

**COUNTY COUNCIL OF PRINCE GEORGE'S COUNTY, MARYLAND**

**2004 Legislative Session**

Bill No. CB-62-2004

Chapter No. 47

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

Introduced by Council Members Hendershot and Bland

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

Date of Introduction July 13, 2004

**BILL**

1 AN ACT concerning

2 The Issuance and Sale of General Obligation

3 Stormwater Management Bonds

4 For the purpose of authorizing and empowering Prince George's County, Maryland, pursuant to  
 5 Title 3, Subtitle 2 of Article 29 of the Annotated Code of Maryland (2003 Replacement  
 6 Volume), Section 2C of Article 31, Annotated Code of Maryland (2003 Replacement Volume),  
 7 and the Maryland Water Quality Financing Administration Act, Sections 9-1601 to 9-1622,  
 8 inclusive, of the Maryland Annotated Code, Environment Article (1996 Replacement Volume  
 9 and 2003 Supplement) to issue and sell an amount not to exceed Two Million Four Hundred  
 10 Eighteen Thousand Dollars (\$2,418,000) in aggregate principal amount of general obligation  
 11 stormwater management bonds for the purpose of providing funds for financing in whole or in  
 12 part costs of the planning, construction, reconstruction, acquisition, establishment, extension,  
 13 enlargement, demolition or purchase of certain capital projects set forth in the capital budget of  
 14 the County for the fiscal year ending June 30, 2005, constituting facilities (including without  
 15 limitation any land, interest in land or equipment) for the control and disposition of storm and  
 16 surface waters, environmental restoration and/or wetlands construction, including describing the  
 17 capital projects to be financed in whole or in part from the proceeds of the bonds hereby  
 18 authorized and the estimated costs thereof; prescribing the procedures for the issuance and sale  
 19 of such bonds; providing for the issuance and sale of such bonds at public or private (negotiated)  
 20 sale; providing for the forms of such bonds; directing the application of the proceeds of such  
 21 bonds; providing for the levy and collection of taxes necessary for the payment of the principal

1 of and interest on such bonds when due; covenanting that the proceeds of such bonds (or any  
2 moneys which may be deemed to be such proceeds) shall not be used in a manner which would  
3 cause the bonds to be "arbitrage bonds" and covenanting on other matters relating to the tax  
4 exempt status of interest on such bonds; providing generally for the issuance, sale and delivery of  
5 general obligation stormwater management bonds of Prince George's County, Maryland, and  
6 related matters; authorizing and empowering the County to issue and sell an amount not to  
7 exceed Two Million Four Hundred Eighteen Thousand Dollars (\$2,418,000) in general  
8 obligation stormwater management bond anticipation notes in anticipation of the issuance and  
9 sale of such bonds; providing for the issuance of such bond anticipation notes in the form of  
10 commercial paper; providing for the issuance of such bond anticipation notes and such bonds in  
11 the form of variable rate demand obligations; providing for the issuance of such bonds or notes  
12 in registered form, including central depository and book entry arrangements; and providing  
13 generally for the issuance, sale and delivery of general obligation stormwater management bond  
14 anticipation notes of Prince George's County, Maryland.

15 SECTION 1. BE IT ENACTED by the County Council of Prince George's County,  
16 Maryland, that the issuance, sale and delivery of general obligation stormwater management  
17 bonds (the "Bonds") of Prince George's County, Maryland (the "County"), in an aggregate  
18 principal amount not exceeding Two Million Four Hundred Eighteen Thousand Dollars  
19 (\$2,418,000) is hereby authorized, pursuant to Subtitle 2 of Title 3 of Article 29 of the Annotated  
20 Code of Maryland (2003 Replacement Volume), as amended, replaced or recodified from time to  
21 time ("Subtitle 2"), in order to finance in whole or part costs of the planning, construction,  
22 reconstruction, acquisition, establishment, extension, enlargement, demolition or purchase of  
23 capital projects (the "Authorized Projects") listed in the table set forth in Attachment 1, attached  
24 to and made a part of this Act (the "Table of Projects"), constituting facilities (including without  
25 limitation land, interests in land or equipment) for the control and disposition of storm and  
26 surface waters, including floodproofing, flood control or navigation programs, environmental  
27 restoration and wetlands construction, and other stormwater programs and systems. Each  
28 Authorized Project is described in the Capital Budget of the County for the fiscal year ended  
29 June 30, 2005 under the heading set forth in the Table of Projects and has the identification  
30 number set forth in the Table of Projects. The descriptions of the Authorized Projects contained  
31 in the Capital Budget are incorporated herein by reference as if set forth fully herein. The

