

In the opinion of Gibbons P.C., Bond Counsel to the Township, assuming continuing compliance by the Township with certain tax covenants described herein, under existing law, interest on the Obligations (as defined herein) is excluded from the gross income of the owners of the Obligations for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") and interest on the Obligations is not an item of tax preference under Section 57 of the Code for purposes of computing alternative minimum tax. In the case of certain corporate holders of the Obligations, interest on the Obligations will be included in the calculation of the alternative minimum tax as a result of the inclusion of interest on the Obligations in "adjusted current earnings" of certain corporations. Under existing law, interest on the Obligations and net gains from the sale of the Obligations are exempt from the tax imposed by the New Jersey Gross Income Tax Act. See "TAX MATTERS" herein.

TOWNSHIP OF BRIDGEWATER
County of Somerset, New Jersey
\$8,349,000 General Obligation Bonds, Series 2016
and
\$21,632,317 Bond Anticipation Notes, Series 2016
Consisting of
\$15,891,457 General Improvement Bond Anticipation Notes
and
\$5,740,860 Sewer Utility Bond Anticipation Notes

The \$8,349,000 General Obligation Bonds, Series 2016 (the "Bonds"), are being issued by the Township of Bridgewater, in the County of Somerset, New Jersey (the "County"), a public body corporate and politic of the State of New Jersey, as one fully registered bond for each maturity of Bonds in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York, which will act as securities depository for the Bonds. Individual purchases of beneficial ownership interests in the Bonds will be made in book-entry form (without certificates) on the records of DTC and DTC Participants in the principal amount of \$1,000 each or integral multiples thereof. Beneficial owners of the Bonds will not receive certificates representing their ownership interests in the Bonds. As long as Cede & Co. is the registered owner of the Bonds, as nominee for DTC, references in this Official Statement to the registered owner shall mean Cede & Co., and not the beneficial owners of the Bonds. See "BOOK-ENTRY ONLY SYSTEM" herein.

The Bonds will be dated the date of delivery and will mature on August 15 in the years and in the principal amounts set forth on the inside front cover hereof. The principal or redemption premium, if any, shall be paid on the respective maturity dates in accordance with the Notice of Sale in connection with the Bonds. Interest on the Bonds is payable semi-annually on February 15, 2017 and on each August 15 and February 15 thereafter until maturity or prior optional redemption to the registered owners of the Bonds, as of the next preceding February 1 and August 1. As long as DTC or its nominee, Cede & Co., is the registered owner of the Bonds, the principal of and interest on the Bonds are payable by the Township to Cede & Co., as nominee for DTC which is obligated to remit such principal, redemption premium, if any, and interest to DTC Participants, as defined herein. Interest on the Bonds shall be calculated on the basis of a 360-day year of twelve 30-day calendar months. DTC Participants and Indirect Participants, as defined herein, will be responsible for remitting such payments to the Beneficial Owners of the Bonds. See "BOOK-ENTRY ONLY SYSTEM" herein.

The Bonds are subject to redemption prior to maturity as set forth herein.

The Bonds constitute valid and binding general obligations of the Township for the payment of which the Township is obligated to levy *ad valorem* taxes on all taxable property in the Township, without limitation as to rate or amount.

The \$21,632,317 Bond Anticipation Notes, Series 2016, consisting of \$15,891,457 General Improvement Bond Anticipation Notes and \$5,740,860 Sewer Utility Bond Anticipation Notes (the "Notes", and collectively with the Bonds, the "Obligations"), are being issued by the Township, in the form of one fully registered note certificate for each series registered in the name of Cede & Co., as nominee of DTC, which will act as securities depository for the Notes. Individual purchases of beneficial ownership interests in the Notes will be made in book-entry form (without certificates) on the records of DTC and DTC Participants in the principal amount of \$1,000 each or integral multiples thereof (except for two odd pieces for each series of Notes). Beneficial owners of the Notes will not receive certificates representing their ownership interests in the Notes. As long as Cede & Co. is the registered owner of the Notes, as nominee for DTC, reference in this Official Statement to the registered owner shall mean Cede & Co., and not the beneficial owners of the Notes. See "BOOK-ENTRY ONLY SYSTEM" herein.

The Notes will be dated the date of delivery and will mature on August 15, 2017 in the principal amount set forth on the inside front cover hereof. Interest on the Notes shall be calculated on the basis of a 360-day year of twelve 30-day calendar months. The principal and interest on the Notes is payable to DTC by the Township in accordance with the Notice of Sale in connection with the Notes. The Notes constitute valid and binding general obligations of the Township for the payment of which the Township is obligated to levy *ad valorem* taxes on all taxable property in the Township, without limitation as to rate or amount.

The Notes are not subject to redemption prior to maturity.

FOR MATURITIES, INTEREST RATES, YIELDS AND CUSIP NUMBERS, SEE INSIDE COVER HEREOF

The Obligations are offered for sale upon the terms of the respective notices of sale and subject to the final approving legal opinion of Gibbons P.C., Newark, New Jersey, Bond Counsel to the Township, and certain other conditions described herein. Phoenix Advisors, LLC, Bordentown, New Jersey served as Financial Advisor to the Township in connection with the Obligations. It is anticipated that the Obligations will be available for delivery through the facilities of DTC on or about August 16, 2016, in New York, New York, or at such other place and time as may be agreed to by the Township.

TOWNSHIP OF BRIDGEWATER
County of Somerset, New Jersey

\$8,349,000 GENERAL OBLIGATION BONDS, SERIES 2016

<u>Year</u> <u>(August 15)</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>CUSIP No.*</u>
2017	\$250,000	2.000%	0.55%	108709RQ1
2018	250,000	3.000	0.72	108709RR9
2019	250,000	4.000	0.82	108709RS7
2020	250,000	4.000	0.95	108709RT5
2021	250,000	4.000	1.10	108709RU2
2022	250,000	4.000	1.25	108709RV0
2023	455,000	4.000	1.40	108709RW8
2024	460,000	4.000	1.50	108709RX6
2025	470,000	4.000	1.60**	108709RY4
2026	480,000	2.000	1.85**	108709RZ1
2027	485,000	2.000	2.00	108709SA5
2028	500,000	2.000	2.05	108709SB3
2029	500,000	2.000	2.15	108709SC1
2030	500,000	2.125	2.20	108709SD9
2031	500,000	2.125	2.25	108709SE7
2032	500,000	2.250	2.30	108709SF4
2033	500,000	2.250	2.35	108709SG2
2034	500,000	2.250	2.40	108709SH0
2035	500,000	2.375	2.45	108709SJ6
2036	499,000	2.500	2.50	108709SK3

\$21,632,317 BOND ANTICIPATION NOTES, SERIES 2016

<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP No.*</u>
August 15, 2017	\$21,632,317	2.00%	0.68%	108709SL1

* CUSIP is a registered trademark of American Bankers Association. CUSIP numbers are provided by Standard & Poor's, CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. The CUSIP numbers listed above are being provided solely for the convenience of holders of the Bonds only at the time of issuance of the Bonds and the Township does not make any representation with respect to such numbers or undertake any responsibility for their accuracy now or at any time in the future. The CUSIP numbers are subject to being changed after the issuance of the Bonds.

** Priced to the August 15, 2024 optional call date.

TOWNSHIP OF BRIDGEWATER
COUNTY OF SOMERSET, NEW JERSEY

MAYOR

DANIEL J. HAYES, JR.

TOWNSHIP COUNCIL

FILIPE PEDROSO
HOWARD V. NORGALIS
MATTHEW C. MOENCH
CHRISTINE HENDERSON ROSE
ALLEN KURDYLA

TOWNSHIP ADMINISTRATOR

JAMES T. NAPLES

CHIEF FINANCIAL OFFICER

NATASHA S. TURCHAN

TOWNSHIP CLERK

LINDA J. DOYLE

TOWNSHIP ATTORNEY

MAURO, SAVO, CAMERINO, GRANT & SCHALK
SOMERVILLE, NEW JERSEY

AUDITOR

SUPLEE, CLOONEY & COMPANY
WESTFIELD, NEW JERSEY

BOND COUNSEL

GIBBONS P.C.
NEWARK, NEW JERSEY

FINANCIAL ADVISOR

PHOENIX ADVISORS, LLC
BORDENTOWN, NEW JERSEY

No broker, dealer, salesperson or other person has been authorized by the Township to give any information or to make any representations, with respect to the Obligations other than those contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by the Township. The information contained herein has been provided by the Township and other sources deemed reliable; however, no representation or warranty by the Township is made as to the accuracy or completeness from such other sources and such information is not to be construed as a representation or warranty by the Underwriter. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in any of the information herein since the date hereof or the date as of which such information is given, if earlier.

References in this Official Statement to laws, rules, regulations, ordinances, resolutions, agreements, reports and documents do not purport to be comprehensive or definitive. All references to such documents are qualified in their entirety by reference to the particular document, the full text of which may contain qualifications of and exceptions to statements made herein, and copies of which may be inspected at the offices of the Township during normal business hours.

This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Obligations in any jurisdiction in which it is unlawful for any person to make such an offer, solicitation or sale.

TABLE OF CONTENTS

	<u>PAGE</u>
Introduction	1
Authorization for the Obligations	1
The Bonds	2
The Notes	3
Payment of and Security for the Obligations	4
Market Protection	4
Book-Entry Only System	4
General Information	7
Municipal Services	7
Largest Taxpayers of the Township	8
Construction Value and Number of Building Permits Issued	8
Educational Services	9
Certain Financial and Statistical Information	9
Provisions of Certain Statutes with Respect to General Obligation Debt	21
Appropriations Deferred to Subsequent Years	25
2016 Capital Budget and Capital Improvement Program	25
Assessment and Collection of Taxes	26
The Local Fiscal Affairs Law (N.J.S.40A:5-1 et.seq.)	26
Secondary Market Disclosure	27
Tax Matters	28
Statement of Litigation	29
Legality for Investment	29
Ratings	30
Underwriting	30
Financial Advisor	30
Documents Accompanying Delivery of the Bonds	31
Legal Matters	31
Certificate of Township Officials	31
Miscellaneous	32
Additional Information	32
Preparation of Official Statement	32
Appendix A - Financial Statements of the Township of Bridgewater:	
Independent Auditor's Report	A-1
Audited Financial Statements	A-4
Notes to Financial Statements	A-23
Appendix B - Forms of Continuing Disclosure Certificates	B-1
Appendix C - Notices of Sale	C-1
Appendix D - Forms of Bond Counsel Opinions	D-1

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**OFFICIAL STATEMENT
OF THE
TOWNSHIP OF BRIDGEWATER
IN THE COUNTY OF SOMERSET, NEW JERSEY**

**\$8,349,000 GENERAL OBLIGATION BONDS, SERIES 2016
AND
\$21,632,317 BOND ANTICIPATION NOTES, SERIES 2016
CONSISTING OF
\$15,891,457 GENERAL IMPROVEMENT BOND ANTICIPATION NOTES
AND
\$5,740,860 SEWER UTILITY BOND ANTICIPATION NOTES**

INTRODUCTION

This Official Statement (the "Official Statement") which includes the cover page and the appendices attached hereto, has been prepared by the Township of Bridgewater (the "Township") in the County of Somerset (the "County"), State of New Jersey (the "State") in connection with the sale and issuance of its \$8,349,000 General Obligation Bonds, Series 2016 ("the Bonds"), and the \$21,632,317 Bond Anticipation Notes, Series 2016 consisting of \$15,891,457 General Improvement Bond Anticipation Notes and \$5,740,860 Sewer Utility Bond Anticipation Notes (the "Notes," and together with the Bonds, the "Obligations"), dated the date of delivery.

This Official Statement is "deemed final", as of its date, within the meaning of Rule 15c2-12 of the Securities and Exchange Commission ("Rule 15c2-12").

AUTHORIZATION FOR THE OBLIGATIONS

The Obligations have been authorized and are to be issued pursuant to the laws of the State, including the Local Bond Law constituting Chapter 2 of Title 40A of the New Jersey Statutes, as amended (the Local Bond Law"), various bond ordinances and a resolution adopted by the Township Council on July 7, 2016. The bond ordinances included in the sale of the Obligations were published in full or in summary form after their adoption along with the statement that the twenty-day period of limitation within which a suit, action or proceeding questioning the validity of the authorizing bond ordinances can be commenced began to run from the date of the first publication of such estoppel statement. The Local Bond Law provides that after issuance all obligations shall be conclusively presumed to be fully authorized and issued by all laws of the State, and any person shall be estopped from questioning the sale, execution or delivery of the Obligations by the Township.

THE BONDS

General Description

The Bonds shall be dated the date of delivery and will mature on August 15 of each year and in the principal amounts shown on the inside front cover page hereof. The Bonds shall bear interest from their date, payable on each February 15 and August 15, commencing February 15, 2017 (each, an "Interest Payment Date"), in each year until maturity or prior optional redemption at the rates per annum shown on the inside front cover page hereof. Interest on the Bonds shall be calculated on the basis of a 360-day year of twelve 30-day calendar months. Principal of and interest on the Bonds will be paid to The Depository Trust Company, New York, New York ("DTC"), acting as Securities Depository, by the Township. Interest on the Bonds will be credited to the participants of DTC (the "DTC Participants") as last listed on the records of DTC as of each next preceding February 1 and August 1, respectively.

The Bonds are issuable as fully registered book-entry only bonds in the form of one certificate for each maturity and in the principal amount of such maturity. The Bonds will be issued in book-entry form only, in denominations of \$1,000 each or integral multiples thereof. So long as DTC or its nominee, Cede & Co. (or any successor or assign), is the registered owner for the Bonds, payments of the principal of and interest on the Bonds will be made by the Township directly to Cede & Co., (or any successor or assign), as nominee for DTC. Disbursement of such payments to the participants of DTC is the responsibility of DTC. Disbursement of such payments to the beneficial owners is the responsibility of the DTC Participants. See "BOOK-ENTRY ONLY SYSTEM" herein.

Optional Redemption Provisions

The Bonds maturing on or prior to August 15, 2024 shall not be subject to redemption prior their respective maturity dates. The Bonds maturing on or after August 15, 2024 shall be subject to redemption prior to their respective maturity dates, on or after August 15, 2024 at the option of the Township, either in whole or in part at any time in any order of maturity at one hundred percent (100%) of the principal amount of the Bonds being redeemed (the "Redemption Price"), plus in each case accrued interest thereon 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 such Bonds at their respective addresses as they last appear on the registration books kept for that purpose by the Township, at least thirty (30) but not more than sixty (60) days before the date fixed for redemption. However, so long as DTC (or any successor thereto) acts as Securities Depository for the Bonds, Notices of Redemption shall be sent to such depository and shall not be sent to the beneficial owners of the Bonds, and will be done in accordance with DTC procedures. Any failure of such 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 Township determines to redeem a portion of the Bonds of a maturity, such Bonds shall be selected by lot. If Notice of Redemption has been given as described 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. Payment shall be made upon surrender of the Bonds redeemed.

Purpose of Financing

The proceeds of the Bonds will be used to permanently finance \$8,349,000 of the Township's \$19,484,701 bond anticipation notes, dated August 18, 2015 and due August 17, 2016 (the "Prior Notes").

The projects to be funded in the sale are listed below:

<u>Ord. No.</u>		<u>Amount to be</u>
<u>General Capital</u>	<u>Description</u>	<u>Bonded</u>
11-06	Acquisition of Equipment	\$ 154,600.00
11-07	Various Road and Sidewalk Improvements	1,976,000.00
12-05	Acquisition of Public Works Equipment	228,000.00
12-07	Various Road Improvements	2,664,750.00
13-04	Acquisition of Public Works Equipment	174,000.00
13-06	Various Road Improvements	<u>3,151,650.00</u>
	Total	\$ <u>8,349,000.00</u>

THE NOTES

General Description

The Notes comprise an issue in the aggregate principal amount of \$21,632,317. The Notes shall be dated and bear interest from the date of delivery and will be payable as to principal and interest on their maturity date, August 15, 2017. The Notes shall bear interest, calculated on the basis of a 360-day year of twelve 30-day calendar months, payable at the interest rate per annum set forth on the inside front cover page of this Official Statement. The principal and interest on the Notes is payable at maturity to DTC by the Township. Interest on the Notes will be credited to the DTC Participants as listed on the records of DTC as of August 8, 2017.

The Notes will be available for purchase in book-entry form only, in denominations of \$1,000 each or integral multiples thereof (except for two odd pieces for each series of Notes). As long as DTC or its nominee, Cede & Co. (or any successor or assign) is the registered owner of the Notes, payments of the principal of and interest on the Notes will be made by the Township directly to Cede & Co. (or any successor or assign) as nominee for DTC. Disbursement of such payments to the DTC Participants is the responsibility of DTC and disbursement of such payments by the DTC Participants to the beneficial owners of the Notes is the responsibility of the DTC Participants. See "BOOK-ENTRY ONLY SYSTEM" below.

Optional Redemption Provisions

The Notes are not subject to redemption prior to maturity.

Purpose of Financing

The proceeds of the Notes will be used to temporarily refinance \$11,135,282 of the Prior Notes and to temporarily finance \$10,497,035 of various general and sewer utility capital improvements approved by the governing body of and deemed necessary for the Township.

PAYMENT OF AND SECURITY FOR THE OBLIGATIONS

The Obligations are general obligations of the Township and unless paid from other sources, the Township is authorized and required by law to levy *ad valorem* taxes on all taxable property within the Township for the payment of the principal of and interest on the Obligations without limitation as to rate or amount. Payment of such principal and interest, however, is not limited to any particular fund or source of revenue of the Township. The Township is required to include the total amount of interest and debt redemption charges on all of its general obligation indebtedness for the succeeding year in the annual budget.

Enforcement of a claim for payment of principal of or interest on obligations of the Township is subject to applicable provisions of Federal bankruptcy laws and to the provisions of statutes, if any, hereafter enacted by the Congress of the United States or the Legislature of the State of New Jersey, providing extension for payment of principal of or interest on the Obligations or imposing other constraints upon enforcement of such contracts insofar as any such constraints may be constitutionally applied. Under State law, a county, municipality or other political subdivision may file a petition under Federal bankruptcy laws and a plan for readjustment of its debt, but only after first receiving the approval of the State Municipal Finance Commission.

No principal or interest payments on Township indebtedness are past due. The Township has never defaulted on the payment of any bonds or notes.

MARKET PROTECTION

During the remainder of 2016, the Township does not anticipate issuing additional bonds, except refunding bonds (market conditions permitting). The Township does not anticipate that tax anticipation notes will be issued during 2016. The Township may issue bond anticipation notes during the remainder of 2016, as may be necessary.

BOOK-ENTRY ONLY SYSTEM

DTC will act as securities depository for the Obligations. The Obligations will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee). One fully-registered certificate will be issued for each year of maturity for each series of the Obligations, in the aggregate principal amount of each maturity, and will be deposited with DTC.

BOOK-ENTRY ONLY SYSTEM (CONTINUED)

DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has Standard & Poor's (as defined herein) rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Obligations under the DTC system must be made by or through Direct Participants, which will receive a credit for the Obligations on DTC's records. The ownership interest of each actual purchaser of each Obligation ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Obligations are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interest in the Obligations, except in the event that use of the book-entry system for the Obligations is discontinued.

To facilitate subsequent transfers, all Obligations deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Obligations with DTC and their registration in the name of Cede & Co. or such other DTC nominee effect no change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Obligations; DTC's records reflect only the identity of the Direct Participants to whose accounts such Obligations are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

BOOK-ENTRY ONLY SYSTEM (CONTINUED)

Conveyances of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Beneficial Owners of Obligations may wish to take certain steps to augment transmission to them of notices of significant events with respect to the Obligations, such as redemptions, tenders, defaults, and proposed amendments to the security documents. For example, Beneficial Owner's of Obligations may wish to ascertain that the nominee holding the Obligations for their benefit has agreed to obtain and transmit notices to Beneficial Owners, in the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of the notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Obligations within a maturity are being redeemed, DTC's practice is to determine by lot the amount of interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Obligations unless authorized by a Direct Participant in accordance with DTC's procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Township as soon as possible after the Record Date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Obligations are credited on the Record Date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds and principal and interest payments on the Obligations will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Township or the paying agent, if any, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name", and will be the responsibility of such Participant and not of DTC, the paying agent, if any, or the Township, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Township or the paying agent, if any, disbursement of such payments to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the Obligations at any time by giving reasonable notice to the Township or the paying agent, if any. Under such circumstances, in the event that a successor securities depository is not obtained, bond and note certificates are required to be printed and delivered.

The Township may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, bond and note certificates will be printed and delivered.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Township believes to be reliable, but the Township takes no responsibility for the accuracy thereof.

GENERAL INFORMATION

Location and Area

The Township encompasses approximately 33 square miles, and is located in the central portion of Somerset County in the State of New Jersey. The Township is approximately 50 miles from New York City, 35 miles from Trenton, and 40 miles from Philadelphia. It is bounded on the west by Branchburg Township and Bedminster Township, on the north by Bernards Township and Warren Township, on the east by Green Brook Township and Bound Brook Borough and on the south by South Bound Brook Borough, Franklin Township, Manville Borough, Somerville Borough, Raritan Borough and Hillsborough Township. U.S. Route 22, Interstate 287 and Interstate 78 run through the Township.

The Township was originally purchased from a local Indian tribe. Chartered by King George II of England in 1749, and incorporated in 1899, the Township is a modern suburban municipality with a balance of residential and commercial uses. In the early years, the Township was known as a farming town. What is now Somerville and Raritan were once part of the Township until they broke away years after the chartering.

The Township is a diverse and thriving township with a mix of both urban and suburban life. The Township is prime ground for many new and large businesses, including Sanofi-Aventis, Johnson & Johnson and Met Life. The Township has progressed rapidly from its roots and will continue to grow in the future.

Form of Government

In 1974, the voters passed a referendum to change their form of government from the Township Committee to Mayor-Council Plan B under the Faulkner Act.

The Mayor is elected to a four year term. The Township Council, which consists of five members, is elected to overlapping four year terms.

The business activities are conducted by a full time Business Administrator.

MUNICIPAL SERVICES

Recreation and Parks

The Township maintains numerous active public and private parks consisting of 3,600 acres. In addition, there is a Senior Citizens center to serve the senior citizens which also offers trips and shopping.

The Recreation Department offers many programs for children and adults of all ages. The In Town Soccer Program has over 2,200 children involved and the Baseball Program has 1,300 children involved. The office also works with many private organizations in Football, Baseball, Lacrosse, Softball and Field Hockey.

Within the Township, the County Park System maintains lighted tennis courts, a nine hole pitch and putt course, regulation golf course and 20 parks including Duke Island Park, which has playgrounds and ball fields.

MUNICIPAL SERVICES (CONTINUED)

Library Services

The County Library is located in the Township.

Department of Public Works

The department maintains all 230 miles of roads and has a staff of 51 full time employees.

Police Department

The Police Department consists of 75 sworn full time officers.

Fire Companies

There are four fire districts in the Township maintained by approximately 225 active volunteer firemen using 30 pieces of equipment.

Rescue Squads

Four rescue squads serve the Township area consisting of 210 volunteer members. Each squad is equipped with ambulances and four squads have "crash" trucks.

LARGEST TAXPAYERS OF THE TOWNSHIP

<u>TAXPAYER</u>	<u>ASSESSED VALUE</u>	<u>% OF TOTAL ASSESSED VALUE</u>
Bridgewater Commons Mall	\$209,184,500	2.49%
Arc HR5SNFI001 SPE LLC	101,969,600	1.21
Bridgewater ODC, LLC	66,000,000	0.79
724 RT 202 Assoc.	58,075,000	0.69
Metlife	48,429,500	0.58
SCC III, LLC C/O Property	48,093,000	0.57
Somerset Corporation Center	48,093,000	0.57
CNL Bridgewater Hotel Partnership	46,969,700	0.56
CIP 11/AR	45,451,000	0.54
Piedmont-Bridgewater NJ LLC	<u>38,780,400</u>	<u>0.46</u>
Total	<u>\$711,045,700</u>	<u>8.46%</u>

Source: Township Assessor's Office

CONSTRUCTION VALUE AND NUMBER OF BUILDING PERMITS ISSUED

<u>YEAR</u>	<u>TOTAL VALUE</u>	<u>TOTAL</u>
2015	\$ 87,527,532.00	3,214
2014	108,632,062.00	3,344
2013	83,051,162.00	3,866
2012	90,677,047.00	3,105
2011	80,905,500.00	2,830

Source: Township's Construction Office

EDUCATIONAL SERVICES

The school facilities are a part of the Bridgewater-Raritan Regional School District which includes the Township and the Borough of Raritan, two adjacent communities. The Township contributes approximately 88% of the annual school costs with Raritan contributing the balance.

The school district is under the jurisdiction of an elected nine member Board of Education and operates under New Jersey Statutes. It is completely independent of the Township.

The Superintendent of Schools is the chief administrative officer of the School District. The Board Secretary/Business Administrator oversees the business functions of the School District and reports through the Superintendent to the Board of Education.

Post Secondary Education

Raritan Valley Community College offers the area's residents post secondary opportunities. The College has developed a modern campus with an enrollment of approximately 5,000 full-time and part-time students. The College is fully accredited and offers programs to degree-seeking students and over 400 courses which are also available to those not seeking degrees. The College also offers many community service classes.

