



KING COUNTY

1200 King County Courthouse
516 Third Avenue
Seattle, WA 98104

Signature Report

July 24, 2018

Motion 15185

Proposed No. 2018-0323.2

Sponsors Upthegrove

1 A MOTION of the county council accepting a bid for the
2 purchase of the county's Limited Tax General Obligation
3 Bonds, 2018, Series A, in the aggregate principal amount of
4 \$12,175,000, and establishing certain terms of such bonds
5 in accordance with Ordinance 18737.

6 WHEREAS, pursuant to Ordinance 18737 (the "Ordinance"), the county council
7 authorized the issuance of one or more series of its limited tax general obligation bonds
8 in an aggregate original principal amount not to exceed \$14,000,000 to provide financing
9 for the Colman Dock Passenger Terminal and Float Replacement Project and the Youth
10 Sports Facility Grants Project, defined and described in the Ordinance, and to pay costs
11 of issuing the bonds, and

12 WHEREAS, the Ordinance provided that such bonds may be issued as Tax-
13 Exempt Bonds or Taxable Bonds and sold at public sale, either by competitive bid or
14 negotiated sale, in one or more series as determined by the Finance Director in
15 consultation with the county's financial advisors, and

16 WHEREAS, the Finance Director has determined that a series of such bonds, to
17 be designated as the county's Limited Tax General Obligation Bonds, 2018, Series A, in
18 the aggregate principal amount of \$12,175,000 (the "Bonds"), be issued as Tax-Exempt
19 Bonds and sold to provide financing for the Colman Dock Passenger Terminal and Float

20 Replacement Project and the Youth Sports Facility Grants Project as provided herein, and

21 WHEREAS, currently, none of the bonds authorized by the Ordinance are
22 outstanding, and

23 WHEREAS, a preliminary official statement dated July 16, 2018, has been
24 prepared for the public sale of the Bonds, the official notice of such sale dated July 16,
25 2018 (the "Notice"), has been duly prepared, and bids have been received in accordance
26 with the Notice, and

27 WHEREAS, the attached bid of RBC Capital Markets to purchase the Bonds is
28 the best bid received for the Bonds, and it is in the best interest of the county that the
29 Bonds be sold to RBC Capital Markets on the terms set forth in the Notice, the attached
30 bid, the Ordinance and this motion;

31 NOW, THEREFORE, BE IT MOVED by the Council of King County:

32 A. Definitions. Except as expressly authorized herein, terms used in this motion
33 have the meanings set forth in the Ordinance.

34 B. Ratification of Terms, Acceptance of Bids, and Authorization of Sale of
35 Bonds. The issuance of the Bonds, designated as the county's Limited Tax General
36 Obligation Bonds, 2018, Series A, in the aggregate original principal amount of
37 \$12,175,000, and the other terms and conditions thereof set forth in the Notice attached
38 hereto as Attachment A, are hereby ratified and confirmed. The offer to purchase the
39 Bonds, as set forth in the bid of RBC Capital Markets, is attached hereto as Attachment
40 B; provided, that such bid has been adjusted with respect to the aggregate principal
41 amount and principal amount per maturity consistent with the terms of the Notice, such
42 that the Bonds will mature on the dates and in the amounts, shall bear interest at the rates,

43 and shall be sold at the purchase price specified in Attachment C to this motion. The
44 Bonds shall be issued as Tax-Exempt Bonds, shall be dated their date of issue and
45 delivery, and shall be subject to purchase and optional redemption, all as set forth in the
46 Notice. In all other respects, the Bonds shall conform to the terms and conditions
47 specified in the Notice and Ordinance.

48 C. Application of Bond Proceeds. The proceeds, including any original issue
49 premium but net of the underwriter's discount, of the Bonds received by the county shall
50 be applied as follows:

51 1. \$7,067,959.56 shall be deposited into the 2018 G.O. Bonds Marine
52 Construction Subfund within the Marine Construction Fund to be used to provide long-
53 term financing for all or part of the capital costs of the Colman Dock Passenger Terminal
54 and Float Replacement Project and to pay a portion of the costs of issuing the Bonds; and

55 2. \$6,680,942.08 shall be deposited into the 2018 G.O. Bonds Youth Sports
56 Facility Grants Subfund within the Youth Sports Facility Grants Fund to be used to
57 provide long-term financing for all or part of the capital costs of the Youth Sports Facility
58 Grants Project and to pay a portion of the costs of issuing the Bonds.

59 D. Undertaking to Provide Ongoing Disclosure.

60 1. Contract/Undertaking. This section D. constitutes the county's written
61 undertaking (the "Undertaking") for the benefit of the owners and beneficial owners of
62 the Bonds as required by section (b)(5)(i)(C) of rule 15c2-12 (the "rule") of the Securities
63 and Exchange Commission (the "SEC").

64 2. Annual Financial Information. The county agrees to provide or cause to be
65 provided to the Municipal Securities Rulemaking Board (the "MSRB") the following

66 annual financial information and operating data for the prior fiscal year (collectively, the
67 "Annual Financial Information") (commencing in 2019 for the fiscal year ended
68 December 31, 2018):

69 a. annual financial statements prepared in accordance with the Budget
70 Accounting and Reporting System ("BARS") prescribed by the Washington State Auditor
71 pursuant to RCW 43.09.200 (or any successor statutes) and generally of the type attached
72 to the official statement as "Appendix B," which statements will not be audited, except
73 that if and when audited financial statements are otherwise prepared and available to the
74 county they will be provided;

75 b. a summary of the assessed value of taxable property in the county;

76 c. a summary of budgeted General Fund revenues and appropriations;

77 d. a summary of *ad valorem* property tax levy rates per \$1,000 of assessed
78 value and delinquency rates;

79 e. a summary of outstanding tax-supported indebtedness of the county; and

80 f. a schedule of the aggregate annual debt service on tax-supported
81 indebtedness of the county.

