

COUNTY COUNCIL OF PRINCE GEORGE'S COUNTY, MARYLAND**2004 Legislative Session**Bill No. CB-61-2004Chapter No. 34Proposed and Presented by The Chairman (by request – County Executive)Introduced by Council Members Hendershot, Shapiro, Harrington, Knotts, Dean, ExumPeters, Bland and Dernoga

Co-Sponsors _____

Date of Introduction July 6, 2004**BILL**

1 AN ACT concerning

2 The Issuance and Sale of General Obligation Bonds

3 For the purpose of authorizing and empowering Prince George's County, Maryland, to issue and
 4 sell an amount not to exceed One Hundred Thirty-three Million Six Hundred Thousand Dollars
 5 (\$133,600,000) in aggregate principal amount of general obligation bonds with serial maturities,
 6 including mandatory sinking fund installments in lieu of serial maturities; for the purpose of
 7 providing funds for financing in whole or in part costs of the construction, acquisition,
 8 improvement or extension of certain capital projects set forth in the capital budget of the County
 9 for the fiscal year ending June 30, 2005, or usable portions thereof, including describing the
 10 capital projects to be financed in whole or in part from the proceeds of the bonds hereby
 11 authorized and the estimated costs and probable useful lives thereof; prescribing the procedures
 12 for the issuance and sale of such bonds; providing for the consolidation of such bonds with other
 13 bonds for purposes of such sale; providing for the issuance and sale of such bonds at public sale;
 14 providing for the forms of such bonds; providing for the form of the Notice of Sale, summary
 15 Notice of Sale for publication and form of bid for such bonds to be used in connection with such
 16 sale; showing compliance with the power of the County to incur indebtedness; directing the
 17 application of the proceeds of such bonds; providing for the levy and collection of taxes
 18 necessary for the payment of the principal of and interest on such bonds when due; covenanting
 19 that the proceeds of such bonds (or any moneys which may be deemed to be such proceeds) shall
 20 not be used in a manner which would cause the bonds to be "arbitrage bonds" and covenanting

1 on other matters relating to the tax exempt status of interest on such bonds; providing generally
2 for the issuance, sale and delivery of general obligation bonds of Prince George's County,
3 Maryland, and the consolidation of bonds and the establishment of a borrowing program for the
4 County and related matters; authorizing and empowering the County to issue and sell an amount
5 not to exceed One Hundred Thirty-three Million Six Hundred Thousand Dollars (\$133,600,000)
6 in general obligation bond anticipation notes in anticipation of the issuance and sale of such
7 bonds; providing for the issuance of such bond anticipation notes in the form of commercial
8 paper; providing for the issuance of such bond anticipation notes and such bonds in the form of
9 variable rate demand obligations; providing for the issuance of such bonds or notes in registered
10 form, including central depository and book-entry arrangements; providing generally for the
11 issuance, sale and delivery of general obligation bond anticipation notes of Prince George's
12 County, Maryland, including bond anticipation notes in the form of commercial paper and the
13 consolidation of bond anticipation notes; authorizing and empowering the County to issue, sell
14 and deliver general obligation refunding bonds for the purpose of refunding all or a part of such
15 bonds, the proceeds of such refunding bonds to be used for the public purpose of providing funds
16 sufficient to pay principal of, redemption premium, if any, and interest on such bonds, at the
17 respective maturity, redemption, and interest payment dates of such bonds; prescribing the
18 procedure for the issuance and sale of, and the maximum principal amount of, such refunding
19 bonds; empowering the County Executive, or the Chief Administrative Officer of the County if
20 authorized by the County Executive of the County, subject to certain guidelines and standards, to
21 determine the time and method for the sale of such refunding bonds, the form or forms thereof
22 and other details with respect to the sale of such refunding bonds; providing for the form of such
23 refunding bonds; pledging the full faith and credit of the County to the payment of such
24 refunding bonds and the interest on such refunding bonds, when due; providing for the levy and
25 collection of all taxes, charges and assessments necessary for the payment of the principal of and
26 interest on such refunding bonds when due; showing compliance with the limitations on the
27 power of the County to incur indebtedness; covenanting that the proceeds of such refunding
28 bonds, or any moneys which may be deemed to be proceeds, will not be used in a manner to
29 cause such bonds to be arbitrage bonds and covenanting on other matters relating to the tax
30 exempt status of interest on such refunding bonds; providing for the issuance of such refunding
31 bonds in registered form, including central depository and book-entry arrangements; generally

1 providing for the consolidation, authorization, issuance, sale and delivery of general obligation
2 refunding bonds of the County and matters generally related thereto; and providing for
3 compliance with Securities and Exchange Commission Rule 15c2-12.

4 SECTION 1. BE IT ENACTED by the County Council of Prince George's County,
5 Maryland, that the issuance, sale and delivery of general obligation bonds with serial maturities,
6 including mandatory sinking fund installments in lieu of serial maturities (the "Bonds") of Prince
7 George's County, Maryland (the "County"), in an aggregate principal amount not exceeding One
8 Hundred Thirty-three Million Six Hundred Thousand Dollars (\$133,600,000) is hereby
9 authorized in order to finance costs of the capital projects (the "Authorized Capital Projects")
10 listed in the table set forth in Attachment 1, attached to and made a part of this Act (the "Table of
11 Projects") that have been authorized by the bond enabling acts set forth in the Table of Projects
12 or by this Act. Each Authorized Capital Project is described in the Capital Budget of the County
13 for the fiscal year ending June 30, 2005 (the "Capital Budget") under the heading set forth in the
14 Table of Projects and has the identification number set forth in the Table of Projects. The
15 descriptions of the Authorized Capital Projects contained in the Capital Budget are incorporated
16 herein by reference as if set forth fully herein. The principal amount of Bonds authorized by this
17 Act to finance costs of each Authorized Capital Project shall be the respective amount set forth in
18 the columns in the Table of Projects marked "Authorized Principal Amount of Bonds". Each
19 such principal amount of Bonds is hereby determined to be sufficient to complete at least a
20 usable portion of the Authorized Capital Projects in respect of which such principal amount has
21 been authorized. The probable useful lives of the Authorized Capital Projects are set forth in the
22 Table of Projects. The Bonds shall be made payable within the average of the probable useful
23 lives of the Authorized Capital Projects, which is twenty-two and eight tenth (22.8) years, or, in
24 the event the Bonds are consolidated with other bonds of the County pursuant to Section 3 of this
25 Act, within the average of the probable useful lives of the capital projects financed with the
26 proceeds of such consolidated issue of bonds (the "Consolidated Authorized Capital Projects").
27 All Authorized Capital Projects have been identified and included in bond enabling acts ("Bond
28 Enabling Acts") and have been approved by referendum to the extent required by applicable law.
29 The Bonds are specifically exempted from the provisions of Sections 10 and 11 of Article 31 of
30 the Annotated Code of Maryland, as amended, replaced or recodified from time to time. The
31 powers granted under this Act are additional and cumulative and the bonds authorized by this

1 Act may be issued, notwithstanding that other bond acts or laws may provide for the same or
 2 similar purposes. This Act does not modify or repeal any prior acts granting bond issuing
 3 authority for the same or similar purposes.

4 SECTION 2. BE IT FURTHER ENACTED that the attached Table of Projects lists the
 5 Authorized Capital Projects that are to be financed in whole or in part with the proceeds of the
 6 Bonds, the currently estimated cost of each Authorized Capital Project or a usable portion
 7 thereof (the "Estimated Cost"), the portion of the Estimated Cost of each Authorized Capital
 8 Project to be financed hereunder (the "Bond Financed Portion"), the source or sources of funds to
 9 finance the balance of the Estimated Cost of each Authorized Capital Project (the "Other
 10 Funding Sources") and the probable useful life of each Authorized Capital Project.

