

NOTICE OF SALE

\$62,800,000

**COUNTY OF MERCER, NEW JERSEY
GENERAL OBLIGATION BONDS, SERIES 2022
(Callable)**

ELECTRONIC PROPOSALS will be received via the BiDCOMP[®]/Parity[®] Electronic Competitive Bidding System ("PARITY") of i-Deal LLC ("i-Deal") in the manner described below, until 11:15 a.m. (Eastern), on

May 19, 2022

at which time they will be publicly opened and announced for the purchase of the following bonds ("Bonds"), due on February 1, as follows:

<u>Year</u>	<u>Principal Amount</u>
2023	\$4,200,000
2024	3,200,000
2025	4,500,000
2026	4,500,000
2027	4,500,000
2028	4,500,000
2029	6,000,000
2030	6,000,000
2031	6,200,000
2032	6,400,000
2033	6,400,000
2034	6,400,000

The Bonds will be dated June 6, 2022, and bear interest at the rates per annum specified by the successful bidder therefor, payable semiannually on February 1 and August 1, commencing February 1, 2023, in each year until maturity or earlier redemption. The Bonds are subject to redemption prior to their stated maturity dates as set forth in the Preliminary Official Statement (hereinafter defined).

Upon initial issuance, the Bonds will be issued in book-entry-only form and registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the Bonds and be responsible for maintaining a book-entry system for recording the interests of its participants or the transfers of interests among its participants. Individual purchases of the Bonds may be made in the principal amount of \$5,000, or integral multiples thereof, and in integral multiples of \$1,000 in excess thereof, or in such amount necessary to issue the principal amount of the Bonds, through book entries made on the books and records of DTC and its participants. Individual purchasers of the Bonds will not receive certificates representing their beneficial ownership interest in the Bonds, but each book-entry bondholder will receive a credit balance on the books of its nominee. For additional information, see "DESCRIPTION OF THE BONDS AND NOTES--Book-Entry-Only System" in the Preliminary Official Statement.

In connection with the offering of the Bonds, the County has prepared a Preliminary Official Statement, dated May 12, 2022 ("Preliminary Official Statement"), relating to, *inter alia*, the Bonds, the County and the County's Bond Anticipation Notes of 2022, Series A ("Notes"), which obligations are being offered pursuant to the Preliminary Official Statement and shall be delivered simultaneously with the Bonds.

Bidders shall *not* be required to submit a proposal for the purchase of the Notes when submitting a proposal for the purchase of the Bonds. The submission of a bid for the purchase of the Bonds does not and shall not constitute a proposal for the purchase of the Notes. The specifications for and form of proposal for the purchase of the Notes are set forth in a separate Notice of Sale prepared and delivered under separate cover.

The County has prepared the Preliminary Official Statement in connection with the sale of the Bonds which it has deemed "final" as of its date for purposes of paragraph (b)(1) of Rule 15c2-12, as amended ("Rule 15c2-12") promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, except for certain omissions permitted thereunder. Within seven (7) business days of the sale of the Bonds, and in sufficient time to accompany any confirmation that requests payment from a customer, the County will deliver a sufficient number of copies of the final official statement ("Official Statement") to the purchaser in order for the same to comply with Paragraph (b)(4) of Rule 15c2-12.

The Preliminary Official Statement is available for viewing in electronic format through the internet facilities of McElwee & Quinn, LLC. The McElwee & Quinn, LLC web address is **www.mcelweequinn.com**. In addition, broker dealers registered with the National Association of Securities Dealers ("NASD") and dealer banks with DTC clearing arrangements may either: (i) print out a copy of the Preliminary Official Statement by their own means; or (ii) at any time prior to May 19, 2022, elect to receive a printed copy of the Preliminary Official Statement in the mail by requesting the same on the McElwee & Quinn, LLC web site or by calling the County's Bond Counsel, Parker McCay P.A. ("Bond Counsel"), 9000 Midlantic Drive, Suite 300, Mount Laurel, New Jersey 08054. Calls should be directed to Jeffrey D. Winitsky, Esquire at (856) 985-4086. The County's Municipal Advisor, NW Financial Group, LLC, may also be contacted. Calls should be directed to Heather I. Litzebauer at (201) 937-7224. In order to view, print a copy or request a copy of the Preliminary Official Statement from the McElwee & Quinn, LLC web site, please visit **www.mcelweequinn.com** ("Site"). Access to the Site is limited to registered users of the Site. As such, users must either have been existing registered members, or new users must create a user profile through the Site. Thereafter, bidders may log-in to access electronic viewing and delivery. Once logged-in to the Site, bidders must follow the applicable instructions and prompts to access the Preliminary Official Statement. All bidders must review the Preliminary Official Statement and certify that they have done so prior to participating in the bidding.

