

COUNTY COUNCIL

OF

HARFORD COUNTY, MARYLAND

BILL NO. 19-027

Introduced by Council President Vincenti at the request of the County Executive

Legislative Session Day No. 19-023 Date: October 1, 2019

A BILL authorizing and empowering Harford County, Maryland (the “County”) to borrow, on its full faith and credit, and issue and sell its bonds or other evidences of indebtedness, in an amount not to exceed One Hundred Eight-Five Million Dollars (\$185,000,000.00) principal amount (the “Refunding Bonds”), the proceeds thereof to be used for refunding on a tax-exempt or taxable basis such amounts of the County’s (1) Consolidated Public Improvement Taxable Build America Bonds (Direct Payment) Series 2010B (the “Outstanding 2010B Bonds”), (2) Consolidated Public Improvement Bonds Series 2012A (the “Outstanding 2012A Bonds”), (3) Consolidated Public Improvement Bonds Series 2013A (the “Outstanding 2013A Bonds”) and (4) Consolidated Public Improvement Bonds Series 2014 (the “Outstanding 2014 Bonds,” collectively with the Outstanding 2010B Bonds, Outstanding 2012A Bonds and Outstanding 2013A Bonds, the “Outstanding Bonds”), as may be in the best interest of the County (the “County Bonds Subject to Refunding”); the maturities of such Outstanding Bonds to be refunded hereinafter referred to as the “Refunded Bonds.” The maturities of the County Bonds Subject to Refunding may be determined by the County Executive of the County, subject to approval by a Resolution of the County Council of Harford County, Maryland (the “County Council”) all in accordance with Sections 19-205, 19-206 and 19-207 of Title 19 of the Local Government Article of the Annotated Code of Maryland, as amended, Section 524 of the Charter of Harford County, Section 123-40 of the Code of Harford County, or as otherwise permitted by law; providing that the proceeds of the Refunding Bonds shall be used to make payment upon all such bonds refunded including, without limitation, the payment of any redemption premium, any interest accrued or to accrue to the date of redemption of all such bonds refunded and the costs of issuing the Refunding Bonds; authorizing and empowering the County to enter into a purchase contract (the “Forward Delivery Purchase Contract”) for all or a portion of the Refunding Bonds to be entered into by the County and an appropriate underwriter and/or investment banking firm or financial institution as determined by the County Executive in his sole and absolute discretion; prescribing certain details incident to the issuance and sale of such Refunding Bonds and authorizing the County Council to adopt an administrative resolution that shall provide for additional details incident thereto, including, but not limited to, specifying the maturities of the outstanding County Bonds Subject to Refunding to be redeemed with the proceeds of the Refunding Bonds and otherwise generally relating to the issuance, sale, delivery and payment of any such evidences of indebtedness or financing obligations; providing that bonds or any other

1 indebtedness shall be issued upon the full faith and credit and taxing power of Harford
2 County, Maryland; providing for disbursement of the proceeds of the sale of bonds or
3 other indebtedness authorized herein and for the levying of charges, assessments and
4 all taxes necessary to provide payment of the principal of and premium (if any) and
5 interest on bonds or other form of indebtedness; providing that certain additional
6 matters may be determined by executive order of the County Executive of the
7 County, including but not limited to, amendments to the form of the Refunding
8 Bonds or amendments to the Forward Delivery Purchase Contract as approved by
9 this Bill, the form of various documents as are necessary to implement the financing
10 authorized herein, the manner of issuance and delivery of the Refunding Bonds and
11 the Forward Delivery Purchase Contract, and the payment of all necessary expenses
12 in connection therewith, the rate or rates of interest to be paid, maturity schedule,
13 redemption provisions and generally for such other matters as may be deemed
14 appropriate by the County Council in connection therewith; providing for the
15 disbursement of the proceeds of the sale of the Refunding Bonds and for the levying
16 of taxes and for the payment of the principal and interest on the Refunding Bonds as
17 they shall mature; providing for the public sale or the private (negotiated) sale of the
18 Refunding Bonds, or any portion thereof, following a solicitation of offers for the
19 purchase of the Refunding Bonds; generally providing for and determining various
20 matters in connection with the issuance, sale and delivery of the Refunding Bonds.

21
22 By the Council, October 1, 2019

23
24 Introduced, read first time, ordered posted and public hearing scheduled

25
26 on: November 5, 2019
27 at: 7:00 PM
28

29 By Order: *Mylin A. Dixon*, Council Administrator

30
31 **PUBLIC HEARING**

32
33 Having been posted and notice of time and place of hearing and title of Bill having
34 been published according to the Charter, a public hearing was held on _____, and
35 concluded on _____.

36
37 _____, Council Administrator

38
39 EXPLANATION: CAPITALS INDICATE MATTER ADDED TO EXISTING LAW.
40 [BRACKETS] indicate matter deleted from existing law. Underlining
41 indicates language added to Bill by amendment. Language lined through
42 indicates matter stricken out of Bill by amendment.
43

1 WHEREAS, Harford County, Maryland (the “County”) has heretofore issued its (1)
2 Consolidated Public Improvement Taxable Build America Bonds (Direct Payment) Series 2010B,
3 (2) Consolidated Public Improvement Bonds Series 2012A, (3) Consolidated Public Improvement
4 Bonds Series 2013A, (4) Consolidated Public Improvement Bonds Series 2014 and together with
5 such other bonds of the County as specifically provided in a Resolution of the County Council of
6 Harford County, Maryland (the “County Council”) adopted subsequent to the passage of this Bill
7 (collectively, the “Outstanding Bonds”);

8 WHEREAS, the public purposes for which the proceeds of the Outstanding Bonds were
9 authorized to be spent, the amounts (or maximum amounts) authorized to be spent for each such
10 public purpose, and the probable average useful life of the projects financed with the proceeds of
11 such bonds are specified in the legislation authorizing the issuance of the Outstanding Bonds as
12 referenced in Exhibit A, incorporated herein by reference and made a part hereof; and

13 WHEREAS, Section 19-207 of the Local Government Article of the Annotated Code of
14 Maryland (2013 Repl. Vol. and 2018 Suppl.) (the “Refunding Act”), provides that a
15 county which has power under any public general or public local law to borrow money and to
16 evidence the borrowing by the issuance of its general obligation bonds, revenue bonds or other
17 evidences of obligation by whatever name known or source of funds secured, may issue bonds
18 for the purpose of refunding any of its bonds then outstanding, including the payment of any
19 redemption premium and any interest accrued or to accrue to the date of redemption, purchase or
20 maturity of the bonds or other obligations; and

21 WHEREAS, the County is authorized to borrow money and to evidence the borrowing by
22 the issuance of its general obligation bonds under Sections 19-205 and 19-206 of the Local

1 Government Article of the Annotated Code of Maryland (2013 Repl. Vol. and 2018 Suppl.),
2 Section 524 of the Charter of Harford County, Maryland (the “Charter”) and Section 123-40 of
3 the County Code of Harford County, Maryland (the “Code”); and

4 WHEREAS, refunding bonds may be issued under the authority of the Refunding Act for
5 the public purpose of: (a) realizing savings to issuer in the aggregate cost of debt service on
6 either a direct comparison or present value basis; or (b) debt restructuring that: (i) in the
7 aggregate effects such a reduction in the cost of debt service; or (ii) is determined by the
8 governing body to be in the best interests of the issuer, to be consistent with the issuer's long-
9 term financial plan, and to realize a final objective of the issuer including improving the
10 relationship of debt service to a source of payment such a taxes, assessments, or other charges;
11 and

12 WHEREAS, the Refunding Act further provides that the power to issue refunding bonds
13 shall be deemed additional and supplemental to the issuer's existing borrowing power, and the
14 procedures for the issuance of refunding bonds shall be the same as those applicable to the bonds
15 or other obligations being refunded, except that refunding bonds may be sold on a negotiated
16 basis without solicitation of bids if the issuer determines in a public meeting that such procedure
17 is in the public interest; and

