

[FORM OF NOTICE OF SALE]

ANNE ARUNDEL COUNTY, MARYLAND

NOTICE OF SALE OF
 \$
 GENERAL OBLIGATION BONDS

Consisting of
 , _____ SERIES, 20
 , _____ SERIES, 20

DATED _____, 20

Sealed proposals will be received until ____ [A.M./P.M.], LOCAL BALTIMORE, MARYLAND, TIME ON _____, _____, 20__, by the County Executive of Anne Arundel County, Maryland [or the Chief Administrative Officer] [or such other officer] of Anne Arundel County, Maryland, if authorized by the County Executive to receive such bids], in _____, Maryland, for the purchase of the above-described general obligation bonds of the County, aggregating _____, all dated _____, 20__, and maturing, subject to prior redemption, on _____, in the following years and in the following aggregate amounts:

<u>Years of Maturity</u>	<u>Annual Amounts Maturing</u>	<u>Years of Maturity</u>	<u>Annual Amounts Maturing</u>	<u>Years of Maturity</u>	<u>Annual Amounts Maturing</u>
	\$		\$		\$
	\$		\$		\$
	\$		\$		\$
	\$		\$		\$
	\$		\$		\$
	\$		\$		\$
	\$		\$		\$
	\$		\$		\$

The Bonds will be fully registered in form in the denomination of \$5,000 each or any integral multiple thereof and shall bear interest payable semi-annually on the ____ days of ____ and ____ commencing _____ 20__, until maturity or redemption. Principal of the Bonds will be paid to the registered owner at the principal corporate trust office of _____, _____, _____, _____ (the "Bond Registrar"), upon presentment and surrender of the Bonds. Interest will be paid to the persons in whose names Bonds are registered on the registration books maintained by the Bond Registrar as of the close of business on the Regular Record Date, which is _____, by check mailed to each such person's address as it appears on such bond registration books.

[The bonds of each Series, respectively, maturing on _____, 20__, and thereafter are subject to redemption prior to their respective maturities, at the option of the County, as a whole or in part at any time in any order of their maturities, on or after _____, 20__, at the following redemption prices expressed

as percentages of the principal amount of bonds to be redeemed plus accrued interest thereon to the date fixed for redemption:

Period During Which Redeemed (both dates inclusive)	Redemption Price
_____, ____, to _____, ____	_____ %
_____, ____, to _____, ____.	_____
On or after _____, ____	_____]

[INSERT SINKING FUND REDEMPTION PROVISIONS, IF APPLICABLE, INCLUDING AUTHORITY OF COUNTY TO CREDIT PREPAYMENTS TOWARD SINKING FUND INSTALLMENTS IN ANY MANNER DETERMINED BY THE COUNTY]

Bidders shall state in their proposals the rate or rates of interest to be paid on all the bonds, on which rate or rates their proposals are based and submitted. The rates so named must be in multiples of 1/8 or 1/20 of 1% [, shall not exceed _____% per annum,] and the highest rate named may not exceed the lowest by more than _____%. Bidders may specify more than one rate of interest to be borne by the bonds but may not specify more than one rate for the bonds of any single maturity of all Series[, nor may the rate named for the bonds of any one maturity be less than the rate named for the bonds of any earlier maturity]. As promptly as reasonably practicable after the bids are opened, the County will notify the bidder to whom the bonds will be awarded, if and when such award is made, and such bidder, upon such notice, shall advise the County of the initial reoffering prices to the public of each maturity of the bonds (the "Initial Reoffering Prices"). The bonds will be awarded to the bidder naming the lowest interest cost for all the bonds in any legally acceptable proposal and offering to pay not less than [__ % of] par and accrued interest. The lowest interest cost will be determined with respect to each proposal by [here insert the formula for determining the best bid]. Where the proposals of two or more bidders result in the same lowest interest cost, the bonds may be apportioned between such bidders, but if this shall not be acceptable to the County, the County Executive [, or the Chief Administrative Officer [or such other officer] if authorized by the County Executive to receive bids,] shall have the right to award all of such bonds to one bidder. THE RIGHT IS RESERVED TO THE COUNTY EXECUTIVE [, OR THE CHIEF ADMINISTRATIVE OFFICER [or such other officer] IF AUTHORIZED BY THE COUNTY EXECUTIVE TO RECEIVE BIDS,] TO REJECT ANY OR ALL PROPOSALS. The judgment of the County Executive [, or the Chief Administrative Officer] [or such other officer] if authorized by the County Executive to receive bids,] shall be final and binding upon all bidders with respect to the form and adequacy of any proposal received and as to its conformity to the terms of this Notice of Sale. THE SUCCESSFUL BIDDER SHALL MAKE A BONA FIDE PUBLIC OFFERING OF THE BONDS AT THE INITIAL REOFFERING PRICES AND SHALL PROVIDE THE RELATED CERTIFICATION DESCRIBED BELOW.

