

A RESOLUTION ENTITLED
22-03

A RESOLUTION of Queen Anne’s County, Maryland authorizing the issuance and sale of two series of general obligation bonds in the maximum aggregate principal amount collectively not to exceed Twenty Two Million Four Hundred Thousand Dollars (\$22,400,000), under the provisions of Sections 19-207 and 19-501 *et seq.* of the Local Government Article of the Annotated Code of Maryland (2013 Replacement Volume, as amended), and in accordance with the Public Local Law (as defined in the Resolution) enacted by the Board of County Commissioners of Queen Anne’s County (the “Board of County Commissioners”); one series of said bonds to be designated “Queen Anne’s County, Maryland Public Facilities Bonds of 2022 (Tax-Exempt)” and the other series of said bonds to be designated “Queen Anne’s County, Maryland Taxable Refunding Bonds of 2022 (Taxable)”; prescribing the form and tenor of the bonds and the terms and conditions for the issuance and sale thereof at public sales, including the forms of the notice of sale; prescribing the terms and conditions of the bonds and all other details incident to the issuance, sale and delivery of the bonds; providing for the disbursement of the proceeds of the bonds; authorizing the preparation and distribution of a preliminary and final official statement in connection with the sale of the bonds; providing for the levy and collection of ad valorem taxes necessary for the prompt payment of the maturing principal of and interest on the bonds, and providing that the full faith and credit and taxing power of Queen Anne’s County, Maryland shall be irrevocably and unconditionally pledged to the payment of such principal and interest; and generally relating to the issuance, sale, delivery and payment of the bonds.

Section 1. (a) Pursuant to the authority of Section 19-501 *et seq.* of the Local Government Article of the Annotated Code of Maryland (2013 Replacement Volume, as amended) (the “Enabling Act”) and a public local law enacted by the Board of County Commissioners of Queen Anne’s County, Maryland (the “County”) on February 8, 2022 (Bill No. 22-01) (the “2022 Public Local Law”), the County hereby determines to borrow money and incur indebtedness for the public purpose of providing funds to (i) finance or refinance all or a portion of the costs of the projects described herein and in the applicable Public Local Law; (ii) pay financial, legal, planning and engineering services related thereto; and (iii) pay the costs of issuance of the Tax-Exempt Bonds (defined hereafter).

(b) To evidence such borrowing and indebtedness, the County hereby determines to issue and sell, upon its full faith and credit, a series of its general obligation bonds in the maximum aggregate principal amount not to exceed Seven Million Eight Hundred Thousand Dollars (\$7,800,000), to be designated “Queen Anne’s County, Maryland Public Facilities Bonds of 2022 (Tax-Exempt)” (the “Tax-Exempt Bonds”). The net proceeds from the sale of the Tax-Exempt Bonds shall be used to (i) finance or refinance certain capital projects approved by the Board of County Commissioners including, but not limited to, road and parking lot improvements, updates and improvements of emergency call facilities and equipment, information technology infrastructure projects, school improvements, maintenance and other improvements at County parks and recreational facilities and the design, construction, improvement, furnishing and equipping of certain facilities serving public purposes within or of the County; and (ii) pay financial, legal, planning and engineering services related thereto. Proceeds from the sale of the Tax-Exempt Bonds may also be used to pay costs of issuing the Tax-Exempt Bonds.

(c) Pursuant to the authority of Section 19-207 and 19-501 *et seq.* of the Enabling Act and a public local law enacted by the Board of County Commissioners on February 11, 2014 (Bill No. 13-26) (the “Public Local Law”), the County hereby determines to borrow money and incur indebtedness for the public purpose of providing funds to (i) refund a portion of the County’s outstanding Public Facilities Bonds of 2014 (the “Refunded Bonds”); and (ii) pay the costs of issuance of the Taxable Bonds (defined hereafter).

(d) To evidence such borrowing and indebtedness, the County hereby determines to issue and sell, upon its full faith and credit, a series of its general obligation bonds in the maximum aggregate principal amount not to exceed Fourteen Million Six Hundred Thousand Dollars (\$14,600,000), to be designated “Queen Anne’s County, Maryland Taxable Refunding Bonds of 2022 (Taxable)” (the “Taxable Bonds” and, together with the Tax-Exempt Bonds, the “Bonds”). The net proceeds from the sale of the Taxable Bonds shall be used and applied to refund all or a portion of the Refunded Bonds. Proceeds from the sale of the Taxable Bonds may also be used to pay costs of issuing the Taxable Bonds.

Section 2. (a) The Tax-Exempt Bonds shall be dated the date of their delivery, numbered from one consecutively upward in the order of their respective maturities, and issued at not less than par as fully registered bonds without coupons in the denominations of \$5,000 or any integral multiple thereof. Based upon a preliminary aggregate principal amount of \$7,800,000, the Tax-Exempt Bonds shall mature, subject to prior redemption as hereinafter provided, in preliminary annual installments on July 15, as follows:

<u>Year</u>	<u>Preliminary Principal Amounts</u>	<u>Year</u>	<u>Preliminary Principal Amounts</u>
2023	\$390,000	2033	\$390,000
2024	390,000	2034	390,000
2025	390,000	2035	390,000
2026	390,000	2036	390,000
2027	390,000	2037	390,000
2028	390,000	2038	390,000
2029	390,000	2039	390,000
2030	390,000	2040	390,000
2031	390,000	2041	390,000
2032	390,000	2042	390,000

Notwithstanding the foregoing, bidders may designate in their proposal two or more consecutive serial maturities of a series as a term bond which matures on the maturity date of the last serial maturity of the sequence in accordance with the terms of the published notice of sale for the Tax-Exempt Bonds. Any term bond so designated shall be subject to mandatory redemption in each year on the principal payment date and in the entire amount of each serial maturity designated for inclusion in such term bond. Subject to the limitation that the final aggregate principal amount of the Tax-Exempt Bonds issued may not exceed the maximum aggregate principal amount stated in Section 1 above, the President of the Board of County Commissioners or his designee is further authorized to revise the aggregate principal amount of the Tax-Exempt Bonds and the principal amount of each annual payment from the preliminary aggregate principal

amount of the Tax-Exempt Bonds and the preliminary principal amount of each annual payment for the Tax-Exempt Bonds from those set forth above in order to serve the best interests of the County.

(b) The Taxable Bonds shall be dated the date of their delivery, numbered from one consecutively upward in the order of their respective maturities, and issued at not less than par as fully registered bonds without coupons in the denominations of \$5,000 or any integral multiple thereof. Based upon a preliminary aggregate principal amount of \$14,055,000, the Taxable Bonds shall mature, subject to prior redemption as hereinafter provided, in preliminary annual installments on April 1, as follows:

<u>Year</u>	<u>Preliminary Principal Amounts</u>	<u>Year</u>	<u>Preliminary Principal Amounts</u>
2023	\$145,000	2029	\$1,360,000
2024	100,000	2030	1,395,000
2025	1,210,000	2031	1,435,000
2026	1,250,000	2032	1,475,000
2027	1,295,000	2033	1,510,000
2028	1,325,000	2034	1,555,000

Notwithstanding the foregoing, bidders may designate in their proposal two or more consecutive serial maturities of a series as a term bond which matures on the maturity date of the last serial maturity of the sequence in accordance with the terms of the published notice of sale for the Taxable Bonds. Any term bond so designated shall be subject to mandatory redemption in each year on the principal payment date and in the entire amount of each serial maturity designated for inclusion in such term bond. Subject to the limitation that the final aggregate principal amount of the Taxable Bonds issued may not exceed the maximum aggregate principal amount stated in Section 1 above, the President of the Board of County Commissioners or his designee is further authorized to revise the aggregate principal amount of the Taxable Bonds and the principal amount of each annual payment from the preliminary aggregate principal amount of the Taxable Bonds and the preliminary principal amount of each annual payment for the Taxable Bonds from those set forth above in order to serve the best interests of the County.

Section 3. (a) The Tax-Exempt Bonds maturing on or after July 15, 2032 are subject to redemption on or after July 15, 2031, in whole or in part at any time on any date in any order of maturity, at the option of the County, at a redemption price of one hundred percent of the principal amount of Tax-Exempt Bonds to be redeemed, together with interest accrued to the date fixed for redemption.

(b) The Taxable Bonds maturing on or after April 1, 2033 are subject to redemption on or after April 1, 2032, in whole or in part at any time on any date in any order of maturity, at the option of the County, at a redemption price of one hundred percent of the principal amount of Taxable Bonds to be redeemed, together with interest accrued to the date fixed for redemption.

(c) If less than all of the bonds of any one maturity of a series of the Bonds shall be called for redemption, the particular bonds or portion of bonds to be redeemed from such maturity

shall be selected by lot by the Bond Registrar (hereinafter designated) in such manner as the Bond Registrar in its sole discretion may determine.

(d) When less than all of a Bond of a series in a denomination in excess of \$5,000 is so redeemed, then, upon the surrender thereof, there shall be issued without charge to the registered owner thereof, for the unredeemed balance of the principal amount of such bond, at the option of such owner, Bonds of a series in any of the authorized denominations as specified by the registered owner. The aggregate face amount of bonds issued shall be equal to the unredeemed balance of the principal amount of the bond of the series surrendered, and the bonds issued shall bear the same interest rate and shall mature on the same date as the bond surrendered.

(e) If the County elects to redeem all or a portion of the Bonds of a series outstanding, it shall give a redemption notice to the registered owners of the Bonds of such series to be redeemed by letter mailed first class, postage prepaid, at least twenty (20) days prior to the date fixed for redemption to the addresses of such registered owners appearing on the registration books kept by the Bond Registrar; *provided, however*, that the failure to mail the redemption notice or any defect in the notice so mailed, or in the mailing thereof, shall not affect the validity of the redemption proceedings. The redemption notice shall state (i) whether the Bonds of the series are redeemed in whole or in part and, if in part, the maturities and numbers of the Bonds of the series to be redeemed; (ii) that the interest on the Bonds of the series to be redeemed shall cease on the date fixed for redemption; (iii) the date fixed for redemption; and (iv) that the Bonds of the series to be redeemed shall be presented for redemption and payment on the date fixed for redemption at the designated corporate trust office of the Paying Agent (hereinafter designated).

(f) From and after the date fixed for redemption, if notice has been duly and properly given and if funds sufficient for the payment of the redemption price and accrued interest are available on such date, the Bonds of the series designated for redemption shall cease to bear interest. Upon presentation and surrender for redemption in compliance with the redemption notice, the Bonds of the series to be redeemed shall be paid by the Paying Agent. If they are not paid upon presentation, the Bonds of the series designated for redemption shall continue to bear interest at the rates stated therein until paid.

Section 4. (a) The Tax-Exempt Bonds shall bear interest at the interest rate or rates fixed at the time of the sale of the Tax-Exempt Bonds. Each Tax-Exempt Bond shall bear interest from the interest payment date next preceding the date on which it is authenticated, unless authenticated upon an interest payment date, in which event it shall bear interest from such interest payment date, or unless authenticated prior to the first interest payment date, in which event it shall bear interest from the date of the Tax-Exempt Bonds; *provided, however*, that if at the time of authentication of any Tax-Exempt Bond interest is in default, such Tax-Exempt Bond shall bear interest from the date to which interest has been paid. The interest on all Tax-Exempt Bonds shall be paid on July 15, 2022 and semi-annually thereafter on the 15th day of January and July of each year in which any Tax-Exempt Bonds may be outstanding.

