

Resolution No.: 17-Q5
Introduced: February 21, 2017
Adopted: February 21, 2017

**COUNTY COUNCIL
FOR FREDERICK COUNTY, MARYLAND**

By County Council

SUBJECT: Authorizing and empowering Frederick County, Maryland (the "County") to issue and sell at private (negotiated) sale, upon its full faith and credit, its general obligation bonds in an amount not to exceed \$90,000,000 to be known as "General Obligation Public Facilities Refunding Bonds, Series 2017A" (the "Bonds") pursuant to the provisions of Chapter 145 of the Laws of Maryland of 2005, as amended, Chapter 382 of the Laws of Maryland of 2007, as amended, and Section 19-207 of the Local Government Article of the Annotated Code of Maryland, as amended, for the public purposes of refunding the outstanding Frederick County, Maryland Consolidated Public Improvement Taxable Build America Bonds – Direct Pay to Issuer, Series 2010B, and paying certain costs of issuance; prescribing the terms and conditions of the Bonds and upon which the Bonds shall be issued and sold and other incidental details with respect thereto; authorizing the County Executive to make certain determinations with respect thereto; providing that, in the event that funds available to the County are insufficient to pay the principal of and interest on the Bonds that the County shall levy and collect ad valorem taxes upon all the legally assessable property within Frederick County sufficient to provide for such payments when due; providing for the disbursement of the proceeds of the Bonds for the purposes of paying as and when due the principal or redemption price of and interest on the bonds that are to be refunded; providing for the redemption of the bonds being refunded; making certain covenants with respect to the tax-exempt status of the Bonds; authorizing the preparation and distribution of an official statement in connection with the issuance and sale of the Bonds; and generally providing for the issuance of the Bonds

R E C I T A L S:

Pursuant to available legal authority, including Chapter 145 of the Laws of Maryland of 2005, as amended (the "2005 Act"), 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, as amended (the “Water and Sewer Act”), and Section 5-601 through 5-604 of the Education Article of the Annotated Code of Maryland, as amended (the “School Bond Act”), the County issued its Frederick County, Maryland, Consolidated Public Improvement Taxable Build America Bonds – Direct Pay to Issuer, Series 2010B, in the original principal amount of \$90,115,000, dated January 26, 2010 (the “2010B Bonds”).

Section 19-207 of the Local Government Article of the Annotated Code of Maryland, as amended (the “Refunding Act”) provides in part that any county in the State of Maryland that has the power under any public general or public local law to borrow money and evidence the borrowing by the issuance of its revenue bonds may issue bonds for the purpose of refunding any of its bonds then outstanding, including the payment of any redemption premium and any interest accrued or to accrue to the date of redemption, purchase or maturity of the bonds. Refunding bonds issued under the authority of the Refunding Act may be issued for public purposes which include realizing savings to the issuing county in the aggregate cost of debt service on either a direct comparison or present value basis. The power to issue refunding bonds under the Refunding Act is deemed additional and supplemental to the issuing county’s existing borrowing power. The Refunding Act further provides that the procedures for the issuance of such refunding bonds shall be the same as those applicable to the bonds being refunded, except that the refunding bonds may be sold on a negotiated basis without solicitation of bids if the issuing county determines in a public meeting that such procedure is in the public interest.

The 2005 Act and the 2007 Act are sometimes referred to collectively herein as the “Authorizing Acts”. The Authorizing Acts and the Refunding Act are sometimes referred to collectively herein as the “Acts.”

On July 8, 2014, the County issued its General Obligation Public Facilities Taxable Refunding Bonds, Series 2014B, a portion of the proceeds of which were used to advance refund \$8,020,000 of the 2010B Bonds. The unrefunded portion of the 2010B Bonds, as set forth on Exhibit A attached hereto, is sometimes referred to herein as the “Refunded Bonds”.

The Authorizing Acts permit the issuance of bonds at any time or times for the purposes set forth therein and for the purpose of refunding any bonds issued pursuant to the respective Authorizing Acts. Pursuant to the Acts, the County has determined to refund the Refunded Bonds by the issuance and sale of the County’s General Obligation Public Facilities Refunding Bonds, Series 2017A, in an aggregate principal amount not to exceed \$90,000,000 (the “Bonds”).

In order to refund the Refunded Bonds, a portion of the proceeds of the sale of the Bonds will be deposited in trust in one or more funds (the “Escrow Fund”) with Manufacturers and Traders Trust Company, as escrow agent (the “Escrow Agent”), pursuant to one or more Escrow Agreements between the County and the Escrow Agent (the “Escrow Agreement”). Under the terms of the Escrow Agreement, said proceeds of the Bonds will be used to purchase direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America in such amounts and maturing at such times so that sufficient moneys will be available from such maturing principal and interest, together with other

County funds designated for such purpose, to pay the maturing principal of the Refunded Bonds and to redeem the Refunded Bonds on the respective dates at the respective redemption prices set forth in Exhibit A. The funds on deposit in the Escrow Fund may also be used, together with other County funds designated for such purpose, to pay the interest on the Bonds prior to the dated of redemption of the Refunded Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF FREDERICK COUNTY, MARYLAND:

Section 1. Pursuant to the authority of the Acts, the County has determined to borrow on its full faith and credit a sum not to exceed \$90,000,000 in order to provide for the refunding of the Refunded Bonds and to pay certain costs of issuance related thereto and shall evidence such borrowing by the issuance of its bonds in an aggregate principal amount not to exceed \$90,000,000.

