

**SUPPLEMENTAL RESOLUTION OF
THE JEFFERSON COUNTY BUILDING COMMISSION**

WHEREAS, the Jefferson County Building Commission (the “Building Commission”) has, by Ordinance enacted on May 20, 2025, and put into effect following a public hearing held earlier on this date, June 2, 2025 (the “Ordinance”), authorized the issuance of not to exceed Sixteen Million Dollars (\$16,000,000.00) in aggregate principal amount of the Jefferson County Building Commission Lease Revenue Bonds (Jefferson County Government and Judicial Complex Project) Series 2025 (the “Series 2025 Bonds”) for the purposes of: (i) financing all or a portion of the costs of the acquisition, design, construction, renovation, improvement, furnishing and equipping of the real estate together with the improvements thereon, located at 393 North Lawrence Street and 330 North George Street, Charles Town, West Virginia (the foregoing real estate together with the improvements thereon, including without limitation any renovations, improvements, furnishings or equipment resulting from the Project, as hereinafter defined, are referred to herein as the “Property”) in accordance with the preliminary report or plans and specifications prepared by ZMM LLC, also known as ZMM Architects and Engineers, a copy of which is on file with The County Commission of Jefferson County (the “County Commission”), to be used initially by the County Commission as a new Jefferson County Government and Judicial Complex (the “Project”), and (ii) paying costs of issuing the Series 2025 Bonds and related costs; and

WHEREAS, the Property will be transferred by the current owners thereof to the Building Commission prior to or contemporaneously with the issuance of the Series 2025 Bonds and will be leased initially by the Building Commission to the County Commission for use as a new Jefferson County Government and Judicial Complex; and

WHEREAS, the Building Commission previously directed the Secretary of the Building Commission to publish an abstract of the Bond Ordinance (the “Abstract”) together with a notice that the Building Commission was considering putting the Bond Ordinance into effect and that any interested person may appear at a public hearing before the Building Commission upon a certain date and be heard as to whether or not the Bond Ordinance should be put into effect (the “Notice”); and

WHEREAS, the Abstract and Notice have been published and the public hearing was held as scheduled earlier on this date, June 2, 2025; and

WHEREAS, by Resolution adopted earlier on this date, June 2, 2025, the Building Commission put the Ordinance into effect following said public hearing; and

WHEREAS, the Building Commission has determined to issue the Series 2025 Bonds for the purposes of financing all or a portion of the costs of the Project, and paying costs of issuing the Series 2025 Bonds and related costs; and

WHEREAS, the Building Commission desires to approve parameters for the final terms of the Series 2025 Bonds, including the principal amount, interest rates, redemption provisions, maturity, purchase price, date and other terms of the Series 2025 Bonds and the final

forms, date, terms and provisions of the Bond Indenture and Security Agreement, the Lease Agreement, the Credit Line Deed of Trust and Security Agreement and the Assignment of Leases, in connection with the issuance of the Series 2025 Bonds, as well as parameters for the final terms and provisions of the Bond Purchase Agreement and the Official Statement relating to the Series 2025 Bonds; and

WHEREAS, capitalized terms used herein and not defined herein shall have the meanings assigned to them in the Ordinance.

NOW, THEREFORE, BE IT RESOLVED by the Jefferson County Building Commission as follows:

1. The Series 2025 Bonds shall be issued in the aggregate principal amount of \$16,000,000, or such lesser principal amount as determined by the Chairman or Vice Chairman as provided in the Bond Purchase Agreement relating to the Series 2025 Bonds by and among the Building Commission, the County Commission and Carty, Harding & Hearn, Inc., the Underwriter for the Series 2025 Bonds (the "Bond Purchase Agreement"), as finally executed by the Chairman or Vice Chairman of the Building Commission.

2. The Chairman and Vice Chairman of the Building Commission are each hereby authorized and directed to execute and deliver on behalf of the Building Commission the Bond Purchase Agreement, substantially in the form presented at this meeting, with such modifications, additions, deletions and other changes thereto as may be approved by the Chairman or Vice Chairman, as applicable, of the Building Commission, the execution of the said Bond Purchase Agreement by said Chairman or Vice Chairman to be conclusive evidence of such approval.

3. The Series 2025 Bonds shall be sold to Carty, Harding & Hearn, Inc. (the "Underwriter") pursuant to the Bond Purchase Agreement for such purchase price as may be set forth in the Bond Purchase Agreement as executed by the Chairman or Vice Chairman and the Series 2025 Bonds shall be dated as of their date of delivery, or such other date as the Chairman or Vice Chairman shall approve, the execution of the Series 2025 Bonds to be conclusive evidence of such approval, shall bear interest at such rates, shall mature on such dates and shall be subject to mandatory and optional redemption as provided in the Bond Purchase Agreement as executed by the Chairman or Vice Chairman; provided that said Series 2025 Bonds shall mature no later than thirty-one (31) years from the date of issuance and shall bear interest at a rate or rates with the initial average coupon not to exceed eight percent (8.0%) per annum.