1 powers granted under this Act are additional and cumulative, and the bonds authorized by this  
 2 Act may be issued, notwithstanding that other bond acts or laws may provide for the same or  
 3 similar purposes. This Act does not modify or repeal any prior acts granting bond issuing  
 4 authority for the same or similar purposes.

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

10 It is hereby recognized and acknowledged that the information regarding the Total  
 11 Authorized Amount and the Amount of Bonds Requested for each Authorized Project set forth in  
 12 the Table of Projects is derived from information and estimates referenced in the Capital Budget  
 13 and the Capital Improvement Program of the County for fiscal years 2005 through 2010,  
 14 inclusive (the "Capital Improvement Program"), and is necessarily subject to change because of  
 15 corresponding changes in construction and other costs, project time schedules, and other  
 16 circumstances not now known or anticipated. It is the purpose and intent of this Act to authorize  
 17 the borrowing of money to finance the Authorized Projects as such projects are referenced in the  
 18 Capital Budget and Capital Improvement Program and in any amended or subsequent capital  
 19 budget or capital improvement program. To implement the intent and purpose of this Act in the  
 20 most expeditious manner, the County Executive of the County (the "County Executive") by his  
 21 or her order or, if so provided by order of the County Executive, the Chief Administrative  
 22 Officer of the County (the "Chief Administrative Officer"), by his or her order, may (i) add to the  
 23 Table of Projects any project contained in the Capital Improvement Program or in any amended  
 24 or subsequent capital budget or capital improvement program, provided that such project is a  
 25 project that may be financed by bonds issued pursuant to Subtitle 2 and this Act; (ii) delete any  
 26 Authorized Project from the Table of Projects; and (iii) revise the amounts set forth in the Table  
 27 of Projects representing the Total Authorized Amount and the Amount of Bonds Requested for  
 28 any Authorized Project to be consistent with the information set forth in regard to such project in  
 29 any amended or subsequent capital budget or capital improvement program. In the event that the  
 30 Amount of Bonds Requested for an Authorized Project is less than the amount appropriated for  
 31 such project in the Capital Budget or any amended or subsequent capital budget and the entire

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

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

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

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

23 The County Executive or, if so provided by order of the County Executive, the Chief  
24 Administrative Officer, may provide by order for certain maturities of the Bonds to be subject to  
25 prior redemption at the option of the County. If the County Executive or the Chief  
26 Administrative Officer, as the case may be, so provides and the Bonds are issued with such  
27 option, then in the event that the County determines to exercise such option for the purpose of  
28 effecting certain cost savings by refinancing a portion of the indebtedness evidenced by the  
29 Bonds through the issuance and sale of refunding bonds, it is the intent of the County that such  
30 refunding bonds be issued under the authority contained in Subtitle 2 and that such refunding  
31 bonds, if issued, shall constitute a refunding of indebtedness authorized by this Act and shall not

1 constitute additional indebtedness under such authority or under any other authority. The  
2 aggregate principal amount of Bonds authorized to be issued hereunder may be increased by a  
3 supplemental ordinance.

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

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

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

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

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

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

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

30 Unless otherwise provided by act or resolution of the County Council or by Executive  
31 Order pursuant to Section 11 of this Act, earnings derived from the investment of the proceeds of

1 the Bonds may be treated as general revenues of the County and applied to general County  
2 purposes and such use of investment proceeds is hereby acknowledged and authorized.

