

CITY OF OLYMPIA, WASHINGTON

ORDINANCE NO. _____

AN ORDINANCE of the City of Olympia, Washington providing for the issuance of not to exceed \$52,000,000 aggregate principal amount of limited tax general obligation and refunding bonds to provide funds to finance park property acquisitions and replace a fire ladder truck, to repay a bond anticipation note, and to refund certain outstanding limited tax general obligation bonds of the City; providing for the issuance of not to exceed \$10,500,000 aggregate principal amount of unlimited tax general obligation refunding bonds to provide funds to refund certain outstanding unlimited tax general obligation bonds of the City; fixing or setting parameters with respect to certain terms and covenants of the bonds; appointing the City's designated representative to approve the final terms of the sale of the bonds; and providing for other related matters.

Passed November 19, 2019

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**The cover page, table of contents and section headings of this ordinance are for convenience of reference only, and shall not be used to resolve any question of interpretation of this ordinance.*

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THE CITY COUNCIL OF THE CITY OF OLYMPIA, WASHINGTON, DO ORDAIN AS FOLLOWS:

Section 1. Definitions. As used in this ordinance, the following capitalized terms shall have the following meanings:

(a) “*2009 UTGO Bonds*” means the City’s Unlimited Tax General Obligation Bonds, 2009, issued pursuant to the 2009 UTGO Bond Ordinance.

(b) “*2009 UTGO Bond Ordinance*” means Ordinance No. 6667 authorizing the issuance and sale of the 2009 UTGO Bonds.

(c) “*2009 UTGO Refunding Candidates*” means the outstanding 2009 UTGO Bonds maturing in the years 2020, 2021, 2022, 2024 and 2025 through 2029, inclusive, the refundings of which has been provided for by this ordinance.

(d) “*2009B LTGO Bonds*” means the City’s Limited Tax General Obligation Bonds, 2009B (Taxable Build America Bonds – Direct Payment), issued pursuant to the 2009B LTGO Bond Ordinance.

(e) “*2009B LTGO Bond Ordinance*” means Ordinance No. 6653 authorizing the issuance and sale of the 2009B LTGO Bonds.

(f) “*2009B LTGO Refunding Candidates*” means the outstanding 2009B LTGO Bonds maturing in the years 2021, 2023, 2029 and 2039, the refundings of which has been provided for by this ordinance.

(g) “*2010 LTGO Bonds*” means the City’s Limited Tax General Obligation Bonds, 2010, issued pursuant to the 2010 LTGO Bond Ordinance.

(h) “*2010 LTGO Bond Ordinance*” means Ordinance No. 6708 authorizing the issuance and sale of the 2010 LTGO Bonds.

(i) “*2010 LTGO Refunding Candidates*” means the outstanding 2010 LTGO Bonds maturing in the years 2020 through 2029, inclusive, the refundings of which has been provided for by this ordinance.

(j) “*2010B LTGO Bonds*” means the City’s Limited Tax General Obligation Bonds, 2010B, issued pursuant to the 2010B LTGO Bond Ordinance.

(k) “*2010B LTGO Bond Ordinance*” means Ordinance No. 6724 authorizing the issuance and sale of the 2010B LTGO Bonds.

(l) “*2010B LTGO Refunding Candidates*” means the outstanding 2010B LTGO Bonds maturing in the years 2021 through 2028, inclusive, the refundings of which has been provided for by this ordinance.

(m) “*Acquired Obligations*” means those United States Treasury Certificates of Indebtedness, Notes, and Bonds--State and Local Government Series and other direct, noncallable obligations of the United States of America purchased to accomplish the refunding of the Refunded Bonds as authorized by this ordinance.

(n) “*Authorized Denomination*” means \$5,000 or any integral multiple thereof within a maturity of a Series.

(o) “*Beneficial Owner*” means, with respect to a Bond, the owner of any beneficial interest in that Bond.

(p) “*Bond*” means each bond issued pursuant to and for the purposes provided in this ordinance.

(q) “*Bond Counsel*” means the firm of Foster Garvey PC, its successor, or any other attorney or firm of attorneys selected by the City with a nationally recognized standing as bond counsel in the field of municipal finance.

(r) “*Bond Purchase Agreement*” means an offer to purchase a Series of the Bonds, setting forth certain terms and conditions of the issuance, sale and delivery of those Bonds, which offer is authorized to be accepted by the Designated Representative on behalf of the City, if consistent with this ordinance. In the case of a competitive sale, the official notice of sale, the Purchaser’s bid and the award by the City shall constitute the Bond Purchase Agreement for purposes of this ordinance.

(s) “*Bond Register*” means the books or records maintained by the Bond Registrar for the purpose of identifying ownership of each Bond.

(t) “*Bond Registrar*” means the Fiscal Agent, or any successor bond registrar selected by the City.

(u) “*City*” means the City of Olympia, Washington, a municipal corporation duly organized and existing under the laws of the State.

(v) “*City Council*” means the legislative authority of the City, as duly and regularly constituted from time to time.

(w) “*Code*” means the United States Internal Revenue Code of 1986, as amended, and applicable rules and regulations promulgated thereunder.

(x) “*DTC*” means The Depository Trust Company, New York, New York, or its nominee.

(y) “*Designated Representative*” means the officer of the City appointed in Section 4 of this ordinance to serve as the City’s designated representative in accordance with RCW 39.46.040(2).

(z) “*Final Terms*” means the terms and conditions for the sale of a Series of the Bonds including the amount, date or dates, denominations, interest rate or rates (or mechanism for determining interest rate or rates), payment dates, final maturity, redemption rights, price, and other terms or covenants, including minimum savings for refunding bonds (if the refunding bonds are issued for savings purposes).

(aa) “*Fiscal Agent*” means the fiscal agent of the State, as the same may be designated by the State from time to time.

(bb) “*Government Obligations*” has the meaning given in RCW 39.53.010, as now in effect or as may hereafter be amended.

(cc) “*Issue Date*” means, with respect to a Bond, the date of initial issuance and delivery of that Bond to the Purchaser in exchange for the purchase price of that Bond.

(dd) “*Letter of Representations*” means the Blanket Issuer Letter of Representations between the City and DTC, dated April 12, 1995, as it may be amended from time to time, and any successor or substitute letter relating to the operational procedures of the Securities Depository.

(ee) “*LTGO Bond Fund*” means the Limited Tax General Obligation and Refunding Bond Fund, of the City created for the payment of the principal of and interest on a Series of the LTGO Bonds.

(ff) “*LTGO Refunded Bonds*” means all or a portion of the LTGO Refunding Candidates selected by the Designated Representative to be refunded with proceeds of a Series of the LTGO Bonds and included in a Refunding Plan.

(gg) “*LTGO Refunding Candidates*” means the 2009B LTGO Refunding Candidates, the 2010 LTGO Refunding Candidates and the 2010B LTGO Refunding Candidates.

(hh) “*MSRB*” means the Municipal Securities Rulemaking Board.

(ii) “*Note*” means the City’s Limited Tax General Obligation Bond Anticipation Note, 2019, issued pursuant to Ordinance No. 7193.

