

**NOTICE OF SALE
TOWNSHIP OF LAKEWOOD
(Ocean County, New Jersey)**

\$13,850,000 BOND ANTICIPATION NOTES, SERIES 2017A

\$825,000 SPECIAL EMERGENCY NOTES, SERIES 2017

NON-CALLABLE

Bids are being solicited through a fair and open process in accordance with N.J.S.A. 19:44A-20.5 for the purchase of \$13,850,000 Bond Anticipation Notes, Series 2017A (the “Bond Anticipation Notes”) and \$825,000 Special Emergency Notes, Series 2017 (the “Special Emergency Notes”) and together with the Bond Anticipation Notes, the “Notes”) of the Township of Lakewood, in the County of Ocean, New Jersey (the “Township”). All bids will be received and publicly opened and announced at the office of the Township’s Financial Advisor, Phoenix Advisors, LLC, on behalf of the Township on **Wednesday, March 8, 2017, at 11:00 a.m.**, prevailing local time (“Sale Date”). Separate bids must be submitted for (i) the Bond Anticipation Notes, and (ii) the Special Emergency Notes, and the selection of the winning bidder(s) will be made separately for the Bond Anticipation Notes and for the Special Emergency Notes.

No telephone bids will be accepted. The separate bid proposals must be received by 11:00 a.m. on the Sale Date, and may be submitted by completing the official bid form attached hereto as Exhibit A for the Bond Anticipation Notes and Exhibit B for the Special Emergency Notes, to the mailing address, fax number, and/or email address shown on the bid forms. Sealed bids marked on the outside “BID FOR BOND ANTICIPATION NOTES” or “BID FOR SPECIAL EMERGENCY NOTES” are encouraged, but faxed and emailed bids will be accepted provided they comply with the conditions stated herein. If a bidder wishes to transmit its bid by fax or email, such bidder hereby acknowledges that such faxed or emailed bid will not be reviewed by the Township until the public opening of the bids as aforesaid. This Notice of Sale has been posted on the Township of Lakewood’s website (www.lakewoodnj.gov) and www.mcelweequinn.com.

Each bid submitted must offer to purchase all of the Bond Anticipation Notes or all of the Special Emergency Notes (as the case may be) being offered at no less than par plus accrued interest and must specify a single rate of interest per annum offered for the Bond Anticipation Notes or the Special Emergency Notes. **THE BOND ANTICIPATION NOTES AND THE SPECIAL EMERGENCY NOTES WILL BE SEPARATELY AWARDED AND SOLD TO THE BIDDER(S) COMPLYING WITH THE TERMS OF SALE AND OFFERING TO PURCHASE ALL OF THE BOND ANTICIPATION NOTES OR ALL OF THE SPECIAL EMERGENCY NOTES (AS THE CASE MAY BE) AT THE LOWEST NET INTEREST COST.**

Award of the Notes to the bidder(s) proposing the lowest net interest cost for the Notes or rejection of all bids will be made by 2:00 p.m. on the Sale Date. As between bidders specifying the same lowest net interest cost for the same note, such note will be sold to the bidder selected by lot from among all such bidders.

The Township reserves the right to reject all bids. In addition, any bids not complying with the terms of this notice or specifying additional conditions will be rejected. The right is also reserved by the Township to waive any irregularities or informalities in proposals submitted on the attached bid forms.

SPECIFICATIONS OF NOTES

Principal Amount: Bond Anticipation Notes: \$13,850,000
Special Emergency Notes: \$825,000

Dated Date: March 16, 2017

Maturity Date: Bond Anticipation Notes: December 5, 2017
Special Emergency Notes: March 15, 2018

Interest Rate per Annum: Specified by the successful bidder(s), payable at maturity (calculated on the basis of twelve (12) thirty (30)-day months in a three hundred sixty (360)-day year)

Denominations: \$5,000 each or any integral multiple thereof

Legal Opinion: GluckWalrath LLP, Red Bank, New Jersey, Bond Counsel

Closing: March 16, 2017, at the Township offices or elsewhere, as agreed to with the successful bidder(s).

Note Registrar/Paying Agent: Chief Financial Officer

Payment: Wire transfer of immediately available funds on March 16, 2017

The Bond Anticipation Notes are issued pursuant to the laws of the State of New Jersey, including the Local Bond Law, in order to finance and refinance various general capital improvements. The proceeds of the Bond Anticipation Notes will be used to: (i) currently refund a portion of the Township's Bond Anticipation Notes, Series 2016A, originally issued in the amount of \$6,280,000, dated March 18, 2016 and maturing March 17, 2017; (ii) currently refund the Township's Bond Anticipation Notes, Series 2016B, originally issued in the amount of \$4,950,000, dated April 8, 2016 and maturing March 17, 2017; (iii) currently refund the Township's Bond Anticipation Notes, Series 2016C, originally issued in the amount of \$1,700,000, dated October 12, 2016 and maturing March 17, 2017; (iv) temporarily finance the cost of various general capital improvements to be undertaken in and by the Township in the amount of \$2,047,000 as authorized by the Bond Ordinances; and (v) pay costs associated with the issuance of the Notes.

