

**CITY OF HYATTSVILLE
RESOLUTION 2023-03**

A RESOLUTION OF THE CITY COUNCIL OF CITY OF HYATTSVILLE (THE “CITY”) AUTHORIZING THE RENEWAL AND MODIFICATION OF THE CITY’S “GENERAL OBLIGATION PUBLIC IMPROVEMENT BOND ANTICIPATION NOTES, SERIES 2022” (THE “2022 BAN”) IN THE ORIGINAL PRINCIPAL OF \$11,000,000, SUBJECT TO THE FURTHER PROVISIONS OF THIS RESOLUTION; PRESCRIBING CERTAIN TERMS AND CONDITIONS FOR THE RENEWAL AND MODIFICATION THEREOF AND OTHER DETAILS INCIDENT TO THE RENEWAL AND MODIFICATION OF THE 2022 BAN; AUTHORIZING THE DELIVERY OF AN AMENDED AND RESTATED 2022 BAN (THE “2023 BAN”); AUTHORIZING THE TREASURER TO DETERMINE AND FIX CERTAIN TERMS AND DETAILS IN CONNECTION WITH THE RENEWAL AND MODIFICATION OF THE 2022 BAN THROUGH THE DELIVERY OF THE 2023 BAN; CONFIRMING THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON THE BANS (AS DEFINED HEREIN) FROM THE PROCEEDS OF THE BONDS IN ANTICIPATION OF WHICH THE BANS WERE ISSUED SECURED BY THE FULL FAITH AND CREDIT AND UNLIMITED TAXING POWER OF THE CITY; PROVIDING THAT THE PROVISIONS OF THIS RESOLUTION SHALL BE LIBERALLY CONSTRUED; AND GENERALLY RELATING TO THE RENEWAL AND MODIFICATION OF THE 2022 BAN THROUGH THE DELIVERY OF THE 2023 BAN.

RECITALS

WHEREAS, City of Hyattsville, a municipal corporation of the State of Maryland and a municipality within the meaning of the Enabling Act identified below (the “City”), is authorized and empowered by Sections 19-301 to 19-309, inclusive, of the Local Government Article of the Annotated Code of Maryland (previously codified as Sections 31 to 37, inclusive, of Article 23A of the Annotated Code of Maryland), as replaced, supplemented or amended (the “Enabling Act”), and Section C5-23A of the Charter of the City, as replaced, supplemented or amended (the “Charter”), to borrow money for any proper public purpose and to evidence such borrowing by the issuance and sale of its general obligation bonds; and

WHEREAS, pursuant to Ordinance 2022-03, passed by the City Council of the City (the “City Council”) on July 18, 2022 (the “Ordinance”) pursuant to the authority of the Enabling Act and Section C5-23A of the Charter, the City authorized the issuance and sale from time to time, upon its full faith and credit, of one or more series of its general obligation bonds in an original aggregate principal amount not to exceed Eleven Million Two Hundred Fifty Thousand Dollars (\$11,250,000) (the “Bonds”) in order to finance, reimburse or refinance costs of the public purpose projects identified in Section 3(b) of the Ordinance (the “Projects”); and

WHEREAS, pursuant to the authority of Sections 19-211 through 19-223, inclusive, of the Local Government Article of the Annotated Code of Maryland (previously codified as Section 12 of Article 31 of the Annotated Code of Maryland), as replaced, supplemented or amended (the “Bond Anticipation Note Act”) and Section C5-23A of the Charter, Section 7 of the Ordinance authorized the City to issue and sell, upon its full faith and credit, its general obligation bond anticipation notes in one or more series in an original aggregate principal amount not to exceed

1 Eleven Million Dollars (\$11,000,000), prior to and in anticipation of the sale of any series of the
2 Bonds, for the public purpose of financing or reimbursing costs of the Projects on an interim basis;
3 and

4 **WHEREAS**, pursuant to Resolution 2022-08, adopted by the City Council on July 18,
5 2022 (the “2022 Resolution”), the City determined to issue the “City of Hyattsville General
6 Obligation Public Improvement Bond Anticipation Notes” Series 2022 in the original aggregate
7 maximum principal amount of \$11,000,000 (the “2022 BAN”; the 2022 BAN as renewed,
8 modified, amended and restated by the 2023 BAN (as hereinafter further defined), collectively
9 referred to herein, as the “BANs”); and

10 **WHEREAS**, the 2022 BAN was issued by the City and purchased by and delivered to
11 JPMorgan Chase Bank, N.A. (the “Holder”) on August 30, 2022 with a stated maturity date of
12 August 30, 2023; and

