

THE MAYOR AND COUNCIL OF ROCKVILLE

Ordinance No. 21- 10

AN ORDINANCE of The Mayor and Council of Rockville to authorize, pursuant to the authority of Article 23A of the Annotated Code of Maryland (2005 Replacement Volume and 2010 Supplement), as amended, Section 24 of Article 31 of the Annotated Code of Maryland (2003 Replacement Volume and 2010 Supplement), 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 two series of its serial maturity general obligation, fully registered project and refunding bonds, one series in an aggregate principal amount not to exceed Twenty-Eight Million Dollars (\$28,000,000) to be designated as "The Mayor and Council of Rockville General Obligation Bonds of 2010" and one series in an aggregate principal amount not to exceed Three Million Two Hundred Thousand Dollars (\$3,200,000) to be designated as "The Mayor and Council of Rockville General Obligation Refunding Bonds of 2010"; said bonds to be issued and sold for the public purpose of (i) currently refunding all outstanding maturities of the General Obligation Bonds of 2001 of the City of Rockville, as more fully set forth in Exhibit A attached hereto; (ii) financing and refinancing all or a portion of the costs of or related to Asphalt Repair and Replacement, Gude Drive Facility Improvement, Senior Center Improvements, Police Station, Water System Facility Improvement, Water Main Rehabilitation, Blue Plains Wastewater Treatment, and Sewer Rehabilitation, all as more fully set forth in Exhibit B attached hereto; and (iii) 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 Article 23A of the Annotated Code of Maryland (2005 Replacement Volume and 2010 Supplement), as amended (the "City Enabling Act"), and in section 24 of Article 31 of the Annotated Code of Maryland (2003 Replacement Volume and 2010 Supplement), as amended (the "Refunding Act"), such authority being hereinafter sometimes referred to collectively as the "Enabling Act."

The City Enabling Act and the Charter enable the City to issue bonds for the purpose of financing and refinancing the costs of capital projects. The Refunding Act and the Charter enable 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) currently refund some or all of the maturities of the bonds of the City listed on Exhibit A attached hereto, (ii) financing and refinancing all or a portion of the costs of the projects listed on Exhibit B attached hereto; and (iii) 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 (A) the net proceeds from the sale of its General Obligation Refunding Bonds of 2010, authorized to be issued and sold by this Ordinance (the "2010 Refunding Bonds"), shall be used and applied to (i) currently 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 2010 Refunding Bonds, and (B) the net proceeds from the sale of its General Obligation Bonds of 2010, authorized to be issued and sold by this Ordinance (the "2010 New Money Bonds" and, together with the 2010 Refunding Bonds, the "2010 Bonds"), shall be used and applied to (i) financing and refinancing all or a portion of the costs of the projects listed on Exhibit B attached hereto, and (iii) pay the costs incurred by the City in connection with the issuance, sale and delivery of the 2010 New Money Bonds. The 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, two series of its serial maturity general obligation, fully registered bonds, said issues of bonds to be known as "The Mayor and Council of Rockville General Obligation Bonds of 2010" in an aggregate principal amount not to exceed Twenty-Eight Million Dollars (\$28,000,000) and "The Mayor and Council of Rockville General Obligation Refunding Bonds of 2010" in an aggregate principal amount not to exceed Three Million Two Hundred Thousand Dollars (\$3,200,000), respectively. The City Manager of the City is hereby authorized and directed to determine the aggregate principal amount and the principal amount per maturity of the 2010 Bonds to be issued in order to further the best interests of the City.

Section 3: The 2010 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 2010 Bonds shall mature on March 15 in such years and in such principal amounts as the City Manager shall determine in order to further the best interests of the City.

Section 4: (A) The 2010 Refunding Bonds shall not be subject to redemption prior to their respective maturities.

(B) The 2010 New Money Bonds maturing on or before March 15, 2021, shall not be subject to redemption prior to their respective maturities. The 2010 New Money Bonds maturing on or after March 15, 2022 shall be subject to redemption prior to their respective maturities at the option of the City on or after March 15, 2021, either as a whole or in part at any time, in such order of maturity and within any maturity in such amount as directed by the City, at par plus accrual interest; provided, however, that the City Manager is hereby authorized and directed to specify such other optional redemption features with respect to the 2010 New Money Bonds as he may deem to be in the best interests of the City.

