

THE MAYOR AND COUNCIL OF ROCKVILLE

Ordinance No. 06-16

AN ORDINANCE of The Mayor and Council of Rockville to authorize, pursuant to the authority of Subtitle 3 of Title 19 of the Local Government Article of the Annotated Code of Maryland, as amended, Section 19-207 of the Local Government Article of the Annotated Code of Maryland, as amended, and Article VII, Section 11 of the Charter of the City of Rockville, as amended, the issuance and sale, upon its full faith and credit, of its general obligation, fully registered bonds, in an aggregate principal amount not to exceed Fourteen Million Forty Five Thousand Dollars (\$14,045,000) to be designated as "The Mayor and Council of Rockville General Obligation Refunding Bonds, Series 2016B"; said bonds to be issued and sold for the public purpose of (i) refunding certain outstanding maturities of the General Obligation Bonds of 2007 and the General Obligation Bonds of 2008 of the City of Rockville, as more fully set forth in Exhibit A attached hereto; and (ii) paying the costs incurred by the City in connection with the issuance, sale and delivery of said bonds; prescribing the form and tenor of such bonds and determining other matters relating to the issuance and sale thereof; determining that the best interests of the City will be served by selling said bonds at a public (competitive) sale; authorizing the publication of one or more notices of said sale; determining all other details in connection with said sale; providing for the disbursement of the proceeds of said bonds; providing for the levy and collection of all *ad valorem* taxes necessary to provide for the payment of the interest on, and the principal of, said bonds as they become due, such taxes to be levied upon all property subject to assessment for unlimited municipal taxation within the corporate limits of the City of Rockville; providing that the proceeds of said bonds, or any moneys which may be deemed to be proceeds, will not be used in a manner which would cause said bonds to be arbitrage bonds and making certain other covenants to assure the exclusion of interest on said bonds from gross income for federal income tax purposes; appointing a paying agent and registrar for said bonds; and generally providing for the issuance, sale and delivery of all said bonds.

RECITALS

For convenience of reference, The Mayor and Council of Rockville, a municipal corporation of the State of Maryland, is hereinafter referred to as the “City.”

The authority for the powers herein exercised is contained in Article VII, Section 11 of the Charter of the City of Rockville (hereinafter sometimes referred to as the “Charter”), in Subtitle 3 of Title 19 of the Local Government Article of the Annotated Code of Maryland, as amended (the “City Enabling Act”), and in Section 19-207 of the Local Government Article of the Annotated Code of Maryland, as amended (the “Refunding Act”), such authority being hereinafter sometimes referred to collectively as the “Enabling Act.”

The Enabling Act enables the City to issue bonds for the purpose of refunding any of its outstanding bonds.

The City finds it to be in the public interest to borrow money to (i) refund some or all of the maturities of the bonds of the City listed on Exhibit A attached hereto, and (ii) pay the costs incurred by the City in connection with the issuance, sale and delivery of said bonds.

NOW, THEREFORE, BE IT ORDAINED BY THE MAYOR AND COUNCIL OF ROCKVILLE, that:

Section 1: Acting pursuant to the authority of the Enabling Act, the City hereby determines that the net proceeds from the sale of its General Obligation Refunding Bonds, Series 2016B, authorized to be issued and sold by this Ordinance (the “Series 2016B Bonds”), shall be used and applied to (i) refund some or all of the maturities of the bonds of the City listed on Exhibit A attached hereto, and (ii) pay the costs incurred by the City in connection with the issuance, sale and delivery of the Series 2016B Bonds. The Acting City Manager of the City is hereby authorized and directed to determine to refund some, all or none of the bonds listed on Exhibit A, in order to further the best interests of the City.

Section 2: It is hereby determined that the City shall borrow money and incur indebtedness for the purposes set forth in this Ordinance. To evidence such borrowing and indebtedness and acting pursuant to the authority of the Enabling Act, the City shall issue and sell, upon its full faith and credit, its general obligation, fully registered bonds, said issue of bonds to be known as “The Mayor and Council of Rockville General Obligation Refunding Bonds, Series 2016B” in an aggregate principal amount not to exceed Fourteen Million Forty Five Thousand Dollars (\$14,045,000). The Acting City Manager of the City is hereby authorized and directed to determine the aggregate principal amount and the principal amount per maturity of the Series 2016B Bonds to be issued in order to further the best interests of the City.

Section 3: The Series 2016B Bonds shall all be dated as of the date of their issuance, shall be in the denominations of \$5,000 or any integral multiple thereof, shall be numbered from one (1) consecutively upwards in the order of their maturities and each such number shall be prefixed by the letter "R." The Bond Registrar (hereinafter designated) may make such additional provision for numbering, including additional prefixes and suffixes, as it may deem appropriate. The Series 2016B Bonds shall mature on June 1 in such years and in such principal amounts as the Acting City Manager shall determine in order to further the best interests of the City.

Section 4: The Series 2016B Bonds shall not be subject to optional redemption prior to their respective maturities. The Series 2016B Bonds shall be subject to mandatory sinking fund redemption to the extent so provided in the winning bid for the Series 2016B Bonds submitted in accordance with the provisions of Section 8 hereof.