Somerset County Vocational-Technical High School and its Technical Institute, a post secondary facility, share a 75 acre campus and provide training facilities for Somerset County residents.

CERTAIN FINANCIAL AND STATISTICAL INFORMATION

Debt Statements

The Township must report all new authorizations of debt or changes in previously authorized debt to the Division of Local Government Services, Department of Community Affairs of the State of New Jersey (the "Division"). The Supplemental Debt Statement, as this report is known, must be submitted to the Division before final passage of any debt authorization. Before January 31 of each year, the Township must file an Annual Debt Statement with the Division. This report is made under oath and states the authorized, issued and unissued debt of the Township as of the previous December 31. Through the Annual and Supplemental Debt Statements, the Division monitors all local borrowing.

Debt Incurring Capacity
As of December 31, 2015

Municipal:

1. Equalized Valuations (last three years average)	\$ 9,011,742,789
2. 3-1/2% Borrowing Margin	315,410,998
3. Net Debt Issued and Outstanding	66,175,525
4. Excess School Borrowing	-0-
5. Total Charges to Borrowing Margin	66,175,525
6. Remaining Municipal Borrowing (line 2 minus line 5) Capacity	249,235,473

Statement of Indebtedness
As of December 31, 2015

Gross Debt:

Regional District School Debt:	
Serial Bonds Issued and Outstanding	\$ 32,103,505

Sewer Utility Debt:

Issued and Outstanding		
Serial Bonds	\$1,109,000	
Loans	528,576	
Authorized But Not Issued	<u>5,801,823</u>	7,439,399

Municipal Debt:

Issued and Outstanding:		
Serial Bonds	43,314,000	
Bond Anticipation Notes	19,484,701	
Loans	1,375,460	
Authorized But Not Issued	<u>2,316,234</u>	<u>66,490,395</u>

Total Gross Debt		\$ 106,033,299
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Less:

Statutory Deductions:

Regional School Debt	32,103,505	
Sewer Utility	7,439,399	
Due From County of Somerset	-0-	
Reserve for Debt Service	314,870	
Assessment Cash Pledged To Bonds	<u>-0-</u>	<u>39,857,774</u>

Statutory Net Debt		<u><u>\$ 66,175,525</u></u>
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Average Equalized Valuation of Real Property (Years 2013, 2014, 2015)	\$ 9,011,742,789
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Statutory Net Debt Percentage	0.73%
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Statistics on Debt as of December 31, 2015

Gross Debt (Municipal and School)	\$ 106,033,299
Overlapping Debt	<u>29,653,468</u>
Gross Debt	\$ 135,686,767
Statutory Net Debt	66,175,525
Net Debt and Overlapping Debt	95,828,993
Gross Debt Per Capita (44,903 Pop.)	3,022
Statutory Debt Per Capita (44,903 Pop.)	1,474
Net Debt and Overlapping Debt Per Capita (44,903 Pop.)	2,134
Average Equalized Valuations	9,011,742,789
Net Debt Statutory Percentage	0.73%

Overlapping Debt
As Of December 31, 2015

The Overlapping Debt of the Township was as follows:

County of Somerset	<u>\$ 21,419,106</u>
Somerset County Improvement Authority	<u>\$ 7,598,079</u>
Total Overlapping Debt	<u>\$ 29,017,185</u>

Gross and Statutory Net Debt
As Of December 31

(EXCLUSIVE OF OVERLAPPING DEBT)

<u>YEAR</u>	<u>GROSS DEBT</u>		<u>STATUTORY NET DEBT</u>	
	<u>AMOUNT</u>	<u>PERCENTAGE</u>	<u>AMOUNT</u>	<u>PERCENTAGE*</u>
2015	\$106,033,299	1.18%	\$66,175,525	0.73%
2014	105,004,943	1.17	63,383,382	0.71
2013	102,549,257	1.13	60,259,190	0.66
2012	104,236,344	1.12	59,852,567	0.64
2011	108,417,723	1.11	58,882,541	0.60

* Of Average Equalized Valuations

Demographic Information

Population Characteristics

<u>Year</u>	<u>Township</u>	<u>County</u>	<u>State</u>
2010	44,464	323,444	8,791,894
2000	42,940	297,490	8,414,350
1990	32,509	240,279	7,730,188
1980	29,175	203,129	7,365,011

Source: U. S. Census Bureau

Employment Characteristics

	<u>YEAR</u>	<u>LABOR FORCE</u>	<u>EMPLOYED</u>	<u>UNEMPLOYED</u>	<u>UNEMPLOYMENT RATE</u>
Township	2015	23,073	22,128	945	4.10%
	2014	23,197	22,068	1,129	5.00
	2013	24,995	23,629	1,366	5.70
	2012	25,237	23,493	1,744	7.10
	2011	24,748	23,131	1,617	7.00
	2010	24,721	23,021	1,700	7.20
County	2015	174,497	166,788	7,709	4.40%
	2014	173,968	165,075	8,893	5.20
	2013	182,887	171,378	11,509	6.30
	2012	183,366	169,755	13,611	7.40
	2011	180,007	167,144	12,863	7.40
	2010	180,580	167,229	13,351	7.60
State	2015	4,545,083	4,219,650	253,417	5.60%
	2014	4,518,714	4,218,435	300,279	6.60
	2013	4,537,821	4,166,029	371,792	8.20
	2012	4,595,461	4,159,287	436,174	9.50
	2011	4,556,191	4,131,834	424,357	9.30
	2010	4,502,400	4,076,700	425,700	9.50

Source: N.J. Department of Labor, Division of Planning & Research, Office of Demographic & Economic Analysis, Bureau of Labor Force Statistics.

Debt Service Requirements
as of December 31, 2015

Retirement Schedule - Outstanding Bonds/Loans

Municipal

YEAR	General Obligations Bonds			Other Debt			Sewer Bonds		
	Principal	Interest	Total	Principal	Interest	Total	Principal	Interest	Total
2016	\$2,530,000.00	\$1,485,645.00	\$4,015,645.00	\$302,959.25	\$29,339.28	\$332,298.53	\$120,000.00	\$35,695.00	\$155,695.00
2017	2,625,000.00	1,437,352.50	4,062,352.50	294,137.18	22,548.60	316,685.78	120,000.00	33,477.50	153,477.50
2018	2,700,000.00	1,357,783.75	4,057,783.75	254,555.97	16,616.18	271,172.15	120,000.00	29,733.75	149,733.75
2019	2,840,000.00	1,269,333.75	4,109,333.75	201,445.76	11,504.01	212,949.77	117,000.00	25,390.00	142,390.00
2020	3,035,000.00	1,171,202.50	4,206,202.50	185,045.95	7,138.16	192,184.11	117,000.00	21,101.25	138,101.25
2021	3,180,000.00	1,063,440.00	4,243,440.00	137,315.69	3,087.03	140,402.72	62,000.00	13,635.00	75,635.00
2022	3,277,000.00	947,465.00	4,224,465.00				62,000.00	12,885.00	74,885.00
2023	1,985,000.00	830,495.00	2,815,495.00				35,000.00	11,985.00	46,985.00
2024	1,985,000.00	761,195.00	2,746,195.00				40,000.00	10,860.00	50,860.00
2025	1,985,000.00	691,895.00	2,676,895.00				40,000.00	9,660.00	49,660.00
2026	2,010,000.00	622,595.00	2,632,595.00				40,000.00	8,460.00	48,460.00
2027	2,010,000.00	551,663.75	2,561,663.75				40,000.00	7,235.00	47,235.00
2028	2,010,000.00	479,470.00	2,489,470.00				40,000.00	5,960.00	45,960.00
2029	2,010,000.00	406,645.00	2,416,645.00				40,000.00	4,660.00	44,660.00
2030	2,010,000.00	333,188.75	2,343,188.75				40,000.00	3,335.00	43,335.00
2031	2,010,000.00	258,470.00	2,268,470.00				40,000.00	1,960.00	41,960.00
2032	2,012,000.00	183,085.00	2,195,085.00				36,000.00	630.00	36,630.00
2033	1,000,000.00	125,375.00	1,125,375.00						
2034	1,000,000.00	85,375.00	1,085,375.00						
2035	1,100,000.00	45,375.00	1,145,375.00						
	<u>\$43,314,000.00</u>	<u>\$14,107,050.00</u>	<u>\$57,421,050.00</u>	<u>\$1,375,459.80</u>	<u>\$90,233.26</u>	<u>\$1,465,693.06</u>	<u>\$1,109,000.00</u>	<u>\$236,662.50</u>	<u>\$1,345,662.50</u>

Assessed Valuations - Land and Improvements by Class

<u>YEAR</u>	<u>FARM</u>	<u>VACANT LAND</u>	<u>RESIDENTIAL</u>	<u>COMMERCIAL</u>	<u>INDUSTRIAL</u>	<u>APARTMENTS</u>	<u>TOTAL</u>
2015	\$ 6,076,800	\$ 85,358,500	\$ 6,227,830,600	\$ 1,670,545,500	\$ 347,565,400	\$ 67,432,200	\$ 8,404,809,000
2014	5,790,500	86,915,900	5,944,605,000	1,664,998,000	346,979,600	65,336,400	8,114,625,400
2013	5,841,200	91,159,500	5,864,192,900	1,662,956,200	381,478,600	64,053,900	8,069,682,300
2012	6,529,700	92,712,000	6,109,885,500	1,708,500,700	457,868,100	51,571,400	8,427,067,400
2011	6,507,800	94,751,000	6,095,715,300	1,713,746,500	454,103,800	51,256,400	8,416,080,800

Assessed Valuations - Net Valuations Taxable

<u>YEAR</u>	<u>TOTAL ASSESSED VALUE</u>	<u>RATIO OF ASSESSED VALUE TO VALUE OF REAL PROPERTY</u>	<u>TOTAL FAIR VALUE OF ASSESSED PROPERTY</u>
2015	\$ 8,413,284,948	96.10 %	\$ 8,754,718,989
2014	8,119,354,294	95.10	8,537,701,676
2013	8,100,156,601	96.86	8,362,746,852
2012	8,437,787,805	94.31	8,946,864,389
2011	8,426,833,377	93.28	9,033,912,282

Current Tax Collections
Year Ended December 31

<u>YEAR</u>		<u>TOTAL TAXES LEVIED</u>		<u>COLLECTION DURING YEAR OF LEVY</u>	
				<u>AMOUNT</u>	<u>PERCENTAGE</u>
2015	\$	176,275,325.40	\$	174,944,329.29	99.24%
2014		172,456,868.35		171,290,528.69	99.31
2013		168,664,982.37		167,410,366.14	99.25
2012		168,556,539.11		166,658,625.08	98.87
2011		165,157,406.75		163,523,102.75	99.01

Total Tax Requirements
Including School and County Purposes
Year Ended December 31

<u>YEAR</u>		<u>TOTAL TAX REQUIREMENTS</u>		<u>LOCAL PURPOSES</u>		<u>REGIONAL SCHOOL</u>		<u>COUNTY</u>		<u>SPECIAL DISTRICTS</u>
2015	\$	175,711,862.17	\$	21,330,747.34	\$	117,007,939.00	\$	35,018,823.83	\$	2,354,352.00
2014		172,206,040.98		21,330,747.34		114,536,739.00		34,032,761.64		2,305,793.00
2013		168,365,646.12		20,912,497.41		112,300,162.00		32,877,782.71		2,275,204.00
2012		168,213,155.70		20,912,497.41		111,787,443.35		33,268,860.94		2,244,354.00
2011		164,440,128.35		20,298,126.00		109,277,842.74		32,665,063.61		2,199,096.00

Delinquent Taxes and Tax Title Liens
December 31

<u>YEAR</u>		<u>TAX TITLE LIENS</u>		<u>TAXES</u>		<u>TOTAL</u>	<u>PERCENTAGE OF LEVY</u>
2015	\$	150,759.14	\$	1,235,117.03	\$	1,385,876.17	0.79%
2014		143,744.83		1,059,141.00		1,202,885.83	0.70
2013		129,726.11		1,161,575.79		1,291,301.90	0.77
2012		125,140.59		1,534,884.03		1,660,024.62	0.98
2011		115,499.14		1,578,944.04		1,694,443.18	1.03

Assessed Valuations of Property Owned
By the Township - Acquired for Taxes
December 31

<u>YEAR</u>	<u>AMOUNT</u>
2015	\$ 422,300.00
2014	422,300.00
2013	422,300.00
2012	422,300.00
2011	422,300.00

Components of Real Estate Tax Rate
(Per \$100 of Assessment)
Year Ended December 31

<u>YEAR</u>		<u>TOTAL</u>		<u>MUNICIPAL *</u>		<u>REGIONAL SCHOOL</u>		<u>COUNTY</u>
2015	\$	2.061	\$	0.253	\$	1.390	\$	0.418
2014		2.093		0.262		1.410		0.421
2013		2.051		0.258		1.386		0.407
2012		1.967		0.247		1.324		0.396
2011		1.926		0.240		1.297		0.389

* - Includes Open Space

Comparative Schedule of Current Fund Balances

<u>YEAR</u>		<u>FUND BALANCE DECEMBER 31</u>		<u>UTILIZED IN BUDGET OF SUCCEEDING YEAR</u>
2015	\$	5,420,190.26	\$	3,441,276.97
2014		4,938,091.58		3,039,376.57
2013		5,208,560.43		3,016,405.53
2012		4,507,581.23		3,000,000.00
2011		4,231,373.30		2,800,000.00

Comparative Schedule of Sewer Utility Fund Balances

<u>YEAR</u>		<u>FUND BALANCE DECEMBER 31</u>		<u>UTILIZED IN BUDGET OF SUCCEEDING YEAR</u>
2015	\$	6,313,683.93	\$	2,634,141.34
2014		5,859,789.13		1,546,183.07
2013		5,080,565.62		844,656.72
2012		3,410,294.60		587,377.96
2011		4,239,039.28		2,228,748.24

Township of Bridgewater

2016 Adopted Municipal Budget

Current Fund

Anticipated Revenues:

Fund Balance	\$	3,441,276.97
Miscellaneous Revenues:		14,215,031.67
Receipts From Delinquent Taxes		1,000,000.00
Amount to be Raised by Taxation for Municipal Purposes		<u>21,757,362.29</u>

<u>Total Anticipated Revenues</u>	\$	<u><u>40,413,670.93</u></u>
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Appropriations:

Operations	\$	28,181,825.00
Deferred Charges & Statutory Expenditures		4,270,138.75
Capital Improvements		295,000.00
Municipal Debt Service		5,016,707.18
Reserve for Uncollected Taxes		<u>2,650,000.00</u>

<u>Total Appropriations</u>	\$	<u><u>40,413,670.93</u></u>
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CAPITAL BUDGET

The following is a summary of the introduced capital budget for the years 2016 through 2021 for both the General and Sewer Utility Capital:

Total Estimated Project Costs:

2016	\$ 5,900,000.00
2017	5,600,000.00
2018	5,600,000.00
2019	5,600,000.00
2020	5,600,000.00
2021	<u>5,600,000.00</u>

Total	\$ 33,900,000.00
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Planned Funding:

Capital Improvement Fund	\$ 3,310,000.00
Debt to be Authorized	<u>30,590,000.00</u>

\$ 33,900,000.00

PROVISIONS OF CERTAIN STATUTES WITH RESPECT TO GENERAL OBLIGATION DEBT

Local Bond Law (N.J.S. 40A:2-1 et seq.)

The "Local Bond Law" governs the issuance of bonds and notes to finance certain general municipal and utility capital expenditures. Among its provisions are requirements that bonds must mature within the statutory period of usefulness of the projects bonded and that bonds be retired in serial installments. A 5% cash down payment is generally required toward the financing of expenditures for municipal purposes.

Debt Limits

The authorized bonded indebtedness of the municipality is limited by statute, subject to the exceptions noted below, to an amount equal to 3-1/2% of its equalized valuation basis. The equalized valuation basis of the municipality is set by statute as the average for the last three years of the equalized value of all taxable real property and improvements and certain Class II railroad property within its boundaries as annually determined by the State Board of Taxation. Certain categories of debt are permitted by statute to be deducted for purposes of computing the statutory debt limit. Pursuant to law, the Township has deducted its proportionate share of the full amount of authorized School Debt. The Township's ratio of statutory net debt to its average equalized valuation, as of December 31, 2015, is 0.734% as compared to a statutory limit of 3.5%.

Exceptions to Debt Limits - Extensions of Credit

The debt limit of a municipality may be exceeded with the approval of the Local Finance Board, in the Division of Local Government Services, Department of Community Affairs, State of New Jersey, ("the Board") a State regulatory agency. If all or any part of a proposed debt authorization would exceed its debt limit, the municipality must apply to the Board for an extension of credit. If the Board determines that a proposed debt authorization would not materially impair the ability of the municipality to meet its obligations or to provide essential services, or makes other statutory determinations, approval is granted. In addition to the aforesaid, debt in excess of the debt limit may be issued without the approval of the Board to fund certain notes, for self-liquidating purposes and, in each fiscal year in an amount not exceeding two-thirds of the amount budgeted in such fiscal year for the retirement of outstanding obligations (exclusive of obligations issued for utility or assessment purposes).

Short-Term Financing

A municipality may sell short-term "bond anticipation notes" to temporarily finance a capital improvement or project in anticipation of the issuance of bonds, if the bond ordinance or subsequent resolution so provides. Bond anticipation notes for capital improvements may be issued in an aggregate amount not exceeding the amount specified in the ordinance, as may be amended and supplemented, creating such capital expenditure. A local unit's bond anticipation notes may be issued for periods not greater than one year. Generally, bond anticipation notes may not be outstanding for longer than ten years. An additional period may be available following the tenth anniversary date equal to the period from the notes' maturity to the end of the tenth fiscal year in which the notes mature plus four months (May 1) in the next following fiscal year from the date of original issuance. Beginning in the third year and ending in the fifth year, the amount of notes that may be issued is decreased by the minimum amount required for the first year's principal payment for a bond issue. Proposed amendments to the Local Bond Law may place additional restrictions on the renewal of bond anticipation notes beyond five years.

School Debt Subject to Voter Approval

State law permits local school districts, upon approval of the voters, to authorize school district debt, including debt in excess of its independent debt limitation by using the municipality's share of available borrowing capacity. If such debt will be in excess of the school district debt limit and the remaining borrowing capacity of the municipality, the State Commissioner of Education and the Local Finance Board must approve the proposed authorization before it is submitted to the voters.

The Municipal Finance Commission (N.J.S.A. 52-27-1 *et seq.*)

The Municipal Finance Commission was created in 1931 to assist in the financial rehabilitation of municipalities which had defaulted in their obligations. The powers of such Commission are exercised today by the Local Finance Board. Several elements of the local finance system are intended to prevent default on obligations or occurrence of severe fiscal difficulties in any local unit. Should extreme economic conditions adversely affect any local unit, the statutory provisions are available to assist the efforts of restoring the stability of the local unit.

Any holder of bonds or notes which are in default for over sixty (60) days (for payment of principal or interest) may bring action against such municipality in the Superior Court of New Jersey. Any municipality may declare itself unable to meet its obligations and bring action in such court. In either case, the court's determination that the municipality is in default or unable to meet its obligations may place the municipality under the jurisdiction of the Municipal Finance Commission.

The Municipal Finance Commission exercises direct supervision over the finances and accounts of any local unit under its jurisdiction. Such commission is authorized to appoint an auditor to examine and approve all claims against the municipality and to serve as comptroller for that community. The Commission is also directed to supervise tax collections and assessments, to approve the funding of municipal school district indebtedness, the adjustment or composition of the claims of creditors, and the readjustment of debts under the Federal Bankruptcy Act. Such Act was substantially revised in 1976 so as to permit municipalities to have access to bankruptcy court for protection against suits by bondholders and without prior warranty for creditor's approvals in cases of impending default.

The Local Finance Board also serves as the "funding commission" to exercise supervision over the funding or refunding of local government debt. Any county or municipality seeking to adjust its debt service must apply to and receive the approval of such funding commission for the proposed reorganization of its debt.

The Local Budget Law (N.J.S.A. 40A:4-1 *et seq.*)

The foundation of the New Jersey local finance system is the annual cash basis budget. Every local unit must adopt an operating budget in the form required by the Division of Local Government Services, Department of Community Affairs, State of New Jersey, (the "Division"). Certain items of revenue and appropriation are regulated by law and the proposed budget must be certified by the Director of the Division ("Director") prior to final adoption. The Local Budget Law requires each local unit to appropriate sufficient funds for payment of current debt service, and the Director is required to review the adequacy of such appropriations.

Tax anticipation notes are limited in amount by law and must be paid off in full by a municipality within one hundred and twenty days after the close of the fiscal year in which they were issued. The Director has no authority over individual operating appropriations unless a specific amount is required by law, but the review functions focusing on anticipated revenues serve to protect the solvency of all local units. The cash basis budgets of local units must be in balance, i.e., the total of anticipated revenues must equal the total of appropriations (N.J.S.A. 40A:4-22). If in any year a local unit's expenditures exceed its realized revenues for the year, then such excess must be raised in the succeeding year's budget.

Appropriation and Tax Levy "CAPS"

Chapter 68 of the Pamphlet Laws of 1976 (N.J.S.A. 40A:4-45.1 *et seq.*), as amended and supplemented by P.L. 1983, c. 49, P.L. 1990, c.89, and by P.L. 2004, c.74 (the "CAP Law"), imposes restrictions which limit the allowable increase in municipal appropriations over the previous year's appropriations to the lesser of 102.5% or the increase in the Implicit Price Deflator for State and Local Government Purchases of Goods and Services as published by the United States Department of Commerce (the "Cost-of-Living Adjustment"). If the Cost-of-Living Adjustment is less than or equal to 2.5% an increase equal to 3.5% will be permitted by adoption of an ordinance. If the Cost-of Living Adjustment is greater than 2.5%, an increase in any amount above 2.5% will be permitted upon passage of a referendum. This limitation is subject to the following exceptions among others: (i) all debt service payments; (ii) the amount of revenue generated by the increase in valuations within the municipality based solely on applying the preceding year's municipal tax rate to the apportionment valuation of new construction or improvements within the municipality and such increase shall be levied in direct proportion to said valuation; (iii) capital expenditures funded by any source; (iv) an increase involving certain defined categories of emergency appropriations as approved by the Director in certain cases; (v) amounts required to be paid pursuant to any contract between the municipality and any political subdivision or public body in connection with the provision and/or financing of projects for certain public purposes such as water, sewer, parking, senior citizens' housing or any similar purpose; or (vi) that portion of the municipal tax levy which represents funding to participate in any Federal or State aid program and amounts received or to be received from Federal, State or other funds in reimbursement for local expenditures.

Additionally, the Legislature of the State of New Jersey has previously enacted P.L. 2007, c. 62 (the "Property Tax Act") effective April 3, 2007, which imposed a 4% cap on the tax levy of a municipality, county, fire district or solid waste collection district, with certain exceptions and subject to a number of adjustments. The Property Tax Act has been amended by the provisions of P.L. 2010, c. 44 effective June 13, 2010 (the "Amendment") and applicable to the next budget year following enactment. The Amendment reduces the tax levy cap to 2% from 4%, limits exclusions only to capital expenditures, including debt service, certain increases in pension contributions and accrued liability for pension contributions in excess of 2%, certain healthcare cost increases in excess of 2% and extraordinary costs directly related to a declared emergency. Waivers from the Division of Local Government Services or the Local Finance Board are no longer available under the Amendment.

For municipalities, the levy cap is in addition to the existing appropriation cap; both cap laws must be met.

Miscellaneous Revenues

Section 26 of the Local Budget Law provides that: "No miscellaneous revenues from any source shall be included as an anticipated revenue in the budget in an amount in excess of the amount actually realized in cash from the same source during the next preceding fiscal year, unless the Director shall determine upon application by the governing body that the facts clearly warrant the expectation that such excess amount will actually be realized in cash during the fiscal year and shall certify such determination, in writing, to the local unit."

No budget or amendment thereof shall be adopted unless the Director shall have previously certified his approval thereof with the exception of inclusion of categorical grants-in-aid contracts for their face amount with an offsetting appropriation. The fiscal years for such grants rarely coincide with the municipality's fiscal year. Grant revenue is generally not realized, however, until received in cash.

Real Estate Taxes

The same general principle that revenue cannot be anticipated in a budget in excess of that realized in the preceding year applies to delinquent property taxes. N.J.S.A. 40A:4-29 delineates anticipation of delinquent tax collections: "The maximum which may be anticipated is the sum produced by the multiplication of the amount of delinquent taxes unpaid and owing to the local unit on the first day of the current fiscal year by the percentage of collection of delinquent taxes for the year immediately preceding the current fiscal year."

Section 41 of the Local Budget Law provides with regard to current taxes that: "Receipts from the collection of taxes levied or to be levied in the municipality, or in the case of a county for general county purposes and payable in the fiscal year, shall be anticipated in an amount which is not in excess of the percentage of taxes levied and payable during the next preceding fiscal year which was received in cash by the last day of such preceding fiscal year."

