

**NOTICE OF SALE**  
**\$50,700,000\***  
**GENERAL OBLIGATION BONDS, SERIES 2020,**  
**CONSISTING OF:**  
**\$44,050,000\* GENERAL IMPROVEMENT BONDS, SERIES 2020A AND**  
**\$6,650,000\* GENERAL OBLIGATION HOUSING BONDS, SERIES 2020B**  
**OF THE CITY OF OCEAN CITY, IN THE**  
**COUNTY OF CAPE MAY, NEW JERSEY**  
**(Book-Entry-Only Bonds)/(Callable)**

**SUMMARY**

ISSUER: City of Ocean City, in the County of Cape May, New Jersey

PAR AMOUNT: \$50,700,000\*

SECURITY: General Obligations of the City

TAX-EXEMPT: Yes

RATING: S&P Global: "AA"

TYPE OF SALE: Electronic Open Auction with Two Minute Rule (See Bidding Details Item (7) herein)

AGENT: MuniAuction. See "Bidding Details" herein.

SALE DATE & BID TIME: September 29, 2020 at 11:30 AM to 11:45 AM with Two Minute Rule applicable. Award by 2:00 PM

DATED DATE: Date of Delivery

DELIVERY DATE: October 20, 2020

INTEREST PAYMENT DATES: April 15 and October 15, commencing April 15, 2021

CALL DATE: October 15, 2027 @ par for Bonds maturing on or after October 15, 2028.

MINIMUM BID: \$50,700,000 (Par)

MAXIMUM BID: \$54,249,000 (Par plus 7% original issue premium)

BID SECURITY: **Good Faith Check or wire transfer in the amount of \$1,014,000 received by City (prior to bidding) or Financial Surety Bond from Sure-Bid**

BASIS OF AWARD: True Interest Cost

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

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

\*Preliminary, subject to change

## NOTICE

NOTICE IS HEREBY GIVEN that bids will be received by the City of Ocean City, in the County of Cape May, New Jersey (the "City"), for the purchase of \$50,700,000\* original principal amount of the City's General Obligation Bonds, Series 2020, consisting of \$44,050,000\* General Improvement Bonds, Series 2020A and \$6,650,000\* General Obligation Housing Bonds, Series 2020B (together, the "Bonds"). **All Bids (as defined below) must be submitted in their entirety on Grant Street Group's MuniAuction website ("MuniAuction") prior to 11:45 a.m., New Jersey time, on September 29, 2020, unless otherwise extended by the two-minute rule described herein (see "Bidding Details"). The auction will begin at 11:30 a.m., New Jersey time, on September 29, 2020 (the "Bid Date"). To bid via MuniAuction, Bidders (as defined below) must have (1) completed the registration form on either MuniAuction or Grant Street Group website (parent of MuniAuction, herein referred to as "Grant Street"), (2) requested and received admission to the City's auction, as described herein (see "Registration and Admission to Bid"), and (3) submitted a good faith check or Financial Surety Bond, payable to the City, in the amount of \$1,014,000 prior to the Bid Date (see Bidding Details below). The use of MuniAuction shall be at the Bidder's risk and expense, and the City shall have no liability with respect thereto.**

### Preliminary and Final Official Statement

The City's Preliminary Official Statement (the "POS"), to be dated on or about September 22, 2020, is available for viewing in electronic format on MuniAuction. The website is located at [www.GrantStreet.com](http://www.GrantStreet.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 photocopy of the POS in the mail by requesting it by calling the City's bond counsel, Matthew D. Jessup, Esq., of McManimon, Scotland & Baumann, LLC ("Bond Counsel"), 75 Livingston Avenue, Roseland, New Jersey 07068 (telephone no. 973-622-4850), or attention of Sandra S. Jessup, Paralegal (telephone no. 973-622-5258) or the City's Municipal Advisor, Phoenix Advisors, LLC (the "Municipal Advisor"), Sherry Tracey, 625 Farnsworth Avenue, Bordentown, New Jersey 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 City to be final as of its date for purposes of SEC Rule 15c2-12(b)(1) under the Securities 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 City, 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.

