

COUNTY COUNCIL OF PRINCE GEORGE'S COUNTY, MARYLAND

2002 Legislative Session

Bill No. CB-60-2002

Chapter No. 53

Proposed and Presented by The Chairman (by request – County Executive)

Introduced by Council Members Shapiro, Bailey and Wilson

Co-Sponsors _____

Date of Introduction July 2, 2002

BILL

1 AN ACT concerning

2 The Issuance and Sale of General Obligation

3 Stormwater Management Bonds

4 For the purpose of authorizing and empowering Prince George's County, Maryland, pursuant to
 5 Title 3, Subtitle 2 of Article 29 of the Annotated Code of Maryland (1997 Replacement Volume
 6 and 2001 Supplement), Section 2C of Article 31, Annotated Code of Maryland (1997
 7 Replacement Volume, 2001 Supplement), and the Maryland Water Quality Financing
 8 Administration Act, Sections 9-1601 to 9-1622, inclusive, of the Maryland Annotated Code,
 9 Environment Article (1996 Replacement Volume and 2001 Supplement) to issue and sell an
 10 amount not to exceed Four Million Nine Hundred Thirty-eight Thousand Dollars (\$4,938,000) in
 11 aggregate principal amount of general obligation stormwater management bonds for the purpose
 12 of providing funds for financing in whole or in part costs of the planning, construction,
 13 reconstruction, acquisition, establishment, extension, enlargement, demolition or purchase of
 14 certain capital projects set forth in the capital budget of the County for the fiscal year ending
 15 June 30, 2003, constituting facilities (including without limitation any land, interest in land or
 16 equipment) for the control and disposition of storm and surface waters, environmental restoration
 17 and/or wetlands construction, including describing the capital projects to be financed in whole or
 18 in part from the proceeds of the bonds hereby authorized and the estimated costs thereof;
 19 prescribing the procedures for the issuance and sale of such bonds; providing for the issuance
 20 and sale of such bonds at public or private (negotiated) sale; providing for the forms of such
 21 bonds; directing the application of the proceeds of such bonds; providing for the levy and

1 collection of taxes necessary for the payment of the principal of and interest on such bonds when
 2 due; covenanting that the proceeds of such bonds (or any moneys which may be deemed to be
 3 such proceeds) shall not be used in a manner which would cause the bonds to be "arbitrage
 4 bonds" and covenanting on other matters relating to the tax exempt status of interest on such
 5 bonds; providing generally for the issuance, sale and delivery of general obligation stormwater
 6 management bonds of Prince George's County, Maryland, and related matters; authorizing and
 7 empowering the County to issue and sell an amount not to exceed Four Million Nine Hundred
 8 Thirty-eight Thousand Dollars (\$4,938,000) in general obligation stormwater management bond
 9 anticipation notes in anticipation of the issuance and sale of such bonds; providing for the
 10 issuance of such bond anticipation notes in the form of commercial paper; providing for the
 11 issuance of such bond anticipation notes and such bonds in the form of variable rate demand
 12 obligations; providing for the issuance of such bonds or notes in registered form, including
 13 central depository and book entry arrangements; and providing generally for the issuance, sale
 14 and delivery of general obligation stormwater management bond anticipation notes of Prince
 15 George's County, Maryland.

16 SECTION 1. BE IT ENACTED by the County Council of Prince George's County,
 17 Maryland, that the issuance, sale and delivery of general obligation stormwater management
 18 bonds (the "Bonds") of Prince George's County, Maryland (the "County"), in an aggregate
 19 principal amount not exceeding Four Million Nine Hundred Thirty-eight Thousand Dollars
 20 (\$4,938,000) is hereby authorized, pursuant to Subtitle 2 of Title 3 of Article 29 of the Annotated
 21 Code of Maryland (1997 Replacement Volume and 2001 Supplement), as amended, replaced or
 22 recodified from time to time ("Subtitle 2"), in order to finance in whole or part costs of the
 23 planning, construction, reconstruction, acquisition, establishment, extension, enlargement,
 24 demolition or purchase of capital projects (the "Authorized Projects") listed in the table set forth
 25 in Attachment 1, attached to and made a part of this Act (the "Table of Projects"), constituting
 26 facilities (including without limitation land, interests in land or equipment) for the control and
 27 disposition of storm and surface waters, including floodproofing, flood control or navigation
 28 programs, environmental restoration and wetlands construction, and other stormwater programs
 29 and systems. Each Authorized Project is described in the Capital Budget of the County for the
 30 fiscal year ended June 30, 2003 under the heading set forth in the Table of Projects and has the
 31 identification number set forth in the Table of Projects. The descriptions of the Authorized

1 Projects contained in the Capital Budget are incorporated herein by reference as if set forth fully
 2 herein. The powers granted under this Act are additional and cumulative, and the bonds
 3 authorized by this Act may be issued, notwithstanding that other bond acts or laws may provide
 4 for the same or similar purposes. This Act does not modify or repeal any prior acts granting
 5 bond issuing authority for the same or similar purposes.

6 SECTION 2. BE IT FURTHER ENACTED that the attached Table of Projects lists the
 7 Authorized Projects that are to be financed in whole or in part with the proceeds of the Bonds,
 8 the currently estimated cost of each Authorized Project thereof (the "Total Authorized Amount")
 9 and the portion of the Total Authorized Amount of each Authorized Project to be financed
 10 hereunder (the "Amount of Bonds Requested").

11 It is hereby recognized and acknowledged that the information regarding the Total
 12 Authorized Amount and the Amount of Bonds Requested for each Authorized Project set forth in
 13 the Table of Projects is derived from information and estimates referenced in the Capital Budget
 14 and the Capital Improvement Program of the County for fiscal years 2003 through 2008,
 15 inclusive (the "Capital Improvement Program"), and is necessarily subject to change because of
 16 corresponding changes in construction and other costs, project time schedules, and other
 17 circumstances not now known or anticipated. It is the purpose and intent of this Act to authorize
 18 the borrowing of money to finance the Authorized Projects as such projects are referenced in the
 19 Capital Budget and Capital Improvement Program and in any amended or subsequent capital
 20 budget or capital improvement program. To implement the intent and purpose of this Act in the
 21 most expeditious manner, the County Executive of the County (the "County Executive") by his
 22 or her order or, if so provided by order of the County Executive, the Chief Administrative
 23 Officer of the County (the "Chief Administrative Officer"), by his or her order, may (i) add to the
 24 Table of Projects any project contained in the Capital Improvement Program or in any amended
 25 or subsequent capital budget or capital improvement program, provided that such project is a
 26 project that may be financed by bonds issued pursuant to Subtitle 2 and this Act; (ii) delete any
 27 Authorized Project from the Table of Projects; and (iii) revise the amounts set forth in the Table
 28 of Projects representing the Total Authorized Amount and the Amount of Bonds Requested for
 29 any Authorized Project to be consistent with the information set forth in regard to such project in
 30 any amended or subsequent capital budget or capital improvement program. In the event that the
 31 Amount of Bonds Requested for an Authorized Project is less than the amount appropriated for

1 such project in the Capital Budget or any amended or subsequent capital budget and the entire
2 principal amount of bonds issued for the Authorized Projects is not required for such projects,
3 the County Executive by his or her order or, if so provided by order of the County Executive, the
4 Chief Administrative Officer, by his or her order, may revise the Table of Projects to increase the
5 Amount of Bonds Requested of such Authorized Project to an amount not to exceed the
6 appropriated amount for such project and, correspondingly, may reduce the Amount of Bonds
7 Requested of such other Authorized Projects and make other appropriate adjustments. Nothing
8 contained in this Act shall be deemed to preclude the County Council by resolution from
9 effecting such a revision in the Table of Projects. The authority granted in this Act to revise the
10 Table of Projects shall not be construed to permit an increase in the aggregate principal amount
11 of Bonds to be issued pursuant to this Act or to effect results inconsistent with applicable laws,
12 including without limitation Subtitle 2.

13 SECTION 3. BE IT FURTHER ENACTED that the Bonds (or any portion of them) may
14 be sold and delivered as a single issue of Bonds or as two or more issues of Bonds. Such bonds
15 shall each be designated "Prince George's County, Maryland Stormwater Management Bonds,
16 Series 20___," and, in the event such bonds are issued at more than one time, the County
17 Executive or, if so provided by order of the County Executive, the Chief Administrative Officer,
18 by order, may specify such additional designation as he shall deem appropriate. Moreover, the
19 County Executive or, if so provided by order of the County Executive, the Chief Administrative
20 Officer, is hereby authorized to provide such other or alternative designation as he deems
21 necessary or convenient.

