

RESOLUTION No. 13-3

COUNTY COMMISSIONERS OF WORCESTER COUNTY, MARYLAND
CONSOLIDATED PUBLIC IMPROVEMENT
REFUNDING BONDS, 2013 SERIES (TAX-EXEMPT)

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF WORCESTER COUNTY (THE "BOARD") PROVIDING FOR THE ISSUANCE AND SALE BY COUNTY COMMISSIONERS OF WORCESTER COUNTY, MARYLAND (THE "COUNTY") OF ITS GENERAL OBLIGATION BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$12,000,000, OR IN SUCH LESSER AMOUNT AS THE BOARD MAY SPECIFY BY A RESOLUTION SUPPLEMENTAL HERETO, TO BE KNOWN AS "COUNTY COMMISSIONERS OF WORCESTER COUNTY, MARYLAND CONSOLIDATED PUBLIC IMPROVEMENT REFUNDING BONDS, 2013 SERIES (TAX-EXEMPT)" (THE "BONDS") AND TO BE ISSUED PURSUANT TO THE AUTHORITY OF SECTIONS 13E AND 14 THROUGH 21, INCLUSIVE, OF ARTICLE 25B OF THE ANNOTATED CODE OF MARYLAND, SECTION 24 OF ARTICLE 31 OF THE ANNOTATED CODE OF MARYLAND, SECTIONS 9-601 TO 9-699, INCLUSIVE, OF THE ENVIRONMENT ARTICLE OF THE ANNOTATED CODE OF MARYLAND, AND SECTION PW5-204 OF THE CODE OF PUBLIC LOCAL LAWS OF WORCESTER COUNTY, MARYLAND; PRESCRIBING THE FORM OF THE BONDS AND OTHER DETAILS INCIDENT TO THE SALE THEREOF; PROVIDING THAT THE BONDS SHALL BE ISSUED AND SOLD UPON THE FULL FAITH AND CREDIT OF THE COUNTY; PROVIDING FOR THE DISBURSEMENT OF THE PROCEEDS OF THE SALE OF THE BONDS BY THE COUNTY FOR THE PURPOSE OF (1) REFUNDING ALL OR A PORTION OF (A) THE COUNTY'S CONSOLIDATED PUBLIC IMPROVEMENT BONDS, 1998 SERIES, (B) THE COUNTY'S CONSOLIDATED PUBLIC IMPROVEMENT BONDS, 2002 SERIES AND (C) THE COUNTY'S CONSOLIDATED PUBLIC IMPROVEMENT PROJECT AND REFUNDING BONDS, 2004 SERIES (INCLUDING, FOR EACH ISSUE TO BE REFUNDED, WITHOUT LIMITATION, PAYMENT OF ANY REDEMPTION PREMIUM AND THE INTEREST ACCRUED AND TO ACCRUE TO THE APPLICABLE REDEMPTION DATES), AND (2) PAYING ALL COSTS, FEES AND EXPENSES INCURRED BY THE COUNTY IN CONNECTION WITH THE ISSUANCE AND SALE OF THE BONDS; PROVIDING FOR A CONTINUING DISCLOSURE AGREEMENT AND AN ESCROW DEPOSIT AGREEMENT RELATING TO THE BONDS; AUTHORIZING THE PRESIDENT OF THE BOARD TO SPECIFY, PRESCRIBE, DETERMINE, PROVIDE FOR OR APPROVE CERTAIN MATTERS, DETAILS, FORMS, DOCUMENTS OR PROCEDURES APPROPRIATE TO THE AUTHORIZATION, SALE, SECURITY, ISSUANCE, DELIVERY, OR PAYMENT OF OR FOR THE BONDS; PROVIDING THAT CERTAIN OTHER MATTERS IN CONNECTION WITH THE BONDS AND THE ISSUANCE AND SALE THEREOF BE APPROVED BY THE BOARD PURSUANT TO A RESOLUTION OR RESOLUTIONS SUPPLEMENTAL TO THIS RESOLUTION INCLUDING, WITHOUT LIMITATION, A CHANGE IN THE DATE OF SALE OF THE BONDS, THE DATE OF BID OPENING, THE DATES OF MATURITY OF THE BONDS, PROVISIONS RELATING TO THE REDEMPTION OF THE BONDS, THE AMOUNT OF THE BONDS TO BE SOLD (SO LONG AS THE PRINCIPAL AMOUNT DOES NOT EXCEED THE MAXIMUM PRINCIPAL AMOUNT OF THE BONDS PERMITTED UNDER THIS RESOLUTION) AND THE AMOUNT(S) OF THE BONDS MATURING IN EACH YEAR, THE INTEREST PAYMENT DATES OF THE BONDS AND THE TERMS OF SALE OF THE BONDS; PROVIDING FOR THE ASSESSMENT AND LEVY IN EACH

YEAR, SO LONG AS ANY OF THE BONDS ARE OUTSTANDING AND UNPAID, OF (1) ASSESSMENTS, CHARGES AND, IF NECESSARY, AD VALOREM TAXES ON ALL ASSESSABLE PROPERTY IN EACH SERVICE AREA TO WHICH ANY PART OF THE PROCEEDS OF THE BONDS MAY BE ALLOCATED, AND (2) AN AD VALOREM TAX ON ALL PROPERTY SUBJECT TO TAXATION WITHIN WORCESTER COUNTY SUFFICIENT, TOGETHER WITH OTHER AVAILABLE FUNDS, TO PROVIDE FUNDS FOR THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON THE BONDS AS THEY SHALL RESPECTIVELY MATURE; AND GENERALLY PROVIDING FOR AND DETERMINING VARIOUS MATTERS IN CONNECTION THEREWITH.

RECITALS

County Commissioners of Worcester County, Maryland (the "County"), is a body politic and corporate and a political subdivision duly formed and existing under the Constitution and the Laws of the State of Maryland.

Pursuant to Sections 13E and 14 through 21, inclusive, of Article 25B of the Annotated Code of Maryland, as amended (the "Act"), the County is authorized to borrow money for any proper public purpose and to evidence the borrowing by the issuance and sale of its general obligation bonds in the manner prescribed in the Act.

On August 27, 1992, pursuant to the Act, Section 9-601 to 9-699, inclusive, of the Environmental Article of the Annotated Code of Maryland, as amended (the "Sanitary District Act"), and Section PW5-204 ("Section PW5-204"), and Appendix O (Bill No. 98-6), Appendix P (Bill No. 98-7), Appendix R (Bill No. 98-9) and Appendix S (Bill No. 98-10) of the Code of Public Local Laws of Worcester County, Maryland (the "Code of Public Local Laws"), the County issued and sold, upon the full faith and credit of the County, its Consolidated Public Improvement Bonds, 1998 Series (the "1998 Consolidated Public Improvement Bonds") in order to (1) finance all or a portion of the costs of (a) (i) the construction and equipping of a new North County Library and an approximately 60-bed addition to the Worcester County Jail, (ii) renovations at various schools within the County, and (iii) the County's share of the Wor-Wic Community College campus development ("1998 General County Projects"), and (b) various improvements to the water system and wastewater collection system and upgrades to the wastewater treatment plant in the Ocean Pines Sanitary Service Area (the "Ocean Pines Water/Wastewater Project"), and (2) pay costs, fees and expenses incurred in connection with the issuance of the 1998 Consolidated Public Improvement Bonds.

On October 17, 2002, pursuant to the Act, the Sanitary District Act, Section PW5-204, and Appendix Y (Bill No. 02-2) and Appendix Z (Bill No. 02-6) of the Code of Public Local Laws, the County issued and sold, upon the full faith and credit of the County, its Consolidated Public Improvement Bonds, 2002 Series (the "2002 Consolidated Public Improvement Bonds") in order to (1) finance all or a portion of the costs of (a) (i) renovation and equipping of the Worcester County Court House and (ii) construction and equipping of, and acquisition of land for, a new Snow Hill Senior Center and Adult Medical Day Care Center (the "2002 General County Projects") and (b) (i) various improvements and upgrades to the water systems in the Ocean Pines Service Area (the "Ocean Pines Water Project"), the South Point Village Sanitary Service Area (the "South Point Village Water Project") and the Sunset Village Sanitary Service Area (the "Sunset Village Water Project"), and (ii) various improvements and upgrades to the water and wastewater systems in the Newark Sanitary Service Area (the "Newark Water/Wastewater Project" and collectively, with the Ocean-Pines Water/Wastewater Project, the Ocean Pines Water Project, the South Point Village Water Project, and the Sunset Village Water Project, the "Water/Wastewater Projects" and each, a "Water/Wastewater Project"), and (2) pay costs, fees and expenses incurred in connection with the issuance of the 2002 Consolidated Public Improvement Bonds.

The principal of and interest on the portions of the 1998 Consolidated Public Improvement Bonds and the 2002 Consolidated Public Bonds issued to finance all or a portion of the costs of

each Water/Wastewater Project are payable from assessments levied on an equivalent dwelling unit ("EDU") basis on all properties in the Ocean Pines Sanitary Service Area, the Newark Sanitary Service Area, the South Point Village Sanitary Service Area and the Sunset Village Sanitary Service Area and, if necessary, an ad valorem tax on all property subject to taxation within Worcester County sufficient in rate and amount, together with other moneys available therefor, to pay the interest payable in that year on the related portions of the 1998 Consolidated Public Improvement Bonds and the 2002 Consolidated Public Improvement Bonds and the principal of all such bonds maturing in that year.

On March 7, 2004, pursuant to the Act, the Sanitary District Act, Section PW5-204, Section 24 of Article 31 of the Annotated Code of Maryland, as amended (the "Refunding Act"), and Appendix BB (Bill No. 04-4) of the Code of Public Local Laws, the County issued and sold, upon the full faith and credit of the County, its Consolidated Public Improvement Project and Refunding Bonds, 2004 Series (the "2004 Consolidated Public Improvement Bonds") in order to (1) finance all or a portion of the costs of a new Ocean City Elementary School (the "2004 General County Bond Project" and, collectively with the 1998 General County Bond Projects and the 2002 General County Bond Projects, the "General County Bond Projects"), (2) refund all or a portion of the County's General Obligation Bonds, 1992 Series, Consolidated Public Improvement Bonds, 1992 Series, Consolidated Public Improvement Project and Refunding Bonds, 1996 Series, and Consolidated Public Improvement Bonds, 2000 Series, and (3) pay costs, fees and expenses incurred in connection with the issuance of the 2004 Consolidated Public Improvement Bonds.

