

February 12, 1996

INTRODUCED BY: von Reichbauer

PROPOSED NO. 96-103

MOTION NO. **9778**

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4 A MOTION of the county council accepting a bid for the
5 purchase of the county's Limited Tax General Obligation
6 501(c)(3) Refunding Bonds, 1996 Series B, in the aggregate
7 principal amount of not to exceed \$26,830,000; fixing the
8 interest rates and other terms of the bonds; approving a plan
9 of refunding certain outstanding limited tax general obligation
10 bonds of the county and authorizing the county's treasury
11 division manager to establish the final maturity schedule for
12 such bonds and to report to the council, all in accordance
13 with Ordinance No. 12070 of the county.

14 WHEREAS, the county council by Ordinance No. 12070 passed December 18, 1995
15 (the "Bond Ordinance"), authorized the issuance and sale of the county's limited tax general
16 obligation bonds in the principal amount of not to exceed \$172,650,000 (the "Bonds") for the
17 purpose of financing various projects set forth in the Bond Ordinance including refunding certain
18 outstanding limited tax general obligation bonds of the county; and

19 WHEREAS, it is necessary that the Bonds be issued in two series, the second such series
20 to be designated "King County, Washington, Limited Tax General Obligation 501(c)(3)
21 Refunding Bonds, 1996 Series B"; and

22 WHEREAS, pursuant to the Bond Ordinance, a preliminary official statement dated
23 February 1, 1996 has been prepared for the public sale of the Series B Bonds, the official notice
24 of such sale (the "Notice") has been duly published, and bids have been received in accordance
25 with the Notice; and

26 WHEREAS, the attached bid of Smith Barney (the "Purchaser") to purchase the Series
27 B Bonds is the best bid received, and it is in the best interest of the county that the Series B
28 Bonds be sold to the Purchaser on the terms set forth in the Notice, the attached bid and the
29 Bond Ordinance; and

30 WHEREAS, in accordance with the Bond Ordinance, the Council wishes to authorize
31 and approve the final plan of refunding of certain outstanding limited tax general obligation
32 bonds of the county; and

33 WHEREAS, the exact amount of the Series B Bonds required for the refunding of the
34 outstanding bonds cannot be determined until the prices of certain government obligations
35 acquired to defease the outstanding bonds are established;

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

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

"Series B Bonds" means the county's Limited Tax General Obligation 501(c)(3) Refunding Bonds, 1996 Series B, authorized to be issued pursuant to the Bond Ordinance and this motion.

B. Ratification of Notice of Sale, Acceptance of Bid, and Authorization of Series B Bonds. The issuance of a second series of the Bonds, designated as the county's Limited Tax General Obligation 501(c)(3) Refunding Bonds, 1996 Series B, and the terms and conditions thereof set forth in the Official Notice of Bond Sale, attached hereto as Exhibit A (the "Notice"), are hereby ratified and confirmed, and the bid to purchase the Series B Bonds, as set forth in the Purchaser's bid attached hereto as Exhibit B, is hereby accepted. The Series B Bonds shall bear interest at the rates set forth on Exhibit B and shall conform in all other respects to the terms and conditions specified in the Notice and Bond Ordinance.

The Series B Bonds shall be subject to optional redemption as set forth in the Notice.

The council hereby delegates to the county treasury division manager the authority to determine the final principal maturity amounts and the aggregate principal amount of Series B Bonds in order to accomplish the plan of refunding set forth below; provided, however, that the aggregate principal amount shall not exceed \$26,830,000. The county treasury division manager shall report to the council within 24 hours regarding the principal maturity amounts and aggregate principal amount of the Series B Bonds.

C. Refunding and Redemption of Refunded 1991A Bonds.

1. Plan of Refunding. In accordance with Section 20 of the Bond Ordinance, the plan of refunding the Refunded 1991A Bonds, as determined by the county treasury division manager in consultation with the county's financial advisors, is set forth herein and ratified and confirmed hereby. As provided in the Bond Ordinance, proceeds of the Series B Bonds shall be deposited in the 1996 Refunding Account and used, together with other funds of the county, if necessary, to purchase the Acquired Obligations, bearing such interest and maturing as to principal and interest in such amounts and at such times which, together with any necessary beginning cash balance, will provide for the payment of:

- (a) the interest on the 1991A Bonds maturing on and after December 1, 2001 (the "Refunded 1991A Bonds") due and payable on and prior to December 1, 2000; and
- (b) the redemption price (100% of the principal amount) payable on December 1, 2000, of the Refunded 1991A Bonds.