Section 5: All of the Series 2016B Bonds authorized by this Ordinance shall bear interest at such interest rate or rates as shall be approved by the Acting City Manager upon receipt of competitive bids for the Series 2016B Bonds. Each Series 2016B Bond shall bear interest from the interest payment date next preceding the date on which it is authenticated, unless authenticated upon an interest payment date, in which event it shall bear interest from such interest payment date, or unless authenticated prior to the first interest payment date, in which event it shall bear interest from the date of the Series 2016B Bonds; provided, however, that if at the time of authentication of any Series 2016B Bond interest is in default, such Series 2016B Bond shall bear interest from the date to which interest has been paid. The interest on all Series 2016B Bonds shall be paid semi-annually on June 1 and December 1, beginning December 1, 2016, of each year in which any Series 2016B Bonds may be outstanding.

All Series 2016B Bonds shall be executed in the name of the City and on its behalf by the Mayor of Rockville. Such signature of the Mayor of Rockville may be manually affixed or may be imprinted on such Series 2016B Bonds by facsimile; either a facsimile or an original of the corporate seal of Rockville shall also be imprinted thereon, attested by the manual or facsimile signature of the Clerk of Rockville.

There shall accompany each Series 2016B Bond the text of the approving legal opinion of Venable LLP, Bond Counsel, with respect to such Series 2016B Bond.

In the event any official whose signature shall appear on such Series 2016B Bonds shall cease to be such official prior to the delivery of the Series 2016B Bonds, or in the event any such official whose signature shall appear on the Series 2016B Bonds shall have become such after the date of issue thereof, the Series 2016B Bonds shall nevertheless be valid and legally binding obligations of the City in accordance with their terms.

Notwithstanding any other provision of this Ordinance, it is intended that the Series 2016B Bonds will be issued as "book-entry only" securities. The City will issue one bond

for each maturity of the Series 2016B Bonds in the name of Cede & Co., nominee for The Depository Trust Company (“DTC”), and beneficial ownership of the Series 2016B Bonds will be evidenced by book entries maintained by DTC. The Acting City Manager of the City is hereby authorized and directed to take whatever actions are necessary or advisable to facilitate the issuance of the Series 2016B Bonds as book-entry only securities.

All Series 2016B Bonds shall be issued as fully registered bonds without coupons in denominations of \$5,000 each or any integral multiples thereof, and shall be registered in the name or names of the owner or owners thereof, on books kept for such purpose at the principal office of the Bond Registrar. Payment of the principal of and interest on the Series 2016B Bonds shall be made to the persons in whose names such Series 2016B Bonds are registered on the registration books maintained by the Bond Registrar as the registered owners thereof, such principal to be payable at the principal Office of the Paying Agent upon Presentation and surrender of such Series 2016B Bonds as the same become due and payable, and such interest to be payable by check mailed by the Paying Agent on the date such interest is payable to the persons in whose names the Series 2016B Bonds are registered as of the close of business on the regular record date which shall be the last business day of the month immediately preceding each interest payment date (the “Regular Record Date”) at such registered owner’s address as it appears on the registration books maintained by the Bond Registrar.

The City is hereby designated as the Bond Registrar and as the Paying Agent for the Series 2016B Bonds, subject to further action by the City.

Any interest on any Series 2016B Bond which is payable but not punctually paid or duly provided for (“Defaulted Interest”) shall forthwith cease to be payable to the registered owner on the relevant Regular Record Date and such Defaulted Interest may be paid by the City, at its election in each case, as provided in paragraph (a) or (b) below:

(a) The City may elect to make payment of any Defaulted Interest on the Series 2016B Bonds to the persons in whose names such Series 2016B Bonds are registered at the close of business on a record date for the payment of such Defaulted Interest (the “Special Record Date”), which shall be fixed in the following manner. The City shall notify the Paying Agent in writing of the amount of Defaulted Interest proposed to be paid on the Series 2016B Bonds and the date of the proposed payment (which date shall be such as will enable the Paying Agent to comply with the next sentence hereof), and at the same time the City shall deposit or cause to be deposited with the Paying Agent an amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted Interest or shall make arrangements satisfactory to the Paying Agent for such deposit prior to the date of the proposed payment, such money when deposited to be held in trust for the benefit of the persons entitled to such Defaulted Interest as provided in this paragraph. Thereupon the Paying Agent shall fix a Special Record Date for the payment of such Defaulted Interest which shall be not more than fifteen (15) nor less than ten (10) days prior to the date after the receipt by the Paying Agent of the notice of the proposed

payment. The Paying Agent shall promptly notify the City of such Special Record Date and, in the name of the City, shall cause notice of the payment date for such Defaulted Interest and the Special Record Date therefor to be mailed, first-class postage prepaid, to each registered owner as of a date not less than ten (10) days prior to such Special Record Date at such owner's address as it appears in the registration books maintained by the Bond Registrar. The Paying Agent may, in its discretion, in the name of the City, cause a similar notice to be published at least once in a newspaper of general circulation in each of Baltimore, Maryland and the Borough of Manhattan, New York, New York but such publication shall not be a condition precedent to the establishment of such Special Record Date Notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor having been mailed as aforesaid, such Defaulted Interest shall be paid on the date fixed for such payment to the registered owners of the Series 2016B Bonds as of the close of business on the Special Record Date.

