

**COUNTY COUNCIL OF PRINCE GEORGE'S COUNTY, MARYLAND****2009 Legislative Session**Bill No. CB-59-2009Chapter No. 31Proposed and Presented by The Chairman (by request – County Executive)Introduced by Council Member Dean

Co-Sponsors \_\_\_\_\_

Date of Introduction October 20, 2009**EMERGENCY BILL**

1 AN EMERGENCY ACT concerning

2 The Issuance and Sale of General Obligation Bonds, and the authorization to enter into related  
 3 and/or alternative arrangements, to finance Public School Facilities in an amount not to exceed  
 4 \$29,638,000

5 For the purpose of authorizing and empowering Prince George's County, Maryland to issue and  
 6 sell an amount not to exceed Twenty-nine Million Six Hundred Thirty-Eight Thousand Dollars  
 7 (\$29,638,000) in aggregate principal amount of general obligation bonds for the purpose of  
 8 financing in whole or in part costs of the construction, rehabilitation or repair of certain capital  
 9 projects for public school facilities set forth in the capital budget of the County for the fiscal year  
 10 ending June 30, 2010, or usable portions thereof, including describing the capital projects to be  
 11 financed in whole or in part from the proceeds of the bonds hereby authorized and the estimated  
 12 costs and probable useful lives thereof; prescribing or providing for the procedures for the  
 13 issuance and sale of such bonds at public or private or negotiated sale; declaring the County's  
 14 official intent to reimburse itself for certain expenditures paid before the issuance of the bonds  
 15 authorized hereby in accordance with applicable federal law; authorizing the consolidation of  
 16 such bonds with other bonds for purposes of such sale; showing compliance with the power of  
 17 the County to incur indebtedness; directing the application of the proceeds of such bonds;  
 18 pledging the full faith and credit and taxing power of the County to the payment of such bonds  
 19 and providing for the levy and collection of taxes necessary for the payment of the principal of  
 20 such bonds when due; showing compliance with the limitations on the power of the County to  
 21 incur indebtedness; authorizing the County Executive to enter into agreements with the Prince

1 George's County Board of Education and public instrumentalities of the County or the State of  
 2 Maryland to finance said capital projects, including agreements regarding sale and leaseback (or  
 3 other similar arrangements) appropriate to said financing; covenanting or providing for the  
 4 making of certain covenants on matters relating to the tax-exempt status of interest on such  
 5 bonds and/or the credit against federal income tax on such bonds issued as qualified school  
 6 construction bonds; providing for compliance with Securities and Exchange Commission Rule  
 7 15c2-12; authorizing the County Executive to delegate to appropriate officials the power to make  
 8 certain determinations and sign certain documents, certificates or agreements authorized to be  
 9 made or signed by the County Executive herein; and otherwise generally determining or  
 10 providing for the determination of certain matters in connection with the issuance, sale and  
 11 delivery of the general obligation bonds and/or alternative arrangements authorized by this Act.

12 WHEREAS, Prince George's County, Maryland (the "County") is authorized to issue, sell  
 13 and deliver general obligation bonds to finance capital projects for public schools; and

14 WHEREAS, Title I of Division B of the American Recovery and Reinvestment Act of  
 15 2009, Pub. L. No. 111-5, 123 Stat. 115 (2009) added new Section 54F to the Internal Revenue  
 16 Code of 1986, as amended, setting forth program provisions for qualified school construction  
 17 bonds; and

18 WHEREAS, the holder of qualified school construction bonds receives a credit against  
 19 federal income tax generally equal to an applicable credit rate that will permit the issuance of the  
 20 qualified tax credit bonds bearing an interest rate that is less than the interest rate borne by  
 21 general obligation bonds that are not qualified school construction bonds; and

22 WHEREAS, to facilitate the issuance of qualified school construction bonds to finance said  
 23 capital projects, it is appropriate to authorize the County Executive to enter into agreements with  
 24 the Prince George's County Board of Education and public instrumentalities of the County or the  
 25 State of Maryland, including agreements regarding sale and leaseback of said capital projects (or  
 26 other similar arrangements); now therefore

27 SECTION 1. BE IT ENACTED by the County Council of Prince George's County,  
 28 Maryland, that the issuance, sale and delivery of general obligation bonds (the "Bonds") of the  
 29 County in one or more series from time to time in an aggregate principal amount not exceeding  
 30 Twenty-nine Million Six Hundred Thirty-Eight Thousand Dollars (\$29,638,000) in aggregate is  
 31 hereby authorized in order to finance costs of the authorized capital projects (the "Authorized

1 Capital Projects”) listed in the table set forth in Attachment 1 attached to and made a part of this  
2 Act (the "Table of Projects") that have been authorized by the bond enabling acts set forth in the  
3 Table of Projects or by this Act. Each Authorized Capital Project is described in the Capital  
4 Budget of the County for the fiscal year ending June 30, 2010 (the "Capital Budget") under the  
5 heading set forth in the Table of Projects and has the identification number set forth in the Table  
6 of Projects. The descriptions of the Authorized Capital Projects contained in the Capital Budget  
7 are incorporated herein by reference as if set forth fully herein. The principal amount of Bonds  
8 authorized by this Act to finance costs of each Authorized Capital Project shall be the respective  
9 amount set forth in the columns in the Table of Projects marked “Authorized Principal Amount  
10 of Bonds”. Each such principal amount of Bonds is hereby determined to be sufficient to  
11 complete at least a usable portion of the Authorized Capital Project in respect of which such  
12 principal amount has been authorized. The probable useful lives of the Authorized Capital  
13 Projects are set forth in the Table of Projects. The Bonds shall be made payable within the  
14 average of the probable useful lives of the Authorized Capital Projects, which is Nineteen (19)  
15 years, or, in the event the Bonds are consolidated with other bonds of the County pursuant to  
16 Section 3 of this Act, within the average of the probable useful lives of the capital projects  
17 financed with the proceeds of such consolidated issue of bonds (the "Consolidated Authorized  
18 Capital Projects"), subject to the maximum term determined by the Secretary of the Treasury of  
19 the United States. The Bonds constituting qualified school construction bonds are hereby  
20 designated as qualified school construction bonds for purposes of Section 54F of the Internal  
21 Revenue Code of 1986, as amended. All Authorized Capital Projects have been identified and  
22 included in bond enabling acts (“Bond Enabling Acts”) and have been approved by referendum  
23 to the extent required by applicable law. The Bonds are specifically exempted from the  
24 provisions of Sections 10 and 11 of Article 31 of the Annotated Code of Maryland, as amended,  
25 replaced or recodified from time to time. The powers granted under this Act are additional and  
26 cumulative and the Bonds authorized by this Act may be issued, notwithstanding that Bond  
27 Enabling Acts or other bond acts or laws may provide for the same or similar purposes. This Act  
28 does not modify or repeal any prior acts granting bond issuing authority for the same or similar  
29 purposes.

30 SECTION 2. BE IT FURTHER ENACTED that the attached Table of Projects lists the  
31 Authorized Capital Projects that are to be financed in whole or in part with the proceeds of the

1 Bonds, the currently estimated cost of each Authorized Capital Project or a usable portion  
2 thereof (the "Estimated Cost"), the portion of the Estimated Cost of each Authorized Capital  
3 Project to be financed hereunder (the "Bond Financed Portion"), the source or sources of funds to  
4 finance the balance of the Estimated Cost of each Authorized Capital Project (the "Other  
5 Funding Sources") and the probable useful life of each Authorized Capital Project.

6 It is hereby recognized and acknowledged that the information regarding the Estimated  
7 Cost, Bond Financed Portion and Other Funding Sources for each Authorized Capital Project set  
8 forth in the Table of Projects is derived from information and estimates referenced in the Capital  
9 Budget and the related Capital Improvement Program of the County for the fiscal years 2010  
10 through 2015, inclusive (the "Capital Improvement Program"), and is necessarily subject to  
11 change because of corresponding changes in construction and other costs, project time schedules,  
12 availability of Other Funding Sources and other circumstances not now known or anticipated. It  
13 is the purpose and intent of this Act to authorize the borrowing of money to finance the  
14 Authorized Capital Projects as such projects are referenced in the Capital Budget and Capital  
15 Improvement Program and in any amended or subsequent capital budget or capital improvement  
16 program. To implement the intent and purpose of this Act in the most expeditious manner, the  
17 County Executive of the County (the "County Executive") may revise the amounts set forth in  
18 the Table of Projects representing the Estimated Cost, Bond Financed Portion and Other Funding  
19 Sources for any Authorized Capital Project to be consistent with the information set forth in  
20 regard to such project in any amended or subsequent capital budget or capital improvement  
21 program. In the event that the Bond Financed Portion for an Authorized Capital Project is less  
22 than the amount appropriated for such project in the Capital Budget or any amended or  
23 subsequent capital budget and the entire principal amount of bonds issued for the Consolidated  
24 Authorized Capital Projects is not required for such projects, the County Executive may revise  
25 the Table of Projects to increase the Bond Financed Portion of such Authorized Capital Project  
26 to an amount not to exceed the appropriated amount for such project and, correspondingly, may  
27 reduce the bond financed portion of such other Consolidated Authorized Capital Projects and  
28 make other appropriate adjustments. Nothing contained in this Act shall be deemed to preclude  
29 the County Council by resolution from effecting such a revision in the Table of Projects. The  
30 authority granted in this Act to revise the Table of Projects shall not be construed to permit an  
31 increase in the aggregate principal amount of Bonds to be issued pursuant to this Act or to effect

1 results inconsistent with the Charter of Prince George's County, Maryland, as amended, modified  
2 or recodified from time to time (the "County Charter"), or other applicable laws; accordingly,  
3 any such revision to the Table of Projects shall evidence that (i) the Bond Financed Portion of  
4 each Authorized Capital Project is sufficient to complete at least a usable portion of such project,  
5 (ii) the amount of all bonds authorized to be issued for such Authorized Capital Projects,  
6 including the revised Bond Financed Portion, does not exceed the amount of bonds authorized by  
7 the respective Bond Enabling Acts for such projects, and (iii) the Bonds are payable within the  
8 average probable useful life of the Authorized Capital Projects or, if the Bonds are consolidated  
9 with other bonds of the County pursuant to Section 3 of this Act, within the average probable  
10 useful lives of the Consolidated Authorized Capital Projects.

