

ORDINANCE NO. 65

TOWN COMMISSIONERS OF LEONARDTOWN
INFRASTRUCTURE BONDS, 1990 SERIES A

ORDINANCE OF THE COUNCIL OF THE TOWN COMMISSIONERS OF LEONARDTOWN, A MUNICIPAL CORPORATION OF THE STATE OF MARYLAND, PROVIDING FOR THE ISSUANCE AND SALE OF UP TO EIGHT HUNDRED THIRTY FIVE THOUSAND DOLLARS (\$835,000.00) AGGREGATE PAR AMOUNT OF BONDS OF TOWN COMMISSIONERS OF LEONARDTOWN, TO BE KNOWN AS "TOWN COMMISSIONERS OF LEONARDTOWN INFRASTRUCTURE BONDS, 1990 SERIES A", TO BE ISSUED AND SOLD PURSUANT TO THE AUTHORITY OF SECTIONS SECTIONS 31 THROUGH 39 OF ARTICLE 23A OF THE ANNOTATED CODE OF MARYLAND, AS AMENDED, FOR THE PURPOSE OF PROVIDING FUNDS NECESSARY FOR PAYING THE COSTS OF TOWN WATER SYSTEM IMPROVEMENTS AND ISSUING THE BONDS; PROVIDING THAT THE BONDS SHALL BE ISSUED UPON THE FULL FAITH AND CREDIT OF THE TOWN COMMISSIONERS OF LEONARDTOWN; PROVIDING FOR THE DISBURSEMENT OF THE PROCEEDS OF THE SALE OF THE BONDS AND FOR THE LEVY OF ANNUAL TAXES UPON ALL ASSESSABLE PROPERTY WITHIN THE TOWN COMMISSIONERS OF LEONARDTOWN FOR THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON THE BONDS AS THEY SHALL RESPECTIVELY MATURE; PROVIDING FOR THE FORM, TENOR, DENOMINATION, MATURITY DATE AND OTHER PROVISIONS OF THE BONDS; PROVIDING FOR THE SALE OF THE BONDS; AND PROVIDING FOR RELATED PURPOSES, INCLUDING THE METHOD OF FIXING THE INTEREST RATE TO BE BORNE BY THE BONDS.

WHEREAS, The Town Commissioners of Leonardtown (the "Issuer") is a municipal corporation of the State of Maryland organized and operating under a charter (the "Charter") adopted in accordance with Article XI-E of the Constitution of Maryland and Article 23A of the Annotated Code of Maryland, as amended ("Article 23A"); and

WHEREAS, Section 31 of Article 23A empowers every municipal corporation to borrow money for any proper public purpose and to evidence such borrowing by the issue and sale of its general obligation bonds in the manner therein prescribed; and

WHEREAS, pursuant to the authority of Sections Sections 31 through 39 of Article 23A, the Issuer has determined to issue its general obligation bonds in the principal amount of up to Eight Hundred Thirty Five Thousand Dollars (\$835,000.00), to be known as "Town Commissioners of Leonardtown Infrastructure Bonds, 1990 Series A" for the purpose of providing funds necessary for payment of the costs of improvements to the water system of the Issuer (the "Project"), issuance costs, bond insurance premiums and other related costs; and

WHEREAS, the Issuer proposes to issue and sell the bonds to the Community Development Administration, an agency in the Division of Housing Finance of the Department of Housing and Community Development, a principal department of the government of the State of Maryland (the "Administration"), in connection with the Infrastructure Financing Program of the Administration (the "Program"); and

WHEREAS, it is the intention of the Issuer by this Ordinance to provide for the issuance and sale of the aforementioned bonds and the obtaining of a loan from the Administration pursuant to the Program (the "Loan").

NOW, THEREFORE, BE IT ORDAINED:

Section 1. Authorization, Terms, Form of Bonds.

(a) The Issuer shall borrow upon its full faith and credit and shall issue and sell upon its full faith and credit up to Eight Hundred Thirty Five Thousand Dollars (\$835,000.00) aggregate principal amount of its bonds, to be issued pursuant to the authority of Sections Sections 31 through 39 of Article 23A, to

be known as "Town Commissioners of Leonardtown Infrastructure Bonds, 1990 Series A" (the "Bonds"). The proceeds from the sale of the Bonds shall be used for the purpose of providing funds necessary for the Project and payment of issuance costs, bond insurance premiums and other related costs.

