

NEW ISSUE-DTC BOOK-ENTRY ONLY

In the opinion of Bond Counsel, based on existing law, the interest on the Bonds is includable in gross income for Federal income tax purposes. As described herein under "Tax Matters," other Federal income tax consequences may arise from ownership of the Bonds. It is also the opinion of Bond Counsel that, under existing law of the State of Maryland, the interest on the Bonds and profit realized from the sale or exchange of the Bonds is exempt from income taxation by the State of Maryland or by any of its political subdivisions; however, the law of the State of Maryland does not expressly refer to, and no opinion is expressed concerning, estate or inheritance taxes, or any other taxes not levied directly on the Bonds or the interest thereon. See "Tax Matters" herein.

\$61,370,000

FREDERICK COUNTY, MARYLAND**Relating to****General Obligation Public Facilities Taxable Refunding Bonds, Series 2012B****Dated: Date of Delivery****Due: As described on inside cover**

Bond Ratings

Fitch Ratings: AAA

Moody's: Aa1

Standard & Poor's: AA+

Redemption

The Bonds are not subject to redemption prior to their stated maturities.

Security

General Obligations of County Commissioners of Frederick County

Purpose

To advance refund certain outstanding County bonds

Interest Payment Dates

August 1 and February 1, beginning February 1, 2013

Closing/Settlement

On or about September 6, 2012

Denominations

\$5,000

Book-Entry Only Form

The Depository Trust Company, New York, NY

Registrar/Paying Agent

Manufacturers and Traders Trust Company, Baltimore, MD

Bond Counsel

Venable LLP, Baltimore, MD

Financial Advisor

Davenport & Company LLC, Towson, MD

Issuer Contact

Frederick County Director of Finance: (301) 600-1753

The Bonds are offered for delivery when, as and if issued, subject to the approving opinion of Venable LLP, Baltimore, Maryland, Bond Counsel. The date of this Official Statement is August 23, 2012, and the information contained herein speaks only as of that date.

This cover page contains certain information for quick reference only. It is not a summary of this issue. Investors must read this entire Official Statement to obtain information essential to the making of an informed investment decision.

\$61,370,000 General Obligation Public Facilities Taxable Refunding Bonds, Series 2012B

MATURITIES, AMOUNTS, INTEREST RATES, PRICES OR YIELDS* AND CUSIPS

Maturing August 1	Principal Amount	Interest Rate*	Price or Yield*	CUSIP**
2014.....	\$1,600,000	1.00%	0.44%	355694Y46
2015.....	1,855,000	1.00	0.75	355694Y53
2016.....	12,825,000	1.25	0.90	355694Y61
2017.....	12,975,000	1.08	1.08	355694Y79
2018.....	13,135,000	1.28	1.28	355694Y87
2019.....	13,310,000	1.54	1.54	355694Y95
2020.....	5,670,000	1.66	1.66	355694Z29

* The interest rates shown above are the interest rates payable by the County resulting from the sale of the Bonds on August 23, 2012. The prices or yields shown above were furnished by Raymond James & Associates, Inc. Any other information concerning the terms of the reoffering of the Bonds, if any, should be obtained from the successful bidder and not from the County. (See "SALE AT COMPETITIVE BIDDING" herein.)

** CUSIP numbers provided herein are provided by Standard & Poor's CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc., and the County does not take responsibility for the accuracy thereof. This information is not intended to create a database and does not serve in any way as a substitute for the CUSIP Service Bureau.

COUNTY COMMISSIONERS OF FREDERICK COUNTY

CERTAIN ELECTED OFFICIALS

Blaine R. Young
President, Board of County Commissioners

C. Paul Smith
Vice President, Board of County Commissioners

Billy Shreve
Commissioner

David P. Gray
Commissioner

Kirby Delauter
Commissioner

CERTAIN APPOINTED OFFICIALS

David B. Dunn
County Manager

John S. Mathias
County Attorney

Lori L. Depies, CPA
Director, Finance Division

Thomas J. Meunier, P.E.
Director, Public Works Division

Eric. E. Soter
Director, Community Development Division

Kevin L. Demosky
Director, Utilities and Solid Waste Management Division

Helen Riddle
Acting Director, Business Development and Retention Division

BOND COUNSEL
Venable LLP
Baltimore, Maryland

FINANCIAL ADVISOR
Davenport & Company LLC
Towson, Maryland

COUNTY AUDITOR
SB & Company
Hunt Valley, Maryland

PAYING AGENT AND BOND REGISTRAR
Manufacturers and Traders Trust Company
Baltimore, Maryland

VERIFICATION AGENT
The Arbitrage Group, Inc.
Tuscaloosa, Alabama

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No dealer, broker, salesman, or other person has been authorized by County Commissioners of Frederick County (the "County"), or the successful bidders to give any information or to make any representations 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 any of the foregoing. 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 Bonds by any person in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale. The information set forth herein has been obtained from the County and other sources which are deemed to be reliable but it is not to be construed as a representation by the County as to information from sources other than the County.

This Official Statement is not to be construed as a contract or agreement between the County and the purchasers or holders of any of the Bonds.

All quotations from and summaries and explanations of provisions of laws and documents herein do not purport to be complete and reference is made to such laws and documents for full and complete statements of their provisions. Any statements made in this Official Statement involving estimates or matters of opinion, whether or not expressly so stated, are intended merely as estimates or opinion 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 of the Bonds shall under any circumstances create any implication that there has been no change in the affairs of the County since the respective dates as of which information is given or the date hereof.

Figures used in this Official Statement relating to tax collections, assessed value of property and the financial position of the County have been taken from official records of the County.

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
LOCATION.....	ii	Agriculture.....	34
INTRODUCTION.....	1	Transportation.....	35
THE BONDS.....	1	Utilities	35
General	1	Recreation and Leisure.....	35
DTC and Book-Entry Only System.....	2	Parks and Recreation	35
Application of Proceeds of the Bonds; Advance Refunding.....	4	Construction Activity	36
Authorization	4	Housing.....	36
Redemption	5	Land Use	36
Registration and Transfer.....	5	BUDGET AND ACCOUNTING.....	37
Security for the Bonds	5	General Fund Budget	37
Bondholders' Remedies	5	Operating and Capital Budgets and Capital Program	37
RATINGS.....	6	Accounting System	37
LEGAL MATTERS	6	Fund Structure	37
Approval of Legal Proceedings	6	Basis of Accounting	38
TAX MATTERS	6	Certificate of Achievement	38
Federal Income Taxation	6	CERTAIN REVENUES AND EXPENDITURES.....	38
Maryland State and Local Income Tax.....	9	General	38
COUNTY GOVERNMENT AND ADMINISTRATION	10	Taxes	40
General	10	Property Taxes	40
Organization Chart.....	11	Tax Levies and Collections.....	42
Certain Elected and Appointed Officials.....	12	Income Tax	42
Remuneration of Certain County Officials	14	Other Local Taxes.....	42
Investment of County Funds	14	State and Federal Financial Assistance.....	42
Retirement and Pension Programs	14	Water and Sewer Enterprise Fund	42
Other Post-Employment Benefits	16	Solid Waste Management Enterprise Fund	44
Labor Relations	16	CERTAIN DEBT INFORMATION.....	45
Insurance.....	17	Bonded Indebtedness of the County	45
Leases and Other Contracts.....	17	Maryland Department of the Environment Loans	47
Independent Agencies	18	Maryland Industrial Land Act Loans	47
CERTAIN SERVICES AND RESPONSIBILITIES.....	18	United States Environmental Protection Agency	47
Education	18	Maryland State Pension Plan	47
Police and Fire	18	Other Loans and Bonds	47
Emergency Management.....	19	Summary of Debt Service Requirements	48
Community Development	19	Future Plans to Issue Debt	53
Planning and Development Review	20	COUNTY LITIGATION	53
Permits and Inspections.....	21	INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT	53
Economic Development	21	FINANCIAL ADVISOR	53
Roads and Highways.....	22	VERIFICATION OF MATHEMATICAL COMPUTATIONS.....	53
Health	22	CERTIFICATE OF COUNTY OFFICIALS	54
Health Care	22	CONTINUING DISCLOSURE UNDERTAKING	54
Nursing Home and Assisted Living Facilities	23	SALE AT COMPETITIVE BIDDING	54
Solid Waste.....	23	MISCELLANEOUS.....	54
Water Supply and Sewage Facilities.....	23	APPENDIX A – Link to Comprehensive Annual Financial	
User Rates and Fees	28	Report for the Fiscal Year Ended June 30, 2011	A-1
ECONOMIC AND DEMOGRAPHIC FACTORS	29	APPENDIX B – Forms of Bond Counsel's Opinions	B-1
Population of Frederick County, Municipalities		APPENDIX C – Form of Continuing Disclosure Agreement	C-1
and the State of Maryland	29	APPENDIX D – Notice of Sale and Form of Proposal for Bonds	D-1
Income	31	APPENDIX E – Refunded Bonds Outstanding as of Aug 1, 2012	E-1
Education	32		
Retail Sales	32		
Business, Employment and Labor	33		
Commuting Patterns	34		

LOCATION

Frederick County is located in the north central part of the State of Maryland, 245 miles from New York City, 150 miles from Philadelphia, 45 miles from Baltimore, and 45 miles from Washington, D.C.



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OFFICIAL STATEMENT
Relating to

\$61,370,000
FREDERICK COUNTY, MARYLAND
Relating to

General Obligation Public Facilities Taxable Refunding Bonds, Series 2012B

INTRODUCTION

The purpose of this Official Statement (excluding prices or yields) and appendices, is to provide information for prospective purchasers and others regarding the County Commissioners of Frederick County, Maryland (the "County") and the \$61,370,000 County Commissioners of Frederick County, Maryland, General Obligation Public Facilities Taxable Refunding Bonds, Series 2012B (the "Bonds")

All estimates and assumptions herein have been based upon information believed to be reliable and correct, however, statements made involving estimates and assumptions, whether or not expressly so stated, are intended merely as such and not as representations of facts. Figures herein relating to tax collections, assessed value of property, and the financial position of the County have been taken from official records of the County.

The material and information contained in this Official Statement have been provided by the County and the execution and distribution of this Official Statement have been authorized and approved by the County.

Frederick County, founded in 1748, originally included the present Maryland counties of Garrett, Allegany, Washington, Carroll and Montgomery. It is located in the north central part of Maryland and is 664 square miles in area. Frederick County is bordered on the north by Pennsylvania, on the west by Washington County, on the east by Howard and Carroll Counties, and on the south by Montgomery County and Virginia. The estimated population of Frederick County as of July 1, 2012 is 236,551.

There are 12 incorporated towns within Frederick County. The County seat and largest city is the City of Frederick, which has an estimated population of 65,833 as of July 1, 2012. The City of Frederick is located approximately 45 miles northwest of Washington, D.C. and 45 miles west of Baltimore, Maryland.

Frederick County is governed by an elected five-member Board of County Commissioners (the "Board") which serves for four years (see "COUNTY GOVERNMENT AND ADMINISTRATION"). The Board may exercise only such powers as are conferred on it by the General Assembly of Maryland, including the power to issue debt to finance its capital projects. See "CERTAIN DEBT INFORMATION".

The executive offices of the County are located at Winchester Hall, 12 East Church Street, Frederick, Maryland. The County's central telephone number is (301) 600-1100.

Any questions regarding this Official Statement or the Bonds should be directed to the Director of Finance, Frederick County, Maryland, Winchester Hall, 12 East Church Street, Frederick, Maryland 21701, telephone number (301) 600-1753. The County's Internet address is www.FrederickCountyMD.gov.

THE BONDS

General

The Bonds will be dated the date of their delivery and will bear interest at the rates and mature in the amounts and at the times set forth on the inside front cover page hereof.

Interest on the Bonds, calculated on the basis of a 30-day month/360-day year factor, will be payable on February 1, 2013 and semiannually thereafter on the first days of August and February until the principal amount is paid.

Interest on the Bonds shall be payable to the person in whose name such Bond is registered on the registration books for the Bonds as of the 30th calendar day of the month immediately preceding each interest payment date.

The Bonds will be issued in fully-registered form without coupons and will be issued in denominations of \$5,000 and integral multiples thereof. The Bonds initially will be issued in book-entry form without any physical distribution of certificates made to the public. The Depository Trust Company, New York, New York (“DTC”), will act as securities depository for the Bonds and the Bonds will be registered in the name of DTC’s partnership nominee, Cede & Co. (See “DTC and Book-Entry Only System”).

So long as the Bonds are maintained in book-entry form, payments of principal, premium and interest on the Bonds will be made as described below under “DTC and Book-Entry Only System.” At any other time, the principal amount of and premium, if any, on the Bonds will be payable at the principal corporate trust office of Manufacturers and Traders Trust Company, Baltimore, Maryland (the “Paying Agent” and “Bond Registrar”). Interest on the Bonds will be payable by check of the Paying Agent mailed to the registered owners thereof. The principal of, premium, if any, and interest on the Bonds will be paid in lawful money of the United States of America in the manner and at the places hereinabove described.

The Bonds will be valid and legally binding general obligations of the County, to which the full faith and credit and unlimited taxing power of the County will be pledged. They are not guaranteed by the State of Maryland or any other entity. Security for the Bonds is more fully described herein under “THE BONDS - Security for the Bonds”.

DTC and Book-Entry Only System

The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully registered Bond certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount thereof, and will be deposited with DTC.

DTC, the world’s largest securities 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 a Standard & Poor’s 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 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each Bond (“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 Bonds 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 interests in the Bonds, except in the event that use of the book entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds 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 Bonds with DTC and their registration in the name of Cede & Co., or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC’s records reflect

only the identity of the Direct Participants to whose accounts such Bonds 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.

Conveyance 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 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds 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 Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC's MMI procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the County 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 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, distributions and dividend payments on the Bonds 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 County or the Bond Registrar and Paying Agent 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 Bond Registrar and Paying Agent or the County, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the County or the Bond Registrar and Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the County or the Bond Registrar and Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, definitive Bonds are required to be printed and delivered.

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

The current "Rules" applicable to DTC and its Participants are on file with the Securities and Exchange Commission and the current "Procedures" of DTC to be followed in dealing with Direct Participants are on file with DTC. The information under this heading concerning DTC and DTC's book-entry only system has been obtained from sources that the County believes to be reliable. No representation is made by the Bond Registrar and Paying Agent or the County as to, and the Bond Registrar and Paying Agent and the County take no responsibility for, the completeness or the accuracy of such information or the absence of material adverse changes in such information subsequent to the date of this Official Statement.

So long as Cede & Co., or any successor thereto, is the registered owner of the Bonds, as DTC's partnership nominee, references herein to the Bond holders or registered owners of the Bonds shall mean DTC and shall not mean the Beneficial Owners of the Bonds. During such period, the Bond Registrar and Paying Agent and the County will recognize DTC or its partnership nominee as the owner of all of the Bonds for all purposes, including the payment of the principal of, redemption premium, if any, and interest on the Bonds, as well as the giving of notices and voting.

NEITHER THE COUNTY NOR THE BOND REGISTRAR AND PAYING AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO ANY DIRECT PARTICIPANT, INDIRECT PARTICIPANT OR ANY BENEFICIAL OWNER OF THE BONDS WITH RESPECT TO: (1) THE BONDS; (2) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT; (3) THE

PAYMENT OF ANY AMOUNT DUE TO ANY DIRECT PARTICIPANT, INDIRECT PARTICIPANT OR BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL OF, REDEMPTION PREMIUM, IF ANY, OR INTEREST ON THE BONDS; (4) THE DELIVERY BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY NOTICE TO ANY BENEFICIAL OWNER WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE BONDS TO BE GIVEN TO BOND OWNERS; (5) THE SELECTION OF BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE BONDS; OR (6) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS BONDHOLDER.

DTC may charge the Participants a sum sufficient to cover any tax, fee or other governmental charge that may be imposed for every transfer and exchange of a beneficial interest in the Bonds, and the Participants may seek reimbursement therefor from the Beneficial Owners.

Application of Proceeds of the Bonds; Advance Refunding Program

The County anticipates that the proceeds of the Bonds will be escrowed and used to redeem certain outstanding maturities of the County's General Obligation Public Facilities Refunding Bonds of 2005 (the "Refunded Bonds"), and to pay costs of issuing the Bonds. The escrowed funds will be applied to redeem the Refunded Bonds on the respective dates and at the respective redemption prices set forth in Appendix E hereto. The County is issuing the Bonds to advance refund the Refunded Bonds in order to realize savings on debt service costs. As a result of the refunding, net present value savings will be obtained by the County. The Refunded Bonds are more fully described in Appendix E hereto.

The refunding method being used is frequently termed a "net defeasance" in that provision is made to set aside immediately, from the proceeds of a refunding bond issue and other funds then available for debt service on the refunded bonds, monies for investment which, together with the interest to be received thereon, shall be sufficient to satisfy all payments of principal of and premium, if any, and interest on the Refunded Bonds to and including the dates on which such bonds mature or are redeemed.

The proceeds of the Bonds will be applied to the purchase of non-callable direct obligations of the United States of America ("Government Obligations") and used to pay certain expenses of the County related to the issuance and disposition of the proceeds of the Bonds. Any proceeds remaining after purchase of the Government Obligations will be held in cash. The Government Obligations will be held in trust by Manufacturers and Traders Trust Company (the "Escrow Agent") pursuant to an escrow agreement to be dated as of the date of issuance of the Bonds, between the Escrow Agent and the County. The Government Obligations will mature at such times and in such amounts, and will bear interest payable at such times and in such amounts so that sufficient money will be available to pay (i) interest on the Refunded Bonds accruing to and including their redemption date and (ii) the redemption price of the Refunded Bonds. An examination of yields and escrow sufficiency prepared by The Arbitrage Group, Inc. has been made showing that the cash and securities deposited to defease the Refunded Bonds will be sufficient for such purposes. The Escrow Agent will be irrevocably instructed to redeem the Refunded Bonds on their redemption date. The Government Obligations will be pledged only to the payment of the Refunded Bonds and will not be available for the payment of principal, premium, if any, or interest on the Bonds.

Refunding Requirements and Sources of Funds

Refunding Requirements

Deposit to Escrow.....	\$61,165,253.19
Costs of Issuance (1).....	253,243.67
Underwriter's Discount.....	153,455.69
TOTAL REQUIREMENTS.....	<u>\$61,571,952.55</u>

Sources of Funds

Proceeds of Bonds.....	\$61,370,000.00
Premium.....	201,952.55
TOTAL REQUIREMENTS.....	<u>\$61,571,952.55</u>

(1) Includes legal, financial advisory, verification agent, accounting, bond registrar, paying agent, escrow agent, printing and miscellaneous expenses.

Authorization

The Bonds are issued pursuant to the authority of Chapter 373 of the Laws of Maryland of 1999, as amended, Chapter 76 of the Laws of Maryland of 1997, as amended, Chapter 180 of the Laws of Maryland of 1995, as amended, Chapter 548 of the Laws of Maryland of 1993, as amended, Chapter 2-13 of the Code of Public Local Laws of Frederick County, as amended, and Article 31,

Section 24 of the Annotated Code of Maryland, as amended (together, the “Acts”), and in accordance with Resolution No. 12-13 adopted by the Board on August 9, 2012 (the “Resolution”).

Redemption

The Bonds are not subject to redemption prior to their stated maturities.

Registration and Transfer

So long as the Bonds are maintained in book-entry form, transfers of ownership interests will be made as described above under “DTC and Book-Entry Only System.” At any other time, the Bonds will be transferable only upon the registration books kept at the principal corporate trust office of Manufacturers and Traders Trust Company in Baltimore, Maryland (the “Bond Registrar”), by the registered owner thereof upon surrender thereof together with a written instrument of transfer in form attached thereto and satisfactory to the Bond Registrar and duly executed by the registered owner or his duly authorized attorney. The County may deem and treat the person in whose name a Bond is registered as the absolute owner thereof for the purpose of receiving payment of or on account of the principal or redemption price thereof and interest due thereon and for all other purposes. Upon any such transfer or exchange, the County shall execute and the Bond Registrar shall authenticate and deliver a new registered Bond or Bonds of any authorized denomination in an aggregate principal amount equal to the principal amount of the Bond exchanged or transferred and maturing on the same date and bearing interest at the same rate. In each case, the County and the Bond Registrar may require payment by any holder of Bonds requesting exchange or transfer of Bonds of any tax, fee or other governmental charge, shipping charges and insurance that may be required to be paid with respect to such exchange or transfer, and the County and the Bond Registrar may charge a sum sufficient to reimburse them for expenses incurred in connection with such exchange or transfer. The Bond Registrar shall not be required to transfer or exchange any Bond within fifteen (15) days preceding any interest payment date or after the mailing of notice calling such Bond or portion thereof for redemption as hereinafter described; provided, however, that the foregoing limitation shall not apply to that portion of a Bond in excess of \$5,000 which is not being called for redemption.

Security for the Bonds

The Acts provide that the Bonds constitute an irrevocable pledge of the full faith and credit and unlimited taxing power of the County to the payment of the maturing principal of and interest on the Bonds as and when they become payable. The maturing principal of and interest on a portion of the Bonds equal to the amount of Bonds issued pursuant to the Water and Sewer Act will be payable in the first instance from connection charges, special assessments and other charges permitted to be levied by the County pursuant to the Water and Sewer Act in connection with specific solid waste, water and sewer projects. The Acts further provide, and the County has covenanted in the Resolution, that in each and every fiscal year that any of the Bonds are outstanding the County shall levy or cause to be levied ad valorem taxes upon all assessable property within the corporate limits of Frederick County in rate and amount sufficient to provide for or assure the payment, when due, of the principal of and interest on all such Bonds maturing in each such fiscal year and, if the proceeds from the taxes so levied in such fiscal year prove inadequate for such payment, additional taxes shall be levied in the succeeding fiscal year to make up any deficiency.

The Acts further provide that the County may apply to the payment of the principal of and interest on any Bonds any funds received by it from the State of Maryland, (the “State”) the United States of America, or any agency or instrumentality of either, or from any other source. If such funds are available for the purpose of assisting the County in financing the construction of the public facilities as defined in the Acts, and, to the extent of any such funds received or receivable in any fiscal year, taxes that might otherwise be required to be levied under the Acts may be reduced or need not be levied.

Indebtedness of the County presently outstanding and the County’s authority to issue future debt are described herein under “CERTAIN DEBT INFORMATION”.

Bondholders’ Remedies

It is the opinion of Bond Counsel that the County may be sued in the event that it fails to perform its obligations under the Bonds to the registered owners thereof and that any judgments resulting from such suits would be enforceable against the County. Nevertheless, a holder of a Bond who has obtained any such judgment may be required to seek additional relief to compel the County to assess, levy and collect such taxes as may be necessary to provide the funds from which such judgment may be paid. Although there is no Maryland law with respect to this issue, it is the opinion of Bond Counsel that the

appropriate courts of Maryland have jurisdiction to entertain proceedings and power to grant additional relief, such as a mandatory injunction, if necessary, to enforce the levy and collection of such taxes and payment of the proceeds thereof to the holders of general obligation bonds, *pari passu*, subject to the inherent constitutional limitations referred to below.

It is also the opinion of Bond Counsel that, while remedies would be available to bondholders and while the Bonds are entitled to constitutional protection against the impairment of the obligation of contracts, such constitutional protection and the enforcement of such remedies would not be absolute.

Enforcement of a claim for payment of the principal of or interest on the Bonds could be made subject to the provisions of Federal bankruptcy laws or of any statutes that may hereafter be constitutionally enacted by the United States Congress or the Maryland General Assembly extending the time of payment or imposing other constraints upon enforcement.

RATINGS

Fitch Ratings, Moody's Investors Service, Inc., and Standard & Poor's Credit Market Services have given the Bonds the ratings indicated on the cover page of this Official Statement. An explanation of the significance of such ratings may be obtained only from the rating agency furnishing the same. The County furnished to such rating agencies the information contained in a preliminary form of this Official Statement and other information. Generally, rating agencies base their ratings on such materials and information, as well as their own investigations, studies and assumptions. Such ratings may be changed at any time and no assurance can be given that they will not be revised downward or withdrawn entirely by any or all of such rating agencies if, in the judgment of any or all, circumstances so warrant. Any such downward revision or withdrawal of any of such ratings may have an adverse effect on the market price of the Bonds.

LEGAL MATTERS

Approval of Legal Proceedings

The validity of the Bonds will be passed upon by Venable LLP, Baltimore, Maryland, Bond Counsel. The proposed forms of Bond Counsel's opinions are set forth in Appendix B to this Official Statement.

TAX MATTERS

Federal Income Taxation

In the opinion of Bond Counsel, under existing law, interest on the Bonds is includable in the gross income of the owners thereof for federal income tax purposes.

Summary. The following is a summary of certain of the United States federal income tax consequences of the ownership of the Bonds as of the date hereof. Each prospective purchaser of the Bonds should consult with its own tax advisor regarding the application of United States federal income tax laws, as well as any state, local, foreign or other tax laws, to its particular situation.

This summary is based on the Code, as well as Treasury Department regulations and administrative and judicial rulings and practice. Legislative, judicial and administrative changes may occur, possibly with retroactive effect, that could alter or modify the continued validity of the statements and conclusions set forth herein. This summary is intended as a general explanatory discussion of the consequences of holding the Bonds generally and does not purport to furnish information in the level of detail or with the prospective purchaser's specific tax circumstances that would be provided by a prospective purchaser's own tax advisor. For example, it generally is addressed only to original purchasers of the Bonds that are "U.S. holders" (as defined below), deals only with Bonds held as capital assets within the meaning of Section 1221 of the Code and does not address tax consequences to owners that may be relevant to investors subject to special rules, such as individuals, trusts, estates, tax-exempt investors, foreign investors, cash method taxpayers, dealers in securities, currencies or commodities, banks thrifths, insurance companies, electing large partnerships, mutual funds, regulated investment companies, real estate investment trusts, S corporations, persons that hold Bonds as part of a straddle, hedge, integrated or conversion transaction, and persons whose "functional currency" is not the U.S. dollar. In addition, this summary does not address alternative minimum tax issues, the tax on unearned income imposed by Section 1444 of the Code, or the indirect consequences to a holder of an equity interest in an owner of Bonds.

As used herein, a “U.S. holder” is a “U.S. person” that is a beneficial owner of a Bond. A “non-U.S. investor” is a holder (or beneficial owner) of a Bond that is not a U. S. Person. For these purposes, a “U.S. person” is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States or any political subdivision thereof (except, in the case of a partnership, to the extent otherwise provided in Treasury Department regulations), an estate the income of which is subject to United States federal income taxation regardless of its source or a trust if (i) a United States court is able to exercise primary supervision over the trust’s administration and (ii) one or more United States persons have the authority to control all of the trust’s substantial decisions.