(b) The City may make payment of any Defaulted Interest in any other lawful manner not inconsistent with the requirements of any securities exchange on which the Series 2016B Bonds may be listed, and upon such notice as may be required by such exchange, if, after notice given by the City to the Paying Agent of the proposed payment pursuant to this paragraph, such payment shall be deemed practicable, and approved in writing, by the Paying Agent.

Section 6: Except as provided hereinafter or in ordinances or resolutions of The Mayor and Council of Rockville adopted prior to the issuance and delivery of the Series 2016B Bonds, all Series 2016B Bonds shall be substantially in the following form, with appropriate insertions as therein indicated, which form and all of the covenants therein contained are hereby adopted by the City as and for the form of obligation to be incurred by the City, and said covenants and conditions are hereby made binding upon the City, including the promise to pay therein contained:

[FORM OF SERIES 2016B BOND]

No. R--

\$ _____

UNITED STATES OF AMERICA
 STATE OF MARYLAND
 THE MAYOR AND COUNCIL OF ROCKVILLE, MARYLAND
 General Obligation Refunding Bond, Series 2016B

Interest Rate Per Annum	Maturity Date	Date of Original Issue	CUSIP
	June 1, 20__	August __, 2016	

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT DOLLARS

THE MAYOR AND COUNCIL OF ROCKVILLE (the "City"), a municipal corporation created and existing under the laws of the State of Maryland, hereby acknowledges itself indebted, and, for value received, promises to pay to the Registered Owner shown above or registered assigns or legal representatives on the Maturity Date shown above (unless this bond shall be redeemable, shall have been called for prior redemption and payment of the redemption price made or provided for), the Principal Amount shown above or so much thereof as shall not have been paid upon prior redemption in any coin or currency which, at the time of payment, is legal tender for the payment of public and private debts upon presentation and surrender of this bond on the date such principal is payable or if such date is not a Business Day (hereinafter defined) then on the next succeeding Business Day at the principal office of the City, Rockville, Maryland (the "Paying Agent"), and to pay to the registered owner hereof by check or draft, mailed to such registered owner at such owner's address as it appears on said registration books (the "Bond Register") maintained by the City (the "Bond Registrar") interest on said principal amount at the Interest Rate shown above until payment of such principal amount, or until the prior redemption hereof, such interest being payable semi-annually on June 1 and December 1, beginning December 1, 2016, to the person in whose name this bond is registered on the Bond Register as of the close of business on the regular record date, which shall be the last Business Day of the month immediately preceding each interest payment date (the "Regular Record Date") and shall be made by check mailed by the Paying Agent on the interest payment date to such person's address as it appears on the Bond Register. Any such interest not so punctually paid or duly provided for shall forthwith cease to be payable to the registered owner on such Regular Record Date, and may be paid to the person in whose name this bond is registered as of the close of business on a date fixed by the Paying Agent for the payment of such defaulted interest (the "Special Record Date"), notice of such payment date and the Special Record Date therefor being given by letter mailed first class, postage prepaid, to the registered owner hereof not less than ten (10) days prior to such Special Record Date at the address of such owner as it

appears on the Bond Register, or may be paid at any time in any other lawful manner not inconsistent with the requirement of any securities exchange on which the bonds of this series may be listed and upon such notice as may be required by such exchange. Interest will accrue from the most recent date to which interest has been paid or, if no interest has been paid, from the Date of Original Issue shown above.

“Business Day” means a day other than a Saturday, Sunday or a day on which the City is authorized or obligated by law or required by executive order to remain closed.

The full faith and credit and unlimited taxing power of the City are irrevocably pledged to the payment of the principal of and interest on this bond according to its terms, and the City does hereby covenant and agree to pay the principal of this bond and the interest thereon, at the dates and in the manner mentioned herein, according to the true intent and meaning thereof.

This bond is one of a duly authorized issue of general obligation bonds of the City designated “General Obligation Refunding Bonds, Series 2016B” aggregating ___ Million ___ Hundred Thousand Dollars (\$___,___,000) in principal amount, which are in denominations of \$5,000 or any integral multiple thereof and mature serially in installments on June 1 in each of the years 2017 to 2028, inclusive, and bear interest per annum, as follows:

<u>Year of</u>	<u>Principal</u>	<u>Interest</u>	<u>Year of</u>	<u>Principal</u>	<u>Interest</u>
<u>Maturity</u>	<u>Amount</u>	<u>Rate</u>	<u>Maturity</u>	<u>Amount</u>	<u>Rate</u>
2017			2023		
2018			2024		
2019			2025		
2020			2026		
2021			2027		
2022			2028		

The bonds are numbered from one consecutively upwards prefixed by the letter “R” and are of like tenor and effect except as to maturity, number, interest rate, denomination and redemption provisions, and are issued pursuant to and in full conformity with the provisions of Subtitle 3 of Title 19 of the Local Government Article of the Annotated Code of Maryland, Section 19-207 of the Local Government Article of the Annotated Code of Maryland, and Article VII, Section 11 of the Charter of the City of Rockville, as amended, and by virtue of due proceedings had and taken by The Mayor and Council of Rockville, particularly an Ordinance adopted on June __, 2016 (the “Ordinance”).

