



KING COUNTY
Signature Report

1200 King County Courthouse
516 Third Avenue
Seattle, WA 98104

December 13, 2011

Motion 13605

Proposed No. 2011-0497.2

Sponsors Patterson

1 A MOTION of the county council accepting a bid for the
2 purchase of the county's Limited Tax General Obligation
3 Bonds, 2011, Series D, in the aggregate principal amount of
4 \$21,895,000, and establishing certain terms of such bonds
5 in accordance with Ordinance 17175.

6 WHEREAS, pursuant to Ordinance 17175 (the "Ordinance"), the county council
7 authorized the issuance of one or more series of its limited tax general obligation bonds
8 in an outstanding aggregate principal amount not to exceed \$47,000,000 to provide long-
9 term financing for all or part of the capital costs of the Barton Pump Station Upgrade
10 Project, the East Precinct Command Center Project, the KCCF Water Pipe Replacement
11 Project, the Maury Island Park Project and the Telephony System Project, all as defined
12 and described in the Ordinance, and

13 WHEREAS, the Ordinance provided that such bonds may be sold at public sale,
14 either by negotiated sale or by competitive bid, in one or more series as determined by
15 the director of the finance and business operations division of the department of
16 executive services of the county (the "Finance Director") in consultation with the county's
17 financial advisors, and

18 WHEREAS, the Finance Director has determined that a series of such bonds, to
19 be designated as the county's Limited Tax General Obligation Bonds, 2011, Series D, in

20 the aggregate principal amount of \$21,895,000 (the "Bonds"), shall be sold to provide
21 long-term financing for all or part of the capital costs of the KCCF Water Pipe
22 Replacement Project and the Maury Island Park Project as provided herein, and

23 WHEREAS, currently, none of the bonds authorized by the Ordinance are
24 outstanding, and

25 WHEREAS, a preliminary official statement dated December 1, 2011, has been
26 prepared for the public sale of the Bonds, the official notice of such sale dated December
27 1, 2011 (the "Notice"), has been duly published, and bids have been received in
28 accordance with the Notice, and

29 WHEREAS, the attached bid of Robert W. Baird & Co., Inc. to purchase the
30 Bonds is the best bid received for the Bonds, and it is in the best interest of the county
31 that the Bonds be sold to Robert W. Baird & Co., Inc. on the terms set forth in the
32 Notice, the attached bid, the Ordinance and this motion;

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

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

36 B. Ratification of Notice of Sale, Acceptance of Bids, and Authorization of
37 Bonds. The issuance of the Bonds, designated as the county's Limited Tax General
38 Obligation Bonds, 2011, Series D, in the aggregate principal amount of \$21,895,000, to
39 provide long-term financing for all or part of the capital costs of the KCCF Water Pipe
40 Replacement Project and the Maury Island Park Project, and the other terms and
41 conditions thereof set forth in the Notice attached hereto as Attachment A, are hereby
42 ratified and confirmed. The offer to purchase the Bonds, as set forth in the bid of

43 Robert W. Baird & Co., Inc. attached hereto as Attachment B, which shall be deemed to
44 be adjusted to reflect the changed aggregate principal amount and the changed principal
45 amounts of the maturities of the Bonds, as and to the extent permitted by the Notice, is
46 hereby accepted. The Bonds shall be dated their date of issue and delivery, and shall be
47 subject to optional redemption as set forth in the Notice. The Bonds shall mature on the
48 dates and in the amounts, and shall bear interest at the rates, all as specified in
49 Attachment C. The Bonds shall be Tax-Exempt Obligations, as defined in the Ordinance.
50 The Bonds shall conform in all other respects to the terms and conditions specified in the
51 Notice and Ordinance.

52 C. Application of Bond Proceeds. The proceeds, including net original issue
53 premium but net of the underwriter's discount, of the Bonds received by the county shall
54 be applied as follows: \$3,605,851.30 shall be deposited into the 2011 G.O. Bonds-MMR
55 Subfund to provide long-term financing for all or part of the capital costs of the KCCF
56 Water Pipe Replacement Project; and \$18,685,199.36 shall be deposited into the 2011
57 G.O. Bonds-WLD Subfund to provide long-term financing for all or part of the capital
58 costs of the Maury Island Park Project.

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 "Commission").