22 SECTION 4. BE IT FURTHER ENACTED that, subject to and in accordance with the
23 provisions of this Act, the County Executive or, if so provided by order of the County Executive,
24 the Chief Administrative Officer, shall determine all matters relating to the advertisement, sale,
25 issuance, delivery and payment of the Bonds, including all matters relating to the forms, dates
26 and denominations of the Bonds, the dates and amounts of principal maturities, whether all or
27 any portion of the Bonds shall be term bonds subject to mandatory sinking fund redemption and
28 the dates and amounts of any such redemptions, the methods to be used in determining interest
29 payable on the Bonds and the dates on which such interest is payable, and provisions for
30 registration of the Bonds, for their redemption prior to stated maturity, and for the use of
31 facsimile signatures or seals, whether the Bonds are to be issued in book-entry form and all

1 matters incident to the issuance of the Bonds in book-entry form. The County Executive or, if so
2 provided by order of the County Executive, the Chief Administrative Officer, shall provide for
3 the form, numbering, term and authentication of the Bonds and the form and manner of
4 execution and delivery of all documents necessary or deemed appropriate in connection with the
5 authorization, issuance, execution, sale, delivery and payment of and for the Bonds. The County
6 Executive or, if so provided by order of the County Executive, the Chief Administrative Officer,
7 may provide that no Bonds shall be issued for certain Authorized Projects authorized by this Act
8 to be financed by the Bonds and reduce the aggregate principal amount of Bonds to be issued
9 accordingly. The County Executive or, if so provided by order of the County Executive, the
10 Chief Administrative Officer, may provide for a reduction in the aggregate principal amount of
11 Bonds to be issued consistent with a determination of the minimum bond denomination size
12 based on municipal security market practices regarding denomination size, and for a
13 corresponding reduction in the principal amount of Bonds issued to finance the cost of any
14 Authorized Project. It is hereby recognized and acknowledged that, in order to manage
15 prudently the capital programs of the County, particularly in light of federal income tax laws and
16 regulations that impose penalties and other financial consequences for the failure to expend the
17 proceeds of tax-exempt bonds in a timely manner, the County Executive, pursuant to Section 3
18 of this Act, may provide for the financing of the Amount of Bonds Requested for an Authorized
19 Project by the issuance of Bonds at more than one time and from time to time. Notwithstanding
20 the provisions of Sections 2, 3 and 4 of this Act, no order of the County Executive or Chief
21 Administrative Officer permitted under this Act shall authorize or permit a reduction in the
22 principal amount of Bonds issued for an Authorized Project below the amount for which the
23 County Council has authorized temporary borrowing from other County funds.

24 The County Executive or, if so provided by order of the County Executive, the Chief
25 Administrative Officer, may provide by order for certain maturities of the Bonds to be subject to
26 prior redemption at the option of the County. If the County Executive or the Chief
27 Administrative Officer, as the case may be, so provides and the Bonds are issued with such
28 option, then in the event that the County determines to exercise such option for the purpose of
29 effecting certain cost savings by refinancing a portion of the indebtedness evidenced by the
30 Bonds through the issuance and sale of refunding bonds, it is the intent of the County that such
31 refunding bonds be issued under the authority contained in Subtitle 2 and that such refunding

1 bonds, if issued, shall constitute a refunding of indebtedness authorized by this Act and shall not
 2 constitute additional indebtedness under such authority or under any other authority. The
 3 aggregate principal amount of Bonds authorized to be issued hereunder may be increased by a
 4 supplemental ordinance.

5 The County Executive or, if so provided by order of the County Executive, the Chief
 6 Administrative Officer, may, after considering any recommendation of the County's financial
 7 adviser, reserve to the County the option to call for mandatory tender for purchase (and to sell,
 8 transfer or convey any such option to call for mandatory tender for purchase) the Bonds in whole
 9 or part, at such times and upon such premiums as the County's financial adviser may
 10 recommend.

11 SECTION 5. BE IT FURTHER ENACTED that the County Executive or, if so provided
 12 by order of the County Executive, the Chief Administrative Officer, shall determine whether the
 13 Bonds shall be sold at public sale by written or electronic bids on sealed proposals or by private
 14 (negotiated) sale and the procedures to be followed in connection with any such sale. Authority
 15 is hereby expressly delegated to the County Executive, or in his or her absence, to the Chief
 16 Administrative Officer, to (i) fix the date and the time of the sale of the Bonds; (ii) determine the
 17 form and terms of any Notice of Sale to be published in connection with any public
 18 advertisement and sale of the Bonds; and (iii) approve the form and terms of, and authorize the
 19 execution and delivery by and on behalf of the County of a bond purchase agreement with
 20 underwriters purchasing the Bonds in any private (negotiated) sale. The Bonds may be sold at,
 21 above or below the par value thereof.

22 SECTION 6. BE IT FURTHER ENACTED THAT there may be printed on each of the
 23 Bonds the text of the approving legal opinion of Bond Counsel with respect to such Bonds. Any
 24 such printed text shall be certified to be a correct copy of said opinion by the manual or facsimile
 25 signature of the County Executive.

26 The Bonds shall contain similar provisions and be in substantially the form set forth in
 27 Attachment 2, attached hereto and made a part hereof, and Bonds issued substantially in
 28 accordance with said form, with appropriate insertions as indicated, when properly executed and
 29 authenticated as required by this Section 6 shall be deemed to constitute unconditional general
 30 obligations of the County, to the payment of which, in accordance with the terms thereof, its full
 31 faith and credit are pledged, and all the covenants and conditions contained in the Bonds shall be

1 deemed to be binding upon the County.

2 Authority is hereby conferred on the County Executive or, if so provided by order of the
3 County Executive, the Chief Administrative Officer, to complete, delete or modify the blanks in
4 the respective bond forms with necessary information, to insert applicable paragraphs as
5 indicated or needed and to make such additions, deletions and substitutions in the respective
6 bond forms, not inconsistent with this Act or the County Charter, as may be necessary or
7 desirable to allow for the use of electronic bidding or for the sale of the Bonds, including
8 (without limitation) such additions, deletions and substitutions as may be necessary or desirable
9 in connection with the establishment or discontinuance of a book-entry registration system for
10 the Bonds and such changes as may be necessary to reserve to the County the option to call for
11 mandatory tender for purchase of all or any portion of the Bonds.

12 SECTION 7. BE IT FURTHER ENACTED that the County Executive or, if so provided
13 by order of the County Executive, the Chief Administrative Officer, may authorize on behalf of
14 the County the delivery of a Preliminary Official Statement and a final Official Statement in
15 connection with the issuance and sale of the Bonds.

16 SECTION 8. BE IT FURTHER ENACTED that the proceeds of the sale of the Bonds,
17 including any premium and accrued interest received therefor, shall be paid directly to the
18 Director of Finance of the County, who shall deposit the same in the proper accounts of the
19 County. The costs of issuance of the Bonds shall be allocated to the Authorized Projects
20 financed by the Bonds and shall be charged to the appropriate debt service accounts of the
21 County by the Director of Finance. There shall be deducted from the total gross proceeds
22 received for the Bonds any amount received on account of accrued interest and premium on such
23 Bonds, which amounts shall be set apart by the Director of Finance in separate accounts and
24 applied to the first interest payment on the Bonds. The balance of the proceeds of the sale of the
25 Bonds shall be expended by the County for costs of the Authorized Projects for which Bonds
26 have been issued in accordance with this Act and the provisions of Subtitle 2. If the principal
27 amount of Bonds issued for any Authorized Project exceeds the amount needed to finance such
28 Authorized Project, the excess shall be applied to any other Authorized Project or if no such
29 Authorized Project requires additional funds, to any other capital project permitted by the laws of
30 the State of Maryland (including without limitation Subtitle 2) and of the County.

31 Unless otherwise provided by act or resolution of the County Council or by Executive

1 Order pursuant to Section 11 of this Act, earnings derived from the investment of the proceeds of
 2 the Bonds may be treated as general revenues of the County and applied to general County
 3 purposes and such use of investment proceeds is hereby acknowledged and authorized.

4 SECTION 9. BE IT FURTHER ENACTED that, for the purpose of paying the interest and
 5 redeeming and paying the Bonds, as they respectively mature or become subject to mandatory
 6 redemption, the County shall include in the levy in each and every fiscal year during which any
 7 of the Bonds are outstanding a direct ad valorem tax upon all property assessed for tax purposes
 8 within the stormwater management district established by the County pursuant to Subtitle 2 (the
 9 "Stormwater Management District") (except as otherwise provided therein) at a rate required to
 10 produce the amount needed to pay, in addition to the other costs of stormwater management to
 11 be paid for from amounts in the Stormwater Management District Fund (defined herein) pursuant
 12 to Subtitle 2, for the interest on the Bonds payable during such fiscal year and the principal of all
 13 of the Bonds maturing or becoming subject to mandatory sinking fund redemption in each such
 14 fiscal year, and in the event the proceeds from taxes so levied in any such fiscal year shall prove
 15 insufficient for such purposes, additional taxes, unlimited as to rate or amount, shall be levied
 16 within the Stormwater Management District in succeeding fiscal years to make up such
 17 deficiency, all as authorized and provided for in Subtitle 2. The County may apply to the
 18 payment of the principal of and interest on the Bonds any funds received by it from the State of
 19 Maryland, the United States of America, or any agency or instrumentality thereof, or from any
 20 other source, if such funds are granted for the purpose of assisting the County in obtaining public
 21 facilities of the class or classes of public facilities for which the Bonds, or the respective portions
 22 of the Bonds, are authorized or may be otherwise lawfully applied to such payment; to the extent
 23 that any such funds are applied to such purposes in any fiscal year as provided herein, the taxes
 24 hereby required to be levied shall be reduced proportionately.

25 The full faith and credit of the County and the unlimited taxing power of the County are
 26 hereby irrevocably pledged both to the punctual payment of the maturing principal of and
 27 interest on the Bonds as and when such principal and interest respectively become due, and to
 28 the levy and collection of the taxes hereinabove prescribed as and when such taxes become
 29 necessary in order to provide sufficient funds to meet the debt service requirements of the Bonds.
 30 The County hereby solemnly covenants with each of the registered owners of any of the Bonds
 31 to take all action as may be appropriate from time to time during the period that any of the Bonds

1 remain outstanding and unpaid to provide the funds necessary to make the principal and interest
 2 payments on the Bonds. The debt service requirements of the Bonds shall have a first and prior
 3 claim on all moneys of the Stormwater Management District Fund of the County established
 4 pursuant to Subtitle 2 (the "Stormwater Management District Fund"), on a parity with the claim
 5 for moneys required for payment of debt service on all other County general obligation
 6 stormwater management bonds issued pursuant to the authority contained in Subtitle 2, whether
 7 issued prior to or after the issuance of the Bonds, and the other purposes for which funds in the
 8 Stormwater Management District Fund may be disbursed pursuant to Subtitle 2. The County
 9 further covenants and agrees with each of the registered owners of any of the Bonds to levy and
 10 collect the taxes hereinabove prescribed.