This provision requires that an additional amount (the "reserve for uncollected taxes") be added to the tax levy required to balance the budget so that when the percentage of the prior year's tax collection is applied to the combined total, the product will at least be equal to the tax levy required to balance the budget. The reserve requirement is calculated as follows:

<u>Levy required to balance budget</u>	
Prior year's percentage of current tax collections (or lesser %)	= Total taxes to be levied

Deferral of Current Expenses

Emergency appropriations, those made after the adoption of the budget and determination of the tax rate, may be authorized by the governing body of the municipality. With minor exceptions, however, such appropriations must be included in full in the following year's budget. All emergency appropriations must be approved by the Director.

The exceptions are certain enumerated quasi-capital projects such as ice, snow, and flood damage to streets, roads, and bridges, which may be amortized over three years, and tax map preparation, revisions of ordinances, and master plan preparations, which may be amortized over five years.

APPROPRIATIONS DEFERRED TO SUBSEQUENT YEARS

<u>YEAR ENDED DECEMBER 31</u>	<u>DEFERRED TO FOLLOWING YEAR</u>	<u>DEFERRED MORE THAN ONE YEAR</u>
2015	\$ 26,400	\$ -0-
2014	26,400	26,400
2013	668,400	52,800
2012	154,400	591,200
2011	668,909	105,600

Budget Transfers

Budget transfers provide a degree of flexibility and afford a control mechanism. Transfers between major appropriation accounts are prohibited until the last two months of the year and, although subaccount within an appropriation are not subject to the same year-end transfer restriction, they are subject to internal review and approval.

2016 CAPITAL BUDGET AND CAPITAL IMPROVEMENT PROGRAM

In accordance with Sections 43 to 45 of the Local Budget Law and Sections 5:30-4.1 et seq. of the New Jersey Administrative Code, each municipality must adopt a capital budget, in conjunction with its annual operating budget, for any year in which it proposes to undertake a capital project. The capital budget, when adopted, does not constitute the authorization of a capital project, the appropriation of funds or the authorization of debt; rather, it sets forth proposed capital projects with an estimated completion schedule and proposed sources of funding. Specific authorization to undertake capital projects, appropriate funds and incur indebtedness must be provided by other actions of the governing body: by a bond ordinance, by inclusion in the Capital Improvement section of the operating budget, by a capital ordinance (appropriating funds previously provided for capital projects, but not authorizing debt) or other lawful means such as appropriating grant funds. No bond ordinance may be adopted unless the project for which it authorizes debt is included in the municipality's capital budget.

A capital improvement program, setting forth a multi-year plan for capital projects and their financing must be adopted at the same time as the capital budget. The capital budget is the first year of the Capital Improvement Program. Municipalities with populations less than 10,000 must provide a minimum three-year program; municipalities with populations over 10,000 must provide a six-year program.

ASSESSMENT AND COLLECTION OF TAXES

Tax Collection Procedure

Real property taxes are assessed locally based upon an assessment at true value. The tax bill includes a levy for Township, County and School purposes. Tax bills are mailed annually in June and December. Taxes are payable in four quarterly installments on February 1, May 1, August 1 and November 1. If unpaid on these dates, the amount due becomes delinquent and subject to interest at 8% per annum, or 18% on any delinquency amount in excess of \$1,500, and an additional penalty of 6% on delinquent taxes in excess of \$10,000. The school levy is turned over to the Board of Education as expenditures are incurred, and the balance, if any, transferred as of June 30, of each fiscal year. County taxes are paid quarterly on February 15, May 15, August 15 and November 15 to the County by the Township. Annually, all properties with unpaid taxes for the previous year are placed in a tax sale in accordance with the New Jersey Statutes. Annual in rem tax foreclosure proceedings are instituted to enforce the tax collection or acquisition of title to the property by the Township.

The last all-inclusive tax sale of unpaid delinquent taxes and assessments was held on October 16, 2015.

Tax Appeals

The New Jersey Statutes provide a taxpayer with remedial procedures for appealing an assessment deemed excessive. The taxpayer has a right to petition the Somerset County Tax Board on or before the first day of April of the current tax year for review. The County Board of Taxation has the authority after a hearing to decrease an assessment or reject the appeal petition. These adjustments are usually concluded within the current tax year and reductions are shown as canceled or remitted taxes for that year. If the taxpayer feels his petition was unsatisfactorily reviewed by the County Board of Taxation, appeal may be made to the New Jersey Tax Court. State tax appeals tend to take several years prior to settlement and any losses in tax collections from prior years are charged directly to operations or with the permission of the Local Finance Board may be financed, generally, over a three to five year period.

THE LOCAL FISCAL AFFAIRS LAW (N.J.S.A. 40A:5-1 et seq.)

This law regulates the nonbudgetary financial activities of local governments. The governing body of every local unit must cause an annual, independent audit of the local unit's accounts for the previous year, to be performed by a licensed Registered Municipal Accountant. The audit, conforming to the Division of Local Government Services "Requirements of Audit", includes recommendations for improvement of the local unit's financial procedures and must be filed with the Director within six months after the close of the fiscal year. A synopsis of the audit report, together with all recommendations made, must be published at least once in a local newspaper within 30 days after the clerk of the local unit shall have received the audit. (The entire annual audit report is filed with the Municipal Clerk and is available for review during business hours.)

The chief financial officer of every local unit must file annually with the Director, a verified statement of the financial condition of the local unit as of the close of each fiscal year.

SECONDARY MARKET DISCLOSURE

The Securities and Exchange Commission (the "SEC") pursuant to the Securities Exchange Act of 1934, as amended and supplemented (the "Securities Exchange Act") has adopted amendments to its Rule 15c2-12 ("Rule 15c2-12") effective July 3, 1995 which generally prohibits a broker, dealer, or municipal securities dealer ("Participating Underwriter") from purchasing or selling municipal securities such as the Obligations, unless the Participating Underwriter has reasonably determined that an issuer of municipal securities or an obligated person has undertaken in a written agreement or contract for the benefit of holders of such securities to provide certain annual financial information and event notices to the Municipal Securities Rulemaking Board ("MSRB") (the "Continuing Disclosure Requirements").

On the date of delivery the Obligations, the Township will enter into Continuing Disclosure Certificates ("the Continuing Disclosure Certificates") containing the Continuing Disclosure Requirements for the benefit of the beneficial holders of the Obligations pursuant to which the Township will agree to comply on a continuing basis with the Continuing Disclosure Requirements of Rule 15c2-12. Specifically, the Township will covenant for the benefit of the holders and beneficial owners of the Bonds to provide certain financial information and operating data relating to the Township by not later than October 1 of each fiscal year of the Township commencing with the first fiscal year of the Township ending December 31, 2016 (the "Annual Report"), and for the benefit of the holders and beneficial owners of the Obligations to provide notices of the occurrence of certain enumerated events. Notwithstanding the foregoing, if the fiscal year is not a calendar year then the Township shall provide certain financial information and operating data relating to the Township by not later than the first day of the tenth month of each fiscal year. The Annual Report will be filed by the Township with the MSRB. The notices of enumerated events will be filed by the Township with the MSRB. The specific nature of the information to be contained in the Annual Report or the notices of enumerated events is set forth in "Appendix B - Forms of Continuing Disclosure Certificates." These covenants have been made in order to assist the Underwriter in complying with S.E.C. Rule 15c2-12.

During the five-year period preceding the date of this Official Statement: (a) the Township failed to file, in accordance with Rule 15c2-12, in a timely manner, under previous filing requirements with respect to bonds issued by the Township and the Somerset County Improvement Authority (i) its audited financial statements for the fiscal years ended December 31, 2011, 2012 and 2013, and (ii) annual operating data for the fiscal years ended December 31, 2010, 2011, 2012 and 2013; and (b) the Township failed to timely file event notices with respect to certain rating changes and late filing notices in connection with such audited financial statements and annual operating data. The Township appointed Phoenix Advisors, LLC, Bordentown, New Jersey, in September of 2014 to act as Continuing Disclosure Agent to ensure compliance with its continuing disclosure obligations.

TAX MATTERS

Exclusion of Interest on the Obligations from Gross Income for Federal Income Tax Purposes

The Internal Revenue Code of 1986, as amended (the "Code"), imposes certain requirements which must be met on the date of issuance and on a continuing basis subsequent to the issuance of the Obligations in order to assure that interest on the Obligations will be excluded from gross income for Federal income tax purposes under Section 103 of the Code. Failure of the Township to comply with such requirements may cause interest on the Obligations to lose the exclusion from gross income for Federal income tax purposes, retroactive to the date of the issuance of the Obligations. The Township will make certain representations in its Tax Certificates, which will be executed on the date of issuance of the Obligations, as to various tax requirements. The Township has covenanted to comply with the provisions of the Code applicable to the Obligations and has covenanted not to take any action or fail to take any action that would cause the interest on the Obligations to lose the exclusion from gross income under Section 103 of the Code or cause interest on the Obligations to be treated as an item of tax preference under Section 57 of the Code. Gibbons P.C., Bond Counsel to the Township, has relied upon the representations of the Township made in the Tax Certificates and has assumed continuing compliance by the Township with the above covenants in rendering its federal income tax opinions with respect to the exclusion of interest on the Obligations from gross income for federal income tax purposes and with respect to the treatment of interest on the Obligations for the purposes of alternative minimum tax.

Assuming the Township observes its covenants with respect to compliance with the Code, Gibbons P.C., Bond Counsel to the Township, is of the opinion that, under existing law, interest on the Obligations is excluded from the gross income of the owners of the Obligations for Federal income tax purposes pursuant to Section 103 of the Code and interest on the Obligations is not an item of tax preference under Section 57 of the Code for purposes of computing the alternative minimum tax.

Additional Federal Income Tax Consequences

In the case of certain corporate holders of the Obligations, interest on such Obligations will be included in the calculation of the alternative minimum tax as a result of the inclusion of interest on the Obligations in "adjusted current earnings" of certain corporations.

Prospective purchasers of the Obligations should be aware that ownership of, accrual of, receipt of, interest on, or disposition of, tax-exempt obligations, such as the Obligations, may have additional Federal income tax consequences for certain taxpayers, including without limitation, taxpayers eligible for the earned income credit, recipients of certain Social Security and certain Railroad Retirement benefits, taxpayers that may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, financial institutions, property and casualty companies, foreign corporations and certain S corporations. Prospective purchasers of the Obligations should consult with their tax advisors with respect to the need to furnish certain taxpayer information in order to avoid backup withholding.

Bond Counsel expresses no opinion regarding any Federal tax consequences other than its opinions with regard to the exclusion of interest on the Obligations from gross income pursuant to Section 103 of the Code and interest on the Obligations not constituting an item of tax preference under Section 57 of the Code. Prospective purchasers of the Obligations should consult their tax advisors with respect to all other tax consequences (including, but not limited to, those listed above) of holding the Obligations.

TAX MATTERS (CONTINUED)

State Taxation

Bond Counsel to the Township is of the opinion that, under existing law, interest on the Obligations and net gains from the sale of the Obligations are exempt from the tax imposed by the New Jersey Gross Income Tax Act.

Miscellaneous

Amendments to federal and state tax laws are proposed from time to time and could be enacted, and court decisions and administrative interpretations may be rendered, in the future. There can be no assurance that any such future amendments or actions will not adversely affect the value of the Obligations, the exclusion of interest on the Obligations from gross income, alternative minimum taxable income, state taxable income, or any combination from the date of issuance of the Obligations or any other date, or that such changes will not result in other adverse federal or state tax consequences.

ALL POTENTIAL PURCHASERS OF THE OBLIGATIONS SHOULD CONSULT WITH THEIR TAX ADVISORS WITH RESPECT TO THE FEDERAL, STATE AND LOCAL TAX CONSEQUENCES (INCLUDING BUT NOT LIMITED TO THOSE LISTED ABOVE) OF THE OWNERSHIP OF THE OBLIGATIONS.

STATEMENT OF LITIGATION

There is no litigation pending or threatened restraining or enjoining the issuance or the delivery of the Obligations or the levy or the collection of taxes to pay the Obligations or in any manner questioning the authority or the proceedings for the issuance of the Obligations or for the levy or the collection of taxes. There is at present no single action pending or threatened against the Township which would impose an undue financial burden on the Township. In New Jersey's courts of general jurisdiction, unliquidated money damages are pleaded generally without specifying a dollar amount. The Township is a party-defendant in certain lawsuits, none of a kind unusual for a municipality of its size, and none of which in the opinion of the Township's Attorney, would adversely impair the Township's ability to pay its bondholders or noteholders. All of the Township's tort actions are being defended. Pending municipal real estate tax appeals are limited in number and are based upon the Township's prior experience in tax appeals, and assuming that such tax appeals are resolved adversely to the interest of the Township, such resolution would not impair the Township's ability to pay its bondholders or noteholders.

LEGALITY FOR INVESTMENT

The State and all public officers, municipalities, counties, political sub-divisions and public bodies and agencies thereof, all banks, bankers, trust companies, savings and loan associations, savings banks and institutions, building and loan associations, investment companies, and other persons carrying on banking business, all insurance companies, and all executors, administrators, guardians, trustees and other fiduciaries may legally invest any sinking funds, moneys or other funds belonging to them or within their control in any obligations of the Township, including the Obligations, and such Obligations are authorized security for any and all public deposits.

RATINGS

S&P Global Ratings, acting through Standard & Poor's Financial Services LLC ("Standard & Poor's") has assigned its rating of "AA+/Stable" to the Bonds and a short-term rating of "SP-1+" to the Notes. Such ratings by Standard & Poor's are based on the credit of the Township and reflect only the views of Standard & Poor's. An explanation of the significance of such ratings may be obtained from Standard & Poor's at 55 Water Street, New York, New York 10041.

The inclusion of Standard & Poor's "Stable" outlook (the "Outlook") has been provided herein for informational purposes only and is not a part of the "Ratings" described in the preceding paragraph. The Outlook is only Standard & Poor's forward-looking view of the Township.

The Township furnished Standard & Poor's with certain information and materials concerning the Obligations and the Township. Generally, Standard & Poor's bases its ratings on such information and materials. There can be no assurance that any such ratings will be maintained for any given period of time or that they may not be raised, lowered or withdrawn entirely, if in Standard & Poor's judgement, circumstances so warrant. Any downward change in or withdrawal of any such ratings may have an adverse effect on the marketability or market price of the Obligations.

UNDERWRITING

Roosevelt & Cross, Inc. and Associates, the underwriter for the Bonds has agreed, subject to certain customary conditions to closing, to purchase all the Bonds, if any such Bonds are purchased, at a price of \$8,574,858.13. J.P. Morgan Securities LLC has agreed, subject to certain customary conditions to closing, to purchase at a competitive sale all the Notes, if any such Notes are purchased, at a price of \$21,913,969.76. The Obligations may be reoffered to certain dealers and investment accounts at yields higher than the initial public offering yields set forth on the inside cover page hereof, and the initial public offering yields of the Obligations may be changed from time to time.

FINANCIAL ADVISOR

Phoenix Advisors, LLC, Bordentown, New Jersey has served as Financial Advisor to the Township with respect to the issuance of the Obligations (the "Financial Advisor"). The Financial Advisor is not obligated to undertake, and has not undertaken, either to make an independent verification of, or to assume responsibility for the accuracy, completeness, or fairness of the information contained in the Official Statement and the Appendices hereto. The Financial Advisor is an independent firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other public securities.

DOCUMENTS ACCOMPANYING DELIVERY OF THE BONDS

Absence of Litigation

Upon delivery of the Obligations, the Township shall furnish certificates of the Township Attorney, dated the date of delivery of the Obligations, to the effect that there is no litigation of any nature pending or threatened to restrain or enjoin the issuance, sale, execution or delivery of the Obligations, or in any way contesting or affecting the validity of the Obligations or any of the proceedings taken with respect to the issuance and sale thereof or the application of moneys to the payment of the Obligations. In addition, except as set forth under "Statement of Litigation", such certificates shall state that there is no litigation of any nature now pending, or threatened by or against the Township wherein an adverse judgment or ruling could have a material adverse impact on the financial condition of the Township or adversely affect the power of the Township to levy, collect and enforce the collection of taxes or other revenues for the payment of its Obligations, which has not been disclosed in this Official Statement.

LEGAL MATTERS

The legality of the Obligations will be subject to the final approving opinions of Gibbons P.C., Newark, New Jersey. Such opinions will be to the effect that the Obligations are valid and legally binding obligations of the Township, and the Township has the power and is obligated to levy *ad valorem* tax upon all the taxable property within the Township for the payment of the Obligations and the interest thereon, without limitation as to rate or amount.

CERTIFICATES OF TOWNSHIP OFFICIALS

Upon the delivery of the Obligations, the original purchaser shall receive certificates, in form satisfactory to Gibbons P.C., and signed by a proper official of the Township, stating to the best knowledge of said official, that this Official Statement as of its date did not contain any untrue statement of a material fact, or omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading; and stating, to the best knowledge of said official, that there has been no material adverse change in the condition, financial or otherwise of the Township from that set forth in or contemplated by this Official Statement. In addition, the original purchasers of the Obligations shall also receive certificates in the form satisfactory to Gibbons P.C., evidencing the proper execution and delivery of the Obligations and receipt of payment therefore, and certificates dated as of the date of the delivery of the Obligations, and signed by the officers who signed the Obligations, stating that no litigation is then pending or, to the knowledge of such officers, threatened to restrain or enjoin the issuance or delivery of the Obligations or the levy or collection of taxes to pay the Obligations or the interest, thereon, or questioning the validity of the statutes or the proceedings under which the Obligations are issued, and that neither the corporate existence or boundaries of the Township, nor the title of any of the said officers to the respective offices, is being contested.

MISCELLANEOUS

All quotations from summaries and explanations of the provisions of the laws of the State herein do not purport to be complete and are qualified in their entirety by reference to the official compilation thereof.

This Official Statement is not to be construed as a contract or agreement between the Township and the purchasers or holders of any of the Obligations. Any statements made in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended merely as opinions and not as representations of fact. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there have been no changes in the affairs in the Township, the State or any of their agencies or authorities, since the date thereof.

ADDITIONAL INFORMATION

Additional information may be obtained on request from the office of the Chief Financial Officer, Municipal Building, 100 Commons Way, Bridgewater, New Jersey 08807, telephone (908) 725-6300 Ext. 5110 or the Financial Advisor, 4 West Park Street, Bordentown, New Jersey 08505, telephone (609) 291-0130.

PREPARATION OF OFFICIAL STATEMENT

Suplee, Clooney & Company assisted in the preparation of information contained in this Official Statement and takes responsibility for the audited financial statements to the extent specified in the Independent Auditor's Report.

All other information has been obtained from sources which the Township deems to be reliable and the Township makes no warranty, guaranty or other representation with respect to the accuracy and completeness of such information.

Gibbons P.C. and the Financial Advisor have not participated in the preparation of the financial or statistical information contained in this Official Statement, nor have they verified the accuracy, completeness or fairness thereof and, accordingly, express no opinion with respect thereto.

This Official Statement has been duly executed and delivered on behalf of the Township by the Chief Financial Officer.

Township of Bridgewater
In the County of Somerset, New Jersey

By: /s/ Natasha S. Turchan
Natasha S. Turchan
Chief Financial Officer

Dated: August 3, 2016

APPENDIX A

FINANCIAL STATEMENTS OF THE TOWNSHIP OF BRIDGEWATER

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SUPLEE, CLOONEY & COMPANY

CERTIFIED PUBLIC ACCOUNTANTS

308 East Broad Street, Westfield, New Jersey 07090-2122

Telephone 908-789-9300

Fax 908-789-8535

E-mail info@scnco.com

INDEPENDENT AUDITOR'S REPORT

The Honorable Mayor and Members
of the Township Council
Township of Bridgewater
County of Somerset
Bridgewater, New Jersey 08807

Report on the Financial Statements

We have audited the accompanying balance sheets - regulatory basis of the various individual funds and account group of the Township of Bridgewater, as of December 31, 2015 and 2014, the related statement of operations and changes in fund balance - regulatory basis for the years then ended, and the related statement of revenues - regulatory basis and statement of expenditures - regulatory basis of the various individual funds for the year ended December 31, 2015, and the related notes to the financial statements, which collectively comprise the Township's regulatory financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the regulatory basis of accounting prescribed by the Division of Local Government Services, Department of Community Affairs, State of New Jersey. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these regulatory financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America, the audit requirements prescribed by the Division of Local Government Services, Department of Community Affairs, State of New Jersey, and the audit requirements of Title 2 U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards and provisions require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

SUPLEE, CLOONEY & COMPANY

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the regulatory financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Township of Bridgewater's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Township of Bridgewater's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the regulatory financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Basis for Adverse Opinion on U.S Generally Accepted Accounting Principles.

As described in Note 1 of the regulatory financial statements, the regulatory financial statements are prepared by the Township of Bridgewater on the basis of the financial reporting provisions prescribed by the Division of Local Government Services, Department of Community Affairs, State of New Jersey, which is a basis of accounting other than accounting principles generally accepted in the United States of America, to meet the requirements of New Jersey.

The effects on the financial statements of the variances between the regulatory basis of accounting described in Note 1 and accounting principles generally accepted in the United States of America, although not reasonably determinable, are presumed to be material.

Adverse Opinion on U.S. Generally Accepted Accounting Principles

In our opinion, because of the significance of the matter discussed in the "Basis for Adverse Opinion on U.S Generally Accepted Accounting Principles" paragraph, the financial statements referred to above do not present fairly, in accordance with accounting principles generally accepted in the United States of America, the financial position of the various individual funds and account group of the Township of Bridgewater as of December 31, 2015 and 2014, or the results of its operations and changes in fund balance for the years then ended of the revenues or expenditures for the year ended December 31, 2015.

Opinion on Regulatory Basis of Accounting

In our opinion, the regulatory financial statements referred to above present fairly, in all material respects, the regulatory basis balance sheets of the various individual funds and account group as of December 31, 2015 and 2014, the regulatory basis statement of operations and changes in fund balance for the years then ended and the regulatory basis statement of revenues and expenditures and changes in fund balance for the year ended December 31, 2015 in accordance with the basis of financial reporting prescribed by the Division of Local Government Services, Department of Community Affairs, State of New Jersey as described in Note 1.

SUPLEE, CLOONEY & COMPANY

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated March 30, 2016 on our consideration of the Township of Bridgewater's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Township of Bridgewater's internal control over financial reporting and compliance.

SUPLEE, CLOONEY & COMPANY
Certified Public Accountants

/s/ Robert B. Cagnassola
Robert B. Cagnassola, C.P.A., R.M.A.

