

NOTICE OF SALE
\$4,210,000*
COUNTY OF OCEAN, NEW JERSEY
COLLEGE CAPITAL IMPROVEMENT BONDS, SERIES 2021
(BOOK-ENTRY ONLY ISSUE) (NON-CALLABLE)

ELECTRONIC PROPOSALS will be received and announced by Julie N. Tarrant, Comptroller of the County of Ocean (the "County" or the "Issuer"), at the County Administration Building Room 304 Conference Room, Third Floor, 101 Hooper Avenue, Toms River, New Jersey, through the PARITY Electronic Bid System ("PARITY") of IPREO LLC, as described herein. The College Capital Improvement Bonds, Series 2021 (the "College Bonds" or the "Securities") shall mature (unless adjusted by the County Comptroller as described herein) on August 1 in the following years and amounts:

\$4,210,000* College Capital Improvement Bonds, Series 2021 maturing on August 1 in the principal amounts set forth below:

<u>Year</u>	<u>Principal Amount*</u>
2022	\$845,000
2023	845,000
2024	840,000
2025	840,000
2026	840,000

*subject to adjustment

THE COUNTY IS ALSO SELLING ITS \$21,795 000* GENERAL IMPROVEMENT BONDS, SERIES 2021 (THE "GENERAL IMPROVEMENT BONDS"). THE COUNTY HAS ISSUED A SEPARATE NOTICE OF SALE FOR THE GENERAL IMPROVEMENT BONDS. THE TERMS OF EACH NOTICE OF SALE WILL APPLY TO EACH SERIES OF BONDS, RESPECTIVELY.

IF THE COMPETITIVE SALE REQUIREMENTS UNDER THE PROVISIONS OF TREASURY REGULATIONS SECTION 1.148-1(f)(3)(i), INCLUDING THE RECEIPT OF THREE BIDS ARE NOT MET FOR THE COLLEGE BONDS, ALL BIDS WILL BE REJECTED AND THE SALE OF THE COLLEGE BONDS WILL BE CANCELLED.

All Bids (as defined below) must be submitted in their entirety through PARITY until 11:15 a.m., New Jersey time on September 21, 2021 (see "Bidding Details"). To bid, Bidders (as defined below) must submit either (i) a certified, treasurer's or cashier's check or (ii) complete a wire transfer, in either case in the amount of \$84,200 (the check or wire transfer being hereinafter referred to as the "Deposit"), to secure the County from any loss resulting from a failure of the bidder to comply with the terms of its bid. The Deposit must be submitted to the County prior to the time for submission of bids, and if in the form of a certified, treasurer's or cashier's check, at the following address:

**Julie N. Tarrant, County Comptroller
County of Ocean
Department of Finance
Administration Building
101 Hooper Avenue
Toms River, New Jersey 08754**

If a wire transfer is used for the Deposit, it must be sent according to the following wire instructions and if the bid is not accepted, the County shall promptly return the Deposit amount to the unsuccessful bidder. **EACH BIDDER MUST PROVIDE THEIR RETURN WIRE INSTRUCTIONS:**

TD Bank, N.A., Toms River, NJ
ABA#: 031201360
Credit To: County of Ocean
Bill Committee Clearing
Acct# 6855093280

The use of PARITY shall be at the Bidder's risk and expense, and the County shall have no liability with respect thereto.

If a check is used, it must be a certified, treasurer's or cashier's check payable to the County and such check (together with a name and return address) should be sent to Julie N. Tarrant, County Comptroller, County Administration Building, Department of Finance, 101 Hooper Avenue, Toms River, New Jersey 08754. Checks of unsuccessful bidders will be returned upon the award of the College Bonds. Any bidder that does not have a representative present at the bid announcement is requested to include with its good faith deposit overnight packaging or other return envelope for the return of its Deposit (if not the successful bidder). In the absence of other arrangements, the check of any unsuccessful bidder will be returned by certified first class mail to such name and return address as specified by such bidder when such Deposit was provided. By submitting a proposal for the College Bonds, each bidder shall be deemed to have accepted any and all risks of loss associated with the return of its Deposit. Upon return of its Deposit, each such unsuccessful bidder shall acknowledge same by signing and returning a receipt to such effect provided by the County. If a wire transfer is used, such transfer must be completed and confirmed received by the County prior to the opening of the bids.