82 Items b. through f. of this section D.2. shall be required only to the extent that
83 such information is not included in the annual financial statements.

84 The Annual Financial Information will be provided on or before the end of seven
85 months after the end of the county's fiscal year. The county's fiscal year currently ends
86 on December 31. The county may adjust such fiscal year by providing written notice of
87 the change of fiscal year to the MSRB. In lieu of providing such Annual Financial
88 Information, the county may make specific cross-reference to other documents available

89 to the public on the MSRB's internet web site or filed with the SEC.

90 If not provided as part of the Annual Financial Information discussed above, the
91 county will provide to the MSRB the county's audited annual financial statements
92 prepared in accordance with BARS when and if available.

93 3. Notification Upon Failure to Provide Annual Financial Information. The
94 county agrees to provide or cause to be provided to the MSRB, in a timely manner, notice
95 of its failure to provide the Annual Financial Information described in section D.2. of this
96 motion on or prior to the date set forth in section D.2. of this motion.

97 4. Specified Events. The county agrees to provide or cause to be provided to the
98 MSRB, in a timely manner not in excess of ten business days after the occurrence of the
99 event, notice of the occurrence of any of the following specified events with respect to
100 the Bonds:

- 101 a. principal and interest payment delinquencies;
- 102 b. non-payment related defaults, if material;
- 103 c. unscheduled draws on debt service reserves reflecting financial difficulties;
- 104 d. unscheduled draws on credit enhancements reflecting financial difficulties;
- 105 e. substitution of credit or liquidity providers, or their failure to perform;
- 106 f. adverse tax opinions, the issuance by the Internal Revenue Service of
107 proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form
108 5701-TEB) or other material notices or determinations with respect to the tax status of the
109 Bonds, or other material events affecting the tax status of the Bonds;
- 110 g. modifications to the rights of Bondholders, if material;
- 111 h. Bond calls, if material, and tender offers;

- 112 i. defeasances;
- 113 j. release, substitution or sale of property securing repayment of the Bonds, if
- 114 material;
- 115 k. rating changes;
- 116 l. bankruptcy, insolvency, receivership, or similar event of the county;
- 117 m. the consummation of a merger, consolidation or acquisition involving the
- 118 county or the sale of all or substantially all of the assets of the county, other than in the
- 119 ordinary course of business, the entry into a definitive agreement to undertake such an
- 120 action or the termination of a definitive agreement relating to any such actions, other than
- 121 pursuant to its terms, if material; and
- 122 n. appointment of a successor or additional trustee or the change of name of a
- 123 trustee, if material.

124 Solely for purposes of disclosure, and not intending to modify this undertaking,

125 the county advises with reference to items c., j. and n. of this section D.4. that no debt

126 service reserves secure payment of the Bonds, no property secures repayment of the

127 Bonds, and there is no trustee for the Bonds.

128 5. EMMA; Format for Filings with MSRB. Until otherwise designated by the

129 MSRB or the SEC, any information or notices submitted to the MSRB in compliance

130 with the rule are to be submitted through the MSRB's Electronic Municipal Market

131 Access system, currently located at www.emma.msrb.org. All notices, financial

132 information and operating data required by the Undertaking to be provided to the MSRB

133 must be in an electronic format as prescribed by the MSRB. All documents provided to

134 the MSRB pursuant to the Undertaking must be accompanied by identifying information

135 as prescribed by the MSRB.

136 6. Termination/Modification of Undertaking. The county's obligations to
137 provide Annual Financial Information and notices of specified events shall terminate
138 upon the legal defeasance, prior redemption or payment in full of all of the Bonds. The
139 Undertaking, or any provision hereof, will be null and void if the county obtains an
140 opinion of nationally recognized bond counsel to the effect that those portions of the rule
141 which require the Undertaking, or any such provision, are invalid, have been repealed
142 retroactively or otherwise do not apply to the Bonds, and notifies the MSRB of such
143 opinion and the cancellation of the Undertaking.

144 The county may amend the Undertaking, and any provision of the Undertaking
145 may be waived, with an approving opinion of nationally recognized bond counsel and in
146 accordance with the rule.

147 In the event of any amendment or waiver of a provision of the Undertaking, the
148 county will describe such amendment in the next Annual Financial Information, and will
149 include, as applicable, a narrative explanation of the reason for the amendment or waiver
150 and its impact on the type (or in the case of a change of accounting principles, on the
151 presentation) of financial information or operating data being presented by the county. In
152 addition, if the amendment relates to the accounting principles to be followed in
153 preparing financial statements, (i) notice of such change will be given in the same manner
154 as for a specified event under section D.4. of this motion, and (ii) the annual financial
155 statements for the year in which the change is made should present a comparison (in
156 narrative form and also, if feasible, in quantitative form) between the financial statements
157 as prepared on the basis of the new accounting principles and those prepared on the basis

158 of the former accounting principles.

159 7. Remedies Under the Undertaking. The right of any Bond owner or beneficial
160 owner of Bonds to enforce the provisions of the Undertaking shall be limited to a right to
161 obtain specific enforcement of the county's obligations hereunder, and any failure by the
162 county to comply with the provisions of this undertaking shall not be an event of default
163 with respect to the Bonds. For purposes of the Undertaking, "beneficial owner" means
164 any person who has the power, directly or indirectly, to vote or consent with respect to, or
165 to dispose of ownership of, any Bonds, including persons holding Bonds through
166 nominees or depositories.