In accordance with the requirements of Rule 15c2-12, the County will, prior to the issuance of the Bonds, enter into an agreement substantially in the form set forth in Appendix "D" to the Preliminary Official Statement ("Disclosure Agreement").

BID SPECIFICATIONS

Each **ELECTRONIC PROPOSAL** for the Bonds must be submitted to PARITY in accordance with this notice, 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, including any fee charged, potential bidders may contact BiDCOMP®/PARITY, 1359 Broadway, Second Floor, New York, New York 10018, (212) 849-5021. The County may, but is not obligated to, acknowledge its acceptance in writing of any bid submitted electronically via PARITY. In the event that a bid for the Bonds is submitted via PARITY, the bidder further agrees that:

1. If a bid submitted electronically by PARITY is accepted by the County, the terms of 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.

2. 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.

3. The County may choose to discontinue use of electronic bidding via PARITY by issuing a notification to such effect via TM3 News Services, or by other available means, no later than 9:00 A.M. (Eastern Time) on the date upon which the County will receive proposals.

4. Once the bids are communicated electronically via PARITY to the County as described above, 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 electronic bids, the time as 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 manner and in compliance with the requirements of this Notice of Sale. Neither the County nor i-Deal shall have any duty or obligation to provide or assure to any bidder, and neither the County nor i-Deal 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.

Each proposal must specify in a multiple of 1/8th or 1/20th of 1%, a single rate of interest which each maturity of the Bonds are to bear. Not more than one rate of interest may be named for Bonds of the same maturity. There is no limitation on the number of rates that may be named, provided however, the difference between the highest and the lowest rates of interest named in the proposal shall not exceed three percent (3%). 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 a true interest cost higher than the lowest true interest cost to the County under any legally acceptable proposal.

The Bonds will be sold to the bidder who, after having complied with the terms of this Notice of Sale, offers the lowest true interest cost for the Bonds. The true interest cost shall be computed in each instance by adding to the total principal amount of Bonds bid for, the total interest cost to maturity in accordance with such bid. **Bidders may bid to purchase Bonds from the County with a bid premium in an amount not in excess of five percent (5%) of the par amount of the Bonds, representing a bid price of not in excess of \$65,940,000.** The County reserves the right to adjust the principal amount of the Bonds after pricing if necessary to comply with the requirements of the Internal Revenue Code of 1986, as amended. No Bid will be considered if the bid is to purchase Bonds at a price less than 100% of the principal amount thereof. If two (2) or more bidders specify the same lowest true interest cost, then to one of such bidders selected by the undersigned by lot. The purchaser must pay an amount equal to the interest on the Bonds accrued to the date of delivery. The County reserves the right to reject all bids and any bid not complying with the terms of this Notice of Sale.

Each bidder is required to make a good faith deposit ("Deposit") in the form of a cash wire or a certified, cashier's or treasurer's check in the amount of **\$1,256,000**, payable to the order of "County of Mercer". If a cash wire is used, the wire must be received by the County no later than **11:15 A.M. on THURSDAY, MAY 19, 2022**. Wiring instructions can be obtained by contacting Bond Counsel or the Municipal Advisor. If a cash wire is utilized, each bidder must (i) notify the County of its intent to use such cash wire prior to **10:15 A.M.**; (ii) provide proof of electronic transfer of such cash wire prior to **11:15 A.M., on THURSDAY, MAY 19, 2022**; and (iii) enclose return wiring instructions for use by the County. If a check is used, the check must (i) be a certified or cashier's or treasurer's check drawn upon a bank or trust company; (ii) must be delivered to the County by no later than **11:15 A.M. on THURSDAY, MAY 19, 2022**; and (iii) enclose a return envelope for use by the County. Each bidder accepts responsibility for delivering such cash wire or check on time and the County is not responsible for any cash wire or check that is not received on time. No interest on the Deposit will accrue to the successful bidder. When the successful bidder has been ascertained, all such Deposits shall be returned to the persons making the same within a reasonable period of time, except the cash wire or check of the successful bidder which shall be applied as partial payment for the Bonds or to secure the County from any loss resulting from the failure of the successful bidder to comply with the terms of its bid. Award of the Bonds to the successful bidder or rejection of all bids is expected to be made promptly after opening of the bids. The successful bidder may not withdraw its proposal until after 5:30 P.M. on the day of such bid opening and then only if such award has not been made prior to the withdrawal.

AT THE TIME OF DELIVERY OF THE BONDS, PAYMENT FOR THE BONDS SHALL BE IN IMMEDIATELY AVAILABLE FUNDS.

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

RATING

The County has applied for a rating on the Bonds from S&P Global Ratings, acting through Standard & Poor's Financial Services LLC. The County expects to have the rating prior to the sale of the Bonds. Notice of the rating on the Bonds will be communicated via TM3.

