



KING COUNTY

1200 King County Courthouse
516 Third Avenue
Seattle, WA 98104

Signature Report

September 22, 2015

Motion 14431

Proposed No. 2015-0375.2

Sponsors McDermott

1 A MOTION of the county council approving the final
2 aggregate principal amount, interest payment dates, interest
3 rates, maturity schedule and principal amounts per
4 maturity, and redemption provisions of the county's
5 Limited Tax General Obligation Refunding Bonds, 2015,
6 Series C (Federally Tax-Exempt), all in accordance with
7 Ordinance 17564.

8 WHEREAS, pursuant to Ordinance 17564 (the "Bond Ordinance"), the county
9 authorized the issuance of county limited tax general obligation refunding bonds to
10 provide all or part of the funds with which to pay the cost of refunding, defeasing, or
11 refunding and defeasing, all or a portion of the outstanding limited tax general obligation
12 bonds of the county listed in Attachment A to the Bond Ordinance, and to pay all or part
13 of the costs of issuing and selling such limited tax general obligation refunding bonds,
14 and

15 WHEREAS, the Bond Ordinance provided that the limited tax general obligation
16 refunding bonds might be issued in one or more series, which may be combined with
17 other general obligation bonds authorized separately, either by negotiated sale or by
18 competitive bid, as determined by the Finance Director in consultation with the county's
19 financial advisor, and

20 WHEREAS, the Finance Director has determined that a series of the limited tax
21 general obligation refunding bonds authorized pursuant to the Bond Ordinance, to be
22 designated as the county's "Limited Tax General Obligation Refunding Bonds, 2015,
23 Series C (Federally Tax-Exempt)" (the "2015C Bonds"), be sold by competitive bid to
24 obtain all or part of the funds with which to pay the cost of refunding and defeasing the
25 following limited tax general obligation bonds, which are among those listed in
26 Attachment A to the Bond Ordinance: the county's outstanding Limited Tax General
27 Obligation Bonds, 2007, Series C, maturing on or after January 1, 2020, and the county's
28 outstanding Limited Tax General Obligation Bonds, 2007, Series D maturing on or after
29 January 1, 2019 (collectively, the "Refunded Bonds"), and

30 WHEREAS, the Finance Director has determined that the 2015C Bonds will be
31 sold at the same time as the county's separately authorized Limited Tax General
32 Obligation Bonds, 2015, Series B (Federally Tax-Exempt) (the "2015B Bonds"), and

33 WHEREAS, the Finance Director has reviewed and approved the information
34 contained in the preliminary official statement dated September 11, 2015 (the
35 "Preliminary Official Statement"), prepared in connection with the public offer and sale
36 of the 2015C Bonds and the 2015B Bonds, and, for the sole purpose of the 2015C Bond
37 purchaser's compliance with SEC Rule 15c2-12, has "deemed final" the Preliminary
38 Official Statement as of its date, except for the omission of information on offering
39 prices, interest rates, selling compensation, delivery dates, any other terms or provisions
40 subject to final pricing, ratings, and other terms of the 2015C Bonds dependent on such
41 matters and the identity of the 2015C Bond purchasers; and the Preliminary Official
42 Statement has been distributed to prospective purchasers of the 2015C Bonds, and

43 WHEREAS, the Finance Director has prepared an official notice of bond sale for
44 the 2015C Bonds and the 2015B Bonds dated September 11, 2015 (the "Notice of Sale"),
45 which, among other things, established the year and series designation, date, estimated
46 aggregate principal amount, interest payment dates, estimated maturity schedule and
47 principal amount per maturity, and redemption provisions of the 2015C Bonds, and

48 WHEREAS, the Finance Director has caused the Notice of Sale to be published in
49 the Preliminary Official Statement and such newspapers or financial journals as may be
50 deemed desirable or appropriate by the Finance Director, and

