

**PRINCETON, IN THE
COUNTY OF MERCER, NEW JERSEY**

**NOTICE OF SALE OF:
\$3,500,000 BOND ANTICIPATION NOTE, SERIES 2021B
(FEDERALLY TAXABLE)**

Pursuant to a Preliminary Official Statement, dated November 30, 2021, proposals for the \$3,500,000 Bond Anticipation Note, Series 2021B (Federally Taxable) (the "Note") of Princeton, in the County of Mercer, New Jersey ("Princeton"), will be received via (i) telecopied proposals or e-mailed proposals (with the completed bid form scanned and attached) to Princeton's Municipal Advisor, Phoenix Advisors, LLC, 625 Farnsworth Avenue, Bordentown, New Jersey 08505, Fax No. 609-291-9940, e-mail address: tracey@muniadvisors.com, or (ii) electronic submission (via PARITY®) in the manner described below under the heading "Procedure Regarding Electronic Bidding" on **Tuesday, December 7, 2021, until 11:45 a.m.** (the "Bid Date"). Bids submitted by telecopy or e-mail are the sole responsibility of the bidder and must be received by 11:45 a.m. Princeton accepts no responsibility for the failure of any telecopied or e-mailed bids to be received on time for whatever reason. No bids will be received after 11:45 a.m. A determination as to the award will be made no later than 2:00 p.m. the Bid Date.

Each bid must offer to purchase the entire note issue being offered at a price of not less than par and must specify a single rate of interest offered for the Note. Interest shall be calculated on a 30-day month/360-day year basis. Bids may be submitted by completing the proposal form below and by submitting it in accordance with this Notice of Sale or by electronic submission via PARITY®. The Chief Financial Officer expects to award the Note to the bidder specifying the lowest net interest payable by Princeton. However, the Chief Financial Officer reserves the right to reject all bids or to award the Note to a bidder other than the lowest bidder. The bidder, by submitting a bid, agrees to accept the determination of the Chief Financial Officer.

SPECIFICATIONS OF THE NOTE

Principal Amount	\$3,500,000
Dated	December 14, 2021
Maturity Date	December 14, 2022
Interest Rate Per Annum	Specified by winning bidder
Tax Matters	Federally Taxable; State Tax-Exempt
Bank-Qualified	No
Legal Opinion	McManimon, Scotland & Baumann, LLC, Roseland, NJ
Paying Agent	Princeton will act as paying agent
Closing	
a. date	December 14, 2021
b. location	McManimon, Scotland & Baumann, LLC, 75 Livingston Avenue, 2nd Floor, Roseland, New Jersey, or at such other place as agreed to by the Chief Financial Officer

Denominations	Specified by winning bidder within 24 hours of award, subject to approval of the Chief Financial Officer
Payment	Immediately available funds received prior to 11:00 a.m. on the date of closing

The Note will be a noncallable, general obligation of Princeton payable ultimately from *ad valorem* taxes levied upon all the taxable property within Princeton to the extent that payment is not otherwise provided.

Each bidder may, on the attached bid sheet, designate the Note as "Direct Purchase, Not Reoffered". If a bidder makes such designation and is awarded the Note, such winning bidder shall certify at closing that (i) it has not reoffered the Note to the public and does not expect to do so and (ii) it has purchased the Note for its own account (or the account of a related party) and not with a view to resell or distribute.

At the delivery of the Note, Princeton will furnish to the winning bidder customary closing documents, including a certificate executed by the officials who execute the Note 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 Note or the levy or collection of taxes to pay the principal of or interest due on the Note, or in any manner questioning the authority or proceedings for the issuance of the Note or the levy or collection of taxes, or affecting the validity of the Note or the levy or collection of taxes.

