

NOTICE OF SALE
TOWNSHIP OF MANALAPAN
(Monmouth County, New Jersey)

\$5,813,606 BOND ANTICIPATION NOTES, SERIES 2017A

Bids are being solicited through a fair and open process in accordance with N.J.S.A. 19:44A-20.5 for the purchase of \$5,813,606 Bond Anticipation Notes, Series 2017A (the "Notes") of the Township of Manalapan, in the County of Monmouth, New Jersey (the "Township"). All bids will be publicly opened and announced at the Office of the Township Chief Financial Officer on Thursday, June 22, 2017, at 11:00 a.m., prevailing local time ("Sale Date").

No telephone bids will be accepted. Bids must be received by 11:00 a.m. on the Sale Date, and may be submitted by completing the attached bid form and submitting to the mailing address, email address and/or fax number shown on the bid form attached hereto as Exhibit A. Sealed bids are encouraged, but emailed and/or faxed bids will be accepted provided they comply with the conditions stated herein. If a bidder wishes to transmit its bid by email or fax, such bidder hereby acknowledges that such emailed or faxed bid will not be reviewed by the Township until the public opening of the bids as aforesaid. This Request for Bid has been posted on the Township's website (www.mtnj.org).

Each bid must offer to purchase the entire Note issue being offered at no less than par plus accrued interest and must specify a single rate of interest per annum offered for the Notes. The Chief Financial Officer will evaluate the bids on the basis of the lowest net interest cost to the Township. Award of the Notes to the bidder proposing the lowest net interest cost or rejection of all bids will be made by 2:00 p.m. on the Sale Date. As between bidders specifying the same lowest net interest cost, the Notes will be sold to the bidder selected by lot from among all such bidders. The Township reserves the right to reject all bids.

The successful bidder is advised of the responsibility to file an annual disclosure statement on political contributions with the New Jersey Election Law Enforcement Commission pursuant to N.J.S.A. 19:44A-20.13 (P.L. 2005, c.271, s.3) if the successful bidder receives contracts in excess of \$50,000 from public entities in a calendar year. It is the successful bidder's responsibility to determine if filing is necessary. Additional information on this requirement is available from ELEC at 888-313-3532 or at www.elec.state.nj.us.

SPECIFICATIONS OF NOTES

Principal Amount:	\$5,813,606 Bond Anticipation Notes, Series 2017A
Dated Date:	June 29, 2017
Maturity Date:	January 30, 2018
Interest Rate per Annum:	Specified by successful bidder, payable at maturity

Denominations: \$100,000 each or any integral multiple thereof (with one piece in the amount of \$113,606)

Legal Opinion: GluckWalrath LLP, Red Bank, New Jersey, Bond Counsel

Closing: June 29, 2017, at the Township offices or elsewhere, as agreed to with the successful bidder.

Payment: Immediately available funds

ESTABLISHMENT OF ISSUE PRICE

(a) The winning bidder shall assist the Issuer in establishing the issue price of the Notes and shall execute and deliver to the Issuer at Closing an “issue price” or similar certificate (including possible post Closing addendum), substantially in the forms attached hereto as Exhibits B, C or D, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the Issuer and Bond Counsel. All actions to be taken by the Issuer under this Notice of Sale to establish the issue price of the Notes may be taken on behalf of the Issuer by the Issuer’s municipal advisor identified herein (if any) any notice or report to be provided to the Issuer may be provided to the Issuer’s municipal advisor (if any).

(b) The Issuer intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of the Notes) will apply to the initial sale of the Notes (the “Competitive Sale Rule”), which requires the following:

- (1) the Issuer shall disseminate this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- (2) all bidders shall have an equal opportunity to bid;
- (3) the Issuer will receive bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
- (4) the Issuer anticipates awarding the sale of the Notes to the bidder who submits a firm offer to purchase the Notes at the highest price (or lowest interest cost), as set forth in this Notice of Sale.

Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the Notes, as specified in the bid.

(c) If the successful bidder is a bank or local government unit purchasing for its own account, it must complete Exhibit B hereto, and the provisions of paragraphs (d) and (e) below shall not apply.

(d) In the event that paragraph (c) does not apply and the Competitive Sale Rule is satisfied, the winning bidder must complete Exhibit C attached hereto, and the provisions of paragraph (e) below shall not apply.

