



Legislation Details (With Text)

**File #:** 2003-0055      **Version:** 2  
**Type:** Ordinance      **Status:** Passed  
**File created:** 2/18/2003      **In control:** Budget and Fiscal Management Committee  
**On agenda:**      **Final action:** 3/10/2003  
**Enactment date:** 3/24/2003      **Enactment #:** 14583

**Title:** AN ORDINANCE providing for the issuance of unlimited tax general obligation refunding bonds of the county in an outstanding aggregate principal amount not to exceed \$120,000,000 for the purpose of providing funds to refund, on a current basis, all or a portion of the county's outstanding Unlimited Tax General Obligation Refunding Bonds, 1993 Series C; providing for the public sale of the bonds and the disposition of the proceeds of sale; establishing funds for the receipt and expenditure of bond proceeds and for the payment of the bonds; and providing for the annual levy of taxes to pay the principal thereof and interest thereon.

**Sponsors:** Larry Phillips  
**Indexes:** Bonds, Finance

**Code sections:**

**Attachments:** 1. Ordinance 14583.pdf, 2. 2003-0055 Transmittal Letter.doc, 3. 2003-00550 Staff Report 3-5-03.doc

Date	Ver.	Action By	Action	Result
3/10/2003	2	Metropolitan King County Council	Hearing Held	
3/10/2003	2	Metropolitan King County Council	Passed	Pass
3/5/2003	2	Budget and Fiscal Management Committee	Recommended Do Pass Substitute	Pass
3/5/2003	1	Budget and Fiscal Management Committee	Amended	Pass
2/18/2003	1	Metropolitan King County Council	Introduced and Referred	

Clerk 03/05/03

AN ORDINANCE providing for the issuance of unlimited tax general obligation refunding bonds of the county in an outstanding aggregate principal amount not to exceed \$120,000,000 for the purpose of providing funds to refund, on a current basis, all or a portion of the county's outstanding Unlimited Tax General Obligation Refunding Bonds, 1993 Series C; providing for the public sale of the bonds and the disposition of the proceeds of sale; establishing funds for the receipt and expenditure of bond proceeds and for the payment of the bonds; and

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ORDINANCE

AN ORDINANCE providing for the issuance of unlimited tax general obligation refunding bonds of the county in an outstanding aggregate principal amount not to exceed \$120,000,000 for the purpose of providing funds to refund, on a current basis, all or a portion of the county's outstanding Unlimited Tax General Obligation Refunding Bonds, 1993 Series C; providing for the public sale of the bonds and the disposition of the proceeds of sale; establishing funds for the receipt and expenditure of bond proceeds and for the payment of the bonds; and providing for the annual levy of taxes to pay the principal thereof and interest thereon.

PREAMBLE:

The county has previously issued its Unlimited Tax General Obligation Refunding Bonds, 1993 Series C, all of which are now subject to redemption prior to maturity. The county has an opportunity to refund, on a current basis, all or a portion of those bonds, thereby realizing savings to its taxpayers.

It is deemed necessary and advisable that the county now issue and sell its unlimited tax general obligation refunding bonds in an outstanding aggregate principal amount not to exceed \$120,000,000 to undertake such current refunding.

BE IT ORDAINED BY THE COUNCIL OF KING COUNTY:

**SECTION 1. Definitions.** The following words and terms as used in this ordinance shall have the following meanings for all purposes of this ordinance, unless some other meaning is plainly intended.

“Arbitrage and Tax Certification” means the certificate executed by the Finance Manager pertaining to the county’s expectations with respect to the use, investment and rebate, if any, of Bond proceeds for purposes of Sections 141 and 148 of the Code.

“Bond Fund” means the bond redemption account authorized to be established for the Bonds pursuant to Section 13 hereof.

“Bond Register” means the registration books maintained by the Bond Registrar for purposes of identifying ownership of the Bonds.

“Bond Registrar” means the fiscal agency of the State of Washington in either Seattle, Washington, or New York, New York, for the purposes of registering and authenticating the Bonds, maintaining the Bond Register, effecting the transfer of ownership of the Bonds and paying interest on and principal of the Bonds.

“Bonds” means the unlimited tax general obligation refunding bonds of the county in an outstanding aggregate principal amount not to exceed \$120,000,000 authorized to be issued by this ordinance to undertake the current refunding of the Refunded Bonds pursuant to the refunding plan described in Section 11 of this ordinance.

“Code” means the federal Internal Revenue Code of 1986, as amended, together with corresponding and applicable final, temporary or proposed regulations and revenue rulings issued or amended with respect thereto by the United States Treasury Department or the Internal Revenue Service, to the extent applicable to the Bonds.

“Commission” means the Securities and Exchange Commission.

“DTC” means The Depository Trust Company, New York, New York.

“Escrow Trustee” means the corporate trustee chosen to serve as such pursuant to Section 11 hereof.

“Finance Manager” means the manager of county’s finance and business operations division, or any other county officer who succeeds to the duties now delegated to that office, or the designee thereof.

“Government Obligations” means “government obligations,” as defined in Chapter 39.53 RCW, as now in existence or hereafter amended.

“MSRB” means the Municipal Securities Rulemaking Board or any successor to its functions.

“1993C Bonds” means the King County, Washington, Unlimited Tax General Obligation Refunding Bonds, 1993 Series C.

“NRMSIR” means a nationally recognized municipal securities information repository.

“Rebate Amount” means the amount, if any, determined to be payable with respect to the Bonds by the county to the United States of America in accordance with Section 148(f) of the Code.

“Refunded Bonds” means that portion of the outstanding 1993C Bonds to be refunded with proceeds of the Bonds, established as described in Section 17 hereof.

