

NOTICE OF SALE
BOROUGH OF ENGLEWOOD CLIFFS, COUNTY OF BERGEN, NEW JERSEY

\$9,885,000 GENERAL OBLIGATION BONDS, SERIES 2014
(Book-Entry-Only) (Callable)

The Borough of Englewood Cliffs, a municipal corporation of the State of New Jersey located in the County of Bergen, New Jersey (the "Borough"), hereby invites sealed or electronic proposals for the purchase of the Borough's \$9,885,000 aggregate principal amount of its General Obligation Bonds, Series 2014 (the "Bonds").

SEALED OR ELECTRONIC (VIA PARITY) PROPOSALS will be received by the Chief Financial Officer of the Borough at Borough Hall, 482 Hudson Terrace, Englewood Cliffs, New Jersey 07632-2983, on **March 12, 2014** (the "Bid Date") **until 11:00 a.m.**, prevailing local time, at which time they will be publicly opened and announced. The Bonds will be dated their date of delivery and will mature, subject to prior redemption, on March 15, in the years and in the amounts set forth below:

GENERAL OBLIGATION BONDS, SERIES 2014

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2015	\$350,000	2023	\$675,000
2016	375,000	2024	700,000
2017	575,000	2025	700,000
2018	550,000	2026	700,000
2019	575,000	2027	700,000
2020	600,000	2028	700,000
2021	635,000	2029	700,000
2022	650,000	2030	700,000

All bidders for the Bonds must be participants of the Depository Trust Company, New York, New York ("DTC") or affiliated with its participants. The Bonds will be issued in the form of one certificate for each maturity of the Bonds each in the aggregate principal amount of such maturity and will be payable as to both principal and interest in lawful money of the United States of America. Each certificate will be registered in the name of Cede & Co., as nominee of DTC, which will act as Securities Depository. The certificate will be deposited with DTC which will be responsible for maintaining a book-entry system for recording the interests of its participants and the transfers of the interests among its participants. The participants will be responsible for maintaining records regarding the beneficial ownership interests in the Bonds on behalf of the individual purchases. Individual purchases may be made in the principal amount of \$5,000 or any integral multiple of \$1,000 in excess thereof through book entries made on the books and records of DTC and its participants.

The Bonds will be dated their date of delivery, and will bear interest at the rate or rates per annum specified by the successful bidder therefor in accordance herewith, payable semi-annually on March 15 and September 15 of each year, commencing September 15, 2014, until maturity or earlier redemption, to DTC or its authorized nominee. The DTC will credit payments of principal of and interest on the Bonds to the participants of DTC as listed on the records of DTC.

In the event (a) DTC determines not to continue to act as Securities Depository for the Bonds or (b) the Borough determines that continuation of the book-entry system of evidence and transfer of ownership of the Bonds would adversely affect the interests of the beneficial owners of the Bonds, the Borough will discontinue the book-entry system with DTC. If the Borough fails to identify another qualified securities depository to replace DTC, the Borough will deliver replacement bonds in the form of fully registered certificates.

The Bonds are general obligations of the Borough and are secured by a pledge of the full faith and credit of the Borough for the payment of the principal thereof and the interest thereon. The Bonds are payable, if not paid from other sources, from ad valorem taxes to be levied upon all the real property taxable within the Borough without limitations as to rate or amount.

Each proposal must be unconditional and must specify the rate or rates of interest per annum which the Bonds are to bear in multiples of 1/8 or 1/20 of 1%, provided that: (a) all Bonds of the same maturity must bear a single and uniform rate of interest greater than zero percent (0%) and no split or supplemental interest rates will be considered; and (b) a rate of interest stated for Bonds of any one maturity may not be less than the rate of interest stated for Bonds of an earlier maturity. Each proposal submitted must be for all of the Bonds. The purchase price specified in the proposal for the Bonds must not be less than \$9,885,000.

