

CITY OF BALTIMORE
ORDINANCE 20.419
Council Bill 20-0588

Introduced by: The Council President
At the request of: The Administration (Department of Housing and Community Development)
Introduced and read first time: August 17, 2020
Assigned to: Taxation, Finance and Economic Development Committee

Committee Report: Favorable
Council action: Adopted
Read second time: October 5, 2020

AN ORDINANCE CONCERNING

Perkins Somerset Oldtown Bond Issuance

1
2 FOR the purpose of authorizing the issuance of special obligation bonds and the pledge, subject to
3 appropriation, of Tax Increment Revenues and Special Tax Revenues (as such terms are
4 defined herein) to the payment of debt service thereon; authorizing the pledge by the City,
5 subject to appropriation, of the Tax Increment Revenues and Special Tax Revenues pursuant
6 to a Contribution Agreement (defined herein) to provide for the payment by the State Issuer
7 (defined herein) of the principal of and interest on the applicable State Obligations (defined
8 herein) and other related costs; providing that such bonds or State Obligations may be issued
9 from time to time and in one or more issues or series in an aggregate principal amount not
10 exceeding \$105,000,000 for the purpose of financing infrastructure improvements and related
11 costs, including, without limitation, the Project (defined herein), and other necessary
12 improvements to, from, or within the development district, and certain other infrastructure
13 improvements permitted by the Acts (defined herein); providing for the method and sources
14 of payment for such special obligation bonds; authorizing the Board of Finance to specify,
15 prescribe, determine, provide for and approve the details, forms, documents or procedures in
16 connection with such special obligation bonds and any other matters necessary or desirable in
17 connection with the authorization, issuance, sale, and payment of such special obligation
18 bonds; authorizing the execution and delivery by the City of a Contribution Agreement with
19 respect to State Obligations; authorizing the Board of Finance to specify, prescribe,
20 determine, provide for, and approve the method and sources of such pledge, the details,
21 forms, documents, or procedures in connection with such pledge, and any other matters
22 necessary or desirable in connection with such pledge; providing for a special effective date;
23 providing that the City, in each fiscal year in which any such bonds are outstanding, use its
24 best efforts to obtain the appropriation of the Tax Increment Revenues and the Special Tax
25 Revenues in the amounts and at the times specified in a trust agreement or agreements
26 between the City and a bank or trust company appointed as trustee thereunder or in one or
27 more Contribution Agreements; and generally relating to the issuance and payment of special
28 obligation bonds or such pledge of the Tax Increment Revenues and the Special Tax
29 Revenues, subject to appropriation, pursuant to a Contribution Agreement to the payment of
30 debt service on State Obligations and other related costs.

EXPLANATION: CAPITALS indicate matter added to existing law.
[Brackets] indicate matter deleted from existing law.
Underlining indicates matter added to the bill by amendment.
~~Strike-out~~ indicates matter stricken from the bill by
amendment or deleted from existing law by amendment.

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1 BY authority of
2 Article II- General Powers
3 Section (62) and (62A)
4 Baltimore City Charter
5 (1996 Edition)

6 **Recitals**

7 Article II, Section (62) of the Baltimore City Charter (the "Tax Increment Act")
8 authorizes the Mayor and City Council of Baltimore (the "City") to establish a
9 "development district" (as defined in the Tax Increment Act) and a special, tax
10 increment fund into which the revenues and receipts from the real property taxes
11 representing the levy on the "tax increment" (as defined in the Tax Increment Act)
12 for the development district are deposited for the purpose of providing funds for
13 the development of the development district.

14 Pursuant to an Ordinance enacted prior to or simultaneously with this Ordinance
15 (the "Tax Increment Ordinance"), the City has:

- 16 (i) designated the Perkins Somerset Oldtown Development District (the
17 "Development District");
- 18 (ii) created the Perkins Somerset Oldtown Development District Tax
19 Increment Fund;
- 20 (iii) provided that until any special obligation Bonds or State Obligations
21 (as such terms are defined herein) issued with respect to the Development District
22 have been fully paid, the property taxes on real property in the Development
23 District shall be divided as provided in the Tax Increment Act; and
- 24 (iv) made other findings and determinations with respect to the Development
25 District.

