

COUNTY COUNCIL OF PRINCE GEORGE'S COUNTY, MARYLAND**2010 Legislative Session**Bill No. CB-88-2010Chapter No. 72Proposed and Presented by The Chairman (by request – County Executive)Introduced by Council Member Exum

Co-Sponsors _____

Date of Introduction September 28, 2010**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 to issue and
5 sell an amount not to exceed Thirty-Eight Million Nine Hundred Sixty Thousand Dollars
6 (\$38,960,000) in aggregate principal amount of general obligation stormwater management
7 bonds for the purpose of providing funds for financing in whole or in part costs of the planning,
8 acquisition, construction, reconstruction, establishment, extension, enlargement, demolition or
9 purchase of certain capital projects set forth in the capital budget of the County for the fiscal year
10 ending June 30, 2011, constituting facilities (including without limitation any land, interest in
11 land or equipment) for the control and disposition of storm and surface waters, including
12 floodproofing, flood control or navigation programs and other stormwater programs and systems,
13 environmental restoration and/or wetlands construction, and the protection, conservation,
14 creation and acquisition of certain property described in the Maryland Annotated Code
15 Environment Article consistent with federal and Maryland laws and regulations on the subject of
16 nontidal and private wetlands, as applicable, including describing the capital projects to be
17 financed in whole or in part from the proceeds of the bonds hereby authorized and the estimated
18 costs thereof; prescribing or providing for the procedures for the issuance and sale of such bonds,
19 including at private (negotiated) sale or public sale; declaring the County's official intent to
20 reimburse itself for certain expenditures paid before the issuance of the bonds authorized hereby
21 in accordance with applicable Income Tax Regulations; authorizing the consolidation of such

1 | bonds with other bonds for purposes of such sale; directing the application of the proceeds of
2 | such bonds; providing for the levy and collection of taxes necessary for the payment of the
3 | principal of and interest on such bonds when due; authorizing and empowering the County to
4 | issue and sell an amount not to exceed Thirty-Eight Million Nine Hundred Sixty Thousand
5 | Dollars (\$38,960,000) in general obligation stormwater management bond anticipation notes in
6 | anticipation of the issuance and sale of the bonds authorized hereby; providing for the issuance
7 | of such bond anticipation notes in the form of commercial paper or revolving loan notes;
8 | providing for the issuance of such bond anticipation notes and the bonds authorized hereby in the
9 | form of variable rate demand obligations; authorizing certain determinations to be made in
10 | connection with the sale of any such bond anticipation notes; authorizing the consolidation of
11 | such bond anticipation notes with other notes for purposes of such sale; providing for the levy
12 | and collection of taxes necessary for the payment of the principal of and interest on such bond
13 | anticipation notes when due and covenanting to issue the bonds in anticipation of which such
14 | notes are issued; authorizing and empowering the County to issue, sell and deliver build America
15 | bonds and empowering the County Executive to make an irrevocable election that such bonds be
16 | issued; authorizing and empowering the County to issue, sell and deliver general obligation
17 | stormwater management refunding bonds for the purpose of refunding all or a part of the bonds
18 | authorized hereby in an aggregate principal amount not to exceed 150% of the outstanding
19 | principal amount of the bonds to be refunded thereby, the proceeds of such refunding bonds to be
20 | used for the public purpose of providing funds sufficient to pay principal of, redemption
21 | premium, if any, and interest on such refunded bonds at the respective maturity, redemption, and
22 | interest payment dates of such refunded bonds; prescribing or providing for the procedure for the
23 | issuance and sale of such refunding bonds; empowering the County Executive to determine the
24 | time and method for the sale of such refunding bonds and other details with respect to the sale of
25 | such refunding bonds; providing for the levy and collection of taxes necessary for the payment of
26 | the principal of and interest on such refunding bonds when due; covenanting or providing for the
27 | making of certain covenants on matters relating to the tax-exempt status of interest on such
28 | bonds, bond anticipation notes and refunding bonds, as applicable; providing for compliance
29 | with Securities and Exchange Commission Rule 15c2-12; providing for the authorization of and
30 | entry into interest rate exchange agreements or contracts in connection with or incidental to any
31 | of the obligations authorized by this Act; authorizing the County Executive to delegate to

1 appropriate officials the power to make certain determinations and sign certain documents,
2 certificates or agreements authorized to be made or signed by the County Executive herein; and
3 otherwise generally determining or providing for the determination of certain matters in
4 connection with the issuance, sale and delivery of the stormwater management bonds, bond
5 anticipation notes and refunding bonds authorized by this Act.

6 SECTION 1. BE IT ENACTED by the County Council of Prince George's County,
7 Maryland, that that the issuance, sale and delivery of general obligation stormwater management
8 bonds (the "Bonds") of Prince George's County, Maryland (the "County"), in one or more series
9 from time to time in an aggregate principal amount not exceeding Thirty-Eight Million Nine
10 Hundred Sixty Thousand Dollars (\$38,960,000) is hereby authorized, pursuant to Subtitle 2 of
11 Title 3 of Article 29 of the Annotated Code of Maryland, as amended, replaced or recodified
12 from time to time ("Subtitle 2"), in order to finance in whole or part costs of the planning,
13 acquisition, construction, reconstruction, establishment, extension, enlargement, demolition or
14 purchase of capital projects (the "Authorized Projects") listed in the table set forth in Attachment
15 1, attached to and made a part of this Act (the "Table of Projects"), constituting facilities
16 (including without limitation land, interests in land or equipment) for the control and disposition
17 of storm and surface waters, including floodproofing, flood control or navigation programs,
18 environmental restoration and wetlands construction, and other stormwater programs and
19 systems, environmental restoration and/or wetlands construction, and the protection,
20 conservation, creation and acquisition of certain property described in the Maryland Annotated
21 Code Environment Article consistent with federal and Maryland laws and regulations on the
22 subject of nontidal and private wetlands, as applicable. Each Authorized Project is described in
23 the Capital Budget of the County for the fiscal year ended June 30, 2011 under the heading set
24 forth in the Table of Projects and has the identification number set forth in the Table of Projects.
25 The descriptions of the Authorized Projects contained in the Capital Budget are incorporated
26 herein by reference as if set forth fully herein. The powers granted under this Act are additional
27 and cumulative, and the bonds authorized by this Act may be issued, notwithstanding that other
28 bond acts or laws may provide for the same or similar purposes. This Act does not modify or
29 repeal any prior acts granting bond issuing authority for the same or similar purposes.

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

1 the currently estimated cost of each Authorized Project thereof (the "Total Authorized Amount")
2 and the portion of the Total Authorized Amount of each Authorized Project to be financed
3 hereunder (the "Amount of Bonds Requested").

