

EXTRACT from the minutes of a regular meeting of the City Council of the City of Vineland, in the County of Cumberland, New Jersey held at the Municipal Building, Vineland, New Jersey on June 10, 2014.

PRESENT:

ABSENT:

\*\*\*\*\*

\_\_\_\_\_ introduced and moved the adoption of the following resolution and \_\_\_\_\_ seconded the motion:

**RESOLUTION DETERMINING THE FORM AND OTHER DETAILS OF \$80,000,000 ELECTRIC UTILITY BONDS OF THE CITY OF VINELAND, IN THE COUNTY OF CUMBERLAND, NEW JERSEY AND PROVIDING FOR THEIR SALE.**

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF VINELAND, IN THE COUNTY OF CUMBERLAND, NEW JERSEY AS FOLLOWS:

Section 1. The \$80,000,000 Electric Utility Bonds of the City of Vineland, in the County of Cumberland, New Jersey (the "City") referred to and described in the resolution adopted by the City Council pursuant to the Local Bond Law of the State of New Jersey on June 10, 2014, and entitled, "Resolution Providing for the Combination of Certain Issues of Electric Utility

Bonds of the City of Vineland, in the County of Cumberland, New Jersey into a Single Issue of Bonds Aggregating \$80,000,000 in Principal Amount,” shall be issued as “Electric Utility Bonds” (the “Bonds”). The Bonds shall mature in the principal amounts on July 15 as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2015	\$1,750,000	2030	\$2,750,000
2016	\$1,750,000	2031	\$2,750,000
2017	\$1,750,000	2032	\$2,750,000
2018	\$1,750,000	2033	\$3,000,000
2019	\$1,750,000	2034	\$3,000,000
2020	\$2,000,000	2035	\$3,000,000
2021	\$2,000,000	2036	\$3,000,000
2022	\$2,000,000	2037	\$3,000,000
2023	\$2,000,000	2038	\$3,500,000
2024	\$2,500,000	2039	\$3,500,000
2025	\$2,500,000	2040	\$3,500,000
2026	\$2,500,000	2041	\$3,500,000
2027	\$2,500,000	2042	\$3,500,000
2028	\$2,750,000	2043	\$3,500,000
2029	\$2,750,000	2044	\$3,500,000

The Bonds shall be subject to redemption prior to maturity. The Bonds shall be 30 in number, with one certificate being issued for each year of maturity, and shall be numbered EU-1 to EU-30, inclusive.

Section 2. The Bonds will be issued in fully registered form. One certificate shall be issued for the aggregate principal amount of the Bonds maturing in each year. Both principal of and interest on the Bonds will be payable in lawful money of the United States of America. Each certificate will be registered in the name of CEDE & CO., as nominee of The Depository Trust Company, New York, New York, which will act as securities depository (the “Securities Depository”). The certificates will be on deposit with the Securities Depository. The Securities Depository 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 recording the beneficial ownership interests in the Bonds on behalf of individual purchasers. Individual purchases may be made in the principal amount of \$5,000, or any integral multiple thereof except, where necessary, also in the amount of \$1,000, through book-entries made on the books and the records of the Securities Depository and its participants

The Bonds will be dated the date of delivery and will bear interest payable semiannually on the fifteenth day of July and January in each year until maturity, commencing on January 15, 2015, at a rate or rates per annum, expressed in a multiple of 1/8 or 1/20 of 1% and proposed by the successful bidder in accordance with the Notice of Sale authorized herein. The principal of and the interest on the Bonds will be paid to the Securities Depository by the City on the respective maturity dates and due dates and will be credited on the respective maturity dates and due dates to the participants of the Securities Depository as listed on the records of the Securities Depository as of each next preceding January 1 and July 1 (the "Record Dates" for the Bonds). The Bonds shall be executed by the manual or facsimile signatures of the Mayor and the Chief Financial Officer/Comptroller under the official seal (or facsimile thereof) affixed, printed, engraved or reproduced thereon and attested by the manual signature of the City Clerk. The following matters are hereby determined with respect to the Bonds:

Section 3. The Bonds shall be substantially in the following form with such additions, deletions and omissions as may be necessary for the City to market the Bonds or to comply with the requirements of the Securities Depository:

REGISTERED  
NUMBER EU -

REGISTERED  
\$ \_\_\_\_\_

UNITED STATES OF AMERICA  
STATE OF NEW JERSEY  
COUNTY OF CUMBERLAND

CITY OF VINELAND

ELECTRIC UTILITY BOND

DATED DATE:	MATURITY DATE:	RATE OF INTEREST PER ANNUM:	CUSIP:
7/16/14	7/15/	_____ %	_____

CITY OF VINELAND, in the County of Cumberland, New Jersey (the “City”) hereby acknowledges itself indebted and for value received promises to pay to CEDE & CO., as nominee of The Depository Trust Company, which will act as Securities Depository, on the Maturity Date specified above, the principal sum of \_\_\_\_\_ DOLLARS (\$ \_\_\_\_\_), and to pay interest on such sum from the Dated Date of this bond until it matures at the Rate of Interest Per Annum specified above semiannually on the fifteenth days of January and July in each year until maturity, commencing on January 15, 2015. Interest on this bond will be paid to the Securities Depository by the City and will be credited to the participants of The Depository Trust Company as listed on the records of The Depository Trust Company as of the January 1 and July 1 next preceding the date of such payments (the “Record Dates” for such payments). Principal of this bond, upon presentation and surrender to the City will be paid to the Securities Depository by the City and will be credited to the participants of The Depository Trust Company.

This bond is not transferable as to principal or interest except to an authorized nominee of The Depository Trust Company. The Depository Trust Company shall be responsible for maintaining the book-entry system for recording the interests of its participants or the transfers of the interests among its participants. The participants are responsible for maintaining records regarding the beneficial ownership interests in the bonds on behalf of individual purchasers.