The bonds are not subject to optional redemption prior to their respective maturities.

[Insert mandatory sinking fund redemption provisions if applicable]

This bond is transferable only upon the registration books kept at the principal office of the Bond Registrar, by the registered owner hereof in person, or by his or her attorney duly authorized in writing, upon surrender hereof together with a written instrument of transfer in the form attached hereto and satisfactory to the Bond Registrar duly executed by the registered owner or his or her duly authorized attorney, and thereupon, within a reasonable time, the Bond Registrar shall issue in the name of the transferee a new registered bond or bonds of any authorized denominations in aggregate principal amount equal to the principal amount of this bond or the unredeemed portion hereof, and maturing on the same date and bearing interest at the same rate, and the new bond or bonds shall be delivered to the transferee only after payment of any tax or governmental charge required to be paid with respect to, and any shipping expenses or insurance relating to, such transfer and only after due authentication thereof by an authorized officer of the Bond Registrar. The Bond Registrar shall not be required to issue, transfer or exchange any bond during the period beginning fifteen days before any selection of bonds to be redeemed and ending on the day of publication and mailing of the notice of redemption or to transfer or exchange any bond called or being called for redemption in whole or in part. The Bond Registrar may deem and treat the person in whose name this bond is registered as the absolute owner hereof for the purpose of receiving payment of or on account of the principal or redemption price hereof and interest due hereon and for all other purposes.

It is hereby certified and recited that all conditions, acts and things required by the Constitution or statutes of the State of Maryland, the Charter of the City (the "Charter") and the Ordinance to exist, to have happened or to have been performed precedent to or in the issuance of this bond, exist, have happened and have been performed, and that the issue of bonds of which this is one, together with all other indebtedness of the City, is within every debt and other limit prescribed by said Constitution or statutes or Charter, and that due provision has been made for the levy and collection of an ad valorem tax or taxes upon all legally assessable property within the corporate limits of the City in rate and amount sufficient to provide for the payment, when due, of the principal of and interest on this bond.

This bond shall not be valid or become obligatory for any purpose, until this bond shall have been authenticated by an authorized officer of the Bond Registrar.

IN WITNESS WHEREOF, this bond has been executed by the manual or facsimile signature of the Mayor of the City, an original or facsimile of the corporate seal of the City has been imprinted hereon, attested by the manual or facsimile signature of the Clerk of the City as of the __ day of ____, 2016.

ATTEST:

THE MAYOR AND COUNCIL OF ROCKVILLE

Clerk

By: _____
Mayor

CERTIFICATION OF AUTHENTICATION

The undersigned hereby certifies that this bond is one of the registered bonds without coupons of The Mayor and Council of Rockville.

By: _____
[Authorized Officer of
Bond Registrar]

(Form of Assignment)

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto _____ the within bond and all rights thereunder, and does hereby constitute and appoint _____ to transfer the within bond on the books kept for the registration thereof, with full power of substitution in the premises.

Dated: _____

In the presence of:

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.

Section 7: The Acting City Manager of the City shall be and is hereby authorized to make such changes in the form of bond set forth in Section 6 of this Ordinance, as the Acting City Manager shall deem necessary to carry into effect the purposes of this Ordinance or to comply with recommendation of legal counsel; provided, however, that the Acting City Manager shall make no change affecting the substance of the Series 2016B Bonds authorized by this Ordinance.

Section 8: It is hereby determined that it is in the best interests of the City to sell the Series 2016B Bonds at public (competitive) sale. The Acting City Manager of the City is hereby authorized and directed to publish one or more notices calling for bids for the Series 2016B Bonds in a newspaper of general circulation in the City, such notice to be published twice, and the first publication to be at least ten days before the date of the receipt of bids. The Notice of Sale with respect to the Series 2016B Bonds shall be substantially in the form of Exhibit B attached hereto, subject to such changes, insertions and amendments as the Acting City Manager deems necessary and approves, his publication of such notice to constitute conclusive evidence of such approval. Notwithstanding the provisions of this Section 8, the Acting City Manager may cause to be published a summary notice of sale which in his judgment serves substantially the purposes of publication.

The Series 2016B Bonds will be suitably prepared and duly executed and delivered to the entity(ies) submitting the winning bid for the Series 2016B Bonds (the "Purchaser") in accordance with the conditions of delivery as set forth in this Ordinance as soon as practicable, upon due notice and at the expense of the City, at such place as may be agreed upon between the Purchaser of the Series 2016B Bonds and the City, upon payment in Federal or other immediately available funds of the purchase price of the Series 2016B Bonds plus accrued interest to the date of delivery.