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

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



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

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

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

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

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

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

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

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

29 In the event that Bonds are issued pursuant to this Act with the expectation that interest on  
30 such Bonds will be excludable from gross income for federal income tax purposes, the County  
31 Executive may make such covenants or agreements in connection with the issuance of such

1 Bonds as he or she shall deem advisable in order to assure the registered owners of such Bonds  
 2 that interest thereon shall be and remain excludable from gross income for federal income tax  
 3 purposes, and such covenants or agreements shall be binding on the County so long as the  
 4 observance by the County of any such covenants or agreements is necessary in connection with  
 5 the maintenance of the exclusion of the interest on such Bonds from gross income for federal  
 6 income tax purposes. The foregoing covenants and agreements may include such covenants or  
 7 agreements on behalf of the County regarding compliance with the provisions of the Internal  
 8 Revenue Code of 1986, as amended, as the County Executive shall deem advisable in order to  
 9 assure the registered owners of such Bonds that the interest thereon shall be and remain  
 10 excludable from gross income for federal income tax purposes, including (without limitation)  
 11 covenants or agreements relating to the investment of Bond Proceeds, the payment of certain  
 12 earnings resulting from such investment to the United States (or certain payments in lieu thereof  
 13 as provided in the Internal Revenue Code of 1986, as amended), limitations on the times within  
 14 which, and the purpose for which, Bond Proceeds may be expended, or the use of specified  
 15 procedures for accounting for and segregating Bond Proceeds. Any covenant or agreement made  
 16 by the County Executive pursuant to this paragraph shall be set forth in or authorized by an order  
 17 executed by the County Executive.

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

26 SECTION 13. BE IT FURTHER ENACTED that the powers granted by this Act are  
 27 additional and cumulative and the bonds authorized by this Act may be issued, notwithstanding  
 28 that other bond acts or laws may provide for the issuance of other bonds or the borrowing of  
 29 money for the same or similar purposes on the same or other terms and conditions. This Act  
 30 shall be liberally construed to effectuate its purposes, namely, to authorize the borrowing of  
 31 money and the incurring of indebtedness to finance the Authorized Projects set forth in this Act.

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

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

(1) The maximum principal amount of such notes issued pursuant to this Section which may be outstanding at any time shall not exceed Two Million Four Hundred Eighteen Thousand Dollars (\$2,418,000) unless and until otherwise provided by the County Council by act. The Notes may be paid at or prior to maturity from the proceeds of the issuance and sale of the Bonds in anticipation of which the Notes were issued or from the proceeds of refunding Notes. Except as otherwise provided herein, in the event of such an advance refunding, the proceeds of such refunding Bonds or Notes shall be held in escrow, to the extent and in the amount necessary to refund the outstanding series of Notes, for the benefit of the holders of the

1 outstanding series of Notes. Such refunding Notes, if issued, will constitute a reissuance of the  
2 Notes authorized by this Act and shall not constitute additional indebtedness under such  
3 authorization.

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

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

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

26 If the County shall be unable, for reasons beyond its control, to issue and sell its Bonds,  
27 or if the proceeds from the sale of such Bonds shall be insufficient to pay the principal of or  
28 interest on any Notes issued, then the County shall include in the levy in each and every fiscal  
29 year during which any of the Notes are outstanding a direct ad valorem tax upon all property  
30 assessed for tax purposes within the Stormwater Management District (except as otherwise  
31 provided in Subtitle 2) at a rate required to produce the amount needed to pay, in addition to the

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

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

31         (5) In the event that any Notes (the "Outstanding Notes") issued hereunder are