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\*Preliminary, subject to change

## 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 \$50,700,000\*. 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 City, 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 April 15, 2021. Interest shall be computed on the basis of a 30-day month/360-day year.

## Principal Amortization

The Bonds shall mature on October 15 as set forth in the following table:

<u>Year</u>	<u>Series 2020A Bonds*</u>	<u>Series 2020B Bonds*</u>	<u>Total Principal Amount*</u>
2021	\$1,980,000	\$350,000	\$2,330,000
2022	2,200,000	350,000	2,550,000
2023	2,420,000	350,000	2,770,000
2024	2,470,000	385,000	2,855,000
2025	2,640,000	385,000	3,025,000
2026	2,640,000	420,000	3,060,000
2027	2,860,000	420,000	3,280,000
2028	2,860,000	420,000	3,280,000
2029	3,080,000	420,000	3,500,000
2030	3,080,000	420,000	3,500,000
2031	3,300,000	420,000	3,720,000
2032	3,300,000	490,000	3,790,000
2033	3,520,000	560,000	4,080,000
2034	3,740,000	595,000	4,335,000
2035	3,960,000	665,000	4,625,000

The City may and expects to, after the receipt and opening of bids, adjust the maturity schedule of the Bonds; provided, however, that (i) 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 Bonds, as specified herein, and the aggregate principal amount of Bonds, as adjusted, will not exceed \$50,700,000. The dollar amount bid by the winning 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 original Bid, and the Initial Public Offering Prices required to be delivered to the City, as stated herein.

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\*Preliminary, subject to change

## **Book-Entry-Only**

The Bonds will be issued in book-entry-only form, initially in the name of Cede & Co., as nominee for DTC. Purchasers will not receive certificates representing their interests in the Bonds. Individual purchases will be in the principal amount of \$5,000 or any integral multiple in excess thereof. 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 maturing prior to October 15, 2028 are not subject to redemption prior to their stated maturities. The Bonds maturing on or after October 15, 2028 are redeemable at the option of the City in whole or in part on any date on or after October 15, 2027 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 City 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 City determines to redeem a portion of the Bonds prior to maturity, the Bonds to be redeemed shall be selected by the City; 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 for DTC, is the registered owner of the Bonds, the City 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 redeemed 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.

## **Registration and Admission to Bid**

To bid by MuniAuction, Bidders must first visit MuniAuction where, if they have never registered with either MuniAuction or Grant Street, they can register and then request admission to bid on the Bonds. Bidders will be notified prior to the scheduled bidding time of their eligibility to bid. Only NASD registered broker-dealers or dealer banks with DTC clearing arrangements will be eligible to bid. Bidders who have previously registered with MuniAuction may call MuniAuction at (412) 391-5555 (ext. 370 Auction Support) for their ID Number or password. Rules governing the sale and the rules applicable to MuniAuction are available in the full Notice of Sale at [www.GrantStreet.com](http://www.GrantStreet.com).

## Bidding Details

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

- (1) **BIDDERS MUST SUBMIT A GOOD FAITH CHECK, WIRE TRANSFER OR A FINANCIAL SURETY BOND IN THE AMOUNT OF \$1,014,000 PAYABLE TO THE CITY NO LATER THAN 10:30 A.M. ON THE SALE DATE. HOWEVER, BIDDERS ARE ENCOURAGED TO SUBMIT CHECKS OR WIRES ON THE DAY PRIOR TO THE SALE DATE TO ASSURE RECEIPT OF PAYMENT BY THE CITY AT THE FOLLOWING ADDRESS:**

**Frank Donato, III  
Director of Financial Management/CFO  
City of Ocean City  
861 Asbury Avenue  
Ocean City, NJ 08226**