OPTIONAL PURCHASE OF MUNICIPAL BOND INSURANCE

Information concerning the County has been furnished to certain companies for the purpose of qualifying the Bonds for municipal bond insurance. Any purchase of said insurance will be at the sole option and expense of the bidder and increased costs of issuance including, without limitation, any additional rating agency fees, resulting by reason of such insurance will be paid by such bidder. Notice of qualification of the Bonds for municipal bond insurance will be communicated via PARITY. If the Bonds qualify for municipal bond insurance, each bidder shall be required to specify on the Official Form of Proposal whether municipal bond insurance will be purchased.

POSTPONEMENT

The County reserves the right to postpone, from time to time, the date and time established for receipt of Bids. **ANY SUCH POSTPONEMENT WILL BE PUBLISHED ON TM3, BEFORE 11:15 A.M. ON THE DAY BEFORE THE SALE.** If any date fixed for receipt of bids and the sale of the Bonds is postponed, an alternative sale date will be announced via TM3 at least forty-eight 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 TM3 at the time the sale date and time are announced.

DELIVERY OF THE BONDS

It is anticipated that delivery of the Bonds will occur on or about Monday, June 6, 2022.

CUSIP

It is anticipated that CUSIP Identification Numbers will be printed on the Bonds. NW Financial Group, LLC, municipal adviser 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.

Closing Certificates:

Unless a bidder is purchasing the Bonds for its own account and not with a view to distribution or resale to the public, a bidder by submitting its bid represents that it is an underwriter of municipal bonds and notes that has an established industry reputation for underwriting new issuances of municipal bonds and notes. Simultaneously with the delivery of the Bonds, the purchaser shall assist the County in establishing the issue price and yield of the Bonds and shall execute and deliver to the County at closing an "issue price" and "yield" or similar certificate setting forth the reasonably expected initial offering price to the public or the sale price or prices of the Bonds and yield, together with the supporting pricing wires or equivalent communications ("Issue Price Certificate"). The Issue Price Certificate shall be executed in a form prepared by Bond Counsel, the form of which may be obtained by contacting Jeffrey D. Winitsky, Esquire at (856) 985-4086 or by viewing the Preliminary Official Statement on the Site.

The County intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) ("Regulation") defining "competitive sale" for purposes of establishing the issue price of the Bonds will apply to the initial sale of the Bonds ("Competitive Sale Requirements"). Capitalized terms, not otherwise defined in this section, shall have the meanings ascribed thereto in the Regulation. If the successful firm is a bank, local government unit or other entity purchasing for its own account, the provisions of the Competitive Sale Requirements do not apply.

In the event the Competitive Sale Requirements are not satisfied, the County shall so advise the successful firm. The County shall treat the first price at which 10% of the Bonds ("10% Test") is sold to the public as the issue price of the Bonds. The successful firm shall advise the County if the Bonds satisfy the 10% Test as of the date and time of the award of the Bonds. The County will permit, but will not require, firms to comply with the "hold-the-offering-price rule". Proposals will not be subject to cancellation in the event that the Competitive Sale Requirements are not satisfied. Firms should prepare their proposals on the assumption that the Bonds will be subject to the 10% Test or the "hold-the offering-price-rule" in order to establish the issue price of the Bonds.

If the Competitive Sale Requirements are not satisfied and the successful firm is not relying on the "hold-the-offering-price rule", then until the 10% Test has been satisfied as to the Bonds, the successful firm agrees to promptly report to the County the prices at which the unsold Bonds 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 Bonds. If the 10% Test is not met by the closing date, a supplemental issue price certificate must be provided.

By submitting a proposal, each firm confirms that: (i) any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the firm is a party) relating to the initial sale of the Bonds 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 Bonds allotted to it until it is notified by the successful firm that either the 10% Test has been satisfied as to the Bonds, if and for so long as directed by the successful firm and as set forth in the related

pricing wires; and (ii) any agreement among underwriters relating to the initial sale of the Bonds 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 Bonds 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 Bonds allotted to it until it is notified by the successful firm or such underwriter that either the 10% Test has been satisfied as to the Bonds, if and for so long as directed by the successful firm or such underwriter and as set forth in the related pricing wires.

The obligation of the purchaser to purchase and pay for the Bonds is conditioned on the delivery, at the time of settlement of the Bonds, of the following: (i) approving legal opinion of Parker McCay P.A., Mount Laurel, New Jersey, Bond Counsel, a form of which can be found in Appendix "C" to the Preliminary Official Statement; (ii) the delivery of certificates in form and tenor satisfactory to Bond Counsel evidencing the proper execution and delivery of the Bonds and receipt of payment therefor, including a statement of the County, 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 relating to the issuance, sale and delivery of the Bonds; and (iii) an executed copy of the Disclosure Agreement.

COMPLIANCE WITH P.L. 2005,c.271, s.3

The purchaser 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 purchaser 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 purchaser'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.

DAVID MILLER, Chief Financial Officer/Treasurer

Dated: May 12, 2022

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