

**BOROUGH OF ATLANTIC HIGHLANDS
COUNTY OF MONMOUTH, NEW JERSEY
NOTICE OF \$1,900,000 BOND ANTICIPATION NOTE SALE**

Telecopied or emailed proposals for the purchase of \$1,900,000 Bond Anticipation Notes, consisting of \$1,100,000 Harbor Utility Notes and \$800,000 General Improvement Notes of the Borough of Atlantic Highlands, in the County of Monmouth, New Jersey will be received by the undersigned Chief Financial Officer of the Borough on **Wednesday, February 17, 2021**, until 11:00 a.m. No bids will be received after 11:00 a.m. A determination as to the award will be made by the Chief Financial Officer, no later than 2:00 p.m. on that date.

Each bid proposal must offer to purchase the entire note issue being offered at a price of not less than par and must specify a single rate of interest offered for the Notes. Interest shall be calculated on a 30-day month/360 day year basis. Bids may be submitted by completing the attached proposed form and submitting it in writing, by telecopy, telecopier number (732) 291-9725 or by email at finance@ahnj.com. The Borough Chief Financial Officer expects to award the Notes to the bidder specifying the lowest net interest payable by the Borough. However, the Borough's Chief Financial Officer reserves the right to reject all bids or to award the Notes to a bidder other than the lowest bidder. The bidder, by submitting a bid, agrees to accept the determination of the Borough's Chief Financial Officer.

SPECIFICATIONS OF BOND ANTICIPATION NOTES

Principal Amount	\$1,900,000
Dated	March 2, 2021
Interest Rate Per Annum	Specified by successful bidder
Interest	Excludable from gross income for Federal and New Jersey income tax purposes. See Exhibit A.
Maturity Date	March 1, 2022
Legal Opinion	Gibbons P.C. Newark, New Jersey Form attached as Exhibit A
Closing	
a. date	March 2, 2021
b. location	Borough of Atlantic Highlands Municipal Building 100 First Avenue Atlantic Highlands, New Jersey 07716 or such other place as the Chief Financial Officer may agree

Paying Agent	The Borough will act as the Paying Agent.
Denominations	\$100,000 or greater as specified by successful bidder
Payment	Wire transfer or other immediately available funds
Designation	Bank Qualified for purposes of Section 265 of the Internal Revenue Code of 1986, as amended

The notes will be noncallable general obligations of the Borough payable ultimately from ad valorem taxes levied upon all the taxable property within the Borough to the extent that payment is not otherwise provided.

It shall be the responsibility of the purchaser 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 purchaser. CUSIP numbers must be communicated to Bond Counsel within 24 hours of the award of the Notes in order to have the CUSIP numbers printed on the Notes.

The Notes are not subject to the requirements of SEC Rule 15c2-12 with respect to secondary market disclosure.

A no litigation certificate from the municipal attorney will be delivered at closing.

Matters relating to the “issue price” of the Notes, including the form of certificate to be delivered by the successful bidder to the Borough, are set forth in Exhibit B attached hereto.

No preliminary official statement or other offering documents will be prepared by the Borough for this issue because the Notes are being sold pursuant to an exemption under the securities law. Accordingly, the Notes are to be sold to no more than thirty-five persons, each of whom the participating underwriter reasonably believes (i) has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of the prospective investment and (ii) is not purchasing for more than one account or with a view to distributing the securities.

Financial information concerning the Borough is available upon request. For such information, please contact Matthew Holman at the above address, telephone number (732) 291-1444, Ext. 3104 or via email at finance@ahnj.com.

