



Legislation Text

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Clerk 08/28/2012

AN ORDINANCE authorizing the issuance and public sale of one or more series of limited tax general obligation (LTGO) refunding bonds of the county in an aggregate principal amount not to exceed \$56,000,000 to obtain funds to undertake the Patricia Steel Building Project and to pay the costs and expenses incurred in issuing the bonds; providing for the disposition of the proceeds of sale of the bonds; establishing funds for the receipt and expenditure of bond proceeds and for the payment of the bonds; and providing for the annual levy of taxes to pay the principal thereof and interest thereon.

PREAMBLE:

Broadway Office Properties ("BOP"), a Washington nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, acquired land located at 401 Broadway, Seattle, Washington, and constructed an office building now known as the Patricia Steel Building, related underground parking and other improvements, thereon (collectively, the "Financed Property") and leased the Financed Property to the county pursuant to a Lease Agreement, dated November 1, 2002, by and between BOP, as landlord, and the county, as tenant (the "Lease").

BOP financed the acquisition, design and construction costs of the Financed Property with the proceeds of the sale of \$62,540,000 of its Lease Revenue Bonds (King County, Washington Project), 2002 (the "BOP Bonds").

The BOP Bonds were issued pursuant to the Indenture of Trust (the "Indenture"), dated as of November 1, 2002, by and between BOP, as issuer, and The Bank of New York Mellon Trust Company, N.A., as successor trustee (the "BOP Bond Trustee").

The BOP Bonds are tax-exempt obligations satisfying the requirements of Revenue Ruling 63-20 and Revenue Procedure 82-26, each issued by the Internal Revenue Service (collectively, the "Rulings")

The Rulings require that unencumbered fee title to, and exclusive possession of, the Financed Property be conveyed to the county upon discharge of BOP Bonds, and the Indenture accordingly requires that BOP convey to the county unencumbered fee title to, and exclusive possession of, the Financed Property upon discharge of BOP Bonds.

Pursuant to Ordinance 14497, the county approved the Lease and BOP's plan to finance the Financed Property through the issuance of the BOP Bonds, and further agreed to accept unencumbered fee title to, and exclusive possession of, the Financed Property when BOP Bonds are discharged.

The county council finds it to be in the county's best interests to obtain unencumbered fee title to, and exclusive possession of, the Financed Property prior to the scheduled maturity of BOP Bonds and, to that end, it is deemed necessary and advisable that the county provide for the redemption of BOP Bonds prior to their scheduled maturity, the defeasance of the lien of the Indenture, and the termination of the Lease.

It is deemed necessary and advisable that the county incur indebtedness and issue not more than \$56,000,000 in aggregate principal amount of its limited tax general obligation refunding bonds to obtain funds to undertake the Patricia Steel Building Project and to pay the costs and expenses incurred in issuing such bonds;

BE IT ORDAINED BY THE COUNCIL OF KING COUNTY:

SECTION 1. Definitions. The following words and terms as used in this ordinance shall have the following meanings for all purposes of this ordinance, unless some other meaning is plainly intended:

"Bond Fund" means, with respect to each series of the Bonds, the bond redemption account established therefor pursuant to Section 10 hereof.

"Bonds" means the limited tax general obligation refunding bonds of the county in an aggregate principal amount not to exceed \$56,000,000, authorized to be issued in one or more series by this ordinance to obtain funds to undertake the Patricia Steel Building Project and to pay the costs and expenses incurred in issuing such bonds. Each series of Bonds may be issued as Tax-Exempt Obligations or Taxable Obligations, as provided in Section 3.E of this ordinance.

"BOP" means Broadway Office Properties, a Washington nonprofit corporation and an organization described in Section 501(c)(3) of the Code.

"BOP Bond Redemption Date" means December 1, 2012.

"BOP Bond Trustee" means The Bank of New York Mellon Trust Company, N.A., as successor trustee under the Indenture, or any future successor thereto appointed in accordance with the Indenture.

"BOP Bonds" means the \$62,540,000 original aggregate principal amount Broadway Office Properties Lease Revenue Bonds (King County, Washington Project), 2002, dated November 13, 2002.

"Code" means the federal Internal Revenue Code of 1986, as amended, together with corresponding and applicable final, temporary or proposed regulations and revenue rulings issued or amended with respect thereto by the United States Treasury Department or the Internal Revenue Service.

"DTC" means The Depository Trust Company, New York, New York.

"Escrow Account" means, with respect to each series of the Bonds, the related escrow account to hold proceeds thereof, which account is created in the Refunding Fund pursuant to Section 11 of this ordinance.

"Escrow Agent" means the corporate trustee chosen to serve as such pursuant to Section 11 of this ordinance.

"Federal Tax Certification" means, with respect to each series of Bonds that are issued as Tax-Exempt Obligations, the certificate executed by the Finance Director pertaining to the county's expectations in connection with the federal tax treatment of interest on such series of Bonds.

"Finance Director" means the director of the finance and business operations division of the department of executive services of the county or any other county officer who succeeds to the duties now delegated to that office or the designee of such officer.

"Financed Property" means the land, office building, related underground parking and other improvements located at 401 Broadway, Seattle, Washington, now known as the Patricia Steel Building, all of which were acquired and constructed with the proceeds of the BOP Bonds.

"Government Obligations" means "government obligations," as defined in chapter 39.53 RCW, as now in existence or hereafter amended.

