

NOTICE OF SALE
\$29,000,000*
GENERAL OBLIGATION BONDS, SERIES 2016,
CONSISTING OF:
\$25,449,000* GENERAL IMPROVEMENT BONDS,
\$1,641,000* PARK BONDS AND
\$1,910,000* COUNTY COLLEGE BONDS

OF THE
COUNTY OF MORRIS, NEW JERSEY
(Book-Entry-Only Bonds)/(Non-Callable)/(Not Bank Qualified)

SUMMARY

ISSUER: County of Morris, New Jersey

PAR AMOUNT: \$29,000,000*

SECURITY: General Obligations of the County

TAX EXEMPT: Yes

RATINGS: Moody's and Standard & Poor's ratings to be assigned.

TYPE OF SALE: Electronic proposals via PARITY Electronic Bid System (PARITY) of I-Deal, LLC ("I-Deal"). See "Bidding Details" herein.

AGENT: PARITY – Electronic proposals will be received via the PARITY Electronic Bid System ("PARITY") of I-Deal

SALE DATE & BID TIME: October 5, 2016 until 11:00 a.m. local time, at which time they will be publicly opened, received and announced. Award by 2:00 p.m.

DATED DATE: Date of Delivery

DELIVERY DATE: October 25, 2016

INTEREST PAYMENT DATES: April 15 and October 15, commencing April 15, 2017

CALL DATE: October 15, 2023 @ par for Bonds maturing on or after October 15, 2024.

MINIMUM BID: \$29,000,000 (Par)

MAXIMUM BID: \$32,400,000 (Par plus original issue premium limitation of \$3,400,000)

BID SECURITY: **Good Faith Check or wire transfer in the amount of \$580,000 received by County (prior to bidding) or Financial Surety Bond from Sure-Bid**

* Preliminary, subject to change.

BASIS OF AWARD: True Interest Cost

LEGAL OPINION: McManimon, Scotland & Baumann, LLC, Roseland, New Jersey

OFFERING STATEMENT: Preliminary Official Statement available at www.i-dealprospectus.com

NOTICE

NOTICE IS HEREBY GIVEN that bids will be received by the County of Morris, New Jersey (the "County") for the purchase of \$29,000,000* original principal amount of the County's General Obligation Bonds, Series 2016, consisting of \$25,449,000* General Improvement Bonds, \$1,641,000* Park Bonds and \$1,910,000* County College Bonds (the "Bonds"). **All Bids (as defined below) must be submitted in their entirety via "PARITY Electronic Bid System" (PARITY) prior to 11:00 a.m., New Jersey time on October 5, 2016 (the "Sale Date"). To bid, Bidders (as defined below) must have submitted a good faith check, wire or Financial Surety Bond, if available, payable to the County, in the amount of \$580,000 by no later than 10:30 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 PARITY. The PARITY address is www.i-dealprospectus.com. In addition, broker dealers registered with the National Association of Securities Dealers (the "NASD") and dealer banks with The Depository Trust Company ("DTC") clearing arrangements may either: (a) print out a copy of the POS on their own printer, or (b) at any time prior to the Sale Date, elect to receive a photocopy of the POS in the mail by requesting it by calling the County's bond counsel, Matthew D. Jessup, Esq., of McManimon, Scotland & Baumann, LLC ("Bond Counsel"), 75 Livingston Avenue, Roseland, New Jersey 07068 (telephone no. 973-622-4850) or attention of Sandra S. Jessup, Paralegal (telephone no. 973-622-5258) or the County's Financial Advisor, NW Financial Advisors, LLC ("Financial Advisor"), Doug Bacher or Heather Litzebauer, 2 Hudson Place, Hoboken, NJ 07030 (telephone no. 201-656-0115). 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 Rule 15c2-12(b)(1) under the Securities and Exchange Act of 1934, 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") as may be necessary.

The County 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.

* Preliminary, subject to change.

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 \$29,000,000*. There will be only one CUSIP assigned to each annual maturity of the issue. 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.

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 April 15 and October 15, commencing on April 15, 2017. Interest shall be computed on the basis of a 30-day month/360-day year.

Principal Amortization

The Bonds shall mature on October 15 as set forth in the following table:

<u>Year</u>	<u>General Improvement Bonds</u>	<u>Park Bonds</u>	<u>County College Bonds</u>	<u>Total Principal Amount</u>
2017	\$1,785,000	\$90,000	\$125,000	\$2,000,000
2018	1,705,000	170,000	125,000	2,000,000
2019	2,505,000	170,000	125,000	2,800,000
2020	2,955,000	170,000	125,000	3,250,000
2021	2,870,000	170,000	160,000	3,200,000
2022	2,680,000	170,000	250,000	3,100,000
2023	2,880,000	170,000	250,000	3,300,000
2024	2,328,000	171,000	250,000	2,749,000
2025	3,170,000	180,000	250,000	3,600,000
2026	2,571,000	180,000	250,000	3,001,000

The actual principal amounts may be adjusted by the County in accordance with N.J.S.A. 40A:2-26(g). Any such adjustment shall not exceed 10% of the principal for any maturity with the aggregate adjustment to maturity not to exceed 10% of the principal for the overall issue.