11 SECTION 10. BE IT FURTHER ENACTED that in the event any official of the County
 12 whose signature shall appear on any Bonds or on other instruments or documents pertaining
 13 thereto, shall cease to be such official prior to the delivery of the Bonds or other instruments or
 14 documents, or in the event that any official shall take office subsequent to the sale of the Bonds,
 15 his or her signature shall nevertheless be valid, sufficient and binding for the purposes herein
 16 intended.

17 SECTION 11. BE IT FURTHER ENACTED that the County Executive and the Chief
 18 Administrative Officer shall be the officers of the County responsible for the issuance of any
 19 Bonds within the meaning of the "arbitrage regulations" (defined below).

20 The County Executive, the Chief Administrative Officer and the Director of Finance shall
 21 be the officers of the County responsible for the execution and delivery (on the date of issuance
 22 of the Bonds) of a certificate of the County (the "Tax and Section 148 Certificate") which
 23 complies with the requirements of Section 148 of the Internal Revenue Code of 1986, as
 24 amended ("Section 148"), and the applicable regulations thereunder (the "arbitrage regulations"),
 25 and such officials are hereby directed to execute the Tax and Section 148 Certificate and to
 26 deliver the same to bond counsel on the date of the issuance of the Bonds.

27 The County shall set forth in the Tax and Section 148 Certificate its reasonable expectations
 28 as to relevant facts, estimates and circumstances relating to the use of the proceeds of the Bonds,
 29 or of any moneys, securities or other obligations on deposit to the credit of any account of the
 30 County which may be deemed to be proceeds of the Bonds pursuant to Section 148 or the
 31 arbitrage regulations (collectively, "Bond Proceeds"). The County covenants that the facts,

1 estimates and circumstances set forth in the Tax and Section 148 Certificate will be based on the
 2 County's reasonable expectations on the date of issuance of the Bonds and will be, to the best of
 3 the certifying officials' knowledge, true and correct, as of that date. The County shall also set
 4 forth in the Tax and Section 148 Certificate any elections provided for or permitted under the
 5 provisions of the Internal Revenue Code of 1986, as amended, that the officials executing the
 6 Tax and Section 148 Certificate deem advisable.

7 In the event that Bonds are issued pursuant to this Act with the expectation that interest on
 8 such Bonds will be excludable from gross income for federal income tax purposes, the County
 9 covenants with each of the registered owners of any of the Bonds that it will not make, or (to the
 10 extent that it exercises control or direction) permit to be made, any use of the Bond Proceeds
 11 which would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 and the
 12 arbitrage regulations. The County further solemnly covenants that it will comply with Section
 13 148 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder which are
 14 applicable to the Bonds on the date of issuance thereof and which may subsequently lawfully be
 15 made applicable thereto as long as the Bonds remain outstanding and unpaid. The County
 16 Executive, the Chief Administrative Officer and the Director of Finance of the County are
 17 hereby authorized and directed to prepare or cause to be prepared and to execute, respectively,
 18 any certification, opinion or other document, including, without limitation the Tax and Section
 19 148 Certificate which may be required to assure that the Bonds will not be deemed to be
 20 "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as
 21 amended, and the regulations thereunder.

22 The County further covenants with each of the registered owners of any of the Bonds (i)
 23 that it will not take any action or (to the extent that it exercises control or direction) permit any
 24 action to be taken that would cause the Bonds or a portion of the Bonds to be "federally
 25 guaranteed" within the meaning of Section 149(b) of the Internal Revenue Code of 1986, as
 26 amended, and (ii) that it will not make, or (to the extent that it exercises control or direction)
 27 permit to be made, any use of the proceeds of the Bonds or a portion of such proceeds that would
 28 cause the Bonds or a portion of the Bonds to be "private activity bonds" within the meaning of
 29 Section 141(b) and (c) of the Internal Revenue Code of 1986, as amended.

30 In the event that Bonds are issued pursuant to this Act with the expectation that interest on
 31 such Bonds will be excludable from gross income for federal income tax purposes, the County

Executive may make such covenants or agreements in connection with the issuance of such Bonds as he or she shall deem advisable in order to assure the registered owners of such 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 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 of 1986, as amended, as the County Executive shall deem advisable in order to assure the registered owners of such Bonds that the 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 Bond Proceeds, the payment of certain earnings resulting from such investment to the United States (or certain payments in lieu thereof as provided in the Internal Revenue Code of 1986, as amended), limitations on the times within which, and the purpose for which, Bond Proceeds may be expended, or the use of specified procedures for accounting for and segregating Bond Proceeds. Any covenant or agreement made by the County Executive pursuant to this paragraph shall be set forth in or authorized by an order executed by the County Executive.

SECTION 12. BE IT FURTHER ENACTED that the County Executive or, if so provided by order of the County Executive, the Chief Administrative Officer, is hereby authorized to select and appoint a bank or other financial institution to act as paying agent for the payment of the principal and redemption price, if any, of and interest on the Bonds and to act as registrar for the Bonds. The selection of the paying agent and bond registrar shall be accomplished in accordance with applicable provisions of law. In the event that the Bonds are issued in book-entry form, the County Executive may determine that a Bond Registrar need not be designated or that the County shall act as bond registrar and paying agent.

SECTION 13. BE IT FURTHER ENACTED that the powers granted by this Act are additional and cumulative and the bonds authorized by this Act may be issued, notwithstanding that other bond acts or laws may provide for the issuance of other bonds or the borrowing of money for the same or similar purposes on the same or other terms and conditions. This Act shall be liberally construed to effectuate its purposes, namely, to authorize the borrowing of

1 money and the incurring of indebtedness to finance the Authorized Projects set forth in this Act.
 2 Provisions of this Act shall be deemed met and satisfied if there is substantial compliance with
 3 such provisions. This Act is not intended to provide or imply that this Act or any prior act not
 4 containing a similar provision precludes the County from exercising any power or prerogative
 5 provided by this Act or any other law whether exercised solely pursuant to such other law or in
 6 conjunction with the powers provided by this Act so that, without limiting the generality of this
 7 section, the County may exercise the power to issue (i) bond anticipation notes (in anticipation of
 8 the issuance of bonds pursuant to this Act or otherwise) and grant anticipation notes pursuant to
 9 Section 12 of Article 31 of the Annotated Code of Maryland, as amended, replaced, or recodified
 10 from time to time, (ii) bonds (or any related bond anticipation or other notes) authorized by
 11 Sections 14-201 to 14-214, inclusive, of Article 41 of the Annotated Code of Maryland, as
 12 amended, replaced, or recodified from time to time, (iii) loan obligations authorized by Title 9,
 13 Subtitle 16 of the Environment Article of the Annotated Code of Maryland, as amended,
 14 replaced, or recodified from time to time, and in exercising such powers, the County may sell
 15 such notes or bonds at private (negotiated) sale as authorized by these or any other applicable
 16 laws.

17 SECTION 14. BE IT FURTHER ENACTED that in order to avoid the issuance of a greater
 18 amount of Bonds for the Authorized Projects listed in the Table of Projects than is needed
 19 therefor, and in order to permit the construction of such projects to proceed prior to the issuance
 20 of Bonds and at the same time afford the County maximum flexibility in selecting the most
 21 advantageous times for such issuance, the County may provide needed capital funds by the issue
 22 and sale of its bond anticipation notes (the "Notes") pursuant to the authority of Section 12 of
 23 Article 31 of the Annotated Code of Maryland, as amended, replaced or recodified from time to
 24 time (the "Bond Anticipation Note Act").

25 (1) The maximum principal amount of such notes issued pursuant to this Section
 26 which may be outstanding at any time shall be exceed Four Million Nine Hundred Thirty-eight
 27 Thousand Dollars (\$4,938,000) unless and until otherwise provided by the County Council by
 28 act. The Notes may be paid at or prior to maturity from the proceeds of the issuance and sale of
 29 the Bonds in anticipation of which the Notes were issued or from the proceeds of refunding
 30 Notes. Except as otherwise provided herein, in the event of such an advance refunding, the
 31 proceeds of such refunding Bonds or Notes shall be held in escrow, to the extent and in the

1 amount necessary to refund the outstanding series of Notes, for the benefit of the holders of the
 2 outstanding series of Notes. Such refunding Notes, if issued, will constitute a reissuance of the
 3 Notes authorized by this Act and shall not constitute additional indebtedness under such
 4 authorization.

5 (2) All or any part of the Notes may be issued in series as funds are required, as
 6 determined by the County Executive.

7 (3) The Notes may be sold at, above or below the par value thereof, including
 8 Commercial Paper Notes (hereinafter defined) as hereinafter provided; none of such notes shall
 9 bear interest at a rate in excess of the maximum interest rate, if any, specified by the County
 10 Council by Public Local Law to be payable on obligations of Prince George's County, Maryland.