11 The County expects that certain costs of the Authorized Capital Projects will be paid before  
12 the date of issuance of the Bonds (or other obligations of the County to be issued after the date of  
13 adoption of this Act) from a source of funds other than a County borrowing (each, a "Prior  
14 Expenditure" and collectively, the "Prior Expenditures"). The County hereby declares, in  
15 accordance with Section 54A(d)(2)(D) of the Internal Revenue Code of 1986, as amended, and  
16 Section 1.150-2 of the Income Tax Regulations, its intention to use a portion of the proceeds of  
17 the Bonds to reimburse itself for Prior Expenditures paid before the date of adoption of this Act.  
18 The maximum principal amount of obligations expected to be issued for the Authorized Capital  
19 Projects is set forth in the Table of Projects. The County recognizes that the use of proceeds of  
20 the Bonds issued as qualified school construction bonds to reimburse the County for a Prior  
21 Expenditure generally will be permitted only to the extent that: (i) the Prior Expenditure  
22 constitutes a capital expenditure for federal income tax purposes; (ii) the Prior Expenditure was  
23 paid not earlier than the date of adoption of this Act; and (iii) the allocation of proceeds of the  
24 Bonds to such reimbursement is made not later than 18 months after the date the Prior  
25 Expenditure was paid. The County recognizes that the use of proceeds of the Bonds that are not  
26 qualified school construction bonds to reimburse the County for a Prior Expenditure generally  
27 will be permitted only to the extent that: (i) the Prior Expenditure constitutes a capital  
28 expenditure for federal income tax purposes; (ii) the Prior Expenditure was paid not earlier than  
29 60 days prior to the date of adoption of this Act; and (iii) the allocation of proceeds of the Bonds  
30 to such reimbursement is made not later than 18 months after later of (a) the date the Prior  
31 Expenditure was paid, or (b) the date the applicable Authorized Project is placed in service or

1 | abandoned, but in no even more than three years after the Prior Expenditure was paid.

2 |       SECTION 3. BE IT FURTHER ENACTED that as determined by the County Executive,  
3 | the Bonds (or any portion of them, as applicable) may be issued, sold and delivered as a single  
4 | series of Bonds or as two or more series of Bonds, or may be consolidated for issuance, sale and  
5 | delivery with other bonds of the County (including bonds issued for new money and/or refunding  
6 | purposes) as contemplated by Section 2C of Article 31 of the Annotated Code of Maryland, as  
7 | amended, replaced or recodified from time to time. The Bonds of each series issued solely  
8 | pursuant to the authority of this Act shall each be designated "Prince George's County, Maryland  
9 | General Obligation Public Improvement Bonds, Series 20\_\_\_," and the Bonds of each series  
10 | consolidated for issuance with other bonds of the County as authorized by this Section 3 shall  
11 | each be designated "Prince George's County, Maryland General Obligation Consolidated Public  
12 | Improvement Bonds, Series 20\_\_\_", and, in the event any such Bonds are issued at more than one  
13 | time, the County Executive may specify such additional designation as he or she shall deem  
14 | appropriate; provided that any Bonds issued as qualified school construction bonds shall contain  
15 | the phrase "Qualified School Construction" in such designation. Moreover, the County  
16 | Executive is hereby authorized to provide such other or alternative designation as he or she  
17 | deems necessary or convenient.

18 |       SECTION 4. BE IT FURTHER ENACTED that, subject to and in accordance with the  
19 | provisions of this Act, the County Executive shall determine all matters relating to the sale,  
20 | issuance, delivery and payment of the Bonds, including all matters relating to the forms, dates  
21 | and denominations of the Bonds, the principal maturity or maturities and/or sinking fund  
22 | installments, the methods to be used in determining interest payable on the Bonds and the dates  
23 | on which such interest is payable, the provision of bond insurance on all or any portion of the  
24 | Bonds, the designation of all or any portion of the Bonds as qualified school construction bonds  
25 | for purposes of Section 54F of the Internal Revenue Code of 1986, as amended, and provisions  
26 | for registration of the Bonds, for their redemption prior to stated maturity, for the separation of  
27 | the ownership of the Bonds issued as qualified school construction bonds and the entitlement to  
28 | the credit against federal income tax under Sections 54A and 54F of the Internal Revenue Code  
29 | of 1986, as amended, and for the use of facsimile signatures or seals, whether the Bonds are to  
30 | be issued in book-entry form and all matters incident to the issuance of the Bonds in book-entry  
31 | form. The County Executive shall provide for the form, numbering, term and authentication of

1 the Bonds pursuant to Section 822 of the County Charter. The County Executive may provide  
2 that no Bonds shall be issued for certain Authorized Capital Projects authorized by this Act to be  
3 financed by the Bonds and to reduce the aggregate principal amount of Bonds to be issued  
4 accordingly, provided, however, that the deletion of such Authorized Capital Projects shall not  
5 cause the Bonds to be payable beyond the average of the probable useful lives of the remaining  
6 Authorized Capital Projects. The County Executive may provide for a reduction in the aggregate  
7 principal amount of Bonds to be issued consistent with a determination of the minimum bond  
8 denomination size based on municipal security market practices regarding denomination size,  
9 and for a corresponding reduction in the principal amount of Bonds issued to finance the cost of  
10 any Authorized Capital Project, provided, however, that the principal amount of Bonds issued for  
11 each such Authorized Capital Project after such reduction shall be sufficient to complete at least  
12 a usable portion of each such Authorized Capital Project. It is hereby recognized and  
13 acknowledged that, in order to manage prudently the capital programs of the County, particularly  
14 in light of federal income tax laws and regulations that impose penalties and other financial  
15 consequences for the failure to expend the proceeds of tax-exempt bonds in a timely manner, the  
16 County Executive, pursuant to Section 3 of this Act, may provide for the financing of the Bond  
17 Financed Portion of an Authorized Capital Project by the issuance of Bonds at more than one  
18 time and from time to time. Notwithstanding the provisions of Sections 2, 3 and 4 of this Act, no  
19 order of the County Executive permitted under this Act shall authorize or permit a reduction in  
20 the principal amount of Bonds issued for an Authorized Capital Project below the amount for  
21 which the County Council has authorized temporary borrowing from other County funds.

22 The aggregate principal amount of Bonds authorized to be issued hereunder may be  
23 increased by a supplemental ordinance.

24 The County Executive may provide for certain maturities of the Bonds to be subject to prior  
25 redemption at the option of the County. If the County Executive so provides and the Bonds are  
26 issued with such option, then in the event that the County determines to exercise such option for  
27 the purpose of effecting certain cost savings by refinancing a portion of the indebtedness  
28 evidenced by the Bonds through the issuance and sale of refunding bonds, it is the intent of the  
29 County that such refunding bonds be issued under the Enabling Acts referred to in this Act and  
30 that such refunding bonds, if issued, shall constitute a refunding of indebtedness authorized by  
31 this Act and shall not constitute additional indebtedness under such authority or under any other

1 authority.

2 SECTION 5. BE IT FURTHER ENACTED that the Bonds shall be sold at public or  
3 private (negotiated) sale at, above or below par value, plus, if so determined by the County  
4 Executive, accrued interest to the date of delivery. Private (negotiated) sale is hereby determined  
5 to be appropriate to Bonds issued as qualified school construction bonds, and Bonds which are  
6 not issued as qualified school construction bonds but are sold in an issue that includes qualified  
7 school construction bonds.

8 Public sale shall be by electronic bids and/or written sealed proposals to the bidder or  
9 bidders therefor for cash whose bid or bids are determined to be in the best interest of the  
10 County, as provided in the Notice of Sale for the Bonds, after having given public notice of sale  
11 by electronic dissemination and/or advertisement as provided here. Unless contrary to applicable  
12 law, the Notice of Sale may be disseminated solely by electronic means provided that bidders  
13 may submit electronic bids to purchase the Bonds, any such electronic dissemination of the  
14 Notice of Sale to be available to potential bidders seven (7) days or more prior to the date of sale  
15 or such shorter period of time as is then customary for electronic dissemination of notices of sale  
16 of municipal obligations in the nature of the Bonds. Alternatively or additionally, the Notice of  
17 Sale, or a summary thereof, may be published once in each of two consecutive weeks next  
18 preceding the date of sale of the Bonds in the County newspapers of record, and in the event any  
19 single newspaper of record meets the circulation requirements of Section 1008 of the County  
20 Charter, as amended, modified or recodified from time to time, such publication may be made  
21 solely in such single newspaper of record. The first of such publications shall be ten (10) or  
22 more days preceding the date of sale of the Bonds. Such Notice of Sale, or a summary thereof,  
23 may also be published in "The Bond Buyer", a financial journal published in the City of New  
24 York and/or in such other publications as the Director of Finance may determine to be in the best  
25 interest of the County. The Bonds offered for sale at such public sale shall be awarded by the  
26 County Executive. Authority is hereby expressly delegated to the County Executive to fix the  
27 date and time of the sale of the Bonds. The sale of the Bonds shall be held in a County  
28 Executive Conference Room in the County Administration Building in Upper Marlboro,  
29 Maryland, or in such other place as may be designated in accordance with the Notice of Sale for  
30 the Bonds.