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

1 order of the County Executive, the Chief Administrative Officer by his or her order, may revise
 2 the Table of Projects to increase the Bond Financed Portion of such Authorized Capital Project
 3 to an amount not to exceed the appropriated amount for such project and, correspondingly, may
 4 reduce the bond financed portion of such other Consolidated Authorized Capital Projects and
 5 make other appropriate adjustments. Nothing contained in this Act shall be deemed to preclude
 6 the County Council by resolution from effecting such a revision in the Table of Projects. The
 7 authority granted in this Act to revise the Table of Projects shall not be construed to permit an
 8 increase in the aggregate principal amount of Bonds to be issued pursuant to this Act or to effect
 9 results inconsistent with the Charter of Prince George's County, Maryland, as amended, modified
 10 or recodified from time to time (the "County Charter") or other applicable laws; accordingly, any
 11 such revision to the Table of Projects shall evidence that (i) the Bond Financed Portion of each
 12 Authorized Capital Project is sufficient to complete at least a usable portion of such project, (ii)
 13 the amount of all bonds authorized to be issued for such Authorized Capital Projects, including
 14 the revised Bond Financed Portion, does not exceed the amount of bonds authorized by the
 15 respective Bond Enabling Acts for such projects, and (iii) the Bonds are payable within the
 16 average probable useful life of the Authorized Capital Projects or, if the Bonds are consolidated
 17 with other bonds of the County pursuant to Section 3 of this Act, within the average probable
 18 useful lives of the Consolidated Authorized Capital Projects.

19 SECTION 3. BE IT FURTHER ENACTED that the Bonds and the Consolidated
 20 Refunding Bonds hereinafter authorized (or any portion of them) may be consolidated for sale
 21 and issued, may be sold and delivered as a single issue of Bonds or as two or more issues of
 22 Bonds, or may be consolidated with other bonds of the County, as authorized by Section 2C of
 23 Article 31 of the Annotated Code of Maryland, as amended, replaced, or recodified from time to
 24 time. Such bonds shall each be designated "Prince George's County, Maryland Consolidated
 25 Public Improvement Bonds, Series 20__," and, in the event such bonds are issued at more than
 26 one time, the County Executive or, if so provided by order of the County Executive, the Chief
 27 Administrative Officer, by order, may specify such additional designation as he or she shall
 28 deem appropriate. Moreover, the County Executive or, if so provided by order of the County
 29 Executive, the Chief Administrative Officer, is hereby authorized to provide such other or
 30 alternative designation as he or she deems necessary or convenient.

31 SECTION 4. BE IT FURTHER ENACTED that, subject to and in accordance with the

1 provisions of this Act, the County Executive or, if so provided by order of the County Executive,
2 the Chief Administrative Officer, shall determine all matters relating to the advertisement, sale,
3 issuance, delivery and payment of the Bonds, including all matters relating to the forms, dates
4 and denominations of the Bonds, the principal maturities, the methods to be used in determining
5 interest payable on the Bonds, the provision of bond insurance on all or any portion of the
6 Bonds, and provisions for registration of the Bonds, for their redemption prior to stated maturity,
7 and for the use of facsimile signatures or seals, whether the Bonds are to be issued in book-entry
8 form and all matters incident to the issuance of the Bonds in book-entry form. The County
9 Executive or, if so provided by order of the County Executive, the Chief Administrative Officer,
10 shall provide for the form, numbering, term and authentication of the Bonds pursuant to Section
11 822 of the County Charter. The County Executive or, if so provided by order of the County
12 Executive, the Chief Administrative Officer, may provide that no Bonds shall be issued for
13 certain Authorized Capital Projects authorized by this Act to be financed by the Bonds and to
14 reduce the aggregate principal amount of Bonds to be issued accordingly, provided, however,
15 that the deletion of such Authorized Capital Projects shall not cause the Bonds to be payable
16 beyond the average of the probable useful lives of the remaining Authorized Capital Projects.
17 The County Executive or, if so provided by order of the County Executive, the Chief
18 Administrative Officer, may provide for a reduction in the aggregate principal amount of Bonds
19 to be issued consistent with a determination of the minimum bond denomination size based on
20 municipal security market practices regarding denomination size, and for a corresponding
21 reduction in the principal amount of Bonds issued to finance the cost of any Authorized Capital
22 Project, provided, however, that the principal amount of Bonds issued for each such Authorized
23 Capital Project after such reduction shall be sufficient to complete at least a usable portion of
24 each such Authorized Capital Project. It is hereby recognized and acknowledged that, in order to
25 manage prudently the capital programs of the County, particularly in light of federal income tax
26 laws and regulations that impose penalties and other financial consequences for the failure to
27 expend the proceeds of tax-exempt bonds in a timely manner, the County Executive, pursuant to
28 Section 3 of this Act, may provide for the financing of the Bond Financed Portion of an
29 Authorized Capital Project by the issuance of Bonds at more than one time and from time to
30 time. Notwithstanding the provisions of Sections 2, 3 and 4 of this Act, no order of the County
31 Executive or Chief Administrative Officer permitted under this Act shall authorize or permit a

1 reduction in the principal amount of Bonds issued for an Authorized Capital Project below the
2 amount for which the County Council has authorized temporary borrowing from other County
3 funds.

4 The County Executive or, if so provided by order of the County Executive, the Chief
5 Administrative Officer, may provide by order for certain maturities of the Bonds to be subject to
6 prior redemption at the option of the County. If the County Executive or the Chief
7 Administrative Officer, as the case may be, so provides and the Bonds are issued with such
8 option, then in the event that the County determines to exercise such option for the purpose of
9 effecting certain cost savings by refinancing a portion of the indebtedness evidenced by the
10 Bonds through the issuance and sale of refunding bonds, it is the intent of the County that such
11 refunding bonds be issued under the Enabling Acts referred to in this Act and that such refunding
12 bonds, if issued, shall constitute a refunding of indebtedness authorized by this Act and shall not
13 constitute additional indebtedness under such authority or under any other authority. The
14 aggregate principal amount of Bonds authorized to be issued hereunder may be increased by a
15 supplemental ordinance.

16 SECTION 5. BE IT FURTHER ENACTED that the Bonds shall be sold at public sale at,
17 above or below par value, by written or electronic bids on sealed proposals to the bidder or
18 bidders therefor for cash whose bid or bids are determined to be in the best interest of the
19 County, as provided in the Notice of Sale for the Bonds, after having given public notice by
20 advertisement. Such advertisement, or a summary thereof, shall be published once in each of
21 two consecutive weeks next preceding the date of sale of the Bonds in one or more newspapers
22 having a general circulation in the County. The first of these publications shall be at least ten
23 (10) days preceding the date of sale of the Bonds. Such advertisement, or a summary thereof,
24 may also be published in "The Bond Buyer", a financial journal published in the City of New
25 York and in such other publications as the Director of Finance may determine to be in the best
26 interest of the County. The Bonds offered for sale at such public sale shall be awarded by the
27 County Executive, or in the event of the temporary absence or disability of the County
28 Executive, by the Chief Administrative Officer of the County pursuant to Section 410 of the
29 County Charter. Authority is hereby expressly delegated to the County Executive, or in his or
30 her absence, to the Chief Administrative Officer, to fix the date and the time of the sale of the
31 Bonds. The sale of the Bonds shall be held in a County Executive Conference Room in the

1 County Administration Building in Upper Marlboro, Maryland, or in such other place as may be
2 designated by the County Executive in the Notice of Sale for the Bonds.

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

7 The Bonds shall contain similar provisions and be in substantially the form set forth in
8 Attachment 2, attached hereto and made a part hereof, and Bonds issued substantially in
9 accordance with said form, with appropriate insertions or deletions as indicated, when properly
10 executed and authenticated as required by this Section shall be deemed to constitute
11 unconditional general obligations of the County, to the payment of which, in accordance with the
12 terms thereof, its full faith and credit are pledged, and all the covenants and conditions contained
13 in the Bonds shall be deemed to be binding upon the County. Authority is hereby conferred on
14 the County Executive or, if so provided by order of the County Executive, the Chief
15 Administrative Officer, to complete, delete or modify the blanks in the respective bond forms
16 with necessary information, to insert applicable paragraphs as indicated or needed and to make
17 such additions, deletions and substitutions in the respective bond forms, not inconsistent with
18 this Act or the County Charter, as may be necessary or desirable for the sale of the Bonds,
19 including (without limitation) such additions, deletions and substitutions as may be necessary or
20 desirable in connection with the establishment or discontinuance of a book-entry registration
21 system for the Bonds.