4. The Bond Indenture and Security Agreement, the Lease Agreement, the Credit Line Deed of Trust and Security Agreement and the Assignment of Leases substantially in the respective forms presented at this meeting are hereby approved. The Chairman, Vice Chairman, Secretary and other officers of the Building Commission are each hereby authorized and directed to execute and deliver, and to affix the seal of the Building Commission thereon as needed, the Bond Indenture and Security Agreement, the Lease Agreement, the Credit Line Deed of Trust and Security Agreement and the Assignment of Leases relating to the Series 2025 Bonds, substantially in the forms thereof presented at this meeting, with such modifications,

additions, deletions and other changes thereto as may be approved by the Chairman or Vice Chairman of the Building Commission, the execution of the respective documents by said Chairman or Vice Chairman to be conclusive evidence of such approval.

5. The Bond Indenture and Security Agreement, the Lease Agreement, the Credit Line Deed of Trust and Security Agreement and the Assignment of Lease shall each be dated as of June 1, 2025, or such other date as the Chairman or Vice Chairman shall approve, the execution thereof by said Chairman or Vice Chairman to be conclusive evidence of such approval.

6. The form of the Preliminary Official Statement, in substantially the form presented at this meeting, is hereby approved with such modifications, additions, deletions and other changes thereto as may be approved by the Chairman or Vice Chairman of the Building Commission. The distribution of the Preliminary Official Statement with respect to the Series 2025 Bonds is hereby authorized, directed and approved. The Chairman and Vice Chairman are hereby authorized and directed to execute and deliver a final Official Statement on behalf of the Building Commission, which shall be in substantially the form of the Preliminary Official Statement with such changes, insertions and omissions as may be required to reflect the terms of the sale of the Series 2025 Bonds and such other modifications, additions, deletions and changes thereto as the Chairman or Vice Chairman may approve (the "Official Statement"), the execution of the Official Statement by said Chairman or Vice Chairman to be conclusive evidence of such approval. Copies of the Official Statement are hereby authorized to be prepared and furnished to the Underwriter for distribution.

7. United Bank is hereby designated as the Trustee in the Bond Indenture and Security Agreement.

8. As further provided in Section 9 of the Ordinance, the Chairman and Vice Chairman shall each have the power and authority to execute and deliver a Certificate of Determinations which may modify any of the foregoing and which may make additional determinations with respect the Series 2025 Bonds and the documents relating thereto, including without limitation providing for bond insurance for the Series 2025 Bonds.

9. The Post-Issuance Tax Compliance Procedures for Tax-Exempt Bonds adopted by the Building Commission on January 16, 2015, attached hereto as Exhibit A are hereby affirmed and confirmed.

10. The procurement of bond insurance for the Series 2025 Bonds is hereby authorized and approved subject to the provisions of this paragraph 10. 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 Series 2025 Bonds is hereby authorized and directed if it is accepted by the County Commission and the Building Commission receives a representation of the Underwriter that such Municipal Bond Insurance Policy will result in an interest cost savings for the Building Commission in excess of the premium to be paid by the Building Commission for such

Municipal Bond Insurance Policy. Accordingly, the Building 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 accepted by the County Commission and the Building Commission receives a representation of the Underwriter that the related Municipal Bond Insurance Policy will result in an interest cost savings for the Building Commission 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 Building Commission with respect to the such Municipal Bond Insurance Policy and Insurance Commitment are hereby ratified and affirmed in all respects.

B. Pursuant to the Insurance Commitment if it is accepted in accordance with A above, 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 Series 2025 Bonds shall be attached to a Certificate of Determinations, as described in the Ordinance, and thereupon shall be incorporated in the Ordinance by reference and made a part thereof, such covenants and provisions to be supplemental and amendatory of, and controlling with respect to the Ordinance, as supplemented and amended by the this Supplemental Resolution, and all documents authorized thereby and to be applicable to the Series 2025 Bonds.

The Ordinance, except to the extent expressly amended or supplemented by this Resolution, shall remain in force and effect, and the same is hereby ratified and affirmed and all prior actions taken by the by the officers, employees and agents of the Building Commission in connection therewith and in connection with the Series 2025 Bonds are likewise ratified and affirmed.

Duly adopted by the Jefferson County Building Commission, a West Virginia public corporation, in Charleston, West Virginia, on June 2, 2025.

JEFFERSON COUNTY
BUILDING COMMISSION

By:  _____
Its: Chairman

[SEAL]

ATTEST:

 _____
Its: Secretary

EXHIBIT A

POST-ISSUANCE TAX COMPLIANCE PROCEDURES FOR TAX-EXEMPT BONDS