31 With respect to each series of Bonds sold by private (negotiated) sale, authority is hereby

1 conferred on the County Executive to take the following actions and make the following  
2 commitments on behalf of the County:

3 (a) to sell such series of Bonds upon such terms as he or she deems favorable under the  
4 existing market conditions to one or more banks, investment banking firms or other financial  
5 institutions that, in such official's judgment, offers to purchase such series of Bonds on terms  
6 such official deems favorable to the County under the existing market conditions;

7 (b) to approve, execute and deliver, as a binding and enforceable obligation of the County,  
8 an underwriting or purchase agreement for any series of Bonds issued pursuant to this Act;

9 (c) after considering any recommendations of the financial advisor to the County, if any, to  
10 fix and determine the date of any such series of Bonds, the maturity or schedule of annual  
11 maturities and/or sinking fund installments of any such series, the interest rate to be borne by the  
12 Bonds of each maturity of any such series, the amount of any such series, and all matters relating  
13 to the provision of bond insurance, if any, on all or any portion of the Bonds.

14 SECTION 6. BE IT FURTHER ENACTED that there may be printed on each of the Bonds  
15 the text of the approving legal opinion of bond counsel or co-bond counsel with respect to such  
16 Bonds. Any such printed text shall be certified to be a correct copy of said opinion by the  
17 manual or facsimile signature of the County Executive.

18 The Bonds shall contain similar provisions and be in substantially the form set forth in  
19 Attachment 2, attached hereto and made a part hereof, and Bonds issued substantially in  
20 accordance with said form, with appropriate insertions or deletions as indicated, when properly  
21 executed and authenticated as required by this Section shall be deemed to constitute  
22 unconditional general obligations of the County, to the payment of which, in accordance with the  
23 terms thereof, its full faith and credit are pledged, and all the covenants and conditions contained  
24 in the Bonds shall be deemed to be binding upon the County. Authority is hereby conferred on  
25 the County Executive to complete, delete or modify the blanks in such bond form with necessary  
26 information, to insert applicable paragraphs as indicated or needed and to make such additions,  
27 deletions and substitutions in such bond form, not inconsistent with this Act or the County  
28 Charter or the Internal Revenue Code of 1986, as amended, as may be necessary or desirable for  
29 the sale of the Bonds, including (without limitation) such additions, deletions and substitutions as  
30 may be necessary or desirable in connection with the separation of the ownership of Bonds  
31 issued as qualified school construction bonds and the entitlement to the credit against federal

1 income tax under Sections 54A and 54F of the Internal Revenue Code of 1986, as amended,  
 2 and the establishment or discontinuance of a book-entry registration system for the Bonds and/or  
 3 the entitlement to said credit.

4 SECTION 7. BE IT FURTHER ENACTED that immediately after a public sale of the  
 5 Bonds, the interest rate or rates payable on the Bonds shall be fixed by an order of the County  
 6 Executive (the authority to fix such rates being hereby expressly delegated to said County  
 7 Executive) in accordance with the respective terms and conditions of the sale of the Bonds.

8 SECTION 8. BE IT FURTHER ENACTED that the official Notice of Sale and Bid for the  
 9 Bonds shall be substantially in the form set forth in Attachment 3 attached hereto and made a  
 10 part hereof, with such insertions or deletions as the County Executive may determine to be  
 11 desirable to allow for the use of electronic bidding or due to financial or market conditions or as  
 12 otherwise permitted or required by this Act, including but not limited to changes appropriate in  
 13 the event that the Bonds are to be registered in book-entry format.

14 SECTION 9. BE IT FURTHER ENACTED that the County Executive may authorize on  
 15 behalf of the County the preparation and distribution of a preliminary official statement and a  
 16 final official statement or similar offering documents in connection with the issuance and sale of  
 17 the Bonds.

18 SECTION 10. BE IT FURTHER ENACTED that the County Council hereby determines that the  
 19 Bonds are at present within the debt limit imposed by Section 5(P) of Article 25A of the Annotated  
 20 Code of Maryland, as amended, replaced or recodified from time to time (the "Express Powers Act").  
 21 The County is authorized under the Express Powers Act to undertake borrowings for any public  
 22 purposes of the County, provided that the aggregate amount of bonds or other evidences of indebtedness  
 23 therefor outstanding at any one time shall not exceed a total of six percent (6%) of the County's  
 24 assessable basis of real property and fifteen percent (15%) of the County's assessable basis of personal  
 25 property and operating real property described in Section 8-109(c) of the Tax-Property Article of the  
 26 Annotated Code of Maryland, as amended, replaced or recodified from time to time, as shown below:

27	Assessable basis of taxable real property	
28	(Fiscal Year 2010)	\$ 96,167,675,000
29	Assessable basis of taxable personal property	
30	and operating real property (Fiscal Year 2010)	\$ 2,909,129,000
31	Statutory debt limitation - (total sum of 6%	

1	of real property assessable basis and 15%	
2	of personal property/operating real property	
3	assessable basis)	\$ 6,206,429,850
4	Outstanding debt subject to debt limitation	\$ 705,976,688
5	Limit on additional debt	\$ 5,500,453,162
6	Aggregate principal amount of Bonds	\$ 29,638,000
7	Aggregate principal amount of general	
8	obligation debt authorized by other	
9	acts and not issued (excluding Bonds	\$ 1,209,114,000
10	authorized by this Act)	
11	Total principal amount of general	
12	obligation debt authorized and	
13	not issued (including the Bonds)	\$ 1,238,752,000

14 SECTION 11. BE IT FURTHER ENACTED that the proceeds of the sale of the Bonds  
15 shall be paid directly to the Director of Finance of the County, who shall deposit the same in the  
16 proper accounts of the County. The cost of marketing the Bonds shall be the pro rata part of the  
17 cost of advertising, printing, legal services, any financial services, rating agencies fees and other  
18 related expenditures (including, without limitation, any bond insurance premiums payable by the  
19 County), as may be determined by apportioning the aggregate amount of the cost of such  
20 advertising, printing, legal services, financial advisory services, rating agency fees and other  
21 related expenditures among the issue of Bonds and the issues of bonds authorized by other Acts  
22 or Ordinances and consolidated for sale with the issue of the Bonds, in the proportion to each  
23 issue the amount for which each issue may be sold shall bear to the total amount received for all  
24 of the issues so consolidated for sale. Such costs of issuance shall be allocated to the Authorized  
25 Capital Projects financed by the Bonds and shall be charged to the appropriate debt service  
26 accounts of the County by the Director of Finance. The balance of the proceeds of the sale of the  
27 Bonds shall be expended by the County for costs of the Authorized Capital Projects for which  
28 Bonds have been issued in accordance with this Act. If the principal amount of Bonds issued for  
29 any Authorized Capital Project exceeds the amount needed to finance such Authorized Capital  
30 Project, the excess shall be applied to any other Authorized Capital Project for public school  
31 facilities.

1 Unless otherwise provided by act or resolution of the County Council or by the County  
2 Executive pursuant to Section 14 of this Act, earnings derived from the investment of the  
3 proceeds of the Bonds may be treated as general revenues of the County and applied to general  
4 County purposes and such use of investment proceeds is hereby acknowledged and authorized.

5 SECTION 12. BE IT FURTHER ENACTED that, for the purpose of redeeming and  
6 paying the Bonds as they mature or become subject to mandatory redemption, the County shall  
7 include in the levy in each and every fiscal year during which any of the Bonds are outstanding  
8 ad valorem taxes upon all the legally assessable property within the corporate limits of the  
9 County in rate and amount sufficient to provide for the payment, when due, of the principal of  
10 and interest on all of the Bonds due in each such fiscal year; and in the event the proceeds from  
11 taxes so levied in any such fiscal year shall prove inadequate for such purposes, additional taxes  
12 shall be levied, to the extent authorized by law, in succeeding fiscal years to make up such  
13 deficiency. The County may apply to the payment of the principal of and interest on the Bonds  
14 any funds received by it from the State of Maryland, the United States of America, or any agency  
15 or instrumentality thereof, or from any other source, if such funds are granted for the purpose of  
16 assisting the County in obtaining public facilities of the class or classes of public facilities for  
17 which the Bonds, or the respective portions of the Bonds, are authorized or may be otherwise  
18 lawfully applied to such payment; to the extent that any such funds are applied to such purposes  
19 in any fiscal year as provided herein, the taxes hereby required to be levied shall be reduced  
20 proportionately.

21 The full faith and credit of the County and the taxing power of the County are hereby  
22 irrevocably pledged both to the punctual payment of the maturing principal of and interest on the  
23 Bonds as and when such principal and interest become due, and to the levy and collection of the  
24 taxes hereinabove prescribed as and when such taxes become necessary in order to provide  
25 sufficient funds to meet the debt service requirement of the Bonds. The County hereby solemnly  
26 covenants with each of the registered owners of any of the Bonds to take all action as may be  
27 appropriate from time to time during the period that any of the Bonds remain outstanding and  
28 unpaid to provide the funds necessary to make the principal and interest payments on the Bonds.  
29 The debt service requirements of the Bonds shall have a first and prior claim on all moneys of  
30 the General Fund of the County on a parity with the claim for moneys required for payment of  
31 debt service on all other County general obligation indebtedness whether issued prior to or after

1 the issuance of the Bonds; it is recognized, however, that some outstanding general obligation  
2 bonds of the County constitute a pledge of the unlimited taxing power of the County. The  
3 County further covenants and agrees with each of the registered owners of any of the Bonds to  
4 levy and collect the taxes hereinabove prescribed.

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

11 SECTION 14. BE IT FURTHER ENACTED that the County Executive shall be the officer  
12 of the County responsible for the issuance of any Bonds within the meaning of the "arbitrage  
13 regulations" (defined below).

