

COUNCIL OF THE TOWN OF RIVERDALE PARK

RESOLUTION 2013-R-11

Introduced By: CM Alan Thompson

Date Introduced: April 1, 2013

Date Adopted: April 1, 2013

Date Effective: April 1, 2013

A RESOLUTION concerning

Calvert Tract Development District

FOR the purpose of making certain findings and determinations; designating a contiguous area within Town of Riverdale Park (the "Town") as a "development district" as that term is used in Sections 12-201 through 12-213, inclusive, of the Economic Development Article of the Annotated Code of Maryland (the "Tax Increment Financing Act"), such development district to be known as the "Calvert Tract Development District;" providing for, and determining, various matters in connection with the establishment of such development district; creating a tax increment fund with respect to the development district; allocating certain incremental Town real property tax revenues with respect to the development district to be paid over to the tax increment fund as provided in the Tax Increment Financing Act; providing that certain incremental Prince George's County, Maryland (the "County") real property tax revenues and/or alternative local tax revenues may be deposited into the tax increment fund; providing for certain additional actions to be taken by the Town depending on whether the Town will issue any "bonds" as authorized by the Tax Increment Financing Act or pledge its incremental tax revenues derived from properties in the development district to the payment of bonds issued by the County or the Revenue Authority of Prince George's County as authorized by the Tax Increment Financing Act; approving the establishment by the County of a geographically identical development district pursuant to the Tax Increment Financing Act for the purposes described herein; consenting to the designation by the County of a special taxing district pursuant to the Special Taxing District Acts (identified herein) for the purposes described herein; authorizing Town officials, officers and employees to take certain further actions; providing for a sunset date with respect to this Resolution; providing that the provisions of this Resolution are severable; and generally relating to the Calvert Tract Development District.

RECITALS

WHEREAS, Sections 12-201 through 12-213, inclusive, of the Economic Development Article of the Annotated Code of Maryland (the “Tax Increment Financing Act”) authorize a county or a municipal corporation (referred to in the Tax Increment Financing Act as a “political subdivision”) to establish a “development district” (as such term is used in the Tax Increment Financing Act) and a “special fund” (as such term is used in the Tax Increment Financing Act) into which real property taxes levied by the political subdivision on the “tax increment” (as such term is used in the Tax Increment Financing Act) of properties located in the development district shall be deposited; and

WHEREAS, the Tax Increment Financing Act further provides that a political subdivision or the Revenue Authority of Prince George’s County may issue “bonds” (as such term is used in the Tax Increment Financing Act) in order to finance the new development, redevelopment, revitalization and renovation of an industrial, commercial or residential area by paying for (i) the cost of a variety of activities specified in the Tax Increment Financing Act pertaining to improvements generally subject to characterization as public improvements or infrastructure improvements; (ii) reserves or capitalized interest; (iii) necessary costs of issuing such bonds; and (iv) the principal of and interest on loans, advances or indebtedness incurred by a political subdivision for any of the foregoing purposes; and

WHEREAS, the Tax Increment Financing Act provides that any such bonds shall be payable from the special fund established in accordance with Section 12-208 of the Tax Increment Financing Act and the political subdivision may also establish sinking funds and debt service reserve funds, and pledge other assets and revenues toward the payment of such bonds; and

WHEREAS, the Tax Increment Financing Act further authorizes a political subdivision that is not the issuer of bonds to pledge under an agreement that its property taxes levied on the tax increment shall be paid into the special fund for the development district; and

WHEREAS, Calvert Tract LLC, a Maryland limited liability company (the “Owner”), is the owner of three parcels of land, containing approximately 36 acres, more or less, located within the geographical boundaries of the Town (the “Property”); and

WHEREAS, the Owner intends to develop the Property with retail, commercial, residential and office facilities; and

WHEREAS, the Owner has requested that Town of Riverdale Park (the “Town”), as permitted by the Tax Increment Financing Act, participate in the financing or reimbursement of a portion of the costs of certain infrastructure improvements that will support and enhance the developed Property; and

WHEREAS, the infrastructure improvements identified by the Owner which the Town ultimately may be requested to provide a portion of the funding for include (to the extent permitted by the Tax Increment Financing Act): (i) acquisition of property and rights-of-way relating to the CSX Crossing (as defined below); (ii) demolition and clearing associated with preparing the site to construct the CSX Crossing, including partial demolition of a building

located on the site; (iii) relocation of existing utilities associated with the construction of the CSX Crossing; (iv) construction and improvement of the east and west approaches for the CSX Crossing, including grading, retaining walls, subgrading and paving, lighting, signage and marking; (v) construction of the CSX Crossing; (vi) extension of certain roads to and from the development district associated with the CSX Crossing; (vii) landscaping and reforestation associated with the foregoing improvements that directly facilitate the construction of the CSX Crossing and the approaches to the CSX Crossing; and (viii) project design and other soft project costs relating to the CSX Crossing; and

WHEREAS, the “CSX Crossing” consists of a bridge over the CSX railroad tracks bordering upon or located on the Property, which bridge will provide vehicular, bike and pedestrian access between the Property and surrounding areas; and