The original aggregate principal amount and the outstanding aggregate principal amount of the 1998 Consolidated Public Improvement Bonds, the 2002 Consolidated Public Improvement Bonds and the 2004 Consolidated Public Improvement Bonds (collectively, the "Outstanding Bonds") are listed in Exhibit A hereto, which Exhibit is incorporated herein by reference and made a part hereof, and the public purposes for which the proceeds of each series of Outstanding Bonds were authorized to be spent are specified in (or incorporated by reference into) the resolution for such series specified in Exhibit A hereto (each, an "Outstanding Bond Resolution").

The Refunding Act provides that a county which has power under any public general or public local law to borrow money and to evidence the borrowing by the issuance of its general obligation bonds, revenue bonds or other evidences of obligation by whatever name known or source of funds secured, 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 or other obligations.

Refunding bonds may be issued under the authority of the Refunding Act for the public purpose of:

- (a) Realizing savings to the issuer in the aggregate cost of debt service on either a direct comparison or present value basis; or
- (b) Debt restructuring that:

(i) In the aggregate effects such a reduction in the cost of debt service; or

(ii) Is determined by the governing body to be in the best interests of the issuer, to be consistent with the issuer's long-term financial plan, and to realize a financial objective of the issuer including, improving the relationship of debt service to a source of payment such as taxes, assessments, or other charges.

The Refunding Act further provides that (A) the power to issue refunding bonds under such section shall be deemed additional and supplemental to the issuer's existing borrowing power, and (B) the procedures for the issuance of refunding bonds shall be the same as those applicable to the bonds or other obligations being refunded, except that refunding bonds may be sold on a negotiated basis without solicitation of bids if the issuer determines in a public meeting that such procedure is in the public interest.

The Refunding Act further provides that, for the purpose of determining whether refunding bonds issued thereunder are within any debt limitation applicable to an issuer, the amount of bonds or other obligations to be refunded shall be subtracted from, and the amount of refunding bonds to be issued shall be added to, the aggregate of such issuer's outstanding bonds.

Davenport & Company LLC, the County's financial advisor (the "County's Financial Advisor"), has advised the County that (a) the County may be able to realize significant savings in the aggregate cost of debt service on the Outstanding Bonds on both a direct comparison and a present value basis if refunding bonds are issued to refund all or a portion of the Outstanding Bonds, and (b) interest rates for the County's bonds are now so attractive that the County should be able to realize significant savings in the cost of debt service by selling its bonds as soon as reasonably practicable.

Based on the foregoing advice and recommendations of the County's Financial Advisor and the findings set forth in Section 2 hereof, the Board has determined that it is in the best interest of the County to issue its refunding general obligation bonds to refund certain of the Outstanding Bonds in whole or in part as set forth in the table attached hereto as Exhibit B (which Exhibit is incorporated herein by reference and made a part hereof) or in a resolution supplemental hereto (the "Refunded 1998 Bonds", the "Refunded 2002 Bonds", the "Refunded 2004 Bonds", and collectively, the "Refunded Bonds"), including payment of the redemption premium (if any) and the interest accrued and to accrue to the applicable dates of redemption of the Refunded Bonds, and to pay the costs of issuance of such bonds. Such bonds shall be issued in the aggregate principal amount of \$12,000,000 or in such lesser principal amount as the Board may specify by adoption of a resolution supplemental hereto.

Pursuant to the Act, the Refunding Act, the Sanitary District Act and Section PW5-204, the Board desires (a) to provide by resolution for the issuance of such bonds, (b) to provide for other matters in reference thereto, (c) to prescribe the manner of the sale of such bonds and the terms and conditions under which they shall be offered for sale, (d) to prescribe the form of such bonds, (e) to provide for the use of the proceeds of the sale of such bonds, (f) to provide for the payment of the principal of and interest on such bonds as such bonds shall respectively mature, by levying taxes to pay for the same, and (g) to provide for and determine various matters in connection therewith.

The Board desires that certain additional matters concerning such bonds, including, without limitation, (a) providing for a lesser aggregate principal amount of such bonds, if the Board deems such lesser amount to be in the best interest of the citizens of Worcester County, (b) providing for a change in the date of sale of such bonds, a change in the date of bid opening, a change in the dates of maturity of such bonds, a change in the amount(s) of such bonds maturing in each year, a change in the interest payment dates of such bonds, a change in the terms of sale of such bonds, a change in the Outstanding Bonds to be refunded with the proceeds of such bonds, and/or adding provisions for the redemption of such bonds prior to maturity, (c) providing for the acceptance by the County of bids received for the purchase of such bonds, (d) fixing the interest rate or rates payable on such bonds and providing for the return of the good faith deposits of the unsuccessful bidders, (e) providing for changes to the form of the bonds and the Continuing Disclosure Agreement (hereinafter defined) approved pursuant to this Resolution, (f) ratifying the Preliminary Official Statement of the County prepared and distributed in connection with the issuance and sale of such bonds, (g) approving the Official Statement of the County prepared in connection with the issuance and sale of such bonds, and (h) authorizing the execution, issuance and distribution of such Official Statement, be provided by and through one or more resolutions administrative in nature and supplemental hereto (each, a "Supplemental Resolution").

NOW, THEREFORE, in accordance with the Act, the Refunding Act, the Sanitary District Act and Section PW5-204 (collectively, the "Enabling Legislation"):

Section 1. BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF WORCESTER COUNTY, That all terms used herein which are defined in the Recitals hereof or the Exhibits hereto shall have the meanings given such terms therein.

Section 2. AND BE IT FURTHER RESOLVED, That it is hereby found, determined and declared as follows:

(a) The County has heretofore issued each series of the Outstanding Bonds in the original aggregate principal amounts listed in Exhibit A hereto for the public purposes and in the amounts (or maximum amounts) for each such public purpose specified in the Resolution for such series as set forth in Exhibit A hereto. The outstanding aggregate principal amount of each series of the Outstanding Bonds is also set forth in Exhibit A hereto.

(b) Interest rates in the municipal bond market for certain corresponding maturities of bonds are significantly lower than they were when the Outstanding Bonds were issued; and the County's Financial Advisor has advised the County that it may be able to realize significant savings in the aggregate cost of debt service on certain portions of the Outstanding Bonds, in each case on both a direct comparison and present value basis, by issuing its refunding bonds for the purpose of refunding all or a portion of the Outstanding Bonds, all on the dates and in the principal amounts or at the redemption prices as shall be specified in a Supplemental Resolution), and for the purpose of paying any redemption premium, any interest accrued and to accrue to the applicable dates of redemption of the Refunded Bonds and the costs of issuing such refunding bonds. The County understands that the final determination of whether it will realize savings in the aggregate cost of debt service for each series of the Outstanding Bonds (or certain portions thereof) will depend on the actual interest rates available at the time the Bonds are sold

and the other terms and conditions of the sale. Accordingly, it is possible that the description of the Refunded Bonds will be modified in a Supplemental Resolution and that any series of Outstanding Bonds not included (in whole or in part) in the Supplemental Resolution as Refunded Bonds will not be refunded and will continue to remain outstanding in accordance with its terms.

(c) It is in the best interest of the County to sell the Bonds by public (competitive bid) sale.

Section 3. AND BE IT FURTHER RESOLVED, (a) That the County borrow upon the full faith and credit of the County and issue and sell upon the full faith and credit of the County, at any time after the adoption of this Resolution, its general obligation bonds in fully registered form in an aggregate principal amount of Twelve Million Dollars (\$12,000,000) or in such lesser amount as the Board may specify by the adoption of a Supplemental Resolution, such bonds to be known as the "County Commissioners of Worcester County, Maryland, Consolidated Public Improvement Refunding Bonds, 2013 Series (Tax-Exempt)" (the "Bonds") or such other name as the Board may specify in a Supplemental Resolution. The proceeds of the issuance and sale of the Bonds, including any premium received therefor, shall be paid to the County, and shall be applied by the County to refund the Outstanding Bonds, in whole or in part, on the dates and in the principal amounts or at the redemption prices specified in such Supplemental Resolution, and to pay any redemption premium and any interest accrued and to accrue to the dates of redemption of the Refunded Bonds. Proceeds of the Bonds shall also be used to pay all costs, fees and expenses, including advertising, printing, financial advisory and legal fees, incurred in connection with the issuance and sale of the Bonds, in such order and in such amount as determined by the Board.

(b) The Bonds shall be dated the date of their delivery; provided that such date of issue may be changed by a Supplemental Resolution. The Bonds shall be issued in book-entry form by issuing a single bond for each maturity registered in the name of Cede & Co., as nominee for The Depository Trust Company or its successor ("DTC") (provided that if DTC so requests or if DTC is replaced as the depository for the Bonds, replacement Bonds shall be issued in denominations of \$5,000 each or any integral multiple thereof), and shall be consecutively numbered in such manner as shall be determined by the Bond Registrar (as defined in Section 12 hereof).

(c) (i) That the Bonds shall be payable in 7 consecutive annual installments, the first such maturity to be on August 1, 2013, and the last such maturity to be on August 1, 2019, provided that such maturity dates may be changed in a Supplemental Resolution. The schedule of proposed maturities for the Bonds and the schedules of proposed maturities for (a) the portion of the Bonds issued to refinance costs of the General County Bond Projects (the "General County Portion"), (b) the portions of the Bonds issued to refinance costs of the Ocean Pines Water/Wastewater Project (the "Ocean Pines Water/Wastewater Portion"), (c) the portion of the Bonds issued to refinance the Ocean Pines Water Project (the "Ocean Pines Water Portion"), (d) the portion of the Bonds issued to refinance the costs of the Newark Water/Wastewater Project (the "Newark Portion"), (e) the portion of the Bonds issued to refinance the costs of the South Point Village Water Project (the "South Point Village Portion"), and (e) the portion of the Bonds issued to refinance the costs of the Sunset Village Water Project (the "Sunset Village Portion") are set

forth in Exhibit C hereto; provided that such schedule is anticipated to be modified in the Supplemental Resolution.

(d) That the Bonds shall be sold by the solicitation of competitive bids at public sale after publication of the notice of such sale (the "Notice of Sale"), the form of which is set forth in Exhibit E of this Resolution, and shall bear interest at the rate or rates named by the successful bidder under the terms of the Notice of Sale, which interest shall be paid as provided in the form of Bond set forth in Exhibit D, and such interest shall be payable on August 1, 2013, and semiannually thereafter on the first day of February and the first day of August in each year, until and including the date of maturity; provided that such interest payment dates may be modified in the Supplemental Resolution.

