

APPENDIX D

BE IT RESOLVED BY THE BOARD OF EDUCATION OF THE TOWNSHIP OF NUTLEY
IN THE COUNTY OF ESSEX, NEW JERSEY AS FOLLOWS:

Section 1. The \$14,930,000 bonds of The Board of Education of the Township of Nutley in the County of Essex (the "Board of Education") authorized by virtue of the proposal adopted by the Board of Education on June 28, 2004 and approved by the affirmative vote of a majority of the legal voters present and voting at the school district election held on September 28, 2004 to finance the local share of the School Facilities Project pursuant to Title 18A, Education, of the New Jersey Statutes shall be issued as a single issue of School Bonds (the "Bonds"). The Bonds shall mature in the principal amounts on February 15 in each of the years as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2006	\$335,000	2019	\$650,000
2007	350,000	2020	650,000
2008	370,000	2021	650,000
2009	505,000	2022	650,000
2010	525,000	2023	650,000
2011	550,000	2024	650,000
2012	575,000	2025	650,000
2013	600,000	2026	665,000
2014	625,000	2027	670,000
2015	650,000	2028	670,000
2016	650,000	2029	670,000
2017	650,000	2030	670,000
2018	650,000		

The Bonds are subject to redemption prior to maturity as stated herein. The Bonds shall be 25 in number, with one certificate being issued for each year of maturity and shall be numbered R-1 to R-25, inclusive. The Bonds are entitled to the benefits of the New Jersey

School Bond Reserve Act, N.J.S.A. 18A:56-17 et seq. (P.L. 1980, c. 72, approved July 16, 1980, as amended by P.L. 2003, c. 118, approved July 1, 2003.)

Section 2. The Bonds will be issued in fully registered form. One certificate shall be issued for the aggregate principal amount of Bonds maturing in each year. Both principal of and interest on the Bonds will be payable in lawful money of the United States of America. Each certificate will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York, which will act as securities depository (the "Securities Depository"). The certificates will be on deposit with The Depository Trust Company. The Depository Trust Company will be responsible for maintaining a book-entry system for recording the interests of its participants or the transfers of the interests among its participants. The participants will be responsible for maintaining records regarding the beneficial ownership interests in the Bonds on behalf of individual purchasers. Individual purchases may be made in the principal amount of any multiple of \$1,000 (with a minimum purchase of \$5,000 required) through book-entries made on the books and records of The Depository Trust Company and its participants.

The Bonds will bear interest payable semiannually on the fifteenth day of February and August in each year until maturity or earlier redemption, commencing on August 15, 2005, at a rate or rates per annum, expressed in a multiple of $\frac{1}{8}$ or $\frac{1}{20}$ of 1% and proposed by the successful bidder in accordance with the Notice of Sale authorized herein.

The principal of and the interest on the Bonds will be paid to the Securities Depository by the Board of Education on the respective maturity dates and due dates and will be credited on the respective maturity dates and due dates to the participants of The Depository Trust Company as listed on the records of The Depository Trust Company as of each next preceding February 1 and

August 1 (the "Record Dates" for the Bonds). The Bonds shall be executed by the manual or facsimile signature of the President of the Board of Education under the official seal or facsimile thereof affixed, printed, engraved or reproduced thereon and attested by the manual signature of the Secretary of the Board of Education. The following matters are hereby determined with respect to the Bonds:

Date of Bonds: February 1, 2005

Interest Payment
Dates: Each February 15 and August 15, until maturity or earlier redemption, commencing on August 15, 2005.

Section 3. The Bonds shall be substantially in the following form with such additions, deletions and omissions as may be necessary for the Board to deliver and to market the Bonds in accordance with the requirements of The Depository Trust Company and the final terms of sale:

REGISTERED
NUMBER R-____

REGISTERED
\$_____

UNITED STATES OF AMERICA
STATE OF NEW JERSEY

THE BOARD OF EDUCATION OF THE TOWNSHIP OF NUTLEY
IN THE COUNTY OF ESSEX

SCHOOL BOND

DATED DATE:	MATURITY DATE:	RATE OF INTEREST PER ANNUM:	CUSIP:
2/1/2005	2/15/20__	_____%	_____

THE BOARD OF EDUCATION OF THE TOWNSHIP OF NUTLEY IN THE COUNTY OF ESSEX, New Jersey (the "Board of Education") hereby acknowledges itself indebted and for value received promises to pay to CEDE & CO., as nominee of The Depository Trust Company, which will act as Securities Depository, on the Maturity Date specified above, the principal sum of _____ DOLLARS (\$_____), and to pay interest on such sum from the Dated Date of this bond at the Rate of Interest Per Annum specified above semiannually on the fifteenth days of February and August in each year until maturity or earlier redemption as provided herein, commencing on August 15, 2005. Interest on this bond will be paid to the Securities Depository by the Board of Education and will be credited to the participants of The Depository Trust Company as listed on the records of The Depository Trust Company as of the February 1 and August 1 next preceding the date of such payments (the "Record Dates" for such payments). Principal of this bond, upon presentation and surrender to the Board of Education, will be paid to the Securities Depository by the Board of Education and will be credited to the participants of The Depository Trust Company.

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

The bonds of this issue maturing prior to February 15, 2016 are not subject to redemption prior to their stated maturities. The bonds of this issue maturing on or after February 15, 2016 are redeemable at the option of the Board of Education in whole or in part on any date on or after February 15, 2015 upon notice as required herein at par, plus in each case unpaid accrued interest to the date fixed for redemption, if any.

[Insert Term Bond provisions, if any]

Notice of redemption shall be given by mailing by first class mail in a sealed envelope with postage prepaid to the registered owners of the bonds not less than thirty (30) days, nor more than sixty (60) days prior to the date fixed for redemption. Such mailing shall be to the owners of such bonds at their respective addresses as they last appear on the registration books kept for that purpose by the Board of Education or a duly appointed bond registrar. Any failure of the Securities 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 Board of Education determines upon the exercise of its right of optional redemption to redeem a portion of the bonds prior to maturity, the bonds to be redeemed shall be selected by the Board of Education. The bonds to be redeemed having the same maturity shall be selected by the Securities Depository in accordance with its regulations.

If notice of redemption has been given as provided herein, the bonds or the portion thereof called for redemption shall be due and payable on the date fixed for redemption at the redemption price, together with unpaid accrued interest to the date fixed for redemption. Interest shall cease to accrue on the bonds after the date fixed for redemption. Payment shall be made upon surrender of the bonds redeemed.

