

INTRODUCED _____
PUBLIC HEARING _____
COUNCIL ACTION _____
EXECUTIVE ACTION _____
EFFECTIVE DATE _____

**County Council of
Howard County, Maryland**

2016 Legislative Session

Legislative Day No. 3

Resolution No. 32 -2016

Introduced by: The Chairperson at the request of the County Executive

A RESOLUTION adopted pursuant to the Maryland Economic Development Revenue Bond Act providing for the issuance by Howard County, Maryland, as its limited obligations and not upon its faith and credit or pledge of its taxing power, of up to \$55,000,000 of its bonds and the loan of the proceeds thereof to Columbia Vantage House Corporation to be used to (1) refund outstanding Howard County, Maryland Retirement Community Revenue Bonds (Vantage House Facility) Series 2007A and B and (2) finance (a) renovations of and capital improvements for a multi-building continuing care retirement community located in Columbia, Maryland and (b) costs of issuance, reserves, capitalized interest and other related costs; reserving certain rights; providing for the issuance and sale of bond anticipation notes for such purposes; authorizing the County Executive to specify, prescribe, determine, provide for or approve certain matters, details, forms, documents or procedures; and specifying and describing various matters in connection therewith.

Introduced and read first time on _____, 2016.

By order _____
Jessica Feldmark, Administrator to the County Council

Read for a second time and public hearing held on _____, 2016.

By order _____
Jessica Feldmark, Administrator to the County Council

This Resolution was read the third time and was Adopted __, Adopted with amendments __, Failed __, Withdrawn __ by the County Council on _____, 2016.

Certified by _____
Jessica Feldmark, Administrator to the County Council

APPROVED: _____, 2016

Allan H. Kittleman,
County Executive

NOTE: [[text in brackets]] indicates deletions from existing language; TEXT IN SMALL CAPITALS indicates additions to existing language. ~~Strike out~~ indicates material deleted by amendment; Underlining indicates material added by amendment.

1 **Recitals**

2 The Maryland Economic Development Revenue Bond Act, 12-101 to 12-118,
3 inclusive, of the Economic Development Article of the Annotated Code of Maryland (the
4 “Act”), provides that in order to accomplish the legislative policy of the Act, in addition
5 to whatever other powers it may have and notwithstanding any limitation of law, any
6 public body (as defined in the Act) may issue and sell its bonds (as defined in the Act), as
7 its limited obligations and not upon its faith and credit or pledge of its taxing power, at
8 any time and from time to time, for the purposes of financing or refinancing any costs of
9 the acquisition or improvement (as defined in the Act) of one or more facilities (as
10 defined in the Act) for one or more facility users (as defined in the Act) or of refunding
11 outstanding bonds, including the necessary expenses of preparing, printing, selling and
12 issuing those bonds, the funding of reserves and the payment of interest with respect to
13 financing and refinancing such acquisition in such amounts, or for such period, as the
14 public body deems reasonable.

15 The General Assembly of the State of Maryland (the “State”), in the Act, declares
16 its legislative purpose to:

- 17 (1) relieve conditions of unemployment in the State;
- 18 (2) encourage the increase of industry and commerce and a balanced
19 economy in the State;
- 20 (3) assist in the retention of existing industry and commerce in, and
21 the attraction of new industry and commerce to, the State through, among other
22 things, port development and the control or abatement of pollution of the
23 environment and the utilization and disposal of wastes;
- 24 (4) promote economic development;
- 25 (5) protect natural resources and encourage resource recovery; and
- 26 (6) generally promote the health, welfare, and safety of the residents of
27 the State.

1 The Act provides that a public body may accomplish the acquisition and
2 improvement of a facility from the proceeds of the sale of its bonds by one or more of the
3 following methods:

4 (1) by leasing the facility to a facility user;

5 (2) by selling the facility to a facility user under an installment sale
6 agreement;

7 (3) by lending bond proceeds to a facility user to be used to finance or
8 refinance a facility; or

9 (4) in such other manner as the County deems appropriate to
10 accomplish the purposes of the Act.