64 2. Financial Statements/Operating Data. The county agrees to provide or cause
65 to be provided to the Municipal Securities Rulemaking Board (the "MSRB") the

66 following annual financial information and operating data for the prior fiscal year
67 (commencing in 2012 for the fiscal year ended December 31, 2011):

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

74 (b) a summary of the assessed value of taxable property in the county;

75 (c) a summary of budgeted General Fund revenues and appropriations;

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

78 (e) a summary of outstanding tax-supported indebtedness of the county; and

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

81 Items (b) through (f) shall be required only to the extent that such information is
82 not included in the annual financial statements.

83 Such annual information and operating data described above shall be provided on
84 or before the end of seven months after the end of the county's fiscal year. The county's
85 fiscal year currently ends on December 31. The county may adjust such fiscal year by
86 providing written notice of the change of fiscal year to the MSRB. In lieu of providing
87 such annual financial information and operating data, the county may make specific

88 cross-reference to other documents available to the public on the MSRB's internet web
89 site or filed with the Commission.

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

93 3. Specified Events. The county agrees to provide or cause to be provided, in a
94 timely manner not in excess of ten business days after the occurrence of the event, to the
95 MSRB, notice of the occurrence of any of the following specified events with respect to
96 the Bonds:

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

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

120 Solely for purposes of disclosure, and not intending to modify the Undertaking,

121 the county advises with reference to items (c), (j) and (n) above that no debt service

122 reserves secure payment of the Bonds, no property secures repayment of the Bonds, and

123 there is no trustee for the Bonds.

124 4. Notification Upon Failure to Provide Financial Data. The county agrees to

125 provide or cause to be provided, in a timely manner, to the MSRB, notice of its failure to

126 provide the annual financial information described in subsection 2 above on or prior to

127 the date set forth in subsection 2 above.

128 5. Electronic Format; Identifying Information. The county agrees that all

129 documents provided to the MSRB pursuant to the Undertaking shall be provided in an

130 electronic format and accompanied by such identifying information, each as prescribed

131 by the MSRB.

132 6. Termination/Modification. The county's obligations to provide annual

133 financial information and notices of specified events shall terminate upon the legal

134 defeasance, prior redemption or payment in full of all of the Bonds. The Undertaking, or
135 any provision hereof, shall be null and void if the county (i) obtains an opinion of
136 nationally recognized bond counsel to the effect that those portions of the rule which
137 require the Undertaking, or any such provision, are invalid, have been repealed
138 retroactively or otherwise do not apply to the Bonds; and (ii) notifies the MSRB of such
139 opinion and the cancellation of the Undertaking.

140 Notwithstanding any other provision of this motion, the county may amend the
141 Undertaking, and any provision of the Undertaking may be waived, with an approving
142 opinion of nationally recognized bond counsel and in accordance with the rule.

143 In the event of any amendment or waiver of a provision of the Undertaking, the
144 county shall describe such amendment in the next annual report, and shall include, as
145 applicable, a narrative explanation of the reason for the amendment or waiver and its
146 impact on the type (or in the case of a change of accounting principles, on the
147 presentation) of financial information or operating data being presented by the county. In
148 addition, if the amendment relates to the accounting principles to be followed in
149 preparing financial statements, (i) notice of such change shall be given in the same
150 manner as for a specified event under subsection 3, and (ii) the annual report for the year
151 in which the change is made should present a comparison (in narrative form and also, if
152 feasible, in quantitative form) between the financial statements as prepared on the basis
153 of the new accounting principles and those prepared on the basis of the former accounting
154 principles.

155 7. Bond Owners' Remedies Under the Undertaking. The right of any Bond
156 owner or beneficial owner of Bonds to enforce the provisions of the Undertaking shall be

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

163 E. Further Authority. The proper county officials, their agents, and
164 representatives are hereby authorized and directed to do everything necessary for the
165 prompt issuance and delivery of the Bonds, for the preparation, execution and delivery of
166 the final official statement for the sale of the Bonds, and for the proper use and
167 application of the proceeds of such sale.

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

173 deemed separable from the remaining covenants and agreements of this motion and shall
174 in no way affect the validity of the other provisions of this motion or of the Bonds.
175

Motion 13605 was introduced on 12/12/2011 and passed by the Metropolitan King County Council on 12/12/2011, by the following vote:

Yes: 8 - Mr. Phillips, Mr. von Reichbauer, Mr. Gossett, Ms. Hague,
Ms. Patterson, Ms. Lambert, Mr. Ferguson and Mr. McDermott
No: 0
Excused: 1 - Mr. Dunn

KING COUNTY COUNCIL
KING COUNTY, WASHINGTON


Larry Gossett, Chair

ATTEST:



Anne Noris, Clerk of the Council

Attachments: A. Official Notice of Sale \$19,835,000* King County, Washington Limited Tax General Obligation Bonds, 2011, Series D, B. Robert W. Baird & Co., Inc. - Red Bank, NJ's Bid King County \$19,835,000 Limited Tax General Obligation Bonds, 2011, Series D, C. King County, Washington Limited Tax General Obligation Bonds, 2011, Series D (the "Bonds")

OFFICIAL NOTICE OF SALE
\$19,835,000*
KING COUNTY, WASHINGTON
LIMITED TAX GENERAL OBLIGATION BONDS, 2011, SERIES D

Separate electronic bids for the Limited Tax General Obligation Bonds, 2011, Series D (the "Bonds"), of King County, Washington (the "County"), will be received via BiDCOMP/PARITY ("Parity") in the manner described below on

DECEMBER 12, 2011, 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 (the "Finance Division") and communicated through TM3, the Bond Buyer Wire, or the Bloomberg News Network not less than 18 hours prior to the time bids are to be received for the purchase of the Bonds (the "Sale Date"). 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, it will be awarded to the successful bidder and its terms 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 will be received after the time for receiving bids specified above. For further information about Parity, potential bidders may contact Parity at (212) 849-5021.

By submitting an electronic bid for the Bonds, each bidder hereby 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 amendments issued by public wire, will control.
- (ii) Bids may only be submitted 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, or have any liability for, any delays or interruptions of, or any damages caused by, 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 for the Bonds are rejected, the Finance Director may fix a new date and time for the receipt of bids for the Bonds by giving notice communicated through TM3, the Bond Buyer Wire, or the Bloomberg News Network not less than 18 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, will be considered an amendment to this Official Notice of Sale.

A copy of the County's Preliminary Official Statement (with the Official Notice of Sale), dated December 1, 2011, 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 King County Finance and Business Operations Division (the "Division"). See "Contact Information."

* Preliminary, subject to change.

Contact Information

Finance Division	Nigel Lewis King County (206) 296-1168 <i>nigel.lewis@kingcounty.gov</i>
Financial Advisor	Rob Shelley Seattle-Northwest Securities Corporation Office phone: (206) 628-2879; Day of sale phone: (206) 601-2249 <i>rshelley@snwsc.com</i>
Bond Counsel	Maude Anderson Gottlieb Fisher PLLC (206) 654-1999 <i>maude@goandfish.com</i>

Description of the Bonds

The Bonds will be dated the date of their initial delivery. The Bonds bear interest payable semiannually on each June 1 and December 1, beginning June 1, 2012, to the maturity or prior redemption 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 years and amounts set forth on the inside cover of this 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 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 agency for the State of Washington in New York, New York, currently The Bank of New York Mellon (the "Bond 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.

Election of Maturities

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

Serial Maturity or Mandatory Sinking Fund Redemption	Principal Amounts	Serial Maturity or Mandatory Sinking Fund Redemption	Principal Amounts
2012	\$ 1,195,000	2022	\$ 805,000
2013	1,180,000	2023	845,000
2014	1,230,000	2024	890,000
2015	1,280,000	2025	930,000
2016	1,330,000	2026	980,000
2017	630,000	2027	1,030,000
2018	665,000	2028	1,080,000
2019	695,000	2029	1,135,000
2020	730,000	2030	1,190,000
2021	765,000	2031	1,250,000

The County will deposit certain money as provided in the Bond Ordinance and will retire the Bonds by purchase or redemption on or before December 1 of the years and in the amounts, if any, designated by the bidder to be mandatory sinking fund redemptions as provided for above.

Redemption of the Bonds

Optional Redemption. The County reserves the right to redeem outstanding Bonds maturing on or after December 1, 2022, in whole or in part, at any time on or after December 1, 2021, at the price of par plus accrued interest, if any, to the date fixed for redemption.

Mandatory Sinking Fund Redemption of Term Bonds. If not previously redeemed as described above or purchased under the provisions described below, the Term Bonds maturing on December 1, ____, will be called for mandatory sinking fund redemption (in such manner as the Bond Registrar may determine) at a price of par, plus accrued interest to the date fixed for redemption, on December 1 in the years and amounts as follows:

TERM BONDS	
<u>Years</u>	<u>Amounts</u>

* Maturity.

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

Selection of Bonds for Redemption. If fewer than all of the Bonds are to be redeemed prior to maturity, the County will select the maturity or maturities to be redeemed. The portion of any Bond of a denomination more than \$5,000 to be redeemed will be in the principal amount of \$5,000 or any integral multiple thereof, to be selected, as the case may be, by DTC in accordance with the Letter of Representations or by the Registrar in such manner as the Registrar in its discretion may deem to be fair and appropriate.