March 30, 2016

TOWNSHIP OF BRIDGEWATER

CURRENT FUND

BALANCE SHEETS - REGULATORY BASIS

	BALANCE DECEMBER <u>31, 2015</u>	BALANCE DECEMBER <u>31, 2014</u>
<u>ASSETS</u>		
Cash	\$ 10,700,952.89	\$ 9,564,313.53
Change Fund	410.00	410.00
Due State of New Jersey - Senior Citizens and Veterans	215,037.68	205,226.72
	<u>\$ 10,916,400.57</u>	<u>\$ 9,769,950.25</u>
Receivables and Other Assets with Full Reserves:		
Delinquent Property Taxes Receivable	\$ 1,235,117.03	\$ 1,059,141.00
Tax Title Liens Receivable	150,759.14	143,744.83
Property Acquired for Taxes - Assessed Valuation	422,300.00	422,300.00
Revenue Accounts Receivable	44,557.32	38,347.18
Interfunds Receivable	10,037.51	10,062.98
	<u>\$ 1,862,771.00</u>	<u>\$ 1,673,595.99</u>
Deferred Charges	\$ 26,400.00	\$ 52,800.00
	<u>\$ 12,805,571.57</u>	<u>\$ 11,496,346.24</u>
Grant Fund:		
Cash	\$ 121,161.67	\$ 349,633.80
Grants Receivable	291,064.25	847,428.69
	<u>\$ 412,225.92</u>	<u>\$ 1,197,062.49</u>
	<u>\$ 13,217,797.49</u>	<u>\$ 12,693,408.73</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TOWNSHIP OF BRIDGEWATER

CURRENT FUND

BALANCE SHEETS - REGULATORY BASIS

	BALANCE DECEMBER 31, 2015	BALANCE DECEMBER 31, 2014
<u>LIABILITIES, RESERVES AND FUND BALANCE</u>		
Appropriations Reserves	\$ 1,685,685.48	\$ 924,204.44
Prepaid Taxes	1,064,143.08	845,770.71
Accounts Payable	1,338,485.08	1,466,739.21
Tax Overpayments	272,891.29	293,398.56
Interfunds Payable	105,055.20	140,205.96
Reserve For:		
Sale of Municipal Assets	261.03	261.03
Marriage/Civil Union Licenses - Due State of NJ	925.00	625.00
Construction Code DCA - Due State of New Jersey	27,443.00	26,821.00
Insurance Damage	7,147.71	30,585.69
County Taxes Payable	94,113.08	35,829.09
Tax Appeals	647,543.08	659,486.02
Storm Damage - FEMA	275,800.28	459,114.96
State Library	3,117.00	1,617.00
	<u>\$ 5,522,610.31</u>	<u>\$ 4,884,658.67</u>
Reserve for Receivables and Other Assets	1,862,771.00	1,673,595.99
Fund Balance	<u>5,420,190.26</u>	<u>4,938,091.58</u>
	<u>\$ 12,805,571.57</u>	<u>\$ 11,496,346.24</u>
Grant Fund:		
Reserve for Grants - Unappropriated	\$ 15,000.00	\$ 13,688.13
Reserve for Grants - Appropriated	218,787.46	921,989.90
Due General Capital Fund		1,000.00
Accounts Payable	<u>178,438.46</u>	<u>260,384.46</u>
	<u>\$ 412,225.92</u>	<u>\$ 1,197,062.49</u>
	<u>\$ 13,217,797.49</u>	<u>\$ 12,693,408.73</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TOWNSHIP OF BRIDGEWATER

CURRENT FUND

STATEMENTS OF OPERATIONS AND
CHANGES IN FUND BALANCE - REGULATORY BASIS

	YEAR ENDED <u>DECEMBER 31, 2015</u>	YEAR ENDED <u>DECEMBER 31, 2014</u>
<u>REVENUE AND OTHER INCOME REALIZED</u>		
Fund Balance Utilized	\$ 3,039,376.57	\$ 3,016,405.53
Miscellaneous Revenue Anticipated	15,687,035.03	16,266,263.96
Receipts From Delinquent Taxes	1,083,534.57	1,150,087.34
Receipts From Current Taxes	174,944,329.29	171,290,528.69
Non-Budget Revenue	509,677.98	318,472.06
Other Credits to Income:		
Unexpended Balance of Appropriation Reserves	487,197.28	604,149.89
Accounts Payable Canceled	129,988.96	114,657.98
Reserves Canceled	541,247.73	32,425.25
Interfunds Returned	25.47	77,310.12
<u>TOTAL REVENUE AND OTHER INCOME</u>	<u>\$ 196,422,412.88</u>	<u>\$ 192,870,300.82</u>
<u>EXPENDITURES</u>		
Budget Appropriations	\$ 38,158,726.39	\$ 39,189,515.11
Special Fire District Taxes	2,354,352.00	2,305,793.00
County Taxes	35,112,936.91	34,068,590.73
Regional School District Taxes	117,007,939.00	114,536,739.00
Cancelled Receivables	249,353.11	23,726.30
Refund of Prior Year Revenue	17,630.22	
<u>TOTAL EXPENDITURES</u>	<u>\$ 192,900,937.63</u>	<u>\$ 190,124,364.14</u>
Excess to Fund Balance	\$ 3,521,475.25	\$ 2,745,936.68
Fund Balance, January 1	4,938,091.58	5,208,560.43
	<u>\$ 8,459,566.83</u>	<u>\$ 7,954,497.11</u>
Decreased by:		
Utilization as Anticipated Revenue	<u>3,039,376.57</u>	<u>3,016,405.53</u>
Fund Balance, December 31	<u>\$ 5,420,190.26</u>	<u>\$ 4,938,091.58</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TOWNSHIP OF BRIDGEWATER

CURRENT FUND

STATEMENT OF REVENUES - REGULATORY BASIS

YEAR ENDED DECEMBER 31, 2015

	ANTICIPATED			
	ANTICIPATED	SPECIAL		EXCESS
	BUDGET	N.J.S. 40A:4-87	REALIZED	OR
				(DEFICIT)
Fund Balance Anticipated	\$ 3,039,376.57		\$ 3,039,376.57	
Miscellaneous Revenues:				
Licenses:				
Alcoholic Beverages	\$ 86,000.00	\$	\$ 87,252.00	\$ 1,252.00
Other	34,000.00		33,550.53	(449.47)
Fees and Permits:				
Construction Code Official	1,850,000.00		1,647,497.80	(202,502.20)
Other	320,600.00		333,474.61	12,874.61
Municipal Court:				
Fines and Costs	520,000.00		585,039.25	65,039.25
Interest and Costs on Taxes	300,000.00		280,223.38	(19,776.62)
Interest on Investments and Deposits	35,000.00		48,782.69	13,782.69
Recreation Fees	169,400.00		176,511.64	7,111.64
Consolidated Municipal Property Tax Relief Aid	70,290.00		70,290.00	
Energy Receipts Tax	5,829,889.00		5,829,889.00	
Garden State Trust Fund	4,082.00		4,082.00	
Joint Services with County Library	319,926.15		314,971.51	(4,954.64)
Public Assistance Services with County	45,840.00		45,840.00	
Shared Municipal Court	186,482.30		186,482.32	0.02
Shared Resource Officer BOE	88,208.71		139,986.52	51,777.81
Historic Preservation	67,210.00		67,210.00	
Drunk Driving Enforcement Fund		25,225.37	25,225.37	
Clean Communities Program		100,034.35	100,034.35	
Municipal Alliance on Alcoholism and Drug Use		35,761.00	35,761.00	
Safe & Secure Communities Program	60,000.00		60,000.00	
Distracted Driving Crackdown		5,000.00	5,000.00	
Youth Services Program		7,500.00	7,500.00	
Body Armor Replacement Fund		6,730.37	6,730.37	
Drive Sober or Get Pulled Over		5,000.00	5,000.00	
Alcohol Education Rehabilitation Program		3,064.52	3,064.52	
Emergency Management		5,000.00	5,000.00	
Click it or Ticket		3,300.00	3,300.00	
NJ DOT - Country Club Road		162,000.00	162,000.00	
Highway Traffic Safety		73,154.30	73,154.30	
Federal Bulletproof Vest		13,749.83	13,749.83	
Life Hazard Use Fees	121,000.00		126,937.26	5,937.26
Suburban Cablevision Franchise Fee	530,000.00		580,332.94	50,332.94
Payment in Lieu of Taxes - Centerbridge I	95,000.00		97,012.28	2,012.28
Payment in Lieu of Taxes - Centerbridge II	100,000.00		85,706.38	(14,293.62)
Bridgewater Commons Rent and Royalty - In Lieu of Taxes	1,900,000.00		2,170,994.00	270,994.00
Host Benefit Fees	210,000.00		226,705.87	16,705.87
Additional Fees and Permits - Towing	40,000.00		47,400.00	7,400.00
Reserve for Insurance Reimbursements	23,437.98		23,437.98	
Capital Surplus	500,000.00		500,000.00	
Hotel and Motel Tax	830,000.00		906,805.33	76,805.33
Storm Reimbursement	450,000.00		450,000.00	
Reliable Recycling	50,000.00		50,100.00	100.00
Debt Service Reimbursement - Open Space Trust Fund	65,000.00		65,000.00	
<u>Total Miscellaneous Revenues</u>	<u>\$ 14,901,366.14</u>	<u>\$ 445,519.74</u>	<u>\$ 15,687,035.03</u>	<u>\$ 340,149.15</u>
Receipts From Delinquent Taxes	\$ 1,000,000.00	\$	\$ 1,083,534.57	\$ 83,534.57
Amount to be Raised by Taxes for Support of Municipal Budget:				
Local Tax for Municipal Purposes	\$ 21,330,747.34		\$ 23,019,101.38	\$ 1,688,354.04
<u>BUDGET TOTALS</u>	<u>\$ 40,271,490.05</u>	<u>\$ 445,519.74</u>	<u>\$ 42,829,047.55</u>	<u>\$ 2,112,037.76</u>
Non-Budget Revenues			509,677.98	509,677.98
	<u>\$ 40,271,490.05</u>	<u>\$ 445,519.74</u>	<u>\$ 43,338,725.53</u>	<u>\$ 2,621,715.74</u>

A-3

A-3

The accompanying Notes to Financial Statements are an integral part of this statement.

TOWNSHIP OF BRIDGEWATER

CURRENT FUND

STATEMENT OF REVENUES - REGULATORY BASIS

YEAR ENDED DECEMBER 31, 2015

ANALYSIS OF REALIZED REVENUE

Allocation of Current Tax Collections:	
Collections	\$ 174,944,329.29
Allocated To:	
County Taxes	35,112,936.91
Regional School District Taxes	117,007,939.00
Special Fire District Taxes	2,354,352.00
	<u>\$ 154,475,227.91</u>
Balance for Support of Municipal Budget Appropriations	\$ 20,469,101.38
Add: Appropriation "Reserve for Uncollected Taxes"	<u>2,550,000.00</u>
Amount for Support of Municipal Budget Appropriations	<u><u>\$ 23,019,101.38</u></u>
Licenses - Other:	
Clerk	\$ 4,237.53
Health Officer	28,710.00
Registrar	603.00
	<u>\$ 33,550.53</u>
Other - Fees and Permits:	
Board of Health	\$ 4,680.00
Police	34,046.76
Clerk	38.60
Planning	54,209.40
Registrar	15,579.00
Engineering	514.60
Tax Assessor	1,240.00
Board of Adjustment	16,602.00
In House Escrow Fees	34,678.75
Fire	168,284.00
Zoning	3,601.50
	<u>\$ 333,474.61</u>
Recreation Fees	\$ 180,896.64
Less: Refunds	<u>4,385.00</u>
	<u><u>\$ 176,511.64</u></u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TOWNSHIP OF BRIDGEWATER

CURRENT FUND

STATEMENT OF REVENUES - REGULATORY BASIS

YEAR ENDED DECEMBER 31, 2015

Uniform Construction Code Fees	\$	1,660,115.00
Less: Refunds		<u>12,617.20</u>
	\$	<u>1,647,497.80</u>
Municipal Court Fees	\$	585,481.25
Less: Refunds		<u>442.00</u>
	\$	<u>585,039.25</u>

ANALYSIS OF NON-BUDGET REVENUE

Miscellaneous Revenue Not Anticipated:		
Engineering- Road Openings/Bid Specs	\$	4,098.00
COAH Rent		480.00
JIF Award		425.00
Refund of Prior Year Expenses		28,229.59
Bad Check Fees		660.00
Police Outside Overtime Administrative Fees		178,154.08
Police Outside Overtime Car Usage		92,685.00
Senior Citizens & Veterans Administrative Fees		6,053.99
Refuse Revenue		528.57
DMV Inspection Fines		850.00
Homestead Rebate Mailing Reimbursement		2,430.40
Tax Collector		5,504.35
Miscellaneous		<u>180,090.46</u>
		500,189.44
Excess Reserve for Animal Expenditures		<u>9,488.54</u>
<u>Total Non-Budget Revenue</u>	\$	<u>509,677.98</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

"B"

TOWNSHIP OF BRIDGEWATER

TRUST FUND

BALANCE SHEETS - REGULATORY BASIS

<u>ASSETS</u>	BALANCE DECEMBER 31, 2015	BALANCE DECEMBER 31, 2014
Assessment Fund:		
Cash	\$ 47,933.54	\$ 47,933.54
Assessments Receivable	82,989.48	82,989.48
Prospective Assessments Funded	408,863.19	408,863.19
	<u>\$ 539,786.21</u>	<u>\$ 539,786.21</u>
Animal Control Fund:		
Cash	\$ 34,312.74	\$ 40,421.04
	<u>\$ 34,312.74</u>	<u>\$ 40,421.04</u>
Other Funds:		
Cash	\$ 15,304,742.48	\$ 16,117,161.38
Due Current Fund	105,055.20	137,753.11
	<u>\$ 15,409,797.68</u>	<u>\$ 16,254,914.49</u>
	<u>\$ 15,983,896.63</u>	<u>\$ 16,835,121.74</u>
<u>LIABILITIES, RESERVES AND FUND BALANCE</u>		
Assessment Fund:		
Assessment Overpayments	\$ 1,000.00	\$ 1,000.00
Reserve for Assessments and Liens	491,655.40	491,655.40
Fund Balance	47,130.81	47,130.81
	<u>\$ 539,786.21</u>	<u>\$ 539,786.21</u>
Animal Control Fund:		
Due Current Fund	\$ 9,488.54	\$ 10,062.98
Reserve For Expenditures	24,824.20	26,042.80
Accounts Payable		4,315.26
	<u>\$ 34,312.74</u>	<u>\$ 40,421.04</u>
Other Funds:		
Due Sewer Operating Fund	\$ 16.96	\$
Reserve for State Unemployment Insurance	108,944.97	86,863.34
Reserve for Various Trust Deposits	7,812,664.61	7,248,103.97
Reserve for Municipal Open Space Trust Deposits	7,488,171.14	8,919,947.18
	<u>\$ 15,409,797.68</u>	<u>\$ 16,254,914.49</u>
	<u>\$ 15,983,896.63</u>	<u>\$ 16,835,121.74</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TOWNSHIP OF BRIDGEWATER

TRUST FUND

SCHEDULE OF ASSESSMENT TRUST FUND BALANCE - REGULATORY BASIS

Balance, December 31, 2014
and December 31, 2015

\$ 47,130.81

The accompanying Notes to Financial Statements are an integral part of this statement.

"C"

TOWNSHIP OF BRIDGE WATER

GENERAL CAPITAL FUND

BALANCE SHEETS - REGULATORY BASIS

	BALANCE DECEMBER 31, 2015	BALANCE DECEMBER 31, 2014
<u>ASSETS</u>		
Cash	6,849,905.38	\$ 2,532,142.10
Due Grant Fund		1,000.00
Deferred Charges to Future Taxation:		
Funded	44,689,459.80	47,146,159.21
Unfunded	21,800,935.91	16,249,199.26
	<u>73,340,301.09</u>	<u>\$ 65,928,500.57</u>
<u>LIABILITIES, RESERVES AND FUND BALANCE</u>		
Serial Bonds Payable	43,314,000.00	\$ 45,749,000.00
Bond Anticipation Notes	19,484,701.00	7,033,019.00
Green Acres Loans Payable	537,125.38	622,593.41
Infrastructure Loan Payable	366,135.36	423,432.59
Improvement Authority Loans Payable	472,199.06	351,133.21
Capital Improvement Fund	46,467.30	95,717.30
Improvement Authorizations:		
Funded	762,570.64	1,258,522.84
Unfunded	3,891,173.06	4,443,579.22
Reserve for:		
Capital Projects	1,756,354.75	1,756,354.75
Debt Service	314,870.37	11,975.98
Preliminary Expenses	5,000.00	5,000.00
Contracts Payable	2,221,464.19	3,509,932.29
Fund Balance	168,239.98	668,239.98
	<u>73,340,301.09</u>	<u>\$ 65,928,500.57</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TOWNSHIP OF BRIDGEWATER

GENERAL CAPITAL FUND

STATEMENT OF CAPITAL FUND BALANCE - REGULATORY BASIS

Balance, December 31, 2014	\$ 668,239.98
Decreased by-	
Utilized as Anticipated Revenue Current Fund	<u>500,000.00</u>
Balance, December 31, 2015	<u>\$ 168,239.98</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TOWNSHIP OF BRIDGEWATER

SEWER UTILITY FUND

BALANCE SHEETS - REGULATORY BASIS

	BALANCE DECEMBER 31, 2015	BALANCE DECEMBER 31, 2014
<u>ASSETS</u>		
OPERATING FUND:		
Cash	\$ 9,433,071.17	\$ 8,092,079.27
Change Fund	100.00	100.00
Interfund Accounts Receivable	<u>16.96</u>	<u>2,452.85</u>
	\$ <u>9,433,188.13</u>	\$ <u>8,094,632.12</u>
Receivables with Full Reserves:		
Sewer Charges Receivable	\$ <u>345,800.25</u>	\$ <u>359,798.10</u>
	\$ <u>345,800.25</u>	\$ <u>359,798.10</u>
<u>TOTAL OPERATING FUND</u>	\$ <u>9,778,988.38</u>	\$ <u>8,454,430.22</u>
ASSESSMENT TRUST FUND:		
Cash	\$ 11,392.66	\$ 11,392.66
Assessments Receivable	53,975.86	53,975.86
Prospective Assessments Funded	<u>941,462.58</u>	<u>941,462.58</u>
<u>TOTAL ASSESSMENT TRUST FUND</u>	\$ <u>1,006,831.10</u>	\$ <u>1,006,831.10</u>
CAPITAL FUND - REGULAR:		
Cash	\$ 979,376.34	\$ 1,517,757.90
Fixed Capital	14,461,212.00	14,461,212.00
Fixed Capital Authorized and Uncompleted	<u>10,709,500.00</u>	<u>9,149,500.00</u>
<u>TOTAL CAPITAL FUND</u>	\$ <u>26,150,088.34</u>	\$ <u>25,128,469.90</u>
	\$ <u><u>36,935,907.82</u></u>	\$ <u><u>34,589,731.22</u></u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TOWNSHIP OF BRIDGEWATER

SEWER UTILITY FUND

BALANCE SHEETS - REGULATORY BASIS

	BALANCE DECEMBER 31, 2015	BALANCE DECEMBER 31, 2014
<u>LIABILITIES, RESERVES AND FUND BALANCE</u>		
OPERATING FUND:		
Liabilities:		
Interfund Accounts Payable	\$ 548.97	\$ 1,894,861.32
Appropriation Reserves	2,762,994.27	163,089.67
Accounts Payable	210,473.74	95,564.23
Sewer Overpayments	97,216.20	24,188.06
Due Warren Township MUA		550.00
Sewer Connection Overpayment	550.00	10,475.41
Prepaid Sewer Charges	1,606.72	42,811.46
Accrued Interest on Bonds	42,811.46	3,302.84
Accrued Interest on Loans	3,302.84	3,302.84
	\$ 3,119,504.20	\$ 2,234,842.99
Reserve for Receivables	345,800.25	359,798.10
Fund Balance	6,313,683.93	5,859,789.13
<u>TOTAL OPERATING FUND</u>	<u>\$ 9,778,988.38</u>	<u>\$ 8,454,430.22</u>
ASSESSMENT TRUST FUND:		
Reserve for Assessments and Liens	\$ 995,438.44	\$ 995,438.44
	\$ 995,438.44	\$ 995,438.44
Fund Balance	11,392.66	11,392.66
<u>TOTAL ASSESSMENT TRUST FUND</u>	<u>\$ 1,006,831.10</u>	<u>\$ 1,006,831.10</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TOWNSHIP OF BRIDGEWATER

SEWER UTILITY FUND

BALANCE SHEETS - REGULATORY BASIS

	BALANCE DECEMBER 31, 2015	BALANCE DECEMBER 31, 2014
<u>LIABILITIES, RESERVES AND FUND BALANCE (CONTINUED)</u>		
CAPITAL FUND - REGULAR:		
Liabilities:		
Serial Bonds Payable	\$ 1,109,000.00	\$ 1,229,000.00
EIT Loan Payable	528,576.08	565,974.36
Improvement Authorizations:		
Funded	1,547,684.13	1,508,069.13
Unfunded	4,217,302.00	3,493,817.00
Contracts Payable	939,851.74	681,333.30
Reserve for Amortization	14,199,863.05	14,042,464.77
Deferred Reserve for Amortization	3,531,450.00	3,531,450.00
	<u>\$ 26,073,727.00</u>	<u>\$ 25,052,108.56</u>
Fund Balance	<u>76,361.34</u>	<u>76,361.34</u>
<u>TOTAL CAPITAL FUND</u>	<u>\$ 26,150,088.34</u>	<u>\$ 25,128,469.90</u>
	<u>\$ 36,935,907.82</u>	<u>\$ 34,589,731.22</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TOWNSHIP OF BRIDGEWATER

SEWER UTILITY FUND

STATEMENTS OF OPERATIONS AND CHANGES IN FUND BALANCE - REGULATORY BASIS

	BALANCE DECEMBER 31, 2015	BALANCE DECEMBER 31, 2014
<u>REVENUE AND OTHER INCOME REALIZED</u>		
Fund Balance	\$ 1,546,183.07	\$ 844,656.72
Sewer Use Charges	9,735,870.91	9,732,167.36
Connection Fees	44,904.22	61,244.00
Township of Branchburg - Operating Costs	20,000.00	20,000.00
Township of Warren - Debt Service	73,350.34	73,350.34
Miscellaneous Revenue Not Anticipated	130,488.46	778,284.41
Other Credits to Income:		
Unexpended Balance of Appropriation Reserves	1,267,660.63	644,522.90
Sewer Overpayments Canceled	334.53	
Amount Due Warren Township Municipal Utilities Authority	24,188.06	
Accounts Payable Canceled	13,280.00	10,209.50
<u>TOTAL INCOME</u>	<u>\$ 12,856,260.22</u>	<u>\$ 12,164,435.23</u>
<u>EXPENDITURES</u>		
Operating	\$ 10,497,904.07	\$ 10,183,756.72
Debt Service	205,438.28	206,798.28
Deferred Charges and Statutory Expenditures	152,840.00	150,000.00
<u>TOTAL EXPENDITURES</u>	<u>\$ 10,856,182.35</u>	<u>\$ 10,540,555.00</u>
Excess to Revenue	\$ 2,000,077.87	\$ 1,623,880.23
Balance, January 1	5,859,789.13	5,080,565.62
	<u>\$ 7,859,867.00</u>	<u>\$ 6,704,445.85</u>
Decreased by:		
Utilization by Sewer Operating Budget	1,546,183.07	844,656.72
Fund Balance, December 31	<u>\$ 6,313,683.93</u>	<u>\$ 5,859,789.13</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TOWNSHIP OF BRIDGEWATER

SEWER UTILITY FUND

STATEMENT OF ASSESSMENT TRUST FUND BALANCE-REGULATORY BASIS

Balance, December 31, 2014
and December 31, 2015

\$ 11,392.66

The accompanying Notes to Financial Statements are an integral part of this statement.

TOWNSHIP OF BRIDGEWATER

SEWER UTILITY CAPITAL FUND

STATEMENT OF CAPITAL FUND BALANCE-REGULATORY BASIS

Balance, December 31, 2014
and December 31, 2015

\$ 76,361.34

The accompanying Notes to Financial Statements are an integral part of this statement.

TOWNSHIP OF BRIDGEWATER

SEWER UTILITY FUND

STATEMENT OF REVENUES - REGULATORY BASIS

YEAR ENDED DECEMBER 31, 2015

	<u>ANTICIPATED</u>	<u>REALIZED</u>	<u>EXCESS OR (DEFICIT)</u>
Fund Balance	\$ 1,546,183.07	\$ 1,546,183.07	\$
Sewer Use Charges	9,200,000.00	9,735,870.91	535,870.91
Connection Fees	20,000.00	44,904.22	24,904.22
Township of Branchburg- Share of Operating Costs	20,000.00	20,000.00	
Township of Warren- Contribution	70,000.00	73,350.34	3,350.34
<u>BUDGET TOTALS</u>	\$ 10,856,183.07	\$ 11,420,308.54	\$ 564,125.47
Non - Budget Revenue		130,488.46	130,488.46
	<u>\$ 10,856,183.07</u>	<u>\$ 11,550,797.00</u>	<u>\$ 694,613.93</u>

ANALYSIS OF NON-BUDGET REVENUE:

Miscellaneous:	
Interest on Sewer Charges	\$ 126,451.03
Interest on Investments and Deposits	3,350.95
Miscellaneous	686.48
	<u>\$ 130,488.46</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

"E"

TOWNSHIP OF BRIDGEWATER

PUBLIC ASSISTANCE TRUST FUND

BALANCE SHEETS - REGULATORY BASIS

	BALANCE DECEMBER 31, 2015	BALANCE DECEMBER 31, 2014
<u>ASSETS</u>		
Cash - Public Assistance Trust Fund I	\$ 1,631.56	\$ 2,229.56
Cash - Public Assistance Trust Fund II	<u>99,103.36</u>	<u>207,308.57</u>
	<u>\$ 100,734.92</u>	<u>\$ 209,538.13</u>
<u>LIABILITIES</u>		
Reserve for Public Assistance Trust Fund I	\$ 1,551.56	\$ 2,149.56
Reserve for Public Assistance Trust Fund II	<u>99,183.36</u>	<u>207,388.57</u>
	<u>\$ 100,734.92</u>	<u>\$ 209,538.13</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

"F"

TOWNSHIP OF BRIDGEWATER
STATEMENT OF GENERAL FIXED ASSETS
BALANCE SHEETS - REGULATORY BASIS

	BALANCE DECEMBER <u>31, 2015</u>	BALANCE DECEMBER <u>31, 2014</u>
FIXED ASSETS		
Land	\$ 114,824,510.00	\$ 113,385,510.00
Buildings	43,397,098.82	43,367,400.00
Machinery and Equipment	<u>11,434,464.17</u>	<u>10,881,391.00</u>
<u>TOTAL FIXED ASSETS</u>	<u>\$ 169,656,072.99</u>	<u>\$ 167,634,301.00</u>
RESERVE		
Investments in General Fixed Assets	<u>\$ 169,656,072.99</u>	<u>\$ 167,634,301.00</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TOWNSHIP OF BRIDGEWATER
NOTES TO FINANCIAL STATEMENTS
YEAR ENDED DECEMBER 31, 2015 AND 2014

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Reporting Entity

The Township of Bridgewater is an instrumentality of the State of New Jersey established to function as a municipality. The Township Council consists of elected officials and is responsible for the fiscal control of the Township.

Except as noted below, the financial statements of the Township of Bridgewater include every board, body, officer or commission supported and maintained wholly or in part by funds appropriated by the Township of Bridgewater, as required by N.J.S.A. 40A:5-5. Accordingly, the financial statements of the Township of Bridgewater do not include the operations of the municipal library, first aid organization, volunteer fire companies, or the regional school district, inasmuch as their activities are administered by separate boards.