The Bonds maturing prior to July 15, 2024 are not subject to optional redemption prior to maturity. The Bonds maturing on or after July 15, 2024 are subject to redemption on or after July 15, 2023 at 100% of the principal amount thereof (the “Redemption Price”), plus in each case accrued interest to the date fixed for redemption.

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 City or a duly appointed Bond Registrar. Any failure of the 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 City determines to redeem a portion of the bonds prior to maturity, the bonds to be redeemed shall be selected by the City; the bonds to be redeemed having the same maturity shall be selected by the Securities Depository in accordance with its regulations.

So long as CEDE & CO., as nominee of DTC, is the registered owner of the Bonds, the City shall send redemption notices only to CEDE & CO.

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.

As long as The Depository Trust Company is the depository for the Bonds as provided herein, the procedures of The Depository Trust Company will determine the method of selection for redemption within a maturity. Otherwise, it will be by lot or by a similar method.

This bond is one of an authorized issue of bonds issued pursuant to the Local Bond Law of the State of New Jersey, a resolution of the City of Vineland adopted June 10, 2014 and entitled, "Resolution Providing for the Combination of Certain Issues of Electric Utility Bonds of the City of Vineland, in the County of Cumberland, New Jersey into a Single Issue of Bonds Aggregating \$80,000,000 in Principal Amount," and the various bond ordinances referred to therein, each in all respects duly approved and published as required by law (the "Authorization Proceedings").

The full faith and credit of the City are hereby irrevocably pledged for the punctual payment of the principal of and the interest on this bond according to its terms.

It is hereby certified and recited that all conditions, acts and things required by the constitution or the statutes of the State of New Jersey to exist, to have happened or to have been performed precedent to or in the issuance of this bond exist, have happened and have been performed and that the issue of bonds of which this is one, together with all other indebtedness of the City, is within every debt and other limit prescribed by such constitution or statutes.

IN WITNESS WHEREOF, the CITY OF VINELAND has caused this bond to be executed in its name by the manual or facsimile signatures of its Mayor and its Chief Financial Officer/Comptroller, its corporate seal to be hereunto imprinted or affixed, this bond and the seal to be attested by the manual signature of its City Clerk, and this bond to be dated the Dated Date as specified above.

CITY OF VINELAND

By \_\_\_\_\_  
Mayor

ATTEST:

By \_\_\_\_\_  
Clerk

By \_\_\_\_\_  
Chief Financial Officer/Comptroller

Section 4. (a) The Bonds shall be sold on July 8, 2014, or such other date as determined by the Chief Financial Officer/Comptroller, by electronic auction in accordance with the Full Notice of Sale authorized in Exhibit A attached hereto. The City Clerk is hereby directed to arrange for the publication of the Short Notice of Sale authorized in Exhibit B attached hereto and McManimon, Scotland & Baumann, LLC, is hereby directed to arrange for the publication of the Summary Notice of Sale authorized in Exhibit C in the form provided herein, such publications to be not less than seven days prior to the date of sale. The Short Notice of Sale shall be published in the Daily Journal (or another local newspaper) and the Summary Notice of Sale shall be published in The Bond Buyer, a financial newspaper published and circulating in the City of New York, New York.

(b) Pursuant to N.J.S.A. 40A:2-34, the City hereby designates the Chief Financial Officer/Comptroller to sell and to award the Bonds in accordance with the Notice of Sale authorized herein with such changes to the terms as determined by such financial officer that may be necessary or beneficial to the City, and such financial officer shall report in writing the results of the sale to this Council as required by law. The Chief Financial Officer/Comptroller is hereby authorized and directed, consistent with the terms of the Notice of Sale, to retain the good faith deposit of the successful bidder and to immediately return such good faith deposits, whether by wire or check to the unsuccessful bidders.

Section 5. The Full Notice of Sale shall be substantially in the form attached hereto as Exhibit A with additions, deletions and omissions as may be necessary for the City to market the Bonds in accordance with the requirements of The Depository Trust Company and MuniAuction. The Short Notice of Sale shall be substantially in the form attached hereto as Exhibit B with such additions, deletions and omissions as may be necessary for the City to

market the Bonds in accordance with the requirements of The Depository Trust Company and MuniAuction. The Summary Notice of Sale shall be substantially in the form attached hereto as Exhibit C with such additions, deletions and omissions as may be necessary for the City to market the Bonds in accordance with the requirements of The Depository Trust Company and MuniAuction.

Section 6. The Bonds shall have printed thereon a copy of the written opinion with respect to the Bonds that is to be rendered by the law firm of McManimon, Scotland & Baumann, LLC, complete except for omission of its date.

Section 7. The law firm of McManimon, Scotland & Baumann, LLC is authorized to arrange for the printing of the Bonds and is authorized to arrange for the printing of the Official Statement to be prepared by McManimon, Scotland & Baumann, LLC and City officials. The Mayor and the Chief Financial Officer/Comptroller are authorized to execute any certificates necessary in connection with the distribution of the Official Statement. Such Official Statement may be distributed in preliminary form and deemed final for purposes of Rule 15c2-12 of the Securities and Exchange Commission on behalf of the City by the Chief Financial Officer/Comptroller or by the Mayor. Final Official Statements shall be delivered to the purchaser of the Bonds within the earlier of seven business days following the sale of the Bonds or to accompany the purchaser's confirmations that request payment for the Bonds.

Section 8. The City hereby covenants that it will comply with any conditions subsequent imposed by the Internal Revenue Code of 1986, as amended (the "Code"), in order to preserve the exemption from taxation of interest on the Bonds, including the requirement to rebate all net investment earnings on the gross proceeds above the yield on the Bonds, if necessary.



