

## CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (this “Certificate”) is made by The County Commission of Jefferson County (the “County Commission”) on this 27th day of June, 2025, pursuant to an Order adopted by the County Commission on June 5, 2025, in connection with the issuance by the Jefferson County Building Commission (the “Issuer”) of its \$16,000,000 Lease Revenue Bonds (Jefferson County Government and Judicial Complex Project), Series 2025 (the “Bonds”), pursuant to an Ordinance enacted by the Issuer on June 2, 2025, as supplemented by a Supplemental Resolution adopted by the Issuer on June 2, 2025, and a Certificate of Determinations dated June 18, 2025 executed by the Chairman of the Issuer (collectively, the “Ordinance”) and a Bond Indenture and Security Agreement dated as June 1, 2025 (the “Indenture”), between the Issuer and United Bank, as trustee (the “Trustee”). The Bonds were sold on June 18, 2025, to Carty, Harding and Hearn, Inc. (the “Underwriter”). The parties agree as follows:

SECTION 1. Purpose of Certificate. This Certificate is being executed and delivered by the County Commission for the benefit of the Holders and Beneficial Owners of the Bonds and in order to assist the Underwriter in complying with SEC Rule 15c2-12.

SECTION 2. Definitions. In addition to the definitions set forth in the Indenture, which apply to any capitalized term used in this Certificate 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 County Commission pursuant to, and described in, Sections 3 and 4 of this Certificate.

“Audited Financial Statements” shall mean any financial statements with respect to the County Commission provided by the County Commission that have been prepared in accordance with United States generally accepted accounting principles, consistently applied and audited by a nationally recognized accounting firm. Audited Financial Statements, for purposes of this definition, shall also be deemed to mean any special purpose financial statements, audited by such auditor as shall then be required or permitted by State law, that are prepared specifically for the Bonds; provided, that such special purpose financial statements shall be prepared in accordance with United States generally accepted auditing standards.

“Beneficial Owner” or “Holder” shall mean any person that (a) has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries) or (b) is treated as the owner of any Bonds for federal income tax purposes.

“Disclosure Representative” shall mean the then current County Administrator of the County Commission.

“Dissemination Agent” shall initially mean the County Commission, or any later appointed Dissemination Agent or any successor Dissemination Agent designated in writing by the County Commission and which has filed with the County Commission a written acceptance of such designation.

“EMMA” means the Electronic Municipal Market Access system described in the 1934 Act Release No. 59062 and maintained by the MSRB at <http://emma.msrb.org/>, which serves as the sole nationally recognized municipal securities information repository under the Rule.

“Financial Obligation” means (i) a debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation;

or (iii) guarantee of (i) or (ii). The term Financial Obligation shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

“Listed Events” shall mean any of the events listed in Section 5(a) of this Certificate.

“MSRB” shall mean the Municipal Securities Rulemaking Board, established pursuant to Section 15B(b)(1) of the Securities Exchange Act of 1934, as amended.

“Operating Data” shall mean the information regarding the County Commission for the most recent fiscal year, as well as the four (4) immediately prior fiscal years, as reflected in the “Form of Filing of Operating Data” attached hereto as Exhibit B. The County Commission may amend and/or modify the Form of Filing of Operating Data one or more times prior to the maturity of the Bonds if such amendment or modification, in the reasonable opinion of the County Commission, at its sole discretion, provides either more information, or additional clarity with respect to information being provided, regarding the County Commission.

“Underwriter” shall mean the original underwriter of the Bonds, Carty, Harding and Hearn, Inc., who is required to comply with the Rule in connection with offering of the Bonds.

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

“SEC” shall mean the United States Securities and Exchange Commission, and any successor thereto.

“State” shall mean the State of West Virginia.

### SECTION 3. Provision of Annual Reports.

(a) The County Commission shall, or shall cause the Dissemination Agent to, not later than the last day of the fiscal year (presently June 30) immediately following the end of the County Commission’s fiscal year (presently June 30) for which disclosure is due (the “Due Date”), commencing with the Fiscal Year ending June 30, 2025, file with the MSRB, in an electronic format (by transmission to EMMA) and accompanied by identifying information as prescribed by the MSRB, an Annual Report which is consistent with the requirements of Section 4 of this Certificate. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Certificate; provided, however, that the Audited Financial Statements of the County Commission may be submitted separately from the balance of the Annual Report.

(b) Not later than thirty (30) Business Days prior to the Due Date, the County Commission shall provide the Annual Report to the Dissemination Agent. If by the Due Date the Dissemination Agent has not received all, or any portion of, the Annual Report, the Dissemination Agent shall contact the County Commission to determine if the County Commission is in compliance with the first sentence of this subsection (b). If the Dissemination Agent is unable to provide to EMMA all, or any portion of, the Annual Report by the date required in subsection (a), the Dissemination Agent shall (i) file with EMMA any portion of the Annual Report which the County Commission has provided, and (ii) send a notice to EMMA in substantially the form attached as Exhibit A.