51 WHEREAS, bids have been received in accordance with the Notice of Sale, and
52 have been opened and mathematically verified by the Finance Director or his designee,
53 who has determined that the bid of Citigroup Global Markets Inc. to purchase the 2015C
54 Bonds is the winning bid, and

55 WHEREAS, the Finance Director, on behalf of the county, has delivered his
56 certificate and notice of acceptance (together with its annexes, the "Notice of
57 Acceptance") accepting such bid, which bid has been adjusted with respect to the
58 aggregate principal amount and principal amount per maturity consistent with the terms
59 of the Bond Ordinance and with the county's debt management policy, as reflected
60 therein, and establishing the refunding plan for the Refunded Bonds (the "Refunding
61 Plan");

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

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

65 B. Approval of 2015C Bond Terms. The aggregate principal amount, interest
66 payment dates, interest rates, maturity schedule and principal amounts per maturity, and
67 redemption provisions of the 2015C Bonds, all as set forth in the Notice of Acceptance
68 attached hereto as Attachment A, are hereby approved.
69

Motion 14431 was introduced on 9/21/2015 and passed by the Metropolitan King
County Council on 9/21/2015, by the following vote:

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

KING COUNTY COUNCIL
KING COUNTY, WASHINGTON



Larry Phillips, Chair

ATTEST:



Anne Noris, Clerk of the Council

Attachments: A. Certificate of Finance Director and Notice of Acceptance

CERTIFICATE OF FINANCE DIRECTOR
AND
NOTICE OF ACCEPTANCE

I, KEN GUY, Director of the Finance and Business Operations Division, Department of Executive Services, King County, Washington (the "County"), acting in my official capacity on behalf of the County, hereby certify that:

1. This Certificate is made and delivered pursuant to the authorization and direction contained in County Ordinance 17564 (the "Bond Ordinance") in connection with the authorization, sale, issuance and delivery of the \$25,970,000 King County, Washington Limited Tax General Obligation Refunding Bonds, 2015, Series C (Federally Tax-Exempt) (the "2015C Bonds"), to be dated their date of issuance and delivery (currently anticipated to be October 13, 2015), to obtain all or part of the funds with which to pay the cost of refunding and defeasing the County's outstanding Limited Tax General Obligation Bonds, 2007, Series C maturing on or after January 1, 2020, which are described in Annex 1A (the "Refunded 2007C Bonds") and the County's outstanding Limited Tax General Obligation Bonds, 2007, Series D maturing on or after January 1, 2019 which are described in Annex 1B (the "Refunded 2007D Bonds" and, together with the Refunded 2007C Bonds, the "Refunded Bonds").

2. U.S. Bank National Association is hereby appointed as Escrow Agent for the 2015C Bonds.

3. The Refunding Plan for the Refunded Bonds shall be as follows: proceeds of the 2015C Bonds shall be used:

(a) To refund and defease the Refunded 2007C Bonds by paying or providing for the payment of the principal of and the interest on the Refunded 2007C Bonds that will become due and payable before January 1, 2018 (the "Refunded 2007C Bond Redemption Date"), if any, and the redemption price of the Refunded 2007C Bonds payable on the Refunded 2007C Bond Redemption Date equal to the principal amount thereof plus accrued interest to the Refunded 2007C Bond Redemption Date;

(b) To refund and defease the Refunded 2007D Bonds by paying or providing for the payment of the principal of and the interest on the Refunded 2007D Bonds that will become due and payable before January 1, 2018 (the "Refunded 2007D Bond Redemption Date"), if any, and the redemption price of the Refunded 2007D Bonds payable on the Refunded 2007D Bond Redemption Date equal to the principal amount thereof plus accrued interest to the Refunded 2007D Bond Redemption Date; and

(c) To pay costs of issuing the 2015C Bonds.