(e) Each Bond shall bear interest from the interest payment date next preceding the date of registration and authentication of such Bond, unless such Bond is registered and authenticated on an interest payment date, in which case it shall bear interest from such interest payment date, or, unless authenticated prior to the first interest payment date, in which case it shall bear interest from the date of issue of the Bonds, or unless, as shown by the records of the Bond Registrar, interest on such Bond shall be in default, in which event such Bond shall bear interest from the date to which interest was last paid on such Bond.

(f) The Bonds shall be issued without coupons, in substantially the form attached hereto as Exhibit D and made part hereof, and shall be completed in accordance with the provisions of this Resolution. Such form with such changes therein as may be specified in a Supplemental Resolution or as the President of the Board shall approve (such approval to be conclusively evidenced by the execution and delivery of the Bonds by the President of the Board), together with all of the covenants and conditions therein contained, is hereby adopted by the County as and for the form and tenor of obligation to be incurred by the County, and such covenants and conditions are hereby made binding upon the County, including the promise to pay therein contained.

Section 4. AND BE IT FURTHER RESOLVED, That the Bonds shall not be subject to redemption prior to maturity.

Section 5. AND BE IT FURTHER RESOLVED, (a) That the Bonds shall be executed on behalf of the County by the President of the Board by his manual or facsimile signature, and shall bear a facsimile of the corporate seal of the County attested by the manual or facsimile signature of the Chief Administrative Officer of the County (the "Chief Administrative Officer"). In the event that any official whose signature shall appear on the Bonds shall cease to be such official prior to the delivery of the Bonds, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such official had remained in office until delivery.

(b) That the proceeds of the purchase price of the Bonds shall be paid to County and shall be applied by the County as follows:

(i) to pay all costs, fees and expenses, including advertising, printing, financial advisory and legal fees, incurred in connection with the issuance and sale

of the Bonds, to the extent such costs, fees and expenses have not been paid from other sources; and

(ii) the remaining proceeds of the Bonds shall be immediately deposited by the County in trust with Manufacturers and Traders Trust Company, as escrow deposit agent (the "Escrow Deposit Agent"), in an escrow fund to be established in the name of the County (the "Escrow Deposit Fund") pursuant to an Escrow Deposit Agreement to be entered into between the County and the Escrow Deposit Agent (the "Escrow Deposit Agreement").

The Escrow Deposit Agent shall apply all or part of the funds deposited with it by the County to the purchase of direct obligations of, or obligations the timely payment of the principal of and interest on which is unconditionally guaranteed by, the United States of America (hereinafter referred to as "Government Obligations"), the principal of and interest on which will be sufficient, together with any cash not so invested and without reinvestment, to pay in a timely manner the principal of the Refunded Bonds and the redemption premium, if any, and interest accrued and to accrue thereon to the applicable maturity dates or dates of redemption thereof. As the Government Obligations in the Escrow Deposit Fund pay interest and mature, the moneys so derived shall be held in the Escrow Deposit Fund and applied to the payment of the principal of the Refunded Bonds and the redemption premium, if any, and interest accrued and to accrue thereon to the applicable dates of redemption thereof. Until needed for the purposes described in this subsection, all proceeds not deposited with the Escrow Deposit Agent may be invested or reinvested by the Finance Officer of the County in accordance with Section 22 of Article 95 of the Annotated Code of Maryland as amended; provided that the investment by the County of such proceeds shall be subject to all of the provisions of Sections 14 and 15 of this Resolution.

Section 6. AND BE IT FURTHER RESOLVED, That the payment of interest on the Bonds when due and the principal of the Bonds at maturity shall be backed by the full faith and credit of the County. However, it is intended that a portion of the principal on the Bonds (as specified in Exhibit C hereto, but subject to modification in the Supplemental Resolution) and the interest thereon shall be paid from the sources described in Section 12(b), (c), (d) and (e) of this Resolution.

Section 7. AND BE IT FURTHER RESOLVED, (a) that the Chief Administrative Officer is hereby authorized to make such modifications to the form of the Bonds as may be appropriate to conform to any standard specifications for registered municipal securities which may be promulgated by any body generally recognized in the municipal securities industry (Including, without limitation, the American National Standards Institute) in order to facilitate computer or other mechanical processing methods for registration of municipal bonds.

(b) The Chief Administrative Officer shall also initiate a system for registration of the Bonds in book-entry form and is hereby authorized to enter into such agreements and to make such modifications to the form of the Bonds (as set forth in Exhibit D) and the form of the Notice of Sale (as set forth in Exhibit E hereto) as may be necessary to provide for registration of the Bonds in book-entry form, with DTC, by issuance of not less than one bond of each maturity.

(c) The Chief Administrative Officer may replace any depository for the Bonds pursuant to a book-entry registration system established in accordance with this Section if the Chief Administrative Officer determines that such depository is incapable of discharging its duties with respect to the Bonds, or that the interest of the beneficial owners of the Bonds might be adversely affected by the continuation of such book-entry system. Notice of such determination shall be given to such depository not less than 30 days prior to any such determination.

Thereafter, the Chief Administrative Officer may cause replacement Bonds to be issued to a substitute securities depository, to participants of a securities depository to be replaced or to beneficial owners of the Bonds properly identified by such participants.

(d) When the Chief Administrative Officer initiates a book entry registration system to be maintained by DTC or replaces DTC with another municipal securities depository (either a "Depository"), the Chief Administrative Officer or the President of the Board shall execute and deliver to the Depository any representation letters as shall be deemed necessary or appropriate by the Chief Administrative Officer or other agreements then required by the Depository in order to qualify the Bonds for registration in book-entry form by the Depository. The Chief Administrative Officer or the President of the Board is hereby authorized to agree to any different manner for the payment of interest or principal or, if applicable, any different procedures for the redemption of bonds which is determined in accordance with any representation letters entered into with any Depository. Transfer or crediting of the appropriate principal and interest to the participants in the Depository will be the responsibility of the Depository, and transfer and crediting of principal and interest payments to the beneficial owners of the Bonds or their nominees will be the responsibility of the participants in the Depository. Transfers of beneficial ownership of the Bonds will be effected on the records of the Depository (and its participants) pursuant to rules and procedures established by the Depository.

(e) Any securities depository selected in accordance with this Resolution and each of its participants and the beneficial owners of the Bonds, by their acceptance of the Bonds shall agree that the County and the Chief Administrative Officer shall have no liability for the failure of any such securities depository which may be selected as herein provided to perform its obligations to the participants and the beneficial owners of the Bonds, nor shall either the County or the Chief Administrative Officer be liable for the failure of any participant or other nominee of the beneficial owners to perform any obligation the participant may incur to a beneficial owner of the Bonds.

Section 8. AND BE IT FURTHER RESOLVED, That the Bonds shall be authenticated and shall be subject to registration, exchange and transfer as follows:

(a) No Bond shall be valid or obligatory for any purpose unless and until the certificate of authentication substantially in the form set forth in Exhibit D hereof shall have been duly executed by the Bond Registrar, and such executed certificate of the Bond Registrar upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered pursuant to this Resolution. The Bond Registrar's certificate of authentication on any Bond shall be deemed to have been executed by it if manually signed by an authorized officer of the Bond

Registrar, but it shall not be necessary that the same person sign the certificate of authentication on all of the Bonds issued hereunder.

(b) Upon presentation of any Bond for such purpose at the principal office of the Bond Registrar, the Bond Registrar shall register or cause to be registered therein, and permit to be transferred thereon, under such reasonable regulations as the County or the Bond Registrar may prescribe, any Bond entitled to registration or transfer. So long as any of the Bonds remain outstanding, the County shall cooperate in making all necessary provisions to permit the exchange of Bonds at the principal office of the Bond Registrar.

Each Bond shall be transferable only upon the books of the County maintained by the Bond Registrar, at the written request of the registered owner thereof or his attorney duly authorized in writing, upon surrender thereof, together with a written instrument of transfer satisfactory to the Bond Registrar duly executed by the registered owner or his attorney duly authorized in writing. Upon the surrender for transfer of any Bond, the County shall issue, and the Bond Registrar shall authenticate, in the name of the transferee, in authorized denominations, a new Bond or Bonds of the same aggregate principal amount as the surrendered Bond.

The County and the Bond Registrar may deem and treat the person in whose name any Bond shall be registered upon the books of the County as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and premium, if any, and interest on such Bond and for all other purposes, and all such payments so made to any such registered owner or upon his order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and neither the County nor the Bond Registrar shall be affected by any notice to the contrary.

Bonds, upon surrender thereof at the principal office of the Bond Registrar with a written instrument of transfer satisfactory to the Bond Registrar, duly executed by the registered owner or his duly authorized attorney, may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of Bonds of any other authorized denominations.

In all cases in which the privilege of exchanging Bonds or transferring Bonds is exercised, the County shall execute and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. All Bonds surrendered in any such exchanges or transfers shall forthwith be canceled by the Bond Registrar. For every such exchange or transfer of Bonds, the County or the Bond Registrar shall make a charge for any tax or other governmental charge required to be paid with respect to such exchange or transfer. Such charge shall be paid by the person requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer. The Bond Registrar shall not be obligated to make any such exchange or transfer of Bonds after the fifteenth day of the month next preceding an interest payment date on the Bonds.

(c) In the event that any Bond is mutilated, lost, stolen or destroyed, the County may execute and the Bond Registrar may authenticate a new Bond of like date, maturity, interest rate and denomination as that of the Bond mutilated, lost, stolen or destroyed; provided that, in the case of any mutilated Bonds, such mutilated Bonds shall first be surrendered to the

Bond Registrar, and in the case of any lost, stolen or destroyed Bond there shall be first furnished to the County and the Bond Registrar evidence of such loss, theft or destruction satisfactory to the County and the Bond Registrar, together with indemnity satisfactory to them. In the event any such Bond shall be about to mature or has matured, instead of issuing a duplicate Bond, the Bond Registrar may pay the same without surrender thereof. The County and the Bond Registrar may charge the registered owner of such Bond their expenses and reasonable fees, if any, in this connection.