(e) (1) In the event that paragraph (c) does not apply and the Competitive Sale Rule is not satisfied, the Issuer shall so advise the winning bidder, and the Issuer shall treat the first price at which 10% of each Maturity of the Notes (the “10% Test”) is sold to the Public as the issue price of the Notes. The winning bidder shall advise the Issuer if any Maturity of the Notes satisfies the 10% Test as of the date and time of the award of the Notes. The Issuer will not require bidders to comply with the “hold-the-offering-price rule” and therefore does not intend to use the initial offering price to the Public as of the Sale Date of any Maturity of the Notes as the issue price of that Maturity. Bids will not be subject to cancellation in the event that the Competitive Sale Rule is not satisfied. Bidders should prepare their bids on the assumption that all of the Maturities of the Notes will be subject to the 10% Test in order to establish the issue price of the Notes. In addition, until the 10% Test has been satisfied as to each Maturity of the Notes, the winning bidder agrees to promptly report to the Issuer the prices at which the unsold Notes of that Maturity have been sold to the Public. That reporting obligation shall continue, whether or not the Closing Date has occurred, until the 10% Test has been satisfied as to the Notes of that Maturity or until all Notes of that Maturity have been sold. The winning bidder shall provide the Issuer, Bond Counsel and the Issuer’s financial advisor (if any) with certificates substantially in the form of Exhibit D hereto. If the 10% Test is not met by the Closing Date, a Supplemental Issue Price Certificate must be provided.

(2) By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the bidder is a party) relating to the initial sale of the Notes to the Public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such retail distribution agreement, as applicable, to report the prices at which it sells to the Public the unsold Notes of each maturity allotted to it until it is notified by the winning bidder that either the 10% Test has been satisfied as to the Notes of that Maturity or all Notes of that Maturity have been sold to the Public, if and for so long as directed by the winning bidder and as set forth in the related pricing wires, and (ii) any agreement among underwriters relating to the initial sale of the Notes to the Public, together with the related pricing wires, contains or will contain language obligating each underwriter that is a party to a retail distribution agreement to be employed in connection with the initial sale of the Notes to the Public to require each broker-dealer that is a party to such retail distribution agreement to report the prices at which it sells to the public the unsold Notes of each Maturity allotted to it until it is notified by the winning bidder or such underwriter that either the 10% Test has been satisfied as to the Notes of that Maturity or all Notes of that Maturity have been sold to the Public, if and for so long as directed by the winning bidder or such underwriter and as set forth in the related pricing wires. Sales of any Notes to any person that is a related party to an Underwriter shall not constitute sales to the Public for purposes of this Notice of Sale. Capitalized terms used in this paragraph (e) shall have the respective meanings ascribed thereto in Exhibit D.

ADDITIONAL MATTERS

The Notes are issued pursuant to the laws of the State of New Jersey, including the Local Bond Law, to finance various general improvements.

The Notes shall be general obligations of the Township and to the extent the Notes are not paid from other sources, the Township is obligated to levy ad valorem taxes upon all the taxable real property therein for the payment of the debt service on the Notes without limitation

as to rate or amount. The Notes will mature without option of prior redemption, will be issued in bearer form without coupons, will be registrable as to both principal and interest, payable at maturity in lawful money of the United States of America, and interest will be calculated on the basis of a 30 day month/360 day year. The Notes will not be designated “Qualified Tax-Exempt Obligations” for purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

An Official Statement has not been prepared by the Township in connection with the issuance of the Notes; however, for purposes of Securities and Exchange Commission Rule 15c2-12, please note the exemptions therefrom, particularly paragraph (d)(1) of the Rule for issues in authorized denominations of \$100,000 or more and which are sold to no more than thirty-five (35) persons each of whom the Purchaser reasonably believes (i) has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of the Notes and (ii) is not purchasing for more than one account or with a view to distributing the securities. The Purchaser will be required to certify to the matters referred to in the preceding sentence at closing.