The Special Emergency Notes are issued pursuant to the laws of the State of New Jersey, including the Local Budget Law and specifically N.J.S.A. 40A:4-53, *et seq.*, in order to: (i) temporarily refund a portion of the Township's Special Emergency Notes, Series 2016A, originally issued in the amount of \$1,100,000, dated April 8, 2016 and maturing March 17, 2017,

issued to refinance notes for special emergency appropriations made for costs associated with the reassessment of real property, authorized by Ordinance No. 2015-32 duly adopted by the Township on June 11, 2015 and Resolution No. 2015-204 duly adopted by the Township on June 11, 2015; and (ii) pay costs associated with the issuance of the Notes.

The Notes shall be non-callable general obligations of the Township and to the extent the Notes are not paid from other sources, the Township is obligated to levy ad valorem taxes upon all the taxable real property therein for the payment of the debt service on the Notes without limitation as to rate or amount. The Notes will not be “qualified tax-exempt obligations” for purposes of Section 265 of the Internal Revenue Code of 1986, as amended.

As a condition to delivery of the Notes, the successful bidder(s) will be required to execute a receipt therefor containing a certification that either (i) it has made a bona fide public offering of the Notes at a stated initial offering price or prices and at least ten percent (10%) of the Notes have been sold to the public (excluding bond houses, brokers or similar organizations acting in the capacity of underwriter or wholesaler) at such initial offering price or prices as would produce a yield to each purchaser thereof equal to a stated percentage per annum, and, it has not entered into any arrangement with any third party to repurchase the Notes in order to enable the successful bidder to reoffer the Notes at higher prices, or (ii) it has not reoffered the Notes to the public and has no present intention to reoffer the Notes to the public. In addition, the certification shall address such other matters as Bond Counsel reasonably may request of the successful bidder(s).

It shall be the responsibility of the successful bidder(s) to have CUSIP identification numbers, if required, issued for the Notes. The request for the assignment of CUSIP identification numbers and the CUSIP Service Bureau charge therefor shall be the responsibility of and shall be paid for by the successful bidder(s). CUSIP numbers must be communicated to Bond Counsel within 24 hours of the award of the Notes in order to have CUSIP numbers printed on the Notes.

The successful bidder(s) 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 successful bidder(s) enters into agreements or contracts, such as its agreement to purchase the Notes, with a public entity, such as the Township and receives compensation or fees in excess of \$50,000 in the aggregate from public entities, such as the Township, in a calendar year. It is each successful bidder’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.

At the option of the successful bidder(s) if the Notes are to be reoffered, the Notes will be issued in book-entry only form and will be payable as to both principal and interest in lawful money in the United States of America by the Township or a duly appointed paying agent to the Depository Trust Company, New York, New York (“DTC”) or its authorized nominee. The Notes will be registered in the name of and held by Cede & Co., as nominee of DTC, which will act as securities depository for the Notes (the “Securities Depository”). The Note certificate 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 transfers of the interests among its participants.

The participants will be responsible for maintaining records regarding the beneficial ownership interests in the Notes on behalf of the individual purchasers.

The obligations hereunder to deliver and to accept the Notes shall be conditioned on the availability and delivery at the time of delivery of the Notes of (a) the approving legal opinion of the law firm of GluckWalrath LLP, Red Bank, New Jersey (“Bond Counsel”), which will be furnished without cost to the successful bidder(s), to the effect that the Notes are valid and legally binding obligations of the Township of Lakewood, New Jersey, payable in the first instance from bonds in anticipation of which the Notes are issued, but if not so paid or if not paid from other sources, payable ultimately from ad valorem taxes which may be levied on all the taxable real property in the Township without limitation as to rate or amount, and that interest on the Notes is excluded from gross income for Federal tax purposes under current law if the Township complies with all conditions subsequent contained in the Internal Revenue Code of 1986, as amended (the “Code”), except to the extent that interest on the Notes held by a corporate taxpayer is included in the relevant income computations for calculation of the corporate alternative minimum tax and that interest on the Notes and any gain on the sale thereof are not includable as gross income under the present New Jersey Gross Income Tax Act; (b) certificates in form satisfactory to Bond Counsel evidencing the proper execution and delivery of the Notes, the receipt of payment therefor and the compliance with the requirements of the Code necessary so that the Notes will not be arbitrage obligations within the meaning of the Code; and (c) a certificate, in form and tenor satisfactory to Bond Counsel and 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 affecting the validity of the Notes.