167 E. Further Authority. The Finance Director and other proper county officials,
168 their agents, and representatives are hereby authorized and directed to do everything
169 necessary for the prompt issuance and delivery of the Bonds, for the preparation,
170 execution and delivery of the final official statement for the sale of the Bonds, and for the
171 proper use and application of the proceeds of such sale.

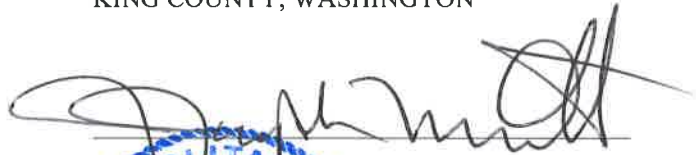
172 F. Severability. The covenants contained in this motion shall constitute a
173 contract between the county and the owners of each and every Bond. If any one or more
174 of the covenants or agreements provided in this motion to be performed on the part of the
175 county shall be declared by any court of competent jurisdiction to be contrary to law, then
176 such covenant or covenants, agreement or agreements, shall be null and void and shall be

177 deemed separable from the remaining covenants and agreements of this motion and shall
178 in no way affect the validity of the other provisions of this motion or of the Bonds.
179

Motion 15185 was introduced on 7/23/2018 and passed by the Metropolitan King
County Council on 7/23/2018, by the following vote:

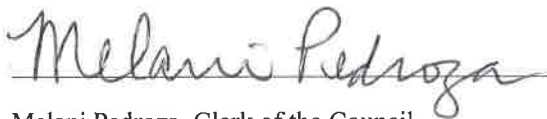
Yes: 9 - Mr. von Reichbauer, Mr. Gossett, Ms. Lambert, Mr. Dunn,
Mr. McDermott, Mr. Dembowski, Mr. Upthegrove, Ms. Kohl-Welles
and Ms. Balducci
No: 0
Excused: 0

KING COUNTY COUNCIL
KING COUNTY, WASHINGTON



J. Joseph McDermott, Chair

ATTEST:



Melani Pedroza, Clerk of the Council



Attachments: A. Official Notice of Sale, B. Winning Bid, C. Bond Maturity Dates, Principal Amounts
and Interest Rates

OFFICIAL NOTICE OF SALE**\$12,405,000⁽¹⁾****KING COUNTY, WASHINGTON****LIMITED TAX GENERAL OBLIGATION BONDS, 2018, SERIES A**

Electronic bids for the Limited Tax General Obligation Bonds, 2018, Series A (the "Bonds"), of King County, Washington (the "County"), will be received via the PARITY Electronic Bidding System ("Parity") in the manner described below on

JULY 23, 2018, AT 9:00 A.M., PACIFIC TIME

or at such later date or time as may be established by the Director (the "Finance Director") of the Finance and Business Operations Division of the King County Department of Executive Services and communicated through Parity and i-Deal Prospectus, as described under "Modification, Postponement, Cancellation." All bids received with respect to the Bonds will be considered by the Metropolitan King County Council (the "County Council") at its regularly scheduled meeting on the day bids are received. If the County accepts a bid for the Bonds, the Bonds will be awarded to the successful bidder and the terms of the bid will be approved by the County Council at such meeting.

The Bonds will be sold on an all-or-none basis. Bids for the Bonds must be submitted electronically via Parity in accordance with its Rules of Participation and this notice, and no bid received after the time for receiving bids specified above will be considered. For further information about Parity, potential bidders may contact Parity at (212) 849-5021.

Modification, Postponement, Cancellation

Bidders are advised that the County may modify the terms of this Official Notice of Sale prior to the time for receipt of bids, or postpone or cancel the sale of the Bonds, at its discretion. Any such modification, postponement, or cancellation will be provided to Parity and i-Deal Prospectus on or before July 20, 2018. As an accommodation to bidders, telephone, facsimile, or electronic notice of such modification, postponement, or cancellation will be given to any bidder requesting such notice from the County's municipal advisor (the "Municipal Advisor") at the address and phone number provided under "Contact Information" below. Failure of any bidder to receive such notice will not affect the legality of the sale.

A copy of the County's Preliminary Official Statement (with this Official Notice of Sale), dated July 16, 2018, and further information regarding the details of the Bonds may be obtained from i-Deal Prospectus, a service of i-Deal LLC, at www.i-dealprospectus.com, or upon request to the Finance and Business Operations Division or the Municipal Advisor. See "Contact Information."

(1) Preliminary, subject to change.

Contact Information

Finance and Business Operations Division	Nigel Lewis King County (206) 263-2857 <i>nigel.lewis@kingcounty.gov</i>
Municipal Advisor	Rob Shelley Piper Jaffray & Co. Office: (206) 628-2879 Day of Sale: (206) 601-2249 <i>robert.e.shelley@pjc.com</i>
Bond Counsel	Dan Gottlieb Hillis Clark Martin & Peterson P.S. (206) 470-7627 <i>dan.gottlieb@hcmp.com</i>

DESCRIPTION OF THE BONDS

The Bonds will be dated the date of their initial delivery (the "Issue Date"). The Bonds bear interest payable semiannually on each June 1 and December 1, beginning December 1, 2018, to the maturity of the Bonds. Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months. The Bonds will mature on the dates and in the amounts set forth on page i of the Preliminary Official Statement.