4 It is hereby recognized and acknowledged that the information regarding the Total
5 Authorized Amount and the Amount of Bonds Requested for each Authorized Project set forth in
6 the Table of Projects is derived from information and estimates referenced in the Capital Budget
7 and the Capital Improvement Program of the County for fiscal years 2011 through 2016,
8 inclusive (the "Capital Improvement Program"), and is necessarily subject to change because of
9 corresponding changes in construction and other costs, project time schedules, and other
10 circumstances not now known or anticipated. It is the purpose and intent of this Act to authorize
11 the borrowing of money to finance the Authorized Projects as such projects are referenced in the
12 Capital Budget and Capital Improvement Program and in any amended or subsequent capital
13 budget or capital improvement program. To implement the intent and purpose of this Act in the
14 most expeditious manner, the County Executive of the County (the "County Executive") may (i)
15 add to the Table of Projects any project contained in the Capital Improvement Program or in any
16 amended or subsequent capital budget or capital improvement program, provided that such
17 project is a project that may be financed by bonds issued pursuant to Subtitle 2 and this Act; (ii)
18 delete any Authorized Project from the Table of Projects; and (iii) revise the amounts set forth in
19 the Table of Projects representing the Total Authorized Amount and the Amount of Bonds
20 Requested for any Authorized Project to be consistent with the information set forth in regard to
21 such project in any amended or subsequent capital budget or capital improvement program. In
22 the event that the Amount of Bonds Requested for an Authorized Project is less than the amount
23 appropriated for such project in the Capital Budget or any amended or subsequent capital budget
24 and the entire principal amount of bonds issued for the Authorized Projects is not required for
25 such projects, the County Executive may revise the Table of Projects to increase the Amount of
26 Bonds Requested of such Authorized Project to an amount not to exceed the appropriated
27 amount for such project and, correspondingly, may reduce the Amount of Bonds Requested of
28 such other Authorized Projects and make other appropriate adjustments. Nothing contained in
29 this Act shall be deemed to preclude the County Council by resolution from effecting such a
30 revision in the Table of Projects. The authority granted in this Act to revise the Table of Projects
31 shall not be construed to permit an increase in the aggregate principal amount of Bonds to be

1 issued pursuant to this Act or to effect results inconsistent with applicable laws, including
2 without limitation Subtitle 2.

3 The County expects that certain costs of the Authorized Projects will be paid before the
4 date of issuance of the Bonds (or other obligations of the County to be issued after the date of
5 adoption of this Act) from a source of funds other than a County borrowing (each, a "Prior
6 Expenditure" and collectively, the "Prior Expenditures"). The County hereby declares, in
7 accordance with Section 1.150-2 of the Income Tax Regulations, its intention to use a portion of
8 the proceeds of the Bonds (or other obligations of the County to be issued after the date of
9 adoption of this Act) to reimburse itself for Prior Expenditures paid no earlier than 60 days
10 before the date of adoption of this Act. In accordance with Section 1.150-2 of the Income Tax
11 Regulations, the maximum principal amount of obligations expected to be issued for the
12 Authorized Projects is set forth in the Table of Projects. The County recognizes that, under
13 Section 1.150-2 of the Income Tax Regulations, the use of proceeds of the Bonds to reimburse
14 the County for a Prior Expenditure (other than certain de minimis or preliminary expenditures
15 described in Section 1.150-2(f) of the Income Tax Regulations) generally will be permitted only
16 to the extent that: (i) the Prior Expenditure constitutes a capital expenditure for federal income
17 tax purposes; (ii) the Prior Expenditure was paid not earlier than 60 days before the date of
18 adoption of this Act; and (iii) the allocation of proceeds of the Bonds to such reimbursement is
19 made not later than 18 months after the later of (a) the date the Prior Expenditure was paid, or (b)
20 the date the applicable Authorized Project is placed in service or abandoned, but in no event
21 more than three years after the Prior Expenditure was paid.

22 SECTION 3. BE IT FURTHER ENACTED that as determined by the County Executive,
23 the Bonds (or any portion of them, as applicable) may be issued, sold and delivered as a single
24 series of Bonds or as two or more series of Bonds, or may be consolidated for issuance, sale and
25 delivery with other bonds of the County (including bonds sold for new money and/or refunding
26 purposes) as contemplated by Section 2C of Article 31 of the Annotated Code of Maryland, as
27 amended, replaced or recodified from time to time. The Bonds of each series issued solely
28 pursuant to the authority of this Act shall each be designated "Prince George's County, Maryland
29 Stormwater Management Bonds, Series 20___," and the Bonds of each series consolidated for
30 issuance with other bonds of the County as authorized by this Section 3 shall each be designated
31 "Prince George's County, Maryland Consolidated Stormwater Management Bonds, Series 20___,"

1 and, in the event any such Bonds are issued at more than one time, the County Executive may
2 specify such additional designation as he shall deem appropriate. Moreover, the County
3 Executive is hereby authorized to provide such other or alternative designation as he deems
4 necessary or convenient.

5 Upon consolidation of any of the Bonds with general obligation bonds issued pursuant to
6 Article 25A of the Annotated Code of Maryland, as amended, and determination of the County
7 Executive, there shall be pledged to the payment of said Bonds the full faith and credit of the
8 County and the power of the County to levy ad valorem taxes upon all the legally assessable
9 property within the corporate limits of the County (in addition to the pledge and levy within the
10 Stormwater Management District effected pursuant to Section 9 hereof).

11 SECTION 4. BE IT FURTHER ENACTED that, subject to and in accordance with the
12 provisions of this Act, the County Executive shall determine all matters relating to the sale,
13 issuance, delivery and payment of the Bonds, including all matters relating to the forms, dates
14 and denominations of the Bonds, the dates and amounts of principal maturities, whether all or
15 any portion of the Bonds shall be term bonds subject to mandatory sinking fund redemption and
16 the dates and amounts of any such redemptions, the methods to be used in determining interest
17 payable on the Bonds and the dates on which such interest is payable, the provision of bond
18 insurance on all or any portion of the Bonds, and provisions for registration of the Bonds, for
19 their redemption prior to stated maturity, for the separation of the ownership of the Bond issued
20 as build America bonds and the entitlement to the credit against federal income tax under
21 Sections 54AA and 54A of the Internal Revenue Code of 1986, as amended, and for the use of
22 facsimile signatures or seals, whether the Bonds are to be issued in book-entry form and all
23 matters incident to the issuance of the Bonds in book-entry form. The County Executive shall
24 provide for the form, numbering, term and authentication of the Bonds and the form and manner
25 of execution and delivery of all documents necessary or deemed appropriate in connection with
26 the authorization, issuance, execution, sale, delivery and payment of and for the Bonds. The
27 County Executive may provide that no Bonds shall be issued for certain Authorized Projects
28 authorized by this Act to be financed by the Bonds and reduce the aggregate principal amount of
29 Bonds to be issued accordingly. The County Executive may provide for a reduction in the
30 aggregate principal amount of Bonds to be issued consistent with a determination of the
31 minimum bond denomination size based on municipal security market practices regarding