(b) The Bonds shall be issued as a single fully registered bond in the principal amount of up to Eight Hundred Thirty Five Thousand Dollars (\$835,000.00), payable to the registered owner thereof. The Bonds shall be issued in such amount or such lesser amount as determined by the Mayor, which shall be the amount of the Loan to be financed under the Program.

(c) The Bonds shall be dated as of October 1, 1990; shall be numbered R-1; shall be initially registered in the name of the Administration or its designee; shall bear interest from the date which is one month prior to their dated date, payable semiannually on May 1 and November 1, at such annual rate or rates and be payable in annual installments as set forth on Exhibit A attached or to be attached hereto.

(d) The rate of interest to be borne by the Bonds shall be determined and established by an ordinance or resolution of the Council of the Issuer, which supplements this Ordinance.

(e) The Bonds shall be in substantially the form set forth on Exhibit B attached hereto and made a part hereof, which form, together with all of the covenants and conditions therein contained, is hereby adopted by the Issuer as and for the form of obligation to be incurred by the Issuer and such covenants and

conditions are hereby made binding upon the Issuer, including the promise to pay therein contained.

(f) The Bonds are to be issued in connection with the Program to finance the Project and to pay costs of issuance, bond insurance premiums and other related costs. Under the Program, the Issuer will enter into a Repayment Agreement and a Pledge Agreement with the Administration (respectively, the "Repayment Agreement" and the "Pledge Agreement"). The Issuer will also execute and deliver in connection with the issuance of the Bonds and the Program additional documents, agreements, instruments and certificates (which, together with the Repayment Agreement and the Pledge Agreement are herein referred to as the "Program Documents"). The Program Documents shall be in such form and shall contain such terms and conditions as shall be approved by the Mayor.

(g) Because this Ordinance is being adopted before the details of the Loan to be made by the Administration to the Issuer under the Program have been finalized, the Mayor is hereby authorized to make such changes to the amount and form of the Bonds, including insertions therein or additions or deletions thereto, as may be necessary to conform the terms of the Bonds to the terms of the financing to be provided to the Issuer under the Program. Without limiting the foregoing, it is presently contemplated that the Loan will be in an amount not to exceed the maximum principal amount of the Bonds hereby authorized, subject to final approval by the Administration; accordingly, the Mayor is specifically authorized: (1) to make changes to the principal

amount of the Bonds in order to reflect the final principal of the Loan as approved by the Administration and accepted by the Issuer, (ii) to authorize and approve a payment schedule reflecting the principal and interest payments with respect to the Bonds, and (iii) to attach such payment schedule, as approved, to this Ordinance as Exhibit A.

Section 2. Execution.

The Bonds and the Program Documents shall be executed on behalf of the Issuer by the manual or facsimile signature of the Mayor of the Issuer, and the seal of the Issuer shall be affixed thereto and attested by the manual signature of the Town Secretary of the Issuer. If any officer whose signature shall appear on the Bonds or the Program Documents shall cease to be such officer before the delivery of the Bonds or the Program Documents, such signature shall nevertheless be valid and sufficient for all purposes the same as if he had remained in office until such delivery. The Mayor of the Issuer is hereby authorized, empowered and directed to complete the applicable form of the Bonds or the Program Documents and to make minor corrections or changes thereto in any manner which the Mayor, in his or her discretion, shall deem necessary to complete the issuance and sale of the Bonds and the execution and delivery of the Program Documents, all as may be in the best interest of the Issuer. The execution of the Bonds and the Program Documents by the Mayor shall be conclusive evidence of his or her approval of the form and substance thereof.

Section 3. Prepayment.

The Bonds are being issued in connection with the Program, and will secure payment of the Administration's Infrastructure Financing Bonds, which are being issued by the Administration to provide funds to purchase the Bonds from the Issuer. The Repayment Agreement limits the ability of the Issuer to prepay the Bonds in accordance with restrictions upon the ability of the Administration to redeem its Infrastructure Financing Bonds. Accordingly, the Issuer may prepay the Bonds only in accordance with the provisions of the Repayment Agreement and the terms governing prepayment as set forth in the Bonds.

Section 4.