The Bonds are issuable only as fully registered bonds and, when issued, will be registered in the name of Cede & Co. as Bond owner and nominee for The Depository Trust Company ("DTC"). DTC will act as securities depository for the Bonds. Purchases of the Bonds will be made in book-entry form, in the denomination of \$5,000 or any integral multiple thereof. Purchasers will not receive certificates representing their interest in the Bonds purchased. The principal of and interest on the Bonds are payable by the fiscal agent for the State of Washington, currently U.S. Bank National Association (the "Registrar"), to DTC, which in turn is obligated to remit such principal and interest to the DTC participants for subsequent disbursement to beneficial owners of the Bonds.

Maturities

The bidder for the Bonds will designate whether the principal amounts of the Bonds as set forth below will be retired on June 1 of each respective year as serial bonds maturing on such dates or as mandatory sinking fund redemptions of the Bonds maturing in the years specified by the bidder (the "Term Bonds").

Serial Maturity or Mandatory Sinking Fund Redemption (June 1)		Principal Amounts ⁽¹⁾	Serial Maturity or Mandatory Sinking Fund Redemption (June 1)		Principal Amounts ⁽¹⁾
2019		\$ 665,000	2029		\$ 330,000 ⁽²⁾
2020		700,000	2030		340,000 ⁽²⁾
2021		740,000	2031		355,000 ⁽²⁾
2022		780,000	2032		370,000 ⁽²⁾
2023		815,000	2033		385,000 ⁽²⁾
2024		855,000	2034		400,000 ⁽²⁾
2025		900,000	2035		415,000 ⁽²⁾
2026		950,000	2036		435,000 ⁽²⁾
2027		1,000,000	2037		450,000 ⁽²⁾
2028		1,050,000	2038		470,000 ⁽²⁾

(1) Preliminary, subject to change.

(2) These amounts will constitute principal maturities of the Bonds unless Term Bonds are specified by the successful bidder, in which case these amounts may constitute mandatory sinking fund redemptions of the Term Bonds.

Term Bonds. If the successful bidder for the Bonds designates certain maturities as Term Bonds, the County will retire the Term Bonds by purchase or redemption on June 1 in the years and amounts designated by the successful bidder to be mandatory sinking fund redemptions of the Term Bonds.

Redemption of the Bonds

Optional Redemption. The Bonds maturing on or after June 1, 2029, are subject to optional redemption prior to their stated maturity at the option of the County, in whole or in part, at any time on or after June 1, 2028, at the price of par plus accrued interest, if any, to the date fixed for redemption.

Mandatory Sinking Fund Redemption of Term Bonds. The County will redeem the Term Bonds, if not redeemed as described above or purchased under the provisions described in the Preliminary Official Statement under "Description of the Bonds—Mandatory Sinking Fund Redemption of Term Bonds," randomly (or in such manner as the Registrar determines), at the price of par plus accrued interest, on June 1 in the years and amounts specified by the successful bidder.

If the County redeems the Term Bonds under the optional redemption provisions described above or purchases or defeases the Term Bonds, the Term Bonds so redeemed, purchased, or defeased (irrespective of their redemption or purchase prices) will be credited at the par amount thereof against one or more scheduled mandatory redemption amounts for the Term Bonds. The County will determine the manner in which the credit is to be allocated. If no such determination is made, credit will be allocated on a pro rata basis.

Selection of Bonds for Redemption. If fewer than all of the Bonds subject to optional redemption are called for redemption, the County will choose the maturities to be redeemed. If fewer than all of the Bonds maturing on the same date are called for redemption, the Registrar will select for redemption such Bonds or portions thereof randomly, or in such other manner as the Registrar determines, except that, for so long as such Bonds are registered in the name of DTC or its nominee, DTC will select for redemption such Bonds or portions thereof in accordance with the Letter of Representations. In no event will any Bond be outstanding in a principal amount that is not \$5,000 or any integral multiple thereof.

Notice of Redemption. While the Bonds are held by DTC in book-entry only form, any notice of redemption must be given at the time, to the entity, and in the manner required by DTC in accordance with the Letter of Representations, and the Registrar is not required to give any other notice of redemption. See "The Bonds—Book-Entry System" and Appendix E. If the Bonds cease to be in book-entry only form, unless waived by any registered owner of the Bonds to be redeemed, the County will cause notice of any intended redemption of the Bonds to be given by the Registrar not less than 20 nor more than 60 days prior to the date fixed for redemption by first-class mail, postage prepaid, to the registered owner of any Bond to be redeemed at the address appearing on the registration books for the Bonds

maintained by the Registrar at the time the Registrar prepares the notice. The notice requirements of the Ordinance (defined in the Preliminary Official Statement) will be deemed to have been fulfilled when notice has been mailed as so provided, whether or not it is actually received by the owner of any Bond.

Rescission of Redemption. In the case of an optional redemption, the notice of redemption may state that the County retains the right to rescind the redemption notice and the related redemption by giving a notice of rescission to the affected registered owners at any time prior to the scheduled optional redemption date. Any notice of optional redemption that is so rescinded will be of no effect, and the Bonds for which a notice of optional redemption has been rescinded will remain outstanding.

Effect of Redemption. Interest on each Bond called for redemption will cease to accrue on the date fixed for redemption, except in the case of a rescinded optional redemption as described above, or unless the Bond or Bonds called are not redeemed when presented pursuant to the call.

Purchase of Bonds

The County reserves the right and option to purchase any or all of the Bonds at any time at any price.

Refunding or Defeasance of Bonds

Pursuant to the Ordinance, the County may issue refunding obligations pursuant to the laws of the State or use money available from any other lawful source to pay when due the principal of, premium, if any, 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 or a portion of the then outstanding Bonds (the "Defeased Bonds"), and to pay the costs of the refunding or defeasance.