11 (4) With respect to any Notes issued, the County hereby covenants and agrees with
 12 the holder or holders thereof to issue, upon its full faith and credit, the Bonds in anticipation of
 13 the sale of which the Notes are issued when, and as soon as, the reason for deferring the issuance
 14 thereof no longer exists and to pay the principal of and interest on (to the extent such interest has
 15 not been capitalized, or otherwise paid, by appropriations from current revenues) such Notes
 16 from the proceeds of such Bonds. This covenant shall be binding upon the County
 17 notwithstanding any limitation set forth in this Act, including (without limitation) any limitation
 18 with respect to the interest rate or rates that the Bonds may bear. If the County shall be unable,
 19 for reasons beyond its control, to issue and sell its Bonds as described above, or if the proceeds
 20 from the sale of such Bonds shall be insufficient to pay the principal of and interest on any Notes
 21 issued, then the revenues from taxes and other sources intended for application to debt service on
 22 such Bonds shall be applied to the payment of the interest on and principal of the Notes. The
 23 foregoing provisions shall not be construed so as to prohibit the County from paying the
 24 principal or redemption price of and interest on any Note issued hereunder from the proceeds of
 25 the sale of any other Note issued hereunder, or from any other funds legally available for that
 26 purpose.

27 If the County shall be unable, for reasons beyond its control, to issue and sell its Bonds,
 28 or if the proceeds from the sale of such Bonds shall be insufficient to pay the principal of or
 29 interest on any Notes issued, then the County shall include in the levy in each and every fiscal
 30 year during which any of the Notes are outstanding a direct ad valorem tax upon all property
 31 assessed for tax purposes within the Stormwater Management District (except as otherwise

1 provided in Subtitle 2) at a rate required to produce the amount needed to pay, in addition to the
2 other costs of stormwater management to be paid from amounts in the Stormwater Management
3 Fund pursuant to Subtitle 2, for the interest on the Notes payable during such fiscal year and the
4 principal of all of the Notes maturing or becoming subject to mandatory sinking fund redemption
5 in each such fiscal year; and in the event the proceeds from taxes so levied in any such fiscal
6 year shall prove insufficient for such purposes, additional taxes, unlimited as to rate and amount,
7 shall be levied within the Stormwater Management District in succeeding fiscal years to make up
8 such deficiency, all as authorized and provided for in Subtitle 2. The County may apply to the
9 payment of the principal of and interest on the Notes any funds received by it from the State of
10 Maryland, the United States of America, or any agency or instrumentality thereof, or from any
11 other source, if such funds are granted for the purposes of assisting the County in obtaining
12 public facilities of the class or classes of public facilities for which the Notes, or the respective
13 portions of the Notes, are authorized or may be otherwise lawfully applied to such payment; to
14 the extent that any such funds are applied to such purposes in any fiscal year as provided herein,
15 the taxes hereby required to be levied shall be reduced proportionately.

16 The full faith and credit of the County and the unlimited taxing power of the County
17 are hereby irrevocably pledged both to the punctual payment of the maturing principal of and
18 interest on the Notes as and when such principal and interest respectively become due, and to the
19 levy and collection of the taxes hereinabove prescribed as and when such taxes become
20 necessary in order to provide sufficient funds to meet the debt service requirement of the Notes.
21 The County hereby solemnly covenants with each of the owners of any of the Notes to take all
22 action as may be appropriate from time to time during the period that any of the Notes remain
23 outstanding and unpaid to provide the funds necessary to make the principal and interest
24 payments on the Notes. The debt service requirements of the Notes shall have a first and prior
25 claim on all moneys of the Stormwater Management District Fund on a parity with the claim for
26 moneys required for payment of debt service on all other County general obligation stormwater
27 management indebtedness issued pursuant to the authority contained in Subtitle 2, whether
28 issued prior to or after the issuance of the Notes, and the other purposes for which funds in the
29 Stormwater Management District Fund may be disbursed pursuant to Subtitle 2. The County
30 further covenants and agrees with each of the owners of any of the Notes to levy and collect the
31 taxes hereinabove prescribed.

(5) In the event that any Notes (the "Outstanding Notes") issued hereunder are outstanding on the date that the Bonds in anticipation of which such Notes are issued are delivered in exchange for the purchase price thereof (the "Delivery Date"), the Director of Finance shall deposit with the paying agent for the Notes, or a trustee or escrow agent, on the Delivery Date (i) cash in an amount equal to the principal of the Outstanding Notes or (ii) direct obligations of, or obligations the payment of which is unconditionally guaranteed by, the United States of America, the principal of and interest on which will be sufficient without reinvestment to pay in a timely manner the principal of the Outstanding Notes when due. Such paying agent or trustee or escrow agent is hereby irrevocably directed to apply such cash or the proceeds of such obligations to the payment of the principal of the Outstanding Notes when due. The County may provide such cash or obligations from the proceeds of the sale of such Bonds or from any other funds legally available for such purpose. On the Delivery Date, the Director of Finance shall also deposit with the paying agent for the Outstanding Notes, or a trustee or escrow agent (i) cash in an amount equal to the interest on the Outstanding Notes when due or (ii) direct obligations of, or obligations the payment of which is unconditionally guaranteed by, the United States of America, the principal of and interest on which will be sufficient without reinvestment to pay in a timely manner interest on the Outstanding Notes when due. The County may provide such cash obligations from the proceeds of the sale of Bonds available for that purpose or from any other funds legally available for such purpose. Notwithstanding the foregoing, if the Delivery Date and the date on which the Outstanding Notes mature are in different fiscal years, and moneys for the payment of the interest on the Outstanding Notes have not been finally appropriated in the fiscal year in which the Bonds are delivered, and if the Delivery Date is after the date on which the budget for the succeeding fiscal year has been submitted to the County Council and provision for the payment of the interest on such Outstanding Notes has been made in such budget, in lieu of the deposit of such cash or obligations for the payment of interest on the Outstanding Notes, the County Executive, the Director of Finance and the County Administrative Officer may deliver a certificate on the Delivery Date of the Bonds stating that funds sufficient to pay the interest on the Outstanding Notes have been included in the budget for the next succeeding fiscal year (it being provided by the Bond Anticipation Note Act that the Notes shall be payable from the first proceeds of the sale of the Bonds, or from the tax or other revenue which the County shall have previously determined to apply to the payment of the

1 Bonds and the interest thereon). Upon the deposit with the paying agent for the Outstanding
 2 Notes, or a trustee or escrow agent, of cash or obligations sufficient to provide for the payment
 3 of the principal of and interest on such Notes when due, as described above, such Notes shall be
 4 deemed to be paid and no longer outstanding hereunder.

5 (6) With respect to the authorization, issuance, execution, sale, delivery and payment
 6 of and for any Notes, the County Executive or, if so provided by order of the County Executive,
 7 the Chief Administrative Officer, may determine, approve or authorize:

- 8 (i) the identification of any series of Notes;
- 9 (ii) the form of any Notes;
- 10 (iii) the denominations of the Notes;
- 11 (iv) the maturity of any Notes;
- 12 (v) the manner of execution and authentication of any Notes;
- 13 (vi) the rate or rates of interest of any Notes or the manner for determining the
 14 same;
- 15 (vii) the interest payment dates of any Notes;
- 16 (viii) the redemption provisions applicable to any Notes;
- 17 (ix) the manner of sale of any Notes, which may be by private (negotiated) sale,
 18 and the procedures to be followed in connection with any such sale;
- 19 (x) the form and manner of execution and delivery of documents necessary or
 20 deemed appropriate in connection with the authorization, issuance, execution, sale, delivery and
 21 payment of and for any Notes; and
- 22 (xi) such other matters not inconsistent with the provisions of this Act as are
 23 necessary or deemed appropriate to accomplishing the issuance and sale of Notes hereunder.

24 (7) The Notes (or any portion of them) may be consolidated for sale and issued, sold
 25 and delivered as a single issue of Notes or as two or more issues of Notes.

26 (8) References to "Bonds" in Section 11 of this Act shall be deemed to include Notes.

27 (9) The authority conferred on the County Executive in Section 12 of this Act in
 28 connection with the issuance of Bonds hereunder, with respect to the appointment of paying
 29 agents and a registrar, may also be exercised with respect to the issuance and sale of Notes
 30 hereunder.

31 (10) References to "bonds authorized by this Act" in Section 13 of this Act shall be

1 deemed to include Notes, unless the context clearly requires otherwise.

2 (11) Pursuant to the Bond Anticipation Note Act, the County is hereby authorized to
3 issue the aforementioned Notes as notes in the nature of commercial paper and to establish a
4 commercial paper program. Accordingly, the County is hereby authorized to issue two or more
5 separate and distinct series of its Notes, which may include (1) a series of its Notes in the nature
6 of tax exempt commercial paper (the "Commercial Paper Notes") and (2) a series of its Notes in
7 connection with a liquidity facility, such as a revolving loan agreement, or a series of its Notes in
8 connection with a credit facility, such as a letter of credit and related agreements (collectively,
9 the "Revolving Loan Notes") (the Commercial Paper Notes and the Revolving Loan Notes being
10 collectively referred to herein as the "Program Notes"). The word "Notes," as used in this Act,
11 include Program Notes, and it is intended that the provisions of this Act applying to Notes shall
12 include Program Notes unless the context clearly requires a contrary meaning.

13 For the purposes of this Act, the term "principal amount," when used with respect to
14 the Program Notes, shall mean (i) in the case of Commercial Paper Notes, the face amount of
15 any such Commercial Paper Note, less any original issue discount on such Commercial Paper
16 Note, and (ii) in the case of Revolving Loan Notes, the principal amount actually advanced under
17 the applicable liquidity facility or credit facility that is evidenced by any such Revolving Loan
18 Note. Accordingly, it is contemplated by this Act that the aggregate face amount of the Program
19 Notes that may be outstanding from time to time hereunder, together with other Notes issued
20 hereunder and outstanding from time to time, may exceed the aggregate principal amount of
21 Notes authorized to be outstanding hereunder at any one time.