Section 9: The Mayor of the City and the Acting City Manager are hereby authorized to prepare and distribute the Preliminary Official Statement with respect to the Series 2016B Bonds, to deem such Preliminary Official Statement to be "final" as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"), to execute and deliver a Continuing Disclosure Agreement pursuant to the Rule, and to take such further action and to execute such other documents as are necessary or desirable in connection with the issuance of the Series 2016B Bonds.

Section 10: Pursuant to Section 11(f) of Article VII of the Charter of the City of Rockville, Public Financial Management, Inc. is hereby recognized and appointed as the Financial Advisor to the City in connection with the issuance of the Series 2016B Bonds.

Section 11: The City shall apply such amount of the proceeds of the Series 2016B Bonds as shall be deemed necessary by the Chief Financial Officer to the payment in full of the bonds of the City to be refunded with the proceeds of the Series 2016B Bonds pursuant to the terms hereof (the "Refunded Bonds"). The Mayor and the Acting City Manager are each authorized to cause the City to enter into one or more escrow deposit agreements with a bank or trust company located within or without the State of Maryland and selected by the Acting City Manager and deposit such proceeds thereunder if, in their judgment, doing so shall further the best interests of the City. Such amounts shall be invested upon the direction of the Chief Financial Officer, pending their application in accordance with the provisions hereof.

The Chief Financial Officer shall apply proceeds of the Series 2016B Bonds to the payment of the costs of issuance thereof. Such amounts shall be invested upon the direction of the Chief Financial Officer, pending their application in accordance with the provisions hereof.

(d) The Refunded Bonds shall be called for redemption and shall be redeemed on the earliest call date for such Bonds that is reasonably practical, as determined by the Chief Financial Officer in his discretion.

The Chief Financial Officer shall give notice of redemption of the Refunded Bonds, signed in the name of the City and identifying the Refunded Bonds being called and designating the redemption date and the redemption price to be paid. Such notice of redemption shall be published, filed and mailed as provided in the respective ordinances of the City authorizing the issuance of the Refunded Bonds; but failure so to publish or file or mail any such notice shall not affect the validity of the proceedings for such redemption.

Notice having been given in the manner and under the conditions hereinabove provided, the Refunded Bonds so called for redemption shall, on the redemption date designated in such notice, become and be due and payable at the redemption price provided in the respective ordinance authorizing the issuance of the Refunded Bonds called for redemption, for the redemption of such Refunded Bonds on such date, and from and after the date of redemption so designated (unless default shall be made in the payment of the Refunded Bonds called for redemption) interest on such Refunded Bonds so called for redemption shall cease to accrue and the interest coupons (if any) appertaining to such Bonds which mature after the redemption date shall become void.

Section 12: For the purpose of paying the principal of and interest on the Series 2016B Bonds authorized to be issued by this Ordinance, the City shall levy or cause to be levied, and there is hereby levied, in each and every fiscal year in which any of the Series 2016B Bonds are outstanding, an *ad valorem* tax or taxes upon all of the legally assessable property within the corporate limits of the City in rate and amount sufficient to provide for the payment, when due, of the principal of all of the Series 2016B Bonds maturing in each such fiscal year and of all of the interest on the Series 2016B Bonds coming due in each such fiscal year, and, in the event the proceeds from the taxes so levied in each such fiscal year shall prove inadequate for the above purposes, additional taxes shall be, and are hereby, levied in the subsequent fiscal year to make up any deficiency. It is the intent of this Ordinance that the rate of said *ad valorem* taxes shall be so computed in each fiscal year that the proceeds of such *ad valorem* taxes, together with any other funds then lawfully available for the purpose, shall provide sufficient funds to meet said maturing principal of and interest on all of the Series 2016B Bonds.

The full faith and credit and unlimited taxing power of the City are hereby irrevocably pledged to the payment to maturity of the principal of and interest on the Series 2016B Bonds authorized by this Ordinance as and when the same respectively mature and

to the levy and collection of the taxes hereinabove described as and when such taxes may become necessary in order to provide sufficient funds to meet the debt service requirements of the Series 2016B Bonds hereby authorized to be issued. The City hereby solemnly covenants and agrees with each registered owner (from time to time) of the Series 2016B Bonds to levy and collect the taxes hereinabove described and to take any other action that may be appropriate from time to time during the period that any of the Series 2016B Bonds remain outstanding and unpaid to provide the funds necessary to make principal and interest payments thereon.

Section 13: (a) The City intends to issue the Series 2016B Bonds with the expectation that the interest thereon will be excludable from the gross income of the holders thereof for federal income tax purposes. The Chief Financial Officer shall be the officer of the City responsible for the issuance of the Series 2016B Bonds within the meaning of the Arbitrage Regulations (defined herein). The Chief Financial Officer shall also be the officer of the City responsible for the execution and delivery (on the date of the issuance of the Series 2016B Bonds) of a certificate of the City (the "Tax and Section 148 Certificate") which complies with the requirements of Section 148 of the Internal Revenue Code of 1986 ("Section 148"), and the applicable regulations thereunder (the "Arbitrage Regulations"), and such officer is hereby authorized and directed to execute and deliver the Tax and Section 148 Certificate to counsel rendering an opinion on the validity of the Series 2016B Bonds on the date of the issuance of the Series 2016B Bonds.