26 Article II, Section (62A) of the Baltimore City Charter (the "Special Taxing
27 District Act") authorizes the City to establish a "special taxing district" (as
28 defined in the Special Taxing District Act) and a special fund into which the
29 special taxes levied in and collected from the special taxing district are deposited,
30 for the purpose of providing financing, refinancing, or reimbursement for the cost
31 (as defined in the Special Taxing District Act) of infrastructure improvements (as
32 defined in the Special Taxing District Act).

33 Pursuant to an Ordinance enacted prior to or simultaneously with this Ordinance
34 (the "Special Taxing District Ordinance"), the City has:

- 35 (i) designated the Perkins Somerset Oldtown Special Taxing District (the "Special
36 Taxing District");
- 37 (ii) created the Perkins Somerset Oldtown Special Tax Fund (the "Special Tax
38 Fund");

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(iii) authorized the levy of a special tax on all real and personal property within the Special Taxing District pursuant to the Rate and Method (defined herein); and

(iv) made certain other findings and determinations with respect to the Special Taxing District.

The Tax Increment Act also authorizes the City, subject to certain requirements, to borrow money by issuing and selling Bonds for the purpose of financing and refinancing the development of an industrial, commercial, or residential area in Baltimore City. The Tax Increment Act provides, however, that no Bonds may be issued by the City until an ordinance is enacted that (i) designates an area or areas within the City as a "development district" and (ii) provides that, until the Bonds have been fully paid, the property taxes on real property within the development district shall be allocated as provided in the Tax Increment Act.

The Tax Increment Act also authorizes the City, subject to certain requirements, to use the tax increment revenues to pay or reimburse the City for debt service which the City is obligated to pay or has paid (whether such obligation is general or limited) on Bonds or, under a Contribution Agreement, to a State Issuer (defined herein) for the payment of principal of and interest on applicable State Obligations for the purpose of providing funds for the development of the development district.

The Special Taxing District Act authorizes the City, subject to certain requirements, to borrow money by issuing and selling Bonds, for the purpose of providing financing, refinancing, or reimbursement for the cost of the infrastructure improvements.

The Special Taxing District Act also authorizes the City, subject to certain requirements, to use the special tax revenues to pay, or reimburse the City for debt service which the City is obligated to pay or has paid (whether such obligation is general or limited) on Bonds or, under a Contribution Agreement to a State Issuer (as defined herein), for the payment of principal of and interest on applicable State Obligations (as defined herein) for the purpose of providing financing, refinancing, or reimbursement for the cost of infrastructure improvements.

The City wishes to authorize the issuance of special obligation bonds to provide funds for the Project (defined herein) in the Districts (defined herein). The City also wishes to authorize the execution of a Contribution Agreement and the pledge by the City, subject to appropriation, of the Tax Increment Revenues and the Special Tax Revenues pursuant to such Contribution Agreement to provide for the payment by the State Issuer of the principal of and interest on the applicable State Obligations and other related costs in order to permit the issuance of State Obligations to provide funds for financing, refinancing, or reimbursement of the costs of the Project.

The City also wishes to determine various matters in connection with the foregoing, including authorizing the Board of Finance to undertake additional actions in connection with the issuance of Bonds and State Obligations to finance the costs of the Project.

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SECTION 1. BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF BALTIMORE, That for the purposes of this Ordinance, the following terms have the meanings indicated:

(a) "Acts" means, collectively, the Tax Increment Act and the Special Taxing District Act.

(b) "Bonds" means any bonds, notes, or other similar instruments issued by the Mayor and City Council of Baltimore pursuant to and in accordance with the Acts.

(c) "City Expenses" means the expenses of the City in carrying out its duties under this Ordinance, the Tax Increment Ordinance, the Special Taxing District Ordinance, and any Contribution Agreement, including but not limited to:

(1) the fees and expenses of any fiscal agent or trustee employed by the City incurred in connection with any Bonds;

(2) the expenses of the City in carrying out its duties under any Indenture, including but not limited to:

(i) the expenses incurred in levying and collecting the Special Tax;

(ii) any expenses incurred in complying with arbitrage rebate requirements; and

(iii) any costs and expenses incurred in complying with obligated person disclosure requirements associated with applicable federal and state securities law, including the costs of any employees of the City and fees of any professionals retained by the City to provide these services; and

(3) all other costs and expenses of the City incurred in connection with the discharge of its duties under any Indenture, including the costs of any employees of the City and legal expenses associated with those duties, and in any way related to the administration of the Special Taxing District or the Development District.