WHEREAS, the Owner has also requested that Prince George’s County, Maryland (the “County”) participate in the financing or reimbursement of a portion of the costs of such contemplated infrastructure improvements, including, without limitation, potentially by serving as (i) the issuer of bonds under the Tax Increment Financing Act or (ii) the pledgor of incremental County real property tax revenues received with respect to the contemplated development district in accordance with the provisions of Section 12-210(a) of the Tax Increment Financing Act and/or “alternative local tax revenues” (as such term is used in the Tax Increment Financing Act) identified in accordance with the provisions of Section 12-210(c) of the Tax Increment Financing Act; and

WHEREAS, each of the Town and the County constitutes a “political subdivision” for purposes of the Tax Increment Financing Act; and

WHEREAS, representatives of the Owner have requested that the Town consider being either (i) the issuer of bonds as permitted by the Tax Increment Financing Act or (ii) the pledgor of incremental tax revenues to secure bonds issued by the County (or, as permitted by the Tax Increment Financing Act, bonds issued by the Revenue Authority of Prince George’s County); and

WHEREAS, the Owner has requested that, in order to meet certain project approval requirements, the Town adopt this Resolution in order to create the contemplated development district, pledge its incremental tax revenues to support payment of bonds issued under the Tax Increment Financing Act and other allowable expenditures and position itself to be either the issuer of bonds pursuant to the Tax Increment Financing Act or the pledgor of incremental tax revenues pursuant to the Tax Increment Financing Act; and

WHEREAS, Section 12-203(b) of the Tax Increment Financing Act provides that the establishment by a county of a development district that is wholly or partly in a municipal corporation shall also require a resolution approving the development district by the governing body of the municipal corporation; and

WHEREAS, the Owner has also discussed with the County the possibility of the County serving as the issuer of “bonds” (as such term is used in Section 9-1301 of Article 24 of the Annotated Code of Maryland and in Section 10-269 of The Prince George’s County Code); and

WHEREAS, Section 9-1301 of Article 24 of the Annotated Code of Maryland and Section 10-269 of The Prince George's County Code are collectively referred to in this Resolution as the "Special Taxing District Acts"; and

WHEREAS, if the County or the Revenue Authority of Prince George's County (as permitted by the Special Taxing District Acts) serves as the issuer of bonds pursuant to the Special Taxing District Acts, such Acts provide that before the County may designate an area wholly or partly within a municipal corporation as a "special taxing district" (as such term is used in the Special Taxing District Acts), the governing body of the municipal corporation must give its consent to the designation; and

WHEREAS, the Owner has requested that the governing body of the Town give the necessary approval and consent mandated by the Tax Increment Financing Act and the Special Taxing District Acts, respectively, to the establishment by the County of a development district and the designation by the County of a special taxing district (within the meanings of such Acts) located within the boundaries of the Town as further provided for in this Resolution.

SECTION 1: DEFINITIONS; RULES OF CONSTRUCTION. BE IT RESOLVED BY THE COUNCIL OF THE TOWN OF RIVERDALE PARK that:

(a) For purposes of this Resolution, the capitalized terms defined in the Recitals hereto shall have the meanings therein set forth (unless also defined in this Section 1) and, in addition, the following capitalized terms shall have the meanings set forth below:

(1) "Adjusted Assessable Base" means the fair market value of real property that qualifies for a farm or agricultural use under Section 8-209 of the Tax-Property Article of the Annotated Code of Maryland, without regard to the agricultural use assessment for the property as of January 1 of that year preceding the effective date of this Resolution creating the Development District under Section 12-203 of the Tax Increment Financing Act.

(2) "Assessable Base" means the total assessable base, as determined by the Supervisor of Assessments (as such term is used in the Tax Increment Financing Act), of all real property subject to taxation in the Development District.

(3) "Assessment Ratio" means a real property tax assessment ratio, however designated or calculated, that is used under applicable general law to determine the Assessable Base, including the assessment percentage as provided under Section 8-103(c) of the Tax-Property Article of the Annotated Code of Maryland.

(4) "Bonds" means any revenue bonds or bond, note or notes, or other similar instruments or instrument issued in one or more series from time to time by the Town, the County or the Revenue Authority with respect to the Development District pursuant to the authority of the Tax Increment Financing Act.

(5) "Council" means the Town Council of the Town of Riverdale Park, which is synonymous with the formerly used term of "Common Council of Riverdale". The Council

constitutes the “governing body” of the Town contemplated by the Tax Increment Financing Act and the Special Taxing District Acts.

(6) “County” means Prince George’s County, Maryland, a body politic and corporate and a political subdivision of the State of Maryland. The County is a “political subdivision” within the meaning of the Tax Increment Financing Act.

(7) “Development District” means the contiguous area in the Town designated in Section 3 of this Resolution as a development district with the name “Calvert Tract Development District” pursuant to the authority of the Tax Increment Financing Act and identified on Exhibit A to this Resolution.

(8) “Indenture” means any indenture of trust (howsoever named) entered into by the Town, the County or the Revenue Authority with a trustee identified therein or with the holders of any Bonds or Refunding Bonds in connection with the issuance of any Bonds or Refunding Bonds, as amended, modified or supplemented from time to time. As used in this Resolution, Indenture shall be deemed to include and refer to any document that is commonly known as a “financing agreement” or a “bond and financing agreement” or by a similar name.