22 SECTION 7. BE IT FURTHER ENACTED that immediately after the sale of the Bonds,
23 the interest rate or rates payable on the Bonds shall be fixed by an order of the County Executive
24 (the authority to fix such rates being hereby expressly delegated to said County Executive) or, in
25 his or her absence, by an order of the Chief Administrative Officer acting pursuant to Section
26 410 of the County Charter, in accordance with the respective terms and conditions of the sale of
27 the Bonds.

28 SECTION 8. BE IT FURTHER ENACTED that the official Notice of Sale and Bid for the
29 Bonds shall be substantially in the form set forth in Attachment 3 attached hereto and made a
30 part hereof, with such insertions or deletions as the County Executive or, if so provided by order
31 of the County Executive, the Chief Administrative Officer, may determine to be desirable to

allow for the use of electronic bidding or due to financial or market conditions or as otherwise permitted or required by this Act, including but not limited to changes appropriate in the event that the Bonds are to be registered in book-entry format.

SECTION 9. BE IT FURTHER ENACTED that the County Executive or, if so provided by order of the County Executive, the Chief Administrative Officer, may authorize on behalf of the County the delivery of a Preliminary Official Statement and a final Official Statement in connection with the issuance and sale of the Bonds.

SECTION 10. BE IT FURTHER ENACTED that the County Council hereby determines that the Bonds are at present within the debt limit imposed by Section 5(P) of Article 25A of the Annotated Code of Maryland (2001 Replacement Volume and 2003 Supplement), (the "Express Powers Act"). The County is authorized under the Express Powers Act to undertake borrowings for any public purposes of the County, provided that the aggregate amount of bonds or other evidences of indebtedness therefor outstanding at any one time shall not exceed a total of six percent (6%) of the County's assessable basis of real property and fifteen percent (15%) of the County's assessable basis of personal property, as shown below:

Assessable base of taxable real property	\$43,489,062,572
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(Fiscal Year 2005)

Assessable base of taxable personal property	\$2,822,819,446
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(Fiscal Year 2005)

Statutory Debt Limitation - (Total sum of 6%	\$3,032,766,671
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of real property assessable base and 15%

of personal property assessable base)

Outstanding Debt Subject to Debt Limitation	\$615,236,076
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Limit on Additional Debt	\$2,417,530,595
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Aggregate principal amount of Bonds	\$133,600,000
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Aggregate principal amount of general obligation bonds authorized by other	
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acts and not issued	\$260,245,000
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Total principal amount of general	
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obligation bonds authorized and	
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not issued (including the Bonds)	\$393,845,000
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1 SECTION 11. BE IT FURTHER ENACTED that the proceeds of the sale of the Bonds,
2 including any premium and accrued interest received therefor, shall be paid directly to the
3 Director of Finance of the County, who shall deposit the same in the proper accounts of the
4 County. The cost of marketing the Bonds shall be the pro rata part of the cost of advertising,
5 printing, legal services and other related expenditures (including, without limitation, any bond
6 insurance premiums payable by the County), as may be determined by apportioning the
7 aggregate amount of the cost of such advertising, printing, legal services and other related
8 expenditures among the issue of Bonds and the issues of bonds authorized by other Acts or
9 Ordinances and consolidated for sale with the issue of the Bonds, in the proportion to each issue
10 the amount for which each issue may be sold shall bear to the total amount received for all of
11 the issues so consolidated for sale. Such costs of issuance shall be allocated to the Authorized
12 Capital Projects financed by the Bonds and shall be charged to the appropriate debt service
13 accounts of the County by the Director of Finance. There shall be deducted from the total gross
14 proceeds received for the Bonds any amount received on account of accrued interest and
15 premium on such Bonds, which amounts shall be set apart by the Director of Finance in separate
16 accounts and applied to the first interest payment on the Bonds; provided that, if so determined
17 by the County Executive, or if so provided by order of the County Executive, by the Chief
18 Administrative Officer, any premium on such Bonds may be applied to other purposes including
19 (without limitation) payment of the costs of issuance. The balance of the proceeds of the sale of
20 the Bonds shall be expended by the County for costs of the Authorized Capital Projects for
21 which Bonds have been issued in accordance with this Act and the provisions of the respective
22 enabling laws authorizing such Authorized Capital Projects. If the principal amount of Bonds
23 issued for any Authorized Capital Project exceeds the amount needed to finance such Authorized
24 Capital Project, the excess shall be applied to any other Authorized Capital Project of the same
25 generic class or if no such Authorized Capital Project requires additional funds, to any other
26 capital project permitted by the laws of the State of Maryland and of the County and by the
27 County Charter.

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

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

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

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

7 SECTION 14. BE IT FURTHER ENACTED that the County Executive and the Chief
8 Administrative Officer shall be the officers of the County responsible for the issuance of any
9 Bonds within the meaning of the "arbitrage regulations" (defined below).

10 The County Executive or, if so provided by order of the County Executive, the Chief
11 Administrative Officer, and the Director of Finance shall be the officers of the County
12 responsible for the execution and delivery (on the date of issuance of the Bonds) of a certificate
13 of the County (the "Tax and Section 148 Certificate") which complies with the requirements of
14 Section 148 of the Internal Revenue Code of 1986, as amended ("Section 148"), and the
15 applicable regulations thereunder (the "arbitrage regulations"), and such officials are hereby
16 directed to execute the Tax and Section 148 Certificate and to deliver the same to co-bond
17 counsel on the date of the issuance of the Bonds.

18 The County shall set forth in the Tax and Section 148 Certificate its reasonable expectations
19 as to relevant facts, estimates and circumstances relating to the use of the proceeds of the Bonds,
20 or of any moneys, securities or other obligations on deposit to the credit of any account of the
21 County which may be deemed to be proceeds of the Bonds pursuant to Section 148 or the
22 arbitrage regulations (collectively, "Bond Proceeds"). The County covenants that the facts,
23 estimates and circumstances set forth in the Tax and Section 148 Certificate will be based on the
24 County's reasonable expectations on the date of issuance of the Bonds and will be, to the best of
25 the certifying officials' knowledge, true and correct, as of that date. The County shall also set
26 forth in the Tax and Section 148 Certificate any elections provided for or permitted under the
27 provisions of the Internal Revenue Code of 1986, as amended, that the officials executing the
28 Tax and Section 148 Certificate deem advisable.

29 In the event that Bonds are issued pursuant to this Act with the expectation that interest on
30 such Bonds will be excludable from gross income for federal income tax purposes, the County
31 covenants with each of the registered owners of any of the Bonds that it will not make, or (to the

1 extent that it exercises control or direction) permit to be made, any use of the Bond Proceeds
2 which would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 and the
3 arbitrage regulations. The County further solemnly covenants that it will comply with Section
4 148 and the regulations thereunder which are applicable to the Bonds on the date of issuance
5 thereof and which may subsequently lawfully be made applicable thereto as long as the Bonds
6 remain outstanding and unpaid. The County Executive, the Chief Administrative Officer and the
7 Director of Finance of the County are hereby authorized and directed to prepare or cause to be
8 prepared and to execute, respectively, any certification, opinion or other document, including
9 (without limitation) the Tax and Section 148 Certificate, which may be required to assure that the
10 Bonds will not be deemed to be "arbitrage bonds" within the meaning of Section 148 and the
11 regulations thereunder.

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

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

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

28 SECTION 17. BE IT FURTHER ENACTED that in order to avoid the issuance of a
29 greater amount of Bonds for the Authorized Capital Projects listed in the Table of Projects than
30 is needed therefor, and in order to permit the construction of such projects to proceed prior to the
31 issuance of Bonds and at the same time afford the County maximum flexibility in selecting the

1 most advantageous times for such issuance, the County may provide needed capital funds by the
2 issue and sale of its bond anticipation notes (the "Notes") pursuant to the authority of Section 12
3 of Article 31 of the Annotated Code of Maryland, as amended, replaced or recodified from time
4 to time (the "Bond Anticipation Note Act").