If less than all of the 2010 New Money Bonds of any one maturity are called for redemption, the particular 2010 New Money Bonds or portion thereof to be redeemed from such maturity shall be selected by lot by the Bond Registrar in such manner as the Bond Registrar in its sole discretion may determine.

When less than all of a 2010 New Money Bond in a denomination in excess of \$5,000 shall be so redeemed, then, upon the surrender of such 2010 New Money Bond, there shall be issued to the registered owner thereof, without

charge, for the unredeemed balance of the principal amount of such 2010 New Money Bond, at the option of such owner, registered 2010 New Money Bonds in any of the authorized denominations, the aggregate face amount of such 2010 Bonds not to exceed the unredeemed balance of the registered 2010 New Money Bond so surrendered, and to bear the same interest rate and to mature on the same date as said unredeemed balance.

If, in accordance with the foregoing option, the City elects to redeem all outstanding 2010 New Money Bonds, or less than all, it will give a redemption notice by letter mailed first class, postage prepaid, to the registered owners of the 2010 New Money Bonds to be redeemed at least thirty (30) days and not more than sixty (60) days prior to the redemption date, at the addresses of such owners appearing on the registration books kept by the Bond Registrar; provided, however, that the failure to mail any such notice or any defect in the notice so mailed or the mailing thereof shall not affect the validity of any redemption proceedings. Such notice shall state for all 2010 New Money Bonds being redeemed: maturity date, certificate numbers, redemption date, redemption price, whether the 2010 New Money Bonds are being redeemed in whole or in part and shall also state that on the redemption date the interest on the 2010 New Money Bonds so called shall cease to accrue and the redemption price shall become due and payable and shall require that the 2010 New Money Bonds so called be presented for redemption and payment at the principal corporate trust office of the paying Agent.

The City may also provide such further notices and take such further actions as it deems necessary in connection with such redemption, including any such notices or actions as are required by the Securities and Exchange Commission or by the Municipal Securities Rulemaking Board.

From and after the date fixed for redemption, if due notice has been given as herein provided, and the funds sufficient for payment of the redemption price and accrued interest shall be available therefor on such date, the 2010 New Money Bonds so designated for redemption shall cease to bear interest. Upon presentation and surrender in compliance with said notices, the 2010 New Money Bonds so called for redemption shall be paid by the Paying Agent (hereinafter designated) at the redemption price plus any accrued interest. If not so paid on presentation thereof, said 2010 Bonds so called shall continue to bear interest at the rates expressed therein until paid. All 2010 New Money Bonds redeemed and paid hereunder will be canceled.

Section 5: All of the 2010 Bonds authorized by this Ordinance shall bear interest at such interest rate or rates as shall be approved by the City Manager upon receipt of competitive bids for the 2010 Bonds. Each 2010 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 2010 Bonds; provided, however, that if at the time of authentication of any 2010 Bond interest is in default, such 2010 Bond shall bear interest from the date to which interest has been paid. The interest on all 2010 Bonds shall be paid semi-annually on the 15th day of March and September, beginning March 15, 2011, of each year in which any 2010 Bonds may be outstanding.

All 2010 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 2010 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 2010 Bond the text of the approving legal opinion of Venable LLP, Bond Counsel, with respect to such 2010 Bond.

In the event any official whose signature shall appear on such 2010 Bonds shall cease to be such official prior to the delivery of the 2010 Bonds, or in the event any such official whose signature shall appear on the 2010 Bonds shall have become such after the date of issue thereof, the 2010 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 2010 Bonds will be issued as "book-entry only" securities. The City will issue one bond for each maturity of the 2010 Bonds in the name of Cede & Co., nominee for The Depository Trust Company ("DTC"), and beneficial ownership of the 2010 Bonds will be evidenced by book entries maintained by DTC. The City Manager of the City is hereby authorized and directed to take whatever actions are necessary or advisable to facilitate the issuance of the 2010 Bonds as book-entry only securities.

All 2010 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 2010 Bonds shall be made to the persons in whose names such 2010 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 2010 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 2010 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 2010 Bonds, subject to further action by the City.

Any interest on any 2010 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 (1) or (2) below:

(1) The City may elect to make payment of any Defaulted Interest on the 2010 Bonds to the persons in whose names such 2010 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 2010 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 2010 Bonds as of the close of business on the Special Record Date.

(2) 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 2010 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.