1 outstanding on the date that the Bonds in anticipation of which such Notes are issued are  
2 delivered in exchange for the purchase price thereof (the "Delivery Date"), the Director of  
3 Finance shall deposit with the paying agent for the Notes, or a trustee or escrow agent, on the  
4 Delivery Date (i) cash in an amount equal to the principal of the Outstanding Notes or (ii) direct  
5 obligations of, or obligations the payment of which is unconditionally guaranteed by, the United  
6 States of America, the principal of and interest on which will be sufficient without reinvestment  
7 to pay in a timely manner the principal of the Outstanding Notes when due. Such paying agent  
8 or trustee or escrow agent is hereby irrevocably directed to apply such cash or the proceeds of  
9 such obligations to the payment of the principal of the Outstanding Notes when due. The County  
10 may provide such cash or obligations from the proceeds of the sale of such Bonds or from any  
11 other funds legally available for such purpose. On the Delivery Date, the Director of Finance  
12 shall also deposit with the paying agent for the Outstanding Notes, or a trustee or escrow agent  
13 (i) cash in an amount equal to the interest on the Outstanding Notes when due or (ii) direct  
14 obligations of, or obligations the payment of which is unconditionally guaranteed by, the United  
15 States of America, the principal of and interest on which will be sufficient without reinvestment  
16 to pay in a timely manner interest on the Outstanding Notes when due. The County may provide  
17 such cash obligations from the proceeds of the sale of Bonds available for that purpose or from  
18 any other funds legally available for such purpose. Notwithstanding the foregoing, if the  
19 Delivery Date and the date on which the Outstanding Notes mature are in different fiscal years,  
20 and moneys for the payment of the interest on the Outstanding Notes have not been finally  
21 appropriated in the fiscal year in which the Bonds are delivered, and if the Delivery Date is after  
22 the date on which the budget for the succeeding fiscal year has been submitted to the County  
23 Council and provision for the payment of the interest on such Outstanding Notes has been made  
24 in such budget, in lieu of the deposit of such cash or obligations for the payment of interest on  
25 the Outstanding Notes, the County Executive, the Director of Finance and the County  
26 Administrative Officer may deliver a certificate on the Delivery Date of the Bonds stating that  
27 funds sufficient to pay the interest on the Outstanding Notes have been included in the budget for  
28 the next succeeding fiscal year (it being provided by the Bond Anticipation Note Act that the  
29 Notes shall be payable from the first proceeds of the sale of the Bonds, or from the tax or other  
30 revenue which the County shall have previously determined to apply to the payment of the  
31 Bonds and the interest thereon). Upon the deposit with the paying agent for the Outstanding

Notes, or a trustee or escrow agent, of cash or obligations sufficient to provide for the payment of the principal of and interest on such Notes when due, as described above, such Notes shall be deemed to be paid and no longer outstanding hereunder.

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

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

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

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

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

(10) References to "bonds authorized by this Act" in Section 13 of this Act shall be deemed to include Notes, unless the context clearly requires otherwise.



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

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

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

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

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

30           (iii) the selection of any trustee, issuing agent, payment agent, commercial paper  
31 dealer, credit or liquidity facility provider or other provider of financial or related services

1 necessary or deemed appropriate to the authorization, issuance, execution, sale, delivery and  
2 payment of and for Program Notes; and

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

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

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

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

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

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

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

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

SECTION 16. BE IT FURTHER ENACTED that Section 24 of Article 31 of the Annotated Code of Maryland (2003 Replacement Volume) (the "Refunding Act") provides that refunding bonds may be issued by the County for certain public purposes specified in the Refunding Act, including realizing savings to the County in the aggregate cost of debt service on either a direct comparison or present value basis or debt restructuring that in the aggregate effects such a savings in the cost of debt service. The County Council of Prince George's County, Maryland, hereby finds and determines that the issuance of refunding bonds pursuant to the terms and requirements of this Act, and particularly Section 20 of this Act, in order to refund all or a portion of the outstanding principal amount of the Bonds will effectuate and accomplish the public purpose of realizing savings to the County in the aggregate cost of debt service on either a direct comparison or a present value basis or of debt restructuring that in the aggregate effects such a reduction in the cost of debt service.

SECTION 17. BE IT FURTHER ENACTED that, acting pursuant to the authority of the Refunding Act and, as applicable, Article 25A of the Annotated Code of Maryland (2001 Replacement Volume and 2003 Supplement) ("Article 25A"), the County Charter, this Act