Procedure Regarding Electronic Bidding

Bids may be submitted electronically via PARITY® in accordance with this Notice of Sale, until 11:45 a.m., New Jersey 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 Princeton's Municipal Advisor (using the contact information set forth in the first paragraph of this Notice of Sale) or PARITY® at (212) 404-8102. In the event that a bid for the Note is submitted via PARITY®, the bidder further agrees that:

1. Princeton may regard the electronic transmission of the bid through PARITY® (including information about the purchase price of the Note, the interest rate or rates to be borne by the Note and any other information included in such transmission) as though the same information were submitted on the Proposal for Notes provided by Princeton and executed and submitted by a duly authorized representative of the bidder. If the bid submitted electronically via PARITY® is accepted by Princeton, the terms of the bid for the Note and this Notice of Sale, as well as the information that is electronically transmitted through PARITY®, shall form a contract and the winning bidder shall be bound by the terms of such contract.

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

3. Princeton may choose to discontinue use of electronic bidding via PARITY® by issuing a notification to such effect via The Municipal Market Monitor no later than 3:00 p.m. (New Jersey time) on the last business day prior to the Bid Date.

4. Once the bids are communicated electronically via PARITY® to Princeton, as described above, each bid will constitute a bid for the Note and shall be deemed to be an irrevocable offer to purchase the Note on the terms provided in this Notice of Sale. For purposes of submitting bids for the Note electronically via PARITY®, the time maintained on PARITY® shall constitute the official time.

5. Each bidder shall be solely responsible to make necessary arrangements to access PARITY® for purposes of submitting its bid in a timely matter and in compliance with the requirements of this Notice of Sale. Neither Princeton, the Municipal Advisor nor PARITY® shall have any duty or obligation to provide or assure access to any bidder, and neither Princeton, the Municipal Advisor 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®. Princeton is using PARITY® as a communication mechanism, and not as Princeton's agent, to conduct the electronic bidding for the Note. By using PARITY®, each bidder agrees to hold Princeton harmless for any harm or damages caused by such bidder in connection with its use of PARITY® for bidding on the Note.

It shall be the responsibility of the winning bidder to have a CUSIP identification number, if required, issued for the Note. The request for the assignment of the CUSIP identification number and the CUSIP Service Bureau charge therefor shall be the responsibility of and shall be paid for by the winning bidder. The CUSIP identification number must be communicated to McManimon, Scotland & Baumann, LLC, Bond Counsel to Princeton, within 24 hours of the award of the Note in order to have the CUSIP number printed on the Note.

A Preliminary Official Statement has been prepared in connection with the Note by Princeton and is "deemed final" in accordance with Rule 15c2-12 of the Securities and Exchange Commission. The winning bidder shall be responsible for providing a reoffering yield within 24 hours of award, which yield will appear on the front cover of the Preliminary Official Statement. A copy of the Preliminary Official Statement can be found at www.MuniHub.com. Princeton, 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.

Sandra Webb, Chief Financial Officer
Dated: November 30, 2021

**PRINCETON, IN THE
COUNTY OF MERCER, NEW JERSEY**

**\$3,500,000 BOND ANTICIPATION NOTE, SERIES 2021B
(FEDERALLY TAXABLE)**

TO: Sherry Tracey
FAX NO.: (609) 291-9940
E-MAIL ADDRESS: stracey@muniadvisors.com
PHONE NO.: (609) 291-0130

DATE: December 7, 2021

PROPOSAL

<u>Amount of Note</u>	<u>Price</u>	<u>Rate of Interest</u>
\$3,500,000	\$ _____	_____ % per annum
Name of Bidder: _____	Authorized Signature: _____	
Phone Number _____	Print Name: _____	

PLEASE COMPLETE THE FOLLOWING:

Interest Payable on Note	\$ _____
Less: Premium (if any)	\$ _____
Net Interest Payable	\$ _____
Net Interest Cost %	_____ %
Purchased and Reoffered for Sale	_____ yes _____ no
Direct Purchase, Not Reoffered	_____ yes _____ no

THIS PORTION OF THE PROPOSAL IS NOT PART OF THE BID