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 2010 Bonds, all 2010 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 2010 NEW MONEY BOND]

No. R--

\$ _____

UNITED STATES OF AMERICA

STATE OF MARYLAND

THE MAYOR AND COUNCIL OF ROCKVILLE, MARYLAND

General Obligation Bond of 2010

Interest Rate

Per Annum

Maturity Date

Date of Original Issue

CUSIP

March 15, 20__

December __, 2010

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 the fifteenth days of March and September in each year, beginning on March 15, 2011, 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 Bonds of 2010" aggregating _____ Million _____ Dollars (\$_____,000) in principal amount, which are in denominations of \$5,000 or any integral multiple thereof and mature serially in installments on the 15th day of March in each of the years 20__ to 20__ inclusive, and bear interest per annum, as follows:

Year of Interest Maturity	Principal Amount	Interest Rate	Year of Maturity	Principal Amount	Interest Rate
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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 Article 23A of the Annotated Code of Maryland (2005 Replacement Volume and 2010 Supplement), 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 introduced on November 8, 2010 and adopted on November 15, 2010 (the "Ordinance").

The bonds maturing on or before March 15, 2021 are not subject to redemption prior to their respective maturities. The bonds maturing on or after March 15, 2022 are subject to redemption prior to their respective maturities at the option of the City on or after March 15, 2021, either as a whole or in part at any time, in such order of maturity and within any maturity in such amount as directed by the City, without premium, plus interest accrued to the date fixed for redemption.

If less than all of the bonds of any one maturity of this issue shall be called for redemption, the particular bonds or Portion thereof to be redeemed from such maturity shall be selected by lot by the Bond Registrar in such manner as, in its discretion, it shall determine.

When less than all of a bond in a denomination in excess of \$5,000 shall be so redeemed, then, upon the surrender of such bond, there shall be issued to the registered owner thereof, without charge, for the unredeemed balance of the principal amount of such bond, at the option of such owner, registered bonds in any of the authorized denominations, the aggregate face amount of such bonds not to exceed the unredeemed balance of the registered bond so surrendered, and to bear the same interest rate and to mature on the same date as said unredeemed balance.

If, in accordance with the foregoing option, the City elects to redeem all outstanding bonds, or less than all, it will give a redemption notice by letter mailed first class, postage prepaid, to the registered owners of such bonds at least thirty (30) days and not more than sixty (60) days prior to the redemption date, at the addresses of such owners appearing on the registration books kept by the Bond Registrar; provided, however, that the failure to mail such notice or any defect in the notice so mailed, or in the mailing thereof shall not affect the validity of the redemption proceedings. Such notice shall state the maturity date, certificate numbers, redemption date, redemption price, whether the bonds are being redeemed in whole or in part and the name and address of the Paying Agent and shall also state that on the redemption date the interest on the bonds so called shall cease to accrue and the redemption price shall become due and payable and shall require that the bonds so called be presented for redemption and payment at the principal office of that Paying Agent. From and after the date

fixed for redemption, if due notice by publication is given as herein provided, and the funds sufficient for payment of the redemption price and accrued interest shall be available therefor on such date, the bonds so designated for redemption shall cease to bear interest. Upon presentation and surrender in compliance with said notices, the bonds so called for redemption shall be paid by the Paying Agent at the redemption price plus any accrued interest. If not so paid on presentation thereof, said bonds so called shall continue to bear interest at the rates expressed therein until paid. All bonds redeemed and paid hereunder will be canceled.

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 December, 2010.

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.

[FORM OF 2010 REFUNDING BOND]

No. R--

\$ _____

UNITED STATES OF AMERICA

STATE OF MARYLAND

THE MAYOR AND COUNCIL OF ROCKVILLE, MARYLAND

General Obligation Refunding Bond of 2010

Interest Rate

Per Annum

Maturity Date

Date of Original Issue

CUSIP

March 15, 20__ December __, 2010

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 the fifteenth days of March and September in each year, beginning on March 15, 2011, 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 of 2010" 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 the 15th day of March in each of the years 2012 to 2020 inclusive, and bear interest per annum, as follows:

Year of Interest	Principal	Interest	Year of	Principal	
<u>Maturity</u>	<u>Amount</u>	<u>Rate</u>	<u>Maturity</u>	<u>Amount</u>	<u>Rate</u>
2012			2017		
2013			2018		
2014			2019		
2015			2020		
2016			2021		

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 Article 23A of the Annotated Code of Maryland (2005 Replacement Volume and 2010 Supplement), Section 24 of Article 31 of the Annotated Code of Maryland (2003 Replacement Volume and 2010 Supplement), 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 introduced on November 8, 2010 and adopted on November 15, 2010 (the "Ordinance").

