



# PRINCE GEORGE'S COUNTY GOVERNMENT

## Office of the County Executive

Angela D. Alsobrooks  
County Executive

### EXECUTIVE ORDER

No. 25 – 2019

June 6, 2019

WHEREAS, pursuant to County Council Resolution No. 88-2017 adopted by Council of the County on November 7, 2017 (the "Authorizing Resolution"), the County has determined to issue its Prince George's County, Maryland Certificates of Participation (Suitland Public Infrastructure), Series 2019 to finance certain public infrastructure improvements related to the development of a mixed-use residential, office, hotel and retail commercial project known as the Suitland Project (the "COP Public Improvements"); and

WHEREAS, pursuant to Section 402 of the County Charter, all executive power vested in the County by the Constitution and laws of the State of Maryland and the County Charter are vested in the County Executive of the County (the "County Executive"), including but not limited to signing or causing to be signed on the County's behalf all deeds, contracts and other instruments; and

WHEREAS, the County Executive may direct the Acting Chief Administrative Officer or the Director of Finance of the County to perform such administrative duties as the County Executive decides.

NOW, THEREFORE, BE IT ORDERED AND DETERMINED BY THE COUNTY EXECUTIVE OF PRINCE GEORGE'S COUNTY, MARYLAND THAT:

(1) Pursuant to the authority of the Authorizing Resolution, there is hereby authorized and directed the authentication, issuance, sale and delivery of a series of certificates of participation designated "Prince George's County, Maryland Certificates of Participation (Suitland Public Infrastructure), Series 2019" (the "Series 2019 Certificates") in the aggregate principal amount of \$18,585,000.

(2) The Series 2019 Certificates shall be issued under and secured by a Certificates of Participation Trust Agreement dated as of June 1, 2019 (the "Trust Agreement") by and between the County and Wilmington Trust, National Association, as trustee (the "Trustee"), substantially in the form presented to the County Executive, which form is hereby approved. Principal and premium, if any, of and interest on the Series 2019 Certificates shall be payable from Contract Payments to be made by the County pursuant to a Funding Agreement dated as of June 1, 2019 (the "Funding Agreement") by and between the County and the Trustee, substantially in the form presented to the County Executive, which form is hereby approved.

(3) The Series 2019 Certificates shall be dated such date, shall bear interest, shall mature, shall have such redemption provisions and shall have such other terms and provisions as are set forth in the Trust Agreement.

(4) The form of the Series 2019 Certificates attached as Exhibit A to the Trust Agreement is hereby approved.

(5) The proceeds of the Series 2019 Certificates shall be applied to pay a portion of the costs of the COP Public Improvements.

(6) The Series 2019 Certificates shall be sold to Stifel, Nicolaus & Company, Incorporated (the "Underwriter") upon the terms and conditions set forth in a Certificate of Participation Purchase Agreement dated May 23, 2019 (the "Bond Purchase Agreement") by and between the County and the Underwriter, substantially in the form presented to the County Executive, which form is hereby approved.

(7) The use of a Preliminary Official Statement dated May 9, 2019 and the Official Statement dated May 23, 2019 (collectively, the "Official Statement") in connection with the offering and sale of the Series 2019 Certificates is consented to and ratified. The County Executive and the Director of Finance are authorized to execute the Official Statement on behalf of the County.

(8) The forms and contents of the Trust Agreement, the Funding Agreement, the Bond Purchase Agreement and the Continuing Disclosure Certificate dated as of June 1, 2019 (the "Continuing Disclosure Agreement") by and between the County and the Trustee, are hereby approved and, pursuant to the authority granted by me herein, Section 505 of the Prince George's County Code and Executive Order No. 49-1986, dated November 25, 1986, such agreements shall be executed by the County Executive or the Acting Chief Administrative Officer (each an "Authorized Officer") in each case with such changes, insertions, omissions or variations as are required to conform with the terms of this Executive Order or as may be deemed necessary or appropriate by the officers executing the same, consistent with the Authorizing Resolution and this Executive Order. The execution and delivery of the Trust Agreement, the Funding Agreement, the Series 2019 Certificates, the Continuing Disclosure Agreement and the Bond Purchase Agreement by an Authorized Officer shall be conclusive evidence of the approval of any such changes, insertions, omissions or variations by the County.

(9) Pursuant to the authority granted by me herein, Section 505 of the Prince George's County Code and Executive Order No. 49-1986, dated November 25, 1986, each Authorized Officer, the Clerk of the County Council, the Director of Finance, the County Attorney and other officials of the County are hereby authorized to approve, execute and deliver, for and on behalf of the County, any and all instruments, documents, agreements and certificates, to make any and all determinations and to take any and all other actions in order to effectuate the issuance, sale and delivery of the Series 2019 Certificates and consummate the transactions contemplated by this Executive Order.

(10) The County Executive hereby authorizes the Acting Chief Administrative Officer or the Director of Finance, on behalf of the County, to engage the services of a trustee, paying agent, dissemination agent, and printer as necessary for the sale and issuance of the Series 2019 Certificates.

(11) The Acting Chief Administrative Officer, the Director of Finance, the County Attorney, the Clerk of the County Council and such other officers and officials of the County are hereby authorized to approve, execute and deliver, for and on behalf of the County, any and all additional closing certificates and documents or other papers and to do all and any things necessary or appropriate in order to effectuate the sale and issuance of the Series 2019 Certificates and to consummate the transactions contemplated by this Executive Order, including, but not limited to, determining the form and contents of, and provisions for the execution and delivery of, such documents as is deemed necessary or desirable to evidence, secure or effectuate the Funding Agreement and other similar agreements securing the Series 2019 Certificates.

(12) The Acting Chief Administrative Officer or the Director of Finance, on behalf of the County, shall execute and deliver a Tax and Section 148 Certificate, dated the date the Series 2019 Certificates are issued and, in form satisfactory to the signatory. The statements, agreements, certifications and covenants set forth in such Tax and Section 148 Certificate in furtherance of this Executive Order shall be binding upon the County as if set forth in full in this Executive Order.

(13) The provisions of this Executive Order are severable, and if any provision, sentence, clause, section or part hereof is held illegal, invalid, unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity, unconstitutionality or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Executive Order or their application to other persons or circumstances. It is hereby declared that this Executive Order would have been adopted if such illegal, invalid, unconstitutional or inapplicable provision, sentence, clause, section or part had not been included herein and as if the person or circumstances to which this Executive Order or any part hereof is inapplicable had been specifically exempted therefrom.

(14) This Executive Order shall take effect this 6th day of June 2019.

[Signature Page to Follow]

IN WITNESS WHEREOF, this Executive Order has been executed by the County Executive of the County and the seal of the County has been impressed hereon and attested by the Acting Clerk of the County Council of the County as of the date set forth above.

PRINCE GEORGE'S COUNTY,  
MARYLAND

ATTEST:

By: Angela Alsobrooks  
Angela D. Alsobrooks  
County Executive

Donna J. Brown  
Donna Brown  
Acting Clerk of the County Council

(SEAL)