This bond is one of an authorized issue of bonds and is issued pursuant to Title 18A, Education, of the New Jersey Statutes and a proposal adopted by the Board of Education on June 28, 2004 and approved by the affirmative vote of a majority of the legal voters present and voting at the school district election held on September 28, 2004. Payment of this obligation is secured under the provisions of the New Jersey School Bond Reserve Act, N.J.S.A. 18A:56-17 et seq., (P.L. 1980, c. 72, approved July 16, 1980, as amended by P.L. 2003, c. 118, approved July 1, 2003), in accordance with which an amount equal to 1% of the aggregate outstanding bonded indebtedness (but not to exceed the moneys available in the fund) of New Jersey counties, municipalities and school districts for school purposes as of August 155 of each year, is held within the State Fund for the Support of Free Public Schools as a school bond reserve pledged by law to secure payments of principal and interest due on such bonds in the event of the inability of the issuer to make payment.

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

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

IN WITNESS WHEREOF, THE BOARD OF EDUCATION OF THE TOWNSHIP OF NUTLEY IN THE COUNTY OF ESSEX, New Jersey has caused this bond to be executed in its name by the manual or facsimile signature of its President, its corporate seal to be hereunto imprinted or affixed, this bond and the seal to be attested by the manual signature of its Secretary, and this bond to be dated the Dated Date as specified above.

[SEAL]

ATTEST:

THE BOARD OF EDUCATION OF THE
TOWNSHIP OF NUTLEY IN THE
COUNTY OF ESSEX

By: _____ (Facsimile)
President

By: _____
Dennis M. Oblack, Secretary

Section 4. The Bonds shall be sold on January 26, 2005 by electronic open auction with the two minute extension rule upon the terms and the conditions set forth in and described in the Full Notice of Sale authorized below and set forth in Exhibit A attached hereto (the "Full Notice of Sale"). The Full Notice of Sale shall be posted in full on Grant Street Group's MuniAuction Website ("MuniAuction"). The Business Administrator/Board Secretary is hereby directed to arrange for the publication of the Short Notice of Sale authorized below and set forth in Exhibit B attached hereto (the "Short Notice of Sale") and the Summary Notice of Sale authorized below and set forth in Exhibit C (the "Summary Notice of Sale"). The Notices of Sale shall be posted and published as required by law not less than seven days prior to the date of sale. The full Notice of Sale shall be substantially in the form attached hereto as Exhibit A, the Short Notice of Sale shall be substantially in the form attached hereto as Exhibit B, and the Summary Notice of Sale shall be substantially in the form attached hereto as Exhibit C, each with such additions, deletions and omissions as may be necessary for the Board to market the Bonds in accordance with the requirements of The Depository Trust Company and MuniAuction. The Short Notice of Sale shall be published in the Nutley Sun and the Summary Notice of Sale shall be published in the Bond Buyer, a financial newspaper published and circulating in the City of New York, New York.

Section 5. The Board of Education hereby designates the Business Administrator/Board Secretary as the officer to sell and to award the Bonds and to act on behalf of the Board in accordance with the Notices of Sale authorized herein, and the Business Administrator/Board Secretary shall report in writing the results of the sale to this Board of Education as required by law.

Section 6. The Bonds shall have printed thereon a copy of the written opinion with respect to the Bonds that is to be rendered by the law firm of McManimon & Scotland, L.L.C., ("Bond Counsel") complete except for omission of its date.

Section 7. Bond Counsel is authorized to arrange for the printing of the Bonds and the printing of the Official Statement to be prepared in connection with the sale of the Bonds and to arrange for the distribution of the preliminary Official Statements on behalf of the Board of Education to those financial institutions that customarily submit bids for such Bonds. The Auditor and Bond Counsel are authorized to prepare the Official Statement necessary in connection with the issuance of the Bonds, and the President of the Board of Education is authorized to execute any certificates necessary in connection with the distribution of the Official Statement. Such Official Statement may be distributed in preliminary form and deemed final for purposes of Rule 15c2-12 of the Securities and Exchange Commission on behalf of the Board of Education by the Business Administrator/Board Secretary or by the President of the Board of Education. Final Official Statements shall be delivered to the purchaser of the Bonds within the earlier of seven business days following the sale of the Bonds or to accompany the purchaser's confirmations that request payment for the Bonds. Bond Counsel is further authorized to arrange on behalf of the Board of Education for a rating for the Bonds from Moody's Investors Service.

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

Section 9. The Business Administrator/Board Secretary is hereby authorized to make representations and warranties, to enter into agreements and to make all arrangements with The

Depository Trust Company, New York, New York, as may be necessary in order to provide that the Bonds will be eligible for deposit with The Depository Trust Company and to satisfy any obligation undertaken in connection therewith.

Section 10. In the event that The Depository Trust Company may determine to discontinue providing its service with respect to the Bonds or is removed by the Board of Education and if no successor Securities Depository is appointed, the Bonds that were previously issued in book-entry form shall be converted to registered bonds (the "Registered Bonds") in denominations of \$5,000, or any integral multiple thereof, except that an amount maturing in any one year in excess of the largest principal amount thereof equaling a multiple of \$5,000 will be in denominations of \$1,000, or any integral multiple thereof. The beneficial owner under the book-entry system, upon registration of the Bonds held in the beneficial owner's name, will become the registered owner of the Registered Bonds. The Board of Education shall be obligated to provide for the execution and delivery of the Registered Bonds in certificate form.

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

(a) On or prior to February 1 of each year, beginning February 1, 2006, to each nationally recognized municipal securities information repository ("National Repository") and to the appropriate State information depository ("State Repository"), if any, annual financial

information with respect to the Board of Education consisting of the audited financial statements (or unaudited financial statements if audited financial statements are not then available, which audited financial statements will be delivered when and if available) of the Board of Education and certain financial information and operating data consisting of (1) Board of Education and overlapping indebtedness including a schedule of outstanding debt issued by the Board of Education; (2) the Board of Education's most current adopted budget; (3) property valuation information for property located within the school district; and (4) tax rate, levy and collection data. The audited financial statements will be prepared in accordance with generally accepted accounting principles as modified by governmental accounting standards and mandated State statutory principles as in effect from time to time for school districts;

(b) in a timely manner to each National Repository or to the Municipal Securities Rulemaking Board, and to the State Repository, if any, notice of the following events with respect to the Bonds, if material (herein "Material Events"):

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers, or their failure to perform;
- (6) Adverse tax opinions or events affecting the tax-exempt status of the security;
- (7) Modifications to rights of security holders;
- (8) Bond calls;
- (9) Defeasances;
- (10) Release, substitution, or sale of property securing repayment of the securities; and
- (11) Rating changes;

(c) in a timely manner to each National Repository or to the Municipal Securities Rulemaking Board, and to the State Repository if any, notice of failure of the Board of Education to provide required annual financial information on or before the date specified in this resolution.

