

EXHIBIT A

AMENDED EXHIBIT B TO ORDINANCE 125454

FORM OF CONTINUING DISCLOSURE AGREEMENT

The City of Seattle, Washington (the “City”) makes the following written undertaking (the “Undertaking”) for the benefit of the Owners of the City’s [Drainage and Wastewater Revenue Bonds, 2018] [Series Designation] (the “Bonds”), for the sole purpose of assisting the Purchaser in meeting the requirements of paragraph (b)(5) of Rule 15c2-12 (the “Rule”), as applicable to a participating underwriter for the Bonds. Capitalized terms used but not defined below shall have the meanings given in Ordinance _____ (~~and Ordinance _____~~ ~~})~~((~~together, }~~)the “Bond ((~~Legislation~~))Ordinance”).

(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 Municipal Securities Rulemaking Board (the “MSRB”), in an electronic format as prescribed by the MSRB, accompanied by identifying information as prescribed by the MSRB:

(i) Annual financial information and operating data of the Drainage and Wastewater System of the type included in the final official statement for the Bonds and described in subsection (b) of this section (“annual financial information”). The timely filing of unaudited financial statements shall satisfy the requirements and filing deadlines pertaining to the filing of annual financial statements under subsection (b), provided that audited financial statements are to be filed if and when they are otherwise prepared and available to the City.

(ii) 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:

1 (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material;
2 (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled
3 draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or
4 liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the
5 Internal Revenue Service of proposed or final determinations of taxability, Notice of Proposed
6 Issue (IRS Form 5701 – TEB) or other material notices or determinations with respect to the tax
7 status of the Bonds, or other material events affecting the tax status of the Bonds;
8 (7) modifications to rights of holders of the Bonds, if material; (8) Bond calls (other than
9 scheduled mandatory redemptions of Term Bonds), if material, and tender offers;
10 (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds,
11 if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the
12 City, as such “Bankruptcy Events” are defined in the Rule((15e2-12)); (13) the consummation
13 of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all
14 of the assets of the City other than in the ordinary course of business, the entry into a definitive
15 agreement to undertake such an action or the termination of a definitive agreement relating to
16 any such actions, other than pursuant to its terms, if material; ~~((and-))~~(14) appointment of a
17 successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a
18 financial obligation of the City, if material, or agreement to covenants, events of default,
19 remedies, priority rights, or other similar terms of a financial obligation of the City, any of which
20 affect holders of the Bonds, if material; and (16) any default, event of acceleration, termination
21 event, modification of terms, or other similar event under the terms of a financial obligation of
22 the City, any of which reflect financial difficulties.

1 For purposes of this Undertaking, the term “financial obligation” shall mean a
2 debt obligation; derivative instrument entered into in connection with, or pledged as security or a
3 source of payment for, an existing or planned debt obligation; or a guarantee of either a debt
4 obligation or a derivative instrument entered into in connection with, or pledged as security or a
5 source of payment for, an existing or planned debt obligation. The term “financial obligation”
6 does not include municipal securities as to which a final official statement has been provided to
7 the MSRB consistent with the Rule.

8 (iii) Timely notice of a failure by the City to provide required annual financial
9 information on or before the date specified in subsection (b) of this section.

10 (b) Type of Annual Financial Information Undertaken to be Provided. The annual
11 financial information and operating data that the City undertakes to provide in subsection (a) of
12 this section:

13 (i) Shall consist of (1) annual financial statements of the Drainage and
14 Wastewater System prepared in accordance with applicable generally accepted accounting
15 principles applicable to governmental units (except as otherwise noted herein), as such principles
16 may be changed from time to time and as permitted by applicable state law; (2) a statement of
17 outstanding bonded debt secured by revenues of the Drainage and Wastewater System; (3) debt
18 service coverage ratios; (4) general customer statistics, such as number and type of customers
19 and revenues by customer class; and (5) current drainage rates and wastewater rates;

20 (ii) Shall be provided not later than the last day of the ninth month after the
21 end of each fiscal year of the City (currently, a fiscal year ending December 31), as such fiscal
22 year may be changed as required or permitted by state law, commencing with the City’s fiscal
23 year ending December 31, 20__; and

1 (iii) May be provided in a single document or multiple documents, and may be
2 incorporated by specific reference to documents available to the public on the Internet website of
3 the MSRB or filed with the Securities and Exchange Commission.