"Indenture" means the Indenture of Trust, dated as of November 1, 2002, by and between BOP, as issuer, and The Bank of New York Mellon Trust Company, N.A., as successor trustee.

"Issuance Costs Account" means, with respect to each series of the Bonds, the related escrow account to hold proceeds thereof, which account is created in the Refunding Fund pursuant to Section 11 of this ordinance.

"Lease" means the Lease Agreement, dated November 1, 2002, by and between BOP, as landlord, and the county, as tenant.

"Official Notice of Bond Sale" means, with respect to each series of the Bonds that is sold by competitive bid, the official notice of sale therefor prepared pursuant to Section 3.E of this ordinance.

"Patricia Steel Building Project" means the project to provide for the refunding and defeasance of the BOP Bonds, the defeasance of the lien of the Indenture, and the termination of the Lease, all for the purpose of causing the vesting in the county of unencumbered fee title to, and exclusive possession of, the Financed Property, as required under the Rulings, prior to the scheduled maturity of the BOP Bonds.

"Qualified 501(c)(3) Bonds" means Tax-Exempt Obligations that are intended by the county to be

"qualified 501(c)(3) bonds," as defined in the Code.

"Rebate Amount" means the amount, if any, determined to be payable by the county to the United States of America with respect to a specified series of Bonds that are issued as Tax-Exempt Obligations in accordance with Section 148(f) of the Code.

"Refunding Fund" means the special fund established pursuant to Section 11 of this ordinance for the refunding and defeasance of the BOP Bonds and the payment of costs and expenses incurred in issuing the Bonds.

"Register" means the registration books maintained by the Registrar for purposes of identifying ownership of the Bonds.

"Registrar" means the fiscal agency of the State of Washington appointed from time to time by the Washington State Finance Committee pursuant to chapter 43.80 RCW.

"Rule" means Securities and Exchange Commission Rule 15c2-12 under the Securities and Exchange Act of 1934, as the same may be amended from time to time.

"Rulings" means, collectively, Revenue Ruling 63-20 and Revenue Procedure 82-26, each issued by the Internal Revenue Service.

"Sale Motion" means a motion of the council adopted at the time of sale of each series of the Bonds that establishes, with respect thereto, the following, among other things: the year and, if applicable, a series designation, dates, principal amounts and maturity dates, the interest rates and interest payment dates, and the redemption provisions therefor.

"Taxable Obligations" means the Bonds of any series determined to be issued on a taxable basis pursuant to Section 3.E of this ordinance.

"Tax-Exempt Obligations" means the Bonds of any series determined to be issued on a tax-exempt basis (including, without limitation, "governmental bonds," as defined in the Code, or Qualified 501(c)(3) Bonds) pursuant to Section 3.E of this ordinance.

SECTION 2. Findings. The county council hereby makes the following findings:

- A. The Patricia Steel Building Project will contribute to the health, safety and welfare of the citizens of the county.
- B. The issuance of limited tax general obligation refunding bonds of the county for the Patricia Steel Building Project will effect a saving to the county, and is in the best interests of the county and its citizens. Upon completion of the Patricia Steel Building Project, the county will be the owner of the Financed Property.
- C. To permit the issuance of all or a portion of the Bonds as Qualified 501(c)(3) Bonds, the county held a public hearing on this date regarding the issuance of the Bonds, notice of which was published in *The Seattle Times* no fewer than 14 days prior to the hearing. Such notice contained a general, functional description of the Financed Property, together with the location of the Financed Property by street address, the maximum aggregate principal amount of the Bonds, and the identification of the county as the initial owner of the Project Facilities following completion of the Patricia Steel Building Project, all as required pursuant to Section 147(f) of the Code.

SECTION 3. Purpose, Approval, Authorization and Description of Bonds.

- A. Purpose, Approval and Authorization of Bonds. The county council approves and authorizes the issuance of the Bonds in an aggregate principal amount not to exceed \$56,000,000 to obtain funds to undertake the Patricia Steel Building Project and to pay the costs and expenses incurred in issuing the Bonds.
- B. Description of Bonds. The Bonds may be issued in one or more series so long as the aggregate principal amount of the Bonds issued does not exceed \$56,000,000. Each series of the Bonds shall be designated "King County, Washington, Limited Tax General Obligation Refunding Bonds," with the year and any applicable series designation and with the additional designation of "(Federally Tax-Exempt)" or "(Federally Tax-Exempt Qualified 501(c)(3) Bonds)," as applicable, for any series of Bonds issued as Tax-Exempt Obligations, or "(Federally Taxable)" for any series of Bonds issued as Taxable Obligations, as

applicable, all as established by the related Sale Motion. Each series of the Bonds shall be dated as of such date, shall mature on the date or dates in each of the years and in the principal amounts, shall bear interest (computed on the basis of a 360-day year of twelve 30-day months) from their date or the most recent interest payment date to which interest has been paid or duly provided for, whichever is later, at the rates and payable on such dates, and shall be subject to redemption prior to maturity in the amounts, in the manner and at the prices, and shall be subject to such other terms and provisions as the county shall establish by the related Sale Motion. Each series of the Bonds shall be fully registered as to both principal and interest, shall be in the denomination of \$5,000 each or any integral multiple thereof (but no Bond shall represent more than one maturity), shall be numbered separately in such manner and with any additional designation as the Registrar deems necessary for purposes of identification.