(jj) “*Official Statement*” means an offering document, disclosure document, private placement memorandum or substantially similar disclosure document provided to purchasers and potential purchasers in connection with the initial offering of a Series of the Bonds in conformance with Rule 15c2-12 or other applicable regulations of the SEC.

(kk) “*Owner*” means, without distinction, the Registered Owner and the Beneficial Owner.

(ll) “*Project*” means financing or refinancing park property acquisitions, replacing a fire ladder truck, and other capital purposes, as deemed necessary and advisable by the City. Incidental costs incurred in connection with carrying out and accomplishing the Project, consistent with RCW 39.46.070, may be included as costs of the Project.

(mm) “*Project Fund*” means the fund or account designated or created by the Fiscal Services Director for the purpose of carrying out the Project.

(nn) “*Purchaser*” means the corporation, firm, association, partnership, trust, bank, financial institution or other legal entity or group of entities selected by the Designated Representative to serve as purchaser in a private placement, underwriter or placement agent in a negotiated sale or awarded as the successful bidder in a competitive sale of any Series of the Bonds.

(oo) “*Rating Agency*” means any nationally recognized rating agency then maintaining a rating on the Bonds at the request of the City.

(pp) “*Record Date*” means the Bond Registrar’s close of business on the 15th day of the month preceding an interest payment date. With respect to redemption of a Bond prior to its maturity, the Record Date shall mean the Bond Registrar’s close of business on the date on which the Bond Registrar sends the notice of redemption in accordance with Section 9.

(qq) “*Refunded Bond Ordinances*” means Ordinances Nos. 6653, 6667, 6708 and 6724, authorizing the issuance of the Refunded Bonds.

(rr) “*Refunded Bonds*” means the LTGO Refunded Bonds and the UTGO Refunded Bonds.

(ss) “*Refunding Candidates*” means the LTGO Refunding Candidates and the UTGO Refunding Candidates.

(tt) “*Refunding Plan*” means:

(1) the placement of sufficient proceeds of a Series of the Bonds which, with other money of the City, if necessary, will be deposited with the Refunding Trustee or may be used to acquire the Acquired Obligations to be deposited along with cash, if necessary, with the Refunding Trustee;

(2) the payment of the principal of and interest on the Refunded Bonds when due up to and including such date or dates determined by the Designated Representative, and the call, payment, and redemption on such date or dates, of all of the then-outstanding Refunded Bonds at a price of par; and

(3) may include the payment of the costs of issuing a Series of the Bonds and the costs of carrying out the foregoing elements of the Refunding Plan.

(uu) “*Refunding Trust Agreement*” means a Refunding Trust Agreement between the City and the Refunding Trustee.

(vv) “*Refunding Trustee*” means the trustee or escrow agent or any successor trustee or escrow agent serving as refunding trustee to carry out the Refunding Plan.

(ww) “*Registered Owner*” means, with respect to a Bond, the person in whose name that Bond is registered on the Bond Register. For so long as the City utilizes the book-entry only system for the Bonds under the Letter of Representations, Registered Owner shall mean the Securities Depository.

(xx) “*Rule 15c2-12*” means Rule 15c2-12 promulgated by the SEC under the Securities Exchange Act of 1934, as amended.

(yy) “*SEC*” means the United States Securities and Exchange Commission.

(zz) “*Securities Depository*” means DTC, any successor thereto, any substitute securities depository selected by the City that is qualified under applicable laws and regulations to provide the services proposed to be provided by it, or the nominee of any of the foregoing.

(aaa) “*Series of the Bonds*” or “*Series*” means a series of the Bonds issued pursuant to this ordinance.

(bbb) “*State*” means the State of Washington.

(ccc) “*Term Bond*” means each Bond designated as a Term Bond and subject to mandatory redemption in the years and amounts set forth in the Bond Purchase Agreement.

(ddd) “*Undertaking*” means the undertaking to provide continuing disclosure entered into pursuant to Section 19 of this ordinance.

(eee) “*UTGO Bond Fund*” means the Unlimited Tax General Obligation Refunding Bond Fund, 2019, of the City created for the payment of the principal of and interest on the UTGO Bonds.

(fff) “*UTGO Refunded Bonds*” means all or a portion of the UTGO Refunding Candidates selected by the Designated Representative to be refunded with proceeds of a Series of the UTGO Bonds and included in a Refunding Plan.

(ggg) “*UTGO Refunding Candidates*” means the 2009 UTGO Refunding Candidates.

Section 2. Findings and Determinations. The City takes note of the following facts and makes the following findings and determinations:

(a) *Authority and Description of Project.* The City is in need of park property acquisitions and fire ladder truck replacement and other capital projects. The total expected cost of the Project is approximately \$4,000,000, which is expected to be made up of proceeds of the LTGO Bonds and other available money of the City. The City Council therefore finds that it is in the best interests of the City to carry out the Project.

(b) *Authority and Description of the Refunding Plan.*

(1) Pursuant to the 2009B LTGO Bond Ordinance, the City heretofore issued its \$32,810,000 par value Limited Tax General Obligation Bonds, 2009B (Taxable Build America Bonds – Direct Payment) (the “2009B LTGO Bonds”), for the purpose of financing capital expenditures of the acquisition of a new city hall, and by that ordinance reserved the right to redeem the 2009B LTGO Bonds maturing on December 15 in the years 2021, 2023, 2029 and 2039 (with an interest rate of 6.743%), prior to their maturity on or after December 15, 2019, at a price of par plus accrued interest to the date fixed for redemption, and to redeem the 2009B LTGO Bonds maturing on December 15, 2039 (with an interest rate of 6.143%) on any date at a redemption price equal to the greater of (i) 100% of the principal amount of such 2009B LTGO Bonds plus accrued and unpaid interest on such 2009B LTGO Bonds being redeemed to the date fixed for redemption; or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on such 2009B Bonds to be redeemed discounted to the date of redemption on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in the 2009B LTGO Bond Ordinance) plus 30 basis points (the “2009B LTGO Refunding Candidates”).

(2) There are presently \$32,810,000 par value of 2009B LTGO Refunding Candidates outstanding.

(3) Pursuant to the 2009 UTGO Bond Ordinance, the City heretofore issued its \$16,180,000 par value Unlimited Tax General Obligation Bonds, 2009 (the “2009 UTGO Bonds”), for the purpose of financing costs of constructing a fourth fire station, a fire training center and the acquiring of two fully-equipped fire engines and a ladder truck, and by that ordinance reserved the right to redeem the 2009 UTGO Bonds maturing on and after December 1, 2020, prior to their maturity on or after December 1, 2019, at a price of par plus accrued interest to the date fixed for redemption (the “2009 UTGO Refunding Candidates,” or the “UTGO Refunding Candidates”).

(4) There are presently \$10,400,000 par value of 2009 UTGO Refunding Candidates outstanding.

(5) Pursuant to the 2010 LTGO Bond Ordinance, the City heretofore issued its \$5,865,000 par value Limited Tax General Obligation Bonds, 2010 (the “2010 LTGO Bonds”), for the purpose of financing costs of transportation projects, and by that ordinance reserved the right to redeem the 2010 LTGO Bonds maturing on and after December 15, 2020, prior to their

maturity on or after June 15, 2020, at a price of par plus accrued interest to the date fixed for redemption (the “2010 LTGO Refunding Candidates”).