Each proposal must be submitted on the form accompanying the Preliminary Official Statement and must be enclosed in a sealed envelope addressed to the County Executive [, or the Chief Administrative Officer] [or such other officer] if authorized by the County Executive to receive bids], Anne Arundel County, Maryland, Arundel Center Building, Annapolis, Maryland, and marked on the outside "Bid for Purchase of Anne Arundel County General Obligation Bonds." A certified check, bank cashier's, treasurer's or official check drawn upon or certified by a responsible banking institution and made payable to the order of Anne Arundel County, Maryland [, or a Financial Surety Bond,] in the amount of [INSERT AMOUNT OF GOOD FAITH DEPOSIT], must be deposited with each proposal as security for compliance with such proposal. [TERMS OF ANY FINANCIAL SURETY BOND

ARRANGEMENT]. No interest will be allowed on any such deposit. IN THE EVENT THAT THE SUCCESSFUL BIDDER SHALL FAIL TO COMPLY WITH THE TERMS OF THE BID, THE GOOD FAITH DEPOSIT WILL BE RETAINED AS AND FOR FULL LIQUIDATED DAMAGES. Checks of unsuccessful bidders will be returned promptly after the bonds are awarded.

The bonds are authorized by Section 10-203 of the Local Government Article of the Annotated Code of Maryland (2013 Replacement Volume), the Charter of Anne Arundel County, Maryland, and Bill No. _ -14, passed by the County Council of Anne Arundel County, Maryland, on , 2014, approved by the County Executive on ____, 2014, and effective ____, 2014, as amended.

The proceeds of the several Series of bonds for which proposals are solicited herein will be expended on the following public purposes:

The full faith and credit and taxing power of Anne Arundel County, Maryland, are pledged to the payment of the above-described bonds and of the interest to accrue thereon. Such taxing power is subject, however, to the limitation set forth on Section 710(d) of the County Charter which provides, in part, that “[f]rom and after July 1, 1993, revenues derived from taxes on properties existing on County property tax rolls at the commencement of the County fiscal year shall not increase, compared with the previous year, more than the Consumer Price Index percentage of change, or 4.5 percent, whichever is the lesser.”

[The principal of and interest on the above-described Series of bonds are payable from annual appropriations of the proceeds of ad valorem taxes which the County is empowered to levy on real and personal property and certain intangible personal property subject to assessment for unlimited County taxation, subject to the limitations set forth in Section 710(d) of the County Charter.]

[The principal of and interest on the above-described Series of bonds are payable primarily from the net revenues of the above-described projects or the utilities of which they are a part, for the use and benefit of which the County has covenanted to fix and collect rates, charges and assessments sufficient to pay costs of operation, maintenance and debt service. In the event of a deficiency in such net revenues, the County is obligated to make up the same by an appropriation of the proceeds of ad valorem taxes which it is empowered to levy on real and personal property and certain intangible personal property subject to assessment for unlimited County taxation, subject to the limitations set forth in Section 710(d) of the County Charter.]

[The sources of revenue for the payment of the principal of and interest on the above-described bonds are as follows. Bonds of the _____ Series, 20__, _____ Series, 20__, and _____ Series, 20__, are payable from annual appropriations of the proceeds of ad valorem taxes which the County is empowered to levy on real and personal property and certain intangible personal property subject to assessment for unlimited County taxation, subject to the limitations set forth in Section 710(d) of the County Charter. Bonds of the _____ Series, 20__, _____ Series, 20__, and _____ Series 20__, are likewise payable from such appropriations in the event of any deficiency in the primary sources of payment. For bonds of the _____ Series, 20__, _____ Series, 20__, and _____ Series, 20__, such primary sources of payment are the net revenues of the projects for which such bonds are to be issued, or the utilities of which they are a part, for the use and benefit of which the County has covenanted to fix and collect rates, charges and assessments sufficient to pay the costs of operation, maintenance and debt service.][For bonds of the _____ Series, 20__, , such primary sources of payment pledged to the Watershed Protection and Restoration Special Revenue Fund established under Section 4-11-119 of Article 4, Finance, Taxation, and Budget of the Anne Arundel County Code.]

