

**ORDER OF THE CUMBERLAND COUNTY COMMISSIONERS
AUTHORIZING THE ISSUANCE OF
OF GENERAL OBLIGATION BONDS
AND APPROPRIATING THE PROCEEDS THEREOF**

WHEREAS, the County desires to authorize the issuance of up to \$3,836,406 principal amount of the County's General Obligation Bonds and Notes in anticipation thereof, and to appropriate the proceeds thereof to finance the Projects described in this Order;

NOW, THEREFORE, be it voted, resolved, and ordered by the Commissioners of Cumberland County, Maine:

Section 1: Appropriation. The sum of \$3,836,406 is hereby appropriated, from the proceeds of the Bonds and Notes herein authorized, to finance the costs of the following projects: 1.) up to \$550,000 for the replacement of a roof at the Cumberland County Jail; 2.) up to \$130,000 for improvements to the fire alarm system at the Cumberland County Jail; 3.) up to \$275,000 for repointing of the brick at the Cumberland County Jail; 4.) up to \$481,406 for repairs to the garage at the Cumberland County Courthouse; 5.) up to \$2,400,000 for improvements to the cell door locks at the Cumberland County Jail, and which Bonds and Notes may also finance costs of issuance of the Bonds and Notes and capitalized interest of up to three years on the Bonds and Notes (the "Projects").

Section 2: Authorization of Bonds. For the purposes of financing the aforesaid appropriations and to refund any temporary notes issued pursuant thereto, pursuant to the County Charter and all amendments thereof and acts additional thereto, and Title 30-A of the Maine Revised Statutes and all other authority thereto enabling, the Cumberland County Board of Commissioners hereby approves and authorizes the issue, sale and delivery of the General Obligation Bonds of the County in a principal amount not to exceed \$3,836,406, such Bonds to be fully registered Bond in an aggregate amount not to exceed \$3,836,406, maturing and payable in installments as set forth herein; and to be in such form and contain such terms and provisions as the officers executing the same may approve, their approval to be conclusively evidenced by their execution thereof. The Bonds and Notes herein authorized shall be either sold at public sale upon sealed bid, or by negotiated sale in such manner as the Treasurer deems appropriate and in the best interest of the County, including, without limitation, by private sale.

Section 3: Authorization of Notes. The Treasurer is authorized to borrow money in anticipation of said Bonds by the issuance and sale of notes or renewal notes in anticipation thereof (the "Notes") and to determine the date, form, interest rate, maturities (not later than 3 years from date of issuance in the case of any Notes) and all other details of each issue of Notes, including the form and manner of their sale and award, subject to the provisions of the law, the County Charter and this Order.

Section 4: Rates and Other Provisions; Execution. The Bonds and any Notes shall mature at the times and in the amounts, to be dated as of such date, be payable on such dates and in such amounts, to bear interest at the rate or rates and to be in such form and to contain such terms and provisions (including but not limited to early redemption provisions, if any) as the Treasurer may hereafter determine or authorize, such approval to be conclusively evidenced by his execution and delivery of such Bonds. Each Bond or Note issued hereunder shall be signed by the Treasurer, shall be countersigned by the Chair of the Board of Commissioners, and shall be sealed with the seal of the County, attested to by its Clerk.

Section 5: Redemption. The Treasurer is hereby authorized to provide that any of the Bonds and Notes hereinbefore authorized be made callable, with or without premium, prior to their maturity.

Section 6: Municipal Advisor. The Treasurer be and hereby is authorized to select a municipal

advisor and the underwriter for the Bonds and Notes herein authorized and the Treasurer be and hereby is authorized and empowered to execute and deliver such contracts or agreements as may be necessary or appropriate in connection therewith.

Section 7: Offering Documents. The Treasurer be and hereby is authorized to prepare, or cause to be prepared, a Preliminary Official Statement and an Official Statement for use in the offering and sale of the Bonds and Notes herein authorized, such Preliminary Official Statement and Official Statement to be in such form and contain such information as may be approved by the Treasurer, with the advice of the bond counsel for the County, and that the use and distribution of the Preliminary Official Statement and the Official Statement in the name of an on behalf of the County in connection with offering the Bonds and Notes for sale be and hereby is approved.

Section 8: Tax-Exempt Covenants. The Treasurer is hereby authorized to covenant and certify on behalf of the County, to the extent applicable, that no part of the proceeds of the issue and sale of the Notes or the Bonds authorized to be issued hereunder shall be used directly or indirectly to acquire any securities or obligations, the acquisition of which would cause such Notes or Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"), and that no part of the proceeds of the issue and sale of such Notes or Bonds (including any notes and bonds in renewal thereof) shall be used, directly or indirectly, in such manner which would cause the Notes or Bonds to be "private activity bonds" within the meaning of Section 141 of the Code. The Treasurer is hereby authorized to covenant and agree, on behalf of the County, for the benefit of the holders of the Bonds and Notes, that the County will file any required reports and take any other action that may be necessary to ensure that interest on the Bonds and Notes will remain exempt from federal income taxation, and that the County will refrain from any action that would cause interest on the Bonds or Notes to be subject to federal income taxation.

