

EXECUTIVE ORDER NO. 03-2023
OF
COUNTY EXECUTIVE OF
FREDERICK COUNTY, MARYLAND

Date: May 16, 2023

Subject: Frederick County, Maryland General Obligation Public Facilities Project Bonds, Series 2023A

WHEREAS, on January 21, 2019, pursuant to Section 10-203 of the Local Government Article of the Annotated Code of Maryland, as amended (the "Bond Act"), the County Council of Frederick County (the "County Council") enacted Bill No. 19-19 (the "2019 Bond Bill"), authorizing and empowering the County to borrow money and incur indebtedness and to evidence such borrowing by issuing, selling and delivering bonds in an aggregate principal amount not to exceed \$200,000,000 of Frederick County, Maryland (the "County") for the purpose of financing and refinancing capital improvements; and

WHEREAS, on October 25, 2022, pursuant to the Act, the County Council enacted Bill No. 22-19 (the "2022 Bond Bill" and, together with the 2019 Bond Bill, the "Bond Bills"), authorizing and empowering the County to borrow money and incur indebtedness and to evidence such borrowing by issuing, selling and delivering bonds in an aggregate principal amount not to exceed \$100,000,000 of the County for the purpose of financing and refinancing capital improvements; and

WHEREAS, Section 19-101 of the Local Government Article of the Annotated Code of Maryland, as amended (the "Consolidated Bonds Act"), authorizes bonds authorized to be sold by separate acts of enabling legislation to be consolidated for sale and issued, sold and delivered as a single issue of bonds, regardless of when the enabling legislation authorizing the sale of any such bonds was enacted; and

WHEREAS, on February 21, 2023, pursuant to the Acts, the County Council adopted Resolution No. 23-01 (the "Resolution"), authorizing the issuance and sale of general obligation bonds in an aggregate principal amount not to exceed \$130,000,000 (the "Bonds") of the County, in denominations of \$5,000 or any integral multiple thereof, for the public purposes of financing or refinancing the acquisition, construction and equipping of certain public facilities, including roads and bridges, parks and recreation, health care, solid waste, water supply and sewage systems and educational facilities in the County and paying costs incurred by the County in connection with the issuance, sale and delivery of the Bonds; and

WHEREAS, pursuant to the Resolution, a public sale of the Bonds was held this day in Frederick, Maryland, in accordance with the terms of the Notice of Sale, after due advertisement giving notice of such sale, all in accordance with the Resolution; and

WHEREAS, the Director of Finance of the County has reported to the County Executive that the bidders submitting bids for the Bonds and the true interest cost to the County (determined

in accordance with the Notice of Sale) represented by their respective bids are as set forth in Exhibit A hereto; and

WHEREAS, the Bond Bills and the Resolution provide that the County Executive may fix, prescribe and determine, or provide for the method of determining, certain matters, details, terms and conditions relating to the issuance, sale, delivery and payment of the Bonds as the County Executive deems to be in the best interest of the County; and

WHEREAS, the County Executive is now prepared to fix the aggregate principal amount of the Bonds to be issued and the maturity schedule for the Bonds and award the sale of the Bonds.

Capitalized terms used, but not defined, in this Executive Order shall have the same meaning given to such term in the Resolution.

NOW THEREFORE, it is ORDERED that:

1. Pursuant to and in accordance with the Acts and the Resolution, the County shall issue, sell and deliver the Bonds on a tax-exempt basis in the aggregate original principal amount and designated as follows:

\$99,285,000
Frederick County, Maryland
General Obligation Public Facilities Project Bonds, Series 2023A

2. The Bonds shall be issued pursuant to the terms and conditions of the Acts in the aggregate principal amount, shall bear interest at the respective rates of interest, shall mature on April 1 in the years and respective principal amounts, and shall be subject to mandatory sinking fund redemption, all as set forth in Exhibit C.

3. The Bonds maturing on or after April 1, 2034 shall be subject to redemption prior to their respective maturities, at the option of the County, at any time on or after April 1, 2033 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.

4. Pursuant to the Bond Bills and the Resolution, the Bonds shall be general obligations of the County, and the full faith and credit and unlimited taxing power of the County are irrevocably pledged to the payment of the principal of and interest on the Bonds.

5. It is apparent that the bid offered by the bidder identified on Exhibit B attached hereto (the "Successful Bidder") is the best bid received for the Bonds. The bid of the Successful Bidder for the Bonds, at the price bid as set forth in Exhibit B, is hereby accepted, and the Bonds are hereby awarded to the Successful Bidder.