For the purpose of effecting delivery of the Acquired Obligations to be held by the Escrow Agent, the county treasury division manager is further authorized to enter into a forward purchase agreement for securities in such form as shall be approved by the Escrow Agent and bond counsel for the county. Any beginning cash balance and the Acquired Obligations shall be irrevocably deposited with the Escrow Agent in an amount sufficient to defease the Refunded

1 1991A Bonds in accordance with this section C. Any amounts described above that are not
2 provided for in full by such beginning cash balance and the purchase and deposit with the
3 Escrow Agent of the Acquired Obligations described in this section shall be provided for by the
4 irrevocable deposit of the necessary amount out of the proceeds of sale of the Series B Bonds or
5 any other money of the county legally available therefor. The proceeds of the Series B Bonds
6 remaining in the 1996 Refunding Account after acquisition of the Acquired Obligations and
7 provision for the necessary beginning cash balance shall be utilized to pay expenses of the
8 acquisition and safekeeping of the Acquired Obligations and the costs of issuing the Series B
9 Bonds. The county may, from time to time, transfer, or cause to be transferred, from the 1996
10 Refunding Account any money not thereafter required for the purposes set forth in
11 subparagraphs (a) and (b) above, subject to verification in writing by an independent certified
12 public accountant that such transfer will not result in inadequate funds being available to make
13 the required payments therefrom. The county reserves the right to substitute other securities for
14 the Acquired Obligations in the event it may do so pursuant to Section 148 of the Code and
15 applicable regulations thereunder, upon compliance with the conditions set forth in the Escrow
16 Agreement.

16 2. Redemption of Refunded 1991A Bonds. The county hereby irrevocably sets
17 aside sufficient funds through the purchase of Acquired Obligations and an initial cash deposit to
18 make the payments, as specified in subparagraphs (a) and (b) above.

19 The county hereby irrevocably calls for redemption on December 1, 2000, the Refunded
20 1991A Bonds in accordance with the provisions of Ordinance No. 9810 of the county,
21 authorizing the redemption and retirement of certain of the 1991A Bonds prior to their fixed
22 maturities.

23 Said defeasance and call for redemption of the Refunded 1991A Bonds shall be
24 irrevocable after the final establishment of the escrow account and delivery of the Acquired
25 Obligations and the requisite cash deposit, if any, to the Escrow Agent, except as provided
26 herein relating to the substitution of securities. The county treasury division manager is
27 authorized and requested to provide whatever assistance is necessary to accomplish such
28 defeasance.

29 The Escrow Agent is hereby authorized and directed to notify the fiscal agency of the
30 State of Washington to give notice of the redemption of the Refunded 1991A Bonds in
31 accordance with the applicable provisions of Ordinance No. 9810. The county treasury division
32 manager is authorized and requested to provide whatever assistance is necessary to accomplish
33 such redemption and the giving of notice therefor. The costs of publication of such notice shall
34 be an expense of the county.
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The Escrow Agent is hereby authorized and directed to pay to the fiscal agency or agencies of the State of Washington sums sufficient to pay, when due, the payments specified in subparagraphs (a) and (b) above. All such sums shall be paid from the money and Acquired Obligations deposited with said Escrow Agent pursuant to this section, and the income therefrom and proceeds thereof. All such sums so paid shall be credited to the 1996 Refunding Account. All money and Acquired Obligations deposited with said Escrow Agent 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 the owners of the Refunded 1991A Bonds.

