

**RESOLUTION NO. M-2643**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF OLYMPIA, WASHINGTON,  
RATIFYING AND CONFIRMING THE AUTHORIZATION AND SIGNATURE BY THE CITY  
MANAGER OF THE FIRST AMENDMENT TO INTERCREDITOR COOPERATION AGREEMENT  
BETWEEN THE CITY OF OLYMPIA, A WASHINGTON MUNICIPAL CORPORATION  
("OLYMPIA"), THE HANDS ON CHILDREN'S MUSEUM, A WASHINGTON NONPROFIT  
CORPORATION ("HOCM"), AND COMMENCEMENT BANK, A WASHINGTON BANKING  
CORPORATION ("COMMENCEMENT")**

**WHEREAS**, the City of Olympia, Thurston First Bank ("Thurston"), and HOCM previously entered into that certain Intercreditor Cooperation Agreement, dated September 14, 2010 (the "Agreement"), regarding certain obligations of HOCM, to include a loan from Thurston to HOCM in the maximum amount of Four Million and Seventy-Five Thousand Dollars (\$4,075,000.00) (the "Loan"), the lease of certain real property from Olympia to HOCM, and the financing of improvements to the leased property; and

**WHEREAS**, Commencement is the successor in interest to Thurston with respect to the Agreement and the Loan; and

**WHEREAS**, Commencement and HOCM seek to refinance the Loan into three separate loans (collectively, the "New Loans") as follows:

1. Business Loan Agreement, Commercial Promissory Note, and Commercial Security Agreement, evidencing a \$1,267,523.98 Loan from Commencement to HOCM (Loan No. XXXXXXX4201);
2. Business Loan Agreement, Commercial Line of Credit Agreement and Note, and Commercial Security Agreement, evidencing a \$300,000.00 line of credit from Commencement to HOCM (Loan No. XXXXXXX4301);
3. Business Loan Agreement, Commercial Line of Credit Agreement and Note, and Commercial Security Agreement, evidencing a \$1,500,000.00 Line of Credit from Commencement to HOCM (Loan No. XXXXXXX4302);

and

**WHEREAS**, on August 11, 2025, the City Manager authorized and signed the First Amendment to the Intercreditor Cooperation Agreement, which allowed refinancing of the Loan into three separate loans; and

**WHEREAS**, the City Council wishes to ratify and confirm the authorization and signature by the City Manager of the First Amendment to the Intercreditor Cooperation Agreement in support of refinancing the Loan into three separate loans; and

**NOW, THEREFORE, THE OLYMPIA CITY COUNCIL DOES HEREBY RESOLVE** as follows:

1. The Olympia City Council hereby ratifies and confirms the authorization and signature by the City Manager of the First Amendment to the Intercreditor Cooperation Agreement between City of Olympia, the Hands On Children's Museum, and Commencement Bank (previously Thurston First Bank), and the terms and conditions contained therein.

**PASSED BY THE OLYMPIA CITY COUNCIL** this 9th day of September 2025.

  
MAYOR

ATTEST:

Sean Krier  
CITY CLERK

APPROVED AS TO FORM:

Mark Barber  
CITY ATTORNEY