Section 2. Pursuant to the authority granted by the applicable Acts, the Bonds authorized to be issued by Section 1 of this Resolution shall be consolidated for sale, and issued, sold, and delivered as a single issue of bonds in an aggregate principal amount not to exceed \$90,000,000 to be known as Frederick County, Maryland General Obligation Public Facilities Refunding Bonds, Series 2017A (the "Bonds").

Section 3. The County hereby finds and determines that the issuance of the Bonds and the refunding of the Refunded Bonds will realize for the County a savings in the total cost of debt service on a present value basis, is in the best interests of the County, is consistent with the County's long-term financial plan, and realizes the County's financial objective of generating net present value debt service savings on an aggregate basis.

Section 4. Subject to the payment of costs of issuance and original issue discount, if any, and any adjustments made in connection with the sale of the Bonds, the Bond proceeds shall be applied to purchase direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America in such amounts and maturing at such times so that sufficient moneys will be available from such maturing principal and interest, together with other County funds designated for such purpose, to pay the maturing principal of the Refunded Bonds and to redeem the Refunded Bonds on February 1, 2020. In implementing the provisions of this Section 4, the County Executive is hereby authorized and directed to determine whether to take into account the anticipated receipt of federal interest rate subsidy payments with respect to the Refunded Bonds in making such investment, her execution and delivery of the Escrow Agreement to constitute conclusive evidence of such determination. The County Executive is hereby further authorized and directed to determine whether to provide for the payment, in whole or in part, of interest on the Bonds from the Escrow Fund prior to the date of redemption of the Refunded Bonds, her execution and delivery of the Escrow Agreement to constitute conclusive evidence of such determination.

Section 5. The Bonds shall be dated the date of their delivery. The Bonds shall bear interest from the date of their delivery payable on such date or dates (each an "Interest Payment

Date") as shall be determined by the County Executive pursuant to Section 13 hereof, until maturity or earlier redemption. Principal of the Bonds shall be payable on such date or dates (each a "Principal Payment Date") as shall be determined by the County Executive pursuant to Section 13 hereof.

Each Bond shall bear interest from the date of delivery if no interest payment has been paid or from the most recent Interest Payment Date to which interest has been paid or duly provided for; provided, however, that each Bond authenticated after the Record Date (as hereinafter defined) for any Interest Payment Date, but prior to such Interest Payment Date shall bear interest from such Interest Payment Date. Interest on the Bonds shall be paid at the rate or rates as shall be determined by the County Executive pursuant to Section 13 hereof.

The County hereby appoints Manufacturers and Traders Trust Company, as paying agent for the Bonds (the "Paying Agent").

The principal of and interest on the Bonds shall be payable in such money of the United States of America as is lawful at the time of payment.

Payments of the principal of and interest on each Bond shall be payable to the person in whose name such Bond is registered on the registration books for the Bonds (the "Registered Owner") as of the close of business on the 30th calendar day of the month immediately preceding each Interest Payment Date (the "Record Date"). Such payments shall be made by check mailed or wire transfer initiated on the date such amounts are payable or if such date is not a Business Day, then the next succeeding Business Day to the address of such Registered Owner as it appears on said registration books (the "Bond Register").

"Business Day" means a day other than a Saturday, Sunday or day on which the Paying Agent is authorized or obligated by law or required by executive order to remain closed.

The interest on any Bond which is payable, but is not punctually paid or duly provided for, on the appropriate Interest Payment Date shall forthwith cease to be payable to the Registered Owner thereof by virtue of having been such Registered Owner on the relevant Record Date; and such interest shall be paid by the Paying Agent to the persons in whose names the Bond (or its predecessor Bond) is registered at the close of business on a date to be fixed by the Bond Registrar for the payment of such interest, notice thereof being given by first class mail (postage prepaid) to said person not less than 30 days prior to such record date, at the address of such person appearing on the Bond Register, or may be paid at any time in any other lawful manner not inconsistent with the requirements of any securities exchange on which the Bonds may be listed and upon such notice as may be required by such exchange.

Section 6. The Bonds shall be issued as fully registered bonds registered on the Bond Register kept for that purpose by Manufacturers and Traders Trust Company, Baltimore, Maryland, hereby designated as Bond registrar (the "Bond Registrar"), and shall be registered and transferred in accordance with the terms and conditions set forth in the Bonds.

Section 7. Book-Entry Registration of Bonds. The provisions of this Section shall apply to the Bonds so long as all of the Bonds shall be maintained in Book-Entry Form with a Depository, any other provisions of this Resolution to the contrary notwithstanding.

A system for registration of the Bonds in Book-Entry Form with a Depository, which shall initially be The Depository Trust Company, New York, New York (“DTC”), shall be in effect on the date of the issuance and sale of the Bonds.

(a) One fully registered bond for the aggregate principal amount of each maturity and interest rate will be registered in the name of Cede & Co., as nominee for DTC and immobilized in the custody of DTC.