The Code requires debt obligations, such as the Bonds, to be issued in registered form and denies certain benefits to the issuer and the holders of debt obligations failing such registration requirement. Such registration requirement with respect to the Bonds is expected to be satisfied.

Subject to certain exceptions, interest payments to the owners of Bonds will be reported to the IRS. Such information will be filed each year with the IRS on Form 1099 (or such other applicable form), which reflects the name, address and taxpayer identification number of each registered owner of the Bonds. A copy of Form 1099 (or such other applicable form) will be sent to each registered owner of the Bonds for federal income tax reporting purposes.

Tax Status of the Bonds. The Bonds will be treated, for federal income tax purposes, as indebtedness and interest paid on the Bonds will be included in the income of the owner as

Original Issue Discount. Certain maturities of the Bonds may be issued at a price which is less than the amount payable on such Bonds at maturity (the “Discount Bonds”). If the stated redemption price at maturity of Discount Bonds of a particular maturity exceeds the first price at which a substantial amount of such Discount Bonds was sold for money (excluding sales to bond houses, brokers or similar persons acting as underwriters, placement agents or wholesalers) by more than a de minimis amount, the Discount Bonds will be treated as having original issue discount. A holder of Discount Bonds (whether a cash or accrual method taxpayer) is required to include in gross income as interest the amount of such original issue discount which is treated as having accrued during a taxable year with respect to such Discount Bonds, in advance of the receipt of some or all of the related cash payments. Accrued original issue discount is added to the original cost basis of the holder in determining, for federal income tax purposes, gain or loss upon disposition (including sale, early redemption or repayment at maturity).

Original issue discount on Discount Bonds will be attributed to permissible compounding periods during the life of any Discount Bonds in accordance with a constant rate of interest accrual method. The yield to maturity of the Discount Bonds of each maturity is determined using permissible compounding periods. In general, the length of a permissible compounding period cannot exceed the length of the interval between debt service payments on the Discount Bonds and must begin or end on the date of such payments. The amount of original issue discount allocable to any compounding period is equal to the excess, if any, of (a) the Discount Bond's adjusted issue price at the beginning of the compounding period multiplied by its yield to maturity, determined on the basis of compounding at the close of each compounding period and properly adjusted for the length of the compounding period, over (b) the aggregate of all qualified stated interest allocable to the compounding period. Original issue discount allocable to a final compounding period is the difference between the amount payable at maturity, other than a payment of qualified stated interest, and the adjusted issue price at the beginning of the final compounding period. Special rules apply for calculating original issue discount for an initial short compounding period. The “adjusted issue price” of a Discount Bond at the beginning of any compounding period is equal to its issue price increased by the accrued original issue discount for each prior compounding period (determined without regard to the amortization of any acquisition or bond premium, as described below) and reduced by any payments made on the Discount Bond (other than qualified stated interest) on or before the first day of the compounding period. Under these rules, a holder of a Discount Bond will have to include in income increasingly greater amounts of original issue discount in successive compounding periods. The amount of original issue discount accrued on Discount Bonds held of record by persons other than corporations and other exempt holders will be reported to the Internal Revenue Service. If a Discount Bond is sold or otherwise disposed of between compounding dates, then interest which would have accrued for that compounding period for federal income tax purposes is to be apportioned in equal amounts among the days in such compounding period. The term “qualified stated interest” means stated interest that is unconditionally payable in cash or in property, other than debt instruments of the County, if the interest to be paid is payable at least once per year, is payable over the entire term of the Discount Bond and is payable at a single fixed rate or, subject to certain conditions, based on one or more interest indices. The foregoing summarizes certain federal income tax consequences of original issue discount with respect to the Discount Bonds but does not purport to deal with all aspects of federal income taxation that may be relevant to particular investors or circumstances,

including those set out above. Prospective purchasers of Discount Bonds should consider possible state and local income, excise or franchise tax consequences arising from original issue discount on Discount Bonds. In addition, prospective foreign corporate purchasers should consider possible federal tax consequences arising from original issue discount on such Discount Bonds under the branch profits tax. The amount of original issue discount considered to have accrued may be reportable in the year of accrual for state and local tax purposes or for purposes of the branch profits tax without a corresponding receipt of cash with which to pay any tax liability attributable to such discount. Purchasers with questions concerning the detailed tax consequences of transactions in the Discount Bonds should consult their tax advisors.

Original Issue Premium. Owners of the Bonds that allocate a basis in the Bonds that is greater than the principal amount of the Bonds should consult their own tax advisors with respect to whether or not they should elect to amortize such premium under Section 171 of the Code on a constant yield method as an offset to interest when includable in income under its regular accounting method.. If the holder does not elect to amortize bond premium, that premium will decrease the gain or increase the loss that would otherwise be recognized on disposition of the Bond. An election to amortize premium on a constant yield method will also apply to all debt obligations held or subsequently acquired by the holder on or after the first day of the first taxable year to which the election applies. The holder may not revoke the election without the consent of the Internal Revenue Service.

Market Discount. If an owner acquires a Bond after its original issuance at a cost which is less than its stated redemption price at maturity (or, in the case of a Discount Bond, its revised issue price) by more than a certain de minimis amount, such subsequent owner will be deemed to have acquired the Bond at “market discount.” The amount of market discount treated as having accrued will be determined either on a ratable basis, or, if the owner so elects, on a constant interest method. Upon any subsequent disposition (including a gift, redemption or payment at maturity) of such Bond (other than in connection with certain non recognition transactions), the lesser of any gain on such disposition (or appreciation, in the case of a gift) or the portion of the market discount that accrued while the Bond was held by such owner will be treated as ordinary income at the time of the disposition. In lieu of including accrued market discount in income at the time of disposition, an owner may elect to include market discount in income currently. Unless an owner so elects, the owner may be required to defer deductions for a portion of such holder's interest expenses with respect to any indebtedness incurred or maintained to purchase or carry such Bond until the owner disposes of the Bond. The election to include market discount in income currently, once made, is irrevocable and applies to all market discount obligations acquired on or after the first day of the first taxable year to which the election applies and may not be revoked without the consent of the Internal Revenue Service.

Sale and Exchange of Bonds. Upon a sale or exchange of a Bond, an owner generally will recognize gain or loss on the Bond equal to the difference between the amount realized on the sale and its adjusted tax basis in such Bond. Such gain or loss generally will be capital gain (although any gain attributable to accrued market discount of the Bond not yet taken into income will be ordinary). The adjusted basis of the owner in a Bond will (in general) equal its original purchase price increased by any original issue discount or market discount includable in the gross income of the owner with respect to the Bonds and decreased by any principal payments received on the Bond. In general, if the Bond is held for longer than one year, any gain or loss would be long term capital gain or loss, and capital losses are subject to certain limitations.

Defeasance. Defeasance of any Bond may result in a reissuance thereof, in which event an owner will recognize taxable gain or loss equal to the difference between the amount realized from the sale, exchange or retirement (less any accrued qualified stated interest which will be taxable as such) and the holder's adjusted tax basis in the Bond.

Backup Withholding. Payments made to an owner with respect to the Bonds and proceeds from the sale of the Bonds will ordinarily not be subject to withholding of federal income tax if such owner is a United States person. However, even a United States person will be subject to withholding of such tax at a rate of 28% under certain circumstances. Except in the case of certain “exempt payees” as defined in the Code, such backup withholding will generally be applicable if an owner (1) fails to furnish to the Paying Agent such owner's social security number or other taxpayer identification number (collectively, “TIN”), (2) furnishes the Paying Agent an incorrect TIN, (3) fails to report properly interest, dividends or other “reportable payments” as defined in the Code, or (4) under certain circumstances, fails to provide the Paying Agent with a certified statement, signed under penalty of perjury, that the TIN provided to the Paying Agent is correct and that such owner is not subject to backup withholding.

Circular 230. Under 31 C.F.R. part 10, the regulations governing practice before the Internal Revenue Service (Circular 230), the County and its tax advisors are (or may be) required to inform you that (i) any advice contained herein, including any opinions of counsel referred to herein, is not intended or written to be used, and cannot be used by

any taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer; (ii) any such advice is written to support the promotion or marketing of the Bonds and the transactions described herein (or in such opinion or other advice); and (iii) each taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax advisor.

Maryland State and Local Income Tax

In the opinion of Bond Counsel, under existing law of the State of Maryland, the interest on the Bonds and profit realized from the sale or exchange of the Bonds is exempt from income taxation by the State of Maryland or by any of its political subdivisions; however, the law of the State of Maryland does not expressly refer to, and no opinion is expressed concerning, estate or inheritance taxes or any other taxes not levied directly on the Bonds or the interest thereon.

Interest on the Bonds may be subject to state or local income taxes in jurisdictions other than the State of Maryland under applicable state or local tax laws. Prospective purchasers of the Bonds should consult their tax advisors regarding the taxable status of the Bonds in a particular state or local jurisdiction other than the State of Maryland.

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COUNTY GOVERNMENT AND ADMINISTRATION

General

County Commissioners of Frederick County (the “County”) is a body corporate and politic, which performs local governmental functions within Frederick County except for those performed by its 12 incorporated municipalities. Certain independent agencies, which provide services to Frederick County residents, are funded by the County. See “Independent Agencies” under this heading.

The County provides a full range of services, including fire and rescue; law enforcement; sanitation services; construction and maintenance of highways, streets, and infrastructure; recreational activities; permitting and zoning activities; and general government activities. The County’s sanitation services, i.e., water, sewer, and solid waste management (including residential recycling), are wholly supported through user fees; the remaining services are primarily tax-supported. Incorporated municipalities within Frederick County provide some or all of the following services within their boundaries which relieves the County from providing these services in those areas: water, sewer, solid waste management, highway and street maintenance, parks and recreation, and police protection. There have been no recent significant changes or interruptions in the provision of these services.

Section 3 of Article 25 of the Annotated Code of Maryland of 1957, as amended (the “Maryland Code”) sets out the enumerated powers of the county commissioners of each county in the State of Maryland (the “State”) that is governed by county commissioners. Section 1 of said Article 25 declares the county commissioners of a county to be a corporation. Under Maryland law, the county commissioners combine executive and legislative functions.

The Board consists of five commissioners, all of whom are elected by the voters of Frederick County on a county-wide basis every four years. The Board may exercise only such powers as are expressly conferred on it: (1) by the Maryland General Assembly as codified in the Maryland Code, and (2) by public local laws enacted by the General Assembly of Maryland, which apply only to Frederick County and are codified in Part II (Code of Public Local Laws of Frederick County, 1979) of the Frederick County Code, 2004, as amended (the “County Code”).

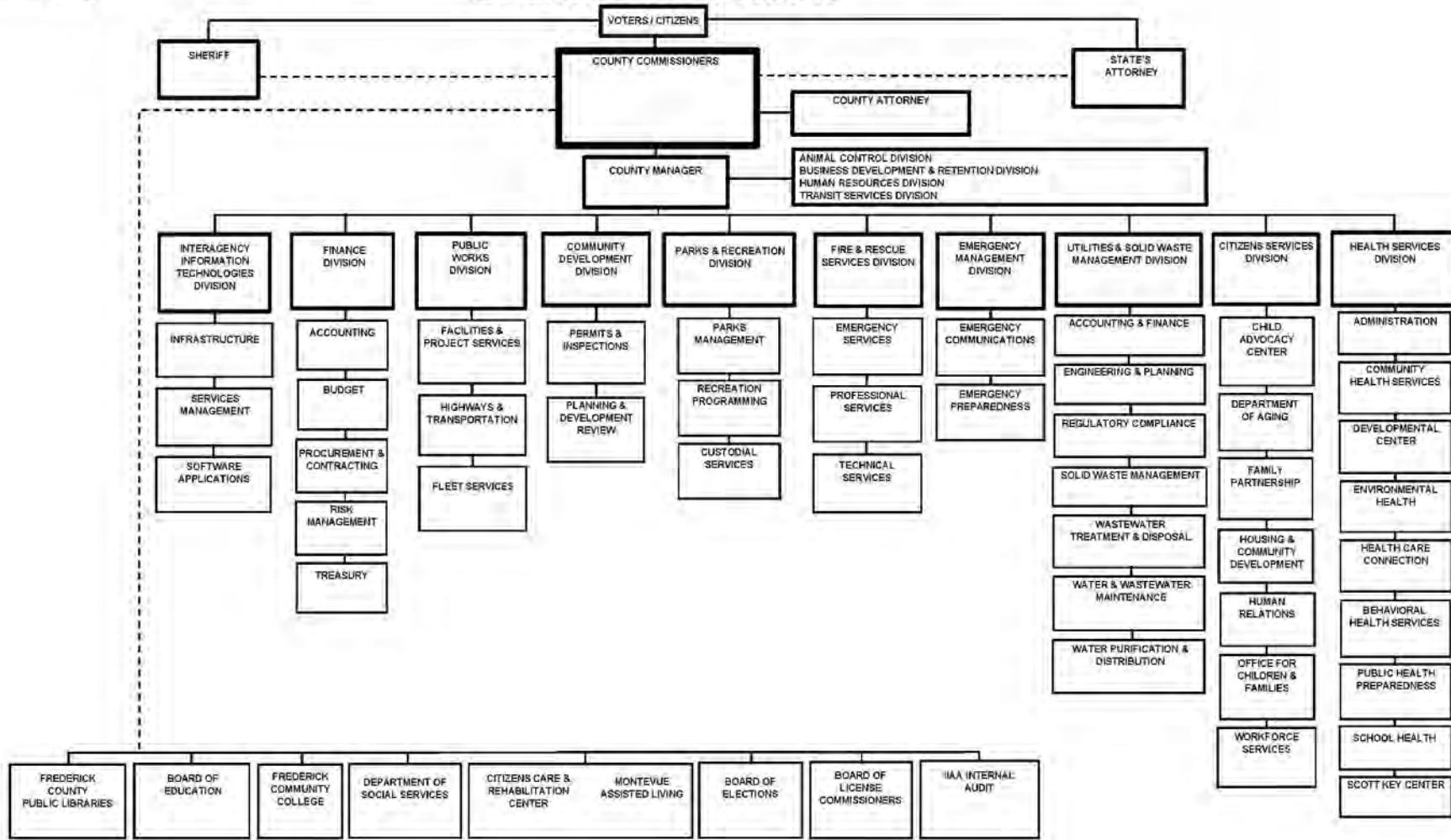
Section 1 of Article 25 of the Maryland Code empowers the Board to appoint a clerk to the Board, and all other officers, agents and employees required for County purposes not otherwise provided by law. The County Code empowers the Board to appoint an attorney to provide it with legal services and a county manager to administer and supervise the daily operations of County staff.

The financial affairs of the County are administered by the Director of Finance. The Director of Finance’s duties include the disbursement of County funds, the keeping and supervision of all accounts, the control of all expenditures on the basis of budgetary appropriations and allotments, the preparation of bond sales, advising on debt management and the preparation of the County’s annual financial report. In addition, the Director of Finance is responsible for the procurement operation, the budget office, the treasurer’s office and the risk management office.

The Frederick County, Maryland Government Organization Chart is found on the next page.

Coordination
Reporting

FREDERICK COUNTY GOVERNMENT ORGANIZATION CHART



Certain Elected and Appointed Officials

Blaine R. Young, President, was elected to the Board of County Commissioners in November 2010, after being appointed by Maryland Governor Martin O’Malley to fill a vacancy on the Board in March 2010. A life-long resident of Frederick County, he graduated from Frederick Community College and Frostburg University. At the age of 26, Mr. Young was elected to the Board of Aldermen for The City of Frederick. He has been an on-air personality for WFMD radio for over 15 years, hosting and co-hosting several features and shows. Mr. Young uses this platform to support various charities and causes. He owns and co-owns several businesses in Frederick County. Active in the community, Mr. Young is a member of various clubs and associations.

C. Paul Smith, Vice President, is serving his first term as county commissioner. In 1978 Mr. Smith received his juris doctor degree from the J. Reuben Clark Law School at Brigham Young University. He is admitted to practice law in all federal and state courts in Maryland and before the U.S. Court of Appeals for the Fourth Circuit and the U.S. Supreme Court. Mr. Smith’s practice consists primarily of family law matters, estate and probate matters, and general civil litigation. He is a member of the state and county bar associations. Mr. Smith is a student of the Constitution, an author, a former alderman of The City of Frederick, a leader in the Boy Scouts of America (BSA), and an Elder in The Church of Jesus Christ of Latter-day Saints. He wrote and published *The State of the Constitution* (2002) and the newsletter that regularly supplements the book, *Constitutional Law Updates* (2001 – present). Mr. Smith has served as scoutmaster five different times and is the immediate past chair of the Catoctin Mountain District of the BSA. He served as a missionary to France (1970-72). In 1988 Mr. Smith published the book, *I Will Send My Messenger*.

Billy Shreve, Commissioner, is serving his first term as county commissioner. He is a commercial realtor and consultant with Real Estate Teams in Frederick, Maryland, licensed in Maryland and Pennsylvania. Mr. Shreve attended Frederick County Public Schools, Frederick Community College receiving an associate in arts degree, and Hood College. He has served as chair of the Frederick County Board of Zoning Appeals and is a past member of the Frederick City Planning Commission. Mr. Shreve is a past president of the local chapter of Habitat for Humanity.

David P. Gray, Commissioner, is serving his fifth term as county commissioner. He served as president of the Board of County Commissioners in his third term from 1998-2002. Mr. Gray also served as a member of the Frederick County Planning Commission from 1979 to 1990. In his first of three consecutive terms, from 1990 to 2002, Mr. Gray successfully advocated for a Frederick County Ethics Ordinance and the county’s first Adequate Public Facilities Ordinance. He received his bachelor’s degree in electrical engineering from the University of Delaware in 1963, and pursued his career in engineering until 1989 when he and his wife partnered in business as tax consultants. Mr. Gray continued his studies in business law, accounting, and computer networking, as well as in corporate and individual tax analysis. He is a licensed NASD investment representative and has achieved IRS status as an enrolled agent.

Kirby Delauter, Commissioner, is serving his first term as county commissioner. Mr. Delauter was raised in Frederick County and graduated from Catoctin High School. He is a veteran of the U.S. Army. Mr. Delauter worked within the construction industry and in 1993 purchased the family business W.F. Delauter and Son, Inc. with current business partner, Mr. Carl Athey. The business was started in 1955 by his grandfather, Mr. Willie F. Delauter, and his father, Mr. Russell Delauter. The business continues to operate today doing projects in Maryland, Pennsylvania, and Virginia. Mr. Delauter also has served on the Thurmont Police Commission and as chair of the Thurmont Board of Appeals.

David B. Dunn, County Manager, was appointed to his position in September 2011. Mr. Dunn joined the county in January 2011 as assistant county manager. Prior to his county employment, Mr. Dunn served as the administrator for the City of Brunswick since 2001. He was responsible for the daily oversight of the police department, public works, water and wastewater treatment plants, accounting, code enforcement, recreation and the planning office. Mr. Dunn also handled hiring, budgeting and grant management duties. He was responsible for the installation and maintenance of the city’s local area network, implementation and management of the website, implementation of webstreaming and live broadcasts for public meetings, negotiation of cell phone carrier installations and citywide broadband wireless service, and oversight of the information technology needs. Mr. Dunn served as the chair of the Frederick County Solid Waste Advisory Committee from 2006 to 2011 and as secretary/treasurer for the Frederick County Chapter of the Maryland Municipal League. He is currently a member of the Frederick County Chamber of Commerce Board of Directors. He received his bachelor’s degree in computer sciences with a secondary concentration in criminal justice in 2000 from the University of Maryland, College Park, Maryland.

John S. Mathias, County Attorney, was appointed to his position in September 1988. Mr. Mathias received his bachelor of arts degree in economics from St. John’s University, Collegeville, Minnesota, in 1976; his law degree from the University of Maryland School of Law, Baltimore, Maryland, in 1979; and his master’s degree in business administration from the University of Minnesota Graduate School of Management, Minneapolis, Minnesota, in 1985. Mr. Mathias was an attorney with the law firm of Murnane, Conlin, White, Brandt & Hoffman in St. Paul, Minnesota, from January 1980 through April

1983. From May 1983 until February 1987, Mr. Mathias was an attorney with Tenneco Oil Company in Houston, Texas. From February 1987 until September 1988, Mr. Mathias was an assistant attorney general in the Antitrust Division of the Office of the Attorney General of Maryland in Baltimore, Maryland.

Lori L Depies, CPA, Director, Finance Division, was appointed to her position in August 2011. Before becoming director of the Finance Division, Ms. Depies served as the director of the Department of Treasury for five years and for three years as an accounting team leader for the general fund, various enterprise funds, the pension fund, and component units. Prior to her employment with Frederick County, Ms. Depies was the controller for Washington Aluminum Company, Baltimore, Maryland, as well as the subsidiary operation in Pennsylvania. Her career in this manufacturing operation totaled 10 years. In addition, she served as a staff accountant for five years at Home Federal Savings Bank, Hagerstown, Maryland. Ms. Depies received her bachelor's degree in accounting from Frostburg State University. She is a certified public accountant and a member of the American Institute of Certified Public Accountants, the Government Finance Officers Association, and the Maryland Government Finance Officers Association. Ms. Depies also serves as the trustee for both the Employees' Retirement System and the Other Post Employee Benefits (OPEB) Trust Fund for Frederick County.

Thomas J. Meunier, P.E., Director, Public Works Division, was appointed to his position in July 2010. Before becoming director of the Public Works Division, Mr. Meunier was the department head of Frederick County's Department of Highways and Transportation from 2000 to 2010. Mr. Meunier has worked for Frederick County since December 1984 and has progressively been promoted through the ranks to his current position of director. Prior to working for Frederick County, Mr. Meunier worked for a private consulting firm in Frederick. Mr. Meunier earned his bachelor of science degree in civil engineering from West Virginia University and is a licensed professional engineer in the state of Maryland. He is a member of the County Engineers Association of Maryland (CEAM) and the American Society of Civil Engineers. He served on CEAM's Board of Directors and is on the Frederick Area Committee on Transportation (FACT).

Kevin L. Demosky, Director, Utilities and Solid Waste Management Division, was named director in May 2011 after having been acting director since December 2010. Prior to that Mr. Demosky had been deputy director since August 2005. He was the department head for the Department of Engineering and Planning between April 2000 and August 2005. Mr. Demosky began his career with Frederick County in 1988 as a design engineer. Prior to his employment with Frederick County, Mr. Demosky was a staff engineer for William H. Gordon and Associates in Reston, Virginia. In 1987 he earned a bachelor of science degree in civil engineering from the West Virginia Institute of Technology (now WVU Tech) in Montgomery, West Virginia, and an associate in arts degree from Hagerstown Junior College, Hagerstown, Maryland.

Eric E. Soter, Director, Community Development Division, was appointed to his position in February 2011 following a reorganization of the Economic Development, Planning, and Permitting and Development Review Divisions. Mr. Soter began his career with Frederick County in March 2002 serving as the director of the Department of Planning and Zoning and recently serving as the director of the Planning Division since October 2007. Prior to his employment with Frederick County, Mr. Soter served as urban design director for the City of Gaithersburg, Maryland, from 2001-2002, and as senior staff planner from 1999-2001. He also was employed with Carroll County Government from 1997-1999 as a transportation/comprehensive planner, and an associate planner with the Baltimore Metropolitan Council, a regional Metropolitan Planning Organization, from 1994-1997. In 1994 Mr. Soter earned a dual Bachelor of Science degree in geography and economics from Towson University, Towson, Maryland, and also earned a certificate in cartography and graphics. Mr. Soter is a member of the Maryland Association of Counties – Planners Affiliate and the American Planning Association (APA), as well as the Maryland Chapter of the APA.

Helen Riddle, Acting Director, Business Development and Retention Division, was appointed to her position in February 2012 following the reorganization of the Office of Economic Development to the Business Development and Retention Division. Ms. Riddle began her career with Frederick County in May 1992 with Frederick County Workforce Services. In October 2007 she was hired by the Office of Economic Development and has served as the deputy director and senior business development specialist where her focus has been the biotechnology industry, fast track permitting in Frederick County, marketing, and working with the Frederick County municipalities. She has 13 years of experience managing programs and staff and coordinating projects. Ms. Riddle serves on the Frederick County Workforce Development Board's Youth Council and is a member of Maryland Economic Development Association (MEDA), the National Association of Workforce Development Professionals, and the International Economic Development Council (IEDC). Ms. Riddle was a Frederick Community College contract instructor for 10 years. She graduated from Mount Saint Mary's University with a bachelor of science degree in psychology.

Remuneration of Certain County Officials

The following table presents the annual remuneration for certain County officials as of July 1, 2012:

<u>Official Title</u>	
County Manager	\$138,864
County Attorney	166,458
Director of Utilities and Solid Waste Management	137,912
Director of Public Works	138,182
Director of Community Development	149,683
Director of Finance	121,288
Acting Director of Business Development and Retention	96,315

Source: Frederick County Finance Division.

Investment of County Funds

County funds are invested by the Director of Finance in accordance with the County's investment policy which conforms to State of Maryland law on the investment of public funds. The County does not leverage its investment portfolio, buy reverse repurchase agreements or enter into interest rate swaps or other derivatives. It does no borrowing or lending of securities. The County invests primarily in obligations of the United States government, its agencies or instrumentalities, repurchase agreements, and bankers' acceptances. The repurchase agreements into which the County enters are collateralized by United States government treasury obligations and obligations of agencies and instrumentalities of the United States government, held by an independent third party custodian and marked to market daily.

Retirement and Pension Programs

Frederick County employees either participate in the Frederick County Employees Retirement Plan (employer sponsored defined benefit plan), the Frederick County Defined Contribution Plan (employer sponsored defined contribution plan) or the Maryland State Retirement and Pension systems which are cost sharing multiple-employer pension plans administered by the State of Maryland.

Plan Descriptions

Single-Employer Pension Plan

The Frederick County Employees' Retirement Plan (the "County Plan") was established on July 1, 1993, under authority created by State legislation and Section 2-2-2 of the County Code. Benefit provisions of the plan were adopted by ordinance after a public hearing.

County employees hired prior to July 1, 1993, participation in the Plan was optional and employees had the right to elect to transfer to the County Plan from the Maryland State Retirement or Pension System.

County employees hired on or after July 1, 1993, participation in the County Plan is a condition of employment with the County. Participation classification is based on the employee's status as either "uniformed" or "non-uniformed." County employees who meet these requirements are referred to as "qualified" or "covered" employees. An employee must work 700 hours per year to be eligible for benefits. Members of the Board of County Commissioners are not eligible to participate in this Plan. In addition, grant funded employees hired or rehired after June 30, 2012, and employees of Citizens Care and Rehabilitation and Montevue Assisted Living hired or rehired after June 30, 2012 are not eligible to participate in this Plan.