22 Without limiting the generality of other provisions of this Act, the County Executive
23 or, if so provided by order of the County Executive, the Chief Administrative Officer, may
24 determine, approve or authorize:

25 (i) procedures to facilitate the prompt determination and approval of matters in
26 connection with the authorization, issuance, execution, sale, delivery and payment of and for
27 Commercial Paper Notes;

28 (ii) the form and manner of execution and delivery of documents necessary or
29 deemed appropriate in connection with the authorization, issuance, execution, sale, delivery and
30 payment of and for Program Notes;

31 (iii) the selection of any trustee, issuing agent, payment agent, commercial paper

1 dealer, credit or liquidity facility provider or other provider of financial or related services
 2 necessary or deemed appropriate to the authorization, issuance, execution, sale, delivery and
 3 payment of and for Program Notes; and

4 (iv) such other matters not inconsistent with this Act necessary or deemed
 5 appropriate to accomplishing the authorization, issuance, execution, sale, delivery and payment
 6 of and for Program Notes.

7 SECTION 15. BE IT FURTHER ENACTED that it is hereby found and determined as
 8 follows: (i) it is in the best interest of the County to be able to implement a flexible approach to
 9 borrowing (that is, one which provides the ability to utilize variable rate demand obligations, tax
 10 exempt commercial paper and short-term municipal obligations [collectively, "Variable Rate
 11 Demand Obligations"]); (ii) there is an expanding market for Variable Rate Demand Obligations,
 12 which have varying and flexible maturities or redemption features, tender or purchase dates and
 13 bear interest at variable rates established by a remarketing agent on the basis of current market
 14 conditions, or combinations of such maturities or redemption, tender or purchase dates and rates
 15 and to access this market the County must establish procedures consistent with market practices
 16 for Variable Rate Demand Obligations; and (iii) existing practices in the market for Variable
 17 Rate Demand Obligations and existing requirements of nationally recognized rating agencies
 18 require that there be available to the issuer of Variable Rate Demand Obligations a supporting
 19 credit or liquidity facility, such as a letter of credit, line of credit or revolving loan agreement,
 20 pursuant to which an alternate source of borrowing will be available during any period in which
 21 such obligations cannot be remarketed or sold.

22 Notes or Bonds are hereby authorized to be issued as short-term or demand obligations or
 23 commercial paper, defined above as Variable Rate Demand Obligations, including obligations
 24 that are required to be purchased or redeemed prior to stated maturity dates, bear interest at
 25 variable rates and mature on dates established from time to time by a remarketing agent on the
 26 basis of current market conditions. If any Bonds or Notes issued in accordance with this Section
 27 15 provide for the mandatory redemption, tender or purchase thereof prior to stated maturity
 28 dates, the form of Bond or Note (as the case may be) may provide, to the extent permitted by law
 29 and determined by the County Executive or, if so provided by order of the County Executive, the
 30 Chief Administrative Officer, that the full faith and credit and unlimited taxing power of the
 31 County are pledged to the payment of the purchase or redemption price on the due dates for such

1 payments.

2 Without limiting the generality of other provisions of this Act, the County Executive or, if
3 so provided by order of the County Executive, the Chief Administrative Officer, may determine,
4 approve or authorize:

5 (i) procedures for the determination of the interest rates, the interest payment dates,
6 the maturities and any mandatory redemption, tender or purchase dates of Bonds or Notes
7 described in this Section 15 in order to implement the financing authorized hereby;

8 (ii) the form and manner of execution and delivery of documents necessary or
9 deemed appropriate in connection with the authorization, issuance, execution, sale, delivery and
10 payment of and for Variable Rate Demand Obligations;

11 (iii) the selection of any trustee, issuing agent, paying agent, tender agent, credit or
12 liquidity facility provider or other provider of financial or related services necessary or deemed
13 appropriate to the authorization, issuance, execution, sale, delivery and payment of and for
14 Variable Rate Demand Obligations; and

15 (iv) such other matters not inconsistent with this Act necessary or deemed appropriate
16 to accomplishing the authorization, issuance, execution, sale, delivery and payment of and for
17 Variable Rate Demand Obligations.

18 SECTION 16. BE IT FURTHER ENACTED that Section 24 of Article 31 of the
19 Annotated Code of Maryland (1997 Replacement Volume and 2001 Supplement) (the
20 "Refunding Act") provides that refunding bonds may be issued by the County for certain public
21 purposes specified in the Refunding Act, including realizing savings to the County in the
22 aggregate cost of debt service on either a direct comparison or present value basis or debt
23 restructuring that in the aggregate effects such a savings in the cost of debt service. The County
24 Council of Prince George's County, Maryland, hereby finds and determines that the issuance of
25 refunding bonds pursuant to the terms and requirements of this Act, and particularly Section 20
26 of this Act, in order to refund all or a portion of the outstanding principal amount of the Bonds
27 will effectuate and accomplish the public purpose of realizing savings to the County in the
28 aggregate cost of debt service on either a direct comparison or a present value basis or of debt
29 restructuring that in the aggregate effects such a reduction in the cost of debt service.

30 SECTION 17. BE IT FURTHER ENACTED that, acting pursuant to the authority of the
31 Refunding Act and, as applicable, Article 25A of the Annotated Code of Maryland

(2001 Replacement Volume and 2001 Supplement) ("Article 25A"), the County Charter, this Act and certain other authority pursuant to which the Bonds will be issued, the issuance and sale of bonds (the "Consolidated Refunding Bonds") of Prince George's County, Maryland, which may be issued in series from time to time as hereinafter provided, are hereby authorized in an aggregate principal amount not to exceed 150% of the aggregate outstanding principal amount of the Bonds to be refunded hereby (the "Refunded Bonds") in order to provide funds sufficient (a) to purchase direct obligations of, or obligations the timely payment of the principal of and interest on which is unconditionally guaranteed by, the United States of America ("Government Obligations"), the principal of and interest on which will be sufficient without reinvestment, together with any available cash, to pay in a timely manner all or any part of the principal of and redemption premium, if any, and interest on the Refunded Bonds, and (b) to pay any and all other costs permitted to be paid from the proceeds of such Consolidated Refunding Bonds under the Refunding Act, including (without limitation) the costs of issuance of such Consolidated Refunding Bonds (including without limitation any bond insurance premium payable by the County) and applicable underwriting fees.

SECTION 18. BE IT FURTHER ENACTED that the Consolidated Refunding Bonds hereby authorized may be sold for a price at, above, or below par, plus accrued interest to the date of delivery. The Consolidated Refunding Bonds shall be sold at private (negotiated) sale, and such procedure is hereby determined to be in the public interest. Notwithstanding the foregoing, if the County Executive or, if so provided by order of the County Executive, the Chief Administrative Officer, by order, subsequently determines that it is in the best interests of the County to sell any or all of the Consolidated Refunding Bonds after first soliciting competitive bids at public sale, then the County Executive or the Chief Administrative Officer, as the case may be, may sell such Consolidated Refunding Bonds in such manner in accordance with such procedures as he or she shall deem appropriate; provided, however, that such procedures shall be substantially similar to the procedures for public sale with competitive bidding normally used by the County in connection with the sale of its general obligation bonds. Consolidated Refunding Bonds issued hereunder are hereby specifically exempted from the provisions of Sections 10 and 11 of Article 31 of the Annotated Code of Maryland (1997 Replacement Volume and 2001 Supplement).

SECTION 19. BE IT FURTHER ENACTED that Consolidated Refunding Bonds

1 authorized to be issued for the purposes specified above may be issued in series from time to
 2 time. Each such series shall identify the public purpose for which it is issued, by the printing on
 3 each bond of the words "Prince George's County, Maryland Stormwater Management Bonds,
 4 20__ Refunding Series". The County Executive or, if so provided by order of the County
 5 Executive, the Chief Administrative Officer, by order, may incorporate such additional or
 6 alternative designations in the name of the series as he or she deems necessary or convenient.

7 SECTION 20. BE IT FURTHER ENACTED that the Consolidated Refunding Bonds shall
 8 be issued as registered bonds without coupons in the denomination of Five Thousand Dollars
 9 (\$5,000) or any integral multiple thereof within the limits of specified maturities with the
 10 maximum denomination to be determined by the County Executive or, if so provided by order of
 11 the County Executive, the Chief Administrative Officer, by order. The Consolidated Refunding
 12 Bonds of each series shall be dated prior to or the date of the delivery of such series as
 13 determined by the County Executive or, if so provided by order of the County Executive, the
 14 Chief Administrative Officer. The Consolidated Refunding Bonds, when first issued, shall be
 15 numbered from No. R-1 consecutively upward in the order of their maturities or such other
 16 designation, as determined by the County Executive or, if so provided by Order of the County
 17 Executive, the Chief Administrative Officer, but such numbering need not be continuously
 18 consecutive; provided, however, that Consolidated Refunding Bonds issued after the original
 19 issuance of the Consolidated Refunding Bonds may be numbered consecutively without regard
 20 to their maturities at the discretion of the Refunding Bond Registrar (hereinafter defined) to
 21 conform with standard registered bond registration practices. Registration books (the
 22 "Refunding Bond Register") for the Consolidated Refunding Bonds shall be maintained by the
 23 bond registrar to be selected and appointed by the County Executive of the County pursuant to
 24 this Act (the "Refunding Bond Registrar"). In the event that the Consolidated Refunding Bonds
 25 are issued in book-entry form, the County Executive may determine that a Refunding Bond
 26 Registrar need not be designated or that the County shall act as Bond Registrar and Paying
 27 Agent.

28 The Consolidated Refunding Bonds of each series, or of successive series for the same
 29 public purpose, shall mature and be payable in consecutive annual installments.