C. Initial Immobilization of Bonds; Depository Provisions. The Bonds of each series shall initially be held in fully immobilized form by DTC acting as depository pursuant to the terms and conditions set forth in the Blanket Issuer Letter of Representations heretofore executed on behalf of the county. Neither the county nor the Registrar shall have any responsibility or obligation to DTC participants or the persons for whom they act as nominees with respect to such Bonds with respect to the accuracy of any records maintained by DTC or any DTC participant, the payment by DTC or any DTC participant of any amount in respect of principal or redemption price or interest on such Bonds, any notice that is permitted or required to be given to registered owners under this ordinance (except such notice as is required to be given by the county to the Registrar or to DTC), the selection by DTC or any DTC participant of any person to receive payment in the event of a partial redemption of such Bonds or any consent given or other action taken by DTC as owner of such Bonds.

The Bonds of each series shall initially be issued in denominations equal to the aggregate principal amount of each maturity and initially shall be registered in the name of Cede & Co., as the nominee of DTC. Such Bonds so registered shall be held in fully immobilized form by DTC as depository. For so long as any such Bonds are held in fully immobilized form, DTC, its successor or any substitute depository appointed by

the county, as applicable, shall be deemed to be the registered owner for all purposes hereunder and all references to registered owners, bondowners, bondholders, owners or the like shall mean DTC or its nominees and shall not mean the owners of any beneficial interests in the Bonds. Registered ownership of such Bonds, or any portions thereof, may not thereafter be transferred except:

- (1) To any successor of DTC or its nominee, if that successor shall be qualified under any applicable laws to provide the services proposed to be provided by it;
- (2) To any substitute depository appointed by the county pursuant to this subsection or such substitute depository's successor; or
- (3) To any person as herein provided if such Bonds are no longer held in immobilized form.

Upon the resignation of DTC or its successor (or any substitute depository or its successor) from its functions as depository, or a determination by the county that it is no longer in the best interests of beneficial owners of such Bonds to continue the system of book entry transfers through DTC or its successor (or any substitute depository or its successor), the county may appoint a substitute depository. Any such substitute depository shall be qualified under any applicable laws to provide the services proposed to be provided by it.

In the case of any transfer pursuant to clause (1) or (2) of the second paragraph of this subsection, the Registrar, upon receipt of all outstanding Bonds of such series together with a written request on behalf of the county, shall issue a single new Bond certificate for each maturity of Bonds of such series then outstanding, registered in the name of such successor or such substitute depository, or their nominees, as the case may be, all as specified in such written request of the county.

In the event that DTC or its successor (or substitute depository or its successor) resigns from its functions as depository, and no substitute depository can be obtained; or the county determines that it is in the best interests of the beneficial owners of the Bonds of any series that they be able to obtain Bond certificates, the ownership of such Bonds may be transferred to any person as herein provided, and such Bonds shall no longer be held in fully immobilized form. The county shall deliver a written request to the Registrar, together

with a supply of definitive Bonds of such series, to issue Bonds of such series as herein provided in any authorized denomination. Upon receipt of all then outstanding Bonds of any series by the Registrar, together with a written request on behalf of the county to the Registrar, new Bonds of such series shall be issued in such denominations and registered in the names of such persons as are requested in such a written request.

D. Place, Manner and Medium of Payment. Both principal of and interest on the Bonds shall be payable in lawful money of the United States of America. For so long as any outstanding Bonds are registered in the name of Cede & Co., or its registered assigns, as nominee of DTC, payments of principal of and interest on such Bonds shall be made in next day funds on the date such payment is due and payable at the place and in the manner provided in the Blanket Issuer Letter of Representations heretofore executed on behalf of the county.

In the event that the Bonds of any series are no longer held in fully immobilized form by DTC or its successor (or substitute depository or its successor), interest on such Bonds shall be paid by checks or drafts mailed, or by wire transfer, to the owners of such Bonds at the addresses for such owners appearing on the Register on the 15th day of the calendar month preceding the interest payment date. Wire transfer will be made only if so requested in writing and if the owner owns at least \$1,000,000 par value of such Bonds. Principal of the Bonds shall be payable at maturity or on such dates as may be fixed for prior redemption upon presentation and surrender of such Bonds by the owners to the Registrar.

E. Sale of Bonds. The county hereby authorizes the public sale of the Bonds. The Bonds shall be sold in one or more series, any of which may be sold in a combined offering with other bonds and/or notes of the county, at the option of the Finance Director. The Finance Director shall determine, in consultation with the county's financial advisors, whether each series of the Bonds shall be sold by negotiated sale or competitive bid, and whether such series of Bonds shall be issued and sold as Tax-Exempt Obligations (and if so, whether such Tax-Exempt Obligations will be issued and sold as Qualified 501(c)(3) Bonds) or as Taxable Obligations.