(d) "Contribution Agreement" means one or more contribution agreements or such other agreements executed by the City and a State Issuer, pursuant to which the City will evidence a pledge, subject to appropriation, of the Tax Increment Revenues and Special Tax Revenues to provide for the payment by the State Issuer of the principal of and interest on the applicable State Obligations, the replenishment of any reserve fund for the State Obligations, and the payment of other costs with respect to the State Obligations, including, without limitation, any City Expenses, State Issuer Expenses, and other administrative costs.

(e) "Development District" means the Perkins Somerset Oldtown Development District established by the Tax Increment Ordinance.

(f) "Districts" means the Development District and the Special Taxing District.

(g) "Includes" or "including" means by way of illustration and not by way of limitation.

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- 1 (h) "Indenture" or "Indentures" means the indenture or indentures, as applicable, under
2 which any Bonds or State Obligations are issued.
- 3 (i) "MEDCO" means the Maryland Economic Development Corporation.
- 4 (j) "Project" shall have the meaning set forth in Schedule I attached hereto.
- 5 (k) "Rate and Method" shall have the meaning set forth in the Special Taxing District
6 Ordinance.
- 7 (l) "Special Tax" means the special tax authorized to be levied and collected in the
8 Special Taxing District by the Special Taxing District Ordinance.
- 9 (m) "Special Tax Fund" means the Perkins Somerset Oldtown Special Tax Fund.
- 10 (n) "Special Tax Revenues" means the revenues and receipts from the Special Tax,
11 including amounts deposited in the Special Tax Fund and any other fund into which
12 all or any of these revenues and receipts are deposited after they are appropriated by
13 the City.
- 14 (o) "Special Taxing District" means the Perkins Somerset Oldtown Special Taxing
15 District.
- 16 (p) "Special Taxing District Act" means Article II, Chapter (62A) of the Baltimore City
17 Charter.
- 18 (q) "Special Taxing District Ordinance" means the Ordinance of the City designating the
19 Special Taxing District.
- 20 (r) "State Issuer" means MEDCO, the State of Maryland, or any agency, department, or
21 political subdivision of the State of Maryland.
- 22 (s) "State Issuer Expenses" means administrative costs and other expenses related to any
23 State Obligations of the State Issuer approved by the Director of Finance to be paid by
24 the City if required by a Contribution Agreement.
- 25 (t) "State Obligations" means any bonds or bond, notes or note, or other similar
26 instruments or instrument issued by a State Issuer, the proceeds of which have been
27 used to finance a portion of the costs of the Project as permitted by the Acts.
- 28 (u) "Tax Increment" means, for any tax year, the amount by which the assessable base (as
29 defined in the Tax Increment Ordinance) as of January 1 preceding that tax year
30 exceeds the original taxable value (as defined in the Tax Increment Ordinance),
31 divided by the assessment ratio (as defined in the Tax Increment Ordinance) used to
32 determine the original taxable value.
- 33 (v) "Tax Increment Act" means Article II, Chapter (62) of the Baltimore City Charter.
- 34 (w) "Tax Increment Fund" means the Perkins Somerset Oldtown Development District
35 Tax Increment Fund.

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- 1 (x) "Tax Increment Ordinance" means the Ordinance of the City designating the
2 Development District.
- 3 (y) "Tax Increment Revenues" means the revenues and receipts from the taxes
4 representing the levy on the Tax Increment in any tax year that would normally be
5 paid to the City, including amounts deposited in the Tax Increment Fund or any other
6 fund into which all or any part of these revenues and receipts are deposited after they
7 are appropriated by the City.
- 8 (z) "Tax year" means the period from July 1 of a calendar year through June 30 of the
9 next calendar year.

