

OFFICIAL STATEMENT DATED JUNE 12, 2019

NEW ISSUE – BOOK-ENTRY ONLY

See “RATING” herein.

In the opinion of Bond Counsel, assuming compliance with certain covenants described herein, under existing statutes, regulations, and decisions, (i) by the terms of the Act, the Series 2019A Bonds, their transfer, the interest payable thereon, and any income derived therefrom, including any profit realized in their sale or exchange, are exempt from taxation of every kind and nature whatsoever by the State of Maryland, by any of its political subdivisions, or by any of its governmental units of any kind; no opinion is expressed as to estate or inheritance taxes or any other taxes not levied or assessed directly on the Series 2019A Bonds, their transfer or income therefrom; (ii) interest on the Series 2019A Bonds will be includable in gross income for federal income tax purposes; and (iii) interest on the Series 2019A Bonds will be subject to the branch profits tax imposed on certain foreign corporations engaged in a trade or business in the United States of America. See “Tax Matters” herein.

\$16,215,000
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
MARYLAND COMMUNITY DEVELOPMENT ADMINISTRATION
2019 SERIES A
Consisting of

\$11,340,000
Local Government Taxable Infrastructure Bonds
(Senior Obligations), 2019 Series A-1

\$4,875,000
Local Government Taxable Infrastructure Bonds
(Subordinate Obligations), 2019 Series A-2

Dated:	Date of delivery
Due:	June 1, as shown on the inside front cover
Interest Payment Date:	June 1 and December 1, beginning December 1, 2019
Denomination:	\$5,000 or any integral multiples thereof
Form:	Registered, book-entry only through the facilities of The Depository Trust Company
Optional Redemption:	The Series 2019A Bonds maturing on or after June 1, 2030 are subject to redemption prior to maturity without premium. See “THE SERIES 2019A BONDS - Redemption Provisions.”
Sources of Payment and Security:	The Series 2019A Bonds are special obligations of the Community Development Administration (the “Administration”), a unit of the Division of Development Finance of the Maryland Department of Housing and Community Development (the “Department”), payable solely from the Revenues and property of the Administration pledged therefor under the Current Resolution described herein providing for the issuance of the Series 2019A Bonds and any additional bonds of the Administration previously issued and to be issued under the Current Resolution, provided however, that the pledge of security granted for the Series 2019A-2 Bonds under the Current Resolution and all other series of Subordinated Bonds are in all respects junior and subordinate to the pledge of security granted to the Series 2019A-1 Bonds and all other series of Senior Bonds. The Series 2019A Bonds shall not be a debt of, and do not pledge the faith and credit or taxing power of the State, the Department, the Administration or any political subdivision, and shall be payable solely from the Revenues and property provided for in the Current Resolution and in accordance with the Act. The Administration has no taxing power.
Purpose:	To provide funds to finance or refinance a loan to a Local Government participating in the Administration’s Local Government Infrastructure Financing Program, established under and pursuant to the Act.

FOR MATURITY SCHEDULES, INTEREST RATES, YIELDS AND CUSIP NUMBERS, SEE INSIDE FRONT COVER

The Series 2019A Bonds are offered for delivery when, as and if issued, subject to the approving opinion of McKennon Shelton & Henn LLP, Baltimore, Maryland, Bond Counsel, as to the validity of the Series 2019A Bonds and to certain other conditions. Certain legal matters will be passed upon for the Administration by an Assistant Attorney General of the State of Maryland as Counsel to the Department. Certain legal matters will also be passed on for the Underwriters by Miles & Stockbridge, P.C. It is expected that the Series 2019A Bonds in definitive form will be available for delivery through the facilities of DTC in New York, New York, on or about June 27, 2019.

This cover page contains certain information for quick reference only. It is not a summary of this Official Statement. Investors must read the entire Official Statement to obtain information essential to the making of an informed decision.

M&T Securities, Inc.

BofA Merrill Lynch

J.P. Morgan

Morgan Stanley

RBC Capital Markets

**MATURITY SCHEDULES, PRINCIPAL AMOUNTS, INTEREST RATES, YIELDS
AND CUSIP NUMBERS**

**\$11,340,000
Local Government Taxable Infrastructure Bonds (Senior Obligations),
2019 Series A-1**

<u>Year</u>	<u>Amount</u>	<u>Interest Rate[†]</u>	<u>Yield[†]</u>	<u>CUSIP[*]</u>
2020	\$220,000	2.100%	2.100%	574039FR9
2021	240,000	2.150	2.150	574039FS7
2022	245,000	2.180	2.180	574039FT5
2023	250,000	2.280	2.280	574039FU2
2024	260,000	2.430	2.430	574039FV0
2025	265,000	2.530	2.530	574039FW8

Term Bonds

\$1,130,000	3.000%	Term Bond due June 1, 2029	Yield [†] 3.000%	CUSIP* 574039FY4
\$1,625,000	3.370%	Term Bond due June 1, 2034	Yield [†] 3.370%	CUSIP* 574039FZ1
\$1,940,000	3.750%	Term Bond due June 1, 2039	Yield [†] 3.750%	CUSIP* 574039GA5
\$5,165,000	3.900%	Term Bond due June 1, 2049	Yield [†] 3.900%	CUSIP* 574039GB3

**\$4,875,000
Local Government Taxable Infrastructure Bonds (Subordinate Obligations),
2019 Series A-2**

<u>Year</u>	<u>Amount</u>	<u>Interest Rate[†]</u>	<u>Yield[†]</u>	<u>CUSIP[*]</u>
2020	\$ 95,000	2.200%	2.200%	574039GC1
2021	105,000	2.250	2.250	574039GD9
2022	105,000	2.280	2.280	574039GE7
2023	110,000	2.380	2.380	574039GF4
2024	110,000	2.530	2.530	574039GG2

Term Bonds

\$595,000	3.100%	Term Bond due June 1, 2029	Yield [†] 3.100%	CUSIP* 574039GH0
\$1,015,000	3.620%	Term Bond due June 1, 2036	Yield [†] 3.620%	CUSIP* 574039GJ6
\$2,740,000	4.000%	Term Bond due June 1, 2049	Yield [†] 4.000%	CUSIP* 574039GK3

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† The interest rates and yields shown above are furnished by the Underwriters for the Series 2019A Bonds. All other information concerning the terms of reoffering of the Series 2019A Bonds should be obtained from the Underwriters and not from the Administration.

No dealer, broker, salesman or any other person has been authorized by the Administration or the Underwriters to give any information or to make any representations, other than those contained in this Official Statement and, if given or made, such other information or representations must not be relied upon as having been authorized by any of the foregoing. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 2019A Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been furnished by the Administration and by other sources which are believed to be reliable but is not guaranteed as to accuracy or completeness, and is not to be construed as a representation by the Administration as to information from sources other than the Administration.

The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

All quotations from and summaries and explanations of provisions of laws and documents herein do not purport to be complete and reference is made to such laws and documents for full and complete statements of their provisions. This Official Statement is not to be construed as a contract or agreement between the Administration and the purchasers or owners of any of the Series 2019A Bonds. All statements made in this Official Statement involving estimates or matters of opinion, whether or not expressly so stated, are intended merely as estimates or opinions and not as representations of fact. The cover page hereof, inside front cover, and the appendices attached hereto are part of this Official Statement. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale of the Series 2019A Bonds shall under any circumstances create any implication that there has been no change in the affairs of the Administration since the date hereof.

This Official Statement contains statements relating to future results that are “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. When used in this Official Statement, the words “estimate,” “project,” “anticipate,” “forecast,” “intend,” “believe,” “expect” or the negative thereof or other variations thereon and similar expressions, identify forward-looking statements. Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements. Any forecast is subject to such uncertainties. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances may occur. Therefore, there are likely to be differences between forecasts and actual results, and those differences may be material. Potential investors and any other readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. **THE ADMINISTRATION AND THE DEPARTMENT DISCLAIM ANY OBLIGATION OR UNDERTAKING TO RELEASE PUBLICLY ANY UPDATES OR REVISIONS TO ANY FORWARD-LOOKING STATEMENT CONTAINED HEREIN TO REFLECT ANY CHANGES IN THEIR EXPECTATIONS WITH REGARD THERETO OR ANY CHANGE IN EVENTS, CONDITIONS OR CIRCUMSTANCES ON WHICH ANY SUCH STATEMENT IS BASED.**

IN MAKING AN INVESTMENT DECISION, INVESTORS SHOULD RELY ON THEIR OWN EXAMINATION OF THE LOCAL GOVERNMENTS DESCRIBED IN THIS OFFICIAL STATEMENT, THE ADMINISTRATION AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. No registration statement relating to the Series 2019A Bonds has been filed with the United States Securities and Exchange Commission or with any state security agency, nor has the Current Resolution or the Series 2019A Resolution authorizing the Series 2019A Bonds been qualified under the Trust Indenture Act of 1939, as amended, in reliance upon exemptions contained in such acts. The Series 2019A Bonds have not been approved or disapproved by the Securities and Exchange Commission or any state securities agency nor has the Securities and Exchange Commission or any state

securities agency passed upon the accuracy or adequacy of this Official Statement. Any representation to the contrary may be a criminal offense.

THE ORDER AND PLACEMENT OF MATERIALS IN THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES HERETO AND THE INFORMATION INCORPORATED HEREIN BY REFERENCE, ARE NOT TO BE DEEMED TO BE A DETERMINATION OF RELEVANCE, MATERIALITY OR IMPORTANCE, AND THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES AND THE INFORMATION INCORPORATED HEREIN BY REFERENCE, MUST BE CONSIDERED IN ITS ENTIRETY. THE OFFERING OF THE SERIES 2019A BONDS IS MADE ONLY BY MEANS OF THIS ENTIRE OFFICIAL STATEMENT.

IN CONNECTION WITH THIS OFFERING THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICES OF THE SERIES 2019A BONDS AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THE INITIAL PUBLIC OFFERING PRICES SET FORTH ON THE INSIDE FRONT COVER PAGE OF THIS OFFICIAL STATEMENT MAY BE CHANGED BY THE UNDERWRITERS, AND THE UNDERWRITERS MAY OFFER TO SELL THE SERIES 2019A BONDS TO CERTAIN DEALERS AND OTHERS AT PRICES LOWER THAN THE OFFERING PRICES AS SET FORTH ON THE INSIDE FRONT COVER PAGE.

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**OFFICIAL STATEMENT
of the
Community Development Administration
Maryland Department of Housing and Community Development
Relating to**

**\$16,215,000
Local Government Infrastructure Bonds
Maryland Community Development Administration, 2019 Series A
Consisting of**

\$11,340,000	\$4,875,000
Local Government Taxable Infrastructure Bonds (Senior Obligations), 2019 Series A-1	Local Government Taxable Infrastructure Bonds (Subordinate Obligations), 2019 Series A-2

INTRODUCTION

The purpose of this Official Statement, which includes the cover page, the inside front cover page and the Appendices, is to set forth information in connection with the sale by the Community Development Administration (the “Administration”), a unit of the Division of Development Finance of the Department of Housing and Community Development (the “Department”), a principal department of the government of the State of Maryland (the “State” or “Maryland”), of its Local Government Taxable Infrastructure Bonds (Senior Obligations), 2019 Series A-1 (the “Series 2019A-1 Bonds”) and its Local Government Taxable Infrastructure Bonds (Subordinate Obligations), 2019 Series A-2 (the “Series 2019A-2 Bonds” and, together with the Series 2019A-1 Bonds, the “Series 2019A Bonds”).

The Administration is authorized to issue bonds in order to provide funds to finance and refinance all or a portion of loans (each, an “Infrastructure Loan”) to Local Governments (hereinafter defined) participating in the Administration’s Local Government Infrastructure Financing Program (the “Program”), established under and pursuant to Sections 4-101 through 4-255 of the Housing and Community Development Article of the Annotated Code of Maryland, as amended (the “Act”), and in accordance with a Resolution Providing for the Issuance of Local Government Infrastructure Bonds adopted by the Administration as of August 1, 2010, as amended and supplemented (the “Current Resolution”) as further supplemented by series resolutions (each, a “Series Resolution”). The Current Resolution appoints Manufacturers and Traders Trust Company, a New York banking corporation, with trust powers and having a corporate trust office in Baltimore, Maryland, as trustee (the “Trustee”). A Series Resolution authorizing the issuance of the Series 2019A Bonds will be adopted by the Administration prior to the issuance of the Series 2019A Bonds (the “Series 2019A Resolution”). The Current Resolution and the Series 2019A Resolution are collectively referred to in this Official Statement as the “Resolutions.”

Capitalized terms used herein and not otherwise defined herein shall have the meaning assigned them in Appendix C hereof unless the context clearly indicates otherwise. See Appendix C - “SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTIONS - Certain Definitions.”

The Series 2019A Resolution authorizes the Administration to issue the Series 2019A-1 Bonds in the aggregate principal amount of \$11,340,000 and the Series 2019A-2 Bonds in the aggregate principal amount of \$4,875,000 as Additional Bonds under the Current Resolution. The proceeds of the Series 2019A-1 Bonds will provide funds to finance or refinance all or a portion of an Infrastructure Loan to a Local Government, as hereinafter described. The proceeds of the Series 2019A-2 Bonds will provide funds to finance or refinance the remaining portion of such Infrastructure Loan to the Local Government. See Appendix B - “LOCAL GOVERNMENTS AND LOCAL OBLIGATIONS.”

The Series 2019A-1 Bonds and the Series 2019A-2 Bonds are the nineteenth and twentieth Series of Bonds issued under the Current Resolution. The Series 2019A-1 Bonds will constitute Senior Bonds under the Current Resolution and the Series 2019A-2 Bonds will constitute Subordinated Bonds under the Current Resolution. Each simultaneous issuance of Senior Bonds and Subordinated Bonds is

referred to herein as a “Senior-Subordinated Issue.” The Administration has previously issued under the Current Resolution the following Senior-Subordinated Issues: (1) its Local Government Infrastructure Bonds (Senior Obligations), 2010 Series A-1 (the “Series 2010A-1 Bonds”) and its Local Government Infrastructure Bonds (Subordinate Obligations), 2010 Series A-2 (the “Series 2010A-2 Bonds” and, together with the Series 2010A-1 Bonds, the “Series 2010A Bonds”), (2) its Local Government Infrastructure Bonds (Senior Obligations), 2012 Series A-1 (the “Series 2012A-1 Bonds”) and its Local Government Infrastructure Bonds (Subordinate Obligations), 2012 Series A-2 (the “Series 2012A-2 Bonds” and, together with the Series 2012A-1 Bonds, the “Series 2012A Bonds”), (3) its Local Government Infrastructure Bonds (Senior Obligations), 2012 Series B-1 (the “Series 2012B-1 Bonds”) and its Local Government Infrastructure Bonds (Subordinate Obligations), 2012 Series B-2 (the “Series 2012B-2 Bonds” and, together with the Series 2012B-1 Bonds, the “Series 2012B Bonds”), (4) its Local Government Infrastructure Bonds (Senior Obligations), 2013 Series A-1 (the “Series 2013A-1 Bonds”) and its Local Government Infrastructure Bonds (Subordinate Obligations), 2013 Series A-2 (the “Series 2013A-2 Bonds” and, together with the Series 2013A-1 Bonds, the “Series 2013A Bonds”), (5) its Local Government Infrastructure Bonds (Senior Obligations), 2014 Series A-1 (the “Series 2014A-1 Bonds”) and its Local Government Infrastructure Bonds (Subordinate Obligations), 2014 Series A-2 (the “Series 2014A-2 Bonds” and, together with the Series 2014A-1 Bonds, the “Series 2014A Bonds”), (6) its Local Government Infrastructure Bonds (Senior Obligations), 2015 Series A-1 (the “Series 2015A-1 Bonds”) and its Local Government Infrastructure Bonds (Subordinate Obligations), 2015 Series A-2 (the “Series 2015A-2 Bonds” and, together with the Series 2015A-1 Bonds, the “Series 2015A Bonds”), (7) its Local Government Infrastructure Bonds (Senior Obligations), 2016 Series A-1 (the “Series 2016A-1 Bonds”) and its Local Government Infrastructure Bonds (Subordinate Obligations), 2016 Series A-2 (the “Series 2016A-2 Bonds” and, together with the Series 2016A-1 Bonds, the “Series 2016A Bonds”), (8) its Local Government Infrastructure Bonds (Senior Obligations), 2017 Series A-1 (the “Series 2017A-1 Bonds”) and its Local Government Infrastructure Bonds (Subordinate Obligations), 2017 Series A-2 (the “Series 2017A-2 Bonds” and, together with the Series 2017A-1 Bonds, the “Series 2017A Bonds”) and (9) its Local Government Infrastructure Bonds (Senior Obligations), 2018 Series A-1 (the “Series 2018A-1 Bonds”) and its Local Government Infrastructure Bonds (Subordinate Obligations), 2018 Series A-2 (the “Series 2018A-2 Bonds” and, together with the Series 2018A-1 Bonds, the “Series 2018A Bonds”). The Series 2010A Bonds, the Series 2012A Bonds, the Series 2012B Bonds, the Series 2013A Bonds, the Series 2014A Bonds, the Series 2015A Bonds, the Series 2016A Bonds, the Series 2017A Bonds and the Series 2018A Bonds are referred to herein, collectively, as the “Prior Bonds.”

The Series 2010A-1 Bonds, the Series 2012A-1 Bonds, the Series 2012B-1 Bonds, the Series 2013A-1 Bonds, the Series 2014A-1 Bonds, the Series 2015A-1 Bonds, the Series 2016A-1 Bonds, the Series 2017A-1 Bonds and the Series 2018A-1 Bonds (collectively, the “Prior Senior Bonds”) constitute Senior Bonds under the Current Resolution. The Prior Senior Bonds, the Series 2019A-1 Bonds and any other Additional Bonds constituting Senior Bonds, which the Administration may issue from time to time under the Current Resolution, are and will be on parity, and will be equally and ratably secured under the Current Resolution.

The Series 2010A-2 Bonds, the Series 2012A-2 Bonds, the Series 2012B-2 Bonds, the Series 2013A-2 Bonds, the Series 2014A-2 Bonds, the Series 2015A-2 Bonds, the Series 2016A-2 Bonds, the Series 2017A-2 Bonds and the Series 2018A-2 Bonds (collectively, the “Prior Subordinated Bonds”) constitute Subordinated Bonds under the Current Resolution. Except as otherwise described herein, the Prior Subordinated Bonds, the Series 2019A-2 Bonds and any other Additional Bonds constituting Subordinated Bonds, which the Administration may issue from time to time under the Current Resolution, are and will be on parity, and will be secured under the Current Resolution by a pledge junior and subordinate in all respects to the pledge and security granted to the Senior Bonds. The Prior Subordinated Bonds, the Series 2019A-2 Bonds and any other Subordinated Bonds issued under the Current Resolution will not be on parity with the Senior Bonds.

As of December 31, 2018, \$121,615,000 principal amount of Prior Senior Bonds were outstanding and \$54,200,000 principal amount of Prior Subordinated Bonds were outstanding under the Current Resolution. The Outstanding Senior Bonds consist of nine Series that were issued simultaneously with

the related Series of the nine Series of Outstanding Subordinated Bonds. The nine prior Senior-Subordinated Issues previously issued have collectively financed Infrastructure Loans for 35 different Local Governments.

Infrastructure Loans made under the Program are to be funded with proceeds of Bonds for any undertaking, project or facility that is planned, acquired, owned, developed, constructed, reconstructed, rehabilitated or improved by or on behalf of one of the State's 23 counties and Baltimore City (each a "County") or a municipal corporation in Maryland subject to the provisions of Article XI-E of the Maryland Constitution (a "Municipality") to provide the essential physical elements that are the basis of a public service system (the "Infrastructure Projects") and to pay bond issuance costs, including any fee or charge necessary for the Administration to (i) sell any Series of Bonds, (ii) provide financial assistance for any Series of Bonds, (iii) provide any guarantee, credit enhancement or additional security for any Series of Bonds or (iv) insure any Series of Bonds. Infrastructure Projects include streets, sidewalks, curbs, sewer and water systems, bridges, and public buildings that are owned by a County or Municipality (each, a "Political Subdivision") or a governmental unit of a Political Subdivision. As used herein "Local Government" means a Political Subdivision or a governmental unit of a Political Subdivision. Each Infrastructure Loan must be evidenced by bonds, notes, repayment agreements, instruments or other obligations of a Local Government ("Local Obligations").

Brief descriptions of the Series 2019A Bonds and the security for the Series 2019A Bonds are included in this Official Statement. Descriptions of the Department and the Administration can be found in Appendix A of this Official Statement. The Local Government and the Infrastructure Project the Administration expects to finance and refinance with the proceeds of the Series 2019A Bonds and a list of the Local Governments and the Infrastructure Projects the Administration financed and refinanced with the proceeds of Outstanding Bonds previously issued under the Current Resolution are included in Appendix B to this Official Statement. A summary of certain provisions of the Current Resolution, as supplemented by the Series 2019A Resolution, is included in Appendix C to this Official Statement. The proposed form of the opinion of Bond Counsel is included as Appendix D to this Official Statement. Audited and unaudited financial statements of the Administration's Local Government Infrastructure Bonds issued under the Current Resolution are included as Appendix E to this Official Statement. A description of The Depository Trust Company, New York, New York ("DTC") and the book-entry only system is included as Appendix F to this Official Statement. **The appendices to this Official Statement constitute a part of this Official Statement and contain information which any potential investor should read in conjunction with the other parts of this Official Statement in order to make an informed investment decision.**

Certain capitalized terms used in this Official Statement are defined in Appendix C - "SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTIONS - Certain Definitions." Capitalized terms not otherwise defined herein are used as defined in the Resolutions. All references herein to the Resolutions and other documents and agreements are qualified in their entirety by reference to such documents and agreements, and references herein to the Series 2019A Bonds are qualified in their entirety by reference to the form thereof included in the Series 2019A Resolution and the information with respect thereto included in the Resolutions, documents and agreements, copies of which are available for inspection at the office of the Administration located at 7800 Harkins Road, Lanham, Maryland 20706. Inquiries for documents or concerning this Official Statement should be directed to Investor Relations, at telephone: 301-429-7897 or email: CDAbonds_mailbox.dhcd@maryland.gov.

THE SERIES 2019A BONDS

General Description

The Series 2019A Bonds will be dated the date of their delivery (the "Delivery Date"). The Series 2019A Bonds will be issuable only as fully registered bonds in denominations of \$5,000 each or any integral multiple thereof. The Series 2019A Bonds initially will be registered in the name of Cede & Co., as registered owner and nominee for DTC which will act as securities depository for the Series 2019A Bonds. Purchases of the Series 2019A Bonds will be in book-entry form only. See "DTC and Book-Entry" below

for a description of DTC and the book-entry system. The Series 2019A Bonds will mature in the years and amounts set forth on the inside front cover page of this Official Statement and will bear interest from the Delivery Date, payable semiannually on June 1 and December 1 of each year, commencing December 1, 2019, to DTC by the Trustee. If any such dates are not business days, then such payments will be made on the next business day. Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.

Plan of Financing

Financing of New Infrastructure Loans. The Administration will apply a portion of the proceeds of the Series 2019A Bonds, which includes a portion of the original issue premium, to finance or refinance an aggregate principal amount of \$15,829,328.13 (the “Project Proceeds”) of an Infrastructure Loan for the Local Government receiving the loan from proceeds of the Series 2019A Bonds. See Appendix B – “LOCAL GOVERNMENTS AND LOCAL OBLIGATIONS – Local Government Information and Infrastructure Loans Financed by Series 2019A Bonds.” Upon the issuance of the Series 2019A Bonds, the Project Proceeds shall be deposited to the credit of the Loan Fund established with respect to the Series 2019A Bonds (the “Series 2019A Loan Fund”), in accordance with the terms of the Resolutions.

Such amounts will be deposited in one or more accounts within the Series 2019A Loan Fund to finance the Infrastructure Loan for the specified Local Government and disbursed by the Trustee in accordance with the requirements of the Resolutions and the Program. See Appendix C – “SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTIONS” and “THE PROGRAM”.

Funding 2015/2016/2019 Aggregate Debt Service Reserve Fund. The Administration will deposit funds to meet the debt service reserve requirements for the Series 2019A-2 Bonds secured by the 2015/2016/2019 Aggregate Debt Service Reserve Fund (as herein defined) created under the Current Resolution. See “SECURITY FOR THE BONDS – Debt Service Reserve Fund.”

Payment of Costs of Issuance. The Administration will directly apply \$365,671.87 consisting of a portion of the proceeds of the Series 2019A Bonds to the payment of the total costs of issuing the Series 2019A Bonds of \$215,358.81 and to the payment of the total Underwriters’ fee of \$150,313.06.

Application of Series 2019A Bond Proceeds

Series 2019A Bonds. The proceeds of the sale of the Series 2019A Bonds will be applied and deposited as follows:

	Series 2019A-1 Bonds	Series 2019A-2 Bonds	Total
Sources of Funds:			
Par amount	<u>\$11,340,000.00</u>	<u>\$4,875,000.00</u>	<u>\$16,215,000.00</u>
Total Sources of Funds	<u>\$11,340,000.00</u>	<u>\$4,875,000.00</u>	<u>\$16,215,000.00</u>
Uses of Funds:			
Loan account deposit for loan	\$11,084,266.48	\$4,745,061.65	\$15,829,328.13
2015/2016/2019 Aggregate Debt Service Reserve Fund	--	20,000.00	20,000.00
Costs of issuance account ⁽¹⁾	150,611.71	64,747.10	215,358.81
Underwriters’ fee	<u>105,121.81</u>	<u>45,191.25</u>	<u>150,313.06</u>
Total Uses of Funds	<u>\$11,340,000.00</u>	<u>\$4,875,000.00</u>	<u>\$16,215,000.00</u>

⁽¹⁾ Includes certain fees and expenses of the Administration, the Trustee, the Rating Agency, and printing costs and other miscellaneous expenses.

Redemption Provisions

Optional Redemption. The Series 2019A Bonds maturing on or after June 1, 2030, are subject to redemption, at the option of the Administration, in whole or in part at any time, on or after June 1, 2029, at the principal amount thereof, plus accrued interest thereon.

Mandatory Sinking Fund Redemption.

The Series 2019A-1 Bonds maturing on June 1, 2029 are subject to mandatory sinking fund redemption, at a price equal to the principal amount thereof plus accrued interest thereon, on June 1 of each of the following years and in the following amounts:

\$1,130,000 Term Bond due June 1, 2029

<u>Year</u>	<u>Sinking Fund Installment</u>
2026	\$270,000
2027	280,000
2028	285,000
2029 ⁽¹⁾	295,000

(1) Final maturity

The Series 2019A-1 Bonds maturing on June 1, 2034 are subject to mandatory sinking fund redemption, at a price equal to the principal amount thereof plus accrued interest thereon, on June 1 of each of the following years and in the following amounts:

\$1,625,000 Term Bond due June 1, 2034

<u>Year</u>	<u>Sinking Fund Installment</u>
2030	\$305,000
2031	315,000
2032	325,000
2033	335,000
2034 ⁽¹⁾	345,000

(1) Final maturity

The Series 2019A-1 Bonds maturing on June 1, 2039 are subject to mandatory sinking fund redemption, at a price equal to the principal amount thereof plus accrued interest thereon, on June 1 of each of the following years and in the following amounts:

\$1,940,000 Term Bond due June 1, 2039

<u>Year</u>	<u>Sinking Fund Installment</u>
2035	\$360,000
2036	375,000
2037	385,000
2038	405,000
2039 ⁽¹⁾	415,000

(1) Final maturity

The Series 2019A-1 Bonds maturing on June 1, 2049 are subject to mandatory sinking fund redemption, at a price equal to the principal amount thereof plus accrued interest thereon, on June 1 of each of the following years and in the following amounts:

\$5,165,000 Term Bond due June 1, 2049

<u>Year</u>	<u>Sinking Fund Installment</u>
2040	\$430,000
2041	450,000
2042	470,000
2043	485,000
2044	505,000
2045	520,000
2046	545,000
2047	565,000
2048	590,000
2049 ⁽¹⁾	605,000

(1) Final maturity

The Series 2019A-2 Bonds maturing on June 1, 2029 are subject to mandatory sinking fund redemption, at a price equal to the principal amount thereof plus accrued interest thereon, on June 1 of each of the following years and in the following amounts:

\$595,000 Term Bond due June 1, 2029

<u>Year</u>	<u>Sinking Fund Installment</u>
2025	\$110,000
2026	115,000
2027	120,000
2028	125,000
2029 ⁽¹⁾	125,000

(1) Final maturity

The Series 2019A-2 Bonds maturing on June 1, 2036 are subject to mandatory sinking fund redemption, at a price equal to the principal amount thereof plus accrued interest thereon, on June 1 of each of the following years and in the following amounts:

\$1,015,000 Term Bond due June 1, 2036

<u>Year</u>	<u>Sinking Fund Installment</u>
2030	\$130,000
2031	135,000
2032	140,000
2033	145,000
2034	150,000
2035	155,000
2036 ⁽¹⁾	160,000

(1) Final maturity

The Series 2019A-2 Bonds maturing on June 1, 2049 are subject to mandatory sinking fund redemption, at a price equal to the principal amount thereof plus accrued interest thereon, on June 1 of each of the following years and in the following amounts:

\$2,740,000 Term Bond due June 1, 2049

<u>Year</u>	<u>Sinking Fund Installment</u>
2037	\$165,000
2038	170,000
2039	180,000
2040	185,000
2041	190,000
2042	200,000
2043	205,000
2044	215,000
2045	225,000
2046	230,000
2047	240,000
2048	250,000
2049 ⁽¹⁾	285,000

(1) Final maturity

Special Redemption. The Series 2019A Bonds are subject to special redemption at the principal amount thereof, plus accrued interest thereon, at the option of the Administration, in whole or in part, at any time, without premium from (1) Series 2019A Bonds proceeds deposited in the Loan Fund and (i) not used to make, purchase or otherwise finance Infrastructure Loans or Local Obligations or (ii) used to make, purchase or otherwise finance Infrastructure Loans or Local Obligations but not used by the Local Government to finance an Infrastructure Project, and (2) amounts on deposit in the Surplus Fund.