If money or noncallable Government Obligations (defined in the Ordinance) 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 the Defeased Bonds in accordance with their terms are set aside in a special trust or escrow fund or account irrevocably pledged to that redemption, retirement, or defeasance of Defeased Bonds (the "Trust Account"), then the Defeased Bonds will be deemed not to be outstanding under the Ordinance, no further payments need be made into the applicable redemption account for the payment of the principal of and interest on the Defeased Bonds, and the Owners of the Defeased Bonds will cease to be entitled to any covenant, pledge, benefit, or security of the Ordinance. The owners of Defeased Bonds will have the right to receive payment of the principal of, premium, if any, and interest on the Defeased Bonds from the Trust Account.

Security

The Bonds are general obligations of the County. The County irrevocably covenants and agrees that, for as long as any of the Bonds are outstanding and unpaid, each year it will include in its budget and levy an *ad valorem* tax upon all the property within the County subject to taxation in an amount that will be sufficient, together with all other revenues and money of the County legally available for such purposes, to pay the principal of and interest on the Bonds as the same will become due. The County irrevocably pledges that the annual tax to be levied for the payment of such principal and interest will be within and as a part of the tax levy permitted to counties without a vote of the people and that a sufficient portion of the taxes to be levied and collected annually by the County prior to the full payment of the principal of and interest on the Bonds will be 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 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 will become due.

The County always has made principal and interest payments on outstanding bonds and notes when due.

BIDDING INFORMATION AND AWARD

Bidding Information

Bidders are invited to submit bids for the purchase of the Bonds fixing the interest rate that the Bonds will bear. The interest rates bid for the Bonds must be in a multiple of 1/8 or 1/20 of 1%. No more than one rate of interest may be fixed for any single maturity of the Bonds. Bids will be without condition and may be submitted only electronically via Parity.

Bidders must specify interest rates equal to or greater than 4.00% for each maturity of the Bonds maturing on or after June 1, 2029. No bid will be considered for the Bonds that is less than an amount equal to 106% of the par value of the Bonds or more than an amount equal to 116% of the par value of the Bonds, or for less than the entire offering of the Bonds.

Bidders are requested to provide a list of any syndicate members with their bids or within 24 hours after submitting their bids. The County strongly encourages the inclusion of women and minority business enterprise firms in bidding syndicates.

Bidding Process

By submitting an electronic bid for the Bonds, each bidder thereby agrees to the following terms and conditions:

- (i) If any provision in this Official Notice of Sale conflicts with information or terms provided or required by Parity, this Official Notice of Sale, including any modification or postponement communicated as described under "Modification, Postponement, Cancellation," will control.
- (ii) Bids may be submitted only via Parity. The bidder is solely responsible for making necessary arrangements to access Parity for purposes of submitting a bid timely and in compliance with the requirements of this Official Notice of Sale.
- (iii) The County has no duty or obligation to provide or assure access to Parity, and will not be responsible for the proper operation of Parity, or have any liability for any delays or interruptions or any damages caused by the use or attempted use of Parity.
- (iv) The County is using Parity as a communication mechanism, and not as an agent of the County.
- (v) Upon acceptance of a bid by the County, this Official Notice of Sale and the information that is electronically transmitted through Parity will form a contract between the bidder and the County.

If all bids the Bonds are rejected, the Finance Director may fix a new date and time for the receipt of bids by giving notice under the procedures as described under "Modification, Postponement, Cancellation" on or before the day prior to such new date and time.

Good Faith Deposit

The successful bidder for the Bonds is required to deliver a good faith deposit in the amount of \$250,000 by federal funds wire transfer to the Treasury Section of the Finance and Business Operations Division by no later than 90 minutes following the successful bidder's receipt of the verbal award. Wiring instructions will be provided to the successful bidder at the time of the verbal award.

The good faith deposit of the successful bidder for the Bonds will be retained by the County as security for the performance of such bid, and will be applied to the purchase price on the delivery of the Bonds to the successful bidder. Pending delivery of the Bonds, the good faith deposit for the Bonds may be invested for the sole benefit of the County.

If the Bonds are ready for delivery and the successful bidder fails to complete the purchase of the Bonds within 30 days following the acceptance of its bid, the applicable good faith deposit will be forfeited to the County, and, in that event, the County Council may accept the next best bid or call for additional proposals.

Insurance

Bids for the Bonds may not be conditioned upon obtaining insurance or any other credit enhancement. If the Bonds qualify for issuance of any policy of municipal bond insurance or commitment therefor at the option of a bidder, any purchase of such insurance or commitment therefor will be at the sole option and expense of the bidder and any increased costs of issuance of the Bonds resulting by reason of such insurance will be paid by the bidder, unless otherwise paid. Any failure of the Bonds to be so insured or of any such policy of insurance to be issued will not in any way relieve the successful bidder of its contractual obligations arising from the acceptance of its proposal for the purchase of the Bonds.

If the successful bidder for the Bonds purchases insurance for the Bonds, the County may require the successful bidder to furnish to the County and Bond Counsel a certificate in form and substance acceptable to Bond Counsel confirming that the insurance premium is less than the present value (calculated using the same yield as the yield on the insured Bonds) of the interest cost savings represented by the comparative differences between interest amounts that would have been payable on the various maturities of the insured Bonds at interest rates on the insured Bonds issued with and without the insurance on the insured Bonds.