18 WHEREAS, based on the findings set forth hereinabove, the County Council has
19 determined that it is in the best interest of the County to issue its general obligation refunding
20 bonds; and

21 WHEREAS, the County Council has determined that refunding bonds shall be issued
22 in the aggregate principal amount not to exceed One Hundred Eighty-Five Million

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1 Dollars (\$185,000,000.00) (the “Refunding Bonds”) for the purpose of refunding (on a taxable
2 and/or tax exempt basis) all or a portion of the Outstanding Bonds that are determined to be in
3 the best interest of Harford County, Maryland (the “County Bonds Subject to Refunding”), in
4 whole or in part, as set forth in this Bill and pursuant to an administrative resolution or
5 resolutions (the “Resolution”) to be adopted by the County Council upon written
6 recommendation of the County Executive pursuant to this Bill; and

7 WHEREAS, the Refunding Bonds shall pay the redemption premium (if any), the interest
8 accrued or to accrue to the date of redemption of the Refunded Bonds and the costs of issuance
9 of the Refunding Bonds unless the County Executive determines that the costs of issuance shall
10 be paid out of the general funds of the County; and

11 WHEREAS, the Refunding Act further provides that, for the purpose of determining
12 whether Refunding Bonds issued hereunder are within any debt limitation applicable to an issuer,
13 the amount of the County Bonds Subject to Refunding shall be subtracted from, and the amount
14 of such Refunding Bonds to be issued shall be added to, the aggregate of such issuer's
15 outstanding bonds; and

16 WHEREAS, the County Council is hereby authorized to enact a Bill adopted in
17 accordance with Section 524 of the Charter, Section 123-40 of the Code and other
18 applicable provisions of law providing for (or setting forth the manner of determining) the
19 issuance and sale, the designation, form, tenor, denomination, maturity or maturities, and the rate
20 or rates of interest payable upon the Refunding Bonds or other form of indebtedness issued under
21 this Bill; and to levy annually *ad valorem* taxes upon the assessable property within the County
22 sufficient, together with other taxes and other available funds to provide for the payment of the

1 interest on and principal of the Refunding Bonds issued under this Bill; and

2 WHEREAS, the proposed Refunding Bonds and any other form of indebtedness issued
3 hereunder is within the legal limitations on the indebtedness of the County; and

4 WHEREAS, the County may enter into a purchase contract (the “Forward Delivery
5 Purchase Contract”) for all or a portion of the Refunding Bonds by the County and an appropriate
6 underwriter and/or investment banking firm or financial institution as determined by the County
7 Executive in his sole and absolute discretion; and

8 WHEREAS, the final aggregate principal amount of Refunding Bonds together with
9 certain details of the Refunding Bonds, including, but not limited to, the form of the Refunding
10 Bonds, the form of the Forward Delivery Purchase Contract, the form of various documents as
11 are necessary to implement the financing authorized by this Bill, maturity schedule, interest rate
12 or rates, redemption provisions, date of sale, manner of sale, and purchaser, and appointment of
13 escrow deposit agent as necessary for the Refunding Bonds, shall be determined pursuant to the
14 provisions of the Resolution adopted by the County Council upon the written recommendation of
15 the County Executive pursuant to this Bill; and

16 WHEREAS, the Resolution adopted by the County Council pursuant to this Bill may
17 specify issues of County bonds, in addition to the bonds described in Exhibit A attached hereto
18 which, by virtue of the authority set forth in this Bill and in the Resolution, may be refunded with
19 the proceeds from the sale of the Refunding Bonds as the County Council may determine to be in
20 the best interests of the County.

21 NOW, THEREFORE, IN ACCORDANCE WITH THE PROVISIONS OF THE
22 CHARTER, THE CODE AND THE LAWS OF THE STATE OF MARYLAND:

1 **SECTION 1. BE IT ENACTED BY THE COUNTY COUNCIL OF HARFORD**
2 **COUNTY, MARYLAND** that, all terms defined in the foregoing recitals and in Exhibit A
3 attached hereto shall have the meanings given such terms therein.

4 **SECTION 2. AND BE IT FURTHER ENACTED BY THE COUNTY COUNCIL**
5 **OF HARFORD COUNTY, MARYLAND** that, it is hereby found and determined as follows:

6 (a) The County has heretofore issued the Outstanding Bonds in the original respective
7 aggregate principal amounts listed in Exhibit A hereto for the public purposes and in the
8 respective amounts (or maximum amounts) for each such public purpose specified in the
9 Enabling Authority for such series as set forth in Exhibit A hereto. The aggregate principal
10 amount of the County Bonds Subject to Refunding is also set forth in Exhibit A hereto.

11 (b) Interest rates in the municipal bond market for certain corresponding maturities of
12 bonds are significantly lower than the rates in existence at the time for certain maturities of the
13 Outstanding Bonds, and the County's financial advisor has advised the County that it may
14 be able to realize savings in aggregate cost of debt service upon the Outstanding Bonds, which
15 are subject to redemption prior to their stated maturities, in each case on either a direct
16 comparison or a present value basis, by issuing the Refunding Bonds (on a tax-exempt and/or
17 taxable basis) for the purpose of redeeming all or a portion of the Outstanding Bonds described
18 in Exhibit A hereto, all on the dates and at the redemption prices as will be specified in the
19 Resolution for the purpose of paying any redemption premium, any interest accrued or to
20 accrue on the date of redemption of the Outstanding Bonds and the costs of issuing the
21 Refunding Bonds. The County understands that the final determination of savings in the
22 aggregate cost of debt service for the Outstanding Bonds refunded shall depend on the actual

1 interest rates available at the time the Refunding Bonds are sold and the other terms and
2 conditions of the sale.

3 (c) It is therefore in the best interest of the County to issue its general obligation
4 Refunding Bonds (on a tax-exempt and/or taxable basis) for the purpose of
5 redeeming all or a portion of the Outstanding Bonds as described in Exhibit A
6 and as may be further described in the Resolution on the dates and at the redemption prices
7 as will be specified in the Resolution, and for the purpose of paying any redemption
8 premium, any interest accrued or to accrue to the date of redemption of the Outstanding Bonds
9 and the costs of issuing the Refunding Bonds, including but not limited to underwriting fees and
10 forward purchase agreement fees.

11 (d) The aggregate principal amount of the Refunding Bonds, computed in accordance
12 with subsection (f) of the Refunding Act, is within the legal limitation on the indebtedness of the
13 County as set forth in Section 10-203 of Title 10 (“Express Powers Act”) of the Local
14 Government Article of the Annotated Code of Maryland (2013 Repl. Vol. and 2018 Suppl.).

15 (e) In order to achieve the flexibility necessary to structure and market the Refunding
16 Bonds to maximize the savings to the County, and pursuant to the County's authority under the
17 Refunding Act, it is in the public interest to sell the Refunding Bonds at a public sale, unless the
18 County, pursuant to resolution of the County Council, determines to sell the Refunding Bonds on
19 a negotiated basis (following a limited solicitation of offers of the purchase of the Refunding
20 Bonds) and in either of such events (public sale or private negotiated sale) to provide for the
21 award and sale of the Refunding Bonds to the purchaser thereof and various other matters
22 relating to the issuance of the Refunding Bonds including, among other things, the final

1 aggregate principal amount of the Refunding Bonds, the years of maturity of the Outstanding
2 Bonds which shall be subject to refunding by the Refunding Bonds, the schedule of maturities of
3 the Refunding Bonds, such revisions to the form of Refunding Bond (as set forth in Section [12]
4 of this Bill) as may be required for sale, the terms and conditions relating to any optional
5 redemption or mandatory sinking fund redemption, the purchase price of the Refunding Bonds
6 (which may be either at, above or below par), and the appointment of an escrow deposit agent for
7 the Refunding Bonds, by the adoption of the Resolution, which Resolution shall be adopted at
8 the time the Refunding Bonds are to be awarded and sold by private negotiated sale, or at public
9 sale, to the purchaser thereof.