Book Entry Only

The Bonds will be issued in book-entry form only, initially in the name of Cede & Co., as nominee of DTC. Purchasers will not receive certificates representing their interests in the Bonds. Individual purchases will be in the principal amount of \$5,000 and, where necessary, \$1,000. Payments of principal of and interest due on the Bonds will be made by the County or its designated paying agent to DTC for subsequent disbursement to DTC participants to then be remitted to the beneficial owners of the Bonds.

Redemption Provisions

The bonds of this issue maturing prior to October 15, 2024, are not subject to redemption prior to their stated maturities. The bonds of this issue maturing on or after October 15, 2024 are redeemable at the option of the County in whole or in part on any date on or after October 15, 2023

at 100% of the principal amount outstanding (the "Redemption Price") plus interest accrued to the date of redemption upon notice as required herein.

Notice of redemption shall be given by mailing by first class mail in a sealed envelope with postage prepaid to the registered owners of the bonds not less than thirty (30) days, nor more than sixty (60) days prior to the date fixed for redemption. Such mailing shall be to the 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. 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, the bonds to be redeemed 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 and no further interest shall accrue beyond the redemption date. Payment shall be made upon surrender of the bonds redeemed.

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 (as defined herein), the Bonds will mature serially as shown in the preceding schedule.

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 I-Deal at (212) 404-8102. 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: 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 specified, the initial public offering price of each maturity of the Bonds and any other information included in such transmission) as though the same information were submitted on the official "Proposal for Bonds" provided by the County and executed by a duly authorized signatory of the bidder. If a bid submitted electronically via PARITY is accepted by the County, the terms of the official "Proposal for Bonds" 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 TM3 News Services, or by other available means, no later than 3:00 p.m., Eastern Time, on the last business date prior to the Sale 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," 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 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.

Bidding Details

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

- (1) BIDDERS MUST SUBMIT A GOOD FAITH CHECK, WIRE TRANSFER OR A FINANCIAL SURETY BOND IN THE AMOUNT OF \$580,000 PAYABLE TO THE COUNTY NO LATER THAN 10:00 A.M. ON THE SALE DATE. HOWEVER, BIDDERS ARE ENCOURAGED TO SUBMIT CHECKS OR WIRES ON THE DAY PRIOR TO THE SALE DATE TO ASSURE RECEIPT OF PAYMENT BY THE COUNTY AT THE FOLLOWING ADDRESS:**

**Joseph A. Kovalcik, Jr.
Chief Financial Officer, Director of Finance
and County Treasurer
County of Morris
Administration Building/P.O. Box 900
Morristown, NJ 07963**

BIDDERS SUBMITTING GOOD FAITH CHECKS SHOULD ALSO ENCLOSE A RETURN ENVELOPE FOR USE BY THE COUNTY. BIDDERS SUBMITTING A WIRE SHOULD CONTACT THE COUNTY'S BOND COUNSEL, MATTHEW D. JESSUP, ESQ. (TELEPHONE NO. 973-622-4850) OR SANDRA S. JESSUP, PARALEGAL (TELEPHONE NO. 973-622-5258) OR THE FINANCIAL ADVISOR, DOUG BACHER OR HEATHER LITZEBAUER (TELEPHONE NO. 201-656-0115) TO OBTAIN THE WIRING INSTRUCTIONS.

UNSUCCESSFUL BIDDERS SUBMITTING THE GOOD FAITH DEPOSIT BY WIRE TRANSFER SHALL, NO LATER THAN THE CLOSE OF BUSINESS ON THE SALE DATE OF THE BONDS, PROVIDE THE DIRECTOR OF FINANCE IN WRITING WITH WIRING INSTRUCTIONS FOR THE RETURN OF SUCH UNSUCCESSFUL BIDDER'S GOOD FAITH DEPOSIT. IN THE EVENT THAT THE COUNTY FAILS TO RETURN ANY GOOD FAITH WIRES IN A TIMELY FASHION, THE COUNTY SHALL NOT BE LIABLE FOR MONETARY DAMAGES, REMEDY BEING HEREBY SPECIFICALLY LIMITED TO SPECIFIC PERFORMANCE.