14 The County Executive shall be the officer of the County responsible for the execution and  
15 delivery (on the date of issuance of the Bonds) of a certificate of the County (the "Tax  
16 Certificate") which complies with the requirements of Sections 54A, 54F and 148 of the Internal  
17 Revenue Code of 1986, as amended ("Sections 54A, 54F and 148"), and the applicable  
18 regulations under Section 148 (the "arbitrage regulations"), and such official is hereby directed to  
19 execute the Tax Certificate and to deliver the same to bond counsel or co-bond counsel on the  
20 date of the issuance of the Bonds.

21 The County shall set forth in the Tax Certificate its reasonable expectations as to relevant  
22 facts, estimates and circumstances relating to the use of the proceeds of the Bonds, or of any  
23 moneys, securities or other obligations on deposit to the credit of any account of the County  
24 which may be deemed to be proceeds of the Bonds pursuant to Sections 54A, 54F and 148 or the  
25 arbitrage regulations (collectively, "Bond Proceeds"); and the expenditure of 100 percent of  
26 available project proceeds of the qualified school construction bonds within the three-year period  
27 beginning on the date of issuance of the Bonds, the binding commitment to spend at least 10  
28 percent of available project proceeds within six months beginning on the date of issuance of the  
29 Bonds, and the redemption of nonqualified bonds to the extent that less than 100 percent of  
30 available project proceeds are expended by the end of the three-year period. The County  
31 covenants that the facts, estimates and circumstances set forth in the Tax Certificate will be

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

6 The County covenants with each of the registered owners of any of the Bonds that it will  
7 not make, or (to the extent that it exercises control or direction) permit to be made, any use of the  
8 Bond Proceeds which would cause the Bonds to be "arbitrage bonds" within the meaning of  
9 Sections 54A, 54F and 148 and the arbitrage regulations. The County further solemnly  
10 covenants that it will comply with Sections 54A, 54F and 148 and the regulations thereunder  
11 which are applicable to the Bonds on the date of issuance thereof and which may subsequently  
12 lawfully be made applicable thereto as long as the Bonds remain outstanding and unpaid. The  
13 County Executive is hereby authorized and directed to prepare or cause to be prepared and to  
14 approve and execute, respectively, any certification, opinion or other document, including  
15 (without limitation) the Tax Certificate, which may be required to assure that the Bonds will not  
16 be deemed to be "arbitrage bonds" within the meaning of, and will otherwise comply with the  
17 requirements of, Sections 54A and 148 and the regulations thereunder, including a certification  
18 that conflict of interest requirements and rules are satisfied with respect to the Bonds.

19 The County Executive may make such covenants or agreements in connection with the  
20 issuance of such Bonds as he or she shall deem advisable in order to assure the registered owners  
21 of such Bonds that such owners shall be allowed as a credit against federal income tax the credits  
22 determined under Section 54A of the Internal Revenue Code of 1986, as amended, and such  
23 covenants or agreements shall be binding on the County so long as the observance by the County  
24 of any such covenants or agreements is necessary in connection with the maintenance of such  
25 credit. The foregoing covenants and agreements may include such covenants or agreements on  
26 behalf of the County regarding compliance with the provisions of the Internal Revenue Code of  
27 1986, as amended, as the County Executive shall deem advisable in order to assure the registered  
28 owners of such Bonds of the allowance of such credit, including (without limitation) covenants  
29 or agreements relating to the investment of Bond Proceeds, the payment of certain earnings  
30 resulting from such investment to the United States (or certain payments in lieu thereof as  
31 provided in the Internal Revenue Code of 1986, as amended), limitations on the times within

1 which, and the purpose for which, Bond Proceeds may be expended, the use of specified  
2 procedures for accounting for and segregating Bond Proceeds, or the submission to the Secretary  
3 of the Treasury of the United States a report regarding the issuance of the Bonds. Any covenant  
4 or agreement made pursuant to this paragraph may be set forth in the Tax Certificate.

5 SECTION 15. BE IT FURTHER ENACTED that the County Executive is hereby  
6 authorized to select and appoint a bank or other financial institution to act as paying agent for the  
7 payment of the principal and redemption price, if any, on the Bonds and to act as registrar for the  
8 Bonds. The selection of the paying agent and bond registrar shall be accomplished in accordance  
9 with applicable provisions of law. In the event that the Bonds are issued in book-entry form, the  
10 County Executive may determine that a bond registrar and paying agent need not be designated  
11 or that the County shall act as bond registrar and paying agent.

12 SECTION 16. BE IT FURTHER ENACTED that the powers granted by this Act are  
13 additional and cumulative and the Bonds authorized by this Act may be issued, notwithstanding  
14 that the General Obligation Act or other bond acts or laws may provide for the issuance of other  
15 bonds or the borrowing of money for the same or similar purposes on the same or other terms  
16 and conditions. This Act shall be liberally construed to effectuate its purposes, namely, to  
17 authorize the borrowing of money and the incurring of indebtedness to finance the Authorized  
18 Capital Projects set forth in this Act. Provisions of this Act shall be deemed met and satisfied if  
19 there is substantial compliance with such provisions. This Act is not intended to provide or  
20 imply that this Act or any prior act not containing a similar provision precludes the County from  
21 exercising any power or prerogative provided by this Act or any other law whether exercised  
22 solely pursuant to such other law or in conjunction with the powers provided by this Act so that,  
23 without limiting the generality of this Section, the County may exercise the power to issue (i)  
24 bond anticipation notes (in anticipation of the issuance of bonds pursuant to this Act or  
25 otherwise) and grant anticipation notes pursuant to Section 12 of Article 31 of the Annotated  
26 Code of Maryland, as amended, replaced or recodified from time to time, (ii) bonds (or any  
27 related bond anticipation or other notes) authorized by Sections 14-201 to 14-214, inclusive, of  
28 Article 41 of the Annotated Code of Maryland, as amended, replaced or recodified from time to  
29 time, and (iii) interest-bearing general obligation bonds; and in exercising such powers, the  
30 County may sell such notes or bonds at public or private (negotiated) sale as authorized by these  
31 or any other applicable laws.

1 SECTION 17. BE IT FURTHER ENACTED that, pursuant to Section 30 of Article 31 of  
2 the Annotated Code of Maryland, as amended, replaced or recodified from time to time (the  
3 "Registration Statute"), the Bonds issued hereunder may be issued in "registered form" within  
4 the meaning of the Registration Statute, as may be determined by the County Executive, who  
5 may determine, approve or authorize the selection of trustees, transfer agents, registrars, paying  
6 or other agents, a custodian for a central depository or book-entry system and appropriate  
7 agreements with any of the foregoing and such other matters not inconsistent with this Act  
8 necessary or deemed appropriate in connection with the issuance of the Bonds in "registered  
9 form" within the meaning of the Registration Statute.

10 SECTION 18. BE IT FURTHER ENACTED that, the County Executive is hereby  
11 authorized, on behalf of the County, to make such undertakings, covenants or agreements for the  
12 benefit of the holders of the Bonds with regard to secondary market disclosure as shall be  
13 necessary or appropriate to comply with the provisions of Securities and Exchange Commission  
14 Rule 15c2-12, as amended, modified or replaced from time to time ("SEC Rule 15c2-12"). Such  
15 authority shall include (without limitation) the power to approve and enter into continuing  
16 disclosure or dissemination agreements with any third party; the power to amend or modify any  
17 such undertakings, covenants, agreements, or continuing disclosure or dissemination agreements,  
18 to the extent permitted by SEC Rule 15c2-12; and the power to provide for the insertion of a  
19 description regarding any such secondary market disclosure covenants or agreements in any  
20 applicable notice of sale, bond purchase agreement or other purchase contract, and any  
21 preliminary or final official statement, offering circular, official circular or similar offering  
22 document. Such undertakings, covenants or agreements shall be binding upon the County and  
23 the County hereby covenants and agrees to abide by any such undertakings, covenants or  
24 agreements made in accordance with this Section for the benefit of the holders of the Bonds.

25 SECTION 19. BE IT FURTHER ENACTED that, to the extent applicable, Sections 812  
26 and 813 of the Charter shall apply to the taxes levied as provided in this Act so long as such  
27 Sections shall remain in effect.

28 SECTION 20. BE IT FURTHER ENACTED that, to the extent that the Bonds are not  
29 issued for purposes of financing the Authorized Capital Projects, the County Executive is  
30 authorized to take the actions necessary to determine the structure of any sale and leaseback of  
31 the Authorized Capital Projects to either the Industrial Development Authority of Prince

1 George's County, the Revenue Authority of Prince George's County, or any public  
2 instrumentality of the County or of the State of Maryland that best serves the needs and public  
3 purposes of the County, including whether interests in the leaseback are offered on a tax-exempt  
4 or taxable basis, or as qualified school construction bonds, giving consideration to a multitude of  
5 factors including (without limitation) disposition price, term of years offered for any leaseback  
6 (including any renewal terms, options to terminate, or options to purchase, if applicable), lease  
7 payment amounts, operating and maintenance expenses that would be the responsibility of the  
8 County, on going fees and charges in connection with any offering of participation interests in  
9 any leaseback to the County, and whether or not the remaining economic life of the Authorized  
10 Capital Projects upon expiration of the stated term of the leaseback (and any renewal terms)  
11 would be such that acquisition of title to the Authorized Capital Projects by the County or the  
12 Prince George's County Board of Education upon such expiration would continue to serve a  
13 public purpose of the County or the Prince George's County Board of Education, and to  
14 effectuate and consummate the transactions contemplated in the recitals to this Act with respect  
15 to the Authorized Capital Projects that is in the best interests of the County.

