



Resolution No. 2019 – 197

Date Adopted

Committee

May 15, 2019

Administrative

EXTRACT from the minutes of a regular meeting of the Board of Chosen Freeholders of the County of Salem, State of New Jersey (the "County"), held at the Olde Salem Court House, 104 Market Street, Salem, New Jersey, in said County on May 15, 2019 at 6:30 p.m.

PRESENT: Director Laury, Deputy Director Griscom, Freeholder Hassler
Free holder Griscom

ABSENT: Freeholder Ware

Deputy Director Griscom introduced and moved the adoption of the following resolution and Freeholder Ostrum seconded the motion:

RESOLUTION DETERMINING THE FORM AND OTHER DETAILS OF THE OFFERING OF \$11,442,000 GENERAL OBLIGATION BONDS, CONSISTING OF \$9,942,000 GENERAL IMPROVEMENT BONDS, SERIES 2019 AND \$1,500,000 COUNTY COLLEGE BONDS, SERIES 2019 (COUNTY COLLEGE BOND ACT, 1971 N.J. LAWS C. 12, AS AMENDED) OF THE COUNTY OF SALEM, STATE OF NEW JERSEY AND PROVIDING FOR THE SALE OF SUCH BONDS AND ADDITIONALLY DETERMINING CERTAIN MATTERS WITH RESPECT TO THE SALE AND ISSUANCE OF \$5,714,283 BOND ANTICIPATION NOTES

BE IT RESOLVED BY THE BOARD OF CHOSEN FREEHOLDERS OF THE COUNTY OF SALEM, STATE OF NEW JERSEY, AS FOLLOWS:

SECTION 1. The \$9,942,000 aggregate principal amount of General Improvement Bonds, Series 2019 (the "General Improvement Bonds") of the County, authorized pursuant to the bond ordinances of the County heretofore adopted and described in Section 2 hereof, shall be combined into a single issue of General Improvement Bonds, Series 2019 in the aggregate principal amount of \$9,942,000 to be issued in one series or multiple separate series aggregating said amount and to memorialize the obligations of the County.

SECTION 2. The principal amount of the General Improvement Bonds authorized by each ordinance to be combined into a single issue as above provided, the bond ordinances authorizing the General Improvement Bonds described by reference to the ordinance number, description and date of final adoption, amount of issue and average period of usefulness determined in each of the bond ordinances are respectively as follows:

<u>Ordinance Number</u>	<u>Description and Date of Final Adoption</u>	<u>Amount of Issue</u>	<u>Useful Life</u>
2011-004	Repair and Reconstruction of Roads, Bridges and Railroads Damaged by Floor, Finally Adopted 12/7/11	\$3,461,000	10 years
2012-002	Various Improvements to Roadways, Bridges, Railroads and Other Public Property Damaged by Hurricane Irene and Previously Approved by Special Emergency Appropriations in 2011, Finally Adopted 5/14/12	\$2,681,000	10 years
2017-01	Various Salem County Short Line Railroad Port Area Improvements, Finally Adopted 9/6/17	\$3,800,000	27.50 years
TOTALS		\$9,942,000	

SECTION 3. The following matters are hereby determined with respect to the combined issue of General Improvement Bonds:

(a) The average period of usefulness, computed on the basis of the respective amounts of General Improvement Bonds presently authorized to be issued pursuant to each of the bond ordinances and the respective periods or average periods of usefulness therein determined, is not more than 16.69 years.

(b) The General Improvement Bonds of the combined issue shall be designated "General Improvement Bonds, Series 2019" (or such other designation if such General Improvement Bonds are issued in multiple separate series to memorialize the applicable obligations of the County) and shall mature within the average period of usefulness hereinabove determined.

(c) The General Improvement Bonds of the combined issue shall be sold and issued in accordance with the provisions of the Local Bond Law that are applicable to the sale and issuance of bonds authorized by a single bond ordinance and accordingly may be sold with other issues of bonds.

SECTION 4. The following additional matters are hereby determined, declared, recited and stated:

(a) None of the General Improvement Bonds described in Section 2 hereof have been sold or issued heretofore, and the several bond ordinances described in Section 2 have not been rescinded heretofore and now remain in full force and effect as authorizations for the respective amounts of General Improvement Bonds set opposite the descriptions of the bond ordinances set forth in Section 2 hereof.

(b) The several purposes or improvements authorized by the respective bond ordinances described in Section 2 hereof are purposes for which General Improvement Bonds may be issued lawfully pursuant to the Local Bond Law and some of such improvements or purposes, if applicable and permitted by law, a deduction may be taken in any annual or supplemental debt statement.

SECTION 5. The \$1,500,000 aggregate principal amount of County College Bonds, Series 2019 (County College Bond Act, 1971 N.J. Laws C. 12, As Amended) (the "Chapter 12 Bonds") authorized pursuant to the bond ordinance of the County heretofore adopted and described in Section 6 hereof shall be a single issue of County College Bonds, Series 2019 (County College Bond Act, 1971 N.J. Laws C. 12, as Amended) in the aggregate principal amount of \$1,500,000 to be issued in one series or multiple series aggregating said amount and to memorialize the obligations of the County.

SECTION 6. The principal amount of the Chapter 12 Bonds authorized by the ordinance to be a single issue as above provided, the bond ordinance authorizing the Chapter 12 Bonds

described by reference to the ordinance number, description and date of final adoption amount of issue and period of usefulness determined in the bond ordinance as follows:

<u>Ordinance Number</u>	<u>Description and Date of Final Adoption</u>	<u>Amount of Issue</u>	<u>Useful Life</u>
2019-003	Bond Ordinance Providing For The Undertaking Of 2019-2020 Capital Improvements At And For Certain Facilities Of Salem Community College, Finally Adopted May 1, 2019	\$1,500,000	12.5 years

SECTION 7. The following matters are hereby determined with respect to the combined issue of Chapter 12 Bonds:

(a) The period of usefulness, computed on the basis of the respective amounts of Chapter 12 Bonds presently authorized to be issued pursuant to the bond ordinance and the period or average period of usefulness therein determined, is not more than 12.5 years.

(b) The Chapter 12 Bonds shall be designated "County College Bonds, Series 2019 (County College Bond Act, 1971 N.J. Laws C. 12, as Amended)" (or such other designation if such Chapter 12 Bonds are issued in multiple separate series to memorialize the applicable obligations of the County) and shall mature within the average period of usefulness hereinabove determined.

(c) The Chapter 12 Bonds of the combined issue shall be sold and issued in accordance with the provisions of the Local Bond Law that are applicable to the sale and issuance of bonds authorized by a single bond ordinance and accordingly may be sold with other issues of bonds.

SECTION 8. The following additional matters are hereby determined, declared, recited and stated:

(a) None of the Chapter 12 Bonds described in Section 6 hereof have been sold or issued heretofore, and the bond ordinance described in Section 6 has not been rescinded heretofore and now remains in full force and effect as authorization for the amount of Chapter 12 set opposite the description of the bond ordinance set forth in Section 6 hereof.

(b) The several purposes or improvements authorized by the respective bond ordinance described in Section 6 hereof are purposes for which Chapter 12 Bonds may be issued lawfully pursuant to the Local Bond Law and some of such improvements or purposes, if applicable and permitted by law, a deduction may be taken in any annual or supplemental debt statement.

