

BOROUGH OF MENDHAM  
MORRIS COUNTY, NEW JERSEY

RESOLUTION # 108-2026

RESOLUTION AUTHORIZING THE ISSUANCE OF NOT EXCEEDING \$1,380,608.60  
BOND ANTICIPATION NOTES OF THE BOROUGH OF MENDHAM, IN THE COUNTY  
OF MORRIS, NEW JERSEY.

BE IT RESOLVED BY THE BOROUGH COUNCIL OF THE BOROUGH OF  
MENDHAM, IN THE COUNTY OF MORRIS, NEW JERSEY, AS FOLLOWS:

Section 1. Pursuant to a bond ordinance of the Borough of Mendham, in the County of Morris (the "Borough") entitled: "Bond ordinance appropriating \$1,875,000, and authorizing the issuance of \$1,404,670 bonds or notes of the Borough, for various improvements or purposes authorized to be undertaken by the Borough of Mendham, in the County of Morris, New Jersey", finally adopted on November 19, 2012 (#13-12), bond anticipation notes of the Borough in a principal amount not exceeding \$21,883.15 shall be issued for the purpose of temporarily financing the improvement or purpose described in Section 3 of said bond ordinance, including (to any extent necessary) the renewal of any bond anticipation notes heretofore issued therefor.

Section 2. Pursuant to a bond ordinance of the Borough entitled: "Bond ordinance appropriating \$140,000, and authorizing the issuance of \$130,000 bonds or notes of the Borough for the acquisition of vehicles by the Borough of Mendham, in the County of Morris, New Jersey", finally adopted on May 8, 2019 (#4-19), bond anticipation notes of the Borough in a principal amount not exceeding \$92,630.67 shall be issued for the purpose of temporarily financing the improvement or purpose described in Section 3 of said bond ordinance, including (to any extent necessary) the renewal of any bond anticipation notes heretofore issued therefor.

Section 3. Pursuant to a bond ordinance of the Borough entitled: “Bond ordinance appropriating \$390,000, and authorizing the issuance of \$370,500 bonds or notes of the Borough, for the acquisition of equipment by the Borough of Mendham, in the County of Morris, New Jersey”, finally adopted on June 10, 2020 (#05-20), bond anticipation notes of the Borough in a principal amount not exceeding \$330,660 shall be issued for the purpose of temporarily financing the improvement or purpose described in Section 3 of said bond ordinance, including (to any extent necessary) the renewal of any bond anticipation notes heretofore issued therefor.

Section 4. Pursuant to a bond ordinance of the Borough entitled: “Bond ordinance appropriating \$200,000, and authorizing the issuance of \$105,000 bonds or notes of the Borough, for the acquisition of various equipment by the Borough of Mendham, in the County of Morris, New Jersey”, finally adopted on April 26, 2021 (#08-2021), bond anticipation notes of the Borough in a principal amount not exceeding \$85,434.78 shall be issued for the purpose of temporarily financing the improvement or purpose described in Section 3 of said bond ordinance, including (to any extent necessary) the renewal of any bond anticipation notes heretofore issued therefor.

Section 5. Pursuant to a bond ordinance of the Borough entitled: “Bond ordinance appropriating \$1,020,000, and authorizing the issuance of \$850,000 bonds or notes of the Borough, for various improvements or purposes authorized to be undertaken by the Borough of Mendham, in the County of Morris, New Jersey”, finally adopted on August 26, 2024 (#14-2024), bond anticipation notes of the Borough in a principal amount not exceeding \$850,000 shall be issued for the purpose of temporarily financing the improvement or purpose described in Section 3 of said bond ordinance, including (to any extent necessary) the renewal of any bond anticipation notes heretofore issued therefor.