Net proceeds of the 2015C Bonds in the amount of \$6,397,162.73 shall be deposited in and credited to the Refunded 2007C Bond Escrow Subaccount of the Refunding Account

established pursuant to Section 14 of the Bond Ordinance. The government obligations to be purchased with a portion of such funds in the Refunded 2007C Bond Escrow Subaccount (the "Refunded 2007C Bond Escrowed Securities") and the initial cash balance (the "Refunded 2007C Bond Initial Cash") to remain therein for the refunding of the Refunded 2007C Bonds shall be as identified in Annex 2A hereto.

Net proceeds of the 2015C Bonds in the amount of \$23,014,230.14 shall be deposited in and credited to the Refunded 2007D Bond Escrow Subaccount of the Refunding Account. The government obligations to be purchased with a portion of such funds in the Refunded 2007D Bond Escrow Subaccount (the "Refunded 2007D Bond Escrowed Securities") and the initial cash balance (the "Refunded 2007D Bond Initial Cash") to remain therein for the refunding of the Refunded 2007D Bonds shall be as identified in Annex 2B hereto.

Net proceeds of the 2015C Bonds in the amount of \$128,861.76 shall be deposited in and credited to the Issuance Costs Subaccount of the Refunding Account, and applied to pay costs of issuing the 2015C Bonds.

4. On behalf of the County, I hereby find and determine that the issuance and sale of the 2015C Bonds will affect a savings to the County, consistent with the County's debt management policy (the "Debt Management Policy"). In making such finding and determination, I have given consideration to the fixed maturities of the 2015C Bonds and the Refunded Bonds, the costs of issuance and sale of the 2015C Bonds, and the known earned income from the investment of the proceeds of the issuance and sale of the 2015C Bonds and other money of the County used in the Refunding Plan pending payment and redemption of the Refunded Bonds.

5. On behalf of the County, I hereby further find and determine that:

(a) The Refunded 2007C Bond Escrowed Securities to be deposited with the Escrow Agent and the income therefrom, together with the Refunded 2007C Bond Initial Cash, are sufficient to defease and redeem the Refunded 2007C Bonds and will discharge and satisfy the obligations of the County under Ordinance 14167, as amended by Ordinance 14463, Ordinance 14745, Ordinance 14992, Ordinance 15285 and Ordinance 15604 of the County (collectively, the "2007C Bond Ordinance"), and the pledge of the County in the 2007C Bond Ordinance. Immediately upon the irrevocable deposit of such Refunded 2007C Bond Escrowed Securities and the Refunded 2007C Bond Initial Cash with the Escrow Agent, the Refunded 2007C Bonds shall be deemed not to be outstanding under the 2007C Bond Ordinance and shall cease to be entitled to any lien, benefit or security under the 2007C Bond Ordinance; and

(b) The Refunded 2007D Bond Escrowed Securities to be deposited with the Escrow Agent and the income therefrom, together with the Refunded 2007D Bond Initial Cash, are sufficient to defease and redeem the Refunded 2007D Bonds and will discharge and satisfy the obligations of the County under Ordinance 14991, as amended by Ordinance 15286 of the County (collectively, the "2007D Bond Ordinance"), and the pledge of the County in the 2007D Bond Ordinance. Immediately upon the irrevocable

deposit of such Refunded 2007D Bond Escrowed Securities and the Refunded 2007D Bond Initial Cash with the Escrow Agent, the Refunded 2007D Bonds shall be deemed not to be outstanding under the 2007D Bond Ordinance and shall cease to be entitled to any lien, benefit or security under the 2007D Bond Ordinance.

6. In accordance with the Bond Ordinance, an official notice of bond sale for the 2015C Bonds and the King County, Washington Limited Tax General Obligation Bonds, 2015, Series B (Federally Tax-Exempt) dated September 11, 2015 (the "Notice of Sale"), was prepared and published. A copy of the Notice of Sale is attached hereto as Annex 3.

7. At 8:30 a.m., Pacific Time on September 21, 2015, bids for the purchase of the 2015C Bonds, as summarized on Annex 4 hereto, were received, opened and mathematically verified in accordance with the Notice of Sale.

