

BOND COUNSEL CERTIFICATION OF COMPLIANCE

Prince George's County Policy for Tax Increment Financing

Amore Apollo

June 19, 2020

Ballard Spahr LLP serves as bond counsel to Prince George's County, Maryland in connection with the proposed issuance of special obligation bonds to finance certain infrastructure pertaining to the Largo Town Center Metro Development District.

Prince George's County Council Resolution CR-21-2019, made applicable to this tax increment financing by Council Bill CB-14-2020 (the "**Resolution**") states that a proposed tax increment financing ("**TIF**") project must meet each of the criteria in the Resolution; compliance with the Resolution be certified by the developer, County Executive and Bond Counsel; and the County Council review the TIF proposal and certification and approve the same by resolution. This certificate is given to fulfill the requirement of Bond Counsel certification.

As the basis for this certificate, we have reviewed, and relied without independent verification or judgment upon:

- A. The legal opinion of Shipley & Horne, P.A., dated May 25, 2020, regarding compliance with Prince George's County land use plans;
- B. The County-Based and Minority Business Enterprise Plan (the "**MBE Plan**"), dated June 12, 2020, submitted to the Compliance Manager;
- C. The TIF Proposal and Developer's Certificate (the "**TIF Proposal**"), dated June 19, 2020; and
- D. The County Executive Certificate of Compliance, dated June 19, 2020.

Based on the foregoing, I certify that the provisions of the Resolution have been complied with in connection with the TIF Proposal and the MBE Plan pertaining to the TIF Proposal has been approved by the Compliance Manager in conformance with the MBE Plan Guidelines promulgated by the Compliance Manager.

BALLARD SPAHR LLP



By: _____

Joseph Fanone
Senior Counsel