General Provisions. Any Series 2019A Bonds to be redeemed, except by a Sinking Fund Installment, shall be redeemed only upon receipt by the Trustee of a certificate signed by an Authorized Officer which sets forth the following: (1) the Series of Bonds to be redeemed, (2) the maturities within such Series from which Bonds are to be redeemed, (3) the principal amount and maximum price of Bonds within such maturities to be redeemed, (4) the amount, if any, to be transferred from other moneys to pay applicable redemption premiums, and (5) if any of the Series 2019A Bonds to be redeemed are Term Bonds, the years in which and amounts by which the applicable Sinking Fund Installments are to be reduced.

If more than one Series of Bonds is outstanding, the Administration may choose any outstanding Series of Bonds and maturities within such Series to be redeemed from prepayments of Infrastructure Loans or from moneys in the Surplus Fund; under such circumstances, there can be no assurance that any particular Series of Bonds or maturity within a Series of Bonds will not be called for redemption.

Not fewer than 20 days before the date fixed for redemption of any Series 2019A Bonds, notice of redemption is to be given as provided in the Current Resolution (see Appendix C – “SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTIONS – Publication of Notices”), but failure to give notice will not affect the validity of any proceedings for redemption of other Bonds of such Series. The Administration may provide in a Series Resolution for shorter or longer periods for the publication of redemption notice for any Series of Additional Bonds, including, without limitation, redemption of any Series of Bonds with no prior notice to Bondholders. If fewer than all of the Bonds of a Series having the same maturity are called for redemption, the particular Bonds or units of fully registered Bonds to be redeemed are to be selected by the Trustee by lot using such method of selection as it shall deem proper pursuant to the Current Resolution. All Bonds called for redemption will cease to accrue interest on the specified redemption date and shall no longer be considered Outstanding under the Current Resolution,

provided that funds sufficient for the redemption of such Bonds are deposited with the Trustee. Upon presentation and surrender of Bonds called for redemption at the place or places of payment, together with a written instrument of transfer duly executed by the owner thereof or by the owner's attorney duly authorized in writing, such Bonds are to be paid and redeemed. See "DTC and Book-Entry" below and Appendix F - "DTC AND BOOK-ENTRY" for a description of redemption procedures under DTC's book-entry system.

The Administration has covenanted that it will not, at any time, cause any Bonds to be purchased or redeemed, if this would have a material adverse effect on its ability to pay, when due, the principal of and interest on the Bonds Outstanding after such purchase or redemption. Accordingly, the Administration will select the maturities within each Series of Bonds to be purchased or redeemed (which may include maturities with the highest interest rate) in a manner which will enable the Administration to pay, when due, such principal and interest.

DTC and Book-Entry

DTC will act as the securities depository for the Series 2019A Bonds. The Series 2019A Bonds will be issued on a book-entry only basis. Beneficial Owners (as defined in Appendix F attached hereto) will not receive certificates representing their ownership interest in the Series 2019A Bonds except in the event of termination in the use of the book-entry only system. Principal of and interest payments on the Series 2019A Bonds will be made to DTC or its nominee, Cede & Co., as registered owner of the Series 2019A Bonds. Payments by Direct Participants and Indirect Participants (each as defined in Appendix F attached hereto) to Beneficial Owners will be governed by standing instructions and customary practices, as is now the case with municipal securities held for the accounts of customers in bearer form or registered in "street name." For a more complete description, see Appendix F herein.

SECURITY FOR THE BONDS

Pursuant to the Current Resolution, the security for the Bonds, including, without limitation the Series 2019A Bonds, is a pledge of and lien on:

- (1) proceeds of the sale of Series 2019A Bonds and all other Bonds (other than proceeds deposited in trust for the retirement of Outstanding Bonds and as otherwise provided by the Series 2019A Resolution);
- (2) all Local Obligations acquired by the Administration;
- (3) the Administration's right, title and interest in all Infrastructure Loans;
- (4) all Revenues (primarily payments of principal of and interest on Infrastructure Loans) and Prepayments;
- (5) all Pledged Funds pledged in connection with all Local Obligations; and
- (6) all moneys, Permitted Investments and other assets and income held in and receivable by Funds and Accounts established by or pursuant to the Current Resolution, except as otherwise provided therein, including but not limited to senior and subordinate liens.

The pledge and security interest are subject to the power of the Administration to direct the release of amounts from such funds and accounts free and clear of such pledge and security interest after satisfying the then-current requirements for all funds and accounts and certain other conditions as provided in the Current Resolution. Moneys necessary to pay arbitrage rebate, if any, to the United States are administered outside of, and are not subject to the lien of, the Current Resolution.

THE BONDS ARE SPECIAL OBLIGATIONS OF THE ADMINISTRATION PAYABLE SOLELY FROM THE REVENUES AND PROPERTY OF THE ADMINISTRATION PLEDGED THEREFOR

UNDER THE CURRENT RESOLUTION. THE BONDS OF THE ADMINISTRATION SHALL NOT BE A DEBT OF, AND DO NOT PLEDGE THE FAITH, CREDIT OR TAXING POWER OF THE STATE, THE DEPARTMENT, THE ADMINISTRATION OR ANY POLITICAL SUBDIVISION, AND SHALL BE PAYABLE SOLELY FROM THE REVENUES AND PROPERTY PROVIDED FOR IN THE CURRENT RESOLUTION AND IN ACCORDANCE WITH THE ACT. THE ADMINISTRATION HAS NO TAXING POWER.

The Bonds are *not* secured by the Administration's General Bond Reserve Fund, and Bondholders for the Series 2019A Bonds have no right to any of the moneys or investments held in such fund.

Under bond resolutions (each, a "Prior Program Resolution") other than the Current Resolution, the Administration has issued other series of bonds under its infrastructure financing program to finance infrastructure projects of Local Governments as pooled financings. See Appendix A - "THE DEPARTMENT AND THE ADMINISTRATION – Other Programs of the Department – *Infrastructure Financing Program Under Prior Program Resolutions.*" None of the infrastructure loans financed from such other series of bonds, or the assets or revenues held under the bond and series resolutions relating to such bonds, are subject to the lien of the Current Resolution or available to pay principal of or interest on the Series 2019A Bonds. Neither the Infrastructure Loan to be made from the proceeds of the Series 2019A Bonds nor any assets or revenues held under the Current Resolution are available to pay principal of or interest on any of those other series of bonds issued under the Prior Program Resolutions.

Local Obligations

Before the Administration makes an Infrastructure Loan, the Current Resolution requires the Local Government to:

- (1) Execute and deliver to the Administration a Local Obligation evidencing the payment obligations of the Local Government;
- (2) Execute any and all other agreements, certificates or documents as the Administration may require; and
- (3) Provide an opinion of counsel acceptable to counsel to the Administration.

The Administration will not finance an Infrastructure Loan unless payments of principal and interest scheduled to be derived with respect to such Infrastructure Loan and scheduled payments of principal and interest and other payments on all other Infrastructure Loans pledged under the Current Resolution, together with interest and other income estimated to be derived from the investment or deposit of money in funds and accounts, are expected to be sufficient to pay the principal of and interest on all Outstanding Bonds.

The Local Obligation issued to provide for the repayment of the Infrastructure Loan financed with the proceeds of the Series 2019A Bonds will be secured by the full faith and credit of the applicable Local Government. To secure the Local Obligation, the Local Government will execute an agreement (the "Pledge Agreement") pledging, among other things, certain funding the Local Government may receive from the State and an agreement (the "Repayment Agreement") to pay principal of and interest on its Local Obligation. See below under the heading "Intercept of Local Government Payments" and the "THE PROGRAM - Security for Infrastructure Loans."

On the date of closing of the Series 2019A Bonds, the entire amount of the proceeds of the Infrastructure Loan to be financed by the Series 2019A Bonds will be deemed to be lent to the Local Government; however, pursuant to such Local Government's Repayment Agreement, the Administration will disburse proceeds of the Infrastructure Loan only upon receipt of a requisition by the Local Government that includes an itemization of the costs for which the Local Government requests payment. Upon receipt of any funds, the Local Government must immediately apply the funds to the payment of "development

costs” (as defined in the Act) of its Infrastructure Projects. The Administration will not be responsible or liable in any event to any person other than the Local Government for the disbursement of or failure to disburse Infrastructure Loan proceeds, or any part thereof, and neither the general contractor for the project, if any, nor any subcontractor nor any material or equipment supplier will have any contractual right or claim against the Administration under the Repayment Agreement.

Pursuant to the Repayment Agreement, the Local Government is required to make scheduled payments on its Infrastructure Loan on April 1 and October 1 of each year during the term of the Infrastructure Loan.

Intercept of Local Government Payments from the State

Each Local Government receiving an Infrastructure Loan financed with the proceeds of Bonds will enter into a Pledge Agreement with the Administration. Under the Pledge Agreement, the Local Government will pledge the State shared revenues, State collected local taxes, the Local Government’s share of State taxes, including the State income taxes, general grants or payments, State highway user revenues and any payment pursuant to any program which replaces any of the foregoing (collectively, the “Local Government Payments”). See Appendix B - “LOCAL GOVERNMENTS AND LOCAL OBLIGATIONS” for a description of the amount of such Local Government Payments for each Local Government and the maximum annual debt service secured by the Local Government Payments.

A Local Government that is an agency or instrumentality of a Political Subdivision or a governmental unit of a Political Subdivision may not be entitled to receive any Local Government Payments from the State and, in that case, Local Government Payments could be pledged only if a Political Subdivision entitled to receive Local Government Payments guarantees the Local Government’s Local Obligation and enters into a Pledge Agreement. If the Administration does not receive scheduled payments on an Infrastructure Loan financed with the proceeds of any Bonds, including, without limitation the Series 2019A Bonds, the Administration may give notice of the amount remaining unpaid to the Comptroller of the State (the “Comptroller”) and the Treasurer of the State (the “Treasurer”). The Comptroller or the Treasurer, upon receipt of such notice, has agreed to pay or cause to be paid to the Trustee such unpaid amount from any available Local Government Payments held by the Comptroller or the Treasurer that the Local Government or, where the Local Obligation is issued by another Political Subdivision located within its boundaries or an agency or instrumentality of a Political Subdivision, the Political Subdivision will guaranty the Local Obligation of its agency or instrumentality, which guaranty will be secured by the full faith and credit of the Political Subdivision (the “Guarantor Political Subdivision”), named in the notice is entitled to receive from the State. If the Local Government Payments held by the Comptroller or the Treasurer are not enough to satisfy the notice, the Comptroller or the Treasurer will continue to withhold Local Government Payments and to pay them to the Administration. The Comptroller or Treasurer (as the case may be) will use its best efforts to make such payments within five (5) business days, but no later than the ten (10) business days following receipt of the notice. **Such Local Government Payments, however, may not be sufficient to pay amounts due and unpaid on the Infrastructure Loan.** See “THE PROGRAM - Security for Infrastructure Loans - Pledge of State Assistance to Local Government.”

Debt Service Reserve Fund

Under the Current Resolution, the Administration previously established (i) a standalone debt service reserve fund to secure the Series 2013A-2 Bonds, (ii) a standalone debt service reserve fund to secure the Series 2014A-2 Bonds (iii) an aggregate debt service reserve fund to secure the Series 2010A-2 Bonds, the Series 2012A-2 Bonds, the Series 2012B-2 Bonds, the Series 2017A-2 Bonds and the Series 2018A-2 Bonds and (iv) an aggregate debt service reserve fund (the “2015/2016/2019 Aggregate Debt Service Reserve Fund”) to secure the Series 2015A-2 Bonds, the Series 2016A-2 Bonds and the Series 2019A-2 Bonds (collectively, the “Debt Service Reserve Funds”). Only amounts on deposit in the 2015/2016/2019 Aggregate Debt Service Reserve Fund will secure the Series 2019A-2 Bonds along with the Series 2015A-2 Bonds and the Series 2016A-2 Bonds. See APPENDIX C – “SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTIONS – Funds and Accounts – Debt Service Reserve Fund.”

Upon the delivery of the Series 2019A-2 Bonds, sufficient funds will be deposited in the 2015/2016/2019 Aggregate Debt Service Reserve Fund to satisfy the debt service reserve fund requirements for such debt service reserve fund established under the Current Resolution (the “2015/2016/2019 Debt Service Reserve Fund Requirement”). The 2015/2016/2019 Aggregate Debt Service Reserve Fund may secure Additional Bonds constituting Subordinated Bonds, provided that upon the issuance of such Additional Bonds there shall be deposited to the 2015/2016/2019 Aggregate Debt Service Reserve Fund the amount required to make the amount on deposit therein equal to the 2015/2016/2019 Debt Service Reserve Fund Requirement, after giving effect to the issuance of such Additional Bonds. The Current Resolution establishes the 2015/2016/2019 Debt Service Reserve Fund Requirement as an amount equal to the least of (i) 10% of the proceeds of the Bonds secured by the 2015/2016/2019 Aggregate Debt Service Reserve Fund, (ii) Maximum Annual Debt Service (defined below) on all outstanding Bonds secured by the 2015/2016/2019 Aggregate Debt Service Reserve Fund, and (iii) 125% of the average annual Debt Service Requirements of the Bonds secured by the 2015/2016/2019 Aggregate Debt Service Reserve Fund. “Maximum Annual Debt Service” shall mean for any Fiscal Year, as of any particular date of computation, the greatest amount required to pay scheduled debt service on all of the outstanding Bonds secured by the 2015/2016/2019 Aggregate Debt Service Reserve Fund in the then-current or any future Fiscal Year.

If, as a result of any withdrawal from the 2015/2016/2019 Aggregate Debt Service Reserve Fund, the amount credited thereto is less than the 2015/2016/2019 Debt Service Reserve Fund Requirement, the Administration is required under the Resolutions and Section 4-233.1 of the Act to replenish the 2015/2016/2019 Aggregate Debt Service Reserve Fund from available operating revenue generated by Infrastructure Projects, or with available funds provided by the State, including but not limited to Local Government Payments. The Current Resolution provides for the pro rata allocation of operating revenue generated by Infrastructure Projects among all of the debt service reserve funds held under the Current Resolution based on the respective aggregate principal amounts of the Bonds outstanding that are secured by such debt service reserve fund. The Administration is required under the Current Resolution to make monthly payments in such amounts as will cure the deficiency for all of the debt service reserve funds. The Current Resolution contains provisions which require the Administration to make certain payments in the event of certain investment losses with respect to the 2015/2016/2019 Aggregate Debt Service Reserve Fund. See APPENDIX C – “SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTIONS – Funds and Accounts – Debt Service Reserve Fund - Series 2019A Bonds.”

If the available operating revenues from Infrastructure Projects and the available funds provided by the State are insufficient to replenish the 2015/2016/2019 Aggregate Debt Service Reserve Fund, the Administration shall request that the Comptroller advance funding to replenish the 2015/2016/2019 Aggregate Debt Service Reserve Fund as provided in Chapter 719 of the Acts of the General Assembly of 2009 (the “Capital Reserve Bond Bill”) or any other bond bill enacted by the General Assembly of the State for this purpose. The Capital Reserve Bond Bill authorizes the State to issue up to \$2 million in general obligation bonds and use the proceeds thereof to replenish the 2015/2016/2019 Aggregate Debt Service Reserve Fund, the other Debt Service Reserve Funds and any other debt service reserve funds established by the Administration pursuant to Section 4-233.1 of the Act. The Capital Reserve Bond Bill provides that the Administration shall have up to five years to repay the proceeds of any general obligation bonds issued by the State to advance funds to the Administration to replenish any of the debt service reserve funds established by the Administration pursuant to Section 4-233.1 of the Act.

Additional Senior and Subordinated Bonds

The Current Resolution permits the issuance of Additional Bonds constituting Senior Bonds to provide funds to make or purchase Infrastructure Loans, to refund Outstanding Bonds or other obligations issued to finance and refinance the Infrastructure Loans or other infrastructure loans made by the Administration under the Program to Local Governments, or to refinance other indebtedness of Local Governments previously issued to finance infrastructure projects, but only upon the satisfaction of certain conditions set forth in the Current Resolution, including the requirement that the issuance of such Additional Bonds will have no material adverse effect on the then-current rating on the outstanding Senior Bonds or on the ability of the Administration to pay when due the principal of, redemption premium, if any, and interest on the Outstanding Bonds and delivery of a cash flow certificate. The Prior Senior Bonds, the Series 2019A-

1 Bonds and any other Additional Bonds constituting Senior Bonds issued under the Current Resolution on a parity basis will be entitled to the equal benefit, protection and security of the provisions, covenants and agreements of the Current Resolution.

The Current Resolution also permits the issuance of Additional Bonds constituting Subordinated Bonds to provide funds to make or purchase Infrastructure Loans, to refund Outstanding Bonds or other obligations issued to finance and refinance the Infrastructure Loans or other infrastructure loans made by the Administration under the Program to Local Governments, or to refinance other indebtedness of Local Governments previously issued to finance infrastructure projects, but only upon the satisfaction of certain conditions set forth in the Current Resolution, including the requirement that the issuance of such Additional Bonds will have no material adverse effect on the then-current rating on the outstanding Senior Bonds or on the ability of the Administration to pay when due the principal of, redemption premium, if any, and interest on the Outstanding Bonds and delivery of a cash flow certificate. Subordinated Bonds may be issued and secured solely by the proceeds of such Series of Subordinated Bonds (“Subordinated Proceeds”), any Revenues from any Infrastructure Loan financed with the proceeds of such Series of Subordinated Bonds (“Subordinated Revenues”) and any Pledged Funds received with respect to any Infrastructure Project financed by such Infrastructure Loan (“Subordinated Pledged Funds”). Such Series of Subordinated Bonds will not be secured by any other moneys, funds or accounts held under the Current Resolution and the Subordinated Proceeds, Subordinated Revenues and Subordinated Pledged Funds securing such Series of Subordinated Bonds shall not constitute security for any other Series of Bonds issued under the Current Resolution. Except as otherwise described in this Official Statement, the Prior Subordinated Bonds, the Series 2019A-2 Bonds and any other Additional Bonds constituting Subordinated Bonds issued under the Current Resolution will be secured on a parity basis under the Current Resolution by a pledge junior and subordinate in all respects to the pledge and security granted to Senior Bonds (including the Series 2019A-1 Bonds).

THE PROGRAM

The State created the Program to provide an additional, accessible and uncomplicated mechanism to finance the public infrastructure maintained by Local Governments in order to promote sound community development, improve the quality of the environment, strengthen the economy and otherwise promote the health, safety and welfare of the citizens of the State. The Series 2019A Bonds are the tenth Senior-Subordinated Issue under the Current Resolution. The Prior Senior Bonds, the Series 2019A-1 Bonds and any additional Series of Senior Bonds which the Administration may issue on parity under the Current Resolution will be equally and ratably secured under the Current Resolution. The Current Resolution also allows the issuance of Subordinated Bonds which will not be on a parity with the Senior Bonds. Except as otherwise described herein, the Prior Subordinated Bonds, the Series 2019A-2 Bonds and any additional Series of Subordinated Bonds will be secured on a parity basis under the Current Resolution by a pledge junior and subordinate in all respects to the pledge and security granted to the Senior Bonds (including the Series 2019A-1 Bonds). Under the Prior Program Resolutions (other than the Current Resolution), the Administration has issued other series of bonds under the Program to finance Infrastructure Projects of Local Governments. See Appendix A – “THE DEPARTMENT AND THE ADMINISTRATION – Other Programs of the Department – *Infrastructure Financing Program Under Prior Program Resolutions.*” None of the infrastructure loans financed from those other series of bonds, or the assets or revenues held under the bond and series resolutions relating to such bonds, are subject to the lien of the Current Resolution or available to pay principal of or interest on the Prior Bonds, the Series 2019A Bonds or any other Additional Bonds issued under the Current Resolution. None of the Infrastructure Loans to be made from the proceeds of the Prior Bonds, the Series 2019A Bonds or any other Additional Bonds issued under the Current Resolution or any assets or revenues held under the Current Resolution are available to pay principal of or interest on any of those other series of bonds.

Appendix B to this Official Statement sets forth information on the Local Government and Infrastructure Loan expected to be financed with the proceeds of the Series 2019A Bonds. The Administration may issue Additional Bonds from time to time under the Current Resolution to finance additional Infrastructure Loans upon compliance with the requirements of the Current Resolution. See “SECURITY FOR THE BONDS – Additional Senior and Subordinated Bonds.”

General

Under the Program, a Local Government may file an application for an Infrastructure Loan when the Local Government (1) has defined and engineered a capital improvement project to the point where a reasonably reliable estimate of its costs is available, and the Local Government is prepared to proceed with construction, or (2) plans the acquisition of or refinancing of existing indebtedness for a project eligible under the Program. A project is eligible for financing or refinancing through the Program if it is an undertaking, project or facility that is planned, acquired, owned, developed, constructed, reconstructed, rehabilitated, or improved by or on behalf of a Local Government to provide the essential physical elements that are the basis of the public service system. Such projects include, but are not limited to, any of the following: water production, treatment, storage and distribution systems; sewer collection and treatment facilities; solid waste transfer, conversion and disposal facilities; storm water control and drainage facilities; bulkheads, piers, wharves and ramps; bridges, streets, and roads; facilities for police, fire, transportation, education, culture, health, recreation, maintenance and other facilities for the delivery of public services; street lighting, landscaping and other public space improvements. A project may not include any facilities with respect to which the Local Obligations financing such facilities would be “private activity bonds” within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the “Code”), for which a volume cap allocation under Section 146 of the Code would be required. The amount of the Infrastructure Loan may include the costs of preparing studies, surveys and plans and specifications; architectural, engineering and other professional services; acquisition of land and buildings thereon; site preparation and development; acquisition of machinery, equipment and furnishings, and financing costs.

The Department has promulgated regulations governing the operation of the Program. These regulations set forth standards for determining the eligibility of projects and costs to be financed under the Program, and describe the general terms and conditions required for the Infrastructure Loans. The regulations also provide procedures for approval of the Infrastructure Loans and set forth certain other general requirements as to Infrastructure Loans and Infrastructure Projects, some of which are described below. The regulations are subject to amendment and revision. Particular provisions of the regulations may be waived or varied by the Secretary to the extent that the waiver is not inconsistent with the Act or contrary to the provisions of the Current Resolution or any applicable Series Resolution if: (i) adherence to the requirements of any federal, State, or local program used in connection with a project necessitates waiver or variance of a regulation; or (ii) in the determination of the Secretary, the application of a regulation in a specific case or in an emergency situation would be inequitable or contrary to the purposes of the Act.

After receiving an application, the Program staff reviews the application for completeness. In support of the application, Local Governments are required to submit audited financial statements, interim (unaudited) financial statements, operating budgets and capital budgets (as available). Local Governments are also asked to submit data with respect to assessed valuation of real property, tax collections, outstanding and projected indebtedness, current population figures, unemployment rates, per capita income, median household income, principal taxpayers and major employers. Program staff analyze the data submitted and several years’ worth of historical data to determine the general economic condition and financial viability of the community. Program staff also undertake a detailed analysis of available Local Government Payments which flow from the State to each Local Government and each Guarantor Political Subdivision. The Program does not review or monitor the plans and specifications of the Infrastructure Project, any testing or surveys of or with respect to any part of the Infrastructure Project, any required permits or approval, construction in progress, payment of contractors, disputes or pending or threatened litigation affecting the Infrastructure Project. Each Local Government is responsible for obtaining all licenses, permits and approvals, undertaking any necessary or appropriate tests or surveys (including environmental or hazardous or toxic waste surveys) and acquiring, constructing, operating, maintaining and managing the Infrastructure Project and any related services and providing for its continued availability and use. The Local Government must certify that the Infrastructure Project is consistent with the local comprehensive plan or warranted by extraordinary circumstances with no reasonably feasible alternative in accordance with State law. The Department is required to determine that the Infrastructure Project is consistent generally with the State Economic Growth, Resource Protection, and Planning Policy.

In addition to the formal credit analysis outlined above, proposed Infrastructure Loans are submitted to the Department's Housing Finance Review Committee (the "Review Committee") and the proposed bond issuances are submitted to the Department's Revenue Bond Advisory Board (the "Board") for review and approval. Before the earlier of the public distribution of a preliminary official statement or submission of a preliminary official statement to any rating agency for review, the Board reviews and make recommendations to the Secretary regarding the issuance of bonds, notes, or other securities by the Administration, and the Review Committee reviews and makes recommendations to the Secretary regarding the proposed Infrastructure Loans. For more information regarding the Review Committee and the Board, see Appendix A – "THE DEPARTMENT AND THE ADMINISTRATION – General Information."

The Administration pays Program operating costs and certain costs of issuance of Bonds (including the Series 2019A Bonds) from earnings received from its programs financed by its bond resolutions, certificates and indentures (including the Current Resolution) in excess of amounts required to pay debt service on its bonds. The costs of issuing the Series 2019A Bonds (including the Underwriters' fee) in the amount of \$365,671.87 will be paid by the Local Government whose Infrastructure Loan will be financed from the proceeds of the Series 2019A Bonds and by the Administration.

Infrastructure Loans

Terms of Infrastructure Loans. The term of an Infrastructure Loan may not exceed the lesser of the useful life of the Infrastructure Project or 30 years, the final term being at the discretion of the Administration, taking into consideration the applicable requirements of the Current Resolution and any applicable Series Resolution. In the case of any county transportation facility financed by an Infrastructure Loan and secured by a pledge of a County's share of State highway user revenues, the term may not exceed 15 years. Infrastructure Loans may be made in any amounts that are necessary to finance or refinance eligible costs of an Infrastructure Project, but may not exceed 100 percent of the eligible costs of the Infrastructure Project.

Events of Default Under the Repayment Agreement. Events of default under the Repayment Agreement ("Repayment Events of Default" and each, a "Repayment Event of Default") include (1) failure by the Local Government to pay, on the date on which such amount is due and payable, (a) the principal of, premium, if any, or interest or any other charges or sums on or under the Local Obligation (whether upon maturity, on any installment payment date, after notice of prepayment, or otherwise), or (b) any other payment required by the Repayment Agreement or any of the other documents relating to the Program; (2) default by the Local Government in the due and punctual observance or performance of any other term, covenant or agreement contained in the Repayment Agreement, including failure by the Local Government to levy taxes or appropriate funds pursuant to the requirements of the Repayment Agreement, or with respect to any other of the Local Government's payment requirements, which default remains unremedied for 30 days (or such other cure period as may be specified in the Repayment Agreement or in any of the other documents relating to the Program) after notice to the Local Government; provided, however, that if such default cannot be corrected within 30 days (or such other cure period as may be specified in the Repayment Agreement), it will not be a Repayment Event of Default if the Local Government is taking appropriate corrective action to cure the default; (3) the occurrence of a filing of a petition in bankruptcy under the Bankruptcy Code or the commencement of a proceeding under any other applicable law concerning insolvency, reorganization, or bankruptcy by or against the Local Government as debtor, or the Local Government becoming generally unable to pay its debts as they become due; or (4) the occurrence of an event of default by the Local Government under any of the other documents relating to the Program.

Whenever any Repayment Event of Default has occurred, the Administration or the Trustee may: (1) bring legal proceedings against the Local Government to enforce the Administration's rights under the Repayment Agreement and to require the Local Government to carry out its agreements and perform its duties under the Repayment Agreement; (2) bring suit upon the Repayment Agreement; (3) sue to enjoin any acts or things which are unlawful or violate the rights of the Administration or the Trustee; or (4) take necessary or appropriate action to collect the payments and other amounts then or thereafter due or to exercise any rights or remedies under the Repayment Agreement.

Security for Infrastructure Loans

General Obligation Pledge of Local Governments. Local Obligations issued to provide for repayment of each Infrastructure Loan financed with the proceeds of Bonds issued under the Current Resolution may be secured by the full faith and credit of the applicable Local Government or, where the Local Obligation is issued by an agency or instrumentality of a Political Subdivision or a governmental unit of a Political Subdivision, the Political Subdivision will guaranty the Local Obligation of its agency or instrumentality, which guaranty may be secured by the full faith and credit of the Guarantor Political Subdivision. A Local Obligation secured by full faith and credit requires that annual debt service payments be made from the collection of *ad valorem* taxes if other sources of funds or revenues of the Local Government or Guarantor Political Subdivision are insufficient to pay debt service on the Local Obligation.

Revenue Pledge of Local Government or Infrastructure Project; Local Obligations Subject to Annual Appropriations. The Current Resolution does not require Local Governments to pledge their full faith and credit as security for Infrastructure Loans made with the proceeds of a Series of Bonds. The Administration may in the future permit Local Governments to secure Infrastructure Loans by either (i) a pledge of certain revenues or assets of the Local Government, or (ii) revenues derived from or assets consisting of the Infrastructure Project. In addition, Local Obligations may be payable from general funds of the Local Government which are subject to annual appropriations; in such cases the primary remedies upon non-appropriation of funds to pay the Local Obligation would be to repossess the property financed and sell it, or exercise remedies under the Pledge Agreement between the Administration and the Local Government of the kind described below. The Series 2019A-1 Bonds, the Prior Senior Bonds and any other Additional Bonds constituting Senior Bonds will be secured equally and ratably under the terms of the Current Resolution even if Infrastructure Loans financed with the proceeds of a subsequent series of Senior Bonds are not secured by a pledge of the full faith and credit of a Local Government or of a Political Subdivision guaranteeing the Infrastructure Loan. Likewise, the Prior Subordinated Bonds, the Series 2019A-2 Bonds and any other Additional Bonds constituting Subordinated Bonds will be secured equally and ratably under the terms of the Current Resolution even if Infrastructure Loans financed with the proceeds of a subsequent series of Subordinated Bonds are not secured by a pledge of the full faith and credit of a Local Government or of a Political Subdivision guaranteeing the Infrastructure Loan.