“Rule” means the Commission’s Rule 15c2-12 under the Securities and Exchange Act of 1934, as the same may be amended from time to time.

“Sale Motion” means the motion of the council establishing (if the Bonds are sold by competitive bid) or ratifying (if the Bonds are sold by negotiated sale) the amount of the Refunded Bonds, ratifying and confirming the date, principal amounts and maturity dates, interest rates and interest payment dates, redemption provisions and delivery date for the Bonds, and approving the bond purchase contract (if the Bonds are sold by negotiated sale) or accepting a bid (if the Bonds are sold by competitive bid) for the purchase of the Bonds, all in accordance with Section 17 hereof.

“SID” means a state information depository for the State of Washington (if one is created).

SECTION 2. Findings. The county council hereby makes the following findings:

A. Significant debt service savings can be realized by the county through the refunding, on a current basis, of all or a portion of the outstanding 1993C Bonds.

B. The issuance of the Bonds to refund, on a current basis, all or a portion of the outstanding 1993C Bonds and to pay the costs of issuing the Bonds will reduce the overall costs of borrowing such funds, and is in the best interests of the county and its citizens.

SECTION 3. Purpose, Authorization and Description of Bonds; Use of Depository.

A. Purpose and Authorization of Bonds. The county shall now issue and sell Bonds in an aggregate principal amount not to exceed \$120,000,000 for the purpose of providing the county with funds to refund, on a current basis, all or a portion of the outstanding 1993C Bonds and to pay the costs of issuing the Bonds.

B. Description. The Bonds shall be designated “King County, Washington, Unlimited Tax General Obligation Refunding Bonds, 2003.” The Bonds shall be fully registered as to both principal and interest, shall be in the denomination of \$5,000 each or any integral multiple thereof (but no Bond shall represent more than one maturity), shall be numbered separately in such manner and with any additional designation as the Bond Registrar deems necessary for purposes of identification, and shall be dated as of such date and shall mature on the dates, in the years and the amounts established as provided in Section 17 hereof.

The Bonds shall bear interest (computed on the basis of a 360-day year of twelve 30-day months) from their date or from the most recent interest payment date for which interest has been paid or duly provided for, whichever is later, payable at the rate or rates and on semiannual interest payment dates to be established as provided in Section 17 hereof.

C. Initial Immobilization of Bonds; Depository Provisions. The Bonds initially shall be held in fully immobilized form by DTC acting as depository pursuant to the terms and conditions set forth in the Blanket Issuer Letter of Representations heretofore executed on behalf of the county. Neither the county nor the Bond Registrar shall have any responsibility or obligation to DTC participants or the persons for whom they act as nominees with respect to the Bonds with respect to the accuracy of any records maintained by DTC or any DTC participant, the payment by DTC or any DTC participant of any amount in respect of principal or redemption price or interest on the Bonds, any notice that is permitted or required to be given to Registered Owners under this ordinance (except such notice as is required to be given by the county to the Bond Registrar or to DTC), the selection by DTC or any DTC participant of any person to receive payment in the event of a partial redemption of the Bonds or any consent given or other action taken by DTC as owner of the Bonds.

The Bonds initially shall be issued in denominations equal to the aggregate principal amount of each maturity and initially shall be registered in the name of CEDE & Co., as the nominee of DTC. The Bonds so registered shall be held in fully immobilized form by DTC as depository. For so long as any Bonds are held in fully immobilized form, DTC, its successor or any substitute depository appointed by the county, as applicable, shall be deemed to be the Registered Owner for all purposes hereunder and all references to Registered Owners, bondowners, bondholders, owners or the like shall mean DTC or its nominees and shall not mean the owners of any beneficial interests in the Bonds. Registered ownership of such Bonds, or any portions thereof, may not thereafter be transferred except:

(1) To any successor of DTC or its nominee, if that successor shall be qualified under any applicable laws to provide the services proposed to be provided by it;

(2) To any substitute depository appointed by the county pursuant to this subsection or such substitute depository’s successor; or

(3) To any person as herein provided if the Bonds are no longer held in immobilized form.

Upon the resignation of DTC or its successor (or any substitute depository or its successor) from its functions as depository, or a determination by the county that it is no longer in the best interests of beneficial owners of the Bonds to continue the system of book entry transfers through DTC or its successor (or any substitute depository or its successor), the county may appoint a substitute depository. Any such substitute depository shall be qualified under any applicable laws to provide the services proposed to be provided by it.

In the case of any transfer pursuant to clause (1) or (2) of the second paragraph of this subsection, the Bond Registrar, upon receipt of all outstanding Bonds together with a written request on behalf of the county, shall issue a single new Bond for each maturity of Bonds then outstanding, registered in the name of such successor or such substitute depository, or their nominees, as the

case may be, all as specified in such written request of the county.

In the event that DTC or its successor (or substitute depository or its successor) resigns from its functions as depository, and no substitute depository can be obtained; or the county determines that it is in the best interests of the beneficial owners of the Bonds that they be able to obtain Bond certificates, the ownership of Bonds may be transferred to any person as herein provided, and the Bonds shall no longer be held in fully immobilized form. The county shall deliver a written request to the Bond Registrar, together with a supply of definitive Bonds, to issue Bonds as herein provided in any authorized denomination. Upon receipt of all then outstanding Bonds by the Bond Registrar, together with a written request on behalf of the county to the Bond Registrar, new Bonds shall be issued in such denominations and registered in the names of such persons as are requested in such a written request.

