

# OFFICIAL STATEMENT DATED APRIL 18, 2013



## **NEW ISSUE-DTC BOOK-ENTRY ONLY**

*In the opinion of Bond Counsel, assuming continuous compliance with certain covenants in the Tax Certificate and Compliance Agreement to be executed and delivered by the County on the date of delivery of the Bonds, and subject to the conditions stated herein under "Tax Matters," under existing law, (a) the interest on the Bonds is excludable from gross income for Federal income tax purposes, and (b) the interest on the Bonds is not an enumerated preference or adjustment for purposes of the Federal alternative minimum tax imposed on individuals and corporations; provided, however, that such interest will be taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on corporations. 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."*

**\$31,450,000**

**FREDERICK COUNTY, MARYLAND**

**Relating to**

**General Obligation Public Facilities Bonds of 2013**

**Dated: Date of Delivery**

**Due: May 1**

***Bond Ratings***

Fitch Ratings: AAA  
Moody's: Aa1  
Standard & Poor's: AA+

***Redemption***

Bonds maturing on or after May 1, 2024, are redeemable in whole or in part, on or after May 1, 2023

***Security***

General Obligations of County Commissioners of Frederick County

***Purpose***

To provide funds for County capital projects

***Interest Payment Dates***

May 1 and November 1, beginning November 1, 2013

***Closing/Settlement***

On or about May 2, 2013

***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 April 18, 2013 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.

**\$31,450,000 General Obligation Public Facilities Bonds of 2013**

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

<b>Maturing May 1</b>	<b>Principal Amount</b>	<b>Interest Rate*</b>	<b>Price or Yield*</b>	<b>CUSIP**</b>
2014 .....	\$1,160,000	2.00%	0.25%	355694Z37
2015 .....	1,180,000	3.00	0.40	355694Z45
2016 .....	1,205,000	4.00	0.53	355694Z52
2017 .....	1,230,000	4.00	0.67	355694Z60
2018 .....	1,265,000	4.00	0.85	355694Z78
2019 .....	1,305,000	5.00	1.03	355694Z86
2020 .....	1,340,000	5.00	1.24	355694Z94
2021 .....	1,380,000	5.00	1.46	3556942A7
2022 .....	1,425,000	5.00	1.64	3556942B5
2023 .....	1,480,000	5.00	1.84	3556942C3
2024 .....	1,540,000	2.00	2.14	3556942D1
2025 .....	1,600,000	5.00	2.09†	3556942E9
2026 .....	1,665,000	5.00	2.25†	3556942F6
2027 .....	1,730,000	3.50	2.73†	3556942G4
2028 .....	1,800,000	3.50	2.82†	3556942H2
2029 .....	1,875,000	3.50	2.90†	3556942J8
2030 .....	1,950,000	3.50	2.96†	3556942K5
2031 .....	2,025,000	3.50	3.01†	3556942L3
2032 .....	2,105,000	3.00	3.16	3556942M1
2033 .....	2,190,000	3.00	3.19	3556942N9

† Priced to call.

\* The interest rates shown above are the interest rates payable by the County resulting from the sale of the Bonds on April 18, 2013 by PNC Capital Markets LLC. The prices or yields shown above were furnished by the successful bidder of the bonds. 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

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### 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

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### CERTAIN APPOINTED AND MANAGERIAL OFFICIALS

**Lori L. Depies, CPA**  
County Manager

**John S. Mathias**  
County Attorney

**Erin M. White, CPA**  
Acting 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**  
Business Retention Manager, Business Development and Retention Department

**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

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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.

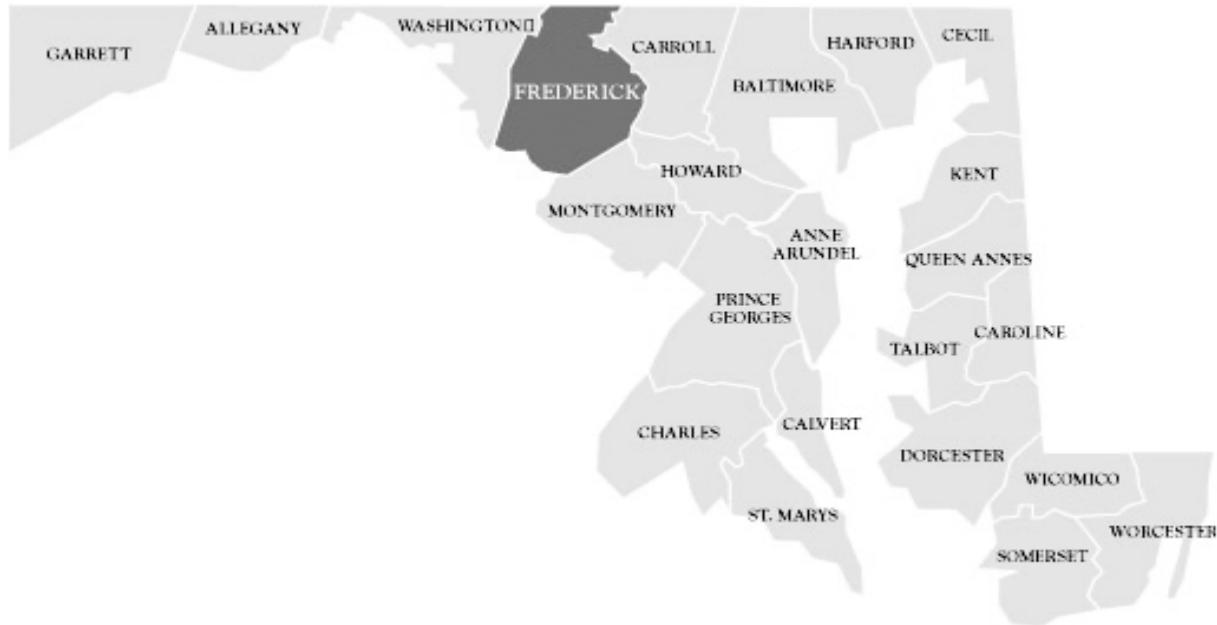
Figures used in this Official Statement relating to tax collections, assessed value of property and the financial position of the County have been taken from official records of the County.

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## 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**

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**\$31,450,000**  
**FREDERICK COUNTY, MARYLAND**  
**Relating to**

**General Obligation Public Facilities Bonds of 2013**

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**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 \$31,450,000 County Commissioners of Frederick County, Maryland, General Obligation Public Facilities Bonds of 2013 (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](http://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 November 1, 2013 and semiannually thereafter on the first days of May and November 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](http://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 Proceeds of Series 2013 Bonds**

The 2013 Bonds are being issued to pay a portion of the costs of financing certain capital projects of the County.

The capital projects to be financed with the proceeds of the Series 2013 Bonds generally include:

General Government.....	\$ 2,700,000
Board of Education .....	16,700,000
Roads and Bridges .....	5,900,000
Community College .....	1,500,000
Water / Sewer .....	4,650,000
<b>TOTAL BONDS .....</b>	<b><u>\$ 31,450,000</u></b>

#### **Authorization**

The Bonds are issued pursuant to the authority of Chapter 382 of the Laws of Maryland of 2007, as amended (the “2007 Act”), Chapter 2-13 of the Code of Public Local Laws of Frederick County (1979), as amended (the “Water and Sewer Act”), Sections 5-601 through 5-604 of the Education Volume of the Annotated Code of Maryland, as amended (the “Education Act” and, together with the 2007 Act, and the Water and Sewer Act, the “Acts”) and in accordance with Resolution No. 13-07 adopted by the Board on March 28, 2013 (the “Resolution”).

## **Redemption**

**Optional Redemption of Series 2013 Bonds.** The Series 2013 Bonds maturing on or after May 1, 2024 shall be subject to redemption prior to their respective maturities, at the option of the County, at any time on or after May 1, 2023, either as a whole or in part, but only upon payment of a redemption price equal to 100% of the principal amount thereof, together with accrued interest thereon to the date fixed for redemption.

If less than all of the outstanding Bonds are called for redemption, the County shall choose the maturities of the Series 2013 Bonds to be redeemed and the principal amount of each maturity to be redeemed, in its sole discretion; and if less than all of the Series 2013 Bonds of any one maturity are called for redemption, the particular Series 2013 Bonds to be redeemed from such maturity shall be selected by lot by the Registrar, except that so long as The Depository Trust Company (“DTC”) or its nominee is the sole registered owner of the Series 2013 Bonds, the particular Series 2013 Bonds or portion to be redeemed shall be selected by lot by DTC, in such manner as DTC shall determine. Each \$5,000 portion of a Series 2013 Bond shall be treated as a separate Bond in the selection by lot of Series 2013 Bonds to be redeemed.

In case part but not all of a Series 2013 Bond shall be selected for redemption, then, upon the surrender thereof, there shall be issued without charge to the registered owner thereof a Bond or Bonds in any authorized denomination as specified by the registered owner. The aggregate principal amount of the Bond or Bonds so issued shall be equal to the unredeemed balance of the principal amount of the Bond surrendered.

If the County elects to redeem all or a portion of the Series 2013 Bonds outstanding, a redemption notice as prescribed in the Resolution shall be mailed by the Bond Registrar (hereinafter defined), on behalf of the County, not less than 30 days prior to the date fixed for redemption, postage prepaid, to the registered owners of the Series 2013 Bonds to be redeemed by first-class mail at their last addresses appearing on the registration books maintained by the Bond Registrar (the “Bond Register”); provided, however, that the failure to mail such notice with respect to a particular Series 2013 Bond to be redeemed or any defect in such notice, or in the mailing thereof, shall not affect the sufficiency of the redemption of any other Series 2013 Bond. So long as DTC or its nominee is the sole registered owner of the Series 2013 Bonds, any redemption notice shall be given to DTC by a secure means (e.g., legible facsimile transmission, registered or certified mail or overnight express delivery) in a timely manner designed to assure that such notice is in DTC’s possession no later than the close of business on such 30th day. From and after the date fixed for redemption, if notice has been duly and properly given and if funds sufficient for the payment of the redemption price of the Series 2013 Bonds called for redemption are held by the Bond Registrar on such date, the Series 2013 Bonds so called for redemption shall become due and payable at the redemption price provided for the redemption of such Bonds on such date, interest on the Series 2013 Bonds shall cease to accrue and the registered owners of such Series 2013 Bonds so called for redemption shall have no rights in respect thereof expect to receive payment of the redemption price thereof from such monies held by the Bond Registrar. Upon presentation and surrender of a Series 2013 Bond called for redemption in compliance with the redemption notice, the Bond Registrar shall pay the appropriate redemption price of such Series 2013 Bond. If Series 2013 Bonds so called for redemption are not paid upon presentation and surrender as described above, such Series 2013 Bonds shall continue to bear interest at the rates stated therein until paid.

## **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 form of Bond Counsel's opinion are set forth in Appendix B to this Official Statement.

