

IN THE COUNTY COMMISSION OF JEFFERSON COUNTY

IN RE: THE ACQUISITION BY THE JEFFERSON COUNTY BUILDING COMMISSION OF CERTAIN PROPERTY LOCATED AT 393 NORTH LAWRENCE STREET AND 330 NORTH GEORGE STREET, CHARLES TOWN, WEST VIRGINIA; THE DESIGN, CONSTRUCTION, RENOVATION, IMPROVEMENT, FURNISHING AND EQUIPPING OF SAID PROPERTY BY THE JEFFERSON COUNTY BUILDING COMMISSION FOR USE AS A NEW JEFFERSON COUNTY GOVERNMENT AND JUDICIAL COMPLEX (THE "PROJECT"); AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE AGREEMENT BETWEEN THE JEFFERSON COUNTY BUILDING COMMISSION, AS LESSOR, AND THE COUNTY COMMISSION OF JEFFERSON COUNTY, WEST VIRGINIA, AS LESSEE; AUTHORIZING THE PREPARATION OF A PRELIMINARY OFFICIAL STATEMENT TO BE USED IN CONNECTION WITH THE SALE OF THE BONDS, AS DEFINED HEREIN; AUTHORIZING THE EXECUTION AND DELIVERY OF AN OFFICIAL STATEMENT, A CONTINUING DISCLOSURE CERTIFICATE, AND THE ACKNOWLEDGEMENT AND AGREEMENT OF A BOND PURCHASE AGREEMENT BETWEEN THE JEFFERSON COUNTY BUILDING COMMISSION AND THE UNDERWRITER FOR THE BONDS TO BE ISSUED BY THE JEFFERSON COUNTY BUILDING COMMISSION TO FINANCE A PORTION OF THE COSTS OF THE PROJECT; AND AUTHORIZING OTHER NECESSARY ACTIONS IN CONNECTION WITH THE FOREGOING.

ORDER

WHEREAS, The County Commission of Jefferson County (the "County Commission") desires that the Jefferson County Building Commission (the "Building Commission") acquire certain real estate, together with the improvements thereon, located at 393 North Lawrence Street and 330 North George Street, Charles Town, West Virginia (the "Property"), for the purpose of designing, constructing, renovating, improving, furnishing and equipping the Property as a new Jefferson County Government and Judicial Complex (the "Project"), which Property is to be leased to the County Commission by the Building Commission, the costs of the Project to be financed in part with proceeds of the Bonds (defined herein) to be issued by the Building Commission; and

WHEREAS, in order to finance costs of the Project, the County Commission desires that the Building Commission issue its Lease Revenue Bonds (Jefferson County Government and Judicial Complex Project) Series 2025, in an aggregate principal amount of not more than \$16,000,000 (the "Bonds"); and

WHEREAS, the County Commission desires to lease the Property from the Building Commission in accordance with the terms and provisions of the Lease Agreement between the Building Commission, as Lessor, and the County Commission, as Lessee (the “Lease”), the proposed form of which is attached hereto as Exhibit A; and

WHEREAS, the Building Commission intends to enter into a Bond Purchase Agreement (defined herein) with Carty, Harding & Hearn, Inc. (the “Underwriter”), acknowledged and agreed to by the County Commission, relating to the purchase by the Underwriter of the Bonds, the proposed form of which Bond Purchase Agreement is attached hereto as Exhibit B (the “Bond Purchase Agreement”); and

WHEREAS, the proceeds of the Bonds will be used to finance a portion of the costs of the Project and the costs of issuing the Bonds and the balance of such costs of the Project and of issuing the Bonds not paid with proceeds of the Bonds will be paid with other funds of the County Commission lawfully available for such purpose; and

WHEREAS, the County Commission has determined that (i) there is an urgent need by the County Commission for the acquisition, design, construction, improvement, furnishing and equipping of the Project to be financed in part with the proceeds of the Bonds and to be leased to the County Commission as described herein, and (ii) that the financing structure described herein is the most efficient method to finance the proposed Project.

NOW, THEREFORE, BE IT ORDERED BY THE COUNTY COMMISSION OF JEFFERSON COUNTY, WEST VIRGINIA THAT:

1. The County Commission hereby approves the issuance of the Bonds by the Building Commission and further approves the acquisition by the Building Commission of the Property.

2. The County Commission shall be and is hereby authorized to enter into the Lease with the Building Commission to lease the Property, as constructed, renovated, improved, furnished and equipped by the Project, from the Building Commission for an amount of rent equal to the scheduled bond payments payable by the Building Commission with respect to the Bonds and which Lease with the Building Commission will require the County Commission to

perform certain other duties and obligations and to pay certain costs and expenses relating to such Property and the financing thereof as to be more specifically set out in said Lease as additional consideration for said Lease.

