

**TOWN OF DOVER,
County of Morris, New Jersey**

**NOTICE OF SALE OF:
\$21,090,000 NOTES, SERIES 2020A (TAX-EXEMPT), CONSISTING OF:
\$18,240,000 Bond Anticipation Note and a
\$2,850,000 Water Utility Bond Anticipation Note**

Pursuant to a Preliminary Official Statement dated May 18, 2020, proposals for the \$21,090,000 Notes, Series 2020A (Tax-Exempt), consisting of the \$18,240,000 Bond Anticipation Note and the \$2,850,000 Water Utility Bond Anticipation Note (collectively, the "Tax-Exempt Notes") of the Town of Dover, in the County of Morris, New Jersey (the "Town"), will be received: on **Thursday, May 21, 2020 (the "Bid Date") until 11:00 a.m.** Bids submitted are the sole responsibility of the bidder and must be received by 11:00 a.m. by:

- (i) telecopied proposals or e-mailed proposals (with the completed bid form scanned and attached), received by the Town's Financial Advisor, Jeffrey M. Enright, NW Financial Group, LLC, 2 Hudson Place, 3rd Floor, Hoboken, New Jersey 07030, Fax No. **(201) 656-4905**, e-mail address: jenright@nwfinancial.com; or
- (ii) electronically (via Parity) in the manner described below under the heading "Procedures Regarding Electronic Bidding".

Bids submitted by telecopy or e-mail are the sole responsibility of the bidder and must be received by 11:00 a.m. The Town accepts no responsibility for the failure of any telecopied or e-mailed bids to be received on time for whatever reason. No bids will be received after 11:00 a.m. A determination as to the award will be made no later than 2:00 p.m. on that date.

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

SPECIFICATIONS OF TAX-EXEMPT NOTES

Principal Amount	\$21,090,000
Dated	May 28, 2020
Maturity Date	May 27, 2021
Interest Rate Per Annum	Specified by winning bidder
Tax Matters	Federally and State tax-exempt
Bank-Qualified	No
Legal Opinion	McManimon, Scotland & Baumann, LLC, Roseland, NJ

Paying Agent	The Town will act as paying agent
Closing	
a. date	May 28, 2020
b. location	McManimon, Scotland & Baumann, LLC, 75 Livingston Avenue, 2nd Floor, Roseland, New Jersey, or at such other place as agreed to by the Chief Financial Officer
Denominations	\$5,000, or any integral multiple of \$1,000 in excess thereof.
Payment	Immediately available funds received prior to 11:00 a.m. on the date of closing

The Tax-Exempt Notes will be valid and legally binding obligations of the Town payable ultimately from *ad valorem* taxes levied upon all the taxable property within the Town to the extent that payment is not otherwise provided.

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

In the event the winning bidder designates the Tax-Exempt Notes as "Direct Purchase, Not Reoffered", then the issue price for the Tax-Exempt Notes shall be the purchase price offered by the winning bidder.

Otherwise, in the event the Town receives at least three (3) bids for the Tax-Exempt Notes, then the issue price for the Tax-Exempt Notes shall be established based on the reasonably expected initial offering price of the Tax-Exempt Notes as of the Bid Date (the "Expected Offering Price"). The Expected Offering Price shall consist of the price of the Tax-Exempt Notes used by the winning bidder in formulating its bid to purchase the Tax-Exempt Notes. The winning bidder shall be required to deliver on the closing date a certificate to such effect and provide to the Town, in writing, the Expected Offering Price as of the Bid Date.

In the event the Town receives fewer than three (3) bids for the Tax-Exempt Notes, then the issue price for the Tax-Exempt Notes shall be established based on the following method as selected by the winning bidder on the Bid Date:

10% Sold: The issue price for the Tax-Exempt Notes shall be established based on the first price at which at least 10% of the Tax-Exempt Notes was sold to the Public (as defined herein). The winning bidder shall be required to deliver on the closing date a certificate to such effect and provide to the Town, in writing, evidence satisfactory to Bond Counsel to the Town of such sale price for the Tax-Exempt Notes. In the event that the winning bidder has not sold at least 10% of the Tax-Exempt Notes to the Public as of the closing date, the winning bidder shall (i) provide to the Town, in writing, on the closing date, the Expected Offering Price for the Tax-Exempt Notes and a certificate regarding same and (ii) have a continuing obligation to provide to the Town, in writing, evidence satisfactory to Bond Counsel to the Town of the first price at which at least 10% of the Tax-Exempt Notes is sold to the Public, contemporaneous with each such sale.