## TAX MATTERS

### **Federal Income Taxation**

In the opinion of Bond Counsel, under existing law, the interest on the Bonds (a) is excludable from gross income for federal income tax purposes, and (b) is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; provided, however, that such interest will be taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on corporations (as defined for federal income tax purposes).

Under the provisions of the Internal Revenue Code of 1986, as amended (the “Code”), there are certain requirements that must be met subsequent to the issuance of the Bonds in order for the interest on the Bonds to remain excludable from gross income for federal income tax purposes, including restrictions that must be complied with throughout the term of the Bonds. Such restrictions include, among other things, limitations on the yield of investments acquired with gross proceeds of the Bonds and the periodic payment to the United States of specified portions of arbitrage profit derived from such investments.

In order to comply with the requirements of the Code, the County has made covenants and agreements that are designed to satisfy the requirements of Section 103 and Sections 141 through 150, inclusive, of the Code, and the income tax regulations issued thereunder. In the opinion of Bond Counsel, these covenants and agreements are sufficient to meet the requirements (to the extent applicable to the Bonds) of Section 103 and Sections 141 through 150 of the Code. However, Bond Counsel assumes no responsibility for, and will not monitor, compliance with these covenants and agreements. In the event of noncompliance with such covenants and agreements, the available enforcement remedies may be limited by applicable provisions of law and, therefore, may not be adequate to prevent interest on the Bonds from becoming includable in gross income for federal income tax purposes retroactively to the date of issue.

Under the Code, in calculating corporate alternative minimum tax, a corporation is required to increase its alternative minimum taxable income by 75 percent of the amount by which its “adjusted current earnings” exceed its alternative minimum taxable income (computed without regard to this current earnings adjustment and the alternative tax net operating loss deduction). For this purpose, “adjusted current earnings” would include, among other items, interest on the Bonds. In addition, the Code imposes a branch-level tax on certain earnings and profits of foreign corporations operating branches in the United States, and such earnings and profits would include interest on the Bonds.

Other federal income tax consequences may arise from ownership of the Bonds, and in connection therewith, attention is directed to the following provisions of the Code: (a) Section 265 of the Code denies a deduction for interest on indebtedness incurred or continued to purchase or carry the Bonds or, in the case of a financial institution, that portion of a holder’s interest expense allocated to interest on the Bonds, (b) with respect to insurance companies subject to the tax imposed by Section 831 of the Code, Section 832(b)(5)(B)(i) reduces the deduction for loss reserves by 15 percent of the sum of certain items, including interest on the Bonds, (c) Section 86 of the Code requires recipients of certain Social Security and certain Railroad Retirement benefits to take into account, in determining gross income, receipts or accruals of interest on Bonds such as the Bonds, and (d) for S corporations having subchapter C earnings and profits, the receipt of certain amounts of passive investment income, which includes interest on the Bonds, may result in the imposition of income tax on such passive investment income and, in some cases, loss of S corporation status.

A Bond will be considered to have been issued at a premium if, and to the extent that, the holder’s tax basis in the Bond exceeds the amount payable at maturity (or, in the case of a Bond callable prior to maturity, the amount payable on the earlier call date). The holder will be required to reduce his tax basis in the Bond for purposes of determining gain or loss upon disposition of the Bond by the amount of amortizable bond premium that accrues (determined on a constant yield method) during the period of ownership. No deduction (or other tax benefit) is allowable in respect of any amount of amortizable bond premium on the Bonds.

The initial public offering price of some of the Bonds may be less than the amount payable on those Bonds at maturity. The excess, if any, of the amount payable at maturity of a Bond over the initial public offering price (plus accrued interest from the dated date of the Bond to the date of initial delivery of the Bond) at which a substantial amount of the same maturity of the Bonds was sold constitutes original issue discount (“OID”) for Federal income tax purposes. The full amount of OID will accrue over the term of a Bond in accordance with a constant yield method (using semiannual compounding) which allocates smaller portions of OID to earlier semiannual compounding periods and larger portions of OID to later semiannual compounding periods. In the case of an original or a subsequent holder of a Bond, the amount of OID which is treated as having accrued with respect to such Bond during the period that the holder has held it (a) is not included in the gross income of the holder for Federal

income tax purposes, and (b) is included in the cost basis of the holder in determining, for Federal income tax purposes, gain or loss upon its disposition (including its sale, redemption or payment at maturity). Holders of Bonds should consult their tax advisors with respect to the determination, for Federal income tax purposes, of OID accrued upon the sale, redemption or payment at maturity of the Bonds.

Prospective purchasers of the Bonds should consider possible state and local, excise, or franchise tax consequences arising from original issue discount on the Bonds. In addition, prospective corporate purchasers of the Bonds should consider possible federal income tax consequences arising from original issue discount on the Bonds under the alternative minimum tax and the branch profits tax described above.

Legislative proposals presently before Congress or that are introduced after issuance and delivery of the Bonds, if enacted, could alter or amend one or more of the federal tax matters referred to above and/or adversely affect the market value of the Bonds. It cannot be predicted whether or in what form any such proposal may be enacted, and there can be no assurance that any such proposal would not apply to Bonds issued prior to the enactment of such proposal. Accordingly, prospective purchasers of the Bonds should consult with their tax advisors as to the status and potential effect of such proposals.

The Internal Revenue Service (the “Service”) has a program to audit state and local government Bonds to determine whether the interest thereon is includable in gross income for Federal income tax purposes. If the Service does audit the Bonds, under current Service procedures, the Service will treat the County as the taxpayer and the owners of the Bonds will have only limited rights, if any, to participate in the audit process. Any action of the IRS, including but not limited to selection of the Bonds for audit, or the course or result of such an audit, or an audit of Bonds presenting similar issues, may affect the market value and marketability of the Bonds. Bond Counsel’s engagement with respect to the Bonds ends with the issuance of the Bonds and, unless separately engaged, Bond Counsel is not obligated to defend the County or owners of the Bonds regarding the tax status of interest thereon in the event of an audit examination by the IRS.

Payments of interest on, and proceeds of the sale, redemption or maturity of, tax-exempt Bonds, including the Bonds, are in certain cases subject to information reporting for federal income tax purposes in a manner similar to that applicable to taxable Bonds. Additionally, backup withholding may apply to any such payments to any Bond holder who fails to provide an accurate Form W-9 Request for Taxpayer Identification Number and Certification, or a substantially identical form, or to any Bond owner who is notified by the Service of a failure to report any interest or dividends required to be shown on federal income tax returns. These reporting and backup withholding requirements do not in and of themselves affect or alter the excludability of such interest from gross income for federal tax purposes or any other federal tax consequences of purchasing, holding or selling tax-exempt Bonds.

The foregoing is only a general summary of certain provisions of the Code as enacted and in effect on the date hereof and does not purport to be complete. Prospective purchasers and holders of the Bonds should consult their own tax advisors as to the effects, if any, of the Code in their particular circumstances.

#### **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 the 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; but no opinion is expressed as to estate or inheritance taxes or any other taxes not levied or assessed directly on the Bonds or the income therefrom.

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 with respect to the state and local tax consequences of owning the Bonds and regarding the taxable status of the Bonds in a particular state or local jurisdiction other than the State of Maryland.

## 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 treasurer’s office and the risk management office.

### Change in Form of County Government

On November 6, 2012, the voters of Frederick County adopted a new charter, thereby approving a change in the form of government for the County. On December 1, 2014, the County will become a “chartered county” under Article 25A of the Annotated Code of Maryland. Other Maryland chartered counties include Anne Arundel, Baltimore, Harford, Howard, Montgomery, Prince George’s, Talbot and Wicomico Counties.

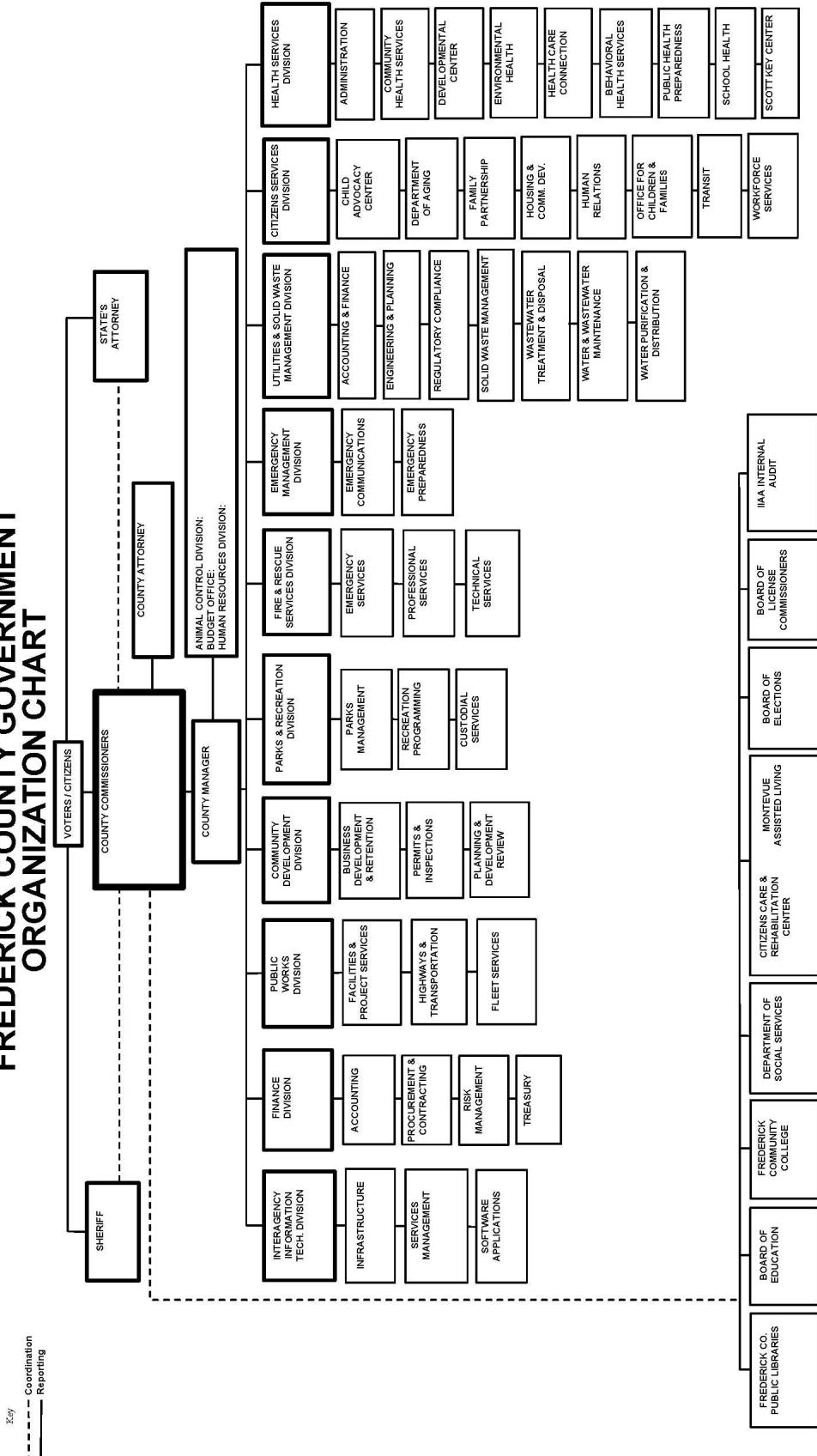
Chartered counties operate under separate legislative and executive branches of government, with the legislative power vested in an elected County Council and executive power in an elected County Executive. Chartered counties have significant home rule powers, including the powers to enact local laws, to levy and collect taxes and assessments, and to incur debt.