10 (f) The public purposes for which the proceeds of the Outstanding Bonds were
11 authorized to be spent, the amounts (or maximum amounts) authorized to be spent for each such
12 public purpose, and the probable average useful life of the projects financed with the proceeds of
13 such bonds are specified in the legislation authorizing the issuance of the Outstanding Bonds as
14 referenced in Exhibit A, incorporated herein by reference and made a part hereof.

15 **SECTION 3. AND BE IT FURTHER ENACTED BY THE COUNTY COUNCIL**
16 **OF HARFORD COUNTY, MARYLAND** that, pursuant to the authority contained in the
17 Express Powers Act, the Charter, the Code and the Refunding Act, the County shall borrow upon
18 its full faith and credit and shall issue and sell upon its full faith and credit an aggregate principal
19 amount not to exceed One Hundred Eighty-Five Million Dollars (\$185,000,000.00) (or such
20 lesser aggregate principal amount as may be specified in the Resolution) of its bonds in
21 registered form without coupons, such bonds to be known as “Harford County, Maryland

1 Refunding Bonds, Series 2020B” (or such other designation as may be specified in the
2 Resolution).

3 **SECTION 4. AND BE IT FURTHER ENACTED BY THE COUNTY COUNCIL**
4 **OF HARFORD COUNTY, MARYLAND** that the date of issue of the Refunding Bonds
5 shall be as provided by the Resolution. The Refunding Bonds shall bear interest at the rate
6 or rates named by the purchaser of the Refunding Bonds at public or private (negotiated)
7 sale as shall hereafter be approved upon written recommendation of the County
8 Executive and approved by Resolution to be adopted by the County Council, and said
9 interest on the Refunding Bonds, shall be payable semiannually in each of the years that the
10 bonds are outstanding; provided that in no event shall the term to maturity *exceed* thirty (30)
11 years. The Refunding Bonds shall be issued pursuant to the authority of this Bill, and shall be
12 issued in denominations of Five Thousand Dollars (\$5,000) each, or any integral
13 multiple thereof. The Refunding Bonds shall be numbered from one (1) consecutively upward in
14 the order of their maturities. The Refunding Bonds shall mature in such serial annual installments
15 and *in* such amounts and in such years as shall be approved in the Resolution. The Refunding
16 Bonds, when issued, shall be executed in the name of Harford County, Maryland, by the
17 signature (or facsimile) of the County Executive of Harford County, Maryland, and the
18 corporate seal (or facsimile) of the County shall be imprinted on each of the Refunding Bonds
19 attested by the signature (or facsimile) of the Director of Administration of Harford County and
20 authenticated by the manual signature of a duly authorized officer of the Bond Registrar (defined
21 in Section 17 of this Bill). The facsimiles of said signature and said seal shall be engraved,
22 printed or lithographed on each of the Refunding Bonds in accordance with, and pursuant to, the

1 authority of Sections 2-301 through 2-306, inclusive, of the State Finance and
 2 Procurement Article of the Annotated Code of Maryland, as amended (2014 Repl. Vol. and
 3 2018 Suppl.). The Refunding Bonds shall be subject to registration as to principal and interest in
 4 the name or names of the owner or owners thereof on books kept for that purpose at the principal
 5 office of the Bond Registrar (defined in Section 17 of this Bill) and the principal of the
 6 Refunding Bonds shall be payable upon presentation and surrender at the principal office of the
 7 Paying Agent (defined in Section 17 of this Bill). Payment of interest on the Refunding Bonds shall
 8 be made by the Paying Agent on each payment date, to each person appearing on the registration
 9 books of the County, maintained by the Bond Registrar, as the registered owner thereof, by check
 10 or draft mailed to each such registered owner at his or her address as it appears on such
 11 registration books. There shall be delivered with the Refunding Bonds the text of the approving
 12 legal opinion of bond counsel with respect to the Refunding Bonds. Except as provided hereinafter
 13 or in resolutions of the County Council adopted prior to the issuance of the Refunding Bonds, the
 14 Refunding Bonds shall be in substantially the following form, which form, together with all
 15 covenants and conditions therein contained, is hereby adopted by the County Council as and for the
 16 form of obligation to be incurred by Harford County (unless the County Council shall determine
 17 by Resolution that the Refunding Bonds shall be issued in book-entry form), and said
 18 covenants and conditions, including the promise to pay therein contained, are hereby made
 19 binding upon Harford County, Maryland, in accordance with the provisions of said Refunding
 20 Bonds:

21 UNITED STATES OF AMERICA
 22 STATE OF MARYLAND
 23 HARFORD COUNTY, MARYLAND
 24 REFUNDING BONDS, SERIES 2020B

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Registered Owner: _____
(Dated: _____, 2020)

No. _____ CUSIP NO. _____

HARFORD COUNTY, MARYLAND, a body politic and corporate, organized and existing under the Constitution and laws of the State of Maryland (the "County"), hereby acknowledges itself indebted and, for value received, promises to pay to the registered owner or registered assignees of this bond, the principal sum of _____ Thousand Dollars (\$_____) on [October] ____, _____, upon presentation and surrender of this bond and to pay interest thereon, from the date of this bond at the rate of _____ percent (___%) per annum until payment of said principal sum, such interest to the maturity hereof being payable on October ____, 2020 and semiannually thereafter on the ____ day of April and October in each year by check or draft of the Paying Agent (hereinafter defined) mailed to the registered owners of record on the registration books of the Bond Registrar (hereinafter defined) on the ____ day of the month in which the interest payment is due and payable.

Both the principal of and interest on this bond will be paid in lawful money of the United States of America, at the time of payment, at the principal office of _____ ("Paying Agent").

This bond shall be registered in the name of the owner on the registration books kept for that purpose at the principal office of _____ ("Bond Registrar"), after which no transfer hereof shall be valid unless made on the said registration books by the registered owner hereof in person or by his duly authorized attorney, but this bond will not be transferred unless The Depository Trust Company ("DTC") determines to discontinue providing its services

1 as a securities depository or directs that the Bonds (hereinafter defined) be re-registered in a
 2 different name, or unless DTC is removed as the depository for the Bonds. The County, Bond
 3 Registrar and Paying Agent may deem and treat the person in whose name this bond is registered
 4 as the absolute owner hereof for all purposes. This bond, upon surrender hereof at the principal
 5 office of the Bond Registrar with a written instrument of transfer satisfactory to the Bond
 6 Registrar, duly executed by the registered owner hereof, or the duly authorized attorney of the
 7 registered owner hereof, may, at the option of the registered owner hereof, be exchanged for an
 8 equal aggregate principal amount of bonds of authorized denominations and of the same form
 9 and tenor as this bond. For every such exchange or transfer of bonds, the County or the Bond
 10 Registrar shall make a charge for any tax or other governmental charge required to be paid with
 11 respect to such exchange or transfer. Such charge shall be paid by the registered owner requesting
 12 such exchange or transfer as a condition precedent to the exercise of such privilege. The Bond
 13 Registrar shall not be obligated to make any such exchange or transfer of bonds during the fifteen
 14 (15) days next preceding an interest payment date on the bonds, or in case of any proposed
 15 redemption of bonds, during the fifteen (15) days next preceding the date of the publication of
 16 notice of such redemption. The Bond Registrar shall not be required to make any transfer or
 17 exchange of any bonds called for redemption.

18 This bond is one of a duly authorized issue or series of bonds (the "Bonds") aggregating
 19 _____ Thousand Dollars (\$_____) in principal amount, which are of the
 20 denomination of Five Thousand Dollars (\$5,000) or integral multiples thereof. The Bonds mature
 21 serially in installments on October ___ in each of the years 2020 to 20___, inclusive, as follows:

October __

October __

<u>Year of</u> <u>Maturity</u>	<u>Principal</u> <u>Amount</u>	<u>Year of</u> <u>Maturity</u>	<u>Principal</u> <u>Amount</u>
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1 The Bonds are numbered from one (1) consecutively upwards in the order of their maturities, are
2 of like tenor except as to amount, maturity, number and interest rate, are issued pursuant to and
3 in full conformity with the provisions of the Charter of the County (the "Charter") and the Code
4 of the County (the "Code"), and by virtue of due proceedings had and taken by the County
5 Council of Harford County, Maryland (the "County Council") particularly, Bill No. 19-____,
6 enacted by the County Council on _____, 2019, effective _____;
7 Executive Orders of the County Executive, if any (the "Executive Order"); and Resolution No.
8 _____ adopted by the County Council on _____, effective _____ and
9 Resolution No. _____ adopted by the County Council on _____, effective
10 _____ (collectively, the "Resolutions").