Notice 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 is required to be given by the Registrar by certified or registered mail, postage prepaid, not less than 20 days 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 Registrar. These requirements will be deemed to have been fulfilled when notice is mailed, whether or not it actually is received by the registered owner of any such Bond to be redeemed. As long as the Bonds are held in book-entry form, redemption notices with respect to the Bonds will be given in accordance with procedures established by DTC. See "Book-Entry System" and Appendix E.

In the case of an optional redemption, the notice may state that the County retains the right to rescind the redemption notice and the related optional redemption of Bonds by giving a notice of rescission to the affected registered owners at any time on or 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 the notice of optional redemption has been rescinded will remain outstanding.

Effect of Redemption. Interest on Bonds called for redemption will cease to accrue on the date fixed for redemption unless such Bonds called are not redeemed when presented pursuant to the call.

Security

The Bonds are general obligations of the County. The County has irrevocably covenanted that, for as long as any of the Bonds are outstanding and unpaid, it will include in its budget and levy an *ad valorem* tax within the constitutional and statutory tax limitations provided by law without a vote of the people upon all property within the County subject to taxation in an amount that will be sufficient, together with bond proceeds and 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 will become due. The County has irrevocably pledged its full faith, credit

and resources for the annual levy and collection of such taxes and the prompt payment of the principal and interest on the Bonds as the same become due.

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

Bidding Information

Bidders are invited to submit separate bids for the purchase of the Bonds fixing the interest rate that the Bonds will bear. The interest rates bid 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 one maturity of the Bonds. Bids will be without condition and may only be submitted electronically via Parity.

No bid will be considered for the Bonds that is less than an amount equal to 99% of the par value of the Bonds nor more than an amount equal to 116% of the par value of the Bonds, or for less than the entire offering of the Bonds. Each individual maturity must be reoffered at a yield that will produce a price of not less than 98 percent of the principal amount for that maturity.

For the purpose of the paragraph above, "price" is defined as the lesser of the price at the redemption date or the price at the maturity date.

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

Adjustment of Par Amount After Award

The County reserves the right to increase or decrease the total par amount of the Bonds by 15% of the total par amount of the Bonds following the opening of the bids. The County also reserves the right to increase or decrease the preliminary principal amount of any maturity of the Bonds by up to \$350,000.

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 within 24 hours of the bid opening. The County will not be responsible in the event and to the extent that any adjustment affects the net compensation to be realized by the successful bidder of the Bonds.

Good Faith Deposit

The successful bidder for the Bonds is required to deliver a good faith deposit in the amount of \$200,000 by federal funds wire transfer to the Treasury Section of the Finance 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 for the Bonds 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 of the Bonds 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 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.

Insurance

Bids for the Bonds will 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, unless otherwise paid, will be paid by such bidder. 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 purchaser of its contractual obligations arising from the acceptance of its proposal for the purchase of the 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, the interest rate being controlling, each bid must state the true interest cost of the bid determined by doubling the semiannual interest rate (compounded semiannually) necessary to discount the 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 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, the Bonds may be readvertised for sale in the manner provided by law and as provided above.

Issue Price Information

Upon award of the Bonds, the successful bidder for the Bonds will advise the County and Bond Counsel of the initial reoffering prices to the public of the Bonds (the "Initial Reoffering Prices"). Simultaneously with or before delivery of the Bonds, the successful bidder for the Bonds will furnish to the County and Bond Counsel a certificate in form and substance acceptable to Bond Counsel:

- (i) confirming the applicable Initial Reoffering Price for each maturity of the Bonds,
- (ii) certifying that a *bona fide* initial public offering of the Bonds ("Public Offering") was made on the Sale Date,
- (iii) certifying facts establishing the successful bidder's reasonable expectations, as of the Sale Date, that the Initial Reoffering Price for each maturity of the Bonds would be the first price at which at least 10% of such maturity would be sold to the public, excluding bond houses, brokers and other intermediaries, including, without limitation, the successful bidder and any selling group of which the successful bidder is a part, directly or indirectly (the "Public"), and
- (iv) certifying that at least 10% of each maturity was in fact sold to the Public in the Initial Offering, except for specified maturities, if applicable.

Delivery

The County will deliver the Bonds (consisting of one word-processed certificate) to DTC in New York, New York, or to the Bond Registrar on behalf of DTC by Fast Automated Securities Transfer, prior to the date of closing. Closing will occur within 40 days after the sale date. Settlement will be in federal funds available in Seattle, Washington, on the date of delivery. Delivery is expected to be December 21, 2011.