(6) There are presently \$3,795,000 par value of 2010 LTGO Refunding Candidates outstanding.

(7) Pursuant to the 2010B LTGO Bond Ordinance, the City heretofore issued its \$5,670,000 par value Limited Tax General Obligation Bonds, 2010B (the “2010B LTGO Bonds”), for the purpose of financing costs of constructing a portion of the Hands on Children’s Museum, and by that ordinance reserved the right to redeem the 2010B LTGO Bonds maturing on and after June 15, 2021, prior to their maturity on or after June 15, 2020, at a price of par plus accrued interest to the date fixed for redemption (the “2010B LTGO Refunding Candidates,” and collectively with the 2009B LTGO Refunding Candidates and the 2010 LTGO Refunding Candidates, the “LTGO Refunding Candidates,” and together with the UTGO Refunding Candidates, the “Refunding Candidates”).

(8) There are presently \$3,675,000 par value of 2010B LTGO Refunding Candidates outstanding.

(9) After due consideration, it appears to the City Council that all or a portion of the LTGO Refunding Candidates may be refunded by a portion of the issuance and sale of the limited tax general obligation refunding bonds authorized herein and that that all or a portion of the UTGO Refunding Candidates may be refunded by a portion of the issuance and sale of the unlimited tax general obligation refunding bonds authorized herein, so that a savings will be effected by the difference between the principal and interest cost over the life of the portion of the applicable Bonds used for the Refunding Plan and the principal and interest cost over the life of the applicable Refunded Bonds but for such refunding, which refunding will be effected by carrying out the Refunding Plan.

(c) *Debt Capacity.* The maximum amount of indebtedness authorized by this ordinance is \$62,500,000. Based on the following facts, up to \$52,000,000 of this amount is to be issued for the LTGO Bonds within the amount permitted to be issued by the City for general municipal purposes without a vote, and up to \$10,500,000 of this amount is to be issued for the UTGO Bonds within the amount permitted to be issued by the City with voter approval for general municipal purposes:

- (1) The assessed valuation of the taxable property within the City as ascertained by the last preceding assessment for City purposes for collection in the calendar year 2019 is \$7,134,825,096.
- (2) As of July 31, 2019, the City had limited tax general obligation indebtedness, consisting of bonds, notes, loans and leases outstanding in the principal amount of \$62,807,528, which is incurred within the limit of up to 1½% of the value of the taxable property within the City permitted for general municipal purposes without a vote.
- (3) As of July 31, 2019, the City had unlimited tax general obligation indebtedness for capital purposes only outstanding in the principal amount

of \$10,400,000 for general municipal purposes. The indebtedness described in this paragraph has been incurred with the approval of the requisite proportion of the City's qualified voters at an election meeting the minimum turnout requirements, within the limit of up to 2½% of the value of the taxable property within the City for general municipal purposes (when combined with the outstanding limited tax general obligation indebtedness), 2½% for utility purposes and 2½% for open space, parks and economic development purposes.

(d) *The Bonds.* For the purpose of providing the funds necessary to carry out the Project, to repay the Note, to refund the Refunded Bonds and to pay the costs of issuance and sale of the Bonds, the City Council finds that it is in the best interests of the City and its taxpayers to issue and sell the Bonds to the Purchaser(s), pursuant to the terms as approved by the City's Designated Representative consistent with this ordinance.

Section 3. Authorization of Bonds. The City is authorized to borrow money on the credit of the City and issue negotiable limited tax general obligation and refunding bonds evidencing indebtedness in one or more Series in aggregate principal amount not to exceed \$52,000,000 to provide funds necessary to carry out the Project, to repay the Note, to refund the LTGO Refunded Bonds and to pay the costs of issuance and sale of the LTGO Bonds. The proceeds of the Series of LTGO Bonds allocated to paying the cost of the Project shall be deposited as set forth in Section 8 of this ordinance and shall be used to carry out the Project, or a portion of the Project, in such order of time as the City determines is advisable and practicable.

The City is authorized to borrow money on the credit of the City and issue negotiable unlimited tax general obligation refunding bonds evidencing indebtedness in one or more Series in aggregate principal amount not to exceed \$10,500,000 to provide funds necessary to refund the UTGO Refunded Bonds and to pay the costs of issuance and sale of the UTGO Bonds.

Section 4. Description of the Bonds; Appointment of Designated Representative. The Administrative Services Director, or the Fiscal Services Director in the absence of the Administrative Services Director, is appointed as the Designated Representative of the City and is authorized and directed to conduct the sale of the Bonds in the manner and upon the terms deemed most advantageous to the City, and to approve the Final Terms of each Series of the Bonds, with such additional terms and covenants as the Designated Representative deems advisable, within the following parameters:

(a) The LTGO Bonds may be issued in one or more Series, and the aggregate principal amount of the LTGO Bonds shall not exceed \$52,000,000, and the UTGO Bonds may be issued in one or more Series, and the aggregate principal amount of the UTGO Bonds shall not exceed \$10,500,000;

(b) One or more rates of interest may be fixed for the Bonds as long as no rate of interest for any maturity of the Bonds exceeds 6.00%;

(c) The true interest cost to the City for each Series of Bonds does not exceed 5.00%;

(d) The aggregate purchase price for each Series of Bonds shall not be less than 95% and not more than 135% of the aggregate stated principal amount of the Bonds, excluding any original issue discount;

(e) The Bonds may be issued subject to optional and mandatory redemption provisions;

(f) The Bonds shall be dated as of the date of their delivery, which date and time for the issuance and delivery of the Bonds is not later than December 31, 2020;

(g) There is a minimum net present value savings of 3.00% of the Refunded Bonds; and

(h) Each Series of LTGO Bonds shall mature no later than December 31, 2040 and each Series of UTGO Bonds shall mature no later than December 1, 2029.

In order to issue the Series of Bonds used to refund the 2010B LTGO Refunding Candidates as qualified 501(c)(3) bonds, the City Council authorizes the Designated Representative to hold a Tax Equity and Fiscal Responsibility Act (“TEFRA”) hearing, if necessary.

In addition, a Series of the Bonds may not be issued if it would cause the indebtedness of the City to exceed the City’s legal debt capacity on the Issue Date. The Designated Representative may determine whether it is in the City’s best interest to provide for bond insurance or other credit enhancement; and may accept such additional terms, conditions and covenants as he or she may determine are in the best interests of the City, consistent with this ordinance.

In determining the number of series, the series designations, final principal amounts, date of the Bonds, denominations, interest rates, payment dates, redemption provisions, tax status, and maturity dates for the Bonds, the Designated Representative, in consultation with other City officials and staff and advisors, shall take into account those factors that, in her or his judgment, will result in the lowest true interest cost on the Bonds to their maturity, including, but not limited to current financial market conditions and current interest rates for obligations comparable to the Bonds.

Section 5. Bond Registrar; Registration and Transfer of Bonds.