Section 9. The Chief Financial Officer/Comptroller is hereby authorized to make representations and warranties, to enter into agreements and to make all arrangements with The Depository Trust Company, New York, New York, as may be necessary in order to provide that the Bonds will be eligible for deposit with The Depository Trust Company and to satisfy any obligation undertaken in connection therewith.

Section 10. In the event that The Depository Trust Company may determine to discontinue providing its service with respect to the Bonds or is removed by the City and if no successor Securities Depository is appointed, the Bonds which were previously issued in book-entry form shall be converted to Registered Bonds in denominations of \$5,000, or any integral multiple thereof except, if necessary, also in the amount of \$1,000. The beneficial owner under the book-entry system, upon registration of the Bonds held in the beneficial owner's name, will become the registered owner of the Registered Bonds. The City shall be obligated to provide for the execution and delivery of the Registered Bonds in certified form.

Section 11. Solely for purposes of complying with Rule 15c2-12 of the Securities and Exchange Commission, as amended and interpreted from time to time (the "Rule"), and provided that the Bonds are not exempt from the Rule and provided that the Bonds are not exempt from the following requirements in accordance with paragraph (d) of the Rule, for so long as the Bonds remain outstanding (unless the Bonds have been wholly defeased), the City shall provide for the benefit of the holders of the Bonds and the beneficial owners thereof:

(a) On or prior to 270 days from the end of each fiscal year, beginning with the fiscal year ending December 31, in each year in which the Bonds mature to the Municipal Securities Rulemaking Board through the Electronic Municipal Market Access Dataport (the "MSRB") and to the appropriate State information depository ("State Repository"), if any, annual financial

information with respect to the City consisting of the audited financial statements (or unaudited financial statements if audited financial statements are not then available, which audited financial statements will be delivered when and if available) of the City and certain financial information and operating data consisting of (i) City and overlapping indebtedness including a schedule of outstanding debt issued by the City, (ii) the City's most current adopted budget, (iii) property valuation information, and (iv) tax rate, levy and collection data. The audited financial information will be prepared in accordance with modified cash accounting as mandated by State of New Jersey statutory principles in effect from time to time or with generally accepted accounting principles as modified by governmental accounting standards as may be required by New Jersey law and shall be filed electronically and accompanied by identifying information with the National Repository;

(b) in a timely manner not in excess of ten business days after the occurrence of the event, to the MSRB and to the State Repository, if any, notice of any of the following events with respect to the Bonds (herein "Material Events"):

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults, if material;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers, or their failure to perform;
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability. Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;
- (7) Modifications to rights of security holders, if material;
- (8) Bond calls, if material, and tender offers;
- (9) Defeasances;
- (10) Release, substitution, or sale of property securing repayment of the

- securities, if material;
- (11) Rating changes;
- (12) Bankruptcy, insolvency, receivership or similar event of the obligated person;
- (13) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- (14) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

For the purposes of the event identified in subparagraph (12) above, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person.

(c) in a timely manner to the MSRB and to the State Repository, if any, notice of failure of the City to provide required annual financial information on or before the date specified in this resolution.

(d) If all or any part of the Rule ceases to be in effect for any reason, then the information required to be provided under this resolution, insofar as the provision of the Rule no longer in effect required the provision of such information, shall no longer be required to be

provided.

(e) The Chief Financial Officer/Comptroller shall determine, in consultation with Bond Counsel, the application of the Rule or the exemption from the Rule for each issue of obligations of the City prior to their offering. Such officer is hereby authorized to enter into additional written contracts or undertakings to implement the Rule and is further authorized to amend such contracts or undertakings or the undertakings set forth in this resolution, provided such amendment is, in the opinion of nationally recognized bond counsel, in compliance with the Rule.

(f) In the event that the City fails to comply with the Rule or the written contracts or undertakings specified in this resolution, the City shall not be liable for monetary damages, remedy being hereby specifically limited to specific performance of the Rule requirements or the written contracts or undertakings therefor.

Section 12. This resolution shall take effect immediately.

The foregoing resolution was adopted by the following vote:

AYES:

NAYES:

CERTIFICATE

I, Keith Petrosky, Clerk of the City of Vineland, in the County of Cumberland, State of New Jersey (the "City"), HEREBY CERTIFY that the foregoing annexed extract from the minutes of a meeting of the governing body of the City duly called and held on June 10, 2014 has been compared by me with the original minutes as officially recorded in my office in the Minute Book of the governing body and is a true, complete and correct copy thereof and of the whole of the original minutes so far as they relate to the subject matters referred to in the extract.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the City this 10<sup>th</sup> day of June, 2014.

---

Keith Petrosky, Clerk

[SEAL]

**EXHIBIT A**

**FULL NOTICE OF SALE**

**(Notice of Sale to be Posted by GrantStreet)**

**NOTICE OF SALE**  
**\$80,000,000\* ELECTRIC UTILITY BONDS**  
**OF THE**  
**CITY OF VINELAND,**  
**IN THE COUNTY OF CUMBERLAND, NEW JERSEY**  
**(Book-Entry Only Bonds)/(Callable)**

**SUMMARY**

ISSUER: City of Vineland, County of Cumberland, New Jersey

PAR AMOUNT: \$80,000,000\*

SECURITY: General Obligations of the City

TAX EXEMPT: Yes

RATINGS AND INSURANCE: Rating to be Obtained by the City  
Insurance to be Obtained by the Bidders

TYPE OF SALE: Electronic Auction with Two Minute Rule (See Bidding Details Item (7) herein)

AUCTION AGENT: MuniAuction

BID/AWARD DATE: July 8, 2015 at 10:00 AM to 10:15 AM with Two Minute Rule applicable. Award by 1:00 PM

DATED DATE: July 16, 2014

DELIVERY DATE: July 16, 2014

INTEREST PAYMENT DATES: January 15 and July 15, commencing January 15, 2015

CALL DATE: February 1, 2023 @ par for Bonds maturing on or after February 1, 2024

MINIMUM BID: \$80,000,000\* (Par). To the extent that a premium is bid such that the amount exceeds par, such premium shall not exceed \$2,000,000 as noted hereinafter.