(b) The Taxable Bonds shall bear interest at the interest rate or rates fixed at the time of the sale of the Taxable Bonds. Each Taxable Bond shall bear interest from the interest payment date next preceding the date on which it is authenticated, unless authenticated upon an interest

payment date, in which event it shall bear interest from such interest payment date, or unless authenticated prior to the first interest payment date, in which event it shall bear interest from the date of the Taxable Bonds; *provided, however*, that if at the time of authentication of any Taxable Bond interest is in default, such Taxable Bond shall bear interest from the date to which interest has been paid. The interest on all Taxable Bonds shall be paid on October 1, 2022 and semi-annually thereafter on the 1st day of April and October of each year in which any Taxable Bonds may be outstanding.

(c) All Tax-Exempt Bonds shall be issuable as fully registered bonds without coupons and shall be registered in the name or names of the owner or owners thereof, on books kept for such purpose at the designated corporate trust office of the Bond Registrar. Payment of the principal of and interest on the Tax-Exempt Bonds shall be made to the person appearing on the registration books maintained by the Bond Registrar as the registered owner thereof, such principal to be payable at the designated corporate trust office of the Paying Agent upon presentation and surrender of such Tax-Exempt Bonds on the date such principal is payable, or if such date is not a Business Day (hereinafter defined) then on the next succeeding Business Day, and such interest to be payable by electronic funds transfer or check mailed by the Paying Agent on the Business Day immediately preceding the date interest is payable to the persons in whose names the Tax-Exempt Bonds are registered as of the close of business on the regular record date for the Tax-Exempt Bonds, which shall be the first day of the month in which each such interest payment date occurs (the "Tax-Exempt Bonds Regular Record Date") at the registered owner's address as shown on the registration books maintained by the Bond Registrar. Computershare Trust Company, National Association is hereby designated as Bond Registrar and Paying Agent for the Tax-Exempt Bonds. The President of the Board of County Commissioners or his designee is authorized to execute on behalf of the County a Paying Agent Agreement with Computershare Trust Company, National Association with respect to the Tax-Exempt Bonds.

(d) All Taxable Bonds shall be issuable as fully registered bonds without coupons and shall be registered in the name or names of the owner or owners thereof, on books kept for such purpose at the designated corporate trust office of the Bond Registrar. Payment of the principal of and interest on the Taxable Bonds shall be made to the person appearing on the registration books maintained by the Bond Registrar as the registered owner thereof, such principal to be payable at the designated corporate trust office of the Paying Agent upon presentation and surrender of such Taxable Bonds on the date such principal is payable, or if such date is not a Business Day (hereinafter defined) then on the next succeeding Business Day, and such interest to be payable by electronic funds transfer or check mailed by the Paying Agent on the Business Day immediately preceding the date interest is payable to the persons in whose names the Taxable Bonds are registered as of the close of business on the regular record date for the Taxable Bonds, which shall be the fifteenth day of the month immediately preceding the month in which each such interest payment date occurs (the "Taxable Bonds Regular Record Date") at the registered owner's address as shown on the registration books maintained by the Bond Registrar. Computershare Trust Company, National Association is hereby designated as Bond Registrar and Paying Agent for the Taxable Bonds. The President of the Board of County Commissioners or his designee is authorized to execute on behalf of the County a Paying Agent Agreement with Computershare Trust Company, National Association with respect to the Taxable Bonds. Computershare Trust Company, National Association is hereby designated as Escrow Agent with respect to the

Refunded Bonds. The President of the Board of County Commissioners or his designee is authorized to (i) execute on behalf of the County an Escrow Deposit Agreement with Computershare Trust Company, National Association with respect to the Refunded Bonds; and (ii) in consultation with the County's Financial Advisor, select a Verification Agent for the Refunded Bonds.

(e) Any interest on any Bond of any series which is payable but is not punctually paid or provision for the payment of which has not been made ("Defaulted Interest") shall forthwith cease to be payable to the registered owner on the relevant Tax-Exempt Regular Record Date or Taxable Bond Regular Record Date, as applicable, solely by virtue of such registered owner having been such registered owner; and such Defaulted Interest may be paid by the County, at its election in each case, as provided in paragraph (i) or (ii) below:

(i) The County may elect to make payment of any Defaulted Interest on any series of the Bonds to the persons in whose names such bonds are registered as of the close of business on a record date for the payment of such Defaulted Interest (the "Special Record Date"), which shall be fixed in the following manner. The County shall notify the Paying Agent in writing of the amount of Defaulted Interest proposed to be paid on the Bonds of such series and the date of the proposed payment (which date shall be such as will enable the Paying Agent to comply with the next sentence hereof), and at the same time the County shall deposit or cause to be deposited with the Paying Agent an amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted Interest or shall make arrangements satisfactory to the Paying Agent for such deposit prior to the date of the proposed payment, such money when deposited to be held in trust for the benefit of the persons entitled to such Defaulted Interest as provided in this paragraph. Thereupon the Paying Agent shall fix a Special Record Date for the payment of such Defaulted Interest which shall be not more than 15 nor less than 10 days prior to the date of the proposed payment. The Paying Agent shall promptly notify the County of such Special Record Date and, in the name of the County, shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, first-class, postage prepaid, to each registered owner at his address as it appears in the registration books maintained by the Bond Registrar not less than 10 days prior to such Special Record Date. Notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor having been mailed as aforesaid, such Defaulted Interest shall be paid to the registered owners of such Bonds of such series as of the close of business on such Special Record Date.

(ii) The County may make payment of any Defaulted Interest in any other lawful manner not inconsistent with the requirements of any securities exchange on which the Bonds of a series may be listed, and upon such notice as may be required by such exchange, if, after notice given by the County to the Paying Agent of the proposed payment pursuant to this paragraph, such payment shall be deemed practicable, and approved in writing, by the Paying Agent.

(f) As used in this Resolution and in each series of the Bonds, "Business Day" means a day other than a Saturday, Sunday or day on which banking institutions under the laws of the state governing the Bond Registrar and Paying Agent are authorized or obligated by law or required by executive order to remain closed.

Section 5. The Bonds of each series shall be executed in the name of the County and on its behalf by the President of the Board of County Commissioners, whose signature may be by facsimile, and a facsimile of the corporate seal of the County shall be imprinted thereon, attested by the Clerk to the Board of County Commissioners, whose signature may be by facsimile. The Bonds of each series shall be issued subject to registration as to principal and interest in the name or names of the owner or owners thereof on books kept for the registration and registration of transfer of the Bonds of such series at the designated corporate trust office of the Bond Registrar. Each Bond shall be authenticated by the manual signature of an authorized officer of the Bond Registrar. No Bonds issued hereunder shall be valid for any purpose or constitute an obligation of the County unless so authenticated. In case any official of the County whose signature appears on any Bond shall cease to be such official prior to the authentication and delivery of such Bond, or in the case that any such official shall take office subsequent to the date of issue of any such Bond, his or her signature, in either event, shall nevertheless be valid for the purposes herein intended.

Section 6. (a) The Bonds shall be transferable only upon the registration books kept at the designated corporate trust office of the Bond Registrar, by the registered owner thereof in person, or by his attorney duly authorized in writing, upon surrender thereof, together with a written instrument of transfer in the form attached thereto and satisfactory to the Bond Registrar and duly executed by the registered owner or his duly authorized attorney.

(b) The Bonds may be transferred or exchanged at the designated corporate trust office of the Bond Registrar. Upon any transfer or exchange, the County shall issue and the Bond Registrar shall authenticate and deliver a new registered Bond or Bonds of any of the authorized denominations in an aggregate principal amount equal to the principal amount of the Bond exchanged or transferred and of the same series and maturing on the same date and bearing interest at the same rate. In each case, the Bond Registrar may require payment by any registered owner requesting the exchange or transfer of any tax, fee or other governmental charge, shipping charges and insurance that may be required to be paid with respect thereto, but otherwise no charge shall be made to the registered owner for the exchange or transfer.

(c) The Bond Registrar shall not be required to transfer or exchange any Bond after the mailing of notice calling such Bond or portion thereof for redemption; *provided, however*, that this limitation shall not apply to that portion of a Bond in excess of \$5,000 which is not being called for redemption.

Section 7. Except as provided hereinafter or in a resolution or resolutions of the Board of County Commissioners adopted prior to the issuance of each series of the Bonds, the Bonds of each series shall be issued in substantially the respective form set forth below. Appropriate variations and insertions may be made to provide or modify dates, numbers and amounts, and modifications not materially altering their substance may be made to carry into effect the purposes of this Resolution, and modifications may otherwise be made to comply with recommendations of legal counsel or to provide for the Bonds of each series to be held under a book-entry only system. In the event any official whose signature appears on the Bonds ceases to be an official prior to the delivery of such Bonds, or, if the official whose signature appears on the Bonds shall have taken office after the date of issue thereof, the Bonds nevertheless shall be valid and binding obligations of the County in accordance with their respective terms. All of the covenants contained in the

following forms of bond are hereby adopted by the County as and for the forms of obligations to be incurred by the County, and the covenants and conditions contained therein are hereby made binding upon the County, including the promise to pay therein contained:

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(Form of Tax-Exempt Bond)

UNITED STATES OF AMERICA
STATE OF MARYLAND

No. R- _____ \$ _____

QUEEN ANNE'S COUNTY, MARYLAND
QUEEN ANNE'S COUNTY PUBLIC FACILITIES BOND OF 2022
(TAX-EXEMPT)

<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Original Issue Date</u>	<u>CUSIP</u>
July 15, 20__	_____%	_____, 2022	_____

Registered Owner: Cede & Co.