(b) Transfer of ownership interest in the Bonds will be accomplished by book entries made by DTC and, in turn, by the participants (the “DTC Participants”) who act on behalf of the ultimate purchasers of the Bonds (the “Beneficial Owners”). The Beneficial Owners will not receive certificates representing their ownership in the Bonds, except as hereafter provided.

(c) The principal or redemption price of and interest on the Bonds shall be payable to the Depository, or registered assigns, as the registered owner of the Bonds, in same day funds on each date on which the principal or redemption price of or interest on the Bonds is due as set forth in this Resolution and in the Bonds. Such payments shall be made to the offices of the Depository specified by the Depository to the Paying Agent in writing. Without notice to or the consent of the holders of the Bonds, the County, the Paying Agent and the Depository may agree in writing to make payments of principal and interest in a manner different from that set out herein. Neither the County nor the Paying Agent shall have any obligation with respect to the transfer or crediting of the appropriate principal and interest payments to the direct or indirect participants of the Depository (the “Participants”) or the Beneficial Owners or their nominees.

(d) The County may replace any Depository as the Depository for the Bonds with another Depository or discontinue the maintenance of the Bonds with any Depository if (i) the County, in its sole discretion, determines that (A) any such Depository is incapable of discharging its duties with respect to the Bonds, or (B) the interests of the Beneficial Owners might be adversely affected by the continuation of the Book-Entry System with such Depository as the Depository for the Bonds, or (ii) such Depository determines not to continue to act as a securities depository for the Bonds or is no longer permitted to act as such Depository. Notice of any determination pursuant to clause (i) shall be given to such Depository at least 30 days prior to any such determination (or such fewer number of days as shall be acceptable to such Depository). Neither the County nor the Paying Agent will have any obligation to make any investigation to determine the occurrence of any events that would permit the County to make any determination described in this paragraph.

(e) If, following a determination or event specified in paragraph (d) above, the County discontinues the maintenance of the Bonds in Book-Entry Form, the County will issue replacement bonds (the “Replacement Bonds”) directly to the Participants as shown on the records of the Depository or, to the extent requested by any Participant, to the Beneficial Owners as further described in this Section. The Bond Registrar shall make provisions to notify Participants and the

Beneficial Owners by mailing an appropriate notice to the Depository, or by other means deemed appropriate by the Bond Registrar in its discretion, that the County will issue Replacement Bonds directly to the Participants shown on the records of the Depository or, to the extent requested by any Participant, to Beneficial Owners shown on the records of such Participant, as of a date set forth in such notice, which shall be a date at least 10 days after receipt of such notice by the Depository (or such fewer number of days as shall be acceptable to the Depository).

In the event that Replacement Bonds are to be issued to Participants or to Beneficial Owners, the Paying Agent shall promptly have prepared Replacement Bonds registered in the names of such Participants as shown on the records of the Depository or, if requested by such Participants, in the names of the Beneficial Owners, as shown on the records of such Participants as of the date set forth in the notice delivered in accordance with the immediately preceding paragraph. Replacement Bonds issued to Participants or to beneficial owners shall be in the authorized denomination, be payable as to principal and interest on the same dates as the Bonds by check or draft mailed to each registered owner at the address of such owner as it appears on the Bond Register and be in fully registered form.

Replacement Bonds issued to a Depository shall have the same terms, form and content as the Bonds initially registered in the name of the Depository to be replaced or its nominee except for the name of the record owner.

(f) The Depository and its Participants and the Beneficial Owners, by their acceptance of the Bonds, agree that neither the County nor the Paying Agent shall have any liability for the failure of such Depository to perform its obligations to the Participants and the Beneficial Owners, nor shall the County or the Paying Agent be liable for the failure of any Participant or other nominee of the Beneficial Owners to perform any obligation to the Beneficial Owner.

For purposes of this Section 7, the following words have the following meanings:

“Book-Entry Form” or “Book-Entry System” means a form or system, as applicable, under which (i) the ownership of beneficial interests in the Bonds may be transferred only through a book-entry and (ii) physical bond certificates in fully registered form are registered only in the name of a Depository or its nominee as holder, with the physical bond certificates “immobilized” in the custody of the Depository.

“Depository” means any securities depository that is 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, operating and maintaining, with its participants or otherwise, a Book-Entry System to record ownership of beneficial interests in municipal bonds, and to effect transfers of municipal bonds, in Book-Entry Form, and includes and means initially The Depository Trust Company, New York, New York.

Section 8. The Bonds, when issued, shall be executed in the name of the County by the manual or facsimile signature of the County Executive of Frederick County and the seal of, or a facsimile of the seal of, the County shall be imprinted thereon, and the Bonds shall be attested by

the manual or facsimile signature of the Chief Administrative Officer and authenticated by the manual signature of the Bond Registrar.

In the event any official of the County, whose signature shall appear on any Bond described in this Resolution, or on other documents pertaining thereto, shall cease to be such official prior to the delivery of said Bond, or document, or in the event that any official shall take office subsequent to the sale of the Bonds, his/her signature shall nevertheless be valid, sufficient and binding for the purposes herein intended.