6. The amount borrowed shall be allocated among the various authorizing Acts as set forth in Exhibit D.

7. The proceeds of the Bonds shall be used by the County to (a) pay all or a portion of capital improvement projects of the County, and (b) pay certain costs and expenses incidental to the issuance and sale of the Bonds.

8. The Preliminary Official Statement dated May 4, 2023 in respect of the Bonds and other matters was approved and deemed final and is hereby ratified. The preparation and distribution of a final Official Statement to reflect the terms of this Executive Order is hereby approved.

9. Anna C. Horevay, McGuireWoods LLP is hereby appointed as authorized agent to fill in any blanks in the documents related to the issuance of the Bonds which may require completion after the signing thereof by me and to make any and all other necessary changes, additions or modifications thereto (including but not limited to any changes to the dates thereof) so long as the substance of such documents is not materially altered thereby.

10. The Chief Administrative Officer, the Chief Financial Officer, the Director of Finance and such other officers, officials and employees of the County as the Chief Administrative Officer, the Chief Financial Officer or the Director of Finance shall designate, are authorized hereby to do any and all things, execute all instruments, documents and certificates, and otherwise take all action necessary, proper, or expedient in connection with the issuance, sale and delivery of the Bond. The President and Vice-President of the County Council, and all other officers, officials and employees of the County are authorized and directed hereby to do all acts and things required of them by the provisions hereof and of the Bond Bills, the Resolution and the Bonds for the full, punctual, and complete performance of all of the terms, covenants, provisions and agreements of the Bond Bills, the Resolution and the Bonds. Any provision of this Executive Order authorizing any official or officer of the County to exercise authority or perform duties shall extend to any person duly exercising the duties of such official or officer on an acting or temporary basis.

11. This Executive Order shall take effect immediately.

[SIGNATURE APPEARS ON FOLLOWING PAGE]

Dated as of the date first set forth above.



(SEAL)

FREDERICK COUNTY, MARYLAND

By: Jessica Fitzwater
Jessica Fitzwater
County Executive

Attest:

John K. Peterson
John K. Peterson
Chief Administrative Officer

EXHIBIT A
LIST OF BIDDERS

(attached)



10:30:29 a.m. EDST

Upcoming Calendar

Overview

Compare

Summary

Bid Results

Frederick County
\$101,620,000 General Obligation Public Facilities Project
Bonds, Series 2023A

The following bids were submitted using **PARITY**[®] and displayed ranked by lowest TIC.
Click on the name of each bidder to see the respective bids.

Bid Award*	Bidder Name	TIC
<input type="checkbox"/>	Citigroup Global Markets Inc.	3.332701
<input type="checkbox"/>	BofA Securities	3.362255
<input type="checkbox"/>	Robert W. Baird & Co., Inc.	3.386648
<input type="checkbox"/>	Wells Fargo Bank, National Association	3.386999
<input type="checkbox"/>	J.P. Morgan Securities LLC	3.391821
<input type="checkbox"/>	Mesirow Financial, Inc.	3.395223
<input type="checkbox"/>	Jefferies LLC	3.396163
<input type="checkbox"/>	Raymond James & Associates, Inc.	3.404609
<input type="checkbox"/>	Fifth Third Securities, Inc.	3.432756

*Awarding the Bonds to a specific bidder will provide you with the Reoffering Prices and Yields.

EXHIBIT B

BID OF SUCCESSFUL BIDDER

(attached)

Citigroup Global Markets Inc. - New York , NY's Bid



**Frederick County
\$101,620,000 General Obligation Public Facilities Project
Bonds, Series 2023A**

For the aggregate principal amount of \$101,620,000.00, we will pay you \$115,309,333.80, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount \$	Coupon %	Yield %	Dollar Price
04/01/2024	3,770M	5.0000	3.0400	101.596
04/01/2025	3,190M	5.0000	2.7400	104.010
04/01/2026	3,350M	5.0000	2.5500	106.652
04/01/2027	3,520M	5.0000	2.4100	109.426
04/01/2028	3,690M	5.0000	2.3600	111.989
04/01/2029	3,880M	5.0000	2.3100	114.598
04/01/2030	4,075M	5.0000	2.2800	117.117
04/01/2031	4,275M	5.0000	2.2900	119.329
04/01/2032	4,490M	5.0000	2.3300	121.201
04/01/2033	4,715M	5.0000	2.3600	123.044
04/01/2034	4,950M	5.0000	2.4000	122.650
04/01/2035	5,195M	5.0000	2.5500	121.186
04/01/2036	5,455M	5.0000	2.7500	119.266
04/01/2037	5,730M	5.0000	2.8900	117.944
04/01/2038	6,020M	5.0000	2.9900	117.011
04/01/2039	6,255M	5.0000	3.0400	116.547
04/01/2040	6,505M	5.0000	3.1100	115.902
04/01/2041	6,765M	5.0000	3.1600	115.443
04/01/2042	7,040M	4.0000	3.7500	102.036
04/01/2043	7,320M	4.0000	3.8000	101.624
04/01/2044				
04/01/2045				
04/01/2046				
04/01/2047				
04/01/2048	650M	4.0000	4.0000	100.000
04/01/2049				
04/01/2050				
04/01/2051				
04/01/2052				
04/01/2053	780M	4.0000	4.0500	99.134