**BOROUGH OF ATLANTIC HIGHLANDS
MONMOUTH COUNTY, NEW JERSEY**

/s/ Holman Frenia Allison, P.C.
Chief Financial Officer

Dated: February 10, 2021

BOROUGH OF ATLANTIC HIGHLANDS
\$1,900,000 BOND ANTICIPATION NOTES
PROPOSAL TO PURCHASE

The undersigned hereby offers to purchase Bond Anticipation Notes in accordance with the provisions of the Notice of Sale with respect thereto for the following terms:

Amount of Notes	Price (not less than par)	Rate of Interest Per Annum
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Authorized Bidder _____

Signature _____

THIS PORTION OF THE PROPOSAL IS NOT PART OF THE BID

PLEASE COMPLETE THE FOLLOWING:

Interest Payable on Notes	\$ _____
Less: Premium (if any)	\$ _____
Net Interest Payable	\$ _____
Net Interest Cost	_____ %

Person to be contacted for closing arrangements:

Name

Telephone Number

E-mail Address

Exhibit A

Form of Bond Counsel Opinion

[Date of Closing]

[Municipality]

Dear Mayor and Governing Body:

We have examined certified copies of the proceedings of the governing body of the [Name of Municipality], in the County of _____, State of New Jersey (the "Municipality"), including ordinances, affidavits and certificates delivered by officials of the Municipality, and other proofs submitted to us relative to the issuance and sale of \$_____ aggregate principal amount of the Municipality's bond anticipation notes (the "Notes"). The Notes are issued in registered form, are dated [Closing Date], bear interest at the rate of ____ and ____ Hundredths per centum (____%) per annum and are payable at maturity on [Maturity Date].

The Notes are issued pursuant to the Local Bond Law, constituting Chapter 2 of Title 40A of the New Jersey Statutes (the "Local Bond Law"), and the bond ordinances of the Municipality, in all respects duly adopted by the Mayor and [Council] [Committee] of the [Municipality] (the "Bond Ordinances"). The Notes are temporary obligations issued in anticipation of the issuance of bonds.

We have examined the Local Bond Law and such other laws and originals (or copies certified or otherwise identified to our satisfaction) of such instruments, certificates and documents as we deem necessary to render the opinions set forth herein. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to the original documents of all documents submitted to us as copies.

Based upon the foregoing and subject to the qualifications set forth herein, we are of the opinion that:

1. The aforementioned proceedings and proofs show lawful authority for the issuance and sale of the Notes pursuant to the Local Bond Law, and other applicable provisions of law, and that the Notes have been duly authorized, executed and delivered and are a valid and legally binding obligation of the Municipality.

2. The Municipality has the power and is obligated to levy ad valorem taxes upon all the taxable property within the Municipality for the payment of the principal of and interest on the Notes, without limitation as to rate or amount.

3. Under existing statutes, regulations, rulings and court decisions, interest on the Notes is not includable for Federal income tax purposes in the gross income of the owners of the Notes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") and interest on the Notes is not an item of tax preference under Section 57 of the Code for purposes of computing the alternative minimum tax.

4. Under existing law, interest on the Notes and any gain on the sale thereof are not includable in gross income under the New Jersey Gross Income Tax Act.

The Code imposes certain requirements which may have to be met or must be met on a continuing basis subsequent to the issuance of the Notes in order for interest on the Notes to be excluded from gross income for Federal income tax purposes pursuant to Section 103 of the Code. The Municipality has covenanted to comply with the provisions of the Code applicable to the Notes and has covenanted not to take any action or fail to take any action which would cause the interest on the Notes to lose the exclusion from gross income for Federal income tax purposes under Section 103 of the Code or cause interest on the Notes to be treated as an item of tax preference under Section 57 of the Code. We have assumed continuing compliance by the Municipality with the above covenants in rendering our opinion with respect to treatment of interest on the Notes for Federal income tax purposes.

Attention is called to the fact that we have not been requested to examine and have not examined any documents or information relating to the Municipality other than the certified copies of the proceedings and proofs hereinabove referred to, and no opinion is expressed as to any financial or other information, or the adequacy thereof, which has been or may be supplied to any purchaser of said Notes.