(b) The City shall set forth in the Tax and Section 148 Certificate its reasonable expectations as to relevant facts, estimates and circumstances relating to the use of the proceeds of the Series 2016B Bonds or of any moneys, securities or other obligations to the credit of any account of the City which may be deemed to be proceeds of the Series 2016B Bonds pursuant to Section 148 or the Arbitrage Regulations (collectively, the "Bond Proceeds"). The City covenants and agrees with the registered owners of the Series 2016B Bonds that the facts, estimates and circumstances set forth in the Tax and Section 148 Certificate will be based on the City's reasonable expectations on the date of issuance of the Series 2016B Bonds and will be, to the best of the certifying officers' knowledge, true and correct as of that date.

(c) The City covenants and agrees with the registered owners of the Series 2016B Bonds that it will not make, or (to the extent that it exercises control or direction) permit to be made, any use of the Bond Proceeds that would cause the Series 2016B Bonds to be "arbitrage bonds" within the meaning of Section 148 and the Arbitrage Regulations. The City further covenants that it will comply with Section 148 of the Internal Revenue Code of 1986 (or any successor provision thereto) and the regulations thereunder which are applicable to the Series 2016B Bonds on the date of issuance of the Series 2016B Bonds and which may subsequently lawfully be made applicable to the Series 2016B Bonds.

(d) The City further covenants that it shall make such use of the proceeds of the Series 2016B Bonds, regulate the investment of the proceeds thereof, and take such other

and further actions as may be required to maintain the excludability from gross income for federal income tax purposes of interest on the Series 2016B Bonds. All officers, employees and agents of the City are hereby authorized and directed to take such actions, and to provide such certifications of facts and estimates regarding the amount and use of the proceeds of the Series 2016B Bonds, as may be necessary or appropriate from time to time to comply with, or to evidence the City's compliance with, the covenants set forth in this Section.

Section 14: This Ordinance shall take effect from and after the date of final passage.

THE FOREGOING ORDINANCE was introduced at a meeting of the Mayor and Council of Rockville held on June 13, 2016, and, its title having been included on the published agenda for the meeting of June 13, 2016, and all other requirements of law for published notice or hearing having been complied with, was finally passed by the Mayor and Council of Rockville on June 13, 2016.

City Clerk/Director of Council Operations

Exhibit A

REFUNDED BONDS

General Obligation Bonds of 2007:

<u>Maturity</u> <u>Date June 1</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>CUSIP</u> <u>Number</u>
2018	\$ 825,000	4.000	774217 W41
2019	825,000	4.000	774217 W58
2020	825,000	4.000	774217 W66
2021	825,000	4.000	774217 W74
2022	825,000	4.000	774217 W82
2023	825,000	4.000	774217 W90
2025	1,650,000	4.125	774217 X32
2027	1,650,000	4.250	774217 X57

General Obligation Bonds of 2008:

<u>Maturity</u> <u>Date June 1</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>CUSIP</u> <u>Number</u>
2019	\$485,000	4.000	774217 Y80
2020	485,000	4.000	774217 Y98
2021	485,000	4.000	774217 Z22
2022	485,000	4.000	774217 Z30
2023	480,000	4.250	774217 Z48
2024	480,000	4.250	774217 Z55
2025	480,000	4.375	774217 Z63
2026	480,000	4.375	774217 Z71
2027	480,000	4.375	774217 Z89
2028	475,000	4.500	774217 Z97

Exhibit B

TERMS OF OFFERING

\$ __, __, 000⁽¹⁾

**General Obligation Refunding Bonds, Series 2016B
Mayor and Council of Rockville, Maryland**

NOTICE IS HEREBY GIVEN that these Series 2016B Bonds will be offered for sale according to the following terms:

TIME AND PLACE

Sealed or electronic proposals for the Series 2016B Bonds will be received on Monday, July 18, 2016, until 12:00 P.M., Eastern Time, at the offices of Public Financial Management, 800 Nicollet Mall, Suite 2710, Minneapolis, Minnesota 55402, after which time they will be opened and tabulated. Consideration for award of the Series 2016B Bonds will be by the Acting City Manager on the same day.

SUBMISSION OF PROPOSALS

The Issuer will assume no liability for the inability of the bidder to reach the Issuer prior to the time of sale specified above. All bidders are advised that each Proposal shall be deemed to constitute a contract between the bidder and the Issuer to purchase the Series 2016B Bonds regardless of the manner by which the Proposal is submitted.

(a) ***Sealed Bidding.*** Proposals may be submitted in a sealed envelope to the offices of Public Financial Management, 800 Nicollet Mall, Suite 2710, Minneapolis, Minnesota 55402.