**BIDDERS SUBMITTING GOOD FAITH CHECKS SHOULD ALSO ENCLOSE A RETURN ENVELOPE FOR USE BY THE CITY. BIDDERS SUBMITTING A WIRE SHOULD CONTACT THE CITY'S MUNICIPAL ADVISOR, SHERRY TRACEY (TELEPHONE NO. 609-291-0130), TO OBTAIN THE WIRE 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 DIRECTOR OF FINANCIAL MANAGEMENT/CFO IN WRITING WITH WIRING INSTRUCTIONS FOR THE RETURN OF SUCH UNSUCCESSFUL BIDDER'S GOOD FAITH DEPOSIT. IN THE EVENT THAT THE CITY FAILS TO RETURN ANY GOOD FAITH WIRES IN A TIMELY FASHION, THE CITY SHALL NOT BE LIABLE FOR MONETARY DAMAGES, REMEDY BEING HEREBY SPECIFICALLY LIMITED TO SPECIFIC PERFORMANCE.**

- (2) All Bids must be submitted on the MuniAuction website at [www.GrantStreet.com](http://www.GrantStreet.com). **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) Bidders may bid to purchase Bonds from the City with a bid premium in an amount not in excess of seven percent (7%) of the par amount of the Bonds, representing a bid price of not in excess of \$54,249,000. No Bid will be considered if the Bid is to purchase Bonds at a price less than 100% of the principal amount thereof. The City may, and expects to, after the receipt and opening of bids, adjust the maturity schedule of the Bonds, as set forth in more detail under "Principal Amortization" above.
- (5) 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 two percent (2%) 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 City 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.

- (6) Bidders are only permitted to submit Bids for the Bonds during the bidding period.
- (7) If any Bid on the auction becomes a leading Bid two (2) minutes, or less, prior to the end of the auction, then the auction will be automatically extended by two (2) minutes from the time such Bid was received by MuniAuction. The auction end time will continue to be extended, indefinitely, until a single leading Bid remains the leading Bid for at least two (2) minutes.
- (8) Bidders may change and submit Bids as many times as they wish during the bidding time period; however, each and any Bid submitted subsequent to a Bidder's initial Bid must result in a lower True Interest Cost (as defined herein and referred to as "TIC") when compared to the immediately preceding Bid of such Bidder. In the event the revised Bid does not produce a lower TIC, the prior Bid will remain valid.
- (9) The last Bid submitted by a Bidder before the end of the bidding time period will be compared to all other final Bids submitted by others to determine the winning Bidder or Bidders.
- (10) During the bidding, no Bidder will see any other Bidder's Bid, but Bidders will be able to see the ranking of their Bid relative to other Bids (i.e., "Leader", "Cover", "3<sup>rd</sup>", etc.).

### **Rules of MuniAuction**

The rules of MuniAuction (the "Rules") can be viewed on MuniAuction and are incorporated herein by reference. Bidders must comply with the Rules in addition to the requirements of the Notice of Sale for the City's Bonds dated the date hereof (the "Notice of Sale"). To the extent there is a conflict between the Rules and the Notice of Sale, the Notice of Sale shall control.