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 this Preliminary Official Statement, the successful bidder for the Bonds, 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 opinions of Gottlieb Fisher PLLC, Seattle, Washington, Bond Counsel, will be provided to the purchaser(s) at the time of the delivery of the Bonds. Bond Counsel's opinion will express no opinion concerning the accuracy, completeness or sufficiency of this Preliminary Official Statement or other offering material relating to the Bonds, nor will there be an opinion of Bond Counsel relating to the undertaking of the County to provide ongoing disclosure pursuant to Securities and Exchange Commission ("SEC") Rule 15c2-12 (the "Rule"). 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 purchaser of the Bonds thereof to accept delivery of and pay for the Bonds in accordance with the terms of this Official Notice of Sale.

The successful bidder for the Bonds is responsible for obtaining CUSIP numbers for the Bonds. The charge of the CUSIP Service Bureau will be paid by the successful bidder; however, all expenses for printing the CUSIP numbers on the Bonds will be paid by the County.

Ongoing Disclosure Undertaking

To assist bidders in complying with paragraph (b)(5) of the Rule, 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 this Preliminary Official Statement 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 expects to deem final for the purpose of paragraph (b)(1) of the Rule, 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 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 successful bidder to comply with the Rule.

By submitting the successful proposal, the purchaser's designated senior representative agrees:

- (i) to provide to the Finance Division, in writing, within 24 hours after the acceptance of the bid, pricing and other related information, including the Initial Reoffering Price 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) and relying on the opinions of Bond Counsel where appropriate, as of the date of the Official Statement and as of the date of delivery 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 form of opinion or the information provided by DTC, The Bank of New York Mellon, or any entity providing bond insurance, reserve 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.

13605

DATED at Seattle, Washington, this 1st day of December, 2011.

_____/s/_____
Clerk of the Metropolitan King County Council

**Robert W. Baird & Co., Inc. - Red Bank , NJ's Bid
King County**



**\$19,835,000 Limited Tax General Obligation Bonds, 2011,
Series D**

For the aggregate principal amount of \$19,835,000.00, we will pay you \$20,148,427.25, 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 %
12/01/2012	1,195M	2.0000
12/01/2013	1,180M	2.0000
12/01/2014	1,230M	3.0000
12/01/2015	1,280M	3.0000
12/01/2016	1,330M	3.0000
12/01/2017	630M	2.0000
12/01/2018	665M	2.0000
12/01/2019	695M	3.0000
12/01/2020	730M	3.0000
12/01/2021	765M	3.0000
12/01/2022	805M	3.0000
12/01/2023	845M	3.0000
12/01/2024	890M	3.0000
12/01/2025	930M	3.0000
12/01/2026	980M	3.0000
12/01/2027	1,030M	3.1250
12/01/2028	1,080M	3.1500
12/01/2029	1,135M	3.2500
12/01/2030	1,190M	3.3750
12/01/2031	1,250M	3.5000

Total Interest Cost: \$6,409,018.75
 Premium: \$313,427.25
 Net Interest Cost: \$6,095,591.50
 TIC: 2.890554
 Time Last Bid Received On: 12/12/2011 8:49:53 PST

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: Robert W. Baird & Co., Inc., Red Bank , NJ
 Contact: charles massaro
 Title: director
 Telephone: 732-576-4410
 Fax: 732-576-4420

Issuer Name: King County

Company Name: _____

Accepted By: _____

Accepted By: _____

Date: _____

Date: _____

ATTACHMENT C

KING COUNTY, WASHINGTON
LIMITED TAX GENERAL OBLIGATION BONDS, 2011, SERIES D
(the "Bonds")

Maturity Dates, Principal Amounts and Interest Rates

<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
12/1/2012	\$1,400,000	2.000%
12/1/2013	1,390,000	2.000
12/1/2014	1,420,000	3.000
12/1/2015	1,465,000	3.000
12/1/2016	1,510,000	3.000
12/1/2017	805,000	2.000
12/1/2018	820,000	2.000
12/1/2019	835,000	3.000
12/1/2020	860,000	3.000
12/1/2021	885,000	3.000
12/1/2022	915,000	3.000
12/1/2023	940,000	3.000
12/1/2024	970,000	3.000
12/1/2025	1,000,000	3.000
12/1/2026	1,030,000	3.000
12/1/2027	1,060,000	3.125
12/1/2028	1,095,000	3.150
12/1/2029	1,125,000	3.250
12/1/2030	1,165,000	3.375
12/1/2031	1,205,000	3.500