11 The Act provides that to implement the authority conferred upon it by the Act to
12 issue bonds, the legislative body of any county (as defined in the Act) or municipality (as
13 defined in the Act), or the board of directors of any authority (as defined in the Act), may
14 adopt a resolution pursuant to which it shall:

15 (1) specify and describe the facility;

16 (2) generally describe the public purpose to be served and the
17 financing or refinancing transaction;

18 (3) specify the maximum principal amount of the bonds that may be
19 issued; and

20 (4) impose any terms or conditions on the issuance and sale of the
21 bonds it deems appropriate.

22 The Act provides that the legislative body of any county or municipality, or the
23 board of directors of any authority, by resolution may itself specify and prescribe, or may
24 authorize (1) its finance board (as defined in the Act), by resolution, or (2) its chief
25 executive officer (as defined in the Act), by executive order or otherwise, or (3) any other
26 appropriate administrative officer, by order or otherwise with the approval of its chief
27 executive officer, to (a) specify, prescribe, determine, provide for or approve such

1 matters, documents or procedures that relate to the authorization, sale, security, issuance,
2 delivery or payment of or for the bonds, (b) create security for the bonds, (c) provide for
3 the administration of bond issues such as trust or other agreements with banks or trust
4 companies that cover any countersignature on a bond, the delivery of a bond or the
5 security for a bond and (d) take any other actions it considers appropriate concerning the
6 bonds.

7 Howard County, Maryland, a body politic and corporate and a political
8 subdivision of the State of Maryland (the “County”), received a letter of intent and
9 accompanying application with exhibits dated January 12, 2016 (the “Letter of Intent”),
10 from Columbia Vantage House Corporation, a Maryland non-stock, non-profit
11 corporation (the “Facility Applicant”), pursuant to which the Facility Applicant requested
12 the County to issue and sell the County’s bonds (as defined in the Act), as its limited
13 obligations and not upon its faith and credit or pledge of its taxing power, at any time or
14 from time to time and in one or more series, taxable or tax-exempt, in an aggregate
15 principal amount not to exceed \$55,000,000, pursuant to and in accordance with the Act
16 for the purpose of (1) refunding the outstanding Howard County, Maryland Retirement
17 Community Revenue Bonds (Vantage House Facility) Series 2007A and B (the “Prior
18 Bonds”), the proceeds of which were used to finance or refinance the 2000 Facility, the
19 2002 Facility and the 2007 Facility (as each are described below) and (2) financing the
20 (a) cost of the 2016 Improvements (as defined below) and (b) costs of issuance of such
21 bonds, reserves, capitalized interest on such bonds and other costs related to the
22 transactions.

23 The 2000 Facility consists of and includes:

- 24 (1) an approximately four acre campus at 5400 Vantage House Road
25 in Columbia, Maryland (the “Land”);
26 (2) a 13-story brick and steel high rise building containing, as of the
27 date of issuance of the Series 2000 Bonds, 214 independent living units, common

1 areas, facilities and administrative offices and a connected 5-story building
2 containing a nursing center, assisted living units, comprehensive care units,
3 common areas, facilities and other administrative offices consisting of
4 approximately 337,940 square feet in the aggregate, all located on the Land (the
5 “Buildings”);

6 (3) general renovations of the Buildings;

7 (4) certain necessary or useful furnishings, equipment and machinery
8 (the “Equipment”);

9 (5) such interests in land as may have been necessary or suitable for
10 the foregoing, including roads and rights of access, utilities and other necessary
11 site preparation facilities.

12 The 2002 Facility consists of and includes:

13 (1) general renovations and improvements to the Buildings, all located
14 on the Land, which renovation included the addition of 10 independent living
15 units;

16 (2) the installation of necessary or useful furnishings, equipment and
17 machinery; and

18 (3) the acquisition of such interests in land as may have been
19 necessary or suitable for the foregoing, including roads and rights of access,
20 utilities and other necessary site preparation facilities.

21 The 2007 Facility consists of and includes:

22 (1) general renovations and improvements to the Buildings, all located
23 on the Land, which renovations included infrastructure improvements consisting
24 of a new roof, replacement elevators, boilers, a cooling tower, a fire alarm and
25 sprinkler system and an emergency call system;

26 (2) the installation of necessary or useful furnishings, equipment and
27 machinery; and

1 (3) the acquisition of such interests in land as may have been
2 necessary or suitable for the foregoing, including roads and rights of access,
3 utilities and other necessary site preparation facilities.