Pledge of State Assistance to Local Government. The Local Government receiving an Infrastructure Loan financed with the proceeds of the Series 2019A Bonds will enter into a Pledge Agreement with the Administration pledging Local Government Payments, if any, the Local Government is entitled to receive from the State. Generally, a Local Government that is an agency or instrumentality of a Political Subdivision may not be entitled to receive any Local Government Payments from the State. In that case, Local Government Payments can be pledged only if a Guarantor Political Subdivision entitled to receive Local Government Payments guarantees the Local Government's Local Obligation and enters into a Pledge Agreement. If the Administration does not receive scheduled payments on the Infrastructure Loan financed with the proceeds of the Series 2019A Bonds, the Administration may give notice of the amount remaining unpaid to the Comptroller or the Treasurer under the terms of the State Intercept Memorandum of Understanding dated as of June 21, 2010, by and among the Administration, the Comptroller and the Treasurer. The Comptroller or the Treasurer, upon receipt of such notice, has agreed within two (2) business days after receipt of the notice to intercept or stop payments of the Local Government Payments to the defaulting Local Government identified in the notice and to use their best efforts to make payment to the Trustee within five (5) business days after such interception but not later than ten (10) business days. Such payment to the Trustee will be from any available Local Government Payments that the Local Government is entitled to receive from the State. Such Local Government Payments, however, may not be sufficient to pay amounts due and unpaid on the Infrastructure Loan.

Local Governments receiving Infrastructure Loans made with the proceeds of Additional Bonds or Guarantor Political Subdivisions may not be required to enter into a Pledge Agreement with the Administration. The Prior Senior Bonds, the Series 2019A-1 Bonds and any other Series of Additional Bonds constituting Senior Bonds will be secured equally and ratably under the Current Resolution, even though Infrastructure Loans financed with the proceeds of Additional Bonds may or may not be subject to a Pledge Agreement between the Local Government (together with any Guarantor Political Subdivision)

and the Administration relating to Local Government Payments. Local Governments that received proceeds of the Prior Bonds and the Local Government that will receive proceeds of the Series 2019A Bonds have entered or will enter into a Pledge Agreement with the Administration.

The Series 2019A-2 Bonds will be issued as Subordinated Bonds under the Current Resolution. Payment of the principal or redemption price of and interest on, and the purchase price of, the Series 2019A-2 Bonds and the Prior Subordinated Bonds will be secured equally and ratably by the pledge of funds and accounts under the Current Resolution to the extent specified in the Current Resolution, subordinate, however, to the pledge securing the Prior Senior Bonds, the Series 2019A-1 Bonds and any other Senior Bonds issued thereunder. Any series of Additional Bonds issued under the Current Resolution as Subordinated Bonds, may also be secured by the pledge of funds and accounts under the Current Resolution to the extent specified in the Series Resolution authorizing the issuance of such Subordinated Bonds, junior and subordinate, however, to the pledge securing the Senior Bonds, and upon such terms and conditions set forth in the Series Resolution authorizing the Subordinated Bonds. Subordinated Bonds may be payable from Revenues derived under the Current Resolution, but only after payment of all other amounts payable from Revenues with respect to the Senior Bonds.

Loans to Finance County Transportation Facilities. If the Infrastructure Loan finances a county transportation facility secured by a pledge of a County's share of State highway user revenues, the County shall execute a participation agreement which shall:

- (1) constitute a pledge of a County's share of State highway user revenues to the Administration in an amount sufficient to repay the Bonds, and the interest payable thereon, in 15 years;
- (2) authorize the Comptroller to withhold and deposit a County's share of State highway user revenues into a sinking fund maintained to pay the principal of and interest on the Bonds due on the next payment date under the applicable Series Resolution; and
- (3) require a County to use the proceeds of the Infrastructure Loan solely for activities permitted by Sections 8-401 through 8-413 of the Transportation Article of the Annotated Code of Maryland, as amended.

See "Factors Affecting Infrastructure Loans or the Bonds" below for a discussion of possible limitations upon the enforcement of and other factors affecting Local Obligations.

Factors Affecting Infrastructure Loans or the Bonds

The timely payment by the Administration of the principal of and interest on the Series 2019A Bonds and all other Bonds issued under the Current Resolution may be adversely affected by: (1) failure of Local Governments to make timely payment on the Local Obligations, and (2) the ability of the Administration to enforce, and the availability of Local Government Payments under, the Pledge Agreement.

If one or more Local Governments fail to make timely payment on their Local Obligations, sufficient moneys may not be available to pay principal of and interest on the Bonds. The failure of a Local Government to make timely payment on its Local Obligations or the occurrence of an event of default with respect to a Local Obligation does not constitute a default with respect to any other Local Obligation. Similarly, the occurrence of an Event of Default under the Current Resolution does not, of itself, constitute an event of default with respect to any Local Obligation. Under such circumstances, neither the Administration nor the Trustee has the right to demand payment of any Local Obligation not in default.

Enforcement of Local Obligations. The Local Governments which participate in the Program may have limited staff and resources. In the case of Local Obligations backed by a pledge of the full faith and credit of a Local Government, there can be no assurance that the Local Government will timely pay the Local Obligations. The Administration maintains no debt service reserve fund or other funds, except the 2015/2016/2019 Aggregate Debt Service Reserve Fund solely for the Series 2015A-2 Bonds, the Series

2016A-2 Bonds, the Series 2019A-2 Bonds and any Additional Bonds secured thereby, the other Debt Service Reserve Funds for certain outstanding Prior Subordinated Bonds and any funds and accounts created under the Current Resolution, the Series 2019A Resolution and any other Series Resolution, and the Surplus Fund, to pay debt service on the Series 2019A Bonds and the Prior Bonds should any Local Government fail to timely pay the principal of and interest on its Local Obligation. The Administration requires, however, that payments of principal of and interest on Local Obligations be made 60 days prior to the date on which payment is due on the Bonds. Despite the risk of non-payment by Local Governments, there has never been an occurrence where a delay in payment by Local Governments participating in the Administration's infrastructure financing programs has resulted in a default in payment on bonds issued pursuant to such programs; however, there can be no assurance that such a delay will not result in a default in the future.

If the Infrastructure Loan constitutes a pledge of the full faith and credit of the Local Government, upon an event of default under any document relating to the Program, the Administration or the Trustee may sue and obtain a judgment against the Local Government. Nevertheless, upon obtaining a judgment, it may be necessary to seek additional relief, such as mandamus against officials of the Local Government, to compel the Local Government to levy and collect such taxes or to set and collect fees as may be necessary to provide funds from which the judgment may be paid. The efficacy of such relief may depend upon the cooperation of the Local Government and its officials. Enforcement of the claim for payment of principal and interest on a defaulted Infrastructure Loan may be subject to the provisions of Chapter IX of the United States Bankruptcy Code or statutes hereinafter enacted which extend the time of payment or impose constraints upon enforcement.

The ability of the Administration or the Trustee to enforce their respective rights or exercise remedies upon default under an Infrastructure Loan is dependent upon legal and procedural requirements and judicial actions which may be subject to discretion and delay. Under existing law and judicial decisions (including laws relating to bankruptcy), the remedies provided for under the Infrastructure Loan documents may not be readily available or may be limited. There is no direct authority under Maryland law permitting a levy upon the property of Local Governments for the payment of their debts or judgments against them.

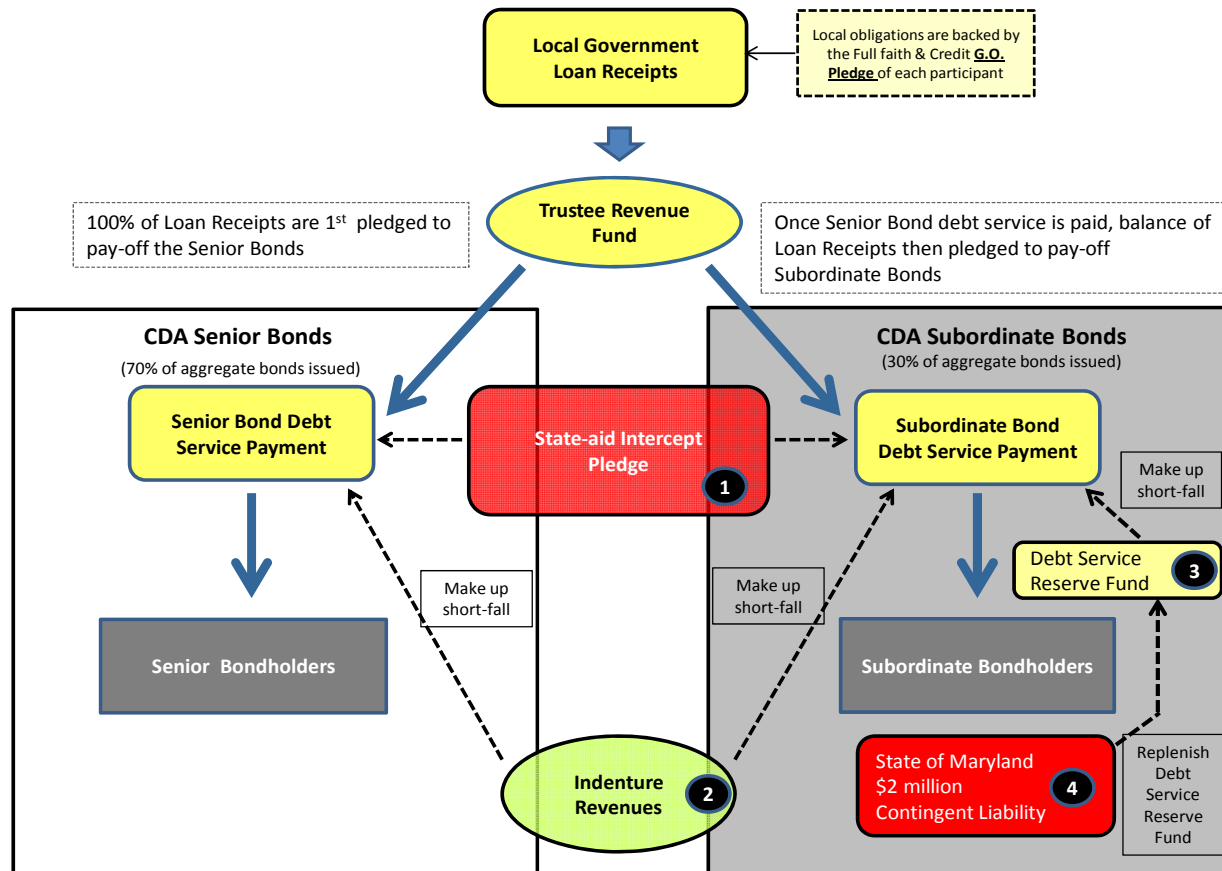
The Pledge Agreement. The Administration may, on default in the payment of the principal of and interest on a Local Obligation, exercise its rights under the Pledge Agreement (if any) with the Local Government and Guarantor Political Subdivision to require payment of Local Government Payments due the Local Government from the State directly to the Administration or the Trustee. The Administration's ability to enforce the Pledge Agreement or to obtain any such Local Government Payments of the Local Government from the State in accordance with the Pledge Agreement may be subject to the availability of such funds, to court proceedings, the timing and outcome of which are uncertain, and to other uncertainties. In addition, Local Government Payments may be pledged to secure other loans from or amounts due to the Administration, other agencies of the State, or other creditors. See Appendix B – "Local Government and Local Obligations" – for descriptions of available Local Government Payments for certain fiscal years. The Comptroller and the Treasurer have not established any system to determine the priority of such pledges. Accordingly, there can be no assurance as to the priority, if any, of any such pledge, or of the availability of funds from any such pledge to pay the amounts due on an Infrastructure Loan financed with the proceeds of any Series of Bonds. Certain Local Government Payments may be dedicated to specific uses or purposes, such as education or transportation, and, accordingly, may not be available to pay debt service on the Local Obligations.

Enforcement of Pledges of Revenues or Other Assets. Under the Current Resolution, a Local Obligation may be a special, limited or revenue obligation of the Local Government secured by a pledge of revenues, proceeds, payments, rents, charges and other income derived from an Infrastructure Project or any other facilities of a Local Government or by a lien on assets of the Local Government. Upon the occurrence of an event of default under any document relating to the Program, the remedies of the Administration available under the Infrastructure Loan documents may not be readily available or may be limited. For example, the Administration may not, as a practical matter, be able to foreclose upon mortgaged assets of the Local Government and would be required to seek a receiver for such assets. A receiver might be required to continue to operate the asset and revenues derived from the asset may be available only to pay the Local Obligation after payment of all expenses.

The Current Resolution also permits a Local Obligation to be subject to annual appropriation of principal and interest by the Local Government. In the event the Local Government failed to appropriate principal and interest, the remedies of the Administration may be limited to repossessing and selling the assets financed by the Local Obligation.

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PAYMENT FLOW OF FUNDS CHART



Default Scenario – Sequence of Events

1. Employ State-aid Intercept mechanism first toward the Senior Bonds, and second toward the Subordinated Bonds.
2. Apply funds from available revenues generated from the Current Resolution, if any.
3. Specific to the Series 2019A-2 Bonds, draw on the 2015/2016/2019 Aggregate Debt Service Reserve Fund. Prior Subordinated Bonds draw on the Debt Service Reserve Fund securing such Prior Subordinated Bonds.
4. Replenish the 2015/2016/2019 Aggregate Debt Service Reserve Fund and the other Debt Service Reserve Funds with monies available through the Contingent Liability.

Ongoing: The Administration shall enforce its rights, as provided for and described under loan agreements and Maryland law, including the State-aid Intercept mechanism, to recover any balance owed by a participating Local Government in order to reimburse the State.

TAX MATTERS

The following is only a general summary of certain provisions of the Internal Revenue Code of 1986, as amended (the “Code”) as enacted and in effect on the date hereof and does not purport to be complete; holders of the Series 2019A Bonds should consult their own tax advisors as to the effects, if any, of the Code (and any proposed or subsequently enacted amendments to the Code) in their particular circumstances.

Maryland Income Taxation

In the opinion of Bond Counsel, under existing statutes, regulations and decisions, by the terms of the Act, the Series 2019A Bonds, their transfer, the interest payable thereon, and any income derived therefrom, including any profit realized in their sale and exchange, are exempt from taxation of every kind and nature whatsoever by the State of Maryland, any of its political subdivisions, or any of its governmental units of any kind. No opinion is expressed as to estate or inheritance taxes or any other taxes not levied or assessed directly on the Series 2019A Bonds, their transfer or income therefrom.

Under existing law, interest on the Series 2019A Bonds may be subject to state or local income taxes in jurisdictions other than the State of Maryland under applicable state or local tax laws. Holders or prospective purchasers of the Series 2019A Bonds should consult their own tax advisors regarding the taxable status of the Series 2019A Bonds in jurisdictions other than the State of Maryland.

Legislative Developments

Legislative proposals on the State level currently under consideration or proposed after issuance and delivery of the Series 2019A Bonds could adversely affect the market value of the Series 2019A Bonds. Further, if enacted into law, any such proposal could cause the interest on the Series 2019A Bonds to be subject, directly or indirectly, to State income taxation and could otherwise alter or amend one or more of the provisions of State tax law described above or their consequences. Prospective purchasers of the Series 2019A Bonds should consult with their tax advisors as to the status and potential effect of legislative proposals, as to which Bond Counsel expresses no opinion.

Federal Income Taxation

The interest on the Series 2019A Bonds *will* be includable in gross income for federal income tax purposes.

Certain Other Federal Tax Consequences Pertaining to the Series 2019A Bonds

Many factors may impact the application of federal income tax laws pertaining to the Series 2019A Bonds and the receipt of interest on the Series 2019A Bonds, including the status of the beneficial owner of the Series 2019A Bonds as a United States holder or non-United States holder under the Code, whether Series 2019A Bonds are held as capital assets or in some other context and whether the status of the beneficial owner or the financial context in which it is operating represents a special tax situation, such as an S corporation, insurance company, tax-exempt organization, financial institution, regulated investment company, real estate investment trust or broker-dealer or trader in securities. Persons considering the purchase of the Series 2019A Bonds should consult their own tax advisors concerning the application of federal income tax laws to their particular situations as well as any consequences arising from the federal alternative minimum tax or the federal estate tax.

The following is a summary of certain federal income tax consequences of the ownership of Series 2019A Bonds held as capital assets by United States holders. The discussion below is based upon the provisions of the Code and regulations, rulings and judicial decisions as of the date of this Official Statement. Those provisions may be changed, in some cases retroactively, so as to result in federal income tax consequences different from those discussed below.

As used herein, “United States holder” means a beneficial owner of a Series 2019A Bond who or that, for United States federal income tax purposes, is (i) a citizen or resident of the United States, (ii) an entity taxable as a corporation created or organized in or under the laws of the United States or any political subdivision of the United States, (iii) an estate, the income of which is subject to federal income taxation regardless of its source or (iv) a trust, if it is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust or if it has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

If a partnership, or other entity classified as a partnership for federal income tax purposes, holds any Series 2019A Bonds, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. A partner of a partnership holding any Series 2019A Bonds should consult its tax advisor.

Tax Accounting Treatment of Taxable Discount Bonds

Certain maturities of the Series 2019A Bonds may be issued at an initial public offering price which is less than the stated redemption price at maturity of such Series 2019A Bonds (the “Taxable Discount Bonds”). If the stated redemption price at maturity of Taxable Discount Bonds of a particular maturity exceeds the first price at which a substantial amount of such Series 2019A Bonds was sold for money (excluding sales to bond houses, brokers or similar persons acting as underwriters, placement agents or wholesalers) by more than a *de minimis* amount, the Taxable Discount Bonds will be treated as having original issue discount. A holder of Taxable Discount Bonds (whether a cash or accrual method taxpayer) is required to include in gross income as interest the amount of such original issue discount which is treated as having accrued during a taxable year with respect to such Bonds, in advance of the receipt of some or all of the related cash payments. Accrued original issue discount is added to the original cost basis of the holder in determining, for federal income tax purpose, gain or loss upon disposition (including sale, early redemption or repayment at maturity).

Original issue discount on Taxable Discount Bonds will be attributed to permissible compounding periods during the life of any Taxable Discount Bonds in accordance with a constant rate of interest accrual method. The yield to maturity of the Taxable Discount Bonds of each maturity is determined using permissible compounding periods. In general, the length of a permissible compounding period cannot exceed the length of the interval between debt service payments on the Taxable Discount Bonds and must begin or end on the date of such payments. The amount of original issue discount allocable to any compounding period is equal to the excess, if any, of (a) the Taxable Discount Bond’s adjusted issue price at the beginning of the compounding period multiplied by its yield to maturity, determined on the basis of compounding at the close of each compounding period and properly adjusted for the length of the compounding period, over (b) the aggregate of all qualified stated interest allocable to the compounding period. Original issue discount allocable to a final compounding period is the difference between the amount payable at maturity, other than a payment of qualified stated interest, and the adjusted issue price at the beginning of the final compounding period. Special rules apply for calculating original issue discount for an initial short compounding period. The “adjusted issue price” of a Taxable Discount Bond at the beginning of any compounding period is equal to its issue price increased by the accrued original issue discount for each prior compounding period (determined without regard to the amortization of any acquisition or bond premium, as described below) and reduced by any payments made on the Taxable Discount Bond (other than qualified stated interest) on or before the first day of the compounding period. Under these rules, a holder of a Taxable Discount Bond will have to include in income increasingly greater amounts of original issue discount in successive compounding periods. The amount of original issue discount accrued on Taxable Discount Bonds held of record by persons other than corporations and other exempt holders will be reported to the IRS. If a Taxable Discount Bond is sold or otherwise disposed of between compounding dates, then interest which would have accrued for that compounding period for federal income tax purposes is to be apportioned in equal amounts among the days in such compounding period.

The term “qualified stated interest” means stated interest that is unconditionally payable in cash or in property, other than debt instruments of the issuer, if the interest to be paid is payable at least once per year, is payable over the entire term of the Taxable Discount Bond and is payable at a single fixed rate or, subject to certain conditions, based on one or more interest indices.

Holders of Taxable Discount Bonds should note that, under applicable regulations, the yield and maturity of a Taxable Discount Bond is determined without regard to commercially reasonable sinking fund payments and any original issue discount remaining unaccrued at the time that a Taxable Discount Bond is redeemed in advance of stated maturity will be treated as taxable gain. Moreover, tax regulations prescribe special conventions for determining the yield and maturity of certain debt instruments that provide for alternative payment schedules applicable upon the occurrence of certain contingencies.

The prices or yields furnished by the Underwriters for the Series 2019A Bonds as shown on the inside cover of this Official Statement may not reflect the initial issue prices for the purpose of determining the original issue discount for federal income tax purposes.

The foregoing summarizes certain federal income tax consequences of original issue discount with respect to the Taxable Discount Bonds but does not purport to deal with all aspects of federal income taxation that may be relevant to particular investors or circumstances, including those set out above. Prospective purchasers of Taxable Discount Bonds should consider possible state and local income, excise or franchise tax consequences arising from original issue discount on Taxable Discount Bonds. In addition, prospective foreign corporate purchasers should consider possible federal tax consequences arising from original issue discount on such Bonds under the branch profits tax. The amount of original issue discount considered to have accrued may be reportable in the year of accrual for state and local tax purposes or for purposes of the branch profits tax without a corresponding receipt of cash with which to pay any tax liability attributable to such discount. Purchasers with questions concerning the detailed tax consequences of transactions in the Taxable Discount Bonds should consult their tax advisors.

Purchase, Sale and Retirement of Series 2019A Bonds

Except as noted below in the case of market discount, the sale or other disposition of a Series 2019A Bond will normally result in capital gain or loss to its holder. A United States holder’s initial tax basis in a Series 2019A Bond will be its cost. Upon the sale, redemption or retirement of a Series 2019A Bond, for federal income tax purposes, a United States holder will recognize capital gain or loss upon the disposition of such security (including sale, early redemption or payment at maturity) in an amount equal to the difference between (a) the amount received upon such disposition (less an amount equal to any accrued qualified stated interest, which will be treated as a payment of interest) and (b) the tax basis in such Series 2019A Bond, determined by adding to the original cost basis in such Series 2019A Bond the amount of any original issue discount and any market discount previously included in such holder’s income, and by subtracting any amortized premium and any cash payments on the Series 2019A Bond other than qualified stated interest, as more fully described above under “Tax Accounting Treatment of Taxable Discount Bonds.” Such gain or loss will be a long-term capital gain or loss if at the time of the sale, redemption or retirement the Series 2019A Bond has been held for more than one year. Under present law, both long and short-term capital gains of corporations are taxed at the rates applicable to ordinary income. For noncorporate taxpayers, however, short-term capital gains are taxed at the rates applicable to ordinary income, while net capital gains are taxed at lower rates. Net capital gains are the excess of net long-term capital gains (gains on capital assets held for more than one year) over net short-term capital losses.

Market Discount

If a United States holder acquires a Series 2019A Bond after its original issuance at a cost which is less than its stated redemption price at maturity (or in the case of a Series 2019A Bond having original issue discount, its revised issue price) by more than a certain *de minimis* amount, such holder will be deemed to have acquired the Series 2019A Bond at “market discount.” The amount of market discount treated as having accrued will be determined either on a ratable basis, or, if the holder so elects, on a constant interest method. Upon any subsequent disposition (including a gift, redemption or payment at maturity) of such

Series 2019A Bond (other than in connection with certain nonrecognition transactions), the lesser of any gain on such disposition (or appreciation, in the case of a gift) or the portion of the market discount that accrued while the Series 2019A Bond was held by such holder will be treated as ordinary income at the time of the disposition. In lieu of including accrued market discount in income at the time of disposition, a holder may elect to include market discount in income currently. Unless a holder so elects, a holder may be required to defer deductions for a portion of such holder's interest expense with respect to any indebtedness incurred or maintained to purchase or carry such Series 2019A Bond until the holder disposes of the Series 2019A Bond. The election to include market discount in income currently, once made, is irrevocable and applies to all market discount obligations acquired on or after the first day of the first taxable year to which the election applies and may not be revoked without the consent of the Internal Revenue Service.

Acquisition Premium

A subsequent United States holder of a Series 2019A Bond is generally subject to rules for accruing original issue discount described above. However, if such holder's purchase price for the Series 2019A Bond exceeds the adjusted issue price (the sum of the issue price of the Series 2019A Bond and the aggregate amount of the original issue discount includable in the gross income of all holders for periods before the acquisition of the Series 2019A Bond by such holder and reduced by any payments previously made on the Series 2019A Bond other than payments of qualified stated interest, the excess (referred to as "acquisition premium") is offset ratably against the amount of original issue discount otherwise includable in such holder's taxable income (*i.e.*, such holder may reduce the daily portion of original issue discount by a fraction, the numerator of which is the excess of such holder's purchase price for the Series 2019A Bond over the adjusted issue price, and the denominator of which is the excess of the sum of all amounts payable on the Series 2019A Bond after the purchase date other than qualified stated interest over the Series 2019A Bond's adjusted price).

Amortizable Bond Premium

If a United States holder's basis in a Series 2019A Bond exceeds the sum of all amounts payable on the Series 2019A Bond after the date on which the holder acquires it other than qualified stated interest, such excess will constitute amortizable bond premium with respect to the Series 2019A Bond and, in the case of a Series 2019A Discount Bond, such holder will not have to account for original issue discount with respect to such Bond. The holder of a Series 2019A Bond having amortizable bond premium generally may elect to amortize the premium over the remaining term of the Series 2019A Bond on a constant yield method as an offset to interest when includable in income under its regular accounting method. In the case of instruments that provide for alternative payment schedules, bond premium amortization is calculated by assuming that (a) the holder will exercise or not exercise options in a manner that maximizes its yield and (b) the issuer will exercise or not exercise options in a manner that minimizes the holder's yield (except that the issuer will be assumed to exercise call options in a manner that maximizes the holder's yield). In addition, bond premium amortization is calculated without regard to commercially reasonable sinking fund payments. If the holder does not elect to amortize bond premium, that premium will decrease the gain or increase the loss that would otherwise be recognized on disposition of the Series 2019A Bond. An election to amortize premium on a constant yield method will also apply to all debt obligations held or subsequently acquired by the holder on or after the first day of the first taxable year to which the election applies. The holder may not revoke the election without the consent of the Internal Revenue Service. Holders of Series 2019A Bonds having amortizable bond premium should consult with their own tax advisors before making this election.

Election to Use Original Discount Method with Respect to a Series 2019A Bond

The holder of a Series 2019A Bond may elect to treat all interest on the Series 2019A Bond as original issue discount and calculate the amount includable in gross income under the constant yield method described above. For the purposes of this election, interest includes stated interest, acquisition discount, original issue discount, *de minimis* original issue discount, market discount, *de minimis* market discount and unstated interest, as adjusted by any amortizable bond premium or acquisition premium. The holder must make this election for the taxable year in which the Series 2019A Bond is acquired and may not revoke the

election without the consent of the Internal Revenue Service. Holders of Series 2019A Bonds should consult with their own tax advisors about this election.

Medicare Tax

Interest income from the Series 2019A Bonds (including accrued original issue discount and market discount) and net gain realized on the sale or other disposition of property such as the Series 2019A Bonds generally must be taken into account when computing the 3.8% Medicare tax with respect to net investment income imposed on certain high income individuals and specified trusts and estates.

U.S. Federal Information Reporting and Backup Withholding

Under current United States federal income tax law, a 24% backup withholding tax requirement may apply to certain payments of interest and original issue discount on, and the proceeds of a sale, exchange or redemption of, the Series 2019A Bonds. In addition, certain persons making such payments are required to submit information returns (*i.e.*, Internal Revenue Service Form 1099) to the Internal Revenue Service with regard to those payments. Backup withholding and information reporting will generally not apply with respect to payments made to certain exempt recipients, such as corporations or certain exempt entities.

Foreign Investors

Subject to the discussion in the following paragraph, payments with respect to the Series 2019A Bonds to a non-United States holder that has no connection with the United States other than holding its Series 2019A Bonds generally will be exempt from United States income tax and will be made free of withholding tax, as long as that holder has complied with certain tax identification and certification requirements. Non-United States holders should consult their tax advisors regarding the possible United States income tax implications of their ownership and disposition of the Series 2019A Bonds.

Sections 1471 through 1474 of the Code and related federal income tax guidance, collectively referred to as FATCA, generally impose United States federal withholding tax at a rate of 30% on payments to certain foreign entities of (i) United States-source interest income (including interest paid on the Series 2019A Bonds) and (ii) the gross proceeds from a disposition of an obligation that produces United States-source interest (including a disposition of the Series 2019A Bonds), in each case, unless various information reporting and diligence requirements are satisfied. This tax generally would apply in the case of Series 2019A Bonds held through foreign financial institutions that do not satisfy such requirements. Non-United States holders should consult their tax advisors regarding the possible implications of FATCA on their ownership and disposition of the Series 2019A Bonds.

See Appendix D hereto for the proposed form of opinion of Bond Counsel.

FINANCIAL STATEMENTS OF THE PROGRAM

The financial statements for the fiscal years ended June 30, 2018 and June 30, 2017 of the Community Development Administration Local Government Infrastructure Bonds are included in Appendix E to this Official Statement. The financial statements for the fiscal years ended June 30, 2018 and June 30, 2017 of the Community Development Administration Local Government Infrastructure Bonds have been audited by CliftonLarsonAllen LLP, as described in the Independent Auditors' Report of CliftonLarsonAllen LLP accompanying such financial statements in Appendix E to this Official Statement, and as indicated in such report of the auditors such financial statements have been prepared in conformity with accounting principles generally accepted in the United States.

LITIGATION

There is no pending litigation of any nature restraining or enjoining or seeking to restrain or enjoin the issuance, sale or delivery of the Series 2019A Bonds or in any way contesting or affecting the validity

of the Series 2019A Bonds, the Resolutions or other proceedings of the Secretary taken with respect to the authorization, issuance or sale of the Series 2019A Bonds, the Bonds, the Program, the pledge or application of any moneys by the Administration under the Resolutions, or the existence or powers of the Administration.