8. On behalf of the County, I hereby accept the bid of Citigroup Global Markets Inc. (the "Purchaser") to purchase the 2015C Bonds, such bid being the best responsible bid determined by the method of calculation therefor contained in the Notice of Sale as follows:

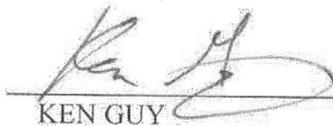
True Interest Cost: 2.293963%

A copy of the Purchaser's bid setting forth interest rates and purchase price for the 2015C Bonds is attached as Annex 5 hereto; provided, that such bid has been adjusted with respect to the aggregate principal amount and principal amount per maturity consistent with the terms of the Bond Ordinance and with the County's debt management policy, such that the 2015C Bonds will mature on the dates and in the amounts, and shall bear interest at the rates specified in Annex 6.

9. All bids received other than that of the Purchaser are hereby rejected.

DATED the 21st day of September, 2015.

KING COUNTY, WASHINGTON

By: 

KEN GUY

Director of Finance and
Business Operations Division,
Department of Executive Services

ANNEX 1A

Description of the Refunded 2007C Bonds

<u>Maturity Date (January 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Redemption Date</u>	<u>Redemption Price</u>	<u>CUSIP No.</u>
2020	\$ 550,000	4.125%	1/1/2018	100%	49474EC76
2022*	1,165,000	4.300	1/1/2018	100	49474EC84
2023	620,000	4.300	1/1/2018	100	49474EC92
2024	650,000	4.375	1/1/2018	100	49474ED26
2025	675,000	4.375	1/1/2018	100	49474ED34
2026	705,000	4.375	1/1/2018	100	49474ED42
2028*	1,505,000	4.500	1/1/2018	100	49474ED59

*Term Bonds

ANNEX 1B

Description of the Refunded 2007D Bonds

<u>Maturity Date (January 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Redemption Date</u>	<u>Redemption Price</u>	<u>CUSIP No.</u>
2019	\$1,700,000	5.000%	1/1/2018	100%	49474EE90
2020	1,785,000	5.000	1/1/2018	100	49474EF24
2021	1,875,000	4.125	1/1/2018	100	49474EF32
2022	1,950,000	4.250	1/1/2018	100	49474EF40
2023	2,035,000	4.250	1/1/2018	100	49474EF57
2024	2,120,000	4.625	1/1/2018	100	49474EF65
2025	2,215,000	4.750	1/1/2018	100	49474EF73
2026	2,325,000	4.750	1/1/2018	100	49474EF81
2027	2,435,000	4.750	1/1/2018	100	49474EF99
2028	2,550,000	4.750	1/1/2018	100	49474EG23

ANNEX 2A

Refunded Series 2007C Bond Escrowed Securities

Maturity	Type of Security	Rate	Yield	Price	Par Amount	Principal Cost	Accrued Interest	Total Cost	CUSIP
12/31/2015	T-NOTE	0.250%	0.162247%	100.0188069%	\$ 44,000	\$ 44,008.28	\$ 31.39	\$ 44,039.67	912828A67
06/30/2016	T-NOTE	1.500	0.316915	100.8437500	45,000	45,379.69	192.60	45,572.29	912828QR4
12/31/2016	T-NOTE	3.250	0.535800	103.2812500	46,000	47,509.38	426.56	47,935.94	912828MD9
06/30/2017	T-NOTE	2.500	0.663784	103.1250000	46,000	47,437.50	328.13	47,765.63	912828NK2
12/31/2017	T-NOTE	2.750	0.831777	104.2000000	5,916,000	6,164,472.00	46,419.70	6,210,891.70	912828PN4
					\$6,097,000	\$6,348,806.85	\$47,398.38	\$6,396,205.23	

