

**NOTICE OF SALE**  
**\$23,750,000\***  
**GENERAL IMPROVEMENT BONDS, SERIES 2022**  
**OF THE**  
**TOWNSHIP OF BERKELEY HEIGHTS, IN THE**  
**COUNTY OF UNION, NEW JERSEY**  
**(Book-Entry-Only Bonds) (Callable)**

**SUMMARY**

ISSUER:	Township of Berkeley Heights, in the County of Union, New Jersey
PAR AMOUNT:	\$23,750,000*
SECURITY:	General Obligations of the Township
TAX-EXEMPT:	Yes
RATING:	Rating 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:	June 22, 2022 until 11:00 a.m. local time, at which time they will be publicly opened, received and announced. Award by 3:00 p.m.
DATED DATE:	Date of Delivery
DELIVERY DATE:	July 7, 2022
INTEREST PAYMENT DATES:	January 1 and July 1, commencing January 1, 2023
CALL DATE:	July 1, 2032 @ par for Bonds maturing on or after July 1, 2033
MINIMUM BID:	\$23,750,000 (Par)
MAXIMUM BID:	\$24,700,000 (Par plus 4% original issue premium)
BID SECURITY:	<b><u>Good Faith Check or wire transfer in the amount of \$475,000 received by Township (prior to bidding) or Financial Surety Bond from Sure-Bid</u></b>
BASIS OF AWARD:	True Interest Cost
LEGAL OPINION:	McManimon, Scotland & Baumann, LLC, Roseland, New Jersey
OFFERING STATEMENT:	Preliminary Official Statement available at <a href="http://www.i-dealprospectus.com">www.i-dealprospectus.com</a>

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\*Preliminary, subject to change.

## NOTICE

NOTICE IS HEREBY GIVEN that bids will be received by the Township of Berkeley Heights, in the County of Union, New Jersey (the "Township"), for the purchase of \$23,750,000\* original principal amount of the Township's General Improvement Bonds, Series 2022 (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 June 22, 2022 (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 Township, in the amount of \$475,000 by no later than 10:30 a.m. on the Bid Date (see Bidding Details below).**

### Preliminary and Final Official Statement

The Township's Preliminary Official Statement (the "POS") is available for viewing in electronic format on PARITY. Parity's website is located at [www.munihub.com](http://www.munihub.com). In addition, broker-dealers registered with the Financial Industry Regulatory Authority 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 Township'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 Township's Municipal Advisor, NW Financial Advisors, LLC (the "Municipal Advisor"), Heather Litzebauer, 2 Hudson Place, Hoboken, New Jersey 07030 (telephone no. 201-937-7224). 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 Township to be final as of its date for purposes of SEC Rule 15c2-12(b)(1) under the Securities 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 Township, at its own 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.

### 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 \$23,750,000\*. 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 Township, such winning Bidder will be required to purchase the entire issue in accordance with such Bid.

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\*Preliminary, subject to change.

## 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 January 1 and July 1, commencing on January 1, 2023. Interest shall be computed on the basis of a 30-day month/360-day year.

## Principal Amortization\*

The Bonds shall mature on July 1 as set forth in the following table:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2023	\$600,000	2038	\$710,000
2024	600,000	2039	745,000
2025	600,000	2040	775,000
2026	600,000	2041	810,000
2027	600,000	2042	845,000
2028	600,000	2043	885,000
2029	600,000	2044	925,000
2030	600,000	2045	965,000
2031	600,000	2046	1,010,000
2032	600,000	2047	1,055,000
2033	600,000	2048	1,105,000
2034	600,000	2049	1,155,000
2035	630,000	2050	1,200,000
2036	655,000	2051	1,200,000
2037	680,000	2052	1,200,000

The Township may, and expects to, after the receipt and opening of bids, adjust the maturity schedule of the Bonds; *provided, however*, that (i) no maturity schedule adjustment shall exceed 10% upward or downward of the principal for any maturity as specified herein, 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, and the aggregate principal amount of Bonds, as adjusted, will not exceed \$23,750,000. The dollar amount bid by the winning bidder shall be adjusted to reflect any adjustments in the aggregate principal amount of the 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 original Bid, and the initial public offering prices required to be delivered to the Township, as stated herein

## Book-Entry-Only

The Bonds will be issued in book-entry-only form, initially in the name of Cede & Co., as nominee for DTC. Purchasers will not receive certificates representing their interests in the Bonds. Individual purchases will be in the principal amount of \$5,000 or any integral multiple in excess thereof. Payments of principal, interest and redemption premium, if any, will be made by the paying agent to DTC for subsequent disbursement to DTC participants to then be remitted to the beneficial owners of the Bonds.