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

15 SECTION 18. BE IT FURTHER ENACTED that the Consolidated Refunding Bonds  
 16 hereby authorized may be sold for a price at, above, or below par, plus accrued interest to the  
 17 date of delivery. The Consolidated Refunding Bonds shall be sold at private (negotiated) sale,  
 18 and such procedure is hereby determined to be in the public interest. Notwithstanding the  
 19 foregoing, if the County Executive or, if so provided by order of the County Executive, the Chief  
 20 Administrative Officer, by order, subsequently determines that it is in the best interests of the  
 21 County to sell any or all of the Consolidated Refunding Bonds after first soliciting competitive  
 22 bids at public sale, then the County Executive or the Chief Administrative Officer, as the case  
 23 may be, may sell such Consolidated Refunding Bonds in such manner in accordance with such  
 24 procedures as he or she shall deem appropriate; provided, however, that such procedures shall be  
 25 substantially similar to the procedures for public sale with competitive bidding normally used by  
 26 the County in connection with the sale of its general obligation bonds. Consolidated Refunding  
 27 Bonds issued hereunder are hereby specifically exempted from the provisions of Sections 10 and  
 28 11 of Article 31 of the Annotated Code of Maryland (2003 Replacement Volume).

29 SECTION 19. BE IT FURTHER ENACTED that Consolidated Refunding Bonds  
 30 authorized to be issued for the purposes specified above may be issued in series from time to  
 31 time. Each such series shall identify the public purpose for which it is issued, by the printing on

1 each bond of the words "Prince George's County, Maryland Stormwater Management Bonds,  
 2 20\_\_ Refunding Series". The County Executive or, if so provided by order of the County  
 3 Executive, the Chief Administrative Officer, by order, may incorporate such additional or  
 4 alternative designations in the name of the series as he or she deems necessary or convenient.

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

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

28 Pursuant to Section 22 of this Act, the County Executive or, if so provided by order of the  
 29 County Executive, the Chief Administrative Officer, by order, shall determine (a) the principal  
 30 amount and maturity of each series of Consolidated Refunding Bonds to be issued and (b) the  
 31 portions of each series of Refunded Bonds to be refunded with the proceeds of each series of

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

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

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

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

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

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

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

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

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

30       (b) in the event any series of Consolidated Refunding Bonds is sold at private (negotiated)  
 31 sale as authorized by this Act, to approve, execute and deliver, as a binding and enforceable



1 obligation of the County, an underwriting or purchase agreement for any series of Consolidated  
2 Refunding Bonds issued pursuant to this Act;

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

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

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

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

1 designation of a custodian for a central depository or all matters relating to registration of the  
 2 Consolidated Refunding Bonds under a book-entry system; and in the event that the  
 3 Consolidated Refunding Bonds are issued in book entry form, the County Executive may  
 4 determine that a Refunding Bond Registrar need not be designated or that the County shall act as  
 5 Bond Registrar and Paying Agent;

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

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

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

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

27 SECTION 23. BE IT FURTHER ENACTED that the County is hereby authorized (i) to  
 28 borrow money and incur indebtedness under a loan agreement (the "Loan Agreement") between  
 29 the County and the Maryland Water Quality Financing Administration (the "Water Quality  
 30 Administration"), to be evidenced and secured by the County's Water Quality Bonds, Series  
 31 20\_\_ (the "Series 20\_\_ Bonds") in principal amount equal to the amount of the loan (the "Loan")

1 under the Loan Agreement and (ii) to borrow money and incur indebtedness in order to finance  
 2 certain stormwater system projects; which borrowing is authorized by any prior ordinances and  
 3 the Maryland Water Quality Financing Administration Act, Sections 9-1601 to 9-1622, inclusive,  
 4 of the Maryland Annotated Code, Environment Article (1996 Replacement Volume and 2003  
 5 Supplement) (the "Water Quality Act"). The County is hereby authorized to execute and deliver  
 6 the Loan Agreement on behalf of the County in accordance with the provisions of Water Quality  
 7 Act. The Loan Agreement and all the covenants and conditions set forth therein, including,  
 8 without limitation, payment to the Water Quality Administration of the annual Administrative  
 9 Fee, shall be an obligation of the County in accordance with the provisions of Water Quality Act.