Section 9. AND BE IT FURTHER RESOLVED, That the Bonds shall be sold at public sale upon submission of electronic bids using the *PARITY* bidding system ("*PARITY*") to the bidder therefor whose bid provides the lowest true interest cost to the County, for cash at not less than par and accrued interest, after advertisement by Notice of Sale published at least twice in one or more daily or weekly newspapers having a general circulation in Worcester County, Maryland, provided that the sale shall be held not sooner than 10 days following the first insertion of the Notice of Sale. Notice of the sale of the Bonds (in such form as the Chief Administrative Officer shall approve) shall also be published in such other newspaper and/or financial journals and at such times as the Chief Administrative Officer may deem appropriate. The sale of the Bonds shall be held at 11:00 A.M., on Tuesday, January 15, 2013; provided, however, that the Board may by Resolution change the date or time of such sale. The Bonds shall be sold upon the terms and conditions set forth in the published Notice of Sale, which shall be substantially in the form attached hereto as Exhibit E, with such changes therein as the President of the Board shall approve.

Section 10. AND BE IT FURTHER RESOLVED, That immediately after the sale of the Bonds to the successful bidder therefor, the interest rate or rates payable thereon shall be fixed according to the terms and conditions of the sale by a Supplemental Resolution adopted by the Board, and the Bonds shall thereupon be suitably printed and delivered to the Bond Registrar for completion, authentication and delivery to DTC for the account of the successful bidder therefor as provided in the published Notice of Sale. Any such Supplemental Resolution shall be adopted by the Board and shall be effective upon the date of the award of the Bonds to the successful bidder therefor. Such Supplemental Resolution shall further provide for the following: (a) acceptance by the County of a bid or bids received for the purchase of the Bonds pursuant to the terms and conditions of the Notice of Sale, (b) the revision or confirmation of (i) the dates of maturity of the Bonds, (ii) the amount(s) of the Bonds being issued, (iii) the amount(s) of the Bonds maturing in each year, (iv) the interest payment dates of the Bonds, and (v) the Outstanding Bonds to be included as Refunded Bonds, (c) ratification of the Preliminary Official Statement of the County prepared and distributed in connection with the issuance and sale of the Bonds, (d) approval of the Official Statement of the County prepared in connection with the issuance and sale of the Bonds, (e) authorization of the execution, issuance and distribution of the Official Statement, (f) provisions relating to the redemption of the Bonds, if applicable, and (g) such other matters as the Board shall deem necessary or advisable to consummate the transactions contemplated by this Resolution. The proceeds of the sale of the Bonds shall be paid to or for the benefit of the Finance Officer of the County and/or the Escrow Deposit Agent and disbursed by the Finance Officer and/or the Escrow Deposit Agent as provided in this Resolution.

Section 11. AND BE IT FURTHER RESOLVED, That Manufacturers and Traders Trust Company is hereby designated and appointed as the Bond Registrar for the Bonds (the "Bond Registrar"). The Bond Registrar shall maintain books of the County for the registration and transfer of the Bonds. The County may from time to time, either prior to or following the issuance of the Bonds, designate and appoint one or more alternate or substitute bond registrars, paying agents, co-paying agents or authenticating agents for the Bonds, and any such alternate or substitute shall be deemed to be the Bond Registrar or an alternate Bond Registrar for all purposes specified in the resolution appointing such substitute or alternate. Any such designation and appointment shall be made by the Board by resolution; and the exercise of such power or appointment, no matter how often, shall not be an exhaustion thereof.

Section 12. AND BE IT FURTHER RESOLVED, (a) That for the purpose of paying interest on the Bonds and also for the purpose of paying the principal of the Bonds as and when they respectively mature and are payable, there is hereby assessed and levied, and there shall hereafter be assessed and levied and collected in each year, so long as any of the Bonds are outstanding and unpaid, an ad valorem tax on all property subject to taxation within Worcester County sufficient in rate and amount, together with other available funds (including without limitation, those described in (b), (c) and (d) below) to pay the interest on all of the Bonds then issued and outstanding as the same becomes due and payable and to pay and redeem the principal of the Bonds as the same shall respectively mature, and the full faith and credit and the unlimited taxing power of the County are hereby irrevocably pledged to the punctual payment of the principal of and interest on the Bonds as and when the same respectively mature. If the Bonds are issued in any year after the making by the County of the regular levy for that year, then the County shall pay any and all interest becoming due before the next levy out of any other funds at its disposal, and the County shall levy at the next succeeding levy an amount sufficient to reimburse such other funds.

(b) For the purpose of paying interest on the Ocean Pines Water/Wastewater Portion of the Bonds and the Ocean Pines Water Portion of the Bonds and also for the purpose of paying the principal of such portion of the Bonds as and when they respectively mature and are payable, there is hereby assessed and levied, and there shall hereafter be assessed and levied and collected in each year, so long as any of such portion of the Bonds are outstanding and unpaid, (i) assessments on an equivalent dwelling unit ("EDU") basis on all properties in the of the Ocean Pines Sanitary Service Area and (ii) if necessary, an ad valorem tax on all property subject to taxation within the Ocean Pines Sanitary Service Area in rate and amount sufficient to pay the interest on such portion of the Bonds then outstanding as the same becomes due and payable to pay and redeem the principal of such portion of the Bonds as the same shall respectively mature.

(c) For the purpose of paying interest on the Newark Portion of the Bonds and also for the purpose of paying the principal of such portion of the Bonds as and when they respectively mature and are payable, there is hereby assessed and levied, and there shall hereafter be assessed and levied and collected in each year, so long as any of such portion of the Bonds are outstanding and unpaid, (i) assessments on an equivalent dwelling unit ("EDU") basis on all properties in the of the Newark Sanitary Service Area and (ii) if necessary, an ad valorem tax on all property subject to taxation within the Newark Sanitary Service Area in rate and amount sufficient to pay the interest on such portion of the Bonds then outstanding as the same becomes

due and payable to pay and redeem the principal of such portion of the Bonds as the same shall respectively mature.

(d) For the purpose of paying interest on the South Point Village Portion of the Bonds and also for the purpose of paying the principal of such portion of the Bonds as and when they respectively mature and are payable, there is hereby assessed and levied, and there shall hereafter be assessed and levied and collected in each year, so long as any of such portion of the Bonds are outstanding and unpaid, (i) assessments on an equivalent dwelling unit ("EDU") basis on all properties in the of the South Point Village Sanitary Service Area and (ii) if necessary, an ad valorem tax on all property subject to taxation within the South Point Village Sanitary Service Area in rate and amount sufficient to pay the interest on such portion of the Bonds then outstanding as the same becomes due and payable to pay and redeem the principal of such portion of the Bonds as the same shall respectively mature.

(e) For the purpose of paying interest on the Sunset Village Portion of the Bonds and also for the purpose of paying the principal of such portion of the Bonds as and when they respectively mature and are payable, there is hereby assessed and levied, and there shall hereafter be assessed and levied and collected in each year, so long as any of such portion of the Bonds are outstanding and unpaid, (i) assessments on an equivalent dwelling unit ("EDU") basis on all properties in the of the Sunset Village Sanitary Service Area and (ii) if necessary, an ad valorem tax on all property subject to taxation within the Sunset Village Sanitary Service Area in rate and amount sufficient to pay the interest on such portion of the Bonds then outstanding as the same becomes due and payable to pay and redeem the principal of such portion of the Bonds as the same shall respectively mature.

(f) Notwithstanding the foregoing provisions of this Section 12, the County may apply to the payment of the principal of and interest on the Bonds as and when the same respectively are due and/or mature, funds received by the County from the State of Maryland, the United States of America, any agency or instrumentality of either or from any other source.

Section 13. AND BE IT FURTHER RESOLVED, That the County covenants and agrees with the registered owners from time to time of the Bonds, as follows:

(a) The County covenants that it will not make any use of any portion of the proceeds of any of the Bonds or any moneys, securities or other obligations on deposit to the credit of the County which may be deemed by the Internal Revenue Service to be proceeds of any of the Bonds pursuant to Section 148 of the Internal Revenue Code of 1986, as amended, and Income Tax Regulations issued thereunder (collectively, the "Code"), which would cause any of the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code.

(b) The County further covenants that it will comply with those provisions of Section 148 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. To the extent that provisions of Section 148 of the Code apply to only a portion of the Bonds, proceeds of the Bonds or other moneys, securities or other obligations deemed to be proceeds, it is intended that the covenants of the County contained in this Section be construed so as to require the County to comply with Section 148 of the Code only to the extent of such applicability.

(c) The County further covenants that it will not (i) take any action, (ii) fail to take any action, or (iii) make any use of the proceeds of any of the Bonds, which would cause the interest on any of the Bonds to be or become includible in gross income of the registered owners of any of the Bonds for purposes of federal income taxes.

Section 14. AND BE IT FURTHER RESOLVED, That subsequent to the issuance, sale and delivery of the Bonds, regardless of the date on which the Bonds are issued, the President of the Board, on behalf of the County, or the Vice President of the Board, on behalf of the County and only in the absence and unavailability of the President of the Board, by approval order or otherwise, may take such actions and execute and approve on behalf of the County any documents or certificates or amendments thereto in connection with, and in order to effectuate, the issuance, sale and delivery of the Bonds, pursuant to the provisions of such documents, subject to any approval by the Board as may be required pursuant to federal tax law.

Section 15. AND BE IT FURTHER RESOLVED, That in order to enable the bidders for the Bonds to comply with the requirements of paragraph (b)(5) of Securities and Exchange Commission Rule 15c2-12, the County shall execute and deliver, on or before the date of issuance and delivery of the Bonds, a Continuing Disclosure Agreement in substantially the form attached hereto as Exhibit F, with such changes therein as the President of the Board may approve, and the terms and conditions of such Continuing Disclosure Agreement are incorporated by reference herein and made a part hereof. Certain of the events listed in Section 4(a) of the Continuing Disclosure Agreement have been included for compliance with Rule 15c2-12 but are not relevant for the Bonds, specifically those events relating to debt service reserves, credit enhancements and liquidity providers, and property or other collateral.

Section 16. AND BE IT FURTHER RESOLVED, That the provisions of this Resolution are severable, and if any provision, sentence, clause, section or part hereof is held to be illegal, invalid, or unconstitutional or inapplicable to any person or circumstance, such illegality, invalidity or unconstitutionality, or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Resolution or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Resolution would have been passed if such illegal, invalid or unconstitutional provision, sentence, clause, section or part had not been included herein, and if the person or circumstances to which this Resolution or any part hereof are inapplicable had been specifically exempted therefrom.


Section 17. AND BE IT FURTHER RESOLVED, That the provisions of this Resolution shall constitute a contract between the County and the purchasers of the Bonds so long as the Bonds or any portion thereof hereby authorized remains unpaid.