The Frederick County Council will be composed of seven members, consisting of five members elected from council districts and two at-large members. Council members will serve four-year terms, and may not serve more than three consecutive terms.

The County Executive will be the chief executive officer of the County, and will serve a four year term. No County Executive may serve more than two consecutive terms. The County Executive will appoint other County executive officers, including a Chief Administrative Officer, a County Attorney, a Director of Finance, and other department heads.

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

# 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 16 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.

*Lori L Depies, CPA, County Manager*, was appointed to her position in October 2012. Before becoming County Manager, she served as director of the Finance Division. Ms. Depies previously served as the director of the Department of Treasury and 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 and the Government Finance Officers Association. She is a member of the Maryland Government Finance Officers Association Board of Directors and also serves as the trustee for both the Employees’ Retirement System and the Other Post Employee Benefits (OPEB) Trust Fund for Frederick County.

*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.

*Erin M. White, CPA, Acting Director, Finance Division*, was appointed to her position in October 2012. Before becoming director of the Finance Division, Ms. White served as the director of the Accounting Department for six years and for five years as an accounting team leader for the capital projects fund, various special revenue funds, the pension fund, and payroll department. Prior to her employment with Frederick County, Ms. White was a supervisor with the public accounting firm of Linton, Shafer and Company, P.A. Frederick, Maryland. Her career in public accounting totaled six years. In addition, she served as the bookstore manager for 10 years of Mount Saint Mary College, Newburgh, New York. Ms. White received a bachelor of science degree in accounting from Mount Saint Mary College, Newburgh, New York. She is a certified public accountant and a member of the American Institute of Certified Public Accountants, the Maryland Association of Certified Public Accountants, the Government Finance Officers Association, and the Maryland Government Finance Officers Association.

*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, Manager, Business Development and Retention Department*, was appointed to her position in February 2012 following the reorganization of the Office of Economic Development to Business Development and Retention. 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 20 years of experience managing programs and staff and coordinating projects. Ms. Riddle serves on the following Boards: Frederick Innovative Technology Council, the Downtown Frederick Partnership, the Ft. Detrick Alliance and the Frederick County Workforce Development Board, and is a member of Maryland Economic Development Association (MEDA) 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 December 31, 2012:

<u>Official Title</u>	
County Attorney .....	\$166,458
County Manager .....	160,000
Director of Community Development .....	149,683
Director of Utilities and Solid Waste Management .....	138,182
Director of Public Works .....	137,912
Director of Finance .....	118,468
Business Retention Manager .....	92,889

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.

On March 21, 2013, the Board of County Commissioners approved a “Voluntary Retirement Incentive Plan”. This plan is designed to provide an incentive to eligible employees while also providing budgetary savings to the County over an extended period of time. The amount of the benefit is \$25,000. Eligibility is based on years of service. Qualified applicants must satisfy the full service eligibility requirement for their normal retirement date, as defined under the covering retirement plan. Service eligibility must be met by April 1, 2013. There are currently 154 eligible employees, but no more than 75 applications will be accepted. Seniority will be the deciding factor when multiple applications are received from a department or division. Retirements will be effective July 1, 2014 or may stagger through October 1, 2014. Any employee who accepts and receives the voluntary retirement plan incentive benefit will not be permitted to return to county employment in any capacity before July 1, 2015.

#### 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, 2012 for the County Plan. At July 1, 2012, 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 .....	\$231,206,383
Vested terminated participants .....	11,694,676
Retired participants, beneficiaries and disabled participants.....	<u>139,828,433</u>
Total actuarial accrued liability.....	382,729,492
Actuarial value of plan assets.....	<u>312,691,229</u>
Unfunded actuarial liability.....	<u><u>\$ 70,038,263</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 \$70,038,263 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, 2012 there are three plan change bases which are currently outstanding – the COLA plan change (5 years remaining), the July 1, 2000 plan improvements for all employees (7 years remaining), and the disability plan change (6 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 2012 of \$18,787,085 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 final payment was made on this liability on 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 \$188,928,000. 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 \$19,252,000 for fiscal year 2012 and the budget for fiscal year 2013 has contributions to the trust fund at \$14,192,000. 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.

## **Labor Relations**

As of December 31, 2012, the County employed 2,114 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, 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:

<b><u>Fiscal Year</u></b>	
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 2012 were \$1,548,426.

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 65 schools. The Board of Education is comprised of seven members who are elected to serve four-year terms. For the 2012-2013 school year, the Board of Education exercises control over 36 elementary schools, 13 middle schools, 10 high schools, 2 charter schools and 4 vocational and special education facilities accommodating 40,527 students, an increase of 40 from the previous year.

During the 2012-2013 school year, the teacher/student ratio is 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, 18,442 students enrolled in the academic programs of the College. Credit enrollment included 7,409 total headcount for Fall; 720 for January term; 7,093 for Spring; and 3,220 for Summer I & II. Additionally, there were 15,860 students enrolled for the non-credit continuing education programs during 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 \$1,906,000.

### **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 172 sworn and 85 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 321 uniformed personnel responding with approximately 750 volunteers. Emergency response vehicles include 64 pumper, 8 aerials, 12 tankers, 10 squads, 27 brush trucks, 43 ambulances, and 11 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. In 2012, 141,010 9-1-1 calls were received, resulting in 183,992 fire/rescue, emergency medical and law enforcement dispatches. 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, the Department of Permits and Inspections, and the Department of Business Development and Retention. 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 65.

## **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 28.

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 September of 2012. 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 has generated 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 30.

## **Business Development and Retention**

Functions within the Business Development and Retention Department 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.

From second quarter 2011 to second quarter 2012, Frederick County saw an increase of 2% or 1,850 new jobs, illustrating favorable job growth over the last year. The average wage per worker was \$890 per week, up 10.4 percent since the second quarter 2008, the 5<sup>th</sup> highest percentage of increase in average weekly wages per worker among all Maryland jurisdictions in the past five years. The industries that experienced the most growth in employment in the private sector were the professional and business services, the leisure and hospitality sector, and the education and health services industries.

The County's first business incubator, the Frederick Innovative Technology Center, Inc. ("FITCI"), was officially opened in January 2005. In eight years, FITCI has graduated sixteen clients who have leased over 87,000 SF of local commercial space. FITCI's tenant companies have created over 260 new jobs in the last seven years with a payroll value of these jobs to Frederick County estimated at \$15 million to \$20 million. FITCI has generated a 429 percent return on investment and leverages its funding by attracting over \$3.00 for every \$1.00 of local funding. FITCI estimates a local economic impact of \$74.7 million the local economy.

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 2012, there were 169 manufacturing establishments employing approximately 4,612 people, paying an average of over \$63 million in annual wages. Average annual wage rates for this sector are 19 percent greater than the weekly wage per worker. The Professional and Business Services Sector pays the highest average weekly wage per worker (\$1,275) which is 43 percent greater than the average weekly wage per worker for Frederick County.

## **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 1,269 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 2012 was 92%. Occupancy rates are estimated at 88% in fiscal year 2013. The primary third-party reimbursement is through Medicaid. Operating expenses for fiscal year 2012 were \$16,904,478. Budgeted expenses for fiscal year 2013 are \$20,173,706. The increase for fiscal year 2013 reflects the move to a new facility where the occupancy is expected to increase to 93% by the end of the fiscal year. The fiscal year 2013 budget includes 172 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 75-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 2012 were \$3,303,347. Budgeted expenses for fiscal year 2013 are \$4,035,738. Montevue also moved into a new facility on July 10, 2012, which increased the number of beds from 60 to 75 with a resulting increase in expenses and FTEs.

On January 22, 2013, the County issued a request for proposals to purchase the Citizens Care & Rehabilitation Center and Montevue facilities. The request for proposals stipulated that the purchaser (if any) would purchase both facilities together, in "as is" condition, for a minimum cash purchase price of \$27,500,000. On March 12, 2013, the County received six responses to the request for proposals. The County is currently evaluating those proposals. At this time, there can be no assurance that the County will consummate the sale of the facilities, or on what terms. Any sale of the facilities must be approved by the Board of County Commissioners.

## **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. Since the County's rubblefill was unlined, it was closed on September, 2001, in accordance with State regulations. The construction contract for the rubblefill closure and capping was initiated in September, 2005, with final acceptance 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 are the principal means of disposal for these wastes.

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 currently 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 sanitary 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 Maryland Department of the Environment (“MDE”) Revolving Loan Program.

Other than through its curbside recycling 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 recycling 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; it now provides collection to all residential properties within Frederick County.

### ***Solid Waste Initiatives***

Since 2000, the County has pursued initiatives to extend the operational life of the Reich’s Ford Road Site B Landfill. These initiatives include permitting a 105 foot vertical expansion of the Site B landfill, construction of a waste transfer station to allow waste to be diverted from the County’s landfill, and permitting a waste to-energy facility located in Frederick County that can reduce or eliminate the need to transfer waste to other jurisdictions.

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.

Following a protracted siting and permitting process, the County completed the construction of the transfer station in January 2009. The transfer station, located at the Reich’s Ford Road landfill is owned and operated by the County. It receives waste generated throughout Frederick County and through waste transportation and disposal contracts, provided by the Northeast Maryland Waste Disposal Authority (Authority), transfers waste to landfills outside of Frederick County. The primary transportation and disposal contract is provided by Waste Management Inc., which provides the County disposal capacity in several Waste Management Landfills in Virginia and Pennsylvania. This contract expires on April 24, 2015. The County has a secondary transportation and disposal contract with Advanced Waste Disposal (previously Interstate Waste Services), which expires on April 24, 2014.

The transfer station also provides for the transfer of single stream recycling materials collected in the County. The County also receives, through agreements provided by the Authority, transportation and Material Recovery Facility (MRF) services provided by Waste Management’s Recycle America LLC. Recyclable materials are processed at Recycle America’s Howard or Prince George’s County MRF.

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 in planning and developing 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. For fiscal year 2014 the Board reduced tipping fees for transactions made by cash or check. Summarized below are the current tipping fees and the approved fiscal year 2014 tipping fees.