BID SECURITY: **Good Faith Check or wire transfer in the amount of \$1,600,000 received by City (prior to bidding) or Financial Surety Bond from Sure-Bid**

BASIS OF AWARD: True Interest Cost

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

OFFERING STATEMENT: Preliminary Official Statement available at [www.GrantStreet.com](http://www.GrantStreet.com)

\*Preliminary, subject to change.

---

## NOTICE

---

NOTICE IS HEREBY GIVEN that bids will be received by the City of Vineland, in the County of Cumberland, New Jersey (the "City") for the purchase of \$80,000,000\* Electric Utility Bonds (the "Bonds"). **All Bids (as defined below) must be submitted in their entirety on Grant Street Group's MuniAuction website ("MuniAuction") prior to 10:15 a.m., New Jersey time on July 8, 2015, unless otherwise extended by the two-minute rule described herein (see "Bidding Details"). The auction will begin at 10:00 a.m., New Jersey time on July 8, 2015 (the "Bid Date"). To bid via MuniAuction, Bidders (as defined below) must have both (1) completed the registration form on either MuniAuction or Grant Street Group website (parent of MuniAuction, herein referred to as "Grant Street") and (2) requested and received admission to the City's auction, as described herein (see "Registration and Admission to Bid") and (3) submitted a good faith check, wire transfer or Financial Surety Bond, payable to the City, in the amount of \$1,600,000 prior to the Bid Date (see Bidding Details below). The use of MuniAuction shall be at the Bidder's risk and expense, and the City shall have no liability with respect thereto.**

### **Preliminary and Final Official Statement**

The City's Preliminary Official Statement (the "POS"), dated on or about June 24, 2014, is available for viewing in electronic format on MuniAuction. The MuniAuction address is [www.GrantStreet.com](http://www.GrantStreet.com). In addition, broker dealers registered with the National Association of Securities Dealers (the "NASD") and dealer banks with The Depository Trust Company (the "DTC") clearing arrangements may either: (a) print out a copy of the POS on their own printer, or (b) at any time prior to July 8, 2015, elect to receive a photocopy of the POS in the mail by requesting it on MuniAuction or by calling the City's bond counsel, McManimon, Scotland & Baumann, LLC, ("Bond Counsel"), 75 Livingston Avenue; 2<sup>nd</sup> Floor, Roseland, New Jersey 07068. Calls should be directed to Edward J. McManimon, III, Esq. at (973) 622-5028 or Elizabeth Manuel, Paralegal at (973) 622-5280. In order to print a copy or request a photocopy of the POS from MuniAuction, click the "View POS" button on the MuniAuction Selections Page and follow the instructions. 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 City to be final as of its date, for purposes of SEC 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 City 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.

### **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 \$80,000,000\*. There will be only one CUSIP assigned to each annual maturity of the Bonds. First, a Bidder must submit a conforming Bid for the entire issue, and if such Bid is accepted by the City, the Bidder will be required to purchase the entire issue in accordance with such Bid.

### **Insurance**

All or any part of the Bonds can be insured at the option of the Bidder. The insurance premium, if any, will be paid by the Bidder.

### **Interest Payment Dates; Description of the Bonds**

The Bonds will be dated July 16, 2014 and will bear interest from such date payable semiannually on each January 15 and July 15, commencing on January 15, 2014.

---

\*Preliminary, subject to change.

### **Principal Amortization**



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

<u>Year</u>	<u>Principal Amount*</u>	<u>Year*</u>	<u>Principal Amount*</u>
2015	\$1,750,000	2030	\$2,750,000
2016	\$1,750,000	2031	\$2,750,000
2017	\$1,750,000	2032	\$2,750,000
2018	\$1,750,000	2033	\$3,000,000
2019	\$1,750,000	2034	\$3,000,000
2020	\$2,000,000	2035	\$3,000,000
2021	\$2,000,000	2036	\$3,000,000
2022	\$2,000,000	2037	\$3,000,000
2023	\$2,000,000	2038	\$3,500,000
2024	\$2,500,000	2039	\$3,500,000
2025	\$2,500,000	2040	\$3,500,000
2026	\$2,500,000	2041	\$3,500,000
2027	\$2,500,000	2042	\$3,500,000
2028	\$2,750,000	2043	\$3,500,000
2029	\$2,750,000	2044	\$3,500,000

The Bonds will be issued in book-entry form only, initially in the name of CEDE & CO., as nominee of the Depository Trust Company, New York, New York (the "DTC"). Purchasers will not receive certificates representing their interests in the Bonds. Individual purchases will be in the principal amount of \$5,000 and integral multiples thereof except, where necessary, also in the amount of \$1,000. 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.

### **Redemption Provisions**

The Bonds maturing prior to July 15, 2024 are not subject to optional redemption prior to maturity. The Bonds maturing on or after July 15, 2024 are subject to redemption on or after July 15, 2023 at 100% of the principal amount thereof (the "Redemption Price"), plus in each case accrued interest to the date fixed for redemption.

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 City or a duly appointed Bond Registrar. Any failure of the 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 City determines to redeem a portion of the Bonds prior to maturity, the Bonds to be redeemed shall be selected by the City; the bonds to be redeemed having the same maturity shall be selected by the Securities Depository in accordance with its regulations.

---

\*Preliminary, subject to change.