Non-Uniformed Employees are required to contribute 6% of their base pay to the Plan. Uniformed Employees are required to contribute 9% of their base pay to the Plan. The benefits payable under the County's Plan are funded by employee and employer contributions

Uniformed Employees hired on or before June 30, 2011 may retire at the earlier of age 50 or 20 years of eligible service; Uniformed Employees hired on or after July 1, 2011 may retire at age 55 or 25 years of eligible service. Vesting begins after five years of service. Retirement benefits are calculated by formula which provides a retirement income of approximately 50% to 66% of average pay depending on length of service. Early retirement benefit option is not provided.

Non-Uniformed Employees hired on or before June 30, 2011 may retire at the earlier of age 60 or 25 years of service and are 100% vested after five years of service. Non-Uniformed Employees hired on or after July 1, 2011 through June 30, 2012 may retire at age 65 or 30 years of service and are 100% vested after five years of service. Non-Uniformed Employees hired on or after July 1, 2012 may retire at age 65 or 30 years of service and are 100% vested after ten years of service. Retirement benefits are calculated by formula which provides a retirement income of approximately 50% to 60% of average pay depending on length of service. An early retirement benefit option is available with reduced benefits at age 55 with 15 years of service.

Cost-Sharing Multiple-Employer Pension Plans

The Employees' Retirement System of the State of Maryland (the "Retirement System") covers employees hired prior to January 1, 1980, who did not elect to transfer into the County Plan. The Pension System for Employees of the State of Maryland (the "Pension System") covers employees hired between December 31, 1979, and June 30, 1993, plus Retirement System participants who have voluntarily joined the Pension System, less employees who elected to transfer into the County Plan. New provisions of the Pension System were adopted by State legislation effective July 1, 2006, and by local resolution effective May 21, 2007. The Retirement System and the Pension System are hereinafter jointly referred to as the "State Systems."

Under the terms of the Retirement System, a member may retire after 30 years of service regardless of age, or at age 60 or over, with at least five years of service. A member is eligible for vesting after five years of service; however, the contribution must be left in the Retirement System in order to qualify for benefits at age 60.

Under the terms of the Pension System, a member may retire after 30 years of service regardless of age, at age 65 with two years of service, at age 64 with three years of service, at age 63 with four years of service, or at age 62 with at least five years of service. An employee may also take early retirement with reduced benefits at age 55 with 15 years of service. A member is vested after five years of service however, the contribution must be left in the Pension System in order to qualify for benefits at age 62.

Benefits under the Retirement System and the Pension System are established under Titles 22 and 23, respectively, of the State Personnel and Pensions Article of the Maryland Code.

Under Titles 22 and 23 of the Maryland Code, both the Retirement System and the Pension System are jointly contributory. Members of the Retirement System contribute 7% of their gross employee compensation. Members of the Pension System currently contribute 5% of their gross employee compensation. New provisions of the Pension System were adopted by the State legislation effective, July 1, 2011 which will require members to contribute 7% of their gross employee compensation. The benefits payable under the State Systems not funded by employee contributions are funded entirely by the County.

Employer Sponsored Defined Contribution Retirement Plan

The Frederick County Maryland Defined Contribution Plan was established on July 1, 2012 under authority created by State legislation and Section 2-2-2 of the County Code. Benefit provisions of the plan were adopted by ordinance after a public hearing. The defined contribution retirement plan (the "Plan") was established for employees of Frederick County Government classified as "grant funded" and employees of Citizens Care and Rehabilitation Center and Montevue Assisted Living hired, or rehired, by the County on and after July 1, 2012. Employees contribute 4% of base pay and the County contributes 4% of base pay. Vesting begins after two years of service; employees are 100% vested at six years of service. Normal Retirement Age is age 65.

Funding Status and Progress

Single-Employer Pension Plan

The actuarial accrued liability was determined as part of an actuarial valuation at July 1, 2011 for the County Plan. At July 1, 2011, the unfunded actuarial liability (i.e., actuarial accrued liability less actuarial value of plan assets for the plan) was as follows:

Actuarial accrued liability:

Active participants	\$222,550,224
Vested terminated participants	9,999,269
Retired participants, beneficiaries and disabled participants.....	<u>116,411,015</u>
Total actuarial accrued liability.....	348,960,508
Actuarial value of plan assets.....	<u>288,173,951</u>
Unfunded actuarial liability.....	<u><u>\$ 60,786,557</u></u>

Contributions Required and Made

Single-Employer Pension Plan

Funding policy for the County Plan provides for periodic contributions based upon actuarial valuations. The projected unit credit cost method is the actuarial cost method used to determine the County's normal cost and the unfunded actuarial accrued liability. The County Plan's unfunded actuarial accrued liability of \$60,786,557 is attributable to plan changes, cumulative gains/losses and assumption changes. Plan changes are amortized over a closed 30-year period and the cumulative gains/losses and assumption changes are amortized over an open 15-year period. As of July 1, 2011 there are three plan change bases which are currently outstanding – the COLA plan change (16 years remaining), the July 1, 2000 plan improvements for all employees (18 years remaining), and the disability plan change (27 years remaining). All amortization payments are calculated as a level percent of payroll which is assumed to increase an average of 3.5% each year for the Non-Uniformed Employee payroll and 7.0% for the Uniformed Employee payroll.

The County's actual contributions to the plan for fiscal year 2011 of \$20,207,459 were made in accordance with an actuarial valuation made at July 1, 2010 and an estimated \$20,934.406 for fiscal year 2013 will be made.

Cost-Sharing Multiple-Employer Pension Plans

Due to the withdrawal of the County from the State Systems for all hires after June 30, 1993, the State calculated a net unfunded amount due from the County. The liability as of June 30, 2012 will be \$773,692. The County has one remaining payment due December 30, 2012.

Employer Sponsored Defined Contribution Retirement Plan

The County funding of this plan is solely based on a 4% employer contribution determined by the payroll associated with employees classified as "grant funded" and employees of Citizens Care and Rehabilitation Center and Montevue Assisted Living hired on or after July 1, 2012.

Other Post-Employment Benefits

The County provides its retirees with other post-employment benefits ("OPEB"). The County has historically funded its program on a pay-as-you-go basis, but is now required to account for OPEB on an actuarial basis (beginning in fiscal year 2008 in accordance with GASB No. 45). The County's actuary has determined, as of July 1, 2012, that the County's actuarial accrued liability ("AAL") related to active and retired County employees is \$175,466,000. This figure uses a 7.50% discount rate based on the assumption that the County will invest through a trust fund dedicated to paying OPEB. The annual other post-employment benefit cost ("AOC") as of July 1, 2012, is \$14,192,000. The County contributed \$11,729,902 for fiscal year 2011 and the budget for fiscal year 2012 has contributions to the trust fund at \$19,252,000. These calculations assume a five-year phase-in for fiscal year 2011 and contributions at the annual required contribution level for fiscal year 2012 with the cumulative net OPEB obligation amortized over a closed 30-year period. The County has budgeted \$14,192,000 in contributions for fiscal year 2013.

Labor Relations

As of June 1, 2012, the County employed 2,135 regular employees, which includes regular part-time employees. The County has a merit system including a formal appeal and grievance process. Some County employees are members of the Maryland Classified Employees Association or the American Federation of State, County and Municipal Employees, but do not have the right to collective bargaining. The County has not experienced a work stoppage due to labor disputes and considers its relationships with employees to be satisfactory.

Effective July 1, 2005, State law allowed the County to enact an ordinance allowing voluntary collective bargaining concerning wages and benefits between the County and a duly certified organization representing employees of the County's Division of Fire & Rescue Services ("DFRS"). While the County did enact an ordinance in March 2006, no bargaining took place for fiscal year 2008 because the organization representing DFRS employees failed to obtain certification within the allotted time. The County also decided not to participate in bargaining for fiscal year 2009 and 2010. Collective bargaining was conducted with the certified representative specified DFRS employees for fiscal years 2011, 2012, and 2013-14..

The State law also authorized the certified representatives of certain full time deputy sheriffs and corrections officers in the Frederick County Sheriff's Office to collectively bargain with the Sheriff concerning wages and benefits. The Sheriff has engaged in collective bargaining with the certified representatives for both of these groups for fiscal years 2009, 2010, 2011-2012, and 2013-2015. Any additional funding that is required as a result of collective bargaining by the Sheriff is subject to the approval of the Board of County Commissioners.

Strikes on the part of the employees of the DFRS and deputy sheriffs and corrections officers in the Frederick County Sheriff's Office are not permitted.

The Frederick County Teachers Association represents the certificated employees (teachers) employed by the Board of Education. The Frederick County Teachers Association negotiates employment agreements that include rates of compensation with the Board of Education. Such negotiated agreements are not binding on the County. The County approves funding for the Board of Education.

Insurance

The County maintains commercial insurance for general liability, automobile, workers' compensation, law enforcement, public officials' liability, and catastrophic coverage. The County is required to provide unemployment insurance coverage for County employees.

Leases and Other Contracts

The County is financing the purchase of numerous pieces of telecommunications, highway, and fire and rescue equipment through various lease arrangements to be paid off over the next eight years.

The following is a schedule, by fiscal year, of the projected future minimum lease payments as of June 30, 2012, for all lease-purchase agreements:

<u>Fiscal Year</u>	
2013	\$1,314,358
2014	816,995
2015	584,376
2016	584,376
2017	<u>337,961</u>
Subtotal	3,638,066
Less amount representing interest	<u>(121,172)</u>
Present value-net minimum lease payments	<u>\$3,516,894</u>

Frederick County is committed under various leases for building and office space, the majority of which are cancelable. These leases are considered for accounting purposes to be operating leases. Operating lease expenditures for fiscal year 2011 were \$1,251,047.

In addition to contracts for goods and services incurred in the ordinary course of business of the County, the County is party to numerous other contracts, primarily with engineers, architects and contractors relating to capital projects. Funds necessary to meet the County's obligations in respect to such contracts have been appropriated.

Independent Agencies

Nine independent agencies submit yearly requests for funding to the County. These requests are subject to the County's budgetary process and must be approved by the Board. These agencies are the Citizens Care and Rehabilitation Center; Montevue Assisted Living; the Board of Education; Frederick Community College; the Department of Social Services; the Interagency Internal Audit Division; the Board of License Commissioners; the Board of Elections; and Frederick County Public Libraries. Except for the Board of Education and Frederick Community College, whose board members are elected or appointed by the Governor of Maryland, members of the boards of the remaining agencies are either appointed by the Board or are designated members of other County agencies. The Board of Education, Frederick Community College and Frederick County Public Libraries are accounted for as component units. Citizens Care and Rehabilitation Center and Montevue Home are accounted for as separate enterprise funds but have a common board of trustees. All other agencies are funded for in whole or in part by the County's General Fund.

CERTAIN SERVICES AND RESPONSIBILITIES

Through its various departments, offices and related independent agencies (see "COUNTY GOVERNMENT AND ADMINISTRATION"), the County is responsible for supplying the following services:

Education

The Board of Education is responsible for the overall operation and policy decisions of the County's 64 schools. The Board of Education is comprised of seven members who are elected to serve four-year terms. For the 2011-2012 school year, the Board of Education, exercised control over 36 elementary, 13 middle schools, 10 high schools, and 5 vocational and special education facilities accommodating 40,487 students, an increase of 251 from the previous year.

During the 2011-2012 school year, the teacher/student ratio was approximately 1 to 15. In June 2012, 3,031 students received high school diplomas.

The County's largest General Fund appropriation in its adopted fiscal year 2013 budget is \$237,841,221 for operating expenditures for public education. County appropriations for operating expenditures constituted a 3.54% increase over approved operating expenditures by the County for public education in fiscal year 2012. County funds for educational purposes are requested and appropriated in accordance with categorical classifications delineated by the Education Article of the Maryland Code. County appropriations for capital expenditures for public education are \$9,372,500 in fiscal year 2013. The County expects to receive State and Federal aid of \$281,521,203 and \$17,692,273 for operating and capital expenditures, respectively, for public education during fiscal year 2013.

Frederick Community College is a two-year community college offering three separate curricula: a transfer curriculum for those who wish to obtain a bachelor's degree; an occupational curriculum for those who seek entry-level employment; and a continuing education program for those who wish to upgrade basic skills or occupational skills. For fiscal year 2012, which includes summer II 2011, fall 2011, January 2012, Spring 2012, and Summer I 2012 terms, 18,416 students enrolled in the academic programs of the College. Credit enrollment included 7,404 total headcount for Fall; 695 for January term; 7097 for Spring; and 3,220 for Summer I & II. Additionally, there were 16,592 registrations for the non-credit continuing education programs during the 2010-2011 academic year and 15,489 the 2011-2012 academic year.

The fiscal year 2013 operating budget for Frederick Community College is \$47,731,631. Of this amount, 29% was appropriated from the County's General Fund. The balance of the College's funding is derived from a combination of State aid, student tuition and other miscellaneous sources. Additionally, the County funds certain capital improvements and renovations annually. New construction funding is usually shared by the County and State. The County's funding of the College's fiscal 2013 capital budget is \$2,450,000.

Hood College and Mount St. Mary's University, private four-year liberal arts colleges, are located within Frederick County, but receive no funding from the County.

Police and Fire

The Frederick County Sheriff's Office is a full-service law enforcement agency, providing law enforcement services, correctional services and judicial support services to the citizens of Frederick County. The Sheriff's Office serves the community by protecting life and property, preventing crime, and preserving peace, order and safety.

The Sheriff's Office is comprised of two bureaus, the Law Enforcement Bureau and the Corrections Bureau. The Law Enforcement Bureau consists of the Administrative Services Division and the Operations Division and is staffed with 169 sworn and 81 civilian personnel. The Corrections Bureau consists of Administrative Services, Community Services, Inmate Services and Security Operations and is staffed with 147 personnel. The Sheriff's Office is an accredited agency through the Commission on Accreditation for Law Enforcement Agencies, the National Commission on Correctional Health Care, and Maryland Commission on Correctional Standards.

In addition to traditional law enforcement services, the Law Enforcement Bureau offers a wide variety of support services to the citizens of Frederick County, including: victim services, domestic violence follow-up, school resource officer program, school crossing guard program, crime prevention programs, youth services programs, child safety programs, senior safety programs and child support enforcement.

The Corrections Bureau operates the Frederick County Adult Detention Center which is a full service correctional facility offering not only traditional incarceration, but all available alternatives to incarceration including: pretrial release (supervised release), home detention (electronic monitoring), alternative sentencing (community service hours) and work release. The Corrections Bureau also staffs a full service central booking facility, which processes all offenders arrested within Frederick County so that police officers can return to their patrol duties faster. At any given time, the Corrections Bureau supervises over 1,000 offenders a day.

Since April, 2008, the Frederick County Sheriff's Office has partnered with the Department of Homeland Security Immigration and Customs Enforcement to participate in the 287(g) Immigration Enforcement Program. This program, written into federal law, allows for deputies and correctional officers trained under the program to perform specific functions to enforce the federal immigration laws of the United States. The Corrections Bureau also participates in a Federal Inter-Governmental Services Agreement with DHS/ICE to provide temporary housing for criminal illegal aliens being detained for deportation when bed space is available at the Frederick County Adult Detention Center. The contract provides for Frederick County to receive reimbursement for the costs associated with the housing of those detainees.

The Frederick County Fire & Rescue Services Division ("DFRS") provides fire, rescue and emergency medical services in conjunction with 26 volunteer fire/rescue companies operating from 30 stations. DFRS is comprised of 327 uniformed personnel responding with approximately 600 volunteers. Emergency response vehicles include 55 pumper, 8 aerials, 12 tankers, 9 squads, 27 brush trucks, 35 ambulances, and 8 medic units.

All volunteer companies receive funding for operating expenses and equipment through the County budget process. Private donations and fundraising remain significant sources of funding for volunteer company vehicles and buildings.

Fire tax districts provide tax revenues for DFRS firefighters and paramedics and for capital expenditures such as vehicles and stations. The first County-funded station opened in 2002 south of the City of Frederick. The second station, located in Spring Ridge, opened in August 2007. The County bills for ambulance services.

In 2001, fire tax districts were consolidated into two districts. The Urban Tax District funds 24/7 career staffing for the majority of Frederick County. The Suburban Tax District funds only weekday 12 hours/per day career staffing.

Emergency Management

The Division of Emergency Management is comprised of an Administrative Office and two operational departments that include Emergency Communications and Emergency Preparedness. The Administrative Office provides supervision for Departmental activities as well as leadership and coordination for strategic projects. The Division Director serves as the County Director of Emergency Management for the responsibilities identified in Title 14, Section 109 of the Annotated Code of Maryland and is supported by an Administrative Assistant.

The Department of Emergency Preparedness coordinates the emergency mitigation, preparedness, response, and recovery efforts of Frederick County Government with appropriate public and private partners, including the management of Federal, State, or private grants to support program activities. The Department coordinates activities across different functional areas of the County government, and vertically between different levels of government. The Department of Emergency Preparedness is comprised of four personnel.

The Department of Emergency Communications operates the public safety answering point for Frederick County which answers all 9-1-1 calls in Frederick County and operates the County's public safety radio system. The Department is

responsible for the dispatch of County fire, rescue and ambulance services; the Frederick County Sheriff's Office; the Brunswick and Thurmont Police Departments; Frederick County Animal Control, and various other County agencies. Over 145,000 9-1-1 calls were received in addition to over 157,000 non-emergency calls, resulting in over 195,000 incidents being dispatched in 2011. The Department of Emergency Communications is comprised of 47 personnel.

Community Development

The Community Development Division was organized in February of 2011 and includes the Department of Planning and Development Review and the Department of Permits and Inspections. The reorganization provided a unified vision of the Planning, Development Review, Permitting, and Inspections functions to insure that efforts undertaken to attract, retain, and expand employment opportunities are grounded in a shared vision developed through community based planning. In addition, the reorganization provided a central location for applicants involved in land development applications and processes from the time of land use planning and rezoning, to permitting and building occupancy. The Division encompasses a number of offices including Long Range Planning, Development Review, Zoning Administration, Sustainability and Environmental Resources, Permitting Services, Life Safety/Plan Review, and Inspection Services. The County's Community Development Division is currently administered by a staff of 62.

Planning and Development Review

The newly created Department of Planning and Development Review consolidated the Comprehensive Planning, Development Review, and Sustainability & Environmental Resources functions within the County and is administered by a staff of 30.

The mission of Planning is to provide for the safe, orderly, and coordinated growth and development of Frederick County. This is accomplished through a comprehensive program of short and long range planning and zoning activities to ensure that all facets of the County's growth, as well as valued resources, are properly planned with regard to their future utilization and/or protection. This mission is accomplished through implementation of several plans and programs.

The County has maintained a comprehensive planning program since 1956. This program has included long and short-range planning, zoning and land use management and preservation functions. The planning functions are carried out through a number of citizen boards and commissions.

The Frederick County Planning Commission was created in 1955 with the responsibility of preparing and administering plans and development regulations for the County. The Board appoints seven members of the Planning Commission to five year terms and one member is a County Commissioner serving in an ex-officio capacity. The Commission holds regular public meetings to review development and planning items. The members represent a diversity of viewpoints including agriculture, business, professional services, civic groups and environmental perspectives. The Planning Commission has final authority over site plans, subdivision plats, planned development approvals, modifications to the subdivision regulations and determination of adequate public facilities for new developments. On items such as zoning map amendments, zoning or subdivision text amendments and adoption of countywide and regional plans, the Planning Commission has an advisory role through the provision of a recommendation to the Board of County Commissioners, who has the authority to adopt, change or amend plans and regulations.

The planning function is further carried out by the Frederick County Board of Appeals, which was established in conjunction with the original Zoning Ordinance in 1959. The Board of County Commissioners appoints 5 members and 1 alternate member to the Board of Appeals to staggered 3-year terms. The Board of Appeals adopts its own administrative procedures and has the powers to: hear and decide appeals where it is alleged there is an error in any order, requirement, decision or determination made by an administrative official in the enforcement of the Zoning Ordinance; hear and decide special exceptions authorized in the Zoning Ordinance; and authorize, upon appeal in specific cases, a variance from the terms of the Zoning Ordinance.

Other boards and commissions include the Agricultural Preservation Advisory Board, the Agricultural Reconciliation Committee, the Historic Preservation Commission and the Monocacy Scenic River Advisory Board.

The County's Comprehensive Plan (the "Plan") was first adopted in 1959 and has been reviewed periodically, with the latest comprehensive revision adopted in April of 2010. The current Board of County Commissioners is re-examining the 2010 plan and has undertaken a process to amend the existing land use designations to restore some of the changes adopted in the

2010 plan. The County has an active program for the review and update of its planning program and development regulations in order to assure their adequacy and timeliness for future growth. The County has adopted a planning process, which calls for the Countywide Plan to be reviewed and updated every six years.

The Comprehensive Plan provides goals and policies for the County's future development as well as recommendations for land use, public services, highways, and utilities including schools, parks, libraries, water and sewer. The Plan is implemented through the County's zoning ordinance, which was last comprehensively updated in 2010. The County maintains and annually updates a six-year Capital Program of public improvements related to development and service needs; semiannually updates a Master Water and Sewer Plan; and biennially updates a Solid Waste Plan. In December 1991, the County adopted an Adequate Public Facilities Ordinance (APFO) to coordinate the timing of development with the adequacy of public facilities such as schools, roads, and water and sewer. The APFO was recently updated with comprehensive amendments to the roads section completed in September 2011 and revisions to the schools section in July 2011. In July 1993, an impact fee was adopted to partially offset the capital costs of new school construction. The impact fee was expanded in January 2001 to include capital costs of library facilities and to provide for an annual adjustment to reflect the construction cost index. In July 2011 amendments to the schools APFO provided a construction fee option, which may generate additional funding for school construction projects. The County also has established an Agricultural Preservation Program, which provides for farmland preservation through voluntary farm districts as well as easement acquisitions. See "ECONOMIC AND DEMOGRAPHIC FACTORS – Agriculture".

The mission of Development Review is to provide the highest possible level of customer service in a predictable and efficient manner while assuring compliance with zoning and development guidelines. Development review is responsible for Land Development in the County, and is comprised of several sections. The core services include:

- Development Review Planning – responsible for review of site development plans and subdivision plan, administering subdivision regulations and related planning/land development ordinances
- Development Review Engineering – responsible for approving plans and permits associated with stormwater management, roads, storm drains and grading
- Environmental Compliance – responsible for enforcing sediment control, stormwater management and forest resources ordinance code requirements

Sustainability and Environmental Resources functions were formally established in 2008 with the intent to integrate sustainable practices into County operations and provide committed environmental leadership to the community-at-large. The Sustainability and Environmental Resources mission is to advance practical solutions for protecting the environment, conserving energy and living sustainably in Frederick County. Currently, these offices oversee several functions: sustainability performance and planning, financial/grant management, policy development, energy and emissions management, education, outreach and training as well as watershed management.

The Watershed Management functions include compliance with the National Pollutant Discharge Elimination System (NPDES) Municipal Separate Storm Sewer System (MS4) storm water permit. To do so, the Watershed Management Section identifies resources and impairments, maps them in GIS, monitors water bodies, conducts studies and management programs, performs outreach and education, identifies solutions to stream impairments in urban areas, and corrects problems found in urban streams. Watershed Management has multiple sources of State and Federal funding and technical assistance to perform natural resource assessments for wetlands, forests, and streams. In order to identify, protect, and restore high-quality natural resources and the systems needed to support them, watershed staff have been working with organizations inside of Frederick County, as well as outside, to put together a Green Infrastructure program. Green Infrastructure is a priority for the Environmental Protection Agency and is tied to funding opportunities and regulatory programs.

Permits and Inspections

Permits and Inspections continues with the mission of providing a "one-stop" location for all activities relating to the issuance of building, plumbing, electrical and gaming permits. These activities include issuance and inspection of Life Safety requirements for fire suppression and alarm systems as well as review of plans and permits. The Department of Permits and Inspections is administered by a staff of 32.

Business Development and Retention

Functions within the Business Development and Retention Division are administered by a staff of 5.5 and include efforts to retain and foster the growth of existing businesses in Frederick County and to attract new businesses that bring career opportunities and enable Frederick County citizens to work where they live.

The County is made up of a diverse business community and supports and cultivates the growth of entrepreneurship. The County boasts a supportive and business friendly climate as well as a strategic location, a highly skilled and well-educated workforce, an award winning educational system and an array of business associations and agencies to assist and foster the growth and success of businesses.

As both the national and state economies continue to shed jobs, Frederick County had the 11th lowest percentage job losses out of 24 counties in Maryland for the period of third quarter 2007 through third quarter 2011 representing a net total of 3,800 jobs lost at 4.06 percent. The State of Maryland lost a total of 64,385 jobs for a decrease of three percent for the same timeframe. The industries that experienced the most growth in employment in the private sector were the professional and business services, and the education and health services industries. The average wage per worker was \$893 per week, up twelve percent since the 3rd quarter 2007.

The County's first business incubator, the Frederick Innovative Technology Center, Inc. ("FITCI"), was officially opened in January 2005. In seven years, FITCI has graduated fourteen clients who have leased over 87,000 SF of local commercial space. FITCI's tenant companies have created over 200 new jobs in the last six years with a payroll value of these jobs to Frederick County estimated at \$15 million to \$20 million. FITCI has generated a 506 percent return on investment and leverages its funding by attracting over \$3.00 for every \$1.00 of local funding.

The County has experienced significant growth in the bioscience and advanced technology industries over the past few years. The growth is due in part to the County's access to the Federal labs and other public and private high tech facilities in the region. The location of Fort Detrick in Frederick is also a major contributor to the growth of the life sciences industry in Frederick County. Fort Detrick is home to the National Cancer Institute and the U.S. Army Medical Research Institute of Infectious Diseases, which is the lead medical research laboratory for the nation's biological defense program, and is home to the new National Interagency Biodefense Campus.

Manufacturing plays an important role in Frederick County's diverse economy. In 2011, there were over 170 manufacturing establishments employing approximately 4,737 people, paying an average of over \$66 million in annual wages. Average annual wage rates for this sector are 32 percent greater than the annual wage per worker in the private sector and annual wages have seen an 11 percent increase over the past five years.

Roads and Highways

Frederick County is served by I-270 of the federal interstate highway system running northwest from Washington, D.C., to the City of Frederick and I-70 running west from Baltimore to and continuing through Frederick County. U.S. 15 runs north and south of the City, U.S. 340 runs south of the City and U.S. 40 runs east and west of the City.