Material	FY2013	FY2014*
Municipal Solid Waste	\$ 76/ton	\$ 69/ton
Construction & Demolition (C&D)	85/ton	78/ton
Tires	160/ton	160/ton

[\*Note: FY2014 rates were approved to include a discounted tipping fee for all transactions made by cash or check, which includes billable accounts making payments by check or cash. Current tipping fees will be reduced to \$69 per ton for MSW and \$78 per ton for C&D respectively.]

These tipping fees are subject to a monthly tipping fee escalation provision to ensure that the tipping fees are adjusted as costs associated with the Waste Management transportation (fuel) and disposal contract increase.

The Board adopted the SBC fee structure on January 26, 2006; and increased these rates in fiscal year 2009 through fiscal year 2011. No changes to the SBC have been made since.

Property Designation	FY2010	FY2011	FY2012	FY2013	FY2014
Single Family Residential	\$ 84/yr	\$ 88/yr	\$ 88/yr	\$ 88/yr	\$ 88/yr
Multi Family Residential	47/yr	49/yr	49/yr	49/yr	49/yr
<b>(Per 2000 ft<sup>2</sup>)</b>					
Commercial Low	\$ 40	\$ 42	\$ 42	\$ 42	\$ 42
Commercial Medium Low	119	125	125	125	125
Commercial Medium	198	208	208	208	208
Commercial Medium High	286	301	301	301	301
Commercial High	354	372	372	372	372

The increase in the tipping fees produced approximately \$12.4 million in fiscal year 2012 for the Solid Waste Enterprise and an estimated \$12.0 million in fiscal year 2013. 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 approximately \$116,000 for fiscal year 2012 and budgeted to be \$110,000 in fiscal year 2013.

Another 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.

## **Long Term Solid Waste Management Planning**

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.

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 County. Carroll County executed the MOU on July 23, 2009 and their agreement with the Authority on July 30, 2009.

The MDE issued draft permits and its Notice of Tentative Determinations regarding the WTE permits on December 20, 2012. MDE conducted its final public hearing on these permit determinations on January 30, 2013. The MDE extended the public comment period regarding the permits until May 20, 2013, after which MDE will draft and issue the final permits for the facility. These permits are expected to be received by July 2013.

In preparation for the financing of the project, the Authority issued a request for proposals (RFP) to secure an Underwriter for the projects revenue bonds. The Authority received 19 responses to the RFP. After evaluating the proposals six firms were shorted listed and subsequently interviewed by a committee that included representatives of the Authority, its financial advisor Public Resources Advisory Group (PRAG), County staff, and its financial advisor (Davenport & Company LLC). From these interviews Citi Bank Guggenheim was selected as the senior manager for the tax exempt bonds and TD Securities was selected as the Senior Manager for the taxable bonds. Financing of the project is expected to occur after the final permits are issued in July of this year, subject to any legal challenge of the permits.

## **Water Supply and Wastewater Facilities**

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

The County owns and/or operates 12 water treatment plants ("WTP"). The County's largest WTP relies on surface water, while the other smaller 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. 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 8.0 MGD (max day demand) of water supply capacity. The New Design WTP was completed in April 2011, which expanded the WTP capacity to 25 MGD, which the City of Frederick funding a share of the improvement providing them with up to 8.0 MGD maximum daily demand and is billed monthly (revenue) for water supplied pursuant to the PRWSA. In addition, the County executed the Fort Detrick Water Supply Agreement on September 28, 2010, which provides the Fort with 2.6 MGD max day demand of water with a provision that a minimum of approximately 1.0 MGD of water is purchased (revenue) each month, less the wheeling surcharge to City of Frederick for use of its water distribution system.

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

The County's largest WWTP is the Ballenger McKinney WWTP, which currently has a design capacity of 7.0 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 wastewater collection system, which is a large wastewater 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. This facility is currently undergoing an expansion to 15 MGD and is designed to meet the State of Maryland's enhanced nutrient removal (ENR) requirements. The increase in capacity is based in part on 20-year projected capacity needs and available assimilation capacity in the Monocacy River. Construction notice to proceed on the 15 MGD expansion was issued on December 14, 2009 and is expected to be completed in May 2014.

When completed, the 15 MGD Ballenger-McKinney ENR WWTP will also provide additional capacity for the City of Frederick; an 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, 2012, the County owned and operated the following wastewater and water systems:

System	Total Accounts Served <sup>(1)</sup>	Millions of Gallons Per Day	
		Current Flow <sup>(2)</sup>	Capacity <sup>(3)</sup>
<b>Wastewater</b>			
Ballenger Creek .....	23,344	5.637	7.000
Crestview.....	116	0.039	0.036
Fountaindale .....	631	0.123	0.250
Jefferson .....	778	0.170	0.300
Kemptown Elementary School .....	1	0.000	0.005
Landfill Leachate <sup>(4)</sup> .....	--	-----	0.144
Lewistown Elementary School .....	2	0.002	0.022
Mill Bottom .....	368	0.064	0.100
Monrovia .....	445	0.085	0.200
New Market .....	550	0.085	0.240
Pleasant Branch .....	263	0.052	0.100
Point of Rocks .....	606	0.138	0.230
White Rock.....	98	0.007	0.050
<b>Total .....</b>	<b>27,202</b>		<b>8.677</b>
<b>Water</b>			
Bradford Estates .....	66	0.011	0.030
Cambridge Farms .....	352	0.050	0.125
Cloverhill III .....	328	0.063	0.192
Copperfield .....	125	0.022	0.065
Fountaindale .....	1,000	0.229	0.324
Lake Linganore <sup>(5)</sup> .....	--	-----	2.000
Liberty East .....	42	0.007	0.115
Liberty West and Liberty Condos ..	37	0.003	0.037
New Design .....	17,271	4.713	25.000
Pleasant Branch (Windsor Knolls)	266	0.062	0.238
Sam Hill .....	371	0.081	0.168
White Rock .....	92	0.010	0.036
Woodspring <sup>(6)</sup> .....	--	0.003	0.302
<b>Total .....</b>	<b>19,950</b>		<b>27.759</b>

<sup>(1)</sup> Based on actual number of customer connections.

<sup>(2)</sup> Average daily value based on monthly flow data for calendar year 2012.

<sup>(3)</sup> Wastewater capacity listed is facility *design* capacity. All facilities have NPDES permit discharges that match the design capacity, with the exception of Fountaindale which is 0.2 MGD. Water capacities are typically indicated as a maximum 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.

<sup>(4)</sup> No water/wastewater capacity is currently sold for this facility as it provides wastewater treatment for the leachate from the Landfill. It is expected to be removed from this list once the facility is connected to the Bush Creek Interceptor in August 2013.

<sup>(5)</sup> 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.

<sup>(6)</sup> 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) was completed in fiscal year 2013, with the Board of County Commissioners approval an annual 15% rate increase in water rates over the next 5 years, along with a one-time sewer increase of 1.03%. The rate increases are scheduled to begin in July 2013 (fiscal year 2014) and are subject to annual review by the BOCC.

## **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.

<b>Year</b>	<b>Population of Frederick County</b>
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.

<b>Municipalities</b>	<b>1980</b>	<b>1990</b>	<b>2000</b>	<b>2010</b>
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 <sup>(1)</sup> .....	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

<sup>(1)</sup>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**

<b>Subdivision</b>	<b>2010 Population</b>	<b>2000 Population</b>	<b>Percent Change</b>
<b>Maryland</b> .....	<b>5,773,552</b>	<b>5,296,486</b>	<b>9.0 %</b>
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
<b>Frederick</b> .....	<b>235,385</b>	<b>195,277</b>	<b>20.5</b>
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>
2011 .....	\$46,610	1.2%	\$50,656	3.2%	\$41,560	4.0%
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

Source: U.S. Bureau of Economic Analysis, November 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>
2011 .....	\$11,034,674	\$295,235,516	2.3%	4.0%
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

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

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

Personal income levels for Frederick County residents from 2007 to 2011 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>2011 Number of Returns</u>	<u>2007 Number of Returns</u>	<u>Percent Increase</u>
Calvert County .....	19,901	19,253	3.3%
Charles County .....	31,298	29,282	6.8
<b>Frederick County .....</b>	<b>50,588</b>	<b>48,969</b>	<b>3.3</b>
Montgomery County .....	222,433	214,783	3.5
Prince George's County .....	152,264	142,622	6.7
State of Maryland .....	1,106,631	1,055,328	4.8

Source: Comptroller of the Treasury, Income Tax Summary Report, Tax Years 2007 and 2011.

## 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 2012, as a percentage of their ninth grade enrollment four grades earlier, are presented below:

Calvert County .....	93.7 %
Charles County.....	91.2
<b>Frederick County.....</b>	<b>91.3</b>
Montgomery County.....	91.3
Prince George's County .....	82.5
State of Maryland .....	87.3

Source: Maryland Report Card 2012 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.

	<b>Calvert</b>	<b>Charles</b>	<b>Frederick</b>	<b>Montgomery</b>	<b>Prince George's</b>	<b>State</b>
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	<b>5.2</b>	4.2	6.9	7.2
4 years.....	32.7	29.1	<b>24.3</b>	14.5	28.2	25.9
College						
No degree .....	22.7	28.4	<b>20.6</b>	14.5	22.6	19.7
Associate degree.....	7.5	6.8	<b>8.8</b>	5.1	6.0	6.3
Bachelor's degree .....	15.7	14.8	<b>23.1</b>	26.3	17.0	19.7
Graduate/Professional degree..	12.8	10.8	<b>14.8</b>	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 2011 and 2012. 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)

	<b>Fiscal Year 2012</b>	<b>Fiscal Year 2011</b>	<b>Percent Increase</b>
Calvert County .....	\$ 35,197	\$ 32,898	6.9%
Charles County .....	104,559	100,746	3.7
<b>Frederick County.....</b>	<b>137,105</b>	<b>129,435</b>	<b>5.9</b>
Montgomery County .....	523,568	500,212	4.6
Prince George's County .....	481,737	454,394	6.0
State of Maryland.....	4,095,706	3,908,826	4.7

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 second quarter of 2012. 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 %	610	0.6 %
Construction.....	945	15.3	7,761	8.3
Manufacturing.....	169	2.7	4,612	4.9
Trade/Transportation/Utilities.....	1,099	17.8	15,323	16.3
Information .....	86	1.4	1,193	1.3
Financial Activities .....	547	8.8	6,283	6.7
Professional and Business Services	1,370	22.2	15,652	16.7
Education and Health Services .....	684	11.1	12,578	13.4
Leisure and Hospitality .....	535	8.6	9,956	10.6
Other Services.....	517	8.3	3,237	3.4
Total – Private Sector.....	6,011	97.6	77,204	82.5
Local Government .....	79	1.2	11,536	12.3
State Government.....	9	0.1	792	0.8
Federal Government .....	62	1.0	3,940	4.2
Total .....	<u>6,161</u>	<u>100.00 %</u>	<u>93,472</u>	<u>100.00 %</u>

Source: Maryland Department of Labor, Licensing and Regulation, Office of Labor Market Analysis and Information, "Employment and Payrolls, Second Quarter 2012."