LEGAL MATTERS

McKennon Shelton & Henn LLP, Baltimore, Maryland, Bond Counsel, is acting as Bond Counsel to the Administration in connection with the issuance of the Series 2019A Bonds. The proposed form of Bond Counsel's approving opinion will be in substantially the form set forth in Appendix D. Certain legal matters pertaining to the Administration will be passed upon by an Assistant Attorney General of the State as Counsel to the Department. Certain legal matters will also be passed on for the Underwriters by Miles & Stockbridge P.C.

LEGALITY FOR INVESTMENT

Under the Act, the Series 2019A Bonds are securities in which all public officers and governmental units of the State and its political subdivisions and all banks, trust companies, savings and loan associations, investment companies, and others carrying on a banking business, all insurance companies, insurance associations, and others carrying on an insurance business, all personal representatives, guardians, trustees, and other fiduciaries, and all other persons, may legally and properly invest funds, including capital in their control or belonging to them. The Series 2019A Bonds are securities which may properly and legally be deposited with and received by any officer of the State or any political subdivision or by any unit or political subdivision of the State for any purpose for which the deposit of bonds or other obligations of the State is authorized by law.

UNDERWRITING

The Series 2019A Bonds are being purchased on a negotiated basis pursuant to the Bond Purchase Agreement dated June 12, 2019 (the "Bond Purchase Agreement") between the Administration and M&T Securities, Inc., as representative for the underwriters named in the Bond Purchase Agreement (the "Underwriters"). The Underwriters have agreed to purchase the Series 2019A Bonds for a purchase price of \$16,064,686.94. The Underwriters will receive a fee of \$150,313.06 relating to their purchase of the Series 2019A Bonds. The Bond Purchase Agreement provides that the Underwriters will purchase all but not less than all of the Series 2019A Bonds. The Underwriters' obligation to make such purchase is subject to certain conditions set forth in the Bond Purchase Agreement. The Underwriters intend to offer the Series 2019A Bonds to the public at the offering prices appearing on the inside front cover page of this Official Statement; after such initial public offering, the public offering prices of the Series 2019A Bonds may be varied from time to time by the Underwriters. In addition, the Underwriters may offer and sell any of the Series 2019A Bonds to certain dealers (including dealers depositing such Series 2019A Bonds into investment trusts) and certain dealer banks and banks acting as agents at prices lower than the initial public offering prices stated on the inside front cover page hereof.

The Underwriters have provided this paragraph for inclusion in this Official Statement. Each of the Underwriters and its affiliates is a full service financial institution engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. Each of the Underwriters and its affiliates may have, from time to time, performed and may in the future perform, various investment banking services for the Administration, for which they may have received or will receive customary fees and expenses. In the ordinary course of their various business activities, each of the Underwriters and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short positions in

such securities and instruments. Such investment and securities activities may involve securities and instruments of the Administration.

BofA Securities, Inc., one of the Underwriters of the Series 2019A Bonds, has entered into a distribution agreement with its affiliate Merrill Lynch, Pierce, Fenner & Smith Incorporated (“MLPF&S”). As part of this arrangement, BofA Securities, Inc. may distribute securities to MLPF&S, which may in turn distribute such securities to investors through the financial advisor network of MLPF&S. As part of this arrangement, BofA Securities, Inc. may compensate MLPF&S as a dealer for their selling efforts with respect to the Series 2019A Bonds.

Morgan Stanley & Co. LLC, one of the Underwriters of the Series 2019A Bonds, has entered into a retail distribution arrangement with its affiliate Morgan Stanley Smith Barney LLC. As part of the distribution arrangement, Morgan Stanley & Co. LLC may distribute municipal securities to retail investors through the financial advisor network Morgan Stanley Smith Barney LLC. As part of this arrangement, Morgan Stanley & Co. LLC may compensate Morgan Stanley Smith Barney LLC for its selling efforts with respect to the Series 2019A Bonds.

J.P. Morgan Securities LLC (“JPMS”), one of the Underwriters of the Series 2019A Bonds, has entered into negotiated dealer agreements (each, a “Dealer Agreement”) with each of Charles Schwab & Co., Inc. (“CS&Co.”) and LPL Financial LLC (“LPL”) for the retail distribution of certain securities offerings at the original issue prices. Pursuant to each Dealer Agreement, each of CS&Co. and LPL may purchase Series 2019A Bonds from JPMS at the original issue price less a negotiated portion of the selling concession applicable to any Series 2019A Bonds that such firm sells.

RATING

Moody’s Investors Service, Inc. (“Moody’s”) has assigned its municipal bond rating of “Aa2” with a stable outlook to the Series 2019A-1 Bonds and its municipal bond rating of “Aa3” with a stable outlook to the Series 2019A-2 Bonds. The assigned ratings reflect only the views of Moody’s and an explanation of the significance of those ratings may be obtained only from Moody’s. There is no assurance that the ratings, once assigned, will continue for any period of time or that either or both of the ratings will not be revised, reduced or withdrawn for either or both series of the Series 2019A Bonds. The Administration has not agreed to maintain the ratings, to notify the owners of an affected series of the Series 2019A Bonds of any proposed or threatened change or withdrawal of either or both ratings (other than actual material rating changes within the scope of the Administration’s continuing disclosure undertaking described below) or to oppose any proposed or threatened change or withdrawal of the ratings. Any reduction or withdrawal of ratings for a series of the Series 2019A Bonds would have an adverse effect upon the market price of the Series 2019A Bonds.

Neither the Administration nor the Local Government have applied to any rating service for a credit rating on the Infrastructure Loan expected to be financed with the proceeds of the Series 2019A Bonds. The Administration makes no representations concerning any credit rating which bonds or notes of the Local Governments may have received from any rating service.

CONTINUING DISCLOSURE

The Administration

Annual Information. The Administration has agreed, in accordance with the provisions of Rule 15c2-12 (the “Rule”), adopted by the Securities and Exchange Commission (the “Commission”) under the Securities and Exchange Act of 1934, as amended, to provide, or cause to be provided, to the Municipal Securities Rulemaking Board or any other entity designed or authorized by the Commission to receive reports pursuant to the Rule (in either case, the “MSRB”), in accordance with the Rule, when and if available, but in any event within nine months after the end of each fiscal year of the Administration, the following annual financial information and operating data (the “Annual Information”):

1. a copy of the annual financial statements of the Administration's Local Government Infrastructure Bonds prepared in accordance with generally accepted accounting principles and audited by a certified public accountant;

2. a copy of the annual financial statement of each Local Government having, as of the end of such fiscal year, an aggregate outstanding unpaid principal balance of Infrastructure Loans under the Program equal to or greater than 10% of the outstanding principal amount of all Infrastructure Loans financed under the Program (and, if such Infrastructure Loans are guaranteed by a Political Subdivision, the annual financial statement of the Guarantor Political Subdivision), prepared and audited in accordance with law (which currently requires that such statements be prepared in accordance with generally accepted accounting principles and audited by a certified public accountant) (each such Local Government referred to as a "10% Borrower"); and

3. an update of the financial information in this Official Statement contained in Appendix B – "LOCAL GOVERNMENTS AND LOCAL OBLIGATIONS" for any 10% Borrower.

As of the date of this Official Statement, filings with the MSRB are to be made through the website established by the MSRB, known as the Electronic Municipal Market Access ("EMMA") system <http://emma.msrb.org/>. The Administration may, at its option, satisfy the foregoing obligations by either: (i) providing an official statement for one or more Series of Bonds or by specific reference, in accordance with the Rule, to one or more official statements provided previously, or (ii) to the extent permitted by the Rule, by filing (or requiring Local Governments or Guarantor Political Subdivisions to file) and incorporating by reference the annual audited financial statements of, or the Uniform Financial Report (Forms F-65(MD-2) or F-65(MD-2A) or any substitute or successor reports) prepared and filed with the Maryland State Department of Legislative Services by, in either case, the Local Government receiving the Infrastructure Loan made from the proceeds of the Series 2019A Bonds that meets the requirements of paragraph 2 above, for so long as the Infrastructure Loan is outstanding. The Administration may, at its option, but is not obligated to, provide information about other Local Governments receiving an Infrastructure Loan or guaranteeing an Infrastructure Loan to one of its agencies or instrumentalities. Any Annual Information or other information described above submitted to EMMA by the Administration will be submitted in electronic format, as prescribed by the MSRB. See Appendix B – "LOCAL GOVERNMENTS AND LOCAL OBLIGATIONS – Financial Information of Local Governments" for a description of the Uniform Financial Report.

Event Information. The Administration has also agreed to provide to the MSRB, or cause to be provided to the MSRB, in electronic format as prescribed by MSRB, notice of the occurrence of any of the following events with respect to any of the Series 2019A Bonds (each, a "Listed Event"), in a timely manner, not in excess of ten (10) business days after the occurrence of such Listed Event:

1. principal and interest payment delinquencies;
2. non-payment related defaults, if material;
3. unscheduled draws on debt service reserves reflecting financial difficulties;
4. unscheduled draws on credit enhancements, if any, reflecting financial difficulties;
5. substitution of credit or liquidity providers, if any, or their failure to perform;
6. adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701 TEB) or other material notices or determinations with respect to the tax status of the Series 2019A Bonds, or other material events affecting the tax status of the Series 2019A Bonds;
7. modifications to rights of holders of the Series 2019A Bonds, if material;

8. bond calls, if material, and tender offers;
9. defeasances;
10. release, substitution, or sale of property securing repayment of any of the Series 2019A Bonds, if material;
11. rating changes;
12. bankruptcy, insolvency, receivership or similar event of the obligated person;
13. the consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
14. appointment of a successor or additional trustee, or the change of name of a trustee, if material;
15. incurrence of a financial obligation of the Administration or any 10% Borrower, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the Administration, any of which affect Series 2019A Bond holders, if material; or
16. default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the Administration or any 10% Borrower, any of which reflect financial difficulties.

Certain events described in the subparagraphs numbered 4, 5 and 8 above may not be applicable because no credit or liquidity facility has been established with respect to the Series 2019A Bonds and no tender rights have been established for the Series 2019A Bonds.

Additional Agreements and Limitations. In a timely manner, the Administration will give, or cause to be given to the MSRB notice of any failure by the Administration or a Local Government to provide any information described under the headings “Annual Information” or “Event Information” on or before the dates specified therein.

The Administration has reserved the right to modify from time to time the specific types of information provided and the format of the presentation of such financial information, to the extent necessary or appropriate in the judgment of the Administration. The Administration has agreed that any such modification will be undertaken in a manner consistent with the Rule.

The Administration has reserved the right to terminate its obligation to provide financial information and notices of material events, as described above, as to any Series of Bonds or the owners thereof if and when the Administration no longer remains an obligated person with respect to such Series of Bonds within the meaning of the Rule.

The Administration has agreed that its undertaking pursuant to the Rule described herein is intended to be for the benefit of any holder or beneficial owner of any of the Series 2019A Bonds. Such holder’s and beneficial owner’s right to enforce the provisions of this undertaking is limited to a right to obtain specific enforcement of the Administration’s obligations with respect thereto. The undertaking further provides that the venue for any legal proceeding to enforce the undertaking shall be in a court within the State. Any failure by the Administration to comply with the provisions of its undertaking will not be an event of default with respect to the Bonds under the Current Resolution or under any Series Resolution.

The provisions of the undertaking with respect to the Rule described above may be amended, without the consent of the holders or the beneficial owners of any of the Series 2019A Bonds, to the extent required or permitted by any amendment to the Rule becoming effective after the date hereof.

Compliance. During the previous five years, there have been instances where the Administration has not complied in all material respects with undertakings related to certain bonds of the Administration issued under the Current Resolution and any Prior Program Resolutions (collectively, the “LGIF Program Bonds”) and to certain other bonds issued by the Administration. Also, on occasion, Local Governments who participate in the Administration’s infrastructure lending program have not timely provided their financial information to the Administration to enable it to timely file such information with respect to the LGIF Program Bonds; in such cases the Administration timely filed a notice of such failure and subsequently, upon receipt of such information from the Local Government, filed such information.

In all other instances, the Administration timely filed the required annual financial information on EMMA; however, the relevant annual financial information of the Administration was not properly associated with the CUSIPs for non-LGIF Program Bonds in certain fiscal years. As of the date hereof, the Administration is of the opinion that it has filed all required annual financial information and has properly associated all CUSIPs with the related bonds issued by the Administration.

The long-term rating of the Administration’s Infrastructure Financing Bonds (MBIA Insured) 1998 Series B, 1999 Series A and 2001 Series A was downgraded to Baa2 from A3 by Moody’s on January 17, 2018, in each case as a result of the downgrade of the rating of the related bond insurer. In addition, the underlying long-term rating of the Administration’s Capital Fund Securitization Revenue Bonds Series 2003 was upgraded from A to A+ by S&P Global Ratings on February 25, 2015. In each of the foregoing instances, notice of such ratings action was not timely filed but the Administration subsequently filed such notice.

The Administration has implemented procedures intended to ensure that similar instances will not occur in the future. The Administration makes no comment as to the materiality of any of the previously described filing deficiencies.

The Local Government

(a) The Local Government receiving the Infrastructure Loan made from the proceeds of the Series 2019A Bonds agrees to provide to the Administration the following information in accordance with the Rule:

- (i) annual audited financial statements of the Local Government;
- (ii) annual audited financial statements of any Political Subdivision guaranteeing the Local Obligation of the Local Government;
- (iii) a copy of its Uniform Financial Report (Form F-65 (MD-2) or F-65 (MD-2A) or any successor or replacement form) prepared and filed with Maryland State Department of Fiscal Services by the Local Government;
- (iv) if requested by the Administration or if the filing of Uniform Financial Report (or comparable report) is no longer required, an update of the financial information relating to the Local Government contained in Appendix B of the Official Statement of the Administration for the Series 2019A Bonds that financed the Local Government Obligation; and
- (v) all other financial and operating information that the Administration requests in order to comply with the requirements of the Rule.

(b) The Local Government receiving the Infrastructure Loan made from the proceeds of the Series 2019A Bonds shall provide to the Administration, in a timely manner, not in excess of three (3) business days after the occurrence of such Listed Event, notice of the following events relating to the Local

Government Obligation, the Local Government, or to any Political Subdivision guaranteeing the Local Government Obligation:

- (1) principal and interest payment delinquencies;
- (2) non-payment related defaults, if material;
- (3) unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) substitution of credit or liquidity providers, or their failure to perform,
- (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701 TEB) or other material notices or determinations with respect to the tax status of the Local Government Obligation, or other material events affecting the tax status of the Local Government Obligation;
- (7) modifications to rights of holders of the Local Government Obligation, if material;
- (8) bond calls, if material, and tender offers;
- (9) defeasances;
- (10) release, substitution, or sale of property securing repayment of any Local Government Obligation, if material;
- (11) rating changes;
- (12) bankruptcy, insolvency, receivership or similar event of the obligated person;
- (13) the consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
- (14) appointment of a successor or additional trustee, or the change of name of a trustee, if material;
- (15) incurrence of a financial obligation of the Local Government, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the Local Government, any of which affect Series 2019A Bond holders, if material; or
- (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the Local Government, any of which reflect financial difficulties.

Certain events described in the subparagraphs numbered 4, 5 and 8 above may not be applicable because no credit or liquidity facility has been established with respect to the Series 2019A Bonds and no tender rights have been established for the Series 2019A Bonds.

(c) The Local Government agrees to provide the Administration with such information regarding the Local Government, the Local Government Obligation and the finances of the Local Government in order to cause the Administration to comply with its continuing disclosure obligations with respect to the Listed Events, including (without limitation) information relating to items (15) and (16) of the Listed Events within the time frame set forth in clause (b) above.

(d) Failure of a Local Government to provide the information required under this Section timely may result in the failure being reported by the Administration to the MSRB. During the last five years, four Local Governments participating under Prior Program Resolutions did not timely file all of the required financial information. The Administration timely reported such failures to EMMA, naming the Local Governments, as part of the Administration's annual filing under the Rule, and subsequently, upon receipt of such information from the Local Governments, filed such information on EMMA.

MISCELLANEOUS

Summaries and Descriptions in this Official Statement

The summaries and explanation of, or references to, the Act, the Program financing documents, the Resolutions and the Series 2019A Bonds included in this Official Statement do not purport to be comprehensive or definitive; such summaries, references and descriptions are qualified in their entirety by reference to each such document, copies of which are on file at the offices of the Administration.

Financial Advisors

Caine Mitter & Associates, Incorporated and People First Financial Advisors serve as financial advisors to the Administration and have assisted in the preparation of this Official Statement and in other matters relating to the planning, structuring, issuance and sale of the Series 2019A Bonds.

Selection and Compensation of Professionals

The Administration selects its independent auditors through a competitive process in accordance with State procurement law. Compensation of the auditors is not contingent on the sale and delivery of the Series 2019A Bonds. The Administration's financial advisors are selected by the Maryland State Treasurer's Office periodically through a competitive process in accordance with State procurement law. Compensation of the financial advisors is not contingent on the sale of the Series 2019A Bonds. Bond Counsel was selected by the Office of the Attorney General of the State through a process of review of responses to a request for proposals. Compensation of Bond Counsel is not contingent on the sale of the Series 2019A Bonds. The Underwriters are selected by the Administration periodically through a process of solicitation of proposals. Compensation of the Underwriters and their counsel is contingent on the sale and delivery of the Series 2019A Bonds.

Relationship of Parties

M&T Securities, Inc., the representative for the Underwriters of the Series 2019A Bonds, is a subsidiary of Manufacturers and Traders Trust Company, the Trustee for the Series 2019A Bonds.

Miles & Stockbridge P.C., counsel to the Underwriters in connection with the issuance of the Series 2019A Bonds, has served from time to time as outside counsel to Manufacturers and Traders Trust Company in unrelated matters.

A Principal of Miles & Stockbridge P.C. is a member of the Board. See Appendix A – “The Department and the Administration – General Information” for a description of the Board. That Board member expressly refrained from participating in the discussion of the issuance of the Series 2019A Bonds under the Program and abstained from voting on any matters related to such issuance.

McKennon Shelton & Henn LLP, Bond Counsel to the Administration in connection with the issuance of the Series 2019A Bonds, has served from time to time as outside counsel to Manufacturers and Traders Trust Company in unrelated matters.

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This Official Statement is not to be construed as a contract or agreement between the Administration and the purchasers or the owners of any of the Series 2019A Bonds.

The execution and delivery of this Official Statement and the incorporation of the Appendices hereto by the Administration have been duly authorized by the Secretary of Housing and Community Development.

COMMUNITY DEVELOPMENT ADMINISTRATION
MARYLAND DEPARTMENT OF HOUSING AND
COMMUNITY DEVELOPMENT

By: /s/ Matthew J. Heckles
Matthew J. Heckles, Director

June 12, 2019

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THE DEPARTMENT AND THE ADMINISTRATION

General Information

The Administration was created in 1970 as a division of the Department of Economic and Community Development to meet the shortage of adequate, safe and sanitary housing in the State, particularly for persons or families of limited incomes. Chapter 311 of the Laws of Maryland 1987, effective July 1, 1987, abolished the Department of Economic and Community Development, created the Department and assigned the Administration as a unit in the Division of Development Finance of the Department.

The Secretary of the Department (the “Secretary”) is the head of the Department and is appointed by the Governor with the advice and consent of the Senate. The Department consists of five divisions: the Division of Development Finance (“DDF”), the Division of Credit Assurance (“DCA”), the Division of Neighborhood Revitalization (“DNR”), the Division of Finance and Administration (“DFA”) and the Division of Information Technology (“IT”). The Secretary of Housing and Community Development (the “Secretary”) is the head of the Department and is appointed by the Governor with the advice and consent of the Senate.

DDF, through the Administration, is the bond issuing division of the Department. DDF is also a lending division of the Department, originating loans under various lending programs and providing loan underwriting services to the Department and its other divisions and units. DDF is responsible for managing all aspects relating to the bond issuance and the Program’s general management and administration.

DCA, the insuring division of the Department, provides certain asset management, monitoring and workout related services to the Department and its divisions and governmental units, including the Administration. MHF is a governmental unit of the Department assigned to DCA.

DFA provides budget, accounting, auditing and administrative services to the Department. In addition, the Administration has a finance office which handles finance and accounting for lending and bond and insurance activities. The Administration’s finance office reports directly to the Director of the Administration. MHF’s financial function is a part of DFA.

IT develops and maintains information systems and trains staff of the Department in the use of computer resources.

DNR provides State and federal financial assistance including loans, grants, guaranties and state tax credits to Maryland’s sustainable communities; provides technical assistance programs to local governments, nonprofit organizations and small businesses to reinvest in these communities; and provides financial assistance to enable foreclosure prevention/mitigation, housing and legal counseling.

The Secretary, with the approval of the Governor, appoints the Director of the Administration. The Director of the Administration, with the approval of the Secretary, appoints the Deputy Director of the Administration and other senior staff members of the Administration. The Act establishes a Housing Finance Review Committee (the “Review Committee”) which has the responsibility to review and give recommendations to the Secretary regarding loans or categories of loans and the investment and project financing policies of the Administration. The Review Committee consists of seven members appointed by the Governor, including three members of the public, three members of the Department and one member of the executive branch of State Government who is not employed by the Department. When urgent action is required, the Secretary may approve a specific loan request without receiving the recommendation of the Review Committee.

The Department has established a Revenue Bond Advisory Board (the “Board”). The Board provides independent advice and expertise to the Department with respect to the issuance of revenue bonds, including the Series 2019A Bonds. The Board consists of seven members appointed by the Secretary, including a Deputy Secretary (who chairs the Board), one other representative of the Department, two representatives from other executive branch agencies of State government (one from an agency which issues revenue bonds), one representative from the State Treasurer’s Office and two members of the public. The Board reviews and makes recommendations to the Secretary with respect to each issuance of bonds. The Secretary has the final authority to approve each issuance after receipt of the Board’s recommendation. When urgent action is required, the Secretary may approve an issuance of bonds without action by the Board or may vary the terms of the Board’s recommendation. In addition, the Board advises the Department on procedures for issuing bonds and on selection and performance of financial advisors, underwriters, and accountants.

The Administration pays all costs and expenses of operating its programs from earnings received from its programs financed by the Current Resolution and other bond indentures of the Administration in excess of the amounts required to pay principal of and interest on its bonds and notes.

The office of the Administration is located at 7800 Harkins Road, Lanham, Maryland 20706. Inquiries for documents or concerning this Official Statement should be directed to Investor Relations, at telephone: 301-429-7897 or email: CDAbonds_mailbox@maryland.gov.

Principal Executive Officers

Certain principal executive officers of the Department and the Administration are briefly described below.

Kenneth C. Holt was appointed by the Governor as Secretary of the Department effective March 11, 2015. Mr. Holt previously served as Chairman, Chief Financial Officer and Treasurer of Traitify, a software firm based in Baltimore, Maryland that develops patented analytical personality assessment tools used in human resources, career planning and education. From 1985 to 2011, Mr. Holt was employed by Morgan Stanley Smith Barney, in various capacities, including Branch Manager, Senior Portfolio Manager and Senior Vice President. As a member of the Maryland General Assembly from 1995 to 1999, Mr. Holt served on the House Appropriations Committee and on the Subcommittee on Education and Economic Development. He also served on the legislative task force whose recommendations led to the creation of the Maryland Enterprise Investment Fund. He holds a Bachelor of Arts degree from the University of Maryland, College Park.

Sergei V. Kuzmenchuk joined the Department as its Chief Financial Officer in June of 2015 after serving as Chief Financial Officer at the District of Columbia Housing Finance Agency (the “DCHFA”) since October 2008. Prior to joining the DCHFA, he served as the Department’s Deputy Director of Finance for the Administration from August 2000 until January 2006, and Director of Finance for the Administration from January 2006 until October of 2008. Prior to his work at the Department and DCHFA, Mr. Kuzmenchuk worked in various financial management and international trade and banking capacities, both domestically and overseas. Mr. Kuzmenchuk earned his Master of Business Administration degree in Accounting in 2002 from the Joseph A. Sellinger, S.J., School of Business and Management, Loyola University, and in 1995 earned a Master of Public Management degree in Public Sector Financial Management from the School of Public Policy, University of Maryland, College Park. In 1993, Mr. Kuzmenchuk received his Bachelor of Arts and Master of Arts degrees in English and French Interpretation from the Minsk State Linguistic University, Minsk, Belarus.

Matthew J. Heckles was appointed by the Secretary with the approval of the Governor as Assistant Secretary of the Department and Director of the Administration effective September 1, 2016. Mr. Heckles most recently served as the Director of Housing and Finance for the Delaware State Housing Authority with oversight of the agency’s single family program administration and financing, including management of its housing bond portfolio. Prior to his time in housing finance, Mr. Heckles served for ten years in several other capacities at the Delaware State Housing Authority,

with responsibilities focusing on housing policy, new program development, performance evaluation and external relations. He holds a Bachelor of Arts in Economics and International Relations and a Master of Business Administration degree from the University of Delaware.

John R. Maneval was appointed Deputy Director, Multi-Family, Single-Family, Energy and Business Lending for the Administration effective September 1, 2016. He previously served as Acting Assistant Secretary responsible for the Division of Development Finance, Acting Director of the Division of Development Finance, and Acting Director of the Administration from June 27, 2016 until his present appointment, and as Deputy Director, Multi-Family and Business Lending for the Administration from May 20, 2015 to June 27, 2016. Prior to that, Mr. Maneval served for three years as the Director of Lending for NeighborWorks Capital, a nationally-focused Community Development Finance Institution serving members of the NeighborhoodWorks America network. Mr. Maneval previously worked with the Administration from 2001 to 2012 in various capacities and also has experience working in real estate development for a nationally-focused non-profit organization. Mr. Maneval has a Master of City Planning degree from the University of Pennsylvania, and a Bachelor of City Planning degree from the University of Virginia.

Kristen Keenan Musallam was appointed Deputy Director, Bond Finance, for the Administration, effective as of May 25, 2016. Ms. Musallam previously served as Director of Finance for the Administration from April 2015 until May 25, 2016. For the four years prior to her appointment as Director of Finance for the Administration, she served as Deputy Director of Finance for the Administration. Before joining the Administration, Ms. Musallam served as the Director of Growth for KIPP DC, a network of high-performing charter schools serving low-income students, where she managed tax-exempt bond issuances and tax credit financing for the new construction and rehabilitation of school facility projects. Previously, she held the positions of U.S. Equity Research Associate and Institutional Sales Analyst with J.P. Morgan Asset Management. Ms. Musallam holds a Bachelor of Arts degree from Boston College and a Master of Business Administration degree from Harvard Business School.

Allen W. Cartwright, Jr. was appointed Director of the Division of Credit Assurance effective April 9, 2015. He joined the staff of the Division of Credit Assurance as the Deputy Director of MHF in March 2006. Mr. Cartwright also serves as Director, Single-Family Operations. Mr. Cartwright previously served as MHF Manager of Finance from 1988 through 1991. Prior to rejoining the Division of Credit Assurance in 2006, Mr. Cartwright was the Chief of Mission Support and then Chief of Customer Care for the Washington Suburban Sanitary Commission from April 2000 through November 2005. Mr. Cartwright also served as the Director of Finance and then the Assistant Secretary of Finance and Administration for the Maryland Department of Natural Resources from May 1991 through April 2000. He has worked as finance manager for the Federal Home Loan Mortgage Corporation (Freddie Mac), MCI and DuPont. He is a Certified Public Accountant and earned his Bachelor of Science degree in Commerce from the McIntire School of Commerce at the University of Virginia.

Senior Staff of the Administration

Certain information relating to senior staff members who have primary responsibility for the Program is provided below.

Michael C. Smith was appointed Director of Finance for the Administration effective June 2016. For the year prior to his appointment as Director, he served as Deputy Director of Finance for the Administration. He also served as Secondary Marketing Manager for the Administration from November 2012 until the Deputy Director appointment. Before joining the Administration, Mr. Smith served as Risk Manager for Ally Financial. He also held various positions at Freddie Mac and Fannie Mae over a 20 year period, the most recent as Execution and Market Analysis Director. Mr. Smith holds a Bachelor of Arts degree from the University of Maryland Baltimore County, and a Master of Business Administration degree from the University of Baltimore.

Charles F. G. Day Jr., Manager, Infrastructure Finance Program, has been with the Maryland Department of Housing and Community Development since October 2003. Before joining the Department, Mr. Day was employed at Ferris, Baker Watts, Inc. for nearly ten years, working on

their municipal fixed income trading desk. Mr. Day holds a Bachelor of Business Administration degree (1991) from James Madison University and a Master of Business Administration degree (2007) from the University of Maryland Robert H. Smith School of Business.

Other Programs of the Department

In addition to the Program, the staff of the Administration is also responsible for a broad range of housing, community revitalization and other financing programs operated by the Department. The proceeds of Bonds, other funds held under the Current Resolution and any funds held under Prior Program Resolutions are not used to support the Department's housing and other financing programs. Revenues generated by and assets held under such other programs are not subject to the lien of the Current Resolution, any Prior Program Resolution or available to pay principal of or interest on the Bonds. However, the executive officers of the Department and the Administration and certain senior staff members who are responsible for the Program also are responsible for the Department's other programs; therefore, under certain circumstances these other programs may compete with the Program for administrative and policy priority.

Infrastructure Financing Program Under Prior Program Resolutions. Between 1988 and 1995, the Administration issued eight series of Infrastructure Financing Bonds (Ambac Insured) in the original principal amount of \$55,075,000 under its Resolution adopted as of January 1, 1988 (the "1988 Resolution"), for the purpose of financing loans to 34 Local Governments under the infrastructure financing program. Seven series of these bonds were insured and one series was uninsured. As of the date of delivery of the Series 2019A Bonds, no amounts of the Infrastructure Financing Bonds (Ambac Insured) remain outstanding and the 1988 Resolution has been defeased.