SECTION 9. The General Improvement Bonds shall mature in the principal amounts on June 15 in each of the years as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2020	\$417,000	2028	\$830,000
2021	515,000	2029	830,000
2022	415,000	2030	830,000
2023	415,000	2031	800,000
2024	415,000	2032	800,000
2025	415,000	2033	800,000
2026	830,000	2034	800,000
2027	830,000		

The General Improvement Bonds shall be subject to redemption prior to maturity in accordance with the terms provided in the Notice of Sale authorized herein. The General Improvement Bonds shall be fifteen

(15) in number, with one certificate being issued for each year of maturity and shall be designated and numbered GIB-1 to GIB-15, inclusive.

SECTION 10. The Chapter 12 Bonds shall mature in the principal amounts on June 15 in each of the years as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2020	\$ 80,000	2026	\$160,000
2021	80,000	2027	160,000
2022	80,000	2028	160,000
2023	100,000	2029	160,000
2024	100,000	2030	160,000
2025	100,000	2031	160,000

The Chapter 12 Bonds shall be subject to redemption prior to maturity in accordance with the terms provided in the Notice of Sale authorized herein. The Chapter 12 Bonds shall be twelve (12) in number, with one certificate being issued for each year of maturity and shall be designated and numbered SCH-1 to SCH-11, inclusive. The General Improvement Bonds and the Chapter 12 Bonds are also sometimes referred to herein collectively as the "Bonds".

SECTION 11. The Bonds will be issued in fully registered form. One certificate shall be issued for the aggregate principal amount of the Bonds of each series maturing in each year. Both principal of and interest on the Bonds will be payable in lawful money of the United States of America. Each certificate will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds (the "Securities Depository"). The certificates will be on deposit with DTC. DTC will be responsible for maintaining a book-entry system for recording the interests of its participants or the transfers of the interests among its participants. The participants will be responsible for maintaining records regarding the beneficial ownership interests in the Bonds on behalf of individual purchasers. Individual purchases may be made in the principal amount of \$5,000 except that those Bonds in excess of the largest principal amount thereof not equaling a multiple of \$5,000 shall be in denominations of \$1,000 or any integral multiple thereof, through book entries made on the books and records of DTC and its participants. The Bonds will be dated their date of delivery and shall bear interest therefrom, which interest shall be payable semiannually on the fifteenth day of June and December (each an "Interest Payment Date"), in each year until maturity, or prior redemption thereof, as applicable, commencing June 15, 2020, at a rate or rates per annum as proposed by the Winning Bidder in accordance with the Notice of Sale authorized herein. The principal of and the interest on the Bonds will be paid to the Securities Depository by the County, or some other paying agent as the County may designate and appoint, on the maturity dates and due dates and will be credited on the maturity dates and due dates to the participants of DTC as listed on the records of DTC as of the first day of June and December preceding each Interest Payment Date for the Bonds (the "Record Dates"). The Bonds shall be executed by the manual or facsimile signatures of the Director of the Board of Chosen Freeholders or the Deputy Director of the Board of Chosen Freeholders and the Chief Financial Officer/Treasurer of the County, under the official seal (or facsimile thereof) affixed, printed, engraved or reproduced thereon and attested to by the manual signature of the Clerk of the Board of Chosen Freeholders of the County. The following matters are hereby determined with respect to the Bonds:

Date of Bonds: Date of delivery;

Principal Payment Dates: June 15, 2020, and each June 15 thereafter until maturity or prior redemption, as applicable;

Interest Payment Dates: Semiannually on each June 15 and December 15 of each year until maturity or prior redemption, as applicable, commencing June 15, 2020;

Place of Payment: Cede & Co., New York, New York.

SECTION 12. The Bonds shall be respectively in the forms set forth in Exhibit A and Exhibit B attached hereto with such additions, deletions and omissions as may be necessary for the County to market the Bonds in accordance with the requirements of DTC, upon the advice of Bond Counsel (as defined herein).

SECTION 13. The Bonds shall be sold upon receipt of electronic proposals on Wednesday, June 5, 2019 until 11a.m. by the Chief Financial Officer/Treasurer of the County, as applicable, via the Parity Electronic Bid Submission System ("PARITY"), in accordance with the Notice of Sale authorized herein. The use of the services provided by PARITY and/or MuniHub and the fees associated therewith are hereby approved. Archer & Greiner P.C., Bond Counsel to the County ("Bond Counsel"), on behalf of the Clerk of the Board of Chosen Freeholders, is hereby authorized and directed to arrange for (i) the publication of a summary of such Notice of Sale to be published not less than seven (7) days prior to the date of sale in The Bond Buyer, a financial newspaper published and circulating in the County of New York, New York, (ii) the publication of the full text of such Notice of Sale in the South Jersey Times, and (iii) the posting of the full text of the Notice of Sale on the website provided by or for PARITY and/or MuniHub. Pursuant to N.J.S.A. 40A:2-34, the County hereby designates the Chief Financial Officer/Treasurer of the County, as applicable, as the financial officer authorized to sell and to award the Bonds in accordance with the Notice of Sale authorized herein, and such financial officers shall report in writing the results of the sale to the Board of Chosen Freeholders at its regularly scheduled meeting thereafter. The Chief Financial Officer/Treasurer of the County, as applicable, are each hereby further authorized and directed to do and accomplish all matters and things necessary or desirable to effectuate the offering and sale of the Bonds.

SECTION 14. The full Notice of Sale and the summary Notice of Sale shall be in the forms set forth in Exhibit C and Exhibit D, respectively, attached hereto with such additions, deletions and omissions as may be necessary for the Chief Financial Officer/Treasurer of the County to market the Bonds, upon the advice of Bond Counsel and Municipal Advisor (ad defined herein) to the County.

SECTION 15. The Bonds shall have attached thereto a copy of the written opinion that is to be rendered by Bond Counsel, complete except for omission of its date.

SECTION 16. Bond Counsel is hereby authorized and directed to arrange for the printing of the Bonds and for the printing and electronic posting of the Preliminary Official Statement (as defined herein) and the Official Statement (as defined herein), and any and all fees associated therewith. The Preliminary Official Statement and the Official Statement are hereby authorized to be prepared by the County's Municipal Advisor, Phoenix Advisors, LLC, Bordentown, New Jersey (the "Municipal Advisor"), Bond Counsel and Bowman & Company LLP, Voorhees, New Jersey, auditor to the County (the "Auditor") and other County officials. The Municipal Advisor, the Auditor and Bond Counsel are also authorized and directed to arrange for the distribution of the Preliminary Official Statement on behalf of the County to those financial institutions that customarily submit bids for such Bonds and Notes (as defined herein). The Director of the Board of Chosen Freeholders or the Deputy Director of the Board of Chosen Freeholders, the Chief Financial Officer/Treasurer of the County are each authorized and directed to execute and deliver any certificates necessary in connection with the distribution of the Preliminary Official Statement and the Official Statement. The County Chief Financial Officer/Treasurer of

the County, the Municipal Advisor, Bond Counsel and the Auditor are each further authorized and directed, *nunc pro tunc*, to obtain ratings on the Bonds and to prepare and submit financial and other information on the County to each rating agency and the preparation and submission of any such application is hereby ratified and confirmed.