4 The Letter of Intent indicates that the acquisition of the 2016 Improvements will
5 consist of and include new capital projects, including but not limited to:

6 (1) general renovations and improvements to the Buildings, all located
7 on the Land, which renovations include converting the enhanced living units into
8 memory support neighborhoods, renovating the common areas, and renovating
9 and expanding the administrative and wellness space;

10 (2) the installation of necessary or useful furnishings, equipment and
11 machinery; and

12 (3) the acquisition of such interests in land as may have been
13 necessary or suitable for the foregoing, including roads and rights of access,
14 utilities and other necessary site preparation facilities.

15 The 2000 Facility, the 2002 Facility, the 2007 Facility and the 2016
16 Improvements are collectively referred to as the “Facility.”

17 The Letter of Intent indicates that the Facility will continue to be used as a
18 continuing care retirement community. The Facility Applicant is the operator of the
19 Facility and the sole member of Vantage House LLC, the owner of the Facility. The
20 Facility Applicant is the lessee of the Facility under a long-term ground lease with
21 Vantage House LLC.

22 The Letter of Intent further expresses the Facility Applicant’s intention that (a) the
23 interest payable on one or more series of such bonds will be excludible from the gross
24 income of the owners thereof for purposes of federal income taxation pursuant to
25 Sections 103 and 145 of the Internal Revenue Code of 1986, as amended (the “Code”),
26 and that the proceeds of such series of bonds would be applied to finance and refinance
27 all costs of the funding of the Facility which are eligible for tax-exempt financing; and

1 (b) the costs of acquisition, funding and refinancing of the Facility which are not eligible
2 for tax-exempt financing would be financed with the proceeds of one or more separate
3 series of such bonds, the interest on which would be subject to federal income taxation.

4 The County, based upon the findings and determinations and subject to the
5 reservation of certain rights, all as set forth below, has determined to issue, sell and
6 deliver, at any time or from time to time and in one or more series, taxable and tax-
7 exempt, its bonds (as defined in the Act) in an aggregate principal amount not to exceed
8 \$55,000,000 (the “Bonds”), and to lend the proceeds of the Bonds of each series to the
9 Facility Applicant upon the terms and conditions of one or more loan agreements (each, a
10 “Loan Agreement”) to be entered into between the County and the Facility Applicant,
11 such proceeds to be used by the Facility Applicant for the purpose of refinancing the
12 2000 Facility, the 2002 Facility and the 2007 Facility by refunding the Prior Bonds,
13 financing a portion of the costs of the acquisition of the 2016 Improvements, issuance
14 costs, reserves, capitalized interest on the Bonds and other costs related to the transaction.

15 **Now, therefore, in accordance with the Act:**

16 **Section 1. Be it resolved by the County Council of Howard County,**
17 **Maryland,** That the words and terms used in this Resolution (including the Recitals set
18 forth above) that are defined in the Act shall have the meanings indicated in the Act,
19 unless the context clearly requires a contrary meaning.

20 **Section 2. And be it further resolved by the County Council of Howard**
21 **County, Maryland,** That acting pursuant to the Act, it is hereby found and determined as
22 follows:

23 (1) The County is a “public body” and a “county” within the meaning
24 of the Act.

25 (2) The Facility Applicant is a “facility applicant” and will be a
26 “facility user” within the meaning of the Act. The limited liability company
27 referred to the Recitals, which is owned the Facility Applicant, is also a “facility

1 user” within the meaning of the Act.

2 (3) The Facility is a “facility” within the meaning of the Act.

3 (4) The County Executive of the County (the “County Executive”) is
4 the “chief executive officer” of the County within the meaning of the Act.

5 (5) The Letter of Intent is a “letter of intent” within the meaning of the
6 Act.

7 (6) The word “bonds,” as defined in the Act, means a revenue bond or
8 note issued and sold by a public body under the Act and includes bond
9 anticipation notes issued in anticipation of the issuance and sale of bonds.

10 (7) The issuance and sale of the Bonds by the County, pursuant to the
11 Act, for the sole and exclusive purpose of financing and refinancing the costs (to
12 the fullest extent permitted by the Act) of the Facility will facilitate and expedite
13 the financing and refinancing of the Facility.

