



MONTGOMERY COUNTY EXECUTIVE ORDER

Offices of the County Executive • 101 Monroe Street • Rockville, Maryland 20850

Subject Third Supplemental Commercial Paper Order/2010 Note Program	Executive Order No. 19-14	Subject Suffix
Department Finance	Department No. B332-14	Effective Date January 17, 2014

THIRD SUPPLEMENTAL ORDER

ORDER amending Orders No B303-10 and No. B304-10, each issued by the County Executive of Montgomery County, Maryland as of June 21, 2010, as amended and supplemented (the "Note Orders"), to (a) increase or decrease the maximum principal amount of bond anticipation notes ("Notes") authorized to be outstanding under the Note Orders, (b) add the projects to the definition of Projects under the Note Orders, (c) add certain County laws to the definition of Authorizing Legislation under the Note Orders, and (d) ratify and confirm the Note Orders.

RECITALS

Pursuant to Section 19-101 of the Local Government Article of the Annotated Code of Maryland (2013 Replacement Volume)(the "Bond Anticipation Note Act"), certain laws (collectively, the "Authorizing Legislation," as defined herein) of Montgomery County, Maryland (the "County") and Resolution No. 16-1104 of the County Council of the County adopted on September 15, 2009, as amended and supplemented by Resolution No. 16-1567 adopted by the County Council on November 30, 2010, Resolution No.17-318 adopted by the County Council on December 6, 2011, Resolution No. 17-556 adopted by the County Council on September 25, 2012, and Resolution No. 17-908 adopted by the County Council on October 1, 2013 (as amended and supplemented, the "Resolution" and, together with the Bond Anticipation Note Act and the Authorizing Legislation, the "Enabling Law"), the County is authorized to issue bond anticipation notes in the form of commercial paper in the aggregate principal amount of up to \$1,824,313,000. Pursuant to the Enabling Law, the County has issued its \$150,000,000 Montgomery County, Maryland Consolidated Commercial Paper Bond Anticipation Notes, 2010 Series A (the "Series A Notes") and \$150,000,000 Montgomery County, Maryland Consolidated Commercial Paper Bond Anticipation Notes, 2010 Series B (the "Series B Notes" and together with the Series A Notes, the "Notes"), which a portion of such Notes were repaid with the proceeds of the County's Consolidated Public Improvement Bonds of 2013, Series A on October 26, 2013. As of the date of this Third Supplemental Order (this "Third Supplemental Order"), the County currently has outstanding \$126,790,000 principal amount of its Notes.

The Note Orders provide that the County may, from time to time and at any time, without the consent of or notice to the holders of Notes, execute a supplement to the Note Orders to (a) increase or decrease the maximum principal amount of Notes authorized to be outstanding under the Note Orders, (b) add additional projects to the definition of Projects (as defined in the Note Orders), consistent with applicable law, and (c) add additional bond authorization laws effective after the date of passage of the Note Orders to the definition of Authorizing Legislation.

The County Executive is issuing this Third Supplemental Order in order to (a) increase the



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maximum principal amount of Notes authorized to be outstanding under the Note Orders, (b) add the projects approved by appropriation resolution to the definition of Projects under the Note Orders, (c) add Chapter 26 of the Laws of Montgomery County of 2013 to the definition of Authorizing Legislation under the Note Orders, and (d) ratify and confirm the Note Orders.

BE IT ORDERED by the County Executive of Montgomery County, Maryland that:

ARTICLE I

DEFINITIONS

SECTION 1.1 Definitions.

(a) Any capitalized term used in this Third Supplemental Order and not defined herein shall have the meaning given such term in the Note Orders, unless the context clearly indicates otherwise.

(b) The Projects listed on Schedule 1 attached hereto as authorized pursuant to the Authorizing Legislation shall be hereby added to the definition of Projects pursuant to the Note Orders.

(c) The definition of "Authorizing Legislation" contained in the Note Orders is deleted in its entirety and replaced with the following:

““Authorizing Legislation” means (a) Chapter 17 of the Laws of Montgomery County of 1981, Chapter 19 of the Laws of Montgomery County of 1981, Chapter 13 of the Laws of Montgomery County of 1982, Chapter 14 of the Laws of Montgomery County of 1982, Chapter 8 of the Laws of Montgomery County of 1983, Chapter 9 of the Laws of Montgomery County of 1983, Chapter 10 of the Laws of Montgomery County of 1983, Chapter 6 of the Laws of Montgomery County of 1984, Chapter 20 of the Laws of Montgomery County of 1985, Chapter 13 of the Laws of Montgomery County of 1986, Chapter 17 of the Laws of Montgomery County of 2001, Chapter 21 of the Laws of Montgomery County of 2002, Chapter 17 of the Laws of Montgomery County of 2003, Chapter 18 of the Laws of Montgomery County of 2004, Chapter 19 of the Laws of Montgomery County of 2005, Chapter 43 of the Laws of Montgomery County of 2006, Chapter 12 of the Laws of Montgomery County of 2007, Chapter 36 of the Laws of Montgomery County of 2008, Chapter 22 of the Laws of Montgomery County of 2009, and such other Laws of Montgomery County as may be added by amendment to the Note Order, Chapter 54 of the Laws of Montgomery County of 2012, Chapter 24 of the Laws of Montgomery County of 2011, Chapter 23 of the Laws of Montgomery County of 2012, and Chapter 26 of the Laws of Montgomery County of 2013; and (b) Resolution No. 16-1104 adopted by the County Council of Montgomery County on September 15, 2009, as amended and supplemented from time to time.”



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ARTICLE II

AUTHORIZATION OF ADDITIONAL NOTES

Pursuant to Section 2.1. of the Note Orders, the aggregate principal amount of Notes that may be outstanding hereunder at any one time is increased to and shall not exceed One Hundred Million Dollars (\$150,000,000), as such amount may be reduced or increased in accordance with such Section.

ARTICLE III

MISCELLANEOUS

SECTION 3.1 Ratification. Except as specifically amended by this Third Supplemental Order, each of the Note Orders is hereby ratified and confirmed.

SECTION 3.2 Severability. In case any one or more of the provisions of this Third Supplemental Order shall, for any reason, be held to be illegal or invalid (i) such illegality or invalidity shall not affect any other provisions of this Third Supplemental Order, or of the Note Orders, and (ii) this Third Supplemental Order and the Note Orders shall be construed and enforced as if such illegal or invalid provisions were not contained herein.

[signatures appear on next page]



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Dated as of January 17, 2014.

A handwritten signature in cursive script, appearing to read "Istah Leggett", written over a horizontal line.

Istah Leggett
County Executive
Montgomery County, Maryland



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SCHEDULE 1

PROJECTS

**COMMERCIAL PAPER ISSUE*
BY CATEGORY
January 24, 2014**

A: Schools	76,000,000
College	39,000,000
B: Roads	54,600,000
C: Gen'l County	84,000,000
Parks	5,000,000
Fire	-
D: Mass Transit	35,000,000
F: Housing	1,400,000
TOTAL	295,000,000

* A portion of the projects listed in the Schedule will be financed with the proceeds of the County's Consolidated Public Improvement Commercial Paper Bond Anticipation Notes, Series 2009.