B. Description of Funds

The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. GASB codification establishes the presentation of basic financial statements into three fund types, the

The accounting policies of the Township of Bridgewater conform to the accounting principles applicable to municipalities which have been prescribed by the Division of Local Government Services, Department of Community Affairs, State of New Jersey. Such principles and practices are designed primarily for determining compliance with legal provisions and budgetary restrictions and as a means of reporting on the stewardship of public officials with respect to public funds. Under this method of accounting, the financial transactions and accounts of the Township of Bridgewater are organized on the basis of funds and an account group which is different from the fund structure required by GAAP. A fund or account group is an accounting entity with a separate set of self-balancing accounts established to record the financial position and results of operation of a specific governmental activity. As required by the Division of Local Government Services, the Township accounts for its financial transactions through the following individual funds and account group:

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

B. Description of Funds (Continued)

Current Fund – resources and expenditures for governmental operations of a general nature, including federal and state grant funds.

Trust Fund – receipts, custodianship and disbursements of funds in accordance with the purpose of which each reserve was created.

General Capital Fund – receipt and disbursement of funds for the acquisition of general capital facilities, other than those acquired in the Current Fund.

Sewer Operating and Capital Funds – account for the operations and acquisition of capital facilities of the municipally-owned sewer utility.

Public Assistance Fund – receipt and disbursement of funds that provide assistance to certain residents of the Township pursuant to Title 44 of New Jersey statutes.

General Fixed Assets Account Group – utilized to account for property, land, buildings and equipment that have been acquired by other governmental funds.

C. Basis of Accounting

The accounting principles and practices prescribed for municipalities by the State of New Jersey differ in certain respects from generally accepted accounting principles applicable to local governmental units. The more significant accounting policies and differences in the State of New Jersey are as follows:

A modified accrual basis of accounting is followed with minor exceptions.

Revenues - are recorded when received in cash except for certain amounts which are due from other governmental units. Federal and state grants are realized as revenue when anticipated in the Township's budget. Receivables for property taxes are recorded with offsetting reserves on the balance sheet of the Township's Current Fund; accordingly, such amounts are not recorded as revenue until collected. Other amounts that are due the Township which are susceptible to accrual are also recorded as receivables with offsetting reserves and recorded as revenue when received. GAAP requires revenues to be recognized in the accounting period when they become susceptible to accrual, reduced by an allowance for doubtful accounts.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

C. Basis of Accounting (Continued)

Expenditures - are recorded on the "budgetary" basis of accounting. Generally, expenditures are recorded when an amount is encumbered for goods or services through the issuance of a purchase order in conjunction with the Encumbrance Accounting System.

Outstanding encumbrances at December 31 are reported as a cash liability in the financial statements and constitute part of the Township's statutory Appropriation Reserve balance. Appropriation reserves covering unexpended appropriation balances are automatically created at December 31st of each year and recorded as liabilities except for amounts which may be canceled by the governing body. Appropriation reserves are available, until lapsed at the close of the succeeding year, to meet specific claims, commitments, or contracts incurred during the preceding fiscal year. Lapsed appropriation reserves are recorded as income. Appropriations for principal payments on outstanding general capital and utility bonds and notes are provided on the cash basis; interest on general capital indebtedness is on the cash basis, whereas interest on utility indebtedness is on the accrual basis.

Encumbrances - contractual orders at December 31 are reported as expenditures through the establishment of encumbrances payable. Under GAAP, encumbrances outstanding at year end are reported as reservations of fund balance because they do not constitute expenditures or liabilities.

Foreclosed Property - foreclosed property is recorded in the Current Fund at the assessed valuation when such property was acquired and is fully reserved. GAAP requires such property to be recorded in the General Fixed Assets Account Group at its market value.

Sale of Municipal Assets - the proceeds from the sale of municipal assets can be held in a reserve until anticipated as a revenue in a future budget. GAAP requires such proceeds to be recorded as a revenue in the year of sale.

Interfunds - interfund receivables in the Current Fund are recorded with offsetting reserves which are created by charges to operations. Income is recognized in the year the receivables are liquidated. Interfund receivables in the other funds are not offset by reserves. GAAP does not require the establishment of an offsetting reserve.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

C. Basis of Accounting (Continued)

General Fixed Assets – N.J.A.C. 5:30-5.6, Accounting for Governmental Fixed Assets, which differs in certain respects from generally accepted accounting principles, requires the inclusion of a statement of general fixed assets of the Township as part of its basic financial statements. General fixed assets are defined as nonexpendable personal property having a physical existence, a useful life of more than one year and an acquisition cost of \$5,000.00 or more per unit.

Public domain ("infrastructure") general fixed assets consisting of certain improvements other than buildings, such as roads, bridges, curbs and gutters, streets and sidewalks and drainage systems are not capitalized. No depreciation has been provided on general fixed assets or reported in the financial statements.

The Township has developed a fixed assets accounting and reporting system based on an inspection and valuation prepared by an independent appraisal firm. Fixed assets are valued at historical cost or estimated historical cost if actual historical cost is not available. Land is stated at the assessed value contained in the Township's most recent property revaluation. Buildings are stated at the most recent insurance replacement value. General Fixed Assets that have been acquired and are utilized in a governmental fund operation are accounted for in the General Fixed Assets Account Group rather than in a governmental fund.

Expenditures for construction in progress are recorded in the Capital Funds until such time as the construction is completed and put into operation.

Fixed assets acquired through grants in aid or contributed capital have not been accounted for separately.

Inventories of Supplies - the cost of inventories of supplies for all funds are recorded as expenditures at the time individual items are purchased. The cost of inventories is not included on the various balance sheets. GAAP requires the cost of inventories to be reported as a current asset and equally offset by a fund balance reserve.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

C. Basis of Accounting (Continued)

Fixed Capital - Sewer Utility

Accounting for utility fund "fixed capital" remains unchanged under the requirements of N.J.A.C. 5:30-5.6.

Property and equipment purchased by the Sewer Utility Fund are recorded in the capital account at cost and are adjusted for disposition and abandonment. The amounts shown do not purport to represent reproduction costs or current value. The fixed capital reported is as taken from the municipal records and does not necessarily reflect the true condition of such fixed capital. Contributions in aid of construction are not capitalized. The balance in the Reserve for Amortization account in the utility capital fund represent charges to operations for the cost of acquisitions of property, equipment and improvements. The utility does not record depreciation on fixed assets.

D. Basic Financial Statements

The GASB codification also defines the financial statements of a governmental unit to be presented in the general purpose financial statements to be in accordance with GAAP. The Township presents the financial statements listed in the table of contents of the "Requirements of Audit and Accounting Revision of 1987" as prescribed by the Division of Local Government Services, Department of Community Affairs, State of New Jersey and which differ from the financial statements required by GAAP.

NOTE 2: CASH AND CASH EQUIVALENTS

The Township considers petty cash, change funds, cash in banks and certificates of deposit as cash and cash equivalents.

A. Deposits

New Jersey statutes permit the deposit of public funds in institutions which are located in New Jersey and which meet the requirements of the Governmental Unit Deposit Protection Act (GUDPA) or the State of New Jersey Cash Management Fund. GUDPA requires a bank that accepts public funds to be a public depository. A public depository is defined as a state bank, a national bank, or a savings bank, which is located in the State of New Jersey, the deposits of which are insured by the Federal Deposit Insurance Corporation. The statutes also require public depositories to maintain collateral for deposits of public funds that exceed certain insurance limits. All collateral must be deposited with the Federal Reserve Bank or a banking institution that is a member of the Federal Reserve System and has capital funds of not less than \$25,000,000.00.

NOTE 2: CASH AND CASH EQUIVALENTS (CONTINUED)

A. Deposits (Continued)

The Township of Bridgewater had the following cash and cash equivalents at December 31, 2015:

	<u>Change</u> <u>Fund</u>	<u>Cash in</u> <u>Bank</u>	<u>Additions</u>	<u>Deletions</u>	<u>Reconciled</u> <u>Balance</u>
Cuurent Fund	\$410.00	\$10,845,421.87	\$40,121.86	\$184,590.84	\$10,700,952.89
Grant Fund		223,717.02		102,555.35	121,161.67
Assessment Fund		47,933.54			47,933.54
Animal Contol Fund		34,317.54		4.80	34,312.74
Trust Other Fund		15,476,376.23	2,166.00	173,799.75	15,304,742.48
General Capital Fund		6,869,812.35		19,906.97	6,849,905.38
Sewer Operating Fund	100.00	9,463,289.73	3,678.22	33,896.78	9,433,071.17
Sewer Assessment Fund		11,392.66			11,392.66
Sewer Capital Fund		982,047.84		2,671.50	979,376.34
Public Assistance Fund		111,490.42	1,357.00	12,112.50	100,734.92
	<u>\$510.00</u>	<u>\$44,065,799.20</u>	<u>\$47,323.08</u>	<u>\$529,538.49</u>	<u>\$43,583,583.79</u>

Custodial Credit Rick – Deposits – Custodial credit risk is the risk that in the event of a bank failure, the deposits may not be returned. The Township does not have a specific deposit policy for custodial credit risk other than those policies that adhere to the requirements of statute. As of December 31, 2015, based upon the coverage provided by FDIC and NJ GUDPA, no amount of the bank balance was exposed to custodial credit risk. Of the cash on balance in the bank \$1,361,239.65 was covered by Federal Depository Insurance and \$42,704,559.55 was covered by NJ GUDPA.

NOTE 2: CASH AND CASH EQUIVALENTS (CONTINUED)

B. Investments

The purchase of investments by the Township is strictly limited by the express authority of the New Jersey Local Fiscal Affairs Law, N.J.S.A. 40A:5-15.1. Permitted investments include any of the following type of securities:

1. Bonds or other obligations of the United States of America or obligations guaranteed by the United States of America;
2. Government money market mutual funds which are purchased from an investment company or investment trust which is registered with the Securities and Exchange Commission under the "Investment Company Act of 1940," 15 U.S.C. 80a-1 et seq., and operated in accordance with 17 C.F.R. § 270.2a-7 and which portfolio is limited to U.S. Government securities that meet the definition of an eligible security pursuant to 17 C.F.R. § 270.2a-7 and repurchase agreements that are collateralized by such U.S. Government securities in which direct investment may be made pursuant to paragraphs (1) and (3) of N.J.S.A. 5-15.1. These funds are also required to be rated by a nationally recognized statistical rating organization.
3. Any obligation that a federal agency or a federal instrumentality has issued in accordance with an act of Congress, which security has a maturity date not greater than 397 days from the date of purchase, provided that such obligation bears a fixed rate of interest not dependent on any index or other external factor;
4. Bonds or other obligations of the Local Unit or bonds or other obligations of school districts of which the Local Unit is a part or within which the school district is located.
5. Bonds or other obligations, having a maturity date not more than 397 days from date of purchase, approved by the Division of Investment of the Department of Treasury for investment by Local Units;
6. Local government investment pools that are fully invested in U.S. Government securities that meet the definition of eligible security pursuant to 17 C.F.R. § 270a-7 and repurchase agreements that are collateralized by such U.S. Government securities in which direct investment may be made pursuant to paragraphs (1) and (3) of N.J.S.A. 5-15.1. This type of investment is also required to be rated in the highest category by a nationally recognized statistical rating organization.
7. Deposits with the State of New Jersey Cash Management Fund established pursuant to section 1 of P.L. 1977, c.281 (C. 52:18A-90.4); or

NOTE 2: CASH AND CASH EQUIVALENTS (CONTINUED)

B. Investments

8. Agreements for the repurchase of fully collateralized securities if:
 - a. the underlying securities are permitted investments pursuant to paragraphs (1) and (3) of this subsection;
 - b. the custody of collateral is transferred to a third party;
 - c. the maturity of the agreement is not more than 30 days;
 - d. the underlying securities are purchased through a public depository as defined in section 1 of P.L. 1970, c.236 (C. 17:19-41); and
 - e. a master repurchase agreement providing for the custody and security of collateral is executed.

The Township of Bridgewater's investment activities during the year were in accordance with the above New Jersey Statute.

NOTE 3: LONG-TERM DEBT

The Local Bond Law, Chapter 40A:2, governs the issuance of bonds to finance general municipal capital expenditures. All bonds are retired in annual installments within the statutory period of usefulness. All bonds issued by the Township are general obligation bonds, backed by the full faith and credit of the Township. Bond Anticipation Notes, which are issued to temporarily finance capital projects, shall mature and be paid off within ten years or financed by the issuance of bonds.

SUMMARY OF STATUTORY DEBT CONDITION
ANNUAL DEBT STATEMENT

The summarized statement of debt condition which follows is prepared in accordance with the required method of setting up the Annual Debt Statement and indicates a statutory net debt of 0.734%.

	<u>Gross Debt</u>	<u>Deductions</u>	<u>Net Debt</u>
Regional School District Debt	\$ 32,103,504.75	\$ 32,103,504.75	\$
Sewer Utility Debt	7,439,398.95	7,439,398.95	
General Debt	<u>66,490,395.71</u>	<u>314,870.37</u>	<u>66,175,525.34</u>
	<u>\$ 106,033,299.41</u>	<u>\$ 39,857,774.07</u>	<u>\$ 66,175,525.34</u>

Net debt of \$66,175,525.34 divided by equalized valuation basis per N.J.S.40A:2-2, as amended, of \$9,011,742,788.67 equals 0.734%.

NOTE 3: LONG-TERM DEBT (CONTINUED)

SUMMARY OF MUNICIPAL DEBT

	<u>YEAR 2015</u>	<u>YEAR 2014</u>	<u>YEAR 2013</u>
Issued:			
General:			
Bonds, Notes and Loans	\$ 64,174,160.80	\$ 54,179,178.21	\$ 53,921,463.03
Sewer Utility:			
Bonds, Notes and Loans	<u>1,637,576.08</u>	<u>1,794,974.36</u>	<u>1,947,372.64</u>
Total Issued	<u>\$ 65,811,736.88</u>	<u>\$ 55,974,152.57</u>	<u>\$ 55,868,835.67</u>
Less:			
Reserve for Debt Service	<u>\$ 314,870.37</u>	<u>\$ 11,975.98</u>	<u>\$ 5,090.42</u>
Total Deductions	<u>\$ 314,870.37</u>	<u>\$ 11,975.98</u>	<u>\$ 5,090.42</u>
Net Debt Issued	<u>\$ 65,496,866.51</u>	<u>\$ 55,962,176.59</u>	<u>\$ 55,863,745.25</u>
Authorized But Not Issued:			
General:			
Bonds and Notes	\$ 2,316,234.91	\$ 9,216,180.26	\$ 6,342,817.60
Sewer Utility:			
Bonds and Notes	<u>5,801,822.87</u>	<u>4,241,822.87</u>	<u>1,801,822.87</u>
Total Authorized But Not Issued	<u>\$ 8,118,057.78</u>	<u>\$ 13,458,003.13</u>	<u>\$ 8,144,640.47</u>
Net Bonds and Notes Issued and Authorized But Not Issued	<u><u>\$ 73,614,924.29</u></u>	<u><u>\$ 69,420,179.72</u></u>	<u><u>\$ 64,008,385.72</u></u>

BORROWING POWER UNDER N.J.S.40A:2-6 AS AMENDED

Equalized Valuation Basis* - December 31, 2015	<u><u>\$ 9,011,742,788.67</u></u>
3-1/2 of Equalized Valuation Basis (Municipal)	\$ 315,410,997.60
Net Debt	<u>66,175,525.34</u>
Remaining Borrowing Power	<u><u>\$ 249,235,472.26</u></u>

*Equalized Valuation Basis is the average of the equalized valuation of real estate, including improvements, and the assessed valuation of Class II Rail Road Property of the Township of Bridgewater for the last three (3) preceding years.

NOTE 3: LONG-TERM DEBT (CONTINUED)

CALCULATION OF "SELF-LIQUIDATING PURPOSE"
SEWER UTILITY PER N.J.S.A. 40A:2-45

Revenue from Fees, Rents, and Other Charges for Year and Fund Balance		\$ 11,550,797.00
Deductions:		
Operating and Maintenance Cost	\$ 10,650,744.07	
Debt Service	<u>205,438.28</u>	
Total Deductions		<u>10,856,182.35</u>
Excess in Revenue		\$ <u>694,614.65</u>

Long-Term Debt Obligations:

General Serial Bonds:

\$7,992,000.00 General Obligation Bonds of 2007 due in annual installments of \$375,000.00 to \$700,000.00 through 2022 at a variable interest rate	\$4,492,000.00
\$16,642,000.00 General Obligation Bonds of 2012 due in annual installments of \$510,000.00 to \$1,012,000.00 through 2032 at a variable interest rate	15,092,000.00
\$5,655,000.00 General Obligation Refunding Bonds of 2012 due in annual installments of \$600,000.00 to \$640,000.00 through 2022 at variable interest rate	4,305,000.00
\$22,500,000.00 County Guaranteed Governmental Loan Revenue Bonds of 2010 due in annual installments of \$100,000.00 to \$1,100,000.00 through 2035 at a variable interest rate	<u>19,425,000.00</u>
	<u>\$43,314,000.00</u>

NOTE 3: LONG-TERM DEBT (CONTINUED)

Long-Term Debt Obligations (Continued):

Sewer Utility Serial Bonds:

\$636,000.00 General Obligation Bonds of 2012 due in annual installments of \$20,000.00 to \$40,000.00 through 2032 at a variable interest rate	\$566,000.00
\$415,000.00 General Obligation Refunding Bonds of 2012 due in annual installments of \$55,000.00 to \$60,000.00 through 2022 at a variable interest rate	290,000.00
\$508,000.00 General Obligation Bonds of 2007 due in annual installments of \$20,000.00 to \$37,000.00 through 2022 at a variable interest rate	<u>253,000.00</u>
	<u>\$1,109,000.00</u>

Improvement Authority Loan:

\$93,890.61 Improvement Authority Loan of 2011 due in monthly installments through 2016 at an interest rate of 2.75%	\$15,380.78
\$202,853.45 Improvement Authority Loan of 2013 due in monthly installments through 2016 at an interest rate of 1.85%	5,779.08
\$122,922.22 Improvement Authority Loan of 2014 due in monthly installments through 2019 at an interest rate of 2.10%	108,149.21
\$123,440.48 Improvement Authority Loan of 2014 due in monthly installments through 2017 at an interest rate of 1.85%	83,633.94
\$106,238.47 Improvement Authority Loan of 2015 due in monthly installments through 2020 at an interest rate of 2.10%	106,238.47
\$161,017.58 Improvement Authority Loan of 2015 due in monthly installments through 2018 at an interest rate of 1.85%	<u>161,017.58</u>
	<u>\$472,199.06</u>

NOTE 3: LONG-TERM DEBT (CONTINUED)

Long-Term Debt Obligations (Continued):

New Jersey Environmental Infrastructure Loans:

\$528,286.00 2001A Fund Loan Agreement of 2001 due in semi-annual installments of \$616.70 to \$27,199.86 through 2021	\$151,135.36
\$515,000.00 2001A Trust Loan Agreement of 2001 due in annual installments of \$20,000.00 to \$40,000.00 through 2021 at a variable interest rate	<u>215,000.00</u>
	<u>\$366,135.36</u>

Green Trust Loans:

\$500,000.00 Prince Rodgers Park Loan of 2002 due in semi-annual installments of \$11,306.52 to \$15,391.88 through 2021 at an interest rate of 2.00%	\$174,969.16
\$363,642.00 Prince Rodgers Park Loan of 2005 due in semi-annual installments of \$9,543.62 to \$12,863.36 through 2021 at an interest rate of 2.00%	134,696.20
\$400,000.00 Alfred S. Brown Park Loan of 2002 due in semi-annual installments of \$9,045.22 to \$12,313.50 through 2021 at an interest rate of 2.00%	139,975.31
\$250,000.00 YMCA Land Acquisition Loan of 2002 due in semi-annual installment of \$5,653.26 to \$7,695.94 through 2021 at an interest rate of 2.00%	<u>87,484.71</u>
	<u>\$537,125.38</u>

Bonds and Notes Authorized but not Issued:

There is \$2,316,234.91 General Capital and \$8,801,822.87 Sewer Capital Bonds and Notes Authorized but not Issued at December 31, 2015.

NOTE 4: SHORT-TERM DEBT

The Township had the following short-term debt:

Bond Anticipation Notes:

Outstanding Bond Anticipation Notes are summarized as follows:

	<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Amount</u>
General Capital Fund	2.00%	08/17/16	<u>\$19,484,701.00</u>

NOTE 5: FUND BALANCES APPROPRIATED

Fund balances at December 31, 2015, which were appropriated and included as anticipated revenue in their own respective funds for the year ending December 31, 2016, as introduced were as follows:

Current Fund	\$3,441,276.97
Sewer Utility Fund	\$2,634,141.34

NOTE 6: PROPERTY TAXES

Property taxes attach as an enforceable lien on property as of January 1. Taxes are levied based on the final adoption of the current year municipal budget, and are payable in four installments on February 1, May 1, August 1 and November 1. The Township bills and collects its own property taxes and also the taxes for the County and the Regional School District. The collections and remittance of county and school taxes are accounted for in the Current Fund. Township property tax revenues are recognized when collected in cash and any receivables are recorded with offsetting reserves on the balance sheet of the Township's Current Fund.

Taxes collected in advance - Taxes collected in advance and recorded as cash liabilities in the financial statements are as follows:

	<u>BALANCE DECEMBER 31, 2015</u>	<u>BALANCE DECEMBER 31, 2014</u>
Prepaid Taxes	<u>\$1,064,143.08</u>	<u>\$845,770.71</u>

NOTE 7: COMPENSATED ABSENCES

The Township of Bridgewater permits employees to accrue a limited amount of unused vacation and sick pay, which may be taken as time off or paid upon retirement or separation at an agreed-upon rate. It is estimated that the current cost of such unpaid compensation would approximate \$2,093,122.97. The Township annually appropriates the amounts that are required to be paid in that year's budget and no liability is accrued at December 31, 2015.

NOTE 8: PENSIONS

Substantially all eligible employees participate in the Public Employees' Retirement System (PERS), or the Police, Firemen's Retirement System (PFRS) or the Defined Contribution Retirement System (DCRP), which have been established by state statute and are administered by the New Jersey Division of Pensions and Benefits. The Division issues a publicly available financial report that includes the financial statements and required supplementary information for the Public Employees Retirement System, Police and Fireman's Retirement System and Consolidated Police and Firemen's Pension Fund. These reports may be obtained by writing to the Division of Pensions and Benefits, P.O. Box 295, Trenton, New Jersey, 08625 or are available online at www.nj.gov/treasury/pensions/annrpts.shtml.

Plan Descriptions

Public Employees' Retirement System (PERS) - The Public Employees' Retirement System (PERS) was established as of January 1, 1955, under the provisions of N.J.S.A. 43:15A, to provide retirement, death, disability and medical benefits to certain qualified members. The PERS is a cost-sharing multiple employer plan. Membership is mandatory for substantially, all full-time employees of the State of New Jersey or any county, municipality, school district or public agency, provided the employee is not required to be a member of another state-administered retirement system or other state pension fund or local jurisdiction's pension fund.

Police and Fireman's Retirement System (PFRS) - The Police and Fireman's Retirement System (PFRS) was established as of July 1, 1944, under the provisions of N.J.S.A. 43:16A, to provide retirement, death, and disability benefits to its members. The PFRS is a cost-sharing multiple-employer plan. Membership is mandatory for substantially, all full-time county and municipal police or firemen or officer employees with police powers appointed after June 30, 1944.

Defined Contribution Retirement Program (DCRP) - The Defined Contribution Retirement Program (DCRP) was established July 1, 2007, under the provisions of Chapter 92, P.L. 2007 and Chapter 103, P.L. 2007, and was expanded under the provisions of Chapter 89, P.L. 2009. The DCRP provides eligible employees and their beneficiaries with a tax-sheltered, defined contribution retirement benefit, along with life insurance coverage and disability coverage.

NOTE 8: PENSIONS (CONTINUED)

Vesting and Benefit Provisions

The vesting and benefit provisions for PERS are set by N.J.S.A. 43:15A and 43:36. All benefits vest after ten years of service, except for medical benefits, which vest after 25 years of service. Members may seek early retirement after achieving 25 years of service credit or they may elect deferred retirement after achieving ten years of service credit, in which case, benefits would begin the first day of the month after the member attains normal retirement age.

The vesting and benefit provisions for PFRS are set by N.J.S.A. 43:16A and 43:36. All benefits vest after ten years of service, except for disability benefits, which vest after four years of service. Retirement benefits for age and service are available at age 55. Members may seek special retirement after achieving 25 years of creditable service or they may elect deferred retirement after achieving ten years of service.

Newly elected or appointed officials that have an existing DCRP account, or are a member of another State-administered retirement system are immediately invested in the DCRP. For newly elected or appointed officials that do not qualify for immediate vesting in the DCRP, employee and employer contributions are held during the initial year of membership. Upon commencing the second year of DCRP membership, the member is fully invested. However, if a member is not eligible to continue in the DCRP for a second year of membership, the member may apply for a refund of the employee contributions from the DCRP, while the employer contributions will revert back to the employer. Employees are required to contribute 5.5% of their base salary and employers contribute 3.0%.