14 (8) The financing and refinancing of the Facility, as provided in this
15 Resolution, will promote the declared legislative purposes of the Act by (a)
16 sustaining jobs and employment by the creation or retention of a significant
17 number of jobs, thus relieving conditions of unemployment in the State and in
18 Howard County; (b) encouraging the increase of industry and commerce and a
19 balanced economy in the State and in Howard County; (c) assisting in the
20 retention of existing industry and commerce and in the attraction of new industry
21 and commerce in the State and in Howard County by, among other things, the
22 purchase of supplies and services from other businesses in Howard County; (d)
23 promoting economic development in the State and in Howard County by
24 stimulating the local economy; and (e) generally promoting the health, welfare
25 and safety of the residents of the State and Howard County.

26 (9) The Bonds of any series and the interest on them are limited
27 obligations of the County the principal of, premium, if any, and interest on which

1 are payable solely (except for bond anticipation notes as set forth in Section 6)
2 from revenues to be received in connection with the financing and refinancing of
3 the Facility or from any other moneys made available to the County for such
4 purpose. Neither the Bonds of any series nor the interest thereon shall ever
5 constitute an indebtedness or a charge against the general credit or taxing powers
6 of the County within the meaning of any constitutional or charter provision or
7 statutory limitation and neither shall ever constitute or give rise to any pecuniary
8 liability of the County.

9 (10) Neither the proceeds of the Bonds of any series nor the payments
10 of the principal of and premium, if any, and interest on the Bonds of any series
11 will be commingled with the County's funds or will be subject to the absolute
12 control of the County, but will be subject only to such limited supervision and
13 checks as are deemed necessary or desirable by the County to ensure that the
14 proceeds of the Bonds of any series are used to accomplish the public purposes of
15 the Act and this Resolution. The transactions provided for hereby do not
16 constitute any physical public betterment or improvement or the acquisition of
17 property for public use or the purchase of equipment for public use. The public
18 purposes expressed in the Act are to be achieved by facilitating the financing and
19 refinancing of the Facility.

20 **Section 3. And be it further resolved by the County Council of Howard**
21 **County, Maryland,** that this Resolution, among other things, evidences the present
22 intent of the County to issue, sell and deliver the Bonds in accordance with the terms and
23 provisions of this Resolution. The County Executive of the County is hereby authorized,
24 empowered and directed to accept the Letter of Intent on behalf of the County in order to
25 further evidence the intent of the County to issue and sell the Bonds in accordance with
26 the terms and provisions of this Resolution.

27 **Section 4. And be it further resolved by the County Council of Howard**

1 **County, Maryland,** That the County shall issue, sell and deliver the Bonds, at any time
2 or from time to time and in one or more series, taxable or tax-exempt in an aggregate
3 principal amount not to exceed \$55,000,000, subject to the provisions of this Resolution.
4 The County will lend the proceeds of the Bonds of any series to the Facility Applicant
5 pursuant to the terms and provisions of a Loan Agreement, to be used by the Facility
6 Applicant for the purpose of refinancing the 2000 Facility, the 2002 Facility and the 2007
7 Facility by refunding the Prior Bonds and financing the costs of the 2016 Improvements
8 and funding costs of issuance of the Bonds, reserves, capitalized interest on the Bonds
9 and other costs related to the transaction.

10 Any Loan Agreement entered into with respect to the Bonds of any series will
11 require that (1) the proceeds of the Bonds be used solely to refund the Prior Bonds and
12 finance the costs of the 2016 Improvements (to the fullest extent permitted by the Act),
13 costs of issuance of the Bonds and other related costs of the transaction, and (2) the
14 Facility Applicant makes, or cause to be made, payments which will be sufficient to
15 enable the County to pay the principal of and interest and premium, if any, on the Bonds
16 when and as the same become due and payable.

17 The Facility is specified and described in the Recitals set forth above. The public
18 purpose to be served by the issuance and sale of the Bonds is described in Section 2 of
19 this Resolution, in this Section and in the Recitals set forth above. The maximum
20 principal amount of the Bonds that may be issued is \$55,000,000, provided that bond
21 anticipation notes and refunding bonds may be issued and sold as provided in Sections 6
22 and 7 of this Resolution.