SECTION 17. Pursuant to this resolution and the bond ordinance duly adopted by the Board of Chosen Freeholders of the County, Bond Anticipation Notes of the County in an aggregate principal amount not to exceed \$5,714,283 (the "Notes") shall be issued for the temporary financing not to exceed \$5,714,283 of various capital improvements in and for the County. The following matters in connection with the Notes are hereby determined, declared and recited:

A) All Notes issued hereunder shall mature at such times as may be determined by the Chief Financial Officer/Treasurer of the County, as applicable, provided that no Notes shall mature later than one (1) year from the date of the first note issued thereunder, or more than three (3) years from the date of the first note issued pursuant to said bond ordinances referred to in this section, unless the County shall have paid and retired amounts of such Notes sufficient to allow it, in accordance with the provisions of the Local Bond Law, to renew a portion thereof beyond the third anniversary date of the first issuance of such Notes;

B) All Notes issued hereunder shall bear interest at such rate as shall be determined by the Chief Financial Officer/Treasurer of the County;

C) The Chief Financial Officer/Treasurer of the County, in consultation with Bond Counsel, the Municipal Advisor and the Auditor, are each hereby authorized and directed to provide for the renewal of such Notes from time to time in accordance with the provisions of the Local Bond Law, the bond ordinance and this section, without further authorization from the Board of Chosen Freeholders of the County;

D) The Notes shall be issued in fully registered book-entry only form. Both principal of and interest on the Notes will be payable in lawful money of the United States of America. The Notes will be registered in the name of Cede & Co., as nominee of DTC, which will act as Securities Depository for the Notes. The Notes will be on deposit with DTC. DTC will be responsible for maintaining a book-entry system for recording the interests of its participants or the transfers of the interests among its participants. The participants will be responsible for maintaining records which memorialize the beneficial ownership interests in the Notes on behalf of individual purchasers. Individual purchases may be made in the principal amount of \$5,000 except that those Bonds in excess of the largest principal amount thereof not equaling a multiple of \$5,000 shall be in denominations of \$1,000 or any integral multiple thereof through book entries made on the books and records of DTC and its participants. The principal of and interest on the Notes will be paid to the Securities Depository by the County or a duly designated paying agent on the maturity date of the Notes;

E) Any such Notes shall be executed in the name of the County by the manual or facsimile signature of the Director of the Board of Chosen Freeholders of the County or the Deputy Director of the Board of Chosen Freeholders of the County and the Chief Financial Officer/Treasurer of the County and the seal of the County (or a facsimile thereof) shall be affixed, imprinted or reproduced thereon and the signatures of such officials on the Notes shall be attested by the Clerk of the Board of Chosen Freeholders of the County, as set forth in section 25 of the Local Bond Law;

F) The Chief Financial Officer/Treasurer of the County, as applicable, is hereby authorized and directed to sell said Notes, pursuant to the terms of the notice of sale to be distributed in connection therewith, at public sale on or about Wednesday, June 5, 2019 or at some other mutually convenient date and time at not less than par and to deliver the same to the purchaser thereof upon receipt of payment of the purchase price plus accrued interest thereon, if any, from their dated date to the date of the delivery thereof and payment therefor. The sale of such Notes may be conducted by receipt of electronic proposals via Parity. The use of the services provided by Parity and the fees associated therewith are also hereby approved with respect to the Notes. The Chief Financial Officer/Treasurer of the County, the Director of the Board of Chosen Freeholders of the County or the Deputy Director of the Board of Chosen

Freeholders of the County are further authorized and directed to do and accomplish all matters and things necessary or desirable to effectuate the offering and sale of the Notes in accordance herewith;

G) Any Notes issued pursuant to this resolution and said bond ordinance shall be general obligations of the County, and the County's full faith and credit are hereby irrevocably pledged to the punctual payment of the principal of and interest on said Notes, and, unless paid from other sources, the County is required by law to provide for the payment thereof by the levy of *ad valorem* taxes on all the taxable property located within the County without limitation as to rate or amount; and

H) The Chief Financial Officer/Treasurer of the County is hereby authorized and directed to report in writing to the Board of Chosen Freeholders of the County at the meeting next succeeding the date when any sale or delivery of the Notes pursuant to this resolution are made, such report to include the descriptions, principal amount, interest rate and maturity of the Notes sold, the price obtained and the name of the purchaser.

SECTION 18. The County hereby covenants that it will comply with any conditions subsequently imposed by the Internal Revenue Code of 1986, as amended (the "Code"), to preserve the exemption from taxation of interest on the Bonds and the Notes, including the requirement to rebate all net investment earnings on the gross proceeds above the yield on the Bonds or the Notes, if necessary.

SECTION 19. The County is hereby authorized to make representations and warranties, to enter into agreements and to make all arrangements with DTC, as may be necessary to provide that the Bonds and the Notes will be eligible for deposit with DTC and to satisfy any obligation undertaken in connection therewith.

SECTION 20. In the event DTC may determine to discontinue providing its services with respect to the Bonds or the Notes or is removed by the County and if no successor securities depository is appointed, the Bonds or the Notes which were previously issued in book-entry form shall be converted to Registered Bonds or Registered Notes (collectively, the "Registered Obligations") in denominations of \$5,000 except that those Bonds in excess of the largest principal amount thereof not equaling a multiple of \$5,000 shall be in denominations of \$1,000 or any integral multiple thereof. The beneficial owner under the book-entry system, upon registration of the Bonds and the Notes held in the beneficial owner's name, will become the registered owner of the respective Registered Obligations. The County shall be obligated to provide for the execution and delivery of the respective Registered Obligations in certified form.

SECTION 21. The Chief Financial Officer/Treasurer is hereby authorized and directed to "deem final" the Official Statement (the "Official Statement") prepared with respect to the issuance of the Bonds and the Notes and pursuant to the provisions of Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, and to execute a certificate regarding same. The Chief Financial Officer/Treasurer is hereby authorized and directed to authorize and approve the use and distribution of the Official Statement in preliminary form (the "Preliminary Official Statement") in connection with the offering and sale of the Bonds and the Notes. Upon the sale of the Bonds and the Notes, the Preliminary Official Statement shall be modified, in consultation with Bond Counsel, the Auditor and the Municipal Advisor, to reflect the effect of the sale of the Bonds and the Notes and said modified Preliminary Official Statement shall constitute the final Official Statement (the "Final Official Statement"). The Chief Financial Officer/Treasurer is hereby authorized and directed to execute and deliver the Final Official Statement to the purchaser of the Bonds and the Notes in accordance with the provisions of the Rule, for its use in the sale, resale and distribution of the Bonds and the Notes, where and if applicable.

SECTION 22. The final Official Statement to be dated on or about June 5, 2019 (the "Final Official Statement"), prepared with respect to the issuance of the Bonds and Notes, is hereby authorized to be executed on behalf of the County by the Chief Financial Officer/Treasurer of the County or the Director or Deputy Director of the Board of Chosen Freeholders of the County, as the case may be, and delivered to the respective purchaser of the Bonds or the Notes for their respective use in connection with the sale, resale and distribution of the Bonds or the Notes, where and if applicable. The Chief Financial Officer/Treasurer of the County and the Director or Deputy Director of the Board of Chosen Freeholders of

the County are further hereby authorized and directed to deliver any certificates necessary in connection with the distribution of the Official Statement.

SECTION 23. The County hereby covenants and agrees that it will comply with and carry out all of the provisions of the respective Continuing Disclosure Certificate (the "Certificate") which will set forth the obligation of the County to file, as applicable, budgetary, financial and operating data on an annual basis and notices of certain enumerated events deemed material in accordance with the provisions of the Rule. The Chief Financial Officer/Treasurer of the County is hereby authorized and directed to execute and deliver this Certificate to the respective purchaser of the Bonds or Notes, evidencing the County's undertaking with respect to the Rule. Notwithstanding the foregoing, failure of the County to comply with the Certificate shall not be considered a default on the Bonds or the Notes; however, any Bondholder or Noteholder may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance, to cause the County to comply with its obligations hereunder and thereunder.