(9) “Original Assessable Base” means the Assessable Base as of January 1 of the year preceding the effective date of this Resolution (which calculated date is, accordingly, January 1, 2012).

(10) “Original Full Cash Value” means the dollar amount that is determined by dividing the Original Assessable Base by the Assessment Ratio used to determine the Original Assessable Base.

(11) “Original Taxable Value” means, for any Tax Year, the dollar amount that is:

(A) the Adjustable Assessable Base, if an Adjusted Assessable Base applies; or

(B) in all other cases, the lesser of:

(i) the product of multiplying the Original Full Cash Value by the Assessment Ratio applicable to that Tax Year; and

(ii) the Original Assessable Base.

(12) “Refunding Bonds” means any revenue bonds or bond, notes or note, or other similar instruments or instrument issued in one or more series from time to time by the Town, the County or the Revenue Authority to refund any of the Bonds and to pay other costs permitted by the Tax Increment Financing Act with respect to the Development District.

(13) “Revenue Authority” means the Revenue Authority of Prince George’s County, a body corporate and politic and a unit of the County, established in accordance with The Prince George’s County Code.

(14) “Tax Increment” means for any Tax Year, the amount by which the Assessable Base as of January 1 of the preceding Tax Year exceeds the Original Taxable Value divided by the Assessment Ratio used to determine the Original Taxable Value.

(15) “Tax Increment Fund” means the special fund established in Section 5 of this Resolution with the designation “Calvert Tract Development District Tax Increment Fund” or as otherwise described in Section 5 of this Resolution. The Tax Increment Fund is the “special fund” referred to in the Tax Increment Financing Act with respect to the Development District.

(16) “Tax Year” means the period from July 1 of a calendar year through June 30 of the next calendar year.

(17) “Town” means Town of Riverdale Park, a municipal corporation of the State of Maryland. The Town is a “political subdivision” within the meaning of the Tax Increment Financing Act.

(b) The Recitals to this Resolution are deemed a substantive part of this Resolution and are incorporated herein by reference.

(c) Certain other capitalized terms used in this Resolution are defined in specific Sections of this Resolution and shall have the meanings given to such capitalized terms in such Sections.

(d) References in this Resolution (i) to provisions of the Annotated Code of Maryland, The Prince George’s County Code, or the Charter or the Town Code (each as defined in subsection (g) below), including to the Tax Increment Financing Act and the Special Taxing District Acts, shall be to such provisions, as replaced, supplemented or amended from time to time, and (ii) to terms also defined in the Tax Increment Financing Act or the Special Taxing District Acts are to be construed in accordance with the provisions of such respective Acts, and in the event of any inconsistency between such terms as used in this Resolution and such Acts, or either one of the Acts, the provisions of the applicable Act or Acts shall control.

(e) References in this Resolution to “infrastructure improvements” are intended to include the activities relating to improvements generally characterized as infrastructure improvements or public improvements to the costs of which proceeds of Bonds may be applied in accordance with the provisions of the Tax Increment Financing Act.

(f) References in this Resolution to “finance” or “financing” are intended to include “reimburse” or “reimbursing”, as applicable.

(g) References in this Resolution to any Town official by title shall be deemed to refer (i) to any official authorized under the Charter of the Town of Riverdale Park, as replaced, supplemented or amended from time to time (the “Charter”) or other applicable law to act in such titled official’s stead during the absence or disability of such titled official, (ii) to any person who has been elected, appointed or designated to fill such position in an acting capacity under the Charter or other applicable law, and/or (iii) to the extent an identified official commonly uses

another title not provided for in the Charter or the code of Town ordinances (the "Town Code"), the official, however known, who is charged under the Charter, the Town Code or other applicable law or authority with the applicable responsibilities, rights or duties referred to herein.

SECTION 2: FINDINGS AND DETERMINATIONS. AND BE IT FURTHER RESOLVED that acting pursuant to the authority of the Tax Increment Financing Act, it is hereby found and determined that:

(a) the creation of the Development District provided for in Section 3 of this Resolution, which is a contiguous area within the geographic boundaries of the Town, as a development district within the meaning of the Tax Increment Financing Act, and the issuance by the Town, the County or the Revenue Authority, as applicable, from time to time of one or more series of Bonds pursuant to the Tax Increment Financing Act in order to finance costs and activities permitted by the Tax Increment Financing Act relating to the Development District, will serve the public purposes of providing infrastructure improvements permitted by the Tax Increment Financing Act, indirectly enhancing the taxable base of the Town, encouraging the development of commerce and industry within the Town, increasing the general health, welfare and safety of the residents of the Town and increasing employment within the Town through the provision of the contemplated infrastructure improvements within or, to the extent permitted by the Tax Increment Financing Act, outside the Development District; and

(b) any Bonds or Refunding Bonds issued by the Town pursuant to the authority of the Tax Increment Financing Act and other applicable law to finance or refinance the cost of infrastructure improvements within or, to the extent permitted by the Tax Increment Financing Act, outside the Development District, shall be a special obligation of the Town and may not constitute a general obligation debt of the Town, a pledge of the Town's full faith and credit or taxing power, or a pledge of any other assets or revenues of the Town otherwise permitted to be pledged for such purpose in accordance with the provisions of the Tax Increment Financing Act, and the Town shall not be obligated to pay debt service on such Bonds or Refunding Bonds except from moneys required to be deposited into the Tax Increment Fund; and

(c) the proposed Development District is located wholly within the geographic boundaries of the Town.