10 **SECTION 2. AND BE IT FURTHER ORDAINED,** That the City finds and determines that (a) the
11 issuance of Bonds and the pledge of certain Tax Increment Revenues and Special Tax Revenues
12 for the benefit of Bonds and (b) the issuance of State Obligations and the pledge by the City,
13 subject to appropriation, of the Tax Increment Revenues and Special Tax Revenues pursuant to a
14 Contribution Agreement to provide for the payment by the State Issuer of the principal of and
15 interest on the applicable State Obligations and other related costs, in each case, from time to
16 time for the purpose of providing funds to finance a portion of the costs of the Project:

- 17 (a) accomplish the purposes of the Acts;
- 18 (b) serve public purposes, including but not limited to the direct and indirect
19 enhancement of the taxable base of the City, the creation of new educational and
20 employment opportunities, the encouragement of additional economic activities, the
21 transformation of existing neighborhoods into sustainable and thriving mixed-income
22 communities, the undertaking of urban renewal projects, the facilitation of planned
23 improvements to the Districts, and the furtherance of economic development
24 conducted pursuant to comprehensive plans created or to be created in accordance
25 with appropriate zoning and land use legislation to be enacted; and
- 26 (c) generally promotes the health, welfare, and safety of the residents of the State of
27 Maryland and of the City of Baltimore.

28 **SECTION 3. AND BE IT FURTHER ORDAINED,** That:

- 29 (a) (1) The City authorizes the issuance from time to time of one or more issues or series
30 of Bonds by the City. Bonds may be approved from time to time by the Board of
31 Finance and may be issued pursuant to the provisions of an Indenture or
32 Indentures, at any time and from time to time, and in one or more issues or series
33 and as one or more instruments for the purposes set forth in subparagraph (b) of
34 this Section. Each issue or series of Bonds shall be identified by the year of issue
35 or by other designation. Such details shall be set forth in a resolution to be
36 adopted by the City or the City's Board of Finance in connection with the issuance
37 of the Bonds. Prior to issuance of any Bonds, the City shall have complied with
38 the requirements of subsection (d) of the Tax Increment Act and subsection (e) of
39 the Special Taxing District Act.
- 40 (2) The City authorizes the issuance from time or time of one or more issues or series
41 of State Obligations by a State Issuer. State Obligations may be approved from

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time to time by the Board of Finance and may be issued pursuant to the provisions of an Indenture or Indentures, at any time and from time to time, and in one or more issues or series and as one or more instruments, for the purposes set forth in subparagraph (b) of this Section. Each issue or series of State Obligations shall be identified by the issuer and the year of issue or by other designation. Such details shall be set forth in a resolution to be adopted by the City, the City's Board of Finance or a State Issuer in connection with the issuance of State Obligations. Prior to issuance State Obligations, the City shall have complied with the requirements of subsection (d) of the Tax Increment Act and subsection (e) of the Special Taxing District Act.

(3) The Bonds and State Obligations shall not exceed \$105,000,000 in aggregate principal amount.

(b) The Bonds and State Obligations shall not exceed \$105,000,000 in aggregate principal amount:

(1) to finance all or part of the costs of the Project;

(2) to establish one or more debt service reserve funds for the Bonds and State Obligations;

(3) to fund capitalized interest on the Bonds and State Obligations;

(4) to pay costs and expenses of issuing the Bonds and State Obligations, including any City Expenses and State Issuer Expenses; and

(5) to pay the principal of and interest on loans, money advanced, or indebtedness incurred by the Mayor and City Council of Baltimore for any of the purposes of the Acts.

(c) This Ordinance authorizes, but does not require, the City to execute a Contribution Agreement. The City shall not incur any obligation to any State Issuer until a Contribution Agreement is executed and delivered on behalf of the City, and then only to the extent provided in such Contribution Agreement or other documents executed and delivered in connection with the Contribution Agreement.

SECTION 4. AND BE IT FURTHER ORDAINED, That:

(a) (1) The Tax Increment Revenues are authorized to be pledged to the payment of the principal of and interest on the Bonds. However, the Tax Increment Revenues shall not be irrevocably pledged to the payment of principal and interest on such Bonds, and shall be subject to annual appropriation by the City.

(2) The Tax Increment Revenues are authorized to be pledged by the City pursuant to a Contribution Agreement, to provide for the payment by the State Issuer of the principal of and interest on the applicable State Obligations and other related costs. However, the Tax Increment Revenues shall not be irrevocably pledged to the payment of the City's obligations under any Contribution Agreement to provide for the payment by a State Issuer of principal and interest on any such

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State Obligations, and any such payment obligation shall be subject to annual appropriation by the City.

(b) (1) The Special Tax Revenues are authorized to be pledged to the payment of the principal of and interest on Bonds. However, the Special Tax Revenues shall not be irrevocably pledged to the payment of such principal and interest on such Bonds and shall be subject to annual appropriation by the City.