Section 6. All bond anticipation notes (the “notes”) issued hereunder shall mature at such times as may be determined by the treasurer, the chief financial officer or the acting chief financial officer of the Borough (the “Chief Financial Officer”), provided that no note shall mature later than one year from its date. The notes shall bear interest at such rate or rates and be in such form as may be determined by the Chief Financial Officer and shall be signed and sealed by officials and officers of the Borough in any manner permitted by N.J.S.A. §40A:2-25. The Chief Financial Officer shall determine all matters in connection with the notes issued hereunder, and the Chief Financial Officer’s signature upon the notes shall be conclusive evidence as to all such determinations. All notes issued hereunder may be renewed from time to time subject to the provisions of N.J.S.A. §40A:2-8. The Chief Financial Officer is hereby authorized to sell part or all of the notes at not less than par from time to time at public or private sale and to deliver them to the purchasers thereof upon receipt of payment of the purchase price. The Chief Financial Officer is directed to report in writing to the governing body of the Borough at the meeting next succeeding the date when any sale or delivery of the notes hereunder is made. Such report must include the principal amount, interest rate and maturities of the notes sold, the price obtained and the name of the purchaser.

Section 7. Any note issued pursuant to this resolution shall be a general obligation of the Borough, and the Borough’s faith and credit are hereby pledged to the punctual payment of the principal of and interest on the notes and, unless otherwise paid or payment provided for, an amount sufficient for such payment shall be inserted in the budget and a tax sufficient to provide for the payment thereof shall be levied and collected.

Section 8. The Chief Financial Officer is hereby authorized and directed to do all other matters necessary, useful, convenient or desirable to accomplish the delivery of the notes to

the purchasers thereof as promptly as possible, including (i) the preparation, execution and dissemination of a Preliminary Official Statement and Final Official Statement with respect to the notes, (ii) preparation, distribution and publication, if necessary, of a Notice of Sale with respect to the notes, (iii) execution of a Continuing Disclosure Undertaking, with respect to the notes in accordance with Rule 15c2-12 promulgated by the Securities and Exchange Commission, (iv) execution of an arbitrage and use of proceeds certificate certifying that, among other things, the Borough, to the extent it is empowered and allowed under applicable law, will do and perform all acts and things necessary or desirable to assure that interest paid on the notes is not included in gross income under Section 103 of the Internal Revenue Code of 1986, as amended, and (v) the application to one or more credit rating agencies for a rating on the notes.

Section 9. All actions heretofore taken by officials and professionals of the Borough relating to the sale and award of the notes are hereby ratified, confirmed, adopted and approved.

Section 10. This resolution shall take effect immediately.

Upon motion of \_\_\_\_\_, seconded by \_\_\_\_\_,

the foregoing resolution was adopted by the following vote:

**AYES:**

**NOES:**

**CERTIFICATE**

I, **LAUREN MCBRIDE**, Borough Clerk of the Borough of Mendham, in the County of Morris, New Jersey, **HEREBY CERTIFY** that the foregoing annexed extract from the minutes of a meeting of the Borough Council of said Borough, duly called and held on May 20, 2026, has been compared by me with the original minutes as officially recorded in my office in the Minute Book of said Borough, and is a true, complete and correct copy thereof and of the whole of said original minutes so far as the same relate to the subject matters referred to in said extract.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the corporate seal of said Borough this 20<sup>th</sup> day of May, 2026.

**(SEAL)**

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Lauren McBride  
Borough Clerk