(c) If the County Commission is unable to file the Annual Report with the MSRB, in an electronic format (by transmission to EMMA) by the date required in subsection (a), the County

Commission, or the Dissemination Agent if other than the County Commission, shall file a notice on EMMA in substantially the form attached hereto as Exhibit A.

(d) The Dissemination Agent (if other than the County Commission) shall file a report with the County Commission certifying that the Annual Report has been filed with the MSRB, in an electronic format (by transmission to EMMA) pursuant to this Certificate and the date provided.

(e) All documents filed on EMMA shall be provided in a searchable, electronic format and shall be accompanied by identifying information as prescribed by the SEC and MSRB.

(f) The County Commission shall promptly file written notice of any change in its Fiscal Year with the MSRB.

#### SECTION 4. Content of Annual Report.

(a) The County Commission's Annual Report shall contain or include by reference the following information:

(i) The County Commission's Audited Financial Statements for the preceding Fiscal Year if available on the due date set forth herein, and if not then available, unaudited financial statements with the County Commission's Audited Financial Statements to be provided promptly upon becoming available and in any event no later than thirty (30) days after receipt thereof from the County Commission's auditors; and

(ii) Operating Data of the County Commission for such preceding Fiscal Year, prepared from the records of the County Commission, specifically and in the form attached as Exhibit B hereto, consisting of updates to the tables set forth therein.

(b) Any or all of the items listed in subsection (a) may be included by specific reference to other documents, including official statements of debt issues of the County Commission which have been submitted to the MSRB or the SEC. If the document included by reference is a final official statement, it must be available from the MSRB. The County Commission shall clearly identify each such other document so included by reference.

(c) If any information described in Section 4(a) above can no longer be generated because the operations to which such information relates have been materially changed or discontinued, a statement to that effect shall satisfy the obligations of the County Commission under this Section 4; provided, however, that the County Commission shall, to the greatest extent feasible, provide in lieu thereof similar information with respect to any substitute or replacement operations.

#### SECTION 5. Reporting of Significant Events.

(a) Pursuant to the provisions of this Section 5, the County Commission shall give, or cause to be given, notice of the occurrence of any of the following events, if applicable, with respect to the Bonds:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults, if material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;

4.     Unscheduled draws on credit enhancements reflecting financial difficulties;
5.     Substitution of credit or liquidity providers or their failure to perform;
6.     Adverse tax opinions, 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 security;
7.     Modifications to rights of security holders, if material;
8.     Bond calls, if material, and tender offers;
9.     Defeasances;
10.    Release, substitution, or sale of property securing repayment of the securities, if material;
11.    Rating changes;
12.    Bankruptcy, insolvency, receivership, or similar event of the County Commission<sup>1</sup>;
13.    The consummation of a merger, consolidation or acquisition involving the County Commission, or the sale of all or substantially all of the assets of the County Commission, 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 actions, other than pursuant to its term, if material;
14.    Appointment of a successor or additional trustee or the change of name of a trustee, if material;
15.    Incurrence of a Financial Obligation of the County Commission, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the County Commission, any of which affect security holders, if material; and
16.    Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of any Financial Obligation of the County Commission, any of which reflect financial difficulties.

(b)     The Dissemination Agent shall, within one (1) Business Day of obtaining actual knowledge of the occurrence of any of the Listed Events contact the Disclosure Representative, inform such person of

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<sup>1</sup> For the purposes of the event identified in Section 5(a)(12) above, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the County Commission 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 County Commission, or if such jurisdiction has been assumed by leaving the existing governing 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 or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the County Commission.

the event, and request that the County Commission promptly notify the Dissemination Agent in writing whether or not to report the event pursuant to subsection (f).

(c) Whenever the County Commission obtains knowledge of the occurrence of a Listed Event, classified under Section 5(a) (2), (7), (8), (10), (13), (14) or (15), because of a notice from the Dissemination Agent pursuant to subsection (b) or otherwise, the County Commission shall as soon as possible determine if such event would be material under applicable federal securities laws, in any event such determination must be made and submitted to the Dissemination Agent within two (2) business days.

(d) If the County Commission determines that knowledge of the occurrence of any of the Listed Events, classified under Section 5(a) (2), (7), (8), (10), (13), (14) or (15), would be material under applicable federal securities laws pursuant to subsection (b) or the County Commission received notice of any Listed Event that does not require a finding of materiality classified under Section 5(a) (1), (3), (4), (5), (6), (9), (11), (12) or (16), the County Commission shall promptly file with the Dissemination Agent a notice of such occurrence to be provided to EMMA.

(e) If in response to a request under subsection (b), the County Commission determines that the Listed Event, classified under Section 5(a) (2), (7), (8), (10), (13), (14) or (15), would not be material under applicable federal securities laws, the County Commission shall so notify the Dissemination Agent in writing and instruct the Dissemination Agent not to report the occurrence pursuant to subsection (f).

