

COUNTY COUNCIL OF PRINCE GEORGE'S COUNTY, MARYLAND
2009 Legislative Session

Bill No. CB-30-2009

Chapter No. 16

Proposed 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 Bonds

3 For the purpose of authorizing and empowering Prince George's County, Maryland to issue and
 4 sell an amount not to exceed Eighty-Eight Million Two Hundred Fifty-Seven Thousand Dollars
 5 (\$88,257,000) in aggregate principal amount of general obligation bonds with serial maturities,
 6 including mandatory sinking fund installments in lieu of serial maturities, for the purpose of
 7 providing funds for financing in whole or in part costs of the planning, construction,
 8 reconstruction, establishment, extension, enlargement, demolition, improvement or acquisition of
 9 certain capital projects set forth in the capital budget of the County for the fiscal year ending
 10 June 30, 2010, or usable portions thereof, including describing the capital projects to be financed
 11 in whole or in part from the proceeds of the bonds hereby authorized and the estimated costs and
 12 probable useful lives thereof; prescribing or providing for the procedures for the issuance and
 13 sale of such bonds at public sale; declaring the County's official intent to reimburse itself for
 14 certain expenditures paid before the issuance of the bonds authorized hereby in accordance with
 15 applicable Income Tax Regulations; authorizing the consolidation of such bonds with other
 16 bonds for purposes of such sale; showing compliance with the power of the County to incur
 17 indebtedness; directing the application of the proceeds of such bonds; pledging the full faith and
 18 credit and taxing power of the County to the payment of such bonds and providing for the levy
 19 and collection of taxes necessary for the payment of the principal of and interest on such bonds
 20 when due; authorizing and empowering the County to issue and sell an amount not to exceed
 21 Eighty-Eight Million Two Hundred Fifty-Seven Thousand Dollars (\$88,257,000) in general

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

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

5 SECTION 1. BE IT ENACTED by the County Council of Prince George's County,
 6 Maryland, that the issuance, sale and delivery of general obligation bonds with serial maturities,
 7 including mandatory sinking fund installments in lieu of serial maturities (the "Bonds") of Prince
 8 George's County, Maryland (the "County"), in one or more series from time to time in an
 9 aggregate principal amount not exceeding Eighty-Eight Million Two Hundred Fifty-Seven
 10 Thousand Dollars (\$88,257,000) is hereby authorized in order to finance costs of the authorized
 11 capital projects (the "Authorized Capital Projects") listed in the table set forth in Attachment 1,
 12 attached to and made a part of this Act (the "Table of Projects") that have been authorized by the
 13 bond enabling acts set forth in the Table of Projects or by this Act. Each Authorized Capital
 14 Project is described in the Capital Budget of the County for the fiscal year ending June 30,2010
 15 (the "Capital Budget") under the heading set forth in the Table of Projects and has the
 16 identification number set forth in the Table of Projects. The descriptions of the Authorized
 17 Capital Projects contained in the Capital Budget are incorporated herein by reference as if set
 18 forth fully herein. The principal amount of Bonds authorized by this Act to finance costs of each
 19 Authorized Capital Project shall be the respective amount set forth in the columns in the Table of
 20 Projects marked "Authorized Principal Amount of Bonds". Each such principal amount of
 21 Bonds is hereby determined to be sufficient to complete at least a usable portion of the
 22 Authorized Capital Project in respect of which such principal amount has been authorized. The
 23 probable useful lives of the Authorized Capital Projects are set forth in the Table of Projects.
 24 The Bonds shall be made payable within the average of the probable useful lives of the
 25 Authorized Capital Projects, which is twenty-two (22) years, or, in the event the Bonds are
 26 consolidated with other bonds of the County pursuant to Section 3 of this Act, within the average
 27 of the probable useful lives of the capital projects financed with the proceeds of such
 28 consolidated issue of bonds (the "Consolidated Authorized Capital Projects"). All Authorized
 29 Capital Projects have been identified and included in bond enabling acts ("Bond Enabling Acts")
 30 and have been approved by referendum to the extent required by applicable law. The Bonds are
 31 specifically exempted from the provisions of Sections 10 and 11 of Article 31 of the Annotated

1 Code of Maryland, as amended, replaced or recodified from time to time. The powers granted
2 under this Act are additional and cumulative and the Bonds authorized by this Act may be
3 issued, notwithstanding that other bond acts or laws may provide for the same or similar
4 purposes. This Act does not modify or repeal any prior acts granting bond issuing authority for
5 the same or similar purposes.

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

13 It is hereby recognized and acknowledged that the information regarding the Estimated
14 Cost, Bond Financed Portion and Other Funding Sources for each Authorized Capital Project set
15 forth in the Table of Projects is derived from information and estimates referenced in the Capital
16 Budget and the Capital Improvement Program of the County for fiscal years 2010 through 2015,
17 inclusive (the "Capital Improvement Program"), and is necessarily subject to change because of
18 corresponding changes in construction and other costs, project time schedules, availability of
19 Other Funding Sources and other circumstances not now known or anticipated. It is the purpose
20 and intent of this Act to authorize the borrowing of money to finance the Authorized Capital
21 Projects as such projects are referenced in the Capital Budget and Capital Improvement Program
22 and in any amended or subsequent capital budget or capital improvement program. To
23 implement the intent and purpose of this Act in the most expeditious manner, the County
24 Executive of the County (the "County Executive") may revise the amounts set forth in the Table
25 of Projects representing the Estimated Cost, Bond Financed Portion and Other Funding Sources
26 for any Authorized Capital Project to be consistent with the information set forth in regard to
27 such project in any amended or subsequent capital budget or capital improvement program. In
28 the event that the Bond Financed Portion for an Authorized Capital Project is less than the
29 amount appropriated for such project in the Capital Budget or any amended or subsequent capital
30 budget and the entire principal amount of bonds issued for the Consolidated Authorized Capital
31 Projects is not required for such projects, the County Executive may revise the Table of Projects

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

18 The County expects that certain costs of the Authorized Capital Projects will be paid before
 19 the date of issuance of the Bonds (or other obligations of the County to be issued after the date of
 20 adoption of this Act) from a source of funds other than a County borrowing (each, a "Prior
 21 Expenditure" and collectively, the "Prior Expenditures"). The County hereby declares, in
 22 accordance with Section 1.150-2 of the Income Tax Regulations, its intention to use a portion of
 23 the proceeds of the Bonds (or other obligations of the County to be issued after the date of
 24 adoption of this Act) to reimburse itself for Prior Expenditures paid no earlier than 60 days
 25 before the date of adoption of this Act. In accordance with Section 1.150-2 of the Income Tax
 26 Regulations, the maximum principal amount of obligations expected to be issued for the
 27 Authorized Capital Projects is set forth in the Table of Projects. The County recognizes that,
 28 under Section 1.150-2 of the Income Tax Regulations, the use of proceeds of the Bonds to
 29 reimburse the County for a Prior Expenditure (other than certain de minimis or preliminary
 30 expenditures described in Section 1.150-2(f) of the Income Tax Regulations) generally will be
 31 permitted only to the extent that: (i) the Prior Expenditure constitutes a capital expenditure for

1 federal income tax purposes; (ii) the Prior Expenditure was paid not earlier than 60 days before
 2 the date of adoption of this Act; and (iii) the allocation of proceeds of the Bonds to such
 3 reimbursement is made not later than 18 months after the later of (a) the date the Prior
 4 Expenditure was paid, or (b) the date the applicable Authorized Capital Project is placed in
 5 service or abandoned, but in no event more than three years after the Prior Expenditure was paid.

6 SECTION 3. BE IT FURTHER ENACTED that as determined by the County Executive,
 7 the Bonds (or any portion of them, as applicable) may be issued, sold and delivered as a single
 8 series of Bonds or as two or more series of Bonds, or may be consolidated for issuance, sale and
 9 delivery with other bonds of the County (including bonds issued for new money and/or refunding
 10 purposes) as contemplated by Section 2C of Article 31 of the Annotated Code of Maryland, as
 11 amended, replaced or recodified from time to time. The Bonds of each series issued solely
 12 pursuant to the authority of this Act shall each be designated "Prince George's County, Maryland
 13 General Obligation Public Improvement Bonds, Series 20___," and the Bonds of each series
 14 consolidated for issuance with other bonds of the County as authorized by this Section 3 shall
 15 each be designated "Prince George's County, Maryland General Obligation Consolidated Public
 16 Improvement Bonds, Series 20___", and, in the event any such Bonds are issued at more than one
 17 time, the County Executive may specify such additional designation as he or she shall deem
 18 appropriate. Moreover, the County Executive is hereby authorized to provide such other or
 19 alternative designation as he or she deems necessary or convenient.