Principal Amount: _____ Dollars

Queen Anne's County, Maryland a body politic and corporate organized and existing under the Constitution and laws of the State of Maryland (the "County"), hereby acknowledges itself indebted for value received, and promises to pay to the registered owner shown above or registered assigns or legal representatives, on the Maturity Date specified above (unless this bond shall be redeemable, shall have been called for prior redemption and payment of the redemption price made or provided for), upon presentation and surrender of this bond on the date such principal is payable, or if such date is not a Business Day (hereinafter defined) then on the next succeeding Business Day, at the designated corporate trust office of Computershare Trust Company, National Association (the "Bond Registrar" and "Paying Agent"), the Principal Amount shown above in any coin or currency which, at the time of payment, is legal tender for the payment of public and private debts and to pay to the registered owner hereof by electronic funds transfer or check, mailed to such registered owner at his address as it appears on the bond registration books kept by the Bond Registrar, interest on the Principal Amount at the Interest Rate per annum shown above until payment of such Principal Amount or until the prior redemption hereof, such interest being payable on the 15th day of January and July in each year, beginning July 15, 2022, in like coin or currency, accounting from the most recent date to which interest has been paid or, if no interest has been paid, from the Original Issue Date shown above. This Bond shall bear interest on the basis of a 360-day year, consisting of twelve 30-day months. All interest due on this bond shall be payable to the person in whose name this bond is registered on such bond registration books as of the close of business on the regular record date for such interest payment, which shall be the first day of the month in which each such interest payment date occurs (the "Regular Record Date"), and shall be made by electronic funds transfer or check mailed by the Paying Agent on the date interest is payable to such person at his address as it appears on the bond registration books maintained by the Bond Registrar. Any such interest not so punctually paid or duly provided for shall forthwith cease to be payable to the registered owner on such Regular Record Date, and may be paid to the person in whose name this bond is registered as of the close of business on a special record date for the payment of such defaulted interest (a "Special Record Date") to be fixed by the Paying Agent, notice whereof being mailed, first class, postage prepaid, to the registered owners not less

than 10 days prior to such Special Record Date, at the addresses of such registered owners appearing on the registration books kept by the Bond Registrar, or may be paid at any time in any other lawful manner not inconsistent with the requirements of any securities exchange on which the bonds of this issue may be listed and upon such notice as may be required by such exchange. “Business Day” means a day other than a Saturday, Sunday, or day on which banking institutions under the laws of the state governing the Bond Registrar and Paying Agent are authorized or obligated by law or required by executive order to remain closed.

This bond is one of a duly authorized issue or series of bonds of the County aggregating \$_____ in principal amount, all dated the date of their delivery (the “Bonds”). The Bonds are issued pursuant to and in conformity with the provisions of Section 19-501 *et seq.* of the Local Government Article of the Annotated Code of Maryland (2013 Replacement Volume, as amended) (the “Enabling Act”), a public local law enacted by the Board of County Commissioners of Queen Anne’s County (the “Board”) on February 8, 2022 (Bill No. 22-01) (the “Public Local Law”), and a resolution of the Board adopted on April 12, 2022 (the “Resolution”) and other authorities referenced in the Resolution.

The Bonds mature and are payable, subject to prior redemption as hereinafter provided, on July 15 in the following years and amounts and bear interest at the following rates per annum:

<u>Year</u>	<u>Principal Amounts</u>	<u>Interest Rate</u>	<u>Year</u>	<u>Principal Amounts</u>	<u>Interest Rate</u>
2023			2033		
2024			2034		
2025			2035		
2026			2036		
2027			2037		
2028			2038		
2029			2039		
2030			2040		
2031			2041		
2032			2042		

The Bonds maturing on or after July 15, 2032 are subject to redemption on or after July 15, 2031, in whole or in part at any time on any date in any order of maturity, at the option of the County, at a redemption price of one hundred percent of the principal amount of Bonds to be redeemed, together with interest accrued to the date fixed for redemption.

[Mandatory Sinking Fund Redemption. Bonds maturing on July 15, 20__ are subject redemption prior to maturity at a redemption price equal to the principal amount of thereof plus accrued interest thereon to the date set for redemption from mandatory Sinking Fund Installments on July 15 of the following years in the following amounts:

\$ _____ Term Bonds Due July 15, 20__

<u>Year</u>	<u>Sinking Fund Installment</u>	<u>Year</u>	<u>Sinking Fund Installment</u>
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If the County redeems or otherwise discharges the Bonds maturing on July 15, 20__, such redeemed or discharged bonds shall be credited to the applicable sinking fund installment amounts in any manner determined by the County.]

If less than all of the Bonds of any one maturity are called for redemption, the particular Bonds or portion of Bonds to be redeemed from such maturity will be selected by lot by the Bond Registrar in such manner as the Bond Registrar in its sole discretion may determine.

When less than all of a Bond in a denomination in excess of \$5,000 is so redeemed, then, upon the surrender thereof, there shall be issued without charge to the registered owner thereof, for the unredeemed balance of the principal amount of such Bond, at the option of such owner, Bonds in any of the authorized denominations as specified by the registered owner, the aggregate face amount of such Bonds not to exceed the unredeemed balance of the principal amount of the Bond surrendered, and to bear the same interest rate and to mature on the same date as the Bond surrendered.

If the County elects to redeem all or a portion of the Bonds outstanding, it will give a redemption notice to the registered owners of the Bonds to be redeemed by letter mailed first class, postage prepaid, at least 20 days prior to the date fixed for redemption to the addresses of such registered owners appearing on the registration books kept by the Bond Registrar; *provided, however*, that the failure to mail the redemption notice or any defect in the notice so mailed, or in the mailing thereof, shall not affect the validity of the redemption proceedings. The redemption notice shall state (i) whether the Bonds are redeemed in whole or in part and, if in part, the maturities and numbers of the Bonds to be redeemed; (ii) that the interest on the Bonds to be redeemed shall cease on the date fixed for redemption; (iii) the date fixed for redemption and the redemption price; and (iv) that the Bonds to be redeemed shall be presented for redemption and payment on the date fixed for redemption at the designated corporate trust office of the Paying Agent. From and after the date fixed for redemption, if notice has been duly and properly given, and if funds sufficient for the payment of the redemption price and accrued interest are available on such date, the Bonds designated for redemption shall cease to bear interest. Upon presentation and surrender the redemption in compliance with the redemption notice, the Bonds to be redeemed shall be paid by the Paying Agent at the redemption price. If they are not paid upon presentation, the Bonds designated for redemption shall continue to bear interest at the rates stated therein until paid.

The County has appointed Computershare Trust Company, National Association as Bond Registrar to open books for the registration and for the transfer of Bonds. This bond will be transferable only upon the registration books kept at the designated corporate trust office of the Bond Registrar, by the registered owner hereof in person, or by his attorney duly authorized in writing upon surrender hereof, together with a written instrument of transfer in the form attached

hereto and satisfactory to the Bond Registrar and duly executed by the registered owner or his duly authorized attorney. The County may deem and treat the person in whose name this bond is registered as the absolute owner hereof for the purpose of receiving payment of or on account of the principal or redemption price hereof and interest due hereon and for all other purposes.

This bond may be transferred or exchanged at the designated corporate trust office of the Bond Registrar. Upon any transfer or exchange, the County shall issue and the Bond Registrar shall authenticate and deliver a new registered bond or bonds of any of the authorized denominations in an aggregate principal amount equal to the principal amount of the bond exchanged or transferred and maturing on the same date and bearing interest at the same rate. In each case, the Bond Registrar may require payment by the registered owner of this bond requesting the exchange or transfer hereof of any tax, fee or other governmental charge, shipping charges and insurance that may be required to be paid with respect thereto, but otherwise no charge shall be made to the registered owner hereof for the exchange or transfer.

The Bond Registrar shall not be required to transfer or exchange this bond after the mailing of notice calling this bond or portion hereof for redemption; *provided, however*, that this limitation shall not apply to that portion of this bond in excess of \$5,000 which is not being called for redemption.

The full faith and credit and taxing power of the County are hereby unconditionally pledged to the payment of this bond and of the interest payable hereon according to its terms, and the County does hereby covenant and agree to pay punctually the principal of this bond and the interest hereon on the dates and in the manner prescribed herein, according to the true intent and meaning hereof.

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 Act, the Public Local Law and the Resolution, and that the issue of bonds, of which this bond 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, and that due provision shall be made for the levy and collection of an annual ad valorem tax or taxes upon all the legally assessable property within the corporate limits of the County in rate and amount sufficient to provide for the payment, when due, of the principal of and interest on this bond.

This bond shall not become obligatory for any purpose or be entitled to any benefit under the above-mentioned laws until this bond shall have been authenticated by an authorized officer of the Bond Registrar.

IN WITNESS WHEREOF, Queen Anne’s County, Maryland has caused this bond to be executed in its name by the facsimile signature of the President of the Board of County Commissioners and by its corporate seal imprinted hereon in facsimile, attested by the facsimile signature of the Clerk to the Board of County Commissioners, all as of the ___ day of _____, 2022.

QUEEN ANNE’S COUNTY, MARYLAND

By: [Facsimile Signature]
President, Board of County
Commissioners

(SEAL)

ATTEST: [Facsimile Signature]
Clerk

CERTIFICATE OF AUTHENTICATION

This bond is one of the registered bonds of Queen Anne's County, Maryland Public Facilities Bonds of 2022 (Tax-Exempt).

COMPUTERSHARE TRUST COMPANY,
NATIONAL ASSOCIATION
as Bond Registrar

By: _____
Authorized Officer

Date of Authentication: _____, 2022

(Form of Assignment)

ASSIGNMENT

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

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS,
INCLUDING ZIP CODE OF ASSIGNEE)

the within bond and all rights thereunder and does hereby constitute and appoint attorney to transfer the within bond on the books kept for the registration thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

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

Notice: The signature to this assignment must correspond with the name as it appears upon the face of the within bond in every particular, without alteration or enlargement or any change whatever.

(Form of Taxable Bond)

UNITED STATES OF AMERICA
STATE OF MARYLAND

No. R- _____ \$ _____

QUEEN ANNE’S COUNTY, MARYLAND
TAXABLE REFUNDING BOND OF 2022 (TAXABLE)

Maturity Date Interest Rate Original Issue Date CUSIP
April 1, _____ _____% _____, 2022 _____

Registered Owner: Cede & Co.

Principal Amount: _____ Dollars

Queen Anne’s County, Maryland a body politic and corporate organized and existing under the Constitution and laws of the State of Maryland (the “County”), hereby acknowledges itself indebted for value received, and promises to pay to the registered owner shown above or registered assigns or legal representatives, on the Maturity Date specified above (unless this bond shall be redeemable, shall have been called for prior redemption and payment of the redemption price made or provided for), upon presentation and surrender of this bond on the date such principal is payable, or if such date is not a Business Day (hereinafter defined) then on the next succeeding Business Day, at the designated corporate trust office of Computershare Trust Company, National Association (the “Bond Registrar” and “Paying Agent”), the Principal Amount shown above in any coin or currency which, at the time of payment, is legal tender for the payment of public and private debts and to pay to the registered owner hereof by electronic funds transfer or check, mailed to such registered owner at his address as it appears on the bond registration books kept by the Bond Registrar, interest on the Principal Amount at the Interest Rate per annum shown above until payment of such Principal Amount or until the prior redemption hereof, such interest being payable on the 1st day of April and October in each year, beginning October 1, 2022, in like coin or currency, accounting from the most recent date to which interest has been paid or, if no interest has been paid, from the Original Issue Date shown above. This Bond shall bear interest on the basis of a 360-day year, consisting of twelve 30-day months. All interest due on this bond shall be payable to the person in whose name this bond is registered on such bond registration books as of the close of business on the regular record date for such interest payment, which shall be the fifteenth day of the month immediately preceding the month in which each such interest payment date occurs (the “Regular Record Date”), and shall be made by electronic funds transfer or check mailed by the Paying Agent on the date interest is payable to such person at his address as it appears on the bond registration books maintained by the Bond Registrar. Any such interest not so punctually paid or duly provided for shall forthwith cease to be payable to the registered owner on such Regular Record Date, and may be paid to the person in whose name this bond is registered as of the close of business on a special record date for the payment of such defaulted interest (a

“Special Record Date”) to be fixed by the Paying Agent, notice whereof being mailed, first class, postage prepaid, to the registered owners not less than 10 days prior to such Special Record Date, at the addresses of such registered owners appearing on the registration books kept by the Bond Registrar, or may be paid at any time in any other lawful manner not inconsistent with the requirements of any securities exchange on which the bonds of this issue may be listed and upon such notice as may be required by such exchange. “Business Day” means a day other than a Saturday, Sunday, or day on which banking institutions under the laws of the state governing the Bond Registrar and Paying Agent are authorized or obligated by law or required by executive order to remain closed.