5 (1) The maximum principal amount of Notes issued pursuant to this Section which may be
6 outstanding at any time shall be One Hundred Thirty-three Million Six Hundred Thousand
7 Dollars (\$133,600,000) unless and until otherwise provided by the County Council by act. The
8 Notes may be paid at or prior to maturity from the proceeds of the issuance and sale of the Bonds
9 in anticipation of which the Notes were issued or from the proceeds of refunding Notes. Except
10 as otherwise provided herein, in the event of such an advance refunding, the proceeds of such
11 refunding Bonds or Notes shall be held in escrow, to the extent and in the amount necessary to
12 refund the outstanding series of Notes, for the benefit of the holders of the outstanding series of
13 Notes. Such refunding Notes, if issued, will constitute a reissuance of the Notes authorized by
14 this Act and shall not constitute additional indebtedness under such authorization.

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

17 (3) None of the Notes shall be sold at less than the par value thereof except Commercial
18 Paper Notes (as hereinafter provided), nor shall any such Notes bear interest at a rate in excess of
19 the maximum interest rate, if any, specified by the County Council by Public Local Law to be
20 payable on obligations of Prince George's County, Maryland.

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

1 such Bonds shall be applied to the payment of the interest on and principal of the Notes. The
2 foregoing provisions shall not be construed so as to prohibit the County from paying the
3 principal or redemption price of and interest on any Note issued hereunder from the proceeds of
4 the sale of any other Note issued hereunder, or from any other funds legally available for that
5 purpose. If the County shall be unable, for reasons beyond its control, to issue and sell its Bonds,
6 or if the proceeds from the sale of such Bonds shall be insufficient to pay the principal of or
7 interest on any Notes issued, then the County shall include in the levy in each and every fiscal
8 year during which any of the Notes are outstanding ad valorem taxes upon all the legally
9 assessable property within the corporate limits of the County in rate and amount sufficient to
10 provide for the payment, when due, of the interest on the Notes payable during such fiscal year
11 and the principal of all of the Notes due in each such fiscal year; and in the event the proceeds
12 from taxes so levied in any such fiscal year shall prove inadequate for such purposes, additional
13 taxes shall be levied, to the extent authorized by law, in succeeding fiscal years to make up such
14 deficiency. The County may apply to the payment of the principal of and interest on the Notes
15 any funds received by it from the State of Maryland, the United States of America, or any agency
16 or instrumentality thereof, or from any other source, if such funds are granted for the purposes of
17 assisting the County in obtaining public facilities of the class or classes of public facilities for
18 which the Notes, or the respective portions of the Notes, are authorized or may be otherwise
19 lawfully applied to such payment; to the extent that any such funds are applied to such purposes
20 in any fiscal year as provided herein, the taxes hereby required to be levied shall be reduced
21 proportionately.

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

1 service on all other County general obligation indebtedness whether issued prior to or after the
2 issuance of the Notes; it is recognized, however, that some outstanding general obligation bonds
3 of the County constitute a pledge of the unlimited taxing power of the County. The County
4 further covenants and agrees with each of the owners of any of the Notes to levy and collect the
5 taxes hereinabove prescribed.

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

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

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

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

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

1 with other notes or indebtedness of the County, as authorized by Section 2C of Article 31 of the
2 Annotated Code of Maryland, as amended, replaced or recodified from time to time.

3 (8) References to "Bonds" in Section 14 of this Act shall be deemed to include Notes.

4 (9) The authority conferred on the County Executive in Section 15 of this Act in
5 connection with the issuance of Bonds hereunder, with respect to the appointment of paying
6 agents and a registrar, may also be exercised with respect to the issuance and sale of Notes
7 hereunder.

8 (10) References to "Bonds authorized by this Act" in Section 16 of this Act shall be deemed
9 to include Notes, unless the context clearly requires otherwise.

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

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

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

1 approve or authorize:

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

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

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

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

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

30 Notes or Bonds are hereby authorized to be issued as short-term or demand obligations or
31 commercial paper, defined above as Variable Rate Demand Obligations, including obligations

1 that are required to be purchased or redeemed prior to stated maturity dates, bear interest at
2 variable rates and mature on dates established from time to time by a remarketing agent on the
3 basis of current market conditions. If any Bonds or Notes issued in accordance with this Section
4 18 provide for the optional or mandatory redemption, tender or purchase thereof prior to stated
5 maturity dates, the form of Bond or Note (as the case may be) may provide, to the extent
6 permitted by law and determined by the County Executive or, if so provided by order of the
7 County Executive, the Chief Administrative Officer, that the full faith and credit and taxing
8 power of the County are pledged to the payment of the purchase or redemption price on the due
9 dates for such payments.

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

13 (i) procedures for the determination of the interest rates, the interest payment dates, the
14 maturities and any optional or mandatory redemption, tender or purchase dates of Bonds or
15 Notes described in this Section 18 in order to implement the financing authorized hereby;

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

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

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

26 SECTION 19. BE IT FURTHER ENACTED that Section 24 of Article 31 of the
27 Annotated Code of Maryland (2003 Replacement Volume) (the "Refunding Act") provides that
28 refunding bonds may be issued by the County for certain public purposes specified in the
29 Refunding Act, including realizing savings to the County in the aggregate cost of debt service on
30 either a direct comparison or present value basis or debt restructuring that in the aggregate
31 effects such a savings in the cost of debt service. The County Council of Prince George's

1 County, Maryland, hereby finds and determines that the issuance of refunding bonds pursuant to
 2 the terms and requirements of this Act, and particularly Section 23 of this Act, in order to refund
 3 all or a portion of the outstanding principal amount of the Bonds will effectuate and accomplish
 4 the public purpose of realizing savings to the County in the aggregate cost of debt service on
 5 either a direct comparison or a present value basis or of debt restructuring that in the aggregate
 6 effects such a reduction in the cost of debt service.

7 SECTION 20. BE IT FURTHER ENACTED that, acting pursuant to the authority of the
 8 Refunding Act and, as applicable, Article 25A of the Annotated Code of Maryland
 9 (2001 Replacement Volume and 2003 Supplement) ("Article 25A"), the County Charter, this Act
 10 and certain other authority pursuant to which the Bonds will be issued, the issuance and sale of
 11 bonds (the "Consolidated Refunding Bonds") of Prince George's County, Maryland, which may
 12 be issued in series from time to time as hereinafter provided, are hereby authorized in an
 13 aggregate principal amount not to exceed 150% of the aggregate outstanding principal amount of
 14 the Bonds to be refunded hereby (the "Refunded Bonds") in order to provide funds sufficient (a)
 15 to purchase direct obligations of, or obligations the timely payment of the principal of and
 16 interest on which is unconditionally guaranteed by, the United States of America ("Government
 17 Obligations"), the principal of and interest on which will be sufficient without reinvestment,
 18 together with any available cash, to pay in a timely manner all or any part of the principal of and
 19 redemption premium, if any, and interest on the Refunded Bonds, and (b) to pay any and all
 20 other costs permitted to be paid from the proceeds of such Consolidated Refunding Bonds under
 21 the Refunding Act, including (without limitation) the costs of issuance of such Consolidated
 22 Refunding Bonds (including without limitation any bond insurance premium payable by the
 23 County) and applicable underwriting fees.

24 SECTION 21. BE IT FURTHER ENACTED that the Consolidated Refunding Bonds
 25 hereby authorized may be sold for a price at, above, or below par, plus accrued interest to the
 26 date of delivery. The Consolidated Refunding Bonds shall be sold at private (negotiated) sale,
 27 and such procedure is hereby determined to be in the public interest. Notwithstanding the
 28 foregoing, if the County Executive or, if so provided by order of the County Executive, the Chief
 29 Administrative Officer, by order, subsequently determines that it is in the best interests of the
 30 County to sell any or all of the Consolidated Refunding Bonds after first soliciting competitive
 31 bids at public sale, then the County Executive or the Chief Administrative Officer, as the case

1 may be, may sell such Consolidated Refunding Bonds in such manner in accordance with such
 2 procedures as he or she shall deem appropriate; provided, however, that such procedures shall be
 3 substantially similar to the procedures for public sale with competitive bidding normally used by
 4 the County in connection with the sale of its general obligation bonds. Consolidated Refunding
 5 Bonds issued hereunder are hereby specifically exempted from the provisions of Sections 10 and
 6 11 of Article 31 of the Annotated Code of Maryland (2003 Replacement Volume).