16 The appropriate officials of the County are hereby authorized and directed to prepare or  
17 provide for the preparation of, and the publication of, any notices required by Article 25A,  
18 Section 5(B) of the Annotated Code of Maryland, as amended, in connection with the sale and  
19 leaseback of the Authorized Capital Projects; and to negotiate and enter into such agreements  
20 with the Prince George's County Board of Education and with such public instrumentalities as  
21 are in the best interest of the County in financing the Authorized Capital Projects.

22 SECTION 21. BE IT FURTHER ENACTED that any and all determinations, approvals,  
23 authorizations, decisions, undertakings, specifications, covenants, agreements or provisions (by  
24 whatever terminology so specified) authorized to be made by the County Executive pursuant to  
25 the provisions of this Act shall be made by order of the County Executive unless otherwise  
26 expressly provided herein; provided that, unless contrary to the provisions of the County Charter  
27 or other applicable law, the County Executive is hereby expressly authorized to delegate by order  
28 to such official or officials designated in such order the power to make any such determinations,  
29 approvals, authorizations, decisions, undertakings, specifications, covenants, agreements or  
30 provisions or other matters and the manner in which to evidence the same. In addition, unless  
31 contrary to the provisions of the County Charter or other applicable law, the County Executive is

1 hereby authorized by order to delegate to one or more appropriate County officials the authority  
2 granted to the County Executive by this Act to sign any documents, certificates or instruments,  
3 or to specify that one or more appropriate County officials in addition to the County Executive  
4 shall sign any such documents, certificates or instruments.

5 SECTION 22. BE IT FURTHER ENACTED that if any one or more of the provisions of  
6 this Act, including any covenants or agreements provided herein on the part of the County to be  
7 performed, should be contrary to law, then such provision or provisions shall be null and void  
8 and shall in no way affect the validity of the other provisions of this Act or of the Bonds.

9 SECTION 23. BE IT FURTHER ENACTED that the provisions of this Act are hereby  
10 declared to be severable; and, in the event that any section, subsection, paragraph, subparagraph,  
11 sentence, clause, phrase, or word of this Act is declared invalid or unconstitutional by a court of  
12 competent jurisdiction, such invalidity or unconstitutionality shall not affect the remaining  
13 words, phrases, clauses, sentences, subparagraphs, paragraphs, subsections, or sections of this  
14 Act, since the same would have been enacted without the incorporation in this Act of any such  
15 invalid or unconstitutional word, phrase, clause, sentence, subparagraph, subsection, or section.

16 SECTION 24. BE IT FURTHER ENACTED that in accordance with the provisions of  
17 Section 317 of the Charter, the County Council hereby declares that a public emergency exists  
18 affecting the public health, safety, and welfare; said emergency being the County's immediate  
19 need to take advantage of the federal allocation to the Prince George's County Public Schools of  
20 Twenty-five Million One Hundred Two Thousand Dollars (\$25,102,000) of qualified school  
21 construction bond volume cap in calendar year 2009 in order to achieve savings in the cost of  
22 debt service.

23 SECTION 25. BE IT FURTHER ENACTED that this Act shall take effect on the date it  
24 becomes law.

Adopted this 17<sup>th</sup> day of November, 2009 by an affirmative vote of two-thirds of the members of the full County Council.

COUNTY COUNCIL OF PRINCE  
GEORGE'S COUNTY, MARYLAND

BY: \_\_\_\_\_  
Marilynn M. Bland  
Chairperson

ATTEST:

\_\_\_\_\_  
Redis C. Floyd  
Clerk of the Council

APPROVED:

DATE: \_\_\_\_\_ BY: \_\_\_\_\_  
Jack B. Johnson  
County Executive

Note: Attachment 1 is available in hard copy only and as an Inclusion File in LIS



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 payments of the principal of, and redemption price 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.

This Bond is one of a duly authorized issue of general obligation bonds of the County, designated “Prince George’s County, Maryland General Obligation [Consolidated] Public Improvement Qualified School Construction Bonds, Series \_\_\_\_\_,” all dated \_\_\_\_\_, 200\_, and all of like tenor and effect except as to numbers, denominations, maturities and option of redemption. The Bonds are issued under the authority of Article 25A of the Annotated Code of Maryland, as amended, the Charter of Prince George’s County, Maryland (the “County Charter”), Council Bill CB-\_\_\_\_\_ (collectively, the “Authorization Ordinance”), the bond enabling acts cited in the Authorization Ordinance (the “Enabling Acts”) and the Executive Orders of the County Executive (the “Executive Orders”), including Executive Order No. \_\_ - 200\_ and Executive Order No. \_-200\_. The terms of the Bonds include those stated in the Authorization Ordinance and Executive Orders, and the Bonds are subject to all such terms. The Registered Owner of this Bond is referred to the Authorization Ordinance and the Executive Orders for a complete statement of such terms, to which the Registered Owner hereof, by acceptance of this Bond, assents.

The Bonds maturing in any one year are issuable in fully registered form, in denominations of \$5,000 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 the maturities, but not necessarily continuously consecutively, from No. 1 prefixed by the letter “R”. Said Bonds mature and are payable on \_\_\_\_\_ in the following years and aggregate amounts:

_____	Principal Amount (\$)	Interest Rate (%)
2010		
2011		
2012		
2013		
2014		
2015		
2016		
2017		
2018		
2019		
2020		

2021		
2022		
2023		
2024		
2025		
2026		
2027		
2028		
2029		

The County will provide services as Bond Registrar to open books for the registration and for the transfer of registered Bonds (the “Bond Register”). This Bond will be transferable only upon the Bond Register kept at the Office of the Director of Finance of the County 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.

This 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 Registered 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 Registered Owner hereof for such exchange or transfer. Said new Bond or Bonds will be delivered to the transferee only after due authentication thereof by any authorized signatory of the Bond Registrar. The Bond Registrar shall not be required to transfer or exchange any Bond after the mailing of a notice calling such Bond for redemption has been made, or during the period of fifteen (15) days next preceding mailing of a notice of redemption.

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 for all other purposes.

To the extent that less than 100 percent of available project proceeds of the Bonds are expended by the third anniversary of the Original Issue Date set forth above, or such later date to which such period may be extended by the Secretary of the Treasury of the United States (if such extension is requested by the County), the Bonds shall be redeemed within 90 days following such date at a redemption price equal to 100 percent of the principal amount of the Bonds or portions thereof to be redeemed.

If fewer than all of the Bonds shall be called for redemption, [the particular maturities of the Bonds or portions thereof to be redeemed shall be selected by the County. If fewer 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 or in such manner as the Bond Registrar and Paying Agent, at its discretion, may deem proper.

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 Registered Owner, registered Bonds in any of the authorization denominations, the aggregate face amount of such Bonds not to exceed the unredeemed balance of the registered Bond so surrendered, 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 prior to the date fixed for such redemption, at the addresses of such Registered 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 proceedings for the redemption of the Bonds for which notice was properly given. Said notice shall state for all Bonds being redeemed: the maturity date, certificate numbers, redemption date, redemption price, the address of the office of the Bond Registrar and Paying Agent with a contact person and telephone number, whether the Bonds are being redeemed in whole or in part and shall require that the Bonds so called be presented for redemption and payment at the office of the Paying Agent.

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 participants of the then existing securities depository.

The full faith and credit and 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

ad valorem taxes upon all the legally assessable property within the corporate limits of the County; such tax levy is subject, however, to the limitation set forth in Section 812 and Section 813 of the County Charter. Section 812 provides, in part, that the County shall not levy “a real property tax which would result in a total collection of real property taxes greater than the amount collected in fiscal year 1979; [except that the County] may levy a real property tax which would result in a total collection of real property taxes greater than the amount collected in fiscal year 1979 if the real property tax rate does not exceed Two Dollars and forty cents (\$2.40) for each One Hundred Dollars (\$100.00) of assessed value.” Section 813 provides that any ordinance or resolution levying or charging taxes or certain fees in excess of the amount levied in the preceding fiscal year shall be referred to a referendum of the qualified voters of the County.

The principal of and interest on this Bond is payable from annual appropriations of the proceeds of ad valorem taxes which the County is empowered and directed to levy, subject to said Section 812 and Section 813 limitations, upon all the legally assessable property within the corporate limits of the County. The County has covenanted, subject to said Section 812 and Section 813 limitations, to levy said ad valorem taxes in rate and amount sufficient for such payment in each fiscal year in which provision must be made for the payment of such principal and interest and in the event the proceeds from taxes so levied in any such fiscal year shall prove inadequate for such payment, to levy additional taxes, subject to said limitation, in succeeding fiscal years to make up such deficiency.

[A portion of the Bonds is being issued for public school facilities. The principal of and interest on this portion of the Bonds is expected to be paid in the first instance from amounts on deposit in a separate school facilities surcharge account established in the County’s Capital Projects Fund subject to availability and appropriation for such purpose. A school facilities surcharge in the amount of \$12,000 is imposed by the County on new residential construction for which a building permit is applied (subject to partial exemptions in some regions). The surcharge is subject to adjustment for inflation. The surcharge is collected by the County from the builder at the time a building permit is issued for the dwelling unit. Under State law, the surcharge does not apply to mixed retirement developments, elderly housing, multi-family housing designated as student housing within 1.5 miles of the University of Maryland, College Park Campus, or any property located in an infrastructure-financing district approved prior to January 1, 2000. Pursuant to State law, revenue collected from the school facilities surcharge is required to be deposited in a separate account and can only be used to pay for additional or expanded public school facilities or debt service on bonds issued for such facilities or for new school construction.]