[SEAL]


Passed and Approved this 2nd day of January, 2013.

ATTEST:

COUNTY COMMISSIONERS OF
WORCESTER COUNTY, MARYLAND


Gerald T. Mason
Chief Administrative Officer


James C. Church, President


Merrill W. Lockfaw, Jr., Vice President


Judith O. Boggs, Commissioner


Madison J. Bunting, Jr., Commissioner

Absent

Louise L. Gulyas, Commissioner


James L. Purnell, Jr., Commissioner


Virgil L. Shockley, Commissioner

OUTSTANDING BONDS

1. Name of Issue: County Commissioners of Worcester County, Maryland Consolidated Public Improvement, 1998 Series (the "1998 Consolidated Public Improvement Bonds")
- Date of Issue: August 6, 1998
- Original Aggregate Principal Amount: \$9,190,000
- Outstanding Aggregate Principal Amount: \$825,000
- Bond Resolution: Resolution No. 98-31 of the Board of County Commissioners of Worcester County, Maryland adopted on July 7, 1998, as supplemented by a Supplemental Resolution No. 98-34 of the Board of County Commissioners of Worcester County, Maryland adopted on July 21, 1998
2. Name of Issue: County Commissioners of Worcester County, Maryland Consolidated Public Improvement Bonds, 2002 Series (the "2002 Consolidated Public Improvement Bonds")
- Date of Issue: October 17, 2002
- Original Aggregate Principal Amount: \$6,800,000
- Outstanding Aggregate Principal Amount: \$2,660,000
- Bond Resolution: Resolution No. 02-29 of the Board of County Commissioners of Worcester County, Maryland adopted on August 20, 2002, as supplemented by a Supplemental Resolution No. 02-38 of the Board of County Commissioners of Worcester County, Maryland adopted on October 1, 2002
3. Name of Issue: County Commissioners of Worcester County, Maryland Consolidated Public Improvement Bonds, 2004 Series (the "2004 Consolidated Public Improvement Bonds")
- Date of Issue: December 2, 2004
- Original Aggregate Principal Amount: \$30,115,000
- Outstanding Aggregate Principal Amount: \$14,860,000
- Bond Resolution: Resolution No. 04-48 of the Board of County Commissioners of Worcester County, Maryland adopted on November 3, 2004, as supplemented by a Supplemental Resolution No. 04-49 of the Board of County Commissioners of Worcester County, Maryland adopted on November 16, 2004

REFUNDED BONDS

1. Consolidated Public Improvement Bonds, 1998 Series (“Refunded 1998 Bonds”)

<u>Maturity Date</u>	<u>Principal Amount</u>
August 1, 2013	\$825,000

Optional Redemption Date: March 4, 2013
 Optional Redemption Price: 100%

2. Consolidated Public Improvement Bonds, 2002 Series (“Refunded 2002 Bonds”)

<u>Maturity Date</u>	<u>Principal Amount</u>
10/1/2013	\$ 490,000
10/1/2014	510,000
10/1/2015	530,000
10/1/2016	555,000
10/1/2017	<u>575,000</u>
	\$2,660,000

Optional Redemption Date: March 4, 2013
 Redemption Price: 101%

3. Consolidated Public Improvement Project and Refunding Bonds, 2004 Series (“Refunded 2004 Bonds”)

<u>Maturity Date</u>	<u>Principal Amount</u>
03/1/2015	\$ 935,000
03/1/2016	980,000
03/1/2017	1,020,000
03/1/2018	1,060,000
03/1/2019	1,100,000
03/1/2020	<u>1,145,000</u>
	\$6,240,000

Optional Redemption Date: March 1, 2014
 Redemption Price: 101%

EXHIBIT C

**SCHEDULE OF PRINCIPAL AMOUNTS
FOR THE BONDS
AND
EACH PORTION OF THE BONDS**

Maturity Date	Bonds	General County Portion	Ocean Pines Water/Wastewater Portion	Ocean Pines Water Portion	Newark Portion	South Point Village Portion	Sunset Village Portion
8/1/2013	\$1,310,000	\$884,411	\$270,000	\$116,604	\$8,995	\$5,464	\$14,526
8/1/2014	1,255,000	1,086,765	-	134,742	10,395	6,313	16,785
8/1/2015	1,545,000	1,371,912	-	138,629	10,694	6,496	17,269
8/1/2016	1,590,000	1,410,442	-	143,811	11,094	6,738	17,915
8/1/2017	1,645,000	1,460,589	-	147,698	11,394	6,920	18,399
8/1/2018	1,120,000	1,120,000	-	-	-	-	-
8/1/2019	1,165,000	1,165,000	-	-	-	-	-
Total	\$9,630,000						

FORM OF BOND

UNITED STATES OF AMERICA
STATE OF MARYLAND
COUNTY COMMISSIONERS OF WORCESTER COUNTY, MARYLAND
CONSOLIDATED PUBLIC IMPROVEMENT REFUNDING BONDS
2013 SERIES (TAX-EXEMPT)

No. R- _____ \$ _____

Interest Rate	Maturity Date	Date of Issue	CUSIP
_____	_____, ____	_____, 2013	_____

Registered
Owner:

Principal
Amount:

COUNTY COMMISSIONERS OF WORCESTER COUNTY, MARYLAND, a body politic and corporate, organized and existing under the Constitution and laws of the State of Maryland (the "County"), for value received, hereby promises to pay to the Registered Owner of this bond as set forth above, or registered assigns, the Principal Amount shown hereon on the Maturity Date shown hereon (or earlier as provided herein) and to pay interest thereon from the Interest Payment Date (hereinafter defined) next preceding the date of registration and authentication of this bond, unless this bond is registered and authenticated as of an Interest Payment Date, in which event it shall bear interest from such Interest Payment Date, or unless this bond is registered and authenticated prior to August 1, 2013, in which event this bond shall bear interest from the Date of Issue shown herein (the "Date of Issue"), or unless, as shown by the records of the Bond Registrar (hereinafter defined), interest on the hereinafter referred to Bonds shall be in default, in which event this bond shall bear interest from the date on which interest was last paid on this bond, at the Interest Rate per annum shown hereon, payable on August 1, 2013 and semiannually thereafter on each February 1 and August 1 until maturity (each, an "Interest Payment Date").

Both the principal of and interest on this bond are payable in lawful money of the United States of America, at the time of payment. Payment of the principal of this bond shall be made upon presentation and surrender hereof at the designated corporate trust office of Manufacturers and Traders Trust Company, initially, Buffalo, New York, or its successor as bond registrar (the "Bond Registrar"). Payment of interest on this bond shall be made by the Bond Registrar on each interest payment date to the person appearing on the registration books of the County maintained by the Bond Registrar as the registered owner hereof as of the 15th day of the month next preceding each such interest payment date, by check or draft mailed to such registered owner at his, her or its address as it appears on such registration books.

This bond is one of an issue of bonds of the County in the aggregate principal amount of \$_____, all dated the Date of Issue and known as "County Commissioners of Worcester County, Maryland Consolidated Public Improvement Refunding Bonds, 2013 Series (Tax-Exempt)" (the "Bonds").

The Bonds are issued pursuant to the authority of Sections 13E and 14 through 21, inclusive, of Article 25B of the Annotated Code of Maryland, Section 24 of Article 31 of the Annotated Code of Maryland, Sections 9-601 to 9-699, inclusive, of the Environment Article of the Annotated Code of Maryland, as amended and Section PW5-204 of the Code of Public Local Laws of Worcester County, Maryland (collectively, the "Enabling Legislation"), and pursuant to a Resolution adopted by the Board of County Commissioners of Worcester County (the "Board") and effective on January 2, 2013, as supplemented (the "Resolution").

The Bonds shall be issued as fully registered bonds without coupons in denominations of \$5,000 or any integral multiples thereof and shall mature in consecutive annual installments as provided in the Resolution.

This bond shall be registered on the books of the County to be kept for that purpose by the Bond Registrar at its principal office. This bond shall be transferable only upon such books at such office by the registered owner or by his, her or its duly authorized officer or attorney, but this bond will not be transferred unless The Depository Trust Company ("DTC") determines to discontinue providing its services as a securities depository or directs that the Bonds be reregistered in a different name, or unless DTC is removed as the depository for the Bonds. This bond, upon surrender hereof at the principal office of the Bond Registrar with a written instrument of transfer satisfactory to the Bond Registrar, duly executed by the registered owner hereof or his, her or its duly authorized attorney, may, at the option of the registered owner, be exchanged for an equal aggregate principal amount of Bonds of authorized denominations and of the same form and tenor of this bond. For every such exchange or transfer of Bonds, the County or the Bond Registrar shall make a charge for any tax or other governmental charge required to be paid with respect to such exchange or transfer. Such charge shall be paid by the registered owner requesting such exchange or transfer as a condition precedent to the exercise of such privilege. The Bond Registrar shall not be obligated to make any such exchange or transfer of Bonds during the 15 days next preceding an interest payment date on the Bonds.

The County and the Bond Registrar may deem and treat the person in whose name this bond is registered as the absolute owner hereof for all purposes; and neither the County nor the Bond Registrar shall be affected by any notice to the contrary.

The Bonds are not subject to redemption prior to maturity.

The County hereby covenants to assess, levy and collect in each year, so long as any of the Bonds are outstanding and unpaid, an ad valorem tax on all property subject to taxation within Worcester County, Maryland, sufficient in rate and amount, together with other moneys available therefor, to pay the principal of and the interest on this bond; and the full faith and credit of the County are hereby irrevocably pledged to the prompt payment of the principal of and interest on this bond.

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, the Enabling Legislation and the Resolution, and that the issue of bonds, of which this is one, together with all other indebtedness of the County, is within every debt and other limit prescribed by the Constitution and laws of the State of Maryland.

This bond shall not be valid or become obligatory for any purpose until this bond shall have been authenticated by the execution by the Bond Registrar, or its successor as Bond Registrar, of the Certificate of Authentication inscribed hereon.

No covenant or agreement contained in this bond shall be deemed to be a covenant or agreement of any officer, agent or employee of the County in his or her individual capacity, and neither the members of the Board nor any official executing this bond shall be liable personally on this bond or be subject to any personal liability or accountability by reason of the issuance of this bond.

IN WITNESS WHEREOF, County Commissioners of Worcester County, Maryland, has caused this bond to be signed by its President of the Board by her manual or facsimile signature and has caused a facsimile of the corporate seal of the County to be imprinted hereon and attested by the Chief Administrative Officer of the County by his manual or facsimile signature, all as of the Date of Issue.