20 SECTION 4. BE IT FURTHER ENACTED that, subject to and in accordance with the
 21 provisions of this Act, the County Executive shall determine all matters relating to the
 22 advertisement, sale, issuance, delivery and payment of the Bonds, including all matters relating
 23 to the forms, dates and denominations of the Bonds, the principal maturities and/or sinking fund
 24 installments, the methods to be used in determining interest payable on the Bonds, the provision
 25 of bond insurance on all or any portion of the Bonds, and provisions for registration of the
 26 Bonds, for their redemption prior to stated maturity, for the separation of the ownership of the
 27 Bond issued as build America bonds and the entitlement to the credit against federal income tax
 28 under Sections 54AA and 54A of the Internal Revenue Code of 1986, as amended, and for the
 29 use of facsimile signatures or seals, whether the Bonds are to be issued in book-entry form and
 30 all matters incident to the issuance of the Bonds in book-entry form. The County Executive shall
 31 provide for the form, numbering, term and authentication of the Bonds pursuant to Section 822

1 of the County Charter. The County Executive may provide that no Bonds shall be issued for
 2 certain Authorized Capital Projects authorized by this Act to be financed by the Bonds and to
 3 reduce the aggregate principal amount of Bonds to be issued accordingly, provided, however,
 4 that the deletion of such Authorized Capital Projects shall not cause the Bonds to be payable
 5 beyond the average of the probable useful lives of the remaining Authorized Capital Projects.
 6 The County Executive may provide for a reduction in the aggregate principal amount of Bonds
 7 to be issued consistent with a determination of the minimum bond denomination size based on
 8 municipal security market practices regarding denomination size, and for a corresponding
 9 reduction in the principal amount of Bonds issued to finance the cost of any Authorized Capital
 10 Project, provided, however, that the principal amount of Bonds issued for each such Authorized
 11 Capital Project after such reduction shall be sufficient to complete at least a usable portion of
 12 each such Authorized Capital Project. It is hereby recognized and acknowledged that, in order to
 13 manage prudently the capital programs of the County, particularly in light of federal income tax
 14 laws and regulations that impose penalties and other financial consequences for the failure to
 15 expend the proceeds of tax-exempt bonds in a timely manner, the County Executive, pursuant to
 16 Section 3 of this Act, may provide for the financing of the Bond Financed Portion of an
 17 Authorized Capital Project by the issuance of Bonds at more than one time and from time to
 18 time. Notwithstanding the provisions of Sections 2, 3 and 4 of this Act, no order of the County
 19 Executive permitted under this Act shall authorize or permit a reduction in the principal amount
 20 of Bonds issued for an Authorized Capital Project below the amount for which the County
 21 Council has authorized temporary borrowing from other County funds.

22 The County Executive may provide for certain maturities of the Bonds to be subject to prior
 23 redemption at the option of the County. If the County Executive so provides and the Bonds are
 24 issued with such option, then in the event that the County determines to exercise such option for
 25 the purpose of effecting certain cost savings by refinancing a portion of the indebtedness
 26 evidenced by the Bonds through the issuance and sale of refunding bonds, it is the intent of the
 27 County that such refunding bonds be issued under the Enabling Acts referred to in this Act and
 28 that such refunding bonds, if issued, shall constitute a refunding of indebtedness authorized by
 29 this Act and shall not constitute additional indebtedness under such authority or under any other
 30 authority. The aggregate principal amount of Bonds authorized to be issued hereunder may be
 31 increased by a supplemental ordinance.

SECTION 5. BE IT FURTHER ENACTED that the Bonds shall be sold at public sale at, above or below par value, plus, if so determined by the County Executive, accrued interest to the date of delivery, by electronic bids and/or written sealed proposals to the bidder or bidders therefor for cash whose bid or bids are determined to be in the best interest of the County, as provided in the Notice of Sale for the Bonds, after having given public notice of sale by electronic dissemination and/or advertisement as provided herein. Unless contrary to applicable law, the Notice of Sale may be disseminated solely by electronic means provided that bidders may submit electronic bids to purchase the Bonds, any such electronic dissemination of the Notice of Sale to be available to potential bidders seven (7) days or more prior to the date of sale or such shorter period of time as is then customary for electronic dissemination of notices of sale of municipal obligations in the nature of the Bonds. Alternatively or additionally, the Notice of Sale, or a summary thereof, may be published once in each of two consecutive weeks next preceding the date of sale of the Bonds in the County newspapers of record, and, in the event any single newspaper of record meets the circulation requirements of Section 1008 of the County Charter, as amended, modified or recodified from time to time, such publication may be made solely in such single newspaper of record. The first of such publications shall be ten (10) or more days preceding the date of sale of the Bonds. Such Notice of Sale, or a summary thereof, may also be published in "The Bond Buyer", a financial journal published in the City of New York and/or in such other publications as the Director of Finance may determine to be in the best interest of the County. The Bonds offered for sale at such public sale shall be awarded by the County Executive. Authority is hereby expressly delegated to the County Executive to fix the date and the time of the sale of the Bonds. The sale of the Bonds shall be held in a County Executive Conference Room in the County Administration Building in Upper Marlboro, Maryland, or in such other place as may be designated in accordance with the Notice of Sale for the Bonds.

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

The Bonds shall contain similar provisions and be in substantially the form set forth in Attachment 2, attached hereto and made a part hereof, and Bonds issued substantially in

1 accordance with said form, with appropriate insertions or deletions as indicated, when properly
 2 executed and authenticated as required by this Section shall be deemed to constitute
 3 unconditional general obligations of the County, to the payment of which, in accordance with the
 4 terms thereof, its full faith and credit are pledged, and all the covenants and conditions contained
 5 in the Bonds shall be deemed to be binding upon the County. Authority is hereby conferred on
 6 the County Executive to complete, delete or modify the blanks in such bond form with necessary
 7 information, to insert applicable paragraphs as indicated or needed and to make such additions,
 8 deletions and substitutions in such bond form, not inconsistent with this Act or the County
 9 Charter, as may be necessary or desirable for the sale of the Bonds, including (without
 10 limitation) such additions, deletions and substitutions as may be necessary or desirable in
 11 connection with the separation of the ownership of the Bond if issued as a build America bond
 12 and the entitlement to the credit against federal income tax under Sections 54AA and 54A of the
 13 Internal Revenue Code of 1986, as amended, and the establishment or discontinuance of a book-
 14 entry registration system for the Bonds and/or such credit.

15 SECTION 7. BE IT FURTHER ENACTED that immediately after the sale of the Bonds,
 16 the interest rate or rates payable on the Bonds shall be fixed by an order of the County Executive
 17 (the authority to fix such rates being hereby expressly delegated to said County Executive) in
 18 accordance with the respective terms and conditions of the sale of the Bonds.

19 SECTION 8. BE IT FURTHER ENACTED that the official Notice of Sale and Bid for the
 20 Bonds shall be substantially in the form set forth in Attachment 3 attached hereto and made a
 21 part hereof, with such insertions or deletions as the County Executive may determine to be
 22 desirable to allow for the use of electronic bidding or due to financial or market conditions or as
 23 otherwise permitted or required by this Act, including but not limited to changes appropriate in
 24 the event that the Bonds are to be registered in book-entry format.

25 SECTION 9. 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 10. BE IT FURTHER ENACTED that the County Council hereby determines that the
 30 Bonds are at present within the debt limit imposed by Section 5(P) of Article 25A of the Annotated
 31 Code of Maryland, as amended, replaced or recodified from time to time (the "Express Powers Act").

The County is authorized under the Express Powers Act to undertake borrowings for any public purposes of the County, provided that the aggregate amount of bonds or other evidences of indebtedness therefor outstanding at any one time shall not exceed a total of six percent (6%) of the County's assessable basis of real property and fifteen percent (15%) of the County's assessable basis of personal property and operating real property described in Section 8-109(c) of the Tax-Property Article of the Annotated Code of Maryland, as amended, replaced or recodified from time to time, as shown below:

Assessable basis of taxable real property	
(Fiscal Year 2010)	\$ 96,167,675,000
Assessable basis of taxable personal property	
and operating real property (Fiscal Year 2010)	\$ 2,909,129,000
Statutory debt limitation - (total sum of 6%	
of real property assessable basis and 15%	
of personal property/operating real property	
assessable basis)	\$ 6,206,429,850
Outstanding debt subject to debt limitation	\$ 698,977,333
Limit on additional debt	\$ 5,507,452,517
Aggregate principal amount of Bonds	\$ 88,257,000
Aggregate principal amount of general	
obligation debt authorized by other	
acts and not issued	\$ 1,118,463,000
Total principal amount of general	
obligation debt authorized and	
not issued (including the Bonds)	\$ 1,206,720,000

SECTION 11. BE IT FURTHER ENACTED that the proceeds of the sale of the Bonds, including any premium and accrued interest received therefor, shall be paid directly to the Director of Finance of the County, who shall deposit the same in the proper accounts of the County. The cost of marketing the Bonds shall be the pro rata part of the cost of advertising, printing, legal services, any financial services, rating agencies fees and other related expenditures (including, without limitation, any bond insurance premiums payable by the County), as may be determined by apportioning the aggregate amount of the cost of such advertising, printing, legal services, financial advisory services, rating agency fees and other related expenditures among the

1 issue of Bonds and the issues of bonds authorized by other Acts or Ordinances and consolidated
 2 for sale with the issue of the Bonds, in the proportion to each issue the amount for which each
 3 issue may be sold shall bear to the total amount received for all of the issues so consolidated for
 4 sale. Such costs of issuance shall be allocated to the Authorized Capital Projects financed by the
 5 Bonds and shall be charged to the appropriate debt service accounts of the County by the
 6 Director of Finance. There shall be deducted from the total gross proceeds received for the
 7 Bonds any amount received on account of accrued interest and premium on such Bonds, which
 8 amounts shall be set apart by the Director of Finance in separate accounts and applied to the first
 9 interest payment on the Bonds; provided that, if so determined by the County Executive, any
 10 premium on such Bonds may be applied to other purposes including (without limitation)
 11 payment of the costs of issuance. The balance of the proceeds of the sale of the Bonds shall be
 12 expended by the County for costs of the Authorized Capital Projects for which Bonds have been
 13 issued in accordance with this Act and the provisions of the respective enabling laws authorizing
 14 such Authorized Capital Projects. If the principal amount of Bonds issued for any Authorized
 15 Capital Project exceeds the amount needed to finance such Authorized Capital Project, the
 16 excess shall be applied to any other Authorized Capital Project of the same generic class or if no
 17 such Authorized Capital Project requires additional funds, to any other capital project permitted
 18 by the laws of the State of Maryland and of the County and by the County Charter.