SECTION 24. The Chief Financial Officer/Treasurer of the County is hereby authorized and directed to determine all matters and terms in connection with the Bonds or the Notes (including any matters set forth in this resolution that are deemed necessary and advisable to change by the Chief Financial Officer/Treasurer of the County, as applicable, in consultation with Bond Counsel, the Auditor and the Municipal Advisor, prior to the sale or closing of the Bonds or Notes), all in consultation with Bond Counsel, the Municipal Advisor and the Auditor and the manual or facsimile signature of the Chief Financial Officer/Treasurer of the County upon any documents shall be conclusive as to all such determinations. The Director of the Board of Chosen Freeholders of the County, the Deputy Director of the Board of Chosen Freeholders of the County, the Chief Financial Officer/Treasurer of the County, the Clerk of the Board of Chosen Freeholders and any other County official are each hereby authorized and directed to execute and deliver such documents as are necessary to consummate the sale and closing of the Bonds or the Notes, and to take such actions or refrain from such actions as are necessary for the issuance of the Bonds or the Notes, in consultation with Bond Counsel, the Auditor and the Municipal Advisor, and any and all actions taken heretofore with respect to the sale and issuance of the Bonds and the Notes are hereby ratified and confirmed.

SECTION 25. This resolution shall take effect immediately.

CERTIFICATE

I, STACY PENNINGTON, Clerk of the Board of Chosen Freeholders of the County of Salem, State of New Jersey (the "County"), DO HEREBY CERTIFY that the foregoing annexed extract of a resolution contained in the minutes of the regular meeting of the Board of Chosen Freeholders duly called and held on May 15, 2019 has been compared by me with the original minutes thereof as officially recorded in my office in the Minute Book of such governing body and is a true, complete and correct copy thereof and of the whole of the original minutes so far as they relate to the subject matters referred to in the extract.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said County this 16 day of May, 2019.




STACY PENNINGTON,
Clerk of the Board of Chosen Freeholders

**UNITED STATES OF AMERICA
STATE OF NEW JERSEY
COUNTY OF SALEM**

GENERAL IMPROVEMENT BOND, SERIES 2019

NUMBER: GIB- _____

<u>DATE OF ORIGINAL ISSUE</u>	<u>MATURITY DATE</u>	<u>RATE OF INTEREST PER ANNUM</u>	<u>CUSIP NUMBER</u>
Date of Delivery	June 15, _____	_____ %	_____

REGISTERED OWNER: Cede & Co.

PRINCIPAL SUM: _____ Dollars
(\$ _____)

The COUNTY OF SALEM, a body politic and corporate of the State of New Jersey (the "County"), hereby acknowledges itself indebted and for value received promises to pay to CEDE & CO., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will act as Securities Depository (the "Securities Depository"), on the Maturity Date specified above, the Principal Sum specified above, and to pay interest on such sum from the Date of Original Issue of this Bond at the Rate of Interest Per Annum specified above semiannually on the fifteenth day of June and December (each an "Interest Payment Date"), commencing June 15, 2020, in each year until maturity or prior redemption, as applicable. Principal of and interest on this Bond will be paid to the Securities Depository by the County, or a duly designated paying agent, and will be credited to the participants of DTC, as listed on the records of DTC, as of the first day of June and December preceding each Interest Payment Date (the "Record Dates" for such payments).

This Bond is not transferable as to principal or interest except to an authorized nominee of DTC. DTC shall be responsible for maintaining the book-entry system for recording the interests of its participants or the transfers of the interests among its participants. The participants are responsible for maintaining records regarding the beneficial ownership interests in the Bonds on behalf of individual purchasers.

The Bonds of this issue maturing prior to June 15, 2027 are not subject to redemption prior to their stated maturities. The Bonds of this issue maturing on or after June 15, 2027 are subject to redemption at the option of the County, in whole or in part, on any date on or after June 15, 2026, upon notice as required herein at one hundred percent (100%) of the principal amount being redeemed (the "Redemption Price"), plus accrued interest to the date fixed for redemption.

Notice of redemption ("Notice of Redemption") shall be given by mailing such notice at least thirty (30) days but not more than sixty (60) days before the date fixed for redemption by first class mail in a sealed envelope with postage prepaid to the registered owners of such Bonds at their respective addresses as they last appear on the registration books kept for that purpose by the County or a duly appointed Bond Registrar. So long as DTC (or any successor thereto) acts as Securities Depository for the Bonds, Notice of Redemption shall be sent to such Securities Depository and shall not be sent to the beneficial owners of the Bonds. 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 County determines to redeem a portion of the Bonds prior to maturity, such Bonds shall be selected by the County; the Bonds to be redeemed having the same maturity shall be selected by the Securities Depository in accordance with its regulations.

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. The Bonds of this issue are subject to redemption prior to their stated maturities.

This Bond is one of an authorized issue of Bonds issued pursuant to the provisions of the Local Bond Law, N.J.S.A. 40A:2-1 et seq., as amended and supplemented, a resolution duly adopted by the Board of Chosen Freeholders of the County on May 15, 2019, entitled, "Resolution Determining The Form And Other Details Of The Offering Of \$11,442,000 General Obligation Bonds, Consisting Of \$9,942,000 General Improvement Bonds, Series 2019 and \$1,500,000 County College Bonds, Series 2019 (County College Bond Act, 1971 N.J. Laws C. 12, As Amended) Of The County Of Salem, State Of New Jersey And Providing For The Sale Of Such Bonds And Additionally Determining Certain Matters With Respect To The Sale And Issuance Of \$5,714,283 Bond Anticipation Notes", and the various bond ordinances referred to therein, all such ordinances being published as required by law.

The full faith and credit of the County are hereby irrevocably pledged for the punctual payment of the principal of and the interest on this Bond according to its terms.

It is hereby certified and recited that all conditions, acts and things required by the Constitution or the statutes of the State of New Jersey to exist, to have happened or to have been performed precedent to or in the issuance of this Bond exist, have happened and have been performed and that the issue of Bonds of which this is one, together with all other indebtedness of the County, is within every debt and other limit prescribed by such Constitution or statutes.

IN WITNESS WHEREOF, the County of Salem, State of New Jersey has caused this Bond to be executed in its name by the manual or facsimile signatures of its Director of the Board of Chosen Freeholders and its Chief Financial Officer/Treasurer, its corporate seal to be hereunto imprinted or affixed, this Bond and the seal to be attested to by the manual signature of the Clerk of the Board of Chosen Freeholders, and this Bond to be dated the Date of Original Issue as specified above.

COUNTY OF SALEM



By: Stacy Pennington
STACY PENNINGTON,
Clerk of the Board of Chosen
Freeholders

By: BH Laury
BENJAMIN H. LAURY
Director of the Board of Chosen
Freeholders

By: Kelly A. Hannigan
KELLY A. HANNIGAN,
Chief Financial Officer/Treasurer

**UNITED STATES OF AMERICA
STATE OF NEW JERSEY
COUNTY OF SALEM**

**COUNTY COLLEGE BOND, SERIES 2019
(COUNTY COLLEGE BOND ACT, 1971 N.J. LAWS, C. 12, AS AMENDED)**

NUMBER: SCH-_____

<u>DATE OF ORIGINAL ISSUE</u>	<u>MATURITY DATE</u>	<u>RATE OF INTEREST PER ANNUM</u>	<u>CUSIP NUMBER</u>
Date of Delivery	June 15, _____	____%	_____

REGISTERED OWNER: Cede & Co.

PRINCIPAL SUM: _____ Dollars
(\$_____)

The COUNTY OF SALEM, a body politic and corporate of the State of New Jersey (the "County"), hereby acknowledges itself indebted and for value received promises to pay to CEDE & CO., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will act as Securities Depository (the "Securities Depository"), on the Maturity Date specified above, the Principal Sum specified above, and to pay interest on such sum from the Date of Original Issue of this Bond at the Rate of Interest Per Annum specified above semiannually on the fifteenth day of June and December (each an "Interest Payment Date"), commencing June 15, 2020, in each year until maturity or prior redemption, as applicable. Principal of and interest on this Bond will be paid to the Securities Depository by the County, or a duly designated paying agent, and will be credited to the participants of DTC, as listed on the records of DTC, as of the first day of June and December preceding each Interest Payment Date (the "Record Dates" for such payments).