(a) *Registration of Bonds.* Each Bond shall be issued only in registered form as to both principal and interest and the ownership of each Bond shall be recorded on the Bond Register.

(b) *Bond Registrar; Duties.* The Fiscal Agent is appointed as initial Bond Registrar. The Bond Registrar shall keep, or cause to be kept, sufficient books for the registration and transfer of the Bonds, which shall be open to inspection by the City at all times. The Bond Registrar is authorized, on behalf of the City, to authenticate and deliver Bonds transferred or exchanged in accordance with the provisions of the Bonds and this ordinance, to serve as the City’s paying agent for the Bonds and to carry out all of the Bond Registrar’s powers and duties

under this ordinance. The Bond Registrar shall be responsible for its representations contained in the Bond Registrar's Certificate of Authentication on each Bond. The Bond Registrar may become an Owner with the same rights it would have if it were not the Bond Registrar and, to the extent permitted by law, may act as depository for and permit any of its officers or directors to act as members of, or in any other capacity with respect to, any committee formed to protect the rights of Owners.

(c) *Bond Register; Transfer and Exchange.* The Bond Register shall contain the name and mailing address of each Registered Owner and the principal amount and number of each Bond held by each Registered Owner. A Bond surrendered to the Bond Registrar may be exchanged for a Bond or Bonds in any Authorized Denomination of an equal aggregate principal amount and of the same Series, interest rate and maturity. A Bond may be transferred only if endorsed in the manner provided thereon and surrendered to the Bond Registrar. Any exchange or transfer shall be without cost to the Owner or transferee. The Bond Registrar shall not be obligated to exchange any Bond or transfer registered ownership during the period between the applicable Record Date and the next upcoming interest payment or redemption date.

(d) *Securities Depository; Book-Entry Only Form.* If a Bond is to be issued in book-entry form, DTC shall be appointed as initial Securities Depository and each such Bond initially shall be registered in the name of Cede & Co., as the nominee of DTC. Each Bond registered in the name of the Securities Depository shall be held fully immobilized in book-entry only form by the Securities Depository in accordance with the provisions of the Letter of Representations. Registered ownership of any Bond registered in the name of the Securities Depository may not be transferred except: (i) to any successor Securities Depository; (ii) to any substitute Securities Depository appointed by the City; or (iii) to any person if the Bond is no longer to be held in book-entry only form. Upon the resignation of the Securities Depository, or upon a termination of the services of the Securities Depository by the City, the City may appoint a substitute Securities Depository. If (i) the Securities Depository resigns and the City does not appoint a substitute Securities Depository, or (ii) the City terminates the services of the Securities Depository, the Bonds no longer shall be held in book-entry only form and the registered ownership of each Bond may be transferred to any person as provided in this ordinance.

Neither the City nor the Bond Registrar shall have any obligation to participants of any Securities Depository or the persons for whom they act as nominees regarding accuracy of any records maintained by the Securities Depository or its participants. Neither the City nor the Bond Registrar shall be responsible for any notice that is permitted or required to be given to a Registered Owner except such notice as is required to be given by the Bond Registrar to the Securities Depository.

Section 6. Form and Execution of Bonds.

(a) *Form of Bonds; Signatures and Seal.* Each Bond shall be prepared in a form consistent with the provisions of this ordinance and State law. Each Bond shall be signed by the Mayor or acting City Manager and the City Clerk, either or both of whose signatures may be manual or in facsimile, and the seal of the City or a facsimile reproduction thereof shall be impressed or printed thereon. If any officer whose manual or facsimile signature appears on a Bond ceases to be an officer of the City authorized to sign bonds before the Bond bearing his or

her manual or facsimile signature is authenticated by the Bond Registrar, or issued or delivered by the City, that Bond nevertheless may be authenticated, issued and delivered and, when authenticated, issued and delivered, shall be as binding on the City as though that person had continued to be an officer of the City authorized to sign bonds. Any Bond also may be signed on behalf of the City by any person who, on the actual date of signing of the Bond, is an officer of the City authorized to sign bonds, although he or she did not hold the required office on its Issue Date.

(b) *Authentication.* Only a Bond bearing a Certificate of Authentication in substantially the following form, manually signed by the Bond Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this ordinance: “Certificate Of Authentication. This Bond is one of the fully registered City of Olympia, Washington, [Unlimited/Limited] Tax General Obligation [and] Refunding Bonds, 2019 (or such other year of issuance), described in the Bond Ordinance.” The authorized signing of a Certificate of Authentication shall be conclusive evidence that the Bond so authenticated has been duly executed, authenticated and delivered and is entitled to the benefits of this ordinance.

Section 7. Payment of Bonds. Principal of and interest on each Bond shall be payable in lawful money of the United States of America. Principal of and interest on each Bond registered in the name of the Securities Depository is payable in the manner set forth in the Letter of Representations. Interest on each Bond not registered in the name of the Securities Depository is payable by electronic transfer on the interest payment date, or by check or draft of the Bond Registrar mailed on the interest payment date to the Registered Owner at the address appearing on the Bond Register on the Record Date. However, the City is not required to make electronic transfers except pursuant to a request by a Registered Owner in writing received on or prior to the Record Date and at the sole expense of the Registered Owner. Principal of each Bond not registered in the name of the Securities Depository is payable upon presentation and surrender of the Bond by the Registered Owner to the Bond Registrar. The Bonds are not subject to acceleration under any circumstances.

Section 8. Funds and Accounts; Deposit of Proceeds.

(a) *LTGO Bond Fund.* The LTGO Bond Fund is created as a special fund of the City for the sole purpose of paying principal of and interest and any redemption premium on the LTGO Bonds. LTGO Bond proceeds in excess of the amounts needed to pay the costs of the Project, repay the Note, pay the costs of the Refunding Plan allocated to the LTGO Refunded Bonds, and the costs of issuance, if any, shall be deposited into the LTGO Bond Fund. All amounts allocated to the payment of the principal of and interest on the LTGO Bonds shall be deposited in the LTGO Bond Fund as necessary for the timely payment of amounts due with respect to the LTGO Bonds. The principal of and interest on the LTGO Bonds shall be paid out of the LTGO Bond Fund. Until needed for that purpose, the City may invest money in the LTGO Bond Fund temporarily in any legal investment, and the investment earnings shall be retained in the LTGO Bond Fund and used for the purposes of that fund.

(b) *UTGO Bond Fund.* The UTGO Bond Fund is created as a special fund of the City for the sole purpose of paying principal of and interest and any redemption premium on the UTGO Bonds. UTGO Bond proceeds in excess of the amounts needed to pay the costs of the

Refunding Plan allocated to the UTGO Refunded Bonds and the costs of issuance, if any, shall be deposited into the UTGO Bond Fund. All amounts allocated to the payment of the principal of and interest on the UTGO Bonds shall be deposited in the UTGO Bond Fund as necessary for the timely payment of amounts due with respect to the UTGO Bonds. The principal of and interest on the UTGO Bonds shall be paid out of the UTGO Bond Fund. Until needed for that purpose, the City may invest money in the UTGO Bond Fund temporarily in any legal investment, and the investment earnings shall be retained in the UTGO Bond Fund and used for the purposes of that fund.

