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COUNTY COUNCIL OF PRINCE GEORGE'S COUNTY, MARYLAND

Legislative Session _____ 1990

Resolution No. _____ CR-85-1990

Proposed by The Chairman (by request - County Executive)

Introduced by Council Members Castaldi, Wineland, Bell,
_____ and Pemberton

Co-Sponsors _____

Date of Introduction October 2, 1990

RESOLUTION

A RESOLUTION concerning

Recycling and Disposal System Revenue Bonds

FOR the purpose of authorizing and providing for the issuance and sale by Prince George's County, Maryland (the "County"), of its revenue bonds (the "Bonds") in a maximum principal amount not to exceed \$33,000,000 pursuant to Council Bill No. CB-57-1990, passed by the County Council of the County on July 31, 1990, and approved by the County Executive of the County (the "County Executive") on August 13, 1990 (the "Ordinance") in order to finance certain facilities of the County's recycling and solid waste disposal system (the "System"); to describe the facilities to be financed with the proceeds of the Bonds; to approve the form and authorize and provide for the execution of a trust indenture securing the Bonds (the "Indenture"); to provide that the Bonds and the interest and any premium on them shall be limited obligations of the County payable

solely from and secured by the revenues of the System pledged under the Indenture and shall never constitute an indebtedness or charge against the full faith and credit or taxing powers of the County within the meaning of any constitutional or charter provision or statutory limitation; to authorize the private (negotiated) or public sale of the Bonds as determined by the County Executive to be in the best interest of the County; to provide for the preparation and distribution of a preliminary official statement and a final official statement to be used in connection with the sale of the Bonds; to provide for changes in form of Indenture prior to its execution; and to provide generally for and determine various matters in connection with the authorization, issuance, sale, delivery and payment of the Bonds and the consummation of the transactions contemplated by the Ordinance.

SECTION 1. BE IT RESOLVED by the County Council of Prince George's County, Maryland, (the "County") that pursuant to Council Bill No. CB-57-1990 (the "Ordinance"), passed by the County Council of the County on July 31, 1990, and approved by the County Executive of the County (the "County Executive") on August 13, 1990, there is hereby authorized the issuance, sale and delivery of one or more series of revenue bonds of the County in the maximum principal amount not to exceed \$33,000,000 (the "Bonds") for the purpose of financing all or a portion of the costs of design, acquisition, construction, equipping, installation, expansion and improvement of certain facilities (the "Projects") constituting a part of the County's recycling and solid waste disposal system (the "System," as

defined herein), as listed in the table set forth in Attachment 1 attached hereto and made a part hereof (the "Table of Projects"). The costs of acquisition of the Projects approved hereby shall include the costs of issuing and selling the Bonds, the funding of a debt service reserve fund and any other necessary reserves and the payment of interest on the Bonds during the period of acquisition and construction and for such period thereafter shall be determined by order of the County Executive as hereinafter provided.

As provided by the Ordinance, prior to the issuance of the Bonds, the County Executive, by order, shall specify, prescribe, determine, provide for and approve all matters, details, documents and procedures in connection with the Bonds, subject to the limitations of the Ordinance and this Resolution, including, without limitation, the dates of the Bonds, their maturity dates, the interest rates payable on them (or the method of determining the same), provisions for the redemption or purchase of the Bonds (if any) prior to maturity, the provision of supporting credit or liquidity arrangements for the Bonds, the forms of the Bonds and all other terms and details of the Bonds.

The authority to issue the Bonds is intended to and shall include the authority to issue refunding revenue bonds. References herein to the "Bonds" shall include revenue refunding bonds where appropriate. In the event that any refunding revenue bonds are issued, the outstanding principal amount of any "refunded bonds" (as hereinafter defined) shall not be taken into account in determining the aggregate principal amount of Bonds issued, sold and delivered

hereunder. The term "refunded bonds" means any Bonds (i) for the payment of which (both principal and interest) provision has been made from the proceeds (including any earnings on the investment thereof) of Bonds issued pursuant to this Resolution or other moneys made available for such purpose or (ii) which have been paid from such proceeds or such moneys, whether such provision for payment, or such payment, is made at or prior to the maturity of such Bonds.