[SEAL]

ATTEST:

COUNTY COMMISSIONERS OF
WORCESTER COUNTY, MARYLAND

[Manual or Facsimile Signature]
Gerald T. Mason,
Chief Administrative Officer

By:[Manual or Facsimile Signature]
James C. Church,
President of the Board of
County Commissioners of
Worcester County

CERTIFICATE OF AUTHENTICATION

This bond is one of the Bonds of an issue described in the Resolution referred to herein.

Date of Registration
and Authentication:

Manufacturer and Traders Trust Company,
as Bond Registrar

_____, _____

By: _____
Authorized Signature

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

(please insert name and address of, and social security number or other identifying number of, the assignee)

the within bond, and hereby irrevocably constitutes and appoints

_____ or its
successor as Bond Registrar as its attorney to transfer the within bond on the books kept for registration thereof, with full power of substitution in the premises.

Date: _____

Signature guaranteed:

NOTICE: Signature(s) must be guaranteed by a member firm of the STAMP, SEMP or MSP signature guaranty medallion program.

NOTICE: The signature on this Assignment must correspond with the name of the registered owner as it appears on the face of the within bond in every particular, without alteration or enlargement or any change whatever.

NOTICE OF SALE

COUNTY COMMISSIONERS OF WORCESTER COUNTY, MARYLAND
\$9,630,000*
CONSOLIDATED PUBLIC IMPROVEMENT REFUNDING BONDS
2013 SERIES (TAX-EXEMPT)

Electronic bids via *PARITY* will be received for the above-captioned issue of general obligation bonds (the "Bonds") of the County Commissioners of Worcester County, Maryland (the "County") by the Finance Officer of Worcester County at the offices of the Finance Officer, Worcester County Government Building, Room 1103, One West Market Street, Snow Hill, Maryland, 21863, until 11:00 a.m. (E.S.T.) on Tuesday,

January 15, 2013.

Dated Date and Interest Payment Dates. The Bonds will be dated as of the date of delivery of the Bonds. Interest on the Bonds will be payable on August 1, 2013 and semiannually thereafter on February 1 and August 1 until maturity.

Principal Amounts and Principal Payment Dates. The Bonds will be issued in serial form, as described below. The Bonds will be issued in the aggregate principal amount of \$9,630,000* and will mature on August 1 in the following years and in the following amounts, subject to adjustment as herein provided:

<u>Year of Maturity*</u>	<u>Principal Amount*</u>	<u>Year of Maturity*</u>	<u>Principal Amount*</u>
2013	\$1,310,000	2017	\$1,645,000
2014	1,255,000	2018	1,120,000
2015	1,545,000	2019	1,165,000
2016	1,590,000		

General Obligations. The Bonds will be the unconditional general obligation of the County and will be issued upon its full faith and credit, which will be irrevocably pledged to the prompt payment of the principal of and interest on all of the Bonds as the same become due.

Book Entry Form; Payment. The Bonds will be issued in book-entry form by issuing a single bond for each maturity registered in the name of Cede & Co. as nominee for The Depository Trust Company or its successor ("DTC") and immobilized in its custody under DTC's "FAST" system (provided that if DTC so requests or if DTC is replaced as the depository for the Bonds, replacement bonds will be issued in the denominations of \$5,000 or any integral multiples thereof). Principal of the Bonds will be payable at maturity to DTC or its nominee as registered owner of the Bonds. Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC, and transfer of principal and interest payments to beneficial owners of the Bonds by participants of DTC will be the responsibility of such participants and other nominees of beneficial owners. The County will not be responsible or liable for such transfers of payments or for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

* Preliminary, subject to change as provided herein.

The principal of the Bonds will be payable at the designated corporate trust office of Manufacturers and Traders Trust Company (the "Bond Registrar"), initially in Buffalo, New York, upon presentation and surrender of the Bonds. Payment of interest on the Bonds, at the rates specified by the successful bidder in its bid via *PARITY*, shall be made by the Bond Registrar on each interest payment date to the person appearing on the registration books of the County maintained by the Bond Registrar as the registered owner thereof, by check or draft mailed to each such registered owner at his, her or its address as it appears on such registration books on the record date for the Bonds, which shall be the fifteenth day of the month next preceding each interest payment date. Notwithstanding the foregoing, while the Bonds are registered under DTC's book-entry only system, payment of the principal of and interest on the Bonds shall be made by the Bond Registrar to DTC or its nominee in accordance with the procedures of DTC.

Authorization and Use of Proceeds. The Bonds are being issued pursuant to the authority of Sections 13E and 14 through 21, inclusive, of Article 25B of the Annotated Code of Maryland, Section 24 of Article 31 of the Annotated Code of Maryland, Sections 9-601 to 9-699, inclusive, of the Environment Article of the Annotated Code of Maryland, and the Code of Public Local Laws of Worcester County, Maryland, Section PW-5-204, and pursuant to a resolution adopted by the Board of County Commissioners of Worcester County, Maryland (the "Board") on January 2, 2013 (the "Resolution"). The proceeds of the sale of the Bonds are being used (1) to refund all or a portion of the County's Consolidated Public Improvement Bonds, 1998 Series, the County's Consolidated Public Improvement Bonds, 2002 Series, and the County's Consolidated Public Improvement Project and Refunding Bonds, 2004 Series, and (2) to pay costs of issuance of the Bonds.

No Optional Redemption. The Bonds are not subject to redemption prior to their stated maturities.

Adjustments. The aggregate principal amount of the Bonds and the principal amount of each maturity are subject to adjustment by the County, both before and after the receipt of bids for their purchase. Changes to be made prior to the sale will be through TM3 News Service not later than 9:30 a.m. (E.S.T.) on the date of sale (or as soon thereafter as is reasonably practical) and will be used to compare bids and select a winning bidder. Changes to be made after the sale and the maturity amounts for the Bonds will be communicated to the successful bidder by 5:00 p.m. (E.S.T.) on the date of the sale, will be made only as necessary to effect the refunding, and will not reduce or increase the aggregate principal amount of the Bonds by more than 12% from the amount bid upon. In addition, the final maturity schedule for the Bonds will be communicated to the successful bidder by 5:00 p.m. (E.S.T.) on the date of the sale. The dollar amount bid for principal and any amount bid for premium by the successful bidder will be adjusted proportionately to reflect any reduction or increase in the aggregate principal amount of the Bonds, but the interest rates specified by the successful bidder for all maturities will not change. The successful bidder may not withdraw its bid as a result of any changes made within these limits.

TERMS OF SALE

Electronic Bids. Electronic bids will be received via *PARITY* pursuant to this Notice of Sale until 11:00 a.m. (E.S.T.), but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in *PARITY* conflict with this Notice of Sale, the terms of this Notice of Sale shall control. For further information about *PARITY*, potential bidders may contact *PARITY* (212) 849-5021. Bidders may only submit bids electronically via *PARITY*.

Each prospective bidder shall be solely responsible to submit its bids via *PARITY* as described above. Each prospective bidder shall be solely responsible to make necessary arrangements to access *PARITY* for the purpose of submitting its bid in a timely manner and in compliance with the

requirements of this Notice of Sale. Neither the County nor **PARITY** shall have any duty or obligation to provide or assure access to **PARITY** to any prospective bidder, and neither the County nor **PARITY** shall be responsible for proper operation of, or have any liability for delays or interruptions of, or any damages caused by, **PARITY**. The County is using **PARITY** as a communication mechanism, and not as the County's agent, to conduct the electronic bidding for the Bonds. The County is not bound by any advice and determination of **PARITY** to the effect that any particular bid complies with the terms of this Notice of Sale and in particular the bid parameters set forth herein. All costs and expenses incurred by prospective bidders in connection with their submissions of bids via **PARITY** are the sole responsibility of the bidders; and the County is not responsible, directly or indirectly, for any of such costs or expenses. If a prospective bidder encounters any difficulty in submitting, modifying or withdrawing a bid of the Bonds, he should telephone **PARITY** (212) 849-5021 and notify the County's Financial Advisor, Davenport & Company LLC by facsimile at (410) 296-8517 and by telephone at (410) 296-9426.

Electronic bids must be submitted for the purchase of the Bonds (all or none) via **PARITY**. Bids will be communicated electronically to the County at 11:00 a.m. (E.S.T.), on January 15, 2013. Prior to that time, a prospective bidder may (1) submit the proposed terms of its bid via **PARITY**, (2) modify the proposed terms of its bid, in which event the proposed terms as last modified will (unless the bid is withdrawn as described herein) constitute its bid for the Bonds, or (3) withdraw its proposed bid. Once the bids are communicated electronically via **PARITY** to the County, each bid will constitute an irrevocable offer to purchase the Bonds on the terms therein provided. *For purposes of the electronic bidding process, the time as maintained on **PARITY** shall constitute the official time.*

Bidding Constraints. Each bidder shall submit one bid via **PARITY** at a price of not less than par, based on the aggregate principal amount of the Bonds, on an "all-or-none" basis. Each bid must specify the rate or rates of interest to be paid on the Bonds, in multiples of one-eighth or one-twentieth of one percent (1/8 or 1/20 of 1%). Bidders may specify more than one rate of interest to be borne by the Bonds; but all Bonds maturing on the same date must bear interest at the same rate. The maximum interest rate specified may not exceed 5.50% and the difference between the minimum and maximum interest rates may not exceed 3.0%. Bidders are requested to specify the true interest cost (computed in accordance with the terms of this Notice of Sale) in their bid for the Bonds. A bid for the purchase of the Bonds at a price of less than 100% of par or more than 112% of par, or a bid for the Bonds that specifies split or supplemental interest rates, will not be considered. The County will also not consider and will reject any bid for the purchase of less than all of the Bonds. All bids must be unconditional.

By submitting a bid for the Bonds, the bidder agrees, if it is the successful bidder for the Bonds, (1) provide full and complete pricing information with respect to the Bonds to the County in a timely manner so that the County may fulfill its obligation relating to the delivery of the Official Statement to the purchaser of the Bonds within seven business days following the award, including, without limitation, the offering price(s), interest rate(s), selling compensation, delivery dates and other similar information; (2) comply with the requirements of SEC Rule 15c2-12 (the "Rule"), applicable federal and state securities laws and the applicable rules of the Municipal Securities Rulemaking Board (the "MSRB") in connection with the offer and sale of the Bonds; (3) furnish to the County before the delivery of the Bonds such information as shall be necessary to enable the County to determine the "issue price" of the Bonds in accordance with the Internal Revenue Code of 1986, as amended; and (4) within three business days after the final Official Statement becomes available, cause copies thereof to be filed with the MSRB.