7 SECTION 22. BE IT FURTHER ENACTED that Consolidated Refunding Bonds
 8 authorized to be issued for the purposes specified above may be issued in series from time to
 9 time. Each such series shall identify the public purpose for which it is issued, by the printing on
 10 each bond of the words "Prince George's County, Maryland Consolidated Public Improvement
 11 Bonds - 20__ Refunding Series". The County Executive or, if so provided by order of the
 12 County Executive, the Chief Administrative Officer, by order, may incorporate such additional
 13 or alternative designations in the name of the series as he or she deems necessary or convenient.

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

1 are issued in book-entry form, the County Executive may determine that a Refunding Bond
2 Registrar need not be designated or that the County shall act as bond registrar and paying agent.

3 The Consolidated Refunding Bonds of each series, or of successive series for the same
4 public purpose, shall mature and be payable in consecutive annual installments. Pursuant to
5 Section 26 of this Act, the County Executive or, if so provided by order of the County Executive,
6 the Chief Administrative Officer, by order, shall determine (a) the principal amount and maturity
7 of each series of Consolidated Refunding Bonds to be issued and (b) the portions of each series
8 of Refunded Bonds to be refunded with the proceeds of each series of Consolidated Refunding
9 Bonds; provided, however, that the issuance of any series of Consolidated Refunding Bonds to
10 refund all or any portion of one or more series of Refunded Bonds will effectuate and accomplish
11 the public purpose of realizing savings to the County in the aggregate cost of debt service on
12 either a direct comparison or a present value basis with respect to the portion of any series of
13 Refunded Bonds being refunded or debt restructuring that in the aggregate effects such a
14 reduction in the cost of debt service.

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

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

1 Each series of Consolidated Refunding Bonds shall be in the form set forth in Attachment 2
2 attached to and made a part of this Act with such changes in designation and purpose to reflect
3 that such Bonds are refunding bonds, and Consolidated Refunding Bonds issued substantially in
4 compliance with such form, with appropriate insertions as therein indicated, when properly
5 executed and authenticated as described above, shall be deemed to constitute unconditional
6 general obligations of the County, to the payment of which, in accordance with the terms thereof,
7 its full faith and credit are pledged, and all the covenants and conditions contained in such
8 Consolidated Refunding Bonds shall be deemed to be binding upon the County in accordance
9 therewith. Authority is hereby conferred on the County Executive or, if so provided by order of
10 the County Executive, the Chief Administrative Officer, to fill the blanks in such form with the
11 required information, to insert applicable paragraphs as indicated and to make such additions,
12 deletions and substitutions in such form, not inconsistent with this Act, as may be necessary or
13 desirable in the sale of any such series of Consolidated Refunding Bonds, including (without
14 limitation) such changes as may be necessary to permit the establishment of a central depository
15 or book-entry system with respect to such series of Consolidated Refunding Bonds.

16 SECTION 24. BE IT FURTHER ENACTED that, for the purpose of paying the interest
17 and redeeming and paying the Consolidated Refunding Bonds, as they respectively mature, the
18 County shall include in the levy in each and every fiscal year during which any of the
19 Consolidated Refunding Bonds are outstanding ad valorem taxes upon all the legally assessable
20 property within the corporate limits of the County in rate and amount sufficient to provide for the
21 payment, when due, of the interest on the Consolidated Refunding Bonds payable during such
22 fiscal year and the principal of all of the Consolidated Refunding Bonds due in each such fiscal
23 year; and in the event the proceeds from taxes so levied in any such fiscal year shall prove
24 inadequate for such purposes, additional taxes shall be levied, to the extent authorized by law, in
25 succeeding fiscal years to make up such deficiency. The County may apply to the payment of
26 the principal of and interest on the Consolidated Refunding Bonds any funds received by it from
27 the State of Maryland, the United States of America, or any agency or instrumentality of either,
28 or from any other source, if such funds are granted for the purpose of assisting the County in
29 obtaining public facilities of the class or classes of public facilities for which the Refunded
30 Bonds refunded with the proceeds of the Consolidated Refunding Bonds issued pursuant to this
31 Act, or the respective portions of such Refunded Bonds, are authorized or may otherwise be

1 lawfully applied to such payment; to the extent that any such funds are applied to such purposes
 2 in any fiscal year as provided herein, the taxes hereby required to be levied shall be reduced
 3 proportionately.

4 The full faith and credit of the County and the taxing power of the County are hereby
 5 irrevocably pledged both to the punctual payment of the maturing principal of and interest on the
 6 Consolidated Refunding Bonds as and when such principal and interest respectively become due,
 7 and to the levy and collection of the taxes hereinabove prescribed as and when such taxes
 8 become necessary in order to provide sufficient funds to meet the debt service requirements of
 9 the Consolidated Refunding Bonds. The County hereby solemnly covenants with each of the
 10 holders of any of the Consolidated Refunding Bonds to take all action as may be appropriate
 11 from time to time during the period that any of the Consolidated Refunding Bonds remain
 12 outstanding and unpaid to provide the funds necessary to make the principal and interest
 13 payments on the Consolidated Refunding Bonds. The debt service requirements of the
 14 Consolidated Refunding Bonds shall have a first and prior claim on all moneys of the General
 15 Fund of the County on a parity with the claim for moneys required for payment of debt service
 16 on all other County general obligation indebtedness whether issued prior to or after the issuance
 17 of the Consolidated Refunding Bonds; it is recognized, however, that some outstanding general
 18 obligation indebtedness of the County constitute a pledge of the unlimited taxing power of the
 19 County. The County further covenants and agrees with each of the holders of any of the
 20 Consolidated Refunding Bonds to levy and collect the taxes hereinabove prescribed.

21 SECTION 25. BE IT FURTHER ENACTED that the County Council hereby determines
 22 that the Consolidated Refunding Bonds are at present within the debt limit imposed by Section
 23 5(P) of Article 25A of the Annotated Code of Maryland (2001Replacement Volume and 2003
 24 Supplement), (the "Express Powers Act") as shown below:

25 Assessable base of taxable real property \$43,489,062,572

26 (Fiscal Year 2005)

27 Assessable base of taxable personal property \$2,822,819,446

28 (Fiscal Year 2005)

29 Statutory Debt Limitation - (Total sum of 6% \$3,032,766,671

30 of real property assessable base and 15%

31 of personal property assessable base)

1		
2	Outstanding Debt – Subject to Debt	\$615,236,076
3	Limitation	
4	Limit on Additional Debt	\$2,417,530,595
5	Maximum aggregate principal amount of	
6	Consolidated Refunding Bonds	
7	authorized hereby (150% of the	
8	maximum principal amount of Bonds	
9	authorized by this Act)	\$200,400,000
10	Aggregate principal amount of general	
11	obligation bonds authorized by other	
12	acts and not issued (excluding Bonds	
13	authorized by this Act)	\$260,245,000
14	Total principal amount of general	
15	obligation bonds authorized and	
16	not issued (including the Consolidated	
17	Refunding Bonds)	\$460,645,000

18 SECTION 26. BE IT FURTHER ENACTED that, with respect to each series of
19 Consolidated Refunding Bonds sold pursuant to this Act, authority is hereby conferred on the
20 County Executive or, if so provided by order of the County Executive, the Chief Administrative
21 Officer, to take the following actions and make the following commitments on behalf of the
22 County:

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

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

1 Refunding Bonds issued pursuant to this Act;

2 (c) after considering any recommendations of the financial advisor to the County and
3 subject to the provisions of Section 23 of this Act, to fix and determine the date of any such
4 series of Consolidated Refunding Bonds, the schedule of annual maturities of any such series, the
5 amount of any such series, the amounts and particular Refunded Bonds of each series to be
6 refunded with the proceeds of any such series of Consolidated Refunding Bonds, and the interest
7 rate or rates to be paid by the County with respect to any such series, including, without
8 limitation, the payment dates for the payment of interest with respect to each maturity of any
9 such series and all matters relating to the provision of bond insurance, if any, on all or any
10 portion of the Consolidated Refunding Bonds;

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

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

21 (f) to appoint a bank having trust powers, or a trust company, as Paying Agent for any
22 such series of Consolidated Refunding Bonds, notwithstanding the fact that such bank or trust
23 company may have neither its principal office nor any branch office within the County or the
24 State of Maryland, and if appropriate, to appoint a similarly qualified bank or trust company as
25 Alternate Paying Agent, such authority to include the power to agree with respect to the
26 compensation of such Paying Agent and Alternate Paying Agent for the services to be rendered
27 by them; to appoint one or more of such banks or trust companies as Refunding Bond Registrars;
28 and to select and approve the designation of a custodian for a central depository or all matters
29 relating to registration of the Consolidated Refunding Bonds under a book-entry system;

30 (g) to select a trust company or other banking institution as trustee, to hold the trust fund
31 into which the proceeds of the sale of any Consolidated Refunding Bonds issued hereunder may

1 be deposited under the Refunding Act, to determine the terms of any such trust fund, including
 2 any provisions relating to the payment of costs related to such trust fund, and to deliver as a
 3 binding commitment of the County a trust or escrow agreement, pursuant to which such trust
 4 fund is established;

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

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

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

20 SECTION 27. BE IT FURTHER ENACTED that (1) references to "Bonds" in Section 14
 21 of this Act shall be deemed to include the Consolidated Refunding Bonds and (2) references to
 22 "bonds authorized by this Act" in Section 16 of this Act shall be deemed to include the
 23 Consolidated Refunding Bonds, unless the context clearly indicates otherwise.

24 SECTION 28. BE IT FURTHER ENACTED that, pursuant to Section 30 of Article 31 of
 25 the Annotated Code of Maryland, as amended, replaced or recodified from time to time (the
 26 "Registration Statute"), the Bonds, Consolidated Refunding Bonds or Notes issued hereunder
 27 may be issued in "registered form" within the meaning of the Registration Statute, as may be
 28 determined by the County Executive or, if so provided by order of the County Executive, the
 29 Chief Administrative Officer, who may determine, approve or authorize the selection of trustees,
 30 transfer agents, registrars, paying or other agents, a custodian for a central depository or book-
 31 entry system and appropriate agreements with any of the foregoing and such other matters not

1 inconsistent with this Act necessary or deemed appropriate in connection with the issuance of
 2 Bonds, Consolidated Refunding Bonds or Notes in "registered form" within the meaning of the
 3 Registration Statute.

4 SECTION 29. BE IT FURTHER ENACTED that, the County Executive or, if so provided
 5 by order of the County Executive, the Chief Administrative Officer, by order, is hereby
 6 authorized on behalf of the County, to make such undertakings, covenants or agreements for the
 7 benefit of the holders of the Bonds, the Consolidated Refunding Bonds or the Notes (including,
 8 without limitation, the Program Notes), as applicable, with regard to secondary market disclosure
 9 as shall be necessary or appropriate to comply with the provisions of Securities and Exchange
 10 Commission Rule 15c2-12, as amended, modified or replaced from time to time ("SEC Rule
 11 15c2-12"). Such authority shall include (without limitation) the power to approve and enter into
 12 continuing disclosure or dissemination agreements with any third party; the power to amend or
 13 modify any such undertakings, covenants, agreements, or continuing disclosure or dissemination
 14 agreements, to the extent permitted by SEC Rule 15c2-12; and the power to provide for the
 15 insertion of a description regarding any such secondary market disclosure covenants or
 16 agreements in any applicable notice of sale, bond purchase agreement or other purchase contract,
 17 and any preliminary or final Official Statement, Offering Circular, Official Circular or similar
 18 offering document. Such undertakings, covenants or agreements shall be binding upon the
 19 County and the County hereby covenants and agrees to abide by any such undertakings,
 20 covenants or agreements made in accordance with this Section for the benefit of the holders of
 21 the Bonds, the Consolidated Refunding Bonds or the Notes, as applicable. Any undertaking,
 22 covenant or agreement made by the County Executive or the Chief Administrative Officer, as the
 23 case may be, pursuant to this Section shall be set forth in or authorized by an order executed by
 24 such official.

25 SECTION 30. BE IT FURTHER ENACTED that, to the extent applicable, Sections 812
 26 and 813 of the Charter shall apply to the taxes levied as provided in this Ordinance so long as
 27 such Sections shall remain in effect.

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

1 Consolidated Refunding Bonds or the Notes.

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

Adopted this 27th day of July, 2004.

COUNTY COUNCIL OF PRINCE
GEORGE'S COUNTY, MARYLAND

BY: _____
Tony Knotts
Chairman

ATTEST:

Redis C. Floyd
Clerk of the Council

APPROVED:

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

Attachment 1 available in hard copy only

ATTACHMENT 2

To CB-61-2004

FORM OF BOND

(Face of Registered Bond)

REGISTERED UNITED STATES OF AMERICA REGISTERED
STATE OF MARYLAND

No. R _____ \$ _____

PRINCE GEORGE'S COUNTY, MARYLAND

CONSOLIDATED PUBLIC IMPROVEMENT BOND, SERIES _____

Interest Rate	Maturity Date	Original Issue Date	CUSIP
<u>(per annum)</u>	_____	_____, ____	_____

Registered Owner:

Principal Sum: Dollars

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 Director of Finance of the County (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 ____ 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 payments 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 taxing power of Prince George's County, Maryland are hereby irrevocably pledged to the payment of the principal of this Bond and of the interest payable hereon. To provide for the payment of this Bond, the County is empowered and directed to levy ad valorem taxes upon all the legally assessable property within the corporate limits of the County; such tax levy is subject, however, to the limitation set forth in Section 812 and Section 813 of the County Charter so long as such sections shall be in effect. Section 812 provides, in part, that the County shall not levy "a real property tax which would result in a total collection of real property taxes greater than the amount collected in fiscal year 1979; [except that the County] may levy a real property tax which would result in a total collection of real property taxes greater than the amount collected in fiscal year 1979 if the real property tax rate does not exceed Two Dollars and forty cents (\$2.40) for each One Hundred Dollars (\$100.00) of assessed value." Section 813 provides that any ordinance or resolution levying or charging taxes or certain fees in excess of the amount levied in the preceding fiscal year shall be referred to a referendum of the qualified voters of the County.

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

It is hereby certified and recited that each and every act, condition and thing required to exist, to be done, to have happened, and to be performed precedent to and in the issuance of this Bond, does exist, has been done, has happened and has been performed in full and strict compliance with the Constitution and laws of the State of Maryland, the County Charter, the Authorization Ordinance, the Enabling Acts of the County and the Executive Orders of the County Executive referred to herein, and that the issue of Bonds, of which this Bond is one, together with all other indebtedness of the County, is within every debt and other limit prescribed by the Constitution and laws of the State of Maryland and the County.

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

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

PRINCE GEORGE'S COUNTY,
MARYLAND

BY _____
County Executive

(SEAL)

ATTEST:

Clerk of the Council

Date of Authentication and Registration:

This is one of the registered bonds of Prince George's County, Maryland Consolidated Public Improvement Bonds, Series ____, of Prince George's County, Maryland.