Our opinion concerning the enforceability of the Notes is subject to federal and state laws regarding bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights and remedies generally (including, without limitation, laws relating to fraudulent conveyance, and by general principles of law and equity (regardless of whether enforcement is considered or sought in proceedings at law or in equity) and by limitation on remedial rights under applicable law). Their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

The opinions stated herein are based upon current authorities, and there can be no assurance that future legislative or administrative changes or court decisions will not affect said opinions. We undertake no obligation to inform you of any matter occurring after the date of this letter which affects in any way the opinion given herein.

Except as stated above, we express no opinion as to any federal or state tax consequences with respect to the Notes.

Very truly yours,

GIBBONS P.C.

EXHIBIT B

Establishment Of Issue Price

The successful bidder shall assist the _____ of _____ (the “Issuer”) in establishing the issue price of the Notes and shall execute and deliver to the Issuer at Closing an “issue price” or similar certificate, substantially in the forms attached hereto as Appendices A, B or C setting forth the reasonably expected initial offering price to the public or the sales price or prices of the Notes, together with supporting pricing wires or equivalent communications with such modifications as may be appropriate or necessary, in the reasonable judgment of the successful bidder, the Issuer and Bond Counsel.

(a) Except as set forth in paragraph (c) below, 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 Notes) will apply to the initial sale of the Notes (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 notes; and (4) the Issuer anticipates awarding the sale of the Notes to the bidder who submits a firm offer to purchase the Notes at the highest price (or lowest interest cost), as set forth in this Notice of Sale.

Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the Notes, as specified in the bid. By submitting a bid, bidders are deemed to have certified that they have an established industry reputation as a regular purchaser or underwriter of tax-exempt obligations such as the Notes.

In the event that the Competitive Sale Requirements are satisfied, the successful bidder must complete Appendix A attached hereto.

(b) Except as set forth in paragraph (c) below, in the event that the Competitive Sale Requirements are not satisfied, the Issuer shall so advise the successful bidder. The Issuer shall treat the first price at which 10% of a Maturity of the Notes (the “10% Test”) is sold to the Public as the issue price of that Maturity, applied on a Maturity-by-Maturity basis (and if different interest rates apply within a Maturity, to each separate CUSIP number within that Maturity). The successful bidder shall advise the Issuer if any maturity of the Notes satisfies the 10% Test as of the date and time of the award of the Notes. The Issuer will not require bidders to comply with the “hold-the-offering-price rule” and therefore does not intend to use the initial offering price to the Public as of the sale date of any Maturity of the Notes as the issue price of that Maturity. Bids will not be subject to cancellation in the event that the competitive sale requirements are not satisfied. Bidders should prepare their bids on the assumption that all of the maturities of the Notes will be subject to the 10% Test in order to establish the issue price of the Notes.

If Competitive Sale requirements are not satisfied, then until the 10% Test has been satisfied as to each Maturity of the Notes, the successful bidder agrees to promptly report to the Issuer the prices at which the unsold Notes of that Maturity have been sold to the Public. That

reporting obligation shall continue, whether or not the Closing Date has occurred, until either (i) all Notes of that Maturity have been sold or (ii) the 10% Test has been satisfied as to the Notes of that Maturity, provided that, the successful bidder's reporting obligation after the Closing Date may be at reasonable periodic intervals or otherwise upon request of the Issuer or Bond Counsel. The successful bidder shall provide the Issuer, Bond Counsel and the Issuer's financial advisor (if any) with certificates substantially in the form of Appendix B hereto. If the 10% Test is not met by the Closing Date, a Supplemental Issue Price Certificate must be provided.

(c) If the successful bidder (such as a bank or local government unit) is purchasing for its own account, it must complete Appendix C hereto, and the provisions of paragraphs (a) and (b) above shall not apply.