## Ordinance Detail

### 2026 NOTE RENEWAL

| Ordinance Number          | Ordinance Adoption Date | Purpose  | Initial Issuance |              | Balance 12/31/2025 | Year 2026 Paydown Requirement | Balance to be Issued 06/25/26 | Aggregate Paydown |
|---------------------------|-------------------------|--|------------------|--------------|--------------------|-------------------------------|-------------------------------|-------------------|
|                           |                         |  | Date             | Amount       |                    |                               |                               |                   |
| 13-2012                   | 11/19/12                | * Ladder Fire Truck-FD & Road Improvements. Ballbrook Rd, Mountain Ave, N Linden Ln, Maple Ave, Kerby Ln, Talmage Rd, Drake Rd, Franklin Rd, Heather Hill Way, Westfield Dr. | 07/11/13         | 1,187,436.00 |                    |                               |                               |                   |
|                           |                         |  | 07/10/14         | 147,234.00   |                    |                               |                               |                   |
|                           |                         |  | 07/03/19         | 27,720.00    |                    |                               |                               |                   |
|                           |                         |  | Sub-Total        | 1,362,390.00 | 23,342.10          | 1,458.95                      | 21,883.15                     | 1,340,506.85      |
| 04-2019                   | 05/08/19                | * Plow Truck-DPW & Chief Vehicle-PD  | 07/03/19         | 130,000.00   | 99,472.78          | 6,842.11                      | 92,630.67                     | 37,369.33         |
| 05-2020                   | 06/10/20                | ** Loader-DPW & Ambulance-FAS  | 09/04/20         | 370,500.00   | 340,620.00         | 9,960.00                      | 330,660.00                    | 39,840.00         |
| 08-2021                   | 04/26/21                | * Backhoe/Truck/Fuel Mgmt Sys-DPW  | 07/02/21         | 105,000.00   | 91,956.52          | 6,521.74                      | 85,434.78                     | 19,565.22         |
| 14-2024                   | 08/26/24                | ** Improvments to Various Strets in and by the Borough, Pumper (Fire Truck) for the Fire Dept  | 06/26/25         | 850,000.00   | 850,000.00         |                               | 850,000.00                    | 0.00              |
|                           |                         |  | Grand Total      | 2,817,890.00 | 1,405,391.40       | 24,782.80                     | 1,380,608.60                  | 1,437,281.40      |
| <u>Summary</u>            |                         |  |                  |              |                    |                               |                               |                   |
| * =Borough Self-Purchased |                         |  |                  |              | 214,771.40         | 14,822.80                     | 199,948.60                    |                   |
| ** = BAN sale to public   |                         |  |                  |              | 1,190,620.00       | 9,960.00                      | 1,180,660.00                  |                   |
|                           |                         |  |                  |              | 1,405,391.40       | 24,782.80                     | 1,380,608.60                  |                   |

Date: May 20, 2026

ATTEST

\_\_\_\_\_  
Lauren McBride, Clerk

BOROUGH OF MENDHAM

\_\_\_\_\_  
James R. Kelly, Mayor

**THE BOROUGH OF MENDHAM,  
IN THE COUNTY OF MORRIS, NEW JERSEY**

**NOTICE OF \$1,180,660 BOND ANTICIPATION NOTE SALE  
(TAX EXEMPT) (BANK QUALIFIED) (NON-CALLABLE)**

E-mailed proposals ([mloucopolos@hawkins.com](mailto:mloucopolos@hawkins.com)) for the purchase of \$1,180,660 Bond Anticipation Notes (the “Notes”) of the Borough of Mendham, in the County of Morris, New Jersey (the “Borough”), will be received by Michelle Loucopolos, bond counsel to the Borough, on behalf of the undersigned Chief Financial Officer on **Thursday, June 11, 2026** until 11:00 A.M. The Chief Financial Officer accepts no responsibility for the failure of any bid to be received on time for whatever reason. A determination as to the award will be made no later than 1:00 P.M. on that date.

Each bid 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 360-day year basis, consisting of twelve 30-day months. Bids may be submitted by completing the attached proposal form and by submitting it by e-mail or by including all of the required information in an e-mail. The successful bidder may purchase for its own account and not with a view to distribution or resale. The Chief Financial Officer expects to award the Notes to the bidder specifying the lowest net interest payable by the Borough. The Borough reserves the right to reject all bids and to waive irregularities.

**SPECIFICATIONS OF BOND ANTICIPATION NOTES**

|                         |   |
|-------------------------|---|
| Principal Amount        | \$1,180,660   |
| Dated                   | June 25, 2026   |
| Maturity Date           | June 25,2027  |
| Interest Rate Per Annum | Specified by successful bidder  |
| Legal Opinion           | Hawkins Delafield & Wood LLP<br>Newark, New Jersey  |
| Paying Agent            | Specified by successful bidder within 2 hours of award, subject to approval of Chief Financial Officer, at no cost to the Borough.                          |
| Closing                 |   |
| a. date                 | June 25, 2026; 10:00 A.M.   |
| b. location             | Borough of Mendham, The Phoenix House, Two West Main Street, Mendham, New Jersey, 07945 or at such other place as agreed to by the Chief Financial Officer. |
| Denominations           | Not less than \$100,000, as specified by successful bidder within 2 hours of award, subject to approval of the Chief Financial Officer.                     |
| Purchasers              | Not more than 35 sophisticated persons each of whom is not purchasing for more than one account or with a view to distributing.                             |
| Payment                 | Immediately available funds   |
| Bank Qualified          | Yes   |