1 denomination size, and for a corresponding reduction in the principal amount of Bonds issued to
2 finance the cost of any Authorized Project. It is hereby recognized and acknowledged that, in
3 order to manage prudently the capital programs of the County, particularly in light of federal
4 income tax laws and regulations that impose penalties and other financial consequences for the
5 failure to expend the proceeds of tax-exempt bonds in a timely manner, the County Executive,
6 pursuant to Section 3 of this Act, may provide for the financing of the Amount of Bonds
7 Requested for an Authorized Project by the issuance of Bonds at more than one time and from
8 time to time. Notwithstanding the provisions of Sections 2, 3 and 4 of this Act, no order of the
9 County Executive permitted under this Act shall authorize or permit a reduction in the principal
10 amount of Bonds issued for an Authorized Project below the amount for which the County
11 Council has authorized temporary borrowing from other County funds.

12 The County Executive may provide for certain maturities of the Bonds to be subject to prior
13 redemption at the option of the County. If the County Executive so provides and the Bonds are
14 issued with such option, then in the event that the County determines to exercise such option for
15 the purpose of effecting certain cost savings by refinancing a portion of the indebtedness
16 evidenced by the Bonds through the issuance and sale of refunding bonds, it is the intent of the
17 County that such refunding bonds be issued under the authority contained in Subtitle 2 and that
18 such refunding bonds, if issued, shall constitute a refunding of indebtedness authorized by this
19 Act and shall not constitute additional indebtedness under such authority or under any other
20 authority. The aggregate principal amount of Bonds authorized to be issued hereunder may be
21 increased by a supplemental ordinance.

22 SECTION 5. BE IT FURTHER ENACTED that the County Executive shall determine
23 whether the Bonds shall be sold at public sale by electronic bids and/or written sealed proposals
24 or by private (negotiated) sale and the procedures to be followed in connection with any such
25 sale. Authority is hereby expressly delegated to the County Executive to (i) fix the date and the
26 time of the sale of the Bonds; (ii) determine the form and terms of any Notice of Sale; (iii) to
27 determine whether any Notice of Sale shall be disseminated in electronic form and/or whether
28 such Notice of Sale or a summary thereof shall be published in connection with any public sale
29 of the Bonds; and (iv) to award the Bonds at public sale or to approve the form and terms of, and
30 authorize the execution and delivery by and on behalf of the County of, a bond purchase
31 agreement with underwriters purchasing the Bonds in any private (negotiated) sale. The Bonds

1 | may be sold at, above or below the par value thereof.

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

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

13 | Authority is hereby conferred on the County Executive to complete, delete or modify the
14 | blanks in such bond form with necessary information, to insert applicable paragraphs as
15 | indicated or needed and to make such additions, deletions and substitutions in such bond form,
16 | not inconsistent with this Act or the County Charter, as may be necessary or desirable for the sale
17 | of the Bonds, including (without limitation) such additions, deletions and substitutions as may be
18 | necessary or desirable in connection with the establishment or discontinuance of a book-entry
19 | registration system for the Bonds and such changes as may be necessary to reserve to the County
20 | the option to call for mandatory tender for purchase of all or any portion of the Bonds.

21 | SECTION 7. BE IT FURTHER ENACTED that the County Executive may authorize on
22 | behalf of the County the preparation and distribution of a preliminary official statement and a
23 | final official statement or similar offering documents in connection with the issuance and sale of
24 | the Bonds.

25 | SECTION 8. BE IT FURTHER ENACTED that the proceeds of the sale of the Bonds,
26 | including any premium and accrued interest received therefor, shall be paid directly to the
27 | Director of Finance of the County, who shall deposit the same in the proper accounts of the
28 | County. The costs of issuance of the Bonds shall be allocated to the Authorized Projects
29 | financed by the Bonds and shall be charged to the appropriate debt service accounts of the
30 | County by the Director of Finance. There shall be deducted from the total gross proceeds
31 | received for the Bonds any amount received on account of accrued interest and premium on such

1 Bonds, which amounts shall be set apart by the Director of Finance in separate accounts and
2 applied to the first interest payment on the Bonds; provided that, if so determined by the County
3 Executive, any premium on such Bonds may be applied to other purposes, including (without
4 limitation) payment of the costs of issuance. The balance of the proceeds of the sale of the
5 Bonds shall be expended by the County for costs of the Authorized Projects for which Bonds
6 have been issued in accordance with this Act and the provisions of Subtitle 2. If the principal
7 amount of Bonds issued for any Authorized Project exceeds the amount needed to finance such
8 Authorized Project, the excess shall be applied to any other Authorized Project or if no such
9 Authorized Project requires additional funds, to any other capital project permitted by the laws of
10 the State of Maryland (including without limitation Subtitle 2) and of the County.

11 Unless otherwise provided by act or resolution of the County Council or by the County
12 Executive pursuant to Section 11 of this Act, earnings derived from the investment of the
13 proceeds of the Bonds may be treated as general revenues of the County and applied to general
14 County purposes and such use of investment proceeds is hereby acknowledged and authorized.

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

1 facilities of the class or classes of public facilities for which the Bonds, or the respective portions
 2 of the Bonds, are authorized or may be otherwise lawfully applied to such payment; to the extent
 3 that any such funds are applied to such purposes in any fiscal year as provided herein, the taxes
 4 hereby required to be levied shall be reduced proportionately.

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

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

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

31 In the event that Bonds are issued pursuant to this Act with the expectation that interest on

1 such Bonds will be excludable from gross income for federal income tax purposes, the County
2 Executive shall be the officer of the County responsible for the execution and delivery (on the
3 date of issuance of the Bonds) of a certificate of the County (the "Tax and Section 148
4 Certificate") which complies with the requirements of Section 148 of the Internal Revenue Code
5 of 1986, as amended ("Section 148"), and the applicable regulations thereunder (the "arbitrage
6 regulations"), and such official is hereby directed to execute the Tax and Section 148 Certificate
7 and to deliver the same to bond counsel or co-bond counsel on the date of the issuance of the
8 Bonds.