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

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

25 SECTION 26. BE IT FURTHER ENACTED that, the County Executive or, if so provided  
 26 by order of the County Executive, the Chief Administrative Officer, by order, is hereby  
 27 authorized on behalf of the County, to make such undertakings, covenants or agreements for the  
 28 benefit of the holders of the Bonds, the Consolidated Refunding Bonds or the Notes (including,  
 29 without limitation, the Program Notes), as applicable, with regard to secondary market disclosure  
 30 as shall be necessary or appropriate to comply with the provisions of Securities and Exchange  
 31 Commission Rule 15c2-12, as amended, modified or replaced from time to time ("SEC Rule

1 15c2-12"). Such authority shall include (without limitation) the power to approve and enter into  
 2 continuing disclosure or dissemination agreements with any third party; the power to amend or  
 3 modify any such undertakings, covenants, agreements, or continuing disclosure or dissemination  
 4 agreements, to the extent permitted by SEC Rule 15c2-12; and the power to provide for the  
 5 insertion of a description regarding any such secondary market disclosure covenants or  
 6 agreements in any applicable notice of sale, bond purchase agreement or other purchase contract,  
 7 and any preliminary or final Official Statement, Offering Circular, Official Circular or similar  
 8 offering document. Such undertakings, covenants or agreements shall be binding upon the  
 9 County and the County hereby covenants and agrees to abide by any such undertakings,  
 10 covenants or agreements made in accordance with this Section for the benefit of the holders of  
 11 the Bonds, the Consolidated Refunding Bonds or the Notes, as applicable. Any undertaking,  
 12 covenant or agreement made by the County Executive or the Chief Administrative Officer, as the  
 13 case may be, pursuant to this Section shall be set forth in or authorized by an order executed by  
 14 such official.

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

28 SECTION 28. BE IT FURTHER ENACTED that if any one or more of the provisions of  
 29 this Act, including any covenants or agreements provided herein on the part of the County to be  
 30 performed, should be contrary to law, then such provision or provisions shall be null and void  
 31 and shall in no way affect the validity of the other provisions of this Act or of the Bonds.

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

Adopted this 14th day of September, 2004.

COUNTY COUNCIL OF PRINCE  
GEORGE'S COUNTY, MARYLAND

BY: \_\_\_\_\_  
Tony Knotts  
Chairman

ATTEST:

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

APPROVED:

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

Attachment 1 available in hard copy only

**ATTACHMENT 2**

To CB-62-2004

**FORM OF BOND**

(Face of Registered Bond)

REGISTERED                      UNITED STATES OF AMERICA                      REGISTERED  
STATE OF MARYLAND

No. R \_\_\_\_\_ \$ \_\_\_\_\_

PRINCE GEORGE'S COUNTY, MARYLAND  
STORMWATER MANAGEMENT BOND, SERIES \_\_\_\_\_

|                              |                        |                                    |                |
|------------------------------|------------------------|------------------------------------|----------------|
| Interest Rate<br>(per annum) | Maturity Date<br>_____ | Original Issue Date<br>_____, 20__ | CUSIP<br>_____ |
|------------------------------|------------------------|------------------------------------|----------------|

Registered Owner:

Principal Sum:

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

date/first day of the month in which the interest payment date occurs]. Payment of the interest on this Bond shall be by wire or check as determined by the County to such person's address as it appears on the Bond Register. Any such interest not punctually paid or duly provided for shall forthwith cease to be payable to the registered owner on such Regular Record Date, and may be paid to the person in whose name this Bond is registered as of the close of business on a date to be fixed by the Bond Registrar for the payment of such defaulted interest (the "Special Record Date"), notice of such payment date and the Special Record Date therefor being given by letter mailed first class, postage prepaid, to the registered owner of such Bond not less than 10 days prior to such Special Record Date, at the address of such owner appearing on the Bond Register, or may be paid at any time in any other lawful manner not inconsistent with the requirements of any securities exchange on which the Bonds of this issue may be listed and upon such notice as may be required by such exchange. Interest will accrue from the most recent date to which interest has been paid or, if no interest has been paid, from the Original Issue Date shown above.

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

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

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

The full faith and credit and unlimited taxing power of Prince George's County, Maryland are hereby irrevocably pledged to the payment of the principal of this Bond and of the interest payable hereon. To provide for the payment of this Bond, the County is empowered and directed to levy a direct ad valorem tax upon all property assessed for tax purposes within the stormwater management district (the "District") established by the County pursuant to the provisions of Subtitle 2 of Title 3 of Article 29 of the Annotated Code of Maryland (2003 Replacement Volume) ("Subtitle 2"), except as otherwise provided in Subtitle 2.