At the time of delivery of the Notes, the successful bidder will be furnished with (a) the opinion of bond counsel (the form of which is attached hereto as Exhibit A), to the effect that (i) the Notes are valid and legally binding obligations of the Borough and, unless paid from other sources, are payable from ad valorem taxes levied upon all the taxable property therein without limitation as to rate or amount and (ii) interest on the Notes will be excludable from gross income for federal income tax purposes and not included in gross income under the New Jersey Gross Income Tax Act and (b) certificates evidencing the proper execution and delivery of the Notes and receipt of payment therefor and including a statement to the effect that there is no litigation pending or (to the knowledge of the signer or signers thereof) threatened relating to the Notes.

It shall be the responsibility of the successful bidder to obtain CUSIP identification numbers, if any, and the CUSIP Service Bureau charge shall be the responsibility of and shall be paid for by the successful bidder.

Matters relating to the “issue price” of the Notes are set forth in Exhibit B attached hereto.

Financial information concerning the Borough is available upon request. For information, please contact the undersigned Chief Financial Officer at [emesias@mendhamnj.org](mailto:emesias@mendhamnj.org) or at the following telephone number: 973-543-7152, ext. 14.

**Erick Mesias**  
Chief Financial Officer

**EXHIBIT A**

Form of Bond Counsel Opinion

# HAWKINS

HAWKINS DELAFIELD & WOOD LLP  
A NEW YORK LIMITED LIABILITY PARTNERSHIP  
ONE GATEWAY CENTER, 24TH FLOOR, NEWARK, NJ 07102  
(973) 642-8584 | HAWKINS.COM

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NILES B. MURPHY  
RYANN K. MCANDREWS  
AARON BONDAR\*  
MOSHIUR RAHMAN†

June 25, 2026

\*ADMITTED IN NY ONLY  
†ADMITTED IN PA ONLY

Borough Council of The  
Borough of Mendham, in the  
County of Morris, New Jersey

Ladies and Gentlemen:

We have acted as bond counsel to The Borough of Mendham, a municipal corporation of the State of New Jersey, situate in the County of Morris (the “Borough”), and have examined a record of proceedings relating to the issuance by the Borough of a Bond Anticipation Note in the denomination of \$1,180,660 (the “Note”). The Note is dated June 25, 2026, matures on June 25, 2027, bears interest at the rate of \_\_\_\_\_ per centum (\_\_\_%) per annum payable at maturity, is issued in registered form, is transferable as therein provided, and is issued pursuant to the Local Bond Law of the State of New Jersey, and by virtue of a bond ordinance or ordinances of the Borough and a resolution of its governing body adopted May 20, 2026.

The Note is a temporary obligation issued in anticipation of the issuance of bonds.

The Internal Revenue Code of 1986, as amended (the “Code”), establishes certain ongoing requirements that must be met subsequent to the issuance and delivery of the Note in order that interest on the Note be and remain excluded from gross income under Section 103 of the Code. We have examined the Arbitrage and Use of Proceeds Certificate of the Borough delivered in connection with the issuance of the Note which contains provisions and procedures regarding compliance with the requirements of the Code. By said Arbitrage and Use of Proceeds Certificate, the Borough has certified that, to the extent it is empowered and allowed under applicable law, it will comply with the provisions and procedures set forth therein and that it will do and perform all acts and things necessary or desirable to assure that interest paid on the Note is excludable from gross income under Section 103 of the Code. In rendering this opinion, we have assumed that the Borough will comply with the provisions and procedures set forth in its Arbitrage and Use of Proceeds Certificate.