(2) The Special Tax Revenues are authorized to be pledged by the City pursuant to a Contribution Agreement, to provide for the payment by the State Issuer of the principal of and interest on the applicable State Obligations and other related costs. However, the Special Tax Revenues shall not be irrevocably pledged to the payment of the City's obligations under any Contribution Agreement to provide for the payment by a State Issuer of principal and interest on any such State Obligations, and any such payment obligation shall be subject to annual appropriation by the City.

(c) If any Bonds or State Obligations are outstanding, the Tax Increment Revenues may not be used for the purposes set forth in Section 6 of the Tax Increment Ordinance unless the amount in the Tax Increment Fund exceeds:

(1) the debt service payable on the outstanding Bonds in that fiscal year and any debt service payable on the outstanding Bonds in any prior fiscal year that remains unpaid and any amount necessary to satisfy the City's obligations under any Contribution Agreement;

(2) the amount required to replenish any debt service reserve fund or funds established for (i) any Bonds or (ii) if required under a Contribution Agreement, any State Obligations; and

(3) the amount of any City Expenses and, if required under a Contribution Agreement, State Issuer Expenses due and payable and to become due and payable in that fiscal year.

SECTION 5. AND BE IT FURTHER ORDAINED, That:

(a) Any Bonds issued pursuant to this Ordinance are special obligations of the City and do not constitute a general obligation debt of the City or a pledge of the City's full faith and credit or taxing power; and

(b) Any pledge by the City of the Tax Increment Revenues and the Special Tax Revenues pursuant to a Contribution Agreement to provide for the payment by the State Issuer of the principal of and interest on the applicable State Obligations and other related costs are special obligations of the City and do not constitute a general obligation debt of the City or a pledge of the City's full faith and credit or taxing power.

SECTION 6. AND BE IT FURTHER ORDAINED, That the Bonds and State Obligations shall be payable from:

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- 1 (a) capitalized interest and any other available amount in the funds and accounts created
2 by the Indenture or Indentures pursuant to which such Bonds or State Obligations
3 were issued, as applicable,
- 4 (b) the Tax Increment Revenues, subject to annual appropriation by the City, and
- 5 (c) to the extent the Tax Increment Revenues are not sufficient to pay any debt service on
6 any Bonds or to satisfy the City's obligations under any Contribution Agreement, to
7 replenish any debt service fund or funds for any Bonds, or, if required under a
8 Contribution Agreement, any State Obligations, and to pay any City Expenses or if
9 required by a Contribution Agreement, State Issuer Expenses, from the Special Tax
10 Revenues, levied and collected in accordance with the Rate and Method and subject
11 to annual appropriation by the City;

12 *provided, however, that, in each instance, the obligations of the City to pay debt service on any*
13 *Bonds or amounts required by any Contribution Agreement are payable from the revenues set*
14 *forth above, only to the extent such revenues are specifically pledged.*

15 **SECTION 7. AND BE IT FURTHER ORDAINED, That:**

- 16 (a) Special Taxes shall be levied and collected in accordance with the Rate and Method
17 and shall be sufficient to pay debt service on any Bonds, to replenish any debt service
18 reserve fund for such Bonds or, to satisfy the City's obligations under a Contribution
19 Agreement, State Obligations, and to pay any City Expenses and, if required under a
20 Contribution Agreement, State Issuer Expenses.
- 21 (b) The amount of the Special Tax required to be levied in any tax year to provide for the
22 payment of City Expenses may be reduced to the extent that amounts held under any
23 Indenture, or amounts otherwise available to the City, are available for the payment of
24 City Expenses in that tax year.
- 25 (c) The amount of the Special Tax required to be levied in any tax year to provide for the
26 satisfaction of the City's obligations and to pay State Issuer Expenses, as each may be
27 required by a Contribution Agreement, may be reduced to the extent that amounts
28 held under any Indenture, or amounts otherwise available to the City, for the payment
29 of the City's obligations under the Contribution Agreement are available for the
30 payment of State Issuer Expenses in that tax year.
- 31 (d) The City covenants to levy and collect the Special Tax in accordance with the Rate
32 and Method, up to the maximum special tax provided in the Rate and Method, at a
33 rate and amount at least sufficient to (1) pay principal of and interest on any Bonds,
34 (2) replenish any debt service reserve fund for any Bonds, (3) make payments
35 required by a Contribution Agreement for the payment by the State Issuer of debt
36 service on State Obligations, including, if required by such Contribution Agreement,
37 replenishment of any debt service reserve fund for any State Obligations, and (4) pay
38 any City Expenses or, if required by a Contribution Agreement, State Issuer Expenses
39 (to the extent these expenses are not otherwise provided for), to the extent capitalized
40 interest and other amounts available under any Indenture, the Tax Increment
41 Revenues, and any amounts in the Tax Increment Fund are insufficient.