If the Finance Director determines that any series of the Bonds shall be sold by negotiated sale, the

Finance Director shall, in accordance with applicable county procurement procedures, solicit one or more underwriting firms with which to negotiate the sale of such Bonds. The purchase contract for each series of the Bonds shall identify which projects will be financed in whole or in part from such series of the Bonds and shall specify whether the Bonds of such series are being issued and sold as Tax-Exempt Obligations (and if so, whether such Tax-Exempt Obligations are being issued and sold as Qualified 501(c)(3) Bonds) or as Taxable Obligations. The purchase contract for each series of the Bonds shall also establish the year and any applicable series designation, date, principal amounts and maturity dates, interest rates and interest payment dates, redemption provisions and delivery date for such series of the Bonds, so long as the aggregate principal amount of all Bonds issued does not exceed \$56,000,000. The county council, by Sale Motion, shall approve the bond purchase contract and ratify whether the Bonds of such series are being issued and sold as Tax-Exempt Obligations (and if so, whether such Tax-Exempt Obligations will be issued and sold as Qualified 501(c)(3) Bonds) or as Taxable Obligations, and the other terms for the series of the Bonds established thereby.

If the Finance Director determines that any series of the Bonds shall be sold by competitive bid, bids for the purchase of each series of the Bonds shall be received at such time and place and by such means as the Finance Director shall direct.

Upon the date and time established for the receipt of bids for each series of the Bonds, the Finance Director or his designee shall open the bids for the Bonds, shall cause the bids to be mathematically verified and shall report to the county council regarding the bids received. Such bids shall then be considered and acted upon by the county council in an open public meeting. The county council reserves the right to reject any and all bids for any series of the Bonds. The county council shall, by Sale Motion, ratify and confirm the projects to be financed in whole or in part from such series of the Bonds and whether the Bonds of such series are being issued and sold as Tax-Exempt Obligations (and if so, whether such Tax-Exempt Obligations will be sold as Qualified 501(c)(3) Bonds) or as Taxable Obligations, and shall also ratify and confirm the year and any applicable series designation, date, principal amounts and maturity dates, interest rates and interest payment

dates, redemption provisions and delivery date for such series of the Bonds, and accept the bid for the purchase of such series of the Bonds.

The Finance Director is hereby authorized and directed to prepare an Official Notice of Bond Sale for each series of the Bonds to be sold pursuant to competitive bid, which notice shall be filed with the clerk of the council and shall be ratified and confirmed by the Sale Motion therefor. The Finance Director is hereby authorized to identify which projects will be financed in whole or in part from such series of the Bonds and to specify whether the Bonds of such series are being issued and sold as Tax-Exempt Obligations (and if so, whether such Tax-Exempt Obligations will be issued and sold as Qualified 501(c)(3) Bonds) or as Taxable Obligations. The Finance Director is also hereby authorized to establish the year and any applicable series designation, date, principal amounts and maturity dates, interest payment dates, redemption provisions and delivery date for such series of the Bonds in such Official Notice of Bond Sale so long as the aggregate principal amount of all Bonds issued does not exceed \$56,000,000.

F. Form of Bonds. The Bonds shall be in substantially the following form:

NO. \$ _____

UNITED STATES OF AMERICA

STATE OF WASHINGTON

KING COUNTY

LIMITED TAX GENERAL OBLIGATION REFUNDING BOND,

[Year][, SERIES __]

[(FEDERALLY TAX-EXEMPT [QUALIFIED 501(C)(3) BONDS])]

[(FEDERALLY TAXABLE)]

INTEREST RATE: MATURITY DATE: CUSIP NO. :

REGISTERED OWNER:

PRINCIPAL AMOUNT:

KING COUNTY, WASHINGTON (the "County"), hereby acknowledges itself to owe and for value received promises to pay to the registered owner identified above, or registered assigns, on the Maturity Date specified above, the Principal Amount specified above and to pay interest thereon (computed on the basis of a 360-day year of twelve 30-day months) from _____, or the most recent date to which interest has been paid or duly provided for until payment of this Bond at the Interest Rate set forth above, payable on _____, and semiannually thereafter on the ____ day of each succeeding _____ and _____ to the maturity or prior redemption of this Bond.

Both principal of and interest on this Bond are payable in lawful money of the United States of America. While Bonds are held on immobilized "book entry" system of registration, the principal of this Bond is payable to the order of the registered owner in same day funds received by the registered owner on the maturity date of this Bond, and the interest on this Bond is payable to the order of the registered owner in same day funds received by the registered owner on each interest payment date. When Bonds are no longer held in an immobilized "book entry" registration system, the principal shall be paid to the registered owner or nominee of such owner upon presentation and surrender of this Bond to the fiscal agency of the State of Washington (the "Registrar"), and the interest shall be paid by mailing a check or draft (on the date such interest is due) to the registered owner or nominee of such owner at the address shown on the registration books maintained by the Registrar (the "Register") as of the 15th day of the month prior to the interest payment date; provided, however, that if so requested in writing by the registered owner of at least \$1,000,000 par value of the Bonds, interest will be paid by wire transfer.

This Bond is one of an authorized issue of Bonds of like date and tenor, except as to number, amount, rate of interest and date of maturity[, and redemption provisions], in the aggregate principal amount of \$_____, and is issued to obtain funds to undertake the Patricia Steel Building Project defined and described in King County Ordinance _____ (the "Bond Ordinance") and to pay the costs and expenses incurred in issuing the Bonds. Capitalized words and phrases used but not defined herein shall have the meanings set

forth in the Bond Ordinance.

The Bonds of this issue are issued under and in accordance with the provisions of the Constitution and applicable statutes of the State of Washington, the County Charter and applicable ordinances duly adopted by the County.

[The Bonds of this issue are subject to redemption prior to maturity as follows: (information to come from related Sale Motion)].