11 The full faith and credit and unlimited taxing power of the County are pledged to the
12 punctual payment of the principal of and interest on this bond according to its terms, and the
13 County covenants and agrees punctually to pay the principal of this bond and the interest hereon,
14 at the dates and in the manner described herein.

15 The Bonds which mature before _____ are not subject to redemption prior to
16 their maturities. The Bonds which mature on or after _____ are subject to
17 redemption at any time, at par, beginning _____.

18 No covenant or agreement contained in this bond shall be deemed to be a covenant or
19 agreement of any officer, agent or employee of the County in his or her individual capacity and
20 neither the members of the County Council nor any official executing this bond shall be liable

1 personally on this bond or be subject to any personal liability or accountability by reason of the
2 issuance of this bond.

3 It is hereby certified and recited that each and every act, condition and thing required to
4 exist, to be done, to have happened and to be performed precedent to and in the issuance of this
5 bond, does exist, has been done, has happened and has been performed in full and strict
6 compliance with the Constitution and laws of the State of Maryland, the Charter, the Code, the
7 Bills, the Resolutions and the Executive Orders, and that the issue of Bonds of which this is one,
8 together with all other indebtedness of the County, is within every debt and other limit prescribed
9 by the Constitution and laws of the State of Maryland, the Charter and Code, and that due
10 provision has been made for the levy and collection, if and when necessary, of an annual *ad*
11 *valorem* tax or taxes upon all the legally assessable property within the corporate limits of the
12 County, as prescribed by law, in rate and amount sufficient to provide for the payment, when
13 due, of the interest on and the principal of this bond.

14 IN WITNESS WHEREOF the County has caused this bond to be executed in its name by
15 the manual or facsimile signature of the County Executive of the County, and has also caused its
16 corporate seal or a facsimile thereof to be imprinted or otherwise reproduced hereon, attested by
17 the manual or facsimile signature of the Director of Administration of the County, and the
18 manual signature of an authorized officer of the Bond Registrar, all as of the ____ day of
19 _____, 2020.

20 ATTEST:
21 _____
22 Name:
23 Director of Administration
24

HARFORD COUNTY, MARYLAND
By: _____
Name:
County Executive

1 _____

2 _____

3 _____

4 _____

5 _____

6 _____

7 _____

ASSIGNMENT

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

(please insert name and address of the assignee)

(Tax Identification or Social Security No. _____)

the within bond, and hereby irrevocably constitutes and appoints

attorney to transfer the within bond on the books kept for registration thereof, with full power of substitution in the premises.

Date: _____

Signature guaranteed: _____

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 on this Assignment must correspond with the name of the registered owner as it appears on the face of the within bond in every particular, without alteration or enlargement or any change whatever.

SECTION 5. AND BE IT FURTHER ENACTED BY THE COUNTY COUNCIL OF HARFORD COUNTY, MARYLAND that, prior to the issuance, sale and delivery of any

1 bonds, bond anticipation notes, or any other evidences of indebtedness, pursuant to this
2 Bill, the County Council shall (without limitation) determine administratively in the
3 Resolution:

4 (a) the substantially final form of instruments or agreements by which the debt or
5 financing authorized herein shall be evidenced (including, but not limited to, bonds, bond
6 anticipation notes, trust agreements and trust indentures);

7 (b) the manner, if any, by which any indebtedness or financing shall be secured in
8 addition to a pledge of the full faith and credit and unlimited taxing power of the County;

9 (c) the principal amounts, rate or rates of interest or method of determining such rate
10 or rates, date, denominations, maturity payment provisions and prepayment, tender and/or
11 redemption provisions (if any) and other terms and conditions thereof;

12 (d) the maturities and amounts of the Outstanding Bonds to be redeemed;

13 (e) the substantially final form and contents and consent to the distribution (and shall
14 authorize the execution and delivery, where applicable) of various agreements and documents as
15 are necessary to implement the financing authorized herein, including, but not limited to, a
16 Preliminary Official Statement and/or an Official Statement, a solicitation of offers for purchase
17 of the Refunding Bonds by prospective purchasers of the Refunding Bonds, a Purchase Contract
18 with the underwriter(s) selected, a Forward Purchase Delivery Contract (as hereinafter defined),
19 and if any indebtedness is determined by the Resolution, to be issued in book entry form,
20 securities depository agreements (collectively the "Documents"), required for the issuance, sale
21 and delivery of any evidence of indebtedness or the completion of the financing authorized
22 herein, which Documents shall contain such provisions as may be required by law or to

1 consummate the financing authorized herein;

2 (f) the details of a public sale of the Refunding Bonds after competitive bid, if the
3 County Council shall determine that such public sale (rather than the manner of sale set forth in
4 Section 11 of this Bill) is in the best interests of the County;

5 (g) the manner in which any evidence of indebtedness authorized for issuance by this
6 Bill shall be executed, sealed and attested (which may be by facsimile signature and/or seal) if
7 different from the provisions of this Bill;

8 (h) provision for the payment of all necessary expenses of preparing, printing and
9 selling any evidence of indebtedness and the Documents including, without limitation, any and
10 all costs, fees and expenses incurred by or on behalf of the County in connection with the
11 authorization, issuance, sale and delivery of any bonds or notes, and all costs incurred
12 in connection with the development of the Documents, including the fees of counsel to the
13 County and compensation to any persons (other than full-time employees of the County)
14 or entities performing services for or on behalf of the County in connection therewith and in
15 connection with all other transactions contemplated by this Bill regardless of whether the
16 proposed financing is consummated;

17 (i) such other matters in connection with the consummation of the financing
18 transactions contemplated by this Bill as may be deemed appropriate by the County Council,
19 including (without limitation) the appointment of agents (including, but not limited to, trustees,
20 paying agents, indexing agents and/or registrars) in connection with the financing, the execution,
21 acknowledgment, sealing and delivery of such other and further agreements, documents and
22 instruments, and the authorization of the officials of the County to take any and all actions as

1 are or may be necessary or appropriate to consummate the transactions contemplated by
2 this Bill in accordance with the terms hereof and of the Resolution. The Resolution shall be deemed
3 to be of an administrative nature and shall be effective upon the date specified in the Resolution.

4 (j) Provide for sale of the Bonds at a future date pursuant to a purchase contract (the
5 “Forward Purchase Delivery Contract”) for all or a portion of the Refunding Bonds to be entered
6 into by the County and appropriate underwriter and/or investment banking firm or financial
7 institution as determined by the County Executive in his sole and absolute discretion.

8 (k) Publication, if required by law, or if authorized by the County Executive, of a
9 notice of sale and/or a summary thereof.

10 (l) Provide for the sale of the Harford County Refunding Bonds, Series 2020B in
11 separate sub-series at different times or from time to time, to include in such sale all or only a
12 portion of the Outstanding Bonds as determined by administrative Resolution of the
13 County Council pursuant to the written recommendation of the County Executive.

14 **SECTION 6. AND BE IT FURTHER ENACTED BY THE COUNTY COUNCIL**
15 **OF HARFORD COUNTY, MARYLAND** that, authority is hereby conferred on the County
16 Executive, the Director of Administration, the Treasurer of the County (the “Treasurer”), the
17 County Attorney of the County and the Council Administrator of the County Council, or any of
18 them, and they are each hereby directed to take the following actions on behalf of the County:

19 (a) to execute, acknowledge, seal and deliver the Documents substantially in
20 the forms determined by administrative resolution of the County Council or executive order of
21 the County Executive; and

1 (b) to execute, acknowledge, seal and deliver such other and further
2 certificates, certifications, agreements, documents and instruments and take such other acts as
3 they or any one or more of them may deem necessary or appropriate to consummate the
4 transactions contemplated by this Bill in accordance with the provisions hereof and of any
5 resolution adopted by the County Council or executive order issued by the County Executive
6 under, pursuant to or in accordance with this Bill.