30 Pursuant to Section 22 of this Act, the County Executive or, if so provided by order of the
 31 County Executive, the Chief Administrative Officer, by order, shall determine (a) the principal

1 amount and maturity of each series of Consolidated Refunding Bonds to be issued and (b) the
2 portions of each series of Refunded Bonds to be refunded with the proceeds of each series of
3 Consolidated Refunding Bonds; provided, however, that the issuance of any series of
4 Consolidated Refunding Bonds to refund all or any portion of one or more series of Refunded
5 Bonds will effectuate and accomplish the public purpose of realizing savings to the County in the
6 aggregate cost of debt service on either a direct comparison or a present value basis with respect
7 to the portion of any series of Refunded Bonds being refunded or debt restructuring that in the
8 aggregate effects such a reduction in the cost of debt service.

9 The series of Consolidated Refunding Bonds to be issued pursuant to the authority of this
10 Act shall be executed on behalf of the County by the manual or facsimile signature of the County
11 Executive and an impression of the seal of the County shall be imprinted thereon manually or by
12 facsimile, attested by the manual or facsimile signature of the Clerk of the Council. Each such
13 Consolidated Refunding Bond shall be authenticated by the manual signature of the County
14 Executive or Director of Finance of the County or an authorized officer of the Refunding Bond
15 Registrar. No Consolidated Refunding Bonds issued pursuant to this Act shall be valid for any
16 purpose or constitute an obligation of the County unless so authenticated. In case any official of
17 the County, whose signature shall appear on any such Consolidated Refunding Bonds, shall
18 cease to be such official prior to the delivery of such Consolidated Refunding Bonds, or in the
19 case that any such official shall take office subsequent to the date of issue of any such
20 Consolidated Refunding Bonds, his or her signature, in either event, shall nevertheless be valid
21 for the purposes herein intended.

22 There may be printed on the reverse side of each series of Consolidated Refunding Bonds
23 issued hereunder the text of the applicable approving legal opinion with respect thereto, and any
24 such text shall be duly certified by the manual or facsimile signature of the County Executive of
25 the County.

26 Each series of Consolidated Refunding Bonds shall be in the form set forth in Attachment 2
27 attached to and made a part of this Act with such changes in designation and purpose to reflect
28 that such Bonds are refunding bonds, and Consolidated Refunding Bonds issued substantially in
29 compliance with such form, with appropriate insertions as therein indicated, when properly
30 executed and authenticated as described above, shall be deemed to constitute unconditional
31 general obligations of the County, to the payment of which, in accordance with the terms thereof,

1 its full faith and credit are pledged, and all the covenants and conditions contained in such
 2 Consolidated Refunding Bonds shall be deemed to be binding upon the County in accordance
 3 therewith. Authority is hereby conferred on the County Executive or, if so provided by order of
 4 the County Executive, the Chief Administrative Officer, to fill the blanks in such form with the
 5 required information, to insert applicable paragraphs as indicated and to make such additions,
 6 deletions and substitutions in such form, not inconsistent with this Act, as may be necessary or
 7 desirable in the sale of any such series of Consolidated Refunding Bonds, including (without
 8 limitation) such changes as may be necessary to permit the establishment of a central depository
 9 or book-entry system with respect to such series of Consolidated Refunding Bonds.

10 SECTION 21. BE IT FURTHER ENACTED that, for the purpose of paying the interest
 11 and redeeming and paying the Consolidated Refunding Bonds, as they respectively mature or
 12 become subject to mandatory prepayment, the County shall include in the levy in each and every
 13 fiscal year during which any of the Consolidated Refunding Bonds are outstanding a direct ad
 14 valorem tax upon all property assessed for tax purposes within the stormwater management
 15 district established by the County pursuant to Subtitle 2 (the "Stormwater Management District")
 16 (except as otherwise provided therein) at a rate required to produce the amount needed to pay, in
 17 addition to the other costs of stormwater management to be paid for from amounts in the
 18 Stormwater Management District Fund of the County established pursuant to Subtitle 2 (the
 19 "Stormwater Management District Fund"), for the interest on the Consolidated Refunding Bonds
 20 payable during such fiscal year and the principal of all of the Consolidated Refunding Bonds
 21 maturing or becoming subject to mandatory prepayment in each such fiscal year; and in the event
 22 the proceeds from taxes so levied in any such fiscal year shall prove insufficient for such
 23 purposes, additional taxes, unlimited as to rate or amount, shall be levied within the Stormwater
 24 Management District in succeeding fiscal years to make up such deficiency, all as authorized and
 25 provided for in Subtitle 2. The County may apply to the payment of the principal of and interest
 26 on the Consolidated Refunding Bonds any funds received by it from the State of Maryland, the
 27 United States of America, or any agency or instrumentality thereof, or from any other source, if
 28 such funds are granted for the purpose of assisting the County in obtaining public facilities of the
 29 class or classes of public facilities for which the Consolidated Refunding Bonds, or the
 30 respective portions of the Consolidated Refunding Bonds, are authorized or may be otherwise
 31 lawfully applied to such payment; to the extent that any such funds are applied to such purposes

1 in any fiscal year as provided herein, the taxes hereby required to be levied shall be reduced
2 proportionately.

3 The full faith and credit of the County and the unlimited taxing power of the County are
4 hereby irrevocably pledged both to the punctual payment of the maturing principal of and
5 interest on the Consolidated Refunding Bonds as and when such principal and interest
6 respectively become due, and to the levy and collection of the taxes hereinabove prescribed as
7 and when such taxes become necessary in order to provide sufficient funds to meet the debt
8 service requirements of the Consolidated Refunding Bonds. The County hereby solemnly
9 covenants with each of the registered owners of any of the Consolidated Refunding Bonds to
10 take all action as may be appropriate from time to time during the period that any of the
11 Consolidated Refunding Bonds remain outstanding and unpaid to provide the funds necessary to
12 make the principal and interest payments on the Consolidated Refunding Bonds. The debt
13 service requirements of the Consolidated Refunding Bonds shall have a first and prior claim on
14 all moneys of the Stormwater Management District Fund on a parity with the claim for moneys
15 required for payment of debt service on all other County general obligation stormwater
16 management bonds issued pursuant to the authority contained in Subtitle 2, whether issued prior
17 to or after the issuance of the Consolidated Refunding Bonds, and the other purposes for which
18 funds in the Stormwater Management District Fund may be disbursed pursuant to Subtitle 2.
19 The County further covenants and agrees with each of the registered owners of any of the
20 Consolidated Refunding Bonds to levy and collect the taxes hereinabove prescribed.

21 SECTION 22. BE IT FURTHER ENACTED that, with respect to each series of
22 Consolidated Refunding Bonds sold pursuant to this Act, authority is hereby conferred on the
23 County Executive or, if so provided by order of the County Executive, the Chief Administrative
24 Officer, to take the following actions and make the following commitments on behalf of the
25 County:

26 (a) in the event any series of Consolidated Refunding Bonds is sold at private (negotiated)
27 sale as authorized by this Act, to sell such series of Consolidated Refunding Bonds issued under
28 this Act upon such terms as he or she deems favorable under the existing market conditions to a
29 bank, investment banking firm or other financial institution that, in such official's judgment,
30 offers to purchase such series of Consolidated Refunding Bonds on terms such official deems
31 favorable to the County under the existing market conditions;

1 (b) in the event any series of Consolidated Refunding Bonds is sold at private (negotiated)
2 sale as authorized by this Act, to approve, execute and deliver, as a binding and enforceable
3 obligation of the County, an underwriting or purchase agreement for any series of Consolidated
4 Refunding Bonds issued pursuant to this Act;

5 (c) after considering any recommendations of the financial advisor to the County and
6 subject to the provisions of Section 20 of this Act, to fix and determine the date of any such
7 series of Consolidated Refunding Bonds, the schedule of annual maturities of any such series, the
8 amount of any such series, the amounts and particular Refunded Bonds of each series to be
9 refunded with the proceeds of any such series of Consolidated Refunding Bonds, and the interest
10 rate or rates to be paid by the County with respect to any such series, including, without
11 limitation, the payment dates for the payment of interest with respect to each maturity of any
12 such series and all matters relating to the provision of bond insurance, if any, on all or any
13 portion of the Consolidated Refunding Bonds;

14 (d) to determine whether the principal of the Refunded Bonds shall be paid at maturity, at
15 the earliest redemption date pertaining thereto, or at some later redemption date;

16 (e) in the event that the County Executive or the Chief Administrative Officer, as the case
17 may be, determines that it is in the best interests of the County to sell any such series of
18 Consolidated Refunding Bonds by soliciting competitive bids at public sale, to determine the
19 date, time and place when proposals for the purchase of any such series of Consolidated
20 Refunding Bonds will be received, to publish and otherwise distribute a suitable notice of sale
21 and provide for a summary thereof for advertisement of such Consolidated Refunding Bonds and
22 to award any series of Consolidated Refunding Bonds for which a legally sufficient proposal has
23 been received to the best bidder;

24 (f) to appoint a bank having trust powers, a trust company, or the Director of Finance of
25 the County as Paying Agent for any such series of Consolidated Refunding Bonds,
26 notwithstanding, in the case of a bank having trust powers or a trust company, the fact that such
27 bank or trust company may have neither its principal office nor any branch office within the
28 County or the State of Maryland, and if appropriate, to appoint a similarly qualified bank or trust
29 company, or the Director of Finance of the County as Alternate Paying Agent; regarding
30 appointment of a similarly qualified bank or trust company, such authority to include the power
31 to agree with respect to the compensation of such Paying Agent and Alternate Paying Agent for