Section 12. If all or any part of the Rule ceases to be in effect for any reason, then the information required to be provided under this resolution, insofar as the provision of the Rule no longer in effect required the provision of such information, shall no longer be required to be provided.

Section 13. The Business Administrator/Board Secretary shall determine, in consultation with Bond Counsel, the application of the Rule or the exemption from the Rule for each issue of obligations of the Board of Education prior to their offering. Such officer is hereby authorized to enter into additional written contracts or undertakings to implement the Rule and is further authorized to amend such contracts or undertakings or the undertakings set forth in this resolution, provided such amendment is, in the opinion of nationally recognized bond counsel, in compliance with the Rule.

Section 14. In the event that the Board of Education fails to comply with the Rule requirements or the written contracts or undertakings specified in this resolution, the Board of Education shall not be liable for monetary damages, remedy being hereby specifically limited to specific performance of the Rule requirements or the written contracts or undertakings therefor.

Section 15. The Business Administrator/Board Secretary is authorized to invest the proceeds of the Bonds in investment obligations or deposits as permitted in accordance with New Jersey law.

Section.16. The Business Administrator/Board Secretary and other appropriate representatives of the Board of Education are authorized to take all other actions on behalf of the

Board of Education necessary for the sale and the delivery of the Bonds in accordance with this resolution.

Section 17. This resolution shall take effect immediately.

EXHIBIT A
FULL NOTICE OF SALE
THE BOARD OF EDUCATION OF THE TOWNSHIP OF NUTLEY
IN THE COUNTY OF ESSEX, NEW JERSEY
NOTICE OF \$14,930,000 SCHOOL BOND SALE

(BOOK-ENTRY-ONLY)
(CALLABLE)

SUMMARY

ISSUER:	The Board of Education of the Township of Nutley in the County of Essex, New Jersey
PAR AMOUNT:	\$14,930,000
SECURITY:	General Obligations of the Board of Education/New Jersey School Bond Reserve
TAX EXEMPT:	Yes
RATINGS AND INSURANCE:	Rating to be Determined
TYPE OF SALE:	Electronic Auction with Two Minute Rule (See Bidding Details Item (7) herein)
AUCTION AGENT:	MuniAuction
BID/AWARD DATE:	January 26, 2005 at 12:00 p.m. to 12:15 p.m. with Two Minute Rule applicable. Award by 3:00PM
DATED DATE:	February 1, 2005
DELIVERY DATE:	On or about February 10, 2005
INTEREST PAYMENT DATES:	February 15 and August 15, commencing August 15, 2005
FORM:	Book-entry-only
CALL DATE:	Callable
MINIMUM BID:	\$ 14,930,000 (Par)
MAXIMUM BID:	\$ 14,931,000 (Par plus \$1,000)
BID SECURITY:	<u>Good Faith Check must be received by Board of Education by 11:30 a.m. prior to bidding in the amount of \$298,600</u>
BASIS OF AWARD:	<u>Net Interest Cost</u> - Ascending Coupons Required in multiples of 1/8 or 1/20 of 1%
OFFERING STATEMENT	Preliminary Official Statement available at www.grantstreet.com

NOTICE

NOTICE IS HEREBY GIVEN that electronic sealed bids will be received by The Board of Education of the Township of Nutley in the County of Essex, New Jersey (the "Board") for the purchase of \$14,930,000 original principal amount of the Board's School Bonds (the "Bonds"). **All Bids (as defined below) must be submitted in their entirety on Grant Street Group's MuniAuction's website ("MuniAuction") prior to 12:15 p.m., New Jersey time on January 26, 2005, unless otherwise extended by the two-minute rule described herein (see "Bidding Details"). The auction will begin at 12:00 p.m., New Jersey time on January 26, 2005 (the "Bid Date"). To bid via MuniAuction, Bidders (as defined below) must have (1) completed the registration form on either the MuniAuction or Grant Street Group website (parent of MuniAuction, herein referred to as "Grant Street") and (2) requested and received admission to the Board's auction, as described herein (see "Registration and Admission to Bid") and (3) submitted a good faith check, payable to the Board, in the amount of \$298,600 by no later than 11:30 a.m. on the Bid Date (see Bidding Details below). The use of MuniAuction shall be at the Bidder's risk and expense, and the Board shall have no liability with respect thereto.**

Preliminary and Final Official Statement

The Board's Preliminary Official Statement (the "POS"), dated on or about January 6, 2005, is available for viewing in electronic format on MuniAuction. The MuniAuction address is www.GrantStreet.com. In addition, broker dealers registered with the National Association of Securities Dealers (the "NASD") and dealer banks with The Depository Trust Company ("DTC") clearing arrangements may either: (a) print out a copy of the POS on their own printer, or (b) at any time prior to January 26, 2005, elect to receive a photocopy of the POS in the mail by requesting it on MuniAuction or by calling the Board's bond counsel, McManimon & Scotland, L.L.C. ("Bond Counsel"), One Riverfront Plaza, Fourth Floor, Newark, New Jersey 07102 to the attention of Andrea L. Kahn, Esq. (telephone no. 973-622-5171) or Tony Solimine, Esq. (telephone no. 973-622-4893). In order to print a copy or request a photocopy of the POS from MuniAuction, click the "View POS" button on the MuniAuction Selections Page and follow the instructions. All Bidders must review the POS and certify that they have done so prior to participating in the bidding.

The POS is deemed by the Board to be final as of its date, for purposes of SEC Rule 15c2-12(b)(1) under the Securities and Exchange Act of 1934, except for the omission of information concerning the offering price(s), interest rate(s), selling compensation, aggregate principal amount of the Bonds and any other terms or provisions to be determined from the successful Bid(s) or depending on such matters, and the identity of the underwriter(s). The POS is, however, subject to such further revisions, amendments and completion in a Final Official Statement (the "Final Official Statement") as may be necessary.

The Board at its expense will make available to the winning Bidder a reasonable number of Final Official Statements, within seven (7) business days following the date of acceptance of the Bid.