23 **Section 5. And be it further resolved by the County Council of Howard**
24 **County, Maryland,** That the County reserves the right, in its sole and absolute
25 discretion, to take any actions deemed necessary by the County in order to ensure that the
26 County (1) complies with present federal and State laws and any pending or future
27 federal or State legislation, whether proposed or enacted, which may affect or restrict the

1 issuance of the Bonds, and (2) issues the Bonds, within the limits imposed by such
2 present laws or any such pending or future legislation or any future local laws, to finance
3 those facilities which the County determines, in its sole and absolute discretion, will
4 provide the greatest benefit to the residents of the County and the State.

5 Pursuant to the provisions of this Section 5, the County reserves the right in its
6 sole and absolute discretion, to, among other things, (1) never issue the Bonds, (2) issue
7 only a portion of the aggregate principal amount of the Bonds required by the Facility
8 Applicant, (3) restrict the use of the proceeds of the Bonds, (4) delay indefinitely the
9 issuance of the Bonds or (5) take any other actions deemed necessary by the County, in
10 its sole discretion, in order to ensure that the County achieves the goals set forth in the
11 Act and in this Resolution.

12 **Section 6. And be it further resolved by the County Council of Howard**
13 **County, Maryland,** That, as permitted by the Act, the provisions set forth in this
14 Resolution for the issuance and sale of the Bonds are intended and shall be deemed to
15 include provisions for the issuance and sale of bond anticipation notes without the
16 adoption of any further resolution or other action by the legislative body of the County.
17 Accordingly, the words “bonds” and “Bonds,” as used in this Resolution, shall include
18 such bond anticipation notes, unless the context clearly requires a contrary meaning. At
19 no time shall the aggregate principal amount of any bond anticipation notes exceed the
20 amount set forth in Section 4 of this Resolution. It is intended that the aggregate principal
21 amount of issued and outstanding bond anticipation notes, when added to the aggregate
22 principal amount of issued and outstanding Bonds in anticipation of which such notes
23 were issued, shall not exceed the aggregate principal amount set forth in Section 4 of this
24 Resolution at any time. The County will agree to pay any bond anticipation notes issued
25 pursuant to this Resolution and the interest and premium, if any, thereon from the
26 proceeds of the Bonds in anticipation of the sale of which such notes are issued, and the
27 County will agree to issue such Bonds when, and as soon as, the reason for deferring the

1 issuance of the Bonds no longer exists. The timely issuance of such Bonds, however, is
2 dependent upon matters not within the control of the County, including (without
3 limitation) the existence of a purchaser or purchasers for such Bonds at the time the
4 reason for deferring the issuance of the Bonds no longer exists and the effectiveness of
5 various actions taken by the Facility Applicant, their officers, agents and employees.

6 **Section 7. And be it further resolved by the County Council of Howard**
7 **County, Maryland,** That the Bonds, or any bond anticipation notes authorized by this
8 Resolution, may be issued at any time or from time to time and in one or more series,
9 taxable and tax-exempt, and each series of the Bonds shall be identified by the year of
10 issue or by some other or additional appropriate designation; provided, however, that
11 except for the issuance of refunding revenue bonds as set forth in this Section 7, Bonds
12 must be issued within one year from the effective date of this Resolution as set forth in
13 Section 13 hereof. The provisions in this Resolution providing for the issuance of the
14 Bonds shall expire with respect to Bonds which have not been issued within such period,
15 unless, either prior to or after such provisions expire, the County Council of Howard
16 County, Maryland adopts, and the County Executive approves, a resolution supplemental
17 hereto, which extends the period of time during which the Bonds may be issued.

18 The authority to issue the Bonds is intended to and shall include the authority to
19 issue refunding revenue bonds. References herein to the “Bonds” shall include refunding
20 revenue bonds where appropriate. In the event that any refunding revenue bonds are
21 issued pursuant to this Resolution, the outstanding principal amount of any “refunded
22 bonds” (as hereinafter defined) shall not be taken into account in determining the
23 aggregate principal amount of Bonds issued, sold and delivered hereunder. The term
24 “refunded bonds” means any Bonds (i) for the payment of which (both principal and
25 interest) provision has been made from the proceeds (including any earnings on the
26 investment thereof) of Bonds issued pursuant to this Resolution or (ii) which have been
27 paid from such proceeds, whether such provision for payment, or such payment, is made

1 at or prior to the maturity of such Bonds.