Between 1996 and 2001, the Administration issued nine series of Infrastructure Financing Bonds (MBIA Insured) in the original principal amount of \$83,190,000 under its Resolution adopted as of May 1, 1996 (the "1996 Resolution"), for the purpose of financing loans to 44 Local Governments under its infrastructure financing program. As of the date of delivery of the Series 2019A Bonds, no amounts of the Infrastructure Financing Bonds (MBIA Insured) will remain outstanding and the 1996 Resolution will have been defeased.

Between 2002 and 2007, the Administration issued nine series of Local Government Infrastructure Bonds (Ambac Insured) in the original principal amount of \$96,985,000 under its Resolution adopted as of February 1, 2002 (the "2002 Resolution"), for the purpose of financing loans to 28 Local Governments under its infrastructure financing program. As of December 31, 2018, \$3,285,000 of the Local Government Infrastructure Bonds (Ambac Insured) remains outstanding for the purpose of financing loans to 9 Local Governments. These bonds were issued under the 2002 Resolution and related series resolutions and not the Current Resolution. **These infrastructure loans and the assets and revenues held under the 2002 Resolution and related series resolutions are not subject to the lien of the Current Resolution and are not available to pay principal of or interest on the Bonds.**

Homeownership Programs. The Administration provides reduced-interest mortgage loans to eligible homebuyers. Since February 1, 2011 the Administration has financed a substantial portion of its recent mortgage loan production through the sale of mortgage-backed securities guaranteed by the Government National Mortgage Association or the Federal National Mortgage Association rather than through the issuance of housing revenue bonds.

The Administration's homeownership staff also operates single family homeownership programs which are funded with State appropriations. These programs, which may or may not be funded at varying levels from year to year, provide low interest mortgages to households of limited income, refinance existing loans for homeowners under hardship circumstances, assist low-income homeowners who suffer temporary involuntary loss of income to avoid mortgage default through deferred loans, provide reverse equity mortgages for elderly homeowners, and provide settlement expense loans for households of limited income. In addition, the Department may have funding available from time to time for a Down-payment and Settlement Expense Loan Program for loans to eligible borrowers who are also receiving loans under the homeownership program. Single Family Programs also administers a federally-funded weatherization assistance program and the federally-

funded HOME Investment Partnerships Program (“HOME”), as well as providing administrative management for the Maryland Affordable Housing Trust. Finally, the Department may provide forgivable second lien loans in conjunction with certain programs of the Department, including forgivable second lien loans used to pay all of a borrower’s outstanding student debt obligations capped at amounts as determined by the Administration.

Multi-Family Programs. Multi-Family Programs include the Department’s Rental Housing Programs and Rental Service Programs. The Department’s Rental Housing Programs encompass a number of finance programs which support the production, rehabilitation and preservation of affordable rental housing, including the following:

The Administration’s multi-family housing revenue bond program provides financing for the development of rental housing developments whose owners are required to set aside certain percentages of available units for families of low or moderate income.

The Rental Housing Fund receives State appropriations to fund the Rental Housing Program. The Rental Housing Program provides low-interest mortgages with flexible repayment terms to increase the supply of new rental housing and to upgrade, rehabilitate and maintain existing rental housing for low income elderly and family tenants. Federal HOME funds also are available for these purposes.

The Partnership Rental Housing Program provides funding with proceeds from State general obligation bonds to Local Governments, housing authorities, and partnerships in which these entities are involved, to assist in financing the construction or rehabilitation of low income housing. Additionally, loans are made to private sector entities to provide units for very low income individuals with disabilities. The public entities provide the land and participate in the ownership and management of the properties. The properties are intended to remain low income housing in perpetuity, and the State moneys are required to be repaid only if the low income requirements are not enforced, or the project otherwise ceases to be operated in accordance with the program’s requirements.

The Department’s Rental Service Programs include the Rental Assistance Programs, and the Section 8 Housing Choice Voucher program. Under the Section 8 Housing Choice Voucher program, the Department receives federal housing subsidy funds and has authority to serve as a Public Housing Agency in utilizing these funds primarily in Maryland’s rural jurisdictions. Under the Rental Assistance Programs, the Administration administers a Rental Allowance Program funded with State appropriations. The Rental Allowance Program is administered through Local Governments, housing agencies and non-profit organizations, and provides fixed monthly housing assistance payments up to twelve months, subject to extension by the Secretary, to lower income households that are homeless or at risk of being homeless.

In addition, the Department was selected by The U.S. Department of Housing and Urban Development (“HUD”) as the Contract Administrator for the Performance-Based Section 8 Housing Assistance Payments (“HAP”) Contracts for the State of Maryland. As Contract Administrator, the Department makes payments to property owners under the terms of the HAP Contracts and HUD regulations and requirements.

Neighborhood Revitalization Programs. The Department operates neighborhood revitalization programs, primarily through DNR. DNR administers a number of federally and state financed community development programs. The administration of the Neighborhood Business Works Program (“NBW”) has been delegated by the Secretary to the Administration. NBW provides gap financing to small businesses and non-profit organizations that are locating or expanding in communities designated for revitalization by Local Governments.

Business Lending Program. The Administration has developed a lending program to finance commercial business projects located in the State (the “Business Lending Program”). In order to provide an initial contribution of funds to the Business Lending Program, the Administration has withdrawn available monies from its Residential Revenue Bond Resolution, which supports the Administration’s homeownership programs.

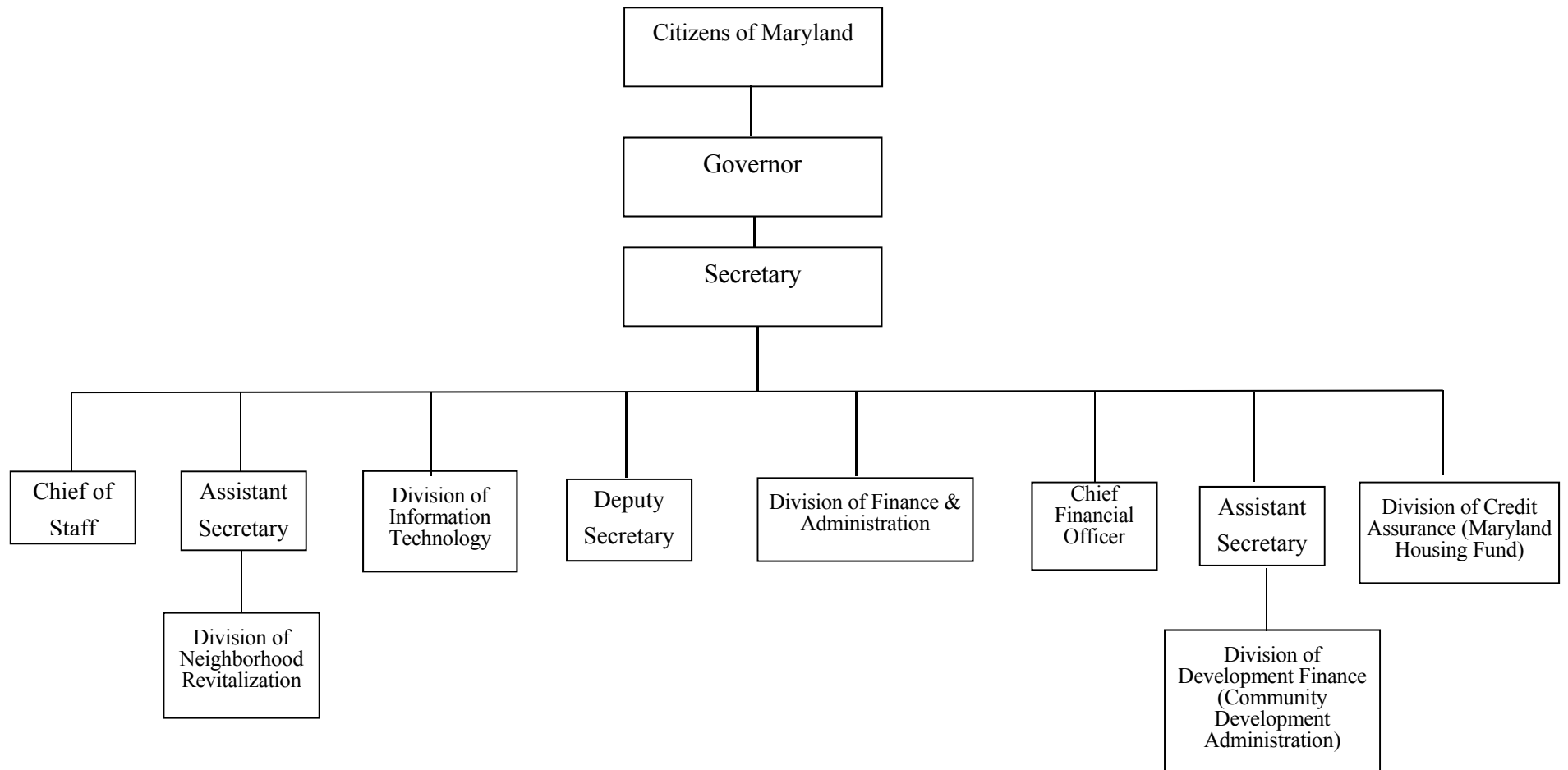
Outstanding Obligations of the Administration

Since 1976, the Administration has issued obligations to finance its various housing and other programs. As of December 31, 2018, the Administration had housing obligations outstanding of \$2,475,536,504 with an original principal amount of \$3,401,977,759. **Revenues generated by and assets held under these other obligations are not subject to the lien of the Current Resolution or available to pay principal of or interest on the Bonds.**

Capitalized terms used in this Appendix and not otherwise defined herein shall have the meaning assigned them in Appendix C of this Official Statement unless the context clearly indicates otherwise. See Appendix C – “SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTIONS – Certain Definitions.”

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Department of Housing and Community Development Organizational Chart



This chart omits subdivisions below the divisional level except for the Maryland Housing Fund and the Community Development Administration . It also omits certain boards and commissions associated with the Department.

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LOCAL GOVERNMENTS AND LOCAL OBLIGATIONS

The Local Government Taxable Infrastructure Bonds (Senior Obligations), 2019 Series A-1 (the “Series 2019A-1 Bonds”) constitute Senior Bonds under the Current Resolution. The Series 2019A-1 Bonds will be ranked on a parity with and will be equally and ratably secured under the Current Resolution with the Prior Senior Bonds and any series of Additional Bonds constituting Senior Bonds. Capitalized terms used in this Appendix and not otherwise defined herein shall have the meaning assigned them in Appendix C of this Official Statement unless the context clearly indicates otherwise. See Appendix C - “SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTIONS - Certain Definitions.”

The Local Government Taxable Infrastructure Bonds (Subordinate Obligations), 2019 Series A-2 (the “Series 2019A-2 Bonds” and, together with the Series 2019A-1 Bonds, the “Series 2019A Bonds”) constitute Subordinated Bonds under the Current Resolution. The Series 2019A-2 Bonds will be ranked on parity with and will be equally and ratably secured under the Current Resolution with the Prior Subordinated Bonds and any series of Additional Bonds constituting Subordinated Bonds. Subordinated Bonds will not be on parity with Senior Bonds, equally and ratably secured under the Current Resolution. Subordinated Bonds will be secured under the Current Resolution by a pledge junior and subordinate in all respects to the pledge and security granted to the Senior Bonds issued thereunder.

Under the Current Resolution, all Bonds issued and outstanding thereunder are payable from payments made on Local Obligations by Local Governments. All Local Obligations (regardless of when they were entered into or from what Series of Bonds the Infrastructure Loan was made), and the payments made thereon are pledged to pay debt service on the Series 2019A Bonds, the Prior Bonds and any Additional Bonds issued under the Current Resolution in the future; provided however, that the pledge to pay debt service on Subordinated Bonds is junior and subordinate to the pledge to pay debt service on the Senior Bonds. Therefore, full and timely payment by each Local Government is required to provide sufficient Revenues with which to make payments on the Senior Bonds and any Subordinated Bonds issued and outstanding under the Current Resolution.

Financial Information of Local Governments

Each County, Municipality, and taxing district in the State is required (i) to maintain the uniform system of financial reports (“Uniform Financial Reports”) provided by the State’s Department of Legislative Services; (ii) pursuant to Section 16-305 of the Local Government Article of the Annotated Code of Maryland, to have its books, accounts, records and reports examined at least once each fiscal year by a certified public accountant and to file a copy of the audit report with the Legislative Auditor, and (iii) pursuant to Section 16-304 of the Local Government Article of the Annotated Code of Maryland, to file with the State Department of Legislative Services not later than October 31 of each year the Uniform Financial Report (Forms F-65(MD-2) or F-65(MD-2A)) for the fiscal year ending on the immediately preceding June 30, except as otherwise provided. The State Department of Legislative Services extracts information from the Uniform Financial Reports and publishes such information annually in a report to the Governor and General Assembly of Maryland.

The Uniform Financial Reports and the annual report of the Department of Legislative Services are available for public inspection in the offices of the Department of Legislative Services, 90 State Circle, Annapolis, Maryland. Copies of the Uniform Financial Reports or the annual report of the Department of Legislative Services may be obtained by writing to the State Department of Legislative Services, 90 State Circle, Room 226, Annapolis, Maryland 21401, or by calling (410) 841-3761.

Local Government Information and Infrastructure Loan Financed by Series 2019A Bonds

The following information on the Local Government which will receive an Infrastructure Loan from the proceeds of the Series 2019A Bonds, combines data extracted from the Uniform Financial Reports and data submitted by the Local Government. This information has been certified by the Local Government as to its accuracy. This information does not represent all of the information contained in the Uniform Financial Reports, which are available as noted in the preceding paragraph. The Administration has not verified the information on the following pages and makes no representation as to the accuracy or completeness thereof or the financial condition of the Local Government described in this Appendix B.

In addition to the information provided below, the Local Government which will receive an Infrastructure Loan from the proceeds of the Series 2019A Bonds will, upon the issuance of the 2019A Bonds, also have an additional outstanding obligation with the Department in the total aggregate amount of \$1,300,000 (the "Loan"). The Loan will be a 30 year, zero interest deferred payment loan.

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Local Government and its Obligations

This section provides information concerning the Local Government which is expected to receive an Infrastructure Loan from the proceeds of the 2019 Series A Bonds.

Loan expected to be refinanced with a portion of the proceeds of the 2019 Series A Bonds				
Local Government	Location by County	Loan Amount Requested (\$)	Loan Term (in years)	Purpose
Westminster	Carroll	\$15,829,328	30	Refinance a bank loan
	Total:	\$15,829,328		

CITY OF WESTMINSTER

POPULATION (estimate as of July 2017): 18,593

YEAR	2018	2017	2016
ASSESSED VALUE OF TAXABLE PROPERTY:	\$1,758,401,600	\$1,627,341,429	\$1,614,145,000

Summary of General Fund, Year Ended June 30,

	2018	2017	2016
REVENUES:			
Taxes	\$12,476,877	\$12,058,463	\$12,250,655
Licenses & permits	\$892,190	\$606,307	\$525,888
Intergovernmental	\$2,136,028	\$2,398,685	\$2,400,885
Charges for services	\$783,693	\$775,162	\$641,696
Fines and forfeitures	\$160,289	\$141,900	\$222,351
Interest	\$52,048	\$42,233	\$26,550
Rental income	\$18,872	\$9,240	\$7,140
Miscellaneous	\$359,748	\$346,261	\$455,785

Total Revenues

\$	16,879,745	\$	16,378,251	\$	16,530,950
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EXPENDITURES:

General government	\$1,568,345	\$1,630,485	\$1,671,521
Public safety	\$6,293,538	\$6,271,625	\$5,939,563
Public works	\$3,125,355	\$3,086,761	\$3,304,020
Recreation	\$1,233,145	\$1,052,026	\$1,010,652
Community development and housing	\$48,444	\$46,586	\$44,065
Capital Outlay	\$7,840,040	\$2,127,162	\$1,858,601
Debt Service:			
Principal	\$1,287,688	\$362,477	\$358,804
Interest	\$333,133	\$168,925	\$180,835

Total Expenditures

\$	21,729,688	\$	14,746,047	\$	14,368,061
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ASSETS:

Cash & cash equivalents	\$3,300	\$3,300	\$3,300
Equity in pooled Cash&CE-Unrestricted	\$12,635,014	\$11,169,204	\$10,590,258
Restricted	\$4,851,254	\$6,504,433	\$5,355,401
Taxes receivable	\$311,202	\$327,624	\$325,445
Accounts receivable	\$220,730	\$296,345	\$326,759
Grants Receivable	\$10,525	\$30,459	\$106,584
Loan and notes receivable	\$848,676	\$18,650	\$20,300
Prepaid Items and Deposits	\$230,169	\$205,484	\$254,481
Interfund Receivables	-	-	-
Due from Other Governments	\$552,874	\$413,326	\$413,624
Inventory	\$64,807	\$74,635	\$74,635
Assets Held for Resale	-	-	-
Total Assets	\$ 19,728,551	\$ 19,043,460	\$ 17,470,787

Summary of General Fund, Year Ended June 30,

	2018	2017	2016
LIABILITIES:			
Accounts payable	\$1,095,532	\$298,692	\$660,794
Accrued liabilities	\$92,018	\$116,944	\$356,888
Compensated Absences	\$30,169	\$22,627	\$42,911
Unearned revenue	\$367,843	\$367,888	\$370,675
Loan Payable	\$100,000	\$100,000	\$100,000
Interfund payables	\$761,893	\$765,233	\$788,976
Payable from Restricted assets:			
Unearned revenues	-	\$18,229	\$29,694
Deposits and escrow	\$1,672,037	\$1,725,056	\$1,027,236
Total Liabilities	\$ 4,119,492	\$ 3,414,669	\$ 3,377,174

CITY OF WESTMINSTER cont.

Summary of General Fund, Year Ended June 30,

	2018	2017	2016
FUND BALANCES:			
Nonspendable	\$1,143,652	\$297,119	\$347,766
Reserved for restrictions	\$1,835,209	\$1,745,841	\$1,897,019
Committed	\$14,950	\$17,434	\$24,122
Assigned	\$475,953	\$483,374	\$480,463
Undesignated/Unassigned	\$11,710,870	\$12,637,073	\$10,890,680
	<u>\$ 15,180,634</u>	<u>\$ 15,180,841</u>	<u>\$ 13,640,050</u>
 LONG-TERM LIABILITIES:			
Governmental activities	\$7,626,700	\$3,884,300	\$4,212,000
Business-type activities	\$18,051,614	\$13,930,541	\$10,324,658
 Total L-T Liabilities	<u>\$ 25,678,314</u>	<u>\$ 17,814,841</u>	<u>\$ 14,536,658</u>

Property Taxes and Taxes Receivable: Real Property

	Total assessed Value of Real Property	General tax rate/\$100	Actual Tax Levy	Amount Collected
2018	\$ 1,758,401,600	0.00560	\$ 9,847,049	\$ 9,779,033
2017	\$ 1,654,579,180	0.00560	\$ 9,265,643	\$ 9,205,247
2016	\$ 1,624,926,654	0.00560	\$ 9,099,589	\$ 9,046,608
2015	\$ 1,611,915,020	0.00560	\$ 9,026,724	\$ 8,943,697
2014	\$ 1,601,971,572	0.00560	\$ 8,971,041	\$ 8,862,271

Property Taxes and Taxes Receivable: Personal Property

	Total assessed Value of Personal Property	General tax rate/\$100	Actual Tax Levy	Amount Collected
2018	\$ 1,480,040	0.01100	\$ 16,280	\$ 14,982
2017	\$ 1,392,640	0.01100	\$ 15,319	\$ 14,818
2016	\$ 1,777,430	0.01100	\$ 19,552	\$ 18,912
2015	\$ 1,095,680	0.01100	\$ 12,052	\$ 11,658
2014	\$ 1,061,513	0.01100	\$ 11,677	\$ 10,727

Property Taxes and Taxes Receivable: Railroads & Public Utilities

	Total assessed Value of Railroads & Public Utilities Property	General tax rate/\$100	Actual Tax Levy	Amount Collected
2018	\$ 18,206,920	0.01364	\$ 248,342	\$ 248,342
2017	\$ 14,511,170	0.01364	\$ 197,932	\$ 197,932
2016	\$ 17,097,090	0.01364	\$ 233,204	\$ 233,204
2015	\$ 17,456,990	0.01364	\$ 238,113	\$ 238,113
2014	\$ 17,708,228	0.01100	\$ 194,791	\$ 194,791

State-aid Intercept Pledge : Analysis

Jurisdiction	Available funds received (Period : CY-2017)	Available funds received (Period : CY-2018)	Average of funds received (CY-2007 thru CY-2018)	Maximum Annual Debt Service (MADS) on pledged indebtedness ¹
CITY OF WESTMINSTER	\$3,235,195	\$3,283,180	\$3,574,566	\$3,844,142

¹ Total of all known and proposed debt with a State-aid Intercept Pledge associated with it as of June 27, 2019.

Infrastructure Loans Financed with Proceeds of Prior Series of Bonds under the Current Resolution

This Appendix provides information concerning the Local Governments which received Infrastructure Loans from the proceeds of the Series of Bonds previously issued under the Current Resolution.

Financial information concerning Local Governments which received Infrastructure Loans financed with proceeds of prior Series of Bonds is contained in the Annual Information provided by the Administration with respect to the Bonds under SEC Rule 15c2-12. The most recent Annual Information for the fiscal year ended June 30, 2018 was filed on March 27, 2019, except as to information related to one Local Government which information was filed when it became available on April 17, 2019. The annual audited financial statements of the Administration's Local Government Infrastructure Bonds secured by the Current Resolution for the years ended June 30, 2018 and 2017 are available in Appendix E of this Official Statement. Copies of these reports may be obtained from Investor Relations for the Administration: Telephone: (301) 429-7897 or Email: CDAbonds_mailbox@maryland.gov.

[The chart of information for Prior Series of Bonds begins on the following page]

Local Government Infrastructure Program Current Resolution (2010-Present)					
Infrastructure Loans Financed with the Proceeds of the Bonds					
(Outstanding Loans as of December 31st, 2018)					
Local Government	Location by County	Series of Bonds	Amount of Loan Outstanding(\$)	Remaining Loan Term (in years)	Purpose
Aberdeen	Harford	2010A	\$3,419,900.00	12	Water capital purchase
Berlin	Worcester	2012A	\$207,500.00	3	Refinance existing debt
			\$1,221,300.00	10	Refinance existing debt
			\$994,400.00	11	Refinance existing debt
Berlin	Worcester	2015A	\$2,024,500.00	16	Refinance existing debt
Boonsboro	Washington	2017A	\$5,434,500.00	29	Refinance USDA ² Loan
Cambridge	Dorchester	2018A	\$1,718,538.33	30	Refinance bank loan
Centreville	Queen Anne's	2012A	\$1,928,300.00	14	Street improvements, water distribution system, refi loan
Centreville	Queen Anne's	2016A	\$7,110,000.00	18	Roadway and park improvements, refi bank loan, refi USDA debt
Centreville	Queen Anne's	2017A	\$3,012,500.00	9	Refinance LGIF ³ 2007 Series A Loan
			\$1,487,500.00	19	Refinance LGIF ³ 2007 Series A Loan
			\$3,925,500.00	29	Roadway improvements
Charlestown	Cecil	2012A	\$483,400.00	11	Refinance existing debt
			\$77,600.00	14	Drainage and water basin installation
Charlestown	Cecil	2014A	\$111,500.00	16	Shoreline Protection
Chesapeake Beach	Calvert	2010A	\$1,458,300.00	12	Water storage tank and production

Local Government Infrastructure Program Current Resolution (2010-Present)					
Infrastructure Loans Financed with the Proceeds of the Bonds					
(Outstanding Loans as of December 31st, 2018)					
Local Government	Location by County	Series of Bonds	Amount of Loan Outstanding(\$)	Remaining Loan Term (in years)	Purpose
Chestertown	Kent	2012A	\$1,543,500.00	14	Purchase marina property
Crisfield	Somerset	2017A	\$394,000.00	9	Refinance LGIF ³ 2007 Series A Loan
Cumberland	Allegany	2012B	\$1,123,900.00	14	Capital improvements
Cumberland	Allegany	2014A	\$924,500.00 \$706,000.00 \$4,335,000.00	6 11 16	Vehicle, Equipment, Information System Ambulance, ERP System, Vacuum Truck Facility, Street, Water and Sewer Impts
Cumberland	Allegany	2015A	\$447,500.00 \$2,284,000.00	7 17	Equipment purchases Facility, street, water and sewer improvements
Cumberland	Allegany	2017A	\$398,500.00 \$692,000.00	6 9	Vehicles, equipment, software acquisition Vehicles, heavy equipment, facility improvements
Cumberland	Allegany	2018A	\$525,894.00 \$646,000.00 \$1,274,707.00	7 10 30	Vehicles Heavy equipment purchases Water system improvements
District Heights	Prince George's	2016A	\$3,880,000.00	18	Senior Center and Youth Counseling Center construction
Federalsburg	Caroline	2013A	\$849,000.00	10	Street improvements
Federalsburg	Caroline	2015A	\$2,529,500.00	16	Refinance existing debt
Forest Heights	Prince George's	2015A	\$423,500.00	12	Road and sidewalk improvements
Forest Heights	Prince George's	2018A	\$1,022,014.00	20	Street improvements
Havre de Grace	Harford	2016A	\$4,020,000.00	13	Opera House improvements and water treatment plant rehabilitation

Local Government Infrastructure Program Current Resolution (2010-Present)

Infrastructure Loans Financed with the Proceeds of the Bonds

(Outstanding Loans as of December 31st, 2018)

Local Government	Location by County	Series of Bonds	Amount of Loan Outstanding(\$)	Remaining Loan Term (in years)	Purpose
Hyattsville	Prince George's	2010A	\$2,136,500.00	7	Street and sidewalk improvements
Hyattsville	Prince George's	2012B	\$1,576,600.00	9	Parking facility improvements, parking meters field renovations, street improvements
Indian Head	Charles	2018A	\$252,776.00 \$247,339.00 \$296,807.00 \$197,871.00	10 30 30 30	Equipment and vehicle purchases Water & wastewater system improvements Boardwalk improvements Property acquisition
Laurel	Prince George's	2012A	\$1,213,500.00	4	Fleet purchases, pool improvements, facility maintenance, street improvements, IT purchases
Laurel	Prince George's	2016A	\$4,265,000.00	8	Facility maintenance, fleet purchases, IT purchases, park improvements, and street improvements
Laurel	Prince George's	2017A	\$2,865,500.00	4	Refinance LGIF ³ 2007 Series B Loan
Manchester	Carroll	2016A	\$1,410,000.00	8	Town hall and police station construction
Middletown	Frederick	2010A	\$148,500.00	5	Refinance FHA ¹ loan
Middletown	Frederick	2015A	\$2,232,500.00 \$4,238,500.00	17 27	Street improvements and reservoir cover Water line replacement
Mount Airy	Carroll & Frederick	2012B	\$5,194,300.00	14	Refinance existing debt, water main replacements, water pump station
Myersville	Frederick	2014A	\$325,500.00	6	Street Improvements
New Carrollton	Prince George's	2015A	\$367,000.00	4	Refinance existing debt
New Carrollton	Prince George's	2017A	\$1,427,500.00	14	Renovate municipal building
North East	Cecil	2014A	\$1,698,500.00	16	Road Way Improvement

Local Government Infrastructure Program Current Resolution (2010-Present)					
Infrastructure Loans Financed with the Proceeds of the Bonds					
(Outstanding Loans as of December 31st, 2018)					
Local Government	Location by County	Series of Bonds	Amount of Loan Outstanding(\$)	Remaining Loan Term (in years)	Purpose
Oakland	Garrett	2010A	\$286,500.00	2	Community Center and street improvements
			\$1,093,500.00	12	Refinance bank loans and USDA ² loans
Perryville	Cecil	2016A	\$2,230,000.00	13	Construct police station
Riverdale Park	Prince George's	2013A	\$619,400.00	10	Street improvements and community center
			\$2,309,700.00	25	Community center improvements
Smithsburg	Washington	2018A	\$278,053.44	30	Land acquisition
Snow Hill	Worcester	2012A	\$155,500.00	2	Refinance existing loan
Somerset County Sanitary Comm.	Somerset	2013A	\$40,100.00	3	Refinance USDA ² loan
			\$220,500.00	17	Refinance USDA ² loan
Somerset County Sanitary Comm.	Somerset	2015A	\$663,500.00	6	Refinance existing debt
St. Mary's Metropolitan Commission	St. Mary's	2010A	\$8,466,800.00	12	Water and sewer system improvements
St. Mary's Metropolitan Commission	St. Mary's	2012B	\$6,467,800.00	14	Water and sewer system improvements
St. Mary's Metropolitan Commission	St. Mary's	2013A	\$12,846,300.00	15	Water and sewer system improvements
St. Mary's Metropolitan Commission	St. Mary's	2014A	\$18,575,500.00	16	Water and sewer system improvements
Takoma Park	Montgomery	2015A	\$1,129,500.00	7	Refinance existing debt
Takoma Park	Montgomery	2017A	\$1,903,500.00	14	Roadway improvements
			\$6,871,000.00	29	Library and community center renovation
Taneytown	Carroll	2014A	\$6,356,973.72	14	Redeem 2008 Bank Loan
			\$696,526.28	16	Wastewater Treatment Plant Upgrade

Local Government Infrastructure Program Current Resolution (2010-Present)					
Infrastructure Loans Financed with the Proceeds of the Bonds					
(Outstanding Loans as of December 31st, 2018)					
Local Government	Location by County	Series of Bonds	Amount of Loan Outstanding(\$)	Remaining Loan Term (in years)	Purpose
Trappe	Talbot	2017A	\$1,180,500.00	22	Refinance USDA ² Loan
			\$1,623,500.00	25	Refinance USDA ² Loan
Union Bridge	Carroll	2017A	\$1,226,500.00	16	Refinance bank loan
Westminster	Carroll	2012B	\$642,400.00	4	Refinance existing debt
Westminster	Carroll	2017A	\$4,832,500.00	19	Roadway improvements
Total:			\$173,445,000		

Note: ¹ Farmer's Home Administration
² United States Department of Agriculture
³ Maryland Local Government Infrastructure Finance Program

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SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTIONS

The following is a brief summary of certain provisions of the Resolutions. It is not a complete recital of the terms of the Resolutions and reference should be made to the Resolutions for a complete statement of their terms.