7 **SECTION 7. AND BE IT FURTHER ENACTED BY THE COUNTY COUNCIL**
8 **OF HARFORD COUNTY, MARYLAND** that the Treasurer is hereby authorized and
9 empowered to prepare and distribute copies of the Documents to any person who may, in the
10 Treasurer's judgment, be interested in participating in the financing described in this Bill or who
11 may request the same or information with respect thereto; provided, however, that any
12 preliminary offering documents and related material shall be clearly marked to indicate that they
13 are subject to completion and amendment.

14 **SECTION 8. AND BE IT FURTHER ENACTED BY THE COUNTY COUNCIL**
15 **OF HARFORD COUNTY, MARYLAND** that, all evidences of indebtedness issued pursuant
16 to this Bill shall be secured by the pledge of the full faith and credit and unlimited taxing power
17 of the County, and the County shall levy or cause to be levied in all fiscal years in which
18 any such evidences of indebtedness are outstanding, upon all legally assessable property
19 within its corporate limits, *ad valorem* taxes in rate and amount sufficient to provide for the
20 payment, when due, of all payments due with respect to such financing in each such fiscal
21 year. If the proceeds from the taxes so levied in any such fiscal year are inadequate for such
22 payment, additional taxes shall *be* levied in the succeeding fiscal year to make up such

1 deficiency. The County covenants and agrees with the holders or obligees, from time to time,
2 of any Refunding Bond or any other evidences of indebtedness issued pursuant to this Bill,
3 to levy and collect the taxes hereinabove described and to take any further action that may be
4 appropriate from time to time during the period that such financing obligations remain
5 outstanding and unpaid to provide the funds necessary to pay the same promptly when due.

6 **SECTION 9. AND BE IT FURTHER ENACTED BY THE COUNTY COUNCIL**
7 **OF HARFORD COUNTY, MARYLAND** that, that the Refunding Bonds may each be sold for
8 a price at, above, or below par, plus accrued interest to the date of delivery. The Refunding
9 Bonds shall be sold Bonds by competitively bid requests for proposals, substantially in accordance
10 with the Procurement Law of Harford County, Chapter 41 of the Code, or as provided in Title 19
11 (“Public Debt”) of the Local Government Article of the Annotated Code of Maryland (2013
12 Repl. Vol. and 2018 Suppl.) or on a negotiated basis without solicitation of bids pursuant to
13 the County's authority under the Refunding Act, and such procedure for the sale of the
14 Refunding Bonds is hereby determined to be in the public interest; provided, that in the event of
15 a private, negotiated sale, such sale shall only be upon written recommendation of the County
16 Executive and administrative resolution adopted by the County Council.

17 **SECTION 10. AND BE IT FURTHER ENACTED BY THE COUNTY COUNCIL**
18 **OF HARFORD COUNTY, MARYLAND** that, with respect to payment of principal of,
19 premium (if any) and interest on the Refunding Bonds, to the extent the proceeds of the
20 Outstanding Bonds were used to finance water and sewer projects (collectively the
21 “Maturities of the County's Bonds Subject to Refunding Issued to Finance Water and Sewer
22 Systems”), the County intends that certain revenues related to operation of the water and sewer

1 systems of the County also be applied to the payment of the principal and interest on the
2 Refunding Bonds. These revenues include area connection charges, special assessments,
3 user surcharges, certain depreciation reserves relating to depreciation of the water and sewer
4 systems, a portion of the recordation tax levied by the County with respect to recordation of
5 interests in real property located within the County, and earnings on the above-described funds.

6 To the extent any of the above-described funds are specifically designated for payment of
7 debt service on Maturities of the County's Bonds Subject to Refunding Issued to finance Water
8 and Sewer Systems by the legislation or resolution establishing the tax, assessment, surcharge or
9 other source of revenue so designated, and so long as such tax, assessment, surcharge or other
10 revenue source remains so designated and levied by the County, the County hereby covenants to
11 apply all such designated revenues to payments of debt service on Maturities of the County's
12 Bonds Subject to Refunding Issued to Finance Water and Sewer Systems.

13 To the extent that the Outstanding Bonds and the proceeds thereof were used to finance
14 school construction or improvements to existing school facilities or portable classrooms, the
15 portion of the Refunding Bonds used to refund the Outstanding Bonds shall be paid with
16 proceeds of the recordation tax to be used pursuant to Section 12-113(a) of the Tax-
17 Property Article of the Annotated Code of Maryland (2014 Repl. Vol. and 2018 Suppl.),
18 and one-half of the County transfer tax as provided in Sections 123-50 and 123-52 of the
19 County Code.

20 In the event that the funds described in this Section related to the operation of the Water
21 and Sewer Systems of the County are insufficient to pay the principal of, premium (if any) and
22 interest on the portion of the Refunding Bonds, the proceeds of which are used to redeem the

1 Bonds Subject to Refunding Issued to finance Water and Sewer Systems, the full faith and credit
2 and unlimited taxing power of Harford County, Maryland are irrevocably pledged to the
3 payment of such principal, premium (if any) and interest on the Refunding Bonds as hereinafter
4 provided.

5 In the event that the proceeds of recordation tax, pursuant to Section 12-113(a) of the Tax
6 Property Article of the Annotated Code of Maryland (2014 Repl. Vol. and 2018 Suppl.) and the
7 County transfer tax, pursuant to Sections 123-50 and 123-52 of the County Code and authorized
8 by Chapter 423 of the Laws of Maryland of 1993, are insufficient to pay the principal of,
9 premium (if any) and interest on the portion of the Refunding Bonds, the proceeds of which
10 were used to finance school construction, improvements to existing school facilities or portable
11 classrooms, the full faith and credit and unlimited taxing power of Harford County,
12 Maryland are irrevocably pledged to the payment of such principal, premium (if any) and
13 interest on the Refunding Bonds as hereinafter provided.

14 **SECTION 11. BE IT FURTHER ENACTED BY THE COUNTY COUNCIL OF**
15 **HARFORD COUNTY, MARYLAND** that, upon written recommendation of the County
16 Executive, the County Council may, at any time, prior to the public sale of the
17 Refunding Bonds, or execution of a purchase agreement with an underwriter (the
18 “Underwriter”) for the purchase of the Refunding Bonds, by resolution(s) of the County
19 Council, administrative in nature, change the date of sale, the date of bid opening, the dates of
20 maturity or redemption of the Refunding Bonds, the amount of the Refunding Bonds to be sold
21 (so long as the principal amount does not exceed the maximum principal amount of the
22 Refunding Bonds permitted under this Bill) and the amount(s) of Refunding Bonds maturing in

1 each year, the years of maturity of the Outstanding Bonds to be, refunded, the interest
2 payment dates of the Refunding Bonds, appoint paying agents and/or registrars for the bonds,
3 the solicitation for sale, whether ownership of the Refunding Bonds shall be maintained in book
4 entry or certificated bond form, and the terms of sale of the Refunding Bonds.