3. The President and Clerk of the County Commission are hereby authorized and directed to execute and deliver on behalf of the County Commission the Lease substantially in the form attached hereto as Exhibit A, with such changes, insertions and omissions as may be approved by the President, such approval to be evidenced by the execution of the Lease by the President.

4. The President of the County Commission is hereby authorized and directed to execute and deliver on behalf of the County Commission the Bond Purchase Agreement substantially in the form attached hereto as Exhibit B, such acknowledgement and approval to be evidenced by the execution of the Bond Purchase Agreement by the President.

5. The Borrower Post-Issuance Tax Compliance Procedures for Tax-Exempt Bonds attached hereto as Exhibit C are hereby adopted and approved.

6. The Procedures for Compliance with Obligations under Continuing Disclosure Undertakings attached hereto as Exhibit D are hereby adopted and approved.

7. The procurement of bond insurance for the Bonds is hereby authorized and approved subject to the provisions of this paragraph 7. In connection therewith:

A. The acceptance of a Municipal Bond Insurance Policy offered by Build America Mutual Assurance Company to insure the scheduled payment of principal of and interest on the Bonds is hereby authorized and directed if it is accepted in form and substance acceptable to the President of the County Commission and the County Commission receives a representation of the Underwriter that such Municipal Bond Insurance Policy will result in an interest cost savings with respect to the Bonds in excess of the premium to be paid by the Building Commission for such Municipal Bond Insurance Policy. Accordingly, the County Commission is hereby authorized and directed to accept a Municipal Bond Insurance Commitment from Build America Mutual Assurance Company (the "Insurance Commitment"), if it is in form and substance acceptable to the President of the County Commission and the

County Commission receives a representation of the Underwriter that the related Municipal Bond Insurance Policy will result in an interest cost savings with respect to the Bonds in excess of the premium to be paid by the Building Commission for such Municipal Bond Insurance Policy, and all prior actions taken by the officers, employees and agents of the County Commission with respect to the such Municipal Bond Insurance Policy and Insurance Commitment are hereby ratified and affirmed in all respects.

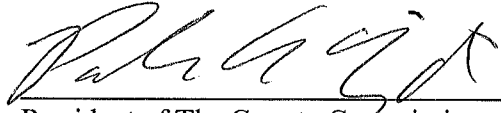
B. If the Insurance Commitment is accepted in accordance with A above, the President of the County Commission is hereby authorized and directed to execute and deliver such Insurance Commitment, together with all other documents relating thereto, on behalf of the County Commission. Upon such execution and delivery of the Insurance Commitment by the President of the County Commission, the Insurance Commitment shall be maintained in the records of the County Commission and by the Clerk of the County Commission with the minutes of the meeting of the County Commission at which this Order was adopted. The covenants and provisions which are required by Build America Mutual Assurance Company as a condition precedent to the issuance of its Municipal Bond Insurance Policy for the Bonds shall thereupon be incorporated in this Order by reference and made a part hereof and all documents authorized hereby and to be applicable to the Bonds.

8. The President, Clerk and other officers of the County Commission are hereby authorized, and directed to execute, as applicable, and deliver on behalf of the County Commission such agreements, certificates and other documents, including without limitation, a continuing disclosure certificate, a preliminary official statement, an official statement, a Rule 15c2-12 certificate and a tax certificate, in connection with the issuance of the Bonds in such forms as may be approved by the President of the County Commission, the execution of the subject document by the President of the County Commission to be conclusive evidence of such approval. The President, Clerk and other officers of the County Commission are hereby further authorized and directed to take all other actions relating to the Lease, the issuance of the Bonds, the Project, the Property or otherwise with respect to the transactions contemplated by this Order. The Clerk of the County Commission is hereby authorized and directed to attest the Deed, and any other documents relating to the Bonds that the Clerk reasonably determines should be so attested and to affix the seal of the County Commission thereon. All prior acts taken by the

President, Clerk and other officers and agents of the County Commission in connection therewith are hereby ratified and affirmed in every respect.

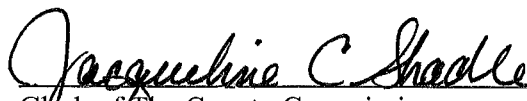
This Order shall be effective upon passage.

Ordered by The County Commission of Jefferson County on this the 5th day of June 2025.



President of The County Commission of
Jefferson County

[SEAL]



Clerk of The County Commission
of Jefferson County

EXHIBIT A

LEASE AGREEMENT

EXHIBIT B

BOND PURCHASE AGREEMENT

EXHIBIT C

BORROWER POST-ISSUANCE TAX COMPLIANCE PROCEDURES
FOR TAX-EXEMPT BONDS

EXHIBIT D

PROCEDURES FOR COMPLIANCE WITH OBLIGATIONS UNDER
CONTINUING DISCLOSURE UNDERTAKINGS