In our opinion, the Note is a valid and legally binding obligation of the Borough, payable in the first instance from the proceeds of the sale of the bonds in anticipation of the issuance of which the Note is issued but, if not so paid, payable ultimately from ad valorem taxes which may be levied upon all the taxable property within the Borough without limitation as to rate or amount. The enforceability of rights or remedies with respect to the Note may be limited by bankruptcy, insolvency or other laws affecting creditors’ rights or remedies heretofore or hereafter enacted.

In our opinion, under existing statutes and court decisions, interest on the Note is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code and interest on the Note is not treated as a preference item in calculating the alternative minimum under the Code, however interest on the Note is included in the "adjusted financial statement income" of certain corporations that are subject to the alternative minimum tax under Section 55 of the Code. In addition, in our opinion, under existing statutes, interest on the Note is not included in gross income under the New Jersey Gross Income Tax Act.

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 Borough other than the record of proceedings 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 the purchaser of the Note.

We express no opinion as to any other federal, state or local tax consequences arising with respect to the Note, or the ownership or disposition thereof, except as stated above. We render our opinion under existing statutes and court decisions as of the date hereof, and assume no obligation to update, revise or supplement our opinion to reflect any action hereafter taken or not taken, any fact or circumstance that may hereafter come to our attention, any change in law or interpretation thereof that may hereafter occur, or for any other reason. We express no opinion as to the consequence of any of the events described in the preceding sentence or the likelihood of their occurrence. In addition, we express no opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel regarding federal, state or local tax matters, including, without limitation, exclusion from gross income for federal income tax purposes of interest on the Note.

We have examined the executed Note and, in our opinion, the form of the Note and its execution are regular and proper.

Very truly yours,

**EXHIBIT B**

Matters Relating to Issue Price

**Establishment of Issue Price (10% Test or Hold-the-Offering-Price Rule May Apply if Competitive Sale Requirements are Not Satisfied) - Notes – Bidder Option.** The successful bidder shall assist the Borough in establishing the issue price of the Notes and shall execute and deliver to the Borough at closing an “issue price” or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price of the Notes, together with the supporting pricing wires or equivalent communications, with such modifications as may be appropriate or necessary, in the reasonable judgment of the successful bidder, the Borough and bond counsel to the Borough. The form of such certificate is available from bond counsel to the Borough.

The Borough 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 Bonds (the “competitive sale requirements”) because: (1) the Borough 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 Borough may receive bids from at least three underwriters of municipal bonds and notes who have established industry reputations for underwriting new issuances of municipal bonds and notes and (4) the Borough 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. Unless a bidder is purchasing the Notes for its own account and not with a view to distribution or resale to the public, a bidder by submitting its bid represents that it is an underwriter of municipal bonds and notes that has an established industry reputation for underwriting new issuances of municipal bonds and notes.

In the event that the competitive sale requirements are not satisfied, the Borough shall so advise the successful bidder. In such event, unless the successful bidder is purchasing the Notes for its own account and not with a view to distribution or resale to the public, the successful bidder shall elect to treat (i) the first price at which 10% of the Notes (the “10% test”) is sold to the public as the issue price of the Notes or (ii) the initial offering price to the public as of the sale date of the Notes as the issue price of the Notes (the “hold-the-offering-price rule”). The successful bidder shall advise the Borough if the 10% test is satisfied as of the date and time of the award of the Notes. In the event the 10% test is not satisfied as of the date and time of the award of the Notes, the successful bidder shall promptly advise the Borough whether the Notes shall be subject to the 10% test or shall be subject to the hold-the-offering-price rule. 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 the Notes will be subject to either the 10% test or the hold-the-offering-price rule in order to establish the issue price of the Notes.

By submitting a bid, the successful bidder shall (i) confirm that the underwriters have offered or will offer the Notes to the public on or before the date of award at the offering price (the “initial offering price”), or at the corresponding yield, set forth in the bid submitted by the successful bidder and (ii) agree, on behalf of the underwriters participating in the purchase of the Notes, that the underwriters will neither offer nor sell unsold Notes to which the hold-the-offering-price rule shall apply to any person at a price that is higher than the initial offering price to the

public during the period starting on the sale date and ending on the earlier of the following: (1) the close of the fifth (5th) business day after the sale date or (2) the date on which the underwriters have sold at least 10% of the Notes to the public at a price that is no higher than the initial offering price to the public. The winning bidder will advise the Borough promptly after the close of the fifth (5th) business day after the sale date whether it has sold 10% of the Notes to the public at a price that is no higher than the initial offering price to the public.