Section 9. The Bonds shall be in substantially the following form, suitably completed in accordance with the terms of sale of the Bonds, which form together with all of the terms, covenants and conditions therein contained, is hereby adopted by the County as and for the form of obligation to be incurred by it, and said terms, covenants and conditions are hereby made binding upon the County, including the promise to pay therein contained, in accordance with said form:

(Form of Bond)

No. _____ \$ _____

UNITED STATES OF AMERICA
STATE OF MARYLAND
FREDERICK COUNTY, MARYLAND
GENERAL OBLIGATION PUBLIC FACILITIES REFUNDING BONDS, SERIES 2017A

<u>Annual Interest Rate</u>	<u>Maturity Date</u>	<u>Bond Date</u>	<u>CUSIP Number</u>
	February 1, 20____	_____, 2017	355694____

Registered Owner: CEDE & Co.

Principal Amount: _____ Dollars _____

Frederick County, Maryland, a body politic and corporate organized and existing under the Constitution and laws of the State of Maryland (the "County"), hereby acknowledges itself indebted for value received and, upon surrender hereof, promises to pay to the Registered Owner shown above, or its registered assigns, on the Maturity Date shown above unless this bond shall have been called for prior redemption and payment of the redemption price made or provided for, the Principal Amount shown above, and to pay interest on the outstanding principal amount hereof from the later of _____, 2017 and the most recent Interest Payment Date (as hereinafter defined) to which interest has been paid or provided for; provided, however, if this bond is authenticated after a Record Date (as hereinafter defined) for any Interest Payment Date and before such Interest Payment Date, it shall bear interest from such Interest Payment Date.

Interest on this bond shall be paid at the Annual Interest Rate shown above, payable on each February 1 and August 1, commencing August 1, 2017 (the “Interest Payment Dates”) until payment of such Principal Amount shall be discharged as provided in the Resolution (as hereinafter defined). Such interest shall be paid to the person in whose name this bond is registered on the registration books maintained by the Bond Registrar at the close of business on the 30th calendar day of the month next preceding each Interest Payment Date (the “Record Date”).

Notwithstanding the preceding sentence, interest on this bond which is payable, but is not punctually paid or duly provided for, on any Interest Payment Date shall forthwith cease to be payable to the Registered Owner by virtue of having been such Registered Owner on the relevant Record Date and such interest shall be paid by the Paying Agent to the person in whose name this bond (or its predecessor bond) is registered at the close of business on a date fixed by the Bond Registrar for the payment of such interest, notice thereof being given by first class mail, postage prepaid, to said person not less than 30 days prior to such Record Date, at the address of such person appearing on the Bond Register, or may be paid at any time in any other lawful manner not inconsistent with the requirements of any securities exchange on which this bond may be listed and upon such notice as may be required by such exchange.

Principal of, premium, if any, and interest on this bond are payable in such money of the United States of America as is lawful at the time of payment.

This bond is one of an issue of bonds limited in aggregate principal amount to \$____,____,000, all dated _____, 2017 and all known as “Frederick County, Maryland, General Obligation Public Facilities Refunding Bonds, Series 2017A” (the “Bonds”). The Bonds are issued as registered bonds, without coupons, in the denominations of \$5,000 or any integral multiple thereof. The Bonds are numbered consecutively from No. 1 upward and mature on February 1 in the years and in the amounts and bear interest at the annual rates, all as set forth below:

<u>Maturing February 1</u>	<u>Principal Amount</u>	<u>Maturing February 1</u>	<u>Principal Amount</u>
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The Bonds maturing on or after February 1, 20__ shall be subject to redemption prior to their respective maturities, at the option of the County, at any time on or after February 1, 20__.

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 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 Bonds of any one maturity are called for redemption, the particular 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 Bonds, the particular 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 Bond shall be treated as a separate Bond in the selection by lot of Bonds to be redeemed.

In case part but not all of a 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 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 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 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 Bond. So long as DTC or its nominee is the sole registered owner of the 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 Bonds called for redemption are held by the Bond Registrar on such date, the 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 Bonds shall cease to accrue and the registered owners of such 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 Bond called for redemption in compliance with the redemption notice, the Bond Registrar shall pay the appropriate redemption price of such Bond. If Bonds so called for redemption are not paid upon presentation and surrender as described above, such Bonds shall continue to bear interest at the rates stated therein until paid.

Notwithstanding any provisions contained herein, during any period in which the Bonds are maintained pursuant to a Book-Entry System, redemption of the Bonds shall occur in accordance with the Depository's standard procedures for redemption of obligations such as the Bonds.

[INSERT SINKING FUND REDEMPTION, IF ANY]

BOND IN BOOK-ENTRY FORM ONLY -

Provisions Applicable to Book-Entry Bonds. So long as all of the Bonds shall be maintained in book-entry form with a Depository (as defined in the Resolution) in accordance with Section 7 of the Resolution, in the event that part, but not all, of this bond shall be called for redemption, the holder of this bond may elect not to surrender this bond in exchange for a new Bond and in such event shall make a notation indicating the principal amount of such redemption and the date thereof on the Payment Grid attached hereto. For all purposes, the principal amount of this bond outstanding at any time shall be equal to the lesser of (A) the Principal Sum shown on the face hereof and (B) such Principal Sum reduced by the principal amount of any partial redemption of this bond following which the holder of this bond has elected not to surrender this bond. The failure of the holder hereof to note the principal amount of any partial redemption on the Payment Grid attached hereto, or any inaccuracy therein, shall not affect the payment obligation of the County hereunder. THEREFORE, IT CANNOT BE DETERMINED FROM THE FACE OF THIS BOND WHETHER A PART OF THE PRINCIPAL OF THIS BOND HAS BEEN PAID.