Section 9: Qualified Tax-Exempt Obligations. To the extent permitted under the Code, the Treasurer is hereby authorized to designate any of the Bonds or Notes authorized to be issued hereunder as qualified tax-exempt obligations for purposes of Section 265(b) of the Code. Alternatively, the Treasurer is hereby authorized to issue bonds on a taxable basis as may be necessary, and to execute such certificates or other documents as may be necessary in connection with such taxable bonds.

Section 10: Disclosure. The Treasurer is hereby authorized to covenant, certify and agree, on behalf of the County, for the benefit of the holders of the Notes or Bonds, that the County will file any required reports, make any annual financial or material event disclosure, and take any other action that may be necessary to insure that the disclosure requirements imposed by Rule 15c2-12 of the Securities and Exchange Commission, if applicable, are met.

Section 11: County Officials. If any of the officers or officials of the County who have signed or sealed the Bonds or Notes shall cease to be such officers or officials before the Bonds or Notes so signed and sealed shall have been actually authenticated or delivered by the County, such Bonds or Notes nevertheless may be authenticated, issued, and delivered with the same force and effect as though the person or persons who signed or sealed such Bonds or Notes had not ceased to be such officer or official; and also any such Bonds or Notes may be signed and sealed on behalf of the County by those persons who, at the actual date of the execution of such Bonds or Notes, shall be the proper officers and officials of the County, although at the nominal date of such Bonds or Notes any such person shall not have been such officer or official.

Section 12: Deputy Officers. If the Treasurer, Chair of the Board of Commissioners, or Clerk are for any reason unavailable to approve and execute the Bonds or Notes or any of the related financing documents, the person or persons then acting in any such capacity, whether as an assistant, a deputy, or

otherwise, is authorized to act for such official with the same force and effect as if such official had herself performed such act.

Section 13: Other Actions. The Treasurer, Chair of the board of Commissioners, Clerk and other appropriate officers of the County are hereby authorized and empowered to do all such acts and things as may be deemed necessary or desirable in order to effect the borrowing from said Bank of up to \$3,836,406 and the issue and delivery to said Bank as evidence thereof of a corresponding principal amount of the Bonds of the County as hereinabove authorized, and to execute, deliver, file, approve, and record all such financing documents, contracts, deeds, assignments, certificates, memoranda, abstracts, and other documents as may be necessary or advisable, with the advice of counsel for the County, including but not limited to any certificates, bond insurance agreements, notices of sale and other documents as may be necessary or appropriate in connection with the sale of the Bonds and Notes and any letter of credit agreement or liquidity facility agreement necessary to the issuance of any Bonds or Notes, to carry out the provisions of this Bond Order and the provisions set forth above in connection with the Projects, the execution, sale, and delivery by the County of the Bonds and Notes and the execution and delivery of any related financing documents.

Section 14: Costs; Reallocation. The term “cost” or “costs” as used herein and applied to the Projects, or any portion thereof, includes, but is not limited to (1) the purchase price or acquisition cost of all or any portion of the Projects; (2) the cost of planning, developing, preparation of specifications, surveys, engineering, feasibility studies, legal and other professional services associated with the Projects; (3) the cost of environmental studies and assessments; (4) the cost of financing charges and issuance costs, including premiums for insurance, interest prior to and during construction and for a period not to exceed three (3) years from the issue date of the Bonds or Notes, administrative fees and costs, legal and accounting fees and costs, application fees, and other fees and expenses relating to the financing transaction; and (5) the cost of all other financing authorized hereunder, whether related or unrelated to the foregoing. In the event that any proceeds of the Bonds or Notes remain unspent upon completion of some or all of the Projects, or if the County abandons some or all of the Projects, the County reserves the right to reallocate unspent proceeds to the costs of other qualified projects approved, or to be approved, by the Board of Commissioners, or to apply unspent proceeds to the payment of debt service on the Bonds or the Notes.

Section 15: Tax Levy. In each of the years during which any of the Bonds or Notes issued hereunder are outstanding, there shall be levied a tax in an amount which, with other revenues, if any, available for that purpose, shall be sufficient to pay the interest on said Bonds or Notes, payable in such year, and the principal of such Bonds or Notes maturing in such year (except in the case of Notes to be refunded in that year by the issuance of Bonds).

Section 16: Investment Earnings; Premium. The investment earnings on the proceeds of the Bonds and Notes, if any, and the excess proceeds and premium of the sale of the Bonds and Notes, if any, are hereby appropriated for the following purposes, such proceeds to be held and applied in the following order of priority: (a) to any costs of the Projects in excess of the principal amount of the Bonds or Notes; and (b) in accordance with applicable terms and provisions of the Arbitrage and the Use of Proceeds Certificate delivered in connection with the sale of the Bonds or Notes.

Section 16: Reimbursement. The Board of Commissioners hereby declare its official intent within the meaning of Treasury Regulation 1.150-2 to pay, on an interim basis, costs of the Projects, which costs the County reasonably expects to reimburse with proceeds of the Bonds or Notes to be issued in the maximum principal amount of \$3,836,406.

ADOPTED this 11th day of September, 2023 by the Cumberland County Commissioners:

Neil D. Jamieson, Jr., Chair

Susan E. Witonis

Stephen Gorden

Patricia Smith

James F. Cloutier