Refunded 2007C Bond Initial Cash Balance

\$957.50

ANNEX 2B

Refunded Series 2007D Bond Escrowed Securities

Maturity	Type of Security	Rate	Yield	Price	Par Amount	Principal Cost	Accrued Interest	Total Cost	CUSIP
12/31/2015	T-NOTE	0.250%	0.031608%	100.0468750%	\$ 187,000	\$ 187,087.66	\$ 133.39	\$ 187,221.05	912828A67
06/30/2016	T-NOTE	1.500	0.316915	100.8437500	188,000	189,586.25	804.62	190,390.87	912828QR4
12/31/2016	T-NOTE	3.250	0.535800	103.2812500	189,000	195,201.56	1,752.62	196,954.18	912828MD9
06/30/2017	T-NOTE	2.500	0.663784	103.1250000	192,000	198,000.00	1,369.57	199,369.57	912828NK2
12/31/2017	T-NOTE	2.750	0.831777	104.2000000	21,184,000	22,073,728.00	166,219.57	22,239,947.57	912828PN4
					\$21,940,000	\$22,843,603.47	\$170,279.77	\$23,013,883.24	

Refunded 2007D Bond Initial Cash Balance

\$346.90

ANNEX 3

Notice of Sale

[Attached]

OFFICIAL NOTICE OF SALE REVISED SEPTEMBER 18, 2015**KING COUNTY, WASHINGTON****\$28,645,000⁽¹⁾****LIMITED TAX GENERAL OBLIGATION BONDS, 2015, SERIES B
(FEDERALLY TAX-EXEMPT)****\$25,680,000⁽¹⁾ [REVISED PAR AMOUNT]****LIMITED TAX GENERAL OBLIGATION REFUNDING BONDS, 2015, SERIES C
(FEDERALLY TAX-EXEMPT)**

Electronic bids for the Limited Tax General Obligation Bonds, 2015, Series B (Federally Tax-Exempt) (the "2015B Bonds"), and the Limited Tax General Obligation Refunding Bonds, 2015, Series C (Federally Tax-Exempt) (the "2015C Bonds") of King County, Washington (the "County"), will be received via the PARITY Electronic Bidding System ("Parity") in the manner described below on

SEPTEMBER 21, 2015, AT**2015C BONDS: 8:30 A.M., PACIFIC TIME****2015B BONDS: 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 (the "Finance Division") of the King County Department of Executive Services and communicated through Parity and i-Deal Prospectus, as described under "Modification, Postponement, Cancellation." Together, the 2015B Bonds and 2015C Bonds are defined in this Official Statement as 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 for a series of the Bonds, the Bonds will be awarded to the successful bidder for such series and the terms of the bid will be approved by the County Council at such meeting.

Each series of 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 either or both series of the Bonds, at its discretion. Any such modification, postponement, or cancellation will be provided to Parity and i-Deal Prospectus on or before September 18, 2015, except when infeasible due to emergency or unforeseen events or circumstances. 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 financial advisor (the "Financial 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 September 11, 2015, 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 Division or the Financial Advisor. See "Contact Information."

(1) 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 Piper Jaffray/Seattle-Northwest Division Office: (206) 628-2879 Day of Sale: (206) 601-2249 <i>robert.e.shelley@pjc.com</i>
Bond Counsel	Daniel S. 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 2015B Bonds bear interest payable semiannually on each June 1 and December 1, beginning June 1, 2016, to the maturity of the 2015B Bonds. The 2015C Bonds bear interest payable semiannually on each January 1 and July 1, beginning January 1, 2016, to the maturity of the 2015C 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 pages i and ii 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 "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.

Maturities

2015B Bonds. The bidder for the 2015B Bonds will designate whether the principal amounts of the 2015B 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 2015B Bonds maturing in the years specified by the bidder (the "2015B Term Bonds").