### **Registration and Admission to Bid**

To bid by MuniAuction, Bidders must first visit MuniAuction where, if they have never registered with either MuniAuction or Grant Street, they can register and then request admission to bid on the Bonds. Bidders will be notified prior to the scheduled bidding time of their eligibility to bid. Only NASD registered broker-dealers or

dealer banks with DTC clearing arrangements will be eligible to bid. Bidders who have previously registered with MuniAuction may call MuniAuction at (412) 391-5555 (ext. 370 Auction Support) for their ID Number or password. Rules governing the sale and the rules applicable to MuniAuction are available in the full Notice of Sale at [www.muniauction.com](http://www.muniauction.com).

### **Bidding Details**

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

- (1) **BIDDERS MUST SUBMIT EITHER A GOOD FAITH CHECK, WIRE TRANSFER (PLEASE CONTACT THE FINANCIAL ADVISOR FOR WIRE INSTRUCTIONS) OR A FINANCIAL SURETY BOND IN THE AMOUNT OF \$1,600,000 PAYABLE TO THE CITY PRIOR TO THE TIME FOR SUBMISSION OF BIDS AT THE FOLLOWING ADDRESS:**

Roxanne B. Tosto,  
Chief Financial Officer/Comptroller  
City of Vineland  
640 East Wood Street  
Vineland, New Jersey 08360

**BIDDERS SUBMITTING GOOD FAITH CHECKS SHOULD ALSO ENCLOSE A RETURN ENVELOPE FOR USE BY THE CITY.**

- (2) All Bids must be submitted on the MuniAuction website at [www.GrantStreet.com](http://www.GrantStreet.com). **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 City with a bid premium. **Any such premium shall not be greater than \$2,000,000.** 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 must specify a rate of interest for each maturity of the Bonds which rate of interest must be expressed in multiples of one-eighth (1/8) or one-twentieth (1/20) of one percent (1%). All of the Bonds of the same maturity must bear the same interest rate. The difference between the highest and lowest interest rates named in the Bid shall not exceed three percent (3%) per annum.
- (6) Bidders are only permitted to submit Bids for the Bonds during the bidding period.
- (7) If any Bid on the auction becomes a leading Bid two (2) minutes, or less, prior to the end of the auction, then the auction will be automatically extended by two (2) minutes from the time such Bid was received by MuniAuction. The auction end time will continue to be extended, indefinitely, until a single leading Bid remains the leading Bid for at least two (2) minutes.
- (8) Bidders may change and submit Bids as many times as they like during the bidding time period; provided however, each and any Bid submitted subsequent to a Bidder's initial Bid must result in a lower True Interest Cost (as defined herein and referred to as "TIC") when compared to the immediately preceding Bid of such Bidder. In the event that the revised Bid does not produce a lower TIC, the prior Bid will remain valid.
- (9) The last Bid submitted by a Bidder before the end of the bidding time period will be compared to all other final Bids submitted by others to determine the winning Bidder or Bidders.
- (10) During the bidding, no Bidder will see any other Bidder's Bid, but Bidders will be able to see the ranking of their Bid relative to other Bids (i.e., "Leader", "Cover", "3<sup>rd</sup>", etc.).

### **Rules of MuniAuction**

The rules of MuniAuction (the "Rules") can be viewed on MuniAuction and are incorporated herein by reference. Bidders must comply with the Rules in addition to the requirements of the Notice of Sale for the City's Bonds dated the date hereof (the "Notice of Sale"). To the extent there is a conflict between the Rules and the Notice of Sale, the Notice of Sale shall control.

## Rules

- (1) A Bidder submitting a Winning Bid is irrevocably obligated to purchase the Bonds at the rates and prices of the Winning Bid, if acceptable to the City, as set forth in the related Notice of Sale. **Winning Bids are not officially awarded to the Bidder until formally accepted by the City.**
- (2) Neither the City, the Bond Counsel, the Financial Advisor nor MuniAuction (the “Auction Administrator”) is responsible for technical difficulties that result in loss of Bidder’s internet connection with MuniAuction, slowness in transmission of Bids, or other technical problems.
- (3) If for any reason a Bidder is disconnected from MuniAuction’s Auction Page during the auction after having submitted a Winning Bid, such Bid is valid and binding upon the Bidder, unless the City exercises its right to reject Bids, as set forth herein.
- (4) Bids which generate error messages are not accepted until the error is corrected and the Bid is received prior to the deadline.
- (5) Bidders accept and agree to abide by all terms and conditions specified in the Notice of Sale (including amendments, if any) related to each auction.
- (6) Neither the City, the Bond Counsel, the Financial Advisor nor the Auction Administrator is responsible to any Bidder for any defect or inaccuracy in the Notice of Sale, amendments, or POS as they appear on MuniAuction.
- (7) Only Bidders who request and received admission to an auction and who have submitted a good faith check as required by the terms of his Notice of Sale may submit Bids. The Bond Counsel, the Financial Advisor and the Auction Administrator reserve the right to deny access to MuniAuction to any Bidder, whether registered or not, at any time and for any reason whatsoever, in their sole and absolute discretion.
- (8) Neither the City, the Bond Counsel, the Financial Advisor nor the Auction Administrator is responsible for protecting the confidentiality of a Bidder’s MuniAuction password.
- (9) If two (2) Bids are submitted in the auction by the same or two or more different Bidders and result in same TIC, the first confirmed Bid received by MuniAuction prevails. Any change to a submitted Bid constitutes a new Bid, regardless of whether there is a corresponding change in TIC.
- (10) Bidders must compare their final Bids to those shown on the Observation Pages immediately after the bidding time period ends, and if they disagree with the final results shown on the Observation Pages they must report them to MuniAuction within fifteen (15) minutes after the bidding time period ends. Regardless of the final results reported by MuniAuction, bonds are definitively awarded to winning Bidders only upon official award by the City. If, for any reason, the City fails to: (i) award bonds to the winning Bidder reported by MuniAuction, or (ii) deliver bonds to the winning Bidders at settlement, neither the Bond Counsel nor the Auction Administrator will be liable for damages.