5 **SECTION 12. BE IT FURTHER ENACTED BY THE COUNTY COUNCIL OF**
6 **HARFORD COUNTY, MARYLAND** that, if the Refunding Bonds are sold at public sale the
7 Refunding Bonds shall be held between January 14, 2020 and March 17, 2020 at the office of
8 the Treasurer located at 220 S. Main Street, Bel Air, Maryland, at 10:30 a.m., prevailing
9 Baltimore, Maryland time, or on such other date and at such other time and location as may be
10 provided by administrative resolution of the County Council or executive order of the County
11 Executive and subsequent to the adoption of a resolution by the County Council approving the
12 interest rates on the Refunding Bonds, if the Refunding Bonds are sold at public sale, or execution
13 of the purchase agreement between the County and the Underwriter and upon written
14 recommendation of the County Executive, the interest rate or rates payable thereon shall be fixed
15 by a Resolution in accordance with the terms and conditions of the sale of the Refunding Bonds.
16 The Refunding Bonds shall thereupon be suitably printed or engraved and duly executed and
17 delivered to the Underwriter in accordance with the conditions of delivery as shall be set forth in
18 the terms of the sale or in the purchase agreement. The proceeds of the sale of the Refunding
19 Bonds, including any premium and accrued interest received therefore, shall be paid to the
20 Department of the Treasury of Harford County and shall be deposited in a special account of
21 Harford County, Maryland. Harford County, Maryland may, at its option, deduct from the
22 gross proceeds received from the sale of the Refunding Bonds the cost of issuing the same,

1 including the cost of advertising, printing and professional fees (including legal) and expenses.
2 There shall be deducted from the total gross proceeds received from the sale of the Refunding
3 Bonds the amount received on account of accrued interest on the Refunding Bonds, which
4 amount shall be set apart by the Treasurer of Harford County in a special fund and applied
5 to the first maturing interest payment of the Refunding Bonds, The balance of the proceeds
6 of the sale of the Refunding Bonds shall be expended for the purposes set forth in this Bill
7 (including, but not limited to, deposit in an escrow account and invested only as advised by
8 the financial advisor and bond counsel for the County), and in the Resolution. If the funds
9 derived from the sale of the Refunding Bonds shall exceed the amount needed to refund the
10 County Bonds Subject to Refunding, the excess funds so borrowed and not expended by the
11 County Council shall be applied by the County in payment of the next principal maturity of
12 the Refunding Bonds, unless the County Council shall adopt a resolution or ordinance allocating
13 said excess funds for such purposes as may be permitted by then applicable law

14 **SECTION 13. BE IT FURTHER ENACTED BY THE COUNTY COUNCIL OF**
15 **HARFORD COUNTY, MARYLAND** that, for the purpose of paying the interest on, or
16 premium (if any) and principal of the Refunding Bonds authorized by this Bill, there is hereby
17 levied and there shall hereafter be levied in each fiscal year that any of the Refunding Bonds
18 are outstanding, *ad valorem* taxes on real and tangible personal property and intangible
19 property subject to taxation by the County without limitation on rate or amount; and, in
20 addition, upon such other intangible property as may be subject to taxation by the County within
21 limitations prescribed by law, in an amount sufficient together with funds available from other
22 sources, to pay the annual interest on the Outstanding Bonds and to redeem the Outstanding

1 Bonds maturing during the succeeding year; and the full faith and credit and the unlimited taxing
2 power of the County are hereby irrevocably pledged to the punctual payment of the principal of
3 premium (if any) and interest on the Refunding Bonds as and when they mature. Harford
4 County, Maryland, by the passage of this Bill hereby covenants and agrees properly and
5 promptly to perform all of the respective acts and duties defined in this Bill for the levy and
6 collection of the aforesaid *ad valorem* tax upon all the assessable property within the corporate
7 limits of Harford County, Maryland, as the levy and collection of such a tax becomes necessary
8 in order to meet the debt service requirements of the Refunding Bonds. By this Bill, Harford
9 County, Maryland agrees to take all action it may be legally authorized and empowered to
10 take in order to enforce, in any year in which any of the Refunding Bonds are outstanding, the
11 guarantee of such Refunding Bonds by Harford County.

12 **SECTION 14. BE IT FURTHER ENACTED BY THE COUNTY COUNCIL OF**
13 **HARFORD COUNTY, MARYLAND** that the County covenants and agrees with the registered
14 owners, from time to time, of the bonds as follows:

15 (a) The County covenants that it will not make any use of the proceeds of any of
16 the Refunding Bonds or any moneys, securities or other obligations on deposit to the credit of the
17 County or otherwise which may be deemed by the Internal Revenue Service to be proceeds of
18 any of the bonds pursuant to the Internal Revenue Code of 1986, as amended, and Income Tax
19 Regulations thereunder (collectively, the "Tax Code"), which would cause any of the Refunding
20 Bonds to be "arbitrage bonds" or "private activity bonds" within the meaning of the Tax Code.

21 (b) The County further covenants that it will comply with those provisions of the
22 Tax Code that are applicable to the Refunding Bonds on the date of issuance thereof and which

1 may subsequently lawfully be made applicable thereto. To the extent that provisions of the Tax
2 Code apply to only a portion of the Refunding Bonds, proceeds of the Refunding Bonds or other
3 moneys, securities or other obligations deemed to be proceeds, it is intended that the covenants of
4 the County contained in this Section 14 be construed so as to require the County to comply with
5 the provisions of the Tax Code only to the extent of such applicability.

6 (c) The County further covenants that it will not (i) take any action, (ii) fail to
7 take any action, or (iii) make any use of the proceeds of any of the Refunding Bonds which
8 would cause the interest on any of the Refunding Bonds to be or become subject to federal
9 income taxes in the hands of the registered owners of any of the Refunding Bonds.

10 (d) The County further covenants, in order to assist bidders in complying with
11 SEC Rule 15c2-12(b)(5), pursuant to a continuing disclosure agreement (the “Continuing
12 Disclosure Agreement”) signed by the County Executive, Treasurer and Director of
13 Administration, to provide annual reports and notices of certain events. The undertaking of the
14 County in the Continuing Disclosure Agreement shall be described in any Preliminary Official
15 Statement and Official Statement and any amendment or supplement thereto.

16 **SECTION 15. BE IT FURTHER ENACTED BY THE COUNTY COUNCIL OF**
17 **HARFORD COUNTY, MARYLAND** that the Refunding Bonds shall be executed and attested
18 in the manner described in this Bill. In the event that any officer whose signature shall appear on
19 the Refunding Bonds shall *cease* to be such officer before the delivery of the Refunding Bonds,
20 such signature shall nevertheless be valid and sufficient for all purposes, the same as if such
21 officer had remained in office until delivery.

22 **SECTION 16. BE IT FURTHER ENACTED BY THE COUNTY COUNCIL OF**

1 **HARFORD COUNTY, MARYLAND** that, that the Treasurer shall maintain books of the
2 County for the registration and transfer of the Refunding Bonds. No Refunding Bonds may be
3 registered to bearer. In addition, the County may from time to time, either prior to or following the
4 issuance of the Refunding Bonds, designate and appoint one or more banks, trust companies,
5 corporations or other financial institutions to act as a substitute or alternate bond registrar (the
6 “Bond Registrar”), paying agent (the “Paying Agent”), escrow deposit agent or authenticating
7 agent for the Refunding Bonds, and any such substitute or alternate shall be deemed to *be* the Bond
8 Registrar or an alternate Bond Registrar for all purposes specified in the resolution appointing such
9 substitute or alternate.

10 **SECTION 17. BE IT FURTHER ENACTED BY THE COUNTY COUNCIL OF**
11 **HARFORD COUNTY, MARYLAND** that, the Refunding Bonds shall be authenticated and
12 shall be subject to registration, exchange and transfer as follows:

13 (a) No Refunding Bond shall be valid or obligatory for any purpose unless and until
14 the certificate of authentication therefore shall have been duly executed by the Bond Registrar,
15 and such executed certificate of the Bond Registrar upon any such Refunding Bond shall be
16 conclusive evidence that such Refunding Bond has been authenticated and delivered pursuant to
17 this Bill. The Bond Registrar's certificate of authentication on any Refunding Bond shall be
18 deemed to have been executed by it if manually signed by an authorized signer of the Bond
19 Registrar, but it shall not be necessary that the same person sign the certificate of authentication
20 on all of the Refunding Bonds issued hereunder.