[A portion of the Bonds is being issued for school renovation facilities. The principal of and interest on this portion of the Bonds is expected to be paid in the first instance from amounts on deposit in a separate Telecommunication Tax-Supported School Renovation Projects account established in the County’s Capital Projects Fund, subject to availability and appropriation for such purpose. Article 24, Section 9-606 of the Annotated Code of Maryland, as amended, authorizes the County to levy and collect a sales and use tax on telecommunication service provided in the County at a rate not less than 5%. The Telecommunication Tax included in the County’s Operating Budget for fiscal year 20\_\_ is \_\_%. Each vendor providing telecommunication service in the County is required to collect the tax on behalf of, and remit the tax to, the County. Of the net proceeds of the revenue from the telecommunications tax, at least

ninety percent (90%) is to be used for school system operating expenditures, and the remainder is to be used to pay for capital expenditures for school renovation projects or debt service on the bonds issued by the County for school renovation projects.]

It is hereby certified and recited that each and every act, condition, and thing required to exist, to be done, to have happened, and to be performed precedent to and in the issuance of this Bond, does exist, has been done, has happened and has been performed in full and strict compliance with the Constitution and laws of the State of Maryland, the County Charter, the Authorization Ordinance, the Enabling Acts of the County and the Executive Orders of the County Executive 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.

The Bonds shall not become obligatory for any purpose or be entitled to any benefit under the above-mentioned laws, County Charter, Authorization Ordinance, Enabling Acts or Executive Orders 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 its corporate seal to be affixed or imprinted hereon manually or by facsimile, attested by the manual or facsimile signature of the Clerk of the County Council of the County; and 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: \_\_\_\_\_  
JACK B. JOHNSON  
County Executive

(SEAL)

Attest:

\_\_\_\_\_  
Redis C. Floyd  
Clerk of the County Council

CERTIFICATE OF AUTHENTICATION

Date of Authentication and Registration: \_\_\_\_\_

This is one of the registered bonds of Prince George’s County, Maryland General Obligation [Consolidated] Public Improvement [Qualified School Construction] Bonds, Series 200\_, of Prince George’s County, Maryland.

PRINCE GEORGE’S COUNTY, MARYLAND  
as Bond Registrar

By: \_\_\_\_\_  
Authorized Officer  
(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 originals of said opinions 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 therefor, with full power of substitution in the premises.

Date: \_\_\_\_\_

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

Signature guaranteed:

\_\_\_\_\_

\_\_\_\_\_  
(Signature of Registered Owner)

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

NOTICE: The signature of 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.



**ATTACHMENT 3****FORM OF NOTICE OF SALE  
PRINCE GEORGE'S COUNTY, MARYLAND****\$\_\_\_\_\_ GENERAL OBLIGATION CONSOLIDATED  
PUBLIC IMPROVEMENT BONDS, SERIES 200\_**

SEALED BIDS or ELECTRONIC BIDS will be received by the County Executive of Prince George's County, Maryland (the "County") or by the Director of Finance, acting with the authority of the County Executive, in Suite 3200, 3rd Floor, County Administration Building, 14741 Governor Oden Bowie Drive, Upper Marlboro, Maryland 20772, for the purchase of the Prince George's County, Maryland General Obligation Consolidated Public Improvement Bonds, Series 200\_ (the "Series 200\_ Bonds"), until:

**11:00 a.m. Prevailing Eastern Time, \_\_\_\_\_, \_\_\_\_\_, 200\_**

ELECTRONIC BIDS must be submitted to the BiDCOMP<sup>TM</sup>/PARITY<sup>®</sup> Electronic Bid Submission System ("PARITY") at the place and time on the sale date indicated above. Sealed written bids and electronic bids will be subject to the terms and conditions of this complete Notice of Sale. Further information about PARITY, including any fee charged, may be obtained from PARITY, 1359 Broadway, 2nd Floor, New York, New York 10018, (212) 849-5021.

If any provision of this Notice of Sale shall conflict with the information provided by PARITY as the approved provider of electronic bidding services, this Notice of Sale shall control.

Maturities: The Series 200\_ Bonds will be dated \_\_\_\_\_, 200\_ and will mature annually on the \_\_\_\_ day of \_\_\_\_ in the following years and principal amounts:

**\$\_\_\_\_\_ General Obligation Consolidated Public Improvement  
Bonds, Series 200\_**

Maturity	Principal
2010	
2011	
2012	
2013	
2014	
2015	
2016	
2017	
2018	
2019	

Adjustments to Maturity Schedule: Pre-sale, the County reserves the right to increase or decrease the aggregate principal amount of the Series 200\_ Bonds and/or change the maturity schedule set forth above from time to time up until 9:30 a.m. prevailing Eastern Time on the date of sale. Any pre-sale revisions to the maturity schedule will be made available on the BiDCOMP/Parity/[www.idealprospectus.com](http://www.idealprospectus.com) system no later than 9:30 a.m. prevailing Eastern Time on the date of sale. In the event any such pre-sale revisions are made to the maturity schedule and so communicated not later than 9:30 a.m. prevailing Eastern Time on the date of sale, the last pre-sale revisions so published shall constitute the applicable maturity schedule for purposes of submitting electronic or sealed written bids with respect to the Series 200\_ Bonds.

Form of Series 200\_ Bonds: The Series 200\_ Bonds will be issued in fully registered form and sold through a book-entry system with no physical distribution of bond certificates made to the public. One bond certificate for each maturity will be issued to Cede & Co., the partnership nominee of The Depository Trust Company, New York, New York ("DTC"), and immobilized in DTC's custody. The book-entry system will evidence ownership of the Series 200\_ Bonds in the principal amount of \$5,000 and integral multiples thereof, with transfers of ownership interests of each actual purchaser of a Series 200\_ Bond effected on the records of DTC and its participants. The successful bidder, as a condition to delivery of the Series 2009A Bonds, shall be required to deposit

the bond certificates with DTC, registered in the name of Cede & Co., DTC's partnership nominee.

DTC may determine not to continue to act as securities depository for the Series 200\_ Bonds at any time by giving notice to the County. The County may determine to select a different securities depository or the County may determine not to continue the book-entry system at any time by giving notice to DTC. If the County does not identify another qualified securities depository to replace DTC, the County will deliver replacement bonds in the form of fully registered certificates.

Principal and Interest Payments: So long as the Series 200\_ Bonds are held by DTC under a book-entry only system, payments of the principal of and interest on the Series 200\_ Bonds will be made to Cede & Co., or other nominee of DTC, as registered owner of the Series 200\_ Bonds, on the date such payment is due or if such date is not a Business Day (hereinafter defined) then on the next succeeding Business Day (or as otherwise required by DTC). Interest on the Series 200\_ Bonds from \_\_\_\_\_, 200\_ is payable on \_\_\_\_\_, 2010, \_\_\_\_\_, 2010 and semiannually thereafter on \_\_\_\_\_ and \_\_\_\_\_ of each year until maturity.

Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC, and transfer of principal and interest payments to beneficial owners of the Series 200\_ Bonds by participants of DTC will be the responsibility of such participants and other nominees of beneficial owners. The County will not be responsible or liable for such transfers of payments or for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

"Business Day" means any day of the year on which (i) banking institutions in 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 Executive Order of the County Executive of the County to be closed.

The County will act as the Bond Registrar and as the Paying Agent for the Series 200\_ Bonds (the "Bond Registrar and Paying Agent"). The office of the Bond Registrar and Paying Agent is located at the Office of the Director of Finance, County Administration Building, Suite 3200, 14741 Governor Oden Bowie Drive, Upper Marlboro, Maryland 20772.

All payments of the principal and interest on the Series 200\_ Bonds shall be in such coin or currency of the United States as at the time of payment is legal tender for payment of public and private debts. If the book-entry only system of registration is discontinued, interest on the Series 200\_ Bonds will be payable by check mailed by the Bond Registrar and Paying Agent to the persons in whose names the Series 200\_ Bonds are registered as of the close of business on the first day of the month in which such interest payment date occurs at the addresses as they appear on the registration books maintained by the Bond Registrar and Paying Agent, and the principal of the Series 200\_ Bonds will be paid upon presentation and surrender of the Series 200\_ Bonds at the office of the Bond Registrar and Paying Agent.

Optional Redemption: The Series 200\_ Bonds are not subject to optional redemption prior to their maturity.

Authority to Issue: The Series 200\_ Bonds are being issued under the authority of Section 5(P) of Article 25A of the Annotated Code of Maryland, as amended (the "Enabling Law"), the County Charter, County Council Bill CB-\_-200\_ (the "Authorization Ordinance"), the bond enabling laws cited in the Authorization Ordinance (the "Enabling Acts") and certain orders of the County Executive.

Purpose: The Series 200\_ Bonds are being issued to provide funds for financing, in whole or in part, the costs of planning, construction, reconstruction, establishment, extension, enlargement, demolition, improvement or acquisition of certain capital projects for public school facilities.

Sources of Payment: The County has pledged its full faith and credit and taxing

power for the payment of the principal of and interest on the Series 200\_ Bonds. To provide for the payment of the Series 200\_ Bonds, the County is empowered and directed to levy ad valorem taxes upon all legally assessable property within the corporate limits of the County; such tax is subject, however, to the limitations set forth in Sections 812 and 813 of the County Charter. Section 812 provides, in part, that the County shall not levy "a real property tax which would result in a total collection of real property taxes greater than the amount collected in fiscal year 1979; [except that the County] may levy a real property tax which would result in a total collection of real property taxes greater than the amount collected in fiscal year 1979 if the real property tax rate does not exceed Two Dollars and forty cents (\$2.40) for each One Hundred Dollars (\$100.00) of assessed value." Section 813 provides that any ordinance or resolution levying or charging taxes or certain fees in excess of the amount levied or charged in the preceding fiscal year shall be referred to a referendum of the qualified voters of the County. In the 2000 legislation session, the State legislature enacted a law providing that beginning fiscal 2002, the property tax for real property shall be applied to 100 percent, instead of 40 percent, of the phase-in value of the real property and that the tax rate shall be adjusted to make the impact revenue neutral. Such State law also provides that any limit on a local real property tax rate in a local law or charter provision shall be construed to mean a rate equal to 40 percent times the rate stated in the local law or charter provision. Pursuant to this new law, the tax rate is \$0.96 for real property and \$2.40 for personal property upon each \$100 assessed value of all assessable property, real and personal, assessed according to the State law and subject to taxation in the County.

