

COUNTY COUNCIL OF PRINCE GEORGE'S COUNTY, MARYLAND**2009 Legislative Session**Bill No. CB-33-2009Chapter No. 18Proposed and Presented by The Chairman (by request – County Executive)Introduced by Council Member Exum

Co-Sponsors _____

Date of Introduction June 23, 2009**BILL**

1 AN ACT concerning

2 The Issuance and Sale of General Obligation

3 Stormwater Management Bonds

4 For the purpose of authorizing and empowering Prince George's County, Maryland to issue and
5 sell an amount not to exceed Twenty-three Million Eight Hundred Seventy-one Thousand
6 Dollars (\$23,871,000) in aggregate principal amount of general obligation stormwater
7 management bonds for the purpose of providing funds for financing in whole or in part costs of
8 the planning, acquisition, construction, reconstruction, establishment, extension, enlargement,
9 demolition or purchase of certain capital projects set forth in the capital budget of the County for
10 the fiscal year ending June 30, 2010, constituting facilities (including without limitation any
11 land, interest in land or equipment) for the control and disposition of storm and surface waters,
12 including floodproofing, flood control or navigation programs and other stormwater programs
13 and systems, environmental restoration and/or wetlands construction, and the protection,
14 conservation, creation and acquisition of certain property described in the Maryland Annotated
15 Code Environment Article consistent with federal and Maryland laws and regulations on the
16 subject of nontidal and private wetlands, as applicable, including describing the capital projects
17 to be financed in whole or in part from the proceeds of the bonds hereby authorized and the
18 estimated costs thereof; prescribing or providing for the procedures for the issuance and sale of
19 such bonds, including at private (negotiated) sale or public sale; declaring the County's official
20 intent to reimburse itself for certain expenditures paid before the issuance of the bonds
21 authorized hereby in accordance with applicable Income Tax Regulations; authorizing the

1 consolidation of such bonds with other bonds for purposes of such sale; directing the application
 2 of the proceeds of such bonds; providing for the levy and collection of taxes necessary for the
 3 payment of the principal of and interest on such bonds when due; authorizing and empowering
 4 the County to issue and sell an amount not to exceed Twenty-three Million Eight Hundred
 5 Seventy-one Thousand Dollars (\$23,871,000) in general obligation stormwater management
 6 bond anticipation notes in anticipation of the issuance and sale of the bonds authorized hereby;
 7 providing for the issuance of such bond anticipation notes in the form of commercial paper or
 8 revolving loan notes; providing for the issuance of such bond anticipation notes and the bonds
 9 authorized hereby in the form of variable rate demand obligations; authorizing certain
 10 determinations to be made in connection with the sale of any such bond anticipation notes;
 11 authorizing the consolidation of such bond anticipation notes with other notes for purposes of
 12 such sale; providing for the levy and collection of taxes necessary for the payment of the
 13 principal of and interest on such bond anticipation notes when due and covenanting to issue the
 14 bonds in anticipation of which such notes are issued; authorizing and empowering the County to
 15 issue, sell and deliver build America bonds and empowering the County Executive to make an
 16 irrevocable election that such bonds be issued; authorizing and empowering the County to issue,
 17 sell and deliver general obligation stormwater management refunding bonds for the purpose of
 18 refunding all or a part of the bonds authorized hereby in an aggregate principal amount not to
 19 exceed 150% of the outstanding principal amount of the bonds to be refunded thereby, the
 20 proceeds of such refunding bonds to be used for the public purpose of providing funds sufficient
 21 to pay principal of, redemption premium, if any, and interest on such refunded bonds at the
 22 respective maturity, redemption, and interest payment dates of such refunded bonds; prescribing
 23 or providing for the procedure for the issuance and sale of such refunding bonds; empowering
 24 the County Executive to determine the time and method for the sale of such refunding bonds and
 25 other details with respect to the sale of such refunding bonds; providing for the levy and
 26 collection of taxes necessary for the payment of the principal of and interest on such refunding
 27 bonds when due; covenanting or providing for the making of certain covenants on matters
 28 relating to the tax-exempt status of interest on such bonds, bond anticipation notes and refunding
 29 bonds, as applicable; providing for compliance with Securities and Exchange Commission Rule
 30 15c2-12; providing for the authorization of and entry into interest rate exchange agreements or
 31 contracts in connection with or incidental to any of the obligations authorized by this Act;