The obligations hereunder to deliver and to accept the Notes shall be conditioned on the availability and delivery at the time of delivery of the Notes of (a) the approving legal opinion of the law firm of GluckWalrath LLP, Red Bank, New Jersey (“Bond Counsel”), which will be furnished without cost to the successful bidder, to the effect that the Notes are valid and legally binding obligations of the Township, payable in the first instance from bonds in anticipation of which the Notes are issued, but if not so paid or if not paid from other sources, payable ultimately from ad valorem taxes which may be levied on all the taxable real property in the Township without limitation as to rate or amount, and that interest on the Notes is excluded from gross income for Federal tax purposes under current law if the Township complies with all conditions subsequent contained in the Internal Revenue Code of 1986, as amended (the “Code”), except to the extent that interest on the Notes held by a corporate taxpayer is included in the relevant income computations for calculation of the corporate alternative minimum tax and that interest on the Notes and any gain on the sale thereof are not includable as gross income under the present New Jersey Gross Income Tax Act; (b) certificates in form satisfactory to Bond Counsel evidencing the proper execution and delivery of the Notes, the receipt of payment therefor and the compliance with the requirements of the Code necessary so that the Notes will not be arbitrage obligations within the meaning of the Code; and (c) a certificate, in form and tenor satisfactory to Bond Counsel and dated as of the date of such delivery, 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 Notes.

Additional information concerning the Township and the Notes is available by contacting the Township’s Chief Financial Officer, Patricia Addario, at (732) 446-8338 or Meghan Bennett Clark, Esq., GluckWalrath LLP, Bond Counsel, at (732) 530-8822.

TOWNSHIP OF MANALAPAN, IN THE
COUNTY OF MONMOUTH, NEW JERSEY
/s/ Patricia Addario
PATRICIA ADDARIO, Chief Financial Officer

DATED: June 15, 2017

EXHIBIT A

June 22, 2017

Ms. Patricia Addario
Chief Financial Officer
TOWNSHIP OF MANALAPAN
120 Route 522
Manalapan, New Jersey 07726

EMAIL: finance@twp.manalapan.nj.us

FAX: 732-446-7998

RE: BID FOR \$5,813,606 BOND ANTICIPATION NOTES, SERIES 2017A

Dear Ms. Addario:

Subject to the provisions of the Notice of Sale dated June 15, 2017, relating to \$5,813,606 Bond Anticipation Notes, Series 2017A, dated June 29, 2017 and due January 30, 2018, that is made a part hereof, we offer to purchase the Notes described therein as follows:

Interest Rate Per Annum	_____ %
Amount of Notes Bid for	_____ \$5,813,606
Price of Notes Bid for (at no less than par)	\$ _____
Net Interest Cost (please specify in both dollars and percent)	\$ _____ / _____ %

and, in addition thereto, to pay interest accrued from the Dated Date of the Notes to the date of delivery, if Closing shall occur subsequent to the Dated Date.

Signature of Authorized Officer

Name of Bidder

Address of Bidder

Telephone Number

Email Address

EXHIBIT B

TOWNSHIP OF MANALAPAN, IN THE COUNTY OF MONMOUTH, NEW JERSEY

\$5,813,606 BOND ANTICIPATION NOTES, SERIES 2017A

CERTIFICATE OF THE PURCHASER

(BANK OR LOCAL UNIT PURCHASER)

The undersigned, on behalf of _____ (the "Purchaser"), hereby certifies as set forth below with respect to the purchase of the above-captioned obligations (the "Notes").

1. **Purchase of the Notes.** On the date of this certificate, the Purchaser is purchasing the Notes for the amount of _____. The Purchaser is not acting as an Underwriter with respect to the Notes. The Purchaser has no present intention to sell, reoffer, or otherwise dispose of the Notes (or any portion of the Notes or any interest in the Notes). The Purchaser has not contracted with any person pursuant to a written agreement to have such person participate in the initial sale of the Notes and the Purchaser has not agreed with the Township pursuant to a written agreement to sell the Notes to persons other than the Purchaser or a related party to the Purchaser.

2. **Defined Terms.**

(a) **Public** means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party. The term "related party" for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(b) **Underwriter** means (i) any person that agrees pursuant to a written contract with the Township (or with the lead Underwriter to form an underwriting syndicate) to participate in the initial sale of the Notes 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 Notes 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 Notes to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the Purchaser's interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Township with respect to certain of the representations set forth in the Tax or Arbitrage Certificate and with respect to compliance with the federal income tax rules affecting the Notes, and by GluckWalrath LLP, Bond Counsel to the Township, in connection with rendering its opinion that the interest on the Notes is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Township from time to time relating to the Notes.