Replacement of Mutilated, Lost, Stolen, or

Destroyed Bonds. In case any Bond (a "Bond" being, for purposes of this section, any one of the Bonds) shall become mutilated or be destroyed, lost or stolen, the Issuer may cause to be executed and delivered a new Bond of like date and tenor and bearing the same or a different number, in exchange and substitution for each Bond mutilated, destroyed, lost or stolen, upon the registered owner paying the reasonable expenses and charges of the Issuer in connection therewith and, in the case of any Bond being destroyed, lost or stolen upon the registered owner filing with the Issuer evidence satisfactory to it that such Bond was destroyed, lost or stolen, and his ownership thereof, and furnishing the Issuer with indemnity satisfactory to it. Any Bond so issued in substitution for a Bond so mutilated, destroyed, lost or stolen shall constitute an original contractual obligation on the part of the Issuer under this Ordinance whether or not the Bond in

exchange for which said new Bond is issued shall at any later date be presented for payment and such payment shall be enforceable by anyone, and any such new Bond shall be equally and proportionately entitled to the benefits of this Ordinance with all other like Bonds, in the manner and to the extent provided herein.

Section 5. Use of Proceeds.

(a) The proceeds of the Bonds shall be held, invested and administered by the Administration pursuant to the Repayment Agreement and shall be used, when and as required, to pay Development Costs (such term to be defined in the Repayment Agreement).

(b) After the acquisition and construction of the Project have been completed and the Project is in operation and all costs and expenses in connection therewith have been paid, any balance of the proceeds of the sale of the Bonds held by the Administration under the Repayment Agreement may be applied to the next maturing principal installment or prepayment of the Bonds, as permitted by the Administration.

Section 6. Covenants.

The Issuer covenants with and for the benefit of the registered owner from time to time of the Bonds, that so long as the Bonds or installments of principal thereunder shall remain outstanding and unpaid:

(a) The Issuer will duly and punctually pay, or cause to be paid, to the registered owner of the Bonds the principal of the Bonds and interest accruing thereon, at the dates and places and

in the manner mentioned in the Bonds, according to the true intent and meaning thereof.

(b) The Issuer covenants that so long as any of the Bonds are outstanding and not paid, it will levy annually, in the manner prescribed by law, a tax on all real and tangible personal property within its corporate limits subject to assessment for unlimited taxation, ad valorem taxes in rate and amount and sufficient, to provide for the payment of the principal of and interest on the Bonds as the same become due and payable; and in the event that the taxes so levied in any fiscal year shall prove inadequate for the above purposes, the Issuer shall levy additional taxes in the succeeding fiscal year to make up such deficiency; and the full faith and credit and the unlimited taxing power of the Issuer are hereby irrevocably pledged to the punctual payment of the principal of and interest on the Bonds as the same become due.

Section 7. Ordinance a Contract.

The provisions of this Ordinance shall constitute a contract with the purchaser and registered owner from time to time of the Bonds, and this Ordinance shall not be repealed, modified or altered while the Bonds or any portion thereof remain outstanding and unpaid without the consent of the registered owners of the Bonds.

Section 8. Special Tax Covenants.

(a) The Issuer covenants that it will not make any use of the proceeds of the Bonds or any moneys, securities or other

obligations on deposit to the credit of the Issuer or otherwise which may be deemed by the Internal Revenue Service to be proceeds of the Bonds pursuant to Section 148 of the Internal Revenue Code of 1986, as amended, and the Income Tax Regulations thereunder (collectively, the "Code"), which would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code.

(b) The Issuer further covenants that it will comply with those provisions of the Code which are applicable to the Bonds on the date of issuance of the Bonds and which may subsequently lawfully be made applicable to the Bonds. To the extent that provisions of the Code apply to only a portion of the Bonds, proceeds thereof or other moneys, securities or other obligations deemed to be proceeds, it is intended that the covenants of the Issuer contained in this Section 8 of this Ordinance be construed so as to require the Issuer to comply with such provisions of the Code only to the extent of such applicability.

(c) The Issuer further covenants that it will not (i) take any action, (ii) fail to take any action, or (iii) make any use of the proceeds of the Bonds, which would cause the interest on the Bonds to be or become includible in gross income for federal income tax purposes in the hands of the registered owners thereof.

Section 9. Pledge of Local Government Payments.