Total Interest Cost: \$57,723,308.61
Premium: \$13,689,333.80
Net Interest Cost: \$44,033,974.81
TIC: 3.332701
Time Last Bid Received On: 05/16/2023 10:29:45 EDST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: Citigroup Global Markets Inc., New York , NY
Contact: Charles Reed
Title: Director

EXHIBIT C

FINAL MATURITY SCHEDULE AND INTEREST RATES

(attached)

BOND PRICING

Frederick County, Maryland
General Obligation Public Facilities Project Bonds, Series 2023A
Final Numbers

Bond Component	Maturity Date	Amount	Rate	Yield	Price	Yield to Maturity	Call Date	Call Price
Serial Bond Component:								
	04/01/2024	3,685,000	5.000%	3.040%	101.596			
	04/01/2025	3,090,000	5.000%	2.740%	104.010			
	04/01/2026	3,240,000	5.000%	2.550%	106.652			
	04/01/2027	3,405,000	5.000%	2.410%	109.426			
	04/01/2028	3,570,000	5.000%	2.360%	111.989			
	04/01/2029	3,750,000	5.000%	2.310%	114.598			
	04/01/2030	3,935,000	5.000%	2.280%	117.117			
	04/01/2031	4,135,000	5.000%	2.290%	119.329			
	04/01/2032	4,345,000	5.000%	2.330%	121.201			
	04/01/2033	4,560,000	5.000%	2.360%	123.044			
	04/01/2034	4,785,000	5.000%	2.400%	122.650	C 2.589%	04/01/2033	100.000
	04/01/2035	5,030,000	5.000%	2.550%	121.186	C 2.875%	04/01/2033	100.000
	04/01/2036	5,275,000	5.000%	2.750%	119.266	C 3.162%	04/01/2033	100.000
	04/01/2037	5,540,000	5.000%	2.890%	117.944	C 3.366%	04/01/2033	100.000
	04/01/2038	5,820,000	5.000%	2.990%	117.011	C 3.518%	04/01/2033	100.000
	04/01/2039	6,110,000	5.000%	3.040%	116.547	C 3.618%	04/01/2033	100.000
	04/01/2040	6,415,000	5.000%	3.110%	115.902	C 3.720%	04/01/2033	100.000
	04/01/2041	6,735,000	5.000%	3.160%	115.443	C 3.799%	04/01/2033	100.000
	04/01/2042	7,070,000	4.000%	3.750%	102.036	C 3.847%	04/01/2033	100.000
	04/01/2043	7,355,000	4.000%	3.800%	101.624	C 3.882%	04/01/2033	100.000
		<u>97,850,000</u>						
Term Bond #1:								
	04/01/2044	120,000	4.000%	4.000%	100.000			
	04/01/2045	125,000	4.000%	4.000%	100.000			
	04/01/2046	130,000	4.000%	4.000%	100.000			
	04/01/2047	135,000	4.000%	4.000%	100.000			
	04/01/2048	140,000	4.000%	4.000%	100.000			
		<u>650,000</u>						
Term Bond #2:								
	04/01/2049	145,000	4.000%	4.050%	99.134			
	04/01/2050	150,000	4.000%	4.050%	99.134			
	04/01/2051	155,000	4.000%	4.050%	99.134			
	04/01/2052	165,000	4.000%	4.050%	99.134			
	04/01/2053	170,000	4.000%	4.050%	99.134			
		<u>785,000</u>						
		<u>99,285,000</u>						

Dated Date	05/31/2023	
Delivery Date	05/31/2023	
First Coupon	10/01/2023	
Par Amount	99,285,000.00	
Premium	13,617,122.90	
Production	112,902,122.90	113.715186%
Underwriter's Discount	-311,754.90	-0.314000%
Purchase Price	112,590,368.00	113.401186%
Accrued Interest		
Net Proceeds	112,590,368.00	

EXHIBIT D

BORROWING AUTHORITY ALLOCATION

\$75,250,966.08 pursuant to the 2019 Bond Bill

\$0 pursuant to the 2022 Bond Bill

\$2,970,000.00 pursuant to the Water and Sewer Act

\$21,064,033.92 pursuant to the School Bond Act