terms of PARITY**

Each electronic proposal must be submitted via PARITY. No bidder will see any other bidder's bid, nor will any bidder see the status of its bid relative to other bids (e.g., whether its bid is a leading bid). To the extent any instructions or directions set forth on 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 I-Deal at (212) 404-8102. The Village may, but is not obligated to, acknowledge its acceptance in writing of any bid submitted electronically via PARITY. In the event that a bid for the Bonds is submitted via PARITY, the bidder further agrees that: the Village may regard the electronic transmission of the bid via 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 specified, the initial public offering price of each maturity of the Bonds and any other information included in such transmission) as though the same information were submitted on the official "Proposal for Bonds" provided by the Village and executed by a duly authorized signatory of the bidder. If a bid submitted electronically via PARITY is accepted by the Village, the terms of the official "Proposal for Bonds" and this Notice of Sale and the information that is electronically transmitted via PARITY shall form a contract, and the successful bidder shall be bound by the terms of such contract.

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

The Village 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., Eastern Time, on the last business date prior to the Sale Date.

Once the bids are communicated electronically via PARITY to the Village, each bid will constitute an official "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 all "Proposals for Bonds," whether electronically or sealed, the time as maintained on PARITY shall constitute the official time.

Each bidder 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 Village nor i-Deal shall have any duty or obligation to provide or assure to any bidder, and neither the Village 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 Village is using PARITY as a communication mechanism, and not as the Village's agent, to conduct the electronic bidding for the Bonds. By using PARITY, each bidder agrees to hold the Village harmless for any harm or damages caused to such bidder in connection with its use of PARITY for bidding on the Bonds.

### **Bidding Details**

Bidders should be aware of the following bidding details associated with the sale of the Bonds:

- (1) **BIDDERS MUST SUBMIT EITHER A GOOD FAITH CHECK, A WIRE TRANSFER OR A FINANCIAL SURETY BOND IN THE AMOUNT OF \$226,600 PAYABLE TO THE VILLAGE PRIOR TO THE TIME FOR SUBMISSION OF BIDS AT THE FOLLOWING ADDRESS:**

**Christopher Battaglia  
Chief Financial Officer  
Township of South Orange Village  
76 South Orange Ave  
South Orange, New Jersey 07079**

**BIDDERS SUBMITTING GOOD FAITH CHECKS SHOULD ALSO ENCLOSE A RETURN ENVELOPE FOR USE BY THE VILLAGE. BIDDERS SUBMITTING A WIRE SHOULD CONTACT THE VILLAGE'S BOND COUNSEL, ERIN K. LAW, ESQ. (TELEPHONE NO. 973-622-4866) OR SANDRA S. JESSUP, PARALEGAL (TELEPHONE NO. 973-622-5258) OR THE MUNICIPAL ADVISOR, ANTHONY P. INVERSO (TELEPHONE NO. 609-291-0130) TO OBTAIN THE WIRING INSTRUCTIONS.**

**UNSUCCESSFUL BIDDERS SUBMITTING THE GOOD FAITH DEPOSIT BY WIRE TRANSFER SHALL, NO LATER THAN THE CLOSE OF BUSINESS ON**

**THE SALE DATE OF THE BONDS, PROVIDE THE CHIEF FINANCIAL OFFICER IN WRITING WITH WRITING INSTRUCTIONS FOR THE RETURN OF SUCH UNSUCCESSFUL BIDDER'S GOOD FAITH DEPOSIT. IN THE EVENT THAT THE VILLAGE FAILS TO RETURN ANY GOOD FAITH WIRES IN A TIMELY FASHION, THE VILLAGE SHALL NOT BE LIABLE FOR MONETARY DAMAGES, REMEDY BEING HEREBY SPECIFICALLY LIMITED TO SPECIFIC PERFORMANCE.**