SECTION 3: DESIGNATION OF DEVELOPMENT DISTRICT. AND BE IT FURTHER RESOLVED that a contiguous area of the Town consisting of the real property outlined in the map attached hereto as Exhibit A is hereby designated as a development district (to be known as the "Calvert Tract Development District" and as referred to in this Resolution as the "Development District") pursuant to Section 12-203 of the Tax Increment Financing Act. The Development District shall consist of the property identified in Exhibit A attached to this Resolution and all adjoining roads, highways, alleys, rights of way and other similar property in order to form a contiguous area as shown on the map attached hereto as Exhibit A. The boundaries of the Development District may be modified prior to and after the issuance of any Bonds or Refunding Bonds as provided in Section 4 of this Resolution. It is intended by this designation that any portion of such real property currently located in the Development District that is subsequently further subdivided or transferred to another party or combined with one or more additional parcels of real property, including parcels located outside the current boundaries

of the Development District, shall continue to be within the Development District and subject to the provisions of the Tax Increment Financing Act, notwithstanding such subdivision, transfer or combining.

SECTION 4: MODIFICATION OF DEVELOPMENT DISTRICT. AND BE IT FURTHER RESOLVED that this Resolution may be amended by one or more resolutions of the Council, which resolutions may enlarge or reduce the Development District. No such resolution shall be effective to reduce the size of the Development District so long as there are any Bonds or Refunding Bonds outstanding pursuant to the Tax Increment Financing Act, unless the ordinance with respect to such Bonds or Refunding Bonds permits the Town to reduce the area constituting the Development District or the applicable percentage of the holders of such Bonds or Refunding Bonds specified in the Indenture or a representative on their behalf consents to any such reduction.

SECTION 5: CREATION AND FUNDING OF TAX INCREMENT FUND. AND BE IT FURTHER RESOLVED that:

(a) There is hereby established a special fund within the meaning of the Tax Increment Financing Act to be designated the "Calvert Tract Development District Tax Increment Fund" (the "Tax Increment Fund"). Prior to the issuance of any Bonds the Tax Increment Fund may be used by the Town for any of the purposes set forth in Section 12-209 of the Tax Increment Financing Act, including payments to the Town for any legal purpose.

(b) The Mayor of the Town (the "Mayor"), the Town Administrator of the Town (the "Town Administrator") (or other appropriate officers or employees working under the direction of either such identified official), on behalf of the Town, following the effective date of this Resolution, but before any Bonds are issued, is each hereby authorized and directed to obtain or cause to be obtained from (i) the Supervisor of Assessments (as such term is used in the Tax Increment Financing Act), a certification as to the amount of the Original Assessable Base or, if applicable, the Adjusted Assessable Base, and (ii) the appropriate party, the Assessment Ratio used in determining the Original Assessable Base.

(c) The Town hereby pledges that beginning with the Tax Year following the effective date of this Resolution and until the Bonds and any Refunding Bonds have been fully paid, the taxes levied on real property within the Development District shall be divided as follows:

(i) the portion of the taxes that would be produced by the current tax rate on the Original Taxable Value shall be paid to the respective taxing authorities in the same manner as taxes on other property are paid; and

(ii) the portion of the taxes on the Tax Increment that would normally be paid into the general fund of the Town shall be paid into the Tax Increment Fund to be applied in accordance with the provisions of Section 8 of this Resolution and Section 12-209 of the Tax Increment Financing Act. Other than with respect to tax revenues received from residential properties, the taxes collected under this subsection (c)(ii) shall not be considered a tax of the Town for the purposes of any constant yield tax limitation or State

of Maryland or local restriction. No State of Maryland real property taxes may be paid into the Tax Increment Fund.

(d) The Town Administrator or other appropriate fiscal officials or officers are each hereby directed and authorized to deposit or cause to be deposited in the Tax Increment Fund all taxes received by the Town for any Tax Year commencing after the effective date of this Resolution that represent the levy on the Tax Increment referred to in subsection (c)(ii) above.

(e) The Mayor, the Town Administrator and other appropriate officials, officers and employees of the Town, to the extent applicable, are hereby authorized to take all necessary steps in order to establish and manage the Tax Increment Fund while held by the Town.

(f) Notwithstanding the foregoing provisions of this Section 5, if the Town is the issuer of any Bonds or Refunding Bonds, the Town may provide that the Tax Increment Fund shall be held by an agent of the Town, or the trustee for the holders of such Bonds or Refunding Bonds under the Indenture, rather than by the Town, and the appropriate officials, officers or employees of the Town are hereby authorized to make arrangements therefor, within any limitations provided for in the Tax Increment Financing Act.