This bond is one of a duly authorized issue or series of bonds of the County aggregating \$ _____ in principal amount, all dated the date of their delivery (the “Bonds”). The Bonds are issued pursuant to and in conformity with the provisions of Sections 19-207 and 19-501 *et seq.* of the Local Government Article of the Annotated Code of Maryland (2013 Replacement Volume, as amended) (the “Enabling Act”), a public local law enacted by the Board of County Commissioners of Queen Anne’s County (the “Board”) on February 11, 2014 (Bill No. 13-26) (the “Public Local Law”), and a resolution of the Board adopted on April 12, 2022 (the “Resolution”) and other authorities referenced in the Resolution.

The Bonds mature and are payable, subject to prior redemption as hereinafter provided, on April 1 in the following years and amounts and bear interest at the following rates per annum:

<u>Year</u>	<u>Principal Amounts</u>	<u>Interest Rate</u>	<u>Year</u>	<u>Principal Amounts</u>	<u>Interest Rate</u>
2023			2029		
2024			2030		
2025			2031		
2026			2032		
2027			2033		
2028			2034		

The Bonds maturing on or after April 1, 2032 are subject to redemption on or after April 1, 2031, in whole or in part at any time on any date in any order of maturity, at the option of the County, at a redemption price of one hundred percent of the principal amount of Bonds to be redeemed, together with interest accrued to the date fixed for redemption.

[Mandatory Sinking Fund Redemption. Bonds maturing on April 1, 20__ are subject redemption prior to maturity at a redemption price equal to the principal amount of thereof plus accrued interest thereon to the date set for redemption from mandatory Sinking Fund Installments on April 1 of the following years in the following amounts:

\$ _____ Term Bonds Due April 1, 20_____

<u>Year</u>	<u>Sinking Fund Installment</u>	<u>Year</u>	<u>Sinking Fund Installment</u>
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If the County redeems or otherwise discharges the Bonds maturing on April 1, 20__, such redeemed or discharged bonds shall be credited to the applicable sinking fund installment amounts in any manner determined by the County.]

If less than all of the Bonds of any one maturity are called for redemption, the particular Bonds or portion of Bonds to be redeemed from such maturity will be selected by lot by the Bond Registrar in such manner as the Bond Registrar in its sole discretion may determine.

When less than all of a Bond in a denomination in excess of \$5,000 is so redeemed, then, upon the surrender thereof, there shall be issued without charge to the registered owner thereof, for the unredeemed balance of the principal amount of such Bond, at the option of such owner, Bonds in any of the authorized denominations as specified by the registered owner, the aggregate face amount of such Bonds not to exceed the unredeemed balance of the principal amount of the Bond surrendered, and to bear the same interest rate and to mature on the same date as the Bond surrendered.

If the County elects to redeem all or a portion of the Bonds outstanding, it will give a redemption notice to the registered owners of the Bonds to be redeemed by letter mailed first class, postage prepaid, at least 20 days prior to the date fixed for redemption to the addresses of such registered owners appearing on the registration books kept by the Bond Registrar; *provided, however*, that the failure to mail the redemption notice or any defect in the notice so mailed, or in the mailing thereof, shall not affect the validity of the redemption proceedings. The redemption notice shall state (i) whether the Bonds are redeemed in whole or in part and, if in part, the maturities and numbers of the Bonds to be redeemed; (ii) that the interest on the Bonds to be redeemed shall cease on the date fixed for redemption; (iii) the date fixed for redemption and the redemption price; and (iv) that the Bonds to be redeemed shall be presented for redemption and payment on the date fixed for redemption at the designated corporate trust office of the Paying Agent. From and after the date fixed for redemption, if notice has been duly and properly given, and if funds sufficient for the payment of the redemption price and accrued interest are available on such date, the Bonds designated for redemption shall cease to bear interest. Upon presentation and surrender the redemption in compliance with the redemption notice, the Bonds to be redeemed shall be paid by the Paying Agent at the redemption price. If they are not paid upon presentation, the Bonds designated for redemption shall continue to bear interest at the rates stated therein until paid.

The County has appointed Computershare Trust Company, National Association as Bond Registrar to open books for the registration and for the transfer of Bonds. This bond will be transferable only upon the registration books kept at the designated corporate trust office of the Bond Registrar, by the registered owner hereof in person, or by his attorney duly authorized in writing upon surrender hereof, together with a written instrument of transfer in the form attached hereto and satisfactory to the Bond Registrar and duly executed by the registered owner or his duly authorized attorney. The County may deem and treat the person in whose name this bond is registered as the absolute owner hereof for the purpose of receiving payment of or on account of the principal or redemption price hereof and interest due hereon and for all other purposes.

This bond may be transferred or exchanged at the designated corporate trust office of the Bond Registrar. Upon any transfer or exchange, the County shall issue and the Bond Registrar shall authenticate and deliver a new registered bond or bonds of any of the authorized denominations in an aggregate principal amount equal to the principal amount of the bond exchanged or transferred and maturing on the same date and bearing interest at the same rate. In each case, the Bond Registrar may require payment by the registered owner of this bond requesting the exchange or transfer hereof of any tax, fee or other governmental charge, shipping charges and insurance that may be required to be paid with respect thereto, but otherwise no charge shall be made to the registered owner hereof for the exchange or transfer.

The Bond Registrar shall not be required to transfer or exchange this bond after the mailing of notice calling this bond or portion hereof for redemption; *provided, however*, that this limitation shall not apply to that portion of this bond in excess of \$5,000 which is not being called for redemption.

The full faith and credit and taxing power of the County are hereby unconditionally pledged to the payment of this bond and of the interest payable hereon according to its terms, and the County does hereby covenant and agree to pay punctually the principal of this bond and the interest hereon on the dates and in the manner prescribed herein, according to the true intent and meaning hereof.

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 Act, the Public Local Law and the Resolution, and that the issue of bonds, of which this bond 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, and that due provision shall be made for the levy and collection of an annual ad valorem tax or taxes upon all the legally assessable property within the corporate limits of the County in rate and amount sufficient to provide for the payment, when due, of the principal of and interest on this bond.

This bond shall not become obligatory for any purpose or be entitled to any benefit under the above-mentioned laws until this bond shall have been authenticated by an authorized officer of the Bond Registrar.

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IN WITNESS WHEREOF, Queen Anne’s County, Maryland has caused this bond to be executed in its name by the facsimile signature of the President of the Board of County Commissioners and by its corporate seal imprinted hereon in facsimile, attested by the facsimile signature of the Clerk to the Board of County Commissioners, all as of the ___ day of _____, 2022.

QUEEN ANNE’S COUNTY, MARYLAND

By: [Facsimile Signature]
President, Board of County
Commissioners

(SEAL)

ATTEST: [Facsimile Signature]
Clerk

CERTIFICATE OF AUTHENTICATION

This bond is one of the registered bonds of Queen Anne's County, Maryland Taxable Refunding Bonds of 2022 (Taxable).

COMPUTERSHARE TRUST COMPANY,
NATIONAL ASSOCIATION
as Bond Registrar

By: _____
Authorized Officer

Date of Authentication: _____, 2022

(Form of Assignment)

ASSIGNMENT

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

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS,
INCLUDING ZIP CODE OF ASSIGNEE)

the within bond and all rights thereunder and does hereby constitute and appoint attorney to transfer the within bond on the books kept for the registration thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

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

Notice: The signature to this assignment must correspond with the name as it appears upon the face of the within bond in every particular, without alteration or enlargement or any change whatever.

Section 8. Each series of the Bonds shall be sold by the solicitation of competitive bids at public sale. Bids shall be received electronically for the Tax-Exempt Bonds until 10:30 a.m. local Centreville, Maryland time on the date fixed for their sale. Bids shall be received electronically for the Taxable Bonds until 10:45 a.m. local Centreville, Maryland time on the date fixed for their sale. The President of the Board of County Commissioners or his designee may establish an alternative date, time, or location for the sale of each series of the Bonds pursuant to the authority of this Resolution. In the event that an alternative date, time, or location for the sale of any series of the Bonds is established, the Board of County Commissioners is not required to adopt an additional resolution authorizing the sale of such series of the Bonds. The President of the Board of County Commissioners or his designee shall conduct the sale of each series of the Bonds in the name of the County and shall by order award such series of the Bonds on behalf of the County to the bidder or bidders therefor whose bid or bids are determined to be the best responsible bid received in compliance with the terms and conditions of the official notice of sale for such series of the Bonds (each, a "Notice of Sale"). Public notices of the sale of the Bonds of each series shall be given by advertisement of the respective Notice of Sale or a summary thereof, which shall be published in a daily or weekly newspaper having a general circulation in the County at least twice prior to the sale described therein, the first such publication to occur not fewer than 10 days prior to the date of such sale. The official Notice of Sale for each series of the Bonds shall be in substantially the forms hereinafter set forth. The terms and conditions stated in each Notice of Sale for the Bonds are hereby adopted and approved as the terms and conditions under which the Bonds described therein shall be sold, issued and delivered at public sale. Appropriate variations and insertions shall be made to provide or modify dates, times, numbers and amounts, and modifications may be made by the President of the Board of County Commissioners or his designee to carry into effect the purposes of this Resolution or to comply with recommendations of legal counsel. The publication of a Notice of Sale for each series of the Bonds or a summary thereof in the Bond Buyer is hereby authorized.

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[Form of Tax-Exempt Bonds Notice of Sale]

NOTICE OF SALE

\$7,800,000*

QUEEN ANNE’S COUNTY, MARYLAND

Public Facilities Bonds of 2022 (Tax-Exempt)

(Date: Date of Delivery)

**Electronic bids via BiDCOMP/PARITY
will be received until 10:30 A.M., local Centreville, Maryland Time, on**

May 3, 2022

ELECTRONIC BIDS, via BiDCOMP/PARITY Competitive Bidding System (BiDCOMP/Parity) will be received for the purchase of the \$7,800,000* Queen Anne’s County Public Facilities Bonds of 2022 (Tax-Exempt) (the “Bonds”). The Bonds will be dated the date of their delivery, and bear interest payable beginning on July 15, 2021 and semi-annually thereafter on the fifteenth day of January and July until maturity or redemption.

The Bonds will be issued under the authority of Sections 19-501 *et seq.* of the Local Government Article of the Annotated Code of Maryland, (2013 Replacement Volume, as amended); a public local law enacted by the Board of County Commissioners (the “Board”) of Queen Anne’s County (the “County”) on February 8, 2022, Bill No. 22-01 (the “Public Local Law”) and in accordance with a Resolution of the Board.