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

23 SECTION 12. BE IT FURTHER ENACTED that, for the purpose of paying the interest on
 24 and redeeming and paying the Bonds, as they respectively mature or become subject to
 25 mandatory redemption, the County shall include in the levy in each and every fiscal year during
 26 which any of the Bonds are outstanding ad valorem taxes upon all the legally assessable property
 27 within the corporate limits of the County in rate and amount sufficient to provide for the
 28 payment, when due, of the interest on the Bonds payable during such fiscal year and the principal
 29 of all of the Bonds due in each such fiscal year; and in the event the proceeds from taxes so
 30 levied in any such fiscal year shall prove inadequate for such purposes, additional taxes shall be
 31 levied, to the extent authorized by law, in succeeding fiscal years to make up such deficiency.

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

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

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

30 SECTION 14. BE IT FURTHER ENACTED that the County Executive shall be the officer
31 of the County responsible for the issuance of any Bonds within the meaning of the "arbitrage

1 regulations" (defined below).

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

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

22 In the event that Bonds are issued pursuant to this Act with the expectation that interest on
23 such Bonds will be excludable from gross income for federal income tax purposes, the County
24 covenants with each of the registered owners of any of the Bonds that it will not make, or (to the
25 extent that it exercises control or direction) permit to be made, any use of the Bond Proceeds
26 which would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 and the
27 arbitrage regulations. The County further solemnly covenants that it will comply with Section
28 148 and the regulations thereunder which are applicable to the Bonds on the date of issuance
29 thereof and which may subsequently lawfully be made applicable thereto as long as the Bonds
30 remain outstanding and unpaid. The County Executive is hereby authorized and directed to
31 prepare or cause to be prepared and to approve and execute, respectively, any certification,

1 opinion or other document, including (without limitation) the Tax and Section 148 Certificate,
2 which may be required to assure that the Bonds will not be deemed to be "arbitrage bonds"
3 within the meaning of Section 148 and the regulations thereunder.

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

23 SECTION 15. BE IT FURTHER ENACTED that the County Executive is hereby
24 authorized to select and appoint a bank or other financial institution to act as paying agent for the
25 payment of the principal and redemption price, if any, and interest on the Bonds and to act as
26 registrar for the Bonds. The selection of the paying agent and bond registrar shall be
27 accomplished in accordance with applicable provisions of law. In the event that the Bonds are
28 issued in book-entry form, the County Executive may determine that a bond registrar and paying
29 agent need not be designated or that the County shall act as bond registrar and paying agent.

30 SECTION 16. BE IT FURTHER ENACTED that the powers granted by this Act are
31 additional and cumulative and the Bonds authorized by this Act may be issued, notwithstanding

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

18 SECTION 17. BE IT FURTHER ENACTED that in order to avoid the issuance of a
 19 greater amount of Bonds for the Authorized Capital Projects listed in the Table of Projects is
 20 needed therefor, and in order to permit the construction of such projects to proceed prior to the
 21 issuance of Bonds and at the same time afford the County maximum flexibility in selecting the
 22 most advantageous times for such issuance, the County may provide needed capital funds by the
 23 issue and sale of its bond anticipation notes in one or more series from time to time (the "Notes")
 24 pursuant to the authority of Section 12 of Article 31 of the Annotated Code of Maryland, as
 25 amended, replaced or recodified from time to time (the "Bond Anticipation Note Act").

26 (1) The maximum principal amount of Notes issued pursuant to this Section which may be
 27 outstanding at any time shall be Eighty-Eight Million Two Hundred Fifty-Seven Thousand
 28 Dollars (\$88,257,000) unless and until otherwise provided by the County Council by act. The
 29 proceeds of the sale of the Notes, after any payment from such proceeds of the expenses of
 30 issuance of the Notes, shall be expended only on the public purposes or any applicable portion
 31 thereof for which the Bonds are authorized. Twelve months' interest on any issue of the Notes,

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

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

12 (3) None of the Notes shall be sold at less than the par value thereof except Commercial
 13 Paper Notes (as hereinafter provided), nor shall any such Notes bear interest at a rate in excess of
 14 the maximum interest rate, if any, specified by the County Council by public local law to be
 15 payable on obligations of Prince George's County, Maryland.

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

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

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

(5) In the event that any Notes (the "Outstanding Notes") issued hereunder are outstanding on the date that the Bonds in anticipation of which such Notes are issued are delivered in exchange for the purchase price thereof (the "Delivery Date"), the Director of Finance shall deposit with the paying agent for the Notes, or a trustee or escrow agent, on the Delivery Date (i) cash in an amount equal to the principal of the Outstanding Notes and/or (ii) direct obligations of, or obligations the payment of which is unconditionally guaranteed by, the United States of America, the principal of and interest on which will be sufficient without reinvestment to pay in a timely manner the principal of the Outstanding Notes when due whether at maturity or upon prior redemption. Such paying agent or trustee or escrow agent is hereby irrevocably directed to apply such cash or the proceeds of such obligations to the payment of the principal of the Outstanding Notes when due whether at maturity or upon prior redemption. The County may provide such cash or obligations from the proceeds of the sale of such Bonds or from any other funds legally available for such purpose. On the Delivery Date, the Director of Finance shall also deposit with the paying agent for the Outstanding Notes, or a trustee or escrow agent (i) cash in an amount equal to the interest on the Outstanding Notes and/or (ii) direct obligations of, or obligations the payment of which is unconditionally guaranteed by, the United States of America, the principal of and interest on which will be sufficient without reinvestment to pay in a timely manner interest on the Outstanding Notes when due whether at maturity, upon a regularly scheduled payment date or upon prior redemption. The County may provide such cash obligations from the proceeds of the sale of Bonds available for that purpose or from any other funds legally available for such purpose. Notwithstanding the foregoing, if the Delivery Date and the date on which the Outstanding Notes mature or are subject to redemption are in different fiscal years, and moneys for the payment of the interest on the Outstanding Notes have not been finally appropriated in the fiscal year in which the Bonds are delivered, and if the Delivery Date is after the date on which the budget for the succeeding fiscal year has been submitted to the County Council and provision for the payment of the interest on such Outstanding Notes has been made in such budget, in lieu of the deposit of such cash or obligations for the payment of interest on the Outstanding Notes, the County Executive, the Director of Finance and/or the Chief Administrative Officer may deliver a certificate on the Delivery Date of the Bonds stating that funds sufficient to pay the interest on the Outstanding Notes have been included in the budget for the next succeeding fiscal year (it being provided by the Bond Anticipation Note Act

that the Notes shall be payable from the first proceeds of the sale of the Bonds, or from the tax or other revenue which the County shall have previously determined to apply to the payment of the Bonds and the interest thereon). Upon the deposit with the paying agent for the Outstanding Notes, or a trustee or escrow agent, of cash and/or obligations sufficient to provide for the payment of the principal of and interest on such Notes when due, as described above, such Notes shall be deemed to be paid and no longer outstanding hereunder.

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

- (i) the identification of any series of Notes;
- (ii) the form of any Notes;
- (iii) the denominations of the Notes;
- (iv) the maturity of any Notes;
- (v) the manner of execution and authentication of any Notes;
- (vi) the rate or rates of interest of any Notes or the manner for determining the same;
- (vii) the interest payment dates of any Notes;
- (viii) the redemption provisions applicable to any Notes;
- (ix) the manner of sale of any Notes, which may be by private (negotiated) sale 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 or indebtedness of the County (including notes or indebtedness issued 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.

1 (8) References to "Bonds" in Sections 10 and 14 of this Act, to the extent applicable, shall
2 be deemed to include Notes.

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

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

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

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

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

31 (i) procedures to facilitate the prompt determination and approval of matters in connection

1 with the authorization, issuance, execution, sale, delivery and payment of and for Program
2 Notes;

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

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

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

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

28 Notes or Bonds are hereby authorized to be issued as short-term or demand obligations or
29 commercial paper, defined above as Variable Rate Demand Obligations, including obligations
30 that are required to be purchased or redeemed prior to stated maturity dates, bear interest at
31 variable rates and mature on dates established from time to time by a remarketing agent on the

1 basis of current market conditions. If any Bonds or Notes issued in accordance with this Section
 2 18 provide for the optional or mandatory redemption, tender or purchase thereof prior to stated
 3 maturity dates, the form of Bond or Note (as the case may be) may provide, to the extent
 4 permitted by law and determined by the County Executive, that the full faith and credit and
 5 taxing power of the County are pledged to the payment of the purchase or redemption price on
 6 the due dates for such payments.

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

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

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

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

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

22 SECTION 19. BE IT FURTHER ENACTED that, pursuant to an irrevocable election
 23 made by the County Executive on or before the issue date of such Bonds, the Bonds or any
 24 portion thereof may be issued as taxable build America bonds (on which the holder is entitled to
 25 a credit against federal income tax equal to 35 percent of the amount of interest payable by the
 26 issuer with respect to such bonds), or as taxable build America bonds that are qualified bonds
 27 (with respect to which the Secretary of the Treasury of the United States is to pay to the issuer 35
 28 percent of the interest payable on such bonds), as provided by Section 54AA of the Internal
 29 Revenue Code of 1986, as amended, added to said Code by Section 1531 of Title I of Division B
 30 of the American Recovery and Reinvestment Act of 2009, Pub. L. No. 111-5, 123 Stat. 115
 31 (2009).