(c) *Note Fund.* Proceeds of the LTGO Bonds used to repay the Note will be deposited into the Note Fund, or sent directly to Cashmere Valley Bank, as registered owner of the Note.

(d) *Project Fund.* The Project Fund has been previously created as a fund of the City for the purpose of paying the costs of the Project. Proceeds received from the sale and delivery of the LTGO Bonds and allocated to the Project, shall be deposited into the Project Fund and used to pay the costs of the Project and may be used to pay costs of issuance of the LTGO Bonds. Until needed to pay such costs, the City may invest those proceeds temporarily in any legal investment, and the investment earnings shall be retained in the Project Fund and used for the purposes of that fund, except that earnings subject to a federal tax or rebate requirement (if applicable) may be withdrawn from the Project Fund and used for those tax or rebate purposes.

Section 9. Redemption Provisions and Purchase of Bonds.

(a) *Optional Redemption.* The Bonds shall be subject to redemption at the option of the City on terms acceptable to the Designated Representative, as set forth in the Bond Purchase Agreement, consistent with the parameters set forth in Section 4.

(b) *Mandatory Redemption.* Each Bond that is designated as a Term Bond in the Bond Purchase Agreement, consistent with the parameters set forth in Section 4 and except as set forth below, shall be called for redemption at a price equal to the stated principal amount to be redeemed, plus accrued interest, on the dates and in the amounts as set forth in the Bond Purchase Agreement. If a Term Bond is redeemed under the optional redemption provisions, defeased or purchased by the City and surrendered for cancellation, the principal amount of the Term Bond so redeemed, defeased or purchased (irrespective of its actual redemption or purchase price) shall be credited against one or more scheduled mandatory redemption installments for that Term Bond. The City shall determine the manner in which the credit is to be allocated and shall notify the Bond Registrar in writing of its allocation prior to the earliest mandatory redemption date for that Term Bond for which notice of redemption has not already been given.

(c) *Selection of Bonds for Redemption; Partial Redemption.* If fewer than all of the outstanding Bonds are to be redeemed at the option of the City, the City shall select the Series and maturities to be redeemed. If fewer than all of the outstanding Bonds of a maturity of a Series are to be redeemed, the Securities Depository shall select Bonds registered in the name of the Securities Depository to be redeemed in accordance with the Letter of Representations, and the Bond Registrar shall select all other Bonds to be redeemed randomly in such manner as the

Bond Registrar shall determine. All or a portion of the principal amount of any Bond that is to be redeemed may be redeemed in any Authorized Denomination. If less than all of the outstanding principal amount of any Bond is redeemed, upon surrender of that Bond to the Bond Registrar, there shall be issued to the Registered Owner, without charge, a new Bond (or Bonds, at the option of the Registered Owner) of the same Series, maturity and interest rate in any Authorized Denomination in the aggregate principal amount to remain outstanding.

(d) *Notice of Redemption.* Notice of redemption of each Bond registered in the name of the Securities Depository shall be given in accordance with the Letter of Representations. Notice of redemption of each other Bond, unless waived by the Registered Owner, shall 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 at the address appearing on the Bond Register on the Record Date. The requirements of the preceding sentence shall be satisfied when notice has been mailed as so provided, whether or not it is actually received by an Owner. In addition, the redemption notice shall be mailed or sent electronically within the same period to the MSRB (if required under the Undertaking), to each Rating Agency, and to such other persons and with such additional information as the Finance Officer shall determine, but these additional mailings shall not be a condition precedent to the redemption of any Bond.

(e) *Rescission of Optional Redemption Notice.* In the case of an optional redemption, the notice of redemption may state that the City 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 shall be of no effect, and each Bond for which a notice of optional redemption has been rescinded shall remain outstanding.

(f) *Effect of Redemption.* Interest on each Bond called for redemption shall cease to accrue on the date fixed for redemption, unless either the notice of optional redemption is rescinded as set forth above, or money sufficient to effect such redemption is not on deposit in the Bond Fund or in a trust account established to refund or defease the Bond.

(g) *Purchase of Bonds.* The City reserves the right to purchase any or all of the Bonds offered to the City at any time at any price acceptable to the City plus accrued interest to the date of purchase.

Section 10. Failure To Pay Bonds. If the principal of any Bond is not paid when the Bond is properly presented at its maturity or date fixed for redemption, the City shall be obligated to pay interest on that Bond at the same rate provided in the Bond from and after its maturity or date fixed for redemption until that Bond, both principal and interest, is paid in full or until sufficient money for its payment in full is on deposit in the LTGO Bond Fund for any Series of the LTGO Bonds, and in the UTGO Bond Fund for any Series of the UTGO Bonds, or in a trust account established to refund or defease the Bond, and the Bond has been called for payment by giving notice of that call to the Registered Owner.

Section 11. Pledge of Taxes. The Bonds constitute a general indebtedness of the City and are payable from tax revenues of the City and such other money as is lawfully available, including sales tax received from the Capital Area Regional Public Facilities District for the

refunding of the 2010B Bonds and pledged by the City for the payment of principal of and interest on the Bonds. For as long as any of the LTGO Bonds are outstanding, the City irrevocably pledges that it shall, in the manner provided by law within the constitutional and statutory limitations provided by law without the assent of the voters, include in its annual property tax levy amounts sufficient, together with other money that is lawfully available, to pay principal of and interest on the LTGO Bonds as the same become due.

For as long as any of the UTGO Bonds are outstanding, the City irrevocably pledges that it shall, in the manner provided by law within the constitutional and statutory limitations provided by law without limitation as to rate or amount, include in its annual property tax levy amounts sufficient, together with other money that is lawfully available, to pay principal of and interest on the UTGO Bonds as the same become due. The full faith, credit and resources of the City are pledged irrevocably for the prompt payment of the principal of and interest on the Bonds and such pledge shall be enforceable in mandamus against the City.

Section 12. Tax Covenants.

(a) *Preservation of Tax Exemption for Interest on Bonds.* The City covenants that it will take all actions necessary to prevent interest on the Bonds from being included in gross income for federal income tax purposes, and it will neither take any action nor make or permit any use of proceeds of the Bonds or other funds of the City treated as proceeds of the Bonds that will cause interest on the Bonds to be included in gross income for federal income tax purposes. The City also covenants that it will, to the extent the arbitrage rebate requirements of Section 148 of the Code are applicable to the Bonds, take all actions necessary to comply (or to be treated as having complied) with those requirements in connection with the Bonds.

(b) *Post-Issuance Compliance.* The Administrative Services Director is authorized and directed to review and update the City's written procedures to facilitate compliance by the City with the covenants in this ordinance and the applicable requirements of the Code that must be satisfied after the Issue Date to prevent interest on the Bonds from being included in gross income for federal tax purposes.

(c) *TEFRA Hearing.* In order to issue the Series of Bonds used to refund the 2010B LTGO Refunding Candidates as qualified 501(c)(3) bonds, the City Council authorizes the Designated Representative to advertise and hold a Tax Equity and Fiscal Responsibility Act ("TEFRA") hearing, if necessary.