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

7 SECTION 1. BE IT ENACTED by the County Council of Prince George's County,
8 Maryland, that that the issuance, sale and delivery of general obligation stormwater management
9 bonds (the "Bonds") of Prince George's County, Maryland (the "County"), in one or more series
10 from time to time in an aggregate principal amount not exceeding Twenty-three Million Eight
11 Hundred Seventy-one Thousand Dollars (\$23,871,000) is hereby authorized, pursuant to Subtitle
12 2 of Title 3 of Article 29 of the Annotated Code of Maryland, as amended, replaced or recodified
13 from time to time ("Subtitle 2"), in order to finance in whole or part costs of the planning,
14 acquisition, construction, reconstruction, establishment, extension, enlargement, demolition or
15 purchase of capital projects (the "Authorized Projects") listed in the table set forth in Attachment
16 1, attached to and made a part of this Act (the "Table of Projects"), constituting facilities
17 (including without limitation land, interests in land or equipment) for the control and disposition
18 of storm and surface waters, including floodproofing, flood control or navigation programs,
19 environmental restoration and wetlands construction, and other stormwater programs and
20 systems, environmental restoration and/or wetlands construction, and the protection,
21 conservation, creation and acquisition of certain property described in the Maryland Annotated
22 Code Environment Article consistent with federal and Maryland laws and regulations on the
23 subject of nontidal and private wetlands, as applicable. Each Authorized Project is described in
24 the Capital Budget of the County for the fiscal year ended June 30, 2010 under the heading set
25 forth in the Table of Projects and has the identification number set forth in the Table of Projects.
26 The descriptions of the Authorized Projects contained in the Capital Budget are incorporated
27 herein by reference as if set forth fully herein. The powers granted under this Act are additional
28 and cumulative, and the bonds authorized by this Act may be issued, notwithstanding that other
29 bond acts or laws may provide for the same or similar purposes. This Act does not modify or
30 repeal any prior acts granting bond issuing authority for the same or similar purposes.

31 SECTION 2. BE IT FURTHER ENACTED that the attached Table of Projects lists the

1 Authorized Projects that are to be financed in whole or in part with the proceeds of the Bonds,
2 the currently estimated cost of each Authorized Project thereof (the "Total Authorized Amount")
3 and the portion of the Total Authorized Amount of each Authorized Project to be financed
4 hereunder (the "Amount of Bonds Requested").

5 It is hereby recognized and acknowledged that the information regarding the Total
6 Authorized Amount and the Amount of Bonds Requested for each Authorized Project set forth in
7 the Table of Projects is derived from information and estimates referenced in the Capital Budget
8 and the Capital Improvement Program of the County for fiscal years 2010 through 2015,
9 inclusive (the "Capital Improvement Program"), and is necessarily subject to change because of
10 corresponding changes in construction and other costs, project time schedules, and other
11 circumstances not now known or anticipated. It is the purpose and intent of this Act to authorize
12 the borrowing of money to finance the Authorized Projects as such projects are referenced in the
13 Capital Budget and Capital Improvement Program and in any amended or subsequent capital
14 budget or capital improvement program. To implement the intent and purpose of this Act in the
15 most expeditious manner, the County Executive of the County (the "County Executive") may (i)
16 add to the Table of Projects any project contained in the Capital Improvement Program or in any
17 amended or subsequent capital budget or capital improvement program, provided that such
18 project is a project that may be financed by bonds issued pursuant to Subtitle 2 and this Act; (ii)
19 delete any Authorized Project from the Table of Projects; and (iii) revise the amounts set forth in
20 the Table of Projects representing the Total Authorized Amount and the Amount of Bonds
21 Requested for any Authorized Project to be consistent with the information set forth in regard to
22 such project in any amended or subsequent capital budget or capital improvement program. In
23 the event that the Amount of Bonds Requested for an Authorized Project is less than the amount
24 appropriated for such project in the Capital Budget or any amended or subsequent capital budget
25 and the entire principal amount of bonds issued for the Authorized Projects is not required for
26 such projects, the County Executive may revise the Table of Projects to increase the Amount of
27 Bonds Requested of such Authorized Project to an amount not to exceed the appropriated
28 amount for such project and, correspondingly, may reduce the Amount of Bonds Requested of
29 such other Authorized Projects and make other appropriate adjustments. Nothing contained in
30 this Act shall be deemed to preclude the County Council by resolution from effecting such a
31 revision in the Table of Projects. The authority granted in this Act to revise the Table of Projects

1 shall not be construed to permit an increase in the aggregate principal amount of Bonds to be
 2 issued pursuant to this Act or to effect results inconsistent with applicable laws, including
 3 without limitation Subtitle 2.

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

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

1 "Prince George's County, Maryland Consolidated Stormwater Management Bonds, Series 20___,"
 2 and, in the event any such Bonds are issued at more than one time, the County Executive may
 3 specify such additional designation as he shall deem appropriate. Moreover, the County
 4 Executive is hereby authorized to provide such other or alternative designation as he deems
 5 necessary or convenient.