Types of Bids Allowed

Subject to the Bid requirements described below, Bids for the Bonds must be submitted on an "All-or-None" ("AON") basis for the entire amount of \$14,930,000. First, a Bidder must submit a

conforming Bid for the entire issue, and if such Bid is accepted by the Board, the Bidder will be required to purchase the entire issue in accordance with such Bid.

Insurance

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

Interest Payment Dates; Description of the Bonds

The Bonds will be dated February 1, 2005 and will bear interest from such date payable semiannually on each February 15 and August 15, commencing on August 15, 2005.

Principal Amortization

The Bonds will consist of serial bonds maturing on February 15 in the years 2006 through 2030, inclusive, except as otherwise may be determined if the "Term Bond Option" is selected as set forth herein. The principal amounts of each serial maturity shall be as set forth below, subject to the applicable limitations set forth herein under "Term Bond Option."

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

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2006	\$335,000	2019	\$650,000
2007	350,000	2020	650,000
2008	370,000	2021	650,000
2009	505,000	2022	650,000
2010	525,000	2023	650,000
2011	550,000	2024	650,000
2012	575,000	2025	650,000
2013	600,000	2026	665,000
2014	625,000	2027	670,000
2015	650,000	2028	670,000
2016	650,000	2029	670,000
2017	650,000	2030	670,000
2018	650,000		

Book-Entry-Only

The Bonds will be issued in book-entry form only, initially in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). Purchasers will not receive certificates representing their interests in the Bonds. Individual purchases will be in the principal amount of \$5,000 and integral multiples thereof. Payments of principal, interest and redemption premium, if any, will be made by the paying agent to DTC for subsequent disbursement to DTC participants to then be remitted to the beneficial owners of the Bonds.

Section 265 Qualification

The Bonds will not be designated as qualified under Section 265 of the Internal Revenue Code of 1986, as amended, by the Board of Education for an exemption from the denial of deduction for interest paid by financial institutions to purchase or to carry tax-exempt obligations.

Redemption Provisions

The Bonds of this issue maturing prior to February 15, 2016 are not subject to redemption prior to their stated maturities. The Bonds of this issue maturing on or after February 15, 2016 are redeemable at the option of the Board of Education in whole or in part on any date on or after February 15, 2015 upon notice as required herein at par, plus in each case unpaid accrued interest to the date fixed for redemption, if any.

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 not less than thirty (30) days, nor more than sixty (60) days prior to the date fixed for redemption. Such mailing shall be to the Owners of such Bonds at their respective addresses as they last appear on the registration books kept for that purpose by the Board of Education or a duly appointed Bond Registrar. Any failure of the Securities 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 Board determines upon the exercise of its right of optional redemption to redeem a portion of the Bonds prior to maturity, the Bonds to be redeemed shall be selected by the Board of Education. The Bonds to be redeemed having the same maturity shall be selected by the Securities Depository in accordance with its regulations.

If notice of redemption has been given as provided herein, the Bonds or the portion thereof called for redemption shall be due and payable on the date fixed for redemption at the redemption price, together with unpaid accrued interest to the date fixed for redemption and no further interest shall accrue beyond the redemption date. Payment shall be made upon surrender of the Bonds redeemed.

Term Bond Option

Bidders may elect to structure the issue to include term bonds (the "Term Bond Option"), which term bonds, if selected by the Bidder, will be subject to mandatory redemption prior to maturity, in the years and amounts shown above as serial maturities, upon payment of one hundred percent (100%) of the principal amount of the Bonds to be redeemed, together with accrued interest to the date fixed for such mandatory redemption of such amounts. If the Bonds are awarded and no term bonds are designated in the Winning Bid (as defined herein), the Bonds will mature serially as shown in the preceding schedule.

Registration and Admission to Bid

To bid by MuniAuction, Bidders must first visit MuniAuction where, if they have never registered with either MuniAuction or Grant Street, they can register and then request admission to bid on the Bonds. Bidders will be notified prior to the scheduled bidding time of their eligibility to bid. Only NASD registered broker-dealers or dealer banks with DTC clearing arrangements will be eligible to bid. Bidders who have previously registered with MuniAuction may call MuniAuction at (412) 391-5555 (ext. 370 Auction Support) for their ID Number or password. Rules governing the sale and the rules applicable to MuniAuction are available in the full Notice of Sale at www.muniauction.com.

Bidding Details

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

- (1) **BIDDERS MUST SUBMIT GOOD FAITH CHECK IN THE AMOUNT OF \$298,600 PAYABLE TO THE BOARD NO LATER THAN 11:30 A.M. ON THE DAY OF SALE. HOWEVER, BIDDERS ARE ENCOURAGED TO SUBMIT CHECKS ON THE DAY PRIOR TO THE SALE TO ASSURE RECEIPT OF PAYMENT BY THE BOARD AT THE FOLLOWING ADDRESS:**

**Dennis M. Oblack, Business Administrator/Board Secretary
Board of Education of the Township of Nutley
375 Bloomfield Avenue
Nutley, NJ 07110-2252**

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

- (2) All Bids must be submitted on the MuniAuction website at www.GrantStreet.com. No telephone, telefax, telegraph or personal delivery Bids will be accepted.
- (3) All Bids for the Bonds must be submitted on an AON basis.
- (4) Each proposal submitted must name the rate or rates of interest per annum to be borne by the Bonds and the rate or rates named must be multiples of 1/8 or 1/20 of 1%. Not more than one rate may be named for Bonds of the same maturity. There is no limitation on the number of rates that may be named. If more than one rate of interest is named, no interest rate named for any maturity may be less than the interest rate named for any prior maturity. Each proposal submitted must state the purchase price, which must be not less than \$14,930,000 or more than \$14,931,000. The Bonds will be awarded to the bidder on whose bid the total loan may be made at the lowest net interest cost. Such net interest cost shall be computed, as to each bid, by adding to the total principal amount of Bonds bid for the total interest cost to maturity in accordance with such bid and by deduction therefrom of the amount of premium, if any, bid. 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 net interest cost to the Board of Education under any legally acceptable proposal. The purchaser must also pay an amount equal to the interest on the Bonds accrued to the date of payment of the purchase price.
- (5) Bidders are only permitted to submit Bids for the Bonds during the bidding period.
- (6) If any Bid on the auction becomes a leading Bid two (2) minutes, or less, prior to the end of the auction, then the auction will be automatically extended by two (2) minutes from the time such Bid was received by MuniAuction. The auction end time will continue to be extended, indefinitely, until a single leading Bid remains the leading Bid for at least two (2) minutes.
- (7) Bidders may change and submit Bids as many times as they wish during the bidding time period; however, each and any Bid submitted subsequent to a Bidder's initial Bid must

result in a lower Net Interest Cost (as defined herein and referred to as "NIC") when compared to the immediately proceeding Bid of such Bidder. In the event the revised Bid does not produce a lower NIC, the prior Bid will remain valid.