Each purchaser thereof is required to certify the initial offering price to the public at which a substantial amount of the Notes were sold (if applicable), the yield, net interest cost for the Notes and CUSIP identifications numbers therefore prior to the Closing on the Notes.

The Township has authorized the distribution of an Official Statement (the “Official Statement”) “deemed final” for purposes of Rule 15c2-12 and distributed in preliminary form on March 1, 2017 (the “Preliminary Official Statement”). Copies of the Preliminary Official Statement may be obtained by either through viewing electronically at www.mcelweequinn.com or from the individuals at the addresses and telephone numbers listed below in the last paragraph hereof. Final Official Statements will be delivered to each purchaser of the Notes with the earlier of seven (7) business days following the award of the Notes or the date of closing or to accompany each purchaser’s confirmations that request payment for the Notes, such Official Statement to be dated as of the date of the award of the Notes. Each purchaser will be furnished upon request, without cost, with a reasonable number of copies of the Official Statement, which number shall not exceed fifteen (15).

Copies of the authorizing Bond Ordinances and additional information concerning the sale of the Notes can be obtained by contacting Anthony P. Inverso, Phoenix Advisors, LLC, at phone number (609) 291-0130 or at ainverso@muniadvisors.com, or Meghan Bennett Clark, Esq., GluckWalrath LLP, at phone number (732) 530-8822 or at mclark@glucklaw.com.

TOWNSHIP OF LAKEWOOD, IN THE
COUNTY OF OCEAN, NEW JERSEY
/s/ William C. Rieker
WILLIAM C. RIEKER, Chief Financial Officer

DATED: March 1, 2017

EXHIBIT A
PROPOSAL FOR THE BOND ANTICIPATION NOTES, SERIES 2017A

March 8, 2017

Anthony P. Inverso
Senior Managing Director
Phoenix Advisors, LLC
4 West Park Street
Bordentown, NJ 08505
on behalf of: TOWNSHIP OF LAKEWOOD

FAX: 609-291-9940

EMAIL: ainverso@muniadvisors.com

RE: BID FOR \$13,850,000 BOND ANTICIPATION NOTES, SERIES 2017A

Dear Mr. Inverso:

Subject to the provisions of the Notice of Sale dated March 1, 2017, relating to \$13,850,000 Bond Anticipation Notes, Series 2017A dated March 16, 2017 and due December 5, 2017, that is made a part hereof, we offer to purchase the Bond Anticipation Notes described therein as follows:

Interest Rate Per annum _____%

Amount of Notes Bid for \$13,850,000

Price of Notes Bid for
(at no less than par) \$ _____

Net Interest Cost
(please specify in both
dollars and percent) \$ _____ / _____%

and, in addition thereto, to pay interest accrued from the Dated Date of the Bond Anticipation Notes to the date of delivery, if Closing shall occur subsequent to the Dated Date.

Signature of Authorized Officer

Name of Bidder

Address of Bidder

Telephone Number

Email Address

EXHIBIT B
PROPOSAL FOR THE SPECIAL EMERGENCY NOTES, SERIES 2017

March 8, 2017

Anthony P. Inverso
Senior Managing Director
Phoenix Advisors, LLC
4 West Park Street
Bordentown, NJ 08505
on behalf of: TOWNSHIP OF LAKEWOOD

FAX: 609-291-9940

EMAIL: ainverso@muniadvisors.com

RE: BID FOR \$825,000 SPECIAL EMERGENCY NOTES, SERIES 2017

Dear Mr. Inverso:

Subject to the provisions of the Notice of Sale dated March 1, 2017, relating to \$825,000 Special Emergency Notes, Series 2017 dated March 16, 2017 and due March 15, 2018, that is made a part hereof, we offer to purchase the Special Emergency Notes described therein as follows:

Interest Rate Per annum	_____ %
Amount of Notes Bid for	_____ \$825,000
Price of Notes Bid for (at no less than par)	\$ _____
Net Interest Cost (please specify in both dollars and percent)	\$ _____ / _____ %

and, in addition thereto, to pay interest accrued from the Dated Date of the Special Emergency Notes to the date of delivery, if Closing shall occur subsequent to the Dated Date.

Signature of Authorized Officer

Name of Bidder

Address of Bidder

Telephone Number

Email Address