If the competitive sale requirements are not satisfied and the successful bidder has elected the 10% test to apply to the Notes, then until the 10% test has been satisfied, the successful bidder agrees to promptly report to the Borough the prices at which the unsold Notes have been sold to the public. That reporting obligation shall continue, whether or not the closing date has occurred, until either (i) all Notes have been sold or (ii) the 10% test has been satisfied, provided that, the successful bidder's reporting obligation after the closing date may be at reasonable periodic intervals or otherwise upon request of the Borough or bond counsel to the Borough.

The Borough acknowledges that, in making the representations set forth above, the successful bidder will rely on (i) the agreement of each underwriter to comply with the requirements for establishing issue price of the Notes, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Notes, as set forth in an agreement among underwriters and the related pricing wires, (ii) in the event a selling group has been created in connection with the initial sale of the Notes to the public, the agreement of each dealer who is a member of the selling group to comply with the requirements for establishing issue price of the Notes, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Notes, as set forth in a selling group agreement and the related pricing wires and (iii) in the event that an underwriter or dealer who is a member of the selling group is a party to a third-party distribution agreement that was employed in connection with the initial sale of the Notes to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the requirements for establishing issue price of the Notes, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Notes, as set forth in the third-party distribution agreement and the related pricing wires. The Borough further acknowledges that each underwriter shall be solely liable for its failure to comply with its agreement regarding the requirements for establishing issue price of the Notes, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Notes, and that no underwriter shall be liable for the failure of any other underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a third-party distribution agreement to comply with its corresponding agreement to comply with the requirements for establishing issue price of the Notes, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Notes.

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)(1) to report the prices at which it sells to the public the unsold Notes allocated to it, whether or not the closing date has occurred, until either all Notes 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,

provided that, the reporting obligation after the closing date may be at reasonable periodic intervals or otherwise upon request of the successful bidder and (2) to comply with the hold-the-offering-price rule, if applicable, if and for so long as directed by the successful bidder and as set forth in the related pricing wires, (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 (each such term being used as defined below) 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 of the public to require each broker-dealer that is a party to such third-party distribution agreement to (A) report the prices at which it sells to the public the unsold Notes allotted to it, whether or not the closing date has occurred, until either all Notes 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, 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 and (B) comply with the hold-the-offering-price rule, if applicable, if and for so long as directed by the successful bidder or the underwriter and as set forth in the related pricing wires.

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 (each such term being used as defined below) shall not constitute sales to the public for purposes of this Notice of Sale. Further, for purposes of this Notice of Sale: (i) “public” means any person other than an underwriter or a related party, (ii) “underwriter” means (A) the successful bidder, (B) any person that agrees pursuant to a written contract with the successful bidder to form an underwriting syndicate to participate in the initial sale of the Notes to the public and (C) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (B) 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), (iii) “related party” means any entity if an underwriter and such entity are subject, directly or indirectly, to (I) more than 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (II) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another) or (III) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other) and (iv) “sale date” means the date that the Notes are awarded by the Borough to the successful bidder.

**THE BOROUGH OF MENDHAM,  
IN THE COUNTY OF MORRIS, NEW JERSEY**

**\$1,180,660 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:

| <u>Amount of Notes</u> | <u>Price (not less than par)</u> | <u>Rate of Interest Per Annum</u> |
|------------------------|----------------------------------|-----------------------------------|
| \$1,180,660            | \$ _____                         | _____ %                           |

Bidder \_\_\_\_\_

Authorized Signature \_\_\_\_\_

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**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 Rate \_\_\_\_\_ %

Person to be contacted for closing arrangements:

\_\_\_\_\_  
Name

\_\_\_\_\_  
Telephone Number