## Definitions

- “Bid” any confirmed purchase offer received by MuniAuction on or before the auction deadline.
- “Bidder” any firm registered with either MuniAuction or Grant Street and approved for participation in auctions.
- “Winning Bid” any purchase offer made by a Bidder by clicking the “Submit Bid” button and received by MuniAuction which, at the end of the bidding time period, results in the lowest TIC

which is acceptable to the City.

“True Interest Cost” 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 True Interest Cost serves as the basis for awarding bonds to winning Bidders.

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

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

Bids must remain valid until at least 1:00 p.m., prevailing time, on the date of the sale, and if accepted by the City, prior to such time, shall be irrevocable except as otherwise provided in the Notice of Sale. Upon selection of the winning Bidder, the City 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 or a Financial Surety Bond in the amount of \$1,600,000, payable to the order of the City, 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 Issuer prior to the time for bids to be submitted. Each bidder accepts responsibility for delivering such check on time and the Issuer is not responsible for any check 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 Issuer prior to the opening of the bids 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 City 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 City by wire transfer as instructed by the Issuer 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 City 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 City. 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 1:00 p.m. of the day for receipt of such Bids 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 City on or about July 16, 2014.

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

The City 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.

### **Delivery of the Bonds**

The Bonds will be delivered on or about July 16, 2014 (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 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 City relating to the official statement.

## **CUSIP Numbers**

**Although there are three series of Bonds offered for sale, they are all general obligations of the City. As a result, there will only be one set of CUSIP numbers.**

CUSIP numbers will be applied for with respect to the Bonds, but the City 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 Purchaser.

## **Legal Opinions**

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

## **Postponement**

The City reserves the right to postpone, from time to time, the date and time established for receipt of Bids. **ANY SUCH POSTPONEMENT WILL BE PUBLISHED ON MUNIAUCTION, BEFORE 10:00 A.M. ON THE DAY BEFORE THE SALE.** 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 MuniAuction 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 MuniAuction 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 City. The Notice of Sale and the POS may be viewed on MuniAuction. However, the City makes no assurance or representation with respect to the form of the Notice of Sale and the POS on MuniAuction, 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 Bond Counsel at the address and phone number stated above. Additional information relating to the auction or a private bidding tutorial may be obtained by calling the Auction Administrator at (412) 391-5555 (ext. 370 Auction Support). Additional information relating to the financing of the City can be obtained by contacting the undersigned Chief Financial Officer/Comptroller at (856) 794-4000 (Ext. 4640) or the David Kotok, Financial Advisor at (856) 692-6690.

CITY OF VINELAND

By: Roxanne B. Tosto, Chief Financial Officer/Comptroller

Dated: June 24, 2014

**EXHIBIT B**

**SHORT NOTICE OF SALE**

**(Notice of Sale to be Published by City Clerk in the Daily Journal)**

**NOTICE OF SALE**  
**\$80,000,000\* ELECTRIC UTILITY BONDS**  
**OF THE**  
**CITY OF VINELAND,**  
**IN THE COUNTY OF CUMBERLAND, NEW JERSEY**  
**(Book-Entry Only Bonds)/(Callable)**

**SUMMARY**

ISSUER: City of Vineland, County of Cumberland, New Jersey

PAR AMOUNT: \$80,000,000\*

SECURITY: General Obligations of the City

TAX EXEMPT: Yes

RATINGS AND INSURANCE: Rating to be Obtained by the City  
Insurance to be Obtained by the Bidders

TYPE OF SALE: Electronic Auction with Two Minute Rule (See Bidding Details Item (7) herein)

AUCTION AGENT: MuniAuction

BID/AWARD DATE: July 8, 2015 at 10:00 AM to 10:15 AM with Two Minute Rule applicable. Award by 1:00 PM

DATED DATE: July 16, 2014

DELIVERY DATE: July 16, 2014

INTEREST PAYMENT DATES: January 15 and July 15, commencing January 15, 2015

CALL DATE: February 1, 2023 @ par for Bonds maturing on or after February 1, 2024

MINIMUM BID: \$80,000,000\* (Par). To the extent that a premium is bid such that the amount exceeds par, such premium shall not exceed \$2,000,000 as noted hereinafter.

BID SECURITY: **Good Faith Check or wire transfer in the amount of \$1,600,000 received by City (prior to bidding) or Financial Surety Bond from Sure-Bid**

BASIS OF AWARD: True Interest Cost

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

OFFERING STATEMENT: Preliminary Official Statement available at [www.GrantStreet.com](http://www.GrantStreet.com)

\*Preliminary, subject to change.

---

## NOTICE

---

NOTICE IS HEREBY GIVEN that bids will be received by the City of Vineland, in the County of Cumberland, New Jersey (the "City") for the purchase of \$80,000,000\* Electric Utility Bonds (the "Bonds"). **All Bids (as defined below) must be submitted in their entirety on Grant Street Group's MuniAuction website ("MuniAuction") prior to 10:15 a.m., New Jersey time on July 8, 2015, unless otherwise extended by the two-minute rule described herein (see "Bidding Details"). The auction will begin at 10:00 a.m., New Jersey time on July 8, 2015 (the "Bid Date"). To bid via MuniAuction, Bidders (as defined below) must have both (1) completed the registration form on either MuniAuction or Grant Street Group website (parent of MuniAuction, herein referred to as "Grant Street") and (2) requested and received admission to the City's auction, as described herein (see "Registration and Admission to Bid") and (3) submitted a good faith check, wire transfer or Financial Surety Bond, payable to the City, in the amount of \$1,600,000 prior to the Bid Date (see Bidding Details below). The use of MuniAuction shall be at the Bidder's risk and expense, and the City shall have no liability with respect thereto.**