PRINCE GEORGE'S COUNTY, MARYLAND
as Bond Registrar

BY: _____
Authorized Officer

(Back of Registered Bond)
 PRINCE GEORGE'S COUNTY, MARYLAND
 CONSOLIDATED PUBLIC IMPROVEMENT BOND, Series ____

This Bond is one of a duly authorized issue of general obligation bonds of the County, designated "Prince George's County, Maryland Consolidated Public Improvement 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 Article 25A of the Annotated Code of Maryland (2001 Replacement Volume and 2003 Supplement), the Charter of Prince George's County, Maryland (the "County Charter"), Council Bill CB-__-____, (the "Authorization Ordinance"), the bond enabling acts cited therein (the "Enabling Acts"), and the Executive Orders of the County Executive (the "Executive Orders"), including Executive Order __-____ approved on _____. The terms of the Bonds include those stated in the Authorization Ordinances and the Executive Orders, and the Bonds are subject to all such terms. The registered owner of this Bond is referred to the Authorization Ordinances and the Executive Orders for a complete statement of such terms, to which the owner hereof, by acceptance of this Bond assents.

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

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

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

The County 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 the Director of Finance of the County by the registered owner in person, or by his or her attorney duly authorized in writing, upon surrender together with a written instrument of transfer in the form attached hereto and satisfactory to the Bond Registrar duly executed by the registered owner or duly authorized attorney.

This Bond may be transferred or exchanged at the office of the Bond Registrar. Upon any such transfer or exchange, the County shall issue a new registered Bond or Bonds of any of the authorized denominations in aggregate principal amount equal to the principal amount of the Bond transferred or exchanged or the unredeemed portion thereof, and maturing on the same date and bearing interest at the same rate. In each case, the Bond Registrar may require payment by the 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 in whole or in part on or after _____ 1, ____, at the option of the County and in the order of maturity as directed by the County, at the following redemption prices expressed as percentages of the principal amount of Bonds or portions thereof to be redeemed plus accrued interest thereon to the date fixed for redemption:

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

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

When less than all of a registered Bond in a denomination in excess of \$5,000 shall be so redeemed, then, upon the surrender of such Bond, there may be issued to the registered owner thereof, without charge, for the unredeemed balance of the principal amount of such Bond, at the option of such 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 date fixed for redemption, 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 proceedings 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, the address of the office of the Bond Registrar and Paying Agent with a contact person and telephone number, whether the Bonds are being redeemed in whole or in part and shall 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, 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 therefor, with full power of substitution in the premises.

Dated:_____

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

Signature Guaranteed:

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

(Signature of Registered Owner)

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

ATTACHMENT 3

To CB-61-2004

FORM OF

NOTICE OF SALE

\$ _____

PRINCE GEORGE'S COUNTY, MARYLAND

Consolidated Public Improvement Bonds, Series ____

Dated: _____ 1, ____

SEALED BIDS will be received by the County Executive of Prince George's County, Maryland (the "County") or by the Director of Finance, acting with the authority of the County Executive, in the County Executive Conference Room No. 2, County Administration Building, 5th Floor, Upper Marlboro, Maryland, for the purchase of the Prince George's County, Maryland Consolidated Public Improvement Bonds, Series ____ (the "Bonds"), until:

11:00 a.m., local Baltimore, Maryland time,

_____, _____, ____

Maturities: The Bonds will mature annually, subject to prior redemption, on the ____ day of _____ in the following years and in the following aggregate amounts:

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

Form of Bonds: The Bonds will be issued in fully registered form in the denomination of \$5,000 or any multiple thereof.

Principal and Interest Payments: Principal will be paid to the registered owner of the Bonds at the Office of the Director of Finance of the County (the "Paying Agent" and the "Bond Registrar") 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, upon presentment and surrender of the Bonds. Interest on the Bonds is payable on _____ 1, _____, and semiannually thereafter on _____ 1 and _____ 1 of each year to the registered owners of the Bonds by wire or check as determined by the County mailed to each such person's address as it appears on the registration books maintained by the Bond Registrar.

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

All payments of the principal of, redemption price and interest on the Bonds shall be in such coin or currency of the United States as at the time of payment is legal tender for payment of public and private debts subject to the provision for payment of interest by check set forth above.

Optional Redemption: Bonds maturing on or after _____ 1, _____, are subject to redemption prior to their respective maturities in whole or in part on or after _____ 1, _____, at the option of the County and in the order of maturity as directed by the County, at the following redemption prices expressed as percentages of the principal amount of Bonds or portions thereof to be redeemed plus accrued interest thereon to the date fixed for redemption:

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

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

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 herein, 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.

Authority to Issue: The Bonds are to be issued under the authority of Article 25A of the Annotated Code of Maryland (2001 Replacement Volume and 2003 Supplement), the Charter of Prince George's County, Maryland and Council Bill CB-__ - ____.

Purpose: The Bonds are being issued to provide funds for the purpose of the construction, acquisition, improvement or extension of certain capital projects including school buildings, library and community college facilities, health facilities, fire stations, police and corrections facilities, roads and road rehabilitation, public works and transportation facilities, parking facilities, mass transit, solid waste facilities and County buildings and facilities.

Source of Payment: The County has irrevocably pledged its full faith and credit and taxing power for the payment of the principal of and interest on the Bonds. To provide for the payment of the Bonds, the County is empowered and directed to levy ad valorem taxes upon all legally assessable property within the corporate limits of the County; such tax is subject, however, to the limitations set forth in Sections 812 and 813 of the County Charter. Section 812 provides, in part, that the County shall not levy "a real property tax which would result in a total collection of real property taxes greater than the amount collected in fiscal year 1979; [except that the County] may levy a real property tax which would result in a total collection of real property taxes greater than the amount collected in fiscal year 1979 if the real property tax rate does not exceed Two Dollars and forty cents (\$2.40) for each One Hundred Dollars (\$100.00) of assessed value." Section 813 provides that any ordinance or resolution levying or charging taxes or certain fees in excess of the amount levied or charged in the preceding fiscal year shall be referred to a referendum of the qualified voters of the County. In the 2000 legislation session, the State legislature enacted a law providing that beginning fiscal 2002, the property tax for real property shall be applied to 100 percent, instead of 40 percent of the phase-in value of the real property and that the tax rate shall be adjusted to make the impact revenue neutral. The new State law also provides that any limit on a local real property tax rate in a local law or charter provision shall be construed to mean a rate equal to 40 percent times the rate stated in the local law or charter provision. Pursuant to this new law, the tax rate is \$0.962 for real property and \$2.404 for personal property upon each \$100 assessed value of all assessable property, real and personal, assessed according to the State law and subject to taxation in the County.

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

Minority Participation: The County encourages each bidder for the Bonds to make a good faith effort to include minority business enterprises in the syndicate purchasing the Bonds. Each bidder is requested to submit with its bid a listing of the initial members of the purchasing syndicate, setting forth the initial contribution of each member and identifying the minority business enterprises in some manner. Upon request, the Director of Finance of the County and the financial advisors to the County will make available a nonexclusive list of underwriters and investment bankers the County has identified as minority business enterprises.

Price and Interest Rate Bid: Each bidder shall submit one bid on an "all-or-none" basis. Each proposal must specify the amount of the bid for the Bonds, which must be not less than par, and must specify the rate or rates of interest to be paid thereon. Each rate of interest shall be a multiple of one-twentieth (1/20) or one-eighth (1/8) of one percent, but all Bonds of any one maturity must bear interest at the same rate. Any rate named may be repeated. The difference between the maximum and minimum interest rates may not be greater than 3%. A zero rate may not be named, nor may a rate named for Bonds of any one maturity be less than the rate named for Bonds of an earlier maturity. Bidders may designate in their bids two or more consecutive annual principal payments as a term bond which matures on the maturity date of the last annual principal payment of the sequence. One or two sequences of annual principal payments may be designated as term bonds. Any term bond so designated shall be subject to mandatory sinking fund redemption in each year on the principal payment date and in the entire final principal amount for each annual principal payment designated for inclusion in such term bond.

Form of Bid: Non-electronic Bids must be submitted on the prescribed form accompanying this Notice of Sale and must be enclosed in a sealed envelope addressed "Director of Finance, Prince George's County, Maryland, Suite 3200, 3rd Floor, County Administration Building, 14741 Governor Oden Bowie Drive, Upper Marlboro, Maryland 20772", and marked on the outside "Bid for Bonds." Each bid should be accompanied by a listing of the members of the purchasing syndicate, setting forth the contribution of each member and designating minority business enterprises with an asterisk(*). Electronic bids must be submitted to Dalcomp/Parity BiDCOMP Competing Bidding System.