- (2) All Bids must be submitted on the PARITY. **No telephone, telefax, telegraph or personal delivery Bids will be accepted.**
- (3) All Bids for the Bonds must be submitted on an AON basis. Bidders may change and submit Bids as provided for herein, but a submitted Bid may not be withdrawn.
- (4) No Bid will be considered if the Bid is to purchase Bonds at a price less than 100% of the principal amount thereof.
- (5) Bidders may bid to purchase Bonds from the Village with an original issue premium. Such original issue premium may not exceed \$1,133,000. No Bid will be considered if the Bid is to purchase Bonds at a price less than 100% of the principal amount thereof. Please note the expectation of the Village to adjust the amount of Bonds to the amount needed by the Village, as described herein.
- (6) Each proposal submitted must name the rate or rates of interest per annum to be borne by the Bonds and the rate or rates named must be multiples of 1/8 or 1/20 of 1%. The difference between the highest and lowest interest rates named in the Bid shall not exceed three percent (3%) per annum. Not more than one rate may be named for Bonds of the same maturity. There is no limitation on the number of rates that may be named. Each proposal submitted must state the purchase price, which must be not less than par. The Bonds will be awarded to the bidder on whose bid the total loan may be made at the lowest true interest cost ("TIC"). Such TIC shall be calculated as described below. 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 TIC higher than the lowest TIC to the Village under any legally acceptable proposal. The purchaser must also pay an amount equal to the interest on the Bonds accrued to the date of payment of the purchase price, if applicable.
- (7) Bidders are only permitted to submit Bids for the Bonds during the bidding period.

## **Definitions**

- |          |  |
|----------|--|
| "Bid"    | any confirmed purchase offer received by PARITY on or before the proposal submission deadline. |
| "Bidder" | any firm registered and approved for participation in sale.                                    |

"True Interest Cost  
(TIC)"

true interest cost shall be computed in each instance by determining the interest rate, compounded semi-annually, necessary to discount the debt service payments to the date of the Bonds and to the price bid, excluding interest accrued to the delivery date. The TIC serves as the basis for awarding bonds to the winning Bidder.

"Winning Bid"

any purchase offer made by a Bidder and received by PARITY that, at the end of the bidding time period, results in the lowest TIC that is acceptable to the Village.

### **Bid Procedure and Basis of Award**

Subject to the right reserved by the Village to reject any or all Bids, the Bonds will be sold to the Bidder whose Bid produces the lowest TIC for the Village and otherwise complies with this Notice of Sale.

Bids must remain valid until at least 2:00 p.m., prevailing time, on the Sale Date, and if accepted by the Village, prior to such time, shall be irrevocable except as otherwise provided in this Notice of Sale. Upon selection of the winning Bidder, the Village will execute an award certificate to award the Bonds and will promptly communicate with the winning Bidder by telephone, e-mail or fax.

### **Bid Security and Method of Payment for Bonds**

A Good Faith Deposit ("Deposit") in the form of a certified or cashier's check, wire transfer (wiring instructions can be obtained from the Village's Chief Financial Officer, Municipal Advisor or Bond Counsel) or a Financial Surety Bond in the amount of \$226,600, payable to the order of the Village, is required for each bid to be considered. Wire instructions can be obtained by contacting the Village's municipal advisor, Sherry Tracey of Phoenix Advisors, LLC, at (609) 291-0130 or [ainverso@muniadvisors.com](mailto:ainverso@muniadvisors.com). If a check is used, it must be a certified treasurer's or cashier's check and must be provided to the Village prior to the time for bids to be submitted. Each bidder accepts responsibility for delivering such check on time and the Village is not responsible for any check that is not received on time. If a Financial Surety Bond is used, it 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 Government Services of New Jersey (the "Director") and such bond must be submitted to the Village prior to the opening of the bids at the address referred to above. 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 Village unless evidence of such approval is provided prior to the bid. The Financial Surety Bond must identify the bidder whose Deposit is guaranteed by such Financial Surety Bond. If the Bonds are awarded to a bidder utilizing a Financial Surety Bond, then that purchaser (the "Purchaser") is required to submit its Deposit to the Village by wire transfer as instructed by the Village not later than 3:30 p.m. 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 Village to satisfy the Deposit requirement. No interest on the Deposit will accrue to the Purchaser. The Deposit will be applied to the purchase price of the Bonds. In the event the Purchaser fails to honor its accepted bid, the Deposit will be retained by the Village. 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 until after 2:00 p.m. of the day for receipt of such Bids 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 Village on or about April 24, 2018 (the "Delivery Date").

### **Right to Reject Bids; Waive Irregularities**

The Village reserves the right to reject any and all Bids and to the extent permitted by law to waive any irregularity or informality in any Bid.

### **Delivery of the Bonds**

The Bonds will be delivered on or about Delivery Date (UNLESS A NOTICE OF A CHANGE IN THE DELIVERY DATE IS PUBLISHED NOT LATER THAN 2 HOURS PRIOR TO ANY ANNOUNCED DATE FOR RECEIPT OF BIDS) in New York, New York at DTC against payment of the purchase price therefor (less the amount of the good faith deposit) in Federal funds.