Good Faith Deposit. A good faith deposit (the "Deposit") is required in connection with the sale and bid for the Bonds. The Deposit may be provided in the form of (i) a federal funds wire transfer in the amount of \$96,300 to be submitted to the County by the successful bidder not later than 3:00 p.m. (E.S.T.) (the "Deposit Deadline") on the date of sale or (ii) a financial surety bond (a "Surety Bond") from an insurance company acceptable to the County and licensed to issue such a bond in the State of

Maryland in the amount of \$96,300, each option as described in more detail below. The Deposit of the successful bidder will be retained by the County to be applied in partial payment for the bonds and no interest will be allowed or paid upon the amount thereof, but in the event the successful bidder shall fail to comply with the terms of its bid, the proceeds thereof will be retained as and for full liquidated damages.

If a federal funds wire transfer is used, the County shall distribute wiring instructions for the Deposit to the successful bidder upon verification of the bids submitted by the bidders and prior to the Deposit Deadline. If the Deposit is not received by the Deposit Deadline, the award of the sale of the Bonds to the successful bidder may be cancelled by the County in its discretion without any financial liability of the County to the successful bidder or any limitations whatsoever on the County's right to sell the Bonds to a different purchaser upon such terms and conditions as the County shall deem appropriate.

If a Surety Bond is used, it must be submitted to the County prior to 5:00 p.m. local time on the day prior to the date for receipt of bids, and must be in form and substance acceptable to the County, including (without limitation) identifying the bidder whose Deposit is guaranteed by such Surety Bond. If the Bonds are awarded to a bidder utilizing a Surety Bond, then such successful bidder is required to submit its Deposit to the County not later than 12:00 p.m. local time on the next business day following the award in accordance with wire instructions delivered by the County to such bidder. If such Deposit is not received by that time, the Surety Bond may be drawn by the County to satisfy the Deposit requirement.

Award of Bonds. The County will not consider and will reject any bid for the purchase of less than all of the Bonds. **THE RIGHT IS RESERVED TO REJECT ANY AND ALL BIDS AND TO WAIVE ANY IRREGULARITY OR NON-CONFORMITY IN ANY BID.** Bids will be opened promptly after 11:00 a.m. (E.S.T.) (as determined in accordance with the time as maintained on *PARITY*) on January 15, 2013. The award, if made, will be made as promptly as possible after the bids are opened to the bidder offering the lowest interest rate to the County. The lowest interest rate shall be determined in accordance with the true interest cost ("TIC") method by doubling the semiannual interest rate (compounded semiannually) necessary to discount the debt service payments from the payment dates to the date of the Bonds and to the price bid, excluding interest accrued to the date of delivery. If two or more bidders have made bids, each of which represents the lowest true interest cost to the County, then the Bonds shall be awarded to the bidder offering the highest premium and, if the highest premium is offered by two or more such bidders or if no premium is bid by any such bidders, then the Bonds may be awarded, with their consent, in a ratable portion among such bidders, or the County, in its discretion, may award all of the Bonds to one bidder. The judgment of the County shall be final and binding upon all bidders with respect to the form and adequacy of any bid received and as to its conformity to the terms of this Notice of Sale. **THE SUCCESSFUL BIDDER SHALL MAKE A BONA FIDE PUBLIC OFFERING OF THE BONDS AT THE INITIAL REOFFERING PRICES AND SHALL PROVIDE THE RELATED CERTIFICATION DESCRIBED UNDER "DELIVERY OF BONDS" BELOW.**

Postponement of Sale; Change in Bidding Constraints. The County reserves the right to postpone, from time to time, the date established for the receipt of the bids. Any such postponement will be announced by TM3 News Service by notice given not later than 3:00 p.m. (E.S.T.) on the last business day prior to any announced date for receipt of bids. If any date fixed for the receipt of bids and the sale of the Bonds is postponed, any alternative sale date will be announced via TM3 News Service at least 48 hours prior to such alternative sale date. In addition, the County reserves the right, on the date established for the receipt of bids, to reject all bids and establish a subsequent alternative sale date. On any such alternative sale date, any bidder may submit a sealed bid or electronic bid via *PARITY* for the purchase of the Bonds in conformity in all respects with the provisions of this Notice of Sale except for the date of sale and except for the changes announced by TM3 News Service at the time the sale date and

time are announced.

CUSIP Numbers. It is anticipated that the CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such number on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the successful bidder to accept delivery of and pay for the Bonds in accordance with the terms of this Notice of Sale.

Legal Opinion. The issuance of the Bonds will be subject to delivery of the approving opinion of Miles & Stockbridge P.C., Baltimore, Maryland, and copies of their opinion shall be substantially in the form set forth as an exhibit to the Preliminary Official Statement referred to below. The opinion will be delivered upon request, without charge, to the successful bidder for the Bonds.

Delivery of Bonds. The Bonds will be delivered on January 31, 2013, or as soon as practicable thereafter, at the expense of the County, for the account of the successful bidder, through the facilities of DTC in New York, New York, upon payment of the amount of the successful bid (including any premium), less the deposit theretofore made. Payment for the Bonds shall be made in federal funds. The Bonds will be issued by means of book-entry system with no physical distribution of bond certificates made to the public. The successful bidder for the Bonds, as a condition to delivery of the Bonds, shall be required to deposit the bond certificates with DTC, registered in the name of Cede & Co., its partnership nominee.

As a condition to the award of the Bonds, the successful bidder shall be required to communicate to the County the initial offering prices at which a bona fide offering of the Bonds has been made to the public, which prices are to be shown on the cover of the Official Statement (the "Initial Offering Prices"). Furthermore, as a condition to the delivery of the Bonds, the successful bidder shall be required to furnish to the County a written certificate acceptable to the County's bond counsel to the effect that the successful bidder has made a bona fide public offering of the Bonds at the Initial Offering Prices and that a substantial portion of each maturity of the bonds has been sold to the public (excluding bond houses, brokers and other intermediaries) at the respective Initial Offering Prices. Such certifications shall be made based on actual facts known to the successful bidder as of the sale date. For purposes of the successful bidder's certificate, a substantial portion of the Bonds is at least 10% in par amount of each maturity of the Bonds. If the successful bidder cannot deliver the certificate as described above, the County's bond counsel will be required to evaluate the facts and circumstances of the offering and sale of the Bonds to confirm compliance with statutory requirements of avoiding the establishment of an artificial price for the Bonds.

Closing Documents. The Bonds will be accompanied by the customary closing documents, including a no-litigation certificate, effective as of the date of delivery, stating that there is no litigation pending against the County affecting the validity of the Bonds and a Tax Certificate and Compliance Agreement signed by the Finance Officer of the County. It shall be a condition to the obligation of the successful bidder to accept delivery of and pay for the Bonds that, simultaneously with or before delivery and payment for the Bonds, such successful bidder shall be furnished a certificate or certificates of the President of the Board and the Chief Administrative Officer of the County to the effect that, to the best of their knowledge and belief, the Official Statement (hereinafter defined) (and any amendment or supplement thereto) (except for the any information furnished by the successful bidder, as to which no view will be expressed) as of the date of sale and as of the date of delivery of the Bonds does not contain any untrue statement of a material fact and does not omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading and that between the date of sale and the date of delivery of the Bonds there has been no material adverse change in the financial position or revenues of the County, except as reflected or contemplated in the Official Statement (and any amendment or supplement thereto).

Preliminary Official Statement. The Preliminary Official Statement of the County concerning the Bonds (the "Preliminary Official Statement") is in a form "deemed final" by the County for purposes of SEC Rule 15c2-12(b)(1) (the "Rule") but is subject to revision, amendment and completion in the final Official Statement.

Official Statement. As soon as practicable after the award of the Bonds to the successful bidder therefor on the day of sale, the County will authorize the final Official Statement for the Bonds (the "Official Statement"). By submitting its bid for the Bonds, the successful bidder agrees to provide the County with pricing information and such other information as the County may require in order that the County may provide the successful bidder with a final Official Statement in compliance with the Rule. Whether or not any such information is included in the Official Statement (and any amendment or supplement thereto), such successful bidder shall be responsible to the County and its officials in all respects for the accuracy, fairness and completeness of such information, and for all decisions made with respect to the use or omission of such information in any re-offering of the Bonds, including the presentation or exclusion of any such information in any documents, including the Official Statement. Within seven (7) business days after the award of the Bonds to the successful bidder, the County will deliver to the successful bidder an Official Statement, which is expected to be substantially in the form of the Preliminary Official Statement. The successful bidder will also be furnished, without cost, with up to 200 copies of the Official Statement and any amendments or supplements thereto. The successful bidder may obtain additional copies at such successful bidder's own expense.

The County will undertake to provide the successful bidder with further additional information to be included in the Official Statement, when in the opinion of the County or of Bond Counsel, such additional information constitutes a material change to the Official Statement. The County will take such steps as are necessary to arrange for amending and supplementing the Official Statement in connection with the disclosure of such additional information; provided, however, that the County shall have no obligation to provide such additional information after the date which is twenty-five (25) days after the "end of the underwriting period", as such term is defined in the Rule.

Continuing Disclosure Agreement. In order to assist bidders in complying with the SEC Rule 15c2-12(b)(5), the County will execute and deliver a continuing disclosure agreement on or before the date of issuance of the bonds pursuant to which the County will undertake to provide certain information annually and notices of certain events. A description of this agreement is set forth in the Preliminary Official Statement and will also be set forth in the Official Statement.

Additional Information. The Preliminary Official Statement of County Commissioners of Worcester County, Maryland, concerning the Bonds, and copies of this Notice of Sale may be obtained from Mr. Harold L. Higgins, Finance Officer, Worcester County Government Building, Room 1103, Snow Hill, Maryland, 21863, or from the County's Financial Advisor, Davenport & Company LLC, 8600 LaSalle Road, Suite 324, Towson, Baltimore, Maryland, 21286 (410-296-9426).

**COUNTY COMMISSIONERS OF
WORCESTER COUNTY, MARYLAND**

By: James C. Church
President of the Board
of County Commissioners

CONTINUING DISCLOSURE AGREEMENT

This CONTINUING DISCLOSURE AGREEMENT (the "Disclosure Agreement"), is executed and delivered by County Commissioners of Worcester County, Maryland (the "County") in connection with the issuance of its \$ _____ County Commissioners of Worcester County, Maryland Consolidated Public Improvement Refunding Bonds, 2013 Series (Tax-Exempt) (the "Bonds"). The County, intending to be legally bound hereby and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby covenant and agree as follows:

Section 1. Purpose of the Disclosure Agreement.