- (8) The last bid submitted by a bidder prior to the deadline for the receipt of bids will be compared to all other final bids to determine the winning bid.
- (9) During the Bidding, no Bidder will see any other Bidder's Bid, but Bidders will be able to see the ranking of their Bid relative to other Bids (e.g., "Leader", "Cover", "3rd", etc.).

Rules of MuniAuction

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

Rules

- (1) A Bidder submitting a Winning Bid is irrevocably obligated to purchase the Bonds at the rates and prices of the Winning Bid, if acceptable to the Board, as set forth in the related Notice of Sale. **Winning Bids are not officially awarded to the Bidder until formally accepted by the Board.**
- (2) Neither the Board, Bond Counsel nor MuniAuction (the "Auction Administrator") is responsible for technical difficulties that result in loss of Bidder's internet connection with MuniAuction, slowness in transmission of Bids, or other technical problems.
- (3) If for any reason a Bidder is disconnected from MuniAuction's Auction Page during the auction after having submitted a Winning Bid, such Bid is valid and binding upon the Bidder, unless the Board exercises its right to reject Bids, as set forth herein.
- (4) Bids that generate error messages are not accepted until the error is corrected and the Bid is received prior to the deadline.
- (5) Bidders accept and agree to abide by all terms and conditions specified in the Notice of Sale (including amendments, if any) related to each auction.
- (6) Neither the Board, Bond Counsel, nor the Auction Administrator is responsible to any Bidder for any defect or inaccuracy in the Notice of Sale, amendments, or POS as they appear on MuniAuction.
- (7) Only Bidders who request and receive admission to an auction and who have submitted a good faith check as required by the terms of this Notice of Sale may submit Bids. Bond Counsel and the Auction Administrator reserve the right to deny access to MuniAuction to any Bidder, whether registered or not, at any time and for any reason whatsoever, in their sole and absolute discretion.
- (8) Neither the Board, Bond Counsel, nor the Auction Administrator is responsible for protecting the confidentiality of a Bidder's MuniAuction password.

- (9) If two (2) Bids are submitted in the auction by the same or two or more different Bidders and result in the same NIC, the first confirmed Bid received by MuniAuction prevails. Any change to a submitted Bid constitutes a new Bid, regardless of whether there is a corresponding change in NIC.
- (10) Bidders must compare their final Bids to those shown on the Observation Pages immediately after the bidding time period ends, and if they disagree with the final results shown on the Observation Pages they must report them to MuniAuction within fifteen (15) minutes after the bidding time period ends. Regardless of the final results reported by MuniAuction, bonds are definitively awarded to winning Bidders only upon official award by the Board. If, for any reason, the Board fails to: (i) award bonds to the winning Bidder reported by MuniAuction, or (ii) deliver bonds to the winning Bidders at settlement, neither Bond Counsel nor the Auction Administrator will be liable for damages.

Definitions

- “Bid” any confirmed purchase offer received by MuniAuction on or before the auction deadline.
- “Bidder” any firm registered with either MuniAuction or Grant Street and approved for participation in auctions.
- “Winning Bid” any purchase offer made by a Bidder by clicking the “Submit Bid” button and received by MuniAuction that, at the end of the bidding time period, results in the lowest NIC that is acceptable to the Board.
- “Net Interest Cost” computed by adding to the total principal amount of bonds bid for, the total interest cost to maturity in accordance with such bid and by deduction therefrom of the amount of premium, if any, bid or the addition thereto of the amount of discount, if any, bid. The Net Interest Cost serves as the basis for awarding bonds to winning Bidders.

Bid Procedure and Basis of Award

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

Bids must remain valid until at least 3:00 p.m., prevailing time, on the date of the sale, and if accepted by the Board, prior to such time, shall be irrevocable except as otherwise provided in the Notice of Sale. Upon selection of the winning Bidder, the Board will execute an award certificate to award the Bonds and will promptly communicate with the winning Bidder by telephone, e-mail or fax.

Bid Security and Method of Payment for Bonds

Each bidder is required to send a certified, treasurer's or cashier's check payable to the order of **THE BOARD OF EDUCATION OF THE TOWNSHIP OF NUTLEY IN THE COUNTY OF ESSEX**, in the amount of \$298,600 drawn upon a bank or trust company, and such check must be received by the Board no later than 11:30 a.m. on the day of sale at 375 Bloomfield Avenue, Nutley, NJ 07110-2252. When the successful bidder has been ascertained, all such deposits will be promptly returned to the persons making them, except the check of the successful bidder, which will be

applied in part payment for the Bonds or to secure the Board from any loss resulting from the failure of the bidder to comply with the terms of its bid. Award of the Bonds to the successful Bidder or rejection of all Bids is expected to be made within two hours after opening of the bids, but such successful Bidder may not withdraw its proposal until after 3:00 p.m. of the day for receipt of such Bids and then only if such award has not been made prior to the withdrawal. The balance of the purchase price shall be paid in Federal Funds by wire transfer to the Board on or about February 10, 2005.

Right to Reject Bids; Waive Irregularities

The Board reserves the right to reject any and all Bids and to the extent permitted by law to waive any irregularity or informality in any Bid.

Information Required from the Winning Bidder

By making a bid for the Bonds, the winning bidder(s) agrees: (a) to provide to the school district, in writing, immediately upon being unofficially awarded the Bonds, a written confirmation of the bid, as appropriate, which shall include the purchase price, reoffering yield(s), and other related information necessary for completion of the final Official Statement or by Bond Counsel; (b) to disseminate to all members of the underwriting syndicate copies of the Official Statement; (c) to promptly file a copy of the final Official Statement with each nationally recognized Municipal Securities Information Repository; and (d) to take any and all other actions necessary to comply with applicable Securities and Exchange Commission and Municipal Securities Rulemaking Board rules governing the offering, sale and delivery of the Bonds to alternate purchasers.