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

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 December, 2010.

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 6: The City Manager of the City shall be and is hereby authorized to make such changes in the forms of bond set forth in Section 5 of this Ordinance, as the 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 City Manager shall make no change affecting the substance of the 2010 Bonds authorized by this Ordinance.

Section 7: It is hereby determined that it is in the best interests of the City to sell the 2010 Bonds at public (competitive) sale. The City Manager of the City is hereby authorized and directed to publish one or more notices calling for bids for the 2010 Bonds in the Rockville Gazette, such notice to be published twice, and the first publication to be at least ten days before the date of the receipt of bids. If the Rockville Gazette, shall not be available to publish such notice, the City Manager may publish such notice, subject to applicable law, in any other publication, which in his judgment serves the purpose hereof. The Notice of Sale with respect to the 2010 New Money Bonds shall be substantially in the form of Exhibit C attached hereto, subject to such changes, insertions and amendments as the City Manager deems necessary and approves, his publication of such notice to constitute conclusive evidence of such approval. The Notice of Sale with respect to the 2010 Refunding Bonds shall be substantially in the form of Exhibit D attached hereto, subject to such changes, insertions and amendments as the City Manager deems necessary and approves, his publication of such notice to constitute conclusive evidence of such approval. Notwithstanding the provisions of this Section 7, the City Manager may cause to be published a summary notice of sale which in his judgment serves substantially the purposes of publication.

The 2010 Bonds will be suitably prepared and duly executed and delivered to the entity(ies) submitting the winning bid for the 2010 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 2010 Bonds and the City, upon payment in Federal or other immediately available funds of the purchase price of the 2010 Bonds plus accrued interest to the date of delivery.

Section 8: The Mayor of the City and the City Manager are hereby authorized to prepare and distribute the Preliminary Official Statement with respect to the 2010 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 2010 Bonds.

Section 9: 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 2010 Bonds.

Section 10: (a) The City shall apply such amount of the proceeds of the 2010 Refunding Bonds as shall be deemed necessary by the Director of Finance to the payment in full of the bonds of the City to be refunded with the proceeds of the 2010 Bonds pursuant to the terms hereof (the "Refunded Bonds"). The Mayor and the 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 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 Director of Finance, pending their application in accordance with the provisions hereof.

(b) The City shall apply such amount of the proceeds of the 2010 New Money Bonds as shall be deemed necessary by the Director of Finance to the financing and refinancing of all or a portion of the costs of the projects listed on Exhibit B. Such amounts shall be invested upon the direction of the Director of Finance, pending their application in accordance with the provisions hereof.

(c) The Director of Finance shall apply proceeds of each series of the 2010 Bonds to the payment of the costs of issuance thereof. Such amounts shall be invested upon the direction of the Director of Finance, pending their application in accordance with the provisions hereof.

(d) The Refunded Bonds shall be called for redemption and shall be redeemed within ninety (90) calendar days of the issuance of the 2010 Bonds.

The Director of Finance 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 11: For the purpose of paying the principal of and interest on the 2010 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 2010 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 2010 Bonds maturing in each such fiscal year and of all of the interest on the 2010 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 2010 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 2010 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 2010 Bonds hereby authorized to be issued. The City hereby solemnly covenants and agrees with each registered owner (from time to time) of the 2010 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 2010 Bonds remain outstanding and unpaid to provide the funds necessary to make principal and interest payments thereon.

Section 12: The City Manager and the Director of Finance shall be the officers of the City responsible for the issuance of the 2010 Bonds within the meaning of the Arbitrage Regulations (defined herein). The City Manager and the Director of Finance shall also be the officers of the City responsible for the execution and delivery (on the date of the issuance of the 2010 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 officers are hereby authorized and directed to execute and deliver the Tax and Section 148 Certificate to counsel rendering an opinion on the validity of the 2010 Bonds on the date of the issuance of the 2010 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 2010 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 2010 Bonds pursuant to Section 148 or the

Arbitrage Regulations (collectively, the "Bond Proceeds"). The City covenants and agrees with the registered owners of the 2010 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 2010 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 2010 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 2010 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 2010 Bonds on the date of issuance of the 2010 Bonds and which may subsequently lawfully be made applicable to the 2010 Bonds.