Hold-the-Price: The issue price for the Tax-Exempt Notes shall be established based on the initial offering price of the Tax-Exempt Notes to the Public as of the Bid Date, provided that the winning bidder shall, in writing, (i) confirm that the Underwriters (as defined herein) have offered or will offer the Tax-Exempt Notes to

the Public on or before the Bid Date at the offering price set forth in the bid submitted by the winning bidder and (ii) agree, on behalf of the Underwriters participating in the purchase of the Tax-Exempt Notes, that the Underwriters will neither offer nor sell the Tax-Exempt Notes to any person at a price that is higher than the initial offering price to the Public during the period starting on the Bid Date and ending on the earlier of: (1) the close of the fifth (5th) business day after the sale date; or (2) the date on which the Underwriters have sold at least 10% of the Tax-Exempt Notes to the Public at a price that is no higher than the initial offering price to the Public.

"Public" means any person (including an individual, trust, estate, partnership, association, company or corporation) other than an Underwriter or a related party to an Underwriter. The term "related party" generally means any two or more persons who have greater than 50% common ownership, directly or indirectly. "Underwriter" means (i) any person that agrees pursuant to a written contract with the Town (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Tax-Exempt 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 Tax-Exempt Notes to the Public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Tax-Exempt Notes to the Public).

At the delivery of the Tax-Exempt Notes, the Town will furnish to the winning bidder customary closing documents, including a certificate executed by the officials who execute the Tax-Exempt Notes stating that no litigation of any kind is now pending or, to their knowledge, threatened to restrain or enjoin the issuance or delivery of the Tax-Exempt Notes or the levy or collection of taxes to pay the principal of or interest due on the Tax-Exempt Notes, or in any manner questioning the authority or proceedings for the issuance of the Tax-Exempt Notes or the levy or collection of taxes, or affecting the validity of the Tax-Exempt Notes or the levy or collection of taxes.

Procedure Regarding Electronic Bidding

Bids may be submitted electronically via PARITY® in accordance with this Notice of Sale, until 11:00 a.m., New Jersey time on the Bid Date, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY® conflict with this Notice of Sale, the terms of this Notice of Sale shall control. For further information about PARITY®, potential bidders may contact the Town's Financial Advisor (using the contact information set forth in the final paragraph of this Notice of Sale) or PARITY® at (212) 404-8102. In the event that a bid for the Tax-Exempt Notes is submitted via PARITY®, the bidder further agrees that:

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

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

3. The Town may choose to discontinue use of electronic bidding via PARITY® by issuing a notification to such effect via Thomson News Service ("TM3") no later than 3:00 p.m. (New Jersey time) on the last business date prior to the Bid Date.

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

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

The request for the assignment of CUSIP identification numbers shall be the responsibility of the Town's Financial Advisor, and the CUSIP Service Bureau charge for such CUSIP identification number, if required, therefor shall be the responsibility of and shall be paid for by the winning bidder. The CUSIP number must be communicated to McManimon, Scotland & Baumann, LLC, Bond Counsel to the Town, within 24 hours of the award of the Tax-Exempt Notes in order to have the CUSIP number printed on the Tax-Exempt Notes.

A Preliminary Official Statement has been prepared in connection with the Tax-Exempt Notes by the Town and is "deemed final" in accordance with Rule 15c2-12 of the Securities and Exchange Commission. The winning bidder shall be responsible for providing a reoffering yield within 24 hours of award, which yield will appear on the front cover of the Preliminary Official Statement. A copy of the Preliminary Official Statement can be found at www.i-dealprospectus.com. The Town, at its expense, will make available to the winning bidder a reasonable number of Final Official Statements within seven (7) business days following the date of acceptance of the Bid.

Ashley Wilson, Interim Chief Financial Officer
Dated: May 18, 2020

**TOWN OF DOVER,
County of Morris, New Jersey**

**\$21,090,000 NOTES, SERIES 2020A (TAX-EXEMPT), CONSISTING OF:
\$18,240,000 Bond Anticipation Note and a
\$2,850,000 Water Utility Bond Anticipation Note**

TO: Jeffrey M. Enright
FAX NO.: (201) 656-4905
E-MAIL ADDRESS: jenright@nwfinancial.com
PHONE NO.: (201) 656-0115

DATE: May 21, 2020

PROPOSAL

<u>Amount of Notes</u>	<u>Price</u>	<u>Rate of Interest</u>
\$21,090,000	\$ _____	_____ % per annum

Name of Bidder: _____

Authorized Signature: _____

Phone Number _____

Print Name: _____

PLEASE COMPLETE THE FOLLOWING:

Interest Payable on Notes \$ _____

Less: Premium (if any) \$ _____

Net Interest Payable \$ _____

Net Interest Cost % _____ %

Purchased and Reoffered for Sale _____ yes _____ no

Direct Purchase, Not Reoffered _____ yes _____ no

THIS PORTION OF THE PROPOSAL IS NOT PART OF THE BID