Delivery of the Bonds

The Bonds will be delivered on or about February 10, 2005 (UNLESS A NOTICE OF A CHANGE IN THE DELIVERY DATE IS PUBLISHED ON MUNIAUCTION NOT LATER THAN 2 HOURS PRIOR TO ANY ANNOUNCED DATE FOR RECEIPT OF BIDS) in New York City at DTC against payment of the purchase price therefor (less the amount of the good faith deposit) in Federal funds.

There will also be furnished the usual closing papers, including (1) a certificate signed by the officials who signed the Bonds stating that no litigation of any kind is now pending or, to their knowledge, threatened to restrain or enjoin the issuance or delivery of the Bonds, or in any manner questioning the proceedings and authorization under which the Bonds are issued or affecting the validity of the Bonds and (2) a certificate signed by the Board President or Business Administrator/Board Secretary relating to the Official Statement.

CUSIP Numbers

CUSIP numbers will be applied for by the successful Underwriter with respect to the Bonds, but the Board will assume no obligation for the assignment or printing of such numbers on the Bonds or for the correctness of such numbers, and neither the failure to print such numbers on any bond nor any error with respect thereto shall constitute cause for a failure or refusal by the purchasers thereof to accept delivery of and make payment for the Bonds.

Legal Opinions

The approving opinions of McManimon & Scotland, L.L.C., Bond Counsel to the Board, will be furnished without cost to the winning Bidder.

Postponement

The Board reserves the right to postpone, from time to time, the date and time established for receipt of Bids. **ANY SUCH POSTPONEMENT WILL BE PUBLISHED ON MUNIAUCTION, BEFORE 12:00 p.m. ON THE DAY BEFORE THE SALE.** If any date fixed for the receipt of Bids and the sale of the Bonds is postponed, an alternative sale date will be announced via MuniAuction at least forty-eight (48) hours prior to such alternative sale date. On any such alternative sale date, any Bidder may submit a Bid for the purchase of the Bonds in conformity in all respects with the provisions of the Notice of Sale, except for the date of sale and except for the changes announced on MuniAuction at the time the sale date and time are announced.

Additional Information

For further information relating to the Bonds, reference is made to the POS prepared for and authorized by the Board. The Notice of Sale and the POS may be viewed on MuniAuction. However, the Board makes no assurance or representation with respect to the form of the Notice of Sale and the POS on MuniAuction, and no investment decision should be made in reliance thereon. Printed copies of the POS and the Notice of Sale may be obtained from Bond Counsel or the Financial Advisor at the addresses and the phone numbers stated above. Additional information relating to the auction or a private bidding tutorial may be obtained by calling the Auction Administrator at (412) 391-5555 (ext. 370 Auction Support). Additional information relating to the financing of the Board can be obtained by contacting the undersigned Business Administrator/Board Secretary at (973) 661-8797.

The Board of Education of the Township of Nutley
in the County of Essex, New Jersey

By: Dennis M. Oblack
Business Administrator/Board Secretary

Dated: January 6, 2005

EXHIBIT B

SHORT FORM OF NOTICE OF SALE

NOTICE OF SALE

**\$14,930,000
SCHOOL BONDS
OF THE BOARD OF EDUCATION OF THE TOWNSHIP OF NUTLEY
IN THE COUNTY OF ESSEX, NEW JERSEY**

**(Book-Entry-Only Bonds)
(Callable)**

NOTICE IS HEREBY GIVEN that sealed bids will be received by The Board of Education of the Township of Nutley in the County of Essex, New Jersey (the "Board") for the purchase of \$14,930,000 original principal amount of the Board's School Bonds (the "Bonds"). **All Bids (as defined below) must be submitted in their entirety on Grant Street Group's MuniAuction website ("MuniAuction") prior to 12:15 p.m., New Jersey time on January 26, 2005, unless otherwise extended by the two-minute rule described herein (see "Bidding Details"). The auction will begin at 12:00 p.m., New Jersey time on January 26, 2005 (the "Bid Date"). To bid via MuniAuction, Bidders (as defined below) must have both (1) completed the registration form on either MuniAuction or Grant Street Group's website (parent of MuniAuction, herein referred to as "Grant Street") and (2) requested and received admission to the Board's auction, as described herein (see "Registration and Admission to Bid") and (3) submitted a good faith check, payable to the Board, in the amount of \$298,600 no later than 11:30 a.m. on the day of the sale (see Bidding Details below). The use of MuniAuction shall be at the Bidder's risk and expense, and the Board shall have no liability with respect thereto.**

Preliminary and Final Official Statement

The Board's Preliminary Official Statement (the "POS") with respect to the Bonds is available for viewing in electronic format on MuniAuction. The MuniAuction address is www.GrantStreet.com. In addition, broker dealers registered with the National Association of Securities Dealers (the "NASD") and dealer banks with The Depository Trust Company ("DTC") clearing arrangements may either: (a) print out a copy of the POS on their own printer, or (b) at any time prior to January 26, 2005, elect to receive a photocopy of the POS in the mail by requesting it on MuniAuction or by calling the Board's bond counsel, McManimon & Scotland, L.L.C. ("Bond Counsel"), One Riverfront Plaza, Fourth Floor, Newark, New Jersey 07102 to the attention of Andrea L. Kahn, Esq. (telephone no. 973-622-5171) or Tony Solimine, Esq. (telephone no. 973-622-4893). In order to print a copy or request a photocopy of the POS from MuniAuction, click the "View POS" button on the MuniAuction Selections Page and follow the instructions. All Bidders must review the POS and certify that they have done so prior to participating in the bidding.

The POS is deemed by the Board to be final as of its date, for purposes of SEC Rule 15c2-12(b)(1) under the Securities and Exchange Act of 1934, except for the omission of information concerning the offering price(s), interest rate(s), selling compensation, aggregate principal amount of the Bonds and any other terms or provisions to be determined from the successful Bid(s) or depending on such matters, and the identity of the underwriter(s). The POS is, however, subject to such further revisions, amendments and completion in a Final Official Statement (the "Final Official Statement") as may be necessary.

The Board at its expense, will make available to the winning Bidder a reasonable number of Final Official Statements, within seven (7) business days following the date of acceptance of the Bid.

Types of Bids Allowed

Subject to the Bid requirements described below, Bids for the Bonds must be submitted on an "All-or-None" ("AON") basis for the entire amount of \$14,930,000. First, a Bidder must submit a conforming Bid for the entire issue, and if such Bid is accepted by the Board, the Bidder will be required to purchase the entire issue in accordance with such Bid.