General Provisions for the Bonds

The Bonds will mature, subject to prior redemption, as herein stated, on the fifteenth day of July in the following years and aggregate amounts:

Preliminary Principal		Preliminary Principal	
<u>Year</u>	<u>Amounts*</u>	<u>Year</u>	<u>Amounts*</u>
2023	\$390,000	2033	\$390,000
2024	390,000	2034	390,000
2025	390,000	2035	390,000
2026	390,000	2036	390,000
2027	390,000	2037	390,000
2028	390,000	2038	390,000
2029	390,000	2039	390,000
2030	390,000	2040	390,000
2031	390,000	2041	390,000
2032	390,000	2042	390,000

* Preliminary, subject to change.

The proceeds of the Bonds will be used to (i) finance or refinance certain capital projects approved by the Board including, without limitation, road paving and resurfacing projects, updates and improvements of emergency call facilities and equipment, information technology infrastructure projects, school improvements, maintenance and other improvements at County parks and recreational facilities, the design, construction, improvement, furnishing and equipping of certain facilities serving public purposes within or of the County; (ii) pay financial, legal, planning and engineering services related thereto; and (iii) pay costs of issuance of the Bonds.

The Bonds shall be issued only in fully registered form without coupons. One Bond representing each maturity will be issued to and registered in the name of Cede & Co., as nominee of The Depository Trust Company (“DTC”), as registered owner of the Bonds and each such Bond shall be immobilized in the custody of DTC. DTC will act as securities depository for the Bonds. Individual purchases will be made in book-entry form only, in the principal amount of \$5,000 or any integral multiple thereof. Purchasers will not receive physical delivery of certificates representing their interest in the Bonds purchased. The winning bidder, as a condition to delivery of the Bonds, will be required to deposit the bond certificates representing each maturity with DTC. The Bonds will bear interest payable semiannually on the fifteenth day of January and July, commencing July 15, 2021, until maturity or redemption. Interest will be paid to the persons in whose names the Bonds are registered on the registration books maintained by the Bond Registrar on the Regular Record Date, which is the first day of the month of such interest payment date, by electronic funds transfer or check mailed to each such person’s address as it appears on such bond registration books.

The Bonds maturing on or after July 15, 2032 are subject to redemption on or after July 15, 2031, in whole or in part at any time on any date in any order of maturity, at the option of the County, at a redemption price of one hundred percent of the principal amount of Bonds to be redeemed, together with interest accrued to the date fixed for redemption.

If less than all of the Bonds of any maturity shall be called for redemption, the particular Bonds or portions of Bonds to be redeemed shall be selected by lot by the Bond Registrar and Paying Agent in such manner as in its discretion, it shall determine. All Bonds herein described are secured by an irrevocable pledge of the full faith and credit and unlimited taxing power of the County.

Electronic Bids

Electronic bids will be received via **BiDCOMP/PARITY**, in the manner described below, until 10:30am a.m. local Centreville, Maryland time, on May 3, 2022.

Bids may be submitted electronically via **BiDCOMP/PARITY** pursuant to this Notice until 10:30 a.m. local Centreville, Maryland time, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in **BiDCOMP/PARITY** conflict with this notice, the terms of this Notice shall control. For further information about **BiDCOMP/PARITY**, potential bidders may contact **BiDCOMP/PARITY** at (212) 849-5021.

Disclaimer

Each prospective electronic bidder shall be solely responsible to register to bid via **BiDCOMP/PARITY** as described above. Each qualified prospective electronic bidder shall be solely responsible to make necessary arrangements to access **BiDCOMP/PARITY** for the purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the County nor **BiDCOMP/PARITY** shall have any duty or obligation to provide or assure access to **BiDCOMP/PARITY** to any prospective bidder, and neither the County nor **BiDCOMP/PARITY** shall be responsible for a bidder's failure to register to bid or for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by, **BiDCOMP/PARITY**. The County is using **BiDCOMP/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 **BiDCOMP/PARITY** to the effect that any particular bid complies with the terms of this Notice of Sale and in particular the "Bid Specifications" hereinafter set forth. All costs and expenses incurred by prospective bidders in connection with their registration and submission of bids via **BiDCOMP/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 for the Bonds, he should telephone **BiDCOMP/PARITY** (212) 849-5021 and notify the County's Financial Advisor, Susan Ostazeski, at Davenport & Company LLC, by phone at (410) 296-9426.

By submitting a bid for the Bonds, a bidder represents and warrants to the County that it has an established industry reputation for underwriting new issuances of municipal bonds unless the bidder notifies the County otherwise prior to the date of the sale of the Bonds.

Electronic Bidding Procedures

Electronic bids must be submitted for the purchase of the Bonds via **BiDCOMP/PARITY**. Bids will be communicated electronically to the County at 10:30 a.m., local Centreville, Maryland time, on May 3, 2021. Prior to that time, a prospective bidder may (1) submit the proposed terms of its bid via **BiDCOMP/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 **BiDCOMP/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 **BiDCOMP/PARITY** shall constitute the official time.

No bids will be accepted in written form, by facsimile transmission or in any other medium or on any system other than by via **BiDCOMP/PARITY**. No bid will be received after the time for receiving such bids specified above.

Bid Specifications

Each proposal must specify the amount bid for the Bonds (not less than 100% of par). Bidders shall state in their electronic bids the rate or rates of interest to be paid on the Bonds in

multiples of one-eighth (1/8) or one-twentieth (1/20) of one percent (1%), and each proposal shall be based and submitted on the rate or rates stated therein. Bidders may specify more than one rate of interest to be borne by the Bonds, but the difference between the highest and lowest rates named may not be greater than four percent (4%) for the Bonds. Each bidder must specify in its bid a single interest rate for each maturity of the Bonds. A zero rate may not be named for any maturity. Bidders may designate in their proposal two or more consecutive serial maturities beginning no earlier than July 15, 2032 and in any year thereafter as a term bond which matures on the maturity date of the last serial maturity of the sequence. The stated maturity date for any term bond so designated may not be earlier than July 15, 2033. More than one such sequence of serial maturities may be designated as a term bond. Any term bond so designated shall be subject to mandatory redemption in each year on the principal payment date and in the entire amount of each serial maturity designated for inclusion in such term bond. No bid will be accepted for less than 100% of the par amount of the Bonds. The Bonds will be awarded to the bidder naming the lowest true interest cost for all of the Bonds in any legally acceptable proposal and offering to pay not less than par. The lowest true interest cost with respect to the Bonds will be determined 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 amount bid. Where the proposals of two or more bidders result in the same lowest true interest cost for the Bonds, the Bonds may be apportioned between such bidders, but if this shall not be acceptable, the County shall have the right to award all of the Bonds to one bidder. The right is reserved to the County to reject any or all proposals and to waive any irregularity or informality in any proposal. The Board's judgment shall be final and binding upon all bidders with respect to the form and adequacy of any proposal received and as to its conformity to the terms of this Notice of Sale. Any award of the Bonds may be made as late as 4:00 P.M. on the sale date. All bids remain firm until an award is made.

Procedures for Sale and Principal Amount Changes

The aggregate principal amount and the principal amount of each maturity of the Bonds are subject to adjustment by the County, both before and after the receipt of bids for their purchase. Pre-sale, the County reserves the right to increase or decrease the preliminary aggregate principal amount of the Bonds and/or change the preliminary principal amounts of the maturity schedule (the "Preliminary Aggregate Principal Amount" and the "Preliminary Principal Amount," respectively, and collectively, the "Preliminary Amounts") set forth above from time to time up until 9:30 a.m. prevailing Eastern Time on the date of sale. Any pre-sale revisions to the Preliminary Aggregate Principal Amount and the Preliminary Principal Amounts, as so revised (the "Revised Aggregate Principal Amount" and the "Revised Principal Amount" of each maturity schedule of the Bonds, respectively, and collectively, the "Revised Amounts") will be made available on the BiDCOMP/Parity/www.i-dealprospectus.com system no later than 9:30 a.m. prevailing Eastern Time on the date of sale. In the event any such pre-sale revisions are made to the maturity schedule and so communicated not later than 9:30 a.m. prevailing Eastern Time on the date of sale, the last pre-sale revisions so published shall constitute the applicable maturity schedule for purposes of submitting electronic bids with respect to the Bonds and the Revised Amounts will be used to compare bids and select the winning bidder. ALL BIDS SHALL REMAIN FIRM UNTIL 4:00 P.M. ON THE SALE DATE. Changes made to the Revised Amounts after the sale of the Bonds, as so revised (the "Final Amounts") will be communicated

to the successful bidder by 5:00 p.m. prevailing Eastern Time on the date of sale and will not reduce or increase the Revised Aggregate Principal Amount of the Bonds by more than 15% from the amount bid upon. Such changes may result in the elimination of one or more maturities of the Bonds. The dollar amount bid by the successful bidder will be adjusted proportionally to reflect any reduction or increase in the Revised Amounts of the Bonds in determining the Final Amounts. Such adjusted bid price will reflect changes in the dollar amount of the underwriters' discount and original issue discount or premium, if any, but will not change the coupon rates and the initial public offering prices specified by the successful bidder. **THE SUCCESSFUL BIDDER MAY NOT WITHDRAW ITS BID AS A RESULT OF ANY CHANGES MADE WITHIN THESE LIMITS.**

Change of Bid Date

The County reserves the right to postpone, from time to time, or cancel the date established for the receipt of bids. Any such postponement or cancellation will be announced by BiDCOMP/Parity/www.i-dealprospectus.com or TM3 by notice 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 BiDCOMP/Parity/www.i-dealprospectus.com or TM3 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. If all bids are rejected and an Alternative Sale Date for receipt of bids established, notice of the Alternative Sale Date will be announced via BiDCOMP/Parity/www.i-dealprospectus.com or TM3 not less than 48 hours prior to such Alternative Sale Date. On any such Alternative Sale Date, any bidder may submit a bid 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 BiDCOMP/Parity/www.i-dealprospectus.com or TM3 at the time the sale date and time are announced.

Award

As promptly as reasonably practicable after the bids are opened, the County will notify the bidder to whom the Bonds will be awarded, if and when such award is made. It is noted that the County has the right to award the Bonds by private negotiation at any time and may determine to exercise such right either before bids are submitted in response to this Notice of Sale or in the event that all bids are rejected. The County may so negotiate with, and make such award to, any person, including bidders hereunder.

Good Faith

The successful bidder of the Bonds shall submit a good faith deposit in the amount of \$78,000 (the "Good Faith Deposit") for the winning bid on the Bonds to the County as provided below. The Good Faith Deposit will secure the County from any loss resulting from the failure of the successful bidder to comply with the terms of the bid. The successful bidder shall transfer the Good Faith Deposit by wire transfer directly to the County upon notification of the preliminary award of the Bonds, as indicated on PARITY (the "Preliminary Award"), but in any case no later than 4:00 p.m., prevailing Eastern Time, on the date of sale. Wire instructions will be provided to

the successful bidder by the County's Financial Advisor upon notification of the Preliminary Award.