The Deposit of the winning bidder will be applied to the purchase price of the College Bonds. In the event the winning bidder fails to comply with the terms of its accepted bid, the Deposit will be retained by the County as liquidated damages. The winning bidder shall not be entitled to any interest earnings in respect of the County.

The College Bonds are to be issued in book-entry only form and all bidders for the College Bonds must be participants of The Depository Trust Company, New York, New York, or affiliated with its participants. The College Bonds will be issued in the form of one certificate for the aggregate principal amount of the College Bonds maturing in each year and will be payable as to both principal and interest 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 (collectively, "DTC"). 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 transfer of the interests among its participants. The participants will be responsible for maintaining records regarding the beneficial ownership interests in the College Bonds on behalf of the individual purchasers. Individual purchases may be made in the principal amount of \$1,000 or more through book entries made on the books and records of DTC and its participants.

The College Bonds will be dated the date of delivery and will bear interest at the rate or rates of interest per annum specified by the successful bidder therefor in accordance herewith, payable on February 1, 2022, and semiannually thereafter on the first days of August and February in each year until maturity by payment to DTC.

The College Bonds shall not be subject to redemption prior to maturity.

For so long as the book-entry form remains in effect and the College Bonds are registered in the name of DTC, the County will not be responsible for mailing of notices of redemption to anyone other than DTC.

The College Bonds are general obligations of the County and unless paid from other sources the County is authorized and required by law to levy *ad valorem* taxes upon all real property taxable by the County for the payment of the College Bonds and the interest thereon without limitation as to rate or amount. The College Bonds shall also be entitled to the benefits of Chapter 12 of the Laws of New Jersey of 1971, and the acts amendatory thereof and supplemental thereto (the "County College Bond Act").

Each proposal submitted must name the rate or rates of interest per annum to be borne by the College Bonds and the rate or rates named must be multiples of one-eighth or one-twentieth of one per centum. The proposed rate or rates of interest to be borne by the College Bonds shall not exceed five percent (5.00%), 0% not

permitted. Not more than one rate may be named for the College Bonds of the same maturity. There is no limitation on the number of rates that may be named. The difference between the lowest and the highest rates named in the proposal shall not exceed three per centum (3%). **Each proposal submitted must be for all of the College Bonds and the purchase price specified in the proposal must equal or exceed \$4,210,000, with a maximum bid price of \$4,631,000 (110%).**

If the competitive sale requirements under the provisions of Treasury Regulations Section 1.148(f)(3)(i), including the receipt of three bids are not met for the College Bonds, all bids will be rejected and the sale of the College Bonds will be cancelled. If at least three bids for the College Bonds are received and the competitive sale requirements under the provisions of Treasury Regulations Section 1.148(f)(3)(i) (defining "competitive sale" for purposes of establishing the issue price of the Bonds) are met, the College Bonds will be awarded to the bidder on whose bids for the College Bonds may be made at the lowest true interest cost. Such true interest cost shall be computed by determining the interest rate, compounded semi-annually, necessary to discount the debt service payments to the date of the College Bonds and to the price bid, excluding interest accrued to the delivery date. No proposal shall be considered that offers to pay an amount less than the principal amount of the College 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, and if two or more such bidders offer to pay the lowest true interest cost, then the College Bonds will be sold to one of such bidders selected by lot from among all such bidders. The purchaser must also pay an amount equal to the interest (if any) on the College Bonds accrued to the date of payment of the purchase price. The right is reserved to reject all bids and to reject any bid not complying with this Notice.

It is requested that each proposal be accompanied by a computation of the true interest cost to the County under the terms of the proposal in accordance with the method of calculation described in the preceding paragraph (computed to six decimal places), but such computation is not to be considered as part of the proposal for College Bonds.

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 ON TM3 NEWS SERVICES, BEFORE 4:00 P.M. ON THE DAY BEFORE THE SALE.** If any date fixed for the receipt of Bids and the sale of the College Bonds is postponed, an alternative sale date will be announced through TM3 New Services 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 College 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.tm3.com at the time the sale date and time are announced.