## Rules

- (1) A Bidder submitting a Winning Bid is irrevocably obligated to purchase the Bonds at the rates and prices of the Winning Bid, if acceptable to the City, as set forth in the related Notice of Sale. **Winning Bids are not officially awarded to the Bidder until formally accepted by the City.**
- (2) Neither the City, Bond Counsel nor MuniAuction (the "Auction Administrator") is responsible for technical difficulties that result in loss of a Bidder's internet connection with MuniAuction, slowness in transmission of Bids or other technical problems.
- (3) If for any reason a Bidder is disconnected from MuniAuction's Auction Page during the auction after having submitted a Winning Bid, such Bid is valid and binding upon the Bidder, unless the City exercises its right to reject Bids, as set forth herein.
- (4) Bids that generate error messages are not accepted until the error is corrected and the Bid is received prior to the deadline.
- (5) Bidders accept and agree to abide by all terms and conditions specified in the Notice of Sale (including amendments, if any) related to each auction.
- (6) Neither the City, Bond Counsel nor the Auction Administrator is responsible to any Bidder for any defect or inaccuracy in the Notice of Sale, amendments or POS as they appear on MuniAuction.
- (7) Only Bidders who request and received admission to an auction and who have submitted a Good Faith Deposit (as defined herein) as required by the terms of this Notice of Sale may submit Bids. Bond Counsel and the Auction Administrator reserve the right to deny access to MuniAuction to any Bidder, whether registered or not, at any time and for any reason whatsoever, in their sole and absolute discretion.
- (8) Neither the City, Bond Counsel nor the Auction Administrator is responsible for protecting the confidentiality of a Bidder's MuniAuction password.
- (9) If two (2) Bids are submitted in the auction by the same or two or more different Bidders and result in same TIC, the first confirmed Bid received by MuniAuction prevails. Any change to a submitted Bid constitutes a new Bid, regardless of whether there is a corresponding change in TIC.
- (10) Bidders must compare their final Bids to those shown on the Observation Pages immediately after the bidding time period ends, and if they disagree with the final results shown on the Observation Pages they must report them to MuniAuction within fifteen (15) minutes after the bidding time period ends. Regardless of the final results reported by MuniAuction, bonds are definitively awarded to winning Bidders only upon official award by the City. If, for any reason, the City fails to: (i) award bonds to the winning Bidder reported by MuniAuction or (ii) deliver bonds to the winning Bidders at settlement, neither Bond Counsel nor the Auction Administrator will be liable for damages.

## **Definitions**

"Bid"	any confirmed purchase offer received by MuniAuction on or before the auction deadline.
"Bidder"	any firm registered with either MuniAuction or Grant Street and approved for participation in auctions.
"True Interest Cost (TIC)"	true interest cost shall be computed in each instance by determining the interest rate, compounded semiannually, 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 by clicking the "Submit Bid" button and received by MuniAuction that, at the end of the bidding time period, results in the lowest TIC acceptable to the City.

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

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

Bids must remain valid until at least 3:00 p.m., prevailing time, on the Sale Date, and if accepted by the City, prior to such time, shall be irrevocable except as otherwise provided in the Notice of Sale. Upon selection of the winning Bidder, the City 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 City's Bond Counsel or Municipal Advisor) or a Financial Surety Bond in the amount of \$1,014,000, payable to the order of the City, is required for each Bid to be considered. If a check is used, it must be a certified treasurer's or cashier's check and must be provided to the City prior to 10:30 a.m. on the Sale Date for bids to be submitted. If a wire transfer is used, such wire must be received by the City prior to 10:30 a.m. on the Sale Date. Each bidder accepts responsibility for delivering such check or wire on time and the City is not responsible for any check or wire 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 Local Government Services of New Jersey (the "Director"), and such bond must be submitted to the City prior to 10:30 a.m. on the Sale Date 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 City 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 the winning Bidder utilizing a Financial Surety Bond, then that winning Bidder is required to submit its Deposit to the City by wire transfer as instructed by the City not later than 3:30 p.m. on the next business day following the Sale Date. If such Deposit is not received by that time, the Financial Surety Bond may be drawn by the City to satisfy the Deposit requirement. No interest on the Deposit will accrue to the winning Bidder. The Deposit will be applied to the purchase price of the Bonds. In the event the winning Bidder



fails to honor its accepted Bid, the Deposit will be retained by the City. Award of the Bonds to the winning Bidder or rejection of all Bids is expected to be made within two hours after opening of the bids, but such winning Bidder may not withdraw its proposal until after 3:00 p.m. on the Sale Date 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 City on or about the delivery date.

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

The City 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.