1 the services to be rendered by them; to appoint one or more of such banks or trust companies, or
 2 the Director of Finance of the County as Refunding Bond Registrars; to select and approve the
 3 designation of a custodian for a central depository or all matters relating to registration of the
 4 Consolidated Refunding Bonds under a book-entry system; and in the event that the
 5 Consolidated Refunding Bonds are issued in book entry form, the County Executive may
 6 determine that a Refunding Bond Registrar need not be designated or that the County shall act as
 7 Bond Registrar and Paying Agent;

8 (g) to select a trust company or other banking institution as trustee, to hold the trust fund
 9 into which the proceeds of the sale of any Consolidated Refunding Bonds issued hereunder may
 10 be deposited under the Refunding Act, to determine the terms of any such trust fund, including
 11 any provisions relating to the payment of costs related to such trust fund, and to deliver as a
 12 binding commitment of the County a trust or escrow agreement, pursuant to which such trust
 13 fund is established;

14 (h) to arrange for the preparation and distribution of an appropriate Offering Circular,
 15 Official Statement or Official Circular with respect to the sale of any series of Consolidated
 16 Refunding Bonds hereby authorized; and

17 (i) after considering any recommendations of the County's financial advisor, to reserve to
 18 the County the option to redeem or to call for mandatory tender for purchase (and to sell, transfer
 19 or convey any such option to call for mandatory tender for purchase) any such series of
 20 Consolidated Refunding Bonds in whole or in part, at such times and upon payment of such
 21 premiums as the County's financial advisor may recommend.

22 Subject to and in accordance with the provisions of this Act, the County Executive or, if so
 23 provided by order of the County Executive, the Chief Administrative Officer, shall determine by
 24 order, for each and every series of Consolidated Refunding Bonds issued pursuant to and in
 25 accordance with this Act, the matters specified in paragraphs (c), (d), (f), (g) and (i) above and, if
 26 a determination is made to sell any such series of Consolidated Refunding Bonds by soliciting
 27 competitive bids at public sale, the matters specified in paragraph (e) above for such series of
 28 Consolidated Refunding Bonds.

29 SECTION 23. BE IT FURTHER ENACTED that the County is hereby authorized (i) to
 30 borrow money and incur indebtedness under a loan agreement (the "Loan Agreement") between
 31 the County and the Maryland Water Quality Financing Administration (the "Water Quality

Administration”), to be evidenced and secured by the County’s Water Quality Bonds, Series 20__ (the “Series 20__ Bonds”) in principal amount equal to the amount of the loan (the “Loan”) under the Loan Agreement and (ii) to borrow money and incur indebtedness in order to finance certain stormwater system projects; which borrowing is authorized by any prior ordinances and the Maryland Water Quality Financing Administration Act, Sections 9-1601 to 9-1622, inclusive, of the Maryland Annotated Code, Environment Article (1996 Replacement Volume and 2001 Supplement) (the “Water Quality Act”). The County is hereby authorized to execute and deliver the Loan Agreement on behalf of the County in accordance with the provisions of Water Quality Act. The Loan Agreement and all the covenants and conditions set forth therein, including, without limitation, payment to the Water Quality Administration of the annual Administrative Fee, shall be an obligation of the County in accordance with the provisions of Water Quality Act.

SECTION 24. BE IT FURTHER ENACTED that (1) references to "Bonds" in Section 11 of this Act shall be deemed to include the Consolidated Refunding Bonds and (2) references to "bonds authorized by this Act" in Section 13 of this Act shall be deemed to include the Consolidated Refunding Bonds, unless the context clearly indicates otherwise.

SECTION 25. BE IT FURTHER ENACTED that, pursuant to Section 30 of Article 31 of the Annotated Code of Maryland, as amended, replaced or recodified from time to time (the "Registration Statute"), the Bonds, Consolidated Refunding Bonds or Notes issued hereunder may be issued in "registered form" within the meaning of the Registration Statute, as may be determined by the County Executive or, if so provided by order of the County Executive, the Chief Administrative Officer, who may determine, approve or authorize the selection of trustees, transfer agents, registrars, paying or other agents, a custodian for a central depository or book-entry system and appropriate agreements with any of the foregoing and such other matters not inconsistent with this Act necessary or deemed appropriate in connection with the issuance of Bonds, Consolidated Refunding Bonds or Notes in "registered form" within the meaning of the Registration Statute.

SECTION 26. BE IT FURTHER ENACTED that, the County Executive or, if so provided by order of the County Executive, the Chief Administrative Officer, by order, is hereby authorized on behalf of the County, to make such undertakings, covenants or agreements for the benefit of the holders of the Bonds, the Consolidated Refunding Bonds or the Notes (including, without limitation, the Program Notes), as applicable, with regard to secondary market disclosure

as shall be necessary or appropriate to comply with the provisions of Securities and Exchange Commission Rule 15c2-12, as amended, modified or replaced from time to time ("SEC Rule 15c2-12"). Such authority shall include (without limitation) the power to approve and enter into continuing disclosure or dissemination agreements with any third party; the power to amend or modify any such undertakings, covenants, agreements, or continuing disclosure or dissemination agreements, to the extent permitted by SEC Rule 15c2-12; and the power to provide for the insertion of a description regarding any such secondary market disclosure covenants or agreements in any applicable notice of sale, bond purchase agreement or other purchase contract, and any preliminary or final Official Statement, Offering Circular, Official Circular or similar offering document. Such undertakings, covenants or agreements shall be binding upon the County and the County hereby covenants and agrees to abide by any such undertakings, covenants or agreements made in accordance with this Section for the benefit of the holders of the Bonds, the Consolidated Refunding Bonds or the Notes, as applicable. Any undertaking, covenant or agreement made by the County Executive or the Chief Administrative Officer, as the case may be, pursuant to this Section shall be set forth in or authorized by an order executed by such official.

SECTION 27. BE IT FURTHER ENACTED that the Bonds and the Consolidated Refunding Bonds or other stormwater management bonds previously authorized (or any portion of them) may be consolidated for sale and issued, may be sold and delivered as a single issue of Bonds or as two or more issues of Bonds, or may be consolidated with other bonds of the County, as authorized by Section 2C of Article 31 of the Annotated Code of Maryland, as amended, replaced, or recodified from time to time. Such bonds shall each be designated "Prince George's County, Maryland Consolidated Public Improvement Bonds, Series 20___," and, in the event such bonds are issued at more than one time, the County Executive or, if so provided by order of the County Executive, the Chief Administrative Officer, by order, may specify such additional designation as he or she shall deem appropriate. Moreover, the County Executive or, if so provided by order of the County Executive, the Chief Administrative Officer, is hereby authorized to provide such other or alternative designation as he or she deems necessary or convenient.

SECTION 28. BE IT FURTHER ENACTED that if any one or more of the provisions of this Act, including any covenants or agreements provided herein on the part of the County to be

1 performed, should be contrary to law, then such provision or provisions shall be null and void
2 and shall in no way affect the validity of the other provisions of this Act or of the Bonds.

3 SECTION 29. BE IT FURTHER ENACTED that this Act shall take effect forty-five (45)
4 calendar days after it becomes law.

Adopted this 30th day of July, 2002.

COUNTY COUNCIL OF PRINCE
GEORGE'S COUNTY, MARYLAND

BY: _____
Peter A. Shapiro
Chair

ATTEST:

Redis C. Floyd
Clerk of the Council

APPROVED:

DATE: _____ BY: _____
Wayne K. Curry
County Executive

Attachment 1 available in hard copy only

ATTACHMENT 2

To CB-60-2002

FORM OF BOND

(Face of Registered Bond)

REGISTERED

UNITED STATES OF AMERICA

REGISTERED

STATE OF MARYLAND

No. R _____

\$ _____

PRINCE GEORGE'S COUNTY, MARYLAND

STORMWATER MANAGEMENT BOND, SERIES _____

Interest Rate
(per annum)Maturity Date
_____Original Issue Date
_____, 20__CUSIP

Registered Owner:

Principal Sum:

Prince George's County, Maryland (the "County"), a political subdivision and a body corporate and politic of the State of Maryland, hereby acknowledges itself indebted for value received and promises to pay to the Registered Owner shown above or registered assigns on the Maturity Date shown above the Principal Sum shown above or so much thereof as shall not have been paid upon prior redemption and to pay interest thereon at the Interest Rate shown above. Principal shall be paid upon presentment and surrender of this Bond on the date such principal is payable or if such date is not a County Business Day (hereinafter defined) then on the next succeeding County Business Day at the Office of _____ (the "Paying Agent"). The interest payable on this Bond, and punctually paid or duly provided for on any interest payment date, will be paid semiannually on the first day of _____ and _____ in each year to the person in whose name this Bond is registered on the registration books (the "Bond Register") maintained by the Bond Registrar (hereinafter named) as of the close of business on the Regular Record Date which shall be the [fifteenth day of the month immediately preceding each interest payment date/first day of the month in which the interest payment date occurs]. Payment of the interest on this Bond shall be by wire or check as determined by the County to such person's address as it

appears on the Bond Register. Any such interest not 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 date to be fixed by the Bond Registrar for the payment of such defaulted interest (the "Special Record Date"), notice of such payment date and the Special Record Date therefor being given by letter mailed first class, postage prepaid, to the registered owner of such Bond not less than 10 days prior to such Special Record Date, at the address of such owner appearing on the Bond Register, 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. Interest will accrue 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.

"County Business Day" means any date of the year on which (i) banking institutions in New York, New York or in Maryland are not authorized or obligated by law to remain closed or on which the New York Stock Exchange is not closed or (ii) the offices of the County are not authorized or obligated by law or required by an executive order of the County Executive to be closed.