(g) Notwithstanding the foregoing provisions of this Section 5, if the Town is the issuer of any Bonds or Refunding Bonds and the County, pursuant to Section 12-210(a) of the Tax Increment Financing Act, enters into an agreement with the Town to pay over for deposit into the Tax Increment Fund County real property taxes levied on the Tax Increment in accordance with the provisions of the Tax Increment Financing Act, the Town may provide for the deposit of such incremental County real property tax revenues into the Tax Increment Fund, whether such special fund is held by the Town or otherwise as provided for in subsection (f) above.

(h) Notwithstanding the foregoing provisions of this Section 5, if (A) the Town is the issuer of any Bonds or Refunding Bonds, (B) the Development District is determined to be a "transit-oriented development" (as such term is used in Section 12-201 of the Tax Increment Financing Act), and (C) the County, pursuant to Section 12-210(c) of the Tax Increment Financing Act, enters into an agreement with the Town to pay over for deposit into the Tax Increment Fund "alternative local tax revenues" (as such term is used in the Tax Increment Financing Act) generated within, or that are otherwise determined to be attributable to, the Development District in accordance with the provisions of the Tax Increment Financing Act, the Town may provide for the deposit of such alternative local tax revenues into the Tax Increment Fund, whether such special fund is held by the Town or otherwise as provided for in subsection (f) above.

(i) Notwithstanding the foregoing provisions of this Section 5, if the County or the Revenue Authority is the issuer of any Bonds or Refunding Bonds and the Town enters into an agreement with such issuer as contemplated by Section 12-210(a) of the Tax Increment Financing Act, from and after the date of issuance of such Bonds or Refunding Bonds, references in this Resolution to the Tax Increment Fund will be deemed to refer to the special fund established by the County with respect to the Development District in accordance with the provisions of the Tax Increment Financing Act (the "Statutory Fund"), which such Statutory Fund may be held by the issuer of such Bonds or Refunding Bonds, an agent for such issuer, or

the trustee for the holders of such Bonds or Refunding Bonds under the Indenture, and, in such event, the Town shall pay over to the party holding the Statutory Fund the amounts provided for in subsection (c)(ii) above in accordance with the provisions of the agreement entered into by the Town and the issuer of such Bonds or Refunding Bonds in accordance with the provisions of Section 12-210(a) of the Tax Increment Financing Act; and provided, further, that in such event, the Town may continue to use the fund created and established pursuant to subsection (a) of this Section 5 to collect and account for the amounts provided for in subsection (c)(ii) above before paying the same to the appropriate party for deposit to the Statutory Fund.

(j) The Town acknowledges that neither the rate at which Town taxes are levied on real property within the Development District nor the manner of assessment of the value of real property within the Development District is to vary from the rate or manner of assessment that otherwise would have applied if the Development District were not designated and the Tax Increment Fund not created, except to the extent that a specific valuation adjustment is mandated by the Tax Increment Financing Act for real property that qualifies for farm or agricultural use or by future amendments to the Tax Increment Financing Act.

SECTION 6: ISSUANCE OF BONDS; PLEDGE OF INCREMENTAL TAX REVENUES AS NON-ISSUER; COUNTY PLEDGE OF ALTERNATIVE LOCAL TAX REVENUES. AND BE IT FURTHER RESOLVED that:

(a) To the extent it is determined that the Town shall be the issuer of any Bonds or Refunding Bonds, the same shall be issued from time to time pursuant to an ordinance or ordinances enacted by the Council in accordance with the provisions of the Tax Increment Financing Act for the purpose of providing funds for the financing or refinancing of the costs of infrastructure improvements permitted by the Tax Increment Financing Act and other purposes and costs permitted by the Tax Increment Financing Act. Such ordinance or ordinances shall specify or provide for, in general detail, the infrastructure improvements to be financed through the issuance of the Bonds and the nature and extent of any pledge of Town revenues for the payment of debt service on the Bonds or Refunding Bonds, and shall otherwise conform to the requirements of the Tax Increment Financing Act and this Resolution, as applicable.

(b) To the extent it is determined that the County or the Revenue Authority shall be the issuer of any Bonds or Refunding Bonds and that the Town shall pledge that its property taxes levied on the Tax Increment shall be paid into the Tax Increment Fund, the Town shall take the necessary legislative actions mandated by the Tax Increment Financing Act to provide for the agreement contemplated by Section 12-210(a) of the Tax Increment Financing Act, to specify or provide for, in general detail, the infrastructure improvements to be financed through the issuance of the Bonds, the nature and extent of any pledge of Town revenues for the payment of debt service on such Bonds or Refunding Bonds, and to otherwise conform to the requirements of the Tax Increment Financing Act and this Resolution, as applicable.

(c) To the extent it is determined that the County shall pledge alternative local tax revenues to secure the payment of debt service on any Bonds or Refunding Bonds and such revenues shall be paid into the Tax Increment Fund, the Town shall take the necessary legislative actions mandated by the Tax Increment Financing Act to provide for the agreement contemplated by Section 12-210(c) of the Tax Increment Financing Act.