9 The County shall set forth in the Tax and Section 148 Certificate its reasonable expectations
10 as to relevant facts, estimates and circumstances relating to the use of the proceeds of the Bonds,
11 or of any moneys, securities or other obligations on deposit to the credit of any account of the
12 County which may be deemed to be proceeds of the Bonds pursuant to Section 148 or the
13 arbitrage regulations (collectively, "Bond Proceeds"). The County covenants that the facts,
14 estimates and circumstances set forth in the Tax and Section 148 Certificate will be based on the
15 County's reasonable expectations on the date of issuance of the Bonds and will be, to the best of
16 the certifying official's knowledge, true and correct, as of that date. The County shall also set
17 forth in the Tax and Section 148 Certificate any elections provided for or permitted under the
18 provisions of the Internal Revenue Code of 1986, as amended, that the official executing the Tax
19 and Section 148 Certificate deems advisable.

20 In the event that Bonds are issued pursuant to this Act with the expectation that interest on
21 such Bonds will be excludable from gross income for federal income tax purposes, the County
22 covenants with each of the registered owners of any of the Bonds that it will not make, or (to the
23 extent that it exercises control or direction) permit to be made, any use of the Bond Proceeds
24 which would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 and the
25 arbitrage regulations. The County further solemnly covenants that it will comply with Section
26 148 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder which are
27 applicable to the Bonds on the date of issuance thereof and which may subsequently lawfully be
28 made applicable thereto as long as the Bonds remain outstanding and unpaid. The County
29 Executive is hereby authorized and directed to prepare or cause to be prepared and to approve
30 and execute, respectively, any certification, opinion or other document, including, without
31 limitation, the Tax and Section 148 Certificate which may be required to assure that the Bonds

1 will not be deemed to be "arbitrage bonds" within the meaning of Section 148 of the Internal
2 Revenue Code of 1986, as amended, and the regulations thereunder.

3 In the event that Bonds are issued pursuant to this Act with the expectation that interest on
4 such Bonds will be excludable from gross income for federal income tax purposes, the County
5 Executive may make such covenants or agreements in connection with the issuance of such
6 Bonds as he or she shall deem advisable in order to assure the registered owners of such Bonds
7 that interest thereon shall be and remain excludable from gross income for federal income tax
8 purposes, and such covenants or agreements shall be binding on the County so long as the
9 observance by the County of any such covenants or agreements is necessary in connection with
10 the maintenance of the exclusion of the interest on such Bonds from gross income for federal
11 income tax purposes. The foregoing covenants and agreements may include such covenants or
12 agreements on behalf of the County regarding compliance with the provisions of the Internal
13 Revenue Code of 1986, as amended, as the County Executive shall deem advisable in order to
14 assure the registered owners of such Bonds that the interest thereon shall be and remain
15 excludable from gross income for federal income tax purposes, including (without limitation)
16 covenants or agreements relating to the investment of Bond Proceeds, the payment of certain
17 earnings resulting from such investment to the United States (or certain payments in lieu thereof
18 as provided in the Internal Revenue Code of 1986, as amended), limitations on the times within
19 which, and the purpose for which, Bond Proceeds may be expended, or the use of specified
20 procedures for accounting for and segregating Bond Proceeds. Any covenant or agreement made
21 pursuant to this paragraph may be set forth in the Tax and Section 148 Certificate.

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

29 SECTION 13. BE IT FURTHER ENACTED that the powers granted by this Act are
30 additional and cumulative and the bonds authorized by this Act may be issued, notwithstanding
31 that other bond acts or laws may provide for the issuance of other bonds or the borrowing of

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

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

27 (1) The maximum principal amount of such Notes issued pursuant to this Section
28 which may be outstanding at any time shall not exceed Thirty-Eight Million Nine Hundred Sixty
29 Thousand Dollars (\$38,960,000) unless and until otherwise provided by the County Council by
30 act. The proceeds of the sale of the Notes, after any payment from such proceeds of the expenses
31 of issuance of the Notes, shall be expended only on the public purposes or any applicable portion

1 | thereof for which the Bonds are authorized. Twelve months' interest on any issue of Notes, or
2 | any renewal thereof, may be paid from the proceeds, or from the proceeds of the sale of the
3 | Bonds, accounting from the initial date of issue thereof, as determined by the County Executive.
4 | The Notes may be paid at or prior to maturity from the proceeds of the issuance and sale of the
5 | Bonds in anticipation of which the Notes were issued or from the proceeds of refunding Notes.
6 | Except as otherwise provided herein, in the event of such an advance refunding, the proceeds of
7 | such refunding Bonds or Notes shall be held in escrow, to the extent and in the amount necessary
8 | to refund the outstanding series of Notes, for the benefit of the holders of the outstanding series
9 | of Notes. Such refunding Notes, if issued, will constitute a reissuance of the Notes authorized by
10 | this Act and shall not constitute additional indebtedness under such authorization.

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

13 | (3) The Notes may be sold at, above or below the par value thereof, including
14 | Commercial Paper Notes (hereinafter defined) as hereinafter provided; none of such Notes shall
15 | bear interest at a rate in excess of the maximum interest rate, if any, specified by the County
16 | Council by public local law to be payable on obligations of Prince George's County, Maryland.

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

1 purpose.

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

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

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

8 (5) In the event that any Notes (the "Outstanding Notes") issued hereunder are
9 outstanding on the date that the Bonds in anticipation of which such Notes are issued are
10 delivered in exchange for the purchase price thereof (the "Delivery Date"), the Director of
11 Finance shall deposit with the paying agent for the Notes, or a trustee or escrow agent, on the
12 Delivery Date (i) cash in an amount equal to the principal of the Outstanding Notes and/or (ii)
13 direct obligations of, or obligations the payment of which is unconditionally guaranteed by, the
14 United States of America, the principal of and interest on which will be sufficient without
15 reinvestment to pay in a timely manner the principal of the Outstanding Notes when due whether
16 at maturity or upon prior redemption. Such paying agent or trustee or escrow agent is hereby
17 irrevocably directed to apply such cash or the proceeds of such obligations to the payment of the
18 principal of the Outstanding Notes when due whether at maturity or upon prior redemption. The
19 County may provide such cash or obligations from the proceeds of the sale of such Bonds or
20 from any other funds legally available for such purpose. On the Delivery Date, the Director of
21 Finance shall also deposit with the paying agent for the Outstanding Notes, or a trustee or escrow
22 agent (i) cash in an amount equal to the interest on the Outstanding Notes when due and/or (ii)
23 direct obligations of, or obligations the payment of which is unconditionally guaranteed by, the
24 United States of America, the principal of and interest on which will be sufficient without
25 reinvestment to pay in a timely manner interest on the Outstanding Notes when due, whether at
26 maturity, upon a regularly scheduled payment date or upon prior redemption. The County may
27 provide such cash obligations from the proceeds of the sale of Bonds available for that purpose
28 or from any other funds legally available for such purpose. Notwithstanding the foregoing, if
29 the Delivery Date and the date on which the Outstanding Notes mature are in different fiscal
30 years, and moneys for the payment of the interest on the Outstanding Notes have not been finally
31 appropriated in the fiscal year in which the Bonds are delivered, and if the Delivery Date is after