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

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

30 SECTION 22. BE IT FURTHER ENACTED that the Refunding Bonds hereby authorized
 31 may be sold for a price at, above, or below par, plus, if so determined by the County Executive,

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

14 SECTION 23. BE IT FURTHER ENACTED that as determined by the County Executive,
 15 the Refunding Bonds (or any portion of them, as applicable) may be issued, sold and delivered as
 16 a single series of Refunding Bonds or as two or more series of Refunding Bonds, or may be
 17 consolidated for issuance, sale and delivery with other bonds of the County (including bonds
 18 sold for new money and/or refunding purposes) as contemplated by Section 2C of Article 31 of
 19 the Annotated Code of Maryland, as amended, replaced or recodified from time to time. The
 20 Refunding Bonds of each series issued solely pursuant to the authority of this Act shall each be
 21 designated "Prince George's County, Maryland General Obligation Public Improvement
 22 Refunding Bonds, Series 20___," and the Refunding Bonds of each series consolidated for
 23 issuance with other bonds of the County as authorized by this Section 23 shall each be
 24 designated "Prince George's County, Maryland General Obligation Consolidated Public
 25 Improvement Refunding Bonds, Series 20___", and, in the event any such Refunding Bonds are
 26 issued at more than one time, the County Executive may specify such additional designation as
 27 he or she shall deem appropriate. Moreover, the County Executive is hereby authorized to
 28 provide such other or alternative designation as he or she deems necessary or convenient.

29 SECTION 24. BE IT FURTHER ENACTED that pursuant to Section 27 of this Act, the
 30 County Executive shall determine (a) the principal amounts and maturities of each series of
 31 Refunding Bonds to be issued and (b) the portions of each series of Refunded Bonds to be

1 refunded with the proceeds of each series of Refunding Bonds; provided, however, that the
 2 issuance of any series of Refunding Bonds to refund all or any portion of one or more series of
 3 Refunded Bonds will effectuate and accomplish the public purpose of realizing savings to the
 4 County in the aggregate cost of debt service on either a direct comparison or a present value
 5 basis with respect to the portion of any series of Refunded Bonds being refunded or debt
 6 restructuring that in the aggregate effects such a reduction in the cost of debt service.

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

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

25 SECTION 25. BE IT FURTHER ENACTED that, for the purpose of paying the interest
 26 and redeeming and paying the Refunding Bonds, as they respectively mature or become subject
 27 to mandatory redemption, the County shall include in the levy in each and every fiscal year
 28 during which any of the Refunding Bonds are outstanding ad valorem taxes upon all the legally
 29 assessable property within the corporate limits of the County in rate and amount sufficient to
 30 provide for the payment, when due, of the interest on the Refunding Bonds payable during such
 31 fiscal year and the principal of all of the Refunding Bonds due in each such fiscal year; and in

1 the event the proceeds from taxes so levied in any such fiscal year shall prove inadequate for
 2 such purposes, additional taxes shall be levied, to the extent authorized by law, in succeeding
 3 fiscal years to make up such deficiency. The County may apply to the payment of the principal
 4 of and interest on the Refunding Bonds any funds received by it from the State of Maryland, the
 5 United States of America, or any agency or instrumentality of either, or from any other source, if
 6 such funds are granted for the purpose of assisting the County in obtaining public facilities of the
 7 class or classes of public facilities for which the Refunded Bonds refunded with the proceeds of
 8 the Refunding Bonds issued pursuant to this Act, or the respective portions of such Refunded
 9 Bonds, are authorized or may otherwise be lawfully applied to such payment; to the extent that
 10 any such funds are applied to such purposes in any fiscal year as provided herein, the taxes
 11 hereby required to be levied shall be reduced proportionately.

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

28 SECTION 26. BE IT FURTHER ENACTED that the County Council hereby determines that the
 29 Refunding Bonds are at present within the debt limit imposed by the Express Powers Act as shown
 30 below:

31 Assessable basis of taxable real property

(Fiscal Year 2010)	\$ 96,167,675,000
Assessable basis of taxable personal property	
and operating real property (Fiscal Year 2010)	\$ 2,909,129,000
Statutory debt limitation (Total sum of 6%	
of real property assessable basis and 15%	
of personal property/operating real property	
assessable basis)	\$ 6,206,429,850
Outstanding debt subject to debt limitation	\$ 698,977,333
Limit on additional debt	\$ 5,507,452,517
Maximum aggregate principal amount of	
Refunding Bonds authorized hereby	
(150% of the maximum principal amount of	
Bonds authorized by this Act)	\$ 132,385,500
Aggregate principal amount of general	
obligation debt authorized by other	
acts and not issued (excluding Bonds	
authorized by this Act)	\$ 1,118,463,000
Total principal amount of general	
obligation debt authorized and	
not issued (including the	
Refunding Bonds)	\$ 1,250,848,000

For the purpose of determining whether Refunding Bonds issued pursuant to this Act are within the debt limitation applicable to the County pursuant to the Express Powers Act at the time of issuance, the amount of Refunded Bonds shall be subtracted from, and the amount of Refunding Bonds shall be added to, the aggregate of the County's outstanding bonds and other evidences of indebtedness subject to such debt limitation.

SECTION 27. BE IT FURTHER ENACTED that, with respect to each series of Refunding Bonds sold pursuant to this Act, authority is hereby conferred on the County Executive to take the following actions and make the following commitments on behalf of the County:

(a) in the event any series of Refunding Bonds is sold at private (negotiated) sale as authorized by this Act, to sell such series of Refunding Bonds upon such terms as he or she

1 deems favorable under the existing market conditions to one or more banks, investment banking
 2 firms or other financial institutions that, in such official's judgment, offers to purchase such
 3 series of Refunding Bonds on terms such official deems favorable to the County under the
 4 existing market conditions;

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

9 (c) after considering any recommendations of the financial advisor to the County, if any, to
 10 fix and determine the date of any such series of Refunding Bonds, the schedule of annual
 11 maturities and/or sinking fund installments of any such series, the amount of any such series, the
 12 amounts and particular Refunded Bonds to be refunded with the proceeds of any such series of
 13 Refunding Bonds, and the interest rate or rates to be paid by the County with respect to any such
 14 series, including, without limitation, the payment dates for the payment of interest with respect to
 15 each maturity of any such series and all matters relating to the provision of bond insurance, if
 16 any, on all or any portion of the Refunding Bonds;

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

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

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

29 (g) to select a trust company or other banking institution as trustee, to hold the trust fund
 30 into which the proceeds of the sale of any Refunding Bonds issued hereunder may be deposited
 31 under the Refunding Act, to determine the terms of any such trust fund, including any provisions

1 relating to the payment of costs related to such trust fund, and to approve and deliver as a
 2 binding commitment of the County a trust or escrow agreement, pursuant to which such trust
 3 fund is established;

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

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

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

17 SECTION 28. BE IT FURTHER ENACTED that (1) references to "Bonds" in Sections 5,
 18 6 and 7, to the extent the Refunding Bonds are to be sold at public sale, and in Sections 9, 13, 14,
 19 15 and 16 of this Act shall be deemed to include the Refunding Bonds and (2) references to
 20 "bonds authorized by this Act" in Section 16 of this Act shall be deemed to include the
 21 Refunding Bonds, unless the context clearly indicates otherwise.

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

1 SECTION 30. BE IT FURTHER ENACTED that, the County Executive is hereby
2 authorized, on behalf of the County, to make such undertakings, covenants or agreements for the
3 benefit of the holders of the Bonds, the Notes (including, without limitation, the Program Notes)
4 or the Refunding Bonds, as applicable, with regard to secondary market disclosure as shall be
5 necessary or appropriate to comply with the provisions of Securities and Exchange Commission
6 Rule 15c2-12, as amended, modified or replaced from time to time ("SEC Rule 15c2-12"). Such
7 authority shall include (without limitation) the power to approve and enter into continuing
8 disclosure or dissemination agreements with any third party; the power to amend or modify any
9 such undertakings, covenants, agreements, or continuing disclosure or dissemination agreements,
10 to the extent permitted by SEC Rule 15c2-12; and the power to provide for the insertion of a
11 description regarding any such secondary market disclosure covenants or agreements in any
12 applicable notice of sale, bond purchase agreement or other purchase contract, and any
13 preliminary or final official statement, offering circular, official circular or similar offering
14 document. Such undertakings, covenants or agreements shall be binding upon the County and
15 the County hereby covenants and agrees to abide by any such undertakings, covenants or
16 agreements made in accordance with this Section for the benefit of the holders of the Bonds, the
17 Notes or the Refunding Bonds, as applicable.

18 SECTION 31. BE IT FURTHER ENACTED, that pursuant to the authority of Section 34
19 of Article 31 of the Annotated Code of Maryland, as amended, replaced or recodified from time
20 to time ("Section 34"), the County may enter into one or more interest rate exchange agreements
21 or contracts providing for payments based on levels of or changes in interest rates, or
22 combinations of the foregoing, in order to improve the management of debt service or interest
23 rate risks on all or any portion of the Bonds, the Notes or the Refunding Bonds authorized hereby
24 (the "Obligations") or to reduce the cost of servicing all or any portion of such Obligations. Any
25 such interest rate exchange agreement or contract may be entered into in connection with, or
26 incidental to, all or any portion of the Obligations prior to, at the time of, or subsequent to, the
27 issuance of any such Obligations, and may apply to such Obligations and any other general
28 obligation bonds or notes, revenue bonds or notes, or other evidences of indebtedness by
29 whatever name known or funds secured, issued by the County. In connection with any such
30 interest rate exchange agreements or contracts, the County may appoint any agents necessary to
31 implement and administer such agreements or contracts. Unless contrary to the provisions of

1 Section 34 or other applicable law, the County Executive is hereby authorized to determine,
 2 approve, authorize or provide for, after giving due consideration to the creditworthiness of the
 3 counterparty or counterparties and after consulting with the Director of Finance of the County
 4 and, if applicable, the financial advisor to the County: (1) the terms and conditions of the
 5 transaction, the final form of the agreement or contract and the final terms and conditions of the
 6 agreement or contract and (2) the appointment of any agents necessary to implement and
 7 administer such agreements or contracts and the terms of compensation therefor. Nothing
 8 contained in this Act shall be deemed to preclude the County Council by resolution from making
 9 or providing for any of the determinations authorized by Section 34. The provisions of this
 10 Section 30 shall be liberally construed to effectuate the provisions of Section 34.

