

# 13097 ATTACHMENT A

## OFFICIAL NOTICE OF BOND SALE

### KING COUNTY, WASHINGTON

\$17,040,000\*

Limited Tax General Obligation Refunding Bonds, 2009, Series C

\$9,035,000\*

Limited Tax General Obligation Refunding Bonds, 2009, Series D

\$19,320,000\*

Unlimited Tax General Obligation Refunding Bonds, 2009, Series A

Separate electronic bids for the Limited Tax General Obligation Refunding Bonds, 2009, Series C (the "LTGO Series C Bonds"), the Limited Tax General Obligation Refunding Bonds, 2009, Series D (the "LTGO Series D Bonds"), and the Unlimited Tax General Obligation Refunding Bonds, 2009, Series A (the "UTGO Bonds"), of King County, Washington (the "County"), will be received via *PARITY* in the manner described below on

NOVEMBER 23, 2009, AT

LTGO SERIES C BONDS: 8:30 A.M., PACIFIC TIME,

LTGO SERIES D BONDS: 9:00 A.M., PACIFIC TIME,

UTGO BONDS: 9:30 A.M., PACIFIC TIME,

or at such later date or time as may be established by the King County Finance Director (the "Finance Director") 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. 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 LTGO Series C Bonds and the LTGO Series D Bonds together are referred to in this Official Statement as the "LTGO Bonds," and the LTGO Bonds and the UTGO Bonds together are referred to in this Official Statement as the "Bonds."

Each series of the Bonds will be sold on an all-or-none basis. Bidders who choose to bid on more than one series of the Bonds must submit a separate bid for each series. Bids for each series of 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 the County's financial advisor, Seattle-Northwest Securities Corporation, at (206) 628-2882, or *PARITY* at (212) 849-5021.

By submitting an electronic bid for any series of the Bonds, each bidder hereby agrees to the following terms and conditions:

- (i) If any provision in this Official Notice of Bond Sale conflicts with information or terms provided or required by *PARITY*, this Official Notice of Bond Sale, including any amendments issued by public wire, shall 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 Bond Sale.

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\* Preliminary, subject to change.

- (iii) The County shall have no duty or obligation to provide or assure access to *PARITY*, and shall 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 Bond Sale and the information that is electronically transmitted through *PARITY* shall form a contract between the bidder and the County.

If all bids for any 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 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, shall be considered an amendment to this Official Notice of Bond Sale.

A copy of the County's Preliminary Official Statement (with the Official Notice of Bond Sale), dated November 13, 2009, 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](http://www.i-dealprospectus.com), or upon request to the King County Finance Director, Sixth Floor, King County Administration Building, 500 Fourth Avenue, Seattle, Washington 98104 (telephone: (206) 296-7345), or the County's financial advisor, Seattle-Northwest Securities Corporation, 1420 Fifth Avenue, Suite 4300, Seattle, Washington 98101 (telephone: (206) 628-2882).

#### **Description of the Bonds**

The Bonds will be dated the date of their initial delivery. The LTGO Series C Bonds bear interest payable semiannually on each January 1 and July 1, beginning July 1, 2010, to the maturity of the LTGO Series C Bonds. The LTGO Series D Bonds and the UTGO Bonds bear interest payable semiannually on each June 1 and December 1, beginning June 1, 2010, to the maturity of the LTGO Series D Bonds and the UTGO Bonds.

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 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, currently The Bank of New York Mellon in New York, New York (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**

*LTGO Series C Bonds.* The bidder for the LTGO Series C Bonds shall designate whether the principal amounts of the LTGO Series C Bonds as set forth below shall be retired on the following dates as serial bonds maturing in each year or as amortization installments of term bonds maturing in the years specified by the bidder.