4 (c) Amendment of Undertaking. This Undertaking is subject to amendment after the
5 primary offering of the Bonds without the consent of any Owner or holder of any Bond, or of
6 any broker, dealer, municipal securities dealer, participating underwriter, rating agency or the
7 MSRB, under the circumstances and in the manner permitted by the Rule~~((15e2-12))~~, including:

8 (i) The amendment may only be made in connection with a change in
9 circumstances that arises from a change in legal requirements, change in law, or change in the
10 identity, nature, or status of the City, or type of business conducted by the City;

11 (ii) The ~~((undertaking))~~Undertaking, as amended, would have complied with
12 the requirements of the ~~((rule))~~Rule at the time of the primary offering, after taking into account
13 any amendments or interpretations of the ~~((rule))~~Rule, as well as any change in circumstances;
14 and

15 (iii) The amendment does not materially impair the interests of holders, as
16 determined either by parties unaffiliated with the City (e.g., bond counsel or other counsel
17 familiar with federal securities laws), or by an approving vote of bondholders pursuant to the
18 terms of the Bond ~~((Legislation))~~Ordinance at the time of the amendment.

19 The City will give notice to the MSRB of the substance (or provide a copy) of any
20 amendment to this Undertaking and a brief statement of the reasons for the amendment. If the
21 amendment changes the type of annual financial information to be provided, the annual financial
22 information containing the amended financial information will include a narrative explanation of
23 the effect of that change on the type of information to be provided.

1 (d) Beneficiaries. ~~((The))~~This Undertaking ~~((evidenced by this section--))~~ shall inure
2 to the benefit of the City and any ~~((Beneficial--))~~ Owner of Bonds, and shall not inure to the
3 benefit of or create any rights in any other person.

4 (e) Termination of Undertaking. The City’s obligations under this Undertaking shall
5 terminate upon the legal defeasance, prior redemption, or payment in full of all of the Bonds. In
6 addition, the City’s obligations under this Undertaking shall terminate if those provisions of the
7 Rule~~((15e2-12))~~ ~~((which))~~that require the City to comply with this Undertaking become legally
8 inapplicable in respect of the Bonds for any reason, as confirmed by an opinion of nationally
9 recognized bond counsel or other counsel familiar with federal securities laws delivered to the
10 City, and the City provides timely notice of such termination to the MSRB.

11 (f) Remedy for Failure to Comply with Undertaking. As soon as practicable after the
12 City learns of any material failure to comply with ~~((the))~~this Undertaking, the City will proceed
13 with due diligence to cause such noncompliance to be corrected. No failure by the City or other
14 obligated person to comply with this Undertaking shall constitute a default in respect of the
15 Bonds. The sole remedy of any Owner of a Bond shall be to take such actions as that Owner
16 deems necessary, including seeking an order of specific performance from an appropriate court,
17 to compel the City or other obligated person to comply with ~~((the))~~this Undertaking.

18 (g) Designation of Official Responsible to Administer Undertaking. The Director of
19 Finance of the City (or such other officer of the City who may in the future perform the duties of
20 that office) or his or her designee is the person designated, in accordance with the Bond
21 ~~((Legislation))~~Ordinance, to carry out ~~((the))~~this Undertaking of the City in respect of the Bonds
22 set forth in this section and in accordance with the Rule~~((15e2-12))~~, including, without
23 limitation, the following actions:

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

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

6 (iii) Determining whether any person other than the City is an “obligated
7 person” within the meaning of the Rule(~~(15e2-12)~~) with respect to the Bonds, and obtaining
8 from such person an undertaking to provide any annual financial information and notice of listed
9 events for that person in accordance with the Rule(~~(15e2-12)~~);

10 (iv) Selecting, engaging and compensating designated agents and consultants,
11 including but not limited to financial advisors and legal counsel, to assist and advise the City in
12 carrying out ~~((the))~~this Undertaking; and

13 (v) Effecting any necessary amendment of the Undertaking.