11 SECTION 32. BE IT FURTHER ENACTED that, to the extent applicable, Sections 812
 12 and 813 of the Charter shall apply to the taxes levied as provided in this Act so long as such
 13 Sections shall remain in effect.

14 SECTION 33. BE IT FURTHER ENACTED that any and all determinations, approvals,
 15 authorizations, decisions, undertakings, specifications, covenants, agreements or provisions (by
 16 whatever terminology so specified) authorized to be made by the County Executive pursuant to
 17 the provisions of this Act shall be made by order of the County Executive unless otherwise
 18 expressly provided herein; provided that, unless contrary to the provisions of the County Charter
 19 or other applicable law, the County Executive is hereby expressly authorized to delegate by order
 20 to such official or officials designated in such order the power to make any such determinations,
 21 approvals, authorizations, decisions, undertakings, specifications, covenants, agreements or
 22 provisions or other matters and the manner in which to evidence the same. In addition, unless
 23 contrary to the provisions of the County Charter or other applicable law, the County Executive is
 24 hereby authorized by order to delegate to one or more appropriate County officials the authority
 25 granted to the County Executive by this Act to sign any documents, certificates or instruments,
 26 or to specify that one or more appropriate County officials in addition to the County Executive
 27 shall sign any such documents, certificates or instruments.

28 SECTION 34. BE IT FURTHER ENACTED that if any one or more of the provisions of
 29 this Act, including any covenants or agreements provided herein on the part of the County to be
 30 performed, should be contrary to law, then such provision or provisions shall be null and void
 31 and shall in no way affect the validity of the other provisions of this Act or of the Bonds, the

Notes or the Refunding Bonds.

SECTION 35. BE IT FURTHER ENACTED that the provisions of this Act are hereby declared to be severable; and, in the event that any section, subsection, paragraph, subparagraph, sentence, clause, phrase, or word of this Act is declared invalid or unconstitutional by a court of competent jurisdiction, such invalidity or unconstitutionality shall not affect the remaining words, phrases, clauses, sentences, subparagraphs, paragraphs, subsections, or sections of this Act, since the same would have been enacted without the incorporation in this Act of any such invalid or unconstitutional word, phrase, clause, sentence, subparagraph, subsection, or section.

SECTION 36. BE IT FURTHER ENACTED that this Act shall take effect forty-five (45) 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**

REGISTERED

UNITED STATES OF AMERICA
STATE OF MARYLAND

REGISTERED

No. R-__

\$_____

PRINCE GEORGE'S COUNTY, MARYLAND
GENERAL OBLIGATION
[CONSOLIDATED] PUBLIC IMPROVEMENT BOND, SERIES 200__

Interest Rate
(Per Annum)
____%

Maturity
Date

Original Issue
Date

CUSIP
Number

Registered Owner: Cede & Co.

Principal Amount: _____Dollars

Prince George's County, Maryland (the "County"), a political subdivision and a body corporate and politic of the State of Maryland, hereby acknowledges itself indebted for value received and promises to pay to the Registered Owner shown above or registered assigns on the Maturity Date shown above the Principal Amount 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 by wire or check as determined by the County upon presentation and surrender of this Bond on the date such principal is payable or if such date is not a County Business Day (hereinafter defined) then on the next succeeding County Business Day at the Office of the Director of Finance of the County (the "Paying Agent"). The interest payable on this Bond, and punctually paid or duly provided for on any interest payment date, will be paid semiannually on _____ and _____ in each year commencing _____ 200__ or if such date is not a County Business Day (hereinafter defined) then on the next succeeding County Business Day 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 [first day of the month in which such interest payment date occurs]. Payments 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 ten (10) days prior to such Special Record Date, at the address of such Registered Owner appearing on the Bond Register, or may be paid at any time in any other lawful manner not inconsistent with the requirements of any securities exchange on which the Bonds of this issue may be listed and upon such notice as may be required by such exchange. Interest will accrue from the most recent date to which interest has

been paid or, if no interest has been paid, from the Original Issue Date shown above.

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

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

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

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

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

[A portion of the Bonds is being issued for public school facilities. The principal of and interest on this portion of the Bonds are expected to be paid in the first instance from amounts on deposit in a separate school facilities surcharge account established in the County’s Capital Projects Fund subject to availability and appropriation for such purpose. A school facilities surcharge in the amount of \$12,000 is imposed by the County on new residential construction for which a building permit is applied (subject to partial exemptions in some regions). The surcharge is subject to adjustment for inflation. The surcharge is collected by the County from the builder at the time a building permit is issued for the dwelling unit. Under State law, the

surcharge does not apply to mixed retirement developments, elderly housing, multi-family housing designated as student housing within 1.5 miles of the University of Maryland, College Park Campus, or any property located in an infrastructure-financing district approved prior to January 1, 2000. Pursuant to State law, revenue collected from the school facilities surcharge is required to be deposited in a separate account and can only be used to pay for additional or expanded public school facilities or debt service on bonds issued for such facilities or for new school construction.]

[A portion of the Bonds is being issued for school renovation facilities. The principal and interest on this portion of the Bonds are expected to be paid in the first instance from amounts on deposit in a separate Telecommunication Tax-Supported School Renovation Projects account established in the County's Capital Projects Fund, subject to availability and appropriation for such purpose. Article 24, Section 9-606 of the Annotated Code of Maryland, as amended, authorizes the County to levy and collect a sales and use tax on telecommunication service provided in the County at a rate not less than 5%. The Telecommunication Tax included in the County's Operating Budget for fiscal year 20__ is __%. Each vendor providing telecommunication service in the County is required to collect the tax on behalf of, and remit the tax to, the County. Of the net proceeds of the revenue from the telecommunications tax, at least ninety percent (90%) is to be used for school system operating expenditures, and the remainder is to be used to pay for capital expenditures for school renovation projects or debt service on the bonds issued by the County for school renovation projects.]

[A portion of the Bonds is being issued for mass transit facilities. The principal and interest on this portion of the Bonds will be payable in the first instance from a separate ad valorem tax levied and collected by the County on behalf of the Washington Suburban Transit Commission ("WSTC"). WSTC is authorized to direct the levy of a property tax on all taxable real and personal property in the County pursuant to the Washington Suburban Transit District Act (Chapter 870 of the Laws of Maryland, 1965), as amended. The County Attorney is of the opinion that real property taxes levied by WSTC are not subject to the limitations set forth in Sections 812 and 813 of the Charter.]

[A portion of the Bonds is being issued for stormwater management facilities. The principal and interest on this portion of the Bonds will be payable in the first instance from amounts on deposit in the Stormwater Management District Fund ("Stormwater Fund"). The County, by the adoption of CB-__-200_, has covenanted to levy in each fiscal year during which this portion of the Bonds is outstanding a direct ad valorem tax upon all property assessed for the purposes within the Stormwater Management District established pursuant to Subtitle 2 of Title 3 of Article 29 of the Annotated Code of Maryland ("Stormwater District"), at a rate sufficient to produce the amount needed to pay, in addition to the other costs of stormwater facilities to be paid from amounts in the Stormwater Fund, such principal and interest coming due during such fiscal year, and in the event the proceeds from the taxes so levied in any such fiscal year shall prove insufficient for such payment, to levy additional taxes within the Stormwater District in succeeding fiscal years to make up such deficiency.]

[A portion of the Bonds is being issued for solid waste management facilities. The principal and interest on this portion of the Bonds are expected to be paid in the first instance from net income of the County's Solid Waste Enterprise fund, subject to availability and

appropriation for such purpose.]

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

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

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

PRINCE GEORGE'S COUNTY, MARYLAND

By: _____
JACK B. JOHNSON
County Executive

(SEAL)

Attest:

Redis C. Floyd
Clerk of the County Council

CERTIFICATE OF AUTHENTICATION

Date of Authentication and Registration: _____

This is one of the registered bonds of Prince George's County, Maryland General Obligation [Consolidated] Public Improvement Bonds, Series 200_, of Prince George's County, Maryland.

PRINCE GEORGE'S COUNTY, MARYLAND
as Bond Registrar

By: _____
Authorized Officer

PRINCE GEORGE'S COUNTY, MARYLAND
GENERAL OBLIGATION
[CONSOLIDATED] PUBLIC IMPROVEMENT BOND, SERIES 200_

This Bond is one of a duly authorized issue of general obligation bonds of the County, designated "Prince George's County, Maryland General Obligation [Consolidated] Public Improvement Bonds, Series _____," all dated _____, 200_, and all of like tenor and effect except as to numbers, interest rates, denominations, maturities and option of redemption. The Bonds are issued under the authority of Article 25A of the Annotated Code of Maryland, as amended, the Charter of Prince George's County, Maryland (the "County Charter"), Council Bills CB-_____ (collectively, the "Authorization Ordinances"), the bond enabling acts cited in the Authorization Ordinances (the "Enabling Acts") and the Executive Orders of the County Executive (the "Executive Orders"), including Executive Order No. __-200_ and Executive Order No. __-200_. The terms of the Bonds include those stated in the Authorization Ordinances and Executive Orders, and the Bonds are subject to all such terms. The Registered Owner of this Bond is referred to the Authorization Ordinances and the Executive Orders for a complete statement of such terms, to which the Registered Owner hereof, by acceptance of this Bond, assents.

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 the maturities, but not necessarily continuously consecutively, from No. 1 prefixed by the letter "R". Said Bonds bear interest at the following rates per annum, and mature and are payable on _____ in the following years and aggregate amounts:

_____	Principal Amount (\$)	Interest Rate (%)
2010		
2011		
2012		
2013		
2014		
2015		
2016		
2017		
2018		
2019		
2020		
2021		
2022		
2023		
2024		
2025		
2026		
2027		
2028		
2029		

The County will provide services as Bond Registrar to open books for the registration and for the transfer of registered Bonds. This Bond will be transferable only upon the Bond Register kept at the Office of the Director of Finance of the County by the Registered Owner in person, or

by his or her attorney duly authorized in writing, upon surrender together with a written instrument of transfer in the form attached hereto and satisfactory to the Bond Registrar duly executed by the Registered Owner or duly authorized attorney.