Certain Definitions

In addition to the terms defined elsewhere in this Official Statement, the following are definitions of certain terms contained in this Official Statement. Terms used but not defined herein shall have the meanings set forth in the Resolutions.

“Additional Bonds” means any Bonds, other than the Series 2010A Bonds, issued by the Administration pursuant to the Current Resolution.

“Authorized Denomination” or **“Authorized Denominations,”** when used with respect to any Bonds, has the meaning set forth in the Series Resolution under which such Bonds are issued.

“Authorized Officer” means the Secretary, the Deputy Secretary of the Department, the Director, any Deputy Director of the Administration and any program director within the Administration and, when used with respect to any act, any other person duly authorized by the regulations of the Administration or by the Secretary to perform such act.

“Bonds” means the Prior Bonds, the Series 2019A Bonds and any other Additional Bonds.

“Cash Flow Certificate” means a Certificate of the Administration demonstrating that the sum of:

- (a) the Revenues scheduled to be derived with respect to all outstanding Infrastructure Loans,
 - (b) any other amounts payable under outstanding Infrastructure Loans,
 - (c) interest and other income estimated by the Administration to be derived from the investment or deposit of money available therefor in any fund or account created by or pursuant to the Current Resolution, and
 - (d) any other moneys or funds pledged to the payments of the Bonds,
- will be sufficient to pay the principal of and interest on all Outstanding Bonds.

“Cost of Issuance” means all items of expense payable or reimbursable directly or indirectly by the Administration and related to the authorization, sale and issuance of Bonds and the financing of Infrastructure Loans.

“County” means any of the twenty-three counties of the State or Baltimore City.

“Current Resolution” means the Resolution Providing for the issuance of Local Government Infrastructure Bonds adopted by the Administration as of August 1, 2010, as amended and supplemented.

“Debt Service Reserve Fund” means, (i) with respect to the Series 2019A-2 Bonds, the Series 2015A-2 Bonds and the Series 2016A-2 Bonds, the 2015/2016/2019 Aggregate Debt Service Reserve Fund Requirement established pursuant to the Current Resolution, (ii) with respect to the

Series 2010A-2 Bonds, the Series 2012A-2, the Series 2012B-2 Bonds, the Series 2017A-2 Bonds and the Series 2018A-2 Bonds, the Aggregate Debt Service Reserve Fund established pursuant to the Current Resolution, (iii) with respect to the Series 2014A-2 Bonds, the standalone debt service reserve fund securing such Prior Subordinated Bonds, (iv) with respect to the Series 2013A-2 Bonds, the standalone debt service reserve fund securing such Prior Subordinated Bonds, and (v) with respect to any Series of Additional Bonds constituting Subordinated Bonds, the debt service reserve fund that secures such Series of Additional Bonds.

“Debt Service Reserve Fund Requirement” means, (i) with respect to the Series 2019A-2 Bonds, the Series 2015A-2 Bonds and the Series 2016A-2 Bonds, the 2015/2016/2019 Aggregate Debt Service Reserve Fund Requirement established pursuant to the Current Resolution, (ii) with respect to the other Prior Subordinated Bonds, the Prior Debt Service Reserve Fund Requirement established for such Subordinated Bonds and the related Debt Service Reserve Fund under the Current Resolution, and (iii) with respect to any Series of Additional Bonds constituting Subordinated Bonds, the debt service reserve requirement established for such Subordinated Bonds under the Current Resolution, as amended and supplemented by the Series Resolution related thereto.

“Deputy Director” means any deputy director of the Administration duly appointed by the Secretary pursuant to the Act.

“Deputy Secretary” means any deputy secretary duly appointed by the Secretary pursuant to the Act.

“Federal Obligations” means direct obligations of (including obligations issued or held in book-entry form on the books of) the Department of Treasury of the United States of America.

“Fiscal Year” means the period of 12 calendar months commencing on July 1 in any calendar year and ending on June 30 in the following calendar year or such other period of 12 calendar months as shall be established as the fiscal year of the Administration.

“Interest Payment Date” means each date on which interest on any Bonds is required to be paid under the Current Resolution and the applicable Series Resolution.

“Loan Accounts” means the accounts so designated which may be established pursuant to the Current Resolution.

“Municipality” means a municipal corporation in Maryland subject to the provisions of Article XI-E of the Maryland Constitution.

“Outstanding” or **“Bonds Outstanding”** means all Bonds which have been delivered under the Current Resolution, except:

- (a) Bonds surrendered to the Trustee for cancellation;
- (b) Bonds or portions thereof for the payment or redemption of which cash funds or Federal Obligations or any combination thereof shall have been theretofore deposited with the Trustee (whether upon or before the maturity or redemption date of any such Bonds); *provided* that, if such Bonds are to be redeemed before the maturity thereof, notice of such redemption shall have been given or arrangements satisfactory to the Trustee shall have been made therefor, or waiver of such notice satisfactory in form to the Trustee shall have been filed with the Trustee; and
- (c) Bonds in lieu of which other Bonds have been authenticated and delivered under the Current Resolution.

“Paying Agent” means any bank or trust company designated pursuant to a Series Resolution to serve as a paying agent or place of payment for Bonds, and any successors designated in accordance with the Current Resolution.

“Permitted Investments” means any of the following investments which at the time are legal investments for moneys of the Administration which are then proposed to be invested therein:

- (1) Federal Obligations;
- (2) bonds, debentures, notes or other evidences of indebtedness issued or guaranteed by any federal agency, instrumentality or public corporation including (without limitation): Farmers Home Administration; General Services Administration; U.S. Maritime Administration; Small Business Administration; Government National Mortgage Association (GNMA); and U.S. Department of Housing & Urban Development;
- (3) bonds, notes or other evidences of indebtedness rated in the highest investment grade rating by any Rating Agency issued by the Federal National Mortgage Association or the Federal Home Loan Mortgage Corporation with remaining maturities not exceeding three years;
- (4) U.S. dollar denominated deposit accounts, federal funds and banker’s acceptances with domestic commercial banks short term certificates of deposit of which are rated on the date of purchase in one of the two highest rating categories of any Rating Agency maturing no more than 360 days after the date of purchase;
- (5) commercial paper which is rated at the time of purchase in the highest rating category of any Rating Agency which matures not more than 270 days after the date of purchase;
- (6) pre-refunded municipal obligations consisting of bonds or other obligations of any state of the United States of America or of any agency, instrumentality or political subdivision thereof which are not callable at the option of the obligor prior to maturity or as to which irrevocable instructions have been given by the obligor to call on the date specified in the notice (A) which are rated in the highest rating category of any nationally recognized rating agency; or (B) which are fully secured as to principal, interest and redemption premium, if any, by a fund consisting only of cash or obligations described in paragraph (1) above, which fund may be applied only to the payment of such principal, interest and redemption premium, if any, on the maturity date thereof, respectively, or the redemption date set forth in such irrevocable instructions, as appropriate, *provided* that the sufficiency of such cash or obligation to provide for such payment shall have been verified by a nationally recognized independent certified public accountant;
- (7) repurchase agreements for obligations described in clause (1) or (2) above or investment agreements which are, or are issued or guaranteed by an entity, rated by a Rating Agency in its highest rating category or fully collateralized by obligations described in clause (1) or (2) above (any such collateralized investment agreement being referred to as a “Collateralized Investment Agreement”); *provided* that (i) such obligations shall be delivered to the Trustee or supported by a safekeeping receipt or other confirmatory documentation satisfactory to the Trustee; (ii) the Trustee shall have a perfected security interest in such obligations; (iii) such obligations shall be free and clear of any other liens or encumbrances; and (iv) such repurchase agreements or Collateralized Investment Agreements shall provide that the value of the underlying obligations shall be continuously maintained at a current market value of not less than 102% of the repurchase price or the amount deposited thereunder, as the case may be (the value of such obligations to be determined by the Trustee at least once in each seven day period);
- (8) shares in investment companies at least 90% of the assets of which consist of obligations described in clauses (1) through (7) above, including any proprietary mutual fund of the

Trustee for which the Trustee or an affiliate is investment advisor or provides other services and receives reasonable compensation for such services; and

(9) Other forms of investments approved in writing by the issuer of a credit facility securing the related series of Senior Bonds or Subordinated Bonds.

“Pledged Funds” means any and all revenues, proceeds, payments, rents, charges and other income derived from an Infrastructure Project or any other facilities of a Local Government that are pledged to secure payment of a Local Obligation.

“Prepayment” means any money received from a payment of principal on an Infrastructure Loan in excess of the scheduled payments of principal then due on such Infrastructure Loan or from the sale of an Infrastructure Loan pursuant to the Current Resolution.

“Prior Bonds” means, collectively, the Series 2010A Bonds, the Series 2012A Bonds, the Series 2012B Bonds, the Series 2013A Bonds, the Series 2014A Bonds, the Series 2015A Bonds, the Series 2016A Bonds, the Series 2017A Bonds and the Series 2018A Bonds.

“Prior Debt Service Reserve Fund Requirement” means the amount required to make the amount on deposit in any of the Prior Debt Service Reserve Funds equal the debt service reserve requirement for the Subordinated Bonds secured by such fund.

“Prior Debt Service Reserve Funds” means, collectively, (i) the Aggregate Debt Service Reserve Fund previously established under the Current Resolution to secure the Series 2010A-2 Bonds, the Series 2012A-2, the Series 2012B-2 Bonds, the Series 2017A-2 Bonds and the Series 2018A-2 Bonds, (ii) the standalone debt service reserve fund previously established under the Current Resolution to secure the Series 2013A-2 Bonds, (iii) the standalone debt service reserve fund previously established under the Current Resolution to secure the Series 2014A-2 Bonds.

“Prior Senior Bonds” means, collectively, the Series 2010A-1 Bonds, the Series 2012A-1 Bonds, the Series 2012B-1 Bonds, the Series 2013A-1 Bonds, the Series 2014A-1 Bonds, the Series 2015A-1 Bonds, the Series 2016A-1 Bonds, the Series 2017A-1 Bonds and the Series 2018A-1 Bonds.

“Prior Subordinated Bonds” means, collectively, the Series 2010A-2 Bonds, the Series 2012A-2 Bonds, the Series 2012B-2 Bonds, the Series 2013A-2 Bonds, the Series 2014A-2 Bonds, the Series 2015A-2 Bonds, the Series 2016A-2 Bonds, the Series 2017A-2 Bonds and the Series 2018A-2 Bonds.

“Program” means the Administration’s program of financing of each Infrastructure Loan pursuant to the provisions of the Current Resolution and the Act.

“Rating Agency” means Fitch Ratings, Moody’s Investors Service, Inc., S&P Global Ratings Services or any other nationally recognized statistical rating organization, and their successors and assigns.

“Redemption Fund” means the fund so designated which is established by the Current Resolution.

“Revenue Fund” means the fund so designated which is established by the Current Resolution.

“Revenues” means all payments, proceeds, rents, charges and other cash income derived by or for the account of the Administration from or related to the Program, including (without

limitation) the payments of principal of and interest on Infrastructure Loans (whether paid by or on behalf of any Local Government), exclusive of (1) Prepayments, (2) investment income in any funds and accounts established under the Current Resolution, and (3) any financing, commitment or similar fees or charges of the Administration in connection with the financing of an Infrastructure Loan (unless expressly pledged as security for Bonds).

“Senior Bonds” means the Prior Senior Bonds, the Series 2019A-1 Bonds and any other obligations issued pursuant to the provisions of the Current Resolution authorizing Senior Bonds.

“Senior-Subordinated Issue” means each simultaneous issue of a Series of Senior Bonds and Subordinated Bonds.

“Serial Bonds” means Bonds so designated in the Current Resolution or a Series Resolution.

“Series” or **“Series of Bonds”** means all Bonds designated as such in the Current Resolution or a Series Resolution authorizing the issuance thereof, regardless of variations in maturity, interest rate or other provisions, and any Bond thereafter delivered in lieu of or in substitution for any of such Bonds.

“Series Resolution” means a resolution and determination of the Administration, with the approval of the Secretary, authorizing the issuance of Bonds.

“Series 2010A Bonds” means, together, the Series 2010A-1 Bonds and the Series 2010A-2 Bonds.

“Series 2010A-1 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Senior Obligations), 2010 Series A-1 in the original aggregate principal amount of \$19,395,000.

“Series 2010A-2 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Subordinate Obligations), 2010 Series A-2 in the original aggregate principal amount of \$8,515,000.

“Series 2012A Bonds” means, together, the Series 2012A-1 Bonds and the Series 2012A-2 Bonds.

“Series 2012A-1 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Senior Obligations), 2012 Series A-1 in the original aggregate principal amount of \$9,550,000.

“Series 2012A-2 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Subordinate Obligations), 2012 Series A-2 in the original aggregate principal amount of \$4,420,000.

“Series 2012B Bonds” means, together, the Series 2012B-1 Bonds and the Series 2012B-2 Bonds.

“Series 2012B-1 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Senior Obligations), 2012 Series B-1 in the original aggregate principal amount of \$14,900,000.

“Series 2012B-2 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Subordinate Obligations), 2012 Series B-2 in the original aggregate principal amount of \$6,855,000.

“Series 2013A Bonds” means, together, the Series 2013A-1 Bonds and the Series 2013A-2 Bonds.

“Series 2013A-1 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Senior Obligations), 2013 Series A-1 in the original aggregate principal amount of \$14,660,000.

“Series 2013A-2 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Subordinate Obligations), 2013 Series A-2 in the original aggregate principal amount of \$6,720,000.

“Series 2014A Bonds” means, together, the Series 2014A-1 Bonds and the Series 2014A-2 Bonds.

“Series 2014A-1 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Senior Obligations), 2014 Series A-1 in the original aggregate principal amount of \$27,605,000.

“Series 2014A-2 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Subordinate Obligations), 2014 Series A-2 in the original aggregate principal amount of \$12,720,000.

“Series 2015A Bonds” means, together, the Series 2015A-1 Bonds and the Series 2015A-2 Bonds.

“Series 2015A-1 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Senior Obligations), 2015 Series A-1 in the original aggregate principal amount of \$13,215,000.

“Series 2015A-2 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Subordinate Obligations), 2015 Series A-2 in the original aggregate principal amount of \$5,650,000.

“Series 2016A Bonds” means, together, the Series 2016A-1 Bonds and the Series 2016A-2 Bonds.

“Series 2016A-1 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Senior Obligations), 2016 Series A-1 in the original aggregate principal amount of \$18,020,000.

“Series 2016A-2 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Subordinate Obligations), 2016 Series A-2 in the original aggregate principal amount of \$7,715,000.

“Series 2017A Bonds” means, together, the Series 2017A-1 Bonds and the Series 2017A-2 Bonds.

“Series 2017A-1 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Senior Obligations), 2017 Series A-1 in the original aggregate principal amount of \$27,310,000.

“Series 2017A-2 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Subordinate Obligations), 2017 Series A-2 in the original aggregate principal amount of \$11,725,000.

“Series 2018A Bonds” means, together, the Series 2018A-1 Bonds and the Series 2018A-2 Bonds.

“Series 2018A-1 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Senior Obligations), 2018 Series A-1 in the original aggregate principal amount of \$4,535,000.

“Series 2018A-2 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Infrastructure Bonds (Subordinate Obligations), 2018 Series A-2 in the original aggregate principal amount of \$1,925,000.

“Series 2019A Bonds” means, together, the Series 2019A-1 Bonds and the Series 2019A-2 Bonds.

“Series 2019A-1 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Taxable Infrastructure Bonds (Senior Obligations), 2019 Series A-1.

“Series 2019A-2 Bonds” means the Community Development Administration Maryland Department of Housing and Community Development Local Government Taxable Infrastructure Bonds (Subordinate Obligations), 2019 Series A-2.

“Series 2019A Resolution” means the Series Resolution authorizing the issuance of the Series 2019A Bonds that will be adopted by the Administration.

“Sinking Fund Installment” means any amount of money required by or pursuant to a Series Resolution to be paid on a specified date by the Administration toward the retirement of any particular Term Bonds before maturity.

“Subordinated Bonds” means the Prior Subordinated Bonds, the Series 2019A-2 Bonds and any other obligations issued pursuant to the provisions of the Current Resolution authorizing Subordinated Bonds.

“Surplus Fund” means the fund so designated which is established by the Current Resolution.

“Supplemental Resolution” means a resolution of the Administration adopted pursuant to the Current Resolution.

“Taxable Bonds” means any Bonds the income from which will be or is intended to be includable in gross income for federal income tax purposes under the Code as determined at the time of issue by the Administration.

“Tax-Exempt Bonds” means Bonds with respect to which there shall have been delivered to the Administration an Opinion of Bond Counsel to the effect that the interest on such Bonds will be or is intended to be excludable from gross income for federal income tax purposes under the Code as determined at the time of issue by the Administration.

“Term Bonds” means Bonds so designated in the Current Resolution or a Series Resolution.

Additional Obligations

The Administration expressly reserves the right to adopt one or more additional bond or note resolutions and reserves the right to issue bonds, notes or other obligations for any lawful purpose or program so long as they are not secured by a charge or lien prohibited under the Current Resolution.

Temporary Accounts

Each Series Resolution may establish a Capitalized Interest Account to provide funds to be transferred by the Trustee to the Revenue Fund from time to time for the payment of interest to accrue on Bonds.

Each Series Resolution may establish a Cost of Issuance Account to provide funds to be applied by the Trustee to pay the Cost of Issuance of Bonds.

The Trustee shall transfer any remaining balance in any Capitalized Interest Account or Cost of Issuance Account to a Loan Account or to the Revenue Fund as directed in a certificate of the Administration.

Loan Fund and Loan Accounts

Each Series Resolution shall establish a separate Loan Fund to be held by the Trustee, to record the receipt and disbursement of any proceeds of the Bonds authorized under such Series Resolution for the financing of Infrastructure Loans, or for the refinancing of Infrastructure Loans previously financed by the Administration. Within the Loan Fund, the Trustee shall establish a Loan Account for each Infrastructure Loan as shall be directed by the Administration in accordance with such Series Resolution.

The Trustee shall, from time to time, pay out money in each Loan Account held for the purpose of making or purchasing Infrastructure Loans or reimbursing the Administration for payments made by it from other funds for that purpose upon the following terms:

(1) on or before the first disbursement with respect to each Infrastructure Loan, there shall be delivered to the Trustee each of the following:

(a) a Certificate of the Administration (A) identifying such Infrastructure Loan, (B) setting forth the principal amount thereof and the date and amount of each loan payment due under such Infrastructure Loan, (C) if such Infrastructure Loan is to be funded from sources other than proceeds of Bonds, identifying such sources and the amount thereof and (D) including a statement to the effect that such Infrastructure Loan is made in accordance with the provisions of the Current Resolution; and

(b) a Cash Flow Certificate, if either (A) such Infrastructure Loan is to be made or an existing Infrastructure Loan is to be increased from Prepayments of another Infrastructure Loan deposited into the Redemption Fund, or is being made in lieu of an Infrastructure Loan identified in a previous Cash Flow Certificate or (B) the terms of such Infrastructure Loan materially differ from the terms of the Infrastructure Loan which was prepaid or so identified, respectively.

(2) on or before each disbursement with respect to such Infrastructure Loan, a Certificate of the Administration stating:

- (a) the Loan Account from which such disbursement is to be made;
- (b) the name of the person to, and Infrastructure Loan for, which the payment is to be made;
- (c) the amount to be paid and the manner of the payment; and
- (d) that the amount then to be disbursed, together with all prior disbursements from such Loan Account and any other funding source for such Infrastructure Loan on account of such Infrastructure Loan, will not exceed in the aggregate the authorized amount of such Infrastructure Loan.

All interest and other income received from the deposit and investment of money in Loan Accounts shall be transferred by the Trustee, as received, to the Revenue Fund.

Upon the direction of the Administration, the Trustee shall (1) transfer amounts in any Loan Account to the Redemption Fund and (2) transfer any part or all of the amounts so transferred to the Loan Account for disbursement.

The Administration covenants to enforce the provisions of each Infrastructure Loan or accompanying documents required against each Local Government or the agency or instrumentality of the Local Government.

The Administration will not make any Infrastructure Loan or purchase any Local Obligation unless the Administration first receives an opinion of counsel to the Local Government or the agency or instrumentality of the Local Government acceptable to counsel to the Administration to the effect that: (i) the Local Government or the agency or instrumentality of the Local Government has duly authorized the execution and delivery of the Local Obligation, the Repayment Agreement and the Pledge Agreement, and (ii) the Local Government has pledged its full faith and credit or guaranteed the obligation of an agency or instrumentality of the Local Government secured by a pledge of the full faith and credit of the Local Government to the payment of the Local Obligation.

Deposit into Funds and Accounts

The Administration will collect and deposit with the Trustee all Revenues and Prepayments received from Local Governments on the date of receipt or as soon thereafter as practicable. The source of all moneys so deposited shall be identified by the Administration. All such moneys and any other moneys that the Trustee receives on account of any Infrastructure Loan shall be paid as follows:

- (1) all Revenues shall be deposited in the Revenue Fund; and
- (2) all Prepayments shall be deposited in the Redemption Fund.

Funds and Accounts

Revenue Fund. On or before each Interest Payment Date with respect to any Bonds, each date on which Bonds mature or are to be redeemed and such other date as shall be directed by the Administration, the Trustee shall withdraw moneys in the Revenue Fund and, except as otherwise provided in any Series Resolution pursuant to which such Bonds are issued, apply the amounts withdrawn in the following order of priority:

(1) an amount equal to the unpaid interest due and payable on Outstanding Bonds (exclusive of Subordinated Bonds) on such date shall be applied to the payment of such interest, or transmitted to one or more Paying Agents who shall apply such amount to such payment;

(2) an amount equal to the principal amount of such Outstanding Bonds (exclusive of Subordinated Bonds), if any, shall be applied to the payment of such principal or transmitted to one or more Paying Agents who shall apply such amount to such payment on such date, and an amount equal to the Sinking Fund Installment, if any, due on such date shall be applied to the redemption of a like principal amount of Term Bonds redeemed on such date or transmitted to one or more Paying Agents who shall apply such amount to such redemption;

(3) an amount equal to the unpaid interest due and payable on Outstanding Bonds constituting Subordinated Bonds on such date shall be applied to the payment of such interest, or transmitted to one or more Paying Agents who shall apply such amount to such payment;

(4) an amount equal to the principal amount of such Outstanding Bonds constituting Subordinated Bonds, if any, shall be applied to the payment of such principal or transmitted to one or more Paying Agents who shall apply such amount to such payment on such date, and an amount equal to the Sinking Fund Installment, if any, due on such date shall be applied to the redemption of a like principal amount of Term Bonds redeemed on such date or transmitted to one or more Paying Agents who shall apply such amount to such redemption;

(5) any amount necessary to make the amount on deposit in any Debt Service Reserve Fund maintained for any Bonds (exclusive of Subordinated Bonds) equal to the Debt Service Reserve Fund Requirement for such Debt Service Reserve Fund shall be transferred to such Debt Service Reserve Fund;

(6) any amount necessary to make the amount on deposit in any Debt Service Reserve Fund maintained for any Bonds constituting Subordinated Bonds equal to the Debt Service Reserve Fund Requirement for such Debt Service Reserve Fund shall be transferred to such Debt Service Reserve Fund; and

(7) upon the payment of the principal of or the Sinking Fund Installment for Bonds with respect to each Fiscal Year, the remainder shall be paid to the Surplus Fund.

On or before each date on which a Sinking Fund Installment is due, the Trustee shall proceed to select for redemption from all Outstanding Bonds subject to redemption from such Sinking Fund Installment Bonds in principal amount equal to such Sinking Fund Installment, and shall call such Bonds for redemption. Prior to the date on which the Trustee is required to give notice of the redemption of Bonds from a Sinking Fund Installment, the Administration may deliver to the Trustee for cancellation Bonds which are subject to redemption from such Sinking Fund Installment. Each Bond or portion thereof so delivered and any Bonds subject to redemption from a Sinking Fund Installment that are redeemed shall be credited by the Trustee at the principal amount against such Sinking Fund Installments and the principal amount of Bonds to be redeemed from such Sinking Fund Installment shall be accordingly reduced.

Upon the direction of the Administration, the Trustee shall apply moneys in the Revenue Fund held for the payment of any Sinking Fund Installment to the purchase of Outstanding Bonds subject to redemption from such Sinking Fund Installment, and upon such purchase such Bonds shall be canceled and the amount of such Sinking Fund Installment shall thereupon be reduced by the principal amount of such Bonds so purchased and canceled. The price paid by the Trustee (excluding accrued interest, but including any brokerage and other charges) for any Bond purchased shall not exceed 100% of the principal amount thereof, plus interest accrued to the date of such purchase.

The Administration reserves the right to transfer any amount from other legally available funds to the Trustee for deposit to the Revenue Fund in payment and satisfaction of a corresponding amount of the scheduled principal or interest payments due on any Infrastructure Loan or to advance such money to cure or avert a default on any Infrastructure Loan, or to make any payment of principal of and premium, if any, and interest on any Sinking Fund Installment for any Bonds. The Administration shall be entitled to recover from the Local Government any amounts so advanced, together with interest thereon at the rate payable on the Infrastructure Loan, or to enforce its right to such recovery under the Infrastructure Loan.

Debt Service Reserve Fund.

(a) Series 2019A-2 Bonds.

(1) The 2015/2016/2019 Aggregate Debt Service Reserve Fund created by the Current Resolution to secure the Series 2015A-2 Bonds, the Series 2016A-2 and the Series 2019A-2 Bonds and shall secure only such Bonds. The 2015/2016/2019 Aggregate Debt Service Reserve Fund may secure Additional Bonds constituting Subordinated Bonds, provided that upon the issuance of such Additional Bonds there shall be deposited to the 2015/2016/2019 Aggregate Debt Service Reserve Fund the amount required to make the amount on deposit therein equal to the 2015/2016/2019 Aggregate Debt Service Reserve Fund Requirement, after giving effect to the issuance of such Additional Bonds. The 2015/2016/2019 Aggregate Debt Service Reserve Fund is not pledged to the payment of the Series 2010A-2 Bonds, the Series 2012A-2 Bonds, the Series 2012B-2 Bonds, the Series 2017A-2 Bonds or the Series 2018A-2 Bonds. Amounts on deposit in the Prior Debt Service Reserve Funds are not available to pay the outstanding Series 2019A-2 Bonds.

(2) If the amount on deposit in the Revenue Fund is insufficient to provide for the payment of the principal of, any Sinking Fund Installment for or any interest on Outstanding Series 2019A-2 Bonds on any date, then the Trustee forthwith shall transfer moneys from the 2015/2016/2019 Aggregate Debt Service Reserve Fund to the Revenue Fund to the extent necessary to make good any such deficiency.

(3) The Trustee shall determine the value of the assets of the 2015/2016/2019 Aggregate Debt Service Reserve Fund as of the close of business on each June 1 and December 1, and on any other date upon the Request of the Administration. As promptly as practicable after making such determination, the Trustee shall notify the Administration of the result of such determination and of the amount of any deficiency or surplus determined to exist in the 2015/2016/2019 Aggregate Debt Service Reserve Fund. Interest earned and profits realized as a result of the investment of amounts on deposit in the 2015/2016/2019 Aggregate Debt Service Reserve Fund shall be applied as provided in the Resolutions.

(4) In the case of the 2015/2016/2019 Aggregate Debt Service Reserve Fund:

(i) a “deficiency” shall mean that the value of the assets of the 2015/2016/2019 Aggregate Debt Service Reserve Fund, determined in accordance with the Current Resolution is less than the 2015/2016/2019 Aggregate Debt Service Reserve Fund Requirement for such fund; and

(ii) a “surplus” shall mean that the value of the assets of the 2015/2016/2019 Aggregate Service Reserve Fund, determined in accordance with the Current Resolution, is in excess of the 2015/2016/2019 Aggregate Debt Service Reserve Fund Requirement for such fund.

(5) If the amount on deposit in the 2015/2016/2019 Aggregate Debt Service Reserve Fund exceeds the 2015/2016/2019 Aggregate Debt Service Reserve Fund Requirement for such fund, then the Trustee shall transfer the amount of the surplus from time to time to such funds and accounts as shall be directed by the Administration.

(6) If the Administration shall determine to provide for the payment of the Series 2015A-2 Bonds, the Series 2016A-2 Bonds, the Series 2019A-2 Bonds or any series of Additional Bonds secured by the 2015/2016/2019 Aggregate Debt Service Reserve Fund as provided in the Current Resolution, on the date on which such Bonds are deemed to be paid, the amount by which the amount then on deposit in the 2015/2016/2019 Aggregate Debt Service Reserve Fund exceeds the 2015/2016/2019 Aggregate Debt Service Reserve Fund Requirement for such fund, taking into account the Bonds then deemed to be paid in accordance with the Current Resolution, then an amount necessary to provide for the payment of the Bonds pursuant to the Current Resolution shall be paid to the escrow deposit agent for such Bonds upon the Order of the Administration.

(b) Prior Subordinated Bonds.

(1) The Prior Debt Service Reserve Funds created by the Current Resolution to secure certain Prior Subordinated Bonds shall not secure the Series 2019A-2 Bonds. The Prior Debt Service Reserve Funds are pledged solely to the payment of certain Outstanding Prior Subordinated Bonds secured thereby and any other Series of Additional Bonds secured thereby.