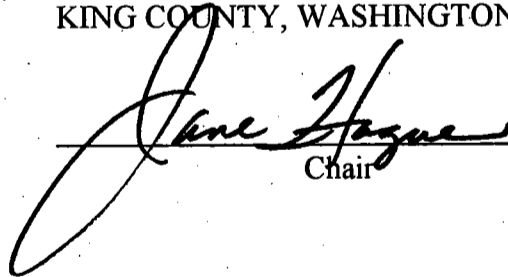
D. Undertaking to Provide Ongoing Disclosure. The undertaking to provide ongoing disclosure applicable to the Series B Bonds is set forth in Motion No. 9756 of the council passed on January 22, 1996.

E. Further Authority. The county officials, their agents, and representatives are hereby authorized and directed to do everything necessary for the prompt issuance and delivery of the Series B Bonds and for the proper use and application of the proceeds of such sale.

F. Severability. The covenants contained in this motion shall constitute a contract between the county and the owners of each and every Series B Bond. If any one or more of the covenants or agreements provided in this motion 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 motion and shall in no way affect the validity of the other provisions of this motion or of the Series B Bonds.

PASSED by a vote of 10 to 0 this 12th day of February, 1996.

KING COUNTY COUNCIL
KING COUNTY, WASHINGTON


Chair

ATTEST:


Clerk of the Council

Attachments: Exhibit A - Official Notice of Bond Sale
Exhibit B - Winning Bid for Series B Bonds

EXHIBIT A

Official Notice of Bond Sale**\$22,510,000*****King County, Washington
Limited Tax General Obligation 501(c)(3) Refunding
Bonds, 1996 Series B**

Sealed bids for the above-referenced bonds (the "Bonds") of King County, Washington (the "County") will be received at the County's Purchasing Office, Room 620, King County Administration Building, 500 Fourth Avenue, Seattle, Washington, until 10:00 a.m., Pacific Standard Time, on

February 12, 1996

or on such later date or time as may be established by the King County Treasury Division Manager (the "Treasury Division Manager") and communicated through Munifacts News Service not less than 24 hours prior to the time bids are to be received, for the purchase of the Bonds. 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, it will be awarded to the successful bidder and its terms will be approved by the County Council at such meeting.

If all bids for the Bonds are rejected, the Treasury Division Manager may fix a new date and time for the receipt of bids for such Bonds by giving notice communicated through Munifacts Wire Service not less than 24 hours prior to such new date and time. Any notice specifying a new date and/or time for the receipt of bids, following the rejection of bids received or otherwise, shall be considered an amendment to this Official Notice of Bond Sale.

Description of Bonds**Bond Details**

The Bonds will be dated March 1, 1996. Interest on the Bonds will be payable on July 1, 1996, and semiannually thereafter on each January 1 and July 1.

Registration and Book-Entry Only System

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"), New York, New York. DTC will act as securities depository for the Bonds. Purchases of the Bonds will be made in book-entry only 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 agencies of the State of Washington in the cities of Seattle, Washington and New York, New York 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.

Election of Maturities

The bidder shall designate whether the principal amounts of the Bonds set forth below shall be retired on January 1 of each respective year as serial bonds maturing in such year or as amortization installments of term bonds due in the years specified by the bidder.

* Preliminary, subject to change

Serial Maturity or Amortization Installment	Principal Amounts*	Serial Maturity or Amortization Installment	Principal Amounts*
1997	\$ 160,000	2004	\$ 1,995,000
1998	165,000	2005	2,095,000
1999	175,000	2006	2,205,000
2000	185,000	2007	2,325,000
2001	1,725,000	2008	2,455,000
2002	1,810,000	2009	2,585,000
2003	1,900,000	2010	2,730,000

Adjustment of Principal Amounts and Bid Price

The County has reserved the right to increase or decrease the preliminary principal amount of the Bonds by an amount not to exceed ten percent (10%) following the opening of the bids. No single preliminary principal amount of any maturity will be increased or decreased by more than ten percent (10%). The price bid by the successful bidder will be adjusted by the County on a proportionate basis to reflect an increase or decrease in the principal amount and maturity schedule within 24 hours of the bid opening.

Redemption

Bonds maturing through January 1, 2006, inclusive, are not subject to redemption prior to their stated maturity dates. The County has reserved the right and option to redeem Bonds maturing on or after January 1, 2007, beginning on January 1, 2006, as a whole or in part at any time, with the maturities to be redeemed to be selected by the County (and by lot within a maturity in such manner as the Bond Registrar will determine), at par plus accrued interest to the date fixed for redemption.