Serial Maturity or Mandatory Sinking Fund Redemption (Dec. 1)	Principal Amounts ⁽¹⁾	Serial Maturity or Mandatory Sinking Fund Redemption (Dec. 1)	Principal Amounts ⁽¹⁾
2016	\$ 2,365,000	2024	\$ 1,250,000
2017	2,840,000	2025	1,305,000
2018	2,895,000	2026	765,000 ⁽²⁾
2019	2,995,000	2027	805,000 ⁽²⁾
2020	3,080,000	2028	845,000 ⁽²⁾
2021	3,170,000	2029	890,000 ⁽²⁾
2022	3,305,000	2030	935,000 ⁽²⁾
2023	1,200,000		

(1) Preliminary, subject to change.

(2) These amounts will constitute principal maturities of the 2015B Bonds unless 2015B Term Bonds are specified by the successful bidder, in which case these amounts may constitute mandatory sinking fund redemptions of the 2015B Term Bonds.

The County will deposit money, consistent with the 2015B Bond Legislation (defined in the Preliminary Official Statement), and will retire the 2015B Bonds by payment 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.

2015C Bonds. The bidder for the 2015C Bonds will designate whether the principal amounts of the 2015C Bonds as set forth below will be retired on January 1 of each respective year as serial bonds maturing in such year or as mandatory sinking fund redemptions of 2015C Bonds maturing in the years specified by the bidder (the "2015C Term Bonds" and together with the 2015B Term Bonds, the "Term Bonds").

REVISED TABLE

Serial Maturity or Mandatory Sinking Fund Redemption (Jan. 1)	Principal Amounts ⁽¹⁾	Serial Maturity or Mandatory Sinking Fund Redemption (Jan. 1)	Principal Amounts ⁽¹⁾
2016	\$ 260,000	2023	\$ 2,490,000
2017	-	2024	2,600,000
2018	-	2025	2,720,000
2019	1,655,000	2026	2,865,000
2020	2,225,000	2027	3,005,000 ⁽²⁾
2021	2,305,000	2028	3,160,000 ⁽²⁾
2022	2,395,000		

(1) Preliminary, subject to change.

(2) These amounts will constitute principal maturities of the 2015C Bonds unless 2015C Term Bonds are specified by the successful bidder, in which case these amounts may constitute mandatory sinking fund redemptions of the 2015C Term Bonds.

The County will deposit money, consistent with the 2015C Bond Legislation (defined in the Preliminary Official Statement), and will retire the 2015C Bonds by payment or redemption on or before January 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 2015B Bonds maturing on or after December 1, 2026, in whole or in part, at any time on or after December 1, 2025, at the price of par plus accrued interest, if any, to the date fixed for redemption.

The County reserves the right to redeem outstanding 2015C Bonds maturing on or after January 1, 2027, in whole or in part, at any time on or after January 1, 2026, 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 2015B Term Bonds maturing on _____, if not previously redeemed as described above or purchased and surrendered for cancellation under the provisions described below, by lot (or in such other manner as the Bond Registrar determines) at par plus accrued interest on December 1 in the years and amounts as follows:

2015B TERM BONDS	
<u>Years</u>	<u>Amounts</u>
(1)	

(1) Maturity:

The County will redeem the 2015C Term Bonds maturing on _____, if not previously redeemed as described above or purchased and surrendered for cancellation under the provisions described below, by lot (or in such other manner as the Bond Registrar determines) at par plus accrued interest on January 1 in the years and amounts as follows:

2015C TERM BONDS	
<u>Years</u>	<u>Amounts</u>
(1)	

(1) Maturity:

If the County redeems Term Bonds under the optional redemption provisions described above or purchases Term Bonds for surrender and cancellation as set forth below, the Term Bonds so redeemed or purchased (irrespective of their actual redemption or purchase prices) will be credited at the par amount thereof against the remaining mandatory redemption requirements for the Term Bonds of the same series in the manner to be determined by the Finance Director or, if no such determination is made, 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 Bond Registrar will select for redemption such Bonds or portions thereof randomly, or in such other manner as the Bond Registrar determines, except that, for so long as the 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 DTC 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 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 DTC Letter of Representations, and the Bond Registrar is not required to give any other notice of redemption. See "The Bonds—Book-Entry System" and Appendix E in the Preliminary Official Statement. 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 Bonds to be given by the Bond 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 Bond Registrar at the time the Bond Registrar prepares the notice. The notice requirements of the Bond Legislation (as 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.