The County has irrevocably covenanted in the Bond Ordinance that, for as long as any of the Bonds are outstanding and unpaid, each year 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 the 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 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 Bonds as the same shall become due.

The pledge of tax levies for repayment of principal of and interest on the Bonds may be discharged prior to maturity of the Bonds by making provisions for the payment thereof on the terms and conditions set forth in the Bond Ordinance.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Bond Ordinance until the Certificate of Authentication hereon shall have been manually signed by the Registrar.

It is hereby certified that all acts, conditions and things required by the Constitution and statutes of the State of Washington and the Charter and ordinances of the County to exist, to have happened, been done and performed precedent to and in the issuance of this Bond have happened, been done and performed and that the issuance of this Bond and the Bonds of this series does not violate any constitutional, statutory or other

limitation upon the amount of bonded indebtedness that the County may incur.

[Add so long as Bonds are held in fully immobilized form by DTC: Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the Registrar for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL, inasmuch as the registered owner hereof, Cede & Co., has an interest herein.]

IN WITNESS WHEREOF, the County has caused this Bond to be executed by the manual or facsimile signatures of the County Executive and the Clerk of the County Council, and the seal of the County to be impressed or imprinted hereon, as of this [_____] day of [_____].

KING COUNTY, WASHINGTON

By

County Executive

ATTEST:

Clerk of the Council

The Registrar's Certificate of Authentication on the Bonds shall be in substantially the following form:

CERTIFICATE OF AUTHENTICATION

This Bond is one of the King County, Washington, Limited Tax General Obligation Refunding Bonds, [Year][, Series __][(Federally Tax-Exempt [Qualified 501(c)(3) Bonds])][(Federally Taxable)], described in the within mentioned Bond Ordinance.

WASHINGTON STATE FISCAL

AGENCY, as Registrar

typewritten, lithographed or printed.

If definitive Bonds of any series are not ready for delivery by the date established for their delivery to the initial purchasers thereof, then the Finance Director, upon the approval of the purchasers, may cause to be issued and delivered to the purchasers one or more temporary Bonds of the same series with appropriate omissions, changes and additions. Any such temporary Bond or Bonds shall be entitled and subject to the same benefits and provisions of this ordinance with respect to the payment, security and obligation thereof as definitive Bonds authorized thereby. Such temporary Bond or Bonds shall be exchangeable without cost to the owners thereof for definitive Bonds of the same series when the latter are ready for delivery.

H. Execution of Bonds. The Bonds shall be executed on behalf of the county with the manual or facsimile signatures of the county executive and the clerk of the council, and shall have the seal of the county impressed or imprinted thereon.

In case either or both of the officers who shall have executed the Bonds shall cease to be an officer or officers of the county before the Bonds so signed shall have been authenticated or delivered by the Registrar, or issued by the county, such Bonds may nevertheless be authenticated, delivered and issued and upon such authentication, delivery and issuance, shall be as binding upon the county as though those who signed the same had continued to be such officers of the county. Any Bond also may be signed and attested on behalf of the county by such persons as at the actual date of execution of such Bond shall be the proper officers of the county although at the original date of such Bond any such person shall not have been such officer of the county.

Only such Bonds as shall bear thereon a Certificate of Authentication in the form hereinbefore recited, manually executed by the Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this ordinance. Such Certificate of Authentication shall be conclusive evidence that the Bonds so authenticated have been duly executed, authenticated and delivered hereunder and are entitled to the benefits of this ordinance.

SECTION 4. Open Market Purchase. The county reserves the right to purchase any or all of the

Bonds of any series on the open market at any time and at any price.

SECTION 5. Registration, Transfer and Exchange. The county hereby adopts for the Bonds the system of registration specified and approved by the Washington State Finance Committee. The Registrar shall keep, or cause to be kept, at its principal corporate trust office, sufficient books for the registration and transfer of the Bonds, which shall at all times be open to inspection by the county. Such Register shall contain the name and mailing address of the owner (or nominee thereof) of each Bond, and the principal amount and number of Bonds held by each owner or nominee. The Registrar is authorized, on behalf of the county, to authenticate and deliver Bonds transferred or exchanged for other Bonds in accordance with the provisions thereof and this ordinance, and to carry out all of the Registrar's powers and duties under this ordinance.

The Registrar shall be responsible for its representations contained in the Certificate of Authentication on the Bonds. The Registrar may become the owner of Bonds with the same rights it would have if it were not the Registrar, and to the extent permitted by law may act as depository for and permit any of its officers or directors to act as a member of, or in any other capacity with respect to, any committee formed to protect the rights of Bond owners.

Upon surrender thereof to the Registrar, the Bonds of each series are exchangeable for other Bonds of the same series, maturity and interest rate and for the same aggregate principal amount, in any authorized denomination. Bonds may be transferred only if endorsed in the manner provided thereon and surrendered to the Registrar. Upon such surrender, the Registrar shall cancel the surrendered Bond and shall authenticate and deliver, without charge to the owner or transferee therefor (other than taxes, if any, payable on account of such transfer), one or more (at the option of the new registered owner) new Bonds of the same series, maturity and interest rate and for the same aggregate principal amount, in any authorized denomination, naming as registered owner the person or persons listed as the assignee on the assignment form appearing on the canceled and surrendered Bond, in exchange therefor. The Registrar shall not be obligated to transfer or exchange any Bond during the period beginning at the opening of business on the 15th day of the month next preceding the

maturity date thereof and ending at the close of business on such maturity date.