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

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

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

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

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

1 agreement with underwriters purchasing the Bonds in any private (negotiated) sale. The Bonds
2 may be sold at, above or below the par value thereof.

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 bond counsel or co-bond counsel with respect to such
5 Bonds. Any such printed text shall be certified to be a correct copy of said opinion by the
6 manual or facsimile 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 as indicated, when properly executed and
10 authenticated as required by this Section 6 shall be deemed to constitute unconditional general
11 obligations of the County, to the payment of which, in accordance with the terms thereof, its full
12 faith and credit are pledged, and all the covenants and conditions contained in the Bonds shall be
13 deemed to be binding upon the County.

14 Authority is hereby conferred on the County Executive to complete, delete or modify the
15 blanks in such bond form with necessary information, to insert applicable paragraphs as
16 indicated or needed and to make such additions, deletions and substitutions in such bond form,
17 not inconsistent with this Act or the County Charter, as may be necessary or desirable for the sale
18 of the Bonds, including (without limitation) such additions, deletions and substitutions as may be
19 necessary or desirable in connection with the separation of the ownership of the Bond if issued as
20 a build America bond and the entitlement to the credit against federal income tax under Sections
21 54AA and 54A of the Internal Revenue Code of 1986, as amended, and the establishment or
22 discontinuance of a book-entry registration system for the Bonds and/or such credit and such
23 changes as may be necessary to reserve to the County the option to call for mandatory tender for
24 purchase of all or any portion of the Bonds.

25 SECTION 7. BE IT FURTHER ENACTED that the County Executive may authorize on
26 behalf of the County the preparation and distribution of a preliminary official statement and a
27 final official statement or similar offering documents in connection with the issuance and sale of
28 the Bonds.

29 SECTION 8. BE IT FURTHER ENACTED that the proceeds of the sale of the Bonds,
30 including any premium and accrued interest received therefor, shall be paid directly to the
31 Director of Finance of the County, who shall deposit the same in the proper accounts of the

County. The costs of issuance of the Bonds shall be allocated to the Authorized Projects financed by the Bonds and shall be charged to the appropriate debt service accounts of the County by the Director of Finance. There shall be deducted from the total gross proceeds received for the Bonds any amount received on account of accrued interest and premium on such Bonds, which amounts shall be set apart by the Director of Finance in separate accounts and applied to the first interest payment on the Bonds; provided that, if so determined by the County Executive, any premium on such Bonds may be applied to other purposes, including (without limitation) payment of the costs of issuance. The balance of the proceeds of the sale of the Bonds shall be expended by the County for costs of the Authorized Projects for which Bonds have been issued in accordance with this Act and the provisions of Subtitle 2. If the principal amount of Bonds issued for any Authorized Project exceeds the amount needed to finance such Authorized Project, the excess shall be applied to any other Authorized Project or if no such Authorized Project requires additional funds, to any other capital project permitted by the laws of the State of Maryland (including without limitation Subtitle 2) and of the County.

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

SECTION 9. BE IT FURTHER ENACTED that, for the purpose of paying the interest and redeeming and paying the Bonds, as they respectively mature or become subject to mandatory redemption, the County shall include in the levy in each and every fiscal year during which any of the Bonds are outstanding a direct ad valorem tax upon all property assessed for tax purposes within the stormwater management district established by the County pursuant to Subtitle 2 (the "Stormwater Management District") (except as otherwise provided therein) at a rate required to produce the amount needed to pay, in addition to the other costs of stormwater management to be paid for from amounts in the Stormwater Management District Fund (defined herein) pursuant to Subtitle 2, for the interest on the Bonds payable during such fiscal year and the principal of all of the Bonds maturing or becoming subject to mandatory sinking fund redemption in each such fiscal year, and in the event the proceeds from taxes so levied in any such fiscal year shall prove insufficient for such purposes, additional taxes, unlimited as to rate or amount, shall be levied within the Stormwater Management District in succeeding fiscal years to make up such

1 deficiency, all as authorized and provided for in Subtitle 2. The County may apply to the
 2 payment of the principal of and interest on the Bonds any funds received by it from the State of
 3 Maryland, the United States of America, or any agency or instrumentality thereof, or from any
 4 other source, if such funds are granted for the purpose of assisting the County in obtaining public
 5 facilities of the class or classes of public facilities for which the Bonds, or the respective portions
 6 of the Bonds, are authorized or may be otherwise lawfully applied to such payment; to the extent
 7 that any such funds are applied to such purposes in any fiscal year as provided herein, the taxes
 8 hereby required to be levied shall be reduced proportionately.