SECTION 2. BE IT FURTHER RESOLVED that the form of trust indenture a copy of which has been filed with the Clerk of the Council as Exhibit A and made a part hereof by reference (the "Indenture"), to be entered into by the County in order to secure the Bonds, to provide the details thereof and to prescribe the terms and conditions on which the Bonds are to be secured, executed, authenticated, accepted and held is hereby approved. The County Executive is hereby authorized to execute and deliver the Indenture on behalf of the County in substantially the form hereby approved, with such insertions as are therein and in this Resolution indicated and with such changes as are approved by the County Executive, consistent with the Ordinance and this Resolution.

SECTION 3. BE IT FURTHER ENACTED that the bonds and the interest and premium, if any, on them shall be payable from and secured by the pledge and assignment under the Indenture of the "System Revenues," which shall include all receipts, revenues, rentals, service charges, user fees, other charges, income, insurance proceeds and other moneys received by, or on behalf of, the County derived from or attributable to the facilities owned or

operated by the County used in the collection, transportation, storage, transfer, processing, recycling or disposal of solid waste and any contracts with any persons or entities for the provision of any of the foregoing services (collectively, the "System"), and all rights to receive any of the foregoing and the proceeds of such rights, whether now existing or hereafter coming into existence or whether now owned or held or hereafter acquired, all to the extent provided in the Indenture (as executed). The Bonds shall never constitute an indebtedness or charge against the full faith and credit or taxing powers of the County within the meaning of any constitutional or charter provision or statutory limitation.

SECTION 4. BE IT FURTHER RESOLVED that as permitted by the Ordinance, the Bonds shall be sold at private (negotiated) sale and at, above or below par as shall be determined by the County Executive, unless the County Executive deems it to be in the best interests of the County to sell the Bonds at public sale. The Bonds shall be sold at such times, on such dates and terms and to such persons, firms or corporations as the County Executive shall determine.

SECTION 5. BE IT FURTHER RESOLVED that the County Executive, or the Chief Administrative Officer if the County Executive shall so authorize in writing, is hereby authorized to cause to be prepared and distributed on behalf of the County in connection with the sale of the Bonds a preliminary official statement and a final official statement in such form as shall be approved by the County Executive or the Chief Administrative Officer, respectively.

SECTION 6. BE IT FURTHER RESOLVED that the County Executive is hereby authorized to make such changes in the form of the Indenture and any Appendices thereto prior to the execution and delivery thereof as may be deemed necessary or appropriate by the County Executive, consistent with the purpose and intent of, and within the limitations provided by, the Ordinance and this Resolution. Without limiting the generality of the foregoing, the County Executive is authorized to make such changes in the Indenture as shall be necessary to obtain favorable ratings for the Bonds from the bond rating agencies, to obtain any credit enhancement for the Bonds or otherwise to permit the sale of the Bonds upon terms that, taken as a whole, are deemed reasonable by the County Executive. Such changes may include any of the provisions authorized to be included in the Indenture under Section 21-137.6 of the Ordinance.

The execution and delivery of the Indenture by the County Executive shall constitute conclusive evidence of the approval by the County Executive of any changes authorized hereby.

SECTION 7. BE IT FURTHER RESOLVED that the County Executive, the Chief Administrative Officer, the Deputy Chief Administrative Officer, the Director of Finance, the Deputy Director of Finance, the Clerk of the County Council and such other officers and officials of the County as may be appropriate are hereby authorized to execute and deliver, for and on behalf of the County any and all additional certificates, documents or other papers and to do any and all things deemed necessary or appropriate in order to effect the issuance and sale of the Bonds and the execution and delivery of the

Jean M. Schmuhl, CMC
Clerk of the Council

NOTE: Attachment "1" available in hard copy only.