The county and the Registrar, each in its discretion, may deem and treat the registered owner of each Bond as the absolute owner thereof for all purposes, and neither the county nor the Registrar shall be affected by any notice to the contrary.

SECTION 6. Mutilated, Lost, Stolen or Destroyed Bonds. If any Bond shall become mutilated, the Registrar shall authenticate and deliver one or more (at the option of the new registered owner) new Bonds of the same series, maturity and interest rate and for the same aggregate principal amount, in any authorized denomination, in exchange and substitution therefor, upon the owner's paying the expenses and charges of the county and the Registrar in connection therewith and upon surrender to the Registrar of the mutilated Bond. Every mutilated Bond so surrendered shall be canceled and destroyed by the Registrar.

If any Bond shall be lost, stolen or destroyed, the Registrar may authenticate and deliver one or more (at the option of the new registered owner) new Bonds of the same series, maturity and interest rate and for the same aggregate principal amount, in any authorized denomination, to the registered owner thereof upon the owner's paying the expenses and charges of the county and the Registrar in connection therewith and upon his/her filing with the Registrar evidence satisfactory to the Registrar that such Bond was actually lost, stolen or destroyed and of his/her ownership thereof, and upon furnishing the county and the Registrar with indemnity satisfactory to the Finance Director and the Registrar.

SECTION 7. Pledge of Taxation and Credit. The county hereby irrevocably covenants and agrees for as long as any of the Bonds are outstanding and unpaid, that each year 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 the 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 Bonds as the same shall become due.

The county hereby irrevocably pledges that the annual tax provided for herein to be levied for the

payment of such principal and interest shall be within and as a part of the tax levy to counties without a vote of the people, and that a sufficient portion of each annual levy to be levied and collected by the county prior to the full payment of the principal of and interest on the Bonds will be and is hereby irrevocably set aside, pledged and appropriated for the payment of the principal of and interest on the Bonds.

The full faith, credit and resources of the county are hereby irrevocably pledged for the annual levy and collection of said taxes and for the prompt payment of the principal of and interest on the Bonds as the same shall become due.

SECTION 8. Federal Tax Law Covenants. The county shall comply with the provisions of this section with respect to each series of the Bonds that are issued as Tax-Exempt Obligations unless, in the written opinion of nationally-recognized bond counsel to the county, such compliance is not required.

The county hereby covenants that it will not make any use of the proceeds from the sale of such series of the Bonds that are issued as Tax-Exempt Obligations (or of any other funds of the county that may be deemed to be proceeds of such series the Bonds pursuant to Section 148 of the Code and the applicable regulations thereunder) that will cause such series of the Bonds to be "arbitrage bonds" within the meaning of said Section 148 of the Code and said regulations. The county will comply with the applicable requirements of Section 148 of the Code (or any successor provision thereof applicable to such series of the Bonds) and the applicable regulations thereunder throughout the term of such series of the Bonds. In particular, the county will compute, if necessary, and pay the Rebate Amount, if any, to the United States of America at the times and in the amounts necessary to meet the requirements of the Code, as set forth in the related Federal Tax Certification for such series of the Bonds.

The county further covenants that it will not take any action or permit any action to be taken that would cause any series of the Bonds that are issued as Tax-Exempt Obligations to constitute "private activity bonds" under Section 141 of the Code that are not "qualified bonds," as defined in said Section 141 of the Code.

SECTION 9. Other Covenants and Warranties. The county makes the following additional

covenants and warranties:

A. The county has full legal right, power and authority to adopt this ordinance, to sell, issue and deliver each series of the Bonds as provided herein, and to carry out and consummate all other transactions contemplated by this ordinance.

B. By all necessary official action prior to or concurrently herewith, the county has duly authorized and approved the execution and delivery of, and the performance by the county of its obligations contained in the Bonds and this ordinance and the consummation by it of all other transactions necessary to effectuate this ordinance in connection with the issuance of each series of the Bonds, and such authorizations and approvals are in full force and effect and have not been amended, modified or supplemented in any material respect.

C. This ordinance constitutes a legal, valid and binding obligation of the county.

D. When issued, sold, authenticated and delivered, each series of the Bonds will constitute legal, valid and binding general obligations of the county.

E. The county will maintain or cause to be maintained a system of registration of the Bonds of each such series of Bonds that are issued as Tax-Exempt Obligations that complies with the applicable provisions of the Code until all of the Bonds of each series of Bonds that are issued as Tax-Exempt Obligations shall have been surrendered and canceled.

F. The adoption of this ordinance, and compliance on the county's part with the provisions contained herein, will not conflict with, constitute a breach of, or constitute a default under, any constitutional provisions, law, administrative regulation, judgment, decree, loan agreement, indenture, bond, note, resolution, ordinance, motion, agreement or other instrument to which the county is a party or to which the county or any of its property or assets are otherwise subject.

G. The county finds and covenants that the Bonds of each series are issued within all statutory and constitutional debt limitations applicable to the county.

SECTION 10. Bond Funds. There has heretofore been created in the office of the Finance Director a

special fund known as the "King County Limited Tax General Obligation Bond Redemption Fund" to be drawn upon for the purpose of paying the principal of and interest on the limited tax general obligation bonds of the county. There is hereby authorized to be created within said fund a special account for each series of the Bonds to be known as the "Limited Tax General Obligation Refunding Bond Redemption Account, [Year][, Series ___]" (each, a "Bond Fund").