This Bond may be transferred or exchanged at the office of the Bond Registrar. Upon any such transfer or exchange, the County shall issue a new registered Bond or Bonds of any of the authorized denominations in aggregate principal amount equal to the principal amount of the Bond transferred or exchanged or the unredeemed portion thereof, and maturing on the same date and bearing interest at the same rate. In each case, the Bond Registrar may require payment by the Registered 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 Registered Owner hereof for such exchange or transfer. Said new Bond or Bonds will be delivered to the transferee only after due authentication thereof by any authorized signatory of the Bond Registrar. The Bond Registrar shall not be required to transfer or exchange any Bond after the mailing of a notice calling such Bond for redemption has been made, or during the period of fifteen (15) days next preceding mailing of a notice of redemption.

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 _____, 20__, are subject to redemption prior to their respective maturities in whole or in part on _____, 20__ or at any time thereafter, at the option of the County and in the order of maturity directed by the County, at the following redemption price expressed as a percentage of the principal amount of Bonds or portions thereof to be redeemed plus accrued interest thereon to the date fixed for redemption:

<u>Period During Which Redeemed</u>	<u>Redemption Price</u>
_____, 20__ and thereafter	_____%

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

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

If, in accordance with the foregoing option, the County elects to redeem all outstanding Bonds, or less than all, it will give notice described herein of its intention to redeem by letter mailed first class, postage prepaid, to the Registered Owners of such Bonds at least thirty (30) days prior to the date fixed for such redemption, at the addresses of such Registered 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 proceedings for the redemption of the Bonds for which notice was properly given. Said notice shall state for all Bonds being redeemed: the maturity date, certificate numbers, redemption date, redemption price, the address of the office of the Bond Registrar and Paying Agent with a contact person and telephone number, whether the Bonds are being redeemed in whole or in part and shall also state that the interest of 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 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 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, _____ Bond Counsel for the County, rendered an opinion to the County approving the legality of the Bonds. The executed originals of said opinions and supporting documents relative to the Bonds, of which this Bond is one, may be examined at the office of the undersigned, Upper Marlboro, Maryland.

County Executive

(ASSIGNMENT)

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

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

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

Date: _____

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

Signature guaranteed:

(Signature of Registered Owner)

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

NOTICE: The signature of 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.

PAYMENT GRID

In the event of a partial redemption or similar transaction necessitating a reduction in the Principal Amount shown above (except in the case of final maturity, in which case this Bond must be presented to the County for payment), the Registered Owner shown above may make a notation on the payment grid below indicating the amount of such reduction in the Principal Amount shown above and the outstanding Principal Amount (the “Outstanding Principal Amount”); provided, however, that no such notation indicating the Outstanding Principal Amount hereunder shall be binding upon the County, whose obligation with respect to such Outstanding Principal Amount shall be determined by the payment record maintained by the County.

Date of Payment	Principal Amount Paid	Principal Amount Outstanding	Holder Signature

ATTACHMENT 3
FORM OF NOTICE OF SALE
PRINCE GEORGE'S COUNTY, MARYLAND

\$ _____ **GENERAL OBLIGATION [CONSOLIDATED]**
PUBLIC IMPROVEMENT BONDS, SERIES 200_

SEALED BIDS or ELECTRONIC BIDS will be received by the County Executive of Prince George's County, Maryland (the "County") or by the Director of Finance, acting with the authority of the County Executive, in Suite 3200, 3rd Floor, County Administration Building, 14741 Governor Oden Bowie Drive, Upper Marlboro, Maryland 20772, for the purpose of the Prince George's County, Maryland General Obligation [Consolidated] Public Improvement Bonds, Series 200_, until:

____:00 a.m. Prevailing Eastern Time, _____, _____, 200_*

ELECTRONIC BIDS must be submitted to the i-Deal LLC/Parity BiDCOMP Competitive Bidding System at the place and time on the sale date indicated above. Sealed written bids and electronic bids will be subject to the terms and conditions of this complete Notice of Sale. Further information about PARITY/BiDCOMP, including any fee charged, may be obtained from PARITY/BiDCOMP, 1359 Broadway, 2nd Floor, New York, New York 10018, (212) 849-5029.

NO ELECTRONIC BID WILL BE ACCEPTED UNLESS THE BIDDER HAS SUBMITTED A FINANCIAL SURETY BOND OR A BID CHECK IN THE AMOUNT REQUIRED FOR THE GOOD FAITH DEPOSIT.

If any provision of this Notice of Sale shall conflict with the information provided by BiDCOMP/PARITY as the approved provider of electronic bidding services, this Notice of Sale shall control.

Maturities: The Bonds will be dated _____, 200_ and will mature annually and/or be payable in annual sinking fund installments, subject to prior redemption of the Bonds described herein, on the fifteenth day of _____ in the following years and principal amounts:

\$ _____ **General Obligation [Consolidated] Public Improvement Bonds,**
Series 200_

<u>Maturity</u>	<u>Principal</u> <u>Amount</u>	<u>Maturity</u>	<u>Principal</u> <u>Amount</u>
2010	\$	2020	
2011		2021	
2012		2022	

2013	2023
2014	2024
2015	2025
2016	2026
2017	2027
2018	2028
2019	2029

*Preliminary, subject to change and/or adjustment as provided herein. **Callable maturities

Adjustments to Maturity Schedule: Pre-sale, the County reserves the right to increase or decrease the aggregate principal amount of the Bonds and/or change the maturity schedule set forth above from time to time up until 9:30 a.m. prevailing Eastern Time on the date of sale. Any pre-sale revisions to the maturity schedule will be made available on the BiDCOMP/Parity/www.i-dealprospectus.com system no later than 9:30 a.m. prevailing Eastern Time on the date of sale. In the event any such pre-sale revisions are made to the maturity schedule and so communicated not later than 9:30 a.m. prevailing Eastern Time on the date of sale, the last pre-sale revisions so published shall constitute the applicable maturity schedule for purposes of submitting electronic or sealed written bids with respect to the Bonds.

Serial and/or Term Bonds: Bidders may designate in their proposals two or more consecutive annual principal payments beginning no earlier than _____, 20__ and in any year thereafter as a term bond which matures on the maturity date of the last annual principal payment of the sequence. The stated maturity date for any such term bond so designated may not be earlier than _____, 20__. Only one or two such sequences may be designated as term bonds. Any term bond so designated shall be subject to mandatory sinking fund redemption in each year on the principal payment date and in the entire final principal amount of each annual principal payment designated for inclusion in such term bond.

Form of Bonds: The Bonds will be issued in fully registered form and sold through a book-entry system with no physical distribution of bond certificates made to the public. One bond certificate for each maturity will be issued to Cede & Co., the partnership nominee of The Depository Trust Company, New York, New York ("DTC"), and immobilized in DTC's custody. The book-entry system will evidence ownership of the Bonds in the principal amount of \$5,000 and integral multiples thereof, with transfers of ownership interests of each actual purchaser of a Bond effected on the records of DTC and its participants. The successful bidder, as a condition to delivery of the Bonds, shall be required to deposit the bond certificates with DTC, registered in the name of Cede & Co., DTC's partnership nominee.

DTC may determine not to continue to act as securities depository for the Bonds at any time by giving notice to the County. The County may determine to select a different securities depository or the County may determine not to continue the book-entry system at any time by giving notice to DTC. If the County does not identify another qualified securities depository to

replace DTC, the County will deliver replacement bonds in the form of fully registered certificates.

Principal and Interest Payments: So long as the Bonds are held by DTC under a book-entry only system, payments of the principal of and interest on the Bonds will be made to Cede & Co., or other nominee of DTC, as registered owner of the Bonds, on the date such payment is due or if such date is not a Business Day (hereinafter defined) then on the next succeeding Business Day (or as otherwise required by DTC). Interest on the Bonds from _____, 200_ is payable on _____, 200_ and semiannually thereafter on _____ and _____ of each year until maturity, unless the Bonds are redeemed prior to maturity.

Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC, and transfer of principal and interest payments to beneficial owners of the Bonds by participants of DTC will be the responsibility of such participants and other nominees of beneficial owners. The County will not be responsible or liable for such transfers of payments or for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

"Business Day" means any day of the year on which (i) banking institutions in 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 Executive Order of the County Executive of the County to be closed.

The County will act as the Bond Registrar and as the Paying Agent for the Bonds (the "Bond Registrar and Paying Agent"). The office of the Bond Registrar and Paying Agent is located at the Office of the Director of Finance, County Administration Building, Suite 3200, 14741 Governor Oden Bowie Drive, Upper Marlboro, Maryland 20772.

All payments of the principal and interest on the Bonds shall be in such coin or currency of the United States as at the time of payment is legal tender for payment of public and private debts. If the book-entry only system of registration is discontinued, interest on the Bonds will be payable by check mailed by the Bond Registrar and Paying Agent to the persons in whose names the Bonds are registered as of the close of business on the first day of the month in which such interest payment date occurs at the addresses as they appear on the registration books maintained by the Bond Registrar and Paying Agent, and the principal of the Bonds and any redemption premium will be paid upon presentation and surrender of the Bonds at the office of the Bond Registrar and Paying Agent.