As contemplated and authorized by Article 83B, Section 2-204(16)(iii) of the Annotated Code of Maryland, as amended, the Issuer hereby pledges, assigns and grants a security

interest to the Administration, its successors in trust and assigns, all right, title and interest of the Issuer in and to the Local Government Payments (as defined in the Pledge Agreement), now or hereafter acquired, to secure payment of the principal of, premium, if any, and interest on the Bonds and any other Local Obligations (as defined in the Pledge Agreement) issued and to be issued from time to time by the Issuer under the Program, all as more fully set forth and provided in the Pledge Agreement.

Section 10. Purchase Price of Bonds.

The Bonds shall be sold for cash at not less than par in accordance with the terms and provisions of this Ordinance.

Section 11. Sale of Bonds.

Notwithstanding Sections 32(3) and 34(4) of Article 23A, the Bonds shall be sold to the Administration under the Program at private sale, as authorized by Article 83B, Section 2-204(16)(ii) of the Annotated Code of Maryland, as amended.

Section 12. Actions.

The officers and employees of the Issuer are hereby authorized and directed to do all acts and things required of them by the provisions of this Ordinance, for the full, punctual and complete performance of all the terms, covenants and provisions of the Bonds, the Program Documents and this Ordinance and to do and perform all acts and to execute, seal and deliver all documents or instruments of writing which may be necessary or desirable to carry out the full intent and purposes of this Ordinance and the Program Documents.

Pursuant to the requirements of Section 209 of the Charter, the Town Secretary shall promptly cause a summary of this Ordinance to be published in a newspaper of general circulation in the Issuer's jurisdiction at least seven (7) calendar days before the effective Date of this Ordinance, and, pursuant to the requirements of Section 212 of the Charter, shall promptly cause a copy of this Ordinance to be filed in the records of the Town Secretary and kept available for public inspection.

The Clerk-Treasurer shall act as registrar for the Bonds and shall maintain registration books for the registration and registration of transfer of the Bonds. No security or bonds shall be required of the Clerk-Treasurer in the performance of the duties of registrar for the Bonds.

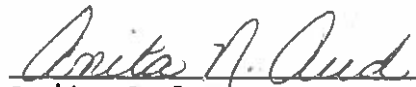
Section 13. Effective Date; Miscellaneous.

This Ordinance shall take effect 20 calendar days after from the date of its approval by the Mayor. It is the intent hereof that the laws of the State of Maryland shall govern its construction and the construction of the Bonds. Any copy of this Ordinance duly certified by the Town Secretary or his or her successor in office shall constitute evidence of the contents and provisions hereof.

ADOPTED by the Council of the Town Commissioners of Leonardtown on October 9, 1990, and approved by the Mayor on October 9, 1990.

ATTEST:

TOWN COMMISSIONERS OF LEONARDTOWN



Anita Aud,
Town Secretary

By: 
J. Maguire Mattingly Jr.,
Mayor

[SEAL]

Exhibits

- A - Repayment Schedule
- B - Form of Bond

FORM OF BOND

United States of America
State of Maryland
Town Commissioners of Leonardtown
Infrastructure Bond, 1990 Series A

No. R-1

\$835,000.00

THE TOWN COMMISSIONERS OF LEONARDTOWN, a municipal corporation duly organized and existing under the Constitution and laws of the State of Maryland (the "Issuer"), hereby promises to pay to the Maryland Community Development Administration, or its registered assigns, the principal amount of Eight Hundred Thirty Five Thousand Dollars (\$835,000.00), plus interest on each unpaid principal installment at the rates per annum set forth under the column designated "Coupon" on Exhibit A attached hereto for each principal installment, in such coin or currency of the United States of America as at the time of payment shall be legal tender for the payments to be made, as follows: (a) interest on the outstanding and unpaid principal of this bond shall be due and payable in semiannual payments commencing on May 1, 1991 and continuing on the first day of November and May in each year thereafter until final maturity; (b) principal of this bond shall be paid commencing on May 1, 1992 and on May 1 in each year thereafter until final maturity in the aggregate amount of principal installments as set forth on Exhibit A.

In the event any payment hereon (whether principal, interest or both) is not paid when due and payable, such payment shall continue as an obligation of the Issuer and shall bear interest until paid at the rate of interest borne by this bond. Payment of principal hereof and interest due hereon shall be made at the offices of the Issuer or its designated agent.