Funding Policy

The contribution policy is set by New Jersey State Statutes and contributions are required by active members and contributing employers. Plan members and employer contributions may be amended by State of New Jersey legislation. During 2012 PERS provides for employee contributions of 6.5% of employees' annual compensation. Employers are required to contribute at an actuarially determined rate. The actuarially determined contribution includes funding for cost-of-living adjustments, noncontributory death benefits, and post-retirement medical premiums.

The contribution policy for PFRS is set by N.J.S.A. 43: 16A and requires contributions by active members and contributing employers. Plan member and employer contributions may be amended by State of New Jersey legislation. Employers are required to contribute at an actuarially determined rate. The annual employer contribution includes funding for basic retirement allowances, cost-of-living adjustments and noncontributory death benefits. During 2012, members contributed at a uniform rate of 10.00% of base salary.

NOTE 8: PENSIONS (CONTINUED)

Funding Policy (Continued)

Certain portions of the costs are contributed by the employees. The Township's share of PERS and PFRS pension costs, which is based upon the annual billings received from the State, amounted to \$2,685,427.00 for 2015, \$2,760,131.64 for 2014 and \$2,757,101.60 for 2013.

The Township's share for DCRP amounted to \$1,466.52 for 2015, \$1,488.44 for 2014 and \$1,440.12 for 2013.

All contributions were equal to the required contributions for each of the three years, respectively.

Certain Township employees are also covered by Federal Insurance Contribution Act.

NOTE 9: LITIGATION

The Township is involved in several pending legal proceedings, the impact on the financial statements of which, either individually or in the aggregate, in the opinion of the Township's legal counsel would not be material.

NOTE 10: CONTINGENT LIABILITIES

The Township participates in several federal and state financial assistance grant programs. Entitlement to the funds is generally conditional upon compliance with terms and conditions of the grant agreements and applicable regulations, including the expenditures of funds for eligible purposes. These programs are subject to compliance and financial audits by the grantors or their representatives. As of December 31, 2015, the Township does not believe that any material liabilities will result from such audits.

NOTE 11: TAX APPEALS

There are several tax appeals filed with the State Tax Court of New Jersey requesting a reduction of assessments for the years 2015 and prior. Any reduction in assessed valuation will result in a refund of prior years taxes in the year of settlement, which may be funded from tax revenues through the establishment of a reserve or by the issuance of refunding bonds per N.J.S.A. 40A:2-51. The Township has established a reserve for this purpose in the Current Fund, the balance of which is \$647,543.08 at December 31, 2015.

NOTE 12: RISK MANAGEMENT

The Township is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The Township maintains commercial insurance coverage covering each of those risks of loss. Management believes such coverage is sufficient to preclude any significant uninsured losses to the Township. Settled claims have not exceeded this commercial coverage in any of the past three fiscal years.

New Jersey Unemployment Compensation Insurance - The Township has elected to fund its New Jersey Unemployment Compensation Insurance under the "Benefit Reimbursement Method". Under this plan, the Township is required to reimburse the New Jersey Unemployment Trust Fund for benefits paid to its former employees and charged to its account with the State. The Township is billed quarterly for amounts due to the State. Below is a summary of Township contributions, employee contributions, reimbursements to the State for benefits paid, and the ending balance of the Township's expendable trust fund for the current and previous two years:

<u>Year</u>	<u>Employee Contributions</u>	<u>Township and Contributions</u>	<u>Amount Reimbursed</u>	<u>Ending Balance</u>
2015	\$ 21,822.54	\$ 25,000.00	\$ 24,740.91	\$ 108,944.97
2014	37,010.55	10,000.00	27,975.07	86,863.34
2013	21,289.83	15,000.00	17,327.39	67,827.86

NOTE 13: LENGTH OF SERVICE AWARDS PROGRAM

The Township of Bridgewater adopted an ordinance establishing a Length of Service Awards Program effective for 2003 for the members of the Bridgewater First Aid/Rescue Squad pursuant to N.J.S.A. 40A:14-183 et seq. Under this program, each volunteer of the Bridgewater First Aid/Rescue Squad that performs the minimum amount of service will have an annual amount up to \$1,150.00 deposited into a tax deferred account. The Township budgeted \$110,000.00 for the program in 2015.

The accompanying financial statements do not include the Township's Length of Service Awards Program's activities. The Township's Length of Service Awards Program's financial statements are contained in a separate review report, as required by state regulations.

NOTE 14: INTERFUND RECEIVABLES AND PAYABLES

The following interfund balances remained on the balance sheet at December 31, 2015:

<u>Fund</u>	<u>Interfund Receivable</u>	<u>Interfund Payable</u>
Current Fund	\$ 10,037.51	\$ 105,055.20
Animal Control Fund		9,488.54
Trust Other Fund	105,055.20	16.96
Sewer Utility Operating Fund	<u>16.96</u>	<u>548.97</u>
	<u>\$ 115,109.67</u>	<u>\$ 115,109.67</u>

All balances resulted from the time lag between the dates that short-term loans were disbursed and payments between funds were received.

NOTE 15: DEFERRED COMPENSATION PLAN

The Township offers its employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457. The plan, available to all Township employees, permits them to defer a portion of their salaries until future years. The Township does not make any contribution to the plan. The deferred compensation is not available to employees until retirement, death, disability, termination or financial hardships.

In accordance with the requirements of the Small Business Job Protection Act of 1996 and the funding requirements of Internal Revenue Code Section 457(g), the Township's Plan was amended to require that all amounts of compensation deferred under the Plan are held for the exclusive benefits of plan participants and beneficiaries. All assets and income under the Plan are held in trust, in annuity contracts or custodial accounts.

The Plan is administered by the 'Nationwide Retirement Solutions', 'Mass Mutual' and 'AXA-Equitable.'

The accompanying financial statements do not include the Township's Deferred Compensation Plan activities. The Township's Deferred Compensation Plan financial statements are contained in a separate review report.

NOTE 16: GASB 45: OTHER POST-EMPLOYMENT BENEFITS

The Governmental Accounting Standards Board (GASB) has issued Statement No. 45, "Accounting and Financial Reporting by Employers for Post Employment Benefits Other Than Pension." This statement requires the municipality to disclose in the notes to the financial statements the present value of the estimated future cost of the other post employment benefits (OPEB). OPEB obligations are non-pension benefits that the municipality has contractually or otherwise agreed to provide employees once they have retired and in most instances, will be for retirement health, prescription and dental insurance coverage.

Under current New Jersey budget and financial reporting requirements, the municipality is not required to fund any amounts in excess of their current costs on a pay-as-you-go basis or required to accrue funds, create a trust or issue debt to finance their other post-employment benefit liability. Additionally, the municipality is not required to recognize any long-term obligations resulting from OPEB on their balance sheets; however, OPEB obligations are required to be disclosed in the notes, commencing with the 2008 year.

PLAN DESCRIPTION – OTHER POST-EMPLOYMENT BENEFITS

In General

The OPEB provided by the Township of Bridgewater is currently funded on a pay-as-you-go basis and includes medical and prescription drugs for retirees and spouses.

Eligibility

The Township of Bridgewater employees who completed 25 years of public employment with the Township are eligible for benefits upon retirement regardless of age. Retirees with less than 25 years of service may receive benefits but they must contribute for the entire cost of such coverage.

Year of service are calculated based upon elapsed time.

Medical Benefits

Post-employment medical benefits are provided to eligible retired employees and their spouses. Once Medicare age is attained by either the retired employee or the spouse in the case of spousal coverage, Medicare is primary and the Township provides supplementary medical insurance.

Prescription Drugs

Post-employment prescription benefits are provided to eligible retired employees and their spouses.

Dental

Post-employment dental insurance is provided to retirees and their spouses.

Vision

Post-employment vision insurance is not provided to retirees or spouses.

Life Insurance

Life insurance is not provided to retired employees or spouses.

NOTE 16: GASB 45: OTHER POST-EMPLOYMENT BENEFITS (CONTINUED)

ACTUARIAL METHODS

Calculation Of Actuarial Accrued Liability

The plan's benefit obligations, currently, are in two parts:

1. the present value of the benefits yet to be paid for those who are currently covered as retirees; and
2. the present value of the benefits to be paid for those active participants once they become eligible for retiree benefits.

Included in each present value is a cost for administering the retiree claims.

The determination of the benefit obligation for those who are retired and covered involves estimating the survival and future claims for them and then discounting those future claims to the present time.

With regard to the active group, a further estimate must be made regarding who will actually survive, in active employment, to retire and be covered after employment.

Assumptions For Valuation

1. Mortality. The mortality table employed in this valuation is the 1994 sex distinct Group Annuity Mortality Table.
2. Discount Rate. Future costs are discounted at the rate of 5.00% compounded annually.
3. Turnover. It is assumed that terminations of employment other than for death or retirement will occur in the future in accordance with The U.S. Office of Personnel Management regarding the experience of the employee group covered by the Federal Employees Retirement System some excerpts from which are:

<u>Age %</u>	<u>Terminating</u>
20	70.4%
40	15.9%
50	0.0%

4. Disability. It is assumed no terminations of employment due to disability. Retirees resulting from a disability were factored into our determination of age at retirement.
5. Age at Retirement. It is assumed that the active participants, on average, will receive their benefits when eligible but no earlier than age 55.
6. Final Average Salary. It is assumed that the final average salary for retirees age 55 and over is \$56,117. Future retirees are assumed to contribute toward retiree health premiums pursuant to Chapter 78, P.L. 2011.
7. Spousal Coverage. It is assumed that married employees will remain married.

NOTE 16: GASB 45: OTHER POST-EMPLOYMENT BENEFITS (CONTINUED)

ACTUARIAL METHODS (CONTINUED)

8. Health Care Cost Inflation. It is assumed that health care gross costs will increase an annual rate of 7.0% for Pre-Medicare medical benefits and 5% for Post-Medicare medical benefits.
9. Administration Expenses. It is assumed that the annual cost to administer the retiree claims, approximately 2%, is included in the annual health care costs.

Change In Assumptions

Effective December 31, 2013, the assumptions for medical trend costs, turnover, and retirement age.

Current Per Capita Claim Costs

We have reviewed the premiums paid data during the twelve months of 2013 for health, prescription drugs, and dental for retirees less than age 65 and over age 65. As a result we have utilized an annual average claims cost of approximately \$19,920 per covered retiree for family coverage and \$9,660 for single coverage prior to age 65. For retirees age 65 and over we have utilized an annual average claims cost of approximately \$6,000 per covered retiree for family coverage and \$3,000 for single coverage.

Pursuant to Chapter 78 of P.L.2011, effective June 28, 2011, retirees are required to contribute for medical and prescription drugs benefits. The percent of premium contribution, derived from base salary or retirement allowance and type of coverage tier is multiplied by the total premium for the cost of the coverage received by each employee or retiree. Retiree health insurance contributions do not apply to employees that have 20 years or more of service in a state or local retirement system as of the effective date and meet the eligibility requirements of the employer pursuant to N.J.S.A. 40A:10-23, (i.e., age 62 with 15 years of service or 25 years of service).

Annual Required Contribution (Arc)

It is assumed that the actuarial accrued liability will be amortized over thirty years, the maximum funding period permitted employing the level dollar amortization method.

Actuarial Funding Method

The "unit credit" cost method has been employed in establishing the annual required contribution and actuarial accrued liability for the participants.

Demographic Data Statistics

- 132 retirees with an average age of 69
- 50 retirees receiving single benefit coverage
- 202 active employees with an average age of 47 and average accrued service of 15 years

NOTE 16: GASB 45: OTHER POST-EMPLOYMENT BENEFITS (CONTINUED)

VALUATION RESULTS

Benefit Obligations

At 12/31/2013, it is estimated that the actuarial accrued liability of benefit obligations of the Township of Bridgewater for other post-employment benefits to be:

	<u>12/31/2013</u>
1. For covered retired employees	\$15,343,778.
2. For active or terminated vested participants who have satisfied the requirements (except for actually retiring) for retiree coverage	4,105,283.
3. For other active participants	<u>19,279,864.</u>
4. Total	38,728,925.
5. Assets	<u>0.</u>
6. Unfunded Actuarial Accrued Liability (5.) - (4.)	\$38,728,925.

Annual Required Contribution (Arc)

At 12/31/2013, it is estimated that the ARC of the plan for post-employment benefits to be:

	<u>12/31/2013</u>
1. Annual Amount Toward Unfunded Actuarial Accrued Liability	\$ 2,399,402.
2. Normal Cost for OPEB	<u>1,389,672.</u>
3. Total (1.) + (2.)	\$3,789,074.

Benefit Payment Comparison

At 12/31/2013, the OPEB was funded on a pay-as-you-go basis:

1. Pay-As-You-Go Retiree Medical Costs	\$1,205,400. *
2. Annual Required Contribution (ARC)	<u>3,789,074.</u>
3. Net Increase (Decrease) (2.) - (1.)	2,583,674.

* Estimated costs.

NOTE 17: DEFERRED CHARGES TO BE RAISED IN SUCCEEDING YEAR'S BUDGET

	Balance December 31, <u>2015</u>	Raised in 2016 <u>Budget</u>
Current Fund:		
Emergency Appropriation		
- Police Cars - Flood	<u>\$26,400.00</u>	<u>\$26,400.00</u>
	<u>\$26,400.00</u>	<u>\$26,400.00</u>

NOTE 18: SUBSEQUENT EVENTS

The Township of Bridgewater has evaluated subsequent events occurring after the financial statement date through March 30, 2016 which is the date the financial statements were available to be issued. No items were noted for disclosure or adjustment.

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APPENDIX B

FORMS OF CONTINUING DISCLOSURE CERTIFICATES

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CONTINUING DISCLOSURE CERTIFICATE

THIS CONTINUING DISCLOSURE CERTIFICATE is made as of August 1, 2016 by the Township of Bridgewater, in the County of Somerset, New Jersey, a political subdivision duly organized under the laws of the State of New Jersey (the “Issuer”).

W I T N E S S E T H:

WHEREAS, the Issuer is issuing its General Obligation Bonds, Series 2016, dated August 16, 2016 in the aggregate principal amount of \$8,349,000 (the “Bonds”) on the date hereof; and

WHEREAS, the Bonds are being issued pursuant to bond ordinances adopted by the Issuer and a certificate signed by the Issuer on August 3, 2016; and

WHEREAS, the Securities and Exchange Commission (the “SEC”) pursuant to the Securities Exchange Act of 1934, as amended and supplemented (codified on the date hereof at 15 U.S.C. 77 et seq.) (the “Securities Exchange Act”) has adopted amendments to its Rule 15c2-12 (codified at 17 C.F.R. § 240.15c2-12) (“Rule 15c2-12”) effective July 3, 1995 which generally prohibit a broker, dealer, or municipal securities dealer from purchasing or selling municipal securities, such as the Bonds, unless such broker, dealer or municipal securities dealer has reasonably determined that an issuer of municipal securities or an obligated person has undertaken in a written agreement or contract for the benefit of holders of such securities to provide certain annual financial information and event notices to the Municipal Securities Rulemaking Board; and

WHEREAS, the Issuer represented in its Notice of Sale dated July 22, 2016 (the “Notice of Sale”) that it would deliver on the closing date for the Bonds a “Continuing Disclosure Certificate” pursuant to which the Issuer will agree to provide at the times and to the persons described in Rule 15c2-12 the annual financial information and event notices required to be disclosed on a continual basis pursuant to Rule 15c2-12; and

WHEREAS, on August 3, 2016, the Issuer accepted the bid of Roosevelt & Cross, Inc. and Associates, on behalf of itself and each of the original underwriters for the Bonds (each, a “Participating Underwriter”) for the purchase of the Bonds; and

WHEREAS, the execution and delivery of this Certificate has been duly authorized by the Issuer and all conditions, acts and things necessary and required to exist, to have happened, or to have been performed precedent to and in the execution and delivery of this Certificate, do exist, have happened and have been performed in regular form, time and manner; and

WHEREAS, the Issuer is executing this Certificate for the benefit of the Holders of the Bonds.

NOW, THEREFORE, for and in consideration of the premises and of the mutual representations, covenants and agreements herein set forth, the Issuer, its successors and assigns, do mutually promise, covenant and agree as follows:

ARTICLE I

DEFINITIONS

Section 1.1 Terms Defined in Recitals. The following terms shall have the meanings set forth in the recitals hereto:

Bonds	Participating Underwriter
Issuer	Rule 15c2-12
Notice of Sale	SEC
	Securities and Exchange Act

Section 1.2 Additional Definitions. The following additional terms shall have the meanings specified below:

“Annual Report” means Financial Statements and Operating Data provided at least annually.

“Bondholder” or “holder” or any similar term, when used with reference to a Bond or Bonds, means any person who shall be the registered owner of any outstanding Bond, including holders of beneficial interests in the Bonds.

“Business Day” means any day other than (a) a Saturday or Sunday, (b) a day on which commercial banks in New York, New York or in Newark, New Jersey are authorized or required by law to close or (c) a day on which the New York Stock Exchange is closed.

“Disclosure Event” means any event described in subsection 2.1(d) of this Certificate.

“Disclosure Event Notice” means the notice to the MSRB as provided in subsection 2.4(a).

“Disclosure Representative” means the Chief Financial Officer of the Issuer or his or her designee, or such other officer or employee as the Issuer shall designate from time to time.

“Dissemination Agent” means an entity acting in such capacity under this Certificate or any other successor entity designated in writing by the Issuer and which has filed a written acceptance of such designation.

“Final Official Statement” means the final Official Statement of the Issuer dated August 3, 2016 pertaining to the Bonds.

“Financial Statements” means the audited financial statements of the Issuer for each Fiscal Year and includes balance sheets, statements of changes in fund balances and statements of current funds, revenues, expenditures and other charges or statements which convey similar information.

“Fiscal Year” means the fiscal year of the Issuer. As of the date of this Certificate, the Fiscal Year of the Issuer begins on January 1 and closes on December 31 of each calendar year.

“GAAS” means generally accepted auditing standards as in effect from time to time, consistently applied.

“MSRB” means the Municipal Securities Rulemaking Board or any other entity designated or authorized by the Securities and Exchange Commission to receive reports pursuant to Rule 15c2-12. Until otherwise designated by the MSRB or the Securities and Exchange Commission, filings with the MSRB are to be made through the Electronic Municipal Market Access (EMMA) website of the MSRB, currently located at <http://emma.msrb.org>.

“Operating Data” means the financial and statistical information of the Issuer of the type included in the Final Official Statement under the heading “CERTAIN FINANCIAL AND STATISTICAL INFORMATION”.

“State” means the State of New Jersey.

Section 1.3 Interpretation. Words of masculine gender include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, words importing the singular include the plural and vice versa, and words importing persons include corporations, associations, partnerships (including limited partnerships), trusts, firms and other legal entities, including public bodies, as well as natural persons. Articles and Sections referred to by number mean the corresponding Articles and Sections of this Certificate. The terms “hereby”, “hereof”, “hereto”, “herein”, “hereunder” and any similar terms as used in this Certificate, refer to this Certificate as a whole unless otherwise expressly stated.

As the context shall require, the disjunctive term “or” shall be interpreted conjunctively as required to insure that the Issuer performs any obligations, mentioned in the passage in which such term appears.

The headings of this Certificate are for convenience only and shall not defined or limit the provisions hereof.

ARTICLE II

CONTINUING DISCLOSURE COVENANTS AND REPRESENTATIONS

Section 2.1 Continuing Disclosure Covenants of the Issuer. The Issuer agrees that it will provide, or shall cause the Dissemination Agent to provide:

(a) Not later than October 1 of each year, commencing October 1, 2017 for the fiscal year ending December 31, 2016, an Annual Report to the MSRB; notwithstanding the foregoing, if the Fiscal Year is not a calendar year then by not later than the first day of the tenth month of each fiscal year;

(b) Not later than fifteen (15) days prior to the date of each year specified in subsection 2.1(a), a copy of the Annual Report to the Dissemination Agent, if the Issuer has appointed or engaged a Dissemination Agent;

(c) If audited Financial Statements are not submitted as part of the filing as set forth in subsection 2.1(a), the Issuer will submit unaudited financial statements with such filing, and will subsequently submit audited Financial Statements when and if available, to the MSRB;

(d) In a timely manner not in excess of ten business days following the occurrence of any of the Disclosure Events (hereinafter defined), to the MSRB, notice of any of the following events with respect to the Bonds (each, a “Disclosure Event”);

- (i) principal and interest delinquencies;
- (ii) non-payment related defaults, if material;
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) substitution of credit or liquidity providers, or their failure to perform;
- (vi) 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 of determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- (vii) modifications to rights of Bondholders; if material;
- (viii) Bond calls, if material, and tender offers;
- (ix) defeasances;

- (x) release, substitution, or sale of property securing repayment of the Bonds, if material;
- (xi) rating changes;
- (xii) bankruptcy, insolvency, receivership or similar event of the Issuer;
- (xiii) the consummation of a merger, consolidation, or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, 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
- (xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material.

(e) In a timely manner, to the MSRB, notice of a failure by the Issuer to provide the Annual Report within the period described in subsection 2.1(a) hereof.

Section 2.2 Continuing Disclosure Representations. The Issuer represents and warrants that:

(a) Financial Statements shall be prepared according to principles prescribed by the Division of Local Government Services in the Department of Community Affairs of the State of New Jersey pursuant to chapter 5 of Title 40A of the New Jersey Statutes as in effect from time to time.

(b) Financial Statements prepared annually shall be audited in accordance with GAAS.

Section 2.3 Form of Annual Report.

(a) The Annual Report may be submitted as a single document or as separate documents comprising a package.

(b) Any or all of the items which must be included in the Annual Report may be incorporated by reference from other documents, including official statements of the Issuer or related public entities which have been submitted to the MSRB or filed with the SEC. If the document incorporated by reference is a final official statement, it must be available from the MSRB. The Issuer shall clearly identify each such other document so incorporated by reference.

(c) The audited Financial Statements of the Issuer, if any, may be submitted separately from the balance of the Annual Report.

Section 2.4 Responsibilities, Duties, Immunities and Liabilities of the Dissemination Agent.

(a) If the Issuer or the Dissemination Agent (if one has been appointed or engaged by the Issuer) has determined it necessary to report the occurrence of a Disclosure Event, the Issuer or Dissemination Agent (if one has been appointed or engaged by the Issuer) shall file a notice of such occurrence with the MSRB (the “Disclosure Event Notice”) in the form provided by the Issuer.

(b) The Issuer and/or the Dissemination Agent (if one has been appointed or engaged by the Issuer) shall file a written report with the Issuer certifying that the Annual Report has been provided pursuant to this Certificate, stating the date it was provided to the MSRB

Section 2.5 Appointment, Removal and Resignation of the Dissemination Agent.

(a) The Issuer may, from time to time, appoint or engage a Dissemination Agent to assist it in carry out its obligations under this Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. If at any time there is not any other designated Dissemination Agent, the Issuer shall be the Dissemination Agent.

(b) The Dissemination Agent shall have only such duties as are specifically set forth in this Certificate, and the Issuer agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents harmless against any loss, expense and liability which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent’s negligence or willful misconduct. The obligations of the Issuer under this subsection shall survive resignation or removal of the Dissemination Agent and payment of the Bonds.

(c) The Dissemination Agent, or any successor thereto, may at any time resign and be discharged of its duties and obligations hereunder by giving not less than thirty (30) days written notice to the Issuer. Such resignation shall take effect on the date specified in such notice.

ARTICLE III

DISCLOSURE DEFAULT AND REMEDIES

Section 3.1 Disclosure Default. The occurrence and continuation of a failure or refusal by the Issuer to observe, perform or comply with any covenant, condition or agreement on its part to be observed or performed in this Certificate and such failure or refusal shall remain uncured for a period of thirty (30) days shall constitute a Disclosure Default hereunder.

Section 3.2 Remedies on Default.

(a) Any Bondholder, for the equal benefit and protection of all Bondholders similarly situated, may take whatever action at law or in equity against the Issuer and of the officers, agents and employees of the Issuer which is necessary or desirable to enforce the specific performance and observance of any obligation, agreement or covenant of the Issuer under this Certificate and may compel the Issuer or any such officers, agents, or employees, except of the Dissemination Agent, to perform and carry out their duties under this Certificate; provided, that

no person or entity shall be entitled to recover monetary damages hereunder under any circumstances.

(b) In case any Bondholder shall have proceeded to enforce its rights under this Certificate and such proceedings shall have been discontinued or abandoned for any reason or shall have been determined adversely to any Bondholder, then and in every such case the Issuer and any Bondholder shall be restored respectively to their several positions and rights hereunder, and all rights, remedies and powers of the Issuer and any Bondholder shall continue as though no such proceeding had been taken.

(c) A default under this Certificate shall not be deemed a default under the Bonds, and the sole remedy under this Certificate in the event of any failure or refusal by the Issuer to comply with this Certificate shall be as set forth in subsection 3.2(a) of this Certificate.

ARTICLE IV

MISCELLANEOUS

Section 4.1 Purposes of the Continuing Disclosure Certificate. This Certificate is being executed and delivered by the Issuer for the benefit of the Bondholders and in order to assist the Participating Underwriters in complying with clause (b)(5) of Rule 15c2-12.