<b>Serial Maturities or Amortization</b>		<b>Serial Maturities or Amortization</b>	
<b>Installments</b>	<b>Principal</b>	<b>Installments</b>	<b>Principal</b>
<b>(July 1)</b>	<b>Amounts*</b>	<b>(January 1)</b>	<b>Amounts*</b>
2010	\$ 175,000	2020	\$ 3,080,000
		2021	3,215,000
		2022	3,370,000
		2023	3,520,000
		2024	3,680,000

The County will deposit certain money as provided in the LTGO Series C Bond Ordinance and will retire the LTGO Series C Bonds by purchase or redemption on or before January 1 or July 1 of the years and in the amounts, if any, designated by the bidder to be amortization installments as provided for above.

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

<b>Serial Maturities or Amortization</b>	<b>Principal</b>
<b>Installments</b>	<b>Amounts*</b>
2010	\$ 2,870,000
2011	3,005,000
2012	3,160,000

The County will deposit certain money as provided in the LTGO Series D Bond Ordinance and will retire the LTGO Series D 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 amortization installments as provided for above.

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

<b>Serial Maturities or Amortization</b>		<b>Serial Maturities or Amortization</b>	
<b>Installments</b>	<b>Principal</b>	<b>Installments</b>	<b>Principal</b>
	<b>Amounts*</b>		<b>Amounts*</b>
2010	\$ 125,000	2016	\$ 2,145,000
2011	1,485,000	2017	2,305,000
2012	1,605,000	2018	2,485,000
2013	1,725,000	2019	1,705,000
2014	1,865,000	2020	1,875,000
2015	2,000,000		

The County will deposit certain money as provided in the UTGO Bond Ordinance and will retire the UTGO 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 amortization installments as provided for above.

## Redemption of the Bonds

The County reserves the right to redeem outstanding LTGO Series C Bonds maturing on or after January 1, 2021, in whole or in part at any time on or after January 1, 2020, at the price of par plus accrued interest, if any, to the date fixed for redemption. The County reserves the right to redeem outstanding UTGO Bonds maturing on December 1, 2020, in whole or in part on or after December 1, 2019, at the price of par plus accrued interest, if any, to the date fixed for redemption. The LTGO Series D Bonds are not subject to optional redemption.

In addition, the Bonds may be subject to mandatory redemption if the successful bidder for a series of the Bonds specifies term bonds for that series.

## Security

The Bonds are general obligations of the County. The County has irrevocably covenanted that each year, for as long as any of the LTGO 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 all other revenues, taxes and money of the County legally available for such purposes, to pay the principal of and interest on the LTGO Bonds as the same shall become due. The County has irrevocably pledged its full faith, credit and resources for the annual levy and collection of such taxes and for the prompt payment of the principal of and interest on the LTGO Bonds as the same shall become due.

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

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

## Adjustment of Principal Amounts Before Bid Opening

Bidders are advised that the County may increase or decrease the total principal amount of the Bonds of any series and/or the amounts of individual maturities stated in this Official Notice of Bond Sale (including any amendments issued by the County through a wire service) prior to the bidding. If such changes are made, they will be made available through *PARITY*.

## Bidding Information

Bidders are invited to submit separate bids for the purchase of any or all series of the Bonds fixing the interest rates that the Bonds of each series will bear. The interest rates bid shall be in a multiple of 1/8 or 1/20 of one percent. No more than one rate of interest may be fixed for any one maturity of the Bonds. Bids shall be without condition and shall be only submitted electronically via *PARITY*.

No bid will be considered for the LTGO Series C Bonds that is less than an amount equal to 99 percent of the par value of the LTGO Series C Bonds nor more than an amount equal to 107 percent of the par value of the LTGO Series C Bonds, or for less than the entire offering of the LTGO Series C 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.

No bid will be considered for the LTGO Series D Bonds that is less than an amount equal to 99 percent of the par value of the LTGO Series D Bonds nor more than an amount equal to 107 percent of the par value of the LTGO Series D Bonds, or for less than the entire offering of the LTGO Series D Bonds.

No bid will be considered for the UTGO Bonds that is less than an amount equal to 100 percent of the par value of the UTGO Bonds nor more than an amount equal to 113 percent of the par value of the UTGO Bonds, or for less than the entire offering of the UTGO 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 preceding paragraphs, "price" shall be defined as the lesser of the price at the redemption date or the price at the maturity date.