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

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

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

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

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

24 In the event that Bonds are issued pursuant to this Act with the expectation that interest on
25 such Bonds will be excludable from gross income for federal income tax purposes, the County
26 covenants with each of the registered owners of any of the Bonds that it will not make, or (to the
27 extent that it exercises control or direction) permit to be made, any use of the Bond Proceeds
28 which would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 and the
29 arbitrage regulations. The County further solemnly covenants that it will comply with Section
30 148 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder which are
31 applicable to the Bonds on the date of issuance thereof and which may subsequently lawfully be

1 made applicable thereto as long as the Bonds remain outstanding and unpaid. The County
2 Executive is hereby authorized and directed to prepare or cause to be prepared and to approve
3 and execute, respectively, any certification, opinion or other document, including, without
4 limitation, the Tax and Section 148 Certificate which may be required to assure that the Bonds
5 will not be deemed to be "arbitrage bonds" within the meaning of Section 148 of the Internal
6 Revenue Code of 1986, as amended, and the regulations thereunder.

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

26 SECTION 12. BE IT FURTHER ENACTED that the County Executive is hereby
27 authorized to select and appoint a bank or other financial institution to act as paying agent for the
28 payment of the principal and redemption price, if any, of and interest on the Bonds and to act as
29 registrar for the Bonds. The selection of the paying agent and bond registrar shall be
30 accomplished in accordance with applicable provisions of law. In the event that the Bonds are
31 issued in book-entry form, the County Executive may determine that a bond registrar and paying

1 agent need not be designated or that the County shall act as bond registrar and paying agent.

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

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

31 (1) The maximum principal amount of such Notes issued pursuant to this Section

1 which may be outstanding at any time shall not exceed Twenty-three Million Eight Hundred
 2 Seventy-one Thousand Dollars (\$23,871,000) unless and until otherwise provided by the County
 3 Council by act. The proceeds of the sale of the Notes, after any payment from such proceeds of
 4 the expenses of issuance of the Notes, shall be expended only on the public purposes or any
 5 applicable portion thereof for which the Bonds are authorized. Twelve months' interest on any
 6 issue of Notes, or any renewal thereof, may be paid from the proceeds, or from the proceeds of
 7 the sale of the Bonds, accounting from the initial date of issue thereof, as determined by the
 8 County Executive. The Notes may be paid at or prior to maturity from the proceeds of the
 9 issuance and sale of the Bonds in anticipation of which the Notes were issued or from the
 10 proceeds of refunding Notes. Except as otherwise provided herein, in the event of such an
 11 advance refunding, the proceeds of such refunding Bonds or Notes shall be held in escrow, to the
 12 extent and in the amount necessary to refund the outstanding series of Notes, for the benefit of
 13 the holders of the outstanding series of Notes. Such refunding Notes, if issued, will constitute a
 14 reissuance of the Notes authorized by this Act and shall not constitute additional indebtedness
 15 under such authorization.

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

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

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

1 issued, then the revenues from taxes and other sources intended for application to debt service on
 2 such Bonds shall be applied to the payment of the interest on and principal of the Notes. The
 3 foregoing provisions shall not be construed so as to prohibit the County from paying the
 4 principal or redemption price of and interest on any Note issued hereunder from the proceeds of
 5 the sale of any other Note issued hereunder, or from any other funds legally available for that
 6 purpose.

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

28 The full faith and credit of the County and the unlimited taxing power of the County
 29 are hereby irrevocably pledged both to the punctual payment of the maturing principal of and
 30 interest on the Notes as and when such principal and interest respectively become due, and to the
 31 levy and collection of the taxes hereinabove prescribed as and when such taxes become

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

13 (5) In the event that any Notes (the "Outstanding Notes") issued hereunder are
 14 outstanding on the date that the Bonds in anticipation of which such Notes are issued are
 15 delivered in exchange for the purchase price thereof (the "Delivery Date"), the Director of
 16 Finance shall deposit with the paying agent for the Notes, or a trustee or escrow agent, on the
 17 Delivery Date (i) cash in an amount equal to the principal of the Outstanding Notes and/or (ii)
 18 direct obligations of, or obligations the payment of which is unconditionally guaranteed by, the
 19 United States of America, the principal of and interest on which will be sufficient without
 20 reinvestment to pay in a timely manner the principal of the Outstanding Notes when due whether
 21 at maturity or upon prior redemption. Such paying agent or trustee or escrow agent is hereby
 22 irrevocably directed to apply such cash or the proceeds of such obligations to the payment of the
 23 principal of the Outstanding Notes when due whether at maturity or upon prior redemption. The
 24 County may provide such cash or obligations from the proceeds of the sale of such Bonds or
 25 from any other funds legally available for such purpose. On the Delivery Date, the Director of
 26 Finance shall also deposit with the paying agent for the Outstanding Notes, or a trustee or escrow
 27 agent (i) cash in an amount equal to the interest on the Outstanding Notes when due and/or (ii)
 28 direct obligations of, or obligations the payment of which is unconditionally guaranteed by, the
 29 United States of America, the principal of and interest on which will be sufficient without
 30 reinvestment to pay in a timely manner interest on the Outstanding Notes when due, whether at
 31 maturity, upon a regularly scheduled payment date or upon prior redemption. The County may