[Debt service on the Series 200\_ Bonds in the first instance is expected to be paid from amounts on deposit in a separate school facilities surcharge account or in a separate school renovation projects account supported by 10% of sales and use tax levied by the County on telecommunication service in the County.]

Minority Participation: The County encourages each bidder for the Series 200\_ Bonds to make a good faith effort to include minority business enterprises in the syndicate purchasing the Series 200\_ Bonds. Each bidder is requested to submit with its bid a listing of the initial

members of the purchasing syndicate, setting forth the initial contribution of each member and identifying the minority business enterprises with an asterisk(\*). Upon request, the Director of Finance of the County and the Financial Advisor to the County will make available a non-exclusive list of underwriters and investment bankers the County has identified as minority business enterprises.

Price and Interest Rate Bids: Each bid must be unconditional. Each bidder shall submit one bid on an "all-or-none" basis. Each proposal must specify the amount of the bid for the Series 200\_ Bonds, which must be not less than par, and must specify the rate or rates of interest to be paid thereon. Each rate of interest shall be a multiple of one-twentieth (1/20) or one-eighth (1/8) of one percent, but all Series 200\_ Bonds of any one maturity must bear interest at the same rate. Any rate named may be repeated. The difference between the maximum and minimum interest rates may not be greater than 3%. A zero rate may not be named.

Form of Non-Electronic Bids: Non-electronic bids must be submitted on the prescribed form accompanying this Notice of Sale and must be enclosed in a sealed envelope addressed "Director of Finance, Prince George's County, Maryland, Suite 3200, 3rd Floor, County Administration Building, 14741 Governor Oden Bowie Drive, Upper Marlboro, Maryland 20772", and marked on the outside "Bid for Series 2009A Bonds." Non-electronic bids must be received by 11:00 a.m., prevailing Eastern Time, on \_\_\_\_\_, 200\_\*. The time as reflected on PARITY shall be deemed to be the official prevailing Eastern Time.

Each bid should be accompanied by a listing of the members of the purchasing syndicate, setting forth the contribution of each member and designating minority business enterprises with an asterisk(\*).

Electronic Bids: Electronic bids will be received via PARITY, in the manner described below, until 11:00 a.m., prevailing Eastern Time, on \_\_\_\_\_, 200\_\*.

Bids may be submitted electronically via PARITY pursuant to this notice until

11:00 a.m., prevailing Eastern Time, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY conflict with this notice, the terms of this notice shall control. For further information about PARITY, potential bidders may contact PARITY at (212) 849-5021.

Disclaimer: Each prospective electronic bidder shall be solely responsible to submit its bid via PARITY as described above. Each prospective electronic bidder shall be solely responsible to make necessary arrangements to access PARITY for the purpose of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the County nor PARITY shall have any duty or obligation to provide or assure access to PARITY to any prospective bidder, and neither the County nor PARITY shall be responsible for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by PARITY. The County is using PARITY as a communication mechanism, and not as the County's agent, to conduct the electronic bidding for the Series 200\_ Bonds. The County is not bound by any advice and determination of PARITY to the effect that any particular bid complies with the terms of this Notice of Sale and in particular the bid parameters set forth herein. All costs and expenses incurred by prospective bidders in connection with their submission of bids via PARITY are the sole responsibility of the bidders; and the County is not responsible, directly or indirectly, for any such costs or expenses. If a prospective bidder encounters any difficulty in submitting, modifying, or withdrawing a bid for the Series 200\_ Bonds, such bidder should telephone PARITY at (212) 849-5021 and notify the County's Financial Advisor, Public Advisory Consultants, Inc., by facsimile at (410) 581-9808.

Electronic Bidding Procedures: Electronic bids must be submitted for the purchase of the Series 200\_ Bonds (all or none) via PARITY. Bids will be communicated electronically to the County at 11:00 a.m., prevailing Eastern Time, on Tuesday, \_\_\_\_\_, 200\_\*. Prior to that time, a prospective bidder may (1) submit the proposed terms of its bids via PARITY, (2) modify the proposed terms of its bid, in which event the proposed terms as last modified will (unless the bid is withdrawn as described herein) constitute its bid for the Series 200\_ Bonds, or (3) withdraw its proposed bid. Once the bids are communicated

electronically via PARITY to the County, each bid will constitute an irrevocable offer to purchase the Series 200\_ Bonds on the terms therein provided. For purposes of the electronic bidding process, the time as maintained on PARITY shall constitute the official time.

Good Faith Deposit: The successful bidder of the Series 200\_ Bonds, shall submit a good faith deposit in the amount of \$\_\_\_\_,000\* (the "Good Faith Deposit") for the winning bid on the Series 200\_ Bonds to the County as provided below. The Good Faith Deposit will secure the County from any loss resulting from the failure of the successful bidder to comply with the terms of the bid. The successful bidder shall transfer the Good Faith Deposit by wire transfer directly to the County upon notification of the preliminary award of the Series 200\_ Bonds, as indicated on PARITY (the "Preliminary Award"), but in any case no later than 2:00 p.m., prevailing Eastern Time, on \_\_\_\_\_, 200\_\*. Wire instructions will be provided to the successful bidder by the County's Financial Advisor upon notification of the Preliminary Award.

The successful bidder will provide as quickly as it is available evidence of wire transfer to the County's Financial Advisor by providing to the County's Financial Advisor the federal funds reference number. The formal award of the Series 200\_ Bonds shall not be made until the County's Financial Advisor has confirmation of receipt of the Good Faith Deposit, and if successful bidder fails to so deliver the Good Faith Deposit by the time designated above, the County will have the option to withdraw the Preliminary Award and the successful bidder shall be responsible to the County for all consequential damages arising from such withdrawal.

At the time of the delivery of the Series 200\_ Bonds, the Good Faith Deposit will be applied against the purchase price for the Series 200\_ Bonds or will be retained as liquidated damages upon the failure of the successful bidder to take and pay for the Series 200\_ Bonds in accordance with the terms of its proposal. The successful bidder shall have no right in or to the Good Faith Deposit if it fails to complete the purchase of, and payment in full of, the Series 200\_ Bonds for any reason whatsoever, unless such failure of

performance shall be caused by an act or omission of the County. No interest will be paid upon the Good Faith Deposit to the successful bidder. Notwithstanding the foregoing, should a successful bidder fail to pay for the Series 200\_ Bonds at the price and on the date agreed upon, the County retains the right to seek further compensation for damages sustained as a result of the successful bidder so doing.

Award of Bonds: The Director of Finance of the County will not consider and will reject any bid for the purchase of less than all of the Series 200\_ Bonds. No bid at less than par plus accrued interest will be considered. The right is reserved to reject any and all bids.

The award of the Series 200\_ Bonds, if made, will be made as promptly as possible after the bids are opened to the bidder offering the lowest interest rate to the County. The lowest interest rate shall be determined in accordance with the true interest cost (TIC) method by doubling the semiannual interest rate (compounded semiannually) necessary to discount the debt service payments from the payment date to the date of the Series 200\_ Bonds and to the price bid, excluding interest accrued to the date of delivery. If two or more responsible bidders have made proposals for the Series 200\_ Bonds, each of which represents the lowest true interest cost to the County, then the Series 200\_ Bonds shall be awarded to the bidder offering the highest premium, and, if the highest premium is offered by two or more such bidders or if no premium is bid by any of such bidders, then the Series 200\_ Bonds may be awarded, with their consent, in a ratable portion among such bidders, or the County may, in its sole discretion, determine to which of such bidders the Series 200\_ Bonds will be awarded. The judgment of the Director of Finance shall be final and binding upon all bidders with respect to the form and adequacy of any bid received and as to its conformity to the terms of this Notice of Sale.

Each bidder for the Series 200\_ Bonds shall make a good faith effort to solicit minority business enterprises to participate in the syndicate purchasing the Series 200\_ Bonds, but such requirement shall in no way affect the award of the Series 200\_ Bonds.

Delivery and Payment: The Series 200\_ Bonds will be delivered at 11:00 a.m. prevailing Eastern Time on \_\_\_\_\_, 200\_\* or at such other time or on such earlier or

later date as shall be mutually agreed upon by the County and the successful bidder (the "Closing"), at the expense of the County, at the offices of DTC in New York, New York, or at such other place as shall be mutually agreed upon by the County and the successful bidder, upon payment of the amount of the successful bid (including any premium), plus accrued interest to the date of delivery, less the amount of the Good Faith Deposit. Such payment shall be made in federal funds by wire transfer to a designated bank account of the County. At the time of Closing, there will be delivered to the successful bidder at the office of \_\_\_\_\_, \_\_\_\_\_ Maryland, the other closing documents hereinafter mentioned and the successful bidder will provide evidence satisfactory to the County that funds have been transferred and are immediately available to the County. It is anticipated that separate CUSIP identification numbers for each maturity will be printed on the Series 200\_ Bonds, but neither the failure to print any such number on any bond nor any error with respect thereto shall constitute cause for a failure or refusal by the successful bidder to accept delivery of and pay for the Series 200\_ Bonds in accordance with the terms of this Notice of Sale.