(d) The City further covenants that it shall make such use of the proceeds of the 2010 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 2010 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 2010 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. Notwithstanding any provision of this Ordinance to the contrary, the City Manager is authorized to cause the 2010 New Money Bonds to be issued as "Build America Bonds" pursuant to the provisions of the American Recovery and Reinvestment Act of 2009 if, in his judgment, such issuance will result in cost savings to the City.

Section 13: This Ordinance shall take effect from and after the date of final passage.

3/15/2014	305,000	4.300	774217 H22
3/15/2015	305,000	4.400	774217 H30
3/15/2016	305,000	4.500	774217 H48
3/15/2017	305,000	4.500	774217 H55
3/15/2018	305,000	4.550	774217 H63
3/15/2019	305,000	4.600	774217 H71
3/15/2021	610,000	4.650	774217 H97

Exhibit B

List of Projects

Description	Program Area	Debt Amount	Maturity
Capital Projects Fund			
Asphalt Repair and Replacement	Transportation	\$ 2,059,000	10 Years
Asphalt Repair and Replacement	Transportation	2,182,000	10 Years
Gude Drive Facility Improvement	General	4,700,000	20 Years
Senior Center Improvements	General	1,000,000	20 Years
Police Station	General	<u>8,000,000</u>	20 Years
Total Capital Projects Fund		<u>\$ 17,941,000</u>	
Water Projects Fund			
Water System Facility Improvement	Utilities	\$ 1,272,000	20 Years
Water Main Rehabilitation	Utilities	<u>3,269,000</u>	20 Years
Total Water Projects Fund		<u>\$ 4,541,000</u>	
Sewer Projects Fund			
Blue Plains Wastewater Treatment	Utilities	\$ 4,827,000	20 Years
Sewer Rehabilitation	Utilities	<u>503,000</u>	20 Years
Total Sewer Projects Fund		<u>\$ 5,330,000</u>	
Total Project Needs		<u>\$ 27,812,000</u>	

Exhibit C

\$ __, __, 000

MAYOR AND COUNCIL OF ROCKVILLE (MARYLAND)

GENERAL OBLIGATION BONDS OF 2010

(BOOK ENTRY ONLY)

Proposals for the Bonds will be received on , December __, 2010, until 11:00 A.M., Eastern Time, at the Office of the Director of Finance, Maryland Avenue at Vinson Street, Rockville, Maryland, after which time they will be opened and tabulated. Consideration for award of the Bonds will be by the City Manager on the same day.

SUBMISSION OF PROPOSALS

The City will assume no liability for the inability of the bidder to reach the City 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 City to purchase the Bonds regardless of the manner by which the Proposal is submitted.

(a) Sealed Bidding. Proposals may be submitted in a sealed envelope to the City.

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 Proposal.* Neither the City, its agents nor PARITY® shall have any duty or obligation to provide or ensure electronic access to any qualified prospective bidder, and neither the City, 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 City is using the services of PARITY® solely as a communication mechanism to conduct the electronic bidding for the Bonds, and PARITY® is not an agent of the City.

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

PARITY®, 40 W. 23rd Street, 5th Floor, New York City, New York
10010, Customer Support, (212) 404-8102.

DETAILS OF THE BONDS

The Bonds will be dated the date of their delivery (expected to be December __, 2010), and will bear interest payable on March 15 and September 15 of each year, commencing March 15, 2011. Interest will be computed on the basis of a 360-day year of twelve 30-day months.

The Bonds will mature March 15 in the years and amounts as follows:

<u>Year of</u> <u>Maturity</u>	<u>Principal</u> <u>Amount</u>	<u>Year of</u> <u>Maturity</u>	<u>Principal</u> <u>Amount</u>
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Proposals for the 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 and must conform 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.

BOOK ENTRY SYSTEM

The Bonds will be issued by means of a book entry system with no physical distribution of Bonds made to the public. The Bonds will be issued in fully registered form and one Bond, representing the aggregate principal amount of the 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 Bonds. Individual purchases of the 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 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 Bonds, will be required to deposit the Bonds with DTC.

REGISTRAR

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

OPTIONAL REDEMPTION

The City may elect on March 15, 2022, and on any day thereafter, to prepay Bonds due on or after March 15, 2021. Redemption may be in whole or in part and if in part at the option of the City and in such manner as the City shall determine. If fewer than all Bonds of a maturity are called for redemption, the City will notify DTC of the particular amount of such maturity to be prepaid. DTC will determine by lot the amount of each participant's interest in such maturity to be redeemed and each participant will then select by lot the beneficial ownership interests in such maturity to be redeemed. All prepayments shall be at a price of par plus accrued interest.