This Bond is not transferable as to principal or interest except to an authorized nominee of DTC. DTC shall be responsible for maintaining the book-entry system for recording the interests of its participants or the transfers of the interests among its participants. The participants are responsible for maintaining records regarding the beneficial ownership interests in the Bonds on behalf of individual purchasers.

The Bonds of this issue maturing prior to June 15, 2027 are not subject to redemption prior to their stated maturities. The Bonds of this issue maturing on or after June 15, 2027 are subject to redemption at the option of the County, in whole or in part, on any date on or after June 15, 2026, upon notice as required herein at one hundred percent (100%) of the principal amount being redeemed (the "Redemption Price"), plus accrued interest to the date fixed for redemption.

Notice of redemption ("Notice of Redemption") shall be given by mailing such notice at least thirty (30) days but not more than sixty (60) days before the date fixed for redemption by first class mail in a sealed envelope with postage prepaid to the registered owners of such Bonds at their respective addresses as they last appear on the registration books kept for that purpose by the County or a duly appointed Bond Registrar. So long as DTC (or any successor thereto) acts as Securities Depository for the Bonds, Notice of Redemption shall be sent to such Securities Depository and shall not be sent to the

beneficial owners of the Bonds. 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 County determines to redeem a portion of the Bonds prior to maturity, such Bonds shall be selected by the County; the Bonds to be redeemed having the same maturity shall be selected by the Securities Depository in accordance with its regulations.

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. The Bonds of this issue are subject to redemption prior to their stated maturities.

This Bond is one of an authorized issue of Bonds issued pursuant to the provisions of N.J.S.A. 18A:64A-1 et seq., as amended and supplemented, the Local Bond Law, N.J.S.A. 40A:2-1 et seq., as amended and supplemented, a bond ordinance duly adopted by the Board of Chosen Freeholders of the County on May 1, 2019 entitled, "Bond Ordinance Providing For The Undertaking Of 2019-2020 Capital Improvements At And For Certain Facilities Of Salem Community College, Located Within The County Of Salem, State Of New Jersey; Appropriating \$1,500,000 Therefor And Authorizing The Issuance Of \$1,500,000 Bonds Or Notes Of The County Of Salem, State Of New Jersey, For Financing Such Appropriation, The Principal Of And Interest On The Aggregate Principal Amount Of Which Will Be Entitled To State Aid, Pursuant To Chapter 12 Of The Laws Of New Jersey Of 1971" and a resolution duly adopted by the Board of Chosen Freeholders of the County on May 15, 2019 entitled, "Resolution Determining The Form And Other Details Of The Offering Of \$11,442,000 General Obligation Bonds, Consisting Of \$9,942,000 General Improvement Bonds, Series 2019 and \$1,500,000 County College Bonds, Series 2019 (County College Bond Act, 1971 N.J. Laws C. 12, As Amended) Of The County Of Salem, State Of New Jersey And Providing For The Sale Of Such Bonds And Additionally Determining Certain Matters With Respect To The Sale And Issuance Of \$5,714,283 Bond Anticipation Notes".

The full faith and credit of the County are hereby irrevocably pledged for the punctual payment of the principal of and the interest on this Bond according to its terms.

It is hereby certified and recited that all conditions, acts and things required by the Constitution or the statutes of the State of New Jersey to exist, to have happened or to have been performed precedent to or in the issuance of this Bond exist, have happened and have been performed and that the issue of Bonds of which this is one, together with all other indebtedness of the County, is within every debt and other limit prescribed by such Constitution or statutes.

IN WITNESS WHEREOF, the County of Salem, State of New Jersey has caused this Bond to be executed in its name by the manual or facsimile signatures of its Director of the Board of Chosen Freeholders and its Chief Financial Officer/Treasurer, its corporate seal to be hereunto imprinted or affixed, this Bond and the seal to be attested to by the manual signature of the Clerk of the Board of Chosen Freeholders, and this Bond to be dated the Date of Original Issue as specified above.



ATTEST:
By: Stacy Pennington
STACY PENNINGTON,
Clerk of the Board of Chosen
Freeholders

By: Benjamin H. Laury
BENJAMIN H. LAURY
Director of the Board of Chosen
Freeholders

By: Kelly A. Hannigan
KELLY A. HANNIGAN,
Chief Financial Officer/Treasurer

**COUNTY OF SALEM
STATE OF NEW JERSEY**

NOTICE OF SALE

**\$11,442,000 GENERAL OBLIGATION BONDS, SERIES 2019,
Consisting of:
\$9,942,000 GENERAL IMPROVEMENT BONDS, SERIES 2019
-and-
\$1,500,000 COUNTY COLLEGE BONDS, SERIES 2019
(County College Bond Act, 1971 N.J. Laws C. 12, As Amended)**

(BOOK-ENTRY ONLY) (CALLABLE)

SUMMARY

ISSUER: County of Salem, State of New Jersey

PAR AMOUNT: \$11,442,000 General Obligation Bonds, Series 2019, consisting of: \$9,942,000 General Improvement Bonds, Series 2019 (the "General Improvement Bonds") and \$1,500,000 County College Bonds, Series 2019 (County College Bond Act, 1971 N.J. Laws C. 12, As Amended) (the "Chapter 12 Bonds" and together with the General Improvement Bonds, the "Bonds").

SECURITY: General Obligations of the County and the Bonds are additionally secured by the County College Bond Act, 1971 N.J. Laws C. 12, as amended.

TAX EXEMPT: Yes

RATINGS: Standard & Poor's – Expected

INSURANCE: The Winning Bidder of the Bonds may, at its sole option and expense, purchase a policy of municipal bond insurance.

TYPE OF SALE: Electronic Proposals via the Parity Electronic Bid Submission System ("PARITY").

AUCTION AGENT: Parity

BID/AWARD DATE: June 5, 2019 until 11:00 a.m., prevailing New Jersey time, at which time they will be publicly opened, received and announced. Award by 3:00 p.m., prevailing New Jersey time.

DATED DATE: Date of Delivery.

DELIVERY DATE: On or about June 18, 2019.

INTEREST PAYMENT DATES: June 15 and December 15, commencing June 15, 2020.

CALL DATE: June 15, 2026

MINIMUM BID: \$11,442,000 (Par); the Bonds will be sold on the basis of the combined maturity schedule set forth herein.

MAXIMUM BID: Bidders may bid to purchased Bonds from the County with a premium not to exceed \$572,100, representing a maximum bid price of \$12,014,100 (105%)

BID SECURITY: Good Faith Check or Wire Transfer in the amount of \$228,840 received by County prior to bidding as provided in this Notice.

BASIS OF AWARD: True Interest Cost.

OFFERING STATEMENT: Preliminary Official Statement available at www.munihub.com.