The County-owned and maintained road system of approximately 1,271 miles supplements approximately 39 miles of State-maintained and federally aided interstate highways and approximately 308 miles of additional State-maintained primary and secondary roadways serving Frederick County. The County budget included capital and operating expenditures of \$14,293,315 and \$14,354,664, respectively, for the County's road system in fiscal year 2013. State Highway User Revenues to the County for highway maintenance through State-shared taxes was budgeted to be \$1,209,400 in fiscal year 2013.

Health

The County provides various health services to its citizens through the Health Services Division ("HSD"). HSD, alone or in conjunction with the Maryland Department of Health and Mental Hygiene and Maryland Department of the Environment, is responsible for the enforcement of all State and local health and sanitation laws. The HSD also provides services in the areas of nutrition, maternal and child health, dental health for children, school health, communicable disease control, public health emergency response, early intervention services for children with developmental disabilities, employment for persons with developmental disabilities, behavioral health treatment and prevention services, geriatric evaluations, food service facility inspections, and well and septic inspections. Funding for the HSD is shared among County funds, both matching and non-matching, State and Federal funds, and client fee collections.

Health Care

Frederick Regional Health System (FRHS) is a not-for-profit healthcare delivery system serving Frederick County and surrounding areas. FRHS consists of Frederick Memorial Hospital, Monocacy Health Partners, Monocacy Insurance Limited,

and Frederick Health Services. FRHS operates from multiple sites in Frederick County including an acute care hospital licensed for 309 beds with over 20,000 admissions and 84,000 Emergency Department visits. FRHS employs 2,800 staff.

FRHS operates a Regional Cancer Therapy Center consisting of radiation therapy, chemo therapy, and cyberknife. Other ambulatory operations located throughout Frederick County are FMH Rosehill (imaging, laboratory, rehabilitation and vascular lab), FMH Crestwood (women's center, imaging, lab, rehab and physician offices), FMH Urbana (imaging, lab and physician offices), Mt. Airy (imaging, lab, rehab and physician offices), Corporate Occupational Health, Home Health, Home Medical, Hospice of Frederick County (Hospice, Palliative Care, Kline Hospice House), FMH Diabetes Center, FMH Wellness Center, Frederick Surgical Center, and three Immediate Care Centers (Frederick, Mt. Airy and Urbana) which provide walk-in care for non-life threatening conditions. FRHS also operates a pre-natal Center for the underserved population on its hospital campus.

FRHS operates several physician practices located throughout the county including family practice, medical oncology, urology, breast surgery, thoracic surgery, orthopedic surgery, pediatric hospitalists, wound care/hyperbaric, and pain & palliative care.

In addition to the FRHS facilities there are 3 imaging centers, 3 labs, 2 urgent care centers, and 7 outpatient surgery/endoscopy centers. There are numerous rehab and wellness centers. Several physicians also have X-ray, rehab, and wellness components in their offices. There are approximately 400 physicians practicing in Frederick County.

Nursing Home and Assisted Living Facilities

The County operates a licensed 170-bed comprehensive and skilled nursing care facility, Citizens Care & Rehabilitation Center, in the City of Frederick. The average occupancy rate for fiscal year 2011 was 79%. Occupancy rates are estimated at 83% in fiscal year 2012 and 96% in fiscal year 2013. The primary third-party reimbursement is through Medicaid. Operating expenses for fiscal year 2011 were \$16,010,467. Budgeted expenses for fiscal year 2012 are \$18,275,665 and fiscal year 2013 are \$20,171,714. The increase for fiscal year 2012 reflects the anticipated move to a new facility where the occupancy was expected to increase to 93% by the end of the fiscal year; however, the new facility did not open until July 10, 2012. The fiscal year 2013 budget includes 163 full time equivalent positions, consisting of full-time and part-time personnel. During fiscal year 2012, the dietary and business office functions were outsourced resulting in a reduction in FTEs.

Located adjacent to the nursing home is the Montevue Home, a 60-bed assisted living facility. Montevue provides minimal care with most patients responsible for self-care, except for the administration of medication. Operating expenses for fiscal year 2011 were \$3,209,444. Budgeted expenses for fiscal year 2012 are \$3,642,281 and fiscal year 2013 are \$4,035,738. Montevue also moved into a new facility on July 10, 2012, that will increase the number of beds from 60 to 75 and a resulting increase in expenses and FTEs.

Solid Waste

The Division of Utilities and Solid Waste Management (DUSWM) is responsible for the planning, design and management of the County's solid waste management system and programs. The County's primary disposal facilities are located at its 529-acre Reich's Ford Road Landfill property, which includes the 72-acre Site A landfill, the 58-acre Site B landfill, and a 17-acre rubblefill. The Site A landfill ceased operating in August 1997 and its closure was completed in December 1998. Closure construction included the deployment of a synthetic cap, a landfill gas extraction and collection system, and a flaring system. Site A is maintained as an open, grassed space. To the south of Site A is a closed rubblefill. The County operates a yard waste processing operation on the rubblefill footprint. Since the County's rubblefill was unlined, it was closed on September, 2001, in accordance with State regulations. The construction contract for the Rubble Fill closure and capping was initiated in September, 2005. Final acceptance of this contract occurred in August, 2007 and a bituminous-improved surface for the yard waste processing operation was completed in May 2008. As a post closure end use, the rubblefill site is being used for yard waste processing. Rubble or Construction and Demolition debris is accepted and co-disposed primarily at Cell 3 in the Site B landfill or transferred to other solid waste facilities along with municipal solid waste. The latter being the principle means of disposal for these wastes.

The State approved the original Site B landfill permit documents in fiscal year 1995. Site B, adjacent to Site A, includes an 18-acre Cell 1, a 28-acre Cell 2 and a 12-acre Cell 3. All of the disposal cells within Site B are constructed with a double composite liner system. Cell 1 construction was completed and operational by January 1997. Cell 1 reached its interim capacity prematurely in August 2000, resulting in the immediate need to temporarily transfer waste to an out-of-state landfill. This temporary waste transfer operation lasted until the construction of the first half of Cell 2 was completed and operational in August 2001. Construction of the second half of Cell 2 was completed and operational by November 2003. Cell 2 reached approximately 95% of its capacity in December 2005, at which time waste transfer operations were initiated. The construction

of the sub title D liner system for third Cell was completed in August 2006 and is in service receiving approximately 50 tons per day (“TPD”) of waste. An active gas extraction system was installed at Site B Cells 1 and 2 in 2010 in conjunction with the landfill gas to energy project through DCO Energy.

Leachate from both Site A and B landfills is processed at an onsite Leachate Treatment Plant located between Site A and Site B. This facility collects and treats leachate and discharges the treated effluent into Bush Creek. The County also operates a comprehensive Groundwater and Gas Monitoring Program for Sites A, B and the rubblefill. DUSWM started construction in June 2012 on a project that extends a sewer interceptor along Bush Creek to a point where the Leachate Treatment Plant discharge could be connected, eliminating the Leachate Plant’s direct discharge into Bush Creek.

Construction of Cells 1 and 2 was funded with proceeds from the County’s Public Facilities Bonds of 1995 and 2000, respectively. Funding for the Leachate Treatment Plant, Stormwater Diversion Project, Site A Closure Project, and Cell 3 Construction and Rubblefill Closure Project was from the MD Dept. of the Environment (“MDE”) Revolving Loan Program.

Other than through its curbside collection, the County does not provide or fund waste collection services. Municipal or private waste haulers (by subscription) collect trash in Frederick County and use the County’s Reich’s Ford Road disposal facilities as their primary disposal facility for municipal solid waste generated in Frederick County.

The County’s residential Recycling Program includes curbside collection for all individual single family residential properties, one drop-off center location at the Reich’s Ford Road landfill and two yard waste drop-off sites with mulching/composting operations. In 2009 the County’s curbside residential collection program was upgraded to a single stream operation and expanded from 54,000 to 74,000 households.

Solid Waste Initiatives

The County has pursued two specific initiatives to extend the operational life of the Reich’s Ford Road Landfill. These initiatives are focused on two principle objectives. First, conserve air space in Cell 3 by using out-of-state landfill capacity. Second, secure a major permit modification for the Site B landfill to increase its height by 105 feet.

In March 2003, the County submitted a Phase 1 application to MDE, seeking a modification of the permit. The modification was to slightly change the slope of the landfill and increase its height. Phase 2 and 3 documents were submitted to MDE in March 2005. MDE conducted a public hearing in December 2005. The requested modification to the permit was tentatively approved in May 2007. However, several residents in the area of the landfill requested an administrative review of MDE’s tentative approval. MDE delayed issuance of the final permit pending resolution of the administrative review.

In November 2007, a hearing was held before an Administrative Law Judge (ALJ) of the Maryland Office of Administrative Hearings. The ALJ entered a proposed decision, upholding the decision of MDE. In April 2008, the office of the Secretary of the Maryland Department of Environment issued a final decision, which concluded that the modification was proper. On May 9, 2008 the MDE issued the County its new Refuse Disposal Permit for the Site B landfill (No. 2003-WMF-0582), which includes the requested vertical expansion of the landfill. The vertical expansion provides an additional 2 million cubic yards of landfill disposal capacity, without the need to construct additional lined disposal cells.

The other initiative was the construction of a permanent solid waste transfer and processing facility. The facility construction was delayed due to a legal challenge by a local citizens group. However the County prevailed in both the Circuit Court and Maryland Court of Special Appeals and subsequently bid the construction of the transfer station in 2007. The transfer station was completed and placed in to operation in January 2009.

In April 2005, the County secured a long-term transportation and disposal contract, through the Northeast Maryland Waste Disposal Authority (the “Authority”), with Waste Management Inc. The contract provides the County with waste transportation services and landfill disposal capacity at several Waste Management Landfills in Virginia and Pennsylvania. The transportation and disposal contract is for an initial 6-year period with four optional one-year terms at the Authority’s (County’s) sole discretion. Transportation and disposal rates under this contract are subject to defined CPI and fuel cost adjustments. In January 2009, with opening of the new transfer station, a second transportation and disposal contract was secured to supplement the existing contract. Combined, these agreements provide the County firm out-of-state landfill disposal capacity until 2015.

In securing waste transportation and disposal services for the permanent transfer operation, the County also included single stream recycling processing services in the contract with WM Recycle America LLC. The transfer station also provides for the

transfer of single stream recycling materials to the County's contracted Material Recovery Facility (MRF) in either Howard or Prince George's County, Maryland.

In addition to the projects detailed above, the County has pursued other initiatives to address the County's long-term waste disposal infrastructure needs. In 2003, the County obtained enabling legislation allowing the County to become a member of the Northeast Maryland Waste Disposal Authority, ("Authority"). The Authority, created in 1980 by the Maryland General Assembly, is a regional quasi-state agency that assists its member jurisdictions to plan and develop efficient and reliable waste management systems. Also in 2003, the County obtained enabling legislation that allows the County to assess a solid waste disposal fee or System Benefit Charge ("SBC") for the developed properties in Frederick County. To assure that the County's Solid Waste Enterprise continues to operate on a self sufficient basis, the County implemented a countywide solid waste SBC in 2006. The revenue generated by the SBC supplements the revenues collected as tipping fees, allowing the County to set tipping fees at market rates. To ensure adequate funding of the Solid Waste Fund and to allow for recycling program expansions, the Board of County Commissioners ("the Board") has continually increased the SBC as deemed necessary. The most recent increases were approved on May 21, 2008 when a multi-fiscal year increase was established.

At the same time the Board adopted higher tipping fees for municipal solid waste and construction and demolition debris. The increases in the SBC and tipping fees were needed to address the solid waste enterprise's increasing program costs, which are primarily attributed to recycling program expansions and increased transportation and disposal contract costs resulting from increases in diesel fuel costs. Summarized below are the current tipping fees that have been in place since fiscal year 2009:

Material	FY2009	FY2010	FY2011	FY2012	FY2013
Municipal Solid Waste	\$ 76/ton				
Construction & Demolition (C&D)	85/ton	85/ton	85/ton	85/ton	85/ton
Tires	160/ton	160/ton	160/ton	160/ton	160/ton

The Board also adopted a monthly tipping fee escalation provision to ensure that the tipping fees are adjusted as cost associated with the Waste Management transportation (fuel) and disposal contract increase. The Board adopted the SBC fee structure on January 26, 2006; a summary of the SBC increases since fiscal year 2009 are shown below.

Property Designation	FY2009	FY2010	FY2011	FY2012	FY2013
Single Family Residential	\$ 80/yr	\$ 84/yr	\$ 88/yr	\$ 88/yr	\$ 88/yr
Multi Family Residential	44/yr	47/yr	49/yr	49/yr	49/yr
(Per 2000 ft²)					
Commercial Low	\$ 38	\$ 40	\$ 42	\$ 42	\$ 42
Commercial Medium Low	113	119	125	125	125
Commercial Medium	188	198	208	208	208
Commercial Medium High	272	286	301	301	301
Commercial High	336	354	372	372	372

The increase in the tipping fees produced approximately \$12.6 million in fiscal year 2011 and an estimated \$11.0 million in fiscal year 2012 for the Solid Waste Enterprise. The approved SBC rates resulted in \$9.8 million in Solid Waste Enterprise Revenues for fiscal year 2011, \$9.9 million for fiscal year 2012, and an estimated \$9.9 million in fiscal year 2013.

In addition to these tipping fee and SBC increases, the Board also adopted fees for commercial Single Stream Recycling disposal and processing which became available with the opening of the new transfer station in January 2009, and they adopted a fee schedule for the sale of mulch and compost products. Revenues from the sale of these products were estimated at \$90,000 for fiscal year 2012 and budgeted to be \$115,000 in fiscal year 2013.

In October 2005, R.W. Beck Inc. completed a study of Frederick County's long-term solid waste management options. The Beck Report concluded that the construction of a regional 1500 TPD waste to energy (WTE) facility would provide the County with the lowest cost long-term waste disposal option. The study compared three disposal options including long haul and disposal out of state, composting, and a County only and regional WTE facility. The report also provided several recommendations on how the County can provide low cost improvements to its recycling program, including the conversion to single stream recycling, which was implemented in January 2009. The report also provided alternative strategies for funding solid waste management services some of which require the County to obtain additional enabling legislation from the General Assembly.

In an effort to explore the WTE recommendations contained in the Beck Report, the Board adopted Resolution No. 06-05 Waste to Energy Disposal Facility directing DUSWM and the Authority to pursue full service proposals for the design, construction and operation of a 900 TPD local (County only) WTE and a 1500 TPD regional WTE. An RFP for these services was released through the Authority in October, 2006. In March 2007 County staff accompanied representatives from the Authority and HDR Engineers on a technology tour of WTE facilities in several European countries. Pre-qualified vendors submitted formal proposals on April 20, 2007. Three proposals were received, two were deemed responsive to the RFP. The County, through the Authority, secured the services of HDR Engineers to comprehensively review the proposals. HDR and the Authority constructed a detailed financial model to evaluate the proposals. Based on the proposals, the 1500 TPD regional WTE concept provided the lowest per ton waste disposal cost. After being briefed on the lower cost regional option, in December, 2007 the Board held a public hearing on the construction of a publicly owned regional WTE in Frederick County, Maryland.

In February, 2008, the Frederick County and Carroll County Commissioners conducted a joint meeting regarding the regional WTE concept. Subsequently the Frederick and Carroll County Commissioners decided to pursue a joint regional WTE facility which will be located in Frederick County. In February 2009 the Frederick County BOCC conducted a second public hearing regarding the construction of a regional WTE facility on property owned by the County (DUSWM) in the McKinney Industrial Park. On July 28, 2009 the Frederick County BOCC executed a Memorandum of Understanding (MOU) with Carroll County and the Authority for the development of the regional WTE facility and they executed their agreement with the Authority to develop the project in Frederick. Carroll County executed the MOU July 23, 2009 and their agreement with the Authority on July 30, 2009.

The WTE facility is currently in the permitting phase. All required permit submittals to the Maryland Department of the Environment (MDE) have been completed. The MDE has completed all required public informational meetings regarding the project's permits. In preparation for the financing of the project, the Authority issued a request for proposals to secure an Underwriter for the projects revenue bonds. The Authority's financial advisor, Public Resources Advisory Group (PRAG), the County, and the County's Financial Advisor are reviewing the proposals. The issuance of draft permits for the WTE facility is anticipated by September of 2012. Financing of the project by the Authority will occur after the final permits are issued and the BOCC provides its final approval for the project.

Finally, another major revenue producing initiative for the solid waste enterprise was the development of the landfill (Site A and B) gas to electricity project. In January 2009 after completing a second procurement to develop the landfill gas, the Board executed an agreement with the Authority to develop the landfill gas through DCO Energy. This project, which was completed on May 31, 2010, involved the construction and operation of facilities capable of generating up to 2 mega watts of electricity using the landfills' gas, with guaranteed annual minimum revenue of \$288,000. The agreement also includes the installation of gas extraction wells on Cells 1 and 2 of the Site B landfill, which has been estimated at a value of greater than \$1 million, the cost of which was borne by DCO Energy.

Water Supply and Sewage Facilities

DUSWM is also responsible for the planning, design, operation and maintenance of the County's water supply and sewage disposal systems. The County's water and sewer utilities are typically provided in unincorporated areas of Frederick County, although in some cases the County owns and operates utilities in incorporated towns or municipalities. The development of water and sewer infrastructure within Frederick County is controlled by the County's Comprehensive Plan and its subordinate Water and Sewage Plan.

Because of source water supply problems, the City of Frederick has requested that the County begin providing a significant portion of the City's current and future water supply. Major water transmission projects needed to provide water to the City of Frederick as well as the County's expanding water service areas, have been completed. Two water treatment plant upgrades to supply capacity for the transmission system has been completed. The construction of the second phase expansion to 25 million gallons per day ("MGD") was completed in April 2011.

The County owns and/or operates 12 water treatment plants ("WTP"). The County's two largest treatment facilities rely on surface water, while the other facilities rely on ground water. With the completion of the Potomac River Water Transmission project, approximately 88% of the County's water supply now comes from the Potomac River, with the Lake Linganore WTP maintained as an emergency backup supply. The remaining 12% of the County's source comes from deep well sources associated with the County's smaller water systems.

The County's recent completion of the Potomac River water transmission system establishes approximately 32 MGD of water transmission capacity to serve the County's service areas south of the City of Frederick and east of the Monocacy River as well as a portion of the City of Frederick. In March 2006, the City of Frederick executed the County's Potomac River Water Supply Agreement (PRWSA), which among other things, formally establishes the City's participation in the funding of the County's Potomac River transmission system and treatment plant improvements so that the City can receive up to 8 MGD (max day demand) of water supply capacity. The first phase of improvements to the County's Potomac River New Design Water Treatment Plant (WTP) was completed providing 1.5 MGD of the ultimate 8 MGD supply to the City of Frederick. The second phase of construction was completed in April 2011, which expanded the WTP capacity to 25 MGD. The City of Frederick is funding its share of the improvement that provided them with up to 8 MGD. The total project costs of the related water supply infrastructure based on design and construction costs were approximately \$131.6 million, with the County funding approximately \$80.3 million and the City of Frederick funding \$51.3 million. These values include the construction of a new 42-inch raw water line from the Potomac River to the WTP.

The County owns and operates 12 wastewater treatment plants (WWTP) and a leachate treatment facility; all but one has a design capacity less than 0.5 MGD. These smaller, minor treatment facilities provide sewer service to individual subdivisions and small incorporated and unincorporated municipalities within Frederick County.

The County's largest WWTP is located at the confluence of the Monocacy River and Ballenger Creek. Known as the Ballenger Creek WWTP, this facility currently has a design capacity of 7 MGD. This facility treats wastewater that originates from areas south of the City of Frederick and east of the Monocacy River. This facility also receives wastewater flow from the County's Monocacy sewage collection system, which is a large sewage conveyance system that serves areas within a portion of the City of Frederick as well as areas immediately north of the City of Frederick and the entire Town of Walkersville. Wastewater flow values for the Monocacy system are reported as part of the total flow treated at the Ballenger Creek WWTP.

Originally treatment capacity beyond the current 7 MGD available from the Ballenger Creek WWTP was planned to occur through the construction of an expanded facility next to the Ballenger Creek WWTP, on property owned by the County known as the McKinney site. In March 2006 the County's engineering consultant team of Whitman Requardt and Associates and CH2M Hill finalized the facility plan for the Ballenger Creek-McKinney WWTP. This facility plan determined that the optimal expansion of the facility should be to 15 MGD instead of the originally programmed 12 MGD. This greater increase in capacity was based in part on 20-year projected capacity needs and available assimilation capacity in the receiving stream (Monocacy River). The facility plan also recommended that the increase in capacity should be through an expansion of the Ballenger Creek WWTP, using a portion of the McKinney site. In this way, the operations of the facility would be simplified and State-mandated Enhanced Nutrient Removal (ENR) requirements could be optimized reducing overall project complexity and cost.

Following the consultants' recommendations, DUSWM applied to increase to its National Pollutant Discharge Elimination System (NPDES) permit for the Ballenger Creek-McKinney WWTP. The County simultaneously pursued an ENR grant from the Maryland Department of the Environment (MDE), for that portion of the improvements that will provide ENR for the original 6 MGD Ballenger Creek WWTP. On August 25, 2006 the County received a preliminary ENR grant commitment of 26% of completed costs for the Ballenger Creek – McKinney WWTP project. On November 30, 2006, the County received its NPDES permit for the Ballenger Creek-McKinney project, increasing the discharge and pollutant loading to allow for a 15 MGD discharge to the Monocacy River. In the interim, while the 15 MGD project was being planned and designed a 1 MGD increase in the WWTP capacity was completed in April 2009. This interim expansion to 7 MGD provides additional allocable wastewater treatment capacity until the 15 MGD project is complete. Final design of the 15 MGD WWTP upgrade was completed in March 2009 and construction bids were received on July 9, 2009.

On October 21, 2009 the Maryland Board of Public Works approved (finalized) an ENR grant of \$30.74 million and a \$61 million low interest rate State Revolving Fund loan for this project (Frederick County Maryland Water Quality Bond, Series 2009 (ARRA) – Ballenger Creek McKinney WWTP ENR Expansion); which is an addition to a previously approved \$6 million low interest rate SRF loan that was based on ARRA funding. In total the County received \$97.74 million in grant and low interest rate funding for the Ballenger-McKinney WWTP expansion. On October 22, 2009 the BOCC awarded the WWTP expansion construction contract to Allan A Myers LP in the amount of \$99,471,138, with notice to proceed issued on December 14, 2009 and is expected to be completed in October 2013.

The expanded (15 MGD) Ballenger Creek-McKinney WWTP will also provide additional capacity for the City of Frederick, the amount of which has not yet been identified by the City. The County and the City are currently working on a wastewater capacity study that may lead to an agreement that will complement the PRWSA.

As of June 30, 2011, the County owned and operated the following sewage and water systems:

System	Total Accounts Served (1)	Millions of Gallons Per Day	
		Current Flow (2)	Capacity (3)
Sewage			
Ballenger Creek	22,981	5.325	7.000
Crestview	116	0.039	0.036
Fountaintdale	631	0.127	0.250
Jefferson	778	0.163	0.300
Kemptown Elementary School	1	0.000	0.005
Landfill Leachate (4)	--	-----	0.144
Lewistown Elementary School	2	0.003	0.022
Mill Bottom	368	0.064	0.100
Monrovia	33	0.084	0.200
New Market	946	0.081	0.240
Pleasant Branch	255	0.047	0.100
Point of Rocks	584	0.124	0.230
White Rock	98	0.007	0.050
Total	26,793		8.677
Water			
Bradford Estates	66	0.012	0.030
Cambridge Farms	352	0.051	0.125
Cloverhill III	328	0.066	0.192
Copperfield	125	0.024	0.065
Fountaintdale	999	0.188	0.324
Lake Linganore (5)	--	-----	2.000
Liberty East	42	0.007	0.115
Liberty West and Liberty Condos	37	0.003	0.037
New Design	17,005	4.505	8.800
Pleasant Branch	258	0.059	0.238
Sam Hill	371	0.082	0.168
White Rock	92	0.016	0.036
Woodspring (6)	--	0.023	0.302
Total	19,675		12.432

(1) Based on actual number of customer connections.

(2) Average daily value based on monthly flow data FY 2011.

(3) Sewage capacity listed is facility *design* capacity. All facilities have NPDES permit discharges that match the design capacity, with the exception of Fountaintdale which is 0.2 MGD. Water capacity listed is an average daily *design* capacity; however, the Water Appropriation and Use Permit issued by the Maryland Department of the Environment may govern the actual available capacity that can be sold.

(4) No water/sewer capacity is sold for this facility as it provides wastewater treatment for the leachate from the Landfill.

(5) In May 2007 Lake Linganore started receiving water from New Design WTP. The Lake Linganore WTP is available only as a partial emergency back-up supply to the New Design Road WTP.

(6) The water treatment plant is operated to maintain water distribution water quality and is available for very limited, emergency back-up supply to the New Design WTP.

User Rates and Fees

In January 2001, the County commissioned a comprehensive water and sewer cost of service study for the water and sewer enterprise. The study included the development of a computer model to assist DUSWM in monitoring its revenue requirements and determining necessary rate increases. In fiscal year 2008 a comprehensive update to the model was completed, which resulted in recommendations to increase water and sewer capacity fees and to change the basis for non-residential Ready-to-Serve charges. On May 20, 2008 the Board adopted these recommended changes, establishing an annual escalation factor for the water and sewer capacity fees and increasing the Ready-to-Serve charges for non-residential customers based on the size of their meter. The Ready to Serve fee is a fixed availability fee billed quarterly regardless of consumption. An update of the existing rate model (study) is under way with results anticipated by September 2012.

ECONOMIC AND DEMOGRAPHIC FACTORS

Frederick County is included as a part of the Washington, D.C. Maryland Virginia Metropolitan Statistical Area (“Washington MSA”). The Maryland portion of the Washington MSA includes the following counties: Calvert, Charles, Frederick, Montgomery and Prince George’s.

Population of Frederick County, Municipalities and the State of Maryland

Over the last two decades (1990-2000 and 2000-2010), the U.S. Census Bureau tabulated population of Frederick County increased by approximately 30% and 20% respectively. Frederick County has provided estimates for the years between the U.S. Census Bureau reports. The year 2012 estimate is as of July 1, 2012.

Year	Population of Frederick County
2012	236,551
2011	235,400
2010	235,385
2000	195,277
1995	176,044
1990	150,208
1985	127,860
1980	114,792
1970	84,927
1960	71,930
1950	62,287

Source: U.S. Department of Commerce, U.S. Census Bureau. Frederick County Community Development Division.

The following table sets forth Frederick County’s 12 incorporated municipalities and their populations for the Census years 1980, 1990, 2000 and 2010.