Any accrued interest on any series of the Bonds shall be deposited in the related Bond Fund at the time of delivery of such series of the Bonds and shall be applied to the payment of interest thereon.

The taxes hereafter levied for the purpose of paying principal of and interest on each series of the Bonds and other funds to be used to pay such series of the Bonds shall be deposited in the related Bond Fund no later than the date such funds are required for the payment of principal of and interest on such series of the Bonds; provided, however, that if the payment of principal of and interest on any series of the Bonds is required prior to the receipt of such levied taxes, the county may make an interfund loan to the related Bond Fund pending actual receipt of such taxes. Each Bond Fund shall be drawn upon for the purpose of paying the principal of and interest on the related series of the Bonds. Money in each Bond Fund not needed to pay the interest or principal next coming due may temporarily be deposited in such institutions or invested in such obligations as may be lawful for the investment of county funds. Each Bond Fund shall be a second tier fund in accordance with Ordinance 7112 and K.C.C. chapter 4.10.

SECTION 11. Application of Bond Proceeds. The specific plan for the application of proceeds of each series of the Bonds to the Patricia Steel Building Project shall be established by the Sale Motion therefor.

There is hereby authorized to be created a special fund of the county to be maintained with a corporate trustee chosen by the Finance Director (hereinafter called the "Escrow Agent"), which will be known as the "BOP Lease Revenue Bonds (King County, Washington Project, 2002, Refunding Fund" (hereinafter called the "Refunding Fund"). The Refunding Fund shall consist of an Escrow Account and an Issuance Costs Account related to each series of the Bonds. The Refunding Fund is to be drawn upon for the purpose of paying the

principal of and interest on the BOP Bonds to be refunded and defeased by the Bonds, and paying costs and expenses incurred in issuing the Bonds.

The net proceeds from the sale of each series of the Bonds and any other funds of the county to be applied to the refunding and defeasance of the BOP Bonds shall be paid to the Escrow Agent and deposited in and credited to the related Escrow Account and Issuance Costs Account of the Refunding Fund as set forth in the Patricia Steel Building Project plan established by the Sale Motion therefor. Money in the Refunding Fund and each Escrow Account and Issuance Costs Account therein shall be used immediately upon receipt thereof to provide for the payment of the principal of and interest on the BOP Bonds as hereinafter set forth in this section, and to pay costs and expenses incurred in issuing the Bonds.

The county shall cause the Escrow Agent to use the money in each Escrow Account to purchase certain noncallable Government Obligations, as identified in the related Sale Motion, bearing such interest and maturing as to principal and interest in such amounts and at such times which, together with any necessary initial cash balance will provide for the payment of the principal of and the interest on those BOP Bonds to be refunded thereby that will become due and payable on or before the BOP Bond Redemption Date, and the redemption price of such BOP Bonds to be refunded payable on the BOP Bond Redemption Date equal to the principal amount thereof plus accrued interest to the BOP Bond Redemption Date (the "BOP Bond Payments"). If applicable, such Government Obligations shall be purchased at a yield not greater than the yield permitted by the Code relating to obligations acquired with proceeds of Tax-Exempt Obligations. Such Government Obligations and any necessary initial cash balance shall be irrevocably deposited into the Escrow Account.

The county reserves the right to substitute other noncallable securities for the Government Obligations upon compliance with the following conditions: (a) such substitution is accomplished pursuant to a motion of the county council, which may be adopted either prior to or subsequent to the delivery of the Bonds; (b) the securities to be substituted are noncallable Government Obligations; (c) such securities bear such interest and

mature at such times and in such amounts as to fully replace the Government Obligations for which they are substituted, and to provide, together with Government Obligations and cash remaining, for the payment of the BOP Bond Payments; and (d) if such Government Obligations are intended to be or were acquired with proceeds of any series of Bonds that are issued as Tax-Exempt Obligations, such substitution complies with Section 148 of the Code, and applicable regulations thereunder.

The county shall cause the Escrow Agent to use the money in each Issuance Costs Account to pay expenses of the acquisition and safekeeping of the Government Obligations and costs and expenses incurred in the issuance of the related series of Bonds.

The county hereby requests BOP to call the BOP Bonds maturing on and after December 1, 2013, for redemption on the BOP Bond Redemption Date in accordance with the provisions of the Indenture; provided, that such call for redemption of any such BOP Bonds shall become irrevocable only after the final establishment of the Refunding Fund and its accounts, and delivery of the Government Obligations to the Escrow Agent, except as provided herein for the substitution of securities.

The Escrow Agent is hereby authorized and directed to work with the BOP Bond Trustee to provide for the giving of notice of the redemption of the BOP Bonds in accordance with the Indenture. The Finance Director is authorized and requested to provide the Escrow Agent with whatever assistance is necessary to accomplish such redemption. The costs of publication of such notice shall be an expense of the county.

The Escrow Agent is hereby authorized and directed to pay to the BOP Bond Trustee sums sufficient to pay, when due, the BOP Bond Payments. All such sums shall be paid from the Government Obligations and initial cash balance, if any, deposited with said Escrow Agent pursuant to this section of this ordinance, and the income therefrom and proceeds thereof. All such sums so paid shall be charged to the applicable Escrow Account of the Refunding Fund. All monies and Government Obligations deposited with the Escrow Agent and any income therefrom shall be held, invested and applied in accordance with the provisions of this ordinance and with the laws of the State of Washington for the benefit of the owners of the BOP Bonds.