(f) If the Dissemination Agent has been instructed by the County Commission to report the occurrence of a Listed Event, the Dissemination Agent shall file a notice of such occurrence with EMMA with a copy to the County Commission. The Dissemination Agent will exercise its best efforts to file such notice with EMMA within ten (10) business days of the occurrence of such Listed Event.

SECTION 6. Termination of Reporting Obligation. The County Commission's obligations under this Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Bonds. If such termination occurs prior to the final maturity of the Bonds, the County Commission shall give notice of such termination in the same manner as for any of the Listed Events under Section 5(a).

SECTION 7. Dissemination Agent. The County Commission may, from time to time, appoint or engage an alternate or successor Dissemination Agent to assist it in carrying out its obligations under this Certificate, and may discharge any such Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the County Commission pursuant to this Certificate. The initial Dissemination Agent shall be the County Commission.

SECTION 8. Amendment, Waiver. Notwithstanding any other provision of this Certificate, the County Commission may amend this Certificate and any provision of this Certificate may be waived, provided that the following conditions are satisfied:

(a) If the amendment or waiver relates to the provisions of Sections 3(a), 4 or 5(a) of this Certificate, it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law or change in the identity, nature or status of the County Commission or other obligated person with respect to the Bonds, or the type of business conducted;

(b) The undertaking, as amended or modified, or taking into account any such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or waiver either (i) is approved by the Holders of the Bonds in the same manner as provided in the Indenture for amendments to the Indenture with the consent of Holders or (ii) does not, in the opinion of a nationally recognized bond counsel impair the interests of the Holders or Beneficial Owners of the Bonds.

In the event of any amendment or waiver of a provision of this Certificate, the County Commission shall describe such amendment in the next Annual Report and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver.

SECTION 9. Additional Information. Nothing in this Certificate shall be deemed to prevent the County Commission from disseminating any other information, using the means of dissemination set forth in this Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of any of the Listed Events, in addition to that which is required by this Certificate. If the County Commission chooses to include any information in any Annual Report or notice of occurrence of any of the Listed Events in addition to that which is specifically required by this Certificate, the County Commission shall have no obligation under this Certificate to update such information or include it in any future Annual Report or notice of occurrence of any of the Listed Events.

SECTION 10. Default. In the event of a failure of the County Commission or Dissemination Agent to comply with any provision of this Certificate, any Holder or Beneficial Owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the County Commission or Dissemination Agent to comply with its obligations under this Certificate. A default under this Certificate shall not be deemed an Event of Default under the Indenture, and the sole remedy under this Certificate in the event of any failure of the County Commission or Dissemination Agent to comply with this Certificate shall be an action to compel performance.

SECTION 11. Applicable Law. This Certificate shall be construed under the laws of the State, without reference to the choice of law principles thereof.

SECTION 12. Notices. Any notices or communications to the County Commission pursuant to this Certificate may be given as follows:

To the County Commission:

The County Commission of Jefferson County  
124 E. Washington Street  
Charles Town, West Virginia 25414  
Attention: County Administrator

SECTION 13. Beneficiaries. This Certificate shall inure solely to the benefit of the County Commission, the Dissemination Agent, the Underwriter and Holders and Beneficial Owners from time to time of the Bonds, and shall create no rights in any other person or entity.

[Remainder of this page intentionally left blank; signature page follows.]

IN WITNESS THEREOF, the County Commission has caused this Certificate to be executed by its duly authorized representative as of the date first written above.

THE COUNTY COMMISSION OF JEFFERSON  
COUNTY

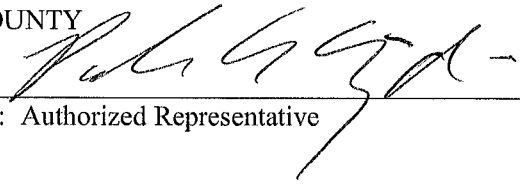
  
By: Authorized Representative

EXHIBIT A

NOTICE TO REPOSITORIES OF FAILURE TO FILE ANNUAL REPORT

Name of County Commission: Jefferson County Building Commission

Name of Issue: \$16,000,000 Lease Revenue Bonds (Jefferson County Government and Judicial Complex Project), Series 2025

Date of Issuance: June 27, 2025

Notice is hereby given that the County Commission has not provided all [or a portion of] the Annual Report with respect to the above-named Bonds as required by the Continuing Disclosure Certificate executed in connection with the above-referenced bond issue. [The portion of the Annual Report which the County Commission has not provided is \_\_\_\_\_.] The County Commission anticipates that the Annual Report, [or remaining Annual Report,] will be filed by \_\_\_\_\_.

Dated this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

THE COUNTY COMMISSION OF JEFFERSON  
COUNTY

\_\_\_\_\_  
By: Authorized Representative

EXHIBIT B

FORM OF FILING OF OPERATING DATA

[N/A]