The County will deposit in the Bond Fund certain moneys, as provided in the Bond Ordinance, and will retire by purchase or redemption pursuant to call the Bonds on or before January 1 of the years and in the amounts, if any, designated by the bidder to be amortization installments of term bonds, as provided for above.

Any Bond in the principal amount of greater than \$5,000 may be redeemed partially in any integral multiple of \$5,000. In such event, upon surrender of that Bond at either of the principal offices of the Bond Registrar, a new Bond or Bonds, at the option of the registered owner, of the same interest rate and maturity in the aggregate principal amount remaining unredeemed, will be issued to the registered owner in the denomination of \$5,000 or any integral multiple thereof, and will be authenticated and delivered to such registered owner without charge.

The County further has reserved the right and option to purchase any or all of the Bonds in the open market at any time and at any price.

Security

The County irrevocably has pledged to include in its budgets and to levy taxes annually that counties are permitted to levy without a vote of the people, on all of the property within the County subject to taxation, in an amount sufficient, together with other money legally available and to be used therefor, to pay when due the principal of and interest on the Bonds, and the full faith, credit and resources of the County have been pledged irrevocably for the annual levy and collection of those taxes and the prompt payment of that principal and interest.

Interest Rates and Bidding Information

Bids must be submitted on the Official Bid Form that is contained in the Preliminary Official Statement, or on photocopies of such form.

* Preliminary, subject to change

Bidders are invited to submit bids for the purchase of the Bonds fixing the interest rate or rates that the Bonds will bear. Interest rates bid shall be in multiples of 1/8 or 1/20 of 1 percent, or both. No more than one rate of interest may be fixed for any one maturity, and no rate of interest for any maturity of the Bonds shall be less than the rate of interest for a prior maturity. The maximum differential between the lowest and highest interest rates named in any bid shall not exceed 4 percentage points. No bid will be considered for the Bonds for less than an amount equal to 99 percent of par plus accrued interest or for less than the entire offering of Bonds. The purchaser must pay accrued interest, if any, to the date of delivery of the Bonds.

For the purpose of comparing bids only, the interest rates bid being controlling, each bid shall state the true interest cost of the bid determined in the manner hereinafter stated. The true interest cost will be determined by doubling the semiannual interest rate (compounded semiannually) necessary to discount the debt service payments from the payment dates to the date of the Bonds and to the price bid, without regard to interest accrued to the date of delivery of the Bonds.

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

Issue Price Information

Upon award of the Bonds, the successful bidder shall advise the County and Bond Counsel of the initial reoffering prices to the public of each maturity of the Bonds (the "Initial Reoffering Prices"). Simultaneously with or before delivery of the Bonds, the successful bidder shall furnish to the County and Bond Counsel a certificate in form and substance acceptable to Bond Counsel (a) confirming the Initial Reoffering Prices, (b) certifying that a bona fide offering of the Bonds has been made to the public (excluding bond houses, brokers, and other intermediaries), (c) stating the prices at which a substantial amount of each maturity of the Bonds was sold to the public (excluding bond houses, brokers, and other intermediaries), (d) stating the price the Bonds were awarded at which any Bonds that remain unsold at the date of closing would have been sold on the date the Bonds were awarded, and (e) the offering price of each Bond sold to institutional or other investors at discount.