Good Faith Deposit: As a condition precedent to the consideration of any bid proposal, each bidder shall provide with its proposal a good faith deposit (the "Deposit"). The Deposit shall be in the form of (i) a certified, cashier's or treasurer's check drawn on a responsible financial institution payable to the order of Prince George's County, Maryland, or (ii) a financial surety bond naming the County as beneficiary. If a financial surety bond is to be provided, it must be from an insurance company whose claims paying ability is rated AAA by Standard & Poor's, a Division of The McGraw-Hill Companies, Inc. or Aaa by Moody's Investors Service, and which is licensed to issue such a bond in the State of Maryland, and shall name the County as beneficiary (such bond is herein referred to as a "Financial Surety Bond"). In addition, the proposed form of any Financial Surety Bond, including the identity of the insurance company, must be provided to Co-Bond Counsel for the County by facsimile transmission not later than 3:00 p.m. Eastern Standard Time on the business day immediately preceding the Bid Date. The Financial Surety Bond must identify the bidder whose Deposit is guaranteed by the Financial Surety Bond. If the Bonds are awarded to a bidder utilizing a Financial Surety Bond, then that purchaser is required to submit the amount of the Deposit to the County by wire transfer as instructed by the County not later than noon Eastern Standard Time on the next business day.

following the award. If such Deposit is not received by that time, the Financial Surety Bond may be drawn by the County to satisfy the Deposit requirement.

If the successful bidder does not carry out the terms of its proposal to purchase, the County will be damaged in an amount difficult or impossible to ascertain or estimate, and consequently the County may then retain the entire amount of such bidder's Deposit as stipulated and liquidated damages. Any Deposit of unsuccessful bidders in the form of a check will be returned upon the award of the Bonds. No interest will be paid upon the Deposit by a bidder.

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

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

Each bidder for the Bonds shall make a good faith effort to elicit minority business enterprises to participate in the syndicate purchasing the Bonds, but such requirement shall in no way affect the award of this issue of Bonds.

Delivery and Payment: The Bonds will be delivered at 10:00 a.m. local Baltimore, Maryland time on _____, ____, or at such other time or on such earlier or later date as shall be mutually agreed upon by the County and the successful bidder (the "Closing") at the expense of the County, at the offices of The Depository Trust Company ("DTC") in New York, New York, or at such other place as shall be mutually agreed upon by the County and the successful bidder upon payment of the amount of the successful bid (including any premium), plus accrued interest to the date of delivery, less the amount of the good faith deposit. Such payment shall be made in Federal funds.

It is anticipated that separate CUSIP identification numbers for each maturity will be printed on the Bonds, but neither the failure to print any such number on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the successful bidder to accept delivery of and pay for the Bonds in accordance with the terms of the Notice of Sale.

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

Legal Opinion: The issuance of the Bonds will be subject to legal approval by Co-Bond Counsel of the County rendered whose approving opinions will be delivered upon request, without charge, to the successful bidder for the Bonds.

Official Statement: Within seven (7) County Business Days after the award of the Bonds to the successful bidder on the date of sale, the County will authorize and deliver to the successful bidder an Official Statement, which is expected to be substantially in the form of the Preliminary Official Statement referred to below. If so requested by the successful bidder at or before the close of business on the date of the sale, the County will include in the Official Statement such pricing and other information with respect to the terms of the reoffering of the Bonds by the successful bidder ("Reoffering Information"). If no Reoffering Information is specified and furnished by the successful bidder, the Official Statement will include the interest rates on the Bonds resulting from the bid of the successful bidder and the other statements with respect to reoffering contained in the Preliminary Official Statement. The successful bidder shall be responsible to the County and its officials for the Reoffering Information, and for all decisions made by the successful bidder with respect to the use or omission of the Reoffering Information in any reoffering of the Bonds, including the presentation or exclusion of any Reoffering Information in any documents, including the Official Statement. The successful bidder will also be furnished, without cost, with [insert number of copies] of the Official Statement (and any amendment or supplement thereto).

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

It shall be a condition to the obligation of the successful bidder to accept delivery of and pay for the Bonds that simultaneously with or before delivery and payment for the Bonds said successful bidder shall be furnished a certificate of the appropriate County officials to the effect that to the best of their knowledge and belief, the Official Statement (and any amendment or supplement thereto) (except for the Reoffering Information, as to which no view will be expressed) as of the date of sale and as of the date of delivery of the Bonds does not contain any untrue statement of a material fact and does not omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading and that between the date of sale and the date of delivery of the Bonds there has been no material adverse change in the financial position or revenue of the County, except as reflected or contemplated in the Official Statement.

The purchasers of the Bonds, by submitting their bids, agree to provide a certificate acceptable to Co-Bond Counsel stating: (i) the reoffering prices, expressed as a percentage of par, to the public of each maturity of the Bonds (the "Reoffering Prices"); (ii) that the successful bidder has made a bona fide public offering of the Bonds at the Reoffering Prices; and (iii) that a substantial amount of the Bonds was sold to the public (excluding bond houses, brokers and other intermediaries) at such Reoffering Prices. Co-Bond Counsel advises that (i) such certificate must be made on the best knowledge, information and belief of the successful bidder, (ii) the sale to the public of 10% or more in par amount of the Bonds of each maturity at the Reoffering Prices would be sufficient to certify as to the sale of a substantial amount of the Bonds, and (iii) reliance on other facts as a basis for such certification would require evaluation

by Co-Bond Counsel to assure compliance with the statutory requirement to avoid the establishment of an artificial price for the Bonds.

Contact Persons: The Preliminary Official Statement concerning this sale of Bonds, together with the required form of Bid for Bonds, the financial statement of the County and other data in reference thereto and a list of underwriters and investment bankers that the County has identified as minority business enterprises, will be supplied to prospective bidders upon request made to the Director of Finance of Prince George's County, Room 3200, County Administration Building, Upper Marlboro, Maryland 20772, (301) 952-5025 or from [insert name, address and telephone number of Financial Advisor]. Such Preliminary Official Statement is deemed final by the County for purposes of SEC Rule 15c2-12 but is subject to revision, amendment and completion in the Official Statement referred to above.

PRINCE GEORGE'S COUNTY, MARYLAND

BY _____
Jack B. Johnson
County Executive

FORM OF
BID FOR BONDS

Director of Finance
Prince George's County, Maryland
County Administration Building
Upper Marlboro, Maryland 20772

Dear Director of Finance:

Subject to the provisions and in accordance with the terms of the Notice of Sale, which is incorporated by reference and made a part of this Bid for Bonds, we offer to purchase the obligations of Prince George's County, Maryland, described in such Notice of Sale, being \$_____ in aggregate principal amount of the Prince George's County, Maryland Consolidated Public Improvement Bonds, Series _____. Such Bonds are to be dated _____ 1, ____, to mature in the several years shown in the table below (subject to prior redemption as provided in such Notice of Sale), and to bear interest at the rates per annum set opposite such years, respectively, in said table, and to pay \$_____, the par value of said obligations, plus a premium of _____ Dollars (\$_____), plus an amount equal to the interest on said Bonds accrued from the date of said Bonds (_____ 1, ____) to the date of delivery of said Bonds which will bear interest at the following rates:

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

We enclose herewith a certified check upon, or a cashier's or treasurer's or official check of, a responsible banking institution, payable to the order of Prince George's County, Maryland, in the amount of \$_____, which check is to be applied in accordance with the Notice of Sale.

(NOTE: Not a part of this bid. The rate of interest determined under the True Interest Cost Method set forth in the Notice of Sale is ____% per annum. This information is requested to expedite and facilitate prompt determination of the best bid. The omission or inaccuracy of these figures will not affect the validity of the bid.)

Accompanying this bid is a list of the members of the bidding syndicate and the initial contribution of each member. Minority business enterprises are designated with an asterisk (*).

By: _____