2 **Section 8. And be it further resolved by the County Council of Howard**
3 **County, Maryland,** That the Bonds shall be executed in the name of the County and on
4 its behalf by the County Executive, by his manual or facsimile signature, and by the
5 Director of Finance of the County, by his manual or facsimile signature, and the
6 corporate seal of the County or a facsimile thereof shall be impressed or otherwise
7 reproduced thereon and attested by the Chief Administrative Officer of the County, by his
8 manual or facsimile signature. At least one signature required or permitted to be placed
9 on the Bonds must be manually subscribed. If the Bonds are required to be manually
10 signed by a trustee, issuing agent, fiscal agent, registrar, or other agent or custodian, any
11 other signature required or permitted to be placed on the Bonds may be executed by
12 facsimile. Any Loan Agreement and, where applicable, all other documents as the
13 County Executive deems necessary to effectuate the issuance, sale and delivery of the
14 Bonds of any series, shall be executed in the name of the County and on its behalf by the
15 County Executive by his manual signature, and the corporate seal of the County or a
16 facsimile thereof shall be impressed or otherwise reproduced thereon and attested by the
17 Chief Administrative Officer of the County by his manual signature. If any officer whose
18 signature or countersignature or a facsimile of whose signature or countersignature
19 appears on the Bonds of any series or any of the aforesaid documents ceases to be such
20 officer before the delivery of the Bonds of such series or any of the other aforesaid
21 documents, such signature or countersignature or such facsimile shall nevertheless be
22 valid and sufficient for all purposes, the same as if such officer had remained in office
23 until delivery. The County Executive, the Director of Finance of the County, the Chief
24 Administrative Officer of the County and other officials of the County are hereby
25 authorized and empowered to do all such acts and things and execute such documents and
26 certificates as the County Executive may determine to be necessary to carry out and
27 comply with the provisions of this Resolution, subject to the limitations set forth in the

1 Act and any limitations set forth in this Resolution.

2 **Section 9. And be it further resolved by the County Council of Howard**
3 **County, Maryland,** That, as permitted by the Act, one or more series of the Bonds may
4 be sold at private (negotiated) sale and at par, unless the County Executive deems it to be
5 in the best interests of the County to sell one or more series of the Bonds at public sale or
6 above or below par, in either or both of which events, the Bonds of such series shall be
7 sold in such manner and upon such terms as the County Executive deems to be in the best
8 interests of the County.

9 **Section 10. And be it further resolved by the County Council of Howard**
10 **County, Maryland,** That prior to the issuance, sale and delivery of the Bonds of any
11 series, regardless of the date on which such Bonds are issued, the County Executive, by
12 executive order or otherwise:

13 (1) shall prescribe the form, tenor, terms and conditions of and
14 security for the Bonds of such series;

15 (2) shall prescribe the principal amounts, rate or rates of interest,
16 denominations, date, maturity or maturities (within the limits prescribed in the
17 Act), and the time and place or places of payment of the Bonds of such series and
18 the terms and conditions and details under which the Bonds of such series may be
19 called for redemption prior to their stated maturities;

20 (3) if necessary, may appoint a trustee, a bond registrar and a paying
21 agent or agents, for the Bonds of such series;

22 (4) shall approve the form and contents of, and execute and deliver
23 (where applicable), the Loan Agreement, and such other documents, including
24 (without limitation) trust agreements, assignments, mortgages, deeds of trust,
25 guaranties and security instruments to which the County is a party and which may
26 be necessary to effectuate the issuance, sale and delivery of the Bonds of such
27 series;

1 (5) may prepare and distribute, in conjunction with representatives of
2 the Facility Applicant and the prospective purchasers or underwriters for the
3 Bonds of any series, both a preliminary and a final official statement in
4 connection with the sale of the Bonds of any series, if such preliminary official
5 statement and final official statement are determined to be necessary or desirable
6 for the sale of the Bonds of such series, provided, however, that any such
7 preliminary official statement shall be clearly marked to indicate that it is subject
8 to completion and amendment;