Within 30 minutes of the award of the College Bonds, the County must receive from the successful bidder an email or telecopy (an "Initial Public Offering Price Telecopy") stating the prices at which such successful bidder intends that each stated maturity of the College Bonds shall initially be offered to the public, which for this purpose excludes bond houses, brokers or similar persons acting in the capacity of underwriters or wholesalers (the "Initial Public Offering Prices"). The successful bidder shall make a bona fide initial public offering of the College Bonds at the Initial Public Offering Prices stated in their Initial Public Offering Price Telecopy.

The County Comptroller 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 College Bonds, adjust the maturity schedule of the College Bonds in increments of \$1,000, provided however, that after the award of the College 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. **NOTICE OF ANY ADJUSTMENT TO THE MATURITY SCHEDULE OF THE COLLEGE BONDS PRIOR TO THE DATE OF THE ADVERTISED SALE SHALL BE GIVEN BY CAUSING A NOTICE THEREOF TO BE PUBLISHED ON TM3 NEWS SERVICES.** The dollar amount bid by the successful bidder shall be adjusted to reflect any adjustments in the aggregate principal amount of College Bonds to be issued. The adjusted bid price will reflect changes in the dollar amount of the underwriter's discount and the original issue premium or discount, but will not change the per bond underwriter's discount as calculated from the bid and the Initial Public Offering Prices

required to be delivered to the County as stated herein. The County shall notify the successful bidder of the final maturity schedule and the resulting adjusted purchase price no later than 5:00 p.m., New Jersey time, on the day of the sale and award of the College Bonds. The interest rate or rates specified by the successful bidder for each maturity will not be altered. **The successful bidder may not withdraw its bid as a result of any such adjustment, and shall be bound by the terms thereof.**

It is expected that the College Bonds will be delivered to the successful bidder on or about October 5, 2021 at the Freehold, New Jersey offices of GluckWalrath LLP or at such other time or place mutually agreed upon by the purchaser and the County. **AT THE TIME OF DELIVERY OF THE COLLEGE BONDS, THE SUCCESSFUL BIDDER SHALL PROVIDE FOR THE PAYMENT FOR THE COLLEGE BONDS THROUGH THE USE OF IMMEDIATELY AVAILABLE FUNDS.** No interest will be paid upon the deposit made by the successful bidder.

Each electronic proposal must be submitted through PARITY. No bidder will see any other bid, nor will any bidder see the status of its bid relative to other bids—i.e., 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 call PARITY at IPREO at (212) 849-5021. The County may, but is not obligated to, acknowledge its acceptance in writing of any bid submitted electronically through PARITY. In the event that a bid for the College Bonds is submitted through PARITY, the bidder further agrees that the County may regard the electronic transmission of the bid through PARITY (including information about the purchase price of the College Bonds, the interest rate or rates to be borne by the College Bonds, the term College Bonds, if any, specified, the initial public offering price of each maturity of the College Bonds and any other information included in such transmission) as though the same information were submitted on the official “Proposal for College Bonds” provided by the County and executed by a duly authorized signatory of the bidder. If a bid submitted electronically through PARITY is accepted by the County, the terms of the official “Proposal for College Bonds” and this Notice of Sale and the information that is electronically transmitted through 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 through PARITY by issuing a notification to such effect through TM3 News Services, or by other available means, no later than 4:00 p.m., New Jersey Time, on the last business date prior to the bid date.

Once the bids are communicated electronically through PARITY to the County, each bid will constitute an official “Proposal for College Bonds” and shall be deemed to be an irrevocable offer to purchase the College Bonds on the terms provided in this Notice of Sale. For purposes of submitting all “Proposals for College Bonds,” whether electronically or sealed, 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 IPREO shall have any duty or obligation to any bidder, or 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 College 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 College Bonds.