NOTICE

NOTICE IS HEREBY GIVEN that bids will be received by the County of Salem, State of New Jersey (the "County") for the purchase of the \$11,442,000 General Obligation Bonds, Series 2019, consisting of \$9,942,000 General Improvement Bonds, Series 2019 (the "General Improvement Bonds") and \$1,500,000 County College Bonds, Series 2019 (County College Bond Act, 1971 N.J. Laws C. 12, As Amended) (the "Chapter 12 Bonds" and together with the General Improvement Bonds, the "Bonds"). **All Bids (as defined below) must be submitted in their entirety via "PARITY Electronic Bid Submission System" (PARITY) prior to 11:00 a.m., prevailing New Jersey time on June 5, 2019. To bid, Bidders (as defined below) must have submitted a good faith check or wire, payable to the County, in the amount of \$228,840 by no later than 10:45 a.m. on the Bid Date (see Bidding Details below).**

Preliminary and Final Official Statement

The County's Preliminary Official Statement (the "POS") is available for viewing in electronic format on 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, New York, New York (the "DTC") clearing arrangements may either: (a) print out a copy of the POS on their own printer, or (b) at any time prior to 11:00 p.m. on June 5, 2019, elect to receive a photocopy of the POS in the mail by requesting it on PARITY or by calling the County's bond counsel, Archer & Greiner P.C., 10 Highway 35, Red Bank, New Jersey 07701. Calls should be directed to John M. Cantalupo, Esq. at 732.268.8009 or by email at jcantalupo@archerlaw.com or County Municipal Advisor, Anthony Inverso, Phoenix Advisors, LLC, 625 Farnsworth Avenue, Bordentown, New Jersey 08505, or by telephone at 609-291-0130 or by email at ainverso@muniadvisors.com. 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 County to be final as of its date, for purposes of SEC Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended and supplemented, 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" and together with the POS, the "Official Statement") as may be necessary.

The County at its expense, will make available to the Winning Bidder (as defined herein) 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 \$11,442,000. First, a Bidder must submit a conforming Bid for the entire issue, and if such Bid is accepted by the County, the Bidder will be required to purchase the entire issue in accordance with such Bid.

Insurance

If the Bonds qualify for the issuance of any policy of municipal bond insurance, the Bidder of the Bonds may, at its sole option and expense, purchase such insurance. The insurance premium, if any, will be paid by the Bidder. Any failure of the Bonds to be so insured shall not in any way relieve the Winning Bidder of its contractual obligations arising from the acceptance of its proposal for the purchase of the Bonds.

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 June 15 and December 15 (each an "Interest Payment Date"), commencing June 15, 2020, in each year until maturity or prior redemption, as applicable, by payment of money to DTC or its authorized nominee. DTC will credit payments of principal of and interest on the Bonds to the Participants of DTC as listed on the records of DTC as of each June 1 and December 1 preceding each Interest Payment Date for the Bonds (the "Record Dates").

Principal Amortization

The Bonds will consist of two series of serial bonds maturing on June 15 in each year, commencing with 2020, as indicated on the respective maturity schedule set forth below, except as otherwise may be determined if the "Term Bond Option" is selected as set forth herein. The principal amounts of each serial maturity shall be as set forth below, subject to the applicable limitations set forth herein under "Term Bond Option."

The Bonds shall mature on June 15 as set forth in the following tables:

General Improvement Bonds, Series 2019

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2020	\$417,000	2028	\$830,000
2021	515,000	2029	830,000
2022	415,000	2030	830,000
2023	415,000	2031	800,000
2024	415,000	2032	800,000
2025	415,000	2033	800,000
2026	830,000	2034	800,000
2027	830,000		

\$1,500,000 County College Bonds, Series 2019 (County College Bond Act, 1971 N.J. Laws C. 12, As Amended)

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2020	\$ 80,000	2026	\$160,000
2021	80,000	2027	160,000
2022	80,000	2028	160,000
2023	100,000	2029	160,000
2024	100,000	2030	160,000
2025	100,000	2031	160,000

Combined Maturity Schedule for the Bonds

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2020	\$497,000	2028	\$990,000
2021	595,000	2029	990,000
2022	495,000	2030	990,000
2023	515,000	2031	960,000
2024	515,000	2032	800,000
2025	515,000	2032	800,000
2026	990,000	2034	800,000
2027	990,000		

The Chapter 12 Bonds are additionally secured by the County College Bond Act, 1971 N.J. Laws C. 12, as amended.

Book-Entry Only

The Bonds will be issued in book-entry only form, and each certificate will be registered in the name of Cede & Co., as nominee of DTC, which will act as securities depository for the Bonds. The Bonds will be issued in the form of one certificate for the aggregate principal amount of the Bonds of each series maturing in each year and will be payable as to both principal and interest in lawful money of the United States of America. The certificates will be on deposit with DTC. DTC will be responsible for maintaining a book-entry system for recording the interests of its Participants or the transfers of the interests among its Participants. The Participants will be responsible for maintaining records regarding the beneficial ownership interests in the Bonds on behalf of the individual purchasers. The Winning Bidder will not receive certificates representing their interests in the Bonds. Individual purchases may be made in the principal amount of \$5,000 except that those Bonds in excess of the largest principal amount thereof not equaling a multiple of \$5,000 shall be in denominations of \$1,000 or any integral multiple thereof, through book entries made on the books and records of DTC and its participants. Payments of principal, interest and redemption premium, if any, will be made by the paying agent to DTC for subsequent disbursement to Participants to then be remitted to the Beneficial Owners of the Bonds. It shall be the obligation of the Winning Bidder to furnish to DTC an underwriter's questionnaire and the denominations of the Bonds not less than seventy-two (72) hours prior to the delivery of the Bonds.

Term Bond Option

Bidders may elect to structure the issue to include term bonds (the "Term Bond Option"), which term bonds, if selected by the Bidder, will be subject to mandatory redemption prior to maturity, in the years and amounts shown above as serial maturities, upon payment of one hundred percent (100%) of the principal amount of the Bonds to be redeemed, together with accrued interest to the date fixed for such mandatory redemption of such amounts. If the Bonds are awarded and no term bonds are designated in the Winning Bid(s) (as defined herein), the Bonds will mature serially as shown in the preceding schedules.

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 (212) 404-8102. The County may, but is not obligated to, acknowledge its acceptance in writing of any bid submitted electronically via PARITY. When a bid for the Bonds is submitted via PARITY, the bidder further agrees that: the County 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, the term Bonds, if any, specified, the initial public offering price of each maturity of the Bonds and any other information included in such transmission) as the official "Proposal for Bonds" executed by a duly authorized signatory of the bidder. If the bid submitted electronically via PARITY is accepted by the County, the terms of the bid 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 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.

The County may choose to discontinue use of electronic bidding via PARITY by issuing a notification to such effect via Thomson News Service ("TM3"), 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.

Once the bids are communicated electronically via PARITY to the County, 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" electronically via PARITY, 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 County nor PARITY shall have any duty or obligation to provide or assure 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 communication mechanism, and not as the County's agent, to conduct the electronic bidding for the Bonds. By using PARITY, each bidder agrees to hold the County harmless for any harm or damages caused to such bidder in connection with its use of PARITY for bidding on the Bonds.

The County may, in its sole discretion and prior to the electronic receipt of proposals, clarify any term hereof, including, without limitation, its decision to discontinue use of electronic bidding via PARITY, by issuing a notification of the clarification via TM3, or any other available means, no later than 3:00 p.m. (prevailing New Jersey time) on the last business day prior to the Bid Date.

Bidding Details

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

- (1) THE BONDS ARE BEING SOLD ON THE BASIS OF THE COMBINED MATURITY SCHEDULE SET FORTH ABOVE. ALL BIDDERS SUBMITTING PROPOSALS MUST BID ON ALL OF THE BONDS.**

- (2) **BIDDERS MUST SUBMIT EITHER A GOOD FAITH CHECK OR WIRE IN THE AMOUNT OF \$228,840 PAYABLE TO THE COUNTY PRIOR TO THE TIME FOR SUBMISSION OF BIDS AT THE FOLLOWING ADDRESS:**

**Kelly A. Hannigan
Chief Financial Officer/Treasurer
County of Salem
110 Fifth Street,
Salem NJ 08079**

BIDDERS SUBMITTING GOOD FAITH CHECKS SHOULD ALSO ENCLOSE A RETURN ENVELOPE FOR USE BY THE COUNTY.