1 the date on which the budget for the succeeding fiscal year has been submitted to the County
 2 Council and provision for the payment of the interest on such Outstanding Notes has been made
 3 in such budget, in lieu of the deposit of such cash or obligations for the payment of interest on
 4 the Outstanding Notes, the County Executive, the Director of Finance and/or the Chief
 5 Administrative Officer may deliver a certificate on the Delivery Date of the Bonds stating that
 6 funds sufficient to pay the interest on the Outstanding Notes have been included in the budget for
 7 the next succeeding fiscal year (it being provided by the Bond Anticipation Note Act that the
 8 Notes shall be payable from the first proceeds of the sale of the Bonds, or from the tax or other
 9 revenue which the County shall have previously determined to apply to the payment of the
 10 Bonds and the interest thereon). Upon the deposit with the paying agent for the Outstanding
 11 Notes, or a trustee or escrow agent, of cash and/or obligations sufficient to provide for the
 12 payment of the principal of and interest on such Notes when due, as described above, such Notes
 13 shall be deemed to be paid and no longer outstanding hereunder.

14 (6) With respect to the authorization, issuance, execution, sale, delivery and payment
 15 of and for any Notes, the County Executive may determine, approve or authorize or provide for:

- 16 (i) the identification of any series of Notes;
- 17 (ii) the form of any Notes;
- 18 (iii) the denominations of the Notes;
- 19 (iv) the maturity of any Notes;
- 20 (v) the manner of execution and authentication of any Notes;
- 21 (vi) the rate or rates of interest of any Notes or the manner for determining the
 22 same;
- 23 (vii) the interest payment dates of any Notes;
- 24 (viii) the redemption provisions applicable to any Notes;
- 25 (ix) the manner of sale of any Notes, which may be by private (negotiated) sale
 26 or at public sale, and the procedures to be followed in connection with any such sale;
- 27 (x) 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 any Notes; and
- 30 (xi) such other matters not inconsistent with the provisions of this Act as are
 31 necessary or deemed appropriate to accomplishing the issuance and sale of Notes hereunder,

1 including other matters specifically authorized by the Bond Anticipation Note Act.

2 (7) As determined by the County Executive, the Notes (or any portion of them, as
3 applicable) may be issued, sold and delivered as a single series of Notes or as two or more series
4 of Notes, or may be consolidated for issuance, sale and delivery with other Notes of the County
5 (including notes sold for new money and/or refunding purposes) as contemplated by Section 2C
6 of Article 31 of the Annotated Code of Maryland, as amended, replaced or recodified from time
7 to time.

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

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

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

15 (11) Pursuant to the Bond Anticipation Note Act, the County is hereby authorized to
16 issue the aforementioned Notes as notes in the nature of commercial paper and to establish a
17 commercial paper program. Accordingly, the County is hereby authorized to issue two or more
18 separate and distinct series of its Notes, which may include (1) a series of its Notes in the nature
19 of tax-exempt commercial paper (the "Commercial Paper Notes") and (2) a series of its Notes in
20 connection with a liquidity facility, such as a revolving loan agreement, or a series of its Notes in
21 connection with a credit facility, such as a letter of credit and related agreements (collectively,
22 the "Revolving Loan Notes") (the Commercial Paper Notes and the Revolving Loan Notes being
23 collectively referred to herein as the "Program Notes"). The word "Notes," as used in this Act,
24 includes Program Notes, and it is intended that the provisions of this Act applying to Notes shall
25 include Program Notes unless the context clearly requires a contrary meaning.

26 For the purposes of this Act, the term "principal amount," when used with respect to
27 the Program Notes, shall mean (i) in the case of Commercial Paper Notes, the face amount of
28 any such Commercial Paper Note, less any original issue discount on such Commercial Paper
29 Note, and (ii) in the case of Revolving Loan Notes, the principal amount actually advanced under
30 the applicable liquidity facility or credit facility that is evidenced by any such Revolving Loan
31 Note. Accordingly, it is contemplated by this Act that the aggregate face amount of the Program

1 Notes that may be outstanding from time to time hereunder, together with other Notes issued
 2 hereunder and outstanding from time to time, may exceed the aggregate principal amount of
 3 Notes authorized to be outstanding hereunder at any one time.

4 Without limiting the generality of other provisions of this Act, the County Executive
 5 may determine, approve, authorize or provide for:

6 (i) procedures to facilitate the prompt determination and approval of matters in
 7 connection with the authorization, issuance, execution, sale, delivery and payment of and for
 8 Program Notes;

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

12 (iii) the selection of any trustee, issuing agent, payment agent, commercial paper
 13 dealer, credit or liquidity facility provider or other provider of financial or related services
 14 necessary or deemed appropriate to the authorization, issuance, execution, sale, delivery and
 15 payment of and for Program Notes; and

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

19 SECTION 15. BE IT FURTHER ENACTED that it is hereby found and determined as
 20 follows: (i) it is in the best interest of the County to be able to implement a flexible approach to
 21 borrowing (that is, one which provides the ability to utilize variable rate demand obligations, tax-
 22 exempt commercial paper and short-term municipal obligations [collectively, "Variable Rate
 23 Demand Obligations"]); (ii) there is an expanding market for Variable Rate Demand Obligations,
 24 which have varying and flexible maturities or redemption features, tender or purchase dates and
 25 bear interest at variable rates established by a remarketing agent on the basis of current market
 26 conditions, or combinations of such maturities or redemption, tender or purchase dates and rates
 27 and to access this market the County must establish procedures consistent with market practices
 28 for Variable Rate Demand Obligations; and (iii) existing practices in the market for Variable
 29 Rate Demand Obligations and existing requirements of nationally recognized rating agencies
 30 require that there be available to the issuer of Variable Rate Demand Obligations a supporting
 31 credit or liquidity facility, such as a letter of credit, line of credit or revolving loan agreement,

1 pursuant to which an alternate source of borrowing will be available during any period in which
2 such obligations cannot be remarketed or sold.