Insurance

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

Interest Payment Dates; Description of the Bonds

The Bonds will be dated February 1, 2005 and will bear interest from such date payable semiannually on each February 15 and August 15, commencing on August 15, 2005.

Principal Amortization

The Bonds will consist of serial bonds maturing on February 15 in the years 2006 through 2030, inclusive, except as otherwise may be determined if the "Term Bond Option" is selected as set forth herein. The principal amounts of each serial maturity shall be as set forth below, subject to the applicable limitations set forth herein under "Term Bond Option."

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

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2006	\$335,000	2019	\$650,000
2007	350,000	2020	650,000
2008	370,000	2021	650,000
2009	505,000	2022	650,000
2010	525,000	2023	650,000
2011	550,000	2024	650,000
2012	575,000	2025	650,000
2013	600,000	2026	665,000
2014	625,000	2027	670,000
2015	650,000	2028	670,000
2016	650,000	2029	670,000
2017	650,000	2030	670,000
2018	650,000		

Book-Entry-Only

The Bonds will be issued in book-entry form only, initially in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). Purchasers will not receive certificates representing their interests in the Bonds. Individual purchases will be in the principal amount of integral multiples of \$1,000 with a minimum purchase of \$5,000 required. Payments of principal,

interest and redemption premium, if any, will be made by the paying agent to DTC for subsequent disbursement to DTC participants to then be remitted to the beneficial owners of the Bonds.

Section 265 Qualification

The Bonds will not be designated as qualified under Section 265 of the Internal Revenue Code of 1986, as amended, by the Board of Education for an exemption from the denial of deduction for interest paid by financial institutions to purchase or to carry tax-exempt obligations.

Redemption Provisions

The Bonds of this issue maturing prior to February 15, 2016 are not subject to redemption prior to their stated maturities. The Bonds of this issue maturing on or after February 15, 2016 are redeemable at the option of the Board of Education in whole or in part on any date on or after February 15, 2015 upon notice as required herein at par, plus in each case unpaid accrued interest to the date fixed for redemption, if any.

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 not less than thirty (30) days, nor more than sixty (60) days prior to the date fixed for redemption. Such mailing shall be to the Owners of such Bonds at their respective addresses as they last appear on the registration books kept for that purpose by the Board of Education or a duly appointed Bond Registrar. Any failure of the Securities 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 Board determines upon the exercise of its right of optional redemption to redeem a portion of the Bonds prior to maturity, the Bonds to be redeemed shall be selected by the Board of Education. The Bonds to be redeemed having the same maturity shall be selected by the Securities Depository in accordance with its regulations.

If notice of redemption has been given as provided herein, the Bonds or the portion thereof called for redemption shall be due and payable on the date fixed for redemption at the redemption price, together with unpaid accrued interest to the date fixed for redemption and no further interest shall accrue beyond the redemption date. Payment shall be made upon surrender of the Bonds redeemed.

Term Bond Option

Bidders may elect to structure the issue to include term bonds (the "Term Bond Option"), which term bonds, if selected by the Bidder, will be subject to mandatory redemption prior to maturity, in the years and amounts shown above as serial maturities, upon payment of one hundred percent (100%) of the principal amount of the Bonds to be redeemed, together with accrued interest to the date fixed for such mandatory redemption of such amounts. If the Bonds are awarded and no term bonds are designated in the Winning Bid (as defined herein), the Bonds will mature serially as shown in the preceding schedule.

Registration and Admission to Bid

To bid by MuniAuction, Bidders must first visit MuniAuction where, if they have never registered with either MuniAuction or Grant Street, they can register and then request admission to bid on the Bonds. Bidders will be notified prior to the scheduled bidding time of their eligibility to bid. Only NASD registered broker-dealers or dealer banks with DTC clearing arrangements will be eligible to bid. Bidders who have previously registered with MuniAuction may call MuniAuction at (412) 391-5555 (ext. 370 Auction Support) for their ID Number or password. Rules governing the sale and the rules applicable to MuniAuction are available in the full Notice of Sale at www.muniauction.com.

Bid Procedure and Basis of Award

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

Bids must remain valid until at least 3:00 p.m., prevailing time, on the date of the sale, and if accepted by the Board, prior to such time, shall be irrevocable except as otherwise provided in the Notice of Sale. Upon selection of the winning Bidder, the Board will execute an award certificate to award the Bonds and will promptly communicate with the winning Bidder by telephone, e-mail or fax.

Each proposal submitted must name the rate or rates of interest per annum to be borne by the Bonds, and the rate or rates named must be multiples of 1/8 or 1/20 of 1%. Not more than one rate may be named for Bonds of the same maturity. There is no limitation on the number of rates that may be named. If more than one rate of interest is named, no interest rate named for any maturity may be less than the interest rate named for any prior maturity. Each proposal submitted must state the purchase price, which must be not less than \$14,930,000 nor more than \$14,931,000. Bonds will be awarded to the bidder on whose bid the total loan may be made at the lowest net interest cost. Such net interest cost shall be computed as to each bid by adding to the total principal amount of Bonds bid for the total interest cost to maturity in accordance with such bid and by deduction therefrom of the amount of premium, if any, bid. 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 net interest cost to the Board under any legally acceptable proposal. The purchaser must also pay an amount equal to the interest on the Bonds accrued to the date of payment of the purchase price.

If two (2) bids are submitted in the auction by the same or two or more different bidders and result in the same NIC, the first confirmed bid received by MuniAuction prevails. Any change to a submitted bid constitutes a new bid, regardless of whether there is a corresponding change in NIC.

Bid Security and Method of Payment for Bonds

Each bidder is required to send a certified, treasurer's or cashier's check payable to the order of The Board of Education of the Township of Nutley in the amount of \$298,600 drawn upon a bank or trust company, and such check must be received by the Board no later than 11:30 a.m. on the day of the sale. Bidders however, are encouraged to submit payment on the day prior to the sale to assure receipt of same by the Board. When the successful bidder has been ascertained, all such deposits will be promptly returned to the persons making them, except the check of the successful bidder, which will be applied in part payment for the Bonds or to secure the Board from any loss resulting from the failure of the bidder to comply with the terms of its bid. Award of the Bonds to the successful Bidder or rejection of all Bids is expected to be made within two hours after opening of the bids, but such successful Bidder may not withdraw its proposal until after 3:00 p.m. of the day for receipt of such Bids and then only if such award has not been made prior to the withdrawal. The balance of the purchase price shall be paid in Federal Funds by wire transfer to the Board on or about February 10, 2005.