Municipalities	1980	1990	2000	2010
Brunswick	4,572	5,117	4,894	5,870
Burkittsville	202	1942	171	151
Emmitsburg	1,552	1,870	2,290	2,814
Frederick	28,086	40,186	52,767	65,239
Middletown	1,748	1,834	2,668	4,136
Mount Airy ⁽¹⁾	540	1,497	2,967	3,785
Myersville	432	464	1,382	1,626
New Market	306	374	427	656
Rosemont	305	256	273	294
Thurmont	2,934	3,398	5,588	6,170
Walkersville	2,212	4,145	5,192	5,800
Woodsboro	506	513	846	1,141

⁽¹⁾Mount Airy is located partly within Carroll County and partly within Frederick County and the data set forth above includes only the Frederick County portion.

Source: U.S. Department of Commerce, U.S. Census Bureau; Frederick County Division of Planning.

Frederick County's growth in the decade from 2000 to 2010 as compared with the State and other Maryland counties is shown below:

Population of the State of Maryland and Subdivisions

Subdivision	2010 Population	2000 Population	Percent Change
Maryland	5,773,552	5,296,486	9.0 %
Allegany	75,087	74,930	0.2
Anne Arundel.....	537,656	489,656	9.8
Baltimore City	620,961	651,154	-4.6
Baltimore County	805,029	754,292	6.7
Calvert	88,737	74,563	19.0
Caroline	33,066	29,772	11.0
Carroll	167,134	150,897	10.7
Cecil	101,108	85,951	17.6
Charles	146,551	120,546	21.5
Dorchester	32,618	30,674	6.3
Frederick	235,385	195,277	20.5
Garrett	30,097	29,846	0.8
Harford	244,826	218,590	12.0
Howard	287,085	247,842	15.8
Kent	20,197	19,197	5.2
Montgomery	971,777	873,341	11.2
Prince George's	863,420	801,515	7.7
Queen Anne's	47,798	40,563	17.8
St. Mary's	105,151	86,211	21.9
Somerset	26,470	24,747	6.9
Talbot	37,782	33,812	11.4
Washington	147,730	131,923	11.7
Wicomico.....	98,733	84,644	16.6
Worcester	51,454	46,543	10.5

Source: U.S. Department of Commerce, 2010 U.S. Census Bureau.

Income

The experience of personal income growth in Frederick County, the State and the United States is shown in the two following tables:

Frederick County, State of Maryland and United States Average Per Capita Personal Income

<u>Calendar Year</u>	<u>Frederick County</u>	<u>Percent Change from Previous Year</u>	<u>State of Maryland</u>	<u>Percent Change from Previous Year</u>	<u>United States</u>	<u>Percent Change from Previous Year</u>
2010	\$46,057	3.5%	\$49,070	9.7%	\$39,945	0.8%
2009	44,472	-0.5	44,742	-0.4	39,635	-2.5
2008	44,951	2.4	44,951	3.1	40,674	17.6
2007	43,894	5.0	43,894	4.5	34,586	4.6
2006	41,792	11.0	41,792	10.3	33,050	5.0

Source: U.S. Bureau of Economic Analysis, April 2012.

Frederick County and State of Maryland Total Personal Income

<u>Calendar Year</u>	<u>Personal Income (\$000's)</u>		<u>Percent Change from Previous Year</u>	
	<u>Frederick County</u>	<u>State of Maryland</u>	<u>Frederick County</u>	<u>State of Maryland</u>
2010	\$10,785,913	\$283,633,895	5.7%	3.1%
2009	10,200,248	274,980,101	0.2%	0.2%
2008	10,182,523	274,285,685	3.1	3.5
2007	9,875,134	264,797,700	6.4	4.8
2006	9,278,747	252,431,010	13.4	14.5

Source: U.S. Bureau of Economic Analysis, April 2012.

*Note: Total personal income are in thousands of dollars, not adjusted for inflation.

Personal income levels for Frederick County residents from 2006 to 2010 show a significant increase as measured by the number of income tax returns with adjusted gross income levels over \$50,000 filed with the Maryland Comptroller of the Treasury. Listed below is a four year comparison of the experience for the subdivisions constituting the Maryland portion of the Washington MSA and the State.

Adjusted Gross Income in Excess of \$50,000

	<u>2010 Number of Returns</u>	<u>2006 Number of Returns</u>	<u>Percent Increase</u>
Calvert County	19,580	18,419	6.3%
Charles County	30,822	27,694	11.2
Frederick County	49,668	46,639	6.4
Montgomery County	217,396	202,299	7.4
Prince George's County	149,197	134,016	11.3
State of Maryland	1,083,026	1,000,379	8.2

Source: Comptroller of the Treasury, Income Tax Summary Report, Tax Years 2006 and 2010.

Education

Survey results of the number of high school students in the Maryland portion of the Washington MSA and the State as a whole who graduated in 2011, as a percentage of their ninth grade enrollment four grades earlier, are presented below:

Calvert County	93.8 %
Charles County.....	90.2
Frederick County.....	93.8
Montgomery County	90.7
Prince George's County	85.1
State of Maryland	87.1

Source: Maryland Report Card 2011 Performance Report State and School Systems- Maryland State Department of Education.

The following table sets forth the years of school completed by persons 25 years of age or older as a percentage of the population described in the 2010 Census for Frederick County and the other counties in the Maryland portion of the Washington MSA and the State.

	Calvert	Charles	Frederick	Montgomery	Prince George's	State
Elementary (grades K-8)	2.2%	3.3%	3.2%	5.2%	6.4%	4.7%
High School						
1-3 years	6.5	6.8	5.2	4.2	6.9	7.2
4 years.....	32.7	29.1	24.3	14.5	28.2	25.9
College						
No degree	22.7	28.4	20.6	14.5	22.6	19.7
Associate degree.....	7.5	6.8	8.8	5.1	6.0	6.3
Bachelor's degree	15.7	14.8	23.1	26.3	17.0	19.7
Graduate/Professional degree..	12.8	10.8	14.8	30.2	12.3	16.4

Source: Table S1501 - Educational Attainment. U.S. Bureau of the Census, 2010. 2006-2010 American Community Survey, American Fact Finder.

Retail Sales

Retail sales as measured by the growth in retail sales and use tax collections have experienced a steady gain between fiscal years 2010 and 2011. Listed below is the comparison of the experience of the counties in the Maryland portion of the Washington MSA and the State.

Retail Sales and Use Tax Collections (\$000's)

	Fiscal Year 2011	Fiscal Year 2010	Percent Increase
Calvert County	\$ 32,898	\$ 37,996	-13.4%
Charles County	100,746	93,497	7.7
Frederick County.....	129,435	126,674	2.1
Montgomery County	500,212	483,871	3.3
Prince George's County	454,394	441,141	3.0
State of Maryland.....	3,908,826	3,776,170	3.5

Source: Retail Sales Tax Division of the Office of the Maryland Comptroller of the Treasury.

Business, Employment and Labor

In the following table, annual average statistics are provided relating to the distribution of employment in Frederick County by employer classification for the fourth quarter of 2011. These figures exclude railroad, domestic service, self-employed, agricultural and unpaid family workers:

Business and Employment Composition

Classification	Number of Reporting Units	Percent of Total	Quarterly Average Employment	Percent of Total
Natural Resources and Mining.....	58	0.9 %	554	0.6 %
Construction.....	937	15.3	7,651	8.4
Manufacturing.....	162	2.7	4,645	5.1
Trade/Transportation/Utilities.....	1,081	17.6	15,606	17.1
Information	88	1.4	1,225	1.3
Financial Activities	616	10.0	5,890	6.4
Professional and Business Services	1,352	22.0	14,715	16.1
Education and Health Services	662	10.8	12,525	13.7
Leisure and Hospitality	525	8.6	9,321	10.2
Other Services.....	506	8.3	3,144	3.4
Total – Private Sector.....	<u>5,987</u>	<u>97.6</u>	<u>75,276</u>	<u>82.3</u>
Local Government	78	1.3	11,593	12.7
State Government.....	7	0.1	684	0.8
Federal Government	62	1.0	3,867	4.2
Total	<u>6,134</u>	<u>100.00</u> %	<u>91,420</u>	<u>100.00</u> %

Source: Maryland Department of Labor, Licensing and Regulation, Office of Labor Market Analysis and Information, "Employment and Payrolls, Fourth Quarter 2011."

Listed below are the 10 largest employers as of June 2012, exclusive of the local government located in Frederick County:

Ten Largest Employers in Frederick County

Employer	Principal Products or Activities	June 2012 Employment
Fort Detrick Campus	Research/Telecommunications	9,200*
Frederick Memorial Healthcare System	Comprehensive health care	2,652
SAIC - Frederick	Medical research	1,965
Wells Fargo Home Mortgage	Mortgage servicing	1,881
Bechtel	Telecommunications	1,578
United Home Health Care	Insurance	832
State Farm Insurance	Insurance, regional headquarters	793
Wal-Mart Stores	Retail products	700
National Emergency Training Center	Federal government	577
Wegman's	Grocery stores	550

* Includes military personnel.

Source: Frederick County Business Development and Retention Division

The following table indicates the Frederick County's unemployment rate as compared with the other counties of the Maryland portion of the Washington MSA, the State and the United States for the last five years from 2007 and a five month average for 2012.

	Annual Average Unemployment Rate					
	2012*	2011	2010	2009	2008	2007
Calvert County	5.6%	5.9%	6.6%	6.2%	3.5%	2.8%
Charles County.....	5.8	6.0	6.6	6.2	3.6	2.9
Frederick County	5.9	6.1	6.9	6.4	3.6	2.9
Montgomery County	5.0	5.2	5.8	5.6	3.2	2.6
Prince George's County	6.7	7.0	7.7	7.3	4.4	3.6
State of Maryland.....	6.8	7.0	7.8	7.4	4.3	3.4
United States	8.9	8.6	9.6	9.3	5.8	4.6

* Five month average for 2012.

Source: Maryland Department of Labor, Licensing and Regulation, Office of Labor Market Analysis and Information; U.S. Bureau of Labor Statistics. Estimates are revised to the 2011 benchmark from the current population survey. Published February 2012.

The number of persons living in Frederick County who were available for work and composed the work force totaled 128,466 in May 2012 and the total employment for this force was 121,149, resulting in an unemployment rate of 5.7% for this period. Certain comparative unemployment rates are given below for May 2012.

Calvert County	5.6%
Charles County	5.8
Frederick County	5.7
Montgomery County	5.0
Prince George's County	6.7
State of Maryland	6.7
United States	8.2

Source: "State of Maryland. Civilian Labor Force, Employment, and Unemployment by Place of Residence, May 2012." Maryland Department of Labor, Licensing and Regulation, Office of Labor Market Analysis and Information.

Commuting Patterns

The Census Bureau 2010 American Community Survey determined the work commuting patterns for workers 16 years and older for the labor forces of each of Maryland's counties with populations of 65,000 or more and the City of Baltimore. Comparative figures for workers commuting outside the county of residence for the subdivisions in the Maryland portion of the Washington Metropolitan Statistical Area MSA are presented below:

Calvert County	44.5%
Frederick County	31.6
Charles County.....	28.7
Prince George's County	18.2
Montgomery County	11.3

Source: U.S. Census Bureau, 2010 American Community Survey, Table S0801.

Agriculture

Agriculture is one of the largest industries in Frederick County, with nearly 57% of the total land acreage dedicated to farmland. According to the most recent U.S. Census of Agriculture (2007), there are 1,442 farms located in Frederick County with an average size of 140 acres each. Dairy farming is the major type of farming, and Frederick County is the largest

producer of dairy products in the State. Frederick County provides one-third of all milk for the State and is the third largest producer of milk in the mid-Atlantic region. Frederick County leads the State in the production of dairy products, hay, turkeys, cattle and calves, horses and ponies, forage and corn for silage.

Dedicated to farmland preservation, the County is a participant in the Maryland Agricultural Land Preservation Program. This program provides for the purchase of development rights easements. As of June 1, 2012, Maryland Agricultural Land Preservation Foundation easements have been purchased on 19,112 acres with an additional 5,362 acres under the temporary district status. The County is now in the tenth year of its agricultural land preservation Installment Purchase Program which has purchased easements to protect a total of 16,269 acres. In combination with county and State land preservation programs, there are permanent protective easements on 48,210 acres.

Transportation

CSX Corporation, Maryland Midland Shortline, and numerous truck lines provide railroad and truck freight service to Frederick County. Regular rail passenger service is provided by Amtrak and commuter rail services are provided by the Maryland Railroad Administration ("MARC") to Washington, D.C. Frederick County has four MARC train stations, a downtown Frederick City location and a suburban location just south of the City of Frederick, as well as MARC service from Brunswick and Point of Rocks. In addition, the Maryland Transit Administration provides commuter bus services to the Washington, D.C. Metropolitan Area Transit Shady Grove Metrorail station from various points in Frederick County. Regular passenger bus schedules are maintained by the Greyhound Corporation. The Frederick Municipal Airport is served by private, industrial, and charter aviation. Three major airports are within 60-miles of Frederick County – Dulles International, Reagan National and Baltimore-Washington International Thurgood Marshall airports.

Utilities

Electric power distribution in Frederick County is provided by the Potomac Edison Company, an operating unit of First Energy, and Thurmont Municipal Light Company, which serves the incorporated town of Thurmont. The electrical generation is purchased from Hess Energy and Washington Gas Light Company. Natural gas distribution is provided by the Frederick Gas Company, a division of the Washington Gas Light Company, and UGI/Central Penn Gas Company, which services the town of Emmitsburg and the surrounding area.

Recreation and Leisure

There are many historical and cultural attractions in Frederick County including: the Weinberg Center for the Arts, the Delaplaine Visual Arts Center, the Maryland Ensemble Theatre, the National Museum of Civil War Medicine, the Barbara Fritchie House, the Children's Museum of Rose Hill Park, Francis Scott Key's Monument and Grave, Roger Brooke Taney House/Francis Scott Key Museum, the Camp David Museum, the Historical Society of Frederick County, the Seton Shrine Center, the Grotto of Lourdes, Lily Pons Water Gardens, Brunswick Railroad Museum, three covered bridges and an abundance of antique shops.

Frederick County also offers 15 golf courses, the Frederick Keys (a minor league Class A affiliate of the Baltimore Orioles that plays at the Harry Grove Stadium in the City of Frederick), numerous Civil War sites, and local, state and national park facilities. The Appalachian Trail which runs from Georgia to Maine roughly follows the western boundary of Frederick County and skirts the Gathland State Park which contains the first monument to war correspondents. Frederick County is also home to several family-owned wineries, and has created a Frederick Wine Trail that highlights each unique vineyard.

Parks and Recreation

The Parks and Recreation Division provides for acquisition and development of a County-wide park system including community, district, regional and special use parks. The system includes 2,066 acres of parkland of which 1,342 acres are developed to some degree. The largest site is 249 acres. Additionally, the division develops and manages community recreational programs and maintains County-owned grounds.

State and national parks within Frederick County are primarily utilized for natural and historical resource protection. There are five State parks in Frederick County: Cunningham Falls State Park, Gambrill State Park, Gathland State Park, South Mountain State Park and Washington Monument State Park. Federal recreation areas include Monocacy National Battlefield, C&O Canal Park and Catoctin Mountain National Park.

The twelve municipalities also provide and maintain park systems which include neighborhood, community, and special use parks.

Construction Activity

Construction activity as illustrated by the number of building permits issued and their estimated value is reflected below. This table reflects building activity in Frederick County including the incorporated municipalities:

Building Permits Year Ending December 31										
	2012 *		2011		2010		2009		2008	
	Issued	Value (000's)	Issued	Value (000's)	Issued	Value (000's)	Issued	Value (000's)	Issued	Value (000's)
Residential	300	\$ 50,260	533	\$ 195,695	743	\$ 186,589	723	\$ 168,463	562	\$ 153,346
Other	744	23,337	2,908	139,211	2,920	184,931	2,871	268,683	3,321	280,752
Total.	<u>1,044</u>	<u>\$ 73,597</u>	<u>3,441</u>	<u>\$ 334,906</u>	<u>3,663</u>	<u>\$ 371,520</u>	<u>3,594</u>	<u>\$ 437,146</u>	<u>3,883</u>	<u>\$ 434,098</u>

Source: Frederick County Community Development Division.

*Updated through April 30, 2012

Housing

The number of dwelling units completed in Frederick County, including the incorporated municipalities, for the five most recent available calendar years are listed below:

Year	Single Family	Towns Duplex	Mobile Home	Multi-Family	Total
2012*	136	40	1	123	300
2011	361	121	5	46	533
2010	460	223	3	57	743
2009	403	218	12	90	723
2008	354	109	7	92	562

Source: Frederick County Community Development Division.

*Updated through April 30, 2012

The age of the County's housing stock was determined by the 2006-2010 ACS from the US Census, to be relatively low. A comparison of housing units in the Maryland portion of the Washington MSA and the State of Maryland is set forth below:

	Calvert	Charles	Frederick	Montgomery	Prince George's	State
	%	%	%	%	%	%
Built 2000 or later	17.7	18.6	17.5	10.2	9.4	10.9
Built 1980-1999	49.2	43.5	38.2	34.0	27.0	30.2
Built 1979 or earlier	33.1	38.0	44.2	55.7	63.6	58.9

Source: Table DP-4. Profile of Selected Housing Characteristics: 2006-2010 ACS. U.S. Bureau of the Census.

Land Use

Frederick County's land use is predominantly agricultural and woodland, with about 84,362 acres or 19.7% having been developed. The following table shows land use within Frederick County as of April 1, 2010:

	Acres	Percentage
Agriculture	244,027	56.93%
Commercial/Industrial.....	11,712	2.71
Institutional	1,255	0.29
Municipal	26,725	6.23
Residential.....	31,331	7.31
Resource Conservation/Water/Parks	100,237	23.39
Right of Way	13,440	3.14
Total	<u>428,627</u>	<u>100.00%</u>

Source: Frederick County Community Development Division

BUDGET AND ACCOUNTING

The County budget is comprised of the Current Expense Budget (“General Fund Budget” or “Operating Budget”), the Capital Budget, and the Capital Program (a six year plan). Budgets are also adopted for certain Special Revenue Funds and all Enterprise and Internal Service Funds. The formulation of the County’s budget is the responsibility of the Budget Officer. Public local law requires that a balanced budget be adopted by the Board.

General Fund Budget

The General Fund Budget is prepared and submitted to the Board by the Budget Officer based on estimated revenues and expenditures of operations submitted by the County departments and agencies for the ensuing fiscal year. As submitted to the Board, the General Fund Budget must contain: fund balance in excess of 5 percent of the prior year’s General Fund expenditures and transfers to the Board of Education and Frederick Community College on a budgetary basis, if any; estimates of taxes and other revenues sufficient to balance said budget; recommended appropriations for current expenditures for each department, agency and non-departmental account and transfers to the Board of Education, Frederick Community College and Frederick County Public Libraries; amounts sufficient to meet all general obligation debt service requirements; and portions of the Capital Program to be financed out of current revenues during said fiscal year.

Operating and Capital Budgets and Capital Improvement Program

No department or agency of the County government may, during any fiscal year, expend or contract to expend any money or incur any liability or enter into any contract which by its terms involves the expenditure of money in excess of the amounts appropriated in the budget for such fiscal year. No payment may be made nor any obligation or liability incurred which has not been provided for in the Operating or Capital Budget. Funds resulting from the issuance of bonds, certificates of indebtedness, notes or other obligations of the County may be expended only for authorized purchases of capital assets. Transfer of appropriations among the items set forth therein may be authorized with the approval of the Board.

The Capital Budget is the County’s plan to receive and expend funds for capital projects during the ensuing fiscal year. The Capital Improvement Program sets forth the County’s plan of proposed capital projects to be undertaken in the ensuing fiscal year and the next five fiscal years and the proposed means of financing such projects. The Capital Budget and Capital Improvement Program are prepared by the Finance Division in cooperation with the Community Development Division from submissions by the County departments and agencies and must be approved by the Board. The portion of the cost of the Capital Budget that is to be paid from current funds is included in the Operating Budget as a transfer to the Capital Budget where the expenditures are recorded.

Accounting System

The accounts of the County are organized and operated on the basis of funds, each of which is considered a separate fiscal and accounting entity. The financial position and operations of each fund are accounted for with a self-balancing set of accounts recording revenue, other financing sources, expenditures/expenses, and other financing uses, together with all related assets, liabilities and residual equities or balances, and changes therein, which are segregated for the purpose of carrying on specific activities or attaining certain objectives in accordance with special purposes, restrictions, or limitations.

Fund Structure

The County reports its financial activity on Government-wide and Fund Financial Statements in conformity with accounting principles generally accepted in the United States of America (GAAP).

The Government-wide financial statements, which include the Statement of Net Assets and the Statement of Activities, report information on all of the nonfiduciary activities of the primary government and its component units. For the most part, the effect of interfund activity has been removed from these statements. The Statement of Net Assets displays the financial position of the County as of the fiscal year end. Activities are reported on a consolidated basis and are reported on a full accrual, economic resources basis, which recognizes all long-term assets, including infrastructure, as well as long-term debt and obligations. The Statement of Activities demonstrates the degree to which the direct expenses of a given function or segment is offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include charges to customers who use, purchase or directly benefit from goods, services or privileges provided by a given function or segment, and grants that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported as general revenues.

The Fund Financial Statements are identified in the financial statements of the County included in the County's Comprehensive Annual Financial Report located on the County's website (www.FrederickCountyMD.gov). The fund types are: Governmental Funds, which include the General Fund, the Special Revenue Funds, and the Capital Project Fund; Proprietary Funds, which include the Enterprise Funds and Internal Service Funds; and Fiduciary Funds, which include Agency, Other Post-Employment Benefits Trust and Pension Trust Funds. Details of the County's fund structure are set forth in the Notes to the Financial Statements. The revenues and expenditures/expenses of the County are allocated to and accounted for in individual funds based upon the purposes for which they are to be spent.

Basis of Accounting

As noted above, the Government-wide Financial Statements are reported using the economic resources measurement focus and the full accrual basis of accounting.

Relative to the Fund Financial Statements, the financial operations of the Governmental Funds are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Under this method of accounting, revenues are recorded when susceptible to accrual, i.e., both measurable and available. Available means collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period. Expenditures are recorded at the time liabilities are incurred, except for interest on long-term debt which is considered an expenditure when due and accrued annual leave which is considered an expenditure when paid. In addition, an encumbrance system is employed in the General, Special Revenue, and Capital Project budgetary schedules to account for expenditure commitments resulting from approved purchase orders and contracts.

The financial operations of the Proprietary and Pension Trust Funds are maintained on the accrual basis of accounting, in which all revenues are recorded when earned and expenses are recorded at the time liabilities are incurred. The Agency funds also use the full accrual basis of accounting to recognize assets and liabilities.

Certificate of Achievement

The Government Finance Officers Association of the United States and Canada (the "GFOA") has awarded a Certificate of Achievement for Excellence in Financial Reporting to the County for its Comprehensive Annual Financial Report for fiscal year 2011. This was the thirtieth year (twenty-fifth consecutive year) that the County has received this prestigious award. The Certificate of Achievement is the highest form of recognition for excellence in state and local government financial reporting.

In order to be awarded a Certificate of Achievement, a governmental unit must publish an easily readable and efficiently organized comprehensive annual financial report, whose contents conform to program standards. Such reports must satisfy both generally accepted accounting principles and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year only. The County intends to continue to conform its Comprehensive Annual Financial Report to the Certificate of Achievement program requirements and will submit the report for the fiscal year ended June 30, 2012 to the GFOA for its review.

CERTAIN REVENUES AND EXPENDITURES

General

The audited fiscal year 2011 financial statement information has been included in this report. Accordingly, fiscal year 2012 data is estimated and the fiscal year 2013 budget has been included for the General Fund.

The County records its transactions under various funds in conformity with GAAP as discussed under "BUDGET AND ACCOUNTING - Fund Structure". The largest of these funds is the General Fund, from which all general expenses of County government are paid and to which taxes and other revenues not specifically directed by law to be deposited in special funds, are deposited. In addition to the General Fund, several special revenue funds receive revenues from particular sources for specific purposes, all as prescribed by law.

The following table indicates the County's General Fund revenues and expenditures for the fiscal years 2009-2013:

Frederick County Maryland
General Fund
Schedule of Revenues & Other Financing Sources Over
Expenditures & Other Financing Uses (Change in Fund Balance) - Budgetary Basis

	2013**	2012*	2011	2010	2009
Revenues:					
Property Taxes	\$ 227,042,627	\$ 249,000,000	\$ 255,257,972	\$ 251,830,507	\$ 236,321,168
Income Taxes	171,226,300	169,800,000	157,826,635	146,332,338	158,356,951
Other Local Taxes	17,407,869	11,700,000	12,475,976	13,661,607	12,623,568
Licenses and Permits	2,844,600	505,000	517,020	508,039	529,307
Grants from Federal Government	293,000	220,000	265,300	124,065	-
Grants from State Government	2,229,400	1,889,000	2,129,991	2,107,348	14,780,400
Other Intergovernmental	-	3,200,000	3,676,983	-	-
Service Charges	4,377,309	3,367,000	3,459,426	4,815,632	4,726,334
Fines and Forfeitures	155,100	160,900	159,132	175,915	175,756
Investment Earnings	400,000	400,000	461,454	530,624	2,919,562
Build America Bond Subsidy	730,160	730,160	740,304	-	-
Miscellaneous	3,148,200	2,500,000	2,893,628	1,813,226	5,364,457
Total Revenues	<u>429,854,565</u>	<u>443,472,060</u>	<u>439,863,821</u>	<u>421,899,301</u>	<u>435,797,503</u>
Other Financing Sources	-	60,559,000	6,721,695	46,975,948	1,474,000
Total Revenues & Other Financing Sources	<u>429,854,565</u>	<u>504,031,060</u>	<u>446,585,516</u>	<u>468,875,249</u>	<u>437,271,503</u>
Expenditures:					
Current					
General Government	32,736,036	36,000,000	28,688,914	34,834,980	36,729,288
Public Safety	54,681,477	49,000,000	46,385,580	46,440,054	51,503,730
Public Works	25,954,957	17,000,000	16,748,724	18,485,706	20,016,632
Public Health	5,362,912	5,900,000	5,251,076	6,478,175	6,326,240
Public Welfare	6,436,059	5,750,000	5,493,276	5,823,760	5,963,092
Education	251,846,033	243,200,000	241,906,846	243,159,708	252,074,878
Recreation and Culture	17,483,280	15,300,000	13,977,415	14,055,500	13,984,447
Public Service Enterprises	1,850,660	2,600,000	3,221,482	3,329,513	3,555,877
Miscellaneous	6,985,682	1,400,000	1,322,468	(1,824,685)	(1,172,529)
Intergovernmental					
Tax Equity	3,732,734	7,402,081	7,402,079	6,601,768	7,393,431
Property Tax Grants to Municipalities	50,000	50,000	49,273	49,273	49,273
State Department of Assessments & Taxation	1,298,000	1,298,000			
Debt Service					
Principal	21,623,419	22,400,000	19,721,835	18,538,086	18,921,361
Interest	<u>13,084,417</u>	<u>13,800,000</u>	<u>13,427,517</u>	<u>11,241,473</u>	<u>11,944,935</u>
Total Expenditures	<u>443,125,666</u>	<u>421,100,081</u>	<u>403,596,485</u>	<u>407,213,311</u>	<u>427,290,655</u>
Other Financing Uses:					
Transfer to					
Capital Projects Fund	8,936,125	6,534,194	3,082,682	-	14,457,269
Special Revenue Fund - Grants	5,586,039	5,500,000	5,733,956	7,067,934	7,684,627
Special Revenue Fund - Fire Tax	9,193,425	4,450,000	-	-	-
Special Revenue Fund - Ag Preservation	186,382	189,022	238,887	305,931	506,964
Internal Service Fund-Fleet Services	-	-	113,334	217,659	2,961
Internal Service Fund-Voice Services	-	-	16,258	32,989	-
Enterprise Fund – Citizens Care & Reha Center	1,678,665	3,229,652	2,637,220	4,270,100	3,087,136
Enterprise Fund – Montevue Home	2,512,022	2,770,954	2,311,169	2,290,445	2,104,749
Enterprise Fund – Permitting & Develop Review	-	-	159,000	780,732	400,450
Enterprise Fund – Water/Sewer	-	86,655	478,075	856,772	-
Enterprise Fund – Solid Waste	-	-	149,737	283,533	-
Payment to refunded bond escrow agent	-	57,261,500	-	40,638,833	-
Total Other Financing Uses	<u>28,092,658</u>	<u>80,021,977</u>	<u>14,920,318</u>	<u>56,744,928</u>	<u>28,244,156</u>
Total Expenditures and Other Financing Uses	<u>471,218,324</u>	<u>501,122,058</u>	<u>418,516,803</u>	<u>463,958,239</u>	<u>455,534,811</u>
Excess (Deficiency) of Revenues & Other Financing Sources Over Expenditures & Other Financial Uses	<u>(41,363,759)</u>	<u>2,909,002</u>	<u>28,068,713</u>	<u>4,917,010</u>	<u>(18,263,308)</u>
Change in Fund Balance	<u>(41,363,759)</u>	<u>2,909,002</u>	<u>28,068,713</u>	<u>4,917,010</u>	<u>(18,263,308)</u>

*Estimated/Uncertified

**Original Adopted Budget

NOTE: Several division and departments were re-organized in FY2013. This may distort some comparisons between FY 2013 and previous fiscal years.