The successful bidder will provide as quickly as it is available evidence of wire transfer to the County's Financial Advisor by providing to the County's Financial Advisor the federal funds reference number. The formal award of the Bonds shall not be made until the County's Financial Advisor has confirmation of receipt of the Good Faith Deposit, and if the successful bidder fails to so deliver the Good Faith Deposit by the time designated above, the County will have the option to withdraw the Preliminary Award and the successful bidder shall be responsible to the County for all consequential damages arising from such withdrawal.

At the time of the delivery of the Bonds, the Good Faith Deposit will be applied against the purchase price for the Bonds or will be retained as liquidated damages upon the failure of the successful bidder to take and pay for the Bonds in accordance with the terms of its proposal. The successful bidder shall have no right in or to the Good Faith Deposit if it fails to complete the purchase of, and payment in full of, the Bonds for any reason whatsoever, unless such failure of performance shall be caused by an act or omission of the County. No interest will be paid upon the Good Faith Deposit to the successful bidder. Notwithstanding the foregoing, should a successful bidder fail to pay for the Bonds at the price and on the date agreed upon, the County retains the right to seek further compensation for damages sustained as a result of the successful bidder so failing.

Issue Price Determination

The County expects and intends that the bid for the Bonds will satisfy the federal tax requirements for a qualified competitive sale of bonds, including, among other things, receipt of bids for the Bonds from at least three underwriters, who have established industry reputations for underwriting new issuances of municipal bonds (a "Qualified Competitive Bid"). The County will advise the successful bidder as promptly as possible after the bids are opened whether the bid constitutes a Qualified Competitive Bid, or, in the alternative, a bid that fails to satisfy such requirements (a "Nonqualified Competitive Bid").

If the bid is a Qualified Competitive Bid, as promptly as possible after the bids are opened, the County will notify the successful bidder, and such bidder, upon such notice, shall advise the County of the reasonably expected initial offering price to the public of each maturity of the Bonds. In addition, the winning bidder shall be required to provide to the County information to establish the reasonably expected initial offering price for each maturity of the Bonds for federal income tax purposes by completing a certificate acceptable to Bond Counsel, on or before the date of issuance of the Bonds, substantially in the form set forth in Appendix E-1 to the Preliminary Official Statement, with appropriate completions, amendments and attachments.

If the bid is a Nonqualified Competitive Bid, as promptly as possible after the bids are opened, the County will notify the successful bidder, and such bidder, upon such notice, shall advise the County of the initial sale price or initial offering price to the public, as applicable, of each maturity of the Bonds. In addition, the winning bidder shall be required to provide to the County information and assurances to establish the initial sale price or the initial offering price to

the public, as applicable, for each maturity of the Bonds for federal income tax purposes by completing a certification acceptable to Bond Counsel, on or before the date of issuance of the Bonds, substantially in the form set forth in Appendix E-2 to the Preliminary Official Statement, with appropriate completions, omissions and attachments. **It is noted that procedures for a Nonqualified Competitive Bid may require the winning bidder and, if applicable, other underwriters of the Bonds, to hold the initial offering prices for certain maturities of the Bonds for up to five (5) business days after the sale date, as further specified in the form of such certification.**

CUSIP Numbers

CUSIP identification numbers for the Bonds will be applied for by the financial advisor to the County, but the County will assume no obligation for the assignment or printing of such numbers on the Bonds or the correctness of such numbers, and neither the failure to print such numbers 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.

Delivery of the Bonds; Official Statement

When delivered, the Bonds shall be duly executed and authenticated and registered in the name of Cede & Co., as nominee of DTC, as registered owner of the Bonds.

Not later than seven (7) business days after the award of the Bonds to the successful bidder on the day of sale, the County will authorize an Official Statement, which is expected to be substantially in the form of the Preliminary Official Statement referred to below. If so requested by the purchaser or purchasers at or before the close of business on the date of the sale, the County will include in the Official Statement such pricing and other information with respect to the terms of the reoffering of the Bonds by the successful bidder(s) (“Reoffering Information”), if any, as may be specified and furnished in writing by such bidder. If no Reoffering Information is specified and furnished by the successful bidder(s), the Official Statement will include the interest rates on the Bonds resulting from the bid of the successful bidder and the other statements with respect to reoffering contained in the Preliminary Official Statement. The successful bidder for the Bonds shall be responsible to the County and its officials for the Reoffering Information, and for all decisions made by such bidder with respect to the use or omission of the Reoffering Information in any reoffering of the Bonds, including the presentation or exclusion of any Reoffering Information in any documents, including the Official Statement. The successful bidder will also be furnished, without cost, with up to 100 copies of the Official Statement (and any amendments or supplements thereto).

Delivery of the Bonds, without expense, will be made by the County to the purchaser or purchasers on or about May 17, 2022, or as soon as practicable thereafter, through DTC and, thereupon, said purchaser or purchasers will be required to accept delivery of the Bonds purchased and pay, in federal funds, the balance of the purchase price due. 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 affecting the validity of any of the Bonds. It

shall be a condition to the obligation of said purchaser or purchasers to accept delivery of and pay for the Bonds that, simultaneously with or before delivery and payment for the Bonds, said purchaser or purchasers shall be furnished a certificate or certificates of an authorized officer of the County to the effect that, to the best of their knowledge and belief, the Official Statement (and any amendment or supplement thereto) (except for the Reoffering Information provided by the purchaser and information regarding DTC and DTC's book-entry system provided by DTC, 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 the 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).

Miscellaneous

The Bonds will be issued and sold subject to approval as to legality by McKennon Shelton & Henn LLP, Baltimore, Maryland, Bond Counsel, whose approving opinion substantially in the form included in the Preliminary Official Statement referred to below will be delivered, upon request, to the purchaser or purchasers of the Bonds.

To assist bidders in complying with 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 it will undertake to provide certain information annually and notices of certain events. The form of this agreement is set forth in the Preliminary Official Statement and will also be set forth in the Official Statement.

NOTE: The County may revise this Notice of Sale by written notice available to prospective bidders at the place of sale at the time for submission of bids via BiDCOMP/Parity/www.i-dealprospectus.com or by publishing notice of any revisions on THE MUNICIPAL MARKET MONITOR ("TM3") SERVICES OF THOMSON REUTERS (www.tm3.com) at or before the time for submission of bids. Any bid submitted shall be in accordance with, and incorporate by reference, this Notice of Sale including any revisions made pursuant to this paragraph.

The Preliminary Official Statement, together with this Notice of Sale, may be obtained from the County Administrator, Queen Anne's County, County Office Bldg. 107 North Liberty Street, Centreville, MD 21617, (410) 758-4098 or from Susan Ostazeski, Davenport & company LLC, 8600 LaSalle Road, Suite 618, Towson, Maryland 21286, (410) 296-9426. The Preliminary Official Statement, together with this Notice of Sale and the required form of proposal may be accessed via the internet at <https://www.newissuehome.i-deal.com/Parity>. Such Preliminary Official Statement is deemed final by the County as of its date for purposes of SEC Rule 15c2-12 but is subject to revision, amendment and completion in the Official Statement referred to above.

By order of
BOARD OF COUNTY COMMISSIONERS OF
QUEEN ANNE'S COUNTY

[Form of Taxable Notice of Sale]

NOTICE OF SALE

\$14,055,000*
QUEEN ANNE’S COUNTY, MARYLAND
Taxable Refunding Bonds of 2022
(Taxable)

(Date: Date of Delivery)

Electronic bids via BiDCOMP/PARITY
will be received until 10:45 A.M., local Centreville, Maryland Time, on
May 3, 2022

ELECTRONIC BIDS, via BiDCOMP/PARITY Competitive Bidding System (BiDCOMP/Parity) will be received for the purchase of the \$14,055,000* Queen Anne’s County Taxable Refunding Bonds of 2022 (Taxable) (the “Bonds”). The Bonds will be dated the date of their delivery, and bear interest payable beginning on October 1, 2022 and semi-annually thereafter on the first day of April and October until maturity or redemption.

The Bonds will be issued under the authority of Sections 19-207 and 19-501 *et seq.* of the Local Government Article of the Annotated Code of Maryland, (2013 Replacement Volume, as amended); a public local law enacted by the Board of County Commissioners (the “Board”) of Queen Anne’s County (the “County”) on February 11, 2014, Bill No. 13-26 (the “Public Local Law”) and in accordance with a Resolution of the Board.

General Provisions for the Bonds

The Bonds will mature, subject to prior redemption, as herein stated, on the first day of April in the following years and aggregate amounts:

<u>Year</u>	<u>Preliminary Principal</u> <u>Amounts*</u>	<u>Year</u>	<u>Preliminary Principal</u> <u>Amounts*</u>
2023	\$170,000	2029	\$1,370,000
2024	135,000	2030	1,395,000
2025	1,245,000	2031	1,430,000
2026	1,280,000	2032	1,465,000
2027	1,315,000	2033	1,495,000
2028	1,345,000	2034	1,530,000

* Preliminary, subject to change.

The proceeds of the Bonds will be used to (i) refund a portion of the County’s outstanding Public Facilities Bonds of 2014; and (ii) pay costs of issuance of the Bonds.

The Bonds shall be issued only in fully registered form without coupons. One Bond representing each maturity will be issued to and registered in the name of Cede & Co., as nominee of The Depository Trust Company (“DTC”), as registered owner of the Bonds and each such Bond shall be immobilized in the custody of DTC. DTC will act as securities depository for the Bonds. Individual purchases will be made in book-entry form only, in the principal amount of \$5,000 or any integral multiple thereof. Purchasers will not receive physical delivery of certificates representing their interest in the Bonds purchased. The winning bidder, as a condition to delivery of the Bonds, will be required to deposit the bond certificates representing each maturity with DTC. The Bonds will bear interest payable semiannually on the first day of April and October, commencing October 1, 2022, until maturity or redemption. Interest will be paid to the persons in whose names the Bonds are registered on the registration books maintained by the Bond Registrar on the Regular Record Date, which is the fifteenth day of the month preceding such interest payment date, by electronic funds transfer or check mailed to each such person’s address as it appears on such bond registration books.

The Bonds maturing on or after April 1, 2033 are subject to redemption on or after April 1, 2032, in whole or in part at any time on any date in any order of maturity, at the option of the County, at a redemption price of one hundred percent of the principal amount of Bonds to be redeemed, together with interest accrued to the date fixed for redemption.

If less than all of the Bonds of any maturity shall be called for redemption, the particular Bonds or portions of Bonds to be redeemed shall be selected by lot by the Bond Registrar and Paying Agent in such manner as in its discretion, it shall determine. All Bonds herein described are secured by an irrevocable pledge of the full faith and credit and unlimited taxing power of the County.

Electronic Bids

Electronic bids will be received via **BIDCOMP/PARITY**, in the manner described below, until 10:45 a.m. local Centreville, Maryland time, on May 3, 2022.

Bids may be submitted electronically via **BIDCOMP/PARITY** pursuant to this Notice until 10:45 a.m. local Centreville, Maryland time, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in **BIDCOMP/PARITY** conflict with this notice, the terms of this Notice shall control. For further information about **BIDCOMP/PARITY**, potential bidders may contact **BIDCOMP/PARITY** at (212) 849-5021.