Legend for Bonds Registered in Book-Entry Form with DTC. Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the County or its agent for registration of transfer, exchange, or payment and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

The Bonds are issued pursuant to the authority of Chapter 145 of the Laws of Maryland of 2005, Chapter 382 of the Laws of Maryland of 2007, Section 19-207 of the Local Government Article of the Annotated Code of Maryland, as amended, and in accordance with the Resolution.

The Bonds will be transferable only upon the Bond Register by the Bond Registrar. Any Bond presented for transfer, exchange, registration, redemption or payment (if so required by the Bond Registrar) shall be accompanied by a written instrument or instruments of transfer or authorization for exchange, in form and with guaranty of signature satisfactory to the Bond Registrar, duly executed by the registered owner thereof or by his duly authorized attorney. Upon any transfer or exchange, the County shall execute and the Bond Registrar shall authenticate and deliver in the name of the registered owner or the transferee or transferees, as the case may be, a new registered Bond or Bonds of any of the authorized denominations 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 the registered owner requesting the exchange or transfer of any tax, fee or other governmental charge, shipping charges and insurance that may be required to be paid with respect thereto, but otherwise no charge shall be made to the registered owner for the exchange or transfer.

The Bond Registrar shall not be required to transfer or exchange any Bond after the mailing of notice calling such Bond or portion thereof for redemption; provided, however, that this limitation shall not apply to any portion of a Bond which is not being called for redemption.

It is hereby certified and recited that each and every act, condition and thing required to exist, to be done, to have happened and to be performed precedent to and in the issuance of this bond, does exist, has been done, has happened and has been performed in full and strict compliance with the Constitution and laws of the State of Maryland and Resolution No. 17-__ of the County Council of Frederick County, adopted on February __, 2017 authorizing the issuance of the issue of bonds, of which this bond is one (the "Resolution") and that said issue of bonds, together with all other indebtedness of the County, is within every debt and other limit prescribed by the Constitution and laws of said State. This bond is an obligation of the County, payable as provided in the Resolution, and the full faith and credit and unlimited taxing power of Frederick County, Maryland are hereby irrevocably pledged to the payment of the principal of this bond and of the interest to accrue hereon at the dates and in the manner mentioned herein.

This bond shall not be valid or become obligatory for any purpose or be entitled to any benefit or security under the Resolution until the Certificate of Authentication endorsed hereon shall have been signed by an authorized signatory of the Bond Registrar.

IN WITNESS WHEREOF, the County has caused this bond to be executed in its name by its County Executive and attested by the Chief Administrative Officer, and has also caused its corporate seal to be printed hereon.

ATTEST:

FREDERICK COUNTY, MARYLAND

By:

Chief Administrative Officer

By:

County Executive

[SEAL]

CERTIFICATE OF AUTHENTICATION

Date of Authentication:

This bond is one of the registered bonds of Frederick County, Maryland designated Frederick County, Maryland, General Obligation Public Facilities Refunding Bonds, Series 2017A.

Manufacturers and Traders Trust Company
Baltimore, Maryland
Bond Registrar

By: _____
Authorized Signatory

[BONDS IN BOOK-ENTRY FORM ONLY] -

PAYMENT GRID

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto _____ (Tax Identification or Social Security No. _____) the within bond and all rights thereunder, and does hereby constitute and appoint _____ attorney to transfer the within bond on the books kept for the registration thereof, with full power of substitution in the premises.

Dated:

Signature Guaranteed:

NOTICE: Signatures must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company

(Signature of Registered Owner)
NOTICE: Signature must correspond
with the name of the Registered
Owner of the within bond as it
appears on the face of the within bond
in every particular, without alteration
or enlargement or any change
whatever

Section 10. The execution of the Bonds by the County Executive shall be conclusive evidence of the approval by the County of the form of the Bonds, the terms thereof and of the due execution of the Bonds by the County.

Section 11. No Bond shall be valid or obligatory for the purpose or entitled to any security or benefit under this Resolution unless and until a certificate of authentication of such Bond substantially in the form hereinabove provided shall have been duly executed by the Bond Registrar and such executed certificate of the Bond Registrar on such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under this Resolution. The Bond Registrar's certificate of authentication on any Bond shall be deemed to have been executed by it if signed by an authorized officer or signatory of the Bond Registrar. It shall not be necessary that the same officer or signatory of the Bond Registrar sign the certificate of authentication on all the Bonds issued hereunder.

Section 12. The County has been advised by Davenport & Company LLC, its financial advisors, that the current interest rate environment is such that it is advisable to sell the Bonds directly to one or more underwriters or financial institutions via a private negotiated sale. Such sale method is expected to enable the County to realize savings by providing the flexibility to sell the Bonds at such time or times as shall be most advantageous to secure favorable interest rates for the Bonds. Consequently, the Bonds hereby authorized shall be sold at private, negotiated sale to one or more underwriters or financial institutions, based upon a solicitation process conducted by the County's financial advisors. The County hereby finds and determines that such procedure is in the public interest.