OR

(b) ***Electronic Bidding.*** Electronic Bids may be submitted through PARITY.[®] For purposes of the electronic bidding process, the time as maintained by PARITY.[®] shall constitute the official time with respect to all Bids submitted to PARITY.[®]. *Each bidder shall be solely responsible for making necessary arrangements to access PARITY.[®] for purposes of submitting its electronic Bid in a timely manner and in compliance with the requirements of the Terms of Offering.* Neither the Issuer, its agents nor PARITY.[®] shall have any duty or obligation to provide or ensure electronic access to any qualified prospective bidder, and neither the Issuer, its agents nor PARITY.[®] shall be responsible for any failure in the proper operation of, or have any liability for any delays or interruptions of or any damages caused by PARITY.[®]. The Issuer is using the services of PARITY.[®] solely as a communication mechanism to conduct the electronic bidding for the Series 2016B Bonds, and PARITY.[®] is not an agent of the Issuer.

⁽¹⁾ Preliminary, subject to change.

If any provisions of this Official Terms of Offering conflict with information provided by PARITY®, this Terms of Offering shall control. Further information about PARITY®, including any fee charged, may be obtained from:

PARITY®, 1359 Broadway, 2nd Floor, New York City, New York 10018,
Customer Support, (212) 849-5021.

DETAILS OF THE SERIES 2016B BONDS

The Series 2016B Bonds will be dated the date of their delivery (expected to be August 23, 2016), and will bear interest payable on June 1 and December 1 of each year, commencing December 1, 2016. Interest will be computed on the basis of a 360-day year of twelve 30-day months.

The Series 2016B Bonds will mature June 1 in the years and amounts as follows:

<u>Year</u>	<u>Amount⁽¹⁾</u>
2017	
2018	
2019	
2020	
2021	
2022	
2023	
2024	
2025	
2026	
2027	
2028	

TERM BOND OPTION

Proposals for the Series 2016B Bonds may contain a maturity schedule providing for a combination of serial bonds and term bonds, provided that no serial bond may mature on or after the first mandatory sinking fund redemption date of any term bond. All term bonds shall be subject to mandatory sinking fund redemption, so long as the amount of principal maturing or subject to mandatory redemption in each year conforms to the maturity schedule set forth above, at a price of par plus accrued interest to the date of redemption. In order to designate term bonds, the proposal must specify “Last Year of Serial Maturities” and “Years of Term Maturities” in the spaces provided on the Proposal Form.

⁽¹⁾ Preliminary, subject to change.

ADJUSTMENTS TO PRINCIPAL AMOUNTS AFTER DETERMINATION OF BEST PROPOSAL

Following the receipt of the bids, the Issuer reserves the right to adjust the principal amount after receipt of bids, and the maximum issue size will not exceed \$14,045,000. If the issue structure is adjusted, the purchase price will be adjusted to ensure that the percentage net compensation (i.e. the percentage resulting from dividing (i) the aggregate difference between the offering price of the Series 2016B Bonds to the public and the price to be paid to the Issuer (excluding accrued interest), by (ii) the principal amount of the Series 2016B Bonds) remains constant.

CONCURRENT SALES

The Issuer will offer for sale its General Obligation Bonds, Series 2016A (the “Series 2016A Bonds”) at the same time as it offers for sale the Series 2016B Bonds. The Series 2016B Bonds and Series 2016A Bonds are described in the Official Statement dated July __, 2016. Proposals for the Series 2016A Bonds will be received separately from proposals for the Series 2016B Bonds, pursuant to a separate Terms of Offering appended to the Official Statement dated July __, 2016.

BOOK ENTRY SYSTEM

The Series 2016B Bonds will be issued by means of a book entry system with no physical distribution of Series 2016B Bonds made to the public. The Series 2016B Bonds will be issued in fully registered form and one Bond, representing the aggregate principal amount of the Series 2016B Bonds maturing in each year, will be registered in the name of Cede & Co. as nominee of The Depository Trust Company (“DTC”), New York, New York, which will act as securities depository of the Series 2016B Bonds. Individual purchases of the Series 2016B Bonds may be made in the principal amount of \$5,000 or any multiple thereof of a single maturity through book entries made on the books and records of DTC and its participants. Principal and interest are payable by the registrar to DTC or its nominee as registered owner of the Series 2016B Bonds. Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC; transfer of principal and interest payments to beneficial owners by participants will be the responsibility of such participants and other nominees of beneficial owners. The purchaser, as a condition of delivery of the Series 2016B Bonds, will be required to deposit the Series 2016B Bonds with DTC.

REGISTRAR

The Issuer will act as Registrar and Paying Agent and shall be subject to applicable SEC regulations.

BONDS NOT SUBJECT TO OPTIONAL REDEMPTION

The Series 2016B Bonds are not subject to optional redemption prior to their respective maturities.

SECURITY AND PURPOSE

The Series 2016B Bonds will be general obligations of the Issuer for which the Issuer will pledge its full faith, credit unlimited taxing powers. The proceeds will be used to currently refund certain outstanding maturities of the Issuer's General Obligation Bonds of 2007 and General Obligation Bonds of 2008 and to pay the costs of issuing the Series 2016B Bonds.