[PURCHASER]

By: _____
Name: _____
Title: _____
Dated: _____

EXHIBIT C

TOWNSHIP OF MANALAPAN, IN THE COUNTY OF MONMOUTH, NEW JERSEY

\$5,813,606 BOND ANTICIPATION NOTES, SERIES 2017A

ISSUE PRICE CERTIFICATE

The undersigned, on behalf of _____ (the “Underwriter”) hereby certifies as set forth below with respect to the sale of the above-captioned obligations (the “Notes”).

1. *Reasonably Expected Initial Offering Price.*

(a) As of the Sale Date, the reasonably expected initial offering prices and yields of the Notes to the Public by the Underwriter are the prices and yields listed in Schedule A (the “Expected Offering Prices”). The Expected Offering Prices are the prices for the Maturities of the Notes used by Underwriter in formulating its bid to purchase the Notes. Attached as Schedule B is a true and correct copy of the bid provided by the Underwriter to purchase the Notes.

(b) The Underwriter was not given the opportunity to review other bids prior to submitting its bid.

(c) The bid submitted by the Underwriter constituted a firm offer to purchase the Notes.

2. *Defined Terms.*

(a) *Maturity* means Notes with the same credit and payment terms. Notes with different Maturity dates, or Notes with the same maturity date but different stated interest rates, are treated as separate Maturities.

(b) *Public* means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(c) *Sale Date* means the first day on which the Notes are awarded by the Township to the winning bidder. The Sale Date of the Notes is June 22, 2017.

(d) *Underwriter* means (i) any person that agrees pursuant to a written contract with the Township (or with the lead Underwriter to form an underwriting syndicate) to participate in the initial sale of the Notes 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 Notes 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 Notes to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the Underwriter’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information

will be relied upon by the Township with respect to certain of the representations set forth in the Township's Tax or Arbitrage Certificate and with respect to compliance with the federal income tax rules affecting the Notes, and by GluckWalrath LLP, bond counsel to the Township, in connection with rendering its opinion that the interest on the Notes is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Township from time to time relating to the Notes.

[UNDERWRITER]

By: _____

Name: _____

Title: _____

Dated: _____

SCHEDULE A

EXPECTED OFFERING PRICES AND YIELDS

SCHEDULE B

COPY OF UNDERWRITER'S BID
(Attached)

EXHIBIT D

TOWNSHIP OF MANALAPAN, IN THE COUNTY OF MONMOUTH, NEW JERSEY

\$5,813,606 BOND ANTICIPATION NOTES, SERIES 2017A

[SUPPLEMENTAL] ISSUE PRICE CERTIFICATE

The undersigned, on behalf of _____ and each member of the underwriting group (if any) (collectively, the “Underwriter”), hereby certifies as set forth below with respect to the sale and issuance of the above-captioned obligations (the “Notes”).

[The first two sentences of paragraph 1 apply if 10% of the Notes are not sold by closing. In such case, a Supplemental Issue Price Certificate shall be provided by the Underwriter post-closing once all issue prices are determined.]

1. ***Sale of the Notes*** [As of the date of this certificate, the Underwriter has not sold at least 10% of all Maturities of the Notes at a single price and agrees once it has sold at least 10% of all Maturities of the Notes at a single price, it will provide a Supplemental Issue Price Certificate to the Township and Bond Counsel, which date will be not later than October 15, 2017). [As of the date of this certificate, the first prices and yields at which at least 10% of each Maturity of the Notes was sold to the Public are the prices and yields listed in Schedule A.]

2.. ***Defined Terms.***

(a) *Issuer* means the Township of Manalapan, in the County of Monmouth, New Jersey.

(b) *Maturity* means Notes with the same credit and payment terms. Notes with different maturity dates, or Notes with the same maturity date but different stated interest rates, are treated as separate Maturities.

(c) *Public* means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(d) *Underwriter* means (i) any person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Notes 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 Notes 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 Notes to the Public). The representations set forth in this certificate are limited to factual matters only.

Nothing in this certificate represents the Underwriter's interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Tax or Arbitrage Certificate and with respect to compliance with the federal income tax rules affecting the Notes, and by GluckWalrath LLP, bond counsel, in connection with rendering its opinion that the interest on the Notes is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Notes.

[UNDERWRITER]

By: _____
Name: _____
Title: _____
Dated: _____

SCHEDULE A

SATISFYING THE 10% TEST

Maturity Date	Par Amount	Rate	Percentage Sold	Issue Price	Yield