D. Place, Manner and Medium of Payment. Both principal of and interest on the Bonds shall be payable in lawful money of the United States of America. For so long as outstanding Bonds are registered in the name of CEDE & Co., or its registered assigns, as nominee of DTC, payments of principal of and interest on the Bonds shall be made in next day funds on the date such payment is due and payable at the place and in the manner provided in the Letter of Representations.

In the event that Bonds are no longer held in fully immobilized form by DTC or its successor (or substitute depository or its successor), interest on the Bonds shall be paid by checks or drafts mailed, or by wire transfer, to owners of Bonds at the addresses for such owners appearing on the Bond Register on the 15th day of the calendar month preceding the interest payment date. Wire transfer will be made only if so requested in writing and if the owner owns at least \$1,000,000 par value of the Bonds. Principal of the Bonds shall be payable at maturity or on such dates as may be fixed for prior redemption upon presentation and surrender of the Bonds by the owners at either principal office of the Bond Registrar in Seattle, Washington, or New York, New York, at the option of such owners.

SECTION 4. Optional Redemption of Bonds. The county may reserve the right to redeem outstanding Bonds prior to their maturity on the dates and at the prices established by the bond purchase contract or the official notice of sale therefor, as applicable, and ratified and confirmed by a Sale Motion in accordance with Section 17 hereof. Portions of the principal amount of any Bond, in increments of \$5,000 or any integral multiple of \$5,000, may be redeemed. If less than all of the principal amount of any Bond is redeemed, upon surrender of such Bond at the principal office of the Bond Registrar there shall be issued to the registered owner, without charge therefor, for the then unredeemed balance of the principal amount thereof, a new Bond or Bonds, at the option of the registered owner, of like maturity and interest rate in any denomination authorized by this ordinance.

All Bonds purchased or redeemed under this Section shall be canceled by the Bond Registrar and shall not be reissued.

SECTION 5. Notice and Effect of Redemption. Unless waived by the registered owner of Bonds to be redeemed or the nominee of such owner, official notice of any such redemption shall be given by the Bond Registrar on behalf of the county by mailing a copy of an official redemption notice by certified or registered mail, postage prepaid, not less than 30 nor more than 60 days prior to the date fixed for redemption, to the registered owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such registered owner to the Bond Registrar. The Bond Registrar shall provide additional notice of redemption of the Bonds to each NRMSIR and SID, if any, in accordance with the ongoing disclosure provisions to be adopted by a Sale Motion pursuant to Section 21 hereof.

All official notices of redemption shall be dated and shall state:

- A. the redemption date;
- B. the redemption price;
- C. if less than all outstanding Bonds are to be redeemed, the identification (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed;
- D. that on the redemption date the redemption price will become due and payable upon each such Bond or portion thereof called for redemption, and that interest thereon shall cease to accrue from and after said date; and
- E. the place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be either of the principal offices of the Bond Registrar.

Such notice of redemption shall be mailed within the same period, postage prepaid, to Moody's Investors Service, Inc. and Standard & Poor's Public Finance Ratings, at their offices in New York, New York, or their successors, and to such other persons and with such additional information as the Finance Manager shall deem appropriate, but such mailings shall not be a condition precedent to the redemption of the Bonds.

Prior to any redemption date, the county shall deposit with the Bond Registrar an amount of money sufficient to pay the redemption price of all the Bonds or portions of Bonds that are to be redeemed on that date.

Official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the county shall default in the payment of the redemption price upon presentation) such Bonds or portions of Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid by the Bond Registrar at the redemption price. Installments of interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. Upon the payment of the redemption price of Bonds being redeemed, each check or other transfer of funds issued for such purpose shall bear the CUSIP number identifying, by issue and maturity, the Bonds being redeemed with the proceeds of such check or other transfer. Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of the same maturity in the amount of unpaid principal.

In addition to the foregoing notice, further notice shall be given by the Bond Registrar as set out below, but no defect in said

further notice nor any failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if notice thereof is given as above prescribed.

(1) Each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus: the CUSIP numbers of all Bonds being redeemed; the date of issue of the Bonds as originally issued; the rate of interest borne by each Bond being redeemed; the maturity date of each Bond being redeemed; and any other descriptive information needed to identify accurately the Bonds being redeemed.

(2) Each further notice of redemption shall be sent at least 35 days before the redemption date by registered or certified mail or overnight delivery service to all registered securities depositories then in the business of holding substantial amounts of obligations of types comprising the Bonds (such depositories now being only DTC).

The requirements of this Section shall be deemed to be complied with when notice is mailed as herein provided, whether or not it is actually received by the owner.

SECTION 6. Form of Bonds. The Bonds shall be in substantially the following form:

NO. \$ \_\_\_\_\_

UNITED STATES OF AMERICA

STATE OF WASHINGTON

KING COUNTY

UNLIMITED TAX GENERAL OBLIGATION REFUNDING BOND, 2003

INTEREST RATE:

MATURITY DATE:

CUSIP NO. :

REGISTERED OWNER:

PRINCIPAL AMOUNT:

KING COUNTY, WASHINGTON (the "County"), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner identified above, or registered assigns, on the Maturity Date specified above, the Principal Amount specified above and to pay interest thereon (computed on the basis of a 360-day year of twelve 30-day months) from \_\_\_\_\_, 2003, or the most recent date to which interest has been paid or duly provided for until payment of this Bond at the Interest Rate set forth above, payable on \_\_\_\_\_, and semiannually thereafter on the \_\_\_\_ days of each succeeding \_\_\_\_\_ and \_\_\_\_\_.