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	11,000*
Frederick Memorial Healthcare System .....	Comprehensive health care	2,652
SAIC (Science Applications International Corp.) - Frederick .....	Medical research	1,965
Wells Fargo Home Mortgage .....	Mortgage servicing	1,881
Bechtel Corporation.....	Telecommunications	1,578
Frederick Community College.....	Education	899
United Health Care.....	Insurance	832
State Farm Insurance .....	Insurance, regional headquarters	793
Wal-Mart Stores .....	Retail products	700
National Emergency Training Center .....	Federal government	500

\* Includes military personnel.

Source: Frederick County Business Development and Retention Department

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 calendar years 2008-2012.

	<b>Annual Average Unemployment Rate</b>				
	<b>2012</b>	<b>2011*</b>	<b>2010*</b>	<b>2009*</b>	<b>2008*</b>
Calvert County .....	5.6%	5.9%	6.6%	6.2%	3.5%
Charles County.....	5.9	6.0	6.6	6.2	3.6
<b>Frederick County .....</b>	<b>5.7</b>	<b>6.1</b>	<b>6.9</b>	<b>6.4</b>	<b>3.6</b>
Montgomery County .....	5.0	5.2	5.8	5.6	3.2
Prince George's County .....	6.7	7.0	7.7	7.3	4.4
State of Maryland.....	6.8	7.0	7.8	7.4	4.3
United States <sup>1</sup> .....	8.9	8.6	9.6	9.3	5.8

\*Estimates are revised to the 2011 benchmark from the Current Population Survey. Published April 2012.

<sup>1</sup>U.S. Department of Labor, Bureau of Labor Statistics.

Source: Maryland Department of Labor, Licensing and Regulation, Office of Labor Market Analysis and Information; U.S. Bureau of Labor Statistics.

The number of persons living in Frederick County who were available for work and composed the work force totaled 129,518 in January 2013 and the total employment for this force was 121,480, resulting in an unemployment rate of 6.2% for this period. Certain comparative unemployment rates are given below for January 2013.

Calvert County.....	5.9%
Charles County .....	6.2
<b>Frederick County .....</b>	<b>6.2</b>
Montgomery County .....	5.2
Prince George's County .....	7.1
State of Maryland .....	7.2
United States .....	7.9

Source: "State of Maryland. Civilian Labor Force, Employment, and Unemployment by Place of Residence, March 2013." 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%
<b>Frederick County .....</b>	<b>31.6</b>
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 December 31, 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 eleventh 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 48,726 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 and College Park via the Inter County Connector from various points in Frederick County. Regular passenger bus schedules are maintained by the Greyhound Corporation. Local fixed route and shuttle bus service and demand-response service in the County is provided by TRANSIT Services of Frederick County. 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 13 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:

<b>Building Permits</b> <b>Year Ending December 31</b>										
	<b>2012 *</b>		<b>2011</b>		<b>2010</b>		<b>2009</b>		<b>2008</b>	
	<b>Issued</b>	<b>Value (000's)</b>								
Residential	893	\$ 197,942	533	\$ 195,695	743	\$186,589	723	\$168,463	562	\$153,346
Other	2,746	113,162	2,908	139,211	2,920	184,931	2,871	268,683	3,321	280,752
Total.	<u>3,639</u>	<u>\$ 311,104</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 December 31, 2012

## Housing

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

<b>Year</b>	<b>Single Family</b>	<b>Towns Duplex</b>	<b>Mobile Home</b>	<b>Multi-Family</b>	<b>Total</b>
2012*	441	168	7	277	893
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 December 31, 2012

## Land Use

Frederick County's land use is predominantly agriculture and conservation. The following table shows overall land use within the County as of December 2012:

	<b>Acres</b>	<b>Percentage</b>
Agriculture .....	217,821	51%
Commercial/Industrial.....	12,323	3
Institutional .....	2,992	1
Municipal .....	27,330	6
Residential.....	40,845	10
Mixed Use .....	938	0
Resource Conservation/Water/Parks .....	113,080	26
Right of Way .....	13,415	3
Total .....	<u>428,744</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 Improvement 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 Improvement 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 Budget Office in cooperation with the Finance Division and 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](http://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 2012 financial statement information has been included in this official statement. Accordingly, fiscal year 2013 data is estimated and the fiscal year 2014 base 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 2010-2014:

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

	<b>FY13*</b>	<b>FY12</b>	<b>FY11</b>	<b>FY10</b>	<b>FY09</b>
<b>Revenues</b>					
Local property taxes	\$ 229,816,542	\$ 249,135,361	\$ 255,257,972	\$ 251,830,507	\$ 236,321,168
Local income taxes	179,208,696	169,760,329	157,826,635	146,332,338	158,356,951
Other local taxes	1,872,664	2,389,931	2,412,583	2,975,465	2,208,465
Recordation	15,248,040	9,969,245	10,063,393	10,686,142	10,415,103
Grants from federal government	278,350	251,082	265,300	124,065	-
Grants from state government					
Highway user	1,196,972	617,562	855,248	1,077,933	11,571,112
Other state grants	1,225,560	1,244,699	1,274,743	1,029,415	3,209,288
Intergovernmental	-	3,200,000	3,676,983	-	-
Investment earnings	384,000	348,963	461,454	530,624	2,919,562
Charges for services	5,847,068	3,821,932	3,459,426	4,815,631	4,726,335
Licenses and permits	2,825,202	532,075	517,018	508,040	529,307
Fines and forfeitures	302,813	153,910	159,132	175,915	175,756
Miscellaneous revenues	3,186,407	3,211,126	3,633,933	1,813,226	5,364,455
Total revenues	441,392,314	444,636,215	439,863,821	421,899,301	435,797,502
<b>Expenditures</b>					
Current					
General government	34,296,945	30,124,889	28,776,826	30,125,389	32,104,831
Judicial	6,956,065	6,851,545	6,327,824	6,301,550	6,352,348
Public safety	54,544,312	48,672,919	44,719,793	46,440,054	51,503,732
Public works	16,438,085	16,061,215	16,473,933	18,485,706	20,016,631
Parks and recreation	5,983,541	5,277,901	4,891,397	4,850,753	4,820,343
Health	8,111,584	7,703,802	7,279,086	9,016,598	9,006,563
Citizen's services	3,000,694	2,762,135	3,388,048	3,642,232	3,594,937
Education and library					
Board of education	237,841,221	229,599,287	228,374,917	228,579,710	237,474,944
Community college	14,004,812	13,414,859	13,531,929	14,579,999	14,599,933
Public library	9,712,343	9,357,871	8,885,956	9,123,885	9,078,985
Other education	2,000	-	-	1,510	1,589
Grant-in-aid agencies	264,421	396,131	502,841	712,829	860,548
Non-county agencies	132,416	180,328	359,580	727,374	655,381
Non-departmental					
Debt service	34,312,874	33,905,913	33,149,353	29,779,559	30,866,297
Tax equity	3,732,734	7,402,079	7,402,079	6,601,768	7,393,431
Other post employment benefits	4,191,056	-	4,455,589	2,799,652	3,571,820
Other employee benefits	912,126	324,528	463,508	144,447	468,765
Property and liability insurance	969,098	713,743	847,001	655,024	691,371
Indirect cost recovery	(4,650,626)	(5,165,608)	(5,158,419)	(5,499,813)	(5,552,806)
Other non-departmental & contingencies	2,527,569	1,465,615	(399,530)	145,084	(218,988)
Total expenditures	433,283,270	409,049,150	404,271,710	407,213,311	427,290,655
<b>Other financing sources (uses)</b>					
Transfers from:					
Capital projects funds			8,159,594	1,203,108	
Special revenue funds			547,695	1,284,000	474,000
Internal service funds	51,300	-	1,674,000	1,000,000	1,000,000
Enterprise funds	253,000				
Proceeds from refunding bonds	35,235,134	49,589,928	-	37,089,587	-
Proceeds from capital lease		1,842,437	-	-	-
Premium on debt	115,950	10,495,016	-	6,399,253	-
Transfers to:					
Capital projects funds	(8,836,125)	(6,644,110)	(6,742,276)	-	(14,457,269)
Special revenue funds	(14,916,034)	(9,904,449)	(5,972,843)	(7,373,865)	(8,191,591)
Internal service funds			(129,592)	(250,648)	(2,961)
Enterprise funds	(4,190,687)	(6,012,930)	(5,735,201)	(8,481,582)	(5,592,335)
Payment to refunding agent	(35,098,638)	(57,261,534)	-	(40,638,833)	-
Payment to refunding lease escrow	-	(1,827,651)	-	-	-
Total other financing sources (uses)	(27,386,100)	(19,723,293)	(8,198,623)	(9,768,980)	(26,770,156)
Total expenditures and other financing uses	460,669,370	428,772,443	412,470,333	416,982,291	454,060,811
Excess (deficiency) of revenues and other financing sources over expenditures and other financing uses	(19,277,056)	15,863,772	27,393,488	4,917,010	(18,263,309)
Change in fund balance	<u>\$ (19,277,056)</u>	<u>\$ 15,863,772</u>	<u>\$ 27,393,488</u>	<u>\$ 4,917,010</u>	<u>\$ (18,263,309)</u>

\*Projected

NOTE: Several division and departments were re-organized in FY2013. This may distort some comparisons between FY13 and previous fiscal years.

## Taxes

Ad valorem property taxes remain the County's most important source of revenues, estimated at 56.4% 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:

	<b>Total Local Taxes</b>	<b>General Property Taxes (1)</b>	<b>Income Taxes</b>	<b>Other Local Taxes</b>
2013(2) ..	\$426,145,942	\$229,816,542	\$179,208,696	\$17,120,704
2012 ....	431,254,867	249,135,361	169,760,329	12,359,177
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) 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 2012-2013.