(d) *Designation of a Series of Bonds as "Qualified Tax-Exempt Obligations."* A Series of the Bonds may be designated as "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code, if the following conditions are met:

- (1) the Series does not constitute "private activity bonds" within the meaning of Section 141 of the Code;
- (2) the reasonably anticipated amount of tax-exempt obligations (other than private activity bonds and other obligations not required to be included in such calculation) that the City and any entity subordinate to the City (including any entity that the City controls, that derives its authority to

issue tax-exempt obligations from the City, or that issues tax-exempt obligations on behalf of the City) will issue during the calendar year in which the Series is issued will not exceed \$10,000,000; and

- (3) the amount of tax-exempt obligations, including the Series, designated by the City as “qualified tax-exempt obligations” for the purposes of Section 265(b)(3) of the Code during the calendar year in which the Series is issued does not exceed \$10,000,000.

Section 13. Refunding or Defeasance of the Bonds. The City may issue refunding bonds pursuant to State law or use money available from any other lawful source to carry out a refunding or defeasance plan, which may include (a) paying when due the principal of and interest on any or all of the Bonds (the “defeased Bonds”); (b) redeeming the defeased Bonds prior to their maturity; and (c) paying the costs of the refunding or defeasance. If the City sets aside in a special trust fund or escrow account irrevocably pledged to that redemption or defeasance (the “trust account”), money and/or Government Obligations maturing at a time or times and bearing interest in amounts sufficient to redeem, refund or defease the defeased Bonds in accordance with their terms, then all right and interest of the Owners of the defeased Bonds in the covenants of this ordinance and in the funds and accounts obligated to the payment of the defeased Bonds shall cease and become void. Thereafter, the Owners of defeased Bonds shall have the right to receive payment of the principal of and interest on the defeased Bonds solely from the trust account and the defeased Bonds shall be deemed no longer outstanding. In that event, the City may apply money remaining in any fund or account (other than the trust account) established for the payment or redemption of the defeased Bonds to any lawful purpose.

Unless otherwise specified by the City in a refunding or defeasance plan, notice of refunding or defeasance shall be given, and selection of Bonds for any partial refunding or defeasance shall be conducted, in the manner prescribed in this ordinance for the redemption of Bonds.

Section 14. Refunding of the Refunded Bonds.

(a) *Appointment of Refunding Trustee.* The Designated Representative is authorized to appoint a Refunding Trustee in connection with the Bonds.

(b) *Use of Bond Proceeds; Acquisition of Acquired Obligations.* The proceeds of the sale of a Series of the Bonds shall be deposited immediately upon the receipt thereof with the Refunding Trustee and used to discharge the obligations of the City relating to the applicable Refunded Bonds under the respective Refunding Bond Ordinance by providing for the payment of the amounts required to be paid by the Refunding Plan. To the extent practicable, such obligations shall be discharged fully with Bond proceeds by the Refunding Trustee’s simultaneous purchase of the Acquired Obligations, bearing such interest and maturing as to principal and interest in such amounts and at such times so as to provide, together with a beginning cash balance, if necessary, for the payment of the amount required to be paid by the Refunding Plan. The Acquired Obligations, if acquired, will be listed and more particularly described in an exhibit to be attached to the Refunding Trust Agreement between the City and the Refunding Trustee, but are subject to substitution as set forth below. Any Bond proceeds or

other money deposited with the Refunding Trustee not needed to purchase the Acquired Obligations and provide a beginning cash balance, if any, and pay the costs of issuance of the Bonds shall be returned to the City at the time of delivery of the Bonds to the initial purchaser thereof and deposited in the Bond Fund to pay interest on the Bonds on the first interest payment date.

If payment of the costs of issuance of the respective Series of Bonds is not included in the Refunding Plan, the Bond proceeds from that Series that are not deposited with the Refunding Trustee will be deposited with the City to be used to pay the costs of issuance of the respective Series of Bonds. Any additional proceeds of the respective Series of Bonds may be deposited into the respective Bond Fund and used to pay interest on the respective Series of Bonds on the first interest payment date.

(c) *Substitution of Acquired Obligations.* Prior to the purchase of any Acquired Obligations by the Refunding Trustee, the City reserves the right to substitute other direct, noncallable obligations of the United States of America (“Substitute Obligations”) for any of the Acquired Obligations and to use any savings created thereby for any lawful City purpose if, (a) in the opinion of the City’s bond counsel, the interest on the Bonds and the Refunded Bonds will remain excluded from gross income for federal income tax purposes under Sections 103, 148, and 149(d) of the Code, and (b) such substitution shall not impair the timely payment of the amounts required to be paid by the Refunding Plan, as verified by a nationally recognized independent certified public accounting firm.

After the purchase of the Acquired Obligations, if any, by the Refunding Trustee, the City reserves the right to substitute therefor cash or Substitute Obligations subject to the conditions that such money or securities held by the Refunding Trustee shall be sufficient to carry out the Refunding Plan, that such substitution will not cause the Bonds or the Refunded Bonds to be arbitrage bonds within the meaning of Section 148 of the Code and regulations thereunder in effect on the date of such substitution and applicable to obligations issued on the issue dates of the Bonds and the Refunded Bonds, as applicable, and that the City obtain, at its expense: (1) a verification by a nationally recognized independent firm acceptable to the Refunding Trustee confirming that the payments of principal of and interest on the substitute securities, if paid when due, and any other money held by the Refunding Trustee will be sufficient to carry out the Refunding Plan; and (2) an opinion from a nationally recognized bond counsel to the City, to the effect that the disposition and substitution or purchase of such securities, under the statutes, rules, and regulations then in force and applicable to the Bonds, will not cause the interest on the Bonds or the Refunded Bonds to be included in gross income for federal income tax purposes and that such disposition and substitution or purchase is in compliance with the statutes and regulations applicable to the Bonds. Any surplus money resulting from the sale, transfer, other disposition, or redemption of the Acquired Obligations and the substitutions therefor shall be released from the trust estate and transferred to the City to be used for any lawful City purpose.

(d) *Administration of Refunding Plan.* The Refunding Trustee is authorized and directed to purchase the Acquired Obligations (or substitute obligations), if so directed by the Designated Representative, and to make the payments required to be made by the Refunding Plan from the Acquired Obligations (or substitute obligations) and money deposited with the

Refunding Trustee pursuant to this ordinance. All Acquired Obligations (or substitute obligations) and the money deposited with the Refunding Trustee and any income therefrom shall be held irrevocably, invested and applied in accordance with the provisions of the respective Refunding Bond Ordinances, this ordinance, chapter 39.53 RCW and other applicable statutes of the State of Washington and the Refunding Trust Agreement. All necessary and proper fees, compensation, and expenses of the Refunding Trustee for the respective Series of Bonds and all other costs incidental to the setting up of the escrow to accomplish the refunding of the Refunded Bonds and costs related to the issuance and delivery of the respective Series of Bonds, including bond printing, verification fees, Bond Counsel's fees, and other related expenses, shall be paid out of the proceeds of the respective Series of Bonds.