The county will take such actions as are found necessary to see that all necessary and proper fees, compensation and expenses of the Escrow Agent for refunding and defeasance of the BOP Bonds shall be paid when due.

The proper officers and agents of the county are directed to obtain from the Escrow Agent an agreement setting forth the duties, obligations and responsibilities of the Escrow Agent in connection with the redemption and retirement of the BOP Bonds as provided herein and stating that such provisions for the payment of the fees, compensation and expenses of such Escrow Agent are satisfactory to it. In order to carry out the purposes of this section, the Finance Director is authorized and directed to execute and deliver to the Escrow Agent such agreement when the provisions thereof have been fixed and determined.

Funds deposited in the Refunding Fund and its accounts described in this Section 11 shall be invested as permitted by law for the sole benefit of the respective funds and accounts. Irrespective of the general provisions of Ordinance 7112 and K.C.C. chapter 4.10, the county current expense fund shall not receive any earnings attributable to such funds and accounts. Money other than proceeds of the Bonds may be deposited into the Refunding Fund and its accounts; provided, however, that proceeds of each series of the Bonds that are issued as Tax-Exempt Obligations and earnings thereon shall be accounted for separately for purposes of the arbitrage rebate computations required to be made under the Code. For purposes of such computations, Bond proceeds shall be deemed to have been expended first, and then any other funds.

SECTION 12. Preliminary Official Statements and Final Official Statements. The county hereby authorizes and directs the Finance Director: (i) to review and approve the information contained in the preliminary official statement (each, a "Preliminary Official Statement") prepared in connection with the sale of each series of the Bonds; and (ii) for the sole purpose of compliance by the purchasers of such series of the Bonds with subsection (b)(1) of the Rule, to "deem final" the related Preliminary Official Statement as of its date, except for the omission of information on offering prices, interest rates, selling compensation, delivery dates, any other terms or provisions required by the county to be specified in a competitive bid, ratings, other

terms of such series of the Bonds dependent on such matters and the identity of the purchasers. After each Preliminary Official Statement has been reviewed and approved in accordance with the provisions of this section, the county hereby authorizes the distribution of such Preliminary Official Statement to prospective purchasers of such related series of the Bonds.

Following the sale of each series of the Bonds, the Finance Director is hereby authorized to review and approve on behalf of the county a final official statement with respect to such series of the Bonds. The county agrees to cooperate with the successful bidder for each series of the Bonds to deliver or cause to be delivered, within seven business days from the date of the Sale Motion therefor, and in sufficient time to accompany any confirmation that requests payment from any customer of such successful bidder, copies of a final official statement pertaining to such Bonds in sufficient quantity to comply with paragraph (b)(4) of the Rule and the rules of the Municipal Securities Rulemaking Board.

SECTION 13. Undertaking to Provide Ongoing Disclosure. The county council will set forth an undertaking for ongoing disclosure with respect to each series of the Bonds, as required by subsection (b)(5) of the Rule, in the Sale Motion therefor.

SECTION 14. General Authorization. The appropriate county officials, agents and representatives are hereby authorized and directed to do everything necessary for the prompt sale, issuance, execution and delivery of each series of the Bonds, and for the proper use and application of the proceeds of the sale thereof.

SECTION 15. Refunding or Defeasance of Bonds. The county may issue refunding obligations pursuant to the laws of the State of Washington or use money available from any other lawful source to pay when due the principal of and interest on any series of the Bonds, or any portion thereof included in a refunding or defeasance plan, and to redeem and retire, refund or defease all such then-outstanding Bonds, and to pay the costs of the refunding or defeasance.

In the event that money and/or noncallable Government Obligations maturing at such time or times and bearing interest to be earned thereon in amounts (together with such money, if necessary) sufficient to redeem

and retire, refund or defease part or all of the Bonds in accordance with their terms, are set aside in a special account of the county to effect such redemption and retirement, and such money and the principal of and interest on such Government Obligations are irrevocably set aside and pledged for such purpose, then no further payments need be made into the related Bond Fund for the payment of the principal of and interest on the Bonds so provided for, and such Bonds shall cease to be entitled to any lien, benefit or security of this ordinance except the right to receive the money so set aside and pledged, and such Bonds shall be deemed not to be outstanding hereunder.

Within 30 days of the defeasance of any of the Bonds, the county shall provide or cause to be provided notice of defeasance of such Bonds to the registered owners thereof and to the Municipal Securities Rulemaking Board, in accordance with the undertaking for ongoing disclosure to be adopted pursuant to Section 13 hereof.

SECTION 16. Contract; Severability. The covenants applicable to the Bonds contained in this ordinance shall constitute a contract between the county and the owners of each and every Bond. If any one or more of the covenants or agreements provided in this ordinance to be performed on the part of the county shall be declared by any court of competent jurisdiction to be contrary to law, then such covenant or covenants, agreement or agreements, shall be null and void and shall be deemed separable from the remaining covenants and agreements of this ordinance and shall in no way affect the validity of the other provisions of this ordinance or the Bonds.

14 day notice

Publish: Seattle Times: 8/22/12

Public Hearing: 9/10/12