Both principal of and interest on this Bond are payable in lawful money of the United States of America. While Bonds are held on immobilized "book entry" system of registration, the principal of this Bond is payable to the order of the Registered Owner in same day funds received by the Registered Owner on the maturity date of this Bond, and the interest on this Bond is payable to the order of the Registered Owner in same day funds received by the Registered Owner on each interest payment date. When Bonds are no longer held in an immobilized "book entry" registration system, the principal shall be paid to the Registered Owner or nominee of such owner upon presentation and surrender of this Bond at either of the principal offices of the fiscal agency of the State of Washington in either Seattle, Washington or New York, New York (collectively the "Bond Registrar"), and the interest shall be paid by mailing a check or draft (on the date such interest is due) to the Registered Owner or nominee of such owner at the address shown on the registration books maintained by the Bond Registrar (the "Bond Register") as of the 15th day of the month prior to the interest

payment date; provided, however that if so requested in writing by the Registered Owner of at least \$1,000,000 par value of the Bonds, interest will be paid by wire transfer.

This Bond is one of an authorized issue of bonds designated “King County, Washington, Unlimited Tax General Obligation Refunding Bonds, 2003” (the “Bonds”), of like date and tenor, except as to number, amount, rate of interest and date of maturity, in the aggregate principal amount of \$ \_\_\_\_\_, and is issued to refund, on a current basis, [all][a portion] of the County’s outstanding Unlimited Tax General Obligation Refunding Bonds, 1993 Series C, and to pay the costs of issuing the Bonds.

The Bonds are issued under and in accordance with the provisions of the Constitution and applicable statutes of the State of Washington, the County Charter and applicable ordinances duly dopted by the County.

The County has reserved the right to redeem outstanding Bonds maturing on or after \_\_\_\_\_, in whole on any date or in part on any interest payment date, on or after \_\_\_\_\_, maturities to be redeemed to be selected by the County (and by lot within a maturity, in increments of \$5,000, with the manner of selection to be as chosen by the Bond Registrar) at par plus accrued interest to the date of redemption.

[The Bonds maturing on \_\_\_\_\_, are also subject to redemption prior to maturity through mandatory amortization payments on \_\_\_\_\_ of the following years and in the following amounts in each case at a redemption price of 100% of the principal amount of Bonds to be redeemed, plus accrued interest to the date of redemption.

<u>Years</u>	<u>Amount</u>
--------------	---------------

\* Maturity]

Portions of the principal sum of this Bond in installments of \$5,000 or any integral multiple thereof also may be redeemed in accordance with the provisions set forth above, and if less than all of the principal sum hereof is to be redeemed, upon the surrender of this Bond at the principal offices of the Bond Registrar there shall be issued to the Registered Owner, without charge therefor, for the then unredeemed balance of the principal sum hereof, at the option of the owner, a Bond or Bonds of like maturity and interest rate in any of the denominations authorized by King County Ordinance \_\_\_\_\_ (the “Bond Ordinance”).

Notice of redemption, unless waived, is given by the Bond Registrar by mailing an official redemption notice by certified or registered mail, postage prepaid, not less than 30 days and not more than 60 days prior to the date fixed for redemption, to the Registered Owner of any Bond to be redeemed at the address appearing on the Bond Register. The requirements for such notice shall be deemed to be complied with when notice is mailed as herein provided, regardless of whether or not it is actually received by the owner of any Bond.

If such notice has been given and if the County has set aside, on the date fixed for redemption, sufficient money for the payment of all Bonds called for redemption, the Bonds so called shall cease to accrue interest after such redemption date, and all such Bonds shall no longer be deemed to be outstanding for any purpose, except that the Registered Owners thereof shall be entitled to receive payment of the redemption price and accrued interest to the redemption date from the money set aside for such purpose.

The County has irrevocably covenanted in the Bond Ordinance that each year it will include in its budget and make an annual levy of taxes without limitation as to rate or amount upon all the property within the County subject to taxation in an amount sufficient, together with all other revenues, taxes and money of the County legally available for such purposes, to pay the principal of and interest on the Bonds as the same shall become due. The County has irrevocably pledged its full faith, credit and resources for the annual levy and collection of said taxes and for the prompt payment of the principal of and interest on the Bonds as the same shall become due.

The pledge of tax levies for repayment of principal of and interest on the Bonds may be discharged prior to maturity of the Bonds by making provisions for the payment thereof on the terms and conditions set forth in the Bond Ordinance.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Bond Ordinance until the Certificate of Authentication hereon shall have been manually signed by the Bond Registrar.

It is hereby certified that all acts, conditions and things required by the Constitution and statutes of the State of Washington and the Charter and ordinances of the County to exist, to have happened, been done and performed precedent to and in the issuance of this Bond have happened, been done and performed and that the issuance of this Bond and the Bonds does not violate any constitutional, statutory or other limitation upon the amount of bonded indebtedness that the County may incur.

IN WITNESS WHEREOF, the County has caused this Bond to be executed by the manual or facsimile signatures of the County Executive and the Clerk of the County Council, and the seal of the County to be impressed or imprinted hereon, as of this [ ] day of [ ].

KING COUNTY, WASHINGTON

By  
County Executive

ATTEST:

Clerk of the Council

The Bond Registrar's Certificate of Authentication on the Bonds shall be in substantially the following form:

CERTIFICATE OF AUTHENTICATION



This bond is one of the bonds described in the within mentioned Bond Ordinance and is one of the Unlimited Tax General Obligation Refunding Bonds, 2003, of King County, Washington, dated [\_\_\_\_\_].