- (2) All Bids must be submitted on the PARITY. **No telephone, telefax, telegraph or personal delivery Bids will be accepted.**
- (3) All Bids for the Bonds must be submitted on an AON basis. Bidders may change and submit Bids as provided for herein, but a submitted Bid may not be withdrawn.
- (4) No Bid will be considered if the Bid is to purchase Bonds at a price less than 100% of the principal amount thereof.
- (5) Bidders may bid to purchase Bonds from the County with an original issue premium. Such original premium may not exceed \$3,400,000. No Bid will be considered if the Bid is to purchase Bonds at a price less than 100% of the principal amount thereof.
- (6) Each proposal submitted must name the rate or rates of interest per annum to be borne by the Bonds **which rate or rates may not exceed four per centum (4.00%) per annum.** The rate or rates named must be multiples of 1/8 or 1/20 of 1%. The difference between the highest and lowest interest rates named in the Bid shall not exceed three percent (3%) per annum. Not more than one rate may be named for Bonds of the same maturity. There is no limitation on the number of rates that may be named. Each proposal submitted must state the purchase price, which must be not less than par. The Bonds will be awarded to the bidder on whose bid the total loan may be made at the lowest true interest cost ("TIC"). Such TIC shall be calculated as described below. 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 TIC higher than the lowest TIC 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, if applicable.
- (7) Bidders are only permitted to submit Bids for the 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.

"True Interest Cost

(TIC)" true interest cost shall be computed in each instance 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 date. The TIC serves as the basis for awarding bonds to the winning Bidder.

"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 TIC that is acceptable to the County.

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 produces the lowest TIC for the County and otherwise complies with the Notice of Sale.

Bids must remain valid until at least 2:00 p.m., prevailing time, on the Sale Date, 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 or cashier's check, wire transfer (wiring instructions can be obtained from the County's Bond Counsel or Financial Advisor) or a Financial Surety Bond in the amount of \$580,000, payable to the order of the County, is required for each bid to be considered. If a check is used, it must be a certified treasurer's or cashier's check and must be provided to the County prior to 10:00 a.m. on the Sale Date for bids to be submitted. If a wire transfer is used, such wire must be received by the County prior to 10:00 a.m. on the Sale Date. Each bidder accepts responsibility for delivering such check or wire on time and the County is not responsible for any check or wire that is not received on time. If a Financial Surety Bond is used, it must be from an insurance company licensed to issue such a bond in the State of New Jersey and approved by the Director of the Division of Government Services of New Jersey (the "Director") and such bond must be submitted to the County prior to 10:00 a.m. on the Sale Date at the address referred to above. At present, the Director has approved the use of Sure-Bid, a division of Financial Security Assurance Inc. Use of any other Financial Surety Bond must be approved by the Director prior to the bid and will not be accepted by the County unless evidence of such approval is provided prior to the bid. The Financial Surety Bond must identify the bidder whose Deposit is guaranteed by such Financial Surety Bond. If the Bonds are awarded to a bidder utilizing a Financial Surety Bond, then that purchaser (the "Purchaser") is required to submit its Deposit to the County by wire transfer as instructed by the County not later than 3:30 p.m. on the next business day following the Sale Date. If such Deposit is not received by that time, the Financial Surety Bond may be drawn by the County to satisfy the Deposit requirement. 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 2:00 p.m. on the Sale Date 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 on or about the delivery date.

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, which shall include the purchase price, reoffering yield(s), and other related information necessary for completion of the final Official Statement, the Financial Advisor and 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; and (d) to take any and all other actions necessary to comply with applicable Securities and Exchange Commission and Municipal Securities Rulemaking Board 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 the Delivery Date (UNLESS A NOTICE OF A CHANGE IN THE DELIVERY DATE IS PUBLISHED ON MUNIAUCTION NOT LATER THAN 2 HOURS PRIOR TO ANY ANNOUNCED DATE FOR RECEIPT OF BIDS) in Jersey City, New Jersey at DTC against payment of the purchase price therefor (less the amount of the good faith deposit) in Federal funds.

There will also be furnished the usual closing papers, including (1) a certificate signed by the officials who signed the Bonds 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 Bonds, or in any manner questioning the proceedings and authorization under which the Bonds are issued or affecting the validity of the Bonds and (2) a certificate signed by the County relating to the official statement.

CUSIP Numbers

CUSIP numbers will be applied for with respect to the Bonds, but 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 purchasers thereof to accept delivery of and make payment for the Bonds. The CUSIP Service Bureau charge for the assignment of the numbers shall be the responsibility of and shall be paid for by the winning Bidder.

Legal Opinions

The approving opinions of McManimon, Scotland & Baumann, LLC, Bond Counsel to the County, will be furnished without cost to the winning Bidder.

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 OR POSTED, BEFORE 9:00 A.M. ON THE SALE DATE.** 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 PARITY 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 PARITY at the time the sale date and time are announced.

Additional Information

For further information relating to the Bonds, reference is made to the POS prepared for and authorized by the County. The 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 the Notice of Sale and the POS on PARITY, and no investment decision should be made in reliance thereon. Printed copies of the POS and the Notice of Sale may be obtained from the Financial Advisor or Bond Counsel at the address and the phone numbers stated above. For additional information relating to the sale please contact PARITY at (212) 404-8102. Additional information relating to the financing of the County can be obtained by contacting the undersigned Director of Finance at (973) 285-6085 or email at jkovalcik@co.morris.nj.us or the County's Financial Advisor.

COUNTY OF MORRIS

By: Joseph A. Kovalcik, Jr., Chief Financial Officer
Director of Finance/County Treasurer

Dated: September 28, 2016