The County Executive is hereby authorized and directed to select one or more underwriters or financial institutions as purchasers of the Bonds as will be, in her judgment, in the best interests of the County, based upon the procedure described above. The execution of the Bonds and delivery of them to such underwriters or financial institutions shall constitute conclusive evidence of the County Executive's selection of such banks or financial institutions in accordance with the provisions hereof.

The County Executive is further authorized and directed to enter into a bond purchase agreement with such underwriters or financial institutions, to provide the terms and conditions upon which the Bonds shall be sold.

Section 13. Immediately after the sale of the Bonds, the County Executive shall execute an executive order fixing the principal amount and maturity dates of and interest rate or rates payable on the Bonds in accordance with the terms and conditions of the sale of the Bonds set forth in the Notice of Sale, and the Bonds shall thereupon be suitably printed or engraved and delivered to the purchasers thereof in accordance with the conditions of delivery set forth in the Notice of Sale. The County Executive may, at her discretion, provide in such order for additional identifying information in the name of the Bonds.

Section 14. The proceeds of the Bonds issued to provide funds to refund the Refunded Bonds shall be paid over to the Escrow Agent, to be held in the Escrow Fund administered and disbursed by the Escrow Agent under the Escrow Agreement. The Escrow Agreement shall be in the form approved by the County Executive, who shall execute the same on behalf of the County, which execution shall be conclusive evidence of the approval by the County of all such changes, additions or modifications and of the due execution of such instrument on behalf of the County.

The amount paid to the Escrow Agent pursuant to this Section 14 shall be used and applied solely in accordance with the terms of the Escrow Agreement, and shall be paid to the Escrow Agent in federal funds or other immediately available funds. In connection with the Escrow Agreement, the Director of Finance, the County Executive, or their designee, is hereby authorized to execute and file on behalf of the County any necessary investment agreements or any necessary subscriptions and any amendments thereto to purchase United States Treasury Obligations - State and Local Government Series, and/or any direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, in such amounts and maturing at such times so that sufficient moneys will be available from such maturing principal and interest to advance refund the Refunded Bonds, as provided herein, and to take any other action or to execute any further instrument on behalf of the County necessary to purchase such obligations.

Section 15. All of the expenses relating to the issuance and sale of the Bonds, including legal fees of the County and the fees and expenses of the Paying Agent and Bond Registrar, may be paid from the gross proceeds received from the sale of the Bonds. Any premium received on the sale of the Bonds and accrued interest received thereon shall be applied to adjust the original principal amount of the Bonds. After providing for such expenses, and making such provision relating to premium, the balance of the proceeds from the sale of the Bonds shall be deposited in separate accounts to be held solely for the purpose of paying as and when due, as applicable, the principal or redemption price of and interest on the Refunded Bonds.

Section 16. Subject to adjustment due to market conditions and conditioned only upon the delivery of and payment for the Bonds, the County hereby specifically and irrevocably elects (i) to redeem on such date as shall be determined by the Director of Finance, in her discretion and in accordance with applicable law, such maturities of the Refunded Bonds as shall be determined by the Director of Finance in her discretion and in accordance with applicable law on the respective dates and at the respective redemption prices as set forth in Exhibit A, plus interest accrued, and hereby directs the Paying Agent for such Refunded Bonds, not less than 30 days before such date to cause a notice of redemption in form to be determined by the Director of Finance in her discretion to be mailed, first class mail, postage prepaid, to all registered owners of Refunded Bonds at their addresses as they appear on the registration books provided for the Bonds; and (ii) not to exercise any other right of optional redemption (extraordinary or otherwise) that may arise with respect to the Refunded Bonds.

Section 17. For the purposes of paying the interest on and principal of the Bonds hereby authorized as such interest and principal comes due, the County shall include in the levy against all legally assessable property in Frederick County, in each and every fiscal year of the County that any of said Bonds are outstanding, *ad valorem* taxes sufficient to provide such sums as the County may

deem sufficient and necessary in conjunction with any other funds that will be available for the purpose, to provide for the payment of the interest on the Bonds coming due in each such year and to pay the principal of the Bonds maturing in each such fiscal year. In the event the proceeds from taxes so levied in any such fiscal year shall prove inadequate for such purposes, additional taxes shall be levied in the succeeding fiscal years to make up such deficiency. The full faith and credit and unlimited taxing power of the County are hereby irrevocably pledged to the punctual payment of the maturing principal of and interest on the Bonds hereby authorized as and when such principal and interest comes due and to the levy and collection of the taxes hereinabove prescribed as and when such taxes may become necessary in order to provide sufficient funds to meet the debt service requirements of said Bonds. The County hereby solemnly covenants to take all action as may be appropriate from time to time during the period that any of said Bonds remain outstanding and unpaid to provide the funds necessary to make said principal and interest payments. The County further covenants and agrees to levy and collect the taxes hereinabove prescribed.

The County may apply to the payment of the principal of and interest on any of the Bonds any funds received by it and available for such purpose from the State of Maryland, the United States of America, any agency or instrumentality thereof, or from any other source, and, to the extent any such funds are received or receivable in any fiscal year, taxes that might otherwise be required to be levied hereunder may be reduced or need not be levied.

