

BOND COUNSEL CERTIFICATION OF COMPLIANCE**Prince George's County Policy for Tax Increment Financing
Largo Town Center Metro Development District
Parcel O**

September 21, 2023

McGuireWoods LLP serves as bond counsel to Prince George's County, Maryland in connection with the proposed issuance of special obligation bonds to finance certain infrastructure pertaining to Parcel O in the Largo Town Center Metro Development District.


The applicable provision of Prince George's County Council Resolution CR-21-2019, as modified by Council Bill CB-95-2023 (the "**Resolution**"), states that a proposed tax increment financing ("**TIF**") project must meet each of the criteria in the Resolution; compliance with the Resolution be certified by the developer, County Executive and Bond Counsel; and the County Council review the TIF proposal and certification and approve the same by resolution. This certificate is given to fulfill the requirement of Bond Counsel certification.

As the basis for this certificate, we have reviewed, and relied without independent verification or judgment upon:

- A. The legal opinion of Gibbs and Haller, P.A., dated September 14, 2023, regarding compliance with Prince George's County land use plans;
- B. The TIF Proposal and Developer's Certificate (the "**TIF Proposal**"), dated September 14, 2023; and
- C. The County Executive Certificate of Compliance, dated September 21, 2023.

We also note that a Supplier Diversity and Equity Plan dated September 14, 2023 has been delivered to the County MBE Compliance Manager for review and approval pursuant to CB-51-2023.

Based on the foregoing, I certify that the provisions of the Resolution have been complied with in connection with the delivery of the TIF Proposal.

McGuireWoods LLP

Alan C. Cason
Partner