3 Notes or Bonds are hereby authorized to be issued as short-term or demand obligations or
4 commercial paper, defined above as Variable Rate Demand Obligations, including obligations
5 that are required to be purchased or redeemed prior to stated maturity dates, bear interest at
6 variable rates and mature on dates established from time to time by a remarketing agent on the
7 basis of current market conditions. If any Bonds or Notes issued in accordance with this Section
8 15 provide for the mandatory redemption, tender or purchase thereof prior to stated maturity
9 dates, the form of Bond or Note (as the case may be) may provide, to the extent permitted by law
10 and determined by the County Executive that the full faith and credit and unlimited taxing power
11 of the County are pledged to the payment of the purchase or redemption price on the due dates
12 for such payments.

13 Without limiting the generality of other provisions of this Act, the County Executive may
14 determine, approve, authorize or provide for:

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

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

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

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

28 SECTION 16. BE IT FURTHER ENACTED that, pursuant to an irrevocable election
29 made by the County Executive on or before the issue date of such Bonds, the Bonds or any
30 portion thereof may be issued as taxable build America bonds (on which the holder is entitled to
31 a credit against federal income tax equal to 35 percent of the amount of interest payable by the

1 issuer with respect to such bonds), or as taxable build America bonds that are qualified bonds
2 (with respect to which the Secretary of the Treasury of the United States is to pay to the issuer 35
3 percent of the interest payable on such bonds), as provided by Section 54AA of the Internal
4 Revenue Code of 1986, as amended, added to said Code by Section 1531 of Title I of Division B
5 of the American Recovery and Reinvestment Act of 2009, Pub. L. No. 111-5, 123 Stat. 115
6 (2009).

7 SECTION 17. BE IT FURTHER ENACTED that Section 24 of Article 31 of the
8 Annotated Code of Maryland, as amended, replaced or recodified from time to time (the
9 "Refunding Act"), provides that refunding bonds may be issued by the County for certain public
10 purposes specified in the Refunding Act, including realizing savings to the County in the
11 aggregate cost of debt service on either a direct comparison or present value basis or debt
12 restructuring that in the aggregate effects such a reduction in the cost of debt service. The
13 County Council of Prince George's County, Maryland, hereby finds and determines that the
14 issuance of refunding bonds pursuant to the terms and requirements of this Act in order to refund
15 all or a portion of the outstanding principal amount of the Bonds will effectuate and accomplish
16 the public purpose of realizing savings to the County in the aggregate cost of debt service on
17 either a direct comparison or a present value basis or of debt restructuring that in the aggregate
18 effects such a reduction in the cost of debt service.

19 SECTION 18. BE IT FURTHER ENACTED that, acting pursuant to the authority of the
20 Refunding Act and, as applicable, Article 25A of the Annotated Code of Maryland, as amended,
21 replaced or recodified from time to time ("Article 25A"), the County Charter, this Act and certain
22 other authority pursuant to which the Bonds will be issued, the issuance and sale of bonds (the
23 "Refunding Bonds") of Prince George's County, Maryland, which may be issued in one or more
24 series from time to time as hereinafter provided, are hereby authorized in an aggregate principal
25 amount not to exceed 150% of the aggregate outstanding principal amount of the Bonds to be
26 refunded thereby (the "Refunded Bonds") in order to provide funds sufficient (a) to purchase
27 direct obligations of, or obligations the timely payment of the principal of and interest on which
28 is unconditionally guaranteed by, the United States of America ("Government Obligations"), the
29 principal of and interest on which will be sufficient without reinvestment, together with any
30 available cash, to pay in a timely manner all or any part of the principal of and redemption
31 premium, if any, and interest on the Refunded Bonds, and (b) to pay any and all other costs

1 permitted to be paid from the proceeds of such Refunding Bonds under the Refunding Act,
2 including (without limitation) funded interest, the costs of issuance of such Refunding Bonds
3 (including without limitation any bond insurance premium payable by the County) and
4 applicable underwriting fees.

5 SECTION 19. BE IT FURTHER ENACTED that the Refunding Bonds hereby authorized
6 may be sold for a price at, above, or below par, plus, if so determined by the County Executive,
7 accrued interest to the date of delivery. The Refunding Bonds shall be sold at private
8 (negotiated) sale, and such procedure is hereby determined to be in the public interest due to the
9 ability to negotiate flexible terms and achieve a beneficial interest rate or rates and the flexibility
10 to time the date of sale to maximum savings or achieve other public purposes permitted by the
11 Refunding Act. Notwithstanding the foregoing, if the County Executive subsequently
12 determines that it is in the best interests of the County to sell any or all of the Refunding Bonds
13 after first soliciting competitive bids at public sale, then the County Executive may provide for
14 the sale of such Refunding Bonds in such manner and in accordance with such procedures as he
15 or she shall deem appropriate; provided, however, that such procedures shall be substantially
16 similar to the procedures for public sale with competitive bidding normally used by the County
17 in connection with the sale of its general obligation bonds. Refunding Bonds issued hereunder
18 are hereby specifically exempted from the provisions of Sections 10 and 11 of Article 31 of the
19 Annotated Code of Maryland, as amended, replaced or recodified.

20 SECTION 20. BE IT FURTHER ENACTED that as determined by the County Executive,
21 the Refunding Bonds (or any portion of them, as applicable) may be issued, sold and delivered as
22 a single series of Refunding Bonds or as two or more issues of Refunding Bonds, or may be
23 consolidated for issuance, sale and delivery with other bonds of the County (including bonds
24 sold for new money and/or refunding purposes) as contemplated by Section 2C of Article 31 of
25 the Annotated Code of Maryland, as amended, replaced or recodified from time to time. The
26 Refunding Bonds of each series sold solely pursuant to the authority of this Act shall each be
27 designated "Prince George's County, Maryland Stormwater Management Bonds, 20__
28 Refunding Series," and the Refunding Bonds of each series consolidated for issuance with other
29 bonds of the County as authorized by this Section 19 shall each be designated "Prince George's
30 County, Maryland Consolidated Stormwater Management Bonds, Refunding Series 20__", and,
31 in the event any such Refunding Bonds are issued at more than one time, the County Executive

1 | may specify such additional designation as he or she shall deem appropriate. Moreover, the
2 | County Executive is hereby authorized to provide such other or alternative designation as he or
3 | she deems necessary or convenient.