Bid Deposit

All bids shall be without condition, shall be made only on the Official Bid Form furnished by the County or on photocopies of such form and shall be sealed and accompanied by a good faith deposit in the amount of \$225,000. The good faith deposit shall be in the form of cash or a certified or bank cashier's check made payable to the order of the King County Treasury Division Manager or a financial surety bond. If a financial surety bond is used, it must be from an insurance company licensed to issue such a bond in the State of Washington and preapproved by the County. Such bond must be submitted to the County in care of the Treasury Division Manager prior to the opening of the bids. The financial surety bond must identify each bidder whose deposit is guaranteed by such financial surety bond. If the Bonds are awarded to a bidder using a financial surety bond, then that purchaser is required to submit its deposit to the County in the form of a certified or bank cashier's or treasurer's check or wire transfer as instructed by the County not later than 3:30 p.m., Pacific Standard Time, on the next business day following the award. If such deposit is not received by that time, the financial surety bond may be drawn upon by the County to satisfy the deposit requirement. Each good faith deposit in a form other than a financial surety bond shall be returned promptly if the bid is not accepted. The good faith deposit of the successful bidder will be retained by the County as security for the performance of such bid, and will be applied to the purchase price of the Bonds on the delivery of such Bonds to the successful bidder. Pending delivery of the Bonds, the good faith deposit 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 such Bonds within 40 days following the acceptance of its bid, the 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.

Award

The Bonds will be sold to the bidder making a bid conforming to the terms of the offering and which, on the basis of the lowest true interest cost, is the best bid. If there are two or more equal bids and those bids are the best bids received, the County Council will determine by lot which bid will be accepted. The County reserves the right to reject any or all bids submitted and to waive any formality in the bidding or bidding process, and, if all bids for an offering are rejected, that Bond Offering may be readvertised for sale in the manner provided by law and as provided above. Any bid presented after the time specified for the receipt of bids will not be received, and any bid not accompanied by the required good faith deposit at the time of opening that bid will not be read or considered.

Insurance

Bids for the Bonds shall 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 shall 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, unless otherwise paid, shall be paid by such bidder. Any failure of the Bonds to be so insured or of any such policy of insurance to be issued shall not in any way relieve the purchaser of its contractual obligations arising from the acceptance of its proposal for the purchase of the Bonds.

Delivery

The County will deliver the Bonds (consisting of one typewritten certificate for each maturity) to DTC in New York, New York, prior to the date of closing. Closing shall occur within 40 days after the sale date. Settlement shall be in federal funds available in Seattle, Washington, on the date of delivery. Delivery is expected to be mid- to late-March 1996.

It is understood that 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 Official Statement for the Bonds, 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.

The approving legal opinion of Preston Gates & Ellis, Seattle, Washington, Bond Counsel, will be provided to the purchaser at the time of the delivery of the Bonds. Bond counsel's opinion will express no opinion concerning the completeness or accuracy of any Official Statement, offering circular or any other sales material issued or used in connection with the Bonds. A no-litigation certificate will be included in the closing papers of the Bonds.

Ongoing Disclosure Undertaking

In order to assist bidders in complying with SEC Rule 15c2-12(b)(5), the County will undertake, pursuant to the Sale Motion, to provide certain annual financial information and notices of the occurrence of certain events, if material. A description of this undertaking is set forth in the preliminary Official Statement and will also be set forth in the final Official Statement.

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 purchaser thereof to accept delivery of and pay for the Bonds in accordance with the terms of this Official Notice of Sale. All expenses in relation to the printing of the CUSIP numbers on the Bonds will be paid by the County, but the charge of the CUSIP Bureau shall be paid by the purchaser.

Official Statement and Other Information

A copy of the County's Preliminary Official Statement (with the Official Notice of Bond Sale and the Official Bid Form), dated February 1, 1996, and further information regarding the details of the Bonds may be obtained upon request to the King County Treasury Division Manager, Room 611, King County Administration Building, 500 Fourth Avenue, Seattle, Washington 98104 (telephone: (206) 296-7326), or the County's financial advisor, Seattle-Northwest Securities Corporation, 1420 Fifth Avenue, Suite 4300, Seattle, Washington 98101 (telephone: (206) 628-2882).

The Preliminary Official Statement is in a form deemed final by the County for the purpose of SEC Rule 15c2-12(b)(1), but is subject to revision, amendment and completion in a final Official Statement, which the County will deliver, at the expense of the County, to the purchaser not later than seven business days after the County's acceptance of the purchaser's bid. The County will deliver no more than 500 copies of the final Official Statement. Additional copies will be provided at the purchaser's expense.

By submitting the successful proposal, the purchaser's designated senior representative agrees to file, or cause to be filed, within one business day following the receipt from the County, the final Official Statement with each nationally recognized municipal securities information repository designated by the Securities and Exchange Commission.