- (3) All Bids must be submitted on the Parity. **No telephone, telefax, telegraph or personal delivery Bids will be accepted.**
- (4) All Bids for the Bonds must be submitted on an AON basis.
- (5) Bidders may bid to purchase Bonds from the County with a premium not to exceed \$572,100 representing a maximum bid price of \$12,014,100 (105%).
- (6) Bidders must specify a rate of interest for each maturity of the Bonds which rate of interest must be expressed in multiples of one-eighth (1/8) or one-twentieth (1/20) of one percent (1%). Not more than one rate of interest may be named for the Bonds of the same maturity. There is no limitation on the number of rates of interest that may be named. The difference between the lowest and highest rates named in the proposal for the Bonds shall not exceed two percentum (2%). Each proposal submitted must state the purchase price, which must be not less than the par amount of the Bonds to be delivered plus any premium (which cannot exceed \$572,100 or 5% of the Bonds). The Bonds will be awarded to the bidder on whose bid the total loan may be made at the lowest True Interest Cost. 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 an interest cost higher than the lowest true interest cost to the County 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.
- (7) Bidders are only permitted to submit Bids for the Bonds during the bidding period.
- (8) The Winning Bidder shall be obligated to furnish to the County within forty-eight (48) hours of the Bid Date (i) the public offering prices and reoffering yields for each maturity of the Bonds, and (ii) an arbitrage yield calculation for the Bonds.

Definitions

- “Bid” any confirmed purchase offer received by PARITY on or before the auction deadline.
- “Bidder” any firm registered and approved for participation in sales.
- “True Interest Cost” computed 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 accrued interest to the delivery date. The

True Interest Cost serves as the basis for awarding bonds to Winning Bidders.

“Winning Bid” any purchase offer made by a Bidder and received by

Bid Procedure and Basis of Award

Subject to the right reserved by the County to reject any or all Bids, the Bonds will be sold to the Bidder whose Bid complies with the Notice of Sale and produces the lowest True Interest Cost for the County based upon the maturity schedule set forth in the Notice of Sale.

Bids must remain valid until at least 3:00 p.m., prevailing time, on the date of the sale, and if accepted by the County, prior to such time, shall be irrevocable except as otherwise provided in the Notice of Sale. Upon selection of the winning Bidder, the County 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, treasurer’s or cashier’s check or wire in the amount of \$228,840 payable to the order of the County, is required for each Bid to be considered. Wire instructions can be obtained by contacting County’s Municipal Advisor, Anthony Inverso, Phoenix Advisors, LLC, by telephone at (609) 291-0130 or by email at ainverso@muniadvisors.com, and such wire must be received and confirmed by the County prior to the time for bids to be submitted. If a check is used, it must be a certified, treasurer’s or cashier’s check and must be provided to the County no later than by 11:00 a.m. on the Bid Date. Each bidder accepts responsibility for delivering such check on time and the County is not responsible for any check that is not received on time. 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 County. 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 3:00 p.m. of the day of 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 County at closing.

Right to Reject Bids; Waive Irregularities

The County 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 County, in writing, immediately upon being unofficially awarded the Bonds, a written confirmation of the bid, as appropriate, which shall include the purchase price, reoffering yield(s), and other related information necessary for completion of the final Official Statement or by Bond Counsel; (b) to disseminate to all members of the underwriting syndicate copies of the Official Statement; (c) to promptly file a copy of the final Official Statement with the Municipal Securities Rulemaking Board (the “MSRB”); and (d) to take any and all other actions necessary

to comply with applicable Securities and Exchange Commission and MSRB rules governing the offering, sale and delivery of the Bonds to alternate purchasers.

Delivery of the Bonds

The Bonds will be delivered on or about June 18, 2019 (UNLESS A NOTICE OF A CHANGE IN THE DELIVERY DATE IS PUBLISHED ON PARITY 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). PAYMENT FOR THE BONDS AT THE TIME OF ORIGINAL ISSUANCE AND DELIVERY SHALL BE BY WIRE TRANSFER OF IMMEDIATELY AVAILABLE FUNDS.

There will also be furnished the usual closing papers, including (1) a certificate, in form and tenor satisfactory to Bond Counsel and dated as of the date of such delivery of the Bonds, to the effect that there is no litigation pending or (to the knowledge of the signer or signers thereof) threatened affecting the validity of the Bonds, (2) certificates in form satisfactory to Bond Counsel evidencing the proper execution and delivery of the Bonds, the receipt of payment therefor and compliance with the requirements of the Code necessary to preserve tax exemption, (3) a certificate signed by the County relating to the Official Statement, and (4) a Continuing Disclosure Certificate evidencing compliance with the Rule (as defined herein) and the undertaking of the County with respect thereto.

Establishment of Issue Price for the Bonds

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

In the event the County 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 County, in writing, evidence satisfactory to Bond Counsel to the County 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 County, 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 County, in writing, evidence satisfactory to Bond Counsel to the County 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 County (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 Identification Numbers

It is anticipated that CUSIP Identification Numbers will be printed on the Bonds. Phoenix Advisors, LLC, the Municipal Advisor to the County, will timely apply for CUSIP Identification Numbers with respect to the Bonds as required by MSRB Rule G-34. The CUSIP Service Bureau charge for the assignment of the numbers shall be the responsibility of and shall be paid for by the successful bidder. The successful bidder will be responsible for notifying CUSIP Global Services of any changes in structure and shall add or cancel CUSIP numbers as needed to conform to the final structure. The County 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 successful bidder thereof to accept delivery of and make payment for the Bonds.

Legal Opinion

The approving opinion of Archer & Greiner P.C., Red Bank, New Jersey, Bond Counsel to the County, will be furnished without cost to the Winning Bidder, such opinion to be substantially in the form set forth in the Official Statement distributed in preliminary form in connection with the sale of the Bonds, to the effect that the Bonds are valid and legally binding obligations of the County, that all the taxable property therein will be subject to the levy of *ad valorem* taxes to pay the Bonds and the interest thereon without limitation as to rate or amount and that interest on the Bonds is not includable as gross income under current law if the County complies with all conditions subsequent contained in the Code, except to the extent that interest on the Bonds held by a corporate taxpayer is included in the income computation for calculation of the corporate alternative minimum tax, and that interest on the Bonds and any gain on the sale thereof is not includable as gross income under the existing New Jersey Gross Income Tax Act.

Postponement

The County reserves the right to postpone, upon not less than 24 hours' notice, the date and time established for receipt of Bids. ANY SUCH POSTPONEMENT WILL BE PUBLISHED OR BEFORE 11:00 A.M. ON THE DAY BEFORE THE SALE. 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 TM3, or any other available means, 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 www.munihub.com at the time the sale date and time are announced.

Termination

The Winning Bidder at its option may refuse to accept the Bonds if prior to their delivery any change in any income tax law of the United States of America, shall provide that the interest thereon is includable or shall be includable in gross income at a future date for Federal income tax purposes. In such case, the deposit made by such Winning Bidder shall be returned and such bidder will be relieved of its contractual obligations arising from the acceptance of its Winning Bid.