4 | Upon consolidation of any of the Refunding Bonds with general obligation bonds issued
5 | pursuant to Article 25A of the Annotated Code of Maryland, as amended, and determination of
6 | the County Executive, there shall be pledged to the payment of said Refunding Bonds the full
7 | faith and credit of the County and the power of the County to levy ad valorem taxes upon all the
8 | legally assessable property within the corporate limits of the County (in addition to the pledge
9 | and levy within the Stormwater Management District effected pursuant to Section 21 hereof).

10 | SECTION 21. BE IT FURTHER ENACTED that pursuant to Section 22 of this Act, the
11 | County Executive shall determine (a) the principal amounts and maturities of each series of
12 | Refunding Bonds to be issued and (b) the portions of each series of Refunded Bonds to be
13 | refunded with the proceeds of each series of Refunding Bonds; provided, however, that the
14 | issuance of any series of Refunding Bonds to refund all or any portion of one or more series of
15 | Refunded Bonds will effectuate and accomplish the public purpose of realizing savings to the
16 | County in the aggregate cost of debt service on either a direct comparison or a present value
17 | basis with respect to the portion of any series of Refunded Bonds being refunded or debt
18 | restructuring that in the aggregate effects such a reduction in the cost of debt service.

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

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

1 to insert applicable paragraphs as indicated and to make such additions, deletions and
2 substitutions in such form, not inconsistent with this Act or the Refunding Act, as may be
3 necessary or desirable in the sale of any such series of Refunding Bonds, including (without
4 limitation) such changes as may be necessary to permit the establishment of a central depository
5 or book-entry system with respect to such series of Refunding Bonds.

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

27 The full faith and credit of the County and the unlimited taxing power of the County are
28 hereby irrevocably pledged both to the punctual payment of the maturing principal of and
29 interest on the Refunding Bonds as and when such principal and interest respectively become
30 due, and to the levy and collection of the taxes hereinabove prescribed as and when such taxes
31 become necessary in order to provide sufficient funds to meet the debt service requirements of

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

13 SECTION 23. BE IT FURTHER ENACTED that, with respect to each series of Refunding
14 Bonds sold pursuant to this Act, authority is hereby conferred on the County Executive to take
15 the following actions and make the following commitments on behalf of the County:

16 (a) in the event any series of Refunding Bonds is sold at private (negotiated) sale as
17 authorized by this Act, to sell such series of Refunding Bonds issued under this Act upon such
18 terms as he or she deems favorable under the existing market conditions to one or more banks,
19 investment banking firms or other financial institutions that, in such official's judgment, offers to
20 purchase such series of Refunding Bonds on terms such official deems favorable to the County
21 under the existing market conditions;

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

26 (c) after considering any recommendations of the financial advisor to the County, if any, to
27 fix and determine the date of any such series of Refunding Bonds, the schedule of annual
28 maturities and/or sinking fund installments of any such series, the amount of any such series, the
29 amounts and particular Refunded Bonds of each series to be refunded with the proceeds of any
30 such series of Refunding Bonds, and the interest rate or rates to be paid by the County with
31 respect to any such series, including, without limitation, the payment dates for the payment of

1 interest with respect to each maturity of any such series and all matters relating to the provision
2 of bond insurance, if any, on all or any portion of the Refunding Bonds;

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

5 (e) in the event that the County Executive determines that it is in the best interests of the
6 County to sell any such series of Refunding Bonds by soliciting competitive bids at public sale,
7 to determine the date, time and place when proposals for the purchase of any such series of
8 Refunding Bonds will be received, to publish and/or otherwise disseminate a suitable notice of
9 sale or a summary thereof in a manner substantially similar to the procedures for public sale at
10 competitive bidding normally used by the County in connection with the sale of its general
11 obligation bonds, and to award any series of Refunding Bonds for which a legally sufficient
12 proposal has been received to the best bidder;

13 (f) to select and approve the designation of a custodian for a central depository or all
14 matters relating to registration of the Refunding Bonds under a book-entry system;

15 (g) to select a trust company or other banking institution as trustee, to hold the trust fund
16 into which the proceeds of the sale of any Refunding Bonds issued hereunder may be deposited
17 under the Refunding Act, to determine the terms of any such trust fund, including any provisions
18 relating to the payment of costs related to such trust fund, and to approve and deliver as a
19 binding commitment of the County a trust or escrow agreement, pursuant to which such trust
20 fund is established;

21 (h) to determine the manner in which the proceeds of the sale of the Refunding Bonds shall
22 be applied and to provide for the redemption prior to maturity of any of the Refunded Bonds, as
23 applicable, not inconsistent with the provisions of this Act or the Refunding Act; and

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

29 Subject to and in accordance with the provisions of this Act, the County Executive shall
30 determine for each and every series of Refunding Bonds issued pursuant to and in accordance
31 with this Act, the matters specified in paragraphs (c), (d), (f), (g), (h) and (i) above and, if a

1 determination is made to sell any such series of Refunding Bonds by soliciting competitive bids
2 at public sale, the matters specified in paragraph (e) above for such series of Refunding Bonds.

3 SECTION 24. BE IT FURTHER ENACTED that, to the extent applicable with respect to
4 any of the Authorized Projects, the County is hereby authorized pursuant to this Act and the
5 Maryland Water Quality Financing Administration Act, Sections 9-1601 to 9-1622, inclusive, of
6 the Environment Article of the Annotated Code of Maryland, as amended, replaced or recodified
7 (the "Water Quality Act"), to issue and sell by private sale to the Maryland Water Quality
8 Financing Administration (the "Water Quality Administration") any of the Bonds or Refunding
9 Bonds (or applicable portion thereof) authorized pursuant to this Act in order to evidence a loan
10 or loans (each, the "Loan") made by the Water Quality Administration to the County under one
11 or more loan agreements (each, the "Loan Agreement") between the County and the Water
12 Quality Administration with respect to any of the Authorized Projects. The County Executive is
13 hereby authorized to approve the terms and conditions of and execute and deliver the Loan
14 Agreement on behalf of the County in accordance with the provisions of the Water Quality Act.
15 As authorized by the Water Quality Act and if required by the Water Quality Administration, the
16 County hereby pledges any moneys that the County is entitled to receive from the State of
17 Maryland, including the County's share of the State income tax, to secure its obligations under the
18 Loan Agreement. Any such pledge shall be evidenced and detailed in the Loan Agreement. The
19 Loan Agreement and all the covenants and conditions set forth therein, including, without
20 limitation, the requirement to make payments to the Water Quality Administration of the annual
21 administrative fee, to pay interest at the default interest rate provided for therein, and, if so
22 required by the Water Quality Administration, to establish and maintain a debt service reserve
23 account shall be an obligation of the County in accordance with the provisions of Water Quality
24 Act.