Award

The Bonds will be sold to the bidder making a bid for the Bonds that conforms to the terms of the offering and that, on the basis of the lowest true interest cost, is the best bid. For the purpose of comparing bids only, each bid must state the true interest cost of the bid determined by doubling the semiannual interest rate (compounded semiannually) necessary to discount each debt service payment from the payment date to the date of the Bonds and to the price bid.

If there are two or more equal bids for the Bonds and those bids are the best bids received, the Finance Director will determine which bid will be presented to the County Council for its consideration. The County reserves the right to reject any or all bids submitted and to waive any formality in the bidding or bidding process. If all bids for an offering are rejected, the Bonds may be re-advertised for sale in the manner provided by law and as described above.

Adjustment of Principal Amount and Bid Price After Bid Opening

The County has reserved the right to increase or decrease the preliminary principal amount of the Bonds by an amount not to exceed 10% of the principal amount of the Bonds following the opening of the bids for the Bonds. The County has also reserved the right to increase or decrease the preliminary principal amount of any maturity of the Bonds by 15% of the principal amount of that maturity.

The price bid by the successful bidder for the Bonds will be adjusted by the County on a proportionate basis to reflect an increase or decrease in the principal amount of the Bonds. In the event that the County elects to increase or decrease the principal amount of the Bonds after the bid pursuant to this Official Notice of Sale, the underwriter's discount for the Bonds, expressed in dollars per thousand, will be held constant. The County will not be responsible in the event and to the extent that any adjustment affects (i) the net compensation to be realized by the successful bidder, or (ii) the true interest cost of the winning bid or its ranking relative to other bids.

Issue Price Information

Competitive Sale. The County expects to determine the issue price of the Bonds under the special rule for competitive sales provided by Treasury Regulation Section 1.148-1(f)(3)(i) because the sale of the Bonds is expected to meet the following requirements (the "competitive sale requirements"):

- (i) the County will disseminate this Official Notice of Sale to potential underwriters of municipal bonds in a manner that is reasonably designed to reach such potential underwriters;
- (ii) all bidders will have an equal opportunity to bid for the Bonds;
- (iii) the County will receive bids for the Bonds from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
- (iv) the County will award the sale of the Bonds to the bidder who submits a bid in conformance with this Official Notice of Sale to purchase the Bonds at a price that produces the lowest true interest cost to the County, as set forth in this Official Notice of Sale under the heading "Award."

The winning bidder for the Bonds will be required to assist the County in establishing the issue price of the Bonds under the special rule for competitive sales by (i) providing to the Finance Director, in writing, immediately following the award of the sale of the Bonds to the winning bidder, the reasonably expected initial offering price to the public as of the sale date of each maturity of the Bonds on which the price bid by the winning bidder was based; and (ii) executing and delivering to the County on or before the Issue Date an issue price certificate setting forth for each maturity of the Bonds the reasonably expected initial offering price to the public as of the sale date on which the price bid by the winning bidder for the Bonds was based. The issue price certificate shall be substantially in the form of Exhibit 1 attached to this Official Notice of Sale, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the County, and Bond Counsel.

Use of General Rule (10% Test) If Competitive Sale Requirements Not Met. If the County determines that the sale of the Bonds failed to meet the competitive sale requirements as previously described, the County will so advise the winning bidder for the Bonds, the bids for the Bonds will not be subject to cancellation by the winning bidder, and the County will determine the issue price for the Bonds on the basis of the first price at which a substantial amount (10%) of each maturity of the Bonds is sold to the public (the "10% test") under the general rule provided by Treasury Regulation Section 1.148-1(f)(2)(i). The County will not require the winning bidder to comply with the special "hold-the-offering-price rule" provided by Treasury Regulation Section 1.148-1(f)(2)(ii).

In this event, the winning bidder for the Bonds will be required to assist the County in establishing the issue price of the Bonds under the 10% test by:

- (i) providing to the Finance Director, in writing, immediately following the award of the sale of the Bonds to such winning bidder, the reasonably expected initial offering price to the public as of the sale date of each maturity of the Bonds on which the price bid by the winning bidder was based;
- (ii) advising the Finance Director, in writing, which maturities of the Bonds satisfy the 10% test as of the close of business on the next business day following the date of the award of the Bonds to the winning bidder and which maturities, if any, of the Bonds do not satisfy the 10% test as of the close of business on the next business day following the date of the award of the Bonds to the winning bidder ("undersold maturities");
- (iii) promptly reporting to the County the principal amounts of and prices at which undersold maturities of the Bonds are sold to the public until the earlier of the date on which the 10% test has been satisfied as to each maturity of the Bonds or the date on which all maturities of the Bonds have been sold to the public, whether or not the Issue Date has occurred; and
- (iv) delivering to the County on or before the Issue Date an issue price certificate substantially in the form of Exhibit 2 attached to this Official Notice of Sale, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the County, and Bond Counsel.

By submitting a bid, each bidder confirms that:

- (i) any agreement among underwriters, any selling group agreement, and each retail distribution agreement (to which the bidder is a party) relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such retail distribution agreement, as applicable, to report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the winning bidder that either the 10% test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public, if and for so long as directed by the winning bidder and as set forth in the related pricing wires; and
- (ii) any agreement among underwriters relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter that is a party to a retail distribution agreement to be employed in connection with the initial sale of the Bonds to the public to require each broker-dealer that is a party to such retail distribution agreement to report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the winning bidder or such underwriter that either the 10% test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public, if and for so long as directed by the winning bidder or such underwriter and as set forth in the related pricing wires.