13 **WHEREAS**, the 2022 BAN was issued to provide interim financing to finance or refinance
14 the costs of the 3505 Hamilton Street Public Safety Building and to pay for costs of issuance of
15 the 2022 BAN (the “Project”); and

16 **WHEREAS**, Section 19-213(b)(3) of the Bond Anticipation Note Act and Section 7(c) of
17 the Ordinance permit the 2022 BAN to be renewed and modified, with or without resale by
18 resolution of the City Council; and

19 **WHEREAS**, the Ordinance provides the terms of any bond anticipation notes issued
20 pursuant to the Ordinance may be established as determined by the City Council by resolution,
21 based on a recommendation of the municipal advisor to the City, the City Administrator of the
22 City (the “City Administrator”) and the Treasurer of the City (the “Treasurer”); and

23 **WHEREAS**, the City Council, based on the recommendation of the municipal advisor to
24 the City, the City Administrator and the Treasurer, has determined to renew the 2022 BAN upon
25 the terms and conditions set forth in this Resolution.

26 **NOW, THEREFORE, BE IT RESOLVED** by the City Council of the City of Hyattsville
27 that:

28 SECTION 1. (a) The Recitals to this Resolution are deemed a substantive part of this
29 Resolution and are incorporated herein by reference. Capitalized terms used in the Sections of this
30 Resolution that are not otherwise defined herein shall have the meanings given to such terms in
31 the Recitals hereto.

32 (b) References in this Resolution to any official by title shall be deemed to refer (i) to
33 any official authorized under the Charter, the code of ordinances of the City (the “City Code”) or
34 other applicable law or authority to act in such titled official’s stead during the absence or disability
35 of such titled official, (ii) to any person who has been elected, appointed or designated to fill such
36 position in an acting or interim capacity under the Charter, the City Code or other applicable law
37 or authority, (iii) to any person who serves in a “deputy”, “associate” or “assistant” capacity as
38 such an official, provided that the applicable responsibilities, rights or duties referred to herein
39 have been delegated to such deputy, associate or assistant in accordance with the Charter, the City

1 Code or other applicable law or authority, and/or (iv) to the extent an identified official commonly
2 uses another title not provided for in the Charter or the City Code, the official, however known,
3 who is charged under the Charter, the City Code or other applicable law or authority with the
4 applicable responsibilities, rights or duties referred to herein.

5 (c) References in this Resolution to the “principal amount” of the 2023 BAN (as
6 defined in Section 2 below) shall be construed to mean the par amount of the 2023 BAN.

7 (d) The provisions of the 2022 Resolution, except those directly modified by this
8 Resolution, remain in effect.

9 SECTION 2. As authorized in Section 7(c) of the Ordinance, the City, acting pursuant to
10 the authority of the Bond Anticipation Act, Section C5-23A of the Charter, the Ordinance and any
11 other applicable law, hereby determines to renew and modify the 2022 BAN to be evidenced by
12 an amendment and restatement of the 2022 BAN to be in the original aggregate principal amount
13 of Eleven Million Dollars (\$11,000,000) and to be designated as the “City of Hyattsville Amended
14 and Restated General Obligation Public Improvement Bond Anticipation Note, Series 2023” (the
15 “2023 BAN”).

16 SECTION 3. The 2023 BAN shall be executed in the name of the City and on its behalf
17 by the Mayor, by manual signature. The corporate seal of the City shall be affixed to the 2023
18 BAN (manually or by facsimile) and attested by the City Clerk of the City (the “City Clerk”) by
19 manual signature. The 2023 BAN shall be delivered in the name of the Holder on the books kept
20 for registration and registration of transfer of bond anticipation notes by the Treasurer. In the event
21 any official of the City whose signature appears on the 2023 BAN shall cease to be such official
22 prior to the delivery of the 2023 BAN, or, in the event any such official whose signature appears
23 on the 2023 BAN shall have become such after the date of delivery, the 2023 BAN shall
24 nevertheless be valid and binding obligations of the City in accordance with their terms.