Conditional Redemption; Cancellation 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 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 has reserved the right and option to purchase any or all of the Bonds at any time at any price.

Security

The Bonds are general obligations of the County. The County has irrevocably covenanted to levy nonvoted property taxes in an amount sufficient, together with other legally available money, to pay the principal of and interest on the Bonds when due. The County's nonvoted property taxes are subject to constitutional and statutory limits as described herein. See "Property Tax Information." The County has irrevocably pledged its full faith, credit, and resources for the annual levy and collection of such nonvoted property taxes and for the payment of the principal of and interest on the Bonds when 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 either or both series of the Bonds fixing the interest rates that such series of 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 single maturity of a series of the Bonds. Bids will be without condition and may be submitted only electronically via Parity.

Bidders for the 2015B Bonds must specify interest rates equal to or greater than 4.0% for 2015B Bonds maturing on or after December 1, 2026. No bid will be considered for the 2015B Bonds that is less than an amount equal to 106.5% of the par value of the 2015B Bonds or more than an amount equal to 117.0% of the par value of the 2015B Bonds, or for less than the entire offering of the 2015B Bonds.

Bidders for the 2015C Bonds must specify interest rates equal to or greater than 4.0% for 2015C Bonds maturing on or after January 1, 2027. Bidders for the 2015C Bonds must specify a maximum interest rate of 4.0% for 2015C Bonds maturing on or before January 1, 2023, and a maximum interest rate of 5.0% for 2015C Bonds maturing on or after January 1, 2024. No bid will be considered for the 2015C Bonds that is less than an amount equal to 108.5% of the par value of the 2015C Bonds or more than an amount equal to 117.5% of the par value of the 2015C Bonds, or for less than the entire offering of the 2015C 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 a series of 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 for a series of the Bonds are rejected, the Finance Director may fix a new date and time for the receipt of bids for such series of the Bonds by giving notice 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 2015B Bonds is required to deliver a good faith deposit in the amount of \$285,000 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. The successful bidder for the 2015C Bonds is required to deliver a good faith deposit in the amount of \$260,000 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 each series of the Bonds at the time of the verbal award.

The good faith deposit of the successful bidder for each series of 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 such series of the Bonds on the delivery of such series of the Bonds to the successful bidder. Pending delivery of the Bonds, the good faith deposit for each series of the Bonds may be invested for the sole benefit of the County.

If the Bonds are ready for delivery and the successful bidder for a series of the Bonds fails to complete the purchase of such series of the Bonds within 30 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 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 such bidder, unless otherwise paid. Any failure of a series 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 such series of the Bonds of its contractual obligations arising from the acceptance of its proposal for the purchase of such series of the Bonds.

If the successful bidder for a series of the Bonds purchases insurance for such series of 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

Each series of the Bonds will be sold to the bidder making a bid for such series of 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 a series of 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, such series of the Bonds may be readvertised 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 2015B Bonds by an amount not to exceed 10% of the principal amount of the 2015B Bonds following the opening of the bids. The County has also reserved the right to increase or decrease the preliminary principal amount of any maturity of the 2015B Bonds by the greater of \$500,000 or 15% of the principal amount of that maturity.

The County has reserved the right to increase or decrease the preliminary principal amount of the 2015C Bonds by an amount not to exceed 10% of the principal amount of the 2015C Bonds following the opening of the bids. The County has also reserved the right to increase or decrease the preliminary principal amount of any maturity of the 2015C Bonds by the greater of \$150,000 or 15% of the principal amount of that maturity.