The Bonds shall be deemed to be paid and no longer to be outstanding when payment of the principal of the Bonds plus interest thereon to the due dates thereof (whether such due date be by reason of maturity or upon redemption) shall have been made or caused to have been made in accordance with the terms thereof.

Section 18. If any Bond shall become mutilated or be destroyed, lost or stolen, the County in its discretion may execute, and upon its request the Bond Registrar shall authenticate and deliver, a new Bond in exchange for the mutilated Bond or in lieu of and substitution for the Bond so destroyed, lost or stolen. In every case of exchange or substitution, the applicant shall furnish to the County and to the Bond Registrar such security or indemnity as may be required by them to save each of them harmless from all risks, however remote, and the applicant shall also furnish to the County and to the Bond Registrar evidence to their satisfaction of the mutilation, destruction, loss or theft of the applicant's Bond. Upon the issuance of any Bond upon such exchange or substitution, the County may require the payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto and any other expenses, including counsel fees, of the County or the Bond Registrar. If any Bond which has matured or is about to mature shall become mutilated or be destroyed, lost or stolen, instead of issuing a Bond in exchange or substitution therefor, the County may pay or authorize the payment of such Bond (without surrender thereof except in the case of a mutilated Bond) if the applicant for such payment shall furnish to the County and to the Bond Registrar such security or indemnity as they may require to save them harmless, and evidence to the satisfaction of the County and the Bond Registrar of the mutilation, destruction, loss or theft of such Bond.

Section 19. Each Bond paid at maturity or upon prior redemption shall be canceled or destroyed by the Paying Agent and a certificate of destruction describing the Bond so canceled or

destroyed and evidencing such cancellation or destruction shall be furnished by the Paying Agent to the County.

Section 20. The Director of Finance shall determine the portion of Refunding Bonds issued pursuant to each of the respective Authorizing Acts. It is the intent of the County that such refunding bonds be issued under the Acts and other authority referred to in the resolutions authorizing the Refunded Bonds, and that such refunding bonds, if issued, will constitute a reissuance of the indebtedness authorized by such resolutions and shall not constitute additional indebtedness under such authorizations or under any other authority.

Section 21. The County hereby approves the Preliminary Official Statement relating to the Bonds (the "Preliminary Official Statement") substantially in the form presented to the County Council with this Resolution, as evidenced by a copy of such Preliminary Official Statement certified by the County Executive, the Chief Administrative Officer or the Director of Finance and filed among the permanent records of the County. With the exception of such changes therein as may be required or deemed appropriate by the County Executive, the Chief Administrative Officer or the Director of Finance, upon advice of Bond Counsel or the County's financial advisor, certain changes dictated by the terms of the Notice of Sale, and certain information to be supplied by the purchaser of the Bonds, the Preliminary Official Statement is deemed final by the County for the purpose of Rule 15c2-12 of the Securities and Exchange Commission. The County authorizes the distribution of said Preliminary Official Statement in connection with its solicitation of bids for the sale of the Bonds. The County hereby approves the Official Statement in the form of the Preliminary Official Statement with such changes therein as may be required or deemed appropriate by the County Executive, the Chief Administrative Officer or the Director of Finance, upon advice of Bond Counsel or the County's financial advisor. The execution of the Official Statement by the County Executive shall be conclusive evidence of the approval of the County of any and all such changes or modifications in said Official Statement in connection with the issuance, sale and delivery of the Bonds.

Section 22. In order to assist any Participating Underwriter (as hereafter defined) in complying with Securities and Exchange Commission Rule 15c2-12(b)(5), the County hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Agreement (as hereafter defined). Notwithstanding any other provision of this Resolution, failure of the County to comply with the Continuing Disclosure Agreement shall not be considered an event of default; however, any bondholder may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the County to comply with its obligations under this Section.

"Continuing Disclosure Agreement" shall mean that certain Continuing Disclosure Agreement executed by the County and dated the date of issuance and delivery of the Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof. The Continuing Disclosure shall be substantially in the form set forth as Exhibit B to the Preliminary Official Statement.

“Participating Underwriter” shall have the meaning ascribed thereto in the Continuing Disclosure Agreement.

Section 23. The County Executive, the Chief Administrative Officer and/or the Director of Finance shall be responsible for the execution and delivery of a certificate of the County which complies with the requirements of Section 103 and Sections 141 through 150, inclusive, of the Internal Revenue Code of 1986, as amended (the “Code”), and the applicable regulations thereunder and counsel rendering an opinion on the validity of the Bonds on the date of the issuance of the Bonds (“Bond Counsel”).

The County shall set forth in said certificate its reasonable expectations as to relevant facts, estimates and circumstances relating to the use of the proceeds of the Bonds, or of any moneys, securities or other obligations which may be deemed to be proceeds of the Bonds pursuant to Section 148 of the Code or the said regulations (collectively, the “Bond Proceeds”). The County covenants with each of the holders of any of the Bonds that the facts, estimates and circumstances set forth in the said certificate will be based on the County's reasonable expectations on the date of issuance of the Bonds and will be, to the best of the knowledge of the person executing such certificate, true, correct and complete as of that date.