1 provide such cash obligations from the proceeds of the sale of Bonds available for that purpose
 2 or from any other funds legally available for such purpose. Notwithstanding the foregoing, if
 3 the Delivery Date and the date on which the Outstanding Notes mature are in different fiscal
 4 years, and moneys for the payment of the interest on the Outstanding Notes have not been finally
 5 appropriated in the fiscal year in which the Bonds are delivered, and if the Delivery Date is after
 6 the date on which the budget for the succeeding fiscal year has been submitted to the County
 7 Council and provision for the payment of the interest on such Outstanding Notes has been made
 8 in such budget, in lieu of the deposit of such cash or obligations for the payment of interest on
 9 the Outstanding Notes, the County Executive, the Director of Finance and/or the Chief
 10 Administrative Officer may deliver a certificate on the Delivery Date of the Bonds stating that
 11 funds sufficient to pay the interest on the Outstanding Notes have been included in the budget for
 12 the next succeeding fiscal year (it being provided by the Bond Anticipation Note Act that the
 13 Notes shall be payable from the first proceeds of the sale of the Bonds, or from the tax or other
 14 revenue which the County shall have previously determined to apply to the payment of the
 15 Bonds and the interest thereon). Upon the deposit with the paying agent for the Outstanding
 16 Notes, or a trustee or escrow agent, of cash and/or obligations sufficient to provide for the
 17 payment of the principal of and interest on such Notes when due, as described above, such Notes
 18 shall be deemed to be paid and no longer outstanding hereunder.

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

- 21 (i) the identification of any series of Notes;
- 22 (ii) the form of any Notes;
- 23 (iii) the denominations of the Notes;
- 24 (iv) the maturity of any Notes;
- 25 (v) the manner of execution and authentication of any Notes;
- 26 (vi) the rate or rates of interest of any Notes or the manner for determining the
 27 same;
- 28 (vii) the interest payment dates of any Notes;
- 29 (viii) the redemption provisions applicable to any Notes;
- 30 (ix) the manner of sale of any Notes, which may be by private (negotiated) sale
 31 or at public sale, and the procedures to be followed in connection with any such sale;

(x) the form and manner of execution and delivery of documents necessary or deemed appropriate in connection with the authorization, issuance, execution, sale, delivery and payment of and for any Notes; and

(xi) such other matters not inconsistent with the provisions of this Act as are necessary or deemed appropriate to accomplishing the issuance and sale of Notes hereunder, including other matters specifically authorized by the Bond Anticipation Note Act.

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

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

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

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

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

For the purposes of this Act, the term "principal amount," when used with respect to

the Program Notes, shall mean (i) in the case of Commercial Paper Notes, the face amount of any such Commercial Paper Note, less any original issue discount on such Commercial Paper Note, and (ii) in the case of Revolving Loan Notes, the principal amount actually advanced under the applicable liquidity facility or credit facility that is evidenced by any such Revolving Loan Note. Accordingly, it is contemplated by this Act that the aggregate face amount of the Program Notes that may be outstanding from time to time hereunder, together with other Notes issued hereunder and outstanding from time to time, may exceed the aggregate principal amount of Notes authorized to be outstanding hereunder at any one time.

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

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

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

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

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

SECTION 15. BE IT FURTHER ENACTED that it is hereby found and determined as follows: (i) it is in the best interest of the County to be able to implement a flexible approach to borrowing (that is, one which provides the ability to utilize variable rate demand obligations, tax-exempt commercial paper and short-term municipal obligations [collectively, "Variable Rate Demand Obligations"]); (ii) there is an expanding market for Variable Rate Demand Obligations, which have varying and flexible maturities or redemption features, tender or purchase dates and bear interest at variable rates established by a remarketing agent on the basis of current market conditions, or combinations of such maturities or redemption, tender or purchase dates and rates

1 and to access this market the County must establish procedures consistent with market practices
 2 for Variable Rate Demand Obligations; and (iii) existing practices in the market for Variable
 3 Rate Demand Obligations and existing requirements of nationally recognized rating agencies
 4 require that there be available to the issuer of Variable Rate Demand Obligations a supporting
 5 credit or liquidity facility, such as a letter of credit, line of credit or revolving loan agreement,
 6 pursuant to which an alternate source of borrowing will be available during any period in which
 7 such obligations cannot be remarketed or sold.