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 Village relating to the official statement.

### **Establishment of Issue Price for the Bonds**

In the event the Village receives at least three (3) bids for the Bonds, then the Issue Price for the Bonds shall be established based on the reasonably expected initial offering prices of the Bonds as of the Delivery Date (the "Expected Offering Prices"). The Expected Offering Prices shall consist of the prices for each maturity of the Bonds used by the winning bidder in formulating its bid to purchase the Bonds. The winning bidder shall be required to deliver on the Delivery Date a certificate to such effect, and provide to the Village, in writing, the Expected Offering Prices as of the Delivery Date.

In the event the Village receives fewer than three (3) bids for the Bonds, then the Issue Price for the Bonds shall be established based on the first price at which at least 10% of each maturity of the Bonds was sold to the Public (as defined below). The winning bidder shall be required to deliver on the Delivery Date a certificate to such effect, and provide to the Village, in writing, evidence satisfactory to Bond Counsel to the Village of such sales prices for each maturity of the Bonds. In the event that the winning bidder has not sold at least 10% of each maturity of the Bonds to the Public as of the Delivery Date (each, an "Unsold Maturity"), the winning bidder shall (i) provide to the Village, in writing, on the Delivery Date, the Expected Offering Prices for each Unsold Maturity and a certificate regarding same and (ii) have a continuing obligation to provide to the Village, in writing, evidence satisfactory to Bond Counsel to the Village of the first price at which at least 10% of each Unsold Maturity is sold to the Public, contemporaneous with each such sale, until at least 10% of all such Unsold Maturities have been sold to the Public.

Public means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter (as defined herein) or a related party to an Underwriter. The term "related party" generally means any two or more persons who have

greater than 50 percent common ownership, directly or indirectly. Underwriter means (i) any person that agrees pursuant to a written contract with the Village (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds 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 Bonds 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 Bonds to the Public).

### **CUSIP Numbers**

CUSIP numbers will be applied for with respect to the Bonds, but the Village will assume no obligation for the assignment or printing of such numbers on the Bonds or for the correctness of such numbers, and neither the failure to print such numbers on any bond nor any error with respect thereto shall constitute cause for a failure or refusal by the purchasers thereof to accept delivery of and make payment for the Bonds. The CUSIP Service Bureau charge for the assignment of the numbers shall be the responsibility of and shall be paid for by the winning Bidder.

### **Legal Opinions**

The approving opinions of McManimon, Scotland & Baumann, LLC, Bond Counsel to the Village, will be furnished without cost to the winning Bidder.

### **Postponement**

The Village reserves the right to postpone, from time to time, the date and time established for receipt of Bids. **ANY SUCH POSTPONEMENT WILL BE PUBLISHED OR POSTED, BEFORE 10:00 A.M. ON THE SALE DATE.** If any date fixed for the receipt of Bids and the sale of the Bonds is postponed, an alternative sale date will be announced via PARITY at least forty-eight (48) hours prior to such alternative sale date. On any such alternative sale date, any Bidder may submit a Bid for the purchase of the Bonds in conformity in all respects with the provisions of the Notice of Sale, except for the date of sale and except for the changes announced on PARITY at the time the sale date and time are announced.

### **Additional Information**

For further information relating to the Bonds, reference is made to the POS prepared for and authorized by the Village. The Notice of Sale and the POS may be viewed on Munihub. However, the Village makes no assurance or representation with respect to the form of the Notice of Sale and the POS on Munihub, and no investment decision should be made in reliance thereon. Printed copies of the POS and the Notice of Sale may be obtained from the Municipal Advisor or Bond Counsel at the address and the phone numbers stated above. For additional information relating to the sale please contact PARITY at (212) 404-8102. Additional information relating to the financing of the Village can be obtained by contacting the undersigned Chief Financial Officer at (973) 378-7715 or email at [cbattaglia@southorange.org](mailto:cbattaglia@southorange.org) or the Village's Municipal Advisor, Anthony P. Inverso at (609) 291-0130 or email at [ainverso@muniadvisors.com](mailto:ainverso@muniadvisors.com).

TOWNSHIP OF SOUTH ORANGE VILLAGE

By: CHRISTOPHER BATTAGLIA, Chief Financial Officer

Dated: March 28, 2018

[ THIS PAGE INTENTIONALLY LEFT BLANK ]