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

It is hereby certified and recited that each and every act, condition and thing required to exist, to be done, to have happened, and to be performed precedent to and in the issuance of this Bond, does exist, has been done, has happened and has been performed in full and strict compliance with the Constitution and laws of the State of Maryland, including without limitation Subtitle 2, and the Authorization Ordinance of the County referred to herein, and that the issue of Bonds, of which this Bond is one, together with all other indebtedness of the County, is within every debt and other limit prescribed by the Constitution and laws of the State of Maryland and the County.

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

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

PRINCE GEORGE'S COUNTY, MARYLAND

BY \_\_\_\_\_  
County Executive

(SEAL)

ATTEST:

\_\_\_\_\_  
Clerk of the County Council

Date of Authentication and Registration:

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

\_\_\_\_\_  
as Bond Registrar

BY: \_\_\_\_\_  
Authorized Officer



(Back of Registered Bond)

## PRINCE GEORGE'S COUNTY, MARYLAND

## STORMWATER MANAGEMENT BOND, SERIES \_\_\_\_\_

This Bond is one of a duly authorized issue of general obligation bonds of the County, designated "Prince George's County, Maryland Stormwater Management Bonds, Series \_\_\_\_\_", all dated \_\_\_\_\_ 1, \_\_\_\_\_, and all of like tenor and effect, except as to numbers, interest rates, denominations, maturities and option of redemption. The Bonds are issued under the authority of Subtitle 2 of Title 3 of Article 29 of the Annotated Code of Maryland (2003 Replacement Volume) and Council Bill CB-\_\_-\_\_\_\_\_, (the "Authorization Ordinance").

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

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

| <u>Year of Maturity</u> | <u>Principal Amount</u> | <u>Interest Rate</u> | <u>Year of Maturity</u> | <u>Principal Amount</u> | <u>Interest Rate</u> |
|-------------------------|-------------------------|----------------------|-------------------------|-------------------------|----------------------|
| 2006                    | \$ _____                | %                    | 2016                    | \$ _____                | %                    |
| 2007                    | _____                   | %                    | 2017                    | _____                   | %                    |
| 2008                    | _____                   | %                    | 2018                    | _____                   | %                    |
| 2009                    | _____                   | %                    | 2019                    | _____                   | %                    |
| 2010                    | _____                   | %                    | 2020                    | _____                   | %                    |
| 2011                    | _____                   | %                    | 2021                    | _____                   | %                    |
| 2012                    | _____                   | %                    | 2022                    | _____                   | %                    |
| 2013                    | _____                   | %                    | 2023                    | _____                   | %                    |
| 2014                    | _____                   | %                    | 2024                    | _____                   | %                    |
| 2015                    | _____                   | %                    | 2025                    | _____                   | %                    |

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

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

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

The County may deem and treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of or on account of the principal or redemption price hereof and interest due hereon and for all other purposes.

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

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

If less than all of the Bonds of any maturity shall be called for redemption, the particular Bonds or portions of Bonds to be redeemed shall be selected by lot.

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

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

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

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

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

#### Registration Under DTC Book-Entry Only System

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

#### (Legal Opinion Certificate)

The undersigned County Executive of Prince George's County, Maryland, hereby certifies that, upon the original delivery of the Bonds, of which this is one, Co-Bond Counsel for the County rendered an opinion to the County approving the legality of the Bonds. The executed original of said opinion and supporting documents relative to the Bonds, of which this Bond is

one, may be examined at the office of the undersigned, Upper Marlboro, Maryland.

\_\_\_\_\_  
County Executive

(Assignment)

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

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

Dated: \_\_\_\_\_

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

Signature Guaranteed:

\_\_\_\_\_

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

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

Notice: The signature to this assignment  
must correspond with the name as it ap-  
pears upon the face of the within Bond  
in every particular, without alteration or  
enlargement or any change whatever.