9 (6) may execute and deliver a contract or contracts for the purchase
10 and sale of the Bonds of any series (or any portion thereof) in form and content
11 satisfactory to the County Executive;

12 (7) shall determine the time of execution, issuance, sale and delivery
13 of the Bonds of such series and prescribe any and all other details of the Bonds of
14 such series;

15 (8) shall determine the method, and approve the terms, of the sale of
16 the Bonds of such series, as provided in Section 9 of this Resolution;

17 (9) shall provide that the Facility Applicant shall pay directly, or cause
18 to be paid, all costs, fees and expenses incurred by or on behalf of the County in
19 connection with the issuance, sale and delivery of the Bonds, including (without
20 limitation) costs of printing (if any) and issuing the Bonds, legal expenses
21 (including the fees of bond counsel) and compensation to any person (other than
22 full-time employees of the County) performing services by or on behalf of the
23 County in connection therewith;

24 (10) may provide for the issuance and sale of one or more series of
25 additional bonds and one or more series of refunding revenue bonds;

26 (11) may provide for the funding of reserves for the Bonds, for the
27 payment of working capital, and for the payment of interest on the Bonds in such

1 amounts, or for such period, as the County Executive deems reasonable; and

2 (12) may do any and all things necessary, proper or expedient in
3 connection with the issuance, sale and delivery of the Bonds of such series and in
4 order to accomplish the legislative policy of the Act and the public purposes of
5 this Resolution, subject to the limitations set forth in the Act and any limitations
6 prescribed by this Resolution.

7 **Section 11. And be it further resolved by the County Council of Howard**
8 **County, Maryland,** That subsequent to the issuance, sale and delivery of the Bonds of
9 any series, regardless of the date on which such Bonds are issued, the County Executive,
10 by executive order or otherwise, may execute and approve on behalf of the County any
11 amendments to the documents executed on behalf of the County in connection with the
12 issuance, sale and delivery of the Bonds pursuant to the provisions of such documents,
13 subject to any approval by the County Council as may be required pursuant to federal tax
14 law in order to preserve the tax-exempt status of any series of Bonds the interest on
15 which is intended to be excludible from gross income for purposes of federal income
16 taxation.

17 **Section 12. And be it further resolved by the County Council of Howard**
18 **County, Maryland,** That the provisions of this Resolution are severable, and if any
19 provision, sentence, clause, section or part hereof is held to be illegal, invalid or
20 unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity
21 or unconstitutionality or inapplicability shall not affect or impair any of the remaining
22 provisions, sentences, clauses, sections, or parts of this Resolution or their application to
23 other persons or circumstances. It is hereby declared to be the legislative intent that this
24 Resolution would have been passed if such illegal, invalid or unconstitutional provision,
25 sentence, clause, section or part had not been included herein, and if the person or
26 circumstances to which this Resolution or any part hereof are inapplicable had been
27 specifically exempted therefrom.

1 **Section 13. And be it further resolved by the County Council of Howard**
2 **County, Maryland,** That this Resolution shall take effect on the date of its approval by
3 the County Executive.

BY THE COUNCIL

This Bill having been approved by the Executive and returned to the Council, stands enacted on _____, 2016.

Jessica Feldmark, Administrator to the County Council

BY THE COUNCIL

This Bill having been passed by the yeas and nays of two thirds of the members of the Council notwithstanding the objections of the Execution, stands enacted on _____, 2016.

Jessica Feldmark, Administrator to the County Council

BY THE COUNCIL

This Bill having been received neither the approval nor the disapproval of the Executive within ten days of its presentation, stands enacted on _____, 2016.

Jessica Feldmark, Administrator to the County Council

BY THE COUNCIL

This Bill having been considered on final reading within the time required by Charter, stands failed for want of consideration on _____, 2016.

Jessica Feldmark, Administrator to the County Council

BY THE COUNCIL

This Bill having been disapproved by the Executive and having failed on passage upon consideration by the Council stands failed on _____, 2016.

Jessica Feldmark, Administrator to the County Council

BY THE COUNCIL

This Bill, the withdrawal of which received a vote of two-thirds (2/3) of the members of the Council, is withdrawn from further consideration on _____, 2016.

Jessica Feldmark, Administrator to the County Council