SECURITY AND PURPOSE

The Bonds will be general obligations of the City for which the City will pledge its full faith, credit unlimited taxing powers. The proceeds will be used to finance various public improvements within the City.

TYPE OF PROPOSALS

No less than 100% of par, no oral bid and no bid for less than all of the Bonds described in this Notice, will be considered. The Bonds are expected to be awarded at approximately 4:00 p.m. prevailing Eastern time on December __, 2010. All proposals shall remain firm until the time of award.

Bidders are requested to name the interest rate or rates in multiples of $\frac{1}{8}$ or $\frac{1}{20}$ of 1% and the highest rate may not exceed the lowest rate by more than __%. A zero rate may not be named. No Bond shall bear more than one rate of interest which rate shall be uniform for the life of the Bond.

After receipt of bids is closed and prior to the award, the apparent successful bidder indicated on PARITY must submit a good faith deposit of \$____,000 to the City by wire transfer as instructed by the City or its financial advisor. The award to the apparent successful bidder is contingent upon receipt of the good faith deposit, and the Bonds will not be awarded to such bidder until the City has confirmation of receipt of the good faith deposit. No interest will be allowed on any good faith deposit. In the event the successful bidder shall fail to comply with the terms of its bid, the good faith deposit may be retained as and for full liquidated damages.

No proposal can be withdrawn or amended after the time set for receiving proposals unless the meeting of the City scheduled for award of the Bonds is adjourned, recessed, or continued to another date without award of the Bonds having been made.

purchaser shall be liable to the City for any loss suffered by the City by reason of the purchaser's non-compliance with said terms for payment.

CONTINUING DISCLOSURE

In accordance with SEC Rule 15c2-12(b)(5), the City will undertake, pursuant to the resolution awarding sale of the Bonds, to provide annual reports and notices of certain events. A description of this undertaking is set forth in the Official Statement. The purchaser's obligation to purchase the Bonds will be conditioned upon receiving evidence of this undertaking at or prior to delivery of the Bonds.

CONCURRENT SALE

The City will offer for sale its General Obligation Refunding Bonds of 2010 (the "Refunding Bonds") at the same time as it offers for sale the Bonds. The Refunding Bonds are described in the Preliminary Official Statement dated November __, 2010. Bids for the Refunding Bonds will be received separately from bids for the Bonds, pursuant to a separate notice of sale appended to the Preliminary Official Statement dated November __, 2010.

OFFICIAL STATEMENT

The City has authorized the preparation of an Official Statement containing pertinent information relative to the Bonds, and said Official Statement will serve as a nearly-final Official Statement within the meaning of Rule 15c2-12 of the Securities and Exchange Commission. For copies of the Official Statement or for any additional information prior to sale, any prospective purchaser is referred to the Financial Advisor to the City, Public Financial Management, Inc., 45 South Seventh Street, Suite 2800, Minneapolis, MN 55402, telephone 612-371-3753.

The Official Statement, when further supplemented by an addendum or addenda specifying the maturity dates, principal amounts and interest rates of the Bonds, together with any other information required by law, shall constitute a "Final Official Statement" of the City with respect to the Bonds, as that term is defined in Rule 15c2-12. By awarding the Bonds to any underwriter or underwriting syndicate submitting a proposal therefor, the City agrees that, no more than seven business days after the date of such award, it shall provide without cost to the senior managing underwriter of the syndicate to which the Bonds are awarded 50 copies of the Official Statement and the addendum or addenda described above. The City designates the senior managing underwriter of the syndicate to which the Bonds are awarded as its agent for purposes of distributing copies of the Final Official Statement to each Participating Underwriter. Any underwriter delivering a proposal with respect to the Bonds agrees thereby that if its proposal is accepted by the City (i) it shall accept such designation and (ii) it shall enter into a contractual relationship with all Participating Underwriters of the Bonds for purposes of assuring the receipt by each such Participating Underwriter of the Final Official Statement.