Taxes

Ad valorem property taxes remain the County's most important source of revenues, estimated at 56.1% of total General Fund revenues and 57.8% of total local General Fund tax revenues in fiscal year 2012. By comparison, in fiscal year 2009, these percentages were 54.2% and 58.0%, respectively.

The following table represents the County's actual principal tax revenues by source for each of the five fiscal years 2009-2013:

	Total Local Taxes	General Property Taxes (1)	Income Taxes	Other Local Taxes
2013 (2)	\$415,676,796	\$227,042,627	\$171,226,300	\$17,407,869
2012 (3)	430,500,000	249,000,000	169,800,000	11,700,000
2011	425,560,583	255,257,972	157,826,635	12,475,976
2010	411,824,452	251,830,507	146,332,338	13,661,607
2009	407,301,687	236,321,168	158,356,951	12,623,568

(1) Includes payment in lieu of taxes, additions and abatements, interest on taxes and tax credits.

(2) Budget

(3) Estimated / Unaudited

Source: Frederick County Finance Division.

Property Taxes

The assessment of all real and tangible personal property for purposes of property taxation by the County is the sole responsibility of the State Department of Assessments and Taxation, an independent State agency. In February 2008 the County imposed a personal property tax applicable to all fiscal years beginning after June 30, 2008. The tax is applicable only to the one subclass of personal property (machinery and equipment, other than operating personal property of a public utility that is used to generate (i) electricity or steam for sale, or (ii) hot or chilled water for sale that is used to heat or cool a building). For State and County real property tax purposes, real property is valued at the currently phased-in market value. All property is physically inspected once every three years and any increase in value arising from such inspection is phased in over the ensuing three taxable years in equal annual installments.

A tax credit is permitted against local real property taxes on certain owner-occupied residential property. The tax credit for tax years 1991-1992 and thereafter was computed by multiplying the prior year's taxable assessment by a percentage of between 100% and 110% (as determined by the State, each county and each municipality), subtracting that amount from the current year's assessment, and multiplying the difference, if it is positive, by the applicable tax rate. The County and most of its municipalities adopted 105% as the tax credit factor for tax year 2011-2012.

The State also provides a tax credit based on the ability of homeowners to pay property taxes. The credit is calculated by use of a scale, which indicates a maximum tax liability for various income levels. This credit can be supplemented at the local level. For fiscal year 2013, the County has budgeted \$3,335,100 in tax credits which is entirely reimbursable from the State. In 2006, the County chose to supplement this credit however; subsequently the State expanded its credit eligibility, thereby substantially lessening the effect of the County's action. On January 3, 2012 the BOCC approved an additional supplement as a Senior Tax Credit effective for fiscal year 2013. The anticipated annual fiscal impact for both County supplements is budgeted as \$275,000. Other budgeted tax credits not reimbursed by the State include \$52,500 for historic districts, and \$1,046,400 for agriculture land and buildings. In addition, the BOCC has decided to issue a one-time \$100 tax credit to all property owners on their owner-occupied property. The County has budgeted \$6,700,000 for this one-time credit. Payments are expected to be disbursed in the Fall of 2012.

Exemptions from State and County property taxation include public property; property owned by religious groups or organizations for public religious worship; property owned by charitable, fraternal, benevolent, educational and literary organizations; property owned by a national organization of veterans; property owned by historical societies and museums; property owned by fire companies and rescue squads; operating property owned by railroad and transportation companies (exempt from State taxation only); tangible personal property of certain domestic corporations, savings institutions and commercial banks; inventory, manufacturing equipment, manufacturing inventory and certain rolling stock (exempt from local taxation only); vessels, aircraft and motor vehicles; farming implements, certain agricultural products and commodities; all personal property located at a taxpayer's place of residence other than property used in connection with any business, occupation or profession; tools of mechanics or artisans; and non-operating property of public utilities and contract carriers (exempt from State taxation only).

The following table sets forth the assessment of all taxable property in Frederick County for fiscal years 2008-2012 and the County and State tax rates applicable in each of those years. As of July 1, 2011, the assessment of tax exempt property owned by Federal, State and County governments, churches, schools, fraternal organizations, cemeteries, disabled and the blind aggregated \$2,945,180,607. Under applicable law, there are no limits on the rates of property taxes.

**Assessments and Tax Rates of All Taxable Property by Class
(Fiscal Years Ended June 30)**

Assessments	2012	2011	2010	2009	2008
Real Property	\$ 26,011,999,100	\$26,609,347,752	\$ 26,312,887,121	\$ 24,649,056,470	\$ 22,563,010,867
Public Utilities	322,507,830	295,566,800	298,307,100	297,661,810	327,415,720
Total Base	<u>\$ 26,334,506,930</u>	<u>\$ 26,904,914,552</u>	<u>\$ 26,611,194,221</u>	<u>\$ 24,946,718,280</u>	<u>\$ 22,890,426,587</u>
County Tax Rate..... (Per \$100 of Assessment)	\$ 0.936**	\$ 0.936**	\$ 0.936**	\$ 0.936**	\$ 0.936**
State Tax Rate..... (Per \$100 of Assessment)	\$ 0.112	\$ 0.112	\$ 0.112	\$ 0.112	\$ 0.112

** Excludes Special Revenue Tax Districts.
Source: Frederick County Finance Division.

Tax rates for fiscal year 2013 are based on a budgeted taxable assessment of \$25,295,424,377 and are as follows:

	2013
County Tax Rate (Per \$100 of Assessment)	\$ 0.936 **
State Tax Rate (Per \$100 of Assessment)	\$ 0.112

Source: Frederick County Treasurer's Office.

The following table lists the 20 largest taxpayers in Frederick County and the assessment of their property for fiscal year 2012:

Name of Taxpayer	Assessment	Percentage of Total County Taxable Assessments
Potomac Edison Company	\$128,924,550	0.49%
Verizon Maryland	72,663,370	0.28
PR Financing Limited Partnership	70,287,900	0.27
Medimmune Inc.	52,191,900	0.20
River X LLC	45,635,733	0.17
Washington Gas Light Company	41,979,730	0.16
State Farm Mutual Auto Insurance	41,615,200	0.16
Writ Frederick Crossing Land LLC	39,208,500	0.15
Costco Wholesale Corporation	38,937,133	0.15
RIV 402 LLC.....	38,204,400	0.15
Frederick Westview Properties LLC	36,451,667	0.14
Fannie Mae	36,446,900	0.14
Summit Clearbrook LLC.	33,636,400	0.13
Toys R Us Inc.....	32,537,500	0.12
SP Joma Corp	31,818,400	0.12
Aldi Inc.....	30,575,600	0.12
I&G Direct Real Estate 23 LP	30,573,100	0.12
Westfreit Corp	28,336,100	0.11
ASN Sunset LLC.....	28,217,633	0.11
FCP Crystal Park LLC	28,000,000	0.11
Total	<u>\$886,241,716</u>	<u>3.40</u>

Source: Frederick County Treasurer's Office.

Tax Levies and Collections

Property taxes are levied as of July 1. Effective July 1, 2000, taxes on owner-occupied residential real property may be paid in two installments: one by September 30, and one by December 31. Discounts for timely payments are allowed through August 31 and taxes due and not paid by September 30 are subject to interest and penalties at a rate of 1% per month for each month or fraction thereof that taxes remain unpaid. Tax liens on real property are sold at public auction the second Monday in May when taxes have remained delinquent during the current fiscal year.

The County bills and collects its own property taxes and those of the State and municipalities. County property tax revenues are recognized when levied to the extent that they result in current receivables. State and municipality property taxes collected are remitted to the State and municipalities.

The following table sets forth certain information with respect to the County's tax levies and tax collections for each of the five most recent fiscal years:

Fiscal Year	Total Tax Levy	Current Year's Taxes Collected in Year of Levy		Total Taxes Collected (Current and Delinquent)		Taxes Receivable	Taxes Receivable as a % of Current Year's Tax Levy
		Amount	Percentage	Amount	Amount		
2012	\$ 238,409,420	\$ 238,118,925	99.88%	\$ 238,118,925	\$ 301,103		0.124%
2011	243,648,635	243,347,532	99.88	243,347,532	94,342		0.039
2010	241,251,539	240,846,665	99.83	241,157,197	40,736		0.018
2009	226,065,003	225,851,007	99.86	226,024,267	19,040		0.009
2008	205,519,294	205,408,797	99.95	184,114,464	10,866		0.006

Source: Frederick County Treasurer's Office

Income Tax

The State imposes an income tax on the adjusted gross income of individuals for federal income tax purposes, subject to certain adjustments. Effective January 1, 2008, the personal State income tax rate is graduated up to 6.25%. Each county and Baltimore City must levy a local income tax at the rate of at least 1% of Maryland taxable income, but not in excess of 3.20%. The County's income tax rate is 2.96%, and has been the same since 2002. The County does not levy a local income tax on corporations. Local income tax was budgeted at \$155,843,000 for fiscal year 2012 and the fiscal year income tax is projected to be \$169,800,000.

Other Local Taxes

In addition to property taxes and income taxes, the County levies and collects miscellaneous taxes, the largest of which is the recordation tax on instruments conveying title to property and securing debt. Revenues from this tax in fiscal year 2012 are estimated at \$16,020,000 (including General Fund revenues of \$9,400,000). The budget for fiscal year 2012 is \$19,277,907 (including General Fund revenues of \$10,442,200).

State and Federal Financial Assistance

The County receives grants from the Federal and State governments for use in the General, Special Revenue, and Capital Projects Funds. In addition, the Board of Education, Frederick Community College, and Frederick County Public Libraries receive grants directly from the Federal and State governments.

Water and Sewer Enterprise Fund

Water and sewer user charges are recorded when earned and expenses are recognized when they are incurred based on the accrual basis of accounting. Unpaid water and sewer user charges are a lien on the real property served and are collectible in the same manner as real property taxes.

For fiscal year 2011, the Water and Sewer Enterprise Fund reported \$23,875,083 of connection fees, \$8,786,978 in developer contributions and \$7,714,232 in capital grants for a total capital contribution of \$40,376,293. Overall for fiscal year 2011, net assets increased \$36,451,561 consisting of (\$4,479,888) in net loss, \$40,376,293 in capital contributions and \$555,156 in net transfers.

Per GASB 34 requirements, the Water and Sewer Enterprise Fund reported total Net Assets of \$418,331,391 for fiscal year 2011. Of this amount, \$334,905,780 was invested in capital assets, net of related debt, and \$79,496,783 was unrestricted. The remaining \$3,928,828 was restricted for capital construction.

The current schedule of rates and charges for water and sewer service became effective on May 1, 2001, which included a programmed increase in the rates over a period of several years.

The following table summarizes the revenues and expenses of the Water and Sewer Enterprise Fund for the four most recent fiscal years and the budget for fiscal year 2013:

Water and Sewer Enterprise Fund
Schedule of Revenues and Expenses & Change in New Assets
For the Fiscal Years ending June 30

	2013 **	2012 *	2011	2010	2009
Operating revenues					
Water and sewer charges	\$ 24,448,129	\$ 23,314,690	\$ 22,941,159	\$ 20,495,421	\$ 20,233,419
Delinquent Fees	50,000	62,866	55,130	59,661	58,564
Other sources	879,821	1,428,823	1,278,028	319,756	424,917
Total operating revenues	<u>25,377,950</u>	<u>24,806,379</u>	<u>24,274,317</u>	<u>20,874,838</u>	<u>20,716,900</u>
Operating expenses					
Personnel services	9,328,264	8,140,932	8,713,691	8,601,821	8,545,477
Operating expenses	7,217,216	6,638,535	6,459,561	6,727,890	6,482,768
Supplies	1,383,097	1,377,042	987,452	916,696	735,710
Repairs and maintenance	2,470,019	2,000,000	1,789,352	1,686,517	1,503,916
Depreciation expense	8,248,891	9,065,453	8,257,544	7,387,986	6,738,461
Total operating expenses	<u>28,647,487</u>	<u>27,221,962</u>	<u>26,207,600</u>	<u>25,320,910</u>	<u>24,006,332</u>
Operating income (loss)	<u>(3,269,537)</u>	<u>(2,415,583)</u>	<u>(1,933,283)</u>	<u>(4,446,072)</u>	<u>(3,289,432)</u>
Nonoperating revenues (expenses)					
Investment income	600,000	500,000	492,480	671,737	3,111,060
Miscellaneous Income (expense)	6,000	51,292	40,765	642,055	(386,348)
Capital Grants	6,000,000	6,020,890	7,714,232	-	-
Build America Bonds Subsidy	354,481	354,481	354,480	152,623	-
Interest expense	(4,328,271)	(4,878,264)	(3,429,346)	(3,602,715)	(3,364,201)
Gain (Loss) on disposition of capital assets	-	-	(4,984)	(31,122)	(189,006)
Total nonoperating revenues (expenses)	<u>2,632,210</u>	<u>2,048,399</u>	<u>5,167,627</u>	<u>(2,167,422)</u>	<u>(828,495)</u>
Net Income (Loss) Before Capital Contributions and Transfers	<u>(637,327)</u>	<u>(367,184)</u>	<u>3,234,344</u>	<u>(6,613,494)</u>	<u>(4,117,927)</u>
Capital Contributions	16,000,000	16,000,000	32,662,061	27,238,122	32,262,584
Transfers in	-	86,655	586,811	856,772	-
Transfers out	-	-	(31,655)	(65,583)	(46,424)
Total contributions and transfers	<u>16,000,000</u>	<u>16,086,655</u>	<u>33,217,217</u>	<u>28,029,311</u>	<u>32,216,160</u>
Change in New Assets	<u>\$ 15,362,673</u>	<u>\$ 15,719,471</u>	<u>\$ 36,451,561</u>	<u>\$ 21,415,817</u>	<u>\$ 28,098,233</u>

* Estimate

** Adopted FY13 Budget

Source: Frederick County Finance Division

Solid Waste Management Enterprise Fund

As of July 1, 1989, the Solid Waste Management Enterprise Fund was established to account for the operations of the County landfill and future solid waste activities. Revenues from user fees are the primary source of funds for operations, debt service payments and capital projects.

Landfill user charges (tipping fees) are recorded as revenues when billed. Unpaid tipping fees are assessed interest at the rate of 1% per month and access is denied to landfill users whose accounts are over 60 days past due.

The following table summarizes the revenues and expenses of the Solid Waste Management Enterprise Fund for the four most recent fiscal years and the budget for fiscal year 2013:

Solid Waste Management Enterprise Fund
Schedule of Revenues and Expenses & Change in New Assets
For the Fiscal Years ending June 30

	2013**	2012 *	2011	2010	2009
Operating revenues					
Tipping Fee Charges	\$ 12,992,600	\$ 12,207,084	\$ 12,557,024	\$ 13,083,868	\$ 14,371,408
System Benefit Charges	9,900,000	9,948,991	9,842,140	9,300,632	8,699,288
Recycling	3,222,550	1,819,538	1,871,272	856,500	-
Delinquent Fees	30,000	30,915	72,278	72,156	70,058
Landfill Gas Revenues	215,000	288,000	242,192	-	-
Total operating revenues	<u>26,360,150</u>	<u>24,294,528</u>	<u>24,584,906</u>	<u>23,313,156</u>	<u>23,140,754</u>
Operating expenses					
Personnel services	2,162,081	1,931,477	1,993,376	2,067,983	2,605,492
Operating expenses	1,523,673	1,559,577	1,888,463	1,897,995	4,002,614
Supplies	31,705	38,300	26,820	31,571	3,083,987
Repairs and maintenance	443,420	275,389	190,784	269,739	245,169
Transfer expense	7,887,271	7,544,424	8,561,773	8,852,884	10,039,156
Recycling	7,637,047	4,810,814	4,563,098	4,234,709	-
Depreciation expense	1,126,761	1,351,501	1,396,548	1,635,575	1,324,493
Total operating expenses	<u>20,811,958</u>	<u>17,511,482</u>	<u>18,620,862</u>	<u>18,990,456</u>	<u>21,300,911</u>
Operating income (loss)	<u>5,548,192</u>	<u>6,783,046</u>	<u>5,964,044</u>	<u>4,322,700</u>	<u>1,839,843</u>
Nonoperating revenues (expenses)					
Investment income	100,000	76,230	127,440	190,115	1,016,119
Miscellaneous Income (expense)	-	-	-	-	-
Build America Bonds Subsidy	9,284	9,284	9,284	3,997	-
Interest expense	(1,027,937)	(1,137,099)	(1,337,085)	(1,503,707)	(1,328,849)
Gain (Loss) on disposition of capital assets	-	10,000	-	-	33,250
Total nonoperating revenues (expenses)	<u>(918,653)</u>	<u>(1,041,585)</u>	<u>(1,200,361)</u>	<u>(1,309,595)</u>	<u>(279,480)</u>
Net Income (Loss) Before Capital Contributions and Transfers	<u>4,629,539</u>	<u>5,741,461</u>	<u>4,763,683</u>	<u>3,013,105</u>	<u>1,560,363</u>
Capital Contributions	-	-	531,000	271,841	3,500
Transfers in	-	-	163,978	283,533	-
Transfers out	-	-	694,978	555,374	(99,025)
Total contributions and transfers	<u>-</u>	<u>-</u>	<u>694,978</u>	<u>555,374</u>	<u>(95,525)</u>
Change in New Assets	<u>\$ 4,629,539</u>	<u>\$ 5,741,461</u>	<u>\$ 5,458,661</u>	<u>\$ 3,568,479</u>	<u>\$ 1,464,838</u>

*Projected

**Adopted FY13 Budget

Source: Frederick County Finance Division

CERTAIN DEBT INFORMATION

Bonded Indebtedness of the County

The County may not issue general obligation bonds unless specific enabling legislation is passed by the Maryland General Assembly. In addition to the Bonds, the County has been authorized by the General Assembly to, among other things, (i) issue temporary notes during any single year in an amount up to \$100,000 to pay debt service on bonded indebtedness and \$5,000,000 to pay any expenses or obligations of the County, (ii) incur debt for the purpose of providing funds for the construction of water, sewage, drainage systems and solid waste systems, as long as the amount issued, less any sinking funds or reserves to pay such bonds, does not exceed 6% of the valuation of all legally assessable property within Frederick County subject to unlimited County taxation, (iii) incur debt for the purposes of providing funds for the construction and improvement of public schools per Sections 5.601- 5.604 of the Education Volume of the Annotated Code of Maryland (2004 Replacement Volume, 2005 Supp.) as amended, (iv) to borrow not more than \$563,000 to finance the cost of construction of certain buildings and facilities for the use and benefit of the Tourism Council of Frederick County (this represents the remaining authority under Chapter 558 of the Laws of Maryland of 2000) and (v) issue bonds in an amount up to \$21,540,489 (this represents remaining authority under Chapter 382 of the Laws of Maryland of 2007), and (vi) issue bonds in an amount up to \$100,000,000 (this represents remaining authority under Chapter 54 of the Laws of Maryland of 2012), which is equal to the authorization remaining prior to the issuance of the Bonds. The County is not subject to any general debt limitations with regard to its issuance of general obligation bonds other than water, sewer, drainage system and solid waste bonds and other specific types of bonds which are authorized to be issued under certain provisions of the Maryland Code, but any debt limitation which would be applicable to a particular issue of bonds would be contained within the enabling legislation enacted by the General Assembly of the State.

Any indebtedness authorized by the General Assembly may not be issued until a resolution authorizing the same has been adopted by the Board.

Except as described in “COUNTY GOVERNMENT AND ADMINISTRATION - Leases and Other Contracts”, the County is not a party to any long-term leases, lease-purchase obligations, joint ventures, guaranteed debt, “moral obligation” indebtedness, output or supply contracts, take or pay or similar contracts or any other form of contingency indebtedness that does not appear on its balance sheet.

The following table sets forth the projected amount of the County’s long-term general obligation bonded indebtedness issued and outstanding as of June 30, 2012.

Schedule of Long-Term Loans and Bonded Indebtedness

Issued and Outstanding

As of June 30, 2012 (Excluding proposed issue)

	Date of Debt Issue	Date of Debt Maturity	Amount of Original Issue	Amount Outstanding 06/30/2012
General Government Debt				
MD Retirement Note Payable	6/30/1993	12/31/2012	\$ 7,388,271	\$ 831,718
MILA Loan - Dan Jay LLC (1)	2/11/1996	2/11/2021	630,000	316,503
MILA Loan - Trading Lane / State Farm (1)	5/12/1996	5/12/2021	181,059	96,650
Pub Facilities Refunding Bonds of 1998A	10/15/1998	7/1/2015	19,346,419	8,403,367
Public Facilities Refunding Bonds of 2002, Series A	4/1/2002	7/1/2016	13,999,267	2,416,872
Public Facility GO Bonds of 2002 (2)	11/1/2002	11/1/2012	38,200,000	1,783,080
Pub Facilities & Refunding Bonds of 2003 (2)	9/1/2003	8/1/2013	41,788,860	4,769,000
Pub Facility Refunding Bonds of 2005	5/1/2005	8/1/2020	91,781,972	79,561,142
Pub Facility Refunding Bonds of 2006	2/1/2006	11/1/2022	12,608,476	12,608,476
Public Facilities Bonds of 2007 (2)	5/15/2007	6/1/2027	49,856,000	17,966,175
Public Facilities Bonds of 2008 (2)	6/15/2008	6/1/2028	61,055,000	28,327,736
Public Facilities Bonds of 2010A	1/26/2010	2/1/2020	47,213,456	39,483,592
Pub Fac Bonds of 2010B (BAB)	1/26/2010	2/1/2030	71,261,044	71,261,044
Pub Fac Bonds of 2010C Refunding	4/27/2010	12/1/2020	54,567,316	46,904,584
Public Facilities Bonds of 2011, Series A	8/4/2011	8/1/2031	55,810,000	55,810,000
Pub Fac Refunding Bonds of 2011, Series B	8/4/2011	8/1/2017	9,909,092	9,909,092
Pub Fac Bonds of 2012 Refunding	2/9/2012	8/1/2024	58,457,919	58,457,919
FY 2008 Capital Lease	9/27/2007	10/15/2012	2,394,000	261,000
FY 2009 Capital Lease	9/26/2008	10/15/2013	2,120,000	676,801
FY 2012 Capital Lease	12/15/2011	1/15/2017	836,610	836,610
FY 2012 REF Capital Lease (3)	12/15/2011	1/15/2017	1,842,437	1,742,483
Installment Purchase Agreements	5/15/2003	5/15/2031	54,611,083	54,611,083
Total General Government Debt			<u>695,858,281</u>	<u>497,034,927</u>
Less: Notes Payable			8,199,330	1,244,871
Less: Capital Leases			7,193,047	3,516,894
Less: Installment Purchase Agreements			54,611,083	54,611,083
Total Serial Bond General Government Debt			<u>625,854,821</u>	<u>437,662,079</u>
Proprietary Fund Debt (4)				
MDE Loan - 93A - Ballenger WWTP	VAR	2/1/2014	1,853,071	198,543
MDE Loan - 93A - Leachate Plant Stormwater-Site A Closure	VAR	2/1/2014	12,073,180	1,589,785
MDE Loan - 94A - New Market WWTP	VAR	2/1/2016	1,559,718	429,896
MDE Loan - 99-Reichs Ford Site A Closure #2	VAR	2/1/2019	3,914,206	1,577,162
MDE Loan - 99-Adamstown Pump Station/New Design Force Main	VAR	2/1/2019	1,457,558	595,923
MDE Loan - 99-Lake Linganore Intake Structure	VAR	2/1/2019	2,021,568	854,457
MDE Loan - 99-Braddock Hts / Fountaindale WTP	VAR	2/1/2019	1,089,757	460,608
MDE Loan - 99B - Braddock Hts/Fountaindale WTP(2nd loan)	VAR	2/1/2018	4,592,849	1,716,164
MDE Loan - 99C-East County Water Distribution	VAR	2/1/2021	2,924,539	1,620,974
MDE Loan - 02-Buckeyestown Sewage Conveyance System	8/1/2003	2/1/2019	2,829,246	1,209,212
MDE Loan - 05-Ballenger WWTP (5)	8/1/2005	2/1/2014	5,828,992	1,496,132
MDE Loan -06 SW Rubblefill Cap / Cell 3 Liner	2/1/2006	2/1/2026	7,280,505	5,246,363
MDE Loan - 10 Ballenger Creek-McKinney WWTP	12/18/2009	2/1/2032	67,000,000	67,000,000
Interfund Loan - Solid Waste Cart Loan from W/S Fund	1/1/2009	12/31/2013	3,702,346	1,155,350
Pub Facilities Refunding Bonds of 1998A	10/15/1998	7/1/2015	9,143,581	3,971,633
Public Facilities Refunding Bonds of 2002, Series A	4/1/2002	7/1/2016	8,590,733	1,483,128
Public Facility GO Bonds of 2002 (2)	11/1/2002	11/1/2012	23,500,000	1,096,920
Pub Facilities & Refunding Bonds of 2003	9/1/2003	8/1/2012	7,216,140	196,000
Pub Facility Refunding Bonds of 2005	5/1/2005	8/1/2020	15,233,028	13,793,858
Pub Facility Refunding Bonds of 2006	2/1/2006	11/1/2022	7,756,524	7,756,524
Public Facilities Bonds of 2007 (2)	5/15/2007	6/1/2027	42,024,000	15,143,825
Public Facilities Bonds of 2008 (2)	6/15/2008	6/1/2028	18,325,000	8,502,264
Public Facilities Bonds of 2010A	1/26/2010	2/1/2020	12,491,544	10,446,408
Pub Fac Bonds of 2010B (BAB)	1/26/2010	2/1/2030	18,853,956	18,853,956
Pub Fac Bonds of 2010C Refunding	4/27/2010	12/1/2020	24,797,684	21,315,416
Pub Fac Bonds of 2011B Refunding	8/4/2011	8/1/2017	6,095,908	6,095,908
Pub Fac Bonds of 2012 Refunding	2/9/2012	8/1/2024	26,617,081	26,617,081
Total Proprietary Debt			<u>338,772,714</u>	<u>220,423,490</u>
Less: MDE Loans			114,425,189	83,995,219
Less: Interfund Solid Waste Cart Loan			3,702,346	1,155,350
Total Serial Bond Long-Term Indebtedness			<u>220,645,179</u>	<u>135,272,921</u>
Total Serial Bond Proprietary Debt			<u>\$ 846,500,000</u>	<u>\$ 572,935,000</u>

(1) The proceeds of the loans , under the Maryland Industrial Land Act ("MILA"), Article 83A, Section 5-401 et. seq. of the Annotated Code of Maryland were reloaned to certain private users to assist in the financing of the acquisition of certain industrial land in Frederick County.