TYPE OF PROPOSALS

Proposals shall be for not less than \$ __, __, 000 (Par) plus accrued interest on the total principal amount of the Series 2016B Bonds. After receipt of bids for the Series 2016B Bonds is closed and prior to the award, the apparent successful bidder indicated on PARITY must submit a Good Faith Deposit ("Deposit") of \$ __, __ to the Issuer by wire transfer as instructed by the Issuer or its financial advisor. The award to the apparent successful bidder is contingent upon receipt of the Deposit, and the Series 2016B Bonds will not be awarded to such bidder until the Issuer has confirmation of receipt of the Deposit. Proposals may also be accompanied by a Deposit in the form of a certified or cashier's check in the amount of \$ __, __, payable to the order of the Issuer. If a check is used, it must accompany the proposal. The Issuer will deposit the check of the purchaser, the amount of which will be deducted at settlement and no interest will accrue to the purchaser. In the event the purchaser fails to comply with the accepted proposal, said amount will be retained by the Issuer. No proposal can be withdrawn or amended after the time set for receiving proposals unless the meeting of the Issuer scheduled for award of the Series 2016B Bonds is adjourned, recessed, or continued to another date without award of the Series 2016B Bonds having been made.

Rates must be in integral multiples of 1/8 or 1/20 of 1%, one rate per maturity. **No rate shall be more than 1% less than the rate specified for any prior maturity.** Series 2016B Bonds of the same maturity shall bear a single rate from the date of the Series 2016B Bonds to the date of maturity. No conditional proposals will be accepted.

AWARD

The Series 2016B Bonds will be awarded on the basis of the lowest interest rate to be determined on a true interest cost (TIC) basis. The Issuer's computation of the interest rate of each proposal, in accordance with customary practice, will be controlling.

The Issuer will reserve the right to: (i) waive non-substantive informalities of any proposal or of matters relating to the receipt of proposals and award of the Series 2016B

Bonds, (ii) reject all proposals without cause, and, (iii) reject any proposal which the Issuer determines to have failed to comply with the terms herein.

As a condition to the award of the Series 2016B Bonds, the successful bidder shall be required to communicate to the Issuer the initial offering prices at which a bona fide offering of Series 2016B Bonds has been made to the public, the prices at which a substantial portion of each maturity of the Series 2016B Bonds have been sold to the public (excluding bond houses, brokers and other intermediaries), and such other information as may be required to enable the Issuer to satisfy IRS requirements with respect to the determination of the "issue price" of the Series 2016B Bonds for federal income tax purposes. Furthermore, as a condition to the delivery of the Series 2016B Bonds, the successful bidder shall be required to certify that a bona fide offering of the Series 2016B Bonds has been made to the public (excluding bond houses, brokers and other intermediaries) and such initial offering prices by written certificate, such certificate to be in form and substance reasonably satisfactory to the Issuer's bond counsel and otherwise providing such certifications as necessary to enable the Issuer to satisfy IRS requirements with respect to the determination of the "issue price" of the Series 2016B Bonds for federal income tax purposes.

CUSIP NUMBERS

If the Series 2016B Bonds qualify for assignment of CUSIP numbers such numbers will be printed on the Series 2016B Bonds, but neither the failure to print such numbers on any Bond nor any error with respect thereto will constitute cause for failure or refusal by the purchaser to accept delivery of the Series 2016B Bonds. The CUSIP Service Bureau charge for the assignment of CUSIP identification numbers shall be paid by the purchaser.

SETTLEMENT

The Series 2016B Bonds will be delivered on or about August 23, 2016, without cost to the purchaser through DTC in New York, New York. Delivery will be subject to receipt by the purchaser of an approving legal opinion of Venable LLP of Baltimore, Maryland, and of customary closing papers, including a no-litigation certificate. On the date of settlement, payment for the Series 2016B Bonds shall be made in federal, or equivalent, funds which shall be received at the offices of the Issuer or its designee. Except as compliance with the terms of payment for the Series 2016B Bonds shall have been made impossible by action of the Issuer, or its agents, the purchaser shall be liable to the Issuer for any loss suffered by the Issuer by reason of the purchaser's non-compliance with said terms for payment.

PRELIMINARY OFFICIAL STATEMENT; CONTINUING DISCLOSURE

The Issuer has deemed the Preliminary Official Statement dated July __, 2016 to be final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission, except for the omission of certain information permitted to be omitted by said Rule. The

Issuer agrees to deliver to the successful bidder for its receipt no later than seven business days after the date of sale of the Series 2016B Bonds such quantities of the final official statement as the successful bidder shall request; provided, that the Issuer shall deliver up to 30 copies of such official statement without charge to the successful bidder.

The Issuer has made certain covenants for the benefit of the holders from time to time of the Series 2016B Bonds to provide certain continuing disclosure, in order to assist bidders for the Series 2016B Bonds in complying with Rule 15c2-12(b)(5) of the Securities and Exchange Commission. Such covenants are described in the Preliminary Official Statement dated July __, 2016.

THE MAYOR AND COUNCIL OF ROCKVILLE

By: /s/ Mr. Gavin Cohen
Chief Financial Officer