(2) If the amount on deposit in the Revenue Fund is insufficient to provide for the payment of the principal of, any Sinking Fund Installment for or any interest on certain Outstanding Prior Subordinated Bonds, and in the case of any aggregated Prior Debt Service Reserve Fund any other series of Additional Bonds secured by such Prior Debt Service Reserve Fund, on any date, then the Trustee forthwith shall transfer moneys from the related Prior Debt Service Reserve Fund to the Revenue Fund to the extent necessary to make good any such deficiency.

(3) The Trustee shall determine the value of the assets of each of the Prior Debt Service Reserve Funds as of the close of business on each June 1 and December 1, and on any other date upon the Request of the Administration. As promptly as practicable after making such determination, the Trustee shall notify the Administration of the result of such determination and of the amount of any deficiency or surplus determined to exist in each of the Prior Debt Service Reserve Funds for which such determination was made. Interest earned and profits realized as a result of the investment of amounts on deposit in any of the Prior Debt Service Reserve Funds shall be applied as provided in the Current Resolution.

(4) In the case of the Prior Debt Service Reserve Funds:

(i) a “deficiency” shall mean that the value of the assets of a Prior Debt Service Reserve Fund, determined in accordance with the Current Resolution is less than the Prior Debt Service Reserve Fund Requirement for such fund; and

(ii) a “surplus” shall mean that the value of the assets of a Prior Debt Service Reserve Fund, determined in accordance with the Current Resolution, is in excess of the Debt Service Reserve Fund Requirement for such fund.

(5) If the amount on deposit in a Prior Debt Service Reserve Fund exceeds the Debt Service Reserve Fund Requirement for such fund, then the Trustee shall transfer the amount of the surplus from time to time to such funds and accounts as shall be directed by the Administration.

(6) If the Administration shall determine to provide for the payment of any Series of the Prior Subordinated Bonds or any series of Additional Bonds secured by a Prior Debt Service Reserve Fund as provided in the Current Resolution, on the date on which such Bonds are deemed to be paid, the amount by which the amount then on deposit in the Prior Debt Service Reserve Fund securing such Bonds exceeds the Debt Service Reserve Fund Requirement for such fund, taking into account the Bonds then deemed to be paid in accordance with the Current Resolution, then an amount necessary to provide for the payment of the Bonds pursuant to the Current Resolution shall be paid to the escrow deposit agent for such Bonds upon the Order of the Administration.

(c) Additional Bonds.

(1) Any Series Resolution authorizing the issuance of Additional Bonds may provide that (i) such Bonds shall be secured by an aggregated Debt Service Reserve Fund, (ii) such Bonds shall not be secured by a Debt Service Reserve Fund, or (iii) such Bonds shall be secured by a separate Debt Service Reserve Fund solely securing such Bonds.

(2) If any Series Resolution authorizing the issuance of Additional Bonds provides that such Bonds shall be secured by a Debt Service Reserve Fund, such Series Resolution shall provide for the deposit in such Debt Service Reserve Fund on the date of issuance of such Bonds of the amount, if any, necessary to make the amount on deposit in such Debt Service Reserve Fund equal to the Debt Service Reserve Fund Requirement for such Debt Service Reserve Fund, after giving effect to the issuance of such Bonds.

(3) If any Series Resolution authorizing the issuance of Additional Bonds provides that such Bonds shall be secured by a Debt Service Reserve Fund established by such Series Resolution, such Series Resolution shall (i) establish the amount of the Debt Service Reserve Fund Requirement for such Debt Service Reserve Fund, and (ii) provide such terms with respect to the valuation of such Debt Service Reserve Fund and the application of any earnings on or surpluses in such Debt Service Reserve Fund as the Administration shall deem appropriate, any other provision of the Current Resolution to the contrary notwithstanding. If a separate Debt Service Reserve Fund is created for any Bonds, the Debt Service Reserve Fund Requirement and amounts to be deposited to the Debt Service Reserve Fund shall be calculated separately for each Debt Service Reserve Fund.

(4) Any provision of the Current Resolution requiring or permitting the application of amounts in the Debt Service Reserve Fund to the payment of any Bond shall refer to the Bonds secured by such Debt Service Reserve Fund.

(5) Unless the Administration directs otherwise, the Trustee shall transfer Revenues or any other amounts deposited with the Trustee for transfer to each Debt Service Reserve Fund on any date shall be allocated *pro rata* among all Debt Service Reserve Funds on the basis of the respective aggregate principal amounts of the Bonds outstanding secured by such Debt Service Reserve Funds.

Redemption Fund. Prepayments which shall be used and applied, either (1) to provide funds to a Loan Account to finance any Infrastructure Loan, including (without limitation) any additional advances under an existing Infrastructure Loan authorized by the Administration, (2) for the purchase or redemption of Outstanding Bonds, (3) for transfer to the Revenue Fund of amounts included in a Prepayment representing interest on a Infrastructure Loan, or (4) if a

sufficient amount of Bonds are not redeemable within such period and cannot be purchased at or below their principal amount or the redemption price applicable on their next ensuing redemption date, then any amount not so applied during said period shall be used and applied for one or more of the purposes authorized in clauses (1), (2) or (3) of this paragraph as soon thereafter as possible; provided that on the first day of each month while any Prepayment or amount transferred from a Loan Account is held in the Redemption Fund, the Trustee shall, unless otherwise directed by the Administration, transfer from the Redemption Fund to the Revenue Fund the scheduled monthly payment of principal of the Infrastructure Loan with respect to which the Prepayment was received or to which the Infrastructure Loan was to be made. Such Prepayments shall be so used and applied within six months after the receipt of such Prepayments, except that such six-month period may be extended if the Administration files with the Trustee a Cash Flow Certificate based upon the estimated investment earnings on such Prepayments, the scheduled Revenues to be received, if any, from any new Infrastructure Loans to be financed or amounts of any Infrastructure Loans to be increased, or upon the redemption of such Bonds.

The Administration may authorize an increase in the amount of any Infrastructure Loan or the financing of a new Infrastructure Loan, as contemplated above, and for such purpose, may appropriate any money at the time available in or transferred to the Redemption Fund, except as provided above, to one or more designated Loan Accounts for disbursement.

Upon receipt of the Certificate of the Administration, the Trustee shall apply money in the Redemption Fund not otherwise applied as indicated above to the purchase or redemption of Bonds designated in the Certificate. Bonds not purchased may be redeemed at a redemption price determined by the Series Resolution. Bonds shall not be purchased pursuant to this paragraph after notice is sent to Bondholders of the redemption of Bonds.

Interest and other income from the investment of amounts in the Redemption Fund shall be transferred by the Trustee to the Revenue Fund upon receipt thereof. Notwithstanding the foregoing sentence, the Administration may transfer moneys held in the Redemption Fund credited to or derived from any Series of Bonds being refunded to any other Series of Bonds (whether or not issued pursuant to the Current Resolution).

Surplus Fund. Subject to the further provisions of the Current Resolution, and subject to the provisions of any Series Resolution, amounts in the Surplus Fund shall be withdrawn by the Trustee from time to time upon the Order of the Administration and paid as follows:

(1) to any fund or account established or created pursuant to the Current Resolution or any Series Resolution; or

(2) to the Administration, free and clear of any lien and pledge created by the Current Resolution or any Series Resolution, for any lawful purpose of the Administration.

If there is not a sufficient amount in the Revenue Fund to provide for the payment of the principal of and interest on the Bonds and any Sinking Fund Installment due on Outstanding Bonds on any date, the Trustee shall withdraw from the Surplus Fund and pay into the Revenue Fund the amount of the deficiency then remaining. The Trustee shall notify the Administration in writing before any such withdrawal from the Surplus Fund.

Investment of Funds and Accounts

The Administration may direct the Trustee to, and in the absence of direction the Trustee shall, invest moneys in the funds and accounts held by the Trustee in Permitted Investments, the maturity or redemption date of which shall coincide as nearly as practicable with the times at which moneys in such funds or accounts will be required for the purposes provided in the Current Resolution.

Obligations purchased as an investment of moneys in any fund or account held by the Trustee under the provisions of the Current Resolution shall be deemed at all times to be a part of such fund or account, and except as otherwise expressly provided in the Current Resolution, the income or interest earned by, or the increment to, a fund or account due to the investment thereof shall be transferred to the Revenue Fund as received.

Except as otherwise provided in a Series Resolution, the amount in any fund or account held by the Trustee under the provisions of the Current Resolution shall be determined as of the end of each month on the basis of the market value of the obligations in which such amount is invested.

The Trustee shall sell at the best price obtainable, as determined by the Administration, or present for redemption, any obligation purchased by it as an investment whenever it shall be necessary in order to provide moneys to meet any payment or transfer from the fund or account for which such investment was made. The Trustee shall advise the Administration in writing, on or before the last day of each calendar month, of the details of all cash and investments held for the credit of, and transactions in, each fund or account in its custody under the provisions of the Current Resolution as of the end of the preceding month.

Discharge of Lien of Current Resolution

If the Administration shall pay or cause to be paid, or there shall otherwise be paid or provision for payment made, to the holders of the Bonds the principal of and premium, if any, and interest on the Bonds due or to become due at the times and in the manner stipulated in such Bonds, then unless there shall be delivered to the Trustee a Certificate of the Administration to the contrary, these presents and the estate and rights hereby granted shall cease, determine and be void, whereupon the Trustee shall cancel and discharge the lien of the Current Resolution, and execute and deliver to the Administration such instruments in writing as shall be requisite to release the lien hereof, and reconvey, release, assign and deliver to the Administration any and all of the estate, right, title and interest in and to any and all rights or property assigned or pledged to the Trustee or otherwise subject to the lien of the Current Resolution, except moneys and securities held by the Trustee or any Paying Agent for the payment of the principal of and premium, if any, and interest on Bonds not theretofore presented for payment.

Any Bond shall be deemed to be paid and for all purposes of the Current Resolution when payment of the principal of and premium, if any, and interest thereon to the due date thereof (whether such due date is by reason of maturity or upon redemption) either (1) shall have been made or caused to be made in accordance with the terms thereof, or (2) shall have been provided for by the irrevocable deposit with the Trustee, in trust, of moneys and Federal Obligations maturing as to principal and interest in such amounts and at such times as will ensure the availability of sufficient moneys to make such payment. At such time as a Bond shall be deemed to be paid in accordance with the Current Resolution, it shall no longer be secured by or entitled to the benefits of the Current Resolution, except for the purposes of any such payment from such moneys or Federal Obligations.

Events of Default

Each of the following shall constitute an Event of Default under the Current Resolution and is herein called an "Event of Default":

(a) interest on any Bond is not paid when the same becomes due, or the principal or redemption price of any Bond is not paid at maturity or at a redemption date at which such Bond is required to be redeemed or a Sinking Fund Installment is not paid when due;

(b) if there is a default in the performance or observance of any other covenants, agreements or conditions on the part of the Administration contained in the Current Resolution, a Series Resolution or the Bonds, and such default is not remedied after notice thereof; or

(c) if the Administration shall file a petition seeking a composition between the Administration and its creditors, or for the purpose of adjusting the claims of such creditors, under the federal bankruptcy laws or under any other applicable law or statute of the United States of America or of the State if the claims of such creditors are under any circumstances payable from the Revenues.

A default under the Current Resolution shall not be or constitute a default under any other resolution adopted by the Administration or with respect to any other obligation of the Administration.

Remedies; Rights of Bondholders

Upon the occurrence of such Event of Default the Trustee may, and upon the Request of the holders of not less than 25% of the Bonds (exclusive of any Subordinated Bonds) shall proceed, to protect and enforce its rights and the rights of the holders of the Bonds under the laws of the State and under the Current Resolution by such suits, actions or special proceedings in equity or at law, either for the specific performance of any covenant contained in the Current Resolution, or in aid or execution of any power granted, or for an accounting against the Administration as if the Administration were the trustee of an express trust or for the enforcement of any proper legal or equitable remedy as the Trustee shall deem most effectual to protect and enforce such rights.

Except as provided in the Current Resolution, the holders of a majority in aggregate principal amount of Bonds then Outstanding (exclusive of any Subordinated Bonds) shall have the right, at any time, by an instrument or instruments in writing executed and delivered to the Trustee, to direct the method and place of conducting all proceedings to be taken in connection with the enforcement of the terms and conditions of the Current Resolution, or for the appointment of a receiver or any other proceedings under the Current Resolution; provided that such direction shall not be otherwise than in accordance with the provisions of law and of the Current Resolution.

No holder of any Bond shall have any right to institute any suit, action or proceeding at law or in equity for the enforcement of the Current Resolution or for the execution of any trust hereof or for the appointment of a receiver or any other remedy under the Current Resolution, unless (a) an Event of Default shall have occurred and be continuing and the owners of not less than 25% of the Bonds shall have given written notice to the Trustee thereof and shall have offered the Trustee a reasonable opportunity either to proceed to exercise the powers granted or to institute such action, suit or proceeding in the Trustee's or their name, (b) there shall have been offered to the Trustee indemnity, and (c) the Trustee shall thereafter fail or refuse to exercise the powers granted, or to institute such action, suit or proceeding within a reasonable time; and such notification, request and offer of indemnity are hereby declared in every case at the option of the Trustee to be conditions precedent to the execution of the powers and trusts of the Current Resolution, and to any action or cause of action for the enforcement of the Current Resolution, or for the appointment of a receiver or for any other remedy under the Current Resolution; it being understood and intended that no one or more holders of the Bonds shall have any right in any manner whatsoever to affect, disturb or prejudice the lien of the Current Resolution by such holder's action or to enforce any right except in the manner provided in the Current Resolution, and that all proceedings at law or in equity shall be instituted, had and maintained in the manner provided in the Current Resolution and for the equal and ratable benefit of the holders of all Bonds then Outstanding (other than owners of Subordinated Bonds, who shall be entitled to the priority established pursuant to the Current Resolution). However, nothing contained in the Current Resolution shall affect or impair the right of any Bondholders to enforce the payment of the principal of and interest on any Bond at and after the maturity thereof, or the obligation of the Administration to pay the principal of and interest on each of the Bonds issued under the Current Resolution to the respective holders thereof at the time, place, from the source and in the manner expressed in the Bonds.

The Trustee may at its discretion waive any Event of Default and its consequences, and shall do so upon the written request of the holders of (a) a majority of the Bonds in respect of which default in the payment of principal or interest, or both, exists, or (b) more than 25% of the Bonds in the case of any other default, and in case of any such waiver or rescission, or in case any proceedings taken by the Trustee on account of any such default shall have been discontinued or abandoned or determined adversely, then and in every such case the Administration, the Trustee and the Bondholders shall be restored to their former positions and rights, respectively, but no such waiver or rescission shall extend to any subsequent or other default, or impair any right consequent thereon.

Supplemental Bond Resolutions

At any time or from time to time, a resolution of the Administration supplementing the Current Resolution or any Series Resolution may be adopted for any one or more of the following purposes, which resolution, upon filing with the Trustee of a copy thereof certified by an Authorized Officer, shall be fully effective in accordance with its terms:

- (1) to close the Current Resolution against, or provide limitations and restrictions in addition to the limitations and restrictions contained in the Current Resolution on, the issuance in the future of Bonds;
- (2) to add to the covenants or agreements of the Administration in the Current Resolution other covenants or agreements to be observed by the Administration which are not contrary to or inconsistent with the Current Resolution as theretofore in effect;
- (3) to add to the limitations, restrictions or provisions in the Current Resolution other limitations, restrictions or provisions to be observed by the Administration which are not contrary to or inconsistent with the Current Resolution as theretofore in effect;
- (4) to surrender any right, power or privilege reserved to or conferred upon the Administration by the Current Resolution;
- (5) to confirm, as further assurance, any pledge under, and the subjection to any lien or pledge created or to be created by, the Current Resolution, of the Trust Estate or any portion thereof; or
- (6) to specify, determine or authorize any and all matters relative to any Additional Bonds or the proceeds thereof which are not contrary to or inconsistent with the Current Resolution as theretofore in effect.

Except as provided above, at any time and from time to time, with the consent of the holders of a majority of the Bonds, the Administration may adopt a resolution modifying, altering, amending, adding to or rescinding any of the terms or provisions contained in the Current Resolution or in any Series Resolutions; *provided*, however, that nothing in this paragraph shall permit, or be construed as permitting (a) an extension of the maturity date of any Bond or the due date for the payment of any Sinking Fund Installment or any interest on any Bond, or a reduction in the principal amount of any Bond or the rate of interest thereon or the dates and prices at which such Bond is subject to redemption without the consent of such holder, or (b) a privilege or priority of any Bond or Bonds over any other Bond or Bonds (other than any Subordinated Bonds) without the consent of all holders adversely affected thereby, or (c) a reduction in the aggregate principal amount of the Bonds the consent of the holders of which is required for any Resolution without the consent of the holders of all Outstanding Bonds, or (d) any modification of the obligations, duties, immunities and privileges of the Trustee without the written consent of the Trustee.

The Trustee

The Administration may appoint a Registrar or Co-Registrar other than the Trustee to serve as Registrar for any Bonds by Series Resolution adopted before their delivery and may, at any time or from time to time by a Supplemental Resolution or Series Resolution, appoint one or more other Registrars or Co-Registrars for such Bonds. Each Registrar or Co-Registrar and any successor thereof shall be a bank, trust company or national banking association having trust powers and having a capital and surplus aggregating at least \$25,000,000 if there be such a bank or trust company or national banking association willing and able to accept the office on reasonable and customary terms and authorized by law to perform all the duties imposed upon it by the Current Resolution. Each Registrar or Co-Registrar shall signify its acceptance of the duties and obligations imposed upon it by the Current Resolution by executing and delivering to the Administration and the Trustee a written acceptance thereof.

The Trustee may become the owner of or may deal in Bonds as fully and with the same rights it would have if it were not the Trustee. To the extent permitted by law, the Trustee may act as depository for, and permit any of its officers or directors to act as a member of, or in any other capacity with respect to, any committee formed to protect the rights of Bondholders or to effect or aid in any reorganization growing out of the enforcement of the Bonds or the Current Resolution, whether or not any such committee shall represent the holders of a majority in aggregate principal amount of the Bonds Outstanding.

The Trustee, or any successor thereof, may at any time resign and be discharged of its duties and obligations created by the Current Resolution by giving not less than 60 days' written notice to the Administration and publishing notice thereof, specifying the date when such resignation shall take effect, within 20 days after the giving of such written notice. Such resignation shall take effect upon the day specified in such notice, unless previously a successor shall have been appointed by the Administration or Bondholders, in which event such resignation shall take effect immediately on the appointment of such successor.

The Trustee, or any successor thereof, may be removed at any time by the Administration (so long as the Administration is not in default under the Current Resolution), by notice given to the Trustee by the Administration, or by the holders of a majority of the Bonds then Outstanding, excluding any Bonds held by or for the account of the Administration, by an instrument or concurrent instruments in writing signed and duly acknowledged by such Bondholders or by their attorneys duly authorized in writing and delivered to the Administration.

If the Trustee or any successor thereof, shall resign or shall be removed or shall become incapable of acting, or shall be adjudged a bankrupt or insolvent or if a receiver, liquidator or conservator of the Trustee or of its property shall be appointed or if any public office shall take charge or control of the Trustee or of its property or affairs, a successor may be appointed by the holders of a majority in aggregate principal amount of the Bonds then Outstanding, excluding any Bonds held by or for the account of the Administration, by an instrument or concurrent instruments in writing signed by such Bondholders or their attorneys duly authorized in writing and delivered to such successor Trustee, notification thereof being given to the Administration and the predecessor Trustee. Pending such appointment, the Administration shall forthwith appoint a Trustee to fill such vacancy until a successor Trustee shall be appointed by Bondholders. Notwithstanding any other provision of the Current Resolution, no removal, resignation or termination of the Trustee shall take effect until a successor, shall be appointed. The Administration shall, within 20 days after such appointment, publish in any manner permitted under the Current Resolution, notice of any such appointment. Any successor Trustee appointed by the Administration shall, immediately and without further act, be superseded by a Trustee appointed by Bondholders. If in a proper case, no appointment of a successor Trustee shall be made within 45 days after the Trustee shall have given to the Administration written notice of resignation or after the occurrence of any other event requiring or authorizing such appointment, the Trustee or any Bondholder may apply to any court of

competent jurisdiction to appoint a successor. Said court may thereupon, after such notice, if any, as said court may deem proper and prescribe, appoint a successor Trustee. Any Trustee appointed shall be a bank, trust company or national banking association in good standing located in or incorporated under the laws of the State, duly authorized to exercise trust powers and subject to examination by federal or state authorities, having a reported capital and surplus of not less than \$75,000,000.

The Administration reserves the right to approve, in its sole discretion, any successor Trustee if any Trustee is merged or converted or consolidated or if any Trustee sells or transfers all or substantially all of its corporate trust business.

The Administration, in its sole discretion, reserves the right, in the future and from time to time, to undertake to obtain competitive bids from financial and trust institutions for the performance of the services of Trustee under the Current Resolution. The Trustee agrees that in the event it is not the successful bidder for trustee services in the future, it shall resign as Trustee upon request of the Administration. Alternatively, at the option of the Administration, the failure of the Trustee to be the successful bidder for trustee services in the future, shall constitute sufficient reason for removal of the Trustee under the Current Resolution by the Administration.

Publication of Notices

When the Trustee shall be required or authorized, or shall receive notice from the Administration of its election, to redeem Bonds, the Trustee shall, in accordance with the terms and provisions of the Bonds and of the current Resolution and the Series Resolutions, select the Bonds to be redeemed and shall give notice, in the name of the Administration, of the redemption of Bonds at least 20 days before the redemption date.

The notice of redemption shall contain the following information: (1) the redemption date, (2) the redemption price of the Bonds being called for redemption, (3) the numbers, maturity dates, interest rates and CUSIP numbers of the Bonds being called for redemption, (4) the portions of any Bond to be redeemed (if any Bond is to be redeemed in part), (5) any redemption, (6) a statement that the Bonds will not bear interest after the redemption date if moneys for the payment of the redemption price are held by the Trustee on such date and (7) the place or places where the redemption price is payable. Any error in or the omission of any such information shall not affect the validity of any such notice.

The failure to give such notice, or any defect therein, shall not affect the validity of any proceeding for the redemption of any Bonds.

The Administration may provide in a Series Resolution for shorter or longer periods for the giving of redemption notices for any Bonds, including (without limitation) redemption of Bonds with no prior notice to Bondholders.

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PROPOSED FORM OF OPINION OF BOND COUNSEL

[Closing date]

Community Development Administration
Maryland Department of Housing and Community
Development
7800 Harkins Road
Lanham, Maryland 20706

Ladies and Gentlemen:

In connection with the issuance and sale by the Community Development Administration (the “Administration”), a unit of the Division of Development Finance of the Maryland Department of Housing and Community Development (the “Department”) of its \$11,340,000 Local Government Taxable Infrastructure Bonds (Senior Obligations), 2019 Series A-1 (the “Series 2019A-1 Bonds”) and its \$4,875,000 Local Government Taxable Infrastructure Bonds (Subordinate Obligations), 2019 Series A-2 (the “Series 2019A-2 Bond” and, together with the Series 2019A-1 Bonds, the “Series 2019A Bonds”), we have examined:

- (i) Sections 4-101 through 4-255 of the Housing and Community Development Article of the Annotated Code of Maryland, as amended (the “Act”);
- (ii) the Resolution Providing for the Issuance of Local Government Infrastructure Bonds of the Community Development Administration, adopted as of August 1, 2010, as amended and supplemented (the “Current Resolution”), duly adopted by the Administration and accepted by Manufacturers and Traders Trust Company, as trustee (the “Trustee”);
- (iii) the Series Resolution providing for the issuance of the Series 2019A Bonds, adopted as of June 1, 2019, (the “Series Resolution”). The Current Resolution and the Series Resolution are referred to together as the “Resolutions.”
- (iv) the forms of Series 2019A-1 Bond and Series 2019A-2 Bond; and
- (v) other proofs submitted to us relative to the issuance and sale of the Series 2019A Bonds.

The terms of each series of the Series 2019A Bonds are contained in the Resolutions and the Series 2019A Bonds. The Administration will make funds available from each series of the Series 2019A Bonds to finance and refinance the loan to a municipality or their agencies, governmental units or instrumentalities (the “Local Government”) in order to finance and refinance infrastructure projects of such Local Government.

In our review of the documents referred to above, we have assumed and have not independently verified that all signatures are genuine, that all documents submitted to or obtained by us as originals are authentic, and that all documents submitted to or obtained by us as conformed, reproduction, or specimen copies conform to the original documents.

We have made no investigation of, and are rendering no opinion regarding, the title to real or personal property or the propriety or validity of any liens on such property.

We have not examined any documents or other information concerning the financial resources of the Administration or Local Governments and we express no opinion as to accuracy or completeness of any information that may have been relied upon by the owners of the Series 2019A Bonds in making the decision to purchase the Series 2019A Bonds.

Based upon the foregoing, it is our opinion that, under existing statutes, regulations and decisions:

(a) The Administration is validly created and existing under the provisions of the Act.

(b) The Resolutions have been duly and lawfully adopted by the Administration, are in full force and effect and are valid and binding upon the Administration.

(c) The Administration is duly authorized to issue the Series 2019A Bonds pursuant to and subject to the provisions of the Act and the Resolutions. The Series 2019A Bonds, executed and authenticated as provided in the Resolutions, have been duly and validly issued by the Administration and constitute valid and binding special obligations of the Administration, payable from the Revenues, as defined in the Current Resolution, and other funds of the Administration pledged therefor pursuant to the Resolutions.

(d) The Series 2019A Bonds are subject to bankruptcy, insolvency, moratorium, reorganization and other state and federal laws affecting the enforcement of creditors' rights and to general principles of equity.

(e) By the terms of the Act and the Resolutions, the Series 2019A Bonds shall not be a debt of, and do not pledge the faith, credit or taxing power of the State, the Department, the Administration or any political subdivision, and shall be payable solely from the Revenues and property provided in the Resolutions and in accordance with the Act. The Administration has no taxing power.

(f) By the terms of the Act, the Series 2019A Bonds, their transfer, the interest payable thereon and any income derived therefrom, including any profit realized in their sale or exchange, are exempt from taxation of every kind and nature whatsoever by the State or by its political subdivisions, or by its governmental units of any kind, but no opinion is expressed as to such exemption from estate or inheritance taxes or any other taxes not levied or assessed directly on the Series 2019A Bonds, their transfer or income therefrom.

(g) The interest on the Series 2019A Bonds *will* be includable in gross income for federal income tax purposes.

We assume no obligation to supplement this opinion if any applicable laws or interpretations thereof change after the date hereof or if we become aware of any facts or circumstances that might change the opinions expressed herein after the date hereof. The opinions expressed above are limited to the matters set forth above, and no other opinions should be inferred beyond the matters expressly stated.

Very truly yours,

APPENDIX E

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
FINANCIAL STATEMENTS**

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**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS**

FINANCIAL STATEMENTS

YEARS ENDED JUNE 30, 2018 AND 2017

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
YEARS ENDED JUNE 30, 2018 AND 2017**

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INDEPENDENT AUDITORS' REPORT

Office of the Secretary
Department of Housing and Community Development
Lanham, Maryland

We have audited the accompanying financial statements of the Community Development Administration Local Government Infrastructure Bonds (the Fund) of the Department of Housing and Community Development of the State of Maryland, which comprise the statements of net position as of June 30, 2018 and 2017, and the related statements of revenue, expenses and changes in net position, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Fund as of June 30, 2018 and 2017, and the respective changes in its net position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Financial Statement Presentation

As discussed in Note 1, the financial statements present only the Fund and do not purport to, and do not, present fairly the financial position of the Department of Housing and Community Development of the State of Maryland as of and for the years ended June 30, 2018 and 2017, and the changes in its net position and its cash flows, in conformity with accounting principles generally accepted in the United States of America.

Required Supplementary Information

Management has omitted the Management's Discussion and Analysis that accounting principles generally accepted in the United States of America requires to be presented to supplement the basic financial statements. Such missing information, although not part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated September 28, 2018, on our consideration of the Fund's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Fund's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Fund's internal control over financial reporting and compliance.



CliftonLarsonAllen LLP

Baltimore, Maryland
September 28, 2018

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
STATEMENTS OF NET POSITION
(in thousands)
JUNE 30, 2018 AND 2017**

	<u>2018</u>	<u>2017</u>
RESTRICTED ASSETS		
RESTRICTED CURRENT ASSETS		
Cash and Cash Equivalents on Deposit	\$ 62,279	\$ 61,600
Investments	338	-
Community Facilities Loans	10,640	8,380
Accrued Interest Receivable	621	721
Total Restricted Current Assets	<u>73,878</u>	<u>70,701</u>
RESTRICTED LONG-TERM ASSETS		
Investments, Net of Current Portion	674	-
Community Facilities Loans, Net of Current Portion	156,345	129,710
Total Restricted Long-Term Assets	<u>157,019</u>	<u>129,710</u>
Total Restricted Assets	<u>\$ 230,897</u>	<u>\$ 200,411</u>
LIABILITIES AND NET POSITION		
CURRENT LIABILITIES		
Accrued Interest Payable	\$ 424	\$ 346
Bonds Payable	10,705	8,445
Advance Trustee Fees	64	-
Due to Local Governments	57,450	56,332
Total Current Liabilities	<u>68,643</u>	<u>65,123</u>
LONG-TERM LIABILITIES		
Bonds Payable, Net of Current Portion	158,746	132,180
Advance Trustee Fees, Net of Current Portion	12	54
Other Liabilities	419	432
Total Long-Term Liabilities	<u>159,177</u>	<u>132,666</u>
Total Liabilities	227,820	197,789
NET POSITION		
Restricted	<u>3,077</u>	<u>2,622</u>
Total Liabilities and Net Position	<u>\$ 230,897</u>	<u>\$ 200,411</u>

See accompanying Notes to Financial Statements.