The Bonds maturing on or before March 15, 2024, are not subject to redemption prior to maturity. The Bonds maturing on or after March 15, 2025, are subject to redemption prior to maturity at the option of the Borough, as a whole on any date on or after March 15, 2024, or in part as selected by the Borough on any date on or after March 15, 2024, at the redemption price equal to 100% of the principal amount to be redeemed, plus accrued interest thereon to the date fixed for redemption.

Except as provided herein under the caption "Procedures Regarding Electronic Bidding," each proposal must be enclosed in a sealed envelope, marked on the outside "Proposal for Borough G.O. Bonds" and, if mailed, addressed to or in care of the undersigned at 482 Hudson Terrace, Englewood Cliffs, New Jersey 07632-2983. All bids which are submitted electronically via the PARITY Electronic Bid Submission System ("PARITY") of i-Deal LLC ("i-Deal") pursuant to the procedures described below shall be deemed to constitute a "Proposal for Bonds" and shall be deemed to incorporate by reference all of the terms and conditions of this Notice of Sale. The submission of a bid electronically via PARITY shall constitute and be deemed the bidder's signature on the Proposal for Bonds.

PROCEDURES REGARDING ELECTRONIC BIDDING. Bids may be submitted electronically via PARITY in accordance with this notice, until 11:00 a.m., New Jersey time, on

the Bid Date, but no bid will be accepted after the time for receiving bids specified above. In addition, bidders must ensure that the good faith deposit or financial surety bond referred to herein is submitted on the Bid Date by 11:00 a.m. To the extent any instructions or directions set forth in PARITY conflict with this Notice of Sale, the terms of this Notice of Sale shall control. For further information about PARITY, potential bidders may contact PARITY at i-Deal at 1359 Broadway, 2nd Floor, New York, NY 10010, telephone (212) 849-5021. The Borough may, but is not obligated to, acknowledge its acceptance in writing of any bid submitted electronically via PARITY. In the event that a bid for the Bonds is submitted via PARITY, the bidder further agrees that:

1. The Borough may regard the electronic transmission of the bid through PARITY (including information about the principal amount of the Bonds, the price bid for the Bonds and any other information included in such transmission) as though the same information were submitted on the "Proposal for Bonds" provided by the Borough and executed by a duly authorized signatory of the bidder. If a bid submitted electronically by PARITY is accepted by the Borough, the terms of the "Proposal for Bonds" and this Notice of Sale and the information that is electronically transmitted through PARITY shall form a contract, and the Successful Bidder or Bidders shall be bound by the terms of such contract.

2. PARITY is not an agent of the Borough, and the Borough 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 Borough or information provided by the bidder.

3. The Borough 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., New Jersey time, on the last business date prior to the Bid Date.

4. Once the bids are communicated electronically via PARITY to the Borough as described above, each bid will constitute a 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 by hand delivery, facsimile or electronically via PARITY, the time as maintained on PARITY shall constitute the official time.

5. Each Bidder shall be solely responsible to make necessary arrangements to access PARITY for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the Borough nor i-Deal shall have any duty or obligation to provide or assure access to any bidder, and neither the Borough 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 Borough is using PARITY as a communication mechanism, and not as the Borough's agent, to conduct the electronic bidding for the Bonds. By using PARITY, each bidder agrees to hold the Borough harmless from any harm or damages caused to such bidder in connection with its use of PARITY for bidding on Bonds.

Unless all bids are rejected, the Bonds will be awarded and sold to the bidder whose legally acceptable proposal specifies the lowest net interest cost for the Bonds. It is requested

that each proposal be accompanied by a computation of such net interest cost to the Borough under the terms of the proposal in accordance with the method of calculation described in this paragraph (computed to six decimal places) but such computation is not to be considered as part of the proposal for Bonds. Net interest cost for the Bonds will be computed by adding to the total principal amount of Bonds bid for, the total interest cost to maturity in accordance with such bid and by deducting therefrom the amount of premium if any, bid. In selecting the proposal to be accepted, the Borough will not consider proposals under which the total loan is made at an interest cost higher than the lowest net interest cost to the Borough in any legally acceptable proposal for the Bonds, and if two or more such bidders offer to pay the same lowest net interest cost, then the Bonds will be sold to one of such bidders selected by lot from among all such bidders. The purchaser must also pay an amount equal to the interest on the Bonds accrued to the date of payment of the purchase price.