Section 4.2 Additional Information. Nothing in this Certificate shall be deemed to prevent the Issuer from (a) disseminating any other information, using the means of dissemination set forth in this Certificate or any other means of communication, or (b) including any other information in any Annual Report or any Disclosure Event Notice, in addition to that which is required by this Certificate. If the Issuer chooses to include information in any Annual Report or any Disclosure Event Notice in addition to that which is specifically required by this Certificate, the Issuer shall have no obligation under this Certificate, the Issuer shall have no obligation under this Certificate to update such information or include it in any future Annual Report or any future Disclosure Event Notice.

Section 4.3 Notices. All notices required to be given or authorized shall be in writing and shall be sent by registered or certified mail to the Issuer, Municipal Building, 100 Commons Way, Bridgewater, New Jersey 08807, Attention: Director of Finance.

Section 4.4 Severability. If any provision of this Certificate shall be held or deemed to be or shall, in fact, be illegal, inoperative or unenforceable, the same shall not affect any other provision or provisions herein contained or render the same invalid, inoperative or unenforceable to any extent whatever.

Section 4.5 Amendments, Changes and Modifications.

(a) Without the consent of any Bondholders, the Issuer at any time and from time to time may enter into any amendments or modifications to this Certificate for any of the following purposes:

- (i) to add to covenants and agreements of the Issuer hereunder for the benefit of the Bondholders, or to surrender any right or power conferred upon the Issuer by this Certificate;
- (ii) to modify the contents, presentation and format of the Annual Report from time to time to conform to changes in accounting or disclosure principles or practices and legal requirements followed by or applicable to the Issuer or to reflect changes in the identity, nature or status of the Issuer or in the business, structure or operations of the Issuer or any mergers, consolidations, acquisitions or dispositions made by or affecting the Issuer; provided that any such modification shall comply with the requirements of Rule 15c2-12 as then in effect at the time of such modification; or
- (iii) to cure any ambiguity, to correct or supplement any provision hereof which may be inconsistent with any other provision hereof, or to include any other provisions with respect to matters or questions arising under this Certificate which, in each case, comply with Rule 15c2-12 as then in effect at the time of such modification.

provided, that prior to approving any such amendment or modification, the Issuer determines that such amendment or modifications does not adversely affect the interests of the Holders of the Bonds in any material respect.

(b) Upon entering into any amendment or modification required or permitted by this Certificate, the Issuer shall deliver, or cause the dissemination Agent to deliver, to the MSRB written notice of any such amendment or modification.

(c) The Issuer shall be entitled to rely exclusively upon an opinion of counsel nationally recognized as expert in federal securities law acceptable to the Issuer to the effect that such amendments or modifications comply with the conditions and provisions of this Section 4.5.

Section 4.6 Amendments Required by Rule 15c2-12. The Issuer recognizes that the provisions of this Certificate are intended to enable the participating Underwriters to comply with Rule 15c2-12. If, as a result of a change in Rule 15c2-12 or in the interpretation thereof, a change in this Certificate shall be permitted or necessary to assure continued compliance with Rule 15c2-12 and upon delivery by any Participating Underwriter of an opinion of counsel nationally recognized as expert in federal securities law acceptable to the Issuer to the effect that such amendment shall be permitted or necessary to assure continued compliance by the Participating Underwriter with Rule 15c2-12 as so amended or interpreted, then the Issuer shall amend this Certificate to comply with and be bound by any such amendment to this Certificate to the extent necessary or desirable to assure compliance with the provisions of Rule 15c2-12 and provide the written notice of such amendment as required by subsection 4.5(b) hereof.

Section 4.7 Governing Law. This Certificate shall be governed exclusively by and construed in accordance with the applicable laws of the State of New Jersey.

Section 4.8 Termination of Issuer's Continuing Disclosure Obligations. The continuing obligation of the Issuer under Section 2.1 hereof to provide the Annual Report and any Disclosure Event Notice and to comply with the other requirements of said Section shall terminate if and when either (a) the Bonds are no longer outstanding or (b) the Issuer no longer remains an "obligated person" (as defined in Rule 15c2-12(f)(10) with respect to the Bonds in either event, only after the Issuer delivers, or causes the Dissemination Agent to deliver, to the MSRB written notice to such effect. This Certificate shall be in full force and effect from the date hereof and shall continue in effect so long as any Bonds are Outstanding.

Section 4.9 Binding Effect. This Certificate shall inure to the benefit of and shall be binding upon the Issuer and its successors and assigns.

IN WITNESS WHEREOF, THE TOWNSHIP OF BRIDGEWATER, COUNTY OF SOMERSET, NEW JERSEY has caused this Certificate to be executed in its name and its corporate seal to be hereunto affixed and attested by their duly authorized officers, all as of the date first above written.

[SEAL]

**TOWNSHIP OF BRIDGEWATER,
COUNTY OF SOMERSET, NEW JERSEY**

By:

Natasha S. Turchan
Director of Finance

CONTINUING DISCLOSURE UNDERTAKING

This Continuing Disclosure Undertaking (the “Undertaking”) dated as of August 1, 2016 by the Township of Bridgewater, in the County of Somerset, New Jersey, a public body corporate and politic of the State of New Jersey (the “Issuer”) is executed and delivered in connection with the issuance of the Issuer’s \$21,632,317 principal amount of Bond Anticipation Notes, Series 2016, consisting of \$15,891,457 General Improvement Bond Anticipation Notes and \$5,740,860 Sewer Utility Bond Anticipation Notes (collectively, the “Notes”). Capitalized terms used in this Undertaking shall have the respective meanings specified above or in Article IV hereof.

ARTICLE I

THE UNDERTAKING

Section 1.1. Purpose. This Undertaking shall constitute a written undertaking for the benefit of the holders of the Notes, and is being executed and delivered solely to assist the successful bidder in complying with subsection (b)(5) of the Rule.

Section 1.2. Disclosure Event Notices. If a Disclosure Event occurs, the Issuer shall provide, in a timely manner not in excess of ten business days following the occurrence of any of the Disclosure Events, a Disclosure Event Notice to the MSRB.

Section 1.3. Additional Disclosure Obligations. The Issuer acknowledges and understands that other state and federal laws, including but not limited to the Securities Act of 1933 and Rule 10b-5 promulgated under the Securities Exchange Act of 1934, may apply to the Issuer, and that under some circumstances compliance with this Undertaking, without additional disclosures or other action, may not fully discharge all duties and obligations of the Issuer under such laws.

Section 1.4. Additional Information. Nothing in this Undertaking shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Undertaking or any other means of communication, or including any other information in any Disclosure Event Notice, in addition to that which is required by this Undertaking. If the Issuer chooses to include any information in any Disclosure Event Notice in addition to that which is specifically required by this Undertaking, the Issuer shall have no obligation under this Undertaking to update such information or include it in any future Disclosure Event Notice.

ARTICLE II

OPERATING RULES

Section 2.1. Disclosure Event Notices. Each Disclosure Event Notice shall be so captioned and shall prominently state the title, date and CUSIP numbers of the Notes.

Section 2.2. Transmission of Notices. Unless otherwise required by law and, in the Issuer’s sole determination, subject to technical and economic feasibility, the Issuer shall employ

such methods of notice transmission as shall be requested or recommended by the herein-designated recipients of the Issuer's notices.

ARTICLE III

TERMINATION, AMENDMENT AND ENFORCEMENT

Section 3.1. Termination. (a) The Issuer's obligations under this Undertaking shall terminate upon a legal defeasance, prior redemption or payment in full of all of the Notes.

(b) This Undertaking, or any provision hereof, shall be null and void in the event that the Issuer (1) receives an opinion of Counsel, addressed to the Issuer, to the effect that those portions of the Rule which require this Undertaking, or any of the provisions hereof, do not or no longer apply to the Notes, whether because such portions of the Rule are invalid, have been repealed, or otherwise, as shall be specified in such opinion and (2) delivers copies of such opinion to the MSRB.

Section 3.2. Amendment. (a) This Undertaking may be amended, in writing, without the consent of the holders of the Notes (except to the extent required under clause (4)(ii) below), if all of the following conditions are satisfied: (1) such amendment is made in connection with a change in circumstances that arises from a change in legal (including regulatory) requirements, a change in law (including rules or regulations) or in interpretations thereof, or a change in the identity, nature or status of the Issuer or the type of business conducted thereby, (2) this Undertaking as so amended would have complied with the requirements of the Rule as of the date of this Undertaking, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances, (3) the Issuer shall have received an opinion of Counsel, addressed to the Issuer, to the same effect as set forth in clause (2) above, (4) either (i) the Issuer shall have received an opinion of Counsel or a determination by a person, in each case unaffiliated with the Issuer (such as bond counsel) and acceptable to the Issuer, addressed to the Issuer, to the effect that the amendment does not materially impair the interests of the holders of the Notes or (ii) the holders of the Notes consent to the amendment to this Undertaking and (5) the Issuer shall have delivered copies of such opinion(s) and amendment to the MSRB.

(b) In addition to subsection (a) above, this Undertaking may be amended and any provision of this Undertaking may be waived, in writing, without the consent of the holders of the Notes, if all of the following conditions are satisfied: (1) an amendment to the Rule is adopted, or a new or modified official interpretation of the Rule is issued, after the effective date of this Undertaking which is applicable to this Undertaking, (2) the Issuer shall have received an opinion of Counsel, addressed to the Issuer, to the effect that performance by the Issuer under this Undertaking as so amended or giving effect to such waiver, as the case may be, will not result in a violation of the Rule and (3) the Issuer shall have delivered copies of such opinion and amendment to the MSRB.

Section 3.3. Benefit; Third-Party Beneficiaries; Enforcement. (a) The provisions of this Undertaking shall inure solely to the benefit of the holders from time to time of the Notes, except that beneficial owners of Notes shall be third-party beneficiaries of this Undertaking.

(b) Except as provided in this subsection (b), the provisions of this Undertaking shall create no rights in any person or entity. The obligations of the Issuer to comply with the provisions of this Undertaking shall be enforceable (i) in the case of enforcement of obligations to provide notices, by any holder of outstanding Notes, or (ii) in the case of challenges to the adequacy of the notices so provided, by the holders of not less than a majority in aggregate principal amount of the Notes at the time outstanding. The holders' rights to enforce the provisions of this Undertaking shall be limited solely to a right, by action in mandamus or for specific performance, to compel performance of the Issuer's obligations under this Undertaking. In consideration of the third-party beneficiary status of beneficial owners of Notes pursuant to subsection (a) of this Section, beneficial owners shall be deemed to be holders of Notes for purposes of this subsection (b).

(c) Any failure by the Issuer to perform in accordance with this Undertaking shall not constitute a default with respect to the Notes.

(d) This Undertaking shall be construed and interpreted in accordance with the laws of the State, and any suits and actions arising out of this Undertaking shall be instituted in a court of competent jurisdiction in the State; provided, however, that to the extent this Undertaking addresses matters of federal securities laws, including the Rule, this Undertaking shall be construed in accordance with such federal securities laws and official interpretations thereof.

ARTICLE IV

DEFINITIONS

Section 4.1. Definitions. The following terms used in this Undertaking shall have the following respective meanings:

(1) "Counsel" means Gibbons P.C. or other nationally recognized bond counsel or counsel expert in federal securities laws.

(2) "Disclosure Event" means any of the following events with respect to the Notes, whether relating to the Issuer or otherwise:

- (i) principal and interest delinquencies;
- (ii) non-payment related defaults, if material;
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) substitution of credit or liquidity providers, or their failure to perform;
- (vi) 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 of determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;

- (vii) modifications to rights of Bondholders; if material;
- (viii) Bond calls, if material, and tender offers;
- (ix) defeasances;
- (x) release, substitution, or sale of property securing repayment of the Bonds, if material;
- (xi) rating changes;
- (xii) bankruptcy, insolvency, receivership or similar event of the Issuer;
- (xiii) the consummation of a merger, consolidation, or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, 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
- (xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material.

(3) “Disclosure Event Notice” means notice of a Disclosure Event.

(4) “MSRB” means the Municipal Securities Rulemaking Board or any other entity designated or authorized by the Securities and Exchange Commission to receive reports pursuant to Rule 15c2-12. Until otherwise designated by the MSRB or the Securities and Exchange Commission, filings with the MSRB are to be made through the Electronic Municipal Market Access (EMMA) website of the MSRB, currently located at <http://emma.msrb.org>.

(5) “Official Statement” means the “final official statement”, as defined in paragraph (f)(3) of the Rule.

(6) “Rule” means Rule 15c2-12 promulgated by the SEC under the Securities Exchange Act of 1934 (17 CFR Part 240, §240.15c2-12), as in effect on the date of this undertaking, including any official interpretations thereof issued either before or after the effective date of this Undertaking which are applicable to this Undertaking.

(7) “SEC” means the United States Securities and Exchange Commission.

(8) “State” means the State of New Jersey.

IN WITNESS WHEREOF, the Issuer has caused this Undertaking to be executed by its Director of Finance as of the date first above written.

**TOWNSHIP OF BRIDGEWATER,
COUNTY OF SOMERSET, NEW JERSEY**

By: _____

Name: Natasha S. Turchan

Title: Director of Finance

APPENDIX C
NOTICES OF SALE

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TOWNSHIP OF BRIDGEWATER,
IN THE COUNTY OF SOMERSET,
NEW JERSEY

NOTICE OF SALE OF
\$8,349,000
GENERAL OBLIGATION BONDS, SERIES 2016
(BOOK-ENTRY BONDS) (CALLABLE)

ELECTRONIC PROPOSALS (the "Proposals"), via BiDCOMP/PARITY Competitive Bidding System ("PARITY") only, will be received by the Director of Finance of the Township of Bridgewater in the County of Somerset, New Jersey (the "Township"), on August 3, 2016 until 11:00 a.m., New York City time, at which time they will be announced, for the purchase of all, but not less than all, of the Township's General Obligation Bonds, Series 2016 (the "Bonds"). Bidders are required to submit their Proposal for the purchase of the Bonds in accordance with the terms of the Notice of Sale.

Principal Amortization

Principal of the Bonds will be paid annually, subject to prior optional redemption, on the fifteenth day of August in the following years and in the following aggregate amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2017	\$250,000	2027	\$485,000
2018	250,000	2028	500,000
2019	250,000	2029	500,000
2020	250,000	2030	500,000
2021	250,000	2031	500,000
2022	250,000	2032	500,000
2023	455,000	2033	500,000
2024	460,000	2034	500,000
2025	470,000	2035	500,000
2026	480,000	2036	499,000

Interest Payment Dates

The Bonds will be dated the date of delivery (which is expected to be August 16, 2016) and will bear interest at the rate per annum specified by the successful bidder therefor in accordance herewith, payable on February 15, 2017 and semi-annually thereafter on the fifteenth day of August and February in each year until maturity or prior optional redemption. Interest on the Bonds shall be calculated on the basis of a 360-day year of twelve 30-day calendar months.

Optional Redemption Provisions

The Bonds maturing on or prior to August 15, 2024 shall not be subject to redemption prior to their respective maturity dates. The Bonds maturing on or after August 15, 2025 shall be subject to redemption prior to their respective maturity dates, on or after August 15, 2024 at the option of the Township, either in whole or in part at any time in any order of maturity at one hundred percent (100%) of the principal amount of the Bonds being redeemed (the “Redemption Price”), plus in each case accrued interest thereon 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 such Bonds at their respective addresses as they last appear on the registration books kept for that purpose by the Township, at least thirty (30) but not more than sixty (60) days before the date fixed for redemption. However, so long as DTC (or any successor thereto) acts as Securities Depository for the Bonds, Notices of Redemption shall be sent to such depository and shall not be sent to the beneficial owners of the Bonds, and will be done in accordance with DTC procedures. Any failure of such 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 Township determines to redeem a portion of the Bonds of a maturity, such Bonds shall be selected by the Township by lot. If Notice of Redemption has been given as described 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. Payment shall be made upon surrender of the Bonds redeemed.

Book-Entry-Only System

As long as DTC or its nominee, Cede & Co., is the registered owner of the Bonds, payments of the principal of and interest on the Bonds will be made directly to Cede & Co., as nominee of DTC, which will credit payments of principal of and interest on the Bonds to the DTC participants as listed in the records of DTC as of each next preceding February 1 and August 1, respectively (the “Record Dates” for payment of interest on the Bonds), which participants will in turn credit such payments to the beneficial owners of the Bonds.

All bidders of the Bonds must be participants of The Depository Trust Company, New York, New York (“DTC”) or affiliated with its participants. The Bonds will be issued in fully registered form, and when issued will be registered in the name of and held by Cede & Co., as the registered owner thereof and nominee for DTC, an automated depository for securities and clearinghouse for securities transactions.

Individual purchases of beneficial ownership interests in the Bonds will be made in book-entry form (without certificates) in the denomination of \$1,000 each or any integral multiple thereof. It shall be the obligation of the successful bidder to furnish to DTC an underwriter’s questionnaire and the denomination of the Bonds not less than seventy-two (72) hours prior to the delivery of the Bonds.

In the event that either DTC determines not to continue to act as securities depository for the Bonds or the Township determines that the beneficial owners of the Bonds be able to obtain bond certificates, the Township will appoint a paying agent and will issue and deliver replacement Bonds in the form of fully registered certificates.

Electronic Bidding Procedures

Bids may be submitted electronically via PARITY in accordance with this Notice of Sale, until 11:00 a.m., New York City time, on August 3, 2016, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY conflict with this Notice of Sale, the terms of this Notice of Sale shall control. For further information about PARITY, potential bidders may contact PARITY at (212) 849-5021. In the event that a bid for the Bonds is submitted via PARITY, the bidder further agrees that:

1. The Township may regard the electronic transmission of the bid through PARITY (including information about the purchase price of the Bonds, the interest rate or rates to be borne by the various maturities of the Bonds, the initial public offering price of each maturity and any other information included in such transmission) as though the same information were submitted directly to the Township and executed by a duly authorized signatory of the bidder. If a bid submitted electronically by PARITY is accepted by the Township, the terms of the Proposal for Bonds and this Notice of Sale and the information that is electronically transmitted through PARITY shall form a contract, and the successful bidder shall be bound by the terms of such contract.

2. PARITY is not an agent of the Township, and the Township shall have no liability whatsoever based on any bidder's use of PARITY, including but not limited to any failure by PARITY to correctly or timely transmit information provided by the Township or information provided by the bidder.

3. The Township may choose to discontinue use of electronic bidding via PARITY by issuing a notification to such effect via TM3 News Services, or by other available means, no later than 3:00 p.m. (New York City Time) on the last business date prior to the bid date set forth above.

4. Once the bids are communicated electronically via PARITY to the Township as described above, each bid will constitute a Proposal for Bonds and shall be deemed to be an irrevocable offer to purchase the Bonds on the terms provided in this Notice of Sale. For purposes of submitting all Proposal for Bonds, whether by hand delivery or electronically via Parity, the time as maintained on PARITY shall constitute the official time.

5. Each bidder choosing to bid electronically shall be solely responsible to make necessary arrangements to access PARITY for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the Township nor Parity shall have any duty or obligation to undertake such registration to bid for any prospective bidder or to provide or assure access to any qualified prospective bidder, and neither the Township nor Parity shall be responsible for the proper operation of, or have any liability for any delays or

interruptions of, or any damages caused by PARITY. The Township is using PARITY as a communication mechanism, and not as the Township's agent, to conduct the electronic bidding for the Bonds. By using PARITY, each bidder agrees to hold the Township harmless for any harm or damages caused to such bidder in connection with its use of PARITY for bidding on the Bonds.

Bid Specifications

Each Proposal submitted must name the rate or rates of interest per annum to be borne by the Bonds bid for and the rate or rates named must be multiples of one-eighth or one-twentieth of one per centum. Not more than one rate may be named for Bonds of the same maturity. There is no limitation on the rates that may be named. The difference between the highest and lowest rates of interest named in the Proposal shall not exceed two percent (2%). Each Proposal submitted must be for all of the Bonds and the purchase price specified in the proposal must be not less than 100% of the aggregate par value of the Bonds or for more than 103% of the aggregate par value of the Bonds.

Award, Delivery And Payment

The Bonds will be awarded to the bidder on whose bid the total loan may be made at the lowest true interest cost. Such true interest cost shall be computed, as to each bid, by doubling the semiannual interest rate (compounded semiannually) necessary to discount the debt service payments from the payment dates to the date of the Bonds and the price bid, excluding accrued interest to the delivery date. No Proposal shall be considered that offers to pay an amount less than the principal amount of Bonds offered for sale or under which the total loan is made at an interest cost higher than the lowest true interest cost to the Township under any legally acceptable proposal. If two or more such bidders offer to pay the lowest true interest cost, then the Bonds will be sold to one of such bidders selected by lot from among all such bidders. The bidder to which the Bonds are awarded (in the manner specified above) is herein referred to as the "Successful Bidder."

It is expected that delivery of the Bonds to DTC and payment for the Bonds will take place on or about, August 16, 2016 at the offices of Gibbons P.C., bond counsel to the Township ("Bond Counsel"), in Newark, New Jersey or at such other place as may be agreed upon with the Successful Bidder. The Bonds will be delivered to DTC in single denominations for each maturity of each type of bond. PAYMENT FOR THE BONDS AT THE TIME OF ORIGINAL ISSUANCE AND DELIVERY SHALL BE IN IMMEDIATELY AVAILABLE FUNDS.

Change of Bid Date and Closing Date

The Township reserves the right to postpone, from time to time, the date established for the receipt of bids and will undertake to notify registered prospective bidders via notification published on Thomson Municipal Market Monitor ("TM3") (www.tm3.com). Prospective bidders may request notification by facsimile transmission of any such changes in the date or time for the receipt of bids by so advising, and furnishing their telecopier numbers to the Director of Finance of the Township at (908) 725-6300 Ext. 5110 or the Financial Advisor (as hereinafter defined) at (609) 291-0130, by 12:00 Noon, New York City time, on the day prior to

the announced date for receipt of bids. In addition, the Township reserves the right to make changes to this Notice of Sale. Such changes will be announced on the TM3.

A postponement of the bid date will be announced via TM3 not later than 11:00 a.m., New York City time, on the last business day prior to any announced date for receipt of bids, and an alternative sale date and time will be announced via TM3 by Noon, New York City time, not less than forty-six (48) hours prior to such alternative date for receipt of bids.

On any such alternative date and time for receipt of bids, the Township will accept electronic bids for the purchase of the Bonds, such bids to conform in all respects to the provisions of this Notice of Sale, except for the changes in the date and time for receipt of bids and any other changes announced via TM3 at the time the date and time for receipt of bids are announced.

Right To Reject Bids; Waive Irregularities

The right is reserved to reject all bids, and any bid not complying with the terms of this Notice of Sale will be rejected. The Township reserves the right to reject any or all Proposals and so far as permitted by law, to waive any irregularity or informality in any or all Proposals.

Good Faith Deposit

A good faith deposit (the "Deposit"), in the form of an electronic transfer of immediately available federal funds, in the amount of \$166,980 is required for each bid for the Bonds to be considered. Wire instructions may be obtained by contacting Anthony P. Inverso of Phoenix Advisors, LLC (the "Financial Advisor") at (609) 291-0130.

Such funds must be received in the account identified immediately above no later than 11:00 a.m. New York City time on the date for receipt of bids, and must be accompanied by detailed wiring instructions for the return thereof in the event that such bidder is not the Successful Bidder. Please note that the contact information provided immediately above should be used by bidders for the purposes of confirming receipt of electronic transfer of funds and the transmittal of instructions for the return of such electronic transfers of funds in the event such bidder is not the Successful Bidder. Electronic transfers of funds of unsuccessful bidders for the Bonds will be returned upon award of the Bonds. It is the intent of the Township that electronic transfers of funds will be returned via wire transfer to the unsuccessful bidders not later than 5:00 p.m. on the date for receipt of bids, provided that wiring instructions have been provided by such unsuccessful bidder at the time of transmission of the Deposit to the Township. The Township shall not bear any liability for any delay that may occur in the return of an electronic transfer of the Deposit to an unsuccessful bidder. Interest earned on the Deposit will be credited to the Township and will not be available to the Successful Bidder for the Bonds.

The Deposit of the Successful Bidder will be collected and the proceeds thereof retained by the Township to be applied in partial payment for the Bonds and no interest will be allowed or paid upon the amount thereof, but in the event the Successful Bidder shall fail to comply with the terms of its respective bid, the proceeds thereof will be retained as and for full liquidated damages. Award of the Bonds to the Successful Bidder or rejection of all bids is expected to be

made within five hours after opening of the bids, but such Successful Bidder may not withdraw its Proposal for Bonds until after 5:00 p.m. of the day of such bid-opening and then only if such award has not been made prior to the withdrawal.

Bond Insurance

If the Bonds qualify for issuance of any policy of municipal bond insurance, any purchase of such policy shall be at the sole option and expense of the Successful Bidder. If the Bonds are to be insured, the Successful Bidder shall pay the premium therefor prior to the delivery of the Bonds. Any failure of the Bonds to be so insured or of any such policy of insurance to be issued shall not in any way relieve the Successful Bidder of its contractual obligations arising from the acceptance of its Proposal for Bonds for the purchase of the Bonds.