Right to Reject Bids; Waive Irregularities

The Board reserves the right to reject any and all Bids and to the extent permitted by law to waive any irregularity or informality in any Bid.

Information Required from the Winning Bidder

By making a bid for the Bonds, the winning bidder(s) agrees: (a) to provide to the school district, in writing, immediately upon being unofficially awarded the Bonds, a written confirmation of the bid, as appropriate, which shall include the purchase price, reoffering yield(s), and other related information necessary for completion of the final Official Statement or by Bond Counsel; (b) to disseminate to all members of the underwriting syndicate copies of the Official Statement; (c) to promptly file a copy of the final Official Statement with each nationally recognized Municipal Securities Information Repository; and (d) to take any and all other actions necessary to comply with applicable Securities and Exchange Commission and Municipal Securities Rulemaking Board rules governing the offering, sale and delivery of the Bonds to alternate purchasers.

Delivery of the Bonds

The Bonds will be delivered on or about February 10, 2005 (UNLESS A NOTICE OF A CHANGE IN THE DELIVERY DATE IS PUBLISHED ON MUNIAUCTION NOT LATER THAN 2 HOURS PRIOR TO ANY ANNOUNCED DATE FOR RECEIPT OF BIDS) in New York City at DTC against payment of the purchase price therefor (less the amount of the good faith deposit) in Federal funds.

There will also be furnished the usual closing papers, including (1) a certificate signed by the officials who signed the Bonds stating that no litigation of any kind is now pending or, to their knowledge, threatened to restrain or enjoin the issuance or delivery of the Bonds, or in any manner questioning the proceedings and authorization under which the Bonds are issued or affecting the validity of the Bonds and (2) a certificate signed by the Business Administrator/Board Secretary relating to the official statement.

CUSIP Numbers

CUSIP numbers will be applied for by the successful Underwriter with respect to the Bonds, but the Board will assume no obligation for the assignment or printing of such numbers on the Bonds or for the correctness of such numbers, and neither the failure to print such numbers on any bond nor any error with respect thereto shall constitute cause for a failure or refusal by the purchasers thereof to accept delivery of and make payment for the Bonds.

Legal Opinions

The approving opinions of McManimon & Scotland, L.L.C., Bond Counsel to the Board, will be furnished without cost to the winning Bidder.

Postponement

The Board reserves the right to postpone, from time to time, the date and time established for receipt of Bids. **ANY SUCH POSTPONEMENT WILL BE PUBLISHED ON MUNIAUCTION,**

BEFORE 12:00 p.m. ON THE DAY BEFORE THE SALE. If any date fixed for the receipt of Bids and the sale of the Bonds is postponed, an alternative sale date will be announced via MuniAuction at least forty-eight (48) hours prior to such alternative sale date. On any such alternative sale date, any Bidder may submit a Bid for the purchase of the Bonds in conformity in all respects with the provisions of the Notice of Sale, except for the date of sale and except for the changes announced on MuniAuction at the time the sale date and time are announced.

Additional Information

For further information relating to the Bonds, reference is made to the POS prepared for and authorized by the Board. The Notice of Sale and the POS may be viewed on MuniAuction. However, the Board makes no assurance or representation with respect to the form of the Notice of Sale and the POS on MuniAuction, and no investment decision should be made in reliance thereon. Printed copies of the POS and the Notice of Sale may be obtained from the Bond Counsel or Financial Advisor at the addresses and phone numbers stated above. Additional information relating to the auction or a private bidding tutorial may be obtained by calling the Auction Administrator at (412) 391-5555 (ext. 370 Auction Support). Additional information relating to the financing of the Board can be obtained by contacting the undersigned School Business Administrator/Board Secretary at (973) 661-8797.

The Board of Education of the Township of Nutley in the
County of Essex, New Jersey

By: Dennis M. Oblack
Business Administrator/Board Secretary

Dated: January 6, 2005

EXHIBIT C

SUMMARY FORM OF NOTICE OF SALE

**SUMMARY NOTICE OF SALE
SCHOOL BONDS**

**THE BOARD OF EDUCATION OF THE TOWNSHIP OF NUTLEY IN THE COUNTY OF
ESSEX, NEW JERSEY
(Book-Entry-Only Bonds)
(Callable)**

SUMMARY

ISSUER:	The Board of Education of the Township of Nutley in the County of Essex, New Jersey
PAR AMOUNT:	\$14,930,000
SECURITY:	General Obligations of the Board/ New Jersey School Bond Reserve
TAX EXEMPT:	Yes
RATINGS AND INSURANCE:	Rating to be Determined
TYPE OF SALE:	Electronic Auction with Two Minute Rule
AUCTION AGENT:	MuniAuction
BID/AWARD DATE:	January 26, 2005 at 12:00 p.m. to 11:15 AM with Two Minute Rule applicable. Award by 3:00PM
DATED DATE:	February 1, 2005
DELIVERY DATE:	On or about February 10, 2005
INTEREST PAYMENT DATES:	February 15 and August 15, commencing August 15, 2005
CALL DATE:	The Bonds of this issue maturing prior to February 15, 2016 are not subject to redemption prior to their stated maturities. The Bonds of this issue maturing on or after February 15, 2016 are redeemable at the option of the Board of Education in whole or in part on any date on or after February 15, 2015 upon notice as required herein at par, plus in each case unpaid accrued interest to the date fixed for redemption, if any.
FORM:	Book-entry-only
MINIMUM BID:	\$14,930,000 (Par)
MAXIMUM BID:	\$14,931,000 (Par plus \$1,000)

BID SECURITY: Good Faith Check to be received by Board no later than 11:30 a.m. on the day of the sale in the amount of \$298,600

BASIS OF AWARD: Net Interest Cost - Ascending Coupons Required

OFFERING
STATEMENT: Preliminary Official Statement available at www.GrantStreet.com

MATURITY SCHEDULE: February 15 as set forth below, subject to the term bond option as outlined in the full Notice of Sale:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2006	\$335,000	2019	\$650,000
2007	350,000	2020	650,000
2008	370,000	2021	650,000
2009	505,000	2022	650,000
2010	525,000	2023	650,000
2011	550,000	2024	650,000
2012	575,000	2025	650,000
2013	600,000	2026	665,000
2014	625,000	2027	670,000
2015	650,000	2028	670,000
2016	650,000	2029	670,000
2017	650,000	2030	670,000
2018	650,000		