8 Notes or Bonds are hereby authorized to be issued as short-term or demand obligations or
 9 commercial paper, defined above as Variable Rate Demand Obligations, including obligations
 10 that are required to be purchased or redeemed prior to stated maturity dates, bear interest at
 11 variable rates and mature on dates established from time to time by a remarketing agent on the
 12 basis of current market conditions. If any Bonds or Notes issued in accordance with this Section
 13 15 provide for the mandatory redemption, tender or purchase thereof prior to stated maturity
 14 dates, the form of Bond or Note (as the case may be) may provide, to the extent permitted by law
 15 and determined by the County Executive that the full faith and credit and unlimited taxing power
 16 of the County are pledged to the payment of the purchase or redemption price on the due dates
 17 for such payments.

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

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

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

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

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

1 Variable Rate Demand Obligations.

2 SECTION 16. BE IT FURTHER ENACTED that, pursuant to an irrevocable election
3 made by the County Executive on or before the issue date of such Bonds, the Bonds or any
4 portion thereof may be issued as taxable build America bonds (on which the holder is entitled to
5 a credit against federal income tax equal to 35 percent of the amount of interest payable by the
6 issuer with respect to such bonds), or as taxable build America bonds that are qualified bonds
7 (with respect to which the Secretary of the Treasury of the United States is to pay to the issuer 35
8 percent of the interest payable on such bonds), as provided by Section 54AA of the Internal
9 Revenue Code of 1986, as amended, added to said Code by Section 1531 of Title I of Division B
10 of the American Recovery and Reinvestment Act of 2009, Pub. L. No. 111-5, 123 Stat. 115
11 (2009).

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

24 SECTION 18. BE IT FURTHER ENACTED that, acting pursuant to the authority of the
25 Refunding Act and, as applicable, Article 25A of the Annotated Code of Maryland, as amended,
26 replaced or recodified from time to time ("Article 25A"), the County Charter, this Act and certain
27 other authority pursuant to which the Bonds will be issued, the issuance and sale of bonds (the
28 "Refunding Bonds") of Prince George's County, Maryland, which may be issued in one or more
29 series from time to time as hereinafter provided, are hereby authorized in an aggregate principal
30 amount not to exceed 150% of the aggregate outstanding principal amount of the Bonds to be
31 refunded thereby (the "Refunded Bonds") in order to provide funds sufficient (a) to purchase

1 direct obligations of, or obligations the timely payment of the principal of and interest on which
 2 is unconditionally guaranteed by, the United States of America ("Government Obligations"), the
 3 principal of and interest on which will be sufficient without reinvestment, together with any
 4 available cash, to pay in a timely manner all or any part of the principal of and redemption
 5 premium, if any, and interest on the Refunded Bonds, and (b) to pay any and all other costs
 6 permitted to be paid from the proceeds of such Refunding Bonds under the Refunding Act,
 7 including (without limitation) funded interest, the costs of issuance of such Refunding Bonds
 8 (including without limitation any bond insurance premium payable by the County) and
 9 applicable underwriting fees.

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

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

1 designated "Prince George's County, Maryland Stormwater Management Bonds, 20__
 2 Refunding Series," and the Refunding Bonds of each series consolidated for issuance with other
 3 bonds of the County as authorized by this Section 19 shall each be designated "Prince George's
 4 County, Maryland Consolidated Stormwater Management Bonds, Refunding Series 20__", and,
 5 in the event any such Refunding Bonds are issued at more than one time, the County Executive
 6 may specify such additional designation as he or she shall deem appropriate. Moreover, the
 7 County Executive is hereby authorized to provide such other or alternative designation as he or
 8 she deems necessary or convenient.

9 Upon consolidation of any of the Refunding Bonds with general obligation bonds issued
 10 pursuant to Article 25A of the Annotated Code of Maryland, as amended, and determination of
 11 the County Executive, there shall be pledged to the payment of said Refunding Bonds the full
 12 faith and credit of the County and the power of the County to levy ad valorem taxes upon all the
 13 legally assessable property within the corporate limits of the County (in addition to the pledge
 14 and levy within the Stormwater Management District effected pursuant to Section 22 hereof).

15 SECTION 21. BE IT FURTHER ENACTED that pursuant to Section 23 of this Act, the
 16 County Executive shall determine (a) the principal amounts and maturities of each series of
 17 Refunding Bonds to be issued and (b) the portions of each series of Refunded Bonds to be
 18 refunded with the proceeds of each series of Refunding Bonds; provided, however, that the
 19 issuance of any series of Refunding Bonds to refund all or any portion of one or more series of
 20 Refunded Bonds will effectuate and accomplish the public purpose of realizing savings to the
 21 County in the aggregate cost of debt service on either a direct comparison or a present value
 22 basis with respect to the portion of any series of Refunded Bonds being refunded or debt
 23 restructuring that in the aggregate effects such a reduction in the cost of debt service.