The price bid by the successful bidder for each series of the Bonds will be adjusted by the County on a proportionate basis to reflect an increase or decrease in the principal amount of such series of the Bonds. In the event that the County elects to increase or decrease the principal amount of a series of the Bonds after the bid pursuant to this Official Notice of Sale, the underwriter's discount for such series of 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

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

- (i) confirming the Initial Reoffering Price for each maturity of such series of the Bonds;
- (ii) certifying that a *bona fide* initial public offering of such series of the Bonds was made on the date of sale of the Bonds (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 such series of the Bonds would be the first price at which at least 10% of the principal amount 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 the Initial Reoffering Price for each maturity of such series of the Bonds was in fact the first price at which at least 10% of the principal amount of such maturity was sold to the Public, except for specified maturities, if applicable.

Delivery

The County will deliver each series of the Bonds (consisting of one certificate per maturity of each series) 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 30 days after the Sale Date. Settlement will be in federal funds available in Seattle, Washington, on the date of delivery of the Bonds (the "Date of Issue"). Delivery is expected to be October 13, 2015.

If, prior to the delivery of the Bonds, the interest receivable by the owners of a series 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 for such series of the Bonds, at its option, may

be relieved of its obligation to purchase such series of the Bonds, and in that case the good faith deposit accompanying its bid will be returned without interest.

Legal Matters

The approving legal opinion of Hillis Clark Martin & Peterson P.S., Seattle, Washington, Bond Counsel, for each series of the Bonds will be provided to the Purchaser of such series of the Bonds at the time of the delivery of the Bonds. Bond Counsel's opinions will express no opinion concerning the accuracy, completeness, or sufficiency of the 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 ("Rule 15c2-12"). 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 each series of the Bonds to accept delivery of and pay for such series of the Bonds in accordance with the terms of this Official Notice of Sale.

The successful bidder for each series of the Bonds is responsible for obtaining CUSIP numbers for such series of the Bonds. The charge of the CUSIP Service Bureau will be paid by such successful bidder.

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, if material. 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 expects to deem 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 each series of the Bonds through its designated representative not later than seven business days after the County's acceptance of such Purchaser's bid, in sufficient quantities to permit such Purchaser to comply with Rule 15c2-12.

By submitting the successful proposal, the Purchaser of each series of the Bonds 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 each maturity of such series 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 such series of the Bonds to the ultimate purchasers, including the delivery of a final Official Statement to each investor who purchases such series of 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 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 form of opinion or the information provided by DTC, U.S. Bank National Association, 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 11th day of September, 2015.

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

ANNEX 4

Summary of Bids

<u>Name of Bidder</u>	<u>Bidder's True Interest Cost</u>
Citigroup Global Markets Inc.	2.293963%
Hutchinson, Shockey, Erley & Co.	2.332879
Janney Montgomery Scott LLC	2.335104
Fidelity Capital Markets	2.374544
RBC Capital Markets	2.375549
J.P. Morgan Securities LLC	2.378615
KeyBanc Capital Markets	2.389929
Wells Fargo Bank, National Association	2.396999
Morgan Stanley & Co, LLC	2.398782
Robert W. Baird & Co., Inc.	2.403868
Bank of America Merrill Lynch	2.520804

ANNEX 5

Copy of Winning Bid

[Attached]

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ANNEX 6

2015C Bond Maturity Dates, Principal Amounts and Interest Rates

<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2016	\$ 275,000	3.00%
2019	1,685,000	3.00
2020	2,265,000	3.00
2021	2,350,000	4.00
2022	2,440,000	4.00
2023	2,540,000	4.00
2024	2,645,000	5.00
2025	2,775,000	5.00
2026	2,890,000	3.00
2027	2,985,000	4.00
2028	3,120,000	5.00