WASHINGTON STATE FISCAL AGENCY, as Bond Registrar

By \_\_\_\_\_ Authorized Officer

ASSIGNMENT

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

PLEASE INSERT SOCIAL SECURITY OR TAXPAYER IDENTIFICATION NUMBER OF TRANSFEREE

[ \_\_\_\_\_ ]

(Please print or typewrite name and address, including zip code of Transferee)

the within bond and does hereby irrevocably constitute and appoint \_\_\_\_\_, or its successor, as Bond Registrar to transfer said bond on the books kept for registration thereof with full power of substitution in the premises.

DATED: \_\_\_\_\_, \_\_\_\_\_.

NOTE: The signature on this Assignment must correspond with the name of the registered owner as it appears upon the face of the within bond in every particular, without alteration or enlargement or any change whatever.

SIGNATURE GUARANTEED:

SECTION 7. Execution of Bonds. The Bonds shall be executed on behalf of the county with the manual or facsimile signatures of the county executive and the clerk of the council, and shall have the seal of the county impressed or imprinted thereon. In case either or both of the officers who shall have executed the Bonds shall cease to be an officer or officers of the county before the Bonds so signed shall have been authenticated or delivered by the Bond Registrar, or issued by the county, such Bonds may nevertheless be authenticated, delivered and issued and upon such authentication, delivery and issuance, shall be as binding upon the county as though those who signed the same had continued to be such officers of the county. Any Bond also may be signed and attested on behalf of the county by such persons as at the actual date of execution of such Bond shall be the proper officers of the county although at the original date of such Bond any such person shall not have been such officer of the county. Only such Bonds as shall bear thereon a Certificate of Authentication in the form hereinbefore recited, manually executed by the Bond Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this ordinance. Such Certificate of

Authentication shall be conclusive evidence that the Bonds so authenticated have been duly executed, authenticated and delivered hereunder and are entitled to the benefits of this ordinance.

**SECTION 8. Bond Registrar.** The county hereby adopts for the Bonds the system of registration specified and approved by the Washington State Finance Committee. The Bond Registrar shall keep, or cause to be kept, at its principal corporate trust office, sufficient books for the registration and transfer of the Bonds, which shall at all times be open to inspection by the county. Such Bond Register shall contain the name and mailing address of the owner of each Bond or nominee of such owner and the principal amount and number of Bonds held by each owner or nominee. The Bond Registrar is authorized, on behalf of the county, to authenticate and deliver the Bonds transferred or exchanged in accordance with the provisions of such Bonds and this ordinance and to carry out all of the Bond Registrar's powers and duties under this ordinance.

The Bond Registrar shall be responsible for its representations contained in the Certificate of Authentication on the Bonds. The Bond Registrar may become the owner of Bonds with the same rights it would have if it were not the Bond Registrar, and to the extent permitted by law 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 Bond owners.

Upon surrender thereof to the Bond Registrar; the Bonds are interchangeable for Bonds in any authorized denomination of an equal aggregate principal amount and of the same interest rate and maturity. Bonds may be transferred only if endorsed in the manner provided thereon and surrendered to the Bond Registrar. Upon such surrender, the Bond Registrar shall cancel the surrendered Bond and shall authenticate and deliver, without charge to the owner or transferee therefor (other than taxes, if any, payable on account of such transfer), a new Bond (or Bonds, at the option of the new registered owner) of the same maturity and interest rate and for the same aggregate principal amount, in any authorized denomination, naming as registered owner the person or persons listed as the assignee on the assignment form appearing on the surrendered Bond, in exchange for such surrendered and canceled Bond. The Bond Registrar shall not be obligated to transfer or exchange any Bond during a period beginning at the opening of business on the 15th day of the month next preceding any interest payment or principal payment date and ending at the close of business on such payment date.

The county and the Bond Registrar, each in its discretion, may deem and treat the registered owner of each Bond as the absolute owner thereof for all purposes, and neither the county nor the Bond Registrar shall be affected by any notice to the contrary.

**SECTION 9. Mutilated, Lost or Destroyed Bonds.** If any Bond shall become mutilated, the Bond Registrar shall authenticate and deliver a new Bond of like amount, date, interest rate and tenor in exchange and substitution for the Bond so mutilated, upon the owner's paying the expenses and charges of the county and the Bond Registrar in connection therewith and upon surrender to the Bond Registrar of the Bond so mutilated. Every mutilated Bond so surrendered shall be canceled and destroyed by the Bond Registrar.

In case the Bonds or any of them shall be lost, stolen or destroyed, the Bond Registrar may authenticate and deliver a new Bond or Bonds of like amount, date and tenor to the registered owner thereof upon the owner's paying the expenses and charges of the county and the Bond Registrar in connection therewith and upon his/her filing with the Bond Registrar evidence satisfactory to the Bond Registrar that such Bond or Bonds were actually lost, stolen or destroyed and of his/her ownership thereof, and upon furnishing the county and Bond Registrar with indemnity satisfactory to the Finance Manager and the Bond Registrar.

**SECTION 10. Covenants and Warranties.** The county makes the following covenants and warranties:

A. The county has full legal right, power and authority to adopt this ordinance, to sell, issue and deliver the Bonds as provided herein, and to carry out and consummate all other transactions contemplated by this ordinance.

B. By all necessary official action prior to or concurrently herewith, the county has duly authorized and approved the execution and delivery of, and the performance by the county of its obligations contained in the Bonds and in this ordinance and the consummation by it of all other transactions necessary to effectuate this ordinance in connection with the issuance of the Bonds, and such authorizations and approvals are in full force and effect and have not been amended, modified or supplemented in any material respect.

C. This ordinance constitutes a legal, valid and binding obligation of the county.

D. The Bonds, when issued, sold, authenticated and delivered, will constitute the legal, valid and binding general obligations of the county.