Maturity Schedule Adjustment By The County

The Chief Financial Officer/Treasurer of the County may, up to 24 hours prior to the date of advertised sale of and within 4 hours after the award of the Bonds, adjust the respective maturity schedule of the Bonds in increments of \$5,000, provided, however, that after the award of the respective Bonds (i) no maturity schedule adjustment shall exceed 10% upward or downward of the principal for any maturity as specified herein (or as adjusted prior to the date of advertised sale) 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 (or as adjusted prior to the date of advertised sale) and as adjusted will not exceed the amount authorized by the ordinance(s) authorizing the issuance of the Bonds. NOTICE OF ANY ADJUSTMENT TO THE RESPECTIVE MATURITY SCHEDULE OF THE BONDS PRIOR TO THE DATE OF THE ADVERTISED SALE SHALL BE GIVEN BY CAUSING A NOTICE THEREOF TO BE PUBLISHED VIA TM3. The dollar amount bid by the respective successful bidder shall be adjusted to reflect any adjustments in the aggregate principal amount of bonds to be issued. The respective adjusted bid price will reflect changes in the dollar amount of the respective underwriter's discount and the respective original issue premium or discount, but will not change the respective per bond underwriter's discount as calculated from the bid and the Initial Public Offering Prices required to be delivered to the County as stated herein. The County shall notify the respective successful bidder of the final maturity schedule and the resulting respective adjusted purchase price no later than 5:00 p.m., New Jersey time, on the day of the sale and award of the Bonds. The interest rate or rates specified by the respective successful bidder for each maturity will not be altered.

Clarification of Notice of Sale Terms

The County may, in its sole discretion and prior to the electronic receipt of proposals, clarify any term hereof, including, without limitation, its decision to discontinue use of electronic bidding via PARITY, by publishing the clarification via TM3, or any other available means, no later than 3:00 p.m. (prevailing New Jersey time) on the last business day prior to the Bid Date.

Successful Bidder ELEC Filing

The successful bidder is advised of its responsibility to file an annual disclosure statement on political contributions with the New Jersey Election Law Enforcement Commission ("ELEC") pursuant to N.J.S.A. 19:44A-20.13 (P.L. 2005, c.271, s.3) if the successful bidder enters into agreements or contracts, such as its agreement to purchase the Bonds, with a public entity, such as the County and receives compensation or fees in excess of \$50,000 in the aggregate from public entities, such as the County, in a calendar year. It is the successful bidder's responsibility to determine if filing is necessary. Failure to do so can result in the imposition of financial penalties by ELEC. Additional information about this requirement is available from ELEC at 888-313-3532 or at www.elec.state.nj.us.

Additional Information

For further information relating to the Bonds, reference is made to the POS prepared for and authorized by the County. This Notice of Sale and the POS may be viewed on Parity. However, the County makes no assurance or representation with respect to the form of this Notice of Sale and the POS on Parity, and no investment decision should be made in reliance thereon. Printed copies of the POS and this Notice of Sale may be obtained from Bond Counsel

at the address and phone number stated below. 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 County can be obtained by contacting Kelly A. Hannigan, Chief Financial Officer/Treasurer, County of Salem, 110 Fifth Street, Salem, New Jersey 08079, or by telephone at (856) 935-7510; or County Bond Counsel, John M. Cantalupo, Esq., Archer & Greiner P.C., 10 Highway 35, Red Bank, New Jersey 07701, or by telephone at (732) 268-8009, or County Municipal Advisor, Anthony Inverso, Phoenix Advisors, LLC, 625 Farnsworth Avenue, Bordentown, New Jersey 08505, or by telephone at (609) 291-0130 or by email at ainverso@muniadvisors.com.

/s/ Kelly A. Hannigan
 Kelly A. Hannigan
 Chief Financial Officer/Treasurer
 County of Salem
 State of New Jersey

Dated: May 29, 2019

EXHIBIT D

SUMMARY NOTICE OF SALE

COUNTY OF SALEM, STATE OF NEW JERSEY

\$11,442,000 GENERAL OBLIGATION BONDS, SERIES 2019

Consisting of:

\$9,942,000 General Improvement Bonds, Series 2019

-and-

\$1,500,000 County College Bonds, Series 2019

(County College Bond Act, 1971 N.J. Laws C. 12, As Amended)

**(BOOK-ENTRY ONLY)
 (CALLABLE)**

PROPOSALS will be received by the undersigned Chief Financial Officer/Treasurer of the County of Salem, State of New Jersey (the "County"), electronically via "PARITY Electronic Bid Submission System" (PARITY) prior to 11:00 a.m. (prevailing New Jersey time) on **Wednesday, June 5, 2019**, for the purchase of the above referenced Bonds of the County due on June 15, as follows:

<u>Year</u>	<u>General Improvement Bonds</u>	<u>County College Bonds</u>	<u>Combined Bonds</u>
2020	\$417,000	\$ 80,000	\$497,000
2021	515,000	80,000	595,000
2022	415,000	80,000	495,000
2023	415,000	100,000	515,000
2024	415,000	100,000	515,000
2025	415,000	100,000	515,000
2026	830,000	160,000	990,000
2027	830,000	160,000	990,000
2028	830,000	160,000	990,000

2029	830,000	160,000	990,000
2030	830,000	160,000	990,000
2031	800,000	160,000	960,000
2032	800,000		800,000
2033	800,000		800,000
2034	800,000		800,000

The Bonds shall consist of serial bonds, maturing on June 15 in each of the years set forth above [except as otherwise may be determined if the "Term Bond Option" is selected as set forth in the Full Notice of Sale for the Bonds]. The Bonds will be dated their date of delivery and shall bear interest from that date at the rate or rates of interest per annum specified by the successful proposal therefor in accordance with the Full Notice of Sale for the Bonds, which interest shall be payable semiannually on the fifteenth day of June and December, in each year until maturity, or prior redemption, as applicable, commencing June 15, 2020, by payment of money to DTC or its authorized nominee. Individual purchases may be made in the principal amount of \$5,000 except that those Bonds in excess of the largest principal amount thereof not equaling multiple of \$5,000 shall be in denominations of \$1,000 or any integral multiple thereof, through book entries made on the books and records of DTC and its participants.

The Bonds are being sold on the basis of the combined maturity schedule set forth above. All bidders submitting proposals must bid on all of the Bonds. Each proposal submitted must specify the rate or rates of interest per annum to be borne by the Bonds, such rate or rates to be in multiples of one-eighth (1/8) or one-twentieth (1/20) of one percent (1%). The Bonds will be awarded to the bidder offering such interest rate or rates which will produce the lowest true interest cost to the County over the life of the Bonds. All bids must be submitted electronically via PARITY, pursuant to the procedures set forth in the Full Notice of Sale for the Bonds and shall comply with the terms and conditions of such Full Notice of Sale for the Bonds, which Full Notice of Sale for the Bonds is incorporated in full by this reference herein. The Bonds shall be awarded in accordance with the Full Notice of Sale for the Bonds.

The Full Notice of Sale for the Bonds and the Preliminary Official Statement for the Bonds may be viewed electronically at www.munihub.com. To receive additional information relating to the sale please contact PARITY at (212) 404-8102 or the undersigned Chief Financial Officer/Treasurer at (856) 935-7510; the County's Municipal Advisor, Anthony Inverso, Phoenix Advisors, LLC, 625 Farnsworth Avenue, Bordentown, New Jersey 08505, or by telephone at (609) 291-0130 or email at ainverso@muniadvisors.com; or the County's Bond Counsel, John M. Cantalupo, Esq., Archer & Greiner P.C., Riverview Plaza, 10 Highway 35, Red Bank, New Jersey 07701, or by telephone at (732) 268-8009 or email at jcantalupo@archerlaw.com.

/s/ Kelly A. Hannigan

Kelly A. Hannigan
Chief Financial Officer/Treasurer

DATED: May 29, 2019