CUSIP Numbers

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

Undertakings of the Successful Bidder

THE SUCCESSFUL BIDDER SHALL MAKE A BONA FIDE PUBLIC OFFERING OF THE BONDS AT THEIR RESPECTIVE INITIAL REOFFERING PRICES AND SHALL PROVIDE THE RELATED CERTIFICATION DESCRIBED BELOW.

The successful bidder shall within thirty (30) minutes after being notified of the award of the Bonds, advise the Township in writing (via facsimile transmission) of the initial reoffering prices to the public of each maturity of the Bonds (the "Initial Reoffering Prices"). The successful bidder must, by facsimile transmission or delivery received by the Township within twenty-four (24) hours after notification of the award, furnish the following information to the Township to complete the Official Statement in final form, as described below:

- A. Selling compensation (aggregate total anticipated compensation to the underwriters expressed in dollars, based on the expectation that all the Bonds are sold at the prices or yields at which the successful bidder advised the Township that the Bonds were initially offered to the public).
- B. The identity of the underwriters if the successful bidder is part of a group or syndicate.
- C. Any other material information that the Township determines is necessary to complete the Official Statement in final form.

After the award of the bonds, the Township will prepare copies of the final Official Statement and will include therein such additional information concerning the reoffering of the bonds as the successful bidder may reasonably request. The successful bidder will be

responsible to the Township in all aspects for the accuracy and completeness of information provided by such successful bidder with respect to such reoffering.

SIMULTANEOUSLY WITH OR BEFORE DELIVERY OF THE BONDS, THE SUCCESSFUL BIDDER SHALL FURNISH TO THE TOWNSHIP A CERTIFICATE ACCEPTABLE TO BOND COUNSEL (A COPY OF THE FORM OF SUCH CERTIFICATION IS AVAILABLE UPON REQUEST FROM BOND COUNSEL AT TELEPHONE NO. (973) 596-4777) TO THE EFFECT THAT (I) THE SUCCESSFUL BIDDER HAS MADE A BONA FIDE PUBLIC OFFERING OF THE BONDS AT THE INITIAL REOFFERING PRICES, (II) AS OF THE DATE OF THE SALE OF THE BONDS THE SUCCESSFUL BIDDER REASONABLY EXPECTED TO SELL A SUBSTANTIAL AMOUNT OF THE BONDS TO THE PUBLIC (EXCLUDING BOND HOUSES, BROKERS AND OTHER INTERMEDIARIES) AT THEIR RESPECTIVE INITIAL REOFFERING PRICES, AND (III) SUBSTANTIAL AMOUNTS OF THE BONDS WERE SOLD TO THE PUBLIC (EXCLUDING BOND HOUSES, BROKERS AND OTHER INTERMEDIARIES) AT THEIR RESPECTIVE INITIAL REOFFERING PRICES. Bond counsel advises that (i) such certificate must be made on the best knowledge, information and belief of the successful bidder, (ii) the sale to the public of 10% or more in par amount of the bonds of each maturity at the initial reoffering prices would be sufficient to certify as to the sale of a substantial amount of the bonds, and (iii) reliance on other facts as a basis for such certification would require evaluation by bond counsel to assure compliance with the statutory requirement to avoid the establishment of an artificial price for the Bonds.

Legal Opinions

The obligations hereunder to pay for and to accept delivery of the Bonds shall be conditioned on the availability and the delivery at the time of delivery of the Bonds of the approving opinion of the law firm of Gibbons P.C., Newark, New Jersey, bond counsel to the Township, which will be furnished without cost to the Successful Bidder, substantially in the form set forth in the Official Statement distributed in preliminary form in connection with the sale of the Bonds. Such opinion shall state to the effect that the Bonds are valid and legally binding obligations of the Township, and that all the taxable property therein will be subject to the levy of ad valorem taxes, without limitation as to rate or amount, to pay the principal of the Bonds and the interest thereon; and will also state that under existing law, interest on the Bonds is excluded from gross income for purposes of Federal income taxation. The obligations hereunder to pay for and to accept delivery of the Bonds shall be further conditioned on the availability and delivery to the Successful Bidder, at the time of delivery of the Bonds, of (i) certificates from the Township Director of Finance in form satisfactory to Bond Counsel evidencing the proper execution and delivery of the Bonds, the receipt of payment therefor and the fact the Bonds will not be arbitrage obligations within the meaning of the Code; (ii) a certificate from the Township Attorney, in form and tenor satisfactory to Bond Counsel and dated as of the date of such delivery, to the effect that there is no litigation pending or (to the knowledge of the signer or signers thereof) threatened affecting the validity of the Bonds; and (iii) a certificate from the Township Director of Finance, in form and tenor satisfactory to Bond Counsel and dated as of the date of such delivery, to the effect that to the best of his knowledge of such and belief, and after reasonable investigation: (1) neither the Official Statement relating to the Bonds nor any amendment, or supplement thereto contains any untrue statement of a

material fact or omits to state any material fact necessary to make the statements therein, in the light of the circumstances in which they were made, not misleading; (2) since the date of the Official Statement (or the date of the most recent amendment or supplement thereto) no event has occurred which would make the statements therein untrue or, in the light of the circumstances in which they were made, misleading, and (3) there has not been any material adverse change in the operation or financial affairs of the Township since the date of such Official Statement.

Concerning The Preliminary Official Statement

The Township has issued an Official Statement with respect to the sale of the Bonds in preliminary form (the “Preliminary Official Statement”) which the Township has deemed final as of its date for purposes of paragraph (b)(1) of Rule 15c2-12 under the Securities Exchange Act of 1934 (“Rule 15c2-12”), except for certain omissions permitted thereunder and except for changes permitted by other applicable law.

The Preliminary Official Statement may be accessed via the Internet at www.prospectushub.com. A printed version is also available upon request made to the Director of Finance of the Township at 100 Commons Way, Bridgewater, New Jersey 08807 (telephone (908) 725-6300 Ext. 5110) or the Financial Advisor at (609) 291-0130.

Official Statement

The Township agrees to provide the successful bidder with up to fifty (50) copies of the final Official Statement adopted by the Township in relation to the sale by the Township of the Bonds within the period of time allowed under Rule 15c2-12, at the sole cost and expense of the Township, with any additional copies which the successful bidder shall reasonably request to be provided at the sole cost and expense of the successful bidder.

Continuing Disclosure

In order to assist the successful bidder in complying with Rule 15c2-12, the Township agrees to deliver on the Closing Date a Continuing Disclosure Certificate to be dated as of the Closing Date pursuant to which the Township shall agree to provide at the times and to the information repositories and other persons described in Rule 15c2-12 the financial or operating data required to be disclosed on a continuing basis pursuant to Rule 15c2-12.

Natasha S. Turchan
Director of Finance

Dated: July 22, 2016

NOTICE OF SALE
TOWNSHIP OF BRIDGEWATER,
COUNTY OF SOMERSET, NEW JERSEY
\$21,632,317 BOND ANTICIPATION NOTES, SERIES 2016
CONSISTING OF
\$15,891,457 GENERAL IMPROVEMENT BOND ANTICIPATION NOTES
AND
\$5,740,860 SEWER UTILITY BOND ANTICIPATION NOTES

ELECTRONIC PROPOSALS via either (i) BIDCOMP/PARITY Competitive Bidding System ("Parity") or (ii) facsimile, at (908) 722-4977, will be received by the Director of Finance of the Township of Bridgewater, in the County of Somerset, New Jersey (the "Township"), on Wednesday, August 3, 2016 until 11:00 a.m. New York City time, at which time they will be publicly announced for the purchase of \$21,632,317 Bond Anticipation Notes, Series 2016, consisting of \$15,891,457 General Improvement Bond Anticipation Notes and \$5,740,860 Sewer Utility Bond Anticipation Notes (collectively, the "Notes"), dated the date of delivery of the Notes and maturing August 15, 2017. If a bidder wishes to transmit its proposal by facsimile, the proposal must be on the Proposal to Purchase attached hereto. The Notes shall bear interest at the rate per annum specified by the successful bidder therefor in accordance herewith, payable at maturity. The Notes shall not be subject to redemption prior to maturity. Information concerning the Notes and the Township is set forth in the Preliminary Official Statement of the Township relating to the Notes, dated July 27, 2016. The Notes are expected to be issued and delivered on August 16, 2016. The Notes shall be in book-entry-only form, registered in the name of Cede & Co., as nominee of The Depository Trust Company, which will act as securities depository for the Notes. The DTC Letter of Representations, if any, will be prepared by Bond Counsel. The DTC eligibility questionnaire is to be completed by the successful bidder for the Notes.

The Notes will constitute valid and binding general obligations of the Township for the payment of which the Township is obligated to levy *ad valorem* taxes without limitation.

Each proposal must specify a single rate of interest which the Notes are to bear and the amount bid for the Notes, which shall not be less than \$21,632,317. As between legally acceptable proposals, the Notes will be sold to the bidder offering the lowest net interest cost ("Net Interest Cost") to the Township or, if two or more such bidders offer the same lowest Net Interest Cost, then to one of said bidders selected by the Director of Finance by lot from among all said bidders. The Net Interest Cost shall equal the total interest cost on the Notes, calculated on an 30/360 day basis, in accordance with such proposal after deducting therefrom the amount of premium (i.e., the amount bid minus \$21,632,317), if any, specified by such proposal. The Township reserves the right to reject any or all proposals and, so far as permitted by law, waive any irregularity or informality in any or all proposals. The proposal must cover all expenses incurred by the bidder, including distribution costs.

Bids shall be submitted electronically via PARITY or facsimile in accordance with this Notice of Sale, until 11:00 a.m., New York City time, on August 3, 2016, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY conflict with this Notice of Sale, the terms of this Notice of Sale shall control. For further information about PARITY, potential bidders may contact PARITY at (212) 849-5021. In the event that a bid for the Notes is submitted via PARITY, the bidder further agrees that:

1. The Township may regard the electronic transmission of the bid through PARITY (including information about the purchase price of the Notes, the interest rate or rates to be borne by the Notes, the initial public offering price of each maturity and any other information included in such transmission) as though the same information were submitted directly to the Township and executed by a duly authorized signatory of the bidder. If a bid submitted electronically by PARITY is accepted by the Township, the terms of the Proposal for Notes and this Notice of Sale and the information that is electronically transmitted through PARITY shall form a contract, and the successful bidder shall be bound by the terms of such contract.

2. PARITY is not an agent of the Township, and the Township shall have no liability whatsoever based on any bidder's use of PARITY, including but not limited to any failure by PARITY to correctly or timely transmit information provided by the Township or information provided by the bidder.

3. The Township may choose to discontinue use of electronic bidding via PARITY by issuing a notification to such effect via TM3 (as hereinafter defined), or by other available means, no later than 3:00 p.m. (New York City Time) on the last business date prior to the bid date set forth above.

4. Once the bids are communicated electronically via PARITY to the Township as described above, each bid will constitute a Proposal for Notes and shall be deemed to be an irrevocable offer to purchase the Notes on the terms provided in this Notice of Sale. For purposes of submitting all Proposal for Notes, the time as maintained on PARITY shall constitute the official time.

5. Each bidder choosing to bid electronically shall be solely responsible to make necessary arrangements to access PARITY for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the Township nor Parity shall have any duty or obligation to undertake such registration to bid for any prospective bidder or to provide or assure access to any qualified prospective bidder, and neither the Township nor Parity shall be responsible for the proper operation of, or have any liability for any delays or interruptions of, or any damages caused by PARITY. The Township is using PARITY as a communication mechanism, and not as the Township's agent, to conduct the electronic bidding for the Notes. By using PARITY, each bidder agrees to hold the Township harmless for any harm or damages caused to such bidder in connection with its use of PARITY for bidding on the Notes.

The Township reserves the right to postpone, from time to time, the date established for the receipt of bids and will undertake to notify registered prospective bidders via notification published on Thomson Municipal Market Monitor ("TM3") (www.tm3.com). Prospective bidders may request notification by facsimile transmission of any such changes in the date or time for the receipt of bids by so advising, and furnishing their telecopier numbers to the Director of Finance of the Township at (908) 725-6300, Ext. 5110, by 12:00 Noon, New York City time, on the day prior to the announced date for receipt of bids. In addition, the Township reserves the right to make changes to this Notice of Sale. Such changes will be announced on the TM3.

A postponement of the bid date will be announced via TM3 not later than 11:00 a.m., New York City time, on the last business day prior to any announced date for receipt of bids, and an alternative sale date and time will be announced via TM3 by Noon, New York City time, not less than forty-eight (48) hours prior to such alternative date for receipt of bids.

On any such alternative date and time for receipt of bids, the Township will accept electronic or facsimile bids for the purchase of the Notes, such bids to conform in all respects to the provisions of this

Notice of Sale, except for the changes in the date and time for receipt of bids and any other changes announced via TM3 at the time the date and time for receipt of bids are announced.

Award of the Notes to the successful bidder, or rejection of all proposals, is expected to be made within one hour after the proposals are announced, but bidders may not withdraw their proposals before 4:00 p.m. on August 3, 2016 and then only if such award has not been made prior to the withdrawal. The Notes will be delivered on or about August 16, 2016 at the offices of Gibbons P.C., Bond Counsel to the Township, in Newark, New Jersey, or at such other place as may be agreed upon with the successful bidder. Payment for the Notes at the time of their original issuance and delivery shall be in immediately available funds.

It shall be the responsibility of the successful bidder to have a CUSIP identification number issued for the Notes. The CUSIP Service Bureau charge shall be the responsibility of and shall be paid for by the successful bidder. The CUSIP number must be communicated to Bond Counsel not later than 11:00 a.m. on Thursday, August 4, 2016 in order to have the CUSIP number printed on the Notes.

The successful bidder may at his option refuse to accept the Notes if prior to delivery of the Notes any income tax law of the United States of America shall provide that the interest thereon is includable in gross income, or shall be includable in gross income at a future date, for federal income tax purposes, and in such case such bidder will be relieved of its contractual obligations arising from the acceptance of its proposal.

The obligation hereunder to deliver and to accept the Notes shall be conditioned on the availability and delivery at the time of delivery of the Notes of the approving opinion of Bond Counsel, which will be furnished without cost to the successful bidder, in substantially the form set forth in the final Official Statement with respect to the Notes (the "Official Statement"). Such opinion shall state that the Notes are valid and legally binding obligations of the Township and that the Township has the power and is obligated to levy ad valorem taxes upon all the taxable property within the Township without limitation as to rate or amount for the payment of the Notes and the interest thereon. The obligations hereunder to deliver or accept the Notes shall be further conditioned on the availability to the successful bidder and delivery at the time of delivery of the Notes of certificates in form and tenor satisfactory to Bond Counsel evidencing the proper execution and delivery of the Notes and receipt of payment therefor and including a statement, dated as of the date of such delivery, to the effect that, except as set forth in the Official Statement, there is no litigation pending or (to the knowledge of the signer or signers thereof) threatened relating to the Notes.

Prior to or simultaneously with the delivery of the Notes, the successful bidder shall furnish to the Township a certificate in form acceptable to Bond Counsel, setting forth the price or yield of the Notes calculated on the basis of retail sales of the Notes, in accordance with the requirements of the Internal Revenue Code of 1986, as amended.

The Township, by accepting the proposal submitted by the successful bidder, (a) certifies to the successful bidder, as of the date of acceptance of such proposal, that the Preliminary Official Statement distributed in connection with the sale of the Notes (the "Preliminary Official Statement") has been "deemed final" as of its date by the Township for purposes and within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 ("Rule 15c2-12"), except for certain omissions permitted thereunder, (b) agrees to provide the successful bidder, in order to permit the successful bidder to comply with Rule 15c2-12, with up to 50 copies in total of the Official Statement within the period of time allowed under Rule 15c2-12, at the sole cost and expense of the Township, with any additional copies that the successful bidder shall reasonably request to be provided at the sole cost and expense of

the successful bidder, and (c) in order to assist the successful bidder in complying with Rule 15c2-12, agrees to undertake to provide certain continuing disclosure as further described in the Preliminary Official Statement. The successful bidder, by executing the proposal, agrees to provide, upon receipt of the Official Statement from the Township, a copy of the Official Statement (with any required forms) to the Municipal Securities Rulemaking Board (the “MSRB”) or its designee pursuant to MSRB Rule G-32 no later than ten business days following the-date of acceptance of its bid. The successful bidder shall notify the Township of (a) the date which is the “end of the underwriting period” within the meaning of Rule 15c2-12 (which date shall be presumed by the Township to be the date of delivery of and payment for the Notes unless the Township is notified otherwise) and (b) the date on which a copy of the Official Statement is filed with the MSRB or its designee.

Copies of the Preliminary Official Statement and the Notice of Sale may be accessed via the internet at www.prospectushub.com. A printed version is also available upon request made to the Director of Finance of the Township at 100 Commons Way, Bridgewater, New Jersey 08807 (telephone (908) 725-6300 Ext. 5110) or Phoenix Advisors, LLC, the Township’s Financial Advisor, at (609) 291-0130.

NATASHA S. TURCHAN
Director of Finance

Dated: July 27, 2016

TOWNSHIP OF BRIDGEWATER
\$21,632,317 BOND ANTICIPATION NOTES
PROPOSAL TO PURCHASE

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

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

Signature _____

THIS PORTION OF THE PROPOSAL IS NOT PART OF THE BID

PLEASE COMPLETE THE FOLLOWING:

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

Person to be contacted for closing arrangements:

Name

Telephone Number

E-mail Address

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APPENDIX D

FORMS OF BOND COUNSEL OPINIONS

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[FORM OF BOND COUNSEL OPINION]

August __, 2016

Mayor and Township Council
Township of Bridgewater
Municipal Building
100 Commons Way
Bridgewater, New Jersey 08807

Dear Mayor and Council Members:

We have examined certified copies of the proceedings of the Council of the Township of Bridgewater, in the County of Somerset, State of New Jersey (the “Township”), including ordinances, affidavits and certificates delivered by officials of the Township, and other proofs submitted to us relative to the issuance and sale by the Township of its \$8,349,000 General Obligation Bonds, Series 2016 (the “Bonds”), dated their date of delivery.

The Bonds are issued pursuant to the Local Bond Law, constituting Chapter 2 of Title 40A of the New Jersey Statutes, as amended (the “Local Bond Law”), a resolution of the Township adopted on July 7, 2016 and various bond ordinances of the Township, in all respects duly adopted by the Council of the Township.

Each of the Bonds is dated the date of delivery, bears interest at the interest rates set forth on the inside front cover of the Official Statement relating to the Bonds and matures on August 15 in the years and in the principal amounts as set forth below:

<u>Year</u>	<u>Principal Amount</u>
2017	\$250,000
2018	250,000
2019	250,000
2020	250,000
2021	250,000
2022	250,000
2023	455,000
2024	460,000
2025	470,000
2026	480,000
2027	485,000
2028	500,000
2029	500,000
2030	500,000

<u>Year</u>	<u>Principal Amount</u>
2031	500,000
2032	500,000
2033	500,000
2034	500,000
2035	500,000
2036	499,000

The Bonds are subject to redemption prior to maturity.

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

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

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

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

3. Under existing law, interest on the Bonds is excluded from the gross income of the owners of the Bonds for Federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") and interest on the Bonds is not an item of tax preference under Section 57 of the Code for purposes of computing the alternative minimum tax. We express no opinion regarding any other Federal income tax consequences arising with respect to the Bonds.

4. Under existing law, interest on the Bonds and net gains on the sale thereof are exempt from the tax imposed by the New Jersey Gross Income Tax Act.

With respect to our federal income tax opinion, we note that the Code imposes certain requirements that must be met on the date of issuance and on a continuing basis subsequent to the issuance of the Bonds in order for interest on the Bonds to be excluded from gross income for Federal income tax purposes pursuant to Section 103 of the Code. The Township has made certain representations and covenants in its tax certificate, which is executed on the date of

issuance of the Bonds, as to various tax requirements. In addition, the Township has covenanted to comply with the provisions of the Code applicable to the Bonds and has covenanted not to take any action or fail to take any action to be taken which would cause the interest on the Bonds to lose the exclusion from gross income for Federal income tax purposes under Section 103 of the Code or cause interest on the Bonds to be treated as an item of tax preference under Section 57 of the Code. With your permission, we have relied upon the representations made in the tax certificate and have assumed continuing compliance by the Township with the above covenants in rendering our federal tax opinion with respect to the exclusion of interest on the Bonds from gross income for Federal income tax purposes and with respect to interest on the Bonds not constituting an item of tax preference.

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

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

The opinions expressed herein are based upon the laws and judicial decisions of the State of New Jersey and the federal laws and judicial decisions of the United States as of the date hereof and are subject to any amendment, repeal or other modification of the applicable laws or judicial decisions that served as the basis for our opinions, or laws or judicial decisions hereafter enacted or rendered. Our engagement by the Township with respect to the opinions expressed herein does not require, and shall not be construed to constitute, a continuing obligation on our part to notify or otherwise inform the addressee hereof of the amendment, repeal or other modification of the applicable laws or judicial decisions that served as the basis for this opinion letter or of laws or judicial decisions hereafter enacted or rendered which impact on this opinion letter.

This opinion letter is rendered to you in connection with the above described transaction. This opinion letter may not be relied upon by you for any other purpose, or relied upon by, or furnished to, any other person, firm or corporation without our prior written consent. This is only an opinion letter and not a warranty or guaranty of the matters discussed herein.

Very truly yours,

[FORM OF BOND COUNSEL OPINION]

August __, 2016

Mayor and Township Council
Township of Bridgewater
Municipal Building
100 Commons Way
Bridgewater, New Jersey 08807

Dear Mayor and Council Members:

We have examined certified copies of the proceedings of the Township Council of the Township of Bridgewater, in the State of New Jersey (the "Township"), including ordinances, affidavits and certificates delivered by officials of the Township, and other proofs submitted to us relative to the issuance and sale of \$21,632,317 Bond Anticipation Notes, Series 2016, consisting of \$15,891,457 General Improvement Bond Anticipation Notes and \$5,740,860 Sewer Utility Bond Anticipation Notes (collectively, the "Notes"). The Notes are issued in registered form without coupons, are dated the date of delivery, bear interest at the rate of Two and Zero Hundredths Percent (2.00%) per annum and are payable at maturity on August 15, 2017. The Notes are issued pursuant to the Local Bond Law, constituting Chapter 2 of Title 40A of the New Jersey Statutes (the "Local Bond Law"), and various bond ordinances each in all respects duly approved and published as required by law.

The Notes are temporary obligations issued in anticipation of the issuance of bonds.

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

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

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

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

3. Under existing law, interest on the Notes is excluded from the gross income of the owners of the Notes for Federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") and interest on the Notes is not an item of tax preference under Section 57 of the Code for purposes of computing the alternative minimum tax. We express no opinion regarding any other Federal income tax consequences arising with respect to the Notes.

4. Under existing law, interest on the Notes and any net gains on the sale thereof are exempt from the tax imposed by the New Jersey Gross Income Tax Act.

With respect to our federal income tax opinion, we note that the Code imposes certain requirements that must be met on the date of issuance and on a continuing basis subsequent to the issuance of the Notes in order for interest on the Notes to be excluded from gross income for Federal income tax purposes pursuant to Section 103 of the Code. The Township has made certain representations and covenants in its tax certificate, which is executed on the date of issuance of the Notes, as to various tax requirements. In addition, the Township has covenanted to comply with the provisions of the Code applicable to the Notes and has covenanted not to take any action or fail to take any action to be taken which would cause the interest on the Notes to lose the exclusion from gross income for Federal income tax purposes under Section 103 of the Code or cause interest on the Notes to be treated as an item of tax preference under Section 57 of the Code. With your permission, we have relied upon the representations made in the tax certificate and have assumed continuing compliance by the Township with the above covenants in rendering our federal tax opinion with respect to the exclusion of interest on the Notes from gross income for Federal income tax purposes and with respect to interest on the Notes not constituting an item of tax preference.

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

Our opinion concerning the enforceability of the Notes is subject to federal and state laws regarding bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting

creditors' rights and remedies generally (including, without limitation, laws relating to fraudulent conveyance, and by general principles of law and equity (regardless of whether enforcement is considered or sought in proceedings at law or in equity) and by limitation on remedial rights under applicable law). Their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

The opinions expressed herein are based upon the laws and judicial decisions of the State of New Jersey and the federal laws and judicial decisions of the United States as of the date hereof and are subject to any amendment, repeal or other modification of the applicable laws or judicial decisions that served as the basis for our opinions, or laws or judicial decisions hereafter enacted or rendered. Our engagement by the Township with respect to the opinions expressed herein does not require, and shall not be construed to constitute, a continuing obligation on our part to notify or otherwise inform the addressee hereof of the amendment, repeal or other modification of the applicable laws or judicial decisions that served as the basis for this opinion letter or of laws or judicial decisions hereafter enacted or rendered which impact on this opinion letter.

This opinion letter is rendered to you in connection with the above described transaction. This opinion letter may not be relied upon by you for any other purpose, or relied upon by, or furnished to, any other person, firm or corporation without our prior written consent. This is only an opinion letter and not a warranty or guaranty of the matters discussed herein.

Very truly yours,