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

28 Each series of Refunding Bonds shall be in the form set forth in Attachment 2 attached to
 29 and made a part of this Act with such changes in designation and purpose to reflect that such
 30 Refunding Bonds are refunding bonds, and Refunding Bonds issued substantially in compliance
 31 with such form, with appropriate insertions as therein indicated, when properly executed and

1 authenticated as described above, shall be deemed to constitute unconditional general obligations
 2 of the County, to the payment of which, in accordance with the terms thereof, its full faith and
 3 credit are pledged, and all the covenants and conditions contained in such Refunding Bonds shall
 4 be deemed to be binding upon the County in accordance therewith. Authority is hereby
 5 conferred on the County Executive to fill the blanks in such form with the required information,
 6 to insert applicable paragraphs as indicated and to make such additions, deletions and
 7 substitutions in such form, not inconsistent with this Act or the Refunding Act, as may be
 8 necessary or desirable in the sale of any such series of Refunding Bonds, including (without
 9 limitation) such changes as may be necessary to permit the establishment of a central depository
 10 or book-entry system with respect to such series of Refunding Bonds.

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

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

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

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

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

31 (c) after considering any recommendations of the financial advisor to the County, if any, to

1 fix and determine the date of any such series of Refunding Bonds, the schedule of annual
 2 maturities and/or sinking fund installments of any such series, the amount of any such series, the
 3 amounts and particular Refunded Bonds of each series to be refunded with the proceeds of any
 4 such series of Refunding Bonds, and the interest rate or rates to be paid by the County with
 5 respect to any such series, including, without limitation, the payment dates for the payment of
 6 interest with respect to each maturity of any such series and all matters relating to the provision
 7 of bond insurance, if any, on all or any portion of the Refunding Bonds;

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

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

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

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

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

29 (i) after considering any recommendations of the County's financial advisor, to reserve to
 30 the County the option to redeem or to call for mandatory tender for purchase (and to sell, transfer
 31 or convey any such option to call for mandatory tender for purchase) any such series of

1 Refunding Bonds in whole or in part, at such times and upon payment of such premiums as the
2 County's financial advisor may recommend.

3 Subject to and in accordance with the provisions of this Act, the County Executive shall
4 determine for each and every series of Refunding Bonds issued pursuant to and in accordance
5 with this Act, the matters specified in paragraphs (c), (d), (f), (g), (h) and (i) above and, if a
6 determination is made to sell any such series of Refunding Bonds by soliciting competitive bids
7 at public sale, the matters specified in paragraph (e) above for such series of Refunding Bonds.

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

30 SECTION 25. BE IT FURTHER ENACTED that (1) references to "Bonds" in Sections 4,
31 7, 11, 12 and 13 of this Act shall be deemed to include the Refunding Bonds and (2) references

1 to "bonds authorized by this Act" in Section 13 of this Act shall be deemed to include the
2 Refunding Bonds, unless the context clearly indicates otherwise.

3 SECTION 26. BE IT FURTHER ENACTED that, pursuant to Section 30 of Article 31 of
4 the Annotated Code of Maryland, as amended, replaced or recodified from time to time (the
5 "Registration Statute"), the Bonds, the Notes or the Refunding Bonds issued hereunder may be
6 issued in "registered form" within the meaning of the Registration Statute, as may be determined
7 by the County Executive, who may determine, approve or authorize the selection of trustees,
8 transfer agents, registrars, paying or other agents, a custodian for a central depository or book-
9 entry system and appropriate agreements with any of the foregoing and such other matters not
10 inconsistent with this Act necessary or deemed appropriate in connection with the issuance of the
11 Bonds, the Notes or the Refunding Bonds in "registered form" within the meaning of the
12 Registration Statute.

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

30 SECTION 28. BE IT FURTHER ENACTED that pursuant to the authority of Section 34 of
31 Article 31 of the Annotated Code of Maryland, as amended, replaced or recodified from time to