(e) *Authorization for Refunding Trust Agreement.* To carry out the Refunding Plan provided for by this ordinance, the Designated Representative is authorized and directed to execute and deliver to the Refunding Trustee a Refunding Trust Agreement setting forth the duties, obligations and responsibilities of the Refunding Trustee in connection with the payment, redemption, and retirement of the Refunded Bonds as provided herein and stating that the provisions for payment of the fees, compensation, and expenses of such Refunding Trustee set forth therein are satisfactory to it. Prior to executing the Refunding Trust Agreement, the Designated Representative of the City is authorized to make such changes therein that do not change the substance and purpose thereof or that assure that the escrow provided therein and the Bonds are in compliance with the requirements of federal law governing the exclusion of interest on the Bonds from gross income for federal income tax purposes.

Section 15. Call for Redemption of the Refunded Bonds. The City will call for redemption on such date or dates as determined by the Designated Representative, all of the Refunded Bonds at par plus accrued interest. Such call for redemption shall be irrevocable after the delivery of the Bonds to the initial purchaser thereof. The date(s) on which the Refunded Bonds are herein called for redemption will be the first date on which those bonds may be called.

The proper City officials are authorized and directed to give or cause to be given such notices as required, at the times and in the manner required by the respective Refunding Bond Ordinances, in order to effect the redemption prior to their maturity of the Refunded Bonds.

Section 16. Findings with Respect to Refunding. The City Council authorizes the Designated Representative to issue the Bonds if it will achieve debt service savings to the City and is in the best interest of the City and its taxpayers and in the public interest. In making such finding and determination, the Designated Representative will give consideration to the fixed maturities of the Bonds and the Refunded Bonds, the costs of issuance of the Bonds and the known earned income from the investment of the proceeds of the issuance and sale of the Bonds and other money of the City used in the Refunding Plan, if any, pending payment and redemption of the Refunded Bonds.

The Designated Representative may also purchase Acquired Obligations to be deposited with the Refunding Trustee, together with the income therefrom, and with any necessary beginning cash balance, which will be sufficient to redeem the Refunded Bonds and will discharge and satisfy the obligations of the City under the respective Refunding Bond Ordinances with respect to the respective Refunded Bonds, and the pledges, charges, trusts,

covenants, and agreements of the City therein made or provided for as to the Refunded Bonds, and that the Refunded Bonds shall no longer be deemed to be outstanding under such ordinance immediately upon the deposit of such money with the Refunding Trustee.

Section 17. Sale and Delivery of the Bonds.

(a) *Manner of Sale of Bonds; Delivery of Bonds.* The Designated Representative is authorized to sell each Series of the Bonds by negotiated sale or private placement or by competitive sale in accordance with a notice of sale consistent with this ordinance, based on the assessment of the Designated Representative of market conditions, in consultation with appropriate City officials and staff, Bond Counsel and other advisors. In determining the method of sale of a Series and accepting the Final Terms, the Designated Representative shall take into account those factors that, in the judgment of the Designated Representative, may be expected to result in the lowest true interest cost to the City.

(b) *Procedure for Negotiated Sale or Private Placement.* If the Designated Representative determines that a Series of the Bonds is to be sold by negotiated sale or private placement, the Designated Representative shall select one or more Purchasers with which to negotiate such sale. The Bond Purchase Agreement for each Series of the Bonds shall set forth the Final Terms. The Designated Representative is authorized to execute the Bond Purchase Agreement on behalf of the City, so long as the terms provided therein are consistent with the terms of this ordinance.

(c) *Procedure for Competitive Sale.* If the Designated Representative determines that a Series of the Bonds is to be sold by competitive sale, the Designated Representative shall cause the preparation of an official notice of bond sale setting forth parameters for the Final Terms and any other bid parameters that the Designated Representative deems appropriate consistent with this ordinance. Bids for the purchase of each Series of the Bonds shall be received at such time or place and by such means as the Designated Representative directs. On the date and time established for the receipt of bids, the Designated Representative (or the designee of the Designated Representative) shall open bids and shall cause the bids to be mathematically verified. The Designated Representative is authorized to award, on behalf of the City, the winning bid and accept the winning bidder's offer to purchase that Series of the Bonds, with such adjustments to the aggregate principal amount and principal amount per maturity as the Designated Representative deems appropriate, consistent with the terms of this ordinance, and such award shall constitute the Bond Purchase Agreement. The Designated Representative may reject any or all bids submitted and may waive any formality or irregularity in any bid or in the bidding process if the Designated Representative deems it to be in the City's best interest to do so. If all bids are rejected, that Series of the Bonds may be sold pursuant to negotiated sale or in any manner provided by law as the Designated Representative determines is in the best interest of the City, within the parameters set forth in this ordinance.

(d) *Preparation, Execution and Delivery of the Bonds.* The Bonds will be prepared at City expense and will be delivered to the Purchaser in accordance with the Bond Purchase Agreement, together with the approving legal opinion of Bond Counsel regarding the Bonds.

Section 18. Official Statement.

(a) *Preliminary Official Statement Deemed Final.* The Designated Representative shall review and, if acceptable to her or him, approve the preliminary Official Statement prepared in connection with each sale of a Series of the Bonds to the public or through a Purchaser as a placement agent. For the sole purpose of the Purchaser's compliance with paragraph (b)(1) of Rule 15c2-12, if applicable, the Designated Representative is authorized to deem that preliminary Official Statement final as of its date, except for the omission of information permitted to be omitted by Rule 15c2-12. The City approves the distribution to potential purchasers of the Bonds of a preliminary Official Statement that has been approved by the Designated Representative and been deemed final, if applicable, in accordance with this subsection.

(b) *Approval of Final Official Statement.* The City approves the preparation of a final Official Statement for each Series of the Bonds to be sold to the public in the form of the preliminary Official Statement that has been approved and deemed final in accordance with subsection (a), with such modifications and amendments as the Designated Representative deems necessary or desirable, and further authorizes the Designated Representative to execute and deliver such final Official Statement to the Purchaser if required under Rule 15c2-12. The City authorizes and approves the distribution by the Purchaser of the final Official Statement so delivered to purchasers and potential purchasers of a Series of the Bonds.

Section 19. Undertaking to Provide Continuing Disclosure. To meet the requirements of paragraph (b)(5) of Rule 15c2-12, as applicable to the Purchaser(s) acting as a participating underwriter for the Bonds, the City makes the following written undertaking (the "Undertaking") for the benefit of holders of the Bonds:

(a) *Undertaking to Provide Annual Financial Information and Notice of Listed Events.* The City undertakes to provide or cause to be provided, either directly or through a designated agent, to the MSRB, in an electronic format as prescribed by the MSRB, accompanied by identifying information as prescribed by the MSRB:

(1) Annual financial information and operating data of the type included in the final official statement for the Bonds and described in paragraph (b) ("annual financial information");

(2) Timely notice (not in excess of 10 business days after the occurrence of the event) of the occurrence of any of the following events with respect to the Bonds: (A) principal and interest payment delinquencies; (B) non-payment related defaults, if material; (C) unscheduled draws on debt service reserves reflecting financial difficulties; (D) unscheduled draws on credit enhancements reflecting financial difficulties; (E) substitution of credit or liquidity providers, or their failure to perform; (F) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notice 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; (G) modifications to rights of holders of the Bonds, if material; (H) bond calls (other than scheduled mandatory redemptions of Term Bonds), if material, and tender offers;

(I) defeasances; (J) release, substitution, or sale of property securing repayment of the Bonds, if material; (K) rating changes; (L) bankruptcy, insolvency, receivership or similar event of the City, as such “Bankruptcy Events” are defined in Rule 15c2-12; (M) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City 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; (N) appointment of a successor or additional trustee or the change of name of a trustee, if material; (O) incurrence of a financial obligation of the City or obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the City or obligated person, any of which affect security holders, if material; and (P) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the City or obligated person, any of which reflect financial difficulties. The term “financial obligation” means a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) guarantee of (i) or (ii). The term “financial obligation” shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with Rule 15c2-12.