For the purpose of applying the 10% test, “public” means any person other than an underwriter or a related party to an underwriter, “related party” means any two or more persons who have greater than 50% common ownership, directly or indirectly, and “underwriter” means (i) the underwriter that is the winning bidder for the Bonds and any person that agrees pursuant to a written contract with the lead underwriter to form an underwriting syndicate to participate in the initial sale of the Bonds; and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) to participate in the initial sale of the Bonds to the public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the public).

Delivery

The County will deliver the Bonds (consisting of one certificate per maturity) to DTC in New York, New York, or to the Registrar on behalf of DTC by Fast Automated Securities Transfer, prior to the date of closing. Closing will occur within 30 days after the Sale Date. Settlement will be in federal funds available in Seattle, Washington, on the date of issue of the Bonds (the “Date of Issue”). Delivery is expected to be August 8, 2018.

If, prior to the delivery of the Bonds, the interest receivable by the owners of the Bonds becomes includable in gross income for federal income tax purposes, or becomes subject to federal income tax other than as described in the Preliminary Official Statement, the successful bidder, at its option, may be relieved of its obligation to purchase the Bonds, and in that case the good faith deposit accompanying its bid will be returned without interest.

Legal Matters

The Purchaser of the Bonds will be provided with the approving legal opinion of Hillis Clark Martin & Peterson P.S., Seattle, Washington, Bond Counsel, at the time of the delivery of the Bonds. A no-litigation certificate will be included in the closing papers of the Bonds.

CUSIP Numbers

It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such numbers on the Bonds nor any error with respect thereto will constitute cause for a failure or refusal by the successful bidder for the Bonds to accept delivery of and pay for the Bonds in accordance with the terms of this Official Notice of Sale.

The County's Municipal Advisor is responsible for obtaining CUSIP numbers for the Bonds. The charge of the CUSIP Service Bureau will be paid by the County.

OTHER INFORMATION

Ongoing Disclosure Undertaking

To assist bidders in complying with paragraph (b)(5) of Rule 15c2-12, the County will undertake to provide certain annual financial information and notices of the occurrence of certain events. A description of this undertaking is set forth in the Preliminary Official Statement under “Legal and Tax Information—Continuing Disclosure Undertaking” and will also be set forth in the final Official Statement.

Preliminary Official Statement

The Preliminary Official Statement is in a form that the County has deemed final for the purpose of paragraph (b)(1) of Rule 15c2-12, but is subject to revision, amendment, and completion in a final Official Statement, which the County will deliver, at the County's expense, to the Purchaser of the Bonds through its designated representative not later than seven business days after the County's acceptance of the Purchaser's bid, in sufficient quantities to permit the Purchaser to comply with Rule 15c2-12.

By submitting the successful proposal, the Purchaser of the Bonds agrees:

- (i) to provide to the Finance and Business Operations Division, in writing, within 24 hours after the acceptance of the bid, pricing and other related information, including the Initial Reoffering Price of each maturity of the Bonds, necessary for completion of the final Official Statement;
- (ii) to disseminate to all members of the underwriting syndicate, if any, copies of the final Official Statement, including any amendments or supplements prepared by the County;
- (iii) to take any and all actions necessary to comply with applicable rules of the SEC and the Municipal Securities Rulemaking Board ("MSRB") governing the offering, sale, and delivery of the Bonds to the ultimate purchasers, including the delivery of a final Official Statement to each investor who purchases the Bonds; and
- (iv) to file the final Official Statement or cause it to be filed with the MSRB within one business day following its receipt from the County.

Official Statement

At closing, the County will furnish a certificate of an official or officials of the County, stating that, to the best knowledge of such official(s), as of the date of the Official Statement and as of the Date of Issue of the Bonds:

- (i) the information (including financial information) regarding the County contained in the Official Statement was and is true and correct in all material respects and did not and does not contain any untrue statement of a material fact or omit any statement or information which is necessary to make the statements therein, in light of the circumstances under which they were made, not misleading (however, the County will make no representation regarding Bond Counsel's forms of opinion or the information provided by DTC, U.S. Bank National Association, the Purchaser of the Bonds, or any entity providing bond insurance or other credit facility); and
- (ii) the descriptions and statements, including financial data, of or pertaining to other bodies and their activities contained in the Official Statement have been obtained from sources that the County believes to be reliable and the County has no reason to believe that they are untrue in any material respect.

DATED at Seattle, Washington, this 16th day of July, 2018.

By: _____ /s/ Ken Guy
Ken Guy
Director of Finance and Business Operations Division
Department of Executive Services

OFFICIAL NOTICE OF SALE—EXHIBIT 1
FORM OF ISSUE PRICE CERTIFICATE—COMPETITIVE SALE

\$ _____
KING COUNTY, WASHINGTON
LIMITED TAX GENERAL OBLIGATION BONDS, 2018, SERIES A
ISSUE PRICE CERTIFICATE

The undersigned, on behalf of _____ (the "Underwriter"), hereby certifies as set forth below with respect to the sale of the above-captioned obligations (the "Bonds").

Defined Terms

- (i) *Maturity* means Bonds having the same maturity date and credit and payment terms.
- (ii) *Public* means any person other than an Underwriter or a related party to an Underwriter. The term "related party" for purposes of this certificate generally means any two or more persons who have greater than 50% common ownership, directly or indirectly.
- (iii) *Sale Date* means July 23, 2018, the date on which the sale of the Bonds was awarded to the Underwriter pursuant to its bid.
- (iv) *Underwriter* means (a) the Underwriter, as the winning bidder to purchase the Bonds and any person that agrees pursuant to a written contract with the Underwriter as the lead underwriter to form an underwriting syndicate to participate in the initial sale of the Bonds to the Public, and (b) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (a) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

Reasonably Expected Initial Offering Price

- (i) As of the Sale Date, the reasonably expected initial offering prices of the Bonds to the Public by the Underwriter are the prices listed in Schedule A (the "Expected Offering Prices"). The Expected Offering Prices are the prices for the Maturities of the Bonds used by the Underwriter in formulating its bid to purchase the Bonds. Attached as Schedule B is a true and correct copy of the bid provided by the Underwriter to purchase the Bonds.
- (ii) The Underwriter was not given the opportunity to review other bids prior to submitting its bid.
- (iii) The bid submitted by the Underwriter constituted a firm offer to purchase the Bonds.