The bonds of each Series described above will be issued and sold subject to approval as to legality by _____, of _____, _____ Bond Counsel, whose approving opinions will be delivered, upon request, to the purchaser or purchasers of the bonds, without charge; the text of the applicable opinion will also be printed on each bond. Such opinions shall be substantially in the forms included in Appendix _ to the Preliminary Official Statement referred to below.

When delivered, the bonds shall be duly executed and authenticated and registered in such names and in such denominations as the successful bidder shall have requested in writing not less than business days prior to the closing; and the remaining aggregate principal amount of the bonds of each maturity of each Series for which no instructions have been received by such date will be issued as one bond of such maturity of such Series in the denomination of such remaining aggregate principal amount or as bonds in such denominations as shall be mutually agreed upon by the successful bidder and the County and registered in the name of the successful bidder.

It is anticipated that CUSIP identification numbers will be printed on the bonds, but neither the failure to print such number on any bond nor any error with respect thereto shall constitute cause for a failure or refusal by the successful bidder to accept delivery of and pay for the bonds in accordance with the terms of this Notice of Sale.

[As soon as practicable after the award of the bonds to the successful bidder on the day of sale, the County, by its County Executive and Chief Administrative Officer, will authorize an Official Statement, which is expected to be substantially in the form of the Preliminary Official Statement referred to below. If so requested by the purchaser or purchasers at or before the close of business on the date of the sale, the County will include in the Official Statement such pricing and other information with respect to the terms of the reoffering of the bonds by the successful bidder ("Reoffering Information"), if any, as may be specified and furnished in writing by such bidder. If no Reoffering Information is specified and furnished by the successful bidder, the Official Statement will include the interest rates on the bonds resulting from the bid of the successful bidder and the other statements with respect to reoffering contained in the Preliminary Official Statement. The successful bidder shall be responsible to the County and its officials for the Reoffering Information, and for all decisions made by such bidder with respect to the use or omission of the Reoffering Information in any reoffering of the bonds, including the presentation or exclusion of any Reoffering Information in any documents, including the Official Statement. The successful bidder will also be furnished, without cost, with up to _____ copies of the Official Statement (and any amendments or supplements thereto).]

Delivery of such bonds, without expense, will be made by the County Executive [, or the Chief Administrative Officer] [or other such officer] if authorized by the County Executive,] to the purchaser or purchasers on _____, 20 __, or as soon as practicable thereafter, at _____, and, thereupon, such purchaser or purchasers will be required to accept delivery of the bonds purchased and pay, in _____ funds, the balance of the purchase price due. Such bonds will be accompanied by the customary closing documents, including a no-litigation certificate, effective as of the date of delivery, stating that there is no litigation pending affecting the validity if any of the bonds included in this issue. [It shall be a condition to the obligation of such purchaser or purchasers to accept delivery of and pay for the bonds that, simultaneously with or before delivery and payment for the bonds, such purchaser or purchasers shall be furnished a certificate or certificates of the County Executive, the Chief Administrative Officer and the Controller of the County to the effect that, to the best of their knowledge and belief, the Official Statement and any amendment or supplement thereto (except for the Reoffering Information, as to which no view will be expressed), as of the date of sale and as of the date of delivery of the bonds, does not contain any untrue statement of a material fact and does not omit to state a material

fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, and that between the date of sale and the date of delivery of the bonds there has been no material adverse change in the financial position or revenues of the County, except as reflected or contemplated in the Official Statement.]

[SIMULTANEOUSLY WITH OR BEFORE DELIVERY OF THE BONDS, THE SUCCESSFUL BIDDER SHALL FURNISH TO THE COUNTY A CERTIFICATE ACCEPTABLE TO BOND COUNSEL TO THE EFFECT THAT (I) THE SUCCESSFUL BIDDER HAS MADE A BONA FIDE PUBLIC OFFERING OF THE BONDS AT THE INITIAL REOFFERING PRICES, (II) AS OF THE DATE OF SALE OF BONDS, THE SUCCESSFUL BIDDER REASONABLY EXPECTED TO SELL A SUBSTANTIAL AMOUNT OF THE BONDS OF EACH SERIES TO THE PUBLIC (EXCLUDING BOND HOUSES, BROKERS AND OTHER INTERMEDIARIES) AT THEIR RESPECTIVE INITIAL REOFFERING PRICES, AND (III) A SUBSTANTIAL AMOUNT OF THE BONDS WAS SOLD TO THE PUBLIC (EXCLUDING BOND HOUSES, BROKERS AND OTHER INTERMEDIARIES) AT SUCH INITIAL REOFFERING PRICES OR SUCH OTHER FACTS REGARDING THE ACTUAL SALE OF THE BONDS AS BOND COUNSEL SHALL REQUEST, AS DESCRIBED BELOW. Bond counsel advises that (i) such certificate must be made on the best knowledge, information and belief of the successful bidder, (ii) the sale to the public of 10% or more in par amount of the bonds of each maturity at (or below) the Initial Reoffering Prices would be sufficient to certify as to the sale of a substantial amount of the bonds, and (iii) reliance on other facts as a basis for such certification would require evaluation by Bond Counsel to assure compliance with the statutory requirement to avoid the establishment of an artificial price for the bonds.]

