

**BOND COUNSEL CERTIFICATION OF COMPLIANCE  
Prince George's County Policy for Tax Increment Financing**

**South Lake  
(formerly known as Karington)**

May 6, 2019

McGuireWoods LLP serves as bond counsel to Prince George's County, Maryland in connection with the proposed issuance of special obligation bonds to finance certain infrastructure pertaining to the Karington Development District.

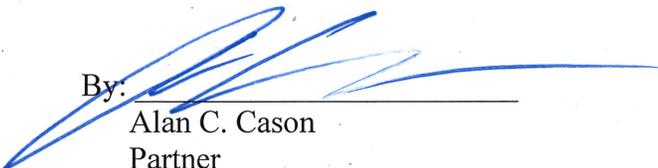
Prince George's County Council Resolution CR-21-2019 (the "**Resolution**") requires that a proposed tax increment financing project must meet each of the criteria in the Resolution; compliance with the Resolution be certified by the developer, County Executive and Bond Counsel; and the County Council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

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

- A. the legal opinion of the Law Offices of Shipley & Horne, P.A. dated October 17, 2018, regarding compliance with Prince George's County land use plans;
- B. The Karington Tax Increment Financing Application dated August 30, 2016, as supplemented and amended by materials provided to the County from the Developer;
- C. The South Lake Minority Business Enterprise (MBE) Plan dated May, 2019, approved by the Compliance Manager;
- D. The TIF Proposal and Developer's Certificate dated April 11, 2019; and
- E. The County Executive Certification of Compliance dated May 6, 2019.

Based on the foregoing, we hereby certify that the provisions of the Resolution have been complied with in connection with the proposed tax increment financing and the MBE Plan has been approved by the Compliance Manager in conformance with the MBE Plan Guidelines promulgated by the Compliance Manager.

**MCGUIREWOODS LLP**

By: 

Alan C. Cason  
Partner