For the purpose of comparing bids only, the interest rate bid being controlling, each bid shall 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.

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 and Bid Price After Award**

The County has reserved the right to increase or decrease the preliminary principal amount of the LTGO Series C Bonds by an amount not to exceed 10 percent 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 LTGO Series C Bonds by the greater of \$200,000 or 15 percent of the preliminary principal amount of that maturity.

The County has reserved the right to increase or decrease the preliminary principal amount of the LTGO Series D Bonds by an amount not to exceed 10 percent 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 LTGO Series D Bonds by 15 percent of the preliminary principal amount of that maturity.

The County has reserved the right to increase or decrease the preliminary principal amount of the UTGO Bonds by an amount not to exceed 15 percent 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 UTGO Bonds by the greater of \$300,000 or 20 percent of the preliminary 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 and maturity schedule of such series 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 any series of the Bonds.

#### **Good Faith Deposit**

The successful bidder shall deliver a good faith deposit in the amount of \$170,000 with respect to the LTGO Series C Bonds, \$90,000 with respect to the LTGO Series D Bonds, and \$190,000 with respect to the UTGO Bonds, to the King County Treasury Section by no later than 90 minutes following the successful bidder's receipt of the verbal award. The good faith deposit may be paid in either of the following ways:

- (i) By federal funds wire transfer. Wiring instructions will be provided on Parity.
- (ii) By delivering a certified or bank cashier's check made payable to the order of the King County Director of Finance and Business Operations Division at the following address: King County Administration Building, Room 610, 500 4th Avenue, Seattle, Washington.

The good faith deposit of the successful bidder of 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 of a series are ready for delivery and the successful bidder 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 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.

### **Award**

The Bonds of each series will be sold to the bidder making a bid conforming to the terms of the offering and which, on the basis of the County's determination of the lowest true interest cost, is the best bid. The true interest cost to the County for a series of the Bonds will be the rate that, when used to discount to the date of such series of the Bonds all future payments of principal and interest (using semiannual compounding and a 30/360 day basis), produces an amount equal to the bid amount, without regard to the interest accrued to the date of delivery of such series of the Bonds.

If there are two or more equal bids for a series of 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, such series of 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 each series of the Bonds shall 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 each series of the Bonds, the successful bidder for each series of the Bonds shall furnish to the County and Bond Counsel a certificate in form and substance acceptable to Bond Counsel:

- (i) confirming the Initial Reoffering Prices,
- (ii) certifying that a *bona fide* offering of the applicable series of the Bonds has been made to the public (excluding bond houses, brokers and other intermediaries),
- (iii) stating the prices at which a substantial amount (at least ten percent) of each maturity of such series of the Bonds was sold to the public (excluding bond houses, brokers and other intermediaries),
- (iv) if the first price at which a substantial amount of any maturity of such series of the Bonds does not conform to the Initial Reoffering Price of that maturity, providing an explanation of the facts and circumstances that resulted in that nonconformity, and
- (v) stating which maturities, if any, are amortization installments of Term Bonds maturing in the years specified by the bidder.

## **Delivery**

The County will deliver the Bonds (consisting of one word-processed certificate for each maturity of each series of the Bonds) 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 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 December 10, 2009.

It is understood that 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 this Preliminary Official Statement for the Bonds, 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.

The approving legal opinion 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 SEC 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 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 County's financial advisor is responsible for obtaining CUSIP numbers for the Bonds, and the charge of the CUSIP Bureau will be paid by the County.*

## **Ongoing Disclosure Undertaking**

To assist bidders in complying with SEC Rule 15c2-12(b)(5), the County will undertake, pursuant to the Sale Motions, 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.

## **Official Statement**

This 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(s) not later than seven business days after the County's acceptance of the purchaser's bid. The County will deliver no more than 100 copies of the final Official Statement to the purchaser of the Bonds. Additional copies will be provided at the purchaser's expense.

By submitting the successful proposal, each 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 bids 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 purchasers of the Bonds, 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 13th day of November, 2009.

\_\_\_\_\_/s/\_\_\_\_\_  
Clerk of the Metropolitan King County Council