The right is reserved to reject all bids and any bid not complying with the terms of this notice may be rejected.

Each bidder is required to make a good faith deposit ("Deposit") in the form of a cash wire, a certified, cashier's or treasurer's check or a financial surety bond ("Financial Surety Bond") in the amount of \$197,700, payable to the Borough of Englewood Cliffs. If a cash wire is used, the wire must be received by the Borough no later than **11:00 A.M. on March 12, 2014**. If a cash wire is utilized, each bidder must notify the Borough of its intent to use such cash wire prior to **11:00 A.M. on March 12, 2014**, and must provide proof of electronic transfer of such cash wire prior to **11:00 A.M. on March 12, 2014**. Wiring instructions for the Borough can be obtained by contacting the Borough's chief financial officer. If a check is used, the check must be certified or cashier's or treasurer's check drawn upon a bank or trust company and must be delivered to the Borough by no later than **11:00 A.M. on March 12, 2014**. Each bidder accepts responsibility for delivering such cash wire or check on time and the Borough is not responsible for any cash wire or check that is not received on time. If a Financial Surety Bond is used, the same 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 in the New Jersey Department of Community Affairs and proof of such bond must be submitted to the Borough no later than **11:00 A.M. on March 12, 2014**, at the address referred to above. Use of any other Financial Surety Bond must be approved by the Director prior to the bid and will not be accepted by the Borough 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 shall be required to submit its Deposit to the Borough by wire transfer as instructed by the Borough not later than 3:30 P.M. on the next business day following the award. If such Deposit is not received by that time, the Financial Surety Bond may be drawn by the Borough to satisfy the Deposit requirement. When the successful bidder has been ascertained, all such Deposits shall be promptly returned to the persons making the same, except the cash wire, check or Financial Surety Bond of the successful bidder which shall be applied as partial payment for the Bonds or to secure the Borough from any loss resulting from the failure of the successful bidder to comply with the terms of its bid.

Award of the Bonds to the successful bidder or rejection of all bids is expected to be made promptly after opening of the bids. The successful bidder may withdraw its proposal after 5:30

P.M. on the day of such bid opening, but only if such award has not been made prior to the withdrawal.

The Bonds will be delivered through DTC on or before March 20, 2014, or such other date agreed to by the Borough and the successful bidder. PAYMENT FOR THE BONDS AT THE TIME OF THE CLOSING SHALL BE IN IMMEDIATELY AVAILABLE FEDERAL FUNDS.

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

If the Bonds qualify for issuance of any policy of municipal bond insurance, the purchaser of the Bonds may, at its sole option and expense, purchase such insurance. Any failure of the Bonds to be so insured shall not in any way relieve the purchaser of its contractual obligations arising from the acceptance of its proposal for the purchase of the Bonds.

It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such number on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for the Bonds. The CUSIP Service Bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by the purchaser.

The obligation hereunder to deliver and accept the Bonds shall be conditioned on the availability and the delivery at the time of delivery of the Bonds of: (a) the approving opinion of the law firm of DeCotiis, FitzPatrick & Cole, LLP, Teaneck, New Jersey, Bond Counsel, which will be furnished without cost to the successful bidder, substantially to the effect set forth in the Preliminary Official Statement referred to below; (b) certificates in form satisfactory to said law firm evidencing the proper execution and delivery of the Bonds and receipt of payment therefor, and compliance with the requirements of the Internal Revenue Code of 1986, as amended, necessary to preserve the tax exemption; (c) a certificate, in form and tenor satisfactory to said law firm 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 Bonds; and (d) the Borough's Continuing Disclosure Certificate substantially in the form described in the Preliminary Official Statement.