This bond, designated as "The Town Commissioners of Leonardtown Infrastructure Bond, 1990 Series A" (the "Bond"), is a general obligation of the Issuer, limited to the principal amount of Eight Hundred Thirty Five Thousand Dollars (\$835,000.00), and has been duly issued by the Issuer for the purpose of providing funds necessary for payment of the costs of improvements to the water system of the Issuer issuance costs, bond insurance premiums and other related costs.

This Bond is issued pursuant to the authority of Sections 31 through 39 of Article 23A of the Annotated Code of Maryland, as amended, and an Ordinance of the Issuer adopted on _____, 1990 (the "Ordinance"). The full faith and credit of the Issuer are hereby irrevocably pledged to the payment of the principal of this Bond and the interest to accrue hereon.

This Bond is issued in connection with the Infrastructure Financing Program of the Community Development Administration, an agency in the Division of Housing Finance of the Department of Housing and Community Development, a principal department of the government of the State of Maryland (the "Administration"). This Bond is subject to the terms and conditions of the Repayment Agreement dated as of October 1, 1990, between the Issuer and the Administration (the "Repayment Agreement").

This Bond is not subject to prepayment by the Issuer prior to June 1, 2000. On or after June 1, 2000, this Bond is subject to prepayment by the Issuer at the prepayment prices, expressed as a percentage of the principal amount to be prepaid, plus accrued interest, if any, to the prepayment date, on the principal amount thereof, and during the periods (both dates inclusive) listed below:

<u>Period</u>	<u>Price</u>
June 1, 2000 through May 31, 2001	102½
June 1, 2001 through May 31, 2002	101
June 1, 2002 through thereafter	100

Notice of prepayment shall be given, the date of prepayment determined, and all prepayments of this Bond shall be applied in accordance with the provision of the Repayment Agreement.

The Issuer may treat the person in whose name this Bond is registered as the absolute owner hereof, whether or not this Bond shall be overdue, for the purpose of receiving payment thereof and for all other purposes whatsoever, and shall not be affected by any notice to the contrary, except as provided below.

This Bond is assignable and upon such assignment the assignor shall promptly notify the Issuer by certified mail, and the assignee shall surrender this Bond to the Issuer for transfer on the registration records and verification of the portion of the principal amount hereof and interest hereon paid or unpaid, and every such assignee shall take this Bond subject to such condition. In connection with any transfer of this Bond, the Issuer may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to such transfer and any reasonable fees or expenses of the Issuer incurred in connection with such transfer.

As declared by Section 35 of Article 23A of the Annotated Code of Maryland, as amended, this Bond shall be fully negotiable under the laws of the State of Maryland and nothing contained in this Bond shall affect or impair the negotiability of this Bond. This Bond is issued with the intent that the laws of the State of Maryland shall govern its construction.

No recourse shall be had for the payment of the principal of, the interest on, or for any claim based hereon or on the Ordinance against any elected or appointed official or employee, past, present or future of the Issuer or any agency thereof; and any such recourse, claim or liability is expressly waived by acceptance by the registered owner of the delivery of this Bond.

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 Charter of the Issuer and the proceedings of the Issuer.

IN WITNESS WHEREOF, the Town Commissioners of Leonardtown has caused this Bond to be signed in its name by the manual or facsimile signature of its Mayor, its corporate seal to be affixed hereto and attested by the manual signature of the Town Secretary and this Bond to be dated _____ 1, 1990.

ATTEST:

TOWN COMMISSIONERS OF LEONARDTOWN

Suellen Wright,
Town Secretary

By: _____
J. Maguire Mattingly,
Mayor

[SEAL]

(Form of Assignment)

ASSIGNMENT

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

(Include Social Security or Other Identifying Number of Assignee)

(Name and Address Including Postal Zip Code of Assignee)

the within bond and all rights thereunder, and hereby irrevocably constitutes and appoints

attorney to transfer the within bond on the books of the Issuer at the offices of the Issuer in Leonardtown, Maryland or at the offices of its designated agent, with full power of substitution in the premises.

Dated: _____

NOTICE: The signature to 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.

Signature guaranteed by:

(Bank, Trust Company or Firm)

(Authorized Signature)