### **Preliminary and Final Official Statement**

The City's Preliminary Official Statement (the "POS"), dated on or about June 24, 2014, is available for viewing in electronic format on MuniAuction. The MuniAuction address is [www.GrantStreet.com](http://www.GrantStreet.com). In addition, broker dealers registered with the National Association of Securities Dealers (the "NASD") and dealer banks with The Depository Trust Company (the "DTC") clearing arrangements may either: (a) print out a copy of the POS on their own printer, or (b) at any time prior to July 8, 2015, elect to receive a photocopy of the POS in the mail by requesting it on MuniAuction or by calling the City's bond counsel, McManimon, Scotland & Baumann, LLC, ("Bond Counsel"), 75 Livingston Avenue; 2<sup>nd</sup> Floor, Roseland, New Jersey 07068. Calls should be directed to Edward J. McManimon, III, Esq. at (973) 622-5028 or Elizabeth Manuel, Paralegal at (973) 622-5280. In order to print a copy or request a photocopy of the POS from MuniAuction, click the "View POS" button on the MuniAuction Selections Page and follow the instructions. 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 City to be final as of its date, for purposes of SEC 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 City 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.

### **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 \$80,000,000\*. There will be only one CUSIP assigned to each annual maturity of the Bonds. First, a Bidder must submit a conforming Bid for the entire issue, and if such Bid is accepted by the City, the Bidder will be required to purchase the entire issue in accordance with such Bid.

### **Insurance**

All or any part of the Bonds can be insured at the option of the Bidder. The insurance premium, if any, will be paid by the Bidder.

### **Interest Payment Dates; Description of the Bonds**

The Bonds will be dated July 16, 2014 and will bear interest from such date payable semiannually on each January 15 and July 15, commencing on January 15, 2014.

---

\*Preliminary, subject to change.

### **Principal Amortization**



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

<u>Year</u>	<u>Principal Amount*</u>	<u>Year*</u>	<u>Principal Amount*</u>
2015	\$1,750,000	2030	\$2,750,000
2016	\$1,750,000	2031	\$2,750,000
2017	\$1,750,000	2032	\$2,750,000
2018	\$1,750,000	2033	\$3,000,000
2019	\$1,750,000	2034	\$3,000,000
2020	\$2,000,000	2035	\$3,000,000
2021	\$2,000,000	2036	\$3,000,000
2022	\$2,000,000	2037	\$3,000,000
2023	\$2,000,000	2038	\$3,500,000
2024	\$2,500,000	2039	\$3,500,000
2025	\$2,500,000	2040	\$3,500,000
2026	\$2,500,000	2041	\$3,500,000
2027	\$2,500,000	2042	\$3,500,000
2028	\$2,750,000	2043	\$3,500,000
2029	\$2,750,000	2044	\$3,500,000

The Bonds will be issued in book-entry form only, initially in the name of CEDE & CO., as nominee of the Depository Trust Company, New York, New York (the "DTC"). Purchasers will not receive certificates representing their interests in the Bonds. Individual purchases will be in the principal amount of \$5,000 and integral multiples thereof except, where necessary, also in the amount of \$1,000. 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.

### **Redemption Provisions**

The Bonds maturing prior to July 15, 2024 are not subject to optional redemption prior to maturity. The Bonds maturing on or after July 15, 2024 are subject to redemption on or after July 15, 2023 at 100% of the principal amount thereof (the "Redemption Price"), plus in each case accrued interest to the date fixed for redemption.

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 City or a duly appointed Bond Registrar. Any failure of the 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 City determines to redeem a portion of the Bonds prior to maturity, the Bonds to be redeemed shall be selected by the City; the bonds to be redeemed having the same maturity shall be selected by the Securities Depository in accordance with its regulations.

---

\*Preliminary, subject to change.

### **Registration and Admission to Bid**

To bid by MuniAuction, Bidders must first visit MuniAuction where, if they have never registered with either MuniAuction or Grant Street, they can register and then request admission to bid on the Bonds. Bidders will be notified prior to the scheduled bidding time of their eligibility to bid. Only NASD registered broker-dealers or

dealer banks with DTC clearing arrangements will be eligible to bid. Bidders who have previously registered with MuniAuction may call MuniAuction at (412) 391-5555 (ext. 370 Auction Support) for their ID Number or password. Rules governing the sale and the rules applicable to MuniAuction are available in the full Notice of Sale at [www.muniauction.com](http://www.muniauction.com).

### **Bidding Details**

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

**(1) BIDDERS MUST SUBMIT EITHER A GOOD FAITH CHECK, WIRE TRANSFER (PLEASE CONTACT THE FINANCIAL ADVISOR FOR WIRE INSTRUCTIONS) OR A FINANCIAL SURETY BOND IN THE AMOUNT OF \$1,600,000 PAYABLE TO THE CITY PRIOR TO THE TIME FOR SUBMISSION OF BIDS AT THE FOLLOWING ADDRESS:**

Roxanne B. Tosto,  
Chief Financial Officer/Comptroller  
City of Vineland  
640 East Wood Street  
Vineland, New Jersey 08360