(3) Timely notice of a failure by the City to provide required annual financial information on or before the date specified in paragraph (b).

(b) Type of Annual Financial Information Undertaken to be Provided. The annual financial information that the City undertakes to provide in paragraph (a):

(1) Shall consist of (A) annual financial statements prepared (except as noted in the financial statements) in accordance with applicable generally accepted accounting principles applicable to local governmental units of the State such as the City, as such principles may be changed from time to time, which statements may be unaudited, provided, that if and when audited financial statements are prepared and available they will be provided; (B) principal amount of general obligation bonds outstanding at the end of the applicable fiscal year; (C) assessed valuation for that fiscal year; and (D) regular property tax levy amount and rate for the fiscal year;

(2) Shall be provided not later than the last day of the ninth month after the end of each fiscal year of the City (currently, a fiscal year ending December 31), as such fiscal year may be changed as required or permitted by State law, commencing with the City’s fiscal year ending December 31, 2019; and

(3) May be provided in a single or multiple documents, and may be incorporated by specific reference to documents available to the public on the Internet website of the MSRB or filed with the SEC.

(c) Amendment of Undertaking. This Undertaking is subject to amendment after the primary offering of the Bonds without the consent of any holder of any Bond, or of any broker, dealer, municipal securities dealer, participating underwriter, Rating Agency or the MSRB, under the circumstances and in the manner permitted by Rule 15c2-12. The City will give notice

to the MSRB of the substance (or provide a copy) of any amendment to the Undertaking and a brief statement of the reasons for the amendment. If the amendment changes the type of annual financial information to be provided, the annual financial information containing the amended financial information will include a narrative explanation of the effect of that change on the type of information to be provided.

(d) *Beneficiaries.* This Undertaking shall inure to the benefit of the City and the holder of each Bond, and shall not inure to the benefit of or create any rights in any other person.

(e) *Termination of Undertaking.* The City's obligations under this Undertaking shall terminate upon the legal defeasance of all of the Bonds. In addition, the City's obligations under this Undertaking shall terminate if the provisions of Rule 15c2-12 that require the City to comply with this Undertaking become legally inapplicable in respect of the Bonds for any reason, as confirmed by an opinion of Bond Counsel delivered to the City, and the City provides timely notice of such termination to the MSRB.

(f) *Remedy for Failure to Comply with Undertaking.* As soon as practicable after the City learns of any failure to comply with this Undertaking, the City will proceed with due diligence to cause such noncompliance to be corrected. No failure by the City or other obligated person to comply with this Undertaking shall constitute an event of default. The sole remedy of any holder of a Bond shall be to take action to compel the City or other obligated person to comply with this Undertaking, including seeking an order of specific performance from an appropriate court.

(g) *Designation of Official Responsible to Administer Undertaking.* The Finance Director or his or her designee is the person designated to carry out the Undertaking in accordance with Rule 15c2-12, including, without limitation, the following actions:

(1) Preparing and filing the annual financial information undertaken to be provided;

(2) Determining whether any event specified in paragraph (a) has occurred, assessing its materiality, where necessary, with respect to the Bonds, and preparing and disseminating any required notice of its occurrence;

(3) Determining whether any person other than the City is an "obligated person" within the meaning of Rule 15c2-12 with respect to the Bonds, and obtaining from such person an undertaking to provide any annual financial information and notice of listed events for that person required under Rule 15c2-12;

(4) Selecting, engaging and compensating designated agents and consultants, including financial advisors and legal counsel, to assist and advise the City in carrying out this Undertaking; and

(5) Effecting any necessary amendment of this undertaking.

Section 20. Supplemental and Amendatory Ordinances. The City may supplement or amend this ordinance for any one or more of the following purposes without the consent of any Owners of the Bonds:

(a) To add covenants and agreements that do not materially adversely affect the interests of Owners, or to surrender any right or power reserved to or conferred upon the City.

(b) To cure any ambiguities, or to cure, correct or supplement any defective provision contained in this ordinance in a manner that does not materially adversely affect the interest of the Beneficial Owners of the Bonds.

Section 21. General Authorization and Ratification. The Mayor, City Manager, City Clerk, Designated Representative and other appropriate officers of the City are severally authorized to take such actions and to execute such documents as in their judgment may be necessary or desirable to carry out the transactions contemplated in connection with this ordinance, and to do everything necessary for the prompt delivery of each Series of the Bonds to the Purchaser thereof and for the proper application, use and investment of the proceeds of the Bonds. All actions taken prior to the effective date of this ordinance in furtherance of the purposes described in this ordinance and not inconsistent with the terms of this ordinance are ratified and confirmed in all respects.

Section 22. Severability. The provisions of this ordinance are declared to be separate and severable. If a court of competent jurisdiction, all appeals having been exhausted or all appeal periods having run, finds any provision of this ordinance to be invalid or unenforceable as to any person or circumstance, such offending provision shall, if feasible, be deemed to be modified to be within the limits of enforceability or validity. However, if the offending provision cannot be so modified, it shall be null and void with respect to the particular person or circumstance, and all other provisions of this ordinance in all other respects, and the offending provision with respect to all other persons and all other circumstances, shall remain valid and enforceable.

Section 23. Effective Date of Ordinance. This ordinance shall take effect and be in force from and after its passage and five days following its publication as required by law.

PASSED by the City Council of the City of Olympia, Washington, at an open public meeting thereof, this 19th day of November, 2019, and signed in authentication of its passage this 19th day of November, 2019.

Mayor

ATTEST:

City Clerk

APPROVED AS TO FORM:


Bond Counsel

CERTIFICATION

I, the undersigned, City Clerk of the City of Olympia, Washington (the "City"), hereby certify as follows:

1. The attached copy of Ordinance No. ____ (the "Ordinance") is a full, true and correct copy of an ordinance duly passed at a regular meeting of the City Council of the City held at the regular meeting place thereof on November 19, 2019, as that ordinance appears on the minute book of the City.

2. The Ordinance will be in full force and effect five days after publication in the City's official newspaper, which publication date is expected to be November __, 2019.

3. A quorum of the members of the City Council was present throughout the meeting and a majority of the members voted in the proper manner for the passage of the Ordinance.

Dated: November 19, 2019.

CITY OF OLYMPIA, WASHINGTON

City Clerk