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\*Preliminary, subject to change

## **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 Township 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 Township 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 Township and executed by a duly authorized signatory of the bidder. If a Bid submitted electronically via PARITY is accepted by the Township, 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 Township, and the Township 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 Township or information provided by the bidder.

The Township 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 10:00 a.m., Eastern Time, on the Sale Date.

Once the bids are communicated electronically via PARITY to the Township, 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 Township nor i-Deal shall have any duty or obligation to provide or assure to any bidder, and neither the Township 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 Township is using PARITY as a communication mechanism, and not as the Township's agent, to conduct the electronic bidding for the Bonds. By using PARITY, each bidder agrees to hold the Township 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 \$475,000 PAYABLE TO THE TOWNSHIP NO LATER THAN 10:30 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 TOWNSHIP AT THE FOLLOWING ADDRESS:**

**Liza Viana  
Acting Chief Financial Officer  
Township of Berkeley Heights  
29 Park Avenue  
Berkeley Heights, NJ 07922**

**BIDDERS SUBMITTING GOOD FAITH CHECKS SHOULD ALSO ENCLOSE A RETURN ENVELOPE FOR USE BY THE TOWNSHIP. BIDDERS SUBMITTING A WIRE SHOULD CONTACT THE TOWNSHIP'S BOND COUNSEL, MATTHEW D. JESSUP, ESQ. (TELEPHONE NO. 973-622-4850) OR SANDRA S. JESSUP, PARALEGAL (TELEPHONE NO. 973-622-5258) OR THE MUNICIPAL ADVISOR, HEATHER LITZEBAUER (TELEPHONE NO. 201-937-7224) 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 CHIEF FINANCIAL OFFICER IN WRITING WITH WIRING INSTRUCTIONS FOR THE RETURN OF SUCH UNSUCCESSFUL BIDDER'S GOOD FAITH DEPOSIT. IN THE EVENT THAT THE TOWNSHIP FAILS TO RETURN ANY GOOD FAITH WIRES IN A TIMELY FASHION, THE TOWNSHIP SHALL NOT BE LIABLE FOR MONETARY DAMAGES, REMEDY BEING HEREBY SPECIFICALLY LIMITED TO SPECIFIC PERFORMANCE.**

- (2) All Bids must be submitted on 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) Bidders may bid to purchase Bonds from the Township with a bid premium in an amount not in excess of four percent (4%) of the par amount of the Bonds, representing a bid price of not in excess of \$24,700,000. No Bid will be considered if the Bid is to purchase Bonds at a price less than 100% of the principal amount thereof. The Township may, and expects to, after the receipt and opening of bids, adjust the maturity schedule of the Bonds as set forth in more detail under "Principal Amortization" above.

- (5) Each proposal submitted must name the rate or rates of interest per annum to be borne by the Bonds and 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 two percent (2%) 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 Township 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.
- (6) 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 Township.

### **Bid Procedure and Basis of Award**

Subject to the right reserved by the Township to reject any or all Bids, the Bonds will be sold to the bidder whose Bid produces the lowest TIC for the Township and otherwise complies with the Notice of Sale.

Bids must remain valid until at least 3:00 p.m., prevailing time, on the Sale Date, and if accepted by the Township, prior to such time, shall be irrevocable except as otherwise provided in the Notice of Sale. Upon selection of the winning bidder, the Township 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 (the "Deposit") in the form of a certified or cashier's check, wire transfer (wiring instructions can be obtained from the Township's Municipal Advisor) or a Financial Surety Bond in the amount of \$475,000, payable to the order of the Township, 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 Township prior to 10:30 a.m. on the Sale Date for bids to be submitted. If a wire transfer is used, such wire must be received by the Township prior to 10:30 a.m. on the Sale Date. Each bidder accepts responsibility for delivering such check or wire on time and the Township 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 Local Government Services of New Jersey (the "Director") and such bond must be submitted to the Township prior to 10:30 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 Township 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 winning bidder is required to submit its Deposit to the Township by wire transfer as instructed by the Township 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 Township to satisfy the Deposit requirement. No interest on the Deposit will accrue to the winning bidder. The Deposit will be applied to the purchase price of the Bonds. In the event the winning bidder fails to honor its accepted Bid, the Deposit will be retained by the Township. Award of the Bonds to the winning bidder or rejection of all Bids is expected to be made within two hours after opening of the bids, but such winning bidder may not withdraw its proposal until after 3:00 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 Township on or about the Delivery Date.