When delivered, the Series 200\_ Bonds shall be duly executed and authenticated and registered in the name of Cede & Co., the partnership nominee of DTC, with one Series 200\_ Bond representing each maturity of the Series 200\_ Bonds, each in the aggregate principal amount of such respective maturity.

The Series 2009A Bonds may be inspected by the successful bidder at the office of DTC at least one business day prior to Closing.

Legal Opinion: The issuance of the Series 200\_ Bonds will be subject to legal approval by \_\_\_\_\_, \_\_\_\_\_, Maryland and \_\_\_\_\_, \_\_\_\_\_, Maryland, Co-Bond Counsel, whose approving opinion will be delivered upon request, without charge, to the successful bidder for the Series 200\_ Bonds.

Official Statement: Within seven (7) business days after the award of the Series 200\_ Bonds to the successful bidder on the date of sale, the County will authorize and deliver

to the successful bidder an Official Statement, which is expected to be substantially in the form of the Preliminary Official Statement referred to below. If so requested by the successful bidder at or before the close of business on the date of the sale, the County will include in the Official Statement pricing and other information with respect to the terms of the reoffering of the Series 200\_ Bonds by the successful bidder (the "Reoffering Information"). If no Reoffering Information is specified and furnished by the successful bidder, the Official Statement will include the interest rates on the Series 200\_ Bonds resulting from the bid of the successful bidder and the other statements with respect to reoffering contained in the Preliminary Official Statement. The successful bidder shall be responsible to the County and its officials for the Reoffering Information, and for all decisions made by the successful bidder with respect to the use or omission of the Reoffering Information in any reoffering of the Series 200\_ Bonds, including the presentation or exclusion of any Reoffering Information in any documents, including the Official Statement. The successful bidder will also be furnished, without cost, with up to 200 copies of the Official Statement (and any amendment or supplement thereto that is prepared other than as a result of incorrect underwriting information or Reoffering Information furnished by the successful bidder or that is prepared because of a failure of the successful bidder).

The County will undertake to provide the successful bidder with further additional information to be included in such Official Statement when, in the opinion of the County or of Co-Bond Counsel, such additional information constitutes a material change to such Official Statement. The County will take such steps as are necessary to arrange for amending and supplementing the Official Statement in connection with the disclosure of such additional information; provided, however, that the County shall have no obligation to provide such additional information after the date which is 25 days after the "end of the underwriting period," as such term is defined in Securities and Exchange Commission Rule 15c2-12.

The successful bidder for the Series 200\_ Bonds agrees to provide promptly copies of the Official Statement to the Municipal Securities Rulemaking Board in accordance

with Securities and Exchange Commission Rule 15c2-12.

Continuing Disclosure: In order to assist bidders in complying with Rule 15c2-12(b)(5) of the Securities and Exchange Commission, the County will undertake, pursuant to a Continuing Disclosure Certificate, to provide (i) certain financial information and operating data annually, and (ii) notices of the occurrence of certain events, if material. A description of this undertaking is set forth in the Preliminary Official Statement and also will be set forth in the final Official Statement.

It shall be a condition to the obligation of the successful bidder to accept delivery of and pay for the Series 200\_ Bonds that simultaneously with or before delivery and payment for the Series 200\_ Bonds, such successful bidder shall be furnished with a fully-executed copy of the Continuing Disclosure Certificate.

Closing Documents: The Series 200\_ Bonds will be accompanied by customary closing documents, including a no-litigation certificate, effective as of the date of delivery, stating that there is no litigation pending affecting the validity of the Series 200\_ Bonds.

It shall be a condition to the obligation of the successful bidder to accept delivery of and pay for the Series 200\_ Bonds that simultaneously with or before delivery and payment for the Series 200\_ Bonds such successful bidder shall be furnished a certificate of the appropriate County officials to the effect that to the best of their knowledge and belief, the Official Statement (and any amendment or supplement thereto) (except for the Reoffering Information, information concerning DTC and its book- entry system, and information regarding any municipal bond insurance obtained with respect to the Series 200\_ Bonds, as to which no view will be expressed) as of the date of sale and as of the date of delivery of the Series 2009A Bonds does not contain any untrue statement of a material fact and does not omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, and that between the date of sale and the date of delivery of the Series 200\_ Bonds there has been no material adverse change in the financial position or revenue of the County, except as

reflected or contemplated in the Official Statement.

The successful bidder for the Series 200\_ Bonds, by submitting its bid, agrees to provide a comparative coupons and yields statement for an uninsured transaction if it bids with insurance and a certificate acceptable to Co-Bond Counsel stating: (i) the reoffering prices, expressed as a percentage of par, to the public of each maturity of the Series 200\_ Bonds (the "Reoffering Prices"); (ii) that the successful bidder has made a bona fide public offering of the Series 200\_ Bonds at the Reoffering Prices; and (iii) that a substantial amount of the Series 200\_ Bonds was sold to the public (excluding bond houses, brokers and other intermediaries) at such Reoffering Prices. Co-Bond Counsel advises that (i) such certificate must be made on the best knowledge, information and belief of the successful bidder, (ii) the sale to the public of 10% or more in par amount of the Series 200\_ Bonds of each maturity at the Reoffering Prices would be sufficient to certify as to the sale of a substantial amount of the Series 200\_ Bonds, and (iii) reliance on other facts as a basis for such certification would require evaluation by Co- Bond Counsel to assure compliance with the statutory requirement to avoid the establishment of an artificial price for the Series 200\_ Bonds.

Right to Modify or Amend Notice of Sale; Right to Postpone Sale: The County reserves the right to modify or amend this Notice of Sale, including as described under "Adjustments to Maturity Schedule" above. If any modifications occur, they will be made available on the BiDCOMP/Parity/[www.idealprospectus.com](http://www.idealprospectus.com) system no later than 9:30 a.m. prevailing Eastern Time on the date of sale, and bidders shall submit their electronic or sealed written bids based on the terms of this Notice of Sale, as so modified. In addition, the County reserves the right to postpone the date of sale. Any such postponement will be communicated through the BiDCOMP/Parity/[www.i-dealprospectus.com](http://www.i-dealprospectus.com) system. If any date fixed for the receipt of bids and sale of the Series 200\_ Bonds is postponed, any alternative sale date and time and any revised date of expected delivery will be announced via the BiDCOMP/Parity/[www.iealprospectus.com](http://www.iealprospectus.com) system at least 24 hours prior to such alternative sale date and time.

Contact Persons: The Preliminary Official Statement concerning the Series 200\_ Bonds, together with the Notice of Sale and the required form of Bid for Series 2009A Bonds, and a list of underwriters and investment bankers that the County has identified as minority business enterprises, will be supplied to prospective bidders upon request made to the Director of Finance of Prince George's County, Maryland, County Administration Building, Suite 3200, 14741 Governor Oden Bowie Drive, Upper Marlboro, Maryland 20772, (301) 952-5025; or from Public Advisory Consultants, Inc., 25 Crossroads Drive, Suite 402, Owings Mills, Maryland 21117, (410) 581-4820. Such Preliminary Official Statement is deemed final as of its date by the County for purposes of Securities and Exchange Commission Rule 15c2-12 but is subject to revision, amendment and completion in the Official Statement referred to above.

PRINCE GEORGE'S COUNTY, MARYLAND

By: JACK B. JOHNSON  
County Executive

**BID FOR SERIES 200\_ BONDS**

11:00 a.m.  
Prevailing Eastern Time\*

Director of Finance  
Prince George's County, Maryland  
Suite 3200, 3rd Floor  
County Administration Building  
14741 Governor Oden Bowie Drive  
Upper Marlboro, Maryland 20772

Dear Director of Finance:

Subject to the provisions and in accordance with the terms of the Notice of Sale, which is incorporated by reference and made a part of this Bid for Series 200\_ Bonds, we offer to purchase the obligations of Prince George's County, Maryland, described in such Notice of Sale, being \$\_\_\_\_\_,000\* in aggregate principal amount of the Prince George's County, Maryland General Obligation Consolidated Public Improvement Bonds, Series 200\_ (the "Series 200\_ Bonds"). Such Series 200\_ Bonds are to be dated \_\_\_\_\_, 200\_, to mature on the several years shown in the table below and to bear interest at the rates per annum set opposite such years, respectively, in said table. The Series 200\_ Bonds will bear interest at the rates shown below:

\$\_\_\_\_\_,000\*

**General Obligation Consolidated Public Improvement Bonds, Series 200**

**MATURITIES, AMOUNTS AND INTEREST RATES TABLE**

<b>Maturity</b>	<b>Principal Amount*</b>	<b>Interest Rate (Per Annum)</b>
2010		
2011		
2012		
2013		
2014		
2015		

2016  
2017  
2018  
2019

We will pay amounts equal to the par	
the Series 200_ Bonds	\$ _____
Plus a premium in the amount of	\$ _____
Total for the Series 200_ Bonds	\$ _____

And also accrued interest from \_\_\_\_\_, 200\_, to the date of delivery of the Series 200\_ Bonds.  
If we are the successful bidder for the Series 200\_ Bonds, we agree to comply with all of the obligations and requirements of the Notice of Sale.

Firm: \_\_\_\_\_  
and Associates (see list attached)(1)

By: \_\_\_\_\_  
Authorized Signature

Telephone ( \_\_\_\_\_ )  
Fax ( \_\_\_\_\_ )

**NOTE: NOT A PART OF THIS BID.** Aggregate amount of interest from date of the Series 200\_ Bonds to final maturity and the true interest cost of this proposal, determined in accordance with the method described in the Notice of Sale, is % per annum.

Aggregate amount of interest from date of Series 200\_ Bonds to final maturity \_\_\_\_\_ \$  
True interest cost. %.

(1) Please note: The list of Associates attached should set forth the contribution of each member of the syndicate and designate minority business enterprises with asterisks as required in the Notice of Sale.