25 SECTION 4. (a) Except as provided hereinafter, the 2023 BAN shall be in substantially
26 the restated form attached hereto as Exhibit A and incorporated by reference herein. Appropriate
27 variations and insertions may be made by the Mayor or the Treasurer to reflect determinations
28 made in accordance with this Resolution, to provide names, dates, numbers, interest rate or rates
29 and amounts, to comply with recommendations of legal counsel, or to make other modifications
30 not specifically provided for herein that do not materially alter the substance of the 2023 BAN. All
31 of the covenants contained in the form attached hereto as Exhibit A, as such form shall be finally
32 completed and executed in accordance with this Section 4, are hereby adopted by the City as and
33 for the form of obligations to be incurred by the City, and the covenants and conditions contained
34 therein are hereby made binding upon the City, including the promise to pay therein contained.
35 The execution and delivery of the 2023 BAN by the Mayor in accordance with this Resolution
36 shall be conclusive evidence of the approval of the form of the 2023 BAN and any variations,
37 insertions, omissions, notations, legends or endorsements authorized by this Resolution.

38 SECTION 5. (a) The City shall renew and modify the terms of the 2022 BAN, as
39 determined by the Treasurer with the assistance of the City’s municipal advisor. Notwithstanding
40 the foregoing, the Treasurer may determine, based upon the advice of the City’s municipal advisor,

1 to reject any modification proposal received from the Holder and to solicit proposals for the
2 renewal and modification of the BANs at a future time or times, as market conditions warrant.

3 (b) The Treasurer is expressly authorized and empowered to take any and all action
4 necessary to complete and close the renewal, modification and delivery of the 2023 BAN,
5 including, without limitation, making such changes or modifications in the form of the 2023 BAN
6 approved hereby as may be necessary or appropriate to comply with the proposed terms of the
7 renewal and modification.

8 SECTION 6. Promptly upon the finalization of the proposed terms for the renewal and
9 modification of the 2022 BAN, such renewal and modification shall be approved by the Treasurer,
10 by order or otherwise. The Treasurer is hereby authorized and directed to fix and determine the
11 maturity date for the 2023 BAN, the interest rate or rates to be borne by the 2023 BAN (provided
12 that any such rate or rates does not exceed six and one half percent (6.50%) per annum), and all
13 other terms and details of the 2023 BAN, within the limitations set forth in the Ordinance the 2022
14 Resolution, and this Resolution.

15 SECTION 7. The Mayor, the City Administrator, the Treasurer, the City Clerk of the
16 City, as appropriate, and all other appropriate officials and employees of the City are hereby
17 authorized, empowered and directed to (i) take any and all action necessary to complete and close
18 the renewal, modification, and delivery of the 2023 BAN, (ii) negotiate, approve, execute and
19 deliver all documents, certificates and instruments necessary or appropriate in connection with any
20 such renewal, modification, and delivery, and (iii) carry out the transactions contemplated by this
21 Resolution, and any documents, certificates or instruments executed and delivered in connection
22 with the 2023 BAN.

23 SECTION 8. The provisions of this Resolution shall be liberally construed in order to
24 effectuate the transactions contemplated hereby.

25 SECTION 9. This Resolution shall become effective immediately upon its adoption.

26 [CONTINUED ON FOLLOWING PAGE]

1 **INTRODUCED** by the City Council of the City of Hyattsville, Maryland, at a ____ regular
2 ____ special [check applicable meeting type] meeting on _____, 2023, at which meeting copies
3 were available to the public for inspection.

4 **ADOPTED** by the City Council of the City of Hyattsville, Maryland, at a ____ regular
5 ____ special [check applicable meeting type] meeting on _____, 2023, at which meeting copies
6 were available to the public for inspection.

7 ATTEST:

8
9 _____
10 Laura Reams, City Clerk

Robert S. Croslin, Mayor

EXHIBIT A

FORM OF REPLACEMENT BOND ANTICIPATION NOTE

UNITED STATES OF AMERICA

No. R-1 STATE OF MARYLAND \$ _____

CITY OF HYATTSVILLE

AMENDED AND RESTATED

GENERAL OBLIGATION PUBLIC IMPROVEMENT

BOND ANTICIPATION NOTE, SERIES 2023

<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Dated Date</u>
_____, 2024	As set forth below	August 30, 2023

Registered Owner:

Principal Sum: DOLLARS

City of Hyattsville, a municipal corporation organized and existing under the Constitution and laws of the State of Maryland and a municipality within the meaning of the Bond Anticipation Note Act identified herein (the "City"), hereby acknowledges itself indebted for value received and promises to pay to the Registered Owner shown above, or registered assigns (the "Registered Holder"), on the Maturity Date specified above, the Principal Sum shown above, and to pay interest on such Principal Sum at a rate of [_____] per annum until maturity or sooner paid in accordance with any redemption provisions contained herein (the "Interest Rate"). Interest shall be computed on the basis of a 360-day year comprised of twelve 30-day months.