By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which the bidder is a party) relating to the initial sale of the Notes 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 third-party distribution agreement, as applicable, (A) to report the prices at which it sells to the Public the unsold Notes of each maturity allocated to it, whether or not the Closing Date has occurred, until either all Notes of that Maturity allocated to it have been sold or it is notified by the successful bidder that the 10% Test has been satisfied as to the Notes of that Maturity, provided that, the reporting obligation after the Closing Date may be at reasonable periodic intervals or otherwise upon request of the successful bidder, (B) to promptly notify the successful bidder of any sales of Notes that, to its knowledge, are made to a purchaser who is a related party to an underwriter participating in the initial sale of the Notes to the Public, and (C) to acknowledge that, unless otherwise advised by the underwriter, dealer or broker-dealer, the successful bidder shall assume that each order submitted by the underwriter, dealer or broker-dealer is a sale to the Public; and (ii) any agreement among underwriters or selling group agreement, relating to the initial sale of the Notes to the Public, together with the related pricing wires, contains or will contain language obligating each underwriter or dealer that is a party to a third-party distribution agreement to be employed in connection with the initial sale of the Notes to the Public to require each broker-dealer that is a party to such third-party distribution agreement to report the prices at which it sells to the public the unsold Notes of each Maturity allocated to it, whether or not the Closing Date has occurred, until either all Notes of that maturity allocated to it have been sold or it is notified by the successful bidder or such underwriter that the 10% Test has been satisfied as to the Notes of that Maturity, provided that, the reporting obligation after the Closing Date may be at reasonable periodic intervals or otherwise upon request of the successful bidder or such underwriter.

Sales of any Notes to any person that is a related party to an Underwriter participating in the initial sale of the Notes to the Public shall not constitute sales to the Public for purposes of this Notice of Sale. Further, for purposes of this Notice of Sale: (a) *Maturity* means Notes with the same credit and payment terms. Notes with different Maturity dates, or Notes with the same Maturity date but different stated interest rates, are treated as separate Maturities; (b) *Public* means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term "related party" for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly; (c) *Sale Date* means the first day on

which the Notes are awarded by the Issuer to the successful bidder. The Sale Date of the Notes is February 17, 2021; (d) *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 Notes 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 Notes 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 Notes to the Public).

APPENDIX A

Issue Price Certificate Competitive Sale Form - Notes

_____ of _____, New Jersey (the “Issuer”)
\$_____ Bond Anticipation Notes

The undersigned, on behalf of _____ (the “SHORT NAME OF UNDERWRITER”), hereby certifies as set forth below with respect to the sale of the above-captioned obligations (the “Notes”).

1. Reasonably Expected Initial Offering Price

(a) As of the Sale Date, the reasonably expected initial offering prices and yields of the Notes to the Public by [SHORT NAME OF UNDERWRITER] are the prices and yields listed in Schedule A (the “Expected Offering Prices”). The Expected Offering Prices are the prices for the Maturities of the Notes used by [SHORT NAME OF UNDERWRITER] in formulating its bids to purchase the Notes. Attached as Schedule B is a true and correct copy of the bid provided by [SHORT NAME OF UNDERWRITER] to purchase the Notes.

(b) [SHORT NAME OF UNDERWRITER] was not given the opportunity to review other bids prior to submitting its bid.

(c) The bid submitted by [SHORT NAME OF UNDERWRITER] constituted a firm offer to purchase the Notes.

2. Defined Terms

(a) *Maturity* means Notes with the same credit and payment terms. Notes with different maturity dates, or Notes with the same maturity dated but different stated interest rates, are treated as separate Maturities.

(b) *Public* means any person (including an individual, trust, estate, partnership, association, company or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(c) *Sale Date* means the first day on which there is a binding contract in writing for the sale of a Maturity of the Notes. The Sale Date of the Notes is [ISSUE DATE].

(d) *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 Notes 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 Notes 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 Notes to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents [SHORT NAME OF UNDERWRITER]'s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Tax Certificate and with respect to compliance with the federal income tax rules affecting the Notes, and by Gibbons P.C., Bond Counsel in connection with rendering its opinion that the interest on the Notes is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service's Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Notes.