time ("Section 34"), the County may enter into one or more interest rate exchange agreements or contracts providing for payments based on levels of or changes in interest rates, or combinations of the foregoing, in order to improve the management of debt service or interest rate risks on all or any portion of the Bonds, the Notes or the Refunding Bonds authorized hereby (the "Obligations") or to reduce the cost of servicing all or any portion of such Obligations. Any such interest rate exchange agreement or contract may be entered into in connection with, or incidental to, all or any portion of the Obligations prior to, at the time of, or subsequent to, the issuance of any such Obligations, and may apply to such Obligations and any other general obligation bonds or notes, revenue bonds or notes, or other evidences of indebtedness by whatever name known or funds secured, issued by the County. In connection with any such interest rate exchange agreements or contracts, the County may appoint any agents necessary to implement and administer such agreements or contracts. Unless contrary to the provisions of Section 34 or other applicable law, the County Executive is hereby authorized to determine, approve, authorize or provide for, after giving due consideration to the creditworthiness of the counterparty or counterparties and after consulting with the Director of Finance of the County and, if applicable, the financial advisor to the County: (1) the terms and conditions of the transaction, the final form of the agreement or contract and the final terms and conditions of the agreement or contract and (2) the appointment of any agents necessary to implement and administer such agreements or contracts and the terms of compensation therefor. Nothing contained in this Act shall be deemed to preclude the County Council by resolution from making or providing for any of the determinations authorized by Section 34. The provisions of this Section 27 shall be liberally construed to effectuate the provisions of Section 34.

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

1 contrary to the provisions of the County Charter or other applicable law, the County Executive is
2 hereby authorized by order to delegate to one or more appropriate County officials the authority
3 granted to the County Executive by this Act to sign any documents, certificates or instruments,
4 or to specify that one or more appropriate County officials in addition to the County Executive
5 shall sign any such documents, certificates or instruments.

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

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

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

Adopted this 21st day of July, 2009.

COUNTY COUNCIL OF PRINCE
GEORGE'S COUNTY, MARYLAND

BY: _____
Marilynn M. Bland
Chairperson

ATTEST:

Redis C. Floyd
Clerk of the Council

APPROVED:

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

Note: Attachment 1 is attached as an Inclusion File

ATTACHMENT 2**FORM OF BOND**

(Face of Registered Bond)

REGISTERED

UNITED STATES OF AMERICA

REGISTERED

STATE OF MARYLAND

No. R _____

\$ _____

PRINCE GEORGE'S COUNTY, MARYLAND

STORMWATER MANAGEMENT BOND, SERIES _____

Interest Rate
(per annum) _____Maturity Date
_____Original Issue Date
_____, 20__CUSIP

Registered Owner:

Principal Sum:

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

Date"), notice of such payment date and the Special Record Date therefor being given by letter mailed first class, postage prepaid, to the registered owner of such Bond not less than 10 days prior to such Special Record Date, at the address of such owner appearing on the Bond Register, or may be paid at any time in any other lawful manner not inconsistent with the requirements of any securities exchange on which the Bonds of this issue may be listed and upon such notice as may be required by such exchange. Interest will accrue from the most recent date to which interest has been paid or, if no interest has been paid, from the Original Issue Date shown above.

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

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

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

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

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

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

every debt and other limit prescribed by the Constitution and laws of the State of Maryland and the County.

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

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

PRINCE GEORGE'S COUNTY, MARYLAND

BY _____
County Executive

(SEAL)

ATTEST:

Clerk of the County Council

Date of Authentication and Registration:

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

as Bond Registrar

BY: _____
Authorized Officer

(Back of Registered Bond)

PRINCE GEORGE'S COUNTY, MARYLAND

STORMWATER MANAGEMENT BOND, SERIES _____

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

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

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

<u>Year of Maturity</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Year of Maturity</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2010	\$ _____	%	2020	\$ _____	%
2011	_____	%	2021	_____	%
2012	_____	%	2022	_____	%
2013	_____	%	2023	_____	%
2014	_____	%	2024	_____	%
2015	_____	%	2025	_____	%
2016	_____	%	2026	_____	%
2017	_____	%	2027	_____	%
2018	_____	%	2028	_____	%
2019	_____	%	2029	_____	%

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

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

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

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

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

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

<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.

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

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

thirty (30) days prior to the date fixed for redemption in (i) a financial trade journal, or (ii) a daily newspaper of general circulation in the Borough of Manhattan, New York, New York. Said notice shall state for all Bonds being redeemed: the maturity date, certificate numbers, redemption date, redemption price, whether the Bonds are being redeemed in whole or in part and shall also state that the interest on the Bonds so called shall cease to accrue on the date fixed for redemption and shall require that the Bonds so called be presented for redemption and payment at the designated office of the Paying Agent.

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

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

Registration Under DTC Book-Entry Only System

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

(Legal Opinion Certificate)

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

County Executive

(Assignment)

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

(Please Print or Type Name and Address including Zip Code of Assignee)

the within Bond and all rights thereunder, and does hereby irrevocably constitute and appoint _____ attorney to transfer the within Bond on the Bond Register thereof, with full power of substitution in the premises.

Dated: _____

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

Signature Guaranteed:

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.