THE MAYOR AND COUNCIL OF ROCKVILLE

By: /s/
City Manager

Exhibit D

\$ __, __, 000*

MAYOR AND COUNCIL OF ROCKVILLE (MARYLAND)
GENERAL OBLIGATION REFUNDING BONDS OF 2010
(BOOK ENTRY ONLY)

Proposals for the Bonds will be received on , December __, 2010, until 11:00 A.M., Eastern Time, at the Office of the Director of Finance, Maryland Avenue at Vinson Street, Rockville, Maryland, after which time they will be opened and tabulated. Consideration for award of the Bonds will be by the City Manager on the same day.

SUBMISSION OF PROPOSALS

The City will assume no liability for the inability of the bidder to reach the City 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 City to purchase the Bonds regardless of the manner by which the Proposal is submitted.

(a) Sealed Bidding. Proposals may be submitted in a sealed envelope to the City.

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 Proposal.* Neither the City, its agents nor PARITY® shall have any duty or obligation to provide or ensure electronic access to any qualified prospective bidder, and neither the City, 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 City is using the services of PARITY® solely

as a communication mechanism to conduct the electronic bidding for the Bonds, and PARITY® is not an agent of the City.

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

PARITY®, 40 W. 23rd Street, 5th Floor, New York City, New York 10010, Customer Support, (212) 404-8102.

* Preliminary, subject to adjustment as described herein

DETAILS OF THE BONDS

The Bonds will be dated the date of their delivery (expected to be December __, 2010), and will bear interest payable on March 15 and September 15 of each year, commencing March 15, 2011. Interest will be computed on the basis of a 360-day year of twelve 30-day months.

The Bonds will mature March 15 in the years and amounts as follows:

<u>Year of</u> <u>Maturity</u>	<u>Principal</u> <u>Amount</u>	<u>Year of</u> <u>Maturity</u>	<u>Principal</u> <u>Amount</u>
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* Preliminary, subject to adjustment as described herein

Proposals for the 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 and must conform 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.

ADJUSTMENT OF PRINCIPAL AMOUNTS

The aggregate principal amount and the principal amount of each maturity of the Bonds are subject to adjustment by the City, both before and after the receipt of bids for their purchase. Changes to be made prior to the sale will be published on Thomson Municipal Services not later than 9:30 a.m. prevailing Eastern time on the date of sale and will be used to compare bids and select a winning bidder. Changes to be made after the sale and the maturity amounts for the Bonds will be communicated to the successful bidder by 3:00 p.m. prevailing Eastern time

on the date of the sale, will be made only as necessary to effect the refundings, and will not reduce or increase the aggregate principal amount of the Bonds by more than 10% from the amount bid upon. Such changes may result in the elimination of one or more maturities of the Bonds. In addition, the final maturity schedule for the Bonds will be communicated to the successful bidder by 3:00 p.m. prevailing Eastern time on the date of the sale. The dollar amount bid by the successful bidder shall be adjusted to reflect any adjustments in the principal amount of the Bonds to be issued. The adjusted bid price will reflect changes in the dollar amount of the underwriter's discount and the original issue premium or discount, but will not change the per bond underwriter's discount as calculated from the bid and initial offering prices (as herein defined) required to be delivered to the City as stated herein. The coupon rates specified by the successful bidder for all maturities will not change. The successful bidder may not withdraw its bid as a result of any changes made within these limits.

BOOK ENTRY SYSTEM

The Bonds will be issued by means of a book entry system with no physical distribution of Bonds made to the public. The Bonds will be issued in fully registered form and one Bond, representing the aggregate principal amount of the 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 Bonds. Individual purchases of the 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 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 Bonds, will be required to deposit the Bonds with DTC.

REGISTRAR

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

BONDS NOT SUBJECT TO OPTIONAL REDEMPTION

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

SECURITY AND PURPOSE

The Bonds will be general obligations of the City for which the City will pledge its full faith, credit unlimited taxing powers. The proceeds will be used to currently refund outstanding general obligation bonds of the City.

TYPE OF PROPOSALS

No less than 100% of par, no oral bid and no bid for less than all of the Bonds described in this Notice, will be considered. The Bonds are expected to be awarded at approximately 4:00 p.m. prevailing Eastern time on December __, 2010. All proposals shall remain firm until the time of award.

Bidders are requested to name the interest rate or rates in multiples of $\frac{1}{8}$ or $\frac{1}{20}$ of 1% and the highest rate may not exceed the lowest rate by more than __%. A zero rate may not be named. No Bond shall bear more than one rate of interest which rate shall be uniform for the life of the Bond. No interest rate may be lower than the interest rate on the immediately preceding maturity; i.e. interest rates must be level or ascending.