**BIDDERS SUBMITTING GOOD FAITH CHECKS SHOULD ALSO ENCLOSE A RETURN ENVELOPE FOR USE BY THE CITY.**

- (2) All Bids must be submitted on the MuniAuction website at [www.GrantStreet.com](http://www.GrantStreet.com). **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 City with a bid premium. **Any such premium shall not be greater than \$2,000,000.** 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 must specify a rate of interest for each maturity of the Bonds which rate of interest must be expressed in multiples of one-eighth (1/8) or one-twentieth (1/20) of one percent (1%). All of the Bonds of the same maturity must bear the same interest rate. The difference between the highest and lowest interest rates named in the Bid shall not exceed three percent (3%) per annum.
- (6) Bidders are only permitted to submit Bids for the Bonds during the bidding period.
- (7) If any Bid on the auction becomes a leading Bid two (2) minutes, or less, prior to the end of the auction, then the auction will be automatically extended by two (2) minutes from the time such Bid was received by MuniAuction. The auction end time will continue to be extended, indefinitely, until a single leading Bid remains the leading Bid for at least two (2) minutes.
- (8) Bidders may change and submit Bids as many times as they like during the bidding time period; provided however, each and any Bid submitted subsequent to a Bidder's initial Bid must result in a lower True Interest Cost (as defined herein and referred to as "TIC") when compared to the immediately preceding Bid of such Bidder. In the event that the revised Bid does not produce a lower TIC, the prior Bid will remain valid.
- (9) The last Bid submitted by a Bidder before the end of the bidding time period will be compared to all other final Bids submitted by others to determine the winning Bidder or Bidders.
- (10) During the bidding, no Bidder will see any other Bidder's Bid, but Bidders will be able to see the ranking of their Bid relative to other Bids (i.e., "Leader", "Cover", "3<sup>rd</sup>", etc.).

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

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

Bids must remain valid until at least 1:00 p.m., prevailing time, on the date of the sale, and if accepted by

the City, prior to such time, shall be irrevocable except as otherwise provided in the Notice of Sale. Upon selection of the winning Bidder, the City 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 or a Financial Surety Bond in the amount of \$1,600,000, payable to the order of the City, 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 Issuer prior to the time for bids to be submitted. Each bidder accepts responsibility for delivering such check on time and the Issuer is not responsible for any check 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 Issuer prior to the opening of the bids 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 City 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 City by wire transfer as instructed by the Issuer 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 City 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 City. 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 1:00 p.m. of the day for receipt of such Bids 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 City on or about July 16, 2014.

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

The City 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.

### **Delivery of the Bonds**

The Bonds will be delivered on or about July 16, 2014 (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 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 City relating to the official statement.

### **CUSIP Numbers**

**Although there are three series of Bonds offered for sale, they are all general obligations of the City. As a result, there will only be one set of CUSIP numbers.**

CUSIP numbers will be applied for with respect to the Bonds, but the City 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 Purchaser.

### **Legal Opinions**

The approving opinions of McManimon, Scotland & Baumann, LLC, Bond Counsel to the City, will be

furnished without cost to the winning Bidder.

**Postponement**

The City reserves the right to postpone, from time to time, the date and time established for receipt of Bids. **ANY SUCH POSTPONEMENT WILL BE PUBLISHED ON MUNIAUCTION, BEFORE 10:00 A.M. ON THE DAY BEFORE THE SALE.** 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 MuniAuction 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 MuniAuction 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 City. The Notice of Sale and the POS may be viewed on MuniAuction. However, the City makes no assurance or representation with respect to the form of the Notice of Sale and the POS on MuniAuction, 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 Bond Counsel at the address and phone number stated above. Additional information relating to the auction or a private bidding tutorial may be obtained by calling the Auction Administrator at (412) 391-5555 (ext. 370 Auction Support). Additional information relating to the financing of the City can be obtained by contacting the undersigned Chief Financial Officer/Comptroller at (856) 794-4000 (Ext. 4640) or the David Kotok, Financial Advisor at (856) 692-6690.

CITY OF VINELAND

By: Roxanne B. Tosto, Chief Financial Officer/Comptroller

Dated: June 24, 2014

**EXHIBIT C**

**SUMMARY NOTICE OF SALE**

**(Notice of Sale to be Published in the Bond Buyer  
by McManimon, Scotland & Baumann, LLC)**

**NOTICE OF SALE**  
**\$80,000,000\* ELECTRIC UTILITY BONDS**  
**OF THE**  
**CITY OF VINELAND,**  
**IN THE COUNTY OF CUMBERLAND, NEW JERSEY**  
**(Book-Entry Only Bonds)/(Callable)**

**SUMMARY**

Dated: Date of Delivery – On or about July 16, 2014  
Bid Date and Time: July 8, 2015 at 10:00 a.m. to 10:15 a.m.  
Type of Sale: Electronic Open Auction  
Interest: Multiple Interest Rates - multiples of 1/8 or 1/20 of 1%  
Legal Opinion: McManimon, Scotland & Baumann, LLC, Roseland, New Jersey  
Maturity Schedule: July 15 as set forth in the following table:

<u>Year</u>	<u>Principal Amount*</u>	<u>Year*</u>	<u>Principal Amount*</u>
2015	\$1,750,000	2030	\$2,750,000
2016	\$1,750,000	2031	\$2,750,000
2017	\$1,750,000	2032	\$2,750,000
2018	\$1,750,000	2033	\$3,000,000
2019	\$1,750,000	2034	\$3,000,000
2020	\$2,000,000	2035	\$3,000,000
2021	\$2,000,000	2036	\$3,000,000
2022	\$2,000,000	2037	\$3,000,000
2023	\$2,000,000	2038	\$3,500,000
2024	\$2,500,000	2039	\$3,500,000
2025	\$2,500,000	2040	\$3,500,000
2026	\$2,500,000	2041	\$3,500,000
2027	\$2,500,000	2042	\$3,500,000
2028	\$2,750,000	2043	\$3,500,000
2029	\$2,750,000	2044	\$3,500,000

**Preliminary Official Statement, Notice of Sale and other details available at [www.GrantStreet.com](http://www.GrantStreet.com)**

\*Preliminary, subject to change