Very truly yours,

[UNDERWRITER]

Dated: [Issue Date]

By: _____
(Duly Authorized Officer)

SCHEDULE A
EXPECTED OFFERING PRICES AND YIELDS

SCHEDULE B

COPY OF UNDERWRITER'S BID
(Attached)

APPENDIX B

Issue Price Certificate Actually Sold Form - Notes

_____ of _____, New Jersey (the "Issuer")
\$ _____ Bond Anticipation Notes

The undersigned, on behalf of _____ (the "SHORT NAME OF UNDERWRITER"), hereby certifies as set forth below with respect to the sale and issuance of the above-captioned obligations (the "Notes").

1. **Sale of the Notes.** [As of the date of this certificate, the Underwriter has not sold at least 10% of all Maturities of the Notes at a single price and agrees once it has sold at least 10% of all Maturities of the Notes at a single price, it will provide a Supplemental Issue Price Certificate to the Borough and Bond Counsel]. [As of the date of this certificate, for each Maturity of the Notes, the first price and yield at which at least 10% of such Maturity of the Notes was sold to the Public is the respective price and yield listed in Schedule A.]

2. **Defined Terms**

(e) *Maturity* means Notes with the same credit and payment terms. Notes with different maturity dates, or Notes with the same maturity dated but different stated interest rates, are treated as separate Maturities.

(f) *Public* means any person (including an individual, trust, estate, partnership, association, company or corporation) other than an Underwriter or a related party to an Underwriter. The term "related party" for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(g) *Underwriter* means (i) any person that agrees pursuant to a written contact with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Notes 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 Notes 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 Notes to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents [SHORT NAME OF UNDERWRITER]'s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Tax Certificate and with respect to compliance with the federal income tax rules affecting the Notes, and by Gibbons P.C., Bond Counsel in connection with rendering its opinion that the interest on the Notes is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service's Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Notes.

Very truly yours,

[UNDERWRITER]

Dated: [Issue Date]

By: _____
(Duly Authorized Officer)

SCHEDULE A
SALE PRICES AND YIELDS

APPENDIX C

Issue Price Certificate Private Placement Form - Notes

_____ of _____, New Jersey (the "Issuer")
\$ _____ Bond Anticipation Notes

The undersigned, on behalf of _____ (the "Purchaser"), hereby certifies as set forth below with respect to the purchase of the above-captioned obligations (the "Notes").

1. **Purchase of the Notes.** On the date of this certificate, the Purchaser is purchasing the Notes for the amount of \$[_____]. The Purchaser is not acting as an Underwriter with respect to the Notes. The Purchaser has no present intention to sell, reoffer, or otherwise dispose of the Notes (or any portion of the Notes or any interest in the Notes). The Purchaser has not contracted with any person pursuant to a written agreement to have such person participate in the initial sale of the Notes and the Purchaser has not agreed with the Issuer pursuant to a written agreement to sell the Notes to persons other than the Purchaser or a related party to the Purchaser.

2. **Defined Terms**

(h) *Public* means any person (including an individual, trust, estate, partnership, association, company or corporation) other than an Underwriter or a related party to an Underwriter. The term "related party" for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(i) *Underwriter* means (i) any person that agrees pursuant to a written contact with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Notes 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 Notes 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 Notes to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the Purchaser's interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Tax Certificate and with respect to compliance with the federal income tax rules affecting the Notes, and by Gibbons P.C., Bond Counsel in connection with rendering its opinion that the interest on the Notes is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service's Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Notes.

Very truly yours,

[PURCHASER], as Purchaser

Dated: [Issue Date]

By: _____
(Duly Authorized Officer)

**BOROUGH OF ATLANTIC HIGHLANDS
COUNTY OF MONMOUTH, NEW JERSEY
BAN BIDDERS LIST
As Of February 10, 2021**

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William Schofield
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Jim McManimon
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Sun National Bank
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