Disclaimer

Each prospective electronic bidder shall be solely responsible to register to bid via **BIDCOMP/PARITY** as described above. Each qualified prospective electronic bidder shall be solely responsible to make necessary arrangements to access **BIDCOMP/PARITY** for the purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the County nor **BIDCOMP/PARITY** shall have any duty or obligation to provide or assure access to **BIDCOMP/PARITY** to any prospective bidder, and neither the County nor **BIDCOMP/PARITY** shall be responsible for a bidder’s failure to register to bid or for proper

operation of, or have any liability for any delays or interruptions of, or any damages caused by, **BiDCOMP/PARITY**. The County is using **BiDCOMP/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 **BiDCOMP/PARITY** to the effect that any particular bid complies with the terms of this Notice of Sale and in particular the "Bid Specifications" hereinafter set forth. All costs and expenses incurred by prospective bidders in connection with their registration and submission of bids via **BiDCOMP/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 for the Bonds, he should telephone **BiDCOMP/PARITY** (212) 849-5021 and notify the County's Financial Advisor, Susan Ostazeski, at Davenport & Company LLC by phone at (410) 296-9426.

By submitting a bid for the Bonds, a bidder represents and warrants to the County that it has an established industry reputation for underwriting new issuances of municipal bonds unless the bidder notifies the County otherwise prior to the date of the sale of the Bonds.

Electronic Bidding Procedures

Electronic bids must be submitted for the purchase of the Bonds via **BiDCOMP/PARITY**. Bids will be communicated electronically to the County at 10:45 a.m., local Centreville, Maryland time, on May 3, 2022. Prior to that time, a prospective bidder may (1) submit the proposed terms of its bid via **BiDCOMP/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 **BiDCOMP/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 **BiDCOMP/PARITY** shall constitute the official time.

No bids will be accepted in written form, by facsimile transmission or in any other medium or on any system other than by via **BiDCOMP/PARITY**. No bid will be received after the time for receiving such bids specified above.

Bid Specifications

Each proposal must specify the amount bid for the Bonds (not less than 100% of par). Bidders shall state in their electronic bids the rate or rates of interest to be paid on the Bonds in multiples of one-eighth (1/8) or one-twentieth (1/20) of one percent (1%), and each proposal shall be based and submitted on the rate or rates stated therein. Bidders may specify more than one rate of interest to be borne by the Bonds, but the difference between the highest and lowest rates named may not be greater than four percent (4%) for the Bonds. Each bidder must specify in its bid a single interest rate for each maturity of the Bonds. A zero rate may not be named for any maturity. Bidders may designate in their proposal two or more consecutive serial maturities beginning no earlier than April 1, 2032 and in any year thereafter as a term bond which matures on the maturity date of the last serial maturity of the sequence. The stated maturity date for any term bond so designated may not be earlier than April 1, 2033. More than one such sequence of serial maturities

may be designated as a term bond. Any term bond so designated shall be subject to mandatory redemption in each year on the principal payment date and in the entire amount of each serial maturity designated for inclusion in such term bond. No bid will be accepted for less than 100% of the par amount of the Bonds. The Bonds will be awarded to the bidder naming the lowest true interest cost for all of the Bonds in any legally acceptable proposal and offering to pay not less than par. The lowest true interest cost with respect to the Bonds will be determined 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 amount bid. Where the proposals of two or more bidders result in the same lowest true interest cost for the Bonds, the Bonds may be apportioned between such bidders, but if this shall not be acceptable, the County shall have the right to award all of the Bonds to one bidder. The right is reserved to the County to reject any or all proposals and to waive any irregularity or informality in any proposal. The Board's judgment shall be final and binding upon all bidders with respect to the form and adequacy of any proposal received and as to its conformity to the terms of this Notice of Sale. Any award of the Bonds may be made as late as 4:00 P.M. on the sale date. All bids remain firm until an award is made.

Procedures for Sale and Principal Amount Changes

The aggregate principal amount and the principal amount of each maturity of the Bonds are subject to adjustment by the County, both before and after the receipt of bids for their purchase. Pre-sale, the County reserves the right to increase or decrease the preliminary aggregate principal amount of the Bonds and/or change the preliminary principal amounts of the maturity schedule (the "Preliminary Aggregate Principal Amount" and the "Preliminary Principal Amount," respectively, and collectively, the "Preliminary Amounts") set forth above from time to time up until 9:30 a.m. prevailing Eastern Time on the date of sale. Any pre-sale revisions to the Preliminary Aggregate Principal Amount and the Preliminary Principal Amounts, as so revised (the "Revised Aggregate Principal Amount" and the "Revised Principal Amount" of each maturity schedule of the Bonds, respectively, and collectively, the "Revised Amounts") will be made available on the BiDCOMP/Parity/www.i-dealprospectus.com system no later than 9:30 a.m. prevailing Eastern Time on the date of sale. In the event any such pre-sale revisions are made to the maturity schedule and so communicated not later than 9:30 a.m. prevailing Eastern Time on the date of sale, the last pre-sale revisions so published shall constitute the applicable maturity schedule for purposes of submitting electronic bids with respect to the Bonds and the Revised Amounts will be used to compare bids and select the winning bidder. ALL BIDS SHALL REMAIN FIRM UNTIL 4:00 P.M. ON THE SALE DATE. Changes made to the Revised Amounts after the sale of the Bonds, as so revised (the "Final Amounts") will be communicated to the successful bidder by 5:00 p.m. prevailing Eastern Time on the date of sale and will not reduce or increase the Revised Aggregate Principal Amount of the Bonds by more than 15% from the amount bid upon. Such changes may result in the elimination of one or more maturities of the Bonds. The dollar amount bid by the successful bidder will be adjusted proportionally to reflect any reduction or increase in the Revised Amounts of the Bonds in determining the Final Amounts. Such adjusted bid price will reflect changes in the dollar amount of the underwriters' discount and original issue discount or premium, if any, but will not change the coupon rates and the initial public offering prices specified by the successful bidder. THE SUCCESSFUL BIDDER MAY

NOT WITHDRAW ITS BID AS A RESULT OF ANY CHANGES MADE WITHIN THESE LIMITS.

Change of Bid Date

The County reserves the right to postpone, from time to time, or cancel the date established for the receipt of bids. Any such postponement or cancellation will be announced by BiDCOMP/Parity/www.i-dealprospectus.com or TM3 by notice 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 BiDCOMP/Parity/www.i-dealprospectus.com or TM3 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. If all bids are rejected and an Alternative Sale Date for receipt of bids established, notice of the Alternative Sale Date will be announced via BiDCOMP/Parity/www.i-dealprospectus.com or TM3 not less than 48 hours prior to such Alternative Sale Date. On any such Alternative Sale Date, any bidder may submit a bid 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 BiDCOMP/Parity/www.i-dealprospectus.com or TM3 at the time the sale date and time are announced.

Award

As promptly as reasonably practicable after the bids are opened, the County will notify the bidder to whom the Bonds will be awarded, if and when such award is made. It is noted that the County has the right to award the Bonds by private negotiation at any time and may determine to exercise such right either before bids are submitted in response to this Notice of Sale or in the event that all bids are rejected. The County may so negotiate with, and make such award to, any person, including bidders hereunder.

Good Faith

The successful bidder of the Bonds shall submit a good faith deposit in the amount of \$140,550 (the "Good Faith Deposit") for the winning bid on the Bonds to the County as provided below. The Good Faith Deposit will secure the County from any loss resulting from the failure of the successful bidder to comply with the terms of the bid. The successful bidder shall transfer the Good Faith Deposit by wire transfer directly to the County upon notification of the preliminary award of the Bonds, as indicated on PARITY (the "Preliminary Award"), but in any case, no later than 4:00 p.m., prevailing Eastern Time, on the date of sale. Wire instructions will be provided to the successful bidder by the County's Financial Advisor upon notification of the Preliminary Award.

The successful bidder will provide as quickly as it is available evidence of wire transfer to the County's Financial Advisor by providing to the County's Financial Advisor the federal funds reference number. The formal award of the Bonds shall not be made until the County's Financial Advisor has confirmation of receipt of the Good Faith Deposit, and if the successful bidder fails to so deliver the Good Faith Deposit by the time designated above, the County will have the option

to withdraw the Preliminary Award and the successful bidder shall be responsible to the County for all consequential damages arising from such withdrawal.

At the time of the delivery of the Bonds, the Good Faith Deposit will be applied against the purchase price for the Bonds or will be retained as liquidated damages upon the failure of the successful bidder to take and pay for the Bonds in accordance with the terms of its proposal. The successful bidder shall have no right in or to the Good Faith Deposit if it fails to complete the purchase of, and payment in full of, the Bonds for any reason whatsoever, unless such failure of performance shall be caused by an act or omission of the County. No interest will be paid upon the Good Faith Deposit to the successful bidder. Notwithstanding the foregoing, should a successful bidder fail to pay for the Bonds at the price and on the date agreed upon, the County retains the right to seek further compensation for damages sustained as a result of the successful bidder so failing.

CUSIP Numbers

CUSIP identification numbers for the Bonds will be applied for by the financial advisor to the County, but the County will assume no obligation for the assignment or printing of such numbers on the Bonds or the correctness of such numbers, and neither the failure to print such numbers 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.

Delivery of the Bonds; Official Statement

When delivered, the Bonds shall be duly executed and authenticated and registered in the name of Cede & Co., as nominee of DTC, as registered owner of the Bonds.

Not later than seven (7) business days after the award of the Bonds to the successful bidder on the day of sale, the County will authorize an Official Statement, which is expected to be substantially in the form of the Preliminary Official Statement referred to below. If so requested by the purchaser or purchasers at or before the close of business on the date of the sale, the County will include in the Official Statement such pricing and other information with respect to the terms of the reoffering of the Bonds by the successful bidder(s) (“Reoffering Information”), if any, as may be specified and furnished in writing by such bidder. If no Reoffering Information is specified and furnished by the successful bidder(s), the Official Statement will include the interest rates on the Bonds resulting from the bid of the successful bidder and the other statements with respect to reoffering contained in the Preliminary Official Statement. The successful bidder for the Bonds shall be responsible to the County and its officials for the Reoffering Information, and for all decisions made by such bidder with respect to the use or omission of the Reoffering Information in any reoffering of the Bonds, including the presentation or exclusion of any Reoffering Information in any documents, including the Official Statement. The successful bidder will also be furnished, without cost, with up to 100 copies of the Official Statement (and any amendments or supplements thereto).

Delivery of the Bonds, without expense, will be made by the County to the purchaser or purchasers on or about May 17, 2022, or as soon as practicable thereafter, through DTC and, thereupon, said purchaser or purchasers will be required to accept delivery of the Bonds purchased and pay, in federal funds, the balance of the purchase price due. 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 affecting the validity of any of the Bonds. It shall be a condition to the obligation of said purchaser or purchasers to accept delivery of and pay for the Bonds that, simultaneously with or before delivery and payment for the Bonds, said purchaser or purchasers shall be furnished a certificate or certificates of an authorized officer of the County to the effect that, to the best of their knowledge and belief, the Official Statement (and any amendment or supplement thereto) (except for the Reoffering Information provided by the purchaser and information regarding DTC and DTC's book-entry system provided by DTC, 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 the 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).