Optional Redemption: Outstanding Bonds maturing on or before _____, 20__, are not subject to redemption prior to their maturity. Outstanding Bonds maturing on or after _____, 20__ are subject to redemption prior to maturity, in whole or in part, on _____, 20__ or at any time thereafter, at the option of the County and in the order of maturity directed by the County, on at least thirty (30) days' notice, at the following redemption price, expressed as a percentage of the principal amount of the Bonds or portions

thereof to be redeemed, plus accrued interest thereon to the date fixed for redemption:

<u>Redemption Period</u>	<u>Redemption Price</u>
_____, 20__ and thereafter	____%

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

Authority to Issue: The Bonds are being issued under the authority of Section 5(P) of Article 25A of the Annotated Code of Maryland, as amended (the "Enabling Law"), the County Charter, the Authorization Ordinances identified in the next sentence, the bond enabling laws cited in the Authorization Ordinances (the "Enabling Acts") and certain orders of the County Executive. The following County Council Bills provide authority for the Bonds: CB-____ (collectively, the "Authorization Ordinances").

Purpose: The Bonds are being issued to provide funds for financing, in whole or in part, the costs of planning, construction, reconstruction, establishment, extension, enlargement, demolition, improvement or acquisition of certain capital projects, including public school facilities, roads and bridges, libraries, community college facilities, fire stations, stormwater management facilities, environmental resource facilities, solid waste facilities, mass transit facilities, health facilities and County buildings.

Sources of Payment: The County has pledged its full faith and credit and taxing power for the payment of the principal of and interest on the Bonds. To provide for the payment of the Bonds, the County is empowered and directed to levy ad valorem taxes upon all legally assessable property within the corporate limits of the County; such tax is subject, however, to the limitations set forth in Sections 812 and 813 of the County Charter. Section 812 provides, in part, that the County shall not levy "a real property tax which would result in a total collection of real property taxes greater than the amount collected in fiscal year 1979; [except that the County] may levy a real property tax which would result in a total collection of real property taxes greater than the amount collected in fiscal year 1979 if the real property tax rate does not exceed Two Dollars and forty cents (\$2.40) for each One Hundred Dollars (\$100.00) of assessed value." Section 813 provides that any ordinance or resolution levying or charging taxes or certain fees in excess of the amount levied or charged in the preceding fiscal year shall be referred to a referendum of the qualified voters of the County. In the 2000 legislation session, the State legislature enacted a law providing that beginning fiscal 2002, the property tax for real property shall be applied to 100 percent, instead of 40 percent, of the phase-in value of the real property and that the tax rate shall be adjusted to make the impact revenue neutral. Such State law also provides that any limit on a local real property tax rate in a local law or charter provision shall be construed to mean a rate equal to 40 percent times the rate stated in the local law or charter provision. Pursuant to this new law, the tax rate is \$0.96 for real property and \$2.40 for personal property upon each \$100 assessed value of all assessable property, real and personal, assessed according to the State law and subject to taxation in the County.

[Portions of the principal amount of the Bonds are expected to be expended as follows: \$_____ * is for capital expenditures for school facilities, \$__ * is for capital expenditures for school renovation projects, \$__ * is for capital expenditures for mass transit projects, \$_____ * is for capital expenditures for stormwater management facilities and \$__ * is for capital expenditures for solid waste facilities. The allocable portions of debt service on these Bonds in the first instance is expected to be paid in their entirety from distinct and separate chargeable revenue sources. Principal and interest on (i) \$_____ * Bonds is expected to be payable in the first instance from amounts on deposit in a separate school facilities surcharge account, (ii) \$_____ * Bonds is expected to be payable in the first instance from amounts on deposit in a separate school renovation projects account supported by up to 10% of sales and use tax levied by the County on telecommunication service in the County, (iii) \$_____ * Bonds will be payable in the first instance from a separate tax levied and collected by the County on behalf of the Washington Suburban Transit Commission, (iv) \$_____ * Bonds will be payable in the first instance from amounts on deposit in the Stormwater Management Fund from a separate ad valorem unlimited tax levied by the County upon all property assessed for the purposes within the Stormwater Management District, and (v) \$_____ * Bonds is expected to be payable in the first instance from net income of the County's Solid Waste Enterprise Fund.]

Minority Participation: The County encourages each bidder for the Bonds to make a good faith effort to include minority business enterprises in the syndicate purchasing the Bonds. Each bidder is requested to submit with its bid a listing of the initial members of the purchasing syndicate, setting forth the initial contribution of each member and identifying the minority business enterprises with an asterisk(*). Upon request, the Director of Finance of the County and the Financial Advisor to the County will make available a non-exclusive list of underwriters and investment bankers the County has identified as minority business enterprises.

Price and Interest Rate Bid: Each bidder shall submit one bid on an "all-or-none" basis. Each proposal must specify the amount of the bid for the Bonds, which must be not less than par, and must specify the rate or rates of interest to be paid thereon. Each rate of interest shall be a multiple of one-twentieth (1/20) or one-eighth (1/8) of one percent, but all Bonds of any one maturity must bear interest at the same rate. Any rate named may be repeated. The difference between the maximum and minimum interest rates may not be greater than 3%. A zero rate may not be named. For maturities from 20__ through 20__, inclusive, no interest rate may be bid that is lower than the interest rate in the immediately preceding year.

Acquisition of Insurance at the Bidder's Option: The County has requested MBIA Insurance Corporation, AMBAC Assurance Corporation, Financial Security Assurance Inc. and Financial Guaranty Insurance Company (FGIC) to qualify the Bonds for municipal bond insurance.

* Preliminary, subject to change.

If the Bonds qualify for issuance of any policy of municipal bond insurance any purchase of municipal bond insurance or commitment therefor shall be made at the sole option and expense of the bidder and any increased costs of issuance of the Bonds resulting by reason of

such insurance (including, without limitation, the premium for any such policy of municipal bond insurance and the fees of any rating agencies in connection therewith) shall be paid by such bidder. Any failure of the Bonds to be so insured or of any such policy of insurance to be issued shall not in any way relieve the purchaser of its contractual obligations arising from the acceptance of its proposal for the purchase of the Bonds.

Form of Non-Electronic Bids: Non-electronic bids must be submitted on the prescribed form accompanying this Notice of Sale and must be enclosed in a sealed envelope addressed "Director of Finance, Prince George's County, Maryland, Suite 3200, 3rd Floor, County Administration Building, 14741 Governor Oden Bowie Drive, Upper Marlboro, Maryland 20772", and marked on the outside "Bid for Bonds." Non-electronic bids must be received by __:__ a.m., prevailing Eastern Time, on ____, 200_. The time as reflected on PARITY shall be deemed to be the official prevailing Eastern Time.

Each bid should be accompanied by a listing of the members of the purchasing syndicate, setting forth the contribution of each member and designating minority business enterprises with an asterisk(*).

Electronic Bids: Electronic bids will be received via PARITY, in the manner described below, until __:__ a.m., prevailing Eastern Time, on ____, 200_.

Bids may be submitted electronically via PARITY pursuant to this notice until __:__0 a.m., prevailing Eastern Time, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY conflict with this notice, the terms of this notice shall control. For further information about PARITY, potential bidders may contact PARITY at i-Deal LLC (817) 885-8900 or (212) 849-5021.

Disclaimer: Each prospective electronic bidder shall be solely responsible to submit its bid via PARITY as described above. Each prospective electronic bidder shall be solely responsible to make necessary arrangements to access PARITY for the purpose of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the County nor PARITY shall have any duty or obligation to provide or assure access to PARITY to any prospective bidder, and neither the County nor PARITY shall be responsible for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by PARITY. The County is using PARITY as a communication mechanism, and not as the County's agent, to conduct the electronic bidding for the Bonds. The County is not bound by any advice and determination of PARITY to the effect that any particular bid complies with the terms of this Notice of Sale and in particular the bid parameters set forth herein. All costs and expenses incurred by prospective bidders in connection with their submission of bids via PARITY are the sole responsibility of the bidders; and the County is not responsible, directly or indirectly, for any such costs or expenses. If a prospective bidder encounters any difficulty in submitting, modifying, or withdrawing a bid for the Bonds, such bidder should telephone PARITY at i-Deal LLC (817) 885-8900 or (212) 849-5021 and notify the County's Financial Advisor, Public Advisory Consultants, Inc., by facsimile at (410) 581-9808.

Electronic Bidding Procedures: Electronic bids must be submitted for the purchase of the Bonds (all or none) via PARITY. Bids will be communicated electronically to the County at

__:__ a.m., prevailing Eastern Time, on _____, _____ 200_*. Prior to that time, a prospective bidder may (1) submit the proposed terms of its bids via PARITY, (2) modify the proposed terms of its bid, in which event the proposed terms as last modified will (unless the bid is withdrawn as described herein) constitute its bid for the Bonds, or (3) withdraw its proposed bid. Once the bids are communicated electronically via PARITY to the County, each bid will constitute an irrevocable offer to purchase the Bonds on the terms therein provided. For purposes of the electronic bidding process, the time as maintained on PARITY shall constitute the official time.

*Preliminary, subject to change.

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

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

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

The award of the Bonds, if made, will be made as promptly as possible after the bids are opened to the bidder offering the lowest interest rate to the County. The lowest interest rate shall be determined in accordance with the true interest cost (TIC) method by doubling the semiannual interest rate (compounded semiannually) necessary to discount the debt service payments from the payment date to the sale date of the Bonds and to the price bid, excluding

interest accrued to the date of delivery. If two or more responsible bidders have made proposals for the Bonds, each of which represents the lowest true interest cost to the County, then the Bonds shall be awarded to the bidder offering the highest premium, and, if the highest premium is offered by two or more such bidders or if no premium is bid by any of such bidders, then the Bonds may be awarded, with their consent, in a ratable portion among such bidders, or the County may, in its sole discretion, determine to which of such bidders the Bonds will be awarded. The judgment of the Director of Finance shall be final and binding upon all bidders with respect to the form and adequacy of any bid received and as to its conformity to the terms of this Notice of Sale.