21 (b) Each Refunding Bond shall be transferable only upon the books of the County
22 maintained by the Bond Registrar, at the written request of the registered owner thereof or his

1 attorney duly authorized in writing. Any such transfer of such Refunding Bond shall be made,
2 upon surrender thereof, together with a written instrument of transfer satisfactory to the Bond
3 Registrar duly executed by the registered owner or his attorney duly authorized in writing. Upon
4 the surrender for transfer of any Refunding Bond, the County shall issue, and the Bond Registrar
5 shall authenticate, in the name of the transferee, in authorized denominations, a new Refunding
6 Bond or Refunding Bonds of the same aggregate principal amount and of the same form and
7 tenor as the surrendered Refunding Bond. If any Refunding Bond is presented for such purpose at
8 the principal office of the Bond Registrar, the Bond Registrar shall register or cause to be
9 registered in the Bond Registrar and permit to be transferred thereon, under such reasonable
10 regulations as the County or the Bond Registrar may prescribe, any Refunding Bond entitled to
11 registration or transfer. So long as any of the Refunding Bonds remain outstanding, the County
12 shall cooperate in making all necessary provisions to permit the exchange of Refunding Bonds at
13 the principal office of the Bond Registrar.

14 The County and the Bond Registrar may deem and treat the person in whose name any
15 Refunding Bond shall be registered upon the books of the County as the absolute owner of such
16 Refunding Bond, whether such Refunding Bond shall be overdue or not, for the purpose
17 of receiving payment of, or on account of, the principal or accreted amount of and premium, if
18 any, and interest on such Refunding Bond and for all other purposes, and all such payments so
19 made to any such registered owner or, upon his order shall be valid and effectual to
20 satisfy and discharge the liability upon such Refunding Bond to the extent of the sum or sums
21 so paid, and neither the County nor the Bond Registrar shall be affected by any notice to the
22 contrary.

1 The Refunding Bonds, upon surrender thereof at the principal office of the Bond
2 Registrar with a written instrument of transfer satisfactory to the Bond Registrar, duly executed
3 by the registered owner or his duly authorized attorney, may, at the option of the registered owner
4 thereof, be exchanged for an equal aggregate principal amount of Refunding Bonds of the same
5 maturity and of any other authorized denominations.

6 In all cases in which the privilege of exchanging Refunding Bonds or transferring
7 Refunding Bonds is exercised, the County shall execute, and the Bond Registrar
8 shall authenticate and deliver, Refunding Bonds in accordance with the provisions of this Bill.
9 All Refunding Bonds surrendered in any such exchanges or transfers shall forthwith be canceled
10 by the Bond Registrar. For every such exchange or transfer of Refunding Bonds, the County or
11 the Bond Registrar shall make a charge for any tax or other governmental charge required to be
12 paid with respect to such exchange or transfer. Such charge shall be paid by the person requesting
13 such exchange or transfer as a condition precedent to the exercise of the privilege of making such
14 exchange or transfer. The Bond Registrar shall not be obligated to make any such exchange or
15 transfer of Refunding Bonds during the 15 days next preceding an interest payment date on the
16 Refunding Bonds, or in case of any proposed redemption of the Refunding Bonds, during the 15
17 days next preceding the date of the mailing or delivery of notice of such redemption. The Bond
18 Registrar shall not be required to make any transfer or exchange of any Refunding Bonds called for
19 redemption.

20 (c) In the event any Refunding Bond is mutilated, lost, stolen or destroyed, the
21 County may execute, and the Bond Registrar may authenticate, a new Refunding Bond of like
22 date, maturity, interest rate and denomination as that of the Refunding Bond mutilated, lost, stolen or

1 destroyed; provided that, in the case of any mutilated Refunding Bonds, such mutilated
2 Refunding Bonds shall first be surrendered to the Bond Registrar, and in the case of any lost,
3 stolen or destroyed Refunding Bond, there shall be first furnished to the County and the Bond
4 Registrar evidence of such loss, theft or destruction satisfactory to the County and the Bond
5 Registrar, together with indemnity satisfactory to them In the event any such Refunding Bond
6 shall be about to mature or have matured or been called for redemption, instead of issuing a
7 duplicate Refunding Bond the, Bond Registrar may pay the same without surrender thereof. The
8 County and the Bond Registrar may charge the registered owner of such Refunding Bond their
9 expenses and reasonable fees, if any, in this connection.

10 **SECTION 18. BE IT FURTHER ENACTED BY THE COUNTY COUNCIL OF**
11 **HARFORD COUNTY, MARYLAND** that,

12 (a) Certain of the Refunding Bonds may be subject to redemption prior to
13 maturity, as determined by administrative resolution of the County Council, at or prior to the
14 issuance of the Refunding Bonds. The Refunding Bonds subject to redemption, if any, the
15 redemption dates, the redemption prices, and the method of choosing Refunding Bonds to be
16 redeemed upon a partial redemption, shall be specified in the Resolution.

17 (b) Unless notice of redemption shall be waived in writing by the registered
18 owners of the Refunding Bonds to be redeemed, a notice calling for redemption of the Refunding
19 Bonds to be redeemed shall be mailed by the Bond Registrar, not less than 30 days nor more than
20 45 days, prior to the date fixed for redemption (the "Redemption Date"), (i) to all registered
21 owners of the Refunding Bonds to be redeemed (in whole or in part), at their addresses appearing
22 on the registration books kept by the Bond Registrar, by first-class mail, postage prepaid;

1 (ii) to the Electronic Municipal Market Access System of the Municipal Securities Rulemaking
2 Board; and (iii) (A) to The Depository Trust Company and any other registered
3 securities depository hereafter established, and their respective successors and assigns, if
4 any, by certified or registered mail or overnight delivery service, and (B) to at least two national
5 information services that disseminate redemption notices, by certified or registered mail or
6 overnight delivery service; but failure to mail or deliver any such notice or any defect in the
7 notice so mailed or delivered, or in the mailing or delivery thereof, shall not affect the validity of
8 any redemption proceedings. Such notice shall specify numbers, CUSIP numbers and maturities
9 of the Refunding Bonds to be redeemed (in whole or in part), which statement of numbers
10 may be from one number to another, inclusive, the Redemption Date and redemption price,
11 and shall further state that, on the Redemption Date, the Refunding Bonds called for redemption
12 will be due and become payable at the office of the Bond Registrar, and that, from and after the
13 Redemption Date, interest thereon shall cease to accrue. The Bond Registrar will use its best
14 efforts to mail a second notice of redemption to registered owners of Refunding Bonds who have
15 not presented their Refunding Bonds for redemption 60 days after the Redemption Date.

16 (c) On the Redemption Date, notice having been mailed or waived, and
17 moneys for the payment of the redemption price plus accrued interest being held by the Bond
18 Registrar, the Refunding Bonds (or portions thereof) so called for redemption shall become due and
19 payable at the redemption price provided for redemption of such Refunding Bonds (or such
20 portions thereof) on the Redemption Date, interest on such Refunding Bonds so called for
21 redemption shall cease to accrue and the holders or registered owners of such Refunding Bonds so
22 called for redemption shall have no rights in respect thereto except to receive payment of the

1 redemption price thereof, plus accrued interest thereon to the Redemption Date from such
2 moneys held by the Bond Registrar.

3 (d) If it is determined that a portion, but not all of the principal amount
4 represented by any Refunding Bond is to be called for redemption, then upon notice of intention to
5 redeem such portion, the registered owner of such Refunding Bond shall forthwith surrender such
6 Refunding Bond to the Bond Registrar (i) the payment of the redemption price (including the
7 premium, if any, and interest to the Redemption Date) of the portion of the principal amount
8 thereof called for redemption; and (ii) in exchange for a new Refunding Bond of the unredeemed
9 balance of the principal amount of such Refunding Bond, and having the same form and
10 tenor as such Refunding Bond. If the Refunding Bond is required to be surrendered to the Bond
11 Registrar, a new Refunding Bond or Bonds representing the unredeemed balance of the principal
12 amount of such Refunding Bond shall be issued to the registered owner thereof without charge
13 therefor. If the registered owner of any such Refunding Bond shall fail to present such Refunding
14 Bond to the Bond Registrar for payment and exchange as aforesaid, such Refunding
15 Bond shall nevertheless become due and payable on the date fixed for redemption to the extent
16 of the portion of the principal amount called for redemption (and to that extent only). Interest
17 shall cease to accrue on the portion of the principal amount of such Refunding Bond
18 called for redemption on and after the Redemption Date, and no Refunding Bonds shall be
19 thereafter issued corresponding to such portion.

