

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

Kingdom Square

June 29, 2018

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

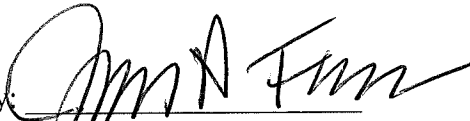
On October 26, 2010, the County adopted Council Resolution CR-110-2010, which approved the development's compliance with the County's then current Tax Increment Financing Policy pursuant to CR-98-2010. Council Resolution CR-38-2011 (the "**Resolution**") amended certain requirements of CR-98-2010, and requires that a proposed tax increment financing project must meet each of the criteria in the Resolution; compliance with the Resolution be certified by the developer, County Executive and Bond Counsel; and the County Council review the TIF proposal and certification and approve of the same by resolution. The developer has supplemented its MBE Plan and TIF Proposal and Certificate of Developer as required by the Resolution. This certificate is given to fulfill the requirement for Bond Counsel certification in accordance with the Resolution.

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

- A. The Local and Minority Business Enterprise Plan dated October 25, 2010, as supplemented by the Update to Local and Minority Business Enterprise Plan to Prince George's County, Maryland dated May 30, 2018, approved by the Compliance Manager (together, the "MBE Plan");
- B. The TIF Proposal and Developer's Certificate dated October 25, 2010, as supplemented by the Amendment to TIF Proposal and Developer's Certificate dated June 29, 2018 (together, the "TIF Proposal and Certificate of Developer");
- C. The Bond Counsel Certification of Compliance dated October 25, 2010; and
- D. The County Executive Certification of Compliance, dated June 29, 2018.

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

BALLARD SPAHR LLP

By: 
Joseph A. Fanone
Partner