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
STATEMENTS OF REVENUE, EXPENSES AND CHANGES IN NET POSITION
(in thousands)
YEARS ENDED JUNE 30, 2018 AND 2017**

	<u>2018</u>	<u>2017</u>
OPERATING REVENUE		
Interest on Community Facilities Loans	\$ 5,334	\$ 4,344
Interest on Cash, Cash Equivalents and Investments	92	26
Fee Income	195	129
Other Operating Revenue	12	36
Total Operating Revenue	<u>5,633</u>	<u>4,535</u>
OPERATING EXPENSES		
Interest Expense on Bonds	5,150	4,162
Professional Fee Expense	28	32
Total Operating Expenses	<u>5,178</u>	<u>4,194</u>
Operating Income	455	341
Transfer of Funds, as Permitted by the Various Bond Indentures	<u>-</u>	<u>587</u>
CHANGE IN NET POSITION	455	928
NET POSITION, RESTRICTED - BEGINNING OF YEAR	<u>2,622</u>	<u>1,694</u>
NET POSITION, RESTRICTED - END OF YEAR	<u>\$ 3,077</u>	<u>\$ 2,622</u>

See accompanying Notes to Financial Statements.

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
STATEMENTS OF CASH FLOWS
(in thousands)
YEARS ENDED JUNE 30, 2018 AND 2017**

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Principal and Interest Received on Community Facilities Loans	\$ 15,569	\$ 12,191
Origination of Community Facilities Loans	(37,917)	(24,987)
Advance Trustee Fees Received	82	73
Trustee Fees Paid	(60)	(52)
Loan Fees Received	195	129
Professional Fee Expense	(28)	(32)
Other Operating Revenue	12	36
Net Cash Used by Operating Activities	<u>(22,147)</u>	<u>(12,642)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of Investments	(1,012)	-
Interest Received on Cash Equivalents	84	24
Net Cash (Used in) Provided by Investing Activities	<u>(928)</u>	<u>24</u>
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES		
Proceeds from Sale of Bonds	39,035	25,735
Payments on Bond Principal	(10,205)	(7,900)
Interest on Bonds	(5,076)	(4,135)
Transfer Among Funds	-	587
Net Cash Provided by Noncapital Financing Activities	<u>23,754</u>	<u>14,287</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS ON DEPOSIT	679	1,669
CASH AND CASH EQUIVALENTS ON DEPOSIT - BEGINNING OF YEAR	<u>61,600</u>	<u>59,931</u>
CASH AND CASH EQUIVALENTS ON DEPOSIT - END OF YEAR	<u><u>\$ 62,279</u></u>	<u><u>\$ 61,600</u></u>
RECONCILIATION OF OPERATING INCOME TO NET CASH USED BY OPERATING ACTIVITIES		
Operating Income	\$ 455	\$ 341
Adjustments to Reconcile Operating Income to Net Cash Used by Operating Activities:		
Amortization of Bond Original Issue Premiums	(4)	(4)
Interest Received on Cash Equivalents	(84)	(24)
Interest on Bonds	5,076	4,135
(Increase) Decrease in Assets:		
Community Facilities Loans	(28,895)	(17,900)
Accrued Interest Receivable	100	(422)
Increase (Decrease) in Liabilities:		
Accrued Interest Payable	78	31
Accounts Payable	-	(22)
Due to Local Governments	1,118	770
Advance Trustees Fees and Other Liabilities	9	453
Net Cash Used by Operating Activities	<u><u>\$ (22,147)</u></u>	<u><u>\$ (12,642)</u></u>

See accompanying Notes to Financial Statements.

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
NOTES TO FINANCIAL STATEMENTS
(in thousands)
JUNE 30, 2018 AND 2017**

NOTE 1 AUTHORIZING LEGISLATION AND PROGRAM DESCRIPTION

The Community Development Administration (CDA) is authorized to issue Local Government Infrastructure Bonds pursuant to Sections 4-101 through 4-255 of the Housing and Community Development Article of the Annotated Code of Maryland to provide a mechanism for financing the infrastructure needs of local governments. CDA is in the Division of Development Finance in the Department of Housing and Community Development (DHCD) of the State of Maryland.

The accompanying financial statements only include CDA's Local Government Infrastructure Bonds (the Fund) (resolution adopted August 1, 2010). CDA's other funds are not included.

The Fund was established to issue bonds to provide funds for construction and permanent financing to local governments for public facilities.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Fund is accounted for as an enterprise fund. Accordingly, the accompanying financial statements have been prepared using the accrual method of accounting and on the basis of accounting principles generally accepted in the United States of America (GAAP).

Basis of Accounting and Measurement Focus

The basis of accounting for the Fund is determined by measurement focus. The flow of economic resources measurement focus and the accrual basis of accounting are used to account for the Fund. Under this method, revenues are recorded when earned and expenses are recorded at the time liabilities are incurred. All assets and liabilities associated with the operation of the Fund are included on the Statements of Net Position. The Fund is required to follow all statements of the Governmental Accounting Standards Board (GASB).

Generally Accepted Accounting Principles

CDA reports its financial activities by applying Standards of Governmental Accounting and Financial Reporting as promulgated by GASB. Consequently, CDA applies all applicable GASB pronouncements.

In accordance with accounting guidance issued by GASB, net position should be reported as restricted when constraints placed on net position use is either: externally imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments; or is imposed by law through constitutional provisions or enabling legislation. Accordingly, the net position of the Fund is restricted as to its use as the net position is pledged to bondholders.

Since CDA is an enterprise fund included in the State of Maryland's Comprehensive Annual Financial Report, a separate Management's Discussion and Analysis is not included in these financial statements. CDA prepares a Management's Discussion and Analysis for the General Accounting Division of the State of Maryland that is not part of these financial statements.

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
NOTES TO FINANCIAL STATEMENTS
(in thousands)
JUNE 30, 2018 AND 2017**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and Cash Equivalents on Deposit

Cash equivalents may include money market funds, repurchase agreements, investment agreements and any other investments, primarily obligations of the U.S. Treasury and U.S. Government Agencies, which have maturities of 90 or less days at the time of purchase. As of June 30, 2018 and 2017, all of the Fund's cash equivalents were invested in a money market mutual fund which is more fully described in Note 3.

Investments

Investments are primarily U.S. Treasuries or investment agreements collateralized by governmental debt securities. Debt securities are stated at fair value, based on quoted market prices. Investments are classified as current or long-term based on the maturity date or call date. Callable investments are classified as current, if exercise of the call within the next fiscal year is probable. Investments are more fully described in Note 3.

Community Facilities Loans

Community facilities loans are carried at their unpaid principal balances. See Note 4 for additional information on community facilities loans.

Allowance for Loan Losses

Community facilities loans are secured by the full faith and credit of the applicable local government. Therefore, CDA has determined that no allowance for loan losses was necessary as of June 30, 2018 and 2017.

Accrued Interest Receivable

Accrued interest includes both interest on cash deposits and interest on loans. As of June 30, 2018 and 2017, all loans were current. Therefore, all accrued interest on loans was recorded during the year.

Bonds Payable

Bonds payable are carried at their unpaid principal balances, net of unamortized bond premiums and discounts. See Notes 5, 6, and 7 for additional information.

Due to Local Governments

CDA records the total loan amount when the loan closes and collects interest from the local government on this full loan amount from the date of closing. Due to local governments represents the undrawn loan amount which is held by CDA as an escrow until the funds are needed by the local government.

Fee Income

CDA receives financing fees at loan origination. These fees are recognized as revenue in the period received as fee income.

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
NOTES TO FINANCIAL STATEMENTS
(in thousands)
JUNE 30, 2018 AND 2017**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Support

In addition to expenses incurred directly by the Fund, CDA receives certain support services from other divisions of DHCD. Support services and the operating expenses of CDA have been allocated to CDA's General Bond Reserve Fund and are reported in the financial statements of CDA's Revenue Obligation Funds. The General Bond Reserve Fund records these expenses as invoiced by DHCD for the fiscal year.

The employees of CDA are covered by the Maryland State Retirement and Pension System. See Note 9 for additional information.

Revenue and Expenses

CDA distinguishes operating revenue and expenses from non-operating items in accordance with accounting guidance issued by GASB. Operating revenue and expenses are identified as those activities that are directly related to financing public facilities for local governments. All of the Fund's activities are considered to be operating.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue, expenses, gains, and losses during the reporting periods. Actual results could differ from these estimates.

NOTE 3 CASH, CASH EQUIVALENTS AND INVESTMENTS

Proceeds from bonds and revenues from loans are invested in authorized investments as defined in the Local Government Infrastructure Bonds Resolution (the Resolution) and in CDA's Investment Policy until required for financing projects, redeeming outstanding bonds, and funding program expenses. Authorized investments include obligations of the U.S. Treasury, U.S. Government Agencies, investment agreements, money market funds, and any other investment as defined by the Resolution.

The following assets, reported at fair value and held by the Fund as of June 30, 2018 and 2017, are evaluated in accordance with GASB accounting guidance for interest rate risk, credit risk, concentration of credit risk and custodial credit risk.

Assets	2018	2017
Cash and Cash Equivalents:		
BlackRock Liquidity FedFund		
Administration Shares	\$ 62,279	\$ 61,600
Investments:		
Obligations of the U.S. Treasury	338	-
Obligation of U.S. Government Agencies	674	-
Total	<u>\$ 63,291</u>	<u>\$ 61,600</u>

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
NOTES TO FINANCIAL STATEMENTS
(in thousands)
JUNE 30, 2018 AND 2017**

NOTE 3 CASH, CASH EQUIVALENTS AND INVESTMENTS (CONTINUED)

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. As a means of limiting its exposure to fair value losses from rising interest rates, CDA's Investment Policy requires that the maturities of the investment portfolio are scheduled to meet the cash requirements for bond debt service, projected loan originations and ongoing operations.

As of June 30, 2018, the amortized cost, fair value and maturities for these assets were as follows:

Asset	Amortized Cost	Fair Value	Maturities (in Years)	
			Less Than 1	1 - 5
BlackRock Liquidity FedFund Administration Shares	\$ 62,279	\$ 62,279	\$ 62,279	\$ -
Obligations of the U.S. Treasury	338	338	338	-
Obligations of U.S. Government Agencies	674	674	-	674
Total	<u>\$ 63,291</u>	<u>\$ 63,291</u>	<u>\$ 62,617</u>	<u>\$ 674</u>

As of June 30, 2017, the amortized cost, fair value and maturities for these assets were as follows:

Asset	Amortized Cost	Fair Value	Maturities (in Years)	
			Less Than 1	1 - 5
BlackRock Liquidity FedFund Administration Shares	<u>\$ 61,600</u>	<u>\$ 61,600</u>	<u>\$ 61,600</u>	<u>\$ -</u>

The BlackRock Liquidity FedFund Administration Shares invests primarily in cash, U.S. Treasury bills, notes, and other obligations issued or guaranteed as to principal and interest by the U.S. Government, its agencies or instrumentalities, and repurchase agreements secured by such obligations or cash. It operates in accordance with Rule 2a-7 of the Investment Company Act of 1940, as amended, and can reasonably be expected to have a fair value that will be unaffected by interest rate changes because the interest rates are variable and the principal can be recovered on demand. As of June 30, 2018 and 2017, the cost of the money market mutual fund approximated fair value.

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
NOTES TO FINANCIAL STATEMENTS
(in thousands)
JUNE 30, 2018 AND 2017**

NOTE 3 CASH, CASH EQUIVALENTS AND INVESTMENTS (CONTINUED)

Credit Risk and Concentration of Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Neither CDA's Investment Policy nor the Resolution requires investment agreements or deposits to be collateralized. CDA's Investment Policy places no limit on the amount that CDA may invest in any one issuer or counterparty. According to the Resolution and CDA's Investment policy, securities must be rated at the highest investment grade by any national rating agency. U.S. dollar denominated accounts and bankers' acceptances which have a rating on their short-term certificates of deposit must be in the two highest ratings by any nationally recognized rating agency. The following table provides credit quality rating information for the investment portfolio and individual issuers, if they represent 5% or more of total investments in accordance with accounting guidance issued by GASB. Investments in mutual funds are excluded from this requirement.

As of June 30, 2018, credit ratings and allocation by type of investments for the following assets were:

Asset	Fair Value	Percentage of Total Investments	Money Market Fund Rating	Securities Credit Rating	Rating Agency
BlackRock Liquidity FedFund Administration Shares	\$ 62,279	98.40%	Aaa		Moody's
Obligations of the U.S. Treasury	338	0.53%		Direct U.S. Obligations	
Obligations of U.S. Government Agencies	674	1.06%		Aaa	Moody's
Total	<u>\$ 63,291</u>	<u>100.00%</u>			

As of June 30, 2017, credit ratings and allocation by type of investments for the following assets were:

Asset	Fair Value	Percentage of Total Investments	Money Market Fund Rating	Securities Credit Rating	Rating Agency
BlackRock Liquidity FedFund Administration Shares	<u>\$ 61,600</u>	<u>100.00%</u>	Aaa		Moody's

Custodial Credit Risk

Custodial credit risk is the risk that in the event of a bank or counterparty failure, CDA will not be able to recover its deposits or the value of its collateral securities that are in the possession of an outside party. As of June 30, 2018 and 2017, the Fund's investments were not subject to custodial credit risk under accounting guidance issued by GASB. The money market mutual fund and other investments are held in trust by the trustee, kept separate from the assets of the bank and from other trust accounts and is held in CDA's name.

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
NOTES TO FINANCIAL STATEMENTS
(in thousands)
JUNE 30, 2018 AND 2017**

NOTE 3 CASH, CASH EQUIVALENTS AND INVESTMENTS (CONTINUED)

Fair Value Measurements

CDA categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted market prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; and Level 3 inputs are significant unobservable inputs.

The Fund has the following recurring fair value measurement as of June 30, 2018 and 2017:

- U.S. Treasury Bonds and/or U.S. Government agencies of \$1,012 and \$0, respectively, are valued using quoted market prices (Level 1).

NOTE 4 COMMUNITY FACILITIES LOANS

Community facilities loans are secured by the full faith and credit of the applicable local government. As such, no allowance for loan losses was necessary as of June 30, 2018 and 2017. As of June 30, 2018 and 2017, interest rates on such loans range from 1.65% to 5.09% and 1.76% to 5.09%, respectively. Remaining loan terms range from less than 2 years to 29 years and less than 1 year to 28 years, respectively.

NOTE 5 BONDS PAYABLE

The bonds issued by CDA are special obligations of CDA and are payable from the revenue and special funds of the Resolution. These bonds do not constitute debt of and are not guaranteed by the State of Maryland or any other program of the State of Maryland or any political subdivision.

The provisions of the Resolution require or allow for the special redemption of bonds at par through the use of unexpended bond proceeds and excess funds accumulated primarily through prepayment of community facilities loans. All outstanding bonds are subject to redemption at the option of CDA, in whole or in part at any time, after certain dates, as specified in the respective series resolutions, at a redemption price equal to the principal amount thereof to be redeemed. All bonds have fixed interest rates and all bonds are tax- exempt.

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
NOTES TO FINANCIAL STATEMENTS
(in thousands)
JUNE 30, 2018 AND 2017**

NOTE 5 BONDS PAYABLE (CONTINUED)

The following is a summary of the bond activity for the year ended June 30, 2018 and bonds payable as of June 30, 2018:

	Issue Dated	Range of Interest Rates	Range of Maturities	Debt Outstanding at June 30, 2017	Bond Activity		Debt Outstanding at June 30, 2018	Bond Premium/ Discount Deferred	Bonds Payable at June 30, 2018
					New Bonds Issued	Scheduled Maturity Payments			
Local Government									
Infrastructure Bonds									
2010 Series A-1	8/25/10	3.00% - 4.00%	2018 - 2030	\$ 13,065	\$ -	\$ (980)	\$ 12,085	\$ -	\$ 12,085
2010 Series A-2	8/25/10	2.55% - 4.00%	2018 - 2030	5,775	-	(430)	5,345	-	5,345
2012 Series A-1	5/17/12	1.50% - 3.50%	2018 - 2032	6,190	-	(705)	5,485	-	5,485
2012 Series A-2	5/17/12	1.60% - 3.60%	2018 - 2032	2,920	-	(320)	2,600	-	2,600
2012 Series B-1	12/19/12	1.20% - 3.125%	2018 - 2032	11,265	-	(755)	10,510	-	10,510
2012 Series B-2	12/19/12	1.25% - 3.125%	2018 - 2032	5,200	-	(340)	4,860	-	4,860
2013 Series A-1	10/3/13	1.95% - 5.00%	2018 - 2043	12,410	-	(585)	11,825	-	11,825
2013 Series A-2	10/3/13	2.00% - 5.05%	2018 - 2043	5,755	-	(250)	5,505	-	5,505
2014 Series A-1	8/28/14	1.10% - 3.50%	2018 - 2034	24,675	-	(1,070)	23,605	-	23,605
2014 Series A-2	8/28/14	1.10% - 5.00%	2018 - 2034	11,465	-	(460)	11,005	96	11,101
2015 Series A-1	8/27/15	2.00% - 3.75%	2018 - 2045	12,095	-	(650)	11,445	-	11,445
2015 Series A-2	8/27/15	2.00% - 3.75%	2018 - 2045	5,170	-	(275)	4,895	-	4,895
2016 Series A-1	8/31/16	0.60% - 2.90%	2018 - 2036	17,185	-	(1,140)	16,045	-	16,045
2016 Series A-2	8/31/16	0.70% - 2.95%	2018 - 2036	7,355	-	(485)	6,870	-	6,870
2017 Series A-1	8/2/17	2.00% - 4.00%	2018 - 2047	-	27,310	(1,230)	26,080	-	26,080
2017 Series A-2	8/2/17	2.00% - 4.00%	2018 - 2047	-	11,725	(530)	11,195	-	11,195
Total				<u>\$ 140,525</u>	<u>\$ 39,035</u>	<u>\$ (10,205)</u>	<u>\$ 169,355</u>	<u>\$ 96</u>	<u>\$ 169,451</u>

The following is a summary of the bond activity for the year ended June 30, 2017 and bonds payable as of June 30, 2017:

	Issue Dated	Range of Interest Rates	Range of Maturities	Debt Outstanding at June 30, 2016	Bond Activity		Debt Outstanding at June 30, 2017	Bond Premium/ Discount Deferred	Bonds Payable at June 30, 2017
					New Bonds Issued	Scheduled Maturity Payments			
Local Government									
Infrastructure Bonds									
2010 Series A-1	8/25/10	3.00% - 4.00%	2017 - 2030	\$ 14,020	\$ -	\$ (955)	\$ 13,065	\$ -	\$ 13,065
2010 Series A-2	8/25/10	2.35% - 4.00%	2017 - 2030	6,190	-	(415)	5,775	-	5,775
2012 Series A-1	5/17/12	1.30% - 3.50%	2017 - 2032	6,885	-	(695)	6,190	-	6,190
2012 Series A-2	5/17/12	1.40% - 3.60%	2017 - 2032	3,230	-	(310)	2,920	-	2,920
2012 Series B-1	12/19/12	1.05% - 3.125%	2017 - 2032	12,005	-	(740)	11,265	-	11,265
2012 Series B-2	12/19/12	1.10% - 3.125%	2017 - 2032	5,540	-	(340)	5,200	-	5,200
2013 Series A-1	10/3/13	1.45% - 5.00%	2017 - 2043	12,985	-	(575)	12,410	-	12,410
2013 Series A-2	10/3/13	1.50% - 5.05%	2017 - 2043	6,000	-	(245)	5,755	-	5,755
2014 Series A-1	8/28/14	0.70% - 3.50%	2017 - 2034	25,730	-	(1,055)	24,675	-	24,675
2014 Series A-2	8/28/14	0.70% - 5.00%	2017 - 2034	11,920	-	(455)	11,465	100	11,565
2015 Series A-1	8/27/15	0.80% - 3.75%	2017 - 2045	12,740	-	(645)	12,095	-	12,095
2015 Series A-2	8/27/15	0.85% - 3.75%	2017 - 2045	5,445	-	(275)	5,170	-	5,170
2016 Series A-1	8/31/16	0.50% - 2.90%	2017 - 2036	-	18,020	(835)	17,185	-	17,185
2016 Series A-2	8/31/16	0.60% - 2.95%	2017 - 2036	-	7,715	(360)	7,355	-	7,355
Total				<u>\$ 122,690</u>	<u>\$ 25,735</u>	<u>\$ (7,900)</u>	<u>\$ 140,525</u>	<u>\$ 100</u>	<u>\$ 140,625</u>

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
NOTES TO FINANCIAL STATEMENTS
(in thousands)
JUNE 30, 2018 AND 2017**

NOTE 6 DEBT SERVICE REQUIREMENTS

As of June 30, 2018, the required principal payments for bonds (including mandatory sinking fund payments and excluding the effect of unamortized bond premiums and discounts) and interest payments for each of the next five years and in five-year increments thereafter, are as follows:

<u>Year Ending June 30,</u>	<u>Interest</u>	<u>Principal</u>
2019	\$ 5,097	\$ 10,705
2020	4,898	11,175
2021	4,657	11,245
2022	4,408	11,435
2023	4,133	10,380
2024-2028	16,417	50,535
2029-2033	8,546	40,940
2034-2038	3,071	12,870
2039-2043	1,590	6,270
2044-2048	366	3,800
Total	<u>\$ 53,183</u>	<u>\$ 169,355</u>

As of June 30, 2017, the required principal payments for bonds (including mandatory sinking fund payments and excluding the effect of unamortized bond premiums and discounts) and interest payments for each of the next five years and in five-year increments thereafter, were as follows:

<u>Year Ending June 30,</u>	<u>Interest</u>	<u>Principal</u>
2018	\$ 4,152	\$ 8,445
2019	4,021	8,535
2020	3,865	8,965
2021	3,669	8,985
2022	3,464	9,130
2023 - 2027	13,731	43,395
2028 - 2032	6,948	38,095
2033 - 2037	1,525	11,985
2038 - 2042	506	1,685
2043 - 2047	84	1,305
Total	<u>\$ 41,965</u>	<u>\$ 140,525</u>

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
NOTES TO FINANCIAL STATEMENTS
(in thousands)
JUNE 30, 2018 AND 2017**

NOTE 7 LONG-TERM OBLIGATIONS

Changes in long-term obligations for the years ended June 30, 2018 and 2017 were as follows:

	2018	2017
Bonds Payable:		
Beginning Balance at June 30,	\$ 140,625	\$ 122,794
Additions	39,035	25,735
Reductions	(10,205)	(7,900)
Change in Deferred Amounts for Issuance Premiums	(4)	(4)
Ending Balance at June 30,	<u>169,451</u>	<u>140,625</u>
Less Due Within One Year	<u>(10,705)</u>	<u>(8,445)</u>
Total Long-Term Bonds Payable	<u>158,746</u>	<u>132,180</u>
Other Liabilities - Advance Trustee Fees:		
Beginning Balance at June 30,	54	33
Additions	82	73
Reductions	(60)	(52)
Ending Balance at June 30,	<u>76</u>	<u>54</u>
Less Due Within One Year	<u>(64)</u>	<u>-</u>
Total Long-Term Other Liabilities - Advance Trustee Fees	<u>12</u>	<u>54</u>
Other Liabilities:		
Beginning Balance at June 30,	432	-
Additions	-	432
Reductions	(13)	-
Ending Balance at June 30,	<u>419</u>	<u>432</u>
Total Long-Term Other Liabilities	<u>419</u>	<u>432</u>
Total Long-Term Liabilities	<u><u>\$ 159,177</u></u>	<u><u>\$ 132,666</u></u>

NOTE 8 INTERFUND ACTIVITY

In accordance with the Resolution, net position in the Fund is restricted and pledged to bondholders. However, restricted assets may be transferred to other Funds, subject to the provisions of the Resolution. As of June 30, 2018, there were no transfers into the Fund. As of June 30, 2017, \$587 was transferred into the Fund from CDA's General Bond Reserve Fund to meet the debt service reserve requirement to secure the 2016 Series A-2 bonds.

**COMMUNITY DEVELOPMENT ADMINISTRATION
LOCAL GOVERNMENT INFRASTRUCTURE BONDS
NOTES TO FINANCIAL STATEMENTS
(in thousands)
JUNE 30, 2018 AND 2017**

NOTE 9 PENSION AND OTHER POST-RETIREMENT BENEFITS

Eligible employees of CDA and employees of the State of Maryland are covered under the retirement plans of the State Retirement and Pension System of Maryland (the System) and are also entitled to certain healthcare benefits upon retirement. CDA's only obligation for retirement and post-employment benefits is its required annual contribution, which was paid in full by CDA to the State of Maryland prior to year-end. The liability for the employees is recorded by the general fund of the State of Maryland and is not allocated to CDA. The System prepares a separate audited Comprehensive Annual Financial Report which can be obtained from the State Retirement and Pension System of Maryland, 120 East Baltimore Street, Baltimore, Maryland 21202 or by visiting the website at www.sra.state.md.us.

NOTE 10 SUBSEQUENT EVENTS

CDA has identified the following activity that occurred subsequent to June 30, 2018.

Subsequent to the year ended June 30, 2018, CDA issued \$6,460 of 2018 series A bonds on August 30, 2018.

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DTC and Book-Entry

At the time of delivery of the Series 2019A Bonds, The Depository Trust Company, New York, New York (“DTC”) will act as securities depository for the Series 2019A Bonds. The ownership of one fully registered Series 2019A Bond for each maturity, in the aggregate principal amount of such maturity, initially will be registered in the name of Cede & Co. (DTC’s partnership as nominee) or such other name as may be requested by an authorized representative of DTC, and deposited with DTC or its designated custodian.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of the Series 2019A Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2019A Bonds on DTC’s records. The ownership interest of each actual purchaser of each Series 2019A Bond (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2019A Bonds are to be accomplished by entries made on the books of Direct or Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 2019A Bonds, except in the event that use of the book-entry system for the Series 2019A Bonds is discontinued.

To facilitate subsequent transfers, all Series 2019A Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2019A Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2019A Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Series 2019A Bonds are credited, which may or may not be the Beneficial Owners.

The Direct or Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

The Trustee will make payments of principal of, redemption premium, if any, and interest on the Series 2019A Bonds to Cede & Co., or such other DTC nominee as may be requested by an authorized representative of DTC. DTC's current practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from the Trustee, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Administration or the Trustee, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, premium (if any) and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Administration or the Trustee, disbursement of such payments to Direct Participants is the responsibility of DTC, and disbursements of such payments to the Beneficial Owners entitled thereto is the responsibility of Direct and Indirect Participants. DTC, the Trustee and the Administration are not responsible for and make no representations concerning the manner of, or any charges that may be associated with, payments by Direct Participants or Indirect Participants to Beneficial Owners.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all of the Series 2019A Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 2019A Bonds, unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Administration as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2019A Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Neither the Department, nor the Administration nor the Trustee will have any responsibility or obligation to the Direct Participants or the Beneficial Owners with respect to (A) the accuracy of any records maintained by DTC or any Participant; (B) the payment by any Participant of any amount due to any Beneficial Owner in respect of the principal of and premium, if any, and interest on the Series 2019A Bonds; (C) the delivery or timeliness of delivery by any Participant of any notice to any Beneficial Owner which is required or permitted under the terms of the Current Resolution to be given to Bondholders; or (D) any other action taken by DTC, or its nominee, Cede & Co., as Bondholder, including the effectiveness of any action taken pursuant to an Omnibus Proxy.

The Administration and the Trustee cannot give any assurances that DTC will distribute payments of principal of, redemption premium, if any, and interest on the Series 2019A Bonds paid to DTC or its nominee, as the registered owner, or any redemption or other notices, to the Direct Participants or that they will do so on a timely basis, that Direct Participants or Indirect Participants will distribute to Beneficial Owners any payments or notices received by them or do so on a timely basis, or that DTC will serve and act in the manner described in this Official Statement.

So long as Cede & Co. is the registered owner of the Series 2019A Bonds, as nominee of DTC, references in this Official Statement to the owners of the Series 2019A Bonds shall mean Cede

& Co. and shall not mean the Beneficial Owners and Cede & Co. will be treated as the only Bondholder of Series 2019A Bonds for all purposes under the Current Resolution.

The Administration may enter into amendments to the agreement with DTC or successor agreements with a successor securities depository, relating to the book-entry system to be maintained with respect to Series 2019A Bonds without the consent of Beneficial Owners or Bondholders.

Information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Administration believes to be reliable, but the Administration takes no responsibility for the accuracy thereof.

Definitive Bonds

DTC (or a successor securities depository) may discontinue providing its service with respect to the Series 2019A Bonds at any time by giving notice to the Administration or the Trustee. Under such circumstances, in the event a successor securities depository is not obtained, certificates for the Series 2019A Bonds are required to be printed and delivered. In addition, the Administration, in its sole discretion and without the consent of any other person, may not use or may terminate the services of DTC (or a successor securities depository). Under such circumstances, the Series 2019A Bonds will be delivered as provided in the Current Resolution, and registered in accordance with the instructions of the purchasers, and the following requirements of the Current Resolution will apply. Interest on the Series 2019A Bonds will be payable: (a) by check or draft mailed by the Trustee to the registered owner thereof, or (b) upon the request of a registered owner of any Series 2019A Bonds having a principal amount of \$1,000,000 or more, by wire transfer from the Trustee to the registered owner thereof. The principal of and redemption premium, if any, on the Series 2019A Bonds are payable at the principal office of the Trustee, or its successor, upon presentation of any Series 2019A Bonds on or after the date of maturity or redemption. Each exchange or transfer of any Series 2019A Bonds may require the payment by the registered owner of any tax, fee or other charge imposed by law and a reasonable transfer fee of the Trustee. The Administration shall not be obligated to make any such exchange or transfer of Series 2019A Bonds during the fifteen business days next preceding an Interest Payment Date on the Series 2019A Bonds, or in the case of any proposed redemption of Series 2019A Bonds, after the giving of notice calling such Series 2019A Bonds or portions thereof for redemption.

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