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 decided to issue a one-time \$100 tax credit to all property owners on their owner-occupied property for fiscal year 2013. The County budgeted \$6,700,000 for this one-time credit. Payments were disbursed in September 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 June 30, 2012, the assessment of tax exempt property owned by Federal, State and County governments, churches, schools, fraternal organizations, cemeteries, disabled and the blind aggregated \$2,901,917,428. 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)**

<b>Assessments .....</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>	<b>2008</b>
Real Property .....	\$25,979,764,052	\$26,609,347,752	\$26,312,887,121	\$24,649,056,470	\$22,563,010,867
Public Utilities .....	<u>294,258,800</u>	<u>295,566,800</u>	<u>298,307,100</u>	<u>297,661,810</u>	<u>327,415,720</u>
Total Base .....	<u><u>\$26,274,022,852</u></u>	<u><u>\$26,904,914,552</u></u>	<u><u>\$26,611,194,221</u></u>	<u><u>\$24,946,718,280</u></u>	<u><u>\$22,890,426,587</u></u>
County Tax Rate..... (Per \$100 of Assessment)	\$0.936**	\$0.936**	\$0.936**	\$0.936**	\$0.936**
State Tax Rate .....	\$0.112 (Per \$100 of Assessment)	\$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. There are residents who live in municipalities within the County and therefore pay property taxes to both the County and municipality for services that are only provided by the municipality. Prior to fiscal year 2013, all municipalities received a tax rebate or direct payment for the cost of services provided by the municipality but taxed by the County. Maryland code governs the procedure for setting a differential rate in the municipalities, and in fiscal year 2013, Frederick City and Myersville decided to take advantage of the differential rate rather than receive a tax rebate. The fiscal year 2013 tax rates are as follows:

	<b>2013</b>
County Tax Rate (Per \$100 of Assessment)	\$ 0.9360 **
County Frederick City Differential (Per \$100 of Assessment)	\$ 0.8130
County Myersville Differential (Per \$100 of Assessment)	\$ 0.8188
State Tax Rate (Per \$100 of Assessment)	\$ 0.1120

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:

<b>Name of Taxpayer</b>	<b>Assessment</b>	<b>Percentage of Total County Taxable Assessments</b>
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
<b>Total .....</b>	<b>\$886,241,716</b>	<b>3.40</b>

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	Current Year's Taxes Collected		Collections in Subsequent Years	Total Collections to Date		Percentage of Adjusted Levy
	Total Tax Levy	in Year of Levy		Amount	Percentage	
2012.....	\$ 238,393,670	\$ 238,135,801	99.89%	\$ -	\$ 238,135,801	99.89%
2011.....	243,648,635	243,347,532	99.88%	177,925	243,525,457	99.95%
2010.....	241,251,539	240,846,665	99.83%	324,876	241,171,541	99.97%
2009.....	226,065,003	225,751,007	99.86%	278,642	226,029,649	99.98%
2008.....	205,519,294	205,408,797	99.95%	99,973	205,508,770	99.99%

### 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 \$171,226,300 for fiscal year 2013 and the fiscal year income tax is projected to be \$179,208,696.

### 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 2013 are estimated at \$24,599,084 (including General Fund revenues of \$15,248,040). The budget for fiscal year 2013 is \$23,530,293 (including General Fund revenues of \$15,097,069).

### 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 2012, the Water and Sewer Enterprise Fund reported \$4,651,082 of connection fees, \$5,918,116 in developer contributions and \$4,912,132 in capital grants for a total capital contribution of \$15,481,330. Overall for fiscal year 2012, net assets increased \$8,789,313 consisting of (\$6,732,101) in net loss and \$15,481,330 in capital contributions and \$40,084 in net transfers.

Per GASB 34 requirements, the Water and Sewer Enterprise Fund reported total Net Assets of \$427,120,704 for fiscal year 2012. Of this amount, \$350,267,738 was invested in capital assets, net of related debt, and \$76,852,966 was unrestricted.

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 an estimate 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**

	<b>2013 *</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
<b>Operating revenues</b>					
Water and sewer charges	\$ 24,448,129	\$ 23,734,175	\$ 22,941,159	\$ 20,495,421	\$ 20,233,419
Delinquent Fees	50,000	60,374	55,130	59,661	58,564
Other sources	879,821	744,587	1,278,028	319,756	424,917
Total operating revenues	<u>25,377,950</u>	<u>24,539,136</u>	<u>24,274,317</u>	<u>20,874,838</u>	<u>20,716,900</u>
<b>Operating expenses</b>					
Personnel services	9,328,264	8,289,678	8,713,691	8,601,821	8,545,477
Operating expenses	7,217,216	6,642,903	6,459,561	6,727,890	6,482,768
Supplies	1,383,097	965,609	987,452	916,696	735,710
Repairs and maintenance	2,470,019	1,438,339	1,789,352	1,686,517	1,503,916
Depreciation expense	8,248,891	9,560,014	8,257,544	7,387,986	6,738,461
Total operating expenses	<u>28,647,487</u>	<u>26,896,543</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>(2,357,407)</u>	<u>(1,933,283)</u>	<u>(4,446,072)</u>	<u>(3,289,432)</u>
<b>Nonoperating revenues (expenses)</b>					
Investment income	600,000	352,273	492,480	671,737	3,111,060
Miscellaneous Income (expense)	6,000	40,765	642,055	(386,348)	
Capital Grants	-	-	7,714,232	-	-
Build America Bonds Subsidy	354,481	354,480	354,480	152,623	-
Interest expense	(4,328,271)	(4,247,431)	(3,429,346)	(3,602,715)	(3,364,201)
Gain (Loss) on disposition of capital assets	<u>-</u>	<u>(834,016)</u>	<u>(4,984)</u>	<u>(31,122)</u>	<u>(189,006)</u>
Total nonoperating revenues (expenses)	<u>(3,367,790)</u>	<u>(4,374,695)</u>	<u>5,167,627</u>	<u>(2,167,422)</u>	<u>(828,495)</u>
Net Income (Loss) Before Capital Contributions and Transfers	<u>(6,637,327)</u>	<u>(6,732,101)</u>	<u>3,234,344</u>	<u>(6,613,494)</u>	<u>(4,117,927)</u>
Capital Contributions	22,000,000	15,481,330	32,662,061	27,238,122	32,262,584
Transfers in	-	40,084	586,811	856,772	-
Transfers out	-	-	(31,655)	(65,583)	(46,424)
Total contributions and transfers	<u>22,000,000</u>	<u>15,521,414</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>\$ 8,789,313</u>	<u>\$ 36,451,561</u>	<u>\$ 21,415,817</u>	<u>\$ 28,098,233</u>

\* Projected

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**

	<b>2013*</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
<b>Operating revenues</b>					
Tipping Fee Charges	\$ 12,992,600	\$ 12,394,626	\$ 12,557,024	\$ 13,083,868	\$ 14,371,408
System Benefit Charges	9,900,000	9,957,757	9,842,140	9,300,632	8,699,288
Recycling	3,222,550	1,780,320	1,871,272	856,500	-
Delinquent Fees	30,000	73,399	72,278	72,156	70,058
Landfill Gas Revenues	215,000	288,000	242,192	-	-
Total operating revenues	<u>26,360,150</u>	<u>24,494,103</u>	<u>24,584,906</u>	<u>23,313,156</u>	<u>23,140,754</u>
<b>Operating expenses</b>					
Personnel services	2,162,081	1,896,608	1,993,376	2,067,983	2,605,492
Operating expenses	1,523,673	1,421,763	1,888,463	1,897,995	4,002,614
Supplies	31,705	39,677	26,820	31,571	3,083,987
Repairs and maintenance	443,420	244,767	190,784	269,739	245,169
Transfer expense	7,887,271	7,298,247	8,561,773	8,852,884	10,039,156
Recycling	7,637,047	4,490,589	4,563,098	4,234,709	-
Depreciation expense	1,126,761	1,340,126	1,396,548	1,635,575	1,324,493
Total operating expenses	<u>20,811,958</u>	<u>16,731,777</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>7,762,326</u>	<u>5,964,044</u>	<u>4,322,700</u>	<u>1,839,843</u>
<b>Nonoperating revenues (expenses)</b>					
Investment income	100,000	81,103	127,440	190,115	1,016,119
Miscellaneous Income (expense)	-	(57,927)	-	-	-
Build America Bonds Subsidy	9,284	9,284	9,284	3,997	-
Interest expense	(1,027,937)	(1,112,139)	(1,337,085)	(1,503,707)	(1,328,849)
Gain (Loss) on disposition of capital assets	-	8,041	-	-	33,250
Total nonoperating revenues (expenses)	<u>(918,653)</u>	<u>(1,071,638)</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>6,690,688</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	-	-	-	-	(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>\$ 6,690,688</u>	<u>\$ 5,458,661</u>	<u>\$ 3,568,479</u>	<u>\$ 1,464,838</u>

\*Projected

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, 2013.

### **Incurrence of Debt Under Charter**

From and after December 1, 2014, the County will have the power to incur debt without specific enabling legislation from the Maryland General Assembly. See "COUNTY GOVERNMENT AND ADMINISTRATION – Change in Form of County Government" above. The aggregate amount of County general obligation debt will be limited to an amount equal to a total of five percent of the assessable basis of real property of the County and fifteen percent of the County's assessable basis of personal property and operating real property; as of July 1, 2012, this limit would have been \$1.26 billion. This limit will not apply to the following categories of debt: tax anticipation notes or other evidences of indebtedness having a maturity not in excess of 12 months; debt payable primarily or exclusively from taxes levied in or on, or other revenues of, special taxing areas or community development authorities; and debt issued for self-liquidating and other projects payable primarily or exclusively from the proceeds of assessments or charges for special benefits or services.

Incurrence of debt will be authorized by legislation enacted by the County Council and approved by the County Executive in accordance with the provisions of the Charter. All such legislation may be referred to the voters of the County for referendum if a petition signed by at least seven percent of the registered voters of the County is filed with the Board of Elections for the County no later than fifty-nine days following the date the legislation is enacted.