Both principal of and interest on this note are payable in lawful money of the United States of America. The principal of and interest on this note are payable by check or by wire transfer mailed or sent to the Registered Holder hereof without presentation and surrender except for the final payment of principal and interest which shall be payable upon presentation and surrender hereof at the office of the Treasurer of the City (the "Treasurer"). If any payment is due hereunder on a day which is not a Business Day (defined below), the City will not be required to make payment until the next succeeding Business Day, and no interest will accrue on such payment in the intervening period. "Business Day" means a day other than a Saturday, Sunday or day on which banking institutions under the Laws of the State of Maryland are authorized or obligated by law or required by executive order to remain closed.

This note is issued pursuant to and in full conformity with the provisions of Sections 19-211 through 19-223, inclusive, of the Local Government Article of the Annotated Code of Maryland (previously codified as Section 12 of Article 31 of the Annotated Code of Maryland), as replaced, supplemented or amended (the "Bond Anticipation Note Act"), and Section C5-23A

1 of the Charter of the City, as replaced, supplemented or amended, and by virtue of due proceedings
2 had and taken by the City Council of the City (the "City Council"), particularly Ordinance 2022-
3 03, which was passed by the City Council on July 18, 2022 and became effective on August 7,
4 2022 (the "Ordinance"), Resolution 2022-08, which was adopted by the City Council on July 18,
5 2022 and became effective on July 18, 2022 (the "2022 Resolution"), and Resolution 2023-____,
6 which was adopted by the City Council on _____, 2023 and became effective on _____,
7 2023 (the "Resolution").

8 [REDEMPTION PROVISIONS TO BE INSERTED HERE, IF ANY]

9 This note is transferable only upon the registration books kept at the office of the Treasurer,
10 by the Registered Holder hereof in person, or by his attorney duly authorized in writing, upon
11 surrender hereof, together with a written instrument of transfer in the form attached hereto and
12 satisfactory to the Treasurer and duly executed by the Registered Holder or his duly authorized
13 attorney.

14 This note may be transferred or exchanged at the office of the Treasurer. Upon any such
15 transfer or exchange, the City shall issue, and the Treasurer shall deliver, a new registered note or
16 notes of the same series in authorized denominations equal to the aggregate principal amount of
17 the note so transferred or exchanged, with the same maturity and bearing interest at the same rate.
18 In each case, the Treasurer may require payment by the Registered Holder of this note requesting
19 transfer or exchange hereof of any tax, fee or other governmental charge, shipping charges and
20 insurance that may be required to be paid with respect to such transfer or exchange, but otherwise
21 no charge shall be made to the Registered Holder hereof for such transfer or exchange.

22 The City may deem and treat the party in whose name this note is registered as the absolute
23 owner hereof for the purpose of receiving payment of or on account of the principal hereof and
24 interest due hereon and for all other purposes.

25 The full faith and credit and unlimited taxing power of City are hereby pledged to the
26 payment of the principal of and interest on this note according to its terms, and the City does hereby
27 covenant and agree to pay punctually the principal of and the interest on this note, at the dates and
28 in the manner mentioned herein, according to the true intent and meaning hereof.

29 It is hereby certified and recited that each and every act, condition and thing required to
30 exist, to be done, to have happened or to be performed precedent to and in the issuance of this note,
31 does exist, has been done, has happened and has been performed in full and strict compliance with
32 the Constitution and laws of the State of Maryland, the Ordinance, the 2022 Resolution, and the
33 Resolution, and that this note, together with all other indebtedness of the City, is within every debt
34 and other limit prescribed by the Constitution and laws of the State of Maryland.

35
36 [signatures appear on following page]
37

IN WITNESS WHEREOF, City of Hyattsville has caused this note to be executed in its name by the manual signature of the Mayor and its corporate seal to be affixed hereto or otherwise reproduced hereon, attested by the manual signature of the City Clerk, all as of the Dated Date set forth above.

(SEAL)

ATTEST:

CITY OF HYATTSVILLE

City Clerk

By: _____
Mayor

(Form of Instrument of Transfer)

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

(Please Insert Social Security or Other Identifying Number of Assignee) _____

(Print or Type Name and Address, Including Zip Code of Assignee)

the within bond and all rights thereunder and does hereby constitute and appoint _____
attorney to transfer the within bond on the books kept for the registration thereof, with full power
of substitution in the premises.

Dated: _____

Signature Guaranteed:

Notice: Signatures must be guaranteed by a
member or participant of a signature guaranty
program.

Notice: The signature to this assignment
must correspond with the name as it
appears upon the face of the within bond in
every particular, without alteration or
enlargement or any change whatsoever.

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