(2) Certain maturities of these bonds were refunded by subsequent refunding bonds.

(3) The County issued \$1,842,437 FY2012 Refunding Capital Lease, on 12/15/2011, to refund the 10-year portion of the FY2007 Capital Lease. Lease payments are subject to appropriation and are not general obligations of the County.

(4) Proprietary Fund debt service is funded by user charges in the appropriate fund (Water and Sewer or Solid Waste Mangement), although the debt is a general obligation of the County.

(5) The County refinanced the 1992A MDE Loan for the Ballenger Wastewater Treatment Plant.

Maryland Department of the Environment Loans

The Department of the Environment of the State of Maryland (“MDE”) through the Maryland Water Quality Financing Administration, makes funds available to local governments at below market interest rates for certain water quality and drinking water projects. Proceeds of the loans are dispersed to the County as draws according to construction payments.

The County has been a participant in the MDE’s loan program since fiscal year 1992. As of June 30, 2012, the County has authorized and approved borrowings in an aggregate principal amount of \$91,157,299 for ten water and sewer loans. The County has also authorized and approved borrowings in an aggregate principal amount of \$23,267,892 for three solid waste loans. The outstanding principal on these MDE loans as of June 30, 2012 is \$47,028,057. These loans have interest rates of 1.00 – 4.56%.

Maryland Industrial Land Act Loans

The County has an outstanding loan from the Department of Business and Economic Development of the State (“DBED”) in the original amount of \$630,000 under the Maryland Industrial Land Act, Article 83A, Section 5-401 *et. seq.* of the Maryland Code. The outstanding balance of this loan at June 30, 2012 is \$316,503. The proceeds of this loan have been reloaned by the County to a private user to assist in the financing of the acquisition of certain industrial land and shell buildings in Frederick County. It is anticipated that the repayment of this loan by the private user will generate sufficient moneys for the County to repay DBED; however, the loan is a full faith and credit obligation of the County. A loan in the amount of \$181,059 has also been received under the program and granted to a private user to assist in the financing of certain street and site improvements in Frederick County. The loan is a full faith and credit obligation of the County. The outstanding balance of this loan at June 30, 2012 was \$96,650.

United States Environmental Protection Agency

On April 17, 1992, the County entered into a loan agreement with the United States Environmental Protection Agency. These funds were provided in accordance with the provisions of the Asbestos School Hazard Abatement Reauthorization Act of 1990, 20 U.S.C. 4011 *et. seq.*, for the purpose of removing asbestos from Frederick County public schools. The original amount of this loan was \$1,370,471. This is a non-interest bearing note; the final payment was paid on November 30, 2011.

Maryland State Pension Plan

See “COUNTY GOVERNMENT AND ADMINISTRATION – Retirement and Pension Programs – Plan Descriptions - Cost Sharing Multiple Employer Pension Plans herein.”

Other Loans and Bonds

The County issued taxable 8.16%, \$1,890,094 Tax Increment Financing Bonds due serially through fiscal year 2019 to finance part of the infrastructure needed in the Dudrow Industrial Park Lot Two Development District. The debt is a special obligation of the County. The County surrenders its tax revenues on the incremental increase in property taxes within the districts to pay the debt service on the bonds. Cash and the related liability to bondholders are accounted for in an Agency Fund.

The County issued special obligation bonds on September 16, 2010, for the Urbana Community Development Authority in the amount of \$77,675,000 (Series A) and subordinate bonds in the amount of \$20,020,000 (Series B). The bonds were for infrastructure costs related for the respective authority and also refunded the outstanding maturities of the 1998 and 2004 bonds. Neither the full faith and credit nor the general taxing power of the County is pledged to the payment of these special obligation bonds. The bonds are secured by special taxes levied on the property within the respective Authority. On September 20, 2007, the 2001 Villages of Lake Linganore Community Development Authority Bonds were refunded by two series of taxable bonds in the amounts of \$3,114,000 and \$3,232,142 designated Frederick County, Maryland Special Obligation Bonds (“Villages of Lake Linganore Community Development Authority”) Series 2007 and Series 2007B. The County has authorized a Community Development Authority district for the Aspen North area of the County. While taxes have been levied on the Aspen North properties, debt has not yet been issued.

The County is using the Bell Court Apartment project as residential rental units for lower income households. The deed of trust deferred all principal and interest payments to the Department of Housing and Community Development of the State of Maryland (DHCD), which loaned funds for the construction project, in perpetuity, provided contractual responsibilities were followed. Should the County cease to use the project for this purpose or refinance, sell, transfer or convey the project, the County would be obligated to DHCD for the principal and interest amount of the loan and other specified costs. The principal,

interest and associated costs would also become immediately due if any encumbrance is placed upon the project without the prior written consent of DHCD or in the event of default as defined in the deed of trust. The principal amount of the loan is \$1,813,056.

Summary of Debt Service Requirements

The following tables illustrate the County's schedules of projected debt service requirements for outstanding long-term obligations as of June 30, 2012.

**Summary of Debt Service Requirements for
Outstanding Long-Term Loans and Bonds (Excluding proposed issue) (1)**

Fiscal Year	General Government Debt (2)		Proprietary Debt		Total Long-Term Indebtedness		Total Indebtedness
	Principal	Interest	Principal	Interest	Principal	Interest	
2013	\$ 30,985,893	\$ 21,875,295	\$ 13,332,187	\$ 7,266,358	\$ 44,318,080	\$ 29,141,653	\$ 73,459,733
2014	31,939,052	20,833,320	16,246,775	7,005,955	48,185,827	27,839,275	76,025,102
2015	34,916,596	19,529,930	14,839,513	6,314,401	49,756,109	25,844,331	75,600,440
2016	36,296,165	18,006,291	15,313,812	5,796,202	51,609,977	23,802,493	75,412,470
2017	37,739,446	16,501,132	14,580,550	5,261,293	52,319,996	21,762,425	74,082,421
2018	33,268,227	14,611,187	14,147,450	4,723,463	47,415,677	19,334,650	66,750,327
2019	35,960,570	12,975,347	14,767,517	4,175,355	50,728,087	17,150,702	67,878,789
2020	36,895,341	11,381,719	14,766,762	3,610,334	51,662,103	14,992,053	66,654,156
2021	28,390,307	9,804,150	14,859,353	3,092,966	43,249,660	12,897,116	56,146,776
2022	19,968,549	8,743,558	10,750,049	2,638,408	30,718,598	11,381,966	42,100,564
2023	24,756,722	7,963,703	11,046,507	2,293,240	35,803,229	10,256,943	46,060,172
2024	20,598,646	6,832,858	9,568,087	1,978,792	30,166,733	8,811,650	38,978,383
2025	21,067,273	5,862,128	9,807,913	1,688,728	30,875,186	7,550,856	38,426,042
2026	19,283,772	4,974,908	9,979,029	1,468,259	29,262,801	6,443,167	35,705,968
2027	21,627,857	4,094,176	9,856,712	1,119,219	31,484,569	5,213,395	36,697,964
2028	20,602,482	3,062,822	7,048,825	791,414	27,651,307	3,854,236	31,505,543
2029	15,978,274	2,070,590	5,863,332	577,139	21,841,606	2,647,729	24,489,335
2030	14,368,623	1,195,044	5,985,443	414,347	20,354,066	1,609,391	21,963,457
2031	8,101,132	515,281	3,812,774	247,287	11,913,906	762,568	12,676,474
2032	4,290,000	85,800	3,850,900	209,159	8,140,900	294,959	8,435,859
Total	\$ 497,034,927	\$ 190,919,239	\$ 220,423,490	\$ 60,672,319	\$ 717,458,417	\$ 251,591,558	\$ 969,049,975

(1) For an explanation of this obligation, see "CERTAIN DEBT INFORMATION"

(2) Includes debt supported by impact fees, recordation tax and fire tax revenues

Source: Frederick County Finance Division

Schedule of Debt Service Requirements
As Adjusted to Reflect the Issuance of the Bonds

Fiscal Years Ending June 30	Public Facilities Taxable Refunding Bonds, Series 2012B				Adjusted Total Debt Service (1)
	LESS: Refunded Bonds Debt Service	Principal	Interest (2)		
2013	\$ 73,459,733	\$ 1,316,850	\$ 323,115		\$ 72,465,998
2014	76,025,102	2,633,700	802,217		74,193,619
2015	75,600,440	2,633,700	794,217		75,360,957
2016	75,412,470	2,633,700	776,942		75,410,712
2017	74,082,421	13,514,700	687,510		74,080,231
2018	66,750,327	13,512,450	537,289		66,750,166
2019	67,878,789	13,520,700	383,160		67,876,249
2020	66,654,156	13,508,200	196,609		66,652,565
2021	56,146,776	5,717,100	47,061		56,146,737
2022	42,100,564	-	-		42,100,564
2023	46,060,172	-	-		46,060,172
2024	38,978,383	-	-		38,978,383
2025	38,426,042	-	-		38,426,042
2026	35,705,968	-	-		35,705,968
2027	36,697,964	-	-		36,697,964
2028	31,505,543	-	-		31,505,543
2029	24,489,335	-	-		24,489,335
2030	21,963,457	-	-		21,963,457
2031	12,676,474	-	-		12,676,474
2032	8,435,859	-	-		8,435,859
Total	<u>\$ 969,049,975</u>	<u>\$ 68,991,100</u>	<u>\$ 61,370,000</u>	<u>\$ 4,548,119</u>	<u>\$ 965,976,994</u>

(1) Totals may not add due to rounding

(2) Interest rates range from 1.00% to 1.66%.

The following table sets forth the County's general obligation long-term debt (including notes payable, capital leases, and installment purchase agreements) per capita and ratio of debt to assessment for the four most recent fiscal years and an estimate for the current fiscal year:

Fiscal Year	General Government Debt	Property Tax Assessment	Debt to Assessment	Population (1)	Debt Per Capita
2012*	\$ 497,034,927	\$ 26,334,506,930	1.89%	236,551	\$ 2,101
2011.....	468,965,949	26,904,914,552	1.74%	235,400	1,992
2010.....	492,712,593	26,611,194,221	1.85%	233,385	(2) 2,111
2009.....	393,925,004	24,946,718,280	1.58%	234,400	1,681
2008.....	415,257,526	22,890,426,587	1.81%	232,700	1,785

(1) Totals may not add due to rounding

(2) Interest rates range from 2.00% to 6.00%

* Estimated / Unaudited, and does not include Bonds offered herein.

(1) Population estimate from the Frederick County Division of Community Development.

(2) U.S. Census

Source: Frederick County Finance Division.

The following table sets forth the County's General Fund debt service as a percentage of General Fund revenues for each of its four most recent fiscal years and an estimate for the current fiscal year:

Fiscal Year	General Fund Revenues	Debt Service Expenditures	Percentage
2012*	\$443,472,060	\$36,200,000	8.16%
2011.....	439,863,821	33,149,352	7.54
2010.....	421,899,301	29,779,558	7.05
2009.....	435,797,502	30,866,297	7.08
2008.....	426,983,840	28,348,145	6.64

*Estimated / Unaudited

Source: Frederick County Finance Division.

Rapidity of Debt Amortization (Excluding Proposed Issue)

Number of Years	Principal Retired	Percent of Debt Retired
5	\$246,189,988	34.31%
10	469,964,113	65.50
15	627,556,633	87.47
20	717,458,417	100.00

Source: Frederick County Finance Division.

The following table sets forth the computation of direct and overlapping governmental activities debt of the municipalities within Frederick County as of June 30, 2012 (June 30, 2011 for overlapping debt):

Jurisdiction	Debt Outstanding (1)	Estimated % Applicable	Estimated Share of Direct and Overlapping Debt
Brunswick	\$ 496,817	100%	\$ 496,817
Emmitsburg	446,204	100	446,204
Frederick City	71,268,848	100	71,268,848
Middletown	1,158,626	100	1,158,626
Myersville	3,526,124	^F	3,526,124
Thurmont	1,579,166	^F	1,579,166
Walkersville	487,212	^F	487,212
Frederick County Public Schools	16,283,440	100	16,283,440
Frederick Community College	5,711,476		<u>5,711,476</u>
Total Overlapping Debt			100,957,913
Frederick County Direct Debt			<u>497,034,927</u>
			<u>\$ 595,992,840</u>

(1) Debt repaid by general government activities source:
Frederick County Finance Division.

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The following table sets forth the different classes of capital projects and the amounts included in the Capital Budget for fiscal year 2013 and the amounts included in the Capital Improvement Program for the next five fiscal years indicated:

Capital Budget, Program Requirements and Sources of Funds
(000s)

	2013	2014	2015	2016	2017	2018
<u>Classification</u>						
General Government.....	\$8,241.80	\$10,392.25	\$15,386.81	\$7,590.44	\$11,230.89	\$3,622.50
Water & Sewer.....	1,198.66	159.50	-0-	4,988.70	47,992.95	-0-
Solid Waste.....	370.53	-0-	-0-	-0-	-0-	-0-
Parks and Recreation.....	5,960.40	500.00	676.00	1,764.00	6,867.11	3,523.00
Watershed Restoration.....	-0-	144.00	148.00	216.50	413.25	216.50
Roads.....	7,100.50	2,378.43	5,987.00	730.00	902.00	2,918.00
Bridges.....	-0-	884.00	1,692.00	1,104.00	2,271.00	128.00
Highways.....	7,192.82	11,542.38	12,677.95	14,194.68	12,786.61	11,514.91
Community College.....	2,450.00	589.47	4,258.07	28,545.00	6,605.00	2,679.54
Board of Education.....	10,270.50	31,667.13	17,470.14	61,072.32	51,929.77	33,735.29
Municipalities.....	<u>325.00</u>	<u>264.47</u>	<u>49.50</u>	<u>15.39</u>	<u>35.50</u>	<u>-0-</u>
Total - Projects	<u>\$43,110.21</u>	<u>\$58,521.63</u>	<u>\$58,345.47</u>	<u>\$120,221.03</u>	<u>\$141,034.08</u>	<u>\$58,337.74</u>
<u>Sources of Funds</u>						
General Fund.....	9,680.61	8,665.49	10,736.01	10,210.34	15,445.71	13,330.80
General Obligation Bonds...	1,238.59	28,283.64	31,393.09	73,290.40	55,703.41	32,455.99
Fire Tax District Bonds.....	5,135.85	4,678.00	3,287.00	3,673.94	-0-	-0-
Recordation Tax Bonds.....	452.33	452.33	452.33	452.33	452.33	452.33
Impact Fee Bonds.....	-0-	-0-	-0-	-0-	-0-	-0-
Enterprise Fund Bonds.....	1,040.51	152.00	-0-	4,140.00	39,834.04	-0-
Grants.....	20,770.14	13,047.67	12,066.04	26,596.13	15,163.68	11,491.62
Fire Tax.....	235.00	235.00	235.00	235.00	-0-	-0-
Impact Fees.....	-0-	-0-	-0-	-0-	3,500.00	-0-
Building Excise Taxes.....	500.00	300.00	-0-	-0-	-0-	-0-
Recordation Tax.....	3,488.05	1,800.00	176.00	767.19	2,776.00	600.00
Water & Sewer Fees.....	182.65	7.50	-0-	7.00	-0-	7.00
Solid Waste Fees.....	370.53	-0-	-0-	-0-	-0-	-0-
City of Frederick.....	-0-	-0-	-0-	848.70	8,158.91	-0-
Other.....	<u>15.95</u>	<u>900.00</u>	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>
Total - Projects	<u>\$43,110.21</u>	<u>\$58,521.63</u>	<u>\$58,345.47</u>	<u>\$120,221.03</u>	<u>\$141,034.08</u>	<u>\$58,337.74</u>

Source: Frederick County Finance Division.

The County has consistently used a plan of “pay-as-you-go” financing. Under the pay-as-you-go approach, the County financed the construction of certain of its capital projects by appropriation of revenues from the current funds of the County. Monies expended under General Fund “pay-as-you-go” are as follows:

Fiscal Year	Expended General Fund “Pay-As-You-Go” Funds
2009	\$ 14.5 million
2010*	(1.2) million
2011	3.1 million
2012**	6.7 million
2013**	9.7 million

* In fiscal year 2010, unspent pay-as-you-go funds were returned to the General Fund to assist with budget shortfalls.

**Estimated fiscal year 2012 / Budget amount in fiscal year 2013

Through use of pay-as-you-go, the County has sought to reduce the aggregate amount of general obligation indebtedness issued that would otherwise bear interest to finance the construction of capital projects.

Future Plans to Issue Debt

The County’s Capital Improvement Program is an ongoing process, which requires periodic issuance of the County’s general obligation bonds to fund any portion of such program appropriated from general obligation funds. The County anticipates the next issuance of its general obligation bonds around February 2013.

COUNTY LITIGATION

The County is currently involved in a number of legal disputes involving such matters as civil rights violations, construction contracts, land use, personnel matters, automotive vehicle accidents and other negligence claims. Many of these are covered by insurance in whole or in part. Since certain of these disputes involve unspecified damages, it is not possible to provide a total of the damages claimed. In the opinion of the County Attorney, such matters are unlikely to result, singly or collectively, in total liabilities that would have a material effect on the financial condition of the County.

INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT

The fiscal year 2011 financial statements of the County have been audited by SB & Company, LLC, independent certified public accountants. The fiscal year 2011 financial statements can be found on the County’s web site (www.FrederickCountyMD.gov/reports).

FINANCIAL ADVISOR

Davenport & Company LLC, Towson, Maryland, has rendered financial advice to the County in the preparation of this Official Statement.

VERIFICATION OF MATHEMATICAL COMPUTATIONS

The Arbitrage Group, Inc., a firm of independent arbitrage agents, will deliver to the County its attestation report indicating that it has examined, in accordance with standards established by the American Institute of Certified Public Accountants, the mathematical accuracy of computations prepared by Davenport & Company LLC relating to the sufficiency of the anticipated receipts from the Government Obligations, together with the initial cash deposit, if any, to pay, when due, the principal, interest and redemption premium requirements of the Refunded Bonds.

The report of The Arbitrage Group, Inc. will include the statement that the scope of their engagement was limited to verifying the mathematical accuracy of the computations contained in such schedules provided to them and that they have no obligations to update their report because of events occurring, or data or information coming to their attention, subsequent to the date of their report.

CERTIFICATE OF COUNTY OFFICIALS

Simultaneously with or before delivery of and payment for the Bonds, the County will furnish to the purchaser or purchasers a certificate of the President of the Board and the Director of Finance, which shall state that, to the best of their knowledge and belief, this Official Statement (and any amendment or supplement thereto) as of the date of sale and as of the date of delivery of the Bonds does not contain any untrue statement of a material fact and does not omit to state a material fact necessary to make the statements herein, in the light of the circumstances under which they were made, not misleading; and that between the date of sale and the date of delivery of the Bonds there has been no material adverse change in the financial position or revenues of the County, except as reflected or contemplated in this Official Statement (and any amendment or supplement thereto).

CONTINUING DISCLOSURE UNDERTAKING

In order to enable participating underwriters, as defined in Rule 15c2-12 of the Securities and Exchange Commission (“Rule 15c2-12”) to comply with the requirements of paragraph (b)(5) of Rule 15c2-12, the County will execute and deliver a continuing disclosure agreement (the “Continuing Disclosure Agreement”) on or before the date of issuance and delivery of the Bonds, the form of which is attached to this Official Statement as Appendix C. Potential purchasers of the Bonds should note that the definition of Reportable Events in Appendix C is intended to completely restate the events specified in Rule 15c2-12. It is noted that certain Reportable Events are expected to have no applicability to the Bonds, such as the possibility of unscheduled draws on debt service reserves and matters affecting collateral for the Bonds.

The County has not failed to comply with any prior continuing disclosure undertaking made pursuant to Rule 15c2-12.

SALE AT COMPETITIVE BIDDING

The Bonds were offered by the County at competitive bidding on August 23, 2012 in accordance with the Notice of Sale (the form of which is included herewith as Appendix D). The interest rates shown on the cover page of this Official Statement are interest rates to the County resulting from the award of the Bonds at the competitive bidding therefore. Yields or prices shown on the cover page of this Official Statement are based on information supplied to the County by the successful bidder. Any other information concerning the terms of reoffering of the Bonds, if any, including yields or prices should be obtained from the successful bidders therefore, and not from the County.

MISCELLANEOUS

Financial data presented in this Official Statement which are identified as having been furnished by the County from its records, unless otherwise stated, reflect data prepared from the County’s official records, which are public documents and which are believed to be accurate and reliable. Other data have been prepared by or furnished by sources (identified herein) which the County believes to be accurate and reliable, but the County does not guarantee the accuracy of such data. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement or any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the County since the date hereof.

This Official Statement has been prepared by the County. Davenport & Company LLC, Financial Advisor to the County, has assisted the County, with this financing. This Official Statement has been approved, authorized and executed by the appropriate officials of the County for use in connection with the sale of the Bonds, all pursuant to the legislation authorizing the issuance of the Bonds.

So far as any statements are made in this Official Statement involving matters of opinion or of estimates, whether or not so expressly stated, they are set forth as such and not as representations of fact, and no representation is made that any of the estimates will be realized. Neither this Official Statement nor any statement which may have been made verbally or in writing is to be construed as a contract with the holders of any of the Bonds. Reference is made to Appendix B for the forms of legal opinions on the validity of the Bonds.

The execution of this Official Statement and its delivery have been approved by the County.

COUNTY COMMISSIONERS OF
FREDERICK COUNTY

BY: /S/ BLAINE R. YOUNG

Blaine R. Young
President
Board of County Commissioners of Frederick County

BY: /S/ LORI L. DEPIES

Lori L. Depies
Director of Finance

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Appendix A

The County's Fiscal Year 2011 Comprehensive Annual Financial Report can be viewed at
www.frederickcountymd.gov

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FORM OF BOND COUNSEL OPINION FOR BONDS

County Commissioners of Frederick County
Winchester Hall
12 East Church Street
Frederick, Maryland 21701

Ladies and Gentlemen:

We have acted as bond counsel in connection with the issuance by the County Commissioners of Frederick County (the "County"), a body politic and corporate and a political subdivision of the State of Maryland, of its Frederick County, Maryland, General Obligation Public Facilities Taxable Refunding Bonds, Series 2012B, in an aggregate principal amount of \$61,370,000 (the "Bonds") dated September 6, 2012.

In such capacity, we have examined the law and such certified proceedings and other papers as we deem necessary to render the opinions set forth below.

We are qualified to practice law in the State of Maryland, and we do not purport to be experts on, or to express any opinion herein concerning, any law other than the law of the State of Maryland and the Federal law of the United States of America.

This opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur.

We express no opinion herein as the accuracy, adequacy or completeness of the Official Statement relating to the Bonds.

As to questions of fact material to our opinion, without undertaking to verify the same by independent investigation, we have relied upon the certified proceedings of the County and other certifications by public officials.

Based upon the foregoing, we are of the opinion that, under existing Maryland and Federal law and as of the date hereof:

1. The County is a validly created and existing body politic and corporate and political subdivision of the State of Maryland (the "State"), possessing authority under the Acts (as hereafter defined) to issue the Bonds.

2. The Bonds are issued for valid public purposes as provided in Chapter 373 of the Laws of Maryland of 1999, as amended, Chapter 76 of the Laws of Maryland of 1997, as amended, Chapter 180 of the Laws of Maryland of 1995, as amended, Chapter 548 of the Laws of Maryland of 1993, as amended, Chapter 2-13 of the Code of Public Local Laws of Frederick County, as amended, and Article 31, Section 24 of the Annotated Code of Maryland, as amended (collectively, the "Acts"), and Resolution No. 12-13 of the County adopted on August 9, 2012 (the "Resolution"), and the issuance thereof is within every debt and other similar legal limit applicable to the County.

3. The Resolution has been validly adopted.

4. All actions for the authorization, approval, sale, execution and delivery of the Bonds have been taken in full compliance with the Constitution and laws of the State, the laws of the County, the Acts and the Resolution.

5. The Bonds are valid and binding general obligations of the County to the payment of which the County has pledged its full faith and credit and unlimited taxing power, and are payable as to principal, premium, if any, and interest from ad valorem property taxes upon all the legally assessable property within the corporate limits of Frederick County, and the County is required by law to levy and collect such taxes in rate and amount sufficient to provide for such payments when due.