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the Underwriter's interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the County with respect to certain of the representations set forth in the Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by Bond Counsel in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may provide to the County from time to time relating to the Bonds.

[UNDERWRITER]

By: _____
Name: _____

**OFFICIAL NOTICE OF SALE—EXHIBIT 2
FORM OF ISSUE PRICE CERTIFICATE—GENERAL RULE (10% TEST)**

§ _____
**KING COUNTY, WASHINGTON
LIMITED TAX GENERAL OBLIGATION BONDS, 2018, SERIES A
ISSUE PRICE CERTIFICATE**

The undersigned, on behalf of _____ (the “Underwriter”), hereby certifies as set forth below with respect to the sale and issuance of the above-captioned obligations (the “Bonds”).

Defined Terms

- (i) *Maturity* means Bonds having the same maturity date and credit and payment terms.
- (ii) *Public* means any person other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50% common ownership, directly or indirectly.
- (iii) [*Undersold Maturity* means any Maturity at least 10% of which has not been sold to the Public at the same price.
- (iv)] *Underwriter* means (a) the Underwriter as the winning bidder to purchase the Bonds and any person that agrees pursuant to a written contract with the Underwriter as the lead underwriter to form an underwriting syndicate to participate in the initial sale of the Bonds to the Public, and (b) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (a) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

Sale of the Bonds

- (i) As of the date of this certificate, for each Maturity of the Bonds listed below, the first price at which at least 10% of each such Maturity of the Bonds was sold to the Public is its respective price listed below.

Maturity	Principal Amount (\$)	Interest Rate (%)	First Sale Price of at Least 10% (% of Par)	Expected Offering Price (% of Par)	Total Dollar Price Based on Lower of Sale Price or Offer Price (\$)
2019					
2020					
2021					
2022					
2023					
2024					
2025					
2026					
2027					
2028					
2029					
2030					
2031					
2032					
2033					
2034					
2035					
2036					
2037					
2038					
Total	_____				_____

[(ii) As of the date of this certificate, the Maturities of the Bonds listed below are Undersold Maturities.

[INSERT SCHEDULE OF UNDERSOLD MATURITIES]

The Underwriter will promptly report to the County the prices at which the Undersold Maturities of the Bonds are sold to the Public until the earlier of the date on which the 10% test has been satisfied as to each Undersold Maturity of the Bonds or the date on which all Undersold Maturities of the Bonds have been sold to the Public.]

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the Underwriter's interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the County with respect to certain of the representations set forth in the Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by Bond Counsel in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may provide to the County from time to time relating to the Bonds.

[UNDERWRITER]

By: _____
Name: _____

Dated: [ISSUE DATE]

ATTACHMENT B

Upcoming Calendar	Overview	Result	Excel
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RBC Capital Markets - New York , NY's Bid



King County
\$12,405,000 Limited Tax General Obligation Bonds, 2018,
Series A

For the aggregate principal amount of \$12,405,000.00, we will pay you \$14,011,662.15, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount \$	Coupon %
06/01/2019	665M	5.0000
06/01/2020	700M	5.0000
06/01/2021	740M	5.0000
06/01/2022	780M	5.0000
06/01/2023	815M	5.0000
06/01/2024	855M	5.0000
06/01/2025	900M	5.0000
06/01/2026	950M	5.0000
06/01/2027	1,000M	5.0000
06/01/2028	1,050M	5.0000
06/01/2029	330M	5.0000
06/01/2030	340M	5.0000
06/01/2031	355M	5.0000
06/01/2032	370M	4.0000
06/01/2033	385M	4.0000
06/01/2034	400M	4.0000
06/01/2035	415M	4.0000
06/01/2036	435M	4.0000
06/01/2037	450M	4.0000
06/01/2038	470M	4.0000

Total Interest Cost: \$5,014,358.33
 Premium: \$1,606,662.15
 Net Interest Cost: \$3,407,696.18
 TIC: 2.849573
 Time Last Bid Received On: 07/23/2018 8:59:23 PDST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: RBC Capital Markets, New York , NY
 Contact: Jaime Durando
 Title: Managing Director
 Telephone: 212-618-5630
 Fax: 212-618-2570

Issuer Name: King County

Company Name: _____

Accepted By: _____

Accepted By: _____

Date: _____

Date: _____

ATTACHMENT C - 15185

Bond Maturity Dates, Principal Amounts and Interest Rates

<u>Maturity Date (June 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2019	\$ 655,000	5.00%
2020	685,000	5.00
2021	725,000	5.00
2022	760,000	5.00
2023	800,000	5.00
2024	840,000	5.00
2025	885,000	5.00
2026	930,000	5.00
2027	975,000	5.00
2028	1,025,000	5.00
2029	315,000	5.00
2030	335,000	5.00
2031	350,000	5.00
2032	365,000	4.00
2033	380,000	4.00
2034	395,000	4.00
2035	415,000	4.00
2036	430,000	4.00
2037	445,000	4.00
2038	465,000	4.00

Purchase Price

\$13,748,901.64