The County covenants with each of the holders of any of the Bonds that it will not use, or permit the use of any of, the Bond Proceeds or any other funds of the County, directly or indirectly, to acquire any securities or obligations, and will not take or permit to be taken or fail to take any other action or actions which would cause any of the Bonds to be an “arbitrage bond” within the meaning of said Section 148 and said regulations or that would otherwise cause the interest on the Bonds to be includable in gross income of the holder of the Bonds for federal income tax purposes.

The County further covenants that it will comply with said Section 148 and said regulations and such other requirements of the Code which are applicable to the Bonds on the date of issuance of the Bonds and which may subsequently lawfully be made applicable to the Bonds.

The County will hold and shall invest Bond Proceeds within its control (if such proceeds are invested) in accordance with the expectations of the County set forth in said certificate.

The County shall make timely payment of any rebate amount or payment in lieu thereof (or installment thereof) required to be paid to the United States of America in order to preserve the exclusion from gross income for purposes of federal income taxation of interest on the Bonds and shall include with any such payment such other documents, certificates or statements as shall be required to be included therewith under then applicable law and regulations.

The County Executive, the Chief Administrative Officer and/or the Director of Finance may execute a certificate or certificates supplementing or amending said certificate, and actions taken by the County subsequent to the execution of such certificate shall be in accordance with said certificate as amended or supplemented; provided, however, that the County shall execute any such certificate only upon receipt by it of an opinion of Bond Counsel addressed to the County to the effect that actions taken by the County in accordance with the amending or supplementing

certificate will not adversely affect the exclusion from gross income for federal income taxation purposes of interest on the Bonds.

The County shall retain such records as necessary to document the investment and expenditure of bond proceeds, the uses of bond proceeds and of the facilities financed with such proceeds, together with such other records as may be required by the tax certificate or the IRS in order to establish compliance with requirements of the Code and the regulations thereunder as conditions to the exclusion of the interest on the Bonds from federal gross income.

Section 24. The County hereby covenants with the owners from time to time of the Bonds that it shall not take or cause to be taken any action or fail to take any action, the taking of which or the omission of which, under the law existing on the date of issuance of the Bonds, or which may subsequently lawfully be made applicable to the Bonds, would cause the interest on the Bonds to become subject to federal income taxation.

Section 25. The County Executive and/or Director of Finance of the County are hereby each authorized and designated as representatives of the County to declare official intent on behalf of the County for purposes of complying with the requirements of U.S. Treasury Income Tax Regulation Section 1.150-2 and thereby assuring the eligibility of expenditures for reimbursement from the proceeds of tax-exempt obligations.

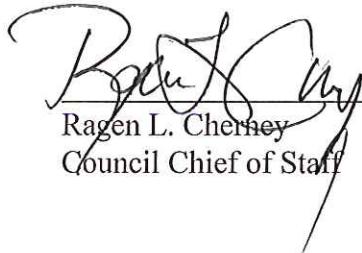
Section 26. The County Executive, the Chief Administrative Officer, the Director of Finance and such other officers, officials and employees of the County as the President or Vice-President shall designate, are authorized hereby to do any and all things, execute all instruments, documents and certificates, and otherwise take all action necessary, proper, or expedient in connection with the issuance, sale and delivery of the Bonds. The County Executive, the Chief Administrative Officer, the Director of Finance, 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 Bonds for the full, punctual, and complete performance of all of the terms, covenants, provisions and agreements of this Resolution and the Bonds.

Section 27. This Resolution shall take effect from the date of its adoption.

Adopted this ___ day of February, 2017.

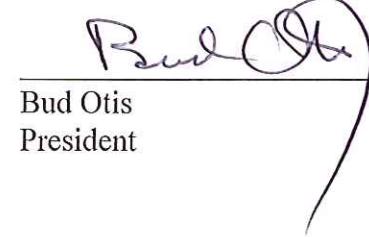
The undersigned hereby certifies that this Resolution was approved and adopted on the 21 day of February, 2017.

ATTEST:


Ragen L. Cherney
Council Chief of Staff

COUNTY COUNCIL OF
FREDERICK COUNTY, MARYLAND

By:


Bud Otis
President

Yea

EXHIBIT A

REFUNDED BONDS

Consolidated Public Improvement Taxable Build America Bonds – Direct Pay to Issuer
Series 2010B

<u>Date of Maturity</u> <u>February 1</u>	<u>Original Principal Amount</u>	<u>Previously Refunded Amount</u>	<u>2017 Refunded Amount</u>	<u>Rate of Interest</u>	<u>Principal Amount Payable (1)</u>
2021	\$7,725,000	\$685,000	\$7,040,000	4.90%	100
2022	7,975,000	710,000	7,265,000	5.00	100
2023	8,180,000	730,000	7,450,000	5.25	100
2024	8,465,000	755,000	7,710,000	5.30	100
2025	8,765,000	780,000	7,985,000	5.50	100
2026	9,080,000	805,000	8,275,000	5.60	100
2027	9,420,000	840,000	8,580,000	5.70	100
2028	9,780,000	870,000	8,910,000	5.80	100
2029	10,160,000	905,000	9,255,000	5.90	100
2030	10,565,000	940,000	9,625,000	5.85	100

Bonds redeemable on February 1, 2020 at the principal amount thereof, plus accrued interest.

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