25 SECTION 25. BE IT FURTHER ENACTED that (1) references to "Bonds" in Sections 4,
26 7, 11, 12 and 13 of this Act shall be deemed to include the Refunding Bonds and (2) references
27 to "bonds authorized by this Act" in Section 13 of this Act shall be deemed to include the
28 Refunding Bonds, unless the context clearly indicates otherwise.

29 SECTION 26. BE IT FURTHER ENACTED that, pursuant to Section 30 of Article 31 of
30 the Annotated Code of Maryland, as amended, replaced or recodified from time to time (the
31 "Registration Statute"), the Bonds, the Notes or the Refunding Bonds issued hereunder may be

1 issued in "registered form" within the meaning of the Registration Statute, as may be determined
2 by the County Executive, who may determine, approve or authorize the selection of trustees,
3 transfer agents, registrars, paying or other agents, a custodian for a central depository or book-
4 entry system and appropriate agreements with any of the foregoing and such other matters not
5 inconsistent with this Act necessary or deemed appropriate in connection with the issuance of the
6 Bonds, the Notes or the Refunding Bonds in "registered form" within the meaning of the
7 Registration Statute.

8 SECTION 27. BE IT FURTHER ENACTED that, the County Executive is hereby
9 authorized, on behalf of the County, to make such undertakings, covenants or agreements for the
10 benefit of the holders of the Bonds, the Notes (including, without limitation, the Program Notes)
11 or the Refunding Bonds, as applicable, with regard to secondary market disclosure as shall be
12 necessary or appropriate to comply with the provisions of Securities and Exchange Commission
13 Rule 15c2-12, as amended, modified or replaced from time to time ("SEC Rule 15c2-12"). Such
14 authority shall include (without limitation) the power to approve and enter into continuing
15 disclosure or dissemination agreements with any third party; the power to amend or modify any
16 such undertakings, covenants, agreements, or continuing disclosure or dissemination agreements,
17 to the extent permitted by SEC Rule 15c2-12; and the power to provide for the insertion of a
18 description regarding any such secondary market disclosure covenants or agreements in any
19 applicable notice of sale, bond purchase agreement or other purchase contract, and any
20 preliminary or final official statement, offering circular, official circular or similar offering
21 document. Such undertakings, covenants or agreements shall be binding upon the County and
22 the County hereby covenants and agrees to abide by any such undertakings, covenants or
23 agreements made in accordance with this Section for the benefit of the holders of the Bonds, the
24 Notes or the Refunding Bonds, as applicable.

25 SECTION 28. BE IT FURTHER ENACTED that pursuant to the authority of Section 34 of
26 Article 31 of the Annotated Code of Maryland, as amended, replaced or recodified from time to
27 time ("Section 34"), the County may enter into one or more interest rate exchange agreements or
28 contracts providing for payments based on levels of or changes in interest rates, or combinations
29 of the foregoing, in order to improve the management of debt service or interest rate risks on all
30 or any portion of the Bonds, the Notes or the Refunding Bonds authorized hereby (the
31 "Obligations") or to reduce the cost of servicing all or any portion of such Obligations. Any such

1 interest rate exchange agreement or contract may be entered into in connection with, or
2 incidental to, all or any portion of the Obligations prior to, at the time of, or subsequent to, the
3 issuance of any such Obligations, and may apply to such Obligations and any other general
4 obligation bonds or notes, revenue bonds or notes, or other evidences of indebtedness by
5 whatever name known or funds secured, issued by the County. In connection with any such
6 interest rate exchange agreements or contracts, the County may appoint any agents necessary to
7 implement and administer such agreements or contracts. Unless contrary to the provisions of
8 Section 34 or other applicable law, the County Executive is hereby authorized to determine,
9 approve, authorize or provide for, after giving due consideration to the creditworthiness of the
10 counterparty or counterparties and after consulting with the Director of Finance of the County
11 and, if applicable, the financial advisor to the County: (1) the terms and conditions of the
12 transaction, the final form of the agreement or contract and the final terms and conditions of the
13 agreement or contract and (2) the appointment of any agents necessary to implement and
14 administer such agreements or contracts and the terms of compensation therefor. Nothing
15 contained in this Act shall be deemed to preclude the County Council by resolution from making
16 or providing for any of the determinations authorized by Section 34. The provisions of this
17 Section 27 shall be liberally construed to effectuate the provisions of Section 34.

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

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

6 SECTION 31. BE IT FURTHER ENACTED that the provisions of this Act are hereby
7 declared to be severable; and, in the event that any section, subsection, paragraph, subparagraph,
8 sentence, clause, phrase, or word of this Act is declared invalid or unconstitutional by a court of
9 competent jurisdiction, such invalidity or unconstitutionality shall not affect the remaining
10 words, phrases, clauses, sentences, subparagraphs, paragraphs, subsections, or sections of this
11 Act, since the same would have been enacted without the incorporation in this Act of any such
12 invalid or unconstitutional word, phrase, clause, sentence, subparagraph, subsection, or section.

13 SECTION 32. BE IT FURTHER ENACTED that this Act shall take effect forty-five (45)
14 calendar days after it becomes law.

Adopted this 26th day of October, 2010.

COUNTY COUNCIL OF PRINCE
GEORGE'S COUNTY, MARYLAND

BY: _____
Thomas E. Dernoga
Chair

ATTEST:

Redis C. Floyd
Clerk of the Council

APPROVED:

DATE: _____ BY: _____
Jack B. Johnson
County Executive

Note: Attachment 1 is attached as an Inclusion File

ATTACHMENT 2

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 Maturity Date Original Issue Date CUSIP
(per annum) _____ _____, 20__ _____

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, as amended ("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

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, as amended, replaced or recodified and Council Bill CB-__ - _____, (the "Authorization Ordinance").

The Bonds maturing in any one year are issuable in fully registered form, in denominations of \$5,000 or any integral multiple thereof, not exceeding the aggregate principal amount maturing in such year.

When first issued, the Bonds of said issue will be numbered consecutively upward in the order of 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>
2012	\$_____	%	2022	\$_____	%
2013	_____	%	2023	_____	%
2014	_____	%	2024	_____	%
2015	_____	%	2025	_____	%
2016	_____	%	2026	_____	%
2017	_____	%	2027	_____	%
2018	_____	%	2028	_____	%
2019	_____	%	2029	_____	%
2020	_____	%	2030	_____	%
2021	_____	%	2031	_____	%

[INSERT WHERE APPROPRIATE PROVISIONS REGARDING TERM BONDS, IF APPLICABLE.]

_____ 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:

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

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

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 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 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:

(Signature of Registered Owner)

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

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