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(e) The Special Tax also may be levied and collected with respect to Bonds or State Obligations issued to refund outstanding Bonds or State Obligations, as applicable, that were issued under the Special Taxing District Act without notice to or the consent of the property owners in the Special Taxing District as provided in the Indenture pursuant to which such Bonds or State Obligations were issued.

(f) (1) The Special Tax Revenues are authorized to be pledged to the payment of the principal of and interest on Bonds; *provided, however*, that the Special Tax Revenues may not be irrevocably pledged, and any obligation to pay principal of and interest on any Bonds shall be subject to annual appropriation by the City; and

(2) The Special Tax Revenues are authorized to be pledged by the City pursuant to a Contribution Agreement to provide for the payment by the State Issuer of the principal of and interest on the applicable State Obligations and other related costs; provided, however, that the Special Tax Revenues may not be irrevocably pledged, and any payment obligations of the City under any Contribution Agreement shall be subject to annual appropriation by the City.

SECTION 8. AND BE IT FURTHER ORDAINED, That:

(a) Each of the following documents shall be executed in the name of the City, and on its behalf by the Mayor or Director of Finance, by manual or facsimile signature, and if necessary the corporate seal of the City or a facsimile of it shall be impressed or otherwise reproduced on the document and attested by the Custodian or Alternate Custodian of the City Seal by manual or facsimile signature:

(1) Upon issuance of any Bonds, the Indenture to be entered into between the City and a trustee to be selected and the development agreement(s) to be entered into among the City, any other governmental entity, if necessary, and the developer(s) of the Districts to provide for the construction by the developer(s) of the Project;

(2) Upon issuance of any State Obligations, the Contribution Agreement and the development agreement(s) to be entered into among the City, the State Issuer, or any other governmental entity, if necessary, and the developer(s) of property within the Districts to provide for the construction by the developer(s) of the Project; and

(3) any other documents the Board of Finance considers necessary for the issuance, sale, and delivery of Bonds or State Obligations.

(b) If any officer whose signature or countersignature appears on the Bonds or any other document ceases to be an officer before the delivery of the Bonds or such other document, the signature or countersignature shall nevertheless be valid and sufficient for all purposes, as if the officer had remained in office until delivery.

(c) The Mayor, the Director of Finance, the Custodian of the City Seal, and the Alternate Custodian of the City Seal, and other officials of the City are authorized and empowered to do all acts and things and execute all documents and certificates as the Board of Finance determines to be necessary to carry out the provisions of this

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Ordinance, subject to the limitations set forth in the Acts, the Tax Increment Ordinance, the Special Taxing District Ordinance, and this Ordinance.

SECTION 9. AND BE IT FURTHER ORDAINED, That the Board of Finance shall prescribe or approve by resolution any of the following as it deems appropriate to finance the Project:

- (a) the principal amount of the Bonds or State Obligations to be issued, such principal not to exceed in the aggregate (including all outstanding Bonds and State Obligations) the maximum amount set forth in this Ordinance;
- (b) the rate or rates of interest the Bonds or State Obligations are to bear or the method for determining the same, provided that the rate or rates of interest shall not exceed a maximum of 9.0%;
- (c) the manner in which and the terms upon which the Bonds or State Obligations are privately placed or publicly sold;
- (d) the manner in which and the times and places that the interest on Bonds or interest on State Obligations is to be paid and the manner in which any unpaid interest or principal may accrue or be forgiven;
- (e) the time or times that Bonds or State Obligations, or any series of Bonds and State Obligations, may be executed, issued, delivered, or transferred;
- (f) the form and tenor of Bonds or State Obligations and the denominations in which Bonds or State Obligations may be issued;
- (g) the manner in which and the times and places that the principal of Bonds and principal on State Obligations is to be paid, within the limitations set forth in the Acts;
- (h) provisions pursuant to which any or all Bonds or State Obligations may be called for redemption prior to their stated maturity dates;
- (i) the terms and provisions of any Indenture, development agreement(s), Contribution Agreement to be executed by or on behalf of the City, or other documents to be executed by or on behalf of the City and any person in connection with the issuance of Bonds or State Obligations, including, provisions providing for additional security for the Bonds and State Obligations;
- (j) provisions establishing sinking funds or debt service reserve funds for Bonds or State Obligations;
- (k) provisions regarding (i) the amounts of the Tax Increment Revenues and the Special Tax Revenues pledged to pay the debt service on Bonds, to satisfy the City's payment obligations under any Contribution Agreement, to replenish any debt service fund or funds established for any Bonds or, if required by a Contribution Agreement, any State Obligations, and to pay City Expenses and , if required by a Contribution Agreement, State Issuer Expenses and (ii) the priority or order in which such amounts shall be used to pay such debt service on the Bonds, to satisfy the City's payment

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obligations under a Contribution Agreement, to replenish any debt service fund or funds for any Bonds or, if required by such Contribution Agreement, any State Obligations, and to pay City Expenses and, if required by a Contribution Agreement, State Issuer Expenses;

(l) provision for municipal bond insurance or any other type of financial guaranty of Bonds or State Obligations;

(m) whether the interest on any Bonds or State Obligations may be or may not be excludable from gross income for federal income tax purposes; and

(n) any other provisions not inconsistent with the Charter (including the Acts), the Tax Increment Ordinance, the Special Taxing District Ordinance, this Ordinance and other applicable law as the Board of Finance determines to be necessary or desirable to finance the Project.

SECTION 10. AND BE IT FURTHER ORDAINED, That:

(a) Before any Bonds or State Obligations are issued, the Director of Finance shall record among the Land Records of the City, at the cost of the Special Taxing District, a declaration that:

(1) encumbers all real property located in the Special Taxing District, except for property exempt by law or the Special Taxing District Ordinance; and

(2) designates that property as subject to the Special Taxing District.

(b) The declaration shall terminate when the Director of Finance records a release stating that all Bonds and State Obligations are fully repaid or have been defeased.

SECTION 11. AND BE IT FURTHER ORDAINED, That:

(a) This Section 11 applies to any Bonds issued and sold on the basis that the interest on such Bonds will be excludable from gross income for federal income tax purposes. Notwithstanding anything in this Ordinance to the contrary, Bonds may be issued and sold on the basis that the interest on them will not be excludable from gross income for federal income tax purposes.

(b) The City covenants that it will take, or refrain from taking, any and all actions necessary to comply with the provisions of § 103 and §§ 141 through 150, inclusive, of the Internal Revenue Code of 1986, as amended, applicable to any such Bonds in order to preserve the status of the interest on such Bonds as excluded from gross income for federal income tax purposes.

(c) Without limiting the generality of subsection (b), the City:

(1) will not use or permit the use of any of the proceeds of any such Bonds in any manner that would cause the interest on such Bonds to be included in gross income for federal income tax purposes;

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(2) periodically will determine the rebate amount and timely pay any rebate amount or installment of any rebate amount due on such Bonds, to the United States of America; and

(3) will prepare and timely file Internal Revenue Service Form 8038-G, Information Return for Tax-Exempt Governmental Obligations, or any successor or additional form required by the Internal Revenue Service for such Bonds.

(d) The Director of Finance may prepare, execute, and deliver for such Bonds:

(1) a tax regulatory agreement and no arbitrage certificate with respect to such Bonds in the form the Director of Finance approves; and

(2) any other documents the Director of Finance considers necessary to assure the owners of such Bonds that interest on such Bonds will be and remain excludable from gross income for federal income tax purposes.

SECTION 12. AND BE IT FURTHER ORDAINED, That any approvals, authorizations, or activities provided in this Ordinance do not constitute and may not be deemed to constitute or imply that the City Council, the Mayor, or any department, office or agency within or related to the City has given or will give any approval, authorization, or consent to any action or activity within or required for the development of the Districts, including any land use approval, requirements for the provision of public utilities or services, approvals relating to the construction or other development of the improvements that constitute the Project, or any other administrative, judicial, quasi-judicial, or legislative approval, authorization, or consent or any necessary amendments to underlying zoning laws and maps, urban renewal plans, Planned Unit Developments or Master Plans required to develop the Project.