All payment of the principal of, redemption price and interest on this Bond shall be in such coin or currency of the United States of America as at the time of payment is legal tender for payment of public and private debts.

REFERENCE IS MADE TO THE FURTHER PROVISIONS OF THIS BOND SET FORTH ON THE REVERSE SIDE HEREOF WHICH SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS THOUGH FULLY SET FORTH HEREIN.

The full faith and credit and unlimited taxing power of Prince George's County, Maryland are hereby irrevocably pledged to the payment of the principal of this Bond and of the interest payable hereon. To provide for the payment of this Bond, the County is empowered and directed to levy a direct ad valorem tax upon all property assessed for tax purposes within the stormwater management district (the "District") established by the County pursuant to the provisions of Subtitle 2 of Title 3 of Article 29 of the Annotated Code of Maryland (1997 Replacement Volume and 2001 Supplement) ("Subtitle 2"), except as otherwise provided in Subtitle 2.

The principal of and interest on this Bond are payable in the first instance from annual appropriations of the proceeds of a direct ad valorem tax which the County is empowered and directed to levy upon all property assessed for tax purposes within the District (except as otherwise provided in Subtitle 2) and to deposit in the Stormwater Management District Fund established in accordance with Subtitle 2 (the "Stormwater Management District Fund"). The County has covenanted to levy said ad valorem taxes at a rate required to produce the amount needed to pay, in addition to the other costs of stormwater management to be paid from the amounts in the Stormwater Management District Fund, for such principal and interest coming due during the ensuing fiscal year, and in the event the proceeds from taxes so levied in any such fiscal year shall prove insufficient for such payment, to levy additional taxes within the District in succeeding fiscal years to make up such deficiency.

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, including without limitation Subtitle 2, and the Authorization Ordinance of the County referred to herein, 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 the County.

This Bond shall not become obligatory for any purpose or be entitled to any benefit under the above-mentioned laws or the Authorization Ordinance until the Certificate of Authentication hereon shall have been signed by an authorized signatory of the Bond Registrar.

IN WITNESS WHEREOF, Prince George's County, Maryland, has caused this Bond to be signed in its name by the manual or facsimile signature of its County Executive and by the manual or facsimile of its corporate seal affixed or imprinted hereon, attested by the manual or facsimile signature of the Clerk of the County Council of the County; it has caused this Bond to be authenticated by the manual signature of an authorized signatory of the Bond Registrar.

PRINCE GEORGE'S COUNTY, MARYLAND

BY _____
County Executive

(SEAL)

ATTEST:

Clerk of the County Council

Date of Authentication and Registration:

This is one of the registered bonds of Prince George's County, Maryland Stormwater Management Bonds, Series _____, of Prince George's County, Maryland.

as Bond Registrar

BY: _____
Authorized Officer

(Back of Registered Bond)

PRINCE GEORGE'S COUNTY, MARYLAND

STORMWATER MANAGEMENT BOND, SERIES _____

This Bond is one of a duly authorized issue of general obligation bonds of the County, designated "Prince George's County, Maryland Stormwater Management Bonds, Series _____", all dated _____ 1, _____, and all of like tenor and effect, except as to numbers, interest rates, denominations, maturities and option of redemption. The Bonds are issued under the authority of Subtitle 2 of Title 3 of Article 29 of the Annotated Code of Maryland (1997 Replacement Volume and 2001 Supplement) and Council Bill CB-__ - _____, (the "Authorization Ordinance").

The Bonds maturing in any one year are issuable in fully registered form, in denominations of \$5000 or any integral multiple thereof, not exceeding the aggregate principal amount maturing in such year.

When first issued, the Bonds of said issue will be numbered consecutively upward in the order of their maturities, but not necessarily continuously consecutively, from No. 1 prefixed by the letter "R". Said Bonds bear interest at the following rates per annum, mature and are payable on _____ 1 in the following years and aggregate amounts:

<u>Year of Maturity</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Year of Maturity</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2004	\$ _____	%	2014	\$ _____	%
2005	_____	%	2015	_____	%
2006	_____	%	2016	_____	%
2007	_____	%	2017	_____	%
2008	_____	%	2018	_____	%
2009	_____	%	2019	_____	%
2010	_____	%	2020	_____	%
2011	_____	%	2021	_____	%
2012	_____	%	2022	_____	%
2013	_____	%	2023	_____	%

_____ will provide services as Bond Registrar to open books for the registration and for the transfer of registered Bonds. This Bond will be transferable only upon the Bond Register kept at the Office of _____ by the registered owner in person, or by his or her attorney duly authorized in writing, upon surrender together with a written instrument of transfer in the form attached hereto and satisfactory to the Bond Registrar duly executed by the registered owner or duly authorized attorney.

The Bond may be transferred or exchanged at the office of the Bond Registrar. Upon any such transfer or exchange, the County shall issue a new registered Bond or Bonds of any of the authorized denominations in aggregate principal amount equal to the principal amount of the

Bond transferred or exchanged or the unredeemed portion thereof, and maturing on the same date and bearing interest at the same rate. In each case, the Bond Registrar may require payment by the owner of this Bond requesting 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 to such exchange or transfer, but otherwise no charge shall be made to the owner hereof for such exchange or transfer. Said new Bond or Bonds shall be delivered to the transferee only after due authentication thereof by an authorized signatory of the Bond Registrar. The Bond Registrar shall not be required to transfer or exchange any Bond during the period beginning fifteen (15) days before any selection of Bonds to be redeemed and ending on the day of publication and mailing of the notice of redemption or to transfer or exchange any Bond called or being called for redemption in whole or in part.

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.

Bonds maturing on or after _____ 1, ____, are subject to redemption prior to their respective maturities at the option of the County on or after _____ 1, ____, either as a whole at any time, or in part on any interest payment date in such order of maturity as directed by the County at the following redemption prices expressed as percentages of the principal amount of Bonds to be redeemed plus accrued interest thereon to the date fixed for redemption:

<u>Periods During Which Redeemed</u> <u>(both dates inclusive)</u>	<u>Redemption</u> <u>Price</u>
_____ 1, ____ through _____, ____	%
_____ 1, ____ through _____, ____	%
_____ 1, ____ and thereafter	100%

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.

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

If, in accordance with the foregoing option, the County elects to redeem all outstanding Bonds, or less than all, it will give notice described herein of its intention to redeem by letter mailed first class, postage prepaid, to the registered owners of such Bonds at least thirty (30) days and not more than sixty (60) days prior to the redemption date, at the addresses of such owners appearing on the Bond Register kept by the Bond Registrar; provided, however, that the failure to mail such notice or any defect in the notice so mailed, or in the mailing thereof shall

not affect the validity of the redemption proceeding for the Bonds for which notice was properly given, and the County, if and so directed by its Director of Finance, may publish such notice of redemption not less than thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption in (i) a financial trade journal, or (ii) a daily newspaper of general circulation in the Borough of Manhattan, New York, New York. Said notice shall state for all Bonds being redeemed: the maturity date, certificate numbers, redemption date, redemption price, whether the Bonds are being redeemed in whole or in part and shall also state that the interest on the Bonds so called shall cease to accrue on the date fixed for redemption and shall require that the Bonds so called be presented for redemption and payment at the designated office of the Paying Agent.

From and after the date fixed for redemption, if due notice by publication has been given as herein provided, and the funds sufficient for payment of the redemption price and accrued interest shall be available therefor on such date, the Bonds so designated for redemption shall cease to bear interest.

Upon presentment and surrender in compliance with said notice, the Bonds so called for redemption shall be paid by the Paying Agent at the redemption price plus any accrued interest. If not so paid on presentment thereof, said Bonds so called shall continue to bear interest at the rates expressed therein until paid. All Bonds redeemed and paid hereunder will be canceled.

Registration Under DTC Book-Entry Only System

Initially, the Bonds are to be delivered and registered under the book-entry only system maintained by The Depository Trust Company, New York, New York ("DTC"). Notwithstanding anything to the contrary contained in this Bond, for so long as the Bonds are registered under the book-entry only system maintained by DTC, all references to the Registered Owner or Owners of the Bonds shall mean DTC or its partnership nominee, Cede & Co., or any successor thereto, and the manner and timing for making payments, giving notices, voting and selecting Bonds for redemption shall be governed by agreement between DTC and the County. The County may determine to replace DTC with a replacement securities depository at any time, in which event such replacement securities depository or its nominee shall be deemed to be the Registered Owner or Owners of all the Bonds, and the manner and timing for making payments, giving notices, voting and selecting the Bonds for redemption shall be governed by agreement between such replacement securities depository and the County. In addition, DTC may determine to discontinue its services as a securities depository or the County may determine to discontinue a system of book-entry only registration of the Bonds, in which event Bonds will be delivered in authorized denominations of \$5,000 and integral multiples thereof to or at the direction of the participants of the then existing securities depository.

(Legal Opinion Certificate)

The undersigned County Executive of Prince George's County, Maryland, hereby certifies that, upon the original delivery of the Bonds, of which this is one, [Bond Counsel for the County] rendered an opinion to the County approving the legality of the Bonds. The executed original of said opinion and supporting documents relative to the Bonds, of which this Bond is one, may be examined at the office of the undersigned, Upper Marlboro, Maryland.

County Executive

(Assignment)

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

(Please Print or Type Name and Address including Zip Code of Assignee)
the within Bond and all rights thereunder, and does hereby irrevocably constitute and appoint
_____ attorney to transfer the within Bond on the Bond
Register thereof, with full power of substitution in the premises.

Dated: _____

(Please Insert Social Security or other
Identifying Number of Assignee)

Signature Guaranteed:

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

(Signature of Registered Owner)

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.