E. Until all Bonds shall have been surrendered and canceled, the county will maintain or cause to be maintained a system of registration of the Bonds that complies with the applicable provisions of the Code.

F. The adoption of this ordinance, and compliance on the county's part with the provisions contained herein, will not conflict with, constitute a breach of, or constitute a default under, any constitutional provisions, law, administrative regulation, judgment, decree, loan agreement, indenture, bond, note, resolution, ordinance, motion, agreement or other instrument to which the county is a party or to which the county or any of its property or assets are otherwise subject.

G. The county finds and covenants that the Bonds are issued within all statutory and constitutional debt limitations applicable to the county.

H. None of the proceeds of the Bonds will be used for any purpose other than as provided in this ordinance, and the county shall not suffer any amendment or supplement to this ordinance, or any departure from the due performance of the obligations of the county hereunder, that might materially adversely affect the rights of the owners from time to time of the Bonds.

**SECTION 11. Refunding Plan.** There is hereby created in the office of the Finance Manager an account of the King County Unlimited Tax General Obligation Bond Redemption Fund known as the "2003 Current Refunding Account," which account

is to be drawn upon for the sole purpose of paying the principal of and interest on the Refunded Bonds and of paying costs related to the refunding of such bonds.

All of the net proceeds of the sale of Bonds shall be credited to the 2003 Current Refunding Account.

Money in the 2003 Current Refunding Account shall be used immediately upon receipt thereof to provide for the payment of the principal of and interest on the Refunded Bonds as hereinafter set forth in this section. The county shall discharge such obligations by the use of money in the 2003 Current Refunding Account to purchase certain noncallable Government Obligations, bearing such interest and maturing as to principal and interest in such amounts and at such times which, together with any necessary initial cash balance will provide for the payment of the interest on the Refunded Bonds that will become due and payable on or before June 1, 2003, and the redemption price of the Refunded Bonds payable on June 1, 2003, equal to 100% of the principal thereof (the "Refunded Bond Payments"). Such Government Obligations shall be purchased at a yield not greater than the yield permitted by the Internal Revenue Code of 1986, as amended, and applicable regulations thereunder relating to acquired obligations in connection with current refunding bond issues.

Such Government Obligations and any necessary initial cash balance shall be irrevocably deposited with a corporate trustee chosen by the Finance Manager (hereinafter called the "Escrow Trustee"). Any Refunded Bond Payments that are not provided for in full by such initial cash balance and the purchase and deposit of Government Obligations described in this section shall be provided for by the irrevocable deposit of the necessary amount out of the proceeds of sale of the Bonds or any other monies of the county legally available therefor with the Escrow Trustee. The proceeds of the Bonds remaining in the 2003 Current Refunding Account after acquisition of the Government Obligations and provision for the necessary initial cash balance shall be utilized to pay expenses of the acquisition and safekeeping of the Government Obligations and expenses of the issuance of the Bonds.

The county reserves the right to substitute other non-callable securities for the Government Obligations in the event it may do so pursuant to Section 148 of the federal Internal Revenue Code of 1986, as amended, and applicable regulations thereunder, upon compliance with the following conditions: (i) such substitution is accomplished pursuant to a motion of the county council, which may be adopted either prior to or subsequent to the delivery of the Refunded Bonds; (ii) the securities to be substituted are noncallable Government Obligations; and (iii) such securities bear such interest and mature at such times and in such amounts as to fully replace the Government Obligations for which they are substituted, and to provide, together with Government Obligations and cash remaining, for the payment of the Refunded Bond Payments.

The county shall irrevocably set aside sufficient funds out of the proceeds of the Government Obligations purchased from proceeds of the Bonds, together with any necessary initial cash balance, to pay the Refunded Bond Payments.

The county hereby calls the Refunded Bonds for redemption on June 1, 2003, in accordance with the provisions of Ordinance 11122 and Motion 9179 of the county, authorizing redemption of the Refunded Bonds prior to their maturities.

Said call of the Refunded Bonds for redemption shall be irrevocable after the final establishment of the escrow account and delivery of the Government Obligations to the Escrow Trustee, except as provided herein for the substitution of securities.

The Escrow Trustee is hereby authorized and directed to provide for the giving of notice of the redemption of the Refunded Bonds in accordance with Ordinance 11122. The Finance Manager is authorized and requested to provide whatever assistance is necessary to accomplish such redemption and the giving of notice therefor. The costs of publication of such notice shall be an expense of the county.

The Escrow Trustee is hereby authorized and directed to pay to the county, or, at the direction of the Finance Manager, to the fiscal agency or agencies of the State of Washington, sums sufficient to pay, when due, the Refunded Bond Payments. All such sums shall be paid from the Government Obligations deposited with said Escrow Trustee pursuant to this section of this ordinance, and the income therefrom and proceeds thereof. All such sums so paid shall be credited to the 2003 Current Refunding Account. All monies and Government Obligations deposited with the Escrow Trustee and any income therefrom shall be held, invested and applied in accordance with the provisions of this ordinance and with the laws of the State of Washington for the benefit of the county and holders of the Refunded Bonds.

The county will take such actions as are found necessary to see that all necessary and proper fees, compensation and expenses of the Escrow Trustee for refunding the Refunded Bonds shall be paid when due.

The proper officers and agents of the county are directed to obtain from the Escrow Trustee an agreement setting forth the duties, obligations and responsibilities of the Escrow Trustee in connection with the redemption and retirement of the Refunded Bonds as provided herein and stating that such provisions for the payment of the fees, compensation and expenses of such Escrow Trustee are satisfactory to it. In order to carry out the purposes of this section, the Finance Manager is authorized and directed to execute and deliver to the Escrow Trustee, a copy of such agreement when the provisions thereof have been fixed and determined.