Miscellaneous

The Bonds will be issued and sold subject to approval as to legality by McKennon Shelton & Henn LLP, Baltimore, Maryland, Bond Counsel, whose approving opinion substantially in the form included in the Preliminary Official Statement referred to below will be delivered, upon request, to the purchaser or purchasers of the Bonds.

To assist bidders in complying with 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 it will undertake to provide certain information annually and notices of certain events. The form of this agreement is set forth in the Preliminary Official Statement and will also be set forth in the Official Statement.

NOTE: The County may revise this Notice of Sale by written notice available to prospective bidders at the place of sale at the time for submission of bids via BiDCOMP/Parity/www.i-dealprospectus.com or by publishing notice of any revisions on THE MUNICIPAL MARKET MONITOR ("TM3") SERVICES OF THOMSON REUTERS (www.tm3.com) at or before the time for submission of bids. Any bid submitted shall be in accordance with, and incorporate by reference, this Notice of Sale including any revisions made pursuant to this paragraph.

The Preliminary Official Statement, together with this Notice of Sale, may be obtained from the County Administrator, Queen Anne's County, County Office Bldg. 107 North Liberty Street, Centreville, MD 21617, (410) 758-4098 or from Susan Ostazeski, Davenport & Company LLC, 8600 LaSalle Road, Suite 618, Towson, Maryland 21286, (410) 296-9426. The Preliminary Official Statement, together with this Notice of Sale and the required form of proposal may be accessed via the internet at <https://www.newissuehome.i-deal.com/Parity>. Such Preliminary

Official Statement is deemed final by the County as of its date for purposes of SEC Rule 15c2-12 but is subject to revision, amendment and completion in the Official Statement referred to above.

By order of

BOARD OF COUNTY COMMISSIONERS OF
QUEEN ANNE'S COUNTY

(Continued on next page)

Section 9. As soon as may be practicable after each sale hereinabove provided for has been held, the Bonds of each series shall be suitably prepared in definitive form, executed and delivered to the purchaser thereof upon receipt of the purchase price therefor, plus interest accrued to the date of delivery, less the good faith deposit accompanying the proposal for such Bonds. The President of the Board of County Commissioners, the County Administrator, the Director of Budget, Finance and Information Technology or the Acting Director of Budget, Finance and Information Technology (whether duly appointed or Acting, the “Director of Finance”), and any of their designees, and all other officers and employees of the County are each expressly authorized, empowered and directed to take any and all action necessary, appropriate or helpful to complete and close the award, sale and delivery of the Bonds to the purchasers thereof and to effectuate the refunding of the Refunded Bonds.

Section 10. Immediately after the sale of the Bonds, the interest rate or rates payable thereon shall be fixed by order of the President of the Board of County Commissioners, the County Administrator or the Director of Finance (except to the extent provided in Section 9), individually or collectively, such order awarding the Bonds to the best bidder (in such officer’s sole discretion) in accordance with the terms and conditions of the sale of the Bonds, and said Bonds shall thereupon be suitably printed and delivered to the purchasers thereof in accordance with the conditions of delivery set forth in the related Notice of Sale. The County Administrator or the Director of Finance may deduct from the total gross proceeds from the sale of the Bonds all or a portion of the related expenses incurred in the issuance of the Bonds.

Section 11. For the purpose of paying the principal of and interest on each series of the Bonds when due, the County shall levy or cause to be levied, for each and every fiscal year during which the Bonds of such series may be outstanding, upon all real and tangible personal property within its corporate limits subject to assessment for County taxation, ad valorem taxes in rate and amount sufficient to provide for the prompt payment, when due, of the principal of and interest on the Bonds of such series in each such fiscal year; and, if the proceeds from the taxes so levied in any fiscal year are inadequate for such payment, additional taxes shall be levied in the succeeding fiscal year to make up such deficiency. The full faith and credit and unlimited taxing power of the County are hereby irrevocably and unconditionally pledged to the prompt payment of the principal of and interest on each series of the Bonds as and when they become due and payable and to the levy and collection of the taxes hereinabove prescribed as and when such taxes may become necessary in order to provide sufficient funds to meet the debt service requirements of each series of the Bonds. The County hereby covenants and agrees with each of the registered owners of the Bonds of each series to levy and collect the taxes hereinabove prescribed and to take any further action that may be appropriate from time to time during the period that the Bonds of each series remain outstanding and unpaid to provide the funds necessary to pay promptly the principal thereof and the interest due thereon. The County may apply to the payment of the principal of or interest on each series of the Bonds of an issue any funds received by it from the State of Maryland or the United States of America or any governmental agency or instrumentality, or from any other source, if such funds are granted for the purpose of assisting the County in accomplishing the type of project or projects which each series of the Bonds of that issue are issued to finance, and to the extent of any such funds received or receivable in any fiscal year, the taxes hereby required to be levied may be reduced proportionately.

Section 12. (a) The President of the Board of County Commissioners and the County Administrator shall be the officials of the County responsible for the issuance of Tax-Exempt Bonds within the meaning of Section 1.148-2(b)(2) of the Arbitrage Regulations (defined below). The President of the Board of County Commissioners and the County Administrator shall also be the officials of the County responsible for the execution and delivery (on the date of the issuance of the Tax-Exempt Bonds) of one or more certificates of the County (collectively, the “Tax and Section 148 Certificate”) that complies with the requirements of Section 148 of the Internal Revenue Code of 1986, as amended (“Section 148”), and the applicable regulations thereunder (the “Arbitrage Regulations”), and such officials are hereby authorized and directed to execute and deliver the Tax and Section 148 Certificate to counsel rendering an opinion on the validity of the Tax-Exempt Bonds on the date of the issuance of the Tax-Exempt Bonds.

(b) The County shall set forth in the Tax and Section 148 Certificate its reasonable expectations as to relevant facts, estimates and circumstances relating to the use of the proceeds of the Tax-Exempt Bonds or of any moneys, securities or other obligations on deposit to the credit of any account of the County which may be deemed to be proceeds of the Tax-Exempt Bonds pursuant to Section 148 or the Arbitrage Regulations (collectively, the “Tax-Exempt Bond Proceeds”). The County covenants that the facts, estimates and circumstances set forth in the Tax and Section 148 Certificate will be based on the County’s reasonable expectations on the date of the issuance of the Tax-Exempt Bonds and will be, to the best of the certifying officials’ knowledge, true and correct as of that date.

(c) The County covenants and agrees with each of the registered owners of the Tax-Exempt Bonds that it will not make, or (to the extent that it exercises control or direction) permit to be made, any use of the Tax-Exempt Bond Proceeds that would cause the Tax-Exempt Bonds to be “arbitrage bonds” within the meaning of Section 148 and the Arbitrage Regulations. The County further covenants that it will comply with Section 148, as amended, and the Arbitrage Regulations which are applicable to the Tax-Exempt Bonds on the date of issuance thereof and which may subsequently be made applicable thereto as long as the Tax-Exempt Bonds remain outstanding and unpaid. The President of the Board of County Commissioners and the County Administrator are hereby authorized and directed to prepare or cause to be prepared and to execute any certification, opinion or other document, including, without limitation, the Tax and Section 148 Certificate, which may be required to assure that the Tax-Exempt Bonds will not be deemed to be “arbitrage bonds” within the meaning of Section 148 and the Arbitrage Regulations. All officers, employees and agents of the County are hereby authorized and directed to take such actions, and to provide such certifications of facts and estimates regarding the amount and use of the proceeds of the Tax-Exempt Bonds, as may be necessary or appropriate from time to time to comply with, or to evidence the County’s compliance with, the covenants set forth in this Section.

(d) The County further covenants that it shall make such use of the proceeds of the Tax-Exempt Bonds, regulate the investment of the proceeds thereof, and take such other and further actions as may be required to maintain the excludability from gross income for federal income tax purposes of interest on the Tax-Exempt Bonds

(e) The President of the Board of County Commissioners or the County Administrator may make such covenants or agreements in connection with the issuance of the Tax-Exempt Bonds

as either of them shall deem advisable in order to assure the registered owners of the Tax-Exempt Bonds that interest thereon shall be and remain excludable from gross income for federal income tax purposes, and such covenants or agreements shall be binding on the County so long as the observance by the County of any such covenants or agreements is necessary in connection with the maintenance of the exclusion of the interest on such Tax-Exempt Bonds from gross income for federal income tax purposes. The foregoing covenants and agreements may include such covenants or agreements on behalf of the County regarding compliance with the provisions of the Internal Revenue Code, as amended and the Arbitrage Regulations as the President of the Board of County Commissioners and the County Administrator shall deem advisable in order to assure the registered owners of the Tax-Exempt Bonds that interest thereon shall be and remain excludable from gross income for federal income tax purposes, including (without limitation) covenants or agreements relating to the investment of Tax-Exempt Bond Proceeds, the payment of certain earnings resulting from such investment to the United States, limitations on the times within which, and the purpose for which, Tax-Exempt Bond Proceeds may be expended, or the use of specified procedures for accounting for and segregating Tax-Exempt Bond Proceeds. Such covenants and agreements may be set forth in the Tax and Section 148 Certificate.

Section 13. (a) The distribution of an Official Statement pertaining to the Bonds is hereby authorized, the final form of such Official Statement to be approved by the President of the Board of County Commissioners as evidenced by said President's signature thereon. The distribution of the Preliminary Official Statement with respect to the Bonds is hereby authorized. The Official Statement shall be in substantially the form of such Preliminary Official Statement, with such changes, modifications, additions and deletions as the President of the Board of County Commissioners may approve.

(b) The President of the Board of County Commissioners is hereby expressly authorized to approve the form of and execute and deliver on behalf of the County, a continuing disclosure agreement to assist bidders in complying with Securities and Exchange Commission Rule 15c2-12(b)(5).

(c) The President of the Board of County Commissioners is also hereby expressly authorized to (i) approve the form and contents of, and provisions for the execution and delivery of, such documents as the President of the Board of County Commissioners shall deem necessary or desirable to evidence, secure or effectuate the issuance, sale and delivery of each series of the Bonds and to effectuate the refunding of the Refunded Bonds; and (ii) to specify, prescribe, determine, provide for or approve such other matters in connection with the authorization, issuance, execution, sale, delivery and payment of the Bonds, the refunding of the Refunded Bonds and the consummation of the transactions contemplated by this Resolution as may be deemed necessary or appropriate by the President of the Board of County Commissioners.

(Signatures appear on following page)

Section 14. This Resolution shall become effective on the date of its adoption.

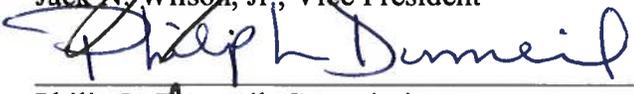
COUNTY COMMISSIONERS OF
QUEEN ANNE'S COUNTY, MARYLAND



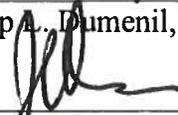
Christopher M. Corchiarino, President



Jack N. Wilson, Jr., Vice President



Philip A. Dumenil, Commissioner



James J. Moran, Commissioner



Stephen Wilson, Commissioner

Adopted on April 12, 2022