After receipt of bids is closed and prior to the award, the apparent successful bidder indicated on PARITY must submit a good faith deposit of \$____,000 to the City by wire transfer as instructed by the City or its financial advisor. The award to the apparent successful bidder is contingent upon receipt of the good faith deposit, and the Bonds will not be awarded to such bidder until the City has confirmation of receipt of the good faith deposit. No interest will be allowed on any good faith deposit. In the event the successful bidder shall fail to comply with the terms of its bid, the good faith deposit may be retained as and for full liquidated damages.

No proposal can be withdrawn or amended after the time set for receiving proposals unless the meeting of the City scheduled for award of the Bonds is adjourned, recessed, or continued to another date without award of the Bonds having been made.

AWARD

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

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

As a condition to the award of the Bonds, the successful bidder shall be required to communicate to the City the initial offering prices at which a bona fide offering of Bonds has been made to the public and the prices at which a substantial portion of each maturity of the Bonds have been sold to the public (excluding

bond houses, brokers and other intermediaries). Furthermore, as a condition to the delivery of the Bonds, the successful bidder shall be required to certify that a bona fide offering of the 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 City's bond counsel.

BANK QUALIFIED

The City will designate the Bonds as "qualified tax-exempt obligations" pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

CUSIP NUMBERS

If the Bonds qualify for assignment of CUSIP numbers such numbers will be printed on the 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 Bonds. The CUSIP Service Bureau charge for the assignment of CUSIP identification numbers shall be paid by the purchaser.

SETTLEMENT

The Bonds will be delivered on or about December __, 2010, 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 Bonds shall be made in federal, or equivalent, funds which shall be received at the offices of the City or its designee. Except as compliance with the terms of payment for the Bonds shall have been made impossible by action of the City, or its agents, the purchaser shall be liable to the City for any loss suffered by the City by reason of the purchaser's non-compliance with said terms for payment.

CONTINUING DISCLOSURE

In accordance with SEC Rule 15c2-12(b)(5), the City will undertake, pursuant to the resolution awarding sale of the Bonds, to provide annual reports and notices of certain events. A description of this undertaking is set forth in the Official Statement. The purchaser's obligation to purchase the Bonds will be conditioned upon receiving evidence of this undertaking at or prior to delivery of the Bonds.

CONCURRENT SALE

The City will offer for sale its General Obligation Bonds of 2010 (the "New Money Bonds") at the same time as it offers for sale the Bonds. The New Money Bonds are described in the Preliminary Official Statement dated December __, 2010. Bids for the New Money Bonds will be received separately from bids for the

Bonds, pursuant to a separate notice of sale appended to the Preliminary Official Statement dated December __, 2010.

OFFICIAL STATEMENT

The City has authorized the preparation of an Official Statement containing pertinent information relative to the Bonds, and said Official Statement will serve as a nearly-final Official Statement within the meaning of Rule 15c2-12 of the Securities and Exchange Commission. For copies of the Official Statement or for any additional information prior to sale, any prospective purchaser is referred to the Financial Advisor to the City, Public Financial Management, Inc., 45 South Seventh Street, Suite 2800, Minneapolis, MN 55402, telephone 612-371-3753.

The Official Statement, when further supplemented by an addendum or addenda specifying the maturity dates, principal amounts and interest rates of the Bonds, together with any other information required by law, shall constitute a "Final Official Statement" of the City with respect to the Bonds, as that term is defined in Rule 15c2-12. By awarding the Bonds to any underwriter or underwriting syndicate submitting a proposal therefor, the City agrees that, no more than seven business days after the date of such award, it shall provide without cost to the senior managing underwriter of the syndicate to which the Bonds are awarded 50 copies of the Official Statement and the addendum or addenda described above. The City designates the senior managing underwriter of the syndicate to which the Bonds are awarded as its agent for purposes of distributing copies of the Final Official Statement to each Participating Underwriter. Any underwriter delivering a proposal with respect to the Bonds agrees thereby that if its proposal is accepted by the City (i) it shall accept such designation and (ii) it shall enter into a contractual relationship with all Participating Underwriters of the Bonds for purposes of assuring the receipt by each such Participating Underwriter of the Final Official Statement.

THE MAYOR AND COUNCIL OF ROCKVILLE

By: /s/
City Manager