## **Right to Reject Bids; Waive Irregularities**

The Township 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 Township, 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 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.

## **Establishment of Issue Price for the Bonds**

In the event the Township receives at least three (3) bids for the Bonds, then the issue price for the Bonds shall be established based on the reasonably expected initial offering prices of the Bonds as of the Sale Date (the "Expected Offering Prices"). The Expected Offering Prices shall consist of the prices for each maturity of the Bonds used by the winning bidder in formulating its bid to purchase the Bonds. The winning bidder shall be required to deliver on the Delivery Date a certificate to such effect and to provide to the Township, in writing, the Expected Offering Prices as of the Sale Date.

In the event the Township receives fewer than three (3) bids for the Bonds, then the issue price for the Bonds shall be established based on the following method as selected by the winning bidder on the Sale Date:

10% Sold: The issue price for the Bonds shall be established based on the first price at which at least 10% of each maturity of the Bonds was sold to the Public (as defined below). The winning bidder shall be required to deliver on the Delivery Date a certificate to such effect and to provide to the Township, in writing, evidence satisfactory to Bond Counsel to the Township of such sales prices for each maturity of the Bonds. In the event that the winning bidder has not sold at least 10% of each maturity of the Bonds to the Public as of the Delivery Date (each, an "Unsold Maturity"), the winning bidder shall (i) provide to the Township, in writing, on the Delivery Date, the Expected Offering Prices for each Unsold Maturity and a certificate regarding same and (ii) have a continuing obligation to provide to the Township, in writing, evidence satisfactory to Bond Counsel to the Township of the first price at which at least 10% of each Unsold Maturity is sold to the Public, contemporaneous with each such sale, until at least 10% of all such Unsold Maturities have been sold to the Public.

Hold-the-Price: The issue price for the Bonds shall be established based on the initial offering price of the Bonds to the Public as of the Sale Date, provided that the winning bidder shall, in writing, (i) confirm that the Underwriters have offered or will offer the Bonds to the public on or before the Sale Date at the offering price or prices set forth in the Bid submitted by the Winning Bidder and (ii) agree, on behalf of the Underwriters participating in the purchase of the Bonds, that the Underwriters will neither offer nor sell the Bonds to any person at a price that is higher than the initial offering price to the Public during the period starting on the Sale 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 Bonds 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 (as defined herein) 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 Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds 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 Bonds 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 Bonds to the Public).



## **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 PARITY NOT LATER THAN 2 HOURS PRIOR TO ANY ANNOUNCED DATE FOR RECEIPT OF BIDS) in New York City 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 Township relating to the Official Statement.

## **CUSIP Numbers**

The Municipal Advisor will apply for CUSIP numbers with respect to the Bonds, but neither the Municipal Advisor nor the Township will assume any 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 winning bidder to accept delivery of and make payment for the Bonds. The CUSIP Service Bureau charge for the assignment of the CUSIP numbers shall be the responsibility of and shall be paid for by the winning bidder.

## **Legal Opinion**

The approving opinion of McManimon, Scotland & Baumann, LLC, Bond Counsel to the Township, will be furnished without cost to the winning bidder.

## **Postponement**

The Township 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 10:00 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 any 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 Township. The Notice of Sale and the POS may be viewed on PARITY. However, the Township makes no assurance or representation with respect to the form of this Notice of Sale and the POS on PARITY, and no investment decision should be made in reliance thereon. Printed copies of the POS and this Notice of Sale may be obtained from the Municipal Advisor or Bond Counsel at the addresses 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 or the Township can be obtained by contacting the Township's Municipal

Advisor, Heather Litzebauer, 2 Hudson Place, Hoboken, New Jersey 07030 (telephone no. 201-937-7224).

TOWNSHIP OF BERKELEY HEIGHTS  
By: Liza Viana, Acting Chief Financial Officer

Dated: June 15, 2022