**Schedule of Long-Term Loans and Bonded Indebtedness  
Issued and Outstanding**

**As of June 30, 2013 (Excluding proposed issue)**

	<b>Date of Debt Issue</b>	<b>Date of Debt Maturity</b>	<b>Amount of Original Issue</b>	<b>Amount Outstanding 06/30/2013</b>
<b>General Government Debt</b>				
MILA Loan - Dan Jay LLC (1)	2/11/1996	2/11/2021	630,000	287,177
MILA Loan - Trading Lane / State Farm (1)	5/12/1996	5/12/2021	181,059	88,261
Pub Facilities Refunding Bonds of 1998A	10/15/1998	7/1/2015	19,346,419	6,444,279
Pub Facilities Refunding Bonds of 2002, Series A	4/1/2002	7/1/2016	13,999,267	1,989,272
Pub Facilities & Refunding Bonds of 2003 (2)	9/1/2003	8/1/2013	41,788,860	2,020,000
Pub Facility Refunding Bonds of 2005	5/1/2005	8/1/2020	91,781,972	26,120,171
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	50,949,336	16,886,462
Public Facilities Bonds of 2008 (2)	6/15/2008	6/1/2028	61,055,000	25,893,381
Public Facilities Bonds of 2010A	1/26/2010	2/1/2020	47,213,456	35,347,818
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	57,334,253	44,811,401
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	59,842,669	59,842,669
Pub Fac Refunding Bonds of 2012, Series B	8/23/2012	8/1/2020	51,946,393	51,946,393
FY 2009 Capital Lease	9/26/2008	10/15/2013	2,120,000	229,576
FY 2012 Capital Lease	12/15/2011	1/15/2017	836,610	668,870
FY 2012 REF Capital Lease (3)	12/15/2011	1/15/2017	1,842,437	1,362,173
Installment Purchase Agreements	5/15/2003	5/15/2031	54,611,083	53,783,983
Total General Government Debt			705,067,426	477,310,498
Less: Notes Payable			811,059	375,438
Less: Capital Leases			4,799,047	2,260,619
Less: Installment Purchase Agreements			54,611,083	53,783,983
Total Serial Bond General Government Debt			644,846,237	420,890,458
<b>Proprietary Fund Debt (4)</b>				
MDE Loan - 93A - Ballenger WWTP	VAR	2/1/2014	1,853,071	100,878
MDE Loan - 93A - Leachate Plant Stormwater-Site A Closure	VAR	2/1/2014	12,073,180	807,584
MDE Loan - 94A - New Market WWTP	VAR	2/1/2016	1,559,718	329,501
MDE Loan - 99-Reichs Ford Site A Closure #2	VAR	2/1/2019	3,914,206	1,366,032
MDE Loan - 99-Adamstown Pump Station/New Design Force Main	VAR	2/1/2019	1,457,558	518,082
MDE Loan - 99-Lake Linganore Intake Structure	VAR	2/1/2019	2,021,568	743,517
MDE Loan - 99-Braddock Hts / Fountaintdale WTP	VAR	2/1/2019	1,089,757	400,804
MDE Loan - 99B - Braddock Hts/Fountaintdale WTP(2nd loan)	VAR	2/1/2018	4,592,849	1,431,463
MDE Loan - 99C-East County Water Distribution	VAR	2/1/2021	2,924,539	1,464,510
MDE Loan - 02-Buckeyestown Sewage Conveyance System	8/1/2003	2/1/2019	2,829,246	1,028,971
MDE Loan - 05-Ballenger WWTP (5)	8/1/2005	2/1/2014	5,828,992	763,662
MDE Loan - 06 SW Rubblefill Cap / Cell 3 Liner	2/1/2006	2/1/2026	7,280,505	4,895,375
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	369,917
Pub Facilities Refunding Bonds of 1998A	10/15/1998	7/1/2015	9,143,581	3,045,721
Public Facilities Refunding Bonds of 2002, Series A	4/1/2002	7/1/2016	8,590,733	1,220,728
Pub Facilities & Refunding Bonds of 2003 (2)	9/1/2003	8/1/2013	7,216,140	-
Pub Facility Refunding Bonds of 2005	5/1/2005	8/1/2020	15,233,028	4,249,829
Pub Facility Refunding Bonds of 2006	2/1/2006	11/1/2022	7,756,524	7,756,524
Pub Facilities Bonds of 2007 (2)	5/15/2007	6/1/2027	40,930,664	12,448,538
Public Facilities Bonds of 2008 (2)	6/15/2008	6/1/2028	18,325,000	7,771,619
Public Facilities Bonds of 2010A	1/26/2010	2/1/2020	12,491,544	9,352,182
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	22,030,747	16,733,599
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	25,232,331	25,232,331
Pub Fac Refunding Bonds of 2012, Series B	8/23/2012	8/1/2020	9,423,607	9,423,607
Total Proprietary Debt			319,451,298	203,404,838
Less: MDE Loans			114,425,189	80,850,379
Less: Interfund Solid Waste Cart Loan			3,702,346	369,917
Total Serial Bond Long-Term Indebtedness			201,323,763	122,184,542
<b>Total Serial Bond Proprietary Debt</b>			<b>\$ 846,170,000</b>	<b>\$ 543,075,000</b>

(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.

(4) Proprietary Fund debt service is funded by user charges in the appropriate fund (Water and Sewer or Solid Waste Management), 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, 2013 is \$287,178. 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, 2013 was \$88,261.

## **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.

On July 19, 2012, the Board of County Commissioners enacted ordinances and adopted resolutions creating the Jefferson Technology Park Development District, authorizing the issuance of up to \$40 million aggregate principal amount of special obligation bonds to finance infrastructure costs within the District, pledging certain incremental tax revenues to the payment of debt service on such bonds, and authorizing the levy of special taxes within the District to pay debt service on such bonds. The County presently anticipates that such bonds will be issued during fiscal year 2013.

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 and 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, 2013.

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

<b>Fiscal Year</b>	<b>General Government Debt (2)</b>		<b>Proprietary Debt</b>		<b>Total Long-Term Indebtedness</b>		<b>Total Indebtedness</b>
	<b>Principal</b>	<b>Interest</b>	<b>Principal</b>	<b>Interest</b>	<b>Principal</b>	<b>Interest</b>	
2014	\$ 32,345,754	\$ 19,480,106	\$ 15,840,073	\$ 6,527,685	\$ 48,185,827	\$ 26,007,791	\$ 74,193,618
2015	36,691,285	18,152,209	14,664,823	5,852,638	51,356,108	24,004,847	75,360,955
2016	38,299,726	16,595,633	15,165,252	5,350,102	53,464,978	21,945,735	75,410,713
2017	39,447,886	15,234,223	14,537,110	4,861,012	53,984,996	20,095,235	74,080,231
2018	34,599,609	13,685,500	14,061,068	4,403,988	48,660,677	18,089,488	66,750,165
2019	36,959,831	12,414,836	14,563,256	3,938,325	51,523,087	16,353,161	67,876,248
2020	37,530,703	11,187,072	14,481,401	3,453,390	52,012,104	14,640,462	66,652,566
2021	29,603,772	9,822,872	13,710,886	3,009,204	43,314,658	12,832,076	56,146,734
2022	20,149,176	8,788,790	10,569,423	2,593,176	30,718,599	11,381,966	42,100,565
2023	24,944,779	8,001,561	10,858,451	2,255,382	35,803,230	10,256,943	46,060,173
2024	20,794,462	6,863,039	9,372,270	1,948,611	30,166,732	8,811,650	38,978,382
2025	21,270,189	5,884,335	9,604,997	1,666,522	30,875,186	7,550,857	38,426,043
2026	19,490,155	4,993,056	9,772,646	1,450,111	29,262,801	6,443,167	35,705,968
2027	21,842,661	4,103,037	9,641,909	1,110,359	31,484,570	5,213,396	36,697,966
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	8,101,131	515,281	3,812,773	247,287	11,913,904	762,568	12,676,472
2033	4,290,000	85,800	3,850,900	209,159	8,140,900	294,959	8,435,859
<b>Total</b>	<b>\$ 477,310,498</b>	<b>\$ 162,135,806</b>	<b>\$ 203,404,838</b>	<b>\$ 50,659,851</b>	<b>\$ 680,715,336</b>	<b>\$ 212,795,657</b>	<b>\$ 893,510,993</b>

(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**

<b>Fiscal Years Ending June 30</b>	<b>Total Debt Service (1)</b>	<b>Public Facilities Bonds of 2013</b>		<b>Adjusted Total Debt Service (1)</b>
		<b>Principal</b>	<b>Interest (2)</b>	
2014.....	\$74,193,618	\$1,160,000	\$1,200,955	\$76,554,573
2015.....	75,360,955	1,180,000	1,181,100	77,722,055
2016.....	75,410,713	1,205,000	1,145,700	77,761,413
2017.....	74,080,231	1,230,000	1,097,500	76,407,731
2018.....	66,750,165	1,265,000	1,048,300	69,063,465
2019.....	67,876,248	1,305,000	997,700	70,178,948
2020.....	66,652,566	1,340,000	932,450	68,925,016
2021.....	56,146,734	1,380,000	865,450	58,392,184
2022.....	42,100,565	1,425,000	796,450	44,322,015
2023.....	46,060,173	1,480,000	725,200	48,265,373
2024.....	38,978,382	1,540,000	651,200	41,169,582
2025.....	38,426,043	1,600,000	620,400	40,646,443
2026.....	35,705,968	1,665,000	540,400	37,911,368
2027.....	36,697,966	1,730,000	457,150	38,885,116
2028.....	31,505,543	1,800,000	396,600	33,702,143
2029.....	24,489,335	1,875,000	333,600	26,697,935
2030.....	21,963,457	1,950,000	267,975	24,181,432
2031.....	12,676,472	2,025,000	199,725	14,901,197
2032.....	8,435,859	2,105,000	128,850	10,669,709
2033.....	-	2,190,000	65,700	2,255,700
<b>Total.....</b>	<b>\$893,510,993</b>	<b>\$31,450,000</b>	<b>\$13,652,405</b>	<b>\$938,613,398</b>

(1) Totals may not add due to rounding

(2) Interest rates range from 2.00% from 5.00%.

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:

<b>Fiscal Year</b>	<b>General</b>		<b>Debt to Assessment</b>	<b>Population (1)</b>	<b>Debt Per Capita</b>
	<b>Government Debt</b>	<b>Property Tax Assessment</b>			
2012	\$ 477,310,498	\$ 26,334,506,930	1.81%	236,551	\$ 2,018
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) 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:

<b>Fiscal Year</b>	<b>General Fund Revenues</b>	<b>Debt Service Expenditures</b>	<b>Percentage</b>
2012	\$444,636,215	\$33,905,912	7.63%
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

Source: Frederick County Finance Division.