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

Delivery and Payment: The Bonds will be delivered at __:__ a.m. prevailing Eastern Time on ____, 200__* or at such other time or on such earlier or later date as shall be mutually agreed upon by the County and the successful bidder (the "Closing"), at the expense of the County, at the offices of DTC in New York, New York, or at such other place as shall be mutually agreed upon by the County and the successful bidder, upon payment of the amount of the successful bid (including any premium), plus accrued interest to the date of delivery, less the amount of the good faith deposit. Such payment shall be made in federal funds by wire transfer to a designated bank account of the County. At the time of Closing, there will be delivered to the successful bidder at the office of _____, the other closing documents hereinafter mentioned and the successful bidder will provide evidence satisfactory to the County that funds have been transferred and are immediately available to the County. It is anticipated that separate CUSIP identification numbers for each maturity will be printed on the Bonds, but neither the failure to print any such number on any bond nor any error with respect thereto shall constitute cause for a failure or refusal by the successful bidder to accept delivery of and pay for the Bonds in accordance with the terms of this Notice of Sale.

When delivered, the Bonds shall be duly executed and authenticated and registered in the name of Cede & Co., the partnership nominee of DTC, with one Bond representing each maturity of the Bonds, each in the aggregate principal amount of such respective maturity.

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

Legal Opinion: The issuance of the Bonds will be subject to legal approval by _____ whose approving opinion will be delivered upon request, without charge, to the successful bidder for the Bonds.

Official Statement: Within seven (7) business days after the award of the Bonds to the successful bidder on the date of sale, the County will authorize and deliver to the successful bidder an Official Statement, which is expected to be substantially in the form of the Preliminary Official Statement referred to below. If so requested by the successful bidder at or before the close of business on the date of the sale, the County will include in the Official Statement pricing and other information with respect to the terms of the reoffering of the Bonds by the successful bidder (the "Reoffering Information"). If no Reoffering Information is specified and furnished by the successful bidder, the Official Statement will include the interest rates on the Bonds resulting from the bid of the successful bidder and the other statements with respect to reoffering contained in the Preliminary Official Statement. The successful bidder shall be responsible to the County and its officials for the Reoffering Information, and for all decisions made by the successful bidder with respect to the use or omission of the Reoffering Information in any reoffering of the Bonds, including the presentation or exclusion of any Reoffering Information in any documents, including the Official Statement. The successful bidder will also be furnished, without cost, with up to 300 copies of the Official Statement (and any amendment or supplement thereto that is prepared other than as a result of incorrect underwriting information or Reoffering Information furnished by the successful bidder or that is prepared because of a failure of the successful bidder).

The County will undertake to provide the successful bidder with further additional information to be included in such Official Statement when, in the opinion of the County or of Bond Counsel, such additional information constitutes a material change to such Official Statement. The County will take such steps as are necessary to arrange for amending and supplementing the Official Statement in connection with the disclosure of such additional information; provided, however, that the County shall have no obligation to provide such additional information after the date which is 25 days after the "end of the underwriting period," as such term is defined in Securities and Exchange Commission Rule 15c2-12. The successful bidder for the Bonds agrees to provide promptly copies of the Official Statement to a nationally recognized municipal securities information repository in accordance with Securities and Exchange Commission Rule 15c2-12.

Continuing Disclosure: In order to assist bidders in complying with Rule 15c2-12(b)(5) of the Securities and Exchange Commission, the County will undertake, pursuant to a Continuing Disclosure Certificate, to provide (i) certain financial information and operating data annually, and (ii) notices of the occurrence of certain events, if material. A description of this undertaking is set forth in the Preliminary Official Statement and also will be set forth in the final Official Statement.

It shall be a condition to the obligation of the successful bidder to accept delivery of and pay for the Bonds that simultaneously with or before delivery and payment for the Bonds, such successful bidder shall be furnished with a fully-executed copy of the Continuing Disclosure Certificate.

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

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

The successful bidder for the Bonds, by submitting its bid, agrees to provide a comparative coupons and yields statement for an uninsured transaction if it bids with insurance and a certificate acceptable to Bond Counsel stating: (i) the reoffering prices, expressed as a percentage of par, to the public of each maturity of the Bonds (the "Reoffering Prices"); (ii) that the successful bidder has made a bona fide public offering of the Bonds at the Reoffering Prices; and (iii) that a substantial amount of the Bonds was sold to the public (excluding bond houses, brokers and other intermediaries) at such Reoffering Prices. Bond Counsel advises that (i) such certificate must be made on the best knowledge, information and belief of the successful bidder, (ii) the sale to the public of 10% or more in par amount of the Bonds of each maturity at the Reoffering Prices would be sufficient to certify as to the sale of a substantial amount of the Bonds, and (iii) reliance on other facts as a basis for such certification would require evaluation by Bond Counsel to assure compliance with the statutory requirement to avoid the establishment of an artificial price for the Bonds.

Right to Modify or Amend Notice of Sale; Right to Change Sale: The County reserves the right to modify or amend this Notice of Sale, including as described under "Adjustments to Maturity Schedule" above. If any modifications occur, they will be made available on the BiDCOMP/Parity/www.idealprospectus.com system no later than 9:30 a.m. prevailing Eastern Time on the date of sale, and bidders shall submit their electronic or sealed written bids based on the terms of this Notice of Sale, as so modified. In addition, the County reserves the right to change the date of sale. Any such change will be communicated through the BiDCOMP/Parity/www.i-dealprospectus.com system. If any date fixed for the receipt of bids and sale of the Bonds is changed, any alternative sale date and time and any revised date of expected delivery will be announced via the BiDCOMP/Parity/www.i-dealprospectus.com system at least 24 hours prior to such alternative sale date and time.

Contact Persons: The Preliminary Official Statement concerning the Bonds, together with the Notice of Sale and the required form of Bid for Bonds, and a list of underwriters and investment bankers that the County has identified as minority business enterprises, will be supplied to prospective bidders upon request made to the Director of Finance of Prince George's County, Maryland, County Administration Building, Suite 3200, 14741 Governor Oden Bowie Drive, Upper Marlboro, Maryland 20772, (301) 952-5025; or from Public Advisory Consultants, Inc., 25 Crossroads Drive, Suite 402, Owings Mills, Maryland 21117, (410) 581-4820. Such Preliminary Official Statement is deemed final as of its date by the County for purposes of Securities and Exchange Commission Rule 15c2-12 but is subject to revision, amendment and completion in the Official Statement referred to above.

PRINCE GEORGE'S COUNTY, MARYLAND

By: _____
 Jack B. Johnson
 County Executive

BID FOR BONDS

__:__ a.m.

Prevailing Eastern Time

____, 200__*

Director of Finance
 Prince George's County, Maryland
 Suite 3200, 3rd Floor
 County Administration Building
 14741 Governor Oden Bowie Drive
 Upper Marlboro, Maryland 20772

Dear Director of Finance:

Subject to the provisions and in accordance with the terms of the Notice of Sale, which is incorporated by reference and made a part of this Bid for Bonds, we offer to purchase the obligations of Prince George's County, Maryland, described in such Notice of Sale, being \$_____* in aggregate principal amount of the Prince George's County, Maryland General Obligation [Consolidated] Public Improvement Bonds, Series 200_ (the "Bonds"). Such Bonds are to be dated __ __, 200__, to mature on the several years shown below in the tables below (subject to prior redemption as provided in such Notice of Sale) and to bear interest at the rates per annum set opposite such years, respectively, in said tables. The Bonds will bear interest at the rates shown in the tables:

\$_____* General Obligation [Consolidated] Public Improvement Bonds, Series 200_

MATURITIES, AMOUNTS AND INTEREST RATES TABLE

Maturity	Principal <u>Amount*</u>	Interest Rate <u>(Per Annum)</u>	Maturity	Principal <u>Amount*</u>	Interest Rate <u>(Per Annum)</u>
2010	\$		2020	\$	
2011			2021		
2012			2022		
2013			2023		
2014			2024		
2015			2025		

2016	2026
2017	2027
2018	2028
2019	2029

*Preliminary, subject to change and/or adjustment as described in the Notice of Sale

(CROSS OUT SERIAL BOND MATURITIES BEING PURCHASED AS TERM BONDS)

We are designating the following years as term bonds maturing _____ of the years and bearing interest at the rates indicated:

<u>First Year of Mandatory Sinking Fund Redemption</u>	<u>Year of Term Bond Maturity</u>	<u>Interest Rate</u>
--	---------------------------------------	----------------------

[LEAVE BLANK IF NO BONDS ARE SPECIFIED]

_____	_____	_____ %
_____	_____	_____ %

We will pay amounts equal to the par value of
The Bonds \$ _____
Plus a premium in the amount of \$ _____
Total of the Bonds \$ _____

And also accrued interests from _____, 200_, to the date of the delivery of the Bonds
\$ _____

We enclose herewith (check one): (i) a certified check upon, or a cashier's or treasurer's check drawn on, a responsible financial institution, payable to the order of Prince George's County, Maryland, in the amount of \$ _____, (ii) or a financial surety bond naming the County as beneficiary, which check or financial surety bond is to be applied in accordance with the Notice of Sale.

_____	Certified Cashier's or Treasurer's Check
_____	Financial Surety Bond

If we are the successful bidder for the Bonds, we agree to comply with all of the obligations and requirements of the Notice of Sale.

Firm:

And Associates (see list attached) (1)

By: _____

Authorized Signature

Telephone (_____)

Fax (_____)

NOTE: NOT A PART OF THIS BID. Aggregate amount of interest from date of the Bonds to final maturity and the true interest cost of this proposal, determined in accordance with the method described in the Notice of Sale, is:

Aggregate amount of interest from date of Bonds to final maturity	\$ _____
True interest cost	_____ %

(1) Please note: The list of Associates attached should set forth the contribution of each member of the syndicate and designate minority business enterprises with asterisks as required in the Notice of Sale.