SECTION 7: USE OF MONEYS IN TAX INCREMENT FUND. AND BE IT FURTHER RESOLVED that:

(a) If no Bonds or Refunding Bonds are outstanding and the Council so determines, moneys in the Tax Increment Fund may be:

(i) used for any other purposes described in Section 12-209(a) of the Tax Increment Financing Act (which references Section 12-207 of the Tax Increment Financing Act);

(ii) accumulated for payment of debt service on Bonds or Refunding Bonds to be subsequently issued under the Tax Increment Financing Act;

(iii) used to pay or reimburse the Town for debt service which the Town is obligated to pay or has paid (whether such obligation is a general or limited obligation of the Town) on bonds issued by the State of Maryland, a political subdivision or the Revenue Authority, the proceeds of which have been used for any of the purposes specified in Section 12-207 of the Tax Increment Financing Act; or

(iv) paid to the Town or, to the extent the County has pledged that its property taxes levied on the Tax Increment and/or alternative local tax revenues shall also be paid into the Tax Increment Fund pursuant to Section 12-210 of the Tax Increment Financing Act, the County, to provide funds to be used for any legal purposes as may be determined by the Town or the County, as applicable.

(b) As long as any Bonds or Refunding Bonds are outstanding and the Council so determines, moneys in the Tax Increment Fund may be used as provided in subsection (a) of this Section 7 in any fiscal year of the Town as determined by the Council, but only to the extent that:

(i) the amount in the Tax Increment Fund exceeds the unpaid debt service payable on such Bonds or Refunding Bonds in such fiscal year and the Tax Increment Fund is not restricted so as to prohibit the use of such moneys; and

(ii) such use is not prohibited by the ordinance authorizing the issuance of the applicable Bonds or Refunding Bonds, the Indenture or any agreement entered into by the Town in accordance with Section 12-210(a) of the Tax Increment Financing, as applicable.

SECTION 8: APPROVAL OF COUNTY DEVELOPMENT DISTRICT: AND BE IT FURTHER RESOLVED that to the extent the County establishes a development district (within the meaning of the Tax Increment Financing Act) (i) that is geographically identical to the Development District and (ii) for the purposes of participating in the financing of a portion of the costs of the infrastructure improvements contemplated by this Resolution and other purposes and costs permitted by the Tax Increment Financing Act, the Council hereby approves the establishment of such development district, to be designated as determined by the County. Such approval shall not be construed to obligate the Town to pledge its incremental tax revenues to secure any Bonds or Refunding Bonds issued by the County or the Revenue Authority in

accordance with the provisions of Section 12-210(a) of the Tax Increment Financing Act unless the Town takes the actions provided for in Section 6(b) of this Resolution and any other applicable actions provided for in the Tax Increment Financing Act prior to the issuance of such Bonds or Refunding Bonds.

SECTION 9: CONSENT TO SPECIAL TAXING DISTRICT. AND BE IT FURTHER RESOLVED that to the extent the County designates an area or areas as a special taxing district (within the meaning of the Special Taxing District Acts) (i) that is wholly within the boundaries of the Development District, but not necessarily identical to the Development District, and (ii) for the purposes of participating in the financing of a portion of the costs of the infrastructure improvements contemplated by this Resolution and other purposes and costs permitted by the Special Taxing District Acts, the Council hereby consents to the establishment of such special taxing district, to be named as determined by the County. The proposed County special taxing district (which is wholly within the boundaries of the Development District but does not contain all of the property within the Development District) is identified on Exhibit B to this Resolution. The Council hereby consents to the proposed special taxing district as described on Exhibit B hereto or to a special taxing district designated by the County pursuant to the Special Taxing District Acts that is wholly within the boundaries of the Development District and the acreage of which is not (i) more than two (2) acres greater than the acreage of the proposed special taxing district identified on Exhibit B hereto or (ii) more than two (2) acres less than the acreage of the proposed special taxing district identified on Exhibit B hereto. The Council's consent to such special taxing district shall not be construed to obligate the Town to make any payments with respect to any bonds issued by the County in accordance with the provisions of the Special Taxing District Acts or to levy any Town special taxes in accordance with the provisions of applicable law.

SECTION 10: FURTHER AUTHORIZATIONS. AND BE IT FURTHER RESOLVED that the Mayor, the Town Administrator and all other appropriate officials, officers and employees of the Town are hereby further authorized to undertake all such acts and negotiate, approve and execute such other documents, certificates or instruments as shall be deemed necessary or desirable by them or upon the advice of counsel, to the extent such activities are within the scope of their authority, in order to facilitate the transactions contemplated by this Resolution, subject to any limitations specified in the Tax Increment Financing Act or the Special Taxing District Acts.

SECTION 11: SUNSET DATE. AND BE IT FURTHER RESOLVED that in the event no Bonds are issued pursuant to the Tax Increment Financing Act for the purposes contemplated by this Resolution on or before March 31, 2017, this Resolution shall be automatically revoked without further action by the Council and shall be considered terminated, null and void; provided that, in such event the Council and appropriate officials, officers and employees of the Town may take such actions as may be necessary in accordance with the provisions of the Tax Increment Financing Act to provide for the expenditure or transfer of any moneys then on deposit in the Tax Increment Fund subsequent to such date.

SECTION 12: SEVERABILITY. AND BE IT FURTHER RESOLVED that the provisions of this Resolution are severable, and if any provision, sentence, clause, section or part hereof is held or determined to be illegal, invalid or unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity or unconstitutionality or inapplicability shall

not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Resolution or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Resolution would have been passed if such illegal, invalid, unconstitutional or inapplicable provision, sentence, clause, section or part had not been included herein, and as if the person or circumstances to which this Resolution or any part hereof are inapplicable had been specifically exempted herefrom.