#### **Rapidity of Debt Amortization (Excluding Proposed Issue)**

<b>Number of Years</b>	<b>Principal Retired</b>	<b>Percent of Debt Retired</b>
5	\$255,652,586	37.55%
10	213,371,677	68.90
15	149,440,596	90.85
20	62,250,477	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:

<b>Jurisdiction</b>	<b>Debt Outstanding (1)</b>	<b>Estimated % Applicable</b>	<b>Estimated Share of Direct and Overlapping Debt</b>
Brunswick	\$ 459,001	100%	\$ 459,001
Emmitsburg	351,097	100%	351,097
Frederick City	67,734,303	100%	67,734,303
Middletown	1,038,605	100%	1,038,605
Myersville	3,414,898	100%	3,414,898
Thurmont	-	100%	-
Walkersville	-	100%	-
Frederick County Public Schools	15,847,175	100%	15,847,175
Frederick Community College	7,262,140	100%	7,262,140
<b>Total Overlapping Debt</b>			<b>96,107,219</b>
<b>Frederick County Direct Debt</b>			<b>497,034,926</b>
			<b><u>\$ 593,142,145</u></b>

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

The following table sets forth the different classes of capital projects and the amounts included in the Capital Budget for fiscal year 2014 and the amounts included in the Capital Improvement Program for the next five fiscal years indicated:

**Capital Budget - Program Requirements and Sources of Funds**

	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>
<b><u>Program Requirements</u></b>						
General Government	\$ 8,241,804	\$10,392,250	\$15,386,810	\$ 7,590,439	\$ 11,230,888	\$ 3,622,500
Water & Sewer	1,198,655	159,500	-	4,988,700	47,992,950	-
Solid Waste	370,530	-	-	-	-	-
Parks and Recreation	5,960,400	500,000	676,000	1,764,000	6,867,110	3,523,000
Watershed Restoration	-	144,000	148,000	216,500	413,250	216,500
Roads	7,100,500	2,378,434	5,987,000	730,000	902,000	2,918,000
Bridges	-	884,000	1,692,000	1,104,000	2,271,000	128,000
Highways	7,192,815	11,542,375	12,677,955	14,194,675	12,786,605	11,514,905
Community College	2,450,000	589,470	4,258,070	28,545,000	6,605,000	2,679,543
Board of Education	10,270,500	31,667,127	17,470,138	61,072,322	51,929,774	33,735,291
Municipalities	325,000	264,470	49,500	15,390	35,500	-
<b>Total Projects</b>	<b><u>\$43,110,204</u></b>	<b><u>\$58,521,626</u></b>	<b><u>\$58,345,473</u></b>	<b><u>\$120,221,026</u></b>	<b><u>\$141,034,077</u></b>	<b><u>\$58,337,739</u></b>
<b><u>Sources of Funds</u></b>						
General Fund	\$ 9,680,609	\$ 8,665,490	\$10,736,010	\$ 10,210,340	\$ 15,445,705	\$13,330,800
General Obligation Bonds	1,238,587	28,283,636	23,393,093	73,290,397	55,703,412	32,455,987
General Govt Capital Lease	-	-	8,000,000	-	-	-
Fire Tax	235,000	235,000	235,000	235,000	-	-
Fire Tax District Bonds	5,135,850	4,678,000	3,287,000	3,673,939	-	-
Recordation Tax	3,488,050	1,800,000	176,000	767,190	2,776,000	600,000
Recordation Tax Bonds	452,333	452,333	452,333	452,333	452,333	452,333
Impact Fees	-	-	-	-	3,500,000	-
Impact Fee Bonds	-	-	-	-	-	-
Building Excise Taxes	500,000	300,000	-	-	-	-
Water & Sewer Fees	182,650	7,500	-	7,000	-	7,000
Water & Sewer Bonds	1,040,505	152,000	-	4,140,000	39,834,045	-
Solid Waste Fees	370,530	-	-	-	-	-
Federal Grants	496,810	-	614,000	496,810	1,685,000	496,810
State Grants	20,273,326	13,047,667	11,452,037	26,099,317	13,478,677	10,994,809
Developer Funded	-	900,000	-	-	-	-
City of Frederick	-	-	-	848,700	8,158,905	-
Miscellaneous	15,954	-	-	-	-	-
<b>Total Sources</b>	<b><u>\$43,110,204</u></b>	<b><u>\$58,521,626</u></b>	<b><u>\$58,345,473</u></b>	<b><u>\$120,221,026</u></b>	<b><u>\$141,034,077</u></b>	<b><u>\$58,337,739</u></b>

Source: Frederick County Budget Office

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:

<b>Fiscal Year</b>	<b>Expended General Fund “Pay-As-You-Go” Funds</b>
2009	\$ 14.5 million
2010*	(1.2) million
2011	3.1 million
2012	6.6 million
2013**	8.8 million

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

\*\* 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 2015.

#### **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 2012 financial statements of the County have been audited by SB & Company, LLC, independent certified public accountants. The fiscal year 2012 financial statements can be found on the County’s web site ([www.FrederickCountyMD.gov/reports](http://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.

#### **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 April 18, 2013 in accordance with the Notice of Sale (the form of which is included herewith as Appendix D). The interest rates shown on the inside 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 inside 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/ ERIN WHITE, CPA  
Erin White, CPA  
Acting Director of Finance

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## **Appendix A**

The County's Fiscal Year 2012 Comprehensive Annual Financial Report can be viewed at

[www.frederickcountymd.gov/reports](http://www.frederickcountymd.gov/reports)

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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 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 Bonds of 2013, in an aggregate principal amount of \$31,450,000 (the "Bonds") dated May 2, 2013.

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 382 of the Laws of Maryland of 2007, as amended (the "2007 Act"), Chapter 2-13 of the Code of Public Local Laws of Frederick County (1979), as amended (the "Water and Sewer Act"), Sections 5-601 through 5-604 of the Education Volume of the Annotated Code of Maryland, as amended (the "Education Act" and, together with the 2007 Act and the Water and Sewer Act, the "Acts"), and Resolution No. 13-07 of the County adopted on March 28, 2013 (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 excluded from gross income for federal income tax purposes, and interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; it should be noted, however, that such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on certain corporations (as defined for federal income tax purposes). The opinion set forth in the preceding sentence is subject to the condition that the County comply with all requirements of the Internal Revenue Code of 1986, as amended, that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, or continue to be, excluded from gross income for federal income tax purposes. The County has covenanted to comply with all such requirements. Failure to comply with certain of such requirements may cause interest on the Bonds to be included in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds. In addition interest on the Bonds may be subject to the branch profits tax imposed on foreign corporations engaged in a trade or business in the United States.

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.

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 \$31,450,000 General Obligation Public Facilities Bonds of 2013 (the “Bonds”). The Bonds are being issued pursuant to Resolution No. 13-07 adopted on March 28, 2013 (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 April 18, 2013 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, 2013, 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 within ten (10) business days 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: \_\_\_\_\_, 2013

ATTEST:

COUNTY COMMISSIONERS OF  
FREDERICK COUNTY

\_\_\_\_\_  
Lori L. Depies, County Manager

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

## Appendix D

### NOTICE OF SALE

#### FREDERICK COUNTY, MARYLAND Relating to

#### \$31,450,000 General Obligation Public Facilities Bonds of 2013

Sealed proposals or electronic bids via *PARITY*  
will be received until 11 o'clock A.M., local Frederick, Maryland time, on  
Thursday, April 18, 2013  
Winchester Hall, 12 East Church Street, 1st 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 \$31,450,000 aggregate principal amount of General Obligation Public Facilities Bonds of 2013 (the "Bonds"). The Bonds will be dated the date of delivery (expected to be May 2, 2013) and bear interest payable semi-annually beginning on November 1, 2013 and thereafter on May 1 and November 1 until maturity.

The Bonds are issued pursuant to the authority of Chapter 382 of the Laws of Maryland of 2007, as amended (the "2007 Act"), Chapter 2-13 of the Code of Public Local Laws of Frederick County (1979), as amended (the "Water and Sewer Act"), Sections 5-601 through 5-604 of the Education Volume of the Annotated Code of Maryland, as amended (the "Education Act" and, together with the 2007 Act and the Water and Sewer Act, the "Acts") and in accordance with Resolution No. 13-07 adopted by the Board on March 28, 2013 (the "Resolution").

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

<u>Year of Maturity</u>	<u>Annual Amount Maturing</u>
2014 .....	\$1,160,000
2015 .....	1,180,000
2016 .....	1,205,000
2017 .....	1,230,000
2018 .....	1,265,000
2019 .....	1,305,000
2020 .....	1,340,000
2021 .....	1,380,000
2022 .....	1,425,000
2023 .....	1,480,000
2024 .....	1,540,000
2025 .....	1,600,000
2026 .....	1,665,000
2027 .....	1,730,000
2028 .....	1,800,000
2029 .....	1,875,000
2030 .....	1,950,000
2031 .....	2,025,000
2032 .....	2,105,000
2033 .....	2,190,000

The proceeds of the Bonds will be used to provide funds for the design, planning, renovation and construction of public schools, county buildings, roads and bridges and water and sewer facilities.

## **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 May 1 and November 1 in each year, commencing November 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.

## **Optional Redemption**

The Bonds stated to mature on or before May 1, 2023 are not subject to redemption prior to their respective maturities. The Bonds stated to mature on or after May 1, 2024 are subject to redemption at the option of the County in whole or in part on any date on or after May 1, 2023, at a redemption price of 100% of the principal amount to be redeemed plus accrued interest to the date of redemption.

## **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 April 18, 2013.

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 April 18, 2013. 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 Sealed Bids**

**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, 1<sup>st</sup> Floor Hearing Room, Winchester Hall, 12 East Church Street, Frederick, Maryland 21701.

## **Adjustments of Principal Amounts**

The principal amounts of the Bonds are not subject to adjustment, either before or after the receipt of bids for their purchase.

## **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 5.00% 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 115%. 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 \$314,500 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.

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

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 opinion substantially in the form 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 May 2, 2013, 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).

**SIMULTANEOUS WITH OR BEFORE DELIVERY OF THE BONDS, THE SUCCESSFUL BIDDER OF THE BONDS SHALL FURNISH TO THE COUNTY A CERTIFICATE ACCEPTABLE TO BOND COUNSEL TO THE EFFECT THAT (i) THE SUCCESSFUL BIDDER HAS MADE A BONA FIDE PUBLIC OFFERING OF THE BONDS AT THE INITIAL REOFFERING PRICES; AND (ii) A SUBSTANTIAL AMOUNT OF THE BONDS WAS SOLD TO THE PUBLIC (EXCLUDING BOND HOUSES, BROKERS AND OTHER INTERMEDIARIES) AT SUCH INITIAL REOFFERING PRICES.**

Bond Counsel advises that (i) such certificate must be made on the best knowledge, information and belief of the successful bidder; (ii) the sale to the public of 10% or more in par amount of the Bonds of each maturity at (or below) the Reoffering Prices would be sufficient to certify as to the sale of a substantial amount of the Bonds; and (iii) reliance on other

facts as a basis for such certification would require evaluation by Bond Counsel to assure compliance with the statutory requirement to avoid the establishment of an artificial price for the Bonds.

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 BONDS OF 2013**

**April 18, 2013**

County Commissioners of Frederick County  
1st Floor, Hearing Room  
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 Bonds of 2013 (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.

<b>Year of Maturity</b>	<b>Annual Amount Maturing</b>	<b>Interest Rate</b>
2014 .....	\$1,160,000	____%
2015 .....	1,180,000	____%
2016 .....	1,205,000	____%
2017 .....	1,230,000	____%
2018 .....	1,265,000	____%
2019 .....	1,305,000	____%
2020 .....	1,340,000	____%
2021 .....	1,380,000	____%
2022 .....	1,425,000	____%
2023 .....	1,480,000	____%
2024 .....	1,540,000	____%
2025 .....	1,600,000	____%
2026 .....	1,665,000	____%
2027 .....	1,730,000	____%
2028 .....	1,800,000	____%
2029 .....	1,875,000	____%
2030 .....	1,950,000	____%
2031 .....	2,025,000	____%
2032 .....	2,105,000	____%
2033 .....	2,190,000	____%

We will pay an amount equal to the par value of the Bonds \$31,450,000  
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 \$314,500 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.)

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Bidder

By: \_\_\_\_\_

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