This Disclosure Agreement is being executed and delivered by the County for the benefit of the owners and beneficial owners of the Bonds and in order to assist the Participating Underwriters in complying with Securities and Exchange Commission Rule 15c2-12(b)(5). The County's obligations hereunder shall be limited to those required by written undertaking pursuant to the Rule.

Section 2. Definitions.

In addition to the definitions set forth above, which apply to any capitalized term used in this Disclosure Agreement unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

"EMMA" means the Electronic Municipal Market Access System (<http://emma.msrb.org>), the reporting established by the MSRB, and its successors and assigns.

"Listed Events" shall mean any of the events listed in Section 4(a) of this Disclosure Agreement.

"MSRB" means the Municipal Securities Rulemaking Board, its successors and assigns.

"Participating Underwriter" shall mean any of the original underwriters of the Bonds required to comply with the Rule in connection with offering of the Bonds.

"Rule" shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

Section 3. Provision of Annual Financial Information, Operating Data and Audited Information.

(a) The County shall provide to EMMA, annual financial information and operating data as set forth in Schedule A to this Continuing Disclosure Agreement, such information and data

to be updated as of the end of the preceding fiscal year and made available within 275 days after the end of the fiscal year, commencing with the fiscal year ending June 30, 2013.

(b) The County shall provide to EMMA, if any, annual audited financial statements for the County, such information to be made available within 275 days after the end of the County's fiscal year, commencing with the fiscal year ending June 30, 2013, unless the audited financial statements are not available on or before such date, in which event said financial statements will be provided promptly when and if available. In the event that audited financial statements are not available within 275 days after the end of the County's fiscal year (commencing with the fiscal year ending June 30, 2013), the County will provide unaudited financial statements within said time period.

(c) The presentation of the financial information referred to in paragraph (a) and in paragraph (b) shall be made in accordance with the same accounting principles as utilized in connection with the presentation of applicable comparable financial information included in the final official statement for the Bonds.

(d) If the County is unable to provide the annual financial information and operating data within the applicable time periods specified in (a) and (b) above, the County shall send in a timely manner a notice of such failure to EMMA and the Municipal Securities Rulemaking Board.

Section 4. Reporting of Significant Events.

The County also agrees to provide to the MSRB, or cause to be provided to the MSRB, notice of the occurrence of any of the following events with respect to any of the Bonds (each, a "Listed Event"), in a timely manner, not in excess of ten (10) business days after the occurrence of such Listed Event:

- (a) principal and interest payment delinquencies,
- (b) non-payment related defaults, if material,
- (c) unscheduled draws on debt service reserves reflecting financial difficulties,
- (d) unscheduled draws on credit enhancements, if any, reflecting financial difficulties,
- (e) substitution of credit or liquidity providers, if any, or their failure to perform,
- (f) 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 Bonds,
- (g) modifications to rights of Bondholders, if material,

- (h) bond calls, if material, and tender offers,
- (i) defeasances,
- (j) release, substitution, or sale of property securing repayment of any of the Bonds, if material,
- (k) rating changes,
- (l) bankruptcy, insolvency, receivership or similar event of the obligated person,
- (m) consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, 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 terms, if material, or
- (n) appointment of a successor or additional trustee, or the change of name of a trustee, if material.

The events described in subparagraphs (d), (e), (h) and (j) above may not be applicable because: (i) no debt service reserve, credit facility or liquidity facility has been established with respect to the Bonds, (ii) no redemption provisions or tender rights have been established for the Bonds, and (iii) there is no property securing the repayment of the Bonds.

Section 5. Termination of Reporting Obligations.

The County's obligations under this Disclosure Agreement shall terminate upon the payment in full of all of the Bonds at their maturity. In addition, the County may terminate its obligations under this Disclosure Agreement if and when the County no longer remains an obligated person with respect to the Bonds within the meaning of Securities and Exchange Commission Rule 15c2-12.

Section 6. Amendment.

The County may provide further or additional assurances that will become part of the County's obligations under this Disclosure Agreement. In addition, this Disclosure Agreement may be amended by the County in its discretion provided that (i) the amendment 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 as the obligated person with respect to the Bonds, or type of business conducted; (ii) the Disclosure Agreement, as amended, would have complied with the requirements of the Rule at the time of the issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and (iii) the amendment does not materially impair the interests of holders of the Bonds, as determined by counsel selected by the County that is expert in federal securities law

matters, or by an approving vote of the holders of 25% of the outstanding aggregate principal amount of the Bonds. The reasons for the County agreeing to provide any further or additional assurances or for any amendment and the impact of the change in the type of operating data or financial information being provided will be explained in information provided with the annual financial information containing the additional or amended operating data or financial information.

Section 7. Additional Information.

Nothing in this Disclosure Agreement shall be deemed to prevent the County from disseminating any other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or including any other information in any disclosure made pursuant to Section 4(a) or (b) hereof or notice of occurrence of a Listed Event in addition to that which is required by this Disclosure Agreement. If the County chooses to include any information in any disclosure made pursuant to Section 4(a) or (b) hereof or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Agreement, the County shall have no obligation under this Disclosure Agreement to update such information or include it in any future disclosure made pursuant to Section 4(a) or (b) hereof or notice of occurrence of a Listed Event.

Section 8. Law of Maryland.

This Disclosure Agreement, and any claim made with respect to the performance by the County of its obligations hereunder, shall be governed by, subject to, and construed according to the laws of the State of Maryland or the federal law.

Section 9. Limitation of Forum.

Any suit or other proceeding seeking redress with regard to any claimed failure by the County to perform its obligations under this Disclosure Agreement must be filed in the Circuit Court for Worcester County, Maryland.

Section 10. Limitation on Remedies.

The County shall be given written notice at the address set forth below of any claimed failure by the County to perform its obligations under the Disclosure Agreement, and the County shall be given 45 days to remedy any such claimed failure. Any suit or other proceeding seeking further redress with regard to any such claimed failure by the County shall be limited to specific performance as the adequate and exclusive remedy available in connection with such action. Written notice to the County shall be given to the Chief Administrative Officer of the County, Room 1103, One West Market Street, Snow Hill, Maryland, 21863, or at such other alternate address as shall be specified by the County with disclosures made pursuant to Section 4(a) or (b) hereof or a notice of occurrence of a Listed Event.

Section 11. Relationship to Bonds.

The Disclosure Agreement constitutes an undertaking by the County that is independent of the County's obligations with respect to the Bonds; any breach or default by the County under this Disclosure Agreement shall not constitute or give rise to a breach or default under the Bonds.

Section 12. Beneficiaries.

This Disclosure Agreement shall inure solely to the benefit of the owners and beneficial owners from time to time of the Bonds, and shall create no rights in any other person or entity.

IN WITNESS WHEREOF, this Continuing Disclosure Agreement is being executed by County Commissioners of Worcester County, Maryland as of this ___ day of _____, 2013.

COUNTY COMMISSIONERS OF
WORCESTER COUNTY, MARYLAND

[SEAL]

By: _____
James C. Church,
President of the Board of
County Commissioners

ATTEST:

Gerald T. Mason,
Chief Administrative Officer

Schedule A

- (1) Summary of County Revenues and Expenditures
- (2) Summary of Outstanding Bonded Indebtedness of the County, its Incorporated Municipalities and the Worcester County Sanitary District
- (3) Assessed values, tax rates, tax levies and collections
- (4) Budget for Current Fiscal Year
- (5) Description of material litigation, if any, based on the accountant's report contained in the County's audited financial statements

Section 6. AND BE IT FURTHER RESOLVED, That the Preliminary Official Statement, together with the distribution thereof, is hereby ratified and approved.

Section 7. AND BE IT FURTHER RESOLVED, That the Official Statement of the County, to be prepared and delivered in connection with the issuance and sale of the Bonds (the "Official Statement") shall be substantially in the form of the Preliminary Official Statement, but shall also include the final aggregate principal amount of the Bonds, the final principal amount of each maturity of the Bonds and the interest rates for the Bonds adopted in this Resolution, such pricing and other information relating to the re-offering of the Bonds, if any, as may have been specified and furnished in writing by the Successful Bidder for the Bonds prior to the adoption of this Resolution and such other changes, corrections and additions as the President of the Board shall approve on behalf of the County; and in such form, the Official Statement of the County is hereby approved and hereby "deemed final" for purposes of Securities and Exchange Commission Rule 15c2-12.

Section 8. AND BE IT FURTHER RESOLVED, That the President of the Board is hereby authorized and directed to execute, issue and distribute the Official Statement in connection with the sale of the Bonds.

Section 9. AND BE IT FURTHER RESOLVED, That (a) the proceeds of the Bonds shall be received by the County, (b) \$4,532,239 of such proceeds shall be applied to reimburse the County for its prepayment of the CORS Unfunded Liability and the interest accrued thereon to the date of such prepayment, and (c) the balance of the proceeds of the Bonds shall be applied to pay costs, fees and expenses, including advertising, printing, financial advisory and legal fees, incurred in connection with the issuance and sale of the Bonds, to the extent such costs, fees and expenses have not been paid from other sources.

Section 10. AND BE IT FURTHER RESOLVED, That this Resolution is and shall be deemed a supplemental resolution authorized and referred to in the Bond Resolution.


Section 11. AND BE IT FURTHER RESOLVED, That this Resolution shall take effect immediately.

[SEAL]

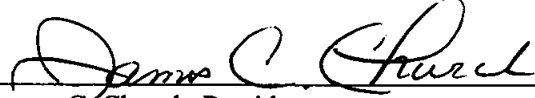
Passed and Approved this 15th day of January, 2013.

ATTEST:


COUNTY COMMISSIONERS OF
WORCESTER COUNTY, MARYLAND



Gerald T. Mason
Chief Administrative Officer



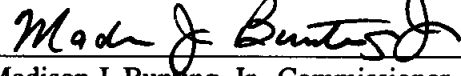
James C. Church, President



Merrill W. Lockfaw, Jr., Vice President



Judith O. Boggs, Commissioner



Madison J. Bunting, Jr., Commissioner



Louise L. Gulyas, Commissioner



James L. Purnell, Jr., Commissioner



Virgil L. Shockley, Commissioner