**SECTION 12. Application of Bond Proceeds.** The exact amounts to be deposited in accordance with Section 11 hereof shall be determined by the Finance Manager upon the sale of the Bonds.

Funds deposited in the funds and accounts established in Section 11 hereof shall be invested as permitted by law for the sole benefit of the respective funds. Irrespective of the general provisions of Ordinance 7112 and K.C. 4.10, the county current expense fund shall not receive any earnings attributable to such funds. Money other than proceeds of the Bonds may be deposited in the funds and accounts established under Section 11; provided, however, that proceeds of the Bonds and earnings thereon shall be accounted for separately for purposes of the computations required to be made under Section 16 hereof. For purposes of such computations, Bond proceeds shall be deemed to have been expended first.

**SECTION 13. Bond Redemption Fund.** There has heretofore been created in the office of the Finance Manager a special

fund to be drawn upon for the purpose of paying the principal of and interest on the unlimited tax general obligation bonds of the county. There is hereby authorized to be created within said fund for the Bonds a special account of the county to be known as the "Unlimited Tax General Obligation Refunding Bond Redemption Account, 2003."

The accrued interest on the Bonds shall be deposited in the Bond Fund at the time of delivery of the Bonds and shall be applied to the payment of interest on the Bonds.

The taxes hereafter levied for the purpose of paying principal of and interest on the Bonds and other funds to be used to pay the Bonds shall be deposited in the Bond Fund no later than the date such funds are required for the payment of principal of and interest on such Bonds; provided, however, that if the payment of principal of and interest on any Bonds is required prior to the receipt of such levied taxes, the county may make an interfund loan to the Bond Fund pending actual receipt of such taxes. The Bond Fund shall be drawn upon for the purpose of paying the principal of and interest on the Bonds. Money in the Bond Fund not needed to pay the interest or principal next coming due may temporarily be deposited in such institutions or invested in such obligations as may be lawful for the investment of county funds. The Bond Fund shall be a second tier fund in accordance with Ordinance 7112 and K.C. 4.10.

**SECTION 14. Pledge of Taxation and Credit.** The county hereby irrevocably covenants and agrees for as long as any of the Bonds are outstanding and unpaid, that each year it will include in its budget and make an annual levy of taxes without limitation as to rate or amount upon all the property within the county subject to taxation in an amount that will be sufficient, together with all other revenues, taxes and money of the county legally available for such purposes, to pay the principal of and interest on the Bonds as the same shall become due. All such taxes so collected and any other money to be used for such purposes shall be paid into the applicable Bond Fund no later than the date such funds are required for the payment of principal of and interest on the Bonds.

The county hereby irrevocably pledges that a sufficient portion of each annual levy to be levied and collected by the county prior to the full payment of the principal of and interest on the Bonds will be and is hereby irrevocably set aside, pledged and appropriated for the payment of the principal of and interest on the Bonds.

The full faith, credit and resources of the county are hereby irrevocably pledged for the annual levy and collection of said taxes and for the prompt payment of the principal of and interest on the Bonds as the same shall become due.

**SECTION 15. Tax Exemption.** The county shall comply with the provisions of this section unless, in the written opinion of nationally-recognized bond counsel to the county, such compliance is not required to maintain the exemption of the interest on the Bonds from federal income taxation.

The county hereby covenants that it will not make any use of the proceeds from the sale of the Bonds or any other funds of the county that may be deemed to be proceeds of such Bonds pursuant to Section 148 of the Code and the applicable regulations thereunder that will cause the Bonds to be "arbitrage bonds" within the meaning of said Section and said regulations. The county will comply with the applicable requirements of Section 148 of the Code (or any successor provision thereof applicable to the Bonds) and the applicable regulations thereunder throughout the term of the Bonds.

The county further covenants that it will not take any action or permit any action to be taken that would cause the Bonds to constitute "private activity bonds" under Section 141 of the Code.

**SECTION 16. Arbitrage Rebate.** The county will compute, if necessary, and pay the Rebate Amount, if any, to the United States of America at the times and in the amounts necessary to meet the requirements of the Code to maintain the federal income tax exemption for interest payments on the Bonds, in accordance with the Arbitrage and Tax Certification.

**SECTION 17. Sale of Bonds.**

A. **Determination by Finance Manager.** The county hereby authorizes the public sale of the Bonds. The Finance Manager shall determine, in consultation with the county's financial advisors, whether the Bonds shall be sold by negotiated sale or competitive bid.

B. **Procedure for Negotiated Sale.** If the Finance Manager determines that the Bonds shall be sold by negotiated sale, the Finance Manager shall, in accordance with applicable county procurement procedures, solicit one or more underwriting firms with which to negotiate the sale of the Bonds. The purchase contract for the Bonds shall establish the amounts and maturities of the Refunded Bonds and the date, principal amounts and maturity dates, interest rates and interest payment dates, redemption provisions and delivery date for the Bonds, so long as the aggregate principal amount of the Bonds to be outstanding following the issuance of the Bonds does not exceed \$120,000,000. The county council, by a Sale Motion, shall approve the bond purchase contract, shall ratify the amounts and maturities of the Refunded Bonds, and shall ratify the terms for the Bonds established thereby.