6. By the terms of the Acts, the Bonds, their transfer, the interest payable on them, and any income derived therefrom, including any profit made in their sale shall be exempt from State, county, municipal or other taxation of every kind and nature whatsoever within the State, but no opinion is expressed as to estate or inheritance taxes or to any other taxes not levied or assessed directly on the Bonds or the income therefrom.

7. Interest on the Bonds is includable in gross income for Federal income tax purposes.

Other than as set forth in the preceding paragraphs 6 and 7, we express no opinion regarding the Federal or State income tax consequences arising with respect to the Bonds.

To ensure compliance with Treasury Circular 230, taxpayers are hereby advised that: (i) any discussion of U.S. federal tax issues contained herein is not intended or written to be used, and cannot be used by any taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer; (ii) any such advice is written to support the promotion or marketing of the Bonds and the transactions described herein; and (iii) each taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax advisor.

The rights of the holders of the Bonds and the enforceability of the Bonds are subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable and to the exercise of judicial discretion in accordance with general principles of equity (whether applied by a court of law or a court of equity).

Very truly yours,

[to be signed "Venable LLP"]

CONTINUING DISCLOSURE AGREEMENT

This Continuing Disclosure Agreement (the “Disclosure Agreement”) is executed and delivered by **COUNTY COMMISSIONERS OF FREDERICK COUNTY** (the “Issuer”) in connection with the issuance of Frederick County, Maryland \$61,370,000 General Obligation Public Facilities Taxable Refunding Bonds, Series 2012B (the “Bonds”). The Bonds are being issued pursuant to Resolution No. 12-13 adopted on August 9, 2012 (the “Resolution”). The Issuer covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Agreement. This Disclosure Agreement is being executed and delivered by the Issuer for the benefit of the holders and the beneficial owners of the Bonds and to assist the Participating Underwriters in complying with Securities and Exchange Commission Rule 15c2-12(b)(5). The County’s obligations hereunder shall be limited to those required by written undertaking pursuant to the Rule.

SECTION 2. Definitions. In addition to the definitions set forth in the Resolution, which apply to any capitalized term used in this Disclosure Agreement unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“Annual Report” shall mean any Annual Report provided by the Issuer pursuant to, and as described in, Section 3 of this Disclosure Agreement.

“Annual Audited Financial Information” means the annual financial statements of the Issuer, as prepared in accordance with generally accepted accounting principles in effect from time to time consistently applied and which are audited by an independent certified public accountant or firm of such accountants.

“Electronic Municipal Market Access (EMMA)” described in 1934 Act Release No. 59062 and maintained by the MSRB for purposes of the Rule. The Electronic Municipal Market Access system, or EMMA, is a comprehensive, centralized online source for free access to municipal disclosures, market transparency data and educational materials about the municipal securities market. EMMA houses municipal disclosure documents that provide information for investors about municipal securities. EMMA also provides access to advance refunding documents, which detail arrangements made when new bonds are issued to establish escrows to pay-off existing bonds (usually to refinance their debt at a lower interest rate), and continuing disclosure documents that describe material information throughout the life of a bond and must be provided by municipal bond issuers. Additional disclosures that are voluntarily provided by issuers may be available for some bonds. EMMA is a service of the Municipal Securities Rulemaking Board, or MSRB, the Federal regulator of broker-dealers and banks that market, trade and underwrite municipal bonds, notes and other securities issued by state and local governments. The MSRB promotes investor protection through rulemaking and information collection and dissemination designed to promote transparency and public access. The MSRB collaborates with the Securities and Exchange Commission, Financial Industry Regulatory Authority, Board of Governors of the Federal Reserve System, Federal Deposit Insurance Corporation, and the United States Department of the Treasury’s Office of the Comptroller of the Currency and Office of Thrift Supervision, all of which enforce compliance by brokers, dealers and banks with MSRB rules.

“Listed Events” shall mean any of the events listed in Section 4(a) of this Disclosure Agreement.

“MSRB” shall mean the Municipal Securities Rulemaking Board, and its successors.

“Official Statement” shall mean the Official Statement dated September 6, 2012 relating to the Bonds.

“Participating Underwriter” shall mean any of the original underwriters of the Bonds required to comply with the Rule in connection with offering of the Bonds.

“Rule” shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

SECTION 3. Provision of Annual Financial Information, Operating Data, and Audited Information.

(a) The Issuer shall provide to EMMA annual financial information and operating data generally consistent with the information contained under the headings “Certain Revenues and Expenditures” and “Certain Debt Information” in the

Official Statement, such information to be made available within 270 days after the end of the Issuer's fiscal year, commencing with the fiscal year ending June 30, 2013.

(b) The Issuer shall provide to EMMA Annual Audited Financial Information, such information to be made available within 270 days after the end of the Issuer's fiscal year, commencing with the fiscal year ending June 30, 2012, unless the audited financial statements are not available on or before such date, in which event said financial statements will be provided promptly when and if available.

(c) The presentation of the financial information referred to in paragraph (a) and in paragraph (b) shall be made in accordance with the same accounting principles as utilized in connection with the presentation of applicable comparable financial information included in the Official Statement, *provided*, that the Issuer may modify the accounting principles utilized in the presentation of financial information by amending this Disclosure Agreement pursuant to the provisions of Section 8 hereof. Changes in Generally Accepted Accounting Principles, where applicable to financial information to be provided by the Issuer, shall not require the Issuer to amend this Disclosure Agreement.

(d) If the Issuer is unable to provide the annual financial information and operating data within the applicable time periods specified in (a) and (b) above, the Issuer shall send in a timely manner a notice of such failure to EMMA or to the Municipal Securities Rulemaking Board and the State Repository, if any.

The Issuer has not failed to comply with any prior undertakings under the Rule.

SECTION 4. *Reporting of Significant Events.*

(a) This Section 4 shall govern the giving of notices of the occurrence of any of the following events with respect to the Bonds:

- (i) principal and interest payment delinquencies;
- (ii) non-payment related defaults;
- (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 or determinations with respect to the tax status of the security, or other material events affecting the tax status of the Bonds;
- (vii) modifications to rights of owners of the Bonds, 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 action, other than pursuant to its terms, if material; or
- (xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material.

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

(b) Whenever the Issuer obtains knowledge of the occurrence of a Listed Event, the Issuer shall as soon as possible determine if such event would constitute material information for owners of Bonds. If the Listed Event constitutes material information for owners of Bonds, the Issuer shall promptly file a notice of such occurrence with the MSRB through EMMA.

(c) The Issuer shall file or cause to be filed with the MSRB notice of any change in its Fiscal Year not later than the date on which it files any information in the then current Fiscal Year.

(d) Any information required to be included in the Annual Bond Disclosure Report or Annual Audited Financial Information may be included by specific reference to other documents previously provided to the MSRB, if any, or filed with the SEC; provided, however, that any final official statement incorporated by reference must be available from the MSRB.

SECTION 5. *Termination of Reporting Obligation.* The Issuer's obligations under this Disclosure Agreement shall terminate upon the defeasance, prior redemption or payment in full of all of the Bonds. In addition, the Issuer may terminate its obligations under this Disclosure Agreement if and when the Issuer no longer remains an obligated person with respect to the Bonds within the meaning of the Rule.

SECTION 6. *Dissemination Agent.* The Issuer may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Agreement, and may discharge any such Agent, with or without appointing a successor Dissemination Agent.

SECTION 7. *Amendment; Waiver.* Notwithstanding any other provision of this Disclosure Agreement, the Issuer may amend this Disclosure Agreement, and any provision of this Disclosure Agreement may be waived, if such amendment or waiver is supported by an opinion of counsel, expert in Federal securities laws, to the effect that such amendment or waiver would not, in and of itself, cause the undertakings herein to violate the Rule if such amendment or waiver had been effective on the date hereof but taking into account any subsequent change in or official interpretation of the Rule.

SECTION 8. *Additional Information.* Nothing in this Disclosure Agreement shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Agreement. If the Issuer chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Agreement, the Issuer shall have no obligation under this Disclosure Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event. The Issuer has not failed to comply with any prior undertakings pursuant to the Rule.

SECTION 9. *Limitation of Remedies.* The Issuer shall be given written notice at the address set forth below of any claimed failure by the Issuer to perform its obligations under the Disclosure Agreement, and the Issuer shall be given 15 days to remedy any such claimed failure. Any suit or other proceeding seeking further redress with regard to any such claimed failure by the Issuer shall be limited to specific performance as the adequate and exclusive remedy available in connection with

such action. Written notice to the Issuer shall be given to the Director of Finance, Winchester Hall, 12 E. Church Street, Frederick, MD 21701, or at such alternate address as shall be specified by the Issuer with disclosures made pursuant to Section 4(a) or 4(b) hereof or a notice of occurrence of a Listed Event.

SECTION 10. *Relationship to Bonds.* The Disclosure Agreement constitutes an undertaking by the Issuer that is independent of the Issuer's obligations with respect to the Bonds; any breach or default by the Issuer under this Disclosure Agreement shall not constitute or give rise to a breach or default under the Bonds.

SECTION 11. *Law of Maryland.* This Disclosure Agreement, and any claim made with respect to the performance by the Issuer of its obligations hereunder, shall be governed by, subject to, and construed according to the laws of the State of Maryland.

SECTION 12. *Limitation of Forum.* Any suit or other proceeding seeking redress with regard to any claimed failure by the Issuer to perform its obligations under this Disclosure Agreement must be filed in the Circuit Court for Frederick County, Maryland.

SECTION 13. *Beneficiaries.* This Disclosure Agreement shall inure solely to the benefit of the Owners, including beneficial owners, from time to time of the Bonds, and shall create no rights in any other person or entity.

Date: _____, 2012

ATTEST:

COUNTY COMMISSIONERS OF
FREDERICK COUNTY

David B. Dunn, County Manager

By: _____
Blaine R. Young, President
Board of County Commissioners
of Frederick County

Appendix D

NOTICE OF SALE

\$61,950,000*
FREDERICK COUNTY, MARYLAND
General Obligation Public Facilities Taxable Refunding Bonds, Series 2012B

**Sealed proposals or electronic bids via *PARITY*
will be received until 11 o'clock A.M., local Frederick, Maryland time, on
Thursday, August 23, 2012
Winchester Hall, 12 East Church Street, 3rd Floor Hearing Room
Frederick, Maryland 21701**

Sealed proposals or electronic bids via **Parity®** will be received at the offices of the County for the purchase of \$61,950,000* General Obligation Public Facilities Taxable Refunding Bonds, Series 2012B (the "Bonds"). The Bonds will be dated the date of delivery (expected to be September 6, 2012) and bear interest payable semi-annually beginning on February 1, 2013 and thereafter on August 1 and February 1 until maturity.

The Bonds are issued pursuant to the authority of Chapter 373 of the Laws of Maryland of 1999, as amended, Chapter 76 of the Laws of Maryland of 1997, as amended, Chapter 180 of the Laws of Maryland of 1995, as amended, Chapter 548 of the Laws of Maryland of 1993, as amended, Chapter 2-13 of the Code of Public Local Laws of Frederick County, as amended, and Article 31, Section 24 of the Annotated Code of Maryland, as amended (together, the "Acts"), and in accordance with Resolution No. 12-13 adopted by the Board on August 9, 2012 (the "Resolution").

The Bonds will mature on the first days of August in the following years and aggregate amounts:

Year of Maturity	Annual Amount Maturing
2013	\$995,000
2014	1,705,000
2015	1,725,000
2016	12,690,000
2017	12,855,000
2018	13,055,000
2019	13,270,000
2020	5,655,000

*Preliminary, subject to change.

The proceeds of the Bonds will be used to advance refund certain outstanding general obligation bonds of the County and to pay costs of issuance.

General Provisions for the Bonds

The Bonds shall be issued only in fully registered form without coupons. One Bond representing each maturity will be issued to and registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”), as registered owner of the Bonds and each such Bond shall be immobilized in the custody of DTC. DTC will act as securities depository for the Bonds. Individual purchases will be made in book-entry form only, in the principal amount of \$5,000 or any integral multiple thereof. Purchasers will not receive physical delivery of certificates representing their interest in the Bonds purchased. The winning bidder, as a condition to delivery of the Bonds, will be required to deposit the bond certificates representing each maturity with DTC. The Bonds will bear interest payable semiannually on August 1 and February 1 in each year, commencing February 1, 2013, until maturity or redemption. Interest will be paid to the persons in whose names the Bonds are registered on the registration books maintained by the Bond Registrar on the Regular Record Date, which is the fifteenth day of the month immediately preceding the month in which each such interest payment date occurs, by check mailed to each such person’s address as it appears on such bond registration books.

Bonds Not Subject to Redemption

The Bonds are not subject to redemption prior to their respective maturities.

All or None Bids

The Board will not accept and will reject any bid for less than all of the above described Bonds. The right is reserved to reject any and all bids.

Electronic Bids

Electronic bids will be received via **Parity®**, in the manner described below, until 11:00 A.M. local Frederick, Maryland time, on August 23, 2012.

Bids may be submitted electronically via **Parity®** pursuant to this Notice until 11:00 A.M., local Frederick, Maryland time, 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, the terms of this Notice shall control. For further information about **Parity®**, potential bidders may contact **Parity®** at Dalcomp (212) 849-5021.

Disclaimer

Each prospective electronic bidder shall be solely responsible to register to bid via **Parity®** as described above. Each qualified prospective electronic bidder shall be solely responsible to make necessary arrangements to access **Parity®** for the purposes of submitting its bid in a timely manner and in compliance with the requirements of the Notice of Sale. Neither the County nor **Parity®**, shall have any duty or obligation to provide or assure access to **Parity®** to any prospective bidder, and neither the County nor **Parity®** shall be responsible for a bidder’s failure to register to bid or for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by, **Parity®**. The County is using **Parity®** as a communication mechanism, and not as the County’s agent, to conduct the electronic bidding for the Bonds. The County is not bound by any advice and determination of **Parity®** to the effect that any particular bid complies with the terms of this Notice of Sale and in particular the “Bid Specifications” hereinafter set forth. All costs and expenses incurred by prospective bidders in connection with their registration and submission of bids via **Parity®** are the sole responsibility of the bidders; and the County is not responsible, directly or indirectly, for any of such costs or expenses. If a prospective bidder encounters any difficulty in submitting, modifying or withdrawing a bid for the Bonds, he should telephone **Parity®** at Dalcomp (212) 849-5021 and notify the County’s Financial Advisor, A. Samuel Ketterman, at Davenport & Company LLC by facsimile at (866) 932-6660.

Electronic Bidding Procedures

Electronic bids must be submitted for the purchase of the Bonds (all or none) via **Parity®**. Bids will be communicated electronically to the County at 11:00 a.m., local Frederick, Maryland time, on August 23, 2012. Prior to that time, a

prospective bidder may (1) submit the proposed terms of its bid via **Parity®**, (2) modify the proposed terms of its bid, in which event the proposed terms as last modified will (unless the bid is withdrawn as described herein) constitute its bid for the Bonds, or (3) withdraw its proposed bid. Once the bids are communicated electronically via **Parity®**, to the County, each bid will constitute an irrevocable offer to purchase the Bonds on the terms therein provided. For purposes of the electronic bidding process, the time as maintained on **Parity®** shall constitute the official time.

Written bids will also be accepted in written form on the form of Proposal for Bonds attached to this Notice until 11:00 a.m. local Frederick, Maryland time at the place specified above. Written bids must be submitted on the prescribed form provided for that purpose by the Director of Finance and must be enclosed in a sealed envelope marked "Proposal for Bonds" and addressed to County Commissioners, 1st Floor Hearing Room, Winchester Hall, 12 East Church Street, Frederick, Maryland 21701.

Adjustments of Principal Amounts

The aggregate principal amount and the principal amount of each maturity of the Bonds are subject to adjustment by the County, both before and after the receipt of bids for their purchase. Changes to be made prior to the sale will be published on TM3 News Service not later than 9:30 a.m. prevailing Eastern time on the date of sale and will be used to compare bids and select a winning bidder. Changes to be made after the sale and the maturity amounts for the Bonds will be communicated to the successful bidder by 3:00 p.m. prevailing Eastern time on the date of the sale, will be made only as necessary to effect the refunding, and will not reduce or increase the aggregate principal amount of the Bonds by more than 10% from the amount bid upon. Such changes may result in the elimination of one or more maturities of the Bonds. In addition, the final maturity schedule for the Bonds will be communicated to the successful bidder by 4:00 p.m. prevailing Eastern time on the date of the sale. The dollar amount bid by the successful bidder shall be adjusted to reflect any adjustments in the principal amount of the Bonds to be issued. The adjusted bid price will reflect changes in the dollar amount of the underwriter's discount and the original issue premium or discount, but will not change the per bond underwriter's discount as calculated from the bid and initial offering prices (as herein defined) required to be delivered to the County as stated herein. The coupon rates specified by the successful bidder for all maturities will not change. The successful bidder may not withdraw its bid as a result of any changes made within these limits.

Bid Specifications

Bidders shall state in their proposals the rate or rates of interest to be paid on the Bonds in multiples of one-eighth (1/8) or one-twentieth (1/20) of one percent (1%), and each proposal shall be based and submitted on the rate or rates stated therein. Bidders may specify more than one rate of interest to be borne by the Bonds but the difference between the lowest rate and the highest rate may not exceed 3%. The highest rate of interest permitted may not exceed 5.50% in any year. Bidders may not specify more than one rate of interest for the Bonds of any single maturity. A zero rate may not be named for any maturity. The Bonds will be awarded to the bidder naming the lowest true interest cost for all of the Bonds in any legally acceptable proposal and offering to pay not less than 100% of par or more than 110% and accrued interest. The lowest true interest cost will be determined 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 to the amount bid, not including interest accrued to the date of delivery. Where the proposals of two or more bidders result in the same lowest true interest cost for the Bonds, the Bonds may be apportioned between such bidders, but if this shall not be acceptable, the County shall have the right to award all of the Bonds to one bidder. The right is reserved to the County to reject any or all proposals and to waive any irregularity or informality in any proposal. The County's judgment shall be final and binding upon all bidders with respect to the form and adequacy of any proposal received and as to its conformity to the terms of this Notice of Sale. Any award of the Bonds may be made as late as 4:00 P.M. on the sale date. All bids remain firm until an award is made.

After receipt of bids is closed and prior to the award, the apparent successful bidder indicated on PARITY must submit a good faith deposit of \$617,050 to the County by wire transfer as instructed by the County or its financial advisor. The award to the apparent successful bidder is contingent upon receipt of the good faith deposit, and the Bonds will not be awarded to such bidder until the County has confirmation of receipt of the good faith deposit. No interest will be allowed on any good faith deposit. In the event the successful bidder shall fail to comply with the terms of its bid, the good faith deposit may be retained as and for full liquidated damages.

All Bonds herein described will constitute an irrevocable pledge of the full faith and credit and unlimited taxing power of the County.

The Bonds will be issued and sold subject to approval as to legality by Venable LLP, Baltimore, Maryland, Bond Counsel, whose approving opinions substantially in the forms included in the Preliminary Official Statement referred to below will be delivered, upon request, to the purchaser or purchasers of the Bonds, without charge.

In order to assist bidders in complying with SEC Rule 15c2-12(b)(5), the County will execute and deliver a continuing disclosure agreement on or before the date of issuance of the Bonds pursuant to which it will undertake to provide certain information annually and notices of certain events. A form of this agreement is set forth in the Preliminary Official Statement and will also be set forth in the Official Statement.

When delivered, the Bonds shall be duly executed and authenticated and registered in the name of Cede & Co., as nominee of DTC, as registered owner of the Bonds.

It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such number on any Bond nor any error with respect thereto shall constitute cause for failure or refusal by the successful bidder to accept delivery of and pay for the Bonds in accordance with the terms of this Notice of Sale.

Not later than seven (7) business days after the award of the Bonds to the successful bidder on the day of sale, the County will authorize an Official Statement, which is expected to be substantially in the form of the Preliminary Official Statement referred to below. If so requested by the purchaser or purchasers at or before the close of business on the date of the sale, the County will include in the Official Statement such pricing and other information with respect to the terms of the reoffering of the Bonds by the successful bidder ("Reoffering Information"), if any, as may be specified and furnished in writing by such bidder. If no Reoffering Information is specified and furnished by the successful bidder, the Official Statement will include the interest rates on the Bonds resulting from the bid of the successful bidder and the other statements with respect to reoffering contained in the Preliminary Official Statement. The successful bidder for the Bonds shall be responsible to the County and its officials for the Reoffering Information, and for all decisions made by such bidder with respect to the use or omission of the Reoffering Information in any reoffering of the Bonds, including the presentation or exclusion of any Reoffering Information in any documents, including the Official Statement. The successful bidder will also be furnished, without cost, with up to 300 copies of the Official Statement (and any amendments or supplements thereto).

Delivery of the Bonds, without expense, will be made by the County to the purchaser or purchasers on or about September 6, 2012 or as soon as practicable thereafter, in New York, New York or at such other location as shall be mutually acceptable to the County and the purchasers, and, thereupon, said purchaser or purchasers will be required to accept delivery of the Bonds purchased and pay, in Federal funds, the balance of the purchase price due. The Bonds will be accompanied by the customary closing documents, including a no-litigation certificate, effective as of the date of delivery, stating that there is no litigation pending affecting the validity of any of the Bonds. It shall be a condition to the obligation of said purchaser or purchasers to accept delivery of and pay for the Bonds that, simultaneously with or before delivery and payment for the Bonds, said purchaser or purchasers shall be furnished a certificate or certificates of the President or Vice President of the Board of County Commissioners of Frederick County and the Director of Finance to the effect that, to the best of their knowledge and belief, the Official Statement (and any amendment or supplement thereto) (except for the Reoffering Information provided by the purchaser and information regarding DTC and DTC's book-entry system provided by DTC, as to which no view will be expressed) as of the date of sale and as of the date of delivery of the Bonds does not contain any untrue statement of a material fact and does not omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading and that between the date of sale and the date of delivery of the Bonds there has been no material adverse change in the financial position or revenues of the County, except as reflected or contemplated in the Official Statement (and any amendment or supplement thereto).

NOTE: The County may revise this Notice of Sale by written notice available to prospective bidders at the place of sale at the time for submission of bids or by publishing notice of any revisions on TM3 at or before the time for submission of bids. Any bid submitted shall be in accordance with, and incorporate by reference, this Notice of Sale including any revisions made pursuant to this paragraph.

The County reserves the right to postpone, from time to time, the date and or time established for the receipt of bids. Any such postponement will be announced by TM3 by notice given not later than 1:00 p.m., local Frederick, Maryland time, on the last business day prior to any announced date for receipt of bids. If any date fixed for the receipt of bids and the sale of the Bonds is postponed, any Alternative Sale Date will be announced via TM3 at least 48 hours prior to such Alternative Sale

Date. In addition, the County reserves the right, on the date established for the receipt of bids, to reject all bids and establish a subsequent Alternative Sale Date. If all bids are rejected and an Alternative Sale Date for receipt of bids established, notice of the Alternative Sale Date will be announced via TM3 not less than 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 this Notice of Sale except for the date of sale and except for the changes announced by TM3 at the time the sale date and time are announced.

The Preliminary Official Statement, together with this Notice of Sale and the required form of proposal, may be obtained from the Director of Finance, Winchester Hall, 12 East Church Street, Frederick, Maryland 21701, or from Davenport & Company LLC, 8600 LaSalle Road, Suite 324, Towson, Maryland 21286, (410) 296-9426. Such Preliminary Official Statement is deemed final by the County as of its date for purposes of SEC Rule 15c2-12 but is subject to revision, amendment and completion in the Official Statement referred to above.

By order of COUNTY COMMISSIONERS OF FREDERICK COUNTY

[Form of Proposal]

BIDDERS MUST SUBMIT PROPOSAL FOR THE BONDS

**PROPOSAL FOR
GENERAL OBLIGATION PUBLIC FACILITIES TAXABLE REFUNDING BONDS, SERIES 2012B**

August 23, 2012

County Commissioners of Frederick County
Winchester Hall
12 East Church Street
Frederick, Maryland 21701

Commissioners:

Subject to the provisions and in accordance with the terms of the annexed Notice of Sale, which is made a part of this Proposal, we offer to purchase the General Obligation Public Facilities Taxable Refunding Bonds, Series 2012B (the "Bonds") of County Commissioners of Frederick County, described in such Notice of Sale, such Bonds to mature in the several years shown in the table below and to bear interest at the rate per annum set opposite such years, respectively.

Year of Maturity	Interest Rate	Year of Maturity	Interest Rate
2013	____%	2017	____%
2014	____%	2018	____%
2015	____%	2019	____%
2016	____%	2020	____%

We will pay an amount equal to the par value of the Bonds \$ _____
plus a dollar premium in the amount of + \$ _____
Total \$ _____

We understand that (a) if we are selected as the winning bidder, we are to provide a good faith deposit in the amount of \$617,050 as a condition to award, as provided in the Notice of Sale, (b) we are to provide a certification regarding the public sale of the bonds as described in the notice of sale on or prior to the closing date and (c) if notified that we are the successful bidder, we will be required to advise the County of the initial reoffering prices (as described in the notice of sale) for each maturity of the bonds at the time of such notification. In this regard, you may contact and rely on the information provided by _____, whose telephone number is _____.

and Associates (See List Attached)

(Not a part of this proposal. The following information is requested to expedite and facilitate prompt determination of the best bid. The inclusion, omission, accuracy or inaccuracy of these figures will not affect the validity of the proposal. The total amount of interest payable on the bonds referred to above under this proposal is \$ _____. The rate of interest determined in the manner set forth in the Notice of Sale is ____% per annum.)

Bidder

By: _____

Appendix E**Refunded Bonds Outstanding as of August 1, 2012****Public Facilities Refunding Bonds of 2005**

Date of Maturity <u>August 1</u>	CUSIP No.	Principal Amount	Rate of Interest	Principal Amount <u>Payable (1)</u>
2016	355694F88	\$11,160,000	5.00%	100%
2017	355694F96	11,730,000	5.00	100
2018	355694G20	12,340,000	5.00	100
2019	355694G38	12,960,000	5.00	100
2020	355694G46	5,605,000	4.00	100

Bonds redeemable on August 1, 2015 at the principal amount thereof, plus accrued interest.

(1)Principal amount payable stated as a percentage of principal

Note: CUSIP is a registered trademark of and the CUSIP numbers set forth above are copyrighted by the American Bankers Association. CUSIP numbers provided herein are provided by Standard & Poor's CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc., and the City does not take responsibility for the accuracy thereof. This information is not intended to create a database and does not serve in any way as a substitute for the CUSIP Service Bureau.

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