### **Information Required from the Winning Bidder**

By making a bid for the Bonds, the winning Bidder(s) agrees: (a) to provide to the City, in writing, immediately upon being unofficially awarded the Bonds, a written confirmation of the Bid, which shall include the purchase price, reoffering yield(s) and other related information necessary for completion of the Final Official Statement by the Municipal Advisor and Bond Counsel; (b) to disseminate to all members of the underwriting syndicate copies of the Final Official Statement; (c) to promptly file a copy of the Final Official Statement with the Municipal Securities Rulemaking Board; and (d) to take any and all other actions necessary to comply with applicable Securities and Exchange Commission and Municipal Securities Rulemaking Board rules governing the offering, sale and delivery of the Bonds to alternate purchasers.

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

In the event the City 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 Bid 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 City, in writing, the Expected Offering Prices as of the Bid Date.

In the event the City receives fewer than three (3) bids for the Bonds, then the issue price for the Bonds shall be established based on the following method as selected by the winning Bidder on the Bid Date:

10% Sold: 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 City, in writing, evidence satisfactory to Bond Counsel to the City 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 City, 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 City, in writing, evidence satisfactory to Bond Counsel to the City 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.

Hold-The-Price: The issue price for the Bonds shall be established based on the initial offering price of the Bonds to the Public as of the Bid Date, provided that the winning Bidder shall, in writing, (i) confirm that the Underwriters have offered or will offer the Bonds to the public on or before the Bid Date at the offering price or prices set forth in the Bid submitted by the

winning Bidder and (ii) agree, on behalf of the Underwriters participating in the purchase of the Bonds, that the Underwriters will neither offer nor sell the Bonds to any person at a price that is higher than the initial offering price to the Public during the period starting on the Bid Date and ending on the earlier of: (1) the close of the fifth (5<sup>th</sup>) business day after the Bid Date; or (2) the date on which the Underwriters have sold at least 10% of the Bonds to the Public at a price that is no higher than the initial offering price 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% common ownership, directly or indirectly. Underwriter means (i) any person that agrees pursuant to a written contract with the City (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 third-party distribution agreement participating in the initial sale of the Bonds to the Public).

### **Delivery of the Bonds**

The Bonds will be delivered on or about the delivery date (UNLESS A NOTICE OF A CHANGE IN THE DELIVERY DATE IS PUBLISHED ON MUNIAUCTION NOT LATER THAN 2 HOURS PRIOR TO ANY ANNOUNCED DATE FOR RECEIPT OF BIDS) in New York City 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 or the authorization under which the Bonds are issued or affecting the validity of the Bonds, and (2) a certificate signed by the City relating to the Final Official Statement.

## CUSIP Numbers

The Municipal Advisor will apply for CUSIP numbers with respect to the Bonds, but neither the Municipal Advisor nor the City will assume any 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 winning Bidder to accept delivery of and make payment for the Bonds. The CUSIP Service Bureau charge for the assignment of the CUSIP 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 City, will be furnished without cost to the winning Bidder.

## Postponement

The City 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 MuniAuction 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 MuniAuction 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 City. The Notice of Sale and the POS may be viewed on MuniAuction. However, the City makes no assurance or representation with respect to the form of the Notice of Sale and the POS on MuniAuction, and no investment decision should be made in reliance thereon. Printed copies of the POS and the Notice of Sale may be obtained from Bond Counsel at the address and phone number stated above. Additional information relating to the auction or a private bidding tutorial may be obtained by calling the Auction Administrator at (412) 391-5555 (ext. 370 Auction Support). Additional information relating to the financing of the City can be obtained by contacting the undersigned Director of Financial Management/CFO at (609) 525-9350 or email at [fdonato@ocnj.com](mailto:fdonato@ocnj.com).

CITY OF OCEAN CITY

By: Frank Donato, III, Director of Financial Management/CFO

Dated: September 22, 2020

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