C. **Procedure for Sale by Competitive Bid.** If the Finance Manager determines that the Bonds shall be sold by competitive bid, bids for the purchase of the Bonds shall be received at such time and place and by such means as the Finance Manager shall direct. The Finance Manager is hereby authorized to prepare an official notice of bond sale for the Bonds, establishing in such notice the date, principal amounts and maturity dates, interest payment dates, redemption provisions and delivery date for the Bonds, so long as the aggregate principal amount of the Bonds to be outstanding following the issuance of the Bonds does not exceed \$120,000,000. The official notice of bond sale or an abridged form thereof shall be published in such newspapers or financial journals as may be deemed desirable or appropriate by the financial advisors to the county.

Upon the date and time established for the receipt of bids for the Bonds, the Finance Manager or his designee shall review the bids, shall cause the bids to be mathematically verified and shall report to the county council regarding the bids received. Such bids shall then be considered and acted upon by the county council in an open public meeting. The county council reserves the right to reject any and all bids for the Bonds. The county council, by a Sale Motion, shall establish the amount of the Refunded Bonds,

shall ratify the date, principal amounts and maturity dates, interest rates and interest payment dates, redemption provisions and delivery date for the Bonds, and shall accept the bid for the purchase of the Bonds.

**SECTION 18. Delivery of Bonds.** Following the sale of the Bonds, the county shall cause definitive Bonds to be prepared, executed and delivered, which Bonds shall be typewritten, lithographed or printed with engraved or lithographed borders.

If definitive Bonds are not ready for delivery by the date established for their delivery to the initial purchasers thereof, then the Finance Manager, upon the approval of the purchasers, may cause to be issued and delivered to the purchasers one or more temporary Bonds with appropriate omissions, changes and additions. Any such temporary Bond or Bonds shall be entitled and subject to the same benefits and provisions of this ordinance with respect to the payment, security and obligation thereof as definitive Bonds authorized thereby. Such temporary Bond or Bonds shall be exchangeable without cost to the owners thereof for definitive Bonds when the latter are ready for delivery.

**SECTION 19. Preliminary Official Statement Declaration.** The county hereby authorizes and directs the Finance Manager: (i) to review and approve the information contained in the preliminary official statement (the "Preliminary Official Statement") prepared in connection with the sale of the Bonds; and (ii) for the sole purpose of the Bond purchasers' compliance with Securities and Exchange Commission Rule 15c2-12(b)(1), to "deem final" that Preliminary Official Statement as of its date, except for the omission of information on offering prices, interest rates, selling compensation, delivery dates, any other terms or provisions required by the county to be specified in a competitive bid, ratings, other terms of the Bonds dependent on such matters and the identity of the Bond purchasers. After the Preliminary Official Statement has been reviewed and approved in accordance with the provisions of this section, the county hereby authorizes the distribution of the Preliminary Official Statement to prospective purchasers of the Bonds.

**SECTION 20. Approval of Official Statement.** Following the sale of the Bonds, the Finance Manager is hereby authorized to review and approve on behalf of the county a final official statement with respect to the Bonds. The county agrees to cooperate with the purchaser of the Bonds to deliver or cause to be delivered, within seven business days from the date of the Sale Motion, and in sufficient time to accompany any confirmation that requests payment from any customer of such purchaser, copies of a final official statement pertaining to the Bonds in sufficient quantity to comply with paragraph (b)(4) of the Rule and the rules of the MSRB.

**SECTION 21. Undertaking to Provide Ongoing Disclosure.** In each Sale Motion, the county council will set forth an undertaking for ongoing disclosure with respect to the Bonds, as required by Section (b)(5) of the Rule .

**SECTION 22. General Authorization.** The appropriate county officials, agents and representatives are hereby authorized and directed to do everything necessary for the prompt sale, issuance, execution and delivery of the Bonds, and for the proper use and application of the proceeds of the sale thereof.

**SECTION 23. Refunding or Defeasance of the Bonds.** The county may issue refunding bonds pursuant to the laws of the State of Washington or use money available from any other lawful source to pay when due the principal of and interest on the Bonds, or any portion thereof included in a refunding or defeasance plan, and to redeem and retire, refund or defease all such then-outstanding Bonds and to pay the costs of the refunding or defeasance.

In the event that money and/or noncallable Government Obligations maturing at such time or times and bearing interest to be earned thereon in amounts (together with such money, if necessary) sufficient to redeem and retire, refund or defease part or all of the Bonds in accordance with their terms, are set aside in a special account of the county to effect such redemption and retirement, and such money and the principal of and interest on such Government Obligations are irrevocably set aside and pledged for such purpose, then no further payments need be made into the Bond Fund for the payment of the principal of and interest on the Bonds so provided for, and such Bonds shall cease to be entitled to any lien, benefit or security of this ordinance except the right to receive the money so set aside and pledged, and such Bonds shall be deemed not to be outstanding hereunder.

Within 30 days of the defeasance of any of the Bonds, the Bond Registrar shall provide notice of defeasance of such Bonds to the registered owners of the Bonds and to each NRMSIR and SID, if any, in accordance with the undertaking for ongoing disclosure to be adopted by a Sale Motion pursuant to Section 21 hereof.

**SECTION 24. Open Market Purchase.** The county reserves the right to purchase any or all of the Bonds on the open market at any time and at any price.

**SECTION 25. Contract; Severability.** The covenants contained in this ordinance shall constitute a contract between the county and the owners of each and every Bond. If any one or more of the covenants or agreements provided in this ordinance to be performed on the part of the county shall be declared by any court of competent jurisdiction to be contrary to law, then such covenant or covenants, agreement or agreements, shall be null and void and shall be deemed separable from the remaining covenants and agreements of this ordinance and shall in no way affect the validity of the other provisions of this ordinance or of the Bonds.