SECTION 13: EFFECTIVENESS OF RESOLUTION. AND BE IT FURTHER RESOLVED that this Resolution shall become effective immediately upon its adoption.

ATTEST:

COUNCIL OF THE TOWN OF RIVERDALE PARK



Sara Imhulse, Town Administrator



Vernon S. Archer, Mayor

#154182;50060.004

EXHIBIT A

MAP OF DEVELOPMENT DISTRICT

[See Attached]

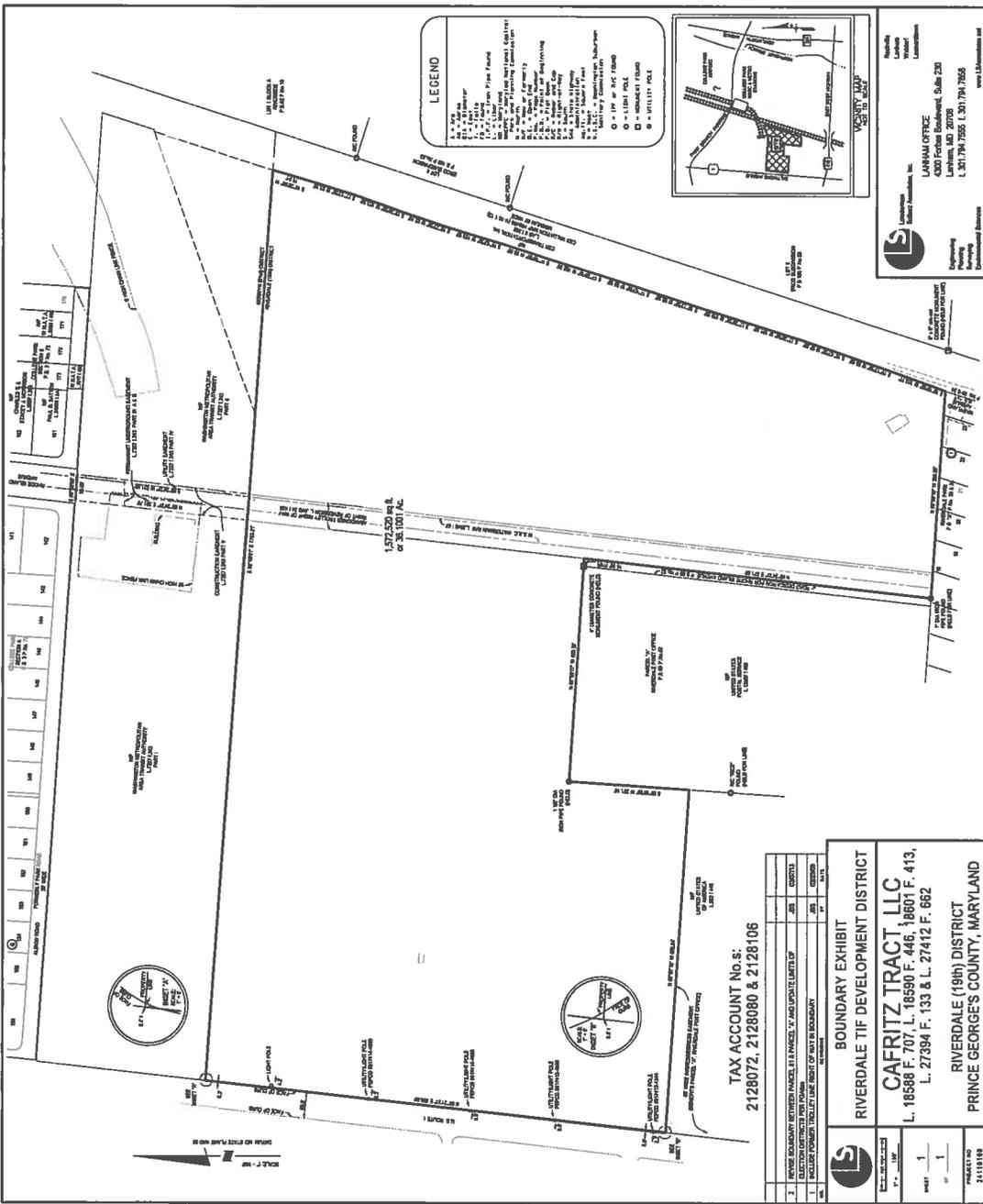


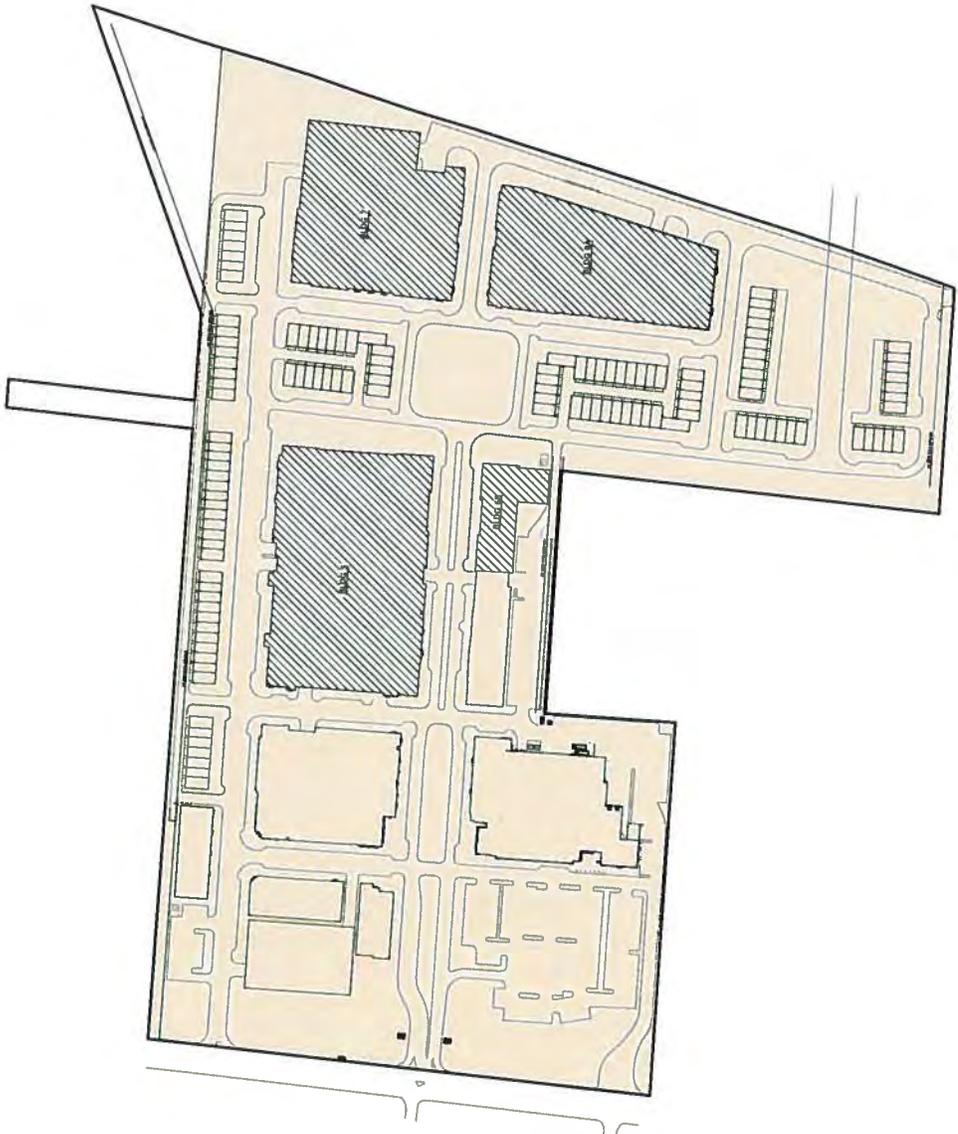
EXHIBIT B

MAP OF COUNTY SPECIAL TAXING DISTRICT

[See Attached]



SYMBOL	USE
[White box]	SPECIAL TAX DISTRICT
[Hatched box]	NON-SPECIAL TAX DISTRICT



DRAFT - SPECIAL TAX DISTRICT EXHIBIT

CAFRITZ PROPERTY

HYDRAULIC CITY ELECTRIC CONTRACT, PRINCE GEORGE COUNTY, MARYLAND

DATE	12/15/11
PROJECT NO.	2411-01-00
SHEET	1
TOTAL SHEETS	1

OWNER/DEVELOPER
CALVERT TRACT L.L.C. ET AL
 1720 EYE ST. NW
 WASHINGTON, D.C. 20006-3704
 PH: [] FAX: []
 CONTACT: []

MISSILITY NOTE
 THIS EXHIBIT IS A DRAFT AND IS NOT TO BE USED FOR ANY PURPOSES OTHER THAN THE PRESENT ONE. IT IS THE RESPONSIBILITY OF THE USER TO VERIFY THE ACCURACY OF THE INFORMATION PROVIDED HEREIN. THE USER SHALL BE RESPONSIBLE FOR OBTAINING ALL NECESSARY PERMITS AND APPROVALS FROM THE APPROPRIATE AGENCIES. THE USER SHALL BE RESPONSIBLE FOR OBTAINING ALL NECESSARY PERMITS AND APPROVALS FROM THE APPROPRIATE AGENCIES. THE USER SHALL BE RESPONSIBLE FOR OBTAINING ALL NECESSARY PERMITS AND APPROVALS FROM THE APPROPRIATE AGENCIES.

DATE	12/15/11
PROJECT NO.	2411-01-00
SHEET	1
TOTAL SHEETS	1

LANHAM OFFICE
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 Lanham, MD 20655
 1-801-794-7655, 1-301-794-7858
www.lsh.com



This exhibit is a draft and is not to be used for any purposes other than the present one. It is the responsibility of the user to verify the accuracy of the information provided herein. The user shall be responsible for obtaining all necessary permits and approvals from the appropriate agencies. The user shall be responsible for obtaining all necessary permits and approvals from the appropriate agencies. The user shall be responsible for obtaining all necessary permits and approvals from the appropriate agencies.