

CONTINUING DISCLOSURE UNDERTAKING**King County, Washington
Sewer Revenue Refunding Bonds, 2013 Series A
\$122,895,000**

This Continuing Disclosure Undertaking, dated April 2, 2013 (the "Undertaking"), by King County, Washington (the "County"), constitutes the County's written undertaking as required by paragraph (b)(5) of Securities and Exchange Commission ("SEC") Rule 15c2-12 under the Securities Exchange Act of 1934, as amended, with respect to the County's Sewer Revenue Refunding Bonds, 2013 Series A, issued on the date hereof in the aggregate principal amount of \$122,895,000 (the "Bonds").

The County hereby undertakes, for the benefit of the owners and beneficial owners from time to time of the Bonds, as authorized by Section 31 of Ordinance 17111 of the County, passed by the County Council on June 20, 2011, and Motion _____ of the County Council, passed on March 18, 2013 (together, the "Bond Legislation"), as follows:

A. Financial Statements/Operating Data. The County agrees to provide or cause to be provided to the MSRB the following annual financial information and operating data for the prior fiscal year (commencing in 2013 for the fiscal year ended December 31, 2012):

1. Annual financial statements, which may or may not be audited, of the County's Water Quality Enterprise prepared in accordance with the Budget Accounting and Reporting System ("BARS") prescribed by the Washington State Auditor pursuant to RCW 43.09.200 (or any successor statutes) and generally of the type included in the official statement for the Bonds as Appendix D: "King County Water Quality Enterprise 2011 Audited Financial Statements";

2. Amount of outstanding Parity Bonds; and

3. Information regarding customers, revenues and expenses of the Sewer System, as set forth in the table titled "Historical Financial Statements" in the official statement for the Bonds.

Items 2 and 3 are required only to the extent that such information is not included in the annual financial statements.

The annual information and operating data described above will be provided on or before the end of seven months after the end of the County's fiscal year. The County's current fiscal year ends on December 31. The County may adjust its fiscal year by providing written notice to the MSRB. In lieu of providing the annual financial information and operating data, the County may make specific cross reference to other documents available to the public on the MSRB's internet website or filed with the SEC.

If not provided as part of the annual financial information described in this Section A, the County will provide to the MSRB the audited annual financial statements of the County's Water Quality Enterprise prepared in accordance with BARS when and if available.

B. Notification Upon Failure to Provide Financial Data. The County agrees to provide or consents to be provided, in a timely manner, to the MSRB notice of its failure to provide the annual financial information and operating data described in Section A or prior to the date set forth in Section A.

C. Specified Events. The County further agrees to provide or cause to be provided to the MSRB in a timely manner, not in excess of ten business days after the occurrence of the event, notice of any of the following events with respect to the Bonds:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults, if material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds or other material events affecting the tax status of the Bonds;
7. Modifications to rights of Bondholders, if material;
8. Bond calls, if material, and tender offers for the Bonds;
9. Defeasances;
10. Release, substitution or sale of property securing repayment of the Bonds, if material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership, or similar event of the County or any "obligated person" (as that term is defined in the Rule);
13. The consummation of a merger, consolidation or acquisition involving the County or an obligated person or the sale of all or substantially all of the assets of the County or an obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and,
14. Appointment of a successor or additional trustee or the change of name of a trustee, if material.

Solely for purposes of disclosure and not intending to modify this Undertaking, the County advises with reference to items 3 and 10 above that the Parity Bond Reserve Account is the debt service reserve for the Bonds and that no property secures repayment of the Bonds.

D. EMMA; Format for Filings with the MSRB. Until otherwise designated by the MSRB or the SEC, any information or notices submitted to the MSRB in compliance with the Rule are to be submitted through the MSRB's Electronic Municipal Market Access system ("EMMA"), currently located at www.emma.msrb.org. All notices, financial information and operating data required by this Undertaking to be provided to the MSRB must be in an electronic

format as prescribed by the MSRB. All documents provided to the MSRB under this Undertaking must be accompanied by identifying information as prescribed by the MSRB.

E. Termination of Undertaking. The County's obligations under this Undertaking to provide annual financial information and notices of specified events with respect to the Bonds will terminate upon the legal defeasance or payment in full of the Bonds. These obligations, or any provision hereof, will be null and void if the County (i) obtains an opinion of nationally recognized bond counsel to the effect that those portions of the Rule that require these obligations, or any such provision, are invalid, have been repealed retroactively or otherwise do not apply to the Bonds; and (ii) notifies the MSRB of that opinion and the cancellation of these obligations.

F. Amendment of Undertaking. Notwithstanding any other provision of the Bond Legislation, the County may amend this Undertaking, and any provision of this Undertaking may be waived, with an approving opinion of nationally recognized bond counsel and in accordance with the Rule.

In the event of any amendment or waiver of a provision of this Undertaking, the County will describe the amendment or waiver in the next annual report provided hereunder, and will include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the County. In addition, if an amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of the change will be given in the same manner as described above for a specified event, and (ii) the annual report for the year in which the change is made will present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

G. Bond Owner's Remedies. The right of any owner or beneficial owner of Bonds to enforce the provisions of this Undertaking shall be limited to a right to obtain specific enforcement of the County's obligations hereunder, and any failure by the County to comply with the provisions of this Undertaking shall not be an event of default with respect to the Bonds. For purposes of this Undertaking, "beneficial owner" means any person who has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bond, including persons holding Bonds through nominees or depositories.

H. Definitions. Unless otherwise defined in this Undertaking, capitalized terms used herein have the meanings given those terms in the Bond Legislation.

KING COUNTY, WASHINGTON

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