SECTION 13. AND BE IT FURTHER ORDAINED, That the provisions of this Ordinance are severable. If any provision, sentence, clause, section, or other part of this Ordinance is held or determined to be illegal, invalid, unconstitutional, or inapplicable to any person or circumstances, that illegality, invalidity, unconstitutionality, or inapplicability does not affect or impair any of the remaining provisions, sentences, clauses, sections, or parts of this Ordinance or their application to other persons or circumstances. It is the intent of the City that this Ordinance would have been passed even if the illegal, invalid, unconstitutional, or inapplicable provision, sentence, clause, section, or other part had not been included in this Ordinance, and as if the person or circumstances to which this Ordinance or part are inapplicable had been specifically exempted.

SECTION 14. AND BE IT FURTHER ORDAINED, That this Ordinance takes effect on the date it is enacted.

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Schedule I

Description of Project (the "Project")

The Project means the following infrastructure improvements to the extent permitted by the Acts, to be constructed in accordance with all required City approvals:

1. The design, installation, development, construction or reconstruction, renovation, improvement, landscaping, equipping, and realignment of street and road improvements to, from, and within the Development District, and other related costs, including (without limitation):
 - a. streets and roads that contain pedestrian walks, bike paths, and improvements related thereto (including, but not limited to, bus stops, bike racks, and benches);
 - b. intersections, curbs, gutters, sidewalks, lighting, signage, street markings, signals, ramps, and other improvements, furnishings, or equipment related thereto, which may include items, structures, or improvements relating to transit, pedestrians, and bicycles;
 - c. any other improvements which are designed to improve traffic flow to and from the Development District or otherwise necessary to the foregoing;
2. The design, installation, development, construction and reconstruction, renovation, improvement and equipping of utilities, and any necessary environmental remediation related thereto, and other related costs, including (without limitation):
 - a. water, sewer and sewage facilities, lighting, underdrains, electrical service, ductbanks, and conduits;
 - b. water meter vaults and sanitary lift stations; and
 - c. stormwater management facilities, including (without limitation), drains, gardens, the protection of wetlands, structural improvements, foliage, and bioretention facilities;
3. The design, installation, development, construction and reconstruction, renovation, improvement, installation, and equipping of public parks, green space, and other open spaces and other related costs, including (without limitation):
 - a. required earthwork, sitework, foliage, furnishings, equipment, lighting, signage, and multimodal structures and facilities and
 - b. indoor and outdoor public recreational fields, facilities, pools, structures, and amenities, public restrooms, shade structures, and comfort stations;
4. The cost of purchasing, leasing, or otherwise acquiring land or other property, or an interest in them, in the Development District or as necessary for a right-of-way or other easement to or from the Development District;

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- 1 5. Site removal, including (without limitation) demolition, site preparation, earthwork,
2 clearing, grading and filling, erosion and sediment control, soil cut, infill or removal,
3 capping, and necessary environmental remediation;
- 4 6. The construction or rehabilitation of buildings provided that such buildings (i) are to be
5 devoted to a governmental use or purpose, including but not limited to buildings,
6 facilities, or structures to be used as a school or uses ancillary to a school, (ii) are
7 abandoned property; (iii) are distressed property; or (iv) will provide units of affordable
8 housing;
- 9 7. Surveys and studies, including (without limitation) designs, plans, drawings,
10 specifications, and estimates of cost and of revenues, in each case related to the
11 foregoing;
- 12 8. The relocation of businesses or residents; and
- 13 9. The acquisition, construction, reconstruction, renovation, design, and development of
14 other related infrastructure or other improvements as permitted by the Acts that are
15 necessary for the completion of the foregoing for their intended public purposes.

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Certified as duly passed this 19 day of October, 2020

Brandon M. Scott

President, Baltimore City Council

Certified as duly delivered to His Honor, the Mayor,

this 19 day of October, 2020

Natasha B. Austin

Chief Clerk

Approved this 27th day of Oct, 2020

[Signature]

Mayor, Baltimore City

Approved for Form and Legal Sufficiency
This 22nd day of October, 2020.

Elena DiPietro

City Solicitor