At the time of the delivery of the Bonds, one or more officials of the County will furnish a certificate stating that to the best of his or her knowledge and belief at the time of the acceptance of the bid for and at the time of delivery of the Bonds, this Official Statement and information furnished by the County supplemental thereto did not and do not contain any untrue statements of material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading in any material respect.

The County will advise the managing underwriter, by written notice, of any "developments that impact the accuracy and completeness of the key presentations" (within the meaning of Rule 15c2-12) contained in the final Official Statement, which may occur during the period commencing on the date of the acceptance by the County of the successful proposal and ending on the 90th day next following that date of acceptance, unless the final Official Statement has been filed with each municipal securities information repository, in which event such period will end on the 25th day.

DATED at Seattle, Washington, this first day of February, 1996.

/s/ Gerald A. Peterson
Clerk of the Metropolitan King County
Council

Official Bid Form
Proposal for the Purchase of \$22,510,000*
King County, Washington
Limited Tax General Obligation 501(c)(3) Refunding Bonds, 1996 Series B

Mr. Gerald A. Peterson
 Clerk of the Metropolitan King County Council
 King County
 Seattle, Washington

Dear Sir:

For Twenty-two Million Five Hundred and Ten Thousand Dollars (\$22,510,000*) par value Limited Tax General Obligation 501(c)(3) Refunding Bonds, 1996 Series B (the "Bonds"), of King County, Washington, dated March 1, 1996, described in the attached Official Notice of Bond Sale, which is hereby made a part of this bid, and for all but not less than all of the Bonds, with interest rates per annum on the Bonds maturing on January 1 in the years and amounts set forth in this Official Bid Form as indicated below:

Year	Amount*	Rate	Serial Maturity	Amortization Installment
1997	\$ 160,000	4.10	✓	
1998	165,000	4.10	✓	
1999	175,000	4.10	✓	
2000	185,000	4.10	✓	
2001	1,725,000	4.10	✓	
2002	1,810,000	4.10	✓	
2003	1,900,000	4.20	✓	
2004	1,995,000	4.25	✓	
2005	2,095,000	4.30	✓	
2006	2,205,000	4.40	✓	
2007	2,325,000	4.50	✓	
2008	2,455,000	4.60	✓	
2009	2,585,000	4.75	✓	
2010	2,730,000	4.75	✓	

We offer to pay the sum of:

twenty two million two hundred eighty four thousand nine hundred and 00/100 Dollars (\$ 22,284,900.00)
 together with accrued interest, if any, to the date of delivery.

The amortization installments checked above, if any, shall be applied for mandatory redemption of Term Bonds due January 1, of the following year(s) in the following principal amount(s) and bearing interest as follows:

- \$ _____ Term Bonds due on January 1, _____ at _____ % per annum.
- \$ _____ Term Bonds due on January 1, _____ at _____ % per annum.
- \$ _____ Term Bonds due on January 1, _____ at _____ % per annum.

In accordance with the terms of the Official Notice of Bond Sale there is enclosed a certified or bank cashier's check for \$225,000 payable to the order of the King County Treasury Division Manager or a financial surety bond has been provided to the County in such amount. The proceeds of this check are to be applied in accordance with the terms of the Official Notice of Bond Sale if the Bonds are awarded to us, or the check is to be returned to us if the Bonds are not awarded to us.

This bid is submitted in accordance with and subject to all provisions contained in the Official Notice of Bond Sale which is attached hereto and made a part of this bid.

If our proposal to purchase the Bonds is successful, the person at the designated senior representative's office whom the County or its representatives should contact regarding closing is GARY PEARSON at the following telephone number: 212 723 - 7095.

* Preliminary; subject to change in accordance with the provisions of the Official Notice of Bond Sale.
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Very truly yours,

Maureen B. Edwards

Return of the good faith deposit in the amount of \$225,000 is hereby acknowledged

Representing: Smith Barney
For: the account

Representing: _____

(Please provide a list of the managers and account members of your bidding group.)

Note: Not a part of the Proposal

Estimated true interest cost 4.615263%