Bidders should be aware of the following bidding details (“Bidding Details”) associated with the sale of the College Bonds:

1. **BIDDERS MUST SUBMIT GOOD FAITH CHECK OR WIRE TRANSFER IN THE AMOUNT OF \$84,200 PAYABLE TO THE COUNTY OF OCEAN NO LATER THAN 11:15 a.m. ON THE DAY OF SALE. HOWEVER, BIDDERS ARE ENCOURAGED TO SUBMIT CHECKS ON THE DAY PRIOR TO THE SALE TO ASSURE RECEIPT OF PAYMENT BY THE COUNTY AT THE**

FOLLOWING ADDRESS:

**Julie N. Tarrant, County Comptroller
County of Ocean
Department of Finance
Administration Building
101 Hooper Avenue
Toms River, New Jersey 08754**

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

2. All Bids must be submitted through PARITY. No telephone, telefax, telegraph or personal delivery Bids will be accepted.
3. All Bids for the College Bonds must be submitted on an “All or None” (“AON”) basis.
4. Each proposal submitted must name the rate or rates of interest per annum to be borne by the College Bonds and the rate or rates named must be multiples of one-eighth or one-twentieth of one per centum. The proposed rate or rates of interest to be borne by the College Bonds shall not exceed five percent (5.00%). Not more than one rate may be named for the College Bonds of the same maturity. There is no limitation on the number of rates that may be named. The difference between the lowest and the highest rates named in the proposal shall not exceed three per centum (3%). **Each proposal submitted must be for all of the College Bonds and the purchase price specified in the proposal must equal or exceed \$4,210,000, with a maximum bid price of \$4,631,000 (110%).** The College Bonds will be awarded to the bidder on whose bid the total loan may be made at the lowest true interest cost (as such term is defined herein). The purchaser must also pay an amount equal to the interest on the College Bonds accrued to the date of payment of the purchase price.
5. Bidders are only permitted to submit Bids for the College Bonds during the bidding period.

Definitions

- “Bid” any confirmed purchase offer received by PARITY on or before the proposal submission deadline.
- “Bidder” any firm registered and approved for participation in sale.
- “Winning Bid” any purchase offer made by a Bidder and received by PARITY that, at the end of the bidding time period, results in the lowest True Interest Cost that is acceptable to the County.
- “True Interest Cost” or “TIC” computed by determining the interest rate, compounded semi-annually, necessary to discount the debt service payments to the date of the bonds and to the price bid, excluding interest accrued to the delivery. The True Interest Cost serves as the basis for awarding bonds to winning Bidders.

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

If the College Bonds qualify for issuance of any policy of municipal bond insurance or commitment therefor at the option of a bidder, any purchase of such insurance or commitment therefor shall be at the sole option and expense of the bidder and any increased costs of issuance of the College Bonds resulting by reason of such insurance, unless otherwise paid, shall be paid by such bidder. Any failure of the College Bonds to be so insured or of any such policy of insurance to be issued shall not in any way relieve the purchaser of its contractual obligations arising from the acceptance of its proposal for the purchase of the College Bonds.

Establishment of Issue Price

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 Securities) will apply to the initial sale of the Securities (the “Competitive Sale Requirements”) because:

- (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 may 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 Securities to the bidder who submits a firm offer to purchase the Securities at the highest price (or lowest interest cost), as set forth in this Notice of Sale.

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

In the event that the Competitive Sale Requirements are not satisfied for the College Bonds, all bids will be rejected and the sale of the College Bonds will be cancelled.

In the event that the Competitive Sale Requirements are satisfied, the winning bidder shall assist the Issuer in establishing the issue price of the Securities and shall execute and deliver to the Issuer at Closing an “issue price” or similar certificate setting forth the reasonably expected initial offering price to the Public or the sales price or prices of the Securities, together with the supporting pricing wires or equivalent communications.

Sales of any Securities 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. Further, for purposes of this Notice of Sale:

- (i) “Public” means any person other than an Underwriter or a related party,
- (ii) “Underwriter” means (A) 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 Securities to the Public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Securities 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 Securities to the Public),
- (iii) a purchaser of any of the Securities is a “related party” to an Underwriter if the Underwriter and the purchaser are subject, directly or indirectly, to (i) at least 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and
- (iv) “Sale Date” means the date that the Securities are awarded by the Issuer to the winning bidder.