20 **SECTION 19. BE IT FURTHER ENACTED BY THE COUNTY COUNCIL OF**
21 **HARFORD COUNTY, MARYLAND** that, in the event the Refunding Bonds authorized herein
22 are sold at public sale, the sale may be pursuant to a Notice of Sale which contains information

1 describing the County, the Refunding Bonds and the Consolidated Public Improvement Bonds,
2 Series 2015, authorized to be sold or offered by the County on or about the same date of sale.

3 **SECTION 20. BE IT FURTHER ENACTED BY THE COUNTY COUNCIL OF**
4 **HARFORD COUNTY, MARYLAND** that, upon recommendation of the County Executive, the
5 County Council may adopt a resolution pursuant to Section 19-101 of the Local Government
6 Article of the Annotated Code of Maryland (2013 Repl. Vol. and 2018 Suppl.) authorizing the
7 Refunding Bonds to be sold pursuant to this Bill, to be consolidated for sale and issued, sold and
8 delivered as a single issue of bonds with other bonds authorized to be sold by Harford County,
9 Maryland.

10 **SECTION 21. BE IT FURTHER ENACTED BY THE COUNTY COUNCIL OF**
11 **HARFORD COUNTY, MARYLAND** that the provisions of this Bill are severable, and if any
12 provision, sentence, clause, section or part hereof is held illegal, invalid or unconstitutional or
13 inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality, or
14 inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses,
15 sections or parts of this Bill or their application to other persons or circumstances. It is hereby
16 declared to be the legislative intent that this Bill would have been passed if such illegal, invalid
17 or unconstitutional provision, sentence, clause, section or part had not been included herein, as if
18 the person or circumstances to which this Bill or any part hereof are inapplicable had been
19 specifically exempted therefrom.

1 **SECTION 22. AND BE IT FURTHER ENACTED BY THE COUNTY COUNCIL**
2 **OF HARFORD COUNTY, MARYLAND** that this Bill shall take effect sixty (60) calendar
3 days from the date it becomes law.

4 EFFECTIVE: _____, 2019

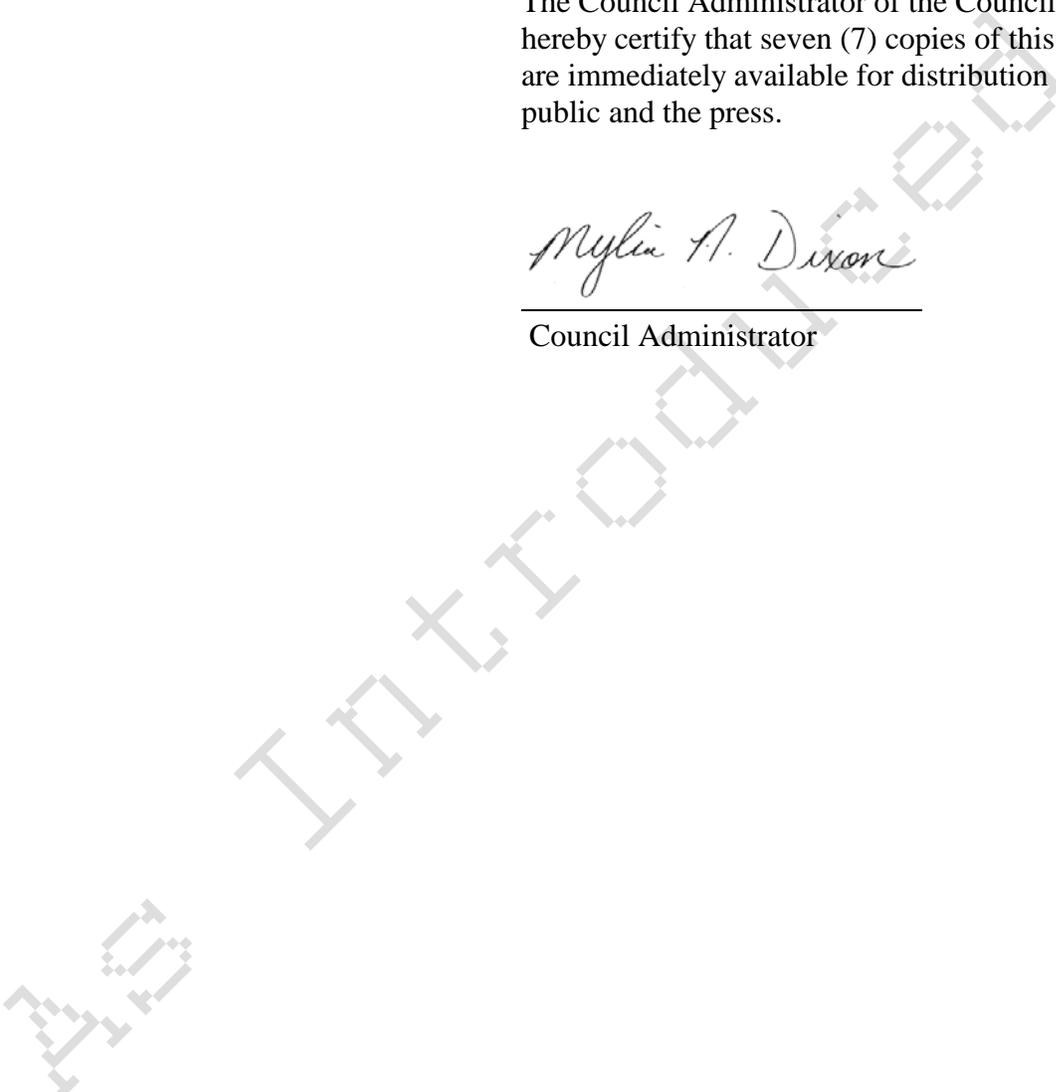
The Council Administrator of the Council does
hereby certify that seven (7) copies of this Bill
are immediately available for distribution to the
public and the press.

Mylia A. Dixon

Council Administrator

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1

EXHIBIT A

2

Name of Issue	Date of Issue	Original Aggregate Principal Amount	Outstanding Principal Amount	Enabling Authority (including projects and economic life)	Principal Amount Subject to Refunding
Harford County, Maryland Consolidated Public Improvement Taxable Build America Bonds (Direct Payment) Series 2010B	6/16/10	\$102,575,000	\$102,575,000	Bill 06-19 Bill 06-20 Bill 07-16 Bill 07-17 Bill 07-18 Bill 08-35 Bill 08-36 Bill 09-26 Bill 09-27	\$102,575,000
Harford County, Maryland Consolidated Public Improvement Bonds Series 2012A	1/19/12	\$55,000,000	\$37,050,000	Bill 07-16 Bill 07-17 Bill 07-18 Bill 08-35 Bill 08-36 Bill 09-26 Bill 09-27 Bill 10-18 Bill 11-27 Bill 11-28	\$29,000,000
Harford County, Maryland Consolidated Public Improvement Bonds Series 2013A	3/5/13	\$40,000,000	\$28,750,000	Bill 07-16 Bill 07-17 Bill 07-18 Bill 08-35 Bill 08-36 Bill 09-26 Bill 09-27 Bill 10-18 Bill 11-25 Bill 11-27 Bill 11-28 Bill 12-36 Bill 12-39	\$20,950,000

Name of Issue	Date of Issue	Original Aggregate Principal Amount	Outstanding Principal Amount	Enabling Authority (including projects and economic life)	Principal Amount Subject to Refunding
Harford County, Maryland Consolidated Public Improvement Bonds Series 2014	3/27/14	\$40,000,000	\$30,450,000	Bill 07-16 Bill 07-17 Bill 08-35 Bill 08-36 Bill 09-26 Bill 10-18 Bill 11-25 Bill 11-27 Bill 11-28 Bill 12-36 Bill 12-37 Bill 13-20	\$20,640,000