A Preliminary Official Statement has been prepared and may be obtained via i-Deal at www.i-dealprospectus.com or from the undersigned at the address set forth below. The Preliminary Official Statement is deemed to be a "final official statement," as of its date, within the meaning of Rule 15c2-12 of the Securities and Exchange Commission, but is subject to (a) completion with certain pricing and other information to be made available by the successful bidder for the Bonds and (b) amendment. The Preliminary Official Statement as so revised will constitute the "final official statement." By the submission of a bid for the Bonds, the successful

bidder contracts for the receipt of a reasonable number of copies of the final Official Statement within seven business days of the award of the Bonds. In order to complete the final Official Statement, the successful bidder must furnish on behalf of the underwriter(s) of the Bonds the following information to Bond Counsel and the Borough by facsimile transmission or overnight delivery received by Bond Counsel and the Borough within 24 hours after the award of the Bonds: (a) initial offering prices or yields (expressed as percentages), (b) selling compensation (aggregate total, anticipated compensation to the underwriter(s) expressed in dollars), (c) the identity of the underwriters if the successful bidder is part of a group or syndicate, and (d) any other material information necessary for the final Official Statement, but not known to the Borough (such as the bidder's purchase of insurance or other credit enhancement). It shall also be the obligation of the successful bidder to furnish to DTC an underwriter's questionnaire and the denominations of the Bonds not less than seventy-two (72) hours prior to the delivery of the Bonds.

In order to assist bidders in complying with SEC Rule 15c2-12(b)(5), the Borough will undertake, pursuant to a Continuing Disclosure Certificate, to provide certain annual information and notices of the occurrence of certain events. A description of this undertaking is set forth in the Preliminary Official Statement and will also be set forth in the final Official Statement.

The successful bidder will be required to certify the initial offering prices to the public (excluding bond houses and brokers) at which a substantial amount of Bonds of each maturity are sold.

The Borough reserves the right to postpone, from time to time, the date and time established for the receipt of bids. Any such postponement shall be published on TM3 News Service, or by other available means, not less than twenty-four (24) hours prior to the sale. If any date fixed for receipt of bids and the sale of the Bonds is postponed, an alternative sale date will be announced via TM3 News Service, or by other available means, at least forty-eight (48) hours prior to such alternative date.

A Preliminary Official Statement may be obtained via i-Deal at www.i-dealprospectus.com or from the Borough's Chief Financial Officer, 482 Hudson Terrace, Englewood Cliffs, New Jersey 07632-2983, telephone 201/569-5271.

Dated: March 4, 2014

Joseph Iannaconi, Jr., CFO
Borough of Englewood Cliffs
County of Bergen, New Jersey

PROPOSAL FOR BONDS

March 12, 2014

Joseph Iannaconi, Jr., CFO
Borough of Englewood Cliffs
482 Hudson Terrace
Englewood Cliffs, NJ 07632-2983

Dear Mr. Iannaconi:

Subject to the provisions of the "Notice of Sale", which is attached hereto and considered a part of this Proposal, we will pay the sum of \$_____ for the \$9,885,000 General Obligation Bonds, Series 2014 (described in the notice), provided the Bonds bear interest at the following interest rate or rates per annum:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2015	\$350,000	____%	2023	\$675,000	____%
2016	375,000	____%	2024	700,000	____%
2017	575,000	____%	2025	700,000	____%
2018	550,000	____%	2026	700,000	____%
2019	575,000	____%	2027	700,000	____%
2020	600,000	____%	2028	700,000	____%
2021	635,000	____%	2029	700,000	____%
2022	650,000	____%	2030	700,000	____%

We have provided a cash wire, a certified, cashier's or treasurer's check or a financial surety bond for \$197,700, payable to the order of the Borough of Englewood Cliffs, to secure the Borough from any loss resulting from a failure to comply with the terms of this proposal.

Authorized Signature

Title

Bidder

Telephone Number

Email Address

Each Bidder is requested to supply the following for informational purposes only and such information is not part of the bid:

Aggregate amount of interest on the Bonds:	\$ _____
Less: Amount of Premium	\$ _____
Net Interest Cost	\$ _____
Net Interest Rate	_____ %

Return of good faith check is hereby acknowledged.

Bidder

Authorized Signature

Title

Date