All actions to be taken by the Issuer under this Notice of Sale to establish the issue price of the Securities may be taken on behalf of the Issuer by the Issuer's financial advisor identified herein and any notice or report to be provided to the Issuer may be provided to the Issuer's financial advisor or Bond Counsel.

It is anticipated that CUSIP identification numbers will be printed on the College Bonds, but neither the failure to print such number on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the winning bidder thereof to accept delivery of and pay for the College Bonds. The County's financial advisor will request the CUSIPs and will provide CUSIP Global Services with the final details of the sale, including the identity of the winning bidder.

The purchaser shall be obligated to furnish to the County, when and if requested prior to the delivery of the College Bonds, such information requested by the County as shall be necessary to enable the County to determine the "issue price" of the College Bonds as defined in Section 1273 and 1274 of the Internal Revenue Code of 1986, as amended (the "Code").

A Preliminary Official Statement has been prepared and is available for viewing in electronic format on www.i-dealprospectus.com and may also be obtained from the County's financial advisor identified in the last paragraph of this Notice. The Preliminary Official Statement is deemed to be a final official statement, as of its date, within the meaning of Rule 15c2-12 of the Securities and Exchange Commission, but is subject to (a) completion with certain pricing and other information to be made available by the successful bidder for the College Bonds and (b) amendment. The Preliminary Official Statement, as so revised, will constitute the final "Official Statement". By the submission of bids for the College Bonds, the successful bidder contracts for the receipt, within seven (7) business days of the award of the College Bonds, of a reasonable number of copies of the final Official Statement at the expense of the County, with any additional copies of the final Official Statement that the successful bidder shall reasonably request to be provided at the sole cost and expense of the successful bidder. In order to complete the final Official Statement, the successful bidder must furnish the following information to the County's financial advisor and Bond Counsel by email or facsimile transmission or overnight delivery received by the County's financial advisor and Bond Counsel within twenty-four (24) hours after the award of the College Bonds: (a) initial offering prices (expressed as a price, exclusive of accrued interest, or yield per maturity), and (b) any other material information necessary for the final Official Statement but not known to the County (such as the bidder's purchase of credit enhancement). In addition, the successful bidder must, if requested by the County, furnish a written confirmation of its bid.

The County will undertake to provide certain continuing disclosure in accordance with Rule 15c2-12 of the Securities and Exchange Commission. A description of this undertaking is contained in the Preliminary Official Statement under the heading "CONTINUING DISCLOSURE".

The successful bidder will be furnished at the time the College Bonds are delivered with: (1) the opinion of GluckWalrath LLP, Trenton, New Jersey, in substantially the form set forth in the Preliminary Official Statement; and (2) certificates in form satisfactory to said law firm evidencing the proper execution and delivery of the College Bonds and receipt of payment therefor and the fact that the College Bonds will not be arbitrage bonds within the meaning of the Code; and (3) a certificate, dated as of the date of delivery of the College Bonds, and signed by the officers who signed the College Bonds, stating that no litigation is then pending or to the knowledge of such officers threatened to restrain or enjoin the issuance or delivery of the College Bonds or the levy or collection of taxes to pay the College Bonds or the interest thereon, or questioning the validity of the statutes or the proceedings under which the College Bonds are issued, and that neither the corporate existence or boundaries of the County nor the title of any of said officers to their respective offices, is being contested; and (4) the County's Continuing Disclosure Certificate substantially in the form described in the Preliminary Official Statement.

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.

Award of the College Bonds to the successful bidder or rejection of all bids is expected to be made within two (2) hours after announcement of the bids, but such successful bidder may not withdraw its proposal until after 5:30 p.m. of the day of such bid-opening and then only if such award has not been made prior to the withdrawal.

Copies of the Preliminary Official Statement may be obtained from the County's financial advisor, PFM Financial Advisors LLC, 1735 Market Street, 43rd Floor, Philadelphia, PA 19103, Telephone 215-567-6100, Attention: Geoffrey Stewart.

DATED: September 14, 2021

BY: /s/ Julie N. Tarrant
County Comptroller,
County of Ocean, New Jersey