The County reserves the right to postpone the date established for the receipt of bids. In the event of a postponement, the new date and time of sale will be announced on Thompson Municipal Market Monitor ("TM3"). Any new date and time of sale will be announced at least 24 hours prior to the time proposals are to be submitted. On any such alternative sale date, bidders may submit bids for the purchase of the Bonds in conformity with the provisions of this Official Notice of Sale, except for any changes to this Official Notice of Sale, the change of the date of sale and the changes described in the next sentence. If the date fixed for receipt of bids is postponed, the expected date of delivery of Bonds also may be postponed; if the sale is postponed to a later date, then the date of the Bonds, the dates of the semiannual interest payments and annual principal payments, and the optional redemption dates also may be changed. Such changes, if any, will be announced via TM3 at the time any alternative sale date is announced.

The Preliminary Official Statement, together with this Notice of Sale and the required form of proposal, may be obtained from the office of the Chief Administrative Officer, Anne Arundel County, Arundel Center, Annapolis, Maryland 21404 or from the County's financial advisor,

ANNE ARUNDEL COUNTY, MARYLAND

By: _____
County Executive

[END OF FORM OF NOTICE OF SALE]

[FORM OF PROPOSAL FOR BONDS]

PROPOSAL FOR BONDS

_____, 20__

County Executive [or Chief Administrative
 Officer] [or other such
 officer] if authorized by the
 County Executive to receive bids]
 Anne Arundel County, Maryland
 Arundel Center
 Annapolis, Maryland 21404

Sir:

We make the following offer to purchase the Series of general obligation bonds of Anne Arundel County, Maryland, aggregating _____, dated _____, 20__, and described in the annexed Notice of Sale which is hereby made a part of this bid.

For the bonds so described, maturing on _____ in the years and amounts set forth below, and bearing interest at the following rates:

<u>Years of Maturity</u>	<u>Aggregate Amounts</u>	<u>Interest Rates Per Annum</u>	<u>Years of Maturity</u>	<u>Aggregate Amounts</u>	<u>Interest Rates Per Annum</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

we will pay _____ Dollars (\$_____) plus a premium of _____ Dollars (\$_____) plus interest on such bonds accrued from _____ to the date of delivery.

We enclose herewith a certified, bank cashier's, treasurer's or official check for \$_____, payable to the order of Anne Arundel County, Maryland [or Financial Surety Bond in like sum]. If this proposal is accepted, such sum is to be held as security for the performance of this proposal, and is to be applied on the purchase price of the bonds when the bonds are delivered and paid for under the terms of this proposal, or is to be retained as and for full liquidated damages in case we fail so to take up and pay for the bonds.

[WE UNDERSTAND THAT (A) WE ARE TO PROVIDE A CERTIFICATION REGARDING THE PUBLIC SALE OF THE BONDS AS DESCRIBED IN THE NOTICE OF SALE ON OR PRIOR TO THE CLOSING DATE AND (B) IF NOTIFIED THAT WE ARE THE

SUCCESSFUL BIDDER, WE WILL BE REQUIRED TO ADVISE THE COUNTY OF THE INITIAL REOFFERING PRICES (AS DEFINED IN THE NOTICE OF SALE) FOR EACH MATURITY OF THE BONDS AT THE TIME OF SUCH NOTIFICATION. In this regard, you may contact and rely on the information provided by _____, whose telephone number is _____.]

(NOTE: Not part of proposal. The following information is requested to expedite and facilitate prompt determination of the best bid. The omission or inaccuracy of these figures will not affect the validity of the proposal. Total [true] [net] interest cost of the proposal is \$ _____ [and the average net rate of interest is _____ %].)

For your information you will find attached a list of the group of underwriters associated with us in this proposal.

[END OF PROPOSAL FOR BONDS]